

ABRIDGED VERSION OF PROSPECTUS

PROSPECTUS



AFC AGRO BIOTECH LIMITED

Tanaka Tower (2nd Floor), 42/1/Gha, Segun Bagicha, Dhaka-1000

Tel: +88-02-9570574; +88-02-9572001; Fax: +88-02-9550040

Web address: www.afcagrobiotech.com

Public Issue of 12,000,000 Ordinary Shares of BDT 10.00 each at par amounting to BDT 120,000,000.00

SUBSCRIPTION OPENING AND CLOSING DATE:

For Resident Bangladeshis - Opening Date: 08.12.2013 Closing Date: 12.12.2013
For Non-Resident Bangladeshis - Opening Date: 08.12.2013 Closing Date: 21.12.2013

MANAGERS TO THE ISSUE:



IMPERIAL CAPITAL LIMITED

Saiham Sky View Tower (3rd Floor),

45 Bijoy Nagar, Dhaka-1000

Tel: +88-02-9361870;

Fax: +88-02-9361870,

Website: www.imperialcapital.org



SIGMA CAPITAL MANAGEMENT LIMITED

Suite: 15-B, RC Concord Tower,

17 Mohakhali C/A Dhaka-1212

Tel: +88-02-9897941, +88-02-9897581,

Fax: +88-02-9892809

Website: www.scmlbd.com

UNDERWRITEN BY:



10, Dilkusha, C/A, Dhaka-1000

Tel: +88-02-9556360; Fax: +88-02-7114611

Website: www.ebl.com.bd

Issue Date of the Prospectus: _____
The Issue shall be placed in 'N' Category

"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 BANGLADESH 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 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 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 purpose. In addition, 15% (Fifteen percent) of the application money will be forfeited by the Commission and the balance amount will be refunded to the applicant.

The application shall provide with the same bank account number in the application form as it is in the BO account of the applicant.

"শেয়ার বাজারে বিনিয়োগ ঝুঁকিপূর্ণ, জেনে ও বুঝে বিনিয়োগ করুন।"

AFC AGRO BIOTECH LIMITED: COMPANY PROFILE

AFC Agro Biotech Limited (AFCABL) was incorporated in Bangladesh with the Registrar of Joint Stock Companies and Firms (RJSCF) vide registration No- C-86781/10 dated 31st August 2010 as a Public Limited Company under the Companies Act, (Act XVIII) 1994.

AFC Agro Biotech Limited (AFCABL) started its commercial operation on 7th October, 2012.

NATURE OF BUSINESS

AFCABL has been established with the target to manufacture antibiotics, proteins, vaccines, enzymes etc. from agricultural ingredients like, molasses, glucose, potato starch, and other nutrients and to sell those products to local markets. Raw materials will be procured mostly from local suppliers. The company is producing following products as Biological Assets:

SL. No.	Name of the products
i.	Macrolide Protein
ii.	Acetic Acid
iii.	L-Lysine
iv.	Mono Sodium Glutamate
v.	Methonione

USE OF IPO PROCEEDS

(a) CAPITAL STRUCTURE OF THE COMPANY:

Particulars	No of Shares	Face Value (Tk.)	Amount in Taka
Before IPO:			
Authorized Capital	100,000,000	10.00	1,000,000,000
Paid up capital as on June 30, 2013	38,000,000	10.00	380,000,000
Total paid up capital before IPO	38,000,000	10.00	380,000,000
After IPO:			
To be issued as IPO	120,00,000	10.00	120,000,000
Paid up capital (Post IPO)	50,000,000	10.00	500,000,000

(b) NET PROCEEDS FROM THE IPO:

Sources of Fund:	Amount in Taka
Issue size (Number of share to be issued)	12,000,000
Issue price	10.00
Total fund to be raised through IPO	120,000,000
IPO Cost	10,958,500
Net IPO Proceeds	109,041,500

(c) USE OF THE NET PROCEEDS FROM THE IPO:

Details of the utilization plan are as follows:

Source of Fund	Amount (Tk.)	Breakdown of usage of Fund	Amount (Tk.)
Net IPO Proceeds	109,041,500	Capital Investment	109,041,500
Total	109,041,500	Total	109,041,500

(d) IMPLEMENTATION SCHEDULE:

Particulars	Time schedule for completion of proposed work
Capital Investment	Within 6 (Six) Months after receiving the IPO funds

Details breakdown of Capital Investment:

