Bangladesh Securities and Exchange Commission

Enforcement Division
Enforcement Department
Market, Market Intermediaries and Other Affairs Section
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নং-বিএসইসি/এনফোর্সমেন্ট/৩৭৮৯/২০২৪/৬৪১

তারিখঃ সেপ্টেম্বর ০৭, ২০২৬ ইং

Engr. Muhammad Shamsul Islam
Chairman
Dominage Steel Building Systems Limited
J.R Casero Tower, 11th Floor,
46, Mohakhali C/A, Dhaka-1212.

বিষয়: আদেশ।

কমিশনের আদেশ **নং-বিএসইসি/এনফোর্সমেন্ট/৩৭৮৯/২০২৪/৬৪০ তারিখঃ সেপ্টেম্বর ০৭, ২০২৬ ইং** এর সত্যায়িত অনুলিপি আপনার অবগতি ও প্রয়োজনীয় ব্যবস্থা গ্রহনের জন্য এতদ্সংগে সংযুক্ত করা হলো।

বাংলাদেশ সিকিউরিটিজ অ্যান্ড এক্সচেঞ্জ কমিশনের পক্ষে,

07/09/2024

মোঃ সুলতান সালাহ উদ্দিন
উপ-পরিচালক (এনফোর্সমেন্ট বিভাগ)
ফোন: ৮৮-০২-৫৫০০৭১৩১-২, Ext- ১২২০
ই-মেইল: ssuddin@sec.gov.bd

অবগতির জন্য অনুলিপি:

১. চেয়ারম্যান মহোদয়ের একান্ত সচিব, বিএসইসি।
২. পিও টু সকল কমিশনার, বিএসইসি।
৩. পিও টু নির্বাহী পরিচালক, এনফোর্সমেন্ট, বিএসইসি।
৪. পিও টু নির্বাহী পরিচালক, এমআইএস, বিএসইসি।
৫. পিও টু নির্বাহী পরিচালক, সিএডি, বিএসইসি।

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নং-বিএসইসি/এনফোর্সমেন্ট/৩৭৮৯/২০২৪/৬৪৫

তারিখঃ সেপ্টেম্বর ০৭, ২০২৬ ইং

Mr. Abul Kalam Bhyian
Director
Dominage Steel Building Systems Limited
J.R Casero Tower, 11th Floor,
46, Mohakhali C/A, Dhaka-1212.

বিষয়: আদেশ।

কমিশনের আদেশ **নং-বিএসইসি/এনফোর্সমেন্ট/৩৭৮৯/২০২৪/৬৪০ তারিখঃ সেপ্টেম্বর ০৭, ২০২৬ ইং** এর সত্যায়িত অনুলিপি আপনার অবগতি ও প্রয়োজনীয় ব্যবস্থা গ্রহনের জন্য এতদ্‌সংগে সংযুক্ত করা হলো।

বাংলাদেশ সিকিউরিটিজ অ্যান্ড এক্সচেঞ্জ কমিশনের পক্ষে,

০৭/০৯/২০২৬

মোঃ সুলতান সালাহ্ উদ্দিন
উপ-পরিচালক (এনফোর্সমেন্ট বিভাগ)
ফোন: ৮৮-০২-৫৫০০৭১৩১-২, Ext- ১২২০
ই-মেইল: ssuddin@sec.gov.bd

অবগতির জন্য অনুলিপি:

১. চেয়ারম্যান মহোদয়ের একান্ত সচিব, বিএসইসি।
২. পিও টু সকল কমিশনার, বিএসইসি।
৩. পিও টু নির্বাহী পরিচালক, এনফোর্সমেন্ট, বিএসইসি।
৪. পিও টু নির্বাহী পরিচালক, এমআইএস, বিএসইসি।
৫. পিও টু নির্বাহী পরিচালক, সিএডি, বিএসইসি।

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নং-বিএসইসি/এনফোর্সমেন্ট/৩৭৮৯/২০২৪/৬৪৩

তারিখঃ সেপ্টেম্বর ০৭, ২০২৬ ইং

Mr. Sujit Saha
Director
Dominage Steel Building Systems Limited
J.R Casero Tower, 11th Floor,
46, Mohakhali C/A, Dhaka-1212.

বিষয়: আদেশ।

কমিশনের আদেশ **নং-বিএসইসি/এনফোর্সমেন্ট/৩৭৮৯/২০২৪/৬৪০ তারিখঃ সেপ্টেম্বর ০৭, ২০২৬ ইং** এর সত্যায়িত অনুলিপি আপনার অবগতি ও প্রয়োজনীয় ব্যবস্থা গ্রহনের জন্য এতদ্সংগে সংযুক্ত করা হলো।

বাংলাদেশ সিকিউরিটিজ অ্যান্ড এক্সচেঞ্জ কমিশনের পক্ষে,

০৭/০৯/২০২৪

মোঃ সুলতান সালাহ উদ্দিন
উপ-পরিচালক (এনফোর্সমেন্ট বিভাগ)
ফোন: ৮৮-০২-৫৫০০৭১৩১-২, Ext- ১২২০
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অবগতির জন্য অনুলিপি:

১. চেয়ারম্যান মহোদয়ের একান্ত সচিব, বিএসইসি।
২. পিও টু সকল কমিশনার, বিএসইসি।
৩. পিও টু নির্বাহী পরিচালক, এনফোর্সমেন্ট, বিএসইসি।
৪. পিও টু নির্বাহী পরিচালক, এমআইএস, বিএসইসি।
৫. পিও টু নির্বাহী পরিচালক, সিএডি, বিএসইসি।

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নং-বিএসইসি/এনফোর্সমেন্ট/৩৭৮৯/২০২৪/৬৪২

তারিখঃ সেপ্টেম্বর ০৭, ২০২৬ ইং

Engr. Mohammad Rafiqul Islam
Managing Director
Dominage Steel Building Systems Limited
J.R Casero Tower, 11th Floor,
46, Mohakhali C/A, Dhaka-1212.

বিষয়: আদেশ।

কমিশনের আদেশ **নং-বিএসইসি/এনফোর্সমেন্ট/৩৭৮৯/২০২৪/৬৪০ তারিখঃ সেপ্টেম্বর ০৭, ২০২৬ ইং** এর সত্যায়িত অনুলিপি আপনার অবগতি ও প্রয়োজনীয় ব্যবস্থা গ্রহনের জন্য এতদ্‌সংগে সংযুক্ত করা হলো।

বাংলাদেশ সিকিউরিটিজ অ্যান্ড এক্সচেঞ্জ কমিশনের পক্ষে,

০৭/০৯/২০২৫

মোঃ সুলতান সালাহ উদ্দিন
উপ-পরিচালক (এনফোর্সমেন্ট বিভাগ)
ফোন: ৮৮-০২-৫৫০০৭১৩১-২, Ext- ১২২০
ই-মেইল: ssuddin@sec.gov.bd

অবগতির জন্য অনুলিপি:

১. চেয়ারম্যান মহোদয়ের একান্ত সচিব, বিএসইসি।
২. পিও টু সকল কমিশনার, বিএসইসি।
৩. পিও টু নির্বাহী পরিচালক, এনফোর্সমেন্ট, বিএসইসি।
৪. পিও টু নির্বাহী পরিচালক, এমআইএস, বিএসইসি।
৫. পিও টু নির্বাহী পরিচালক, সিএডি, বিএসইসি।

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নং-বিএসইসি/এনফোর্সমেন্ট/৩৭৮৯/২০২৪/৬৪৪

তারিখঃ সেপ্টেম্বর ০৭, ২০২৬ ইং

Mr. Rakibul Islam
Director
Dominage Steel Building Systems Limited
J.R Casero Tower, 11th Floor,
46, Mohakhali C/A, Dhaka-1212.

