

Nectar™
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ANNUAL REPORT 2022-2023



BD THAI FOOD & BEVERAGE LTD.

Promotional Activities





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THE COMPANY PROFILE

Name of the Company	: BD Thai Food & Beverage Ltd.
Logo	: 
Corporate Head Office and Registered Office	: BTA Tower, 29 Kemal Ataturk Avenue, Road # 17, Banani C/A, Dhaka-1213 Phone: 88-02-222275571 E-mail: info@btfbl.com Web: www.btfbl.com
Factory Location	: Boronarayanpur, Amta, Dhamrai, Dhaka
Date of Incorporation	: October 13 , 2010
Corporate Registration	: C-87517/10
Commercial Production	: August, 2013
Principal Business Line	: Manufacturing & Marketing of Different Food & Beverage Products
Listing Status	: Public Listed Company
Date of Approval for IPO	: November 18, 2021
Stock Exchange Listing	: Dhaka and Chittagong
Date of Listing with DSE & CSE	: January 17, 2022
Authorized Capital	: Taka 100.00 Crore
Paid-Up-Capital	: Taka 81.50 Crore
Number of Employees	: 355 excluding casual and piece rated workers



MISSION



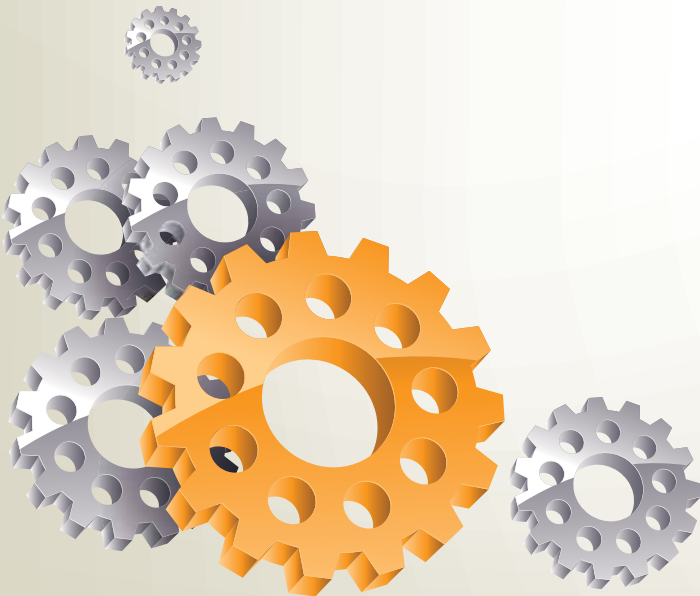
VISION

MISSION & VISION STATEMENT

Mission of the company is to be a premier Food & Beverage Company operating in the Global market and providing customers with high quality food products with appropriate nourishments and services at competitive price, simultaneously ensuring the long-term sustainability and profitability of the organization. BTFBL seeks to offer to create value and make a difference in producing financial rewards to the investors as we provide opportunities for growth and enrichment to our employees and our business partners.”

NATURE OF BUSINESS

BTFBL has certification from ISO 22000:2005, HACCP, Hallal & BSTI. We have obtained FDA food facility, approval for its juice products from America in 2018. Our Quality Control (QC) department is trained in a manner that they never compromise with quality issues for, raw materials, production process and finished products. Hygiene issues are also dealt with utmost importance. BTFBL products are commonly well known under to its brand name “Nectar”. Our product mix includes – different kinds of fruit juices, carbonated beverages, drinking water, hard candies, soft candies, lollipops, biscuit, cookies, powder drink, commodity products, spices etc.



CORPORATE DIRECTORY

BOARD OF DIRECTORS:

Mrs. Rubina Hamid
Dr. Kazi Aktar Hamid
Mr. Rahat Maleque
Mr. Ryan Hamid
Mr. Md. Rabiul Alam, FCS
Mr. Md. Joynal Abedin, FCA
Mr. Muhammad Mohiuddin
Mr. Ruhul Ameen, FCMA

MANAGING DIRECTOR & CEO

CHIEF FINANCIAL OFFICER

COMPANY SECRETARY

HEAD OF INTERNAL AUDIT & COMPLIANCE

BANKERS

AUDITORS

COMPLIANCE AUDITORS'

LEGAL ADVISOR

REGISTERED OFFICE

FACTORY

Chairperson
Director
Director
Director
Nominee Director
Nominee Director
Independent Director
Independent Director

M.M. Aminul Islam

Md. Shahahur Rahman

Md. Habibur Rahman

Ms. Khadija Akter

Agrani Bank Limited
Bank Asia Limited
Dutch Bangla Bank Limited
Islami Bank Bangladesh Limited
Pubali Bank Limited
Shahjalal Islami Bank Limited
Sonali Bank Limited
Southeast Bank Limited
Exim Bank Limited
Mercantile Bank Limited
Midland Bank Limited

FAMES & R, Chartered Accountants
Hossain Tower (11th Floor), 116 Naya Paltan
Box Culvert Road, Dhaka-1000

JASMIN & ASSOCIATES
Chartered Secretaries
55/B Noakhali Tower (10th Floor)
Suite: 11-F, Purana Paltan, Dhaka-1000

Dr. Hamid & Associates
House- 46, Road-7, Block-G
Banani, Dhaka-1213

BTA Tower, 29 Kemal Ataturk Avenue
Road-17, Banani C/A, Dhaka-1213

Boronarayanpur, Amta, Dhamrai
Dhaka, Bangladesh

LETTER OF TRANSMITTAL

Date: November 30, 2023

The Shareholders
Bangladesh Securities and Exchange Commission
Registrar of Joint Stock Companies & Firms
Dhaka Stock Exchange Ltd.
Chittagong Stock Exchange PLC.

Subject: Annual Report for the year ended June 30, 2023.

Dear Sir (s):

We are pleased to enclose here a copy of the Annual Report along with the Audited Financial Statements including Statement of Financial Position as at June 30, 2023, Statement of Profit or Loss and Other Comprehensive Income, Statement of Cash Flows, Statement of Changes in Equity for the year ended June 30, 2023, accompanying with notes thereon of BD Thai Food & Beverage Ltd. for your kind information and record.

Thanking You.

Sincerely Yours



Md. Habibur Rahman
Company Secretary

BD Thai Food & Beverage Ltd.

BTA Tower (3rd Floor), 29 Kemal Ataturk Avenue, Road-17, Banani C/A, Dhaka-1213

Notice of the 13th Annual General Meeting

Notice is hereby given to all the Members of **BD Thai Food & Beverage Ltd.** that the **13th Annual General Meeting (AGM)** of the members of the Company will be held on **Sunday, 24 December 2023** at **3:30 pm** by using **digital platform** through the link <https://bdthaifood.bdvirtualagm.com> to transact the following businesses and to adopt necessary resolutions:

Ordinary Agenda:

1. To receive, consider and adopt the Audited Financial Statements for the year ended on 30 June 2023 together with Directors' Report and Auditors' Report thereon.
2. To declare the dividend for the year ended on 30 June 2023 as recommended by the Board of Directors.
3. To elect/re-elect Directors of the Company.
4. To appoint/ reappoint Statutory Auditor of the Company for the year ended on 30 June 2024 and fix their remuneration.
5. To appoint Corporate Governance Compliance Auditor (s) for the year ended on 30 June 2024 and fix their remuneration.

Dhaka, Bangladesh
28 November 2023

By order of the Board of Directors


(Md. Habibur Rahman)
Company Secretary

Notes:

- The Board of Directors recommended No Dividend for the year ended on 30 June 2023.
- The 'Record Date' in lieu of Book Closure was Monday, 20 November 2023. The Shareholders whose names appeared in the Members Register of the Company under CDS on Record Date (20 November 2023) will be eligible to attend the 13th AGM.
- A member entitled to attend and vote at the AGM may appoint a proxy to attend the meeting and take part in the proceedings thereof on his/her behalf. The scanned copy of "Proxy Form" duly signed and affixed with BDT 100 revenue stamp must be sent through email to Company's Share Department at info@btfdl.com deposited at the Office of the Bank no later than 72 hours before commencement of the AGM.
- Pursuant to Bangladesh Securities & Exchange Commission (BSEC) Order No. SEC/SRMIC/94-231/91 dated March 31, 2021, the 13th AGM of the Company will be conducted Digital Platform with live streaming through the link: <https://bdthaifood.bdvirtualagm.com>.
- The Shareholders will join the Virtual AGM through the link: <https://bdthaifood.bdvirtualagm.com>. The Shareholders will be able to submit their questions/ comments and vote electronically 48 (Forty Eight) hour before commencement of the AGM and also during the AGM. For logging into the system, the Shareholders need to put their 16-digit Beneficial Owner (BO) ID or 5-digit Folio Number as proof by visiting the said link.
- Pursuant to the BSEC Notification No. BSEC/CMRRCD/2006-158/208/Admin/81 dated June 20, 2018, soft copies of the Annual Report 2023 along with the Proxy Form and Notice of the AGM will be sent to the Members' respective email address available as per CDBL record. The Annual Report will be available in the Company's website at: www.btfdl.com.
- As per Bangladesh Securities and Exchange Commission's Circular No. SEC/CMRRCD/2009-193/154 dated October 24, 2013, "no benefit in cash or kind, other than in the form of Dividend (i.e. No Food/Box/Gift Coupon etc.)" to be distributed at the AGM.

DIRECTORS' PROFILE:



Mrs. Rubina Hamid

Chairperson

Mrs. Rubina Hamid wife of Dr. Kazi Aktar Hamid (a renowned Senior Lawyer of The Supreme Court of Bangladesh) and daughter of Late Col (Retd.) A. Maleque (former Minister and Mayor of The Dhaka City Corporation). She has a Master of Commerce degree in Management from the University of Dhaka. She is a Professor of the department of Management, University of Dhaka. She is the Chairperson of BD Thai Aluminum Limited, Sunlife Insurance Company Limited, BD Thai Food & Beverage Ltd., BD Thai Cosmo Ltd and Surjer Hashi Network. Prof. Rubina Hamid has gathered vast knowledge of business and is capable of applying the knowledge in the practical arena of finance and marketing of all the five concerns. Very recently, she received the best woman entrepreneur awards in the bank and insurance sector of Bangladesh. She is a dynamic lady with keen interest in food and beverage business. She has great managerial expertise.

Dr. Kazi Aktar Hamid

Director

Dr. Kazi Aktar Hamid, son of Late Mr. Abdul Hamid and son-in-law of Late Col (Retd.) A. Maleque (former Minister and Mayor of Dhaka City Corporation). Dr. Hamid has a Doctorate of Laws (LL.D) degree from the University of Ottawa, Canada and Masters degree in Law from The Howard University Law School, Washington, D.C., USA. He is a law practitioner and a Senior Lawyer of The Supreme Court of Bangladesh. He is also the legal advisor of BD Thai Aluminum Limited, Sunlife Insurance Company Limited, Rahat Real Estate & Construction Ltd. and BD Thai Food & Beverage Ltd. He successfully looks after all the legal matters of all the aforesaid companies. He plays an influential role in the policy matters of the companies. He is the sponsor director of the BD Thai Aluminum Limited, Sunlife Insurance Company Limited, BD Thai Cosmo Limited, Rahat Real Estate & Construction Ltd. and BD Thai Food & Beverage Ltd. He is the Head of Chambers of the law firm "Dr. Hamid and Associates". He also served as a consultant of The Law Reform Commission of Canada (LRCC) under the Justice Department of Canada.



Mr. Rahat Maleque

Director

Mr. Rahat Maleque, son of Mr. Zahid Maleque MP (Minister of Health and Family Welfare) and Mrs Shabana Maleque. He has an undergraduate degree of Bachelor of Business Administration (BBA) from the North South University, Dhaka and Masters in Finance and Investment from Queen Mary University in UK. He is a director of the BD Thai Aluminium Limited, BD Thai Food & Beverage Ltd. and Sunlife Insurance Company Limited. He is also Managing Director of the Rahat Real Estate & Construction Ltd. and BD Sunlife Securities Ltd.



Mr. Ryan Hamid
Director

Mr. Ryan Hamid is the son of Dr. Kazi Aktar Hamid and Mrs Rubina Hamid. He has completed Bar at Law and is a member of the honorable Society of Lincolns Inn, UK. He also has done his LLM from Cardiff University, UK. He is a Director of the Sunlife Insurance Co. Ltd., BD Thai Food & Beverage Ltd. He is also Managing Director of the BD Thai Cosmo Ltd.

Mr. Md. Rabiul Alam, FCS
Nominee Director

Mr. Md. Rabiul Alam FCS was born in 1964 in a respective Muslim family. He has completed his CA intermediate from the Institute of Chartered Accountants of Bangladesh. He is a chartered secretary and Fellow Member of the Institute of Chartered Secretaries of Bangladesh. He also completed his B.Com Honours and M.com accounting at the university of Rajshahi and Dhaka. He started his career with National Life Insurance Company Limited in 1994 and joined in SunLife Insurance Company Limited in 2005. He participated in different training programs on Finance, Account, Income Tax, VAT, Anti Money Laundering activities of the Insurance sectors.



Mr. Md. Joynal Abedin, FCA
Nominee Director

Md. Joynal Abedin, FCA was born on 26th November, 1960. He has completed his graduation from Dhaka University. He is a fellow member of The Institute of Chartered Accountants of Bangladesh. He started a job at Bangladesh lamps Ltd. (PHILIPS) as an Accounts Manager. He gathered enormous experiences on Accounting, Finance and Management in his long illustrious career of 31 years and achieved an excellent track record of success. Apart from his outstanding professional obligations, he has interest in sports and a proud member of Lions Club of Dhaka Diamond, Uttara Club Ltd. He is a widely traveled person and had extensive professionally rewarding tours to different countries of Asia, Europe and USA.



Mr. Muhammad Mohiuddin
Independent Director

Mr. Muhammad Mohiuddin was born in a well-known Muslim family in 1953. He was the Professor of Department of Management of the University of Dhaka. Now he is working as a Professor, School of Business, Ahsanullah University of Science and Technology. He worked as an expert member of the selection committees of Lecturer, Assistant professor, Associate Professor and Professor for a member of different public & private Universities.

He wrote different books for the students of Universities and for business professionals. He was the trainer of different employees of Bangladesh Bank, Brac Bank Ltd, Bangladesh open University etc. He worked as an Advisor and member for UGC, NCTB, AUST, PUST, JU and MBUST etc. He took part at various social activities as a Rotarian, Rotary club of Dhaka West office Secretary, DUMMA, etc. He traveled to many countries including Kingdom of Saudi Arabia, Singapore, South Korea etc.

Mr. Ruhul Ameen, FCMA
Independent Director

Mr. Ruhul Ameen, M.Com. FCMA is a senior Fellow member of the Institute of Cost & Management Accounts of Bangladesh. Mr. Ameen held many senior management positions in local, multinational and foreign companies having an excellent track record of success for more than 35 years throughout his career of which the last 25 years were with Excelsior Shoes Ltd. The Company is listed on the Stock Exchange in Bangladesh and is the Country's 1st 100% Export oriented sports shoes manufacturing and exporting company in CEPZ., Chittagong, Bangladesh. For his outstanding contribution to the company, he was honored to have been positioned as Dy. Managing Director in the year 1995 and contributed superbly with the entire satisfaction of the Management and the Board of Director of Excelsior Group. Mr. Ruhul Ameen has extensively toured USA, Canada, Europe and Asia. Apart from his outstanding professional worth, he has the first elected President of the Bangladesh Sports Shoes manufacturers and Exporters Association (BSSMEA) until 2014.



MESSAGE FROM THE CHAIRPERSON:



Dear Shareholders,

Assalamualikum.

It is indeed a pleasure to welcome you all to the 13th Annual General Meeting of BD Thai Food & Beverage Ltd. I would like to take this opportunity to present before you the Annual Report together with the Audited Financial Statements and Auditors Report thereon for the financial year ended on June 30, 2023 for your kind consideration and approval.

In these turbulent times of distress, especially due to the high inflationary environment of our country stemming from energy crisis, depreciation of Taka, concerns for adequacy of Dollar reserve etc. every business from small to large have been adversely affected. It is my pleasure to share with you that regardless of the ongoing critical situation, the company has maintained its profitable results by struggling aligned with the tribulations. In 2022-2023 the total Turnover stands at Tk. 711.18 million, Net Profit after Tax is Tk. 13.61 million and Earnings per Share is Tk. 0.17 & NAVPS Tk. 14.14. We expect that the year 2023-2024 will show significant growth and progress in Revenue, Net Profit after Tax, EPS and NAVPS over the previous years. We hope 2023-2024 will continue to be a good year for us and we are confident that we will be able to achieve our strategic goals.

In fine, on behalf of the shareholders and our Board of Directors we would like to thank all those who have rendered services and assistance to the company including stakeholders, financiers, insurers, suppliers, creditors, buyers and the community living around. We extend our thanks to the Government Agencies and the public in general for their cooperation and support to run our Company. Furthermore, we thank to the Managing Director, Management Team, Officers, Staff and Workers of the company who always served tirelessly for the success of the company.

Wishing the Company every success in the future.

Truly,

Mrs. Rubina Hamid
Chairperson

MESSAGE FROM THE MANAGING DIRECTOR & CEO



I take immense pleasure in presenting our company's Annual Report for 2022-2023, alongside the Audited Financial Statements and the reports from our Auditors & Directors for the fiscal year ending on June 30th, 2023.

The year 2021-2022 witnessed a global economic slowdown due to the Covid-19 pandemic and the Ukraine-Russia conflict, resulting in a substantial impact on both local and global economies. Inflation surged to approximately 9 percent in 2022, reaching multi-decade highs. Although forecasts suggest a moderation, it's expected to remain elevated at around 6.5 percent in 2023. The economic landscape was further troubled by a decrease in dollar reserves and subsequent depreciation of the taka, leading to price hikes and economic uncertainties. Despite these challenges, our company achieved notable growth. In the reporting period of 2022-2023, we attained a revenue of Tk. 71.11 Cr, marking a commendable growth of Tk. 3.36 Cr from the previous reporting year. Additionally, we achieved a net profit of Tk. 1.36 Cr after tax reduction, reflecting our company's resilience and progress.

