

শেয়ারবাজারে বিনিয়োগ ঝুঁকিপূর্ণ, জেনে ও বুঝে বিনিয়োগ করুন

ABRIDGED VERSION OF PROSPECTUS

AMANGROUPBD.COM AMAN FEED LIMITED

2 Ishakha Avenue, Sector - 6, Uttara, Dhaka - 1230

Tel: +88 02 791 16 91-3; Fax: +88 02 892 05 10; e-mail: cs@amangroupbd.com; Website: www.amanfeed.com

PUBLIC OFFER OF 20,000,000 ORDINARY SHARES OF TK 10/- EACH AT AN ISSUE PRICE OF TK 36/- EACH INCLUDING A PREMIUM OF TK 26/- PER SHARE TOTALING TO TK 720,000,000/-

Opening Date for Subscription: May 25, 2015

Closing Date for Subscription (Cut-off date): June 04, 2015

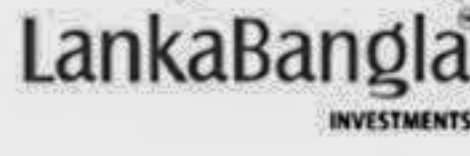
MANAGER TO THE ISSUE

LANKABANGLA INVESTMENTS LIMITED

Eunos Trade Center, Level - 1, 52-53, Dilkusha C/A, Dhaka-1000

Phone: +88 02 956 12 38; Fax: +88 02 711 57 56; e-mail: info@lankabangla-investments.com;

Website: www.lankabangla-investments.com



UNDERWRITERS

Table listing underwriters: Prime Bank Investment Limited, Green Delta Insurance Company Limited, UniCap Investors Limited, Rupali Life Insurance Company Limited, Swadesh Investment and Management Limited, Cosmopolitan Finance Limited, Continental Insurance Limited, IDLC Investments Limited, LankaBangla Investments Limited.

Table with columns: Rating Particulars, Long Term, Short Term. Includes Entity Rating, Rating Date, Validity of the Rating, Outlook, Rating Assigned By.

CREDIT RATING STATUS

Table with columns: Long Term, Short Term. Includes December 24, 2014, December 31, 2015, Expiry date of respective credit facilities or December 31, 2015 whichever is earlier, Stable, Credit Rating Information and Services Limited (CRISL).

The Issue shall be placed in "N" Category

DISCLAIMER

"CONSENT OF THE BANGLADESH SECURITIES AND EXCHANGE COMMISSION HAS BEEN OBTAINED TO THE ISSUE/OFFER OF THESE SECURITIES UNDER THE SECURITIES AND EXCHANGE ORDINANCE, 1969 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 PROJECTS OR THE ISSUE PRICE OF ITS SECURITIES...

SPECIAL NOTE

Please read the Prospectus carefully which includes 'Risk Factors' before taking your investment decision.

An applicant cannot submit more than two applications, one in his/her own name and the other 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...

The applicants who have applied for more than two applications using same bank account or application will not be considered for lottery and the Commission will forfeit 15% (fifteen) of their subscription money too.

Make any false statements in the application or supplying of incorrect information herein or supplying any relevant information in the application shall make the application liable to rejection and subject to forfeiture of 25% of the application money and/or forfeiture of share (unit) before or after issuance of the same by the issuer. The said forfeited application money or share (unit) will be deposited in account of the Bangladesh Securities and Exchange Commission (BSEC). This is in addition to any other penalties as may be provided by the law.

NAME AND ADDRESS OF THE AUDITOR

AHMED ZAKER & CO. Chartered Accountants, 45, Shaheed Syed Nazrul Islam Sarani, Bijnayagar, Saitam Tower (2nd Floor), Dhaka-1000, Bangladesh.

AVAILABILITY OF PROSPECTUS

Prospectus of Aman Feed Limited may be obtained from the Issuer Company, the Issue Manager, the Underwriters and the Stock Exchanges as follows:

Table with columns: ISSUER COMPANY, CONTACT PERSON, CONTACT NUMBER, MANAGER TO THE ISSUE, CONTACT PERSON, CONTACT NUMBER, UNDERWRITERS, CONTACT PERSON, CONTACT NUMBER.

