

Deed No IV-25 Date = 14/03/23 Tejgaon

গণপ্রজাতন্ত্রী বাংলাদেশ সরকার

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পঞ্চাশতিকা

অবিকল নকল

সাব-রেজিস্ট্রার  
ডাকঘর

TRUST DEED

Ahmed Saifuddin Chowdhury  
Managing Director & CEO  
Bangladesh General Insurance Co. Ltd.  
42, Dilkusha C/A, Dhaka-1000

Tariful Islam Taskeen  
Managing Director & CEO  
Impress-Newtex Composite Textiles Ltd

THIS DEED of TRUST is made at Dhaka on this the 14<sup>th</sup> day of March of the Christian era, 2023.

BETWEEN

Impress-Newtex Composite Textiles Limited (INCTL), started as Karnaphuli Knitting & Dyeing Limited (KKDL) on 13th June 1995 vide registration No.- C-28585 (2431)/95 under the Companies Act 1994 as a private company limited by shares. On 23rd November 2010, the name of the organization was changed to Impress-Newtex Composite Textiles Limited. The Company was converted into public company limited by shares on 12 April 2016 and converted the share price from Tk. 100 to Tk. 10 per share. The corporate and registered address of the Company is Evergreen Plaza 260/B (6<sup>th</sup> floor), Tejgaon Industrial Area, Dhaka 1208, represented by its Managing Director and CEO Mr. Tariful Islam Taskeen hereinafter referred to as the **SPONSOR**, (which expression shall, unless it be repugnant to the subject or context, include its representatives, successors-in-interest and assigns) of the **FIRST PART**.

AND

Bangladesh General Insurance Company Limited (BGIC), a general insurance company incorporated under the Companies Act-1994 and governed by the Insurance Act-2010 having registered office at 42, Dilkusha C/A, Motijheel, Dhaka 1000, Bangladesh, represented by its managing Director & CEO, Mr. Ahmed Saifuddin Chowdhury, hereinafter referred to as the **TRUSTEE**, which expression shall, unless it be repugnant to the subject or context include its representatives, successors-in-interest and assigns as the **SECOND PART**.



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20 FEB 2023



সত্যাম্প হেডার  
এস.আর. অফিস  
ভেজগাঁও, ঢাকা

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Stamp ২০০.০০  
Court Fee ২০.০৬  
Carriage Paper  
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Copy Prepared Signed  
Sealed and delivered  
to নারায়ণ  
Police Case No. ২০০০  
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সাব-রোজস্টার  
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WHEREAS, the party of the first part exports readymade knit garments to various countries and finished fabrics to 100% export oriented knit garments industries. The main function of the Company is to produce gray knit fabric, dyeing, finishing and readymade knit garments. Impress Group has acquired this company during 2009 to offer a one-stop solution to its buyers around the world, equipped with the most modern machinery and equipment of European origin.

The company has installed Effluent Treatment Plant (ETP) to comply with buyers' requirement. The Company made export of USD 85 million in FY 2020-21 and USD 150 million in FY 2021-22.

AND WHEREAS, the party of the second part is a leading private sector first generation general insurance company so far engaged in insurance activities and is qualified and capable to act as the Trustee of a mutual fund.

NOW, THEREFORE, with the intent to create an investment product for the benefit of the investors, and for the development of the capital markets of Bangladesh and in consideration of mutual covenants and arrangements hereinafter set forth, it is hereby mutually agreed between the parties hereto as follows:

#### 1. OBJECTIVES

TO CREATE A TRUST TO LAUNCH AN OPEN-END MUTUAL FUND (SHARIAH COMPLIANT) IN THE BANGLADESH CAPITAL MARKET WITH THE NAME AND TITLE OF "ICL INCTL Shariah Fund" UNDER THE TERMS OF THIS DEED AS DETAILED HEREINAFTER:

The Open-End Mutual Fund (Shariah Compliant) shall be constituted in the form of a trust created by virtue of this Deed of Trust in accordance with the provisions of Trust Act, 1882 (Act II of 1882) and under the provisions of the সিকিউরিটিজ ও এক্সচেঞ্জ কমিশন (মিউচুয়াল ফান্ড) বিধিমালা, ২০০১ (hereinafter referred to as the বিধিমালা).

1.2 This instrument of trust shall be registered duly under the provisions of the Registration Act, 1908 (Act no. XVI of 1908).

1.3 The party of the First Part shall Sponsor an Open-End Mutual Fund (Shariah Compliant) for the general investors, both individual and institutional.

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20 FEB 2023



স্ট্যাম্প ভেডার  
এস,আর, অফিস  
ভেজগাঁও, ঢাকা

৭/১১/১৮ ৭/১১/১৮ ৭/১১/১৮

০১-২৩ Sep-2018 ইমাম আলম

স্বাক্ষর (স্বাক্ষর) ৮/১২/১৮

৭/১১/১৮-৮/১১/১৮- ৮/১১/১৮ (স্বাক্ষর) ৮/১১/১৮



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১.৪ The party of the Second Part shall act as the Trustee of the Open-End Mutual Fund (Shariah Compliant) to be sponsored by the First Part under the provision of the বিধিমালা.

১.৫ **Impress Capital Limited**, hereinafter also referred to as the Asset Management Company, Asset Manager or **ICL**, having its registered office at Evergreen Plaza, 260/B (1<sup>st</sup> Floor), Tejgaon Industrial Area, Dhaka 1208, Bangladesh, shall be the Asset Management Company or Manager of the mutual fund under the provisions of the বিধিমালা.

১.৬ The Asset Management Company shall conceive, design, structure, seek registration and manage the mutual fund sponsored by the party of the First Part under the Trusteeship of the party of the Second Part as per the provisions of the বিধিমালা.

১.৭ BRAC Bank Limited having its registered office at Anik Tower, 220/B, Tejgaon Gulshan Link Road, Tejgaon, Dhaka 1208, Bangladesh, shall be the CUSTODIAN of the Fund as per the বিধিমালা and the Asset Management Company shall, subject to the approval of the Trustee, enter into an agreement with the Custodian for such services to the Fund in exchange of agreeable fees. This Trust Deed shall constitute the basis of the Investment Management Agreement of the Fund, as provided for in the বিধিমালা.

১.৮ This Trust Deed shall constitute the basis of the Investment Management Agreement of the Fund, as provided for in the বিধিমালা.

১.৯ The Asset Management Company shall start operation of the Fund in the capital market of Bangladesh, on approval from the Regulatory Authority under the applicable law, rules, regulations, etc.

১.১০ The parties of the First Part i.e. the Sponsor shall on the effective date make over to the Fund a sum of BDT 25,000,000.00 (Bangladesh Taka Twenty Five Million) only to initiate the mutual fund i.e. ICL INCTL Shariah Fund.

১.১১ The Trust Fund shall be a body corporate with powers to acquire, hold and dispose of property and to enter a contract and may sue and may be sued in its own name. The Asset Management Company shall perform the management activities of the Fund and all obligations and responsibilities

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mentioned in the name of the Fund shall be considered and be accomplished by the Asset Management Company on behalf of the Fund.

## 2. GENERAL PROVISIONS

### 2.1 Definitions

Unless the context otherwise requires, the following terms whenever used in this Trust Deed Agreement shall have the following meanings, namely:

2.1.1 "বিধিমালা" means the সিকিউরিটিজ ও এক্সচেঞ্জ কমিশন (সিউচুয়াল ফান্ড) বিধিমালা, ২০০১;

2.1.2 "Applicable Law" means the laws and any other instrument having the force of law in Bangladesh as they may be issued and remain in force from time to time;

2.1.3 "Asset Management Company" or "Asset Manager" or "Fund Manager" or "AMC" means the Impress Capital Limited or ICL.