SL. No.	Particulars of Machineries	Cost	Installation Expenses	Total Value
1	Automated Pilot Fermenter	20,387,500	2,912,500	23,300,000
2	Pre-Seed Fermenter	1,870,000	330,000	2,200,000
3	Automatic Sterilizer	3,938,000	462,000	4,400,000
4	Automatic Incubator	2,151,909	225,891	2,377,800
5	Production Fermenter	6,516,000	684,000	7,200,000
6	10 KL Production Fermenter	2,720,000	480,000	3,200,000
7	10 KL Production Fermenter	5,623,500	1,276,500	6,900,000
8	2 KL Production Fermenter	1,956,000	444,000	2,400,000
9	Broth Stabillizing Fermentor	8,217,645	1,865,355	10,083,000
10	Centrifuge	3,570,000	630,000	4,200,000
11	Drier	3,525,000	1,175,000	4,700,000
12	Press Filter	5,846,000	1,554,000	7,400,000
13	PeriStatic Pumps	2,945,000	855,000	3,800,000
14	Various lose machineries	1,479,766	493,255	1,973,021
15	GMP Balander	5,382,150	1,387,850	6,770,000
16	Other (Cable, Spare Parts, Accessories)	18,137,679	-	18,137,679
Total		94,266,149	14,775,351	109,041,500

*The Company did not enter into any contract for aforesaid utilization of IPO proceeds.

Sd/-
Prodip Roy
 Chief Financial Officer

Sd/-
Md. Afzal
 Managing Director

AVAILABILITY OF PROSPECTUS

The Prospectuses of the Company shall be obtained from the following addresses:

Source	Address	Contact Person	Contact Number
Company	AFC AGRO BIOTECH LIMITED Tanaka Tower (2 nd Floor), 42/1/Gha, Segun Bagicha, Dhaka-1000	Prodip Roy ACS Chief Financial Officer	+88-02-9570574 +88-02-9572001 Email: afc.agro@gmail.com
Issue Managers	IMPERIAL CAPITAL LIMITED Saiham Sky View Tower (3 rd Floor), 45 Bijoy Nagar, Dhaka-1000	Md. Salauddin Sikder ACMA CEO & Managing Director	+88-02-9361870 E-mail: salauddin_sikder@yahoo.com
	SIGMA CAPITAL MANAGEMENT LIMITED Suite: 15-B, RC Concord Tower, 17 Mohakhali C/A Dhaka-1212	Md. Amirul Haque CEO & Managing Director	+88-02-9897941; +88-02-9892718 E-mail: info@scmlbd.com
Underwriter	EASTERN BANK LIMITED 10, Dilkusha, C/A, Dhaka-1000	M. Shahryr Faiz Associate Manager	+88-02-9556360; E-mail: faizms@ebl-bd.com
Stock Exchanges	Dhaka Stock Exchange Limited 9/F Motijheel C/A, Dhaka 1000	DSE Library	+88-02-7175703-11
	Chittagong Stock Exchange Limited CSE Building, 1080, Sheikh Mujib Road Chittagong- 4100	CSE Library	+88-031-714632-3 +88-031-720871-3

Prospectus is also available on the websites of AFC Agro Biotech Limited (www.afcagrobiotech.com), Imperial Capital Limited (www.imperialcapital.org), Sigma Capital Management Limited (www.scmlbd.com), BSEC (www.sec.gov.bd), DSE (www.dsebd.org), and CSE (www.csebd.com) and at the Public Reference room of the Bangladesh Securities and Exchange Commission (BSEC) for reading and study.

NAME AND ADDRESS OF AUDITOR

Name	Address	Contact No.
KHAN WAHAB SHAFIQUE RAHMAN & CO. Chartered Accounts	Rupali Bima Bhaban 7, Rajuk Avenue (5 th Floor) Dhaka-1000.	Tel: +88-02- 9565136; +88-02- 9551663 E-mail: kwsr@dhaka.net