A. Statement of Financial Position

Table with columns: Particulars, Amount in Taka, 30-Jun-14, 30-Jun-13, 30-Jun-12, 30-Jun-11, 30-Jun-10. Includes A. Non Current Assets, B. Current Assets, C. Total Assets (A+B), D. Shareholders' Equity and Liabilities, E. Non Current Liabilities, F. Current Liabilities & Provisions, G. Total Liabilities and Shareholders' Equity (D+E+G).

Place: Dhaka Date: August 31, 2014 Sd/- AHMED ZAKER & CO. Chartered Accountants

POINTS TO BE NOTED:

- A. The Company was incorporated on February 07, 2005 and converted to public limited company on February 22, 2012.
B. Dividend Declared (Additional disclosure as per requirement from the Bangladesh Securities and Exchange Commission):
Accounting Year/Period Cash Dividend Stock Dividend
2008-2009 0% 0%
2009-2010 0% 0%
2010-2011 0% 500%
2011-2012 0% 490%
2012-2013 0% 0%
2013-2014 0% 0%
C. The Statement of Assets and Liabilities (Statement of Financial Position) as at 30 June 2014, 2013, 2012, 2011, and 2010 of the Company has been duly certified by us.
D. The Statement of Operating Result (Statement of Comprehensive Income) as at 30 June 2014, 2013, 2012, 2011, and 2010 of the Company has been duly certified by us.
E. The Statement of Cash Flows for the Company for the period/year ended 30 June 2014, 2013, 2012, 2011, and 2010 of the Company are enclosed and certified by us.
F. The Company has no subsidiaries.
G. No proceeds or part of proceeds of the issue of shares were applied for or indirectly by the company in the purchase of any other business.
H. Figures related to previous years have been rearranged wherever considered necessary.

Place: Dhaka Date: August 31, 2014 Sd/- AHMED ZAKER & CO. Chartered Accountants

B. The Statement of Operating Results of Aman Feed Limited is as under:

Table with columns: Particulars, 30-Jun-14, 30-Jun-13, 30-Jun-12, 30-Jun-11, 30-Jun-10. Includes Sales, Cost of Goods Sold, Operating Expenses, Net Profit After Tax.

Place: Dhaka Date: August 31, 2014 Sd/- AHMED ZAKER & CO. Chartered Accountants

C. The Statement of Cash Flows of Aman Feed Limited is as under:

Table with columns: Particulars, 30-Jun-14, 30-Jun-13, 30-Jun-12, 30-Jun-11, 30-Jun-10. Includes Cash Flows from Operating Activities, Cash Flows from Investing Activities, Cash Flows from Financing Activities.

Place: Dhaka Date: August 31, 2014 Sd/- AHMED ZAKER & CO. Chartered Accountants

AMAN FEED LIMITED Statement of Ratio Analysis

We have examined the following accounting ratios of Aman Feed Limited for the years ended June 30, 2014, 2013, 2012, 2011 and 2010 as submitted by its management. The preparation of these ratios is the responsibility of the company's management and our responsibility is to review them and certify as to whether they have been properly prepared using acceptable principles on the basis of audited financial statements.

Based on our review, we hereby certify that the Company has properly prepared the following ratios for the period/years as stated below:

Table with columns: Sl. No., Financial Ratio, Formula, 30-Jun-14, 30-Jun-13, 30-Jun-12, 30-Jun-11, 30-Jun-10. Includes Liquidity Ratio, Operating Ratio, Profitability Ratio.

