

# PROSPECTUS

## For

### SEML Lecture Equity Management Fund

<b>Size of the fund</b>	: Tk. 50,00,00,000/- divided into 5,00,00,000 units at par value of Tk. 10 each
<b>Sponsor's contribution</b>	: 50,00,000 units of Tk. 10 each at par for Tk. 5,00,00,000/-
<b>Pre-IPO placement</b>	: 2,00,00,000 units of Tk. 10 each at par for Tk. 20,00,00,000/-
<b>Public offer</b>	: 2,50,00,000 units of Tk. 10 each at par for 25,00,00,000/-
<b>Reserved for mutual funds</b>	: 25,00,000 units of Tk. 10 each at par for Tk. 2,50,00,000/-
<b>Non-resident Bangladeshis</b>	: 25,00,000 units of Tk. 10 each at par for Tk. 2,50,00,000/-
<b>Reserved for affected small Investors</b>	: 50,00,000 units of Tk. 10 each at par for Tk. 5,00,00,000/-
<b>Resident Bangladeshis</b>	: 1,50,00,000 units of Tk. 10 each at par for Tk. 15,00,00,000/-

This Offer Document sets forth concisely the information about the Fund that a prospective investor ought to know before investing. This Offer Document should be read before making an application for the Units and should be retained for future reference.

Investing in the SEML Lecture Equity Management Fund (hereinafter the Fund) bears certain risks that investors should carefully consider before investing in the Fund. Investment in the capital market and in the Fund bears certain risks that are normally associated with making investments in securities including loss of principal amount invested. There can be no assurance that the Fund will achieve its investment objectives. The Fund value can be volatile and no assurance can be given that investors will receive the amount originally invested. When investing in the Fund, investors should carefully consider the risk factors outlined in the document.

The particulars of the Fund have been prepared in accordance with সিকিউরিটিজ ও এক্সচেঞ্জ কমিশন (সিউসিএল ফান্ড) বিধিমালা, ২০০৯, as amended till date and filed with Bangladesh Securities and Exchange Commission of Bangladesh.

The Issue/Fund shall be placed in "A" category. The Fund shall apply for listing with both the Stock Exchanges.

**Sponsor:**  
**Lecture Publications Limited**

**Trustee:**  
**Bangladesh General Insurance Company Limited (BGIC)**

**Custodian:**  
**BRAC Bank Limited**

**Asset Management Company:**  
**Strategic Equity Management Limited**

**Subscription**  
**Subscription opens: November 08, 2015**  
**Subscription closes: November 16, 2015**  
**Date of Publication of Prospectus: October 12, 2015**



## Fund Directory

<b>Registered Office</b>	<b>Strategic Equity Management Limited</b> Park View Mansion 70, Park Road, Baridhara, Dhaka – 1212	<b>Sponsor</b>	<b>Lecture Publications Ltd.</b> 5, Purana Paltan, Razzak Tower, 5 <sup>th</sup> floor, Dhaka-1000
<b>Trustee</b>	<b>Bangladesh General Insurance Co. Ltd. (BGIC)</b> 42, Dilkusha C/A, Dhaka- 1000, Bangladesh	<b>Custodian</b>	<b>BRAC Bank Limited</b> 1, Gulshan Avenue, Gulshan-1, Dhaka 1212
<b>Auditor</b>	<b>S.F. Ahmed &amp; Co.</b> 51 (3rd Floor), Road-9,Block- F, Banani, Dhaka 1213	<b>Banker</b>	<b>Premier Bank Limited</b> Iqbal Center, 42 Kemal Ataturk Avenue, Banani, Dhaka-1213
<b>Asset Management Company</b>	<b>Strategic Equity Management Limited (Corporate Office)</b> Park View Mansion 70, Park Road, Baridhara, Dhaka – 1212		

## Definition and Elaboration of the abbreviated words and definitions used in the Prospectus

### Term Definition

Item	Definition
<b>Mutual Fund Rules Act</b>	: সিকিউরিটিজ ও এক্সচেঞ্জ কমিশন (সিউচিআল ফান্ড) বিধিমালা, ২০০১ : Securities and Exchange Commission Act 1993
<b>Allotment</b>	: Letter of Allotment for units
<b>AMC</b>	: The Asset Management Company (AMC) refers to “Strategic Equity Management Limited” registered with the Registrar of Joint Stock Companies and Firms.
<b>B/O A/C</b>	: Beneficial Owner Account or Depository Account
<b>BSEC</b>	: Bangladesh Securities and Exchange Commission
<b>CDBL</b>	: Central Depository Bangladesh Limited
<b>Certificate</b>	: Unit Certificate of the Fund
<b>Commission</b>	: Bangladesh Securities and Exchange Commission
<b>Companies Act</b>	: Companies Act 1994 (Act number 18)
<b>CSE</b>	: Chittagong Stock Exchange Limited
<b>DSE</b>	: Dhaka Stock Exchange Limited
<b>EPS</b>	: Earnings Per Share
<b>FC Account</b>	: Foreign Currency Account
<b>FI</b>	: Financial Institutions
<b>Government</b>	: The Government of People’s Republic of Bangladesh
<b>Issue</b>	: Public Issue
<b>NBFI</b>	: Non-banking Financial Institutions
<b>NAV</b>	: Net Asset Value of the Fund
<b>NBR</b>	: National Board of Revenue
<b>NRB</b>	: Non-Resident Bangladeshis means Bangladeshi citizens staying abroad including all those who have dual citizenship (provided they have a valid Bangladeshi passport) or those, whose foreign passport bear a stamp from the concerned Bangladesh Embassy/High Commission to the effect that no visa is required to travel to Bangladesh
<b>Offering Price</b>	: Price of the Securities of the Fund being offered
<b>Prospectus</b>	: The advertisements or other documents (approved by the BSEC), which contain the investment and all other information in respect of the Mutual Fund regulation.
<b>Reinvestment</b>	: Distribution of profit by issuing units as per most recent NAV of the Fund
<b>RJSC</b>	: Registrar of Joint Stock Companies & Firms
<b>Securities</b>	: Units of the Fund
<b>SEML</b>	: Strategic Equity Management Limited
<b>Sponsor</b>	: Sponsor of the Fund i.e., Lecture Publications Limited
<b>STD A/C</b>	: Short Term Deposit Account
<b>Subscription</b>	: Application Money
<b>The Fund</b>	: SEML Lecture Equity Management Fund
<b>Units</b>	: Units of the Fund

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## Highlights

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| 1  | <b>Name</b>                   | : SEML Lecture Equity Management Fund  |
| 2  | <b>Size of the Fund:</b>      | : Tk. 50 (fifty) crore only divided into 5,00,00,000 units at par value of Tk. 10.00 each.   |
| 3  | <b>Face Value:</b>            | : Tk. 10.00 per unit.  |
| 4  | <b>Nature:</b>                | : Closed-end Mutual Fund of ten years tenure.  |
| 5  | <b>Objective:</b>             | : The objective of the Fund is to provide attractive dividend to the unit holders by investing the proceeds in the various financial instruments in the Bangladesh Capital Markets as well as Money Markets.   |
| 6  | <b>Target Group:</b>          | : Individuals, institutions, non-resident Bangladeshis (NRB), mutual funds and collective investment schemes are eligible to apply for investment in the Fund.   |
| 7  | <b>Dividend:</b>              | : Minimum 70% income of the Fund will be distributed as cash dividend or reinvestment or both cash dividend and reinvestment at the end of each accounting year. The Fund shall create a dividend equalization reserve fund to ensure consistency in dividend. |
| 8  | <b>Mode of Distribution:</b>  | : The dividend will be distributed within 45 days from the date of declaration.  |
| 9  | <b>Transferability:</b>       | : Units are transferable. The transfer will be made by the CDBL under electronic settlement process.   |
| 10 | <b>Encashment</b>             | : The Fund will be listed with DSE and CSE. So investment in this Fund will easily be en-cashable.   |
| 11 | <b>Tax Benefit:</b>           | : Income will be tax free up to certain level, which is permitted as per Finance Act. Investment in the Fund would qualify for investment tax credit under section 44(2) of the Income Tax Ordinance 1984.   |
| 12 | <b>Report &amp; Accounts:</b> | : Every unit holder is entitled to receive annual report together with the yearly and half-yearly statements of accounts as and when published.  |
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## Risk Factors

*Investing in the **SEML Lecture Equity Management Fund** (hereinafter the Fund) involves certain risks that investors should carefully consider before investing in the Fund. Investment in the capital market and in the Fund bears certain risks that are normally associated with making investments in securities including loss of principal amount invested. There can be no assurance that the Fund will achieve its investment objectives. The Fund value can be volatile and no assurance can be given that investors will receive the amount originally invested. When investing in the Fund, investors should carefully consider the risk factors outlined below, which are not necessarily exhaustive or mutually exclusive:*

1. **General:** There is no assurance that the Fund will be able to meet its investment objective and investors could potentially incur losses, including loss of principal when investing in the Fund. Investment in the Fund is not guaranteed by any government agency, the Sponsor or the AMC. Mutual funds and securities investments are subject to market risks and there can be no assurance or guarantee that the Fund's objectives will be achieved. As with any investment in securities, the Net Asset Value of the Fund may go up or down depending on the various factors and forces affecting the capital markets and Money Markets. Past performance of the Sponsors and their affiliates and the AMC do not indicate the future performance of the Fund. Investors should study this Offer Document carefully before investing.
2. **External Risk Factor:** Performance of the Fund is substantially dependent on the macroeconomic situation and in the capital market as well as money market of Bangladesh. Political and social instability may have an adverse effect on the value of the Fund's assets. Adverse natural calamities may impact the performance of the Fund.
3. **Market Risk:** The Bangladesh capital market is highly volatile and mutual fund prices and prices of securities can fluctuate significantly. The Fund may lose its value or incur a sizable loss on its investments due to such market volatility. Stock market trends indicate that prices of majority of all the listed securities move in unpredictable direction which may affect the value of the Fund. Furthermore, there is no guarantee that the market prices of the units of the Fund will fully reflect their underlying Net Asset Values.
4. **Concentration Risk:** Due to a limited number of listed securities in both the DSE and CSE, it may be difficult to invest the Fund's assets in a widely diversified portfolio as and when required to do so. Due to a very thin secondary fixed income/debt market in Bangladesh, it would be difficult for the Fund Manager to swap between asset classes, if and when required. Limited options in the money market instruments will narrow the opportunity of short term or temporary investments of the Fund which may adversely impact the returns.
5. **Dividend Risk:** Despite careful investment selection of companies in the Fund, if the companies fail to provide the expected dividend or fail to disburse the dividends declared in a timely manner, this will impact the income of the Fund and the overall return of the Fund.
6. **Underlying Liquidity Risk:** For investing in Pre-Public Offer Placement securities i.e. in unlisted equity securities by the Fund, may involve liquidity risk. In addition, market conditions and investment allocation may have an impact on the ability to sell securities during periods of market volatility. Debt securities, while somewhat less liquid, lack a well-developed secondary market, which may restrict the selling ability of the Fund and may lead to the Fund incurring losses till the security is finally sold. While securities that are listed on the stock exchange carry lower liquidity risk, the ability to sell these investments is limited by the overall trading volume on the stock exchanges and may lead to the Fund incurring losses till the security is finally sold.

7. **Investment Strategy Risk:** Since the Fund will be an actively managed investment portfolio; the Fund is subject to management strategy risk. Although the AMC will apply its investment process and risk minimization techniques when making investment decisions for the Fund, there can be no guarantee that such process and techniques will produce the desired outcome.
8. **Credit Risk:** Since the Fund will seek to also invest as per the Mutual Fund Regulations (2001) in both equity and fixed income securities; the credit risk of the fixed income issuers is also associated with the Fund. Investment in fixed income securities are subject to the risk of an issuer's inability to meet interest and principal payments on its obligations and market perception of the creditworthiness of the issuer.
9. **Interest Rate Risk:** The Net Asset Value (NAV) of the Fund, to the extent invested in Debt and Money Market securities, will be affected by changes in the general level of interest rates. The NAV of the Fund is expected to increase from a fall in interest rates while it would be adversely affected by an increase in the level of interest rates. In addition, zero coupon securities do not provide periodic interest payments to the holder of the security; these securities are more sensitive to changes in interest rates. Therefore, the interest rate risk of zero coupon securities is higher. The AMC may choose to invest in zero coupon securities that offer attractive yields. This may increase the risk of the portfolio.
10. **Issuer Risk:** In addition to market and price risk, value of an individual security can, in addition, be subject to factors unique or specific to the issuer, including but not limited to management malfeasance, lack of accounting transparency, management performance, management decision to take on financial leverage. Such risk can develop in an unpredictable fashion and can only be partially mitigated, and sometimes not at all, through research or due diligence. To the degree that the Fund is exposed to a security whose value declines due to issuer risk, the Fund's value may be impaired.

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## 1 Preliminary

### 1.1 Publication of prospectus for public offering

Strategic Equity Management Limited has received registration certificate from the Bangladesh Securities and Exchange Commission (BSEC) under the with সিকিউরিটিজ ও এক্সচেঞ্জ কমিশন আইন ১৯৯৩, and the with সিকিউরিটিজ ও এক্সচেঞ্জ কমিশন (মিউচুয়াল ফান্ড) বিধিমালা, ২০০১, made there under and also received approval for issuing prospectus of the public offering available for public inspection at the registered office of the Fund.

### 1.2 Approval of the Bangladesh Securities and Exchange Commission (BSEC)

“APPROVAL OF THE BANGLADESH SECURITIES AND EXCHANGE COMMISSION HAS BEEN OBTAINED TO THE ISSUE/OFFER OF THE FUND UNDER THE SECURITIES AND EXCHANGE ORDINANCE, 1969 AND THE সিকিউরিটিজ ও এক্সচেঞ্জ কমিশন (মিউচুয়াল ফান্ড) বিধিমালা, ২০০১ IT MUST BE DISTINCTLY UNDERSTOOD THAT IN GIVING THIS APPROVAL, THE COMMISSION DOES NOT TAKE ANY RESPONSIBILITY FOR THE FINANCIAL SOUNDNESS OF THE FUND, ANY OF ITS SCHEMES OR THE ISSUE OF PRICE OF ITS UNITS OR THE CORRECTNESS OF ANY OF THE STATEMENTS MADE OR OPINION EXPRESSED WITH REGARD TO THEM. SUCH RESPONSIBILITY LIES WITH THE ASSET MANAGER, TRUSTEE, SPONSOR AND/OR CUSTODIAN.”

### 1.3 Listing of the fund

#### Declaration about Listing of Fund with the Stock Exchange(s):

“None of the Stock Exchange(s), if for any valid reason, grants listing within **30 (thirty) working days** from the closure of subscription, any allotment in terms of this Prospectus shall be void and the Asset Management Company shall refund the subscription money within **15 (fifteen) days** from the date of refusal for listing by the stock exchange(s), or from the date of expiry of the said **30 (thirty) working days**, as the case may be.

In case of non-refund of the subscription money within the aforesaid **15 (fifteen) days**, the Asset Management Company, shall be liable for refund of the subscription money, with interest at the rate of **2% (two percent) per month** above the bank rate, to the subscribers concerned.

The Asset Management Company, in addition to the Sponsor and Trustee, shall ensure due compliance of the abovementioned conditions and shall submit compliance report thereon to the Commission within **07 (seven) days** of expiry of the aforesaid **15 (fifteen) days** time period allowed for refund of the subscription money.”

Since the prospectus of the fund was submitted before the recent amendment of listing regulation of 2015; this fund is not lying under the current listing rules.

### 1.4 Documents available for inspection

1. Copy of this Prospectus will be available with the TREC Holders of the Stock Exchanges, website and at the registered office of Strategic Equity Management Limited ([www.strategic-](http://www.strategic-)

bd.com) and also at the website of Bangladesh Securities and Exchange Commission (www.sec.gov.bd).

2. Copy of Trust Deed and Investment Management Agreement will be available for public inspection during business hours at the corporate office of the Asset Management Company of the Fund.

