

PROSPECTUS

DANDY DYEING LIMITED

A PUBLIC LIMITED COMPANY

FOR PUBLIC ISSUE OF 3,10,000 SHARES OF TK. 100/- EACH (AT PAR)

SUBSCRIPTION OPENS:
APRIL 01, 1995

SUBSCRIPTION CLOSES:
APRIL 10, 1995

REGISTERED OFFICE

PLOT M/2-1, ROAD-7, SEC-7
MIRPUR I/A, MIRPUR,
DHAKA

FACTORY

JURON
KONABARI
GAZIPUR

AUTHORISED CAPITAL

TK. 50,00,00,000 DIVIDED
INTO 50,00,000 ORDINARY
SHARES OF TK 100/- EACH

UNDERWRITTEN BY

BANGLADESH GENERAL INSURANCE COMPANY LTD AND
ONE HUNDRED NINETEEN MEMBERS OF DHAKA STOCK EXCHANGE LTD
UNDER THE LEAD MANAGERSHIP OF
MR MD SHAIHQ KHAN

"Consent of the Securities & Exchange Commission has been obtained to the issue of Capital under the Securities and Exchange Ordinance 1969 as amended in 1993 by an order of which a complete copy of which is open to public for 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 financial soundness of any scheme or for the correctness of any of the statements made or opinion 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 138 (i) of the Companies Act, 1994.

Application has been made to the Dhaka Stock Exchange Limited for admission of the shares of the company for dealing on the market and for their quotation on the Exchange. If, for any reason, the application for listing is not accepted by the Dhaka Stock Exchange Limited within six weeks of the closure of the subscription lists, the allotment against applications in response to the prospectus shall be void, and the subscription money received from the applicants shall be refunded within 30 (thirty) days of the expiry of the said six weeks. In case of failure to refund the subscription money to the applicants within the said thirty days, the Directors, in addition to the Company, shall be responsible collectively and severally to refund the money with interest at 5% above the bank rate.

THE SUBSCRIPTION LIST FOR 3,10,000 ORDINARY SHARES BEING HEREBY OFFERED WILL OPEN AT THE COMMENCEMENT OF BANKING HOURS ON APRIL 01, 1995 AND WILL BE CLOSED AT THE CLOSE OF BANKING HOURS ON APRIL 10, 1995.

LIST OF DOCUMENTS AND REPORTS

List of documents and reports referred to in the prospectus or annexed thereto under Section 138 (3) of the Companies Act, 1994 is as follows:

- Underwriting Agreements made between the Company and BGIC and the members of Dhaka Stock Exchange Ltd.
- Memorandum of Association.
- Auditors' Report under Section 145(2) of the Companies Act, 1913 together with audited financial statements for the period from 1st January, 1994 to 31st December, 1994.
- Auditor's report as per the Part-II of the Third Schedule of the Companies Act, 1994.
- Term Loan sanction advice dated 09/05/93 with Sonali Bank.
- Bridge Finance Agreement dated 14/06/93 with Uttara Bank Ltd.

PART-I

- PROJECT HIGHLIGHT**
 - Dandy Dyeing Limited is established with the aim to provide quality dyeing, printing and finishing of textile articles which is a burgeoning industry yielding high reward. The project is an 100% export oriented unit for producing dyed, printed and finished fabric.
 - The market is assured and the management hopes in utilising maximum production capacity at present and also envisages a plan to expand its capacity in near future. There is a big demand supply gap of the finished product in the domestic and international market. Thus the project will be able to penetrate into the market easily. Based on the export business relationship, the sponsors have created an extensive marketing network in the developed countries, which will serve as the distribution network for the products of this projects.
 - Easy liquidity as the shares will be listed in the Dhaka Stock Exchange Ltd.
 - The project will qualify for a Tax Holiday benefit for a period of five years.
 - The project is financed partly by Sonali Bank in the form of long term loans.
- RISK FACTORS**
 - Any of the following factors might affect adversely the profitability of the Company:
 - Any upward change in the price of raw materials.
 - Imposition/increase of any duties or taxes by the Government on raw materials or finished goods in future.
 - Any adverse fluctuation of exchange rate of Taka will increase the debt burden and the debt service cost.
 - Any economic recession in Bangladesh.
- THE PURPOSE OF THE ISSUE**

