



ইনভেস্টমেন্ট কর্পোরেশন অব বাংলাদেশ

প্রধান কার্যালয়, বিডিবিএল ভবন (লেভেল-১৪)

৮, রাজউক এভিনিউ, ঢাকা।

হিউম্যান রিসোর্স ম্যানেজমেন্ট ডিপার্টমেন্ট

তারিখ: ২৭ ফাল্গুন, ১৪২৬
১১ মার্চ, ২০২০

প্রজ্ঞাপন নং-০৪/২০২০

বাংলাদেশ সিকিউরিটিজ অ্যান্ড এক্সচেঞ্জ কমিশন (বিএসইসি) এর ০৫.০২.২০২০ তারিখের নোটিফিকেশন নং- BSEC/CMRRCD/2009-193/1/Admin/102, BSEC/CMRRCD/2009-193/2/Admin/103 এবং BSEC/CMRRCD/2009-193/3/Admin/104 এর মাধ্যমে কতিপয় নির্দেশনা প্রদান করা হয়েছে। নোটিফিকেশনে উল্লেখিত নির্দেশনাসমূহ কর্পোরেশন এবং কর্পোরেশনের অধীনস্থ সাবসিডিয়ারি কোম্পানিসমূহের জন্য অবশ্য পালনীয়।

০২। বাংলাদেশ সিকিউরিটিজ অ্যান্ড এক্সচেঞ্জ কমিশন (বিএসইসি) কর্তৃক ০৫.০২.২০২০ তারিখের নোটিফিকেশন নং- BSEC/CMRRCD/2009-193/1/Admin/102, BSEC/CMRRCD/2009-193/2/Admin/103 এবং BSEC/CMRRCD/2009-193/3/Admin/104 এর মাধ্যমে জারীকৃত নির্দেশনাসমূহ সকলের অবগতি ও পরিপালনের জন্য কর্তৃপক্ষের অনুমোদনক্রমে এতৎসঙ্গে প্রজ্ঞাপিত হলো।

১১.৩.২০২০
(রুখসানা ইয়াসমিন)
সহকারী মহাব্যবস্থাপক

বিতরণঃ

১. সহকারী মহাব্যবস্থাপক/সিনিয়র সিস্টেম এনালিস্ট, আইসিবি।
২. উপ-মহাব্যবস্থাপক/সিস্টেম ম্যানেজার, আইসিবি।
৩. মহাব্যবস্থাপকগণের সচিবালয়, আইসিবি, প্রধান কার্যালয়, ঢাকা।
৪. উপ-ব্যবস্থাপনা পরিচালক মহোদয়ের সচিবালয়, আইসিবি, প্রধান কার্যালয়, ঢাকা।
৫. ব্যবস্থাপনা পরিচালক মহোদয়ের সচিবালয়, আইসিবি, প্রধান কার্যালয়, ঢাকা।
৬. চেয়ারম্যান মহোদয়ের সচিবালয়, আইসিবি, প্রধান কার্যালয়, ঢাকা।
৭. প্রধান নির্বাহী কর্মকর্তা, আইসিবি সাবসিডিয়ারি কোম্পানিসমূহ।
৮. আইসিবি কর্মকর্তা সমিতি, আইসিবি, প্রধান কার্যালয়, ঢাকা।
৯. আইসিবি কর্মচারী ইউনিয়ন, আইসিবি, প্রধান কার্যালয়, ঢাকা।
১০. অফিস কপি।

কর্পোরেশনের ওয়েবসাইটে প্রকাশের প্রয়োজনীয় ব্যবস্থা গ্রহণের জন্যঃ

সিনিয়র সিস্টেম এনালিস্ট, প্রোগ্রামিং ডিপার্টমেন্ট, আইসিবি, প্রধান কার্যালয়, ঢাকা।

Bangladesh Securities and Exchange Commission

Securities Commission Bhaban

E-6/C Agargaon

Sher-e-Bangla Nagar Administrative Area

Dhaka-1207, Bangladesh.