Our achievements owe everything to the unwavering dedication of our Management team. We deeply appreciate our dedicated employees whose loyalty and resilience have been unwavering through every challenge. Our heartfelt thanks go to our esteemed shareholders for their enduring trust and cooperation. I extend sincere gratitude, on behalf of the Board, to BSEC, DSE, CSE, NBR, our customers, suppliers, governmental authorities, banks, financial institutions, service agencies, and stakeholders for their unwavering support.

I wish to conclude by expressing sincere thanks to our esteemed Chairperson for their constant guidance and invaluable insights. To the Board Members, thank you for upholding a consistent dividend policy, ensuring sustainable, long-term growth for our shareholders.

As we approach the coming year, we anticipate a fresh journey with renewed enthusiasm, aiming for a promising future for our cherished company.

Here's to a bright and prosperous company.

M. M. Aminul Islam
Managing Director & CEO

DIRECTORS' REPORT 2023

Dear Shareholders,

Assalamu Alaikum.

The Board of Directors of BD Thai Food & Beverage Ltd. (BTBFL) has the pleasure to welcome you all to the 13th Annual General Meeting of the Company. The Directors delightfully presents before you the Audited Financial Statements of the Company for the year ended 30 June 2023 together with the Auditors' Report thereon and the Directors' Report for your consideration, approval and adoption. The Directors like to furnish a clear picture of the Company to its valued shareholders. The reports on internal audit and internal control system, on risk management framework and on corporate governance annexed hereto and tables and profiles shown separately will be treated as integral parts of this report.

Principal Activities

BD Thai Food & Beverage Ltd. is engaged in manufacturing and marketing of different kinds of fruit juices, carbonated beverages, drinking water, hard candies, soft candies, lollipops, gums, biscuits, cookies, snacks, powder drinks, spices, commodity products etc. To meet the growing demand of various food & beverage products in the country, the company has setup a modern factory at Boro Narayanpur, Amta, Dhamrai, Dhaka which is equipped with a state of art technology from America, UK, Belgium, Korea, Taiwan, China etc. To ensure the quality, an experienced and well-organized team of foreign and local experts are working full time in the company.

Global Economic Outlook

The global recovery from the COVID-19 pandemic and Russia's invasion of Ukraine remains slow and uneven. Despite economic resilience earlier this year, with a reopening rebound and progress in reducing inflation from last year's peaks, it is too soon to take comfort. Economic activity still falls short of its pre-pandemic path, especially in emerging market and developing economies, and there are widening divergences among regions. Several forces are holding back the recovery. Some reflect the long-term consequences of the pandemic, the war in Ukraine, and increasing geo-economic fragmentation. Others are more cyclical in nature, including the effects of monetary policy tightening necessary to reduce inflation, withdrawal of fiscal support amid high debt, and extreme weather events.

Global growth is forecast to slow from 3.5 percent in 2022 to 3.0 percent in 2023 and 2.9 percent in 2024. The projections remain below the historical (2000–19) average of 3.8 percent, and the forecast for 2024 is down by 0.1 percentage point from the July 2023 Update to the World Economic Outlook. For advanced economies, the expected slowdown is from 2.6 percent in 2022 to 1.5 percent in 2023 and 1.4 percent in 2024, amid stronger-than-expected US momentum but weaker-than-expected growth in the euro area. Emerging market and developing economies are projected to have growth modestly decline, from 4.1 percent in 2022 to 4.0 percent in both 2023 and 2024, with a downward revision of 0.1 percentage points in 2024, reflecting the property sector crisis in China. Forecasts for global growth over the medium term, at 3.1 percent, are at their lowest in decades, and prospects for countries to catch up to higher living standards are weak. Global inflation is forecast to decline steadily, from 8.7 percent in 2022 to 6.9 percent in 2023 and 5.8 percent in 2024. But the forecasts for 2023 and 2024 are revised up by 0.1 percentage point and 0.6 percentage points, respectively, and inflation is not expected to return to target until 2025 in most cases.

Bangladesh Economic Outlook

Growth of Bangladesh economy was one of Asia's fastest in FY 2023 (July 2022–June 2023). In FY 2024 so far, high frequency data suggests more downbeat activity. In July–October, inflation averaged near double digits, and remittances fell 4.4% year on year, likely hurting private spending. In addition, goods exports grew 3.5% in July–October, roughly half as much as in FY 2023. The ready-made garment sector, which makes up over 80% of goods exports, has been hit by purse-tightening abroad as well as by recent clashes between garment workers demanding higher pay and police. In addition, international reserves have fallen to levels not seen since 2015 and below a key IMF target. That said, despite Bangladesh missing the target, in October, the Fund gave initial approval for the next USD 681 million tranche of its USD 4.7 billion bailout package, safeguarding against a balance of payments crisis for now.

However, the impact of monetary tightening and cooling export growth will be a major drag on economic growth in 2023/24. EIU forecasts that real GDP will grow by 6.2% in that year, picking up slightly from 6% in 2022/23.

Industry Outlook and Possible Future Developments

Food and Beverage industry is one of the largest and fastest growing industries globally. It is estimated that the global food and beverage market will reach \$18.1 trillion by 2023 and \$27.7 trillion by 2030. The increasing demand for convenient and healthy food options, along with the growth of e-commerce and online food delivery services, are driving the growth of the food and beverage market. The beverage market, on the other hand, is expected to see growth in the non-alcoholic beverage segment, particularly in the functional drinks and sports nutrition categories. In conclusion, the food and beverage industry is expected to continue its growth trajectory in the coming years, driven by changing consumer preferences and technological advancements. Industry professionals should keep an eye on these trends and opportunities to stay ahead in the game.

Bangladesh is a populous country with a population of almost 170 million. The food and beverage market has high growth potential here. Moreover the size of middle class is also becoming very big every day. The purchasing power of growing middle class is also increasing. This leads to demand for processed food and beverages. Because of hot and humid climate and lack of pure drinking water source in Bangladesh, demand for beverage items is increasing at a higher pace. Market is growing at more than 8% per year. Bangladesh Govt. is also offering attractive export cash incentives for exporting agro based products from Bangladesh. Because of the availability of labor and raw materials at a cheaper rate, and export incentive benefits, Bangladeshi food products are enjoying competitive market positions in the foreign markets as well.

Bangladesh is turning into developing country and per capita income rose to \$ 2,621.29 in 2023 and health & hygiene consciousness among the population also rose. Because of all these contributing factors the demand for bottled pure drinking water and other bottled beverage like CSD drinks, Juices increased substantially. Global warming is also contributing to the growth of the beverage market.

Biscuits are fast becoming the snack of choice for Bangladeshi consumers, enabling the market to grow 15 per cent a year, said industry insiders. The market for both branded & non branded biscuits is now worth 50-60 billion taka, with large, well-known brands taking up a major share. The biscuit market is growing mainly because of consumers' hunt for hygienically prepared foods. It is expected to grow at the same pace in the next 10-15 years. The annual market for branded biscuits is nearly 30 billion Taka now. The market was earlier dominated by small bakeries. Demand for biscuits is growing as entrepreneurs have shifted to automation in baking and consumers are looking for a variety of quality foods at low prices.

Encouraged by rising demand, particularly from the lower middle and middle income groups, a number of large firms have joined the foray in the last several years. Some old players have also expanded their production capacity and small companies are also joining this market. Today, nearly 5,500 bread and baked goods makers, including more than 100 automatic and semi-automatic bakeries, are operating in the segment

The Bangladesh candy market is witnessing a revolutionary positive with the increased size of middle class market; the confectionary market has become potential. By distribution channel, the market can be categorized into supermarkets/hypermarkets, online retailers, and convenience stores. Retail trade is a traditional business in Bangladesh; its expansion is keeping pace with the country's population growth and changes in consumption patterns consistent with economic growth.

PRODUCT-WISE PERFORMANCE:

BD Thai Food & Beverage Ltd. has setup a modern factory for manufacturing different categories of product. The details of the product-wise performance are disclosed below:

Product-Wise Performance

Name of Product	Installed Production Capacity (Pcs.)	Actual Production (Pcs.)		Revenue (In Tk. BDT)	
		2022-2023	2021-2022	2022-2023	2021-2022
Juice and Drinks	36,864,000	278,364	185,576	10,169,216	1,011,548
Mineral Water	11,059,200	-	-	-	-
Soft Drinks	44,236,800	225,092	112,546	8,459,029	9,402,700
Confectionery	85,616,801	24,529,973	12,605,465	1,967,700	967,205
Commodity, Bakery and others	17,268,618	14,529,061	12,008,446	693,188,900	667,703,375

FINANCIAL RESULTS:

The Company reported Revenue of Tk. 711.18 million in 30th June 2023, against Tk. 677.58 million reported in 30th June 2022. Gross profit of Tk. 190.88 million in 30th June 2023 against Tk. 186.78 million reported in 30th June 2022. Net profit after tax of Tk. 13.61 million in 30th June 2023 stood against Tk. 15.83 million achieved in 30th June 2022.

The operational results of the company for the year ended 30th June 2023 as follows:

Particulars	Amount In Taka		% Change
	2022-2023	2021-2022	
Sales Revenue	711,184,920	677,582,693	Increased by 4.96%
Cost of Goods Sold	520,306,028	490,803,585	Increased by 6.01%
Gross Profit	190,878,892	186,779,108	Increased by 2.19%
Net Profit Before Tax	40,662,624	42,066,213	Decreased by 3.34%
Net Profit After tax	13,605,089	15,831,364	Decreased by 14.06%

RESERVE AND SURPLUS (RETAINED EARNING):

As on June 30, 2023, the retained earnings of the Company stood at Taka 243,766,621 as against Taka 242,384,240 for the year ended June 30, 2022.

DIVIDEND:

The Board of Directors in its board meeting held on 26th October, 2023 has recommended no dividend to the shareholders for the year ended 30th June, 2023 subject to approval of the shareholders at the ensuing 13th Annual General Meeting (AGM). The company has maintained retained earnings for smooth operation of its business.

INTERIM DIVIDEND:

No dividend has been declared as an Interim Dividend.

CONTRIBUTION TO NATIONAL EXCHEQUER:

BD Thai Food & Beverage Ltd. regularly pays its direct and indirect tax obligations in time. During the year ended June 30, 2023. BD Thai Food & Beverage Ltd. had contributed to National Exchequer Total Tk. 3,603,815 by way of, Corporate Income tax, withholding tax and VAT from service providers.

EXTRAORDINARY GAIN OR LOSS:

There was no extraordinary activity during the year ended June 30, 2023 affecting any extraordinary gain or loss.

VARIANCE BETWEEN QUARTERLY AND ANNUAL FINANCIAL STATEMENTS:

There is a little variance in the financial results between quarterly and annual financial statements. EPS decreased in the financial year 2022-2023 from the quarterly financial statement due to increase of cost of goods sold, financial expenses and number of shares.

MATERIAL CHANGE OR CHANGE IN THE NATURE OF BUSINESS:

During the year under review, there is no material changes in the nature of business of the Company.

COST OF GOODS SOLD, GROSS PROFIT MARGIN AND NET PROFIT MARGIN:

COST OF GOODS SOLD:

Cost of goods sold increased by 6.01% to Tk. 520.31 million in June 30, 2023 from Tk. 490.80 million in June 30, 2022. The cost of goods sold increased due to increase of sale volume and raw materials price.

GROSS PROFIT MARGIN:

During the year, gross profit increased by 2.19% to Tk. 190.88 million in June 30, 2023 from Tk. 186.78 in June 30, 2022. The gross profit margin is increased due to increase of sale volume.

NET PROFIT MARGIN:

Net profit after tax earned during the year Tk. 13.61 million against Tk. 15.83 million on June 30, 2022. Net profit decreased by 14.06% due to increase of financial expenses and raw materials price.

RISKS AND CONCERNS:

Risk assessment and mitigation is an integral part of the company. BD Thai Food & Beverage Ltd. has a strong base to identify the risk of future uncertainty with the change of local and global economy. The Board of Directors regularly monitors, assess and identify potential risks and threats to profitability and sustainable growth.

APPOINTMENT OF STATUTORY AUDITORS AND COMPLIANCE AUDITOR:

The existing Auditor of the company M/S Fames & R. Chartered Accountants will retire at the forthcoming AGM. They performed 3 consecutive years as Auditors' of BD Thai Food & Beverage Ltd. So, as per Bangladesh Securities & Exchange Commission rules they are not eligible to reappoint as Auditors' for the year ended 30 June, 2024. Therefore, the Board recommended to appoint M/S Kazi Zahir Khan & Co., Chartered Accountants as auditors of the company for the year ended June 30, 2024 which will be approved by the respected shareholders in the 13th Annual General Meeting.

In compliance with the Corporate Governance Code 2018 of BSEC, for being eligible as Compliance Auditors' the Board of Directors recommended to re-appoint M/S Jasmin & Associates, Chartered Secretaries as the compliance auditor of the company for the year ended June 30, 2024 for compliance certification on Corporate Governance Code 2018 which will be placed before the 13th AGM for shareholders' approval.

RELATED PARTY TRANSACTIONS:

Related party transactions are disclosed in note no. 31.00 of notes to the Financial Statements.

UTILIZATION OF IPO PROCEEDS:

The company got consent for Initial Public Offering (IPO) from Bangladesh Securities and Exchange Commission (BSEC) on November 18, 2021. As per declaration in IPO prospectus, the IPO proceeds shall be fully utilized within 24 months from the date of receiving IPO fund.

The price of the machinery in the fund utilization proposal which was approved by the respected Shareholders in the last 2nd Extraordinary General Meeting held on May 09, 2022 went up by 35% due to global price hike and fluctuation of the dollar rate. As per the recommendation of the Board use of IPO proceeds amounting to BDT 75,881,139/- will be utilized as revised as approved by the shareholders at 3rd Extraordinary General Meeting. As on 30th June, 2023 the company has utilized BDT. 109,341,916/- & rest of the amount will be utilized after getting LC permission from the bank.

HUMAN RESOURCES MANAGEMENT:

BD Thai Food & Beverage Ltd. recognizes that People are the most important resource and key to the success of any organization. To develop and equip the employees with key skills, the company places great emphasis on the development of its people and hence regular courses and workshops are arranged for their training and for updating knowledge on the respective functional areas. The Company is also committed to ensure a safe and healthy working environment for all. The company currently has 355 numbers of full-time employees apart from casual and piece rated workers.

INTERNAL CONTROL:

The Company has policies and procedures in place for ensuring proper and efficient conduct of its business, the safeguarding of its assets, the prevention and detection of frauds and errors, compliance with applicable legislations, the accuracy and completeness of the accounting records and the timely preparation of reliable financial information. The Company has also established an internal audit and compliance department that functions under an independent head of internal audit and compliance to ensure that internal control and compliances are in place.

BOARD OF DIRECTORS:

The Board of Directors of the company comprise with 8 (Eight) members including 2 (Two) independent director. The Board of Directors of the company met together 08 (Eight) times for meeting during the year under review. The number of Board meeting held and the attendance of each director during the year is disclosed in note no. 32.00 of notes to the Financial Statements.

APPOINTMENT/RE-APPOINTMENT OF DIRECTORS:

In accordance with the Article 170 of the Articles of Association of the Company, Mrs. Rubina Hamid and Mr. Ryan Hamid both will retire from their office as Director by rotation in the 13th Annual General Meeting (AGM) and being eligible, they offer themselves for re-election.

Mrs. Rubina Hamid wife of Dr. Kazi Aktar Hamid (a renowned Senior Lawyer of The Supreme Court of Bangladesh) and daughter of Late Col (Retd.) A. Maleque (former Minister and Mayor of The Dhaka City Corporation). She has a Master of Commerce degree in Management from the University of Dhaka. She is a Professor of the department of Management, University of Dhaka. She is the Chairperson of BD Thai Aluminum Limited, Sunlife Insurance Company Limited, BD Thai Food & Beverage Ltd., BD Thai Cosmo Ltd and Surjer Hashi Network. Prof. Rubina Hamid has gathered vast knowledge of business and is capable of applying the knowledge in the practical arena of finance and marketing of all the five concerns. Very recently, she received the best woman entrepreneur awards in the bank and insurance sector of Bangladesh. She is a dynamic lady with keen interest in food and beverage business. She has great managerial expertise.

Mr. Ryan Hamid is the son of Dr. Kazi Aktar Hamid and Mrs Rubina Hamid. He has completed Bar at Law and is a member of the honorable Society of Lincolns Inn, UK. He also has done his LLM from Cardiff University, UK. He is a Director of the Sunlife Insurance Co. Ltd., BD Thai Food & Beverage Ltd. He is also Managing Director of the BD Thai Cosmo Ltd.

REMUNERATION TO DIRECTORS:

During the year ended June 30, 2023, the company paid remuneration to the directors which is disclosed in note no. 33.00 (B) of notes to the Financial Statements.

CODE OF CONDUCT:

In compliance with the conditions of corporate governance code, the Board has laid down a code of conduct for the Chairman of the Board and other Board members of the company and annual compliance of the code is recorded accordingly.

PATTERN OF SHAREHOLDING:

In accordance with the condition of the Corporate Governance Code issued by the Bangladesh Securities and Exchange Commission (BSEC) on June 03, 2018, the shareholding pattern of the company is disclosed in note no. 10.00 of notes to the Financial Statements.

DIRECTORS' STATEMENT ON FINANCIAL REPORTING:

The Directors, in accordance with the corporate governance code 2018 of the Bangladesh Securities and Exchange Commission dated June 03, 2018, confirm the following to the best of their knowledge:

- a. The financial statements prepared by the management of the Company present fairly its state of affairs, the results of its operations, cash flows and changes in equity.
- b. Proper books of account of the issuer company have been maintained.
- c. Appropriate accounting policies have been consistently applied in the preparation of the financial statements and that the accounting estimates are based on reasonable and prudent judgment.
- d. International Accounting Standards (IAS) or International Financial Reporting Standards (IFRS), as applicable in Bangladesh, have been followed in the preparation of the financial statements.
- e. The system of internal control is sound in design and has been effectively implemented and monitored.
- f. The minority shareholders have been protected from abusive actions by, or in the interest of, controlling shareholders acting either directly or indirectly and have effective means of redress.
- g. There is no significant doubt upon the company's ability to continue as a going concern.

