



বার্ষিক প্রতিবেদন ANNUAL REPORT

২০২০-২০২১
2020-2021



ইউসুফ ফ্লাওয়ার মিলস লিঃ
YUSUF FLOUR MILLS LIMITED

The Founder

The Founder



LATE MD. NURUL HAQUE PATWARY
FOUNDER MANAGING DIRECTOR

Board of YUSUF FLOUR MILLS LIMITED Directors



MD. REZWANUL HAQUE



MRS. SAYEDA MONTAZ ARA HAQUE



MD. IMAMUL HAQUE



MD. YOUSUF AL-AMIN



MD. ZIA UDDIN

Board of Directors

Md. Rezwanul Haque
Chairman

Mrs. Sayeda Momtaz Ara Haque
Managing Director

Md. Imamul Haque
Director

Md. Yousuf Al-Amin
Director

Md. Zia Uddin
Independent Director

বিষয় সূচী

Contents

| | | | |
|--|----|---|----|
| ○ কর্পোরেট পরিচিতি | ৪ | ○ Corporate Directory | 4 |
| ○ কি অপারেটিং এবং ফাইন্যান্সিয়াল ডাটা | ৫ | ○ Key Operating & Financial data | 5 |
| ○ ট্রান্সমিটাল লেটার | ৬ | ○ Transmittal Letter | 6 |
| ○ বার্ষিক সাধারণ সভার বিজ্ঞপ্তি | ৮ | ○ Notice of The Annual General Meeting | 7 |
| ○ পরিচালকমন্ডলীর প্রতিবেদন | ১৩ | ○ Director's Report | 9 |
| ○ কর্পোরেট গভর্ন্যান্স কোড কমপ্লায়েন্স স্ট্রেটাস্ | ১৭ | ○ Corporate Governance Code Compliance Status | 17 |
| ○ কমপ্লায়েন্স অফ কর্পোরেট গভর্নেন্স কোড | ২৮ | ○ Compliance of Corporate Governance Code | 28 |
| ○ নিরীক্ষা কমিটির প্রতিবেদন | ২৯ | ○ Audit Committee Report | 29 |
| ○ পরিচালক মন্ডলীর নিকট এম ডি এবং সিএফও'র ঘোষণাপত্র। | ৩০ | ○ M D and CFO's Declaration to the Board. | 30 |
| ○ নমিনেশন এবং রেমুনারেশন কমিটির রিপোর্ট | ৩১ | ○ Nomination And Remuneration Committee Report | 31 |
| ○ নিরীক্ষকের প্রতিবেদন | ৩২ | ○ Auditors Report | 32 |
| ○ আর্থিক অবস্থার বিবরণী | ৩৮ | ○ Statement of Financial Position | 38 |
| ○ লাভ/ক্ষতি এবং অন্যান্য কমপ্রিহেনসিভ আয় বিবরণী | ৩৯ | ○ Statement of Profit or Loss & Other Comprehansive Income | 39 |
| ○ নগদ প্রবাহ বিবরণী | ৪০ | ○ Statement of Cash Flow | 40 |
| ○ সত্তা পরিবর্তন বিবৃতি | ৪১ | ○ Statement of Changes in equities | 41 |
| ○ হিসাব সংক্রান্ত টীকা | ৪২ | ○ Notes on the Accounts | 42 |
| ○ স্থায়ী সম্পত্তির তালিকা | ৫৮ | ○ Schedule of Fixed Asset | 58 |
| ○ সরবরাহ ব্যবসা হতে বিল প্রাপ্তির তালিকা | ৫৯ | ○ Bill Received Schedule of Supply Account | 59 |

CORPORATE DIRECTORY

| | |
|---|--|
| <p><u>BOARD OF DIRECTORS</u></p> <p><u>CHAIRMAN</u></p> <p>MD. REZWANUL HAQUE</p> <p><u>MANAGING DIRECTOR</u></p> <p>MRS. SAYEDA MOMTAZ ARA HAQUE</p> <p><u>DIRECTORS</u></p> <p>MD. IMAMUL HAQUE MD. YOUSUF AL- AMIN MD. ZIA UDDIN</p> <p><u>COMPANY SECRETARY</u></p> <p>BHABATOSH DHAR</p> <p><u>AUDIT COMMITTEE</u></p> <p><u>CHAIRMAN</u></p> <p>MD. ZIA UDDIN</p> <p><u>MEMBERS</u></p> <p>MD. IMAMUL HAQUE MD. YOUSUF AL-AMIN</p> <p><u>SECRETARY</u></p> <p>BHABATOSH DHAR</p> | <p><u>CHIEF FINANCIAL OFFICER</u></p> <p>SHAHED CHOWDHURY</p> <p><u>HEAD OF INTERNAL AUDIT</u></p> <p>M.A JALIL</p> <p><u>AUDITOR'S</u></p> <p><u>ARTISAN</u> CHARTERED ACCOUNTANTS</p> <p><u>LEGAL ADVISOR</u></p> <p>IQBAL MUBAROK HUSAIN</p> <p><u>BANKERS</u></p> <p>JANATA BANK LTD. ISLAMI BANK BANGLADESH LTD. UNITED COMMERCIAL BANK LTD. AL-ARAFAH ISLAMI BANK LIMITED PUBALI BANK LIMITED</p> <p><u>REGISTERED OFFICE</u></p> <p>AKRAM TOWER (12TH FLOOR) 199, SHAHID SYED NAZRUL ISLAM SWARANI, DHAKA-1000.</p> <p><u>FACTORY</u></p> <p>SARULIA, DEMRA, DHAKA.</p> |
|---|--|

KEY OPERATING & FINANCIAL DATA.

| PARTICULARS | 2021 | 2020 | 2019 | 2018 | 2017 |
|--|----------------|----------------|----------------|----------------|----------------|
| AUTHORIZED CAPITAL | 20,000,000.00 | 20,000,000.00 | 20,000,000.00 | 20,000,000.00 | 20,000,000.00 |
| PAID UP CAPITAL | 6,068,000.00 | 6,068,000.00 | 6,068,000.00 | 6,068,000.00 | 6,068,000.00 |
| TURNOVER (NET) | 321,996,080.00 | 319,290,743.00 | 291,719,218.00 | 264,743,949.00 | 238,228,260.00 |
| BILL RECEIVED (SUPPLY) | 26,910,860.00 | 4,661,475.00 | - | 396,000.00 | 386,100.00 |
| GROSS MARGIN: | | | | | |
| (i) MFG & SALES A/C | 24,149,644.00 | 23,946,802.00 | 21,878,920.00 | 19,855,780.00 | 17,867,115.00 |
| (ii) PURCHASE & SUPPLY A/C | 3,683,143.00 | 794,328.00 | - | 65,360.00 | 62,914.00 |
| PROFIT BEFORE TAX | 7,636,070.00 | 4,322,998.00 | 3,016,459.00 | 2,568,160.00 | 1,367,752.00 |
| NET PROFIT AFTER TAX | 5,704,075.00 | 2,220,779.00 | 1,266,135.00 | 967,806.00 | (73,209.00) |
| TANGIBLE ASSETS (GROSS) | 82,917,547.00 | 82,896,547.00 | 82,896,547.00 | 82,896,547.00 | 82,881,547.00 |
| SHAREHOLDERS EQUITY | 18,460,656.00 | 13,117,302.00 | 11,135,885.00 | 10,109,112.00 | 9,077,268.00 |
| DIVIDEND (CASH/STOCK) | 12% (Cash) | 10% (Cash) | 10% (Cash) | 5% (Cash) | 5% (Cash) |
| RETURN ON PAID-UP CAPITAL | 125.84% | 71.24% | 49.71% | 42.32% | 22.54% |
| SHAREHOLDERS EQUITY PER SHARE | 30.42% | 21.61% | 18.35% | 16.66% | 14.96% |
| EARNING PER SHARE (EPS) | 9.40 | 3.66 | 2.09 | 1.59 | (0.12) |
| MARKET PRICE PER SHARE (AT END OF THE YEAR) | 23.80 | 23.80 | 23.80 | 23.80 | 23.80 |
| PRICE EARNING RATIO (TIME) | 2.53 | 6.50 | 11.39 | 14.97 | (198.33) |
| <u>NUMBER OF SHAREHOLDERS</u> | | | | | |
| a) SPONSORS, GENERAL PUBLIC & OTHERS INSTITUTION | 55 | 55 | 55 | 55 | 55 |
| b) FOREIGN INVESTORS | - | - | - | - | - |
| c) ICB INCLUDING ICB INVESTORS A/C | 5 | 5 | 5 | 5 | 5 |

TRANSMITTAL LETTER

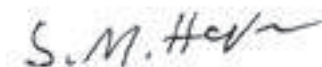
To
The Shareholders,
Bangladesh Securities and Exchange Commission,
Registrar of Joint Stock Companies & Firms,
Dhaka Stock Exchange Limited

Subject: **Annual Report for the year ended on June 30, 2021.**

Dear Sir(s):

We are pleased to enclose a copy of the Annual Report of Yusuf Flour Mills Limited together with the Audited Financial Statements comprising of Statement of Financial Position as at June 30, 2021, Statement of Profit or Loss and Other Comprehensive Income, Statement of Changes in Equity and Statement of Cash Flows for the Year ended on June 30, 2021 along with Notes thereon for your kind information and record.

Yours sincerely,



Sayeda Momtaz Ara Haque
Managing Director

NOTICE OF THE 44th ANNUAL GENERAL MEETING.

Notice is hereby given that the 44th Annual General Meeting of Yusuf Flour Mills Ltd. will be held on Tuesday, the 28th December, 2021 at 11.00 A.M. at the registered office of the company at Akram Tower (12th Floor) 199, Shahid Sayed Nazrul Islam Swarani, Dhaka-1000, to transact the following agenda:

1. To confirm the minutes of the 43rd Annual General Meeting held on 28th December, 2020.
2. To receive and adopt the Directors and the Auditors Report and the Audited Accounts of the Company for the year ended 30th June, 2021.
3. To declare Dividend for the year ended 30th June, 2021.
4. To elect Directors.
5. To appoint Auditors for the year 2021-2022 and to fix their remuneration.
6. To transact any other business with the permission of the Chair.

By Order of the Board



(Mrs Sayeda Momtaz Ara Haque)

Managing Director

Dhaka, 28 November, 2021

Notes:

1. The Register of Members of the company will be closed from 2nd December, 2021 to 27th December, 2021 (both days inclusive) and transfers received in order at the Registered office up to 5-30 P.M. on Wednesday 1st December, 2021 will qualify for dividend to the transferees.
2. A Shareholder entitled to attend the Annual General Meeting may appoint a Proxy to attend in his/her behalf but such Proxy must be a shareholder of the Company. The Proxy must be affixed with required revenue stamp and should be deposited at the registered office of the Company before 48 hours of the time fixed for the meeting.
3. For the sake of convenience shareholders are requested to submit their queries on the Directors Report's/ Audited Accounts for the year ended June 30, 2021, if any, at the Registered office of the Company preferably 7 days before the day of the General Meeting.

৪৪তম বার্ষিক সাধারণ সভার বিজ্ঞপ্তি

এতদ্বারা এই মর্মে বিজ্ঞপ্তি প্রদান করা যাচ্ছে যে, ইউসুফ ফ্লাওয়ার মিলস লিমিটেড এর ৪৪ তম বার্ষিক সাধারণ সভা আগামী ২৮শে ডিসেম্বর, ২০২১ইং, রোজ মঙ্গলবার সকাল ১১.০০ ঘটিকায় কোম্পানীর নিবন্ধিত কার্যালয় আকরাম টাওয়ার (তের তলা), ১৯৯, শহীদ সৈয়দ নজরুল ইসলাম স্মরণী, ঢাকা-১০০০ এ অনুষ্ঠিত হবে। সভার আলোচ্যসূচী নিম্নরূপঃ

- ১। ২৮শে ডিসেম্বর, ২০২০ইং তারিখে অনুষ্ঠিত ৪৩তম বার্ষিক সাধারণ সভার কার্যবিবরণী অনুমোদন।
- ২। ৩০ শে জুন, ২০২১ইং সমাপ্ত বছরের জন্য পরিচালকমন্ডলী ও নিরীক্ষকদের প্রতিবেদন এবং নিরীক্ষিত হিসাব গ্রহণ ও অনুমোদন।
- ৩। ৩০ শে জুন, ২০২১ইং সমাপ্ত বছরের জন্য লভ্যাংশ ঘোষণা।
- ৪। পরিচালক নির্বাচন।
- ৫। ২০২১-২০২২ ইং বছরের জন্য নিরীক্ষক নিয়োগ ও তাদের পারিশ্রমিক নির্ধারণ।
- ৬। সভাপতির অনুমতিক্রমে অন্যকোন বিষয়ের উপর আলোচনা।

পরিচালকমন্ডলীর আদেশক্রমে

S. M. Hossain

(মিসেস সৈয়দা মমতাজ আরা হক)

ব্যবস্থাপনা পরিচালক

ঢাকা, ২৮ নভেম্বর, ২০২১ইং

টীকা :

- ১। কোম্পানীর সদস্যবহি ২৮ ডিসেম্বর ২০২১ইং থেকে ২৭ শে ডিসেম্বর, ২০২১ইং পর্যন্ত (উভয় দিনসহ) বন্ধ থাকবে এবং ১লা ডিসেম্বর ২০২১ইং, বুধবার অপরাহ্ন ৫টা ৩০মিনিট পর্যন্ত রেজিষ্ট্রিকৃত কার্যালয়ে গৃহীত এবং বৈধভাবে হস্তান্তরিত শেয়ারসমূহের জন্য শেয়ার গ্রহীতা লভ্যাংশ লাভের যোগ্য বলে বিবেচিত হবেন।
- ২। বার্ষিক সাধারণ সভায় অংশগ্রহণযোগ্য যে কোন শেয়ারহোল্ডার তার স্বপক্ষে সাধারণ সভায় অংশগ্রহণের জন্য প্রক্সি নিয়োগ করতে পারবেন, তবে এমন প্রক্সি অবশ্যই কোম্পানীর শেয়ারহোল্ডার হতে হবে। প্রক্সি ফরম যথাযথভাবে পূরণ করে প্রয়োজনীয় রেভিনিউ স্ট্যাম্পসহ সভায় নির্ধারিত সময়ের ৪৮ ঘন্টা পূর্বে কোম্পানীর নিবন্ধিত কার্যালয়ে অবশ্যই জমা দিতে হবে। অন্যথায় প্রক্সি ফরম বৈধ বলে বিবেচিত হবে না।
- ৩। ব্যাখ্যার সুবিধার্থে শেয়ারহোল্ডারদের অনুরোধ করা যাচ্ছে যে, তারা যেন পরিচালকমন্ডলীর প্রতিবেদন বা নিরীক্ষিত হিসাব ৩০শে জুন ২০২১ইং এ সমাপ্ত এর উপর তাদের প্রশ্নাবলী, যদি থাকে তা কোম্পানীর রেজিষ্টার্ড অফিসে সাধারণ সভার ৭ দিন পূর্বে জমা দেন।

REPORT OF THE DIRECTORS

Dear Shareholders,

The Directors are pleased to submit to you the Annual Report together with the Independent Auditors' Report and Audited Financial Statements of the company for the year ended 30th June 2021.

The Directors Report is Prepared in Compliance with section 184 of the companies Act 1994 and Bangladesh Securities & Exchange Commissions (BSEC) notification no – BSEC/CMRRCD/2006-158/207/Admin/ 80 dated 03 June, 2018.

Your Directors inform you that they have tried their best to increase the profit of the company during the year 2020-2021 and to earn a Net Profit of TK. 7,636,070.00 against TK. 4,322,998.00 as per last year.

During the year your Director's could sale the products of the company i.e, Maida, Atta, Suji, etc. to the tune of TK. 321,996,080.00 as against Tk. 319,290,743.00 as per last year. In spite of worldwide infection of Covid 19 virus and stiff competition in marketing the products of the company, these sales is higher by about 0.85% of the sales of the previous year. Beside these sales, your Directors during the year under review could receive supply Bill Tk 26,910,860.00 as against supply Bill of Tk. 4,661,475.00 of the previous year.