NOTIFICATION

5 February 2020


No. BSEC/CMRRCD/2009-193/1/Admin/-----¹⁰².- Whereas, in exercise of the power conferred by section 2CC of the Securities and Exchange Ordinance, 1969 (Ordinance No. XVII of 1969), the Bangladesh Securities and Exchange Commission has made several Orders and Notifications including the Corporate Governance Code vide Notification No. BSEC/CMRRCD/2006-158/207/Admin/80 dated 3 June 2018 (published in the Bangladesh Gazette on 10 June 2018);

And Whereas, the Commission deems it to be proper that, in continuation of the said Orders and Notifications including the Corporate Governance Code, certain clarification is required to be issued in the interest of investors and capital market;

Now, therefore, the Commission hereby issues the following, namely:-

- (a) notwithstanding anything mentioned in any of the said Orders or Notifications including the Corporate Governance Code, provisions of the said Orders or Notifications including the Corporate Governance Code shall be subject to mandatory compliance;
- (b) refusal or failure or contravention of any of the provisions of the said Orders and Notifications including the Corporate Governance Code are punishable under the penal provision of the Securities and Exchange Ordinance, 1969;
- (c) in case of such refusal or failure or contravention, the listed company may be subject to punitive measures including delisting or suspension from trading in the exchange.

By order of the Bangladesh Securities and Exchange Commission


Dr. M. Khairul Hossain
Chairman.

Bangladesh Securities and Exchange Commission

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

NOTIFICATION

5 February 2020

No. BSEC/CMRRCD/2009-193/2/Admin/---¹⁰³---. Whereas, the Bangladesh 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 exchange(s) shall 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 (Ordinance No. XVII of 1969), the 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 exchange(s), namely:-

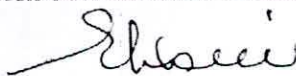
- (a) No issuer company shall, except with the approval of the general body of its shareholders, enter into any contract for the sale or purchase of assets of 1% (one percent) or above of the total tangible assets as shown in the statement of financial position as of the end of the immediately preceding completed financial year or for supply of goods and materials amounting to 1% (one percent) or above of the revenue for the immediately preceding financial year with –
- (i) any director of the issuer; or
 - (ii) any firm in which any director of the issuer is a partner; or
 - (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; or

(v) any other related party as defined in the International Financial Reporting Standards (IFRS);

- (b) No issuer company shall, except with the approval of the general body of its shareholders, enter into any contract for sale of more than 50% (fifty percent) of the total tangible assets as shown in the statement of financial position as of the end of the immediately preceding completed financial year whether such sale occurs in a single transaction or several transactions taking place within one year from the date of first transaction;
- (c) The issuer company shall, if it enters into any such contract, within thirty minutes from the execution of the contract, disclose about the nature and amount of the contract including description of the assets and declaration of any conflict of interest (e.g. conflict of interest due to significant control or influence, or due to any person mentioned at paragraph a(i)-a(v) above), to the Commission and the stock exchange(s) through fax and special messenger and publish the same in two widely circulated newspapers in Bengali and English;
- (d) The issuer company shall, after obtaining information from its directors and shareholders who hold 10% (ten percent) or more shares, excluding those held by the mutual funds, alternative investment funds, portfolio managers and stock dealers, furnish information on the shareholder's borrowing through pledge of share to lenders at the time of borrowing along with the cumulative borrowing, to the Commission and the stock exchange(s) at the end of each quarter of financial year as well as in the annual report.

The Notification No. SEC/CMRRCD/2008-183/Admin/03-30 dated 1 June 2009 (published in the Bangladesh Gazette on 29 June 2009) is hereby repealed.

By order of the Bangladesh Securities and Exchange Commission



Dr. M. Khairul Hossain
Chairman.

Bangladesh Securities and Exchange Commission

Securities Commission Bhaban

E-6/C Agargaon

Sher-e-Bangla Nagar Administrative Area

Dhaka-1207, Bangladesh.

NOTIFICATION

5 February 2020

No. BSEC/CMRRCD/2009-193/3/Admin/--~~104~~--. Whereas, the Bangladesh 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 by the companies listed with any stock exchange in Bangladesh, shall be subject to certain further condition in the interest of investors and capital market;

Now, therefore, in exercise of the power conferred by section 2CC of the Securities and Exchange Ordinance, 1969 (Ordinance No. XVII of 1969), in continuation of the Corporate Governance Code vide Notification No. BSEC/CMRRCD/2006-158/207/Admin/80 dated 3 June 2018 (published in the Bangladesh Gazette on 10 June 2018), the Commission hereby imposes the following further condition:

In the Directors' Report to the Shareholders, the Board of a listed company shall make disclosure, in case of appointment or re-appointment of any member of the Board of Directors, about the primary employment and other engagement including directorship in other companies in the resume of such member of the Board of Directors.

By order of the Bangladesh Securities and Exchange Commission



Dr. M. Khairul Hossain
Chairman.