

Abridged Version of Prospectus

Marico Bangladesh Limited

House No. 01, Road No. 01, Sector No. 01, Uttara, Dhaka 1230
Tel: +88(02)8931202, Fax: +88(02)8932322, Website: www.maricobd.com

Public offer of 1,492,100 ordinary shares of Tk. 10/- at an issue price of Tk. 90/- each, including a premium of Tk. 80/- per share totaling to Tk. 134,289,000/-

Subscription for General Public:

Opening date:
August 02, 2009

Closing date:
August 06, 2009

Credit Rating Agency
Credit Rating Information and Services Limited (CRISL)

	Long Term	Short Term
Entity Rating	AA+	ST-1
Date of Rating	26 January 2009	

Subscription for NRB Applicants:

Opening date:
August 02, 2009

Closing date:
August 16, 2009

MANAGERS TO THE ISSUE

IDLC Finance Limited
Bay's Galleria (1st Floor) 57, Gulshan Avenue, Gulshan 1, Dhaka 1212

EQUITY PARTNERS LIMITED
Suite # 1003, DSE Annex Building (9th floor), 9/E Motijheel C/A, Dhaka-1000.

AUDITOR'S INFORMATION

Rahman Rahman Huq
Chartered Accountants
A Member Firm of KPMG International
9 Mohakhali C/A (11th & 12th Floors), Dhaka 1212. Phone: 9886450, 9886451

"CONSENT OF THE SECURITIES AND EXCHANGE COMMISSION HAS BEEN OBTAINED TO THE ISSUE/OFFER OF THESE SECURITIES UNDER THE SECURITIES AND EXCHANGE ORDINANCE, 1998, AND THE SECURITIES AND EXCHANGE COMMISSION (PUBLIC ISSUE) RULES, 2006. 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 PROJECT 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/CHIEF FINANCIAL OFFICER, ISSUE MANAGER, UNDERWRITER AND/OR AUDITOR"

Special note:
Please read the Prospectus carefully which includes 'Risk Factors' before taking your investment decision.
"An applicant can not submit more than two applications, one in his/her own name and another jointly with another person. In case an applicant makes more than two applications, all applications will be treated as invalid and will not be considered for allotment purpose. In addition, whole or part of application money may be forfeited by the Commission."

MARICO BANGLADESH LIMITED- COMPANY PROFILE

Marico Bangladesh Limited (hereinafter referred to as MBL), a wholly owned subsidiary of Marico Limited, India, (hereinafter referred to as Marico), is one of the front leader in the Fast Moving Consumer Goods (FMCG) market in Bangladesh. It was incorporated on 6 September 1989 under the Companies Act 1994 as a private limited company with an authorized and paid-up capital of Tk. 10.00 million and went into commercial operation on 30 January 2000 with its flagship brand 'Parachute Coconut Oil'. Company's present authorized capital is Tk. 400 million and paid-up capital is Tk. 283.50 million.
Within a couple of years Parachute Coconut oil captured a significant market share in Bangladesh and at present it holds 72% market share of branded coconut oil market in the country. Recently, its 'Parachute' brand was awarded as the 6th Overall Best Trusted Brand out of 849 Brands (both local and MNCs) operating in Bangladesh and 3rd Best Brand in the FMCG category by Bangladesh Brand Forum, an affiliation of Singapore based Brand Forum.

NATURE OF BUSINESS

Marico Bangladesh Limited is a leading multinational FMCG Company. The company is the manufacturer and marketer of well known consumer brands like Parachute, Parachute Beihoo, Aromatic, Camelia, Hair Code, Parachute Advanced etc. To enhance the appeal for hair and skin through distinctive products and services based on the goodness of coconut, other natural substances, and the underlying science of beauty and hair care, it offers different adapted brands like Therapie, Hair Cream, and After Shower Gel etc.

