

# ANNUAL REPORT 2016



**FINE FOODS LIMITED**

# Annual Report And Accounts

For the year ended June 30, 2016

**Head Office:**

**Fine Foods Limited**

New Market City Complex (Level-6)

44/1, Rahim Square

New Market, Dhaka-1205

Cell: 01926-766469

Tel-(PABX): 9671320, 9667868

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e-mail: [finefoodsltd@live.com](mailto:finefoodsltd@live.com)

web: [www.finefoodslimited.com](http://www.finefoodslimited.com)

**Project Office:**

**Project-1 (Registered Office)**

Vill: Mondolvog, U.P. 4 no. Chandpur

P.O: Manik khali, P.S: Katiadi

Dist: Kishoregonj

Cell: 01672-475148

**Project-2**

Vill. Machhera, P.O : Chandpur

P.S: Tarakanda, Dist: Mymensingh

Cell: 01672-475148

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**Letter of Transmittal**

To  
All Valued Shareholders  
Bangladesh Securities and Exchange Commission (BSEC)  
Register of Joint Stock Companies and Firms  
Dhaka Stock Exchange Ltd. (DSE)  
Chittagong Stock Exchange Ltd. (CSE)



Dear Sir (s),

We are pleased to enclose a copy of Annual Report of Fine Foods Limited for the year ended 30th June 2016 along with Audited Financial Statements containing Statement of Financial Position, Statement of Comprehensive Income, Statement of Change in Equity and Statement of Cash Flows for the year then ended, and a summary of significant accounting policies and other explanatory informations.

Thank you for your support and cooperation.

Yours truly

A handwritten signature in black ink, appearing to read 'Md. Sohel Hossain', written over a faint background.

(Md. Sohel Hossain)  
Company Secretary

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**CORPORATE INFORMATION  
BOARD OF DIRECTORS**

**Board of Directors**

MR. MIZANUR RAHMAN	CHAIRMAN
MR. MD. NAZRUL ISLAM	MANAGING DIRECTOR & CEO
MR. MD. ANGUR KHAN	INDEPENDENT DIRECTOR
MR. MD. ZAKIR HOSSAIN	INDEPENDENT DIRECTOR
MR. KAMAL MAHMUD	INDEPENDENT DIRECTOR

**Audit Committee**

MR. KAMAL MAHMUD	Chairman
MR. MD. NAZRUL ISLAM	Member
MR. MD. ANGUR KHAN	Member
MR. MD. SOHEL HOSSAIN	Secretary

**Company Secretary**

MD. SOHEL HOSSAIN

**Chief Financial Officer**

MR. S.M. SHAMIM HASAN (FCMA)

**Head of Internal Audit**

MD. ABDUL LATIF

**Head Office**

New Market City Complex (Level-6), 44/1, Rahim Square, New Market, Dhaka-1205

**Project Address**

**Project-1 (Registered Office)**

Vill: Mondolvog, U.P. 4 no. Chandpur P.O: Manikkhali, P.S: Katiadi, Dist: Kishoregonj

Cell: 01672-475148

**Project-2**

Vill. Machhera, P.O : Chandpur P.S: Tarakanda, Dist: Mymensingh

Cell: 01672-475148

**Auditors**

G. Kibria & CO.

Chartered Accountants

24-25, Dilkusha Comercial Area, Dhaka-1000, Bangladesh.

**Bankers**

Premiar Bank Limited

## 5 YEAR'S STATISTICS

(Taka in Thousand)

Particulars	2015-2016	2014-2015	2013-2014	2012-2013	2011-2012
Authorized Capital	10,00,000	10,00,000	10,00,000	10,00,000	10,00,000
Paid-up Capital	1,30,400	1,30,400	1,30,400	1,27,844	1,16,221
Fixed Assets	72,158	73,403	74,760	76,243	74,274
Turnover (Sales)	34,874	26,056	23,430	34,695	35,651
Gross Profit/(L)	14,786	847	(3,979)	2,690	1,049
Retained Earning/(L)	2,783	(7,863)	(5,919)	613	(1,454)
Earning per Share	0.816	(0.149)	(0.475)	0.046	(0.125)
No. of Shareholder		4,188	5,320	4,344	3,460

## Fine Foods Limited

New Market City Complex (Level-6)  
44/1, Rahim Square, New Market, Dhaka-1205

### Notice of the 22nd Annual General Meeting

Notice is hereby given to all concern and shareholder(s) of the Company that its 22nd Annual General Meeting will be held in the Registered Office: Vill: Mondolvog, U.P. 4 no Chandpur, P.O: Manikkhali, P.S: Katiadi, Dist: Kishoregonj, Bangladesh on the 17th December 2016, Saturday at 01.30 pm to transact the following agenda :

1. To receive, consider and adopt the Audited Accounts as of 30th June, 2016 together with report of the Auditor's and the Director's thereon.
2. To elect Director's in place of retiring ones.
3. To declare and approve Dividend for the year ended June 30, 2016.
4. To appoint Auditors and to fix their remuneration.

By Order of the Board

Sd/-

(Md. Sohel Hossain)

Company Secretary

Dated :

December 04, 2016

#### Notes :

- a. 21st November, 2016 has been scheduled as record date, the shareholders whose names will appear in the register of members of the Company or in the Depository on the "Record Day" (21st November, 2016) will be eligible to attend the AGM.
- b. A member entitled to attend and vote at the Annual General Meeting may appoint a proxy to attend and vote on his/her behalf. The proxy form duly stamped with revenue stamp of TK. 10.00 (Ten) only, must be deposited at the Head Office of the Company not later than 48 hours before the fixed for the meeting.
- c. Members are requested to notify change of address, if any, to the Company.
- d. Admission to the meeting room will be strictly on production of the attendance slip.
- e. **No gift, cash or kind will be given for attending the meeting according to the circular of BSEC.**

**Message from the Managing Director**

Heartiest congratulation and welcome to all shareholders and institutions including BSEC, DSE, CSE and our well-wishers on behalf of Fine Foods Limited.


Fine Foods Limited is now at a viable position after crossing a lot of hurdles from beginning its operation. In its struggle with environmental adversity, this agro-company has continued its effort to leap ahead with success.



In its year of establishment as Public Limited Company in 2002, the company declared 20% cash Dividend. Then in 2005 cash 5%, in 2008 cash 5% and stock 5%, in 2009 stock 15%, in 2010 stock 25%, in 2011 stock 10%, in 2012 stock 10% and in 2013 stock 2% Dividend was declared. And this year (2016) was declared 2% stock Dividend also. You know, its business was commenced with one project and it has already started a another new project. I strongly hope in the next year our success would be continued Inshallah.

I firmly believe that once Fine Foods Limited shall be established as a complete successful company of the country.

Thanks to all again.

  
 (Nazrul Islam)  
 Managing Director & CEO

Particulars	2016	2015
Revenue	1,234,567,890	1,123,456,789
Expenses	(876,543,210)	(765,432,109)
Profit	358,024,680	358,024,680



## সম্মানিত শেয়ারহোল্ডার বৃন্দ আসসালামু আলাইকুম

ফাইন ফুডস লিমিটেড-এর ২২তম বার্ষিক সাধারণ সভায় আপনাদেরকে স্বাগত জানাচ্ছি এবং ৩০ শে জুন, ২০১৬ইং সমাপনী বৎসরের নিরীক্ষিত আর্থিক বিবরণীসহ বার্ষিক প্রতিবেদন আপনাদের সম্মুখে উপস্থাপন করতে পেরে আমি গর্বিত ও সম্মানিত বোধ করছি।

### কোম্পানীর বিষয়াদির অবস্থা :

#### ১.১। পরিচিতি :

কোম্পানীটি ১১/০৭/১৯৯৪ইং সনে রেজিস্ট্রার অব জয়েন্ট স্টক কোম্পানীজ ও ফার্মস, বাংলাদেশের অনুমতি নিয়ে কিশোরগঞ্জ জেলার কটিয়াদী থানার চাঁদপুর ইউনিয়নের মন্ডলভোগ গ্রামে স্থাপিত হয় যার বাণিজ্যিক উৎপাদন শুরু হয় ১৬/০১/১৯৯৫ইং সনে। ফাইন ফুডস লিমিটেড মাছ, দুধ ও পুষ্টি জাতীয় খাদ্য উৎপাদন করে জিডিপি উন্নয়নে অব্যাহতভাবে অবদান রেখে আসছে।

#### ১.২। মানব সম্পদ :

কোম্পানীতে বর্তমানে প্রত্যক্ষ ও পরোক্ষভাবে প্রত্যন্ত অঞ্চলের প্রায় তিনশতাধিক লোকের কর্মসংস্থান হয়েছে।

#### ২। অগ্রগতি ও আর্থিক ফলাফল :

ফাইন ফুডস লিমিটেড একটি কৃষিভিত্তিক কোম্পানী। মাছ, মাছের পোনা এর প্রধান উৎপাদিত পণ্য। ২০১৫-২০১৬ অর্থ বছরে পুকুর পরিশোধন সহ প্রকল্প-২ এর চলমান বিভিন্ন সংস্কারমূলক কাজ অনেকাংশে সম্পন্ন করতে পেরে আমরা আমাদের কাজিত লক্ষ্য মাত্রা অর্জনের পথে এগুতে পারছি। আমরা ভীষণ আশাবাদি। আমাদের দৃঢ় আশা, পরবর্তী অর্থ বছরে (২০১৬-২০১৭) আমরা উক্ত সংস্কারমূলক কাজের অবশিষ্ট অংশ সমূহ সম্পন্ন করার মাধ্যমে আমাদের প্রত্যাশিত সফলতা আরো বেশি অর্জন করতে পারব ইনশাল্লাহ্।  
নিম্নে ২০১৪-২০১৫ অর্থ বছরের সাথে এ অর্থবছরের (২০১৫-২০১৬) একটি সংক্ষিপ্ত তুলনামূলক চিত্র উপস্থাপন করা হলোঃ

বিবরণ	২০১৫-২০১৬	২০১৪-২০১৫
বিক্রয়	৩৪,৮৭৩,৮৯৯/-	২৬,০৫৬,৩৫০/-
উৎপাদন ব্যয়	২০,০৮৭,৯৪৭/-	২৫,২০৯,৫০৯/-
মোট লাভ/(ক্ষতি)	১৪,৭৮৫,৯৫২/-	৮৪৬,৮৪১/-
নীট লাভ/(ক্ষতি)	১০,৬৪৬,৯৩৫/-	(১৯,৪৩,৫২৬)/-

