"পুঁজিবাজারে বিনিয়োগ ঝুঁকিপূর্ণ। বিনিয়োগকারীগণ প্রসপেক্টাস পড়ে এবং ঝুঁকির বিষয়গুলি সতর্কতার সাথে অনুধাবন করে নিজ নিজ আর্থিক অবস্থা ও ঝুঁকিগ্রহণ করার সক্ষমতা বিবেচনা করে বিনিয়োগ সিদ্ধান্ত গ্রহণ করবেন।"

ABRIDGED VERSION OF PROSPECTUS



Taufika Foods and Agro Industries Ltd.

Registered Office: Plot-01, Road-11, Block-G, Banani, Dhaka-1213. Corporate Office: House-80, Road-2, level-4A & 4B, Banani (Chairman Bari), Dhaka-1213 Tel: 02-9841286-8, Fax: 02-9841289, Email: lovello@lovello.club, Website: www.lovello.club

PUBLIC OFFER OF 30,000,000 ORDINARY SHARES OF TK. 10.00 EACH AT PAR TOTALING TK. 300,000,000.00

MANAGERS TO THE ISSUE

Opening date of subscription: January 03, 2021

Closing date of subscription: January 07, 2021



Taufika Foods and Agro Industries Limited

BANCO FINANCE AND INVESTMENT LIMITED

Shefali Complex (4th Floor), 218/3, A, West Kafrul, Begum Rokeya Sharani, Taltola, Sher-e-Bangla Nagar, Dhaka-1207. Tel: 02-55025169, Fax: 02-55025167, E-mail: banco.bd@gmail.com, Website: www.bfilbd.org

FINANCE LIMITED A full-fledged Merchant Bank

SANDHANI LIFE FINANCE LIMITED

"Investment in capital market involves certain degree of risks. The investors are required to read the prospectus and risk factors carefully, assess their own financial conditions and risk taking ability before making their investment decisions."

16, Motijheel Commercial Area, (2nd Floor), Dhaka – 1000 Tel: 02-9515249, 02-47118505, Fax: 02-9554847, E-mail: info@slflbd.com Website: www.slflbd.com

Issue Date of The Prospectus: December 02, 2020 $Name(s) \ and \ address(s), \ telephone \ numbers, \ web \ addresses, \ e-mails, \ fax \ numbers \ and \ contact \ persons \ of \ the \ issuer, \ issue \ manager \ and \ underwriter;$

Name & Address	Contact Person	Email, Web Address		
Taufika Foods and Agro Industries Limited Registered Office: Plot-01, Rod-11, Block-G, Banani, Dhaka-1213. Corporate Office: House-80, Road-2, Ievel-4A & 4B, Banani (Chairman Bari), Dhaka-1213	A.K.M Zakaria Hossain FCMA Company Secretary	Tel: 02-9841286-8 Fax: 02-9841289 Email: lovello@lovello.club Website: www.lovello.club		
ISSUE MANAGERS				
Name & Address	Contact Person	Telephone & Fax Number, Email, Web Address		
Banco Finance and Investment Limited Shefali Complex (4th Floor), 218/3, A, West Kafrul, Begum Rokeya Sharani, Taltola, Sher-e-Bangla Nagar, Dhaka-1207	Mohammad Hamdul Islam Managing Director & CEO	Tel: 02-55025169 Fax: 02-55025167 E-mail: banco.bd@gmail.com Website: www.bfilbd.org		
Sandhani Life Finance Limited 16, Motijheel Commercial Area, (2nd Floor), Dhaka – 1000	Muhammad Nazrul Islam FCMA Managing Director & CEO	Tel: 02-9515249, 02-47118505 Fax: 02-9554847 E-mail: info@slflbd.com		

		Website: www.slflbd.com
UNDERWRITERS		
Name & Address	Contact Person	Phone & Fax Number, E-mail, Web Address
ICB Capital Management Limited Green City Edge (5th & 6th Floor) 89, Kakrail, Dhaka-1000, Bangladesh	Shukla Das Chief Executive Officer	Tel: 02-8300555 Tel: 02-8300367 Fax: 02-8300396 Website: www.icml.com.bd E-mail: icmlbd@gmail.com
MTB Capital Limited MTB Tower (Level-3) 111 Kazi Nazrul Islam Avenue Bangla Motor, Dhaka-1000	Khairul Bashar Abu Taher Mohammed Chief Executive Officer & SEVP	Tel: 02-8321714, Fax: 02-8321543 Website: www.mtbcap.com Email: info.mtbcap@mutualtrustbank.com
Sandhani Life Finance Limited 16, Motijheel Commercial Area, (2 nd Floor), Dhaka – 1000	Muhammad Nazrul Islam FCMA Managing Director & CEO	Tel: 02-9515249, 02-47118505 Fax: 02-9554847 E-mail: info@slflbd.com Website: www.slflbd.com

Amount, type and offering price of being issued;	of the securities on a per unit and aggregate basis of securities
Size of the Issue	Tk. 300,000,000.00
Offer Price	Tk. 10.00 each at par
Number of Share to be Issued	30,000,000
Oper	ing and closing date of subscription;
Opening Date of Subscription	January 03, 2021
Closing Date of Subscription	January 07, 2021