## 1.5 Conditions of the Public Offer (PO)

### CONDITIONS UNDER SECTION 2CC OF THE BANGLADESH SECURITIES AND EXCHANGE ORDINANCE, 1969

#### 1.5.1 Part A:

1. The Fund shall go for Public Offer (PO) for 25,000,000 (two crore and fifty lac) units of Tk. 10.00 (ten) each at par worth Taka 25,00,00,000.00 (Taka twenty five Crore) following the সিকিউরিটিজ ও এক্সচেঞ্জ কমিশন (মিউচুয়াল ফান্ড) বিধিমালা, ২০০১, the Securities and Exchange Commission (Public Issue) Rules, 2006, the ডিপজিটরি আইন, ১৯৯৯ and regulations issued there under.
2. The prospectus /abridged version of the prospectus, as vetted by BSEC, shall be published by the AMC in 2 (two) widely circulated national daily newspapers (Bangla and English), within **05 (Five) working days** of issuance of the consent letter. The AMC shall post the full prospectus, vetted by the Bangladesh Securities and Exchange Commission, in the AMC's website and shall also put on the websites of the Commission, stock exchanges, and the AMC, within **5 (Five) working days** from the date of issuance of this letter and shall remain posted till the closure of the subscription list.
3. Sufficient copies of prospectus shall be made available by the Asset Management Company so that any person requesting a copy may receive one. A notice shall be placed on the front of the application form distributed in connection with the offering, informing that interested persons are entitled to a prospectus, if they so desire, and that copies of prospectus may be obtained from the Asset Management Company. The subscription application shall indicate in bold type that no sale of securities shall be made, nor shall any money be taken from any person, in connection with such sale until **25 (Twenty five) days** after the prospectus has been published.
4. The AMC shall submit **40 (Forty)** copies of the printed prospectus along with a Diskette/Compact Disk (CD) prepared in "MS WORD" containing the prospectus and its abridged version, as vetted by BSEC, to the Bangladesh Securities and Exchange Commission for official record within **5 (Five) working days** from the date of publication of the abridged version of the prospectus in the newspaper.
5. The AMC shall ensure transmission of the prospectus and abridged version of the prospectus for NRBs through email, simultaneously with publication of the abridged version of the prospectus, to the Bangladesh Embassies and Missions abroad and shall also ensure sending of the printed copies of abridged version of the prospectus to the said Embassies and Missions within **05 (Five) working days** of the publication date by Express Mail Service (EMS) of the postal department. A compliance report shall be submitted in this respect to the BSEC by the AMC within **02 (Two) working days** from the date of said dispatch of the prospectus.
6. The paper clipping of the published prospectus/abridged version of the prospectus, all other published documents/notices regarding the Scheme shall be submitted to the Commission within **24 (Twenty Four) hours** of the publication thereof.
7. The Asset Management Company shall maintain separate bank account(s) for collecting proceeds of the Public Offering and shall also open Foreign Currency (FC) account(s) to deposit the application money of the Non Resident Bangladeshi (NRBs) for Public Offer purpose, and shall incorporate full particulars of said FC account(s) in the prospectus. The AMC shall open the above-mentioned accounts for Public Offer purpose and close these accounts after refund of over-subscription money. Non-Resident Bangladeshi (NRB) means Bangladeshi citizens staying abroad including all those who have dual citizenship (provided they have a valid Bangladeshi passport) or those, whose foreign passport bear a

stamp from the concerned Bangladesh Embassy/High Commission to the effect that no visa is required for traveling to Bangladesh.

8. The Asset Management Company shall ensure prompt collection/clearance of the foreign remittances of NRBs for allotment of units without any difficulty/complain.
9. The AMC shall apply to all the stock exchanges in Bangladesh for listing within **7 (Seven) working days** from the date of issuance of this letter and shall simultaneously submit the vetted prospectus with all exhibits, as submitted to BSEC, to the stock exchanges and shall also submit copy of the listing application to BSEC.
10. Declaration about listing of the Scheme with the stock exchange (s) -

**“Declaration about Listing of Shares with the stock exchange (s):**

None of the stock exchange(s), if for any reason, grants listing within **30 (Thirty) working days** from the closure of subscription, any allotment in terms of this prospectus shall be void and the Asset Management Company shall refund the subscription money within **15 (Fifteen) days** from the date of refusal for listing by the stock exchanges, or from the date of expiry of the said **30 (Thirty) working days**, as the case may be.

In case of non-refund of the subscription money within the aforesaid **15 (Fifteen) days**, the Asset Management Company shall be liable for refund of the subscription money, with interest at the rate of **2% (Two Percent) per month** above the bank rate, to the subscribers concerned.

The Asset Management Company, in addition to the Sponsor and Trustee, shall ensure due compliance of the above mentioned conditions and shall submit compliance report thereon to the Commission within **07 (Seven) days** of expiry of the aforesaid **15 (Fifteen) days** time period allowed for refund of the subscription money.”

11. The subscription list shall be opened and the sale of securities commenced after **25 (Twenty Five) days** of the publication of the abridged version of the prospectus.
12. The IPO shall stand cancelled and the AMC shall inform the stock exchanges **within 2 (two) working days** of receiving verification report and information from CDBL to release the application money, if at least 50% of the targeted amount **under বিধি ৪৮ of the সিকিউরিটিজ ও এক্সচেঞ্জ কমিশন (মিউচুয়াল ফান্ড) বিধিমালা, ২০০১** is not subscribed.
13. The AMC should ensure compliance of **বিধি ৪৬ of the সিকিউরিটিজ ও এক্সচেঞ্জ কমিশন (মিউচুয়াল ফান্ড) বিধিমালা, ২০০১**.
14. **20% of total public offering shall be reserved for ক্ষতিগ্রস্ত ক্ষুদ্র বিনিয়োগকারী, 10% of total public offering shall be reserved for non-resident Bangladeshi (NRB) and 10% for mutual funds and collective investment schemes registered with the Commission, and the remaining 60% shall be open for subscription by the general public. In case of under-subscription under any of the 20% and 10% categories mentioned above, the unsubscribed portion shall be added to the general public category and, if after such addition, there is over subscription in the general public category, the AMC shall conduct an open lottery of all the applicants added together.**
15. All the applicants shall first be treated as applied for one minimum market lot of **500 shares worth Taka 5,000/- (Taka five thousand only)**. If, on this basis, there is over subscription, then lottery shall be held amongst the applicants allocating one identification number for each application, irrespective of the application money. In case of over-subscription under any of the categories mentioned hereinabove, the AMC shall conduct an open lottery of all the applications received under each category separately in presence of representatives from the Trustee, BSEC, the Stock Exchanges and the applicants, if there be any.
16. **An applicant cannot submit more than two applications, one in his/her own name and the other jointly with another person. In case, an applicant submits more than two applications, all applications will be treated as invalid and will not be considered for allotment purpose. In addition, 15% (fifteen) of the application money will be forfeited by the Commission and the balance amount will be refunded to the applicant.**

17. The applicants who have applied for more than two applications using same bank account, their application will not be considered for lottery and the Commission will forfeit 15% of their subscription money too.
18. Making of any false statement in the application or supplying of incorrect information therein or suppressing any relevant information in the application shall make the application liable to rejection and subject to forfeiture of 25% of the application money and/or forfeiture of share (unit) before or after issuance of the same by the AMC. The said forfeited application money or share (unit) will be deposited in account of the Bangladesh Securities and Exchange Commission (BSEC). This is in addition to any other penalties as may be provided for by the law.

19. Public Offer distribution system

- (a) **Units of Tk. 2,50,00,000.00 (two crore fifty lac) only** of total public offering shall be reserved for non-resident Bangladeshi (NRB), **Tk. 2,50,00,000.00 (two crore fifty lac) only** for Mutual Funds and collective investment schemes registered with the Commission, **Tk. 5,00,00,000.00 (five crore)** for Affected Small Investors and the remaining units of **Tk. 15,00,00,000.00 (fifteen crore) only** shall be opened for subscription by the general public;
  - (b) All securities/units stated in Para (a) shall be offered for subscription and subsequent allotment by the Asset Management Company subject to any restriction which may be imposed from time to time by the Bangladesh Securities and Exchange Commission;
  - (c) In case of **over subscription under any of the 4 (Four) categories** mentioned in Para (a), the Asset Management Company shall conduct an open lottery of all the applications received under each category **separately** in accordance with the BSEC's instructions;
  - (d) In case of **under subscription** under any of the 3 (three) categories [i.e. units of **Tk.2,50,00,000.00 (two crore fifty lac) only for NRB and units of Tk. 2,50,00,000.00 (two crore fifty lac) only for Mutual Funds and collective investment schemes and Tk. 5,00,00,000.00 (five crore) for Affected Small Investors**] mentioned in Para (a), the unsubscribe portion shall be added to the **general public category [units of Tk. 15,00,00,000.00 (fifteen crore) only]** and if after such addition, there is over subscription in the general public category, the Asset Management Company shall conduct an open lottery of all the applicants added together;
  - (e) The lottery as stated in Para (c) and (d) shall be conducted in presence of the authorized representatives of the BSEC, Stock Exchange(s) concerned, Sponsor, Asset Management Company, Trustee and the applicants.
20. The Asset Management Company shall furnish the List of Allotees to the Commission and the Stock Exchange(s) simultaneously in which the units will be listed, within **24 (twenty four) hours** of allotment.
  21. **Unit Certificates for 100% of the Sponsor's contribution amounting to Tk. 5,00,00,000.00 (five crore) shall be subject to a lock-in period of 1 (one) year from the date of listing in the Stock Exchange(s) and 1/10<sup>th</sup> of the Sponsor's contribution amounting to Tk. 50,00,000.00 (fifty lac) shall be subject to a lock-in period of full time of the Fund.**
  22. All Pre-IPO placement will be in **6 (six) months** lock-in period from the date of listing of the Fund.
  23. If the Asset Management Company fails to collect the minimum 50% of the targeted amount under বিধি ৪৮ of the সিকিউরিটিজ ও এক্সচেঞ্জ কমিশন (সিউচুয়াল ফান্ড) বিধিমালা, ২০০১, it will **refund** the subscription money within **30 (Thirty) days** from the closure of subscription without any deduction. In case of failure, the Asset Management Company shall refund the same with interest @ 18% per annum from its own account within the next month.
  24. The Asset Management Company shall apply for listing of the Scheme with Stock Exchange(s) within **7 (seven) working days** from the date of approval for publication of the prospectus.

25. The Scheme shall maintain **escrow bank account** for proceeds of public offering. The fund collected through public offering shall not be utilized prior to the allotment and shall be effected through banking channel i.e., through account payee cheque, pay order, bank draft etc.
26. The Scheme shall not be involved in **option trading**, short selling or carry forward transactions.
27. The Annual Report or its abridged version of the Scheme shall be published within **45 (forty five) days** of the closure of each accounting year of the Scheme.
28. The Annual Report & details of investment and savings of the Scheme shall be submitted to the Commission, Trustee and Custodian of the Schemes of the Fund within **90 (ninety) days** from the closure of the accounts.
29. Half-yearly accounts/financial results of the Scheme shall be submitted to the Commission & the Stock Exchange(s) and published in at least one widely circulated Bangla national daily newspaper within **30 (thirty) days** from end of the period.
30. Dividend shall be paid within **45 (Forty Five) days** of its declaration, and a report shall be submitted to BSEC, Trustee and Custodian within **7 (seven) days** of dividend distribution.
31. Net Asset Value (NAV) of the Scheme shall be calculated and disclosed publicly as per বিধি ৬০ of the সিকিউরিটিজ ও এক্সচেঞ্জ কমিশন (সিউসিআল ফান্ড) বিধিমালা, ২০০১.
32. BSEC may appoint auditors for special audit/investigation on the affairs of the Scheme, if it so desires.

## 1.5.2 Part-B

### 1.5.2.1 Step-1 (Applicant)

1. An applicant for public issue of securities shall submit application/buy instruction to the Stockbroker/Merchant Banker where the applicant maintains customer account, within the cut-off date (i.e. the subscription closing date), which shall be the **25<sup>th</sup> (twenty fifth) working day** from the date of publication of abridged version of prospectus.
2. The application/buy instruction may be submitted in prescribed paper or electronic form, which shall contain the Customer ID, Name, BO Account Number, Number of Securities applied for, Total Amount and Category of the Applicant. At the same time:
  - a) Other than non-resident Bangladeshi (NRB) and Foreign applicants shall make the application money and service charge available in respective customer account maintained with the Stockbroker/Merchant Banker. No margin facility, advance or deferred payment is permissible for this purpose. In case the application is made through a margin account, the application money shall be deposited separately and the Stockbroker/Merchant Banker shall keep the amount segregated from the margin account, which shall be refundable to the applicant, if become unsuccessful.
  - b) Non-resident Bangladeshi (NRB) and Foreign applicants shall submit bank drafts (FDD), issued in favor of the mutual fund for an amount equivalent to the application money, with their application to the concerned Stockbroker/Merchant Banker. A Non-resident Bangladeshi (NRB) and Foreign applicant may also submit a single draft against 02(two) applications made by him/her, i.e. one in his/her own name and the other jointly with another person. The draft (FDD) shall be issued by the Bank where the applicant maintains NITA/Foreign Currency account debiting the same account. No banker shall issue more than two drafts from any NITA/Foreign Currency account for any public issue. At the same time, the applicant shall make the service charge available in respective customer account maintained with the Stockbroker/Merchant Banker.



#### 1.5.2.2 Step-2 (Intermediary)

3. The Stockbroker/Merchant Banker shall maintain a separate bank account only for this purpose namely “Public Issue Application Account”. The Stockbroker/Merchant Banker shall:
  - a) post the amount separately in the customer account (other than NRB and Foreign applicants), and upon availability of fund, block the amount equivalent to the application money;
  - b) accumulate all the application/buy instructions received up to the cut-off date, deposit the amount in the “Public Issue Application Account” maintained with its bank within the first banking hour of **next working day** of the cut-off date. In case of application submitted by the Stock-dealer or the Merchant Banker’s own portfolio, the application amount should also be transferred to the “Public Issue Application Account”;
  - c) instruct the banker to block the account for an amount equivalent to the aggregate application money and to issue a certificate in this regard.
4. Banker of the Stockbroker/Merchant Banker shall block the account as requested for, issue a certificate confirming the same and handover it to the respective Stockbroker/Merchant Banker.
5. For Non-resident Bangladeshi (NRB) and Foreign applicants, the Stockbroker/Merchant Banker shall prepare a list containing the draft information against the respective applicant’s particulars.
6. The Stockbroker/Merchant Banker shall prepare category wise lists of the applicants containing Customer ID, Name, BO Account Number and Number of Securities applied for, and **within 03 (three) working days** from the cut-off date, send to the respective Exchange, the lists of applicants in electronic (text format with tilde ‘~’ separator) format, the certificate(s) issued by its banker, the drafts received from Non-resident Bangladeshi (NRB) and Foreign applicants and a copy of the list containing the draft information.
7. **On the next working day**, the Exchanges shall provide the AMC with the information received from the Stockbroker/Merchant Bankers, the drafts submitted by Non-resident Bangladeshi (NRB) and Foreign applicants and the list containing the draft information. Exchanges shall verify and preserve the bankers’ certificates in their custody.
8. The application/buy instructions shall be preserved by the Stockbroker/Merchant Bankers up to 6 months from listing of the securities with exchange.

#### 1.5.2.3 Step-3 (AMC of Mutual Fund)

9. The Asset Management Company (AMC) shall prepare consolidated list of the applications and send the applicants’ BOIDs in electronic (text) format in a CDROM to CDBL for verification. The AMC shall post the consolidated list of applicants on its website and websites of the Exchanges. CDBL shall verify the BOIDs as to whether the BO accounts of the applicants are active or not.
10. **On the next working day**, CDBL shall provide the AMC with an updated database of the applicants containing BO Account Number, Name, Addresses, Parents’ Name, Joint Account and Bank Account information along with the verification report.
11. After receiving verification report and information from CDBL, the AMC shall scrutinize the applications, prepare category wise consolidated lists of valid and invalid applications and submit report of final status of subscription to the Commission and the Exchanges **within 10 (ten) working days** from the date of receiving information from the Exchanges.
12. The AMC of mutual fund shall conduct category wise lottery with the valid applications **within 03 (three) working days** from the date of reporting to the Commission and the Exchanges, if do not receive any observation from the Commission or the Exchanges.
13. The AMC of mutual fund shall arrange posting the lottery result on their websites within **06 (six) hours** and on the websites of the Commission and Exchanges within **12 (twelve) hours** of lottery.

14. Within **02 (two) working days** of conducting lottery, the AMC shall:
- send category wise lists of the successful and unsuccessful applicants in electronic (text format with tilde '~' separator) format to the respective Exchange.
  - send category wise lists of unsuccessful applicants who are subject to penal provisions as per conditions of the Consent Letter issued by the Commission in electronic (text format with tilde '~' separator) format to the Commission and Exchanges mentioning the penalty amount against each applicant.
  - issue allotment letters in the names of successful applicants in electronic format with digital signatures and send those to respective Exchange in electronic form.
  - send consolidated allotment data (BOID and number of securities) in electronic text format in a CDROM to CDBL to credit the allotted shares to the respective BO accounts.

