Bangladesh Securities and Exchange Commission
Enforcement Division
Enforcement Department
Market, Market Intermediaries, and Other Affairs Section
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নং- বিএসইসি/এনফোর্সমেন্ট/৪১৬৪/২০২৬/ ৮১০ তারিখঃ ২৩ নভেম্বর ২০২৬

MD. ZAHEDUL HAQUE
House # 1073, Road # 2, Malibag Bazar Road, Khilgaon
Dhaka

MD. ZAHEDUL HAQUE
BO ID # 1205660077010628
Trust Bank Securities Limited
Shadhinata Tower (Level-1), Bir Srestha Shaheed Jahangir Gate, Dhaka Cantonment
Dhaka-1206.

MD. ZAHEDUL HAQUE
BO ID # 1205590077010628
UCB Stock Brokerage Limited
Bulus Center (17th Floor, West Side), Plot # CWS(A)1, Road # 34, Gulshan Avenue, Gulshan
Dhaka-1212

MD. ZAHEDUL HAQUE
BO ID # 1203980077010628
NBL Securities Limited
Eunoos Trade Centre (Level-19, East part), 52-53, Dilkusha C/A
Dhaka-1000

MD. ZAHEDUL HAQUE
BO ID # 1205720077010628
NLI Securities Limited
NLI Tower (1st Floor, South Side), 54, Kazi Nazrul Islam Avenue, Karwan Bazar
Dhaka-1215

MD. ZAHEDUL HAQUE
BO ID # 1206440077010628
CAL Securities Limited
Navana FS Cosmo Tower, Floor No. 5th, Plot No. 4/B, Road No. 94, Gulshan-2
Dhaka-1212

MD. ZAHEDUL HAQUE
BO ID # 1602170077010628
Mercantile Bank Securities Ltd.
Room # 101-4 & 203-4, Dilkusha Center (1st & 2nd Floor), 28, Dilkusha
Dhaka-1000

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বিষয় : আদেশ।

কমিশনের আদেশ নং- বিএসইসি/এনফোর্সমেন্ট/৪১৬৪/২০২৬/৮০৯ তারিখঃ ২৩ নভেম্বর ২০২৬ এর সত্যায়িত অনুলিপি আপনার অবগতি ও প্রয়োজনীয় ব্যবস্থা গ্রহনের জন্য এতদসঙ্গে সংযুক্ত করা হলো।

বাংলাদেশ সিকিউরিটিজ অ্যান্ড এক্সচেঞ্জ কমিশনের পক্ষে,

২৩/১১/২০২৬

মুহাম্মদ সাদেকুর রহমান ভূঁইয়া
সহকারী পরিচালক (এনফোর্সমেন্ট)
ই-মেইল- msrahman@sec.gov.bd

অবগতির জন্য অনুলিপি:

১. চেয়ারম্যান মহোদয়ের দপ্তর, বিএসইসি।
২. পিও টু সকল কমিশনার, বিএসইসি।
৩. পিও টু নির্বাহী পরিচালক, এনফোর্সমেন্ট, বিএসইসি।
৪. পিও টু নির্বাহী পরিচালক, আইসিটিডি, বিএসইসি।
৫. নির্বাহী পরিচালক, এমআইএডি, বিএসইসি।
৬. পিও টু পরিচালক, এনফোর্সমেন্ট, বিএসইসি।

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নং- বিএসইসি/এনফোর্সমেন্ট/৪১৬৪/২০২৬/ ৮০৯ তারিখঃ ২৩ নভেম্বর ২০২৬

