

SEC
Quarterly Review
April-June 2009

Securities and Exchange Commission
Bangladesh

SECURITIES AND EXCHANGE COMMISSION
Quarterly Review
April-June 2009

A Publication of the SEC

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CAPITAL MARKET NEWS

Securities and Exchange Commission (SEC)

The capital market regulator, SEC was established in June 1993 through enactment of the Securities and Exchange Commission Act, 1993. The following are the missions of SEC:

- Protecting the interest of investors in securities;
- Developing the capital and securities markets; and
- Framing of securities rules concerning above.

Major Events at SEC

During April-June 2009, the activities of the Securities and Exchange Commission (SEC) are furnished below:

New Chairman of SEC:

Mr. Md. Ziaul Haque Khondker has joined as the Chairman of Securities and Exchange Commission on 4 May 2009. Prior to joining the Commission, Mr. Khondker was the Managing Director of Investment Corporation of Bangladesh (ICB). He has around 30 years of experience in the capital market at various positions. His vast experience will contribute towards effective development of the capital market.

FIMA Team Visited SEC

A23- member delegate of Financial Management Academy (FIMA) (trainee of 27th BCS Audit and Accounts Cadre under training in FIMA) visited SEC on 13 April 2009. A day long presentation was made for the participants on various topics related to capital market. Participants were pleased knowing the functions of SEC and capital market and the Team appreciated the role of SEC.

New Member of SEC

Mr. Md. Anisuzzaman has joined as Member of the Commission on 15 April, 2009. Before joining in the Commission he was retired District Judge. His wisdom and experience will contribute in enhancing the capability of the Commission and in developing the capital market.

NDC Team Visited SEC

A delegation consisting of 49 participants from the National Defense College visited SEC on 27 May, 2009. High officials of SEC made presentations on the regulatory framework, activities, reforms made and the important issues being confronted and also the challenges ahead. SEC exchanged views concerning various issues on capital market and

responded to the various questions raised by the participants in the program. The Team appreciated the role of SEC in developing the capital market.

Investors' Education Program:

SEC conducts Investors' Education Program on regular basis (twice a month) at SEC premise throughout the year to create awareness among the general investors about securities market. During April-June 2009 a total of 171 investors participated in the said programs. Senior SEC officials made presentation on different topics related to capital market in the said programs and responded to the queries of the participants.

Trainings' Program for Authorized Representatives:

In order to educate and train market participants, the Commission, in association with Dhaka and Chittagong Stock Exchange Ltd., arranged training for authorized representatives of the members of Dhaka Stock Exchange Ltd., on 12-13 and 22-23 April, 12-13 and 24-25 May and 21-22 June 2009 at DSE and for authorized representatives of the members of Chittagong Stock Exchange Ltd., on 15-16 April and 5-6 May, 2009 at SEC premises where total 343 authorized representatives attended. Senior officials of SEC, DSE and CSE conducted aforesaid programs highlighting securities laws, particularly issuance, trading and settlement of securities transaction on stock exchanges.

CORPORATE FINANCE (CF)

CFD's activities for April-June, 2009 are furnished below:

Sl. No.	Particulars	Action taken	No. of Company
1	Qualified audit report and/or Commission's observation on the audited financial statements.	Explanation sought from the companies.	45
		Referred to Enforcement Department for necessary action against the companies as their clarification regarding auditors qualified report and/or Commission's observations were not satisfactory.	14
		Companies referred to SRMIC Department for appropriate action since there was significant doubt about their ability to continue as going concern.	11
		Explanation sought from the statutory auditors.	14
		Statutory auditors referred to Enforcement Department for appropriate action as their audit report failed to qualify matters related to the financial statements of the issuer company which were required to be qualified as per accounting and auditing standards & norms.	3
		Caution letter issued to the companies.	2
		Caution letter issued to the statutory auditors.	5
2	Commission's clearance for retention of statutory auditors for the consecutive period exceeding three years.	Clearance accorded.	6
3	Extension of time for submission of audited financial statements for the year ended on December 31, 2008.	Time extended.	16
		Time not extended.	3
4	Non-submission of audited financial statements for the year ended on December 31, 2008.	Referred to Enforcement Department for appropriate action against the companies.	6
6	Re-scheduling repayment of debentures.	Referred to Enforcement Department for appropriate action against the trustee.	02

CAPITAL ISSUE

Capital Raising:

During April-June 2009, the Commission accorded consent to the following private limited companies and public limited companies to raise capital for the amount stated in the table below:

Private Limited Company:

Sl. No.	Name of the Company	Applied for	Consent Letter Issued on	Amount in Million Tk.
1	Bhai Bhai Spinning Mills Ltd.	Ordinary Shares of Tk.143.82 million	05.04.09	143.82
2	Lanka Bangla Securities Ltd.	Bonus Shares of Tk. 159.80 million	21.04.09 & 16.06.09	159.80
3	Envoy Textile Ltd.	Ordinary Shares of Tk. 389.50 million	23.04.09	389.50
4	Navana CNG Ltd.	Bonus Shares of Tk. 63.00 million	18.05.09	63.00
5	Malek Spinning Mills Ltd.	Ordinary Shares of Tk. 1250.00 million	3.06.09	1250.00
6	Pidilate Speciality Chemicals (BD) Pvt. Ltd.	Ordinary Shares of Tk.138.29 million	15.06.09	138.29
7	ACI Godrej Agrivet Private Ltd.	Ordinary Shares of Tk.30.00 million	21.06.09	30.00
8	Information Technology Consultant Ltd.	Ordinary Shares of Tk.210.00 million	22.06.09	210.00
Total Taka				2384.41

Public Limited Company:

Sl. No.	Name of the Company	Applied for	Consent Letter Issued on	Amount in Million Tk.
1	Ocean Containers Ltd.	Bonus Shares of Tk.168.00 million	26.06.09	168.00
2	Dhaka Regency Hotel and Resort Ltd.	Ordinary Shares of Tk. 490.00 million	20.05.09	490.00

3	Summit Alliance Port Ltd.	Ordinary Shares of Tk. 279.01 million	21.05.09	279.01
4	Islami Bank Community Hospital, Dinajpur Ltd.	Ordinary Shares of Tk. 20.00 million	7.06.09	20.00
5	Islami Bank Community Hospital, Faridpur Ltd.	Ordinary Shares of Tk. 33.20 million	7.06.09	33.20
6	Islami Bank Community Hospital, Noagaon Ltd.	Ordinary Shares of Tk.33.60 million	7.06.09	33.60
7	LSI Industries Ltd.	Ordinary Shares of Tk.490.00 million	7.06.09	490.00
8	United Airways (BD) Ltd.	Ordinary Shares of Tk.500.00 million	10.06.09	500.00
9	RAK Ceramics (Bangladesh) Ltd.	Ordinary Shares of Tk.648.40 million	10.06.09	648.40
10	National Asset Management Company Ltd.	Ordinary Shares of Tk.50.00 million	16.06.09	50.00
11	Bangladesh Mutual Services Ltd.	Ordinary Shares of Tk.39.55 million	21.06.09	39.55
Total Taka				2751.76

SEC SURVEILLANCE

Daily Market Surveillance:

SEC's Surveillance Department watches/monitors and analyzes the trading activities of both stock exchanges through non-trading on-line surveillance system. The Department surveils the trade and reports about unusual trading to the authority on daily, weekly and monthly basis.

Investigation and Enquiry:

The Commission conducts inspection and investigation on the affairs of issuers, exchanges and intermediaries to ensure integrity of the market system. The following stock-brokers/stock-dealers activities have been investigated by SEC of the Dhaka Stock Exchange and Chittagong Stock Exchange during the said period:

Nature of Enquiry & Investigation	Investigation & Enquiry Against
Enquiry on unusual price hikes and share trading of Golden Son Limited.	Golden Son Limited (Stock-broker of DSE and CSE and Merchant Banker & Portfolio Manage etc.)
Enquiry on unusual price hikes and share trading of Beach Hatchery Limited	Beach Hatchery Limited (Stock-broker of DSE and CSE and Merchant Banker & Portfolio Manager etc.)
Enquiry to review report of DSE regarding unusual trading in shares of City General Insurance Co. Ltd.	City General Insurance Co. Ltd. Multi Securities & Services Ltd. (Stock-broker of DSE & CSE)
Enquiry on specific complaints regarding defalcation of deposited securities.	MAH Securities Ltd. (DSE Membership No. 013)
Investigation regarding unusual price hike and shares trading of Z group of Al-Amin Chemical, Aziz Pipes, Meghna Pet, Meghna Shrimp and Shyampur Suger Mills Ltd.	Major involved stock-broker/stock dealer of DSE

Regular Inspection:

As part of regular monthly inspection, SEC's inspection team visited and inspected the affairs of following stock-brokers / stock-dealers offices of DSE and CSE during the period:

Nature of Inspection	Inspection Against
Monthly regular inspection for the month April, 2009	Sadharan Bima Corporation (DSE Membership # 71)
	Amin Securities & Consultants Ltd. (CSE Membership # 128)

REGISTRATION

Issuance and Renewal of Stock Dealer /Stock Broker Registration Certificate:

During April-June 2009, the Commission issued 23 stock broker/stock dealer registration certificates in favor of 18 members of Dhaka Stock Exchange Ltd. and 8 stock broker/stock dealer registration certificates in favor of 6 members of Chittagong Stock Exchange Ltd. under the Securities and Exchange Regulation Act, 1993 (সিকিউরিটিজ অ্যান্ড এক্সচেঞ্জ রেগুলেশন অ্যাক্ট, ১৯৯৩) and the Securities and Exchange Regulation (Amendment) Act, 2000.

