Bangladesh Securities and Exchange Commission
Enforcement Division
Enforcement Department
Market, Market Intermediaries and Other Affairs Section
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নং-বিএসইসি/এনফোর্সমেন্ট/৩১০১/২০২১/৫৮০

তারিখঃ আগস্ট ১৩ , ২০২৬

1. Regent Textile Mills Limited
   H G. Tower, 1182, Jubilee Road, Chattogram- 4000, Bangladesh.
2. Mr. Md. Yakub Ali, Member of the Board Directors of Regent Textile Mills Limited
   H G. Tower, 1182, Jubilee Road, Chattogram- 4000, Bangladesh.
3. Mr. Md. Yasin Ali, Member of the Board Directors of Regent Textile Mills Limited
   H G. Tower, 1182, Jubilee Road, Chattogram- 4000, Bangladesh.
4. Mr. Tanvir Habib, Member of the Board Directors of Regent Textile Mills Limited
   H G. Tower, 1182, Jubilee Road, Chattogram- 4000, Bangladesh.
5. Mr. Mashruf Habib, Member of the Board Directors of Regent Textile Mills Limited
   H G. Tower, 1182, Jubilee Road, Chattogram- 4000, Bangladesh.
6. Mr. Salman Habib, Member of the Board Directors of Regent Textile Mills Limited
   H G. Tower, 1182, Jubilee Road, Chattogram- 4000, Bangladesh.

বিষয়: আদেশ।

কমিশনের আদেশ নং- বিএসইসি/এনফোর্সমেন্ট/৩১০১/২০২৫/৫৭৯ তারিখ: আগস্ট ১৩, ২০২৬ এর সত্যায়িত অনুলিপি আপনার অবগতি ও প্রয়োজনীয় ব্যবস্থা গ্রহনের জন্য এতদ্বসঙ্গে সংযুক্ত করা হলো।

বাংলাদেশ সিকিউরিটিজ অ্যান্ড এক্সচেঞ্জ কমিশনের পক্ষে,

13.08.2026

মোঃ মাহমুদুল হাসান
সহকারী পরিচালক (এনফোর্সমেন্ট)
ই-মেইল- mahmudulhasan@sec.gov.bd

অবগতির জন্য অনুলিপি:

০১। পি এস টু চেয়ারম্যান (বিএসইসি),

০২। পিও টু কমিশনারবৃন্দ (বিএসইসি),

০৩। নির্বাহী পরিচালক, এসএমএমআইডি, বিএসইসি,

০৪। নির্বাহী পরিচালক, আইসিটি, বিএসইসি ।

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তারিখঃ আগস্ট ১৩, ২০২৬

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, CRD (The then CFD) Department refers a matter regarding investment of IPO fund in a sister concern of Regent Textile Mills Limited. উক্ত প্রতিবেদন থেকে অন্যান্যের মধ্যে নিম্নলিখিত বিষয়গুলি উপস্থাপিত হয়:

Description of alleged violation of securities laws:

On October 20, 2020, Regent Textile Mills Limited has disseminated a price sensitive informing (PSI) informing that the Board of Directors of the company has decided to acquire 99% shares of Legacy Fashion Limited at a value of BDT 830.115 million at net asset value based on the Financial Statement as on 30th June, 2020, Legacy Fashion Limited, a 100% export oriented and fully compliant RMG industries established in 2006. The factory is located at BSCIC Industrial Estate, Kalurghat, Chattogram. The company also informed that they will invest BDT 800.00 million in RMG business that was approved by the shareholders of the Company in the EGM held on 27th August, 2020 and rest of the amount from other sources.

