



**INDO-BANGLA PHARMACEUTICALS LIMITED**

**PRINCIPLES ON DISCLOSURE OF  
MATERIAL INFORMATION  
AND  
PRICE SENSITIVE INFORMATION**

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## 1. PREFACE:

In compliance with the Bangladesh Securities and Exchange Commission (Prohibition of Insider Trading) Rules, 2022, the issuers of listed securities are required to formulate and disclose “Principles on Disclosure of Material Information (MI) and Price Sensitive Information (PSI)”.

This Principles shall be called “Principles on Disclosure of Material Information and Price Sensitive Information” (herein after referred to as “the Principle”) has been framed by the Board of Directors (herein after referred to as “the Board”) of Indo-Bangla Pharmaceuticals Limited (herein after referred to as “the Company”) at its meeting held on 14th November 2023 and is applicable to the Company with immediate effect.

## 2. PURPOSE OF THIS POLICY:

This Principles is being adopted in compliance with the provisions of the Bangladesh Securities and Exchange Commission (Prohibition of Insider Trading) Rules, 2022. The Rules requires to formulate “Principles of Disclosure of Material Information and Price Sensitive Information” which shall be disclosed in the official website of the Company.

## 3. OBJECTIVES & SCOPE OF THIS POLICY:

The objectives of this Principle are:

- to determine Price Sensitive Information (PSI) and Materiality of events/information of Indo-Bangla Pharmaceuticals Limited based on specified criteria as defined in the Bangladesh Securities and Exchange Commission (Prohibition of Insider Trading) Rules, 2022, and to disclose it timely.
- to ensure that all investors have equal access to significant information that may affect their investment decisions and that such information is adequately disseminated in a fair, accurate and timely manner in pursuance with the Listing Regulations, Securities Laws, and any other Laws that apply.
- to ensure continuous, adequate, accurate and timely disclosure of all Material Information and Price Sensitive Information to the regulators on an ongoing basis to enable the investors to make investment decisions.

## 4. DEFINITIONS:

- 4.1 “**Board of Directors**” shall mean Board of Directors of Indo-Bangla Pharmaceuticals Limited.
- 4.2 “**Company**” shall mean Indo-Bangla Pharmaceuticals Limited.
- 4.3 “**Chairman**” shall mean Chairman of the Board of Directors of Indo-Bangla Pharmaceuticals Limited.
- 4.4 “**Policy**” means this Policy titled “Principles of Disclosure Policy on Price Sensitive Information (PSI) and Material Information (MI) of Indo-Bangla Pharmaceuticals Limited.
- 4.5 “**Insider**” shall mean Director, Sponsor, Employees, Beneficial Owners, Valuable Shareholder, Managing Agent, Banker, Auditor, Assets Valuator, Credit Rating Company, Adviser, Stock Broker, Stock Dealer, Issue Manager, Portfolio Manager, Regulators, Stock Exchanges, Depository and other persons as defined in the Rules.



- 4.6 **“Insider Trading”** shall mean sale or buy or transfer of shares by an insider based on any unpublished price sensitive information which may beneficial directly or indirectly to the trader.
- 4.7 **“Immediate Relative”** shall mean Parents, Spouse, Child or such a person who is financially dependent on the insider or take advice from the insider for investment in securities.
- 4.8 **“Material Information (MI)”** shall mean any information which is significant to the operations and performance of the Company and would be considered to make investment decision by a reasonable investor.
- 4.9 **“Price Sensitive Information (PSI)”** shall mean any information as mention in rule-3(1) of the Rules and as mention in this Principles.
- 4.10 **“Principles”** shall mean “Principles of Disclosure of Material Information and Price Sensitive Information of Indo-Bangla Pharmaceuticals Limited.
- 4.11 **“Rules”** shall mean the Bangladesh Securities and Exchange Commission (Prohibition of Insider Trading) Rules, 2022.
- 4.12 **“Regulators”** shall mean the Bangladesh Securities and Exchange Commission (BSEC), Dhaka Exchange PLC (DSE), Chittagong Stock Exchange PLC. (CSE) and any other government authorities.
- 4.13 **“Unpublished Price Sensitive Information”** shall mean any information of the Company which, if disclosed, may affect the market price of shares of the Company or may significant change of the net asset value of the Company. (Here significant shall mean 10% of net asset value of the Company or as time to time determined by the Commission).
- 4.14 **“Valuable Investor”** shall mean shareholder who holds ten percent (10%) or more shares of the Company.

## **5. PARAMETERS FOR CONSIDERING AS MATERIAL INFORMATION:**

Any information shall be regarded as Material Information that may be considered as crucial in making investment decisions by a reasonable investor. As per the Bangladesh Securities and Exchange Commission (Prohibition of Insider Trading) Rules 2022, following information of the Company shall be considered as Material Information and shall be disclosed and disseminated accordingly:

### **5.1. INFORMATION RELATED TO CHANGES IN FINANCIALS CONDITIONS:**

- 5.1.1 Any information or statement or comment relating to the changes in the financial statements i.e. significant changes in revenue, income, expenditure, cash flow, receivable, payable, assets and liabilities and the revaluation or significant decrease or increase of substantial assets;
- 5.1.2 Significant changes in the value or components of assets;
- 5.1.3 Any special direction or any changes of such earlier special direction by the concerned regulator regarding provision;
- 5.1.4 Any material changes in accounting policy.

