



BANGLADESH SECURITIES AND EXCHANGE COMMISSION

JIBON BIMA TOWER (14, 15, 16 & 20 FLOOR), 10 DILKUSHA C/A, DHAKA-1000, BANGLADESH
E-6/C, Agargaon, Shere Bangla Nagar, Dhaka-1207

BSEC/Enforcement/2158/2014/405

By Courier

December 20, 2017

Mr. Zeyad Rahman (Director of Delta Life Insurance Co. Ltd)
Delta Life Tower
Plot#37, Road # 45(South) & 90(North)
Gulshan Circle# 2
Dhaka-1212

Attn: Chief Executive Officer/Managing Director

Subject: Penalty Order: Non-compliance with Securities laws in connection with share purchase

Dear Sir,

Commission's penalty order No. SEC/Enforcement/2158/2014/404 dated December .., 2017 is enclosed herewith for your kind information and necessary action.

For Bangladesh Securities and Exchange Commission

Mustari Jahan
Deputy Director (Enforcement)

Distribution:

Managing Director, Dhaka Stock Exchange Limited
Managing Director, Chittagong Stock Exchange Limited
Chief Executive Officer/Managing Director, Delta Life Insurance Co. Ltd with a request to distribute the enclosed order to Mr. Zeyad Rahman (Director of Delta Life Insurance Co. Ltd)

Copy for information:

P.O to Commissioner (Enforcement), BSEC
P.O to Executive Director (SRMIC), BSEC
✓ P.O to Executive Director (MIS), BSEC
Chairman's office, BSEC



BANGLADESH SECURITIES AND EXCHANGE COMMISSION

JIBON BIMA TOWER (14, 15, 16 & 20 FLOOR), 10 DILKUSHA C/A, DHAKA-1000, BANGLADESH

E-6/C, Agargaon, Shere Bangla Nagar, Dhaka-1207

BSEC/Enforcement/2158/2014/403

By Courier

December 20, 2017

Mr.Kazi Fazlur Rahman (Director of Delta Life Insurance Co. Ltd)
Delta Life Tower
Plot#37, Road # 45(South) & 90(North)
Gulshan Circle# 2
Dhaka-1212

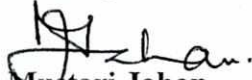
Attn: Chief Executive Officer/Managing Director

Subject: Penalty Order: Non-compliance with Securities laws in connection with share purchase

Dear Sir,

Commission's penalty order No. SEC/Enforcement/2158/2014/402 dated December .., 2017 is enclosed herewith for your kind information and necessary action.

For Bangladesh Securities and Exchange Commission


Mustari Jahan

Deputy Director (Enforcement)

Distribution:

Managing Director, Dhaka Stock Exchange Limited
Managing Director, Chittagong Stock Exchange Limited
Chief Executive Officer/Managing Director, Delta Life Insurance Co. Ltd with a request to distribute the enclosed order to Mr.Kazi Fazlur Rahman (Director of Delta Life Insurance Co. Ltd)

Copy for information:

P.O to Commissioner (Enforcement), BSEC
P.O to Executive Director (SRMIC), BSEC
P.O to Executive Director (MIS), BSEC
Chairman's office, BSEC



BANGLADESH SECURITIES AND EXCHANGE COMMISSION

JIBON BIMA TOWER (14, 15, 16 & 20 FLOOR), 10 DILKUSHA C/A, DHAKA-1000, BANGLADESH
E-6/C, Agargaon, Shere Bangla Nagar, Dhaka-1207

BSEC/Enforcement/2158/2014/401

By Courier

December 20, 2017

Mr. Nizamul Hoque (Director of Delta Life Insurance Co. Ltd)
Delta Life Tower
Plot#37, Road # 45(South) & 90(North)
Gulshan Circle# 2
Dhaka-1212

Attn: Chief Executive Officer/Managing Director

Subject: Penalty Order: Non-compliance with Securities laws in connection with share purchase

Dear Sir,

Commission's penalty order No. SEC/Enforcement/2158/2014/400 dated December ..., 2017 is enclosed herewith for your kind information and necessary action.

For Bangladesh Securities and Exchange Commission

Mustari Jahan
Deputy Director (Enforcement)

Distribution:

Managing Director, Dhaka Stock Exchange Limited
Managing Director, Chittagong Stock Exchange Limited
Chief Executive Officer/Managing Director, Delta Life Insurance Co. Ltd with a request to distribute the enclosed order to Mr. Nizamul Hoque (Director of Delta Life Insurance Co. Ltd)

Copy for information:

P.O to Commissioner (Enforcement), BSEC
P.O to Executive Director (SRMIC), BSEC
P.O to Executive Director (MIS), BSEC
Chairman's office, BSEC



BANGLADESH SECURITIES AND EXCHANGE COMMISSION

JIBON BIMA TOWER (14, 15, 16 & 20 FLOOR), 10 DILKUSHA C/A, DHAKA-1000, BANGLADESH
E-6/C, Agargaon, Shere Bangla Nagar, Dhaka-1207

BSEC/Enforcement/2158/2014/৩৩৩

By Courier

December 20, 2017

Saika Rahman (Director of Delta Life Insurance Co. Ltd)
Delta Life Tower
Plot#37, Road # 45(South) & 90(North)
Gulshan Circle# 2
Dhaka-1212

Attn: Chief Executive Officer/Managing Director

Subject: Penalty Order: Non-compliance with Securities laws in connection with share purchase

Dear Sir,

Commission's penalty order No. SEC/Enforcement/2158/2014/৩৩৩ dated December ..., 2017 is enclosed herewith for your kind information and necessary action.

