

ANNUAL REPORT

2023-2024

Rahima Food Corporation Ltd.

	Page
Notice of Annual General Meeting	02
Mission Statement	03
Corporate Directory	04
The Company and its business	05
Directors' Report to the Shareholders	06
Key operating and Financial data	11
Dividend distribution policy	12
Directors profile	14
Report of the Audit Committee	15
Corporate Governance Code compliance certification	17
CEO and CFO's certification to the Board	18
Status of compliance of Corporate Governance code	19
<i>Financial Report :</i>	
Auditors Report	29
Statement of Financial position	34
Statement Profit & Loss & other Comprehensive Income	35
Statement of changes in Shareholders' equity	36
Statement of Cash Flows	37
Notes to the Financial Statements	38
<i>Proxy Form</i>	58

NOTICE OF THE ANNUAL GENERAL MEETING

Notice is hereby given that 34th Annual General Meeting of the Shareholders of Rahima Food Corporation Ltd. will be held on 23rd December, 2024 at 11:00 A.M. to transact the following business. The meeting will be held hybrid which will be conducted via live webcast by using digital platform through the link <https://rahimafood.bdvirtualagm.com>

1. To confirm the minutes of the 33rd Annual General Meeting of the company held on 10th December, 2023.
- 2.. To receive, consider and adopt the Audited Accounts of the company for the year ended on 30th June, 2024 together with the report of the Auditors and Directors thereon.
- 3.. To declare dividend for the year 2023-2024
- 4.. To appoint Directors in place of retiring Directors.
- 5.. To appoint external Auditors for the year 2024-2025 and to fix their remuneration.
- 6.. To appoint professional for certification of compliance of corporate Governance code and to fix their remuneration for the year 2024-2025.
7. To transact any other business of the company with permission of the chair.

Dated: Dhaka, the 26th November, 2024

By order of the Board



(Md. Zakir Hossain)
Company Secretary

NOTES :

1. *The record date for the meeting is 18th November, 2024, The Shareholders whose names will appear in the share register of the company or in the depository register on that date will be entitled to attend at the Annual General Meeting.*
2. *Any member of the company entitled to attend and vote at the above meeting may appoint another person as his/her proxy to attend and vote on his/her behalf (through digital platform). The proxy form duly filled in and affixing revenue stamp must be sent through e-mail to the share department of the company at rfcl.rahimafood@gmail.com at least 48 hours before the time fixed for starting the meeting. The proxy form, to be submitted will be available with the Annual Report 2023-2024 of our company.*
3. *For smooth conduct of the meeting, members having queries on the Audited Accounts or on the Directors' Report are requested to submit the same to the office of the company at least 3 days before the meeting.*

For kind attention of the shareholders :

No gift or no other benefit, cash or kind will be paid to any shareholder attending the meeting as per restriction imposed by the BSEC vide Notification No. SEC/SRMI/2000-953/1950, dated 24.10.2000

OUR MISSION

- ▶ Catering to customer need through manufacturing quality product and provide at reasonable price.
- ▶ Maximizing shareholders interest and at the same time fulfill social responsibilities.

OUR VISION :

- ▶ To be the most prestigious company in Bangladesh by earning confidence of the customers .
- ▶ To earn dignity and self respect by creating shareholders value.

OUR OBJECTS :

- ▶ To conduct transparent business operation within the legal and social framework to attain our mission and vision

WE VALUE :

- ▶ We value our employees as the most precious assets of the company whose sincere efforts will help us in achieving our mission, vision and object.

CORPORATE DIRECTORY

BOARD OF DIRECTOR :

Mrs. Hamida Rahman	:	Chairman
Mr. Md. Hasan	:	Managing Director
Mrs. Farzana Rahman	:	Director
Mrs. Shampa Rahman	:	Director
Nominee of VOTT Oil Refineries Ltd.		
Muhd. Abdus Samad	:	Independent Director

AUDIT COMMITTEE :

Muhd. Abdus Samad	:	Chairman
Mr. Md. Hasan	:	Member
Mrs. Farzana Rahman	:	Member
Mrs. Shampa Rahman	:	Member
Nominee of VOTT Oil Refineries Ltd.		

NOMINATION AND REMUNERATION COMMITTEE :

Muhd. Abdus Samad	:	Chairman
Mr. Md. Hasan	:	Member
Mrs. Shampa Rahman	:	Member

CHIEF FINANCIAL OFFICER : **Mr. Shahidur Rahman, FCMA**

COMPANY SECRETARY : **Mr. Md. Zakir Hossain**

AUDITORS : **MABS & J Partners**
Chartered Accountants
SMC Tower (Level-7), Banani C/A.
Road-17, Dhaka - 1213.

REGISTERED OFFICE : **Uttar Rupshi, Rupgonj,**
& **Narayangonj**
FACTORY **Phone : 880-9611611123**
E-mail : rfcl.rahimafood@gmail.com
Web : www.rahimafood.com

THE COMPANY AND ITS BUSINESS

Rahima Food Corporation Ltd. was incorporated on 06 June, 1990 as a Private Limited Company in Bangladesh under Companies Act 1913 and subsequently had been converted into a Public Limited Company on 28th June, 1996. It went for Initial Public Offering of shares in 1997 and its shares are now listed with Dhaka Stock Exchange Ltd. and Chittagong Stock Exchange Plc.

Rahima Food Corporation Ltd. originally had been established for more than two decades ago as an edible oil producing and marketing company. In December, 2017, the management of the Company had decided to change its nature of business, as it had been sustaining loss year to year. After due consideration of all factors they had decided to set up a Coconut Oil producing plant for producing and marketing of Coconut oil. A new plant for this purpose had been established, which commenced commercial operation in February, 2022.

For more profitable operation of the company, the management further had decided in February, 2022 to set up a plant for processing and packing of Cashew Nuts for marketing the product at home and abroad and another plant for bottling of Soybean oil and mustered oil for local marketing. The plant for processing and packing of Cashew Nuts had been established which commenced commercial operation in May, 2022. The work for establishment of the plant for bottling of soybean oil and mustered oil has been completed very recently and is preparing for commencing commercial operation.

DIRECTORS' REPORT TO THE SHAREHOLDERS FOR THE YEAR ENDED 30 JUNE, 2024.

Respected Shareholders,

On behalf of the Board of Directors of Rahima Food Corporation Ltd., I am pleased to place before you the Directors' report and the Audited Financial Statements of the company for the year ended 30th June, 2024 together with report of the Auditors thereon as under for your kind information :

i) Industrial outlook and possible future developments in the industry :

Rahima Food Corporation Ltd., established for more than two decades ago had been a well known consumer goods producing and marketing Company in Bangladesh. It used to produce and market refined edible till 2013, after which it had to decide to change its nature of business to avoid sustaining loss. The City Group, one of the conglomerates of Bangladesh, acquired control of the Company in 2017. The new management of the company, studying the demand for various consumer goods in the market and keeping in view its future prospect, decided to introduce in it production of multiple products for marketing these at home and abroad. With that end in view, they decided to set up plants for producing and marketing coconut oil, do bottling of soybean oil and mustard oil for domestic consumption and a plant for processing and packing of Cashew Nuts for marketing the product at home and abroad. The plants for producing coconut oil and processing and packing of Cashew Nuts have already been established which have been in commercial operation since year 2022.

The future of an industry in the growth stage of its life cycle depends on rapidly growing demand for its products, increasing profitability and minimal rivalry competitors in the in country. Because of rapidly rising demand and profitability, Cashew Nuts sector in Bangladesh may be regarded in the growing stage of the industry life cycle. Demand for Cashew Nuts in Bangladesh is increasing at the rate of 15 – 20% per year, while it is growing globally at the rate of 4.5% . According to the Department of Agricultural Extension, 30% of total demand for Cashews are produced in Bangladesh. Rest are imported from abroad. But the import cost of raw Cashews are much higher. Therefore the demand for local Cashews are increasing day by day and local growers are becoming more and more interested to grow more cashews every year. It is expected that in near future most part of total demand for cashews will be available locally. The rivalry in this sector is low, because the cost to set up this plant is much higher and working capital requirement is also very high. Therefore there is a bright prospect for Rahima Food Corporation Ltd. for further development of this business in future..

Coconut oil industry in Bangladesh can be considered in the growth stage of industry life cycle because of highly growing demand and increasing profitability. Coconut oil has had a relatively stable market during the period of both expansion and contraction. Demand for high quality and different varieties of products produced from coconut oil is increasing day by day. Therefore there exists wide scope for Rahima Food Corporation Ltd for possible future development of its coconut oil business. .

ii) Segment wise or product wise performance :

During the period under report, Rahima Food Corporation Ltd. has been in commercial operation of two plants, namely Coconut oil producing plant and Cashew Nut processing plant. But during this period contribution towards revenue of the company is mainly from sale of Cashew Nuts, but is very insignificant from sale of coconut oil due to scanty marketability of the product. However, the management expects that their product will get popularity among the consumers very soon and its contribution towards revenue will reach to optimum level.

iii) Risks and concerns :

Like any other business industry, the coconut oil producing and marketing and Cashew Nuts processing and marketing business of the company are exposed to probable social, technical and political risk, in addition to financial risk embedded in normal business transactions. Management is fully aware of the risks and will be able to take appropriate measures to avoid or reduce risk that may arise during the normal course of business of the company.

iv) Turn-over, cost of goods sold / Factory overhead expenses, Gross Profit(Loss), Net Profit (Loss) for the year compared to the previous year is as under :

Particulars	30 th June, 2024		30 th June, 2023	
	Taka	% of sales	Taka	% of sales
Net Turnover	153,924,741	100.00	219,473,469	100.00
Factory expenses	116,533,532	75.71	183,965,884	83.82
Gross profit (Loss)	37,391,209	24.29	35,507,585	16.18
Admin. Selling and General expenses	8,735,136	5.67	9,372,414.	4.27
Operating Profit	28,656,073	18.62	26,135,171	11.91
Other Income/ (Expenses) :				
Interest Income on Bank deposits	194,291	0.126	1,844,073	0.84
Contribution to WPWF	(1,373,825)	(0.892)	(1,332,345)	(0.61)
Net Profit before Tax	27,476,538	17.85	26,646,899	12.14
Current Tax (Expense)	(5,441,577)	(3.54)	(3,597,269)	(1.64)
Deferred Tax (Expense) Income	(666,916)	(0.43)	(2,488,832)	(1.13)
Net Profit	21,368,045	13.88	20,056,798	9.37

Net profit earned during the year under report is more than that of the previous year, though net turnover during this year is much less than that of the previous year. This was because of better sales price of products sold during the reporting year compared to that of the previous year.

v) Extra-Ordinary gain or loss :

The company had no extra-ordinary gain or loss during the year under report.

vi) Related party transactions :

During the year under report, the company has made transactions with City Sugar Industries Ltd. which is a Related party and this has been disclosed in Note 13 of the Financial Statements. Transactions with City Sugar Industries Ltd. arises out of fund transfer from the Related party to Rahima Food Corporation Ltd.. The transactions with the Related parties bears no interest or any other charge.

vii) Variance between Quarterly Financial Statements and Annual Financial Statements:

The business of the company through out the year under report was more or less stable and it earned profit in each quarter and therefore it can be said that proportionate variance the quarter financial statements and the Annual Financial Statements are uniform.

viii) Remuneration to Directors including the independent Directors :

No remuneration was paid to the Directors during the year under report excluding the Independent Director who has been paid remuneration @ Taka 5,000/- for attending each Board Meeting and Audit Committee Meeting during the year.

ix) Statement of the Directors on Financial Reports :

- a) The Financial Statements prepared by the company for the year 2023-2024 present fairly its state of affairs, the result of its operations, cash flows and changes in equity;
- b) Proper books of account have been maintained by the company;
- c) Appropriate accounting policies have been consistently applied in preparation of the financial statements and the accounting estimates are based on reasonable and prudent judgment.
- d) In preparing the financial statements, International and other accounting standards, as applicable in Bangladesh, have been followed.
- e) The system of internal control is sound in design and has been effectively implemented and monitored.
- f) The company has enough resources to continue its business in the foreseeable future and therefore the Directors have no doubt about the ability of the company to continue as a going concern.

x) Deviation from the last year's operating results :

During the year under report, the company has earned net profit of Taka 21,368,045.00 as against net profit of Taka 20,560,798.00 earned during the previous year. Net profit during the reporting year is more than that of the previous year, though net turn over during the reporting year was much less than that of the previous year. This was possible because of better sales price of the products sold during this year compared to that of the previous year.

xi) Key operating and financial data of last five preceding years :

Key operating and financial data for the last preceding five years has been annexed (**Annexure- I**).

xii) Profit and appropriation :

Net profit during the year under report	Taka 21,368,045
Less : Provision for proposed dividend	<u>20,000,200</u>
Un-appropriate profit	<u>Taka 1,367,845</u>

xiii) Dividend :

