

ABRIDGED VERSION OF PROSPECTUS

Of

SILVA PHARMACEUTICALS LIMITED

(1) Name(s) and address(es), telephone numbers, web addresses, e-mails, fax numbers and contact persons of the issuer, issue manager and underwriter;

ISSUER		
Name & Address	Telephone & Fax Number, E-mail, Web Address	Contact Person
Silva Pharmaceuticals Limited (SPL) House # 65, Road # 8/A (New), Dhanmondi, Dhaka-1209.	Tel: +88-02-8129915, +88-02-9146009 Fax: +88-02-9146013 Email: info@silvapharma.com Web: www.silvapharma.com	Md. Iqbal Hossain Company Secretary
ISSUE MANAGERS		
Name & Address	Telephone & Fax Number, E-mail, Web Address	Contact Person
Prime Finance Capital Management Limited PFI Tower (6th Floor), 56-57 Dilkusha C/A, Dhaka-1000.	Tel: +88-02-9584874, +88-02-9584876-7 Fax: +88-02-9584922 E-mail: info@primefincap.com Web: www.primefincap.com	Md. Rezaul Haque Managing Director (CC)
Imperial Capital Limited Saiham Sky View Tower (3rd Floor), 45 Bijoy Nagar, Dhaka-1000.	Tel: +88-02-9361870 Fax: +88-02-9361870 (Ext.-102) E-mail: imperialcapltd@gmail.com Web: www.imperialcapital.org	Md. Salauddin Sikder FCMA CEO & Managing Director
SBL Capital Management Ltd. 2, D. I. T. Avenue (Extension) 3rd Floor, Motijheel C/A Dhaka – 1000	Tel: +88-02-9585984 Fax: +88-02-9585985 E-mail: scml2009@yahoo.com Web: www.standardbankbd.com/ CapitalManagement.php	Abu Nayem Md. Ibrahim Chief Executive Officer
UNDERWRITERS		
Name & Address	Telephone & Fax Number, E-mail, Web Address	Contact Person
AIBL Capital Management Limited Peoples Insurance Bhaban (7th Floor) 36 Dilkusha C/A, Dhaka-1000.	Tel: +88-02-9551962, +88-02-7123255-7 Fax: +88-02-9575379 E-mail: husain.ahmad@al-arafahbank.com Web: al-arafahbank.com	Muhammad Husain Ahmad Faruqi Chief Executive Officer (CC)
MTB Capital Limited MTB Tower (Level 3) 111 Kazi Nazrul Islam Avenue Bangla Motor, Dhaka 1000	Tel: +88-02-8321760 Fax: +88-02-8321543 E-mail: khairul.bashar@mutualtrustbank.com Web: www.mtbcap.com	Khairul Bashar Abu Taher Mohammed Chief Executive Officer
BMSL Investment Limited Shareef Mansion (4th Floor) 56-57 Motijheel C/A Dhaka-1000.	Tel: +88-02-9577651, +88-02-9570624, +88-02-9565183 Fax: +88-02-47117218 E-mail: info@bmslinvestment.com Web: www.bmslinvestment.com	Md. Riyad Matin Managing Director
CAPM Advisory Limited Tower Hamlet (9th Floor) 16, Kemal Ataturk Avenue Banani C/A, Dhaka-1213.	Tel: +88-02-9822391-2 Fax: +88-02-9822393 E-mail: contact@capmadvisorybd.com Web: www.capmadvisorybd.com	Tania Sharmin Managing Director & CEO
EXIM Islami Investment Ltd. Printer's Building (5th Floor) 5 Rajuk Avenue, Motijheel C/A, Dhaka-1000.	Tel: +88-02-9561604 Fax: +88-02-9561937 Email: eiril@eximbankbd.com Web: www.eximbankbd.com/about/eiril	Md. Mizanur Rahman First Assistant Vice President

(2) Amount, type and offering price of the securities on a per unit and aggregate basis of securities being issued;

Public issue of **30,000,000** (Three Crore) ordinary shares of **Tk. 10.00** each at par of totaling **Tk. 300,000,000.00** (Thirty Crore).