### ৩. ব্যবসায়িক কার্যক্রম পর্যালোচনা:

প্রিয় শেয়ারহোল্ডারবৃন্দ আপনারা জানেন যে, ফাইন ফুডস লিমিটেড একটি কৃষিভিত্তিক উৎপাদনমুখী প্রতিষ্ঠান। প্রতিষ্ঠার শুরু থেকে আজ পর্যন্ত অনেক চড়াই উৎড়াই পার করে ইহা বর্তমানে একটি শক্ত ভিত্তির উপর প্রতিষ্ঠিত। পাবলিক লিমিটেড কোম্পানী হিসেবে প্রতিষ্ঠার পর থেকে আজ পর্যন্ত ১৪টি অর্থবছরের মধ্যে ৮টি অর্থবছরেই প্রতিষ্ঠানটি সফলতার সাথে লভ্যাংশ অর্জন, ঘোষণা ও বিতরণ করেছে। তার-ই ধারাবাহিকতায় এ বছরেও প্রকল্প গুলোর অভ্যন্তরীণ সংস্কার কাজ সম্পন্ন করে উৎপাদন কার্যক্রম পুরোদমে (উভয় প্রকল্পে) শুরু করার ফলে গত বছরের তুলনায় এ অর্থবছরে আমরা ক্ষতি (Loss) পুষিয়ে মোটামোটি কাঙ্ক্ষিত ফল (Profit) অর্জন করতে সক্ষম হয়েছি। এজন্য আমরা সকলকে আন্তরিকভাবে ধন্যবাদ ও কৃতজ্ঞতা জানাচ্ছি। এছাড়া উল্লেখ্য যে, জমি ক্রয়ের নিমিত্তে অগ্রীম বাবদ যে ১.২০ কোটি টাকা প্রদান করা হয়েছিল তার প্রেক্ষিতে এ অর্থবছরে জমির মালিকগনের সাথে একটি সমঝোতা চুক্তি স্বাক্ষরিত হয় যেখানে অগ্রিম বাবদ প্রদত্ত উক্ত টাকা কোম্পানীকে বিভিন্ন কিস্তিতে ফেরত দেয়া সাপেক্ষে জমির দখল জমির মালিকগনকে বুঝিয়ে দেয়া হবে মর্মে সিদ্ধান্ত গৃহীত হয়। সেই মোতাবেক গত ২৩-১০-২০১৬ইং তারিখে ১ম কিস্তি হিসেবে জমির মালিকগন ২০ লক্ষ টাকা কোম্পানীকে ফেরত দেয় এবং শীঘ্রই বাকি ১ কোটি টাকা কিস্তির মাধ্যমে ফেরত প্রদান করবে বলে অবগত করে। পরিচালনা পর্ষদ প্রতিজ্ঞাবদ্ধ যে, আরো দৃঢ়ভাবে প্রচেষ্টা চালানোর মাধ্যমে যেন ২০১৬-২০১৭ অর্থ বছরে কোম্পানী আরো বেশি করে লাভের (Profit) ধারাবাহিকতায় ফিরতে পারে। আমরা আন্তরিকভাবে বিশ্বাস করি, আমাদের এই প্রচেষ্টার মাধ্যমে কাঙ্ক্ষিত ফল অর্জন করতে সক্ষম হবো এবং সহযোগিতা হিসাবে অতীতের মত আগামী দিনেও আপনাদের সহযোগিতা আমরা পুরোপুরিভাবে পাব।

### ৪। পরিচালক মন্ডলীর সভা :

২০১৫-২০১৬ অর্থ বছরে পরিচালনা পর্ষদের মোট সাতটি সভা অনুষ্ঠিত হয়। উক্ত সভাসমূহে বেশকিছু নীতিগত এবং গুরুত্বপূর্ণ বিষয়ে আলোচনা ও সিদ্ধান্ত গৃহীত হয়। সভা সমূহের সকল সিদ্ধান্ত সভায় উপস্থিত সকল পরিচালক বৃন্দের সর্বসম্মতিক্রমে গৃহীত হয়।

### ৫। লভ্যাংশ সংক্রান্ত মন্তব্য :

এই অর্থ বছরে (২০১৫-২০১৬) কোম্পানীর আর্থিক হিসাবের ফলাফলে “লাভ”(Profit) হওয়ায় পরিচালনা পর্ষদ ২০১৫-২০১৬ অর্থ বছরের জন্য ২% স্টক লভ্যাংশের প্রস্তাব করেন।

### ৬। পরিচালকগণের অবসর গ্রহণ ও পুনঃ নিয়োগ :

Corporate Governance Guideline-এর নির্দেশনা মোতাবেক স্বতন্ত্র পরিচালক হিসাবে জনাব মো: জাকির হোসেন-এর মেয়াদ শেষ হয়ে যাওয়ায় তার স্থলে জনাব মো: আলিমুল হাসান শাহিন কে এক টার্ম নিয়োগের জন্য প্রস্তাব করা হলো।

#### ৭। নিরীক্ষক নিয়োগ ও তাদের পারিশ্রমিক নির্ধারণঃ

মেসার্স জি. কিবরিয়া এন্ড কোম্পানী, চার্টার্ড একাউন্ট্যান্টস এ অর্থ বছর (২০১৫-২০১৬) কোম্পানীর বার্ষিক হিসাব নিরীক্ষা করেছেন। বিধি ও বিএসইসি-র নির্দেশনা মোতাবেক ২০১৬-২০১৭ অর্থ বছরের জন্যও তারা যোগ্য। বিধায়, নিরীক্ষক হিসাবে মেসার্স জি কিবরিয়া এন্ড কোং, চার্টার্ড একাউন্ট্যান্টসকে (২৪-২৫ দিলকুশা (৬ষ্ঠ তলা) ঢাকা-১০০০) ২০১৬-২০১৭ অর্থ বছরের জন্য বার্ষিক ১,০০,০০০ (এক লক্ষ) টাকা পারিশ্রমিক-এর বিনিময়ে পুনরায় নিয়োগ-এর জন্য প্রস্তাব করা হলো।

#### ৮। নিরীক্ষকের সংরক্ষিত মন্তব্যের উপর আমাদের বক্তব্য :

নিরীক্ষক-এর গুরুত্বারূপকৃত মন্তব্যের (Emphasis of Matter) আলোকে আমাদের বক্তব্যঃ

সম্মানিত নিরীক্ষক মহোদয় Emphasis of Matter এর আওতায় যে মন্তব্য করেছেন তাকে আমরাও যথেষ্ট গুরুত্ব প্রদান করি। এ অর্থ বছরে (২০১৬-২০১৭) আমরা উহা পালন করার জন্য সর্বোচ্চ প্রচেষ্টা গ্রহণ করব।

#### ৯। বোর্ড সভা ও উপস্থিতি :

২০১৫-২০১৬ অর্থ বছরে ৪টি অডিট কমিটির সভা এবং ৭টি বোর্ড সভা অনুষ্ঠিত হয় যাতে গড়ে ৯০% পরিচালক উপস্থিত ছিলেন। উক্ত সভাসমূহে বেশ কিছু নীতিগত এবং গুরুত্বপূর্ণ বিষয়ের উপর আলোচনা ও সিদ্ধান্ত গৃহীত হয়। বোর্ড সভার সকল সিদ্ধান্ত সর্বসম্মতিক্রমে গৃহীত হয়।

#### ১০। নিরীক্ষা কমিটি :

BSEC কর্তক জারীকৃত প্রজ্ঞাপন নং SEC/CMRRCD/2006-158/134/admin/44 মোতাবেক নিম্নোক্ত বোর্ড সদস্যদের নিয়ে নিরীক্ষা কমিটি পুনঃগঠন করা হয়েছে এবং তাঁরা যথাযথভাবে তাঁদের উপর অর্পিত দায়িত্ব পালন করেছে।

নং	নাম	কোম্পানীতে পদমর্যাদা	কমিটিতে পদমর্যাদা
০১	মি: কামাল মাহমুদ	স্বতন্ত্র পরিচালক	চেয়ারম্যান
০২	মি: নজরুল ইসলাম	ব্যবস্থাপনা পরিচালক	মেম্বর
০৩	মি: মো: আব্দুর খান	স্বতন্ত্র পরিচালক	মেম্বর
০৪	মি: মো: সোহেল হোসেন	কোম্পানী সচিব	সচিব

**১১। চলমান ব্যবসা প্রতিষ্ঠান :**

আর্থিক বিবরণীর অনুমোদন কালে পরিচালকবৃন্দ যথাযথ অনুসন্ধান করে পরিচালন ও আর্থিক সূচকসমূহ বিশ্লেষণ করেছেন। পরিচালকবৃন্দ আশ্বস্ত হয়েছেন যে, ভবিষ্যতে বর্তমান অবস্থা থেকে আরো উন্নতি করনে ও সুষ্ঠুভাবে পরিচালনায় কোম্পানীর সামর্থ্য রয়েছে।

**উপসংহার :**

পরিশেষে মহান সৃষ্টিকর্তাকে কৃতজ্ঞতা ও সকল সম্মানিত শেয়ার মালিকগণ, প্রতিষ্ঠানে কর্মরত সকল স্তরের কর্মকর্তা কর্মচারীবৃন্দ, শ্রমিকবৃন্দসহ কোম্পানীর সকল সহযোগীবৃন্দ ও প্রতিষ্ঠান সমূহকে তাঁদের ঐকান্তিক আন্তরিকতা এবং বিভিন্ন প্রতিকূলতার মাঝেও সর্বদা পাশে থাকার জন্য পরিচালকমন্ডলীর পক্ষ থেকে আবারো আন্তরিক ধন্যবাদ ও কৃতজ্ঞতা জ্ঞাপন করছি।

পরিচালক মন্ডলীর পক্ষে



(নজরুল ইসলাম)  
ব্যবস্থাপনা পরিচালক

## REPORT OF AUDIT COMMITTEE

For the year 2015-2016

Fine Foods Limited constituted an Audit Committee as a sub-committee of the Board of Directors. The Audit Committee is responsible to the Board and they assist the Board of Directors in ensuring that the financial statements reflect true and fair view of the state of affairs of the company and in ensuring a good monitoring system within the business. The duties and responsibilities of the Audit Committee are clearly set forth in writing by the Board in the Audit Committee Charter.

### Composition of Audit Committee:

The Audit Committee consists of the following members:

Name of Members	Position in the Committee	Positon in the Board
Mr. Kamal Mahmud	Chairman	Independent Director
Mr. Nazrul Islam	Member	Managing Director
Mr. Md. Angur Khan	Member	Independent Director
Mr. Md. Sohel Hossain	Secretary	Company Secretary

### Function of the Audit Committee defined as under:

- Review the Audit Financial Statements and recommended to approved for statutory purpose.
- Review Internal Audit Systems and monitoring the function of Internal Audit Department.
- Review the implementation of signification issues as recommended to the Board.
- Review the function of management policy, system of governance.
- Review and consider the internal report and statutory auditors' observation and internal control.
- Review the quarterly and half yearly financial statements before submission to the board for approval and to the stakeholders as a statutory requirement.