Taking in to consideration the profit earned by the company during the year, the Board of Directors in its meeting held on 27.10.2024 has proposed to pay Cash dividend @ 10% to all of its shareholders including the Directors. The Company has its own dividend payment policy which has been annexed (**Annexure - II**).

xiv) Board meeting and attendance :

During the year under report 11 (Eleven) Board meetings were held. The attendance record of the Directors in the Board meeting is as under :

Name	Status	Attendance	Remarks
1. Mr. Fazlur Rahman	Ex-Chairman	05	Expired on 25.12.2023.
2. Mr. Md. Hasan	Managing Director	09	
3. Mrs. Hamida Rahman	Chairman	11	
4. Mrs. Farzana Rahman	Director	0	She has been on leave
5. Mrs. Shampa Rahman	Director	11	
Nominee of VOTT Oil Refineries Ltd.			
6. Barrister Hasan Rajib Prodhan	Independent Director	04	Period expired on 14.1.2024
7. Muhd. Abdus Samad	Independent Director	01	Appointed on 15.4.2024

xv) The pattern of shareholdings as on 30 June, 2024 is as under :

<u>Name wise details</u>	<u>No. of shares held</u>
a) Parent/Subsidiary/Associated Companies & other Related parties	6,35,000
b) Sponsors, Directors, Chief Executive Office, Company Secretary, Chief Financial Officer, Head of Internal Audit :	
1. Late Mr. Fazlur Rahman, Ex-Director	1,630,052
2. Mrs.Hamida Rahman, Director	1,629,696
3 Mr Md. Hasan, Director	1,629,696
4. Mrs.Farzana Rahman, Director	1,010,000
5. VOTT oil Refineries Ltd., Nominated Director in the Board	1,575,000
6. Muhd. Abdus Samad, Independent Director	Nil
7. Mr. Shahidur Rahman, Chief Financial Officer	Nil
8. Mr. Md. Zakir Hossain, Company Secretary	Nil.
c) Senior Corporate Executives	Nil
d) Shareholders holding 10% or more voting interest in the company	Nil

xvi) Directors retirement and re-appointment /appointment :**Re-appointment of Directors :**

Mrs. **Farzana** Rahman, Director and Mrs. Shampa Rahman, Director(Nominee of VOTT Oil Refineries Ltd.)of the company retire by rotation as per Article 82 of the Articles of Association of the company and being eligible offer themselves for re-appointment as per Article 84 of the Articles of Association of the company.

Appointment of Independent Director :

The tenure of appointment of Barrister Hasan Rajib Prodhan, as Independent Director of the Company expired on 14.1.2024 and the Board of Director of the Company in its meeting held on 15.4.2024 has appointed Mr. Muhd. Abdus Samad as an Independent Director of the Company in place of Barrister Hasan Rajib Prodhan .

Short profile of the Directors, appointed/ re-appointed during the year are annexed(**Annexure -11I**).

xvii) Audit Committee :

Audit Committee has been formed as per guide line issued by the BSEC and the Report of the Audit Committee is Annexed. (**Annexure - IV**)

xviii) Appointment of Statutory Auditors :

Existing Auditors of the company, M/S. MABS & J Partners, Chartered Accountants, SMC Tower(7th Floor), 33, Banani C/A, Road-17,, Dhaka 1213, have completed their audit for the year ended 30 June, 2024. They have been working as Auditors of Rahima Food Corporation Ltd. for last three consecutive years and therefore is not eligible for re -appointment as per guideline issued by BSEC vide Notification No. BSEC/CMRRCD/2006-158/208/Admin/81, dated 20.6.2018 . The Audit Committee of the Company has made proposal for appointment of M/S. Pinaki & Company, Chartered Accountants as Audits of the Company for the year ended 30 June, 2025 with remuneration as that of the previous year. During the previous year the statutory Auditors has been appointed with a remuneration of Taka 3,20,000.00 excluding VAT. The Board of Directors of the Company has recommended for appointment of M/S. Pinaki & Company, Chartered Accountants as external Auditors of the Company for the year ended 30 June, 2025.

xx) Appointment of professional for Corporate Governance Code Compliance certification :

The Board of Directors of the company after due consideration of the proposal made by the Audit Committee has recommended for appointment of M/S. Kazi Zahir Khan & Co., Chartered Accountants, Home Town Apartments(Level-15), 87, New Eskaton Road, Dhaka-1000 as professional for certification of compliance of Corporate Governance Code as required under Bangladesh Securities and Exchange Commission Notification No.SEC/CMRRCD/ 2006- 158/207/ Admin/80, dated 03 June, 2018 for the year 2024-2025 with a remuneration of Taka 50,000/-(Taka Fifty Thousand).only excluding VAT.

For the year under report M/S. Kazi Zahir Khan & Co. ,Chartered Accountants have examined and certified compliance of Corporate Governance Code which is annexed (**Annexure – V**).

xxi) Certification on Financial Statements by the Managing Director and the Chief Financial Officer to the Board :

In accordance with requirement of the Bangladesh Securities and Exchange Commission, vide Notification No..BSEC/ CMRRCD/ 2006-158/207/Admin/80, dated 03 June, 2018 certification by the Managing Director and the CFO on Financial Statements is annexed (**Annexure-VI**).

xxii) Corporate Governance Compliance Report :

In accordance with requirement of the Bangladesh Securities and Exchange Commission, status of compliance with conditions imposed by them vide Notification No..BSEC/ CMRRCD/ 2006-158/207/Admin/80, dated 03 June, 2018 is annexed. (**Annexure -VII**).

Acknowledgement :

The Board of Directors of the company express their profound gratitude to all the valued shareholders of the company for their patience, co-operation and continued support towards the business of the company. The Board would also like to thank the Management team, all employees and workers of the company for their dedicated service towards the progress of the company.

On behalf of the Board of Directors of Rahima Food Corporation Ltd.

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Hamida Rahman
Chairman

ANNEXURE - I**KEY OPERATING AND FINANCIAL DATA FOR THE LAST FIVE YEARS :**

Particulars	2022-2023	2021-2022	2020-2021	2019-2020	2018-2019
Result of Operation :					
Net turn-over (Tk. in million)	219.47	66.57	-		
Profit (Loss) from operation (Tk. in million)	27.98	8.56	3.96	(6.10)	(3.93)
Net profit (Loss) before Tax (Tk.in million)	26.65	8.16	3.78	(28.07)	6.96
Net profit (Loss)after Tax (Tk. in million)	20.56	5.79	1.39	(24.07)	4.77
Financial Position :					
Non-Current Assets ((Tk. in million)	218.35	220.55	182.37	30.85	53.84
Current Assets (Tk. in million)	120.32	76.72	174.91	221.67	229.60
Current Liabilities (Tk. in million)	107.02	83.85	171.39	61.03	51.28
Total Equity (Tk. in million)	206.25	190.50	185.89	191.48	228.23
No. of shares outstanding (Tk.10/- each)	20,000,200	20,000,200	20,000,200	20,000,200	20,000,200
Key Indicators :					
Earning (Loss) per shares (Taka)	1.03	0.29	0.07	(1.20)	0.24
Net operating Cash Flow/share (Taka)	(2.52)	0.02	(0.40)	0.62	0.62
Net Asset value/share (Taka)	10.31	9.53	9.29	9.57	11.41
Dividend Paid Cash (%)	10	5	1	-	10
G.P. to Sales (%)	16.18	14.69.	0	0	0
N.P. to Sales (%)	9.37	8.70	0	0	0
Current ratio (times)	1.12	0.91	1.02	3.63	4.48

ANNEXURE - II**Dividend distribution policy .****Introduction :**

In compliance with the provisions of directive No. BSEC/CMRRCD/2021-386/03, dated January 14, 2021 issued by the Bangladesh Securities and Exchange Commission, the policy prepared and adopted by Rahima Food Corporation Ltd. for payment of dividend to its shareholders will be considered as “ **Dividend distribution Policy**” of the company.

The “ Dividend distribution Policy “ is not an alternative to the decision of the Board for declaring/ recommending dividend, which taken into consideration all the relevant Acts, Rules and Regulations issued by the regularity bodies from time to time and circumstances enumerated hereunder or other factors as may be decided by the Board.

The above Dividend Distribution Policy may be read as a general guide line on different related issues for payment of dividend of the company. It does not neither guarantee any dividend to be declared by the company nor does it constitute a commitment for any future dividend.

Definitions :

“**the Act**” means the Companies Act 1994.

“**Rules and Regulations**” means the Rules and Regulations issued by the regularity bodies from time to time.

“**the company**” means Rahima Food Corporation Ltd.

“ **AGM**” means the Annual General Meeting of the company.

“ **Board**” means Board of Directors of the company.

“ **Shareholders**” means the Members of the company whose name is registered in Member Register of the company.

“ **Shares**” means Ordinary equity shares held by the members of the company.

“ **Dividend**” means the portion of Profit, the company decides to pay to its shareholders, either in cash or Stock/ bonus out of Profit earned by it in a particular year.

Types of Dividend :

The Act deals with two types of dividend – Interim and Final.

Interim dividend is the dividend declared by the Board between two AGMs as and when it considers appropriate.

Final dividend is the dividend recommended by the Board for its shareholders for a financial year in consideration of profit earned by the company which requires approval of the shareholders in the AGM.

Declaration of Dividend :

Subject to the provisions contained in the Act, Rules and Regulations, the Board of Directors of the company shall take decision for payment of dividend, after considering the following factors :

- i) Profit earned by the company for a particular period or during a financial year after setting of any loss or expense of the previous years, if any; not provided in the previous years;
- ii) Undistributed profit of the company of the previous financial years, after setting of any loss or expenses not taken into consideration in the previous years;

Before declaration of dividend, the Board may transfer a portion of its profit to its “Reserve Fund ” as may be considered appropriate by them.

While declaring dividend, the Board shall consider various external and internal factors of the company, in addition to consideration of profit of the financial year and undistributed profit of the previous years.

External factors may be :

- i) If the Board feels it necessary to retain a large portion of profit to build up reserves, in consideration of adverse economic scenario;
- ii) Other factors beyond the control of the Management, like natural calamities or any accident that may affect operation of the company.

Internal factors may be :

- i) if the liquid fund is not available for payment of dividend;
- ii) if Capital expenditure is needed for expansion/ modernization of the business of the company;
- iii) if fund is needed for meeting outstanding debts.
- iv) if fund is needed for payment of any contingent liability;
- v) any other factors, that may be considered appropriate by the Board .

In consideration of Profit of the company for a financial year, the Board may consider payment of dividend only to a particular class of shareholders.

Review/ Amendment :

The Board may amend, abrogate, modify or revise any or all provisions of this Policy

However, amendment to the Policy will be binding, if any amendment takes place in Acts, Rules and Regulations.

Policy approval and effective date :

The Dividend Distribution Policy of the company has been approved by the Board of Directors of the company in its meeting held on 25th April, 2022 and will be effective since date.

ANNEXURE - III**DIRECTORS' PROFILE****SHAMPA RAHMAN, DIRECTOR :**

Aged about 37 years, Mrs. Shompa Rahman is a daughter of Late Mr. Fazlur Rahman and Mrs. Hamida Rahman. She obtained Bachelor of Business Administration from U.K. After obtaining a prestigious degree from U.K, she devoted herself in development of business of the City Group. She was appointed as Director of many industrial and business units of the City Group. She is the Vice Chairman of Dhaka Insurance Ltd. As a nominee of Van Ommeran Tank Terminal, she was appointed as Director of Rahima Food Corporation Ltd. in April, 2018.

FARZANA RAHMAN., DIRECTOR :

Aged about 28 years, Mrs. Farzana Rahman is a daughter of late Mr. Fazlur Rahman and Mrs. Hamida Rahman. She obtained Bachelor of Business Administration from U.K. She always liked to devote herself in business. For her business skill and devotion, she was appointed as Director of many industrial and business units of the City Group. She was appointed as Director of Rahima Food Corporation Ltd. in January, 2018.

MUHAMMAD ABDUS SAMAD, INDEPENDENT DIRECTOR :

Mr. Muhd. Abdus Samad was appointed as Independent Director of the Company with effect from 15.4.2024. Before joining this Company, he had been in Government service for a long period of 33 years in different capacities from 10.11.1983 to 18.3.2027 and retired as Additional Secretary. He obtained B.Sc. in Agricultural Economics (Hons.) degree from Mymensingh Agricultural University and MSS(Economics) from National University.

