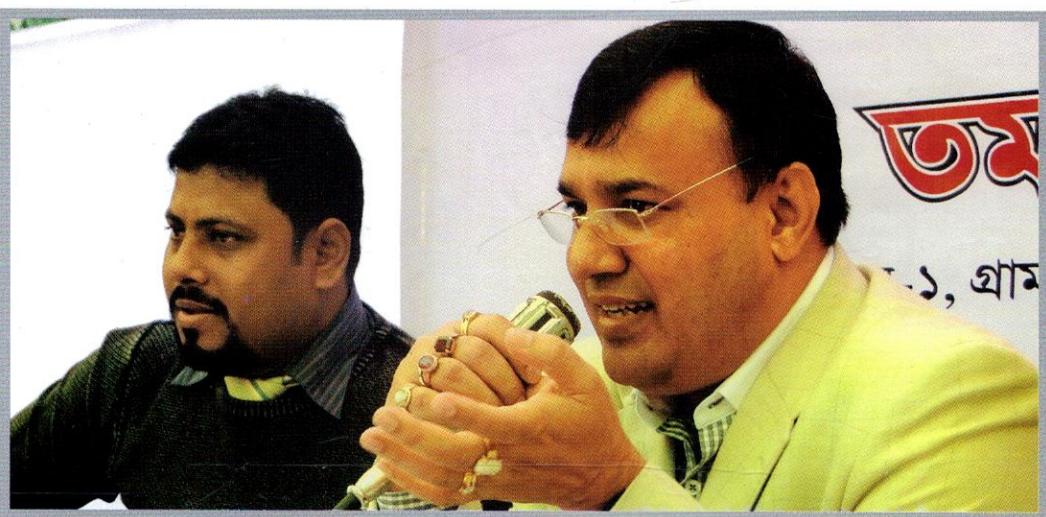


# **ANNUAL REPORT 2014**



**FINE FOODS LIMITED**

# ১৯ তম বার্ষিক সাধারণ সভার কিছু মূহূর্ত



# **Annual Report And Accounts**

**For the year ended June 30, 2014**

**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: [finefoodsldt@live.com](mailto:finefoodsldt@live.com)  
web: [www.finefoodsbd.com](http://www.finefoodsbd.com)

**Project Office:**

**Project-1**

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)

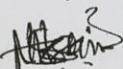


Dear Sir (s),

We are pleased to present you the copy of Annual Report of Fine Foods Limited for the year ended 30th June 2014 along with Audited Financial Statements containing Statement of Financial Position, Statement of Comprehensive Income, Statement of Change in Equity and Statement of Cash Flows for the year then ended, and a summary of significant accounting policies and other explanatory information.

Thank you for your support and cooperation.

Yours truly

  
(Md. Sohel Hossain)  
Company Secretary

## **CORPORATE INFORMATION BOARD OF DIRECTORS**

### **Board of Directors**

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

### **Audit Committee**

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

### **Chief Financial Officer**

MR. SELIM REZA

### **Company Secretary**

MD. SOHEL HOSSAIN

### **Head of Internal Audit**

MD. ABDUL LATIF

### **Register Office**

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

### **Project Address**

#### **Project-1**

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

Cell: 01672-475148

#### **Project-2**

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

Cell: 01672-475148

### **Auditors**

RAHMAN MUSTAFIZ HAQ & CO.

Chartered Accountants

85, Naya Paltan (3rd Floor), Dhaka-1000, Bangladesh.

### **Bankers**

Premiar Bank Limited

**5 YEAR'S**  
**STATISTICS** (Taka in Thousand)

Particulars	2013-2014	2012-2013	2011-2012	2010-2011	2009-2010
<b>Authorized Capital</b>	<b>10,00,000</b>	<b>10,00,000</b>	<b>10,00,000</b>	<b>10,00,000</b>	<b>100,000</b>
<b>Paid-up Capital</b>	<b>1,30,400</b>	<b>1,27,844</b>	<b>1,16,221</b>	<b>1,05,656</b>	<b>84,525</b>
<b>Fixed Assets</b>	<b>74,760</b>	<b>76,243</b>	<b>74,274</b>	<b>71,043</b>	<b>69,827</b>
<b>Turnover (Sales)</b>	<b>23,430</b>	<b>34,695</b>	<b>35,651</b>	<b>59,315</b>	<b>63,061</b>
<b>Gross Profit/(L)</b>	<b>(3,979)</b>	<b>2,690</b>	<b>1,049</b>	<b>21,260</b>	<b>29,639</b>
<b>Retained Earning/(L)</b>	<b>(5,919)</b>	<b>613</b>	<b>(1,454)</b>	<b>17,457</b>	<b>26,271</b>
<b>Earning per Share</b>	<b>(0.475)</b>	<b>0.046</b>	<b>(0.125)</b>	<b>1.570</b>	<b>3.108</b>
<b>No. of Shareholder</b>		<b>4,344</b>	<b>3,460</b>	<b>2,990</b>	<b>1740</b>

## Fine Foods Limited

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

### Notice of the 20th Annual General Meeting

Notice is hereby given to all concern and shareholder(s) of the Company that its 20th Annual General Meeting will be held in the Head Office: New Market City Complex (Level-6), 44/1 Rahim Square, New Market, Dhaka-1205, Bangladesh on the 28th December 2014, Sunday at 11.00 am to transact the following agenda :

1. To receive, consider and adopt the Audited Accounts as of 30th June, 2014 together with report of the Auditor's and the Director's thereon.
2. To elect Director's in place of retiring ones.
3. To declare and approve Dividend for the year ended June 30, 2014.
4. To appoint Auditors and to fix their remuneration.

By Order of the Board

Sd/-

(Md. Sohel Hossain)  
Company Secretary

Dated :

December 11, 2014

#### Notes :

- a. 24<sup>th</sup> November, 2014 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" (24th November, 2014) will be eligible to attend the AGM.
- b. A member entitled to attend and vote at the Annual General Meeting may appoint a proxy to attend and vote on his/her behalf. The proxy form duly stamped with revenue stamp of TK. 10.00 (Ten) only, must be deposited at the Head Office of the Company not later than 48 hours before the fixed for the meeting.
- c. Members are requested to notify change of address, if any, to the Company.
- d. Admission to the meeting room will be strictly on production of the attendance slip.
- e. **No gift, cash or kind will be given for attending the meeting according to the circular of BSEC.**

### **Message from the Managing Director**

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

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



In its year of establishment as Public Limited Company in 2002, the company declared 20% cash Dividend. Then in 2005 cash 5%, in 2008 cash 5% and stock 5%, in 2009 stock 15%, in 2010 stock 25%, in 2011 stock 10%, in 2012 stock 10% and in 2013 stock 2% Dividend was declared. But after long time this year 2014 was declared no Dividend being the political disestability and few important internal maintainance and repairing works at projects. You know, its business was commenced with one project and it has already started a new project. I strongly hope in the next year we must be succeed.

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

Thanks to all again.

  
(Nazrul Islam)  
Managing Director

## সম্মানিত শেয়ারহোল্ডার বৃন্দ আস্সালামু আলাইকুম

ফাইন ফুডস লিমিটেড-এর ২০তম বার্ষিক সাধারণ সভায় আপনাদেরকে স্বাগত জানাচ্ছি এবং ৩০ শে জুন, ২০১৪ইং সমাপনী বৎসরের নিরীক্ষিত আর্থিক বিবরণীসহ বার্ষিক প্রতিবেদন আপনাদের সম্মুখে উপস্থাপন করতে পেরে আমি সম্মানিত বোধ করছি।

### কোম্পানীর বিষয়াদির অবস্থা :

#### ১.১। পরিচিতি :

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

#### ১.২। মানব সম্পদ :

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

#### ২। অগ্রগতি ও আর্থিক ফলাফল :

ফাইন ফুডস লিমিটেড একটি কৃষিভিত্তিক কোম্পানী। মাছ, মাছের পোনা এর প্রধান উৎপাদিত পণ্য। ২০১৩-২০১৪ অর্থ বছরে রাজনৈতিক অস্থিরতার পাশাপাশি পুরুর পরিশোধন সহ বিভিন্ন সংস্কারমূলক কাজের জন্য আমরা আমাদের কাঞ্চিত লক্ষ্য মাত্রা অঙ্গ করতে পারিনি। এজন্য আমরা আন্তরিকভাবে দুঃখিত। তবে দৃঢ়ভাবে আশা করছি, এই অর্থ বছরে (২০১৪-২০১৫) আমরা আমাদের প্রত্যাশিত সফলতা অর্জন করতে পারব ইনশাল্লাহ।

নিম্নে ২০১২-২০১৩ অর্থ বছরের সাথে এ অর্থবছরের (২০১৩-২০১৪) একটি সংক্ষিপ্ত তুলনামূলক চিত্র উপস্থাপন করা হলোঃ

বিবরণ	২০১৩-২০১৪	২০১২-২০১৩
বিক্রয়	২৩,৪৩০,৭৫৭/-	৩৪,৬৯৫,৫৫৩/-
উৎপাদন ব্যয়	২৭,৮০৯,৭৭৯/-	৩২,০০৮,৭৪৬/-
মোট লাভ/(ক্ষতি)	(৩,৯৭৯,০২২)/-	২,৬৯০,৮০৭/-
নেট লাভ/(ক্ষতি)	(৬,১৯৮,০০৭)/-	৫৮৩,২৩৭/-

### ৩. ব্যবসায়িক কার্যক্রম পর্যালোচনা:

ফাইন ফুডস লিমিটেড প্রতিষ্ঠার শুরু থেকে আজ পর্যন্ত প্রতিনিয়ত দেশজ উৎপাদন খাতে গুরুত্বপূর্ণ অবদান রেখে আসছে। সেই সাথে ২০০৭-২০০৮ অর্থ বছর থেকে ধারাবাহিক ভাবে শেয়ারহোল্ডারবন্দকে Dividend প্রদান করে আসছে। কিন্তু চলতি অর্থ বছরের প্রথমার্ধে রাজনৈতিক অস্থিতিশীলতা এবং পরে প্রকল্প গুলোর অভ্যন্তরিন সংক্ষার কাজ সম্পন্ন করার কারণে আমরা লাভ (Profit) অর্জন করতে পারিনি। তাই, পরিচালনা পর্যবেক্ষণ আরো দৃঢ়ভাবে প্রচেষ্টা চালাবে যাতে ২০১৪-২০১৫ অর্থ বছরে কোম্পানী পুনরায় লাভের (Profit) ধারাবাহিকতায় ফিরতে পারে। আমরা আন্তরিকভাবে বিশ্বাস করি, আমাদের এই প্রচেষ্টার মাধ্যমে কাঞ্চিত ফল অর্জন করতে সক্ষম হবো এবং সহযোগী হিসাবে অতীতের মত আগামী দিনেও আপনাদের সহযোগিতা আমরা পুরোপুরি ভাবে পাব।

### ৪। পরিচালক মন্তব্য সভা :

২০১৩-২০১৪ অর্থ বছরে পরিচালনা পর্যবেক্ষণ 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 :

যেহেতু এই অর্থ বছরে (২০১৩-২০১৪) কোম্পানীর আর্থিক হিসাবের ফলাফলে “ক্ষতি”(LOSS) হয়েছে, সেহেতু পরিচালনা পর্যবেক্ষণ ২০১৩-২০১৪ অর্থ বছরের জন্য কোন প্রকার লভ্যাংশের প্রস্তাব করেন নাই।

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

বিএসইসি-র জারীকৃত নোটিফিকেশনের প্রেক্ষিতে (২% শেয়ার ধারন সংক্রান্ত) কোম্পানীর পরিচালনা পর্যবেক্ষণ যে পুনর্বিন্যাস হয়েছিল তাকে Corporate Governance Guideline মোতাবেক বিন্যস্ত করে পরিচালনা পর্যবেক্ষণ পুর্ণরূপ দানের জন্য আরো দুজন স্বতন্ত্র পরিচালক নিয়োগ দিতে বিএসইসি আমাদেরকে মৌখিক ভাবে নির্দেশনা প্রদান করে। তার-ই আলোকে আরো দুজন- জনাব মিজানুর রহমান ও জনাব কামাল মাহমুদ কে স্বতন্ত্র পরিচালক হিসাবে নিয়োগ প্রদান করে পরিচালনা পর্যবেক্ষণ পুনর্গঠন করা হয়।

### ৭। নিরীক্ষক নিয়োগ ও তাদের পারিশ্রমিক নির্ধারণ:

মেসার্স রহমান মোস্তাফিজ হক এন্ড কোম্পানী, চার্টার্ড একাউন্ট্যান্টস এ অর্থ বছর (২০১৩-২০১৪) সহ মোট তিন বার কোম্পানীর বার্ষিক হিসাব নিরীক্ষা করেছেন। বিধি মোতাবেক ২০১৪-২০১৫ অর্থ বছরের জন্য তারা আর বিবেচ্য হবেন না। বিধায়, নতুন নিরীক্ষক হিসাবে মেসার্স জি কিবরিয়া এন্ড কোং, চার্টার্ড একাউন্ট্যান্টসকে (২৪-২৫ দিলকুশা (৬ষ্ঠ তলা) ঢাকা- ১০০০) ২০১৪-২০১৫ অর্থ বছরের জন্য বার্ষিক ৬০,০০০ (ষাট হাজার) টাকা পারিশ্রমিক-এর বিনিময়ে নিয়োগ-এর জন্য প্রস্তাব করা হলো।

## ৮। নিরীক্ষকের সংরক্ষিত মন্তব্যের উপর আমাদের বক্তব্য :

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

সম্মানীত নিরীক্ষক মহোদয় Emphasis of Matter এর আওতায় যে মন্তব্য করেছেন তাকে আমরা ও যথেষ্ট গুরুত্ব প্রদান করি। এ অর্থ বছরে (২০১৪-২০১৫) আমরা উহা পালন করার জন্য সর্বোচ্চ প্রচেষ্টা গ্রহণ করব।

### উপসংহার :

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

### পরিচালক মন্ডলীর পক্ষে

(নজরুল ইসলাম)  
ব্যবস্থাপনা পরিচালক

## REPORT OF AUDIT COMMITTEE

For the year 2013-2014

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

### **Composition of Audit Committee:**

The Audit Committee consists of the following members:

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

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

Review the Audit Financial Statements and recommended to approved for statutory purpose.

Review Internal Audit Systems and monitoring the function of Internal Audit Department.

Review the implementation of signification issues as recommended to the Board.

Review the function of management policy, system of governance.

Review and consider the internal report and statutory auditors' observation and internal control.

Review the quarterly and half yearly financial statements before submission to the board for approval and to the stakeholders as a statutory requirement.

### **Activities carried out during the year**

The committee reviewed and discussed the procedure and task of the internal audit, financial report preparation and the external auditors' observation in their reports on the draft financial statements of the company initialed by the auditors for the year ended 30th June 2014. The committee found the statements adequate arrangement to present a true and fair view of the financial status of the company; and did not find any material deviation, discrepancies or any adverse finding/observation in the areas of reporting and disclosures.

### **Acknowledgement**

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

Sd/-

**Md. Zakir Hossain**

Chairman, Audit Committee

# **Compliance Certificate**



**RAHMAN MUSTAFIZ HAQ & CO.**

CHARTERED ACCOUNTANTS

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

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

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

Dated: Dhaka  
30 October, 2014

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



**Annexure -i****ANNUAL REPORT 2014****REPORTING THE COMPLIANCE OF CORPORATE GOVERNANCE:**

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

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

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

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

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

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

**Fine Foods Limited**

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

**Annexure -ii**

**The Pattern of Shareholding  
as on 30-06-2014**

<b>Sl No</b>	<b>Name of Shareholders</b>	<b>Status</b>	<b>No. of Shares held</b>	<b>Percentage of Share Holdings (%)</b>
a)	Parents/Subsidiary/Associate Companies	n/a	n/a	
b)	Directors, Sponsors, Company Secretary, Chief Financial Officer			
1	Mr. Nazrul Islam	M.D & CEO	1,36,323	1.05
2	Md. K.M. Tanjibul Alam	Sponsor	1,86,285	1.43
3	Md. Ansar Uddin Ahmed	Sponsor	1,30,399	1.00
4	Md. Zakir Hossain	Independent Director	Nill	Nill
5	Md. Angur Khan	Independent Director	1,542	0.01
6	Md. Sohel Hossain	Company Secretary	Nill	Nill
7	Md. Selim Reza	CFO	Nill	Nill
8	Mr. Md. Abdul Latif	Head of Internal Audit	Nill	Nill
c)	Executives		Nill	Nill
d)	Share holder holding Ten percent or more voting interest		Nill	Nill

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 30-06-2014

(Taka in Thousand)

<b>Particulars</b>	<b>2013-2014</b>	<b>2012-2013</b>	<b>2011-2012</b>	<b>2010-2011</b>	<b>2009-2010</b>
<b>Authorized Capital</b>	<b>10,00,000</b>	<b>10,00,000</b>	<b>10,00,000</b>	<b>10,00,000</b>	<b>100,000</b>
<b>Paid-up Capital</b>	<b>1,30,400</b>	<b>1,27,844</b>	<b>1,16,221</b>	<b>1,05,656</b>	<b>84,525</b>
<b>Fixed Assets</b>	<b>74,760</b>	<b>76,243</b>	<b>74,274</b>	<b>71,043</b>	<b>69,827</b>
<b>Turnover (Sales)</b>	<b>23,430</b>	<b>34,695</b>	<b>35,651</b>	<b>59,315</b>	<b>63,061</b>
<b>Gross Profit/(L)</b>	<b>(3,979)</b>	<b>2,690</b>	<b>1,049</b>	<b>21,260</b>	<b>29,639</b>
<b>Retained Earning/(L)</b>	<b>(5,919)</b>	<b>613</b>	<b>(1,454)</b>	<b>17,457</b>	<b>26,271</b>
<b>Earning per Share</b>	<b>(0.475)</b>	<b>0.046</b>	<b>(0.125)</b>	<b>1.570</b>	<b>3.108</b>
<b>No. of Shareholder</b>		<b>4,344</b>	<b>3,460</b>	<b>2,990</b>	<b>1740</b>

**Board of Directors Meeting**  
as on 30-06-2014

<b>Name of the Directors</b>	<b>Meeting Held</b>	<b>Attended</b>
Mr. Nazrul Islam	8	8
Md. Zakir Hassain	8	8
Md. Angur Khan	8	8
Mr. Mizanur Rahman	N/A	N/A
Mr. Kamal Mahmud	N/A	N/A

## **REPORT ON FINANCIAL STATEMENTS FOR THE YEAR 2013-2014 BY CEO AND CFO**

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

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

- (i) We have reviewed financial statements for the year and to the best of our knowledge and belief:
  - a) These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading.
  - b) These statements together present a true and fair view of the company's affairs and are in compliance with existing accounting standards and applicable laws.
- (ii) There are, to the best of knowledge and belief, no transaction entered into by the company during the year which are fraudulent, illegal or violation of the company's code of conduct.

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

**(Md. Selim Reza)**  
**Chief Financial Officer**

AUDITORS' REPORT  
To The Shareholders  
of  
FINE FOODS LIMITED  
For the year ended 30 June, 2014

We have audited the accompanying Financial Statements of **FINE FOODS LIMITED** Comprising the Financial Position as of June 30, 2014 Statement of Comprehensive Income, Cash Flow Statement and Statement of changes in Shareholders equity together with the Notes to the accounts thereof. The preparation these financial statement are the responsibility of the Company's Management. Our responsibility is to express an independent opinion on these Financial Statements based on our audit.

We conducted our audit in accordance with Bangladesh Standards on Auditing (BSA). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. Our audit includes examining, on test basis, evidence supporting the amounts and disclosures in the financial statements. Our audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.

**Emphasis of Matter:**

To establish proper internal control over the sales and its realization, it is suggested to deposit into Bank Account of the Company the daily collection of Sale proceeds. Any fund needed by the Company should be withdrawn from Bank on the basis of fund requisition to be prepared according to the need of the day. Moreover it could help to comply the requirements of section 30 (i) & (M) of the Income Tax Ordinance, 1984.

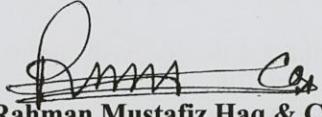
**We report that:**

The Financial Statements give a true and fair view of the state of the Company's affairs as of June 30, 2014 and of the results of its operations and cash flow for the year then ended and comply with the Companies Act, 1994, Securities and Exchange rules 1987, in accordance with IAS and other applicable laws and regulations.

**We also report that:**

- a) Except as stated in the above paragraphs, We have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit and made due verification thereof;
- b) In our opinion proper books of accounts as required by law have been maintained by the company, so far, as it appeared for our examination of those books.
- c) The company's Financial Position and Statement of Comprehensive Income dealt with by the report are in agreement with sheet so prepared.
- d) The expenditure incurred was for the purposes of the company's business.

Place: Dhaka  
Date: 30-October-2014

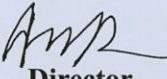
  
**Rahman Mustafiz Haq & Co.**  
Chartered Accountants.

**FINE FOODS LIMITED**  
**STATEMENT OF FINANCIAL POSITION**  
**AS AT 30 JUNE 2014**

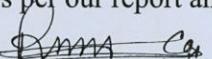
Particulars	Notes	Figures in Taka 30.06.2014	Figures in Taka 30.06.2013
<b>A. NON- CURRENT ASSETS:</b>		<b>91,625,116</b>	<b>95,889,144</b>
Fixed Assets	2	74,760,182	76,243,610
Advance for Land Purchases	3	12,000,000	2,000,000
Capital Stock	4	4,864,934	5,015,534
Investment of Govt. Bond	5	-	2,630,000
<b>B. CURRENT ASSETS:</b>		<b>41,401,762</b>	<b>43,301,315</b>
Inventories (as valued, verified & certified by Mgt)	6	34,647,384	35,672,720
Trade Receivables	7	4,530,000	5,393,000
Advance & Prepayments	8	1,362,000	1,362,000
Cash & Cash Equivalents	9	862,378	873,595
<b>C. CURRENT LIABILITIES:</b>		<b>3,396,413</b>	<b>3,361,987</b>
Liabilities for Expenses	10	231,350	312,600
WPPF	11	370,922	370,922
Tax Payable ( deduction on dividend)	12	653,487	653,487
Provision for Tax	13	241,450	319,768
Deffered Tax	14	493,994	-
Trade Payables	15	1,305,210	1,605,210
Dividend Payable	16	100,000	100,000
<b>D. NET CURRENT ASSETS (B - C)</b>		<b>38,005,349</b>	<b>39,939,328</b>
<b>Total Taka (A + D)</b>		<b>129,630,465</b>	<b>135,828,472</b>
<b>E. FINANCED BY:</b>			
<b>F. SHARE HOLDER EQUITY:</b>		<b>129,630,465</b>	<b>135,828,472</b>
Share Capital	17	130,400,930	127,844,050
Reserve for Bond	18	5,149,473	5,149,473
Retained Earning	19	(5,919,938)	2,834,949
<b>Total Taka (E + F)</b>		<b>129,630,465</b>	<b>135,828,472</b>

Accompanying notes from an integral part of this Financial Statements

  
**Managing Director**

  
**Director**

As per our report annexed

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

**FINE FOODS LIMITED**  
**STATEMENT OF COMPREHENSIVE INCOME**  
**FOR THE YEAR ENDED 30 JUNE 2014**

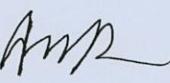
Particulars	Notes	Figures in Taka 30.06.2014	Figures in Taka 30.06.2013
1 Turnover	20	23,430,757	34,695,553
2 Cost of Goods Sold	21	27,409,779	32,004,746
<b>3 Gross Profit/(Loss) = (1 - 2)</b>		<b>(3,979,022)</b>	<b>2,690,807</b>
<b>4 Operating Expenses:</b> Administrative, Selling & Distribution Expenses	22	<b>2,115,546</b> 2,115,546	<b>2,288,523</b> 2,288,523
<b>5 Operating Profit/(Loss) = (3 - 4)</b>		<b>(6,094,568)</b>	<b>402,284</b>
6 Interest on Govt. Bond		390,555	211,650
<b>7 Net Profit/(Loss) before Tax = (5+6)</b>		<b>(5,704,013)</b>	<b>613,934</b>
8 Provision for Tax 5%		-	30,697
<b>9 Deffered Tax</b>		<b>(493,994)</b>	<b>-</b>
<b>10 Net Profit/(Loss) after Tax = (7-8-9)</b>		<b>(6,198,007)</b>	<b>583,237</b>
11 Retained earning brought forward		278,069	2,251,712
<b>12 Retained Earning/ (Loss) transferred to Balance Sheet = (10+11)</b>		<b>(5,919,938)</b>	<b>2,834,949</b>
13 Basic Earning/(Loss) per Share (EPS) (Annualized)	24	(0.475)	0.046

Accompanying notes from an integral part of this Financial Statements

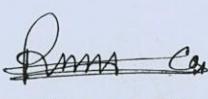
As per our report annexed



Managing Director



Director



Rahman Mustafiz Haq & Co.  
Chartered Accountants

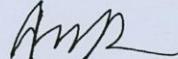
**FINE FOODS LIMITED**  
**STATEMENT OF CASH FLOW**  
**FOR THE YEAR ENDED 30 JUNE 2014**

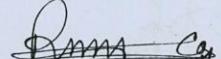
Particulars	Notes	Figures in Taka 30.06.2014	Figures in Taka 30.06.2013
<b>Cash Flow from Operating Activities:</b>		<b>(3,104,054)</b>	<b>3,124,606</b>
Cash Collection from Turnover & others		24,293,757	35,230,553
Payment for Production Materials		(27,397,811)	(32,105,947)
<b>Cash Flow from Investing Activities:</b>		<b>150,600</b>	<b>(3,458,375)</b>
Fixed assets disposal		-	-
Capital Stock Cattle		150,600	134,870
Fixed Assets		-	(3,593,245)
<b>Cash Flow from Financing Activities:</b>		<b>2,942,237</b>	<b>701,334</b>
Encashment of Bond		2,630,000	830,000
Interest on Govt.Bond		390,555	211,650
Tax Payment		(78,318)	(21,165)
Dividend Payment		-	(319,151)
<b>Net Cash Inflow/ ( Outflow)</b>		<b>(11,217)</b>	<b>367,565</b>
Opening Cash & Bank Balances		873,595	506,030
<b>Closing Cash &amp; Bank Balances</b>		<b>862,378</b>	<b>873,595</b>

Accompanying notes from an integral part of this Financial Statements

As per our report annexed

  
**Managing Director**

  
**Director**

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

**FINE FOODS LIMITED**  
**Statement of Changes in Equity**  
**For the year ended 30 June 2014**

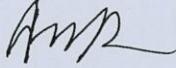
Particulars	Share Capital	Reserved for Investment of Govt. Bond	Retained Earning/(Loss)	Total Amount in Taka
<b>Balance as on 01.07.2013</b>	<b>127,844,050</b>	<b>5,149,473</b>	<b>2,834,949</b>	<b>135,828,472</b>
Net profit/(Loss) this year	-	-	(6,198,007)	(6,198,007)
Less : Dividend ( Stock 2%)	-	-	(2,556,880)	(2,556,880)
Add : Inc.Capital by Bonus Share 2%	<b>2,556,880</b>	-	-	<b>2,556,880</b>
<b>At the end of the year 30.06.2014</b>	<b>130,400,930</b>	<b>5,149,473</b>	<b>(5,919,938)</b>	<b>129,630,465</b>

**FINE FOODS LIMITED**  
**Statement of Changes in Equity**  
**For the year ended 30 June 2013**

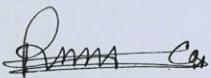
Particulars	Share Capital	Reserved for Investment of Govt. Bond	Retained Earning/(Loss)	Total Amount in Taka
<b>Balance as on 01.07.2012</b>	<b>116,221,870</b>	<b>5,149,473</b>	<b>13,873,892</b>	<b>135,245,235</b>
Net profit/(Loss) this year	-	-	583,237	583,237
Less : Dividend ( Stock 10%)	-	-	(11,622,180)	(11,622,180)
Add : Inc.Capital by Bonus Share 10%	<b>11,622,180</b>	-	-	<b>11,622,180</b>
<b>At the end of the year 30.06.2013</b>	<b>127,844,050</b>	<b>5,149,473</b>	<b>2,834,949</b>	<b>135,828,472</b>



**Managing Director**



**Director**



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

**FINE FOODS LIMITED**  
**SCHEDULE OF FIXED ASSETS AS ON 30 JUNE 2014.**

Unit -1 Kishoregonj

Schedule

Particulars	Cost			Depreciation			Written Down Value as on 30.06.14	
	As on 01.07.2013	Additional during the year	As on 30.06.2014	Rate	As on 01.07.2013	Charged during the year	Disposal	
Land & Land Development	9,113,573	-	9,113,573	-	-	-	-	9,113,573
Road and construction	3,062,540	-	3,062,540	-	-	-	-	3,062,540
Pond Excavation	26,898,649	-	26,898,649	-	-	-	-	26,898,649
Dam, Dyke, Appr. Road	15,259,931	-	15,259,931	5%	6,147,165	455,638	-	8,657,128
Civil Construction	8,526,185	-	8,526,185	7.5%	3,597,106	369,681	-	3,966,787
Machinery	3,393,950	-	3,393,950	15%	2,579,369	122,187	-	2,701,556
Office Decoration/Equipment	941,500	-	941,500	15%	678,816	39,403	-	718,219
Van (Microbus)/Pick-up Van	915,000	-	915,000	20%	805,139	21,972	-	827,111
Other Assets	693,698	-	693,698	15%	587,994	15,836	-	603,850
<b>Sub-Total Taka (A)</b>	<b>68,805,026</b>	-	<b>68,805,026</b>		<b>14,395,589</b>	<b>1,024,737</b>	-	<b>53,384,700</b>

Unit -2 Mymensingh

Particulars	Cost			Depreciation			Written Down Value as on 30.06.14	
	As on 01.07.2013	Additional during the year	As on 30.06.2014	Rate	As on 01.07.2013	Charged during the year	Disposal	
Land & Land Development	13,200,000	-	13,200,000	-	-	-	-	13,200,000
Pond Excavation	3,413,210	-	3,413,210	-	-	-	-	3,413,210
Civil Construction	875,350	-	875,350	7.5%	473,931	30,106	-	504,037
Machinery	3,845,600	-	3,845,600	15%	3,088,500	113,565	-	3,202,065
Other Assets	700,000	-	700,000	15%	562,188	20,672	-	582,860
Fishery Hatchery	4,958,765	-	4,958,765	7.5%	1,034,134	294,347	-	1,328,481
<b>Sub-Total Taka (B)</b>	<b>26,992,925</b>	-	<b>26,992,925</b>		<b>5,158,753</b>	<b>458,691</b>	-	<b>21,375,481</b>

Grand Total Taka (A + B)	95,797,951	-	95,797,951		19,554,342	1,483,427	-	21,037,769	74,760,182
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## **FINE FOODS LIMITED**

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

### **NOTES TO THE FINANCIAL STATEMENTS FOR YEAR ENDED 30 TH JUNE 2014**

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

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

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

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

The principal place of business is Newmarket City Complex (level-6), 44/1 Rahim Squire, Newmarket, Dhaka-1205 and the address of its Registered office was at Jareen Mansion (3rd Floor), 55 Motijheel C/A Dhaka 1000, Project of the Company are situated at Vill: Mondolvog P.O: Manikkhali, P.S: Katiadi, Dist: Kishoregonj and Vill: Machhera (Khailapur i) P.O: Chandpur, P.S: Tarakandi, Dist: Mymensingh

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

The main activities of the company are as follows:

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

##### **1.4 Reporting Currency:**

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

##### **1.5 Basis of Preparation and Presentation of the Financial Statements:**

The elements of financial statements have been measured on "Historical Cost" Convention on going concern concept and on accrual basis in accordance with Generally Accepted Accounting Principle and practice in Bangladesh in compliance with the Companies Act, 1994 and International Accounting Standards (IAS) as adopted by the ICAB, as Bangladesh Accounting Standards (BAS).

##### **1.6 Significant Accounting Policies:**

The specific Accounting Policies selected and applied by the company's management for significant transactions and events that have a material effect within the framework of BFRS-1 "Presentation of Financial Statements" in preparation and presentation of financial statements. The accounting policies set out below has been applied consistently to all periods presented in these financial statements.

**1.7 Accounting Period**

Accounting period of the Company is from July 01, 2013 to June 30, 2014 financial year.

**1.8 Use of estimates in preparation of the financial statements:**

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

**1.9 Change in Accounting Policies:**

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

**1.10 Statement of compliance with local laws:**

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

**1.11 Income Tax:**

This Financial Year Company earned no profit, so Income Tax are not Applicable. Deferred Tax has been provided in the Accounts following the BAS-12

**1.12 Revenue Recognition:**

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

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

**1.13 Recognition of Tangible Fixed Assets:**

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

**1.14 Fixed Assets:**

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

**1.15 Depreciation:**

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

The annual depreciation rates applicable to the principal categories are:

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

**1.16 Depreciation Charge:**

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

**1.17 Property, Plant & Equipment:**

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

**1.18 Valuation of Inventories:**

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

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

All these Trading Stocks of fisheries have been valued at on estimate of standard practice followed by the Management at Market price or cost which ever is lower. in accordance with BAS-2.

**1.19 Cash and Cash equivalents:**

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

**1.20 Cash flow Statement:**

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

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

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

**1.22 Employees Benefit cost:**

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

**1.23 Comparative Figures:**

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

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

The Company calculates Earning Per Share (EPS) in accordance with BAS 33". Earning per share" which has been shown on the face of Income Statement and the computation of EPS is stated in Note 24.

**1.25 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.

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

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

**1.27 Basic Earning Per Share:**

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

**1.28 Diluted Earning Per Share:**

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

**1.29 Financial Instruments and Derivatives:**

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

**FINE FOODS LIMITED**  
**NOTES TO THE ACCOUNTS FOR THE YEAR ENDED 30 JUNE 2014**

	Tk.	Figures in Taka 30.06.2014	Figures in Taka 30.06.2013
		74,760,182	76,243,610
<b>2 Fixed Assets:</b>			
<b>The break-up of above as follows</b>			
<b>Unit-1 ( Kishoreganj):</b>			
a) Land & Land Development		9,113,573	9,113,573
b) Road & Construction		3,062,540	3,062,540
b) Pond Excavation		26,898,649	26,898,649
c) Boundary, Dam,Dyke,Approach Road etc.		8,657,128	9,112,766
d) Civil Construction		4,559,398	4,929,079
e) Machinery		692,394	814,581
f) Office Decoration		223,281	262,684
g) Microbus		87,889	109,861
h) Other Assets		89,848	105,704
<b>Sub Total (A)</b>		<b>53,384,700</b>	<b>54,409,437</b>
<b>Unit-2 ( Mymensingh):</b>			
a) Land & Land Development		13,200,000	13,200,000
b) Pond Excavation		3,413,210	3,413,210
c) Civil Construction		371,313	401,419
d) Machinery		643,535	757,100
e) Fishery Hatchery		3,630,284	3,924,631
f) Other Assets		117,140	137,812
<b>Sub Total (B)</b>		<b>21,375,481</b>	<b>21,834,172</b>
<b>Grand Total</b>		<b>74,760,182</b>	<b>76,243,610</b>

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

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

	Tk.	4,864,934	5,015,534
This made -up as under:			
Cattle ( Note:4.1)		1,819,661	1,970,261
Plantation (Note:4.2)		3,045,273	3,045,273
<b>Total Taka:</b>		<b>4,864,934</b>	<b>5,015,534</b>

	Tk.	1,819,661	1,970,261
The fleet of Cattle consist of 45 Nos. Cows , Oxen, Bulls, Coilers etc. of different size. The above represents the cost of Cattle and made up as under:			
Opening Balance		1,970,261	2,105,131
Add: During the year		675,000	650,780
Less: Disposal		825,600	785,650
<b>Total Taka</b>		<b>1,819,661</b>	<b>1,970,261</b>

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

# Fine Foods Limited

30.06.2014

30.06.2013

## 5 Investment in Government Bond:

The above amount invested in purchase of 3 years National Investment Bond to avail the tax exemption benefit . The details are as follows.

Balance as per last Account

Add: Purchases during the year

Total

Encashment

**Total Taka.**

Tk.

**2,630,000**

2,630,000
-
2,630,000
2,630,000
-

3,460,000
-
3,460,000
830,000
<b>2,630,000</b>

## 6 Inventories :

This is made -up as follows:

**Unit -1 Kishoregonj**

**Unit -2 Mymensingh**

**Total**

Tk.

**34,647,384**

**35,672,720**

Amount (Tk.)
34,647,384
-
<b>34,647,384</b>

Amount (Tk.)
30,275,290
5,397,430
<b>35,672,720</b>

### Unit -1 Kishoregonj

The break -up of the inventories are as under:

Particulars  
Telapia  
Rui  
Katla  
Mregal  
Common Carp  
Panggas  
Others  
Fingerling  
Total fish  
Closing Raw Materials  
**Total**

Qty (Ton)	Rate (Ton)	Amount (Tk.)	Amount (Tk.)
42.65	75,000	3,198,750	2,699,250
12.23	125,000	1,528,750	1,845,000
11.25	120,000	1,350,000	1,158,000
13.36	85,000	1,135,600	839,800
15.35	85,000	1,304,750	657,900
22.34	65,000	1,452,100	1,516,450
12.35	75,000	926,250	1,328,110
		17,897,534	15,934,890
		<b>28,793,734</b>	<b>25,979,400</b>
		<b>5,853,650</b>	<b>4,295,890</b>
		<b>34,647,384</b>	<b>30,275,290</b>

Amount (Tk.)
2,699,250
1,845,000
1,158,000
839,800
657,900
1,516,450
1,328,110
15,934,890
<b>25,979,400</b>
<b>4,295,890</b>
<b>30,275,290</b>

### Unit -2 Mymensingh

The break -up of the inventories are as under:

Particulars  
Telapia  
Rui  
Katla  
Mregal  
Common Carp  
Panggas  
Others  
Fingerling  
Total fish  
Closing Raw Materials  
**Total**

Qty (Ton)	Rate (Ton)	Amount (Tk.)	Amount (Tk.)
		-	550,900
		-	155,000
		-	62,100
		-	98,400
		-	94,900
		-	72,150
		-	75,670
		-	1,320,460
		-	<b>2,429,580</b>
		-	<b>2,967,850</b>
		-	<b>5,397,430</b>

Amount (Tk.)
550,900
155,000
62,100
98,400
94,900
72,150
75,670
1,320,460
<b>2,429,580</b>
<b>2,967,850</b>
<b>5,397,430</b>

# Fine Foods Limited

**30.06.2014**

**30.06.2013**

## **7 Trade Receivables:**

The above amount represent the receivable against credit sales to the following parties as on 30-06-2014

Mr. Alimuddin Miah, Sararcha, Bajitpur, Kishoreganj  
 Md. Sirajul Islam , Katiadi, Kishoreganj  
 Mr. Kamrul, Kishorgonj  
 Mr. Sumon , Manikkhali  
 Mr. Rafikul, Bhairob  
 Mr. Serajul , Katiadi, Kishoreganj  
 Mr. Habibur Rahman, Katiadi, Kishoregonj  
 Mr. Kaium, Bajitpur, Kishoregonj  
 Mr. Hasem, Manikkhali, Kishoregonj

Tk.	4,530,000	5,393,000
Ageing	Amount (TK.)	Amount (TK.)
Below 30 days	385,000	585,000
within 31-60 days	370,000	475,000
Above 60 days	365,000	475,000
within 31-60 days	575,000	675,000
Above 60 days	450,000	565,000
Below 30 days	485,000	575,000
Below 30 days	375,000	-
Below 30 days	325,000	-
Below 30 days	275,000	-
	<b>3,605,000</b>	<b>3,350,000</b>

## **Sub Total ( A )**

## **Unit -2 ( Mymensingh )**

Mr. Abul Khan, Dayarampur, Phulpur, Mymensingh  
 M/s. Matri Fish Traders, Jatrabari, Dhaka  
 Md. Sayed , Mymensing  
 Md. Habibur Rahman, Mymensing  
 Md. Sawket, Nethrokona  
 Mr. Faruk , Haluaghata  
 Mr. Mostafis , Nehtrokona  
 Mr. Juel, Mohongonj  
 Mr. Halim, Sherpur  
 Mr. Joinal, Mymensing

Below 60 days	115,000	287,000
Below 45 days	-	-
Above 60 days	65,000	145,000
Within 60-90 days	100,000	225,000
Above30 days	75,000	345,000
Below 60 days	130,000	315,000
Below 90 days	105,000	176,000
Below 90 days	95,000	255,000
Below 60 days	125,000	150,000
Below 45 days	115,000	145,000
	<b>925,000</b>	<b>2,043,000</b>
	<b>4,530,000</b>	<b>5,393,000</b>

## **Sub Total ( B )**

## **Grand Total ( A+B )**

Receivable are considered goods and subsequently realized.

## **8 Advance and Prepayments:**

The break up of the above are as under:

Advance against Office Rent  
 Security Deposit to Palli,Bidyut  
 Security Deposit To BRTA  
 Security Deposit To CDBL  
 Tax of Govt. Bond  
 Advance for Feed and fingerling Purchase

Tk.	1,362,000	1,362,000
	120,000	120,000
	27,000	27,000
	15,000	15,000
	200,000	200,000
	-	-
	1,000,000	1,000,000
	<b>1,362,000</b>	<b>1,362,000</b>

## **9 Cash & Bank Balance:**

The above amount represent as follows :

Cash in Hand

## **Cash at bank**

Eastern Bank Ltd. CA A/C No. 01021060008420  
 Premier Bank CA 016011100000118  
 Premier Bank SD 01601310000022

**Total Taka :**

Tk.	862,378	873,595
	678,515	689,732
	5,680	5,680
	78,415	78,415
	99,768	99,768
	<b>862,378</b>	<b>873,595</b>

## **10 Liabilities for Expenses:**

Salary & Wages  
 Listing Fee  
 Bonus Share Transfer Charge (CDBL)  
 Professional Fees

**Total Taka:**

Tk.	231,350	312,600
	105,100	156,600
	63,750	50,000
	-	56,000
	62,500	50,000
	<b>231,350</b>	<b>312,600</b>

## **11 Workers Profit Participation Fund (WPPF):**

The details are as follows:

Opening Balance  
 Less : Payment during the year

**Total Taka:**

Tk.	370,922	370,922
	370,922	370,922
	-	-
	<b>370,922</b>	<b>370,922</b>

# Fine Foods Limited

30.06.2014

30.06.2013

## 12 Tax payable ( deduction on dividend):

This represents the amount deduction as advance tax on dividend. The amount still in company's account .

The details are as follows:

Opening Balance

Add: During the year

Total Taka:

Less : Payment during the year

**Total Taka:**

## 13 Provision for Tax:

The details are as follows:

Opening Balance

Add: During the year

Less: Pad Durng the Year

**Total Taka:**

## 14. Deffered Tax:

Details are as follows:

Opening Balance

Add: During the year

Total

## 15 Trade Payables:

The details are as follows:

Opening Balance

Add: During the year

Less: Paymennt during the year

**Total Taka:**

## 16 Dividend Payable:

This represents the uncleimed amount of dividend.

Opening Balance

Add: During the year

Total Taka:

Less : Payment during the year

**Total Taka:**

## 17 Share Capital:

Authorised Capital:

100,000,000 ordinary shares of Tk. 10/= each

### Issued , Subscribed and Paid - up :

12784405 ordinary shares of Tk. 10/= each fully paid up

Add: Bonus Share 255688 of Tk. 10/= each

**Total**

Summarised list of Shareholders as on 30.06.2014 on the basis of share holdings:

Share Holding Range	Share Holder 30.06.2014	Share Holder 30.06.2013	No. of Share 30.06.2014	No. of Share 30.06.2013
001-500	766	698	101,372	64,520
501-5000	3376	2559	7,224,640	6,442,610
5001-10000	81	80	663,390	1,230,703
10001-25000	51	49	1,033,566	1,304,313
25001-50000	39	43	1,588,275	877,900
50001-9999999	31	31	2,428,850	2,864,359
<b>Total</b>	<b>4344</b>	<b>3460</b>	<b>13,040,093</b>	<b>12,784,405</b>

### On the basis of share holders :

Share Holding Range	Share 2013-2014	Share 2012-2013
General Public	12,526,448	11,660,631
ICB	59,096	147,299
Sponsor's ( Domestic)	454,549	976,475
<b>Total</b>	<b>13,040,093</b>	<b>12,784,405</b>

**18. Reserve for Bond:**

Details are as follows:  
 Opening Balance  
 Add. During the year  
**Total**

	30.06.2014	30.06.2013
Tk.	5,149,473	5,149,473
	5,149,473	5,149,473
	-	-
	5,149,473	5,149,473

**19 Retained Earning (Loss):**

Details are as follows:  
 Opening Balance  
 Less: Transfer Share Capital  
 Total  
 Add: During the year

Transferred to Balance Sheet

	Tk. (5,919,938)	2,834,949
	2,834,949	13,873,892
	2,556,880	11,622,180
	278,069	2,251,712
	(6,198,007)	583,237
	<u>(5,919,938)</u>	<u>2,834,949</u>

**20 Turnover:**

This is made -up as follows:  
 Unit -1 Kishoregonj  
 Unit -2 Mymensingh  
**Total**

Tk. 23,430,757	34,695,553
Amount (Tk.)	Amount (Tk.)
18,155,086	21,785,455
5,275,671	12,910,098
<b>23,430,757</b>	<b>34,695,553</b>

**Unit -1 Kishoregonj**

This is made -up as follows:

Particulars	Qty (Ton)	Rate (Ton)	Amount (Tk.)	Amount (Tk.)
Telapia	23.65	85,000	2,155,626	2,515,172
Rui	2.54	135,000	475,212	481,953
Katla	4.32	130,000	679,931	692,911
Mregal	5.42	95,000	589,974	592,807
Common Carp	4.34	85,000	452,211	621,358
Panggas	15.42	75,000	1,156,512	1,134,004
Fingerling			12,645,620	15,747,250
<b>Total</b>			<b>18,155,086</b>	<b>21,785,455</b>

**Unit -2 Mymensingh**

This is made -up as follows:

	Qty (Ton)	Rate (Ton)	Amount (Tk.)	Amount (Tk.)
Telapia	8.35	80,000	668,033	1,368,018
Rui	1.65	130,000	214,571	408,206
Katla	1.10	125,000	137,510	583,755
Mregal	1.65	90,000	148,559	375,316
Common Carp	1.86	75,000	139,514	498,760
Panggas	2.35	75,000	176,265	1,251,007
Others			586,307	132,456
Fingerling			3,204,912	8,292,580
<b>Total</b>			<b>5,275,671</b>	<b>12,910,098</b>

**Notes:**

The Turnover has been decreased by Tk. 11,264,796 in compared with previous year. During the year the cultivation of fish have been withheld in Mymensingh (Project-2) for re-excavation and repair of ponds, which have been severely affected, and were not suitable for the purpose. This caused decrease in production and turnover as well. (Vide board resolution held on 22nd December, 2013.)

# Fine Foods Limited

30.06.2014

30.06.2013

## 21 Cost of Goods Sold:

This is made up as follows:

Unit -1 Kishoregonj

Unit -2 Mymensingh

**Total**

Tk.	27,409,780	32,004,747
	Amount (Tk.)	Amount (Tk.)
	20,954,684	13,146,381
	6,455,097	18,858,367
	<b>27,409,780</b>	<b>32,004,747</b>

## Unit -1 Kishoregonj

This made as follows:

Cost of Raw Materials

Cost of Fingerling Purchased

Wages & Salary

W & S of Indirect Labour

Medicine and pesticide

Fertilizer

Carriage inward

Fuel & Lubricants

Pond Repair

Depreciation

Total

Add: Opening Stock /Inventories

Less : Closing Stock/Inventories

**Cost of Goods sold**

16,227,665	11,707,815
4,884,650	4,618,740
590,400	590,400
243,600	213,418
48,606	58,376
85,905	63,497
58,550	66,079
119,750	83,964
485,155	548,018
1,024,737	1,115,499
<b>23,769,018</b>	<b>19,065,806</b>
25,979,400	20,059,975
28,793,734	25,979,400
<b>20,954,684</b>	<b>13,146,381</b>

## Cost of Raw Materials :

This made as follows:

Particulars

Opening Balance

Raw Materials Purchased During the year

Raw Materials available for Use

Less: Closing Stock

Raw Materials Used During The Year

Tk. 16,227,665	11,707,815
Amount (Tk.)	Amount (Tk.)
4,295,890	1,926,380
17,785,425	14,077,325
22,081,315	16,003,705
5,853,650	4,295,890
<b>16,227,665</b>	<b>11,707,815</b>

## Unit -2 Mymensingh

This made as follows:

Cost of Raw Materials

Cost of Fingerling Purchased

Wages & Salary

W & S of Indirect Labour

Medicine and pesticide

Fertilizer

Carriage inward

Fuel & Lubricants

Pond repair

Depreciation

Total

Add: Opening Stock /Inventories

Less : Closing Stock/Inventories

**Cost of Goods sold**

2,967,850	4,755,368
-	2,154,513
373,500	498,000
133,240	239,380
10,126	37,270
23,770	83,917
12,730	57,077
45,610	118,785
-	259,310
458,691	508,687
<b>4,025,517</b>	<b>8,712,307</b>
2,429,580	12,575,640
-	2,429,580
<b>6,455,097</b>	<b>18,858,367</b>

## Cost of Raw Materials :

This made as follows:

Particulars

Opening Balance

Raw Materials Purchased During The Year

Raw Materials Available for Use

Less: Closing Stock

Raw Materials Used During The Year

Tk. 2,967,850	4,755,368
Amount (Tk.)	Amount (Tk.)
2,967,850	2,163,580
-	5,559,638
2,967,850	7,723,218
-	2,967,850
<b>2,967,850</b>	<b>4,755,368</b>

Fine Foods Limited

30.06.2014

30.06.2013

**22 Administrative, Selling and Distributions Expenses:**

Tk. 2,115,546 2,288,523

This is made up as follows:

Salary and Benefits  
Directors Remuneration  
Office Rent  
Printing & Stationery  
Board Meeting Expenses  
Advertisement  
Conveyance  
Entertainment  
Repair & Maintenance  
Medical Expenses  
Car Maintenance  
Audit Fees  
Paper & Periodicals  
Miscellaneous Expenses  
Telephone & Mobile Bill  
Cost of packing materials  
Carriage Outward,  
AGM Expenses  
Listing Fee  
Bonus Share Transfer Charge (CDBL)  
Bank Charge and Commission

670,800	670,800
-	120,000
144,000	144,000
72,080	83,931
51,998	56,935
71,249	87,884
26,715	27,742
24,577	23,853
24,949	30,344
20,384	22,159
31,018	29,440
62,500	50,000
4,490	4,485
19,915	25,054
32,317	30,630
297,082	302,743
225,910	256,616
209,165	214,350
63,750	50,000
59,538	56,000
3,109	1,557

**Total Taka:**

2,115,546 2,288,523

**23 Financial Instruments and Related Disclosers Under IAS 32 " Financial Instruments: Disclosure and Presentation"**

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

Particulars  
**Financial Assets**  
Trade Receivables  
Cash and Cash Equivalents  
Total  
**Financial Liabilities**  
Liabilities for Expenses  
Total  
**Net Financial Assets/(Liabilities)**

Amount (Tk.)	Amount (Tk.)
4,530,000	5,393,000
862,378	873,595
5,392,378	6,266,595
231,350	312,600
231,350	312,600
<b>5,161,028</b>	<b>5,953,995</b>

**24 Basic Earning/(Loss)per Share (EPS):**

The computation of EPS is given below:

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

Tk. (0.475) 0.046

(6,198,007)	583,237
13,040,093	12,784,405
<b>(0.475)</b>	<b>0.046</b>

**25 Net Assets Value (NAV) :**

The computation of NAV is given below:

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

Tk. 9.941 10.579

129,630,465	135,245,235
13,040,093	12,784,405
<b>9.941</b>	<b>10.579</b>

# Fine Foods Limited

## **26 Net operating Cash Flow Per Share :**

The computation is above as under:

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

	30.06.2014	30.06.2013
Tk.	<b>(0.238)</b>	<b>0.244</b>
	(3,104,054) 13,040,093  <b>(0.238)</b>	3,124,606 12,784,405  <b>0.244</b>

## **27 Capital Expenditure Commitment**

N/A

## **28 Payment of Foreign Currency**

N/A

## **29 Foreign Exchange Earned**

N/A

## **30 Commission, Brokerage or Discount against sales**

N/A

## **31 Credit Facility Not Availed**

There was no credit facility available to the company under any contract, but not availed as on 30th June 2014 other than trade credit available in the ordinary course of business.

## **32 Segment Reporting**

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

## **33 Attendance Status of Board Meeting of Directors**

During the period from 01.07.2013 to 30.06.2014 there were 8 (Eight) Board Meetings were held. The attendance status of all the meetings is as follows:

Name of Directors	Position	Meeting Held	Attended
Mr. Nazrul Islam	Chairman	8	8
Mr. Md. Angur Khan	Independent Director	8	8
Mr. Md. Zakir Hossain	Independent Director	8	8

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

## **34 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 2014)**

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

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

b(i) Period of payment to Directors is from 1st July 2013 to 30th June 2014

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

a. Expense reimbursed to the managing agent -Nil

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

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

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

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 2013 to 30th June 2014 ton/nos	Capacity Utilization from 1st July 2013 to 30th June 2014
Telapia		150.00	33.21	22%
Rui		40.00	7.96	20%
Katla		40.00	4.36	11%
Mregal		40.00	4.82	12%
Common Carp		40.00	0.05	0%
Panggas		70.00	19.87	28%
Fingerling		20,000,000	13,856,250	69%

**d Disclosure as per requirement of Schedule XI, Part II, Para 8**

**i) Raw Materials, Packing Materials and Capital Machineries**

Items	Purchase in Taka		Consumption in Taka	% of Consumption of total purchase
	Local	Total		
Raw Materials	17,785,425		19,195,515	108%
Spare Parts				
Packing Materials	297,082		297,082	100%
Total	18,082,507		19,492,597	

ii) The Company has not incurred any expenditure in foreign currency for the period from 1st July 2013 to 30th June 2014 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.

**35 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.

**36 Details of Lease Agreement:**

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

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

**Accounts Receivable**

**F. In regard to Trade Receivables the following particulars' shall be given separately:-**

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

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

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

There is no such debt in this respect as on 30 June' 2014.

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

The company does not make any provision for doubtful debts as on 30 June'2014, 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 2014.

**(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 2014.

**39 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 30 October 2014.

**40 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.

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

**42 Proposed Dividend**

In the board meeting held on 30 October 2014, the management proposed to declare no dividend for the year 2013-14 subject to the approval by the share holders in AGM.

**43 Internal Control**

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

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

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

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

**44 Contingent Liability**

There is no contingent liability.

**45 General Comments and Observations**

All shares have been fully called and paid up.

Auditor's are paid only statutory audit fees.

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

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

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

**46 POST BALANCE SHEET EVENTS**

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

## PROXY FORM

I/We.....  
of .....  
being shareholder(s) of Fine Foods Limited here by appoint  
Mr./Mrs./Miss.....  
on my / our behalf at the **20th Annual General Meeting** of the company to be held in the **Head Office- New Market City Complex (Level-6), 44/1 Rahim Squire, New Market, Dhaka-1205, Bangladesh** on **Sunday, 28th December 2014** and/ or at any adjournment thereof and poll that may be taken in consequence thereof. As witness my/ our hand  
this.....day of.....2014.

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

Revenue  
Stamp  
Tk. 10.00

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 **19th Annual General Meeting** of Fine Foods Limited being held on **Sunday, the 28th December, 2014** in **Head Office- New Market City Complex (Level-6), 44/1 Rahim Square, New Market, Dhaka-1205, Bangladesh** at **11.00 A.M.**

Full name of Shareholder(s).....Signature

(In Block Letter)

Full name of the Member/Proxy.....Signature

(In Block Letter)

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

**Notes :** Please complete this attendance slip and hand it over the time of entrance into the **Head Office- New Market City Complex (Level-6), 44/1 Rahim Square, New Market, Dhaka-1205, Bangladesh**

# ১৯ তম বার্ষিক সাধারণ সভার কিছু মূহূর্ত





### Fine Foods Limited

New Market City Complex (Level-6), 44/1, Rahim Square  
New Market, Dhaka-1205, e-mail: [finefoodsLtd@live.com](mailto:finefoodsLtd@live.com)  
[www.finefoodsbd.com](http://www.finefoodsbd.com)