



DRAFT

Prospectus of 3i AMCL 1st Mutual Fund

This offer documents sets forth concisely the information about the Fund that a prospective investor ought to know before investing. This offer document should be read before making an application for the unit and should be retained for future reference.

Investing in the 3i AMCL 1st Mutual Fund (hereinafter the fund) bears certain risks that investors should carefully consider before investing in the fund. Investment in the capital market and in the Fund bear certain risk that are normally associated with making investments in the securities including loss of principal amount invested. There can be no assurance that the fund will achieve its investment objectives. The Fund value can be volatile and no assurance can be given that investors will receive the amount originally invested. When investing in the fund investor should carefully consider the risk factors outlined in the document.

THE SPONSOR, ASSET MANAGEMENT COMPANY OR THE FUND IS NOT GUARANTEEING ANY RETURNS.

The particulars of the fund have been prepared in accordance with সিকিউরিটিজ এন্ড এক্সচেঞ্জ কমিশন (মিউচুয়াল ফান্ড) বিধিমালা, ২০০১, as amended till date and filed with Bangladesh Securities and Exchange Commission of Bangladesh.

Size of Issue	Initial size BDT 25,00,00,000 (Twenty Five Crore)
Total Number of Units	2,50,00,000 (Two Crore Fifty Lac)
Initial/ Opening Price	BDT 10 (Taka Ten) per unit
Subscription Opens	21 January 2024
Sponsor	3i Asset Management Company Limited
Asset Manager	3i Asset Management Company Limited
Trustee	Sandhani Life Insurance Company Limited
Custodian	ICB Capital Management Limited
Banker	The City Bank Limited
Auditor	Farnes & R
Date of Publication of Prospectus	16 January 2024
The Prospectus is available at the AMC's website at www.3iamcl.com	

"Investment in Mutual Funds is subject to market risk"



Sponsor & Asset Manager
3i Asset Management Company Ltd.



Trustee
Sandhani Life Insurance Co. Ltd.



Custodian
ICB Capital Management Ltd.



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3i Asset Management Company Limited

EXECUTIVE SUMMARY

3i Asset Management Company Limited is launching an open- end mutual fund named "3i AMCL 1st Mutual Fund" "With an initial fund size tk. 25 crore. 3i Asset Management Company Limited is sponsor and Asset manager of the fund, Whereas Sandhani Life Insurance Company Limited will act as Trustee and ICB Capital Management Ltd. Will undertake the Custodian of the Fund. This is a 'continuous offer' fund by nature which facilitates the investors to subscribe and redeem units at their will.

3i Asset Management Company Limited (3i AMCL), a new generation Asset Management Company, is licensed and regulated by Bangladesh Securities and Exchange Commission(BSEC). 3i Asset Management is committed to provide fund management service by investment professionals with considerable fund management expertise. Our investment in stocks are based on earning expectations, attractive valuations, major economic indicators and various other technical , fundamental indicators and factors . We will be fully compliant with regulations and maintain the highest professional standard and integrity in fund management. We ensure about full disclosure of fund's holding to keep the investor informed. We are hopeful about our success in managing our Fund "3iAMCL 1st Mutual Fund".

The objective of the "3i AMCL 1st Mutual Fund " is to achieve superior risk adjusted return by –(a) allocating asset optimally in contemporary macro - economic and market condition , (b) selecting securities based on their ability to generate earnings/cash flow sustainably over long- term . The Fund will also offer tax benefits and access to IPO subscriptions to its Units holders. Being an income fund nature, the Fund will look for dividend and generate higher dividend.



Table of Content

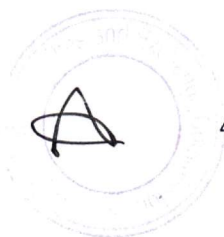
Particulars	Page No.
Fund Directory	4
Definitions and Elaboration of Abbreviated Terms	5
Fund Highlights	6
ফান্ডের সংক্ষিপ্ত বিবরণী	7
Chapter-1 - Preliminary	8
1.1 Publication of Prospectus for public offering	8
1.2 Consent of the Securities and Exchange Commission	8
1.3 Listing of Fund	8
1.4 Document Available for inspection	8
1.5 Conditions under Section 2CC of the Securities and Exchange Ordinance, 1969	9
1.6 General Information	12
1.7 Sale and Repurchase of Units	12
1.8 Systematic Investment Plan (SIP)	12
1.9 Declarations	14
1.10 Due Diligence Certificate	16
Chapter- 2- Background	20
2.1 Preamble to formation of 3i AMCL 1 st Mutual Fund	20
2.2 Rational Behind the Proposed Mutual fund in the context of present market Scenario	20
2.3 Advantages of Investing in 3i AMCL 1 st Mutual Fund	21
2.4 Necessity of unit fund in the context of the current state of the capital market	22
Chapter-3-The Fund	23
3.1 Formation of the Fund	23
3.2 Life of the Fund	23
3.3 Face value & Denomination	23
3.4 Investment Objective	23
3.5 Investment Policy	23
3.6 Investment Restrictions	24
3.7 Accounting for Net Asset Value per Unit of the Fund and fair valuation of financial Instruments	25
3.8 Accounting and reporting for Provision for Diminution (or Appreciation) in fair value of Investments in Financial Assets.	27
3.9 Net Asset Value (NAV) Calculation	28
3.10 Limitation of Expenses	28
3.11 Price Fixation Policy and Sale & Re-purchase Procedure	29
3.12 Winding up Policy	30
3.13 Fund Management	31
3.14 Measurement of Earnings and Payment of Dividends & Distribution of Dividend and Limits thereof	31
3.15 Expenses of the Fund	32
3.16 Classification of Income and Expenses	32
3.17 Periodical disclosures	33
Chapter - 4 - Description of Investment Risk	34
Chapter - 5 - Formations , Management and Administration	35
5.1 Sponsor of the Fund	35
5.2 Trustee of the Fund	35
5.3 Custodian of the Fund	36
5.4 Asset Manager of the Fund	36
5.5 Auditors	38
5.6 Fees and Expenses	38
Chapter -6 – Size of the Fund, Tax advantages and Rights of unit holders	40
6.1 Size of Issue	40
6.2 Tax Advantages of 3i AMCL 1 st Mutual Fund	41
6.3 Rights of Unit holders	41
6.4 Beneficial Interest	42
Chapter – 7 – Unit Subscription	42
7.1 Terms and Conditions of unit Subscription	42
Chapter – 8 – Banker and selling agent	43
8.1 Banker	43
8.2 Selling Agent	43
8.3 Forms	43



Fund Directory
Registered office

Sponsor:	3i Asset Management Company Limited, Modhumita Cinema Building(2 nd floor), South Side, 158-160, Motijheel C/A, Dhaka-1000, Bangladesh.
Trustee:	Sandhani Life Insurance Company Limited Sandhani Life Tower, Rajuk Plot, No.34 Bangla Motor, Dhaka -1000, Bangladesh.
Custodian:	ICB Capital Management Limited Green City Edge (5 th & 6 th floor) 89, Kakrail, Dhaka-1000, Bangladesh.
Asset Manager:	3i Asset Management Company Limited, Modhumita Cinema Building(2 nd floor), South Side, 158-160, Motijheel C/A, Dhaka-1000, Bangladesh.
Auditor:	FAMES & R, Chartered Accountants Hossain Tower, Level,-11,116 Nayapaltan Box Culvert Road, Dhaka-1000, Bangladesh
Banker:	The City Bank Limited (Motijheel Branch) Motaleb Mension (1 st Floor), 2 R.K. Mission Road, Dhaka-1000. Bangladesh

A person interested to get a prospectus may obtain from the Asset Management Company.
"If you have any query about this document, you may consult with the Asset Management Company"



Definitions and Elaboration of Abbreviated Terms

Act	Securities and Exchange Commission Act, 1993
Asset Manager / Asset Management Company/ Fund Manager / Investment Manager:	3i Asset Management Company Limited
Certificate:	Unit Certificate of the Fund
Commission:	Securities and Exchange Commission
Custodian:	ICB Capital Management Limited
Effective Date :	The date of registration of the Trust Deed
Government :	The Government of the People's Republic of Bangladesh
Guardian:	The Trustee of the 3i AMCL 1 st Mutual Fund
Mutual Fund / The Fund / Unite Fund /Open End Mutual Fund :	3i AMCL 1 st Mutual Fund
Rule/ বিধিমালা	সিকিউরিটিজ এন্ড এক্সচেঞ্জ কমিশন (মিউচুয়াল ফান্ড) বিধিমালা, ২০০১
Sponsor:	3i Asset Management Company Limited
Trustee :	Sandhani Life Insurance Company Ltd.
Book Closer :	Sales and repurchase of unit Certificates issued by Asset Managers will remain closed in July unless the Commission decides to keep it open.
CBL:	City Bank Limited
BDT:	Bangladeshi Taka
CAGR:	Cumulative Average Growth Rate
CIP :	Cumulative Investment Plan
DSE:	Dhaka Stock Exchange Ltd.
CSE:	Chittagong Stock Exchange Ltd.
EPS :	Earnings per Share
FIS :	Fixed Income Securities
IPO :	Initial Public Offering
IDRA :	Insurance Development and Regulatory Authority
CEO :	Chief Executive Officer
NAV :	Net Asset Value
BSEC :	Bangladesh Securities and Exchange Commission
SME :	Small and Medium Enterprise
BO/AC :	Beneficial Owner's Account
IRA :	Insurance Regulatory Authority
CAGR :	Compound Annual Growth Rate
BEFTN :	Bangladesh Electronic Fund Transfer Network
CDBL	Central Depository Bangladesh Limited
CDS	Central Depository System
Companies Act	Company Act, 1994
EPU	Earning Per Unit
FC Account	Foreign Currency Account
SIP	Systematic Investment Plan
NBR	National Board of Revenue
3i AMCL	3i Asset Management Company Limited
Business Day	A day not being (1) A weekend , (2) A Day on which the stock exchanges are Closed, (3) A Day on which Purchase and repurchase of Units is suspended or a book closure period /record date announced by the Trustee/ AMC , or (4) A day on which normal business cannot be transacted due to unavoidable circumstances or such other events as the AMC may specify from time to time (5) A day on which banks are closed (6) Thursday of each week

Interpretation:

For the purpose of offer document except as otherwise expressly provide requires:

- Singular terms used in this offer document include the plural, and terms include the singular.
- Pronoun having a masculine or feminine gender shall be deemed to include the other.





3i Asset Management Company Limited

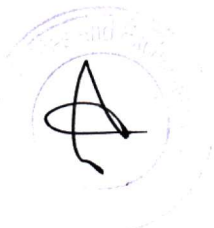
Fund Highlights

Name	3i AMCL 1 st Mutual Fund
Type	Open-end Mutual Fund
Life of the Fund	Perpetual life
Sponsor	3i Asset Management Company Limited
Asset Manager	3i Asset Management Company Limited
Trustee	Sandhani Life Insurance Company Ltd.
Custodian	ICB Capital Management Limited
Initial size of the Fund	Tk. 25,00,00,000/- (Taka twenty five crore) Divided into 2,50,00,000(Two Crore Fifty lac) units of Tk. 10 (Taka ten) each
Nature	Perpetual Life and Unlimited size
Objective	The objective of the Fund is to provide attractive risk adjusted return to the unit holders by investing the proceeds in the capital market and money market.
Minimum Application Amount	Tk. 5,000/- (Five Thousand) per application (units 500 -Five Hundred) for individuals. Tk.50,000/- (Fifty Thousand) per application (units 5000-Five Thousand) for institution.
Transparency	NAV will be calculated on a weekly basis shall be published on the website of the Fund Manager (www.3iamcl.com) and as prescribed in the rule.
Target group	Individual- Both resident and non-resident Institutions- Both local and foreign, mutual funds and collective investment schemes are eligible to subscribe the units of the Fund.
Face value	Tk. 10 (Taka Ten) per unit
Dividend	Minimum 70% (Seventy) percent of realized income of the Fund will be distributed as dividend in Bangladeshi Taka only at the end of each financial year.
Dividend Distribution	The dividend warrant will be distributed within 45 days from the date of declaration.
Transferability	The units of the Fund are transferable by way of Inheritance / gift and / or by specific operation of the law.
Encashment	The unit holders can surrender and en-cash their units to the Asset Manager and through the Authorized selling agents appointed by the Asset Manager. The Asset Manager or selling agent shall be liable to re-purchase the units on behalf of Fund.
Reports and Accounts	Every unit holder is entitled to receive annual report along with the yearly and half – yearly statement of accounts as and when published from the website(www.3iamcl.com) Every unit holder will also get quarterly statements of portfolio in 3i AMCL's official website.
Tax Benefit	Investment in the Unit Fund would qualify for investment tax credit (*6th schedule Part-3 para -2(7) of Income Tax Act 2023).
Systematic Investment Plan (SIP) Facility	Systematic Investment Plan or SIP allows investor to invest a certain pre-determined amount at a regular interval (monthly, quarterly, yearly etc.).A SIP is a planned approach towards investments and helps to inculcate the habit of saving and building wealth for the future. Investor can start SIP with a very small amount that is minimum BDT 1000.



