



“মুজিববর্ষের অঙ্গীকার
উন্নয়ন-অর্থায়নের উৎস হবে পুঁজিবাজার”

Bangladesh Securities and Exchange Commission

BSEC/CI/QIO-SC-07/2021/484

August 16, 2021

Managing Director

Oryza Agro Industries Limited (OAIL)

House # 259 (1st Floor), Road # 03, Baridhara DOHS,
Dhaka-1206

Manager to the Issue:

CEO & Managing Director

Imperial Capital Limited

Saiham Sky View Tower (3rd Floor),
45 Bijoy Nagar, Dhaka-1000.

Managing Director & CEO

City Bank Capital Resources Limited

City Centre (Level-14), Unit ID:13D
90/1 Motijheel C/A, Dhaka-1000

Subject: Consent for raising of capital through Qualified Investor Offer (QIO) and issuance of prospectus by Oryza Agro Industries Limited.

Dear Sir,

This refers to your application dated April 25, 2021 and subsequent submission of draft prospectus 'Due Diligence Certificates' and the audited Financial Statements of the Issuer Company as on December 31, 2020 along with Auditor's Report thereon by the Company's Auditors, namely Kazi Zahir Khan & Co. Chartered Accountants.

The Commission hereby accords its consent **along with the vetted prospectus** under section 2A, Sub-sections (2)(a) and (2)(b), read with section 2B of the Securities and Exchange Ordinance, 1969 and the Bangladesh Securities and Exchange Commission (Qualified Investor Offer by Small Capital Companies) Rules, 2018, based on all the above documents and information provided to the Commission, to issue 10,000,000 ordinary shares at Tk. 10.00 each at par totaling to Tk. 100,000,000/- (taka Ten crore) for qualified investor offer, through issuance of the vetted prospectus of **Oryza Agro Industries Limited** hereinafter referred to as 'issuer' or 'company'), subject to the following conditions imposed under section-2CC of the said Ordinance:-

1. The Company shall follow all requirements of the Securities and Exchange Ordinance, 1969, the Bangladesh Securities and Exchange Commission (Qualified Investor Offer by Small Capital Companies) Rules, 2018, the Depository Act, 1999 and other securities Laws, Rules & Regulations for Qualified Investor Offer (QIO) regarding processing of application, subscription, refund, allotment, listing and trading;
2. Subscription period for qualified investor shall be opened within 15 (fifteen) working days from date of consent letter. After fixing subscription period, Issuer and Issue Manager shall inform to the Commission, Exchanges and Qualified Investors accordingly;

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3. The issue manager(s) shall carefully examine and compare the issued prospectus vetted by the Commission. If any discrepancy is found, both the issuer and the issue manager shall jointly communicate with the qualified investor immediately, simultaneously endorsing copies thereof to the Commission and the Exchanges concerned. The company shall submit **40 (Forty)** copies of the printed prospectus to the Commission for official record within **5 (Five) working days** from the date of consent letter;
4. The issuer company and the issue manager shall ensure transmission of the vetted prospectus for NRBs through email to the Bangladesh Embassies and Missions abroad within **5 (Five) working days** from the date of consent letter. A compliance report shall be submitted in this respect to the Exchanges jointly by the Issuer and the Issue Manager within **02 (Two) working days** from the date of said transmission of the prospectus;
5. Qualified investors shall submit an application through the electronic subscription system of the exchange(s) and deposit the full amount intended to subscribe by the method as determined by exchange(s). The Issuer, issue manager and exchange(s) shall post the said subscription method on their **websites**;
6. **A qualified investor cannot submit more than one application. In case, an applicant submits more than one application, all applications shall be treated as invalid and shall not be considered for allotment purpose.** The minimum application amount shall be Tk.2,00,000/- (Taka two lac only) or its multiples;
7. The stock exchanges shall complete the listing procedure and start of trading of securities within **15 (fifteen) working days in case of over-subscription whereas within 25 (twenty five) working days in case of under-subscription** from the closure of subscription period;
8. In case of over-subscription, The Exchange shall refund excess amount to the qualified investor and send final allotment list through e-mail to the allottees, issuer and issue manager within **3 (three) working days** from the closure of subscription period;
9. The Issuer shall issue allotment letters in the names of allottees in electronic format with digital signatures and credit the allotted shares to the respective BO accounts on the basis of allotment data (BOID and number of securities) via their CDBL VeDAS Terminal within **5 (five) working days** of receipt of the final allotment list from the exchange;
10. The exchange shall transfer the issue proceeds to the issuer bank account before starting trading of the securities;
11. As per provision of the Depository Act, 1999 & Regulations made thereunder, shares will only be issued in dematerialized condition. All transfer/transmission/splitting will take place in the depository system of Central Depository Bangladesh Limited (CDBL) and any further issuance of shares (including rights/bonus) will be made in dematerialized form only;
12. The Issuer shall pay the costs related to process the qualified Investors subscription and allotment, if claimed by the Exchange, concerned up to an amount of Tk. 200,000/- (Taka Two Lac only). Moreover Exchange(s) shall not claim any cost to qualified investors;
13. Individual investors shall consider as Qualified Investor who allows to submit application through the Electronic Subscription System (ESS) of the exchange(s) shall maintain a minimum investment of Tk. 1,00,00,000/- (Taka one crore only) in the listed securities (matured securities) at market price (the close price of both Exchanges whichever is higher) as on the end of a working day which is immediately preceded by **5 (five) working days** from the first day of starting the subscription. Exchanges shall send the list of BO Accounts who have applied in the QIO to the Central Depository Bangladesh Limited (CDBL). CDBL shall verify the list of BO Accounts provided by the Exchange(s) regarding investment of general applicants in listed securities;

