

“শেয়ার বাজারে বিনিয়োগ বুঁকিপূর্ণ। জেনে ও বুনো বিনিয়োগ করুন”

ABRIDGED VERSION OF RIGHTS SHARE OFFER DOCUMENT

Date: February 09, 2016

Rights Offer of 187,110,000 Ordinary Shares of Tk.10.00 each at an issue price of Tk.14.00 each including a premium of Tk.4.00 per share, totaling Tk.2,619,540,000 offered on the basis of 03[R]:02, i.e. 03 (three) Right Shares for every 02 (two) existing shares held on the record date.

RECORD DATE FOR ENTITLEMENT OF RIGHTS OFFER

Record Date	March 08, 2016	
Date of Subscription	Opens On: April 17, 2016	Closes On: May 12, 2016
Within Banking Hours Both Days Inclusive		

CREDIT RATING STATUS

	Rating Year	Long Term	Short Term
Entity Rating	2015	AA3	ST-2
Date of Rating	22 September 2015		

Rating Assigned By: Credit Rating Agency of Bangladesh Ltd (CRAB)

MANAGERS TO THE ISSUE



BANCO FINANCE AND INVESTMENT LIMITED
Baitul View Tower (11th Floor),
56/1, Purana Paltan, Dhaka-1000
Phone: 7125703, 7125910; Fax: 880-2-7125634
E-mail: banco.bd@gmail.com; Website: www.bfilbd.org



LANKABANGLA INVESTMENTS LIMITED
Eunoos Trade Center, Level - 21,
52-53, Dilkusha C/A, Dhaka - 1000, Bangladesh
Phone: +88 02 711 35 85, 956 12 38; Fax: +88 02 711 57 56
e-mail: info@lankabangla-investments.com;
Website: www.lankabangla-investments.com

FULLY UNDERWRITTEN BY

Banco Finance And Investment Limited Baitul View Tower (11th floor), 56/1 Purana Paltan, Dhaka-1000	Lankabangla Investments Limited Eunoos Trade Center, Level - 21, 52-53, Dilkusha C/A, Dhaka - 1000
BetaOne Investments Limited Green Delta AIMS Tower (Level - 4) 51-52, Mohakhali C/A, Dhaka-1212	Alpha Capital Management Limited National Scout Bhaban (5th floor), 70/1, Inner Circular Road, Dhaka-1000
AFC Capital Limited Tanaka Tower (2nd floor), 42/1/Gha, Segun Bagicha , Dhaka-1000	Prime Bank Investment Limited Peoples Insurance Bhaban, (11th floor), 36, Dilkusha, Dhaka-1000
ICB Capital Management Limited BDBL Bhaban (Level-16) 8, Razuk Avenue, Dhaka-1000	

AUDITORS' INFORMATION

Syful Shamsul Alam & Co.

Chartered Accountants

15, Dilkusha C/A (6th Floor), Dhaka-1000, Bangladesh

Phone: +88 02 957 22 17; Email: ssac@ssacbd.com; Website: www.ssacbd.com



Crown Chamber, 325 Asadgonj, Chittagong-4000.
Phone: 880-31-631460 (PABX), 2854997; Fax: 880-31-610995
Email: info@gphispat.com.bd, Web: www.gphispat.com.bd

DISCLAIMER

As per provision of the Depository Act, 1999 and regulation made there under, rights share shall only be issued in dematerialized condition. An applicant must apply for allotment of rights shares mentioning his/her Beneficiary Owner (BO) Account number in the application form.

SPECIAL NOTE

Please read the ROD carefully which includes "risk factors" before taking your investment decision.

Payments for the full value of shares applied for shall be made with designated branches of bankers to the issue by cash/pay order/demand draft payable to "**GPH Ispat Limited**" and crossed. The pay order/demand draft for payment of share price must be drawn on a company in the same town to which the application form has been submitted. It is to be noted that all transactions above tk.1.00 lac must be effected through demand draft/crossed cheque/pay orders.

