

Bangladesh Securities and Exchange Commission

Enforcement Division

Enforcement Department

Market, Market Intermediaries and Other Affairs Section

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বিএসইসি/এনফোর্সমেন্ট/৩৫১৮/২০২৩/৫৬৩

তারিখঃ ৩০ জুন ২০২৪

১. Mr. Md. Rafiqul Bari

(BOID: 1205590066854027)

House-911, Road-13, Avenue-2

Mirpur DOHS, Dhaka-1216

২. M/S A R Traders

(BOID: 1206280075639086)

61/2, Monipur, Mirpur, Dhaka-1216

বিষয়: আদেশ।

কমিশনের আদেশ নং- বিএসইসি/এনফোর্সমেন্ট/৩৫১৮/২০২৩/৫৬২ তারিখঃ ৩০ জুন ২০২৪ এর সত্যায়িত অনুলিপি আপনার অবগতি ও প্রয়োজনীয় ব্যবস্থা গ্রহণের জন্য এতদসঙ্গে সংযুক্ত করা হলো।

বাংলাদেশ সিকিউরিটিজ অ্যান্ড এক্সচেঞ্জ কমিশনের পক্ষে,


০৫/০৬/২০২৪

মোঃ সুলতান সালাহ উদ্দিন

উপপরিচালক (এনফোর্সমেন্ট)

IP PABX: 88-02-09609-100600, Ext- 1220

ই-মেইল- ssuddin@sec.gov.bd

অবগতির জন্য অনুলিপি:

১. চেয়ারম্যান মহোদয়ের দপ্তর, বিএসইসি।
২. পিও টু কমিশনার, এনফোর্সমেন্ট, বিএসইসি।
৩. পিও টু নির্বাহী পরিচালক, এনফোর্সমেন্ট, বিএসইসি।
৪. পিও টু নির্বাহী পরিচালক, এমএসআই, বিএসইসি।
৫. পিও টু নির্বাহী পরিচালক, এমআইএস, বিএসইসি।
৬. পিও টু পরিচালক, এনফোর্সমেন্ট, বিএসইসি।

Bangladesh Securities and Exchange Commission
Enforcement Division
Enforcement Department
Market, Market Intermediaries and Other Affairs Section
www.sec.gov.bd

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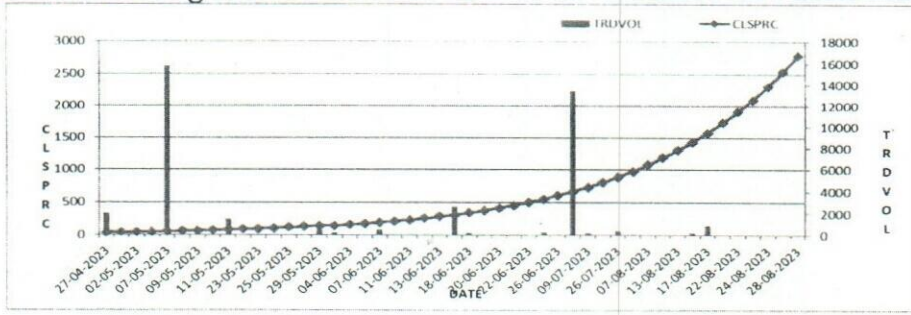
তারিখঃ ৩০ জুন ২০২৪

আদেশ

যেহেতু, Securities and Exchange Ordinance, 1969 এর Section 2 (cc) মোতাবেক কমিশন অর্থ বাংলাদেশ সিকিউরিটিজ অ্যান্ড এক্সচেঞ্জ কমিশন যা বাংলাদেশ সিকিউরিটিজ অ্যান্ড এক্সচেঞ্জ কমিশন আইন, ১৯৯৩-এর অধীনে গঠিত;

যেহেতু, ৩০ আগস্ট ২০২৩ এবং ১০ অক্টোবর ২০২৩ তারিখের কমিশনের পত্র নং BSEC/Surveillance/2003-0112/309 এবং SEC/Surveillance/2003-0112/323 দ্বারা প্রদত্ত ক্ষমতাবলে ঢাকা স্টক এক্সচেঞ্জ লিমিটেড ২৭.০৪.২০২৩ থেকে ২৮.০৮.২০২৩ পর্যন্ত সময়কালে Himadri Limited (HIMADRI) এর শেয়ার লেনদেন সংক্রান্ত তদন্ত (investigation) কার্যক্রম পরিচালনা করেছে এবং কমিশনে এ সংক্রান্ত একটি প্রতিবেদন দাখিল করেছে। তদন্ত প্রতিবেদন থেকে অন্যান্যের মধ্যে নিম্নলিখিত বিষয়গুলি উপস্থাপিত হয়:

Trends of Closing Price and Trade Volume Of "Himadri" in Public Market



Closing price of HIMADRI share as on 27.04.2023 was Tk. 38.80 and closing price of the same was Tk. 2790.20 as on 28.08.2023. During this period from 27.04.2023 to 28.08.2023, price of HIMADRI shares was increased by Tk. 2751.40 which is approximately 7091% higher compared to closing price of 27.04.2023.

A. Trade details of M/S Ovi Bricks and associates:

M/S Ovi Bricks was the top buyer of "HIMADRI" share for the period from 27.04.2023 to 28.08.2023. After examining the relevant documents, it was found that the said client is associated with another three accounts from which they traded shares of "HIMADRI" during the investigation period. Details are as follows:

Sl. No.	Client Name	BO ID	Client Code	Name of Depository Participant	Remarks
1	M/S Ovi Bricks	1206280075277461	15034	Innova Securities Limited	Address of the account is: HOUSE-911, ROAD-13, AVENUE-2, MIRPUR DOHS, DHAKA-1216
2	M/S AR Traders	1206280075639086	25001	Innova Securities Limited	- Md. Rafiqul Bari is the proprietor and contact person. - Address of the account is: HOUSE-911, ROAD-13, AVENUE-2, MIRPUR DOHS, DHAKA-1216
3	Munir Traders	1206280075162195	15031	Innova Securities Limited	Address of the account is: HOUSE-911, ROAD-13, AVENUE-2, MIRPUR DOHS, DHAKA-1216
4	Md. Rafiqul Bari	1205590066854027	3043	UCB Stock Brokerage Limited	Address of the account is: HOUSE-911, ROAD-13, AVENUE-2, MIRPUR DOHS, DHAKA-1216

Bangladesh Securities and Exchange Commission

Enforcement Division

Enforcement Department

Market, Market Intermediaries and Other Affairs Section

www.sec.gov.bd

It is mentionable here that the investigation team collected the DSE trade data for the aforesaid four clients for the period of 27.04.2023 to 17.09.2023. Individual Trade Patterns in public market, Trade monitoring screenshots, Effects of "HIMADRI" at DSE in public and block market by the said client and gain and loss statement in public and block market of M/S Ovi Bricks and his associates are given below for the period of 27.04.2023 to 17.09.2023 (as per DSE trade data):

i. Individual Trade Patterns of M/S Ovi Bricks and associates (Only Public Market):