#### 1.5.2.4 Step-4 (Intermediary)

15. **On the next working day**, Exchanges shall distribute the information and allotment letters to the Stockbroker/Merchant Bankers concerned in electronic format and instruct them to:
- remit the amount of successful (other than NRB and Foreign) applicants to the AMC of mutual fund's respective Escrow Account opened for subscription purpose, and unblock the amount of unsuccessful applicants;
  - send the penalty amount of other than NRB and Foreign applicants who are subject to penal provisions to the mutual fund's respective Escrow Accounts along with a list and unblock the balance application money;
16. **On the next working day** of receiving the documents from the Exchanges, the Stockbrokers/Merchant Banker shall request its banker to:
- release the amount blocked for unsuccessful (other than NRB and foreign) applicants;
  - remit the aggregate amount of successful applicants and the penalty amount of unsuccessful applicants (other than NRB and foreign) who are subject to penal provisions to the respective 'Escrow' accounts of the AMC opened for subscription purpose.
17. **On the next working day** of receiving request from the Stockbrokers/Merchant Bankers, their bankers shall unblock the amount blocked in the account(s) and remit the amount as requested for to the fund's 'Escrow' account.
18. **Simultaneously**, the stockbrokers/Merchant Bankers shall release the application money blocked in the customer accounts; inform the successful applicants about allotment of securities and the unsuccessful applicants about releasing their blocked amounts and send documents to the Exchange evidencing details of the remittances made to the respective 'Escrow' accounts of the fund. The unblocked amounts of unsuccessful applicants shall be placed as per their instructions. The Stockbroker/Merchant Banker shall be entitled to recover the withdrawal charges, if any, from the applicant who wants to withdraw the application money, up to an amount of Tk.5.00 (five) per withdrawal.
19. All drafts submitted by NRB or Foreign applicants shall be deposited in the Mutual fund's respective 'Escrow' accounts and refund shall be made by the AMC by refund warrants through concerned stockbroker or merchant banker or transfer to the applicant's bank account through banking channel within **10 (ten) working days** from the date of lottery.

#### 1.5.2.5 Miscellaneous

20. The AMC, Stockbrokers and Merchant Bankers shall jointly ensure compliance of the above.
21. The bank drafts (FDD) shall be issued considering TT Clean exchange rate of Sonali Bank Ltd. on the date of publication of abridged version of prospectus.
22. Amount deposited and blocked in the “Public Issue Application Account” shall not be withdrawn or transferred during the blocking period. Amount deposited by the applicants shall not be used by the 1Stockbrokers/Merchant Bankers for any purpose other than public issue application.
23. The AMC of Mutual Fund shall pay the costs related to data transmission, if claimed by the Exchange concerned up to an amount of Tk.2,00,000.00 (taka two lac) for a public issue.
24. The Stockbroker/Merchant Bankers shall be entitled to a service charge of Tk.5.00 (taka five) only per application irrespective of the amount or category. The service charge shall be paid by the applicant at the time of submitting application.
25. The Stockbroker/Merchant Banker shall provide the AMC with a statement of the remittance and drafts sent.
26. The AMC of Mutual Fund shall accumulate the penalty amount recovered and send it to the Commission through a bank draft/payment order issued in favor of the Bangladesh Securities and Exchange Commission.
27. The concerned Exchange are authorized to settle any complaints and take necessary actions against any Stockbroker/Merchant Banker in case of violation of any provision of the public issue application process with intimation to the Commission.

#### 1.5.3 Part-C

1. The Asset Management Company (i.e. Strategic Equity Management Limited) shall ensure that the Prospectus/abridged version of the Prospectus is published correctly and in strict conformity without any error/omission, as vetted by the Bangladesh Securities and Exchange Commission.
2. The Asset Management Company shall carefully examine and compare the published Prospectus/abridged version of the Prospectus on the date of publication with the Prospectus, as vetted by BSEC. If any discrepancy/inconsistency is found, both the Sponsor and the Asset Management Company shall jointly publish a corrigendum immediately in the same newspapers concerned, simultaneously endorsing copies thereof to BSEC and the stock exchange(s) concerned, correcting the discrepancy/inconsistency as required under “Declaration” provided with BSEC.
3. The Sponsor and Asset Management Company shall immediately after publication of the Prospectus, jointly inform the Commission in writing that the published Prospectus/abridged version of the Prospectus is a verbatim copy of the Prospectus vetted by the Commission.
4. The Sponsor and the Asset Management Company shall simultaneously submit to the Commission an attested copy of the application filed with the stock exchange(s) for listing of the securities.
5. The Fund collected through public offering shall not be utilized prior to allotment and/or issuance of unit, as and when applicable, and that utilization of the said Fund shall be effected through banking channel, i.e. account payee cheque, pay order or bank draft etc.

#### 1.5.4 Part-D

1. All the above- imposed conditions imposed under section 2CC of the Securities and Exchange Ordinance, 1969 shall be incorporated in the prospectus/abridged version immediately after the



page of the table of contents where applicable, with a reference in the table of contents, prior to its publication.

2. The Commission may impose further conditions/restrictions etc. from time to time as and when considered necessary which shall also be binding upon the Sponsor, Asset Management Company, Trustee and Custodian.

### 1.5.5 Part – E

1. As per provision of the ডিপজিটরি আইন, ১৯৯৯ and regulations made here under, units shall only be issued in dematerialized condition. All transfer/transmission/splitting will take place in the Central Depository Bangladesh Limited (CDBL) system and any further issuance of units will be issued in dematerialized form only.

**An applicant (including NRB) shall not be able to apply for allotment of units without Beneficiary Owner account (BO account).**

2. The Asset Management Company shall also ensure due compliance of all above-mentioned conditions.

## 1.6 Subscription

Subscription to the SEML Lecture Equity Management Fund will remain open at the opening of banking business on date November 08, 2015 and will be closed at the end of the banking business on date November 16, 2015.

## 1.7 Declarations

### Declarations about the responsibility of the Sponsor

The Sponsor, whose name appears in this Prospectus, accept full responsibility for the authenticity and accuracy of the information contained in this Prospectus and other documents regarding the Fund. To the best of the knowledge and belief of the Sponsor, who has taken all reasonable care to ensure that all conditions and requirements concerning this public issue and all the information contained in this document, drawn up by virtue of the Trust Deed of the Fund by the entrusted AMC, have been met and there is no other information or documents the omission of which may make any information or statements therein misleading.

The Sponsor also confirms that full and fair disclosures have been made in this Prospectus to enable the investors to make an informed decision for investment.

Sd/-

(Sheikh Aftab Ahmed)  
Managing Director  
Lecture Publications Limited

### Declaration about the responsibility of the Asset Management Company

This Prospectus has been prepared by us based on the Trust Deed, Investment Management Agreement, the Bangladesh Securities and Exchange Commission (Public Issue) Rules, 2006, সিকিউরিটিজ ও এক্সচেঞ্জ কমিশন (মিউচুয়াল ফান্ড) বিধিমালা, ২০০১, ডিপজিটরি আইন, ১৯৯৯, and other documents as relevant for adequate disclosure of the Fund's objectives and investment strategies to the investors. We also confirm that:

- a) This Prospectus is in conformity with the documents, materials and papers related to the offer;
- b) All the legal requirements of the issue have been duly fulfilled and
- c) The disclosures made are true, fair and adequate for investment decision.

Investors should be aware that the value of investments in the Fund could be volatile and as such no guarantee can be made about the returns from the investments that the Fund will make. Like any other equity investment, only investors who are willing to accept a moderate amount of risk, should invest in the Fund.

Investors are requested to pay careful attention to the "Risk Factors" as detailed in Chapter 4 and to take proper cognizance of the risks associated with any investment in the Fund.

Sd/-

(Ehsanul Kabir)  
Chief Executive Officer (Current in Charge)  
Strategic Equity Management Limited

### Declaration about the responsibility of the Trustee

We, as Trustee of the SEML Lecture Equity Management Fund, accept the responsibility and confirm that we shall:

- a. Be the guardian of the Fund, held in trust for the benefit of the unit holders in accordance with the Rules & Trust Deed;
- b. Always act in the interest of the unit holders;
- c. Take all reasonable care to ensure that the Fund floated and managed by the Asset Management Company are in accordance with the Trust Deed and the Rules;
- d. Make such disclosure by the Asset Management Company to the investors as are essential in order to keep them informed about any information, which may have any bearing on their investments; and
- e. Take such remedial steps as are necessary to rectify the situation where we have reason to believe that the conduct of business of the Fund is not in conformity with the relevant Rules.

Sd/-

(Ahmed Saifuddin Chowdhury)  
Managing Director & CEO  
Bangladesh General Insurance Company Limited (BGIC)

### Declaration about the responsibility of the Custodian

We, as Custodian of the SEML Lecture Equity Management Fund accept the responsibility and confirm that we shall:

- a. Keep all the securities in safe custody and shall provide the highest security for the assets of the Fund; and
- b. Preserve necessary documents and record so as to ascertain movement of assets of the Fund as per Rules.

Sd/-

(Mahmoodun Nabi Chowdhury)  
Head of Corporate Banking Division  
BRAC Bank Limited

## 2 Background

### 2.1 Formation of the SEML Lecture Equity Management Fund

Mutual Fund is a fund pooled from a group of investors and invested across a wide range of securities including stocks, bonds, other securities or assets, or some combination of these investments. The collection of all these securities of the mutual fund is known as its portfolio. Mutual funds are managed by a group of professional investment analysts whose aim is to maximize the risk adjusted return for the investors.

Mutual Fund is immensely popular in the global capital market. There are many countries where asset under management of mutual funds are almost half of the total market capitalization. Whether the investor is experienced or a new, mutual fund always has the potential of being value additive. A mutual fund certainly provides advantages which other instruments may not:

1. **Diversification:** By purchasing one unit of mutual fund, an investor can become owner of hundreds of different types of securities managed by that fund. To reach the same level of diversification without investing in mutual fund, an investor would require much more money.
2. **Professional money management:** Mutual funds are managed by qualified investment professionals who do all the research and analysis on investors' behalf.
3. **Efficiency:** Mutual funds pool money from many investors so that each investor can participate in a diversified portfolio of fixed income, stocks and other equities. In addition, the cost of trading these equities is minimal when compared with individuals making their own trades.
4. **Transparency:** mutual funds are highly regulated investment vehicles and operate under strict rules and regulations by the Bangladesh Securities and Exchange Commission.

Lecture Publications Limited, one of the leading organizations in secondary and higher Secondary book publications, has decided to be the first company in the book publishing industry to sponsor a mutual fund. Its senior management believes that returns from the mutual fund are expected to help diversify Lecture Publication's revenue stream. In addition, by launching the SEML Lecture Equity Management Fund, Lecture Publication also looks to do its part to improve the efficiency of the Bangladeshi capital markets.

### 2.2 Formation of the proposed mutual fund in the context of present market scenario

Over the past decade, mutual funds have become the investor's vehicle of choice for long -term investing. A Mutual Fund pools the savings of a number of investors who share a common financial goal. Mutual Fund is on the of the most preferred investment alternatives for the risk avert investors as it offers chance to invest in a diversified, professionally handled portfolio at low cost. With emphasis on increase in domestic savings and increase in investment through capital markets, the need and scope for mutual fund operation has increased tremendously.

Growth and developments of various mutual funds products in the Bangladesh capital market has demonstrated to be one of the most important instruments in generating significant growth in the capital market.

A mutual fund is a company that pools money from many investors and invests the money in stocks, bonds, short-term money-market instruments, other securities or assets, or some combination of these investments.

Bangladesh has a very small market for mutual funds. Currently 41 mutual funds trade in the markets. Market capitalization of mutual fund is Tk. 32 billion and Asset Under Management (AUM) is Tk. 56.7 billion. The AUM of mutual fund accounts for around 2.0% of total market capitalization which is very insignificant in compare to those of other developed markets.

Mutual funds have emerged as the best in terms of variety, flexibility, diversification, liquidity as well as tax benefits. Besides, through mutual funds investors can gain access to 278 investment opportunities that would otherwise be unavailable to them due to limited knowledge and resources. Mutual funds have the capability to provide solutions to most investors' needs, however, the key is to do proper selection and have a process for monitoring and controlling. In Bangladesh, the mutual fund industry is at a growing stage and it is expected to incorporate a higher number of new funds each year.

For broadening the depth of the capital market, it is necessary to float more mutual funds, since these are good instruments of mobilizing savings and providing investment opportunities to small savers. Although still small in size, mutual funds have contributed toward broadening the base of the country's capital market and helped the investors to gain high and relatively secure returns. Despite bright prospects of mobilizing savings and providing investment opportunities to small savers and the ability to meet different risk profiles through providing a wide range of products, one major factor as to why the mutual funds have not emerged as a preferred saving mode is the lack of availability of quality shares and the underdeveloped state of the capital market.

### 2.3 Advantages in Investing in SEML Lecture Equity Management Fund

Generally, investment in mutual funds enjoys some additional advantages compared to investments made directly in other securities of the capital market. Investors of this mutual fund should be able to enjoy the following advantages:

- **Diversified portfolio, minimized risk:** Strategic Asset Management Limited will invest the fund in a diversified portfolio, which may include investment across multiple companies, sectors, securities and different asset classes. Such diversification will minimize the investment risk for the investors while ensuring optimum risk-return tradeoff.
- **Cost effective investment:** By purchasing one unit of SEML Lecture Equity Management Fund, investors will have access to a wide range of securities. This will drive down their transaction costs greatly.
- **Enhanced liquidity:** Greater participation of mutual funds will add to enhanced liquidity to the overall market and, since most mutual funds are long term investment vehicles, this will create price stability and better price discovery and reduce short term volatility in market.
- **Highly capable research team:** SEML Lecture Equity Management Fund provides access to extensive local research and investment experience. The Fund Manager, SEML has developed deep insight into the dynamics of the local capital markets. The in house research team of SEML are highly capable of conducting superior market research, i.e. fundamental analysis, quantitative analysis, risk analysis etc. and motivated in ensuring the maximized risk adjusted return for the investors. Such expertise and drive will relieve the investors from any kind of emotional stress which stems from day-to-day management of individual portfolio. Investment management usually requires a significant amount of time-consuming research; and the analysis required to identify the highest-quality securities may not be found doable for the general investor and is, therefore, best left to professional investment managers.

- **Favorable law:** Income will be tax free up to a certain level, as permitted under the Finance Act. Investment in the Fund would qualify for investment tax credit under section 44(2) of the Income Tax Ordinance 1984.
- **High level of transparency:** Management and operations of mutual funds are subject to strict regulations from BSEC and the Trustee. BSEC closely monitors the performance of the Fund. The laws governing mutual funds require exhaustive disclosure to the regulator and general public. This makes mutual funds one of the most transparent and accountable investment instruments in Bangladesh.
- **Other advantages:** In Bangladesh, mutual funds enjoy a 10% (ten percent) reserved quota for all Initial Public Offerings (IPOs). Given the lack of supply of high-quality scripts in the Bangladeshi stock market, IPOs in Bangladesh have historically performed very well relative to the market index and therefore, have been a major source of outperformance for the mutual fund industry in Bangladesh
- **Conversion:** The Fund can be converted into the Open End Scheme by taking the acceptance proposal of conversion as per the rules subject to approval of the Commission

## 2.4 The Constitutions of the Fund

- SEML Lecture Equity Management Fund has been constituted through a Trust Deed entered into between Lecture Publications Limited and Bangladesh General Insurance Co. Ltd. (BGIC) on July 12, 2015 under the Trust Act, 1882 and Registration Act, 1908.
- The Fund was registered by the BSEC on July 27, 2015 under the সিকিউরিটিজ ও এক্সচেঞ্জ কমিশন (সিউচয়াল ফান্ড) বিধিমালা, ২০০১.

## 2.5 Life of the fund

The Fund will be a closed-end mutual fund of 10 (Ten) years tenure, established with a view to broaden the base of investment and develop the capital market.

The fund may be redeemed on its predetermined maturity at the end tenth year but the fund can be converted into the open end scheme by taking the acceptance proposal of conversion as per BSEC rules and subject to the approval of the commission.

## 2.6 Size, face value and market lot of the fund

- Total Fund is fixed at 5,00,00,000 (five crore) units of Tk. 10 each totaling Tk. 50,00,00,000/- (Taka fifty crore).
- The Sponsor's portion of the Fund is 50,00,000 (fifty lac) units of Tk. 10 each totaling Tk. 5,00,00,000/- (Taka five crore).
- Size of the Pre-IPO Private Placement is 2,00,00,000 (two crore) units of Tk. 10 each totaling Tk. 20,00,00,000/- (Taka twenty crore)
- Size of the Initial Public Offering (IPO) is 2,50,00,000 (two crore fifty lac) units, each worth Tk. 10, totaling Tk. 25,00,00,000/- (Taka twenty five crore) available as public offering to general public, NRBs, Mutual Funds and Affected Small Investors and collective investment scheme.
- The market lot will be of 500 (five hundred) units, each worth Taka 10.00 (ten), totaling of Tk. 5,000/- (Taka five thousand only).

