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Date: November 20, 2024

TRANSMITTAL LETTER

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

Subject: **Annual Report for the year ended on June 30, 2024.**

Dear Sir(s):

We are pleased to enclose a copy of the Annual Report of Apex Spinning & Knitting Mills Limited together with the Audited Financial Statements comprising of Statement of Financial Position as at June 30, 2024, Statement of Profit or Loss and Other Comprehensive Income, Statement of Changes in Equity and Statement of Cash Flows for the year ended on June 30, 2024 along with notes thereon for your kind information and record.

Yours sincerely,

Sd/-

Md. Delour Hossen

Acting Company Secretary

NOTICE OF THE ANNUAL GENERAL MEETING

Notice is hereby given that the **THIRTY-THIRD ANNUAL GENERAL MEETING OF APEX SPINNING & KNITTING MILLS LIMITED** will be held on Saturday, December 07, 2024 at 10.00 A.M. by using **digital platform** through link <http://virtualagm.apexknitting.com> (in pursuance with BSEC Order SEC/SRMIC/94-231/25 dated July 08, 2020) to transact the following businesses:

AGENDA

1. To receive and adopt the Audited Financial Statements for the year ended on 30 June 2024 and report of the Auditors' and Directors thereon.
2. To declare Dividend for the year 2023-2024.
3. To elect of Directors.
4. To appoint Statutory Auditors for the year 2024-2025 and fix their remuneration.
5. To appoint Compliance Auditors for the Certification on Corporate Governance Code for the year 2024-2025 and fix their remuneration.
6. To transact any other business of the Company, with permission of the Chair.

Place: Dhaka
Date: November 10 , 2024

By order of the Board of Directors

Sd/-

Md. Delour Hossen
Acting Company Secretary

NOTES:

1. The Shareholders whose name appeared in the Register of Members of the Company or in the Depository on the "**Record Date i.e. November 07, 2024**" are eligible to attend in the Annual General Meeting and be entitled to the Dividend.
2. The detail login process and link of the online portal to attend the meeting will be communicated to the shareholders through email in due course and will be available at the company's website at: <http://www.apexknitting.com>.
3. A member entitled to attend and vote at the Annual General Meeting may appoint only another member as proxy to attend and vote in his/her stead as per **para 99** of the Articles of Association of the Company.
4. Pursuant to the Bangladesh Securities and Exchange Commission's (BSEC) Notification No.: BSEC/CMRRCD/2006-158/208/Admin/81 dated 20th June, 2018 the **Annual Report 2023-2024** of the Company shall be sent to the respective e-mail address of the shareholders mentioned in their Beneficiary Owner (BO) Accounts with the depository. In case of non-receipt of **Annual Report 2023-2024** of the Company through e-mail, Shareholders may collect the same from the Company's Website at: <http://www.apexknitting.com>.
5. In pursuance of BSEC's Notification No.: SEC/SRMI/2000-953/1950 dated October 24, 2000 gazette on November 07, 2000, the Company shall hold discussions in the Annual General Meeting strictly in conformity with the provisions of the Companies Act, 1994.

CORPORATE DIRECTORY

BOARD OF DIRECTORS

Chairman	:	Mr. Shahriar Ahmed
Managing Director	:	Mr. Zahur Ahmed PhD
Director	:	Mr. Mahir Ahmed
Director	:	Mr. Eifaz Ahmed
Director (ICB Representative)	:	Mrs. Mazeda Khatun
Independent Director	:	Mr. Tarek Nizamuddin Ahmed

AUDIT COMMITTEE

Chairman	:	Mr. Tarek Nizamuddin Ahmed, Independent Director
Member	:	Mr. Mahir Ahmed, Director
Member	:	Mrs. Mazeda Khatun, Director

NOMINATION AND REMUNERATION COMMITTEE

Chairman	:	Mr. Tarek Nizamuddin Ahmed, Independent Director
Member	:	Mr. Mahir Ahmed, Director
Member	:	Mr. Eifaz Ahmed, Director

SENIOR CORPORATE OFFICIALS

Chief Financial Officer	:	Mr. Kamruzzaman FCA
Head of Internal Audit & Compliance	:	Mr. Md. Golam Kibria FCMA
Acting Company Secretary	:	Mr. Md. Delour Hossen

LEGAL ADVISORS

Abdur Razzaque & Associates
Md. Shahjahan Khan

STATUTORY AUDITORS

M/s. Malek Siddiqui Wali
Chartered Accountants

CORPORATE GOVERNANCE COMPLIANCE AUDITORS

M/s. Shiraz Khan Basak & Co.,
Chartered Accountants

SCRUTINIZER OF AGM

M/s. Shiraz Khan Basak & Co.,
Chartered Accountants

BANKERS

Eastern Bank Limited
Head Office
100 Gulshan Avenue, Gulshan, Dhaka-1212.
&
The Hongkong & Shanghai Banking Corporation Ltd.
Dhaka Main Office, Bay's Park Height, Plot-2, Road # 9, Dhanmondi, Dhaka.

REGISTERED OFFICE

SHANTA SKYMARK (Levels 8-13),
18 Gulshan Avenue, Gulshan, Dhaka-1212
Bangladesh.

FACTORY

Ward # 07, Holdings # D-81, Chandora
P.S. Kaliakoir, Dist. Gazipur-1751
Bangladesh.

Five Years Statistics

Figure in Thousand Taka

Particulars	2023-24	2022-23	2021-22	2020-21	2019-20
Results of Operations:					
Revenue	5,250,325	4,439,409	4,560,330	4,007,756	2,751,013
Gross Profit	354,889	316,296	271,542	260,014	222,226
Operating Profit	162,577	138,450	66,484	92,154	83,128
Profit before Tax	102,306	101,859	55,246	54,815	30,701
Net Profit after Tax	30,621	29,484	28,974	24,636	12,428
Earnings Per Share (EPS)	3.65	3.51	3.45	2.93	1.48
Dividend Per Share*	2.00	2.00	2.00	2.00	1.50
Financial Positions:					
Total Assets	1,801,864	2,227,191	1,546,322	1,564,733	1,282,299
Property, Plant and Equipment-Gross	1,589,176	1,454,910	1,452,233	1,402,345	1,390,443
Property, Plant and Equipment - Net	290,570	202,989	215,457	197,031	216,155
Gross Working Capital	1,346,137	1,855,280	1,212,721	1,259,818	965,337
Net Working Capital	92,657	182,372	156,801	212,929	197,877
Working Capital Loan	79,236	56,938	47,109	-	24,261
Share Capital	84,000	84,000	84,000	84,000	84,000
Share Premium	15,000	15,000	15,000	15,000	15,000
Reserve and Surplus	398,276	384,455	371,770	359,597	347,560
Share Holders' Equity	529,261	540,696	490,402	469,516	456,778
Long Term Loan	-	-	52,340	118,126	81,116
Key Financial Ratios:					
Current Ratio	1.07	1.11	1.15	1.20	1.26
Debt to Total Assets (%)	70.63	75.72	68.29	69.99	64.38
Return on Equity (%)	5.78	5.45	5.91	5.25	2.72
Net Assets Value Per Share	63.01	64.37	58.38	55.89	54.38
Net Operating Cash FPS	22.42	26.24	0.19	26.43	0.66
Dividend Payout Ratio (%)	54.86	56.98	57.97	68.26	101.35
Financial Charges Coverage times	2.28	3.00	4.16	2.20	1.42
Others:					
Market Price Per Share(30th June)	106.60	140.30	131.60	125.35	130.70
Price Earnings Multiple	29.20	39.97	38.14	42.78	88.31
Number of Employees	5,474	5,302	5,435	5,455	5,513
Capacity Utilization (%)	89.18	71.35	84.54	89.27	71.30

*

The Board of Directors recommended Cash Dividend @Tk. 2.00/- per Share for the year ended on 30th June 2024



APEX SPINNING & KNITTING MILLS LIMITED

SHANTA SKYMARK (LEVEL-8 To LEVEL-13), 18 GULSHAN AVENUE, DHAKA-1212, BANGLADESH

PHONE - 88-2-222283358, FAX 88-2-222261685

e-mail: askml@apexknitting.com. Web:www.apexknitting.com

AUDIT COMMITTEE REPORT

The Audit Committee of Apex Spinning & Knitting Mills Ltd is a sub-committee of the Board of Directors is appointed and authorized by the Board in pursuance of BSEC notification to review the activities of business.