ফান্ডের সংক্ষিপ্ত বিবরণী

নাম	প্রি আই এএমসিএল ফাস্ট মিউচুয়াল ফান্ড
ধরন	বে-মেয়াদি মিউচুয়াল ফান্ড
ফান্ডের মেয়াদকাল	আজীবন মেয়াদী
উদ্যোক্তা	প্রি আই এসেট ম্যানেজমেন্ট কোম্পানি লিমিটেড
সম্পদ ব্যবস্থাপক	প্রি আই এসেট ম্যানেজমেন্ট কোম্পানি লিমিটেড
ট্রাস্টি	সন্ধানী লাইফ ইন্স্যুরেন্স কোম্পানি লিমিটেড
হেফাজতকারী	আইসিবি ক্যাপিটাল ম্যানেজমেন্ট লিমিটেড
ফান্ডের প্রাথমিক আকার	টাকা ২৫,০০,০০,০০০.০০ (পঁচিশ কোটি), ২,৫০,০০,০০০ (আড়াই কোটি) ইউনিটে বিভক্ত যার প্রতিটির অভিহিত মূল্য ১০ (দশ) টাকা।
ফান্ডের প্রকৃতি	বে-মেয়াদি মিউচুয়াল ফান্ড এবং সীমাহীন আকার
উদ্দেশ্য	প্রি আই এএমসিএল ফাস্ট মিউচুয়াল ফান্ড এর উদ্দেশ্য হচ্ছে মূলধনী লাভ এবং লভ্যাংশের মাধ্যমে ঝুঁকি সমাধিত রিটার্ন প্রদান করা। এই ফান্ডের লভ্যাংশ বিনিয়োগকারীদের দেয়া হয় পুঁজিবাজার, অর্থবাজার ইত্যাদিতে বিনিয়োগের মাধ্যমে।
ন্যূনতম বিনিয়োগ	টাকা ৫,০০০.০০ (পাঁচ হাজার) ইউনিট ৫০০ (পাঁচশত) ব্যক্তিগত আবেদনের বিপরীতে। টাকা ৫০,০০০.০০ (পঞ্চাশ হাজার) ইউনিট ৫০০০ (পাঁচ হাজার) প্রতিষ্ঠানের আবেদনের বিপরীতে। এটি এসআইপি (SIP) বিনিয়োগকারীদের জন্য প্রযোজ্য নয়।
স্বচ্ছতা	বিধিমালা অনুযায়ী ফান্ডের NAV প্রতি সপ্তাহে গণনা করা হবে এবং সম্পদ ব্যবস্থাপকের ওয়েবসাইটে প্রকাশ করা হবে। সম্পদ ব্যবস্থাপকের ওয়েবসাইটের ঠিকানা হচ্ছে (www.3iamcl.com)।
লভ্যাংশ	প্রতিটি হিসাব বছরের শেষে বার্ষিক লাভের ন্যূনতম ৭০ (সত্তর) শতাংশ অর্থ লভ্যাংশ বিতরণ করা হবে।
লভ্যাংশ বিতরণ	লভ্যাংশ পরোয়ানা (ডিভিডেন্ড ওয়ারেন্ট) লভ্যাংশ ঘোষণার ৪৫ (পঁয়তাল্লিশ) দিনের মধ্যে বিতরণ করা হবে।
হস্তান্তর যোগ্যতা	উত্তরাধিকার / উপহার অথবা আইন দ্বারা অনুমোদিতভাবে এই ফান্ডের ইউনিটসমূহ হস্তান্তর করা যাবে।
নগদায়ন	ইউনিট হোল্ডারগন তাদের ইউনিট নগদায়ন করতে পারবেন সরাসরি সম্পদ ব্যবস্থাপকের মাধ্যমে অথবা সম্পদ ব্যবস্থাপকের নিয়োগপ্রাপ্ত বিক্রয় প্রতিনিধির মাধ্যমে।
প্রসপেক্টাস, বার্ষিক প্রতিবেদন এবং হিসাবসমূহ	যে কোন বিনিয়োগকারী সম্পদ ব্যবস্থাপকের ওয়েবসাইট (www.3iamcl.com) থেকে এই প্রসপেক্টাসটি দেখতে পারবেন। সম্পদব্যবস্থাপকের ওয়েবসাইট এ প্রকাশিত বাৎসরিক আর্থিক বিবৃতি প্রত্যেক ইউনিট হোল্ডারগন পাবেন। এছাড়া ইউনিট হোল্ডারগন সম্পদ ব্যবস্থাপকের ওয়েবসাইটে পোর্টফোলিওর প্রান্তিক প্রতিবেদন পাবেন।
কর রেয়াত জনিত সুবিধা	ইউনিট ফান্ডে বিনিয়োগ, Income Tax Act 2023 এর তফসিল -৬ অংশ -৩ প্যারা-২(৭) অনুযায়ী বিনিয়োগ জনিত কর রেয়াত সুবিধা পেয়ে থাকে।
নিয়মিত বিনিয়োগ পরিকল্পনা (এস আই পি)	এস আই পি (SIP) বা নিয়মিত বিনিয়োগ পরিকল্পনা এর মাধ্যমে এস আই পি (SIP) বিনিয়োগকারীরা নির্দিষ্ট সময় অন্তর অন্তর পূর্বনির্ধারিত পরিমাণ অর্থ বিনিয়োগ করবেন। ভবিষ্যৎ সঞ্চয় ও সম্পদ গড়ার লক্ষ্যে এবং বিনিয়োগের জন্য SIP একটি পরিকল্পিত অভিগমন। বিনিয়োগকারীরা ন্যূনতম ১০০০ টাকা বিনিয়োগ করে এস আই পি (SIP) স্কিম শুরু করতে পারেন।



Chapter-1: PRELIMINARY

1.1 Publication of Prospectus for public offering

3i Asset Management Company Limited has received Registration Certificate from the Bangladesh Securities & Exchange Commission under Securities & Exchange Commission Act, 1993 And সিকিউরিটিজ এন্ড এক্সচেঞ্জ কমিশন (মিউচুয়াল ফান্ড) বিধিমালা, ২০০১ made there under and also received consent for issuing prospectus for public offering. A complete copy of the prospectus of the public offering is available for public inspection at Modhumita Cinema Building(2nd floor), South Side, 158-160, Motijheel C/A, Dhaka-1000, the corporate office of 3i Asset Management Limited – the asset manager of the 3i AMCL 1st Mutual Fund , hereinafter referred to as the Fund.

1.2 Consent of the Securities and Exchange Commission

Approval of the Bangladesh Securities and Exchange Commission has been obtained to the issue/offer of the fund under the securities and exchange ordinance, 1969 and the সিকিউরিটিজ এন্ড এক্সচেঞ্জ কমিশন (মিউচুয়াল ফান্ড) বিধিমালা, ২০০১. It must be distinctly understood that in giving approval the commission does not take any responsibility for the financial soundness of the fund , any of its schemes or the issue price of its units or for the correctness of any of the statements made or opinion expressed with regard to them. Such responsibility lies with the asset manager, trustee, sponsor and / or custodian.

1.3 Listing of Fund

The Fund being an open – ended one , will not be listed with any stock exchanges of the country hence the units of the Fund will not be traded in the stock exchange unless otherwise BSEC and stock exchange houses make arrangement in future . In that case public communication will be made as per BSEC approval.

The securities will be kept in dematerialized form in central depository Bangladesh Limited (CDBL) to facilitate the holding and transfer of the units of the fund. Units of the fund will always be available for sale and surrender / repurchase except on the last working day of every week and during book closure period / record date of the Fund at the corporate office of 3i AMCL and the authorized selling agents. 3i AMCL shall disclose selling price and surrender value/repurchase price of unit at the beginning of business operation on the first working day of every week as per বিধিমালা.

1.4 Document Available for inspection

1.4.1 Copy of this Prospectus will be available at the corporate office/ registered office of 3i Asset Management Company Limited and offices of the Authorized selling agents of the fund. This Prospectus will also be available for viewing and downloading from the website of Bangladesh Security and Exchange Commission (www.secbd.org) and the website of Asset Manager (www.3iamcl.com)

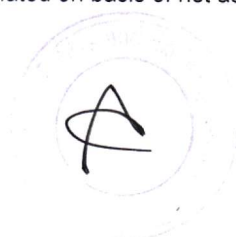
1.4.2 Copy of the Trust Deed and the Investment Management Agreement will be available for public inspection during business hours at the corporate/registered office of the Asset Manager of the Fund. One will be able to purchase a copy of the trust deed by paying the price as determined by the Asset Manager.



1.5 Conditions under Section 2CC of the Securities and Exchange Ordinance 1969

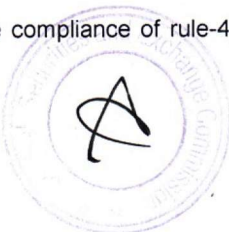
PART-A

- 1.5.1. The Fund shall not account for any upward revaluation of its asset- creating reserve without clearance from the Bangladesh Securities and Exchange Commission;
- 1.5.2. The Fund shall not be involved in option trading, short selling or carry forward transaction;
- 1.5.3. A confirmation of unit allocation shall be issued at the cost of the fund at par value of TK. 10 (Ten) each within 90 (Ninety) days from the date of sales of such units. All units of the fund shall be issued in dematerialized form;
- 1.5.4. Money receipt / acknowledge slip issued at the time of sale of units will be treated as allotment letter, which shall not be redeemable /transferable;
- 1.5.5. A duly audited annual financial statement including statement of financial position, statement of profit & loss and other comprehensive income, statement of cash flows, statement of changes in unit holder's equity, and accompanying accounting policies and notes to the financial statements of the fund and for each scheme of the fund, once a year shall be submitted to the commission, trustee, and custodian within 90 (Ninety) days from the end of the financial year;
- 1.5.6. A Half-yearly financial statements shall be submitted to the commission and published in at least one national daily newspaper within 30 (thirty) days from the end of the period;
- 1.5.7. A quarterly Un-audited financial statement shall be submitted to the commission and published its website within 30 days from the end of the quarter of the financial year;
- 1.5.8. A monthly statement of portfolios including changes therein from the previous period shall be submitted to the commission within 7 days from end of the month;
- 1.5.9. For an open-end mutual fund the Asset Management Company shall published a monthly statement to the commission within 7 days from end of the month, reporting new units sold, capital fund received units repurchased and capital redeemed for every business day of the month;
- 1.5.10. The fund before expiry of 7 days from the end of each month disclose for all unit holders a complete statement of portfolios of the fund, or a scheme of the fund, in the prescribed form and shall upload the same on its website;
- 1.5.11 The Asset management Company shall disclose the sales price and repurchase price (Surrender price) per unit of the fund to be calculated on basis of net asset value (NAV) per unit at fair value;





- 1.5.12 The Asset Management Company shall duly published the information on names per unit at fair value unit selling price and repurchase price its website across sales centers and through press-release at the end of every week;
- 1.5.13 The Asset Management Company shall duly published the information on NAV per unit at fair value unit selling price and repurchase price in its website, across sales centers and through press-release at the end of every week;
- 1.5.14 The difference between selling price and repurchase price per unit shall not exceed 1% of the NAV per unit at fair value of the fund.
- 1.5.15. Dividend shall be paid within 45 days of its declaration and a report shall be submitted to BSEC, Trustee and Custodian with 7 days of dividend distribution;
- 1.5.16 The script wise details portfolio statement consisting of all securities holdings of the fund shall be disclosed in the website of the AMC and will be sent to unit holders on quarterly basis within 30 days of each quarter end ;
- 1.5.17. BSEC may appoint auditors for special audit / investigation on the affairs of the Fund, if it so desire;
- 1.5.18. The Fund shall maintain separate bank account (s) to keep the sale proceeds of units and to meet up day to day transaction including payment against Repurchase of units. All transactions of the account shall be made through banking channel and shall be properly documented;
- 1.5.19. The prospectus/abridged version of the prospectus shall be published in one widely circulated Bengali national daily newspaper. Provided that information relating to publication of prospectus be published in two national daily newspapers (Bengali and English) and one online newspaper;
- 1.5.20 If abridged version of the prospectus is published in the newspaper, complete prospectus shall be made available to the applicants;
- 1.5.21 Initial target size of the fund shall be Tk. 25 (Twenty five) crore. The sponsor shall hold at least 10% of the initial target size and shall disclose sponsors amount in the offer document/ published prospectus. The size of the fund may be increased from time to time by the AMC subject to approval of the trustee and with intimation to commission;
- 1.5.22. If the Fund Manager fails to collect the minimum 40% of the initial target amount under rule-48 of the সিকিউরিটিজ এন্ড এক্সচেঞ্জ কমিশন (মিউচুয়াল ফান্ড) বিধিমালা, ২০০১, will refund the subscription money within 30 days without any deduction. In case of failure, the Fund Manager will refund the same with an interest @ 18 percent per annum from its own account within the next month;
- 1.5.23. On achievement of 40% of the initial target amount, the fund is allowed to transfer the money from Escrow Account to operational Account and to commence investment activities of the fund with permission of the Trustee;
- 1.5.24. The AMC should ensure compliance of rule-48 of the সিকিউরিটিজ এন্ড এক্সচেঞ্জ কমিশন (মিউচুয়াল ফান্ড) বিধিমালা, ২০০১;





1.5.25. Unit allocation of the Sponsor's contribution amount shall be subject to a lock-in –period of 01 (one) year from the date of formation of the fund and then, 1/10th of the Sponsor's contribution only shall be subject to a lock- in- period of full tenure of the until liquidation;

1.5.26 A confirmation of unit allocation of sponsor's contribution amount will be issued in favor of the sponsor the said confirmation letter shall be in the custody of trustee. No splitting of the unit of the sponsor shall be made without prior approval of the commission;

1.5.27. Annual fee of the fund shall be submitted to the commission on the fund size i.e. Year –end net asset value at market price of the fund on advance basis as per rule; and may adjust the fee in next year if necessary;

1.5.28. Subscription period of the fund will be 45 (forty-five) days which will be started on 21 Jan. 2024 and ended 06 Mar. 2024
As per rule-47 of the সিকিউরিটিজ এন্ড এক্সচেঞ্জ কমিশন (মিউচুয়াল ফান্ড) বিধিমালা, ২০০১;

PART-B

Please ensure that the following are adhered to:

01. As per provision contained in the সিকিউরিটিজ এন্ড এক্সচেঞ্জ কমিশন (মিউচুয়াল ফান্ড) বিধিমালা, ২০০১; regarding limitation of time on closure of subscription the initial public subscription will remain open for 45 days or for a period up to achievement of the initial target amount, whichever is earlier;
02. The paper cutting of public prospectus and all other published documents/notices regarding the unit fund shall be submitted to the commission within 24 (Twenty-four) hours of the publication thereof;
03. The Asset Management Company shall submit 20 (Twenty) copies of printed prospectus to the commission for official record;
04. The Asset Management Company shall ensure in writing to the commission that the prospectus/ abridged version is published correctly and is a verbatim copy of the prospectus/ average version vetted by the commission;
05. The expiry date of the sponsor's locked –in portion shall be specially mention on the body of the jumbo confirmation of unit allocation;
06. The AMC shall apply the spot buying rate (TT Clean) of Sonali Bank prevalent on the date of the opening of subscription for conversation of foreign currencies;
07. The AMC shall submit to the commission a diskette containing the vetted prospectus and its abridged version;
08. All condition imposed under section 2CC of the securities and Exchange commission ordinance, 1969 must be complied with and be incorporated in the body of the prospectus and in its abridged version;
09. After due approval by the trustee regarding issue and formation expense, the AMC shall submit in details along with supporting documents to the commission regarding issue and formation expense within 15 days of operation of the fund. The auditor of the fund shall also put opinion about the above expense in initial financial statements of the fund;
10. Bank statement allowing with the subscription list, copies of agreement with custodian and selling agent (if applicable) shall be submitted to the commission within 15 days of the completion of the subscription;
11. The invest policy and guideline and information on constituents Investment committee of the fund approved by the board shall be submitted to the commission within 30 days from the receipt of the consent letter. The invest policy and guideline shall include among other issue, the investment delegation power of chief executive officer and the committee separately and also the meeting resolution presentation process;



1.6 General Information

1.6.1 This prospectus has been prepared by 3i Asset Management Company Limited based on the Trust Deed executed between the Trustee and the sponsor of the Fund, which is approved by the Commission and available publicly. The information contained herein is true and correct in all material aspects and that there are no other material facts, the commission of which would make any statement herein misleading.

1.6.2 No person is authorized to give any information to make any representation not contained in this prospectus and if given of made, any such information or representation must not be relied upon as having been authorized by 3i Asset Management Company Limited.

1.6.3 The issue as contemplated in this document is made in Bangladesh and is subject to the exclusive jurisdiction of the court of Bangladesh. Forwarding this prospectus to any person residing outside Bangladesh in no way implies that the issue is made in accordance with the laws of that country or is subject to the jurisdiction of the laws of that country

1.7 Sale and Repurchase of Units

3i Asset Management Company Limited will maintain BO accounts with ICB Capital Management Limited, the custodian of the 3i AMCL 1st mutual fund for creation and redemption of units namely 3i AMCL 1st mutual fund sales of units "3i AMCL 1st mutual fund" and "3i AMCL 1st mutual fund- repurchase of units"

For sales of units 3i Asset management company Limited will issue a certificate for the units sold and send it to ICB Capital Management Limited for setting up of demat request. After acceptance of demat setup by ICB Capital Management Limited from its terminal units will be credited to the BO account "3i AMCL 1st Mutual Fund-sale of units" to the unit holders BO account as per the instruction of 3i Asset Management Company Limited.

In the case redemption- repurchase by the Asset Manager the unit holder will transfer his/her the institutional holder's unit of the "3i AMCL 1st Mutual Fund-repurchase of units". ICB Capital Management Limited will demat the unit from the "3i AMCL 1st Mutual Fund-repurchase of unit" BO account as per instruction of 3i Asset Management company Limited. Simultaneously, the payment will be made to the investor's bank account through A/C payee cheque/ BEFTN as per request of the investors.