AVAILABILITY OF PROSPECTUS

Prospectus of Marico Bangladesh Limited may be obtained from following addresses:

Company	Contact person	Contact Number
Marico Bangladesh Limited House No. 01, Road No. 01 Sector No. 01, Uttara Dhaka 1230	Mr. Iqbal Chowdhury Senior Manager- Corporate Affairs, Treasury & Company Secretary	Tel: 8931202 Fax: 8932322 iqbal@maricobd.com
IDLC Finance Limited People's Insurance Bhaban (13th Fl), 36 Dilkusha C/A, Dhaka 1000	Mr. Mahmudul Bari Deputy General Manager Merchant Banking Division	Tel: 9571842 Fax: 9571095 bari@idlc.com
Equity Partners Limited 1003, Dhaka Stock Exchange Annex Building (9th Floor) 9/E, Motijheel C/A, Dhaka 1000	Mr. Saiful Islam Director	Tel: 8819421-5 Fax: 8819426-7 saiful@epbangladesh.com
Underwriters:	Contact person	Contact Number
ICB Capital Management Ltd. 8 Rajuk Avenue (14th Floor) Dhaka 1000	Mr. Md. Abdur Rouf Chief Executive Officer	Tel: 7160326, 7160327 Fax: 9555707 ceom@icb.com
LankaBangla Finance Limited Stock Exchange Building 9/F Motijheel C/A, Dhaka	Mr. M. Shakil Islam Bhuiyan Assistant Vice President Merchant Banking Division	Tel: 9561238, 9561107 Fax: 9561107 shakil@lankabangla.com
Green Delta Insurance Co. Ltd. Hidk Mansion (5th Floor) 2, Dilkusha C/A, Dhaka 1000	Mr. Abdul Mannan Executive Vice President	Tel: 9560005 Fax: 9562345 gdc@bol-online.com
Equity Partners Limited 1003 Dhaka Stock Exchange Annex Building (9th Floor) 9/E Motijheel C/A, Dhaka 1000	Mr. Saiful Islam Director	Tel: 8819421-5 Fax: 8819426-7 saiful@epbangladesh.com
Prime Finance & Investment Ltd 63 Dilkusha C/A, Dhaka 1000	Mr. Md. Rezaul Haque Senior Vice President	Tel: 9569883 Fax: 9563692 haque@rezaul@yahoo.com
IDLC Finance Limited People's Insurance Bhaban (13th Fl), 36 Dilkusha C/A, Dhaka-1000	Mr. Mahmudul Bari Deputy General Manager Merchant Banking Division	Tel: 9571842 Fax: 9571095 bari@idlc.com
Stock Exchanges:	Available at	Contact Number
Dhaka Stock Exchange Ltd. 9/F Motijheel C/A, Dhaka 1000	DSE Library	7175705-9
Chittagong Stock Exchange Ltd. CSE Building, 108, Sheikh Mujib Rd, C/A 4/100	CSE Library	031-714632-3 031-720871-3

Prospectus would also be available on the web site of SEC (www.secd.org), DSE (www.dsebd.org), CSE (www.csebd.com), Marico Bangladesh Limited (www.maricobd.com) and Issue Managers (www.idlc.com), (www.epbangladesh.com) and Public Reference Room of the Securities and Exchange Commission (SEC) for reading and studying.

USE OF IPO PROCEEDS

Marico Bangladesh Limited has an outstanding loan amounting to Tk. 225,157,437/- (Taka Two Twenty Five Million One Hundred Fifty Seven Thousand Four Hundred Thirty Seven) only as on 9 June, 2009 from following banks:

Bank	Loan Amount (Tk.)
Citibank N.A.	170,008,569
HSBC	55,148,869
Total	225,157,437

The company will pay off the loan within one month from the date of listing under following manner:

Use of IPO Proceeds	Amount (Tk.)
IPO Proceeds	134,289,000
Less: IPO expenses (approx.)	14,544,387
Net IPO Proceeds	119,744,613
Repayment of loan to Citibank N.A.	119,744,613

MBL had a loan from different bank amounting to Tk. 103,166,350/- as on 31 December 2006 (Please refer the Balance Sheet as at 31st December 2006, Note 15). Currently, it has a loan of Tk. 225,157,437/- as on 9 June 2009 from which the company will pay off a portion of loan to Citibank N.A. as per above schedule.
Terms of Contract: There is no such contract for repayment of any liability regarding above loan.

