বাংলাদেশ সিকিউরিটিজ অ্যান্ড এক্সচেঞ্জ কমিশন

জীবন বীমা টাওয়ার (১৫, ১৬, ১৭ ও ২১তম তলা), ১০ দিলকুশা বা/এ, ঢাকা-১০০০, বাংলাদেশ।

নং-বিএসইসি/এনফোর্সমেন্ট/২২০১/২০১৪/২৭ তারিখঃ ১৬জুলাই ২০১৫ ইং

আদেশ

যেহেতু, কমিশন এর আদেশ নং BSEC/Surveillance/2014-0840/427 dated 9th November 2014 এর মাধ্যমে একটি তদন্ত কমিটি গঠিত হয় এবং উক্ত তদন্ত কমিটির দাখিলকৃত প্রতিবেদন অনুযায়ী findings and contraventions নিম্নরূপ:

Quote

"----12. As per Rule 8A (1) every member shall maintain a consolidated customers' account in his name with any scheduled bank only for the deposit of the money received from and for, and payment of money to and for, the customers. Thus it is implied that amount payable to clients should be available all times in the consolidated customers' bank account. From the Net Capital Balance throughout the month of July 2014 of PFI Securities Limited, it appears payable to clients' of Tk.21,31,61,474 and cash in hand & at bank of Tk.2,79,24,080 of the said stock-broker. Mentionable that cash in hand & at bank includes cash in hand, operational bank accounts and consolidated customers' bank account. After adjusting receivable from Clearing House and payable to Clearing House, net payable to clients' are as follows:

Receivable from Clearing House	Tk.55,16,594	
(-) *Payable to* Clearing House	*(Tk.16,01,083)*	
Net receivable (Payable)		Tk. 39,15,511
+ Payable to clients'		*Tk.* 21,31,61,474
Net Payable to clients'		**Tk.21,70,76,985**
Cash in hand & at bank		**Tk. 2,79,24,080**

Difference amount use for their own purposes Tk.18,91,52,905

Under the above context, PFI Securities Limited has used the said clients' fund for their own purposes and earned income by employing the said unlawful tactics for their self interest.

Contravention: Through the aforesaid activities **PFI Securities Limited** has contravened আচরণ বিধি 6 under সিকিউরিটিজ ও এক্সচেঞ্জ কমিশন (স্টক ডিলার, স্টক ব্রোকার ও অনুমোদিত প্রতিনিধি) বিধিমালা, ২০০০ এর বিধি ১১.

13. During 15th July to 16th November 2014 PFI Securities Limited total bought 22,89,400 shares whose value Tk.25,19,58,640 average rate Tk.110.05 and sold 12,25,800 shares whose value Tk.17,17,76320 average rate Tk.140.13 through their dealer account and clients' account. Mentionable that IPO size of SPCL for 1,26,80,000 shares. Trade details of dealer account and sister concerns of PFI Securities Limited are appended below:

PFI Securities Limited (Dealer A/C-307)

Date	Shares bought	Average price
05/11/14	1200	202.90
10/11/14	57800	228.74
11/11/14	24000	227.30

Total buy 83,000

PFI Securities Limited Employee Providend Fund (1234)

Date	Shares bought	Average price
09/11/14	50000	239.90

Total buy 50,000

ফোন (পিএবিএক্স) : +৮৮০-২-৯৫৬৮১০১-২, +৮৮০-২-৯৫৬১৫২৫, ফ্যাক্স : +৮৮০-২-৯৫৬৩৭২১, ই-মেইল : secbd@bdmail.net ওয়েব : www.secbd.org, www.sec.gov.bd

Prime Finance First Unit Fund (1120)

Date	Shares sold	Average price
15/07/14	400	36.91
16/07/14	2200	39.58
17/07/14	5000	42.99
20/07/14	7000	49.19

Prime Finance second Unit Fund (1120)

Date	Shares sold	Average price
15/07/14	600	36.91
16/07/14	2600	39.55
17/07/14	5000	43.83
20/07/14	7000	49.19

Prime Finance Capital Management Limited (1170)