Date	Code # 15034				Code # 25001				Code # 15031				Code # 3043				Total					
	BO ID # 1206280075277461				BO ID # 1206280075639086				BO ID # 1206280075162195				BO ID # 1205590066854027									
	M/S Ovi Bricks				M/S A R Traders				Munir Traders				Md. Rafiqul Bari									
	Innova Securities Limited		Innova Securities Limited		Innova Securities Limited		UCB Stock Brokerage Limited															
Buy Qty	Rate (W.Avg.)	Sale Qty.	Rate (W.Avg.)	Buy Qty	Rate (W.Avg.)	Sale Qty.	Rate (W.Avg.)	Buy Qty	Rate (W.Avg.)	Sale Qty.	Rate (W.Avg.)	Buy Qty	Rate (W.Avg.)	Sale Qty.	Rate (W.Avg.)	Buy Qty	Buy Rate (W.Avg.)	Total	Sale Qty.	Sale Rate (W.Avg.)	Total	
07-05-2023	187	56.50	0	0.00	14087	56.50	0	0.00	1500	56.50	0	0.00	0	0.00	14087	56.50	15774	56.50	891231.00	14087	56.50	795915.50
15-06-2023	1000	311.90	0	0.00	99	311.90	0	0.00	1000	311.90	0	0.00	0	0.00	0	0.00	2099	311.90	654678.10	0	0.00	0.00
19-06-2023	0	0.00	0	0.00	0	0.00	50	377.30	0	0.00	0	0.00	0	0.00	0	0.00	0	0.00	0.00	50	377.30	18865.00
02-07-2023	0	0.00	5499	668.20	5505	668.20	0	0.00	0	0.00	2455	668.20	0	0.00	5505	668.20	5505	668.20	3678441.00	13459	668.20	8993303.80
26-07-2023	0	0.00	400	889.30	0	0.00	0	0.00	0	0.00	0	0.00	0	0.00	0	0.00	0	0.00	0.00	400	889.30	355720.00
17-08-2023	0	0.00	0	0.00	0	0.00	0	0.00	0	0.00	0	0.00	0	0.00	940	1575.20	0	0.00	0.00	940	1575.20	1480688.00
Total	1187		5899		19691		50		2500		2455		0		20532		23378			28936		

ii. Effects of "HIMADRI" at DSE (both Public Market and Block Market) by M/S Ovi Bricks and associates:

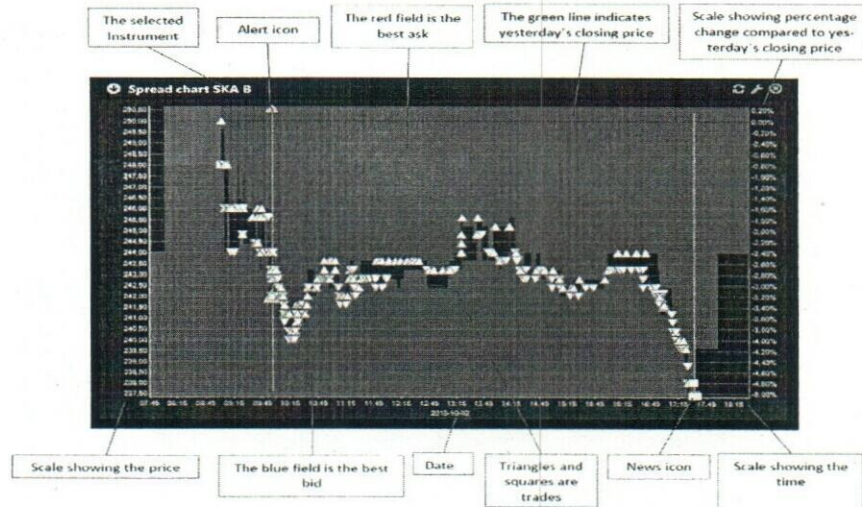
Date	Buy			Sale			Cost of shares sold		Stock Position			Comparison with the Market					
	Qty.	Price (W.Avg.)	Amount	Qty.	Price (W.Avg.)	Amount	Price (W.Avg.)	Amount	Qty.	Price (W.Avg.)	Amount	Mkt Trade Qty at DSE	Mkt Close Price at DSE	Market price Changed by	Client Buy (%)	Client Sale (%)	Client Trade (%)
	1	2	3	4	5	6	8	9	10	11	12	13	14	15	16	17	18
Opening Balance									15000	38.84	582532.00						
07-05-2023	15774	56.50	891231.00	14087	56.50	795915.50	47.89	674624.66	16687	47.89	799138.34	15774	56.50	9.92%	100.00%	89.31%	189.31%
24-05-2023	32062	102.50	3286355.00	0	0.00	0.00	0.00	0.00	48749	83.81	4085493.34	32063	109.70	9.92%	100.00%	0.00%	100.00%
04-06-2023	43880	160.30	7033964.00	0	0.00	0.00	0.00	0.00	92629	120.04	11119457.34	43882	160.30	9.95%	100.00%	0.00%	100.00%
06-06-2023	39005	176.30	6876581.50	0	0.00	0.00	0.00	0.00	131634	136.71	17996038.84	39051	176.30	9.98%	99.88%	0.00%	99.88%
08-06-2023	10991	213.20	2343281.20	0	0.00	0.00	0.00	0.00	142625	142.61	20339320.04	10993	213.20	9.95%	99.98%	0.00%	99.98%
15-06-2023	2099	311.90	654678.10	0	0.00	0.00	0.00	0.00	144724	145.06	20993998.14	2599	311.90	9.98%	80.76%	0.00%	80.76%
18-06-2023	17211	341.70	5880998.70	17211	341.70	5880998.70	165.96	2856365.64	144724	165.96	24018631.19	17411	343.00	9.97%	98.85%	98.85%	197.70%
19-06-2023	0	0.00	0.00	50	377.30	18865.00	165.96	8298.08	144674	165.96	24010333.11	50	377.30	10.00%	0.00%	100.00%	100.00%
20-06-2023	14716	415.00	6107140.00	14716	415.00	6107140.00	188.95	2780655.84	144674	188.95	27336817.27	14717	415.00	9.99%	99.99%	99.99%	199.99%
02-07-2023	5505	668.20	3678441.00	13459	668.20	8993303.80	206.52	2779578.78	136720	206.52	28235679.50	13459	668.20	9.99%	40.90%	100.00%	140.90%
09-07-2023	0	0.00	0.00	7251	680.10	4931405.10	206.52	1497490.58	129469	206.52	26738188.92	7451	735.00	10.00%	0.00%	97.32%	97.32%
26-07-2023	0	0.00	0.00	400	889.30	355720.00	206.52	82608.78	129069	206.52	26655580.14	400	889.30	9.99%	0.00%	100.00%	100.00%
17-08-2023	0	0.00	0.00	940	1575.20	1480688.00	206.52	194130.62	128129	206.52	26461449.52	941	1575.20	10.00%	0.00%	99.89%	99.89%
10-09-2023	0	0.00	0.00	565	4805.00	2714825.00	206.52	116684.90	127564	206.52	26344764.62	566	5437.00	10.00%	0.00%	99.82%	99.82%
Total	181243	202.78	36752670.50	68679	455.44	31278861.10	160.01	10990437.88	127564	206.52	26344764.62						

iii. Trade monitoring screenshots of M/S Ovi Bricks and associates (public market):

IED collected Trade monitoring screenshots from Surveillance Department on some trading date(s) where appearance of active trading of M/S Ovi Bricks and his associates were observed which influenced the price of HIMADRI.

