

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

"পুঁজিবাজারে বিনিয়োগ ঝুঁকিপূর্ণ। বিনিয়োগকারীরা প্রাপ্যপেছাদ পড়ে এবং ঝুঁকির বিষয়গুলি সতর্কতার সাথে অনুবাহন করে নিজ নিজ আর্থিক অবস্থা ও বুদ্ধিগত করার সম্ভাব্য বিবেচনা করে বিনিয়োগ সিদ্ধান্ত গ্রহণ করবেন।"

"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."

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

Opening date of subscription: January 03, 2021

Closing date of subscription : January 07, 2021

MANAGERS TO THE ISSUE



BANCO FINANCE AND INVESTMENT LIMITED

Shefali Complex (4th Floor), 218/3, A, West Kafur, Begum Rokeya Sharan, Talatola, Sher-e-Bangla Nagar, Dhaka-1207.

Tel: 02-55025169, Fax: 02-55025167, E-mail: banco.bd@gmail.com, Website: www.bfbibd.org



SANDHANI LIFE FINANCE LIMITED

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

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

ISSUER	Name & Address	Contact Person	Telephone & Fax Number, Email, Web Address
Taufika Foods and Agro Industries Limited 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	Mohammad Hamdul Islam Managing Director & CEO	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 Kafur, Begum Rokeya Sharan, Talatola, Sher-e-Bangla Nagar, Dhaka-1207	Mohammad Hamdul Islam Managing Director & CEO	Mohammad Hamdul Islam Managing Director & CEO	Tel: 02-55025169 Fax: 02-55025167 E-mail: banco.bd@gmail.com Website: www.bfbibd.org

UNDERWRITERS	Name & Address	Contact Person	Phone & Fax Number, E-mail, Web Address
ICB Capital Management Limited Green City Edge (5th & 6th Floor), 89, Kakrali, Dhaka-1000, Bangladesh	Shukla Das Chief Executive Officer	Shukla Das Chief Executive Officer	Tel: 02-8300555 Tel: 02-8300367 Fax: 02-8300396 Website: www.icml.com.bd E-mail: icmlbd@gmail.com

UNDERWRITERS	Name & Address	Contact Person	Phone & Fax Number, E-mail, Web Address
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	Khairul Bashar Abu Taher Mohammed Chief Executive Officer & SEVP	Tel: 02-8321714, Fax: 02-8321543 Website: www.mtbcap.com Email: info.mtbcap@mutualtrustbank.com

UNDERWRITERS	Name & Address	Contact Person	Phone & Fax Number, E-mail, Web Address
Sandhani Life Finance Limited 16, Motijheel Commercial Area, (2nd Floor), Dhaka – 1000	Muhammad Nazrul Islam FCMA Managing Director & CEO	Muhammad Nazrul Islam FCMA Managing Director & CEO	Tel: 02-9515249, 02-47118505 Fax: 02-9554847 E-mail: info@sflibd.com Website: www.sflibd.com

Amount, type and offering price of the securities on a per unit and aggregate basis of securities being issued;	
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

Opening and closing date of the subscription;	
Opening Date of Subscription	January 03, 2021
Closing Date of Subscription	January 07, 2021

Availability of the Full Prospectus

The Prospectus and abridged version of prospectus in hard and soft forms of the Company shall be obtained from the following addresses:

ISSUER	Name & Address	Contact Person	Telephone & Fax Number, Email, Web Address
Taufika Foods and Agro Industries Limited 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	Mohammad Hamdul Islam Managing Director & CEO	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 Kafur, Begum Rokeya Sharan, Talatola, Sher-e-Bangla Nagar, Dhaka-1207	Mohammad Hamdul Islam Managing Director & CEO	Mohammad Hamdul Islam Managing Director & CEO	Tel: 02-55025169 Fax: 02-55025167 E-mail: banco.bd@gmail.com Website: www.bfbibd.org

UNDERWRITERS	Name & Address	Contact Person	Phone & Fax Number, E-mail, Web Address
ICB Capital Management Limited Green City Edge (5th & 6th Floor), 89, Kakrali, Dhaka-1000, Bangladesh	Shukla Das Chief Executive Officer	Shukla Das Chief Executive Officer	Tel: 02-8300555 Tel: 02-8300367 Fax: 02-8300396 Website: www.icml.com.bd E-mail: icmlbd@gmail.com

STOCK EXCHANGES	Name & Address	Contact person	Telephone & Fax Number, E-mail, Web Address
Dhaka Stock Exchange Limited (DSE) DSE-Tower, Plot 146, Road # 21, Nikunja-2, Dhaka-1229	Md. Rabiul Islam Senior Manager Listing Affairs	Md. Rabiul Islam Senior Manager Listing Affairs	Tel: 02-9564001, 02-9576210-18 Fax: 02-9564727, 02-9569755 E-mail: info@dsebd.org Website: www.dsebd.org

STOCK EXCHANGES	Name & Address	Contact person	Telephone & Fax Number, E-mail, Web Address
Chittagong Stock Exchange Limited (CSE) CSE Building, 1080, St. Mujib Road Agrabad (C/A Chittagong-4000 Dhaka Liaison Office Eurostars Trade Center (Level-15) 52-53 Dilkusha C/A, Dhaka-1000	Mohammad Monirul Haque Deputy General Manager Head of Listing	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.bfbibd.org), Sandhani Life Finance Limited (www.sflibd.com), Bangladesh Securities and Exchange Commission (www.sec.gov.bd), Dhaka Stock Exchange Limited (www.dsebd.org), Chittagong Stock Exchange Limited (www.cse.com.bd) 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;

Valuer: Not Applicable for Taufika Foods and Agro Industries Limited.

