

ANNUAL REPORT

2021



FINE FOODS LIMITED

Annual Report And Accounts

For the year ended June 30, 2021

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 2021 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

A handwritten signature in black ink, appearing to read 'Md. Sohel Hossain', written over a light blue horizontal line.

(Md. Sohel Hossain)
Company Secretary

CORPORATE INFORMATION'S
BOARD OF DIRECTORS

Board of Directors

MR. NAZRUL ISLAM	CHAIRMAN
MR. M.A. FAYEZ	MANAGING DIRECTOR & CEO
MR. SUJIT SAHA	INDEPENDENT DIRECTOR
MR. MD. MAHBUBUR RAHMAN MUKUL	INDEPENDENT DIRECTOR
MR. MD. OSMAN	INDEPENDENT DIRECTOR
MR. MD. ATIQUUL HOQUE	INDEPENDENT DIRECTOR

Audit Committee

MR. MD. MAHBUBUR RAHMAN MUKUL	Chairman
MR. M. A. FAYEZ	Member
MR. MD. ATIQUUL HOQUE	Member
MR. MD. SOHEL HOSSAIN	Secretary

Company Secretary

MD. SOHEL HOSSAIN

Chief Financial Officer

MD. ABDUL LATIF

Head of Internal Audit

MD. ABDULLAH AL MAMUN

Head Office

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

Project Address

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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	2020-2021	2019-2020	2018-2019	2017-2018	2016-2017
Authorized Capital	10,00,000	10,00,000	10,00,000	10,00,000	10,00,000
Paid-up Capital	1,39,739	1,39,739	1,39,739	1,35,669	1,33,008
Fixed Assets	67,260	68,104	68,997	69,965	71,016
Turnover (Sales)	58,960	60,475	52,774	46,078	47,712
Gross Profit/(L)	1,496	6,588	7,665	4,887	13,141
Retained Earning/(L)	3,409	6,380	6,552	7,170	8,805
Earning per Share	(0.113)	0.188	0.247	0.076	0.649
No. of Shareholder	2,690	2,809	4,288	4,151	4,351

Fine Foods Limited

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

Notice of the 27th Annual General Meeting

Notice is hereby given to all concern and shareholder(s) of the Company that its 27th Annual General Meeting will be held in the Digital Platform on the 22nd December 2021, Wednesday at 12.01 pm to transact the following agenda :

1. To receive, consider and adopt the Audited Accounts as of 30th June, 2021 together with report of the Auditor's and the Director's thereon.
2. To declare and approve Dividend for the year ended 30th June, 2021.
3. To elect or rielect of the Directors.
4. To appoint Independent Directors.
5. To appoint Auditors and to fix their remuneration.
6. To appoint professional for the certification on Corporate Governance for the year 2021-2022 and fixation their remuneration.
7. To appoint an Independent Scrutinizer.

By Order of the Board
Sd/-
(Md. Sohel Hossain)
Company Secretary

Dated :
December 08, 2021

Notes :

- a. 18th November, 2021 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" (18th November, 2021) 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. The Annual Report, Proxy Form and Attendance Slip will be available at the website of the Company at www.finefoodslimited.com and copy of Annual Report will be sent to the e-mail address of the honorable Shareholder's mentioned in their respective BO Accounts.
- f. No gift, cash or kind will be given for attending the meeting according to the circular of BSEC.
- g. Meeting will be held on virtual platform (link will be notified).

Message from the Chairman

I am extending a heartiest congratulation and gracious welcome to our all shareholders and institutions including BSEC, DSE, CSE and our well-wishers 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%, in 2017 stock 2%, in 2018 stock 3%, in 2019 cash 2%, in 2020 cash 1% and this year 2021 no 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

A handwritten signature in black ink, appearing to read 'Nazrul Islam'.

(Nazrul Islam)
Chairman

সম্মানিত শেয়ারহোল্ডার বৃন্দ
আসসালামু আলাইকুম

ফাইন ফুডস লিমিটেড-এর ২৭তম বার্ষিক সাধারণ সভায় আপনাদেরকে স্বাগত জানাচ্ছি এবং ৩০শে জুন, ২০২১ইং সমাপনী বৎসরের নিরীক্ষিত আর্থিক বিবরণীসহ বার্ষিক প্রতিবেদন আপনাদের সম্মুখে উপস্থাপন করতে পেরে আমরা 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 চাঁন্দপুর 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 দেশের প্রায় তিন শতাধিক লোকের কর্মসংস্থান হয়েছে।

২। অগ্রগতি ও আর্থিক ফলাফল :

ফাইন ফুডস লিমিটেড একটি কৃষিভিত্তিক কোম্পানী। মাছ, মাছের পোনা এর প্রধান উৎপাদিত পণ্য। মহামারী কোভিড-১৯ এর দীর্ঘ অবস্থানের ফলে ২০২০-২০২১ অর্থবছরে আমাদের ব্যবসায়িক অগ্রগতিতে ছন্দপতন ঘটে। ফলে আমাদেরকে অপ্রত্যাশিতভাবে নিম্নমুখি আর্থিক ফলাফলের মুখোমুখি হতে হয়। এছাড়া প্রকল্পগুলোর চলমান বিভিন্ন সংস্কারমূলক কাজ সম্পন্নকরণ তো রয়েছেই। তা সত্ত্বেও উৎপাদন প্রক্রিয়া আরো ত্বরান্বিত করে আমরা আমাদের কাজিত লক্ষ্যমাত্রা অর্জনের পথে এগুবার চেষ্টা করছি। আমরা ভিষণ আশাবাদি। আমাদের দৃঢ় আশা, পরবর্তী অর্থ বছরে (২০২১-২০২২) আমরা আমাদের প্রত্যাশিত সফলতা আরো বেশী অর্জন করতে পারব ইনশাআল্লাহ্।

নিম্নে ২০১৯-২০২০ অর্থ বছরের সাথে এ অর্থ বছরের (২০২০-২০২১) একটি সংক্ষিপ্ত তুলনামূলক চিত্র উপস্থাপন করা হলোঃ

বিবরণ	২০২০-২০২১	২০১৯-২০২০
বিক্রয়	৫৮,৯৫৯,৮৮৯/-	৬০,৪৭৫,২৩৩/-
উৎপাদন ব্যয়	৫৭,৪৬৩,৮৯৮/-	৫৩,৮৮৭,৬৮৯/-
মোট লাভ/(ক্ষতি)	১,৪৯৫,৯৯১/-	৬,৫৮৭,৫৪৪/-
নীট লাভ/(ক্ষতি)	(১,৫৭৩,২৩০)/-	২,৬২২,৭৪৭/-

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 ১৮টি অর্থবছরের মধ্যে ৬টি অর্থবছর ছাড়া ১২টি অর্থবছরেই প্রতিষ্ঠানটি সফলতার সাথে ব্যবসায় পরিচালনা করে সাফল্য অর্জন, লভ্যাংশ ঘোষণা ও বিতরণ করে আসছে। তবে কোভিড-১৯ এর কারণে এ অর্থবছরে আমরা আমাদের কাঙ্ক্ষিত সফলতা অর্জন করতে পারিনি। অর্থাৎ এ বছর আমরা ক্ষতির (Loss) সম্মুখীন হয়েছি। এজন্য আমরা আন্তরিকভাবে দুঃখিত। উল্লেখ্য, জমি ক্রয়ের নিমিত্তে অগ্রীম বাবদ যে ১.২০ কোটি টাকা প্রদান করা হয়েছিল তার প্রেক্ষিতে এ অর্থবছরে জমির মালিকগণের সাথে ইতিপূর্বে স্বাক্ষরিত সমঝোতা চুক্তি মোতাবেক গত ১৮-১০-২০২০ইং তারিখে শেষ কিস্তি হিসেবে জমির মালিকগণ অবশিষ্ট ২০ লক্ষ টাকা কোম্পানীকে ফেরত দেয়ার মাধ্যমে উহা সম্পূর্ণ পরিশোধ করে। পরিচালনা পর্ষদ প্রতিজ্ঞাবদ্ধ যে, দৃঢ়ভাবে প্রচেষ্টা চালানোর মাধ্যমে ২০২১-২০২২ অর্থ বছরে কোম্পানী যেন বিগত বছরের ক্ষতি পুষিয়ে ভাল ফলাফল অর্জন করতে সক্ষম হয়। আমরা আন্তরিকভাবে বিশ্বাস করি, আমাদের এই প্রচেষ্টার মাধ্যমে ধারাবাহিক ভাবে ব্যবসায়িক উন্নতি সাধনে সক্ষম হবো এবং এক্ষেত্রে সহযোদ্ধা হিসাবে অতীতের মত আগামী দিনেও আপনাদের সহযোগিতা আমরা পুরোপুরিভাবে প্রত্যাশা করি।

৪। পরিচালক মণ্ডলীর সভা :

২০২০-২০২১ 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 (২০২০-২০২১) কোম্পানীর আর্থিক হিসাবের ফলাফলে “লাভ”(Profit) না হওয়ায় পরিচালনা পর্ষদ ২০২০-২০২১ অর্থ বছরের জন্য কোন লভ্যাংশের প্রস্তাব করেন নাই।

৬। পরিচালকগণের অবসর গ্রহণ ও পুনঃ নিয়োগ :

কোম্পানীর মেমোরেডাম অফ আর্টিকেলস অনুযায়ী জনাব নজরুল ইসলাম পরিচালক পদ থেকে অবসর গ্রহণ করেন। তিনি যোগ্য ও পুনঃনির্বাচনে ইচ্ছুক বিধায় তাকে আগামী ২০২১-২০২২ অর্থবছরের জন্য পুনরায় নিয়োগ প্রদানের জন্য সুপারিশ করা হলো। এছাড়া স্বতন্ত্র পরিচালক জনাব সুজিত সাহার প্রথম মেয়াদ শেষ হয়ে যায়। কর্পোরেট গভর্নেন্স কোড মোতাবেক সূষ্ঠাভাবে কোম্পানী পরিচালনার স্বার্থে তাকে আবারো আগামী এক মেয়াদের জন্য স্বতন্ত্র পরিচালক হিসাবে নিয়োগ দানের সুপারিশ করা হলো।

৭। নিরীক্ষক নিয়োগ ও তাদের পারিশ্রমিক নির্ধারণঃ

জি. কিবরিয়া এন্ড কো. চার্টার্ড একাউন্ট্যান্টস ফার্ম ২০২০-২০২১ অর্থ বছরে কোম্পানীর নিরীক্ষা কার্যক্রম সম্পন্ন করেন। কোম্পানীর নিরীক্ষক হিসাবে তিন বছর পূরণ হওয়ায় বিধি মোতাবেক তারা পুনঃনিয়োগের যোগ্য নন। বিধায়, নিরীক্ষক হিসাবে মেসার্স এ. হক এন্ড কোং, চার্টার্ড একাউন্ট্যান্টস ফার্ম কে (খান মেনশন (৬ষ্ঠ তলা), ১০৭ মতিঝিল বা/এ, ঢাকা-১০০০) ২০২১-

২০২২ অর্থ বছরের জন্য বার্ষিক ২,৫০,০০০ (দুই লক্ষ পঞ্চাশ হাজার) টাকা পারিশ্রমিক-এর বিনিময়ে নিয়োগ দানের জন্য প্রস্তাব করা হলো।

৮। নিরীক্ষকের সংরক্ষিত মন্তব্যের উপর আমাদের বক্তব্য :
নিরীক্ষক-এর গুরুত্বারোপকৃত মন্তব্যের (Qualified Opinion) আলোকে আমাদের বক্তব্যঃ

০১. আমরা Capital Stock যে পদ্ধতিতে (Historical Method) মূল্যায়ন করে থাকি। আগামী ২০২১-২০২২ অর্থবছর থেকে সেই পদ্ধতিতে না করে বর্তমান মূল্যে (Fair Value) মূল্যায়ন করার সর্বোচ্চ প্রচেষ্টা গ্রহণ করব।

০২. ১৫ হাজার টাকার উপরে বেতনভুক্ত কর্মীদের বেতন ব্যাংকের মাধ্যমে প্রদান সংক্রান্ত যে অধ্যাদেশ এর কথা বলা হয়েছে তা প্রতিপালনে সর্বোচ্চ সচেষ্টি থাকব।