FINANCIAL RESULTS

The company's operating financial results, as compared to the previous year are summarized hereunder

| Particulars | 2020-2021 | 2019-2020 | In '000 |
|--|----------------|----------------|-----------|
| | | | +(-) in % |
| A. Turnover | 321,996,080.00 | 319,290,743.00 | 0.85 |
| B. Cost of Goods Sold | 297,846,436.00 | 295,343,941.00 | 0.85 |
| C. Gross Profit (A-B) | 24,149,644.00 | 23,946,802.00 | 0.85 |
| D. Operating Expenses | 7,338,416.00 | 8,690,785.00 | -15.56 |
| E. Administrative, Selling and Distribution Expenses | 4,204,192.00 | 4,188,671.00 | 0.37 |
| F. Depreciation | 3,134,224.00 | 4,502,114.00 | -30.38 |
| G. Operating Profit (C-D) | 16,811,228.00 | 15,256,017.00 | 10.19 |
| H. Non-Operating Expenses | 12,418,529.00 | 11,484,208.00 | 8.13 |
| I. Financial Expenses | 12,051,091.00 | 11,116,770.00 | 8.40 |
| J. Deferred Expenses written off | 367,438.00 | 367,438.00 | |
| K. Profit from Purchase and Supply A/C U/S 82C | 3,466,987.00 | 745,836.00 | |
| L. Other Income | 3,057.00 | 2,460.00 | 24.27 |
| M. Profit before contribution to WPPF (G-H+K+L) | 7,862,743.00 | 4,520,105.00 | 73.95 |
| N. Contribution to WPPF | 226,673.00 | 197,107.00 | 15.00 |
| O. Profit Before Tax (M-N) | 7,636,070.00 | 4,322,998.00 | 76.64 |
| P. Provision for Income Tax | 1,931,995.00 | 2,102,219.00 | -8.10 |
| Current Tax | 1,931,995.00 | 2,102,219.00 | -8.10 |
| Deferred Tax expenses/ (Income) | - | - | |
| Q. Net Profit after tax (O-P) | 5,704,075.00 | 2,220,779.00 | 156.85 |
| Gross Profit Margin % | 7.50% | 7.50% | |
| Net Profit Margin (AT)% | 1.77% | 0.69% | |
| EPS (Earning per share) | 9.40 | 3.66 | |

Future Planning:

To maintain the trend of profitability by reducing the cost of production which increase sales by importing raw materials (Wheat) into our own initiative. If the plan is implemented, than the production and sales activities of the company will increase.

Expectations for next financial year:

Ensure maximum utilization of production capacity and maintain profitability by expanding sales activities.

Extra Ordinary gain or loss:

During the year, there was no realized extra-ordinary gain or loss made by the company.

Related party transaction:

There is no related party transaction during the year under review.

Utilization of proceeds from public issues and/or rights issues:

There was no right issue offered during the year.

Financial results after the company goes for initial public offering (IPO), Repeat public offering (RPO), Rights offer, Direct Listing etc.:

Initial public offering was made in the year 1987. Since then the company is performing well.

Variance between quarterly financial performance and Annual financial statements:

There was significant variance between quarterly performance and annual financial statements. This is due to increase of operational efficiency as well as cost minimization.

Remuneration to Directors including independent Directors:

The remunerations of Directors, including independent Director are as follows:

| Name of the Directors | Director/ Independent Directors | Yearly Remuneration |
|------------------------------|---------------------------------|---------------------|
| Mrs. Sayeda Momtaz Ara Haque | Managing Director | 72,000.00 |

Dividend:

The Board of Directors has recommended 12% cash Dividend for the year ended 30th June, 2021 subject to the approval of shareholders in AGM.

The Dividend will be paid to the shareholders whose name appear in the share registers of the company as on 01 December, 2021 at the close of office.

Interim Dividend:

No Bonus share or stock dividend has been or shall be declared by Board of Directors for interim period.

Directors:

Mr. Md Yousuf Al-Amin, Director of the company retires by rotation as per Article 110 of the Articles of Association of the company and being eligible offered himself for re- election.

The detailed work profiles of Mr. Md Yousuf Al-Amin are given below.

Mr. Md. Yousuf Al-Amin:

- a) Mr. Md. Yousuf Al-Amin is a B.B.A
- b) He is one of the sponsors Director of the company and has been working in this sector since 2006.
- c) Since his joining in this sector, he has gathered vast knowledge in this sector.
- d) He is also a member of the Audit Committee and nomination & remuneration Committee.

Declaration signed by MD & CFO:

MD & CFO's Declaration to the Board is annexed.

Nomination and Remuneration Committee Report:

Nomination and Remuneration Committee Report is annexed.

Board Meeting and Attendance:

During the year seven Board Meetings were held.

The Attendance record of the Directors are as follows:

| <u>Name of Directors</u> | <u>Meeting attended</u> |
|---------------------------------|--------------------------------|
| Mr. Md. Rezwanul Haque | 7 |
| Mrs. Sayeda Momtaz Ara Haque | 7 |
| Mr. Md. Imamul Haque | 7 |
| Mr. Md. Yousuf Al- Amin | 6 |
| Mr. Md. Zia Uddin | 6 |

The Directors who could not attend the meetings were granted leave of absence.

Board Audit Committee:

Audit Committee report is Annexed

Corporate and Financial Reporting:

The company has complied with all the requirements of Corporate Governance as required by the Bangladesh Securities and Exchange Commission.

Accordingly, the Directors are pleased to confirm the followings:

- a) The financial statements together with the notes thereon have been drawn up in conformity with the companies Act, 1994 and Bangladesh Securities and Exchange Rules 1987. These statements present fairly the company's states of affairs, the result of its operations, cash flow and changes in equity.
- b) Proper books of accounts of the company have been maintained.
- c) Appropriate Accounting policies have been consistently applied in the preparation of financial statements and the accounting estimates are based on reasonable and prudent judgment.
- d) The Internal Accounting Standards as applicable in Bangladesh have been followed in the preparation of Financial Statements.
- e) The systems of internal control are sound and have been effectively implemented and monitored.
- f) There is no significant doubts upon the company's ability to continue as a going concern.
- g) The profitability of the company after Income Tax has been increased due to increased in efficiency in marketing and economy in overhead expense.
- h) The Key operating and financial data for the last five years is Annexed.
- i) The pattern of shareholdings is as follows:

Name wise details**Shares hold**

| | |
|---|--------|
| i) Parent/ Subsidiary/ associate companies | Nil |
| ii) Directors, company secretary, Chief financial officer, Head of Internal Audit and their spouses and minor children | |
| iii) Mr. Md. Rezwatul Haque | 86,082 |
| iv) Mrs. Sayeda Momtaz Ara Haque | 75,114 |
| v) Mr. Md. Imamul Haque | 75,048 |
| vii) Mr. Md. Yousuf Al- Amin | 69,532 |

Corporate Governance Compliance Report

In accordance with the requirement of the Bangladesh Securities and Exchange Commission "Corporate Governance Compliance Report" is annexed.

Auditors:

Your Auditors M/S. ARTISAN chartered Accountants shall retire at this Annual General Meeting and as per Bangladesh Securities and Exchange Commission's rules they have expressed their willingness to continue in office of the company for the year 2021-2022 on the recommendation of Board Committee, the Directors of the company is proposing their appointment and fixing remuneration at the Annual General Meeting.

Professional:

As per order of the Bangladesh Securities and Exchange Commission. M/S. Mostafa Kamal & Co. chartered Accountants being eligible offer themselves for appointment as a professional for certification of compliance corporate Governance code of the company for the year 2021-2022.

Conclusion:

While concluding the Directors would like to place on record their thanks to the officers and employees of the company for the hard work and dedication shown by them.

The Directors would also like to place on record their gratitude to the company's Shareholders, Customers, Suppliers, Bankers and the various Government Department with whom the company has to interact in the course of their business for their valuable assistance & supports.

On behalf of the Board



Chairman

08, November, 2021

পরিচালকগণের প্রতিবেদন

প্রিয় শেয়ারহোল্ডার বৃন্দ,

আপনাদের কোম্পানীর পরিচালকগণ ২০২১ সালের, ৩০ শে জুন তারিখে সমাপ্ত হিসাব বৎসরের বার্ষিক প্রতিবেদন এর সাথে নিরীক্ষকের প্রতিবেদন ও নিরীক্ষিত আর্থিক বিবরণী আপনাদের সম্মুখে উপস্থাপন করতে পেরে আনন্দিত।

পরিচালনা পর্ষদের প্রতিবেদন প্রনয়নের ক্ষেত্রে কোম্পানী আইন ১৯৯৪ এর ১৮৪ ধারা ও বাংলাদেশ সিকিউরিটিজ এন্ড এক্সচেঞ্জ কমিশনের (বিএসইসি) নোটিফিকেশন নং বিএসইসি/সিএমআরআরসিডি ২০০৬-১৫৮/২০৭/এডমিন/৮০ তারিখ জুন ৩, ২০১৮ অনুসরণ করা হয়েছে।

আপনাদের পরিচালকমন্ডলী জানাচ্ছে যে, তারা ২০২০-২০২১ইং সালে কোম্পানীর লাভ বৃদ্ধির জন্য সর্বাঙ্গিক প্রচেষ্টা চালিয়েছেন এবং গত বছরের নীট লাভ ৪,৩২২,৯৯৪.০০ টাকা এর বিপরীতে ৭,৬৩৬,০৭০.০০ টাকা লাভ করেছেন। এই বিক্রয় ছাড়াও আপনাদের পরিচালকমন্ডলী আলোচ্য বছরে ক্রয় এবং সরবরাহ ব্যবসা হতে বিল বাবদ ২৬,৯১০,৪৬০.০০ টাকা পেয়েছেন যাহা গত বৎসর ছিল ৪,৬৬১,৪৭৫.০০ টাকা।

এ বছর আপনাদের পরিচালকমন্ডলী কোম্পানীর উৎপাদিত ময়দা, আটা, সুজি ইত্যাদি বিক্রয়ের পরিমাণ ৩২১,৯৯৬,০৮০.০০ টাকায় দাড় করেছেন যা গত বছর ছিল ৩১৯,২৯০,৭৪৩.০০ টাকা। বিশ্বব্যাপী ভাইরাস কভিড-১৯ এর সংক্রমণ এবং কোম্পানীর উৎপাদিত পণ্যের বাজারজাতকরণে তীব্র প্রতিযোগিতার সম্মুখীন হওয়া সত্ত্বেও গত বছরের তুলনায় বিক্রয় ০.৮৫% বৃদ্ধি পেয়েছে।

আর্থিক ফলাফল :

বর্তমান বছরের আর্থিক ফলাফলের সঙ্গে বিগত বৎসরের আর্থিক ফলাফলের একটি তুলনামূলক চিত্র নিম্নে তুলে ধরা হলো :

| বিবরণ | | ২০২০-২০২১ | ২০১৯-২০২০ | '০০০ +(-) শতকরা |
|-------|--|----------------|----------------|--------------------|
| ক) | বিক্রয় | ৩২১,৯৯৬,০৮০.০০ | ৩১৯,২৯০,৭৪৩.০০ | ০.৮৫ |
| খ) | বিক্রিত পণ্যের ব্যয় | ২৯৭,৮৪৬,৪৩৬.০০ | ২৯৫,৩৪৩,৯৪১.০০ | ০.৮৫ |
| গ) | মোট লাভ (ক-খ) | ২৪,১৪৯,৬৪৪.০০ | ২৩,৯৪৬,৮০২.০০ | ০.৮৫ |
| ঘ) | পরিচালন ব্যয় | ৭,৩৩৮,৪১৬.০০ | ৮,৬৯০,৭৮৫.০০ | -১৫.৫৬ |
| ঙ) | প্রশাসনিক, বিক্রয় আনুষঙ্গিক ও বিতরণ ব্যয় | ৪,২০৪,১৯২.০০ | ৪,১৮৮,৬৭১.০০ | ০.৩৭ |
| চ) | অবচয় | ৩,১৩৪,২২৪.০০ | ৪,৫০২,১১৪.০০ | -৩০.৩৮ |
| ছ) | পরিচালনা মুনাফা (গ-খ) | ১৬,৮১১,২২৮.০০ | ১৫,২৫৬,০১৭.০০ | ১০.১৯ |
| জ) | অপরিচালনা ব্যয় | ১২,৪১৮,৫২৯.০০ | ১১,৪৮৪,২০৮.০০ | ৮.১৩ |
| ঝ) | আর্থিক ব্যয় | ১২,০৫১,০৯১.০০ | ১১,১১৬,৭৭০.০০ | ৮.৪০ |
| ঞ) | বিলম্বিত ব্যয় সমন্বিত | ৩৬৭,৪৩৮.০০ | ৩৬৭,৪৩৮.০০ | |
| ট) | ক্রয় এবং সরবরাহ ব্যবসা হতে মুনাফা (U/S ৪২C) | ৩,৪৬৬,৯৮৭.০০ | ৭৪৫,৮৩৬.০০ | |
| ঠ) | অন্যান্য আয় | ৩,০৫৭.০০ | ২,৪৬০.০০ | ২৪.২৭ |
| ড) | নীট মুনাফা (ডব্লিউ.পি.পি.এফ) এর পূর্বে (ছ-জ+ট+ঠ) | ৭,৮৬২,৭৪৩.০০ | ৪,৫২০,১০৫.০০ | ৭৩.৯৫ |
| ঢ) | ডব্লিউ.পি.পি.এফ এর অনুদান | ২২৬,৬৭৩.০০ | ১৯৭,১০৭.০০ | ১৫.০০ |
| ণ) | কর পূর্ববর্তী লাভ (ড-ঢ) | ৭,৬৩৬,০৭০.০০ | ৪,৩২২,৯৯৮.০০ | ৭৬.৬৪ |
| ত) | আয়কর সঞ্চিতি | ১,৯৩১,৯৯৫.০০ | ২,১০২,২১৯.০০ | -৮.১০ |
| | চলতি কর | ১,৯৩১,৯৯৫.০০ | ২,১০২,২১৯.০০ | -৮.১০ |
| | বিলম্বিত কর ব্যয়/ আয় | - | - | |
| থ) | কর পরবর্তী নীট লাভ (ণ-ত) | ৫,৭০৪,০৭৫.০০ | ২,২২০,৭৭৯.০০ | ১৫৬.৮৫ |
| | শতকরা হিসাবে মোট প্রান্তিক মুনাফা | ৭.৫০% | ৭.৫০% | |
| | শতকরা হিসাবে নীট প্রান্তিক মুনাফা (এটি) | ১.৭৭% | ০.৬৯% | |
| | শেয়ার প্রতি আয় | ৯.৪০ | ৩.৬৬ | |

ভবিষ্যৎ পরিকল্পনা:

নিজস্ব উদ্যোগে কাঁচামাল (গম) আমদানী করে উৎপাদন খরচ কমানোর এবং বিক্রয় বৃদ্ধি করে লাভজনক সাফল্যের ধারা অব্যাহত রাখা। পরিকল্পনা বাস্তবায়ন হলে আশা করি কোম্পানীর উৎপাদন ও বিক্রয় কার্যক্রম বৃদ্ধি পাবে।

আগামী আর্থিক বছরের প্রত্যাশা:

উৎপাদন ক্ষমতার সর্বোচ্চ ব্যবহার নিশ্চিত করে বিক্রয় কার্যক্রম প্রসারিত করে লাভের ধারা অব্যাহত রাখা।

অস্বাভাবিক লাভ বা ক্ষতি :

এ বৎসর বাস্তবিক অর্থে প্রাপ্ত কোন অস্বাভাবিক লাভ বা ক্ষতি নেই।

আন্তঃসম্পর্কিত কোম্পানীর লেনদেন সমূহ :

পর্যালোচনায় দেখা যায় এ বৎসর আন্তঃসম্পর্কিত কোম্পানীর সাথে কোন লেনদেন হয়নি।

পাবলিক ইস্যু অথবা রাইট ইস্যু হইতে প্রাপ্ত তহবিলের ব্যবহার :

এ বৎসর কোন পাবলিক ইস্যু অথবা রাইট ইস্যু হয়নি।

ইনিশিয়াল পাবলিক অফারিং (আই.পি.ও) রিপিট পাবলিক অফারিং (আর.পি.ও) রাইট অফার, ডাইরেক্ট লিস্টিং ইত্যাদি থেকে অর্থ বা তহবিল প্রাপ্তির পর কোম্পানীর আর্থিক অবস্থা :

কোম্পানী ১৯৮৭ সালে ইনিশিয়াল পাবলিক অফারিং (আই.পি.ও) থেকে তহবিল প্রাপ্তির পর ভাল করে যাচ্ছে।