As per the decision of the Commission's 401st meeting held on September 27, 2011 (Agenda No. 28) the Commission has decided as follows:

উপযুক্ত বিষয়ে ক্যাপিটাল ইস্যু বিভাগ কর্তৃক পেশকৃত কার্যপত্র নং ২৮(ক) এর উপর আলোচনা ও সার্বিক বিবেচনা পূর্বক ইস্যুয়ার কোম্পানী সমূহ কর্তৃক আইপিও'র মাধ্যমে উত্তোলিত টাকা কোম্পানী শুধুমাত্র তার নিজ প্রয়োজনে ব্যবহার করতে পারবে মর্মে সভায় সিদ্ধান্ত গৃহীত হয়। তাদের কোন subsidiary/associate/sister concern/holding company/parent company তে উল্লিখিত অর্থ বাবহার করতে পারবে না। সেক্ষেত্রে উক্ত subsidiary/associate/sister concern/holding company/parent company কে আইপিও'র জন্য আলাদাভাবে আবেদন করতে হবে।

In this regard, the Commission may ask the company to submit required documents about Legacy Fashion Limited and instruct them to comply Commission's aforesaid decision.

Besides the above, the Commission has received a letter dated July 11, 2020 from Regent Textile Mills Limited contents of which are self-explanatory. It appears from the contents of the letter that the company has informed the Commission regarding board of directors meeting on calling of extra ordinary general meeting (EGM) to pass special resolution to revise and extension of IPO proceeds utilization and implementation time schedule by the shareholders of the company.

It may be mentioned here that the Commission vide its letter No. BSEC/CI/IPO-232/2014/443 dated September 13, 2015 accorded consent of IPO by Regent Textile Mills Ltd. (RTML) for issuance of 50,000,000 ordinary shares of Tk. 10 each at an issue price of Tk.25.00 per share each, including a premium of Tk. 15.00 per share totaling to Tk. 1,250,000,000/- (One hundred twenty-five crore) only. The company's utilization positions up to July 31, 2020 and budgeted/ prescribed position as mentioned in the Prospectus is as follows:

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Item Name	Time line as per prospectus	Revised timeline (approved by EGM)	Budgeted/prescribed in the prospectus	Utilization position	Un-utilized
Capital Investment: BMRE	19.12.2016	March 2020	824,679,520	750,444,055	74,235,465
Capital Investment: New RMG Project	10.06.2017	March 2020	398,503,962	19,236,382	379,267,580
IPO Expenses	19.12.2016	March 2020	26,816,518	25,217,966	15,98,552
Total			12,50,000,000	794,898,403	455,101,597
Interest Income					346,063,908
Grand Total					801,165,505

It appears from the above that the company has utilized the amount of Tk. 794,898,403/- and Tk. 801,165,505/- is still unutilized with interest income. The company is keeping unutilized amount of Tk.802,445,852/- as FDR with banks which implies delay in utilization of public money and violating the condition No.8 of Part-C of the Commission's consent letter:

"Proceeds of the public offering shall not be used for any purpose other than those specified in the prospectus. Any deviation in this respect must have prior approval of the shareholders in the shareholders meeting under intimation to BSEC and stock exchanges."

Whereas, it may be mentioned here that the issuer has extended 4 (four) times its IPO proceeds utilization time. It may also be mentioned here that no utilization was made from February 2019. Timeline as per prospectus and extended time line approved by AGM/EGM is as under:

Implementation of project	BMRE Project	New RMG Project
Original date	19th December, 2016 as per prospectus	10th June 2017 as per prospectus
1st Extended date	Up to 31st October, 2017	Up to 31st December, 2017
2nd Extended date	Up to 31st October, 2018	Up to 31st October, 2018
3rd Extended date	Up to 30th June, 2019	Up to 30th June, 2019
4th Extended date	Up to 31st March, 2020	Up to 31st March, 2020
5th Extended date	EGM will be held on 27 August 2020.	EGM will be held on 27 August 2020.

