

Q. OGR LEGAL

Mergers & Acquisitions

Capability Statement



About Us

OGR Legal is a leading full-service law and tax firm in Bangladesh, dedicated to providing strategic, commercially-focused solutions. From our two offices in Dhaka and one in Chattogram, we leverage deep local insights and international standards to guide clients.

Our history is built on delivering innovative and practical advice to a diverse clientele, including prominent local conglomerates and multinational corporations, helping them navigate the complexities of the Bangladeshi market with confidence.



Why OGR Legal

INTEGRATED LEGAL & TAX STRUCTURING

Our unique integration of M&A and specialist tax teams allows us to structure transactions for maximum capital efficiency, mitigating risks and ensuring regulatory compliance from day one.

PREMIER CROSS-BORDER EXECUTION

We have extensive, market-leading experience advising foreign investors and multinational firms on navigating the complex regulatory landscape of Bangladesh, including approvals from BIDA, Bangladesh Bank, and the BSEC.

FULL- TRANSACTION LIFECYCLE COUNSEL

Our teams provide senior-level strategic counsel at every stage of the deal—from initial term sheet to post-merger integration—ensuring commercial objectives are met and risks are proactively managed.

DEEP SECTOR- SPECIFIC EXPERTISE

Proven familiarity with the deal dynamics in Bangladesh's highest-growth sectors, including FinTech, Power & Energy, TMT, and Retail/FMCG.

Our Mergers & Acquisitions Capabilities

STRATEGY & INITIAL STRUCTURING

- Advising on optimal transaction structures (e.g., share purchase, asset purchase, joint ventures, slump sale).
- Formulating market-entry and foreign investment strategies, including advice on holding company jurisdictions and entity selection.
- Drafting and negotiating term sheets, memoranda of understanding (MOUs), and letters of intent (LOIs).

COMPREHENSIVE DUE DILIGENCE

- Conducting comprehensive legal, tax, and regulatory due diligence on target companies.
- Identifying and quantifying red-flag issues, compliance gaps, and potential liabilities (including commercial, employment, and environmental).
- Advising on specific due diligence for regulated sectors (e.g., financial services, energy, telecommunications).



DOCUMENTATION & NEGOTIATION

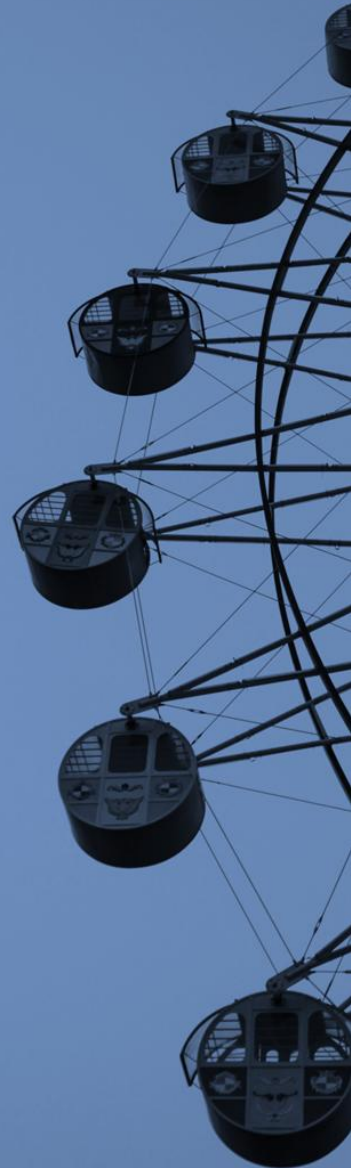
- Drafting, reviewing, and negotiating definitive transactional agreements, including Share Purchase Agreements (SPAs) and Shareholders' Agreements (SHAs).
- Managing virtual data rooms (VDRs) and the disclosure letter process.
- Advising on transaction-specific employment contracts, escrow agreements, and non-compete clauses.

REGULATORY APPROVALS & CLOSING

- Securing all necessary regulatory approvals from the Bangladesh Investment Development Authority (BIDA), Bangladesh Securities and Exchange Commission (BSEC), and the Bangladesh Competition Commission.
- Advising on inbound remittance, share valuation, and stamp duty implications.
- Managing the entire closing process and final share transfer formalities with the Registrar of Joint Stock Companies (RJSC).