বার্ষিক আর্থিক বিবরণী এবং ত্রৈমাসিক আর্থিক অবস্থার বিবরণীর মধ্যে পার্থক্য :

ত্রৈমাসিক আর্থিক অবস্থার বিবরণী এবং বার্ষিক আর্থিক বিবরণীর মধ্যে উল্লেখযোগ্য কোন পার্থক্য নেই। যাহা হয়েছে মূলত পরিচালনায় দক্ষতা বৃদ্ধির পাশাপাশি ব্যয় হ্রাসকরণের ফলে।

স্বতন্ত্র পরিচালক সহ পরিচালকদের পারিশ্রমিক :

স্বতন্ত্র পরিচালক সহ পরিচালকদের পারিশ্রমিক নিম্নরূপ :

| পরিচালকদের নাম | পরিচালক/স্বতন্ত্র পরিচালক | বাৎসরিক পারিশ্রমিক |
|---------------------------|---------------------------|--------------------|
| মিসেস সৈয়দা মমতাজ আরা হক | ব্যবস্থাপনা পরিচালক | ৭২,০০০.০০ |

লভ্যাংশ :

পরিচালকমন্ডলী ৩০ শে জুন ২০২১ইং তারিখে সমাপ্ত বছরের জন্য বার্ষিক সাধারণ সভায় শেয়ারহোল্ডারদের অনুমোদন স্বাপেক্ষে ১২% ক্যাশ ডিভিডেন্ড ঘোষণার সুপারিশ করেছেন। এই বার্ষিক সাধারণ সভায় আপনাদের অনুমোদন স্বাপেক্ষে সেই সমস্ত শেয়ারহোল্ডারদের লভ্যাংশ প্রদান করা হবে যাদের নাম কোম্পানীর সদস্য বহিতে ডিসেম্বর ০১, ২০২১ইং তারিখে কার্য সমাপ্ত সময়ে অন্তর্ভুক্ত থাকবে।

অন্তবর্তীকালীন লভ্যাংশ :

পরিচালনা পর্ষদ অন্তবর্তীকালীন সময়ে কোন বোনাস শেয়ার বা স্টক লভ্যাংশ ঘোষণা করেনি।

পরিচালকমন্ডলী :

কোম্পানীর সংঘ বিধীর ১১০ অনুচ্ছেদ অনুযায়ী পরিচালক জনাব মোঃ ইউসুফ আল আমিন অবসর গ্রহণ করেছেন এবং যোগ্য বিধায় পুনর্নির্বাচনে অংশগ্রহণে সম্মতি জানিয়েছেন।

জনাব মোঃ ইউসুফ আল আমিন এর বিস্তারিত বিবরণ নিম্নরূপ :

জনাব মোঃ ইউসুফ আল আমিন

ক) জনাব মোঃ ইউসুফ আল আমিন একজন বি.বি.এ

খ) সে এই কোম্পানীর একজন উদ্যোক্তা পরিচালক এবং এই শিল্প খাতে ২০০৬ সাল থেকে কাজ করে আসিতেছেন।

গ) এই শিল্পে যোগদান করা থেকে আজ পর্যন্ত এই শিল্প খাতে তিনি কোম্পানী পরিচালনার জন্য গভীর জ্ঞান অর্জন করেছেন।

ঘ) তিনি অডিট কমিটি এবং নমিনেশন ও রেমুনারেশন কমিটিরও একজন সদস্য।

এম.ডি এবং সি.এফ.ও কর্তৃক স্বাক্ষরিত বিবৃতি :

এম.ডি এবং সি.এফ.ও কর্তৃক স্বাক্ষরিত বিবৃতি সংযুক্ত

নোমিনেশন ও রেমুনারেশন কমিটি রিপোর্ট :

নোমিনেশন ও রেমুনারেশন কমিটির রিপোর্ট সংযুক্ত

পরিচালনা পর্ষদের সভা ও উপস্থিতি :

আলোচ্য বছরে পরিচালনা পর্ষদের সাতটি সভা অনুষ্ঠিত হয়। উক্ত সভা সমূহে পরিচালকগণের উপস্থিতি ছিল নিম্নরূপ :

পরিচালকগণের নাম :

জনাব মোঃ রেজওয়ানুল হক

মিসেস সৈয়দা মমতাজ আরা হক

জনাব মোঃ ইমামুল হক

জনাব মোঃ ইউসুফ আল আমিন

জনাব মোঃ জিয়া উদ্দিন

সভায় উপস্থিতি

৭

৭

৭

৬

৬

যে সকল পরিচালকগণ সভায় উপস্থিত থাকতে পারেননি তাদের ছুটি মঞ্জুর করা হয়।

পরিচালনা পর্ষদের নিরীক্ষা কমিটি

নিরীক্ষা কমিটির প্রতিবেদন সংযুক্ত।

কোম্পানীর বিষয়াবলী ও আর্থিক প্রতিবেদন

কোম্পানী কর্পোরেট গভর্ন্যান্স প্রতিষ্ঠান বাংলাদেশ সিকিউরিটিজ ও এক্সচেঞ্জ কমিশনের প্রয়োজনীয় দিক নির্দেশনার সাথে একাত্ম হয়েছে এবং তদানুযায়ী পরিচালকমণ্ডলী আনন্দের সাথে নিশ্চিত করেছেন যে :

- ক. আর্থিক বিবরণী ও তৎসংক্রান্ত টীকা সমূহ কোম্পানী আইন ১৯৯৪ এবং বাংলাদেশ সিকিউরিটিজ ও এক্সচেঞ্জ নীতিমালা ১৯৮৭ এর আলোকে প্রস্তুত করা হয়েছে। এ সকল বিবরণী সমূহে কোম্পানী সংক্রান্ত বিষয়াবলী এর পরিচালন নীতিমালা অর্থ প্রবাহ এবং তারল্যের পরিবর্তন সঠিকভাবে উপস্থাপিত হয়েছে।
- খ. কোম্পানীর হিসাব বহি যথাযথ ভাবে রক্ষিত হয়েছে।
- গ. আর্থিক বিবরণী সমূহ প্রস্তুত কালে হিসাব সংক্রান্ত নীতিমালা যথাযথভাবে প্রয়োগ করা হয়েছে এবং হিসাব সংক্রান্ত প্রাক্কলন সমূহ যৌক্তিকতা ও বিচক্ষণতার আলোকে করা হয়েছে।
- ঘ. আর্থিক বিবরণী প্রস্তুতকালে বাংলাদেশে প্রযোজ্যতার ভিত্তিতে আন্তর্জাতিক হিসাব মান সমূহ অনুসরণ করা হয়েছে।
- ঙ. আভ্যন্তরীণ নিয়ন্ত্রণ ব্যবস্থা ছিল যথাযথ এবং এর কার্যকর প্রয়োগ নিশ্চিত করা হয়েছে।
- চ. চলমান প্রতিষ্ঠান হিসাবে কোম্পানীর সক্ষমতা নিঃসন্দেহে প্রমাণিত।
- ছ. কোম্পানীর কর পরবর্তী মুনাফা বৃদ্ধির কারণ গুলো হচ্ছে উৎপাদিত পন্য বাজারজাতকরণে দক্ষতা বৃদ্ধি ও উৎপাদন ব্যয়ে সাশ্রয়।
- জ. পাঁচ বছরের পরিচালন ও আর্থিক ফলাফলসমূহ সংযুক্ত করা হয়েছে।
- ঝ. কোম্পানীর শেয়ার হোল্ডিং প্যার্টান ছিল নিম্নরূপ :

নাম ও বিস্তারিত বিবরণ

১। প্যারেন্ট/সাবসিডিয়ারী/সহযোগী কোম্পানীসমূহ

২। পরিচালকমণ্ডলী, কোম্পানী সচিব, প্রধান অর্থ বিষয়ক কর্মকর্তা, আভ্যন্তরীণ নিরীক্ষা বিভাগীয় প্রধান এবং তাদের পরিবার বর্গ ও নাবালক সন্তানগণ :

জনাব মোঃ রেজওয়ানুল হক

মিসেস সৈয়দা মমতাজ আরা হক

জনাব মোঃ ইমামুল হক

জনাব মোঃ ইউসুফ আল আমিন

ধারণকৃত শেয়ারের সংখ্যা

নাই

৮৬,০৮২

৭৫,১১৪

৭৫,০৪৮

৬৯,৫৩২

কর্পোরেট গভর্ন্যান্স কমপ্লায়েন্স রিপোর্ট

বাংলাদেশ সিকিউরিটিজ ও একচেঞ্জ কমিশনের দিক নির্দেশনা অনুযায়ী “কর্পোরেট গভর্ন্যান্স কমপ্লায়েন্স রিপোর্ট” সংযুক্ত করা হইল।

নিরীক্ষক :

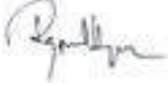
আপনাদের নিরীক্ষক মেসার্স আর্টিসান, চার্টার্ড একাউন্ট্যান্টস্ এ বার্ষিক সাধারণ সভায় অবসর নিবেন এবং বাংলাদেশ সিকিউরিটিজ ও একচেঞ্জ কমিশনের বিধি অনুযায়ী পুনঃ নিয়োগের ব্যাপারে ২০২১-২০২২ বৎসরের জন্য নিয়োগ পাবার আশ্রয় ব্যক্ত করেছেন। নিরীক্ষা কমিটির সুপারিশক্রমে পরিচালক মন্ডলী নিরীক্ষকের নিয়োগ এবং তাদের পারিশ্রমিক নির্ধারণ সংক্রান্ত বিষয়টি সাধারণ সভায় পেশ করেছেন।

প্রফেশনাল : বাংলাদেশ সিকিউরিটিজ এন্ড একচেঞ্জ কমিশনের আদেশ অনুযায়ী মেসার্স মোস্তফা কামাল এন্ড কোং চার্টার্ড একাউন্ট্যান্টস্ যোগ্য বিধায় ২০২১-২০২২ হিসাব বৎসরের কর্পোরেট গভর্ন্যান্স কমপ্লায়েন্স সনদ প্রদানের জন্য প্রফেশনাল হিসাবে তাদেরকে নিয়োগের জন্য প্রস্তাব করেছেন।

উপসংহার : প্রতিবেদন সমাপ্তির পূর্বে পরিচালকগণ কোম্পানীর সকল কর্মকর্তা ও কর্মচারীগণকে কোম্পানী সুষ্ঠুভাবে পরিচালনায় তাদের কঠোর পরিশ্রম ও আত্মত্যাগের জন্য ধন্যবাদ জ্ঞাপন করেন।

পরিচালকগণ শেয়ারহোল্ডার, ক্রেতা, সরবরাহকারী, ব্যাংক এবং সরকারী প্রতিষ্ঠানসহ অন্যান্য সংশ্লিষ্ট প্রতিষ্ঠান যারা কোম্পানীর সাথে পরস্পর সম্পর্কযুক্ত তাদের মূল্যবান সহযোগিতা এবং সমর্থন কৃতজ্ঞতার সাথে স্মরণ করেন।

পরিচালকমন্ডলীর পক্ষে



চেয়ারম্যান

০৮, নভেম্বর, ২০২১

Corporate Governance Code Compliance Status

Status of compliance with the conditions imposed by the Bangladesh Securities and Exchange Commission's Notification No. BSEC/CMRRCD/2006-158/207/Admin/80 dated 03 June 2018 issued under section 2CC of the Securities and Exchange Ordinance 1969.

| Condition No. | Total | Compliance Status | Explanation for non compliance with the condition |
|---------------|--|-------------------|---|
| 1. | Board of Directors: | | |
| 1.1 | Size of the Board of Directors: The total number of members of a company's Board of Directors shall not be less than 5 (five) and more than 20 (Twenty). | Complied | |
| 1.2 | Independent Directors: | | |
| 1.2 (a) | Independent Directors: At least 1/5" (We have four Directors and one Independent Director) | Complied | |
| 1.2 (b)i) | Less than 1% Shares | Complied | |
| 1.2(b)ii) | Not a Sponsor of The Company or is not connected with the Company's any sponsor or Director or Nominated Director or Shareholder. | Complied | |
| 1.2 (b)iii) | Not been an executive of the Company immediate preceding 2 financial years. | Complied | |
| 1.2(b)iv) | Does not have other relationship | Complied | |
| 1.2(b)v) | NOT a member or TREC holder, Director or Officer of any Stock Exchange. | Complied | |
| 1.2(b)vi) | Not a Shareholder, Director excepting independent director or Officer of any member TREC holder of Stock Exchange or an intermediary of the capital market. | Complied | |
| 1.2(b)vii) | Not a Partner or an Executive or was not a partner of an Executive during the preceding 3 (Three) years of the concerned Company's statutory audit firm. | Complied | |
| 1.2(b)viii) | Not an Independent Director more than five listed Companies. | Complied | |
| 1.2(b)ix) | Not Convicted by a court of competent jurisdiction as a defaulter in payment of any loan or any advance to a Bank or a Non-Bank Financial Institution (NBFI) | Complied | |
| 1.2 (b)x) | Not convicted for a Criminal offence | Complied | |
| 1.2 (c) | Appointment by the Board and approved in AGM. | Complied | will be Complied in the AGM Schedule to be held on 28-12-2021 |
| 1.2 (d) | Post cannot remain vacant for more than 90 days. | Complied | |
| 1.2(e) | Tenure of the Independent Director. | Complied | |
| 1.3 | Qualification of Independent Director: | | |
| 1.3(a) | Independent Director shall be knowledgeable individual with integrity. | Complied | |
| 1.3(b)i) | Should be a Business Leader | Complied | |
| 1.3 (b)ii) | Should be a Corporate Leader | Complied | |
| 1.3(b)iii) | Former official of government or statutory of autonomous of regulatory body. | Complied | |
| 1.3(b)iv) | University Teacher who has educational background in Economics of Commerce of Business Studies of Law. | Not Applicable | |

| | | | |
|-----------|---|----------------|--|
| 1.3 (b)v) | An advocate practicing at least in the High Court Division of Bangladesh Supreme Court or a Chartered Accountant or Cost and Management Accountant or Chartered Financial Analyst or Chartered Certified Accountant or Certified Public Accountant or Chartered Management Accountant or Chartered Secretary or st equivalent qualification | Complied | |
| 1.3(c) | The independent director shall have at least 10 (ten) years of experiences in any field mentioned in clause (b) | Complied | |
| 1.3 (d) | Special cases for relaxation of qualifications. | | |
| 1.4 | Duality of Chairperson of the Board of Directors and Managing Director or Chief Executive Officer: | | |
| 1.4(a) | The position of the Chairperson of the Board and the Managing Director (MD) and/or Chief Executive Officer (CEO) of the company shall be filled by different individuals; | Complied | |
| 1.4 (b) | The Managing Director (MD) and/or Chief Executive Officer (CEO) of a listed company shall not hold the same position in another listed company; | Complied | |
| 1.4(c) | The Chairperson of the Board shall be elected from among the non-executive directors of the company; | Complied | |
| 1.4(d) | The Board shall clearly define respective roles and responsibilities of the Chairperson and the Managing Director and/or chief Executive Officer | Complied | |
| 1.4(e) | In the absence of the Chairperson of the Board, the remaining members may elect one of themselves from non-executive directors as Chairperson. | Not Applicable | |
| 1.5 | The Directors' Report to Shareholders | | |
| 1.5(i) | Industry outlook and possible future developments in the industry | Complied | |
| 1.5 (ii) | Segment-wise or product-wise formance | Complied | |
| 1.5 (iii) | Risks and concerns | Complied | |
| 1.5(iv) | A discussion on Cost of Goods sold, Gross Profit Margin and Net Profit Margin | Complied | |
| 1.5(v) | Discussion on continuity of any Extra Ordinary gain or loss. | Not Applicable | |
| 1.5(vi) | Discussion and Basis of related party transactions a statement of all related "party transactions. | Not Applicable | There was no such event during the year. |
| 1.5 (vii) | Utilization of proceeds from public issues, rights issues and/or through any others instruments | Not Applicable | There was no such event during the year. |
| 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. | Not Applicable | There was no such event during the year. |
| 1.5(ix) | If significant variance occurs between Quarterly Financial performance and Annual Financial Statements the management shall explain about the variance on their Annual Report | Complied | |
| 1.5(x) | Istatement of Remuneration to directors including independent directors. | Complied | |