CREDIT RATING REPORT:

Emerging Credit Rating Limited has assigned the rating of "BD Thai Food & Beverage Ltd." from April 19, 2023 to November 20, 2024 in consideration of its audited financials up to June 30, 2023, bank liability position as on 15.11.2023 and other relevant quantitative as well as qualitative information up to the date of rating declaration. A certificate on credit rating has been included on page No. 29 of this Annual Report.

CORPORATE GOVERNANCE:

Corporate Governance is the system through which companies are dedicated, guided and controlled by the Board, keeping in view its accountability to the shareholders. BD Thai Food & Beverage Ltd. is committed to comply with all the requirements of Corporate Governance Code, 2018 of Bangladesh Securities and Exchange Commission.

REPORTING AND COMPLIANCE OF CORPORATE GOVERNANCE:

The Company has complied with the conditions of the corporate governance code 2018 of the Bangladesh Securities and Exchange Commission dated June 03, 2018. Detail status of compliance on corporate governance along with the corporate governance compliance certificate has been included on page no. 30 of this annual report.

MEMBERSHIP WITH BAPLC:

BD Thai Food & Beverage Ltd. has membership of the Bangladesh Association of Publicly Listed Companies (BAPLC). A certificate of BAPLC membership has been included on page no. 28 of this Annual Report.

EVENT AFTER THE REPORTING DATE:

There is no other significant event that has occurred between the Financial Position date and the date when the Financial Statements were authorized for issue by the Board of Directors.

The board of directors in its board meeting held on 26th October, 2023 has recommended no dividend to the shareholders for the year ended June 30, 2023 subject to the approval of the shareholders at the 13th Annual General Meeting (AGM).

APPRECIATION:

The Board would like to take this opportunity to thank Government bodies, shareholders, investors, bankers, employees and other stakeholders for their continuous commitment, cooperation, confidence and support in attaining company's objectives.

ACKNOWLEDGMENT

The Company expresses its sincere thanks and gratitude to the respected shareholders, valued clients, suppliers, banks and well-wishers home and abroad for their wholehearted co-operation and active support.

We are thankful to the Bangladesh Securities and Exchange Commission (BSEC), Dhaka Stock Exchange Limited (DSE), Chittagong Stock Exchange PLC (CSE), Registrar of Joint Stock Companies & Firms (RJSCF), Central Depository Bangladesh Limited (CDBL), Government and private sector Organizations and other stakeholders for extending co-operation and support to our company.

Thanks are also due to all directors, all executives, officers, staff and workers of the company for their excellent, sincere, dedicated efforts in achieving company's target during the year.

I, on behalf of the board of directors, take the opportunity to inform you that we welcome any suggestions and opinion to improve our company performance and financial stability.

Thanking you.

On behalf of the Board of Directors



Mrs. Rubina Hamid
Chairperson

MANAGEMENT DISCUSSION AND ANALYSIS

Management's Discussion and analysis of the company's position and operations along with a brief discussion of change in the financial statements as per condition no 5(xxv) of the Corporate Governance Code dated June 03, 2018.

The company has prepared and presented its financial statement as per the following IASs and IFRSs as are applicable for the financial statements for the period under review:

Ref. No.	Accounting Standards
IAS-01	Presentation of Financial Statements
IAS-02	Inventories
IAS-07	Statement of Cash Flows
IAS-08	Accounting Policies, Changes in Accounting Estimates & Errors
IAS-10	Events after the reporting period
IAS-12	Income Taxes
IAS-16	Property, Plant and Equipment
IFRS-15	Revenue
IAS-19	Employee Benefits
IAS-23	Borrowing Cost
IAS-24	Related Party Disclosures
IAS-32	Financial Instruments: Presentation
IAS-33	Earnings per share
IAS-39	Financial Instruments: Recognitions and Measurement
IFRS-01	First Time Adoption of International Financial Reporting Standards
IFRS-07	Financial Instruments: Disclosures

During the year ended on June 30, 2023, the company's Net Revenue increased by BDT 3.36 Crore or 4.96% over the previous year's net revenue of BDT 67.76 Crore. Profit before Taxes stood BDT 4.07 Crore which was 3.34% lower than the previous year's Profit before Taxes of BDT 4.21 Crore. However, the company has been consistently following the accounting policies and estimation for the presentation of financial statements and there are no changes in accounting policies or estimation which has a material impact on financial statements. Compare such financial performance and financial position as well as cash-flows with the peer industry scenario.

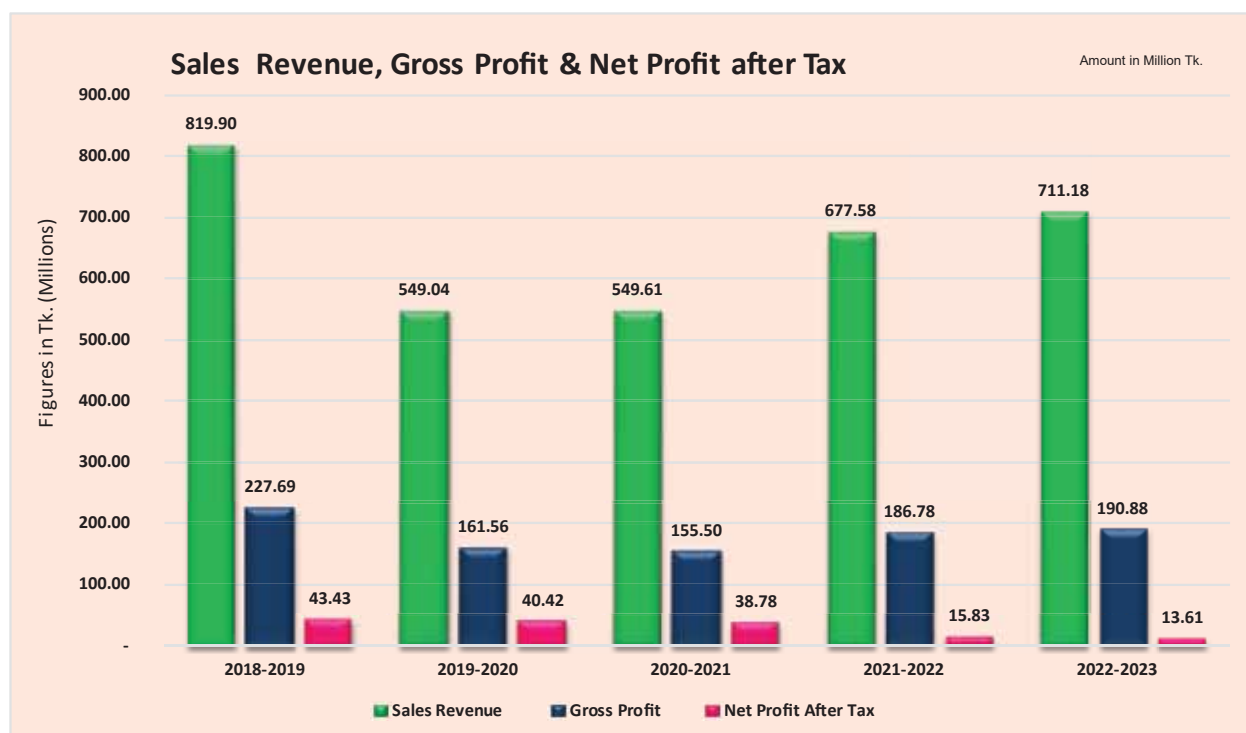
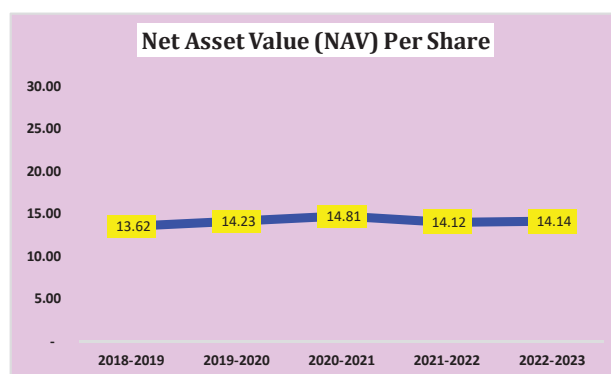
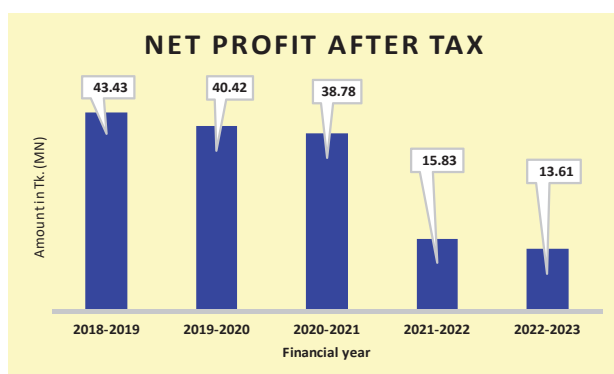
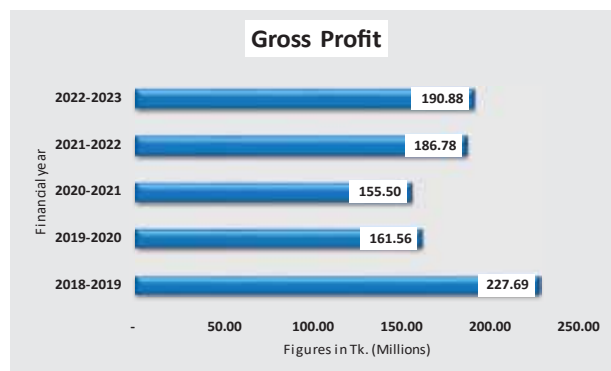
Details of changes in accounting policies and estimation, comparative analysis of financial performance or results and financial position as well as cash flows for the current financial year with immediately preceding five (5) years, comparison with peer industry, and explanation for the financial and economic scenario of the country and globe.

FINANCIAL DATA FOR FIVE YEARS

Amount in Taka

Particulars	2022-2023	2021-2022	2020-2021	2019-2020	2018-2019
Sales Revenue	711,184,920	677,582,693	549,609,404	549,040,801	819,899,930
Cost of Goods Sold	(520,306,028)	(490,803,585)	(394,108,788)	(387,481,514)	(592,212,824)
Gross Profit	190,878,892	186,779,108	155,500,616	161,559,287	227,687,106
Selling & Administrative Expenses	(48,692,733)	(47,825,487)	(38,902,389)	(41,638,927)	(80,681,086)
Profit from Operation	142,186,159	138,953,621	116,598,227	119,920,360	147,006,020
Other Income	1,189,412	7,483	776,987	1,240,069	1,479,510
Financial Expenses	(100,679,816)	(94,791,580)	(59,432,946)	(66,900,034)	(74,910,084)
Net Profit Befor Tax & WPPF	42,695,755	44,169,524	57,942,269	54,260,395	73,575,446
Workers Profit Participation Fund & Welfare Fund	(2,033,131)	(2,103,310)	(2,759,155)	(2,583,828)	(3,503,592)
Net Profit Before Tax	40,662,624	42,066,213	55,183,114	51,676,567	70,071,854
Current Tax	(4,274,246)	(4,065,541)	(3,302,318)	(3,301,685)	(4,928,277)
Deferred Tax	(22,783,289)	(22,169,308)	(13,096,497)	(7,953,862)	(21,712,128)
Net Profit After Tax	13,605,089	15,831,364	38,784,298	40,421,019	43,431,449
Dividend (Cash)	0%	3%	0%	0%	0%
Share Capital	815,000,000	815,000,000	665,000,000	665,000,000	665,000,000
Number of Weighted Average Shares Used to Compute EPS	81,500,000	73,527,397	66,500,000	66,500,000	66,500,000
Net Non-Current Assets	1,152,235,953	1,150,853,572	985,022,208	946,237,910	905,816,890
Earnings Per Share (EPS)	0.17	0.22	0.58	0.61	0.65
Net Asset Value (NAV) Per Share	14.14	14.12	14.81	14.23	13.62

GRAPHICAL PRESENTATION



DECLARATION BY MD AND CFO

Date: 26 October, 2023

The Board of Directors
BD Thai Food & Beverage Ltd.

Subject: Declaration on Financial Statements for the year ended June 30, 2023.

Dear Sir,

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

- (1) The financial statements of BD Thai Food & Beverage Ltd. for the year ended on June 30, 2023 have been prepared in compliance with International Accounting Standards (IAS) or International Financial Reporting Standards (IFRS), as applicable in the Bangladesh and any departure therefrom has been adequately disclosed;
- (2) The estimates and judgments related to the financial statements were made on a prudent and reasonable basis in order for the financial statements to reveal a true and fair view;
- (3) The form and substance of transactions and the Company's state of affairs have been reasonably and fairly presented in its financial statements;
- (4) To ensure above, the Company has taken proper and adequate care in installing a system of internal control and maintenance of accounting records;
- (5) Our internal auditors have conducted periodic audits to provide reasonable assurance that the established policies and procedures of the Company were consistently of followed; and
- (6) The management's use of the going concern basis of accounting in preparing the financial statements is appropriate and there exists no material uncertainty related to events or conditions that may cast significant doubt on the Company's ability to continue as going concern. In this regard, we also certify that:
 - (i) We have reviewed the financial statements for the year ended June 30, 2023 and to the best of our knowledge and belief:
 - (a) These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - (b) These statements collectively present a true and fair view of the Company's affairs and are in compliance with existing accounting standards and applicable laws.
 - (ii) There are, to the best of our 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,



M.M. Aminul Islam
Managing Director & CEO



Md. Shahanur Rahman
Chief Financial Officer

REPORT OF THE AUDIT COMMITTEE

For the year ended June 30, 2023

Annexure - II

Audit Committee of the Company, being one of its prime Board sub-committees, assists the Board in discharging its governance responsibilities. A brief of the Audit Committee and its roles, responsibilities and functions are as under:

The Audit Committee consists of three members who are non-Executive Directors of the Company and among them one member financially literate. The Audit Committee comprises of the following board members:

1. Mr. Ruhul Ameen FCMA, Chairman
2. Mr. Md. Joynal Abedin FCA, Member
3. Mr. Md. Rabiul Alam FCS, Member

The Company Secretary acts as the Secretary of the Audit Committee.

MEETINGS OF THE AUDIT COMMITTEE

The Committee had its four (04) meetings during the year. Attendance of the Members was as follows :

Name of the Member	No. of Meetings Held	No. of Meetings Attended
Mr. Ruhul Ameen FCMA (Independent Director)	04	04
Mr. Md. Joynal Abedin FCA (Nominee Director)	04	04
Mr. Md. Rabiul Alam FCS (Nominee Director)	04	04

Minutes of the Committee are properly recorded.

ROLE OF THE COMMITTEE

The TOR specifying the roles and responsibilities of the Committee have been laid down by the board and the same are in line with the Corporate Governance Code. TOR of the Audit Committee has been published on the website.

MAJOR ACTIVITIES OF THE AUDIT COMMITTEE

During the year ended June 30, 2023 and during the period till the date of this report, the Audit Committee has-

- a) overseen the financial reporting process and monitor choice of accounting policies and principles
- b) monitored the internal audit plan and compliance process and gave direction to the Internal Auditors to ensure that it is adequately resourced, including approval of the Internal Audit and Compliance Plan and reviewed the Internal Audit and Compliance Report;
- c) reviewed the work of the Internal Audit Department and recommended where appropriate for carrying out audit in depth to ensure that the Company or its assets are not exposed to undue risk;
- d) reviewed the quarterly and yearly financial statements and recommended to the Board for consideration and approval.
- e) oversee the determination of audit fees based on scope and magnitude, level of expertise deployed and time required for effective audit and monitor the hiring and performance of external auditors.
- f) held meeting with the external/statutory auditors for review of the annual financial statements and recommended the Board for re-appointment of external auditors.
- g) reviewed the Management's Discussion and Analysis before disclosing in the Annual Report;
- h) reviewed statement of all related party transactions submitted by the management;
- i) reviewed the integrity of the annual financial statements of the Company to ensure that these reflect a true and fair view of the Company's state of affairs.

- j) ensured, while reviewing the financial statements, that proper disclosures required under International Accounting Standards as adopted in Bangladesh have been made and also the Companies Act 1994 and other rules and regulations applicable for this company have been complied with.
- k) reviewed the matters as per requirement from the Bangladesh Securities and Exchange Commission (BSEC) along with the CGC.
- l) oversee whether the proceeds raised through Initial Public offering (IPO) has been utilized as per prospectus approved by the commission

REPORTING OF THE COMMITTEE

Based on the reviews conducted during the period mentioned above, the Audit Committee reasonably believes that the internal control and compliance procedures are adequate to present a true and fair view of the activities and financial status of the Company.

Pursuant to Condition No. 5.6 of the Corporate Governance Code issued by BSEC, the Committee reports that it did not find any conflict of interest or any fraud, irregularity, material defect in the Internal Control System. There are no infringement of laws, rules and regulations also.

The Committee is of the view that risk management associated with the business of the Company is adequately controlled.

On behalf of the Audit Committee



Ruhul Ameen FCMA
Chairman of the Committee

NOMINATION AND REMUNERATION COMMITTEE REPORT

The Nomination and Remuneration Committee (NRC) is a sub-committee of the Board of BD Thai Food & Beverage Ltd. (BTFBL). The Board of Directors of BTFBL has duly constituted a Nomination and Remuneration committee as per the requirements of Corporate Governance Code of Bangladesh Securities and Exchange Commission (BSEC). The NRC assists the Board to identify the Company's needs for human resources at different levels and to determine the criteria for selection, transfer or replacement and promotion.

COMPOSITION

In accordance with CG Code, 2018 of BSEC, the NRC of BD Thai Food & Beverage Ltd. comprises three members, which include an Independent Director. The Chairman of the Committee is an Independent Director of the Company. The Company Secretary is the Member Secretary of the Nomination and Remuneration Committee.

The current members of the NRC are as follows:

1. Mr. Muhammad Mohiuddin, Chairman
2. Dr. Kazi Aktar Hamid, Member
3. Mr. Md. Rabiul Alam FCS, Member

TERMS OF REFERENCE

The terms of reference of the NRC have been determined by the Board, in accordance to the Corporate Governance Code, 2018 of Bangladesh Securities and Exchange Commission (BSEC), dated June 03, 2018.