For Bangladesh Securities and Exchange Commission

Mustari Jahan
Deputy Director (Enforcement)

Distribution:

Managing Director, Dhaka Stock Exchange Limited
Managing Director, Chittagong Stock Exchange Limited
Chief Executive Officer/Managing Director, Delta Life Insurance Co. Ltd with a request to distribute the enclosed order to Saika Rahman (Director of Delta Life Insurance Co. Ltd)

Copy for information:

P.O to Commissioner (Enforcement), BSEC
P.O to Executive Director (SRMIC), BSEC
P.O to Executive Director (MIS), BSEC
Chairman's office, BSEC



BANGLADESH SECURITIES AND EXCHANGE COMMISSION

JIBON BIMA TOWER (14, 15, 16 & 20 FLOOR), 10 DILKUSHA C/A, DHAKA-1000, BANGLADESH
E-6/C, Agargaon, Shere Bangla Nagar, Dhaka-1207

BSEC/Enforcement/2158/2014/৩০৭

By Courier

December 20, 2017

Mr.Md.Mujibur Rahman (Director of Delta Life Insurance Co. Ltd)
Delta Life Tower
Plot#37, Road # 45(South) & 90(North)
Gulshan Circle# 2
Dhaka-1212

Attn: Chief Executive Officer/Managing Director

Subject: Penalty Order: Non-compliance with Securities laws in connection with share purchase

Dear Sir,

Commission's penalty order No. SEC/Enforcement/2158/2014/৩০৬ dated December .., 2017 is enclosed herewith for your kind information and necessary action.

For Bangladesh Securities and Exchange Commission

Mustari Jahan
Deputy Director (Enforcement)

Distribution:

Managing Director, Dhaka Stock Exchange Limited
Managing Director, Chittagong Stock Exchange Limited
Chief Executive Officer/Managing Director, Delta Life Insurance Co. Ltd with a request to distribute the enclosed order to Mr.Md.Mujibur Rahman (Director of Delta Life Insurance Co. Ltd)

Copy for information:

P.O to Commissioner (Enforcement), BSEC
P.O to Executive Director (SRMIC), BSEC
P.O to Executive Director (MIS), BSEC
Chairman's office, BSEC



BANGLADESH SECURITIES AND EXCHANGE COMMISSION

JIBON BIMA TOWER (14, 15, 16 & 20 FLOOR), 10 DILKUSHA C/A, DHAKA-1000, BANGLADESH
E-6/C, Agargaon, Shere Bangla Nagar, Dhaka-1207

BSEC/Enforcement/2158/2014/395

By Courier

December 20, 2017

Mr. Monzurur Rahman (Chairman/Director of Delta Life Insurance Co. Ltd)
Delta Life Tower
Plot#37, Road # 45(South) & 90(North)
Gulshan Circle# 2
Dhaka-1212

Attn: Chief Executive Officer/Managing Director

Subject: Penalty Order: Non-compliance with Securities laws in connection with share purchase

Dear Sir,

Commission's penalty order No. SEC/Enforcement/2158/2014/394 dated December ..., 2017 is enclosed herewith for your kind information and necessary action.

For Bangladesh Securities and Exchange Commission

Mustari Jahan
Deputy Director (Enforcement)

Distribution:

Managing Director, Dhaka Stock Exchange Limited
Managing Director, Chittagong Stock Exchange Limited
Chief Executive Officer/Managing Director, Delta Life Insurance Co. Ltd with a request to distribute the enclosed order to Mr. Monzurur Rahman (Chairman/Director of Delta Life Insurance Co. Ltd)

Copy for information:

P.O to Commissioner (Enforcement), BSEC
P.O to Executive Director (SRMIC), BSEC
P.O to Executive Director (MIS), BSEC
Chairman's office, BSEC



BANGLADESH SECURITIES AND EXCHANGE COMMISSION

JIBON BIMA TOWER (14, 15, 16 & 20 FLOOR), 10 DILKUSHA C/A, DHAKA-1000, BANGLADESH

E-6/C, Agargaon, Shere Bangla Nagar, Dhaka-1207

BSEC/Enforcement/2158/2014/393

By Courier

December 20, 2017

Mr. Arif Ahmed (Director of Delta Life Insurance Co. Ltd)
Delta Life Tower
Plot#37, Road # 45(South) & 90(North)
Gulshan Circle# 2
Dhaka-1212

Attn: Chief Executive Officer/Managing Director

Subject: Penalty Order: Non-compliance with Securities laws in connection with share purchase

Dear Sir,

Commission's penalty order No. SEC/Enforcement/2158/2014/393 dated December ..., 2017 is enclosed herewith for your kind information and necessary action.

For Bangladesh Securities and Exchange Commission

Mustari Jahan
Deputy Director (Enforcement)

Distribution:

Managing Director, Dhaka Stock Exchange Limited
Managing Director, Chittagong Stock Exchange Limited
Chief Executive Officer/Managing Director, Delta Life Insurance Co. Ltd with a request to distribute the enclosed order to Mr. Arif Ahmed (Director of Delta Life Insurance Co. Ltd)

Copy for information:

P.O to Commissioner (Enforcement), BSEC
P.O to Executive Director (SRMIC), BSEC
P.O to Executive Director (MIS), BSEC
Chairman's office, BSEC



BANGLADESH SECURITIES AND EXCHANGE COMMISSION

JIBON BIMA TOWER (14, 15, 16 & 20 FLOOR), 10 DILKUSHA C/A, DHAKA-1000, BANGLADESH

E-6/C, Agargaon, Shere Bangla Nagar, Dhaka-1207

BSEC/Enforcement/2158/2014/391

By Courier

December 20, 2017

Anika Rahman (Director of Delta Life Insurance Co. Ltd)
Delta Life Tower
Plot#37, Road # 45(South) & 90(North)
Gulshan Circle# 2
Dhaka-1212

Attn: Chief Executive Officer/Managing Director

Subject: Penalty Order: Non-compliance with Securities laws in connection with share purchase

Dear Sir,

Commission's penalty order No. SEC/Enforcement/2158/2014/390 dated December ..., 2017 is enclosed herewith for your kind information and necessary action.