The issue will be applied towards liquidation of bridge finance advances of Tk. 281.50 lacs by Uttara Bank Limited along with interest thereon.
- PROJECT PROGRESS PLAN**
 - Month of completion of factory building: Completed
 - Month of installation of machineries: Completed
 - Month of trial production: In progress
 - Expected month of commercial production: 1st week of April, 1995
- SHARE ISSUE:**

Authorised Capital	50,00,00,000/-
50,00,000 Ordinary Shares of Tk. 100/- each Issued and Paid-up Capital	3,10,00,000/-
3,10,000 Ordinary Shares of Tk. 100/- each already subscribed by the Sponsors at par New Issue	3,10,00,000/-
3,10,000 Ordinary Shares of Tk. 100/- each	
- OUT OF THE ISSUE**
 - 62,000 Ordinary Shares of Tk. 100/- each are being offered to ICB Unit / Mutual Funds for their subscription in cash in full on application 62,00,000/-
 - 15,500 Ordinary Shares of Tk. 100/- each are being offered to the Employees of Dandy Dyeing Limited for their subscription in cash in full on application 15,50,000/-
 - 2,32,500 Ordinary Shares of Tk. 100/- each are being offered to the general public for subscription in cash (in five slabs) in full 2,32,50,000/-
- CONDITIONS OF OFFER AND ALLOTMENT OF SHARES**
 - Out of the Issue, Investment Corporation of Bangladesh (ICB) unit/mutual funds and the Employees of Dandy Dyeing Limited shall have the right to preferential allotment of 62,000 and 15,500 Ordinary Shares being 20% and 5% of the total issue respectively. No employee shall however be allotted ordinary share of more than 100 shares. Any part of the Shares not picked up by ICB and/or the Employees of Dandy Dyeing Limited shall be allotted to the general public at par in any manner as may be determined by SEC or if oversubscribed then the basis of allotment will be determined by the SEC.
 - After deducting the Shares subscribed by ICB Unit/Mutual Funds and/or the Employees of Dandy Dyeing Limited the basis of allotment of Shares to the general public shall be as follows:

2,32,500 ordinary shares of Tk. 100 each are being offered to the general public as follows:	
(i) 50% shares i.e. 1,16,250 ordinary shares are being offered to the applicants for 50 shares.	Tk. 1,16,25,000/-

- 10% shares i.e. 23,250 ordinary shares are being offered to the applicants for shares exceeding 50 but upto 500 shares. Tk. 23,25,000/-
 - 10% shares i.e. 23,250 ordinary shares are being offered to the applicants for shares exceeding 500 but upto 1,000 shares. Tk. 23,25,000/-
 - 10% shares i.e. 23,250 ordinary shares are being offered to the applicants for shares exceeding 1,000 but upto 5,000 shares. Tk. 23,25,000/-
 - 20% shares i.e. 46,500 ordinary shares are being offered to the applicants for over 5000 shares for financial institutions, insurance companies and financial and market intermediary companies. Tk. 46,50,000/-
- Tk. 2,32,50,000/-**

- The applicants of minimum lot of 50 shares shall be accommodated fully if the subscription is within Tk. 1.1625 crores. In case of over subscription the allotment shall be made by lottery among such applicants.
- Allotment amongst applicants for lots other than minimum lot shall be made proportionately in case of over subscription.
- In case any difficulty arises with respect to implementation of 2 a(1) and (2) above the allotment of shares to applicants shall be made in such manner as may be determined by the Securities & Exchange Commission.
- Applicant must not be for less than 50 shares and must be for multiple of 50 shares. Any application not meeting this criterion will not be considered for allotment purposes.
- There are no founders, management or deferred shares. It is also not presently intended to issue any preference shares.
- No payment has been or is intended to be made to the Promoters, Directors or other persons for promotion of the company.
- The minimum subscription on which the Directors will proceed to allot is the full amount of the present issue as that is the amount which in the opinion of the Directors must be raised in order to provide capital required for the project.