| | | | |
|---------------------|---|----------------|--|
| 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 | Complied | |
| 1.5(xii) | Statement of Proper books of account of the issuer company have been maintained. | Complied | |
| 1.5 (xiii) | Statement of Appropriate accounting policies have been consistently applied. inpreparation of the financial statements and that the accounting estimates are based on reasonable and prudent judgment. | Complied | |
| 1.5 (xiv) | Statement of IAS/IFRS, as applicable in Bangladesh, have been followed in preparation of the financial statements and any departure there-from has been adequately disclosed. | Complied | |
| 1.5(xv) | Statement of system of internal control is sound in design and has been effectively implemented and monitored. | Complied | |
| 1.5 (xvi) | Statement of minority shareholders have been protected from abusive actions. | Not Applicable | |
| 1.5(xvii) | Statement of 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 | Complied | |
| 1.5(xviii) | An explanation that Significant deviations from the last year's operating results of the issuer company shall be highlighted and the reasons there of, should be explained. | Complied | |
| 1.5(xix) | Statement of Key operating and financial data of at least preceding 5 (five) years shall be summarized. | Complied | |
| 1.5 (xx) | An explanation on the reasons if the issuer company has not declared a dividend (cash or stock) for the year, the reasons thereof shall be given. | Not Applicable | |
| 1.5(xxii) | Board's statement to the effect that no bonus share or stock dividend has been or shall be declared as interim dividend. | Complied | |
| 1.5 (xxii) | The total number of Board meetings held during the year and attendance by each Director | Complied | |
| 1.5 (xxxiii) | A report on the pattern of the shareholding: | | |
| 1.5(xxiii)a) | Parent/Subsidiary/Associated Companies and other related parties (name wise details) | Not Applicable | |
| 1.5(xxiii)b) | Directors, Chief Executive Officer, Company Secretary, Chief Financial Officer, Head of Internal Audit & Compliance and their spouses and minor children (name wise details); | Complied | |
| 1.5(xxiii)c) | Executives; | Complied | |
| 1.5 (xxiii)d) | Shareholders holding ten percent (10%) or more voting interest in the company (name wise details). | Complied | |
| 1.5(xxiv)a) | A brief resume of the director; | | |
| 1.5(xxiv)b) | Nature of his / her expertise in specific functional areas; | Complied | |
| 1.5(xxiv)c) | Names of companies in which the person also holds the directorship and the membership of committees of the board. | Not Applicable | |

| | | | |
|--------------|---|----------|--|
| 1.5 (xxv) | Management Discussion and Analysis signed by MD: | | |
| 1.5(xxv)a) | Accounting policies and estimation for preparation of financial statements. | Complied | |
| 1.5 (xiii)b) | Changes in accounting policies and estimation if any, clearly describing the effect on financial performance or results and financial position as well as cash flows in absolute figure for such changes: | Complied | |
| 1.5 (xxv)c) | Comparative analysis (including effects of inflation) of financial performance or result and financial position as well as cash flows for current financial year with immediate preceding five years explaining reasons there of | Complied | |
| 1.5(xxv)d) | Compare such financial performance or results and financial position as well as cash flows with the peer industry scenario; | Complied | |
| 1.5 (xxv)e) | Briefly explain the financial and economic scenario of the country and the globe; | Complied | |
| 1.5(xxv)f) | Risks and concerns issues related to the financial statements, explaining such risk and concern mitigation plan of the company, | Complied | |
| 1.5(xxv)g) | Future plan or projection or forecast for company's operation, performance and financial position, with justification thereof, actual position shall be explained to the shareholders in the next AGM. | Complied | |
| 1.5(xxvi) | Declaration or certification by the MD and CFO to the Board as required under condition No. 3(3) shall be disclosed as : per Annexure-A ; | Complied | |
| 1.5 (xxvii) | The report as well as certificate regarding compliance of conditions of this Code as required under condition No. 9 shall be disclosed as per Annexure-B and Annexure-C . | Complied | |
| 1.6 | Meeting of the Board of Directors: The company shall conduct its Board meetings and record the minutes of the meetings as well as keep required books and records in line with the provisions of the relevant Bangladesh Secretarial Standards (BSS) as adopted by the Institute of Chartered Secretaries of Bangladesh (ICSB) in so far as those standards are not inconsistent with any condition of this Code. | Complied | |
| 1.7 | Code of Conduct for the Chairperson, other Board members and Chief Executive Officer | | |
| 17.(a) | The Board shall lay down a code of conduct, based on the recommendation of the Nomination and Remuneration Committee (NRC) at condition No. 6, for the Chairperson of the Board, other board members and Chief Executive Officer of the company; | Complied | |

| | | | |
|------------|--|----------------|--|
| 1.7 (b) | The code of conduct as determined by the NRC shall be posted on the website of the company including, among others, prudent conduct and behavior, confidentiality conflict of interest; compliance with laws, rules and regulations; prohibition of insider trading; relationship with environment, employees, customers and suppliers and independency. | Lender Process | |
| 2 | Governance of Board of Directors of Subsidiary Company. | | |
| 2(a) | Provisions relating to the composition of the Board of the holding company shall be made applicable to the composition of the Board of the subsidiary company. | Not Applicable | |
| 2(b) | At least 1 (one) independent director on the Board of the holding company shall be a director on the Board of the subsidiary company; | Not Applicable | |
| 2(c) | The minutes of the Board Meeting of the subsidiary company shall be placed for review at the following Board meeting of the holding company; | Not Applicable | |
| 2(d) | The minutes of the respective Board meeting of the holding company shall state that they have reviewed the affairs of the subsidiary company also; | Not Applicable | |
| 2(e) | The Audit Committee of the holding company shall also review the financial statements, in particular the investments made by the subsidiary company. | Not Applicable | |
| 3 | MANAGING DIRECTOR (MD) OR CHIEF EXECUTIVE OFFICER (CEO) CHIEF FINANCIAL OFFICER (CFO), HEAD OF INTERNAL AUDIT AND COMPLIANCE (HIAC) AND COMPANY SECRETARY (CS): | | |
| 3.1 | Appointment | | |
| 3.1(a) | The Board shall appoint a Managing Director (MD) or Chief Executive Officer (CEO), a Company Secretary (CS), a Chief Financial Officer (CFO), a Head of Internal Audit and Compliance (HIAC); | Complied | |
| 3.1(b) | The positions of the Managing Director (MD) or Chief Executive Officer (CEO) Company Secretary (CS), Chief Financial Officer (CFO), Head of Internal Audit and Compliance (HIAC) shall be filled by different individuals; | Complied | |
| 3.1(c) | The MD or CEO, CS, CFO and HIAC of a listed company shall not hold any executive position in any other company at the same time; | Complied | |
| 3.1(d) | The Board shall clearly define respective roles, responsibilities and duties of the CFO, the HIAC and the CS; | Complied | |
| 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). | Not Applicable | |
| 3.2 | Requirement to attend Board of Director' Meetings: The MD or CEO, CS, CFO and HIAC shall attend the meeting of the Board Provided that CS, CFO and HIAC shall not attend such part of a meeting if the Board of Directors which involves consideration of an agenda item relating to their personal matters. | Complied | |

| | | |
|------------|--|----------------|
| 3.3 | Duties of Managing Director (MD) or Chief Executive Officer (CEO) and Chief Financial Officer (CFO) | |
| 3.3(a) | The MD or CEO and CFO shall certify to the Board that they have reviewed financial statements for the year and that to the best of their knowledge and belief; | |
| 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; and | Complied |
| 3.3(a)ii) | 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 |
| 3.3(b) | The MD or CEO and CFO shall also certify that 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 or its members; | Complied |
| 3.3(c) | The certification of the MD or CEO and CFO shall be disclosed in the Annual Report. | Complied |
| 4 | Board of Directors' Committee:- | |
| 4(i) | Audit Committee | Complied |
| 4(ii) | Nomination and Remuneration Committee | Complied |
| 5 | AUDIT COMMITTEE: | |
| 5.1 | Responsibility to the Board of Directors | |
| 5.1(a) | The company shall have an Audit Committee as a sub-committee of the Board. | Complied |
| 5.1(b) | The Audit Committee shall assist the Board 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 |
| 5.1(c) | The Audit Committee shall be responsible to the Board. The duties of the Audit Committee shall be clearly set forth in writing. | Complied |
| 5.2 | Constitution of the Audit Committee | |
| 5.2(a) | The Audit Committee shall be composed of at least 3 (three) members | Complied |
| 5.2(b) | The Board shall appoint members of the Audit Committee who shall be non executive directors of the company excepting Chairperson of the Board and shall include at least 1 (one) independent director; | Complied |
| 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 background and 10 (ten) years of such experience. | Complied |
| 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 before expiration of the term of service. | Not applicable |
| 5.2(e) | The company secretary shall act as the secretary of the Committee | Complied |

| | | | |
|------------|--|----------------|------------------|
| 5.2(f) | The quorum of the Audit Committee meeting shall not constitute without at least 1(one) independent director | Complied | |
| 5.3 | Chairperson of the Audit Committee | | |
| 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. | Complied | |
| 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, in that case there shall be no problem of constituting a quorum as required under condition No. 5 (4) (b) and the reason of absence of the regular Chairperson shall be duly recorded in th minutes. | Not Applicable | |
| 5.3(c) | Chairperson of the audit committee shall remain present in the Annual General Meeting (AGM). | | Will be Complied |
| 5.4 | Meeting of the Audit Committee | | |
| 5.4(a) | The Audit Committee shall conduct at least its four meetings in a financial year: | Complied | |
| 5.4(b) | The quorum of the meeting of the Audit Committee shall be constituted in presence of either two members or two third of the members of the Audit Committee, whichever is higher, where presence of an independent director is a must. | Complied | |
| 5.5 | Role of Audit Committee | | |
| 5.5(a) | Oversee the financial reporting process | Complied | |
| 5.5(b) | Monitor choice of accounting policies and principles. | Complied | |
| 5.5(c) | Monitor Internal Audit and Compliance process to ensure that it is adequately resourced, including approval of the Internal Audit and Compliance Plan and review of the Internal Audit and Compliance Report; | Complied | |
| 5.5(d) | Oversee hiring and performance of external auditors | Complied | |
| 5.5(e) | Hold meeting with the external or statutory auditors for review of the annual financial statements before submission to the Board for approval or adoption. | Complied | |
| 5.5(f) | Review along with the management, the annual financial statements before submission to the board for approval. | Complied | |
| 5.5(g) | Review along with the management, quarterly and half yearly financial statements before submission to the board for approval. | Complied | |
| 5.5(h) | Review the adequacy of internal audit function. | Complied | |
| 5.5(i) | Review the Management's Discussion and Analysis before disclosing in the Annual Report; | Complied | |
| 5.5(j) | Review statement of significant related party transactions submitted by the management | Complied | |
| 5.5(k) | Review Management Letters or Letter of Internal Control weakness issued by Statutory auditors. | Not applicable | |

| | | | |
|-------------|---|----------------|-----------------------------------|
| 5.5(i) | Oversee the determination of audit fees based on scope and magnitude, level of expertise deployed and time required for effective audit and evaluate' the performance of external auditors; and | Complied | |
| 5.5(ii) | Over see whether the proceeds raised through Initial Public Offering (IPO) or Repeat Public Offering (RPO) or Rights Share Offer have been utilized as per the purposes stated in relevant offer document or prospectus approved by the Commission: | Not applicable | |
| 5.6 | Reporting of the Audit Committee | | |
| 5.6(a) | Reporting to the Board of Directors | | |
| 5.6 a(i) | The Audit Committee shall report on its activities to the Board. | Complied | |
| 5.6a(ii)a) | report on conflicts of interests; | Not applicable | There was no such event to report |
| 5.6a(ii)b) | Suspected or presumed fraud or irregularity or material defect in the internal control system: | Not applicable | There was no such event to report |
| 5.6a(ii)c) | Suspected infringement of laws, including securities related laws, rules and regulations; | Not applicable | There was no such event to report |
| 5.6 a(ii)d) | Any other matter which shall be disclosed to the Board Immediately. | Not applicable | There was no such event to report |
| 5.6(b) | Reporting to the Authorities | Npt applicable | There was no such event to report |
| 5.7 | Reporting to the Shareholders and General Investors. | Not applicable | There was no such event to report |
| 6 | Nomination and Remuneration Committee (NRC) | | |
| 6.1 | Responsibilities to the Board of Directors | | |
| 6.1(a) | The Company shall have a Nomination and Remuneration Committee (NRC) as a subcommittee of the Board; | Complied | |
| 6.1(b) | The NRC shall assist the Board in formulation of the nomination criteria or policy for determining qualifications, positive attributes, experiences and independence of directors and top level executive as well as a policy for formal process of considering remuneration of directors, top level executive; | Complied | |
| 6.1(c) | The terms of Reference (ToR) of the NRC shall be clearly set forth in writing covering the areas stated at the cond tion No. 6(5) (b). | Complied | |
| 6.2 | Constitution of the NRC | | |
| 6.2(a) | The Committee shall comprise of at least three members including an independent director. | Complied | |
| 6.2(b) | All members of the Committee shall be non-executive directors; | Complied | |
| 6.2(c) | Members of the Committee shall be nominated and appointed by the Board; | Complied | |
| 6.2(d) | The Board shall have authority to remove and appoint any member of the Committee; | Complied | |
| 6.2(e) | In case of death, resignation, disqualification, or removal of any member of the Committee or in any other case of Vacancies, the boards shall fill the vacancy within 180 (one hundred eighty) days of occurring such vacancy in the Committee; | Not Applicable | |

| | | | |
|------------|--|----------------|--|
| 6.2(f) | The Chairperson of the Committee may appoint or co-opt any external expert and/or member(s) of staff to the Committee as advisor who shall be non-voting member, if the Chairperson feels that advice or suggestion from such external expert and/or member(s) of staff shall be required or valuable for the Committee; | Not Applicable | |
| 6.2(g) | The company secretary shall act as the secretary of the Committee; | Complied | |
| 6.2(h) | The quorum of the NRC meeting shall not constitute without attendance of at least an independent director; | Complied | |
| 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. | Complied | |
| 6.3 | Chairperson of the NRC | | |
| 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; | Complied | |
| 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; | Complied | |
| 6.3(c) | The Chairperson of the NRC shall attend the annual general meeting (AGM) to answer the queries of the shareholders | Complied | |
| 6.4 | Meeting of the NRC | Complied | 1 st Meeting of NRC held on 20 January, 2021. |
| 6.4(a) | The NRC shall conduct at least one meeting in a financial year; | Complied | |
| 6.4(b) | The Chairperson of the NRC may convene any emergency meeting upon request by any member of the NRC; | Not applicable | There was no such event within the report period. |
| 6.4(c) | The quorum of the meeting of the NRC shall be constituted in presence of either two members or two third of the members of the Committee, whichever is higher where presence of an independent director is must as required under condition No. 6(2)(h); | Complied | |
| 6.4(d) | The proceedings of each meeting of the NRC shall duly be recorded in the minutes and such minutes shall be confirmed in the next meeting of the NRC. | Complied | |
| 6.5 | Role of the NRC | | |
| 6.5(a) | NRC shall be independent and responsible or accountable to the Board and to the shareholders; | Complied | |
| 6.5(b) | NRC shall oversee, among others, the following matters and make report with recommendation to the Board: | Complied | |
| 6.5(b(i) | Formulating the criteria for determining qualifications, positive attributes and independence of a director and recommend a policy to the Board, relating to the remuneration of the directors, top level executive, considering the following: | Complied | |

| | | | |
|------------|--|----------|--|
| 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. | Complied | |
| 6.5(b)i)b) | The relationship of remuneration to performance is clear and meets appropriate performance benchmark; | Complied | |
| 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 | Complied | |
| 6.5(b)ii) | Devising a policy on Board's diversity taking into consideration age, gender, experience, ethnicity, educational background and nationality; | Complied | |
| 6.5(b)iii) | Identifying person who are qualified to become directors and who may be appointed in top level executive position in accordance with the criteria laid down, and recommended their appointment and removal to the Board; | Complied | |
| 6.5(b)iv) | Formulating the criteria for evaluation of performance of independent directors and the Board; | Complied | |
| 6.5(b)v) | Identifying the company's needs for employees at different levels and determine their selection, transfer or replacement and promotion criteria; and | Complied | |
| 6.5(b)vi) | Developing, recommending and reviewing annually the company's human resources and training policies; | Complied | |
| 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. | Complied | |
| 7 | EXTERNAL OR STATUTORY AUDITORS: | | |
| 7.1 | The issuer Company shall not engage its external or statutory auditors to perform the following services of the Company, namely: | | |
| 7.1(i) | Appraisal or valuation services' or fairness opinions. | Complied | |
| 7.1(ii) | Financial information systems design and implementation | Complied | |
| 7.1(iii) | Book-keeping or other services related to the accounting records or financial statements | Complied | |
| 7.1(iv) | Broker-dealer services | Complied | |
| 7.1(v) | Actuarial services. | Complied | |
| 7.1(vi) | Internal audit services. | Complied | |
| 7.1(vii) | Any service that the Audit Committee determines. | Complied | |
| 7.1(viii) | Audit or certification services on compliance of corporate governance as required under condition No 9(1); and | Complied | |
| 7.1(ix) | Any other service that creates conflict of interest. | 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: Provided that spouse, son, daughter, father, mother, brother, sister, son-in-law and daughter-in-law shall be considered as family members. | Complied | |
| 7.3 | Representative of external or statutory auditors shall remain present in the Share holders' Meeting (annual General Meeting or Extraordinary General Meeting) to answer the queries of the shareholders. | Complied | |
| 8 | Maintaining a website by the Company | | |
| 8.1 | The company shall have an official website linked with the website of the stock exchange. | | Will be Complied |
| 8.2 | The company shall keep the website functional from the date of listing. | | Will be Complied |
| 8.3 | The company shall make available the detailed disclosures on its website as required under the listing regulations of the concerned stock exchange(s). | | Will be Complied |
| 9 | REPORTING AND COMPLIANCE OF CORPORATE GOVERNANCE: | | |
| 9.1 | The company shall obtain a certificate from a practicing professional Accountant or Secretary (Chartered Accountant or Cost & Management Account or 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. | Complied | |
| 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. | Complied | |
| 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 or not. | Complied | |

[Certificate as per condition No. 1(5) (xxvi)]

Report to the Shareholders of Yusuf Flour Mills Ltd. on Compliance of Corporate Governance Code

We have examined the compliance status to the Corporate Governance Code by **Yusuf Flour Mills Limited** for the year ended on June 30, 2021. This code relates to the Notification No. BSEC/CMRRCD/2006-158/207/Admin/80 dated June 03, 2018 of the Bangladesh Securities and Exchange commission.