বিষয়: আদেশ।

কমিশনের আদেশ **নং-বিএসইসি/এনফোর্সমেন্ট/৩৭৮৯/২০২৪/৬৪০ তারিখঃ সেপ্টেম্বর ০৭, ২০২৬ ইং** এর সত্যায়িত অনুলিপি আপনার অবগতি ও প্রয়োজনীয় ব্যবস্থা গ্রহনের জন্য এতদ্‌সংগে সংযুক্ত করা হলো।

বাংলাদেশ সিকিউরিটিজ অ্যান্ড এক্সচেঞ্জ কমিশনের পক্ষে,

০৭/০৯/২০২৬

মোঃ সুলতান সালাহ উদ্দিন
উপ-পরিচালক (এনফোর্সমেন্ট বিভাগ)
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ই-মেইল: ssuddin@sec.gov.bd

অবগতির জন্য অনুলিপি:

১. চেয়ারম্যান মহোদয়ের একান্ত সচিব, বিএসইসি।
২. পিও টু সকল কমিশনার, বিএসইসি।
৩. পিও টু নির্বাহী পরিচালক, এনফোর্সমেন্ট, বিএসইসি।
৪. পিও টু নির্বাহী পরিচালক, এমআইএস, বিএসইসি।
৫. পিও টু নির্বাহী পরিচালক, সিএডি, বিএসইসি।

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নং-বিএসইসি/এনফোর্সমেন্ট/৩৭৮৯/২০২৪/৬৪৬

তারিখঃ সেপ্টেম্বর ০৭, ২০২৬ ইং

Mr. Md. Zillur Rahman
Ex-Chief Financial Officer
Dominage Steel Building Systems Limited
J.R Casero Tower, 11th Floor,
46, Mohakhali C/A, Dhaka-1212.

বিষয়: আদেশ।

কমিশনের আদেশ **নং-বিএসইসি/এনফোর্সমেন্ট/৩৭৮৯/২০২৪/৬৪০ তারিখঃ সেপ্টেম্বর ০৭, ২০২৬ ইং** এর সত্যায়িত অনুলিপি আপনার অবগতি ও প্রয়োজনীয় ব্যবস্থা গ্রহনের জন্য এতদ্সংগে সংযুক্ত করা হলো।

বাংলাদেশ সিকিউরিটিজ অ্যান্ড এক্সচেঞ্জ কমিশনের পক্ষে,

০৭/০৯/২০২৬

মোঃ সুলতান সালাহ উদ্দিন
উপ-পরিচালক (এনফোর্সমেন্ট বিভাগ)
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অবগতির জন্য অনুলিপি:

১. চেয়ারম্যান মহোদয়ের একান্ত সচিব, বিএসইসি।
২. পিও টু সকল কমিশনার, বিএসইসি।
৩. পিও টু নির্বাহী পরিচালক, এনফোর্সমেন্ট, বিএসইসি।
৪. পিও টু নির্বাহী পরিচালক, এমআইএস, বিএসইসি।
৫. পিও টু নির্বাহী পরিচালক, সিএডি, বিএসইসি।

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নং-বিএসইসি/এনফোর্সমেন্ট/৩৭৮৯/২০২৪/৬৪৭

তারিখঃ সেপ্টেম্বর ০৭, ২০২৬ ইং

Mr. Md. Jamir Hosen Chowdhury
Ex-Company Secretary
Dominage Steel Building Systems Limited
J.R Casero Tower, 11th Floor,
46, Mohakhali C/A, Dhaka-1212.

বিষয়: আদেশ।

কমিশনের আদেশ **নং-বিএসইসি/এনফোর্সমেন্ট/৩৭৮৯/২০২৪/৬৪০ তারিখঃ সেপ্টেম্বর ০৭, ২০২৬ ইং** এর সত্যায়িত অনুলিপি আপনার অবগতি ও প্রয়োজনীয় ব্যবস্থা গ্রহনের জন্য এতদ্সংগে সংযুক্ত করা হলো।

বাংলাদেশ সিকিউরিটিজ অ্যান্ড এক্সচেঞ্জ কমিশনের পক্ষে,

০৭/০৯/২০২২

মোঃ সুলতান সালাহ উদ্দিন
উপ-পরিচালক (এনফোর্সমেন্ট বিভাগ)
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ই-মেইল: ssuddin@sec.gov.bd

অবগতির জন্য অনুলিপি:

১. চেয়ারম্যান মহোদয়ের একান্ত সচিব, বিএসইসি।
২. পিও টু সকল কমিশনার, বিএসইসি।
৩. পিও টু নির্বাহী পরিচালক, এনফোর্সমেন্ট, বিএসইসি।
৪. পিও টু নির্বাহী পরিচালক, এমআইএস, বিএসইসি।
৫. পিও টু নির্বাহী পরিচালক, সিএডি, বিএসইসি।

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নং-বিএসইসি/এনফোর্সমেন্ট/৩৭৮৯/২০২৪/৬৪০ তারিখঃ সেপ্টেম্বর ০৭, ২০২৬ ইং

আদেশ

যেহেতু, the Securities and Exchange Ordinance, 1969 এর Section 2 (cc) মোতাবেক "কমিশন" অর্থ বাংলাদেশ সিকিউরিটিজ অ্যান্ড এক্সচেঞ্জ কমিশন যা বাংলাদেশ সিকিউরিজি অ্যান্ড এক্সচেঞ্জ কমিশন আইন, ১৯৯৩-এর অধীনে গঠিত;

যেহেতু, Securities and Exchange Ordinance, 1969 (Ordinance No. XVII of 1969) এর Section 2(g) মোতাবেক Dominage Steel Building Systems Limited (DOMINAGE), 'issuer' হিসাবে অভিহিত (অতঃপর ইস্যুয়ার বলে উল্লেখিত);