For Bangladesh Securities and Exchange Commission

Mustari Jahan
Deputy Director (Enforcement)

Distribution:

Managing Director, Dhaka Stock Exchange Limited
Managing Director, Chittagong Stock Exchange Limited
Chief Executive Officer/Managing Director, Delta Life Insurance Co. Ltd with a request to distribute the enclosed order to Anika Rahman (Director of Delta Life Insurance Co. Ltd)

Copy for information:

P.O to Commissioner (Enforcement), BSEC
P.O to Executive Director (SRMIC), BSEC
P.O to Executive Director (MIS), BSEC
Chairman's office, BSEC



BANGLADESH SECURITIES AND EXCHANGE COMMISSION

JIBON BIMA TOWER (14, 15, 16 & 20 FLOOR), 10 DILKUSHA C/A, DHAKA-1000, BANGLADESH

E-6/C, Agargaon, Shere Bangla Nagar, Dhaka-1207

BSEC/Enforcement/2158/2014/289

By Courier

December 20, 2017

Mr.Md.Wahid Uddin (Director of Delta Life Insurance Co. Ltd)
Delta Life Tower
Plot#37, Road # 45(South) & 90(North)
Gulshan Circle# 2
Dhaka-1212

Attn: Chief Executive Officer/Managing Director

Subject: Penalty Order: Non-compliance with Securities laws in connection with share purchase

Dear Sir,

Commission's penalty order No. SEC/Enforcement/2158/2014/288 dated December .., 2017 is enclosed herewith for your kind information and necessary action.

For Bangladesh Securities and Exchange Commission

Mustari Jahan
Deputy Director (Enforcement)

Distribution:

Managing Director, Dhaka Stock Exchange Limited
Managing Director, Chittagong Stock Exchange Limited
Chief Executive Officer/Managing Director, Delta Life Insurance Co. Ltd with a request to distribute the enclosed order to Mr.Md.Wahid Uddin (Director of Delta Life Insurance Co. Ltd)

Copy for information:

P.O to Commissioner (Enforcement), BSEC
P.O to Executive Director (SRMIC), BSEC
P.O to Executive Director (MIS), BSEC
Chairman's office, BSEC



BANGLADESH SECURITIES AND EXCHANGE COMMISSION

JIBON BIMA TOWER (14, 15, 16 & 20 FLOOR), 10 DILKUSHA C/A, DHAKA-1000, BANGLADESH
E-6/C, Agargaon, Shere Bangla Nagar, Dhaka-1207

BSEC/Enforcement/2158/2014/387

By Courier

December 20, 2017

Mr. Swapan Kumar Sarkar (Chief Executive Officer /Managing Director of Delta Life Insurance Co. Ltd)
Delta Life Tower
Plot#37, Road # 45 (South) & 90 (North)
Gulshan Circle# 2
Dhaka-1212

Attn: Chief Executive Officer/Managing Director

Subject: Penalty Order: Non-compliance with Securities laws in connection with share purchase

Dear Sir,

Commission's penalty order No. SEC/Enforcement/2158/2014/386 dated December ..., 2017 is enclosed herewith for your kind information and necessary action.

For Bangladesh Securities and Exchange Commission

Mustari Jahan
Deputy Director (Enforcement)

Distribution:

Managing Director, Dhaka Stock Exchange Limited
Managing Director, Chittagong Stock Exchange Limited
Chief Executive Officer/Managing Director, Delta Life Insurance Co. Ltd with a request to distribute the enclosed order to Mr. Swapan Kumar Sarkar (Chief Executive Officer /Managing Director of Delta Life Insurance Co. Ltd)

Copy for information:

P.O to Commissioner (Enforcement), BSEC
P.O to Executive Director (SRMIC), BSEC
P.O to Executive Director (MIS), BSEC
Chairman's office, BSEC



BANGLADESH SECURITIES AND EXCHANGE COMMISSION

JIBON BIMA TOWER (14, 15, 16 & 20 FLOOR), 10 DILKUSHA C/A, DHAKA-1000, BANGLADESH
E-6/C, Agargaon, Shere Bangla Nagar, Dhaka-1207

BSEC/Enforcement/2158/2014/385

By Courier

December 20, 2017

Mr. Abdullah Al-Mansur (Company Secretary of Delta Life Insurance Co. Ltd)
Delta Life Tower
Plot#37, Road # 45 (South) & 90 (North)
Gulshan Circle# 2
Dhaka-1212

Attn: Chief Executive Officer/Managing Director

Subject: Penalty Order: Non-compliance with Securities laws in connection with share purchase

Dear Sir,

Commission's penalty order No. SEC/Enforcement/2158/2014/387 dated December ..., 2017 is enclosed herewith for your kind information and necessary action.

For Bangladesh Securities and Exchange Commission

Mustari Jahan
Deputy Director (Enforcement)

Distribution:

Managing Director, Dhaka Stock Exchange Limited
Managing Director, Chittagong Stock Exchange Limited
Chief Executive Officer/Managing Director, Delta Life Insurance Co. Ltd with a request to distribute the enclosed order to Mr. Abdullah Al-Mansur (Company Secretary of Delta Life Insurance Co. Ltd)

Copy for information:

P.O to Commissioner (Enforcement), BSEC
P.O to Executive Director (SRMIC), BSEC
P.O to Executive Director (MIS), BSEC
Chairman's office, BSEC



BANGLADESH SECURITIES AND EXCHANGE COMMISSION

JIBON BIMA TOWER (14, 15, 16 & 20 FLOOR), 10 DILKUSHA C/A, DHAKA-1000, BANGLADESH

SEC/Enforcement/2158/2014/১৩১২

December 26, 2017

Order

Whereas, as per section 2 (cc) of the Securities and Exchange Ordinance, 1969 (ORDINANCE No. XVII of 1969) "Commission" means Bangladesh Securities and Exchange Commission constituted under Securities and Exchange Commission Act 1993;

Whereas, as per section 2(g) of the Securities and Exchange Ordinance, 1969 (XVII of 1969), Delta Life Insurance Co. Ltd is an "issuer" (here in after referred to as "issuer");

Whereas, on the basis of the observation report of the Commission a show cause-cum-hearing notice No. BSEC/Enforcement/2158/2014/265 Dated: June 29, 2016 was issued to Delta Life Insurance Co. Ltd its directors, managing director and company secretary to appear at the hearing accusing for violating বিধি ৭ of the সিকিউরিটিজ ও এক্সচেঞ্জ কমিশন (উল্লেখযোগ্য সংখ্যক শেয়ার অর্জন, অধিগ্রহণ ও কর্তৃত্ব গ্রহণ) বিধিমালা, ২০০২, Section 17 and 18 of the Securities and Exchange Ordinance, 1969 and the conditions imposed under 2CC of the Securities and Exchange Ordinance, 1969 vide the Commission's Order-no.SEC/CFD/12:20/99 dated February 23, 2000. Hearing has been conducted with the accused. In the show cause-cum-hearing notice following have been mentioned among others:-

Quote

Whereas, as per section 2(g) of Securities and Exchange Ordinance, 1969 (ORDINANCE No. XVII of 1969, Delta Life Insurance Co. Ltd is an issuer (herein after referred to as an "issuer");

Whereas, Delta Life Insurance Co. limited is a director of Delta Brac Housing Finance Corporation Limited holding more than 10% of the shares.