Date	Buy quantity	Average Price	Sale Quantity	Average Price
07/20/2014	36,200	49.67		
07/21/2014	63,800	51.16		
07/22/2014	10,000	56.62		
07/24/2014	0	0.00	11,000	58.58
08/04/2014	50,000	62.63		
08/06/2014	50,000	72.76		
08/07/2014	100,000	78.39		
08/10/2014	30,000	89.38		
10/20/2014	63,400	98.30		
10/23/2014	174,800	130.75		
10/27/2014	12,200	158.22		
10/29/2014	20,000	191.08		
11/03/2014	47,600	185.57		
11/05/2014	0	0.00	48,000	202.49
11/06/2014	0	0.00	50,000	220.16
11/09/2014	0	0.00	50,000	239.42
11/10/2014	114,400	219.24		
11/11/2014	17,800	225.77		
11/12/2014	0	0.00	107,000	241.81
11/13/2014	100,000	264.13		
11/16/2014	0	0.00	40,000	286.03
11/17/2014	0	0.00	50,000	310.98
Total buy	**8,90,200**	**Total sale**	**4,55,000**	

Under the above context, PFI Securities Limited directly with their own accounts and indirectly through their sister concerns and clients' account created extreme buy pressure of SPCL share in the market and completed their purchase of major part of the tradable shares from the market and freezing the same, by which created supply shortage of tradable share compare to demand. As a result price of the said share go up shortly and reached at Tk.338.80 on 18/11/2014. This was the main reason to increase the price of Shahjibazar Power Company Limited abnormally from Tk.36.50 to Tk.338.80 during the referred period. As such, PFI Securities Limited and their sister concerns have been creating artificial market by employing unlawful tactics for their self interest and made huge amount of unrealized and realized capital gain.

Contravention: Through the aforesaid activities **PFI Securities Limited** has contravened আচরণ বিধি 6 and 7 under সিকিউরিটিজ ও এক্সচেঞ্জ কমিশন (স্টক ডিলার, স্টক ব্রোকার ও অনুমোদিত প্রতিনিধি) বিধিমালা, ২০০০ এর বিধি ১১.

14. As per Rule 8A (1) every member shall maintain a consolidated customers' account in his name with any scheduled bank only for the deposit of the money received from and for, and payment of money to and for, the customers. Thus it is implied that amount payable to clients should be available all times in the consolidated customers' bank account. From the Net Capital Balance as on 30th October 2014 of PFI Securities Limited, it appears amount payable in the ordinary course of dealing in securities of Tk.18,92,66,879 and cash in hand & at bank of Tk.8,41,09,565 of the said stock-broker. Mentionable that cash in hand & at bank includes balances of cash in hand, operational bank accounts and consolidated customers' bank account. In this connection, PFI Securities Limited has used clients' fund of Tk.10,51,57,314 for their own purposes and earned income by employing the said unlawful tactics for their self interest.

    Contravention: Through the aforesaid activities **PFI Securities Limited** has contravened আচরণ বিধি 6 under সিকিউরিটিজ ও এক্সচেঞ্জ কমিশন (স্টক ডিলার, স্টক ব্রোকার ও অনুমোদিত প্রতিনিধি) বিধিমালা, ২০০০ এর বিধি ১১.

15. As per Commission's Directive No SEC/CMRRCD/2009-193/135 dated September 30, 2012 the member of stock exchanges may extend maximum limits of credits facilities to their approved clients on 1:0.5 basis i.e. 50% of clients' margin/deposit. Thus no member shall be permitted deficit arising from transactions 50% of clients' equity. But, PFI Securities Limited permitted debit balance (deficit) excess of highest limit 50% of clients' equity. Mentionable that PFI Securities Limited allowed SPCL as margin able security although Commission declared SPCL as non margin able security. As on 25th November 2014 few clients list (who buy and held SPCL share) are stated below whose debit balance exceed the maximum limit:

Client Code	Name	Quantity of SPCL	Debit Balance (Taka)	Equity
H511	Zillur Rahman	43800	27136741	-10558765
528	Shahidul Islam	16000	22309331	8487613
D519	Hajera Khanom	10000	10364227	-7624906
1552	Rezaul Karim Chow.	26600	8006088	-1392256
1100	Shankar Kumar Saha	20000	6426453	1914209
1620	Abul Kalam Eajdani	41000	3177023	-641181
D560	Pinki Das	48600	2644565	1867026

Contravention: Through the aforesaid activities **PFI Securities Limited** has contravened Commission's Directive NoSEC/CMRRCD/2009-193/135 dated September 30, 2012.