ROLES AND RESPONSIBILITIES

The roles and responsibilities of the NRC are clearly defined in the terms of reference (ToR). The core responsibilities of the NRC, among others, are as follows:

- (1) Formulating the criteria for determining qualifications, positive attributes and independence of a director and recommend a policy to the Board, relating to the remuneration of the directors, top level executive, considering the following:
 - a) The level and composition of remuneration is reasonable and sufficient to attract, retain and motivate suitable directors to run the company successfully;
 - b) The relationship of remuneration to performance is clear and meets appropriate performance benchmarks;
 - c) Remuneration to directors, top level executive involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the company and its goals;
- (2) Devising a policy on Board's diversity taking into consideration age, gender, experience, ethnicity, educational background and nationality;
- (3) Identifying persons who are qualified to become directors and who may be appointed in top level executive position in accordance with the criteria laid down, and recommend their appointment and removal to the Board;
- (4) Formulating the criteria for evaluation of performance of independent directors and the Board;
- (5) Identifying the company's needs for employees at different levels and determine their selection, transfer or replacement and promotion criteria;
- (6) Developing, recommending and reviewing annually the company's human resources and training policies;
- (7) Developing a succession plan for the Board and top level executive and regularly reviewing the plan;

NOMINATION POLICY

The NRC identifies and ascertains the qualification, expertise and experience of the person for appointment/re-appointment of Directors and top level executives and recommended to the Board for appointment. However, the Managing Director is authorized to appoint a suitable person for top level position of the company, if needed after discussion with the Committee and or Board.

EVALUATION CRITERIA

The Committee shall carry out evaluation of performance of every Director and top level executives yearly or as and when may be considered necessary. The appointment/re-appointment of Directors on the Board shall be subject to the outcome of the annual evaluation process. Decisions regarding to promotion/continuation of top-level executives shall be subject to the outcome of the annual evaluation process based on appropriate performance benchmarks.

ACTIVITIES OF NRC

The NRC carried out the following activities during the year ending June 30, 2023:

- ◆ Reviewed the performance of top-level executives;
- ◆ Reviewed the Company's need for employees at different levels and determined their selection, transfer or replacement and promotion criteria.
- ◆ Reviewed human resources and training policies.
- ◆ Reviewed the salary and other perquisites at different levels of employees of the Company.
- ◆ Reviewed the appointment/re-appointment of Directors of the Company.

COMMITTEE MEETINGS AND ATTENDANCE

During the year ending June 30, 2023, the NRC held one meeting. The proceedings of the meeting were recorded in proper minutes. The number of NRC meetings held and the attendance by each member during the year ending June 30, 2023 is as follows:

Name of Members	Position in NRC	Number of meetings held	Number of meetings attended
Mr. Muhammad Mohiuddin (Independent Director)	Chairman	01	01
Dr. Kazi Aktar Hamid (Director)	Member	01	01
Mr. Md. Rabiul Alam FCS (Nominee Director)	Member	01	01

APPRECIATION

The Nomination and Remuneration Committee expresses its sincere thanks to the members of the Board and the management of the Company for their excellent support and cooperation extended to perform the duties and responsibilities effectively.



(Muhammad Mohiuddin)
Chairman, NRC

DIVIDEND DISTRIBUTION POLICY

OBJECTIVE:

The objective of this policy is to lay down the criteria to be considered by the Board of Directors of the Company before recommending dividends to its shareholders for a financial year. The policy is framed in compliance with the Bangladesh Securities and Exchange Commission's Directive dated January 14, 2021.

CRITERIA TO BE CONSIDERED BEFORE RECOMMENDING DIVIDEND:

The Board will consider the following factors before recommending dividend:

STATUTORY AND REGULATORY COMPLIANCE:

- The Company shall declare dividend only after ensuring compliance with the regulatory guidelines on dividend declaration e.g. in line with the directives of the Finance Act, as amended from time to time and or by fulfilling other restrictions, if there is any, from the regulators like; Bangladesh Securities and Exchange Commission (BSEC).

Financial Criteria:

- Financial performance of the Company for the year for which dividend is recommended.
- Internal capital planning framework / policy.
- Dividend payout trends (the dividend payout ratio will be calculated as a percentage of dividend (including dividend tax) recommended for the year to the net profit for that year).
- Tax implications if any, on distribution of dividends.
- Cost of raising funds from alternate sources of capital.
- Corporate actions including mergers/demergers, acquisitions and additional investments including expansion plans and investment in subsidiaries/associates of the Company.
- Such other factors and/or material events which the Company's Board may consider.

External Factors:

- Shareholder expectations including individual shareholders
- Macro-economic environment

CIRCUMSTANCES UNDER WHICH SHAREHOLDERS MAY OR MAY NOT EXPECT DIVIDEND:

- The Board of the Company may not recommend any dividend if the eligibility criteria for the recommendation of dividend has not been met by the Company, including any regulatory restriction placed on the Company on the declaration of dividend or if the Board strongly believes the need to conserve capital for growth or other exigencies which will be spelt.

DIVIDEND DISTRIBUTION:

- Company shall pay off the dividend (cash/stock) to the shareholders within 30 days of declaration or approval or record date as the case may be.
- Company shall pay off the cash dividend to the bank account of the entitled shareholder as available in the BO account maintained with the depository participant (DP), or the bank account as provided by the shareholder in paper form, through Bangladesh Electronic Funds Transfer Network (BEFTN) or through bank transfer or any electronic payment system as recognized by the Bangladesh Bank, if not possible through BEFTN.
- Dividend of the margin client of stockbroker or merchant banker shall pay off to the Consolidated Customer's Bank Account (CCBA) of the stockbroker or to the separate bank account of the merchant banker or portfolio manager through BEFTN.
- In case of non-availability of bank account information or not possible to distribute cash dividend through BEFTN or any electronic payment system, shall issue cash dividend warrant and shall send it by post to the shareholder.

- Company shall credit the stock dividend to the BO account of the entitled shareholder.
- Company shall follow the directives/circulars in force of the securities regulator, related to dividend distribution from time to time.

UTILISATION OF RETAINED EARNINGS:

The Company would utilize the retained earnings of the Company in a manner which is beneficial to the interest of the Company and its stakeholders, including, but not limited to ensuring maintenance of a healthy level of minimum capital adequacy ratios, meeting the Company's future business growth / expansion and strategic plans or such other purpose the Board may deem fit from time to time in the interest of the Company and its stakeholders.

PARAMETERS FOR VARIOUS CLASSES OF SHARES:

Currently, the Company does not have any other class of shares (including shares with differential voting rights/preference shares) other than equity shares. In the absence of any other class of shares and/or shares with differential voting rights, the entire distributable profit for the purpose of declaration of dividend is considered for the equity shareholders.

CONFLICT IN POLICY:

In the event of a conflict between this policy and the extant regulations, the regulations shall prevail.

AMENDMENTS / MODIFICATIONS:

To the extent any change/amendment is required in terms of any applicable law or change in regulations, the regulations would prevail over the policy and the provisions in the policy would be modified in due course to make it consistent with law. Such amended policy shall be placed before the Board for noting and necessary ratification.

REVIEW OF POLICY:

The Board of Directors of the Company may review the policy, if the Board proposes to declare dividend on the basis of criteria in addition to those specified in the policy, or proposes to modify the criteria, it shall disclose such changes along with the rationale for the same on the Company's website and in the Annual Report.

DISCLOSURE OF POLICY:

The policy will be available on the Company's website and will also be disclosed in the Company's Annual Report.

CERTIFICATE

Membership Certificate Of Bangladesh Association Of Publicly Listed Companies (BAPLC)



CREDIT RATING REPORT



EMERGING
Credit Rating Ltd

BD Thai Food & Beverage Limited
Credit Rating Report (Agreement Number: 2022-04-04-61379)

Valid From	Valid Till	Rating Action	Long Term Rating	Short Term Rating	Outlook
November 21, 2023	November 20, 2024	Surveillance -1	BBB-	ST-3	Stable
April 20, 2022	April 19, 2023	Initial	BBB-	ST-3	Stable

Date of Incorporation	: October 13, 2010		
Managing Director	: Mr. M. M. Aminul Islam		
Factory Location	: Boro Narayanpur, Armta, Dhamrai, Dhaka		
Bank Limit	: Composite Loan	BDT 1,343.54 Million	
Contact Analysts	: Mahboob Sajid Md. Sihab Hossain	sajid@emergingrating.com sihab@emergingrating.com	



Ardur Rahman FCCA, FCA, CSAA
 Chief Executive Officer
 Emerging Credit Rating Limited

**Credit
Analysis**

Entity Rating

**Report to the Shareholders
of
BD Thai Food & Beverage Ltd.
on Compliance on the Corporate Governance Code**

We have examined the Compliance status to the Corporate Governance Code of BD Thai Food and Beverage Ltd. for the year ended on June 30, 2023. This Code relates to the Notification No. BSEC/CMRRCD/2006-158/207/Admin/80 dated 03 June 2018 of the Bangladesh Securities and Exchange Commission.

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

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

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

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

For: **Jasmin & Associates**
Chartered Secretaries

Place : Dhaka
Dated : November 29, 2023


Jasmin Akter, FCS
Chief Executive

CORPORATE GOVERNANCE COMPLIANCE STATUS

BD Thai Food & Beverage Ltd. For the year ended June 30, 2023 Status of Compliance with the Corporate Governance Code

As per Condition No. 1 (5)(xxvii)

Status of compliance with the conditions imposed by the Commission's Notification No. SEC/CMRRCD/2006-158/207/Admin/80, dated 3 June 2018 issued under section 2CC of the Securities and Exchange Ordinance 1969: (Report under Condition No. 9)

Condition No.	Title	Compliance Status		Remarks
		Complied	Not Complied	
1	BOARD OF DIRECTORS:			
1(1)	Board's Size			
	The number of the Board members of the Company shall not be less than 5 (five) and more than 20 (twenty).	√		
1(2)	Independent Directors			
1(2)(a)	At least one fifth (1/5) of the total number of directors in the Company's Board shall be Independent Directors; any fraction shall be considered to the next integer or whole number for calculating number of independent director(s);	√		
1(2)(b)(i)	Who either does not hold share in the Company or holds less than one (1%) shares of the total paid up shares of the Company;	√		
1(2)(b)(ii)	Who is not a sponsor of the company or is not connected with the company's any sponsor or director or nominated director or shareholder of the company or any of its associates, sister concerns, subsidiaries and parents or holding entities who holds one percent (1%) or more shares of the total paid-up shares of the company on the basis of family relationship and his or her family members also shall not hold above mentioned shares in the company;	√		
1(2)(b)(iii)	Who has not been an executive of the company in immediately preceding 2 (two) financial years;	√		
1(2)(b)(iv)	Who does not have any other relationship, whether pecuniary or otherwise, with the company or its subsidiar y/associated companies;	√		
1(2)(b)(v)	Who is not a member or TREC (Trading Right Entitlement Certificate) holder, director or officer of any stock exchange;	√		
1(2)(b)(vi)	Who is 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)	Who is not a partner or an executive or was not a partner or an executive during the preceding 3 (three) years of the concerned company's statutory audit firm 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)	Who shall not be an independent director in more than 5 (Five) listed companies;	√		
1(2)(b)(ix)	Who has not been convicted by a court of competent jurisdiction as a defaulter in payment of any loan any advance to a bank or a Non -Bank Financial Institution (NBFI); and	√		

1(2)(b)(x)	Who has not been convicted for a criminal offence involving moral turpitude.	√		
1(2)(c)	The Independent Director(s) shall be appointed by the Board of Directors and approved by the shareholders in the Annual General Meeting (AGM).	√		
1(2)(d)	The post of independent director(s) cannot remain vacant for more than 90 (ninety) days.	√		
1(2) (e)	The tenure of office of an independent director shall be for a period of 3 (three) years, which may be extended for 1 (one) tenure only:	√		
1(3)	Qualification of Independent Director (ID)			
1(3)(a)	Independent Director shall be a knowledgeable individual with integrity who is able to ensure compliance with financial, regulatory and corporate laws regulatory requirements and can make meaningful contribution to business;	√		
1(3)(b)(i)	Business Leader who is or was a promoter or director of an unlisted company having minimum paid-up capital of Tk. 100.00 million or any listed company or a member of any national or international chamber of commerce or business association; or	√		
1(3)(b)(ii)	Corporate Leader who is or was a top level executive not lower than Chief Executive Officer or Managing Director or Deputy Managing Director or Chief Financial Officer or Head of Finance or Accounts or Company Secretary or Head of Internal Audit and Compliance or Head of Legal Service or a candidate with equivalent position of an unlisted company having minimum paid-up capital of Tk. 100.00 million or of a listed company; or	√		
1(3)(b)(iii)	Former official of government or statutory or autonomous or regulatory body in the position not below 5th Grade of the national pay scale, who has at least educational background of bachelor degree in economics or commerce or business or Law; or	√		
1(3)(b)(iv)	University Teacher who has educational background in Economics or Commerce or Business Studies or Law; or	√		
1(3)(b)(v)	Professional who is or was an advocate practicing at least in the High Court Division of Bangladesh Supreme Court or a Chartered Accountant or Cost and Management Accountant or Chartered Financial Analyst or Chartered Certified Accountant or Certified Public Accountant or Chartered Management Accountant or Chartered Secretary or equivalent qualification;	√		
1(3) (c)	The independent director shall have at least 10 (ten) years of experiences in any field mentioned in clause (b);	√		
1 (3)(d)	In special cases, the above qualifications or experiences may be relaxed subject to prior approval of the Commission.			No such matter arose
1(4)	Duality of chairperson of the Board of Directors and Managing Director of chief Executive Officer			
1(4) (a)	The positions of the Chairperson of the Board and the Managing Director (MD) and/or Chief Executive Officer (CEO) of the company shall be filled by different individuals;	√		
1(4)(b)	The Managing Director (MD) and/or Chief Executive Officer (CEO) of a listed company shall not hold the same position in another listed company;	√		
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 Managing Director and/or Chief Executive Officer;	√		
1 (4) (e)	In the absence of the Chairperson of the Board, the remaining members may elect one of themselves from nonexecutive directors as Chairperson for that particular Board's meeting; the reason of absence of the regular Chairperson shall be duly recorded in the minutes.	√		
1(5)	The Director's Report to Shareholders			
1(5)(i)	An Industry outlook and possible future developments in the industry;	√		
1(5)(ii)	The Segment-wise or product-wise performance;	√		
1(5)(iii)	Risks and concerns including internal and external risk factors, threat to sustainability and negative impact on environment, if any;	√		
1(5)(iv)	A Discussion on Cost of Goods sold, Gross Profit Margin and Net Profit Margin, where applicable;	√		
1(5) (v)	A Discussion on continuity of any Extra-Ordinary activities and their implication (gain or loss);			No such matter arose
1(5) (vi)	A detailed discussion on related party transactions along with a statement showing amount, nature of related party, nature of transactions and basis of transactions of all related party transactions;	√		
1(5)(vii)	A statement of utilization of proceeds raised through public issues, rights issues and/or any other instruments;	√		
1(5)(viii)	An explanation if the financial results deteriorate after the company goes for Initial Public Offering (IPO), Repeat Public Offering (RPO), Rights Share Offer, Direct Listing, etc.;			No such matter arose
1(5)(ix)	An explanation on any significant variance that occurs between Quarterly Financial performances and Annual Financial Statements;	√		
1(5)(x)	A statement of remuneration paid to the directors including independent directors;	√		
1(5)(xi)	A statement that the financial statements prepared by the management of the issuer company present fairly its state of affairs, the result of its operations, cash flows and changes in equity;	√		
1(5)(xii)	A Statement that proper books of account of the issuer Company have been maintained.	√		
1(5)(xiii)	A statement that appropriate accounting policies have been consistently applied in preparation of the financial statements and that the accounting estimates are based on reasonable and prudent judgment;	√		
1(5)(xiv)	A statement that International Accounting Standards (IAS) or International Financial Reporting Standards (IFRS), as applicable in Bangladesh, have been followed in preparation of the financial statements and any departure there from has been adequately disclosed;	√		
1(5)(xv)	A statement that the system of internal control is sound in design and has been effectively implemented and monitored;	√		
1(5)(xvi)	A statement that minority shareholders have been protected from abusive actions by, or in the interest of, controlling shareholders acting either directly or indirectly and have effective means of redress;	√		
1(5)(xvii)	A statement that there are no significant doubts upon the issuer company's ability to continue as a going concern. If the issuer company is not considered to be a going concern, the fact along with reasons thereof should be disclosed;			No such matter arose

1(5)(xviii)	An explanation that significant deviations from the last year's operating results of the issuer company shall be highlighted and the reasons thereof should be explained;	√		
1(5)(xix)	Key operating and financial data of at least preceding 5 (five) years shall be summarized;	√		
1(5)(xx)	An explanation on the reasons If the issuer company has not declared dividend (cash or stock) for the year;			
1(5)(xxi)	Board's statement to the effect that no bonus share or stock dividend has been or shall be declared as interim dividend;	√		
1(5)(xxii)	The total number of Board meetings held during the year and attendance by each director;	√		
1(5)(xxiii)(a)	Parent or Subsidiary or Associated Companies and other related parties (name-wise details);	√		
1(5)(xxiii)(b)	Directors, Chief Executive Officer, Company Secretary, Chief Financial Officer, Head of Internal Audit and Compliance and their spouses and minor children (name wise details);	√		
1(5)(xxiii)(c)	Executives;	√		
1(5)(xxiii)(d)	Shareholders holding ten percent (10%) or more voting interest in the company (name wise details).	√		
1(5)(xxiv)(a)	A brief resume of the director;	√		
1(5)(xxiv)(b)	Nature of his / her expertise in specific functional areas;	√		
1(5)(xxiv)(c)	Names of companies in which the person also holds the directorship and the membership of committees of the board;	√		
1(5)(xxv) (a)	Accounting policies and estimation for preparation of financial statements;	√		
1(5)(xxv)(b)	Changes in accounting policies and estimation, if any, clearly describing the effect on financial performance or results and financial position as well as cash flows in absolute figure for such changes;	√		
1(5)(xxv)(c)	Comparative analysis (including effects of inflation) of financial performance or results and financial position as well as cash flows for current financial year with immediate preceding five years explaining reasons thereof;	√		
1(5)(xxv)(d)	compare such financial performance or results and financial position as well as cash flows with the peer industry scenario;	√		
1(5)(xxv)(e)	Briefly explain the financial and economic scenario of the country and the globe;	√		
1(5)(xxv)(f)	Risks and concerns issues related to the financial statements, explaining such risk and concerns mitigation plan of the company; and	√		
1(5)(xxv)(g)	Future plan or projection or forecast for company's operation, performance and financial position, with justification thereof, i.e., actual position shall be explained to the shareholders in the next AGM;	√		
1(5)(xxvi)	Declaration or certification by the MD and the CFO to the Board as required under condition No. 3(3) s shall be disclosed as per Annexure-A ; and	√		
1(5)(xxvii)	The report as well as certificate regarding compliance of conditions of this Code as required under condition No. 9 shall be disclosed as per Annexure-B and Annexure-C .	√		

