RIGHTS SHARE OFFER DOCUMENT

Date: May 29, 2019

Rights Offer of 117.806.840 Ordinary Shares of Tk.10.00 each at an issue price of Tk.12.00 each including a premium of Tk.2.00 per share, totaling Tk.1,413,682,080 offered on the basis of 01(One)[R]:02(Two) i.e. One Rights Share against Two existing shares held on the record date after considering 8% stock dividend for the year 2018.

SUBSCRIPTION	
Opens on : July 10, 2019	
Closes on: July 31, 2019	
(Within Banking hours)	

Credit Rating Status					
	Long Term	Short Term			
Entity Rating	AA1	ST-1			
Outlook	Stable				
Date of Rating	July 19, 2018				
Validity of Rating	June 30, 2019				
Ratin	g assigned by: Credit Rating Agency of B	angladesh Limited (CRAB)			

Record Date: June 25, 2019

MANAGER TO THE ISSUE



Amin Court, 4th Floor (Suite # 403-405), 31, BirUttam Shahid Ashfaqueus Samad Road (Previous 62-63, Motijheel C/A), Dhaka-1000 Phone: +88029559602, +88029567726, Fax: 880-2-9558330 Web-site: www.aaafinancebd.com, E-mail: info@aaafinancebd.com

FULLY UNDERWRITTEN BY

AAA Finance & Investment Ltd. Amin Court (4th Floor), Suite 403- 405, 62-63, Motijheel C/A, Dhaka 1000	BetaOne Investments Ltd. Medona Tower (Level - 13) 28, Mohakhali C/A Dhaka-1213	IIDFC Capital Limited Eunoos Trade Centre (Level 7) 52-53, Dilkusha C/A Dhaka -1000	CAPM Advisory Limited Tower Hamlet, 9th Floor, 16 Kemal Ataturk Avenue, Banani C/A, Dhaka-1213
BRAC EPL Investments Ltd. Concord Baksh Tower Plot # 11/A, Road # 48, Block # CWN(A) Kemal Ataturk Avenue, Gulshan-2, Dhaka-1212	EBL Investments Limited Jiban Bima Bhaban (Ground Floor), 10, Dilkusha C/A, Dhaka-1000	BLI Capital Limited Rupayan Trade Centre (10th Floor) 114, Kazi Nazrul Islam Avenue, Banglamotor, Dhaka-1000	Prime Bank Investment Ltd. Tajwar Center (5th Floor) House: 34, Road No: 19/A, Banani,Dhaka-1213
Banco Finance and Investment Limited Shefali Complex (4th Floor) 218/3/A, West Kafrul, Sher-e- Bangla Nagar, Dhaka-1207	Swadesh Investment Management Limited UTC Building, 11th Floor, 8,Panthapath, Kawran Bazar Dhaka-1215	LankaBangla Investments Ltd. City Centre,(Level 24) 90/1 Motijheel C/A, Dhaka 1000	Sandhani Life Finance Ltd. 16 Motijheel C/A, 2nd floor Dhaka-1000



IPDC FINANCE LIMITED

Registered Office:

Hosna Center (4th Floor), 106 Gulshan Avenue, Dhaka - 1212 Tel: +88 09612885533,16519 +(88-02) 55068930-7, Fax:55068928, 55068930 Email: email@ipdcbd.com, Website: www.ipdcbd.com, Facebook: ipdcfinance

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.

Mohammad Ubaydur Rahman, FCS Managing Director AAA Finance & Investment Ltd. Page 1

Prodip Kumar Basak Director Elangladesh Securities and Exchange Commission

Mominul Islam Managing Director & CEO

IPDC Finance Limited

TABLE OF CONTENTS

SI. No.	Particulars	Page Number
01.	The Rights Offer	6-7
02.	Highlights of the rights offer, Risk Factors and management perception	7-11
03.	Date of opening and closing of subscription	12
04.	Purpose of the Rights Issue	12
05.	Statement regarding date of AGM held and dividend declared in the last 5(Five) years	12
06.	Name of Services rendered by IPDC	13-15
07.	Justification for the Issue Price of Rights Shares	16-17
08.	Auditors Report to the Shareholders	18-76
09.	Auditors Report in Form-C	77
10.	Auditors Report in pursuance of Section-135(1) under Para-24 of part-II of the Third Schedule of the Companies Act, 1994	78-82
11.	Length of time IPDC has carried on business	83
12.	Implementation Schedule	83
13.	Quantity of shares held by Sponsor Directors and Shareholders	84
14.	Beneficial owners holding shares 5% or above	84
15.	Description of Board of Directors, Management and Different Committees	85 – 89
16.	Name of the Public listed company under common management	89
17.	Name, address of the underwriters	89 - 91
18	Particulars along with the terms and conditions of the material contracts	91 – 92
19.	Directors subscription details	93
20.	Bankers to the Issue of Rights Share	94 – 95
21.	Statement of Actual Utilization of Fund Raised by Public Offering	96
22.	Statement of Lock-in on the Rights Shares of the Directors (including their renounced shares	97
23.	Terms and Conditions of the Rights Issue	98 – 99
24.	Credit Rating Report	100 – 114
25.	Corporate Governance	115 – 127
26.	Declaration by the Issue Manager (Form-A), Underwriters (Form-B)	128 – 129
27.	Due diligence certificate by the Directors (Form-D)	130
28.	Letter of offer for Rights Issue to the Shareholders	131
29.	Form of Acceptance and Application for Shares, Form-A	132
30.	Form of Renunciation, Form-B	133
31	Application by Renouncee(s), Form-C	134

Mohammad Ubaydur Rahman, FCS Managing Director AAA Finance & Investment Ltd.

PROPOSO TO TO THE TO THE TOTAL THE TOTAL TO THE TOTAL TOT

Page 2

Prodip Kumar Basak Director

Bandadesh Securities and Exchange Commission

Mozninul Islam Managing Director & CEO IPDC Finance Limited