20. Trading of shares of Shahjibazar Power Company Limited (SPCL) has been commenced at the stock exchanges on 15th July 2014. After listing, first phase during 15th July 2014 to 10th august 2014, share price SPCL increased by 144% (from Tk.36.50 to Tk.89.20) where as DSEX Index had been increased by 3.85% (from 4362.78 to 4530.83). Thus, the share price of the company increased 37 times more than the increase of DSEX Index. Thus, the first phase price increasing trend of SPCL seemed manipulative and significant. Due to abnormal price hike and Commission's investigation, Exchanges suspended the trading of SPCL shares from 11th August 2014 for the greater interest of investors and capital market. During the first phase, directly the following clients' created extreme buy pressure of the said share in the market and completed their purchase of major part of the

tradable shares, by which created supply shortage of tradable share compare to demand as a result price go up shortly and made huge amount of realized and unrealized capital gain:

Sl No.	Broker Name	Client Code	Client Name	Buy Volume	Sell Volume
1	Shahed Securities Ltd.	180	Aleya Begum	650200	505200
2	Sharp Securities Ltd.	1216	Mozammel Haque Bhuiyan	584200	398800
3	Shahed Securities Ltd.	188	Md. Ali Akbar	480000	360000
4	Prime Islami Securities ltd.	325	GETCO Telecommunication Ltd.	389400	0
5	AIBL Capital Market Services Ltd.	666	Gulam Mustafa	283000	52000
6	Popular Equities Ltd.	I231	Mozammel Haque & Nargis Akter	250000	150000
7	City Brokerage Ltd.	M344	Muhammad Abdur Razzaque	236400	4200
8	Sheltech Brokerage Ltd.	S001	Habibur Rahman	217600	139200
9	IFIC securities Ltd.	2772	Yeakub Ali Khandaker	210000	0
10	Mondol Securities Ltd.	240	Mondol Fabrics Ltd.	200400	200400

It was found that Mr. Md. Ali Akbar total bought 11,30,200 and sold 8,65,200 of SPCL shares through his two accounts maintained with Shahed Securities Limited in his own name and his mother name (Aleya Begum) and Mozammel Haque Bhuiyan total bought 8,34,200 and sold 5,48,800 of SPCL shares through his two accounts maintained with Sharp Securities Ltd. and Popular equities Ltd. (client of AB Investment Ltd.).

After suspension, trading of SPCL resumed on 20th October 2014. After resumption of trading, second phase started to increase price of SPCL from Tk.89.20 to Tk.338.80 during 19th October 2014 to 16th November 2014. Hence, in second phase during the said period, share price SPCL increased by 280% although DSEX Index has been decreased by 4.11% (from 5176.75 to 4963.90). Thus, in second phase price increasing trend of SPCL seems more suspicious and manipulative. In two phases, directly and indirectly the following parties created extreme buy pressure of the said share in the market after completed their purchase of major part of the tradable shares freezing the same to create artificial supply shortage of tradable share compared to demand as a result price go up shortly and made huge amount of realized and unrealized gain. Summary of their trading are given below:

Summary statement of top significant involving parties

Broker Name	Client code	Client Name	Buy Quantity	Sale Quantity	Balance	Realized Gain	Unrealized Gain
PISL(Dealer A/c		Prime islami securities ltd.	1107600	-	1107600	-	132300482
PISL	325	Getco Tele Communication Ltd.	661200	-	661200	-	122582426
PISL	228	PFCML	501000	201000	300000	31426285	34155201
PISL	520	Star Sharebazar Ltd.	450000	-	450000	-	80922000
AIBL Capital		Golam Mustafa	397200	52000	345200	-	65071931
Prime Bank Inv. Ltd.	255	Nasima Akter Lata	211800	-	211800	-	38843964
Vision Capital Magt. Ltd.	9421	Nasima Akter Lata	44000	-	44000	-	8056400
PFI Securities Ltd.	1170	PFCML	890200	455000	435200	29596638	51108212