SELECTED RATIOS AND EARNINGS PER SHARE

	Three-months period ended			For the year ended		
	31-Dec-08	30-Sep-08	30-Sep-07	30-Sep-08	30-Sep-07	30-Sep-06
	Taka	Taka	Taka	Taka	Taka	Taka
Liquidity ratios						
Current ratio	1.76	1.79	2.01	1.19	2.89	2.89
Quick (Acid Test) ratio	1.01	1.15	1.62	0.98	2.63	2.69
Times interest earned ratio	41.89	72.87	14.12	5.10	N/A	29.31
Debt to equity ratio	N/A	N/A	N/A	N/A	N/A	N/A
Operating ratios						
Accounts receivable turnover ratio	N/A	N/A	N/A	N/A	N/A	N/A
Inventory turnover ratio	1.41	7.98	10.10	10.09	17.45	15.92
Asset turnover ratio	0.53	2.30	1.71	1.41	1.84	2.09
Profitability ratios						
Gross profit margin	22.51%	29.31%	35.65%	35.15%	36.67%	44.16%
Operating profit margin	14.08%	15.54%	14.86%	13.73%	21.91%	28.23%
Net profit margin	9.59%	10.05%	13.57%	11.53%	23.07%	29.31%
Return on Assets (ROA)	5.10%	23.13%	23.27%	16.24%	42.43%	61.40%
Return on Equity (ROE)	8.52%	31.53%	32.48%	24.34%	49.18%	72.39%
Earnings Per Share (Taka)	2.78	9.43	3.61	5.52	5.18	5.18

