



BANGLADESH SECURITIES AND EXCHANGE COMMISSION

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

BSEC/MF & SPV/MF-332/2023/1704

Date: 17 August 2023

Managing Director

Capitec Asset Management Limited (**Asset Management Company**)

Padma Life Tower, 10th Floor (Lift-09)

115, Kazi Nazrul Islam Avenue

Bangla Motor, Dhaka-1000

Managing Director

Grameen Bank (**Sponsor**)

Grameen Bank Bhaban, Mirpur-2,

Dhaka-1216

Managing Director

Investment Corporation of Bangladesh (**Trustee & Custodian**)

BDBL Bhaban (12-15th Floors)

8, Rajuk Avenue, Dhaka-1000 ;

Subject: Approval for issuance of draft prospectus and Abridged Version of 'Capitec Grameen Bank Growth Fund' (Close-end).

Dear Sir,

With reference to your letter dated 11 June 2023 ref: CAM/CGBGF/2023/254) and subsequent correspondences concerning the above subject, which contains, among others, an authenticated draft prospectus, 'Due Diligence Certificates' and 'Declaration' issued by the Sponsor, Asset Management Company (AMC), Trustee and the Custodian. The Commission is pleased to accord its approval under the সিকিউরিটিজ ও এক্সচেঞ্জ কমিশন (মিউচুয়াল ফান্ড) বিধিমালা, ২০০১, to the offer/issue of 'Capitec Grameen Bank Growth Fund' (Close-end) based on the documents and information of the Fund provided to the Commission worth Tk. 200.00 (Two Hundred) crore {Tk. 100.00 crore for Sponsor, TK. 20.00 crore Eligible Investors (including CISs), Tk. 5.00 crore Reserved for Mutual Funds, Tk. 5.00 crore for Non-Resident Bangladeshis (NRBs) and Tk. 70.00 crore for others} for Public Offering through issuance of prospectus subject to the following conditions imposed under section-2CC of the said Ordinance, as mentioned under Part-A, B, C and D namely:-

PART-A

1. The Fund shall go for Initial Public Offer (IPO) for 10,00,00,000 units at Tk. 10.00 each at par totaling to Tk. 100.00 (one hundred) crore following the সিকিউরিটিজ ও এক্সচেঞ্জ কমিশন (মিউচুয়াল ফান্ড) বিধিমালা, ২০০১, the Bangladesh Securities and Exchange Commission (Public Issue) Rules, 2015, the ডিপজিটরি আইন, ১৯৯৯ and regulations issued there under;
2. The abridged version of prospectus, as approved and vetted by the Commission, shall be published by the AMC in **02 (two)** national daily newspapers (Bangla and English) within **05 (five) working days** from the date of issuance of this consent letter. The AMC shall post the full prospectus, vetted by Commission, in the AMC's website and shall also put on the websites of the Commission, stock exchanges, and the AMC within **2 (two) working days** of publication of prospectus in the newspaper and shall remain posted till the closure of the subscription list. The AMC shall submit to the Commission and the stock exchanges a diskette containing the text of the vetted prospectus in "MS -Word" format;

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3. Sufficient copies of the Prospectus shall be made available by the AMC 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 AMC. 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 **20 (twenty) working days** after the Prospectus has been published;
4. The AMC shall submit **40 (Forty)** copies of the printed prospectus to the Commission for official record within **05 (Five) working days** from the date of publication of the abridged version of the prospectus in the newspapers;
5. The AMC shall ensure transmission of the prospectus and its abridged version for NRBs through email to the Bangladesh Embassies and Missions abroad within **05 (Five) working days** from the date of publication of the of the prospectus in the newspapers. A compliance report shall be submitted in this respect to the Commission by the AMC within **02 (Two) working days** from the date of publication of the abridged version of the prospectus in the newspapers;
6. The paper clipping of the published Prospectus all other published documents/notices regarding the Scheme shall be submitted to the Commission within **24 (twenty-four)** hours of publication thereof;
7. The AMC shall maintain a 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 Bangladeshis (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 Bangladeshis (NRBs) 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 concerned Bangladesh Embassy/High Commission to the effect that no visa is required for traveling to Bangladesh;
8. The AMC 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 **07 (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. The following declaration shall be made by the AMC in the prospectus, namely: -