The Audit Committee of the company comprises of three Directors, nominated by the Board of Directors of the Company, headed by me, Tarek Nizamuddin Ahmed, Independent Director. At present, the other members of the committee are, Mr. Mahir Ahmed, Director and Mrs. Mazeda Khatun, ICB nominated Director.

The committee has worked closely with the company's financial term to ensure that the audit processes adopted in connection with the financial statements are deal with best practice. The committee was empowered to examine the matter related to financial and other affairs of the company. This committee ensures a sound financial reporting system and updated information to the Board of Directors.

The committee normally meets in the next month of every quarter. During the year 2023-24, Four Audit Committee meetings were held, the details of attendance of each member at the Audit Committee meetings are as follows:

Name of the Member	Number of Audit Committee Meeting held	Attended
Mr. Tarek Nizamuddin Ahmed	4	4
Mr. Mahir Ahmed	4	4
Mrs. Mazeda Khatun	4	4

During the year the Audit Committee review and carry out the following tasks:

- ✓ Oversee the financial reporting process.
- ✓ Monitor choice of accounting policies and principles.
- ✓ 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.
- ✓ Oversee hiring and performance of external auditors.
- ✓ Hold meeting with the external auditors for review the annual financial statements before submission to the Board for approval.
- ✓ Review along with the management, the annual financial statements before submission to the Board for approval.
- ✓ Review along with the management, the quarterly and half yearly financial statements before submission to the Board for approval.
- ✓ Review the adequacy of internal audit function.
- ✓ Review the Management's discussions and analysis before disclosing in the Annual Report.
- ✓ Review statement of significant related party transactions submitted by the management.
- ✓ Review Management Letters or Letter of Internal Control weakness issued by Statutory auditors.
- ✓ 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
- ✓ Compliance of all applicable legal and regulatory rules and regulations.
- ✓ Various reports of operational activities and streamlined the operations of the Company.
- ✓ The committee reviewed the audit plan for the year 2023-2024 and oversees the performance of external auditors.
- ✓ Reviewed compliance of corporate governance guidelines issued by Bangladesh Securities and Exchange Commission.

The Audit Committee is of the view that the internal control and procedures are adequate to present a true and fair view of the activities and financial status of the Company.

Place: Dhaka
Date: October 17, 2024

On behalf of the Audit Committee


Tarek Nizamuddin Ahmed
Chairman



APEX SPINNING & KNITTING MILLS LIMITED

SHANTA SKYMARK (LEVEL-8 To LEVEL-13), 18 GULSHAN AVENUE, DHAKA-1212, BANGLADESH

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NOMINATION AND REMUNERATION COMMITTEE REPORT

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

The Board of Directors of Apex Spinning & Knitting Mills Limited has re-established the Nomination and Remuneration Committee comprises of three members on 20th April, 2023, headed by me, Tarek Nizamuddin Ahmed, Independent Director. The other members of the committee are, Mr. Mahir Ahmed and Mr. Eifaz Ahmed Directors of the company.

During the year 2023-24, one meetings of the Nomination and Remuneration Committee was held on 20th February, 2024 the details of attendance of each member at the NRC meetings are as follows:

Name of the Member	Position	Number of Meeting held	Attended
Mr. Tarek Nizamuddin Ahmed	Chairman	1	1
Mr. Mahir Ahmed	Member	1	1
Mr. Eifaz Ahmed	Member	1	1

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

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

Appointment Criteria and qualifications:

The Committee shall identify and ascertain the integrity, qualification, expertise and experience of the person for appointment as Director, Senior management level and recommend to the board for appointment.

The NRC is responsible to ensure that the procedures for appointing new Directors are transparent. A combination of age, gender, experience, ethnicity, educational background, nationality and other relevant person attributes in the board is important in providing a range of perspectives, insights and challenges needed to support right decision making. Recruitment and selection processes for board members identify candidates with the most suitable skills, knowledge, experiences and personal values.

Evaluation:

The committee shall carry out evaluation of performance of independent Directors and the board. The NRC is responsible for ensuring the effectiveness of the board. The evaluation includes a review of the administration of the Board and its committees covering their operations, agenda, reports and information produced for consideration and relationship with Management.

Top level Executive Selection and Remuneration Policy:

The performance of the Company depends upon the quality of its Directors and Top Level Executives. To prosper, the Company must attract, motivate and retain highly skilled Directors and Executives.

The Recruitment Process for Top Level Executives:

The objective of remuneration policy is to secure that reward for Top Level Executives shall contribute to attracting, engaging and retaining the right employees to deliver sustainable value for shareholders.

Acknowledgement:

The Nomination and Remuneration Committee expressed of sincere thanks to the Chairman and Members of the Board and Management for their support in carrying out its duties and responsibilities.

Place: Dhaka

Date: October 17, 2024

On behalf of the Nomination and Remuneration Committee

Tarek Nizamuddin Ahmed
Chairman

MD & CFO's Declaration to the Board of Directors

Date: October 17, 2024

The Board of Directors
Apex Spinning & Knitting Mills Limited
Shanta Sky Mark (Levels 8-13)
18 Gulshan Avenue, Gulshan
Dhaka-1212, Bangladesh.

Subject: Declaration on Financial Statements for the year ended on June 30, 2024.

Dear Sirs,

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

- (1) The Financial Statements of Apex Spinning & Knitting Mills Limited for the year ended on June 30, 2024 have been prepared in compliance with International Accounting Standards (IAS) or International Financial Reporting Standards (IFRS), as applicable in Bangladesh and any departure there from has been adequately disclosed;
- (2) The estimates and judgements related to the financial statements were made on a prudent and reasonable basis, in order for the financial statements to reveal a true and fair view;
- (3) The form and substance of transactions and the Company's state of affairs have been reasonably and fairly presented in its financial statements;
- (4) To ensure above, the Company has taken proper and adequate care in installing a system of internal control and maintenance of accounting records;
- (5) Our internal auditors have conducted periodic audits to provide reasonable assurance that the established policies and procedures of the Company were consistently followed; and
- (6) The management's use of the going concerns basis of accounting in preparing the financial statements is appropriate and there exists no material uncertainty related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern.

In this regard, we also certify that: -

- (i) We have reviewed the financial statements for the year ended on June 30, 2024 and that to the best of our knowledge and belief:
 - (a) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - (b) these statements collectively present true and fair view of the Company's affairs and are in compliance with existing accounting standards and applicable laws.
- (ii) There are, to the best of knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or in violation of the code of conduct for the company's Board of Directors or its members.

Sincerely yours,

Sd/-
Zahur Ahmed PhD
Managing Director

Sd/-
Kamruzzaman FCA
Chief Financial Officer (CFO)



SHIRAZ KHAN BASAK & CO.

CHARTERED ACCOUNTANTS

(An associate firm of D. N. Gupta & Associates)

R. K. TOWER (LEVEL-10)
86, Bir Uttam C.R. Datta Road
(312, Sonargaon Road), Dhaka-1205
Tel : 88-02-9635139, 88-02-223364597
Mobile : 01552-575775, 01711-520770
01922-117370, 01757-941837
01312-501076, 01711-535885
E-mail : shirazkhanbasak@yahoo.com
Website : www.shirazkhanbasak.com.bd

REPORT TO THE SHAREHOLDERS OF APEX SPINNING AND KNITTING MILLS LIMITED COMPLIANCE ON THE CORPORATE GOVERNANCE CODE

We have examined the compliance status to the Corporate Governance Code by **Apex Spinning and Knitting Mills Limited** for the year ended on 30 June 2024. This Code relates to the Notification No. **BSEC/CMRRCD/2006-158/207/Admin/80** dated 03 June 2018 issued under section 2CC of the Bangladesh Securities and Exchange Commission.

During our verification of the compliance status checking, we found that the company has failed to comply with the condition no. 1(2)(a) of above referred code.

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 except for the condition 1(2) (a) of the referred code which the company has failed to comply.