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 the Corporate Governance Code.

This is a scrutiny and verification 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 (ICSB) 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 the Corporate Governance Code as stipulated on the above mentioned Corporate Governance Code issued by the commission;
- (b) The company has complied with the provisions of 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 the Companies Act, 1994, the securities laws and other relevant laws;
- (d) The governance of the Company is highly satisfactory.

Dated: Dhaka
October 06, 2021



MOHAMMAD ATA KARIM & CO.
Chartered Accountants
Enrolment No:

AUDIT COMMITTEE REPORT

For the year 2020-2021

Yusuf Flour Mills Limited having an Audit Committee as a subcommittee of the Board of Directors in order to assist the Board of Directors in ensuring and fulfilling its oversight responsibilities.

The Audit Committee consists of the following persons:

| | | | |
|----|-------------------------|----------------------|----------|
| 1. | Mr. Md. Zia Uddin | Independent Director | Chairman |
| 2. | Mr. Md. Imamul Haque | Director | Member |
| 3. | Mr. Md. Yousuf Al- Amin | Director | Member |

The Scope of Audit Committee was defined as under:

- a) Review and recommend to the Board to approve the quarterly, half-yearly and annual financial statements prepared for statutory purpose;
- b) Monitor and oversee choice of accounting policies and principles, internal control risk management process, auditing matter, hiring and performance of external auditors;
- c) Review statement of significant related party transaction submitted by the management.
- d) Carry on a supervision role to safeguard the systems of governance and independence of statutory auditors; and
- e) Review and consider the report of internal auditors and statutory auditors observations on internal control.

Activities carried out during the year:

The Committee reviewed the integrity of the quarterly and annual financial statement and recommended to the Board for consideration. The Committee had overseen, reviewed and approved the procedure and task of the internal audit, financial report preparation and the external audit reports. The Committee found adequate arrangement to present a true and fair view of the activities and the financial status of the company and didn't find any material deviation, discrepancies or any adverse finding/observation in the areas of reporting.



MD. ZIA UDDIN
Chairman
Audit Committee

Date: 6th October, 2021.

MD & CFO's Declaration to the Board of Directors

Dated: October 27, 2021.

The Board of Directors
Yusuf Flour Mills Ltd.
Akram Tower (12th Floor),
199, Shahid Syed Nazrul Islam Swarani,
Dhaka- 1000.

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

Dear Sirs,

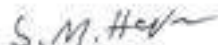
Pursuant to the condition No. 1(5)(xxvi) imposed vide the Commission's Notification No. BSEC/CMRRCD/2006-158/207/Admin/80 dated June 03, 2018 under Section 2CC of the Securities and Exchange Ordinance, 1969, we do hereby declare that:

1. The financial Statements of Yusuf Flour Mills Limited for the year ended on June 30, 2021 have been prepared in compliance with international Accounting Standards (IASs) or international Financial Reporting Standards (IFRSs), as applicable in the Bangladesh and any departure there from has been adequately disclosed;
2. The estimates and judgements 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 on June 30, 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 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.

Sincerely yours,



Mrs. Sayeda Momtaz Ara Haque
Managing Director



Shahed Chowdhury
Chief Financial Officer (CFO)

NOMINATION AND REMUNERATION COMMITTEE REPORT

The Nomination and Remuneration Committee of Yusuf Flour Mills Ltd. is a sub-committee of the Board of Directors and appointed and authorized by the Board in pursuance of BSEC notification to assist the Board in formulation of the nomination criteria or policy for determining qualifications, positive attributes, experiences and independence of directors and top level executives.

The Board of Directors of Yusuf Flour Mills Ltd. has established the Nomination and Remuneration Committee Comprises of three members on 20th January, 2021, headed by the Independent Director, Mr. Md. Zia Uddin. The other members of the committee are Mr. Md. Imamul Haque and Mr. Md. Yousuf Al- Amin Directors of the company.

During the year 2020-2021, one meeting of the Nomination and Remuneration Committee was held on 30th January, 2021, the details of attendance of each member at the NRC meetings are as follows:

| Name of the Members | Position | Number of Meeting held | Attended |
|------------------------|----------|------------------------|----------|
| Mr. Md. Zia Uddin | Chairman | 1 | 1 |
| Mr. Md. Imamul Haque | Member | 1 | 1 |
| Mr. Md. Yousuf Al-Amin | Member | 1 | 1 |

During the year the Nomination and Remuneration Committee oversee on the following matters:

- The level and composition of remuneration is reasonable and sufficient to attract, retain and motivate suitable directors to run the company successfully.
- The relationship of remuneration to performance is clear and meets appropriate performance benchmark.
- 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.
- Devising a policy on Board's diversity taking into consideration age, gender, experience, ethnicity, educational background and nationality.
- Identifying person who may be appointed in top level executive position in accordance with the criteria laid down, and recommended their appointment and removal to the Board.
- Formulating the criteria for evaluation of performance of independent directors and the Board.
- Identifying the company's needs for employees at different levels and determine their selection, transfer or replacement and promotion criteria and
- Developing, recommending and reviewing annually the company's human resources and training policies.

The Nomination and Remuneration Committee overall reviewed the Terms of Reference (ToR) of the NRC for the Directors and employees of the company. On the other hand, the committee also observe the transparent selection process for recruitment of the potential candidates on the basis of role profile and yearly evaluation process of the company.

Dated: Dhaka the 6th October, 2021

On behalf of the Nomination and Remuneration Committee

Sd/-
Mr. Md. Zia Uddin
Chairman

**Independent Auditors' Report
To
THE SHAREHOLDERS OF YUSUF FLOUR MILLS LTD.
AUDITORS REPORT**

Report on the Audit of the Financial Statements

Opinion

We have audited the financial statements of **Yusuf Flour Mills Ltd.** (the "Company"), which comprise the Statement of Financial Position as at 30th June 2021 and 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 and other explanatory information.

In our opinion, the accompanying financial statements of the Company give a true and fair view of the financial position of the Company as at 30th June 2021, and of its financial performance and its cash flows for the year then ended in accordance with International Financial Reporting Standards (IFRSs) and other applicable laws and regulations.

Basis for Opinion

We conducted our audit in accordance with International Standards on Auditing (ISAs). Our responsibilities under those standards are further described in the Auditor's 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 Professional Accountants (IESBA Code), and we have fulfilled our other ethical responsibilities in accordance with the IESBA Code. Subject to the following we believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Emphasis of matters :

Inventories :

The company maintained a huge size of stock of wheat during last two years, Tk. 266,010,400 & Tk. 317,912,742 as at 30.06.2020 & 30.06.2021 respectively. Whereas total consumption was Tk. 270,356,317 & Tk. 300,341,801 for the said 2 years respectively. Again stock of finished goods were Tk. 101,793,528 & Tk. 120,234,062 as on 30.06.2020 & 30.06.2021 respectively.

Cash in hand :

The company used to sell its products mainly in cash, on the other transaction in the bank were very much low, cash collections were not deposited regularly into the bank and at the end of the day/year cash in hand stood a huge amount. This year cash in hand as on 30.06.2021 stands at Tk. 23,515,816.

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.

| Description of key audit matters | Our response to key audit matters |
|--|---|
| Valuation of Property, Plant and Equipment (PPE) | |
| <p>The carrying value of the PPE amounted to BDT 16,317,050 as at 30th June 2021. The valuation of PPE was identified as a key audit matter due to the significance of this balance to the financial statements.</p> <p>Expenditures are capitalized if they create new or enhance the existing assets, and expensed if they relate to repair or maintenance of the assets. Classification of expenditures involves judgment. The useful lives of PPE items are based on management's estimates regarding the period during which the asset or its significant components will be used. The estimates are based on historical experience and market practice and take into consideration the physical condition of the assets.</p> | <p>Our audit included the following procedures:</p> <ul style="list-style-type: none"> • We reviewed the opening balances of PPE which was audited by ourselves including assessed the addition during the year under our audit, checked the related accounting treatment and associated deferred tax as recognized by the company. • We assessed whether the accounting policies in relation to the capitalization of expenditures are in compliance with IFRS and found them to be consistent; • We obtained a listing of capital expenditures incurred during the year and, on a sample basis, checked whether the items were procured based on internal purchase order that had been properly approved by the responsible individuals; • We evaluated whether the useful lives determined and applied by the management were in line with historical experience and the market price; • We checked whether the depreciation of PPE items was commenced timely, by comparing the date of the classification from capital in progress to ready for use, with the date of the act of completion of the work. • We performed physical asset verification at the year end, observed procedures of asset acquisition, depreciation and disposal and finally assessed the appropriateness and presentation of disclosures as per relevant accounting standards. <p><i>[See note number 4.00 for details]</i></p> |
| Impairment of Property, Plant and Equipment | |
| <p>The economic climate and levels of competition remain challenging for the Company. The Company has completed a Strategic Review and as a result has decided to close or curtail some of its operations. There is therefore a risk that the impairment charge may be misstated.</p> <p>Determining the level of impairment involves forecasting and discounting future cash flows and estimation of recoverable amounts which are inherently uncertain. This is one of the key judgmental areas that our audit has concentrated on.</p> | <p>Our audit procedures including, among others, considering the impairment risk associated with the following different types of asset:</p> <ul style="list-style-type: none"> • Assets within shops which continue to trade - we critically assessed and challenged the Company's impairment model. The included consideration of the discounted cash flow forecasts on a shop by shop basis and assessing the cash flow forecasts against the historical performance of those shops and against similar national retailers. We also recalculated the impairment model of assess the sensitivity of the key assumptions including growth rate and discount rate; |

| | |
|--|---|
| | <ul style="list-style-type: none"> • Fixtures and fitting within shops which had either been closed or were identified by the Company for closure — we critically assessed the Company's identification of assets that were obsolete, using our experience of the Company and review of historical experience, whether such assets have any recoverable value; • Land and buildings which had been identified as surplus to requirements, or where development plans had been aborted — We considered whether such assets had been written off or impaired where necessary down to their recoverable amounts. • We critically challenged the Company's assumptions in relation to recoverable amounts with reference to external third party valuations obtained by the Company. We considered the qualifications independence of the values and the movements in the market values of the property in relevant locations; and • We have also considered the adequacy of the Company's disclosures about the degree of estimation involved in the determining the amount of impairment and the sensitivity to key assumptions involved. |
| <p>Revenue Recognition</p> <p>At year end the Company reported total revenue of BDT 321,996,080.</p> <p>Revenue is measured net of discounts, incentives and rebates earned by customers on the Company's sales.</p> <p>Within a number of the Company's markets, the estimation of discounts, incentives and rebates recognized based on sales made during the year is material and considered to be complex and judgmental. Therefore, there is a risk of revenue being misstated as a result of faulty estimations over discounts, incentives and rebates.</p> <p>There is also a risk that revenue may be overstated due to fraud through manipulation of the discounts, incentives and rebates recognized resulting from the pressure of local management may feel to achieve performance targets.</p> | <p>We have tested the design and operating effectiveness of key controls focusing on the following:</p> <ul style="list-style-type: none"> • Calculation of discounts, incentives and rebates; • Segregation of duties in invoice creation and modification; and • Timing of revenue recognition. <p>Our substantive procedures in relation to the revenue recognition comprises the following:</p> <ul style="list-style-type: none"> • Obtaining supporting documentation for sales transactions recorded either side of year end as well as credit notes issued after the year end date to determine whether revenue was recognized in the correct period; • Within a number of the Company's markets, comparing current year rebate accruals to the prior year and, where relevant, completing further inquiries and testing. • Agreeing a sample of claims and rebate accruals to supporting documentation; |

| | |
|--|---|
| | <ul style="list-style-type: none"> • Critically assessing manual journals posted to revenue to identify unusual or irregular items; and • Finally assessed the appropriateness and presentation of disclosure against relevant accounting standards. <p><i>[See note number 17.00 for details]</i></p> |
| Employee Benefits | |
| <p>(a) Short-term employee benefits, such as the following, if expected to be settled wholly before twelve months after the end of the annual reporting period in which the employees render the related services:</p> <ul style="list-style-type: none"> (i) wages, salaries and social security contributions; (ii) paid annual leave and paid sick leave; (iii) profit sharing and bonuses; and (iv) non-monetary benefits (such as medical care, housing, cars and free of subsidized goods or services) for current employees; <p>(b) Other long-term employee benefits, such as following:</p> <ul style="list-style-type: none"> (i) long-term paid absences such as long-service leave. (ii) jubilee or other long-service benefits; and (iii) long-term disability benefits; and | <p>The objectives of this standard are to prescribe the accounting and disclosure for employee benefits. The standard requires an entity to recognize;</p> <ul style="list-style-type: none"> (a) a liability when an employee has provided service in exchange for employee benefits to be paid in the future; and (b) an expense when the entity consumes the economic benefit arising from service provided by (c) an employee in exchange for employee benefits. |

Other information

Management is responsible for the other information. The other information comprises all of the information included in the Annual Report other than the financial statements and our auditor's report thereon. The Annual Report is expected to be made available to us after the date of this auditors' report.

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 financial statements, our responsibility is to read the other information identified above when it becomes available and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

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 International Financial Reporting Standards (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 International Standards on Auditing (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 International Standards on Auditing (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 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 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 company's financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditors' 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.

We have not come across any other key audit issue for the year under audit, and as such nothing is reportable.

Report on other Legal and Regulatory Requirements

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

- a) We have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit and made due verification thereof;
- b) In our opinion, proper books of accounts as required by law have been kept by the Company so far as it appeared from our examination of those books;
- c) The balance sheet and profit and loss account together with the annexed notes dealt with by the report are in agreement with the books of account and returns;
- d) The expenditures incurred were for the purpose of the Company's business for the year;

Dated, 27th October, 2021

Place : Dhaka



YUSUF FLOUR MILLS LTD.