1.8 Systematic Investment Plan (SIP)

Systematic Investment Plan is a smart and easier mode for investing money in mutual funds. SIP allows an investor to invest a certain pre-determined amount at a regular interval (monthly, quarterly, yearly etc.). SIP is a planned approach towards investments and helps to inculcate the habit of saving and building wealth for the future.

Buy and Surrendered SIP Process:

An investor can invest through SIP either by auto debit systems provided against investor's bank account or by providing monthly pre-determined cheques via Asset Manager or the selling Agents at a regular interval (monthly, quarterly, yearly etc.). Investor must have a BO Account. Investor will get SIP units in their BO Accounts based on discount from the latest / ongoing effective weekly sale price of the fund.

It is advisable to continue SIP investments with a long term perspective, there is no compulsion. Investor can discontinue the plan at any time. If an investor wants to terminate the SIP before 2 (TWO) years, up to 1% discount from the repurchase /surrender price will be applicable on total accumulated invested amount on the date of cancellation of scheme. After maturity of SIP the investor can easily surrender through AMC or Selling Agent.

Benefit may be offered for investor as such:

SIP encourages a disciplined investment. While invested through SIP investor commits himself to save regularly. Different benefits may be offered as follows:





Initiative for Intelligent Investment

- **Flexibility:** Investor can start SIP with a very small amount that is BDT 1000/2000/3000/4000/5000 or multiple of BDT 500 /1000. One can also increase /decrease the amount being to be invested in regular fashion.
- **Flexible SIP tenor:** The scheme will be offered for at last two years or any other period set by AMC. However, investor can sale SIP scheme for 3/5/10 years. After these time period the individual scheme will be matured and may surrender or continue holding the units after maturity, if surrender, no fees/charge will be on surrendered and may also offered highest premium over the declared surrendered price.
- **No minimum lot size:** Under SIP, there will be no minimum lot size as like normal investors. Based on a discount from declared sales price per unit available, units will be credited to investors account. However any fraction amount remaining will be converted when it sums up to one unit. The fraction amount will be kept as liability of the fund in a separate account head.
- **Sale at Discount and premium at surrendered:** SIP investor may buy units at a discount from weekly sales price offered to normal investor. In addition to that SIP investor can surrender at a premium of repurchase price offered to normal unit holders at maturity as per SIP brochure.
- **CIP option for the SIP investors:** SIP investors can choose either option of cash dividend or cumulative investment plan (CIP) or mix of both. If a SIP investor chooses CIP (i.e. dividend reinvestment process) instead of cash dividend, they will also enjoy CIP units at a discount of prevailing sales price used for CIP conversion. After CIP conversion, they will get dividend on total number of units in the next year.



1.9 Declarations

Declaration about the responsibility of the Sponsor

The sponsor, 3i Asset Management Company Limited, accepts full responsibility for his institution's contribution/ portion the authenticity and accuracy of the information contained in this Prospectus and other documents regarding 3i AMCL 1st Mutual Fund. To the best of the knowledge and belief we have taken all reasonable care to ensure that all the conditions and requirement concerning this public offer and all information contained in this document, drawn up by virtue of the Trust Deed of the Fund by the entrusted Asset Management Company have been met and there is no other information or documents, the omission of which may make any information or statements therein misleading. The sponsor also confirm that full and fair disclosures have been made in this prospectus to enable the investors to make a decision for investment.

Sd/-

Istak Ahmmed

Managing Director & CEO

3i Asset Management Company Limited

Declarations about the responsibility of the Custodian

We as Custodian of 3i AMCL 1st Mutual Fund, the accept the responsibility and confirm that we shall:

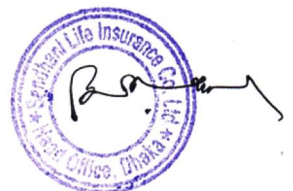
- i) Keep all the securities in safe custody and shall provide the highest securities for the assets of the Fund; and
- ii) Preserve necessary document and record so as to ascertain movement of assets of the Fund as per সিকিউরিটিজ এন্ড এক্সচেঞ্জ কমিশন (মিউচুয়াল ফান্ড) বিধিমালা, ২০০১

Sd/-

Mazeda Khatun

Chief Executive Officer

ICB Capital Management Limited





Initiative for intelligent investment

Declaration about the responsibility of the Trustee

We, as Trustee of the 3i AMCL 1st Mutual Fund, accept the responsibility and confirm that we shall:

- i) Be the guardian of the Fund held in trust for the benefit of the unit holders in accordance with the Rules and Trust Deed;
- ii) Always act in the interest of the unit holders;
- iii) Take all reasonable care to ensure that the Fund floated and managed by Asset Management Company are in accordance with the Trust Deed and the Rules;
- iv) Make such disclosures by the Asset Management Company to the investors as are essential in order to keep them informed about any information, which may have any bearing on their investments; and
- v) Take such remedial steps as are necessary to rectify the situation where we have reason to believe that the conduct of business of the Fund is not in conformity with relevant Rules;

Sd/-

Md.Mizanur Rahman

Vice President & Company Secretary
Sandhani Life Insurance Company Ltd.

Declaration about the responsibility of the Asset Manager

We as the Asset Manager of "3i AMCL 1st Mutual fund", accept the responsibility and confirm that This Prospectus has been prepared by us based on the Trust Deed, the Investment Management Agreement, The সিকিউরিটিজ এন্ড এক্সচেঞ্জ কমিশন (মিউচুয়াল ফান্ড) বিধিমালা, ২০০১ and other related agreements and examination of other documents as relevant for adequate disclosure of the Funds objectives and investment strategies to the investor, we also confirm that:

- i. The prospectus is in conformity with the documents materials and papers related to the public offer,
- ii. All the legal requirements of the public offer have been duly fulfilled, and
- iii. The disclosures made are true, fair and adequate for making investment decision.

Investors should be aware that the value of investments in the Fund could be volatile and such no guarantee can be made about the returns from the investment that the Fund will make. Like any other equity investment only investor who are willing to accept a moderate degree of risk, should invest in the Fund Investors are requested to pay careful attention to the Risk Factor as detailed in the Risk Factor section and to take proper cognizance of the risk associated with any investment in the Fund.

Sd/-

Istak Ahmmed

Managing Director & CEO
3i Asset Management Company Limited





1.10 Due Diligence Certificate:

Due Diligence Certificate by Sponsor

চতুর্থ ভূফসিল-(১) এর (জ) বিধি ৪৩ (৩) দ্রষ্টব্য

The Honorable Chairman
Bangladesh Securities and Exchange Commission
E-6/C, Agargaon, Sher-e-Bangla Nagar Administrative Area
Dhaka – 1207, Bangladesh

Subject: 3i AMCL 1st Mutual Fund.

We, the sponsor of the above – mentioned forthcoming mutual fund, state as follows:

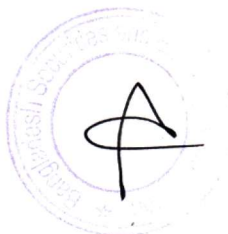
1. We, as the sponsor to the above – mentioned fund , have examined the draft prospectus and other documents and materials as relevant to our decision ; and
2. We warrant that we shall comply with the সিকিউরিটিজ ও এক্সচেঞ্জ কমিশন (মিউচুয়াল ফান্ড) বিধিমালা ,২০০১. Bangladesh Securities and Exchange Commission(public issue) Rules, 2015, Trust Deed of the Fund and the rules ,orders , guidelines , directives, notifications and circulars that may be issued by Commission from time to time in this respect.

WE CONFIRM THAT:

- a) All information in the draft prospectus forwarded to the Commission is authentic and accurate;
- b) We as sponsor of the Fund as mentioned above will act as per clause of the Trust Deed executed with the constitutive documents;
- c) We shall also abide by the সিকিউরিটিজ ও এক্সচেঞ্জ কমিশন (মিউচুয়াল ফান্ড) বিধিমালা ,২০০১. and conditions imposed by the Commission as regards of the Fund ; and
- d) We shall act to our best for the benefit and interest of the unit holders of the Fund.

For Sponsor

Sd/-
Istak Ahmmed
Managing Director & CEO
3i Asset Management Company Limited.





Due Diligence Certificate by Trustee

চতুর্থ তফসিল-(১) এর (জ) বিধি ৪৩ (৩) দ্রষ্টব্য

The Honorable Chairman
Bangladesh Securities and Exchange Commission
E-6/C, Agargaon, Sher-e-Bangla Nagar Administrative Area
Dhaka – 1207, Bangladesh

Subject: 3i AMCL 1st Mutual Fund.

We, the under-noted Trustee to the above – mentioned forthcoming mutual fund, state as follows:

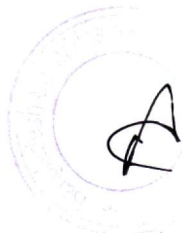
1. We, while act as the trustee to the above – mentioned fund on behalf of the investor have examined the draft prospectus and other documents and materials as relevant to our decision ; and
2. We warrant that we shall comply with the সিকিউরিটিজ ও এক্সচেঞ্জ কমিশন (মিউচুয়াল ফান্ড) বিধিমালা ,২০০১. Bangladesh Securities and Exchange Commission (public issue) Rules, 2015, Dhaka Stock Exchange (Listing) regulations, 2015, Chittagong Stock Exchange (Listing) regulations, 2015, Trust Deed of the Fund and the rules ,orders , guidelines , directives, notifications and circulars that may be issued by Commission from time to time in this respect.

WE CONFIRM THAT:

- a) All information and documents as are relevant to the issue have been received and examined by us and the draft prospectus forwarded to the Commission is authentic and accurate;
- b) We have also collected and examined all other documents relating to the fund;
- c) While examining the above documents, We find that all the requirements of the সিকিউরিটিজ ও এক্সচেঞ্জ কমিশন (মিউচুয়াল ফান্ড) বিধিমালা ,২০০১ have been complied with ;
- d) We shall act as trustee of the fund as mentioned above as per provision of the trust deed executed with the sponsor and shall assume the deed duties and responsibilities as described in the trust deed and other constitutive documents;
- e) We shall also abide by the সিকিউরিটিজ ও এক্সচেঞ্জ কমিশন (মিউচুয়াল ফান্ড) বিধিমালা ,২০০১ , and conditions imposed by the commission as regards of the fund; and
- f) We shall act to our best for the benefit and sole interest of the unit holders of the fund.

For Trustee

Sd/-
Md.Mizanur Rahman
Vice- President & Company Secretary
Sandhani Life Insurance Company Ltd.



Due Diligence Certificate by Custodian
চতুর্থ তফসিল-(১) এর (জ) বিধি ৪৩ (৩) প্রস্বে

The Honorable Chairman
Bangladesh Securities and Exchange Commission
E-6/C, Agargaon, Sher-e-Bangla Nagar Administrative Area
Dhaka – 1207, Bangladesh

Subject: 3i AMCL 1st Mutual Fund.

We, the under –noted Custodian to the above –mentioned forthcoming Mutual Fund, state as follows:

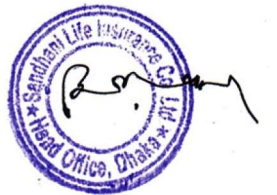
We, while act as Custodian to the above –mentioned Fund on behalf of the investors, shall comply with the সিকিউরিটিজ ও এক্সচেঞ্জ কমিশন (মিউচুয়াল ফান্ড) বিধিমালা ,২০০১ . Depository Act, 1999. Depository Regulation, 2000, Depository (User)Regulation, 2003, Trust Deed of the Fund and the Rules , guidelines , circulars , order and directions that may be issued by the Bangladesh Securities and Exchange Commission from time to time in this respect.

WE CONFIRM THAT:

- We will keep all securities (both listed and unlisted) and Assets of the "3i AMCL 1st Mutual Fund" including FDR receipts in safe and separate custody as per বিধি (৪১) of সিকিউরিটিজ ও এক্সচেঞ্জ কমিশন (মিউচুয়াল ফান্ড) বিধিমালা ,২০০১ and will provide highest security for the assets of the Fund ;
- We shall act as Custodian of the Fund as mentioned above as per provisions of the custodian agreement executed with the Asset Management Company and shall assume the duties and responsibilities as described in the Trust Deed of the mentioned fund and other constitutive documents;
- We shall also abide by the সিকিউরিটিজ ও এক্সচেঞ্জ কমিশন (মিউচুয়াল ফান্ড) বিধিমালা ,২০০১ and conditions imposed by the Commission as regards of the Fund ; and
- We shall act to our best for the benefit and sole interest of the unit holders of the Fund.

For Custodian

Sd/-
Mazeda Khatun
Chief Executive Officer
ICB Capital Management Limited





Due Diligence Certificate by Asset Manager
চতুর্থ তফসিল-(১) এর (জ) বিধি ৪৩ (৩) দ্রষ্টব্য

The Honorable Chairman
Bangladesh Securities and Exchange Commission
E-6/C, Agargaon, Sher-e-Bangla Nagar Administrative Area
Dhaka – 1207, Bangladesh

Subject: 3i AMCL 1st Mutual Fund.

We, the under-noted Asset Manager to the above – mentioned forthcoming mutual fund, state as follows:

1. We, while act as Asset Manager to the above – mentioned Mutual fund , declare and certify that the information provided in the Prospectus is complete and true in all respects;
2. We further certify that we shall inform the Bangladesh Securities and Exchange Commission immediately of any change in the information of the fund; and
3. We warrant that we shall comply with the securities and exchange ordinance, 1969, the সিকিউরিটিজ ও এক্সচেঞ্জ কমিশন (মিউচুয়াল ফান্ড) বিধিমালা ,২০০১, Bangladesh Securities and Exchange Commission (public issue) rules 2015,Dhaka Stock Exchange (Listing) Regulations, 2015 Chittagong Stock Exchange (Listing) Regulations, 2015 Trust Deed of the fund and the rules, guidelines, circulars, orders and directions that may be issued by the Bangladesh Securities and Exchange Commission from time to time in this respect.

WE CONFIRM THAT:

- a) The draft prospectus forwarded to the commission is in conformity with the documents, materials and papers relevant of the fund;
- b) All the legal requirements connected with the said fund have been duly complied with; and
- c) The disclosures made in the draft prospectus are true, fare and adequate to enable investors to make a well –informed decision for investment in the proposed fund.

For Asset Manager

Sd/-
Istak Ahmmed
Managing Director & CEO
3i Asset Management Company Ltd.



Chapter 2: Background

2.1 Preamble to formation of 3i AMCL 1st Mutual Fund

Open-end Unit fund is collective investment scheme which can issue and redeem units at any time. An investor will generally purchase units in the fund itself rather than from the existing unit holders by investing in an open-end unit fund, the investor gain access to a thoroughly researched and professionally managed capital market portfolio thereby increasing their diversify and reducing the overall risk associated with the capital market investment. Such funds allow the small investors to reap the benefits of large diversified and professionally managed portfolio.

The 3i AMCL 1st Mutual Fund will provide an investment alternative for the existing retail investor in Bangladesh. It will also encourage new investors to join in and enjoy returns of capital market with minimum risk. Realizing the vital role of mutual fund in Bangladesh capital market, 3i Asset Management Company Limited has come forward and decided to sponsor "3i AMCL 1st Mutual Fund" where they has been appointed three trusted partners with successful track record in the Bangladeshi mutual fund industry; Sandhani Life Insurance Company Ltd. as the trustee, ICB Capital Management Ltd. as the custodian and 3i Asset Management Company Ltd. as the fund manager.