আদেশ

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

যেহেতু, বাংলাদেশ সিকিউরিটিজ অ্যান্ড এক্সচেঞ্জ কমিশন- এর সার্ভেইল্যান্স নোট- No. BSEC/Surveillance/2024/1024(Part-II)/502 dated November 25, 2025 -এ প্রদত্ত ক্ষমতাবলে ঢাকা স্টক এক্সচেঞ্জ লিমিটেড- এর তদন্ত দল 25.09.2025 থেকে 25.11.2025 পর্যন্ত সময়ের জন্য Taufika Foods and Lovello ice-cream PLC (LOVELLO) এর শেয়ার লেনদেনের তদন্ত (investigation) কার্যক্রম পরিচালনা করেছে এবং কমিশনে এ সংক্রান্ত একটি প্রতিবেদন দাখিল করেছে। তদন্ত প্রতিবেদন থেকে অন্যান্যের মধ্যে নিম্নলিখিত বিষয়গুলি উপস্থাপিত হয়:

Yesterday Closing Price (YCP) of the share of Taufika Foods and Lovello Ice-cream PLC as on 25-09-2025 was Tk. 97.70, and the closing price of the same was Tk. 80.40 as on 25-11-2025. During this period from 25-09-2025 to 25-11-2025, the price of the share of Taufika Foods and Lovello Ice-cream PLC decreased by Tk. 17.30, which is approximately 17.71% lower compared to the closing price of 24-09-2025.

Moreover, the following are the findings and observations of the report:

Trade details of MD. ZAHEDUL HAQUE:

Observations- 1:

After analyzing documents, it is observed that Md. Zahedul Haque (Client code # 1982 of Trust Bank Securities Limited) was the top buyer of "LOVELLO" shares from 25.09.2025 to 25.11.2025. It was observed that the aforesaid client was involved with the following accounts through which he traded shares of "LOVELLO" during the investigation period.

DP NAME	CLIENT ID	BO ID	BO NAME	FATHER	MOTHER	BO ADDRESS	PHONE NO.	BO EMAIL	REMARKS
Trust Bank Securities Limited	1982	1205660077010628	MD. ZAHEDUL HAQUE	MOJAMMAL HAQUE	RABEYA KHATUN	HOUSE # 1073, ROAD # 2, MALIBAG BAZAR ROAD, KHILGOAN	01841102491	zahidulhaque877 @gmail.com	1. Individual BO 2. Brother of Md. Ekramul Haque (Sponsor Director of LOVELLO)
NBL Securities Limited	35454	1203980077010628							
UCB Stock Brokerage Limited	13314	1205590077010628							
NLI Securities Limited	04453	1205720077010628							
CAL Securities Limited	M109	1206440077010628							
Mercantile Bank Securities Ltd.	6531	1602170077010628							

It was observed that on 21-10-2025, the total number of trades of LOVELLO in the market was 2314, whereas the number of trades (buy) executed by MD. ZAHEDUL HAQUE was 898, which is approximately 38.81% of the total number of trades in the market. Again, the total traded

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volume of LOVELLO in the market on that day was 1,036,468, whereas buy volume by the said client(s) was 300,208, which is approximately 28.96% of the total traded volume in the market.

On 21-10-2025, trading of the LOVELLO share was started at Tk. 93.00, which is Tk. 0.80 more than the YCP of Tk. 92.20. On that day, MD. ZAHEDUL HAQUE started a series of trading at 13:16:46 at a price of Tk. 93.00 and induced the same to rise to Tk. 94.90 up to 13:52:17. It can also be observed that MD. ZAHEDUL HAQUE executed significant trades during this time period. It is mentionable here that from 13:16:46 to 13:52:17, MD. ZAHEDUL HAQUE bought 95,137 shares of LOVELLO compared to the total traded shares of 97,578.

It is also found that during the aforementioned period, MD. ZAHEDUL HAQUE executed 222 howlas to purchase of shares of LOVELLO compared to the total number of howlas of 239.

It is observed that MD. ZAHEDUL HAQUE bought 97.50% of the total trades of LOVELLO shares by executing 222 of the total 239 howlas from 13:16:46 to 13:52:17 on 21-10-2025. From 13:16:46 to 13:52:17, MD. ZAHEDUL HAQUE induced the price to rise from Tk. 93.00 to Tk. 94.90 (induced the price by Tk. 1.90). Thus, it seems that MD. ZAHEDUL HAQUE was actively trying to lift the price of the LOVELLO share.

It was observed that on 05-11-2025, the total number of trades of LOVELLO in the market was 1792, whereas the number of trades (buy) executed by MD. ZAHEDUL HAQUE was 1051, which is approximately 58.65% of the total number of trades in the market. Again, the total traded volume of LOVELLO in the market on that day was 740,521, whereas buy volume by the said client(s) was 384,529, which is approximately 51.93% of the total traded volume in the market. It is evident that the client had significant participation in the market on 05-11-2025 in the trading of the LOVELLO share.

On 05-11-2025, trading of the LOVELLO share was started at Tk. 93.20, which is Tk. 1.10 more than the YCP of Tk. 92.10. On that day, MD. ZAHEDUL HAQUE started a series of trading at 14:16:04 at a price of Tk. 93.70 and induced the same to rise to Tk. 96.60 up to 14:17:38. It can also be observed that MD. ZAHEDUL HAQUE executed significant trades during this time period. It is mentionable here that from 14:16:04 to 14:17:38, MD. ZAHEDUL HAQUE bought 177,565 shares of LOVELLO compared to the total traded shares of 184,375.

It is observed that MD. ZAHEDUL HAQUE bought 96.31% of the total trades of LOVELLO shares by executing 190 of total 204 howlas from 14:16:04 to 14:17:38 on 05-11-2025. From 14:16:04 to 14:17:38, MD. ZAHEDUL HAQUE induced the price to rise from Tk. 93.70 to Tk.

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96.60 (induced the price by Tk. 2.90). Thus it seems that MD. ZAHEDUL HAQUE was actively trying to lift the price of the LOVELLO share.

It was observed that on 20-11-2025, total number of trades of LOVELLO in the market was 3299, whereas number of trades (buy) executed by MD. ZAHEDUL HAQUE was 826 which is approximately 25.04% of the total number of trades in the market. Again, total traded volume of LOVELLO in the market on that day was 1,170,865 whereas buy volume by the said client(s) was 324,345 which is approximately 27.70% of the total traded volume in the market.

On 20-11-2025, trading of the LOVELLO share was started at Tk. 82.70, which is Tk. 0.10 more than the YCP of Tk. 82.60. On that day, MD. ZAHEDUL HAQUE started a series of trading at 13:58:22 at a price of Tk. 77.30 and induced the same to rise to Tk. 80.00 up to 13:59:12. It can also be observed that MD. ZAHEDUL HAQUE executed significant trades during this time period. It is mentionable here that from 13:58:22 to 13:59:12, MD. ZAHEDUL HAQUE bought 70,000 shares of LOVELLO compared to the total traded share of 76,100.

It is observed that MD. ZAHEDUL HAQUE bought 91.98% of the total trades of LOVELLO shares by executing 103 of total 110 howlas from 13:58:22 to 13:59:12 on 20-11-2025. From 13:58:22 to 13:59:12, MD. ZAHEDUL HAQUE induced the price to rise from Tk. 77.30 to Tk. 80.00 (induced the price by Tk. 2.70). Thus it seems that MD. ZAHEDUL HAQUE was actively trying to lift the price of LOVELLO share.

It was observed that on 24-11-2025, total number of trades of LOVELLO in the market was 2634, whereas number of trades (buy) executed by MD. ZAHEDUL HAQUE was 1334 which is approximately 50.65% of the total number of trades in the market. Again, total traded volume of LOVELLO in the market on that day was 1,319,990 whereas buy volume by the said client(s) was 710,636 which is approximately 53.84% of the total traded volume in the market. It is evident that the client had significant participation in the market on 24-11-2025 in trading of LOVELLO share.