## 3 Investment objectives and policies

### 3.1 Investment objective

The objective of SEML Lecture Equity Management Fund is to earn superior risk adjusted return by maintaining a diversified investment portfolio and provide attractive dividend payments to the unit-holders.

### 3.2 Investment policies

- **Investment Objective:**
  - The Fund shall invest subject to the বিধিমালা and only in those securities, deposits and investments approved by the Bangladesh Securities and Exchange Commission (BSEC) and/or the Bangladesh Bank and/or Insurance Development and Regulatory Authority (IDRA) of Bangladesh or any other competent authority in this regard.
  
- **Investment Exposure and Liquidity**
  - The Schemes of the Fund shall not invest more than 10% of its total assets in any one particular company.
  - The Schemes of the Fund shall not invest in more than 15% of any company's paid-up capital.
  - The Schemes of the Fund shall not invest more than 20% of its Assets in shares, debentures or the other securities of a single or group.
  - The Schemes of the Fund shall not invest more than 25% of its total assets in shares, debentures or other securities in any one industry.
  - Not less than 60% of the total assets of the Fund shall be invested in capital market instruments out of which at least 50% will be invested in listed securities.
  - Not more than 25% of the total asset of the Fund will be invested in Fixed Income Securities (FIS).
  - Not more than 15% of the total asset of the Fund shall be invested in pre-IPOs at one time.
  
- **Investment Decision**
  - Only the Asset Management Company will make the investment decisions and place orders for securities to be purchased or sold by the Fund.

### 3.3 Investment restrictions

In making investment decisions, the following restrictions should be taken into due consideration:

1. The Fund shall not invest in or lend to another Scheme under the same Asset Management Company.
2. The Fund shall not acquire any asset out of the Trust property, which involves the assumption of any liability that is unlimited or shall result in encumbrance of the Trust property in any way.



৩. The Fund or the Asset Management Company on behalf of the Fund shall not give or guarantee term loans for any purpose or take up any activity in contravention of the সিকিউরিটিজ ও এক্সচেঞ্জ কমিশন (মিউচুয়াল ফান্ড) বিধিমালা, ২০০১.
4. All money collected under the Fund except for the part of fixed income and hedging instruments shall be invested only in en-cashable/transferable instruments, securities whether in money market or capital market or privately placed Pre-IPO equity, preference shares, and debentures or securities debts.
5. The Fund shall not involve itself in option trading or short selling or carry forward transaction.
6. The Fund shall not buy its own unit.
7. The Fund shall not take any loan

### 3.4 Valuation policy

The Fund intends to determine its NAV per unit on the last business day of each week by dividing the value of the net asset of the Fund (the value of total assets less total liabilities as per বিধি ৬০ of the সিকিউরিটিজ ও এক্সচেঞ্জ কমিশন (মিউচুয়াল ফান্ড) বিধিমালা, ২০০১ by the total number of units outstanding. As per section 58 of the সিকিউরিটিজ ও এক্সচেঞ্জ কমিশন (মিউচুয়াল ফান্ড) বিধিমালা, ২০০১, the valuation policy of investment of the Fund needs to be approved by the Commission in the Trust Deed as follows:

1. For listed securities, the average quoted closing market price on the stock exchanges on the date of valuation shall form the basis of any calculation of Net Asset Value of such securities in the portfolio of the Fund.
2. The Fund shall fix the valuation method for each of the schemes subject to prior approval of the Commission.
3. The Fund shall follow the method approved by the Commission for valuation of the non- listed investment, if any, and the Asset Management Company and the Trustee shall periodically review the value of such investment. The auditors shall comment on such investment in the annual reports of the Fund.
4. When the securities were not traded in the Stock Exchanges on the particular valuing date, immediate previous average price, which one is nearer, but no longer than 30 (thirty) days to the valuing date will be taken into account.
5. The valuation of Listed Securities not traded within previous one month will be made within reasonable standards by the Asset management Company and approved by the Trustee and commented upon by the Auditors in the Annual Report of the mutual fund but shall not be more than the intrinsic value of the securities.
6. For securitized debts, debentures, margin or fixed deposits, the accrued interest on such instruments on the date of valuation shall be taken into account in any calculation of Net Asset Value (NAV) of such securities in the portfolio of the Fund.



7. Following the valuation criteria as set forth above, the Fund will use following formula to derive NAV per unit:

$$\text{Total NAV} = V_A - L_T$$

$$\text{NAV per unit} = \text{Total NAV} / \text{No. of units outstanding}$$

$$V_A = \text{Value of Total Assets of the Fund as on date}$$

$$L_T = \text{Total liabilities of the Fund as on date}$$

$V_A$  = Value of all securities in vault + Value of all securities placed in lien + Cash in hand and at bank + Value of all securities receivables + Receivables of proceeds of sale of investments + Dividend receivables, net of tax + interest receivables, net of tax - Issue expenses amortized as on date - Printing, publication and stationery expenses amortized as on date.

$L_T$  = Value of all securities payable + Payable against purchase of investments + Payable as brokerage and custodial charges + All other payable related to printing, publication and stationery + Accrued deferred expenses with regard to management fee, trustee fee, annual fee, audit fee and safe keeping fee.

### 3.5 Investment management

Strategic Equity Management Limited will have discretionary authority over the Fund's portfolio about investment decision. Strategic Equity Management Limited shall conduct the day-to-day management of the Fund's portfolio as the Asset Management Company subject to the provisions laid down in the সিকিউরিটিজ ও এক্সচেঞ্জ কমিশন (সিউচ্যুয়াল ফান্ড) বিধিমালা, ২০০১ and Trust Deed or any general directions given by the Trustee and/or by the Commission.

### 3.6 Dividend Policy

1. The accounting year of the Fund shall end on June 30 of every calendar year or as determined by the Commission.
2. In accordance with the বিধিমালা subject to approval of the Trustee and as per the declaration of the dividend in the prospectus or offer document after closing of annual accounts, the fund will declare & distribute cash dividend or re-investment units or combination of both among the unit holders of the relevant scheme which shall not be less than 70% of annual profit of that scheme or as determined by the Commission from time to time. The fund shall declare and pay dividend in cash or re-investment or both to the unit holders annually from the distributable profit, if any.
3. Before declaration of dividend, the Asset Management Company shall make a provision with agreement of the auditors for revaluation of investments caused from loss if market value of investments goes below the acquisition cost, and the method of calculation of this provision must be incorporated in the notes of accounts.
4. The Fund shall create a dividend equalization reserve by suitable appropriation from the income of the Fund to ensure consistency in dividend.

5. The Asset Management Company shall dispatch the dividend warrants at the expense of the Fund, within 45 days of the declaration of the dividend and shall submit a statement within next 7 (seven) days to the Commission, the Trustee and the Custodian.
6. Before record of ownership by the CDBL, a transferee shall not possess the right to any dividend declared by the Fund.

## 4 Risk considerations

### 4.1 Risk Factors

*Investing in the **SEML Lecture Equity Management Fund** (hereinafter the Fund) involves certain risks that investors should carefully consider before investing in the Fund. Investment in the capital market and in the Fund bears certain risks that are normally associated with making investments in securities including loss of principal amount invested. There can be no assurance that the Fund will achieve its investment objectives. The Fund value can be volatile and no assurance can be given that investors will receive the amount originally invested. When investing in the Fund, investors should carefully consider the risk factors outlined below, which are not necessarily exhaustive or mutually exclusive:*

1. **General:** There is no assurance that the Fund will be able to meet its investment objective and investors could potentially incur losses, including loss of principal when investing in the Fund. Investment in the Fund is not guaranteed by any government agency, the Sponsor or the AMC. Mutual funds and securities investments are subject to market risks and there can be no assurance or guarantee that the Fund's objectives will be achieved. As with any investment in securities, the Net Asset Value of the Fund may go up or down depending on the various factors and forces affecting the capital markets and Money Markets. Past performance of the Sponsors and their affiliates and the AMC do not indicate the future performance of the Fund. Investors should study this Offer Document carefully before investing.
2. **External Risk Factor:** Performance of the Fund is substantially dependent on the macroeconomic situation and in the capital market as well as money market of Bangladesh. Political and social instability may have an adverse effect on the value of the Fund's assets. Adverse natural calamities may impact the performance of the Fund.
3. **Market Risk:** The Bangladesh capital market is highly volatile and mutual fund prices and prices of securities can fluctuate significantly. The Fund may lose its value or incur a sizable loss on its investments due to such market volatility. Stock market trends indicate that prices of majority of all the listed securities move in unpredictable direction which may affect the value of the Fund. Furthermore, there is no guarantee that the market prices of the units of the Fund will fully reflect their underlying Net Asset Values.
4. **Concentration Risk:** Due to a limited number of listed securities in both the DSE and CSE, it may be difficult to invest the Fund's assets in a widely diversified portfolio as and when required to do so. Due to a very thin secondary fixed income/debt market in Bangladesh, it would be difficult for the Fund Manager to swap between asset classes, if and when required. Limited options in the money market instruments will narrow the opportunity of short term or temporary investments of the Fund which may adversely impact the returns.
5. **Dividend Risk:** Despite careful investment selection of companies in the Fund, if the companies fail to provide the expected dividend or fail to disburse the dividends declared in a timely manner, this will impact the income of the Fund and the overall return of the Fund.
6. **Underlying Liquidity Risk:** For investing in Pre-Public Offer Placement securities i.e. in unlisted equity securities by the Fund, may involve liquidity risk. In addition, market conditions and investment allocation may have an impact on the ability to sell securities during periods of market volatility. Debt securities, while somewhat less liquid, lack a well-developed secondary market, which may restrict the selling ability of the Fund and may lead to the Fund incurring losses till the security is finally sold. While securities that are listed on the stock exchange carry lower liquidity

risk, the ability to sell these investments is limited by the overall trading volume on the stock exchanges and may lead to the Fund incurring losses till the security is finally sold.

7. **Investment Strategy Risk:** Since the Fund will be an actively managed investment portfolio; the Fund is subject to management strategy risk. Although the AMC will apply its investment process and risk minimization techniques when making investment decisions for the Fund, there can be no guarantee that such process and techniques will produce the desired outcome.
8. **Credit Risk:** Since the Fund will seek to also invest as per the Mutual Fund Regulations (2001) in both equity and fixed income securities; the credit risk of the fixed income issuers is also associated with the Fund. Investment in fixed income securities are subject to the risk of an issuer's inability to meet interest and principal payments on its obligations and market perception of the creditworthiness of the issuer.
9. **Interest Rate Risk:** The Net Asset Value (NAV) of the Fund, to the extent invested in Debt and Money Market securities, will be affected by changes in the general level of interest rates. The NAV of the Fund is expected to increase from a fall in interest rates while it would be adversely affected by an increase in the level of interest rates. In addition, zero coupon securities do not provide periodic interest payments to the holder of the security; these securities are more sensitive to changes in interest rates. Therefore, the interest rate risk of zero coupon securities is higher. The AMC may choose to invest in zero coupon securities that offer attractive yields. This may increase the risk of the portfolio.
10. **Issuer Risk:** In addition to market and price risk, value of an individual security can, in addition, be subject to factors unique or specific to the issuer, including but not limited to management malfeasance, lack of accounting transparency, management performance, management decision to take on financial leverage. Such risk can develop in an unpredictable fashion and can only be partially mitigated, and sometimes not at all, through research or due diligence. To the degree that the Fund is exposed to a security whose value declines due to issuer risk, the Fund's value may be impaired.

## 4.2 Expected market performance of the fund

1. Mutual fund industry is still at early development stage in Bangladesh and represents approximately 2% of market capitalization. It is possible that demand for the SEML Lecture Equity Management Fund units will be substantially match the supply of units.
2. As the overall stock market index is comparatively low now, the Fund should be able to construct portfolio at a relatively cheaper cost base.
3. Brand name of Lecture Publications Limited as sponsor, Bangladesh General Insurance Company Limited (BGIC) as Trustee, and BRAC Bank Limited as Custodian may motivate investors to invest in this Fund.
4. Strategic Equity Management Limited, one of the most experienced and highly qualified investment management team in Bangladesh as a new-generation Asset Management Company (AMC) would attract investors to invest in this Fund.

## 4.3 Who to Invest and How Much to Invest

1. Individuals who do not have tolerance of bearing risk and know nothing about the functioning of the capital market need not apply for the units of the Fund.
2. Individuals who are looking for long-term capital growth and dividend payment and are comfortable with the risk associated with equity investments should consider investing in the Fund. An individual should also consider investing in the Fund if he/she can accept variability of

returns, have a moderate to high tolerance for risk and is planning to invest in the Fund over the medium to long-term.

3. Considering other factors like the investment opportunities available in the market, return expectation, income level and consumption pattern, one may put only a limited portion of his/her total portfolio into the Fund.

## 5 Formation, management and administration

### 5.1 Sponsor of the fund

Lecture Publications Limited (LPL) is a subsidiary company of Omicon Group, which is a fast growing conglomerate in the country. Playing an influencing role in transforming the lives of its 2 million subscriber base and providing employment to over 1000 families directly and to many more through its other subsidiaries and affiliates wings in different sectors of IT, Media, Development, Agriculture, Trade, Export-Import.

It should be noted that it has the largest books sales and distribution network in the country by which it is providing academic text books, reference books and other educational supplementary published materials to a large number of students who are part of the total 20 million subscribers in the country considering all categories & levels from every corner of the country.

Lecture Publications Limited from its inception has been the most renowned publication brand offering hugely popular text reference books under the "Lecture" Brand and test papers under "Sure Success" Brand and science books under "Newton" series along with many other well-known creative books. It has been dominating the market with a share of approximately 65% in books and magazine publications sector.

The quality and authenticity of the brand and company can be judged by the awards and recognition it has received over the years namely; the ISO 9001 certification in the year 2008 and the Century International Quality ERA Award in Gold Category at the BID Quality Convention in Geneva 2014. As a responsible and ethical corporate entity, Lecture Publications Limited believes in promoting ethical practice and transparency in its business practices and also regularly takes part in various CSR activities: one such program is 'Omicon Shikkha Program' which provides financial support in the form of loans, scholarships and grants to the needy students.

For the development and positive sustainability of the capital market, Omicon Group understands the importance of mutual fund and is very enthusiastic to sponsor the "SEML Lecture Equity Management Fund." The philosophy of Lecture Publications Limited is to share the wealth and prosperity generated by its various holding companies with the common masses. There are several ways in which it is approaching this objective. With deep conviction that small retail investors are protected from speculative losses, more Mutual Funds are needed. It firmly believes that efficient implementation and use of various mutual funds will greatly help attain and accelerate a continued growth in the financial sector of Bangladesh, hence it wants to take a leadership role in such noble efforts.

### 5.2 Trustee of the fund

Bangladesh General Insurance Company Ltd. or "BGIC Ltd." is the First General Insurance Company in the Private Sector in Bangladesh. The Company started business on 29<sup>th</sup> July, 1985 and its paid up capital as of December, 2014 stood at TK. 540 million.

In addition to its core business of General Insurance BGIC Ltd. took a pioneering initiative to act as a "Trustee" of the first closed ended Mutual Fund in Bangladesh under private initiative in March, 2000. This was done in line with the Company's willingness and dedication to positively contribute to the economy of the country and support in the development of new creative ideas for the betterment of the nation and capital market industry.

The Company's motto "Service is our Strength" was upheld not only in its core business of General Insurance but also the same standard has been maintained in the Trustee operations. By providing fast, efficient, supportive & reliable quality service to name a few; BGIC Ltd. has been able to create an unmatched position for itself to act as a Trustee of Mutual Funds and for this reason the Company is able to work with the majority of the Asset Management Companies in Bangladesh.

The Company's role, responsibility and scope of work as Guardian of the Fund is vast and crucial and for this reason the Company is highly committed to uphold this honour and perform its duties diligently to ensure that the investors of mutual funds are not deprived or suffer from making investments in mutual funds in Bangladesh.

The Company has succeeded under various challenges and excelled in venturing into previously unfamiliar grounds and is committed to continue doing so to the satisfaction of its clients, patrons and well-wishers.

### 5.3 Custodian of the fund

**BRAC Bank Limited** is one of the leading private commercial banks engaged in banking and other forms of financial services in Bangladesh. As a part of its contentious endeavor toward excellence and diversification in financial services, the bank has placed its confident footprints as a Custodian.

The bank received its Custodian License from Bangladesh Securities and Exchange Commission (BSEC) on December 2009. Since inception the bank is providing custodial services to institutional clients such as foreign companies as well as local Asset Management Companies. The bank is working as custodian with all the leading AMCs in Bangladesh with 14 Mutual Funds worth Tk. 1,500.00 crores approximately under its custody managed by 8 Asset Management Companies.