০৩. WPPF সংক্রান্ত যে মন্তব্য করা হয়েছে আমরা তা আগামী বছর থেকে প্রতিপালনে আন্তরিক প্রচেষ্টা গ্রহণ করব।

০৪. আমরা দ্রুত সময়ের মধ্যে উল্লেখিত অপরিশোধিত কর প্রদানে সর্বোচ্চ সচেষ্টি থাকব।

সম্মানিত নিরীক্ষক মহোদয় Qualified Opinion এর আওতায় যেসব মন্তব্য করেছেন তাকে যথেষ্ট গুরুত্ব প্রদান করে আমরা উহা প্রতিপালন করার জন্য সর্বোচ্চ প্রচেষ্টা গ্রহণ করব।

৯। কম্প্লায়েন্স অব কর্পোরেট গভর্নেন্স কোড বিষয়ে প্রত্যয়নের জন্য পেশাজীবী নিয়োগঃ কম্প্লায়েন্স অব কর্পোরেট গভর্নেন্স কোড বিষয়ে প্রত্যয়নের জন্য ২০২১-২০২২ অর্থবছরে Botleroo & Associates, Cost & Management Accountants ফার্ম কে (বাড়ি নং -২৮/১, তেজকুনী পাড়া, তেজগাঁও, ঢাকা -১২১৫) নিয়োগ দানের জন্য প্রস্তাব করা হলো।

১০। স্বতন্ত্র Scrutinizer নিয়োগ :

BSEC কর্তৃক জারীকৃত নির্দেশিকা নং BSEC/CMRRC/2009-193/08 ১০ মার্চ ২০২১ ইং মোতাবেক মুজিব-বারি & এ্যাসোসিয়েটস, বাড়ি-৮৯, সড়ক-১৬, সেক্টর-১১, উত্তরা, ঢাকা-১২৩০ কে নিয়োগ দানের জন্য প্রস্তাব করা হলো।

১১। বোর্ড সভা ও উপস্থিতি :

২০২০-২০২১ অর্থ বছরে অডিট কমিটির ৪টি সভা এবং পরিচালনা পর্ষদের 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। উল্লেখ্য, উক্ত সভা সমূহের সকল সিদ্ধান্ত সর্বসম্মতিক্রমে গৃহীত হয়।

১২। নিরীক্ষা কমিটি :

BSEC কর্তৃক জারীকৃত প্রজ্ঞাপন নং SEC/CMRRC/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: মাহবুবুর রহমান মুকুল	স্বতন্ত্র পরিচালক	চেয়ারম্যান
০২	মি: এম. এ. ফয়েজ	ব্যবস্থাপনা পরিচালক	সদস্য
০৩	মি: মো: আতিকুল হক	স্বতন্ত্র পরিচালক	সদস্য
০৪	মি: মো: সোহেল হোসেন	কোম্পানী সচিব	সচিব

উল্লেখ্য, নিরীক্ষা কমিটির প্রতিবেদন কোম্পানীর বার্ষিক প্রতিবেদনে সন্নিবেশিত করা হয়েছে।

১৩। মনোনয়ন ও পারিতোষিক কমিটি (এনআরসি) :

বাংলাদেশ সিকিউরিটিজ এ্যান্ড এক্সচেঞ্জ কমিশনের কর্পোরেট গভর্নেন্স কোড হিসাবে জারিকৃত নোটিফিকেশনের নাম্বার BSEC/CMRRC/2006-158/207/Admin/80 তারিখ ০৩-০৬-২০১৮ খ্রি. এর সংশ্লিষ্ট ধারা অনুসারে পরিচালকবৃন্দের মনোনয়ন ও পারিতোষিকের বিষয়ে Nomination and Remuneration Committee (NRC) নিম্নোক্ত সদস্যদের নিয়ে গঠন করা হয়েছে :

নং	নাম	কোম্পানীতে পদমর্যাদা	কমিটিতে পদমর্যাদা
০১	মি: মো: আতিকুল হক	স্বতন্ত্র পরিচালক	চেয়ারম্যান
০২	মি: নজরুল ইসলাম	চেয়ারম্যান	সদস্য
০৩	মি: সুজিত সাহা	স্বতন্ত্র পরিচালক	সদস্য
০৪	মি: মো: সোহেল হোসেন	কোম্পানী সচিব	সচিব

উল্লেখ্য, মনোনয়ন ও পারিতোষিক কমিটির (এনআরসি) প্রতিবেদন কোম্পানীর বার্ষিক প্রতিবেদনে সন্নিবেশিত করা হয়েছে।

১৪। তাৎপর্যপূর্ণ পরিবর্তন (Significant Variance) :

কোভিড-১৯ মহামারির প্রভাবে কোম্পানী প্রত্যেক প্রান্তিকে ধারাবাহিকভাবে ক্ষতির সম্মুখীন হয়। যা উৎপাদন ও বিপণন সংক্রান্ত সমস্তকিছুতে চরমভাবে প্রভাব ফেলে। এবং এর ফলে EPS সহ সংশ্লিষ্ট বিভিন্ন সূচকে তাৎপর্যপূর্ণ পরিবর্তন (Significant Variance) হয়।

১৫। পার্টি সম্পর্কিত লেনদেন (Related Party Transactions) :

কোম্পানী কোন Related Party-র সাথে সম্পর্কিত নয়, ফলে Related Party-র কোন লেনদেনও এখানে সংঘটিত হয় না।

১৬। ঝুঁকি ও উদ্বেগ :

ফাইন ফুডস লিমিটেড ংকটি কৃষিভিত্তিক কোম্পানী যার মূল উৎপাদিত পণ্য হলো মাছ ংবং মাছের পোনা। ংর্থাৎ কোম্পানীকে মূলত: জীবন নিয়ে ব্যবসা করতে হয়। খাদ্য থেকে শুরু করে সবকিছু ংখানে স্পর্শকাতরতার সাথে সম্পন্ন করতে হয়। তাই ঝুঁকি ংবং উদ্বেগের উপস্থিতি ংখানে সবসময় বিদ্যমান। ংছাড়া ংখানে প্রাকৃতিক দুর্যোগের পাশাপাশি মহামারী ও রাজনৈতিক ংস্থিরতা সবসময় ঝুঁকির ংবং উদ্বেগের বিষয় হয়ে ংবির্ভূত হয়। তবে উক্ত বিষয়গুলো থেকে মুক্ত হতে পারলে ঝুঁকি ংবং উদ্বেগ ংনেকটা লোপ পাবে বলে ংমরা ংশাবাদী।

১৭। দৃষ্টিভঙ্গি ও ভবিষ্যৎ উন্নয়ন :

যুগোপযোগী স্বিদ্ধান্ত গ্রহনের মাধ্যমে উৎপাদন বাড়িয়ে দেশের চাহিদা পূরনের পাশাপাশি বিদেশেও রপ্তানি করা হবে বলে ংমরা ংশাবাদি।

১৮। খাতওয়ারী চিত্র :

নিম্নে খাতওয়ারী চিত্র উপস্থাপন করা হলো-

বিবরণ	২০২০ - ২০২১	২০১৯ - ২০২০
মাছ	২,৪৬,৮৮,৪২৮	২,৫৩,৫৩,৬৭৮
মাছের পোনা	৩,৪২,৭১,৪৬১	৩,৫১,২১,৫৫৫

১৯। যথাযথভাবে ংর্থিক বিবরনী, হিসাব বিবরনী, হিসাব নীতি, IAS, IFRS ংর প্রতিফলন : ২০২০-২০২১ ংর্থ বছরে যথাযথভাবে ংর্থিক বিবরনী, হিসাব বিবরনী, হিসাব নীতি, IAS, IFRS ংর প্রতিফলনের মাধ্যমে হিসাব সংরক্ষন করা হয়েছে।

২০। সংখ্যালঘু শেয়ারহোল্ডার ংর প্রতিরক্ষা :

ংমরা সংখ্যালঘু শেয়ারহোল্ডার ংর প্রতিরক্ষায় যথাযথ ব্যবস্থা গ্রহন করে থাকি।

২১। ংন্ত্যর্বর্তীকালিন লভ্যাংশ :

২০২০-২০২১ ংর্থবছরে কোন প্রকার ংন্ত্যর্বর্তীকালিন লভ্যাংশ ঘোষণা করা হয়নি।


২২। চলমান ব্যবসা প্রতিষ্ঠান :


ংর্থিক বিবরণীর ংনুমোদন কালে পরিচালকবৃন্দ যথাযথ ংনুসন্ধান করে পরিচালন ও ংর্থিক সূচকসমূহ বিশ্লেষণ করেছেন। পরিচালকবৃন্দ ংশ্বস্ত্য হয়েছেন যে, ভবিষ্যতে বর্তমান অবস্থা থেকে ংরো উন্নতি করণে ও সুষ্ঠুভাবে পরিচালনায় কোম্পানীর ংমর্থ্য 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 ংকান্তিক ংন্তরিকতা ংবং বিভিন্ন প্রতিকূলতার মাঝেও সর্বদা পাশে থাকার জন্য পরিচালকমন্ডলীর পক্ষ থেকে ংবারো ংন্তরিক ধন্যবাদ ও কৃতজ্ঞতা জ্ঞাপন করছি।

পরিচালক মন্ডলীর পক্ষে-


(নজরুল ইসলাম)
চেয়ারম্যান


(ংম. ং. ফয়েজ)
ব্যবস্থাপনা পরিচালক

REPORT OF AUDIT COMMITTEE

For the year 2020-2021

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	No. of Meeting
Mr. Md. Mahbubur Rahman Mukul	Chairman	Independent Director	4
Mr. M.A. Fayez	Member	Managing Director	4
Mr. Md. Atiqul Haque	Member	Independent Director	4
Mr. Md. Sohel Hossain	Secretary	Company Secretary	4

Function of the Audit Committee defined as under:

Review the Audit Financial Statements and recommended to approve for statutory purpose.
 Review Internal Audit Systems and monitoring the function of Internal Audit Department.
 Recommended appointment & remuneration of the Statutory Auditors.
 Review the management discussion and analysis.
 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 2021. 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.



Mahbubur Rahman Mukul
 Chairman, Audit Committee

**REPORT ON THE ACTIVITIES OF NOMINATION AND REMUNERATION COMMITTEE
(NRC)For the year 2020-2021**

The Board of Fine Foods Ltd formed a Nomination and Remuneration Committee (NRC) as a sub-committee of the Board. The NRC Committee assists the Board of Directors in framing criteria or policy for appointment and remuneration for the directors and Top-Level executives of the Company. The Terms of Reference (ToR) of the NRC is set by the Board of Directors in line with BSEC Notification.

The Committee comprised of:

Mr. Md. Atiqul Haque, Independent Director	Chairman
Mr. Nazrul Islam, Chairman	Member
Mr. Sujit Saha, Independent Director	Member
Mr. Md. Sohel Hossain, Company Secretary	Secretary

Activities

The NRC held one meeting during this year. The Committee also initiated the following major activities during the year 2020-2021

- Preparation of code of conducts of the Chairman, Managing Director and Board of Directors of the Company.
- Fixation of ToR of Nomination and Remuneration Committee (NRC) of the Company.
- Fixation of TA/DA and meeting attendance fee of the Board of Directors.

On behalf of the Nomination and Remuneration Committee.



Md. Atiqul Haque
Chairman
Nomination and Remuneration Committee
Date: 15.10.2021

MANAGEMENT'S DISCUSSION AND ANALYSIS

Fine Foods Limited is an agro based Company. It is one of the leading fisheries Company. It is engaged in producing and marketing of various type of fish, fingerlings etc.

Business outlook of the Company

The Company is committed to produce and selling different types of fish, fingerlings etc. to its buyers and markets. Presently, Fine Foods Limited is selling the products to the customers through its buyers to all over the country.

Despite of the pandemic of coronavirus (COVID-19) in the last one year (July to June 2021) of the fiscal year 2020-2021, the management has tried to save the lives of all kinds of fishes hardly. They are also tried to hard work and adopting sales policy.

The board of directors is always striving hard to increase production and sale as well as profitability by inducing new situation.

