

Bangladesh Securities and Exchange Commission  
Corporate Finance Division  
Capital Issue Department  
IPO, RPO and RI Section  
[www.sec.gov.bd](http://www.sec.gov.bd)

BSEC/CI/QIO/SC-51/2024/196

18 July 2024

**Managing Director**

Brain Station 23 PLC  
8th Floor, 2 Bir Uttam AK Khandakar Road  
Mohakhali C/A, Dhaka 1212

✓ **Chief Executive Officer**

LankaBangla Investments Limited  
Assurance Nazir Tower, Level – 08,  
65/B, Kemal Ataturk Avenue, Banani, Dhaka – 1213

**Subject: Consent for raising of capital through Qualified Investor Offer (QIO) and issuance of prospectus by Brain Station 23 PLC**

This refers to your application dated 28 January, 2024 and subsequent submission of draft prospectus, "Due Diligence Certificates" and the audited Financial Statements of the Issuer Company as September 30, 2023 along with Auditor's Report thereon by the Company's Auditors, namely, MABS & J Partners, Chartered Accountants.

The Commission hereby accords its consent along with the vetted prospectus under section 2A, subsections (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, 2022, based on all the above documents and information provided to the Commission, to issue 50,00,000 ordinary shares at Tk. 10.00 each at par totaling Tk. 5,00,00,000/- (Five crore) for qualified investor offer, through issuance of the vetted prospectus of **Brain Station 23 PLC** (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, 2022, the Depository Act, 1999 and other securities Laws, Rules & Regulations for Qualified Investor Offer (QIO) regarding the processing of application, subscription, refund, allotment, listing and trading;
2. The consent of the Commission to the issue or offer of the QIO shall not absolve the responsibility of the issuer for the merit and accuracy of the offering;
3. This consent is based on submitted documents and published financial statements of the company which are considered to be correct in all material perspectives; if any irregularities are detected by further scrutiny by the Commission in future, the management of the concerned issuer, credit rating company, auditor and any other person/entity involved in the process of furnishing such documents will be held responsible to the extent of their violation as per applicable securities laws;

4. All issued ordinary shares of the issuer at the time of according consent to QIO shall be subject to a lock-in period from the date of issuance of prospectus or commercial operation, whichever comes later, in the following manner: (a) ordinary shares held by sponsors, directors or shareholders who hold 10% (ten percent) or more, for 2 (two) years; (b) ordinary shares held by alternative investment funds or by foreign investors or by others for 1 (one) year (c) ordinary shares held by the employees under ESOP for 2 (two) year;
5. Upon receiving the consent of the Bangladesh Securities and Exchange Commission (BSEC), the issuer shall publish the prospectus, as approved by the Commission, within 03 (three) working days from the date of such consent or approval, in its website as well as to the websites of the issue manager, the stock exchange(s) and the Commission with proper notification and shall remain posted till the closure of the subscription list. The issuer shall submit to the Commission, the stock exchange(s) and the issue manager a soft copy of the text of the vetted Prospectus in "MS-Word" format;
6. The issuer, in association with the stock exchange(s) and CDBL, shall send the vetted prospectus to the email addresses of the qualified investors available in their beneficial owner (BO) accounts with the depository and posting in the websites of the issuer, issue manager and the exchange(s), within 03 (three) working days of according consent or approval for issuance of such prospectus;
7. The subscription application shall indicate in bold type that neither any sale of securities shall be made nor any money shall be taken from any person, in connection with such sale until 25 (twenty-five) days after the prospectus has been published;
8. After 05 (five) working days but not later than 10(ten) working days of publication of the prospectus, the issuer or issue manager shall send an invitation to the qualified investors along with the vetted prospectus, through e-mail and posting in the websites of the issuer, issue manager and the exchange(s), giving at least 15 (fifteen) working days' time, to submit application through electronic subscription system indicating the subscription period and other relevant information;
9. The issue manager 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 3 (Three) working days from the date of the consent letter;
10. Subscription period for qualified investors shall be open for 120 hours round the clock. After fixing the subscription period, the Issuer and Issue Manager shall inform the Commission, Exchanges and Qualified Investors accordingly;
11. 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 the 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;
12. 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;



13. 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 purposes. **The minimum application amount shall be Tk. 200,000/- (Taka two lac only) or its multiples. But no qualified investor shall apply for more than 5% of the total size of the QIO;**
14. The stock exchanges shall complete the listing procedure and start 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 the subscription period;  
The concerned stock exchange shall transfer the subscribed amount against securities to be allotted, to the issuer, within 05 (five) working days from the date of closing of the subscription
15. In case of over-subscription, the Exchange shall refund the excess amount to the qualified investor and send the final allotment list through e-mail to the allottees, issuer and issue manager within 3 (three) working days from the closure of the subscription period;
16. The Issuer and Stock Exchanges 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 10 (ten) working days of receipt of the final allotment list from the exchange;
17. The exchange shall transfer the issue proceeds to the issuer bank account before starting trading of the securities;
18. The issuer shall apply to the stock exchange(s) in Bangladesh for the listing of its securities at the SME platform, within 07 (seven) working days from the date of consent accorded by the Commission to issue the prospectus.
19. As per the provision of the Depository Act, 1999 & 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;
20. The Issuer shall pay the costs related to processing 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;
21. The QIO shall stand cancelled in case of under-subscription collectively above 25%, in such an event, the issuer and issue manager 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;
22. **If any share of Sponsors/Directors/Promoters is in paper format, it shall be handed over to a securities custodian registered with the Commission and shall remain held till completion of the 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 the CDBL system and the issuer shall submit a dematerialization confirmation report generated by the CDBL system and attested by the 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**

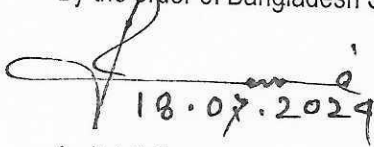


Sponsors/Directors/Promoters, the issuer will ensure their lock-in of those shares and submit a statement to this effect to the Commission;

23. The company shall not declare any dividend (cash/ stocks) before listing with any Exchange from the date of this consent letter;
24. The company shall not also declare any stock dividend within 3 (three) years from the date of listing with stock exchange(s);
25. In the event of arising issues concerning Price Sensitive Information as defined under the বাংলাদেশ সিকিউরিটিজ ও এক্সচেঞ্জ কমিশন (সুবিধাভোগী ব্যবসা নিষিদ্ধকরণ) বিধিমালা ২০২২ 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 বাংলাদেশ সিকিউরিটিজ ও এক্সচেঞ্জ কমিশন (সুবিধাভোগী ব্যবসা নিষিদ্ধকরণ) বিধিমালা ২০২২;
26. All transactions, excluding petty cash expenses, shall be affected 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 a 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;
27. The fund collected under ESOP by issuing new shares under the ESOP plan, upon receipt of prior approval of the Commission is to be received in a separate bank account used only for the purpose of ESOP fund;
28. Without prior consent of the Commission and approval of general shareholders in general meeting no further shares under ESOP will be allotted to the employees of Brain Station 23 PLC;
29. The utilization of fund collected through ESOP shall be affected through banking channel, i.e. through account payee cheque, pay order or bank drafts etc. The company shall furnish status report on utilization of ESOP 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 every quarter until such fund is fully utilized;
30. 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 every quarter 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;
31. 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;

32. 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;
33. 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;
34. **Only the Qualified Investors are eligible to participate in trading of securities in SME trading platform. Individual Investors shall consider as Qualified Investors who allows to submit application through the Electronic Subscription System (ESS) of the exchange(s) shall maintain a minimum investment as determined from time to time by the Commission as per the updated notification in the listed securities including open ended mutual fund 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;**

By the order of Bangladesh Securities and Exchange Commission,



18.07.2024

Amit Adhikary  
Assistant Director  
E-mail: amitadhikary@sec.gov.bd

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

1. Managing Director, Dhaka Stock Exchange Limited;
2. Managing Director, Chittagong Stock Exchange Limited;
3. Managing Director & Chief Executive Officer, CDBL;
4. Registrar of Joint Stock Companies & Firms;
5. PS to Chairman, BSEC;
6. PO to Commissioner (CFD), BSEC; and
7. Office Copy.