

বাংলাদেশ সিকিউরিটিজ অ্যান্ড এক্সচেঞ্জ কমিশন

No. BSEC/MF&SPV/MF-278/2022/1494

Date: 27 July 2022.

✓ Chief Executive Officer

VIPB Asset Management Company Ltd.
(Asset Manager of the Fund)
Suit 11(H), Police Plaza Concord
Tower-1, Floor-11, Road -144, Gulshan-1
Dhaka-1212.

Managing Director

Investment Corporation of Bangladesh
(Trustee & Custodian of 'VIPB NLI 1st Unit Fund')
BDBL Bhaban (Level 14-17),
8, Rajuk Avenue,
Dhaka- 1000.

Subject: Approval for Issuance of Prospectus and abridged version of 'VIPB NLI 1st Unit Fund'.

Dear Sir,

With reference to your letters dated 21 June 2022; I am directed to inform you that the Commission is pleased to accord consent to issue the prospectus of 'VIPB NLI 1st Unit Fund' subject to following conditions imposed under Section-2CC of the Securities and Exchange Ordinance, 1969:

1. The Fund shall not account for any upward revaluation of its assets creating reserve without clearance from the Bangladesh Securities and Exchange Commission;
2. The fund shall not be involved in option trading, short selling or carry forward transactions;
3. A confirmation of Unit allocation i.e. letter of entitlement shall be issued at the cost of the Fund at par value of Tk. 10.00 each preferably within 10 (ten) days of prospectus approval and issue unit certificate to the unit holders within 90 (ninety) days from the date of commencement of the converted fund;
4. Money receipt/acknowledgement slip issued at the time of sale of units will be treated as allotment letter, which shall not be redeemable/transferable;
5. The annual report of the Fund /or its abridged version will be published within 45 (forty-five) days of the closure of each accounting year of the Fund;
6. 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;
7. Half-yearly accounts/financial results of the Fund will be published in at least one English and another Bangla National daily newspapers within 30(thirty) days from end of the period;
8. 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 days of dividend distribution.
9. Net Asset Value (NAV) of the fund shall be calculated and disclosed publicly at least once a week;

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10. The script wise detail portfolio statement consisting of capital market and other than capital market holdings of the fund shall be disclosed in the website of the AMC on quarterly basis within thirty (30) days of each quarter end as per Directive No. BSEC/CMRRCD/2009-193/09 Dated 06 September 2020.
11. After conversion of the scheme, the sale and repurchase/surrender price of units will be determined by the Asset Management Company. NAV calculated on a date shall form the sale price of units by rounding up the amount and shall be effective up to next calculation of NAV of the Fund. Difference between sale and repurchase price shall primarily be Tk. 0.1, the maximum difference between sale price and surrender value can be up to 1% (one percent) of the sale price per unit. The sale price per unit shall not be over the NAV@ market price per unit;
12. BSEC may appoint auditors for special audit/investigation on the affairs of the Fund, if it so desires;
13. The Fund shall maintain separate bank account(s) to keep the sale proceeds of units and to meet up day-to-day transaction including payment against Repurchase of units. All transactions of the account shall be made through banking channel and shall be properly documented;
14. The prospectus/abridged version of the prospectus shall be published in one widely circulated Bengali national daily newspaper. Provided that information relating to publication of the prospectus be published in 2 national daily newspapers (one Bangla and one English) and one online newspaper;
15. If abridged version of the prospectus is published in the newspaper, complete prospectus shall be made available to the applicants;
16. The approved prospectus shall be available at the head office of AMC, Custodian and Trustee of the Fund and the sales offices of the Fund;
17. Approved prospectus shall be made available to the applicants through website of AMC;
18. Immediate to transfer of the Trust Property the AMC is allowed to commence investment activities of the fund with permission of the Trustee;
19. Sell/repurchase of the unit of the Fund shall commence after disclosure of first NAV of the fund as per the বিধিমালা;
20. The size of the fund will be increased from time to time by the AMC subject to approval of the Trustee and with intimation to the Commission;
21. Under the conversion, the legal requirement of minimum subscription of the sponsor of the scheme as per rules exempted; however, the existing unit holders shall be treated as initial subscribers. In this case Southeast Bank Limited the early promoter and initiator of this fund may also play the role of Sponsor without having any subscription;
22. Existing unit holders will get **1.49 units** of Face value of Tk. 10 for the new fund against the NAV @ **Tk. 14.9** per unit of the previous fund.
23. Annual fee of the fund shall be submitted to the Commission on the fund size i.e. year-end Net Asset Value at market price of the fund on advance basis as per Rule; and may adjust the fee in the next year if necessary.
24. Initial target size of the new Fund is **Tk. 80,00,00,000** which is optional for subscription. If the AMC intends to go for subscription then the subscription period will be started on.....and be ended on..... as per বিধি of ৪৭ সিকিউরিটিজ ও এক্সচেঞ্জ কমিশন (মিউচুয়াল ফান্ড) বিধিমালা, ২০০৯.

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Please ensure that the following are adhered to:

1. The paper cutting of the published prospectus and all other published documents/notices regarding the Unit Fund shall be submitted to the Commission within 24 hours of publication thereof;
2. The asset management company shall submit 10 (ten) copies of printed prospectus to the Commission for official record;
3. The asset management company shall ensure in writing to the Commission that the prospectus/abridged version is published correctly and is a verbatim copy of the prospectus/abridged version vetted by the Commission;
4. The expiry date of the sponsor's locked-in portion shall be specifically mentioned on the body of the jumbo confirmation of Unit allocation;
5. The Securities under 'NLI First Mutual Fund' kept in the custodian account shall be kept under 'VIPB NLI 1st Unit Fund';
6. The AMC shall apply the spot buying rate (TT clean) of Sonali Bank prevalent on the date of opening of subscription for conversion of foreign currencies;
7. The AMC shall submit to the Commission a diskette containing the vetted prospectus and it's abridged version;
8. All conditions imposed under Section 2CC of the Securities and Exchange Ordinance, 1969 must be complied with and be incorporated in the body of the prospectus and in its abridged version;
9. Detail statements of quarterly status of portfolio and other assets shall be published in Fund manager website within one month of the end of the quarter as per Directive No. BSEC/CMRRCD/2009-193/09 dated 06 September 2020;
10. 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 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.
11. The investment policy and guideline and information on constituents of Investment Committee of the fund approved by the Board shall be submitted to the Commission within 30 (thirty) days from the receipt of the Consent Letter. The investment policy and guideline shall include among other issues, the investment delegation power of Chief Executive Officer and the Committee separately and also the meeting resolution presentation process.
12. After due approval of the Trustee, the Asset Manager shall submit the Systematic Investment Plan (SIP) brochure to the Commission complying the Rules within 30 (thirty) days of issuance of consent letter.

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

For Bangladesh Securities and Exchange Commission,

S. M. Ahsanul Kabir
Deputy Director
Mutual Fund & SPV Department
Email: ahsanul@sec.gov.bd

Enclosure: Vetted Prospectus and Abridged Version of the Prospectus.

CC to:

1. Chairman, National Board of Revenue
2. Registrar of Joint Stock Companies and Firms
3. Office of the Chairman, BSEC
4. Office of all Commissioners, BSEC
5. All Departmental Heads, BSEC
6. Office Copy.