Preparation of Financial Statements

The accounting policies used in preparation of the Financial Statements have been followed consistently. The Financial Statements have been prepared on an ongoing concern basis and disclosers of information made in accordance with the requirements of the Companies Act 1994, the Securities and Exchanges Rules 1987 and International Accounting Standards (IFRSs).

Changes in Accounting Policies and Estimation

There are no major changes in accounting policies and estimation used in preparation of the Financial Statements during this year.

Comparative Analysis of Financial Results

The profitability and performance of the company has a bit declined compared to the last year.

Turnover amounted to Taka 58,960 thousand in the year 2020-2021 as against Taka 60,475 thousand in the year 2019-2020. The gross profit for the year was Taka 1,496 thousand as against Taka 6,588 thousand of the previous year and net profit for the year was Taka (1,573) thousand as against Taka 2,623 thousand of the previous year. The detailed performance of the company is stated in the Annual Report.

Comparison with peer Industry

Over this period, Fine Foods Limited creates a significant positive image in the sector and the company is always reforming decision to produce better to better productions demand of customers.

Global and Local Economic Scenario

The world economy has stagnated since the beginning of the year-2021 due to pandemic coronavirus (COVID-19). It also has a profound effect on the economy of Bangladesh. It has influenced every perspective of life globally. We are force to close the production in July-June, 2021 considering the health risks of the workers and employees. As a result, the Company fell into a financial crisis.

Risks and concerns issues and mitigation plan

The details of risks and concerns as well as mitigation plan of the company have been explained in Statement of Corporate Governance under the heading "Risks and Concerns" in the Directors Report.

Future Plan

The Company are producing and marketing the best quality of various types of fish, fingerling and other related products as the demand of customers. The management is always responsive to the changing business scenario and conceiving means and measures to address the situations appropriately to be sustainable in the foreseeable future.



M.A. Fayez
Managing Director

Botleroo & Associates

Cost & Management Accountants
Certified Financial Consultants &
Income Tax Practitioner (ITP)

Report to the Shareholders of Fine Foods Limited on Compliance on the Corporate Governance Code

(As required under the BSEC Corporate Governance Code, Condition No 1(5)(xxvii)


We have examined the Compliance status to the Corporate Governance by Fine Foods Limited for the year ended 30th June 2021. This Code relates to the Notification No. SEC/CMRRCD/2006-158/134/Admin/44 dated 7th August 2012 and subsequent amended Notification No. SEC/CMRRCD/2006-158/207/Admin/80 Dated 3rd June 2018 of Bangladesh Securities and Exchange Commission (BSEC) on Corporate Governance.

Such Compliance with the Corporate Governance Code is the responsibility of the company. Our examination was limited to the procedures and implementation thereof as adopted by the Management in ensuring compliance to the conditions of Corporate Governance Code.

There is a scrutiny and verification only and an independent audit on compliance of the conditions of the Corporate Governance Code as well as the provisions of relevant Bangladesh Secretarial Standards (BSS) as adopted by the Institute of Chartered Secretaries of Bangladesh (ICBS) in so far as those standards are not inconsistent with any condition of this Corporate Governance Code.

We state that we have obtained all the information and explanations which we have required and after due scrutiny and verification thereof, we report that, in our opinion :

- (a) The Company has complied with the conditions of Corporate Governance Code as stipulated in the above mentioned Corporate Governance Code issued by BSEC.
- (b) The Company has complied with the Provisions of the relevant Bangladesh Secretarial Standards (BSS) as adopted by the Institute of Chartered Secretaries of Bangladesh (ICSB) as required by this Code.
- (c) Proper books and records have been kept by the company as required under Companies Act, 1994, the Securities laws and other relevant laws and
- d) The Governance of the Company is satisfactory.


Jones A. Botleroo - FCMA
Principal
Botleroo & Associates
Cost & Management Accountants.



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Reg. Office: Apt # 30 28/1, Tejkunipara, Tejgaon, Dhaka-1215
3C

CORPORATE GOVERNANCE COMPLIANCE STATUS

[As per condition No. 1(5)(xxvii)]

Status of compliance with the conditions imposed by the Commission's Notification No. SEC/CMRRCD /2006-158/207/Admin/80, dated 3 June 2018 issued under section 2CC

of the Securities and Exchange Ordinance, 1969:

(Report under Condition No. 9)

Condition No	Title	Compliance Status (Put ✓ in the appropriate column)		Remarks (if any)
		Complied	Not Complied	
1(1)	Board's Size	✓		
1(2)(a)	At least one fifth (1/5) of the total number of directors in the company's board shall be Independent Director	✓		
1(2)(b)(i)	"Independent Director" means a director- 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.	✓		
1(2)(b)(ii)	Who is not a sponsor of the company and is not connected with the company's any sponsor or director or shareholder who holds one percent (1%) or more shares of the total paid-up shares of the company on the basis of family relationship. His/her family members also should not hold above mentioned shares in the company	✓		
1(2)(b)(iii)	Who has not been an executive of the company in immediately preceding 2 (two) financial years	✓		
1(2)(b)(iv)	Who does not have any other relationship, whether pecuniary or otherwise, with the company or its subsidiary/associated companies	✓		
1(2)(b)(v)	Who is not a member, TREC holder, director or officer of any stock exchange	✓		
1(2)(b)(vi)	Who is not a shareholder, director or officer of any member or TREC holder of stock exchange or any intermediary of the capital market	✓		
1(2)(b)(vii)	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	✓		
1(2)(b)(viii)	Who is not independent director in more than 5 (five) listed companies	✓		

Fine Foods Limited

Condition No	Title	Compliance Status (Put ✓ in the appropriate column)		Remarks (if any)
		Complied	Not Complied	
1(2)(b)(ix)	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 (NBFI)	✓		
1(2)(b)(x)	Who has not been convicted for a criminal offence involving moral turpitude	✓		
1(2)(c)	The independent director(s) shall be appointed by the board of directors and approved by the shareholders in the Annual General Meeting (AGM)	✓		
1(2)(d)	The post of independent director(s) can't remain vacant for more than 90 (ninety) days	✓		
1(2)(e)	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	✓		
1(3)(a)	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	✓		
1(3)(b)(i)	Business Leader who is or was a promoter or director of an unlisted company having minimum paid-up capital of Tk. 100.00 million or any listed company or a member of any national or international chamber of commerce or business association.	N/A		
1(3)(b)(ii)	Corporate Leader who is or was a top level executive	✓		
1(3)(b)(iii)	Former official of government or statutory or autonomous or regulatory body in the position not below 5th Grade of the national pay scale, who has at least educational background of bachelor degree in economics or commerce or business or Law	N/A		
1(3)(b)(iv)	University Teacher who has educational background in Economics or Commerce or Business Studies or Law	N/A		
1(3)(b)(v)	Professional	N/A		
1(3)(c)	Independent Director shall have at least 10 (ten) years of experiences in any field mentioned in clause (b)	✓		
1(3)(d)	In special cases, the qualifications or experience may be relaxed subject to prior approval of the Commission	N/A		
1(4)(a)	The positions of the Chairperson of the Board and the Managing Director/or Chief Executive Officer of the company shall be filled by different individuals	✓		

Fine Foods Limited

Condition No	Title	Compliance Status (Put ✓ in the appropriate column)		Remarks (if any)
		Complied	Not Complied	
1(4)(b)	The Managing Director/or Chief Executive Officer of a listed company shall not hold the same position in another listed company	✓		
1(4)(c)	The Chairperson of the Board shall be elected from among the non-executive directors of the company	✓		
1(4)(d)	Responsibilities of the Chairperson and the Managing Director and/or Chief Executive Officer	✓		
1(4)(e)	The reason of absence of the regular Chairperson in the board meeting shall be duly recorded in the minutes	✓		
1(5)(i)	Industry outlook and possible future developments in the industry	✓		
1(5)(ii)	Segment-wise or product-wise performance	✓		
1(5)(iii)	Risks and concerns	✓		
1(5)(iv)	A discussion on Cost of Goods sold, Gross Profit Margin and Net Profit Margin	✓		
1(5)(v)	Discussion on continuity of any Extra-Ordinary gain or loss	N/A		
1(5)(vi)	Related party transactions	N/A		
1(5)(vii)	Utilization of proceeds from public issues, rights issues and/or through any others instruments	N/A		
1(5)(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	N/A		
1(5)(ix)	Explanation on any significant variance that occurs between Quarterly Financial performances and Annual Financial Statements	✓		
1(5)(x)	Remuneration to directors including independent directors	✓		
1(5)(xi)	The financial statements prepared by the management of the issuer company present fairly its state of affairs, the result of its operations, cash flows and changes in equity	✓		
1(5)(xii)	Proper books of account of the issuer company have been maintained	✓		
1(5)(xiii)	Appropriate accounting policies have been consistently applied in preparation of the financial statements and that the accounting estimates are based on reasonable and prudent judgment	✓		

Fine Foods Limited

Condition No	Title	Compliance Status (Put ✓ in the appropriate column)		Remarks (if any)
		Complied	Not Complied	
1(5)(xiv)	International Accounting Standards (IAS)/Bangladesh Accounting Standards (BAS)/International Financial Reporting Standards (IFRS)/Bangladesh Financial Reporting Standards (BFRS), as applicable in Bangladesh, have been followed in preparation of the financial statements and any departure there-from has been adequately disclosed	✓		
1(5)(xv)	The system of internal control is sound in design and has been effectively implemented and monitored	✓		
1(5)(xvi)	A statement that minority shareholders have been protected from abusive actions by, or in the interest of, controlling shareholders acting either directly or indirectly and have effective means of redress	✓		
1(5)(xvii)	There are no significant doubts upon the issuer company's ability to continue as a going concern. If the issuer company is not considered to be a going concern, the fact along with reasons thereof should be disclosed	✓		
1(5)(xviii)	Significant deviations from the last year's operating results of the issuer company shall be highlighted and the reasons thereof should be explained	✓		
1(5)(xix)	Key operating and financial data of at least preceding 5 (five) years shall be summarized.	✓		
1(5)(xx)	If the issuer company has not declared dividend (cash or stock) for the year, the reasons thereof shall be given	✓		Loss
1(5)(xxi)	Board's statement to the effect that no bonus share or stock dividend has been or shall be declared as interim dividend	✓		
1(5)(xxii)	The number of Board meetings held during the year and attendance by each director shall be disclosed	✓		
1.5(xxiii)(a)	Parent/Subsidiary/Associated Companies and other related parties (name wise Details)	N/A		
1.5(xxiii)(b)	Directors, Chief Executive Officer, Company Secretary, Chief Financial Officer, Head of Internal Audit and their spouses and minor children (name wise details)	✓		
1.5(xxiii)(c)	Executives	✓		
1(5)(xxiii)(d)	Shareholders holding ten percent (10%) or more voting interest in the company (name wise details)	✓		
1(5)(xxiv)(a)	A brief resume of the director		✓	
1(5)(xxiv)(b)	Nature of his/her expertise in specific functional areas		✓	

Fine Foods Limited

Condition No	Title	Compliance Status (Put ✓ in the appropriate column)		Remarks (if any)
		Complied	Not Complied	
1(5)(xxiv)(c)	Names of companies in which the person also holds the directorship and the membership of committees of the board		✓	
1(5)(xxv)(a)	Accounting policies and estimation for preparation of financial statements	✓		
1(5)(xxv)(b)	Changes in accounting policies and estimation	✓		
1(5)(xxv)(c)	Comparative analysis	✓		
1(5)(xxv)(d)	Compare such financial performance or results and financial position as well as cash flows with the peer industry scenario	✓		
1(5)(xxv)(e)	Briefly explain the financial and economic scenario of the country and the globe	✓		
1(5)(xxv)(f)	Risks and concerns	✓		
1(5)(xxv)(g)	Future plan or projection or forecast for company's operation, performance and financial position, with justification thereof	✓		
1(5)(xxvi)	Certification by the CEO and CFO to the Board	✓		
1(5)(xxvii)	Certificate regarding compliance of conditions of this Code as required under condition No. 9	✓		
1(6)	Board meeting and record the minutes	✓		
1(7)(a)	The code of conduct for the Chairperson of the Board, other board members and Chief Executive Officer of the company	✓		
1(7)(b)	The code of conduct as determined by the NRC shall be posted on the website of the company	✓		
2(a)	Governance Board of Directors of Subsidiary Company: Composition of the Board	N/A		
2(b)	At least 1 (one Independent Director on the Board)	N/A		
2(c)	Review of the Minutes of subsidiary company	N/A		
2(d)	Review of the Minutes of holding company	N/A		
2(e)	Audit committee shall review the financial statements, in particular the investments made by the subsidiary company	N/A		