AVAILABILITY OF RIGHTS SHARE OFFER DOCUMENT

The issuer shall deliver offer document to the shareholders as required by rule 9(1)(e) of the Securities and Exchange Commission (Rights Issue) Rules, 2006. Moreover, rights shares offer document is available in the following addresses:

Name & Address	Contact Person	Telephone Number	Website Address
GPH Ispat Limited Crown Chamber, 325 Asadgonj, Chittagong-4000.	Arafat Kamal, FCA Company Secretary	+88 031 631460 (PABX) +88 031 2854997	www.gphispat.com.bd
Banco Finance And Investment Limited Baitul View Tower (11th Floor), 56/1 Purana Paltan, Dhaka-1000	Mohammad Hamdul Islam Managing Director & CEO	+88 02 712 57 03 +88 02 712 59 10	www.bfilbd.org
LankaBangla Investments Limited Eunoos Trade Center, Level - 21 52-53, Dilkusha C/A, Dhaka - 1000	Khandakar Kayes Hasan, CFA Chief Executive Officer	+88 02 711 35 85 +88 02 956 12 38	www.lankabangla-investments.com

STOCK EXCHANGES	AVAILABLE AT	CONTACT NUMBER
Dhaka Stock Exchange Limited (DSE) Stock Exchange Building, 9/F, Motijheel C/A, Dhaka - 1000	DSE Library	Tel: +88 02 956 46 01-7, 02 966 69 44-8 Fax: +88 02 956 97 55
Chittagong Stock Exchange Limited (CSE) CSE Building, 1080, Sheikh Mujib Road, Chittagong - 4100	CSE Library	Tel: +88 031 714 632-3, 031 720 871 +88 02 951 39 11-15 Fax: +88 031 714 101

CORPORATE STATUS AND BACKGROUND

GPH Ispat Limited is one of the leading integrated steel manufacturing companies in Bangladesh engaged in manufacturing of M. S. Billet & M. S. Rod. The Company was incorporated in Bangladesh on 17 May 2006 as a Private Company limited by shares under the Companies Act 1994. The commercial production of the factory commenced on 21 August 2008. The Company subsequently converted into a Public Limited Company.

GPH became listed with Dhaka Stock Exchange Limited and Chittagong Stock Exchange Limited during April 2012. The registered office and principal place of business of the company is located at Crown Chamber, 325 Asadgonj, Chittagong, and its factory is situated at Masjididdah, Kumira, Sitakunda, Chittagong.

NATURE OF BUSINESS

The principal activities of the company are setting up plants for manufacturing and trading of iron products and steel materials of all kinds or other metallic or allied materials and marketing thereof.

PURPOSE OF RAISING FUND THROUGH RIGHTS ISSUE

The objective of behind the issuance of Rights Share is to enhancement of production capacity of MS Billet by 840,000 M. Ton (per annum) for enhancement of total capacity to 1,008,000 M. Ton (per annum) and MS Rod and Section Product by 640,000 M. Ton (per annum) for enhancement of total capacity to 760,000 M. Ton (per annum). It is to be noted that, the present annual production capacity of MS Billet is 168,000 M. Ton and MS Rod is 120,000 M. Ton.

Sd/-

Mohammed Jahangir Alam
Managing Director

Sd/-

Kamrul Islam, FCA
Chief Financial Officer

IMPLEMENTATION SCHEDULE

The proceeds received from right issue will be implemented in the following manner:

Purpose	Total Price (BDT in Million)	Implementation Period
Business expansion: enhancement of production capacity of MS Billet for 840,000 MT and MS Rod and Section product for 640,000 MT per annum	12,501.70	Within 24 months after receiving the Fund
Rights Issue Expenses	19.54	Within 30 days after receiving the Fund
Total:	12,521.24	

BREAK-DOWN OF BUSINESS EXPANSION (AMOUNT IN MILLION)

Particulars	Amount in BDT	Source of Fund	
		Right Issue	Financial Institution
Land & Building/Civil Works	2,564.60	2,300.00	264.60
Plant & Machinery	7,805.10	-	7,805.10
Erection & Installation of Machinery	730.00	300.00	430.00
Electrical sub-station installation	1,027.00	-	1,027.00
Furniture, fixture & office equipment	50.00	-	50.00
Motor Vehicle	50.00	-	50.00
Logistic Vehicle	150.00	-	150.00
Computer & Accessories	25.00	-	25.00
Pre-operating expenses	100.00	-	100.00
	12,501.70	2,600.00	9,901.70
Right Issue Expenses	19.54	19.54	-
Total:	12,521.24	2,619.54	9,901.70

Sd/-

Mohammed Jahangir Alam
Managing Director

Sd/-

Kamrul Islam, FCA
Chief Financial Officer

**AUDITORS REPORT IN PURSUANCE OF SECTION 135(1) UNDER PARA 24(1) OF PART – II OF THE THIRD
SCHEDULE OF COMPANIES ACT 1994.**

We, as the auditors of the above company, having examined the Financial Statements of GPH Ispat Limited for the period ended on 31 January 2015 and also for the year ended 30 April 2013 and 2014 and the figures extracted from the Financial Statements for the remaining years ended 30 April 2012, 2011 and 2010, which were audited by Hoda Vasi Chowdhury & Co., Chartered Accountants, in pursuance of Section 135 (1) under para 24 (1) of part II of the schedule III of the Companies Act 1994, report that:

The company was formed and incorporated with the Registrar of Joint Stock Companies and Firms in Bangladesh on 17 May 2006 under the Companies Act 1994 as a private company limited by shares. The company, subsequently, was converted into a public limited company on 18 December 2009 under the Companies Act 1994 and became listed with Dhaka Stock Exchange Limited and Chittagong Stock Exchange Limited during April 2012.