SHORT BIO-DATA OF EACH DIRECTOR

01.	ABM Ghulam Mostafa (Rep: by AFC Capital Ltd.) Director	B.A. (Hons), Masters in Economics,	Mr. ABM Ghulam Mostafa is an ex-minister of Government of Bangladesh. Currently he is a member of parliament. He is the chairman of parliamentary standing committee. He joined the former Civil Service of Pakistan in 1956. He was the member-secretary of the first Pay Commission in 1972 and was secretaries in various ministries and represented Bangladesh Government at numerous international Organizations and Conferences like – WHO, ITU, GATT, ITO etc. and became a Minister in 1988 and held the portfolios of Energy and Natural Resources and Flood Control and Water Resource ministry. Now he is the member of the Parliament.
02.	Md. Afzal Managing Director & Director	B.B.A	He is involved in his father's business since early 1997 and taken over the sole management of their family business. He has been successfully running business of manufacturing Jewelries made of Precious Metals and gems for last 3 decades. They own a Jewelry Sales outlet in Dhaka City's posh at Gulshan.
03.	S.M. Saifur Rahman (Rep: by Active Fine Chemicals Ltd.) Director	Master in Chemical Eng, USA, PhD	He has been working as Managing Director of Active Fine Chemicals since 2004. He has designed, built and operated complex chemical plant successfully. He won Prestigious Forbes Young Entrepreneur award for his high-tech Business Proposal on a futuristic drug delivery system. He worked as a chemical process engineer at MERCK's bulk drug manufacturing plant able to get hands on experiences
04.	Md. Zia Uddin Director	B.B.A	He has done his BBA from a local private university of Dhaka. He has attended several training & workshops like in London metal exchange, BSIC and so on. He is also running his own other business like Manufacturing aluminum sheet, circle, & utensils. Importing aluminum ingots from abroad. He is involved with several other companies which are doing very good under his leadership.
05.	Mr. Jewel Khan Director	B.B.A Windsor, Canada	He is one of the Directors of AFC Agro Biotech Limited. Mr. Jewel completed his BBA from University of Windsor, Windsor, Canada and has been associated with Jewel Khan Traders the Textile Chemical Seller and played a key role at Jewel Sons Garments the Kids Wear Manufacturer as an entrepreneur and enriched the garments sector with his business background and 10 years of valuable professional experience in the exciting space of Garments sector. He has a deep commitment to making a difference in this sector. The creation of strategic alliances, and strategic planning of his, to indicator of our continuous efforts to develop the core team to help achieve the mission of the Company.
06.	Mr. Tanvir Shahriar Ghani Director	Master of Arts	Tanvir Shahriar Ghani is a highly accomplished investment banker. He has been working in investment banking sector for last 12 years. He served as an investment banker at Goldman Sachs, USA. He served as Head of Asian Hedge fund & Private Equity Capital Market Group. He graduated from Colombia University USA. He worked as a speech writer of Kofi Anan (the then General Secretary of UN).

DIRECTORS INVOLVEMENT WITH THE OTHER LISTED COMPANIES AS DIRECTORS

SL	Name of the Directors	Designation in AFCABL	Directorship/Sponsorship Ownership with other Listed Companies	
			Name of Company	Designation
1	Mr. S.M. Saifur Rahman (Rep: by Active Fine Chemicals Ltd.)	Director	Active Fine Chemicals Limited	Managing Director
2	Mr. Md. Afzal	MD & Director	Active Fine Chemicals Limited	Director
3	Mr. Md. Zia Uddin	Director	Active Fine Chemicals Limited	Chairman