Dhaka Stock Exchange Limited:

Sl. No.	Name & Address of the Stock dealer/ Stock broker	Category	Membership No.	Registration Certificate No. & Issue Date
1	Popular Life Insurance Co. Ltd. Peoples Insurance Bhaban, 36 Dilkusha C/A (3 rd Floor), Dhaka-1000	Stock broker & Stock dealer	DSE-232	Reg-3.1/DSE-232/2009/352 Date: 25.06.2009 & Reg-3.1/DSE-232/2009/353 Date: 25.06.2009
2	Vision Catital Management Ltd. Modhumita Bhaban (6 th Floor), 158-160, Motijheel C/A, Dhaka	Stock broker & Stock dealer	DSE-24	Reg-3.1/DSE-24/2009/111 Date: 22.06.2009 & Reg-3.1/DSE-24/2009/247 Date: 22.06.2009
3	Jahan Securities Ltd. Room # 213, Dhaka Stock Exchange Building 9/F Motijheel C/A Dhaka-1000	Stock dealer	DSE-195	Reg-3.1/DSE-95/2009/346 Date: 21.06.2009
4	Shah Mohaammad Sagir & Co. Ltd. Suit # 1006, Modhumita Bhaban (8 th Floor), 158-160, Motijheel C/A Dhaka-1000	Stock dealer	DSE-171	Reg-3.1/DSE-171/2009/347 Date: 21.06.2009
5	Ershad Securities Ltd. Room # 414, DSE Building, 9/F Motijheel C/A, Dhaka1000	Stock dealer	DSE-23	Reg-3.1/DSE-23/2009/348 Date: 21.06.2009
6	Mika Properties and Securities Ltd. F R Tower (15 th Floor), 32 Kamal Ataturk Avenue Banani, Dhaka-1213	Stock dealer	DSE-215	Reg-3.1/DSE-215/2009/349 Date: 21.06.2009

7	Aries Securities Ltd. Suit no: 603, Modhumita Cinema hall Building (5 th Floor), 158- 160, Motijheel C/A Dhaka-1000	Stock dealer	DSE-48	Reg-3.1/DSE-48/2009/350 Date: 21.06.2009
8	DMR Securities Ltd. Room # 214, 1 st Floor DSE Building, 9-F Motijheel C/A, Dhaka- 1000	Stock dealer	DSE-14	Reg-3.1/DSE-14/2009/336 Date: 25.05.2009
9	Joytun Securities Ltd. Room # 433 (3 rd Floor), 1033 (9 th Floor), 9/E Motijheel C/A, Dhaka- 1000	Stock dealer	DSE-148	Reg-3.1/DSE-148/2009/337 Date: 25.05.2009
10	Haji Ahmed Brothers Securities Ltd. Modhumita Cinema hall Building (3 rd Floor) 158- 160, Motijheel C/A Dhaka-1000	Stock dealer	DSE-41	Reg-3.1/DSE-41/2009/338 Date: 25.05.2009
11	Rasti Securities Consultant Ltd. Room # 601 (5 th Floor) Modhumita Bhaban, 158- 160, Motijheel C/A Dhaka-1000	Stock dealer	DSE-217	Reg-3.1/DSE-217/2009/339 Date: 25.05.2009
12	PHP Stocks and Securities Ltd. PHP House, 31, Agrabad Chittagong	Stock dealer	DSE-235	Reg-3.1/DSE-235/2009/340 Date: 25.05.2009
13	HAC Securities Ltd. 4 & 5 Motijheel C/A, Dhaka-1000	Stock dealer	DSE-74	Reg-3.1/DSE-74/2009/341 Date: 25.05.2009
14	ANF Management Company Ltd. Room # 504, DSE Building, 9/F Motijheel C/A Dhaka-1000	Stock dealer	DSE-117	Reg-3.1/DSE-117/2009/342 Date: 25.05.2009
15	R N Trading Ltd. Room # 416 & 418, DSE Building, 9/F Motijheel C/A, Dhaka-1000	Stock dealer	DSE-78	Reg-3.1/DSE-78/2009/343 Date: 25.05.2009

16	The City Bank Ltd. Jibon Bima Tower, 10 Dilkusha C/A, Dhaka-1000	Stock broker & Stock dealer	DSE # 145	Reg-3.1/DSE-145/2009/334 Date: 10.05.2009 Reg-3.1/DSE-145/2009/335 Date: 10.05.2009
17	Bank Asia Ltd. Tea Board Building (1 st Floor), 111-113, Motijheel C/A, Dhaka-1000	Stock broker & Stock dealer	DSE # 237	Reg-3.1/DSE-237/2009/332 Date: 07.05.2009 Reg-3.1/DSE-237/2009/333 Date: 07.05.2009
18	Industrial and Infrastructure Development Finance Co. Ltd. Chamber Building (5 th Floor), 122-124 Motijheel C/A Dhaka-1000	Stock broker & Stock dealer	DSE-238	Reg-3.1/DSE-238/2009/330 Date: 20.04.2009 & Reg-3.1/DSE-238/2009/331 Date: 20.04.2009

Chittagong Stock Exchange Limited:

Sl. No.	Name & Address of the Stockbroker/Stock dealer	Category	Membership No.	Registration Certificate No. & Issue Date
1	Sanmar Capital Management Ltd. Sanmar Ocean City (7 th Floor), 997, CDA Avenue East Nasirabad, Chittagong	Stock broker	CSE-109	Reg-3.2/CSE-109/2009/016 Date: 07.06.2009
2	3A & Company Ltd. Commercial Court (5 th Floor), 95, Agrabad C/A Chittagong	Stock Dealer	CSE- 044	Reg-3.2/CSE-044/2009/175 Date: 04.06.2009
3	IDLC Securities Ltd. 36, Dilkusha C/A, 13 th Floor, Dhaka-1000	Stock Dealer	CSE - 119	Reg-3.2/CSE-119/2009/176 Date: 04.06.2009
4	International Securities Company Ltd. 1no. Ali Beponie, Lal Deeghir par, Sylhet	Stock Dealer	CSE - 96	Reg-3.2/CSE-96/2009/177 Date: 04.06.2009
5	The City Bank Ltd. Jibon Bima Tower, 10 Dilkusha C/A, Dhaka-1000	Stock broker & Stock dealer	CSE- 133	Reg-3.2/CSE-133/2009/173 Date: 21.05.2009 Reg-3.2/CSE-133/2009/174 Date: 21.05.2009
6	Pubali Bank Ltd. Head Office, 26 Dilkusha C/A, Dhaka-1000	Stock broker & Stock dealer	CSE - 105	Reg-3.2/CSE-105/2009/171 Date: 20.05.2009 Reg-3.2/CSE-105/2009/172 Date: 20.05.2009

Moreover, the Commission renewed 87 stock broker/stock dealer registration certificates of Dhaka Stock Exchange Ltd. and 29 stock broker/stock dealer registration certificates of Chittagong Stock Exchange Ltd. respectively during the said period.

Branch Opening Permission to the Stock Brokers:

During the period under review, the Commission approved opening of 30 new branches of 26 stock brokers of Dhaka Stock Exchange Limited and accorded approval of 51 existing branch offices of 31 stock brokers of Dhaka Stock Exchange Limited. The Commission also approved opening of 3 new branches of 3 stock brokers and accorded approval of 24 existing branch offices of 11 stock brokers of Chittagong Stock Exchange Limited.

Issuance and Renewal of Authorized Representative Registration Certificates:

During the said period, the Commission issued 326 authorized representatives registration certificates of Dhaka Stock Exchange Ltd. and 18 authorized representatives registration certificates of Chittagong Stock Exchange Ltd. under the Securities and Exchange Commission Act, 2000 and renewed 198 authorized representatives registration certificates of Dhaka Stock Exchange Ltd.

Issuance and Renewal of Depository Participant Registration Certificate:

During the said period, the Commission issued the following 8 depository participants registration certificates under the Depositories Act, 2003 and renewed 73 depository participant registration certificates.