PFI Securities Ltd.	1623	PFCML-EPF	2000	-	2000	-	247080
PFI Securities Ltd.		PFI Securities Ltd.(dealer)	83000	-	83000		
PFI Securities Ltd.		PFI Securities Ltd.-EPF	50000	-	50000		
PFI Securities Ltd.	1608	Amzad Hossain Fakir	352600	352600	-	25536168	-
Shaheed Securities Ltd.	188	Ali Akbar	495000	495000	-	7623200	-
Shaheed Securities Ltd.	180	Aleya Begum	650200	650200	-	16019270	-
Sharp Securities Ltd.	1216	Mozammel Haque Bhuiyan	584200	584200	-	24787876	-
AB Investment Ltd.	231	Mozammel Haque & Nargis Akter	250000	250000	-	6118000	-
BLI Capital Ltd.	B665	Abul Kalam Eajdani	100000	-	100000	-	19048000
AIBL CMS Ltd.	2473	Abul Kalam Eajdani	40000	-	40000	-	7696000
PFI Securities Ltd.	1620	Abul Kalam Eajdani	41000	-	41000	-	7808860

Detailed trade report of all involving parties are given in the **Appendix-A & B** of the report regarding buy quantity, sale quantity, average buy price, average sell price, realized and unrealized gain. Mentionable that unrealized gain is calculated based on price of SPCL of Tk.254.60 on 25th November 2014.

Considering above findings Prime Islami Securities limited, PFI Securities Limited and Prime Finance Capital Management Limited directly and indirectly with their clients' through acting or practicing or engaging in a course of unlawful business like as misstatement, violating single security exposure, single client exposure, excess margin loan, loan given to non-margin able security, creating artificial or fake market by employing unlawful tactics for their self interest etc. for purpose of turning to their advantage by manipulating share price of SPCL.

Involving parties bought a total 95,57,200 shares during the said period. Through the manipulating share price of SPCL, they made a total realized gain of Tk.23,80,99,574 and unrealized gain of Tk.81,36,50,143 within the short span of time.

Contravention: Through the aforesaid activities PFI Securities limited has contravened Section 17 (e) (v) of Securities and Exchange Ordinance, 1969." **Unquote**

যেহেতু, কমিশন উপরোল্লিখিত প্রতিবেদন অনুযায়ী সিকিউরিটিজ আইন পরিপালনে ব্যর্থতার জন্য পি এফ আই সিকিউরিটিজ লিমিটেড এর বরাবরে একটি show-cause-cum-hearing notice সূত্র নং- SEC/Enforcement/2201/2014/716 তারিখ ডিসেম্বর ২১, ২০১৪ ইং প্রেরণ করে এবং জানুয়ারি ০৭, ২০১৫ ইং তারিখে শুনানীর দিন ধার্য্য করে এবং যা পরবর্তীতে কমিশনের ০৪/০২/২০১৫ ইং তারিখের পত্রের মাধ্যমে ২৩/০২/২০১৫ ইং তারিখে শুনানীর দিন ধার্য্য করা হয়। ধার্য্যকৃত তারিখে পি এফ আই সিকিউরিটিজ লিমিটেড এর প্রতিনিধি উপস্থিত হয়ে ফেব্রুয়ারি ২৩, ২০১৫ ইং তারিখের পত্রের মাধ্যমে লিখিত বক্তব্য দাখিল করেন। যাতে অন্যান্যের মধ্যে, নিম্নোক্ত বিষয়গুলির উল্লেখ আছেঃ-

"-------The replies to the allegations in the said Show Cause Notice are as follows:

1.The allegation against PFI Securities Ltd. is that in violation of Rule 8A of the Securities and Exchange Rules, 1987 it maintained the consolidated customers' account. In the month of July 2014 there was a mismatch in the figures of payables to clients vis-à-vis the figures in relation to cash in hand and at bank. In fact, such mismatch happened for the first time in July 2014 and thereafter only for the month of October 2014. With distressed market some of the clients, who were small investors availing margin loans earlier, were in added distress. In such situation the management of PFI

Securities Ltd. decided to waive the interest of those who availed loan and were in real distress. However, the margin loan facility of PFI Securities Ltd. was supported by loans PFI Securities Ltd. itself availed for the purpose from various banks and had to make regular installment payments. The mismatch in figures was because PFI Securities Ltd. had no other option but to honour the installment payments of the banks to avoid being a defaulter and as such made such payments from the deposits in the account in question. It was an act done under sheer necessity and with no malafide intention.