Whereas, as per বিধি ৭ of সিকিউরিটিজ ও এক্সচেঞ্জ কমিশন (উল্লেখযোগ্য সংখ্যক শেয়ার অর্জন, অধিগ্রহণ ও কর্তৃত্ব গ্রহণ) বিধিমালা, ২০০২.

"৭। স্টক এক্সচেঞ্জ হইতে উল্লেখযোগ্য সংখ্যক শেয়ার ক্রয়।-কোন কোম্পানীতে উল্লেখযোগ্য বা তদাপেক্ষা কম সংখ্যক ভোটাধিকার সম্বলিত কোন শেয়ার ধারক, বা যিনি কোন শেয়ার ধারণ করেন না এমন ব্যক্তি, স্টক এক্সচেঞ্জ হইতে উক্ত কোম্পানীর দশ শতাংশ [] বা উহার অধিক শেয়ার ক্রয় করিতে চাহিলে, অথবা দশ শতাংশ বা উহার অধিক ভোটাধিকার সম্বলিত কোন শেয়ার ধারক স্টক এক্সচেঞ্জ হইতে উক্ত কোম্পানীর আরও শেয়ার ক্রয় করিতে চাহিলে তাহাকে, স্টক এক্সচেঞ্জের মাধ্যমে শেয়ার অধিগ্রহণের ক্ষেত্রে বিধিমালা দ্বারা নির্ধারিত পদ্ধতিতে একটি গণবিজ্ঞপ্তি প্রকাশ করিতে হইবে।।"



BANGLADESH SECURITIES AND EXCHANGE COMMISSION

JIBON BIMA TOWER (14, 15, 16 & 20 FLOOR), 10 DILKUSHA C/A, DHAKA-1000, BANGLADESH

SEC/Enforcement/2158/2014/392

December 20, 2017

Whereas, as per section 17 (a) of the Securities and Exchange Ordinance, 1969

17. Prohibition of fraudulent acts, etc.- No person shall, for the purpose of inducing, dissuading, effecting, preventing or in any manner influencing or turning to his advantage, the sale or purchase of any security, directly or indirectly,-

(a) employ any device, scheme or artifice, or engage in any act, practice or course of business, which operates or is intended or calculated to operate as a fraud or deceit upon any person

Whereas, as per Section 18 of the Securities and Exchange Ordinance, 1969;

“18. Prohibition of false statements, etc.- No person shall, in any document, paper, accounts, information or explanation which he is, by or under this Ordinance, required to furnish, or in any application made under this Ordinance, make any statement or give any information which he knows or has reasonable cause to believe to be false or incorrect in any material particular.”

Whereas, SRMIC Department, BSEC has reported among others that Delta Life Insurance Company Ltd (DLICL) declared to purchase 10,00,000 (Ten Lac) Ordinary shares of Delta Brac Housing Finance Corporation Ltd (DBH). (which is irrevocable buy order) from public market on 9 January 2014 within 30 working days pursuant to Bangladesh Securities and Exchange Commission's Notification No. SEC/CMRRCD/2009-193/49 Admin/03-48 dates July 14, 2010. But they have purchased only 3,31,500 (0.014%) shares out of declared purchase of 10,00,000 shares and the rest shares were not purchased as the price moved upward-about 15%. In this case Declaration as per Commission's Notification No. SEC/CMRRCD/2009-193/49 Admin/03-48 dates July 14, 2010 is not applicable because it was a substantial acquisition of shares by the DLICL through the trading system of exchange. Therefore they required to purchase the shares following the বিধি ৭ of the সিকিউরিটিজ ও এক্সচেঞ্জ কমিশন (উল্লেখযোগ্য সংখ্যক শেয়ার অর্জন, অধিগ্রহণ ও কর্তৃত্ব গ্রহণ) বিধিমালা, ২০০২. Under this circumstance the declaration given by the company was incorrect, false and for the purpose of influencing share price of the DBH.

Whereas, further to the above it was reported that DLICL as an issuer company did not disclose the decision taken at board meeting regarding the purchase of 10,00,000 (Ten Lac) Ordinary shares of Delta Brac Housing Finance Corporation Ltd (DBH), which was a Price sensitive information and required to be disseminated as per conditions of the Commission's Order-No.SEC/CFD/12:20/99 dated February 23, 2000.



BANGLADESH SECURITIES AND EXCHANGE COMMISSION

JIBON BIMA TOWER (14, 15, 16 & 20 FLOOR), 10 DILKUSHA C/A, DHAKA-1000, BANGLADESH

SEC/Enforcement/2158/2014/৩৩২

December ২০, 2017

Contravention:

- (a) Delta Life Insurance Company Ltd. (as an acquirer) have violated the বিধি ৭ of the সিকিউরিটিজ ও এক্সচেঞ্জ কমিশন (উল্লেখযোগ্য সংখ্যক শেয়ার অর্জন, অধিগ্রহণ ও কর্তৃত্ব গ্রহণ) বিধিমালা, ২০০২ by not following the provision of the said বিধি in purchasing additional 3,31,500 (0.014%) number of shares as the company holds 17.627% of paid up capital of Delta Brac Housing Finance Corporation (DBH);
- (b) Delta Life insurance Company Ltd (as an investor) influenced share price by giving false & incorrect declaration of purchase of 10,00,000 (Ten Lac) Ordinary shares of Delta Brac Housing Finance Corporation (DBH) from public market on 9 January 2014, which is the violations of Section 17 and 18 of the Securities and Exchange Ordinance, 1969;
- (c) Moreover, Delta Life insurance Company Ltd. (as an issuer company) have violated the conditions imposed under 2CC of the Securities and Exchange Ordinance, 1969 by the Commission's Order-SEC/CFD/12:20/99 dated February 23, 2000.