List of New Depository Participants:

DP NO.	Name, Address & Contacts of the DP	Membership No.	Category	Certificate No. & Issue Date
1	Surma Securities Ltd. Room No # 627, DSE Annex Building 9/E, Motijheel C/A, Dhaka-1000	DSE - 111	Full Service	SEC/Reg./CDBL-DP-291 Date: 21.04.2009
2	First Capital Securities Ltd. House # 25, Road # 04 Dhanmondi, Dhaka-1205	DSE - 70 CSE- 11	Full Service	SEC/Reg./CDBL-DP-290 Date: 09.04.2009
3	Saya Securities Ltd. 67, Motijheel C/A (2 nd Floor), Dhaka-1000	CSE- 10	Full Service	SEC/Reg./CDBL-DP-295 Date: 25.06.2009

	Floor), Dhaka-1000			
4	K H B Securities Ltd. Room # 701(6 th Floor) Stock Exchange Building Motijheel C/A, Dhaka-1000	DSE- 143	Full Service	SEC/Reg./CDBL-DP-294 Date: 23.06.2009
5	The City Bank Ltd. Jibon Bima Tower, Dilkusha C/A, Dhaka-1000	DSE - 145 CSE - 133	Full Service	SEC/Reg./CDBL-DP-64 Date: 17.06.2009
6	Coast to Coast Securities Ltd. 698/C, Khilgaon Chowdhury Para Dhaka-1219	DSE - 198	Full Service	SEC/Reg./CDBL-DP-293 Date: 16.06.2009
7	Bank Asia Ltd. Tea Board Building (1 st Floor), 111-113, Motijheel C/A, Dhaka-1000	DSE - 237	Full Service	SEC/Reg./CDBL-DP-81 Date: 31.05.2009
8	Industrial and Infrastructure Development Finance Co. Ltd. (IIDFC) Chamer Building (6 th & 7 th Floor), 122-124, Motijheel C/A, Dhaka-1000	DSE - 238	Full Service	SEC/Reg./CDBL-DP-292 Date: 18.05.2009

Issuance of Registration Certificate for Merchant Banking Operation and Approval of Opening New Branch Office of Merchant Banker:

During April-June 2009, the Commission issued registration certificates in favor of the following 2 banks to perform the merchant banking activities under the Merchant Banking Act, 1996. The Commission also accorded approval to open 3 new branch offices of Prime Bank Limited, 3 new branch offices of Trust Bank Limited and one new branch office of IDLC Securities Limited i.e. total 7 new branch offices of 3 Merchant Bank.

List of New Merchant Bank:

SL. NO.	Name, Address of Merchant Bank	Certificate No. & Issue Date	Category
1	Standard Bank Ltd. Head Office, Metropolitan Chamber Building (3 rd Floor), 122-124, Motijheel C/A, Dhaka-1000	MB-37/2009 Date: 6.04.2009	Full- Fledged MB

2	Southeast Bank Ltd. Head Office 1, Dilkusha C/A, Dhaka-1000	MB-36/2009 Date: 6.04.2009	Full- Fledged MB
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Issuance of Security Custodian Registration Certificate:

During the said period the Commission has approved Issuance of a Security Custodian Registration Certificate in favor of The City Bank Ltd. under *ৱাৰ্ডাৰী আইন ১৯৯৩* (ৱাৰ্ডাৰী আইন ১৯৯৩), *ৱাৰ্ডাৰী আইন ১৯৯৩*, ২০০৩ on June 17, 2009.

Issuance of an Asset Management Company Registration Certificate:

The Commission has approved issuance of an Asset Management Company Registration Certificate in favor of VIPB Asset Management Company Ltd. under *ৱাৰ্ডাৰী আইন ১৯৯৩* (ৱাৰ্ডাৰী আইন ১৯৯৩), *ৱাৰ্ডাৰী আইন ১৯৯৩*, ২০০১ on June 8, 2009 during April-June 2009.

Registration as Trustee for Public Issue of ACI 20% Convertible Zero Coupon Bond:

The Commission accorded approval to act as Trustee to Industrial and Infrastructure Development Finance Company Limited for public issue of ACI 20% Convertible Zero Coupon Bond on May 31, 2009 during the said period.

MUTUAL FUND & SPV

The Mutual Fund & SPV Department gives registration to Mutual Fund and SPV's, monitors and supervises their activities. During the said period this department has performed the following duties and responsibilities:

- During the said period Mutual Fund and SPV Department was involved in the process of approval of draft Trust Deed and Investment Management Agreement of ICB Employees Provident Mutual Fund: One.
- The department was also involved in the process of approval of draft Trust Deed IFIL Islamic Mutual Fund-1.
- During April-June 2009 the Department was involved in the process of approval of registration, draft Investment Management Agreement, Prospectus and Abridged Version of prospectus of EBL First Mutual Fund.

- Besides, issuance of registration certificate and approval for opening of Escrow Account of ICB AMCL Second Mutual Fund was given during the quarter.
- The Department has also sent a letter to BRAC asking them to submit additional papers for processing of application for issuance of Tk.500 Crore Pass Through Certificate (PTC) of BRAC Microcredit Securitization-2008 during the quarter.
- During the quarter the Department has processed the application of ICB to act as the Trustee to proposed Zero Coupon Bond of Industrial and Infrastructure Development Finance Company Ltd.
- The Department has collected information from all Asset Management Companies in connection with investment of assets of Mutual Funds/Schemes under their management during the quarter.
- During this quarter Mutual Fund and SPV Department was involved in the process of extending loan adjustment time for ICB Mutual Funds up to 30.06.2012.
- During the quarter the Commission has approved change of a member in the Trustee Committee of Grameen Mutual Fund:One.
- The Commission has approved reconstitution of Trustee Committee of ICB during the quarter.

SUPERVISION AND REGULATION OF MARKETS AND ISSUER COMPANIES

During April-June 2009, the following companies held AGM. Information on AGM and dividend is shown in the following table:

Sl. No.	Name	Date of AGM/EGM	Cash Dividend	Bonus	Year end
Banks					
1	AB Bank Ltd.	29.06.09	15%	15%B	31.12.08
2	Al-Arafah Islami Bank Ltd.	08.06.09		30%B	31.12.08
3	Bank Asia Ltd.	15.06.09		23%B	31.12.08
4	BRAC Bank Ltd.	17.05.09		30%B	31.12.08
5	Eastern Bank Limited	28.04.09		20%B	31.12.08
6	ICB Islamic Bank Ltd. (formerly The Oriental Bank Ltd.)	10.05.09	nil		31.12.08
7	Mutual Trust Bank Ltd.	28.05.09		18%B	31.12.08
8	National Bank Ltd.	20.04.09		52%B	31.12.08
9	NCC Bank Ltd.	12.05.09		30%B	31.12.08
10	One Bank Ltd.	11.06.09		20%B	31.12.08
11	Premier Bank Ltd.	20.04.09		24%B	31.12.08
12	Pubali Bank Ltd.	14.05.09		30%B	31.12.08
13	Shahjalal Islami Bank Ltd.	21.05.09		22%B	31.12.08
14	Southeast Bank Ltd.	26.04.09	15%	20%B	31.12.08
15	Standard Bank Ltd.	23.04.09		20%B	31.12.08
16	Trust Bank Ltd.	31.05.09		20%B	31.12.08
17	Uttara Bank Ltd.	04.06.09		100%B	31.12.08
Non Banking Financial Institutions					
18	Bangladesh Finance & Investment Co. Ltd.	01.06.09		10%B	31.12.08
19	Bangladesh Industrial Finance Co. Ltd.	20.05.09	10%	12%B	31.12.08
20	Fidelity Assets & Securities Co. Ltd.	25.06.09	12%		31.12.08
21	First Lease International	26.05.09	10%	10%B	31.12.08
22	Industrial Promotion and Development Co. of Bangladesh Ltd.	16.06.09		10%B	31.12.08
23	International Leasing & FSL.	18.05.09	15%	15%B	31.12.08
24	Islamic Finance & Investment Ltd.	28.05.09		16%B	31.12.08
25	Lanka Bangla Finance Ltd.	05.05.09	15%	15%B	31.12.08
26	National Housing Finance and Investments Ltd.	15.06.09	12.50%		31.12.08