PFI Securities Ltd. categorically denies the allegation that it used clients' fund for its own purpose and earned income by employing the said unlawful tactics for its self interest.

At all times PFI Securities Ltd. performed its obligations with utmost sincerity and good faith as stated in Rule 11 of the Bangladesh Securities and Exchange Commission (Stock Dealer, Stock Broker and Approved Representative) Rules, 2000 (hereinafter referred to as the Rules of 2000). Furthermore, at all times it complied with the provisions of clause 6 of Schedule 2 of the Rules of 2000.As stated above, there was no malafide intention on the part of PFI Securities Ltd. with regard to the mismatch in the consolidated customers' account.

PFI Securities Ltd. never engaged in any transaction in relation to the consolidated clients' accounts for its own self interest nor did it engage itself in any unawful tactic to achieve its own self interest. Further, it neither involved itself in any transaction for committing fraud on others or for fraudulent purposes or inducement nor did it ever spread rumors or engaged in activities for self interest or to destroy the balance in the market.

With bonafide intention PFI Securities Ltd. used the fund only to help the small investors who were in distress, otherwise it would have had no other option but to make a call on the margin loans of those investors.

It is also categorically stated that PFI Securities Ltd. did not use the fund for trading of shares of Shahjibazar Power Company Limited (hereinafter referred to as SPCL).

Therefore the allegation that PFI Securities Ltd. contravened clause 6 of Schedule 2 of Rule 11 of the Rules of 2000 is denied being incorrect.

2.The second allegation against PFI Securities Ltd. is that it purchased and sold shares of SPCL through dealer account and client accounts and such trade directly through its own account and indirectly through accounts of sister concerns and clients created extreme pressure on SPCL shares in the market and the purchase of major part of tradable shares freezed the same and thus created supply shortage of tradable shares compared to the demand which consequently led to increase in the price of SPCL shares abnormally during the period between 15 July 2014 and 16 November 2014. It is alleged that PFI Securities Ltd. and its sister concerns created artificial market by employing unlawful tactics for self interest and made unrealized and realized capital gain.

PFI Securities Ltd. categorically denies every allegation made hereinabove being totally unfounded. As a broker, PFI Securities Ltd. is duty bound to carry out the instructions of its clients. There is no prohibition on sister concerns being clients of brokerage houses nor is there any restriction that the brokerage houses cannot invest in securities that are being traded through them by their clients as well (Provided that PFI Securities Ltd. & Prime Finance Capital Management Ltd. are not sister concern). Accordingly, PFI Securities Ltd. invested in SPCL shares, more so, based on the analysis of the prospectus of the same. It is pertinent to mention here that SPCL was given IPO permission by the Commission in the year 2014 with only 10% of the total issued capital to be offered to the public and 90% to remain with the sponsors. In fact, such decision of limited offer to the pubic for a company like SPCL with high potential restricted the free float of shares which any reasonable person would see that the such permission would only create a demand that would not be able to match with the supply. It was not the traders who created the supply demand crisis, it was the decision only to offer 10% to the public which created the pressure. Due to short supply and high demand, on certain dates the circuit breaker triggered and the trading stopped. None of the initial public offers in the year 2014 were for 10% of the total capital. It was only SPCL with high potential that the Commission granted such approval with restricted free float.

With regard to the dealer account of PFI Securities Ltd. it is important to note that the purchase of shares by SPCL never even reached 1% of the total trade in the dealer account during the dates mentioned in the table in the said Show Cause Notice being 05 November 2014, 10 November 2014 and 11 November 2014.

As a broker, it is the business of PFI Securities Ltd. to execute trade on behalf of its clients as instructed by the clients. It is duty bound to carry out the instructions of the clients, otherwise it shall not be complying with the Rules of 2000 or the contract with the respective clients.