(3) Opening and closing date of subscription;

Opening date of subscription: July 29, 2018
Closing date of subscription: August 05, 2018

(4) Availability of full prospectus;

The Prospectus and abridged version prospectus in hard and soft forms of the Company shall be obtained from the following addresses:

ISSUER		
Name & Address	Telephone & Fax Number, E-mail, Web Address	Contact Person
Silva Pharmaceuticals Limited (SPL) House # 65, Road # 8/A (New), Dhanmondi, Dhaka-1209.	Tel: +88-02-8129915, +88-02-9146009 Fax: +88-02-9146013 Email: info@silvapharma.com Web: www.silvapharma.com	Md. Iqbal Hossain Company Secretary
ISSUE MANAGERS		
Name & Address	Telephone & Fax Number, E-mail, Web Address	Contact Person
Prime Finance Capital Management Limited PFI Tower (6th Floor), 56-57 Dilkusha C/A, Dhaka-1000.	Tel: +88-02-9584874, +88-02-9584876-7 Fax: +88-02-9584922 E-mail: info@primefincap.com Web: www.primefincap.com	Md. Rezaul Haque Managing Director (CC)
Imperial Capital Limited Saiham Sky View Tower (3rd Floor), 45 Bijoy Nagar, Dhaka-1000.	Tel: +88-02-9361870 Fax: +88-02-9361870 (Ext.-102) E-mail: imperialcapltd@gmail.com Web: www.imperialcapital.org	Md. Salauddin Sikder FCMA CEO & Managing Director
SBL Capital Management Ltd. 2, D. I. T. Avenue (Extension) 3rd Floor, Motijheel C/A Dhaka – 1000	Tel: +88-02-9585984 Fax: +88-02-9585985 E-mail: scml2009@yahoo.com Web: www.standardbankbd.com/CapitalManagem ent.php	Abu Nayem Md. Ibrahim Chief Executive Officer
STOCK EXCHANGES		
Name & Address	Telephone & Fax Number, E-mail, Web Address	Contact Person
Dhaka Stock Exchange Limited DSE Library, 9/F Motijheel C/A, Dhaka-1000	Tel: +88-02-9564601, 9576210-18 Fax: +88-02-9564727, +88-02-9569755 E-mail: reasearch@dsebd.org Web: www.dsebd.org	Afzalur Rahaman Manager
Chittagong Stock Exchange Limited CSE Library, CSE Building, 1080, Sheikh Mujib Road Agrabad, Chittagong- 4100.	Tel: 031-714632-3 Fax: 031-714101 E-mail: jabed@cse.com.bd Web: www.cse.com.bd	Mohammed Jabed Sarwar Assistant Manager

Prospectus would also be available on the websites of BSEC (www.sec.gov.bd) and at the Public Reference Room of the Bangladesh Securities and Exchange Commission (BSEC) for reading and studying.

(5) Name of the credit rating Company (if any) along with rating assigned with date of validity;

Not applicable for Silva Pharmaceuticals Limited.

(6) Names of the valuer, if any and the auditors;

Valuer: Not applicable for Silva Pharmaceuticals Limited.

AUDITOR		
Name & Address	Telephone & Fax Number, E-mail, Web Address	Contact Person
Mahfel Huq & Co. Chartered Accountants 34, Topkhana Road, BGIC Tower (4th Floor), Dhaka-1000.	Tel: +88-02-9553143 Fax: +88-02-9571005 E-mail: mahfelcofca@yahoo.com web: www.mahfelhuq.com	Howlader Mahfel Huq, FCA Managing Partner

(7) A person interested to get a prospectus may obtain from the issuer and the issue manager.

(8) "If you have any query about this document, you may consult the issuer, issue manager and underwriter"

(9) "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, 2015. 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, MANAGING DIRECTOR, /CHIEF FINANCIAL OFFICER, COMPANY SECRETARY, ISSUE MANAGER, ISSUE MANAGER'S CHIEF EXECUTIVE OFFICER, MANAGING DIRECTOR, UNDERWRITERS, AUDITOR(S) AND/OR VALUER, CREDIT RATING COMPANY (IF ANY);

(10)

“পুঁজিবাজারে বিনিয়োগ ঝুঁকিপূর্ণ। জেনে ও বুঝে বিনিয়োগ করুন”

“Investment in capital market involves certain degree of risks. The investors are required to read the prospectus and risk factors carefully, assess their own financial conditions and risk taking ability before making their investment decisions.”

(11) Summary of use of proceeds of the offer;


Sources of Fund:

Particulars	Amount in BDT
Number of Shares issue under Initial Public Offering (IPO)	3,00,00,000.00
Issue price -at par	10.00
Total Amount	30,00,00,000.00

Proceeds from Initial Public Offering (IPO) will be used for acquisition of brand new machinery & equipment, civil construction of factory building, repayment of term loan of NCC Bank Limited and IPO Expenses.