BANKERS TO THE ISSUE

NATIONAL CREDIT AND COMMERCE BANK LIMITED				
1. Dilkusha Branch, Dhaka	4. Dhanmondi Branch, Dhaka	7. Uttara Branch, Dhaka	10. Gulshan Branch, Dhaka	12. Panthapath Branch, Dhaka
2. Karwan Bazar Branch, Dhaka	5. Barisal Branch, Barisal	8. Bangshal Road Branch, Dhaka	11. Rajshahi Branch, Rajshahi	13. Comilla Branch, Comilla
3. Mirpur Branch, Dhaka	6. Agrabad Branch, Chittagong	9. Jatrabari Branch, Dhaka		
EASTERN BANK LIMITED				
1. Motijheel Branch, Dhaka	6. Narayananj Branch	11. Khulna Branch	15. Chandgaon Branch, Chittagong	19. Bogra Branch
2. Shyamoli Branch, Dhaka	7. Banasree Branch, Dhaka	12. Jessore Branch	16. Panchlaish Branch, Chittagong	20. Moulvi Bazar Branch, Sylhet
3. Uttara Branch, Dhaka	8. Savar Branch, Dhaka	13. Jubilee Road Branch, Ctg.	17. Hallshahar Branch, Chittagong	21. Upashahar Branch, Sylhet
4. Bashundhara Branch, Dhaka	9. Mirpur Dar-us-salam Branch,	14. O. R. Nizam Road Branch, Ctg.	18. Rajshahi Branch	22. Chouhatta Branch, Sylhet
5. Moghbazar Branch, Dhaka	10. Mymensingh SME Branch			
INVESTMENT CORPORATION OF BANGLADESH (ICB)				
1. Principial Branch, Dhaka	2. Agrabad Branch, Chittagong	3. Rajshahi Branch, Rajshahi	4. Khulna Branch, Khulna	5. Barisal Branch, Barisal
6. Sylhet Branch, Sylhet	7. Bogra Branch, Bogra	8. Local Office, Dhaka		
BANK ASIA				
1. Corporate Branch, Dhaka	5. Mitford Branch, Dhaka	9. Moghbazar Branch, Dhaka	12. Khatungonj Branch, Chittagong	15. Rajshahi Branch, Rajshahi
2. Principal Office Branch, Dhaka	6. Uttara Branch, Dhaka	10. Narayangonj Branch	13. Strand Road Branch, Ctg.	16. Khulna Branch, Khulna
3. Gulshan Branch, Dhaka	7. Dhanmondi Branch, Dhaka	11. Agrabad Branch, Chittagong	14. Sylhet Main Branch, Sylhet	17. Jessore Branch, Jessore
4. Scotia Branch, Dhaka	8. Mohakhali Branch, Dhaka			
ISLAMI BANK BANGLADESH LIMITED				
1. Local Office, Dhaka (Controlling Br.)	3. Mouchak Branch	5. New Market Branch, Dhaka	7. Foreign Ex. Branch, Dhaka	9. Jatrabari Branch, Dhaka
2. Mirpur Branch, Dhaka	4. Narayangonj Branch	6. Farmgate Branch, Dhaka	8. Rajshahi Branch	
BANGLADESH DEVELOPMENT BANK LIMITED				
1. Principial Branch, Dhaka	3. Elephant Road Branch, Dhaka	5. Agrabad Branch, Chittagong	7. Khulna Branch, Khulna	9. Rajshahi Branch, Rajshahi
2. Kawran Bazar Branch, Dhaka	4. Narayangonj Branch	6. Khatongonj Branch, Chittagong	8. Barisal Branch, Barisal	10. Bogra Branch, Bogra
PRIME BANK LIMITED				
1. Ring Road, Branch, Dhaka	4. Elephant Road Branch, Dhaka	7. New Eskaton Branch Dhaka	10. Khatongonj Branch, Chittagong	13. Faridpur Branch, Faridpur
2. Banani Branch, Dhaka	5. Kawran Bazar Branch, Dhaka	8. Tongi Branch Dhaka	11. Lal Dighi East Branch Chittagong	14. Court Road Moulvibazar, Branch Sylhet
3. Dhanmondi Branch, Dhaka	6. Mohakhali Branch, Dhaka	9. Agrabad Branch, Chittagong	12. Subid Bazar, Branch Sylhet	
ONE BANK LIMITED				
1. Principal Branch, Dhaka	5. Joypara Branch, Dohar, Dhaka	11. Maijdee Court Branch, Noakhali	12. Rajshahi Branch, Rajshahi	15. Moghbazar Branch, Dhaka
2. Kawran Bazar Branch, Dhaka	6. Agrabad Branch, Chittagong	9. Sylhet Branch, Sylhet	13. Tongi Branch, Dhaka	16. Laldighirpar Branch, Sylhet.