Unquote

Whereas, the following persons have attended the hearing-

1. Mr. Mustafizur Rahman Khan (Bar at Law, representing DLICL as lawyer)
2. Mr. Anam Hossain (Barrister at law, representing DLICL as lawyer)
3. Mr. Zeyad Rahman (Director of DLICL)
4. Mr. M. Abdullah Saadi (EVP and Head of Investment of DLICL)
5. Mr. Md. Asaduzzaman Mallik (SVP Share dept. of DLICL)

They have submitted an explanation letter no. No. DLICL/HO/2016/3284 dated August 04, 2016 to the Commission. In the letter they have stated the following among others;

Quote

Please refer to your above mentioned show cause notice.

The show cause notice alleges 3 (three) contraventions on the part of Delta Life Insurance Co. Ltd. ("DLICL"). These are as follows:

- (a) DLICL (as an acquirer) has not complied with, and has thereby violated, Rule 7 of the Securities and Exchange Commission (Acquisition of Substantial Shares, Merger and Take-Over) Rules 2002 ("the 2002 Rules") while purchasing an additional 3,31,500 (.014%) number of shares in Delta Brac Housing Finance Corporation Ltd. (DBH) since DLICL already held 17.627% of paid up capital of DBH;



BANGLADESH SECURITIES AND EXCHANGE COMMISSION

JIBON BIMA TOWER (14, 15, 16 & 20 FLOOR), 10 DILKUSHA C/A, DHAKA-1000, BANGLADESH

SEC/Enforcement/2158/2014/৩৩২

December 20, 2017

- (b) DLICL (as an investor) influenced share price by giving a false and incorrect declaration dated 09.01.2014 of purchasing 10,00,000 (Ten Lac) ordinary shares of DBH from the public market thereby violating Sections 17 and 18 of the Securities and Exchange Ordinance 1969 (“the 1969 Ordinance”); and
- (c) DLICL (as an issuer company) has violated the conditions imposed under Section 2CC of the 1969 Ordinance by the Commission’s Order- SEC/CFD/12:20/99 dated February 23, 2000 (“the 2000 Order”).

We shall reply to each of the alleged contraventions in seriatim.

Allegation (a)

Rule 7 of the 2002 Rules provides, among others, that where an acquirer, holding 10% or more of voting shares in a listed company, intends to purchase more shares of the same company through the stock exchanges, it shall publish a public notice in the manner provided in the Rules. Rule 8(3) of the 2002 Rules provides that the public notice shall be published in at least one widely circulated national daily newspaper. Rule 2(1)(Uma) provides that “public notice” means a notice for information of the general public through public media.

It is admitted that there was no publication of any notice in terms of Rule 8(3) of the 2002 Rules. This was completely unintentional and purely through inadvertence. In this regard, DLICL begs to state in compliance with the Commission’s Notification No. SEC/CMRRCD/2009-193/49 Admin/03-48 dated 14 July 2010, DLICL made a declaration dated 09.01.2014, in the prescribed format, to the Commission, Dhaka Stock Exchange (DSE) and Chittagong Stock Exchange (CSE) declaring its intention to buy 10,00,000 (Ten Lac) shares of DBH within the next 30 (thirty) working days from the date of receipt of the declaration. News of such declaration was published in the respective websites of DSE and CSE on 12.01.2014 accessible in the public domain. Attention to this fact is drawn so that the Commission may kindly consider DLICL as having substantially met the objective of Rule 7, namely the giving of notice for information of the general public through public media within the meaning of Rule 2(1)(Uma), in mitigation of the infraction of the requirements of the 2002 Rules.

It is further submitted that had it been the deliberate intention of DLICL to keep the public in the dark about the proposed purchase of shares, then the declaration dated 09.01.2014 would not have been made; the fact that it was shows that DLICL was acting bona fide at all material times.

It may be noted that when the declaration was submitted, none of the authorities drew the attention of DLICL to the requirements of Rule 7 of the 2002 Rules. It may be mentioned here that after submission of the declaration, an official of the DSE verbally informed DLICL to submit a money receipt showing deposit of the approximate amount of the purchase consideration at current closing price with the stock broker was required, and accordingly, the



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amount was paid to the broker as borne by the copy of the office note and cheque enclosed as Enclosure 1. If the DSE also made DLICL aware of the requirements of Rule 7 of the 2002 Rules, it would have surely complied.

In the above facts and circumstances, DLICL sincerely apologizes for its inadvertent failure to fully comply with Rule 7 of the 2002 Rules, and respectfully submits that the above facts and circumstances may be taken into consideration in looking upon DLICL kindly while disposing of the allegation against it.

Allegation (b)

The allegation here is of violation of Section 17(a) and Section 18 of the 1969 Ordinance by giving an incorrect declaration of purchase of 10,00,000 shares in DBH.

Section 17(a) of the 1969 Ordinance provides that no person shall, for the purpose of inducing, dissuading, preventing or in any manner influencing or turning to his advantage, the sale or purchase of any security, directly or indirectly, employ any device, scheme or artifice, or engage in any act, practice or course of business which operates or is intended or calculated to operate as a fraud or deceit upon any person.

Section 18 of the 1969 Ordinance provides that no person shall, in any document, paper, accounts, information or explanation, which he is, by or under the Ordinance, required to furnish or in any application made under the Ordinance, make any statement or give any information which he knows or has reasonable cause to believe to be false or incorrect in any material particular.

It is respectfully submitted that upon a proper consideration of the facts and circumstances of this matter as stated herein after, no violation of Section 17(a) and/or Section 18 of the 1969 Ordinance would be disclosed.

DLICL is a sponsor shareholder of DBH since its incorporation on 11.05.1996. As on 09.01.2014, DLICL held 20,125,000 shares, which made up 17.34% paid-up capital of DBH. Previously, DLICL held 23,209,875 shares which made up 20% of the paid-up capital of DBH.