The details of the graphs are given below:

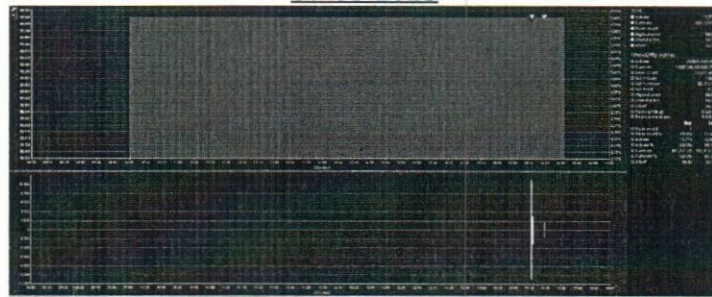
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- ▲ Green triangle represents trade of **HIMADRI** by M/S Ovi Bricks and his associates
- △ White triangle represents trade of **HIMADRI** by other clients

After scrutinizing the trade monitoring screenshots collected from Surveillance Department, it is found that M/S Ovi Bricks and his associates were involved in trading of shares of HIMADRI which influenced price of the said shares on several dates:

BOIDs: 1206280075277461, 1206280075639086, 1206280075162195, 1205590066854027
(combined)
07-05-2023



It was observed in the above graph that on 07-05-2023, total number of trades of HIMADRI in the market was 7, whereas number of trades (buy) executed by M/S Ovi Bricks and associate were 7 which is approximately 100.00% of the total number of trades in the market. Again, total traded volume of HIMADRI in the market on that day was 15,774 whereas buy volume by the said client(s) was 15,774 which is approximately 100.00% of the total traded volume in the market. It is evident that the client had maximum participation in the market on 07-05-2023 in trading of HIMADRI share.

On 07-05-2023, trading of HIMADRI share was started at Tk. 56.50 which is Tk. 5.10 more than the YCP of Tk. 51.40. On that day, M/S Ovi Bricks and associate started series of trading at 14:09:37 at price Tk. 56.50 which is approximately 9.92% higher than YCP and continued the same price up to 14:19:32. It can also be observed from the above graph that M/S Ovi Bricks and associate executed significant trades during this time period. It is mentionable

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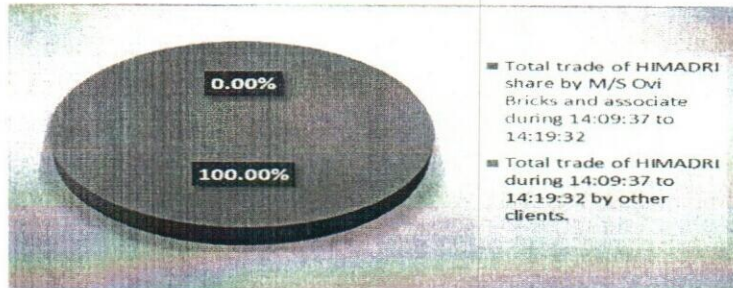
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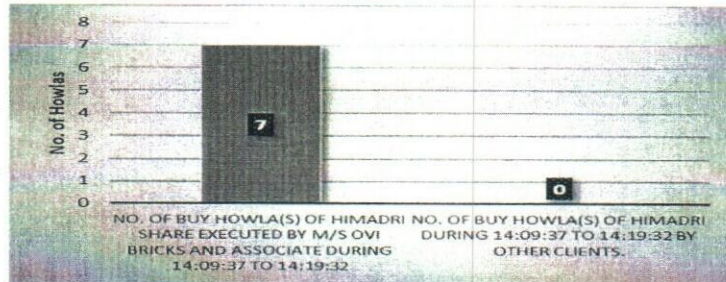
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here that from 14:09:37 to 14:19:32, M/S Ovi Bricks and associate bought 15,774 shares of HIMADRI which was the total traded shares of the day. This is shown in the following Pie Chart.

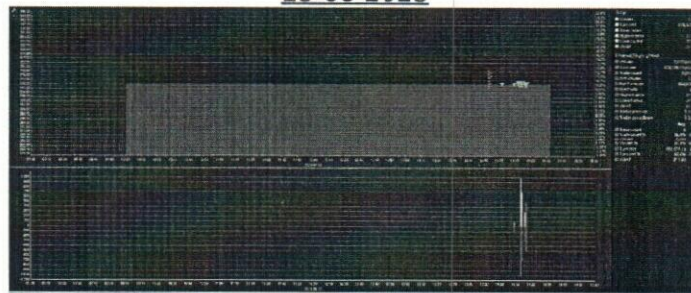


It is also found that during the aforementioned period, M/S Ovi Bricks and associate executed 7 howlas to purchase of shares of HIMADRI compared to the total number of howlas of 7 as shown in the following Bar Chart.



It is observed from the above graphs and screenshot that M/S Ovi Bricks and associate bought 100.00% of the total trades of HIMADRI shares by executing 7 of total 7 howlas from 14:09:37 to 14:19:32 on 07-05-2023. Thus it seems that M/S Ovi Bricks and associate were actively trying to lift the price of HIMADRI share. At the end of the day price of HIMADRI share was increased by Tk. 5.10 which is approximately 9.92% higher than YCP.

15-06-2023



It was observed in the above graph that on 15-06-2023, total number of trades of HIMADRI in the market was 10, whereas number of trades (buy) executed by M/S Ovi Bricks and associate were 8 which is approximately 80.00% of the total number of trades in the market. Again, total traded volume of HIMADRI in the market on that day was 2,599 whereas buy volume by the said client(s) was 2,099 which is approximately 80.76% of the total traded volume in the market. It is evident that the client had significant participation in the market on 15-06-2023 in trading of HIMADRI share.

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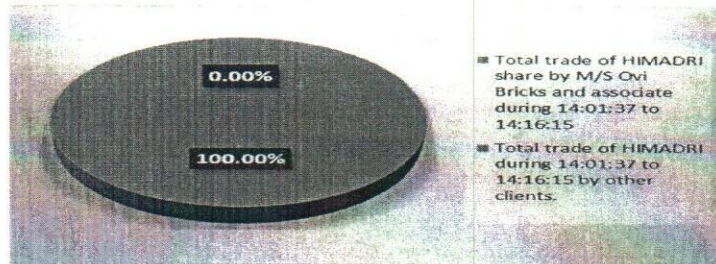
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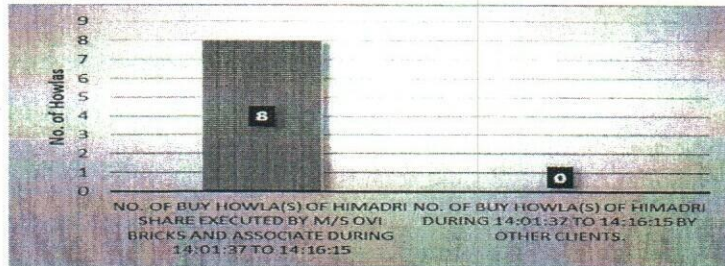
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On 15-06-2023, trading of HIMADRI share was started at Tk. 311.90 which is Tk. 28.30 more than the YCP of Tk. 283.60. On that day, M/S Ovi Bricks and associate started series of trading at 14:01:37 at price Tk. 311.90 which is approximately 9.98% higher than YCP and continued the same price of Tk. 311.90 up to 14:16:15. It can also be observed from the above graph that M/S Ovi Bricks and associate executed maximum trades during this time period. It is mentionable here that from 14:01:37 to 14:16:15, M/S Ovi Bricks and associate bought 2,099 shares of HIMADRI compared to the total traded share of 2,099. This is shown in the following Pie Chart.