REPORT OF THE AUDIT COMMITTEE**For the year ended 30th June, 2024**

Dear Shareholders

On behalf of the Audit Committee, I am pleased to present before you the Report of Audit Committee of Rahima Food Corporation Ltd. formed in accordance with the Corporate Governance Guidelines of Bangladesh Securities and Exchange Commission issued vide Notification No.BSEC/CMRRCD/2006-158/207/ Admin/80, dated 03 June, 2018. This report in brief is the activities of the Audit Committee performed during the year and is as under :

Reviewing the Financial Statements :

The Terms of Reference of Audit Committee set out as per code of Corporate Governance prescribed by Bangladesh Securities and Exchange Commission issued vide Notification No. BSEC/ CMRRCD / 2006 -158/207/ Admin/80, dated 03 June, 2018 includes among other things, overseeing the financial reporting process, monitoring accounting policies and principles adopted by the company, reviewing potential conflict of interests, overseeing hiring and performance of external auditors, etc.

The Audit Committee, being sub-committee of the Board, has reviewed Annual and Quarterly Financial Statements of the company prior to their submission to the Board of Directors of the Company for approval.

The Audit Committee in its meeting held on 24th October, 2024 reviewed the Draft Annual Financial Statements of the company for the year 2023 – 2024. Draft Audited Accounts along with the report of the Auditors were placed before the committee. Detailed discussions on the Financial Statements were held with the representatives of the management of the company and also with the Auditors. The committee was satisfied with draft Report of the Auditors, because it represented true and fair view of financial status of the company. They did not find any material discrepancies and any material deviation in the area of report. Adequate disclosures were made in the Financial Statements. The Committee noted no material audit observation that warrants the attention of the Board However, they have made some observations marking as ‘emphasis of matters’ in the report regarding non-closure of a dormant bank Account and non-compliance of labour Act 2006, for non-disbursement of Workers Profit participation fund and Welfare fund. The Audit Committee drew attention of the Board in this regard for taking necessary steps for litigation of the audit observation. The Audit Committee therefore, authorized for onward submission of the draft Audited Financial Statements of the company to the Board for consideration.

The Audit committee held three other meetings before this meeting wherein quarterly Financial Reports of the company were reviewed prior to their submission to the Board for approval. The committee held discussions with senior management personnel of the company to ensure accuracy, consistency and compliance of financial rules and regulations in all material respect and was satisfied.

Appointment of External Auditor :

Existing Auditors of the company, M/S. MABS & J Partners, Chartered Accountants, SMC Tower(7th Floor), 33, Banani C/A, Road-17,, Dhaka 1213 have completed their audit for the year ended 30 June, 2024 . They have been working as statutory Auditors of Rahima Food Corporation Ltd. for last three consecutive years and therefore is not illegible for re-appointment.

The Audit committee reviewed offers received from M/S. Kazi Zahir Khan & Co., Chartered Accounts, M/S. Pinaki & Company, Chartered Accounts and T. Hussain & Co., Chartered Accounts for appointment as statutory Auditors of the Company for the year ended 30 June, 2025.

The Audit Committee after due consideration of all factors, recommended for appointment of M/S. Pinaki & Company, Chartered Accounts as Statutory Auditors of the Company for the year ended 30 June, 2025 with a remuneration of Taka 3,20,000/- excluding VAT

Other review and activities :

The Audit Committee also reviewed proposals received for employment as professional for certification compliance Corporate Governance code, as required under BSEC Notification No. BSEC/CMRRCD/ 2006-158/207/Admin/80, dated 03 June, 2018 and recommends to the Board for employment of M/S.Kazi Zahir Khan & Co., Chartered Accountants, as professional for certification of compliance of Corporate Governance Code for the year 2024-2025 with a remuneration of Taka 50,000.00 (Taka Fifty thousand)only.

Sd/-

Muhammad Abdus Samad

Chairman
Audit Committee.

ANNEXURE – V

CORPORATE GOVERNANCE CODE COMPLIANCE CERTIFICATION :



কাজী জহির খান এন্ড কোং
KAZI ZAHIR KHAN & Co.
Chartered Accountants
In Practice Since 1980



Annexure-B
[Certificate as per condition No. 1(5) (xxvii)]

**Report to the Shareholders of Rahima Food Corporation Limited on
Compliance on the Corporate Governance Code**

We have examined the compliance status to the Corporate Governance Code by **Rahima Food Corporation Limited** for the year ended on 30 June 2024. This Code relates to the Notification No. **BSEC/CMRRCD/2006-158/207/Admin/80** dated 03 June 2018 issued under section 2CC 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 Code as well as the provisions of relevant Bangladesh Secretarial Standards (BSS) as adopted by 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:

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

Dated: November 21, 2024
Place: Dhaka


Md. Nurul Hossain Khan, FCA
Managing Partner
Kazi Zahir Khan & Co.
Chartered Accountants

Head Office: Home Town Apartments (Level-15), 87 New Eskaton Road, Dhaka-1000

ANNEXURE – VI

CERTIFICATION BY THE MANAGING DIRECTOR AND THE CHIEF FINANCIAL OFFICER ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 JUNE, 2024 :

The Board of Directors

Rahima Food Corporation Ltd

Uttar Rupshi, Rupgonj, Narayangonj..

Dear respected Members of the Board,

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

1. The Financial Statements of Rahima Food Corporation Ltd. for the year ended on 30 June, 2024 have been prepared in compliance with International Accounting Standards (IAS) or International Financial Reporting Standards (IFRS), as applicable in Bangladesh.
2. The estimates and judgments related to the financial statements were made on 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;
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 of Rahima Food Corporation Ltd. for the year ended on 30 June, 2024 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



(Md. Hasan)
Managing Director



(Shahidur Rahman)
Chief Financial Officer.

ANNEXURE – VII

Status of compliance with the conditions imposed by the Bangladesh Securities and Exchange Commission vide notification No.SEC/CMRRCD/2006-158/207/Admin/80 dated 03 June, 2018 issued Under Section 2CC of the Securities and Exchange Ordinance, 1969 during year ended 30 June,2024.

Condition No.	Title	Compliance Status (‘√’ in appropriate Column)		Remark’s (if any)
		Complie d	Not Complie d	
1.(1)	Board’s Size: The number of the board members shall not be less than 5 (five) and more than 20 (twenty)	√	–	
1.(2)	Independent Directors:			
1.(2)(a)	One fifth (1/5) of the total number of directors	√		
1.(2) (b)(i)	Does not hold any share or holds less than 1% shares of the total paid-up shares.	√		
1.(2) (b) (ii)	Not connected with any sponsor/director/shareholders who holds 1% or more shares of the total paid-up shares on the basis of family relationship.	√		
1.(2) (b) (iii)	Who has not been an executive of the company in immediately preceding two financial years	√		
1.(2) (b)(iv)	Does not have any other relationship, whether pecuniary or otherwise, with the company or its subsidiary/ associated companies.	√		
1.(2) (b)(v)	Not a member or TREC holder, director or officer of any stock exchange	√		
1.(2) (b)(vi)	Not a shareholder, director excepting independent director or officer of any member or TREC holder of stock exchange or an intermediary of the capital market.	√		
1.(2) (b)(vii)	Not a partner or an executive or was not a partner or an executive during the preceding 3 (three) years of the concerned company’s statutory audit firm or audit firm engaged in internal audit services or audit firm conducting special audit or professional certifying compliance of this Code	√		
1.(2)(b)(viii)	Not be an independent Director in more than 5 (five) listed companies.	√		
1.(2) (b)(ix)	Not been convicted by a court of competent jurisdiction as a defaulter in payment of any loan or advance to a bank or a NBFIL.	√		
1.(2) (b)(x)	Not been convicted for a criminal offence involving moral turpitude	√		
1.(2) (c)	Appointed by the board of Directors and approved by the shareholders in the AGM	√		

1.(2) (d)	Post cannot remain vacant for more than 90 (ninety) days.	√		
1.(2) (e)	Tenure of office of an independent director shall be for a period of 3 (three) years, which may be extended for 1 (one) tenure only.	√		
1.(3) (a)	Knowledgeable individual with integrity, ability to comply with financial laws, corporate laws and make meaningful contribution to the business	√		
1.(3) (b)(i)	Business Leader who is or was promoter or director of an unlisted company having minimum paid-up capital of Tk.100.00 million or any listed company or member of any national or international chamber of commerce or business association	-	-	
1.(3) (b) (ii)	Corporate Leader who is or was a top level executive not lower than CEO or MD or deputy MD or CFO or head of finance or accountant or CS or head of internal audit and compliance of head of legal service or equivalent position of an unlisted company having minimum paid-up capital of Tk.100.00 million or of a listed company	-	-	
1.(3) (b) (iii)	Former official of government or statutory or autonomous or regulatory body in the position not below 5 th grade of the national pay scale, who has at least bachelor degree in economics or commerce or business or law, or	-	-	
1.(3) (b) (iv)	University Teacher in economics or commerce or business studies or law, or	-	-	
1.(3) (b) (v)	Professional an advocate practicing in high court division of Bangladesh supreme court or a CA 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 equivalent qualification	√		
1.(3) (c)	Shall have at least 10 years of experiences in any field mentioned in clause (b)	√		
1.(3) (d)	In special cases the above qualifications or experiences may be relaxed subject to prior approval of the commission.	-	-	N/A
1.(4)	Duality of Chairperson of the Board of Directors and Managing Director or CEO			
1.(4) (a)	The position shall be filled by different individuals	√		
1.(4) (b)	The MD and or the CEO of a listed company shall not hold the same position in another listed company	√		
1.(4) (c)	The chairperson of the board shall be elected from among the non-executive directors of the company	√		
1.(4) (d)	The board shall clearly define respective roles and responsibilities of the chairperson and the MD and or CEO	√		
1.(4) (e)	In absence of the chairperson of the board, the remaining members may elect one of themselves from non executive director as chairperson for that particular board's meeting	√		
1.5	The Directors' Report to Shareholders : Complied as per BSEC guideline.			
1.(5) (i)	Industry outlook and possible future developments in the industry.	√		

1.(5) (ii)	Segment-wise or product-wise performance	√		
1.(5) (iii)	Risks and concerns	√		
1.(5) (iv)	Discussion on Cost of Goods sold, Gross Profit Margin and Net Profit Margin.	√		
1.(5) (v)	Discussion on continuity of any Extra-Ordinary gain or loss.	√		
1.(5) (vi)	A discussion on related party transactions	√		
1.(5) (vii)	Utilization of proceeds from public issues, rights issues and/or through any others	-	-	N/A
1.(5) (viii)	Explanation if the financial results deteriorate after the company goes for IPO, RPO, Rights Offer, Direct Listing.	-	-	N/A
1.(5) (ix)	Explanation about significant variance occurs between Quarterly Financial performance and Annual Financial Statements.	√		
1.(5) (x)	Remuneration to Directors including independent Directors.	√		
1.(5) (xi)	A statement regarding fairness of Financial Statement	√		
1.(5) (xii)	A statement regarding maintenance of proper books of accounts	√		
1.(5) (xiii)	A statement regarding adoption of appropriate accounting policies and estimates.	√		
1.(5) (xiv)	Followed IAS, BAS, IFRS and BFRS in preparation of financial statements.	√		
1.(5) (xv)	Soundness of internal control system	√		
1.(5) (xvi)	Minority shareholders have been protected	√		
1.(5) (xvii)	A statement regarding ability of the company to continue as a going concern	√		
1.(5) (xviii)	An explanation regarding significant deviations from the last year's operating results	√		
1.(5) (xix)	Key operating and financial data of at least preceding 5 (five) years	√		
1.(5) (xx)	Reasons for not declaring dividend	-	-	
1.(5) (xxi)	Reasons for not declaring bonus share or stock dividend or shall be declared as interim dividend	-	-	
1.(5) (xxii)	Number of board meeting held during the year and attendance	√		
1.(5) (xxiii)	Pattern of shareholding :			
1.(5)(xxiii)(a)	Parent/Subsidiary/Associated Companies and other related parties.	√		
1.(5) (xxiii)(b)	Directors, CEO, CS, CFO, HIA and their spouses and minor children.	√		
1.(5) (xxiii)(c)	Executives	√		
1.(5) (xxiii)(d)	10% or more voting interest	√		

