

রেজিস্টার্ড নং ডি এ-১

বাংলাদেশ



গেজেট

অতিরিক্ত সংখ্যা
কর্তৃপক্ষ কর্তৃক প্রকাশিত

রবিবার, এপ্রিল ২১, ২০১৯

[বেসরকারি ব্যক্তি এবং কর্পোরেশন কর্তৃক অর্থের বিনিময়ে জারীকৃত বিজ্ঞাপন ও নোটিশসমূহ]

**DHAKA STOCK EXCHANGE (LISTING OF SMALL CAPITAL
COMPANIES) REGULATIONS, 2019**

NOTIFICATION

Dated: the 1st April 2019

In exercise of the powers conferred by section 34 of the Securities and Exchange Ordinance, 1969 (Ordinance No. XVII of 1969), read with section 23 of the এক্সচেঞ্জস ডিমিউচ্যুয়লাইজেশন আইন, ২০১৩ (২০১৩ সনের ১৫নং আইন), Dhaka Stock Exchange Limited makes, with prior approval of the Bangladesh Securities and Exchange Commission, vide letter no. SEC/ SRMIC/94-231/762, dated the 1st April 2019, the following regulations, namely:

I. PRELIMINARY

1. Short Title and Application:

- (1) These Regulations shall be called the Dhaka Stock Exchange (Listing of Small Capital Companies) Regulations, 2019;
- (2) These Regulations shall have immediate effect;
- (3) These Regulations shall apply to Small Capital Companies applying for listing and those listed with the Small Capital Platform of the Exchange.

(১৪৭৯১)

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2. Definitions:

- (1) In the Regulations, unless there is anything repugnant in the subject or context:
- (a) “Act” means the বাংলাদেশ সিকিউরিটিজ অ্যান্ড এক্সচেঞ্জ কমিশন আইন, ১৯৯৩ (১৯৯৩ সনের ১৫ নং আইন);
 - (b) “Commission” means the Bangladesh Securities and Exchange Commission;
 - (c) “Company” shall include any public limited company or body corporate or any entity applying for listing of its securities or those are already listed with the Exchange;
 - (d) “Company Secretary” means secretary of the company;
 - (e) “Compliance Officer” means any person appointed by a company, securities of which are listed with the Small Capital Platform, as compliance officer;
 - (f) “Direct Listing of Securities in relation to small capital platform” means listing of unlisted securities through offloading its existing securities without issuing any further securities through qualified investor offer;
 - (g) “Equity Securities” means the securities as defined under section 2(d) of the Securities and Exchange Ordinance, 1969 (Ordinance No. XVII of 1969);
 - (h) “Exchange” means the Dhaka Stock Exchange Limited;
 - (i) “Listed Company in relation to Small Capital Platform” means a company or a body corporate or any entity whose securities are listed with the Small Capital Platform in accordance with these Regulations;
 - (j) “Listed Securities in relation to Small Capital Platform” means securities approved by the Commission under the Bangladesh Securities and Exchange Commission (Qualified Investor Offer by Small Capital Companies) Rules, 2018, listed with the Small Capital Platform under these Regulations;
 - (k) “Main Board” means the board where securities are listed under Dhaka Stock Exchange(Listing) Regulations, 2015;

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- (l) “Material Change/Information” means those changes/information, relating to decision, occasion, circumstances, situation, conditions, events, financials or otherwise, any other changes in the affairs of the issuer or its directors/sponsors or its Chief Executive Officer/ Managing Director/Company Secretary/Chief Financial Officer/ Compliance Officer that can have impact on investment decision of the holders of the securities or potential investors or otherwise users of such material information/changes;
- (m) “Ordinance” means the Securities and Exchange Ordinance, 1969 (Ordinance No. XVII of 1969);
- (n) “Prescribed” means prescribed by these Regulations or under authority hereof;
- (o) “Qualified Investor Offer” means offer of securities as defined under Bangladesh Securities and Exchange Commission (Qualified Investor Offer by Small Capital Companies) Rules, 2018;
- (p) “Qualified Investor Offer Document” means any document prepared/published in accordance with the Bangladesh Securities and Exchange Commission (Qualified Investor Offer by Small Capital Companies) Rules, 2018 for the purpose of communicating to the qualified investor of an issuer’s plan to offer for sale of its securities;
- (q) “Securities” means instruments defined in Section 2 (l) of the Securities and Exchange Ordinance, 1969 (Ordinance No. XVII of 1969) approved by the Commission;
- (r) “Small Capital Company” means the company as defined under the Bangladesh Securities and Exchange Commission (Qualified Investor Offer by Small Capital Companies) Rules, 2018;
- (s) “Small Capital Platform” means the separate platform as defined under the Bangladesh Securities and Exchange Commission (Qualified Investor Offer by Small Capital Companies) Rules, 2018;
- (t) “Sponsor” means any person or institution who subscribes to the initial capital of a company;
- (u) “Trustee” means any trustee for any debt instruments registered by the Commission; and
- (v) “Trustee Board” means Board of Trustee of any trustee for any debt instruments.

- (2) Words and expressions used herein and not defined, but defined in the Securities and Exchange Ordinance, 1969 (XVII of 1969), ব্যাংক কোম্পানী আইন, ১৯৯১ (১৯৯১ সনের ১৪ নং আইন), বাংলাদেশ সিকিউরিটিজ অ্যান্ড এক্সচেঞ্জ কমিশন আইন, ১৯৯৩ (১৯৯৩ সালের ১৫ নং আইন), আর্থিক প্রতিষ্ঠান আইন, ১৯৯৩ (১৯৯৩ সনের ২৭ নম্বর আইন), কোম্পানী আইন, ১৯৯৪ (১৯৯৪ সনের ১৮ নম্বর আইন), ডিপজিটরি আইন, ১৯৯৯ (১৯৯৯ সনের ৬ নম্বর আইন), বীমা আইন, ২০১০ (২০১০ সনের ১৩ নম্বর আইন), ফাইন্যান্সিয়াল রিপোর্টিং আইন, ২০১৫ (২০১৫ সনের ১৬ নম্বর আইন) or এক্সচেঞ্জের ডিমিউচ্যালাইজেশন আইন, ২০১৩ (২০১৩ সনের ১৫ নং আইন) shall have the same meanings respectively assigned to them in the said Acts and the Ordinance, and the Rules and Regulations made thereunder.

II. LISTING OF SECURITIES

3. Recommendation on Qualified Investor Offer Documents:

- (1) The Exchange shall submit its primary recommendation to the Commission along with checklist within 20 (twenty) working days of receipt of qualified investor offer documents and information after due examination of the same in line with the provisions of the Bangladesh Securities and Exchange Commission (Qualified Investor Offer by Small Capital Companies) Rules, 2018 or any other rules, regulations and notifications made for qualified investor offer purpose from time to time;
- (2) The Exchange may require the issuer or its directors, officers, issue manager(s), auditors, valuer(s), with intimation to the Commission, to submit additional disclosure, information, documents, certification and clarification, as the case may be, to produce or to disclose in the draft prospectus, red-herring prospectus or information memorandum, within 10 (ten) working days of such requirement; and
- (3) The Exchange shall submit its final recommendation along with a declaration as prescribed (Annexure-1 under Schedule-A) to the Commission on the issue within 60 (sixty) days of receipt of application of qualified investor offer.

4. Application for Listing in the Small Capital Platform:

- (1) The application for listing shall be made by the Small Capital Company or the issuer or on behalf of the securities in the prescribed form and will be accompanied by the fees specified in the Regulations;

- (2) The Exchange may require additional evidence, declarations, affirmations and information as well as other forms to be filled up which are reasonable and relevant to the application for listing, and all such requisitions shall be deemed to be prescribed requisitions for the purpose of a proper application for consideration by the Exchange for listing in the Small Capital Platform;
- (3) If the additional information referred to in sub-regulation (2) is not submitted, the Exchange may defer consideration or decline to consider it in which case such application will stand disposed of as refused. However, the applicant may move a fresh application after six months of such refusal unless the Exchange otherwise decides;
- (4) An applicant applying for listing of securities in the Small Capital Platform shall furnish full and authentic information in respect thereof and such other particulars reasonable and relevant to the application for listing, as the Exchange may require from time to time.

5. Approval of Listing in the Small Capital Platform:

- (1) No dealings/trading in securities shall be allowed on the trading system of the Exchange, unless the securities have been listed and permission for such dealing has been granted in accordance with these Regulations;
- (2) The permission under sub-regulation (1) may be granted upon an application being made by the issuer of the securities in the manner prescribed in these Regulations and the Exchange shall grant such permission;
- (3) The Exchange shall complete the listing procedures within a maximum period of 30 (thirty) working days from the date of closure of subscription list.

6. Information and Documents for Listing of Securities in the Small Capital Platform:

The following information and documents duly attested by the competent authority of the issuer and the issue manager shall be submitted to the Exchange at the time of application for listing:

(1) Listing of Equity Securities:

The issuer of equity securities shall submit the following documents and information for listing of equity securities:

Provided that the documents and information already submitted to the Exchange at the time of application for qualified investor offer in accordance with the Bangladesh Securities and Exchange Commission (Qualified Investor Offer by Small Capital Companies) Rules, 2018 are not required to submit hereunder again:

- (i) Application for listing as prescribed (Annexure-2 under Schedule-A);
- (ii) Copy of the Memorandum & Articles of Association certified by Registrar of Joint Stock Companies and Firms;
- (iii) Copy of the certificate of incorporation certified by Registrar of Joint Stock Companies and Firms;
- (iv) Copy of the certificate of commencement of business certified by Registrar of Joint Stock Companies and Firms;
- (v) Copy of the feasibility report, in case of a new project;
- (vi) Copy of the certificate of registration of the industrial units issued by the Board of Investment or any other competent authority;
- (vii) Copies of all material contracts and agreements entered into or exchanged with any party, machinery suppliers and any other financial institutions;
- (viii) Copies of import documents for import of capital machinery or capital goods;
- (ix) Copies of consent letters issued by the Commission for raising of capital;
- (x) Names of directors along with directorship of other companies listed on the Exchange;
- (xi) Final prospectus approved by the Commission;
- (xii) Auditors' Certificate for the amount subscribed by the promoters/directors/ subsidiaries/associates;
- (xiii) Copies of the agreements in relation to issue of securities for consideration other than cash, if any;
- (xiv) Copy (ies) of underwriting agreement(s) along with underwriters' declaration on capital adequacy;

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- (xv) Audited financial statements for immediate preceding 5 (five) years or such shorter period during which the issuer was in commercial operation;
 - (xvi) Statement showing the cost of project and means of finance thereof;
 - (xvii) Copies of the approval of tax-holiday under the Income Tax Ordinance, 1984 (Ordinance No. XXXVI of 1984), if any;
 - (xviii) Form for submission of undertaking and payment of fees as prescribed (Annexure-3 under Schedule-A);
 - (xix) Return of allotment of shares duly certified by Registrar of Joint Stock Companies & Firms confirming issuance of shares prior to listing;
 - (xx) Status of income tax, VAT, other taxes and duties of the issuer; and
 - (xxi) Any other documents/material contracts and such other particulars as may be required by the Exchange and/or by the Commission from time to time.