Place: Dhaka Date: August 31, 2014 Sd/- AHMED ZAKER & CO. Chartered Accountants

IPO APPLICATION PROCESS

- 1. An applicant for public issue of securities shall submit application by instruction to the Stockbroker/Merchant Banker where the applicant maintains customer account, within the cut-off date (i.e. the subscription closing date), which shall be the 25th (twenty fifth) working day from the date of publication of abridged version of prospectus.
2. The application form shall be submitted in hard copy or electronic form, which shall contain the Customer ID, Name, BO Account Number, Number of Securities applied for, Total Amount and Category of the Applicant. At the same time:
a. Cash from non-resident Bangladesh (NRB) and Foreign currency shall make the application service charge available in respective customer account maintained with the Stockbroker/Merchant Banker. No margin facility, advance or deferred payment is permissible for this purpose. In case the application is made through a margin account, the application money shall be deposited separately and the Stockbroker/Merchant Banker shall keep an amount segregated from the margin account which shall be refundable to the applicant, if become unsuccessful.
b. Non-resident Bangladesh (NRB) and Foreign currency shall submit bank drafts (FDD), issued in favor of the Issuer for an amount equivalent to the application money, with their application to concerned Stockbroker/Merchant Banker. The draft (FDD) shall be issued by the Bank where the applicant maintains NITA/Foreign Currency account debit. In the same account. No banker shall issue more than two drafts from any NITA/Foreign Currency account for any public issue. At the same time, the applicant shall make the service charge available in respective customer account maintained with the Stockbroker/Merchant Banker.
3. The Stockbroker/Merchant Banker shall maintain a separate bank account only for this purpose named "Public Issue Application Account". The amount received in the account (other than NRB and Foreign applicants), and upon availability of fund, block the amount equivalent to the application money.
4. The applicant shall deposit the amount received up to the cut-off date, deposit the amount in the "Public Issue Application Account" maintained with its bank within the first banking hour of next working day of the cut-off date. In case of application submitted by the Stock-dealer of the Stockbroker/Merchant Banker on its behalf, the application amount should also be transferred to the "Public Issue Application Account".
5. The applicant shall instruct the banker to block the account for an amount equivalent to the aggregate application money and to issue a certificate in this regard.
6. Banker of the Stockbroker/Merchant Banker shall block the account as requested for, issue a certificate confirming the same and handover to the respective Stockbroker/Merchant Banker.
7. For Non-resident Bangladesh (NRB) and Foreign applicants, the Stockbroker/Merchant Banker shall hold the bank drafts (FDD) submitted by the applicants in their custody with a list containing the draft information against the respective applicants' particulars.
8. The Stockbroker/Merchant Banker shall prepare cash flow statement of the application and submit report to the Commission and the stock exchanges within 03 (three) working days from the cut-off date, send it to the respective Stock Exchanges in electronic form.
9. On the next working day, the stock exchanges shall provide the issuer with the information received from the Stockbroker/Merchant Banker. Stock Exchanges shall verify and preserve the bankers' certificates in their custody.
10. The application money shall be preserved and verified by the Stockbroker/Merchant Banker.
11. The Issuer shall prepare consolidated list of the applications and send the applicants' BOIDs in electronic (text) format in a CDROM to CDRL for verification. The Issuer shall post the consolidated list of applications on its website. CDRL shall verify the BOIDs to whether the BO accounts of the applicants are active.
12. On the next working day, CDRL shall provide the Issuer with an updated database of the applicants containing BO Account Number and Name of the applicant. The Issuer shall verify the information against the information available in the verification report.
13. After receiving verification report and information from CDRL, the Issuer shall scrutinize the applications, prepare category wise consolidated list of the applications, Joint Account Number and Bank Account Information along with the verification report, and send the drafts (FDD) submitted by successful NRB and Foreign applicants to the Stock Exchange and return the respective Issuer's Escrow account.
14. Within 02 (two) working days from the date of receiving information from the stock exchanges, the Issuer shall:
a. Send consolidated list of unsuccessful applicants who are subject to penal provisions as per conditions of the Consent Letter issued by the Commission in electronic (text) format with title "Unsuccessful Applicants" to the respective Stock Exchange mentioning the penalty amount against each applicant.
b. Send consolidated list of successful applicants in electronic format with digital signatures and send those to the respective Stock Exchange in electronic form.
c. Send consolidated list of successful applicants in electronic format with digital signatures and send those to the respective Stock Exchange in electronic form.
d. Send consolidated list of successful applicants in electronic format in a CDROM to CDRL to credit the allotted shares to the respective BO accounts.
15. On the next working day, Stock Exchanges shall distribute the information and allotment letters to the Stockbroker/Merchant Banker concerned in electronic format and instruct them to:
a. remit the amount of successful NRB and Foreign applicants to the Issuer's Escrow account for subscription purpose and unlock the amount of unsuccessful applicants;
b. remit the bank drafts (FDD) submitted by successful NRB and Foreign applicants to the Stock Exchange and return the drafts submitted by unsuccessful applicants;
c. send the penalty amount of other than NRB and Foreign applicants who are subject to penal provisions to the Issuer's Escrow account;
d. send the drafts (FDD) submitted by unsuccessful NRB and Foreign applicants who are subject to penal provisions, to the respective Stock Exchange.
16. On the next working day of receiving the documents from the Stock Exchanges, the Stockbroker/Merchant Banker shall request its banker to:
a. release the amount blocked for unsuccessful (other than NRB and Foreign) applicants;
b. remit the aggregate amount of successful applicants and the penalty amount of unsuccessful (other than NRB and Foreign) applicants who are subject to penal provisions to the respective "Escrow" account of the Issuer opened for subscription purpose.
17. On the same day the Stockbroker/Merchant Banker shall:
a. send the drafts (FDD) submitted by successful NRB and Foreign applicants to the Stock Exchange concerned and return the drafts submitted by unsuccessful NRB and Foreign applicants;
b. send the drafts (FDD) submitted by successful NRB and Foreign applicants who are subject to penal provisions to the respective Stock Exchange separately along with a list of the applicants.
18. On the next working day of receiving request from the Stockbroker/Merchant Banker, their bankers shall unlock the amount blocked for unsuccessful (other than NRB and Foreign) applicants to the Issuer's Escrow account.
19. Simultaneously, the Stockbroker/Merchant Banker shall release the application money in the customer accounts; inform the respective Stock Exchanges about allotment of shares to the successful applicants and return the amount of unsuccessful applicants to the Issuer's Escrow account.
20. In case of drafts (FDD) submitted by successful NRB and Foreign applicant for any amount excess to the value of securities to be allotted, the excess amount shall not be returned to the applicant. The amount of excess shall be returned to the applicant made by the issuer to the applicant through bank drafts issued in the same currency within 7 (seven) working days of receiving the drafts from Stock Exchange.