Whereas, CRD (The then CFD) has reviewed audited financial statements of RTML for the year ended June 30, 2019 and following issues have drawn our review:

1) It appears from statement of financial position that as on 30.06.2019 Tk.137,80,02,334/- was shown in the head of capital work in progress and Tk. 115,71,62,407/- was in the previous year. It is evident that huge amount of CWIP was not transferred to property, plant and equipment. From the aforesaid activities the company has violated following securities laws:

a. Non-compliance with para 7. 15 & 16 of Bangladesh Accounting Standard 1: Presentation of Financial Statements.

b. Investors may be misguided to take prudent investment decision.

c. Non-compliance with Rule 12 (2) of the Securities & Exchange Rules, 1987.

d. Hinder for 'Fair Presentation of RTML's financial statements as required by IAS- 1.

2) It appears from notes 32 Related Party Disclosure that Tk. 25,9045,023/- is transacted with Regent Fabrics Ltd. and Tk.11,92,63,949/- is transacted with Regent Weaving Limited.

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Whereas, The Commission's query:

"It appears from the price sensitive information disseminated in the stock exchanges on October 20,2020 that the Board of Directors of the company has decided to acquire 99% shares of Legacy Fashion Limited at a value of BDT 830.115 million at net asset value based on the Financial Statement as on 30th June, 2020.

The Commission in its 401st meeting held on September 27, 2011 has decided as follows: ইস্যুয়ার কোম্পানী সমূহ কর্তৃক আইপিও'র মাধ্যমে উত্তোলিত টাকা কোম্পানী শুধুমাত্র তার নিজের প্রয়োজনে ব্যবহার করতে পারবে মর্মে সভায় সিদ্ধান্ত গৃহীত হয়। তাদের কোন subsidiary/associate/sister concern/holding company/parent company তে উল্লিখিত অর্থ ব্যবহার করতে পারবে না। সেক্ষেত্রে উক্ত subsidiary/associate/sister concern/holding company/parent company কে আইপিও'র জন্য আলাদাভাবে আবেদন করতে হবে।

In view of the above, you are directed under section 11(2) of the Securities and Exchange Ordinance, 1969 to (i) clarify whether Legacy Fashion Limited is a subsidiary/associate/sister concern/holding company/parent company of Regent Textile Mills Limited or not along with supporting documents, i.e., Memorandum & Articles of Association, latest audited financial statements & Schedule X and (ii) explanation regarding compliance of the Commission's aforesaid decision regarding investment in 99% shares of Legacy Fashion Limited within seven days of receipt of this letter."

RTMS's Reply:

"In the EGM held on 29" August 2019, whereas the shareholders resolved that as per revised IPO proceeds utilization, the un-utilized portion of BDT 45,51,01,597 from IPO fund with net income from fixed deposit investment be and is hereby approved unanimously to be invested to procure/acquire a compliant RMG factory under intimation to Bangladesh Securities and Exchange Commission. Following that decision the Board of Directors in its meeting on October 19, 2020 take investment decision to acquire 99% shares of Legacy Fashion at a value of BDT 830.115 million based on net assets value which was dully intimated to Bangladesh Securities and Exchange Commission.

Under your requirements:

(i) We would like to inform that Legacy Fashion Limited is not a subsidiary/associates/sister concern/holding company/parent company of Regent Textile Mills Limited. The company has no shareholding in Legacy Fashion Limited and vice versa Legacy Fashion has no shareholding in Regent Textile Mills Limited. However, we have attached the Memorandum and Articles of Association, Last Audited Financial Statements and Schedule X of Regent Textile Mills Limited and Legacy Fashion Limited for your kind information and review.

(ii) Regent Textile Mills Limited is not using IPO fund money in any of such concerns as described in the 401st Commission's meeting decision rather it is using that money for the sole purpose of acquiring 99% of shares of that Legacy Fashion Limited instead and the decision communicated as price sensitive information with intimation to Commission and Stock Exchanges".

CFD's comments:

It appears from the company's reply that. RTML and Legacy Fashion Ltd. are operated/controlled under the common ownership and board. From their submitted "Schedule X" of RJSC the following persons name have appeared as shareholder:

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Regent Textile Mills Ltd.			Legacy Fashion Ltd.		
Sl.	Name and Address	No. of Share	Sl.	Name and Address	No. of Share
01	Mrs. Anjuman Ara Begum Address: 220, Strand Road, Chittagong	3921424	01	Mr. Md. Yakub Ali S/o Late Habibullah Meah Address: 220, Strand Road, Chittagong	5300
02	Mrs. Salma Yasin W/o. Mr. Md. Yasin Ali Address: 220, Strand Road, Chittagong	3844015	02	Mr. Md. Yasin Ali S/o Late Habibullah Meah Address: 220, Strand Road, Chittagong	5300
03	Mr. Md. Yakub Ali S/o Late Habibullah Meah Address: 220, Strand Road, Chittagong	14622628	03	Mrs. Anjuman Ara Begum W/o. Mr. Md. Yakub Ali Address: 220, Strand Road, Chittagong	3000
04	Mr. Md. Yasin Ali S/o Late Habibullah Meah Address: 220, Strand Road, Chittagong	14700051	04	Mrs. Amena Mahbub W/o. Mr. Md. Mahbub Ali Address: 220, Strand Road, Chittagong	3662
05	Mrs. Amena Mahbub W/o. Mr. Md. Mahbub Ali Address: 220, Strand Road, Chittagong	9187413	05	Mrs. Salma Yasin W/o. Mr. Md. Yasin Ali Address: 220, Strand Road, Chittagong	3000
06	Mr. Tanvir Habib S/o. Late Mr. Md. Mahabub Ali Address: 220, Strand Road, Chittagong	6431274	06	Anowara Fashion Ltd. (Rep. by Yasin Ali) Pvt. Limited Compañy Address: 220, Strand Road, Chittagong	275100
07	Ms. Tanima Mahbub D/o. Late Mr. Md. Mahabub Ali Address: 220, Strand Road, Chittagong	3215643	07	Ms. Tanima Mahbub D/o. Late Mr. Md. Mahabub Ali Address: 220, Strand Road, Chittagong	
08	Ms. Safinaz Mahbub D/o. Late Mr. Md. Mahbub Ali Address: 220, Strand Road, Chittagong	3215643	08	Mr. Tanvir Habib S/o. Late Mr. Md. Mahabub Ali Address: 220, Strand Road, Chittagong	
09	Mr. Mashruf Habib S/o. Mr. Md. Yakub Ali Address: 220, Strand Road, Chittagong	3505950	09	Ms. Safinaz Mahbub D/o. Late Mr. Md. Mahbub Ali Address: 220, Strand Road, Chittagong	
10	Mr. Salman Habib S/o. Mr. Md. Yasin Ali Address: 220, Strand Road, Chittagong	3505950			
11	General Public	55125009			

Board of Directors:

Regent Textile Mills Ltd.			Legacy Fashion Ltd.		
Sl.	Name	Address	Sl.	Name	Address
01	Mr. Md. Yakub Ali	220, Strand Road, Chittagong	01	Mr. Md. Yakub Ali	220, Strand Road, Chittagong
02	Mr. Md. Yasin Ali	220, Strand Road, Chittagong	02	Mr. Md. Yakub Ali	220, Strand Road, Chittagong
03	Mr. Tanvir Habib	220, Strand Road, Chittagong	03	Mr. Tanvir Habib	220, Strand Road, Chittagong
04	Mr. Mashruf Habib	220, Strand Road, Chittagong	04	Mr. Mashruf Habib	220, Strand Road, Chittagong
05	Mr. Salman Habib	220, Strand Road, Chittagong	05	Mr. Salman Habib	220, Strand Road, Chittagong

From the above table (shareholding) it appears that, both the companies have same the shareholder. Those persons are close relative of each other. Specifically, there are shareholding of three families ie. Mr. Yakub Ali (himself, his wife & son) Mr. Yasin Ali (himself, his wife & son) and late Mr.

Mahbub Ali are son of Late Mr. Habibullah Meah. All persons have same address i.e. 220, Strand Road, Chittagong. Moreover, both the companies also have same address i.e. 220, Strand Road, Chittagong.

Shareholding cluster	Regent Textile Ltd.	Percentage of holdings	Legacy Fashion Ltd.	Percentage of holdings
Mr. Yakub Ali (Himself, his wife & son)	3921424+14622628+3505950= 2,20,50,002	18.18%	5300+3000=8300	2.76%
Mr. Yasin Ali (himself, his wife & son)	3844015+14700051+3505950= 2,20,50,016	18.18%	5300+3000=8300+275100=2,83,400	2.76%+91.7%=94.46%
Late Mr. Mahbub Ali (his wife, son & daughters)	9187413+6431274+3215643=2,2049,973	18.18%	3662+1160+2318+1160=8300	2.76%
Total Holdings	6,61,49,991	54.54%	24,900+275100=300,000	8.30%+91.70%=100%

Including the portion of Anowara Fashion Ltd. which Represented by Mr. Yasin Ali

Furthermore, it appears from the table of board of directors that, Mr. Md. Yakub Ali and Mr. Md. Yasin Ali has common directorship in the both companies. Rests of the directors are their family member/close relative. It further appears that, Mr. Md. Yasin Ali is also a Managing Director of Legacy Fashion Limited.

From the above discussion, it is evident that, Legacy Fashion Limited is a sister concern of Regent Textile Mills Ltd. Consequently, RTML has non-compliance with the decision of the Commission (401st meeting held on September 27, 2011) that, ইস্যুয়ার কোম্পানী সমূহ কর্তৃক আইপিও'র মাধ্যমে উত্তোলিত টাকা কোম্পানী শুধুমাত্র তার নিজের প্রয়োজনে ব্যবহার করতে পারবে মর্মে সভায় সিদ্ধান্ত গৃহীত হয়। তাদের কোন subsidiary/associate/sister concern/holding company/parent company তে উল্লিখিত অর্থ ব্যবহার করতে পারবে না। সেক্ষেত্রে উক্ত subsidiary/associate/sister concern/holding company/parent company কে আইপিও'র জন্য আলাদাভাবে আবেদন করতে হবে। Moreover, this is also non-compliance with IAS-24 as they have made related party transactions.

যেহেতু, উর্পযুক্ত আলোচ্য বিষয়ে আইন ভঙ্গের কারণে কমিশন এর এনফোর্সমেন্ট বিভাগ কর্তৃক ডিসেম্বর ১৮, ২০২৪ তারিখ বিএসইসি/এনফোর্সমেন্ট/৩১০১/২০২১/১১০৩; জানুয়ারি ১৪, ২০২৫ তারিখ বিএসইসি/এনফোর্সমেন্ট/৩১০১/২০২১/৭৮; ফেব্রুয়ারি ১১, ২০২৫ তারিখ বিএসইসি/এনফোর্সমেন্ট/৩১০১/২০২১/৩০৭; মার্চ ১০, ২০২৫ তারিখে বিএসইসি/এনফোর্সমেন্ট/৩১০১/২০২১/৩৫৩ স্মারকমূলে Regent Textile Mills Limited, Board of Directors of Regent Textile Mills Limited, Managing Director of Regent Textile Mills Limited, Company Secretary of Regent Textile Mills Limited কে- জানুয়ারি ০১, ২০২৫; ফেব্রুয়ারি ০৩, ২০২৫; ফেব্রুয়ারি ২৪, ২০২৫ এবং মার্চ ১৭, ২০২৫ তারিখে কারণ প্রর্দশন সহ শুনানীতে উপস্থিত হতে বলা হয়। শুনানীতে উপস্থিত হয়ে উল্লিখিত অভিযুক্তদে্র পক্ষে Mr. Akhtarul Islam (Executive Director of Regent Textile Mills Limited) ও Mr. Anjan Kumar Bhattacharyya (Chief Financial Officer of Regent Textile Mills Limited) নিম্নলিখিত বক্তব্য দাখিল করেন;

Explanation of Regent Textile Mills Limited and its alleged authority submitted at the time of hearing (Summarized):

"Please refer to your above noted subject and references we would like to draw your kind attention to our written explanation and relevant data (hard & soft copy in word format) and list of Board of Directors (From XII) of the Company which being presented below for your review and consideration: -

The Commission has approved consent of Initial Public Offer (IPO) by Regent Textile Mills Limited (RTML) for issues of 50,00,000 ordinary shares of Tk. 10/- each at an issue price of Tk. 25/- per share each including a Premium of Tk. 15/- per share totaling of Tk. 125.00 crore only vide it's letter No. BSEC/CI/IPO-232/2014/443 dated September 13, 2015. The purpose and use of the IPO proceeds were as follows: -

Sl No.	Use of Proceeds	Amount in (Tk)	Implementation Schedules
i.	Balancing, Modernization, Rehabilitation and Expansion (BMRE) of Textile Unit	82,46,79,520	Within 12 months
ii.	New RMG Project	39,85,03,962	Within 18 months
iii.	IPO Expenses	2,68,16,518	When and as required
	Total Taka=	**125,00,00,000**	

You are well aware that Regent has commences its commercial operation of BMRE project through rationing existing utility (gas) supply on March 22, 2020 but we had actually obtained required gas supply from Karnafully Gas Distribution Company Limited at the end of the year 2020. From the beginning of 2020 the whole world is going on with Covid-19 pandemic which has severely affected our export-oriented Industry resulting breaking up all the past worst records of pandemic. Moreover, BIN of all group concern has been locked several times (16-02-2020, 02-07-2020, 22-04-2021, 03-01-2022 & 05-06-2023 to till date) by National Borad of Revenue (NBR) for irregular revenue payment of H.G. Aviation Limited (Regent Air). As such our all-export oriented business units have tumbled non-operation day by day and our almost renowned Buyers (long time business partners) have cancelled their export orders. As per compliance of regulatory authorities Regent Textile Mills Limited (RTML) obtained Auditor's Report on IPO proceeds utilization regularly on monthly basis. We have submitted all monthly IPO proceeds utilization to all regulatory authorities till total utilization of proceeds up to 30th November, 2020 including BSEC. Copy of last Auditor's Report as on 30th November, 2020 which was signed by Auditor on December 14, 2020 enclosed herewith for your consideration and ready reference.

Regarding utilization of IPO Proceeds in RMG project we would like to inform you that the Company has resolved to invest un-utilized portion of the IPO fund to procure a compliant RMG factory (Legacy Fashion Limited) which was approved by Shareholders of the company in the EGM held on August 27, 2020. Company has duly intimated this to BSEC vide our letter No. RTML/CS/BSEC/20-21/070 dated 12.09.2020 and also published adequate Price Sensitive Information (PSI) on October 19, 2020 (Copy enclosed). Please be informed that the Company also obtained legal opinion from a renowned Law Associates namely Law Valley- Barristers & Advocates (Copy submitted) relating to this investment.

Referred to as "Due from affiliated companies "only reflects the balances of business transactions during the financial years ended on June 30, of each financial year. The Company has long time business transactions with other backward-linkage factory of group concern before public listing. To expedite export business of the Company require procuring raw materials particularly Yarn, Grey Fabrics or servicing job from its backward-industry considering minimizing the lead-time of export shipment as well as competitive pricing. According to guideline of BSEC, Shareholders of the Company have duly discussed at length the agenda at the 25th Annual General Meeting held on December 30, 2020. The honorable Shareholders of the Company have resolved the agenda as under:-
RESOLVED THAT related party transactions under due from affiliated companies as follows:

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Name of the Company	30/June/16/Taka	30/June/17/Taka	30/June/18/Taka	30/June/19/Taka	30/June/2020/Taka
Regent Fabrics Limited	141,280,424	152,532,442	220,225,341	136,319,643	109,690,143
Regent Weaving Limited	12,412,872	15,162,614	38,462,244	3,729,744	2,412,840
HG Aviation Limited	-	-	59,000,000	69,850,000	69,850,000
Total	153,693,296	167,695,056	317,687,585	209,899,387	181,952,983

Be and are hereby approved by the Shareholders of the Company
RESOLVED FURTHER THAT the interest rate will be applicable @10% on the amount of inter-company loan as extended by the Company to HG Aviation Limited as under:

Name/Year	30/June/16 Taka	30/June/17 Taka	30/June/18 Taka	30/June/19 Taka	30/June/20 Taka
HG Aviation Limited	-	-	59,000,000	69,850,000	69,850,000
	-	-	59,000,000	69,850,000	69,850,000

In view of above data and explanation we would humbly request you for remission of action as provided under section 22 of the Securities and Exchange Ordinance, 1969 and oblige thereby. Soliciting your cordial co-operation and realistic consideration in this regard."

যেহেতু, Regent Textile Mills Limited (RTML) উহার আইপিও ফান্ডের ৮০.১১ কোটি টাকা (অর্জিত সুদসহ) আইপিও সম্মতিপত্রের শর্ত ভঙ্গ করে তথা বিধিবহির্ভূতভাবে উহার সহযোগী প্রতিষ্ঠান Legacy Fashion Ltd. এর ৯৯% শেয়ার অধিগ্রহন/ক্রয়ে ব্যবহারের মাধ্যমে বিনিয়োগকারীদের স্বার্থ ক্ষুন্ন করেছে যা পুঁজিবাজারের উন্নয়নেরও পরিপন্থী বিধায় অভিযুক্তদের উপর্যুক্ত ব্যাখ্যা কমিশনের নিকট গ্রহণযোগ্য মর্মে বিবেচিত হয়নি;

যেহেতু, Regent Textile Mills Limited (RTML)-এর উপর্যুক্ত কর্মকর্তাদের মাধ্যমে-

(ক) সেপ্টেম্বর ২৭, ২০১১ সালে অনুষ্ঠিত ৪০১ তম কমিশন সভার সিদ্ধান্ত , "ইস্যুয়ার কোম্পানী সমূহ কর্তৃক আইপিও'র মাধ্যমে উত্তোলিত টাকা কোম্পানী শুধুমাত্র তার নিজের প্রয়োজনে ব্যবহার করতে পারবে মর্মে সভায় সিদ্ধান্ত গৃহীত হয়। তাদের কোন subsidiary/associate/sister concern/holding company/parent company তে উল্লিখিত অর্থ ব্যবহার করতে পারবে না। সেক্ষেত্রে উক্ত subsidiary/associate/sister concern/holding company/parent company কে আইপিও'র জন্য আলাদাভাবে আবেদন করতে হবে" এই সিদ্ধান্ত লঙ্ঘিত হয়েছে;

(খ) Para 7. 15 & 16 of Bangladesh Accounting Standard 1: Presentation of Financial Statements এর শর্ত লঙ্ঘিত হয়েছে;

(গ) Fair Presentation of RTML's financial statements as required by IAS- 1এর শর্ত লঙ্ঘিত হয়েছে;

(ঘ) Making related party transaction এর ফলে IAS 24 লঙ্ঘিত হয়েছে;

(ঙ) ফলে Securities & Exchange Rules, 1987 এর 12 (2) লঙ্ঘিত হয়েছে;

যাহা Securities and Exchange Ordinance, 1969 এর Section 22 অনুযায়ী শাস্তিযোগ্য অপরাধ।

যেহেতু, ইস্যুয়ার কোম্পানি Regent Textile Mills Limited (RTML) এর পরিচালনা পর্ষদের সদস্য Mr. Md. Yakub Ali, Mr. Md. Yasin Ali, Mr. Tanvir Habib, Mr. Mashruf Habib ও Mr. Salman Habib কমিশনের বিবেচনায়, সিকিউরিটিজ আইন ও বিধি-বিধান পরিপালনে উল্লিখিত ব্যর্থতার জন্য, পুঁজিবাজারের শৃংখলা, স্বচ্ছতা এবং জনস্বার্থে উল্লিখিত প্রত্যেক ব্যক্তি কে অর্থদন্ডে দন্ডিত করা প্রয়োজন ও সমীচীন;

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যেহেতু, কমিশন, উল্লিখিত যাবতীয় বিষয় বিবেচনাপূর্বক সিকিউরিটিজ আইন লঙ্ঘনের দায়ে Securities and Exchange Ordinance, 1969 এর Section 22-এ প্রদত্ত ক্ষমতাবলে নিম্নোক্ত আদেশ প্রদান করলো:-

Regent Textile Mills Limited (RTML) কমিশনের আদেশ নম্বরঃ বিএসইসি/এনফোর্সমেন্ট/৩১০১/২০২১/১০০৮ তারিখ সেপ্টেম্বর ০২, ২০২৫ এ উল্লিখিত সময়ের মধ্যে ৯০.০০ কোটি টাকা ব্যাংক হিসাবে জমা/ফেরত প্রদানে ব্যর্থ হওয়ায় জুলাই ২২, ২০২৫ তারিখে অনুষ্ঠিত ৯৬৪ তম কমিশন সভার সিদ্ধান্ত মোতাবেক Regent Textile Mills Ltd. এর পরিচালনা পর্ষদের সদস্য Mr. Md. Yakub Ali, Mr. Md. Yasin Ali, Mr. Tanvir Habib, Mr. Mashruf Habib ও Mr. Salman Habib প্রত্যেককে ব্যক্তিগত দায় হিসেবে ২০ (বিশ) কোটি টাকা করে অর্থদণ্ডে দন্ডিত করা হলো।

উল্লিখিত যে, উক্ত অর্থদন্ড আদেশ জারির ২০ (বিশ) কার্য দিবসের মধ্যে পরিশোধ করতে হবে। এছাড়া, উক্ত আদেশ পরিপালনে ব্যর্থ হলে, ব্যর্থতা অব্যাহত থাকা প্রতিদিনের জন্য প্রত্যেককে ১০.০০ (দশ) হাজার টাকা অতিরিক্ত অর্থদণ্ডে দন্ডিত করা হবে।

বাংলাদেশ সিকিউরিটিজ অ্যান্ড এক্সচেঞ্জ কমিশনের আদেশক্রমে,

Rahidmahtab
নাহিদ মাহতাব 13.08.26
কমিশনার

বিতরণ:

1. Regent Textile Mills Limited
   H G. Tower, 1182, Jubilee Road, Chattogram- 4000, Bangladesh.
2. Mr. Md. Yakub Ali, Member of the Board Directors of Regent Textile Mills Limited
   H G. Tower, 1182, Jubilee Road, Chattogram- 4000, Bangladesh.
3. Mr. Md. Yasin Ali, Member of the Board Directors of Regent Textile Mills Limited
   H G. Tower, 1182, Jubilee Road, Chattogram- 4000, Bangladesh.
4. Mr. Tanvir Habib, Member of the Board Directors of Regent Textile Mills Limited
   H G. Tower, 1182, Jubilee Road, Chattogram- 4000, Bangladesh.
5. Mr. Mashruf Habib, Member of the Board Directors of Regent Textile Mills Limited
   H G. Tower, 1182, Jubilee Road, Chattogram- 4000, Bangladesh.
6. Mr. Salman Habib, Member of the Board Directors of Regent Textile Mills Limited
   H G. Tower, 1182, Jubilee Road, Chattogram- 4000, Bangladesh.