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14. The QIO shall stand cancelled in case of under-subscription collectively above 50%, in such an event, the issuer and issue manger shall inform the Commission **within 2 (two) working days** and release the subscription money within 5(five) working days after receiving verification report from CDBL and the information from exchanges regarding subscription;
15. If any share of Sponsors/Directors/Promoters is in paper format, it shall be handed over to securities custodian registered with the Commission and shall remain held till completion of lock-in period and the name of the securities custodian shall be furnished to the Commission jointly by the issuer and issue manager, along with a confirmation thereof from the custodian, within one week of listing of the shares with the stock exchange(s). Otherwise, those shares (shares of Sponsors/ Directors/ Promoters) can be dematerialized and shall remain in lock-in under CDBL system and the issuer shall submit a dematerialization confirmation report generated by CDBL system and attested by Managing Director of the company along with the lock-in confirmation to the Commission within one week of listing of the shares with the stock exchange(s). In respect of shares other than Sponsors/Directors/Promoters, the issuer will ensure their lock-in of those shares and submit a statement to this effect to the Commission;
16. The company shall not declare any dividend/bonus shares before listing with any Exchange from the date of this consent letter;
17. The company shall not declare any stock dividend/bonus shares within 3 (three) years from the first trading day at the exchanges;
17. In the event of arising issues concerning Price Sensitive Information as defined under the সিকিউরিটিজ ও এক্সচেঞ্জ কমিশন (সুবিধাভোগীব্যবসানিষিদ্ধকরণ) বিধিমালা ১৯৯৫ after publication of the abridged version of prospectus and before listing of its securities with any Exchange, the company shall disseminate/transmit/submit the information as price sensitive in accordance with the Commission's Notification No. SEC/SRMI/200-953/1950 dated October 24, 2000;
18. All transactions, excluding petty cash expenses, shall be effected by crossed cheques or bank transfers. The proceeds shall not be used for any purpose other than those specified in the prospectus without any valid ground. Any deviation in this respect of purpose and time must have prior approval of at least 51% of the public shareholders, other than sponsors and directors, in a general meeting through a Board approved agenda thereon and due notification to the shareholders. Before the said general meeting, such deviation as recommended by the Board of Directors shall be published as price-sensitive information with detailed description and reasons for such deviation. If approved by the shareholders, the meeting resolution shall be submitted to the Commission along with reasonable explanations and the decision shall be published as price-sensitive information;
19. The utilization of fund collected through Qualified Investor Offer shall be effected through banking channel, i.e. through account payee cheque, pay order or bank drafts etc. The company shall furnish status report on utilization of Public Offering proceeds audited by panel auditor of the Commission and authenticated by the board of directors to the Commission and the Exchanges within 15 (Fifteen) days of the closing of each half year until such fund is fully utilized, as mentioned in the schedule contained in the prospectus. The issuer shall simultaneously post the status report in its website and Exchanges shall also post the same in company information contained in websites of the Exchanges. In the event of any irregularity or inconsistency, the Commission may employ or engage any person to examine whether the issuer has utilized the proceeds for the purpose disclosed in the prospectus;
20. The company shall not engage itself into any merger/amalgamation or acquisition activities without taking "No Objection" from the Commission, on the scheme of the said merger/amalgamation or acquisition, as recommended by the Board of Directors, before approval by the shareholders in General Meeting;



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21. The concerned Exchanges are authorized to settle any complaints and take necessary actions against any violation of any provision of the qualified investor offer application process with intimation to the Commission;
22. The issuer and the issue manager shall ensure due compliance of all the above conditions, and the listing regulations of the Exchanges. Moreover, the Commission may impose further conditions/restrictions etc. from time to time as and when considered necessary which shall also be binding upon the issuer company;
23. **Only the Qualified Investors are eligible to participate in trading of securities in SME trading platform.**

Thanking you.

By order of the Bangladesh Securities and Exchange Commission,

Asif Iqbal 16.08.21

Mohammad Asif Iqbal
Deputy Director
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Distribution: (not listed on the basis of seniority)

- i. Managing Director, Dhaka Stock Exchange Limited;
- ii. Managing Director, Chittagong Stock Exchange Limited;
- iii. Managing Director & Chief Executive Officer, CDBL;
- iv. Kazi Zahir Khan & Co., Chartered Accountants;
- v. CEO & Managing Director, Imperial Capital Limited;
- vi. Managing Director & CEO, City Bank Capital Resources Limited

Copy to (not listed on the basis of seniority):

- i. Chairman, National Board of Revenue;
- ii. Registrar of Joint Stock Companies & Firms;
- iii. Head of all Departments, BSEC;
- iv. Office of the Chairman, BSEC; and
- v. Office of the Commissioners, BSEC.