Availability of the Full Prospectus

Name & Address	Contact Person	Telephone & Fax Number, Email, Web Address
ISSUER		
from the following addresses:	pectus in flatu and soft forms of t	tile Company shall be obtained
The Prospectus and abridged version of prospectus	poetus in hard and soft forms of t	ha Campany shall be obtained

Registered Office: Plot-01, Road-11, Block-G, Banani, Dhaka-1213. Corporate Office: House-80, Road-2, level-4A & 4B, Banani (Chairman Bari), Dhaka-1213	A.K.M Zakaria Hossain FCMA Company Secretary	lei: 02-9841286-8 Fax: 02-9841289 Email: lovello@lovello.club Website: www.lovello.club		
ISSUE MANAGERS Name & Address	Contact Person	Telephone & Fax Number, Email, Web Address		
Banco Finance and Investment Limited Shefali Complex (4th Floor), 218/3, A, West Kafrul, Begum Rokeya Sharani, Taltola, Sher-e-Bangla Nagar, Dhaka-1207	Banco Finance and Investment Limited shefali Complex (4th Floor), 218/3, A, Vest Kafrul, Begum Rokeya Sharani, Managing Director & CEO			
Sandhani Life Finance Limited 16, Motijheel Commercial Area, (2nd Floor), Dhaka – 1000	Muhammad Nazrul Islam FCMA Managing Director & CEO	Website: www.bfilbd.org Tel: 02-9515249, 02-47118505 Fax: 02-9554847 E-mail: info@slflbd.com Website: www.slflbd.com		
UNDERWRITERS				
Name & Address	Contact Person	Phone & Fax Number, E-mail, Web Address		
ICB Capital Management Limited Green City Edge (5th & 6th Floor) 89, Kakrail, Dhaka-1000, Bangladesh	Shukla Das Chief Executive Officer	Tel: 02-8300555 Tel: 02-8300367 Fax: 02-8300396 Website: www.icml.com.bd E-mail: icmlbd@gmail.com		
MTB Capital Limited MTB Tower (Level-3) 111 Kazi Nazrul Islam Avenue Bangla Motor, Dhaka-1000	Khairul Bashar Abu Taher Mohammed Chief Executive Officer & SEVP	Tel: 02-8321714, Fax: 02-8321543 Website: www.mtbcap.com Email: info.mtbcap@mutualtrustbank.com		
Sandhani Life Finance Limited 16, Motijheel Commercial Area, (2nd Floor), Dhaka – 1000	Muhammad Nazrul Islam FCMA Managing Director & CEO	Tel: 02-9515249, 02-47118505 Fax: 02-9554847 E-mail: info@slflbd.com Website: www.slflbd.com		
STOCK EXCHANGES				
Name & Address	Contact person	Telephone & Fax Number, E-mail, Web Address		
Dhaka Stock Exchange Limited (DSE) DSE-Tower, Plot # 46, Road # 21, Nikunja-2, Dhaka-1229	Md. Rabiul Islam Senior Manager Listing Affairs	Tel: 02-9564601, 02-9576210-18 Fax: 02-9564727, 02-9569755 E-mail: rabiul@dsebd.org Website: www.dsebd.org		
Chittagong Stock Exchange Limited (CSE) CSE Building, 1080, Sk. Mujib Road Agrabad C/A Chittagong-4000 Dhaka Liaison Office Eunoos Trade Center (Level-15) 52-53 Dilkusha C/A, Dhaka-1000	Mohammad Monirul Haque Deputy General Manager Head of Listing	Tel:31-720871-3, 31-714632-3 Fax:31-714101 E-mail:monir@cse.com.bd Website:www.cse.com.bd		

Prospectus is also available on the websites of **Taufika Foods and Agro Industries Limited** (www.lovello.club), **Banco Finance And Investment Limited** (www.bfilbd.org), **Sandhani Life Finance Limited** (www.slflbd.com), **Bangladesh Securities and Exchanges Commission** (www.sec.gov.bd), **Dhaka Stock Exchange Limited** (www.dsebd.org), **Chittagong Stock Exchange Limited** (www.sebd.com) and Public Reference room of the Bangladesh Securities and Exchange Commission (BSEC) for reading and studying.

Name of the credit rating Company (if any) along with rating assigned with date of validity;

Not Applicable for Taufika Foods and Agro Industries Limited. Names of the valuer, if any and the auditors;

Names of the valuer, if any and the aut
Valuer: Not Applicable for Taufika Foods and Agro Industries Limited.
AUDITOR

Name & Address	Contact Person	Telephone & Fax Number, E-mail, Web Address
Islam Quazi Shafique & Co. Chartered Accountants Al-Haj Shamsuddin Mansion (4th Floor) 17, New Eskaton Road, Maghbazar, Dhaka-1000.	Quazi Shafiqul Islam FCA, FCS Partner	Tel: 02-8312349 Fax: 02-9571005 Email: qsi.esk@gmail.com Website: www.qsibd.com

A person interested to get a prospectus may obtain from the issuer, and the issue manager. "If you have any query about this document, you may consult the issuer, issue manager and

"এই প্রসপেক্টাসে বর্ণিত তথ্য সম্পর্কিত যে কোন জিজ্ঞাসা আপনি প্রতিষ্ঠানটির উল্লেখিত ইস্যুয়ার, ইস্যু ব্যবস্থাপক এবং অবলেখকের সাথে যোগাযোগ করে জেনে নিতে পারেন।"