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

“None of the Stock Exchange(s), if for any reason, grants listing within **20 (twenty) working days** from the closure of subscription, any allotment in terms of this Prospectus shall be void and the Asset Manager 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 **20 (twenty) working days**, as the case may be.

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

The Asset Manager, 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 7 (Seven) days** of expiry of the aforesaid **15 (Fifteen) days**’ time period allowed for refund of the subscription money.



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The stock exchanges shall complete the listing procedure and start of trading of securities within **20 (twenty) working days** from the closure of subscription.”

11. Each General Applicant (General Public and Non-resident Bangladeshi applicants) who intends to submit application through the Electronic Subscription System (ESS) of the exchange(s) shall maintain a minimum investment of Tk. 50,000/- (Taka fifty thousand 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 **05 (five) working days** from the first day of starting the subscription. **The application amount shall be Tk.10,000/- (Taka ten thousand only) or multiple of it.** Exchanges shall send the list of BO Accounts who have applied in the IPO to the Central Depository Bangladesh Limited (CDBL). CDBL shall verify the list of BO Accounts provided by the Exchanges regarding investment of general applicants in listed securities;
12. The subscription list shall be opened and the sale of securities commenced after **20 (twenty) working days** of the publication of the prospectus;
13. The IPO shall stand cancelled in case of under-subscription collectively above **35% (thirty five percent)** or if/in case at least **50% (fifty percent)** of the targeted amount is not subscribed. In such an event, the AMC shall inform the Commission within **02 (two) working days** and release the subscription money within **07 (seven) working days** after receiving verification report from CDBL and the information from exchanges regarding subscription;
14. If the AMC fails to collect the minimum **50% (fifty percent)** of the targeted amount, the AMC shall refund the subscription money within **30 (thirty) days** from the closure of subscription without any deduction. In case of failure, the AMC shall refund the same with an interest **@ 18% per annum** from its own account within the next month according to বিধি ৪৮ of the সিকিউরিটিজ ও এক্সচেঞ্জ কমিশন (মিউচুয়াল ফান্ড) বিধিমালা, ২০০১;
15. a) The AMC should ensure compliance of the বিধি ৪৬ of the সিকিউরিটিজ ও এক্সচেঞ্জ কমিশন (মিউচুয়াল ফান্ড) বিধিমালা, ২০০১;
b) The Scheme will be formed and the subscribed money should be transferred from the Escrow Account to Operational Account of the Fund if it complies the বিধি ৪৬ of the সিকিউরিটিজ ও এক্সচেঞ্জ কমিশন (মিউচুয়াল ফান্ড) বিধিমালা, ২০০১.
16. a) **Under Eligible Investors (EIs): 5% (five percent) of total public offering shall be reserved for Mutual Funds and 20% (twenty percent) of total public offering shall be reserved for other Eligible Investors (including CIs);**
b) **5% (five percent) of total public offering shall be reserved for Non-Resident Bangladeshis (NRBs), and the 70% (seventy percent) shall be reserved for subscription by others General public.**
17. 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 shall be treated as invalid and shall not be considered for allotment purpose. In addition, **15% (fifteen)** of the application money shall be forfeited and deposited to the Commission by the exchange(s) and the balance amount shall be refunded to the applicant;
18. The applicants who have applied for more than two applications using same bank account, their applications shall not be considered for allotment purpose. In addition, **15% (fifteen)** of their