27	Peoples Leasing and Financial Services Ltd.	22.06.09		20%B	31.12.08
28	Phoenix Finance & Investment Ltd.	04.06.09	25%		31.12.08
29	Premier Leasing & Finance Ltd.	18.05.09		10%B	31.12.08
30	Prime Finance & Inv. Ltd.	29.04.09		40%B	31.12.08
31	Union Capital Ltd.	05.05.09		20%B	31.12.08
32	United Leasing Co. Ltd.	02.04.09	20%	7:1B	31.12.08
33	Uttara Finance & Investment Ltd.	06.05.09	30%		31.12.09
	Engineering, Fuel & Power				
34	Aziz Pipes Ltd.	29.06.09	nil		31.12.08
35	Bangladesh Lamps Ltd.	19.05.09	35%		31.12.08
36	Bangladesh Shipping Corporation	30.05.09	10%		30.06.08
37	Bangladesh Thai Aluminum Ltd.	29.05.09		20%B	31.12.08
38	BOC	12.05.09	77% (Final)		31.12.08
39	BSRM Steels Ltd.	07.06.09	nil		31.12.08
40	Eastern Cables Ltd.	24.06.09	10%		30.06.08
41	Golden Son Ltd.	18.06.09		10%B	31.12.08
42	Jamuna Oil Co. Ltd.	25.04.09	40%		30.06.08
43	Meghna Petroleum Ltd	27.06.09	25%	10%B	30.06.08
44	Monno Jute Stafflers Ltd.	25.06.09	10%		31.12.08
45	Rangpur Foundry Ltd.	28.06.09	18%		31.12.08
46	Singer Bangladesh Ltd	29.04.09	30%		31.12.08
47	Summit Power Ltd.	25.06.09		20%B	31.12.08
	Food & Allied Products				
48	BATBC Ltd.	10.06.09	240%		31.12.08
49	Beach Hatchery Ltd.	23.06.09		10%B	31.12.08
50	Bengal Biscuits Ltd.	25.06.09	nil		31.12.08
51	Modern Industries Ltd.	11.06.09	nil		31.12.08
52	National Tea Co. Ltd.	24.06.09	20%		31.12.08
	Textile & Jute				
53	Arbee Textiles Ltd.	14.06.09	nil		31.12.08
54	BEXTEX Ltd.	18.06.09		10%B	31.12.08
55	CMC Kamal Textile Mills Ltd.	31.05.09	nil		31.12.06
56	Monno Febrics Ltd.	24.06.09	nil		31.12.08
57	Safko Spinning Mills Ltd.	21.06.09	nil		31.12.08
58	Sonargaon Textiles Ltd.	25.06.09	5%		31.12.08
59	Square Textile Ltd.	16.06.09	18%	20%B	31.12.08
	Pharmaceuticals & Chemicals				
60	ACI Formulation Ltd.	18.06.09	10%	20%B	31.12.08
61	ACI Ltd.	18.06.09	100%	20%B	31.12.08
62	Ambee Pharmaceuticals Ltd.	30.06.09	30%		31.12.08
63	Beximco Pharmaceuticals Ltd.	16.06.09	10%	20%B	31.12.08
64	Beximco Synthetics Ltd.	16.06.09		15%B	31.12.08

65	GlaxoSmithKline Bangladesh Ltd.	30.04.09	60%		31.12.08
66	Rahman Chemicals Ltd.	25.06.09	nil		31.12.08
67	Reckitt Benckiser Ltd.	04.06.09	230%		31.12.08
68	Renata Ltd.	13.06.09	50%	25%B	31.12.08
69	The Ibn Sina Pharmaceuticals Ind. Ltd.	20.06.09	25%		31.12.08
70	Therapeutics Bangladesh Ltd.	25.06.09	nil		31.12.08
Cement & Ceramic					
71	Aramit Cement Ltd.	28.06.09	nil		31.12.08
72	Confidence Cement Ltd.	21.06.09		10%B	31.12.08
73	Heidelberg Cement Ltd.	04.06.09	33%		31.12.08
74	Lafarge Surma Cement Ltd.	25.06.09	nil		31.12.08
75	Padma Cement Ltd.	20.06.09	Nil		30.09.08
76	Shinepukur Ceramics Ltd.	16.06.09	10%	20%B	31.12.08
Information Technology					
77	Bangladesh Online Ltd.	18.06.09		20%B	31.12.08
78	Information Services Network Ltd.	28.06.09	5%		31.12.08
79	In Tech Online Ltd.	25.06.09		10%B	31.12.08
Insurance Companies					
80	Bangladesh General Insurance Company Ltd.	25.06.09		18%B	31.12.08
81	City General Ins. Co. Ltd.	21.05.09		10%B	31.12.08
82	Eastern Insurance Co. Ltd.	29.06.09		20%B	31.12.08
83	Eastland Insurance Co. Ltd.	25.05.09		30%B	31.12.08
84	Green Delta Insurance Co. Ltd.	25.06.09		100%B	31.12.08
85	Mercantile Insurance Company Ltd.	23.06.09	10% (Public)		31.12.08
86	Nitol Insurance	24.06.09	11%		31.12.08
87	Peoples Insurance Co. Ltd.	29.06.09		1B:3 (33.33%Appr)	31.12.08
88	Phoenix Insurance Co. Ltd.	10.06.09		22%B	31.12.08
89	Pioneer Insurance Company Ltd.	12.05.09	20%		31.12.08
90	Pragati Insurance Ltd.	21.06.09	20%	15%B	31.12.08
91	Reliance Insurance Ltd.	15.06.09		30%B	31.12.08
92	Republic Insurance Co. Ltd.	25.06.09	5%		31.12.08
93	United Insurance Co. Ltd.	07.05.09	10%	150%B	31.12.08
Miscellaneous					
94	Apex Adelchi Footwear Ltd.	14.05.09	30%		31.12.08
95	Aramit Ltd.	28.06.09	50%		31.12.08
96	Bata Shoe Co. BD. Ltd.	25.06.09	105%		31.12.08
97	BERGER Paints Bangladesh Ltd.	21.06.09	70%		31.12.08
98	Beximco Ltd.	18.06.09	10%	50%B	31.12.08
99	GQ Ball Pen Ltd.	18.06.09	22%		31.12.08
100	Himadri Ltd.	18.06.09	10%		31.12.08

101	Paper Processing & Packaging Ltd.	25.06.09	nil		31.12.08
102	Summit Alliance Port Ltd	27.04.09	10%	20%B	31.12.08

During April-June 2009, the following complaints were lodged with the Commission and measures taken by the Commission on the same:

Complaint against listed companies

Nature of Complaint	No. of Complaints Received	Under process	Referred for Enforcement Action	Resolved
Non payment or delay in payment of dividend	2	-	-	2
Non payment of debenture installment	2	-	-	2
Regarding transfer of shares	5	1	-	4
Non receipt of letter of rights share offering	3	-	-	3
Non receipt of bonus share	-	-	-	-
Non receipt of annual report	1	-	-	1
Regarding refund warrant	2	-	-	2
Non demat of shares	1	-	-	1
Miscellaneous	10	1	-	9
Total	26	2	-	24

Complaints Against Stock Broker/ Dealer/Merchant Banker:

Nature of Complaint	No. of Complaints Received	Under process	Referred to Enforcement Department	Referred to DSE/CSE for Action	Resolved
Non delivery of shares	3	-	-	-	3
Non payment of clients money	3	-	-	-	3
Regarding transfer of shares in the link BO Account	-	-	-	-	-
Miscellaneous	4	-	-	-	4
Total	10	-	-	-	10

SUPERVISION AND REGULATION OF INTERMEDIARIES (SRI)

The function of SRI Department are supervision of performing activities of stock-dealers/stock brokers, depository participants, security custodian banks, merchant bankers, security lenders and borrowers and other market intermediaries. The regular inspection of stock brokers/dealers and DP's on the monthly basis is conducted by this department. Mentionable that, this department has started its operation from May 2009. During April-June 2009, the following complaints were lodged with the department and necessary actions have been taken which are as follows:

Complaints against Stock Broker/Stock Dealer/Depository Participants:

Nature of Complaints	No. of Complaints Received	Under Process	Referred for Enforcement Action	Referred to DSE/CSE for Action	Resolved
Unauthorized debit of 50 shares	1	-	-	1	1
Non transfer of share in the linked BO account	1	1	-	1	-
Dues on account of sale of Shares	1	-	-	1	1
Non-encashment of Cheque and Non-receipt of purchased shares	1	-	-	1	1
Unauthorized sale of shares	1	-	-	1	1
Total	5	1	-	5	4

Inspection of Stock Broker/Stock Dealer/Depository Participants:

Nature of Inspection	Broker/Dealer/DP Under Inspection
Monthly regular inspection for the month of May	Thia Securities Limited. DSE - 130
Monthly regular inspection for the month of May	Peoples Investment Ltd. CSE - 052
Monthly regular inspection for the month of June	Eminent Securities Ltd. DSE - 191
Monthly regular inspection for the month of June	Prime Financial Consultants & Equities Ltd. CSE - 55
Special Inspection	SAAD Securities Ltd. DSE - 118

CENTRAL DEPOSITORY

During April-June 2009 the following companies joined the CDS under Central Depository Bangladesh Ltd. (CDBL). At the end of this period, the total number of companies under CDBL was 179.