CONSENT OF THE BANGLADESH SECURITIES AND EXCHANGE COMMISSION HAS BEEN OBTAINED TO THE ISSUE OR OFFER OF THESE SECURITIES UNDER THE SECURITIES AND EXCHANGE ORDINANCE, 1969, AND THE BANGLADESH SECURITIES AND EXCHANGE COMMISSION (PUBLIC ISSUE) RULES, 2015. IT MUST BE DISTINCTLY UNDERSTOOD THAT IN GIVING THIS CONSENT THE COMMISSION DOES NOT TAKE ANY RESPONSIBILITY FOR THE FINANCIAL SOUNDNESS OF THE ISSUER COMPANY, ANY OF ITS PROJECTS OR THE ISSUE PRICE OF ITS SECURITIES OF FOR THE CORRECTNESS OF ANY OF THE STATEMENTS MADE OR OPINION EXPRESSED WITH REGARD TO THEM. SUCH RESPONSIBILITY LIES WITH THE ISSUER, ITS DIRECTORS, CHIEF EXECUTIVE OFFICER, MANAGING DIRECTOR, CHIEF FINANCIAL OFFICER, COMPANY SECRETARY, ISSUE MANAGER, SSUE MANAGER'S CHIEF EXECUTIVE OFFICER, MANAGING DIRECTOR, UNDERWRITERS, AUDITOR(S), VALUER AND/OR CREDIT RATING COMPANY (IF ANY)."

'পুঁজিবাজারে বিনিয়োগ ঝুঁকিপূর্ণ। জেনে ও বুঝে বিনিয়োগ করুন।'

"Investment in capital market involves certain degree of risks. The investors are required to read the prospectus and risk factors carefully, assess their own financial conditions and risk taking ability before making their investment decisions." "পুঁজিবাজারে বিনিয়োগ ঝুঁকিপূর্ণ। বিনিয়োগকারীগণ প্রোসপেন্টাস পড়ে এবং ঝুঁকির বিষয়গুলি সতর্কতার সাথে অনুধাবন করে নিজ নিজ আর্থিক অবস্থা ও ঝুঁকিগ্রহণ করার সক্ষমতা বিবেচনা করে বিনিয়োগ সিদ্ধান্ত গ্রহণ করবেন।"

Summary of use of proceeds of the offer;

The Proceeds from IPO through issuance of **30,000,000** nos. of ordinary shares at an issue price of **Tk.10.00** each at par totaling **Tk.300,000,000.00** will be used as projected below:

SI. No.	Particulars		Amount in Taka
01.	Expansion of Capacity:		
	Acquisition of Plant & Machinery	90,365,003	
	Freezer Purchase	57,849,847	
	Vehicles Purchase	20,564,250	
	Investment in Depot to Increase	13,220,900	
Sub -Total			182,000,000
02.	Bank Loan Repayment		90,000,000
03.	IPO Expenses		28,000,000
Total			300,000,000

Location of the Project The Plant is located at Bashile, Kathali, 6 No. Valuka Union Parishad Valuka, Mymensingh.

Principal Product /Services:

The principal services of Taufika Foods and Agro Industries Limited are Ice Cream Products. Brief description of Product and its services distribution:

Taufika Foods and Agro Industries Ltd's distribution starts from its own factory premises, Valuka, Mymensingh. Factory sends the finish product to its own distribution center (DEPO) through delivery van, located at different district in Bangladesh. DEPO receive the product and delivered to their distributor and distributor sale the

Company uses different media like social media, TV Advertisement, attend fair to introduce the product to consumer. On the other hand, company has its own Sales team and Marketing team to provide the best service

Names of associates, subsidiary /related and holding of Issuer Company;
Taufika Foods and Agro Industries Limited does not have any associate, Subsidiary/related and holding company.

Brief corporate directory of the issuer;				
Company Name : Taufika Foods and Agro Industries Limited				
Logo	:	TONETO		
Incorporation	:			
Legal Status	:			
Converted into Public Limited Company	:	July 08, 2019		
Incorporation & Reg. No.	:			
Commencement of Commercial Production	:			
Authorized Capital		Tk. 1,000,000,000 divided by 100,000,000 ordinary shares of Tk. 10.00 each		
Paid up Capital		Tk. 550,000,000 divided by 55,000,000 ordinary shares of Tk. 10.00 each		
Registered office	:			
Registered Office Telephone & FAX	:	Telephone: 02-9841286-8, Fax: 02-9841289		
Corporate Office	:			
Corporate Office Telephone & FAX	:			
Project	:			
Factory/Project Telephone & FAX	:			
Website	:	www.lovello.club		
Email	:			
Board of Directors	:			
Auditor	:	Islam Quazi Shafique & Co. Chartered Accountants		
Tax Consultant	:			
Legal Advisor	:	Md. Iftabul Kamal Ayan Advocate, Bangladesh Supreme Court Md. Humavun Kabir		
Advocate, Bangladesh Supreme Court				
Banker for IPO : Trust Bank Ltd.				
	:	Pubali Bank Ltd.		
	:	Trust Bank Ltd.		
	:	Premier Bank ltd.		
	:	Prime Bank Ltd.		
	:	Brac Bank Ltd.		
	:	Mercantile Bank Ltd.		
Banker of the Company		Union Bank Ltd.		
		United Commercial Bank Limited		
		Shimanto Bank Limited		
		City Bank Ltd.		
		NRB Bank Ltd.		
		Islami Bank Ltd.		
	:	AB Bank Ltd.		
	:	Dutch Bangla Bank Ltd.		
Compliance officer	:	A.K.M Zakaria Hossain FCMA		