### Activities carried out during the year

The committee reviewed and discussed the procedure and task of the internal audit, financial report preparation and the external auditors' observation in their reports on the draft financial statements of the company initialed by the auditors for the year ended 30th June 2016. The committee found the statements adequate arrangement to present a true and fair view of the financial status of the company; and did not find any material deviation, discrepancies or any adverse finding/observation in the areas of reporting and disclosures.

### Acknowledgement

The Audit Committee expressed its sincere thanks to the members of the Board, management and the Auditors for their support in carrying out its duties and responsibilities effectively.

Sd/-

**Kamal Mahmud**

Chairman, Audit Committee

## Compliance Certificate



**RAHMAN MUSTAFIZ HAQ & CO.**

CHARTERED ACCOUNTANTS

58, Naya Paltan (3rd Floor), Dhaka-1000

**Certificate of Compliance with the conditions of  
Corporate Governance Guidelines to the Shareholders of  
Fine Foods Limited**

This is to certify that Fine Foods Limited has complied with all the conditions of Corporate Governance Guidelines imposed by the Bangladesh Securities and Exchange Commission vide their notification no. SEC/CMRRC/2006/158/134/Admin/44 dated August 7, 2012.

Dated: Dhaka  
27 October, 2016

**Rahman Mustafiz Haq & Co.  
Chartered Accountants**



## ANNUAL REPORT 2016

### REPORTING THE COMPLIANCE OF CORPORATE GOVERNANCE:

Status of compliance with the conditions imposed by the commission's Notification No. SEC/CMRRCD/2006-158/134/ADMIN/44 Dated 07 August 2012 issued under section 2CC of the Securities and Exchange Ordinance, 1969.

Condition No	Title	Compliance status	Explanation for non compliance compliance with the condition
1.0	<b>BOARD OF DIRECTORS</b>		
1.1	Board Size (number of directors and sponsors- minimum 5 and maximum 20)	Complied	
1.2 (i)	Independent Directors (at least one fifth of total number of directors shall be independent director)	Complied	
	(ii) Independent Directors means-		
	(a) Who either does not hold any share in the company or holds less than one percent (1%) shares of the total paid-up shares of the Company.	Complied	
	(b) Who is not a sponsor of the company and is not connected with the company's any sponsor or director or shareholder.	Complied	
	(c) Who does not have any other relationship, whether pecuniary or otherwise, with the company or its subsidiary/associated companies.	Complied	
	(d) Who is not a member, director or officer of any stock exchange.	Complied	
	(e) Who is not a shareholder , director or officer of any member of stock exchange or an intermediary of the capital market.	Complied	
	(f) Who is not a partner or an executive or was not a partner or an executive during the preceding 3 (three) years of the concerned company's statutory audit firm.	Complied	
	(g) Who shall not be an independent director in more than 3 (three) listed companies.	Complied	
	(h) Who has not been convicted by a court of competent jurisdiction as a defaulter in payment of any loan to a bank or a Non-Bank Financial Institution (NBF).	Complied	
	(i) Who has not been convicted for a criminal offence involving moral turpitude.	Complied	
	(iii) The Independent director(s) shall be appointed by the board of directors and approved by the shareholders in the Annual General Meeting (AGM).	Complied	
	(iv) The post of independent director(s) can not remain vacant for more than 90 (ninety) days.	Complied	

Condition No	Title	Compliance status	Explanation for non compliance compliance with the condition
(v)	The board shall lay down a code of conduct of all board members and annual compliance of the code to be recorded.	Complied	
(vi)	The tenure of office of an independent director shall be for a period of 3 (three) years, which may be extended for 1 (one) term only.		Shall be Complied in 22nd AGM
1.3	<b>Qualification of Independent Director</b>		
(i)	Independent Director shall be a knowledgeable individual with integrity who is able to ensure compliance with financial, regulatory and corporate laws and can make meaningful contribution to business.	Complied	
(ii)	The person should be a Business Leader/Corporate Leader/Bureaucrat/ University Teacher with Economics or Business Studies or Law background/ Professionals like Chartered Accountants, Cost & Management Accountants, Chartered Secretaries. The independent director must have at least 12 years of corporate management/professional experiences.	Complied	
(iii)	In special cases the above qualifications may be relaxed subject to prior approval of the Commission.	None	
1.4	<b>Chairman &amp; Chief Executive Officer should be different persons</b>	Complied	
1.5	<b>The Director's Report to Shareholders</b>		
(i)	Industry outlook and possible future developments in the industry.	Complied	
(ii)	Segment-wise or product-wise performance.	Complied	
(iii)	Risks and concerns.	Complied	
(iv)	A discussion on Cost of Goods Sold, Gross Profit Margin and Net Profit Margin.	Complied	
(v)	Discussion on continuity of any Extra-Ordinary gain or loss.	None	
(vi)	Basis for related party transactions-a statement of all related party transactions should be disclosed in the annual report.	Complied	
(vii)	Utilization of proceeds from public issues, rights issues and/or through any others instruments.	Complied	
(viii)	An explanation if the financial results deteriorate after the company goes for Initial Public Offering (IPO), Repeat Public Offering (RPO), Rights Offer, Direct Listing, etc.	Complied	
(ix)	If significant variance occurs between Quarterly Financial performance and Annual Financial Statements the management shall explain about the variance on their Annual Report.	Complied	
(x)	Remuneration to directors including independent directors.	Complied	
(xi)	Fairness of Financial Statements.	Complied	



Condition No	Title	Compliance status	Explanation for non compliance compliance with the condition
(xii)	Books of Account (maintenance of proper books of account).	Complied	
(xiii)	Adaption of appropriate accounting policies & estimates.	None	
(xiv)	International Accounting Standards Applicable in Bangladesh (applicable & adequate disclosure of any departure).	Complied	
(xv)	System of internal control (soundness and efficiency of internal Control System)	Complied	
(xvi)	Going Concern (ability to continue as a Going Concern).	Complied	
(xvii)	Deviation of Operating Results (highlighting significant deviations from last year in operating results).	Complied	
(xviii)	Presentation of key operating and financial data (Summarized financial data of at least preceding 05 years).	Complied	
(xix)	Declaration of dividend.	Complied	2% stock Dividend declared
(xx)	Number of Board meetings held during the year and attendance by each director.	Complied	
<b>(xxi)</b>	<b>Pattern of share holding (disclosing aggregate number of shares)-</b>		
(a)	Parents/Subsidiary/Associate Companies.	None	
(b)	Directors, Chief Executive Officer, Company Secretary, Chief Financial Officer, Head of Internal Audit and their spouses and minor children.	Complied	
(c)	Executive.	Complied	
(d)	Shareholders Holding Ten Percent or More Voting interest.	None	
<b>(xxii)</b>	<b>Appointment/Reappointment of Directors-</b>	Complied	
(a)	A brief resume of the director.	Complied	
(b)	Nature of his/her expertise in specific functional areas.	Complied	
(c)	Names of companies in which the person also holds the directorship and the membership of committees of the board.	Complied	
2.0	<b>CHIEF FINANCIAL OFFICER (CFO), HEAD OF INTERNAL AUDIT AND COMPANY SECRETARY (CS).</b>		
2.1	Appointment of CFO, Head of Internal Audit and Company Secretary and defining their respective roles, responsibilities and duties.	Complied	
2.2	Attendance of CFO and the company secretary at Board of Directors Meeting.	Complied	
3.0	<b>AUDIT COMMITTEE</b>		
(i)	An Audit Committee as a sub-committee of the Board of Directors	Complied	

Condition No	Title	Compliance status	Explanation for non compliance compliance with the condition
(ii)	The Audit Committee shall assist the Board of Directors in ensuring that the financial statements reflect true and fair view of the state of affairs of the company and in ensuring a good monitoring system within the business.	Complied	
(iii)	The Audit Committee shall be responsible to the Board of Directors. The duties of the Audit Committee shall be clearly set forth in writing.	Complied	
<b>3.1</b>	<b>Constitution of the Audit Committee.</b>		
(i)	Composition of the Audit Committee (should be composed at least three members).	Complied	
(ii)	Audit Committee Members Appointment (members should be appointed by the Board with at least one Independent Directors).	Complied	
(iii)	All members of the audit committee should be "financially literate" and at least 1 (one) member shall have accounting or related financial management experience.	Complied	
(iv)	Term of service of Audit Committee (Board to ensure continuite of mimimum prescribed number of members).	Complied	
(v)	The company secretary shall act as the secretary of the Committee.	Complied	
(vi)	The quorum of the Audit Committee meeting shall not constitute without at least 1 (one) independent director.	Complied	
<b>3.2</b>	<b>Chairman of the Audit Committee:</b>		
(i)	The Board of Directors shall select 1 (one) member of the Audit Committee to be Chairman of the Audit Committee, who shall be an independent director.	Complied	
(ii)	Chairman of the audit committee shall remain present in the Annual General Meeting (AGM)	Complied	
<b>3.3</b>	<b>Role of The Audit Committee</b>		
(i)	Oversee the financial reporting process.	Complied	
(ii)	Monitor choice of accounting policies and principles.	Complied	
(iii)	Monitor Internal Control Risk management process.	Complied	
(iv)	Oversee hiring and performance of external auditors.	Complied	
(v)	Review along with the management, the annual financial statements before submission to the board for approval.	Complied	
(vi)	Review along with the management, the quarterly and half yearly financial statements before submission to the board for approval.	Complied	
(vii)	Review the adequacy of internal audit function	Complied	