1.(5) (xxiv)	Appointment/re-appointment of Director:			
1.(5) (xxiv)(a)	Resume of the director	√		
1.(5) (xxiv)(b)	Expertise in specific functional areas	√		
1.(5) (xxiv)(c)	Holding of directorship and membership of committees of the board other than this company	√		
1.(5) (xxv)	Management discussion presenting detailed analysis of company's position and operations :			
1.(5)(xxv)(a)	Policies and estimation for preparation of financial statements	√		
1.(5)(xxv)(b)	Changes in accounting policies and estimation, if any clearly describing its effect on financial statements	√		
1.(5)(xxv)(c)	Comparative financial position for current year with preceding 5 years explaining reasons	√		
1.(5)(xxv)(d)	Compare for financial report with the peer industry scenario	√		
1.(5)(xxv)(e)	Briefly explain the financial report of the country and the globe	√		
1.(5)(xxv)(f)	Risk and concerns issues related to financial statements & mitigation plan of the company	√		
1.(5)(xxv)(g)	Future plan for the company's operation and actual position explained to the shareholders in the next AGM	√		
1.(5)(xxvi)	Declaration or certification by CEO and CFO	√		
1.(5)(xxvii)	The report as well as certificate regarding compliance of conditions of this code	√		
1.(6)	Meeting of the Board of Directors	√		
1.(7)	Code of Conduct for the Chairperson, other Board members and CEO :			
1.(7) (a)	The Board shall lay down a code of conduct	√		
1.(7) (b)	The code of conduct as determined by the NRC to be posted on the website of the company	√	-	
2.	Governance of Board of Directors of Subsidiary Company :			N/A.
2. (a)	Composition of the Board of Directors	-	-	
2. (b)	At least 1 (one) independent director to the subsidiary company.	-	--	
2. (c)	Submission of Minutes to the holding company	-	-	
2. (d)	Review of Minutes by the holding company	-	-	
2. (e)	Review of Financial Statement by the holding company			
3.	Managing Director or Chief Executive Officer, Chief Financial Officer, Head of Internal Audit and Compliance and Company Secretary :			
3. (1)	Appointment			
3.(1) (a)	The Board Shall appoint a MD or CEO, a CS, a CFO and HIAC	√		The post of HIAC is vacant

3.(1) (b)	The position of the MD or CEO, a CS, a CFO and HIAC will be filled by different individuals	√		
3.(1) (c)	The MD or CEO, a CS, a CFO and HIAC shall not hold any executive position in any other company	√		
3.(1) (d)	The Board Shall clearly define respective roles, responsibilities and duties of the CFO, the HIAC and the CS.	√		
3.(1) (e)	The MD or CEO, a CS, a CFO and HIAC shall not be removed from their position without approval of the Board	√		
3. (2)	Requirement to attend Board of Directors' Meeting: The M.D,CS,CFO,HIAC shall attend the meeting of the Board.	√		
3.(3)	Duties of Managing Director or Chief Executive Officer and Chief Financial Officer			
3.(3) (a)	The MD or CEO and CFO shall certify to Board that they have reviewed financial statements for the year and	√		
3. (3) (a) (i)	These statement do not contain any untrue statement or don't contain statement that might be misleading	√		
3. (3) (a) (ii)	These statements together present a true and fair view of the company's affairs and comply existing accounting standards.	√		
3. (3) (b)	The MD or CEO and CFO also certify that there are, to the best of knowledge and belief , no transaction entered into by the company which are fraudulent, illegal or in violation of the code of conduct for the company's Board.	√		
3. (3) (c)	The certification of the MD or CEO and CFO shall be disclosed in the Annual Report	√		
4.	Board of Directors' Committee : Shall have at least the following Sub-committee;			
4. (i)	Audit Committee	√		
4. (ii)	Nomination and Remuneration Committee	√		
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	√		
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	√		
5. (1) (c)	The Audit Committee shall be responsible to the Board, the duty of the Audit Committee shall be clearly set forth	√		
5. (2)	Constitution of the Audit Committee :			
5. (2) (a)	Shall be composed of at least 3 (three) members	√		

5. (2) (b)	Appointment of members of the Audit Committee	√		
5. (2) (c)	Qualification & Experience of Audit Committee members	√		
5. (2) (d)	Casual vacancy in Audit Committee members	√		
5. (2) (e)	Secretary of the Audit Committee	√		
5. (2) (f)	Quorum of the Audit Committee	√		
5. (3)	Chairperson of the Audit Committee			
5. (3) (a)	Board of Directors shall select the Chairperson, who shall be an Independent Director	√		
5. (3) (b)	In absence of Chairperson, remaining members may elect one of themselves as chairperson	√		
5. (3) (c)	Chairman of the audit committee shall remain present in the AGM.	√		
5. (4)	Meeting of the Audit Committee			
5. (4) (a)	Committee shall conduct at least four meeting in a financial year	√		
5. (4) (b)	Quorum of the meeting	√		
5. (5)	Role of Audit Committee			
5. (5) (a)	Oversee the financial reporting process	√		
5. (5) (b)	Monitor choice of accounting policies and principles	√		
5. (5) (c)	Monitor Internal Audit and compliance process	√		
5. (5) (d)	Oversee hiring and performance of external auditors	√		
5. (5) (e)	Hold meeting with external auditors for review of the annual financial statements before submission to the board for approval or adoption	√		
5. (5) (f)	Review with management, the annual financial statements before submission to the board for approval	√		
5. (5) (g)	Review with management the quarterly and half yearly financial statements before submission to the	√		

	board for approval			
5. (5) (h)	Review the adequacy of internal audit function	√		
5. (5) (i)	Review the Management's discussion and analysis before disclosing in the Annual Report	√		
5. (5) (j)	Review statements of all related party transactions	√		
5. (5) (k)	Review Management Letters/Letter of Internal Control weakness issued by statutory auditors	√		
5. (5) (l)	Oversee the determination of audit fees	√		
5. (5) (m)	Disclosure about the uses/applications of funds raised by IPO/RPO/Right issue	-	-	N/A
5. (6)	Reporting of the Audit Committee :			
5. (6) (a)	Reporting to the Board of Directors:	√		
5. (6) (a) (i)	Activities of Audit Committee	√		
5. (6) (a) (ii/a)	Report on Conflicts of interests	√		
5. (6) (a) (ii/b)	Suspected fraud or material defect in the internal control system	√		
5. (6) (a) (ii/c)	Suspected infringement of laws, rules and regulations	√		
5. (6) (a) (ii/d)	Any other matter which Audit Committee deems necessary	√		
5. (6) (b)	Reporting to the Authorities	-	-	N/A
5. (7)	Reporting to the Shareholders and General Investors			
		√		
6.	Nomination and Remuneration Committee (NRC) :			
6. (1)	Responsibility to the Board of Directors :			
6. (1) (a)	The company shall have a NRC as a sub committee of Board	√		
6. (1) (b)	The NRC shall assist the Board in formulation of nomination criteria or polity	√		
6. (1) (c)	Terms of reference of the NRC shall be clearly set for in writing covering the area stated at condition No.6(5)(b)	√		
6. (2)	Constitution of the NRC			
6. (2) (a)	Comprise at least 3 members including an independent director	√		

6. (2) (b)	All members shall be non-executive directors	√		
6. (2) (c)	Members of the committee shall be nominated and appointed by the Board	√		
6. (2) (d)	Board have authority to remove and appoint any member of the Committee	√		
6. (2) (e)	In case of vacancies, the Board shall fill the vacancy within 180 days of occurring such vacancy.	√		
6. (2) (f)	Chairperson of the Committee may appoint any external expert and or member of staff to the committee as adviser	√		
6. (2) (g)	Company Secretary shall act as secretary of the committee	√		
6. (2) (h)	Quorum of the NRC meeting shall not constitute without attendance of at least an independent director.	√		
6. (2) (i)	No member shall receive any remuneration other than Director's fees or honorarium from the company.	√		
6. (3)	Chairperson of the NRC			
6. (3) (a)	The Board shall select one member of the NRC to be the Chairman of the committee who shall be an independent Director	√		
6. (3) (b)	In absence of Chairperson of the NRC, the remaining member may elect one of themselves as chairperson	√		
6. (3) (c)	The Chairperson of the NRC shall attend the AGM	√		
6. (4)	Meeting of the NRC			
6. (4) (a)	Shall conduct at least 1 meeting in a financial year	√		
6. (4) (b)	Chairperson of NRB may convene any emergency meeting	√		
6. (4) (c)	The Quorum of the meeting	√		
6. (4) (d)	Proceedings of each meeting of NRC shall be recorded in the minutes and confirmed in the next meeting of the NRC	√		
6. (5)	Role of the NRC			
6. (5) (a)	NRC shall be independent and responsible to the Board and to the shareholders	√		
6. (5) (b)	NRC shall oversee the following matters and make report with recommendation to the Board :	√		

6. (5) (b) (i)	Recommend a policy to the Board of Directors of the Company for remuneration of directors, top level Executives Considering the following :	√		
6. (5) (b) (i/a)	Remuneration is reasonable and sufficient	√		
6. (5) (b) (i/b)	Relationship of remuneration to performance is clear and meets appropriate performance benchmarks	√		
6. (5) (b) (i/c)	Remuneration to Directors and Top level executive involves a balance between fixed and incentive pay	√		
6. (5) (b) (ii)	Device a policy on Board's diversity taking into consideration age, gender, experience, ethnicity, education	√		
6. (5) (b) (iii)	Identifying persons who are qualified to become directors and who may be appointed in top level executive position and recommend their appointment and removal to the Board	√		
6. (5) (b) (iv)	Formulating the criteria for evaluation of performance of independent directors and the Board	√		
6. (5) (b) (v)	Identifying company's needs for employees at different levels and determine their selection, transfer, replacement and promotion criteria	√		
6. (5) (b) (vi)	Developing, recommending and reviewing annually the company human resources and training policies	√		
7.	External or Statutory Auditors			
7. (1)	Company shall not engage its external or statutory auditors to perform the following service :			
7. (1) (i)	Appraisal or valuation services or Fairness opinions	√		
7. (1) (ii)	Financial information systems design and implementation	√		
7. (1) (iii)	Book-keeping or other services related to accounting records or financial statements	√		
7. (1) (iv)	Broker-dealer services	√		
7. (1) (v)	Actuarial services	√		
7. (1) (vi)	Internal audit services or special audit services	√		
7. (1) (vii)	Any service that the Audit Committee determines	√		
7. (1) (viii)	Audit or certification services on compliance of corporate governance as required under condition No.9(1)	√		
7. (1) (ix)	Any other service that create conflict of interest	√		
7. (2)	No partner or employee of the Audit shall possess any share of the company they audit during tenure of their audit; his or her family members shall not hold any shares of the said company	√		
7. (3)	Representative of external audit firm shall remain present in the AGM/EGM and answer the queries of the shareholders	√		
8.	Maintaining a website by the Company :			
8. (1)	Company shall have an official website linked with the	√		

	website of the Stock exchange			
8. (2)	Keep the website functional from the date of listing	√		
8. (3)	The company shall make available the detailed disclosers on its website	√		
9.	Reporting and Compliance of Corporate Governance :			
9. (1)	Obtain certificate about compliance of conditions of Corporate Governance Guidelines and disclosed in the Annual Report.	√		
9. (2)	Who will provide this shall be appointed by the shareholders in the AGM	√		
9. (3)	Directors shall state in Annexure attached whether the company has complied with these conditions	√		

Independent Auditors' Report

To the Shareholders of Rahima Food Corporation Limited

Report on the audit of the financial statements

Opinion

We have audited the financial statements of **Rahima Food Corporation Limited** which comprise the statements of financial position as at 30 June 2024, and the statement of profit or loss and other comprehensive income, statement of changes in equity and statement of cash flows for the year then ended and notes to the financial statements, including a summary of significant accounting policies.

In our opinion, the accompanying financial statements present fairly, in all material respect, the financial position of the Company as at 30 June 2024 and its financial performance and its cash flows for the year then ended in accordance with International Financial Reporting Standards (IFRSs), the Companies Act 1994, the Securities and Exchange Rules 1987 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 Auditors' responsibilities for the audit of the financial statements section of our report. We are independent of the company in accordance with the International Ethics Standard Board for Accountants' Code of Ethics for Professional Accountants (IESBA Code), Bangladesh Security and Exchange Commission (BSEC) and Bangladesh Bank and we have fulfilled our ethical responsibilities in accordance with the IESBA Code and the Institute of Chartered Accountants of Bangladesh (ICAB) Bye Laws. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Emphasis of Matters

Without modifying our opinion, we report as follows:

- i) **Reference to Note # 08 of its financial statements**, an amount of **BDT. 60,801** represents the balance of one bank account which we were not provided with bank statement for our verification. Moreover, the balances of the bank account remained unchanged for a quite long time in the past.
- ii) **Reference to Note # 16.00 of its financial statements** regarding "Provision for WPPF and Welfare Fund" of **BDT. 1,739,123** for the year ended 30 June 2023, as per section-234 of Bangladesh Labor Act, 2006, a company is to pay 5% of net profit of the year within 9 months of following the close of year at the proportion of 80:10:10 to the Participatory Fund, Welfare Fund and Workers Welfare Foundation Fund respectively. However, the company has not yet distributed the amount with the above proportion to the Participatory Fund, Welfare Fund and Workers' Welfare Foundation Fund respectively as per the Labor Act 2006 as amended in 2013.

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MABS & J Partners
Chartered Accountants

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. For each matter below our description of how our audit addressed the matters provided in that context.