2.1.4 "Central Depository" or "CDBL" means Central Depository Bangladesh Ltd. established under the ডিপজিটরি আইন, ১৯৯৯ (১৯৯৯ সনের ৬নং আইন);

2.1.5 "MD & CEO" means the Managing Director and Chief Executive Officer;

2.1.6 "Custodian" means the BRAC Bank Limited.

2.1.7 "Deed" or "Trust Deed" or "Agreement" means this Deed of Trust between the parties of the First and Second part.

2.1.8 "Effective Date" means the date of registration of this Trust Deed.

2.1.9 "Government" means the Government of the People's Republic of Bangladesh.

2.1.10 "Guardian" means the Trustee of the ICL INCTL Shariah Fund.

2.1.11 "Mutual Fund", "Open-End Mutual Fund", or "the Fund", or "Unit Fund" or "Scheme" means the "ICL INCTL SHARIAH FUND" as designed, structured, operated and managed by the Impress Capital Limited and

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sponsored as per provisions of the বিধিমালা by the first part under this Trust Deed.

- 2.1.12 "Net Assets" means the excess of assets over liabilities of the Fund, computed in the manner specified in the বিধিমালা;
- 2.1.13 "Net Asset Value (NAV) per unit" means value of the Fund arrived at by dividing the Net Assets by the number of units outstanding of the Fund.
- 2.1.14 "Party" means any party of the First or the Second part, as the case may be.
- 2.1.15 "Regulatory Authority" means the Bangladesh Securities and Exchange Commission.
- 2.1.16 "Scheme" means the ICL INCTL SHARIAH FUND.
- 2.1.17 "Bangladesh Securities and Exchange Commission (BSEC)" or "Commission" or "BSEC" means the Securities and Exchange Commission of Bangladesh.
- 2.1.18 "Sponsor" means Impress-Newtex Composite Textiles Limited.
- 2.1.19 "Trust" means the Unit Trust constituted by this Trust Deed in accordance with the provisions of the Trust Act, 1882 (Act II of 1882).
- 2.1.20 "Trustee" means the Bangladesh General Insurance Company Limited (BGIC).
- 2.1.21 "Unit" means one undivided share of the Fund.
- 2.1.22 "Unit Holder(s)" means unit holders of the Fund whose name appears on the register of the Fund for the time being.
- 2.1.23 In this Deed, except where the context otherwise requires, the singular shall include the plural and the vice versa and any gender shall include any other gender and the words and expressions have the similar meaning assigned so by the সিকিউরিটিজ ও এক্সচেঞ্জ কমিশন (মিউচুয়াল ফান্ড) বিধিমালা, ২০০১.





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2.1.24 Words and expressions used and not defined in the বিধিমালা but defined in the সিকিউরিটিজ ও এক্সচেঞ্জ কমিশন আইন, ১৯৯৩ (১৯৯৩ সনের ১৫নং আইন), Securities and Exchange Ordinance, 1969 (Ordinance No. XVII of 1969), Trust Act, 1882 (Act II of 1882), Registration Act, 1908 (XVI of 1908), ডিপজিটরি আইন, ১৯৯৯ (১৯৯৯ সনের ৬নং আইন), কোম্পানী আইন, ১৯৯৪ (১৯৯৪ সনের ১৮নং আইন), ব্যাংক কোম্পানী আইন, ১৯৯১ (১৯৯১ সালের ১৪নং আইন) and আর্থিক প্রতিষ্ঠান আইন, ১৯৯৩ (১৯৯৩ সালের ২৭নং আইন) shall have the same meaning respectively assigned to them in those Acts and Ordinance.

2.1.25 "Trust Property" means the property specified in the schedule to this Deed of Trust.

## 2.2 Relations between the Parties

2.2.1 Nothing contained herein shall be construed as establishing a relation of master and servant or of agent and principal as between the parties hereto.

## 2.3 Governing Law

2.3.1 The terms of this Deed shall not be amended without the prior approval of the unit holders of the Scheme of the Fund by simple majority of the present unit holders at a meeting called for the purpose of amendment with 15 days' notice and without the prior approval of the Commission and this Deed, its meaning and interpretation, and the relation between the parties shall be governed by the applicable laws, rules and regulations and customs and practices of the capital market and Bangladesh Securities and Exchange Commission (BSEC).

2.3.2 Notwithstanding anything contained in this Trust Deed any amendment in the form of rectification, suspension, addition, deletion or revocation of any terms or clause or provision of this Deed at any time, prior or subsequent to registration of this Deed, ordered and enforced by the Bangladesh Securities and Exchange Commission (BSEC) shall be deemed to have been incorporated in the Deed and such provisions in the Deed shall stand amended to the extent of the inconsistency as if it has been effected by the parties hereto without prejudice to the rights for appeal of the parties.





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## 2.4 Registered Address

- 2.4.1 The Registered Address of the Trustee shall be the office of Bangladesh General Insurance Company Limited (BGIC), 42, Dilkusha C/A, Motijheel, Dhaka 1000, Bangladesh, and the registered office of the asset management company shall be Impress Capital Limited, 260/B Evergreen Plaza (1<sup>st</sup> floor), Tejgaon I/A, Dhaka 1208.

## 3. THE FUND

### 3.1 Main Features of the Fund

- 3.1.1 There shall be one Scheme of the Fund namely ICL INCTL Shariah Fund unless otherwise any other Scheme constituted, organized and managed by the Asset Management Company with due approval of the Trustee and the BSEC
- 3.1.2 The Fund shall be an Open-End (Shariah Compliant) growth style in nature and the initial target size of the Scheme shall be BDT 250,000,000.00 (Bangladesh Taka Two Hundred Fifty Million) only, which may be increased from time to time by the Asset Management Company on requisition from the investors with due approval of the Trustee and notification to the BSEC.
- 3.1.3 A registration fee as payable to the Commission under the বিধিমালা for establishing the Fund and for registration of this Deed shall be paid from the Fund by the Asset Management Company.
- 3.1.4 The FIRST PART shall provide ten percent (10% of the Fund) as the minimum subscription amount of the Fund equal to a sum of BDT 25,000,000.00 (Bangladesh Taka Twenty-Five Million) only on effective date and the rest shall be raised by the Asset Management Company through sale of unit certificates as per the Rules of the Authority.
- 3.1.5 The Asset Management Company may constitute, organize, manage the Fund and will issue the unit certificates in any denomination of the par value of Tk 10.00 each.
- 3.1.6 The Asset Management Company shall calculate the Net Asset Value (NAV) per Unit on last working day of every week as per formula prescribed in the বিধিমালা.





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- 3.1.7 The Asset Management Company shall disclose selling price and repurchase price (or surrender price) per unit of the Fund to be calculated based on the Net Asset Value (NAV) per unit at fair value.
- 3.1.8 The Asset Management Company shall duly publish the information on NAV per unit at fair value, unit selling price and repurchase price in its website, across sales centers, and through press-release at the end of each week.
- 3.1.9 The difference between selling price and repurchase price per unit shall not exceed 1% (one percent) of the NAV per unit at fair value of the Fund, provided that redemption did not take place within 1 (One) year of purchase of unit or redemption amount did not exceed 50% of the outstanding unit holding.
- 3.1.10 The redemption (or repurchase) of units of a Fund, or a Scheme of the Fund, shall be made on first-come-first-serve basis. In the event the redemption request on a particular day exceeds 5% of the total units outstanding of the Fund, the Asset Management Company may defer the redemption request over 5% for a period of maximum 3 (three) working days. Provided that redemption in excess of 5% of total units outstanding shall also be done at repurchase price of the day when redemption requests were actually submitted to the asset manager.
- 3.1.11 Sale and repurchase of unit certificates by Asset Management Company shall remain closed for maximum first three weeks of July unless the Commission decides otherwise.

