

"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 বুদ্ধিবোধ 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.bfildb.org



SANDHANI LIFE FINANCE LIMITED

16, Motijheel Commercial Area, (2nd Floor), Dhaka – 1000
Tel: 02-9515249, 02-47118505, Fax: 02-9554847, E-mail: info@sflbdc.com
Website: www.sflbdc.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	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	Tel: 02-55025169 Fax: 02-55025167 E-mail: banco.bd@gmail.com Website: www.bfildb.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@sflbdc.com Website: www.sflbdc.com
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	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.mtbcp.com Email: info.mtbcp@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@sflbdc.com Website: www.sflbdc.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 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	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	Tel: 02-55025169 Fax: 02-55025167 E-mail: banco.bd@gmail.com Website: www.bfildb.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@sflbdc.com Website: www.sflbdc.com
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	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.mtbcp.com Email: info.mtbcp@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@sflbdc.com Website: www.sflbdc.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	Tel: 02-9564001, 02-9576210-18 Fax: 02-9564727, 02-9569755 E-mail: info@dsebd.org Website: www.dsebd.org
Chittagong Stock Exchange Limited (CSE) CSE Building, 1080, St. Mujib Road, Agrabad (CA Chittagong-4000 Dhaka Liaison Office: Eurostars Trade Center (Level-15) 52-53 Dilkusha CA, Dhaka-1000	Mohammad Monirul Haque Deputy General Manager Head of Listing	Tel: 31-720871-3, 31-714632-3 Fax: 31-714101 E-mail: monir@csce.com.bd Website: www.csce.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.bfildb.org), **Sandhani Life Finance Limited** (www.sflbdc.com), **Bangladesh Securities and Exchanges Commission** (www.sec.gov.bd), **Dhaka Stock Exchange Limited** (www.dsebd.org), **Chittagong Stock Exchange Limited** (www.csce.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।"

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 OR 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, ISSUE 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। বিনিয়োগকারীরা প্রাপ্যপেছাদ পড়ে এবং ঝুঁকির বিষয়গুলি সতর্কতার সাথে অনুবাহন করে নিজ নিজ আর্থিক অবস্থা ও বুদ্ধিবোধ করার সম্ভাব্য 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:

Sl. No.	Particulars	Amount in Taka
01.	Expansion of Capacity: Acquisition of Plant & Machinery Freezer Purchase Vehicles Purchase Investment in Depot to Increase	90,365,003 57,849,847 20,564,250 13,220,900
02.	Bank Loan Repayment	182,000,000
03.	IPO Expenses	900,000
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 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
Registered Office Telephone & FAX	Telephone: 02-9841286-8, Fax: 02-9841289
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	Amount in Taka
	September 30, 2019
NON-CURRENT ASSETS	June 30, 2019
Property, plant and equipment	1,112,740,000
Intangible Assets	885,171
Capital Work in Progress	7,775,021
Preliminary Expenditure	-
Unallocated Revenue Expenditure	-
Investment	12,000,000
Total Non-Current Assets	1,133,400,792
CURRENT ASSETS	June 30, 2018
Inventories	241,724,547
Trade & Other Receivables	267,634,791
LC Margin	-
Inter-company Receivable	7,130,000
Advance, Deposits & Prepayments	50,029,126
Cash and Cash Equivalent	161,456,605
Total Current Assets	689,252,358
Total Assets	1,822,653,150
EQUITY & LIABILITIES	June 30, 2017
Equity attributable to share holders	1,031,333,944
Share Capital	550,000,000
Retained earnings	119,252,358
Total Shareholder's Equity	669,252,358
NON-CURRENT LIABILITIES	June 30, 2016
Deferred Tax Liability	62,882,916
Loan from Director	-
Long-term Loan	578,281,268
Lease Loan	246,313,284
Total Non-Current Liabilities	884,376,996
CURRENT LIABILITIES	June 30, 2015
Current Portion of Long-term Loan	34,016,547
Short-term Loan	130,665,543
Inter Company Loan	-
Trade & Other Payables	18,292,538
Liabilities for Expenses	56,440,232
Share Money Deposit	-
Provision for WPPF	11,007,569
Provision for Income Tax	40,791,469
Total Current Liabilities	304,377,752
Total Liabilities	1,192,645,176
NAV PER SHARE	June 30, 2014
Total Equity & Liabilities	1,861,897,534
NAV PER SHARE	12.17