LIST OF THE STOCKBROKERS / MERCHANT BANKERS TO RECEIVE IPO APPLICATION

Table with columns: Sl. No., Name of TREC Holder Companies, TREC No., Sl. No., Name of TREC Holder Companies, TREC No., Sl. No., Name of TREC Holder Companies, TREC No. Includes A B Capital Securities Ltd., A B Capital Securities Ltd., A B Capital Securities Ltd., etc.

STOCK EXCHANGES AVAILABLE AT

Table with columns: Stock Exchange, Available At, Contact Number. Includes Dhaka Stock Exchange Limited (DSE), DSE Library, Chittagong Stock Exchange Limited (CSE), CSE Library.

Prospectus is also available on the websites of Aman Feed Limited (www.amanfeed.com), LankaBangla Investments Limited (www.lankabangla-investments.com), BSEC (www.bsec.gov.bd), DSE (www.dsebd.org), CSE (www.csebd.com) and Public Reference room of the Bangladesh Securities and Exchange Commission (BSEC) for reading and studying.

INFORMATION ABOUT THE COMPANY

COMPANY PROFILE

Aman Feed Limited (AFL) was incorporated on February 07, 2005 as a Private Limited Company vide the registration number C-244745 of the Companies Act, 1994. The Company commenced its commercial production on July 12, 2006 when it started in family business concern named Aman Trading Corporation engaged in importing various consumer items and marketing thereof. He became a successful business man within a short time of his business career by dint of his sincerity, honesty, hard labor and dynamic leadership, he established a number of companies engaged in the field of agriculture, research, cement, garments, textile, dyeing, feed mills etc. He is the Managing Director of Aman Feed Limited, Aman Cotton Fibrous Ltd., Aman Cotton Storage Ltd., Aman Tissue Culture Ltd., Aman Agro Industries Ltd., Aman Tissue Culture Ltd., Aman Mannan Textile Mills Ltd., Aman Plant Tissue Culture Ltd., Proprietor of Islam Brothers & Co. and Managing Director of Aman Trading Corporation. He has visited many countries on personal and business perspective. He is well renowned for his philanthropic work in the locality. He is a Member of Rajshahi Chamber of Commerce & Industries and Uttara Club, Dhaka. He is also associated with many religious, social and cultural activities.