1(6)	Meetings of the Board of Directors; The company shall conduct its Board meetings and record the minutes of the meetings as well as keep required books and records in line with the provisions of the relevant Bangladesh Secretarial Standards (BSS) as adopted by the Institute of Chartered Secretaries of Bangladesh (ICSB) in so far as those standards are not inconsistent with any condition of this Code.	√		
1(7)	Code of Conduct for the Chairperson, other Board members and Chief Executive Officer			
1(7)(a)	The Board shall lay down a code of conduct, based on the recommendation of the Nomination and Remuneration Committee (NRC) at condition No. 6, for the Chairperson of the Board, other board members and Chief Executive Officer of the company;	√		
1(7)(b)	The code of conduct as determined by the NRC shall be posted on the website of the company including, among others, prudent conduct and behavior; confidentiality; conflict of interest; compliance with laws, rules and regulations; prohibition of insider trading; relationship with environment, employees, customers and suppliers; and independency.	√		
2	Governance of Board of Directors of Subsidiary Company.			
2(a)	Provisions relating to the composition of the Board of the holding company shall be made applicable to the composition of the Board of the subsidiary company;	√		
2(b)	At least 1 (one) independent director on the Board of the holding company shall be a director on the Board of the subsidiary company;	√		
2(c)	The minutes of the Board meeting of the subsidiary company shall be placed for review at the following Board meeting of the holding company;	√		
2(d)	The minutes of the respective Board meeting of the holding company shall state that they have reviewed the affairs of the subsidiary company also;	√		
2(e)	The Audit Committee of the holding company shall also review the financial statements, in particular the investments made by the subsidiary company.	√		
3	Managing Director (MD) or Chief Executive Officer (CEO), Chief Financial Officer (CFO), Head of Internal Audit and Compliance (HIAC) and Company Secretary (CS).			
3(1)	Appointment			
3(1)(a)	The Board shall appoint a Managing Director (MD) or Chief Executive Officer (CEO), a Company Secretary (CS), a Chief Financial Officer (CFO) and a Head of Internal Audit and Compliance (HIAC);	√		
3(1)(b)	The positions of the Managing Director (MD) or Chief Executive Officer (CEO), Company Secretary (CS), Chief Financial Officer (CFO) and Head of Internal Audit and Compliance (HIAC) shall be filled by different individuals;	√		
3(1)(c)	The MD or CEO, CS, CFO and HIAC of a listed company shall not hold any executive position in any other company at the same time;	√		
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, CS, CFO and HIAC shall not be removed from their position without approval of the Board as well as immediate dissemination to the Commission and stock exchange(s).	√		

3(2)	Requirement to attend Board of Directors' Meetings The MD or CEO, CS, CFO and HIAC of the company shall attend the meetings of the Board: Provided that the CS, CFO and/or the HIAC shall not attend such part of a meeting of the Board which involves consideration of an agenda item relating to their personal matters.	√		
3(3)	Duties of Managing Director (MD) or Chief Executive Officer (CEO) and Chief Financial Officer (CFO)			
3(3)(a)	The MD or CEO and CFO shall certify to the Board that they have reviewed financial statements for the year and that to the best of their knowledge and belief:			
3(3)(a)(i)	these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading; and	√		
3(3)(a)(ii)	these statements together present a true and fair view of the company's affairs and are in compliance with existing accounting standards and applicable laws;	√		
3(3)(b)	The MD or CEO and CFO shall also certify that there are, to the best of knowledge and belief, no transactions entered into by the company during the year which are fraudulent, illegal or in violation of the code of conduct for the company's Board or its members;	√		
3(3) (c)	The certification of the MD or CEO and CFO shall be disclosed in the Annual Report.	√		
4	Board of Directors' Committee:- For ensuring good governance in the company, the Board shall have at least following sub-committees:			
4 (i)	Audit Committee; and	√		
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 of Directors;	√		
5(1)(b)	The Audit Committee shall assist the Board of Directors in ensuring that the financial statements reflect true and fair view of the state of affairs of the Company and in ensuring a good monitoring system within the business;	√		
5(1) (c)	The Audit Committee shall be responsible to the Board of Directors. The duties of the Audit Committee shall be clearly set forth in writing.	√		
5(2)	Constitution of the Audit Committee			
5(2)(a)	The Audit Committee shall be composed of at least 3 (three) members;	√		
5(2)(b)	The Board of Directors shall appoint members of the Audit Committee who shall be directors of the Company and shall include at least 1 (one) Independent Director;	√		
5(2) (c)	All members of the Audit Committee should be "financially literate" and at least 1 (one) member shall have accounting or related financial management background and 10 (ten) years of such experience;	√		
5(2)(d)	When the term of service of any Committee member expires or there is any circumstance causing any Committee member to be unable to hold office before expiration of the term of service, thus making the number of the Committee members to be lower than the prescribed number of 3 (three) persons, the Board shall appoint the new Committee member to fill up the vacancy immediately or not later than 1 (one) month from the date of vacancy in the Committee to ensure continuity of the performance of work of the Audit Committee;	√		

5(2)(e)	The company secretary shall act as the secretary of the Committee;	√		
5(2)(f)	The quorum of the Audit Committee meeting shall not constitute without independent director.	√		
5(3)	Chairman of the Audit Committee			
5(3)(a)	The Board of Directors shall select 1 (one) member of the Audit Committee to be Chairman of the Audit Committee, who shall be an independent director;	√		
5(3)(b)	In the absence of the Chairperson of the Audit Committee, the remaining members may elect one of themselves as Chairperson for that particular meeting, in that case there shall be no problem of constituting a quorum as required under condition No. 5(4)(b) and the reason of absence of the regular Chairperson shall be duly recorded in the minutes.	√		
5(3) (c)	Chairperson of the Audit Committee shall remain present in the Annual General Meeting (AGM):	√		
5(4)	Meeting of the Audit Committee			
5(4)(a)	The Audit Committee shall conduct at least its four meetings in a financial year;	√		
5(4)(b)	The quorum of the meeting of the Audit Committee shall be constituted in presence of either two members or two -third of the members of the Audit Committee, whichever is higher, where presence of an independent director is a must.	√		
5(5)	Role of Audit Committee The Audit Committee shall :-			
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 to ensure that it is adequately resourced, including approval of the Internal Audit and Compliance Plan and review of the Internal Audit and Compliance Report;	√		
5(5)(d)	Oversee hiring and performance of external auditors;	√		
5 (5) (e)	Hold meeting with the external or statutory auditors for review of the annual financial statements before submission to the Board for approval or adoption;	√		
5(5) (f)	Review along with the management, the annual financial statements before submission to the board for approval;	√		
(5)(5) (g)	Review along with the management, the quarterly and half yearly financial statements before submission to the Board for approval;	√		
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 statement of all related party transactions submitted by the management;	√		
5(5) (k)	Review Management Letters or Letter of Internal Control weakness issued by statutory auditors;	√		
5(5) (l)	Oversee the determination of audit fees based on scope and magnitude, level of expertise deployed and time required for effective audit and evaluate the performance of external auditors; and	√		

5(5) (m)	Oversee whether the proceeds raised through Initial Public Offering (IPO) or Repeat Public Offering (RPO) or Rights Share Offer have been utilized as per the purposes stated in relevant offer document or prospectus approved by the Commission:	√		
5(6)	Reporting of the Audit Committee			
5(6)(a)	Reporting to the Board of Directors			
5(6)(a)(i)	The Audit Committee shall report on its activities to the Board.	√		
5(6)(a)(ii)(a)	Report on conflicts of interests;			No such matter arose
5(6)(a)(ii)(b)	Suspected or presumed fraud or irregularity or material defect identified in the internal audit and compliance process or in the financial statements;			No such matter arose
5(6)(a)(ii)(c)	Suspected infringement of laws, regulatory compliances including securities related laws, rules and regulations; and			No such matter arose
5(6)(a)(ii)(d)	Any other matter which the Audit Committee deems necessary shall be disclosed to the Board immediately;			No such matter arose
5(6)(b)	Reporting to the Authorities ;If the Audit Committee has reported to the Board about anything which has material impact on the financial condition and results of operation and has discussed with the Board and the management that any rectification is necessary and if the Audit Committee finds that such rectification has been unreasonably ignored, the Audit Committee shall report such finding to the Commission, upon reporting of such matters to the Board for three times or completion of a period of 6 (six) months from the date of first reporting to the Board, whichever is earlier.			No such matter arose
5(7)	Reporting to the Shareholders and General Investors ;Report on activities carried out by the Audit Committee, including any report made to the Board under condition No. 5(6)(a)(ii) above during the year, shall be signed by the Chairperson of the Audit Committee and disclosed in the annual report of the issuer company.	√		
6	Nomination and Remuneration Committee (NRC):-			
6(1)	Responsibility to the Board of Directors			
6(1)(a)	The company shall have a Nomination and Remuneration Committee (NRC) as a sub-committee of the Board;	√		
6(1)(b)	The NRC shall assist the Board in formulation of the nomination criteria or policy for determining qualifications, positive attributes, experiences and independence of directors and top level executive as well as a policy for formal process of considering remuneration of directors, top level executive;	√		
6(1)(c)	The Terms of Reference (ToR) of the NRC shall be clearly set forth in writing covering the areas stated at the condition No. 6(5)(b).	√		
6 (2)	Constitution of the NRC			
6(2)(a)	The Committee shall comprise of at least three members including an independent director;	√		
6(2)(b)	All members of the Committee shall be non -executive directors;	√		
6(2) (c)	Members of the Committee shall be nominated and appointed by the Board;	√		
6(2) (d)	The Board shall have authority to remove and appoint any member of the Committee;	√		

6(2)(e)	In case of death, resignation, disqualification, or removal of any member of the Committee or in any other cases of vacancies, the board shall fill the vacancy within 180 (one hundred eighty) days of occurring such vacancy in the Committee;	√		
6(2)(f)	The Chairperson of the Committee may appoint or co-opt any external expert and/or member(s) of staff to the Committee as advisor who shall be non-voting member, if the Chairperson feels that advice or suggestion from such external expert and/or member(s) of staff shall be required or valuable for the Committee;	√		
6(2)(g)	The company secretary shall act as the secretary of the Committee;	√		
6(2)(h)	The quorum of the NRC meeting shall not constitute without attendance of at least an independent director;	√		
6(2)(i)	No member of the NRC shall receive, either directly or indirectly, any remuneration for any advisory or consultancy role or otherwise, other than Director's fees or honorarium from the company.	√		
6(3)	Chairperson of the NRC			
6(3)(a)	The Board shall select 1 (one) member of the NRC to be Chairperson of the Committee, who shall be an independent director;	√		
6(3)(b)	In the absence of the Chairperson of the NRC, the remaining members may elect one of themselves as Chairperson for that particular meeting, the reason of absence of the regular Chairperson shall be duly recorded in the minutes;	√		
6(3)(c)	The Chairperson of the NRC shall attend the annual general meeting (AGM) to answer the queries of the shareholders;	√		
6(4)	Meeting of the NRC			
6(4)(a)	The NRC shall conduct at least one meeting in a financial year;	√		
6(4)(b)	The Chairperson of the NRC may convene any emergency meeting upon request by any member of the NRC;	√		
6(4)(c)	The quorum of the meeting of the NRC shall be constituted in presence of either two members or two third of the members of the Committee, whichever is higher, where presence of an independent director is must as required under condition No. 6(2)(h);	√		
6(4) (d)	The proceedings of each meeting of the NRC shall duly be recorded in the minutes and such minutes shall be confirmed in the next meeting of the NRC.	√		
6(5)	Role of the NRC			
6(5) (a)	NRC shall be independent and responsible or accountable to the Board and to the shareholders;	√		
6(5)(b)(i)(a)	The level and composition of remuneration is reasonable and sufficient to attract, retain and motivate suitable directors to run the company successfully;	√		
6(5)(b)(i)(b)	The relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and	√		
6(5)(b)(i)(c)	Remuneration to directors, top level executive involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the company and its goals;	√		
6(5)(b)(ii)	Devising a policy on Board's diversity taking into consideration age, gender, experience, ethnicity, educational background and nationality;	√		

6(5)(b)(iii)	Identifying persons who are qualified to become directors and who may be appointed in top level executive position in accordance with the criteria laid down, 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 the company's needs for employees at different levels and determine their selection, transfer or replacement and promotion criteria; and	√		
6(5)(b)(vi)	Developing, recommending and reviewing annually the company's human resources and training policies;	√		
6(5)(c)	The company shall disclose the nomination and remuneration policy and the evaluation criteria and activities of NRC during the year at a glance in its annual report.	√		
7	External or Statutory Auditors.			
7(1)	The issuer company shall not engage its external or statutory auditors to perform the following services of the company, namely:-			
7(1)(i)	Appraisal or valuation services or fairness opinions;	√		
7(1)(ii)	Financial information systems design and implementation;	√		
7(1)(iii)	Book-keeping or other services related to the accounting records or financial statements;	√		
7(1)(iv)	Broker-dealer services;	√		
7(1)(v)	Actuarial services;	√		
7(1)(vi)	Internal audit services or special audit services	√		
7(1)(vii)	any service that the Audit Committee determines;	√		
7(1)(viii)	Audit or certification services on compliance of corporate governance as required under condition No. 9(1); and	√		
7(1)(ix)	Any other service that creates conflict of interest.	√		
7(2)	No partner or employees of the external audit firms shall possess any share of the company they audit at least during the tenure of their audit assignment of that company; his or her family members also shall not hold any shares in the said company:	√		
7(3)	Representative of external or statutory auditors shall remain present in the Shareholders' Meeting (Annual General Meeting or Extraordinary General Meeting) to answer the queries of the shareholders.	√		
8	Maintaining a website by the Company:-			
8(1)	The company shall have an official website linked with the website of the stock exchange.	√		
8(2)	The company shall keep the website functional from the date of listing.	√		
8(3)	The company shall make available the detailed disclosures on its website as required under the listing regulations of the concerned stock exchange(s).	√		
9	Reporting and Compliance of Corporate Governance.-			
9(1)	The company shall obtain a certificate from a practicing Professional Accountant or Secretary (Chartered Accountant or Cost and Management Accountant or Chartered Secretary) other than its statutory auditors or audit firm on yearly basis regarding compliance of conditions of Corporate Governance Code of the Commission and shall such certificate shall be disclosed in the Annual Report.	√		
9(2)	The professional who will provide the certificate on compliance of this Corporate Governance Code shall be appointed by the shareholders in the Annual General Meeting.	√		
9(3)	The directors of the company shall state, in accordance with the Annexure-C attached, in the directors' report whether the company has complied with these conditions or not.	√		

**Independent Auditors' Report
To the Shareholders of
BD THAI FOOD & BEVERAGE LIMITED
Report on the Audit of the Financial Statements**

Opinion

We have audited the Financial Statements of BD THAI FOOD & BEVERAGE LIMITED which comprise the Statement of Financial Position as at 30 June 2023, and Statement of Profit or Loss & Other Comprehensive Income, Statement of Changes in Equity and Statement of Cash Flows for the year then ended, and notes to the Financial Statements, including a summary of significant accounting policies and other explanatory information.

In our opinion, the accompanying Financial Statements give a true and fair view, in all material respects, of the Financial Position of the company as at 30 June 2023, 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 Standards Board for Accountants' Code of Ethics for Professional Accountants (IESBA Code) together with the ethical requirements that are relevant to our audit of the financial statements in Bangladesh, and we have fulfilled our other ethical responsibilities in accordance with the IESBA Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the Financial Statements of the current period. These matters were addressed in the context of our audit of the Financial Statements as a whole, and informing our opinion thereon, and we do not provide separate opinion on these matters.

Risk	Revenue Recognition
Our response to the risk	
At year end the reported total Turnover of Tk. 711,184,920	We have tested the design and operating effectiveness of key controls focusing on the following:
The company generates revenue from the sale goods to local customers.	Obtaining an understanding of and assessing the design and operating effectiveness of controls designed to ensure that revenue is recognized in the appropriate accounting standards.
There is also a risk that revenue may be overstated /understated due to the timing differences.	Segregation of duties in invoice creation and modification and timing of revenue recognition.
We identified revenue recognition as key audit matter as it is one of the key performance Indicators of the Company, which give rise to an inherent risk of the existence and the accuracy of the revenue.	Assessing the appropriateness of the Company's accounting policies for revenue recognition and compliance of those policies with applicable accounting standards.
	Obtain supporting documentation for sale transaction recorded either side of year-end to determine whether revenue was recognized in the current period.
	Comparing a sample of revenue transactions recognized during the year with the sale invoices and other relevant underlying documentation.