Sl.	Particulars	Amount in Tk.
01	Acquisition of brand new machinery and equipments to be placed in newly 2 storied factory building	122,500,000
02	Civil construction of two storied new factory building in owned land	56,000,000
03	Repayment of term loan of NCC Bank Limited (Kawran Bazar Branch)	99,000,000
04	IPO expenses	22,500,000
	Total	300,000,000

(12) Brief corporate directory of the issuer;

Name of the Company	:	Silva Pharmaceuticals Limited (SPL)
Logo	:	 Silva Pharmaceuticals Limited সিলভা ফার্মাসিউটিক্যালস্ লিমিটেড
Legal Position	:	SPL was incorporated in Bangladesh as a Private Limited Company with the issuance of Certificate of incorporation bearing no. CH-42959(2318)/2001 dated on April 24, 2001 by the Registrar of Joint Stock Companies & Firms, Dhaka, Bangladesh. The Company Converted into public Limited company on April 22, 2014.
Date of Incorporation	:	April 24, 2001 & Reg. No. CH-42959(2318)/2001
Date of Commencement of its Commercial Operations	:	1-Jul-2003
Authorized Capital	:	Tk. 1,500,000,000 divided into 150,000,000 Ordinary Share of Tk. 10.00 each
Paid up Capital	:	Tk. 1,000,000,000 divided into 100,000,000 Ordinary Share of Tk. 10.00 each
Registered & Corporate Office	:	House # 65, Road # 8/A (New), Dhanmondi, Dhaka-1209. Tel: +88-02-8129915, +88-02-9146009 Fax: +88-02-9146013 Email: info@silvapharma.com Web: www.silvapharma.com
Factory	:	Silva Pharmaceuticals Limited, Joykrishnapur, Main Road, Maijdee Court, Noakhali-Rented factory building & Binodpur (former Gopai Ram Sankarpur), Maijdee Court, Noakhali-Owned factory building. Tel: +88-0321-63301, +88-0321-63302
Board of Directors	:	1. Mrs. Silvana Mirza, 2. Mrs. Samina Mirza, 3. Mrs. Farhana Mirza, 4. Md. Nazrul Islam Khan, Nominated by Investment Corporation of Bangladesh (ICB), 5. Dr. Saira Khan, 6. Mr. Monsur Rahman, Nominated by Adarsha Fisheries & Poultry Farm Ltd., 7. Md. Musfiqur Rahman FCA and 8. Tanha Zarrin Ahmed
Auditors	:	Mahfel Huq & Co., Chartered Accountants 34, Topkhana Road, BGIC Tower (4th Floor), Dhaka-1000. Tel: +88-02-9553143; Fax: +88-02-9571005 E-mail: mahfelcofca@yahoo.com web: www.mahfelhuq.com
Tax Consultants	:	Al-haj Md. Ahsanullah Malek Chamber (2nd Floor), 5/5, Agrabad C/A, Badamtali, Chittagong. Tel: +88-031-727578 E-mail: ahsan2571@gmail.com
Banker for IPO	:	Shahjalal Islami Bank Limited
Banker of the Company	:	NCC Bank Limited, National Bank Limited, Dutch Bangla Bank Limited, Union Bank Limited, Al-Arafah Islami Bank Limited, Jamuna Bank Limited, Sonali Bank Limited
Compliance Officer	:	Md. Abul Kasem, Chief Financial Officer

The Company has no Legal Advisor.

(13) Location of the project;

SPL's factory is situated at Silva Pharmaceuticals Limited, Joykrishnapur, Main Road, Maijdee Court, Noakhali-Rented factory building & Binodpur (former Gopai Ram Sankarpur), Maijdee Court, Noakhali-Owned factory building and registered & corporate office is situated at House # 65, Road # 8/A (New), Dhanmondi, Dhaka-1209, Bangladesh-Rented factory building.

(14) Principal products or services of the issuer;

Principal Products of SPL: The Company has following products:

1. Tablet;
2. Capsule;
3. Liquid &
4. Dry Syrup

(15) Names of associates, subsidiary/related and holding of Issuer Company;

Silva Pharmaceuticals Limited has no associates, subsidiary/related and holding company.