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- subscription money shall be forfeited and deposited to the Commission by the exchange(s). The balance amount shall be refunded to the applicants;
19. 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% (twenty-five)** 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 sale proceeds of forfeited shares (unit) shall be deposited to the Commission by the exchange(s). This is in addition to any other penalties as may be provided for by the law;
20. **Public Offer distribution system:**
- a) Out of public offering TK. 20.00 crore Eligible Investors (including CISs), Tk. 5.00 crore Reserved for Mutual Funds, Tk. 5.00 crore for Non-Resident Bangladeshis (NRBs) and Tk. 70.00 crore for others;
- 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) If the public offer is under-subscribed by any category of investors, the under-subscribed portion of the offer can be subscribed by the oversubscribed portion, if any, of another category of investors on a pro-rata basis;
21. The AMC shall furnish the list of allottees to the Commission and the stock exchange(s) simultaneously in which the Fund will be listed, within **24 (Twenty-Four) hours** of allotment;
22. Each Eligible Investor (EI) who intends to submit application through the Electronic Subscription System (ESS) of the exchange(s) shall maintain a minimum investment of **Tk. 1,50,00,000/- (Taka one crore fifty lac)** for approved pension funds, recognized provident funds and approved gratuity fund and other EIs of **Tk. 3,00,00,000/- (Taka three crore)** 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 **05 (five) working days** from the first day of starting the bidding as per clause (e) of sub-rule (1) of rule 2 of the Bangladesh Securities and Exchange Commission (Public Issue) Rules, 2015. Exchanges shall send the list of BO Accounts who have applied in the IPO to the Central Depository Bangladesh Limited (CDBL). CDBL shall send a report to the Exchanges on the basis of the list of BO Accounts provided by the Exchanges regarding holding of EIs in listed securities and the Exchange shall ensure the compliance in this regard;
23. Unit certificates for **100% of the Sponsor's contribution** amount to **Tk. 100,00,00,000/- (one hundred crore)** shall be subject to a lock-in period of **01 (one) year** from the date of listing in the Stock Exchange(s) and then **1/10th** of the Sponsor's contribution only shall be subject to a lock-in period of full tenure of the Fund;
24. All Pre-IPO placement will be in **06 (six) months lock-in** period from the date of listing of the Fund;
25. The Scheme shall maintain **escrow bank account** for the 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 Fund shall not be involved in option trading, short selling or carry forward transactions;



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27. A duly audited annual financial statements including statement of financial position, statement of profit or loss and other comprehensive income, statement of cash flows, statement of changes in unit holders' equity, and accompanying accounting policies and notes to the financial statements of the fund, and for each scheme of the Fund, once a year, shall be submitted to the Commission, Trustee and Custodian **within 03 (three) months** from the end of the financial year;
28. A half yearly financial statements shall be submitted to the Commission along with the Exchanges and published in at least one national daily newspaper within **30 (thirty) days** from the end of the period;
29. A quarterly un-audited financial statement shall be submitted to the Commission and published on its websites within **30 (thirty) days** from the end of the quarter of the financial year;
30. A monthly statement of portfolios, including changes therein from the previous period shall be submitted to the Commission within **07 (seven) days** from the end of the month;
31. The Fund shall, before expiry of **07 (seven) days** from the end of each month, disclose for all unit holders a complete statement of portfolios of the Fund, or a scheme of the Fund, in the prescribed form and shall upload the same on its website;
32. An annual report and details of investment and savings of the Fund shall be submitted to the Commission, Trustee and Custodian of the Fund within **90 (ninety) days** from the closure of the accounts;
33. 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;
34. Net Asset Value (NAV) of the Fund shall be calculated at fair value on a weekly basis and be disclosed to the Commission along with the Exchanges and in the website of the AMC;
35. BSEC may appoint auditors for special audit/investigation on the affairs of the Fund, if it so desires.