POST-MERGER INTEGRATION

- Advising on post-merger corporate governance, compliance integration, and shareholder rights.
- Assisting with operational integration, including employee transfers, business license consolidation, and post-acquisition reporting.



Some of our recent key engagements

- Advised a 'Big Four' professional services firm on behalf of its international client in the landmark acquisition of a leading Bangladeshi FinTech payment gateway.
- Represented a major international QSR (Quick Service Restaurant) franchisee in its strategic buyout of local shareholders, consolidating its control in the Bangladeshi market.
- Advised a leading European engineering conglomerate on its complex acquisition of a significant minority stake in a Bangladeshi Independent Power Producer (IPP).
- Advised a major European TMT corporation on its high-value acquisition of a licensed Direct-to-Home (DTH) service provider in Bangladesh.
- Assisted a prominent Chinese law firm by conducting comprehensive legal and regulatory due diligence on a local target company for its client's cross-border acquisition.



Key People



Ariful Hasan

Ariful is a licensed tax specialist (ITP) with over 15 years of experience. His practice focuses on tax advisory, planning, and compliance for foreign and domestic clients. He provides solution-driven advice on tax structuring for cross-border investments and market entry strategies, with deep experience in the manufacturing, TMT, and energy sectors

✉ hasan@ogrlegal.com

☎ +880 1975 603559

Osman Goni

Osman is an Advocate of the Supreme Court with over a decade of experience in corporate law, M&A, and project finance. He has a strong track record guiding foreign and domestic clients on complex investment structuring, company incorporation, regulatory compliance, and dispute resolution, particularly in the energy and infrastructure sectors.

✉ osman@ogrlegal.com

☎ +880 1715 569498



Sazzad Hossain

Sazzad brings over 8 years of experience, focusing on dispute resolution, corporate advisory, and employment law. He assists local and international clients with contract drafting, regulatory compliance, and commercial litigation, with particular experience supporting clients in the manufacturing, infrastructure, and consumer goods sectors.

✉ sazzad@ogrlegal.com

☎ +880 1941 455766



Key People



Faizul Islam Khan

Faizul is a UK-qualified Barrister (Lincoln's Inn) and an Advocate in Bangladesh. His practice focuses on corporate advisory, dispute resolution, and regulatory compliance. He regularly assists multinational clients with company incorporation, business licensing, and employment matters, representing them before various regulatory authorities and the courts.

✉ faizul@ogrlegal.com

☎ +880 1751 230943

H A S Morshed

Morshed brings a unique blend of legal and operational expertise, drawing on his prior senior leadership experience in the fintech and RMG sectors. He specializes in employment issues, labour compliance, and corporate advisory, providing practical, commercially-focused solutions to manufacturers and technology clients on HR policies, labour audits, and regulatory challenges.

✉ morshed@ogrlegal.com

☎ +880 1678 148367



Obaidullah Bhuiyan

Obaidullah is a corporate finance and tax specialist with over 15 years of experience. He holds an FCGA designation and leverages his background at multinational firms to advise on FDI, market entry, tax planning, and strategic financial management. He provides specialized support in business formation, accounting automation (QuickBooks/Xero certified), and outsourced CFO services for global investors and local SMEs.

✉ saadat@ogrlegal.net

☎ +880 1717 571177



Our Offices

Kawran Bazaar Office

9th Floor, Ali Bhaban, 92 Kazi Nazrul Islam Avenue, Kawran Bazaar, Dhaka 1215,
Phone: +8801765449020
Email: mail@ogrlegal.com

Baridhara Office

2nd Floor, House- 517/6, Road- 10, Baridhara DOHS, Dhaka,
Phone: +8801975603559
Email: baridhara@ogrlegal.com

Chattogram Office

Apt#C-4, 2nd floor, 102, Agrabad Access Road, Agrabad, Chattogram, Bangladesh
Phone: +8801678148367
Email: chittagong@ogrlegal.com