(2) Listing of Debt Securities:

The following documents and particulars duly certified by the Managing Director or Chief Executive Officer or authorized person(s) of the issuer of debt securities shall be submitted to the Exchange at the time of application for listing or any time on demand by the Exchange:

Provided that the documents and information already submitted to the Exchange at the time of application for qualified investor offer in accordance with the Bangladesh Securities and Exchange Commission (Qualified Investor Offer by Small Capital Companies) Rules, 2018 or the Bangladesh Securities and Exchange Commission (Private Placement of Debt Securities) Rules, 2012 are not required to submit hereunder again:

- (i) Application for listing as prescribed (Annexure-4 under Schedule-A);
- (ii) Memorandum & Articles of Association of the issuer or such other documents;
- (iii) Copy of the certificate of incorporation of the issuer or such other documents;
- (iv) Copy of the certificate of commencement of business of the issuer or such other documents;

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- (v) Copies of relevant approval of concerned Ministry/Government Authority/Statutory Body/Bangladesh Bank/ Local Authority, if required;
 - (vi) Copy of the feasibility report, in case of funding a new project;
 - (vii) Copy of resolution of Board of Directors'/competent authority of the issuer authorizing the listing application;
 - (viii) List and information of all material contracts and agreements entered into or exchanged with any party or any other financial institutions;
 - (ix) A declaration by the issuer confirming that the issuer has complied with the relevant requirements of কোম্পানী আইন, ১৯৯৪ (১৯৯৪ সনের ১৮ নং আইন), provisions of other regulatory authority and the securities laws for the investor offer;
 - (x) Names of directors of the issuer/company along with directorship of other issuers/companies listed with the Exchange;
 - (xi) Name of trustee and names & particulars of the members of Board of Trustee;
 - (xii) Copy of consent/approval letter for the sale of securities from the Commission;
 - (xiii) Final prospectus/offer document approved by the Commission;
 - (xiv) Copy of underwriting agreements along with declaration of capital adequacy;
 - (xv) Audited financial statements for the last 5 (five) years or such shorter period during which the issuer was in operation;
 - (xvi) Statement showing the cost of project and means of finance thereof;
 - (xvii) Copies of the permission/consent/no objection certificate from the creditors or bankers or financial institutions for a second or pari passu charge being created in favor of the trustees to the proposed issue;
 - (xviii) Form for submission of undertakings and payment of fees as prescribed (Annexure-3 under Schedule-A);
 - (xix) Copies of the certificates of filing tax return of the current year by the issuer;

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- (xx) A copy of trust deed vetted by/registered with the Commission and guarantee agreements, if applicable;
 - (xxi) History of servicing behavior on existing debt securities, payment of due interest on due dates on term loans and/or debt securities, if any;
 - (xxii) Projected cash budget/cash flow statement for the period of entire maturity of the debt security duly certified by auditors/credit rating company;
 - (xxiii) Copies of all documents of mortgaged/lien property of the issuer;
 - (xxiv) Information about the pledged securities of directors of the issuer; and
 - (xxv) Any other documents/material contract and such other particulars as may be required by the Exchange and/or by the Commission from time to time.

III. UNDERTAKINGS

7. Undertakings:

- (1) No listing of securities in the Small Capital Platform shall be permitted unless the Managing Director/Chief Executive Officer (CEO)/authorized person(s) on behalf of the issuer of securities has provided an undertaking under a common seal and signature to abide by these Regulations;
- (2) The Managing Director/CEO/authorized person(s) of the issuer on behalf of the issuer shall further undertake:
 - (i) that the securities shall be quoted or listed in the small capital platform at the discretion of the Exchange;
 - (ii) that the Exchange shall not be bound by the request of the issuer of listed securities to remove its securities from the trading system of small capital platform of the Exchange;
 - (iii) that the Exchange shall be authorized and has the right, at any time and without serving notice if it be deemed proper for reasons to be recorded in writing, to suspend any securities from the trading system of small capital platform of the Exchange for any reason which the Exchange considers sufficient in public interest as determined by the Exchange in a well-defined way;

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- (iv) that listed securities may be de-listed by the Exchange in the event of non-compliance and/or breach of undertaking given under these Regulations;
 - (v) that all the securities of the same class listed on the small capital platform shall be identical and shall have equal rights and privileges;
 - (vi) that issuer of listed securities shall maintain its financial statements in accordance with the provisions of International Financial Reporting Standards (IFRS) or International Accounting Standards (IAS) (as applicable for small and medium sized entities) and audited the same as per International Standards on Auditing (ISA) as well as the Companies Act, 1994 and other applicable legal requirements;
 - (vii) that the Exchange may require any information or document of the issuer of listed securities or any of its subsidiaries or its associates at any time in writing, if it deems necessary for the public interest; and
 - (viii) In case of aforesaid undertakings are not applicable for specific types of securities, the Exchange may require appropriate forms of undertakings as applicable.
- (3) In addition to the undertakings provided under sub-regulation (2), the issuer of listed securities shall comply with the following requirements:
- (i) The issuer shall publish the purpose and status of utilization of raising of capital through qualified investor offer/repeat qualified investor offer/Rights Issue in the Directors' Report until full utilization of the fund raised; and
 - (ii) The Issuer shall submit report on utilization of qualified investor offer/repeat qualified investor offer/ Rights Issue to the Commission and the Exchange in the manner as specified by the Commission, till full utilization of the fund raised.

IV. DIRECT LISTING

8. Direct Listing of Securities: Regulations of this chapter (Regulations 8 to 13) shall be applicable for direct listing of securities of small capital companies in the small capital platform.

9. Requirements Concerning Capital and Operation: The concerned applicant-

- (i) shall have minimum paid up capital of Taka 50 (fifty) million;
- (ii) shall have no accumulated loss;
- (iii) shall be in commercial operation for at least immediate last 5 (five) years;
- (iv) shall have profit in 3 (three) years out of the immediate last 5 (five) completed accounting/financial years with steady growth pattern;
- (v) is regular in holding of annual general meeting (AGM);
- (vi) has not raised capital (excluding bonus issue) within preceding 2 (two) years;
- (vii) has not issued the same class of securities in any manner other than bonus issue within the preceding 2 (two) years of submitting application of listing;
- (viii) shall have positive net current assets (Current Assets less Current Liabilities) at the end of immediate preceding 3 (three) accounting/financial years;
- (ix) shall have net positive cash flows from its operating activities for immediate preceding 3 (three) accounting/financial years;
- (x) any of its sponsors/directors is not a bank defaulter;
- (xi) has prepared its financial statements in accordance with the requirements of the provisions of International Financial Reporting Standards (IFRS) or International Accounting Standards (IAS) (as applicable for small and medium sized entities) and audited the same as per International Standards on Auditing (ISA) as well as the Companies Act, 1994 and other applicable legal requirements.

10. Direct Listing Procedures:

- (1) The company shall make application (Annexure-5 under Schedule-A) to the Exchange along with the copies of documents mentioned under sub-regulation (2) with an application fee of Taka 25,000.00 (twenty-five thousand) only. The Company shall simultaneously furnish copies of application and documents to the Commission.
- (2) The company shall, among others, submit the copies of following documents duly attested by the Managing Director/Chief Executive Officer/authorized person:
 - (i) Memorandum of Association and Articles of Association certified by Registrar of Joint Stock Companies and Firms;
 - (ii) A brief profile of the company, including brief particulars of existing sponsor directors of the company;
 - (iii) Certificate of incorporation and certificate of commencement of business certified by Registrar of Joint Stock Companies and Firms;
 - (iv) Audited financial statements for the last 5 (five) years;
 - (v) Members/shareholders list together with their shareholding position;
 - (vi) Return of allotment of shares certified by the Registrar of Joint Stock Companies and Firms;
 - (vii) Existing material agreements, including deed of mortgage, if any;
 - (viii) Status of loan, including information concerning loan default, if any, of the company;
 - (ix) VAT Registration and Taxpayer's Identification Numbers;
 - (x) Due diligence certificate from the directors as per format prescribed by the Exchange (Annexure-6 under Schedule-A);
 - (xi) No objection certificate from the primary regulator, lending bank(s)/financial institutions of the company, where applicable;
 - (xii) Form for submission of undertaking and payment of fees as prescribed (Annexure-3 under Schedule-A);

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- (xiii) Relevant resolution(s) of the shareholders in the general meeting of the company and the Board of Directors' resolution, if so authorized, for the purpose of listing with the Exchange;
 - (xiv) Information document as per format prescribed by the Exchange (Annexure-7 under Schedule-A);
 - (xv) Individual unconditional undertaking (on non-judicial stamp paper) by the sponsor/director (Annexure-8 of Schedule-A);
 - (xvi) The shareholders resolution in respect of disposal of Shares.
- (3) Upon receipt of the application, the Exchange shall examine and inform the issuer within 15 (fifteen) working days from the receipt of the application, with a copy to the Commission, to remove the deficiencies, if any, within 30 (thirty) working days from the date of receipt from the Exchange;
- (4) The Exchange shall list the shares, within 15 (fifteen) working days of fulfilment of all requirements by the issuer, following the procedures as mentioned in this regulation, under intimation to the Commission;
- (5) In case of failure to fulfil the requirements by the applicant, the Exchange shall reject the application for listing showing reasons thereof, under intimation to the Commission, within 45 (forty-five) working days from the date of application;
- (6) All communication subsequent to the listing application shall be intimated to the Commission by the issuer and the Exchange.
- 11. Publication of Information Document or Qualified Investor Offer Document:** The issuer shall publish/post an information document or a qualified investor offer document, as the case may be, to be prepared as per requirements of these Regulations duly signed on each page by its Chief Executive Officer or Managing Director, Chief Financial Officer, Company Secretary and Issue Manager on the web site of the Commission, the Exchange and the issuer minimum 5 (five) working days before commencement of trading upon listing by the Exchange. The Chairman, Directors and the Chief Executive Officer or Managing Director of the issuer shall sign a declaration as prescribed (Annexure-9 under Schedule-A). The Chief Executive Officer or Managing Director of the Issue Manager shall also sign a declaration as prescribed (Annexure-10 under Schedule-A).

12. Disposal of Share:

- (1) Existing shareholders of the small capital company shall sell their share through the Exchange upon listing;
- (2) No sponsors or directors of the company shall, subject to compliance of other provisions in respect of shareholding, sell more than 50% of his existing shareholdings until the company holds the annual general meeting after completion of one full accounting year of the company upon listing with the Exchange:

Provided that the sponsors or directors shall, subject to compliance of other provisions in respect of shareholding, offer for sell at least 25 (twenty-five) percent of the shareholdings in the company within 30 (thirty) trading days from the date of commencing the normal trading, i.e. after the price of the listed share is discovered in the following process:

- (i) Trading of respective shares shall be held in spot market up to 12:00 noon for first two market days;
- (ii) First 30 (thirty) minutes of first trading day shall be considered as price building period and thereafter, from 31st (thirty first) minute designated selling broker shall place sell offer at touchline price/best available market price;
- (iii) Trading shall remain closed in the third day to allow the market to distribute the shares in the first two days of trading;
- (iv) No investor shall be allowed to sell shares in the first two trading days;
- (v) Normal settlement system (T+2) shall be applicable from the 4th (fourth) trading day;

13. Others:

- (1) The sponsors or directors shall be restricted from buying shares for 1 (one) year from the date of direct listing;
- (2) The selling broker of the sponsors or directors shall report to the Exchange the total number of shares sold every day along with the cumulative quantity of shares sold and the quantity of unsold shares until completion of sale of the said targeted 25 (twenty-five) percent shareholdings;
- (3) After completion of targeted sales, the selling broker shall submit a detailed report to the Exchange within 3 (three) working days;
- (4) Provisions of trading and settlement of transactions of the Exchange shall be applicable in respect of the securities listed under these Regulations subject to provision of regulation 12(2) above.

V. POST LISTING CONTINUOUS COMPLIANCES

14. Preparation of Financial Statements

The issuer of listed securities shall prepare financial statements in accordance with the provisions of International Financial Reporting Standards (IFRS) or International Accounting Standards (IAS) (as applicable for small and medium sized entities), unless otherwise any specifications specified in the referred Rules related to Issue or Issuer of securities of small capital companies.

15. Auditing of Financial Statements:

- (1) The issuer of listed securities shall get its financial statements audited by any firm of chartered accountants which is in the panel of the Commission;
- (2) The issuer of listed securities shall not appoint any firm of chartered accountants as its statutory auditors for a consecutive period exceeding 3 (three) years;
- (3) The auditor/audit firm shall not also be eligible for performing the auditing of financial statements of the issuer of listed securities for a consecutive period exceeding 3 (three) years;
- (4) The chartered accountant/auditor/partner of an audit firm shall make the audit report in accordance with the International Standards on Auditing applicable in Bangladesh ensuring the provisions of the কোম্পানী আইন, ১৯৯৪ (১৯৯৪ সনের ১৮ নং আইন), securities laws and other relevant laws;
- (5) The chartered accountant/auditor/partner of the audit firm shall have to follow/ensure the compliance with the provisions/ professionalisms/ practices/ethics of International Standards on Auditing (ISA) applicable in Bangladesh.

16. Submission of Annual Financial Statements and Other Reports:

- (1) Annual financial statements of a listed securities shall be audited within 120 (one hundred and twenty) days from the date on which the issuer's financial year ends and a copy of such audited financial statements shall be submitted to the Commission and the Stock Exchange within 14 (fourteen) days thereof;
- (2) In the event of delay in submission of annual audited financial statements, the issuer of listed securities shall pay penalty of Taka 1000.00 (one thousand) per day to the Exchange.

17. Adoption of Annual Audited Financial Statements:

- (1) The issuer of listed securities shall notify the Exchange and the Commission in advance the date and time of its board of directors' meeting specially called for consideration/adoption of its annual audited financial statements and for declaration of any entitlement for the shareholders before 7 (seven) working days of holding such meeting;
- (2) The Board of Directors of the issuer of listed securities, while considering/adopting annual audited financial statements shall, in the same Board of Directors' meeting, declare the Net Asset Value (NAV) per share, Earning Per Share (EPS) and Net Operating Cash Flow Per Share (NOCFPS) and also fix the date of the relevant annual general meeting and take specific decisions with regard to (a) recommending or not recommending dividend for the shareholders on the basis of said financial statements; and (b) the shareholders who shall be entitled to such dividend, if recommended:

Provided that the decision about recommending or not recommending dividend and entitlement for such dividend, if recommended, cannot be changed prior to holding of the annual general meeting:

Provided further that no dividend shall be paid other than out of profits of the year or any other undistributed profits:

Provided further that the issuer shall, among others, disclose comparative net asset value (NAV) per share, earnings per share (EPS) and net operating cash flow per share (NOCFPS) in respect of the previous year for such NAV per share, EPS and NOCFPS as declared for the current year's financial statements.

18. Authentication of Financial Statements:

- (1) Any un-audited financial statements of the issuer of listed securities shall be authenticated on behalf of the Board of Directors signed by the Chief Executive Officer/Managing Director, at least two Directors including Chairman, Chief Financial Officer/Head of Finance & Accounts and the Company Secretary until and unless otherwise required by applicable primary regulators;
- (2) Any audited financial statements of the issuer of listed securities shall be authenticated as per the provisions of the কোম্পানী আইন, ১৯৯৪ (১৯৯৪ সনের ১৮ নং আইন), and requirement of the Commission as well as requirement of primary regulator of the issuer, if any.

19. Posting of Financial Statements in the Website:

The issuer of listed securities shall make available the detailed financial statements in its website as well as to make available the same in the website of the Exchange through link arrangement.

20. Submission of Annual Report:

- (1) The issuer of listed securities shall furnish copy (hard or soft) of annual report, [together with all relevant annual audited financial statements, and Directors' Report, etc.] to the shareholders at least 14 (fourteen) days before the general meeting of the shareholders of the issuer at which the report is to be laid before them and shall simultaneously furnish copy (hard or soft) of such report to the Exchange and to the Commission;
- (2) In the event of delay in submission of annual report, the issuer of listed securities shall pay penalty of Taka 300.00 (three hundred) per day to the Exchange.

21. Fixation of Record Date:

Any intention to fix a record date and the reason thereof shall be notified to the Exchange with a minimum required notice period. The required notice period shall be at least 14 (fourteen) market days but not exceeding 30 (thirty) market days from the date of the concerned Board Directors' meeting under any circumstances:

Provided that record date shall be a market day of the Exchange:

Provided further that the record date shall not be changed in any circumstances:

Provided further that if the record date falls in any public holiday, the first market/trading day subsequent to such holiday shall be the record date.

22. Annual General Meeting:

- (1) Annual general meeting (AGM) shall be held by the issuer of listed equity securities within 45 (forty-five) working days from the record date;
- (2) The issuer of listed equity securities shall hold their annual general meeting in each year of the Gregorian Calendar and the issuer shall hold discussions in its annual general meeting strictly in conformity with the provisions of the কোম্পানী আইন, ১৯৯৪ (১৯৯৪ সনের ১৮ নং আইন):

Provided that no benefit in cash or kind, other than in the form of cash dividend or stock dividend, shall be paid to the holders of equity securities.

23. Notice of General Meeting:

The company shall send all notices of Annual General Meeting (AGM)/ Extraordinary General Meeting (EGM) to the Exchange and simultaneously to the shareholders at least 14 (fourteen) days prior to AGM and 21 (twenty-one) days prior to EGM. Any resolutions taken therein shall be sent to the Exchange within half an hour if such resolutions contain any price sensitive information.

24. Submission of Audio Visual Recording:

The issuer of listed equity securities shall make continuous and uninterrupted audio visual recording of the entire proceedings of its general meeting (AGM/EGM) and shall furnish a copy of the same in unedited form within the shortest possible time but not later than 3(three) working days from the date of holding of the said general meeting (AGM/EGM) to the Exchange and to the Commission.

25. Attendance, Minutes and Filings:

The issuer shall furnish copies of attendance of shareholders and minutes of its general meeting (AGM/EGM) to the Exchange and to the Commission within 10 (ten) working days of holding of such general meeting.

26. Payment of Dividend:

(1) The issuer of listed securities shall, within 22 (twenty-two) working days of declaration or approval, as the case may be, based on the written option collected from the securities holder concerned, pay off the dividend, -

(a) through transfer of cash dividend to the bank of the securities holder for depositing into the securities holder's account:

Provided that, the securities holder will bear the applicable service charge, if any, of the securities holder's banker, and also that the issuer shall simultaneously inform the securities holder containing, among others, the amount of tax deducted at source, if any, the date and amount remitted with details of the bank through and to which bank such remittance has been effected; or through issuance of cash dividend warrant in the name and address of the securities holder concerned as provided in the beneficial owner's (BO) account set up in case of dematerialized securities;

(b) through transfer of stock dividend into the beneficial owner's (BO) account of the shareholder in case of dematerialized share.

- (2) An issuer of listed securities, which makes a default in complying with the provision of sub-regulation (1), respective director/officer shall be jointly and severally liable to pay to the Exchange a penalty of Taka 3,000.00(three thousand) only for every day during the default continues:

Provided that the Exchange shall notify the fact of such default and the name of defaulting issuer by notice or through online news of the Exchange:

Provided further that any action under this sub regulation (2) shall be without prejudice to the action or steps taken by any other person or authority.

27. Dividend Compliance Report:

The issuer of listed securities shall submit a compliance report to the Exchange and to the Commission in the format prescribed by the Commission in respect of dividend payment within 7 (seven) working days.

28. Dividend Excluding Sponsors and/or Directors:

(1) If the board of directors of the issuer recommends dividend for the securities holders, excluding the sponsors and/or directors, the board of directors, in its same meeting, shall also declare, as price sensitive information, the quantity of securities held by the said sponsors and/or directors who will not be entitled to such recommended dividend and the amount payable to the general securities holders as dividend;

(2) The said sponsors and/or directors who will not be entitled to the recommended dividend, as mentioned at sub-regulation (1) above, shall be barred from disposing off their securities through the Exchange during the period from the date of holding concerned board of directors' meeting to the date of holding of concerned general meeting.

29. Pending Annual General Meeting (AGM):

In case of any litigation with regard to the pending AGM(s), the issuer of listed equity securities shall not declare any dividend or rights offer until the matter is resolved by the competent Court.

30. Disclosure of Price Sensitive Information:

The issuer of listed securities shall make full disclosure of all decisions, may mean price sensitive information, as defined in the সিকিউরিটিজ ও এক্সচেঞ্জ কমিশন (সুবিধাভোগী ব্যবসা নিষিদ্ধকরণ) বিধিমালা, ১৯৯৫ or any other rules or regulations:

Provided that the issuer of listed securities shall make written report (signed by Chairman or Managing Director/ Chief Executive Officer or Company Secretary) of its price sensitive information within 30 (thirty) minutes of the decision on such information to the Exchange and the Commission by fax, through electronic communication and by special messenger or by courier service as the case may be:

Provided further that the board of directors of the issuer of listed securities shall hold the board of directors' meeting involving price sensitive decision either after the trading hour or on a holiday.

31. Declaration of Sponsors or Directors for Buying and Selling of Securities:

- (1) Every sponsor or director of an issuer of listed securities shall simultaneously submit a written report to the Exchange and to the Commission about his intention to buy or sell or otherwise dispose of the securities of the issuer held by him in that issuer in the prescribed format (Annexure-1 under Schedule-B) along with his declaration. The Exchange shall disseminate such declaration of sponsors or directors through the trading system of small capital platform of the Exchange;
- (2) Every placement holder of an issuer of listed securities shall simultaneously submit a written report to the Exchange and to the Commission about his intention to sell or otherwise dispose of the securities held by him in that issuer in the prescribed format (Annexure-2 under Schedule-B) along with his declaration.

32. Submission of Statement of Half Yearly Shareholding Position and Free Float Reporting:

- (1) The issuer of listed equity securities shall submit the statement of shareholding position (shareholding of Sponsor/Director and shareholders who hold 10% or more) in the prescribed format (Annexure-3 under Schedule-B) on half yearly basis within tenth day of the next month of the reporting period of English Calendar to the Exchange and to the Commission;
- (2) The issuer of listed securities shall submit the statement of shareholding position and free-float reporting showing the shareholding position of, among others, each sponsor/director, foreigner, institution and shareholder who hold 5% or more in the prescribed format [Annexure-4 (shareholding) under Schedule-B and Annexure-5 (Free-float) under Schedule-B] on half yearly basis within tenth day of the next month of the reporting period of English Calendar to the Exchange and to the Commission.

33. Reporting on Financial Statements and other Reports of Listed Securities:

- (1) The Exchange shall review the financial statements and the annual reports of the listed securities within 30 (thirty) days of receiving such financial statements and reports;
- (2) Without prejudice to the provisions of sub-regulation (1), every issuer of listed securities and its directors, officers, auditors or authorized persons thereof shall furnish such documents, information, clarification or explanation relating to its financial statements and annual report as the Exchange may require with intimation to the Commission, at any time, by request in writing:

Provided that the issuer of listed securities and its directors, officers, auditors or authorized persons shall be allowed at least 7(seven) days' time for furnishing such documents, information, clarification or explanation to the Exchange.

- (3) The Exchange shall submit a report on quarter basis to the Commission within the 10 (tenth) day of the end of the quarter incorporating its findings or recommendations on anomalies/non-compliances that observed from the financial statements and annual reports of listed companies:

Provided that the Exchange shall make such report/finding/recommendation after due consideration of the issuer's and its directors, officers, auditors' or authorized person's information, documents, clarification or explanation on such anomalies or non-compliances.

34. Material Change/Information: Every issuer of listed securities shall notify the Exchange and the Commission within such time determined by the Exchange about any material change/information as defined under regulation 2(1)(l) of these Regulations.

35. Face/Par Value of Equity Securities: Unless otherwise prescribed by the Commission, face/par value of any equity securities listed or to be listed with the small capital platform shall be Taka 10.00 (ten) only.

36. Categorization of Securities: No issuer of listed securities shall create any category/classification whatsoever on fully paid securities. All securities listed with the small capital platform shall be freely transferable unless any charge or lien is created with the consent of the owner of securities, or locked in under any applicable laws. No issuer of the securities shall have the authority to impose any restriction on transferability on its fully paid up securities.

- 37. e-Filing of Information/Documents, etc.:** The information/documents, etc. are required to submit/file under these Regulations shall be filed in prescribed electronic format to the Commission and to the Exchange as and when required by the Commission or the Exchange.

VI. LISTING AND ANNUAL FEES, ETC.

38. Listing and Annual Fees, Etc.:

- (1) An issuer of listed securities shall pay to the Exchange an initial listing fee at the following rates:
 - (a) Listing fee for ordinary shares:
 - (i) Up to Taka 10 crore of paid-up capital @0.125%
 - (ii) Above Taka 10 crore of paid-up capital @0.075%
 - (b) Listing fee for preferred shares and fixed income securities:
 - (i) Up to Taka 10 crore of paid-up capital @0.125%
 - (ii) Above Taka 10 crore of paid-up capital @0.075%;
- (2) Whenever an issuer increases the number of securities listed with the Exchange, shall pay the Exchange a fee at the same rate as provided in sub-regulation (1) above for the additional securities to be listed;
- (3) Every issuer of listed securities shall pay annual listing fee to the exchange within 31st March of every Gregorian calendar year at the following rates:
 - (a) Annual listing fee for ordinary shares:
 - (i) Up to Taka 10 crore of paid-up capital @ 0.025%
 - (ii) Above Taka 10 crore of paid-up capital @ 0.01%
 - (b) Annual listing fee for preferred shares and fixed income securities:
 - (i) Up to Taka 10 crore of size of the issue @ 0.025%
 - (ii) Above Taka 10 crore of size of the issue @ 0.01%;
- (4) Failure to pay the annual listing fee by 31st March, shall make the issuer liable to pay a surcharge at the rate of 1.5 percent (one and a half percent) per month or part thereof, until payment is made. However, if reasonable grounds are adduced for nonpayment or delayed payment of annual fee, the Exchange may, reduce or waive the surcharge liability;

- (5) An issuer while submitting a draft prospectus to the Exchange shall, in addition to other fees, pay a sum of Taka 25,000.00 (twenty-five thousand) as draft prospectus scrutiny fee, which is non-refundable in any case;
- (6) If an issuer of small capital listed securities intends to change its name, it shall pay to the Exchange a fee of Taka 10,000.00 (ten thousand) prior to such name change.