Part-II

UNDERWRITING

- The public issue of 3,10,000 Ordinary Shares have been underwritten by Bangladesh General Insurance Company Limited (BGIC) 1,55,000 shares of Tk. 100/- each valuing Tk. 1,55,00,000/- and members of Dhaka Stock Exchange Limited (DSEL) 1,55,000 shares of Tk. 100/- each valuing Tk. 1,55,00,000/- whose names and No. of Shares and amount in Tk. is given below:

SL#	NAME OF UNDERWRITER	NO. OF SHARES UNDERWRITTEN	AMOUNT UNDERWRITTEN
01.	Mr. Md Shaihq Khan	1246	124600.00
02.	Mr. Hasan Faroque Khan	1303	130300.00
03.	Mr. Md. Azizul Hoque	1303	130300.00
04.	M/s Khurshid Alam & Co.	1303	130300.00
05.	M/s Khwaza Abdul Quddus & Co.	1303	130300.00
06.	Mr. Kazi Firoz Rashid	1303	130300.00
07.	Mr. Nur-E Alam Siddique	1303	130300.00
08.	Mr. Hemayet Uddin Ahmed	1303	130300.00
09.	Mr. Hashemuddin Ahmed	1303	130300.00
10.	M/s Imtiaz Husain & Co.	1303	130300.00
11.	M/s Mohd. Shahidullah & Co.	1303	130300.00
12.	M/s M. Abdul Rashid & Co.	1303	430300.00
13.	Mr. Ataul Hoq	1303	130300.00
14.	M/s Ali Securities Co.	1303	130300.00
15.	M/s Md. Rakibur Rahman & Co.	1303	130300.00
16.	M/s Md. Sahidullah & Co.	1303	130300.00
17.	M/s Enayetur Rahman & Co.	1303	130300.00
18.	M/s M. A. Quayum & Co.	1303	130300.00
19.	M/s M. Shamsul Alam & Co.	1303	130300.00
20.	Mr. Aminullah	1303	130300.00
21.	M/s Taufiq Uddin Ahmed & Co.	1303	130300.00
22.	M/s Dewan Suhel Afzal & Co.	1303	130300.00
23.	M/s Dastagir Md. Adil & Co.	1303	130300.00
24.	M/s A. K. M. A. Razzak & Sons	1303	130300.00
25.	M/s Jamal Ahmed & Co.	1303	130300.00
26.	M/s Shafi Ahmad & Co.	1303	130300.00
27.	Mr. Hazi Mohammad Ali	1303	130300.00
28.	Mr. S. Shafique Ahmed	1303	130300.00
29.	M/s Mostaque Ahmed Sadeque & Co.	1303	130300.00
30.	M/s A M M Iqbal Ali & Co.	1303	130300.00
31.	M/s Harunur Rashid & Co.	1303	130300.00
32.	Mr. Monzurur Rahman	1303	130300.00
33.	M/s M. A. Mumin & Co.	1303	130300.00
34.	Mrs. Jahanara Begum	1303	130300.00
35.	M/s Azizur Rahman & Co.	1303	130300.00
36.	Mr. Md. Abdul Mannan	1303	130300.00
37.	M/s Litmond Limited	1303	130300.00
38.	Mr. Qazi Kamal	1303	130300.00
39.	M/s Saiful Islam & Co.	1303	130300.00
40.	Mr. Abdul Latif Miah	1303	130300.00
41.	M/s Abdul Haque & Co.	1303	130300.00
42.	M/s Abdur Rahman & Co.	1303	130300.00
43.	M/s Hosne Ara Begum & Co.	1303	130300.00
44.	M/s Kamal Eddar & Co.	1303	130300.00
45.	Mr. Tariqul Alam Khan	1303	130300.00
46.	M/s M. A. Hossain & Co.	1303	130300.00
47.	Mr. Giasuddin Ahmed	1303	130300.00
48.	M/s M. Shamsul Huq & Co.	1303	130300.00
49.	M/s NIF Co. Ltd.	1303	130300.00
50.	M/s Md. Talha & Co.	1303	130300.00
51.	Mr. M. Ashraful Haque	1303	130300.00
52.	Mr. Md. Syed Shahedul Alam	1303	130300.00
53.	Mr. Asoke Das Gupta	1303	130300.00
54.	M/s Sinha & Co.	1303	130300.00
55.	Mr. Abdul Hamid Bhuiyan	1303	130300.00
56.	M/s Md. Salimullah & Co.	1303	130300.00
57.	Mrs. Rakhi Das Gupta	1303	130300.00
58.	Mr. Hajee Md. Shawkat Ali	1303	130300.00
59.	Mr. Chowdhury M. A. Q. Sarwar	1303	130300.00
60.	M/s Lailun Nahar Ekram & Co.	1303	130300.00
61.	M/s Shahid Abdul Khaleque & Co.	1303	130300.00
62.	Mr. Mubarak Hossain	1303	130300.00
63.	Mr. Mahbubur Rahman	1303	130300.00
64.	Mr. Mohammed Harun Bhuiyan	1303	130300.00
65.	M/s Md. Shahjahan Ali Khan & Co.	1303	130300.00
66.	Mr. Saiful Islam Chowdhury	1303	130300.00
67.	M/s Khurshid Azad & Co.	1303	130300.00
68.	M/s Yusuf & Co.	1303	130300.00
69.	Mr. Md. Rezaul Karim	1303	130300.00
70.	M/s Sayed Tareque Md. Ali & Co.	1303	130300.00
71.	M/s Sayed Taufiq Hossain Ali & Co.	1303	130300.00
72.	M/s Md. Shakil Rizvi & Co.	1303	130300.00
73.	M/s Md. Atiqul Haque & Co.	1303	130300.00
74.	M/s Md. Shahidullah (Syamol) & Co.	1303	130300.00
75.	Mr. A. K. M. Shamsuddoha	1303	130300.00
76.	Mr. Mohd. Jamilur Rahman	1303	130300.00
77.	M/s Securities Promotion & Management Ltd.	1303	130300.00
78.	M/s Yunus Khan & Co.	1303	130300.00
79.	M/s Jobaier & Co.	1303	130300.00
80.	M/s A. B. & Co.	1303	130300.00
81.	M/s Sharif Ataur Rahman & Co.	1303	130300.00
82.	Mr. Abdur Rahman	1303	130300.00
83.	M/s Ahmed Iqbal Hasan & Co.	1303	130300.00