DLICL made a declaration to the Commission, DSE and CSE on 09.01.2014 in the prescribed format of Notification No. SEC/CMRRCD/2009-193/49 Admin/03-48 dated 14 July 2010, whereby it has stated that DLICL intends to buy 10,00,000 (Ten Lac) shares of the DBH within the next 30 (thirty) working days from the date of receipt of by BSEC and the respective stock exchanges. Crucially, and as stated above, DLICL also deposited the approximate amount of purchase consideration for the shares with its stock broker. This fact alone shows that the declaration did not contain "any statement or give any information which [DLICL knew or had]



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reasonable cause to believe to be false or incorrect in any material particular” within the mischief of Section 18 of the 1969 Ordinance. Rather, the intention of DLICL at the time of making the declaration was quite the opposite. Hence, there was no violation of Section 18 of the 1969 Ordinance.

In this regard, it may be noted that the price of DBH shares rose from Tk. 60.60 per share on 09.01.2014 to Tk. 69.30 on 13.01.2014 and Tk. 69.70 on 19.01.2014 before settling at Tk. 68.60 on 23.02.2014, which was the date on which the 30 working day period for completing purchase of the shares expired. This sudden hike in price to the extent of almost 15% disrupted the proposed purchase of shares, and DLICL could complete only 3,31,500 shares at an average price of Tk. 68.14 per share by 23.02.2014, leading it to make the application for extension of time, which was not allowed. It may be further noted that DLICL is a highly compliant ‘AAA’ rated life insurance company that is duty bound to invest the money of its policyholders in a responsible manner. With the abnormal price hike of DBH shares in the said period, had DLICL completed its share purchase of 10,00,000 shares, the price of the shares of DBH would have gone up even further and would have become more unstable.

It is absolutely crucial to note here that apart from the said 3,31,500 shares purchased by DLICL, neither DLICL nor any of its directors, officers, major shareholders or their family members purchased or sold any DBH share in the period between 09.01.2014 to 23.02.2014. Hence, none among them benefitted in any way from the declaration and the price hike that followed. Therefore, there is no scope to construe the declaration dated 09.01.2014 as a “device, scheme or artifice” or an “act, practice or course of business” directly or indirectly engaged in or employed by DLICL or, indeed, any of its directors or officers which operated, or was intended or calculated to operate as a fraud or deceit upon any person “for the purpose of inducing, dissuading, preventing or in any manner influencing or turning to [their] advantage, the sale or purchase of any security” within the meaning of Section 17(a) of the 1969 Ordinance. As such, there was no violation of Section 17(a) of the 1969 Ordinance.

As to the future disposal of the 3,31,500 shares acquired during the period, DLICL shall abide by whatever decision or direction the Commission deems fit.

In the premises, allegation (b) against DLICL may kindly be set aside.

Allegation (c)

The third allegation in the show cause notice alleges violation of the Commission’s Order-SEC/CFD/12:20/99 dated February 23, 2000, which requires public disclosure of all price sensitive information as defined under Securities and Exchange Commission (Prohibition of Insider-Trading) Rules 1995 (“the 1995 Rules”). Such allegation, as the show cause notice itself states, is predicated upon DLICL being “the issuer”.



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In this regard, it may be noted, first, “issuer” is defined in Section 2(g) of the 1969 Ordinance as being any person who has issued or proposes to issue any security. Here, DLICL did not issue or propose to issue any share or security; rather it proposed to purchase share or security of DBH. Hence, in relation to the DBH shares, there is no scope to construe DLICL as an “issuer”. Secondly, even if were to be assumed that DLICL was an “issuer” in the present context, the decision to purchase DBH shares does not fall within the meaning of price-sensitive information as included in the list contained in Rule 2(d)(i) to (vii) of the 1995 Rules insofar as DLICL is concerned.

Accordingly, allegation (c) against DLICL may kindly be set aside.

Unquote

Where as, their aforesaid explanation has not been accepted by the Commission.

Whereas, the issuer's aforesaid activities are tantamount to non-compliance of securities law that appears deliberate and clear contravention of বিধি ৭ of the সিকিউরিটিজ ও এক্সচেঞ্জ কমিশন (উল্লেখযোগ্য সংখ্যক শেয়ার অর্জন, অধিগ্রহণ ও কর্তৃত্ব গ্রহণ) বিধিমালা, ২০০২, Section 17 and 18 of the Securities and Exchange Ordinance, 1969 and the conditions imposed under 2CC of the Securities and Exchange Ordinance, 1969 vide the Commission's Order-no.SEC/CFD/12:20/99 dated February 23, 2000 attracting penal provision of section 22 of the Securities and Exchange Commission Ordinance, 1969 and ধারা ১৮ of সিকিউরিটিজ ও এক্সচেঞ্জ কমিশন আইন, ১৯৯৩.

Whereas, to protect the discipline and transparency of the capital market along with its development the Commission deems it appropriate and necessary to impose penalty upon directors (except independent and nominated directors), managing director and company secretary of Delta Life Insurance Co. Ltd.



BANGLADESH SECURITIES AND EXCHANGE COMMISSION

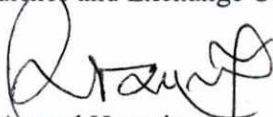
JIBON BIMA TOWER (14, 15, 16 & 20 FLOOR), 10 DILKUSHA C/A, DHAKA-1000, BANGLADESH

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December 20, 2017

Now, therefore, Bangladesh Securities and Exchange Commission, in exercise of the power conferred by section 22 (amended by the Securities and Exchange (Amendment) Act, 2000) of the Securities and Exchange Ordinance, 1969 (XVII of 1969) hereby imposes penalty for Tk 2.00. (Tk.Two) Lac upon Mr.Abdullah Al-Mansur, Company Secretary of Delta Life Insurance Co. Ltd (issuer) which is to be deposited to the Commission in the form of Bank Draft/Payorder favouring 'Bangladesh Securities and Exchange Commission' within 15 days from the date of issuance of this order.