1. The Statements of Financial Position & Operating Result of GPH ISPAT LIMITED are as follows

A. Statement of Financial Position

	1/31/2015 Taka	4/30/2014 Taka	4/30/2013 Taka	4/30/2012 Taka	4/30/2011 Taka	4/30/2010 Taka
ASSETS						
Non-current assets						
Property, plant and equipment	1,626,316,386	1,653,993,556	1,655,865,208	1,170,043,551	1,110,647,506	1,044,019,480
Capital work in progress	-	-	-	471,738,276	301,488,186	-
Intangible asset	652,500	720,000	810,000	-	-	-
Investments	182,957,785	176,717,739	40,167,956	27,745,270	14,887,032	2,009,360
Total non-current assets	1,809,926,671	1,831,431,295	1,696,843,164	1,669,527,097	1,427,022,724	1,046,028,840
Current assets						
Short term investment	220,715,641	-	-	-	-	-
Advances, deposits and prepayments	393,062,193	255,000,648	305,519,433	490,326,452	449,451,790	211,769,773
Inventories	2,843,526,277	2,488,344,541	1,920,270,684	2,152,511,414	1,591,242,389	861,211,826
Trade receivables	1,094,086,865	1,029,049,013	778,858,786	714,892,582	462,647,365	298,485,583
Cash and cash equivalents	113,162,693	242,653,880	205,785,767	172,380,655	63,947,648	35,910,762
Total current assets	4,664,553,669	4,015,048,082	3,210,434,670	3,530,111,103	2,567,289,192	1,407,377,943
TOTAL ASSETS	6,474,480,340	5,846,479,377	4,907,277,834	5,199,638,200	3,994,311,916	2,453,406,783
EQUITY AND LIABILITIES						
Equity						
Share capital	1,247,400,000	1,188,000,000	1,080,000,000	900,000,000	500,000,000	500,000,000
Share premium	388,000,000	388,000,000	388,000,000	388,000,000	-	-
Tax holiday reserve	13,554,021	13,554,021	112,354,364	159,472,583	103,729,009	49,446,718
Retained earnings	345,840,494	341,413,754	233,760,361	209,559,941	8,015,768	79,387,934
1,994,794,515	1,930,967,775	1,814,114,725	1,657,032,524	611,744,777	628,834,652	
Non-current liabilities						
Long term portion of Term Loan	78,647,158	126,356,058	146,795,759	983,615,470	805,477,668	651,220,752
Long term portion of Lease Liabilities	32,843,173	50,498,231	41,642,977	51,902,334	54,546,064	24,059,928
Provision for Deferred Tax	114,673,561	103,251,169	61,472,103	18,708,205	-	-
Total non-current liabilities	226,163,892	280,105,458	249,910,839	1,054,226,009	860,023,732	675,280,680
Current liabilities						
Current portion of long term loan	63,096,655	53,977,759	38,471,440	134,185,014	120,312,595	105,187,880
Current portion of finance lease obligations	24,038,233	21,732,892	19,713,535	24,497,701	17,465,991	8,318,316
Short term borrowings	3,438,930,640	3,100,852,139	2,655,646,109	2,146,319,332	2,115,349,096	994,491,263
Creditors and accruals	646,308,319	367,374,612	83,589,096	149,794,188	38,734,303	38,935,208
Provision for tax	81,148,086	91,468,742	45,832,090	33,583,432	30,681,422	2,358,784
Proposed Dividend	-	-	-	-	200,000,000	-
	4,253,521,933	3,635,406,144	2,843,252,270	2,488,379,667	2,522,543,407	1,149,291,451
Total Liabilities	4,479,685,825	3,915,511,602	3,093,163,109	3,542,605,676	3,382,567,139	1,824,572,131
TOTAL EQUITY & LIABILITIES	6,474,480,340	5,846,479,377	4,907,277,834	5,199,638,200	3,994,311,916	2,453,406,783