	Critically assessing manual journals posted to revenue to identify unusual or irregular items, and finally assessed the appropriateness and presentation of disclosures against relevant accounting standards.
Please see the Statement of Profit or Loss & other Comprehensive Income, note no. 20.00	
Valuation of Inventory	
<p>As at 30 June 2023, the reported amount of inventory is Tk. 494,090,971 held in plants warehouses.</p> <p>On the reporting date, inventories are carried at the lower of cost and net realizable value. As such, the companies apply judgment in determining the appropriate values of inventory in accordance with International Accounting Standards.</p> <p>Considering the risk as stated above the valuation of Inventory is a key audit matter to the Financial Statements.</p>	<p>We verified the appropriateness of, management's assumptions applied in calculating the value of the inventory as per International Accounting Standard (IAS) by:</p> <ul style="list-style-type: none"> ➤ Evaluating the design and implementation of key inventory controls operating across the factory, warehouse. ➤ We have collected inventory count data sheet and relevant certification of inventories which indicates inventory items were maintained in good condition and maintaining all compliances. ➤ Reviewing the historical accuracy of inventory provisioning and the level of inventory write-offs during the year ➤ Obtaining a detailed review with the subsequent sales to compare with the net realizable value.
Please see note no. 6.00 to the Financial Statements	
Valuation of Tangible Fixed Assets	
<p>The carrying value of the tangible fixed assets is Tk.1,231,981,560 as at 30 June 2023. The valuation of tangible fixed assets was identified as a key audit matter due to significance of this balance to the Financial Statements. The expenditures are classified as an asset, if it is probable that the future economic benefits associated with the item will flow to the entity and the cost of the item can be measured reliably.</p> <p>The useful lives of tangible fixed assets items are based on management's estimates regarding the period over which an asset is expected to be available for use. The estimates of the useful life of the assets is a matter of judgments based on the experience of the entity with similar assets and also take into consideration the physical condition of the assets.</p>	<p>Our audit included the following procedures:</p> <ul style="list-style-type: none"> ➤ We assessed whether the accounting policies in relation to the capitalization of expenditures are in compliance with IFRS and found them to be consistent. ➤ We obtained a listing of capital expenditures incurred during the year and, on a sample basis, checked whether the items were procured during the year. ➤ We verified the invoices and L/C documents on sample basis to segregate the capital and operating expenditure and found that the transactions are appropriately classified. ➤ We evaluated whether the useful lives determined and applied by the management were in line with the nature of assets, the physical condition of the assets and its uses. ➤ We checked whether the depreciation of tangible fixed assets items was commenced from the date of ready to use and found the depreciation had been started accordingly
Please see note no. 4.00 & 5.00 to the Financial Statements	
Long Term Loan & Short-Term Loan	
<p>As at 30 June 2023, the reported amount of total long-term loan is Tk.437,542,430 and Short-term loan is Tk.702,090,464 respectively. The company borrowed fund from various Bank for the purpose of acquisition of non-current assets and working capital as well.</p>	<p>We have tested the design and operating effectiveness of key controls focusing on the following:</p> <ul style="list-style-type: none"> ➤ Obtaining an understanding of and assessing the design and operating effectiveness of controls designed to ensure the proper use of loan

<p>The company may face difficulties due to unfavorable movement in interest rate & monetary policy that may result in short-term and cash flow crisis.</p>	<ul style="list-style-type: none"> ➤ We verified sanction letter, loan schedule bank statements to confirm the loan outstanding and found that the balance had been reported in the Financial Statements accurately. ➤ We checked the financial expenses and classification of loan and repayment schedule on a test basis as well. ➤ We checked the recording date of transactions and found the recording date is in line with the loan disbursement date.
<p><i>Please see note no. 13.00&15.00 to the Financial Statements</i></p>	
<p>Recoverability Assessment of Debtors</p>	
<p>The total amount of debtors is Tk.540,604,748 at June 30, 2023. There is significant large number of individual small customers. Customers in different business segments and jurisdictions are subject to their independent business risk.</p> <p>The increasing challenges over the economy and operating environment in the manufacturing industry during the year have increased the risks of default on receivables from the customers. In particular, in the event of insolvency of customers, the company is exposed to potential risk of financial loss when the customers fail to meet their contractual obligations in accordance with the requirements of the agreements.</p> <p>Accordingly, we identified the recoverability of debtors as a key audit matter because of the significance of debtors to Company's Financial Position and because of the significant degree of management judgment involved in evaluating the adequacy of the allowance for doubtful debts. Also due above 12 months, in last year was Tk.497,787,548 but during the year's audit due amount shown which needs to be addressed properly.</p>	<p>Our audit procedures of assess the recoverability of trade receivables including the following:</p> <ul style="list-style-type: none"> ➤ Tested the accuracy of aging of debtors at year end on a sample basis; ➤ Evaluating the Company's policy for making allowance for doubtful debts with reference to the requirements of the prevailing accounting standards; ➤ Assessing the classification of trade receivables in the debtors ageing report by comparison with sales invoice and other underlying documentation on a taste basis; ➤ Assessed the recoverability of the debtors on a sample basis through our evaluation of management's assessment with reference to the credit profile of the customers, historical payment pattern of customers and ➤ Inspecting subsequent bank receipts from customers and other relevant underlying documentation relating to trade receivable balances as at June 30, 2023;
<p><i>Please see note no. 7.00 to the Financial Statements</i></p>	

Other Information

Management is responsible for other information. The other information comprises all of the information in the annual report other than the Financial Statements and our auditor's report thereon. The directors are responsible for other information.

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

In connection with our audit of the Financial Statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information we are required to report that fact. We have nothing to report in this regard.

Responsibilities of Management and Those Charged with Governance for the Financial Statements and Internal Controls
Management is responsible for the preparation and fair presentation of the Financial Statements 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. The Companies Act, 1994 require the management to ensure effective internal audit, internal control and risk management functions of the company.

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

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

Auditor's Responsibilities for the Audit of the Financial Statements

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

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

- Identify and assess the risks of material misstatement of the Financial Statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the Financial Statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the Financial Statements, including the disclosures, and whether the Financial Statements represent the underlying transactions and event in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the company to express an opinion on the Financial Statements we are responsible for the direction, supervision and performance of the company audit. We are solely responsible for our audit opinion.

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 communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

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

Report on other Legal and Regulatory Requirements

In accordance with the Companies Act 1994, and The Securities and Exchange Rules 1987 and relevant notifications issued by Bangladesh Securities and Exchange Commission, we also report that:

- a) We have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit and made due verification thereof;
- b) In our opinion, proper books of accounts, records and other statutory books as required by law have been kept by the company so far as it appeared from our examinations of those books;
- c) The Statement of Financial Position, Statement of Profit or Loss & Other Comprehensive Income and Statement of Changes in Equity and Statement of Cash Flows of the Company dealt with by the report are in agreement with the books of accounts and returns; and
- d) The expenditure incurred was for the purpose of the Company's business.

Date : October 28, 2023

Place : Dhaka



Fouzia Haque, FCA

Partner

FAMES & R

Chartered Accountants

DVC: 2310281032AS117036

BD THAI FOOD & BEVERAGE LIMITED
STATEMENT OF FINANCIAL POSITION
AS AT 30 JUNE 2023

Particulars	Notes	Amount in Taka	
		30 June 2023	30 June 2022
ASSETS			
Non-Current Assets		1,231,981,560	1,208,524,606
Property, Plant and Equipment	4.00	1,231,981,560	1,203,166,362
Unallocated IPO Expenses	5.00	-	5,358,244
Current Assets		1,370,817,620	1,348,484,150
Inventories	6.00	494,090,971	496,530,057
Accounts Receivable	7.00	540,604,748	497,787,548
Advances, Deposits and Pre-payments	8.00	292,910,401	258,063,523
Cash and Cash Equivalents	9.00	43,211,499	96,103,022
Total Assets		2,602,799,180	2,557,008,756
EQUITY AND LIABILITY			
Shareholders' Equity		1,152,235,953	1,150,853,572
Share Capital	10.00	815,000,000	815,000,000
Revaluation Reserve	11.00	93,469,332	93,469,332
Retained Earnings	12.00	243,766,621	242,384,240
Non-Current Liabilities		604,779,300	582,375,776
Long Term Loan	13.00	437,542,430	437,922,194
Deferred Tax Liabilities	14.00	167,236,870	144,453,582
Current Liabilities		845,783,926	823,779,408
Current Portion of Long Term Loan	13.00	58,674,272	58,381,898
Short Term Loan	15.00	702,090,464	690,837,406
Trade and Other Payable	16.00	21,337,646	20,337,646
Liabilities for Expenses	17.00	40,359,347	36,203,749
Provision for Income Tax	18.00	18,427,894	15,157,538
Workers' Profit Participation Fund	19.00	4,894,303	2,861,172
Total Current and Non-current liabilities		1,450,563,227	1,406,155,184
Total Equity Liability		2,602,799,180	2,557,008,756
Net Asset Value (NAV) Per Share (Adjusted)	29.00	14.14	14.12

The annexed notes form an integral part of this Financial Statement.


Chairman



Director


Managing Director


Chief Financial Officer


Company Secretary

Signed in terms of our separate report of even date annexed.


Fouzia Haque, FCA
Partner

FAMES & R
Chartered Accounts
DVC: 2310281032AS117036

Dated: October 28, 2023
Place: Dhaka

BD THAI FOOD & BEVERAGE LIMITED
STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME
FOR THE YEAR ENDED 30 JUNE 2023


Particulars	Notes	Amount in Taka	
		30 June 2023	30 June 2022
Turnover	20.00	711,184,920	677,582,693
Cost of Goods Sold	21.00	520,306,028	490,803,585
Gross Profit		190,878,892	186,779,108
Operating Expenses		48,692,733	47,825,487
Administrative Expenses	22.00	25,950,681	25,529,534
Selling and Distribution Expenses	23.00	22,742,053	22,295,954
Operating Income		142,186,159	138,953,621
Financial Expenses	24.00	100,679,816	94,791,580
Profit before Other Income		41,506,343	44,162,041
Other Income	25.00	1,189,412	7,483
Net Profit before WPPF & WFF		42,695,755	44,169,524
Workers' Profit Participation and Welfare Fund	26.00	2,033,131	2,103,310
Net Profit before Tax		40,662,624	42,066,213
Income Tax Expenses		27,057,535	26,234,849
Current Tax	27.00	4,274,246	4,065,541
Deferred Tax	14.00	22,783,289	22,169,308
Net Profit After Tax		13,605,089	15,831,364
Other Comprehensive Income		-	-
Total Comprehensive Income		13,605,089	15,831,364
Earnings Per Share (EPS)/Restated EPS	28.00	0.17	0.22
Number of Weighted Average Shares Used to Compute EPS	Nos.	81,500,000	73,527,397

The annexed notes form an integral part of this Financial Statement.

 Chairman	 Director	 Managing Director	 Chief Financial Officer	 Company Secretary
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Signed in terms of our separate report of even date annexed.

Dated: October 28, 2023
Place: Dhaka


Fouzia Haque, FCA
Partner
FAMES & R
Chartered Accounts
DVC: 2310281032AS117036

BD THAI FOOD & BEVERAGE LIMITED
STATEMENT OF CHANGES IN EQUITY
FOR THE YEAR ENDED 30 JUNE 2023

Particulars	Share Capital	Share Capital IPO	Revaluation Reserve	Retained Earnings	Total
Balance as on 01-07-2022	815,000,000	-	93,469,332	242,384,240	1,150,853,572
Net profit during the period	-	-	-	13,605,089	13,605,089
Cash Dividend For 2021-2022	-	-	-	(12,222,708)	(12,222,708)
Balance as on 30-06-2023	815,000,000	-	93,469,332	243,766,621	1,152,235,953
Balance as on 01-07-2021	665,000,000	-	93,469,332	226,552,876	985,022,208
Net profit during the period	-	-	-	15,831,364	15,831,364
Share Capital (IPO)	-	150,000,000	-	-	150,000,000
Balance as on 30-06-2022	665,000,000	150,000,000	93,469,332	242,384,240	1,150,853,572



Chairman



Director



Managing Director



Chief Financial Officer



Company Secretary

Dated: October 28, 2023

Place: Dhaka

BD THAI FOOD & BEVERAGE LIMITED
STATEMENT OF CASH FLOWS
FOR THE YEAR ENDED 30 JUNE 2023

Particulars	Notes	Amount in Taka	
		30 June 2023	30 June 2022
Cash Flows from Operating Activities			
Collection from Customers and others	20 (A)	668,367,720	493,263,073
Paid for Cost and Expenses		(652,665,737)	(488,962,761)
Income Tax Paid		(1,003,890)	(1,872,103)
Net Cash Generated from Operating Activities		14,698,093	2,428,209
Cash Flows from Investing Activities			
Acquisition of Property Plant and Equipment		(66,532,575)	(113,408,868)
Net Cash used in Investing Activities		(66,532,575)	(113,408,868)
Cash Flows from Financing Activities			
Long Term Loan Receipt/(Paid)		(87,390)	57,114,723
Short Term Loan Receipt/(Paid)		11,253,059	75,131,377
Bank Interest and Charges Paid			(94,791,580)
Collection from IPO Amount		-	150,000,000
Dividend Paid (Cash)		(12,222,708)	-
Net Cash Generated from Financing Activities		(1,057,039)	187,454,520
Net Cash Increase in Cash and Cash Equivalents		(52,891,522)	76,473,861
Cash and Cash Equivalents at the Beginning of the year		96,103,022	19,629,160
Cash and Cash Equivalents at the End of the year		43,211,499	96,103,022
Net Operating Cash Flows per Share (NOCFPS) (Adjusted)	30.00	0.18	0.03


Chairman


Director


Managing Director


Chief Financial Officer


Company Secretary

Dated: October 28, 2023
Place: Dhaka

BD THAI FOOD & BEVERAGE LIMITED
"NOTES, COMPRISING A SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES
AND EXPLANATORY INFORMATION"
FOR THE YEAR ENDED 30 JUNE 2023

1.00 Reporting Entity**1.01 Formation and Legal Status**

The Company was incorporated in 13 October 2010 as a 'Private' Company limited by shares and registered with the Registrar of Joint Stock Companies & Firms of Bangladesh under the Companies Act, 1994 vide Registration No. C-87517/10. The Company Converted into public Limited company on August 30, 2017 vide issue no. 6755.

The Company got the consent for raising of capital through Initial Public Offer (IPO) from Bangladesh Securities and Exchange Commission on November 18, 2021 vide Letter No. BSEC/CI/IPO-2284/2018/590.

The registered and corporate office of the Company is located at BTA Tower, House # 29, Road # 17, Banani C/A, Dhaka-1213 and its factory is situated in its own premises at Kawalipara, Dhamrai, Dhaka, Bangladesh.

1.02 Nature of Business

The principal activities of the Company is to manufacture of quality food and beverage items and marketing thereof.

2.00 Basis of Audited Financial Statements Preparation and Presentation**2.01 Statement of Compliance**

The financial statements of the company under reporting have been prepared on a going concern basis following accrual basis of accounting except for cash flow statement in accordance with the International Accounting Standards (IASs) and International Financial Reporting Standards (IFRSs) as explained in later as adopted in Bangladesh by the Institute of Chartered Accountants of Bangladesh as Bangladesh Accounting Standards (IASs) and Bangladesh Financial Reporting Standards (IFRSs).

2.02 Regulatory Compliances

As required, BD Thai Food & Beverage Limited complies with the following major legal provisions in addition to the Companies Act 1994 and other applicable laws and regulations:

- a) The Income Tax Ordinance 1984
- b) The Income Tax Rules 1984
- c) The Value Added Tax Act 1991
- d) The Value Added Tax Rules 1991
- e) Securities and Exchange Commission Rules 1987
- f) The Customs Act 1969
- g) The Labour Act 2006 (as amendment in 2013)
- h) The Securities and Exchange Commission Act 1993
- i) The Stamp Act 1899

2.03 Application of Standards

The financial statements have been prepared in compliance with requirement of BASs (Bangladesh Accounting Standards) as adopted by the Institute of Chartered Accountants of Bangladesh (ICAB) as applicable in Bangladesh. The following BASs are applied to the financial statements for the period under un-audit:

Ref. No.	Accounting Standards	Status
IAS-1	Presentation of financial statements	Applied
IAS-2	Inventories	Applied
IAS-7	Statement of Cash Flows	Applied
IAS-8	Accounting Policies, Changes in Accounting Estimates and Errors	Applied

IAS-10	Events after the Reporting Date	Applied
IAS-12	Income Taxes	Applied
IAS-16	Property, Plant and Equipment	Applied
IFRS-15	Revenue	Applied
IAS -19	Employee Benefits	Applied
IAS-23	Borrowing Costs	Applied
IAS-24	Related Party Disclosures	Applied
IAS-32	Financial Instrument: Presentation	Applied
IAS-33	Earnings Per Share	Applied
IAS-39	Financial Instruments: Recognitions and Measurement	Applied
IFRS-1	First Time Adoption of International Financial Reporting Standards	Applied
IFRS-7	Financial Instruments: Disclosures	Applied

2.04 Functional and Presentation Currency

The financial statements are expressed in Bangladeshi Taka which is both functional and reporting currency of the Company. The figures of financial statements have been rounded off to the nearest integer.

2.05 Basis of Measurement

The financial statements have been prepared on historical cost basis.

2.06 Use of Estimates and Judgments

The preparation of these financial statements is in conformity with IFRSs requires management to make judgments, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimates are revised and in any future periods affected.

2.07 Presentation of Audited Financial Statements

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

- a statement of financial position as at 30 June 2023;
- a statement of profit or loss and other comprehensive income for the year ended 30 June 2023;
- a statement of changes in equity for the year ended 30 June 2023;
- a statement of cash flows for the year ended 30 June 2023; and
- notes, comprising a summary of significant accounting policies and explanatory information.

2.08 Reporting Period

The financial period of the company covers twelve months from 01 July 2022 to 30 June 2023.

2.09 Preparation and Presentation of Audited Financial Statements of the Company

The Board of Directors of BD Thai Food & Beverage Limited is responsible for the preparation and presentation of financial statements of the Company.

2.10 Comparative Figures

Re-arrangement

Comparative figures have been rearranged wherever considered necessary to ensure better comparability with the current period without causing any impact on the profit and value of assets and liability as reported in the financial statements.

Restatement

During the period no restatements in opening balance of retained earnings and comparative figures were restated.

3.00 Significant Accounting Policies

The accounting policies set out below have been applied consistently (otherwise as stated) to all periods presented in these financial statements.