$\textbf{Comparative financial statements and NAV, EPS, and financial ratios for the last five years or \\$ A.St

om commercial ope	acion, winch is shorter,
tatement of Asset & Liab	lities of the company (5 Years) as follows:

Particulars Amount in Taka						
	September 30, 2019	June 30, 2019	June 30, 2018	June 30, 2017	June 30, 2016	June 30, 2015
NON-CURRENT ASSETS						
Property, plant and equipment	1,112,740,600	1,062,410,969	1,014,086,395	808,235,799	696,664,952	242,648,115
Intangible Assets	885,171	1,011,625	815,749	369,998	-	-
Capital Work in Progress	7,775,021	11,592,013	6,431,800	75,771,199	-	-
Preliminary Expenditure		-	-	-	-	45,000
Un-allocated Revenue Expenditure		-	-	-	-	1,722,312
Investment	12,000,000		-	-		-
Total Non-Current Assets	1,133,400,792	1,075,014,606	1,021,333,944	884,376,996	696,664,952	244,415,427
CURRENT ASSETS						
Inventories	241,724,547	218,927,157	171,287,614	112,781,720	86,656,489	7,256,259
Trade & Other Receivables	267,634,791	220,208,469	140,551,909	49,989,435	22,311,964	
L/C Margin -	-	-	-	-	11,291,187	3,634,629
Inter-company Receivable	7,130,000	4,820,000	-	-	-	-
Advance, Deposits & Prepayments	50,550,740	50,029,126	34,297,972	20,220,940	29,046,471	37,517,859
Cash and Cash Equivalent	161,456,665	58,831,003	221,815,089	26,570,025	15,590,414	98,714
Total Current assets	728,496,742	552,815,755	567,952,584	209,562,120	164,896,525	48,507,461
TOTAL ASSETS	1,861,897,535	1,627,830,362	1,589,286,528	1,093,939,115	861,561,478	292,922,888
EQUITY & LIABILITIES	,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,	, , , , , , , , , , , , , , , , , , , ,	, , , , , , , , , , , , , , , , , , , ,	,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,	, ,	, , ,
Equity attributable to share holders						
Share Capital	550.000,000	65,450,000	54,500,000	54,000,000	1,000,000	1,000,000
Retained earnings	119,252,358	89,363,632	27,718,346	(14,829,804)	(17,330,301)	.,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,
Total Shareholder's Equity	669.252.358	154,813,632	82,218,346	39,170,196	(16,330,301)	1,000,000
NON-CURRENT LIABILITIES	200,000,000	101,010,000		55,775,755	(10,000,000,	.,,,,,,,,,
Deferred Tax Liability	63,672,842	62,882,919	56,422,556	24,829,793	-	
Loan from Director		-	-	-	14,215,728	14,215,728
Long-Term Loan	578.281,298	470,464,036	389,655,966	385,268,978	351,248,846	266,576,940
Lease Loan	246.313,284	248,960,934	259,944,770	204,336,340	96,782,448	
Total Non-Current Liabilities	888,267,424	782,307,889	706,023,292	614,435,112	462,247,022	280,792,668
CURRENT LIABILITIES	500,201,121		,,	011,100,110	,,	
Current Portion of Long-term Loan	34.016.547	134,418,296	85,185,813	84,010,553	100.356,813	
Current Portion of Lease Loan	12,963,857	62,240,233	56,828,609	44,556,945	24,195,612	
Short-Term Loan	130.665.543	123,426,553	344,486,201	204,726,568	135,230,094	5,832,652
Inter Company Loan			381,678	77,581,678	101,461,778	
Trade & Other Pavables	18,292,538	19,233,306	21,078,996	27,563,619	38,527,216	4,325,853
Liabilities for Expenses	56.640,232	47,194,556	8,365,434	69,000	15,481,582	971,715
Share Money Deposit		270,000,000	270,000,000	-		
Provision for WPPF	11,007,566	8,708,433	4,144,458			
Provision for Income Tax	40,791,469	25,487,463	10,573,700	1,825,445	391,662	
Total Current Liabilities	304,377,752	690,708,840	801,044,889	440,333,808	415,644,757	11,130,220
Total Liabilities	1,192,645,176	1,473,016,729	1,507,068,181	1,054,768,919	877,891,779	291,922,888
TOTAL EQUITY & LIABILITIES	1,861,897,534	1,627,830,361	1,589,286,527	1,093,939,115	861,561,478	292,922,888
NAV PER SHARE	12.17	23.65	15.09	7.25	-163.30	10.00