The bank has already earned its goodwill as a custodian in the industry. The Trustees and Asset Management Companies prefer BRAC Bank as a dependable partner due to its unique qualities of proficient client service as well as firm compliance policy.

### 5.4 Asset manager of the fund

SEML was awarded the Asset Management Company (AMC) license from Bangladesh Securities and Exchange Commission (BSEC) in December 17, 2013. A highly capable professionals came together to form the core team of SEML. SEML has started its journey with the vision to provide unique, innovative, trustworthy solutions for both capital and money market instruments. The management team of SEML possesses world-class experience having an extensive knowledge in local business relationship on investment management. The management is highly qualified in fund management as well as has having vast knowledge in both money and capital market instruments. The Analyst team consists of highly capable young Bangladeshi talent, trained to international standards. As professional, all team members have strong background on customized and application software related to this segment of business.

#### 5.4.1 Investment Objective

The investment objective of the fund is to provide superior risk adjusted returns over a medium to long term by investing in strong companies, with good management and at a great price by leveraging our time tested investment process. The investment specialists seek to provide consistent out-performance over time to its investors with a strong attention to risk management. We believe our investment process, grounded in the importance of fundamental research, allows our experienced investment professionals to identify quality growth opportunities in the capital markets.



### 5.4.2 Investment Philosophy

Our investment philosophy is that consistent and attractive risk adjusted returns can only be generated by applying a robust investment process that identifies macroeconomic trends, sector drivers, expert company analysis, and effective capital allocation on an ongoing basis.

### 5.4.3 Investment Process of SEML

The investment management operation of SEML is managed by a team of investment professionals and is guided by an Investment Committee. The Investment Committee reviews the Fund portfolio selection process to ensure compliance with the objectives set out in the Trust Deed. In addition, SEML Investment Committee pays special attention to the BSEC guidelines regarding restriction on investments/investment limits as prescribed from time to time; these restrictions relate to exposure to single company/group investments, investments in associate companies etc.

For selection of securities, SEML primary depends on fundamental analysis. SEML follows a bottom-up process based on a disciplined evaluation of securities. Stock selection is the major source of alpha. SEML estimates a company's worth in two stages, quality and valuation. Quality is defined in reference to shareholder & management profile, company reputation & brand image, business focus, and corporate governance. Relative valuation is determined through comparing various ratios in terms of market, peer group and business prospects. To analyze the risk, the standard deviation, betas of the individual companies are taken into consideration along with comparing to those of market, sector standard deviation and beta. Moreover, to minimize the risk, portfolios are well diversified across the securities and sectors. In screening the security, the liquidity is also taken into consideration.

SEML employs a five-step investment process:

- **Step 1: Quantitative Screen**

SEML creates an initial investable universe of fundamentally good companies through an investment process that begins with screening off securities. SEML research team gauges companies' future earnings and cash flows, analyze their strengths and weaknesses, and assess industry dynamics. SEML screen eliminates companies that exhibit high leverage, deep cyclical, high capital intensity or low return on equity.

- **Steps 2: Qualitative Analysis**

SEML analyzes both past business performance and potential future opportunities. The investment team puts great emphasis on understanding underlying business features as well as the relevant accounting issues. In addition, an in-depth evaluation of the certainty of the long-term economic characteristics of each business and the quality of its management in terms of its ability to realize the full potential of the business is conducted.

- **Step 3: Valuation**

To be qualified to portfolio, the market price of each company should have a significant discount to future earnings, cash flow and/or net asset value.

- **Step 4: Portfolio Construction**

SEML seeks to add alpha through Top-down and bottom-up stock selection. Guidelines ensure stock selection drives performance while providing adequate diversification. Generally, no single holding accounts for more than specific percentage set by regulator and/or Investment committee of SEML in the portfolio. SEML always invests in both Capital market and money market instruments at an optimum level which helps to hedging the risk of the portfolio.

- **Step 5: Monitoring and Performance evaluation of the portfolio**



Since capital market of Bangladesh is comparatively volatile, Investment Committee of SEML reviews the performance of the portfolio on monthly and quarterly basis. Investment Committee of SEML with the recommendation of Research Team ensure that the asset allocation of the portfolio between the various asset classes (shares, bonds and cash, etc.) is continually managed and rebalanced according to the changing economic cycles and financial markets.

#### 5.4.4 Investment Committee

The Investment Committee (IC) of SEML is responsible for assisting the Board of Directors (BOD) in achieving the objectives of the undertaken funds by understanding the relationship between the fund disbursement and the investment policy as instructed by the BSEC, Trust Deed, সিকিউরিটিজ ও এক্সচেঞ্জ কমিশন (সিউচুয়াল ফান্ড) বিধিমালা, ২০০১ & other rules and regulations as imposed by competent authorities. The committee is in control of formulating the overall investment policies of the fund, subject to consent of the board, and establishing investment guidelines in continuation of the investment policies. Along with making decisions for the best asset allocation method, IC is liable for monitoring and managing the portfolio for compliance with the fund's investment guiding principles. The committee also keeps tracks of the fund's compliance with performance objectives over time and takes action accordingly. IC stays updated of the appropriate risk management policies and takes suitable measures to minimize, to the extent possible, market, liquidity, operational, credit, diversification, dividend, strategic and other investment and asset management risks. With the help and resources of carefully selected finance professionals, IC is committed to maximize the portfolio return given the constraints of the market limitations and regulatory compliances provided by the BSEC. The foremost objective of IC is to build the value of the fund at the optimum rate possible, commensurate with the appropriate level of risk and long-term growth of capital, consistent with preservation of capital. IC is consisted of the following personnel:

1. Chief Executive Officer (CEO)
2. Chief Investment Officer (CIO)
3. Head of Research & Development

CEO chairs the committee and has the absolute rights to amend investment decisions as he deems fitting in accordance with the BOD recommendations. The decision will indeed be made on the ground of the respective policies of সিকিউরিটিজ ও এক্সচেঞ্জ কমিশন (সিউচুয়াল ফান্ড) বিধিমালা, ২০০১ and parameters set in the Investment Policy approved by the Board of Directors (BOD) of SEML. To act outside the boundary of the proper framework, CEO must consult the BOD for instructions. IC members will have meetings on a regular basis to analyze the local and worldwide current and imminent micro and macroeconomic phenomena in order to forecast the fund's performance as a part of the ongoing research and act aptly as the situation arises. Apart from resolving investment issues, the IC has the following duties to perform:

- Reviewing overall investment policies and fund performance, portfolio construction and reconstruction, asset allocation, asset allocation ranges, prohibited investments and program expenses, and conduct ongoing manager due diligence
- Monitoring the management of the funds by reviewing written reports from investment staff and by discussions with investment staff at committee meetings that focus on the primary determinants of returns, including asset allocation and investment strategy
- Devising schemes in the categories of long term, midterm and short term investments to yield the maximum return and minimize the risk
- Overseeing investment objectives, reinvestment, accurate financing of the fund
- Improving the liquidity, cash flow and Net Asset Value (NAV) of the fund
- Evaluating investment performance of the fund based on a comparison of actual returns with the fund's absolute return objective, and with such other benchmarks as the board or

committee may from time to time select. The evaluation will take into account compliance with investment policies and guidelines and risk levels

- To perform such other duties and responsibilities as are enumerated in and consistent with this charter or as delegated by the Board

#### Responsibilities of IC Members:

<b>Members of IC</b>	<b>Responsibility in IC</b>
Chief Executive Officer (CEO)	: Chair of IC & Monitoring
Chief Investment Officer (CIO)	: Compliance & Investment Management
Head of Research & Development	: Market Research

## 5.5 Brief profile of Directors and Senior Managements

### Md. Ghulam Hussain, Chairman

Mr. Md. Ghulam Hussain, the former Secretary-Internal Resources Division, Ministry of Finance and ex-officio Chairman, National Board of Revenue, Government of the People's Republic of Bangladesh; an eminent figure in the field of economic and administrative reform of Bangladesh, has served the country for more than 30 years. Mr. Hussain accomplished his B. S. S. (Hons.) and M.S.S. in Economics from Dhaka University.

To mention few of his notable positions he had held throughout his entire career out of many others, Mr. Md. Ghulam Hussain worked as the Secretary of Ministry of Commerce, Additional Secretary of Ministry of Home Affairs and Director of Prime Minister's office. He was also a Project Consultant of International Trade Center, UNCTAD in Geneva, and Commercial Counselor of Bangladesh Embassy in Washington D.C. He has extensive history of foreign country tour for the purpose of attending important training courses, workshops, seminars and conferences.

Before joining the government services in 1982, Mr. Hussain worked in couple of international organizations as an economist/researcher. While working as a member of the Customs and Excise Cadre during 1982 to 1996, he developed a natural inclination towards resolving problems associated with the use of prohibitive tools of trade and tariffs to raise revenue. Mr. Hussain returned from USA in 2003 and joined the Ministry of Commerce and led the Ministry to the groundbreaking creation of the Public-Private Partnership (PPP) as the forerunner of this unique concept through formation of several Business Promotion Councils with the objectives of making export entities competitive. He led the councils for more than five years since inception in 2003. Mr. Hussain also worked directly with UNDP, ILO, USTR, Ministry of Labor, RMG industry and the buyers to help the industry to develop an uniform code of conduct and compliance standard. During 2007 and 2008, Mr. Hussain, as Project Director, worked for International Trade Center, UNCTAD in Geneva for leather sector development.

Among other notable assignments, Mr. Hussain chaired the Committee of the Whole of the 68th regional conference of ESCAP held in Bangkok in 2012. As Chairperson, moderated all key meetings including the inaugural and concluding sessions. Mr. Hussain also visited UNESCAP, Bangkok, and many other countries several times to participate in seminars as resource persons/panelist/moderators. He has numerous lauded publications presented at the national and international seminars. A few of his worth mentioning publications are: "Post-MFA Issues and Challenges: Social Dimension", published in Social Compliance and Decent Work: ILO in July 2007; "An Analytical Review on the Non-Formal Rural Credit Studies in Bangladesh", published for Ford Foundation in 1994; "Investment Opportunities in Bangladesh: Leather & Leather Product Industries Organized by China Council for the Promotion of International Trade" on Guangdong Sub-council in

November 2007; “SMEs in the Development of Bangladesh”, paper presented at a seminar organized by Commonwealth & Singapore government in Singapore, 2004.etc.

### **Professor A.S.M. Sirajul Haque, Director**

Professor A.S.M. Sirajul Haque is an outstanding and commendable personality, well known for his pedagogical career in Bangladesh. His vast expertise in the fields of financial service and academic arena has made him a valuable contributor and a charismatic leader. He has proven track record from leading financial consulting firms, as strategic consultant, advising top management on investment strategy, operational strategy, funding and administration. Professor A.S.M. Sirajul Haque is widely reputed for crafting vital strategic vision to achieve business goals.

In his most recent roles serving as a consultant in financial sectors, he advised various aspects of financial business lines in formulating strategic plans, policies to implement activities of the company and working actively with the board to give firm strategic direction to the organization, setting overall policy and guidelines, defining goals & setting divisional targets. His consistent excellence in performance has been crucial in establishing sound public relationship between the company and stakeholders. He has also played an instrumental role in automating the value chain of the organization.

Professor A.S.M. Sirajul Haque completed his B.A. (Hons.) and M.A. from University of Rajshahi. Apart from his much admired consultancy services in financial sector, he had also been a respected academician who contributed substantially in the education sector of Bangladesh. His appearance in the field of education is well appraised as he made notable contribution for education of children and adults in rural areas, those who live below the poverty line. Professor A.S.M. Sirajul Haque has also finished a myriad of valuable training programs and workshops.

### **Mohammad Rafiqul Islam, Executive Director**

Mr. Mohammad Rafiqul Islam is a notable industrialist in Bangladesh with an established track record of leading and creating large sustainable organizations. Mr. Islam has in-depth knowledge in the areas of financial planning, investment portfolio design, wealth distribution strategies, income and estate tax planning, and long-term care planning, which he acquired through his long career where he served in esteemed positions at different well regarded corporate organizations. He is also an expert of leading the corporate strategy and business planning process successfully with enhanced target setting along with deploying a strong financial administration system in business. Mr. Islam graduated from BUET as a Civil Engineer and later he pursued his MBA from IBA. He is a Sun Certified Java Programmer too.

As the key person of many corporations, Mr. Islam has worked with employees of all levels, from senior management to factory floor staff. For many years, Mr. Islam acted as Managing Director, Deputy Managing Director and Chairman of several companies with a focus of counseling employees around him on their personal finances through a career transition. He kept on continuing his advising on financial issues and helped his employees navigate through the increasingly complex financial environment.

Mr. Islam has extensive experience helping ultra-high net worth individuals, large, mid-sized and small business owners, as well as many corporations and institutions manage their wealth. With his exceptional knowledge on the subject matter, Mr. Islam offers access to investment planning, wealth enhancement, transfer and protection; charitable aid and business lending. His vision and direction will be useful for integrated financial services organization specializing in serving the unique needs of high net-worth stakeholders.

He has also made significant contribution in engineering sector over last twelve years, creating hundreds of job opportunities and strongly contributing to economic growth. He is also adept in marketing of products/services, value proposition development, internal control of development launch of new products/services, post-acquisition operations' integration. He was constantly recognized as most potential manager, awarded several times with many appreciations.

### **Ehsanul Kabir, CEO (Current in Charge)**

After completing the MBA in Finance from University of Dhaka, Mr. Kabir joined in Eastern Bank Limited (EBL), a third generation leading private commercial bank in the country. As recognition to his contribution towards the bank, Mr. Kabir was awarded the best employee award of EBL in 2007.

In 2008, he joined as Research Associate in a second generation AMC formed by international veteran and local leading businessmen. With strong analytical knowledge base, he soon became promoted to Head of Research. He took a leading role in successful completion of Tk. 200.00 crores of Subordinated Bonds for a leading private commercial bank. He also successfully led IT team to build customized software package- a complete solution on portfolio construction, performance tracking and risk management.

In October 2011, Mr. Kabir joined Cosmopolitan Finance Limited (CFL), the merchant banking wing of Summit Group as the Head of Corporate Finance. During his tenure, he designed numerous Structured Financial Products such as Bonds, Private Equity, Mezzanine Capital, Zero Coupon Bond customized for leading local companies. He led the team to successful commencement of Merchant Banking operation in April 2012. He took a pioneer role in executing the JV with leading software company, Leads Corporation Ltd to develop a state of art 2nd generation analytical MB software, Capita. He was instrumental in IPO closure of "Summit Purbanchol Power Company Limited", having an Issue Size of Tk. 120 Crore.

Before joining Strategic Equity Management Ltd. (SEML), Mr. Kabir took the charge of Cosmopolitan Traders (Pvt) Limited (CTPL), the Brokerage Wing of Summit Group in May 2014. He successfully inaugurated the operation of CTPL. In less than a year, the Asset Under Management (AUM) of CTPL crossed over Tk. 50.00 cr. with no of total customers exceed 500 marks.

## **5.6 Auditors**

S.F. Ahmed & Co. has been appointed as the Auditor of the Fund for the first accounting year. Established in 1958, it is one of the oldest and most reputable auditing firms and is recognized as one of the leaders in contributing to professional practice for various undertakings in the public as well as private finance and other relevant sectors. The Trustee will continue to appoint the Fund Auditor throughout the tenure of the Fund.

## **5.7 Fees and expenses**

The Fund will pay the fees of Asset Management Company, the Trustee and the Custodian together with any other fees, commissions and expenses as may arise from time to time. The Fund will bear its own costs and expenses incurred/accrued in connection with its formation, promotion, registration, public offering, listing together with certain other costs and expenses incurred in its operation, including without limitation, expenses of legal and consulting services, auditing, other professional fees and expenses, brokerage, share/debenture registration expenses, guarantee or underwriting commission and fees due to the BSEC. The Fund will also bear all other incidental expenses including printing, publication and stationery relating to its smooth and fair operation.