Fine Foods Limited

Condition No	Title	Compliance Status (Put ✓ in the appropriate column)		Remarks (if any)
		Complied	Not Complied	
3(1)(a)	Appointment: The Board shall appoint a Managing Director, a Company Secretary, a Chief Financial Officer and a Head of Internal Audit and Compliance company shall appoint a Chief Financial Officer (CFO), a Head of Internal Audit (Internal Control and Compliance) and a Company Secretary (CS).	✓		
3(1)(b)	The positions of the Managing Director, Company Secretary, Chief Financial Officer and Head of Internal Audit and Compliance shall be filled by different individuals	✓		
3(1)(c)	The MD, CS, CFO and HIAC of this company shall not hold any executive position in any other company at the same time.	✓		
3(1)(d)	The Board shall clearly define respective roles, responsibilities and duties of the CFO, HIAC the CS	✓		
3(1)(e)	The MD or CEO, CS, CFO and HIAC shall not be removed from their position without approval of the Board as well as immediate dissemination to the Commission and Stock Exchange(s)	✓		
3(2)	The MD, CS, CFO and HIAC shall attend the meetings of the Board, provided that the CS, CFO and or the HIAC shall not attend such part of a meeting of the Board of Directors which involves consideration of an agenda item relating to their personal matters	✓		
3(3)(a)(i)	These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading	✓		
3(3)(a)(ii)	These statements collectively present true and fair view of the Company's affairs and are in compliance with existing accounting standards and applicable laws	✓		
3(3)(b)	There are, to the best of knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or in violation of the code of conduct for the Company's Board of Directors or its members	✓		
3(3)(c)	The certification of the MD and CFO	✓		
4(i)	Audit Committee	✓		
4(ii)	Nomination and Remuneration Committee	✓		
5(1)(a)	The company shall have an Audit Committee as a sub-committee of the Board of Directors	✓		
5(1)(b)	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	✓		
5(1)(c)	The Audit Committee shall be responsible to the Board of Directors. The duties of the Audit Committee shall be clearly set forth in writing	✓		
5(2)(a)	The Audit Committee shall be composed of at least 3 (three) members	✓		

Fine Foods Limited

Condition No	Title			Remarks (if any)
		Complied	Not Complied	
5(2)(b)	The Board of Directors shall appoint members of the Audit Committee who shall be directors of the company and shall include at least 1 (one) independent director			
5(2)(c)	All members of the audit committee should be "financially literate" and at least 1(one) member shall have accounting or related financial management experience			
5(2)(d)	When the term of service of the Committee members expires or there is any circumstance causing any Committee member to be unable to hold office until expiration of the term of service, thus making the number of the Committee members to be lower than the prescribed number of 3 (three) persons, the Board of directors shall appoint the new Committee member(s) to fill up the vacancy(ies) immediately or not later than 1 (one) month from the date of vacancy(ies) in the Committee to ensure continuity of the performance of work of the Audit Committee			
5(2)(e)	The company secretary shall act as the secretary of the Committee			
5(2)(f)	The quorum of the Audit Committee meeting shall not constitute without at least 1 (one) independent director			
5(3)(a)	The Board of Directors shall select 1 (one) member of the Audit Committee to be Chairperson of the Audit Committee, who shall be an independent director			
5(3)(b)	In the absence of the Chairperson of the Audit Committee, the remaining members may elect one of themselves as Chairperson for that particular meeting			
5(3)(c)	Chairman of the audit committee shall remain present in the Annual General Meeting (AGM)			
5(4)(a)	The Audit Committee shall conduct at least its four meetings in a financial year			
5(4)(b)	Quorum of the meeting of the Audit Committee			
5(5)(a)	Oversee the financial reporting process			
5(5)(b)	Monitor choice of accounting policies and principles			
5(5)(c)	Monitor Internal Control Risk management process			
5(5)(d)	Oversee hiring and performance of external auditors			
5(5)(e)	Hold meeting with external or statutory auditors for review of annual financial statements before submission to the board for approval			
5(5)(f)	Review along with the management, the annual financial statements before submission to the board for approval			
5(5)(g)	Review along with the management, the quarterly and half yearly financial statements before submission to the board for approval			

Fine Foods Limited

Condition No	Title	Compliance Status (Put ✓ in the appropriate column)		Remarks (if any)
		Complied	Not Complied	
5(5)(h)	Review the adequacy of internal audit function	✓		
5(5)(i)	Review the Managements' discussion and Analysis before disclosing in the Annual Report	✓		
5(5)(j)	Review statement of significant related party transactions submitted by the management	✓		
5(5)(k)	Review Management Letters/ Letter of Internal Control weakness issued by statutory auditors	✓		
5(5)(l)	Oversee the determination of audit fees	✓		
5(5)(m)	When money is raised through Initial Public Offering (IPO)/Repeat Public Offering (RPO)/Rights Share Offer have been utilized as per purposes stated in relevant offer document or prospectus approved by the Commission.	✓		
5(6)(a)(i)	The Audit Committee shall report on its activities to the Board of Directors	✓		
5(6)(a)(ii)(a)	Report on conflicts of interests	N/A		
5(6)(a)(ii)(b)	Suspected or presumed fraud or irregularity or material defect in the internal control system	N/A		
5(6)(a)(ii)(c)	Suspected infringement of laws, including securities related laws, rules and regulations	N/A		
5(6)(a)(ii)(d)	Any other matter which shall be disclosed to the Board of Directors immediately	N/A		
5(6)(b)	If the Audit Committee has reported to the Board of Directors about anything which has material impact on the financial condition and results of operation and has discussed with the Board of Directors and the management that any rectification is necessary and if the Audit Committee finds that such rectification has been unreasonably ignored, the Audit Committee shall report such finding to the Commission, upon reporting of such matters to the Board of Directors for three times or completion of a period of 6 (six) months from the date of first reporting to the Board of Directors, whichever is earlier	N/A		
5(7)	Report on activities carried out by the Audit Committee, including any report made to the Board of Directors under condition 5(6)(a)(ii) above during the year, shall be signed by the Chairman of the Audit Committee and disclosed in the annual report of the issuer company	✓		
6(1)(a)	Nomination and Remuneration Committee (NRC) as sub-committee of the Board	✓		

Fine Foods Limited

Condition No	Title	Compliance Status (Put ✓ in the appropriate column)		Remarks (if any)
		Complied	Not Complied	
6(1)(b)	The NRC shall assist the Board	✓		
6(1)(c)	The Terms of Reference (ToR) of the NRC shall be clearly set forth in writing covering the areas stated at the condition 6(5)(b)	✓		
6(2)(a)	The Committee shall comprise of at least three members including an independent Director	✓		
6(2)(b)	All members of the committee shall be non-executive directors	✓		
6(2)(c)	Members of the Committee shall be nominated and appointed by the Board	✓		
6(2)(d)	The Board shall have authority to remove and appoint any members of the Committee	✓		
6(2)(e)	The Board shall fill the vacancy within 180 days of occurring such vacancy in the committee	N/A		
6(2)(f)	Appointment of Chairperson of the Committee	✓		
6(2)(g)	The company secretary shall act as the secretary of the committee	✓		
6(2)(h)	The quorum of the NRC	✓		
6(2)(i)	No member of the NRC shall receive, either directly or indirectly, any remuneration for any advisory or consultancy role or otherwise, other than Director's fees or honorarium from the company	✓		
6(3)(a)	The Board shall select 1 (one) member of the NRC to be Chairperson of the Committee, who shall be an Independent Director	✓		
6(3)(b)	In the absence of the Chairperson of the NRC, the remaining members may elect one of themselves as Chairperson for that particular meeting, the reason of absence of the regular Chairperson shall be duly recorded in the minutes	N/A		
6(3)(c)	The Chairperson of the NRC shall attend the Annual General Meeting	✓		
6(4)(a)	The NRC shall conduct at least one meeting in a financial year	✓		
6(4)(b)	The Chairperson of the NRC may convene any emergency meeting upon request by any member of the NRC	N/A		
6(4)(c)	The Quorum of the meeting of the NRC	✓		
6(4)(d)	The proceedings of each meeting of the NRC	✓		

Fine Foods Limited

Condition No	Title	Compliance Status (Put ✓ in the appropriate column)		Remarks (if any)
		Complied	Not Complied	
6(5)(a)	NRC shall be independent and responsible or accountable to the Board and to the Shareholders	✓		
6(5)(b)(i)(a)	The level and composition of remuneration is reasonable and sufficient to attract, retain and motivate suitable directors to run the company successfully	✓		
6(5)(b)(i)(b)	The relationship of remuneration to performance is clear and meets appropriate performance benchmarks	✓		
6(5)(b)(i)(c)	Remuneration to Directors, top level executive involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the company and its goals.	✓		
6(5)(b)(ii)	Devising a policy on Board's diversity taking into consideration age, gender, experience, ethnicity, educational background and nationality	✓		
6(5)(b)(iii)	Identifying persons who are qualified to become directors and who may be appointed in to level executive	✓		
6(5)(b)(iv)	Formulating the criteria for evaluation of performance of independent directors and the Board	✓		
6(5)(b)(v)	Identifying the company's needs for employees at different levels and determine their selection, transfer or replacement and promotion criteria	✓		
6(5)(b)(vi)	Developing, recommending and reviewing annually the company's human resources and training policies	✓		
6(5)(c)	The company shall disclose the nomination and remuneration policy and the evaluation criteria and activities of NRC during the year at a glance in its annual report	✓		
7(1)(i)	Appraisal or valuation services or fairness opinions	✓		
7(1)(ii)	Financial information systems design and implementation	✓		
7(1)(iii)	Book-keeping or other services related to the accounting records or financial statements	✓		
7(1)(iv)	Broker-dealer services	✓		
7(1)(v)	Actuarial Services	✓		
7(1)(vi)	Internal audit services or special audit services	✓		
7(1)(vii)	Any service that the Audit Committee determines	✓		
7(1)(viii)	Audit or certification service on compliance of corporate governance as required under condition No. 9(1)	✓		
7(1)(ix)	Any other service that creates conflict of interest	✓		

Fine Foods Limited

Condition No	Title	Compliance Status (Put ✓ in the appropriate column)		Remarks (if any)
		Complied	Not Complied	
7(2)	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; his or her family members also shall not hold any shares in the said company	✓		
7(3)	Representative of external or statutory auditors shall remain present in the AGM & EGM	✓		
8(1)	The company shall have an official website linked with the website of the stock exchange	✓		
8(2)	The company shall keep the website functional from the date of listing			Partial complied
8(3)	The company shall make available the detailed disclosures on its website	✓		
9(1)	The company shall obtain a certificate from a practicing Professional Accountant/Secretary (Chartered Accountant /Cost and Management Accountant/Chartered Secretary) other than its statutory auditors or audit firm on yearly basis regarding compliance of conditions of Corporate Governance Code of the Commission and shall such certificate shall be disclosed in the Annual Report	✓		
9(2)	The professional who will provide the certificate on compliance of this Corporate Governance Code shall be appointed by the shareholders in the annual general meeting	✓		
9(3)	The directors of the company shall state, in accordance with the Annexure-C attached, in the directors' report whether the company has complied with these conditions	✓		

**The Pattern of Shareholding
as on 30-06-2021**

SI 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. Nazrul Islam	Chairman	7,06,083	5.05
2	Mr. M.A. Fayez	MD & CEO	76,350	0.55
3	Mr. Sujit Saha	Independent Director	206	0.001
4	Mr. Md. Mahbubur Rahman Mukul	Independent Director	Nil	Nil
5	Mr. Md. Osman	Independent Director	108,700	0.78
6	Mr. Md. Atiqul Haque	Independent Director	Nil	Nil
7	Mr. Md. Sohel Hossain	Company Secretary	Nil	Nil
8	Mr. Md. Abdul Latif	CFO	Nil	Nil
9	Mr. Md. Abdullah Al Mamun	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 30-06-2021

(Taka in Thousand)

Particulars	2020-2021	2019-2020	2018-2019	2017-2018	2016-2017
Authorized Capital	10,00,000	10,00,000	10,00,000	10,00,000	10,00,000
Paid-up Capital	1,39,739	1,39,739	1,39,739	1,35,669	1,33,008
Fixed Assets	67,260	68,104	68,997	69,965	71,016
Turnover (Sales)	58,960	60,475	52,774	46,078	47,712
Gross Profit/(L)	1,496	6,588	7,665	4,887	13,141
Retained Earning/(L)	3,409	6,380	6,552	7,170	8,805
Earning per Share	(0.113)	0.188	0.247	0.076	0.649
No. of Shareholder	2,690	2,809	4,288	4,151	4,351

Board of Directors Meeting

as on 30-06-2021

Name of the Directors	Meeting Held	Attended
Mr. Nazrul Islam	8	8
Mr. M.A. Fayez	8	7
Mr. Sujit Saha	8	8
Mr. Md. Mahbubur Rahman	8	6
Mr. Md. Osman	8	7
Mr. Md. Atiqul Haque	8	8

Name of the Company: Fine Foods Limited
Declaration by CEO and CFO

Date:26-10-2021
The Board of Directors
Fine Foods Limited
New Market City Complex (Level-6)
44/1, Rahim Square, New Market, Dhaka-1205

Subject: Declaration on Financial Statements for the year ended on 30th June 2021.