(16) Name, address and short description of each of the directors;

Mrs. Silvana Mirza, Chairman

Mrs. Silvana Mirza was born at Noakhali in Bangladesh in the year 1978. She is the chairman and one of the sponsors of the Company. She graduated from Asian University Bangladesh in Islamic Studies. She oversees the business with inception of the company as director Operation. Her interpersonal skills, leadership behavior, high analytical ability in business and very hard working nature made her worth as director.

Dr. Saira Khan, Managing Director

Dr. Saira Khan was born at Dhaka in Bangladesh in the year 1981. She is a daughter of Lt. Gen. (Retd.) M. Nooruddin Khan ex. Army Chief. Now she is the Managing Director and Directors of the Company. She is a medical graduate from the Armed Forces Medical College, Dhaka with an MBBS in 2004, She has completed Diploma in Child health (DCH) in July, 2009 and FCPS (Paediatrics) in July, 2016. she began his career as Honorary Medical Officer with Shaheed Suhrawardy Hospital in the year 2006. In the year 2010 she joined BIRDEM General Hospital as Medical Officer, then she joined Dhaka Ahsania Mission as Specialist physician (Paediatrics) in the year 2013 and she joined Marks Medical College and Hospital as Assistant Professor (Paediatrics) in the year 2016. She was connected with this company in the year 2007, She is one of the sponsors of the Ark Hospital Limited. Her interpersonal skills, leadership behavior, high analytical ability in business and very hard working nature made her worth as director.

Mrs. Samina Mirza, Director

Mrs. Samina Mirza was born at Noakhali in Bangladesh in the year 1985. She is one of the sponsors and Directors of the Company. She graduated from London. Her acumen in business and flexible manner in terms of public relations made her a role model in developing the culture of the organization.

Mrs. Farhana Mirza, Director

Mrs. Farhana Mirza was born at Noakhali in Bangladesh in the year 1986. She is one of the sponsors and Directors of the Company. She graduated from Asian University Bangladesh in Islamic Studies. She is doing her job nicely with adding value by creative and innovative ideas to the Board.

Mr. Nazrul Islam Khan, Director (Nominee Director of Investment Corporation of Bangladesh (ICB))

Mr. Nazrul Islam Khan was born at Chandpur in Bangladesh in the year 1960. He is an M. Com. (Accounting) from Dhaka University. He is a General Manager of the Investment Corporation of Bangladesh (ICB) and he was nominated by ICB as director for the company which he joined in 1984. He is doing his job nicely with adding value by creative and innovative ideas.

Mr. Monsur Rahman, Director (Nominee Director of Adarsha fisheries & Poultry Farm Ltd.)

Mr. Monsur Rahman was born at Dhaka in Bangladesh in the year 1985. He graduated from North South University Bangladesh in Electronic and Telecommunication Engineering (ETE) in the year 2009. He has total 8 years working experiences.

He is the nominee Director of Adarsha Fisheries & Poultry Farm Ltd.

Md. Musfiqur Rahman FCA, Independent Director

Md. Musfiqur Rahman was born at Noakhali in the year 1965. He completed his Graduation under Chittagong University and qualified as Chartered Accountant in May 2007 from Institute of Chartered Accountants of Bangladesh (ICAB). He is expert in the field of Accounting, Auditing, Secretarial Practice, Income Tax and other financial and management consultancy. At present, he is practice with Mollah Quadir Yusuf & Co., Chartered Accountants as a partner. He is a social worker as well.

Tanha Zarrin Ahmed, Independent Director

Tanha Zarrin Ahmed, Barrister-at-Law, the independent director of Silva Pharmaceuticals Ltd. was born in September 04, 1984 in Dhaka, Bangladesh. With his vast educational qualifications, he has over 10 years' professional experiences in the field of Teacher, Legal consultant, Legal Services etc. She is a social worker as well.

(17) Comparative financial statements and NAV, EPS, and financial ratios for the last five years or from commercial operation, which is shorter;

Silva Pharmaceuticals Limited
Auditors' Report under section 135(1) and paragraph 24(1) of Part -II of Schedule-III of the Companies Act 1994.