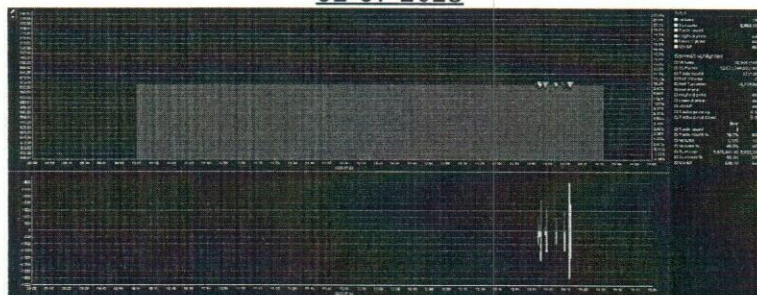


It is also found that during the aforementioned period, M/S Ovi Bricks and associate executed 8 howlas to purchase of shares of HIMADRI compared to the total number of howlas of 8 as shown in the following Bar Chart.



It is observed from the above graphs and screenshot that M/S Ovi Bricks and associate bought 100.00% of the total trades of HIMADRI shares by executing 8 of total 8 howlas from 14:01:37 to 14:16:15 on 15-06-2023. Thus it seems that M/S Ovi Bricks and associate were actively trying to lift the price of HIMADRI share. At the end of the day price of HIMADRI share was increased by Tk. 28.30 which is approximately 9.98% higher than YCP.

02-07-2023



It was observed in the above graph that on 02-07-2023, total number of trades of HIMADRI in the market was 13, whereas number of trades (buy) executed by M/S Ovi Bricks and associate were 4 which is approximately 30.77% of the total number of trades in the market.

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Bangladesh Securities and Exchange Commission

Enforcement Division

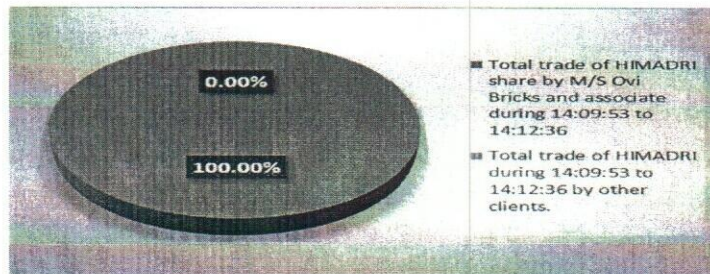
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Market, Market Intermediaries and Other Affairs Section

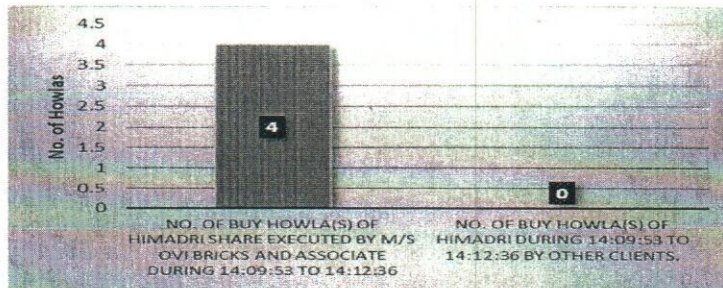
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Again, total traded volume of HIMADRI in the market on that day was 13,459 whereas buy volume by the said client(s) was 5,505 which is approximately 40.90% of the total traded volume in the market. It is evident that the client had significant participation in the market on 02-07-2023 in trading of HIMADRI share.

On 02-07-2023, trading of HIMADRI share was started at Tk. 668.20 which is Tk. 60.70 more than the YCP of Tk. 607.50. On that day, M/S Ovi Bricks and associate started series of trading at 14:09:53 at price Tk. 668.20 which is approximately 9.99% higher than YCP and continued the same price of Tk. 668.20 up to 14:12:36. It can also be observed from the above graph that M/S Ovi Bricks and associate executed maximum trades during this time period. It is mentionable here that from 14:09:53 to 14:12:36, M/S Ovi Bricks and associate bought 5,505 shares of HIMADRI compared to the total traded share of 5,505. This is shown in the following Pie Chart.



It is also found that during the aforementioned period, M/S Ovi Bricks and associate executed 4 howlas to purchase of shares of HIMADRI compared to the total number of howlas of 4 as shown in the following Bar Chart.



It is observed from the above graphs and screenshot that M/S Ovi Bricks and associate bought 100.00% of the total trades of HIMADRI shares by executing 4 of total 4 howlas from 14:09:53 to 14:12:36 on 02-07-2023. Thus it seems that M/S Ovi Bricks and associate were actively trying to lift the price of HIMADRI share. At the end of the day price of HIMADRI share was increased by Tk. 60.70 which is approximately 9.99% higher than YCP.

Summary of the trade by M/S Ovi Bricks and associates:

Summary																	
Block Buy			Block Sale			Total Buy			Total Sale			Cost of Shares Sold		Stock Position			
Qty	Price (W.Avg.)	Amount	Qty	Price (W.Avg.)	Amount	Qty	Price (W.Avg.)	Amount	Qty	Price (W.Avg.)	Amount	Price (W.Avg.)	Amount	Qty	Price (W.Avg.)	Amount	
157865	199.72	31528320.40	39743	494.03	19634368.80	181243	202.78	36752670.50	68679	455.44	31278861.10	160.03	10990437.88	127564	206.52	26344764.62	

Bangladesh Securities and Exchange Commission

Enforcement Division

Enforcement Department

Market, Market Intermediaries and Other Affairs Section

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iv. Gain and Loss by M/S Ovi Bricks and associates from 27.04.2023 to 17.09.2023:

Realized Capital gain(loss)per unit	295.41	Average Sale Price - Average Cost Price
Realized Capital gain(loss)%	184.60%	Gain (loss) Per Unit/Cost Per Unit
Realized Capital gain(loss)TK	2,02,88,423.22	Total Sale Quantity x Gain (loss) Per Unit
Closing Price (17-09-2023)	6474.20	Closing Price of Last Investigation Date
Unrealized gain(loss) per unit	6267.68	Closing Price of Last Investigation Date - Average Price of Stock Position
Unrealized gain(loss) %	3034.87%	Unrealized gain (loss) per unit /Average Price of Stock Position
Unrealized gain(loss) TK	79,95,30,084.18	Quantity of Stock Positon x Unrealized gain (loss) per unit

As per DSE trade data, it was observed that M/S Ovi Bricks and associates bought 181,243 shares and sold 68,679 shares of "HIMADRI" from public market during the period from 27.04.2023 to 17.09.2023. With the said BO accounts, M/S Ovi Bricks and associates traded 116.56% shares of "HIMADRI" during the investigation period and realized a capital gain of Tk. 20,288,423.22 from the trading of "HIMADRI" share during the investigation period. They also had unrealized gain of TK 799,530,084.18 during the period.