### 3.2 Scope of Investments

- 3.2.1 Subject to other provisions of the Rules, a mutual fund may invest moneys collected under the Fund, or any of its schemes, only in—
- (a) securities listed with a stock exchange.
  - (b) money market instruments including government securities.
  - (c) privately placed bonds, debentures and pre-IPO capital of entities with explicit plan to be listed with a stock exchange within two years from the date of the investments.
  - (d) securitized debt instruments, which are either asset backed, or mortgage-backed securities.





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(e) open-end mutual funds approved by the Commission.

(f) and any other instruments approved by the BSEC from time to time.

- 3.2.2 Not more than 80% of total assets of the Fund shall be invested in capital market instruments. Of this, at least 50% shall be invested in listed securities that are actively trading in stock exchanges. Investments in Government Securities shall not be considered as an exposure to capital market instruments.
- 3.2.3 Not less than 20% (twenty percent) of the total asset of the Fund shall be invested in Shariah Compliant debt securities including government or government-backed securities, money market receipts or deposits and corporate sukuk or bonds.
- 3.2.4 Non-listed securities that are "investment grade" and enjoy "very strong" credit rating by a licensed credit rating agency are eligible for investment under the mutual fund. The Fund can invest in investment grade unlisted securities only after prior approval of the commission.
- 3.2.5 The Fund shall get the securities purchased or transferred in the name of the Fund.
- 3.2.6 Only the Asset Management Company will make the investment decisions and place orders for securities to be purchased or sold for the Scheme's portfolio.

### 3.3 Restriction on Investments and/or Trading in Securities

- 3.3.1 A mutual fund shall not, under any circumstance, trade in units of mutual funds, schemes of mutual funds, under the control of the same Asset Management Company.
- 3.3.2 Not more than 10% of the total assets of the fund shall be invested in non-listed securities at any particular date. In case of investment in non-listed corporate bonds or pre-IPO capital, the asset manager shall obtain prior approval of the Commission.
- 3.3.3 The fund shall not invest in more than 10% of paid-up capital (or other securities such as bond or debenture) issued by any company.
- 3.3.4 The Fund shall not invest more than 10% of its total assets in shares, debentures or other securities of a single company or a group of companies under the control of a parent company.





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This condition shall not be applicable in case of investment in Government Securities.

- 3.3.5 The Fund shall not invest more than 30% of its total assets in shares, debentures or other securities in any one industry.
- 3.3.6 The Fund shall not invest in, or lend to, any scheme under the same Asset Management Company.
- 3.3.7 The Fund shall not acquire any asset out of the Trust property, which involves the assumption of any liability that is unlimited or shall result in encumbrance of the Trust property in any way.
- 3.3.8 The Fund or the Asset Management Company on behalf of the Fund shall not give or guarantee term loans for any purpose or take up any activity in contravention of the বিধিমালা.
- 3.3.9 The Fund shall buy and sell securities based on deliveries and shall, in all cases of purchases, take delivery of securities and in all cases of sale, deliver the securities on the respective settlement dates as per the custom and practice of the stock exchanges and shall in no case put itself in a position whereby it has to make short sale or carry forward transaction.
- 3.3.10 The Fund shall not involve in option trading or short selling or carry forward transaction.
- 3.3.11 The Fund shall not buy its own unit.

### 3.4 Investment Approach and Risk Control

A top down and bottom-up approach may adopt the following investment approaches and risk control measures, namely:

- 3.4.1 Investments will be pursued in selected shariah compliant sectors based on the reference index and appropriate analysis of business cycles, regulatory reforms, competitive advantage, etc.
- 3.4.2 Selective stock picking will be done from the selected shariah compliant sectors.
- 3.4.3 The Asset Management Company in selecting scrips will focus on the fundamentals of the business, the industry structure, the quality of





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management, sensitivity to economic factors, the financial strength of the company and key earnings drivers.

- 3.4.4 In addition, the Asset Management Company will study the macro-economic conditions, including the political, economic environment and factors affecting liquidity and interest rates.
- 3.4.5 Since disciplined investing requires risk management, the Asset Management Company would incorporate adequate safeguards for controlling risks in the portfolio construction process.
- 3.4.6 Risk will also be reduced through adequate diversification of the portfolio. Diversification will be achieved by spreading the investments over a range of industries / sectors.

### 3.5 Valuation Policy

- 3.5.1 For listed securities, the average quoted closing price on the stock exchanges on the date of valuation shall form basis of any calculation of Net Asset Value of such securities in the portfolio of the Fund.
- 3.5.2 At initial recognition, an Asset Management Company shall measure a financial asset at its fair value plus transaction costs that are directly attributable to the acquisition of the financial asset. Likewise, an AMC shall recognize a sale of a financial asset at net realized value, that is, the selling price net of transaction costs.
- 3.5.3 The Asset Management Company shall recognize a financial asset or a financial liability in its statement of financial position when, and only when, the company becomes a party to the contractual provisions of the financial instrument. At initial recognition, a company shall measure a financial asset or a financial liability at its fair value plus (or minus) transaction costs that are directly attributable to the acquisition (or issue) of the financial asset or financial liability.
- 3.5.4 After initial recognition of a financial asset, an Asset Management Company shall classify, subject to the approval of the Commission, the financial asset as subsequently measured at fair value through profit or loss, fair value through other comprehensive income, or amortized cost based on both:
  - (a) the company's business model for managing financial assets and
  - (b) the contractual cash flow characteristics of the financial assets.





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- 3.5.5 An AMC shall have the option, at initial recognition, to irrevocably designate a financial asset and a financial liability to be measured at fair value through profit or loss.
- 3.5.6 After initial recognition, that is, at subsequent balance sheet dates, an AMC shall measure a financial asset at fair value through profit or loss, fair value through other comprehensive income or amortized costs and in compliance with provisions of IFRS.
- 3.5.7 After initial recognition of a financial liability, an AMC shall classify and measure, subject to the approval of the Commission, all financial liabilities at fair value through profit or loss, or amortized costs and comply with provisions of IFRS. An AMC shall have the option, at initial recognition, to irrevocably designate a financial liability to be measured at fair value through profit or loss.
- 3.5.8 A gain or loss on a financial asset or financial liability that is measured at fair value shall be recognized in profit or loss unless:
- (a) it is an investment in an equity instrument and the AMC has elected present to present gains and losses on that investment in other comprehensive income.
  - (b) it is a financial asset measured at fair value through other comprehensive income.
  - (c) it is a financial liability designated as at fair value through profit or loss but the entity is required to present the effects of changes in the liability's credit risk in other comprehensive income. In that case, the remainder amount of change in the fair value shall be presented in profit or loss.
- 3.5.9 At initial recognition, an AMC may elect to present in other comprehensive income subsequent changes in the fair value of an investment in an equity instrument which is not held for trading. The AMC shall however recognize in profit or loss any dividends from investments in equity instruments that are not held for trading.
- 3.5.10 A gain or loss on a financial asset measured at fair value through other comprehensive income shall be recognized in other





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Managing Director & CEO  
Impress-Newtex Composite Textiles Ltd

comprehensive income, except for impairment gains or losses and foreign exchange gains or losses.

- 3.5.11 Adequate disclosure shall be made on the valuation of investment in securities and other financial instruments in both the interim and annual financial statements. Trustee shall not approve any financial statements without adequate disclosure of accounting policies as to the fair valuation of investments in securities.

The excess of fair value over cost of investments in securities, if true in aggregate, shall be reported as an 'other comprehensive income' in the Statement of Profit or Loss or Other Comprehensive Income and not be a part of earnings for the period.

- 3.5.12 Independent external auditor shall give opinion as to the fair value of investments in securities and/or financial instruments of the Fund. The external auditor shall specifically comment on assumptions and inputs used for the valuation of investments in unlisted securities of the Fund.