Sl. No.	Name of the company	Joining Date
1	Bay Leasing & Investment Ltd. (IPO)	12 April 2009
2	Al-Haj Textile Mills Ltd.	30 April 2009
3	Delta Spinners Ltd.	28 May 2009
4	Beach Hatchery Ltd.	28 May 2009

SEC ENFORCEMENT ACTIONS

During April to June 2009 the following enforcement actions against registered Issuer Companies, Chartered Accountants, Stock-Brokers, Stock-Dealers and Authorized Representative were taken by the Commission for non-compliance of the securities laws:

Against Issuer Company:

Violation	No. of Issuer Companies	Nature of Action
True and fair information not reflected in the audited financial statements	5	Penalty
Failure to submit the audited financial statements	3	Penalty
Failure to comply with securities related laws	4	Penalty
Non compliance of securities law regarding audited financial statements	4	Warning
Failure to comply with securities related laws	2	Warning
Failure to submit half-yearly financial statements	1	Warning
Delayed submission of audited financial statements	5	Warning
Delayed submission of half-yearly financial statements	3	Warning
Retention of auditors without clearance of SEC	1	Warning

Against Chartered Accountant Firm:

Violation	No. of Chartered Accountant Firm:	Nature of Action
Failure to comply with securities related laws regarding audited financial statements of the issuers.	2	Warning

Against Stock Broker:

Violation	No. of Stock Broker	Nature of Action
Non-compliance with securities related laws	1	Warning

Against Authorized Representative:

Violation	No. of Authorized Representative	Nature of Action
Non-compliance with securities related laws	1	Cancellation of Registration Certificate

LAW

Total 248 cases filed by or against SEC are pending in different courts. Name of the courts are given below along with number of pending cases:

Sl. No.	Name of the Court	Number of Cases	
1	Supreme Court of Bangladesh	Appellate Division	8
		High Court Division	97
2	Metropolitan Session Judge Court, Dhaka.	6	
3	1 st Asst. Metropolitan Session Judge Court, Dhaka	1	
4	4 th Joint District Judge Court, Dhaka	1	
5	5 th Joint Dist. Judge Court, Dhaka.	8	
6	4 th Asst. Judge Court, Dhaka.	1	
7	8 th Asst. Judge Court, Dhaka	1	
8	9 th Asst. Judge (Savar) Court, Dhaka	1	
9	Chief Metropolitan Magistrate Court, Dhaka.	8	
10	General Certificate Court, Dhaka.	116	
Total Cases :		248	

- Out of total 15 Share Scam cases of 1996, 2 cases are now pending before the Appellate Division, 9 cases before the High Court Division of Bangladesh Supreme Court and rest 4 cases are pending before the Metropolitan Session Judge Court, Dhaka.
- 14 certificate cases were filed against the directors of relevant 7 companies to recover the penalty imposed by the Commission for violation of securities laws during the period April-June under Public Demands Recovery Act, 1913.

MIS

Activities of MIS Department:

Objectives of MIS Department are to assist different departments of SEC through development of automation in their activities, development of capital market monitoring system based on computerized data analysis, and informing all about securities laws and other related matters through website.

At present all officers of SEC use computers in their daily activities. All computers are connected through local area network(LAN). Different modules of integrated Securities and Exchange Commission Automated System (SECAS) have been developed at SEC for use of its different departments. Officers of SEC can use broadband internet connection from their workstation through connected LAN. SEC's website (www.secbd.org) is enriched with various information like securities laws, IPO prospectus, eligible securities, depository participants, enforcement actions, reports etc, which are updated regularly and many users visit the website. MIS department works on development, modification and maintenance of the mentioned systems.

April-June 2009 -Important Web Uploads and Website Visits:

Works	Number
IPO Prospectus/ Right offer document Upload	2
Enforcement Actions Upload	32
Other Order/Notification/Directive etc Upload	5
Eligible Securities/DP List etc Update	10
Quarterly Report Upload	1
Annual Report Upload	1
Proposed Draft Rule Upload for Comments	2
No. of Website Visitors(As Per Web Counter)	27,000(approx)

NEW ACTS/RULES/REGULATIONS/AMENDMENTS/ORDER/
NOTIFICATIONS

wwwKDwi wJR I G. tPÄ Kugkb
Rieb exgv Uvl qvi (16, 17 I 21 Zj v)
10 w j Kkv ew/G, XvKv-1000, evsj vt` k

cÄrcb
Zwi L, 20 Gircj 2009

bs GmBim/wmGgAvi Avi wmwW/2006-159/cÄrcb-01-39-wwwKDwi wJR I G. tPÄ Kugkb, wwwKDwi wJR I G. tPÄ AvBb, 1993 (1993 mßbi 15 bs AvBb) Gi aviv 24 G cÖ È ¶lgZveþj Dcwi Dw³ avivi Dc-aviv (1) Gi kZßtki wearb Abjmi Yµtg ce^cKvßtki ci wwwKDwi wJR I G. tPÄ Kugkb (gvßPß e^{vs}Kvi I tcvUßdwj I gvßbRvi) weagvj v, 1996 G wbaifc AwAKZi mßtkvab Kwij , h_vt-

Dcwi D³ weagvj vq,-

1| weia 3K Gi Dcweia (1) Gi `dv (L) Gi kZ^c(B) Gi meßkl Abß"Q` wU wbaifc Abß"Q` Øvi v cÖZ`wmcZ nBße, h_vt-

ØAvßiv kZ^c_vtK th, tKvb Aetj LK Z_v gvßPß e^{vs}Kvi tKvb mgqB Zvnvi gj aßbi A_ß cwi ðkmaZ gj ab I wdk wi Rvß^c(revaluation reserve Øvov) Gi cvß_ßYi tekx Aetj Lb Kwijß cwi ðe bv, Ges tcvUßdwj I gvßbRvi Z_v gvßPß e^{vs}Kvi (e^{vs}K I Aw_ß cÖZövb e^wZZ) tKvb mgqB gj aßbi, A_ß cwi ðkmaZ gj ab I wdk wi Rvß^c(revaluation reserve Øvov) Gi, cvß_ßYi tekx tcvUßdwj I Znwj e^evcbv Kwijß cwi ðe bv|Ø|

2| weia 7 Gi Dc-weia (3) Gi dig ØLØ Gi kZßej x 11 Gi cwi eßZ^wwbaifc kZßej x 11 cÖZ`wmcZ nBße, h_vt-

Ø11| Bmj gvßbRvi/tcvUßdwj I gvßbRvi/gvßPß e^{vs}Kvi Zvnvt` i Rb` cØhvR` wßæv³ Kvß^mæúv`b Kwij ðe, h_vt-

(K) Bmj gvßbRvi KZß avivevwnK cY^cßw Bßti Rx cwÄKv ermßi (hvrv 1j v Rvbqwi 2010 nßßZ MYbv Kiv nBße) cvß evRvßti Avbqßbi Rb` b`bZg 1 (GK)wU cvevj K Bmjij `wjj wj K (documented) cÜve Kugkbß `wLj Kiv|

(L) tcvUßdwj I gvßbRvi KZß cÖZ Bßti Rx cwÄKv ermßi wßR`^tcvUßdwj I Øi AwZwi³ b`bZg 5(cvß)wU bZb gß°ßj i tcvUßdwj I Mvb Kiv|

(M) gvßPß e^{vs}Kvi KZß cÖZ Bßti Rx cwÄKv ermßi wßR`^tcvUßdwj I Øi AwZwi³ 5 (cvß) wU bZb gß°ßj i tcvUßdwj I Mvb Ges avivevwnK cY^cßw Bßti Rx cwÄKv ermßi (hvrv 1j v

Rvbqwi 2010 nBtZ MYbv Kiv nBte) cR evRvti Avbqtbi Rb b-bZg 1 (GK)W
cvej K Bmyi `wj K (documented) cve Kwgtb `wLj Kiv |0 |

3| weva 16K Gi Dcwea (1) Gi `dv (L) Gi kZU wbaifc kZv v cZ-wcZ nBte, h_vt-

0Zte kZ_vtK th, tcvUdvwj I gvtbRvi (e'vsK I Avw_R cZvnb e'wZZ) tKvb mgtqB
Zvni gj atbi, A_f cwi tkwaZ gj ab I wdk wi Rvf (revaluation reserve Qvor) Gi,
cvP_tYi tekx tcvUdvwj I Znvej e'e'vcbv Kwi te bv|0 |

wmKDWI UR I G. tPA Kwgtbi Avt`kmtg

gbmj Avj g
tPqvi g'vb |

DIRECTIVE

In exercise of power conferred by section 20A of the Securities and Exchange Ordinance, 1969 (XVII of 1969), the Securities and Exchange Commission hereby directs the Dhaka Stock Exchange Ltd and Chittagong Stock Exchange Limited and their stock brokers to comply with the following, namely:

Sub-clause (b) of clause 2 of the Directive No. SEC/CMRRCD/2002-90/34 Dated: July 29, 2008 shall be replaced by the following new sub- clause (b), namely:-

“(b) The stock broker will be allowed to open upto 3 (three) branch offices to operate trading activities. For opening each branch beyond the said 3(three) branch offices, Tk.50 lac as additional paid-up capital will be required:

Provided that net worth of the broker shall be fifty percent of the paid up capital:

Provided further that a stock broker may open a maximum of 15(fifteen) branch offices.”.

This directive shall have immediate effect.

By Order of the Securities and Exchange Commission

Md. Ziaul Haque Khondker
Chairman.