Sd/-

Syful Shamsul Alam & Co.
Chartered Accountants

B. Statement of Operating Result

	01 May 2014 to 31 January 2015 Taka	01 May 2013 to 30 April 2014 Taka	01 May 2012 to 30 April 2013 Taka	01 May 2011 to 30 April 2012 Taka	01 May 2010 to 30 April 2011 Taka	01 May 2009 to 30 April 2010 Taka
Net Turnover	4,010,042,579	4,687,216,381	5,387,428,105	4,386,316,699	3,688,519,184	3,223,787,065
Cost of Sales	(3,304,409,894)	(3,819,621,077)	(4,521,129,044)	(3,572,803,464)	(3,044,732,767)	(2,817,640,942)
Gross Profit	705,632,685	867,595,304	866,299,061	813,513,235	643,786,417	406,146,123
Administrative Expenses	(66,014,511)	(77,956,232)	(70,422,608)	(74,388,621)	(50,935,771)	(27,350,949)
Selling & Distribution Expenses	(60,676,643)	(77,973,999)	(77,297,245)	(66,684,848)	(66,399,399)	(53,078,588)
Profit from operating activities	578,941,531	711,665,073	718,579,208	672,439,766	526,451,247	325,716,586
Financial Expenses	(255,589,108)	(329,037,017)	(385,172,618)	(377,826,138)	(307,777,860)	(218,555,336)
Profit before Amortization	323,352,423	382,628,056	333,406,590	294,613,628	218,673,387	107,161,249
Amortization of Preliminary Expenses	-	-	-	-	-	(199,715)
Profit before non-operating income	323,352,423	382,628,056	333,406,590	294,613,628	218,673,387	106,961,534
Non-operating income	19,604,893	50,163,736	23,616,399	23,301,493	3,121,013	4,468,362
Profit/(Loss) on Investment	6,182,546	(1,155,046)	-	-	-	-
Profit before WPPF	349,139,862	431,636,746	357,022,989	317,915,121	221,794,400	111,429,896
Contribution to WPPF @ 5% after charging WPPF	(17,456,993)	(21,581,837)	(17,851,149)	(15,895,756)	(10,561,638)	-
Profit before Tax & Reserve	331,682,869	410,054,909	339,171,840	302,019,365	211,232,762	111,429,896
Income tax expenses						
Current	(78,233,737)	(89,422,793)	(46,283,045)	(37,969,548)	(16,376,503)	(1,180,298)
Deferred	(11,422,392)	(41,779,066)	(42,763,898)	(6,762,070)	(11,946,135)	-
Profit after Tax	242,026,740	278,853,050	250,124,897	257,287,747	182,910,124	110,249,598
Tax Holiday Reserves	-	(9,199,657)	(42,881,781)	(55,743,574)	(54,282,291)	(42,784,614)
Profit after Tax & Reserve	242,026,740	269,653,393	207,243,116	201,544,173	128,627,833	67,464,985
Unappropriated Profit, brought forward	-	-	-	-	79,387,935	11,922,950
Profit available for appropriation	242,026,741	269,653,393	207,243,117	201,544,174	208,015,768	79,387,935

2. Dividend declared:

Cash dividend - %	None	15%	15%	10%	None	None
Stock dividend (Bonus share) - %	None	5%	10%	20%	40%	None

3. Subsidiary company

The company has no subsidiary company.

Sd/-

Syful Shamsul Alam & Co.
Chartered Accountants

COMPOSITION OF SHAREHOLDING POSITION OF THE COMPANY

Sl. No.	Particulars	No. of Shares	Amount in BDT	% of Total Shares
1.	Sponsors and Directors	69,888,160	698,881,600	56.03
2.	General Public	35,993,982	359,939,820	28.85
3.	Institutions	18,857,858	188,578,580	15.12
4.	Government	-	-	-
Total		124,740,000	1,247,400,000	100%

DIRECTORS' TAKE-UP IN THE RIGHTS OFFER

Directors are expected to exercise in full their portion of Rights Share Offer:

Sl. No.	Name	Status	Number of Share held	Nos. of Shares to be taken	Nos. of Shares to be renounced
1.	Mr. Md. Alamgir Kabir	Chairman	6,001,600	9,002,400	Nil
2.	Mr. Mohammed Jahangir Alam	Managing Director	37,410,000	56,115,000	Nil
3.	Mr. Md. Abdur Rouf	Director	3,742,200	5,613,300	Nil
4.	Mr. Md. Almas Shimul	Director & Additional Managing Director	13,503,600	20,255,400	Nil
5.	Mr. Md. Ashrafuzzaman	Director	3,742,200	5,613,300	Nil
6.	Mr. Md. Abdul Ahad	Director	2,993,760	4,490,640	Nil
7.	Mr. Md. Azizul Hoque	Director	2,494,800	3,742,200	Nil
8.	Professor Dr. Mohammad Saleh Jahur	Independent Director	-	-	-
9.	Mr. Md. Velayet Hossain	Independent Director	-	-	-