The pressure was created not because PFI Securities Ltd. and its clients were trading in the same shares, the pressure was created because there was only 10% of the issued share capital of SPCL as free float. In any capital market, for any fundamental company with future potential as disclosed in the prospectus or the annual report from time to time, such limited free float is bound to create pressure eventually influencing the price. SPCL has become a classic example of such price hike due to limited permission of public offer granted by the Commission. It is also pertinent to mention here that the limited free float along with the circuit breaker rule led to a situation where there was no buyer and no further trading. In the case of SPCL the circuit breaker triggered several times due to market demand with short supply. Due to circuit breaks for short supply of a high demand shares, the traders of those particular days could not sell the shares nor could the general public trade on those shares, hence the trading was stuck to a particular figure which has created the confusion that PFI Securities Ltd. along with its clients purchased in major parts.

It is clearly submitted that in accordance with law PFI Securities Ltd. traded in the dealer account and for the clients. Only because PFI Securities Ltd. traded in the same shares as that of its clients and in this case, SPCL shares, it cannot create an inference of creating artificial market by employing unlawful tactics for self interest and thereby making huge amount of unrealized and realized capital gains.

PFI Securities Ltd. never created any artificial market independently or along with others causing harm to the general investors or creating impediments to an open market. All its trades in dealer account or in client accounts were bonafide and there was no element of fraud or fraudulent activity or inducement or creating imbalance in the market through either trade or spread of rumor.

Therefore the allegation that PFI Securities Ltd. contravened clauses 6 and 7 of Schedule 2 of Rule 11 of the Rules of 2000 are denied being incorrect and baseless.

3.The allegation of violation of Commission's Directive No.SEC/CMRRCD/2009-193/135 dated 30 September 2012 and further the allegation of allowing SPCL shares as marginable security when Commission declared the same as non-marginable security are absolutely misconceived and incorrect. PFI Securities Ltd. complied with Commission directives and laws not only because any violation would lead to penalty but also because and more so, in the case of directives and laws vis-à-vis margins, to ensure that there is no defaulter client. The table that contains the client code, name, quantity of SPCL shares, debit balance and equity, is not a reflection of violation of margin directives. The negative equity is not because of disbursement of margin loans beyond the 1:0.5 basis, it is because of the netting facilities allowed as per the respective exchanges Trading and Settlement Regulations. All those clients referred to in the table relating to the allegation of violation of margin directives were already under negative equity status due to the market situation and their exposure. They were neither given any additional margin loan when it was still allowed nor were they given margin loans in violation of the limit or when not allowed. It is reiterated that PFI Securities Ld. did not give any additional margin loans to these clients as alleged for any security let alone SPCL shares. Copies of their netting are enclosed herewith. Negative equity remained even after netting because as the ledger shows their exposure was too big and with netting of few shares, such loss could not be recovered.

Therefore, the allegation of contravention of Commission's Directive No.SEC/CMRRCD/2009-193/135 dated 30 September 2012 is unfounded and incorrect.

4.The last allegation of contravention of sub-clause (v) of clause (e) of section 17 of the Securities and Exchange Ordinance, 1969 is baseless and incorrect and denied by PFI Securities Ltd.

It has been stated earlier that when the permission for IPO was given, only regarding SPCL the Commission gave permission of only 10% of free float of shares, whereas for other IPOs it was above 10%. With such limited free float of shares of a company with great potentials, it was bound to create high demand leading to short supply. Any reasonable person with knowledge of capital market would conclude that with such permission the particular share in question, i.e. shares of SPCL were to create such situation and that is what eventually happened. Only because PFI Securities Ltd. invested in a good security through its dealer account it cannot be held responsible for price hike. Moreover, the clients of PFI Securities Ltd. gave instructions to it to invest in SPCL shares which PFI Securities Ltd. is bound to comply and thus complied with and such compliance cannot make PFI Securities Ltd. responsible for price hike. Furthermore, other independent entities who may or may not be sister concerns of PFI Securities Ltd. took independent judgment to invest in SPCL shares and their investment decision cannot be linked back to PFI Securities Ltd. only to hold it responsible for price hike. These allegations are not only baseless but very misconceived and assumption based.

The price hike for SPCL shares was already built in and for that the investors cannot be held responsible. Brokers and investors shall always invest in good securities based on the disclosure made in the prospectus and that is what PFI Securities Ltd. did. In this regard, it is submitted that PFI Securities Ltd. never discussed about its trading pattern with any other brokerage houses or entities. It was not aware of the trading pattern of those mentioned in the allegation.