2.2 Rational behind the Proposed Mutual Fund in the Context of present Market Scenario

For investors with limited time to spend watching the ups and downs of the markets, mutual funds offer a good alternative regarding the savings and alternative Investment in context of current capital market scenario.

Diversification

One golden rule of investing for both large and small investors is to go for asset diversification. That involves reducing the risk to your assets by buying a mix of stocks from different industries and investments of different types. For example, buying both retail and industrial stocks reduces the impact on your portfolio of a poor quarter in one of those sectors. And putting some of your money in bonds protects you from a precipitous drop in stocks.

Economies of Scale

The easiest way to understand economies of scale is to consider the volume discount. In many stores, the more of a product you buy, the less it costs. A dozen donuts can be cheaper than three. This also occurs in the purchase and sale of Mutual Fund Unit. If you buy one unit of fund, the transaction fee will be the same as if you buy 1000 units. That's a hefty bite out of your investment in one unit, but a negligible nibble out of 1,000 units.

Divisibility

The owner of a mutual fund can invest a regular round sum every month, say BDT 1,000 or BDT 2,000. That gives the investor another tiny bite of many assets. A stock – picker, by contrast, might get one or two shares of stock, with an odd number of BDT left over. Or, the investor can save up for many months to get one share of Marico Bangladesh Ltd.



Liquidity

An investor who is hit with a financial emergency might have to sell out in a hurry. That can be disastrous if the assets have taken a hit at the wrong moment. It tends to be less so in mutual funds, which swing in value less wildly because of their diversification.

Professional Management

When you buy a mutual fund, you also are choosing a Professional Asset Manager. This manager makes the decisions on how to invest your money, based on a good deal of research and an overall strategy for making money. Only you can decide whether you are more comfortable with that than with making the decisions on your own. If you decide to forego stock-picking and go with a mutual fund you still have one last investment decision to make, and that is which fund to buy. There are thousands of them out there. Read the prospectus until you find one that matches your attitude toward risk – taking or risk – avoidance. Read the fine print to understand what fees you will pay for investing in the fund, as they vary widely. Finally, understand going in that even mutual funds experience market fluctuations and may even provide returns that are below the overall market.

2.3 Advantage in Investing in 3i AMCL 1st Mutual Fund

The investors of 3i AMCL 1st Mutual Fund will enjoy some distinct incremental advantages. Some of them are highlighted below:

- i. **Lower investment risk through diversification:** The Fund will help lower the investment risk of small investors because of the diversified fund portfolio. The diversified portfolio of the Fund will also help the small investors gain broad exposure to whole stock. Any loss caused by the unexpected collapse of any one stock will have only a minimal effect on the pool as a whole, thus risk is minimized.
- ii. **Minimized Risk for under value or over value of Fund :** Since Unit Funds are traded around the NAV (Net Asset Value) which is actually the value of underlying investment minus cost, there is no chance that fund will be undervalued or overvalued then the underlying value of the Units. This unique feature safeguards investors on getting the fair value of their investment.
- iii. **Unit Fund/Open ended Mutual funds price movements are far more predictable:** The extensive diversification, coupled with outstanding stock selection, makes it highly unlikely that the overall market will move up without carrying almost all stock mutual funds up with it.
- iv. **Unit Funds offer automatic reinvestment (i.e. Cumulative Investment plan) efficiently:** Investors who likes to receive current dividends. Alternatively investors who want to see their Unit Fund grow can easily and automatically have capital gains and dividends reinvestment, over time reinvestment dividends can add substantially to the value of a fund as the result of compounding.
- v. **Full – Time professional management with investment management technology support:** Qualified investment specialists of 3i Asset shall manage the Unit Fund to make the decisions as to which stock to buy hold or sell at right time on behalf of investors. Their investment decisions are based on research of market conditions and the financial performance of individual companies and specifics integrated to professional system. As market conditions change, the portfolio managers may adjust the mix of its investment to adopt a more aggressive of a more defensive strategy to offer best possible return to the investors.
- vi. **Under Strict regulations:** Management and operation of Unit Funds are subject to strict regulations and monitoring of BSEC and sponsor appointed Trustee. The law governing Unit fund require extensive disclosures of operation and management of Unit Fund to the regulation and general public.



- Vii. Reduce investor's emotional stress:** Most investors constantly live with a certain amount of anxiety and stress about their investments. This is usually because there are one or more of the following essentials for them (1) market knowledge (2) investing experience, (3) self-discipline (4) proven investment plan and (5) time. As a result, they often invest on impulse or emotion. Since the Unit fund will be professionally managed and process oriented, investors can be relieved to transfer burden associated with investing to asset manager.
- viii. Preferential IPO Quota:** Under current rules of Initial Public Offerings (IPOs) in Bangladesh, the mutual /Unit Funds are entitled to participate in a 15 (Fifteen) per cent reserved quota during the lottery. It may be noted that IPOs have historically outperformed the general index.
- ix. Cumulative Investment Plan (CIP):** 3i AMCL 1st Mutual Fund offers the investors to choose either to receive dividend or to allow the Fund Manager to reinvest their dividend in the market. This flexibility allows investors to choose a plan according to their preference.
- X. Transparent Operation & Disclosure:** Formation, management and operation of 3i AMCL 1st Mutual Fund adhere to সিকিউরিটিজ ও এক্সচেঞ্জ কমিশন (মিউচুয়াল ফান্ড) বিধিমালা ,২০০১. And monitored by the BSEC. The Fund will disclose relevant information to Trustee , BSEC and public as prescribed in the সিকিউরিটিজ ও এক্সচেঞ্জ কমিশন (মিউচুয়াল ফান্ড) বিধিমালা ,২০০১.

2.4 Necessity of unit fund in the context of the current state of the capital market

The capital market of Bangladesh has experienced an enormous growth in 2010 and in 2011 so far the capital market is stabilizing after a very volatile start in quarter one of 2011. The market continues to be dominated by active local retail participation along with domestic institutional participation. The current volatile market has prompted a lot of new initiative from the government, BSEC, other market regulations and all market participants to improve efficiency of the market and attract new investors in the market. The need for professionally managed investment products is never felt so strong in line with current market sceneries. Unit Fund is traded around the NAV (Net asset Value) , traded across the designated distribution Channel and offer alternative savings options for investors. The changing distribution dynamics of financial products and investor behavior on stable investment return and market trends point expansion of Unit Fund market in Bangladesh , Building investors trust and increased customer awareness through initiatives like Unit Fund aimed at promoting financial literacy will be critical factors towards building greater retail participation . It is therefore an opportune time for the trusted the Unit Fund.



CHAPTER 3: THE FUND

3.1 Formation of the Fund

3i AMCL 1st Mutual Fund has been constituted through a trust deed entered into between 3i Asset Management Company Limited and Sandhani life insurance company Limited on 12 September 2023 under the Trust Act 1882 (ii of 1882) and Registration Act, 1908 (xvi of 1908). The Fund was registered by the BSEC on 26 October 2023 under the সিকিউরিটিজ এন্ড এক্সচেঞ্জ কমিশন (মিউচুয়াল ফান্ড) বিধিমালা, ২০০১.

3.2 Life of the Fund

The Fund will be an open-end mutual fund with a perpetual life established to broaden the base of investment and develop the capital market. Institutional, local and foreign, and individual investors, resident and non-resident, are eligible to invest in this Fund. The initial target size of the Fund will be Tk 25, 00, 00,000 (Taka twenty -five crore) only divided into 2, 50, 00,000 (Two crore fifty lac) units of Tk 10 (Taka Ten) each. Size of the Fund will be increased from time to time by the Asset Manager subject to approval of the trustee and with due intimation to the BSEC.

3.3 Face value and Denomination

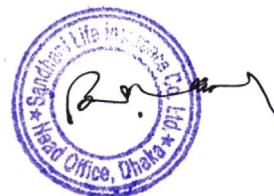
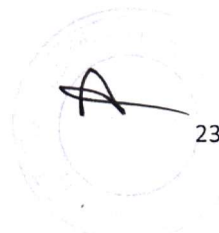
Face value of each unit will be Tk. 10 (Taka Ten) only. Unit holders of the Fund shall be issued with certificates by the Asset Manager at the cost of the Fund in any denomination but not less than 500 (Five Hundred) units for individuals and 5000 (Five Thousand) for institution per certificate .

3.4 Investment Objective

The Objective of the 3i AMCL 1st Mutual Fund is to maximize risk – adjusted –return for Unit holders in the form of capital appreciation, dividend income and interest income from combined portfolio equity, debt, money market instruments and other permissible securities.

3.5 Investment Policy

- 3.5.1 Subject to the provision of the বিধিমালা, a Mutual Fund may invest money collected under the Fund, or any of its Schemes, only in-
- a) Securities listed with a stock exchange;
 - b) Money Market instruments including government securities;
 - c) Privately placed bonds, debentures and pre-IPO capital of entities with explicit plan to be listed with a stock exchange within two years from the date of investments;
 - d) Securities debt instruments, which are either asset backed or mortgage-backed securities;
 - e) Open-end mutual funds approved by the Commission;
 - f) And any other instruments approved by the BSEC from time to time.
- 3.5.2 The Fund shall invest subject to the বিধিমালা and only in those securities, deposits and investments approved by the Bangladesh Securities and Exchange Commission and/or the Bangladesh Bank and/or the Insurance Development and Regulatory Authority (IDRA) of Bangladesh or any other competent authority in this regard.
- 3.5.3 Not more than 70% of total assets of the Fund shall be invested in capital market instruments. Of this at least 50% shall be invested in listed securities that are actively trading in stock exchanges. Investment in Government Securities shall not be considered as an exposure to capital market instruments.



- 3.5.4 Not less than 30% (thirty percent) of the total asset of the fund shall be invested in fixed income securities including Government Securities.
- 3.5.5 Non-listed securities that are "investment grade" and enjoy "very strong" credit rating by a recognized credit rating agency are eligible for investments by a mutual fund. The Fund can invest in unlisted corporate securities only after a prior approval of the Commission.
- 3.5.6 All money collected under the Fund, except cash and deposits held for liquidity purpose, shall be invested only in encashable and/or transferable instruments, securities whether in money market or capital market or privately placed pre-IPO equity, preference shares, debentures or securitized debts, corporate bonds or any other investable instruments.
- 3.5.7 The Fund shall get the securities purchased or transferred in the name of the Fund.
- 3.5.8 Only the Asset Management Company will make the investment decisions and place orders for securities to be purchased or sold for the Scheme's portfolio.

3.6 Investment restrictions

- 3.6.1 The mutual fund shall not, under any circumstance, trade in units of mutual funds, schemes of mutual funds, under the control of the same Asset Management Company.
- 3.6.2 Not more than 10% (Ten Percent) of the total assets of the Fund shall be invested in non-listed securities at any particular date. In case of investment in non-listed corporate bonds or pre-IPO capital, the asset manager shall obtain prior approval of the Commission.
- 3.6.3 The Fund shall not invest more than 10% (Ten Percent) of paid-up capital (or other securities such as bond or debenture) issued by any company.
- 3.6.4 The fund shall not invest more than 10% (Ten Percent) of its total assets in shares, debentures, or other securities of a singly company or group of companies under the control of a parent company. This condition shall not be applicable for investment in Government Securities.
- 3.6.5 Non-listed securities that enjoy "investment grade" credit rating by a recognized credit rating agency is eligible for investments by the Fund. The Fund can invest in unlisted corporate securities only after a prior approval of the Commission.
- 3.6.6 The Fund shall not acquire any asset out of the Trust property, which involves the assumption of any liability that is unlimited or shall result in encumbrance of the Trust property in any way.
- 3.6.7 The Fund or the Asset Management Company on behalf of the Fund shall not give or guarantee term loans for any purpose or take up any activity in contravention of the বিধিমালা.
- 3.6.8 The Fund shall buy and sell securities on the basis of deliveries and shall, in all cases of purchases, take delivery of securities and in all cases of sale, deliver the securities on the respective settlement dates as per the custom and practice of the stock exchanges and shall in no case put itself in a position whereby it has to make short sale or carry forward transaction.
- 3.6.9 The Fund shall not involve in option trading or short selling or carry forward transaction.
- 3.6.10 The Fund shall not buy its own unit.
- 3.6.11 The Asset Management Company shall not, for the purpose of inducing, dissuading, effecting, preventing, or in any manner influencing or framing to its advantage, the sale or purchase of any security, directly or indirectly:
 - a) Create a false and misleading appearance of active trading in any security;
 - b) Effect any transaction in securities between mutual funds under the control of an Asset Management Company;
 - c) Directly or indirectly effect of series of transactions in any security creating the appearance of actively trading therein or of raising of price for the purpose inducing its purchase by others or depressing its price for the purpose of inducing its sale by others;



3.7 Accounting for Net Asset Value per Unit of the Fund and fair valuation of financial Instruments

- 3.7.1 The Asset Management Company shall recognize a financial asset or a financial liability in its statement of financial position when, and only when, the company becomes a party to the contractual provisions of the financial instrument. At initial recognition, the AMC shall measure a financial asset or a financial liability at its fair value plus (or minus) transaction costs that are directly attributable to the acquisition (or issue) of the financial asset or financial liability.
- 3.7.2 The Net Asset Value of a Fund shall be equal to the fair value of identifiable assets minus the fair value of liabilities of the Fund. Net Asset Value per unit shall be calculated by dividing the Net Asset Value by units outstanding of the fund at the measurement date.
- 3.7.3 An Asset Management Company shall calculate Net Asset Value (NAV) per unit of a mutual fund at fair value on a weekly basis and be disclosed in the manner specified by the Commission.
- 3.7.4 An asset is identifiable if it either:
 - (a) Is separable, i.e., capable of being separated or divided from the entity, or sold, transferred, licensed, rented, or exchanged, either individually or together with a related contract, identifiable asset or liability, regardless of whether the entity intends to do so; or
 - (b) Arises from contractual or other rights, regardless of whether those rights are transferable or separable from the entity or from other rights and obligations.
- 3.7.5 Identifiable assets may include intangibles including monetary assets without physical substance but shall exclude fictitious assets such as unamortized issue cost, preliminary costs, and/or advances, deposits and prepayments which embody no future economic benefits and cash flows to the company.
- 3.7.6 Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. A fair value measurement shall be done for a particular asset or liability. A fair value measurement assumes that the transaction to sell the asset or transfer the liability takes place either in the principal market for the asset or in the absence of the principal market, in the most advantageous market for the asset or liability.
- 3.7.7 In order to do fair valuation of assets and liabilities of a Fund, the Asset Management Company shall strictly comply with accounting recognition and measurement principles and disclosure provision of International Financial Reporting Standards (IFRSs) particularly including that of IFRS 13 (Fair Value Measurement)
- 3.7.8 After initial recognition of a financial asset, the Asset Management Company shall classify, subject to the approval of the Commission, the financial asset as subsequently measured at fair value through profit or loss, fair value through other comprehensive income, or amortized cost on the basis of both:
 - (a) The company's business model for managing financial assets and
 - (b) The contractual cash flow characteristic of the financial assets
- 3.7.9 The AMC shall have the option, at initial recognition, to irrevocably designate a financial asset and a financial liability to be measured at fair value through profit or loss.
- 3.7.10 After initial recognition, that is, at subsequent balance sheet dates, the AMC shall measure a financial asset at fair value through profit or loss, fair value through other comprehensive income or amortized costs and in compliance with provisions of IFRSs.
- 3.7.11 After initial recognition of a financial liability, the AMC shall classify and measure, subject to the approval of the Commission, all financial liabilities at fair value through profit or loss, or amortized costs and comply with provisions of IFRSs. The AMC shall have the option, at initial recognition, to irrevocably designate a financial liability to be measured at fair value through profit or loss.