Findings- 1:

As per **section 17 of the Securities and Exchange Ordinance, 1969**, "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, -

.....
(e) do any act or practice or engage in a course of business, or omit to do any act which operates or would operate as a fraud, deceit or manipulation upon any person, in particular-

.....
(v) directly or indirectly effect a series of transactions in any security creating the appearance of active trading therein or of raising of price for the purpose of including its purchase by others or depressing its price for the purpose of inducing its sale by others;"

It is evident that M/S Ovi Bricks and associates was involved directly and indirectly in a series of transactions of HIMADRI share with his aforesaid BO accounts in order to create the appearance of active trading and raising of price of the said share.

Contravention(s)- 1:

It appears that M/S Ovi Bricks (BO ID # 1206280075277461) and associates has violated the followings:

- **Section 17(e)(v) of the Securities and Exchange Ordinance, 1969** by directly and indirectly effecting a series of transactions of "HIMADRI" shares creating the appearance of active trading therein and raising price of the said share.

B. Observations- 2:

After analyzing the trade pattern of the clients, the investigation team found that M/S A R Traders (Client Code 25001 of Innova Securities Limited) bought 19,592 shares of "HIMADRI" from another account named Md. Rafiqul Bari (client code 3043 of UCB Stock

Bangladesh Securities and Exchange Commission

Enforcement Division

Enforcement Department

Market, Market Intermediaries and Other Affairs Section

www.sec.gov.bd

Brokerage Limited) on 07/05/2023 and 02/07/2023 by 9 howlas in the public market which involved no change in beneficial ownership.

Besides, Md. Rafiqul Bari (client code 3043 of UCB Stock Brokerage Limited) bought 31,927 shares of "HIMADRI" from his another account named M/S A R Traders (Client Code 25001 of Innova Securities Limited) on 18/06/2023 by 1 howla and 20/06/2023 by 1 howla in the block market which involved no change in beneficial ownership.

It is mentionable here that Mr. Md. Rafiqul Bari is the proprietor of M/S A R Traders as found from the Customer account information form submitted by the TREC Holder.

Details of the above mentioned two accounts and the trade are as follows:

Sl. No.	Client Name	BO ID	Client Code	Name of Depository Participant	Remarks
1	M/S A R Traders	1206280075639086	25001	Innova Securities Limited	Md. Rafiqul Bari is the proprietor.
2	Md. Rafiqul Bari	1205590066854027	3043	UCB Stock Brokerage Ltd	Single account

Table: Counterparty trading of M/S A R Traders and Md. Rafiqul Bari:

TRADE DATE	TRADE TIME	INSTRUMENT CODE	TRADE VOLUME	TRADE PRICE	BUYER CODE	BUYER CLIENT	BOID BUYER	BUYER NAME	SELLER CODE	SELLER CLIENT	BOID SELLER	SELLER NAME	MARKET TYPE
07/05/2023	14:09:37	HIMADRI	1	56.5	DSEIBL	25001	1206280075639086	M/S A R Traders	DSEUBR	3043	1205590066854027	Md. Rafiqul Bari	Public
07/05/2023	14:10:50	HIMADRI	1000	56.5	DSEIBL	25001	1206280075639086	M/S A R Traders	DSEUBR	3043	1205590066854027	Md. Rafiqul Bari	Public
07/05/2023	14:11:12	HIMADRI	5000	56.5	DSEIBL	25001	1206280075639086	M/S A R Traders	DSEUBR	3043	1205590066854027	Md. Rafiqul Bari	Public
07/05/2023	14:11:24	HIMADRI	5000	56.5	DSEIBL	25001	1206280075639086	M/S A R Traders	DSEUBR	3043	1205590066854027	Md. Rafiqul Bari	Public
07/05/2023	14:11:58	HIMADRI	3086	56.5	DSEIBL	25001	1206280075639086	M/S A R Traders	DSEUBR	3043	1205590066854027	Md. Rafiqul Bari	Public
18/06/2023	13:58:18	HIMADRI	17211	341.7	DSEUBR	3043	1205590066854027	Md. Rafiqul Bari	DSEIBL	25001	1206280075639086	M/S A R Traders	Block
20/06/2023	12:30:54	HIMADRI	14716	415	DSEUBR	3043	1205590066854027	Md. Rafiqul Bari	DSEIBL	25001	1206280075639086	M/S A R Traders	Block
02/07/2023	14:09:53	HIMADRI	1	668.2	DSEIBL	25001	1206280075639086	M/S A R Traders	DSEUBR	3043	1205590066854027	Md. Rafiqul Bari	Public
02/07/2023	14:11:30	HIMADRI	2000	668.2	DSEIBL	25001	1206280075639086	M/S A R Traders	DSEUBR	3043	1205590066854027	Md. Rafiqul Bari	Public
02/07/2023	14:11:42	HIMADRI	1500	668.2	DSEIBL	25001	1206280075639086	M/S A R Traders	DSEUBR	3043	1205590066854027	Md. Rafiqul Bari	Public
02/07/2023	14:12:36	HIMADRI	2004	668.2	DSEIBL	25001	1206280075639086	M/S A R Traders	DSEUBR	3043	1205590066854027	Md. Rafiqul Bari	Public

(DSE trade data)

Findings-2:

As per section 17(e)(iii) of the Bangladesh Securities and Exchange Ordinance, 1969 (XVII of 1969), "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, -

(e) do any act or practice or engage in a course of business, or omit to do any act which operates or would operate as a fraud, deceit or manipulation upon any person, in particular-

(iii) effect any transaction in such security which involves no change in its beneficial ownership;"

It is found that associates of Md. Rafiqul Bari acted as counter party of each other for 51,519 shares of "HIMADRI" on different dates in 11 howlas in the public and block market.

Bangladesh Securities and Exchange Commission

Enforcement Division

Enforcement Department

Market, Market Intermediaries and Other Affairs Section

www.sec.gov.bd

Contravention(s)-2:

It appears that M/S A R Traders (BO ID# 1206280075639086) and Md. Rafiqul Bari (BO ID# 1205590066854027) have violated the following:

- **Section 17(e)(iii) of Securities and Exchange Ordinance, 1969**, by effecting the transactions of 51,519 shares of "HIMADRI" on different dates in 11 howlas in the public and block market which involved no change in beneficial ownership.

Observation- 3:

M/S Ovi Bricks was the top buyer of "HIMADRI" share for the period from 27.04.2023 to 28.08.2023. After examining the relevant documents, it was found that the said client is associated with four accounts from which he and his associates traded shares of HIMADRI during the investigation period.

As per the Customer Account Information Form and B/O account opening forms, it was observed that the address of the client codes# 15034, 25001 and 15031 of Innova Securities Limited and client code# 3043 of UCB Stock Brokerage Limited are the same as HOUSE-911, ROAD-13, AVENUE-2, MIRPUR DOHS, DHAKA-1216. Besides, Md. Rafiqul Bari (client code# 3043) maintained account with UCB Stock Brokerage Limited as well as he is the proprietor and contact person of the account named M/S A R Traders (client codes# 25001 of Innova Securities Limited).