NATURE OF BUSINESS

The Company is primarily engaged in manufacturing and distribution of high quality Poultry Feed, Fish Feed, Shrimp Feed and Cattle Feed. At present, the production capacity of the Company is 105,000 MT per year. The Company reaches its customers or consumers throughout the country by its more than 200 (two hundred) dealers. AFL is managed in such a way that complies with the international standard of ISO 9001:2008 Certificate and HACCP. The Company has received ISO 9001:2008 Certificate and HACCP Certificate and Critical Control Point) certificates conferred for fulfilling the norms of required standard in the year 2007 and has been continuing till date.

USE OF IPO PROCEEDS & IMPLEMENTATION SCHEDULE

Aman Feed Limited will raise the capital through Initial Public Offering (IPO) in order to meet increasing need for fund for the purpose of expansion and repayment of its debt. Increase in turnover and saving in financial cost will lead to higher profitability. The Company will utilize the total proceeds of BDT 720,000,000 as per following schedule:

Table with columns: Particulars, Amount in BDT, 720,000,000.00. Includes Expansion of business, Repayment of long-term loan, IPO Expenses.

IMPLEMENTATION SCHEDULE

Expansion of business: The business will be expanded through construction of floating feed plant, purchase new land for floating feed plant, construction cost of Silo for storage of raw materials and purchase plant and machinery required for enhancement of production capacity from 10 MT/per hour to 35 MT/per hour. The details of expansion of business are as follows:

Table with columns: Particulars, Estimated Cost (Amount in BDT). Includes Purchase new land for construction of Silo, Construction of floating feed plant, Construction cost of Silo, Purchase of plant and machinery.

REPAYMENT OF LONG-TERM LOAN

For payment of long-term loan with AB Bank Limited for the implementation of the project. The loan is for 12 months of receiving the IPO proceeds. It is cheaper when it is harvested. So plied up of raw materials during these seasons is beneficiary for the Company when it is at bottom price. Moreover, the raw materials are collected nearby from local market and partly through import. It requires to establish some silos in different district of Northern Bangladesh and a floating feed plant to increase the production capacity. Considering the above mentioned reasons, the Company requires the amount of working capital of Tk. 299,176,867.00 will be invested in IPO proceeds and the rest amount will be invested from the company's cash flows and banking finance. If a part of IPO proceeds can be used as working capital then the Company may save a significant amount of financial expenses and thereby will increase its profitability. The item-wise breakdown of working capital requirement is as follows:

Table with columns: Particulars, Estimated Cost (Amount in BDT). Includes Raw materials, Work in process, Finished goods, Receivables, Store and spares.

TERMS OF CONTRACT

As per rule 88-C(4) of Securities and Exchange Commission (Public Issue) Rules, 2006 there is no contract covering any of the activities of the Issuer Company for which the proceeds of sale of securities from IPO are to be used.

SHORT BIO-DATA OF THE DIRECTORS

MD. RAFIQUOL ISLAM, Chairman

Md. Rafiqul Islam, aged 52 years, an Entrepreneur and businessman of distinction is the Chairman of the Company. He is a Master of Science with honors from the University of Rajshahi. He started his business career in the year 1984 by joining in family business concern named Aman Trading Corporation engaged in importing various consumer items and marketing thereof. He became a successful business man within a short time of his business career by dint of his sincerity, honesty, hard labor and dynamic leadership, he established a number of companies engaged in the field of agriculture, research, cement, garments, textile, dyeing, feed mills etc. He is the Managing Director of Aman Feed Limited, Aman Cotton Fibrous Ltd., Aman Cotton Storage Ltd., Aman Tissue Culture Ltd., Aman Agro Industries Ltd., Aman Tissue Culture Ltd., Aman Mannan Textile Mills Ltd., Aman Plant Tissue Culture Ltd., Proprietor of Islam Brothers & Co. and Managing Director of Aman Trading Corporation. He has visited many countries on personal and business perspective. He is well renowned for his philanthropic work in the locality. He is a Member of Rajshahi Chamber of Commerce & Industries and Uttara Club, Dhaka. He is also associated with many religious, social and cultural activities.