We have examined the Financial Statements of Silva Pharmaceuticals Limited for the year ended June 30, 2017 and for the period ended June 30, 2016 and for the year ended May 31, 2015 were audited by us and for the year ended May 31, 2014 and 2013 were audited by Ahmad & Akhtar. In pursuance of Section-135 (1) and Para-24 (1) of Part-II of Schedule-III of the Companies Act 1994, our report is as under:

A) Statements of Assets and Liabilities of the Company is as under:

Particulars	12 Months	13 Months	For the year		
	30-Jun-17	30-Jun-16	31-May-15	1-Jun-14	31-May-13
			Re-stated	Re-stated	
Assets:					
Non-Current Assets	843,729,229	801,968,049	601,143,384	609,703,365	553,855,058
Property, Plant & Equipment	706,738,552	683,068,654	601,143,384	609,703,365	553,855,058
Capital Work-in-Progress	136,990,677	118,899,395	-	-	-
	64,212,418	27,995,797			
Current Assets	1,097,434,352	836,930,943	632,864,166	505,038,422	503,317,434
Inventories	369,548,334	305,335,916	277,340,119	202,270,940	208,279,749
Trade and Other Receivables	253,498,965	283,685,666	249,235,583	232,224,827	243,993,771
Advances, Deposits and Prepayments	270,877,947	202,966,972	58,534,074	42,693,102	22,545,890
Investment in FDR	120,000,000	-	-	-	-
Cash and Cash Equivalents	83,509,106	44,942,389	47,754,390	27,849,553	28,498,024
Total Assets	1,941,163,581	1,638,898,992	1,234,007,550	1,114,741,787	1,057,172,492
Shareholders' Equity and Liabilities					
Equity attributable to the Shareholders	1,647,797,063	1,085,378,504	630,653,930	595,793,005	581,604,211
Share Capital	1,000,000,000	500,000,000	120,000,000	120,000,000	120,000,000
Retained Earnings	647,797,063	585,378,504	510,653,930	475,793,005	461,604,211

Share Money Deposit	-	154,000,000	217,952,000	90,015,000	90,015,000
Non-Current liabilities	86,031,226	175,310,350	177,932,720	189,147,198	143,339,341
Long Term Loan net off Current Portion	-	97,039,783	111,253,772	128,032,447	143,339,341
Deferred Tax Liabilities	86,031,226	78,270,567	66,678,948	61,114,751	-
Current Liabilities	207,335,292	224,210,138	207,468,900	239,786,584	242,213,940
Trade and Other Payables	4,311,781	9,879,394	10,183,756	12,399,631	17,206,939
Short Term Borrowings	-	114,583,174	131,967,553	167,472,037	180,621,228
Current Portion of Long Term Loan	99,000,000	17,377,043	16,778,675	15,306,894	13,450,312
Provision for Expenses	104,023,511	82,370,527	48,538,916	44,608,022	30,935,461
Total Liabilities	293,366,518	399,520,488	385,401,620	428,933,782	385,553,281
Total Equity & Liabilities	1,941,163,581	1,638,898,992	1,234,007,550	1,114,741,787	1,057,172,492
Net Assets Value per share (NAVPS)	16.48	21.71	52.55	49.65	48.47

Note:

1. The Company has changed the face value of its ordinary share from Tk. 100.00 to Tk. 10.00 by passing a special resolution in its extraordinary general meeting held on April 22, 2014 and necessary amendments in capital clause of the Memorandum and Articles of Association were made accordingly.
2. Management restated the accounts for the year ended 31 May, 2014 & 31 May, 2015 to recognize deferred tax liability in the accounts as on 30.06.2016.

B) The statements of operating results of the Company is as follow:

Particulars	12 Months	13 Months	For the year		
	30-Jun-17	30-Jun-16	31-May-15	31-May-14	31-May-13
Turnover	602,491,592	628,766,245	503,876,753	493,935,421	395,148,338
Cost of Goods Sold	365,775,793	379,511,010	314,252,306	290,371,563	209,246,777
Gross Profit	236,715,799	249,255,235	189,624,447	203,563,858	185,901,561
Operating Expenses	112,074,765	92,706,814	66,228,299	59,933,766	51,570,583
Operating Income	124,641,034	156,548,421	123,396,148	143,630,092	134,330,978
Financial Expenses	354,646	36,750,662	44,536,085	66,741,616	65,099,393
Net Operating Profit	124,286,388	119,797,759	78,860,063	76,888,476	69,231,585
Non-operating Income	5,665,239	911,168	1,075,458	2,025,425	2,562,375
Net Profit before Contribution to WPPF	129,951,627	120,708,927	79,935,521	78,913,901	71,793,960
Provision for Contribution to Worker's Profit Participation fund (WPPF)	6,188,173	5,748,044	-	-	-
Net Profit before Income Tax	123,763,454	114,960,883	79,935,521	78,913,901	71,793,960
Income Tax Expenses	43,484,895	40,236,309	27,977,433	29,592,713	26,922,735
Current Tax Expenses	35,724,236	28,644,690	27,977,433	29,592,713	26,922,735
Deferred Tax expenses	7,760,659	11,591,619	-	-	-
Net Profit after Tax	80,278,559	74,724,574	51,958,088	49,321,188	44,871,225
Earnings Per Share (EPS)	1.03	1.24	1.06	1.00	0.91
Fully Diluted EPS	0.80	0.75	0.52	0.49	0.45