It is pertinent to state here that relating to SPCL share trading, for the period between 15 July 2014 and 16 November 2014, the trade of SPCL shares had to be halted for 18 days as the circuit breaker triggered. This was only because of short supply of shares as permitted by the Commission while giving permission for IPO. The major part of tradable shares as appears from the tables and information in the said Show Cause Notice traded by PFI Securities Ltd. is because of such circuit breaker in force, had it been the case that the trading continued then the amount would spread out with high volume of trade. Allegation based on assumption is merely as assumption without substance.

PFI Securities Ltd. in express and clear terms deny the allegation of directly and indirectly with its clients through acting or practicing or engaging in a course of unlawful business of misstatement, violation of single security exposure, single client exposure, creating artificial or fake market by employing unlawful tactics for its self interest, manipulating share price of SPCL.

Therefore, it is categorically denies any contravention of the provisions of section 17 of the Securities and Exchange Ordinance, 1969 as the allegation is absolutely baseless and speculative and assumptive.

Pursuant to the above discussion it is submitted that PFI Securities Ltd. is engaged in the brokerage business with bonafide intent and in accordance with the relevant laws and as such PFI Securities Ltd. was never engaged in any business of trade to attract the provisions of section 22 of the Securities and Exchange Ordinance, 1969, section 18 of the Securities and Exchange Commission Act, 1993 or Rule 12 of the Rules of 2000. In the circumstances we hope and pray that the above explanation would suffice to satisfy you to come to a conclusion that there was no intentional non-compliance on our part and we may be absolved from any further measures as per section 22 of the Securities and Exchange Ordinance, 1969."

বাংলাদেশ সিকিউরিটিজ অ্যান্ড এক্সচেঞ্জ কমিশন

জীবন বীমা টাওয়ার (১৫, ১৬, ১৭ ও ২১তম তলা), ১০ দিলকুশা বা/এ, ঢাকা-১০০০, বাংলাদেশ।

যেহেতু, পি এফ আই সিকিউরিটিজ লিমিটেড তারিখ ফেব্রুয়ারি ২৩, ২০১৫ ইং পত্রের মাধ্যমে উল্লিখিত ব্যর্থতা তথা বিধি বিধান লংঘন সংক্রান্ত অভিযোগ স্বীকার করে যে লিখিত ব্যাখ্যা প্রদান করেছে তা কমিশনের নিকট গ্রহনযোগ্য বলে বিবেচিত হয়নি এবং পি এফ আই সিকিউরিটিজ লিমিটেড এর উক্ত লংঘন ইচ্ছাকৃত;

যেহেতু, সিকিউরিটিজ সংক্রান্ত উল্লিখিত আইন ও উহার অধীন জারিকৃত বিধি-বিধান পরিপালনে পি এফ আই সিকিউরিটিজ লিমিটেড এর উক্তরূপ ব্যর্থতা section 22 of the Securities and Exchange Ordinance, 1969 এর অধীন শাস্তিযোগ্য অপরাধ;

যেহেতু, কমিশনের বিবেচনায়, সিকিউরিটিজ আইন পরিপালনে উল্লিখিত ব্যর্থতার জন্য, তথা পুঁজিবাজারের উন্নয়নের পাশাপাশি বাজারের শৃংখলা ও স্বচ্ছতা রক্ষার স্বার্থে পি এফ আই সিকিউরিটিজ লিমিটেডকে জরিমানা 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] এ প্রদত্ত ক্ষমতাবলে পি এফ আই সিকিউরিটিজ লিমিটেড এর উপর ১,৫০,০০,০০০.০০ (এক কোটি পঞ্চাশ লক্ষ) টাকা জরিমানা ধার্য্য করল যা অত্র আদেশের তারিখ হতে ১৫ (পনের) দিনের মধ্যে 'বাংলাদেশ সিকিউরিটিজ অ্যান্ড এক্সচেঞ্জ কমিশন' এর অনুকূলে ইস্যুকৃত ব্যাংক ড্রাফট/পে-অর্ডারের মাধ্যমে কমিশনে জমা করতে হবে।