Dear Sirs,

Pursuant to the condition No. 1(5)(xxvi) imposed vide the Commission's Notification No. SEC/CMRRCD/2006-158/207/Admin/80, Dated 3rd June, 2018 under section 2CC of the Securities and Exchange Ordinance, 1969, we do hereby declare that:

- (1) The Financial Statements of Fine Foods Limited for the year ended on 30th June 2021 have been prepared in compliance with International Accounting Standards (IAS) or International Financial Reporting Standards (IFRS), as applicable in the Bangladesh and any departure there from has been adequately disclosed;
- (2) The estimates and judgments related to the financial statements were made on a prudent and reasonable basis, in order for the financial statements to reveal a true and fair view;
- (3) The form and substance of transactions and the Company's state of affairs have been reasonably and fairly presented in its financial statements;
- (4) To ensure above, the Company has taken proper and adequate care in installing a system of internal control and maintenance of accounting records;
- (5) Our internal auditors have conducted periodic audits to provide reasonable assurance that the established policies and procedures of the Company were consistently followed; and
- (6) The management's use of the going concern basis of accounting in preparing the financial statements is appropriate and there exists no material uncertainty related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern.

In this regard, we also certify that:

- (i) We have reviewed the Financial Statements for the year ended 30th June 2021 and that 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 collectively present 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 code of conduct for the Company's Board of Directors or its members.



(M.A. Fayez)
Managing Director & CEO



(Md. Abdul Latif)
Chief Financial Officer

**Independent Auditor's Report
To the Shareholders of Fine Foods Limited
Report on the Audit of the Financial Statements**

Qualified Opinion

We have audited the financial statements of Fine Foods Limited(the Company), which comprise the statement of financial position as at June 30, 2021, and the 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 notes to the financial statements, including a summary of significant accounting policies.

In our opinion, except for the effects of the matter described in the Basis for Qualified Opinion section of our report, the accompanying financial statements present fairly, in all material respects, the financial position of the Company as at June 30, 2021, and its financial performance and its cash flows for the year then ended in accordance with International Financial Reporting Standards (IFRSs).

Basis for Qualified Opinion

1. As disclosed in the note 5.00 of the financial statements regarding Capital Stock of Tk.7,011,214.The amount includes plantation and livestock. As per IAS 41 the following falls under Biological Asset. Biological Assets within the scope of IAS41 are measured on initial recognition and at subsequent reporting dates at Fair value less estimated cost to sell. The company have been valuing the asset at Historical cost which is a direct noncompliance with IAS41. Management did not perform any fair value calculations and hence we do not have the necessary information to quantify the misstatement. Consequently we are unable to quantify the necessary adjustment amount for the relevant financial statement line items.

2. As per the Income Tax Ordinance, 1984, Section 30(i), Any payment by way of salary or remuneration made otherwise that by crossed cheque or bank transfer by a person to any employee having gross monthly salary of taka fifteen thousand or more will be inadmissible. We have found that the company save made cash payments to several employees every month that is over Tk. 15,000.

3. The company have not paid its WPPF contribution for the year 2018-2019 and 2019-2020. This is a violation of the Bangladesh Labour Act 2006 section 234, Subsection 2. Under the act, the company is supposed to pay, within 9 (nine) months of the close of every year, five percent (5%) of the profit of the previous year at the proportion of 80:10:10 to respectively the Participatory Fund, Welfare Fund and Workers Welfare Foundation Fund established under section 14 of the Bangladesh Workers welfare Foundation Act, 2006.

4. The Company has deducted source taxes for dividends paid to their shareholders. These source taxes have not been remitted to the Government treasury within the stipulated time. This is a violation of Income Tax Act, 1983.

We conducted our audit in accordance with International Standards on Auditing (ISAs). Our responsibilities under those standards are further described in the Auditors' Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the International Ethics Standards Board for Accountants' Code of Ethics for

Fine Foods Limited

Professional Accountants (IESBA Code) together with the ethical requirements that are relevant to our audit of the financial statements in Bangladesh, and we have fulfilled our other ethical responsibilities in accordance with these ethical requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our qualified opinion.

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

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. In addition to the matter described in the Opinion section we have determined the matters described below to be key audit matters to be communicated in our report.

KEY AUDIT MATTER	How our audit addresses the Key Audit Matter
Revenue Recognition and Accounts Receivable	
<p>Revenue of BDT 5.90 Core (BDT 6.05 Core for the year ended June 30, 2020) is recognized in the Statement of Profit and Loss and Comprehensive Income of JMI Syringes & Medical Devices Limited. Accounts Receivable recognized on the Statement of Financial Position for the year was BDT 56.62 Core (BDT 75.89 Core for prior year). The Company's revenue recognition policies and procedures are not complex and revenue is recognized at a point in time when the control of the manufactured goods is transferred to the customer. However, Revenue is highly material to the financial statement users and is the primary driver of key investor metrics such as Earnings per Share etc. Revenue is also an account which is usually subject to risk related to management override and bias.</p> <p>Details of the Revenue Section are summarized in Note 22 to the Financial Statements</p>	<p>Our audit procedures included:</p> <ul style="list-style-type: none"> # Obtain an understanding of Company's internal controls specifically geared towards adoption of the new accounting standard. # Examine customer contracts to determine key arrangements between the Customer and Company to understand when control of the goods manufactured transfer from company to Customer. # Reviewing Invoices, Shipping Documents and other supporting documentation to ensure revenue recognition is occurring appropriately # Examine Payment documentation to ensure completion of revenue cycle is documented appropriately # Review client communication with customers to determine whether management's assessment of collectability is appropriate. # Obtain third party confirmations for major accounts receivable balances to determine existence, accuracy and valuation of accounts receivables.
Details of Revenue Recognition are included in Note 21.00 to the Financial Statements	

Information Other than the Financial Statements and Auditor's Report Thereon

Management is responsible for the 2021 Annual Report. The Annual Report comprises of the Director's Report, Corporate Governance Compliance Report and Management Discussion and Analysis.

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated and the separate financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated and the separate financial statements or our knowledge obtained in

the audit, or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard

Responsibilities of Management and Those Charged with Governance for the Financial Statements

Management is responsible for the preparation and fair presentation of the financial statements in accordance with IFRSs, 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.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements

As part of an audit in accordance with ISAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

Obtain an understanding of internal control relevant to the audit 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 Company's internal control.

Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or

Fine Foods Limited

conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

Evaluate the overall presentation, structure and content of the Company' financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on other Legal and Regulatory Requirements

In accordance with the Companies Act 1994 and the Securities and Exchange 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 purposes of our audit and made due verification thereof;
- b) in our opinion, proper books of accounts as required by law have been kept by the Company so far as it appeared from our examination of these books;
- c) the statements of financial position and statements of profit or loss and other comprehensive income dealt with by the report are in agreement with the books of accounts and returns; and
- d) the expenditure incurred was for the purposes of the Company's/Company's business.

Date: 28 October 2021
DVC: 2111090392AS189933


G. KIBRIA & CO.
Chartered Accountants.

FINE FOODS LIMITED
Statement of Financial Position
As At 30 June 2021

Particulars	Notes	Figures in Taka 30.06.2021	Figures in Taka 30.06.2020
ASSETS			
NON- CURRENT ASSETS			
		74,831,492	80,708,900
Property, plant and equipment	3	67,260,168	68,103,510
Right of Use Asset	Annex 1	560,110	126,656
Advance for Land Purchases	4	-	2,000,000
Capital Stock	5	7,011,214	10,478,734
CURRENT ASSETS			
		81,620,657	79,126,783
Inventories	6	74,670,383	71,807,769
Trade Receivables	7	3,433,966	4,562,505
Advance & Prepayments	8	347,000	1,362,000
Cash & Cash Equivalents	9	3,169,308	1,394,509
Total ASSETS		<u>156,452,149</u>	<u>159,835,683</u>
EQUITY AND LIABILITIES			
SHARE HOLDER EQUITY:			
		148,297,919	151,268,541
Share Capital	10	139,739,180	139,739,180
Reserve for Bond	11	5,149,473	5,149,473
Retained Earning	12	3,409,266	6,379,888
CURRENT LIABILITIES			
		6,773,934	7,614,846
Liabilities for Expenses	13	557,414	562,975
WPPF	14	1,272,419	1,272,419
Tax payable (deduction on dividend)	15	1,242,691	1,043,587
Provision for Tax	16	1,301,652	1,431,468
Trade Payables	17	660,049	1,939,110
Dividend Payable/Unclaimed Dividend	18	1,739,709	1,365,287
NON-CURRENT LIABILITIES			
		1,380,296	952,296
Lease Liability Right to Use Asset	Annex-1	560,110	132,110
Deffered Tax Liability/Asset	19	820,186	820,186
TOTAL EQUITY AND LIABILITIES		<u>156,452,149</u>	<u>159,835,683</u>
Net Assets Value (NAV) Per Share	25	10.612	10.825


The accompanying notes form an integral part of these Financial Statements and are to be read in conjunction therewith.

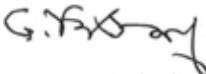


Director



Managing Director



Chairperson
 As per our report annexed

G. KIBRIA & CO.
 Chartered Accountants

Date: 28 October 2021
 DVC: 2111090392AS189933

FINE FOODS LIMITED
Statement of Profit or Loss and Other Comprehensive Income
For the year ended 30 June 2021

Particulars	Notes	Figures in Taka 30.06.2021	Figures in Taka 30.06.2020
Turnover	20	58,959,889	60,475,233
Cost of Goods Sold	21	57,463,898	53,887,689
Gross Profit		1,495,991	6,587,544
Operating Expenses:		3,340,435	3,646,796
Administrative, Selling & Distribution Expense	22	3,340,435	3,646,796
Operating Profit/(Loss)		(1,844,444)	2,940,748
Realized Gain		269,430	-
Other Income		1,784	4,687
Net Profit before Tax		(1,573,230)	2,945,435
Provision for WPPF (5% of Net Profit before Tax)		-	(147,272)
Net Profit After WPPF		(1,573,230)	2,789,163
Provision for Tax (SRO - 255/Law/Income Tax/2015)	16	-	(129,816)
Deffered Tax	19	-	(45,600)
Net Profit/(Loss) after Tax		(1,573,230)	2,622,747
Retained earning brought forward		4,982,496	3,757,141
Retained Earning/ (Loss) transfered to Financial Position		3,409,266	6,379,888
Basic Earning Per Share (Annualized)	24	(0.113)	0.188

The accompanying notes form an integral part of these Financial Statements and are to be read in conjunction therewith.