Note:

1. The Company has changed the face value of its ordinary share from Tk. 100.00 to Tk. 10.00 by passing a special resolution in its extraordinary general meeting held on April 22, 2014 and necessary amendments in capital clause of the Memorandum and Articles of Association were made accordingly.
2. To calculate fully diluted EPS, 100,000,000 number of shares is considered.

C)	Dividend declared:	12 Months	13 Months	For the year		
	Particulars	30-Jun-17	30-Jun-16	31-May-15	1-Jun-14	31-May-13
	Cash Dividend	Nil	5%*	Nil	Nil	Nil
	Stock Dividend (Bonus Share)	Nil	Nil	Nil	Nil	Nil

**Declare 5% Cash Dividend to other than Sponsors and Directors*

- D) Silva Pharmaceuticals Limited was incorporated in Bangladesh as a Private Limited Company with the issuance of Certificate of incorporation bearing Reg. No. CH-42959(2318)/2001 dated on April 24, 2001 by the Registrar of Joint Stock Companies & Firms. The Company Converted into public Limited Company on April 22, 2014.
- E) The Company started its commercial operation in July 01, 2003.
- F) The Company has no subsidiary as on the balance sheet date.
- G) No proceeds or part of the proceeds of the issue of shares would be applied directly by the company in the purchase of any business.
- H) The Company did not prepare any statement of accounts for the period subsequent to June 30, 2017.
- I) Figures related to previous years have been re-arranged whenever considered necessary.

Place: Dhaka
Date: December 05, 2017

Sd/-
Mahfel Huq & Co.
Chartered Accountants

Auditor's certificate regarding calculation of EPS and Ratios

This is to certify that Silva Pharmaceuticals Ltd. has maintained the following ratios as computed on the basis of the audited financial statements for the year ended June 30, 2017 and for the period ended June 30, 2016 and for the year ended May 31, 2015, 2014 and 2013.

Particulars	30.06.2017	30.06.2016	31.05.2015	31.05.2014	31.05.2013
	Ratio				
I. Liquidity Ratios:					
(i) Current Ratio	5.29	3.73	3.05	2.11	2.08
(ii) Quick Ratio	2.20	1.47	1.43	1.08	1.13
II. Operating Efficiency Ratios:					
(i) Accounts Receivable Turnover Ratio	2.24	2.36	2.09	2.07	1.66
(ii) Inventory Turnover Ratio	1.08	1.30	1.31	1.41	0.98
(iii) Asset Turnover Ratio	0.34	0.44	0.43	0.45	0.38
III. Profitability Ratios:					
(i) Gross Margin Ratio	39.29%	39.64%	37.63%	41.21%	47.05%
(ii) Operating Profit Ratio	20.69%	24.90%	24.49%	29.08%	34.00%
(iii) Net Profit Ratio	13.32%	11.88%	10.31%	9.99%	11.36%
(iv) Return on Assets Ratio	4.48%	5.20%	4.42%	4.54%	4.31%
(v) Return on Equity Ratio	5.87%	8.71%	8.47%	8.38%	8.02%
(vi) Earnings Per Share (EPS)	1.03	1.24	1.06	1.00	0.91
(vii) Earnings before interest, taxes, depreciation and amortization (EBITDA) margin	28.82%	31.82%	32.44%	37.83%	45.49%
IV. Solvency Ratios:					
(i) Debt to Total Assets Ratio	0.05	0.14	0.21	0.28	0.32
(ii) Debt to Equity Ratio	0.06	0.21	0.41	0.52	0.58
(iii) Times Interest Earned Ratio	351.45	4.26	2.77	2.15	2.06
(iv) Debt Service Coverage Ratio	1.34	3.00	1.74	2.06	2.39
V. Cash Flow Ratios:					
(i) Net Operating Cash Flow per Share (NOCFPS)	1.03	1.52	0.38	3.90	3.33
(ii) NOCFPS to EPS Ratio	1.00	1.23	0.36	3.89	3.65