B. Statement of Profit or Loss	& Other Comprehens	sive Income (5 \	/ear):					
Particulars	Amount in Taka							
	September 30, 2019	June 30, 2019	June 30, 2018	June 30, 2017	June 30, 2016	June 30, 2015		
Sales	314,349,972	922,889,785	778,975,897	478,531,399	65,276,963	-		
Less: Cost of Sales	185,353,363	537,504,916	455,142,393	295,494,192	44,853,835	-		
Gross Profit	128,996,609	385,384,869	323,833,504	183,037,208	20,423,128			
Operating expenses:	40,574,675	134,508,705	115,779,050	63,003,160	21,543,987			
Administrative expenses	9,332,403	13,564,960	9,185,457	3,185,906	21,543,987	-		
Marketing expenses	31,242,272	120,943,746	106,593,593	59,817,254	-	-		
Operating Income	88,421,934	250,876,164	208,054,454	120,034,048	(1,120,859)	-		
Financial Expenses	40,693,839	161,134,907	126,213,752	94,448,658	15,817,781	-		
Bank Interest	40,693,839	161,134,907	126,213,752	94,448,658	15,817,781			
Profit Before other income	47,728,095	89,741,257	81,840,702	25,585,390	(16,938,640)	-		
Other Income	553,692	6,102,220	5,192,925	3,178,685	-	-		
Net Profit Before WPPF	48,281,788	95,843,477	87,033,627	28,764,074	(16,938,640)			
Provision for WPPF	2,299,133	4,563,975	4,144,458	-	-	-		
Net Profit Before Tax	45,982,654	91,279,503	82,889,168	28,764,074	(16,938,640)	-		
Income Tax Expenses	16,093,929	29,634,215	40,341,018	26,263,576	391,662	-		
Current Tax	15,304,007	23,173,852	8,748,255	1,433,783	391,662	-		
Deferred Tax	789,922	6,460,363	31,592,763	24,829,793	-	-		
Profit After Tax	29,888,725	61,645,286	42,548,150	2,500,498	(17,330,301)	-		
Other Comprehensive Income	-	-	-	-	-	-		
Total Comprehensive Income	29,888,725	61,645,286	42,548,150	2,500,498	(17,330,301)			
Basic Earnings Per Share (EPS)	1.20	10.05	7.87	2.65	(173.30)			
Diluted FPS .	· .							

Diluted EPS C. Statement of Cash Flows (5 Year):

Particulars	Amount in Taka							
	30-Sept-19	30-Jun-19	30-Jun-18	30-Jun-17	30-Jun-16	30-Jun-15		
A. Cash Flows from Operating Activities:								
Received from Customers	266,923,650	843,233,225	693,606,349	454,032,613	42,964,999			
Received from Other sources	553,692	6,102,220						
Paid to Suppliers and Others	(198532320)	(575,173,437)	497,844,544	(280,038,137)	70,675,271			
Paid for Operating Expenses	(11015,801)	(14,515,965)	(40,346,412)	(29,175,624)	8,842,059			
Income Tax Paid	(3,757,265)	(12,149,869)	(8,748,255)	(1,433,783)	(3,312,881)			
Net Cash Generated from Operating Activities	54,171,958	247,496,174	146,667,137	143,385,069	(221,181,093)			
B. Cash Flows from Investing Activities:								
Acquisition of Property, Plant and Equipment	(73,822,934)	(158,162,154)	301,049,694	(192,175,344)	(483,375,425)			
Increase Investment	(12,000,000)							
Capital work in Process		(5,160,213)	69,339,399	(75,771,199)				
Net Cash inflow/(outflow) in Investing Activities	(85,822,934)	(163,322,367)	(231,710,295)	(267,946,543)	(483,375,425)			
C. Cash Flows from Financing Activities:								
Paid up capital	214,550,000	10,950,000	500,000	53,000,000				
Increase in Share Money Deposit	-		270,000,000		435,404,221			
Bank Loan	(37,269,523)	(96,591,307)	213,201,975	215,085,572				
Payment of Directors Loan	-		-	(14,215,728)	-			
Inter Company Receivable	(2,310,000)	(381,678)	(77,200,000)	(23,880,100)	101,461,778			
Finance Expense	(40,693,839)	(161,134,907)	(126,213,752)	(94,448,658)	(15,817,781)			
Net Cash Inflow/(outflow) in Financing Activities	134,276,638	(247,157,892)	280,288,223	135,541,085	521,048,218			
D. Net Changes in Cash and Cash Equivalents	400 005 000	(400 004 000)	405.045.004	40.070.044	45 404 704			
for the year (A+B+C)	102,625,662	(162,984,086)	195,245,064	10,979,611	15,491,701			
E. Cash and Cash Equivalents at the beginning of the year	58,831,003	221,815,089	26,570,025	15,590,414	98,714			
F. Cash and Cash Equivalents at the end of the year (D+E)	161,456,665	58,831,003	221,815,089	26,570,025	15,590,414			
NET OPERATING CASH FLOWS PER SHARE (NOCFPS)-Basic	2.17	40.37	26.91	26.55	(222)			
NET OPERATING CASH FLOWS PER SHARE (NOCFPS)-Diluted								