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## **5.2. INFORMATION RELATED TO EXPANSION, MODIFICATION, CHANGES ETC. OF BUSINESS OPERATIONS:**

- 5.2.1 Any significant development or change in technology, production or establishment of the Company;
- 5.2.2 Any significant capital investment or significant changes of the Company's objectives;
- 5.2.3 Any significant new contract, changes in production, patent, services or business;
- 5.2.4 Substantial realization of long-term outstanding fund;
- 5.2.5 Any changes or resignation or removal of the Managing Director, the Chief Executive Officer, the Chief Financial Officer, Head of Internal Audit and Compliance (HIAC), Company Secretary and Board of Directors;
- 5.2.6 Change of Statutory Auditors, Corporate Governance Compliance Auditors and Credit Rating Company;
- 5.2.7 Commencement of any legal proceedings or development of regulatory affairs or any notable verdict or court order;
- 5.2.8 Significant management contract, investor relations agreement, service agreement or related party transactions or any contract which can significantly affect the financial statements;
- 5.2.9 Significant intercompany loan or advance, loan or advance given to or taken from subsidiary or associated company and transaction of any loans with the directors.

## **5.3. INFORMATION RELATED TO CORPORATE DECLARATION:**

- 5.3.1 Any material changes in dividend distribution policy;
- 5.3.2 Any corporate announcement or information regarding entitlement of investors.

## **5.4. INFORMATION RELATED TO CHANGES IN CORPORATE STRUCTURE:**

- 5.4.1 Change of name or address of the Company.

## **5.5. INFORMATION RELATED TO DEBT MANAGEMENT:**

- 5.5.1 Borrowing and repayment of debt worth 25% or more of the paid up capital or net asset value, whichever is higher;
- 5.5.2 Creation or satisfaction of charge over substantial asset;
- 5.5.3 Failure to pay off the debt to any bank or creditor or debenture holder for more than 6 (six) months;
- 5.5.4 Significant new loan agreement;
- 5.5.5 Agreement for foreign loan or investment.

## **5.6. OTHER INFORMATION:**

- 5.6.1 Signing of agreement, amendment of previously executed agreement or cancellation of major contract;
- 5.6.2 Significant damage of any substantial asset or any incident to loss of impression of the Company;
- 5.6.3 Cancellation or significant modification of previously announced any project ;

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- 5.6.4 Any other information as the Commission may determine from time to time through Government Gazette notification;
- 5.6.5 Any other information as may be prescribed as Material Information in any other rules or regulations or orders or directives or notifications made or approved or issued by the Bangladesh Securities and Exchange Commission from time to time.

## **6 PARAMETERS FOR CONSIDERING AS PRICE SENSITIVE INFORMATION:**

As per the Rules, following information of the Company shall be considered as Price Sensitive Information and shall be disclosed and disseminated accordingly:

### **6.1 INFORMATION RELATED TO CHANGES IN FINANCIAL CONDITIONS:**

- 6.1.1 Information related to financial statements and basic information related to financial results;
- 6.1.2 The following comparative information of financial statements:
  - i. Earnings per share (EPS)
  - ii. Net operating cash flow per share (NOCFPS)
  - iii. Net asset value per share (NAV)

### **6.2 INFORMATION RELATED TO CORPORATE DECLARATION:**

- 6.2.1 Any decision regarding dividend;
- 6.2.2 Any decision or declaration regarding issuance of right or bonus shares to the shareholders;
- 6.2.3 Any corporate announcement or information regarding entitlement of investors.

### **6.3 INFORMATION RELATED TO EXPANSION, MODIFICATION, CHANGES ETC. OF BUSINESS OPERATIONS:**

- 6.3.1 Delisting of securities from the stock exchanges or change from one category to another category in stock exchanges;
- 6.3.2 Decision regarding purchase or sale of any fixed assets equivalent to 10% or more of existing total fixed assets or Balancing, Modernization, Rehabilitation and Expansion (BMRE) of plants and machineries equivalent to 10% or more of existing total fixed assets or information regarding the establishment of new unit.

### **6.4 INFORMATION RELATED TO CHANGES IN CORPORATE STRUCTURE:**

- 6.4.1 Acquisition or disposal of assets equivalent to 5% or more of existing total assets;
- 6.4.2 Amalgamation with another company or acquisition of substantial shares of any company;
- 6.4.3 Demerger of any unit of the Company;
- 6.4.4 Conversion or dissolution of any unit of the Company;
- 6.4.5 Accepted proposal for take-over or acquisition of internal services of any company;
- 6.4.6 Any changes in ownership which can impact on control over the Company;
- 6.4.7 Changes in corporate activities through capital reorganization or amalgamation or demerger.

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## **6.5 INFORMATION RELATED TO CHANGES IN CAPITAL STRUCTURE:**

- 6.5.1 Any decision regarding private placement or public offer or right offer of shares or changes of capital structure;
- 6.5.2 Buy-back or redemption of shares of the Company;
- 6.5.3 Decision regarding consolidation of any shares, exchange of shares, conversion of any securities into equity securities or conversion of debentures into shares;
- 6.5.4 Significant changes in the shareholder's right.

## **6.6 OTHER INFORMATION:**

- 6.6.1 Any qualified report by the auditors of the Company;
- 6.6.2 Any other information as may be prescribed as Price Sensitive Information in any other rules or regulations or orders or directives or notifications made or approved or issued by the Bangladesh Securities and Exchange Commission from time to time;
- 6.6.3 Any other information as may be prescribed as Price Sensitive Information by the Bangladesh Securities and Exchange Commission from time to time through Government Gazette notification.

## **7 DISCLOSURE PROCEDURE:**

### **7.1 DISCLOSURE OF MATERIAL INFORMATION:**

- 7.1.1 The Company shall publish the information, which is considered to be Material Information in the official website of the Company at [www.indo-banglapharma.com](http://www.indo-banglapharma.com) in an expedited manner from the occurrence of such event or information. The Company shall adhere to the statutory timeframes for disclosure of Material Information to the Bangladesh Securities and Exchange Commission and Stock Exchanges.

### **7.2 DISCLOSURE OF PRICE SENSITIVE INFORMATION (PSI):**

- 7.2.1 The Company shall publish/disseminate the information, which is considered to be Price Sensitive Information, in accordance with Rule 6 of BSEC Rules 2022 and/or as directed by the Bangladesh Securities and Exchange Commission from time to time;
- 7.2.2 The Company shall disseminate all PSI in writing to the Commission and stock exchanges within two (2) hours of the decision or on the same day immediately after knowing the event as appropriate;
- 7.2.3 The PSI shall be signed by the Chairman or CEO or Company Secretary;
- 7.2.4 The PSI shall disseminate through e-mail or fax or digital submission platform or messenger or courier service;
- 7.2.5 The PSI shall publish in the official website of the Company at [www.indo-banglapharma.com](http://www.indo-banglapharma.com).
- 7.2.6 The PSI shall immediately publish in two (2) daily newspaper (one in Bangla and other in English) and an online newspaper;
- 7.2.7 The Company shall mention the date and time of the decision of PSI by the Board of Directors or the date of the event, as the case may be;
- 7.2.8 If any price sensitive event is subject to approval of the regulators and submitted to the regulators for approval, shall clearly mention in the declaration of PSI;

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7.2.9 If any price sensitive event get approval from the regulators, shall again consider as PSI and disseminate accordingly within two (2) hours of the decision;

7.2.10 The Company shall disseminate its PSI with simple and clear language to avoid any ambiguity.

## **8 PRESERVATION OF MATERIAL INFORMATION AND PRICE SENSITIVE INFORMATION:**

8.1 The Company shall make available its all published Material Information and Price Sensitive Information on its official website for a minimum period of 03 (three) years;

8.2 All events related to every single PSI shall preserve sequentially in a digital database;

8.3 The Company shall preserve the information of its all Insider following the procedures as the Commission may determine from time to time and shall provide all those information to the Commission and the stock exchanges.

## **9 PROHIBITION:**

9.1 No Insider of the Company shall involve in insider trading with his own or through any other person and shall not provide any personal advice or assistance to anybody in connection with such trading;

9.2 No Insider of the Company shall buy or sale or transfer of any share of the Company from 2 months prior of closing of financial year to the Board meeting in which the financial statements are approved;

9.3 No Insider of the Company shall provide or share any Unpublished PSI to anybody;

9.4 The Company shall not disseminate any false or untrue PSI and shall not influence anybody to disseminate or publish any false or untrue PSI to influence the share price of the Company.

## **10 APPLICABILITY OF THE PRINCIPLES:**

This Principles is applicable to Indo-Bangla Pharmaceuticals Limited with immediate effect.

## **11 REVIEW:**

11.1 This Principle is issued with the consent of the Board of Directors of the Company and can be amended only with the authority of the Board of Directors as may be deemed appropriate by the Board of Directors of the Company.

## **12 PUBLICATION OF THE PRINCIPLES:**

This Principles as approved by the Board, shall be disclosed in the official website of the Company at [www.indo-banglapharma.com](http://www.indo-banglapharma.com).

## **13 DISCLAIMER OF THE PRINCIPLES:**

The Principles of Disclosure of Material Information and Price Sensitive Information are designed to promote transparency, fairness and efficiency in financial markets by ensuring that investors have access to the information for investment decisions based on information.

Approved by the Board and signed on its behalf by

(Aziza Yeasmin)  
Chairman

Date: 14 November, 2023