(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.

Chaity Basak, FCA
Partner

Shiraz Khan Basak & Co.
Chartered Accountants

Dated: October 28, 2024

Place: Dhaka



REPORT ON COMPLIANCE OF BSEC'S NOTIFICATION ON CORPORATE GOVERNANCE

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

(Report under Condition No. 9)

Condition No.	Title	Compliance Status (Put ✓ in the appropriate column)		Remarks (if any)
		Complied	Not complied	
1.	Board of Directors			
1(1)	Board 's Size shall not be less than 5 and more than 20	✓		
1(2)	Independent Directors			
1(2)(a)	Independent Director(s) - at least two directors or one fifth (1/5) of the total number of directors of the Company's		✓	There are five Directors and one Independent Director.
1(2)(b)(i)	Independent director does not hold any share or holds less than one percent (1%) shares of total paid up capital.	✓		
1(2)(b)(ii)	Independent director 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)	Independent director has not been an executive of the company in immediately preceding 2 (two) financial years.	✓		
1(2)(b)(iv)	Independent director does not have any other relationship, whether pecuniary or otherwise, with the company or its subsidiary or associated companies.	✓		
1(2)(b)(v)	Independent director is not member or TREC holder, director or officer of any stock exchange.	✓		
1(2)(b)(vi)	Independent director 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)	Independent director 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)	Independent director is not independent director in more than 5 (five) listed companies.	✓		He is also an Independent Director of Apex Foods Limited
1(2)(b)(ix)	Who has not been reported as a defaulter in the latest Credit Information Bureau (CIB) report of Bangladesh Bank for non-payment of any loan or advance or obligation to a bank or a financial institution.	✓		
1(2)(b)(x)	Independent director has not been convicted for a criminal offence involving moral turpitude.	✓		
1(2)(c)	The independent director(s) shall be appointed by the Board and approved by the Shareholders in the AGM. Provided that the Board shall appoint the independent director, subject to perior consent of the Commission, after due consideration of recommendation of the Nomination and Remuneration Committee (NRC) of the company;	✓		
1(2)(d)	The post of independent director(s) cannot remain vacant for more than 90 days.	✓		

Condition No.	Title	Compliance Status (Put ✓ in the appropriate column)		Remarks (if any)
		Complied	Not complied	
1(2)(e)	The tenure of office of an Independent Directors shall be for a period of 3 (three) years which may be extended for 1 (one) tenure only.	✓		
1(3)	Qualification of Independent Director			
1(3)(a)	Independent Director shall be a knowledgeable individual with integrity who is able to ensure compliance with financial, regulatory and corporate laws and can make meaningful contribution to business.	✓		
1(3)(b)(i)	Business Leader who is or was a promoter or director of an unlisted company having minimum paid-up capital of Tk. 100.00 million or any listed company or a member of any national or international chamber of commerce or registered business association.	✓		
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.	✓		
1(3)(b)(iii)	Former or existing official of government or statutory or autonomous or regulatory body in the position not below 5 th Grade of the national pay scale, who has at least educational background of bachelor degree in economics or commerce or business or law. Provided that in case of appointment of existing official as independent director, it requires clearance from the organization where he or she is in service; or”	✓		
1(3)(b)(iv)	University Teacher who has educational background in Economics or Commerce or Business Studies or Law.			No Need to Comply
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.			No Need to Comply
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.			Not Applicable
1(4)	Duality of Chairperson of the Board of Directors and Managing Director or 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 non-executive directors as Chairperson for that particular Board’s meeting; the reason of absence of the regular Chairperson shall be duly recorded in the minutes.			No such incident was occurred during this year.

Condition No.	Title	Compliance Status (Put ✓ in the appropriate column)		Remarks (if any)
		Complied	Not complied	
1(5)	The Directors' 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.	✓		Detail discussion are given in Directors analysis.
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 extraordinary activities and their implications (gain or loss).			No extraordinary gain or loss arisen during this accounting year.
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.			No such incident was occurred during the year.
1(5)(viii)	An explanation if the financial results deteriorate after the company goes for Initial Public Offering (IPO), Repeat Public Offering (RPO), Rights Share Offer, Direct Listing, etc.			
1(5)(ix)	An explanation on any significant variance that occurs between Quarterly Financial performances and Annual Financial Statements.	✓		No explanation is given in the Annual Report
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.			No such incident was occurred during the year
1(5)(xvii)	A statement that there is no significant doubt 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 there of shall be disclosed.	✓		
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 shall be explained.	✓		
1(5)(xix)	A statement where key operating and financial data of at least preceding 5 (five) years shall be summarized.	✓		

Condition No.	Title	Compliance Status (Put ✓ in the appropriate column)		Remarks (if any)
		Complied	Not complied	
1(5)(xx)	An explanation on the reasons if the issuer company has not declared dividend (cash or stock) for the year.			Board of directors recommend 20% cash dividend for this accounting 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 report on the pattern of shareholding disclosing the aggregate number of shares (along with name-wise details where stated below) held by:			
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)	Shareholding pattern of Executives.	✓		
1(5)(xxiii)(d)	Shareholders holding ten percent (10%) or more voting interest in the company (name-wise details).	✓		
1(5)(xxiv)	In case of appointment or re-appointment of a Director, a disclosure on the following information to the Shareholders:			
1(5)(xxiv)(a)	A brief resume of the director.	✓		
1(5)(xxiv)(b)	Nature of his or 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 Management's Discussion and Analysis signed by CEO or MD presenting detailed analysis of the company's position and operations along with a brief discussion of changes in the financial statements, among others, focusing on:			
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.			No changes were made in accounting policies and estimations.
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.	✓		
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 CEO and the CFO to the Board as required under condition No. 3(3) shall be disclosed as per Annexure-A.	✓		
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.	✓		

Condition No.	Title	Compliance Status (Put ✓ in the appropriate column)		Remarks (if any)
		Complied	Not complied	
1(5)(xxviii)	The Directors report to the shareholders does not require to include the business strategy or technical specification related to products or services, which have business confidentiality.	✓		
1(6)	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.			Entity don't have any 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. Provided that CFO or CS of any listed company under the same group for reduction of cost or for technical expertise, with prior approval of the Commission. Provided further that the remuneration and perquisites of the said CFO or CS shall be shared by appointing companies proportionately.	✓		
3(1)(d)	The Board shall clearly define respective roles, responsibilities and duties of the CFO, the HIAC and the CS.	✓		

Condition No.	Title	Compliance Status (Put ✓ in the appropriate column)		Remarks (if any)
		Complied	Not complied	
3(1)(e)	The MD or CEO, CS, CFO and HIAC shall not be removed from their position without approval of the Board as well as immediate dissemination to the Commission and stock exchange(s).			No such incident was observed.
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.	✓		
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 subcommittees:			
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)	Audit Committee as a sub-committee of the Board.	✓		
5(1)(b)	The Audit Committee shall assist the Board in ensuring that the financial statements reflect true and fair view of the state of affairs of the company and in ensuring a good monitoring system within the business;	✓		
5(1)(c)	The Audit Committee shall be responsible to the Board; the duties of the Audit Committee shall be clearly set forth in writing.	✓		
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 shall appoint members of the Audit Committee who shall be nonexecutive directors of the company excepting Chairperson of the Board 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 terms of service, thus making the number of the number of the Committee member to be lower than the prescribed number of 3 (three) persons, the			No such incident was occurred

Condition No.	Title	Compliance Status (Put ✓ in the appropriate column)		Remarks (if any)
		Complied	Not complied	
	Board shall appoint the new Committee member to fill up the vacancy immediately or not later than 60 (sixty) days 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 at least 1 (one) independent director.			No such incident was occurred.
5.3	Chairperson of the Audit Committee			
5(3)(a)	The Board shall select 1 (one) member of the Audit Committee to be Chairperson of the Audit Committee, who shall be an independent director;	✓		
5(3)(b)	In the absence of the Chairperson of the Audit Committee, the remaining members may elect one of themselves as Chairperson for that particular meeting, 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.			No such incident was occurred.
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.			No such incident was occurred.
5.5	Role of Audit Committee			
5(5)(a)	Oversee the financial reporting process	✓		
5(5)(b)	Monitor choice of accounting policies and principles	✓		
5(5)(c)	Monitor Internal Audit and Compliance process 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;	✓		

Condition No.	Title	Compliance Status (Put ✓ in the appropriate column)		Remarks (if any)
		Complied	Not complied	
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:			No such incident was taken place during this accounting year.
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)	The Audit Committee shall immediately report to the Board on the following findings, if any:			
5(6)(a)(ii)(a)	Report on conflicts of interest			No such incident was occurred to report.
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;			
5(6)(a)(ii)(c)	Suspected infringement of laws, regulatory compliances including securities related laws, rules and regulations;			
5(6)(a)(ii)(d)	Any other matter which the Audit Committee deems necessary shall be disclosed to the Board immediately;			
5(6)(b)	Reporting to the Authorities If any report which has material impact on the financial condition and results of operation and which 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.			
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 subcommittee 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;	✓		

Condition No.	Title	Compliance Status (Put ✓ in the appropriate column)		Remarks (if any)
		Complied	Not complied	
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;			No such incident was occurred during this accounting year.
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;			No such incident was occurred during this accounting year.
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;			No such incident was occurred
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;			No such incident was occurred during the accounting year.
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;			No such incident was occurred during the accounting year.
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)	NRC shall oversee, among others, the following matters and make report with recommendation to the Board:			
6(5)(b)(i)	Formulating the criteria for determining qualifications, positive attributes and independence of a director and recommend a policy to the Board, relating to the remuneration of the directors, top level executive, considering the following:	✓		
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;	✓		

Condition No.	Title	Compliance Status (Put ✓ in the appropriate column)		Remarks (if any)
		Complied	Not complied	
6(5)(b)(i)(c)	Remuneration to directors, top level executive involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the company and its goals;	✓		
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;	✓		
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);	✓		
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			

Condition No.	Title	Compliance Status (Put ✓ in the appropriate column)		Remarks (if any)
		Complied	Not complied	
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-Attached, in the directors' report whether the company has complied with these conditions or not.	✓		

DIVIDEND DISTRIBUTION POLICY

1. Introduction:

The Dividend Distribution Policy prescribes a set of principles/guidelines in relation to declaration and payment of dividend and matters incidental thereto or connected therewith. The said policy has formulated for ensuring the proper distribution of declared dividend to the shareholders of the company.

This policy has been prepared pursuant to the Directive dated 14th January 2021 bearing reference No. BSEC/CMRRCD/2021-386/03 issued by the Bangladesh Securities and Exchange Commission (BSEC). In accordance with the BSEC Directive dated 7th March 2021 bearing reference No. BSEC/CMRRCD/2021-388/07 compliance under the Directive dated 14th January 2021 will commence from 1st July 2021 and also prepared in accordance with its Articles of Association and applicable laws of the land.

2. Procedure for Declaration of Dividend:

Amount of dividend (basis on the ordinary share of the company of taka 10/- each) will recommend by the Board of Directors on specific agenda of Board Meeting and finally dividend shall be approved by the shareholders at Annual General meeting (AGM) on the basis of recommendation of the Board of Directors but no dividend shall exceed the amount recommended by the Board of Directors.

Mainly, declaration of dividend would be based on the audited financial statements of the company and also consider the following relevant factors:

- ❖ Past dividend trends
- ❖ Net profit after tax
- ❖ Shareholder expectations
- ❖ Dividend policy of competitors
- ❖ Cash flow position & working capital requirement &
- ❖ All applicable regulatory requirements.

3. Entitlement of Dividend:

The shareholders whose names would appear in the Register of Members of the company and/or in the depository on the “**Record Date**” would be eligible to join in the AGM & entitled to receive the annual/final dividend of the company.

4. Payment/distribution of Dividend:

Company shall pay off final dividend to the entitled shareholders within 30 (thirty) days from the date of approval by the shareholders in AGM. Cash dividend shall be distributed in the following manner & procedures:

- ❖ upon approval from shareholders in AGM, we will keep the whole amount of cash dividend payable declared by the Board of Directors for the concern year in our separate bank account within 10 (ten) days of the AGM.
- ❖ Company shall pay off cash dividend directly to the bank account of the entitled shareholders as available in the BO account maintained with the Depository Participants (DP) or the bank account as provided by the shareholders in paper form through Bangladesh Electronic Funds Transfer Network (BEFTN).
- ❖ In case of non-availability of bank account information or if not possible to distribute cash dividend through BEFTN or electronic payment system. Company shall issue cash dividend warrant and shall send it by post to the shareholders.
- ❖ Dividend is paid to non-resident shareholders through their local agents.

5. Unpaid or Unclaimed Dividend:

Pursuant to the Directive No. BSEC/CMRRCD/2021-386/03 dated 14th January, 2021, the Company shall maintain as separate line item namely “Unclaimed Dividend Account” where unpaid or unclaimed dividend shall be accounted for in audited accounts for a period 3 (three) years and this unpaid or unclaimed cash dividend shall be kept to a separate bank account of the company within one year from the date of declaration or approval or record date. After elapse of the afore-mentioned period, if any dividend remains unpaid or unclaimed or unsettled, such dividend along with accrued interest shall be transferred to the **Capital Market Stabilization Fund** maintained by Bangladesh Securities and Exchange Commission.

6. Procedure for claiming unpaid/unclaim Dividend:

The procedure for claiming unpaid or unclaimed dividend which are as follows:

- ❖ Shareholders are required to make an application for unpaid or unclaim dividend for latest three years at its registered office address.
- ❖ Shareholders may apply in person at Corporate Office of the Company.
- ❖ Unpaid Dividends will be paid to the shareholders, upon verification of the relevant BO ID information, cell phone number, NID and email address maintained with the Central Depository of Bangladesh Limited (CDBL).
- ❖ Unpaid Dividends will be paid through issuance of Dividend Warrant/BEFTN/other banking channels within 15 (fifteen) working days from the application.

7. Disclosure of Dividend Information:

The Company maintains a record of unpaid or unclaimed dividend. Summary of such record shall be available in the Annual Report and in the Quarterly Financial Statements. The Company also publish such record in its website in accordance with the Directive No. BSEC/CMRRCD/2021-386/03 dated 14th January, 2021.

8. Submission of Dividend Distribution Compliance Report:

The Company shall submit a dividend distribution compliance report to BSEC, DSE & CSE in a specific format issued by the regulator(s) within stipulated time of completion of dividend distribution to the entitled shareholders.

9. General

The dividend Policy would be subject to revision/amendment in accordance with changes in applicable laws or the guidelines issued by BSEC or such other regulatory authority as may be authorized, from time to time, on the subject matter.

The Board shall review this Policy annually. Upon recommendation of the Board, the Company reserves its right to alter, modify, add, delete or amend any of the provision of this policy.

MESSAGE FROM THE CHAIRMAN

Dear Shareholders,

It is a pleasure for me to welcome you all to the Thirty Third Annual General Meeting of your Company and to present the Annual Report for the year ended June 30, 2024.

World Economic Outlook:

As your company is a 100% export oriented company, our performance is dependent on the overall global economy. Particularly the economy of the developed countries. According to World Bank's Global Economic Prospects the global economy is stabilizing, following several years of overlapping negative shocks. Despite elevated financing costs and heightened geopolitical tensions, global activity firmed in early 2024. Global growth is envisaged to reach a slightly faster pace this year than previously expected, due mainly to the continued solid expansion of the U.S. economy. However, the extent of expected declines in global interest rates has moderated amid lingering inflation pressures in key economics. By historical standards, the global outlook remains subdued: both advanced economies and emerging market and developing economies are set to grow at a slower pace over 2024-25 than in the decade preceeding the pandemic.

