



BANGLADESH SECURITIES AND EXCHANGE COMMISSION

JIBON BIMA TOWER (14, 15, 16 & 20 FLOOR), 10 DILKUSHA C/A, DHAKA-1000, BANGLADESH

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

BSEC/CI/CPLC (Pvt)-541/2011/149

February 28, 2018.

Managing Director
BD Thai Food & Beverage Limited
BTA Tower (11th Floor),
29, Kemal Ataturk Avenue,
Road No. 17, Banani C/A,
Dhaka-1213.

Subject: Consent to increase paid-up Capital.

Dear Sir,

This refers to your application dated December 31, 2017 & further correspondence on February 07, 2018 requesting consent to increase the paid-up capital of BD Thai Food & Beverage Limited through issuance of ordinary shares.

The undersigned is directed to convey the Securities and Exchange Commission's consent under the provisions of the Securities and Exchange Commission (Issue of Capital) Rules, 2001 and Commission's Notification No. SEC/CMRRCD/2009-193/114/Admin/28 dated October 02, 2011, regarding raising of paid-up capital by BD Thai Food & Beverage Limited from existing Tk. 36,50,00,000/- (Taka thirty six crore fifty lakh) to Tk. 66,50,00,000/- (Taka sixty six crore fifty lakh) only through issuance of 3,00,00,000 ordinary shares of Tk. 10/- each totaling Tk. 30,00,00,000/- (Taka thirty crore) only **out of which 35,00,000 ordinary shares of Tk. 10/- each to the existing shareholders & 2,65,00,000 ordinary shares of Tk. 10/- each only to "other-than-existing" shareholders of the company in cash consideration.** The consent has been accorded subject to the condition that the company shall comply with the relevant laws and regulatory requirements, and also shall adhere to the following conditions imposed under Section-2CC of the Securities and Exchange Ordinance, 1969:

1. The company shall ensure the compliance of Commission's Notification No. SEC/CMRRCD/2009-193/114/Admin/28 dated October 02, 2011 in case of issuance of shares to "other-than-existing" shareholders;
2. The company shall disseminate the following statement to all of the prospective investors, "By giving this consent for raising of paid-up capital, the Commission does not give any guarantee/assurance or indication to any future public issue of securities by the company. Investors shall assess their own risks and prospects while investing in the company's securities";
3. No company and /or its sponsors, directors, employees or appointed agents shall approach to or take share money deposit from any person, other than existing shareholders, for subscribing shares of the company, before obtaining consent for raising of capital from Bangladesh Securities and Exchange Commission (BSEC) complying applicable securities laws;



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4. If the existing sponsors or director of any company transfers any share to any person other than existing shareholders, within preceding 12 months of submitting any application for raising of capital of initial public offering, all shares held by those transferee shareholders shall be subject to a lock-in period of three years from the date of issuance of prospectus for IPO;
5. All money raised against allotment of shares or in the form of share money deposit shall be deposited in a separate bank account;
Provided that all amounts more than Tk. 5.00 (five) lac shall be deposited through account payee cheques or payment orders;
6. The aforesaid ordinary shares to be issued to “other-than-existing” shareholders of the company are subject to a lock-in of 1 (One) year;
7. This Consent for raising of capital shall remain valid for 03 (three) months from the date of issuance of this letter failing which the permission will stand cancelled to the extent of un-subscribed portion;
8. The company shall furnish detailed list of new subscribers along with the subscription amount within 7(seven) days from the expiration of the subscription date;
9. The company shall submit RJSC certified copy of Return of Allotment of shares, banker's certificate and bank statement for the amount of capital to be issued;
10. The company shall comply with all provisions of the Commission's Notification No. SEC/CMRRCD/2006-159/Admin/03-44 dated 05.05.2010 published in the Bangladesh Gazette dated 01.06.2010;
11. All transactions excluding petty cash expenditures shall be effected through the company's bank accounts;
12. Financial statements shall be prepared in accordance with International Accounting Standards (IAS) and audit thereof shall be conducted in accordance with the International Standards on Auditing (ISA), as adopted in Bangladesh. The financial statements shall be audited within 120 days from the date of ending of the financial year;
13. Annual General Meeting (AGM) of the company shall be held in each year of the Gregorian Calendar;
14. A copy of audited financial statements and a copy of annual report and the minutes of annual general meeting shall be submitted to the Commission within fourteen days of the completion of the audit or, as the case may be, holding of the annual general meeting;
15. The company shall inform the Commission along with supporting documents and evidence about any change of its registered address, directors, managing director, business or any other material change that affects the affairs of the company;
16. Any further issue of capital shall require Commission's prior consent;
17. If there is any FDI or external debt, the issuer shall report it to Bangladesh Bank;
18. The Commission may impose conditions/restrictions from time to time as and when required.



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If the Company fails to comply with any of the conditions as stated above, the Company would be subject to penal provisions under the Securities and Exchange Ordinance, 1969 or any other related securities laws.

For Bangladesh Securities and Exchange Commission,

Md. Iqbal Hossain

Assistant Director

Copy to:

1. Registrar of Joint Stock Companies and Firms
2. Executive Director CFD, BSEC
3. Executive Director MIS, BSEC
4. Chairman's Office, BSEC.