As per the instrument ledger and portfolio statement of M/S Ovi Bricks, Mr. Md. Rafiqul Bari and their associates collected from Innova Securities Limited and UCB Stock Brokerage Limited, it was observed that they had collectively acquired more than 10% shares of "HIMADRI" during the investigation period. Details are given below:

Shareholding position of M/S Ovi Bricks, Mr. Md. Rafiqul Bari and their associates:

Sl. No	Client Name	Client Code	Name of Depository Participant	SHARE_BALANCE of HIMADRI held by M/S Ovi Bricks, Mr. Md. Rafiqul Bari and their associates													
				04-06-23		06-06-23		08-06-23		15-06-23		18-06-23		20-06-23		02-07-23	
				Qty	% of paid up shares	Qty	% of paid up shares	Qty	% of paid up shares	Qty	% of paid up shares	Qty	% of paid up shares	Qty	% of paid up shares	Qty	% of paid up shares
1	M/S Ovi Bricks	15034	Innova Securities Limited	13317	1.78%	52322	6.98%	52322	6.98%	53322	7.11%	53322	7.11%	53322	7.11%	47823	6.38%
2	M/S A R Traders	25001	Innova Securities Limited	44837	5.98%	44837	5.98%	44837	5.98%	44936	5.99%	27725	3.70%	12959	1.73%	18464	2.46%
3	Munir Traders	15031	Innova Securities Limited	33562	4.47%	33562	4.47%	44553	5.94%	45553	6.07%	45553	6.07%	45553	6.07%	43098	5.75%
4	Md. Rafiqul Bari	3043	UCB Stock Brokerage Limited	913	0.12%	913	0.12%	913	0.12%	913	0.12%	18124	2.42%	32840	4.38%	27335	3.64%
Total				92629	12.35%	131634	17.55%	142625	19.02%	144724	19.30%	144724	19.30%	144674	19.29%	136720	18.23%
No. of paid up shares of HIMADRI as per monthly shareholding position for June, 2023				750,000													

From the above mentioned table, it is observed that M/S Ovi Bricks, Mr. Md. Rafiqul Bari and their associates jointly hold more than 10% of the total paid up shares of HIMADRI.

Bangladesh Securities and Exchange Commission
Enforcement Division
Enforcement Department
Market, Market Intermediaries and Other Affairs Section
www.sec.gov.bd

Findings- 3:

As per উপ-বিধি (১) (ক) of বিধি ২ বাংলাদেশ সিকিউরিটিজ অ্যান্ড এক্সচেঞ্জ কমিশন (উল্লেখযোগ্য সংখ্যক শেয়ার অর্জন, অধিগ্রহণ ও কর্তৃত্ব গ্রহণ) বিধিমালা, ২০১৮,

"..... (১) বিষয় বা প্রসঙ্গের পরিপন্থী কোন কিছু না থাকিলে, এই বিধিমালায়, (ক) "অধিগ্রহণকারী" অর্থ এমন কোন ব্যক্তি যে নিজে বা অন্য কাহারো সহিত সম্মিলিত হইয়া (persons acting in concert) কোন কোম্পানির ভোটাধিকারযুক্ত শেয়ার অথবা ভোটাধিকারযুক্ত শেয়ারে রূপান্তরযোগ্য সিকিউরিটিজ অধিগ্রহণ করে বা উহার জন্য প্রস্তাব করে....."

As per বিধি ৪(১) of বাংলাদেশ সিকিউরিটিজ অ্যান্ড এক্সচেঞ্জ কমিশন (উল্লেখযোগ্য সংখ্যক শেয়ার অর্জন, অধিগ্রহণ ও কর্তৃত্ব গ্রহণ) বিধিমালা, ২০১৮.

"এক্সচেঞ্জ হইতে নগদ অর্থের বিনিময়ে উল্লেখযোগ্য সংখ্যক শেয়ার অর্জন বা অধিগ্রহণ। (১) কোন কোম্পানিতে উল্লেখযোগ্য সংখ্যক এর কম কোন শেয়ারের ধারক বা ধারকগণ, বা যিনি বা যাহারা কোন শেয়ার ধারণ করেন না এমন ব্যক্তি বা ব্যক্তিবর্গ, এক্সচেঞ্জ হইতে উক্ত কোম্পানির কোন শেয়ার অর্জন বা অধিগ্রহণ করিতে চাহিলে অর্জন বা অধিগ্রহণ পরবর্তী ধারণকৃত মোট শেয়ারের পরিমাণ যদি ১০(দশ) শতাংশ বা উহার অধিক পর্যায়ে উন্নীত হয় অথবা ১০(দশ) শতাংশ বা উহার অধিক কোন শেয়ার ধারক বা ধারকগণ এক্সচেঞ্জের মাধ্যমে উক্ত কোম্পানির আরও শেয়ার অর্জন বা অধিগ্রহণের ক্ষেত্রে তাহাকে তফসিল-১ বর্ণিত পদ্ধতিতে একটি ঘোষণা কোম্পানিটি যে এক্সচেঞ্জে তালিকাভুক্ত সেই এক্সচেঞ্জে-সংশ্লিষ্ট অধিগ্রহণকারীর স্টক ব্রোকার বা মার্চেন্ট ব্যাংকারের মাধ্যমে দাখিল করিতে হইবে।"

However, it is found that M/S Ovi Bricks (BO ID # 1206280075277461), Mr. Md. Rafiqul Bari (BO ID # 1205590066854027) and their associates jointly hold more than 10% shares of 'HIMADRI' on the aforesaid dates.

Contravention(s)- 3:

It appears that M/S Ovi Bricks (BO ID # 1206280075277461), Mr. Md. Rafiqul Bari (BO ID # 1205590066854027) and their associates have violated the following:

- বিধি ৪(১) of বাংলাদেশ সিকিউরিটিজ অ্যান্ড এক্সচেঞ্জ কমিশন (উল্লেখযোগ্য সংখ্যক শেয়ার অর্জন, অধিগ্রহণ ও কর্তৃত্ব গ্রহণ) বিধিমালা, ২০১৮ by acquiring more than 10% shares of "HIMADRI" without complying the requirements of the said rules.

Gain/Loss of individual client

a) Trade details of M/S A R Traders and Md. Rafiqul Bari:

Individual Trade Patterns in public market, Effects of "HIMADRI" at DSE in public market and block market and the gain and loss statement in public market and block market by M/S A R Traders (BOID # 1206280075639086) where Md. Rafiqul Bari is the proprietor and Md. Rafiqul Bari (BOID # 1205590066854027) is given below:

i. Individual Trade Patterns of M/S A R Traders and Md. Rafiqul Bari (Only Public Market):

Date	Code # 25001				Code # 3043				Total					
	BO ID # 1206280075639086				BO ID # 1205590066854027									
	M/S A R Traders				Md. Rafiqul Bari									
	Innova Securities Limited				UCB Stock Brokerage Limited									
Buy Qty	Rate (W.Avg.)	Sale Qty.	Rate (W.Avg.)	Buy Qty	Rate (W.Avg.)	Sale Qty.	Rate (W.Avg.)	Buy Qty	Buy Rate (W.Avg.)	Total	Sale Qty.	Sale Rate (W.Avg.)	Total	
07-05-2023	14087	56.50	0	0.00	0	0.00	14087	56.50	14087	56.50	795915.50	14087	56.50	795915.50
15-06-2023	99	311.90	0	0.00	0	0.00	0	0.00	99	311.90	30878.10	0	0.00	0.00
19-06-2023	0	0.00	50	377.30	0	0.00	0	0.00	0	0.00	0.00	50	377.30	18865.00
02-07-2023	5505	668.20	0	0.00	0	0.00	5505	668.20	5505	668.20	3678441.00	5505	668.20	3678441.00
17-08-2023	0	0.00	0	0.00	0	0.00	940	1575.20	0	0.00	0.00	940	1575.20	1480688.00
Total	19691		50		0		20532		19691			20582		