Risk	Our response to the risk
<p>Revenue recognition</p> <p>At the year end the Company reported the net sales revenue of Taka 153,924,741 are recognized when the Company transfers control over goods to the customer or satisfies the performance obligation to a customer. Recognition of the revenue of Rahima Food Corporation Ltd. has been considered significant to our current year audit due to significant increase comparing to last year.</p> <p>Please see Note # 19 “Revenue” of its financial statements.</p>	<p>We have reviewed the Company’s revenue recognition policies, accounting guidelines and disclosures to assess conformity with IFRS 15 “Revenue from Contract with Customers”. We have tested relevant internal control used to ensure the completeness, accuracy and timing of revenue recognized including sales during the year end to ensure cut off has been properly maintained. We have applied analytical and substantive procedure to establish, whether any revenue had been recognized where no corresponding accounts receivables or proceeds have been recorded in the general ledger.</p>
<p>Property, Plant and Equipment (PPE)</p> <p>The carrying value of the Company’s Property, Plant and Equipment (PPE) was Taka 213,433,132 at 30 June 2024. Expenditures are capitalized if they create new assets or enhance the existing assets, and expensed if they relate to repair or maintenance of the assets. Classification of the expenditures involves judgment. The useful lives of PPE items are based on management’s estimates regarding the period during which the assets 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>Please see Note # 3 “Property, Plant and</p>	<p>Our audit included the following procedure: We assessed whether the accounting policies in relation to the capitalization of expenditures are in compliance with IAS and found them to be consistent.</p> <ul style="list-style-type: none"> • We inspected a sample of invoices and supporting documents to determine whether the classification between capital and revenue expenditure was appropriate. • We evaluated the assumptions made by management in the determination of useful lives to ensure that these are consistent with the principles of IAS 16. “Property, Plant and Equipment”. • We compared the useful lives of each class of asset in the current year to the prior year to determine whether there were any significant changes in the useful lives of





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Equipment" to its financial statements.	assets, and considered the reasonableness of changes based on our knowledge of the business and the industry. We checked whether the depreciation of PPE items was commenced timely, by comparing the date of the reclassification from construction in progress to ready for use, with the date of the act of completion of the work.
Measurement of Deferred Tax Liability	
The company reports net deferred tax liability to totaling Taka 3,844,134 as at 30 June 2024. Significant judgment is required in relation to deferred tax liabilities as it is probable that the taxable profit will be reduced against which the taxable temporary differences can be recognized over a number of years. Please see Note # 11 "Deferred Tax Liability" to its financial statements.	We obtained an understanding, evaluated the design and tested the operational effectiveness of the company's key controls over the recognition and measurement of DTAs and DTLs and the assumptions used in estimating the company's future taxable income. We also assessed the completeness and accuracy of the data used for the estimations of future taxable income. We involved tax specialists to assess key assumptions, controls, recognition and measurement of in the financial statements.

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

Management is responsible for the preparation of financial statements that give a true and fair view in accordance with IFRSs, the Companies Act 1994, the Securities and Exchange Rules 1987 and other applicable laws and regulations, and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

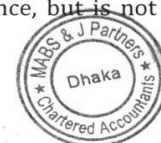
In preparing the financial statements, management is responsible for assessing the company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the company or 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.

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 auditors' report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a

iii





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guarantee that an audit conducted in accordance with ISAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

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

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or 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 Auditors' 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 Auditors' 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 gives a true and fair view.

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

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

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our 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





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consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on other Legal and Regulatory Requirements

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

- a) we have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit and made due verification thereof;
- b) in our opinion, proper books of accounts as required by law have been kept by the Company so far as it appeared from our examination of these books;
- c) the statements of financial position and statement of profit or loss and other comprehensive income dealt with by the report are in agreement with the books of accounts and returns; and
- d) the expenditure incurred was for the purposes of the Company's business for the year.

Place: Dhaka, Bangladesh

Dated: 27 OCT 2024


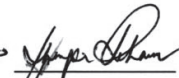
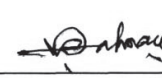

Signed for & on behalf of
MABS & J Partners
Chartered Accountants

C R Mazumder FCA
Managing Partner
ICAB Enrollment No: 0178
DVC No: **2410270178AS225498**

RAHIMA FOOD CORPORATION LTD.
Statement of Financial Position
As at June 30, 2024

Particulars	Notes	Amount in BDT	
		June 30, 2024	June 30, 2023
ASSETS:			
Non-Current Assets		213,433,132	218,353,046
Property, Plant and Equipment	3.00	213,433,132	89,418,974
Construction in Progress	4.00	-	128,934,072
Current Assets		113,495,116	120,319,802
Inventories	5.00	35,516,831	68,093,039
Accounts Receivable	6.00	27,003,510	16,023,609
Advance, Deposits and Prepayments	7.00	28,897,034	16,740,712
Cash and Bank balance	8.00	22,077,741	19,462,442
Total Assets:		326,928,248	338,672,848
SHAREHOLDERS' EQUITY & LIABILITIES			
Shareholders' Equity		207,564,449	206,246,104
Share Capital	9.00	200,002,000	200,002,000
Retained Earnings	10.00	7,562,449	6,244,104
Non-Current Liabilities		3,844,134	25,409,938
Deferred Tax Liability	11.00	3,844,134	3,177,218
Creditors against Machinery Supplied	12.00	-	22,232,720
Current Liabilities		115,519,665	107,016,806
Creditors against Machinery Supplied	12.00	22,232,720	-
Current A/C. with Related party	13.00	74,180,186	98,061,617
Accounts Payable	14.00	2,827,422	654,734
Unclaimed Dividend	15.00	3,378,661	613,580
Provision for Workers' Profit Participation Fund	16.00	3,112,948	1,739,123
Liabilities for Expenses	17.00	870,986	723,381
Provision for Income Tax	18.00	8,916,741	5,224,371
Total Equity and Liabilities:		326,928,248	338,672,848
Net Asset value per share	27.00	10.38	10.31

The annexed Notes (1- 39) form an integral part of these Financial Statements.

 _____ Managing Director	 _____ Director	 _____ Chief Financial Officer	 _____ Company Secretary
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Signed as per our annexed report on even date.

Signed for and on behalf of
MABS & J Partners
Chartered Accountants


C R Mazumder FCA
Managing Partner
ICAB Enrollment No: 178
DVC No: 2410270178AS225498



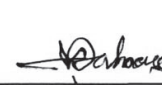
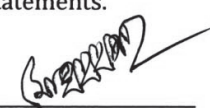
Place: Dhaka, Bangladesh

Dated: 27 OCT 2024

RAHIMA FOOD CORPORATION LTD.
Statement of Profit or Loss and Other Comprehensive Income
For the year ended June 30, 2024

Particulars	Notes	Amount in BDT	
		2023-24	2022-23
Revenue	19.00	153,924,741	219,473,469
Cost of goods sold	20.00	116,533,532	183,965,884
Gross Profit		37,391,209	35,507,585
Operating expenses :			
Admin, Selling and General expenses	21.00	8,735,136	9,372,414
Net Operating Income (Loss)		28,656,073	26,135,171
Other Income :	22.00		
Interest Income on Bank Deposits		194,291	1,844,073
Profit before Contribution to WPWF		28,850,364	27,979,244
Contribution to WPWF	23.00	1,373,825	1,332,345
Profit before Tax		27,476,538	26,646,899
Income Tax expenses :			
Current Tax	24.00	5,441,577	3,597,269
Deferred Tax Expense/(Income)	25.00	666,916	2,488,832
		6,108,493	6,086,101
Net Profit after Tax		21,368,045	20,560,798
Earning per share	26.00	1.07	1.03

The annexed Notes (1- 39) form an integral part of these Financial Statements.

 _____ Managing Director	 _____ Director	 _____ Chief Financial Officer	 _____ Company Secretary
---	--	---	---

Signed as per our annexed report on even date.

Signed for and on behalf of
MABS & J Partners
Chartered Accountants


C R Mazumder FCA
Managing Partner
ICAB Enrollment No.: 178
DVC No: 2410270178AS225498

Place: Dhaka, Bangladesh

Dated: 27 OCT 2024

RAHIMA FOOD CORPORATION LIMITED
Statement of Changes in Equity
For the year ended 30 June, 2024

Particulars	Share capital	General Reserve	Retained Earnings	Total
Opening balance	200,002,000	-	6,244,104	206,246,104
Profit during the year (From the Statement of Comprehensive Income)	-	-	21,368,045	21,368,045
Adjustment for payment of Dividend for the previous year	-	-	(20,000,200)	(20,000,200)
Adjustment for payment of VAT for the previous year	-	-	(49,500)	(49,500)
Balance as on June 30,2024	200,002,000	-	7,562,449	207,564,449

Statement of Changes in Equity
For the year ended 30 June, 2023

Particulars	Share capital	General Reserve	Retained Earnings	Total
Opening balance	200,002,000	-	(9,499,999)	190,502,001
Profit during the year (From the Statement of Comprehensive Income)	-	-	20,560,798	20,560,798
Adjustment for payment of Dividend for the previous year	-	-	(5,476,950)	(5,476,950)
Adjustment against expense of the previous year	-	-	(34,500)	(34,500)
Adjustment for payment of VAT for the previous year	-	-	658,201	658,201
Adjustment for tax return for three previous assessment year	-	-	36,554	36,554
Balance as on June 30,2023	200,002,000	-	6,244,104	206,246,104

The annexed Notes (1- 39) form an integral part of these Financial Statements.


Managing Director


Director


Chief Financial Officer


Company Secretary

Place: Dhaka, Bangladesh



RAHIMA FOOD CORPORATION LTD.
Statement of Cash Flows
For the year ended June 30, 2024

Particulars	Amount in Taka	
	2023-2024	2022-2023
CASH FLOWS FROM OPERATING ACTIVITIES:		
Cash received from parties and others	143,139,131	221,317,542
Cash Paid to Employees and Others	(97,640,015)	(270,656,139)
Income Tax Paid	(1,749,207)	(1,016,756)
Net Cash Generated from Operating Activities:	43,749,909	(50,355,353)
CASH FLOWS FROM INVESTING ACTIVITIES:		
Acquisition of Property, Plant & Equipments	(18,060)	(3,513,063)
Net Cash Generated from/(Used by) Investing Activities:	(18,060)	(3,513,063)
CASH FLOWS FROM FINANCING ACTIVITIES:		
Decrease in liability with Related Parties	(23,881,431)	25,738,082
Received as Interest from bank on un-paid dividend	221,055	61,824
Payment against un-claimed dividend	(364,093)	-
Payment against dividend	(17,092,081)	(5,328,967)
Net Cash Generated from/(Used by) Financing Activities:	(41,116,550)	20,470,939
Net Increase/(decrease) in Cash & Cash Equivalents	2,615,299	(33,397,477)
Cash & Cash equivalents at opening	19,462,442	52,859,919
Cash & Cash Equivalents at closing	22,077,741	19,462,442
Net Operating Cash flows per share (Note 28)	2.19	(2.52)

The annexed Notes (1- 39) form an integral part of these Financial Statements.



Managing Director



Director



Chief Financial Officer



Company Secretary

Place:Dhaka,Bangladesh



RAHIMA FOOD CORPORATION LTD.**Notes, Comprising Summary of Significant Accounting Policies and Other Explanatory Information as on and for the year ended 30 June, 2024.****1.0 The Reporting Entity & its operations****1.01 The Reporting Entity**

The Company was incorporated on 06 June, 1990 as a 'Private' Company limited by shares and registered with the Registrar of Joint Stock Companies & Firms of Bangladesh under the Companies Act, 1913. On 28 June, 1996 the Company registered itself as a Public Limited Company under the Companies, Act 1994 and went for Initial Public Offer (IPO) in 1997, which were fully subscribed and issued. The shareholders of the company other than the sponsors are the general public, financial institutions and foreign investors. The shares of the company are listed with Dhaka Stock Exchange Limited and Chittagong Stock Exchange Ltd.

1.02 Address of Registered Office and factory of the company

The registered office as well as its factory is situated in its own premises at Uttar Rupshi, Rupgonj, Narayangonj.

1.03 Nature of Business of the company

The principal activities of the Company had been to deal in the business of refined edible oil and vegetable ghee produced in its own refinery by processing crude edible oil imported from abroad and it had been in this business till June, 2013, after which it had to suspend its production activity due to scanty marketability of its products for which it had been sustaining huge loss. At the end of the year 2017 the management of the company had decided to change the nature of production of the company and after due consideration of all factors had decided to set up a Coconut Oil producing plant for producing and marketing of Coconut oil. For more profitable operation of its business, the management of the company thereafter had decided to set up a Cashew Nut Processing plant for processing and marketing of Cashew Nuts in addition to the Coconut oil producing plant. Both the plants have already been set up and continuing commercial operation.

2.00 Significant Accounting Policies and Basis of preparation of financial Statements:**2.01 Basis of Preparation & Presentation of the Financial Statements:**

The financial statements have been prepared and the disclosures of information were made in accordance with the requirements of the Companies Act, 1994, IAS and IFRS adopted by the Institute of Chartered Accountants of Bangladesh (ICAB), as International Accounting Standard (IAS) & International Financial Reporting Standard (IFRS). The Statement of Financial Position and Statement of Comprehensive Income have been prepared according to IAS-1 "Presentation of Financial Statements" based on accrual basis of accounting following going concern assumption under generally accepted accounting principles and practices in Bangladesh and Statement of Cash Flows according to IAS-7 "Cash Flow Statements".