**AKRAM TOWER (12TH FLOOR)
199, SHAHID SYED NAZRUL ISLAM SWARANI, DHAKA-1000.**

STATEMENT OF FINANCIAL POSITION AS ON 30 JUNE, 2021.

| Particulars | Note | Amount in Taka | |
|---|--------------|--------------------|--------------------|
| | | 30.06.2021 | 30.06.2020 |
| ASSETS | | | |
| Non-Current Assets : | | 16,317,050 | 19,430,274 |
| Property, Plant & Equipments | 4.00 | 16,317,050 | 19,430,274 |
| Current Assets: | | 473,084,826 | 390,686,261 |
| Inventories | 5.00 | 438,587,719 | 368,239,732 |
| Advance, Deposits & Pre-payments | 6.00 | 8,976,976 | 6,861,157 |
| Cash & Cash Equivalents | 7.00 | 25,520,131 | 15,585,372 |
| Total Assets | | 489,401,876 | 410,116,535 |
| SHAREHOLDER'S EQUITY AND LIABILITIES | | | |
| Shareholder's Equity | | 18,460,656 | 13,117,303 |
| Share Capital | 8.02 | 6,068,000 | 6,068,000 |
| Tax Holiday Reserve | 9.00 | 157,448 | 157,448 |
| Deferred Loss | 10.00 | (734,872) | (1,102,310) |
| Retained Earnings | 11.00 | 12,970,080 | 7,994,165 |
| Non Current Liabilities : | | 459,795,429 | 388,048,972 |
| Bank overdraft | 12.00 | 459,795,429 | 388,048,972 |
| Current Liabilities and Provision : | | 11,145,791 | 8,950,260 |
| Outstanding Liabilities | 13.00 | 75,620 | 79,580 |
| Bills Payable | 14.00 | 562,685 | 582,173 |
| Other Liabilities | 15.00 | 10,507,486 | 8,288,507 |
| Total Liabilities | | 470,941,220 | 396,999,232 |
| Total Equity and Liabilities | | 489,401,876 | 410,116,535 |
| Net Assets value per share (NAV) | 16.00 | 30.42 | 21.62 |

The annexed notes and Annexure-A & B are form an integral parts of these financial statements.

YUSUF FLOUR MILLS LTD.

Chairman

YUSUF FLOUR MILLS LTD.

Managing Director
Managing Director

Yusuf Flour Mills Ltd.

Manager/Secretary (co)
Company Secretary

Signed as per our separate report on same date.

Date : 27th October 2021

Place : Dhaka


AFM Bangladesh PCA
Chief Executive Partner
ARTISAN
Chartered Accountants
DVC : 2111050268AS114749



YUSUF FLOUR MILLS LTD.

**AKRAM TOWER (12TH FLOOR)
199, SHAHID SYED NAZRUL ISLAM SWARANI, DHAKA-1000.**

**STATEMENT OF PROFIT AND OTHER COMPREHENSIVE INCOME
FOR THE YEAR ENDED 30 JUNE, 2021.**

| Particulars | Note | Amount in Taka | |
|---|-------|-------------------|-------------------|
| | | 30.06.2021 | 30.06.2020 |
| 1) Manufacturing & Sales Account | | | |
| Revenue | | | |
| Sales | 17.00 | 321,996,080 | 319,290,743 |
| Cost of Goods Sold | 18.00 | 297,846,436 | 295,343,941 |
| Gross Profit | | 24,149,644 | 23,946,802 |
| Other Overhead | | | |
| Selling & Administrative Expenses | 19.00 | 4,204,192 | 4,188,671 |
| Financial Expenses | 20.00 | 12,051,091 | 11,116,770 |
| Depreciation | 21.00 | 3,134,224 | 4,502,114 |
| Contribution to WPPF | 22.00 | 226,673 | 197,107 |
| Net Operating Profit | | 19,616,180 | 20,004,662 |
| | | 4,533,464 | 3,942,140 |
| 2) Purchase and Supply Account | | | |
| Bills Received | 23.00 | 26,910,860 | 4,661,475 |
| Cost of Work | 24.00 | 23,227,717 | 3,867,147 |
| Gross Profit | | 3,683,143 | 794,328 |
| Other Overhead Expenses | 25.00 | 216,156 | 48,492 |
| Net Operating Profit u/s 82/c | | 3,466,987 | 745,836 |
| Total Operating Profit | | 8,000,451 | 4,687,976 |
| Deferred Loss 1/10th written off | 10.00 | (367,438) | (367,438) |
| | | 7,633,013 | 4,320,538 |
| Add: Bank Interest | | 3,057 | 2,460 |
| Net Profit Before Income Tax | | 7,636,070 | 4,322,998 |
| Income Tax Expenses | | | |
| Current Tax Expenses | 26.00 | 1,931,995 | 2,102,218 |
| Net Profit/(Loss) after Tax & Dividend (Transferred to Change in Equities) | | 5,704,075 | 2,220,780 |
| Earning Per Share (EPS) | 27.00 | 9.40 | 3.66 |

The annexed notes are form an integral parts of these financial statements.

YUSUF FLOUR MILLS LTD.

Chairman

YUSUF FLOUR MILLS LTD.

Managing Director
Managing Director

Yusuf Flour Mills Ltd.

Manager/Secretary (co)
Company Secretary

Signed as per our separate report on same date.

Date : 27th October 2021

Place : Dhaka


AFMA/IBAF/PCA
Chief Executive Partner
ARTISAN
Chartered Accountants
DVC : 2111050268AS114749



YUSUF FLOUR MILLS LTD.

**AKRAM TOWER (12TH FLOOR)
199, SHAHID SYED NAZRUL ISLAM SWARANI, DHAKA-1000.**

**STATEMENT OF CHANGES IN EQUITIES
FOR THE YEAR ENDED JUNE 30, 2021.**

| Particulars | Share Capital | Taxholiday Reserve | Retained Earnings | Deferred Loss | Total |
|---------------------------------|------------------|--------------------|-------------------|--------------------|-------------------|
| Balance as on 01.07.2020 | 6,068,000 | 157,448 | 7,994,165 | (1,102,310) | 13,117,303 |
| Share Capital | - | - | - | - | - |
| Net Profit/Income after Tax | - | - | 5,704,075 | - | 5,704,075 |
| Proposed Dividend (Cash) | - | - | (728,160) | - | (728,160) |
| Written off (Deferred Loss) | - | - | - | 367,438 | 367,438 |
| Balance as on 30.06.2021 | 6,068,000 | 157,448 | 12,970,080 | (734,872) | 18,460,656 |

Statement of Changes in Equities

For the year ended June 30, 2020.

| Particulars | Share Capital | Taxholiday Reserve | Retained Earnings | Deferred Loss | Total |
|---------------------------------|------------------|--------------------|-------------------|--------------------|-------------------|
| Balance as on 01.07.2019 | 6,068,000 | 157,448 | 6,380,185 | (1,469,748) | 11,135,885 |
| Share Capital | - | - | - | - | - |
| Net Profit/Income after Tax | - | - | 2,220,780 | - | 2,220,780 |
| Proposed Dividend (Cash) | - | - | (606,800) | - | (606,800) |
| Written off (Deferred Loss) | - | - | - | 367,438 | 367,438 |
| Balance as on 30.06.2020 | 6,068,000 | 157,448 | 7,994,165 | (1,102,310) | 13,117,303 |

YUSUF FLOUR MILLS LTD.

[Signature]
Chairman

YUSUF FLOUR MILLS LTD.

[Signature]
Managing Director
Managing Director

Yusuf Flour Mills Ltd.

[Signature]
Manager/Secretary (co)
Company Secretary

Signed as per our separate report on same date.

Date : 27th October 2021

Place : Dhaka

[Signature]
AFMA/IBangla/PCA
Chief Executive Partner
ARTISAN
Chartered Accountants
DVC : 2111050268AS114749




YUSUF FLOUR MILLS LTD.

**AKRAM TOWER (12TH FLOOR)
199, SHAHID SYED NAZRUL ISLAM SWARANI, DHAKA-1000.**

**STATEMENT OF CASH FLOWS
For the year ended June 30, 2021.**

| Particulars | Amount in Taka | |
|---|---------------------|--------------------|
| | 30.06.2021 | 30.06.2020 |
| Cash flows from operating activities : | | |
| Collection from Trunover and other Income | 348,909,997 | 323,954,678 |
| Payment for Cost and Expenses | (407,728,911) | (319,094,423) |
| Income Tax paid and/or deducted | (2,115,819) | (1,563,617) |
| Net Cash generated from operating activities | (60,934,733) | 3,296,638 |
| Cash flows from investing activities : | | |
| Acquisition of Fixed Assets | (21,000) | - |
| Advance against Purchase, Margin | - | - |
| | (21,000) | - |
| Cash flows from financing activities : | | |
| Loans & Advance received | 38,243 | 42,203 |
| Loan repaid | 71,746,457 | (1,584,415) |
| Short Term /Loans/Others | (894,208) | (677,459) |
| | 70,890,492 | (2,219,671) |
| Net Cash inflows (outflows) for the year | 9,934,759 | 1,076,967 |
| Opening Cash and Cash Equivalents | 15,585,372 | 14,508,405 |
| Closing Cash & Cash Equivalents | 25,520,131 | 15,585,372 |

YUSUF FLOUR MILLS LTD.



Chairman

YUSUF FLOUR MILLS LTD.



Managing Director
Managing Director

Yusuf Flour Mills Ltd.



Manager/Secretary (cc)
Company Secretary

Signed as per our separate report on same date.

Date : 27th October 2021

Place : Dhaka



AFM Anisul Hossain PCA
Chief Executive Partner
ARTISAN
Chartered Accountant
DVC : 2111030268AS114749



YUSUF FLOUR MILLS LTD.
Notes of the Financial Statement
For the year ended June 30, 2021

1.00 BACKGROUND OF THE COMPANY :**1.01 Incorporation :**

The Yusuf Flour Mills Ltd. Was established as a public limited company in Bangladesh incorporated under the Companies Act. 1913 on April 02, 1977. Which is Subsequently repealed and enacted as Companies Act, 1994. The company was listed with Dhaka Stock Exchange Ltd.

1.02 Registered office of the Company :

The registered office of the Company is located at Akram Tower (12th Floor), 199, Shahid Syed Nazrul Islam Swarani, Dhaka-1000.

1.03 Nature of Business :

The Company carrying on the business of manufacturers, Sellers & Suppliers of Maida, Atta, Suzi, Dhula etc. in local & foreign market.

2.00 BASIS OF FINANCIAL STATEMENTS-ITS PREPERATION AND PRESENTATION :

The Accounting policies adopted by the Company are as follows :

2.01 Measurement bases and going concern :

The Financial statements have been prepared on historical cost convention under mercantile system, accounting for all accruals and pre-payments, on the assumption that the Company will function as a going concern in the foreseeable future.

2.02 Reporting framework and Compliance thereof :

The Financial statements have been prepared and the disclosures of information made in accordance with the requirements of the Companies Act, 1994, the Bangladesh Securities & Exchange Rules 1987 and International Accounting Standard (IAS) adopted by the Institute of Chartered Accountants of Bangladesh (ICAB), as International Accounting Standard (IAS) & International Financial Reporting Standards (IFRS). The Board of Directors is responsible for preparing and presenting the financial statement including adequate disclosures, who approved and authorized for issue of these financial statements. The statement of financial position and statement of comprehensive Income have been prepared according to IAS-1" Presentation of Financial Statement" based on accrual basis of accounting following going concern assumption and statement of cash flow according to IAS 7 "Cash Flow Statement".

2.03 Principal Accounting Policies :

The specific accounting policies have been selected and applied for significant transactions and events that have a material effect within the framework for the presentation of financial statements.

2.04 Application of Accounting Standards :

The following IAS are applied to the financial statements for the year under review :

| | |
|--------|---|
| IAS 1 | Preparation of Financial Statement |
| IAS 2 | Inventories |
| IAS 7 | Cash Flow Statements |
| IAS 8 | Accounting policies, changes in accounting estimates and error. |
| IAS 10 | Events after reporting date |
| IAS 12 | Income Taxes |
| IAS 16 | Property, Plant & Equipment |
| IAS 17 | Lease |
| IAS 18 | Revenue Recognition |
| IAS 19 | Employee Benefit |
| IAS 21 | The effect of changes in foreign exchange rates |
| IAS 23 | Borrowing Costs |
| IAS 24 | Related party Transaction |
| IAS 28 | Investments in Associates |
| IAS 33 | Earning Per Share |
| IAS 37 | Provisions, contingent liabilities and contingent assets |

2.05 Property, plant and equipments :**Recognition and measurement**

Items of property, plant and equipment are measured at cost including revaluation less accumulated depreciation less impairment loss, if any.

Cost includes expenditure that is directly attributable to the acquisition of asset. The cost of self constructed asset includes the cost of material and direct labour, any other costs directly attributable to bringing the assets to a working condition for their intended use, and the costs of dismantling and removing the items and restoring the site on which they are located.

When parts of an items of property, plant and equipment have different usefully lives, they are accounted for as separate items (major components) of property, plant and equipment.

Depreciation

Property, plant and equipments are stated at their cost less accumulated depreciation in accordance with IAS 16" Property, Plant and Equipment". Full year's depreciation is charged on additions. No depreciation is charged on retirement, irrespective of date of addition or retirement respectively. Depreciation on all other property, plant and equipments are computed using the reducing balance method.

The annual depreciation rates applicable to the principal categories are :

| Particulars | Rate |
|----------------------|-------------|
| Land | - |
| Land Development | - |
| Building | 10% |
| Plant & Machinery | 20% |
| Furniture & Fixtures | 10% |
| Vehicles | 20% |

| | |
|-----------------------------|-----|
| Electric Installation | 10% |
| Equipment | 15% |
| Delivery Van | 15% |
| Electric Motor | 20% |
| P. F. I. & Transformer | 20% |
| Electric Fan | 20% |
| Factory Godown | 20% |
| Computer | 15% |
| Laboratory Equipments | 15% |
| Water Pump & Tank | 15% |
| Photostate Machine | 15% |
| Computer Printing Machine | 15% |
| Self Finance | 15% |
| Truck No.D.Metro-TA-11-4313 | 20% |
| Packing Equipment | 15% |

Depreciation is recognized in profit and loss account on diminishing balance method over the estimated useful lives of fixed assets.

2.06 Inventory :

The inventory are carried at the lower of cost or net realizable value as prescribed by IAS 2: The cost of inventory has been valued under FIFO basis. The inventory was physically verified, taken and valued by the management.

2.07 Advance, Deposits and Pre-Payments :

Advances are initially measured at cost. After initial recognition, advances are carried at cost less deductions, adjustments or charges etc. Deposits are measured at payment value.

Pre-Payments are initially measured at cost. After initial recognition, pre-payments are carried at cost less charges etc.

2.08 Cash and Cash Equivalents :

Cash in hand and cash at banks have been considered as the cash and cash equivalents for preparation of these financial statements as there was insignificant risk of changes in value of these current assets

3.00 CREDITORS AND ACCURALS

3.01 Trade & Other Payable :

Liabilities are recorded at the amount payable for settlement in respect of goods and services received by the company, whether or not billed by the suppliers.

3.02 Provisions :

A Provision is recognized in the balance sheet when the company has a legal or constructive obligation as a result of a past event, it is probable that an outflow of economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. Provision is ordinarily measured at the best estimate of the expenditure required to settle the present obligation at the date of balance sheet. Where the effect of time value of money is material, the amount of provision is measured at the present value of the expenditure expected to be required to settle the obligation.

3.03 Functional and Presentation Currency :

The financial statements are prepared and presented in Bangladesh Currency (Taka), which is the Company's functional currency. All financial information presented has been Taka .

3.04 Foreign Currency Transactions :

Foreign currency transactions are recorded at the applicable rates of exchange ruling at the transaction date. The monetary assets and liabilities, if any, denominated in foreign currencies at the financial position date are translated at the applicable rates exchanges ruling at that date. Exchange differences are charged off as revenue expenditure in compliance with the provisions of IAS 21: The Effects of Changes in Foreign Exchange Rates.

3.05 General :

- a. Comparative information has been disclosed in respect of the year 2019-2020 for all numerical information in the financial statements and also the narrative and descriptive information where it is relevant for understanding of the current year's financial statements.
- b. Figures for the year 2020-2021 have been rearranged wherever considered necessary to ensure better comparability with the current year.

3.06 Income Tax Expenses :

Income Tax Expenses comprises of current and deferred tax. Income tax expenses is recognized in the Statement of comprehensive Income and accounted for in accordance with the requirements of IAS 12 : Income Tax.

3.07 Interest Income :

Interest income is recognized on accrual basis.

3.08 Borrowing Cost :

Borrowing costs are recognized as expenses in the period in which they are incurred unless capitalization of such is allowed under IAS 23 : Borrowing Costs.

3.09 Statement of Cash Flows :

The Statement of Cash Flow has been prepared in accordance with the requirements of IAS 7: Statement of Cash Flows. The cash generated from operating activities has been reported using the direct Method as prescribed by the Securities and Exchange Rule, 1987.