PART-B **Application Process**

Step-1 (Applicant):

1. An applicant for public issue of securities shall submit an 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 **25th (twenty fifth) working day** from the date of publication of an abridged version of the 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, Total Amount and Category of the Applicant.;
 - a) Eligible 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);
 - b) The General Public and Non-resident Bangladeshi (NRB) applicants shall submit the application in the electronic subscription system of the exchange(s) through the Stockbrokers/Merchant Bankers where the applicant maintains customer account.

Step-2 (Intermediary):

3. The registered Stock broker/Merchant Banker in the ESS shall:
 - a) Post the amount separately in the customer account equivalent to the application money;
 - b) Accumulate all the applications/buy instructions received up to the cut-off date and transfer the amount to their respective Consolidated Customer Account.



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4. The registered Stockbroker/Merchant Banker in the ESS shall prepare category wise lists of the applicants containing Customer ID, Name, BO Account Number and within **3 (three) working days** from the cut-off date, upload to the ESS, the lists of applicants in electronic (text format with tilde '~' separator) format, deposit the full amount received from the General Public and Non-Resident Bangladeshi (NRB) applicants by the method as determined by exchange(s);
5. The application/buy instructions shall be preserved by the Stock broker/Merchant Bankers up to **06 (six) months** from listing of the securities with the exchange;
6. The Exchanges shall prepare a consolidated list of the applications and send the applicants' BOIDs in electronic (text) format in a CDROM to CDBL for verification on the next working day. CDBL shall verify the BOIDs as to whether the BO accounts of the applicants are active or not, verify more than two applications by an individual; verify more than two applications using same bank account and investment criteria;
7. **On the next working day**, CDBL shall provide the Exchanges with an updated database of the applicants containing BO Account Number, Name, Addresses, Parent s' Name and Joint Account information along with the verification report;
8. After receiving verification report and information from CDBL, the Exchanges shall scrutinize the applications, prepare category wise consolidated lists of valid and invalid applications **within 05 (five) working days**;
9. **Within next working day**, the Exchanges shall provide the Commission and the AMC with the soft copy of subscription result.

Step-3 (AMC of Mutual Fund):

10. The AMC shall post the final status of subscription on their **websites within 06 (six) hours** and on the websites of the Commission and Exchanges **within 12 (twelve) hours** of receiving information by the Commission and the Exchanges;
11. Within **03 (three) working days** of receipt of the subscription result, the AMC and Exchanges shall:
 - a) Process pro-rata allotment of securities to the General Public and Non-Resident Bangladeshi (NRB) applicants;
 - b) Prepare category wise lists of invalid 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 mentioning the penalty amount against each applicant;
 - c) The AMC shall issue allotment letters in the names of allottees in electronic format and
 - d) The AMC shall 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.

Step-4 (Intermediary):

12. **On the next working day**, Exchanges shall:
 - a) remit the number of allotted applicants to the AMC's respective Escrow Account opened for subscription purpose;
 - b) send the penalty amount who are subject to penal provisions to the AMC's respective Escrow Accounts along with a list; and

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- c) distribute the information and allotment letters to the stock broker/Merchant Bankers concerned in electronic format with a request to refund the balance application money.
13. **On the next working day** of receiving the documents from the Exchanges, the Stockbrokers/Merchant Bankers shall refund the excess application money in the customer accounts and inform the applicants about allotment of securities.

Miscellaneous:

14. The AMC, Stockbrokers, Merchant Bankers and the Exchanges shall ensure compliance of the above;
15. The AMC shall pay the costs related to process the Eligible Investors allotment if claimed by the Exchange concerned up to an amount of **Tk. 2,00,000/- (Taka Two Lac)** only and **Tk. 8,00,000/- (Taka Eight Lac)** only for processing the applications of General Public and Non-Resident Bangladeshi (NRB) applicants if the subscription amount crosses the IPO amount by 4 (four) times or above;
16. The Stockbroker/Merchant Bankers shall be entitled to a service charge of **Tk. 05/- (Taka Five)** only per application irrespective of the amount or category for the service provided till withdrawal of the money. The service charge shall be paid by the applicant at the time of submitting an application;
17. The Exchanges shall provide the AMC with a statement of the remittance;
18. The AMC shall send the penalty amount to the Commission through a bank draft/payment order issued in favor of the Bangladesh Securities and Exchange Commission;
19. The concerned Exchanges 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.