84.	M/s M. A. Huq Howlader & Co.	1303	130300.00
85.	M/s Adarsha Securities (Pvt) Ltd.	1303	130300.00
86.	M/s Biswa Nath Saha & Co.	1303	130300.00
87.	M/s Khwaja Ghulam Rosul & Co.	1303	130300.00
88.	M/s Md. Fayeazur Rahim & Co.	1303	130300.00
89.	M/s Capital Roots	1303	130300.00
90.	M/s Shafiqul Islam & Co.	1303	130300.00
91.	M/s Md. Shafiqur Rahman & Co.	1303	130300.00
92.	M/s Shetu Corporation Ltd.	1303	130300.00
93.	M/s Mohammad ullah & Shabbir Ahmed	1303	130300.00
94.	Mr. Abdullah-al-Ahsan	1303	130300.00
95.	Mr. Md. Shahjahan	1303	130300.00
96.	M/s Bulbul Securities Consultants	1303	130300.00
97.	Mr. Waqar Alam Khan	1303	130300.00
98.	M/s Kazi Enayetur Rahman & Co.	1303	130300.00
99.	M/s Md. Mostafa Zubair & Co.	1303	130300.00
100.	M/s Md. Feroz Khan & Co.	1303	130300.00
101.	Mrs. Sultana Rashid	1303	130300.00
102.	M/s United Securities Consultants Ltd.	1303	130300.00
103.	Mr. Md. Nabul Karim	1303	130300.00
104.	M/s Sohail Pervez & Co.	1303	130300.00
105.	Mr. Khalilur Rahman Chowdhury	1303	130300.00
106.	Mr. Shamsul Huda	1303	130300.00
107.	M/s Syed Mahubur Mushed & Co.	1303	130300.00
108.	M/s Saad Securities Ltd.	1303	130300.00
109.	M/s A. F. M. Shamsuddin & Co.	1303	130300.00
110.	M/s Chowdhury Securities & Services	1303	130300.00
111.	M/s M. M. Afzal Hossain Chowdhury	1303	130300.00
112.	Mushbu ur Rahman	1303	130300.00
113.	Mr. Khwaja Tipu Sultan	1303	130300.00
114.	M/s Sknrise Agencies	1303	130300.00
115.	M/s Asia Securities Ltd.	1303	130300.00
116.	Mr. Alamgir Kabir Chowdhury	1303	130300.00
117.	Mr. Md. Rahmatullah	1303	130300.00
118.	Mrs. Halima Rahmatullah	1303	130300.00
119.	Mr. Jahangir Kabir Chowdhury	1303	130300.00
		155000	15500000.00

If and to the extent the shares hereby offered to the general public shall not have been subscribed and paid for in cash in full, the underwriters shall, with 7 days of duty called upon by the company to do so, subscribe and pay for in cash in full the shares that are not so subscribed.