Condition No	Title	Compliance status	Explanation for non compliance with the condition
(viii)	Review statement of significant related party transactions submitted by the management.	Complied	
(ix)	Review Management Letters/Letter of Internal Control weakness issued by statutory auditors.	Complied	
(x)	The company shall disclose to the Audit Committee about the uses/ applications of funds.	Complied	
<b>3.4</b>	<b>Reporting of The Audit Committee</b>		
<b>3.4.1</b>	<b>Reporting to the Board of Directors</b>		
(i)	Reporting on the activities of the Audit Committee to the Board of Directors.	Complied	
(ii)	The Audit Committee shall immediately report to the Board of Directors on the following findings, if any:		
(a)	Reporting of conflict of interest to the Board of Directors.		No Such Incident
(b)	Reporting of any fraud or irregularity or material defect in the Internal Control System to the Board of Directors.		No Such Incident
(c)	Reporting of non-compliance of Laws to the Board of Directors.		No Such Incident
(d)	Reporting of any other matter to the Board of Directors.		No Such Incident
<b>3.4.2</b>	<b>Reporting to Authorities (if any material impact on the financial condition &amp; result of operation, unreasonably ignored by the Management)</b>		No Such Incident
<b>3.4.3</b>	<b>Reporting of activities to the Shareholders</b>	Complied	
<b>4.00</b>	<b>EXTERNAL/STATUTORY AUDITORS</b>		
(i)	Non-engagement in appraisal or valuation services Complied.	Complied	
(ii)	Non-engagement in designing of Financial information systems Complied	Complied	
(iii)	Non-engagement in Book keeping or other services related to the accounting records or financial statements Complied.	Complied	
(iv)	Non-engagement in Broker-Dealer services Complied	Complied	
(v)	Non-engagement in Actuarial services Complied.	Complied	
(vi)	Non-engagement in Internal audit services Complied.	Complied	
(vii)	Non-engagement in any other services that the Audit Committee determines.	Complied	
(viii)	No partner or employees of the external audit firms shall possess any share of the company they audit at least during the tenure of their audit assignment of that company	Complied	
(ix)	Audit/Certification services on compliance of Corporate Governance as required Under close (i) of condition no.7	Complied	

Condition No	Title	Compliance status	Explanation for non compliance compliance with the condition
5.00	<b>SUBSIDIARY COMPANY</b>		
(i)	Provisions relating to the composition of the Board of Directors of the holding company shall be made applicable to the composition of the Board of Directors of the subsidiary company	N/A	
(ii)	At least 1 (one) independent director on the Board of Directors of the holding company shall be a director on the Board of Directors of the subsidiary company.	N/A	
(iii)	The minutes of the Board meeting of the subsidiary company shall be placed for review at the following Board meeting of the holding company	N/A	
(iv)	The minutes of the respective Board meeting of the holding company shall state that they have reviewed the affairs of the subsidiary company also	N/A	
(v)	The Audit Committee of the holding company shall also review the financial statements, in particular the investments made by the subsidiary company	N/A	
6.00	<b>DUTIES OF CHIEF EXECUTIVE OFFICER (CEO) AND CHIEF FINANCIAL</b>		
	The CEO and CFO shall certify to the Board that:-		
(i)	They have reviewed financial statements for the year and that to the best of their knowledge and belief:		
(a)	These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading.	Complied	
(b)	These statements together present a true and fair view of the company's affairs and are in compliance with existing accounting standards and applicable laws.	Complied	
(ii)	There are, to the best of knowledge and belief, no transactions entered into by the company during the year which are fraudulent, illegal or violation of the company's code of conduct..	Complied	
7.00	<b>REPORTING AND COMPLIANCE OF CORPORATE GOVERNANCE</b>		
(i)	Chartered Accountants Certificate regarding compliance of conditions of Corporate Governance Guidelines of the Commission and shall send the same to the shareholders along with the Annual Report on a yearly basis.	Complied	
(ii)	The directors of the company shall state, in accordance with the Annexure attached, in the directors' report whether the company has complied with these conditions.	Complied	

**The Pattern of Shareholding  
as on 30-06-2016**

Sl No	Name of Shareholders	Status	No. of Shares held	Percentage of Share Holdings (%)
a)	Parents/Subsidiary/Associate Companies	n/a	n/a	
b)	Directors, Sponsors, Company Secretary, Chief Financial Officer			
1	Mr. Mizanur Rahman	Chairman	Nil	Nil
2	Mr. Nazrul Islam	MD & CEO	1,36,323	1.05
3	Md. Zakir Hossain	Independent Director	Nil	Nil
4	Md. Angur Khan	Independent Director	1,542	0.01
5	Mr. Kamal Mahmud	Independent Director	Nil	Nil
6	Md. Sohel Hossain	Company Secretary	Nil	Nil
7	S.M. Shamim Hasan (FCMA)	CFO	28,000	0.21
8	Mr. Md. Abdul Latif	Head of Internal Audit	Nil	Nil
c)	Executives		Nil	Nil
d)	Share holder holding Ten percent or more voting interest		Nil	Nil

The expression "executives" means top five salaried employees of the company, other than the Directors, Company Secretary, Chief Financial Officer and Head of internal Audit.

**Key Operating and Financial Data of Last Five Years**

as on 30-06-2016

(Taka in Thousand)

Particulars	2015-2016	2014-2015	2013-2014	2012-2013	2011-2012
Authorized Capital	10,00,000	10,00,000	10,00,000	10,00,000	10,00,000
Paid-up Capital	1,30,400	1,30,400	1,30,400	1,27,844	1,16,221
Fixed Assets	72,158	73,403	74,760	76,243	74,274
Turnover (Sales)	34,874	26,056	23,430	34,695	35,651
Gross Profit/(L)	14,786	847	(3,979)	2,690	1,049
Retained Earning/(L)	2,783	(7,863)	(5,919)	613	(1,454)
Earning per Share	0.816	(0.149)	(0.475)	0.046	(0.125)
No. of Shareholder		4,188	5,320	4,344	3,460

Annexure-v

**Board of Directors Meeting**

as on 30-06-2016

Name of the Directors	Meeting Held	Attended
Mr. Mizanur Rahman	7	6
Mr. Nazrul Islam	7	7
Mr. Md. Angur Khan	7	7
Mr. Md. Zakir Hossain	7	5
Mr. Kamal Mahmud	7	7

**REPORT ON FINANCIAL STATEMENTS  
FOR THE YEAR 2015-2016  
BY CEO AND CFO**

The financial statements of Fine Foods Limited. have been prepared in according with the Companies Act, 1994, International Accounting Standards (IAS)/Bangladesh Accounting Standards (BAS)/International Financial Reporting Standards (IFRS)/Bangladesh Financial Reporting Standards (BFRS) and other applicable laws, rules and regulations.

In this regard, we also certify to the board that:

(i) We have reviewed financial statements for the year and to the best of our knowledge and belief:

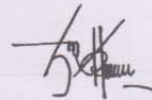
a) These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading.

b) These statements together present a true and fair view of the company's affairs and are in compliance with existing accounting standards and applicable laws.

(ii) There are, to the best of knowledge and belief, no transaction entered into by the company during the year which are fraudulent, illegal or violation of the company's code of conduct.



**(Md. Nazrul Islam)  
Managing Director**



**(S.M. Shamim Hasan FCMA)  
Chief Financial Officer**

**Independent Auditors Report  
To The Shareholders of Fine Foods Limited**

We have audited the accompanying Financial Statements of **FINE FOODS LIMITED**, which comprise the statement of financial position as of June 30, 2016 and the related statement of Comprehensive Income, statement of changes in equity and statement of cash flows for the year then ended, and a summary of significant accounting policies and other explanatory information.

**Management's responsibility for the financial statement**

Management is responsible for the preparation and fair presentation of these financial statements in accordance with Bangladesh Accounting Standards (BASs) and Bangladesh Financial Reporting Standards (BFRSs), The Companies Act, 1994 and other applicable laws and regulation, and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

**Auditor's responsibility**

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with Bangladesh Standards on Auditing (BSAs). Those standards require that we comply with relevant ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on our judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, we consider internal control relevant to the entity's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

**Opinion**

In our opinion, the financial statements present fairly, in all material respects, the financial position of Fine Foods Ltd. as at June 30, 2016 and its financial performance and its cash flows for the year then ended in accordance with Bangladesh Accounting Standards (BASs) and Bangladesh Financial Reporting Standards (BFRSs), the Companies Act 1994, and other applicable laws and regulations.



**Emphasis of Matter:**

We draw attention to the following matters, though our opinion is not qualified in respect of the same:

- a) To establish proper internal control over the sales and its realization, it is suggested to deposit into Bank Account of the Company the daily collection of Sale proceeds. Any fund needed by the Company should be withdrawn from Bank on the basis of fund requisition to be prepared according to the need of the day. Moreover it could help to comply the requirements of section 30 (i) & (M) of the Income Tax Ordinance, 1984.
- b) As disclosed in the note 17 regarding Workers Profit Participation Fund (WPPF), management should operate the fund through trusty board as per approved trustee deed and complying the Labour Act. 2010.

**We also report that:**

- a) We have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit and made due verification thereof;
- b) In our opinion proper books and accounts as required by law have been kept by the company so far as it appeared from our examination of those books.
- c) The company's statement of financial position, statement of comprehensive income and statement of cash flows dealt with notes by the report are in agreement with the books of accounting and returns; and
- d) The expenditure incurred was for the purposes of the company's business.

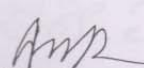
Place: Dhaka  
Date: 27-October-2016

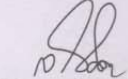
  
G.KIBRIA & Co.  
Chartered Accountants

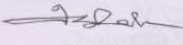
**FINE FOODS LIMITED**  
**STATEMENT OF FINANCIAL POSITION**  
**AS AT 30 JUNE 2016**

Particulars	Notes	Figures in Taka 30.06.2016	Figures in Taka 30.06.2015
<b>A. NON- CURRENT ASSETS:</b>		<b>89,585,942</b>	<b>90,830,327</b>
Fixed Assets	2	72,158,358	73,402,743
Advance for Land Purchases	3	12,000,000	12,000,000
Capital Stock	4	5,427,584	5,427,584
<b>B. CURRENT ASSETS:</b>		<b>53,001,566</b>	<b>40,030,337</b>
Inventories (as valued, verified & certified by Mgt)	5	45,671,200	34,810,310
Trade Receivables	6	5,409,506	3,505,000
Advance & Prepayments	7	1,362,000	1,362,000
Cash & Cash Equivalents	8	558,860	353,027
<b>C. CURRENT LIABILITIES:</b>		<b>4,253,634</b>	<b>3,173,725</b>
Liabilities for Expenses	9	306,100	241,350
WPPF	10	370,922	70,922
Tax Payable ( deduction on dividend)	11	653,487	653,487
Provision for Tax	12	1,264,269	241,450
Deffered Tax	13	619,746	561,306
Trade Payables	14	936,110	1,005,210
Dividend Payable	15	100,000	100,000
<b>D. NET CURRENT ASSETS ( B - C )</b>		<b>48,747,932</b>	<b>36,856,612</b>
<b>Total Taka ( A + D )</b>		<b>138,333,874</b>	<b>127,686,939</b>
<b>E. FINANCED BY:</b>			
<b>F. SHARE HOLDER EQUITY:</b>		<b>138,333,874</b>	<b>127,686,939</b>
Share Capital	16	130,400,930	130,400,930
Reserve for Bond	17	5,149,473	5,149,473
Retained Earning	18	2,783,471	(7,863,464)
<b>Total Taka ( E + F )</b>		<b>138,333,874</b>	<b>127,686,939</b>