Islam Quazi Shafique & Co. Place: Dhaka

Date: October 04, 2020					Chartered Accountants			
	Staten	nent of Ratio	Analysis					
	For the year from 0			30.2019				
Man	me of ratio	30.09.2019	30.06.2019	30.06.2018	30.06.2017	30.06.2016	30.06.201	
Nan		30.09.2019	30.00.2019	30.00.2018	30.00.2017	30.00.2010	30.00.201	
ш	Liquidity Ratios:							
	(i) Current Ratio	2.39	1.31	1.07	0.48	0.40	4.3	
	(ii) Quick Ratio	1.60	0.79	0.75	0.22	0.19	3.7	
Ш	Operating Efficiency Ratios:							
\neg	(i) Accounts Receivables Turnover Ratio	1,29	5.12	8.18	13.24	5.85		
	(ii) Inventory Turnover Ratio	0.80	2.75	3.20	2.96	0.96		
	(iii) Asset Turnover Ratio	0.18	0.57	0.58	0.49	0.11		
Ш	Profitability Ratios:							
\neg	(i) Gross Margin Ratio	41.04	41.76	41.57	38.25	31,29		
	(ii) Operating Profit Ratio	28.13	27.18	26.71	25.08	(1.72)		
	(iii) Net Profit Ratio	9.51	6.68	5.46	0.52	(26.55)		
	(iv) Return on Assets Ratio	1.71	3.83	3.17	0.26	(3.00)		
	(v) Return on Equity Ratio	5.46	15.87	21.74	21.90	226.09		
	(vi) Earnings Per Share (EPS) Basic	1.20	10.05	7.87	2.61	(173.30)		
	(vii) Earnings Before Interest, Taxes, Depreciation					()		
	and Amortization (EBITDA) Margin	0.37	0.39	0.39	0.42	0.43		
IV								
	(i) Debt to Total Assets Ratio	0.64	0.74	0.78	0.96	1.02	1.0	
	(ii) Debt to Equity Ratio	1.78	2.83	3.51	26.93	(53.76)	291.	
	(iii) Times Interest Earned Ratio	2.13	1.57	1.66	1.30	(0.07)		
	(iv) Debt Service Coverage Ratio	0.09	0.24	0.18	0.13	(0.00)		
٧						(0.00)		
\neg	(i) Net Operating Cash Flow Per Share (NOCFPS)	2.17	40.37	27.14	149.87	(221.81)		
	(ii) NOCFPS to EPS Ratio	1.81	4.01	3.45	57.34	(1.28)		

Place: Dhaka Islam Quazi Shafique & Co. Date: December 18, 2019

Name, address and short description of each of the directors;

Shamima Nargis Haque, Chairman

Shamima Nargis Haque is an entrepreneur and holds an academic degree in Economics She has been involved with Taufika Foods and Agro Industries Limited as its Chairman. She plays vital role in the case of taking critical decision for the company.

Md. Ekramul Haque, Managing Director
Md. Ekramul Haque has completed his academic career in Civil Engineering from KUET. He has 24 years' experience in different business sector in Bangladesh. He is currently acting as a Chairman for Taufika Energy Co. Limited and Sharika Enterprise Ltd. and Chairman of Taufika Engineering Ltd. as well. He has visited many countries in connection with business and has gathered sufficient required knowledge to run a business smoothly and profitably.

Kawser Ahmed, Nominee Director of Taufika Engineering Ltd.

Engineer Kawser Ahmed aged 48, is a B. Sc. (Civil) Engineering - Bangladesh Institute of Technology (BIT). His fellowship in Professional Societies: Institution of Engineers, Bangladesh (F-7176). He is a High-powered Professional Manager: MBO & Decision making – bdjobs.com Training. 16 years of experiences with consultancy and construction works as a team of local and expatriates. Experience in urban and rural infrastructure development project - Flyover, Bridge/Culvert, Road, Buildings, Water supply & Sanitation/Drainage system and Water Treatment Plant. Responsible for planning, design, cost analysis, preparation of bidding documents, computer aided design (CAD & CAM) and model making as well as supervision and quality control of construction works.

Muhsinina Taufika Ekram, Director

Muhsinina Taufika Ekram, aged 20 is having dual citizenship of Canada and Bangladesh is the elder daughter of Md. Ekramul Haque. She is now pursuing her graduation degree in the field of life Science

at the University of Toronto (Uoft), Canada. Imtiaz Lutful Baset FCMA, FCA, Independent Director

Imitiaz Lutful Baset FCMA, FCA received his Master of Business Administration with major in Marketing passed in 2004 from the City University, Dhaka and secured CGPA 3.86 in the scale of 4.00 Qualified as a Chartered Accountant in 1992 from The Institute of Chartered Accountants of Bangladesh. He Conducted and finalized audit of financial statements/reporting of various MNCs, Autonomous bodies/corporation, non-profiteering organizations, led audit discussions with various clients in order to finalize audit, carried out consultancy relating to tax, designing accounting and control system carried out cost, management and self-audit for various organizations. He is a fellow member of the Institute of Cost and Management Accountants of Bangladesh (F–139) and a fellow member of the Institute of Chartered Accountants of Bangladesh (Enrol. # 663).

Public Issue Application Process

Step-1 (Applicant)

1. An applicant for public issue of securities shall submit application/buy instruction to the Stockbroker/ Merchant Banker where the applicant maintains customer account, within the cut-off date (i.e. the subscription closing date), which shall be the 25th (twenty-fifth) working day from the date of publication of abridged version of prospectus.

2. The application/buy instruction may be submitted in prescribed paper or electronic form, which shall contain the Customer ID, Name, BO Account Number, Number of Securities applied for, Total Amount and Category of the Applicant.

At the same time:

a) Other than non-resident Bangladeshi (NRB) and Foreign applicants shall make the application money and
service charge available in respective customer account maintained with the Stock broker/Merchant Banker. No margin facility, advance or deferred payment is permissible for this purpose. In case the application is made through a margin account, the application money shall be deposited separately and the Stock broker/ Merchant Banker shall keep the amount segregated from the margin account, which shall be refundable to the application in the property of the property of

Merchant Banker shall keep the amount segregated from the margin account, which shall be refundable to the applicant, if become unsuccessful.