- UNDERWRITING COMMISSION**

The public offering of 3,10,000 Ordinary Shares have been underwritten by Bangladesh General Insurance Company Limited (BGIC) and the members of Dhaka Stock Exchange Limited (DSEL). The underwriters will be paid an underwriting commission at the rate of 2.5% on the value of Shares offered to general public. In case the underwriters take up shares not subscribed by the public, and additional commission at the rate of 2.5% on the value of share, so taken up shall also be payable to them.
- DIRECTORS' OPINION**

In the opinion of the Directors, the resources of the Underwriters are sufficient to discharge their respective underwriting commitment.
- COMMISSION TO BANKERS TO THE ISSUE**

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

The Company will pay brokerage to the members of Dhaka Stock Exchange Ltd. at the rate of 1% only on the paid up value of the shares allotted to the applicants whose applications shall bear their rubber stamp.
- TAX HOLIDAY**

The company's income, profit and gains from its industrial activities qualify for exemption from income tax as provided in section 45 (2A) (2B) (2C) of the Income Tax Ordinance, 1984 for a period of five years with effect from commencement of commercial production. Application shall be made with in 30th June, 1995.
- PRELIMINARY EXPENSES**

The preliminary expenses of the Company inclusive of Brokerage, additional Commission and Commission to the Bankers to the issue are not expected to exceed Tk. 35.00 lac.
- EXEMPTION FROM TAX**

Investment in shares of this Company will qualify for investment tax credit under the Income Tax Ordinance, 1984.
- INSURANCE ACT APPROVAL**

Application will be made to the Controller of Insurance to obtain declaration under clauses (3A) of Section 2 of the Insurance Act, 1938 as "Approved Investment" for Insurance Companies registered in Bangladesh.

Part III

Application for Subscription and Allotment

- Application**
 - Application for shares may be made for any number of Shares subject to the minimum of 50 shares to the value of Tk. 5,000/- and should be to the Company's printed form or photocopy/type copy/hand written form thereof. Application Forms and Prospectus may be obtained from the Registered Office of the Company, the Dhaka Stock Exchange Limited or from the Bankers to the issue.
 - All completed application forms together with remittance for the full amount payable on application should be lodged with any of the following Bankers to the issue:

Name of Banks	Address
Agrani Bank	Kakrail Branch, Dhaka. New Elephant Road Branch, Dhaka. Agrabad Branch, Chittagong. Jessore Branch, Jessore.
Investment Corporation of Bangladesh.	Head Office, BSB Bhaban, Dhaka. Chittagong Branch, Pina View, Chittagong. Rajshahi Branch, Star Bhaban, Rajshahi. Khulna Branch, KDA Bhaban, Khulna. Sylhet Branch, Chemper Building, Sylhet. Barisal Branch, 87/77, Hemayet Uddin Road, Barisal.
IFIC Bank Ltd.	Federation Branch, Dhaka. Shantinagar Branch, Dhaka. Dhanmondi Branch, Dhaka. Elephant Road Branch, Dhaka. Gulshan Branch, Dhaka. Agrabad Branch, Chittagong. Khulna Branch, Khulna. Rajshahi Branch, Rajshahi. Jessore Branch, Jessore. Barisal Branch, Barisal.
Arab Bangladesh Bank Ltd.	Principal Branch, BCIC Bhaban, Dhaka
Uttara Bank Limited	Corporate Branch, Motijheel C/A, Dhaka. Local Office, Motijheel C/A, Dhaka. Dilkusha Branch, Dhaka. Sathmasjid Road Branch, Dhaka. Gulshan Branch, Dhaka. Pallabi Branch, Dhaka. Comilla Branch, Comilla. Jessore Branch, Jessore. Agrabad Branch, Chittagong. Khatungonj Branch, Chittagong.