Keeping in mind, the **fund size of Taka 50 (fifty) crore**, Strategic Equity Management Limited has estimated the normal annual operating expenses of the Fund, which will not exceed 4% of the weekly

average NAV of the Fund. However, there may be variation in the actual operating expenses of the Fund. Major expenses of the Fund are detailed as follows:

- 1. Issue and Formation Expenses:** Issue and formation expenses are estimated to be not over 5% of collected amount. The expenses will be amortized within 10 (Ten) years on a straight-line method. The estimated expenses for the issue and formation of the Fund are presented below with the assumption of Taka 50,00,00,000 (Taka fifty crore) to be collected:

SL	Type of Expenses	Percentage of total target fund	Total Tk.	Sub Total/Details	Description
1	Formation Fee Payable to AMC	1.00%	5,000,000.00	Set-fee	Formation fee to AMC on collected fund of approved fund size.
2	Management Fee for Pre-scheme formation period	0.31%	1,556,250.00	On Scheme	Management fee of AMC for pre-Scheme formation period as per BSEC directive (No-SEC/CMRRCD/2009-193/160) dated 28 May 2014.
3	Legal & Compliance related Expenses (Listing, Registration fees etc.)	0.93%	4,666,000.00		
				10,000.00	BSEC Application Fees
				1,000,000.00	BSEC Registration Fees
				850,000.00	DSE Listing Fees
				850,000.00	CSE Listing Fees
				356,000.00	CDBL Fees
				100,000.00	Trust Deed Registration fee
				1,500,000.00	Legal advisory Fee
4	Printing & Publication	0.83%	4,150,000.00		
				1,000,000.00	Publication of Abridged version Prospectus, IPO notification in daily news paper.
				150,000.00	Publication of PSI, Public notices etc. (If any)
				3,000,000.00	Printing of Prospectus
5	Other expenses	1.56%	7,800,000.00		
				3,000,000.00	Post Issue Manager, Data entry, Data processing & other related job
				500,000.00	Lottery Conduction costs
				300,000.00	Courier & distribution Expense
				4,000,000.00	Others
	<b>Total</b>	<b>4.63%</b>	<b>23,172,250.00</b>		

\* The above costs are made in best estimation, which may vary in actual.

- 2. Management Fee:** As per সিকিউরিটিজ ও এক্সচেঞ্জ কমিশন (সিউচুয়াল ফান্ড) বিধিমালা, ২০০১ the Asset Management Company shall be paid annual management fee @ 2.50% per annum of the weekly average NAV up to Tk. 5,00,00,000/- (Taka five crore) and @ 2.00% per annum for additional amount of the weekly average NAV above Tk. 5,00,00,000/- (Taka five crore) up to Tk. 25,00,00,000 (Taka twenty five crore) and @ 1.50% per annum for additional amount of the weekly average NAV above Tk. 25,00,00,000/- (Taka twenty five crore) up to Tk. 50,00,00,000 (Taka fifty crore) and @ 1.00% per annum for additional amount of the weekly average NAV over Tk. 50,00,00,000 (Taka fifty crore) accrued and payable half yearly.



3. **Trustee Fee:** The Fund shall pay an annual trusteeship fee of Tk. 2,00,000.00 (Taka Two lac) only or @ 0.10% of the Net Asset Value (NAV) of the fund whichever is higher, payable semiannually in advance during the life of the Fund.
4. **Custodian Fee:** The Fund shall pay to the custodian i.e. BRAC Bank Ltd. for safekeeping of securities @ 0.07% of balance (dematerialized and non-dematerialized) securities held by the Fund calculated on the basis of average month-end value per annum and trade settlement fees of BDT 200 per trade. In addition, any out of pocket expenses maybe applicable to the Fund operation from time to time.
5. **CDBL Fee:** For listing with the Central Depository of Bangladesh Limited (CDBL) there are both initial and recurring expenses. An amount of Tk. 5,00,000.00 (Taka five lac) as security deposit shall be kept with the CDBL without interest during the whole life of the Fund, while an IPO fee of Tk. 2,50,000.00 (Taka two lac fifty thousand) will be paid during the public subscription. Depository connection fee is Tk. 6,000.00 (Taka six thousand) per annum. Annual fee on Face Value of Issued Eligible Security is Tk. 1,00,000.00 (Taka one lac). Documentation Fee is Tk.2,500.00 (Taka twenty-five hundred).
6. **Fund Registration and Annual Fee:** The Fund has paid Tk. 10,00,000.00 (Taka ten lac) (at the rate of 0.20% of the fund size) to the Bangladesh Securities and Exchange Commission (BSEC) as registration fee. In addition to that the Fund will have to pay Tk. 50,000.00 (Taka fifty thousand) ( at the rate of 0.01% of the fund size) only per annum as annual fee in terms of the সিকিউরিটিজ ও এক্সচেঞ্জ কমিশন (মিউচুয়াল ফান্ড) বিধিমালা, ২০০১
7. **Listing Fee:** The usual listing fees to DSE, CSE and CDBL, annual renewal fees and other charges are to be paid by the Fund to the stock exchanges.
8. **Audit Fee:** The audit fee will be Tk. 40,000.00 (Taka forty thousand) only, plus VAT for the first year and Trustee will fix fees for subsequent years.
9. **Brokerage Fee:** The Fund will pay to the stock broker commission of 0.30%-0.50% of the total transaction.
10. **Other Expenses:** As per terms of the সিকিউরিটিজ ও এক্সচেঞ্জ কমিশন (মিউচুয়াল ফান্ড) বিধিমালা, ২০০১ and trust deed, AMC may charge the expense for fund lunching. Those Expense are reimbursable to the AMC.

## 5.8 Limitation of expenses

1. The initial issue expenses in respect of the Fund shall not exceed 5.0% of the collected amount of the Fund. The details of which are provided in this Prospectus.
2. The total expenses charged to the Fund (except the amortization of initial issue expenses) including transaction cost in the form of stock brokerage against buy and sale of securities forming a part of acquisition or disposal cost of such securities, transaction fees payable to the Custodian against acquisition or disposal of securities, CDBL Charges, listing fees payable to the Stock Exchange(s), remuneration/fees payable to Asset Manager and the Trustee, meeting expenses (whenever held), the annual registration fees payable to the Commission, audit fees, cost for publication of reports & periodicals, bank charges, and all other expenses related to the operations of the Fund etc shall not exceed 4% of the weekly average value of the outstanding net assets during any accounting year.

## 6 Capital Structure, Tax Status and Rights of unit holders

### 6.1 Issue of units

The paid-up capital of the Fund shall be Tk. 50,00,00,000/- (Taka Fifty Crore only) divided into 5,00,00,000 (Five crore) units of Tk. 10.00 each. The total distribution of units shall be as follows:

Subscribers	No of Units	Face Value (Tk.)	Amount (Tk.)	Remarks
Sponsor*	50,00,000	10.00	5,00,00,000	Subscribed
Pre-IPO Placement**	2,00,00,000	10.00	20,00,00,000	Subscribed
Resident Bangladeshis	1,50,00,000	10.00	15,00,00,000	Yet to be subscribed
Non-Resident Bangladeshis (NRBs)	25,00,000	10.00	2,50,00,000	Yet to be subscribed
Reserved for Mutual Funds	25,00,000	10.00	2,50,00,000	Yet to be subscribed
Reserved for Affected Small Investors	50,00,000	10.00	5,00,00,000	Yet to be subscribed
<b>Total</b>	<b>5,00,00,000</b>	<b>10.00</b>	<b>50,00,00,000</b>	

\* Unit Certificates of the Sponsor's contribution amounting to Tk. 5,00,00,000/- (Five crore) only shall be subject to a lock-in period of one year from the date of listing in the Stock Exchange(s) and 10% of the Sponsor's contribution amounting to Tk. 50,00,000/- (Fifty Lac) only shall be subject to a lock-in period of full time of the Fund

\*\* All Pre-IPO Placement Investments are subject to a 06 (six) months lock-in effective from date of listing of SEML Lecture Equity Management Fund units on the Stock Exchanges.

### 6.2 Pre-IPO placement

#### 6.2.1 Subscription from sponsor

Lecture Publications Limited, the Sponsor, has already subscribed Tk. 5,00,00,000/- (Taka five crore only) for 50,00,000 units of Tk. 10.00 each at par as per Rule 9 of the সিকিউরিটিজ ও এক্সচেঞ্জ কমিশন (মিউচুয়াল ফান্ড) বিধিমালা, ২০০১.

#### 6.2.2 Pre-IPO investors

The following institutions have subscribed Tk. 20,00,00,000/- (Taka Twenty Crore Only) for 2,00,00,000 (Two crore) units with each unit worth Tk. 10.00 (Taka ten) at par. These investments are subject to a 06 (six) months lock-in from the date of listing of the SEML Lecture Equity Management Fund on the Stock Exchanges.

Subscribers	No of Units	Amount (Tk.)
Investment Corporation of Bangladesh (ICB)	50,00,000	5,00,00,000
The Premier Bank Limited	50,00,000	5,00,00,000
The Farmers Bank Limited	1,00,00,000	10,00,00,000
<b>Total</b>	<b>2,00,00,000</b>	<b>20,00,00,000</b>

### 6.3 Public offer

20% of the Public Offer i.e. 50,00,000 units of Tk. 10.00 (ten) each totaling Tk. 5,00,00,000/- only are being reserved for Affected Small Investors, 10% of the Public Offer i.e. 25,00,000 units of Tk. 10 each totaling Tk. 2,50,00,000 are being offered to the nonresident Bangladeshis (NRBs), 10% i.e.

25,00,000 units of Tk. 10 each totaling Tk. 2,50,00,000/- are being reserved for Mutual Funds and the remaining 1,50,00,000 units of Tk. 10 each amounting to Tk. 15,00,00,000/- are being offered to the Resident Bangladeshis for subscription in cash in full on application.

## 6.4 Tax exemption

Investment in this Fund by individual investors will enjoy allowance at the rate 15% under section 44(2) [6<sup>th</sup> Schedule, Part B, Para 27] of Income Tax Ordinance, 1984.

## 6.5 Rights of the unit holders

1. Unit holders of the Fund have a proportionate right in the beneficial ownership of the assets of the Fund.
2. **Dividend:** All the unit holders have equal but proportionate right with respect to dividend. Dividend will be paid in Bangladeshi Taka only.
3. **Transfer of units:** Units are transferable. The transfer will be made by CDBL under electronic settlement process.
4. **Voting Right:** All the unit holders shall have usual voting rights. Voting right can be exercised in person or by proxy in a meeting held in connection with any proposal to amend the characteristics of the Fund or any other agenda of meeting called by the Trustee in the circumstances mentioned in the Trust Deed or the সিকিউরিটিজ ও এক্সচেঞ্জ কমিশন (সিউচুয়াল ফান্ড) বিধিমালা, ২০০১ In case of show of hands, every unit holder present in person or/and by proxy shall have only one vote and on a poll, every unit holder present in person and/or by a proxy shall have one vote for every unit of which he/she is the holder.
5. **Encashment:** The units will be listed with DSE and CSE. So investment in Fund will easily be encashable.

## 6.6 Beneficial interest

1. **Ownership:** The unit holders shall preserve only the beneficial interest in the trust properties on pro rata basis of their ownership of the Fund.
2. **Periodic Information:** All the unit holders of the Fund shall have the right to receive the Annual Report & Audited Accounts of the Fund. The Fund will calculate their NAV each week. Moreover, NAV of the Fund (according to cost and market price) will be informed to the Commission and to the DSE/CSE on the first business day of the week before the beginning of the trading hour. Furthermore, weekly NAV of the Fund is to be published in the notice board and website of the AMC's and as a press release to at least one daily national newspaper which covers capital market news.
3. **Accounts and Information:** The Fund's financial year will be closed on June 30th of every calendar year or as determined by the Commission. Annual report or major head of Income & Expenditure A/C and Balance Sheet in line with schedule VI of the সিকিউরিটিজ ও এক্সচেঞ্জ কমিশন (সিউচুয়াল ফান্ড) বিধিমালা, ২০০১, will be published within 45 (forty five) days from the closure of each accounting year.

Furthermore, the NAV, NAV per unit, any suspension or alteration of the calculation of NAV of the Fund will be published/ notified to DSE and CSE by the Asset Management Company.



## 7 Redemption/Winding up policy

### 7.1 Procedure of redemption/ winding up

1. The Fund shall be wound up on the expiry of the ten-year tenure of the Fund from the date of first listing.
2. The Fund may also be wound up on the happening of any event, which, in the opinion of the Trustee with approval from the Commission, requires the scheme to be wound up;
3. The Fund may also be wound up as per the rule, if the unit holders pass a resolution that the fund should be wound up;
4. The Fund may also be wound up if the Commission so directs in the interest of the unit-holders;
5. Where the Fund is to be wound up in pursuance to the above, the Trustee and the Asset Management Company shall give simultaneously separate notice of the circumstances leading to the winding up of the Fund to the Commission and the Stock Exchange(s) and if winding up is permitted by the Commission, shall publish in two national daily newspapers including a Bengali newspaper having circulation all over Bangladesh.

### 7.2 Manner of redemption/winding up

1. The Trustee shall call a meeting of the unit holders within the period stipulated by the বিধিমালা from the date of notice to consider and pass necessary resolutions by three-fourth majority of the unit holders present and vote at the meeting for authorizing the Trustee and/or AMC or the person authorized to take steps for winding up of the Fund. If it fails to have three-fourth majority mandate, the Commission shall have the power to supersede the mandate if situation demands such.
2. The Trustee shall dispose of the assets of the Fund at the best interest of the unit holders, provided that the proceeds of sale made in pursuance of the বিধিমালা, shall in the first instance be utilized towards discharge of such liabilities as are properly due under the Fund and after making appropriate provision for meeting the expenses connected with such winding up, the balance shall be paid to the unit holders in proportion to their respective interest in the assets of the Fund as on the date when the decision for winding up was taken.
3. Within the period stipulated by the বিধিমালা from the completion of the winding up, the Trustee shall forward to the Commission and the unit holders a report on the winding up containing particulars such as circumstances leading to the winding up, the steps taken for disposal of assets of the Fund before winding up, expenses of winding up, net assets available for distribution to the unit holders and a certificate from the auditor of the Fund.

### 7.3 Effect of redemption/winding up

On and from the date of the notice of the winding up of the Fund, the Trustee or the Asset Management Company as the case may be, shall

1. Cease to carry on any business activities of the Fund.
2. Cease to create and cancel units of the Fund.
3. Cease to issue and redeem units of the Fund.

## 8 Condition for public offer, allotment and application of units

### 8.1 Disclosure in respect of issuance of security demat form

As per provisions of the ডিপজিটরি আইন, ১৯৯৯, and regulations made there under, unit of the Fund will be issued in dematerialized form, only and, for this purpose, SEML Lecture Equity Management Fund has signed an agreement with the Central Depository Bangladesh Limited (CDBL). Therefore, all transfers/ transmissions, splitting or conversions will take place in the CDBL system.

### 8.2 Condition for Public Offer, Allotment and Application of units

#### 8.2.1 Issues of units

Subscribers	No of Units	Face Value (Tk.)	Amount (Tk.)	Remarks
Sponsor	50,00,000	10.00	5,00,00,000	Subscribed
Pre-IPO Placement	2,00,00,000	10.00	20,00,00,000	Subscribed
Resident Bangladeshis	1,50,00,000	10.00	15,00,00,000	Yet to be subscribed
Non-Resident Bangladeshis (NRBs)	25,00,000	10.00	2,50,00,000	Yet to be subscribed
Reserved for Mutual Funds	25,00,000	10.00	2,50,00,000	Yet to be subscribed
Reserved for Affected Small Investors	50,00,000	10.00	5,00,00,000	Yet to be subscribed
<b>Total</b>	<b>5,00,00,000</b>	<b>10.00</b>	<b>50,00,00,000</b>	

### 8.3 Minimum subscription for the issue

The target amount to be raised in respect of the Fund is Tk. 50,00,00,000/- (Taka fifty crore only) including Sponsors contribution and Pre-IPO Placement. As per সিকিউরিটিজ ও এক্সচেঞ্জ কমিশন (সিউসিআল ফান্ড) বিধিমালা, ২০০১, the minimum subscription will be 50 per cent of the Fund's target amount or minimum fund size of Tk. 50,00,00,000.00 (including Sponsor's contribution and pre-IPO Placement) whichever is higher. The Trustee and Asset Management Company shall be liable to refund to the entire amount collected if public subscription stands below Tk. 50,00,00,000/-.

### 8.4 Conditions of allotment

1. 25,00,000 units of Tk. 10 each will be allotted among the Non-Resident Bangladeshis (NRBs), 25,00,000 units of Tk. 10 each will be allotted among the Mutual Funds, Units of 5,000,000 (Five million) of Tk.10 each shall be reserved for Affected Small Investors and 1,50,00,000 units of Tk. 10 each will be allotted among Resident Bangladeshis.

2. In case of oversubscription, Strategic Equity Management Limited will conduct an open lottery of all the applications received.

### 8.5 Public Offer distribution system

#### 1. Public Offer system

- Units of Tk. 2,50,00,000.00 (two crore fifty lac) only** of total public offering shall be reserved for non-resident Bangladeshi (NRB), **Tk. 2,50,00,000.00 (two crore fifty lac) only** for Mutual Funds and collective investment schemes registered with the Commission, **Tk. 5,00,00,000.00 (five crore)** for Affected Small Investors and the remaining units of **Tk. 15,00,00,000.00 (fifteen crore) only** shall be opened for subscription by the general public;

- b. All securities/units stated in Para (a) shall be offered for subscription and subsequent allotment by the Asset Management Company subject to any restriction which may be imposed from time to time by the Bangladesh Securities and Exchange Commission;
- c. In case of **over subscription under any of the 4 (Four) categories** mentioned in Para (a), the Asset Management Company shall conduct an open lottery of all the applications received under each category **separately** in accordance with the BSEC's instructions;
- d. In case of **under subscription** under any of the 3 (three) categories [i.e. units of **Tk.2,50,00,000.00 (two crore fifty lac) only for NRB and units of Tk. 2,50,00,000.00 (two crore fifty lac) only for Mutual Funds and collective investment schemes and Tk. 5,00,00,000.00 (five crore) for Affected Small Investors**] mentioned in Para (a), the unsubscribe portion shall be added to the **general public category [units of Tk. 15,00,00,000.00 (fifteen crore) only]** and if after such addition, there is over subscription in the general public category, the Asset Management Company shall conduct an open lottery of all the applicants added together;
- e. The lottery as stated in Para (c) and (d) shall be conducted in presence of the authorized representatives of the BSEC, Stock Exchange(s) concerned, Sponsor, Asset Management Company, Trustee and the applicants.

## 8.6 Application for subscription

1. Application for units may be made for a minimum lot of 500 (five hundred) units to the value of Tk. 5,000/- (five thousand) and should be made on the Asset Management Company's Printed Application forms. Prospectus may be obtained from the registered office of the Asset Management Company, TREC Holders of the Dhaka Stock Exchange Limited, the Chittagong Stock Exchange Limited or Merchant Banks. Any application/buy instruction not meeting this criterion will not be considered for allotment purpose.
2. An applicant for units of mutual fund shall submit application/buy instruction to the Stockbroker/ Merchant Banker where the applicant maintains customer account, within the cut-off date (i.e. subscription closing date).
3. The application/buy instruction may be submitted in prescribed paper or electronic form, which shall contain the Customer ID, Name, BO Account Number, Number of Securities applied for, Total Amount and Category of the Applicant.
4. Application/buy instruction must be in full name of individuals or limited companies or trusts or societies and not in the name of firms, minors or persons of unsound mind. Application/buy instruction from insurance, financial and market intermediary companies and limited companies must be accompanied by Memorandum and Articles of Association.
5. Application must not be for less than 500 units and must be for multiples of 500 units. Any Application not meeting the above criteria will not be considered for allotment purpose.
6. Joint Application form for more than two persons will not be accepted. In the case of a joint Application each party must sign the Application form.
7. **Making of any false statement in the application or supplying of incorrect information therein or suppressing any relevant information shall make the Application liable to rejection and subject to forfeiture of Application money and/or forfeiture of the unit before or after issuance of the same by the Asset Management Company. The said forfeited Application money or unit will be deposited in account specified by the BSEC. This may be in addition to any other penalties as may be provided for by law.**

8. An applicant cannot submit more than two applications, one in his/her own name and another jointly with another person. In case, an applicant makes more than two applications, all applications will be treated as invalid and will not be considered for allotment purpose. In addition, whole or part of application money may be forfeited by the Commission.
9. Bangladeshi Nationals (including Non-Resident Bangladeshis residing/working abroad) shall be entitled to apply for Units.
10. Non-resident Bangladeshi (NRB) and Foreign applicants shall submit bank drafts (FDD), issued in favor of the Issuer/Mutual Fund for an amount equivalent to the application money, with their application to concerned Stockbroker/Merchant Banker. The draft (FDD) shall be issued by the Bank where the applicant maintains NITA/Foreign Currency account debiting the same account. No banker shall issue more than two drafts from any NITA/Foreign Currency account for any public issue. At the same time, the applicant shall make the service charge available in respective customer account maintained with the Stockbroker/ Merchant Banker.
11. The bank draft (FDD) shall be issued considering TT Clean exchange rate of Sonali Bank Ltd. on the date of publication of abridged version of prospectus.
12. The IPO subscription money collected from successful applicants (other than NRB applicants) by the Stockbrokers/Merchant Bankers will be remitted to the **Fund Manager's A/C No: 0104-1360000015, Account Name: SEML LECTURE EQUITY MANAGEMENT FUND, with The Premier Bank Limited, Banani Branch, Dhaka**, Bangladesh for this purpose
13. The IPO subscription money collected from successful NRB applicants in US Dollar or UK Pound Sterling or EURO shall be deposited to three FC accounts opened by the Company for IPO purpose are as follows:

SI No	Name of the FC Accounts	Account No	Bank & Branch	Currency
1	SEML LECTURE EQUITY MANAGEMENT FUND	0104-15200001651	The Premier Bank Ltd Banani Branch	US Dollar
2	SEML LECTURE EQUITY MANAGEMENT FUND	0104-15300000130	The Premier Bank Ltd Banani Branch	GBP
3	SEML LECTURE EQUITY MANAGEMENT FUND	0104-15400000057	The Premier Bank Ltd Banani Branch	EURO

১৪. তালিকাভুক্ত ক্ষতিগ্রস্ত ক্ষুদ্র বিনিয়োগকারীগণ সকল পাবলিক ইস্যুতে একক অথবা যৌথ হিসাবের যে কোনটি অথবা উভয়টি হতে সংরক্ষিত ২০% কোটায় আবেদন করতে পারবেন। তবে তারা ইচ্ছা করলে ক্ষতিগ্রস্ত সংরক্ষিত ২০% কোটায় আবেদন না করে সাধারণ বিনিয়োগকারীদের জন্য নির্ধারিত কোটায় আবেদন করতে পারবেন।”

**APPLICATIONS NOT IN CONFORMITY WITH THE ABOVE REQUIREMENTS AND THE INSTRUCTIONS PRINTED ON THE APPLICATION FORM ARE LIABLE TO BE REJECTED.**

## 8.7 Allotment

The AMC of the mutual fund reserves the right of accepting any application, either in whole, or in part. Within 02 (two) working days of conducting lottery, AMC shall issue allotment letters in the names of successful applicants in electronic format with digital signatures and send those to respective stock exchange(s) in electronic form on the next working day, stock exchanges shall distribute the information and allotment letters to the TREC Holders/ Merchant Bankers concerned in electronic format. The TREC Holders/ Merchant Bankers shall inform the successful applicant about the allotment of the units.

## 9 IPO Application Process

### 9.1 Step-1 (Applicant)

1. An applicant for public issue of securities shall submit application/buy instruction to the Stockbroker/ Merchant Banker where the applicant maintains customer account, within the cut-off date (i.e. the subscription closing date), which shall be the **25<sup>th</sup> (twenty fifth) working day** from the date of publication of abridged version of prospectus.
2. The application/buy instruction may be submitted in prescribed paper or electronic form, which shall contain the Customer ID, Name, BO Account Number, Number of Securities applied for, Total Amount and Category of the Applicant. At the same time:
  - a. Other than non-resident Bangladeshi (NRB) and Foreign applicants shall make the application money and service charge available in respective customer account maintained with the Stockbroker/Merchant Banker. No margin facility, advance or deferred payment is permissible for this purpose. In case the application is made through a margin account, the application money shall be deposited separately and the Stockbroker/Merchant Banker shall keep the amount segregated from the margin account, which shall be refundable to the applicant, if become unsuccessful.
  - b. Non-resident Bangladeshi (NRB) and Foreign applicants shall submit bank drafts (FDD), issued in favor of the mutual fund for an amount equivalent to the application money, with their application to the concerned Stockbroker/Merchant Banker. A Non-resident Bangladeshi (NRB) and Foreign applicant may also submit a single draft against 02(two) applications made by him/her, i.e. one in his/her own name and the other jointly with another person. The draft (FDD) shall be issued by the Bank where the applicant maintains NITA/Foreign Currency account debiting the same account. No banker shall issue more than two drafts from any NITA/Foreign Currency account for any public issue. At the same time, the applicant shall make the service charge available in respective customer account maintained with the Stockbroker/Merchant Banker.

### 9.2 Step-2 (Intermediary)

3. The Stockbroker/Merchant Banker shall maintain a separate bank account only for this purpose namely "Public Issue Application Account". The Stockbroker/Merchant Banker shall:
  - a) post the amount separately in the customer account (other than NRB and Foreign applicants), and upon availability of fund, block the amount equivalent to the application money;
  - b) accumulate all the application/buy instructions received up to the cut-off date, deposit the amount in the "Public Issue Application Account" maintained with its bank within the first banking hour of **next working day** of the cut-off date. In case of application submitted by the Stock-dealer or the Merchant Banker's own portfolio, the application amount should also be transferred to the "Public Issue Application Account";
  - c) instruct the banker to block the account for an amount equivalent to the aggregate application money and to issue a certificate in this regard.
4. Banker of the Stockbroker/Merchant Banker shall block the account as requested for, issue a certificate confirming the same and handover it to the respective Stockbroker/Merchant Banker.



5. For Non-resident Bangladeshi (NRB) and Foreign applicants, the Stockbroker/Merchant Banker shall prepare a list containing the draft information against the respective applicant's particulars.
6. The Stockbroker/Merchant Banker shall prepare category wise lists of the applicants containing Customer ID, Name, BO Account Number and Number of Securities applied for, and **within 03 (three) working days** from the cut-off date, send to the respective Exchange, the lists of applicants in electronic (text format with tilde '~' separator) format, the certificate(s) issued by its banker, the drafts received from Non-resident Bangladeshi (NRB) and Foreign applicants and a copy of the list containing the draft information.
7. **On the next working day**, the Exchanges shall provide the AMC with the information received from the Stockbroker/Merchant Bankers, the drafts submitted by Non-resident Bangladeshi (NRB) and Foreign applicants and the list containing the draft information. Exchanges shall verify and preserve the bankers' certificates in their custody.
8. The application/buy instructions shall be preserved by the Stockbroker/Merchant Bankers up to 6 months from listing of the securities with exchange.

### 9.3 Step-3 (AMC of Mutual Fund)

9. The Asset Management Company (AMC) shall prepare consolidated list of the applications and send the applicants' BOIDs in electronic (text) format in a CDROM to CDBL for verification. The AMC shall post the consolidated list of applicants on its website and websites of the Exchanges. CDBL shall verify the BOIDs as to whether the BO accounts of the applicants are active or not.
10. **On the next working day**, CDBL shall provide the AMC with an updated database of the applicants containing BO Account Number, Name, Addresses, Parents' Name, Joint Account and Bank Account information along with the verification report.
11. After receiving verification report and information from CDBL, the AMC shall scrutinize the applications, prepare category wise consolidated lists of valid and invalid applications and submit report of final status of subscription to the Commission and the Exchanges **within 10 (ten) working days** from the date of receiving information from the Exchanges.
12. The AMC of mutual fund shall conduct category wise lottery with the valid applications **within 03 (three) working days** from the date of reporting to the Commission and the Exchanges, if do not receive any observation from the Commission or the Exchanges.
13. The AMC of mutual fund shall arrange posting the lottery result on their websites within **06 (six) hours** and on the websites of the Commission and Exchanges within **12 (twelve) hours** of lottery.
14. Within **02 (two) working days** of conducting lottery, the AMC shall:
  - a) send category wise lists of the successful and unsuccessful applicants in electronic (text format with tilde '~' separator) format to the respective Exchange.
  - b) send category wise lists of unsuccessful applicants who are subject to penal provisions as per conditions of the Consent Letter issued by the Commission in electronic (text format with tilde '~' separator) format to the Commission and Exchanges mentioning the penalty amount against each applicant.
  - c) issue allotment letters in the names of successful applicants in electronic format with digital signatures and send those to respective Exchange in electronic form.



- d) send consolidated allotment data (BOID and number of securities) in electronic text format in a CDROM to CDBL to credit the allotted shares to the respective BO accounts.

#### 9.4 Step-4 (Intermediary)

15. **On the next working day**, Exchanges shall distribute the information and allotment letters to the Stockbroker/Merchant Bankers concerned in electronic format and instruct them to:
  - a) remit the amount of successful (other than NRB and Foreign) applicants to the AMC of mutual fund's respective Escrow Account opened for subscription purpose, and unblock the amount of unsuccessful applicants;
  - b) send the penalty amount of other than NRB and Foreign applicants who are subject to penal provisions to the mutual fund's respective Escrow Accounts along with a list and unblock the balance application money;
16. **On the next working day** of receiving the documents from the Exchanges, the Stockbrokers/Merchant Banker shall request its banker to:
  - a) release the amount blocked for unsuccessful (other than NRB and foreign) applicants;
  - b) remit the aggregate amount of successful applicants and the penalty amount of unsuccessful applicants (other than NRB and foreign) who are subject to penal provisions to the respective 'Escrow' accounts of the AMC opened for subscription purpose.
17. **On the next working day** of receiving request from the Stockbrokers/Merchant Bankers, their bankers shall unblock the amount blocked in the account(s) and remit the amount as requested for to the fund's 'Escrow' account.
18. **Simultaneously**, the stockbrokers/Merchant Bankers shall release the application money blocked in the customer accounts; inform the successful applicants about allotment of securities and the unsuccessful applicants about releasing their blocked amounts and send documents to the Exchange evidencing details of the remittances made to the respective 'Escrow' accounts of the fund. The unblocked amounts of unsuccessful applicants shall be placed as per their instructions. The Stockbroker/Merchant Banker shall be entitled to recover the withdrawal charges, if any, from the applicant who wants to withdraw the application money, up to an amount of Tk.5.00 (five) per withdrawal.
19. All drafts submitted by NRB or Foreign applicants shall be deposited in the Mutual fund's respective 'Escrow' accounts and refund shall be made by the AMC by refund warrants through concerned stockbroker or merchant banker or transfer to the applicant's bank account through banking channel within **10 (ten) working days** from the date of lottery.

#### 9.5 Miscellaneous

20. The AMC, Stockbrokers and Merchant Bankers shall jointly ensure compliance of the above.
21. The bank drafts (FDD) shall be issued considering TT Clean exchange rate of Sonali Bank Ltd. on the date of publication of abridged version of prospectus.
22. Amount deposited and blocked in the "Public Issue Application Account" shall not be withdrawn or transferred during the blocking period. Amount deposited by the applicants shall not be used by the 1Stockbrokers/Merchant Bankers for any purpose other than public issue application.
23. The AMC of Mutual Fund shall pay the costs related to data transmission, if claimed by the Exchange concerned up to an amount of Tk.2,00,000.00 (taka two lac) for a public issue.

24. The Stockbroker/Merchant Bankers shall be entitled to a service charge of Tk.5.00 (taka five) only per application irrespective of the amount or category. The service charge shall be paid by the applicant at the time of submitting application.
25. The Stockbroker/Merchant Banker shall provide the AMC with a statement of the remittance and drafts sent.
26. The AMC of Mutual Fund shall accumulate the penalty amount recovered and send it to the Commission through a bank draft/payment order issued in favor of the Bangladesh Securities and Exchange Commission.
27. The concerned Exchange are authorized to settle any complaints and take necessary actions against any Stockbroker/Merchant Banker in case of violation of any provision of the public issue application process with intimation to the Commission.