2.02 Accounting Convention, Assumption & Estimates

Preparation of the financial statements requires management to make judgments, estimates and assumptions that affect the reported amount of assets and liabilities, income and expenses. The estimates and underlying assumptions are based on historical experience and various other factors that are believed to be reasonable under the circumstances. Actual result could differ from estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions of the accounting estimates are recognized in the period in which the estimates are revised. Significant areas requiring the use of Management estimates in these financial statements relate to the useful life of depreciable assets and valuation of inventories. However, assumptions and judgments made by Management in the application of accounting policies that have significant effect on the financial statements are not expected the result in material adjustment to the carrying amounts of assets and liabilities in the next year.

2.03 Risk and Uncertainty for Use of Estimates

The preparation of financial statements in conformity with Bangladesh Accounting Standards requires Management to make estimates and assumptions that affect the reported amounts of revenues and expenses, assets and liabilities, and disclosure requirements for contingent assets and liabilities furring and the date of the financial statements. These financial statements contained information about the assumptions it made about the future and other major sources of estimation uncertainty at the end of the reporting period that have a significant risk of resulting in a material adjustment to the carrying amount of assets, liabilities, income and expenses within the next financial year. In accordance with the guidelines as prescribed by IAS 37: Provisions, Contingent Liabilities and Contingent Assets, provisions are recognized in the following situations:

- a. When the company has an obligation as a result of past events;
- b. When it is provable that an outflow of resources embodying economic benefits will be required to settle the obligation; and
- c. Reliable estimate can be made of the amount of the obligation.

2.04 Principal Accounting Policies:

The specific accounting policies have been selected and applied by the Company's management for significant transactions and events that have a material effect within the Framework for preparation and presentation of the financial statements. Financial statements have been prepared and presented in compliance with IAS-1 "Presentation of Financial Statements". The previous year's figures were formulated according to the same accounting principles. Compared to the previous year, there were no significant changes in the accounting and valuation policies affecting the financial position and performance of the Company. However, changes made to the presentation are explained in the note for each respective item. Accounting and valuation methods are disclosed for reasons of clarity. The Company classified the expenses using the function of expenses method as per IAS-1.

2.04.1 Legal Compliance:

The financial statements have been prepared and the disclosures of information were made in accordance with the requirements of the Companies Act, 1994 and IASs adopted by the ICAB. On the basis of these regulations, International Accounting Standards (IAS) & International Financial Reporting Standards (IFRS) were applied with applicable standards in preparing the Financial Statements.



2.04.2 Critical Accounting Estimates, Assumptions & Judgments:

The preparation of the financial statements is in conformity with IFRS requirements, the use of certain critical accounting estimates. It also requires management to exercise its judgment in the process of applying the Company's accounting policies.

2.05 Going Concern:

The Company has been continuing its commercial operation and has necessary resources to continue in operation for the foreseeable future. For these reasons the management the company continue to adopt going concern basis in preparing financial statements of the company.

2.06 Components of the Financial Statements:

According to the International Accounting Standards (IAS)-1 "Presentation of Financial Statements" the complete set of Financial Statements includes the following components:

- Statement of Financial Position as at 30 June, 2024;
- Statement of Profit or Loss and other comprehensive Income for the year ended 30 June, 2024;
- Statement of Changes in Equity for the year ended 30 June, 2024
- Statement of Cash Flows for the year ended 30 June, 2024; and
- Accounting Policies and Explanatory Notes for the year ended 30 June, 2024.

2.07 Application of Standards:

The following IASs/IFRS are applicable for the financial statements for the year under review:

- IAS-1 Presentation of Financial Statements;
- IAS-2 Inventories;
- IAS-7 Cash Flow Statements;
- IAS-8 Accounting Policies, Changes in Accounting Estimates and Errors;
- IAS-10 Events after the Balance Sheet Date;
- IAS-12 Income Taxes;
- IAS-16 Property, Plant & Equipment;
- IAS-19 Employee Benefits;
- IAS-21 The Effects of Changes in Foreign Exchange Rate;
- IAS-23 Borrowing Costs;
- IAS-24 Related Parties Disclosure;
- IAS-33 Earnings per Share;
- IAS-34 Interim Financial Reporting;
- IAS-36 Impairment of Assets;
- IAS-37 Provisions, Contingent Liabilities and Contingent Assets;
- IFRS-09 Financial Instruments;
- IFRS-15 Revenue from Contracts with Customers;



2.08 Property, Plant & Equipment:

Tangible fixed assets are accounted for according to IAS-16: Property, Plant and Equipment at historical cost less cumulative depreciation and the Capital Work-in-progress is stated at cost. Both tangible and intangible assets are depreciated/ amortized according to the diminishing balance method.

The gain or loss arising on the disposal or retirement of an asset is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognized as other income (loss) and reflected in the Statement of Comprehensive Income.

2.09 Depreciation of the Fixed Assets:

Consistently, depreciation is provided on diminishing balance method based on written down value at which the asset is carried in the books of account. Depreciation continues to be provided until such time as the written down value is reduced to Taka one.

Depreciation on acquisition of an asset begins when it is available for use, i.e., when it is in the location and condition necessary for it to be capable of operating in the manner intended by management. Depreciation is charged during the year on Assets which were actually put to use and from the date of its use. The depreciation/amortization rate(s) are as follows:

Category of Fixed Assets	Rate %
Land & Land Development	-
Factory Building- Cashew Nuts	4
Factory Building- Coconut oil	4
Office room	10
Plant & Machinery-Imported, Coconut Oil plant	10
Plant & Machinery-Local, Coconut Oil plant	10
Plant & Machinery-, Cashew Nuts plant	10
Weighing Scales	10
Furniture & Fixtures	10
Office Equipment	6
Motor Vehicle	20
Delivery vehicles	20

2.10 Valuation of Inventories:

Inventories are stated at the lower of cost or NRV in compliance to the requirements of Para 21 and 25 of IAS-2.

Category of Inventories**Basis of Valuation**

Raw & Packing Materials
Work-in-Progress
Finished Goods

At Weighted Average Cost
At Standard Cost
At Standard Cost

Standard cost comprises value of materials, standard activity cost and overheads.



2.11 Cash & Cash Equivalents:

Cash & cash equivalents include cash in hand, cash at banks, term deposits which are available for use by the Company without any restrictions. There is an insignificant risk of change in value of the same.

2.12 Creditors & Accrued Expenses:**2.12.1 Trade & Other Payables:**

Liabilities are recorded at the amount payable for settlement in respect of goods and services received by the Company.

2.12.2 Provision:

The preparation of financial statements is in conformity with Bangladesh Accounting Standards, IAS-37 Provisions. Contingent Liabilities and Contingent Assets requires management to make estimates and assumptions that affect the reported amounts of revenues and expenses, assets and liabilities, and the disclosure requirements for contingent assets and liabilities during and at the date of the financial statements were made.

2.13 Taxation:

Taxation is provided in accordance with fiscal regulations applicable. The company is publicly traded company as per the provisions of Income Tax Ordinance, 1984 and Income Tax Act, 2023. The company qualifies for being treated as a "Publicly Traded Company" for which the rate for tax at 22.5% has been applied while making provision for income tax.

2.14 Deferred Tax:

Deferred tax is recognized on differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit and are accounted for using the balance sheet liability method. Deferred tax liabilities are generally recognized for all taxable temporary differences and deferred tax assets are generally recognized for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilized. RFCL recognized deferred tax liabilities for all taxable temporary differences.

2.15 Contingent Liabilities & Assets:

Contingent liabilities and assets are current or possible obligations or assets, arising from past events and whose existence is due to the occurrence or non-occurrence of one or more uncertain future events which are not within the control of the Company. In accordance with IAS-37 Provision, Contingent Liabilities and Contingent Assets are disclosed in the notes to the financial statements.



2.16 Revenue Recognition:

In compliance with the requirements of IFRS-15: Revenue from contract & customers, revenue is recognized only when:

- Upon the receipts either in cash or through banking channel or otherwise of the proceeds from trading of the merchandise as well as rendering of service upon mercantile system; and
- Interest income is recognized on accrual basis.

Revenue from sales is exclusive of VAT.

Turnover:

Turnover Comprises sales of the company excluding VAT etc.

Commission:

No commission has been paid to sales agents during the year under audit.

Brokerage or Discount:

The company did not pay any brokerage or discount other than the conventional trade discount against sales.

2.17 Statements of Cash Flows:

Statement of Cash Flows is prepared principally in accordance with IAS-7: Cash Flow Statements and the cash flows from operating activities have been presented under direct method as well as by reconciliation of Net profit.

2.18 Earning per Share:

The Company calculates Earning per Share (EPS) in accordance with IAS-33 "Earning per Share", which has been shown on the face of Statement of Comprehensive Income, and the computation of EPS is stated in the note.

2.18.1 Basic Earnings:

This represents earnings for the year attributable to the ordinary shareholders. As there was 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.

2.18.2 Weighted Average Number of Ordinary Shares Outstanding during the year:

Computation of weighted average number of ordinary shares is not required, as number of shares outstanding has not been changed during the year under review.

2.18.3 Basic Earnings per Share:

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



2.18.4 Diluted Earnings per Share:

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

2.19 Authorization date for issuing Financial Statements:

The financial statements were authorized by the Board of Directors on 27 October 2024 for issue after completion of review.

2.20 Comparative:

Financial statements are presented as per IAS-1 "Presentation of Financial Statements" and comparative figures are presented for the Statement of Financial Position as at June 30, 2023 and for the Statement of Profit or Loss and other Comprehensive Income, Statement of Changes in Equity and Statement of Cash Flows for the year ended June 30, 2023 as per IAS-34.

2.21 Reporting Period:

The financial statements cover a period of one year from 01 July, 2023 to 30 June, 2024.

2.22 General:

Wherever considered necessary, previous year's figures have been rearranged during the current year to conform to the current year's presentation. Figures appearing in the financial statements have been rounded off to the nearest Taka.

2.23 Consistency:

In accordance with the IFRS framework for the presentation of financial statements together with IAS 1 and IAS 8, the Company applies the accounting disclosure principles consistently from one period to the next. Where selecting and applying new accounting policies, changes in accounting policies applied, correction of errors, amounts involved are accounted for and disclosed retrospectively in accordance with the requirement of IAS 8.

2.24 Reorganization of Property, Plant & Equipment and Depreciation:

Property, Plant and Equipment are stated at their cost (Fair value for Building & otherp construction) less accumulated depreciation in accordance with IAS 16 "Property, Plant and Equipment". Cost represents cost of acquisition or construction and capitalization of pre-production expenditure including interest during construction periods. No depreciation is charged on land and land development. Depreciation has been charged on additions from the date of available for use. Depreciation on all other fixed assets is computed using the diminishing balance method in amounts sufficient to write off depreciable assets over their estimated useful economic lives. Expenditure of maintenance and repairs are expensed; major replacement, renewals and betterments are capitalized.



2.25 Foreign Currency Translation:

Transactions denominated in foreign currencies are translated into Bangladesh Taka and recorded at rates of exchange ruling on the date of transaction in accordance with IAS 21 “The Effects of Changes in Foreign Currency Rates”.

2.26 Transaction with Related Parties:

As per IAS 24 “Related Party Disclosures” parties are considered to be related if one of the parties has the ability to control the other party or exercise significant influence over the other party in making financial and operating decisions. Transaction with related parties have been disclosed in Note 13 in the Financial Statements.

2.27 Responsibility for the Preparation and Presentation of Financial Statements:

The board of Directors is responsible for the preparation and presentation of financial statements under Section 183 of the Companies Act, 1994, IAS & IFRS and as per the provision of “The framework for the preparation and presentation of financial statements” issued by the International Accounting Standards Committee (IASC).

2.29 Events after the Reporting Period:

In compliance with the requirements of IAS 10: Events after the balance sheet date are those events that occur between the balance sheet and the date when the financial statements are authorized for issue.



