

prospectus

BEXIMCO FISHERIES LIMITED

PUBLIC COMPANY LIMITED BY SHARES

FOR PUBLIC ISSUE OF ORDINARY SHARES OF TK. 32,000,000.00 (AT PAR) AND CUMULATIVE DEBENTURES OF TK. 48,000,000.00

SUBSCRIPTION OPENS : MAY 02, 1994

SUBSCRIPTION CLOSES : MAY 08, 1994

PUBLIC ISSUE OF 320,000 ORDINARY SHARES OF TK. 100/- EACH TOTALLING TK. 32,000,000.00 (TAKA THIRTY TWO MILLION) AND 16,000 14% CUMULATIVE DEBENTURES OF TK. 3000/- EACH TOTALLING TK. 48,000,000.00 (TAKA FORTY EIGHT MILLION).

TRUSTEE TO THE DEBENTURE ISSUE : Pragati Insurance Ltd.

MANAGER TO THE ISSUE : Pragati Insurance Ltd.

Beximco Fisheries Limited is a Public Limited Company.

Registered Office : 17 Dhanmondi R/A
Road No. 2, Dhaka-1205

Authorised Capital : Tk. 500,000,000/- (Five hundred million)
divided into 5,000,000 Ordinary Shares of Tk. 100/- each.

PROSPECTUS

"Consent of the Securities & Exchange Commission has been obtained to the issue of Shares and Debentures under the Securities & Exchange Ordinance, 1969 by orders, complete copies of which are open to public inspection at the Registered Office of the Company. It must be distinctly understood that in giving this consent the Commission does not take any responsibility for the financial soundness of any scheme or for the correctness of any of the statements made or opinions expressed with regard to them."

A dated and signed copy of this Prospectus has been filed for registration with the Registrar of Joint Stock Companies, Bangladesh as required by Section 92 (2) of the Companies Act, 1913.

Application has been made to the Dhaka Stock Exchange Limited for admission of the Shares and Debentures of the Company for dealing on the market and for their quotation on the Dhaka Stock Exchange Limited. If for any reason, the application for listing is not accepted by the Dhaka Stock Exchange Limited, the Company undertakes to publish in the press a notice to that effect within 7 days of such rejections and thereafter to refund the subscription money to any applicant who may apply in writing for such refund within thirty days of the date of publication of the notice of refusal.

THE SUBSCRIPTION LIST OF 320,000 ORDINARY SHARES OF TK. 100/- EACH AND 16,000 DEBENTURES OF TK. 3000/- EACH BEING HEREBY OFFERED WILL OPEN AT THE COMMENCEMENT OF BANKING HOURS ON MAY 02, 1994 AND WILL CLOSE AT THE CLOSE OF BANKING HOURS ON MAY 08, 1994.

PART-I

(A)

1. DEBENTURE ISSUE :
ISSUE OF 40,000, 14% DEBENTURES
OF TK. 3,000/- EACH Tk. 120,000,000.00
TOTAL Tk. 120,000,000.00

2. OUT OF THE ISSUE.

(a) 19,000, 14% Debentures of
Tk. 3,000/- each have already
been subscribed and paid in
cash in full by SMITH NEW
COURT FAR EAST LTD.,
Hong Kong Tk. 57,000,000.00

(b) 2,000, 14% Debentures of
Tk. 3,000/- each have already
been subscribed and paid in
cash in full by DAY LTD. S/A
CONNAUGHT INVESTMENT
LTD., Hong Kong Tk. 6,000,000.00

(c) 2,000, 14% Debentures of
Tk. 3,000/- each have already
been subscribed and paid in
cash in full by REGENT
MOGHUL FUND LTD., Ireland
Tk. 6,000,000.00

(d) 1,000, 14% Debentures of
Tk. 3,000/- each have already
been subscribed and paid in
cash in full by HIMALAYAN
FUND N.V., Netherlands
Tk. 3,000,000.00

(e) 3,200, 14% Debentures of
Tk. 3,000/- each have been
kept reserved for ICB and
are being offered for
subscription in cash
Tk. 9,600,000.00

(f) 2,000, 14% Debentures of
Tk. 3,000/- each have been
kept reserved for the regular
employees of the Companies
of Beximco Group and are
being offered for subscription
in cash Tk. 6,000,000.00

(g) 10,800, 14% Debentures of
Tk. 3,000/- each are being
offered to the
General Public for
subscription in cash
Tk. 32,400,000.00

TOTAL Tk. 120,000,000.00

PART-I (B)

1. SHARE ISSUE :
ISSUE OF 1,300,000, ORDINARY
SHARES OF TK. 100/- each at par Tk. 130,000,000.00
TOTAL Tk. 130,000,000.00

2. OUT OF THE ISSUE :

(a) 500,000, Ordinary Shares of
Tk. 100/- each have already
been subscribed and paid in
cash in full by the Sponsors Tk. 50,000,000.00

(b) 380,000, Ordinary Shares of
Tk. 100/- each have already
been subscribed and paid in
cash in full by SMITH NEW
COURT FAR EAST LTD.,
Hong Kong Tk. 38,000,000.00