### **3.6 Accounting and Reporting for Provision for Diminution (or Appreciation) in Fair Value of Investments in Financial Assets**

- 3.6.1 After the initial recognition of a financial asset, an Asset Management Company shall make provision for diminution in the fair value of investments in securities of a mutual fund whenever the fair value of a security is less than its acquisition cost. At subsequent balance sheet dates, if the fair value of the financial asset further decreases, a new provision to that extent shall accrue with respect to that particular financial asset. On the other hand, if the fair value rises since the previous balance sheet date but remains below the acquisition costs of the financial asset, a reversal of past provision to the extent of the rise shall be made and added to the earnings for the period of the Fund.
- 3.6.2 Investments in financial assets shall be reported at fair value, not at acquisition costs, in the statement of financial position of a mutual Fund.
- 3.6.3 If the fair value of investments in a security exceeds the acquisition cost, the excess of the fair value over the acquisition cost shall be recognized as 'other comprehensive income,' not to be offset against





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aggregate provision for diminution in the fair value of investments in other securities.

- 3.6.4 Other comprehensive income shall be reported as a part of the unit holders' equity of the Mutual Fund.
- 3.6.5 Any financial asset, which is not actively trading in any organized stock exchange, shall be classified as a "Non-performing Financial Asset" if the issuer of the security fails to pay a return, either a dividend or an interest income, to the Asset Management Company in consecutive two financial years.
- 3.6.6 The fair value of a 'Non-performing Financial Asset' shall be done following International Financial Reporting Standards (IFRS), supplemented by a full disclosure of inputs and methods of the valuation, and be subject to the approval of the Trustee of the Fund.
- 3.6.7 The external auditor shall comment on the fair valuation of investments in financial assets which are either unlisted or not actively trading in a stock exchange and on the quality of accompanying disclosure on investments in financial assets.

### **3.7 Accounting for Net Asset Value per Unit of the Fund and Fair Valuation of Financial Instruments**

- 3.7.1 An Asset Management Company shall calculate Net Asset Value (NAV) per unit of a mutual fund at fair value on a weekly basis and be disclosed in the manner specified by the Commission.
- 3.7.2 The Net Asset Value of a Fund shall be equal to the fair value of identifiable assets minus the fair value of liabilities of the Fund. Net asset Value per unit shall be calculated by dividing the Net Asset Value by units outstanding of the Fund at the measurement date.
- 3.7.3 An asset is identifiable if it either:
  - (a) is separable, i.e. capable of being separated or divided from the entity, or sold, transferred, licensed, rented, or exchanged, either individually or together with a related contract, identifiable asset or liability, regardless of whether the entity intends to do so; or
  - (b) arises from contractual or other rights, regardless of whether those rights are transferable or separable from the entity or from other rights and obligations.





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- 3.7.4 Identifiable assets may include intangibles including monetary assets without physical substance but shall exclude fictitious assets such as unamortized issue costs, preliminary costs, and/or advances, deposits and prepayments which embody no future economic benefits and cash flows to the company.
- 3.7.5 Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. A fair value measurement shall be done for a particular asset or liability. A fair value measurement assumes that the transaction to sell the asset or transfer the liability takes place either in the principal market for the asset or in the absence of the principal market, in the most advantageous market for the asset or liability.
- 3.7.6 In order to do fair valuation of assets and liabilities of a Fund, the Asset Management Company shall strictly comply with accounting recognition and measurement principles and disclosure provisions of International Financial Reporting Standards (IFRS) particularly including that of IFRS 13 (Fair Value Measurement).

### **3.8 Measurement of Earnings and Payment of Dividends**

- 3.8.1 Net income for a financial period of a mutual fund shall be measured following International Financial Reporting Standards (IFRS) and after incorporating all valid income, eligible expenses as well as provision for diminution in the fair value of investments in securities and other financial assets.
- 3.8.2 Trustee shall examine every item of expenses of a mutual fund and determine their eligibility to be a valid charge against income of the Fund.
- 3.8.3 Adequate disclosure shall be made with respect to provision (or reversal of provision) for diminution (or appreciation) in fair value of investments in securities. The excess of fair value over cost of investments in securities, if true in aggregate, shall be reported as an 'other comprehensive income' in the Statement of Profit or Loss or





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Other Comprehensive Income and not be a part of earnings for the period.

- 3.8.4 Other comprehensive income shall be reported as a separate line item under the unit holders' equity and not be aggregated with any other reserve(s).
- 3.8.5 A mutual fund shall make a full disclosure of the provision for diminution in fair value of investments in the statement of changes in unit holders' equity specifically showing changes in the provision account during the period.
- 3.8.6 The Fund shall not issue reinvestment unit (RIU) under any circumstance, other than under any Cumulative Investment Plan (CIP).
- 3.8.7 Dividend shall never be paid out of other comprehensive income and/or unrealized capital gains.
- 3.8.8 Without violating provisions of this Directive, a mutual fund may create a dividend equalization reserve in order to stabilize payments of dividends in future.

### 3.9 Net Asset Value (NAV) calculation

- 3.9.1 The Fund will use the following formula to derive NAV per unit.

$$\text{Total NAV} = \text{VA} - \text{LT}$$

$$\text{NAV per unit} = \text{Total NAV} / \text{No. of units outstanding}$$

VA = Value of all securities in vault + Value of all securities placed in lien + Cash in hand and at bank + Value of all securities receivables + Receivables of proceeds of sale of investments + Dividend receivables net of tax + Interest receivables net of tax + Remaining issue expense after deducting amortization + Remaining printing, publication and stationery expenses after deducting amortization

LT = Value of all securities payable + Payable against purchase of investments + Payable as brokerage and custodian charges + Payable as Trustee fees + All other payable related to printing, publication and stationery + Accrued deferred expenses with regard to trustee fee, guarantee commission, annual fee, audit fee and safe keeping fee.





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#### 4. RIGHTS, DUTIES AND OBLIGATION OF THE PARTIES OF THE FUND

##### 4.1 The Sponsor

- 4.1.1 Impress-Newtex Composite Textiles Limited shall be the Sponsor of the Fund.
- 4.1.2 The Sponsor shall cause to constitute the mutual fund by virtue of this Trust Deed.
- 4.1.3 The Sponsor shall appoint the Trustee of the mutual fund by virtue of this Trust Deed, who shall hold the property of the Fund in trust for the benefit of the Fund and the unit holders of the Fund in accordance with the বিধিমালা.
- 4.1.4 The Sponsor shall appoint the Custodian, who shall provide custodial service to the Scheme of the Fund in accordance with the বিধিমালা.
- 4.1.5 The Sponsor shall appoint the Asset Management Company, who shall manage the Open-End Mutual Fund (Shariah Compliant) for the benefit of the Fund and the unit holders of the Fund in accordance with the বিধিমালা.
- 4.1.6 The Sponsor shall contribute an amount of BDT 25,000,000.00 (Bangladesh Taka Twenty-Five Million) only on the effective date on demand from the Asset Management Company to initiate the Trust which shall be preserved in accordance with the বিধিমালা.
- 4.1.7 The Sponsor shall, if required by the Commission, furnish such other information or clarification in addition to the information given with the application as may be considered necessary for grant of registration of the Open-End Fund.
- 4.1.8 The Sponsor shall not participate in any decision-making process for any investment by the Scheme of the Fund.
- 4.1.9 The Sponsor may cause to effect change of the Trustee and the Asset Management Company as per procedure laid down in the বিধিমালা and subject to prior approval of the Commission, on substantiated reasonable grounds of breach of trust as enumerated in this Deed by the incumbent Trustee or the Asset Management Company.
- 4.1.10 Notwithstanding anything contained in this Trust Deed, the Sponsor shall preserve the inherent right to legal recourse against the Trustee or the Asset Management Company in the event of substantiated reasonable grounds of breach of trust as enumerated in this Deed by the incumbent Trustee or the Asset Management Company.