Non-resident Bangladeshi (NRB) and Foreign applicants shall submit bank drafts (FDD), issued in favor of the Issuer for an amount equivalent to the application money, with their application to the concerned Stock broker/Merchant Banker. A Non-resident Bangladeshi (NRB) and Foreign applicant may also submit a single draft against 02 (two) applications made by him/her, i.e. one in his/her own name and the other jointly with another person. The draft (FDD) shall be issued by the Bank where the applicant maintains Foreign Currency account debiting the same account and provide the customer with a certificate mentioning the FC account number which has been debited to issue the FDD. The applicant shall also submit the certificate with his/her application. No banker shall issue more than two drafts from any Foreign Currency account for any public issue. At the same time, the applicant shall make the service charge available in respective customer account maintained with the Stock broker/Merchant Banker.

roker/Merchant Banker Eligible investors shall submit application through the electronic subscription system of the exchange(s) and deposit the full amount intended to subscribe by the method as determined by the exchange(s).

Step-2 (Intermediary) 3. The Stock broker/Mercha

rip-2 (Intermediary)
The Stock broker/Merchant Banker shall maintain a separate bank account only for this purpose namely "Public Issue Application Account." The Stock broker/Merchant Banker shall:
a) post the amount separately in the customer account (other than NRB and Foreign applicants), and upon availability of fund, block the amount equivalent to the application money;
b) accumulate all the applications/buy instructions received up to the cut-off date, deposit the amount in the "Public Issue Application Account" maintained with its bank within the first banking hour of next working day of the cut-off date:

c) Instruct the banker to block the account for an amount equivalent to the aggregate application money and to issue

a certificate in this regard.

4. Banker of the Stock broker/Merchant Banker shall block the account as requested for, issue a certificate confirming the

Banker of the Stock broker/Merchant Banker shall block the account as requested for, issue a certificate confirming the same and handover it to the respective Stock broker/Merchant Banker.
 For Non-resident Bangladeshi (NRB) and Foreign applicants, the Stock-broker/Merchant Banker shall prepare a list containing the bank draft (FDD) information against the respective applicant's particulars.
 The Stock broker/Merchant Banker shall prepare category wise lists of the applicants containing Customer ID, Name, BO Account Number and Number of Securities applied for, and within 03 (three) working days from the cut-off date, send to the respective Exchange, the lists of applicants in electronic (text format with "~" tilde separator) format, the certificate(s) Issued by its banker, the drafts and certificates received from Non-resident Bangladeshi (NRB) and Foreign applicants and a copy of the list containing the bank draft (FDD) information.
 On the next working day, the Exchanges shall provide the Issuer with the information received from the Stock broker/Merchant Bankers, the bank drafts (FDD) and certificates submitted by Non-resident Bangladeshi (NRB) and Foreign applicants and the list containing the bank draft (FDD) information. Exchanges shall verify and preserve the bankers' certificates in their custody.
 The applications/buy instructions shall be preserved by the Stock broker/Merchant Bankers up to 6 months from listing of the securities with the Exchanges.

Step-3 (Issuer)

ep-3 (Issuer)
The Issuer shall prepare consolidated list of the applications and send the applicants' BOIDs in electronic (text) format in a CDROM to CDBL for verification. The Issuer shall post the consolidated list of applicants on its website and websites of the Exchanges. CDBL shall verify the BOIDs as to whether the BO accounts of the applicants are active or not.

10. On the next working day, CDBL shall provide the Issuer with an updated database of the applicants containing BO Account Number, Name, Addresses, Parents' Name, Joint Account and Bank Account information alon

verification report.

11. After receiving verification report and information from CDBL, the Issuer shall scrutinize the applications, prepare category wise consolidated lists of valid and invalid applications and submit report of final status of subscription to the Commission and the Exchanges within 10 (ten) working days from the date of receiving information from the

Commission and the Exchanges within 10 (ten) working days from the date of researching.

The issuer and the issue manager shall conduct category wise lottery with the valid applications within 03 (three) working days from the date of reporting on valid and invalid applications to the Commission and the Exchanges on any recognized and licensed digital platform along with the existing system to ensure physical and social distance due to COVID-19 pandemic situation.

Provided that IPO lottery shall be conducted on the licensed digital platform made by any of the following institutions under the supervision of Central Depository Bangladesh Limited (CDBL):

under the supervision of Central Depository Bangladesh Limited (CDBL): a) Bureau for Research Testing and Consultation (BRTC), BUET;

b) Computer Science Department, Dhaka University; and Bangladesh Computer Council.

13. The Issuer and Issue manager shall arrange posting the lottery result on their websites within 06 (six) hours and on the websites of the Commission and the Exchanges within 12 (twelve) hours of lottery.