RAHIMA FOOD CORPORATION LIMITED
Notes to the Financial Statements
As at and for the year ended 30 June 2024

Note	Particular	Amount in BDT	
		30-Jun-24	30-Jun-23
3.00	Property, Plant and Equipment:		
	Cost value	228,574,711	99,372,579
	Less: Accumulated depreciation	15,141,579	9,953,605
	Written Down Value: (a-b)	213,433,132	89,418,974
	<i>Details are shown in Annexure 'A'</i>		
4.00	Construction in Progress :		
	A) Factory building :		
	Opening balance	-	-
	Addition during the year	-	-
	Transferred to Fac. Building -Coconut Oil plant	-	-
	Transferred to Fac. Building -Cashew Nut Processing plant	-	-
	Closing Balance (A)	-	-
	B) Plant & Machinery Installation in progress :		
	Opening balance	128,934,072	128,882,812
	Addition during the year	268,060	51,260
	Transferred to Property, Plant, and Equipment during the year **	(129,202,132)	-
	Closing Balance (B)	-	128,934,072
	Total Construction in Progress (A + B) :	-	128,934,072
	**Rahima Food Corporation Ltd. (RFCL) imported machinery in 2021 for its planned Coconut Oil Production Unit, initially classifying it as Capital Work-in-Progress (CWIP). As of 30 June 2024, the company's board decided to transfer the machinery, including installation costs, from CWIP to Property, Plant, and Equipment, signaling its readiness for commercial use. This transfer enables the machinery to be utilized productively, aligning with RFCL's broader goals for resource efficiency and operational optimization.		
5.00	Inventories :		
	Stock of Finished goods- Cashew Nuts (Note 20.01)	1,402,069	3,130,625
	Stock of Work in Process	1,166,386	
	Stock of Raw materials- Cashew Nuts(Note 20.02)	27,614,887	59,533,972
	Stock of finished goods-Coconut Oil(Note 20.04)	5,118,689	5,428,442
	Stock of By-product of Cashewnut	214,800	
	Stock of Raw materials- Coconut oil (Note 20.05)	-	
		35,516,831	68,093,039
6.00	Accounts receivable (Un- secured) :		
	Bismillah Store	979,600	-
	Azan Store	5,836,000	557,000
	S.M.Enterprise	-	307,200
	Sugata Feed Mills	469,530	2,571,570
	Norshingdi Store	5,318,207	6,196,462
	Haji Helal Store	1,874,495	2,912,017
	Saleh & Brothers	37,521	37,522



Note	Particular	Amount in BDT	
		30-Jun-24	30-Jun-23
	Moulvi Bazar Sales Centre	424,748	80,755
	Tashin Jahan	1,760,208	1,203,008
	Mostakin & Store	66,914	-
	Macca Madina Store	9,378,400	-
	Konapara Show room	404,467	-
	Agata Feed Mills	453,420	2,158,075
		27,003,510	16,023,609

- i) All the debts are good and collectable during normal course of business during the subsequent year.
ii) No amount has been due by the Directors, including the Managing Director and other officers of the company and any of them severally and jointly with any other person.

7.00 Advances, Deposits and Pre-payments :

Bank guarantee margin	90,440	90,440
Advance against Work order	1,094,000	1,094,000
Advance against purchase and expenses	24,546,471	12,332,570
VAT Current Account	429,866	499,540
Advance Income Tax	1,860,157	1,848,062
Security Deposit - CDBL	300,000	300,000
Security Deposit-Palli Bidduth samity	39,150	39,150
Security Deposit - Titas Gas	536,950	536,950
Closing Balance:	28,897,034	16,740,712

i) Bank Guarantee margin represents the amount deposited with Islami Bank Bangladesh Ltd., Farmgate Br, for issuing bank guarantees in favour of Titas Gas Transmission & Distribution Co. Ltd. for obtaining gas line connection to the factory. The bank guarantees are BG-17 for Tk.812,800/-, BG-18 for Tk. 168,400/- and BG-19 for Tk. 74,974/-.

ii) Security deposits represent the amount paid by the company with different service providing organizations for obtaining service from them.

iii) All the advances, deposits and pre-payments are realizable in the ordinary course of business, at a value at least equal to the amounts at which they are stated in this Statement of Financial Position.

iv) No amount was due by the Directors, including the Managing Director and other officers of the company and any of them severally or jointly with any other person.

8.00 Cash & Cash Equivalents:

Cash in hand:	77	43,048
Cash at Bank :		
NCC Bank Ltd., Uttara Br. (A/C no.: 000085)	60,801	60,801
One Bank Ltd., Uttara Br. (C/D A/C no.:61020008414)	11,364,935	1,417,523
Jamuna Bank, Moulvi Bazar Branch(C/D A/C no.1001001482170)	3,639,750	16,395,337
Pubali Bank, Foreign Exchange Branch(2905102001600)	7,012,178	1,545,733
Total	22,077,741	19,462,442

i) Cash in hand has been verified by the Auditors of the company at the close of the year and a cash custody certificate was furnished to the Auditors.

ii) Bank Account with NCCBL is a dormant Account and is under process of closure.



Note	Particular	Amount in BDT	
		30-Jun-24	30-Jun-23
9.00	Share capital : Tk. 200,002,000		
	Authorised Capital :	500,000,000	500,000,000
	50,000,000 ordinary shares of Tk. 10/- each		
	Issued, subscribed & paid up capital	200,002,000	200,002,000
	20,000,200 ordinary shares of Tk. 10/- each		

A) Composition of shareholding :

	2023-2024		2022-2023	
	No. of Shares	%		%
a) Directors/ Sponsors	7,474,444	37.38	7,474,444	37.38
b) Foreign Investors	1,000,000	4.99	1,000,000	4.99
c) Institutions	2,350,873	11.75	2,175,665	10.9
d) General Public	9,174,883	45.88	9,350,091	46.8
Total:	20,000,200	100	20,000,200	100

B) Details of the shareholding is given below :

The distribution schedule showing the number of shareholders and their shareholding in percentage has been disclosed below as required under Listing Regulation of Dhaka and Chittagong Stock Exchanges :

Range of holdings in number of shares	No. of Shareholders	Number of Shares	Holding %
	2022- 2023	2022-2023	2022- 2023
1 to 500	4489	2,470,076	12.35
501 to 1,000	2021	2,113,064	10.56
1,001 to 5,000	1326	2,337,639	11.68
5,001 to 10,000	759	2,197,933	10.98
10,001 to 100,000	131	1,327,167	6.63
100,001 to 250,000	4	441,000	2.20
250,001 to 500,000	0	-	-
500,001 to 1,000,000	2	1,638,877	8.19
1,000,001 to 9,999,999	5	7,474,444	37.38
Total:	8737	20,000,200	100

C) The share of the company is listed with both Dhaka Stock Exchange Ltd. and Chittagong Stock Exchange Ltd. and is quoted at Taka 239.80 and Taka 242.50 on 30.6.2022 at Dhaka Stock Exchange Ltd. and Chittagong Stock Exchange Ltd. respectively.

10.00 Retained Earnings :

Opening Balance	6,244,104	(9,499,999)
Net profit/(Loss) during the year	21,368,045	20,560,798
Tax return by NBR after assement of Tax for the year 2021-2022	-	36,554
Payment of dividend for the previous year	(20,000,200)	(5,476,950)
Prior year adjustment	(49,500)	623,701
Closing Balance:	7,562,449	6,244,104



Note	Particular	Amount in BDT	
		30-Jun-24	30-Jun-23
11.00	Deferred Tax : Asset / (Liability)		
	Carrying Value :		
	Assets	76,107,295	210,229,341
		<u>76,107,295</u>	<u>210,229,341</u>
	Tax based value :		
	Assets	59,022,255	196,108,371
		<u>59,022,255</u>	<u>196,108,371</u>
	Temporary difference	(17,085,040)	(14,120,970)
	Deferred Tax : Asset (Liability) :	<u>(3,844,134)</u>	<u>(3,177,218)</u>
12.00	Creditors against machinery supplied :		
	Bangladesh Cashew Nut Processing Industrial Ltd.(Note 12.01)	12,138,720	12,138,720
	M/S. Abu Khaer Trading Corporation (Note 12.02)	10,094,000	10,094,000
		<u>22,232,720</u>	<u>22,232,720</u>
	i) Non Current Liabilities	-	22,232,720
	ii) Current Liabilities	22,232,720	-
12.01	This represents the amount payable to the above company for purchase of full set of machinery of Cashew Nut Processing plant, imported by them. As per agreement (MOU) signed with them, the liability is payable after 3(three) years from the date of signing the MOU with no interest or charge for this period. The MOU was signed on 28.2.2022.		
12.02	This represents the amount payable to the above party for purchase of machinery from them for production of coconut oil. The bill for supply of machinery is payable after 3(three) yeas from 17.2.2022 with no interest or any other charge for the credit period.		
13.00	Current Account with Related party :		
	City Sugar Industries Ltd.	74,180,186	98,061,617
		<u>74,180,186</u>	<u>98,061,617</u>
14.00	Accounts and other payable :		
	City Seed Crashing Industries Ltd.	2,504,422	640,034
	City Edible oil Ltd.	73,000	14,700
	Payable with other parties	250,000	-
		<u>2,827,422</u>	<u>654,734</u>
15.00	Un-Claimed Dividend :		
	2018-2019	-	364,093
	2020-2021	33,298	33,298
	2021-2022	147,983	147,983
	2022-2023	2,908,119	-
	Interest Income on un-paid dividend (Net of Tax and charges)	289,261	68,206
	Total :	<u>3,378,661</u>	<u>613,580</u>

This represents the amount that could not be paid to the respective shareholders due to discrepancies in the bank Account of the receiver of the dividend. During the year an amount of Taka 364,093/- as un-claimed dividend for the year 2018-2019 has been transferred to Capital Market Stabilization Fund as per instruction of the BSEC.



Note	Particular	Amount in BDT	
		30-Jun-24	30-Jun-23
16.00	Provision for Workers Profit participation/Welfare Fund :		
	Opening balance	1,739,123	406,778
	Addition during the year	1,373,825	1,332,345
	Amount paid during the year	-	-
	Closing balance	3,112,948	1,739,123
17.00	Liabilities for Expenses :		
	Salary to employees	277,000	
	Board meeting & Audit Committee meeting attendance fee	-	20,000
	Liability against Fees & Subscription	-	212,000
	Telephone and Fax chargess	31,500	
	Audit Fees	425,500	330,000
	Tax deducted at source	3,296	79,056
	Vat and Excise	133,690	82,325
		870,986	723,381
18.00	Provision for Income Tax :		
	Opening balance	5,224,371	2,680,412
	Provision during the year (Note 24.00)	5,441,577	3,597,269
	Tax return as per assessmnet of Tax by NBR	-	(36,554)
	Tax paid against provision	(1,749,207)	(1,016,756)
	Closing Balance:	8,916,741	5,224,371



Note	Particular	Amount in BDT			
		2023-24		2022-23	
		Qty.(MT)	Amount In BDT	Qty.(MT)	Amount In BDT
19.00	Revenue :				
	Sale of Cashew Nuts		133,713,600		190,972,281
	Sale of By-product of Cashew Nuts		19,193,305		26,450,050
	Sale of Coconut oil		1,017,836		1,578,658
	Sale of By-product of Coconut oil		-		472,480
	Net Turnover :		<u>153,924,741</u>		<u>219,473,469</u>
20.00	Cost of goods sold :				
	Cost of Cashew Nuts sold (Note 20.01)		114,302,103		182,028,421
	Cost of Coconut oil sold (Note 20.04)		2,231,429		1,937,463
			<u>116,533,532</u>		<u>183,965,884</u>
20.01	Cost of Cashew Nuts sold :				
	Raw materials consumed (Note 20.02)		98,826,413	1248.11	171,580,515
	Cost of Labour		7,932,362		7,014,055
	Factory Overhead cost Note (20.03)		7,195,958		5,942,961
	cost of goods for manufacture	159.25	113,954,733	255.09	184,537,531
	Less : Cost of Work in process	5.00	1,166,386		
	Cost of goods manufactured	154.25	112,788,347		
	Add : Opening stock of Finished good	4.49	3,130,625	0.99	621,515
	Goods available for sale	158.74	115,918,972	256.08	185,159,046
	Less : Closing Stock of Finished goods	1.92	1,402,069	4.49	3,130,625
	Cost of Cashew Nuts for sale	156.82	114,516,903	251.59	182,028,421
	Less : Stock of By-product available for sale	5.37	214,800	-	-
	Cost of goods sold :		<u>114,302,103</u>		<u>182,028,421</u>
20.02	Raw materials consumed :				
	Opening Stock	450.41	59,533,972	13.76	1,788,150
	Purchase during the year	484.80	66,907,328	1,734.76	229,326,337
		935.21	126,441,300	1,748.52	231,114,487
	Less : Closing Stock of Raw materials	204.25	27,614,887	450.41	59,533,972
		<u>730.96</u>	<u>98,826,413</u>	<u>1,298.11</u>	<u>171,580,515</u>
20.03	Factory Overhead Cost- Cashew Nuts				
	Indirect Materials cost		493,530		565,556
	Indirect labour cost		152,905		331,819
	Electricity expense		272,000		382,500
	Cost of Steam		1,592,388		1,497,726
	Repair and Maintenance of machinery		576,903		408,354
	Repair and Maintenance of factory building		655,200		25,712
	Vehicle operation and maintenance cost		1,144,271		217,019
	Fuel and lubricants		1,531		9,810
	Other Factory overhead expense		69,016		98,081
	Depreciation expense		2,238,214		2,406,384
			<u>7,195,958</u>		<u>5,942,961</u>