বাংলাদেশ সিকিউরিটিজ অ্যান্ড এক্সচেঞ্জ কমিশনের আদেশক্রমে,

13/7/15

মোঃ আঃ সালাম শিকদার
কমিশনার

বিতরনঃ

পি এফ আই সিকিউরিটিজ লিমিটেড ।
প্রধান নির্বাহী কর্মকর্তা, ঢাকা ষ্টক এক্সচেঞ্জ লিমিটেড।
প্রধান নির্বাহী কর্মকর্তা, চট্টগ্রাম ষ্টক এক্সচেঞ্জ লিমিটেড।

অবগতির জন্য অনুলিপিঃ

১। নির্বাহী পরিচালক, আইন, বিএসইসি।
২। নির্বাহী পরিচালক, সার্ভেইল্যান্স, বিএসইসি।
৩। নির্বাহী পরিচালক, এমআইএস, বিএসইসি।
৪। চেয়ারম্যান মহোদয়ের দপ্তর, বিএসইসি

বাংলাদেশ সিকিউরিটিজ অ্যান্ড এক্সচেঞ্জ কমিশন
জীবন বীমা টাওয়ার (১৫, ১৬, ১৭ ও ২১তম তলা), ১০ দিলকুশা বা/এ, ঢাকা-১০০০, বাংলাদেশ।

Name of the broker: PFI Securities Limited
BOID :
Client Code: 307
Client Name: PFI Securities Limited(Dealer A/C)

Date	Buy Qty	Buy rate	Buy value	Sale Qty	Sale rate	Sale value	Trade volume: DSE+CSE	Trade volume: Client buy	Trade volume: Client Contribution
5-Nov-14	1,200	202.90	**243,480**			**0**	647,600	1,200	0.19%
10-Nov-14	57,800	228.74	**13,221,172**			**0**	746,800	57,800	7.74%
11-Nov-14	24,000	227.03	**5,448,720**			**0**	644,800	24,000	3.72%
	83,000	**227.87**	**18,913,372**	**0**	**N/A**	**0**	**2,039,200**	**83,000**	**4.07%**
Realized profit						**N/A**			
Realized gain(%)						**N/A**			
Market closing price as on 25-Nov-14						**254.60**			
Unrealized gain						**2,218,428.00**			
Unrealized gain(%)						**11.73%**			

Appendix-A

ফোন (পিএবিএক্স) : +৮৮০-২-৯৫৬৮১০১-২, +৮৮০-২-৯৫৬১৫২৫, ফ্যাক্স : +৮৮০-২-৯৫৬৩৭২১, ই-মেইল : secbd@bdmail.net, ওয়েব : www.secbd.org, www.sec.gov.bd

Name of the broker: PFI Securities Limited
BOID :
Client Code: 1234
Client Name: PFI Securities Limited Employee Provident Fund

Date	Buy Qty	Buy rate	Buy value	Sale Qty	Sale rate	Sale value	Trade volume		
							DSE+CSE	Client buy	Client Contribution
9-Nov-14	50,000	239.90	11,995,000			0	863,400	50,000	5.79%
	50,000	239.90	11,995,000	0	N/A	0	863,400	50,000	5.79%
Realized profit						N/A			
Realized gain(%)						N/A			
Market closing price as on 25-Nov-14						254.60			
Unrealized gain						735,000.00			
Unrealized gain(%)						6.13%			

Appendix-A

Group trading & gain

SL. No.	Client Name	Code	Broker name	Total Buy Qty	Total sale Qty	Avg buy price	Avg sale price	Sale proceeds	Purchase value of the sold Qty	Realized gain	Unrealized gain @ 254.60(mkt price as on 25.11.14)
1	PFI Securities Limited(Dealer A/C)	307	PFI Securities Limited	83,000		227.87	-	-	-	-	2,218,428
2	PFI Securities Limited Employee Provident Fund	1234	PFI Securities Limited	50,000		239.90	-	-	-	-	735,000
			Total	133,000	-	232.39	N/A	-	-	-	2,953,428

Realized gain(%)	N/A
Unrealized gain(%)	9.56%
Client buy as a % of total trade(50,832,200)	0.26%

Appendix-B