(c) 40,000, Ordinary Shares of
Tk. 100/- each have already
been subscribed and paid in
cash in full by DAY LTD. S/A
CONNAUGHT INVESTMENT
LTD., Hong Kong Tk. 4,000,000.00

(d) 40,000, Ordinary Shares of
Tk. 100/- each have already
been subscribed and paid in
cash in full by REGENT
MOGHUL FUND LTD., Ireland Tk. 4,000,000.00

(e) 20,000 Ordinary Shares of
Tk. 100/- each have already
been subscribed and paid in
cash in full by HIMALAYAN
FUND N.V., Netherlands Tk. 2,000,000.00

(f) 64,000 Ordinary Shares of
Tk. 100/- each have been
kept reserved for ICB and are being
offered for subscription in cash Tk. 6,400,000.00

(g) 40,000 Ordinary Shares of
Tk. 100/- each have been
kept reserved for the regular
employees of various
companies of Beximco Group
and are being offered for
subscription in cash Tk. 4,000,000.00

(h) 216,000 Ordinary Shares of
Tk. 100/- each are being
offered to the
General Public for
subscription in cash Tk. 21,600,000.00

TOTAL 130,000,000.00

PART-I (C)

CONDITIONS OF OFFER AND ALLOTMENT OF SHARES AND DEBENTURES

1. Investment Corporation of Bangladesh (ICB) shall have the right of preferential allotment of Shares and Debentures for Tk. 6,400,000 and Tk. 9,600,000 respectively.

Employees of Beximco Group shall also have the right of preferential allotment of Shares and Debentures for Tk. 4,000,000 and Tk. 6,000,000 respectively.

Any part of such allotment not taken up by ICB and employees of Beximco Group will be allotted to general public in the manner as determined by SEC.

2. Basis of allotment of Shares and Debentures offered to the public shall be as follows :

(a) Applicants may apply for Shares and Debentures separately but preference will be given to those applicants who apply for package allotment (both for Shares and Debentures) of One Debenture and Twenty Shares or a multiple thereof.

(b) Applicants of Debentures and Shares of the face value of Tk. 3000/- and Tk. 2000/- respectively totalling Tk. 5000/- shall be accommodated fully if the issue offered to Public is sufficient for the purpose. If the amount applied for by such applicants is in excess of the issue offered to Public the distribution shall be made by lottery among the applicants in the presence of authorised representatives of the Securities and Exchange Commission and a member of the Board of the Company.

(c) Any amount of issue left after allotment to applicants mentioned in (b) above shall be distributed to persons who apply for Debentures and Shares exceeding the face value of Tk. 3000/- and Tk. 2000/- respectively totalling Tk. 5000/- on the basis of a progressive rate in favour of applicants for smaller number of Debentures and Shares as may be approved by the Securities and Exchange Commission.

(d) Any amount of issue left after allotment of applicants mentioned above shall be distributed to persons who apply for separately either for Shares of value of Tk. 2000/- or for Debenture of the face value of Tk. 3000/- or in multiple thereof in such manner as may be determined by Securities and Exchange commission.

(e) In case of any difficulty with respect to implementation of (a), (b), (c) and (d) above, the allotment of Debentures and Shares to Applicants shall be made in such manner as may be determined by Securities and Exchange Commission.

3. DIRECTOR'S OPINION :

The MINIMUM SUBSCRIPTION on which Directors will proceed with allotment is 100% of the present Debenture & Share issue that is the amount which in the opinion of the Directors, must be raised in order to provide required fund for the project.

4. DIRECTOR'S OPINION :

In the backdrop of the country's tremendous shortage of raw shrimp and its potential of shrimp export due to the comparative cost advantage over China, Thailand, Indonesia, Directors are convinced that the product of the Company will have assured market and the company will have high earning potential. In the opinion of the directors, considering the company's prospect and public confidence in the management it is expected that the debenture and share issue would be fully subscribed and the investor will get an adequate return out of their investment.

PART-II

UNDERWRITING :

The public offering of Shares and Debentures will be underwritten by Beximco Investment Company Ltd.

COMMISSION OF BANKER TO ISSUE :

Commission at the rate of 1/4th of 1% will be paid to the Bankers to the issue for the services to be rendered by them.

BROKERAGE :

The Company shall pay brokerage @ of 1% of the value of Debentures and Shares allotted to the Members of the Dhaka Stock Exchange Limited on application bearing their rubber stamp.

TRUSTEE FEE :

Pragati Insurance Ltd. has been appointed Manager to the issue and Trustee to the debenture issue of Tk. 120 million. Trustee fee @ 1% will be paid to the trustee on outstanding debenture every year.

PRELIMINARY EXPENSES :

The preliminary expenses of the Company in connection with the issue of Debentures and Shares are not expected to exceed Tk. 8.8 million.

TAXATION :

The company will enjoy exemption from income tax as a farming unit upto 30/06/2000 Vide S.R.O. 235-L/89 dated 01/07/89 and S.R.O. 309-L/91 dated 09/10/91 issued by the National Board of Revenue.