PART-C

1. The AMC (i.e. Capitec Asset Management Limited) shall ensure that the prospectus/abridged version of prospectus is published correctly and in strict conformity without any error/omission, as vetted by the Bangladesh Securities and Exchange Commission;
2. The AMC shall carefully examine and compare the published prospectus and its abridged version on the date of publication with the copies vetted by the Commission. If any discrepancy is found, both the AMC shall publish a corrigendum immediately in the same newspapers concerned, simultaneously endorsing copies thereof to the Commission and the Exchanges concerned. In this regard, the AMC shall submit a compliance report to the Commission within **5 (five) working days** from the date of such publications;
3. The Fund collected through Initial Public Offer shall not be utilized prior to listing with the Exchange(s) and that utilization of the said fund shall be affected through banking channel, i.e. through account payee cheque, pay order or bank drafts etc.;
4. The Sponsor and the AMC shall immediately after publication of 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;
5. The sponsor and the AMC shall simultaneously submit to the Commission an attested copy of the application filed with Stock Exchange(s) for listing of the securities.

PART-D



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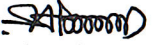
1. As per provision of the ডিপজিটরি আইন, ১৯৯৯ & regulations made there under, shares will only be issued in dematerialized condition. All transfer/transmission/splitting will take place in the depository system of Central Depository Bangladesh Limited (CDBL) and any further issuance of shares (including rights/bonus) will be made in dematerialized form only;
2. The AMC shall ensure due compliance of all the above conditions, the 'Bangladesh Securities and Exchange Commission (Public Issue) Rules, 2015', the সিকিউরিটিজ ও এক্সচেঞ্জ কমিশন (মিউচুয়াল ফান্ড) বিধিমালা, ২০০১ and the listing regulations of the Exchanges;

Please ensure that the following is also adhered to:

1. After due approval by the Trustee regarding issue and formation expenses, the AMC shall submit in details along with supporting documents to the Commission regarding issue and formation expenses within **15 (fifteen) days** of operation of the Fund. The Auditor of the fund shall also put opinion about the above expenses in the initial financial statements of the fund;
2. The Investment Policy and Guidelines and information on constituent of Investment Committee of the Fund approved by the Board shall be submitted to the Commission within **30 (thirty) days** from the received of the consent letter. The Investment Policy and Guideline shall include, among others, the investment delegation power of the Chief Executive Officer and the Committee separately along with meeting resolution regarding process;
3. Bank Statement along with the subscribers list, copies of agreements with Custodian and Selling Agents (if applicable) shall be submitted to the Commission within **15 (fifteen) days** of the completion of the subscription;
4. The enclosed draft prospectus and abridged version of prospectus, as submitted by you and vetted by the Commission, shall be revised to ensure that all the conditions/information in the prospectus and abridged version of prospectus are in conformity with this letter of approval;
5. 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;
6. 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.

Full Prospectus vetted by the Commission enclosed herewith for taking necessary actions at your end.

For Bangladesh Securities and Exchange Commission,

 17.08.23
Md. Sakil Ahmed
Assistant Director
Investment Management Division
Email: sakil@sec.gov.bd



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Enclosure: Vetted Prospectus and abridged version of prospectus.

Copy to:

1. Office of the Chairman, BSEC;
2. Office of the Commissioners, BSEC;
3. Managing Director, Dhaka Stock Exchange Limited;
4. Managing Director, Chittagong Stock Exchange Limited;
5. Managing Director & CEO, CDBL & CCBL;
6. Head of all Departments, BSEC and;
7. Office Copy.



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