Bangladesh Securities and Exchange Commission

Enforcement Division

Enforcement Department

Market, Market Intermediaries and Other Affairs Section

www.sec.gov.bd

ii. Effects of 'HIMADRI' at DSE by M/S A R Traders and Md. Rafiqul Bari (Public and Block Market):

Date	Buy			Sale			Cost of shares sold		Stock Position			Comparison with the Market					
	Qty.	Price (W.Avg.)	Amount	Qty.	Price (W.Avg.)	Amount	Price (W.Avg.)	Amount	Qty.	Price (W.Avg.)	Amount	Mkt Trade Qty at DSE	Mkt Close Price at DSE	Market price Changed by	Client Buy (%)	Client Sale (%)	Client Trade (%)
	1	2	3	4	5	6	8	9	10	11	12	13	14	15	16	17	18
Opening Balance									15000	38.84	582532.00						
07-05-2023	14087	56.50	795915.50	14087	56.50	795915.50	47.39	667589.99	15000	47.39	710857.51	15774	56.50	9.92%	89.31%	89.31%	178.61%
04-06-2023	30750	160.30	4929225.00	0	0.00	0.00	0.00	0.00	45750	123.28	5640082.51	43882	160.30	9.95%	70.07%	0.00%	70.07%
15-06-2023	99	311.90	30878.10	0	0.00	0.00	0.00	0.00	45849	123.69	5670960.61	2599	311.90	9.98%	3.81%	0.00%	3.81%
18-06-2023	17211	341.70	5880998.70	17211	341.70	5880998.70	183.19	3152882.52	45849	183.19	8399076.79	17411	343.00	9.97%	98.85%	98.85%	197.70%
19-06-2023	0	0.00	0.00	50	377.30	18865.00	183.19	9159.50	45799	183.19	8389917.29	50	377.30	10.00%	0.00%	100.00%	100.00%
20-06-2023	14716	415.00	6107140.00	14716	415.00	6107140.00	239.56	3525385.36	45799	239.56	10971671.93	14717	415.00	9.99%	99.99%	99.99%	199.99%
02-07-2023	5505	668.20	3678441.00	5505	668.20	3678441.00	285.55	1571980.19	45799	285.55	13078132.74	13459	668.20	9.99%	40.90%	40.90%	81.80%
17-08-2023	0	0.00	0.00	940	1575.20	1480688.00	285.55	268421.69	44859	285.55	12809711.06	941	1575.20	10.00%	0.00%	99.89%	99.89%
10-09-2023	0	0.00	0.00	565	4805.00	2714825.00	285.55	161338.57	44294	285.55	12648372.49	566	5437.00	10.00%	0.00%	99.82%	99.82%
Total	82368	260.08	21422598.30	53074	389.59	20676873.20	176.30	9356757.81	44294	285.55	12648372.49						

Summary of the trade by M/S A R Traders and Md. Rafiqul Bari:

Summary																	
Block Buy			Block Sale			Total Buy			Total Sale			Cost of Shares Sold		Stock Position			
Qty	Price (W.Avg.)	Amount	Qty	Price (W.Avg.)	Amount	Qty	Price (W.Avg.)	Amount	Qty	Price (W.Avg.)	Amount	Price (W.Avg.)	Amount	Qty	Price (W.Avg.)	Amount	
62677	269.91	16917363.70	32492	452.51	14702963.70	82368	260.08	21422598.30	53074	389.59	20676873.20	176.30	9356757.81	44294	285.55	12648372.49	

iii. Gain/Loss by M/S A R Traders and Md. Rafiqul Bari from 27.04.2023 to 17.09.2023:

Realized Capital gain(loss)per unit	213.29	Average Sale Price - Average Cost Price
Realized Capital gain(loss)%	120.98%	Gain (loss) Per Unit/Cost Per Unit
Realized Capital gain(loss)TK	1,13,20,115.39	Total Sale Quantity x Gain (loss) Per Unit
Closing Price (17-09-2023)	6474.20	Closing Price of Last Investigation Date
Unrealized gain(loss) per unit	6188.65	Closing Price of Last Investigation Date - Average Price of Stock Position
Unrealized gain(loss) %	2167.23%	Unrealized gain (loss) per unit /Average Price of Stock Position
Unrealized gain(loss) TK	27,41,19,842.31	Quantity of Stock Position x Unrealized gain (loss) per unit

যেহেতু, উপর্যুক্ত আলোচ্য বিষয়ে সংশ্লিষ্ট সিকিউরিটিজ সংক্রান্ত আইন ভঙ্গের কারণে কমিশনের এনফোর্সমেন্ট বিভাগ কর্তৃক নভেম্বর ৩০, ২০২৩ তারিখের বিএসইসি/এনফোর্সমেন্ট/৩৫১৮/২০২৩/১০৫১ স্মারকসূলে Mr. Md. Rafiqul Bari ও তার মালিকানাধীন প্রতিষ্ঠান M/S A R Traders -কে ডিসেম্বর ১৮, ২০২৩ তারিখে কারণ প্রদর্শন সহ শুনানীতে উপস্থিত হতে বলা হয়। শুনানীতে উপস্থিত হয়ে Mr. Md. Rafiqul Bari ও M/S A R Traders -এর পক্ষে Mr. Md. Rafiqul Bari (on behalf) ডিসেম্বর ১৮, ২০২৩ তারিখের পত্রের মাধ্যমে নিম্নলিখিত বক্তব্য দাখিল করেন;

Explanation of M/S A R Traders and Md. Rafiqul Bari (both reply are same):

"In reference to your letter No BSEC/Enforcement/3518/2023/1051 dated November 30, 2023, regarding the mentioned subject, the undersigned would like to inform you that we are working in the capital market from 2021 under the new TREC holder license and subsequently got the broker license from Bangladesh Securities Exchange Commission.