Director



Managing Director



Chairperson

As per our report annexed


G. KIBRIA & CO.
Chartered Accountants

Date: 28 October 2021
DVC:2111090392AS189933

FINE FOODS LIMITED
Statement of Cash Flows
For the year ended 30 June 2021

Particulars	Figures in Taka 30.06.2021	Figures in Taka 30.06.2020
Cash Flow from Operating Activities:	(3,156,716)	(418,089)
Cash Collection from Turnover	60,088,429	63,203,678
Cash Collection from Other Income	1,784	4,687
Payment for Production Materials	(63,117,113)	(63,626,454)
Tax Payment	(129,816)	-
Cash Flow from Investing Activities:	5,755,381	2,000,000
Advance for land adjusted	2,000,000	2,000,000
Cash Collection from Cattle	3,736,950	-
Van (Microbus)/Pick-up Van Disposal	18,431	-
Cash Flow from Financing Activities:	(823,866)	(1,139,397)
Dividend Payment	(813,274)	(1,139,397)
Dividend Payment	(10,592)	-
Net Cash Inflow/ (Outflow)	1,774,799	442,514
Opening Cash & Bank Balances	1,394,509	951,995
Closing Cash & Bank Balances	3,169,308	1,394,509
Net Operating Cash Flows		
Per Share (NOCFPS)	(0.226)	(0.030)

The accompanying notes form an integral part of these Financial Statements and are to be read in conjunction therewith.

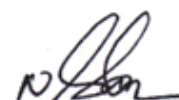


Director

Date: 28 October 2021
DVC: 2111090392AS189933



Managing Director



Chairperson

FINE FOODS LIMITED
Statement of Changes in Equity
For the year ended 30 June 2021

Particulars	Share Capital	Reserved for Investment of Govt. Bond	Retained Earning/(Loss)	Total Amount in Taka
Balance as on 01.07.2020	139,739,180	5,149,473	6,379,888	151,268,541
Net profit/(Loss) this year	-	-	(1,573,230)	(1,573,230)
Less : Dividend	-	-	(1,397,392)	(1,397,392)
Add : Inc.Capital by Bonus Share	-	-	-	-
At the end of the year 30.06.2021	139,739,180	5,149,473	3,409,266	148,297,919

FINE FOODS LIMITED
Statement of Changes in Equity
For the year ended 30 June 2020

Particulars	Share Capital	Reserved for Investment of Govt. Bond	Retained Earning/(Loss)	Total Amount in Taka
Balance as on 01.07.2019	139,739,180	5,149,473	6,551,925	151,440,578
Net profit/(Loss) this year	-	-	2,622,747	2,622,747
Less : Dividend	-	-	(2,794,784)	(2,794,784)
Add : Inc.Capital by Bonus Share	-	-	-	-
At the end of the year 30.06.2020	139,739,180	5,149,473	6,379,888	151,268,541

The accompanying notes form an integral part of these Financial Statements and are to be read in conjunction therewith.



Director



Managing Director



Chairperson

Date: 28 October 2021
DVC: 2111090392AS189933

FINE FOODS LIMITED

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

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 TH JUNE 2021

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 Projects of the Company are situated at Vill: Mondolvog P.O: Manikkhali, P.S: Katiadi, Dist: Kishoregonj and Vill: Machhera (Khailapuri) P.O: Chandpur, P.S: Tarakanda, 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.

2.00 Basis of Preparation of Financial Statements

2.01 Statement of Compliance

The financial statements have been prepared in compliance with the requirements of the Companies Act 1994, the Securities & Exchange Rules 1987, the Listing Regulations of Dhaka Stock Exchange (DSE) and Chittagong Stock Exchange (CSE) and other relevant local laws as applicable and in accordance with the applicable International Financial Reporting Standards (IFRSs) including International Accounting Standards (IAS) as issued by International Accounting Standards Board (IASB) and adopted by the Institute of Chartered Accountants of Bangladesh (ICAB). Prior year financial statements were prepared in accordance with Bangladesh Financial Reporting Standards (BFRS) and Bangladesh Accounting Standards (BAS) which were adopted accounting standards from IFRS. Management has made an assessment of the difference between these two standards and concluded that there are no differences which would impact any numerical amounts or note disclosures.

Fine Foods Limited

2.02 Regulatory Compliances

As required by the company, the management complies with the following major legal provisions in addition to the Companies Act 1994 and other applicable laws and regulations:

The Income Tax Ordinance 1984;
The Income Tax Rules 1984;
The Value Added Tax Act 1991;
The Value Added Tax Rules 1991;
The Customs Act, 1969;
Bangladesh Labour Law, 2006;
The Securities and Exchange Ordinance, 1969;
The Securities and Exchange Rules, 1987; and
Securities and Exchange Commission Act, 1993.

2.03 Structure, content and presentation of financial statements

According to the International Accounting Standards (IAS)-1 as adopted by ICAB as IAS-1 "Presentation of Financial Statements" the complete set of financial statements includes the following components.

- i. Statement of financial position as at 30 June 2021;
- ii. Statement of profit or loss and other comprehensive income for the financial year 30 June 2021;
- iii. Statement of cash flows for the financial year 30 June 2021;
- iv. Statement of changes in equity for the financial year 30 June 2021;
- v. Accounting policies and other explanatory notes for the financial year 30 June 2021

2.04 Basis of Measurement of Elements of Financial Statements

The financial statements have been prepared on the historical cost basis therefore, do not take into consideration the effect of inflation. The accounting policies, unless otherwise stated, have been consistently applied by the company and are consistent with those of the previous year.

2.05 Functional and presentation currency

The financial statements are presented in Bangladeshi currency (Taka), which is the Company's functional currency. All financial information presented in Taka has been rounded off to the nearest Taka.

2.06 Preparation and Presentation of Financial Statements of the Company

The Board of Directors of the company is responsible for the preparation and presentation of financial statements of Fine Foods Limited.

Specific accounting policies selected and applied for significant transactions and events are depicted below:

2.07 Accounting Period:

Accounting period of the Company under audit is from July 01, 2020 to June 30, 2021 financial year.

2.08 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

2.09 Change in Accounting Policies:

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

2.10 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.

2.11 Income Tax:

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

2.12 Revenue Recognition:

In compliance with the requirements of IFRS 15: the Company recognizes revenue when control of the goods or services has been transferred to the customer and the performance obligation has been completed. Revenue is measured at the fair value of the amount of consideration to which the Company expects to be entitled to, including variable consideration, if any, to the extent that it is highly probable that a significant reversal will not occur

Net Revenue reflects the Company's sale of goods less returns and discounts. Revenue is recognized at the point of delivery measured at fair value of the consideration received, net of discounts. IFRS 15 requires Companies to determine variable factors such as sales returns when calculating the fair value of the consideration to be received. The magnitude and quantity of sales returns as a percentage of sales has been historically very low. As a result, the Company does not make a sales return allowance at the end of the year. The Company does however monitor the activity of sales returns during the year and the behavior of customers to determine if a sales return allowance is required. As of June 30 2021, no sales return allowance was deemed to be required

2.13 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 & IAS 23.

2.14 Fixed Assets:

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

Fine Foods Limited

2.15 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 of assets are:

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

2.16 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.

2.17 Property, Plant & Equipment:

Property, Plant & Equipment are stated at cost less accumulated depreciation in accordance with BAS 16 "Property, Plant & Equipment". Cost represents cost of acquisition or construction and includes purchase price and other directly attributable cost, of bringing the assets to working conditions for its intended to use, but do not include any capitalized borrowing cost. No depreciation is charged on land and land development. Depreciation on all other fixed assets are computed using the reducing balance method in amounts sufficient to write off depreciable assets over their estimated useful life. Expenditure for maintenance and repairs are expensed; major replacements, renewals and betterments are capitalized. The cost and accumulated depreciation of depreciable assets retired or otherwise disposed of are eliminated from the assets and accumulated depreciation, and any gain or loss on such disposal is reflected in operations for the year.

2.18 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 lower of cost and estimated net realized values as per the; management's best estimate considering various market factors like, volatility, demand and supply and the choices of customers.

2.19 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.

2.20 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. In addition the management disclosed indirect method under IAS-7 statement of cash flows from audit activities as per circular no. Clause No. 5 (2) (e) of Notification No. BSEC/CMRRCD/ 2006-158/208/Admin/81, dated: 20 June 2018: Reconciliation of Net operating cash flow under Indirect Method.

2.21 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.

2.22 Employees Benefit cost:

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

2.23 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.

2.24 Earnings 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.

2.25 Basic Earnings:

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

2.26 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.

Fine Foods Limited

2.27 Basic and Diluted Earnings Per Share:

This has been calculated by dividing the basic weighted average number of ordinary shares outstanding during the year. No diluted EPS is required to be calculated for the year, as there was no scope for dilution during the year under review.

2.28 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.

2.29 Employee Benefit Schemes:

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

2.30 Workers Profit Participation Fund:

The company has made provision for Workers Profit Participation Fund. The Company is in the process of completing the legal formalities for setting up the trust.

Fine Foods Limited

	Figures in Taka 30.06.2021	Figures in Taka 30.06.2020
3.00 Property, Plant and Equipment		
Unit-1 (Kishoreganj)		
Land & Land Development	9,113,573	9,113,573
Road & Construction	3,062,540	3,062,540
Pond Excavation	26,898,649	26,898,649
Boundary, Dam,Dyke,Approach Road etc.	6,045,596	6,363,785
Civil Construction	2,641,799	2,855,999
Machinery	221,966	261,136
Office Decoration	71,579	84,211
Microbus	0	23,039
Other Assets	28,803	33,886
Sub Total (A)	48,084,505	48,696,818
Unit-2 (Mymensingh)		
Land & Land Development	13,200,000	13,200,000
Pond Excavation	3,413,210	3,413,210
Civil Construction	215,145	232,589
Machinery	206,303	242,709
Fishery Hatchery	37,553	44,180
Other Assets	2,103,453	2,274,003
Sub Total (B)	19,175,663	19,406,691
Grand Total	67,260,168	68,103,510
The details of the Property, Plant & Equipment has been shown in (Annexure-A).		
4.00 Advance for Land		
Opening Balance	2,000,000	4,000,000
Less: During the year	2,000,000	2,000,000
Total Taka:	-	2,000,000
5.00 Capital Stock		
Cattle (Note:5.1)	3,965,941	7,433,461
Plantation (Note:5.2)	3,045,273	3,045,273
	7,011,214	10,478,734
5.01 Cattle		
The fleet of Cattle consist of 52 Nos. Cows , Oxen, Bulls, Coilers etc. of different size. The above represents the cost of Cattle and made up as under:		
Opening Balance	7,433,461	7,433,461
Add: During the year	-	-
Less: Disposal	3,467,520	-
Total Taka	3,965,941	7,433,461
Cattle Purchase	3,467,520	-
Cattle Sales 40 Nos	3,736,950	-
Realized Gain	269,430	-
5.02 Plantation		
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
	3,045,273	3,045,273

Fine Foods Limited

30.06.2021

30.06.2020

6.00 Inventories :

Unit -1 Kishoregonj
Unit -2 Mymensingh

Amount (Tk.)	Amount (Tk.)
56,954,051	60,661,352
17,716,331	11,146,417
74,670,383	71,807,769

Unit -1 Kishoregonj

Particulars	Qty (KG)	Amount (Tk.)	Amount (Tk.)
Telapia	76,780	5,508,194	5,964,750
Rui	24,260	1,740,411	3,183,600
Katla	21,450	1,538,822	2,570,250
Mregal	21,250	1,524,474	1,834,560
Common Carp	31,480	2,258,374	2,422,800
Panggas	51,650	3,705,369	3,351,040
Others	21,740	1,559,627	1,464,450
Fingerling		33,315,130	35,191,372
Total fish		51,150,401	55,982,821
Closing Raw Materials		5,803,650	4,678,530
Total		56,954,051	60,661,351

Unit -2 Mymensingh

Particulars	Qty (KG)	Amount (Tk.)	Amount (Tk.)
Telapia	15,240	1,077,671	1,193,550
Rui	6,550	463,172	903,600
Katla	5,450	385,388	750,950
Mregal	7,460	527,521	725,900
Common Carp	7,250	512,671	556,500
Pangas	7,680	543,078	570,700
Other	2,850	201,533	245,280
Fingerling		10,898,797	2,576,437
Total fish		14,609,831	7,522,917
Closing Raw Materials		3,106,500	3,623,500
Total		17,716,331	11,146,418

7.00 Trade Receivables

The above amount represent the receivable against credit sales to the following parties as on 30-06-2021

Kishoreganj

Mr. Alimuddin Miah, Sararcha, Bajitpur, Kishoreganj
Md. Sirajul Islam, Katiadi, Kishoreganj
Mr. Kamrul, Kishoregonj
Mr. Sumon, Manikkhali
Mr. Rafikul, Bhairab
Mr. Habibur Rahman, Katiadi, Kishoregonj
Mr. Kaium, Bajitpur, Kishoregonj
Mr. Hasan, Manikkhali, Kishoregonj

Ageing	Amount (TK.)	Amount (TK.)
With in 30 to 45 days	330,925	387,125
With in 45 days	307,192	306,326
Above 30 days	399,075	354,963
Below 45 days	385,893	274,665
With in 45 to 60 days	266,761	440,901
Below 60 days	303,741	171,738
Above 30 days	324,214	274,637
With in 30 to 45 days	246,874	288,624
Sub Total	2,564,675	2,498,979

Fine Foods Limited

	30.06.2021	30.06.2020
Mymensingh		
Mr. Alimuddin Miah, Sararcha, Bajitpur, Kishoreganj	142,673	434,789
Md. Juel, Mecchera, Mymensingh	166,805	266,823
Mr. Hasem, Dayarampur, Mymensingh	118,441	404,853
Mr. Rokon, Mymensingh	146,904	353,828
Mr. Harez, Kashigonj, Mymensingh	156,306	326,296
Mr. Hablu, Mozahardi, Mymensingh	138,162	276,937
Sub Total	869,291	2,063,526
Total	3,433,966	4,562,505

Receivable are considered goods and subsequently realized.