3.10 Earning Per Share :

The company calculates earnings for the year attributable of the ordinary shareholders. As there is no preference dividend, minority interest or extra ordinary items, the net profit after tax for the year has been considered as fully attributable to ordinary shareholders.

3.11 Revenue Recognition :

In compliance with the requirements of IAS 18: Revenue which are recognized when delivery were made from factory godown to carriers that is, when the significant risk and rewards of ownership have been transferred to the buyer, recovery of the consideration is probable, the associated costs and possible return of goods can be estimated reliably, and there is no continuing management involvement with the goods.

3.12 Presentation of Financial Statement :

The presentation of these financial statements is in accordance with the guidelines provided by IAS : 1 Presentation of Financial Statements.

The financial Statements comprises of :

- (a) a Statement of Financial Position as at the end of the financial period 2020-2021;
- (b) a Statement of Comprehensive Income for the financial period 2020-2021;
- (c) a Statement of Changes in Equities for the financial period 2020-2021;
- (d) a Statement of Cash Flow for the financial period 2020-2021;
- (e) notes, comprising summary of significant accounting policies and explanatory information.

3.13 Reporting Period :

The financial statements of accounting year from 1st July, 2020 to 30th June, 2021.

3.14 Authorisation for Issue :

The financial statements have been authorised for issue by the Board of Directors.

| Amount in Taka | |
|----------------|------------|
| 30.06.2021 | 30.06.2020 |

4.00 PROPERTY, PLANT & EQUIPMENTS : Tk. 16,317,050**Tangible Assets :**

- a. The above balance represents written down value of tangible Fixed Assets as on 30.06.2021 as shown in Fixed Assets Schedule attached with the financial statements.
- b. The management has taken physical verification of all Fixed Assets as on 30.06.2021 and they are found in reliable working condition.

Fixed Assets at cost less depreciation:

The above amount made up as follows:

| | | |
|--|-------------------|-------------------|
| Cost as on 30.06.2021 | 82,917,547 | 82,896,547 |
| Balance as on July 01, 2020 | 82,896,547 | 82,896,547 |
| Purchased during the year | 21,000 | - |
| Accumulated depreciation as on 30.06.2021 | 66,600,497 | 63,466,273 |
| Balance as on July 01, 2020 | 63,466,273 | 58,964,159 |
| Charged during the year | 3,134,224 | 4,502,114 |
| Written down value as on 30.06.2021 | 16,317,050 | 19,430,274 |

Details of fixed assets are given in annexure - A.

CURRENT ASSETS :**5.00 INVENTORIES : Tk. 438,587,719**

(Valued & Certified by the Managements)

This represents the inventory of goods and materials of the company, consisting of the following :

| | | Qty. (kg.) 30.06.2021 | | |
|-----------------------|-------------|--------------------------|--------------------|--------------------|
| Raw Materials (Wheat) | | 15,276,921 | 317,912,742 | 266,010,400 |
| Finished Goods | 5.01 | 5,003,742 | 120,234,062 | 101,793,528 |
| Gunny Bag | | - | 440,915 | 435,804 |
| Total | | 20,280,663 | 438,587,719 | 368,239,732 |

5.01. Details in Stock of Finished Goods : Tk. 120,234,062

| | Qty. (Kg.) | | | |
|--------------|------------------|------------------|--------------------|--------------------|
| | 30.06.2021 | 30.06.2020 | | |
| Maida | 2,171,833 | 1,906,245 | | |
| Suji | 154,567 | 105,360 | | |
| Atta | 1,243,380 | 1,701,602 | | |
| Dhula | 1,433,962 | 888,756 | | |
| Total | 5,003,742 | 4,601,962 | 120,234,062 | 101,793,528 |

6.00 ADVANCE, DEPOSITS & PRE-PAYMENTS : Tk. 8,976,976

| | | | |
|-------------------------|-------------|------------------|------------------|
| Electric Meter Security | 6.01 | 175,350 | 175,350 |
| Advance Income Tax | 6.02 | 8,801,626 | 6,685,807 |
| Total | | 8,976,976 | 6,861,157 |

6.01 Electric Meter Security : Tk. 175,350

| | | | |
|------------------|--|----------------|----------------|
| As per last year | | 175,350 | 175,350 |
| Add : This year | | - | - |
| Total | | 175,350 | 175,350 |

6.02 Advance Income Tax : Tk. 8,801,626

| | | | |
|--|-----------------|------------------|------------------|
| As per last A/C. | | 6,685,807 | 7,164,192 |
| Add : Paid during this year (AIT) | | 2,091,014 | 1,352,413 |
| Add : Deduction on Supply A/C (Adjusted) | 15.01.01 | 780,072 | 186,459 |
| Add : I T paid against Delivery Van | | 24,500 | 24,500 |
| Add : TDS on Bank interest | | 305 | 245 |
| | | 9,581,698 | 8,727,809 |
| Less : Adjusted during this year | 15.01.02 | 780,072 | 2,042,002 |
| Total | | 8,801,626 | 6,685,807 |

7.00 CASH & CASH EQUIVALENTS : Tk. 25,520,131

| | | | |
|-----------------------|--|------------------|----------------|
| Cash in hand | | 23,515,816 | 14,871,161 |
| Pay Order in Hand | | - | 200,000 |
| Cash at Bank : | | 2,004,315 | 514,211 |

Cash at Janata Bank Ltd. (Dormant)

A/C No. 003933003015

7,891 7,891

Cash at United Commercial Bank Ltd.

A/C No. 002513100000509

82,185 246

Islami Bank Bangladesh Ltd.

A/C. No. 20502230100054306

1,523,550 216,065

A/C. No. 20502230900016413

64,143 60,891

Al-Arafah Islami Bank Ltd.

A/C. No. 0021020054508

245,270 186,104

Pubali Bank Ltd.

A/C. No. 2438901040397

81,276 43,014

Total**25,520,131 15,585,372**

8.00 SHARE CAPITAL :

The share capital of the company has been expressed in the accounts in Taka currency.

8.01 Authorised Share Capital : Tk. 20,000,000.00

The authorised share capital of the company is Tk. 20,000,000.00 divided into 2,000,000 Ordinary Shares of Tk. 10/= each.

8.02 Issued, Subscribed & Paid-up Share Capital : Tk. 6,068,000.00

The share capital has been subscribed as under :

The contribution by the sponsors towards the capital of the company was 53.89% approximately of the respective obligation. There is no foreign shareholdings of the company.

Distribution Schedule :

The detailed schedule showing the number of shareholders and their shareholding in percentage has been disclosed below as requirement of the Regulation 37(3) of Dhaka Stock Exchange and Chittagong Stock Exchange.

| Range of Holding in Number of Shares | No. of Shareholders | No. of Share Held | 30.06.2021 Holding (%) |
|--------------------------------------|---------------------|-------------------|------------------------|
| Upto 500 Shares | 21 | 1,884 | 0.31% |
| 501 to 5,000 Shares | 9 | 7,166 | 1.18% |
| 5,001 to 10,000 Shares | 1 | 5,516 | 0.91% |
| 10,001 to 20,000 Shares | 24 | 266,292 | 43.88% |
| 20,001 to above | 5 | 325,942 | 53.72% |
| | 60 | 606,800 | 100% |

Market Price of Ordinary Shares :

The shares are listed with Dhaka Stock Exchange Ltd.

9.00 RESERVES & PROVISIONS : Tk. 157,448

Tax Holiday Reserve as before

10.00 DEFERRED LOSSES : Tk. (734,872)

This represents accumulated loss upto 30.06.86 which was transferred to above account from Profit & Loss Appropriation account. The above transfer was approved by the Board resolution dated 26.11.86. This resolution directed to write off the above deferred losses in 10 (ten) years if the company earns profit.

| | | |
|---------------------------|------------------|--------------------|
| As per last year | (1,102,310) | (1,469,748) |
| Less : 1/10th written off | 367,438 | 367,438 |
| Total | (734,872) | (1,102,310) |

11.00 RETAINED EARNINGS : Tk. 12,970,080

| | | |
|--------------------------------|-------------------|------------------|
| As per last A/C. | 7,994,165 | 6,380,185 |
| Add : Current years Net profit | 5,704,075 | 2,220,780 |
| | 13,698,240 | 8,600,965 |
| Less : Proposed Dividend | 728,160 | 606,800 |
| Total | 12,970,080 | 7,994,165 |

12.00 BANK OVERDRAFT : Tk. 459,795,429

| | | |
|---|--------------------|--------------------|
| Bank Overdraft from IBBL, VIP Road Branch : Dhaka. Customer ID 2230400007018 | 459,795,429 | 388,048,972 |
| | 459,795,429 | 388,048,972 |

Total

The above is the accumulated credit balance of 22 individual bank accounts of Islami Bank Bangladesh Limited, VIP Road Branch, Kakrail, Dhaka.

CURRENT LIABILITIES :**13.00 OUTSTANDING LIABILITIES : Tk. 75,620**

| | | | |
|-------------------------------|--------------|---------------|---------------|
| Accrued Expenses (Audit Fees) | | 30,000 | 30,000 |
| Legal Fees | | 25,000 | 25,000 |
| Sundry Creditors | | 10,380 | 12,730 |
| Discount on Sales | 13.01 | 10,240 | 11,850 |
| Total | | 75,620 | 79,580 |

13.01 Advance, Discount on Sales : Tk. 10,240

| | | | |
|------------------------|--|---------------|---------------|
| Discount against sales | | 10,240 | 11,850 |
| Total | | 10,240 | 11,850 |

The above creditors does not include any timebarred liability.

14.00 BILLS PAYABLE : Tk. 562,685

| | | | |
|--|-------|----------------|----------------|
| Electric Bill | | 544,962 | 569,608 |
| Telephone Bill | | 6,263 | 2,281 |
| Stock Dividend Fraction amount payable | | 344 | 344 |
| Unclaimed Dividend Payable, B/f | 1,600 | | |
| Add : This year | 326 | 1,926 | 1,600 |
| Office Electric Bill (Off. Lighting) due | | 9,190 | 8,340 |
| Total | | 562,685 | 582,173 |

15.00 OTHER LIABILITIES : Tk. 10,507,486

| | | | |
|-----------------------------------|--------------|-------------------|------------------|
| Provision for Income Tax | 15.01 | 9,379,303 | 7,447,308 |
| Workers Profit Participation Fund | 15.02 | 400,023 | 234,399 |
| Provision for Proposed Dividend | 15.03 | 728,160 | 606,800 |
| Total | | 10,507,486 | 8,288,507 |

15.01 Provision for Income Tax : Tk. 9,379,303

| | | | |
|---------------------------------|-----------------|-------------------|------------------|
| As per last A/C | | 7,447,308 | 7,387,092 |
| Add : Current year provision | 26.00 | 2,712,067 | 2,102,218 |
| | | 10,159,375 | 9,489,310 |
| Less : Adjusted during the year | 15.01.01 | 780,072 | 2,042,002 |
| Total | | 9,379,303 | 7,447,308 |

Note : Incom Tax Returns are submitted regularly, however the Income Tax assessments up to 2015-16 (Assessment year) has been completed by the Income Tax Authority.

15.01.01 Year wise Income Tax Paid & Provision : 780,072**Advance & Last year Income Tax Adjustment :**

| | | |
|--------------------------------------|----------------|------------------|
| Accounting Years | | |
| 2020-2021 (On Purchase & Supply A/C) | 780,072 | 186,459 |
| 2015-2016 | - | 1,855,543 |
| | 780,072 | 2,042,002 |

15.02 Workers Profit Participation Fund : Tk. 400,023

| | | |
|---|----------------|----------------|
| As per last A/C | 234,399 | 169,125 |
| Add : This year @ 5% on Income before WPPF | 400,023 | 234,399 |
| Manufacturing & Sales | 226,673 | |
| Purchase & Supply | 173,350 | |
| | 634,422 | 403,524 |
| Less : Paid | 234,399 | 169,125 |
| Due for Payment | 400,023 | 234,399 |

15.03 Proposed Cash Dividend : Tk. 728,160

| | | |
|---|------------------|------------------|
| As per last A/C. | 606,800 | 606,800 |
| Add : Proposed Cash Dividend for current year | 728,160 | 606,800 |
| | 1,334,960 | 1,213,600 |
| Less : Paid during the year | 606,800 | 606,800 |
| Participating by all shareholders | 728,160 | 606,800 |
| Income Tax Deducted at Source on Dividend paid @ 10% & 15% | 10,577 | 10,577 |
| Less : Paid | 10,577 | 10,577 |
| Total | - | - |

16.00 CALCULATION OF NET ASSET VALUE (NAV) PER SHARE : 30.42

| | | | |
|--|--------------|-------------------|-------------------|
| Share Capital | 8.00 | 6,068,000 | 6,068,000 |
| Tax Holiday Reserve | 9.00 | 157,448 | 157,448 |
| Defferred Loss | 10.00 | (734,872) | (1,102,310) |
| Retained Earnings | 11.00 | 12,970,080 | 7,994,165 |
| Total Shareholders' Equity | | 18,460,656 | 13,117,303 |
| No. of Ordinary Shares outstanding | | 606,800 | 606,800 |
| Net Asset value (NAV) per share | | 30.42 | 21.62 |

17.00 SALES : Tk. 321,996,080

| | Qty. (Kg.) | | | |
|--------------|-------------------|-------------------|--------------------|--------------------|
| | 30.06.2021 | 30.06.2020 | | |
| Maida | 4,296,574 | 4,277,960 | 151,147,512 | 149,728,600 |
| Suji | 211,488 | 210,563 | 7,439,855 | 7,369,705 |
| Atta | 5,672,122 | 5,648,996 | 155,621,546 | 154,492,006 |
| Dhula | 2,192,091 | 2,182,540 | 7,787,167 | 7,700,432 |
| Total | 12,372,275 | 12,320,059 | 321,996,080 | 319,290,743 |

18.00 COST OF GOODS SOLD : Tk. 297,846,436

| | | | | |
|---|--------------|--|--------------------|--------------------|
| Opening Inventory (Finished goods) | | | 101,793,528 | 112,655,864 |
| Cost of Production | 18.01 | | 312,931,859 | 281,171,651 |
| Gunny Bag Used | 18.02 | | 2,105,801 | 2,094,908 |
| Loading Charges | | | 1,249,310 | 1,215,046 |
| Cost of Goods Available for Sale | | | 418,080,498 | 397,137,469 |
| Less : Closing Inventory (Finished Goods) | | | 120,234,062 | 101,793,528 |
| Cost of Goods Sold | | | 297,846,436 | 295,343,941 |

18.01 Cost of Production : Tk. 312,931,859**a) Wheat Consumed :**

| | Qty.(Kg.) | | | |
|-----------------------|-------------------|--------------------|--------------------|--|
| | 30.06.2021 | | | |
| Opening Stock | 12,919,397 | 266,010,400 | 250,580,500 | |
| Add : Purchases | 15,392,274 | 352,244,143 | 285,786,217 | |
| | 28,311,671 | 618,254,543 | 536,366,717 | |
| Less : Wastage | 260,695 | - | - | |
| | 28,050,976 | 618,254,543 | 536,366,717 | |
| Less : Closing Stock | 15,276,921 | 317,912,742 | 266,010,400 | |
| Wheat Consumed | 12,774,055 | 300,341,801 | 270,356,317 | |

b) Manufacturing Expenses :

| | | | |
|---------------------------------|-----------------|--------------------|--------------------|
| Factory Wages | | 2,260,824 | 2,224,599 |
| Factory Expenses | 18.01.01 | 10,329,234 | 8,590,735 |
| | | 12,590,058 | 10,815,334 |
| Cost of Production (a+b) | | 312,931,859 | 281,171,651 |

Details of Production in Quantity : 12,774,055

| | Qty. (Kg.) | |
|--------------|-------------------|-------------------|
| | 30.06.2021 | 30.06.2020 |
| Maida | 4,562,162 | 4,237,924 |
| Suji | 260,695 | 242,167 |
| Atta | 5,213,900 | 4,843,341 |
| Dhula | 2,737,298 | 2,542,754 |
| Total | 12,774,055 | 11,866,186 |

18.01.01 Factory Expenses : Tk. 10,329,234

| | | |
|--------------------------------------|-------------------|------------------|
| Trucks Oil, Mobil, etc. Expenses | 534,812 | 512,945 |
| Coolly Charges (Loading & Unloading) | 541,435 | 525,830 |
| Electric Bill | 7,769,098 | 6,176,714 |
| Wheat Cleaning Charges | 691,826 | 690,541 |
| Machinery Oil, Mobil, etc. | 792,063 | 684,705 |
| Total | 10,329,234 | 8,590,735 |