B. Statement of Profit or Loss & Other Comprehensive Income (5 Year):	
Particulars	Amount in Taka
	September 30, 2019
Sales	314,349,972
Cost of Sales	185,353,363
Gross Profit	128,996,609
Operating expenses:	40,574,675
Administrative expenses	9,332,403
Marketing expenses	21,242,272
Operating Income	88,421,934
Financial Expenses	40,693,639
Bank Interest	40,693,639
Profit before other income	47,728,095
Other Income	563,692
Net Profit Before WPPF	48,291,788
Provision for WPPF	2,299,133
Net Profit Before Tax	45,992,654
Income Tax Expenses	16,093,929
Current Tax	15,304,007
Deferred Tax	789,922
Profit After Tax	29,888,725
Other Comprehensive Income	-
Total Comprehensive Income	29,888,725
Basic Earnings Per Share (EPS)	1.20
Diluted EPS	-

C. Statement of Cash Flows (5 Year):	
Particulars	Amount in Taka
	30-Sep-19
A. Cash Flows from Operating Activities:	30-Jun-19
Received from Customers	266,923,650
Received from Other sources	563,692
Paid to Suppliers and Others	198,532,320
Paid for Operating Expenses	(110,518,801)
Income Tax Paid	(3,757,265)
Net Cash Generated from Operating Activities	54,171,958
B. Cash Flows from Investing Activities:	30-Jun-18
Acquisition of Property, Plant and Equipment	(73,822,934)
Investment in Equity	(158,162,213)
Capital work in Progress	(5,160,213)
Net Cash Inflow/(outflow) in Investing Activities	(85,822,934)
C. Cash Flows from Financing Activities:	30-Jun-17
Paid up capital	214,500,000
Increase in Share Money Deposit	(37,269,523)
Payment of Directors Loan	(2,310,000)
Payment on Assets Loan	(161,349,807)
Financial Expense	(14,276,638)
Net Cash Inflow/(outflow) in Financing Activities	(43,276,638)
D. Net Changes in Cash and Cash Equivalents for the year (A+B+C)	102,625,652
E. Cash and Cash Equivalents at the beginning of the year	58,831,003
F. Cash and Cash Equivalents at the end of the year (DE)	161,456,605
NET OPERATING CASH FLOWS PER SHARE (NOCFPS)-Basic	2.17
NET OPERATING CASH FLOWS PER SHARE (NOCFPS)-Diluted	-

Statement of Ratio Analysis	
For the year from 01 July 2014 to September 30, 2019	
Name of ratio	01.07.2014
I Liquidity Ratios:	01.07.2015
(i) Current Ratio	2.39
(ii) Quick Ratio	1.80
II Operating Efficiency Ratios:	01.07.2016
(i) Accounts Receivables Turnover Ratio	1.29
(ii) Inventory Turnover Ratio	0.80
(iii) Asset Turnover Ratio	0.18
III Profitability Ratios:	01.07.2017
(i) Gross Margin Ratio	41.04
(ii) Operating Profit Ratio	28.13
(iii) Net Profit Ratio	9.51
(iv) Return on Assets Ratio	1.71
(v) Return on Equity Ratio	5.46
(vi) Earnings Per Share (EPS) Basic	1.20
(vii) Earnings Before Interest, Taxes, Depreciation and Amortization (EBITDA) Margin	0.37
IV Solvency Ratios:	01.07.2018
(i) Debt to Total Assets Ratio	0.64
(ii) Debt to Equity Ratio	1.78
(iii) Times Interest Earned Ratio	1.13
(iv) Debt Service Coverage Ratio	0.24
V Cash Flow Ratio:	01.07.2019
(i) Net Operating Cash Flow Per Share (NOCFPS)	2.17
(ii) NOCFPS to EPS Ratio	1.81

Place: Dhaka
Date: October 04, 2020

Islam Quazi Shafigue & Co.
Chartered Accountants

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, Non-Executive 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