By order of the Bangladesh Securities and Exchange Commission


Md. Amzad Hossain
Commissioner

Distribution

Mr.Abdullah Al-Mansur, Company Secretary of Delta Life Insurance Co. Ltd (issuer)



BANGLADESH SECURITIES AND EXCHANGE COMMISSION

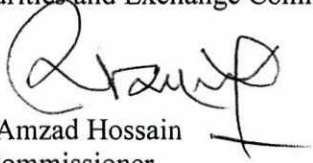
JIBON BIMA TOWER (14, 15, 16 & 20 FLOOR), 10 DILKUSHA C/A, DHAKA-1000, BANGLADESH

SEC/Enforcement/2158/2014/386

December 20, 2017

Now, therefore, Bangladesh Securities and Exchange Commission, in exercise of the power conferred by section 22 (amended by the Securities and Exchange (Amendment) Act, 2000) of the Securities and Exchange Ordinance, 1969 (XVII of 1969) hereby imposes penalty for Tk 2.00. (Tk.Two) Lac upon Mr.Swapan Kumar Sarkar, Chief Executive Officer /Managing Director of Delta Life Insurance Co. Ltd (issuer) which is to be deposited to the Commission in the form of Bank Draft/Payorder favouring 'Bangladesh Securities and Exchange Commission' within 15 days from the date of issuance of this order.

By order of the Bangladesh Securities and Exchange Commission


Md. Amzad Hossain
Commissioner

Distribution

Mr.Swapan Kumar Sarkar, Chief Executive Officer /Managing Director of Delta Life Insurance Co. Ltd (issuer)



BANGLADESH SECURITIES AND EXCHANGE COMMISSION

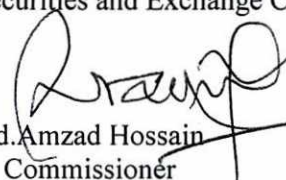
JIBON BIMA TOWER (14, 15, 16 & 20 FLOOR), 10 DILKUSHA C/A, DHAKA-1000, BANGLADESH

SEC/Enforcement/2158/2014/388

December 20, 2017

Now, therefore, Bangladesh Securities and Exchange Commission, in exercise of the power conferred by section 22 (amended by the Securities and Exchange (Amendment) Act, 2000) of the Securities and Exchange Ordinance, 1969 (XVII of 1969) hereby imposes penalty for Tk 2.00. (Tk.Two) Lac upon Mr.Md.Wahid Uddin, Director of Delta Life Insurance Co. Ltd (issuer) which is to be deposited to the Commission in the form of Bank Draft/Payorder favouring 'Bangladesh Securities and Exchange Commission' within 15 days from the date of issuance of this order.

By order of the Bangladesh Securities and Exchange Commission


Md. Amzad Hossain
Commissioner

Distribution

Mr.Md.Wahid Uddin, Director of Delta Life Insurance Co. Ltd (issuer)



BANGLADESH SECURITIES AND EXCHANGE COMMISSION

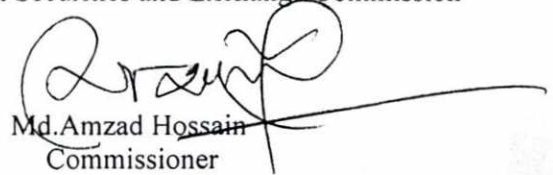
JIBON BIMA TOWER (14, 15, 16 & 20 FLOOR), 10 DILKUSHA C/A. DHAKA-1000, BANGLADESH

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December 20, 2017

Now, therefore, Bangladesh Securities and Exchange Commission, in exercise of the power conferred by section 22 (amended by the Securities and Exchange (Amendment) Act, 2000) of the Securities and Exchange Ordinance, 1969 (XVII of 1969) hereby imposes penalty for Tk 2.00. (Tk.Two) Lac upon Anika Rahman, Director of Delta Life Insurance Co. Ltd (issuer) which is to be deposited to the Commission in the form of Bank Draft/Payorder favouring 'Bangladesh Securities and Exchange Commission' within 15 days from the date of issuance of this order.

By order of the Bangladesh Securities and Exchange Commission


Md. Amzad Hossain
Commissioner

Distribution

Anika Rahman, Director of Delta Life Insurance Co. Ltd (issuer)



BANGLADESH SECURITIES AND EXCHANGE COMMISSION

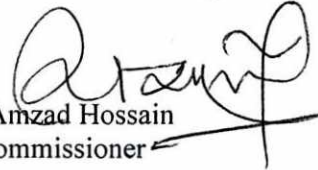
JIBON BIMA TOWER (14, 15, 16 & 20 FLOOR), 10 DILKUSHA C/A, DHAKA-1000, BANGLADESH

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December 20, 2017

Now, therefore, Bangladesh Securities and Exchange Commission, in exercise of the power conferred by section 22 (amended by the Securities and Exchange (Amendment) Act, 2000) of the Securities and Exchange Ordinance, 1969 (XVII of 1969) hereby imposes penalty for Tk 2.00. (Tk.Two) Lac upon Mr.Arif Ahmed, Director of Delta Life Insurance Co. Ltd (issuer) which is to be deposited to the Commission in the form of Bank Draft/Payorder favouring 'Bangladesh Securities and Exchange Commission' within 15 days from the date of issuance of this order.

By order of the Bangladesh Securities and Exchange Commission


Md. Amzad Hossain
Commissioner

Distribution

Mr.Arif Ahmed, Director of Delta Life Insurance Co. Ltd (issuer)



BANGLADESH SECURITIES AND EXCHANGE COMMISSION

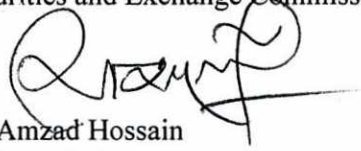
JIBON BIMA TOWER (14, 15, 16 & 20 FLOOR), 10 DILKUSHA C/A, DHAKA-1000, BANGLADESH

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December 20, 2017

Now, therefore, Bangladesh Securities and Exchange Commission, in exercise of the power conferred by section 22 (amended by the Securities and Exchange (Amendment) Act, 2000) of the Securities and Exchange Ordinance, 1969 (XVII of 1969) hereby imposes penalty for Tk 2.00. (Tk.Two) Lac upon Mr.Monzurur Rahman, Chairman/Director of Delta Life Insurance Co. Ltd (issuer) which is to be deposited to the Commission in the form of Bank Draft/Payorder favouring 'Bangladesh Securities and Exchange Commission' within 15 days from the date of issuance of this order.