Accompanying notes from an integral part of this Financial Statements

  
 Director

  
 Managing Director

  
 Chairman

As per our report annexed

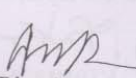
  
 G.KIBRIA & Co.  
 Chartered Accountants


**FINE FOODS LIMITED**  
**STATEMENT OF COMPREHENSIVE INCOME**  
**FOR THE YEAR ENDED 30 JUNE 2016**

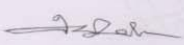
Particulars	Notes	Figures in Taka 30.06.2016	Figures in Taka 30.06.2015
Turnover	19	34,873,899	26,056,350
Cost of Goods Sold	20	20,087,947	25,209,509
<b>Gross Profit/(Loss) = (1 - 2)</b>		<b>14,785,952</b>	<b>846,841</b>
<b>Operating Expenses:</b>		<b>3,057,758</b>	<b>2,723,055</b>
Administrative, Selling & Distribution Expenses	21	3,057,758	2,723,055
<b>Operating Profit/(Loss) = (3 - 4)</b>		<b>11,728,194</b>	<b>(1,876,214)</b>
Interest on Govt. Bond		-	-
<b>Net Profit/(Loss) before Tax = (5+6)</b>		<b>11,728,194</b>	<b>(1,876,214)</b>
Provision for Tax (SRO-254/Law/Income Tax/2015)		(1,022,819)	-
Deffered Tax		(58,440)	(67,312)
<b>Net Profit/(Loss) after Tax = (7-8-9)</b>		<b>10,646,935</b>	<b>(1,943,526)</b>
Retained earning brought forward		(7,863,464)	(5,919,938)
<b>Retained Earning/ (Loss) transferred to Balance Sheet = (10+11)</b>		<b>2,783,471</b>	<b>(7,863,464)</b>
Basic Earning/(Loss) per Share (EPS) (Annualized)	22	<b>0.816</b>	<b>(0.149)</b>

Accompanying notes from an integral part of this Financial Statements

As per our report annexed

  
Director

  
Managing Director

  
Chairman

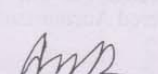
  
G. KIBRIA & Co.  
Chartered Accountants


**FINE FOODS LIMITED**  
**STATEMENT OF CASH FLOW**  
**FOR THE YEAR ENDED 30 JUNE 2016**

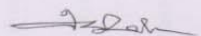
Particulars	Notes	Figures in Taka 30.06.2016	Figures in Taka 30.06.2015
<b>Cash Flow from Operating Activities:</b>		<b>284,002</b>	<b>123,592</b>
Cash Collection from Turnover & others		32,969,393	27,081,350
Payment for Production Materials		(32,685,391)	(26,957,758)
<b>Cash Flow from Investing Activities:</b>		<b>-</b>	<b>(562,650)</b>
Capital Stock Cattle		-	(562,650)
<b>Cash Flow from Financing Activities:</b>		<b>(78,169)</b>	<b>(70,293)</b>
Encashment of Bond		-	-
Interest on Govt. Bond		-	-
Payment		(78,169)	(70,293)
<b>Net Cash Inflow/ ( Outflow)</b>		<b>205,833</b>	<b>(509,351)</b>
Opening Cash & Bank Balances		353,027	862,378
<b>Closing Cash &amp; Bank Balances</b>		<b>558,860</b>	<b>353,027</b>

Accompanying notes from an integral part of this Financial Statements

As per our report annexed

  
 Director

  
 Managing Director

  
 Chairman

  
**G. KIBRIA & Co.**  
 Chartered Accountants

**FINE FOODS LIMITED**  
**Statement of Changes in Equity**  
**For the year ended 30 June 2016**


Particulars	Share Capital	Reserved for Investment of Govt. Bond	Retained Earning/(Loss)	Total Amount in Taka
Balance as on 01.07.2015	130,400,930	5,149,473	(7,863,464)	127,686,939
Net profit/(Loss) this year	-	-	10,646,935	10,646,935
Less : Dividend	-	-	-	-
Add : Inc.Capital by Bonus Share	-	-	-	-
<b>At the end of the year 30.06.2016</b>	<b>130,400,930</b>	<b>5,149,473</b>	<b>2,783,471</b>	<b>138,333,874</b>

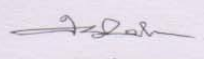
**FINE FOODS LIMITED**  
**Statement of Changes in Equity**  
**For the year ended 30 June 2015**

Particulars	Share Capital	Reserved for Investment of Govt. Bond	Retained Earning/(Loss)	Total Amount in Taka
Balance as on 01.07.2014	130,400,930	5,149,473	(5,919,938)	129,630,465
Net profit/(Loss) this year	-	-	(1,943,526)	(1,943,526)
Less : Dividend	-	-	-	-
Add : Inc.Capital by Bonus Share	-	-	-	-
<b>At the end of the year 30.06.2015</b>	<b>130,400,930</b>	<b>5,149,473</b>	<b>(7,863,464)</b>	<b>127,686,939</b>

Accompanying notes from an integral part of this Financial Statements

  
**Director**

  
**Managing Director**

  
**Chairman**

  
**G.KIBRIA & Co.**  
 Chartered Accountants

**FINE FOODS LIMITED**  
SCHEDULE OF FIXED ASSETS AS ON 30 JUNE 2016

## Unit -1 Kishoregonj

Schedule

Particulars	Cost			Depreciation			Written Down Value as on 30.06.16		
	As on 01.07.2015	Additional during the year	As on 30.06.2016	Rate	As on 01.07.2015	Charged during the year		Disposal	As on 30.06.2016
Land & Land Development	9,113,573	-	9,113,573	-	-	-	-	-	9,113,573
Road and construction	3,062,540	-	3,062,540	-	-	-	-	-	3,062,540
Pond Excavation	26,898,649	-	26,898,649	-	-	-	-	-	26,898,649
Dam, Dyke, Appr. Road	15,259,931	-	15,259,931	5%	7,035,659	411,214	-	7,446,873	7,813,058
Civil Construction	8,526,185	-	8,526,185	7.5%	4,308,742	316,308	-	4,625,050	3,901,135
Machinery	3,393,950	-	3,393,950	15%	2,805,415	88,280	-	2,893,695	500,255
Office Decoration/Equipment	941,500	-	941,500	15%	751,711	28,468	-	780,179	161,321
Van ( Microbus)/Pick-up Van	915,000	-	915,000	20%	844,689	14,062	-	858,751	56,249
Other Assets	693,698	-	693,698	15%	617,327	11,456	-	628,783	64,915
<b>Sub-Total Taka (A)</b>	<b>68,805,026</b>	<b>-</b>	<b>68,805,026</b>		<b>16,363,544</b>	<b>869,788</b>	<b>-</b>	<b>17,233,332</b>	<b>51,571,694</b>

## Unit -2 Mymensing

Particulars	Cost			Depreciation			Written Down Value as on 30.06.16		
	As on 01.07.2015	Additional during the year	As on 30.06.2016	Rate	As on 01.07.2015	Charged during the year		Disposal	As on 30.06.2016
Land & Land Development	13,200,000	-	13,200,000	-	-	-	-	-	13,200,000
Pond Excavation	3,413,210	-	3,413,210	-	-	-	-	-	3,413,210
Civil Construction	875,350	-	875,350	7.5%	531,885	25,760	-	557,645	317,705
Machinery	3,845,600	-	3,845,600	15%	3,298,595	82,051	-	3,380,646	464,954
Other Assets	700,000	-	700,000	15%	600,431	14,935	-	615,366	84,634
Fishery Hatchery	4,958,765	-	4,958,765	7.5%	1,600,752	251,851	-	1,852,603	3,106,162
<b>Sub-Total Taka (B)</b>	<b>26,992,925</b>	<b>-</b>	<b>26,992,925</b>		<b>6,031,665</b>	<b>374,597</b>	<b>-</b>	<b>6,406,261</b>	<b>20,586,664</b>
<b>Grand Total Taka (A + B)</b>	<b>95,797,951</b>	<b>-</b>	<b>95,797,951</b>		<b>22,395,209</b>	<b>1,244,385</b>	<b>-</b>	<b>23,639,593</b>	<b>72,158,358</b>

**FINE FOODS LIMITED**

Head Office: Newmarket City Complex (level-6),  
44/1 Rahim Squire, Newmarket, Dhaka-1205.

**NOTES TO THE FINANCIAL STATEMENTS FOR YEAR ENDED 30 TH JUNE 2016**

**1. SIGNIFICANT ACCOUNTING POLICIES AND RELEVANT INFORMATION**

**1.1 Domicile, Legal Form and Country of Incorporation:**

The Company was incorporated in the Bangladesh in the name of Barakat Al-Amin Agro Complex Ltd. having the registered office at house # 7 Lake Circus, Kalabagan, Dhaka as a Private Limited Company under the Companies Acts 1913. Further its name has been changed as Fine Foods Limited and converted to Public Limited Company under the companies Act 1994 as per special resolution dated 25th March 2000 and a certified copy of said special resolution was obtained from the Registrar of Joint Stock Companies & Firms Dhaka Co. 24th August,2000. The company's Share has been listed with Dhaka and Chittagong Stock Exchange.

**1.2 Address of Registered Office and Principal Place of Business:**

The principal place of business is Newmarket City Complex (level-6), 44/1 Rahim Squire, Newmarket, Dhaka-1205 and the address of its Registered office is at Vill: Mondolvog, P.O: Manikkhali, P.S: Katiadi, Dist: Kishoregonj, Project of the Company are situated at Vill: Mondolvog P.O: Manikkhali, P.S: Katiadi, Dist: Kishoregonj and Vill: Machhera (Khailapur i) P.O: Chandpur, P.S: Tarakandi, Dist: Mymensingh

**1.3 Principal Activities and Nature of Operations:**

The main activities of the company are as follows:

Production of fish, fish product, fish spawn breeding, fingerling growing, production of fish meal & oil, processing fish and marketing the same products in local and foreign market, Cattle farming Plantations of good quality timber trees.

**1.4 Reporting Currency:**

The figures in the Financial Statements represent Bangladeshi taka, rounded off to the nearest figure.

**1.5 Components of the Financial Statements:**

According to the Bangladesh Accounting Standard (BAS) I "Presentation of Financial Statements the complete set of Financial Statement include the following components.