Bangladesh Economy:

Bangladesh's economy made a strong turnaround from the COVID-19 pandemic, but the post-pandemic recovery continues to be disrupted by high inflation, a persistent balance of payments issues, financial sector vulnerabilities and global economic uncertainty. The latest Bangladesh Development Update says that urgent monetary reform and single exchange rate regime will be critical to improve foreign exchange reserves and ease inflation. Greater exchange rate flexibility would help restore balance between demand and supply in the foreign exchange market. Structural reforms will be key to diversify the economy and build resilience over the medium and long term, including measures to raise government revenues to support investments in infrastructure and human capital. Persistent inflation eroded consumer purchasing power, while investment was dampened by tight liquidity conditions, rising interest rates, import restrictions, and increased input cost stemming from upward revisions in energy price. Private sector growth slowed further in FY24, reflecting a broader slowdown in investment. The non performing loan ratio in the banking sector remains high and understates banking sector stress due to lax definitions and reporting standards, for bearance measures and weak regulatory enforcement. The Balance of Payments deficit moderated over the first half of the FY24 driven by a surplus in the **courrent** account.

My sincere thanks to all the respectable Shareholders for extending their continuous support and confidence in the Board of Directors of your Company. I also like to put on record my sincere appreciation to the Financial instutions and Regulatory Agencies, Suppliers, Customers with whom we have interacted in the course of business, management staff, and members of the Company at all levels for their cooperation and sincere efforts in the growth of your Company.

Place: Dhaka
Date: October 17, 2024

Sd/-
Shahriar Ahmed
Chairman

Management Discussion & Analysis

Management's discussion and analysis of the Company's position and operations along with a brief discussion of changes in the financial statements as per condition no. 1.5(XXV) of Corporate Governance Code dated June 03, 2018:

(a) Accounting policies and estimation for preparation of financial statements:

These Financial Statements have been prepared under the Historical Cost Convention, Accrual and Going Concern basis in accordance with applicable International Accounting Standards (IASs) and International Financial Reporting Standards (IFRSs) which does not vary from the requirements of the Companies Act, 1994 and the Listing Regulations of the Stock Exchanges, The Securities & Exchange Rules, 2020 and other laws and rules applicable in Bangladesh. The following IASs & IFRSs as applicable for the financial statements for the year under review:

IAS-1	Presentation of financial statements
IAS-2	Inventories
IAS-7	Statement of Cash Flows
IAS-8	Accounting Policies, Changes in Accounting Estimates and Errors
IAS-10	Events after the Reporting Period
IAS-12	Income Taxes
IAS-16	Property, Plant and Equipment
IAS-21	The Effects of Changes in Foreign Exchange Rates
IAS-23	Borrowing Costs
IAS-24	Related Party Disclosures
IAS-33	Earnings Per Share
IAS-36	Impairment of Assets
IAS-37	Provisions, Contingent Liabilities and Contingent Assets
IFRS-07	Financial Instruments: Disclosure
IFRS-09	Financial Instruments
IFRS-15	Revenue from Contracts with Customers
IFRS-16	Leases

(b) Changes in accounting policies and estimation:

There was no change in accounting policies and estimation during the year under review.

(c) Comparative analysis of financial performance or results and financial position as well as cash flows for current financial year with immediate preceding five years explaining reasons:

“Figure in Thousand Taka”

Particulars	2023-24	2022-23	2021-22	2020-21	2019-20	2018-19
Key Operational and Financial Data:						
Revenue	5,250,325	4,439,409	4,560,330	4,007,756	2,751,013	3,537,790
Gross Profit	354,889	316,296	271,542	260,014	222,226	287,345
Operating Profit/(Loss)	162,577	138,450	66,484	92,154	83,128	127,216
Profit before Tax	102,306	101,859	55,246	54,815	30,701	55,690
Net Profit/(Loss) after Tax	30,621	29,484	28,974	24,636	12,428	27,223
Total Assets	1,801,864	2,227,191	1,546,322	1,564,733	1,282,299	1,388,386
Total Liabilities	1,272,602	1,686,495	1,055,920	1,095,217	825,521	919,467
Current Assets	1,346,137	1,855,280	1,212,721	1,259,818	965,337	1,058,620
Current Liabilities	1,253,480	1,672,908	1,055,920	1,046,889	767,460	909,740
Reserve and Surplus	398,276	384,455	371,770	359,597	347,560	351,247
Share Holder's Equity	529,261	540,696	490,402	469,516	456,779	468,919
Current Ratio	1.07	1.11	1.15	1.20	1.26	1.16
Net Assets Value (NAV) per Share	63.01	64.37	58.38	55.89	54.38	55.08
Earnings Per Share (EPS)	3.65	3.51	3.45	2.93	1.48	3.24
NOCFPS	22.42	26.24	0.19	26.43	0.66	20.94

From the above key operational & financial data are stated that revenue slightly decrease in 2019-20 of Apex Spinning & Knitting Mills Ltd due to Covid-19 pandemic and after pandemic, it's holding a sustainability to its revenue, its gross profit margin, profit before tax & net profit after tax have been increased due to increase of revenue. As such, other operating & financial indicators like total assets, total liabilities, current assets & current liabilities have also been effected. Thus there was significant variance in net operating cash flows. The Net Operating Cash Flows per Share are positive/negative and are different in every financial year as this depends on different issues, mainly collection from revenue and payment for costs and expenses. Net operating cash flows per share has been decreased due to increase of purchase, factory overhead during the year.

- (d) Compare such financial performance or results and financial position as well as cash flows with the peer industry scenario:

“Figure in Million Taka”

Particulars	Apex Spinning & Knitting Mills Ltd 2023-2024	Figure of Peer Industry 2023-2024
Operational and Financial Data:		
Revenue	5,250.32	14,261.00
Net Profit/(Loss) after Tax	30.62	600.00
Earnings Per Share (EPS)	3.65	3.58
NOCFPS	22.42	3.68

- (e) Financial and Economic scenario of Bangladesh and the global (in brief):

Recent data published by the Bangladesh Bureau of Statistics (BBS), Bangladesh has gone from an economic miracle to needing help from the International Monetary Fund (IMF). The country's hard own economic optimism is now being sorely tested. The economic is faltering. In fact, the economic is facing challenges at multiple fronts such as rising inflation, balance of payment deficit along with long budget deficit, declining foreign exchange reserves, contraction in remittances, a depreciating currency, rising SOFR rate, rising income inadequately and demand supply imbalance in all sectors. Recently, Govt change as well as flood have affected seriously in current economic of Bangladesh. In spite of these obstacles, Bangladesh has able to maintain 6.50%-7.00% growth rate for a decade.

- (f) Risk and concerns including internal and external factors and its mitigation plan of the company is stated below:

Despite the positives, challenges lie ahead for Bangladesh's garment industry. The first of these is sustainability. While this represents an opportunity in some ways, it also is a threat. We are seeing global concerns about clothing over production and mass production centers such as Bangladesh could find themselves in the cross-hairs of these discussions. There are also issues around climate change. Many buyers from Bangladesh now require their manufacturers to meet strict climate targets around energy use. Can garment makers meet these requirements? To do this, a coordinated approach is needed involving industry owner, government, and the national energy infrastructure. This issue will become paramount over the next five years as buyers seek to hit 2030 climate targets.

Competition is also a challenge. Fast growing rivals such as Vietnam and Turkey are capable of stealing market share from Bangladesh. They have the opportunity to close proximity to the Western customers. They are ahead of Bangladesh in terms of its technical textile capabilities. Africa is also viewed by many as the next big thing in textile production, although progress in countries such as Ethiopia has been stop-start over the years. Besides these challenge political turmoil, labour unrest and utilities crises also the most challenges for RMG factories in Bangladesh.

- (g) Future plan:

In spite of wages increased, labour unrest, changes of political situation and working capital cost increased, Apex Spinning & Knitting Mills Limited (ASKML) is committed to continue its production, regular payment the salary & wages, to meetup the interest of all stakeholders, to safeguard the health measure of all employees, to upgrade the capital assets & its modification and to take a proper plan to control & design inventory due to run the production undisrupted and fulfilled the requirement of buyers. We are also continuously focusing towards reduction in operating cost and wastage & for this, the company has been established a term of Balance Scorecard which refers to a strategic management performance matrix and improvement in efficiency of human resources by proper regular training from GM Brand employees to Executive Brand employees and modernization the fashion design center & learning centre. We are always working for the building of company's positive brand image by introducing value added products which are cover the international standard. We have also taken various steps towards strengthening our human resources capabilities & their facilities and IT infrastructure.