By order of the Bangladesh Securities and Exchange Commission


Md. Amzad Hossain
Commissioner

Distribution

Mr. Monzurur Rahman , Chairman/Director of Delta Life Insurance Co. Ltd (issuer)



BANGLADESH SECURITIES AND EXCHANGE COMMISSION

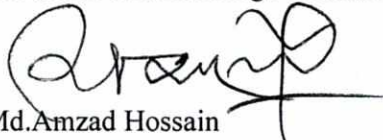
JIBON BIMA TOWER (14, 15, 16 & 20 FLOOR), 10 DILKUSHA C/A, DHAKA-1000, BANGLADESH

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December 20, 2017

Now, therefore, Bangladesh Securities and Exchange Commission, in exercise of the power conferred by section 22 (amended by the Securities and Exchange (Amendment) Act, 2000) of the Securities and Exchange Ordinance, 1969 (XVII of 1969) hereby imposes penalty for Tk 2.00. (Tk.Two) Lac upon Mr.Md.Mujibur Rahman, Director of Delta Life Insurance Co. Ltd (issuer) which is to be deposited to the Commission in the form of Bank Draft/Payorder favouring 'Bangladesh Securities and Exchange Commission' within 15 days from the date of issuance of this order.

By order of the Bangladesh Securities and Exchange Commission


Md. Amzad Hossain
Commissioner

Distribution

Mr.Md.Mujibur Rahman, Director of Delta Life Insurance Co. Ltd (issuer)



BANGLADESH SECURITIES AND EXCHANGE COMMISSION

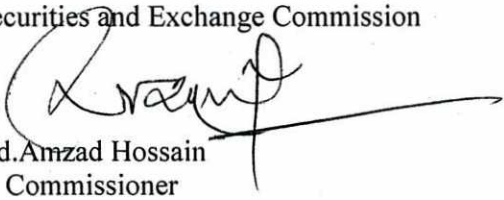
JIBON BIMA TOWER (14, 15, 16 & 20 FLOOR), 10 DILKUSHA C/A, DHAKA-1000, BANGLADESH

SEC/Enforcement/2158/2014/398

December 20, 2017

Now, therefore, Bangladesh Securities and Exchange Commission, in exercise of the power conferred by section 22 (amended by the Securities and Exchange (Amendment) Act, 2000) of the Securities and Exchange Ordinance, 1969 (XVII of 1969) hereby imposes penalty for Tk 2.00. (Tk.Two) Lac upon Saika Rahman, Director of Delta Life Insurance Co. Ltd (issuer) which is to be deposited to the Commission in the form of Bank Draft/Payorder favouring 'Bangladesh Securities and Exchange Commission' within 15 days from the date of issuance of this order.

By order of the Bangladesh Securities and Exchange Commission


Md. Amzad Hossain
Commissioner

Distribution

Saika Rahman, Director of Delta Life Insurance Co. Ltd (issuer)



BANGLADESH SECURITIES AND EXCHANGE COMMISSION

JIBON BIMA TOWER (14, 15, 16 & 20 FLOOR), 10 DILKUSHA C/A, DHAKA-1000, BANGLADESH

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December 20, 2017

Now, therefore, Bangladesh Securities and Exchange Commission, in exercise of the power conferred by section 22 (amended by the Securities and Exchange (Amendment) Act, 2000) of the Securities and Exchange Ordinance, 1969 (XVII of 1969) hereby imposes penalty for Tk 2.00. (Tk.Two) Lac upon Mr.Nizamul Hoque, Director of Delta Life Insurance Co. Ltd (issuer) which is to be deposited to the Commission in the form of Bank Draft/Payorder favouring 'Bangladesh Securities and Exchange Commission' within 15 days from the date of issuance of this order.

By order of the Bangladesh Securities and Exchange Commission

Md.Amzad Hossain
Commissioner

Distribution

Mr.Nizamul Hoque, Director of Delta Life Insurance Co. Ltd (issuer)



BANGLADESH SECURITIES AND EXCHANGE COMMISSION

JIBON BIMA TOWER (14, 15, 16 & 20 FLOOR), 10 DILKUSHA C/A, DHAKA-1000, BANGLADESH

SEC/Enforcement/2158/2014/402

December 20, 2017

Now, therefore, Bangladesh Securities and Exchange Commission, in exercise of the power conferred by section 22 (amended by the Securities and Exchange (Amendment) Act, 2000) of the Securities and Exchange Ordinance, 1969 (XVII of 1969) hereby imposes penalty for Tk 2.00. (Tk.Two) Lac upon Mr.Kazi Fazlur Rahman, Director of Delta Life Insurance Co. Ltd (issuer) which is to be deposited to the Commission in the form of Bank Draft/Payorder favouring 'Bangladesh Securities and Exchange Commission' within 15 days from the date of issuance of this order.

By order of the Bangladesh Securities and Exchange Commission


Md. Amzad Hossain
Commissioner

Distribution

Mr.Kazi Fazlur Rahman, Director of Delta Life Insurance Co. Ltd (issuer)



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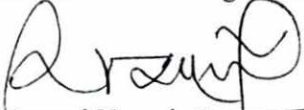
JIBON BIMA TOWER (14, 15, 16 & 20 FLOOR), 10 DILKUSHA C/A, DHAKA-1000, BANGLADESH

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December 26, 2017

Now, therefore, Bangladesh Securities and Exchange Commission, in exercise of the power conferred by section 22 (amended by the Securities and Exchange (Amendment) Act, 2000) of the Securities and Exchange Ordinance, 1969 (XVII of 1969) hereby imposes penalty for Tk 2.00. (Tk.Two) Lac upon Mr.Zeyad Rahman, Director of Delta Life Insurance Co. Ltd (issuer) which is to be deposited to the Commission in the form of Bank Draft/Payorder favouring 'Bangladesh Securities and Exchange Commission' within 15 days from the date of issuance of this order.

By order of the Bangladesh Securities and Exchange Commission


Md. Amzad Hossain
Commissioner

Distribution

Mr.Zeyad Rahman, Director of Delta Life Insurance Co. Ltd (issuer)