3.01 Property, Plant and Equipment (PPE)**i) Recognition of Property, Plant & Equipment**

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

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

ii) Pre-Operating Expenses and Borrowing Costs

Interest and other cost incurred by the company in respect of borrowing of fund are recognized as expenses in the period in which they incurred unless the activities that are necessary to prepare the qualifying assets for its intended use are in progress. Expenses capitalized also include applicable borrowing cost considering the requirement of IAS 23 "Borrowing Costs".

iii) Subsequent Costs and Maintenance Activities

The Company recognizes in the carrying amount of an item of property, plant and equipment the cost of replacing part of such an item when the cost is incurred, it is probable that the future economic benefits embodied with the item will flow to the company and the cost of the item can be measured reliably. Expenditure incurred after the assets have been put into operation, such as repair and maintenance is normally charged off as revenue expenditure in the period in which it is incurred. In situation where it can be clearly demonstrated that the expenditure has resulted in an increase in the future economic benefit expected to be obtained from the use of fixed assets, the expenditure is capitalized as an additional cost of the assets. All other costs are recognized to the profit and loss account as expenses if incurred. All up-gradation/enhancement are generally charged off as revenue expenditure unless they bring similar significant additional benefits.

iv) Disposal of Property, Plant & Equipment's

No disposal of property, plant and equipment's, during the year 01 July 2022 to 30 June 2023.

v) Maintenance Activities

The Company incurs maintenance cost for all its major items of property, plant and equipment. Repair and maintenance costs are charged as expenses when incurred.

vi) Revaluation of Property, Plant & Equipment's

Financial statements of the Company have been prepared on historical cost basis. However, the values of land have been increased substantially during the last few years due to high inflationary trend. In this circumstance, management of BD Thai Food & Beverage Limited has been decided to determine fair market value of the land through revaluation. The information of revaluation assets have been provided in followings categories:

- **Date of Revaluation:** 01 July 2016;
- **Name of Independent Valuer:** S. F. Ahmed & Co., Chartered Accountants;
- the revaluation has been made on non depreciable assets i.e. land and land development so there has been no requirement of adjustment of revaluation reserve."

vii) Depreciation

Depreciation on all items of Property, Plant and Equipment other than Land and Land development is computed using the diminishing balance method so as to write off the assets over their expected useful life. Depreciation of an asset begins when it is available for use, ie when it is in the location and condition necessary for it to be capable of operating in the manner intended by management.

After considering the useful life of assets as per IAS-16 'Property, plant and equipment', the half yearly depreciation rates have been applied as under which is considered reasonable by the management.

Category of Fixed Assets	Rate of Depreciation
Land and Land Development	0%
Factory Building	2.5%
Building and Other Civil Work	2.5%
Plant and Machineries	5%
Office Decoration	20%
Office Equipment and Fitting	10%-20%
Furniture and Fixtures	10%
Solar System	10%
Tools and Accessories	10%
Motor Vehicles	20%
Laboratory Test Equipment	10%

viii) Impairment of Assets

The Company reviews the recoverable amount of its assets at each reporting date. If there exist any indication that the carrying amount of assets exceeds the recoverable amount, the company recognizes such impairment loss in accordance with IAS-36 "Impairment of Assets".

3.02 Inventories and Consumables

Inventories comprise of raw materials, work-in-process, finished goods, stores and spares, which are valued lower of cost or net realizable value in accordance with the Para of 21 & 25 of IAS-2 "Inventories".

3.03 Revenue Recognition

In compliance with the requirements of IFRS-15 "Revenue", revenue is recognized only when:

- The products are invoiced and dispatched to the customers (i.e. significant risk and reward associated with ownership are transferred to the customers);
- Interest income is accrued on a time basis by reference to the principal outstanding at the effective interest applicable.

3.04 Taxation

i) Current Tax

Provision for taxation has been made as per rates prescribed in the Finance Act and the Income Tax Ordinance, 1984 on net profit before tax or gross receipt by the Company, whichever is higher. As per IAS-12; Income Tax, provision has been made during the period as the Company earned taxable income.

ii) Deferred Tax

Deferred Tax is recognized using the balance sheet method, providing for temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes. Deferred tax is measured at the tax rates that are expected to be applied to the temporary differences when they reverse, based on the laws that have been enacted at the reporting date. Deferred tax asset or liability does not create a legal recovery/ liability from or to the income tax authority.

3.05 Loans and Borrowings

Principal amount of the loans and borrowings are stated at their outstanding amount. Borrowings repayable within six months from the balance sheet date are classified as current liabilities whereas borrowings repayable after twelve months from the balance sheet date are classified as non-current liabilities.

3.06 Statement of Changes in Equity

Statement of changes in equity is prepared in accordance with IAS-1 "Presentation of Financial Statements". This statement reflects information about the increase or decrease in net assets or wealth.

3.07 Events after the reporting period

In compliance with the requirements of IAS 10: Events after the reporting period, post Balance Sheet events that provide additional information about the company's position at the reporting date are reflected in the financial statements and events after the Balance Sheet date that are not adjusting events are disclosed in the notes when material.

3.08 Borrowing Cost

Borrowing costs that are not directly attributable to the acquisition, construction or production of qualifying assets are recognized in profit or loss using effective interest method. Borrowing cost incurred during the year was recognized as revenue expenses in accordance with IAS-23 "Borrowing Cost".

3.09 Trade Receivable

Trade receivable is initially recognized at cost which is the fair value of the consideration given in return. After initial recognition these are carried at cost less impairment losses due to un-collectability of any amount so recognized.

3.10 Trade and Other Payable

Liabilities are recognized for amounts to be paid in the future for goods and services received, whether or not billed by the supplier.

3.11 Cash and Cash Equivalent

According to IAS 7 "Statement of Cash Flows " cash comprises cash in hand and bank deposit and cash equivalents are short term, highly liquid investments that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value. IAS 1 "Presentation of Financial Statements" provides that cash and cash equivalent are not restricted in use. Considering the provision of IAS 7 and IAS 1, cash in hand and bank balances have been considered as cash and cash equivalents.

3.12 Earnings Per Share

Earnings Per Share (EPS) is calculated in accordance with the Bangladesh Accounting Standard IAS-33 "Earnings Per Share".

i) Basic Earnings Per Share:

Basic earnings per share is calculated by dividing the net profit or loss for the period attributable to ordinary shareholders by the weighted average number of ordinary shares outstanding during the year.

ii) Diluted Earnings Per Share:

No diluted Earnings per share was required to be calculated for the period under review as there was no scope for dilution of Earnings Per Share for the year.

3.13 Related Party Transactions

The objective of IAS 24 'Related Party Disclosure' is to ensure that an entity's financial statements contain the disclosures necessary to draw attention to the possibility that its financial position and profit or loss may have been affected by the existence of related parties and by transactions and outstanding balances with such parties.

Parties are considered to be related if one party has the ability to control the other party or to exercise significant influence or joint control over the other party in making financial and operating decisions.

The Company transactions with related parties and recognize as per IAS 24 "Related Party Disclosures". Related Party transactions have been disclosed under note 31.00.

3.14 Financial Expenses

Financial expenses comprise the interest on external borrowings and bank charges and are recognized as they are accrued.

3.15 Employee Benefits

i) Short Term Employee Benefits

Salaries, bonuses and allowances are accrued for the period in which the associated services are rendered by the employees of the Company.

ii) Workers' Profit Participation and Welfare Fund

The Company maintains a Worker's Profit Participation and Welfare Fund as per the requirement of The Companies Profit (worker's participation) (amendment) Ordinance 1985 & Labour Act 2006 (as ammended 2013) but no Board of Trustees have yet been constituted.

iii) Provident Fund

The Company has established a provident fund scheme. The fund is wholly administered by a Board of Trustees. No part of the fund is included in the assets of the Company.

3.16 General:

- i) Figures appearing in these Financial Statements have been rounded off to the nearest integer.
- ii) Prior year's figures have been shown to ensure comparability with the current year's figures.
- iii) Bracket figures denote negative.

[illegible]

Particulars	Amount in Taka	
	30 June 2023	30 June 2022
9.00 Cash and Cash Equivalents: Tk. 43,211,499		
Cash in Hand Note: 9.01	2,291,010	1,509,842
Cash at Bank Note: 9.02	40,920,489	94,593,180
	43,211,499	96,103,022
9.01 Cash in Hand: Tk. 2,291,010		
Cash in Hand (Factory)	1,865,210	1,280,800
Cash in Hand (Head Office)	425,800	229,042
	2,291,010	1,509,842

Cash in hand as on June 30, 2023 was Tk. 1,865,210 & 425,800 which existed in Factory & head office respectively. However, we have provided cash certificate to the auditor.

9.02 Cash at Bank: Tk. 40,920,489

The Cash at Bank amount has been lying with a bank account. We have verified the Bank balance along with the Bank Statement and Bank Re-conciliation statement and found in agreement. Details as under:

Agrani Bank Ltd., Principal Br. A/C # 0200000260278	2,147	23,856
Agrani Bank Ltd., Satoria Br. A/C # 0200013250575(750)	174	1,535
Bank Asia, Banani Br. A/C # 1236050586	28,275	4,336
Bank Asia, Banani Br. A/C # 1233052801	6	4,870
EXIM Bank, Gulshan Br. A/C # 0711100184921	-	-
Sonali Bank Ltd., Banani Bazar Br. A/C # 0106001012278	1,833	151,307
Sonali Bank Ltd., Satoria Br. A/C # 4508001008637	1,939	1,939
Shahjalal Bank Ltd., Banani Br. A/C # 40131000000669	2,305	2,821
Dutch Bangla Bank Ltd., Banani Br. A/C # 1031100029620	2,413	62,709
Islami Bank Ltd., Gulshan Br. A/C # 20501770100429118	4,377	4,018
Islami Bank Ltd., Manikgonj Br. A/C # 20501810100312912	3,936	4,626
National Bank Ltd., Satoria Br. A/C # 1169000488355	1,320	1,011
Pubali Bank Ltd., Gulshan Br. A/C # 056901027892	2,581	4,926
Mercantile Bank Ltd., Banani Br. A/C # 110611118755949	-	-
Mercantile Bank Ltd., Banani Br. A/C # 11310000008195	1,542	3,587
Midland Bank Ltd., Principal Br. A/C # 00021050003438	482	997
South Bangla Agriculture & Commerce Bank Ltd. A/C # 00261300000612	209,075	-
IPO Share Bank Account		
Southest Bank Ltd., Banani Br. A/C 2411100007937 (BDT)	40,658,084	94,320,643
Southest Bank Ltd., Banani Br. A/C 2415100000704 (USD)	-	-
Southest Bank Ltd., Banani Br. A/C 2416200000002 (GBP)	-	-
Southest Bank Ltd., Banani Br. A/C 2417100000031 (EURO)	-	-
Total	40,920,489	94,593,180

The bank balances have been confirmed and reconciled with respective bank statements.

Particulars	Amount in Taka	
	30 June 2023	30 June 2022

10.00 Share Capital: Tk. 815,000,000**Authorized Capital:**

100,000,000 Ordinary Shares of Tk. 10.00 each

1,000,000,000	1,000,000,000
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Issued, Subscribed and Paid-up:

81,500,000 Ordinary Shares of Tk. 10.00 each fully paid-up

815,000,000	815,000,000
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Its represents the paid-up capital of the company consisting of :

Shareholding Position is as follows:

SL. No.	Name of Shareholders	Percentage of Shareholdings (%)		Number of Shares	Number of Shares
		30-06-2023	30-06-2022	30-06-2023	30-06-2022
1	Mr. Zahid Maleque, MP	11.41	11.41	9,298,400	9,298,400
2	Mrs. Rubina Hamid	8.71	8.71	7,101,589	7,101,589
3	Mr. Dr. Kazi Aktar Hamid	3.41	3.41	2,776,548	2,776,548
4	Mr. Rahat Maleque	2.71	2.71	2,206,600	2,206,600
5	Mrs. Cynthia Maleque	0.61	0.61	495,000	495,000
6	Mr. Ryan Hamid	2.60	2.60	2,121,863	2,121,863
7	BD Thai Aluminium Ltd.	6.05	6.05	4,931,507	4,931,507
8	Sunlife Insurance Company Ltd.	13.58	13.58	11,068,493	11,068,493
9	Employee	2.29	2.29	1,870,000	1,870,000
10	General Shareholders	48.63	48.63	39,630,000	39,630,000
Total		100.00	100.00	81,500,000	81,500,000

11.00 Revaluation Reserve: Tk. 93,469,332

The break-up of the above amount is as follows:

Opening Balance

93,469,332	93,469,332
------------	------------

Add: Addition during the period

-	-
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Less: Adjustment with deferred tax of Land and Land Development

-	-
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Closing Balance

93,469,332	93,469,332
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The Company revalued its land and land development on 01 July 2016 by S.F. Ahmed & Co., Chartered Accountants to reflect the up to date value of land and land development in the financial statements as at 30 June 2017.

Particulars	Amount in Taka	
	30 June 2023	30 June 2022
12.00 Retained Earnings: Tk. 243,766,621		
Opening Balance	242,384,240	226,552,876
Add: Net Profit after Tax during the period	13,605,089	15,831,364
Less: Dividend Paid (Cash) F/Y 2121-2022	12,222,708	-
Closing Balance	243,766,621	242,384,240
13.00 Long Term Loan: Tk. 437,542,430		
Total Long Term Loan	496,216,702	496,304,092
Less: Current Portion of Long Term Loan	58,674,272	58,381,898
	437,542,430	437,922,194
a) Agrani Bank Ltd., Principal Office, Dhaka		
A/C No. 02633792	113,499,540	
A/C No. 02633794	371,643,146	
	485,142,686	
Less: Current Portion	57,934,662	427,208,024
		427,757,931
b) Midland Bank Ltd., Account No.- 292 (0130)	4,620,147	
Less: Current Portion	309,073	4,311,074
		4,267,340
c) Midland Bank Ltd., Account No.- 309 (0176)	6,453,869	
Less: Current Portion	430,537	6,023,332
		5,896,923
	437,542,430	437,922,194

Nature of Security of Loans:

Particulars	Details
Name of Bank and Financial Institute	Agrani Bank Ltd., Principal Branch
Type of Facility	Long Term Loan
Limit	BDT 450,600,000
Repayment	Monthly
Interest Rate	9.00%
Period of Loan	96 Months
Expiry Date	23/8/2029
Renewal Status	Renewed/ Rescheduled
Securities	Security: 849.58 decimal Land, Factory Building, Machineries at Kawalipara, Dhamrai, Dhaka and Shares.
Purpose	For execution of business operations for the new and upcoming projects.

Nature of Security of Loans:

Particulars	Details
Name of Bank and Financial Institute	Midland Bank Ltd., Account No.- 292 (0130)
Type of Facility	Term Loan-1
Limit	BDT 4,141,204
Repayment	Monthly
Interest Rate	10.10%
Expiry Date	28/3/2027
Securities	Security: Purchased of different types of vehicles.
Purpose	Purchase of different types of vehicles

Particulars	Amount in Taka	
	30 June 2023	30 June 2022

Nature of Security of Loans:

Particulars	Details
Name of Bank and Financial Institute	Midland Bank Ltd., Account No.- 309 (0176)
Type of Facility	Term Loan-2
Limit	BDT 5,724,844
Repayment	Monthly
Interest Rate	10.10%
Expiry Date	28/4/2028
Securities	Security: Purchased of different types of vehicles.
Purpose	Purchase of different types of vehicles

14.00 Deferred Tax Liabilities: Tk. 167,236,870

Opening Balance (other than Revaluation)	141,562,778	119,393,470
Add: During the period (other than Revaluation)	22,783,289	22,169,308
Sub total	164,346,066	141,562,778
Add: On Revaluation of Land & Land Development	2,890,804	2,890,804
Closing Balance	167,236,870	144,453,582

As on 30 June 2023

Particulars	Accounting Base Carrying Value (Tk.)	Tax Base Carrying Value (Tk.)	Temporary Difference
Property, Plant and Equipment	841,737,137	617,311,267	224,425,870

Applicable Rate **20.00%**

Current Year Deferred Tax Liability as on 30 June 2023 (other than Revaluation)	44,885,174
Closing Deferred Tax Expenses (During the year)	22,783,289

15.00 Short Term Loan: Tk. 702,090,464

Agrani Bank Ltd., Principal Branch, A/C # 02308401 (69320)	496,070,894	484,868,910
Short Term, CC HYPO (Block), A/C # 0200017292835	97,945,569	97,895,569
Short Term, CC HYPO (Block), A/C # 020001065018 (69331)	42,643,018	42,628,018
Short Term, CC HYPO (Block), A/C # 0200017292358	15,577,608	15,562,608
Demand Loan, Agrani Bank Ltd., Principal Branch	45,685,764	45,649,784
Bai Muazzal Hyp, Exim Bank Ltd., Gulshan Branch	4,167,611	4,232,517
Total	702,090,464	690,837,406

Nature of Security of Loans:

Particulars	Details
Name of Bank and Financial Institute	Agrani Bank Ltd., Principal Branch
Type of Facility	CC (Hypo)
Limit	BDT 450,000,000
Repayment	Quarterly
Interest Rate	9.00%
Period of Loan	12 Months
Expiry Date	30/06/2023
Renewal Status	Renewed/ Rescheduled
Securities	Security: 849.58 decimal Land, Factory Building, Machineries at Kawalipara, Dhamrai, Dhaka and Shares.
Purpose	Working Capital

Particulars	Amount in Taka	
	30 June 2023	30 June 2022

16.00 Trade and Other Payable: Tk. 21,337,646

Opening Balance	20,337,646	19,487,646
Add: Addition during the period	42,568,000	850,000
Less Adjustment during the period	41,568,000	-
Closing Balance	21,337,646	20,337,646

Trade and Other Payable against purchase comprises followings:

Supplier Name	Purpose	30 June 2023	30 June 2022
Aristo Corporation Ltd.	Plastic Cluser	235,250	235,250
BD Thai Aluminium Ltd.	Supply of promotional items	19,128,082	19,128,082
M/S Khorshed Alam & Sons	Wheat For Atta, Moida & Suji	1,508,700	508,700
Others Payable		465,614	465,614
Total		21,337,646	20,337,646

- i) This represents amount payable to suppliers of raw materials and packing materials etc. All suppliers were paid on a regular basis.
- ii) Aging of Trade and Other Payable

Particulars	1 to 6 months	Above 6 months	Total
Trade and Other Payable	9,628,613	11,709,033	21,337,646

17.00 Liabilities for Expenses: Tk. 40,359,347

Director's Honorarium Payable	19,624,000	17,974,000
Salary and Wages Payable	888,005	567,745
Utility Payable (Gas Bill), Factory	283,701	5,587,202
Utility Payable (Electricity Bill), Factory	2,365,220	968,074
Tax and VAT Payable on various expenses	3,446,036	175,680
Income Tax payable against staff salary	504,668	368,720
Unclaimed and Unpaid Dividend Accounts FY: 2021-2022	201,405	-
Audit Fees	250,000	250,000
Rent Payable	4,572,000	3,304,000
Provident Fund	8,224,313	7,008,328
Total	40,359,347	36,203,749

- i) Most of the outstanding liabilities have subsequently been paid;
- ii) No liabilities in the Statement of Financial Position are at a value less than the amount at which it is repayable at the date of the Statement of Financial Position.