Distribution:

1. Dhaka Stock Exchange Ltd.
2. Chittagong Stock Exchange Ltd.

Copy to:

1. All Departmental Heads, SEC
2. Chairman’s Office, SEC

Circular

Subject: FDI Survey, External Debt Management and Compilation of Investment Statistics at National Level conducted by Bangladesh Bank

As per requirements of Bangladesh Bank to implement the captioned matters, all listed companies are hereby requested to furnish the following in the attached forms to the Statistics Department of Bangladesh Bank:

- (i) Submission of FDI returns regularly on half yearly basis along with balance sheet and income statement (audited/un-audited) within 3 (three) months from the end of the said half-year, i.e. for Jan-Jun period by September 30, and for July-Dec period by March 31 of the next year
- (ii) The Private Sector External Debt (PSED) agreement and subsequent transaction returns should be submitted by the borrower companies regularly on quarterly basis within the following three weeks of the respective quarter.

However, the FDI returns for the period of Jul-Dec, 2008 must be submitted to the Statistics Department of Bangladesh Bank on or before April 30, 2009.

Bangladesh Bank may report to the Commission in case of non-compliance of this circular by any listed company.

For Securities and Exchange Commission

(Mohammad Abdul Hannan Zoarder)
Executive Director

Enclosures:

- 1) Form-1: Foreign Investment In Bangladesh
- 2) Form-1(a): Claims on Nonresidents Half-year ended
- 3) Form-1(B): Liabilities to Nonresidents Half-year ended
- 4) Form-1(c): Operating Profit and Net Income of the Reporting Enterprise during the Half-year ended

Distribution (For necessary action):

Managing Directors, All Listed Companies

Copy to (For kind information):

1. President, Bangladesh Association of Publicly Listed Companies
2. Chief Executive Officer, DSE/CSE
3. PS to Governor, Bangladesh Bank
4. Executive Director (SRMID/CI), SEC
5. Director (CF), SEC
6. Chairman's Office, SEC

ORDER

Whereas, the Securities and Exchange Commission consider it to be expedient in the interest of the capital market and the investors in securities that an amendment of the Dhaka Stock Exchange Limited (Direct Listing) Regulations, 2006 is to be made;

Now, therefore, in exercise of power conferred by sub-section (4) of section 34 of the Securities and Exchange Ordinance, 1969 (XVII of 1969), the Securities and Exchange Commission hereby direct the Dhaka Stock Exchange Limited to amend the Dhaka Stock Exchange Limited (Direct Listing) Regulations, 2006 in the following manner, namely: -

1. Sub –regulation (i) of regulation 3 under ‘**Listing**’ shall be replaced by the following new sub-regulation (i), namely:-

“ (i) The company shall apply to the stock exchanges with application fee @ Tk. 10,000/- (taka ten thousand) only, and shall simultaneously furnish copies thereof, along with the copies of documents mentioned under sub-regulation (ii), to the Securities and Exchange Commission (SEC).”

2. In the **Annexure No. B** concerning ‘ **Information Document for Direct Listing**’, after (g) under ‘ **B.(1) Cover Page of Information Document:**’, the following new additional statement in bold type face shall also be added, namely;-

“ 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.”

3. The proviso of regulation 5 under ‘**Disposal of shares**’ shall be replaced by the following new proviso, namely;-

“Provided that the existing shareholders shall 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 and fixed following the book building method as prescribed

by SEC through Securities and Exchange Commission (Public Issue) Rules, 2006, to the extent those are applicable or relevant in these respect.”

4. After regulation 5, new regulations 5.A., 5.B. and 5 C. shall be inserted, namely;-

“ 5.A. Allocation / Distribution:

10% (ten percent) of the said 25% shareholdings shall be allocated/distributed to the eligible institutional bidders following the procedures prescribed for determining price under the book building method, balance quantity shall be available for general investors through normal trading system of the stock exchanges.

5.B. Lock-in:

There shall be lock-in of 15 (fifteen) trading days from the first trading day on the security issued to the eligible institutional investors through book building method.

5.C. Others:

- (i) The existing shareholders (i.e. sponsors / directors) shall be restricted from buying the company’s share until complete disposal of the targeted 25% shareholdings.
- (ii) The selling broker of the existing shareholders shall disclose through the stock exchanges the total number of shares sold everyday along with the cumulative quantity sold and the quantity of unsold shares until completion of sale of the said targeted 25% shareholdings.”

5. After sub-regulation (ii) of regulation 6, the following new sub-regulation (iii) shall be inserted, namely;-

“(iii) Normal trade for general investors will begin two-day after transfer of the shares allocated to the eligible institutional bidders is completed.”

6. SEC decision shall be final on certain matter. –

Notwithstanding anything contained in these Regulations, in the event of any confusion or difference of opinion on any matter whatsoever, the decision of SEC shall be final and binding on all concerned.

By Order of the Securities and Exchange Commission

Md. Ziaul Haque Khondker
Chairman.

Copy to:

1. All Department Heads, SEC
2. Chairman's Office, SEC

ORDER

Whereas, the Securities and Exchange Commission consider it to be expedient in the interest of the capital market and the investors in securities that an amendment of the Chittagong Stock Exchange Limited (Direct Listing) Regulations, 2006 is to be made;

Now, therefore, in exercise of power conferred by sub-section (4) of section 34 of the Securities and Exchange Ordinance, 1969 (XVII of 1969), the Securities and Exchange Commission hereby direct the Chittagong Stock Exchange Limited to amend the Chittagong Stock Exchange Limited (Direct Listing) Regulations, 2006 in the following manner, namely: -

1. Sub –regulation (i) of regulation 3 under ‘**Listing**’ shall be replaced by the following new sub-regulation (i), namely:-

“ (i) The company shall apply to the stock exchanges with application fee @ Tk. 10,000/- (taka ten thousand) only, and shall simultaneously furnish copies thereof, along with the copies of documents mentioned under sub-regulation (ii), to the Securities and Exchange Commission (SEC).”

2. In the **Annexure No. B** concerning ‘ **Information Document for Direct Listing**’, after (g) under ‘ **B.(1) Cover Page of Information Document:**’, the following new additional statement in bold type face shall also be added, namely:-

“ **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.**”

3. The proviso of regulation 5 under ‘**Disposal of shares**’ shall be replaced by the following new proviso, namely:-

“Provided that the existing shareholders shall 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 and fixed following the book building method as prescribed by SEC through Securities and Exchange Commission (Public Issue) Rules, 2006, to the extent those are applicable or relevant in these respect.”

4. After regulation 5, new regulations 5.A., 5.B. and 5 C. shall be inserted, namely;-

“ 5.A. Allocation / Distribution:

10% (ten percent) of the said 25% shareholdings shall be allocated/distributed to the eligible institutional bidders following the procedures prescribed for determining price under the book building method, balance quantity shall be available for general investors through normal trading system of the stock exchanges.

5.B. Lock-in:

There shall be lock-in of 15 (fifteen) trading days from the first trading day on the security issued to the eligible institutional investors through book building method.

5.C. Others:

(i) The existing shareholders (i.e. sponsors / directors) shall be restricted from buying the company’s share until complete disposal of the targeted 25% shareholdings.

(ii)The selling broker of the existing shareholders shall disclose through the stock exchanges the total number of shares sold everyday along with the cumulative quantity sold and the quantity of unsold shares until completion of sale of the said targeted 25% shareholdings.”

5. After sub-regulation (ii) of regulation 6, the following new sub-regulation (iii) shall be inserted, namely;-

“(iii) Normal trade for general investors will begin two-day after transfer of the shares allocated to the eligible institutional bidders is completed.”

6. SEC decision shall be final on certain matter. –

Notwithstanding anything contained in these Regulations, in the event of any confusion or difference of opinion on any matter whatsoever, the decision of SEC shall be final and binding on all concerned.

By Order of the Securities and Exchange Commission

Md. Ziaul Haque Khondker
Chairman.

Copy to:

1. All Department Heads, SEC
2. Chairman’s Office, SEC

DIRECTIVE

In exercise of the power conferred by section 20A of the Securities and Exchange Ordinance, 1969 (XVII of 1969) and in supersession of the Commission's Directive No. SEC/CMRRCD/2001-07/96 dated December 01, 2008, the Securities and Exchange Commission hereby directs Dhaka Stock Exchange Limited and Chittagong Stock Exchange Limited, which shall have immediate effect,: -

1. To carry out transactions of physical shares in the spot market only during one complete cycle immediate prior to the book-closure date and also to keep transaction of such shares suspended on the day immediate prior to the starting date of book-closure.
2. Not to apply circuit breaker for the securities concerned on the trading day immediately following the record date in respect of demat securities and on the starting date of book-closure in respect of physical securities.
3. Instead of suspending trade of a listed security instantly upon closure of operation of the listed company, the stock exchanges shall regularly disseminate on the trading monitor to the effect that if the situation of the company which failed to hold its Annual General Meeting(s) and issue Annual Report(s), and simultaneously the operation of the company remains closed for more than six months, is not improved within the next six months from the 1st date of such dissemination, the stock exchanges shall de-list the security upon completion of the said six months of dissemination.