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- 3.7.12 A gain or loss on a financial asset or financial liability that is measured at fair value shall be recognized in profit or loss unless:
- (a) It is an investment in an equity instrument and the AMC has elected present to present gains and losses on that investment in other comprehensive income.
 - (b) It is a financial asset measured at fair value through other comprehensive income.
 - (c) It is a financial liability designated as at fair value through profit or loss, but the entity is required to present the effects of changes in the liability's credit risk in other comprehensive income. In that case, the remainder amount of change in the fair value shall be presented in profit or loss.
- 3.7.13 At initial recognition, the AMC may elect to present in other comprehensive income subsequent changes in the fair value of an investment in an equity instrument which is not held for trading. The AMC shall however recognize in profit or loss any dividends from Investment in equity instruments that are not held for trading.
- 3.7.14 A gain or loss on a financial asset measured at fair value through other comprehensive income shall be recognized in other comprehensive income, except for impairment gains or losses and foreign exchange gains or losses.
- 3.7.15 Adequate disclosure shall be made on the valuation of investment in securities and other financial instruments in both the interim and annual financial statements. Trustee shall not approve any financial statements without adequate disclosure or accounting policies as to the fair valuation of investments in securities.
- 3.7.16 Independent external auditor shall give opinion as to the fair value of investments in securities and/or financial instruments of the Fund. The external auditor shall specifically comment on assumptions and inputs used for the valuation of investments in unlisted securities of the Fund.
- 3.7.17 Investments in financial assets shall be reported at fair value, not at acquisition cost, in the statement of financial position of mutual fund.
- 3.7.18 At initial recognition, the Fund shall measure a financial asset at its fair value plus transaction cost that are directly attributable to the acquisition of the financial asset. Likewise, an AMC shall recognize a sale of a financial asset at net realized value, that is, the selling price net of transaction costs.
- 3.7.19 The accrued interest on the Fixed Income Securities shall be considered for calculation of Net Asset Value (NAV).
- 3.7.20 In case of deferred expenses, accrued expenses for the period will be taken into account for determining total liabilities of the Fund.
- 3.7.21 For listed securities, the quoted closing price on Dhaka Stock Exchange (DSE) on the date of valuation shall form the basis of calculation of Net Asset Value (NAV) of the Fund.
- 3.7.22 In case a security is not traded with Dhaka Stock Exchange, the quoted closing price of the security on Chittagong Stock Exchange (CSE) on the date valuation shall be considered for calculation of NAV of the Fund.
- 3.7.23 In case a security is not traded for 30 (thirty) days in the DSE, the closing price of the security at DSE or CSE, whichever happens later, shall be considered for calculation of NAV of the Fund.
- 3.7.24 The valuation of listed securities not traded in DSE or CSE within the last 30 (Thirty) days will be made based on their reasonable value by the Asset Management Company and approved by the Trustee and comment upon by the auditors in the Annual Report of the Scheme of the Mutual Fund but shall not be more than the intrinsic value of the securities.
- 3.7.25 For securitized debts, debentures, margin or fixed deposits, the accrued interest on such instruments on the date of valuation shall be taken into account in any calculation of Net Asset Value (NAV) of the Fund.
- 3.7.26 The Fund shall comply with accounting recognition and measurement principles and disclosure rules of International Financial Reporting Standard (IFRSs) for the valuation of investments in securities and other financial instruments and be subject to the prior approval of the Commission.



- 3.7.27 The valuation of non-listed securities shall be made by the Asset Management Company in compliance with IFRSs and approved by the Trustee. The Asset Management Company and the Trustee shall periodically review the non-listed investments. The auditors shall comment on the non-listed investments in the annual report of the scheme of the Fund.
- 3.7.28 Once non-listed securities are valued, the valued amount will be considered for the purpose of valuing the Fund's assets in any interval of time until the securities are further revalued by the Asset Management Company.
- 3.7.29 The Asset Management Company and the Trustee will value the non-listed securities at least once in every three months.
- 3.7.30 The AMC should provide a quarterly valuation report for the non-listed investment to the trustee.

3.8 Accounting and Reporting for Provision for Diminution (or Appreciation) in Fair Value of Investments in Financial Assets

- 3.8.1 After the initial recognition of a financial asset, an Asset Management Company shall make provision for diminution in the fair value of investments in securities of a Mutual Fund whenever the fair value of a security is less than its acquisition cost. At subsequent balance sheet dates, if the fair value of the financial asset further decreases, a new provision to that extent shall accrue with respect to that particular financial asset. On the other hand, if the fair value rises since the previous balance sheet date but remains below the acquisition costs of the financial asset, a reversal of past provision to the extent of the rise shall be made and added to the earnings for the period of the Fund.
- 3.8.2 Investments in financial assets shall be reported at fair value, not at acquisition cost, in the statement of financial position of a mutual fund.
- 3.8.3 If the fair value investments in a security exceeds the acquisition cost, the excess of the fair value over the acquisition cost shall be recognized as "other comprehensive income." not to be offset against aggregate provision for diminution in the fair value of investments in other securities.
- 3.8.4 Other comprehensive income shall be reported as a part of the unit holders' equity of the Mutual Fund.
- 3.8.5 Any financial asset, which is not actively trading in any organized stock exchange, shall be classified as a "non-performing financial asset" if the issuer of the security fails to pay a return, either a dividend or an interest income, to the Asset Management Company in consecutive two financial years.
- 3.8.6 The fair value of a "non-performing financial asset" shall be done following International Financial Reporting Standards (IFRSs), supplemented by a full disclosure of inputs and methods of the valuation, and be subject to the approval of the Trustee of the Fund.
- 3.8.7 The external auditor shall comment on the fair valuation of investments in financial assets which are either unlisted or not actively trading in a stock exchange and on the quality of accompanying disclosure on investments in financial assets.





3.9 Net Asset Value (NAV) calculation

The Fund will use the following formula to derive NAV per unit:

$$\text{Total NAV} = V_A - L_T$$

$$\text{NAV per unit} = \text{Total NAV} / \text{No. of units outstanding}$$

V_A = Value of all securities in vault + Value of all securities placed in lien + Cash in hand and at bank + Value of all securities receivables + Receivables of proceeds of sale of investments + Dividend receivables net of tax + Interest receivables net of tax + Issue expenses amortized as on date + Printing, publication and stationery expenses amortized as on date

L_T = Value of all securities payable + Payable against purchase of investments + Payable as brokerage and custodial charges + Payable as Trustee fees + All other payable related to printing, publication and stationery + Accrued deferred expenses with regard to management fee, annual fee, audit fee and safe keeping fee

3.10 Limitation of expenses

- 3.10.1 The Asset Management company shall be entitled to asset management fees which will be calculated once a week on the basis of net asset value (NAV) at fair value of a mutual fund at the end of each quarter of a financial year and according to rates as per the rules.
- 3.10.2 Asset Management fees shall be payable on a quarterly basis.
- 3.10.3 Asset Management Company shall also be eligible to charge the following additional expenses against a mutual fund in addition to the asset management fees as defined in rule 65(2).
- 3.10.4 Asset Management Company shall amortize the initial issue costs of the Fund within a maximum period of five (05) years. In case of availability of profits, an Asset Management Company can amortize the initial issue expense over a shorter period than five years.
Provided that the initial issue cost of a Mutual Fund, or any Scheme of a Mutual Fund, shall not exceed 3% of capital actually raised under the Fund or the Scheme of the Fund. The Asset Management Company shall furnish to the Commission a detailed breakdown of the initial issue cost in the prospectus/offer documents of the Fund.
- 3.10.5 The Trustee shall be paid an annual Trusteeship fees 0.10% of the Net Asset Value (NAV) at Fair value of the Fund on a semi-annual in advance basis, during the life of the Fund.
- 3.10.6 The fees for Custodian services will be 0.10% per annum of the fair value of securities (both listed and non-listed) held by the Fund, to be calculated and paid on an annual basis.
- 3.10.7 In addition to the fees mentioned here in above the Asset Management Company may charge the Scheme of the Fund with the following recurring expenses, namely;
 - a) Bank charges
 - b) Annual fees payable to the Commission as per the Rule (11)
 - c) CDBL Fees
 - d) Listing Fees
 - e) Audit Fees
 - f) Costs for publication of reports and periodicals specifically related to the Fund.
 - g) Valid expense for organizing a unit holders' meeting in compliance with the Mutual Fund Rules-2001.
 - h) Other expenses applicable to the Mutual Fund.



- 3.10.8 For an open-end mutual fund, no selling/marketing expense shall be applicable for the issue of new units to investors.
- 3.10.9 Legal expenses of an Asset Management Company shall not be a charge against income of a Mutual Fund.
- 3.10.10 An Asset Management Company shall not charge transaction costs (including brokerage commission) as an expense in the statement of profit or loss and other comprehensive income.
- 3.10.11 An initial recognition, an Asset Management Company shall measure a financial asset at its fair value plus transaction costs that are directly attributable to the acquisition of the fixed asset. Likewise, an Asset Management Company shall recognize a sale of a financial asset at net realized value, that is, the selling price net of transaction costs.
- 3.10.12 Total operating expenses, excluding amortization of initial issue costs and provision for diminution in the fair value of investments, of a mutual fund, a scheme of a fund, shall not exceed 4 (four) percent of net asset value (NAV) at fair value of the fund.
- 3.10.13 All expenses should be clearly identified and appropriated to the Fund.
- 3.10.14 The Asset Management Company may charge Fund for Investment Management.
- 3.10.15 The expenses referred hereinabove and any other fees payable or reimbursable to the Asset Management Company or the Trustee shall be charged to the open-end Mutual Fund.

3.11 Price Fixation Policy and Sale and Repurchase Procedure

After completion of initial subscription, the Fund will be opened to the investors for regular buy-sale of Units. The date of re-opening shall be declared by the Asset Manager upon approval of the trustee and with due intimation to the BSEC.

The Asset Manager shall calculate the Net Asset Value (NAV) per unit on the last working day of every week as per formula prescribed in the বিধিমালা and shall disclose sales price and repurchase /surrender price per unit determined on the basis of NAV before starting of business operation of the first working day of the following week to the Commission and to the investors through at least one national daily , the website of the Asset Management Company and the authorized selling agents of the Fund.

Sale and Repurchase Procedure are given below:

- i. The Units of 3i AMCL 1st Mutual Fund may be brought/ surrendered through 3i Asset Management Company Head office and authorized selling agents appointed by 3i Asset from time to time. Surrender of Unit is allowed only through 3i Asset Management Limited's designated offices or the selling agents from which the units are originally purchased.
- ii. During initial subscription Minimum purchase amount for individual investors is 500 (Five Hundred) Units and for institutional investors is 5,000(Five Thousand) Units.
- iii. Application for purchase of Units should be accompanied by an account payee cheque /pay order /bank draft in favor of "3i AMCL 1st Mutual Fund "for the total value of Units.
- iv. After clearance /encashment of cheque /draft/pay order, the applicant will be issued with a confirmation of unit allocation against every purchase of units he/she the institutional investor applies for. If BO A/C is provided during the registration, the unit holders will also be delivered to the unit holders BO A/C.
- v. Partial surrendered (fraction of Units held under a unit allocation confirmation) is allowed without any additional cost subject to minimum surrender quantity is 500(five hundred) Units for individual and 5000(five thousand) units for institutions. Upon partial surrender, the Unit holder will be issued with a new confirmation of unit allocation representing the balance of his/her Unit holding.
- vi. The redemption (or repurchase) of units of a fund or a scheme of the fund shall be made on first- come- first- service basis. In the event redemption request on particular day exceeds 5% of the total units outstanding of the fund, the asset management company may defer the redemption request over 5% for a period of maximum 3 working days. Provided that redemption in excess of 5% of total units outstanding shall also be done at repurchase price of the day when redemption request were actually submitted to the asset manager.



- vii. All payment /receipts in connection with or arising out of transactions in the Units hereby applied for shall be in Bangladeshi Taka.

3.12 Winding up Policy

3.12.1 Procedure of Winding up

- i. if the total number of outstanding unit certificates held by the unit holders after repurchase at any point of time falls below 25(twenty five) percent of the actual certificate issued ,the Fund will be subject to wound up.
- ii. The Fund may be wound up on the happening of any event, which in the opinion of the Trustee with approval from the Commission, requires the Scheme to be wound up.
- iii. The Scheme may also be wound up if the Commission so directs in the interest of the unit holders.
- iv. Where a Scheme is to be wound up in pursuance to the above, the Trustee and the Asset Management Company shall give simultaneously separate notice of the circumstances leading to the winding up of the Scheme to the Commission and if winding up is permitted by the Commission, shall publish in two daily national newspaper including a Bangla newspaper having circulation all over Bangladesh.

3.12.2 Manner of Winding up

- i. The Trustee shall call a meeting within 30(thirty) days from the notice date of the unit holders of a Scheme to consider and pass necessary by three-fourth majority of the unit holders present and voting at the meeting for authorizing the Trustee to take steps for winding up of the Scheme . If it fails to have three-fourth majority mandate, the Commission shall have the power to super -cede the mandate if situation demands such.
- ii. The Trustee shall dispose -off the assets of the Scheme of the Fund in the interest of the unit holders , provided that the proceeds of sale made in pursuance of the বিধিমালা shall in the first instance be utilized towards discharge of such liabilities as are properly due under the scheme and after making appropriate provision for meeting the expenses connected with such winding up the balance shall be paid to the unit holders in proportion to their respective in the assets of the scheme as on the date when the decision for winding up was taken.
- iii. Within 30 (thirty) days from the completion of the winding up, the Trustee shall forward to the Commission and the unit holders a report on the winding up containing particulars, such as circumstances leading to the winding up, the steps taken for disposal of assets of the Scheme before winding up, expenses of the Fund for winding up, net assets available for distribution to the unit holders and a certificate from the auditors of the Scheme of the Fund.

3.12.3 Effect of Winding up

On and from the date of the notice of the winding up of the Fund, the Trustee or the Asset Management Company as the case may be, shall

- i. cease to carry on any business activities of the open – end fund ;
- ii. Cease to create and cancel units of the open-end fund;
- iii. Cease to issue and redeem units of the open – end fund



3.13 Fund Management

3i Asset Management Company Limited shall conduct the day – to –day management of the Fund's portfolio as the Asset Manager subject to the provisions laid down in the বিধিমালা and trust deed or any general directions given by the trustee and /or the Commission. However, Asset Manager shall discretionary Authority over the fund's portfolio about investment decisions.

3i Asset Management Company Limited will follow a professional investment management process. Investment recommendations will be originated from our foresight-driven sound buy-side investment research, where, the fundamental analysis should be sole method/technique in place. The investment decision will be taken by investment committee (IC).

For investment decisions and investment committee (IC) shall be formed comprising of the following:

- Managing Director & CEO
- Head of finance
- Compliance Officer
- Any other officials of 3i Asset Management Company Limited approved by the Investment Committee

The Managing Director & CEO will be heading the Investment Committee and will act in the best interest of the investor by being complaint with all governing rules and regulation and policies (including internal investment policy).

3.14 Measurement of Earnings and Payment of Dividends & Distribution of Dividend and Limits thereof

- 3.14.1 The accounting year of the Fund shall be July 01 to June 30;
- 3.14.2 The Fund shall distribute minimum 70%, or as may be determined by the বিধিমালা from time to time, of the annual net income of the Fund as dividend at the end of each accounting period after making provision for bad and doubtful investments. The Fund shall create a dividend equalization reserve by appropriation from the income of the Scheme;
- 3.14.3 Net income for a financial period of a mutual fund shall be measured following International Financial Reporting Standards (IFRSs) and after incorporating all valid income, eligible expenses as well as provision for diminution in the fair value of investments in securities and other financial assets.
- 3.14.4 Trustee shall examine every item of expenses of a mutual fund and determine their eligibility to be a valid charge against income of the Fund.
- 3.14.5 Adequate disclosure shall be made with respect to provision (or reversal of provision) for diminution (or appropriation) in fair value of investments in securities. The excess of fair value over cost of investments in securities, if true in aggregate, shall be reported as an 'other comprehensive income' in the Statement of Profit or Loss or Other Comprehensive Income and not be a part of earnings for the period.
- 3.14.6 Other comprehensive income shall be reported as a separate line item under the unit holders' equity and not be aggregated with any other reserve(s).
- 3.14.7 A mutual fund shall make a full disclosure of the provision for diminution in fair value of investments in the statement of changes in unit holders' equity specifically showing changes in the provision account during the period.

- 3.14.8 The fund shall not issue reinvestment Unit (RIU) under any circumstance.



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- 3.14.9 Surpluses arising simply from the valuation of investments shall not be available for dividend;
- 3.14.10 Dividend shall never be paid out of other comprehensive income and /or unrealized capital gains.
- 3.14.11 Without violating provisions of this Directive, a mutual fund may create a dividend equalization reserve in order to stabilize payments of dividends in future.
- 3.14.12 Dividend warrants will be dispatched within 45 days from the declaration of such dividend.
- 3.14.13 The Fund shall pay the dividend to the unit holders annually from the distributable profit, if any.
- 3.14.14 The Fund shall, as soon as may be, after the closing of the annual accounts, distribute by way of dividend to the holders of the units of the Scheme in accordance with the Rules, an amount, which shall not be less than seventy percent of the net profits earned during the year, or as determined by the Commission from time to time.
- 3.14.15 The Asset Management Company shall dispatch the dividend warrants at the expense of the Scheme of the Fund, within thirty days of the declaration of the dividend of the Scheme and shall submit a statement within next seven days to the Commission and the Trustee. Dispatching expenses stated above shall be met from the Fund of the Mutual Fund.

3.15 EXPENSES OF THE FUND

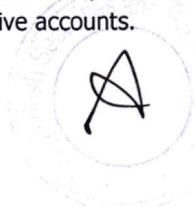
- 3.15.1 The initial issue cost of the Fund, or any scheme of the Fund, shall not exceed 3% (Three percent) of capital raised under the Fund or the scheme of the Fund. The Asset Management Company shall furnish to the Commission a detailed breakdown of the initial issue cost in the prospectus/offer document of the Fund.
- 3.15.2 Total operating expense, excluding amortization of initial issue costs and provision for diminution in the fair value of investments, of a Mutual Fund, a scheme of a fund, shall not exceed 2% (Two Percent) of net asset value (NAV) at fair value of the Fund.
- 3.15.3 The Fund shall pay annual fees, by a pay order or bank draft, at the rate of 0.10 percent of the net asset value (NAV) at the fair value of the Fund, or the scheme of the fund or Tk. 100,000, whichever is higher, to the Commission before commencing the financial year.

Provided that in case of a failure to pay the annual fees within the aforesaid deadline, The Asset Management Company, not the mutual fund, shall be liable to pay a fine equivalent to the half of the annual fees for a delay of every month or a part thereof.

- 3.15.4 An Asset Management Company shall not be allowed to launch a new Mutual Fund, of a new Scheme of a Mutual Fund, if it fails to pay annual fees as stipulated in the Sub-Rule 5.3.

3.16 Classification of Income and Expenses

- 3.16.1 The Asset Management Company (AMC) shall present separately each material class of similar items in the statement of profit or loss and other comprehensive income for a period of a mutual fund or a scheme of the Fund.
- 3.16.2 The AMC shall clearly identify major heads of income and expenses (or gains or losses) as separate line items in the statement of profit or loss and other comprehensive income for a period of a mutual fund or a scheme of the Fund.
- 3.16.3 The AMC shall recognize income and expenses (or gains and losses) using the accrual basis of accounting.
- 3.16.4 The Fund shall, in its accounts, make a disclosure by segregating its earnings into capital gains and other incomes in its respective accounts.



3.17 Periodical disclosures

- 3.17.1** The Fund, its Asset Manager, Trustee, Custodian and Sponsor shall make such disclosures or submit such documents as may be called upon to do so by the Commission.
- 3.17.2** Without prejudice to the generality of the directions in the Sub-Rule (1) above, the Fund shall furnish to the Commission the following reports, namely:
- (a) A duly audited annual financial statements including statement of financial position, statement of profit or loss and comprehensive income, statement of cash flows, statement of changes in Unit holders' equity, and accompanying accounting policies, and notes to the financial statements of the fund, and for each scheme of the Fund, once a year, within 03 (three) months from the end of the financial year;
 - (b) A quarterly un-audited financial statement within 30 (thirty) days from the end of the quarter of the financial year,
 - (c) A monthly statement of portfolios, including changes therein from the previous period, for a Mutual Fund, or a Scheme of a Mutual Fund, within 7 (seven) days from the end of the month.
 - (d) For an open-end Mutual Fund, the Asset Management Company shall publish a monthly statement to the Commission within 7 (seven) days from the end of the month, reporting new units sold, capital fund received, units repurchased, and capital redeemed for every business day of the month.
- 3.17.3** The Mutual Fund shall, before expiry of 7 (seven) days from the end of each month, disclose for all unit holders a complete statement of portfolios of the Fund, or a scheme of the Fund, in the prescribed form and shall upload the same on its website.
- 3.17.4** The Mutual Fund shall, within 30 (thirty) days from the end of a quarter, publish its un-audited quarterly financial statements on its website.
- 3.17.5** As per বিধিমালা, the Asset Management Company shall follow the formula for computing the Net Asset Value of the Fund and shall disclose and publish the same regularly as advised by the Commission from time to time.



CHAPTER 4: DESCRIPTION OF INVESTMENT RISK

Investing in the 3i AMCL 1st Mutual Fund (hereinafter the fund) involves certain considerations in addition to the risk normally associated with making investment in securities. The value of the Fund may go down as well as up and there can be no assurance that on redemption, or otherwise, investors will receive the amount originally invested. Accordingly the Funds is only suitable for investment by investors who understand the risk involved and who are willing and able to withstand the risk of losing of their investment. In particular prospective investors should consider the following risk:

1. General risk

There is no assurance that the Fund will be able to meet its investment objective and investors potentially incur losses, including loss of principal when investing in the Fund. Investment in the Fund is not guaranteed by any government agency, the sponsor or the AMC. Mutual funds and securities investments are subject to market risks and there can be no assurance or guarantee that the Funds objectives will be achieved. As with any investment in securities, the Net Asset Value of the Fund may go up or down depending on the various factors and forces affecting the capital markets and Money Markets. Past performance of the Sponsors and their affiliates and the AMC do not indicate the future performance of the Fund. Investors should study this Offer Document carefully before making investment.

2. External Risk Factor

Performance of the Fund is substantially dependent on the macro-economic situation and capital market as well as money market of Bangladesh. Political and social instability may have an adverse effect on the value of the Fund's assets. Adverse natural calamities may impact the performance of the Fund.

3. Market Risk

The Bangladesh capital market is highly volatile and mutual fund prices and prices of securities can fluctuate significantly. The Fund may lose its value or incur a sizable loss on its investments due to such market volatility. Stock market trends indicate that prices of majority of all the listed securities move in unpredictable direction which may affect the value of the Fund. Furthermore there is no guarantee that the market prices of the units of the Fund will fully reflect their underlying Net Asset Values.

4. Concentration Risk

Due to a limited number of listed securities in both the DSE and CSE, it may be difficult to invest the Fund's assets in a widely – diversified portfolio as and when required to do so. Due to a very thin secondary bond /money market in Bangladesh, it would be difficult for Fund Manager to swap between asset classes, if and when required. Limited options in the money market instruments will narrow the opportunity of short term or temporary investment of the Fund which May adversely impact the returns.

5. Dividend Risk

Despite careful investment selection of securities in the Fund, if the issuers fail to provide the expected dividend or fail to disburse the dividend declared in a timely manner, this will impact the income of the Fund and the overall return of the Fund.

6. Underlying Liquidity Risk

For investing unlisted equity securities by the Fund, may incur liquidity risk. In addition, market conditions and investment allocation may have an impact on the ability to sell securities during periods of market volatility, bond / money market while somewhat less liquid, lack a well-developed secondary market, which may restrict the selling ability of the Fund and may lead to the Fund incurring losses till the security is finally sold. While securities that are listed on the stock exchanges carry lower liquidity risk, the ability to sell these investments is limited by the overall trading volume on the stock exchanges and may lead to the Fund incurring losses till the securities is finally sold.



7. Investment Strategy Risk

Since the Fund will be an actively managed investment portfolio; the Fund is subject to management of strategy risk. Although the AMC will apply its investment process and risk minimization techniques when making investment decisions for the Fund there can be no guarantee that such process and techniques will produce the desired outcome.

8. Credit Risk

Since the Fund will seek to invest as per the সিকিউরিটিজ এন্ড এক্সচেঞ্জ কমিশন (মিউচুয়াল ফান্ড) বিধিমালা, ২০০১ in both equity and fixed income securities, the credit risk of the fixed income issuers is also associated with the Fund. Investments in fixed income securities the credit risk of the fixed income issuers is also associated with the fund. Investment in fixed income securities is subject to the risk of an issuer's inability to meet interest and principal payments on its obligations and market perception of the credit worthiness of the issuer.

9. Interest rate risk

The Net Asset Value (NAV) of the fund is expected to increase consequent upon a fall in interest rate while it is supposed to fall with a rise in the interest rate to the extent it is invested in debt and money market securities also zero coupon securities do not provide periodic interest payments to the holders and hence this are more sensitive to changes in interest rates so if the fund manager opts for investing in zero coupon securities offering attractive yields that would increase the risk of the portfolio also.

10. Issuer Risk

In addition to market and price risk, value of an individual security can, in addition, be subject to factors unique or specific to the issuer, including but not limited to management malfeasance, lack of accounting transparency, management decision to take financial leverage. Such risk can develop in an unpredictable fashion and can only be partially mitigated, and sometimes not at all, through research or due diligence. To the degree that the Fund is exposed to a security whose value declines due to issuer risk, the Fund's value may be impaired.

CHAPTER: 5 FORMATION, MANAGEMENT AND ADMINISTRATION

5.1 Sponsor of the Fund

3i Asset Management Company Limited is one of the leading and pioneering Asset Management companies in Bangladesh, was incorporated on January 21, 2020 with the vision to ensure Asset Management through Mutual Fund of Bangladesh." 3i AMCL 1st Mutual Fund "started its grand expedition for delivering manifold wealth Management services since its commencement. It is fundamentally engaged in Stock Dealer Business. The authorized capital of the company is Tk 100 million divided into 10 million ordinary shares of Tk 10 each. Its paid-up capital is Tk 50 million. 3i AMCL continues to focus on its delivery channel, technology, human resource and its brands along with organizational & agency office network, business promotion, integrity, good governance and compliance with the legal and regulatory framework of the country.

5.2 Trustee of the Fund

Sandhani Life Insurance Co. Ltd. one of the leading and pioneering insurance companies in Bangladesh, was incorporated on January 23, 1990 with the vision to ensure social and family protection through Life Insurance Policy of all families of Bangladesh. Sandhani Life Insurance Co. Ltd. started its grand expedition for delivering manifold life insurance services since its commencement. It is fundamentally engaged in Ordinary Life, Islami (Takaful) Life and Group Term Insurance Business. It also operates in non-traditional Micro Life Insurance Business under the name of G.S.B., S.D.P.S., G.D.P.S., G.I.D.P.S., I.D.P.S., Takaful Islami Division and SIDPS-12 project. The authorized capital of the company is Tk. 500 million divided into 50 million ordinary shares of Tk. 10 each. Its paid up capital is Tk. 207 million.



5.3 Custodian of the Fund

As a part of the restructuring of ICB under Capital Market Development Program (CMDP) initiated by the Government of Bangladesh and the Asian Development Bank (ADB), ICB Capital Management Ltd. has been established as a subsidiary of ICB to carry out merchant banking activities including issue management, underwriting and portfolio management. The Company was incorporated under the Companies Act, 1994 on 5 December 2000 and registration from the Securities and Exchange Commission was obtained on 16 October 2001. The Company started its operation from 01 July 2002 upon issuance of gazette notification by the Government.

5.4 Asset Manager of the Fund

3i Asset Management Company Limited is one of the leading and pioneering Asset Management companies in Bangladesh, was incorporated on January 21, 2020 with the vision to ensure Asset Management through Mutual Fund of Bangladesh. 3i AMCL 1st Mutual Fund "started its grand expedition for delivering manifold wealth Management services since its commencement. It is fundamentally engaged in Stock Dealer Business. The authorized capital of the company is Tk 100 million divided into 10 million ordinary shares of Tk 10 each. Its paid-up capital is Tk 50 million. 3i AMCL continues to focus on its delivery channel, technology, human resource and its brands along with organizational & agency office network, business promotion, integrity, good governance and compliance with the legal and regulatory framework of the country.

5.4.1 Investment Management Process

a) Top down approach

➤ Economic Analysis

- Analyze domestic and global macro-economic indicators;
- Forecast economic outlook of domestic and global economy;
- Review monetary and fiscal policies and analyze their implication on macro-economic status;

➤ Industry Analysis

- Identify the prospective industries aligned with positive economic outlook;
- Understand the business dynamics of the industry the key driving forces;
- Review the economic history of the industry in other countries with comparable economic status;

➤ Company Analysis

- Understand the business dynamic of the covered company;
- Comprehensively understand the financial of the covered company;
- Interview top level officials of the targeted companies to have complete understanding on their future outlook and strategic vision;
- Apply multiple valuation model and estimate the intrinsic price of the stock;

b) Supplementary Analysis

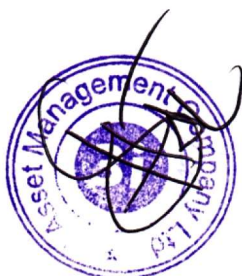
The capital market of Bangladesh is in an emerging phase and is neither strongly efficient nor very weak at present. Thus, the importance of the following supplementary analysis is very high.

➤ Technical Analysis

- Analyze the stock price data to identify key arbitrage opportunities ;
- Distinguish stocks which are fundamentally strong and hold position outlook with other stocks;

➤ Quantitative Analysis

- Build time series economic model to forecast the future price movement dynamics ;



36



5.4.2 Portfolio Management Policy

1. Optimum sector wise allocation of fund is the key factor of portfolio management process.
2. Invest in sector with positive outlook but maintain the regulation of mutual Fund 2001.
3. Focus on the nature of the fund and make decision which is suitable for the total portfolio.
4. Must consider the market impact for the investment decision. Both buying and selling decision must have a significant implication on the overall market dynamics.
5. Market manipulation and utilizing non-public insider information is strictly forbidden.

The ethical standard and level of confidentiality of the investment manager and its research team are very important for the investors of the fund and for the integrity of the capital market.

5.4.3 The Brief profiles of Chairman, Managing Director & CEO, Director and personnel of the company are given below:

Mr. Mijanur Rahman, Ph.D.