- i) Statement of Financial Position as on 30.06.2016
- ii) Statement of Comprehensive Income for the year ended 30.06.2016
- iii) Statement of Cash Flows for the year ended 30.06.2016
- iv) Statement of Changes in Equity as on 30.06.2016
- v) Notes to the Financial Statements

**1.6 Basic of Accounting:**

a. The financial Statements have been prepared under historical cost convention as on going concern basis and in accordance with generally accepted accounting principles as laid down in the International Accounting Standard applicable to the Company.

b. No adjustment has been made for inflationary factors affecting this account.

**1.15 Depreciation:**

No depreciation is charged on Land & Land development and pond Excavation. Depreciation is charged on all other fixed assets using Reducing Balance Method. The rates at which the assets are depreciated per annum depend on the nature and estimated life of the each asset and are as given below:

The annual depreciation rates applicable to the principal categories are:

Particulars	Percentage
Dram, Dyke, Appr. Road	5%
Civil Construction	7.5%
Machinery	15%
Office Decoration	15%
Motor Vehicles	20%
Other Assets	15%

**1.16 Depreciation Charge:**

Depreciation charged as a separate account head to give correct disclosure and effected on cost of good sold but did not provide as any interest expenses since there.

**1.17 Property, Plant & Equipment:**

Property, plant & equipment are shown at cost less accumulated depreciation plus revaluation. Cost represents cost of acquisition or construction including interest during the construction period. No depreciation is charged on land & Land development and Pond Excavation. Full year's depreciation has been made on additions irrespective of date when assets are put into use. Depreciation on all other property, plant & Equipment is computed using the Diminishing Balance Method in amounts sufficient to write off depreciable assets over their useful lives.

**1.18 Valuation of Inventories:**

The management has valued the inventories as mentioned in the subsequent paragraphs.

**Fisheries:** All the fishes except those kept and reared for breeding are listed in the inventory as Trading Stock of fisheries.

All these Trading Stocks of fisheries have been valued at estimate net realized value as per the; management's best estimate considering various market factors like, volatility, demand and supply and the choices of customers.

**1.19 Cash and Cash equivalents:**

It includes cash in hand and banks deposits, which were held and available for use by the company without any restriction, and there was insignificant risk of changes in value of these current assets. The company is doing business mainly in cash only because there is no approved branch of any Banks available within safe distance of the Farm's location.

**1.20 Cash flow Statement:**

Cash Flow Statement is prepared principally in accordance with IAS 7." Cash Flow Statement" and the cash flow from the operating activities have been presented under direct method as prescribed by the Securities and Exchange Rules 1987



**1.21 Current and Non current Assets and Liabilities:**

An item of amount expected to be received or settled within date of 12 months of the Balance Sheet are treated as current assets / Liabilities. Any other Assets or Liabilities do not fall under current assets / liabilities and have been treated as non -current assets / liabilities.

**1.22 Employees Benefit cost:**

The Company has not operated any contributory Provident Fund and gratuity plan for their employees.

**1.23 Comparative Figures:**

Figures relating to the previous years included in this report have been rearranged, wherever considered necessary to make them comparable with those of the current year.

**1.24 Earning Per Share (EPS):**

The Company calculates Earning Per Share (EPS) in accordance with IAS 33". Earning per share" which has been shown on the face of Income Statement and the computation of EPS is stated in Note 23.

**1.25 Basic Earnings:**

This represents earnings for the year attributable to ordinary shareholders. As there was no preference dividend, monetary interest or extra ordinary items, the net profit after tax for the year has been considered as fully attributable to the ordinary shareholders.

**1.26 Weighted Average Number of ordinary shares outstanding during the year:**

This represents the number of ordinary shares outstanding at the beginning of the year plus the number of ordinary shares issued during the year multiplied by a time weighting factor. The time weighting factor is the number of days the specific shares are outstanding as a provision of the total number of days in the period.

**1.27 Basic Earning Per Share:**

This has been calculated by dividing the basic weighted average number of ordinary shares outstanding during the year.

**1.28 Diluted Earning Per Share:**

No diluted EPS is required to be calculated for the year, as there was no scope for dilution during the year under review.

**1.29 Financial Instruments and Derivatives:**

The primary financial instruments carried at the balance sheet date and their related disclosures have been stated in note 25 in accordance with provision of IAS 32 " Financial Instruments Disclosure and Presentation. "The Company is not a party to any derivative contract ( Financial Instruments) at the balance sheet date, such as forward exchange contracts, currency swap agreement or interest rate option contract to hedge currency exposure related to import of raw material and others denominated in foreign currency.

**FINE FOODS LIMITED**  
**NOTES TO THE ACCOUNTS FOR THE YEAR ENDED 30 JUNE 2016**

	Figures in Taka 30.06.2016	Figures in Taka 30.06.2015
<b>2 Fixed Assets:</b>	<b>Tk. 72,158,358</b>	<b>73,402,743</b>
<b>The break-up of above as follows</b>		
<b>Unit-1 ( Kishoreganj):</b>		
a) Land & Land Development	9,113,573	9,113,573
b) Road & Construction	3,062,540	3,062,540
b) Pond Excavation	26,898,649	26,898,649
c) Boundary, Dam,Dyke,Approach Road etc.	7,813,058	8,224,272
d) Civil Construction	3,901,135	4,217,443
e) Machinery	500,255	588,535
f) Office Decoration	161,321	189,789
g) Microbus	56,249	70,311
h) Other Assets	64,915	76,371
<b>Sub Total (A)</b>	<b>51,571,694</b>	<b>52,441,483</b>
<b>Unit-2 ( Mymensingh):</b>		
a) Land & Land Development	13,200,000	13,200,000
b) Pond Excavation	3,413,210	3,413,210
c) Civil Construction	317,705	343,465
d) Machinery	464,954	547,005
e) Fishery Hatchery	84,634	3,358,013
f) Other Assets	3,106,162	99,569
<b>Sub Total (B)</b>	<b>20,586,664</b>	<b>20,961,261</b>
<b>Grand Total</b>	<b>72,158,358</b>	<b>73,402,743</b>

The details of the Fixed Assets has been shown in Fixed Assets Schedule

<b>3 Advance for Land:</b>	<b>Tk. 12,000,000</b>	<b>12,000,000</b>
This made -up as under:		
Opening Balance	12,000,000	12,000,000
Add: During the year	-	-
<b>Total Taka:</b>	<b>12,000,000</b>	<b>12,000,000</b>

The advance for land was given to a group of Land owners for acquiring the same for expansion of project. But after talking the advance the Land Owners were found reluctant to execute the contract. Finally a negotiation was made and the Land Owners would refund the money in phases. Meanwhile the Land Owner refund TK. 20.00 Lacs as on 23.10.2016.

<b>4 Capital Stock:</b>	<b>Tk. 5,427,584</b>	<b>5,427,584</b>
This made -up as under:		
Cattle ( Note:4.1)	2,382,311	2,382,311
Plantation (Note:4.2)	3,045,273	3,045,273
<b>Total Taka:</b>	<b>5,427,584</b>	<b>5,427,584</b>

<b>4.1 Cattle:</b>	<b>Tk. 2,382,311</b>	<b>2,382,311</b>
The fleet of Cattle consist of 45 Nos. Cows , Oxen, Bulls, Coilers etc. of different size. The above represents the cost of Cattle and made up as under:		
Opening Balance	2,382,311	1,819,661
Add: During the year	-	1,528,000
Less: Disposal	-	965,350
<b>Total Taka</b>	<b>2,382,311</b>	<b>2,382,311</b>

<b>4.2 Plantation:</b>	<b>Tk. 3,045,273</b>	<b>3,045,273</b>
It represents the Historical Cost of Plantation of different trees made in the year 1997 in the project site and the break up of the same are as under:		
Mehagani Trees (1652 Pcs)	2,158,960	2,158,960
Other Trees	886,313	886,313
<b>Total Taka:</b>	<b>3,045,273</b>	<b>3,045,273</b>

	30.06.2016	30.06.2015
<b>5 Inventories :</b>	<b>45,671,200</b>	<b>34,810,310</b>
This is made -up as follows:	Amount (Tk.)	Amount (Tk.)
<b>Unit -1 Kishoregonj</b>	38,871,200	34,810,310
<b>Unit -2 Mymensingh</b>	6,800,000	-
<b>Total</b>	<b>45,671,200</b>	<b>34,810,310</b>

**Unit -1 Kishoregonj**

The break -up of the inventories are as under:

Particulars	Qty (Ton)	Rate (Ton)	Amount (Tk.)	Amount (Tk.)
Telapia	48.20	73,000	3,518,600	3,452,840
Rui	18.30	115,000	2,104,500	1,802,850
Katla	15.95	120,000	1,914,000	1,747,830
Mregal	17.30	85,000	1,470,500	1,342,880
Common Carp	19.05	90,000	1,714,500	1,645,400
Pangas	25.60	60,000	1,536,000	1,532,160
Others	14.65	70,500	1,025,500	1,075,875
Fingerling			19,327,050	16,950,095
Total fish			<b>32,610,650</b>	<b>29,549,930</b>
Closing Raw Materials			<b>6,260,550</b>	<b>5,260,380</b>
<b>Total</b>			<b>38,871,200</b>	<b>34,810,310</b>

**Unit -2 Mymensingh**

The break -up of the inventories are as under:

Particulars	Qty (Ton)	Rate (Ton)	Amount (Tk.)	Amount (Tk.)
Telapia	15.60	65,000	1,014,000	-
Rui	3.70	85,000	314,500	-
Katla	3.80	85,000	323,000	-
Mregal	3.30	80,000	264,000	-
Fingerling			4,127,720	-
Total fish			<b>6,043,220</b>	-
Closing Raw Materials			<b>756,780</b>	-
<b>Total</b>			<b>6,800,000</b>	-

	30.06.2016	30.06.2015
<b>6 Trade Receivables:</b>	<b>Tk. 5,409,506</b>	<b>3,505,000</b>
The above amount represent the receivable against credit sales to the following parties as on 30-06-2016		
	Ageing	Amount (TK.)
Mr. Alimuddin Miah, Sararcha, Bajitpur, Kishoreganj	With in 45-60 days	591,664
Md. Sirajul Islam , Katiadi, Kishoreganj	Below 60 days	915,955
Mr. Kamrul, Kishoreganj	Below 45 days	537,909
Mr. Sumon , Manikkhali	Above 30 days	682,360
Mr. Rafikul, Bhairab	Below 30 days	843,949
Mr. Habibur Rahman, Katiadi, Kishoreganj	Below 30 days	701,305
Mr. Kaium, Bajitpur, Kishoreganj	With in 30-60 days	270,445
Mr. Hasem, Manikkhali, Kishoreganj	Above 60 days	865,919
<b>Sub Total ( A )</b>	<b>5,409,506</b>	<b>3,505,000</b>

Receivable are considered goods and subsequently realized.