MD. SHOFIQUOL ISLAM, Managing Director

Md. Shofiquol Islam, aged 50 years, is the Managing Director of the Company. He is a graduate in Arts. He started his business career in the year 1991 by joining in family business with a vision to contribute in the generation of employments for the rural mass of the country through establishment of potential industrial units in different disciplines. He is the Director of Aman Feed Limited, Aman Cotton Fibrous Ltd., Aman Cement Mills Ltd., Aman Cold Storage Ltd., Milan Cold Storage Ltd., Aman Agro Industries Ltd., Aman Tissue Culture Ltd., Aman Associates Ltd., Aman Mannan Textile Mills Ltd., Proprietor of Juvenile Construction and Partner of Aman Trading Corporation. He is well renowned for his philanthropic work in the locality. He is a Member of Rajshahi Chamber of Commerce & Industries and Uttara Club, Dhaka. He is also associated with many religious, social and cultural activities.

MD. TOUFIQUOL ISLAM, Director

Md. Toufiqul Islam, aged 42 years, is the Director of the Company. He is a graduate in Science major in Manufacturing Engineering. He completed his graduation from International Islamic University Malaysia. He started his business career three years back. He is the Director of Aman Feed Limited, Aman Cotton Fibrous Ltd., Aman Cement Mills Ltd., Aman Mannan Textile Mills Ltd., Aman Agro Industries Ltd., Aman Tissue Culture Ltd., Aman Associates Ltd., Aman Mannan Textile Mills Ltd., Proprietor of Juvenile Construction and Partner of Aman Trading Corporation. He is well renowned for his philanthropic work in the locality. He is a Member of Rajshahi Chamber of Commerce & Industries and Uttara Club, Dhaka. He is also associated with many religious, social and cultural activities.

MD. AZEUL HAQUE, Nominated Director

Md. Azeul Haque, aged 62 years, is a Nominated Director of the Company representing Aman Agro Industries Limited. He is a graduate of Commerce. He also completed Chartered Accountancy course under Khan Wahabul Ghaffar Rahman & Co. in the year 2000. He had joined in the Government Service and retired in the year 2003. After retiring from government service, he had been attached with Aman Agro Industries Limited and Aman Feed Limited. He has his credit more than thirty years of job experience in government and private service. Presently, he is the General Manager of Aman Agro Industries Limited and Nominated Director of Aman Feed Limited.

MD. RAJSHAHI KHAN, Nominated Director

Md. Rajshahi Khan, aged 52 years, is a Nominated Director of the Company representing Aman Agro Industries Limited. He is a graduate of Commerce. He also completed Chartered Accountancy course under Khan Wahabul Ghaffar Rahman & Co. in the year 2000. He had joined in the Government Service and retired in the year 2003. After retiring from government service, he had been attached with Aman Agro Industries Limited and Aman Feed Limited. He has his credit more than thirty years of job experience in government and private service. Presently, he is the General Manager of Aman Agro Industries Limited and Nominated Director of Aman Feed Limited.

MD. AHMED ZAKER & CO., Chartered Accountants and Auditor

We have examined the financial statements of Aman Feed Limited for the years ended June 30, 2014, 2013, 2012 and 2011 audited by Ahmed Zaker & Co., Chartered Accountants and for the year ended June 30, 2010 audited by Asik Khatib & Co., Chartered Accountants in pursuance of section 135 (1) under para 24 (1) of part I of the Third Schedule of the Companies Act 1994. We, accordingly, confirm the following information has been correctly extracted from the relevant audited financial statements. We report that: