

ANNUAL REPORT

2017



FINE FOODS LIMITED



Annual Report & Accounts

For the year ended June 30, 2017

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
Fax: 88-02-9664542
e-mail: finefoodsltd@live.com
web: 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 2017 along with Audited Financial Statements containing Statement of Financial Position, Statement of Profit & Loss & Other Comprehensive Income, Statement of Cash Flows and Statement of Changes in Equity 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


(Md. Sohel Hossain)
Company Secretary

CORPORATE INFORMATION BOARD OF DIRECTORS

Board of Directors

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

Audit Committee

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

Company Secretary

MD. SOHEL HOSSAIN

Chief Financial Officer

MD. ABDUL LATIF

Head of Internal Audit

MD. SHAHINUR RAHMAN

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

Eastern Bank Limited

5 YEAR'S STATISTICS

(Taka in Thousand)

Particulars	2016-2017	2015-2016	2014-2015	2013-2014	2012-2013
Authorized Capital	10,00,000	10,00,000	10,00,000	10,00,000	10,00,000
Paid-up Capital	1,33,008	1,30,400	1,30,400	1,30,400	1,27,844
Fixed Assets	71,016	72,158	73,403	74,760	76,243
Turnover (Sales)	47,712	34,874	26,056	23,430	34,695
Gross Profit/(L)	13,141	14,786	847	(3,979)	12,690
Retained Earning/(L)	8,805	2,783	(7,863)	(5,919)	613
Earning per Share	0.649	0.816	(0.149)	(0.475)	0.046
No. of Shareholder	4,351	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 23rd Annual General Meeting

Notice is hereby given to all concern and shareholder(s) of the Company that its 23rd 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 23rd December 2017, Saturday at 12.01 pm to transact the following agenda :

1. To receive, consider and adopt the Audited Accounts as of 30th June, 2017 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, 2017.
4. To appoint Auditors and to fix their remuneration.

By Order of the Board

Sd/-

(Md. Sohel Hossain)

Company Secretary

Dated :
December 09, 2017

Notes :

- a. 22nd November, 2017 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" (22nd November, 2017) 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 & CEO

I am extending a heartiest congratulation and gracious welcome to our all shareholders and institutions including BSEC, DSE, CSE and our well wishers which to all the concern for their support, encouragement, assistance, hard work and devotion that enabled us to boost earning and sustainable growth on behalf of Fine Foods Limited.



We are all tried to keep our growth steady by improving our fundamentals, focusing our main stream of business, which continued our efforts to increase capacity and technological advancement for better services, and acquisition of new business.

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%, in 2013 stock 2%, in 2016 stock 2% and this year 2017 stock 2% Dividend was declared for all.

Our vision is to be focused upon our vast land properties to utilized modern way to develop as quality services, innovative financial product which that strategy up an effective funding source.

We look forward to your continued support, cooperation and guidance that are our constant source of encouragement and strength in the days ahead-Inshallah.

May Almighty bless us.

Wishing you all the best



(Nazrul Islam)
Managing Director & CEO

সম্মানিত শেয়ারহোল্ডার বৃন্দ
আসসালামু আলাইকুম

ফাইন ফুডস লিমিটেড-এর ২৩তম বার্ষিক সাধারণ সভায় আপনাদেরকে স্বাগত জানাচ্ছি এবং ৩০ শে জুন, ২০১৭ইং 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 ৪নং 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। ২০১৬-২০১৭ অর্থ বছরে পুকুর পরিশোধন সহ প্রকল্প-২ এর চলমান বিভিন্ন সংস্কারমূলক কাজ সম্পন্ন করে উহার উৎপাদন প্রক্রিয়া পুনরায় শুরু করে আমরা আমাদের কাজিত লক্ষ্য মাত্রা অর্জনের পথে এগুচ্ছি। আমরা ভীষন আশাবাদি। আমাদের দৃঢ় আশা, পরবর্তী অর্থ বছরে (২০১৭-২০১৮) আমরা আমাদের প্রত্যাশিত সফলতা আরো বেশী অর্জন করতে পারব ইনশাল্লাহ্।

নিম্নে ২০১৫-২০১৬ অর্থ বছরের সাথে এ অর্থবছরের (২০১৬-২০১৭) একটি সংক্ষিপ্ত তুলনামূলক চিত্র উপস্থাপন করা হলোঃ

বিবরণ	২০১৬-২০১৭	২০১৫-২০১৬
বিক্রয়	৪৭,৭১২,৪৭৯/-	৩৪,৮৭৩,৮৯৯/-
উৎপাদন ব্যয়	৩৪,৫৭১,৩৮৫/-	২০,০৮৭,৯৪৭/-
মোট লাভ/(ক্ষতি)	১৩,১৪১,০৯৪/-	১৪,৭৮৫,৯৫২/-
নীট লাভ/(ক্ষতি)	৮,৬২৯,৭৬৮/-	১০,৬৪৬,৯৩৫/-

৩. ব্যবসায়িক কার্যক্রম পর্যালোচনা:

প্রিয় শেয়ারহোল্ডারবৃন্দ আপনারা জানেন যে, ফাইন ফুডস লিমিটেড একটি কৃষিভিত্তিক উৎপাদনমুখী প্রতিষ্ঠান। প্রতিষ্ঠান শুরু থেকে আজ পর্যন্ত অনেক চড়াই উৎড়াই পার করে ইহা বর্তমানে একটি শক্ত ভিত্তির উপর প্রতিষ্ঠিত। পাবলিক লিমিটেড কোম্পানী হিসেবে প্রতিষ্ঠান পর থেকে আজ পর্যন্ত অভ্যন্তরীণ সংস্কার, প্রাকৃতিক দুর্যোগ ও রাজনৈতিক অস্থিরতার কারণে ১৪টি অর্থবছরের মধ্যে ৫টি অর্থবছর ছাড়া ৯টি অর্থবছরেই প্রতিষ্ঠানটি সফলতার সাথে লভ্যাংশ অর্জন, ঘোষণা ও বিতরণ করেছে। তার-ই ধারাবাহিকতায় প্রকল্প গুলোর অভ্যন্তরীণ সংস্কার কাজ সম্পন্ন শেষে এ বছরেও উৎপাদন কার্যক্রম প্রায় পুরোদমে (উভয় প্রকল্পে) পরিচালনা করার ফলে এ অর্থবছরেও আমরা কিছুটা উন্নতি করে মোটামোটি কাজিত ফল (Profit) অর্জন করতে সক্ষম হয়েছি। এজন্য আমরা সকলকে আন্তরিকভাবে ধন্যবাদ ও কৃতজ্ঞতা জানাচ্ছি। উল্লেখ্য যে, জমি ক্রয়ের নিমিত্তে অগ্রীম বাবদ যে ১.২০ কোটি টাকা প্রদান করা হয়েছিল তার প্রেক্ষিতে এ অর্থবছরেও জমির মালিকগণের সাথে ইতিপূর্বে স্বাক্ষরিত সমঝোতা চুক্তি মোতাবেক গত ২৬-১০-২০১৭ইং তারিখে ২য় কিস্তি হিসেবে জমির মালিকগণ ২০ লক্ষ টাকা কোম্পানীকে ফেরত দেয় এবং শীতাই বাকি ৮০ লক্ষ টাকা কিস্তির মাধ্যমে ফেরত প্রদান করবে বলে পুনরায় অবগত করে। পরিচালনা পর্ষদ প্রতিজ্ঞাবদ্ধ যে, আরো দৃঢ়ভাবে প্রচেষ্টা চালানোর মাধ্যমে যেন ২০১৭-২০১৮ অর্থ বছরে কোম্পানী আরো বেশি করে লাভ (Profit) অর্জন করতে সক্ষম হয়। আমরা আন্তরিকভাবে বিশ্বাস করি, আমাদের এই প্রচেষ্টার মাধ্যমে অর্জিত ফল ধারাবাহিক ভাবে বৃদ্ধি করতে সক্ষম হবো এবং সহযোদ্ধা হিসাবে অতীতের মত আগামী দিনেও আপনারাদের সহযোগিতা আমরা পুরোপুরিভাবে পাবো।

৪। পরিচালক মন্ডলীর সভা :

২০১৬-২০১৭ অর্থ বছরে পরিচালনা পর্ষদের মোট আটটি 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 (২০১৬-২০১৭) কোম্পানীর আর্থিক হিসাবের ফলাফলে “লাভ”(Profit) হওয়ায় পরিচালনা পর্ষদ ২০১৬-২০১৭ অর্থ বছরের জন্য ২% স্টক লভ্যাংশের প্রস্তাব করেন।

৬। পরিচালকগণের অবসর গ্রহণ ও পুনঃ নিয়োগ :

Corporate Governance Guideline নির্দেশনা মোতাবেক স্বতন্ত্র পরিচালক হিসাবে জনাব মো: আঙ্গুর খান-এর মেয়াদ শেষ হয়ে যাওয়ায় তার স্থলে জনাব মো: হাবিবুর রহমান কে এবং জনাব কামাল মাহমুদ পদত্যাগ করায় তার স্থলে জনাব মো: শাহজাহান সাজুকে পরবর্তী এক টার্ম নিয়োগের জন্য প্রস্তাব করা হলো।

৭। নিরীক্ষক নিয়োগ ও তাদের পারিশ্রমিক নির্ধারণঃ

মেসার্স জি. কিবরিয়া এন্ড কোম্পানী, চার্টার্ড একাউন্ট্যান্টস পরপর ৩য় বারের মতো এ অর্থ বছরেও (২০১৬-২০১৭) কোম্পানীর বার্ষিক হিসাব নিরীক্ষা করেছেন। বিধি ও বিএসইসি-র নির্দেশনা মোতাবেক ২০১৭-২০১৮ অর্থ বছরের জন্য তারা আর যোগ্য নয়। বিধায় নিরীক্ষক হিসাবে মেসার্স আহমেদ এ্যান্ড আজার চার্টার্ড একাউন্ট্যান্টসকে (৩০-৩১ দিলকুশা (৪র্থ তলা) ঢাকা-১০০০) ২০১৭-২০১৮ অর্থ বছরের জন্য বার্ষিক ১,০০,০০০ (এক লক্ষ) টাকা পারিশ্রমিক-এর বিনিময়ে নিয়োগ-এর জন্য প্রস্তাব করা হলো।

৮। নিরীক্ষকের সংরক্ষিত মন্তব্যের উপর আমাদের বক্তব্যঃ

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

সম্মানিত নিরীক্ষক মহোদয় Emphasis of Matter এর আওতায় যে মন্তব্য করেছেন তাকে আমরাও যথেষ্ট গুরুত্ব প্রদান করছি। এ অর্থ বছরে (২০১৭-২০১৮) আমরা উহা পালন করার জন্য সর্বোচ্চ প্রচেষ্টা গ্রহণ করব।

৯। বোর্ড সভা ও উপস্থিতি :

২০১৬-২০১৭ অর্থ বছরে ৪টি অডিট কমিটির সভা এবং ৮টি 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 পুনর্গঠন করা হয়েছে এবং তাঁরা যথাযথভাবে তাঁদের উপর অর্পিত দায়িত্ব পালন করেছেন।

নং	নাম	কোম্পানীতে পদমর্যাদা	কমিটিতে পদমর্যাদা
০১	মি: মো: আফুর খান	স্বতন্ত্র পরিচালক	চেয়ারম্যান
০২	মি: নজবুল ইসলাম	ব্যবস্থাপনা পরিচালক ও সিইও	সদস্য
০৩	মি: কামাল মাহমুদ	স্বতন্ত্র পরিচালক	সদস্য
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 করণে ও সুষ্ঠুভাবে পরিচালনায় কোম্পানীর সামর্থ্য রয়েছে।

উপসংহার :

পরিশেষে মহান সৃষ্টিকর্তাকে কৃতজ্ঞতা ও সকল সম্মানীত 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 ও সিইও

REPORT OF AUDIT COMMITTEE

For the year 2016-2017

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	Position in the Board
Mr. Md. Angur Khan	Chairman	Independent Director
Mr. Nazrul Islam	Member	Managing Director & CEO
Mr. Kamal Mahmud	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 2017. 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/-

Md. Angur Khan

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/CMRRCD/2006/158/134/Admin/44 dated August 7, 2012.

Dated: Dhaka
29 October, 2017

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



ANNUAL REPORT 2017

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 with the condition
1.0	BOARD OF DIRECTORS		
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 23rd AGM
1.3	Qualification of Independent Director		
(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	Chairman & Chief Executive Officer should be different persons	Complied	
1.5	The Director's Report to Shareholders		
(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	
(xxi)	Pattern of share holding (disclosing aggregate number of shares)-		
(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	
(xxii)	Appointment/Reappointment of Directors-	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	CHIEF FINANCIAL OFFICER (CFO), HEAD OF INTERNAL AUDIT AND COMPANY SECRETARY (CS).		
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	AUDIT COMMITTEE		
(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	
3.1	Constitution of the Audit Committee.		
(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	
3.2	Chairman of the Audit Committee:		
(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	
3.3	Role of The Audit Committee		
(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 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	
3.4	Reporting of The Audit Committee		
3.4.1	Reporting to the Board of Directors		
(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
3.4.2	Reporting to Authorities (if any material impact on the financial condition & result of operation, unreasonably ignored by the Management)		No Such Incident
3.4.3	Reporting of activities to the Shareholders	Complied	
4.00	EXTERNAL/STATUTORY AUDITORS		
(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 with the condition
5.00	SUBSIDIARY COMPANY		
(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	DUTIES OF CHIEF EXECUTIVE OFFICER (CEO) AND CHIEF FINANCIAL		
	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	REPORTING AND COMPLIANCE OF CORPORATE GOVERNANCE		
(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 30-06-2017**

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	1,39,049	1.05
3	Mr. Md. Alimul Hassan	Independent Director	1,572	0.01
4	Mr. Md. Angur Khan	Independent Director	1,572	0.01
5	Mr. Kamal Mahmud	Independent Director	Nil	Nil
6	Mr. Md. Sohel Hossain	Company Secretary	Nil	Nil
7	Mr. Md. Abdul Latif	CFO	Nil	Nil
8	Mr. Md. Shahinur Rahman	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 30-06-2017

(Taka in Thousand)

Particulars	2016-2017	2015-2016	2014-2015	2013-2014	2012-2013
Authorized Capital	10,00,000	10,00,000	10,00,000	10,00,000	10,00,000
Paid-up Capital	1,33,008	1,30,400	1,30,400	1,30,400	1,27,844
Fixed Assets	71,016	72,158	73,403	74,760	76,243
Turnover (Sales)	47,712	34,874	26,056	23,430	34,695
Gross Profit/(L)	13,141	14,786	847	(3,979)	2,690
Retained Earning/(L)	8,805	2,783	(7,863)	(5,919)	613
Earning per Share	0.649	0.816	(0.149)	(0.475)	0.046
No. of Shareholder	4,351	4,188	5,320	4,344	3,460

Annexure-iv

Board of Directors Meeting

as on 30-06-2017

Name of the Directors	Meeting Held	Attended
Mr. Mizanur Rahman	8	7
Mr. Nazrul Islam	8	8
Mr. Md. Angur Khan	8	8
Mr. Kamal Mahmud	8	7
Md. Alimul Hassan	8	5

**REPORT ON FINANCIAL STATEMENTS
FOR THE YEAR 2016-2017
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.



(Nazrul Islam)
Managing Director & CEO



(Md. Abdul Latif)
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 at June 30, 2017 and the related statement of Profit or Loss and other 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 (BAS) and Bangladesh Financial Reporting Standards (BFRS), The Companies Act, 1994 and other applicable laws and regulations, 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 (BSA). 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 Limited as at June 30, 2017 and its financial performance and its cash flows for the year then ended in accordance with Bangladesh Accounting Standards (BAS) and Bangladesh Financial Reporting Standards (BFRS), the Companies Act 1994, and other applicable laws and regulations.

Emphasis of Matter:

We draw attention to the following matter, 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.

Report on legal and regulatory requirements

In accordance with the Companies Act 1994 and Securities and Exchanges Rules 1987, we also report the following:

- 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 of account 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 and the statement of profit or loss and other comprehensive income dealt with by the report are in agreement with the books of accounts; and
- d) The expenditure incurred was for the purposes of the company's business.

Place: Dhaka
Date: 29-October-2017

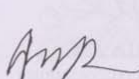


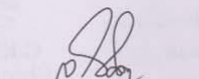
G.KIBRIA & Co.
Chartered Accountants.

FINE FOODS LIMITED
STATEMENT OF FINANCIAL POSITION
AS AT 30 JUNE 2017

Particulars	Notes	Figures in Taka 30.06.2017	Figures in Taka 30.06.2016
A. NON- CURRENT ASSETS:		89,101,054	89,585,942
Fixed Assets	2	71,015,670	72,158,358
Advance for Land Purchases	3	10,000,000	12,000,000
Capital Stock	4	8,085,384	5,427,584
B. CURRENT ASSETS:		64,466,037	53,001,566
Inventories	5	55,608,149	45,671,200
Trade Receivables	6	6,901,258	5,409,506
Advance & Prepayments	7	1,362,000	1,362,000
Cash & Cash Equivalents	8	594,630	558,860
C. CURRENT LIABILITIES:		6,603,449	4,253,634
Liabilities for Expenses	9	441,715	306,100
WPPF	10	869,538	370,922
Tax Payable (deduction on dividend)	11	653,487	653,487
Provision for Tax	12	1,925,653	1,264,269
Deffered Tax	13	673,946	619,746
Trade Payables	14	1,939,110	936,110
Dividend Payable	15	100,000	100,000
D. NET CURRENT ASSETS (B - C)		57,862,588	48,747,932
Total Taka (A + D)		146,963,642	138,333,874
E. FINANCED BY:			
F. SHARE HOLDER EQUITY:		146,963,642	138,333,874
Share Capital	16	133,008,940	130,400,930
Reserve for Bond	17	5,149,473	5,149,473
Retained Earning	18	8,805,229	2,783,471
Total Taka (E + F)		146,963,642	138,333,874

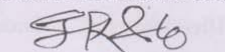
The annexed notes 1 to 45 form an integral part of these Financial Statements


Director


Managing Director


Chairman

As per our report of same date

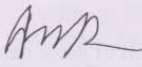

G.KIBRIA & Co.
 Chartered Accountants


FINE FOODS LIMITED
STATEMENT OF PROFIT OR LOSS & COMPREHENSIVE INCOME
FOR THE YEAR ENDED 30 JUNE 2017

Particulars	Notes	Figures in Taka 30.06.2017	Figures in Taka 30.06.2016
Turnover	19	47,712,479	34,873,899
Cost of Goods Sold	20	34,571,385	20,087,947
Gross Profit/(Loss)		13,141,094	14,785,952
Operating Expenses:		3,168,778	3,057,758
Administrative, Selling & Distribution Expenses	21	3,168,778	3,057,758
Operating Profit/(Loss)		9,972,316	11,728,194
Net Profit/(Loss) before Tax		9,972,316	11,728,194
Provision for WPPF		(498,616)	-
Provision for Tax (SRO-254/Law/Income Tax/2015)		(789,732)	(1,022,819)
Deffered Tax		(54,200)	(58,440)
Net Profit/(Loss) after Tax		8,629,768	10,646,935
Retained earning brought forward		175,461	(7,863,464)
Retained Earning/ (Loss) transferred to Financial Position		8,805,229	2,783,471
Basic Earning/(Loss) per Share (EPS) (Annualized)	23	0.649	0.816

The annexed notes 1 to 45 form an integral part of these Financial Statements

As per our report of same date


Director


Managing Director


Chairman


G. KIBRIA & Co.
Chartered Accountants

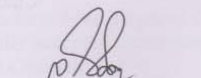
FINE FOODS LIMITED
STATEMENT OF CASH FLOW
FOR THE YEAR ENDED 30 JUNE 2017

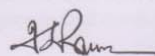
Particulars	Notes	Figures in Taka 30.06.2017	Figures in Taka 30.06.2016
Cash Flow from Operating Activities:		821,918	284,002
Cash Collection from Turnover & others		46,220,727	32,969,393
Payment for Production Materials		(45,398,809)	(32,685,391)
Cash Flow from Investing Activities:		(657,800)	-
Advance for land adjusted		2,000,000	-
Cattle		(2,657,800)	-
Cash Flow from Financing Activities:		(128,348)	(78,169)
Encashment of Bond		-	-
Interest on Govt. Bond		-	-
Tax Payment		(128,348)	(78,169)
Net Cash Inflow/ (Outflow)		35,770	205,833
Opening Cash & Bank Balances		558,860	353,027
Closing Cash & Bank Balances		594,630	558,860

The annexed notes 1 to 45 form an integral part of these Financial Statements

As per our report of same date


Director


Managing Director


Chairman


G. KIBRIA & Co.
 Chartered Accountants

FINE FOODS LIMITED
Statement of Changes in Equity
For the year ended 30 June 2017

Particulars	Share Capital	Reserve for Investment of Govt. Bond	Retained Earning/(Loss)	Total Amount in Taka
Balance as on 01.07.2016	130,400,930	5,149,473	2,783,471	138,333,874
Net profit/(Loss) this year	-	-	8,629,768	8,629,768
Less : Dividend	-	-	(2,608,010)	(2,608,010)
Add : Inc.Capital by Bonus Share	2,608,010	-	-	2,608,010
At the end of the year 30.06.2017	133,008,940	5,149,473	8,805,229	146,963,642


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

Particulars	Share Capital	Reserve 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	-	-	-	-
At the end of the year 30.06.2016	130,400,930	5,149,473	2,783,471	138,333,874

Accompanying notes form an integral part of the Financial Statements

As per our report annexed


Director


Managing Director


Chairman


G.KIBRIA & Co.
 Chartered Accountants

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 2017**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 AI-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. Two 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 30.06.2017
- ii) Statement Profit or Loss and Other Comprehensive Income for the year ended 30.06.2017
- iii) Statement of Cash Flows for the year ended 30.06.2017
- iv) Statement of Changes in Equity as on 30.06.2017
- 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.

Fine Foods Limited

1.7 Accounting Period

Accounting period of the Company is from July 01, 2016 to June 30, 2017 financial year.

1.8 Use of estimates in preparation of the financial statements:

The preparation of financial statements in conformity with generally accepted accounting principles requires the management to make estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements. Actual results may differ from those estimates

1.9 Change in Accounting Policies:

There has been no change in accounting policies. All policies applied were consistent with the practices of the previous period.

1.10 Statement of compliance with local laws:

The financial statements have been prepared in compliance with the Companies Act, 1994, Securities & Exchange Rule 1987, and other relevant local laws as applicable.

1.11 Income Tax:

Provision for Tax for the year provided as per Income Tax Ordinance 1984.

1.12 Revenue Recognition:

Sales are recognized as the delivery of goods to the customers from the warehouse/sales center. Invoices were made after satisfying the following conditions prescribed by IAS 18 "Revenue":

- a. The significant risks and rewards of ownership of the product sold have been transferred to the buyer.
- b. The amount of revenue was fixed at fair value.
- c. The quantities of goods delivered were measured reliably.
- d. It was probable that the economic benefits relating to the transactions will flow to the enterprise.
- e. Neither continuing managerial involvement nor effective control usually associated with ownership of the product was retained by the Company; and
- f. Cost relating to the transactions was measured reliably.

1.13 Recognition of Tangible Fixed Assets:

These are capitalized at cost of acquisition and subsequently stated at cost less accumulated depreciation in compliance with the benchmark treatment of IAS 16 for "Property, Plant and Equipment". The cost of acquisition of an asset comprises its purchase price and other directly attributable cost of bringing the assets to its intended use inclusive of inward freight, duties and non-refundable taxes. In respect of major projects involving construction, related pre-operational expenses form part of the value of assets capitalized. Expenses as capitalized also included applicable "Borrowing costs" in compliance with the provisions of the Companies Act 1994.

1.14 Fixed Assets:

Written down value /book value is arrived at after deduction of accumulate depreciation from cost.

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
Dam, 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 estimated 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

Fine Foods Limited

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.

1.30 Employee Benefit Schemes:

The Company has no Employee Benefit Schemes like provident fund and gratuity fund.

1.31 Workers Profit Participation Fund:

The Company has made provision for workers Profit Participation Fund but legal formalities like trusty board has not been constitute yet, the matter is under process.

FINE FOODS LIMITED
NOTES TO THE ACCOUNTS FOR THE YEAR ENDED 30 JUNE 2017

	Figures in Taka 30.06.2017	Figures in Taka 30.06.2016
2 Fixed Assets:	Tk. 71,015,670	73,402,743
The break-up of above as follows		
Unit-1 (Kishoreganj):		
a) Land & Land Development	9,113,573	9,113,573
b) Road & Construction	3,062,540	3,062,540
c) Pond Excavation	26,898,649	26,898,649
d) Boundary, Dam,Dyke,Approach Road etc.	7,422,405	7,813,058
e) Civil Construction	3,608,550	3,901,135
f) Machinery	425,217	500,255
g) Office Decoration	137,123	161,321
h) Microbus	44,999	56,249
i) Other Assets	55,178	64,915
Sub Total (A)	50,768,234	51,571,694
Unit-2 (Mymensingh):		
a) Land & Land Development	13,200,000	13,200,000
b) Pond Excavation	3,413,210	3,413,210
c) Civil Construction	293,877	317,705
d) Machinery	395,211	464,954
e) Fishery Hatchery	71,939	84,634
f) Other Assets	2,873,200	3,106,162
Sub Total (B)	20,247,437	20,586,665
Grand Total	71,015,670	72,158,358

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

3 Advance for Land:	Tk. 10,000,000	12,000,000
This made -up as under:		
Opening Balance	12,000,000	12,000,000
Add: During the year	2,000,000	-
Total Taka:	10,000,000	12,000,000

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 26.10.2017.

4 Capital Stock:	Tk. 8,085,384	5,427,584
This made -up as under:		
Cattle (Note:4.1)	5,040,111	2,382,311
Plantation (Note:4.2)	3,045,273	3,045,273
Total Taka:	8,085,384	5,427,584

4.1 Cattle:	Tk. 5,040,111	2,382,311
The fleet of Cattle consist of 92 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	2,382,311
Add: During the year	2,657,800	-
Less: Disposal	-	-
Total Taka	5,040,111	2,382,311

4.2 Plantation:	Tk. 3,045,273	3,045,273
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
Total Taka:	3,045,273	3,045,273

Fine Foods Limited

5 Inventories :

This is made -up as follows:

Unit -1 Kishoregonj

Unit -2 Mymensingh

Total

Tk.

30.06.2017

30.06.2016

55,608,149

45,671,200

Amount (Tk.)

Amount (Tk.)

40,704,154

38,871,200

14,903,995

6,800,000

55,608,149

45,671,200

Unit -1 Kishoregonj

The break -up of the inventories are as under:

Particulars	Qty (Ton)	Rate (Ton)	Amount (Tk.)	Amount (Tk.)
Telapia	40.25	96,080	3,867,220	3,518,600
Rui	17.36	139,320	2,418,595	2,104,500
Katla	15.53	134,080	2,082,262	1,914,000
Mregal	18.25	106,470	1,943,078	1,470,500
Common Carp	15.32	102,350	1,568,002	1,714,500
Panggas	35.35	84,620	2,991,317	1,536,000
Others	15.35	70,000	1,074,500	1,025,500
Fingerling			18,500,230	19,327,050
Total fish			34,445,204	32,610,650
Closing Raw Materials			6,258,950	6,260,550
Total			40,704,154	38,871,200

Unit -2 Mymensingh

The break -up of the inventories are as under:

Particulars	Qty (Ton)	Rate (Ton)	Amount (Tk.)	Amount (Tk.)
Telapia	21.36	88,020	1,880,107	1,014,000
Rui	10.25	133,140	1,364,685	314,500
Katla	10.23	130,100	1,330,923	323,000
Mregal	15.25	104,020	1,586,305	264,000
Fingerling			6,885,650	4,127,720
Total fish			13,047,670	6,043,220
Closing Raw Materials			1,856,325	756,780
Total			14,903,995	6,800,000

6 Trade Receivables:

Tk.

4,320,408

5,409,506

The above amount represent the receivable against credit sales to the following parties as on 30-06-2017

	Ageing	Amount (TK.)	Amount (TK.)
Mr. Alimuddin Miah, Sararcha, Bajitpur, Kishoreganj	Above 30 days	550,194	591,664
Md. Sirajul Islam , Katiadi, Kishoreganj	Below 45 days	455,545	915,955
Mr. Kamrul, Kishoregonj	Below 60 days	568,315	537,909
Mr. Sumon , Manikkhali	With in 30 to 45 days	484,987	682,360
Mr. Rafikul, Bhairab	With in 45 to 60 days	653,931	843,949
Mr. Habibur Rahman, Katiadi, Kishoregonj	Above 45 days	584,863	701,305
Mr. Kaium, Bajitpur, Kishoregonj	Below 60 days	484,975	270,445
Mr. Hasan, Manikkhali, Kishoregonj	With in 30 to 45 days	537,598	865,919
Sub Total (A)		4,320,408	5,409,506

Fine Foods Limited

30.06.2017

30.06.2016

Mr. Alimuddin Miah, Sararcha, Bajitpur, Kishoreganj
 Md. Juel, Mecchera, Mymensingh
 Mr. Hasem, Dayarampur, Mymensingh
 Mr. Rokon, Mymensingh
 Mr. Harez, Kashigonj, Mymensingh
 Mr. Hablu, Mozahardi, Mymensingh

Ageing	Amount (TK.)	Amount (TK.)
Above 30 days	415,669	-
Above 45 days	424,512	-
With in 30 to 60 days	451,944	-
Below 30 days	416,298	-
With in 30 to 45 days	457,803	-
Below 60 days	414,624	-
Sub Total	2,580,850	-
Total	6,901,258	5,409,506

Sub Total
Total

Receivable are considered goods and subsequently realized.

7 Advance and Prepayments:

The break up of the above are as under:
 Advance against Office Rent
 Security Deposit to Palli,Bidyut
 Security Deposit To BRTA
 Security Deposit To CDBL
 Advance for Feed and fingerling Purchase
Total Taka:

Tk.	1,362,000	1,362,000
	120,000	120,000
	27,000	27,000
	15,000	15,000
	200,000	200,000
	1,000,000	1,000,000
Total Taka:	1,362,000	1,362,000

8 Cash & Bank Balance:

The above amount represent as follows :

Cash in Hand Head office
 Cash in Hand Factory
Cash at bank
 Eastern Bank Ltd. CA A/C No. 01021060008420
 Premiar Bank CA 016011100000118
 Premiar Bank SD 01601310000022
Total Taka :

Tk.	594,630	558,860
	190,268	121,367
	192,569	113,566
	5,680	5,680
	105,020	217,671
	101,093	100,576
Total Taka :	594,630	558,860

9 Liabilities for Expenses:

Salary & Wages
 Listing Fee
 CDBL
 Professional Fees
Total Taka:

Tk.	441,715	306,100
	178,400	125,100
	51,315	-
	112,000	56,000
	100,000	125,000
Total Taka:	441,715	306,100

10 Workers Profit Participation Fund (WPPF):

The details are as follows:

Opening Balance
 Add : During the year
Total Taka:

Tk.	869,538	370,922
	370,922	370,922
	498,616	-
Total Taka:	869,538	370,922

Fine Foods Limited

	30.06.2017	30.06.2016
11 Tax payable (deduction on dividend):	Tk. 653,487	653,487
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	-	-
Total Taka:	653,487	653,487
12 Provision for Tax:	Tk. 1,925,653	1,264,269
The details are as follows:		
Opening Balance	1,264,269	241,450
Add: During the year	789,732	1,022,819
Less: Paid Durng the Year	128,348	-
Total Taka:	1,925,653	1,264,269
13. Deffered Tax:	Tk. 673,946	619,746
Details are as follows:		
Opening Balance	619,746	561,306
Add: During the year	54,200	58,440
Total	673,946	619,746
14 Trade Payables:	Tk. 1,939,110	939,110
The details are as follows:		
Opening Balance	939,110	1,005,210
Add: During the year	1,000,000	-
Less: Payment during the year	-	66,100
Total Taka:	1,939,110	939,110
15 Dividend Payable:	Tk. 100,000	100,000
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	-	-
Total Taka:	100,000	100,000
16 Share Capital:	Tk. 130,400,930	130,400,930
Authorised Capital:		
100,000,000 ordinary shares of Tk. 10/= each		
Issued , Subscribed and Paid - up :	1,000,000,000	1,000,000,000
13,040,093 ordinary shares of Tk. 10/= each fully paid up		
Add: Bonus Share 260,801 of TK. 10/= each	130,400,930	130,400,930
Total	133,008,940	130,400,930

Summarised list of Shareholders as on 30.06.2017 on the basis of share holdings:

Share Holding Range	Share Holder 30.06.2017	Share Holder 30.06.2016	No. of Share 30.06.2017	No. of Share 30.06.2016
001-500	468	542	160,524	101,372
501-5000	1581	3423	6,326,546	7,224,640
5001-10000	94	89	675,860	663,390
10001-25000	51	61	888,012	1,033,566
25001-50000	62	47	2,561,902	1,588,275
50001-9999999	37	26	2,688,050	2,428,850
Total	2293	4188	13,300,894	13,040,093

On the basis of share holders :

Share Holding Range	Share 2016-2017	Share 2015-2016
General Public	12,609,529	12,827,117
ICB	549,172	75,111
Sponsor's (Domestic)	142,193	137,865
Total	13,300,894	13,040,093

Fine Foods Limited

17. Reserve for Bond:

Details are as follows:

Opening Balance
Add: During the year
Total

	30.06.2017	30.06.2016
Tk.	5,149,473	5,149,473
	5,149,473	5,149,473
	-	-
	5,149,473	5,149,473

18 Retained Earning (Loss):

Details are as follows:

Opening Balance
Less: Transfer Share Capital
Total
Add: During the year

	30.06.2017	30.06.2016
Tk.	8,805,229	2,783,471
	2,783,471	(7,863,464)
	2,608,010	-
	175,461	(7,863,464)
	8,629,768	10,646,935
	8,805,229	2,783,471

Transferred to Balance Sheet

19 Turnover:

This is made -up as follows:

Unit -1 Kishoregonj
Unit -2 Mymensing
Total

	30.06.2017	30.06.2016
Tk.	47,712,479	34,873,899
	Amount (Tk.)	Amount (Tk.)
	33,524,561	34,873,899
	14,187,918	-
	47,712,479	34,873,899

Unit -1 Kishoregonj

This is made -up as follows:

Particulars

Particulars	Qty (Ton)	Rate (Ton)	Amount (Tk.)	Amount (Tk.)
Telapia	67.07	96,080	6,438,110	5,304,247
Rui	10.55	139,320	1,469,169	1,415,879
Katla	9.81	134,080	1,315,785	1,477,316
Mregal	10.88	106,470	1,158,348	1,280,740
Common Carp	14.42	102,350	1,475,938	1,168,071
Panggas	31.09	84,620	2,630,951	3,609,465
Others			193,358	903,500
Fingerling			18,842,902	19,714,681
Total			33,524,561	34,873,899

Unit -2 Mymensingh

This is made -up as follows:

Particulars

Particulars	Qty (Ton)	Rate (Ton)	Amount (Tk.)	Amount (Tk.)
Telapia	25.49	88,020	2,243,692	-
Rui	3.60	133,140	479,573	-
Katla	3.66	130,100	475,531	-
Mregal	4.50	104,020	467,980	-
Common Carp	4.13	96,850	399,978	-
Panggas	8.98	81,730	734,013	-
Others			21,301	-
Fingerling			9,365,850	-
Total			14,187,918	-

Fine Foods Limited

20 Cost of Goods Sold:

This is made -up as follows:

Unit -1 Kishoregonj

Unit -2 Mymensingh

Total

Unit -1 Kishoregonj

This made as follows:

Cost of Raw Materials

Cost of Fingerling Purchased

Wages & Salary

W & S of Indirect Labour

Medicine and pesticide

Fertilizer

Carriage inward

Fuel & Lubricants

Pond Repair

Depreciation

Total

Add: Opening Stock /Inventories

Less : Closing Stock/Inventories

Cost of Goods sold

Cost of Raw Materials :

This made as follows:

Particulars

Opening Balance

Raw Materials Purchased During the year

Raw Materials available for Use

Less: Closing Stock

Raw Materials Used During The Year

Unit -2 Mymensingh

This made as follows:

Cost of Raw Materials

Cost of Fingerling Purchased

Wages & Salary

W & S of Indirect Labour

Medicine and pesticide

Fertilizer

Carriage inward

Fuel & Lubricants

Pond repair

Depreciation

Total

Add: Opening Stock /Inventories

Less : Closing Stock/Inventories

Cost of Goods sold

Cost of Raw Materials :

This made as follows:

Particulars

Opening Balance

Raw Materials Purchased During The Year

Raw Materials Available for Use

Less: Closing Stock

Raw Materials Used During The Year

30.06.2017

30.06.2016

Tk.

34,571,385

20,087,947

Amount (Tk.)	Amount (Tk.)
24,404,290	21,388,175
10,167,095	(1,300,228)
34,571,385	20,087,947

18,205,828	16,823,390
5,425,630	5,126,350
830,400	790,400
265,340	256,350
59,650	52,365
87,896	85,632
78,965	74,250
165,994	156,850
315,680	213,520
803,461	869,788
26,238,844	24,448,895
32,610,650	29,549,930
34,445,204	32,610,650
24,404,290	21,388,175

Tk.

18,205,828

16,823,390

Amount (Tk.)	Amount (Tk.)
6,260,550	5,260,380
18,204,228	17,823,560
24,464,778	23,083,940
6,258,950	6,260,550
18,205,828	16,823,390

12,169,257	2,180,375
3,365,250	1,645,675
639,600	160,000
216,350	48,675
55,230	15,676
52,650	13,424
95,860	21,344
105,620	28,768
132,500	254,458
339,228	374,597
17,171,545	4,742,992
6,043,220	-
13,047,670	6,043,220
10,167,095	(1,300,228)

Tk.

12,169,257

2,180,375

Amount (Tk.)	Amount (Tk.)
756,780	-
13,268,802	2,937,155
14,025,582	2,937,155
1,856,325	756,780
12,169,257	2,180,375

Fine Foods Limited

30.06.2017

30.06.2016

21 Administrative, Selling and Distributions Expenses:

Tk.

3,168,778

2,723,055

This is made up as follows:

Salary and Benefits	670,800	670,800
Bonus	55,900	-
Office Rent	144,000	144,000
Printing & Stationery	110,123	65,325
Board Meeting Expenses	75,230	62,350
Rent, Rates and Taxes	-	678,169
Advertisement	61,800	68,068
Conveyance	36,589	33,652
Entertainment	34,856	31,254
Repair & Maintenance	91,470	28,950
Medical Expenses	42,535	32,654
Car Maintenance	43,658	38,659
Professional & Others Fees	125,000	125,000
Paper & Periodicals	4,785	4,875
Miscellaneous Expenses	62,194	22,356
Telephone & Mobile Bill	60,000	39,865
Cost of packing materials	755,060	345,900
Carriage Outward	566,536	253,650
AGM Expenses	223,560	185,000
CDBL	-	159,051
Listing Fee	-	65,200
Bank Charge and Commission	4,682	2,980

Total Taka:

3,168,778

3,057,758

22 Financial Instruments and Related Disclosures 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.)
Financial Assets		
Trade Receivables	6,901,258	5,409,506
Cash and Cash Equivalents	594,630	558,860
Total	7,495,888	5,968,366
Financial Liabilities		
Liabilities for Expenses	441,715	306,100
Total	441,715	306,100
Net Financial Assets/(Liabilities)	7,054,173	5,662,266

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

Tk.

0.649

0.816

The computation of EPS is given below:

a) Earning attributable to the ordinary shareholders (Net profit/(Loss)after Tax)	8,629,768	10,646,935
b) Weighted average number of ordinary shares outstanding during the year	13,300,894	13,040,093
c) Basic EPS (Annualized)	0.649	0.816

24 Net Assets Value (NAV) :

Tk.

11.049

10.608

The computation of NAV is given below:

a) Equity to the ordinary shareholders	146,963,642	138,333,874
b) Weighted average number of ordinary shares outstanding during the year	13,300,894	13,040,093
c) NAV (Annualized)	11.049	10.608

Fine Foods Limited

25 Net Operating Cash Flow Per Share :

The computation is above as under:

- a) Net Operating Cash Flow
 b) Weighted average number of ordinary shares outstanding during the year
 c) Net Operating Cash Flow Per Share (Annualized)

	30.06.2017	30.06.2016
Tk.	0.062	0.022
	821,918	284,002
	13,300,894	13,040,093
	0.062	0.022

26 Capital Expenditure Commitment

N/A

27 Payment of Foreign Currency

N/A

28 Foreign Exchange Earned

N/A

29 Commission, Brokerage or Discount against sales

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 2017 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 01.07.2016 to 30.06.2017 there were 8 (Eight) 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	8	7
Mr. Nazrul Islam	Managing Director	8	8
Mr. Md. Angur Khan	Independent Director	8	8
Mr. Md. Alimul Hassan Shaheen	Independent Director	8	5
Mr. Kamal Mahmud	Independent Director	8	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 2017)

Salary Rangs (Monthly)	Officer & Staff		Worker	Total Employee
	Head Office	Project	Project	
Below Tk. 3,000/-	0	4	45	49
Above Tk. 3,000/-	6	10	128	144
Total	6	14	173	193

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. Alimul Hassan Shaheen	Independent Director	-	-	-
Mr. Kamal Mahmud	Independent Director	-	-	-

b (i) Period of payment to Directors is from 1st July 2016 to 30th June 2017

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 2016 to 30th June 2017 ton/nos	Capacity Utilization from 1st July 2016 to 30th June 2017
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	31,473,030		30,375,085	97%
Packing Materials	755,060		755,060	100%
Total	32,228,090		32,228,090	

ii) The Company has not incurred any expenditure in foreign currency for the period from 1st July 2016 to 30th June 2017 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' 2017.

(III) Debt considered doubtful or bad

The company does not make any provision for doubtful debts as on 30 June 2017, 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 2017.

(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 2017.

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 29 October 2017.

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 29 October 2017, the management proposed to declare Dividend 2% (Stock) for the year 2016-17 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 of 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.

FINE FOODS LIMITED
SCHEDULE OF FIXED ASSETS AS ON 30 JUNE 2017

Schedule

Unit -1 Kishoregonj

Particulars	Cost			Depreciation			Written Down Value as on 30.06.17	
	As on 01.07.2016	Additional during the year	As on 30.06.2017	Rate	As on 01.07.2016	Charged during the year		Disposal
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%	7,446,873	390,653	-	7,837,526
Civil Construction	8,526,185	-	8,526,185	7.5%	4,625,050	292,585	-	4,917,635
Machinery	3,393,950	-	3,393,950	15%	2,893,695	75,038	-	2,968,733
Office Decoration/Equipment	941,500	-	941,500	15%	780,179	24,198	-	804,377
Van (Microbus)/Pick-up Van	915,000	-	915,000	20%	858,751	11,250	-	870,001
Other Assets	693,698	-	693,698	15%	628,783	9,737	-	638,520
Sub-Total Taka (A)	68,805,026	-	68,805,026		17,233,332	803,461	-	18,036,792

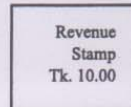
Unit -2 Mymensing

Particulars	Cost			Depreciation			Written Down Value as on 30.06.17	
	As on 01.07.2016	Additional during the year	As on 30.06.2017	Rate	As on 01.07.2016	Charged during the year		Disposal
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%	557,645	23,828	-	581,473
Machinery	3,845,600	-	3,845,600	15%	3,380,646	69,743	-	3,450,389
Other Assets	700,000	-	700,000	15%	615,366	12,695	-	628,061
Fishery Hatchery	4,958,765	-	4,958,765	7.5%	1,852,603	232,962	-	2,085,565
Sub-Total Taka (B)	26,992,925	-	26,992,925		6,406,261	339,228	-	6,745,488
Grand Total Taka (A + B)	95,797,951	-	95,797,951		23,639,593	1,142,690	-	24,782,281
								71,015,670

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 23rd 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, 23rd December 2017 and/ or at any adjournment
thereof and poll that may be taken in consequence thereof. As witness my/ our hand
this.....day of.....2017.

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 23rd Annual General Meeting of Fine Foods Limited being held on Saturday, the 23rd December, 2017 in Registered Office- Registered office is at Vill: Mondolvog, P.O: Manikkhali, P.S: Katiadi, Dist: Kishoregonj, Bangladesh at 12.01 P M

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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