**7 Advance and Prepayments:**

The break up of the above are as under:

	Tk. 1,362,000	1,362,000
Advance against Office Rent	120,000	120,000
Security Deposit to Palli,Bidyut	27,000	27,000
Security Deposit To BRTA	15,000	15,000
Security Deposit To CDBL	200,000	200,000
Advance for Feed and fingerling Purchase	1,000,000	1,000,000
<b>Total Taka:</b>	<b>1,362,000</b>	<b>1,362,000</b>

**8 Cash & Bank Balance:**

The above amount represent as follows :

	Tk. 558,860	353,027
Cash in Hand Head office	121,367	17,776
Cash in Hand Factory	113,566	60,509
<b>Cash at bank</b>		
Eastern Bank Ltd. CA A/C No. 01021060008420	5,680	5,680
Premiar Bank CA 016011100000118	217,671	169,321
Premiar Bank SD 01601310000022	100,576	99,741
<b>Total Taka :</b>	<b>558,860</b>	<b>353,027</b>

**9 Liabilities for Expenses:**

	Tk. 306,100	241,350
Salary & Wages	125,100	115,100
Listing Fee	-	63,750
Bonus Share Transfer Charge (CDBL)	56,000	-
Professional Fees	125,000	62,500
<b>Total Taka:</b>	<b>306,100</b>	<b>241,350</b>

**10 Workers Profit Participation Fund (WPPF):**

	Tk. 370,922	370,922
The details are as follows:		
Opening Balance	370,922	370,922
Less : Payment during the year	-	-
<b>Total Taka:</b>	<b>370,922</b>	<b>370,922</b>

	30.06.2016	30.06.2015
<b>11 Tax payable ( deduction on dividend):</b>	<b>Tk. 653,487</b>	<b>653,487</b>
This represents the amount deduction as advance tax on dividend. The amount still in company's account .		
The details are as follows:		
Opening Balance	653,487	653,487
Add: During the year	-	-
Total Taka:	653,487	653,487
Less : Payment during the year	-	-
<b>Total Taka:</b>	<b>653,487</b>	<b>653,487</b>
<b>12 Provision for Tax:</b>	<b>Tk. 1,264,269</b>	<b>241,450</b>
The details are as follows:		
Opening Balance	241,450	241,450
Add: During the year	1,022,819	-
Less: Paid Durng the Year	-	-
<b>Total Taka:</b>	<b>1,264,269</b>	<b>241,450</b>
<b>13. Deffered Tax:</b>	<b>Tk. 619,746</b>	<b>561,306</b>
Details are as follows:		
Opening Balance	561,306	493,994
Add: During the year	58,440	67,312
Total	619,746	561,306
<b>14 Trade Payables:</b>	<b>Tk. 939,110</b>	<b>1,005,210</b>
The details are as follows:		
Opening Balance	1,005,210	1,305,210
Add: During the year	-	-
Less: Paymentnt during the year	66,100	300,000
<b>Total Taka:</b>	<b>939,110</b>	<b>1,305,210</b>
<b>15 Dividend Payable:</b>	<b>Tk. 100,000</b>	<b>100,000</b>
This represents the unclaimed amount of dividend.		
Opening Balance	100,000	100,000
Add: During the year	-	-
Total Taka:	100,000	100,000
Less : Payment during the year	-	-
<b>Total Taka:</b>	<b>100,000</b>	<b>100,000</b>
<b>16 Share Capital:</b>	<b>Tk. 130,400,930</b>	<b>130,400,930</b>
Authorised Capital: 100,000,000 ordinary shares of Tk. 10/= each		
<b>Issued , Subscribed and Paid - up :</b>		
13,040,093 ordinary shares of Tk. 10/= each fully paid up		
	130,400,930	130,400,930
	-	-
<b>Total</b>	<b>130,400,930</b>	<b>130,400,930</b>

Summarised list of Shareholders as on 30.06.2016 on the basis of share holdings:

Share Holding Range	Share Holder 30.06.2016	Share Holder 30.06.2015	No. of Share 30.06.2016	No. of Share 30.06.2015
001-500	542	972	101,372	320,780
501-5000	3423	4104	7,224,640	7,467,574
5001-10000	89	103	663,390	814,156
10001-25000	61	71	1,033,566	1,233,478
25001-50000	47	49	1,588,275	1,809,585
50001-9999999	26	21	2,428,850	1,394,520
<b>Total</b>	<b>4188</b>	<b>5320</b>	<b>13,040,093</b>	<b>13,040,093</b>

On the basis of share holders :

Share Holding Range	Share 2015-2016	Share 2014-2015
General Public	12,827,117	12,510,429
ICB	75,111	75,115
Sponsor's ( Domestic)	137,865	454,549
<b>Total</b>	<b>13,040,093</b>	<b>13,040,093</b>

## Fine Foods Limited

	30.06.2016	30.06.2015
<b>17. Reserve for Bond:</b>	<b>Tk. 5,149,473</b>	<b>5,149,473</b>
Details are as follows:		
Opening Balance	5,149,473	5,149,473
Add: During the year	-	-
<b>Total</b>	<b>5,149,473</b>	<b>5,149,473</b>
<b>18 Retained Earning (Loss):</b>	<b>Tk. 2,783,471</b>	<b>(7,863,464)</b>
Details are as follows:		
Opening Balance	(7,863,464)	(5,919,938)
Less: Transfer Share Capital	-	-
Total	(7,863,464)	(5,919,938)
Add: During the year	10,646,935	(1,943,526)
Transferred to Balance Sheet	<b>2,783,471</b>	<b>(7,863,464)</b>
<b>19 Turnover:</b>	<b>Tk. 34,873,899</b>	<b>26,056,350</b>
This is made -up as follows:		
Unit -1 Kishoregonj	Amount (Tk.) 34,873,899	Amount (Tk.) 26,056,350
Unit -2 Mymensing	-	-
<b>Total</b>	<b>34,873,899</b>	<b>26,056,350</b>

### Unit -1 Kishoregonj

This is made -up as follows:

Particulars

Telapia

Rui

Katla

Mregal

Common Carp

Panggas

Mise

Fingerling

Total

	Qty (Ton)	Rate (Ton)	Amount (Tk.)	Amount (Tk.)
Telapia	63.62	83,374	5,304,247	2,640,200
Rui	10.41	136,011	1,415,879	2,616,700
Katla	11.26	131,200	1,477,316	2,468,400
Mregal	13.21	96,952	1,280,740	1,671,250
Common Carp	14.24	82,027	1,168,071	1,687,800
Panggas	49.03	73,617	3,609,465	2,197,800
Mise			903,500	-
Fingerling			19,714,681	12,774,200
<b>Total</b>			<b>34,873,899</b>	<b>26,056,350</b>

	30.06.2016	30.06.2015
<b>20 Cost of Goods Sold:</b>	<b>20,087,947</b>	<b>25,209,509</b>
This is made -up as follows:	Amount (Tk.)	Amount (Tk.)
Unit -1 Kishoregonj	21,388,175	24,795,288
Unit -2 Mymensing	(1,300,228)	414,221
<b>Total</b>	<b>20,087,947</b>	<b>25,209,509</b>
<b>Unit -1 Kishoregonj</b>		
This made as follows:		
Cost of Raw Materials	16,823,390	18,530,830
Cost of Fingerling Purchased	5,126,350	4,635,680
Wages & Salary	790,400	620,400
W & S of Indirect Labour	256,350	235,500
Medicine and pesticide	52,365	46,352
Fertilizer	85,632	75,912
Carriage inward	74,250	62,532
Fuel & Lubricants	156,850	135,870
Pond Repair	213,520	265,190
Depreciation	869,788	943,218
Total	24,448,895	25,551,484
Add: Opening Stock /Inventories	29,549,930	28,793,734
Less : Closing Stock/Inventories	32,610,650	29,549,930
<b>Cost of Goods sold</b>	<b>21,388,175</b>	<b>24,795,288</b>
<b>Cost of Raw Materials :</b>	<b>16,823,390</b>	<b>18,530,830</b>
This made as follows:	Amount (Tk.)	Amount (Tk.)
Particulars	5,260,380	5,853,650
Opening Balance	17,823,560	17,937,560
Raw Materials Purchased During the year	23,083,940	23,791,210
Raw Materials available for Use	6,260,550	5,260,380
Less: Closing Stock	<b>16,823,390</b>	<b>18,530,830</b>
Raw Materials Used During The Year		
<b>Unit -2 Mymensing</b>		
This made as follows:		
Cost of Raw Materials	2,180,375	-
Cost of Fingerling Purchased	1,645,675	-
Wages & Salary	160,000	-
W & S of Indirect Labour	48,675	-
Medicine and pesticide	15,676	-
Fertilizer	13,424	-
Carriage inward	21,344	-
Fuel & Lubricants	28,768	-
Pond repair	254,458	-
Depreciation	374,597	-
Total	4,742,992	-
Add: Opening Stock /Inventories	-	-
Less : Closing Stock/Inventories	6,043,220	-
<b>Cost of Goods sold</b>	<b>(1,300,228)</b>	<b>-</b>
<b>Cost of Raw Materials :</b>	<b>2,180,375</b>	<b>2,967,850</b>
This made as follows:	Amount (Tk.)	Amount (Tk.)
Particulars	-	-
Opening Balance	2,937,155	-
Raw Materials Purchased During The Year	2,937,155	-
Raw Materials Available for Use	756,780	-
Less: Closing Stock	2,180,375	-
Raw Materials Used During The Year		

## Fine Foods Limited

30.06.2016

30.06.2015

### 21 Administrative, Selling and Distributions Expenses:

Tk.