39. Mode of Payment:

- (1) The issuer of listed securities shall pay all dues by way of BEFTN or payment orders or demand drafts issued in favour of " Dhaka Stock Exchange Limited";
- (2) Without prejudice to the action against the issuer which the Exchange may take under these Regulations in the event of default in payment of dues, nothing shall prevent the Exchange from recovering such dues through posting defaulter(s) names on the online trading system of the Exchange or by invoking the process of law obtaining order of the Commission or of a competent Court.

40. Website:

- (1) The issuer of listed securities shall have an official website linked with the website of the Exchange. The issuer shall keep the website functional from the date of application of listing;
- (2) The website of the issuer of listed securities shall contain, among others, the following basic information from the date of application of listing:
 - (a) Affairs of the issuer along with details of its business;
 - (b) Detailed information on financial statements (including two years annual audited financial statements before its listing);
 - (c) The latest Directors' Report;
 - (d) All price sensitive information;
 - (e) Details of shareholding (segregate with sponsors/directors, institutions and General Shareholders and percentage of holding);
 - (f) Details of shareholding position of sponsors/directors, trading of shares, declaration and status report of buy/sale by them;
 - (g) Contact number (Fax, e-mail & telephone) of the officials of Investors' Relation Department.

41. False and Misleading Information: No issuer of listed securities or its directors, sponsors and officers, Auditors of the issuers shall, in any document, paper, financial statements, information or explanation which he is, by or under these regulations, required to furnish or in any application made under these regulations, make any statement or give any information which he knows or has reasonable cause to believe to be false or incorrect or misleading or motivated in any material particular.

42. Transaction/Transfer of Listed Securities:

(1) Transaction of all securities listed with small capital platform shall be made through the trading system of the Exchange:

Provided that in case of transfer of securities by the securities holders in the following circumstances may be made outside the trading system of the Exchange:

- (a) Transfer of securities by way of gift among the family members i.e. spouse, son, daughter, father, mother, brother and sister;
- (b) Transfer of securities for execution of a Court Order;
- (c) Acquisition of securities in consideration of other than cash; and
- (d) Transfer of shares in case of confiscation/loan default;

(2) In case of transfer of securities outside the trading system of the Exchange, the transferor shall make an application as prescribed (Annexure-6 under Schedule-B or Annexure-7 under Schedule-B) to the Exchange along with required documents;

(3) The Exchange shall approve the transfer within 15 (fifteen) working days upon fulfillment of all the requirements by the applicant;

(4) Any approval accorded under this regulation shall be executed within 30 (thirty) working days and the transferor shall submit a confirmation report thereof to the Exchange within 5 (five) working days of such execution; and

(5) A service charge to the extent of 0.05% on the closing price of the securities to be transferred or Taka 50.00 (fifty) whichever is higher shall be payable to the Exchange for each transfer, and that the closing price of the securities prevailing on the day of approval accorded by the Exchange shall be taken as the price of the securities for the purpose of such service charge.

- 43. Response to Queries of the Exchange:** The issuer of listed securities shall response, by explaining its position, to the queries of the Exchange on unusual movement in price and volume of such securities as the Exchange may require, at any time, by request in writing with intimation to the Commission.

VII. HALT, SUSPENSION AND DE-LISTING

44. Halt of Trading:

When any unusual market action occurs for a listed securities and reported to the Exchange and if the action appears to be attributable to a rumor or report or material information that has not been publicly disseminated or any other manipulation, the issuer of listed securities may be requested to take appropriate corrective action and it may be advisable to halt trading until such action has been taken or for a period the Exchange deems appropriate.

45. Suspensions of Trading:

- (1) The Exchange may suspend trading of any listed securities in the event of contravention of any provisions of these Regulations by the concerned issuer or if the exchange has reason to believe that not all material information is available to the public for efficient price discovery;
- (2) The suspension under the sub-regulation (1) shall be communicated to the concerned issuer and the Commission and notify publicly through the trading system and website of the Exchange within 5 (five) minutes of taking such decision;
- (3) An order under sub-regulation (1) shall remain in force for a period of 30 (thirty) days which the Exchange may extend for further periods not exceeding 15 (fifteen) days at any time; and
- (4) No securities which have been suspended shall be restored and requoted until the issuer rectifies the causes of suspension and receives the assent of the Exchange for such restoration.

46. De-listing of Listed Securities:

- (1) Listed securities may be de-listed for any of the following reasons:
 - (a) if the issuer shall apply for listing in the main board complying the listing requirement of the main board;

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- (b) if the issuer has failed to declare dividend (cash/stock) for a period of 5 (five) years from the date of declaration of last dividend or the date of listing with the Exchange;
 - (c) if the issuer has failed to hold its Annual General Meeting for a consecutive period of 3 (three) years;
 - (d) if the issuer has gone into liquidation either voluntarily or under court order or has stopped its commercial operation/ production/ exploration for a period of consecutive 3 (three) years;
 - (e) if the issuer has failed to pay the annual listing fees as prescribed in these regulations or any other dues payable to the Exchange for a period of 3 (three) years; and
 - (f) if the Commission or the Exchange issues any order to de-list the securities for non-compliances of any provision of these Regulations or any other securities laws in force;
- (2) Instead of suspending trade of any listed securities instantly upon closure of operation of the issuer, the Exchange shall regularly disseminate on the trading monitor to the effect that if the situation of the issuer which failed to hold its Annual General Meeting(s) and issue Annual Report(s), and simultaneously the operation of the issuer remains closed for more than 6 (six) months, is not improved within the next 6 (six) months from the 1st date of such dissemination, the Exchange shall de-list the securities upon completion of the said 6 (six) months of dissemination;
- (3) No securities will be de-listed unless such the issuer has been given an opportunity of being heard.

47. Voluntary De-listing:

- (1) An issuer of listed securities may apply for voluntary de-listing if it fulfills any of the following criteria subject to compliance with the provision under sub-regulation (2):
 - (a) No trade of its securities at the Exchange during last 1 (one) year; or
 - (b) If the shareholdings of the sponsors and directors exceeds 90% of the total paid-up capital; or
 - (c) If any non-listed company acquires/holds more than 90% of paid-up capital of the listed securities;

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- (2) No issuer of small capital listed securities shall apply for voluntary delisting in the following cases:
- (a) Unless a period of 5 (five) years has elapsed since the listing of that securities on the small capital platform; or
 - (b) If any sponsor/director or other person is engaged in any act or practice that is fraudulent, deceptive or manipulative in connection with any securities laws; or
 - (c) If any litigation or action pending against the issuer pertaining to its activities in the securities market;
- (3) The issuer of listed securities which desired for voluntary delisting of its securities shall-
- (a) obtain resolution of board of directors of the issuer;
 - (b) disseminate the decision of board of directors as Price Sensitive Information;
 - (c) prepare a scheme of voluntary de-listing to buy all the shares held by other than sponsors/directors and persons who want to hold the securities after delisting through appointing a Merchant Banker;
 - (d) approve the scheme by the shareholders in its General Meeting with consent of 3/4th majority; and
 - (e) submit application in prescribed format (Annexure-1 under Schedule-C) to the Exchange;
- (4) The offer price of the securities under voluntary de-listing shall be higher of any of the followings:
- (a) Last trade price; or
 - (b) Weighted average price of last 6 (six) months; or
 - (c) Net Asset Value (NAV) per share as per the latest financial statements:

Provided that the offer price may be more than the aforementioned price, if the same is mentioned in the voluntary delisting scheme and which is approved by the shareholders in the general meeting;

Provided further that the entire process of buying securities shall be completed through a Merchant Banker;

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- (5) The issuer of listed securities shall make public announcement for voluntary de-listing in the following ways:
- (a) The public announcement shall be published through a Merchant Banker registered with or licensed by the Commission;
 - (b) No issuer shall appoint any person as a Merchant Banker if such person is a related party to the issuer;
 - (c) The public announcement shall be published by the issuer in two widely circulated national daily newspapers (one in Bangla and the other in English) within the time specified in this regulation;
 - (d) The public announcement shall be published within 3 (three) working days of taking decision or agreement with Merchant Banker whichever comes earlier;
 - (e) The public announcement shall contain all material information including the information as specified (Annexure-2 under Schedule-C) and shall not contain any false or misleading statement;
 - (f) The public announcement shall also specify a date, not later than 30 (thirty) working days from the date of the public announcement, which shall be the 'cut-off date' for determining the names of shareholders to whom the letter of offer shall be sent; and
 - (g) The issuer and the Merchant Banker shall be responsible for ensuring compliance with the provisions of the regulation 47 of these Regulations.
- (6) The issuer shall maintain an escrow account for voluntary de-listing purpose complying with the following provisions:
- (a) Before making the public announcement under sub regulation (5), the sponsors/directors shall open an escrow account with a scheduled bank and deposit therein the total estimated amount of consideration in cash calculated on the basis of offer price and number of shares outstanding with public shareholders;
 - (b) The amount deposited with the escrow account shall not be used other than purchasing of shares outstanding with public shareholders;

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- (c) The sponsors/directors shall authorize the Merchant Banker to instruct the bank for making payment against purchasing of shares outstanding with public shareholders;
- (d) The sponsors/directors or authorized Merchant Banker, as the case may be, shall make payment from the escrow account to the public shareholders against their securities within 5 (five) days of selling thereof; and
- (e) The escrow account shall not be closed until 100% (one hundred percent) completion of purchasing of securities from the shareholders other than sponsors/directors.
- (7) The letter of offer for buying of securities shall be disseminated in the following manner:
- (a) The letter of offer for purchasing of securities shall contain all the disclosures made in the public announcement and other necessary disclosures required for decision making of the shareholders;
- (b) The letter of offer for purchasing of securities shall be sent to all public shareholders whose names appear on the register of the company or depository as on the date specified in the public announcement; and
- (c) The letter of offer for purchasing of securities shall be dispatched to the public shareholders, not later than 35 (thirty-five) working days from the date of the public announcement.
- (8) The offer for purchasing of securities shall be deemed successful/ failed in the following circumstances:
- (a) The offer for purchasing of securities shall not be deemed successful until the shareholding of the sponsors/directors reaches at 99% (ninety-nine percent) of total paid-up capital of the issuer after purchasing at least 90% (ninety percent) shares held by the shareholders other than sponsors/directors; and
- (b) If the offer for purchasing of securities is not successful under clause (a) of this sub-regulation, the offer shall be deemed failed. In case of failure of offer, the application shall not be considered for delisting of securities by the exchange.

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- (9) The following procedures shall be maintained after closure of the offer for purchasing securities:
- (a) Within 7 (seven) working days of closure of the offer, the sponsors/directors and the Merchant Banker shall make a public announcement in two widely circulated national daily newspapers (one in Bangla and the other in English) regarding: -
- (i) the success of the offer; or
- (ii) the failure of the offer;
- (b) The issuer shall submit to the Exchange the following information within 7 (seven) working days on completion of purchase of securities:
- (i) Total number of issued securities;
- (ii) Securities owned by the sponsors/directors before the offer (with percentage);
- (iii) Securities bought by the sponsors/directors under the offer (with percentage);
- (iv) Total securities owned by the sponsors/directors after purchasing of shares from the shareholders other than sponsors/directors (with percentage); and
- (v) Securities still outstanding with the shareholders other than sponsors/directors (with percentage).
- (10) Upon receipt of issuer's application and subsequent documents/information as well as compliance of the provisions of the regulation 47 of these Regulations, the Exchange shall de-list the securities within 30 (thirty) days of such compliance:
- Provided that the Exchange may reject the application of voluntary de-listing if the issuer, its sponsors/directors and the authorized Merchant Banker fail to comply with the provisions of the regulation 47 of these Regulations;
- (11) After voluntary de-listing of securities, the sponsors/directors/ authorized Merchant Banker shall purchase the securities from the public shareholders, at a price as offered in the scheme, if any of the remaining public shareholders accepts the offer of the scheme and shall make payment from the escrow account to such shareholder(s) against their securities within 5 (five) days of selling thereof.