## 10 List of Eligible Intermediaries for IPO Application

### 10.1 DSE Stock Broker List

DSE Stockbrokers					
SL.No	Name of TREC Holder	TREC No.	SL.No	Name of TREC Holder	TREC No.
1	A .B Ispahani Securities Ltd.	1	51	UGC Securities Limited	54
2	S & H Equities Limited	2	52	Transcon Securities Ltd	55
3	Shyamol Equity Management Ltd.	3	53	Alpha Equities Ltd.	56
4	Phoenix Securities Limited	4	54	Hasan Securities Ltd	57
5	Harun Securities Ltd.	5	55	IDLC Securities Ltd	58
6	A. K. Khan Securities Ltd.	6	56	Green Delta Securities Ltd	59
7	Apex Investments Limited	7	57	Global Securities Ltd.	60
8	Crest Securities Ltd	8	58	NCCB Securities & Financial Services Ltd	61
9	International Leasing Securities Ltd.	9	59	Reliance Brokerage Services Ltd	62
10	Khwaja Equity Services Limited	10	60	Banco Securities Limited	63
11	Brac epl stock brokerage ltd.	11	61	Shahjahan Securities Limited	64
12	Pasha Capital Ltd.	12	62	ASENZ Securities Ltd	65
13	MAH Securities Limited	13	63	E-Securities Ltd.	66
14	DMR Securities Services Ltd.	14	64	Sinha Securities Limited	67
15	ACE Capital Management Service Ltd.	16	65	Popular Equities Ltd.	68
16	Adil Securities Ltd.	17	66	Mohammad Talha & Co Ltd	69
17	Greenland Equities Ltd.	18	67	First Capital Securities Ltd.	70
18	Azam Securities Limited	19	68	SBC Securities & Investment Ltd	71
19	BDBL Securities Ltd	20	69	H R Securities & Investments Limited	72
20	Royal Capital Ltd	21	70	Prudential Securities Limited	73
21	A. R Chowdhury Securities Ltd.	22	71	HAC Securities Limited	74
22	Ershad Securities Limited	23	72	Multi Securities & Services Limited	75
23	Vision Capital Management Ltd.	24	73	Square Securities Management Ltd.	76
24	Arena Securities Ltd.	25	74	Royal Green Securities Limited	77
25	EBL Securities Limited	26	75	R. N. Trading Limited	78
26	SAR Securities Ltd	27	76	PFI Securities Limited	79
27	Sadeque Finance Management Ltd	28	77	Latif Securities Ltd.	80
28	Kazi Firoz Rashid Securities Limited	29	78	Tamha Securities Limited	81
29	B. D Finance Securities Ltd.	30	79	Desa Securities Ltd	85
30	ETBL Securities & Exchange Ltd	31	80	MAM Securities Ltd	86
31	Bulbul Securities Ltd	32	81	Farida Raquib Securities Ltd	87
32	Ibrahim Securities Limited	33	82	Asia Securities Ltd	88
33	B & B Enterprise Limited	34	83	Uniroyal Securities Ltd	89
34	Rashid Investment Services Limited	35	84	Md. Fakhrul Islam Securities Ltd	90
35	Daulatunnessa Equities Limited	37	85	Md. Sahidullah Securities Limited	91
36	Quayum Securities Limited	38	86	Alhaj Securities & Stocks Limited	93
37	Shahiq Securities Ltd.(Shanta Securities Ltd.)	39	87	SIBL Securities Ltd	94
38	Haji Ahmad Brothers Securities Ltd.	41	88	Salta Capital Limited	95
39	Rapid Securities Limited	42	89	Jamal Ahmed Securities Ltd	97
40	AB & Company Limited	43	90	Dhanmondi Securities Ltd	98
41	M-Securities Ltd.	44	91	Country Stock (Bangladesh)	99
42	Federal Securities And Investment Ltd	45	92	ARC Securities Ltd	100
43	SAHCO Securities Limited	46	93	Dayton Holdings Ltd	101
44	Khurshid Securities Ltd.	47	94	Howlader Equity Services Limited	102
45	Aries Securities Ltd.	48	95	Prime Islami Securities Ltd	104
46	Al -Muntaha Trading. Co Ltd	49	96	Ali Securities Co. Limited	105
47	Imtiyaz Husain Securities Limited	50	97	Island Securities Ltd	106
48	S. B. Securities Limited	51	98	Islami Bank Securities Limited	107
49	M. Zubair Securities Limited	52	99	Remons Investment & Securities Ltd	108
50	Mian Abdur Rashid Securities Ltd.	53	100	Unique Share Management Ltd	109

### DSE Stockbrokers

SL.No	Name of TREC Holder	TREC No.	SL.No	Name of TREC Holder	TREC No.
101	Ettihad Securities Ltd	110	151	Mona Finan. Consultancy & Sec. Ltd	164
102	Surma Securities Holding Co. Ltd	111	152	Haji Mohammad Ali Securities Ltd	165
103	Nouvelle Securities Ltd.	112	153	Times Securities Ltd	166
104	CMSL Securities Limited	113	154	Khurshid Alam Securities Limited	167
105	Ahmed Iqbal Hasan Securities Ltd	114	155	Subvalley Securities Ltd	168
106	Nabiul Karim Securities Limited	115	156	Merchant Securities Limited	169
107	Murshed Securities Limited	116	157	Fareast Islami Securities Limited	170
108	A N F Management Company Limited	117	158	Shah Mohammad Sagir & Co. Ltd	171
109	Saad Securities Ltd	118	159	Tobarrak Securities Ltd	172
110	Dragon Securities Limited	119	160	Hazrat Amanat Shah Securities Ltd.	173
111	Sheltech Brokerage Limited	120	161	T. A. Khan Securities Co. Ltd	174
112	SCL Securities Limited	121	162	BLI Securities Limited	175
113	K-Securities and Consultants Ltd	122	163	Peoples Equities Ltd	176
114	Shahed Securities Ltd	123	164	Anchor Securities Ltd	177
115	A B S Safdar & Co. Ltd	124	165	Beximco Securities Limited	178
116	Rose Securities Ltd	125	166	JKC Securities Ltd	179
117	Dynamic Securities Consultants Ltd	126	167	Commerce Bank Securities and Inv. Ltd	180
118	Doha Securities Limited	127	168	UCB Capital Management Limited	181
119	R N I Securities Ltd	128	169	Nur-E-Alam Siddique & Company Ltd	182
120	ICB Securities Trading Company Limited	129	170	C-Maart Securities Limited	183
121	Thea Securities Ltd	130	171	Razzak Securities Ltd	184
122	Harpoon Securities Ltd	131	172	Delta Capital Limited	185
123	LankaBangla Securities Ltd	132	173	G M F Securities Ltd	186
124	DSFM Securities Ltd	133	174	Habibur Rahman Securities Ltd	187
125	Moshihor Securities Ltd	134	175	Globe Securities Limited	189
126	Kazi Equities Ltd.	135	176	Salam & Company Limited	190
127	Securities Broking & Mgt. Services Ltd	136	177	Eminent Securities Ltd	191
128	Alliance Securities & Management Ltd	137	178	IFIC Securities Ltd	192
129	Al-Haja Jahanara Securities Ltd.	138	179	DBL Securities Limited	193
130	ALOCO Securities Ltd	139	180	Parkway Securities Ltd	194
131	Hedayetullah Securities Ltd	140	181	Jahan Securities Ltd.	195
132	Midway Securities Ltd.	142	182	M&Z Securities Ltd.	196
133	K.H.B. Securities Ltd.	143	183	MTB Securities Ltd	197
134	City Brokerage Limited	145	184	Coast To Coast Securities Ltd	198
135	Cosmopolitan Traders (Pvt.) Ltd	146	185	Stock & Bond Limited	199
136	Fortune Securities (Pvt.) Ltd	147	186	Total Communication Ltd	200
137	Joytun Securities Intl. Ltd	148	187	AB Securities Ltd	201
138	Shakil Rizvi Stock Ltd	149	188	Prilink Securities Ltd	202
139	AHC Securities Limited	151	189	NBL Securities Limited	203
140	Bangladesh Shilpa Bank (BSB)	152	190	Synthia Securities Ltd	204
141	Bali Securities Ltd.	153	191	A. M. Securities and Financial Services	205
142	Indicate Securities Consultants Ltd	154	192	Modern Equity Limited	206
143	EMES Securities Ltd	155	193	United Enterprises & Co. Ltd	207
144	Standard Bank Securities Ltd	156	194	Oshadhi Securities Ltd	208
145	Gateway Equity Resources Ltd	157	195	Mondol Securities Ltd	209
146	Investment Promotion Services Limited	158	196	Wifang Securities Ltd	210
147	Peace Securities Ltd	159	197	AD Holdings Limited	213
148	Anwar Securities Ltd.	160	198	Pubali Bank Securities Ltd	214
149	Trustee Securities Ltd	162	199	Mika Securities Ltd	215
150	SES Company Limited	163	200	Sharp Securities Limited	216

### DSE Stockbrokers

SL.No	Name of TREC Holder	TREC No.	SL.No	Name of TREC Holder	TREC No.
201	Rasti Securities Consultant Ltd	217	218	AIBL Capital Market Services Ltd	234
202	Nexus Securities Limited	218	219	PHP Stock & Securities Ltd	235
203	Prime Bank Securities Limited	219	220	Premier Bank Securities Ltd	236
204	BRB Securities Limited.	220	221	Bank Asia Securities Limited	237
205	Treasure Securities Ltd	221	222	IIDFC Securities Limited	238
206	A. L. Securities Ltd	222	223	Dhaka Securities Ltd.	239
207	Mirror Financial Management Ltd	223	224	A N W Securities Ltd.	240
208	Mercantile Bank Securities Limited	224	225	One Securities Ltd.	241
209	Shohrab Securities & Trade Ltd	225	226	Trust Bank Securities Ltd.	242
210	FAREAST Stocks & Bonds Ltd	226	227	DLIC Securities Ltd	243
211	United Financial Trading Co. Ltd	227	228	NLI Securities Ltd	244
212	Conmark Limited	228	229	Meghna Life Securities and Investment Ltd	245
213	Modern Securities Ltd	229	230	Rupali Bank Securities Limited	246
214	Expo Traders Ltd	230	231	FBL Securities Ltd.	247
215	Akij Securities Ltd.	231	232	BD Sunlife Securities Ltd	248
216	Popular Life Insurance Company Ltd	232	233	Sterling Stocks & Securities Ltd	249
217	Shahjalal Islami Bank Securities Ltd	233	234	Uttara Bank Securities Limited	250

## 10.2 CSE Stock Broker List

CSE Stockbrokers					
SL.No	Name of TREC Holder	TREC No.	SL.No	Name of TREC Holder	TREC No.
1	Alpha Securities Ltd.	CSE 001	58	Sohel Securities Ltd	CSE 076
2	ISPI Securities Limited	CSE 002	59	Century Securities Ltd	CSE 079
3	Meenhar Securities Limited	CSE 003	60	International Leasing Securities Limited	CSE 080
4	South Asia Securities Limited	CSE 004	61	DBL Securities Limited	CSE 081
5	Island Securities Ltd	CSE 005	62	Unicap Securities Ltd.	CSE 082
6	Chittagong Capital Ltd.	CSE 006	63	Abacus Securities Ltd.	CSE 083
7	British Bangla Securities Ltd	CSE 008	64	Skys Securities Limited	CSE 084
8	Saya Securities Ltd.	CSE 010	65	Galaxy Capital Ltd	CSE 085
9	First Capital Securities Limited.	CSE 011	66	A M Securities and Financial Services	CSE 086
10	BREC EPL Stock Brokerage Ltd	CSE 013	67	Purabi Securities Ltd	CSE 087
11	Stock & Security Linkway Ltd	CSE 014	68	Reliance Brokerage Services Ltd	CSE 088
12	UCB Capital Management Ltd	CSE 015	69	D. N. Securities Ltd.	CSE 089
13	Adams Securities Limited	CSE 016	70	LankaBangla Securities limited	CSE 091
14	North West Securities Ltd	CSE 019	71	Square Securities Management Ltd	CSE 092
15	EBL Securities Ltd	CSE 021	72	Holy City Securities Ltd	CSE 093
16	Salta Capital Limited	CSE 022	73	Inter-Continental Securities Ltd	CSE 094
17	Azim Securities Ltd	CSE 023	74	PFI Securities Limited	CSE 095
18	Uttara Exchange And Securities Limited	CSE 024	75	International Securities Co. Ltd	CSE 096
19	Sylhet Metro City Securities Ltd.	CSE 025	76	Multi Securities & Services Limited	CSE 097
20	Be Rich Limited	CSE 027	77	EIC Securities Ltd	CSE 098
21	RAK Capital Ltd	CSE 028	78	Ten Star (PVT.) Limited	CSE 100
22	Nizams Shares & Securities Ltd	CSE 029	79	Secure Capital Limited	CSE 020
23	JIC Securities Ltd.	CSE 030	80	Mona Financial Consultancy and Securities Ltd	CSE 103
24	PHP Stocks & Securities Ltd.	CSE 031	81	Pubali Bank Securities Ltd.	CSE 105
25	A.A Securities Ltd	CSE 032	82	NC Securities Limited	CSE 107
26	Synet Securities Ltd	CSE 033	83	Moharam Securities Ltd	CSE 108
27	Pioneer Shares & Securities Ltd	CSE 034	84	Sanmar Capital Management Ltd	CSE 109
28	Vanguard Shares & Securities Ltd	CSE 036	85	Starport Securities Ltd	CSE 110
29	Hillcity Securities Ltd	CSE 037	86	Lotus Shares & Securities Ltd.	CSE 112
30	S.R.Capital Ltd	CSE 038	87	Cordial Securities Limited	CSE 113
31	Base Capital Ltd	CSE 040	88	Hassan Shares & Securities Ltd	CSE 114
32	Remons Investment & Securities Ltd.	CSE 042	89	Vantage Securities Ltd	CSE 115
33	United Financial Trading Company Ltd.	CSE 043	90	Megacity Securities Ltd	CSE 116
34	3A & Company Ltd.	CSE 044	91	Hallmark Securities Ltd	CSE 117
35	ZATL Securities Ltd.	CSE 045	92	IDLC Securities Ltd.	CSE 119
36	Hefazatur Rahman & Co. Ltd	CSE 046	93	Western Securities Investment Mgt. Ltd	CSE 120
37	Kishwar Securities Investment Ltd	CSE 047	94	Jesco Capital Management Ltd.	CSE 121
38	Impel Shares & Securities Ltd	CSE 049	95	First Lead Securities Ltd.	CSE 122
39	Mirpur Securities Limited	CSE 050	96	Far East Shares & Securities Ltd.	CSE 123
40	E-Securities Limited	CSE 052	97	S. N. Securities Ltd	CSE 125
41	Royal Capital Limited	CSE 053	98	Amin Securities & Consultants Ltd.	CSE 128
42	Habib Shares & Securities Ltd	CSE 054	99	Muntaha Shares & Capital Ltd	CSE 129
43	Prime Financial Consultants & Equities	CSE 055	100	Green Delta Securities Ltd	CSE 130
44	Kabir Securities Limited	CSE 056	101	Phoenix Securities Limited	CSE 131
45	Eastern Shares & Securities Ltd	CSE 058	102	NCCB Securities and Financial Services	CSE 132
46	Reliance Securities Consultant Ltd	CSE 059	103	City Brokerage Ltd	CSE 133
47	Chittagong Shares and Securities Ltd	CSE 060	104	Shahjalal Islami Bank Securities Limited	CSE 134
48	CMSL Securities Limited	CSE 061	105	Popular Life Insurance Company Ltd.	CSE 135
49	Prudential Capital Ltd	CSE 062	106	Premier Leasing Securities Ltd	CSE 136
50	Associated Capital Securities Ltd	CSE 063	107	Fareast Stocks & Bonds Limited	CSE 138
51	Platinum Securities Limited	CSE 064	108	AIBL Capital Market Services Ltd	CSE 139
52	Finvest Services Limited	CSE 066	109	SIBL Securities Limited	CSE 142
53	Super Shares & Securities Ltd	CSE 067	110	Prime Islami Securities Ltd	CSE 145
54	T.K. Shares & Securities Ltd	CSE 069	111	Islami Bank Securities Ltd	CSE 146
55	Ahmed Securities Services Ltd	CSE 070	112	Jamuna Bank Securities Ltd	CSE 147
56	Chowdhury Securities Ltd	CSE 073	113	ONE Securities Limited	CSE 148
57	Raja Securities Ltd	CSE 074	114	Jalalabad Securities Ltd	CSE 104



### 10.3 Merchant Bank List

<b>SL.No</b>	<b>Name of Merchant Bank</b>
1	AAA Finance & Investment Limited
2	AB Investment Limited
3	AFC Capital Ltd
4	AIBL Capital Management Ltd
5	Alpha Capital Management Ltd
6	BD Finance Capital Holdings Ltd
7	BLI Capital Limited
8	BMSL Investment Ltd
9	BRAC EPL Investments Limited
10	City Bank Capital Resources Ltd
11	EBL Investments Ltd.
12	EC Securities Limited
13	EXIM Islami Investment Ltd
14	FAS Capital Management Ltd
15	First Securities Services Ltd
16	First Security Islami Capital & Investment Ltd
17	Grameen Capital Management Ltd
18	Green Delta Capital Ltd.
19	ICB Capital Management Ltd
20	IDLC Investments Ltd.
21	IIDFC Capital Ltd
22	IL Capital Ltd
23	Imperial Capital Limited
24	Jamuna Bank Capital Management Ltd.
25	Janata Capital and Investment Ltd
26	LankaBangla Investments Ltd
27	MTB Capital Ltd
28	PLFS Investments Ltd
29	Prime Bank Investment Ltd
30	Prime Finance Capital Management Ltd
31	Rupali Investment Ltd.
32	SBL Capital Management Ltd.
33	Sonali Investment Ltd.
34	Southeast Bank Capital Services Ltd
35	Swadesh Investment Management Ltd.
36	Trust Bank Investment Limited
37	UniCap Investments Limited
38	Uttara Finance and Investment Ltd.
39	Agrani Equity & Investment Limited
40	Banco Finance and Investment Limited
41	BetaOne Investments Limited
42	CAPM Advisory Limited
43	GSP Investments Limited
44	RACE Portfolio & Issue Management Limited
45	Royal Green Capital Market Limited