3,057,758

2,723,055

This is made up as follows:

Salary and Benefits	670,800	670,800
Office Rent	144,000	144,000
Printing & Stationery	65,325	67,890
Board Meeting Expenses	62,350	57,260
Rent, Rates and Taxes	678,169	670,293
Advertisement	68,068	52,838
Conveyance	33,652	30,250
Entertainment	31,254	27,512
Repair & Maintenance	28,950	25,350
Medical Expenses	32,654	25,842
Car Maintenance	38,659	35,268
Audit Fees	125,000	62,500
Paper & Periodicals	4,875	4,950
Miscellaneous Expenses	22,356	20,632
Telephone & Mobile Bill	39,865	35,680
Cost of packing materials	345,900	307,685
Carriage Outward	253,650	218,710
AGM Expenses	185,000	210,000
Bonus Share Transfer Charge (CDBL)	159,051	-
Listing Fee	65,200	52,250
Bank Charge and Commission	2,980	3,345
<b>Total Taka:</b>	<b>3,057,758</b>	<b>2,723,055</b>

### 22 Financial Instruments and Related Disclosers Under IAS 32 " Financial Instruments: Disclosure and Presentation "

Set out below is a year end of amount (book values ) of all financial assets and liabilities ( Financials Instruments)

Particulars	Amount (Tk.)	Amount (Tk.)
<b>Financial Assets</b>		
Trade Receivables	5,409,506	3,505,000
Cash and Cash Equivalents	558,860	353,027
Total	5,968,366	3,858,027
<b>Financial Liabilities</b>		
Liabilities for Expenses	306,100	241,350
Total	306,100	241,350
<b>Net Financial Assets/(Liabilities)</b>	<b>5,662,266</b>	<b>3,616,677</b>

### 23 Basic Earning/(Loss)per Share (EPS):

The computation of EPS is given below:

- Earning attributable to the ordinary shareholders ( Net profit/(Loss)after Tax)
- Weighted average number of ordinary shares outstanding during the year
- Basic EPS ( Annualized)**

Tk.

0.816

(0.149)

10,646,935	(1,943,526)
13,040,093	13,040,093
<b>0.816</b>	<b>(0.149)</b>

### 24 Net Assets Value (NAV) :

The computation of NAV is given below:

- Equity to the ordinary shareholders
- Weighted average number of ordinary shares outstanding during the year
- NAV ( Annualized)**

Tk.

10.608

9.792

138,333,874	127,686,969
13,040,093	13,040,093
<b>10.608</b>	<b>9.792</b>



	30.06.2016	30.06.2015
<b>25 Net Operating Cash Flow Per Share :</b>	<b>0.022</b>	<b>0.009</b>
The computation is above as under:		
a) Net Operating Cash Flow	284,002	123,592
b) Weighted average number of ordinary shares outstanding during the year	13,040,093	13,040,093
<b>c) Net Operating Cash Flow Per Share (Annualized)</b>	<b>0.022</b>	<b>0.009</b>
<b>26 Capital Expenditure Commitment</b>		
N/A		
<b>27 Payment of Foreign Currency</b>		
N/A		
<b>28 Foreign Exchange Earned</b>		
N/A		
<b>29 Commission, Brokerage or Discount against sales</b>		
N/A		

**30 Credit Facility Not Availed**

There was no credit facility available to the company under any contract, but not availed as on 30th June 2016 other than trade credit available in the ordinary course of business.

**31 Segment Reporting**

As there is single business and geographic segment within the company operates as such no segment reporting is felt necessary.

**32 Attendance Status of Board Meeting of Directors**

During the period from 01.07.2015 to 30.06.2016 there were 7 (Seven) Board Meetings were held. The attendance status of all the meetings is as follows:

Name of Directors	Position	Meeting Held	Attended
Mr. Mizanur Rahman	Chairman	7	6
Mr. Md. Nazrul Islam	Managing Director	7	7
Mr. Md. Angur Khan	Independent Director	7	7
Mr. Md. Zakir Hossain	Independent Director	7	5
Mr. Kamal Mahmud	Independent Director	7	7

For Board Meeting, attendance fees were not paid to the Directors of the Company.

**33 Disclosure as per requirement of Schedule XI, Part II of the Company Act, 1994**

**a Disclosure as per requirement of Schedule XI, Part II, Note 5 of Para 3**

**a(i) Employee Position for Fine Foods Limited (As at 30th June 2016)**

Salary Rangs ( Monthly)	Officer & Staff		Worker	Total Employee
	Head Office	Project	Project	
Below Tk. 3,000/-	0	4	43	47
Above Tk. 3,000/-	6	11	132	149
Total	6	15	175	196

**b Disclosure as per requirement of Schedule XI, part II, para 4**

Name of Directors	Designation	Remuneration	Festival Bonus	Total Payment
Mr. Mizanur Rahman	Chairman	-	-	-
Mr. Nazrul Islam	Managing Director	-	-	-
Mr. Md. Angur Khan	Independent Director	-	-	-
Mr. Md. Zakir Hossain	Independent Director	-	-	-
Mr. Kamal Mahmud	Independent Director	-	-	-

b (i) Period of payment to Directors is from 1st July 2015 to 30th June 2016

b (ii) The above Directors of the company did not take any benefit from the company other than the remuneration and festival bonus.

a. Expense reimbursed to the managing agent - Nil

b. Commission or other remuneration payable separately to a managing agent or his associate - Nil

c. Commission received or receivable by the managing agent or his associate as selling or buying agent of other concerns in respect of contracts entered into such concerns with the company - Nil.

d. The money value of the contracts for the sale or purchase of goods and materials or supply of services, entered into by the company with the managing agent or his associate during the financial year- Nil

e. Any other perquisites or benefit in cash or in kind stating - Nil

f. Other allowances and commission including guarantee commission - Nil.

g. Pensions, etc.-

1) Pensions - Nil

2) Gratuities - Nil

3) Payment from Provident Fund - Nil

4) Compensation for loss of office - Nil

5) Consideration in connection with retirement from office - Nil.

**C. Disclosure as per requirement of Schedule XI, Part II, Para 7**

Details of production capacity utilization

Particulars	Licence Capacity Not mentioned in the Licence	Installed Capacity in MT	Actual Production in MT from 1st July 2015 to 30th June 2016 ton/nos	Capacity Utilization from 1st July 2015 to 30th June 2016
Telapia		150.00	79.66	53%
Rui		40.00	12.41	31%
Katla		40.00	11.35	28%
Mregal		40.00	15.72	39%
Common Carp		40.00	20.71	52%
Panggas		70.00	41.70	60%
Fingerling		20,000,000	9,452,431	47%

**d Disclosure as per requirement of Schedule XI, Part II, Para 8****i) Raw Materials, Packing Materials and Capital Machineries**

Items	Purchase in Taka		Consumption in Taka	% of Consumption of total purchase
	Local	Total		
Raw Materials	17,823,560		17,823,560	100%
Packing Materials	345,900		345,900	100%
<b>Total</b>	<b>18,169,460</b>		<b>18,169,460</b>	

ii) The Company has not incurred any expenditure in foreign currency for the period from 1st July 2015 to 30th June 2016 on account of royalty, know-how, professional fee, consultancy fees and interest.

iii) The Company has not earned any foreign exchanges for royalty, know-how, professional fees and consultancy fees.

**34 Subsequent Disclosure of Events after the Balance Sheet Date - Under IAS 10**

There is no non-adjusting post balance sheet event of such importance, non disclosure of which would affect the ability to the users of the financial statements to proper evaluation and decision.

**35 Details of Lease Agreement:**

There is no lease assets. So no lease agreement was required or signed.

**36 Disclosure as per requirement of schedule XI, Part - I ( A. Horizontal Form) of Companies Act. 1994****Accounts Receivable**

F. In regard to Sundry debtors the following particulars' shall be given separately:-

**37 ( I ) Debt considered good in respect of which the company is fully secured :**

The debtors occurred in the ordinary course of business are considered good and secured.

**(II) Debt considered good for which the company hold no security other than the receivables personal security**

There is no such debt in this respect as on 30 June' 2016.

**(III) Debt considered doubtful or bad**

The company does not make any provision for doubtful debts as on 30 June 2016, because of the fact that sales/export are being made on regular basis with fixed maturity dates.

**(IV) Debt due by directors or other officers of the company**

There is no such debt in this respect as on 30 June 2016.

**(V) Debt due by Common Management**

N/A

**(VI) The maximum amount due by directors or other officers of the company**

There is no such debt in this respect as on 30 June 2016.

**38 Approval of the financial statements:**

These financial statements were authorized for issue in accordance with a resolution of the company's Board of Directors on 27 October 2016.

**39 General**

**a Comparative amounts**

Wherever considered necessary previous year's figures have been restated, in order to conform to current year's presentation.

**b Presentation currency**

The annexed financial statements are presented in Bangladeshi currency (Taka), which have been rounded off to the nearest Taka.

**40 Events after the Balance Sheet date:**

**41 Proposed Dividend**

In the board meeting held on 27 October 2016, the management proposed to declare 2% Stock Dividend for the year 2015-16 subject to the approval by the share holders in AGM.

**42 Internal Control**

The following steps have been taken for implementation of an effective internal control procedure of the Company:

A strong internal control and compliance division has been formed with a view to establish a well designated system of internal control.

Regular review of internal audit reports with view to implement the suggestion of internal auditors in respect of internal control technique.

To establish an effective management system that includes planning, organizing and supervising culture in the factory as well as at Head Office.

**43 Contingent Liability**

There is no contingent liability.

**44 General Comments and Observations**

All shares have been fully called and paid up.

Auditor's are paid only statutory audit fees.

No foreign exchange remitted to the relevant shareholders during the period under audit.

No amount of money was expended by the company for compensating any members of the Board for special service rendered.

There was no bank guarantee issued by the company on behalf of Directors.

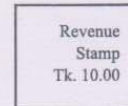
**45 POST BALANCE SHEET EVENTS**

No material event occurring after balance sheet date came to our notice which could be considered after the valuation made in the financial statement.

PROXY FORM

I/We.....  
of .....  
being shareholder(s) of Fine Foods Limited here by appoint  
Mr./Mrs./Miss.....as my / our proxy to attend and vote for me/ us and  
on my / our behalf at the 22nd Annual General Meeting of the company to be held in the Registered Office- Registered office is at Vill:  
Mondolvog, P.O: Manikkhali, P.S: Katiadi, Dist: Kishoregonj, Bangladesh on Saturday, 17th December 2016 and/ or at any adjournment  
thereof and poll that may be taken in consequence thereof. As witness my/ our hand  
this.....day of.....2016.

Signature of the Shareholder(s)  
Register Folio No/ BO ID.....  
Date.....



Signature of the Proxy  
Date.....

(Signature of the Shareholder(s) must be accordance with Specimen Signature kept with the Company)

FINE FOODS LIMITED  
Attendance Slip

I hereby record my attendance at the 22nd Annual General Meeting of Fine Foods Limited being held on Saturday, the 17th December, 2016 in Registered Office- Registered office is at Vill: Mondolvog, P.O: Manikkhali, P.S: Katiadi, Dist: Kishoregonj, Bangladesh at 1. 30 PM.

Full name of Shareholder(s).....Signature  
(In Block Letter)

Full name of the Member/Proxy.....Signature  
(In Block Letter)

Shareholder(s) Folio No/ BO ID.....

Notes : Please complete this attendance slip and hand over it the time of entrance into the Registered Office- Registered office is at Vill: Mondolvog, P.O: Manikkhali, P.S: Katiadi, Dist: Kishoregonj.



**Fine Foods Limited**

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