

Bangladesh Securities and Exchange Commission
Securities Commission Bhaban
E-6/C Agargaon
Sher-e-Bangla Nagar Administrative Area
Dhaka-1207, Bangladesh.

NOTIFICATION

21 May 2019

No. BSEC/CMRRCD/2009-193/217/Admin/...:Whereas, the Bangladesh Securities and Exchange Commission (hereinafter referred to as the "Commission") deems it fit that the consent already accorded by the Commission, or to be accorded by it in future, to the issue of capital in Bangladesh, or public offer of securities for sale shall be subject to certain further conditions in the interest of investors and for the development of the securities market;

Now, therefore, in exercise of the power conferred by the section 2CC of the Securities and Exchange Ordinance, 1969 (Ordinance No. XVII of 1969), the Commission hereby imposes the following further conditions to the consent already accorded by it, or to be accorded by it in future, to the issue of capital in Bangladesh, or public offer of securities for sale, namely:-

1. All sponsors and directors other than independent directors of a company listed with any stock exchange shall all time jointly hold minimum 30% (thirty percent) shares of the paid-up capital of the company.
2. If the sponsors and directors other than independent directors of any listed company fail to jointly hold the aforesaid amount of shares, the sponsors and directors other than independent directors shall not be able to execute any type of sale or transfer or transmission or pledge of shares until acquisition of the aforesaid amount of shares except transfer of pledged shares in case of confiscation for loan default or transmission of shares in case of death.
3. If the sponsors and directors other than independent directors of any listed company fail to jointly hold the aforesaid amount of shares, the respective company shall not be able to raise capital through rights share offer or repeat public offer or bonus shares or amalgamation of companies or any other mode of raising of capital.
4. Each director other than independent director of any listed company shall hold minimum 2% (two percent) shares of the paid up capital, otherwise there shall be a casual vacancy of director:

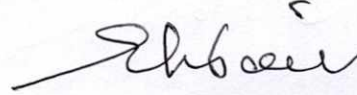
Provided that any company or institution shall hold minimum 2% (two percent) shares of the paid up capital of any listed company for nominating any individual against each position of director, otherwise there shall also be a casual vacancy of director.



5. In case of aforesaid casual vacancy of director, the board of directors shall fill up the vacancy from the shareholders having 2% (two percent) or more shares of the paid up capital within 30 (thirty) working days of such vacancy in compliance with the provisions of the applicable securities laws.
6. The following Order, Notifications, Memo and Directive are hereby repealed:
 - (a) Order No. এসইসি/সিএমআরআরসিডি/২০০৯-১৯৩/১১১, তারিখঃ সেপ্টেম্বর ২১, ২০১১;
 - (b) Notification No. SEC/CMRRCD/2009-193/119/Admin/34, dated November 22, 2011;
 - (c) Notification No. SEC/CMRRCD/2009-193/120/Admin/35, dated December 07, 2011;
 - (d) Memo No. এসইসি/এসআরএমআইসি/৯৫-২৯৯/৩৮৪, তারিখঃ ফেব্রুয়ারী ১২, ২০১২;
 - (e) Directive No. SEC/SRMIC/2011/1240/634, dated March 11, 2018.

This Notification shall have immediate effect.

By order of the Bangladesh Securities and Exchange Commission



Dr. M. Khairul Hossain
Chairman.