8.00 Advance and Prepayments

Advance against Office Rent	120,000	120,000
Security Deposit to Palli, Bidyut	27,000	27,000
Security Deposit To BRTA	-	15,000
Security Deposit To CDBL	200,000	200,000
Advance for Feed and fingerling Purchase	-	1,000,000
	347,000	1,362,000

9.00 Cash & Cash Equivalents

Cash in Hand Head office	2,590,920	849,187
Cash in Hand Factory	229,814	450,837
Cash at bank		
Eastern Bank Ltd. CA A/C No. 01021060008420	5,680	5,680
Premiar Bank CA 016011100000118	190,382	19,992
Premiar Bank SD 01601310000022	152,512	68,813
Total Taka	3,169,308	1,394,509

10.00 Share Capital

Authorised Capital:		
100,000,000 ordinary shares of Tk. 10/= each	1,000,000,000	1,000,000,000
Issued, Subscribed and Paid - up :		
1,39,73,918 ordinary shares of Tk. 10/= each fully paid up	139,739,180	139,739,180
	-	-
Total	139,739,180	139,739,180

Summarised list of Shareholders as on 30.06.2021 on the basis of share holdings:

Share Holding Range	Share Holder / 21	Share Holder / 20	Share Holder / 21	Share Holder / 20
001-500	731	768	283,263	236,370
501-5000	1663	1761	4,267,335	4,111,348
5001-10000	92	72	723,905	473,400
10001-25000	71	78	1,268,600	1,035,060
25001-50000	94	86	3,942,125	3,806,400
50001-9999999	39	44	3,488,690	4,311,340
Total	2690	2809	13,973,918	13,973,918

On the basis of share holders :

Share Holding Range	Holding % 21	Holding % 20	No of Share / 21	No of Share / 20
General Public	78.65	85.39	10,990,684	11,932,841
Instotute	14.97	9.53	2,091,895	1,331,128
Sponsor's (Domestic)	6.38	5.08	891,339	709,949
Total	100.00	100.00	13,973,918	13,973,918

Fine Foods Limited

	30.06.2021	30.06.2020
11.00 Reserve for Bond		
Opening Balance	5,149,473	5,149,473
Add: During the year	-	-
	5,149,473	5,149,473
12.00 Retained Earning / (Loss)		
Opening Balance	6,379,888	6,551,925
Less: Dividend for the year 2019-2020	1,397,392	2,794,784
	4,982,496	3,757,141
Add: During the Year	(1,573,230)	2,622,747
Trasferferred to Balance Sheet	3,409,266	6,379,888
13.00 Liabilities for Expenses		
Salary & Wages	178,400	178,400
Listing Fee	73,014	76,158
CDBL	56,000	58,417
Professional Fees	250,000	250,000
	557,414	562,975
14.00 Workers Profit Participation Fund (WPPF)		
Opening Balance	1,272,419	1,125,147
Add: During the year (5% of Net Profit)	-	147,272
	1,272,419	1,272,419
15.00 Tax payable (deduction on dividend)		
This represents the amount deduction as advance tax on dividend. The amount still in company's account.		
Opening Balance	1,043,587	653,487
Add: During the year	209,696	390,100
	1,253,283	1,043,587
Less : Payment during the year	10,592	-
	1,242,691	1,043,587
Subsequent to year end, the Company has remitted BDT 589,204 and penalty of BDT 11,785 to the Bangladesh Government on 27 October 2021.		
16.00 Provision for Tax		
Opening Balance	1,431,468	1,301,652
Add: current tax (Note 16.01)	-	129,816
Less: Paid During the Year	129,816	-
	1,301,652	1,431,468

Particulars	Provision	Payment
2008-2009	289,071	-
2010-2011	872,862	-
2011-2012	-	872,862
2012-2013	30,697	-
2013-2014	-	78,318
2015-2016	1,022,819	-
2016-2017	789,732	128,348
2017-2018	56,657	845,213
2018-2019	222,345	57,790
2019-2020	129,816	-
2020-2021	-	129,816
Total	3,413,999	2,112,347
Balance		1,301,652

Fine Foods Limited

	30.06.2021	30.06.2020
16.01 Current Tax for the Year		
Net Profit before tax	(1,573,230)	
Less: Prvision for WPPF	-	
	(1,573,230)	
First Tk 1000000 of Tk. x 0%	-	
2nd Tk, 1000000 of Tk. x 5%	-	
Rest Tk. of Tk. x 10%	-	
Total Current Tax for the Year	-	
17.00 Trade Payable		
Opening Balance	1,939,110	1,939,110
Add. During the year	-	-
Add. Payment during the year	1,279,061	-
	660,049	1,939,110
18.00 Dividend Payable		
Opening Balance	1,365,287	100,000
Add: During the year	1,397,392	2,794,784
	2,762,679	2,894,784
Less: Dividend Tax	209,696	390,100
Net Payable	2,552,983	2,504,684
Less: Payment during the year	813,274	1,139,397
	1,739,709	1,365,287

Details of Unclaimed Dividend are included Below:

For the year ended 30 June 2017 and prior	1,00,000
For the year ended 30 June 2018	-
For the year ended 30 June 2019	920,144
For the year ended 30 June 2020	719,565
Total Unpaid Dividend:	1,739,709

Subsequent to year end, Unpaid dividend up to June 30, 2018 worth BDT 1,00,000/- has been transferred to Capital Market Stabilization Fund (CMSF) A/C No. 0010311521301, Community Bank Bangladesh Ltd., Gulshan Corporate Branch on 10 October 2021. This was done in accordance with Bangladesh Securities & Exchange Directive No. BSEC/CMRRCD/2021-386/03 dated 14 January 2021.

19.00 Deffered Tax Liability

Opening Balance	820,186	774,586
Add: During the year	-	45,600
	820,186	820,186

The Company's tax returns are assessed under SRO-255/Law/Income Tax/2015 and when the returns are assessed, virtually no temporary differences were recorded. In addition, the Company has incurred losses in the current year and therefore any temporary differences which may come will not result in future tax inflows or outflows. therefore the Company did not record any deferred tax expenses or income for the current year.

Fine Foods Limited

	30.06.2021	30.06.2020
20.00 Turnover		
	Amount (Tk.)	Amount (Tk.)
Unit -1 Kishoregonj	36,126,969	31,920,583
Unit -2 Mymensingh	22,832,920	28,554,650
	58,959,889	60,475,233

Unit -1 Kishoregonj

Particulars	Qty (KG)	Rate (Ton)	Amount (Tk.)	Amount (Tk.)
Telapia	72,113	96.17	6,935,280	5,099,295
Rui	9,500	137.04	1,301,902	1,611,986
Katla	11,422	130.89	1,495,074	1,794,764
Mregal	11,462	103.31	1,184,147	1,421,097
Common Carp	13,614	101.35	1,379,781	1,026,867
Panggas	29,318	84.22	2,469,215	2,598,592
Others			145,874	-
Fingerling			21,215,696	18,367,982
Total			36,126,969	31,920,583

Unit -2 Mymensingh

Particulars	Qty (KG)	Rate (Ton)	Amount (Tk.)	Amount (Tk.)
Telapia	48,336	90.10	4,354,868	4,821,580
Rui	7,358	133.97	985,787	1,329,889
Katla	7,586	130.08	986,768	1,250,420
Mregal	8,030	102.85	825,883	1,008,677
Common Carp	8,143	97.03	790,076	826,332
Pangas	17,707	82.52	1,461,260	2,123,045
Others	-	-	372,513	441,134
Fingerling			13,055,765	16,753,573
Total			22,832,920	28,554,650

21.00 Cost of Goods Sold

Unit -1 Kishoregonj	41,632,770	17,989,782
Unit -2 Mymensingh	15,831,129	35,897,907
	57,463,898	53,887,689

Unit -1 Kishoregonj

Unit -1 Kishoregonj (Fish)

Raw Materials (Fish Portion)	8,580,521	11,416,593
Wages & Salary	830,400	830,400
W & S of Indirect Labour	255,370	240,340
Medicine and pesticide	80,282	61,397
Fertilizer	97,110	92,835
Carriage inward	84,780	76,847
Fuel & Lubricants	137,675	135,926
Depreciation (Annexure-A)	593,882	639,187
Cost of Production	10,660,020	13,493,525
Add: Opening Stock Fish	20,791,450	17,412,807
Less: Closing Stock Fish	(17,835,271)	(20,791,450)
Cost of Goods Sold: Fish (Unit 1)	13,616,199	10,114,882

Unit -1 Kishoregonj (Fingerling)

Raw Materials (Fingerling Portion)	12,208,329	15,473,027
Cost of Fingerling Purchased	13,932,000	8,450,250
Cost of Production	26,140,329	23,923,277
Opening Stock: Fingerling	35,191,372	19,142,995
Closing Stock: Fingerling	(33,315,130)	(35,191,372)
Cost of Goods Sold: Fingerling (Unit 1)	28,016,571	7,874,900

	30.06.2021	30.06.2020
	Amount (Tk.)	Amount (Tk.)
Cost of Raw Materials (Unit 1)		
Opening Stock	4,678,530	6,532,500
Purchase of Raw Materials	21,913,970	25,035,650
RaLess: Closing Stock	(5,803,650)	4,678,530
Cost of Raw Materials (Unit 1)	20,788,850	26,889,620
Raw Materials Allocation (Unit 1)		
Raw Materials Fish	8,580,521	11,416,593
Raw Materials Fingerling	12,208,329	15,473,027
Total Raw Materials Allocation (Unit 1)	20,788,850	26,889,620

Cost of Raw Materials purchase is allocated between Fish and Fingerling based on percentage of sales

Unit -2 Mymensingh (Fish)		
Raw Materials (Fish Portion)	5,394,946	8,885,439
Wages & Salary	639,600	639,600
W & S of Indirect Labour	74,940	228,139
Medicine and pesticide	54,905	53,376
Fertilizer	60,430	56,311
Carriage inward	101,810	101,812
Fuel & Lubricants	106,080	110,662
Depreciation (Annexure-A)	231,028	253,865
Cost of production	6,663,739	10,329,204
Add: Opening Stock Fish	4,946,480	6,554,272
Less : Closing Stock Fish	(3,711,034)	(4,946,480)
Cost of Goods sold: Fish (Unit 2)	7,899,185	11,936,996

Unit 2 Mymensingh (Fingerling)		
Raw Materials (Fingerling Portion)	7,204,054	12,614,344
Cost of Fingerling Purchased	9,050,250	4,152,620
Cost of Production	16,254,304	16,766,964
Opening Stock: Fingerling	2,576,437	9,770,385
Closing Stock: Fingerling	(10,898,797)	(2,576,437)
Cost of Goods Sold: Fingerling (Unit 2)	7,931,944	23,960,912

Cost of Raw Materials (Unit 2)		
Opening Stock	3,623,500	5,426,500
Purchase of Raw Materials	12,082,000	19,696,783
Less: Closing Stock	(3,106,500)	(3,623,500)
Cost of Raw Materials (Unit 2)	12,599,000	21,499,783

Raw Materials Allocation (Unit 2)		
Raw Materials Fish	5,394,946	8,885,439
Raw Materials Fingerling	7,204,054	12,614,344
Total Raw Materials Allocation (Unit 2)	12,599,000	21,499,783

Cost of Raw Materials purchase is allocated between Fish and Fingerling based on percentage of sales

22.00 Administrative, Selling and Distributions Expenses

Salary and Benefits	670,800	670,800
Bonus	111,800	111,800
Depriciation Expense-Right to Use Asset	126,656	126,656
Financial Expense-Right to Use Asset	11,890	22,798
Printing & Stationery	65,823	105,904
Board Meeting Expenses	68,750	80,850
Advertisement	130,000	130,000
Conveyance	41,330	43,022
Entertainment	33,330	37,171
Repair & Maintenance	70,870	91,895
Medical Expenses	39,809	46,006
Car Maintenance	47,285	49,822
Professional & Others Fees	250,000	250,000
Paper & Periodicals	3,785	4,749
Miscellaneous Expenses	54,780	54,780
Telephone & Mobile Bill	43,883	57,477
Cost of packing materials	738,920	779,541
Carriage Outward	551,160	582,997
AGM Expenses	135,500	262,070
CDBL	58,417	58,417
Listing Fee	76,158	76,158
Bank Charge and Commission	9,489	3,883
Total Taka	3,340,435	3,646,796

30.06.2021

30.06.2020

23.00 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 (Financial Instruments).