যেহেতু, বাংলাদেশ সিকিউরিটিজ অ্যান্ড এক্সচেঞ্জ কমিশন (বিএসইসি)-এর ১৫ জুলাই ২০২৪ তারিখের পরিদর্শন আদেশ নং-BSEC/CFD/06/2021/Part-iii/187-এর প্রেক্ষিতে ঢাকা স্টক এক্সচেঞ্জ পিএলসি (ডিএসই)-কে Dominage Steel Building Systems Limited'-এর কারখানা প্রাঙ্গণ, প্রধান কার্যালয়, সাইট অফিস, হিসাবের বই, নথিপত্র এবং অন্যান্য প্রাসঙ্গিক কাগজপত্র পরিদর্শন করার নির্দেশনা দেওয়া হয়েছিল। এছাড়া, বিএসইসি অন্যান্য বিষয়ের পাশাপাশি আইপিও (IPO)-র মাধ্যমে প্রাপ্ত অর্থ ব্যবহারের বিষয়টি অর্থাৎ তা প্রসপেক্টাসের বিধান অনুযায়ী ব্যয় করা হয়েছে কি না তা পরিদর্শন করে প্রতিবেদন দাখিলের নির্দেশ দিয়েছিল। সেই অনুযায়ী, ডিএসই কমিশনের নিকট একটি পরিদর্শন প্রতিবেদন দাখিল করেছে। পরিদর্শন প্রতিবেদনে অন্যান্যের মধ্যে নিম্নলিখিত বিষয়গুলো উপস্থাপিত হয়েছে:

Issue No.1: Not using IPO Proceeds in line with purpose mentioned in the Prospectus and allied issues:

Dominage Steel Building Systems Limited received IPO proceeds amounting **BDT 30.00 crore** on November 03, 2020 and last date of full utilization of fund as per prospectus was within 24 months of obtaining IPO proceeds i.e on November 22, 2022. The purpose of utilization of IPO proceeds as per prospectus are mentioned bellow:

Sl. No	Particulars	Time Line as per Prospectus	Amount (BDT)
1.	Building and other construction	Within 24 months after receiving the IPO Fund	90,423,910
2.	Electrical Installation		22,690,000
3.	Acquisition of new plant & machinery		167,310,090
4.	IPO Expense	As and when required	19,576,000/-
Total			**300,000,000**

Subsequently, the company held Annual General Meeting on 30 December 2021 at digital platform regarding, among others, revision of utilization plan of unutilized IPO proceeds. The minutes of AGM reads, among others, as follows:

> ".......The honorable Managing Director explained revised usage of the net proceed of IPO in his welcome speech. The summary of the use of the net proceeds from the IPO are given bellow:-

Sl. No	Particulars	Amount (BDT) as per Prospectus	Revised Amount in (BDT)
1.	Building and other construction	90,423,910.00	58,647,418.00
2.	Electrical Installation	22,690,000.00	22,690,000.00
3.	(a)Acquisition of new plant & machinery	167,310,090.00	54,461,833.00
4.	(b) Cutter Suction Dredger with workboat	-	147,694,000.00
	Total	**280,424,000.00**	**283,493,250.00**

Till then, the esteemed shareholders have cast a total of 130 votes on the agenda with a total of 70,793,300 shares. Out of the 130 votes, 126 were in favor and 4 were against. The share of 126 votes in favor is 70,742,976 and the share of 4 votes against is 50,324.

"Resolved that" the decision of the new process of net proceeds of IPO was approved at the meeting.

The company did not utilize IPO proceeds within November 22, 2022. Accordingly, the company applied to the Bangladesh Securities and Exchange Commission vide it's letter No. DSBSL/SD/2022/073 dated November 19, 2022 for time extension for utilization of IPO proceeds with mentioning the deviation of IPO proceeds utilization.

Bangladesh Securities and Exchange Commission vide it's letter No. BSEC/CFD/06/2021/Part-02/1254 dated 11 January 2023 **has approved time extension up to March 2024 mentioning that the commission will not allow further time extension for this IPO proceeds utilization**.

The company claimed that **BDT 26.64 crore** utilized up to September 12, 2024 and unspent balance is **BDT 3.67 crore. Thereby the company non-complied with the BSEC letter No. BSEC/CFD/06/2021/Part-02/1254 dated 11 January 2023.**

However, the commission did not mention anything about approval or rejection of amendment of utilization of IPO Proceeds in the said letter. In fact, condition No. 6 of Part-C of the Commission's consent letter reads, among others, as follows:

> *".....The proceeds shall not be used for any purpose other than those specified in the prospectus without any valid ground. Any material deviation in this respect must have prior approval of at least 51% of the public shareholders, other than sponsors and directors, in a general meeting through a board-approved agenda and due notification to the shareholders. Before the said general meeting, such deviation as recommended by the board of directors shall be published as price-sensitive information with detailed description and reasons for such deviation. If approved by the shareholders, the meeting resolution shall be submitted to the Commission along with reasonable explanations and the decision shall be published as price-sensitive information.....".*

As per condition No. 6 of Part-C of the Commission's consent letter, there was no issue regarding approval of BSEC for deviation/amendment of IPO proceeds utilization, the company only intimated deviation/ amendment related issue to the Commission.

Later on, the company submitted report on utilization of IPO Proceeds for the month of March 31, 2023. The scenario of report on IPO proceeds utilization is depicted bellow:

Sl.	Purpose Mentioned in the Prospectus	Time Line as per Prospectus	Amount Approved in 15th AGM (Tk)	Utilized up to Feb 28, 2023	Total Unutilized Amount
(a)	Building and other construction	24 Months	58,647,418.00	-	58,647,418.00
(b)	Electrical Installation	24 Months	22,690,000.00	-	22,690,000.00
(c)	Acquisition of new plant & machinery	24 Months	202,155,833.00	147,330,000.00	54,825,833.00
(d)	IPO expenses	As and when required	19,576,000.00	19,576,000.00	
	Total		**303,069,251.00**	**166,906,000.00**	**136,163,251.00**

However, as per condition No. 6 of Part-C of the Commission's consent letter, the company is required **prior approval of at least 51% of the public shareholders, other than sponsors and directors**, in a general meeting through a board-approved agenda and due notification to the shareholders for amendment of IPO proceeds utilization.

As such, we gave emphasize whether the company get approval of at least 51% of the public shareholders, other than sponsors and directors for amendment of IPO proceeds utilization. Accordingly, we collected attendance sheet of AGM of the company and found that 106 shareholders having **9,097,324 shares** of the company attended the AGM and the number of **Proxy Vote was 63,183,464**. It is observed form the agenda wise voting details that **70,742,976 votes** were casted regarding agenda No. 6 about amendment of IPO proceeds utilization. However, out of total 70,742,976 votes **63,183,464 were proxy vote** which appeared to us unusual. So, we collected proxy list and found that **sponsors and directors of the company casted 30,980,609 votes to pass the agenda.**

Besides that, we collected proxy form to verify whether the original shareholders nominated their representatives to vote regarding amendment of IPO Proceeds. Total 67 (sixty-seven) shareholders including sponsors/directors having 63,183,464 shares nominated person for proxy vote. Due to time limitation, we could not communicate with all the shareholders. We randomly select following two proxy form:

SL No.	Name of the Shareholder	No. of Shares	Proxy Holder's Name
1	M/S Bandhan International	5,000,000	Miraj
2	Chittagong Pesticides & Fisheries Ltd. (CPFL)	3,000,000	Shahin
	Total	**8,000,000**	

Then, we send e-mail to M/S Bandhan International and Chittagong Pesticides & Fisheries Ltd. The contents of the mail reads, among others, as follows:

Bangladesh Securities and Exchange Commission
Enforcement Division
Enforcement Department
Market, Market Intermediaries and Other Affairs Section
www.sec.gov.bd

".....It is observed from the proxy form of 15th Annual General Meeting of Dominage Steel Building Systems Limited held on 30 December 2021 that you on behalf of Bandhan International nominated Mr. Mohammad Meraj as proxy to attend and vote the said AGM. That time, 5,000,000 number of shares held by Bandhan International.