Note	Particular	Amount in BDT			
		2023-24		2022-23	
		Qty.(MT)	Amount In BDT	Qty.(MT)	Amount In BDT
20.04	Cost of Coconut oil sold :				
	Cost of Raw materials (Note 20.05)	-	-	5.65	1,000,389
	Cost of Labour	0	-	-	41,705
	Factory Overhead cost (Note 20.06)	0	1,921,676	-	2,070,438
	Cost of goods manufactured	0.00	1,921,676	2.93	3,112,532
	Add : Opening stock of Finished goods	9.19	5,428,442	9.54	4,253,373
		9.19	7,350,118	12.47	7,365,905
	Less : Closing Stock of Finished goods	6.40	5,118,689	9.19	5,428,442
	Cost of goods sold	<u>2.79</u>	<u>2,231,429</u>	<u>3.28</u>	<u>1,937,463</u>
20.05	Cost of Raw matereials - Coconut oil :				
	Opening Stock	-	-	5.65	1,000,389.00
	Purchase during the year	-	-	-	-
		-	-	5.65	1,000,389
	Less : Closing Stock	-	-	-	-
		-	-	5.65	1,000,389
20.06	Factory Overhead cost - Coconut oil :				
	Indirect materials	-	-	-	-
	Electricity expense	-	-	-	7,650
	Depreciation expense	-	1,921,676	-	2,062,788
		-	<u>1,921,676</u>	-	<u>2,070,438</u>
21.00	Admin, Selling and General expenses :				
	Board meeting attendance fee		30,000		60,000
	Salary and allowances		3,656,400		3,822,600
	Travelling and conveyance		106,695		91,080
	Office entertainment expense		18,904		24,252
	Telephone, Fax and Internet charges		158,000		46,250
	Repair and maintenance		214,941		347,063
	Postage and Courier		2,513		2,135
	Printing and photo copy		15,716		4,860
	Licence, fees and subscription		619,571		694,702
	Vehicle operation and maintenance		585,682		607,902
	Audit fee		425,500		330,000
	Stationery charges		2,855		31,758
	Papers and periodicals		2,560		852
	Bank charges		42,558		173,981
	Expenses for A.G.M		612,750		566,605
	Publicity and Advertisement		593,400		1,061,920
	Legal and Professional fee		189,020		28,750
	Other office expenses		429,989		232,550
	Depreciation expense		1,028,082		1,245,154
			<u>8,735,136</u>		<u>9,372,414</u>
22.00	Other Income :				
	Income from Interest on Bank deposits		194,291		1,844,073



Note	Particular	Amount in BDT			
		2023-24		2022-23	
		Qnty.(MT)	Amount In BDT	Qnty.(MT)	Amount In BDT
23.00	Contribution to Workers's Profit Participation & Welfare Fund :				
	Profit before contribution to WPWF		<u>28,850,364</u>		<u>27,979,244</u>
	Contribution to WPWF		<u>1,373,825</u>		<u>1,332,345</u>
	This represents statutory contribution by the company as per Bangladesh Labour Act,2006. The amount is computed @ 5% of net profit before Tax, but after charging such contribution.				
24.00	Current Tax :				
	Profit before Tax		<u>27,476,538</u>		<u>26,646,899</u>
	Add: Accounting Depreciation		5,187,972		5714326
	Less : Taxable depreciation as per 3rd shedule of ITA 2023		<u>(8,479,723)</u>		<u>(9,902,338)</u>
	Taxable profit before tax		<u>24,184,787</u>		<u>22,458,887</u>
	Current tax rate		22.50%		-
	Provision for Current Tax		<u>5,441,577</u>		<u>3,597,269</u>
25.00	Deferred Tax expense(Income):				
	Deferred Tax Asset(Liability) at the beginning of the year		(3,177,218)		(688,386)
	Deferred Tax Asset(Liability) at the end of the year		<u>(3,844,134)</u>		<u>(3,177,218)</u>
	Deferred Tax expense (Income)		<u>666,916</u>		<u>2,488,832</u>
26.00	Earning Par Share:				
	Earning attributable to the shareholders		21,368,045		20,560,798
	Number of shares outstanding		<u>20,000,200</u>		<u>20,000,200</u>
	Earning Par Share (EPS)		<u>1.07</u>		<u>1.03</u>
27.00	Net Asset value (NAV) per share : Tk.				
	Net Assets		207,564,449		206,246,104
	Number of shares outstanding		<u>20,000,200</u>		<u>20,000,200</u>
	Net assets value per share		<u>10.38</u>		<u>10.31</u>
28.00	Net Operating Cash Flow per share (NOCFPS) :				
	Net Cash Flow from Operating activities		43,749,909		(50,355,353)
	Number of shares outstanding		<u>20,000,200</u>		<u>20,000,200</u>
	Net Operating Cash Flow per share (NOCFPS)		<u>2.19</u>		<u>(2.52)</u>

Deviation of the NOCFPS of the current year compared to that of the previous year is due to Cash inflow from decrease in stock of the previous year for substantial amount during the current year .



Note	Particular	Amount in BDT			
		2023-24		2022-23	
		Qty.(MT)	Amount In BDT	Qty.(MT)	Amount In BDT
29.00	Reconciliation of Cash flow from Operating Activities (Indiecdt method) :				
	Net Profit(Loss) as per Profit or Loss Statement		21,368,045		20,560,798
	Adjustment for expenses not involving cash :				
	Depreciation expenses & other expense		5,187,972		5,714,326
	Provision for Income Tax		5,441,577		3,597,269
	Deferred Tax expense(Income)		666,916		2,488,832
	Provision for WPWF		1,373,825		1,332,345
	Refund of prior year's expense		-		658,201
	Payment of prior year's expense-VAT and Tax		(49,500)		(1,051,256)
	Advance against Purchase and expenses		(12,213,901)		(13,426,570)
	Payment of Advance Income Tax		(12,095)		(184,407)
	Decrease in advance VAT payment		69,674		-
	Decrease(Increase)in in Current Assets -Inventories		32,576,210		(60,429,612)
	(Increase) in Current Assets -Accts. Receivable,		(10,979,901)		(2,959,017)
	Decrease in Current liability- Provision for Income Tax		(1,749,207)		
	Increase (decrease)in Current Liabilities -Liabilities for expen:		147,605		281,789
	Increase (decrease)in Current Liabilities -Acts. Payable-		2,172,688		(6,938,051)
	Cash flow from operating activities		43,999,909		(50,355,353)
30.00	Commission, Brokerage or Discount :				
	No commission, Brokerage or discount against sales was paid during the year under report.				
31.00	Payment in Foreign Currency :				
	No payment in Foreign Currency has been made durindg the year under report.				
32.00	Perquisites to employees :				
	There was no employee in the employment of the company drawng salary less than Taka 3,000/- per month. Number of employees in the employment of the company during the year under report was 5 (Five) and each of them was drawing salary more than Taka 3,000/- per month.				
33.00	Audit fee :				
	Audit fee during the year under report comprises of Auditors' remuneration including VAT for Audit of Accounts and for certification of compliance of Corporate Governance Code as per guide line issued by BSEC. Vide Notification No. SEC/CMRRCD/2006-158/207/Admin/80, dated 03.6.2018.				
34.00	Payment of perquisites to Directors/ Officers :				
	a) During the year total 11 Board Meeting were held.				
	b) No compensation was paid by the company to the Managing Director/ Chief Executive officer/ Directors of the company during the year under report.				
	c) No Board meeting attendance fee was paid to the Directors of the company for attending Board meeting excluding the Independent Director, who was paid fees for attending Board Meeting and Audit Committee Meeting during the year.				
	d) No amount of money was spent by the company for compensating any member of the Board / Officer of the company for special services rendered by them during the year.				



35.00 Related party disclosures :

Transactions with Related parties, i.e. City Sugar Industries Ltd. have been disclosed in Note 13 of the Accounts, as required under IAS 24. No interest or any other charge has been paid to the Related parties or claimed by the Related parties against the liability with them during the year.

Related party Name	Nature of relationship	Nature of transactions	Opening Balance	Addition during the year	Adjustment during the year	Closing Balance
City Sugar Industries Ltd.	Sister concern	Financing Business	98,061,617	6,118,569	(30,000,000)	74,180,186

36.00 Credit contract :

There was no credit facility available to the company under any contract (other than credit available in ordinary course of business) on the date of the financial statements.

37.00 Dividend :

The Board of Directors of the company in its meeting held on 27 October 2024 recommended 10% cash dividend for the year 2023-2024 which is subject to approval of the shareholders in the ensuing Annual General Meeting.



38.00 Salary Range: Salary Range of the Employees are given below:

SL. No.	Salary Range	No. of Person	
		2023-2024	2022-2023
1	5,000-15,000	2	2
2	15,001-25,000	1	1
3	25,001-50,000	1	1
4	50,001-200,000	1	1
Total		5	5

39.00 Others :

- There was no claim against the company not acknowledged as debt on the date of the financial statements.
- There was no Capital expenditure contract but not incurred or provided for.
- The company had no contingent liability/ Asset on the date of the Financial Statements.
- Previous years figures have been re-arranged where necessary to confirm to the Current year's presentation.


 Managing Director


 Director


 Chief Financial Officer


 Company Secretary



RAHIMA FOOD CORPORATION LTD.

Schedule of Property, Plant and Equipment
As at June 30, 2024

PARTICULARS	COST		Rate of Depreciation	D E P R E C I A T I O N			Written Down Value June 30, 2024	
	As on July 01, 2023	Addition (Disposal)		As on June 30, 2024	As on July 01, 2023	Charged (Adjustment)		As on June 30, 2024
	Figures are in BDT (Taka)							
Land & Land Development	8,123,705	-	8,123,705	-	-	-	8,123,705	
Factory Building- Coconut oil plant	27,557,377	-	27,557,377	1,490,786	1,042,664	2,533,450	25,023,927	
Factory Building- Cashew nut processing plant	30,599,929	-	30,599,929	1,612,488	1,159,498	2,771,986	27,827,943	
Office room	1,614,905	-	1,614,905	170,643	144,426	315,069	1,299,836	
Plant & Machinery-Coconut oil plant	10,139,027	129,202,132	139,341,159	1,348,907	879,012	2,227,919	137,113,240	
Plant & Machinery-Cashew nut plant	12,138,720	-	12,138,720	1,351,555	1,078,717	2,430,272	9,708,449	
Weighing Scales	380,000	-	380,000	316,731	6,327	323,058	56,942	
Furniture & Fixture	1,919,457	-	1,919,457	780,913	113,854	894,767	1,024,690	
Office Equipments	844,710	-	844,710	558,280	17,186	575,466	269,244	
Motor Vehicle- Head office	1,315,000	-	1,315,000	1,310,946	811	1,311,757	3,243	
Delivery vehicles	4,739,749	-	4,739,749	1,012,358	745,478	1,757,836	2,981,913	
As at June 30, 2024	99,372,579	129,202,132	228,574,711	9,953,607	5,187,972	15,141,579	213,433,132	
As at June 30, 2023	95,910,776	3,461,803	99,372,579	4,239,281	5,714,326	9,953,605	89,418,974	

Apportionment of Depreciation for the year is charged as under : The charge is allocated on the basis of use of the Assets.

	June 30, 2024	June 30, 2023
Factory Overhead -Coconut plant	1,921,676	2,062,788
Factory Overhead -Cashew Nut plant	2,238,214	2,406,384
Admin., Selling & General expense	1,028,082	1,245,154
	5,187,972	5,714,326

Disclosure:

** As per the Board decision of the Company, the assets under plant & machinery- coconut oil plant has been transferred from CWIP as assets addition as on 30 June 2024.Hence, no depreciation has been charged on this assets during the year. only depreciation has been charged on the opening carrying value of Plant & Machinery- Coconut Oil Plant.



RAHIMA FOOD CORPORATION LTD.

Uttar Rupshi, Rupgonj, Narayangonj

PROXY FORM

I/We
 of
 being a Shareholder of Rahima Food Corporation Ltd., hereby appoint
 of
 as my/our proxy to attend and vote for
 me/us and on my/our behalf at the 34th . **ANNUAL GENERAL MEETING** of the company to be held on 23
 December, 2024 at 11-30 AM.. by hybrid system and/or at any adjournment thereof.

As witness my/our hand this day of 2024



(Signature of the proxy)

Date:
 ...

(Signature of the Shareholder)

Reg. BO/Folio No. :
 Date:

Note: A Member entitled to attend and vote at the Annual General Meeting may appoint a proxy to attend and vote on his/her behalf. The Proxy Form duly stamped and signed must be sent through e-mail to the share department of the company not later than 48 hours before the time fixed for the meeting. E-mail address of the company is “ rfcl.rahimafood@gmail.com “

Rahima Food Corporation Ltd.