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#### 4.2 The Trustee

- 4.2.1 Bangladesh General Insurance Company Limited (BGIC) shall be the Trustee of the Fund by virtue of this Trust Deed.
- 4.2.2 The Trustee shall be the guardian of the Fund, held in Trust for the benefit of the unit holders, in accordance with the বিধিমালা and this instrument of Trust.
- 4.2.3 The Trustee shall always act in the best interest of the unit holders.
- 4.2.4 The Trustee shall take all reasonable care to ensure that the Scheme of the Fund floated and managed by the Asset Management Company are in accordance with the Trust Deed and the বিধিমালা.
- 4.2.5 The Trustee shall receive a quarterly report from the Asset Management Company and submit a half-yearly report to the Commission on the activities of the Scheme of the Fund.
- 4.2.6 The Trustee shall provide or cause to provide information to the unit holders of the Scheme of the Fund and the Commission by the Asset Management Company as per বিধিমালা or as may be specified by the Commission.
- 4.2.7 The Trustee shall cause to make such disclosures by the Asset Management Company to the investors as are essential in order to keep them informed about any information, which may have any bearing on their investments.
- 4.2.8 The Trustee shall have a right to call books of accounts, records, documents and such other information considered necessary from the Asset Management Company as is relevant in the management of the affairs concerning the operation of the Open-End Mutual Fund (Shariah Compliant).





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- 4.2.9 The Trustee shall forthwith take such remedial steps as are necessary to rectify the situation where they have reasons to believe that the conduct of business of the Scheme of the Fund is not in conformity with the বিধিমালা and keep the Commission informed of the same with full particulars.
- 4.2.10 The Trustee shall have the power to initiate the process of annulment of the appointment of the Asset Management Company under specific events of breach of trust and investment management terms only, with the approval of the Commission and in accordance with the provisions of the বিধিমালা.
- 4.2.11 The Trustee shall furnish to the Commission particulars of the interest that they may have in any other company, institution or financial intermediary or anybody corporate by virtue of their positions as director, partner, managers or which they may be associated with in other capacities.
- 4.2.12 The Trustee, in carrying out their responsibilities as Trustee of the Fund, shall maintain arm's length relationship with other companies, institutions of financial intermediaries or anybody corporate with which they may be associated.
- 4.2.13 The Trustee shall not participate in any decision-making process for investments of the Fund and its Scheme.
- 4.2.14 The Trustee shall cause to appoint an auditor for the Scheme of the Fund who shall be different from the auditors of the Asset Management Company and the Trustee shall regularly monitor the performance and activities of the auditors.
- 4.2.15 The Trustee shall be responsible to ensure that calculation and entry of any income due to be paid to the Scheme of the Fund and also any income received for the holders of the units and the reports of accounts of the Scheme are in accordance with the Trust Deed and the বিধিমালা.





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4.2.16 The Trustee shall call for a meeting of the unit holders of the Scheme of the Mutual Fund whenever required to do so by the Commission in the interest of the unit holders of the particular Scheme of the Fund or on a requisition of three fourth of the unit holders of the Fund or when the Trustee decides to wind up or pre-maturely redeem, the units or modify, in the best interest of the unit holders of that Scheme.

4.2.17 The Trustee shall be responsible for the acts of commissions and omissions by its employees or the persons whose services have been obtained by it and the Trustee shall not be absolved of any civil liability to the Mutual Fund for their willful acts of commission and omissions while holding such position or office.

4.2.18 Trustee, shall constitute Committee with a minimum of two members, which shall be responsible for discharging the obligations of the Trustee and the first such Committee shall be constituted with the following members:

Chairman-BGIC Limited	Member
Managing Director & CEO- BGIC Limited	Member
Financial Consultant- BGIC Limited	Member
Advisor- BGIC Limited	Member
Deputy Managing Director- BGIC Limited	Member

4.2.19 In order to protect the interest of the unit holders, the trustee committee from time to time shall call meeting in the office of the Trustee or in the office of the Asset Manager. The committee shall call at least one meeting in every three months. The committee may advise the Asset Manager to produce necessary papers, documents in the meeting.

4.2.20 Any subsequent proposed change in the composition of the Committee constituted by the Trustee shall be communicated to the Commission and the Asset Management Company and such change shall take effect only on approval from the Commission.





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- 4.2.21 The Trustee shall be paid an annual Trusteeship fee not exceeding @0.10% of the Net Asset value (NAV) at Fair Value of the Fund on a semi-annual basis, during the life of the Fund.
- 4.2.22 The Trustee shall not be removed without prior approval of the Commission and shall not retire until such time a new Trustee takes over under due process as laid down in the বিধিমালা.
- 4.2.23 The Trustee shall hold all capital assets of the Scheme of the Fund in trust on behalf of the unit holders.
- 4.2.24 The unit holders shall preserve only the beneficial interest in the trust properties on pro rata basis of their ownership of the Scheme.

#### 4.3 The Asset Management Company

- 4.3.1 Impress Capital Limited (ICL) shall be the Asset Management Company of the Scheme of the Fund and this Deed shall constitute the basis of the Investment Management Agreement with the Sponsor as required by the provisions of the বিধিমালা.
- 4.3.2 The Asset Management Company shall be responsible for structuring, operation and management of the Scheme of the Fund as approved by the Trustee and the Commission and in accordance with the provisions of the Trust Deed and the বিধিমালা.
- 4.3.3 The Asset Management Company shall take all reasonable steps and exercise all due diligence and ensure that the investment of the Scheme of the Fund is not contrary to the provisions of the Trust Deed and the বিধিমালা.
- 4.3.4 The Asset Management Company shall be responsible for the willful acts of the commissions and omissions by its employees or the persons whose services have been obtained by the company and the Asset Management Company shall not be absolved of any civil liability to the Fund for their willful acts of commission and omissions while holding such position or office and no loss or damage or expenses incurred by the Asset Management Company or their officers or any person delegated by them, resulting from such willful commission or omission, shall be met out of the Trust property.





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- 4.3.5 The Asset Management Company shall not act as trustee of any mutual fund and shall not undertake any other business or activities, without prior approval of the Commission, which may adversely affect the interest of the Fund.
- 4.3.6 The Asset Management Company shall submit to the Trustee and the Commission quarterly activity and compliance reports on September 30, December 31, March 31 and June 30 within 15 days of the end of each quarter or at any intervals as may be required by the Trustee or the Commission.
- 4.3.7 The Asset Management Company shall ensure that no application form, or sales literature or other printed matter issued to prospective buyers, or advertisement, or report and or announcement (other than announcement of prices or yields) addressed to any unit holder, or to the public, or to the press or other communication media or to any stakeholder, is issued or published with contents and statement or matter extraneous to the Trust Deed or Prospectus approved by the Commission or the Trustee, as the case may be.
- 4.3.8 The Asset Management Company shall prepare and distribute the prospectus, annual and periodical reports of the Scheme of the Fund and shall maintain all sorts of communications with investors and other stakeholders as per বিধিমালা and shall undertake advertising and other promotional activities.
- 4.3.9 The Managing Director / Chief Executive Officer and other Officers of the Asset Management Company shall be authorized signatories of the depository and custodial accounts of the Fund with the banks and financial institutions, stock exchanges, central depository and other similar institutions and the transfer Deed of the securities owned by the Scheme of the Fund.
- 4.3.10 The Asset Management Company Ltd. shall furnish such information and documents to the CDBL as may be required under ডিপজিটরি আইন, ১৯৯৯, ডিপজিটরি প্রবিধানমালা, ২০০০ and ডিপজিটরি (ব্যবহারিক) প্রবিধানমালা, ২০০৩.
- 4.3.11 The Asset Management Company shall be expected to meet such expenses and make provisions for office space, personnel including security analysts and portfolio managers, regulatory compliance and reporting services, accounting services and preparation of tax returns and insurance coverage and such other services.