While getting the license, we started operations of brokerage activities instantly We have observed that DSEX started with positive momentum from 2021 to Jan 2022 under your leadership and proactive measures, however, the DSE main index started its downtrend in February 2022 due to worldwide economic turmoil/crisis of the war between Russia and Ukraine. This downtrend continued throughout 2022. The bearish trend also continues in 2023, average daily market turnover has dropped sharply reflecting the actual bearish sentiment Despite of the negative impact on the market, we are working to support the

Bangladesh Securities and Exchange Commission

Enforcement Division

Enforcement Department

Market, Market Intermediaries and Other Affairs Section

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market through different ways by injecting funds and engaging the new group of investors into the capital market. We have the positive intention to support the market, we assure you that we have the full support for the capital market during the crisis period. Please accept the following explanation regarding your observations of the trading of Himadri Limited:

01. Trading of shares of HIMADI Limited by M/S AR Traders and Md, Rafiqul Bari:

We would like to inform you that I, Md, Rafiqul Bari (BOID: 1205590066854027), Managing Director of Innova Securities Limited and the proprietor of M/S AR Traders (BOID: 1206280075639086). I have been working in the capital market from 2021 by getting a license as a stockbroker from the BSEC While commencing my journey in the capital market, I have been investing in the listed securities by analyzing the future cash flow and business forecasting of the company. In case of the Himadri Limited, it is seen that the company is a unique listed company with DSE by nature of the business, and seems that future cash flow and business might increase in considering the global food crisis. I bought the shares of Himadri Limited through the two accounts mentioned above as a long-term investment policy. In the case of investment in Himadri Limited, my strategy is to hold the shares for a long time Currently, I am holding most of the shares in my account that I bought during the period which showed the unrealized gain in my portfolio. Please be informed that I have to show a profit in my sole tradership company (M/S AR Traders) in terms of submission of income tax returns and to get the tax rebate, for that reason, I have to transact some shares within my accounts as there were no options to transfer the shares through off- market in the capital market.

I assure you that there was no intention to breach section 17 (e) (iii) of the Securities and Exchange Ordinance, 1969 but to consider the tax advantage by transacting some shares within the aforementioned two accounts and I made this mistake due to lack of knowledge of the securities law. To the best of my knowledge, I did not violate section 17 (e) (iii) of the Securities and Exchange Ordinance, 1969.

02. Acquiring shares of Himadri Limited:

This is to inform here that after commencing the operations of Stock broker activities, we have a business plan to open customers loan accounts with a single present address in considering the expansion of the brokerage business through margin accounts. In this regard, we opened accounts such as M/S Ovi Bricks and Munir Traders with a single address for the management of the margin account in terms of getting the cash dividends warrants in the same address. The mentioned clients invested in the different securities and Himadri Limited at their discretion without a margin loan There is no relationship among the Md Rafiqul Bari, M/S Ovi Bricks and Munir Traders. As there is no relationship with M/S Ovi Bricks and Munir Traders of Md. Rafiqul Bari only has the same address for the margin accounts management, therefore, we have not violated of বিধি 4(1) বাংলাদেশ সিকিউরিটিজ অ্যান্ড এক্সচেঞ্জ কমিশন (উল্লেখযোগ্য সংখ্যক শেয়ার অর্জন, অধিগ্রহণ ও কর্তৃত্ব গ্রহণ) বিধিমালা, ২০১৮.

I have been investing in the fundamental shares based on the future projection of the company's business. I have invested in the shares of Himadri Limited as a long term investment decision I We have no intention to violate any securities law but to support the capital market. We will be more careful in the future in the management of client's accounts and investments in the securities as per the securities-related laws.

Considering the aforementioned circumstances, please exempt us from the claim mentioned in your letter and forgive us unconditionally."



Bangladesh Securities and Exchange Commission

Enforcement Division

Enforcement Department

Market, Market Intermediaries and Other Affairs Section

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যেহেতু, Mr. Md. Rafiqul Bari ও M/S A R Traders - এর উল্লিখিত বক্তব্য থেকে প্রতীয়মান হয় যে, উপস্থাপিত অভিযোগসমূহ সঠিক এবং উপর্যুক্ত কর্মকান্ডের ফলে পুঁজিবাজারের সাধারণ বিনিয়োগকারীগণ ক্ষতিগ্রস্ত হয়েছেন যা পুঁজিবাজার উন্নয়নের পরিপন্থী, সেহেতু এক্ষেত্রে Mr. Md. Rafiqul Bari ও M/S A R Traders -এর ব্যাখ্যা কমিশনের নিকট গ্রহণযোগ্য হিসেবে বিবেচিত হয়নি;

যেহেতু, Mr. Md. Rafiqul Bari ও M/S A R Traders -উপর্যুক্ত কর্মকান্ডের মাধ্যমে Securities and Exchange Ordinance, 1969 এর Section 17 (e)(iii) ও (v) এবং বাংলাদেশ সিকিউরিটিজ অ্যান্ড এক্সচেঞ্জ কমিশন (উল্লেখযোগ্য সংখ্যক শেয়ার অর্জন, অধিগ্রহণ ও কর্তৃত্ব গ্রহণ) বিধিমালা, ২০১৮ এর বিধি ৪(১) লংঘন করেছেন;

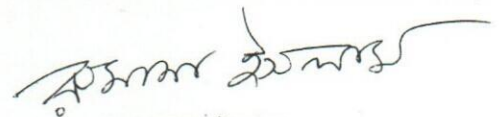
যেহেতু, Mr. Md. Rafiqul Bari ও M/S A R Traders - এর উপর্যুক্ত কর্মকান্ড Securities and Exchange Ordinance, 1969 এর Section 22 এবং বাংলাদেশ সিকিউরিটিজ অ্যান্ড এক্সচেঞ্জ কমিশন আইন, ১৯৯৩ এর ধারা ১৮ অনুযায়ী শাস্তিযোগ্য অপরাধ;

যেহেতু, কমিশনের বিবেচনায়, সিকিউরিটিজ আইন ও বিধি-বিধান পরিপালনে আলোচ্য ব্যর্থতার জন্য, পুঁজিবাজারের শৃংখলা, স্বচ্ছতা এবং জনস্বার্থে আলোচ্য Mr. Md. Rafiqul Bari ও M/S A R Traders -কে অর্থদন্ডে দণ্ডিত করা প্রয়োজন ও সমীচীন;

অতএব, সেহেতু, কমিশন উল্লিখিত যাবতীয় বিষয় বিবেচনাপূর্বক, Securities and Exchange Ordinance, 1969 (Ordinance No. XVII of 1969) এর Section 22 [যা The Securities and Exchange (Amendment) Act, 2000 দ্বারা সংশোধিত] এবং বাংলাদেশ সিকিউরিটিজ অ্যান্ড এক্সচেঞ্জ কমিশন আইন, ১৯৯৩ এর ধারা ১৮ এ প্রদত্ত ক্ষমতাবলে-

- Mr. Md. Rafiqul Bari ও তার মালিকানাধীন প্রতিষ্ঠান M/S A R Traders -কে মোট ১.০০ (এক) কোটি টাকা অর্থদন্ডে দণ্ডিত করল যা অত্র আদেশের ৩০ (ত্রিশ) দিনের মধ্যে 'বাংলাদেশ সিকিউরিটিজ অ্যান্ড এক্সচেঞ্জ কমিশন' এর অনুকূলে ইস্যুকৃত ব্যাংক ড্রাফট/পে-অর্ডারের মাধ্যমে জমা প্রদান করতে হবে, অন্যথায় সিকিউরিটিজ আইন মোতাবেক পরবর্তী আইনানুগ ব্যবস্থা গ্রহণ করা হবে।

বাংলাদেশ সিকিউরিটিজ অ্যান্ড এক্সচেঞ্জ কমিশনের আদেশক্রমে,



ড. রুমানা ইসলাম
কমিশনার

বিতরণ:

১. **Mr. Md. Rafiqul Bari**
(BOID: 1205590066854027)
House-911, Road-13, Avenue-2
Mirpur DOHS, Dhaka-1216
২. **M/S A R Traders**
(BOID: 1206280075639086)
61/2, Monipur, Mirpur, Dhaka-1216