3. Uttara Branch, Dhaka	7. Khatungonj Branch, Chittagong	10. Sirajgonj Branch, Sirajgonj	14. Rangamati Branch, Rangamati	17. Brahmanbaria Branch, B. Baria
4. Dhanmondi Branch, Dhaka	8. Cox's Bazar Branch, Chittagong			
SOUTH EAST BANK LIMITED				
1. Principal Branch, Dhaka	5. Uttara Branch, Dhaka	8. Aganagar Branch, Dhaka.	11. Bandar Bazar Branch, Sylhet	14. Agrabad Branch, Chittagong
2. Corporate Branch, Dhaka.	6. Gulshan Branch, Dhaka	9. Rokeya Sarani Branch, Dhaka.	12. Munshigonj Branch, Munshigonj	15. Motijheel Branch, Dhaka
3. Imamgonj Branch, Dhaka	7. Agargaon Branch, Dhaka.	10. Mohammadpur Branch, Dhaka	13. Pathantula Branch, Sylhet	16. Chapainawabganj Branch
4. Dhanmondi Branch, Dhaka				
IFIC BANK LIMITED				
1. Federation Branch, Motijheel	5. Shantinagar Branch, Dhaka	8. Stock Exchange Branch, Dhaka	11. Tultikar Branch, Sylhet	14. Boro Bazar Branch, Khulna
2. Mohakhali Branch, Dhaka	6. Malibagh Branch, Dhaka	9. Mirpur Branch, Dhaka	12. Alanker More Branch, Ctg.	15. Barisal Branch, Barisal
3. Kawran Bazar Branch, Dhaka	7. North Brook Hall Road Br. Dhaka	10. Agrabad Branch, Chittagong	13. Rajshahi Branch, Rajshahi	16. Sylhet Branch, Sylhet
4. Pallabi Branch, Dhaka				
DUTCH BANGLA BANK LIMITED				
1. Matuail Branch, Matuail, Dhaka	6. Board Bazar Branch, Gazipur	11. Savar Bazar Branch, Dhaka	16. Manikgonj Branch, Manikgonj	21. Pagla Branch, Narayangonj
2. Dania Branch, Dhaka	7. Bogra Branch, Bogra	12. Gazipur, Chowrasta Branch, Gazipur	17. Khatungonj Branch, Chittagong	22. Bhairab Branch, Kishoreginj
3. Khulna Branch, Khulna	8. Biswanath Branch, Sylhet	13. Comilla Branch, Comilla	18. Beani Bazar Branch, Sylhet	23. Tangail Branch, Tangail
4. Sylhet Branch, Sylhet	9. Moulvibazar Branch, Moulvibazar	14. Mirzapur Branch, Tangail	19. Chittagong EPZ Branch, Ctg.	24. Keraniganj Branch, Keraniganj
5. Dhaka EPZ Branch, Savar, Dhaka	10. Habiganj Branch, Habiganj	15. Feni Branch, Feni	20. Rangpur Branch, Rangpur	
JANATA BANK LIMITED				
1. Foreign Exchange Branch; Sylhet	4. Gulshan Circle-2 Corp. Branch	7. Mohammadpur Corp. Branch	10. Shantinagar Branch; Dhaka	13. Rajarbag Corp. Branch
2. Sheikh Mujib Rd. Corp. Branch; Agrabad, Ctg	5. Uttara Model Town Corp. Branch	8. Mirpur Section-10 Branch; Dhaka	11. Dhaka University Campus Branch, Dhaka	14. Satmaszid Corp. Branch, Dhaka
3. Dilkusha Corp. Branch, Dhaka	6. Mohakhali Corp. Branch; Dhaka	9. B.B Road Corp. Branch; Narayangonj	12. Motijheel Corp. Branch; Dhaka	
MUTUAL TRUST BANK LIMITED				
1. Agrabad Branch, Chittagong	7. Comilla Branch, Comilla	13. Gournadi Branch, Barisal	18. Kapasia Branch, Gazipur,	23. MTB Corporate Center Br. Dhaka
2. Aman Bazar Branch, Chittagong	8. Cox's Bazar Branch, Cox's Bazar	14. Gulshan Branch, Dhaka	19. Khatungonj Branch, Chittagong	24. Mymensingh Branch, Mymensingh
3. Babu Bazar Branch, Dhaka	9. Dholaikhal Branch, Dhaka	15. Habigonj Branch, Habigonj	20. Rangpur Branch, Rangpur	25. Oxygen Mor Branch, Chittagong
4. Sylhet Branch, Sylhet	10. Dilkusha Branch, Dhaka	16. Savar Branch, Dhaka	21. Mohammadpur Branch, Dhaka	26. Pabna Branch, Pabna
5. Tongi Branch, Dhaka	11. Elephant Road Branch, Dhaka	17. Kakrail Branch, Dhaka	22. Moulvi Bazar Branch, Sylhet	27. Principal Branch, Dhaka
6. Chawk Moghaltuli Branch, Dhaka	12. Feni Branch, Feni			