By order of the Securities and Exchange Commission

Mohammad Abdul Hannan Zoarder
Executive Director

Distribution:

1. Dhaka Stock Exchange Limited
2. Chittagong Stock Exchange Limited

Copy to:

1. All Departmental Heads, SEC
2. Chairman's Office, SEC

ORDER

Whereas, the Securities and Exchange Commission consider it to be expedient in the interest of the capital market and the investors in securities as well that a minimum par/face value of a security to be listed shall be fixed up;

Now, therefore, in exercise of power conferred by section 34(4) of the Securities and Exchange Ordinance, 1969 (XVII of 1969), the Securities and Exchange Commission hereby direct the Chittagong Stock Exchange Limited to insert a sub-regulation No. (5) under regulation No. 3 (II-Listing of Companies and Securities) in “The Listing Regulations of The Chittagong Stock Exchange Limited” in the following manner, namely: -

“(5) Par/face value of each share, stock, bond, debenture or any security of a company to be listed on the Exchange shall be no less than Taka 10.00 (Taka ten).”.

By Order of the Securities and Exchange Commission

Md. Ziaul Haque Khondker
Chairman.

Distribution:

Chittagong Stock Exchange Ltd.

NOTIFICATION

Dated June 1, 2009

No.SEC/CMRRCD/2009-193/Admin/03-31:Whereas, the Securities and Exchange 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 to the public offer of securities for sale, should be subject to certain further conditions in the interest of investors and the capital market;

Now, therefore, in exercise of the power conferred by section 2CC of the Securities and Exchange Ordinance, 1969 (XVII of 1969), the Securities and Exchange 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 to the public offer of securities for sale, namely: -

1. The Board of Directors of the issuer company of a listed security, while considering/adopting any audited financial statements shall, in the same Board Meeting, declare the Net Asset Value (NAV), 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.
2. 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 in terms of condition at 1 above.
3. The issuer shall, within 30(thirty) days of declaration or approval, as the case may be,
 - (a) transfer the cash dividend to the bank of the shareholder for depositing into the later's account, as provided in the beneficial owner's (BO) account set up

in case of dematerialized share or as provided by the shareholder in case of paper share;

- (b) transfer the stock dividend into the beneficial owner's (BO) account of the shareholder in case of dematerialized share or issue and deliver the dividend warrant to the shareholder in case of paper share.

The condition shall be effective from October 01, 2009.

- 4. The issuer shall submit a compliance report to the Commission in the format prescribed by the Commission in respect of Condition 3 above within 7 (seven) working days thereof.

These supercede the earlier Notification No. SEC/CMRRCD/2001-14/24/Admin/03-03, dated November 26, 2001, published in the Bangladesh Gazette on December 10, 2001 while SRO. 385-Law/91 dated December 15, 1991 issued by the erstwhile Controller of Capital Issues shall be deemed to have been superseded immediately upon becoming the Condition 3 effective.

By order of the Securities and Exchange Commission

Md. Ziaul Haque Khondker
Chairman.

NOTIFICATION

Dated June 1, 2009

No. SEC/CMRRCD/2008-183/Admin/03-30: Whereas, the Securities and Exchange Commission deems it fit that the consent already accorded by the Commission, or deemed to have been accorded by it, or to be accorded by it in future, to the issue of capital in Bangladesh, or to the public offer of securities for sale, or companies listed with stock exchanges should be subject to certain further conditions in the interest of investors and the capital market;

Now, therefore, in exercise of the power conferred by section 2CC of the Securities and Exchange Ordinance, 1969 (XVII of 1969), the Securities and Exchange Commission hereby imposes the following further conditions to the consent already accorded by it, or deemed to have been accorded by it, or to be accorded by it in future, to the issue of capital in Bangladesh, or to the public offer of securities for sale, or issuer companies listed with stock exchanges, namely:-

- (a) No issuer company shall, except with the approval of the general body of its shareholders, enter into any contract for the sale or purchase of assets of 1% (one percent) or above of the total tangible assets as shown in the statements of financial position as of the end of the immediately preceding completed financial year or for supply of goods and materials amounting to 1% (one percent) or above of the revenue for the immediate preceding financial year with –
 - (i) any director of the issuer;
 - (ii) any firm in which any director of the issuer is a partner;
 - (iii) any private company of which any director of the issuer is a director or member; or
 - (iv) any public company, the managing agent, manager or director who is accustomed to act in accordance with the directions or instructions of any director of the issuer.
- (b) The issuer company shall, if it enters into any such contract, within thirty minutes from the execution of the contract, disclose the nature and amount of the contract to the Commission and the stock exchanges through fax and special messenger and publish the same in two widely circulated newspapers in Bengali and English.
- (c) The issuer company shall, after obtaining information from its directors and members who hold 10% (ten percent) or more shares, excluding those held by the

mutual funds, portfolio managers and stock brokers, furnish such information to the Commission and the stock exchanges at the end of each quarter of financial year as well as in the annual report on the shareholder's borrowing through pledge of share to lenders at the time of borrowing along with the cumulative borrowing.

By order of the Securities and Exchange Commission

Md. Ziaul Haque Khondker
Chairman.

Market Performance

Dhaka Stock Exchange:

At the end of April-June 2009 period, total issued capital of all listed securities including treasury bond with the Dhaka Stock Exchange Ltd was Tk. 457,944 million, compared to Tk. 4,16,024 million as on 31 March, 2009, registering an increase of 10.08%. The market capitalization of all listed securities of Dhaka Stock Exchange Ltd. stood at Tk.1,312,773 million on 30 June, 2009 which was Tk. 10,17,057 million on 31 March, 2009. The total turnover in Dhaka Stock Exchange was 1806 million securities amounting to Tk. 3,46,276.93 million during April-June, 2009.

Chittagong Stock Exchange:

At the end of April-June, 2009 period, total issued capital of all listed securities with the Chittagong Stock Exchange Ltd was Tk. 1,37,420.50 million, compared to Tk. 1,30,420 million as on 31 March, 2009, registering an increase of 5.37%. The market capitalization of all listed securities of Chittagong Stock Exchange Ltd stood at Tk.962,477 million during the quarter ended on 30 June 2009 which was Tk. 7,17,933 million on 31 March, 2009. The total turnover in Chittagong Stock Exchange was 340.72 million securities amounting to Tk.45,278.29 million during April-June, 2009.

Dhaka Stock Exchange Ltd (DSE)

DSE Team called on Honorable Prime Minister Sheikh Hasina and also Finance Minister Mr. A.M.A Muhith on April 9, 2009:

DSE President Md. Rakibur Rahman along with 31 member delegates called on the Honorable Prime Minister Sheikh Hasina on April 9,2009, discussed about capital market and placed some time bound recommendations for the greater stability of the market. On the same day another DSE team comprising of 19-members led by its President met the Honorable Finance Minister Mr. A.M.A Muhith, discussed about capital market and placed some recommendations. Some mentionable recommendations placed by DSE are as follows- capital market should be used as the alternative source of funding for big development projects instead of depending upon bank-based financing, weak and Z category companies should be gradually de-listed so that vested groups cannot manipulate the market with these shares, government owned multi national companies shares should be off-loaded, keeping opportunity to channel the undeclared money to the mainstream economy through capital market, SEC should be provided with adequate number of skilled manpower etc..

DSE met NBR Chairman:

Before the up-coming national budget a 25-member DSE team met the Chairman of National Board of Revenue Dr. Nasiruddin Ahmed Chowdhury on April 29, 2009, discussed about capital market and placed some income tax related amendment proposals associated with the development of the capital market. Proposals are as follows: tax deducted at source should be considered in final tax liability, tax rate for listed companies, tax imposed on dividend in case of companies, bringing undeclared money into the mainstream economy, expansion of income tax rebate, public-private partnership in infrastructure sector, individual investment allowance be increased etc..

Investors' Awareness Program:

DSE organised investors' awareness program in Sylhet on May 9, 2009 where SEC Chairman Md. Ziaul Haque Khondker was present as chief guest. The program was presided over by DSE President Md. Rakibur Rahman. In the program SEC Chairman said that the prime responsibility of SEC and DSE is to create the capital market as a safe and investment friendly place for the investors. If idle money lying with Sylheti people comes to capital market then it will definitely make immense contribution to the socio economic development of the country.

Chittagong Stock Exchange Ltd (CSE)

CSE's Meeting with Parliamentary Standing Committee Relating to Finance Ministry:

3rd meeting of 9th National Parliament's Standing Committee relating to Ministry of Finance held on 13 April 2009 at Sangsad Bhaban. In the meeting CSE's President Nasir Uddin Ahmed Chowdhury, Vice President Al Maruf Khan, FCA and CEO A.B.Siddiq raised various issues concerning development of capital market and exchange their views in these matters. The meeting was held in presence of five Parliamentary Committee members, presided over by A H M Mustafa Kamal, MP. In the meeting CSE placed some recommendations, which are as follows- government owned multi national companies shares should be off-loaded, implementation of debt-equity ratio guideline, loan facilities for shares by the banks, providend and pension fund, bridge financing, tax rate, strengthening SEC, DSE and CSE. CSE expected that with the dynamic leadership of the committee, their proposal will be reflected in government policy decision in preparing the forth coming budget, in development planning for the Bangladesh capital market as well as for overall economic development of the country.