AUDITOR

Name & Address	Contact Person	Telephone & Fax Number, E-mail, Web Address
Islam Quazi Shafigue & Co. Chartered Accountants Al-Haj Shamsuddin Mansion (4th Floor) 17, New Eskaton Road, Maghbazar, Dhaka-1000.	Quazi Shafigul 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 underwriter"

"এই প্রসপেক্টাসে বর্ণিত তথ্য সম্পর্কিত যে কোন জিজ্ঞাসা আপনি প্রতিষ্ঠানটির উল্লেখিত ইমারার, ইমু ব্যবস্থাপক এবং অবলম্বকের সাথে যোগাযোগ করে জেনে নিতে পারেন।"

"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। বিনিয়োগকারীরা প্রাপ্যপেছাদ পড়ে এবং ঝুঁকির বিষয়গুলি সতর্কতার সাথে অনুবাহন করে নিজ নিজ আর্থিক অবস্থা ও বুদ্ধিগত করার সম্ভাব্য বিবেচনা করে বিনিয়োগ সিদ্ধান্ত গ্রহণ করবেন।"

Summary of use of proceeds of the offer;

The Proceeds from 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:

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

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 to final consumer.

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	
Incorporation	August 07, 2011
Legal Status	Public Limited Company
Converted into Public Limited Company	July 08, 2019
Incorporation & Reg. No.	C-94700/11
Commencement of Commercial Production	January 02, 2016
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	Plot-01, Road-11, Block-G, Banani, Dhaka-1213
Corporate Office	House-80, Road-2, level-4A & 4B, Banani (Chairman Bari), Dhaka-1213.
Corporate Office Telephone & FAX	Telephone: 02-9841286-8, Fax: 02-9841289
Project	Bashile, Kathali, 6 No. Valuka Union Parishad Valuka, Mymensingh.
Factory/Project Telephone & FAX	Telephone: 01841102530, Fax: 02-9841289
Website	www.lovello.club
Email	lovello@lovello.club
Board of Directors	05 (Five) Persons
Auditor	Islam Quazi Shafigue & Co. Chartered Accountants
Tax Consultant	Md. Kafil Uddin Mahmud
Legal Advisor	Md. Ifabul Kamal Ayan Advocate, Bangladesh Supreme Court Md. Humayun Kabir Advocate, Bangladesh Supreme Court
Banker for IPO	Trust Bank Ltd. Pubul Bank Ltd. Premier Bank Ltd. Prime Bank Ltd. Brac Bank Ltd. Mercantile Bank Ltd. Union Bank Ltd. United Commercial Bank Limited Shimanto Bank Limited City Bank Ltd. NRB Bank Ltd. AB Bank Ltd. Dutch Bangla Bank Ltd.
Compliance officer	A.K.M Zakaria Hossain FCMA

Comparative financial statements and NAV, EPS, and financial ratios for the last five years or from commercial operation, which is shorter;

A. Statement of Asset & Liabilities of the company (5 Years) as follows:

Particulars	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	1,112,740,000	1,062,410,969	1,014,086,395	808,235,799	696,664,952	242,648,115
Intangible Assets	885,171	1,011,825	815,749	369,968	-	-
Capital Work in Progress	7,775,021	11,592,013	6,431,800	75,771,199	-	-
Preliminary Expenditure	-	-	-	-	-	45,000
Unallocated Revenue Expenditure	-	-	-	-	-	1,722,312
Investment	12,000,000	-	-	-	-	-
Total Non-Current Assets	1,133,400,792	1,075,014,806	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	-
LC 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	29,045,471	37,517,859
Cash and Cash Equivalent	161,456,605	58,831,003	221,815,089	65,570,025	15,590,414	98,714
Total Current Assets	728,496,742	593,975,755	560,820,584	209,562,120	164,898,525	48,507,481
TOTAL ASSETS	1,861,897,535	1,673,990,561	1,582,154,528	1,093,939,115	861,561,477	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						
Deferred Tax Liability	63,872,842	62,882,919	56,422,556	24,826,793	-	-
Loan from Director	-	-	-	-	14,215,728	14,215,728
Long-term Loan	578,281,268	470,464,036	389,655,966	385,268,978	351,248,846	266,576,940
Lease Loan	246,313,284	246,960,934	259,944,770	204,336,340	96,782,448	-
Total Non-Current Liabilities	886,267,424	782,307,889	706,023,292	614,435,112	462,247,022	280,792,668
CURRENT LIABILITIES						
Current Portion of Long-term Loan	34,016,547	134,418,296	65,185,613	84,010,563	100,356,813	-
Total Current Portion of Long-term Loan	34,016,547	134,418,296	65,185,613	84,010,563	100,356,813	-
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 Payables	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	8,665,434	69,000	15,481,582	971,715
Share Money Deposit	-	270,000,000	270,000,000	-	-	-
Provision for WPPF	11,007,569	8,708,433	4,144,458	-	-	-
Provision for Income Tax	40,791,469	65,487,463	102,573,700	1,825,445	391,662	-
Total Current Liabilities	304,377,752	690,708,840	801,044,889	404,333,808	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	1,861,897,535	1,673,990,561	1,582,154,528	1,093,939,115	861,561,477	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 Comprehensive Income (5 Year):</