Place: Dhaka
Date: October 17, 2024

Sd/-
Zahur Ahmed PhD
Managing Director

REPORT OF THE DIRECTORS

Dear Shareholders,

The Directors are pleased to submit to you the Annual Report together with the Independent Auditors' Report and Audited Financial Statements of the Company for the year ended June 30, 2024.

The Directors' Report is prepared in compliance with Section 184 of the Companies Act 1994 and Bangladesh Securities & Exchange Commission's (BSEC) notification no- BSEC/CMRRCD/2006-158/207/Admin/80 dated 3 June 2018.

(i) Industry outlook and possible future developments in the industry:

Bangladesh has emerged as a significant player in the global garment industry, securing its position as the second-largest garment exporter of the world. The country's remarkable journey from economic struggles to becoming a key player in the textile and apparel sector. Bangladesh's ready-made garment exports to new markets witnessed robust growth of 10%, reaching a total of \$7.70 billion in July-April of FY24, compared to \$7 billion in the equivalent period of the previous fiscal year. Bangladesh's RMG sector exhibited an overall growth of 4.97% during the fiscal 2023-24. According to EPB data, exports to the EU totaled \$19.90 billion, with 3.66% growth, driven by strong performances in several key EU markets. RMG exports to Spain, France, the Netherlands, Poland, and Denmark grew by 6.07%, 3.42%, 17.51%, 20.65%, and 32%, respectively. Though export has increased the above countries but, not all EU markets experienced growth. Exports to Germany, the largest EU market, declined by 9.40% to \$5.01 billion compared to July-April 2022-23. Similarly, apparel exports to Italy decreased by 2.45%, according to EPB data. However, by using technologies is poised to revolutionize the garment manufacturing process in Bangladesh. For higher production Automation, artificial intelligence and data analytics are being integrated into production systems and to enhance efficiency, reduce costs and improve quality.

(ii) Segment-wise or product-wise performance:

As Apex Spinning & Knitting Mills Limited produces only Readymade Garment, there is no scope for Product-wise performance reporting. However, country-wise export details are given in note 27 of the Annual Report.

(iii) Risks and concerns:

Despite the positives, challenges lie ahead for Bangladesh's garment industry. The first of these is sustainability. While this represents an opportunity in some ways, it also is a threat. We are seeing global concerns about clothing over production and mass production centers such as Bangladesh could find themselves in the cross-hairs of these discussions. There are also issues around climate change. Many buyers from Bangladesh now require their manufacturers to meet strict climate targets around energy use. Can garment makers meet these requirements? To do this, a coordinated approach is needed involving industry owner, government, and the national energy infrastructure. This issue will become paramount over the next five years as buyers seek to hit 2030 climate targets.

Competition is also a challenge. Fast growing rivals such as Vietnam and Turkey are capable of stealing market share from Bangladesh. They have the opportunity to close proximity to the Western customers. They are ahead of Bangladesh in terms of its technical textile capabilities. Africa is also viewed by many as the next big thing in textile production, although progress in countries such as Ethiopia has been stop-start over the years. Besides these challenge political turmoil, labour unrest and utilities crises also the most challenges for RMG factories in Bangladesh.

(iv) Discussion on Cost of Goods Sold, Gross Profit Margin and Net Profit Margin:

(a) Cost of Goods Sold:

The reporting period's cost of goods sold was Tk. 4,895 million as compared to last year's cost of goods sold of Tk. 4,123 million. It has been changed for increasing in the gross turnover during the reporting period. During the reporting period 2,853,908 dozens of garments were produced as against last year's production of 2,283,101 dozen. The increase in production quantity is 5,70,807 dozen over the last year. Production capacity utilized during the reporting period was 89.18%. There was an Increase in wages and salaries to the tune of Tk. 420.41 million as against last year.

(b) Gross Profit:

The company has achieved an export turnover of Tk. 5,250.32 million during the year ended 30th June 2024. Last year's turnover was Tk. 4,439.41 million. The increase in turnover is 18.27% from the last year. Gross profit earned during the period was Tk. 354.89 million as against last year's gross profit of Tk. 316.30 million.

(c) Net Profit:

Net Profit (after tax) earned during the period was Tk. 30.62 million as compared to last year's Net Profit (after tax) of Tk. 29.48 million. There is no significant difference with last year's net profit.

(v) Extra-Ordinary gain or loss:

During the year there was no realized extra-ordinary gain/(loss) made by the company. An amount of Tk. (25.26) million has been shown as Fair Valuation deficit for Investment in share in the Statement of Comprehensive Income which represents the difference between the closing price of investment in the Shares of Apex Foods Limited and the price shown in the last Statement of Financial Position. This accounting effect was given in order to comply with the latest requirement of International Accounting Standards (IAS) / International Financial Reporting Standards (IFRS). Details are given in Note 21 of the Annual Report.

(vi) Related Party Transactions:

a) Apex Spinning & Knitting Mills Limited has few transactions with Matex Bangladesh Limited, Apex Yarn Dyeing Limited, Apex Lingerie Limited, Apex Fashion Wear Limited and Apex Textile Printing Mills Limited with common director. These transactions are considered as related party transactions as per IAS 24 "Related Party Disclosures". The transactions are occurred during the period with an arm's length price as per normal business policy for buying & selling of dyes & chemical, fabric cost and yarn dyeing. The details are given below:

2023-2024 (Value in BDT)

Name of the Parties	Relationship	Nature of Transactions	Opening Balance	Purchase during the Year	Paid during the Year	Closing Balance
i. Matex Bangladesh Ltd.	Common Director	Revenue	11,565,852	90,100,416	98,452,612	3,213,656
ii. Apex Yarn Dyeing Ltd.	Common Director	Revenue	6,829,803	137,043,338	137,366,190	6,506,951
iii. Apex Lingerie Ltd.	Common Director	Revenue	-	8,744,639	8,744,639	-
iv. Apex Fashion Wear Ltd.	Common Director	Revenue	-	25,394,848	25,394,848	-
v. Apex Textile Printing Mills Ltd.	Common Director	Revenue	22,995,000	89,763,408	89,178,408	23,580,000

2022-2023 (Value in BDT)

Name of the Parties	Relationship	Nature of Transactions	Opening Balance	Purchase during the Year	Paid during the Year	Closing Balance
i. Matex Bangladesh Ltd.	Common Director	Revenue	5,254,394	130,485,996	124,174,538	11,565,852
ii. Apex Yarn Dyeing Ltd.	Common Director	Revenue	6,940,945	11,363,298	11,474,440	6,829,803
iii. Apex Lingerie Ltd.	Common Director	Revenue	-	6,999,605	6,999,605	-
iv. Apex Fashion Wear Ltd.	Common Director	Revenue	-	6,595,145	6,595,145	-
v. Apex Textile Printing Mills Ltd.	Common Director	Revenue	27,582,500	76,671,902	81,259,402	22,995,000

b) Transaction with Key Management Personnel:

Name of the Parties	Relationship	Nature of Transactions	Transactions	Opening Balance	Transaction during the period	Closing Balance
i. Mr. Zahur Ahmed PhD	Director	Revenue	Office Rent	-	-	-
ii. Mrs. Shawkat Ara Ahmed	Shareholder	Revenue	Office Rent	-	-	-
iii. Mr. Shahriar Ahmed	Director	Revenue	Office Rent	-	-	-
iv. Mr. Mahir Ahmed	Director	Revenue	Office Rent	-	-	-
v. Mr. Eifaz Ahmed	Director	Revenue	Office Rent	-	-	-

The directors & Shareholders have provided a rent free office space for business transaction for the company as per agreement. However, the total useable spaces as mentioned in the agreement is approximately 79,444.10 sft for 11 sister concerns of the Directors of the company which is located as Shanta Sky Mark (Level 8-13), Plot # 18, Block # CWS(a), Gulshan Avenue, Gulshan, Dhaka-1212. Therefore, the value of the related party transaction is nil.

(vii) Utilization of proceeds from public issues and/ or rights issues:

There was no public issues and/ or right issue offered during the year.

(viii) Financial results after the company goes for Initial Public Offering (IPO), Repeat Public Offering (RPO), Rights Offer, Direct Listing, etc.:

Initial Public Offering was made on February 10, 1994. Since then the company is performing well.