Independent Director & Chairman

Mijanur Rahman obtained his graduation and Post-Graduation from Dhaka University. He holds PhD in Aligarh Muslim University in 1994. Mijanur Rahman is now working in Dhaka University as professor Marketing department. He was also the former Vice-Chancellor of Jagannath University, Dhaka.

Mr. Istak Ahmmed, MBA

Managing Director & CEO

Mr. Istak Ahmmed did his BBA and MBA Department of Marketing from the University of Dhaka, has an outstanding professional career. He has senior level corporate and financial management experience of more than 18 years with reputed company. He was Chief Executive Officer of ARC securities Limited. He is actively involved in Bangladesh capital markets for more than 18 years. Ahmmed has excellent knowledge in business, finance, investment management, capital markets, corporate affairs, companies Act, BSEC, DSE and CSE rules and regulations.

Mr. Mohammad Shahriar Bhuyan, MSS

Director

Mr. Mohammad Shahriar Bhuyan, MSS did his MSS Department of Public Administration from the Toronto University, Canada. He has many years of senior level financial, invest management, capital markets and general management experience in the country.

Mr. Md. Kawsar Ahmed

Head of Finance

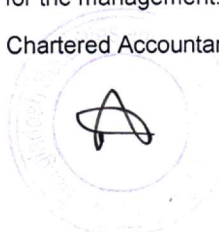
Mr. Kawsar Ahmed is working as Head of Finance. He has adequate experiences in equity research, active portfolio management and financial data analysis. He has excellent knowledge in money market, capital market, investment banking, fundamental and technical analysis, securities analysis and valuation. Mr. Kawsar Ahmed did his post-Graduate in Dhaka University.

Mr. Sushankar Sarker

Head of Accounts

Mr. Sushankar Sarker is working as, head of accounts is responsible for observe overall business activities of the company with a view to make sure relevant rules and regulations are being followed. He prepares the report of risk mitigation to invest from the portfolio of the fund. Mr. Sushankar Sarker facilitates the management team of the company on legal and ethical issues and reviews the business operations regularly and prepares the books of accounts and financial statement for the management.

Mr. Sushankar Sarker completed Chartered Accountancy course from Shaha & Co.



Mr. Md Al Amin Hossain

Compliance Officer

Mr. Md Al Amin Hossain is compliance officer, Compliance and is responsible for implementation of all compliance issues, introduction of relevant rules and regulation, preparation of monthly compliance and financial report for the management. Mr. Md Al Amin is preparing the analyzing report for the management, NAV calculation of Fund, financial statements, monthly report and daily portfolio statement for the management.

He has completed his BBS (pass) from National University in commerce division.

Mr. Mazharul Alam

Junior Officer (Marketing)

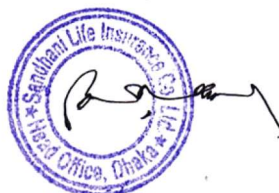
Mr. Mazharul Alam is working as Junior Officer (Marketing). He has adequate experiences in equity research, active portfolio management and financial data analysis. He has excellent knowledge in money market, capital market, investment banking, fundamental and technical analysis, securities analysis and valuation.

5.5 Auditors

Fames & R, Chartered Accountants, has been appointed as the auditor of the fund for first year. They are one of the reputed audit firms of the country. Subsequent auditors shall be appointed by the Trustee.

5.6 Fees and Expenses

The Fund will pay the fees of Asset Manager, the Trustee and the Custodian together with any other fees, commissions and expenses as may arise from time to time. The Fund will bear its own costs and expenses incurred/accrued in connection with its formation, promotion, registration, CDBL fees, public offering together with certain other cost and expenses incurred in its operation, including without limitation expenses of legal and consulting service, auditing, other professional fees and expenses, brokerage, share/ debenture registration expenses and fees due to the BSEC. The fund will also bear all the other incidental expenses including printing publication and stationery relating to its smooth and fair operation. Major expenses of the fund are detailed as follows:



5.6 .1 Issue and Formation expenses

Initial issue and formation expenses are estimated not be over 3% percent of the initial target size of tk. 25, 00, 00,000(Taka Twenty Five Crore) only. The issue and formation expenses will be amortized within 5 (Five) years on a straight – line method. The estimated expenses for the issue and formation of the Fund are presented below:

Estimated Issue and Formation Expenses					
SL NO	Particulars	Total (BDT)	In percentage	Sub-Total (BDT)	Remarks
1.	Formation fee payable to AMC	25,00,000	1%	Set fee	Formation fee to AMC on collected Fund
2.	Legal and Compliance related expenses	7,61,000	0.30%	1,00,000	Application fee to BSEC
				5,00,000	BSEC Registration Fee(0.20% of the initial Fund size)
				15,000	Trust deed registration Expense-Govt. fees
				1,00,000	Trust deed registration Expense-professional fees
				40,000	CDBL Annual fee
				6,000	Depository Connection fee
3.	Printing and publication	12,00,000	0.48%	3,00,000	Publication of Abridged version of prospectus and Notification of subscription
				4,00,000	Printing of prospectus and Application Forms
				4,00,000	Printing of Forms, Flyers, Scheme brochures and other marketing documents.
				1,00,000	Courier, distribution and conveyance expenses
4	Other expenses	2,50,000	0.10%	2,50,000	
	Total	47,11,000	1.88%		

*The above cost are made in best estimates, which may vary at actual the trustee shall approve the formation expenditure and will inform BSEC within 15 days of such formation meeting.

5.6.2 Management Fee

As per the সিকিউরিটিজ এন্ড এক্সচেঞ্জ কমিশন (মিউচুয়াল ফান্ড) বিধিমালা, ২০০১. The Fund shall pay a management fee to the Asset Management Company @ 2.50 percent per annum of the weekly average NAV up to 5.00 (five) crore and @2.00 percent per annum for additional amount of the weekly average NAV up to 25.00(twenty five) crore over Tk. 5.00 crore and @1.50 percent per annum for additional amount of the weekly average NAV up to Tk 50.00 (fifty) crore over 25.00 crore and @ 1.00 percent per annum for additional amount of the weekly average NAV over Tk.50.00 (fifty) crore, accrued and payable quarterly.



5.6.3 Trustee Fee

The Trustee shall be paid an annual Trusteeship fee @0.10 percent on the Net Asset Value (NAV) of the fund on semi-annual in advance basis during the life of the Fund.

5.6.4 Custodian Fee

The Fund shall pay to the Custodian a safe keeping fee @ 0.10% of balance securities held by the Fund calculated on the basis of average month end value per annum. In any case total custodian fee shall not exceed 0.10% of the initial fund size annually.

5.6.5 CDBL Fee

The fixed annual fee of CDBL will be TK. 40,000 (Forty Thousand) only plus applicable VAT (if any). Annual central depository System (CDS) connection fee will be TK.6000 (Six Thousand) only plus applicable VAT (if any). These fees may be amendment from time to time by the commission in future.

5.6.6 Fund registration and annual fee

The Fund has paid Tk. 5, 00,000 (Taka Five Lac) only to the /Securities and Exchange Commission as registration fee. In addition, the Fund will have to pay @ 0.10 percent of the Fund value or TK 1, 00,000 (Taka One Lac) whichever is higher, as annual fee in terms of the সিকিউরিটিজ এন্ড এক্সচেঞ্জ কমিশন (মিউচুয়াল ফান্ড) বিধিমালা, ২০০১.

5.6.7 Commission payable to selling agent(s)

The Fund shall pay commission to the authorized selling agent's to be appointed by the Asset Manager which may change in future with the approval of the Trustee.

5.6.8 Audit fee

The audit fee will be Tk. 50, 000 (Fifty Thousand) only plus 15% VAT, for the first accounting year and the Trustee will fix fees for subsequent years.

5.6.9 Brokerage fee

The fund will pay to stock broker commission of 0.25%-0.50% of the total amount transaction Howla, Laga, CDBL fees and any other associated costs.

5.6.10 Operational Expenses

Total operating expenses excluding amortization of initial issue cost and provision for diminution in the fair value of investment, of a mutual fund, a scheme of a fund, shall not exceed 4% (four) of net asset value (NAV) at fair value of the fund.

5.6.11 Amortization of Issue and Formation Expenses

Asset Management Company may amortize the initial issue costs of the Fund within a maximum period of five (05) years. In case of availability of profits, an Asset Management Company can amortize the issue expenses over a period which is smaller than five years.

CHAPTER 6: SIZE OF THE FUND, TAX ADVANTAGES AND RIGHTS OF UNIT HOLDERS

6.1 Size of issue

6.1.1 3i Asset management Company Limited, the sponsor has already subscribed TK. 2, 50, 00,000 (Taka Two crore Fifty Lac) only worth of units equivalent to 25,00,000 (Twenty Five Lac) Units of Tk. 10 (Taka Ten) each at per on 10 October 2023 the effective date as per সিকিউরিটিজ এন্ড এক্সচেঞ্জ কমিশন (মিউচুয়াল ফান্ড) বিধিমালা, ২০০১.





6.1.2 Pre-IPO placement and IPO

The initial size of the fund shall be 25,00,00,000 (Twenty Five crore) only divided 2,50,00,000 (Two crore fifty Lac) Units of Tk. 10 (Taka Ten) each which may be increased from time to time by Asset Manager subject to approval of the Trustee with due intimation to the Commission till liquidation of the Fund. The initial distribution of the Fund unit holding shall be as follows:

Subscribers	No. of Units	Face Value (Taka per unit)	Amount (taka)	Remarks
Sponsor	25,00,000	10	2,50,00,000	Subscribed
General investor	2,25,00,000	10	22,50,00,000	Yet to be Subscribed
Total	2,50,00,000	10	25,00,00,000	

6.2 Tax advantages of 3i AMCL 1st Mutual Fund

6.2.1 Investment tax Credit: According to the Income Tax Act -2023, Schedule -6, part-3, para-2(7) unit holder will get Investment tax Credit facilities.

6.3 Rights of the Unit holders

The right attached to the units of the fund are as follows:

a) Voting rights

All the unit holders shall have usual voting rights. Voting right can be exercised in person or by proxy in a meeting held in connection with any proposal to amend the characteristics of the Fund or any other agenda of meeting called by the Trustee in the circumstances mentioned in the Trust Deed or the সিকিউরিটিজ এন্ড এক্সচেঞ্জ কমিশন (মিউচুয়াল ফান্ড) বিধিমালা, ২০০১. In case of show of hands, every unit holder present in person and /or by proxy shall have only one vote for every unit of which he/she is the holder.

b) Transfer of units

Units of the Fund are Transferable by way of inheritance /gift and /or by specific operation of law.

c) Dividend

All the unit holders have equal but proportionate right in respect of dividend will be paid in Bangladeshi taka only.

d) Periodic information

All the unit holders of the Fund shall have the rights to receive the annual report and audited accounts of the Fund. Moreover, the unit holders shall be informed of the NAV of the Fund on weekly basis through the DSE, the CSE newspaper, the website of the Asset Manager (www.3iamcl.com), and a press release to one daily national newspaper which cover capital market news.

e) Accounts and Information

The Funds financial year will be closed on 30 June every year and the first –year end will be 30 June 2024. Annual report or major head of income & expenditure account and balance sheet in line with schedule VI of the সিকিউরিটিজ এন্ড এক্সচেঞ্জ কমিশন (মিউচুয়াল ফান্ড) বিধিমালা, ২০০১. will be published within 45 (forty- five) days from the closure of each accounting year.



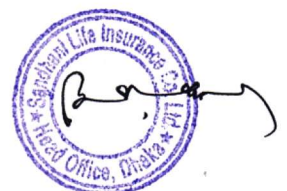
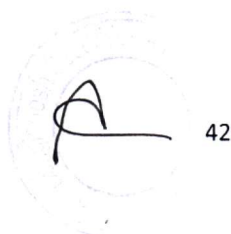
6.4 Beneficial interest

1. The unit holders shall preserve only the beneficial interest in the trust properties on pro-rata basis of their ownership of the fund.
2. Furthermore, the NAV, NAV per unit any suspension or alternation of calculation of NAV of the fund will be published/ notified by the Asset Management Company from time to time.

CHAPTER 7: UNIT SUBSCRIPTION

7.1 Terms and conditions of unit subscription

- i. The Unit of 3i AMCL 1st Mutual Fund, may be bought and surrendered / repurchased through 3i Asset Management Company Limited and authorized selling agents appointed by 3i Asset Management Company Limited from time to time.
- ii. Application may be made by an individual (both resident and non-resident), a corporation or company (both local and foreign) a trust or a society (registered in or out of Bangladesh) and not by a firm, minor or person of unsound mind.
- iii. Joint application by two persons is acceptable. In such a case, registration and issuance of confirmation of Unit allocation will be in favor of principal applicant while dividend and other benefits, if any will be addressed to bank account of principal applicant mentioned in the application form/bank account mentioned in BO account. In case of the death of any of the joint holders, only the survivor shall be recognized as having any title to the Units. On death of both the joint holders, the title to the Units will bestow upon the nominee mentioned in the application form.
- iv. Minimum purchase amount for individual investors is 500 (Five Hundred) units and for institutional investors is 5000(Five Thousand) units.
- v. Application for purchase of Units should be accompanied by an account payee cheque/pay order/ bank draft in favor of "3i AMCL 1st Mutual Fund "for the total value of units.
- vi. After clearance/encashment of cheque /draft/pay order, the applicant will be issued with a confirmation of unit allocation against every purchase of units his /she/the Institutional investor applies for. If BO A/C is provided during the registration, the units will also be delivered to the unit holders BO A/C in demat form.
- vii. Partial surrender is allowed without any additional cost subject to minimum surrender quantity is 500 (Five Hundred) units for individual and 5000 (Five Thousand) units for institutions. Upon partial surrender, the unit holders will be issued with a new confirmation of unit allocation representing the balance of his/her their units holding.
- viii. The Units may be transferred by way of in heritage /gift /and/or by specific operation of the law. In case of transfer, the Fund will charge a nominal fee as decided by Asset Manager from time to time except in the case of transfer by way of inheritance.
- ix. Dividend may be delivered in cash or by way of Units under Cumulative Investment Plan (CIP) as the application given option in the application form. The unit holders may their dividend preference in future as per their need.
- X. All payments / receipts in connection with or arising out of transactions of the Units applied in Bangladeshi Taka.



CHAPTER 8: BANKER & SELLING AGENTS

8.1 Banker

The city Bank Limited has been appointed to act as the bankers of the fund by the asset manager. The public subscription money collected from investors will be remitted to act following bank account:

Account Name	3i AMCL 1 st Mutual Fund
Account Number	3103982430001
Bank Name	The City Bank Limited
Branch	Motijheel
Routing Number	225271548

8.2 Selling Agent

Initially only the Asset Management Company will sell the units of the Fund. The Asset manager in future may appoint other organization / Individual as its agent or cancel any of the agents named above subject to approval of the trustee and due intimation to the BSEC.