BANKERS TO THE ISSUE OF RIGHTS ISSUE OF GPH ISPAT LIMITED

BRAC Bank Limited					
Region	Sl. No.	Branch	Region	Sl. No.	Branch
Dhaka	1	Asad Gate Branch	Chittagong	12	Agrabad Branch
	2	Bashundhara Branch		13	CDA Avenue Branch
	3	Donia Branch		14	Halishor Branch
	4	Eskaton Branch		15	Kazirdeuri Branch
	5	Manda Branch		16	Momin Road Branch
	6	Mirpur Branch	Rajshahi	17	Bogra Branch
	7	Narayanganj Branch		18	Rajshahi Branch
	8	Nawabpur Branch	Khulna	19	Jessore Branch
	9	Rampura Branch		20	Khulna Branch
	10	Shyamoli Branch	Barisal	21	Barisal Branch
	11	Uttara Branch		22	Zindabazar Branch
Investment Corporation of Bangladesh					
Region	Sl. No.	Branch	Region	Sl. No.	Branch
Dhaka	1	Head Office	Chittagong	5	Chittagong Branch
	2	Local Office	Khulna	6	Khulna Branch
Rajshahi	3	Rajshahi Branch	Barisal	7	Barisal Branch
	4	Bogra Branch	Sylhet	8	Sylhet Branch
Bank Asia Limited					
Region	Sl. No.	Branch	Region	Sl. No.	Branch
Dhaka	1	Principal Office Branch	Chittagong	10	MCB Sk. Mujib Road Branch
	2	MCB Dilkusha Branch		11	CDA Avenue Branch
	3	Gulshan Branch		12	Sylhet Main Branch
	4	Scotia Branch	Rajshahi	13	Rajshahi Branch
	5	MCB Banani Branch		14	Bogra Branch
	6	North South Road Branch		15	Khulna Branch
	7	Dhanmondi Branch			
	8	Mirpur Branch			
	9	Shantinagar Branch			
Prime Bank Limited					
Region	Sl. No.	Branch	Region	Sl. No.	Branch
Dhaka	1	Motijheel Branch	Dhaka	15	Pragati Sarani Branch
	2	SBC Tower Branch		16	Asad Gate Branch
	3	Moulvi Bazar Branch		17	IBB Mirpur Branch
	4	Baridhara Branch		18	Pallabi Branch
	5	Elephant Road Branch		19	Tongi Branch
	6	Mouchak Branch		20	Ganakbari Branch
	7	Banasree Branch		21	Wari Branch
	8	Ring Road Branch		22	Savar Branch
	9	Dhanmondi Branch		23	Joydevpur Chowrasta Branch
	10	Uttara Branch		24	Narayanganj Branch
	11	New Eskaton Branch		25	Shimrail Branch
	12	Ibrahimpur Branch		26	Sonargaon SME Branch
	13	Panthapath Branch		27	Tangail Branch
	14	Tejgaon Branch		28	Madhabdi Branch
Chittagong	29	Comilla Branch	Khulna	38	Jessore Branch
	30	Jubilee Road Branch		39	Khulna Branch
	31	IBB O.R. Nizam Road		40	Daulatpur Branch
	32	Laldighi East Branch		41	Satkhira Branch
Rajshahi	33	Cox's Bazar Branch	Sylhet	42	IBB Amberkhana
	34	Bogra Branch		43	Subidbazar Branch
	35	Rajshahi Branch		44	Court Road Br, Moulvibazar
Barisal	36	Pabna Branch	Rangpur	45	Dinajpur Branch
	37	Barisal Branch		46	Rangpur Branch
Eastern Bank Limited					
Region	Sl. No.	Branch	Region	Sl. No.	Branch
Dhaka	1	Motijheel Branch	Chittagong	12	Jubilee Road Branch
	2	Shyamoli Branch		13	O. R. Nizam Road Branch
	3	Bashundhara Branch		14	Chandgaon Branch
	4	Moghbazar Branch		15	Panchlaish Branch
	5	Narayanganj Branch		16	Halishahar Branch
	6	Banasree Branch		17	Sirajuddowla Road Branch
	7	Savar Branch	Sylhet	18	Moulvi Bazar Branch
	8	Uttara Garib-E-Newaz Branch		19	Upashahar Branch
	9	Mymensing SME Branch		20	Chouhatta Branch
Rajshahi	10	Bogra Branch	Khulna	21	Khulna Branch
	11	Rajshahi Branch		22	Jessore Branch