Training Program on Capital Market Held in CSE:

CSE started its month-long 8th comprehensive training course on capital market from 21 April, 2009 in its Conference Room. CSE CEO A.B. Siddiqui inaugurated the session. He expected that SEC would accelerate the efforts for establishment of a securities training institute. He said that CSE is continuing its activities to create skilled manpower.

DSE & CSE SCENARIO

Capital Market:

As of 30 June 2009 the total issued capital of all listed securities including treasury bonds of Dhaka Stock Exchange was Tk.457,944 million (US\$ 6,634.94 million) which was Tk. 4,16,024 million (US\$ 6,034.58 million) on 31 March 2009. In Chittagong Stock Exchange the total issued capital on 30 June 2009 was Tk.137420.50 million (US\$1991.60 million) which was Tk.1,30,420 million (US\$1,890.15 million) on 31 March 2009.

Stock Market Operation:

During April-June 2009 Quarter, the total turnover in Dhaka Stock Exchange was 1,806 million securities while the total amount traded on Dhaka Stock Exchange during the same period was Tk.346,276.93 million (US\$5018.51million).

In the same period, the total turnover in Chittagong Stock Exchange was 340.72 million securities while the total amount traded on Chittagong Stock Exchange during the same period was Tk.45,278.29 million (US\$656.21million).

Market Capitalization:

Total market capitalization of all securities including treasury bonds listed on the Dhaka Stock Exchange was Tk. 1,312,773 million (US\$19,025.69million) as on 30 June 2009 compared to Tk. 10,17,057 million (US\$14,753million) as on 31 March 2009.

In the Chittagong Stock Exchange, total market capitalization of all listed securities was Tk. 962,477million (US\$13,948.94million) as on 31 March 2009 compared to Tk. 7,17,933 million (US\$10,404.83 million) as on 31 March 2009.

Share Price Index:

DSE all share price index stood at 2520.15 on 30 June 2009 compared to 2033.30 on 31 March 2009. The CSE all share price index stood at 10,477.67 on 30 June 2009 while it was 7578.30 on 31 March 2009. The index bases are 100 and 1000 for DSE and CSE respectively.

(1 US\$ =Tk.69.00 For April-June 2009 quarter)

Bangladesh Capital Market Summary

As on 30 June 2009

Indicators	Dhaka Stock Exchange	Chittagong Stock Exchange
No. of companies	282	227
No. of mutual funds	17	17
No. of debentures	8	1
No. of treasury bonds	135	-
No. of corporate bonds	1	-
<i>Total No. of Listed Securities</i>	443	245

Figures in million

No. of shares of all listed companies	2784	2630.72
No. of certificates of all listed mutual funds	345	345.28
No. of debentures of all listed debentures	0.41	3.00
No. of all listed govt. T-bonds	3.09	-
No. of all listed corporate bonds	3.00	-
<i>Total No. of Tradable Securities</i>	3136	2979.00

Figures in million

Issued capital of all companies	TK.	1,40,725.00	1,31,105.00
	US\$	2,039.00	1,900.07
Issued capital of all mutual funds	TK.	3,316.00	3,315.50
	US\$	48.00	48.05
Issued debentures	TK.	140.00	3,000.00
	US\$	2.00	43.48
Issued govt. T- bonds	TK.	3,10,769	--
	US\$	4,503	--
Issued capital corporate bonds	TK.	3,000	--
	US\$	43	--
Total issued capital	TK.	4,57,944.00	1,37,420.50
	US\$	6,634.94	1,991.60

Figures in million

Total Market Capitalization	TK.	13,12,773.00	9,62,477
	US\$	19,020.00	13,948.94

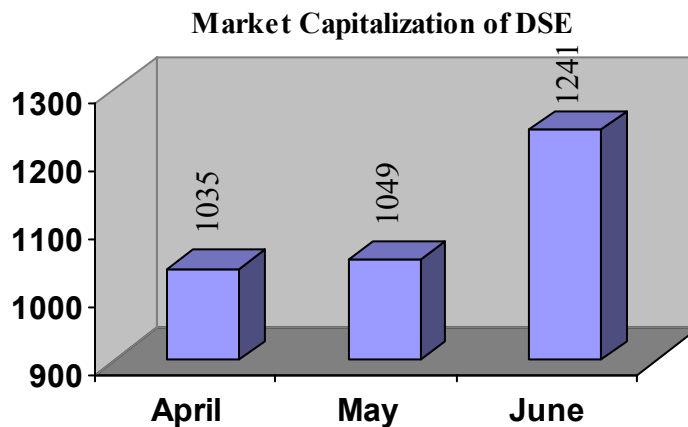
All Share Price Index	2520.15	10477.67
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DSE OPERATIONAL STATISTICS
April-June2009

Trading Month	All Share Price Index	Market Capitalization in Million	No. of Trading Days	Turnover of Securities in Million (No.)		Traded Amount in Million	
				Monthly	Daily Average	Monthly	Daily Average
April	2119.85	Tk. 10,35,951 US\$15,013.78	21	500	24	Tk 92,370.87 US\$ 1,338.71	Tk. 4398.61 US\$ 63.75
May	2146.72	Tk.10,49,829 US\$ 15,214.91	21	557	27	Tk 1,03,126.68 US\$ 1494.58	Tk. 4910.79 US\$ 71.17
June	2520.15	Tk. 12,41,339 US\$ 17,990.42	22	749	34	Tk.1,50,779.38 US\$ 2 185.21	Tk. 6853.61 US\$ 99.33
Total			64	1806	28	TK.3,46,276.93 US\$5,018.51	Tk. 5410.58 US\$ 78.41

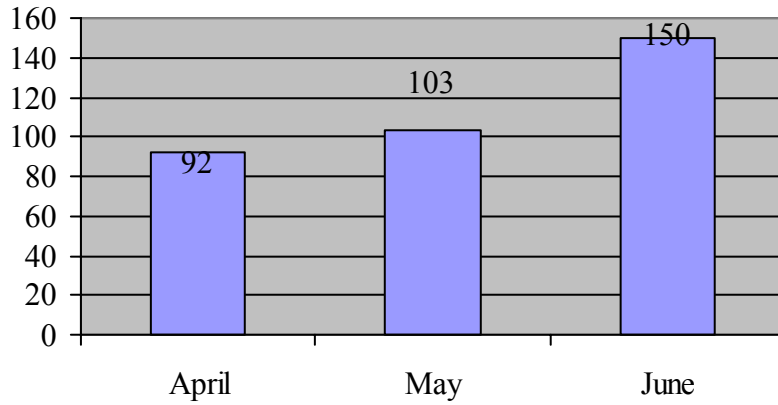
**Index and Market Capitalization of the last trading day of the months have been considered as relevant figures of respective months.*

Taka in Billion



Taka in Billion

Turnover of Securities (Value)



CSE OPERATIONAL STATISTICS

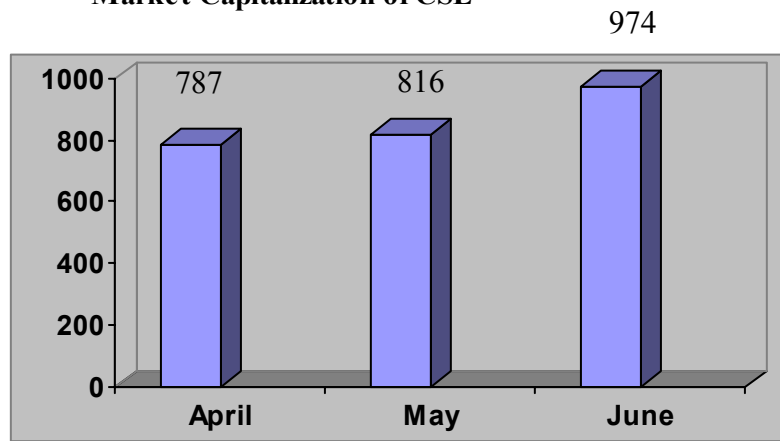
April-June 2009

Trading Month	All Share Price Index	Market Capitalization in Million	No. of Trading Days	Turnover of Securities in Million (No.)		Traded Amount in Million	
				Monthly	Daily Average	Monthly	Daily Average
April	8227.85	Tk. 7,87,048 US\$ 11,406.49	21	99.74	4.75	Tk.12,481.33 US\$ 180.88	Tk. 594.35 US\$ 8.61
May	8758.99	Tk. 8,16,555 US\$ 11,834.13	21	101.39	4.83	Tk. 12,257.49 US\$ 177.64	Tk. 583.69 US\$ 8.46
June	10477.67	Tk. 9,74,948 US\$ 14129.68	22	139.59	6.35	Tk. 20,539.47 US\$ 297.67	Tk. 933.61 US\$ 13.53
Total			64	340.72	5.32	Tk. 45,278.29 US\$ 656.21	Tk. 707.47 US\$ 10.25

**Index and Market Capitalization of the last trading day of the months have been considered as relevant figures of respective months.*

Taka in Billion

Market Capitalization of CSE



Turnover of Securities (value)

Taka in Billion