Place: Dhaka
Date: December 05, 2017

Sd/-
Mahfel Huq & Co.
Chartered Accountants

(18) Public issue application process:

Step-1 (Applicant)

1. An applicant for public issue of securities shall submit application/buy 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/buy instruction may be submitted in prescribed paper 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. Other than non-resident Bangladeshi (NRB) and Foreign applicants shall make the application money and 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 the amount segregated from the margin account, which shall be refundable to the applicant, if become unsuccessful.
 - b. Non-resident Bangladeshi (NRB) and Foreign applicants shall submit bank drafts (FDD), issued in favor of the Issuer for an amount equivalent to the application money, with their application to the concerned Stockbroker/Merchant Banker. A Non-resident Bangladeshi (NRB) and Foreign applicant may also submit a single draft against 02(two) applications made by him/her, i.e. one in his/her own name and the other jointly with another person. The draft (FDD) shall be issued by the Bank where the applicant maintains Foreign Currency account debiting the same account and provide the customer with a certificate mentioning the FC account number which has been debited to issue the FDD. The applicant shall also submit the certificate with their application. No banker shall issue more than two drafts from any 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.
 - c. Eligible investors shall submit application through the electronic subscription system of the exchange(s) and deposit the full amount intended to subscribe by the method as determined by the exchange(s).

Step-2 (Intermediary)

3. The Stockbroker/Merchant Banker shall maintain a separate bank account only for this purpose namely "Public Issue Application Account". The Stockbroker/Merchant Banker shall:
 - a. post the amount separately in the customer account (other than NRB and Foreign applicants), and upon availability of fund, block the amount equivalent to the application money;
 - b. accumulate all the application/buy instructions 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;
 - c. instruct the banker to block the account for an amount equivalent to the aggregate application money and to issue a certificate in this regard.
4. Banker of the Stockbroker/Merchant Banker shall block the account as requested for, issue a certificate confirming the same and handover it to the respective Stockbroker/Merchant Banker.
5. For Non-resident Bangladeshi (NRB) and Foreign applicants, the Stockbroker/Merchant Banker shall prepare a list containing the draft information against the respective applicant's particulars.

6. The Stockbroker/Merchant Banker shall prepare category-wise lists of the applicants containing Customer ID, Name, BO Account Number and Number of Securities applied for, and within 03 (three) working days from the cut-off date, send to the respective Exchange, the lists of applicants in electronic (text format with tilde '~' separator) format, the certificate(s) issued by its banker, the drafts and certificates received from Non-resident Bangladeshi (NRB) and Foreign applicants and a copy of the list containing the draft information.
7. On the next working day, the Exchanges shall provide the Issuer with the information received from the Stockbroker/Merchant Bankers, the drafts and certificates submitted by Non-resident Bangladeshi (NRB) and Foreign applicants and the list containing the draft information. Exchanges shall verify and preserve the bankers' certificates in their custody.
8. The application/buy instructions shall be preserved by the Stockbroker/Merchant Bankers up to 6 months from listing of the securities with exchange.

Step-3 (Issuer)

9. The Issuer shall prepare consolidated list of the applications and send the applicants' BOIDs in electronic (text) format in a CDROM to CDBL for verification. The Issuer shall post the consolidated list of applicants on its website and websites of the Exchanges. CDBL shall verify the BOIDs as to whether the BO accounts of the applicants are active or not.
10. On the next working day, CDBL shall provide the Issuer with an updated database of the applicants containing BO Account Number, Name, Addresses, Parents Name, Joint Account and Bank Account information along with the verification report.
11. After receiving verification report and information from CDBL, the Issuer shall scrutinize the applications, prepare category wise consolidated lists of valid and invalid applications and submit report of final status of subscription to the Commission and the Exchanges within 10 (ten) working days from the date of receiving information from the Exchanges.
12. The Issuer and the issue manager shall conduct category wise lottery with the valid applications within 03 (three) working days from the date of reporting to the Commission and the Exchanges, if do not receive any observation from the Commission or the Exchanges.
13. The Issuer and issue manager shall arrange posting the lottery result on their websites within 06 (six) hours and on the websites of the Commission and Exchanges within 12 (twelve) hours of lottery.
14. Within 02 (two) working days of conducting lottery, the Issuer shall:
 - a. send category wise lists of the successful and unsuccessful applicants in electronic (text format with tilde '~' separator) format to the respective Exchange.
 - b. send category wise lists 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 tilde '~' separator) format to the Commission and Exchanges mentioning the penalty amount against each applicant.
 - c. issue allotment letters in the names of successful applicants in electronic format with digital signatures and send those to respective Exchange in electronic form.
 - d. send consolidated allotment data (BOID and number of securities) in electronic text format in a CDROM to CDBL to credit the allotted shares to the respective BO accounts.