In this connection, please be informed that agenda No. 6 of the AGM was regarding amendment of utilization of IPO preceeds and the Managing Director explained revised usage of the net proceed of IPO in his welcome speech. The amendment of the use of the IPO proceeds were as follows:-

Sl. No	Particulars	Amount (BDT) as per Prospectus	Revised Amount in (BDT)
1.	Building and other construction	90,423,910.00	58,647,418.00
2.	Electrical Installation	22,690,000.00	22,690,000.00
3.	(a)Acquisition of new plant & machinery	167,310,090.00	54,461,833.00
4.	(b) Cutter Suction Dredger with workboat	-	147,694,000.00
Total		**280,424,000.00**	**283,493,250.00**

However, it is observed from the agenda wise voting details that Bandhan International (5,000,000 shares) voted in favour of revision/amendment of IPO proceeds utilization.

You are requested to verify/confirm authenticity of said issues.......".

Another e-mail was sent to the chairman of Chittagong Pesticides & Fisheries Ltd. (CPFL) to verify/ confirm authenticity of said issues.

Bishwajit Das, proprietor of Bandhan International replied us through an e-mail dated October 06, 2024. The contents of the mail reads, among others, as follows:

".......For your kind information, Company authorities send a person who was not known to me n requested me to give signature in the proxy form as I told him I would not present the AGM. I was not informed about the IPO fund changing agenda. Now I am feeling very sorry for my ignorance, really I gave signature innocently.....".

From the above, it is evident that **the shareholder was not notified perfectly** for amendment of IPO proceeds utilization as per condition No. 6 of Part-C of the Commission's consent letter. Thereby, the company got **5,000,000 proxy votes** by hiding information regarding amendment of IPO Proceeds.

Chittagong Pesticides & Fisheries Limited replied us through an e-mail dated October 03, 2024. The contents of the mail reads, among others, as follows:

The Chairman of Chittagong Pesticides & Fisheries Limited confirmed that they were unaware of proxy vote. However, the company got **3,000,000 proxy votes** by managing unauthorized signature from CPFL.

As such, if we exclude the vote of sponsors/directors and the proxy vote of M/S Bandhan International & CPFL, the scenario of votes has become as follows:

Particulars	Number of Shares/Votes
Total Number of Shares of the Company	102,600,000
Shares of Sponsors/Directors	30,980,609
No. of shares held by General Shareholders	71,619,391
51% of General Shareholders	36,525,890
Total Vote in favor of revision of IPO Proceeds utilization	70,793,300
Total Vote in favor of revision of IPO Proceeds utilization excluding proxy vote of M/S Bandhan International & CPFL and Sponsors/Directors	**31,812,691**

As such, it is evident that **the company fraudulently manage proxy vote and vote of sponsor/directors to pass the agenda regarding IPO proceeds utilization**. As the company did not get **51% votes of the public shareholders, it could not amend/revise/deviate IPO proceeds utilization** as per condition No. 6 of part 'C' of BSEC's consent letter. By deviating of IPO proceeds utilization, the company non-complied with the condition No. 6 of part 'C' of BSEC's consent letter. Moreover, by providing false/misleading information regarding 51% votes to pass the agenda to the BSEC and to the Exchange, **the company non-complied with the regulation 45 of the Dhaka Stock Exchange (Listing) Regulations, 2015, section 18 of the Securities and Exchange Ordinance, 1969 and condition No. 6 of part 'C' of BSEC's consent letter.**

Violation: From the above activities Dominage Steel Building Systems Limited violated regulation 45 of the Dhaka Stock Exchange (Listing) Regulations, 2015, section 18 of the Securities and Exchange Ordinance, 1969 and condition No. 6 of part 'C' of BSEC's consent letter.

Issue-2: The company did not get Prior Approval for Deviation/Amendment of IPO Proceeds Utilization:

It is observed from the submitted documents that the company purchased cutter suction dredger with workboat namely CSD Dominage -3 dredger by amounting **BDT 14.73 crore** from Arena Construction & Engineering Limited. It is also observed from the bank statements that the company made payment **from 25 January 2022 to 27 December 2022.**

The inspection team visited Dredger Department of Bangladesh Inland Water Transport Authority, Directorate of Shipping, Department of Shipping (Ministry of Shipping) to get information/documents regarding owner of the dredger, registration certificate, survey certificate, VAT related issues, features of the dredger, costing etc.

Accordingly, the team collected registration certificate and survey certificate from the said authority and found that CSD Dominage -3 dredger was **constructed in the year 2021, registered on 08 October 2021** in the name Dominage Steel Building Systems Limited and **surveyed by Mr. Md. Mahbubur Rashid, Engineer & Ship Surveyor and Registrar of Ship on 09 October 2021**.

As per condition No. 6 of Part-C of the Commission's consent letter, any material deviation of IPO proceeds utilization must have **prior approval of at least 51% of the public shareholders**, other than sponsors and directors, in a general meeting through a board-approved agenda and due notification to the shareholders. However, the company held 15th annual general meeting on **30th December 2021** and fraudulently claimed that they get approval from the shareholders for deviation/amendment of IPO proceeds.

From the above, it is evident that the company purchased CSD Dominage -3 dredger without prior approval of public shareholder in the AGM. By doing so, the company **non-complied with the condition No. 6 of Part-C of the Commission's consent letter.**

Violation: From the above activities Dominage Steel Building Systems Limited violated condition No. 6 of Part-C of the Commission's consent letter

Issue-3: False/Misleading Information regarding the Costs and Manufacturer of CSD Dominage -3 dredger:

It was required to submit VAT Challan by the company to registrar CSD Dominage -3 dredger in the name of Dominage Steel Building Systems Limited to the Directorate of Shipping and to the Department of Shipping (Ministry of Shipping). The inspection team collected the said VAT Challan from the respective authority and found that **M/S Sundarban Shipbuilders was the Manufacturer of CSD Dominage -3 dredger.** Besides that, in the VAT challan, **total cost of manufacturing CSD Dominage -3 dredger was shown BDT 21.42 lac against which BDT 1.07 lac was submitted as VAT.**

As per submitted documents and Bank statements of the company, Arena Construction & Engineering Limited was the manufacturer of CSD Dominage -3 dredger and the costs of the said dredger was **BDT 14.73 crore**. As there arose confusion who was the real manufacturer of the company, the inspection team visited the office of **M/S Sundarban Shipbuilders** and **Arena Construction & Engineering Limited.**

However, M/S Sundarban Shipbuilders informed us vide a letter dated 23 September 2024 which reads, among others, as follows:

> "………আমি মামুন সিকদার ,ম্যানেজিং ডিরেক্টর, মেসার্স সুন্দরবন শিপ বিল্ডার্স এর পক্ষ থেকে জানাচ্ছি যে, সি এস ডি ডমিনেজ-৩ ড্রেজার (আম-০১-৩১৭৩) এর প্রস্তুতকারক আমার প্রতিষ্ঠান নয়। এ নৌযানটি নির্মাণের সাথে আমি বা আমার প্রতিষ্ঠান কোন ভাবেই জড়িত নই। কে বা কারা ভ্যাট ও রেজিষ্টেশন সার্টিফিকেট এ প্রস্তুতকারক হিসাবে আমার প্রতিষ্ঠানের নাম ব্যবহার করেছে আমার জানা নেই।
>
> অতএব উক্ত ড্রেজারটির মালিক ও নির্মাণ খরচ সম্মন্ধে আমি অবগত নই……"।

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Thereby the company submitted false and misleading information regarding the name of the manufacturer and price of CSD Dominage -3 dredger. By doing so, **the company non-complied with the regulation 45 of the Dhaka Stock Exchange (Listing) Regulations, 2015 and section 18 of the Securities and Exchange Ordinance, 1969.**

Violation: From the above activities Dominage Steel Building Systems Limited violated regulation 45 of the Dhaka Stock Exchange (Listing) Regulations, 2015 and section 18 of the Securities and Exchange Ordinance, 1969.

Issue-4: No Turnover from CSD Dominage -3 Dredger after Acquisition since 2021:

The company registered CSD Dominage - 3 dredger on **October 10, 2021** and did not use till today i.e. September 25, 2024. It is almost 3 years, the company kept the said dredger unused. Department of Shipping informed us that keeping the said dredger unused for long time may be the reason of significant loss of value of the asset. However, paragraph 9 of IAS 36 "Impairment of Assets" reads as follows:

"An entity shall assess at the end of each reporting period whether there is any indication that an asset may be impaired. If any such indication exists, the entity shall estimate the recoverable amount of the asset".

Besides that, survey certificate was provided on **October 10, 2021** which will be **valid till October 02, 2022**. After that the company did not arrange survey of CSD Dominage - 3 dredger. Department of Shipping informed us that without updated survey certificate, the company cannot drop it's tender for work order.

From the above, it appears to us that investment amounting **BDT 14.73 crore** to purchase CSD Dominage - 3 dredger was wrong decision of the company as the company could not earn revenue by using the said dredger. The managing director informed us that Cutter Suction Dredger is used for river dredging and the primary source of work is BIWTA and BIWTC, GOB. As there was no new project from the part of GOB in the period after getting the dredger, the company could not earn revenue from the dredger.

Issue-5: Closure of Production of the Company During Visit to the Factory Premises:

The inspection team visited two factory premises of Dominage Steel Building Systems Limited at Auckpara, Ashulia, Savar on 17 September 2024 and Palash, Narsingdi on 19 September 2024. **The production of the said factories was closed during our visits**. The scenario of factory premises is depicted bellow:

Factory at Auckpara, Ashulia, Savar: During our visit to factory premises, it was observed that only 13 workers were working there specially they were engaged in cleaning the garbage. Production of the factory was completely closed. That time we requested production engineer to provide us production registrar to check the date since when production was closed. However, production engineer informed us that no production registrar is maintained in the factory premises. Besides that, machineries of the factory appeared to us very old and useless for further production.

Factory at Palash, Narsingdi: During our visit to factory premises at Polash, Narsingdi, **it was observed that the factory was completely closed.** The Gate Keeper opened the main gate and factory gate in front of team members which was locked for uncertain period. There were no machineries in the factory premises. It appeared to us that the factory was closed for long time and there was no indication for running the production in the near future.

Then, we talked with the local people of Palash, Narsingdi regarding closure of production of the factory and they informed us that it is **closed for almost 7-10 years**. However, the company listed in the Dhaka Stock Exchange Limited (DSE) on **November 22, 2020.** Most surprisingly, **the inspection team revealed that the production of the factory situated at Palash, Narsingdi was closed before listing to DSE.**

After that, Dhaka Stock Exchange Limited disseminated the following news in the DSE web site.

Trading Code	DOMINAGE:
News Title:	DOMINAGE: Inspection of factory premises of Dominage Steel Building Systems Ltd.
News:	A team of Dhaka Stock Exchange PLC. (DSE) visited the factory-01 and factory-02 situated respectively at Aukpara, Ashulia and at Palash, Narshingdi of Dominage Steel Building Systems Limited on September 17 & 19, 2024 to inspect their current operational status and found closed.
Post Date:	2024-09-19

However, closure of production is a price sensitive information (PSI) as per বাংলাদেশ সিকিউরিটিজ অ্যান্ড এক্সচেঞ্জ কমিশন (সুবিধাভোগী ব্যবসা নিষিদ্ধকরণ) বিধিমালা ২০২২ এর বিধি ৫ এর উপবিধি (ক) which reads, among others, as follows:

"কোম্পানির প্রযুক্তি, উৎপাদন বা স্থাপনা সম্পর্কিত উল্লেখযোগ্য কোনো উন্নয়ন বা পরিবর্তন।"

As such, the company was required to submit PSI as per বাংলাদেশ সিকিউরিটিজ অ্যান্ড এক্সচেঞ্জ কমিশন (সুবিধাভোগী ব্যবসা নিষিদ্ধকরণ) বিধিমালা ২০২২ এর বিধি ৬ এর উপবিধি (১). As the company did not submit PSI regarding closure of production, the company non-complied with the বাংলাদেশ সিকিউরিটিজ অ্যান্ড এক্সচেঞ্জ কমিশন (সুবিধাভোগী ব্যবসা নিষিদ্ধকরণ) বিধিমালা ২০২২ এর বিধি ৬ এর উপবিধি (১).

Violation: From the above activities Dominage Steel Building Systems Limited violated বাংলাদেশ সিকিউরিটিজ অ্যান্ড এক্সচেঞ্জ কমিশন (সুবিধাভোগী ব্যবসা নিষিদ্ধকরণ) বিধিমালা ২০২২ এর বিধি ৬ এর উপবিধি (১).

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Issue 6: Embezzlement of Money Approximately BDT 3.27 Crore out of IPO Proceeds BDT 5.83 crore sanctioned for Building & Construction:

The company extended existing factory premises by 21,235 square feet among which 17,082 square feet is extended by utilization of IPO proceeds and remaining 4153 square feet is extended by utilization of interest income from IPO account. The company claimed that **total BDT 7.81 crore** (**BDT 5.83 crore** from IPO proceeds + **BDT 1.98 crore** from interest income of IPO fund) was spent for factory shed of 21,235 square feet and 3 storied building of 4,886 square feet. The company also inform us that **BDT 5.83 crore** was spent for extension of 17,082 square feet factory shed.

During visit to the factory premises, the team found extension of approximately **21,235 square feet factory shed** with partial steel structure and **1600 square feet each floor of three storied building with top floor covered by tin**. Actually roof of 1st floor is considered as the floor of 2nd floor and covered by tin structure which is assumed as 3 storied building. The factory shed required no partition for one side of **210 feet length** as it is connected/adjacent to the existing premises. Three storied building covers **100 feet width** and entrance/gate covers another side of width. The company used brick structure of 1/3rd portion and profile sheet is used for the remaining portion of the wall of 210 feet length. The height of the factory shed is approximately **32 feet** and the company fill the ground approximately **2.5 feet.**

Out of total **BDT 5.83 crore**. the company submitted bank statements and bill/voucher of **BDT 5.32 crore** for purchasing materials, made cash payment of **BDT 37.00 lac** as labor cost and paid Tax deducted at source (TDS) **BDT 14.00 lac.**

However, construction costs **BDT 5.83 crore** for **17,082 square feet factory shed** appears to us excessively high. As such, the inspection team revisit factory premises with a civil engineer of DSE and collected expert opinion from several civil engineers who directly involved with construction of this kind of factory shed. There we came to know that the cost of construction per square feet of this kind of factory shed is maximum **BDT 1500.00**. As such, total cost for construction of **17,082 square feet factory shed stands to BDT 2.56 crore**

Thereby, it appears to the inspection team that the board of directors and the management of the company embezzled approximately BDT 3.27 Crore (BDT 5.83 crore-BDT 2.56 crore) from the IPO proceeds.

Moreover, we did not find justification for extension of factory premises whereas existing factory premises at Ashulia, Savar and Palash, Narsingdi are remained unused. In that case, company could utilize the IPO proceeds for other purposes after prior approval of the general shareholders to run/develop the business smoothly.

যেহেতু, Dominage Steel Building Systems Limited কর্তৃক উপরোক্ত ব্যর্থতার জন্য এবং আলোচ্য বিষয়ে সংশ্লিষ্ট সিকিউরিটিজ সংক্রান্ত আইন ভঙ্গের কারণে কমিশন কর্তৃক মে ১৮, ২০২৬ ইং তারিখের নং- BSEC/Enforcement/3466/2023/641 স্মারকমূলে Dominage Steel Building Systems Limited ও কোম্পানির প্রত্যেক পরিচালক, ব্যবস্থাপনা পরিচালক, প্রধান অর্থ কর্মকর্তা (সিএফও) এবং কোম্পানি সেক্রেটারি-কে উপরোক্ত ব্যর্থতার কারণ প্রদর্শনসহ সেপ্টেম্বর ২৪, ২০২৩ ইং তারিখে শুনানীতে উপস্থিত হতে বলা হয়। Dominage Steel Building Systems Limited এর প্রধান অর্থ কর্মকর্তা (সিএফও) জনাব মঈনুল আরেফিন এবং কোম্পানি সচিব জনাব শামীম ভূইয়া শুনানীতে উপস্থিত হয়ে নিম্নলিখিত বক্তব্য দাখিল করেন;

"Issue No. 1: Not using IPO proceeds in line with purpose mention in the prospectus and allied issues

Dominage Explanation:

We categorically disagree with the allegation concerning any unauthorized variation in the utilization of the Initial Public Offering (IPO) net proceeds. The company has strictly abided by the regulatory framework governing the reallocation of public issue funds.

The Board of Directors of Dominage, in its meeting held on December 22, 2021, formally proposed a strategic realignment for the utilization of the unspent IPO proceeds. On the same date, vide Letter No. DSBSL/SD/2021/091, the company formally notified the Bangladesh Securities and Exchange Commission (BSEC), the Dhaka Stock Exchange (DSE), and the Chittagong Stock Exchange (CSE) of this proposed change, noting that it remained conditional upon shareholder approval at the upcoming Annual General Meeting (AGM).

The company published this Price Sensitive Information (PSI) across leading national daily newspapers. Newspaper clippings confirming public dissemination were duly submitted to BSEC, DSE, and CSE under Letter No. DSBSI/SD/2021/092 dated 23 Dec 2021.

Consequently, at the 15th Annual General Meeting (AGM) held on December 30, 2021, the amendment to the IPO proceeds utilization was formally placed before the shareholders. The resolution passed seamlessly, securing well over the statutory threshold of 51% of the votes cast by public shareholders. Following the meeting, the official AGM minutes, attendance records, Submission of paper clipping regarding PSI for approval of net IPO process and full audio-visual recordings were filed with BSEC, DSE, and CSE in total compliance with the applicable Listing Regulations.

Given these exhaustive public and regulatory filings, any assertion that the company suppressed information regarding the amendment of IPO proceeds is factually groundless and highly misleading.

Regarding the alleged contrary statements attributed to institutional shareholders Bandhan International and Chittagong Pesticides & Fisheries, we submit that the official, certified voting log from the 15th AGM clearly refutes any claims of non-consent. Both entities had every statutory right to voice dissent or vote against the resolution during the meeting. The formal scrutiny of the cast votes, however, definitively shows that both parties voted in favor of the proposed amendment.

Any narrative suggesting that the public shareholder approval fell below the requisite 51% threshold represents a mathematical and clerical impossibility that contradicts the officially submitted AGM results. We respectfully urge the commission to rely on the official certified voting records, which demonstrate total regulatory and corporate compliance.

Issue No. 2: The company did not get prior approval for deviation/amendment of IPO proceeds utilization

Dominage Explanation:

We contest the allegation that the company executed the purchase of the dredger prior to securing formal shareholder approval. The transaction was in accordance with corporate regulations, and the asset was neither fully constructed nor legally acquired until after the explicit mandate was granted by our shareholders at the 15th Annual General Meeting (AGM) on December 30, 2021.

To qualify for large-scale government infrastructure and dredging tenders, possession of specialized marine equipment is a mandatory pre-qualification criterion. In early 2021, while evaluating capacity expansion, Dominage entered into a preliminary, conditional understanding with the prime contractor, Arena Construction & Engineering. It was explicitly agreed that any final purchase would be strictly contingent upon subsequent shareholder approval at our upcoming AGM. If shareholders rejected the amendment, Dominage would simply lease the similar equipment on an as-needed basis rather than acquiring it.

Under this conditional understanding, Arena Construction & Engineering secured the official design and plan approval from the relevant maritime authorities on May 06, 2021, which allowed a standard three-year window (until May 05, 2024) to complete the vessel's construction. Because maritime registration in Bangladesh involves long administrative lead times, the contractor proactively initiated the registration documentation in parallel with the plan approval.

The provisional registration was issued on October 04, 2021, under the name of Dominage Steel Building Systems Limited. However, the physical dredger was far from starting its construction. Chronologically, it is a physical and engineering impossibility to construct a heavy-duty, 20-inch Cutter Suction Dredger within the 5-month window between the plan approval (May 2021) and the registration date (October 2021).

Following standard industry and local regulatory practices, registration protocols are frequently initiated and advanced ahead of final physical handover to prevent post-construction operational delays. The actual, complete fabrication, technical testing, and physical delivery of the fully operational dredger occurred only on May 01, 2023-nearly a year and a half after the formal ratification by our shareholders in the 15th AGM.

Therefore, the contract was legally consummated, funded, and executed entirely post-shareholder approval. The preliminary administrative steps taken by the vendor do not constitute a premature deployment of IPO proceeds by Dominage.

Issue No. 3: False/Misleading information regarding the costs and manufacturer of CSD Dominage-3 dredger
Dominage explanation:

We would like to clarify that our commercial agreement with Arena Construction & Engineering was a comprehensive turnkey contract for the construction, delivery, and official registration of a 20-inch Cutter Suction Dredger.

In the marine and heavy engineering industry, it is standard operational practice to initiate the vessel registration process concurrently with active construction, given that regulatory clearances and maritime certifications involve prolonged administrative timelines. To fulfill their contract obligations, Arena Construction & Engineering duly processed and secured the vessel's registration directly under the legal ownership of Dominage Steel Building Systems Limited.

During the registration process, Arena Construction & Engineering listed M/S Sundarban Shipbuilders as the designated manufacturer. This technical step was taken independently by the prime contractor and was unknown to our management at the time. Arena Construction & Engineering has since formally clarified that because they were not explicitly enlisted as a registered shipbuilder with the specific maritime registration authority, they utilized a fully enlisted shipbuilder's credentials solely to satisfy administrative registration prerequisites.

This is a recognized procedural convention within the local maritime sector, where unlisted primary contractors utilize the structural registration umbrella of an enlisted yard to facilitate official documentation.

We emphasize that this administrative arrangement does not alter the actual procurement costs, the physical reality of the asset, or Dominage's legitimate legal title over the dredger. The asset was built, paid for, and delivered in accordance with our approved IPO utilization scope. Therefore, the information submitted by the company is factually accurate regarding our financial deployment and asset possession, and any inference of intent to mislead is entirely misplaced.

Issue No. 4: No turnover from CSD Dominage-3 Dredger after Acquisition since 2021.
Dominage Explanation:

We would like to clarify that the company received the Dredger in full "ready-for-use" operational condition only on May 01, 2023. As Dominage is an engineering and construction company, the strategic objective behind acquiring this dredger was to establish a diversified, fixed revenue-generating stream to contribute to our long-term profitability, an initiative entirely aligned with our primary infrastructure business activities.

Unfortunately, around the time we took physical possession of the dredger in mid-2023, the macroeconomic environment of the country began facing severe headwinds. The lagging *economic impact of the COVID-19 pandemic, coupled with the subsequent geopolitical and led to significant government budgetary tightening*

Because Cutter Suction Dredgers (CSDs) are utilized for river dredging, their primary deployment relies heavily on public sector infrastructure contracts launched by agencies such as the Bangladesh Inland Water Transport Authority (BIWTA) and the Bangladesh Inland Water Transport Corporation (BIWTC). Due to the postponement or absence of new government-funded (GOB) dredging projects during this post-acquisition period, the company was unable to secure immediate commercial deployment for the dredger, resulting in no turnover.

However, the management remains highly optimistic regarding the commercial viability of this dredger. The new government maintains a strong strategic focus on river navigability, delta management, and continuous river dredging across the national waterway network. With the stabilization of public sector infrastructure spending, we are confident that the Dredger will secure active contracts and begin contributing to our revenue generation within the shortest possible time.

Issue No. 5: Closure of production of the company during visit to the factory premises
Dominage Explanation:

We would like to clarify that we are a fully-fledged construction & engineering company specializing primarily in the prefabricated steel structural segment. Our factory activities are strictly limited to fabrication and painting work only. This represents only a portion of our total project work, as all other necessary activities (such as civil work, erection, and demolition) are conducted at the respective project sites.

Please note that we do not produce daily consumer goods, and our core business model is not solely dependent on continuous factory operation. Consequently, it is not necessary for us to run our factory activities every day. Our factory operation is solely order-based. We believe some news media and local people have been unintentionally or intentionally producing misleading information by highlighting only the sporadic nature of our factory activity.

Furthermore, it is impractical to notify our stakeholders every time our factory operation resumes or shuts down. As we do not produce marketable goods but rather prepare specific client products with specific designs and measurements, the operational status is inherently variable.

Therefore, any allegation or inference connecting these routine operational fluctuations to a violation of Rule 6, Sub-rule (1) of the Bangladesh Securities and Exchange Commission (Prohibition of Insider Trading) Rules, 2022 is entirely misplaced, factually incorrect, and misleading.

Issue No. 6: Embezzlement of money approximately BDT 3.27 crore out of IPO proceeds BDT 5.83 crore sanctioned for building and construction

Dominage Explanation:

We categorically reject the allegation regarding any misutilization or embezzlement of the Initial Public Offering (IPO) proceeds. The inference is deeply misleading. The disbursed BDT 5.83 crore allocated for building and construction has been extensively and exclusively deployed for its sanctioned purpose: the execution and completion of our new industrial production shed.

We respectfully yet strongly contest the maximum construction cost per square foot (SFT) benchmark adopted in the observation. The figures utilized appear to stem from unverified, non-comparable generic real estate or civil data. We submit that it is structurally and financially unfeasible to erect a modern, heavy-industrial, load-bearing Pre-Engineered Building (PEB) facility at such an artificially low rate.

Furthermore, the inquiry regarding the necessity of this new expansion facility is misplaced. The construction of this modernized production shed is a vital strategic upgrade for Dominage. It has been engineered specifically to accommodate advanced machinery, drastically optimize lead times, and satisfy high-end corporate standards.

Far from being unnecessary, this production shed represents a direct expansion of our core capability, designed to maximize manufacturing throughput, capture larger market shares, and drive long-term value for our shareholders.

Issue No. 7: Embezzlement of money BDT 14.83 crore supposed to be used for plant and machinery

Dominage Explanation:

We categorically reject the allegation regarding the misutilization or embezzlement of the Initial Public Offering (IPO) proceeds designated for plant and machinery. The assertion that the company did not procure the dredger using its IPO proceeds is factually incorrect and misleading. Dominage Steel Building Systems Limited legally took physical possession and ownership of the Dredger on May 01, 2023, upon executing complete payments in adherence to our commercial contract.

To provide clear factual context, the company entered into a formal procurement contract on January 16, 2022, with Arena Construction and Engineering for the supply of a specialized Cutter Suction Dredger (Suction: 22 inches, Discharge: 20 inches) under a fixed-price turnkey contract of BDT 14.76 Crore. Accordingly, all milestone payments to the vendor were routed and cleared through our designated, bank account separately maintained exclusively for IPO proceeds. We explicitly clarify that Dominage shares no corporate affiliation, common directors, or relationship with Arena Construction and Engineering other than a standard, arms-length vendor-customer relationship.

Following the successful delivery and handover of the Dredger by the vendor on May 01, 2023, the dredger was integrated into our fixed asset register. Regarding any external *third-party transactions executed by Arena Construction and Engineering, we submit that under standard corporate law and contract regulations, Dominage has neither the legal jurisdiction nor the operational responsibility to audit or monitor a private vendor's internal banking transactions, sub-contractor selections, or external commercial relationships. Under a fixed-price turnkey agreement, all registration, raw procurement, and delivery risks rest solely on the prime vendor, who is fully authorized to engage their own suppliers to execute the contract.*

Therefore, the allegation of fund diversion is entirely misleading. Dominage holds undisputable, unencumbered physical possession and legal title of the operational dredger. The management remains highly optimistic that as public infrastructure dredging contracts resume, this capital asset will begin actively contributing to our revenue streams"

যেহেতু, উক্ত ইস্যুয়ার কোম্পানীতে (Dominage Steel Building Systems Limited) জনসাধারণের শেয়ার রয়েছে যা স্টক এক্সচেঞ্জে তালিকাভুক্ত, কিন্তু ইস্যুয়ার কর্তৃক কমিশনের প্রাথমকি গণ প্রস্তাব (IPO) সংক্রান্ত অনুমোদন পত্রের শর্ত অনুযায়ী প্রাথমকি গণ প্রস্তাব এর মাধ্যমে উত্তোলিত অর্থের যথাযথ ব্যবহার না করা এবং কমিশনে এ সংক্রান্ত মিথ্যা তথ্য প্রদান করার ফলে বিনিয়োগকারীদের স্বার্থ ক্ষুন্ন হয়েছে ও হচ্ছে, যা পুঁজিবাজারের উন্নয়নেরও পরিপন্থী, বিধায় উপরোক্ত ব্যাখ্যা কমিশনের নিকট গ্রহণযোগ্য হিসেবে বিবেচিত হয়নি;

যেহেতু, উক্ত ইস্যুয়ার কোম্পানীতে বিনিয়োগকারীদের স্বার্থ রক্ষা সহ পুঁজিবাজারের উন্নয়ন ও শৃঙ্খলা রক্ষা করা কমিশনের অন্যতম উদ্দেশ্য তথা কর্তব্য;

যেহেতু, উক্ত ইস্যুয়ার একটি পাবলিক লিমিটেড কোম্পানী, উহার পরিচালকমন্ডলী কোম্পানীর প্রতিনিধিত্বকারী, তারা প্রত্যেকে উল্লিখিত কর্মকান্ড তথা সিকিউরিটিজ আইন ও উহার অধীনে জারিকৃত বিধি-বিধান পরিপালনে ব্যর্থতার জন্য দায়ী যা Securities and Exchange Ordinance, 1969 এর Section 22 এবং বাংলাদেশ সিকিউরিটিজ অ্যান্ড এক্সচেঞ্জ কমিশন আইন, ১৯৯৩ এর ধারা ১৮ এর অধীন শাস্তিযোগ্য অপরাধ;

যেহেতু, কমিশনের বিবেচনায়, সিকিউরিটিজ আইন ও বিধি-বিধান পরিপালনে উল্লিখিত ব্যর্থতার জন্য, পুঁজিবাজারের শৃংখলা, স্বচ্ছতা এবং জনস্বার্থে আলোচ্য ইস্যুয়ার কোম্পানীর প্রত্যেক পরিচালক, প্রধান অর্থ কর্মকর্তা (সিএফও) ও কোম্পানী সচিব প্রত্যেককে শাস্তি প্রদান করা প্রয়োজন ও সমীচীন;

অতএব, সেহেতু, কমিশন, উল্লিখিত যাবতীয় বিষয় বিবেচনাপূর্বক, Securities and Exchange Ordinance, 1969 (Ordinance No. XVII of 1969) এর Section 22 এবং বাংলাদেশ সিকিউরিটিজ অ্যান্ড এক্সচেঞ্জ কমিশন আইন, ১৯৯৩ এর ধারা ১৮ এ প্রদত্ত ক্ষমতাবলে:

- Dominage Steel Building Systems Limited-এর চেয়ারম্যান Engr. Muhammad Shamsul Islam-কে **১.০০ (এক) কোটি টাকা** অর্থদন্ড ধার্য্য করল।

- Dominage Steel Building Systems Limited-এর পরিচালক Mr. Sujit Saha-কে **১.০০ (এক) কোটি টাকা** অর্থদন্ড ধার্য্য করল।

- Dominage Steel Building Systems Limited-এর পরিচালক Mr. Rakibul Islam-কে **১.০০ (এক) কোটি টাকা** অর্থদন্ড ধার্য্য করল।

- Dominage Steel Building Systems Limited-এর পরিচালক Mr. Abul Kalam Bhyian-কে **১.০০ (এক) কোটি টাকা** অর্থদন্ড ধার্য্য করল।

- Dominage Steel Building Systems Limited-এর ব্যবস্থাপনা পরিচালক Engr. Mohammad Rafiqul Islam-কে **১.০০ (এক) কোটি টাকা** অর্থদন্ড ধার্য্য করল।

- Dominage Steel Building Systems Limited-এর সাবেক প্রধান অর্থ কর্মকর্তা (সিএফও) Mr. Md. Zillur Rahman-কে **৫.০০ (পাঁচ) লক্ষ টাকা** অর্থদন্ড ধার্য্য করল।

- Dominage Steel Building Systems Limited-এর সাবেক কোম্পানি সচিব Mr. Md. Jamir Hosen Chowdhury-কে **৫.০০ (পাঁচ) লক্ষ টাকা** অর্থদন্ড ধার্য্য করল।

উক্ত অর্থদন্ড ব্যক্তিগত দায় হিসাবে অত্র আদেশের ৩০ (ত্রিশ) দিনের মধ্যে 'বাংলাদেশ সিকিউরিটিজ অ্যান্ড এক্সচেঞ্জ কমিশন' এর অনুকূলে ইস্যুকৃত ব্যাংক ড্রাফট/পে-অর্ডারের মাধ্যমে জমা প্রদান করতে হবে, অন্যথায় সিকিউরিটিজ আইন মোতাবেক পরবর্তী আইনানুগ ব্যবস্থা গ্রহণ করা হবে।

বাংলাদেশ সিকিউরিটিজ ও এক্সচেঞ্জ কমিশনের আদেশক্রমে,

Nahidmahtab
নাহিদ মাহতাব 07.09.24
কমিশনার

বিতরণঃ

১. Engr. Muhammad Shamsul Islam, Chairman, DOMINAGE
২. Engr. Mohammad Rafiqul Islam, Managing Director, DOMINAGE
৩. Mr. Sujit Saha, Director, DOMINAGE
৪. Mr. Rakibul Islam, Director, DOMINAGE.
৫. Mr. Abul Kalam Bhyian, Director, DOMINAGE.
৬. Mr. Md. Zillur Rahman, Ex-Chief Financial Officer, DOMINAGE.
৭. Mr. Md. Jamir Hosen Chowdhury, Ex-Company Secretary, DOMINAGE.

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