13. The Issuer and issue manager shall arrange posting the lottery result on their websites within 06 (six) hours and on the websites of the Commission and the Exchanges within 12 (twelve) hours of lottery.
14. Within 02 (two) working days of conducting lottery, the Issuer shall:

a) send category wise lists of the successful and unsuccessful applicants in electronic (text format with "~" tilde separator) format to the respective Exchange.
b) send category wise lists of unsuccessful applicants who are subject to penal provisions as per conditions of the Consent Letter issued by the Commission in electronic (text format with tilde separator) format to the Commission and the Exchanges mentioning the penalty amount against each applicant.
c) issue allotment letters in the names of successful applicants in electronic format with digital signatures and send those to the respective Exchange in electronic form.
d) send consolidated allotment data (BOIDs and number of securities) in electronic text format in a CDROM to CDBL to credit the allotted shares to the respective BO accounts.

credit the allotted shares to the respective BO accounts

15. **On the next working day,** Exchanges shall distribute the information and allotment letters to the Stock

15. On the next working day, Exchanges shall distribute the information and allotment letters to the Stock broker/Merchant Bankers concerned in electronic format and instruct them to: a) remit the amount of successful (other than NRB and Foreign) applicants to the Issuer's respective Escrow Account opened for subscription purpose, and unblock the amount of unsuccessful applicants; b) send the penalty amount of other than NRB and Foreign applicants, who are subject to penal provisions, to the Issuer's respective Escrow Accounts along with a list and unblock the balance application money;
16. On the next working day of receiving the documents from the Exchanges, the Stock brokers/Merchant Banker shall request its banker to:

a) release the amount blocked for unsuccessful (other than NRB and foreign) applicants
b) remit the aggregate amount of successful applicants and the penalty amount of unsuccessful applicants (other than NRB and foreign), who are subject to penal provisions, to the respective 'Escrow' accounts of the Issuer opened for subscription purpose.

pened for subscription purpose.

17. On the next working day of receiving request from the Stockbrokers/Merchant Bankers, their bankers shall unblock the amount blocked in the account(s) and remit the amount as requested for to the Issuer's 'Escrow' account.

18. Simultaneously, the stock brokers/Merchant Bankers shall release the application money blocked in the customer

accounts, inform the successful applicants about allotment of securities and the unsuccessful applicants about releasing their blocked amounts and send documents to the Exchange evidencing details of the remittances made to the respective 'Escrow' accounts of the Issuer.The unblocked amounts of unsuccessful applicants shall be placed as per their instructions. The Stock broker/Merchant Banker shall be entitled to recover the withdrawal charges, if any, fro

their instructions. The Stock broker/Merchant Banker shall be entitled to recover the withdrawal charges, if any, from the applicant who wants to withdraw the application money, up to an amount of Tis. Solive) per withdrawal.

19. All bank drafts (FDD) submitted by NRB or Foreign applicants shall be deposited in the Issuer's respective 'Escrow' accounts and refund shall be made by the Issuer by refund warrants through concerned stockbroker or merchant banker or transfer to the applicant's bank ecount (Fic account which has been debited to apply by NRB or foreign applicants) through banking channel within 10 (ten) working days from the date of lottery.

Miscellangous:

20. The Issuer, Issue Manager(s), Stock brokers, Merchant Bankers and the Exchanges shall ensure compliance of the above.
21. The bank drafts (FDD) shall be issued considering TT Clean exchange rate of Sonali Bank Ltd. on the date of publication

of abridged version of prospectus.

22. Amount deposited and blocked in the "Public Issue Application Account" shall not be withdrawn or transferred during the blocking period. Amount deposited by the applicants shall not be used by the Stock brokers/Merchant Bankers for

any purpose other than public issue application.

23. The Issuer shall pay the costs related to data transmission, if claimed by the Exchange concerned up to an amount of Tk.2.00,000.00 (taka two lac) for a public issue.

Tk.2,00,000.00 (taka two lac) for a public issue.

24. The Stock broker/Merchant Bankers shall be entitled to a service charge of Tk.5.00 (taka five) only per application irrespective of the amount or category. The service charge shall be paid by the applicant at the time of submitting application.

25. The Stock broker/Merchant Banker shall provide the Issuer with a statement of the remittance and bank drafts (FDD) sent.

26. The Issuer shall accumulate the penalty amount recovered and send it to the Commission through a bank draft/payment order issued in favor of the Bangladesh Securities and Exchange Commission.

27. The concerned Exchange are authorized to settle any complaints and take necessary actions against any Stockbroker/Merchant Banker in case of violation of any provision of the public issue application process with intimation to the Commission.

The IPO subscription money collected from investors will be remitted in following bank accounts with Trust Bank Limited, Millennium Corporate Branch, Dhaka: SI. No Name of the A/C Name of the A/C Account No. Type of A/C Currency Taufika Foods and Agro 0022-0320000775 Current Account BDT Bank & Branch

0022-5802000018 0022-5804000014 FC Account Millennium Corporate Branch EURO 0022-5803000016

APPLICATION FORM

"শেয়ার বাজারে বিনিয়োগ ঝুঁকিপূর্ণ, জেনে ও বুঝে বিনিয়োগ করুন।"

"পুঁজিবাজারে বিনিয়োগ ঝুঁকিপূর্ণ। বিনিয়োগকারীগণ প্রোসপেক্টাস পড়ে এবং ঝুঁকির বিষয়গুলি সতর্কতার সাথে অনুধাবন করে নিজ নিজ আর্থিক অবস্থা ও ঝুঁকিগ্রহণ করার সক্ষমতা বিবেচনা করে বিনিয়োগ সিদ্ধান্ত গ্রহণ করবেন।"

APPLICATION FOR PUBLIC ISSUE Date: Name of applicant Client Code BO ID No. Number of Shares/Uni Total Amount in Taka Mode of Payment

Signature of Authorized Officer Signature of Applicant(s)