Step-4 (Intermediary)

15. On the next working day, Exchanges shall distribute the information and allotment letters to the Stockbroker/Merchant Bankers concerned in electronic format and instruct them to:
 - a. remit the amount of successful (other than NRB and Foreign) applicants to the Issuer's respective Escrow Account opened for subscription purpose, and unblock the amount of unsuccessful applicants;
 - b. send the penalty amount of other than NRB and Foreign applicants who are subject to penal provisions to the Issuer's respective Escrow Accounts along with a list and unblock the balance application money;
16. On the next working day of receiving the documents from the Exchanges, the Stockbrokers/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 applicants (other than NRB and foreign) who are subject to penal provisions to the respective 'Escrow' accounts of the Issuer opened for subscription purpose.
17. On the next working day of receiving request from the Stockbrokers/Merchant Bankers, their bankers shall unblock the amount blocked in the account(s) and remit the amount as requested for to the Issuer's 'Escrow' account.
18. Simultaneously, the stockbrokers/Merchant Bankers shall release the application money blocked in the customer accounts; inform the successful applicants about allotment of securities and the unsuccessful applicants about releasing their blocked amounts and send documents to the Exchange evidencing details of the remittances made to the respective 'Escrow' accounts of the Issuer. The unblocked amounts of unsuccessful applicants shall be placed as per their instructions. The Stockbroker/Merchant Banker shall be entitled to recover the withdrawal charges, if any, from the applicant who wants to withdraw the application money, up to an amount of Tk. 5.00 (five) per withdrawal.
19. All drafts submitted by NRB or Foreign applicants shall be deposited in the Issuer's respective 'Escrow' accounts and refund shall be made by the Issuer by refund warrants through concerned stockbroker or merchant banker or transfer to the applicant's bank account (FC account which has been debited to apply by NRB or foreign applicants) through banking channel within 10 (ten) working days from the date of lottery.

Miscellaneous:

20. The Issuer, Issue Manager, Stockbrokers and Merchant Bankers shall ensure compliance of the above.
21. The bank drafts (FDD) shall be issued considering TT Clean exchange rate of Sonali Bank Ltd. on the date of publication of abridged version of prospectus.
22. Amount deposited and blocked in the "Public Issue Application Account" shall not be withdrawn or transferred during the blocking period. Amount deposited by the applicants shall not be used by the Stockbrokers/Merchant Bankers for any purpose other than public issue application.
23. The Issuer shall pay the costs related to data transmission, if claimed by the Exchange concerned up to an amount of Tk.2,00,000.00 (taka two lac) for a public issue.

24. The Stockbroker/Merchant Bankers shall be entitled to a service charge of Tk.5.00 (taka five) only per application irrespective of the amount or category. The service charge shall be paid by the applicant at the time of submitting application.
25. The Stockbroker/Merchant Banker shall provide the Issuer with a statement of the remittance and drafts sent.
26. The Issuer shall accumulate the penalty amount recovered and send it to the Commission through a bank draft/payment order issued in favor of the Bangladesh Securities and Exchange Commission.
27. The concerned Exchange are authorized to settle any complaints and take necessary actions against any Stockbroker/Merchant Banker in case of violation of any provision of the public issue application process with intimation to the Commission.

All eligible Stock Brokers and Merchant Bankers shall receive the IPO subscription.

The IPO subscription money collected from successful applicants (other than NRB applicants) by the Stockbrokers/Merchant Bankers will be remitted to the Company's **MSND Account No. 401213100009660** with **Shahjalal Islami Bank Limited, Satmasjid Road Branch, Dhanmondi, Dhaka-1209, Bangladesh** for this purpose.

The IPO subscription money collected from successful NRB applicants in US Dollar or UK Pound Sterling or EURO shall be deposited to three FC accounts opened by the Company for IPO purpose are as follows:

SL	Name of the A/C	Account No.	Type of A/C	Currency	Bank & Branch
1	Silva	401216100000084	FC A/C	USD	Shahjalal Islami Bank Limited, Satmasjid Road Branch, Dhanmondi, Dhaka-1209
2	Pharmaceuticals	401216500000012		EURO	
3	Limited	401216200000013		GBP	