On 24-11-2025, trading of LOVELLO share was started at Tk. 79.80 which is Tk. 1.20 more than the YCP of Tk. 78.60. On that day, MD. ZAHEDUL HAQUE started series of trading at 13:59:03 at price Tk. 80.80 and induced the same to rise to Tk. 83.00 up to 14:03:07. It can also be observed that MD. ZAHEDUL HAQUE executed significant trades during this time period. It is mentionable here that from 13:59:03 to 14:03:07, MD. ZAHEDUL HAQUE bought 284,378 shares of LOVELLO compared to the total traded share of 288,078.

It is observed that MD. ZAHEDUL HAQUE bought 98.72% of the total trades of LOVELLO shares by executing 316 of total 326 howlas from 13:59:03 to 14:03:07 on 24-11-2025. From

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13:59:03 to 14:03:07, MD. ZAHEDUL HAQUE induced the price to rise from Tk. 80.80 to Tk. 83.00 (induced the price by Tk. 2.20). Thus it seems that MD. ZAHEDUL HAQUE was actively trying to lift the price of LOVELLO share. At the end of the day price of LOVELLO share was increased by Tk. 3.20 which is approximately 4.07% higher than YCP.

Summary of the trade by Md. Zahedul Haque:

Block Buy			Block Sale			Total Buy			Total Sale		
Qty	Price (W.Avg.)	Amount	Qty	Price (W.Avg.)	Amount	Qty	Price (W.Avg)	Amount	Qty	Price (W.Avg.)	Amount
31636	78.07	2469967.20	1627250	78.89	128369496.60	5,947,276.00	82.02	487796058.60	6,113,832.00	81.32	497148998.80

Cost of Shares Sold			Stock Position	
Price (W.Avg.)	Amount	Qty	Price (W.Avg.)	Amount
89.80	549022632.45	3857671	84.54	326132051.85

Finding(s)-1:

As per **section 17 of the Securities and Exchange Ordinance, 1969**, *"No person shall, for the purpose of inducing, dissuading, effecting, preventing or in any manner influencing or turning to his advantage, the sale or purchase of any security, directly or indirectly, -*

.....

(e) do any act or practice or engage in a course of business, or omit to do any act which operates or would operate as a fraud, deceit or manipulation upon any person, in particular-

.....

(v) directly or indirectly effect a series of transactions in any security creating the appearance of active trading therein or of raising of price for the purpose of including its purchase by others or depressing its price for the purpose of inducing its sale by others;"

It is evident that ***Md. Zahedul Haque*** was involved directly and indirectly in a series of transactions of the **LOVELLO** share with his aforesaid BO accounts in order to create the appearance of active trading and raise the price of the said share.

Contravention(s)-1:

It appears that **Md. Zahedul Haque (BO ID # 1205660077010628, 1203980077010628, 1205590077010628, 1205720077010628, 1206440077010628 & 1602170077010628)** has violated the following:

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- **Section 17 (e) (v) of the Securities and Exchange Ordinance, 1969**, by directly and indirectly effecting a series of transactions of "LOVELLO" shares, creating the appearance of active trading therein.

Observation(s)-2:

As per DSE trade data, it was found that Md. Zahedul Haque exchanged 1,39,806 shares of LOVELLO within his BO accounts (BOID # 1205660077010628, 1203980077010628, 1206440077010628, and 1205590077010628) maintained with different TREC holders on different dates by 357 howla(s) which involved no change in beneficial ownership.

Finding(s)-2:

As per **section 17(e)(iii) of the Bangladesh Securities and Exchange Ordinance, 1969 (XVII of 1969)**,
"No person shall, for the purpose of inducing, dissuading, effecting, preventing, or in any manner influencing or turning to his advantage, the sale or purchase of any security, directly or indirectly, -

(e) do any act or practice or engage in a course of business, or omit to do any act which operates or would operate as a fraud, deceit or manipulation upon any person, in particular-

(iii) effect any transaction in such security which involves no change in its beneficial ownership;"

Contravention(s)-2:

Through the aforesaid activities, it is evident that Md. Zahedul Haque (BO ID# 1205660077010628, 1203980077010628, 1206440077010628, and 1205590077010628) has violated the following:

- **Section 17(e)(iii) of Securities and Exchange Ordinance, 1969,** by effecting the transactions of shares of 'LOVELLO' which involved no change in beneficial ownership.

যেহেতু, উর্পযুক্ত আলোচ্য বিষয়ে আইন ভঙ্গের কারণে কমিশনের এনফোর্সমেন্ট বিভাগ র্কতৃক show-cause-cum hearing notice No. BSEC/Enf/4164/2025/436 dated June 28, 2026 এবং rescheduled letter ref. BSEC/Enf/4164/2025/892 dated July 22, 2026 এবং পরবর্তীতে rescheduled letter ref. BSEC/Enf/4164/2025/572 dated August 10, 2026 এর মাধ্যমে August 24, 2026 ইং তারিখে কারণ প্রর্দশন সহ শুনানীতে উপস্থিতি হতে বলা হয়। শুনানীতে উপস্থিত হয়ে Md. Zahedul Haque নিম্নলিখিত বক্তব্য দাখিল করেন:

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"...I acknowledge that the volume, frequency, concentration and manner of some of my transactions could reasonably give rise to regulatory concern regarding market activity, price discovery and transactions among accounts under the same beneficial ownership.

2. Acceptance of Responsibility and Unconditional Apology

I sincerely admit that I should have exercised far greater caution and judgment while carrying out these transactions.

They were undertaken by me as an individual investor in pursuit of what I believed at the time to be genuine investment opportunities, without any intention to manipulate the market, influence the price of LOVELLO shares or mislead other investors. However, I now fully appreciate that intention alone cannot remove the regulatory implications of concentrated trading or intra-account transactions on market perception, price discovery and market integrity, and that operating multiple BO accounts across different brokerage houses required a much higher degree of caution on my part. Accordingly, I accept responsibility for my lapse in judgment and lack of sufficient regulatory awareness, and I tender my sincere, unconditional and heartfelt apology to the Honourable Commission for this mistake and for any inconvenience it may have caused including my inability to attend the earlier scheduled hearings, which was never intended as disregard for the Commission's authority or process.

3. Reflection and Corrective Measures

This proceeding has been a significant learning experience, reinforcing that an investor's responsibility extends beyond his individual interest to ensuring his trading behaviour does not adversely affect or appear to affect market

integrity, price discovery or investor confidence. I have accordingly already:

a) ceased concentrated or high-frequency trading in LOVELLO shares;

b) refrained from transactions among my own BO accounts absent a genuine change in beneficial ownership; c) reviewed my trading practices across all BO accounts maintained with different brokerage houses; and

d) become more conscious of the applicable securities laws, rules and regulations.

I deeply regret that I did not exercise this level of caution and regulatory awareness earlier.

4. Solemn Undertaking and Future Commitment

I hereby give my solemn and unequivocal undertaking that I shall:

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a) not engage, directly or indirectly, in any transaction or trading pattern that may create, or reasonably appear t create, artificial trading activity or improper influence over the market price of any security;
b) not execute transactions among accounts under my beneficial ownership absent a genuine change in beneficial ownership;
c) exercise enhanced care regarding the volume, frequency, timing and concentration of all future trades;
d) conduct all future trading strictly in compliance with the Securities and Exchange Ordinance, 1969, the Securities and Exchange Commission Act, 1993, and all applicable BSEC and stock exchange rules and directives;
e) obtain professional or compliance guidance, where appropriate, before undertaking significant or complex transactions;
f) extend my fullest cooperation to BSEC, the stock exchanges and any other relevant authority in respect of any regulatory enquiry, and
g) ensure there is no recurrence of the conduct that has given rise to this proceeding.

5. Prayer for Lenient Consideration

I have approached this proceeding with sincerity and respect, acknowledged the concerns raised, accepted responsibility for my lapse in judgment, and provided an unequivocal undertaking of future compliance.

I further respectfully submit, for the Honourable Commission's kind consideration, that I have myself incurred a consolidated loss of Tk. 11.90 across all of my portfolios in connection with the transactions under review, as reflected in the Consolidated Profit/Loss Statements enclosed herewith. This demonstrates that these transactions were not undertaken for, and did not result in, any undue personal financial gain, and I trust this may be viewed as a further mitigating factor.

I therefore most humbly request the Honourable Commission to kindly take into consideration my sincere apology, acceptance of responsibility, corrective measures, undertaking of non-repetition and the consolidated loss of Tk. 11.90 incurred by me, and to be pleased to dispose of the proceedings with the most lenient and compassionate consideration permissible under the applicable laws and regulations.

I once again reaffirm my highest respect for the regulatory authority of BSEC and assure the Honourable Commission that all my future investment activities shall be conducted with the highest degree of prudence, transparency and compliance. I shall remain sincerely grateful for the Honourable Commission's kind and sympathetic consideration. ..."

যেহেতু, Mr. Md. Zahedul Haque - এর উপর্যুক্ত বক্তব্য থেকে প্রতীয়মান হয় যে, উপস্থাপিত অভিযোগসমুহ সঠিক, সেহেতু এক্ষেত্রে Mr. Md. Zahedul Haque -এর ব্যাখ্যা কমিশনের নিকট গ্রহণযোগ্য হিসেবে বিবেচিত হয়নি;

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mmad Sadequr Rahman Bhuiyan
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যেহেতু, Mr. Md. Zahedul Haque - এর উপর্যুক্ত কর্মকান্ডের ফলে Securities and Exchange Ordinance, 1969 এর Section 17(e)(iii) এবং Section 17(e)(v) লংঘন করেছেন, যা সিকিউরিটিজ আইনের পরিপন্থী;

যেহেতু, Mr. Md. Zahedul Haque -এর উপর্যুক্ত কর্মকান্ড Securities and Exchange Ordinance, 1969 এর Section 22 অনুযায়ী শাস্তিযোগ্য অপরাধ;

যেহেতু, কমিশনের বিবেচনায়, সিকিউরিটিজ আইন ও বিধি-বিধান পরিপালনে আলোচ্য ব্যর্থতার জন্য, পুঁজিবাজারের শৃংখলা, স্বচ্ছতা এবং জনস্বার্থে আলোচ্য Mr. Md. Zahedul Haque -কে অর্থদন্ডে দন্ডিত করা প্রয়োজন ও সমীচীন;

অতএব, সেহেতু, কমিশন উল্লিখিত যাবতীয় বিষয় বিবেচনাপূর্বক, Securities and Exchange Ordinance, 1969 (Ordinance No. XVII of 1969) এর Section 22 [যা The Securities and Exchange (Amendment) Act, 2000 দ্বারা সংশোধিত] এ প্রদত্ত ক্ষমতাবলে-

- Mr. Md. Zahedul Haque -কে Taufika Foods and Lovello ice-cream PLC- এর শেয়ার লেনদেন করে Securities and Exchange Ordinance, 1969 এর Section 17(e)(iii) এবং Section 17(e)(v) লঙ্ঘনের দায়ে **১০ (দশ লক্ষ) টাকা** অর্থদন্ডে দন্ডিত করা হলো; যা 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 অ্যান্ড এক্সচেঞ্জ কমিশনের আদেশক্রমে,

23 NOV 2026

নাহিদ মাহতাব
কমিশনার

বিতরণ:

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MD. ZAHEDUL HAQUE

Attested
23.11.2026
Muhammad Sadequr Rahman Bhuiyan
Assistant Director
Bangladesh Securities and Exchange Commission

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Attested

23.11.2016

Muhammad Sadequr Rahman Bhuiyan
Assistant Director
Bangladesh Securities and Exchange Commission