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- 4.3.12 The Asset Management Company is authorized to charge all applicable expenses of the Fund as provided for in the বিধিমালা to the respective schemes of the Fund account, but any loss or damage or expenses resulting from gross negligence by the Trustee or the Asset Management Company or any of their officers or any person delegated by them shall not be met out of the Trust property.
- 4.3.13 Fees related to issue and formation shall be applicable as per the সিকিউরিটিজ ও এক্সচেঞ্জ কমিশন (মিউচুয়াল ফান্ড) বিধিমালা, ২০০১.
- 4.3.14 A requisition meeting of two third of the unit holders of any Scheme of the Fund, under the procedure laid down in the বিধিমালা, can propose termination of the appointment of the Asset Management Company, and the Trustee, with prior approval of the Commission, can terminate the Asset Management Company with prior approval of the Commission keeping informed the Commission about the same within three working days from the date of termination.
- 4.3.15 The Asset Management Company can discontinue its function at any time with prior written consent of the BSEC and the Trustee.
- 4.3.16 No Asset Management Company shall, for the purpose of inducing, dissuading, effecting, preventing, or in any manner influencing or framing to its advantage, the sale or purchase of any security, directly or indirectly,
- (a) create a false and misleading appearance of active trading in any security.
  - (b) effect any transaction in securities between mutual funds under the control of an Asset Management Company.
  - (c) directly or indirectly effect a series of transactions in any security creating the appearance of actively trading therein or of raising of price for the purpose inducing its purchase by others or depressing its price for the purpose of inducing its sale by others.
- 4.3.17 An Asset Management Company shall be entitled to asset management fees which will be calculated once a week on the basis of net asset value (NAV) at fair value of a mutual fund at the end of each quarter of a financial year and according to rates as per the Rules.
- 4.3.18 Asset management fees shall be payable on a quarterly basis.





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#### 4.4 The Custodian

- 4.4.1 BRAC Bank Limited shall be the Custodian of the Scheme of the Fund.
- 4.4.2 The custodian shall keep the securities for the assets of the Fund in safe custody and shall provide highest security for the assets of the Fund.
- 4.4.3 The custodian, among others, shall preserve the following documents and information client wise:
- a) Details of acquisition and disposal of securities
  - b) Details of receipt and disbursement of Funds
  - c) Details about the right of the client on the securities held on behalf of the client.
  - d) Details about registration of securities
  - e) Ledger of accounts of the client
  - f) Details about the order received from and given to the client.
- 4.4.4 The Custodian shall provide directly to the Auditors any information that may be required, in writing, by the Auditors.
- 4.4.5 The fees for Custodian services shall not exceed 0.08% per annum of the fair value of securities (both listed and non-listed) held by the Fund, to be calculated and paid on a semiannual basis.

#### 4.5 The Shariah Supervisory Board

The asset Manager of the fund shall form a Shariah Supervisory Committee with minimum two members who shall ensure the funds compliance with shariah principles.

### 5. EXPENSES OF THE FUND

- 5.1 Provided that the initial issue cost of a mutual fund, or any scheme of a mutual fund, shall not exceed 3% of capital actually raised under the Fund or the scheme of the Fund. The Asset Management Company shall furnish to the Commission a detailed breakdown of the initial issue cost in the prospectus/offer document of the Fund.





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5.2 Total operating expense, excluding amortization of initial issue costs and provision for diminution in the fair value of investments, of a mutual fund, a scheme of a fund, shall not exceed 4 (four) percent of net asset value (NAV) at fair value of the Fund.

5.3 Annual Fees

(i) Every mutual fund, or a scheme of the Fund, registered under this Rules shall pay annual fees, by a pay order or bank draft, at the rate of 0.10 percent of the net asset value (NAV) at fair value of the Fund, or the scheme of the Fund, or Tk. 100,000, whichever is higher, to the Commission within 90 days from the end of the financial year.

Provided that in case of a failure to pay the annual fees within the aforesaid deadline, the Asset Management Company, not the mutual fund, shall be liable to pay a fine equivalent to the half of the annual fees for a delay of every month or a part thereof.

(ii) An Asset Management Company shall not be allowed to launch a new mutual fund, or a new scheme of a mutual fund, if it fails to pay annual fees as stipulated in the Sub-Rule (i).

**6. BANKERS OF THE FUND**

6.1 Any commercial bank/schedule bank shall be the Banker of the Fund.

6.2 The Asset Management Company shall be authorized to open separate accounts of the Scheme of the Fund with the reputed scheduled commercial banks to facilitate normal course of business with prior written approval from the Trustee.

6.3 The Asset Management Company shall open accounts of the Fund with other banks and depositories to facilitate normal courses of business with prior written approval from the Trustee.

6.4 All bank, depository and custodial accounts of the Fund shall be operated under joint signatures.

6.5 No director or shareholder of the Asset Management Company, except the Chief Executive Officer, shall be a signatory of any account of any Scheme of the Fund.





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- 6.6 The Board of Directors of the Asset Management Company shall designate authorized joint signatories of all accounts of the Scheme of the Fund from among their Managers and Officers with the consent of the Trustee.
- 6.7 A set of specimen signatures of the authorized signatories of the accounts of the Scheme of the Fund shall be kept with the Trustee.
- 6.8 The Asset Management Company may also open separate bank accounts for dividend distribution, if any, of the Fund for each financial year. Notwithstanding anything in this Trust Deed, the beneficial ownership of the balances in the accounts shall vest with the unit holders.

## 7. AUDIT OF ACCOUNTS

- 7.1 The Mutual Fund shall have its accounts of its Scheme audited by an auditor qualified to audit the accounts of a company under section 212 of the Companies Act, 1994 (Act No. 18 of 1994) and the audit report shall be in conformity with the Securities and Exchange Rules, 2020.
- 7.2 The auditor of the Fund must have acceptable international affiliation or association.
- 7.3 Hussain Farhad & Co. Chartered Accountants having office at House: 15 Road:12, Block: F, Niketon, Gulshan 1, Dhaka 1212 shall be the first auditor of the Fund and the auditor shall be paid a service fee of BDT 40,000 (Bangladesh Taka Forty Thousand) only, plus VAT.
- 7.4 The auditor of the Scheme of the Fund shall be different from the auditors of the Asset Management Company and that of the Trustee and Sponsor.
- 7.5 The Trustee shall appoint auditor for the Fund with reasonable fees, where the incumbent auditor 'if any' shall be eligible for re-appointment for up to three consecutive terms of one year each. Thereafter, the auditor shall only be eligible for appointment after the lapse of at least one year. The Asset Management Company may at any time, with the concurrence of the Trustee, and shall, if directed by the BSEC, remove the auditor and appoint another auditor in its place.
- 7.6 The auditor shall furnish the Audit Report within maximum of 30 days from the date of closing of accounts and forward their report to the Trustee and such report shall form part of the Annual Report of the Mutual Fund.





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7.7 The auditor's report shall state that they have obtained all information and explanations which, to the best of their knowledge and belief, were necessary for the purpose of the audit; and that the balance sheet, the revenue account and the cash flow statement give a fair and true view of the Scheme, state of affairs and surplus or deficit in the Fund and cash flow for the accounting period to which they relate, and that the financial statements and notes thereto furnished in due conformance with generally accepted accounting principles and procedures and also the Bangladesh Accounting Standards (BASs) and that the audit and examination made with International Standards on Auditing (ISA) accepted by ICAB and that full and fair disclosures are made in the statements.

7.8 Notwithstanding anything contained hereinabove or in বিধিমালা, the Commission shall have the power to appoint an auditor to investigate into the books of accounts or the affairs of the Fund, Trustee or Asset Management Company or Custodian based on the report of any investigating authority constituted by the Commission under the বিধিমালা.

The Auditor so appointed by the Commission shall have the same powers of the inspecting authority as provided for in the বিধিমালা.