Financial AssetsTrade Receivables
Cash and Cash Equivalents

3,433,966	4,562,505
3,169,308	1,394,509
6,603,274	5,957,014

Financial Liabilities

Liabilities for Expenses

Net Financial Assets/(Liabilities)

557,414	562,975
6,045,860	5,394,039

24.00 Basic Earning/(Loss) per Share (EPS)

The computation of EPS is given below:

Earning attributable to the ordinary shareholders (Net profit/(Loss) after Tax)

(1,573,230)	2,622,747
-------------	-----------

Weighted average number of ordinary shares outstanding during the year

13,973,918	13,973,918
------------	------------

Basic EPS (Annualized)

(0.113)	0.188
----------------	--------------

25.00 Net Asset Value (NAV)

The computation of NAV is given below:

Equity to the ordinary shareholders

148,297,919	151,268,541
-------------	-------------

Weighted average number of ordinary shares outstanding during the year

13,973,918	13,973,918
------------	------------

NAV (Annualized)

10.612	10.825
---------------	---------------

26.00 Net Operating Cash Flow Per Share

The computation is above as under:

Net Operating Cash Flow

(3,156,716)	(418,089)
-------------	-----------

Weighted average number of ordinary shares outstanding during the year

13,973,918	13,973,918
------------	------------

Net Operating Cash Flow Per Share (Annualized)

(0.226)	(0.030)
----------------	----------------

27.00 Clause No. 5 (2) (e) of Notification No. BSEC/CMRRCD/2006-158/208/Admin/81, Dated: 20 June 2018:**Reconciliation of Net operating cash flow under Indirect Method:****Particulars****Net profit after tax**

	30 June 2021	30 June 2020
Net profit after tax	(1,573,230)	2,622,747
Less: Taxes paid in the year	(129,816)	129,816
Add: Depreciation Charged during the year	824,910	893,052
Less: Realized gain on sale of Capital Stock	(269,430)	-
Depreciation and Financial expenses ROU Asset	138,546	149,454
Rent Payment-ROU Liability	(144,000)	(144,000)
(Increase)/Decrease in Inventory	(2,862,613)	(6,968,310)
Change in Advance & Prepayments	1,015,000	-
Change in Accounts Receivables	1,128,539	2,728,444
Increase/(Decrease) for WPPF	-	147,272
Increase/(Decrease) for Deferred Tax	-	45,600
Increase/(Decrease) in Trade payable	(1,279,061)	-
Increase/(Decrease) in liabilities for expense	(5,561)	(22,163)
Net Cash Flow from Operating Activities	(3,156,716)	(418,088)
Net Operating cash flow per share	(0.226)	(0.030)
Net Operating Cash Flow per share (Adjusted)	-	(0.030)

28.00 Related Party Discloser

The Company does not engage in any financial and operational transactions with related parties of the company. In addition the Company did not pay any remuneration to the directors.

29.00 Capital Expenditure Commitment

There was no Capital Expenditure by the company.

30.00 Payment of Foreign Currency

There was no Foreign Currency payment by the company.

31.00 Foreign Exchange Earned

Company has no Foreign Currency income during the year.

32.00 Commission, Brokerage or Discount against sales

Commission, Brokerage or Discount against sales provided the company.

33.00 Credit Facility Not Availed

There was no credit facility available to the company under any contract, but not availed as on 30th June 2021 other than trade credit available in the ordinary course of business.

34 Segment Reporting

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

35.00 Attendance Status of Board Meeting of Directors

During the period from 01.07.2020 to 30.06.2021 there were 8 (Eight) Board Meeting were held. The attendance status of all the meeting is as follows:

Name of Directors	Position	Meeting Held	Attended
Mr. Nazrul Islam	Chairman	8	8
Mr. M.A. Fayeز	Managing Director & CEO	8	7
Mr. Sujit Saha	Independent Director	8	8
Mr. Md. Osman	Independent Director	8	7
Mr. Md. Atiqul Hoque	Independent Director	8	8
Mr. Md. Mahbubur Rahman	Independent Director	8	6

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

36.00 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 2021)

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. Nazrul Islam	Chairman	00	00	00
Mr. M.A. Fayeز	Managing Director & CEO	00	00	00
Mr. Sujit Saha	Independent Director	00	00	00
Mr. Md. Osman	Independent Director	00	00	00
Mr. Md. Atiqul Hoque	Independent Director	00	00	00
Mr. Md. Mahbubur Rahman	Independent Director	00	00	00

b (i) Period of payment to Directors is from 1st July 2020 to 30th June 2021

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

Fine Foods Limited

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 2020 to 30th June 2021 ton/nos	Capacity Utilization from 1st July 2020 to 30th June 2021
Telapia	0	150.00	134.88	89%
Rui	0	40.00	10.84	27%
Katla	0	40.00	10.07	25%
Mregal	0	40.00	9.22	23%
Common Carp	0	40.00	33.32	83%
Panggas	0	70.00	66.34	94%
Fingerling	0	30,000,000	27,716,681	92%

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	33,995,970		33,387,850	98%
Packing Materials	738,920		738,920	100%
Total	34,734,890		34,734,890	

- ii) The Company has not incurred any expenditure in foreign currency for the period from 1st July 2020 to 30th June 2021 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.

37.00 Related Party Disclosure

The Company does not engage in any financial and operational transactions with related parties of the company. In addition The Company did not pay any remuneration to the directors except disclosed in the note 35 of the financial statements.

38.00 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.

39.00 Details of Lease Agreement:

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

40.00 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:-

41.00 (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 debtors personal security

There is no such debt in this respect as on 30 June' 2021.

(III) Debt considered doubtful or bad

The company does not make any provision for doubtful debts as on 30 June 2021, 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 2021.

(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 2021.

42.00 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 28 October 2021.

43.00 Date of Authorization

The Board of Directors have authorised these financial statements for public issue on 28th October 2021

44.00 Proposed Dividend

In the board meeting held on 28 October 2021, the management proposed not to declare any Dividends for the year 2020-2021.

45.00 Internal Control

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

Fine Foods Limited

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.

46.00 Contingent Liability

The National Board of Revenue (NBR) has demand additional taxes and fines related to the Company's tax returns. The Company is currently in the processing of appealing these fines and the proceedings are currently under process. Details are provided below:

Tax Assessment Year	Additional Taxes	Interest, Fines	Total	Status
2017-2018	4,277,491	1,305,401	5,582,892	Appeal in process
2019-2020	4,640,485	4,320,250	8,960,735	
2020-2021	-	4,779	4,779	
Total	8,917,976	5,630,430	14,548,406	

47.00 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.

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

48.00 Events after the Balance Sheet date:

No material event occurring after balance sheet date came to our notice which requires further disclosure or adjustment in the accounts.

49.00 Financial Risk Management

The company is exposed to risks of varying degrees of significance that could affect its ability to achieve its strategic objectives. The main objectives of the Company's risk management process are to ensure that risks are properly identified and the capital base is adequate in relation to these risks.

The Company is exposed through its operations to the following financial risks:

A. Inherent Risk

B. Risk of Cash Transactions

a) Inherent Risk

The Inherent risk is the risk that production of fish, fish spawn breeding, fingerling growing, production of fish meal and oil. All the goods of the Company are perishable in nature. Therefore there remains the risk of spoilage and the risk of revenue loss. The objective of management is to manage and control the risk exposure within acceptable parameter.

b) Risk of Cash Transactions

It is impracticable to sale Fish in the local market other than cash thus not possible to reduce cash transactions.

50.00 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.

FINE FOODS LIMITED
SCHEDULE OF FIXED ASSETS AS ON 30 JUNE 2021

Schedule

Unit -1 Kishoregonj

Particulars	Cost			Depreciation				Written Down Value as on 30.06.2021	
	As on 01.07.2020	Additional during the year	As on 30.06.2021	Rate	As on 01.07.2020	Charged during the year	Disposal		As on 30.06.2021
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%	8,896,146	318,189	-	9,214,335	6,045,596
Civil Construction	8,526,185	-	8,526,185	7.5%	5,670,186	214,200	-	5,884,386	2,641,799
Machinery	3,393,950	-	3,393,950	15%	3,132,814	39,170	-	3,171,984	221,966
Office Decoration/Equipment	941,500	-	941,500	15%	857,289	12,632	-	869,921	71,579
Van (Microbus)/Pick-up Van	915,000	-	915,000	20%	891,961	4,608	18,431	896,569	0
Other Assets	693,698	-	693,698	15%	659,812	5,083	-	664,895	28,803
Sub-Total Taka (A)	68,805,026	-	68,805,026		20,108,208	593,882	18,431	20,702,090	48,084,505

Unit -2 Mymensingh

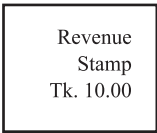
Particulars	Cost			Depreciation				Written Down Value as on 30.06.2021	
	As on 01.07.2020	Additional during the year	As on 30.06.2021	Rate	As on 01.07.2020	Charged during the year	Disposal		As on 30.06.2021
Land & Land Development	13,200,000	-	13,200,000	-	-	-	-	-	13,200,000
Pond Excavation	3,413,210	-	3,413,210	-	-	-	-	-	3,413,210
Civil Construction	875,350	-	875,350	7.5%	642,761	17,444	-	660,205	215,145
Machinery	3,845,600	-	3,845,600	15%	3,602,891	36,406	-	3,639,297	206,303
Other Assets	700,000	-	700,000	15%	655,820	6,627	-	662,447	37,553
Fishery Hatchery	4,958,765	-	4,958,765	7.5%	2,684,762	170,550	-	2,855,312	2,103,453
Sub-Total Taka (B)	26,992,925	-	26,992,925		7,586,234	231,028	18,431	7,817,262	19,175,663

Grand Total Taka (A + B)	95,797,951	-	95,797,951		27,694,443	824,910	18,431	28,519,352	67,260,168
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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 27th Annual General Meeting of the company to be held in the Digital Platform, on Wednesday, 22nd December
2021 and/ or at any adjournment thereof and poll that may be taken in consequence thereof. As witness my/ our hand
this.....day of.....2021.

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 27th Annual General Meeting of Fine Foods Limited being held on Wednesday, the 22nd December, 2021 in Digital Platform at 12.01 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 Head Office- Newmarket City Complex (Level -6), 44/1 Rahim Square, Newmarket, Dhaka.



Fine Foods Limited

New Market City Complex (Level-6), 44/1, Rahim Square
New Market, Dhaka-1205, e-mail: finefoodsltd@live.com
web - www.finefoodslimited.com