(ix) Variance between Quarterly Financial performance and Annual Financial Statements:

EPS has been increased (i.e. up to 3rd Quarter, EPS from operational activities was Tk. 2.94 but annually it has been Tk. 3.65) is mainly for increase of turnover in 4th quarter of 2023-2024.

(x) Remuneration to directors including independent directors:

The remunerations of Directors are as follows:

Name of the Directors	Position	Yearly Remuneration
Mr. Zahur Ahmed PhD	Managing Director	1,800,000

(xi) The financial statements prepared by the management of the company present fairly its state of affairs, the result of its operations, cash flows and changes in equity.

(xii) Proper books of account of the company have been maintained.

(xiii) Appropriate accounting policies have been consistently applied in preparation of the financial statements and that the accounting estimates are based on reasonable and prudent judgment.

(xiv) International Accounting Standards (IASs) & International Financial Reporting Standards (IFRSs) as applicable in Bangladesh, have been followed in preparation of the financial statements and any departure there-from has been adequately disclosed.

(xv) The system of internal control is sound in design and has been effectively implemented and monitored.

(xvi) There was no such situation raised to protect the interest of minority shareholders.

(xvii) There are no significant doubts upon the company's ability to continue as a going concern.

(xviii) Deviation from the last year's operating results:

During the year, turnover has been increased. The increase in turnover is mainly for increasing in unit sold. However, deviation has been affected in operating result due to increase in wages and salaries, foreign exchange fluctuation effect & other fixed expenses.

(xix) Key operating and financial data of at least preceding 5 (five) years:

"Figure in Thousand Taka"

Particulars	2023-24	2022-23	2021-22	2020-21	2019-2020	2018-2019
Operational Data:						
Revenue	5,250,325	4,439,409	4,560,330	4,007,756	2,751,013	3,537,790
Gross Profit	354,889	316,296	271,542	260,014	222,226	287,345
Operating Profit	162,577	138,450	66,484	92,154	83,128	127,216
Profit before Tax	102,306	101,859	55,246	54,815	30,701	55,690
Net Profit after Tax	30,621	29,484	28,974	24,636	12,428	27,223
Earnings Per Share (EPS)	3.65	3.51	3.45	2.93	1.48	3.24
Dividend Per Share	2.00	2.00	2.00	2.00	1.50	2.00
Financial Data:						
Total Assets	1,801,864	2,227,191	1,546,322	1,564,733	1,282,299	1,388,386
Property, Plant and Equipment-Gross	1,589,176	1,454,910	1,452,233	1,402,345	1,390,443	1,360,371
Property, Plant and Equipment - Net	290,569	202,989	215,457	197,031	216,155	224,142
Gross Working Capital	1,346,137	1,855,280	1,212,721	1,259,818	965,337	1,058,620
Net Working Capital	92,657	182,372	156,801	212,929	197,877	148,880
Working Capital Loan	79,236	56,938	47,109	-	24,261	38,524
Share Capital	84,000	84,000	84,000	84,000	84,000	84,000
Share Premium	15,000	15,000	15,000	15,000	15,000	15,000
Reserve and Surplus	398,276	384,455	371,770	359,597	347,560	351,247
Share Holders Equity	529,261	540,696	490,402	469,516	456,778	468,919
Long Term Loan	-	-	52,340	118,126	81,116	-

(xx) Dividend:

Board of Directors has recommended Cash Dividend of Tk. 2.00 per Share of Tk. 10.00 each for the year 2023-2024. Upon your approval in this Annual General Meeting, the dividend will be paid to the Shareholders whose names appear in the Share Registers of the Company or in the Depository as on 07th November, 2024 at the close of office.

(xxi) Interim Dividend:

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

(xxii) Board meetings:

During the year 07 (Seven) Board Meetings were held. The attendance record of the Directors is as follows:

Name of Directors	Meeting attended
Mr. Zahur Ahmed PhD	07
Mr. Shahriar Ahmed	07
Mr. Mahir Ahmed	07
Mr. Eifaz Ahmed	07
Mrs. Mazedha Khatun	06
Mr. Tarek Nizamuddin Ahmed	07

(xxiii) The pattern of shareholding:

Name wise details	No. Shares
a) Parent/subsidiary/Associated Companies and other related parties	
Apex Foods Limited	2,263,200
Apex Lingerie Limited	143,000
Apex Yarn Dyeing Limited	136,400
b) Directors, Chief Executive Officer, Company Secretary, Chief Financial Officer, Head of Internal Audit & Compliance:	
Mr. Zahur Ahmed PhD – Director	944,400
Mr. Shahriar Ahmed – Director	784,500
Mr. Mahir Ahmed – Director	46,800
Mr. Eifaz Ahmed – Director	46,600
Mrs. Mazedha Khatun – Director (ICB Representative)	NIL

Mr. Tarek Nizamuddin Ahmed – Independent Director	NIL
Mr. Kamruzzaman FCA – Chief Financial Officer	NIL
Mr. Md. Golam Kibria FCMA –Head of Internal Audit & Compliance	NIL
Mr. Md. Delour Hossen – Acting Company Secretary	NIL
c) Senior Corporate Executive	NIL
d) Shareholders holding ten percent (10%) or more voting interest in the Company	
Mr. Zahur Ahmed PhD	944,400
Apex Foods Limited	2,263,200

(xxiv) Appointment & reappointment of directors of the Company:

I, Shahriar Ahmed and Mr. Mahir Ahmed are retiring from the Board in terms of the Articles of Association of the Company and being eligible, offer ourselves for re-election. The detailed work profiles of me and Mr. Mahir Ahmed are given below:

Mr. Shahriar Ahmed

- I, Shahriar Ahmed obtained my MBA from USA and after completing of my education, I joined in this Company in 2004. I am working in this sector since 2004. During my long tenure with the company, I have gathered vast knowledge about this sector. Now I am the Chairman of the Company.
- Since my joining in this sector, I have gathered sufficient knowledge to run the Company.
- I am also holding the Directorship of (i) Apex Foods Limited; (ii) Apex Lingerie Limited; (iii) Apex Yarn Dyeing Limited; (iv) Apex Textile Printing Mills Limited; (v) Apex Fashion Wear Ltd.; (vi) Matex Bangladesh Limited; (vii) Apex Biofertilizer & Biopesticides Ltd; (viii) Apex Convenience Foods Ltd. and (ix) Apex Agriscience Ltd.
- I am not a member any committee of the Board.

Mr. Mahir Ahmed

- Mr. Mahir Ahmed obtained his BSc in Genetics & Biotechnology from University of Toronto, Canada and after completing of his education, he joined this Group in 2014. He is working in this sector since 2014. During his long tenure with the sector, Mr. Mahir Ahmed has gathered vast knowledge about this sector.
- He is also holding the Directorship of (i) Apex Lingerie Limited; (ii) Apex Yarn Dyeing Limited; (iii) Apex Textile Printing Mills Limited; (iv) Apex Fashion Wear Ltd. (v) Matex Bangladesh Limited (vi) Apex Biofertilizer & Biopesticides Ltd (vii) Apex Convenience Foods Ltd and (viii) Apex Agriscience Ltd.
- He is a member of Audit committee and Nomination and Remuneration committee of the Board.

(xxv) Management Discussion & Analysis Signed by MD:

The management discussion and analysis signed by Managing Director representing details analysis of the company's position and operation in attached in the annual report as management discussion & analysis.

(xxvi) Declaration signed by MD & CFO:

Please refer to **Annexure-A** for declaration signed by MD and CFO.

(xxvii) Corporate Governance Compliance Report:

In accordance with the requirement of the Bangladesh Securities and Exchange Commission (BSEC), "Corporate Governance Compliance Report" is annexed in **Annexure B and C**.

(xxviii) Appointment of Statutory Auditors:

The retiring Statutory Auditor M/s. Malek Siddiqui Wali, Chartered Accountants, being eligible, offer themselves for re-appointment as Statutory Auditors of the Company for the year 2024-2025.