REFUND OF SUBSCRIPTION MONEY

As per BSEC Notification Dated February 09, 2010, the issuer shall refund application money to the unsuccessful applicant of the public offer by any of the following manner based on the option given by the applicant in the application form:-

- (a) Through banking channel for onward deposit of the refund money into the applicant's bank account as provided in the respective application form for subscription; or
- (b) Through issuance of refund warrant in the name and address of the applicant as provided in the respective application form for subscription:

Provided that, in case of deposit into the applicant's bank account, the applicant will bear the applicable service charge, if any, of the applicant's banker, and the issuer shall simultaneously issue a letter of intimation to the applicant containing, among others, the date and amount remitted with details of the bank through and to which bank such remittance has been effected.

AUDITOR'S REPORT UNDER SECTION-135 OF COMPANIES ACT 1994

AFC AGRO BIOTECH LIMITED

Auditors' report Under Section-135 (1) and Para-24(1) of Part-II of Schedule-III of the Companies Act 1994

We, as the auditors having examined the Financial Statements of **AFC Agro Biotech Limited** for the period 30thJune, 2013 and for the years ended 31stDecember 2012, 2011, 2010 and in pursuance of Section-135 (1) and Para-24 (1) of Part-II of Schedule-III of the Companies Act 1994 report that:

a) The statements of assets and liabilities of the company are as under:

Particulars	30.06.2013	31.12.2012	31.12.2011	31.12.2010
NON-CURRENT ASSETS	371,054,669	361,845,841	129,994,798	6,313,296
Property, Plant and Equipment	333,576,334	322,627,861	103,853,590	3,211,850
Biological Assets	19,660,909	19,909,781	20,035,000	-
Preliminary Expenses	902,071	1,008,197	1,061,260	165,000
Product Development Cost	9,519,841	10,034,427	-	-
Unallocated revenue Expenditure	7,395,514	8,265,575	5,044,948	2,936,446
CURRENT ASSETS	88,350,023	40,361,616	89,418,577	23,110,935
Advances, Deposits & Pre-Payments	1,347,818	3,632,723	33,666,621	20,500,000
Inventories	41,965,220	8,833,250	-	-
Accounts Receivable	26,475,529	12,212,130	-	-
Cash and Cash Equivalents	18,561,457	15,683,513	55,751,956	2,610,935
TOTAL ASSETS	459,404,692	402,207,457	219,413,375	29,424,231
SHAREHOLDERS' EQUITY	430,124,907	391,603,558	218,650,000	24,350,000
Share Capital	380,000,000	380,000,000	350,000	350,000
Retained Earnings	29,115,786	6,866,276	-	-
Tax Holiday Reserve	21,009,121	4,737,282	-	-
Share Money Deposit	-	-	218,300,000	24,000,000
CURRENT LIABILITIES	29,279,785	10,603,899	763,375	5,074,231
Liabilities for Expenses & Services	7,500,387	9,802,552	763,375	74,231
Provision for Income Tax	30,143	210,637	-	-
Liabilities for Other Finance	2,518,285	590,710	-	-
Short term loan	19,230,971	-	-	5,000,000
TOTAL EQUITY & LIABILITIES	459,404,692	402,207,457	219,413,375	29,424,231
Net Assets Value Per Share (NAVPS)	11.10	10.31	10.00	10.00

b) The statements of operating results of the company are as follow:

Particulars	30-June-13	31-Dec-12	31-Dec-11	31-Dec-10
Net Turnover	169,924,477	45,069,250	-	-
Cost of Goods Sold	(121,271,916)	(29,715,066)	-	-
Gross Profit	48,652,561	15,354,184	-	-
Operating Expenses	(7,972,965)	(3,510,978)	-	-
Administrative Expenses	(6,403,051)	(2,920,538)	-	-
Selling & Distribution Expenses	(1,569,914)	(590,440)	-	-
Profit from Operation	40,679,596	11,843,206	-	-
Finance Cost	(280,911)	-	-	-
Other Income	80,380	561,699	-	-
Net Profit Before WPPF	40,479,065	12,404,905	-	-
Provision for WPPF	(1,927,575)	(590,710)	-	-
Net Profit Before Tax	38,551,490	11,814,195	-	-
Provision for Income Tax	30,143	210,637	-	-
Net Profit After Tax	38,521,347	11,603,558	-	-
Earnings per share (EPS):	1.01	0.39	-	-

c) The statements of Cash Flows of the company are as follow:

Particulars	30-June-13	31-Dec-12	31-Dec-11	31-Dec-10
A. Cash Flow from Operating Activities :				
Collection from Sales	159,026,078	32,857,120	-	-
Payment to Suppliers and others	(145,526,806)	(24,861,704)	(754,117)	(108,322)
Payment for Expenses	(2,442,957)	(1,142,583)	(906,456)	(2,753,893)
Payment of Preliminary Expenses	-	-	(896,260)	(165,000)
Other Income	80,380	561,699	241,215	-
Advance Payment	(3,575,637)	(609,302)	(13,166,621)	-
Net Cash provided/ used in Operating Activities	7,561,058	6,805,230	(15,482,239)	(3,027,215)
B. Cash Flow from Investing Activities :				
Purchase of Fixed Assets	(23,914,085)	(151,318,996)	(100,641,740)	(3,211,850)
Biological Assets	-	-	(20,035,000)	-
Product Development Cost	-	(10,291,720)	-	-
Unallocated Revenue Expenditure	-	(3,655,657)	-	-
Advance for Fixed Asset	-	(2,957,300)	-	(20,500,000)
Net Cash Used in Investing Activities	(23,914,085)	(168,223,673)	(120,676,740)	(23,711,850)
C. Cash Flow from Financing Activities :				
Subscription of Share Capital	-	121,350,000	-	350,000
Share money Deposit	-	-	194,300,000	24,000,000
Short term loan	19,230,971	-	(5,000,000)	5,000,000
Net Cash Flow Provided by Financial Activities	19,230,971	121,350,000	189,300,000	29,350,000
D. Net Cash Inflow/ (Out Flow) (A+B+C)	2,877,944	(40,068,443)	53,141,021	2,610,935
E. Opening Cash & Cash Equivalents	15,683,513	55,751,956	2,610,935	-
F. Cash and Cash Equivalents at the end	18,561,457	15,683,513	55,751,956	2,610,935

d) The Company was incorporation on 31stAugust, 2010;

e) The Company has started its operation from 07thOctober, 2012;

f) The company has no subsidiary;

g) The company did not prepare any accounts for any period subsequent to 30th June, 2013;

h) Figures related to previous years have been rearranged where considered necessary;

i) No proceeds or parts of proceeds of the issue of share were applied directly to the company in the purchase of any business.

Dhaka, August 17, 2013

Sd/-
Khan Wahab Shafique Rahman & Co.
Chartered Accountants

AUDITORS' CERTIFICATE ON CALCULATION OF VARIOUS ACCOUNTING RATIOS

AFC AGRO BIOTECH LIMITED

Auditors' Certificate regarding the calculation of EPS & other ratio(s)

(Selected Ratio as specified in Rule 8B (20) I - Annexure-B of the Bangladesh Securities and Exchange Commission(Public Issues)Rules, 2006

Particulars		Formulae	30-June-13	31-Dec-12	31-Dec-11	31-Dec-10
Liquidity Ratios :						
Current Ratio (Times)	=	Current Assets/Current Liabilities	3.01	3.86	117.14	4.55
Quick Ratio (Times)	=	(Current Assets-Inventories)/ Current Liabilities	1.58	3.01	117.14	4.55
Interest Earned Ratio (Times)	=	Operating Profit/Financial Expenses	144.81	-	-	-
Debt to Equity Ratio (Times)	=	Total Debt/Total Equity	0.07	0.03	0.0035	0.21
Operating Ratios :						
Accounts Receivable Turnover Ratio	=	Average Net Receivable/Net Credit Sales	-	0.27	-	-
Inventory Turnover Ratio	=	Cost of Sales/Average Inventory	-	3.36	-	-
Total Asset Turnover Ratio	=	Turnover/Capital Employed (TA-CL)	-	0.12	-	-
Profitability Ratios :						
Gross Profit Margin	=	Gross Profit/Turnover	28.63%	34.07%	-	-
Operating Profit Margin	=	Operating Profit/Turnover	23.93%	26.32%	-	-
Net Profit Margin (NPATM)	=	PAT/Turnover	22.67%	25.35%	-	-
Return on Assets (ROA)	=	Net Profit After Tax/Average Total Assets	-	3.68%	-	-
Return on Equity (ROE)	=	Net Profit After Tax/Average Total Equity	-	3.75%	-	-
Earnings Per Share (Taka)	=	Profits Attributable to Ordinary Shareholders/No of Ordinary Shares Outstanding	1.01	0.39	-	-

Dhaka, August 29, 2013

Sd/-
Khan Wahab Shafique Rahman & Co.
Chartered Accountants