

# NOTIFICATION

**October 02, 2011**

No. SEC/CMRRCD/2009-193/114/Admin.....: Whereas, the Securities and Exchange Commission deems it fit that the consent already accorded by the Commission, or to be accorded by it in future, to the issue of capital in Bangladesh, should be subject to certain further conditions in the interest of investors and the capital market;

Now, therefore, in the Exercise of the power conferred by section 2CC of the Securities and Exchange Ordinance, 1969 (XVII of 1969), the Securities and Exchange Commission hereby imposes the following further conditions to the consent already accorded by it, or to be accorded by it in the future, to the issue of capital in Bangladesh by an issuer of unlisted security, namely:-

1. In case of issuance of further security, other than rights or bonus shares, beyond exempted limit as specified by the Securities and Exchange Commission from time to time, to any persons other than the existing shareholders, as the case may be, offer for such issue shall be through Offer document/ Information Memorandum (IM) containing among other things, background of the company, profile of key management personnel, reasons for capital raising, schedule of project implementation, latest audited financial statements, Basic Earnings Per Share, Diluted Earnings per Share for the last three (3) years or any applicable shorter period, Net Asset Value (NAV) per Share based on the last Balance Sheet date, determination of offer price and the justification of premium (if any) in accordance with the provisions of the Securities and Exchange Commission (Public Issue) Rules, 2006.
2. Such offer/Information Memorandum shall be prepared, processed and filed with the Commission through a Merchant Banker for prior consent of the Commission following due diligence as per the provisions of the Securities and Exchange Commission (Public Issue) Rules, 2006.

3. The proposed capital may be raised from not more than one hundred (100) investors including institutions.
4. A complete list of subscribers should be submitted to SEC within 15 days of closing of the subscription along with the copy of the allotment letters.
5. All issued shares of the issuer at the time of according this consent shall be subject to lock-in for one (1) year, from the date of issuance of allotment letter, before which it cannot be transferred/sold to another person or entity.
6. Sponsor/promoter group should maintain a minimum post-issue shareholding of thirty percent (30%) of the total paid up capital of the company at least for three years from the date of according consent.
7. The subscriber of the shares should provide his/her Tax Identification Number (TIN) along with the application form.
8. The company should not use general solicitation or advertising to market the securities.

This Notification shall supersede the previous Notification No.SEC/CMRRCD/2009-193/61/Admin/03-52 dated September 06, 2010.

This shall have immediate effect.

By order of the Securities and Exchange Commission

Prof. Dr. M. Khairul Hossain  
Chairman.