48. Delisting of Fixed Term Securities:

All fixed term securities, e.g., debentures, bonds etc. shall be de-listed from the small capital platform on its maturity:

Provided that the issuer of such fixed term securities shall publish the information such as the date of maturity or the date of de-listing, as the case may be, in at least 2 (two) widely circulated national dailies (one in Bangla and the other in English) one month prior to the date of maturity or the date of de-listing:

Provided further that if there is any dispute on settlement of payment of the fixed term securities at the time of de-listing, such dispute will be resolved/settled through arbitration under supervision of the Exchange.

VIII. INSPECTION**49. Inspection:**

- (1) The Exchange, on cause, may inspect at any time, if it is necessary to conduct an inspection for the interest of investors, the affairs of any issuer of listed securities with prior approval of the Commission and shall report to the Commission within 15 (fifteen) days of completion of such inspection; and
- (2) Without prejudice to the provisions of sub-regulation (1), every issuer and its directors, officers, auditors or authorized persons thereof shall furnish such documents, information or explanation relating to the affairs of the issuer of listed securities as the Exchange may require, at any time, by request in writing with intimation to the Commission.

IX. MISCELLANEOUS**50. Power to make Clarification and Guidelines:**

- (1) The Exchange may, subject to the prior approval of the Commission, clarify or interpret any provisions of these Regulations, if any confusion arises; and
- (2) The Exchange may, subject to the prior approval of the Commission, make guidelines to carry out the purposes of these Regulations.

51. Contravention: Contravention of any of the provisions of these Regulations as well as contraventions found in the inspection by the Exchange shall attract the relevant provisions of the Securities and Exchange Ordinance, 1969, বাংলাদেশ সিকিউরিটিজ অ্যান্ড এক্সচেঞ্জ কমিশন আইন, ১৯৯৩ and এক্সচেঞ্জস ডিমিউচ্যুয়লাইজেশন আইন, ২০১৩.

By Order of the Board of Directors
K.A.M. MAJEDUR RAHMAN
Managing Director
Dhaka Stock Exchange Limited

Annexure-1 of Schedule-A
FORMAT OF FINAL RECOMMENDATION OF THE EXCHANGE
ALONG WITH A DECLARATION ON THE ISSUE
[Under Regulation 3(3)]

Dated:

The Chairman
Bangladesh Securities and Exchange Commission
Dhaka

**Sub: Qualified Investor Offer of Ordinary Shares/
Preferred Shares/Fixed Income Securities of Tk. each of
..... (Name of the Issuer/Name of the Issue)**

Sir,

We, the Dhaka Stock Exchange Limited, on the basis of principle of disclosure based qualified investor offer, declare the following on the forthcoming Issue, namely.....

1. We have reviewed the draft qualified investor offer documents and information and other information/documents annexed with the aforesaid qualified investor offer documents and information as well as subsequent correspondences with the issuer and other relevant parties thereto in accordance with the Bangladesh Securities and Exchange Commission (Qualified Investor Offer by Small Capital Companies) Rules, 2018 and the Dhaka Stock Exchange (Listing of Small Capital Companies) Regulations, 2019;
2. We state that the issuer and issue manager(s) have submitted/failed to submit required information and/or documents as well as disclosed/failed to disclose required information in the draft qualified investor offer documents in accordance with the Bangladesh Securities and Exchange Commission (Qualified Investor Offer by Small Capital Companies) Rules, 2018 and the Dhaka Stock Exchange (Listing of Small Capital Companies) Regulations, 2019;

Based on the above as well as declaration by the issuer or its directors, due diligence certificate of manager(s) to the issue and due diligence certificate of the underwriter(s), we recommend that the Commission may accord consent for the qualified investor offer of securities of..... (name of the issuer/name of the issue). If the Commission accords its consent to the aforesaid qualified investor offer, Dhaka Stock Exchange Limited shall approve listing of the securities in accordance with the provisions of regulation 5 of the Dhaka Stock Exchange (Listing of Small Capital Companies) Regulations, 2019.

Or

Based on the above, we do not recommend the Commission to accord consent for the qualified investor offer of securities of..... (name of the issuer/name of the issue) due to the following reason(s)/non-compliance(s):

Sl. No.	Reason(s)	Non-compliances of Rules/Regulations	Remarks, if any
1.			
2.			
3.			

For Dhaka Stock Exchange Limited

Sd/
 Managing Director
 Dhaka Stock Exchange Limited

Annexure-2 of Schedule-A

APPLICATION FORM
[Under Regulation 6 (1) (i)]

Dated:

The Managing Director
Dhaka Stock Exchange Limited
Dhaka

**Subject: Application for listing of shares of(Name of the Issuer)
with small capital platform of Dhaka Stock Exchange Limited.**

Sir,

We hereby apply for the listing of shares of
(name of the Issuer) on your small capital platform.

Necessary information and documents as per regulation 6(1) of the Dhaka Stock Exchange (Listing of Small Capital Companies) Regulations, 2019 are furnished herewith.

Yours faithfully,

Signature
Name of the Authorized Person
Name of the Issuer

Copy to:

1. The Chairman, Bangladesh Securities and Exchange Commission, Dhaka.
2. The Chief Regulatory Officer, Dhaka Stock Exchange Limited.

Enclosures:

1. Confirmation copy of deposit/payment of fee; and
2. List of all necessary information and documents as per these Regulations.

Annexure-3 of Schedule-A**FORMAT OF SUBMISSION OF UNDERTAKINGS AND PAYMENT OF FEES**
[Under Regulations 6(1)(xviii), 6(2)(xviii), 10(2)(xii)]

Dated:

The Managing Director
Dhaka Stock Exchange Limited
Dhaka

Subject: Submission of undertakings and payment of fees in connection with listing of securities under small capital platform of Dhaka Stock Exchange Limited.

Sir,

With reference to our listing application under regulation 4 of the Dhaka Stock Exchange (Listing of Small Capital Companies) Regulations, 2019, we enclose herewith the followings:

- (1) An unconditional undertaking under the common seal of the Issuer duly signed in accordance with the provisions contained in our Articles of Association;
- (2) Initial listing fee of Tk..... ;
- (3) Annual listing fee of Tk..... ; and
- (4) Application fee/draft prospectus scrutiny fee of Tk.....

Yours faithfully,

Signature
Name of the Authorized Person
Name of the Issuer

Copy to:

1. The Chairman, Bangladesh Securities and Exchange Commission, Dhaka
2. The Chief Regulatory Officer, Dhaka Stock Exchange Limited.

Enclosures:

1. Undertakings as per Regulation 7, and/ or 10(2)(xv) of the Dhaka Stock Exchange (Listing of Small Capital Companies) Regulations, 2019.
2. Listing and annual fees, etc. as per Regulation 38 of the Dhaka Stock Exchange (Listing of Small Capital Companies) Regulations, 2019.

Annexure-4 of Schedule-A

FORM OF APPLICATION FOR LISTING OF DEBT SECURITIES
[Under Regulation 6(2)(i)]

Dated:

The Managing Director
Dhaka Stock Exchange Limited
Dhaka

Subject: **Application for listing of Securities.....(Name of the Debt Securities) under small capital platform of Dhaka Stock Exchange Ltd.**

Sir,

We hereby apply for the listing of our..... (Name of the Debt Securities) on the small capital platform of your Stock Exchange.

Necessary information and documents as per regulation 6(2)(i) of the Dhaka Stock Exchange (Listing of Small Capital Companies) Regulations, 2019 are furnished herewith.

Yours faithfully,

Signature
Name of the Authorized Person
Name of the Issuer

Copy to:

1. The Chairman, Bangladesh Securities and Exchange Commission, Dhaka.
2. The Chief Regulatory Officer, Dhaka Stock Exchange Limited.

Enclosures:

1. Confirmation copy of deposit/payment of fee; and
2. List of all necessary information and documents as per these Regulations.

Annexure-5 of Schedule-A**FORM OF APPLICATION FOR DIRECT LISTING OF SECURITIES**
[Under Regulation 10(1)]

Dated:

The Managing Director
Dhaka Stock Exchange Limited
Dhaka

Subject: **Application for Direct Listing of shares of (Name of the Issuer) under small capital platform of Dhaka Stock Exchange Limited.**

Sir,

We hereby apply for the direct listing of shares of..... (Name of the Issuer) on your small capital platform.

Necessary information and documents as per regulation 10(2) of the Dhaka Stock Exchange (Listing of Small Capital Companies) Regulations, 2019 are furnished herewith.

Yours faithfully,

Signature

Name of the Authorized Person

Name of the Issuer

Copy to:

1. The Chairman, Bangladesh Securities and Exchange Commission, Dhaka
2. The Chief Regulatory Officer, Dhaka Stock Exchange Limited.

Enclosures:

1. Confirmation copy of deposit/payment of fee; and
2. List of all necessary information and documents as per these Regulations.

Annexure-6 of Schedule-A**FORMAT OF DUE DILIGENCE CERTIFICATE OF THE BOARD OF DIRECTORS**
[Under Regulation 10(2)(x)]

Dated:

The Managing Director
Dhaka Stock Exchange Limited
Dhaka

**Subject: Direct listing and disposal of shares of (Name of the Issuer)
..... under the Dhaka Stock Exchange (Listing of Small Capital
Companies) Regulations, 2019.**

Sir,

We, the under-noted Directors to the above mentioned issuer, state as follows:

1. We have taken necessary board resolutions regarding listing of shares of our company under the Dhaka Stock Exchange (Listing of Small Capital Companies) Regulations, 2019 as well as passed the same resolution in the general meeting of the company for disposal of shares of the present sponsors/directors as per regulation 12 of the Dhaka Stock Exchange (Listing of Small Capital Companies) Regulations, 2019.
2. We shall comply with the regulations and relevant securities laws as enacted by the appropriate authority from time to time in this regard for disposing of our shares in the market in a transparent way and shall not involve in any means that may have impact on the price of the shares and impairs the interest of the qualified investors and capital market at large.

WE CONFIRM THAT:

- a. The papers/documents/information forwarded to the Exchange and/or the Commission is in conformity with the documents, materials, papers and real picture of the company to consider the listing of shares of the company in the Exchange.
- b. All the legal requirements in connection with the said disposal of shares duly complied with; and the disclosures made in the Information Document are true, fair and adequate to enable the qualified investors to make a well-informed decision as to purchase shares of our company.
- c. The company and directors shall remain jointly and individually liable for furnishing any false statement/information to the Exchange and shall be punishable by the Exchange and/or the Commission under securities laws.

Sd/-
Chairman

Sd/-
Director

Sd/-
Managing Director

Sd/-
Director

Annexure-7 of Schedule-A
FORMAT AND CONTENTS OF THE INFORMATION DOCUMENT
[Under Regulation 10(2)(xiv)]

A. Full Disclosure of Material Information:

- (1) In addition to the information specifically required by Chapter IV (Regulations 8 to 13) of the Dhaka Stock Exchange (Listing of Small Capital Companies) Regulations, 2019, the Information Document shall contain all material information necessary to enable qualified investors to make an informed assessment of the business engaged in, or to be engaged in, by the company, its assets and liabilities, its financial position, its profits and losses and its future prospects and the rights attaching to the securities being offered and, in case of more than one project being included in the proposed offering, separate full disclosure for each project.
- (2) The Exchange/the Commission may require disclosure of additional information in the Information Document as it considers appropriate in a particular offering, and the applicant shall comply with.
- (3) If the Exchange/the Commission requires such information it shall inform the applicant of the additional information in writing.

B. Information to be included in the Information Document:

(1) **Cover Page of Information Document:**

On the front cover page of the Information Document, the following information and statements shall be given, namely:

- (a) Name of the company;
- (b) Amount and type of securities being issued;
- (c) Listing date with DSE;
- (d) Names and addresses of the Issue Manager;
- (e) Date of the Information Document;
- (f) The following statement in bold type face shall be available:

“THE MONEY (PROCEEDS) AGAINST SALE OF SHARES THROUGH THIS INFORMATION DOCUMENT WILL BELONG TO THE SPONSORS/SHAREHOLDERS CONCERNED. THE COMPANY WILL NOT GET THIS MONEY.”

- (g) The following statement: “If you have any queries about this document, you may consult the issuer and the issue manager”;
- (h) The following statement in bold type face: “APPROVAL OF LISTING OF THE DHAKA STOCK EXCHANGE LIMITED HAS BEEN OBTAINED FOR DISPOSAL OF SHARES UNDER THE DHAKA STOCK EXCHANGE (LISTING OF SMALL CAPITAL COMPANIES) REGULATIONS, 2019. IT MUST BE DISTINCTLY UNDERSTOOD THAT IN GIVING THIS APPROVAL, THE EXCHANGE DOES NOT TAKE ANY RESPONSIBILITY FOR THE FINANCIAL SOUNDNESS OF THE COMPANY, ANY OF ITS PROJECTS OR FOR THE CORRECTNESS OF ANY OF THE STATEMENTS MADE OR OPINION EXPRESSED WITH REGARD TO THEM. SUCH RESPONSIBILITY LIES WITH THE ISSUER, ITS DIRECTORS, CHIEF EXECUTIVE OFFICER/CHIEF FINANCIAL OFFICER, ISSUE MANAGER AND/OR AUDITOR.”

(2) **Table of Contents:**

On the inside cover page of the Information Document,

- (a) a detailed table of contents showing the various sections or subdivisions of the Information Document and the page number on which each such section or subdivision begins shall be given;
- (b) immediately preceding the table of contents, it shall be indicated that an Information Document may be obtained from the company, issue manager and the Exchange;
- (c) the address and telephone number of the company, the issue manager and the Exchange.

(3) **Disposal of Shares:**

Immediately following the cover page, the information document shall contain details of offloading shares by the existing shareholders mentioning number of shares to be offloaded by the existing shareholders as per Regulation 12 of Dhaka Stock Exchange (Listing of Small Capital Companies) Regulations, 2019.

(4) **Risk Factors and Management’s Perception about the Risks:**

The information document shall disclose all risk factors and management’s perception about the same are to be clearly stated.

(5) **Description of Business:**

- (a) The date on which the company was incorporated and the date on which it commenced operations and the nature of the business which the company and its subsidiaries are engaged in or propose to engage in shall be stated in the Information Document.
- (b) The Information Document shall contain the following information in respect of its business operation, namely:
 - (i) The principal products or services of the company and the markets for such products or services;
 - (ii) Names of associates, subsidiary/related holding company and their core areas of business; and
 - (iii) Production capacity and current utilization, where applicable.

(6) **Description of Property:**

The Information Document shall contain the following information in respect of plants and property, namely:

- (a) Location of the principal plants and other property of the company and the condition thereof;
- (b) Whether the property is owned by the company or taken on lease;
- (c) If the property is owned by the company, whether there is a mortgage or other type of lien on the property;
- (d) If the property is taken on lease, the expiration date of the lease.

(7) **Plan of Operation and Discussion of Financial Condition:**

The Information Document shall contain all information relating to revenue from operation from each of the last 3 (three) years, the issuer's financial position, changes in financial position and results of operations for each of the last 3 (three) years which shall, among others, include the following information, to the extent material, namely:

- (a) Internal and external sources of cash;
- (b) Any material commitments for capital expenditure and the expected sources of funds for such expenditure;

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- (c) Causes for any material changes from period to period in income, cost of goods sold, other operating expenses and net income;
 - (d) Any seasonal aspects of the company's business;
 - (e) Any known trends, events or uncertainties that shall have a material effect on the company's future business;
 - (f) Any change in the assets of the company used to pay off any liabilities;
 - (g) Any loans taken by the issuer from its holding company or subsidiary company or loans given to aforesaid companies, giving full details of the same;
 - (h) Any future contractual liabilities the company might enter into in the future, and the impact it would have on the company's financial fundamentals;
 - (i) The estimated amount, where applicable, of future capital expenditure;
 - (j) Break down of all expenses related to the direct listing of securities showing specifically, listing fees and fee of issue manager;
 - (k) If the issuer has revalued any of its assets, the name, qualification, work done to date by the valuer and the reason for the revaluation, showing the value of the assets prior to the revaluation, itemizing separately each asset revalued in a manner which shall facilitate comparison between the historical value and the amount shown after revaluation and giving a summary of the valuation report;
 - (l) Where the issuer is a holding/subsidiary company, there shall be full disclosure in the prospectus about the transactions, including its nature and amount, between it and its subsidiary/holding company or associate companies, including transactions which have taken place within the last 3 (three) years of the publication of the prospectus or the date of incorporation of the issuer company, whichever is earlier, clearly indicating whether the issuer company is a debtor or a creditor;

- (m) Where the issuer is a banking company, insurance company, non-banking financial institution, a declaration by the board of directors shall be included in the prospectus stating that all requirements as specified in ব্যাংক কোম্পানী আইন, ১৯৯১ (১৯৯১ সনের ১৪ নং আইন), বীমা আইন, ২০১০ (২০১০ সনের ১৩ নং আইন), আর্থিক প্রতিষ্ঠান আইন, ১৯৯৩ (১৯৯৩ সনের ২৭ নং আইন) have been adhered to;
- (n) A special report from the auditors regarding any allotment of shares to promoters or sponsors shareholders for any consideration other than for cash; and
- (o) Any material information, which is likely to have an impact on the affairs of the company or change the terms and conditions under which the listing to be accepted.

(8) Directors and Officers:

The information document shall contain the following information in respect of its officers and directors, namely:

- (a) Names, ages and positions of all directors, alternate directors of the company and any person nominated to be a director, showing the period for which the nomination has been made and the name of the organization which has nominated him;
- (b) In the case of a director or alternate director, the date on which he first became a director and the date on which his current term of office shall expire;
- (c) If any director or alternate director is also a director of another company or owner or partner of any other concern, the names of such organizations;
- (d) If any director or alternate director is also a director of another listed company or owner or partner of any other concern, the names of such organizations, position in the market in terms of dividend and category;
- (e) Any family relationships among directors, alternate directors, nominees and officers;
- (f) Neither the company nor any of its directors or shareholders who hold 5% or more shares in the paid-up capital of the issuer is loan defaulter in terms of the CIB Report of the Bangladesh Bank;
- (g) Name, position, educational qualification, date of joining in the company, last 5 (five) years' experience of the Chief Executive Officer, Chief Financial Officer, Company Secretary, Advisers, Consultants, Deputy Managing Directors and All Dept. Heads.

(9) Involvement of Officers and Directors in Certain Legal Proceedings:

The following events shall be described in the information document, if they have occurred during the last ten years, namely:

- (a) Any bankruptcy petition filed by or against any company of which any officer or director of the company filing the information document was a director, officer or partner at the time of the bankruptcy;
- (b) Any conviction of an officer, director in a criminal proceeding or any criminal proceeding pending against him;
- (c) Any order, judgment or decree of any court of competent jurisdiction against any officer, director permanently or temporarily enjoining, barring, suspending or otherwise limiting the involvement of any officer or director in any type of business, securities or banking activities;
- (d) Any order of the Bangladesh Securities and Exchange Commission, or other regulatory authority or foreign financial regulatory authority, suspending or otherwise limiting the involvement of any officer or director in any type of business, securities or banking activities.

(10) Certain Relationships and Related Transactions:

The information document shall contain a description of any transaction during the last 2 (two) years, or any proposed transactions, between the issuer and any of the following persons, giving the name of the persons involved in the transaction, their relationship to the issuer, the nature of their interest in the transaction and the amount of such interest, namely:

- (a) Any director or executive officer of the issuer;
- (b) Any director or officer;
- (c) Any person owning 5% or more of the outstanding stock of the issuer;
- (d) Any member of the immediate family (including spouse, parents, brothers, sisters, children, and in-laws) of any of the above persons;
- (e) Any transaction or arrangement entered into by the issuer or its subsidiary for a person who is currently a director or in any way connected with a director of either the issuer company or any of its subsidiaries/holding company or associate concerns, or who was a director or connected in any way with a director at any time during the last 3 (three) years prior to the publication of the information document;

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- (f) Any loans either taken or given from or to any director or any person connected with the director, clearly specifying details of such loan in the information document, and if any loan has been taken from any such person who did not have any stake in the issuer, its holding company or its associate concerns prior to such loan, rate of interest applicable, date of loan taken, date of maturity of loan;
- (g) Any director holding any position, apart from being a director in the issuer company, in any company, society, trust, organization, or proprietorship or partnership firm; and
- (h) All interests and facilities enjoyed by a director, whether pecuniary or non-pecuniary.
- (11) **Transaction with Promoters:**
- (a) The names of the promoters, the nature and amount of anything of value received by the issuer during the last 5 (five) years or to be received by each promoter, directly or indirectly, from the issuer and the nature and amount of any assets, services or other consideration received or to be received by the issuer shall be stated in the information document;
- (b) If any assets were acquired or are to be acquired from a promoter, the amount paid for such assets and the method used to determine the price shall be mentioned in the information document, and if the assets were acquired by the promoter within two years prior to their transfer to the issuer, the cost thereof to the promoter shall also have to be shown therein.
- (12) **Tangible assets per share:**
- The information document shall show the net tangible asset including net tangible asset per unit of the securities being offered at the date of the latest statement of financial position contained or referred to in the information document.
- (13) **Ownership of the Company's Securities:**
- (a) The information document shall disclose, in tabular form, the name and address of any person who owns, beneficially or of record, 5% or more of the securities of the issuer, indicating the amount of securities owned, whether they are owned beneficially or of record, and the percentage of the securities represented by such ownership;

- (b) There shall also be a table in the information document showing the number of shares of the issuer's securities owned by each of the top ten salaried officers, each director, and all other officers as a group, indicating the percentage of outstanding shares represented by the shares owned.

(14) Description of Securities Outstanding or Being Offered:

The information document shall:

- (a) describe any dividend, voting and pre-emption rights of any common stock outstanding or being offered;
- (b) describe the dividend, voting, conversion and liquidation rights, as well as redemption or sinking fund provisions, of any preferred stock outstanding or being offered;
- (c) if there are any limitations on the payment of dividends to common or preferred stockholders because of provisions in debt instruments or otherwise, explain such limitations; and
- (d) describe any other material rights of the common or preferred stockholders.

(15) Debt Securities: The information document shall:

- (a) describe the terms and conditions of any debt securities that the company may have issued or is planning to issue, including their date of redemption, whether or not such debt securities are convertible to equity, rate of interest payable and any other rights the holders of such securities may have;
- (b) describe the principal amount outstanding or to be outstanding, the maturity date, the interest rate, the conversion or redemption features and the sinking fund requirements of all debt securities outstanding and being offered;
- (c) describe all other material provisions giving or limiting the rights of holders of each class of outstanding debt or debt being offered, for example subordination provisions, limitations on the declaration of dividends, restrictions on the issuance of additional debt or maintenance of asset ratios; and
- (d) give the name of any trustees designated by the indenture for outstanding debt or for debt being offered and describe the circumstances under which the trustee must act on behalf of the debt holders.

(16) Financial Statement Requirements:

The information document shall include:

- (a) The financial statements prepared and audited by the Commission's panel auditors in adherence to the provisions of the Companies Act, 1994, International Financial Reporting and Auditing Standards (IFRS) or International Accounting Standards (IAS) as applicable for small and medium sized entities;
- (b) Information as is required under section 186 of the কোম্পানী আইন, ১৯৯৪ (১৯৯৪ সনের ১৮ নং আইন) relating to holding company;
- (c) following selected ratios for last 5 (five) years or shorter period from commencement of commercial operation certified by the Auditors:

Liquidity Ratios:

- (i) Current Ratio; and
- (ii) Quick Ratio.

Operating Efficiency Ratios:

- (i) Accounts Receivable Turnover Ratio;
- (ii) Inventory Turnover Ratio; and
- (iii) Asset Turnover Ratio.

Profitability Ratios:

- (i) Gross Margin Ratio;
- (ii) Operating Profit Ratio;
- (iii) Net Profit Ratio;
- (iv) Return on Assets Ratio;
- (v) Return on Equity Ratio;
- (vi) Earnings per Share (EPS); and
- (vii) Earnings before interest, taxes, depreciation and amortization (EBITDA) margin.

Solvency Ratios:

- (i) Debt to Total Assets Ratio;
- (ii) Debt to Equity Ratio;
- (iii) Times Interest Earned Ratio; and
- (iv) Debt Service Coverage Ratio.

Cash Flow Ratios:

- (i) Net Operating Cash Flow per Share (NOCFPS); and
 - (ii) NOCFPS to EPS Ratio
- (d) The issuer shall include comparative statement of comprehensive income and statement of financial position, statement of cash flows, statement of changes in equity and aforementioned ratios for immediate preceding 5 (five) accounting years or shorter period from commencement of commercial operation of the issuer in the information document;
- (e) While preparing the financial statements International Accounting Standards and Bangladesh Accounting Standards should be followed. Earnings Per Share (EPS) should also be disclosed on fully diluted basis (with the total existing number of shares) in addition to the current practice of weighted average number of shares basis. Future projected Net Income should not be considered while calculating the weighted average EPS;
- (f) All extra-ordinary income or non-recurring income coming from other than core operations should be shown separately while showing the Net Profit as well as the Earnings Per Share in Information Document;
- (g) Any issuer who has revalued its asset within 24 (twenty-four) months preceding direct listing application shall show the Net Asset Value (NAV) with revaluation reserve and without revaluation reserve.

Annexure-8 of Schedule-A
FORMAT OF UNCONDITIONAL UNDERTAKING BY INDIVIDUAL
SPONSOR/DIRECTOR
(On Non-Judicial Stamp Paper)
[Under Regulation 10(2)(xv)]
UNDERTAKING

I, undersigned, one of the Directors/Sponsors of (Name of the issuer), unconditionally undertake on ---- (day) of----- (month) of ----- (year) to abide by the provisions of the Dhaka Stock Exchange (Listing of Small Capital Companies) Regulations, 2019.

I further undertake that:

- (i) I shall, subject to compliance of other provisions in respect of shareholding, offer for sale at least 25 (twenty-five) percent of my shareholdings in the company at prevailing market price within 30 (thirty) trading days from the date of commencing the normal trading, i.e. after the price of the listed share is discovered;
- (ii) I shall make available the concerned shares along with the relevant irrevocable sale order to my designated stock-broker(s) for execution of sale of the aforementioned shares at prevailing market price at least 2 (two) working days prior to the commencement of trading of shares at the Exchange;
- (iii) I shall, subject to compliance of other provisions in respect of shareholding, not sell more than 50% of my existing shareholdings until the company holds the annual general meeting after completion of one full accounting year of the company upon listing with the Exchange;
- (iv) I shall not buy any shares of the company for 1 (one) year from the date of direct listing;
- (v) I, through my designated selling broker, shall submit a report to the Exchange about the total number of shares sold every day along with the cumulative quantity of shares sold and the quantity of unsold shares until completion of sale of the said targeted offloading; and
- (vi) Dhaka Stock Exchange Limited and/or the Bangladesh Securities and Exchange Commission shall have the absolute right to take any regulatory measures for contravention of the provision(s) of aforementioned undertakings.

NAME AND SIGNATURE OF RESPECTIVE SPONSOR/DIRECTOR

Witnesses:

- 1.
- 2.

Annexure-9 of Schedule- A
FORMAT OF DECLARATION
(Under Regulation 11)

**Declaration about the Responsibility of the Directors, including the
Managing Director/Chief Executive Officer of the Issuer Company in
respect of the Information Document**

This Information Document has been prepared, seen and approved by us, and we, individually and collectively, accept full responsibility for the authenticity and accuracy of the statements made, information given in the Information Document, other documents, financial statements, exhibits, annexes, papers submitted to the Commission/the Exchange in support thereof. We confirm, after making all reasonable inquiries, that all conditions concerning this investor offer and Information Document have been met and that there are no other information or documents the omission of which make any information or statements therein misleading for which the Commission/the Exchange may take any civil, criminal or administrative action against any or all of us as it may deem fit.

We also confirm that full and fair disclosure has been made in this Information Document to enable the investors to make a well-informed decision for investment.

Sd/-
Chairman

Sd/-
Managing Director

Sd/-
Director

Sd/-
Director

Annexure-10 of Schedule-A
FORMAT OF DUE DILIGENCE CERTIFICATE OF MANAGER TO THE ISSUE
(Under Regulation 11)

Dated:

The Managing Director
Dhaka Stock Exchange Limited
Dhaka

Subject: **Direct listing and disposal of shares of (Name of the Issuer)
under the Dhaka Stock Exchange (Listing of Small Capital Companies)
Regulations, 2019.**

Sir,

We, the under-noted Issue Manager to the above-mentioned direct listing, state as follows:

1. We, while finalizing the Information Document pertaining to the said direct listing, have examined all the related documents and other materials as relevant for adequate disclosures to the investors; and
2. On the basis of such examination, review and the discussions with the issuer Company, its Directors and Officers, and other agencies, independent verification of the statements concerning objects of the direct listing, the contents of the documents and other materials furnished by the issuer Company;

WE CONFIRM THAT:

- a. The Information Document forwarded to the Commission/the Exchange is in conformity with the documents, materials and papers relevant to the direct listing;
- b. All the requirements under applicable laws, rules, regulations or contracts related to the said direct listing have been duly complied with;
- c. We have obtained sufficient and appropriate information and explanations which to the best of our knowledge and belief were necessary for the purposes of our examination and review of draft Information Document; and
- d. The disclosures made in the Information Document are fairly and completely presented to enable the investors to make a well informed decision for investment and in conformity with any applicable laws of the land.

For Manager to the Issue

Sd/-

Managing Director or CEO
Name of the Issue Manager

Copy to:

1. The Chairman, Bangladesh Securities and Exchange Commission, Dhaka.
2. The Chief Regulatory Officer, Dhaka Stock Exchange Limited.

Annexure-1 of Schedule-B
FORMAT OF DECLARATION OF SPONSORS OR DIRECTORS FOR
BUYING AND SELLING OF SECURITIES

[Under regulation 31(1)]

1. The Chairman
Bangladesh Securities and Exchange Commission
Dhaka
2. The Chief Regulatory Officer
Dhaka Stock Exchange Limited
Dhaka

Subject: Declaration of sponsors or directors for buying and selling of securities.

Sir,

Pursuant to the regulation 31 (1) of the Dhaka Stock Exchange(Listing of Small Capital Companies) Regulations, 2019, I/we hereby report that I/we intend to buy/sell or otherwise dispose of/receipt of some securities of the following company, of which I/we am/are a sponsor(s)/director(s) since, within next 45 (forty-five) working days from the date of receipt of this report by the Bangladesh Securities and Exchange Commission and the Exchange, the full particulars of which are given below:

1. Name of the issuer:
2. Name and full address of the sponsor/director:
3. Beneficial Owner's (BO) account number:
4. Quantity of securities held in the issuer:
5. Quantity of securities to buy/sell/otherwise dispose of/receipt of:
6. Taxpayer's Identification Number (TIN) (if any) of the sponsor/ director:
7. Name of the designated stock-broker and the stock exchange:
8. Type of market:
9. Details of acquisition/disposal planned for other than through stock exchange (if applicable):

DECLARATION

I/we hereby declare that I/we have already placed the necessary fund/concerned securities, along with the relevant irrevocable buy/sale/dispose of/receipt of order with my/our above named stock-broker (document enclosed) for execution at prevailing market price, and that I/we shall submit details of the proposed buy/sell/transfer of the said securities to the Bangladesh Securities and Exchange Commission and the stock exchange within one week of execution of the said buy/sale or transfer.

Place and date

Signature of the sponsor/director

Signature verified by: _____

(Signature with name and designation, date and seal of the authorized officer of the concerned issuer)

Documents to be enclosed:

1. Updated BO-ISIN holding report (DPA6), in case of sale; copy of money receipt/ portfolio ledger balance/sufficient balance certificate from the stock-broker, in case of buy;
2. Acquisition cost declaration format for tax purposes;
3. In case of sale of entire holdings, extract of Board Resolution;
4. If the sponsor/director is a corporate body, extract of Board Resolution of that institution;
5. A certificate from the respective issuer regarding status of securities holder, number and % of total holding;
6. Any other documents required by the Exchange.

Annexure-2 of Schedule-B
FORMAT OF DECLARATION OF PLACEMENT HOLDERS FOR
SELLING OF SECURITIES

[Under Regulation 31(2)]

1. The Chairman
Bangladesh Securities and Exchange Commission
Dhaka
2. The Chief Regulatory Officer
Dhaka Stock Exchange Limited
Dhaka

Subject: Declaration of placement holders for selling of securities.

Sir,

Pursuant to the regulation 31 (2) of the Dhaka Stock Exchange (Listing of Small Capital Companies) Regulations, 2019, I/we hereby report that I/we intend to sell or otherwise dispose of some securities of the following company, of which I/we am/are a placement holder(s) since, the full particulars of which are given below:

1. Name of the issuer:
2. Name and full address of the placement holder:
3. Beneficial Owner's (BO) account number:
4. Quantity of securities held in the issuer:
5. Quantity of securities to sell/otherwise dispose of:
6. Taxpayer's Identification Number (TIN) (if any) of the placement holder:
7. Name of the designated stock-broker and the stock exchange:
8. Type of market:
9. Details of acquisition/disposal planned for other than through stock exchange (if applicable):

DECLARATION

I/we hereby declare that I/we have already placed the concerned securities, along with the relevant irrevocable sale/dispose of order with my/our above named stock-broker (document enclosed) for execution at prevailing market price, and that I/we shall submit details of the proposed sell/transfer of the said securities to the Bangladesh Securities and Exchange Commission and the Exchange within one week of execution of the said sale or transfer.

Place and date

Signature of the placement holder

Signature verified by: _____

(Signature with name and designation, date and seal of the authorized officer of the concerned Issuer)

Documents to be enclosed:

1. Updated BO-ISIN holding report (DPA6);
2. Acquisition cost declaration format for tax purposes;
3. If the sponsor/director is a corporate body, extract of Board Resolution of that institution;
4. Any other documents required by the Exchange.

Annexure-3 of Schedule-B
FORMAT OF STATEMENT OF SHAREHOLDING POSITION
(SHAREHOLDING OF SPONSORS/DIRECTORS AND SHAREHOLDERS
WHO HOLD 10% OR MORE) OF LISTED EQUITY SECURITIES)
 [Under regulation 32(1)]

Dated:

1. The Chairman
 Bangladesh Securities and Exchange Commission
 Dhaka
2. The Chief Regulatory Officer
 Dhaka Stock Exchange Limited
 Dhaka

Subject: Statement of shareholding position (shareholding of sponsors/directors and shareholders who hold 10% or more) of listed equity securities.

Sir,

Pursuant to the regulation 32(1) of the Dhaka Stock Exchange (Listing of Small Capital Companies) Regulations, 2019, we hereby submit the statement of shareholding position as per following format:

1. Name of the Issuer:
2. Applicable period as on: DD/MM/YYYY
3. Total paid-up capital (Tk.):
4. No. of total paid-up shares:
5. Details of shareholding position of sponsors/directors:

Sl. No.	Name	Status (Sponsor/ Promoter/ Director/ Sponsor Director/Nominated Director/ Independent Director/Depositor Director etc.)	No. of shares held as on end of the Reporting period	% of total no. of paid up shares as on end of the Reporting period	No. of shares increased/ (decreased) from previous period	Difference With previous period (%)	Reason of the difference such as share or securities purchase/sale/ Transfer/Rights Share/ Bonus Share/Others etc.	Status of Compliances of declaration, if applicable, according to regulation 32(1) of the Dhaka Stock Exchange (Listing of Small Capital Companies) Regulations, 2019
Total								

6. Details of shareholding position of shareholders who hold 10% or more shares:

Sl. No.	Name of shareholders who hold 10% or more shares	Status (Sponsor/Promoter/Director/Sponsor Director/Nominated Director/Independent Director/Depositor Director/Institution/foreigner etc.)	No. of shares held as on end of the Reporting period	% of total no. of shares paid up as on end of the Reporting period	No. of shares increased/ (decreased) from previous period	Difference with previous period (%)	Reason of the difference such as share purchase/sale/ Transfer/ Rights Share/ Bonus Share/ Others etc.	Status of compliances of বাংলাদেশ সিকিউরিটিজ ও এক্সচেঞ্জ কমিশন (উল্লেখযোগ্য সংখ্যক শেয়ার অর্জন, অধিগ্রহণ ও কর্তৃত্ব গ্রহণ) বিধিমালা, ২০১৮ in case of acquiring shares through buy/transfer
Total								

Yours faithfully,

NAME AND SIGNATURE OF
AUTHORISED PERSON(S) WITH
COMMON SEAL OF THE ISSUER

Annexure-4 of Schedule-B
**FORMAT OF REPORTING OF SHAREHOLDING OF THE SPONSORS/
DIRECTORS, FOREIGNERS, INSTITUTIONS AND SHAREHOLDERS
WHO HOLD 5% OR MORE OF LISTED SECURITIES**
[Under Regulation 32(2)]

Dated:

The Chief Regulatory Officer
Dhaka Stock Exchange Limited
Dhaka

Subject: **Report on shareholding of the sponsors/directors, foreigners, institutions and shareholders who hold 5% or more of listed securities.**

Sir,

Pursuant to the regulation 32(2) of the Dhaka Stock Exchange (Listing of Small Capital Companies) Regulations, 2019, we hereby submit the statement of shareholding as per following format:

1. Name of the Issuer:
2. Applicable Period as on: DD/MM/YYYY
3. Total paid-up capital (Tk.):
4. No. of total paid-up securities:
5. % of paid-up capital held by:
 - A. Sponsors/promoters and directors:
 - B. Govt.: C. Institute: D. Foreign: E. Public:

6. Details of shareholding of sponsors/directors:

Sl. No.	Name	Status (Sponsor/ Promoter/ Director/ Sponsor Director/Nominated Director/Independent Director/Depositor Director etc.)	No. of securities held as on end of the period		% of total no. of paid-up securities as on end of the period		No. of securities increased/ (decreased) during reported period (A) – (B)	Reason for Changes
			Reporting period (A)	Previous period (B)	Reporting period	Previous period		
Total								

7. Details of shareholding of foreigner, institution and shareholder who holds 5% or more securities outstanding other than sponsors/directors:

Sl. No.	Name of foreigner, institution and shareholder who holds 5% or more other than sponsors/directors	No. of securities held as on end of the period		% of total no. of paid-up securities as on end of the period		No. of securities increased/ (decreased) during reported period (A) – (B)	Reason for changes
		Reporting period (A)	Previous period (B)	Reporting period	Previous period		

Yours faithfully,

NAME AND SIGNATURE OF
AUTHORISED PERSON(S) OF THE ISSUER

Annexure-5 of Schedule-B
FORMAT OF REPORTING OF FREE FLOAT SECURITIES HOLDING
 [Under Regulation 32(2)]

Dated:

The Chief Regulatory Officer
 Dhaka Stock Exchange Limited
 Dhaka

Subject: Report on free float securities holding.

Sir,

Pursuant to the regulation 32(2) of the Dhaka Stock Exchange (Listing of Small Capital Companies) Regulations, 2019, we hereby submit the Report Regarding Free Float Holding as per following format:

Name of the Issuer			
Free float number of securities for the period:			
1. Total Outstanding Securities			---
Less:	a. Securities held by Sponsors/Directors	---	
	b. Securities held by Government	---	
	c. Strategic stakes by private corporate bodies/ individuals (any holding more than 5% held by an individual/company be considered as strategic)	---	
	d. Securities held by associate companies (cross holdings)	---	
	e. Any other locked-in securities	---	
2. Subtotal (a to e)			---
Total Free Float Securities (1-2)			---
No. of Sponsors			---
% of Free float securities in respect of total securities			---

Yours faithfully,

NAME AND SIGNATURE OF
 AUTHORISED PERSON OF THE ISSUER

Annexure-6 of Schedule-B
FORM OF APPLICATION FOR TRANSFER OF LISTED SECURITIES BY
WAY OF GIFT AMONG THE FAMILY MEMBERS, i.e., SPOUSE, SON,
DAUGHTER, FATHER, MOTHER, BROTHER AND SISTER
[Under Regulation 42(1)(a) & 42(2)]

Dated:

The Chief Regulatory Officer
Dhaka Stock Exchange Limited
Dhaka

Subject: **Application for transfer of listed securities by way of gift among the family members i.e., spouse, son, daughter, father, mother, brother and sister.**

Sir,

Kindly accord approval to my intention to gift the following securities to the beneficiary named hereunder:

1. Name of the Issuer of which the security is to be gifted/transferred:
2. Number of proposed securities to be transferred:
3. Name of the transferor:
Address :
Contact no. :
E-mail (if any) :
Investor Category: Sponsor/Director/Placement holder/General
Total number of securities of the Issuer held by the transferor :
e-TIN (if any) :
4. Name of the Transferee/Beneficiary:
Address :
Contact no. :
E-mail (if any) :
BO ID :
Investor Category: Sponsor/Director/Placement holder/General
Total number of securities of the Issuer held by the transferee/beneficiary:
e-TIN (if any) :
5. Relationship between the transferor and the transferee/beneficiary:

Affidavit

The undersigned transferor and signature verifying authority hereby confirm the genuineness of relationship declared herein above, and also undertake to be held responsible for the consequences, if any, as a result of any incorrect or misleading statement or concealment contained in this application.

Date

Signature of the Transferor
BO ID No. :

Signature verified by:

(Signature with name, date & seal with designation of the authorized officer of the Issuer /Depository Participant)

For Office Use Only

Approved (subject to signature verification and authentication of relationship of the applicant by the concerned issuer of listed securities/depository participant) by the Dhaka Stock Exchange Ltd.

Time allowed for execution: Working Days

Service charge: Tk.....

Advance Income Tax (AIT) (if applicable): Tk.

Documents to be enclosed:

1. National ID Card/Passport of both transferor and transferee(s) attested by the signature verifier;
2. Updated BO-ISIN holding report (DPA6) of both transferor and transferee(s);
3. Shareholding position of both transferor and transferee(s) (if transferor/transferee(s) are sponsor/director) issued by the issuer;
4. If the transferor is a sponsor/director, acquisition cost declaration format for tax purposes;
5. In case of transfer of entire holding of shares by sponsor/director, extract of Board Resolution; and
6. Any other documents required by the Exchange.

Annexure-7 of Schedule-B
FORM OF APPLICATION FOR TRANSFER OF LISTED SECURITIES OTHER
THAN BY WAY OF GIFT OR CHARITABLE TRUST
[Under Regulation 42(1)(b), (c), (d) & 42(2)]

Dated:

The Chief Regulatory Officer
Dhaka Stock Exchange Limited
Dhaka

Subject: Application for transfer of listed securities other than by way of gift.

Sir,

Kindly grant approval to effect the under mentioned transfer outside the trading system of the Exchange:

1. Name of the Issuer of which the security is to be transferred:
2. Number of proposed securities to be transferred:
3. Name of the Seller/Transferor/Pledgor:
Address :
Contact no :
E-mail (if any) :
Investor Category: Sponsor/Director/Placement holder/Institution/
General/ Foreigner Total number of securities of the Issuer held by the
seller/ transferor/Pledgor :
e-TIN (if any) :
4. Name of the Buyer/Transferee/Pledgee:
Address :
Contact no. :
E-mail (if any):
BO ID :
Investor Category: Sponsor/Director/Placement holder/Institution/
General/ Foreigner Total number of securities of the Issuer held by the
buyer/ transferee/ pledgee:
e-TIN (if any) :
5. Relationship, if any, between the parties:
6. Nature of transaction (sale, exchange, acquisition, others):
7. Brief reason of the proposed transfer:
8. Consideration, if any:
9. Have you previously applied for transaction/transfer of the above shares:
Yes/No
If Yes: (a) Date on which applied for:
(b) In case of refusing the application, reason (if any) there of:

Affidavit

The undersigned transferor and signature verifying authority hereby jointly and severally confirm the genuineness of information declared herein above, and also undertake to be held responsible for the consequences, if any, as a result of any incorrect or misleading statement or concealment contained in this application.

Date -----

Signature of the proposed Seller/Transferor/Pledgor
BO ID No.:

Signature verified by:

(Signature with name, date & seal with designation of the authorized officer of the issuer/depository participant)

For Office Use Only

Approved (subject to signature verification of the applicant by the concerned issuer of listed securities/depository participant) by the Dhaka Stock Exchange Ltd.

Time allowed for execution: Working Days

Service charge: Tk.....

Advance Income Tax (AIT) (if applicable): Tk.

Documents to be enclosed:

1. If transferor or transferee is an institution, extract of Board Resolution;
2. Updated BO-ISIN holding report (DPA6) of both the parties;
3. Shareholding of both seller/transferor and buyer/transferee(s) issued by the Issuer;
4. Loan agreement between lender and borrower highlighting specific provision about authorization of confiscation of securities in case of default;
5. Necessary documents for pledged shares (i.e., DP26, DP32, DP89, Form 17-1, Form 17-2, etc.);
6. Necessary documents as a proof of default;
7. Attested photocopy of National ID card of both seller/transferor and buyer/transferee (in case of individual);
8. Any other documents required by the Exchange.

Annexure-1 of Schedule-C
FORM OF APPLICATION FOR VOLUNTARY DE-LISTING
[Under Regulation 47(3)(e)]

Dated:

The Chief Regulatory Officer
Dhaka Stock Exchange Limited
Dhaka

Subject: **Voluntary de-listing of securities of(Name of the Issuer)
under Regulation 47 of the Dhaka Stock Exchange (Listing of
Small Capital Companies) Regulations, 2019.**

Sir,

The Board of Directors of our company in its meeting held on _____ and the shareholders in the general meeting held on..... have resolved/passed to delist the securities from Dhaka Stock Exchange Limited (DSE) voluntarily, in accordance with the Regulation 47 of the Dhaka Stock Exchange (Listing of Small Capital Companies) Regulations, 2019.

We hereby apply for de-listing the securities of our company from your exchange and provide, inter alia, the following information/documents:

1. Code of the Securities:
2. Name of the issuer:
3. Registered office:
4. Type & No. of securities to be de-listed:
5. Reason for delisting:
6. Total paid-up capital:
7. Name of the Merchant Banker:
8. Copy/extract of the Board resolution;
9. Copy/extract of the special resolution by the shareholders in the general meeting;
10. Scheme of voluntary de-listing as approved by the shareholders;
11. Information of escrow account;
12. Copy of public announcement along with paper clippings; and
13. Any other relevant information/documents.

We confirm that all dues with the Exchange have been duly paid and also assure that we shall comply with the relevant provisions of securities laws in this regard.

Yours faithfully,
Sd/-

Managing Director or CEO
Name of the Issuer

Copy to:

1. The Chairman, Bangladesh Securities and Exchange Commission,
Dhaka.
2. The Managing Director, Dhaka Stock Exchange Limited.

Annexure-2 of Schedule-C
CONTENTS OF THE PUBLIC ANNOUNCEMENT FOR
VOLUNTARY DE-LISTING
[Under Regulation 47(5)(e)]

The issuer shall make public announcement for voluntary de-listing as per the provisions of Regulation 47(5)(e) of the Dhaka Stock Exchange (Listing of Small Capital Companies) Regulations, 2019. Such public announcement shall include, among others, the followings:

1. Name and registered/contact address of the Issuer:
2. Dates of Board of Directors' meeting and shareholders' meeting at which such voluntary de-listing scheme have been passed:
3. Details of listing, such as date of listing and name of the exchange;
4. The name of the exchange from which the securities are sought to be de-listed:
5. Summary of voluntary de-listing scheme:
 - (a) The objective/purpose of the proposed delisting;
 - (b) The offer price;
 - (c) Justification of the offer price as per regulation 47(5) of the Dhaka Stock Exchange (Listing of Small Capital Companies) Regulations, 2019;
 - (d) Stock price data:
 - (i) Yearly high, low and average market prices of the securities of the issuer during the preceding three years;
 - (ii) Monthly high, low and average market prices of the securities of the issuer for last six months preceding the date of the public announcement; and
 - (iii) The volume of securities traded in each month during the six months preceding the date of public announcement.
 - (e) 'Cut-off date' for determining the names of shareholders to whom the letter of offer shall be sent;
 - (f) A draft of offer letter for purchasing of securities;
 - (g) The dates of opening and closing of the offer;

-
- (h) The manner in which the offer can be accepted by the shareholders;
 - (i) Acceptance condition for success of the offer;
 - (j) Names of the merchant banker and other intermediaries with contact information;
 - (k) Payment procedures;
 - (l) Details of the escrow account and the amount deposited therein;
 - (m) Present capital structure and shareholding pattern;
 - (n) Expected post-delisting shareholding pattern;
 - (o) Summary of immediate past five years' audited financial data including net asset value per share (with revaluation & without revaluation), earnings per share (basic, diluted & restated), net operating cash flow per share & rate of dividend (cash or stock), etc.;
 - (p) List of buyers with number of securities intended to buy by each of them;
 - (q) Declaration by the sponsors/directors for purchasing of required securities; and
 - (r) Due diligence certificate by the Merchant Banker;
6. The public announcement shall be dated and signed on behalf of the board of directors of the issuer by its Managing Director/Chief Executive Officer & at least two directors including Chairman of the board of directors of the issuer and also be dated and signed by the Managing Director/Chief Executive Officer of the Merchant Banker.