INSURANCE ACT APPROVAL :

Application has been made to Controller of Insurance, for the purpose of "Approved Investment" under Clause (3A) of Section 2 of the Insurance Act, 1938, for Insurance Companies registered in Bangladesh.

PART-III

APPLICATION FOR SUBSCRIPTION :

1. Application for Debenture and Shares may be made for minimum number or any multiple number of 20 shares and/or one debenture to the value of Tk. 2,000 and Tk. 3,000 respectively and should be made on the Company's printed forms. Application forms and the Prospectus may be obtained from the Registered Office of the Company, the Dhaka Stock Exchange Limited or from any of the Bankers to the issue. If adequate forms are not available, intending investors may have the same printed/handwritten/photocopied.

2. All completed application forms together with remittance for the amount payable on application should be lodged with any of the following Bankers to the issue:

i) Investment Corporation of Bangladesh

ii) Janata Bank

iii) Standard Chartered Bank

iv) Banque Indosuez

v) International Finance Investment & Commerce Bank Ltd

vi) Arab Bangladesh Bank Ltd

vii) ANZ Grindlays Bank PLC

3. The subscription money collected by the Bankers to the issue will be remitted to the Company's authorised account with Standard Chartered Bank, Motijheel, Dhaka for this purpose. The subscription moneys relating to Debentures issue however will remain under the control of the Trustee until such time the registration of trust deed is completed. No interest will be payable by the trustee to the company for such retention.

4. Payment may be made to one of the above mentioned Bankers to the issue in Cash or by Cheque or Draft. The Cheque or Draft shall be made payable to the Bank to which it is sent and be marked A/C BEXIMCO FISHERIES LIMITED and shall bear the crossing "ACCOUNT PAYEE ONLY".

APPLICATION NOT IN CONFORMITY WITH THE ABOVE REQUIREMENTS AND THE INSTRUCTIONS PRINTED ON THE APPLICATION FORM ARE LIABLE TO BE REJECTED.

ALLOTMENT :

The Company reserves the right to accept any application in whole or in part. Successful applicants will be informed of allotment by despatching Letter of Allotment within 45 (forty five) days of closing of subscription lists. The Debenture and Share Certificates will be issued within 90 (ninety) days of the date of Letters of Allotment. Where application is not accepted in full or in part, the money received on application will be refunded to the applicant within 45 (forty five) days of closing of subscription lists by cheque without interest. Interest at 1½% per month and 2% per month will be paid to the unsuccessful applicants where application money is refunded after 45 days but within 120 days and after 120 days of the date of closing of subscription lists, respectively.

Bangladeshi nationals including non-resident Bangladeshi Nationals residing/ working abroad and Foreign Nationals shall also be entitled to apply for the Debentures and Shares.

PART-IV

SALIENT FEATURES AND DETAILS OF SECURITY PROVIDED FOR THE DEBENTURES

1. THE DEBENTURES WILL BE SECURED BY FIRST PARI-PASSU CHARGE BY WAY OF AN EQUITABLE MORTGAGE ON THE FIXED ASSETS OF THE COMPANY AND FLOATING CHARGE ON OTHER ASSETS OF THE COMPANY

THE LAND ON WHICH THE PROJECT IS SITUATED HAS BEEN LEASED TO THE COMPANY FOR 10 YEARS AND IS RENEWABLE FOR FURTHER PERIODS. THE PROJECT IS BASED ON LEASEHOLD LAND AS THE COMPANY COULD NOT PROCURE 400 ACRES OF FREEHOLD LAND IN A BLOCK.

2. THE DEBENTURE HOLDERS WILL RANK SENIOR TO OTHER CREDITORS ON THE ASSETS OF THE COMPANY ON LIQUIDATION/WINDING-UP.

3. THE DEBENTURE HOLDERS SHALL BE ENTITLED TO RECEIVE INTEREST @ 14% PER ANNUM ON THE DEBENTURES, ACCRUEING FROM 04/05/94 THE FIRST PAYMENT OF INTEREST WILL BE ON 01/01/95 AND THEREAFTER EVERY FIRST JULY AND FIRST JANUARY TILL THE DEBENTURES ARE FULLY REDEEMED ON 01/05/2004.

4. THE DEBENTURES WILL BE FULLY REDEEMED BY THE COMPANY IN 14 (FOURTEEN) SEMI-ANNUAL INSTALMENTS W.E.F. 01/01/1998 TERMINATING ON 01/05/2004.

5. AFTER EXPIRY OF THREE YEARS FROM THE DATE OF DEBENTURE ISSUE THE COMPANY WILL HAVE THE RIGHT TO REDEEM THE DEBENTURES IN FULL OR IN PART ON ITS OPTION AFTER GIVING SIX MONTHS PRIOR NOTICE TO THE DEBENTURE HOLDERS. IF THE DEBENTURES ARE REDEEMED IN PART, ALL THE CONDITIONS OF ORIGINAL ISSUE WILL APPLY FOR THE UNREDEEMED PORTION OF THE DEBENTURES.