## 8. GENERAL OBLIGATION OF THE FUND

### 8.1 Periodical Disclosures

8.1.1 The Fund, its asset manager, trustee, custodian and sponsor shall make such disclosures or submit such documents as may be called upon to do so by the Commission.

8.1.2 Without prejudice to the generality of the directions in the Sub-Rule (1) above, the Fund shall furnish to the Commission the following reports, namely.


- i. 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, within 03 (three) months from the end of the financial year.



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Managing Director & CEO  
Impress-Nextex Composite Textiles Ltd

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- ii. Quarterly un-audited financial statements within 30 (thirty) days from the end of the quarter of the financial year; and
  - iii. A monthly statement of portfolios, including changes therein from the previous period, for a mutual fund, or a scheme of a mutual fund, within seven (7) days from the end of the month.
  - iv. For an open-end mutual fund, the Asset Management Company shall publish a monthly statement to the Commission, within 7 (seven) days from the end of the month, reporting new units sold, capital fund received, units repurchased, and capital redeemed for every business day of the month.

8.1.3 A mutual fund shall, before expiry of 07 (seven) days from the end of each quarter, 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.

8.1.4 A mutual fund shall, within 30 (thirty) days from the end of a quarter, publish its un-audited quarterly financial statements on its website.

## 8.2 Accounting year

8.2.1 The accounting year for the Scheme of the Fund shall usually end on June 30 every calendar year or as determined or consented by the Commission.

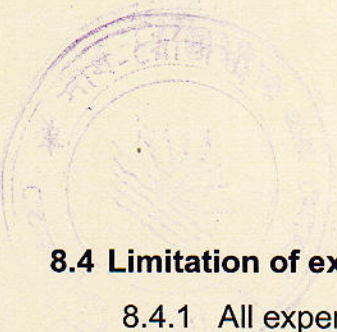
## 8.3 Classification of Income and Expenses

8.3.1 An Asset Management Company (AMC) shall present separately each material class of similar items in the statement of profit or loss and other comprehensive income for a period of a mutual fund or a scheme of the Fund.

8.3.2 An AMC shall clearly identify major heads of income and expenses (or gains or losses) as separate line items in the statement of profit or loss and other comprehensive income for a period of a mutual fund or a scheme of the Fund.

8.3.3 An AMC shall recognize income and expenses (or gains and losses) using the accrual basis of accounting.





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#### 8.4 Limitation of expenses

- 8.4.1 All expenses should be clearly identified and appropriated to the Fund.
- 8.4.2 The Asset Management Company may charge Fund for Investment Management and Advisory fees.
- 8.4.3 An Asset Management Company shall amortize the initial issue costs of the Fund within a maximum period of five (05) years. In case of availability of profits, an AMC can amortize the initial issue expense over a shorter period than five years.
- 8.4.4 An Asset Management Company shall also be eligible to charge the following additional expenses against a mutual fund in addition to the asset management fees as defined in Rule 65(2):
- Marketing and selling expenses including commissions of the agents, if any.
  - Brokerage and Transaction costs.
  - Cost of registrar services for transfer of securities sold or redeemed.
  - Trusteeship fees.
  - Custodian fees.
  - Dematerialization fees and others.
  - Re-registration fees, if any.
  - Other expenses applicable to the Mutual Fund.
- 8.4.5 The expenses referred to hereinabove and any other fees payable or reimbursable to the Asset Management Company or the Trustee shall be charged to the Open-End Mutual Fund.
- 8.4.6 In addition to the fees mentioned here-in-above, the Asset Management Company shall charge the Schemes of the Mutual Fund with the following recurring expenses, namely:
- Bank charges
  - Annual fees payable to the Commission as per the Rule (11).
  - CDBL Fees.
  - Listing fees.
  - Audit Fees.





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(vi) Costs for publication of reports and periodicals specifically related to the Fund.

(vii) Distribution and publicity costs

(viii) Valid expense for organizing a unit holders' meeting in compliance with the Mutual Fund Rules 2001.

For an open-end mutual fund, no selling/marketing expense shall be applicable for the issue of new units to investors.

8.4.7 Legal expenses of an Asset Management Company shall not be a charge against income of a Mutual Fund.

8.4.8 An Asset Management Company shall not charge transaction costs (including brokerage commission) as an expense in the statement of profit or loss and other comprehensive income.

## 8.5 Borrowing Policy

8.5.1 As per provisions of the বিধিমালা, the Fund is neither permitted to borrow for finance any investment nor allowed to advance/guarantee any term loan for any purpose. However, if the competent authority withdraws or relaxes these restrictions during the lifetime of the Fund, if necessary, with the consent of the Trustee, it may well opt for borrowing from any legal source as well as advance / guarantee term loan at a competitive rate.

## 8.6 Distribution of Dividend

8.6.1 In accordance with the বিধিমালা subject to approval of the Trustee and as per the declaration of the dividend in the prospectus or offer document after closing of annual accounts, the fund will distribute cash dividend among the unit holders of the relevant growth scheme which shall not be less than 50% of annual profit of that scheme or as determined by the Commission from time to time. The fund shall declare and pay dividend in cash to the unit holders annually from the distributable profit, if any. The unit holders can re-invest the dividend to the fund.



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8.6.2 Unit holders, whose names will appear in the register on the record date to be announced each year, will be eligible to receive the declared dividend.

8.6.3 The Asset Management Company shall dispatch the dividend entitlements at the expense of the fund within 45 days (Forty-Five Days) of the declaration of the dividend of the scheme or as stipulated by the বিধিমালা or as directed by BSEC and submit a statement thereof to the Commission and the Trustee within the next 7 (seven) days or in the manner determined by the বিধিমালা or as directed by the BSEC. Expenses related to above shall be met from the fund.

#### 8.7 Reserve for revaluation of investments

8.7.1 Before declaration of dividend the Asset Management Company shall make a provision with agreement of the auditors for revaluation of investments caused from loss if market value of investments goes beyond their acquisition cost, and the method of calculation of this provision must be incorporated in the notes of accounts.

8.7.2 The Fund shall create a dividend equalization reserve by suitable appropriation from the income of the fund.

#### 8.8 Publication of annual report and summary thereof

8.8.1 The Annual Report of the Scheme of the Fund or an abridged summary thereof shall be published through an advertisement as soon as may be but not later than 45 (forty five) days from the date of closure of the relevant financial year provided that the Annual Report or an abridged summary thereof shall contain details as specified in Schedule VI and VII of the বিধিমালা and such other details as are necessary for the purpose of providing a true and fair view of the operations of the Scheme of the Fund and provided further that, whenever the report is published in summary form such publication shall carry a note that full Annual Report shall be available for inspection at the Head Office of the Asset Management Company and if so required, a copy thereof shall be made available on payment of such nominal fees as may be specified.



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## 8.9 Periodical disclosures

- 8.9.1 The Fund, the Sponsor, the Asset Management Company, the Trustee and the Custodian of the Fund shall make such disclosures or submit such documents as per requirements of the বিধিমালা and as they may called upon to do so by the Commission.
- 8.9.2 Without prejudice to the generality of the above, the Asset Management Company shall furnish the following periodic reports to the Commission, namely:
- (a) Copies of the duly audited annual statements of accounts including the balance sheet, revenue account and the cash-flow statement for the Fund once a year within three months of the end of the year.
  - (b) A copy of half-yearly un-audited accounts of the Scheme within forty-five days of the end of the period.
  - (c) A quarterly statement of change of net assets of the Scheme of the Fund within thirty days of the end of each quarter.
  - (d) A quarterly portfolio statement, including changes from the previous periods for the Scheme within thirty days of end of each quarter.
  - (e) As per বিধিমালা, the Asset Management Company shall follow the formula for computing the Net Asset Value of the Fund and shall disclose and publish the same regularly as advised by the Commission from time to time.