8.3 Forms

Specimen copies of the following forms are given in the following pages:

- i. Application Form to Purchase units (Individual)
- ii. Application Form to Purchase units (Institution)
- ii. Repurchase /Surrender Form
- iv. Transfer Form





Signature(s) and Photograph

Principal Applicant

Joint Applicant

Nominee's Photograph Attested by Principal Applicant
--

Terms and Conditions

1. The Units of 3i AMCL 1st Mutual Fund hereinafter referred to as the fund may be bought through 3i Asset Management Company Limited and authorized selling agents appointed by 3i Asset Management Company Limited from time to time. Surrendered of units is allowed only through 3i Asset Management Company Limited.
2. Application may be made by an individual (both resident and non-resident), a corporation or company (both local and foreign) a trust or a society (registered in or out of Bangladesh) and not by a firm, minor or person of unsound mind.
3. Joint application by two persons is acceptable. In such a case, registration and issuance of confirmation of Unit allocation will be in favor of principal applicant while dividend and other benefits, if any will be addressed to bank account of principal applicant mentioned in the application form/bank account mentioned in BO account. In case of the death of any of the joint holders, only the survivor shall be recognized as having any title to the Units. On death of both the joint holders, the title to the Units will bestow upon the nominee.
4. Minimum purchase amount for individual investors is 500 (Five Hundred) units and for institutional investors is 5000(Five Thousand) units.
5. Application for purchase of Units should be accompanied by an account payee cheque/pay order/ bank draft in favor of "3i AMCL 1st Mutual Fund ".
6. After clearance/encashment of cheque /draft/pay order, the applicant will be issued with a confirmation of unit allocation against every purchase of units his /she/the Institutional investor applies for. If BO A/C is provided during the registration, the units will also be delivered to the unit holders BO A/C in demat form.
7. Partial surrender is allowed without any additional cost subject to minimum surrender quantity is 500 (Five Hundred) units for individual and 5000 (Five Thousand) for institutions. Upon partial surrender, the unit holders will be issued with a new confirmation of unit allocation representing the balance of his/her their units holding.
8. The Units may be transferred by way of in heritage /gift /and/or by specific operation of the law. In case of transfer, the Fund will charge a nominal fee as decided by Asset Manager from time to time except in the case of transfer by way of inheritance.
9. Dividend may be delivered in cash or by way of Units under Cumulative Investment Plan (CIP) as the application given option in the application form.
10. All payments / receipts in connection with or arising out of transactions of the Units applied in Bangladeshi Taka.

FOR OFFICE USE ONLY

Date:

Registration No:

Sale NO.:

No. of Units:

Certificate No:

Issuing Office Sign, Seal & Stamp

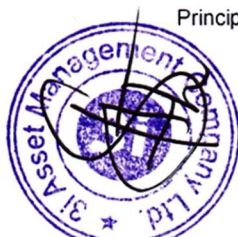
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I/We confirm that I/We have received the confirmation of unit Allocation mentioned above and also that I/We agree to abide by the terms mentioned above as may be altered, replaced and modified from time to time by 3i Asset Management Company Limited.

Applicant's Signature

Principal Applicant

Joint Applicant (If any)





Asset Manager: 3i Asset Management Company Limited

(Please read Terms and conditions on reverse carefully)

For Office use only

Registration No:

Sale No:

(Please fill up the form in BLOCK LETTERS)

I/We would like to purchase _____ units of 3i AMCL 1st Mutual Fund at a price of TK. _____ Per unit, prevailing on the sale date. I/We enclose a cheque/P.O. /D.D. No. _____ Bank _____ Branch _____ for an amount of TK _____ (In word _____) with this application.

Type of Institutions: ☐ Local Company ☐ Foreign Company ☐ Society ☐ Trust ☐ Other

Registration No: _____ TIN No: _____

Address: _____

Tel No: _____ Fax No: _____ E-mail: _____

Bank: _____ Branch: _____ Routing No. _____

[illegible][illegible]

Name of CEO/MD.: _____

Details of Authorized Person(s), if any:

SL. Name

Designation

Signature

1.

2

Mode of Operation: Jointly by

and

Singly by

Documents Enclosed:

☐ Memorandum and Article of Association☐ Extract of Board Resolution☐ Trust Deed☐ Power of Attorney in favour of Authorized person(s)☐ TIN Certificate☐ Certificate of Incorporation

Applicants' Signature

Seal & Signature of the Authorized person

Date of Application

Acknowledgement

Certified that this selling agent/bank has received a cheque/P.O./D.D. No _____ Date: _____

Bank: _____ Branch _____ for an amount of TK. _____

(In Wards _____) Only from Mr./Mrs./Ms. _____ Being the application

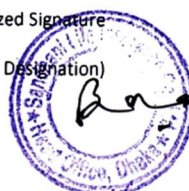
money for _____ units of 3i AMCL 1st Mutual Fund at BDT. _____ Per unit.

Selling Agent's Seal and Date

Sale No:

Authorized Signature _____

(Name & Designation)



Signature(s) and Photograph

CEO/MD

1st Authorized
Person

2nd Authorized
Person

Terms and Conditions

1. The Units of 3i AMCL 1st Mutual Fund hereinafter referred to as the fund may be bought through 3i Asset Management Company Limited and authorized selling agents appointed by 3i Asset Management Company Limited from time to time. Surrendered of units is allowed only through 3i Asset Management Company Limited.
2. Application may be made by an individual (both resident and non-resident), a corporation or company (both local and foreign) a trust or a society (registered in or out of Bangladesh) and not by a firm, minor or person of unsound mind.
3. Joint application by two persons is acceptable. In such a case, registration and issuance of confirmation of Unit allocation will be in favor of principal applicant while dividend and other benefits, if any will be addressed to bank account of principal applicant mentioned in the application form/bank account mentioned in BO account. In case of the death of any of the joint holders, only the survivor shall be recognized as having any title to the Units. On death of both the joint holders, the title to the Units will bestow upon the nominee.
4. Minimum purchase amount for individual investors is 500 (Five Hundred) units and for institutional investors is 5000(Five Thousand) units.
5. Application for purchase of Units should be accompanied by an account payee cheque/pay order/ bank draft in favor of "3i AMCL 1st Mutual Fund "for the total value of units.
6. After clearance/encashment of cheque /draft/pay order, the applicant will be issued with a confirmation of unit allocation against every purchase of units his /she/the Institutional investor applies for. If BO A/C is provided during the registration, the units will also be delivered to the unit holders BO A/C in demat form.
7. Partial surrender is allowed without any additional cost subject to minimum surrender quantity is 500 (Five Hundred) units for individual and 5000 (Five Thousand) for institutions. Upon partial surrender, the unit holders will be issued with a new confirmation of unit allocation representing the balance of his/her their units holding.
8. The Units may be transferred by way of in heritage /gift /and/or by specific operation of the law. In case of transfer, the Fund will charge a nominal fee as decided by Asset Manager from time to time except in the case of transfer by way of inheritance.
9. Dividend may be delivered in cash or by way of Units under Cumulative Investment Plan (CIP) as the application given option in the application form.
10. All payments / receipts in connection with or arising out of transactions of the Units applied in Bangladeshi Taka.
11. Application by charitable organization/Provident fund/Trust must be accompanied by the relevant document as mentioned in the application form and the power of attorney in favor of the persons signing the application should be attached.

FOR OFFICE USE ONLY

Date:

Registration No:

Sale NO.:

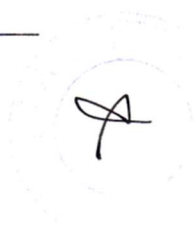
No. of Units:

Certificate No:

Issuing Office Sign, Seal & Stamp

I/We confirm that I/We have received the confirmation of unit Allocation mentioned above and also that I/We agree to abide by the terms mentioned above as may be altered, replaced and modified from time to time by 3i Asset Management Company Limited.

Applicant's Signature





Seal & Signature of the Authorized Person

Date of Application

3i AMCL 1st Mutual Fund
Asset Manager: 3i Asset Management Company Limited
REPURCHASE/SURRENDER FORM
(Please read Terms and conditions on reverse carefully)

Date: _____ / _____ / _____

To
The Managing Director & CEO
3i Asset Management Company Limited
Modhumita Cinema Building (2nd floor),
South Side, 158-160, Motijheel C/A, Dhaka-1000.

(Please fill up the form in BLOCK LETTERS)

For Office use only

Registration No:

Sale No:

Registration No: _____

I/We _____ address (if change) _____

_____ Am/ are the holder(s) of _____ units of 3i AMCL 1st Mutual Fund. I/We would like

to surrender _____ Units (in word _____)

at the repurchase price of TK. _____ Per unit as declared by the asset manager on _____ / _____ / _____

My /Our surrender request is summarized below:

SL. No.	Confirmation of Unit Allocation No	Number of Units Held	Units to be Surrendered		
			No. of Units	Repurchase Price TK. /Unit	Total surrender value

I/We attach herewith the above-mentioned condition of unit allocation(s). Please issue an account payee cheque of me/us for total surrender amount and issue a condition for balance units if any.

Signature of unit holder(s)

Witness

1. Signature :

Name :

Father's /husband's Name:

Address :

2. Signature :

Name :

Father's /husband's Name:

Address :

For Office Use Only

Date: _____ / _____ / _____

Checked and Verified by Name: _____

Signature: _____

ACKNOWLEDGEMENT

Received the confirmation of Unit Allocation for surrender/ partial surrender as mentioned below:

Registration No: _____

1. Confirmation of Unit Allocation No: _____ Quantity _____ Surrendered Quantity _____

2. Confirmation of Unit Allocation no: _____ Quantity _____ Surrendered Quantity _____

Seal and Date issuing Office

surrender No: _____

48

Authorized Signature





Name & Designation)

TERMS AND CONDITIONS

1. The Units of 3i AMCL 1st Mutual Fund hereinafter referred to as the fund may be bought through 3i Asset Management Company Limited and authorized selling agents appointed by 3i Asset Management Company Limited from time to time. Surrendered of units is allowed only through 3i Asset Management Company Limited.
2. Units may be surrendered on all workings days except last working day of the week and during the book closure period/ record date of the Fund.
3. Minimum surrender quantity is 500 (Five hundred) units for individual and 5000 (Five thousand) units for institutional holders.
4. Partial surrender is allowed without any additional cost subject to minimum surrender quantity of 500 (Five hundred) Units for individuals and 5000 (Five thousand) units for institutions. Upon partial surrender, the unit holder will be issued with a new confirmation representing the balance of his/her Unit holding.
5. Unit holder is required to attach the confirmation of Unit Allocation Letter (s) he/she/the institution wants to surrender along with this surrender form.
6. After verification of authenticity of confirmation of Unit Allocation Letter(s), account payee cheque for surrender amount will be issued in favor of unit holder within maximum of seven working days. In case of joint holding, account payee cheque will be issued in favor of principal holder.

FOR OFFICE USE ONLY

Cheque No: _____ Bank: _____ Date: ____ / ____ / ____

Amount TK.: _____ {In words}: _____

Issued in favor of: _____

For balance Units (if any) _____

Registration no: _____ Confirmation of Unit Allocation No: _____

Seal and Signature of issuing Office

Received Cheque and/ confirmation of Unit Allocation (if any) as mentioned above.

Signature of Unit Holder

Date: ____ / ____ / ____



A





3i AMCL 1st Mutual Fund
Asset Manager: 3i Asset Management Company Limited
TRANSFER FORM
(Please read Terms and conditions on reverse carefully)

Date: ____ / ____ / ____

To
The Managing Director & CEO
3i Asset Management Company Limited
Modhumita Cinema Building (2nd floor),
South Side, 158-160, Motijheel C/A, Dhaka-1000.

For Office use only
Transfer No:
Registration No:

(Please fill up the form in BLOCK LETTERS)

I/We _____ address (if change) _____
Hereinafter referred to as transferor, am/ are the holder(s) of _____ units of 3i AMCL 1st Mutual Fund. I/We would like to transfer _____ Units (in words _____ Units) to the following person/institution, hereinafter referred to as transferee:

Transferee:

Name: Mr./Mrs./Ms. _____ Father/Husband: _____

Mother: _____ Occupation: _____

Registration No. (for existing units' holder only): _____ Address: _____

Nationality: _____

Date of Birth: _____ National ID/Passport No. (if any): _____ E-mail: _____

Tel: _____ Bank: _____ Branch: _____ Routing No: _____

Bank A/C No: _____

BO A/C No: _____

Residency: ☐ Resident ☐ Non-Resident ☐ Dividend Option: ☐ Cash ☐ CIP ☐ Means of Transfer: ☐ Inheritance ☐ Gift ☐ Operation law

If Transferee is Institution:

Registration No. (if existing units' holder): _____ No. of units held (if any): _____

Name of Institution: _____ TIN No: _____

Address: _____

Type of Institution: ☐ Foreign Company ☐ Society ☐ Trust ☐ Other Tel No: _____ Fax No: _____

E-mail: _____ Bank: _____ Branch: _____ Routing No: _____

Bank A/C No: _____

BO A/C No: _____

Dividend Option: ☐ Cash ☐ CIP ☐ Means of Transfer: ☐ Inheritance ☐ Gift ☐ Operation law

Details of person(s), if any:

Sl.	Name	Designation	Signature
1.	_____	_____	_____
2.	_____	_____	_____

Mode of Operation: Jointly by _____ and _____ singly by _____

Documents Enclosed: ☐ Memorandum and Article of Association ☐ Extract of Board Resolution ☐ Certificate of Incorporation

☐ Power of Attorney in Favor of Authorized person(s) ☐ TIN certificate ☐ Trust Deed

Witness

1. Signature : _____

Name : _____

Father's /husband's Name : _____

Address : _____

2. Signature : _____

Name : _____

Father's /husband's Name : _____

Address : _____

Signature of Transferor(s)

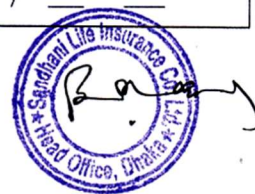
Signature of Transferee(s)

For Office Use Only

Checked and verified by Name: _____

Signature: _____

Date: ____ / ____ / ____





Initiative for intelligent investment

ACKNOWLEDGEMENT

Certified that this selling agent/3i Asset Management Company Limited has received a request for transforming _____ Units of 3i AMCL 1st Mutual Fund from _____ to _____.

Seal and Date issuing Office

Transfer No: _____

Authorized Signature
(Name & Designation)

TERMS AND CONDITIONS

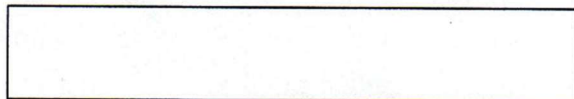
1. The Units may be transferred by way of inheritance/gift and /or specific of the law. In case of transfer, the fund will charge a nominal fee as decided by 3i Asset Management Company Limited from time to time except in the case of transfer by way of inheritance.
2. Transfer of Units is allowed through the Asset Manager.
3. The Units will be transferred on all working days except the last working day of the week and during the book closing period/record date of the fund.
4. The total number of Units held by a single certificate is required to be transferred at a time.
5. The confirmation of Unit Allocation(s) of the transferor is/are required to be attached with the transfer Form.
6. The Unit certificate(s), the unit holder(s) intend to transfer is/are required to be attached with the transfer form.
7. After verification of authenticity of the transferor's confirmation of Unit allocation (s) as well as the information provided in the transfer Form, the asset Manager will deliver the new confirmation of Unit Allocation in the name of Transferee within a period of seven working days.
8. The condition applicable for initial confirmation of Unit Allocation will apply even after transfer of Units in the name of Transferee.

FOR OFFICE USE ONLY

Transferee Registration No: _____ Transfer No: _____ Date: ____ / ____ / ____

Confirmation of Unit Allocation No: _____ No of Units: _____ Certificate No: _____

Seal and Signature of issuing Office



I/We, the said transferee, have received the above-mentioned Confirmation of Unit Allocation and do hereby agree to accept and take the said confirmation of Unit Allocation on the same terms and conditions on which they were held by the said transferor.

Signature of Transferee

Date: ____ / ____ / ____



51