18.00 Provision for Income Tax: Tk. 18,427,894

Opening Balance	15,157,538	12,964,100
Add: Addition during the period	4,274,246	4,065,541
	19,431,784	17,029,641
Less: Adjustment	1,003,890	1,872,103
Closing Balance	18,427,894	15,157,538

19.00 Workers' Profit Participation Fund: Tk. 4,894,303

Opening Balance	2,861,172	3,789,308
Add: Addition during the period	2,033,131	2,103,310
	4,894,303	5,892,618
Less: Paid during the period	-	3,031,446
Closing Balance	4,894,303	2,861,172

Particulars	Amount in Taka	
	30 June 2023	30 June 2022
20.00 Turnover: Tk. 711,184,920		
Vatable Sales	8,459,029	9,402,700
Tariff Sales	12,136,916	1,978,753
Non Vatable Sales	693,188,900	667,703,375
Gross sales	713,784,845	679,084,827
Less: Supplementary Duty and VAT	2,599,925	1,502,134
Turnover	711,184,920	677,582,693
20 (A) Statement of turnover, showing separately the amount of collection through banks and by cash are as follows:		
Collection through banking channel	327,776,865	256,216,223
Collection through cash	340,590,855	237,046,851
Total collection through bank and cash	668,367,720	493,263,073
20 (B) Details revenue earned from sale of Juice and Drinks, Mineral Water, Soft Drinks, Confectionery, Bakery and others are as follows:		
Juice and Drinks	10,169,216	1,011,548
Soft Drinks	8,459,029	9,402,700
Confectionery	1,967,700	967,205
Bakery and others	693,188,900	667,703,375
Total	713,784,845	679,084,827
21.00 Cost of Goods Sold: Tk. 520,306,028		
Raw Materials Consumed (Note-21.01)	302,226,300	232,426,300
Packing Materials Consumed (Note-21.02)	148,182,580	110,182,580
Spare Parts Consumed (Note-21.03)	13,587,975	10,188,265
Manufacturing Overheads (Note-21.04)	83,955,218	60,431,662
Cost of Production	547,952,073	413,228,807
Add: Opening Work in Process	54,500,750	90,065,730
Less: Closing Work in Process	62,570,850	54,500,750
	539,881,973	448,793,787
Add: Opening Finished Goods	45,002,560	87,012,358
Less: Closing Finished Goods	64,578,505	45,002,560
Total Cost of Goods Sold	520,306,028	490,803,585
21.01 Raw Materials Consumed: Tk. 302,226,300		
Opening Stock of Raw Materials	172,395,040	143,413,829
Add: Purchase of Raw Materials	273,627,512	261,407,512
	446,022,552	404,821,341
Less: Closing Stock of Raw Materials	143,796,252	172,395,040
Consumption	302,226,300	232,426,300
21.02 Packing Materials Consumed: Tk. 148,182,580		
Opening Stock of Packing Materials	152,692,530	130,183,755
Add: Purchase of Packing Materials	143,691,312	132,691,355
	296,383,842	262,875,110
Less: Closing Stock of Packing Materials	148,201,263	152,692,530
Consumption	148,182,580	110,182,580

Particulars	Amount in Taka	
	30 June 2023	30 June 2022
21.03 Spare Parts Consumed: Tk. 13,587,975		
Opening Stock of Spare Parts	71,939,177	77,015,502
Add: Purchase of Spare Parts	16,592,900	5,111,940
	88,532,077	82,127,442
Less: Closing Stock of Spare Parts	74,944,102	71,939,177
Consumption	13,587,975	10,188,265
21.04 Manufacturing Overheads: Tk. 83,955,218		
Salary and Wages	8,613,600	8,253,600
Bonus	666,800	636,800
Overtime	543,560	531,000
Electricity Bill	21,270,753	9,478,568
Gas Bill	7,435,751	1,455,303
Local Conveyance	47,010	45,760
Fuel Expenses - Generator and Boiler	1,277,242	1,264,742
Fuel Expenses - Vehicle	193,140	180,580
Printing and Stationary	47,030	45,780
Factory Maintenance	1,665,420	615,420
Entertainment Factory	237,509	236,259
Carrying Inwards	351,550	225,950
Carrying and Transportation	5,436,890	2,876,890
Unload Charge	422,410	296,810
Past Control Service	30,500	230,500
Trips Allowance	35,450	50,450
Repair and Maintenance	1,375,825	375,800
Provident Fund	400,080	382,080
Depreciation	33,904,698	33,249,370
Total	83,955,218	60,431,662

Particulars	Amount in Taka	
	30 June 2023	30 June 2022
22.00 Administrative Expenses: Tk. 25,950,681		
Director's Honorarium	1,650,000	2,850,000
Salary and Honorarium	6,040,092	5,071,092
Bonus	503,341	422,591
Office Rent	1,268,000	1,268,000
Garage Rent	66,130	64,580
Entertainment and EGM Expenses	231,720	206,720
Printing and Stationary	35,870	25,720
Office Maintenance	87,760	75,260
Repair and Maintenance	51,900	38,250
T & T, Internet and Mobile Bill Expenses	606,780	806,780
Local Conveyance	157,450	132,450
Stamp Expenses	8,960	1,960
Postage, Telegraph and Courier Bill Expenses	575,230	464,580
Registration Renewal Fee	196,500	71,500
Utility Expenses	552,500	457,500
Certificate Fee	10,000	28,000
Service Charge	70,520	56,200
Advertisement	480,000	180,000
Vehicle Fuel Expenses	3,142,000	2,584,000
Board Meeting Fee	448,000	240,000
Audit Fee	250,000	250,000
Trade Mark and License Fee	45,000	15,000
IPO Expenses (Amortization 50% Of Total IPO Expenses)	5,358,244	5,358,244
Provident Fund	302,005	253,555
Depreciation	3,812,679	4,607,552
Total	25,950,681	25,529,534
23.00 Selling and Distribution Expenses: Tk. 22,742,053		
Salary and Allowances	10,278,000	10,200,000
Bonus	837,960	827,960
TA/DA	3,520,267	3,426,680
Fuel Expense	2,640,200	2,654,590
Sales Incentive	2,150,680	2,057,278
Sample Expenses	65,600	165,600
Sales Promotion	2,709,846	2,453,846
Provident Fund	513,900	510,000
Medical Expense	25,600	-
Total	22,742,053	22,295,954
24.00 Financial Expenses: Tk. 100,679,816		
Bank Interest	100,570,076	94,694,158
Bank Charges and Commission	109,740	97,422
Total	100,679,816	94,791,580
25.00 Other Income: Tk. 1,189,412		
Bank Interest	1,189,412	7,483
Cash Incentive	-	-
Total	1,189,412	7,483

Particulars	Amount in Taka	
	30 June 2023	30 June 2022
26.00 Workers' Profit Participation and Welfare Fund: Tk. 2,033,131		
This represents 5% of the net profit after charging such contribution but before tax contribution by the Company as per provisions of Bangladesh Labour (Amendment) Act-2013 (Bangladesh Labour Law, 2006) and is payable to workers as defined in the said law.		
27.00 Income Tax Expenses: Tk. 4,274,246		
Current Tax	4,274,246	4,065,541
Total	4,274,246	4,065,541
a) Profit before Tax as per Income Statement	40,662,624	42,066,213
Add: Accounting Depreciation	37,717,377	37,856,922
Less: Tax Depreciation	(203,897,668)	(125,117,272)
Taxable Profit/(Loss)	(125,517,667)	(45,194,136)
Tax @ 20.00%	(25,103,533)	(9,038,827)
b) Gross Receipt as per Turnover/Sales	711,184,920	677,582,693
Add: Other Income	1,189,412	7,483
Total Gross Receipt	712,374,332	677,590,176
Tax @ 0.6% on Tk. 712,374,332	4,274,246	4,065,541
So, Current Tax is above a) or b) whichever is higher i.e.	4,274,246	4,065,541
28.00 Earning Per Share (EPS): Tk. 0.17		
The computation of EPS is given below:		
Earning attributable to the Shareholders (net profit after tax)	13,605,089	15,831,364
Number of Weighted Average Shares Used to Compute EPS	81,500,000	73,527,397
Earnings Per Share (EPS) (Per value Tk. 10) (Adjusted)	0.17	0.22
Calculation Of Weighted Average Number Of Share		
365 Days Number Of Share Used	66,500,000	66,500,000
New Issued Number Of Share 15,000,000 Shares Used 365 Days Of 365 Days	15,000,000	7,027,397
Weighted Average Number Of Share	81,500,000	73,527,397
29.00 Net Asset Value (NAV) Per Share : Tk. 14.14		
The computation of NAV is given below:		
Net Assets	1,152,235,953	1,150,853,572
Number of Shares	81,500,000	81,500,000
Net Asset Value (NAV) Per Share (Adjusted)	14.14	14.12
30.00 Net Operating Cash Flows Per Share (NOCFPS) : Tk. 0.18		
Net Cash Generated from Operating Activities	14,698,093	2,428,209
Number of Shares	81,500,000	81,500,000
Net Operating Cash Flows Per Share (NOCFPS) (Adjusted)	0.18	0.03

31.00 Related Party Transactions

The company has related party transactions as per IAS-24 "Related Party Disclosures".

Related party transactions are as follows:

Name of the Related Party	Purpose	Paid during the period	Adjustment during the period	Opening Balance	Closing Balance
BD Thai Aluminium Ltd.	Supply of promotional items	-	-	19,128,082	19,128,082

32.00 Attendance Status of Board Meeting of Directors

During the year ended 30 June 2023 there were four virtual platform Board Meetings were held. The attendance status of all the meetings is as follows:

Name of the Directors	Designation	Meeting held	Attendance	Fees (BDT)
Mrs. Rubina Hamid	Chairman	08	08	56,000
Mr. Dr. Kazi Aktar Hamid	Director	08	08	56,000
Mr. Rahat Maleque	Director	08	08	56,000
Mr. Ryan Hamid	Director	08	08	56,000
Mr. Md. Joynal Abedin, FCA	Nominee of Bangladesh Thai Aluminium Limited	08	08	56,000
Mr. Md. Rabiul Alam, ACS	Nominee Of Sunlife Insurance Company Limited	08	08	56,000
Mr. Muhammad Mohiuddin	Independent Director	08	08	56,000
Ruhul Ameen, FCMA	Independent Director	08	08	56,000
Total				448,000

33.00 Disclosure as per requirement of Schedule XI, Part II of the Companies Act, 1994:**A. Disclosure as per requirement of Schedule XI, Part II, Note 5 of Para 3:**

Employee position of the company as at 30 June, 2023:

Salary (Monthly)	Officer & Staff		Worker	Total Employees
	Factory	Head Office		
Below Tk. 5,000/-	-	-	-	-
Above Tk. 5,000/-	124	116	95	335
For the year ended 30-06-2023	124	116	95	335
For the year ended 30-06-2022	155	120	102	377

B. Disclosure as per requirement of Schedule XI, Part II, Para 4:

Name of Directors	Designation	Total Remuneration for the period from 01-07-2022 to 30-06-2023	Paid the period from 01-07-2022 to 30-06-2023	Total Remuneration for the period from 01-07-2021 to 30-06-2022
Mrs. Rubina Hamid	Chairman	900,000	-	1,800,000
Mr. Rahat Maleque	Director	300,000	-	600,000
Mr. Ryan Hamid	Director	450,000	-	900,000
Total		1,650,000	-	3,300,000

C. Disclosure as per requirement of Schedule XI, Part II, Para 7:

Details of production capacity utilization:

Item	Unit	Production Capacity	Actual Production	Capacity Utilization
Juice and Drinks	Pcs	36,864,000	278,364	0.76%
Mineral Water	Pcs	11,059,200	-	0.00%
Soft Drinks	Pcs	44,236,800	225,092	0.51%
Confectionery	Pcs	85,616,801	24,529,973	28.65%
Bakery and others	Pcs	27,268,618	14,529,061	53.28%

D. Disclosure as per requirement of Schedule XI, Part II, Para 8:

Raw materials, spare parts, packing materials and capital machinery:

Items	Total Purchase (BDT)	Consumption (BDT)	% of Consumption Of Total Purchase
Raw materials	273,627,512	302,226,300	69.65%
Spare parts	16,592,900	13,587,975	3.13%
Packing materials	143,691,312	148,182,580	34.15%
Total	433,911,724	463,996,855	

E. Value of export:

Particulars	In foreign currencies (US\$)	In BDT
Export	-	-
Total	-	-

i) The company has not incurred any expenditure in foreign currencies for the period from 01 July, 2022 to 30 June, 2023 on account of royalty, know-how, professional fees, consultancy fees and interest;

ii) The company has not earned any foreign exchanges for royalty, know-how, professional fees, consultancy fees and interest;

34.00 Events after Reporting Period

There is no other significant event that has occurred between the Financial Position date and the date when the Financial Statements were authorised for issue by the Board of Directors.

The board of director in its board meeting held on 26 October, 2023 has recommended no dividend to the shareholders (other than sponsors and promoters) for the year ended June 30, 2023 subject to approval of the shareholders at the ensuing 13th Annual General Meeting (AGM).


Chairman


Director


Managing Director


Chief Financial Officer


Company Secretary

Dated: October 28, 2023

Place: Dhaka

[Annexure: A]

[Annexure: A]

BD THAI FOOD & BEVERAGE LIMITED
AUDITED SUMMARY OF INVENTORY SCHEDULE
FOR THE YEAR ENDED 30 JUNE 2023

[Annexure: B]

Raw Materials

Particulars	Opening Balance	Received	Issued	Closing Balance
Local Materials (Beverage)	28,037,930	2,456,250	8,565,800	21,928,380
Imported Materials (Beverage)	58,748,644	-	882,500	57,866,144
Confectionary Items (Local - Bakery, Atta, Moyda, Soji and Others)	85,608,466	271,171,262	292,778,000	64,001,728
Total	172,395,040	273,627,512	302,226,300	143,796,252

Packaging Materials

Particulars	Opening Balance	Received	Issued	Closing Balance
Beverage Items	41,163,538	2,807,502	5,785,780	38,185,261
Confectionary Items (Local - Bakery, Atta, Moyda, Soji and Others)	111,528,992	140,883,810	142,396,800	110,016,002
Total	152,692,530	143,691,312	148,182,580	148,201,263

Spare Parts

Particulars	Opening Balance	Received	Issued	Closing Balance
Local (Civil Item)	4,927,421	1,648,100	3,827,605	2,747,916
Electrical Item	7,382,107	6,529,000	2,245,600	11,665,507
Mechanical Item	36,945,925	8,415,800	5,762,505	39,599,220
Imported Spare Parts For IMM/BMM	21,394,410	-	526,510	20,867,900
Imported Spare Parts For Mechanical	1,289,314	-	1,225,755	63,559
Total	71,939,177	16,592,900	13,587,975	74,944,102

Working in Process

Particulars	Opening Balance	Closing Balance
Beverage and Confectionary Items	54,500,750	62,570,850
Total	54,500,750	62,570,850

Finished Goods

Particulars	Opening Balance	Closing Balance
Beverage and Confectionary Items	45,002,560	64,578,505
Total	45,002,560	64,578,505



BD THAI FOOD & BEVERAGE LTD.

BTA Tower (3rd Floor), 29 Kamal Ataturk Avenue, Road- 17, Banani C/A, Dhaka-1213
Phone: +88-02-222275571, E-mail: info@btfbl.com, web: www.btfbl.com

PROXY FORM

I/We.....
Of.....being a shareholder of **BD Thai Food & Beverage Ltd.**, do hereby appoint
Mr./Ms.....
Of.....
as my/our proxy, to attend and vote for me/us on my/our behalf at the 13th Annual General Meeting (AGM) of the
Company to be held virtually by using Digital Platform through the link <https://bdthaifood.bdvirtualagm.com> on
Sunday, 24 December, 2023 at 03:30 PM any adjournment thereof.

Revenue
Stamp
Tk. 100.00

(Signature of the Shareholder)

(Signature of Proxy)

BO ID No.

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No. of Shares held

Dated.....

N.B.: This Form of Proxy, duly signed (as recorded with the company), stamped and completed must be sent through email to the Share Department of the Company at **info@btfbl.com** at least 72 hours before the day and time fixed for the Annual General Meeting (AGM).



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ATTENDANCE SLIP

I do hereby submit the Attendance Slip in connection with the 13th Annual General Meeting of **BD Thai Food & Beverage Ltd.**
held today **Sunday, 24 December, 2023 at 03:30 PM** at the **DIGITAL PLATFORM** at the link <https://bdthaifood.bdvirtualagm.com>

Full Name of the Member :

BO ID No.

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No. of Shares held

(Signature of Proxy)

(Signature of the Shareholder)

Date

N.B.: Shareholders attending the Meeting in person or by Proxy under **DIGITAL PLATFORM** are requested to complete the Attendance Slip and deposit the same at the Registered Office of the Company before the meeting.

Partial View of Factory Building



Glimpses of Machinery





BD THAI FOOD & BEVERAGE LTD.

BTA Tower, 29 kemal Ataturk Avenue, Road # 17, Banani C/A, Dhaka-1213.

Phone: +88-02-222275571, Email: info@btfbl.com, wab: www.btfbl.com

Factory: Boronarayanpur, Amta, Dhamrai, Dhaka, Bangladesh