FINANCIAL STATEMENTS IN ACCORDANCE WITH SECTION 135 OF THE COMPANIES ACT 1994

A) The statement of assets and liabilities of the company was as under

	31-Dec-08	30-Sep-08	30-Sep-07	30-Sep-06	30-Sep-05	30-Sep-04
	Taka	Taka	Taka	Taka	Taka	Taka
Fixed assets						
Property, plant and equipments	317,440,689	305,885,168	155,337,189	118,311,911	37,420,978	28,534,285
Cost	73,904,340	65,647,625	40,368,692	24,523,585	14,595,557	9,774,290
Less: Accumulated depreciation	243,536,349	240,237,543	114,968,497	93,788,326	22,825,421	18,759,995
65,000,000	65,000,000	130,000,000	130,000,000	—	—	—
Asset under construction	114,053,075	193,876,112	59,658,788	26,105,830	23,212,619	10,501,725
Intangible assets	14,626,722	15,298,714	17,986,685	19,787,155	7,019,911	—
Other assets	74,916,643	77,791,645	89,291,653	100,791,661	62,291,667	—
Investment in subsidiary	—	—	1,000,000	1,000,000	1,000,000	1,000,000
Total long term assets	398,079,714	398,327,902	353,246,835	345,367,142	93,136,999	19,759,995
Current assets						
Inventories	421,477,996	175,874,007	41,595,775	57,277,047	7,077,177	8,460,739
Goods in transit	114,053,075	193,876,112	59,658,788	26,105,830	23,212,619	10,501,725
Accrued interest	12,936,479	1,450,411	639,521	5,045,263	2,756,698	2,243,994
Trade debtors	56,621,414	4,208,337	115,211,767	125,500,462	34,081,678	24,805,562
Investments	100,000,000	100,000,000	—	—	—	—
Advances and deposits	126,342,701	120,589,326	162,509,590	96,530,783	121,964,811	98,209,948
Advance income tax	—	—	3,276,376	—	893,446	—
Cash and cash equivalents	422,522,037	444,701,711	133,478,475	167,304,745	154,383,741	136,138,160
Total current assets	1,254,013,702	1,043,400,204	516,367,292	478,214,120	344,390,170	280,360,128
Less: Current liabilities and provisions						
Short term finance	103,166,350	30,766,667	65,745,302	240,777,949	—	—
Liability for expenses	262,685,756	189,308,846	64,872,084	88,476,812	41,616,376	79,445,736
Interest payable	1,000,000	—	125,278	2,753,197	—	—
Income tax payable	157,952,812	124,908,717	—	—	—	2,233,662
Trade creditors	135,650,913	190,018,426	90,478,115	48,707,037	48,534,012	3,698,931
Loan from subsidiary	—	—	—	20,000,000	—	—
Payable to holding company	51,955,335	45,016,335	27,141,252	—	23,212,619	10,501,725
Other liabilities	1,861,673	3,342,840	8,521,201	2,303,681	5,918,285	1,290,538
Total current liabilities & provisions	714,273,439	583,361,831	256,883,232	403,018,676	119,341,292	97,170,592
Net working capital	539,740,263	460,038,373	259,484,060	75,195,444	225,048,878	183,189,536
Net assets	937,819,977	858,366,275	612,730,895	420,562,586	318,185,877	202,949,531
Financed by						
Deferred tax liability	8,819,201	8,291,020	6,177,803	—	—	—
Provision for gratuity	2,235,457	2,235,457	—	—	—	—
Total long term liabilities	11,054,658	10,526,477	6,177,803	—	—	—
Shareholders' equity						
Share capital	283,500,000	90,000,000	10,000,000	10,000,000	10,000,000	10,000,000
Accumulated profit	611,765,319	726,039,798	265,007,823	216,981,677	170,049,420	116,992,722
Proposed dividend	31,500,000	31,500,000	26,000,000	11,100,000	—	—
Tax holiday reserve	—	—	305,545,269	182,480,710	138,136,457	75,956,809
Total shareholders' equity	926,765,319	847,839,798	606,553,092	420,562,586	318,185,877	202,949,531
Total long term liabilities and equity	937,819,977	858,366,275	612,730,895	420,562,586	318,185,877	202,949,531

B) The statement of operating results of the company was as follows:-

	Three months period ended			For the year ended		
	31-Dec-08	30-Sep-08	30-Sep-07	30-Sep-06	30-Sep-05	30-Sep-04
	Taka	Taka	Taka	Taka	Taka	Taka
Turnover	823,077,543	2,658,852,912	1,451,889,808	888,284,048	678,365,298	501,181,457
Cost of sales	(537,781,615)	(1,879,585,932)	(934,303,842)	(576,024,297)	(429,616,169)	(279,860,146)
Gross profit	285,295,928	779,266,980	517,585,966	312,259,751	248,749,129	221,321,311
General and administration expenses	(40,203,730)	(155,914,243)	(112,216,571)	(78,497,295)	(47,451,432)	(35,479,862)
Selling and distribution expenses	(29,173,662)	(210,209,088)	(189,558,267)	(111,739,248)	(52,657,433)	(44,362,850)
Net profit before interest expense	115,918,536	413,143,649	215,811,128	121,963,208	148,640,264	141,478,599
Interest expense	(3,131,975)	(5,965,403)	(15,682,642)	(27,063,956)	—	—
Net profit after interest expense	112,786,561	407,178,246	200,128,486	94,899,252	148,640,264	141,478,599
Other income	14,659,392	21,551,307	5,671,188	19,961,380	8,220,869	6,983,329
Net profit before taxation	127,445,953	428,729,553	205,799,674	110,860,632	156,861,133	148,461,928
Tax expenses	(48,520,432)	(161,442,848)	(8,809,169)	(8,848,923)	(374,787)	(1,555,455)
Net profit after taxation	78,925,521	267,286,705	196,990,505	102,376,709	156,486,346	146,906,473