18.02 Gunny Bag Used : Tk. 2,105,801

| | | |
|-----------------------|------------------|------------------|
| Opening Stock | 435,804 | 425,542 |
| Add : Purchase | 2,110,912 | 2,105,170 |
| | 2,546,716 | 2,530,712 |
| Less : Closing Stock | 440,915 | 435,804 |
| Total used tk. | 2,105,801 | 2,094,908 |

OTHER OVERHEAD**19.00 Selling & Administrative Expenses: Tk. 4,204,192**

| | | | |
|---|--------------|------------------|------------------|
| Directors Remuneration | 19.01 | 72,000 | 72,000 |
| Staff Salaries | | 1,609,680 | 1,548,990 |
| Staff Festival Bonus | | 114,890 | 110,490 |
| Conveyance | | 85,120 | 83,340 |
| Entertainment | | 54,399 | 52,250 |
| Telephone charges | | 7,855 | 7,939 |
| Stationery expenses | | 49,317 | 48,974 |
| Mobile expenses | | 14,236 | 13,480 |
| Postage & Stamp | | 19,441 | 18,670 |
| Electric Maintenance | | 127,082 | 122,918 |
| Vehicle's Oil, Mobil, Fuel, etc. | | 144,158 | 141,925 |
| Staff Medical expenses | | 48,976 | 47,810 |
| VAT on Office Rent | | 20,160 | 20,160 |
| Office Rent | | 134,400 | 134,400 |
| Machinery Maintenance | | 165,218 | 160,736 |
| General expenses | 19.02 | 74,369 | 71,261 |
| Audit Fees | 19.03 | 30,000 | 30,000 |
| Car Oil, Mobil, Fuel etc. | | 139,767 | 135,411 |
| Office Electric charges | | 38,463 | 35,351 |
| News Paper & Periodicals | | 9,105 | 9,084 |
| Legal expenses | | 25,000 | 25,000 |
| Misc. expenses | | 93,610 | 89,792 |
| Delivery Van's Oil, Mobil, Fuel, etc. | | 124,340 | 121,938 |
| Lease Finance Charges of Delivery Covered Van | | 950,356 | 1,036,752 |
| Annual Listing Fees - DSE Ltd. | | 52,250 | 50,000 |
| Total | | 4,204,192 | 4,188,671 |

19.01 Directors Remuneration & Allowance : Tk. 72,000**Director's Remuneration:**

Mrs. Sayeda Momtaz Ara Haque

72,000 72,000

Total**72,000 72,000****Remuneration to Officers : Tk. 72,000**

- a) Aggregate amount and break -up there of remuneration paid to Officers under para 4 (1) of part (ii) of the Bangladesh securities & exchanges rules 1987.
- b) Aggregate Amount Tk. 72,000.00 .
- c) No compensation was allowed by the Company to other Directors of the Company.
- d) No amount of money was spent by the Company for compensating any member of the board for special services rendered.
- e) No board meeting attendance fees were paid to the directors of the Company.

19.02 General Expenditure: Tk. 74,369

During the year Tk. 74,369 was expended under the above head of account. It is noted that there has no item of general expenditure for the amount equivalent to 2% of total selling & administrative expenses.

19.03 Audit Fees : Tk. 30,000

Total audit fee provided in the accounts for the year under audit represents only audit fee for the financial year 2020-2021.

20.00 Financial Expenses : Tk. 12,051,091

Bank Charge & Interest Paid/ Profit
Less : Last year's Outstanding

12,051,091 11,116,770

- -

Total**12,051,091 11,116,770****21.00 Depreciation : Tk. 3,134,224**

Depreciation charged during the year

3,134,224 4,502,114

Total**3,134,224 4,502,114**

- i) The above balance represents written down value of tangible Fixed Assets as on 30.06.2021 as shown in Annexure- A.
- ii) The Provision of IAS 16: the method and rate of depreciation has been consistently followed.

22.00 Worker's Profit Participation Fund : Tk. 400,023

This represents statutory contribution by the company as per Bangladesh Labour Law 2006, which is the provision @ 5% of net profit before tax (but after charging such provision).

Allocation of Profit Participation Fund :

| | | | |
|---------------------------|-------|----------------|----------------|
| Manufacturing & Sales A/C | 15.02 | 226,673 | 197,107 |
| Purchase & Supply A/C | 15.02 | 173,350 | 37,292 |
| Total | | 400,023 | 234,399 |

PURCHASE AND SUPPLY ACCOUNT :**23.00 Revenue : Tk. 26,910,860****Bill Received**

| | | | |
|-------------------------|------|-------------------|------------------|
| Net received in Cheque | | 26,130,788 | 4,475,016 |
| Tax Deducted at Sources | 6.02 | 780,072 | 186,459 |
| Total | | 26,910,860 | 4,661,475 |

Details Shown in Annexure-B

24.00 Cost of Work : Tk. 23,227,717

| | | | |
|--------------|--|-------------------|------------------|
| Purchases | | 23,227,717 | 3,867,147 |
| Total | | 23,227,717 | 3,867,147 |

25.00 Other Overhead : Tk. 216,156

| | | | |
|---|--|----------------|---------------|
| Conveyance | | 8,577 | 1,890 |
| Telephone Bill (Mobile) | | 3,786 | 835 |
| Misc. Expenses | | 6,206 | 1,360 |
| Delivery Van's Oil, Mobil, Fuel, etc. | | 24,237 | 7,115 |
| Workers Profit Participation Fund (provision) | | 173,350 | 37,292 |
| Total | | 216,156 | 48,492 |

26.00 Provision for Income Tax : Tk. 1,931,995**i. Income Tax Paid & Provision :**

| | | | |
|-----------------------------|-------|------------------|------------------|
| Financial Years | | | |
| 2015-2016 | | - | 1,855,543 |
| 2019-2020 | | - | |
| 2020-2021 | | 2,712,067 | 2,102,218 |
| Manufacturing & Sales | 26.01 | 1,931,995 | 1,915,759 |
| Purchase & Supply deduction | | 780,072 | 186,459 |
| | | 2,712,067 | 3,957,761 |

ii. Advance Income Tax Adjustment :

| | | | |
|--------------------------|-----------------------|------------------|------------------|
| Financial year 2020-2021 | Asstt. Year 2021-2022 | 780,072 | 1,855,543 |
| | | 780,072 | 1,855,543 |
| Balance (i -ii) | 15.01 | 1,931,995 | 2,102,218 |

26.01 Calculation of Minimum Tax on Manufacturing & Sales Income :

| | | |
|--|------------------|------------------|
| Net Profit | 4,533,464 | 3,942,140 |
| Net Profit (U/S 82C Supply A/C) | 3,466,987 | 745,836 |
| Bank Interest | 3,057 | 2,460 |
| Total Income (including Supply 82/C Income) | 8,003,508 | 4,690,436 |
| Provision for Tax @ 22.5% | 1,800,789 | 1,172,609 |
| Net Profit | 4,533,464 | 3,942,140 |
| Bank Interest | 3,057 | 2,460 |
| Total Income (Excluding Supply 82/C Income) | 4,536,521 | 3,944,600 |
| Provision for Tax @ 22.5 % | 1,020,717 | 986,150 |

Minimum Tax u/s 16BBB :

| | | |
|---|--------------------|--------------------|
| Gross Bill Receipts | 26,910,860 | 4,661,475 |
| Sales Receipts | 321,996,080 | 319,290,743 |
| Bank Interest | 3,057 | 2,460 |
| Total Income | 348,909,997 | 323,954,678 |
| Where Applicable Provision for Tax @ 0.6% | 2,093,460 | 1,943,728 |

Minimum Tax u/s 16BBB :

| | | |
|--|--------------------|--------------------|
| Sales Receipts | 321,996,080 | 319,290,743 |
| Bank Interest | 3,057 | 2,460 |
| Total Income (Excluding Supply 82/C Income) | 321,999,137 | 319,293,203 |
| Where Applicable Provision for Tax @ 0.6% | 1,931,995 | 1,915,759 |

27.00 Earning Per Share (EPS) :

| | | |
|---|-------------|-------------|
| (a) Earnings attributable to the Ordinary Shareholders | 5,704,075 | 2,220,780 |
| (b) Weighted average number of Ordinary Shares outstanding during the year | 606,800 | 606,800 |
| Earning Per Share (EPS) | 9.40 | 3.66 |

OTHERS :**28.00 Production Capacity :**

During the year the company made production of 12,774,055 tons being 70.97% of the attainable capacity of the Industrial unit of 18,000 tons per year on single shift basis.

29.00 Claims against the company not Acknowledged as Debt, If any :

There was no claim against the Company for acknowledge as debt as on 30.06.2021.

30.00 Contingent Assets/Liabilities :

So far the books of account and documents shown the company has no contingent Assets/liability as of the date of audit.

If any liability arises on disposal of the cases, the Company shall provide for such liability in the year of final disposal.

31.00 Contract for Capital Expenditure :

It is noted that there was no contracts for capital expenditure remaining to be executed as on 30.06.2021 and as such provision for any such expenses is not necessary for the year.

32.00 Commission / Brokerage to selling agent :

No commission was incurred or paid to any sales agent nor any brokerage or discount other than conventional trade discount was incurred or paid against sales.

33.00 Realisibility of Current Assets :

The management considered that all current assets are realisable on ordinary course of business.

34.00 Aggregate Amount due by Directors and other Officers of the Company or by Associate undertaking :

The company has no dues mentioned as above during the year under review.

35.00 Number of Employees Drawings Salary or Wages Below Tk. 3,000 per Month and Tk. 3,000 or More per Month :

| Category of Employees | Number of Employees | Total Amount Salary/Wages |
|----------------------------|---------------------|---------------------------|
| Below Tk. 3,000.00 Month | Nil | - |
| Tk. 3,000.00 or More Month | 35 | 3,870,504 |
| | 35 | 3,870,504 |

YUSUF FLOUR MILLS LIMITED

SCHEDULE OF FIXED ASSETS
FOR THE YEAR ENDED JUNE 30, 2021

Annexure-A

| Particulars | COST | | Rate | DEPRECIATION | | Written down value as on 30.06.2021 | Written down value as on 30.06.2020 |
|--|-------------------|--------------------|------|---------------------------|------------------------|-------------------------------------|-------------------------------------|
| | As on 01.07.2020 | Addition this year | | Adjustment/Sale this year | Total as on 30.06.2021 | | |
| Land | 405,659 | - | 0% | 405,659 | - | 405,659 | 405,659 |
| Land Development | 367,886 | - | 0% | 367,886 | - | 367,886 | 367,886 |
| Building | 17,944,311 | - | 10% | 17,944,311 | - | 13,577,025 | 4,367,286 |
| Plant & Machinery | 53,455,028 | - | 20% | 53,455,028 | - | 43,703,435 | 9,751,593 |
| Furniture & Fixtures | 197,732 | - | 10% | 197,732 | - | 146,274 | 51,458 |
| Vehicles | 260,000 | - | 20% | 260,000 | - | 259,930 | 70 |
| Electric Installation | 1,988,823 | - | 10% | 1,988,823 | - | 1,260,047 | 728,776 |
| Equipment | 734,522 | 21,000.00 | 15% | 755,522 | - | 575,460 | 180,062 |
| Delivery Van | 578,500 | - | 15% | 578,500 | - | 572,388 | 6,112 |
| Electric Motor | 389,575 | - | 20% | 389,575 | - | 365,245 | 24,330 |
| P. F. I. & Transformer | 290,000 | - | 20% | 290,000 | - | 286,655 | 3,345 |
| Electric Fan | 26,685 | - | 20% | 26,685 | - | 22,437 | 4,248 |
| Factory Godown | 4,413,036 | - | 20% | 4,413,036 | - | 4,301,987 | 111,049 |
| Computer | 342,630 | - | 15% | 342,630 | - | 279,796 | 62,834 |
| Laboratory Equipments | 144,000 | - | 15% | 144,000 | - | 133,306 | 10,694 |
| Water Pump & Tank | 141,752 | - | 15% | 141,752 | - | 119,173 | 22,579 |
| Photostate Machine | 78,000 | - | 15% | 78,000 | - | 64,946 | 13,054 |
| Computer Printing Machine | 8,700 | - | 15% | 8,700 | - | 6,985 | 1,715 |
| Leasehold Delivery Van | | | | | | | |
| No. D. Metro-AU-14-1113 (Lease Amount in Tk. 1,000,000/-) | 671,835 | - | 15% | 671,835 | - | 590,604 | 81,231 |
| Self Finance | 15,084 | - | 20% | 15,084 | - | 13,058 | 2,026 |
| Truck No.D.Metro-TA-11-4313 | | | | | | | |
| Purchase | 442,789 | - | 15% | 442,789 | - | 321,746 | 121,043 |
| Packing Equipment | | | | | | | |
| Total | 82,896,547 | 21,000.00 | | 82,917,547 | - | 66,600,497 | 19,430,274 |

Leasehold Property :

1) Leasehold Packing Equipment

Nil

YUSUF FLOUR MILLS LIMITED
Bill Received Schedule of Supply Account
 FOR THE YEAR ENDED JUNE 30, 2021

Annexure-B

| Name of the Company | Net Cheque | Tax | VAT | Penalty | Gross Bill |
|---|-------------------|----------------|-----|---------|-------------------|
| Cocola Food Products Ltd. | | | | | |
| Road # 16/A, House # 14, Gulshan-1, Dhaka | 977,878 | 40,745 | - | - | 1,018,623 |
| Do | 2,320,691 | 96,695 | - | - | 2,417,386 |
| Do | 2,583,394 | 107,642 | - | - | 2,691,036 |
| Do | 2,970,917 | 123,788 | - | - | 3,094,705 |
| Sub Total - 1 | 8,852,880 | 368,870 | - | - | 9,221,750 |
| Danish Foods Ltd. | | | | | |
| Shanta western Tower (Level-13) | | | | | |
| 186, Bir Uttam Mir Shawkat Road. | 1,382,400 | 57,600 | - | - | 1,440,000 |
| Tejgaon 1/A, Dhaka-1208. | 1,373,760 | 57,240 | - | - | 1,431,000 |
| Do | 2,940,000 | 60,000 | - | - | 3,000,000 |
| Do | 3,189,900 | 65,100 | - | - | 3,255,000 |
| Do | 6,352,223 | 129,637 | - | - | 6,481,860 |
| Do | 2,039,625 | 41,625 | - | - | 2,081,250 |
| Sub Total - 2 | 17,277,908 | 411,202 | - | - | 17,689,110 |
| Sub Total - (1+2) | 26,130,788 | 780,072 | | | 26,910,860 |

YUSUF FLOUR MILLS LTD.
AKRAM TOWER (12TH FLOOR),
199, SHAHID SYED NAZRUL ISLAM SWARANI, DHAKA-1000.
FORM OF PROXY

Register Folio No

No. of shares held.....

I/We

of

being shareholder / shareholders of Yusuf Flour Mills Ltd. and entitled to vote hereby appoint.

Mr. / Mrs.

as my / our proxy to attend and vote for me / us and my/ our behalf at the 44th ANNUAL GENERAL MEETING of the company to be held on 28th December 2021 and / or at any adjournment there of. As witness my / our hand this..... day of.....2021.

Signature

AFFIX EIGHT TAKA

REVENUE STAMP

NOTE

1. A member entitled to attend and vote at the general meeting is entitled to appoint a proxy to attend and on a poll, to vote on his/ her behalf.
2. Form of proxy, duly stamped, must be deposited at the Registered office of the Company not later then 48 hours before the time fixed for the meeting and, in default, forms of proxy will not be treated as valid.
3. The proxy must be a member of the company.

YUSUF FLOUR MILLS LTD.

AKRAM TOWER (12TH FLOOR),
199, SHAHID SYED NAZRUL ISLAM SWARANI, DHAKA-1000.

ATTENDANCE SLIP

Please complete this attendance slip and hand it over at the entrance of the hall.

I hereby record my attendance at the 44th ANNUAL GENERAL MEETING being held on 28th December-2021 at **AKRAM TOWER (12TH FLOOR) 199, SHAHID SYED NAZRUL ISLAM SWARANI, DHAKA-1000.**

Name of Member / Proxy.....

Register folio no.....

Signature