## 8.10 Annual report to be forwarded to the Commission.

- 8.10.1 The Asset Management Company shall within ninety days from the closure of each financial year forward to the Commission a copy of the Annual Report and other information including details of investments and deposits held by the Unit Fund so that the entire portfolio of the Mutual Fund is disclosed to the Commission.



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### 8.11 Half yearly disclosures

8.11.1 Un-audited half yearly accounts/financial results of the Fund will be submitted to the commission and the concerned stock exchange(s) and be published in at least one English and another Bangla national daily newspapers within thirty days from end of the period; provided that the half yearly accounts / financial results shall contain details as specified in schedule VII of the Rules and such other details as are necessary for the purpose of providing a true and fair view of the operation of the Unit Fund.

### 8.12 Amount to be raised.

8.12.1 The Initial Target amount to be raised in respect of the Scheme is BDT 250,000,000 (Bangladesh Taka Two Hundred Fifty Million) only, including the Sponsor's contribution.

### 8.13 Issue of Unit Certificate

8.13.1 All unit holders of the Fund shall be issued with the unit certificate by the Asset Management Company at the cost of the Fund, in any denomination of par value of BDT 10 (Ten) each within the time frame as stipulated in the বিধিমালা.

8.13.2 The Asset Management Company may determine the minimum and the maximum limits of unit holding of a unit holder from time to time and may impose any restriction on sale of units to any person or institution for the benefit of the Fund, with permission of the Trustee and in accordance with applicable laws.

8.13.3 The CEO/Head of Finance/Company Secretary/Head of Compliance of the Asset Management Company shall be the joint signatory for the certificates of the unit of the Fund.

### 8.14 Surrender and Transfer of Unit Certificates

8.14.1 The unit certificates of the Fund shall be freely redeemable and transferable by way of inheritance/gift and/or by specific operation of the law.





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8.14.2 The unit holders may surrender their unit certificates during the business hour as specified by the Asset Management Company. The Asset Management Company shall be liable to repurchase the units on behalf of the Fund.

8.14.3 The redemption (or repurchase) of units of the Fund or the Scheme of the Fund shall be made on first come first serve basis. In the event the redemption request on a particular day exceeding 5% of the total units outstanding, the Asset Management Company may defer, if required, the redemption request over 5% for a maximum period of 3 (three) working days.

#### 8.15 Fixation of Price of Units

8.15.1 The Asset Management Company shall disclose selling price and repurchase price (surrender value) per unit of the Fund to be calculated based on the fair valued Net Asset Value (NAV) per unit and duly published the information in its website at the end of each week. The difference between selling price and repurchase/surrender price shall not exceed 1% of the fair valued NAV per unit of the Fund.

#### 8.16 Public availability of the Trust Deed

8.16.1 This Trust Deed shall be available to wider public for collection, at a reasonable fee, and inspection during normal business hours from the corporate office of Impress Capital Limited (ICL), 260/B Evergreen Plaza (1<sup>st</sup> Floor), Tejgaon I/A, Dhaka-1208, Bangladesh. The Trust Deed may also be viewed or downloaded from the web site of the Asset Management Company.

### 9 WINDING UP OF THE FUND

#### 9.1 Procedure of winding up

9.1.1 If the total number of outstanding unit certificates held by the unit holders after repurchasing at any point of time falls below 25% of the actual certificate issued, the Fund will be subject to wound up.



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- 9.1.2 The Fund may be wound up on the happening of any event, which, in the opinion of the Trustee with approval from the Commission, requires the Scheme to be wound up.
- 9.1.3 The Scheme may also be wound up if the Commission so directs in the interest of the unit holders.
- 9.1.4 Where a Scheme is to be wound up in pursuance to the above, the Trustee and the Asset Management Company shall give simultaneously separate notice of the circumstances leading to the winding up of the Scheme to the Commission and if winding up is permitted by the Commission, shall publish in two national daily newspapers including a Bangla newspaper having circulation all over Bangladesh.

## 9.2 Manner of winding up

- 9.2.1 The Trustee shall call a meeting within 30 days from the notice date of the unit holders of a Scheme to consider and pass necessary resolutions by three-fourth majority of the unit holders present and voting at the meeting for authorizing the Trustee to take steps for winding up of the Scheme. If it fails to have three-fourth majority mandate, the Commission shall have the power to supersede the mandate if situation demands such.
- 9.2.2 The Trustee shall dispose of the assets of the Scheme of the Fund in the best interest of the unit holders.
- Provided that the proceeds of sale made in pursuance of the Rules, shall in the first instance be utilized towards discharge of such liabilities as are properly due under the Scheme and after making appropriate provision for meeting the expenses connected with such winding up, the balance shall be paid to the unit holders in proportion to their respective interest in the assets of the Scheme as on the date when the decision for winding up was taken.



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Managing Director & CEO  
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9.2.3 Within thirty days from the completion of the winding up, the Trustee shall forward to the Commission and the unit holders a report on the winding up containing particulars, such as circumstances leading to the winding up, the steps taken for disposal of assets of the Scheme before winding up, expenses of the Fund for winding up, net assets available for distribution to the unit holders and a certificate from the auditors of the Scheme of the Fund.

### 9.3 Effect of winding up

9.3.1 On and from the date of the notice of the winding up of the Fund, the Trustee or the Asset Management Company, as the case may be, shall:

- a. cease to carry on any business activities of the Open-End fund.
- b. cease to create and cancel unit of the Open-End fund.
- c. cease to issue and redeem units of the Open-End fund.

## INSPECTION OF THE FUND

### 10.1 Right of inspection by the Commission:

The Commission may appoint one or more persons as inspecting authority to undertake the inspection of the books of accounts, record and documents of the Fund, the Trustee, Asset Management Company and Custodian for any of the purposes specified in the বিধিমালা

If any contradiction or confusion arises at any time about any clause or explanation of this Trust Deed, the সিকিউরিটিজ ও এক্সচেঞ্জ কমিশন (সিউচ্যুয়াল ফান্ড) বিধিমালা, ২০০১, will be conclusive for this Trust Deed and that all other documents executed in connection with this Mutual Fund and provisions of this Trust Deed will be treated as have been changed accordingly. In case of any ambiguity or confusion, the Commission's decision shall be final and binding on all concerned.



## SCHEDULE OF PROPERTY OF THE TRUST

A sum of BDT 25,000,000.00 (Bangladesh Taka Twenty-Five Million) only is hereby paid to the Trust by the Author/Sponsor of the Trust mentioned herein above, to initiate the Trust.

IN WITNESS WHEREOF the Author/Sponsor has caused its common seal to be affixed to these presents and the Trustee has hereto set its hands the day and year above written.

The party of the First Part, the  
AUTHOR and SPONSOR:

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Tariful Islam Taskeen  
Managing Director & CEO  
Impress-Newtex Composite Textiles Ltd

**Tariful Islam Taskeen**  
Managing Director & CEO  
**Impress-Newtex Composite Textiles**  
**Limited**

The party of the Second Part, the  
TRUSTEE:

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Ahmed Saifuddin Chowdhury  
Managing Director & CEO  
Bangladesh General Insurance Co. Ltd.  
42, Dilkusha C/A, Dhaka-1000

**Ahmed Saifuddin Chowdhury**  
Managing Director & CEO  
**Bangladesh General Insurance**  
**Company Limited**

WITNESS:

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*Impress Network  
Composite-Textiles Ltd.  
1. ...  
... Ahmed  
Khan-Director*

*sd. glegible*

*Resat Khan-  
Director-Impress-  
Newtex-Composite-  
Textiles Ltd*

WITNESS:

*Adnan Alam*

*Adnan Alam-  
1. Deputy-Managing-  
Director-Structural  
Investment-Bangla-  
desh-General-Insur-  
ance-Co.Ltd. 42 Dil-  
kusha-C/A Dhaka-1000*

*Debarata Banik  
Executive Vice-  
President-Structural-  
Investment Dep. General-  
Insurance*