(xxix) Appointment of Compliance Auditors:

As per order of the Bangladesh Securities & Exchange Commission for appointment of Compliance Auditors, M/s. Shiraz Khan Basak & Co., Chartered Accountants Being eligible offer themselves for appointment as a Professional of the Company for Certification on Compliance of Corporate Governance Code for the year 2024-2025.

(xxx) Meeting of the Board of Directors:

We have conducted our Board Meeting & recorded the minutes of the meeting as adopted by the Institute of Chartered Secretaries of Bangladesh (ICSB).

Place: Dhaka
Date: October 17, 2024

On behalf of the Board

Sd/-
Shahriar Ahmed
Chairman

পরিচালকগণের প্রতিবেদন

প্রিয় শেয়ারহোল্ডারগণ,

আপনাদের কোম্পানীর পরিচালকগণ ২০২৪ সালের ৩০ শে জুন তারিখে সমাপ্ত হিসাব বৎসরের বার্ষিক প্রতিবেদন এর সাথে নিরীক্ষকের প্রতিবেদন ও নিরীক্ষিত আর্থিক বিবরণী আপনাদের সম্মুখে উপস্থাপন করতে পেরে আনন্দিত।

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

১. শিল্প সম্পর্কিত ধারণা এবং এই শিল্পের ভবিষ্যত উন্নয়নের সম্ভাবনাঃ

বাংলাদেশ বিশ্বের দ্বিতীয় বৃহত্তম পোশাক রপ্তানিকারক দেশ হিসাবে, বিশ্বব্যাপী পোশাক শিল্পে একটি গুরুত্বপূর্ণ প্রতিযোগী হিসেবে আবির্ভূত হয়েছে। দেশের অর্থনৈতিক সংগ্রামের যাত্রায় টেক্সটাইল এবং পোশাক খাত হল মূল চালিকা শক্তি। নতুন বাজারে বাংলাদেশের তৈরি পোশাক রপ্তানি ১০ শতাংশ বৃদ্ধি পরিলক্ষিত হয়েছে, যা অর্থবছর ২০২৪ এর জুলাই-এপ্রিলের মধ্যে মোট ৭.৭০ বিলিয়ন ডলারে উপনিত হয়েছে, এটা আগের বছর একই সময় ৭.০০ বিলিয়ন ডলার ছিল। ২০২৩-২৪ অর্থবছরে বাংলাদেশের তৈরি পোশাক খাত সামগ্রিকভাবে ৪.৯৭ শতাংশ বৃদ্ধি পেয়েছে। রপ্তানি উন্নয়ন ব্যুরোর তথ্য অনুযায়ী EU তে ৩.৬৬ শতাংশ বৃদ্ধি পেয়ে মোট ১৯.৯০ বিলিয়ন ডলার রপ্তানি হয়েছে এবং EU এর প্রধান প্রধান বাজারে রপ্তানিতে গুরুত্বপূর্ণ ভূমিকা রেখেছে। স্পেন, ফ্রান্স, নেদারল্যান্ডস, পোল্যান্ড এবং ডেনমার্ক তৈরি পোশাক রপ্তানি যথাক্রমে ৬.০৭%, ৩.৪২%, ১৭.৫১%, ২০.৬৫% এবং ৩২% বৃদ্ধি পেয়েছে। যদিও উক্ত দেশ গুলোতে রপ্তানি বৃদ্ধি পেয়েছে কিন্তু, সমস্ত EU বাজারে বৃদ্ধি পেয়েছে এমন নয়। EU এর বৃহত্তম বাজার জার্মানিতে রপ্তানি জুলাই-এপ্রিল ২০২২-২৩ এর তুলনায় ৯.৪০% কমে গিয়ে ৫.০১ বিলিয়ন ডলার হয়েছে। একইভাবে, ইতালিতে পোশাক রপ্তানি ২.৪৫% কমেছ (তথ্য ইপিবি)। যাইহোক, প্রযুক্তি ব্যবহার করে বাংলাদেশ পোশাক উৎপাদন প্রক্রিয়ায় বিপ্লব ঘটানোর জন্য প্রস্তুত। উচ্চতর উৎপাদনের জন্য অটোমেশন কৃত্রিম বুদ্ধিমত্তা, এবং ডেটা বিশ্লেষণগুলি উৎপাদন সিস্টেমে একত্রিত করা হচ্ছে এবং দক্ষতা বাড়ানো, খরচ কমানো এবং গুণগতমান উন্নত করা হচ্ছে।

২. খাতওয়ারি অথবা পণ্য ভিত্তিক ফলাফলঃ

যেহেতু অপেক্ষ স্পিনিং এন্ড নিটিং মিলস্ লিমিটেড শুধু মাত্র তৈরী পোশাক উৎপাদনকারী প্রতিষ্ঠান সেহেতু এখানে পণ্য ভিত্তিক ফলাফলের বিবরণ দেওয়ার কোন সুযোগ নেই। যাহোক বার্ষিক প্রতিবেদনের ২৭ নং নোটে প্রতিষ্ঠানটি কোন দেশে কত রপ্তানী করেছে তার বিস্তারিত বিবরণ দেওয়া হয়েছে।

৩. ঝুঁকি ও উদ্বিগ্নতা সমূহঃ

অনেক ইতিবাচক দিক থাকা সত্ত্বেও, বাংলাদেশের পোশাক শিল্পের সামনে চ্যালেঞ্জ রয়েছে। এর মধ্যে প্রথমটি হল সফল ভাবে টিকে থাকা। যদিও একটি সুযোগের প্রতিনিধিত্ব করে, কিন্তু এটি একটি হুমকিও বটে। আমরা পোশাক উৎপাদন নিয়ে বিশ্বব্যাপী উদ্বিগ্ন দেখেছি এবং বাংলাদেশের মতো কারখানা গুলো ও এই আলোচনায় নিজেদের খুঁজে পেতে পারে। জলবায়ু পরিবর্তন নিয়েও সমস্যা রয়েছে। বাংলাদেশের অনেক ক্রেতা এখন তাদের পোশাক সরবরাহকারীদের জ্বালানি ব্যবহারের জন্য কঠোর জলবায়ু লক্ষ্যমাত্রা পূরণ করতে চান। পোশাক নির্মাতারা কি এই প্রয়োজনীয়তাগুলি পূরণ করতে পারে? এটি করার জন্য শিল্প মালিক, সরকার এবং জাতীয় জ্বালানি অবকাঠামোতে একটি সমন্বিত পদ্ধতির প্রয়োজন। এই সমস্যাটি পরবর্তী পাঁচ বছরে প্যারামেন্ট হয়ে উঠবে, যেহেতু ক্রেতার ২০৩০ সালের মধ্যে জলবায়ু লক্ষ্যমাত্রা অর্জন করতে চায়।

প্রতিযোগিতাও একটা চ্যালেঞ্জ। ভিয়েতনাম এবং তুরস্কের মতো দ্রুত বর্ধনশীল প্রতিদ্বন্দ্বী বাংলাদেশ থেকে বাজারের শেয়ার ভাগাভাগি করতে সক্ষম। তাদেরও পশ্চিমা গ্রাহকদের কাছকাছি হওয়ার সুযোগ রয়েছে। তারা প্রযুক্তিগত টেক্সটাইল সক্ষমতার দিক থেকে বাংলাদেশের চেয়ে এগিয়ে। আফ্রিকাকে টেক্সটাইল উৎপাদনের পরবর্তী বড় ক্ষেত্র হিসেবেও অনেকে দেখেন, যদিও ইথিওপিয়ার মতো দেশে অগ্রগতি কয়েক বছর যাবৎ বন্ধ হয়ে আছে। এই সব চ্যালেঞ্জের পাশাপাশি রাজনৈতিক অস্থিরতা, শ্রমিক অসন্তোষ এবং ইউটিলিটি সঙ্কটও সবচেয়ে বেশি চ্যালেঞ্জ বাংলাদেশের তৈরি পোশাক কারখানার জন্য।

৪. বিক্রিত পণ্যের ব্যয় বিশ্লেষণ, মোট প্রান্তিক মুনাফা এবং নীট প্রান্তিক মুনাফাঃ

ক) বিক্রিত পণ্যের ব্যয়ঃ

প্রতিবেদন কালীন সময়ে বিক্রিত পণ্যের ব্যয় ছিল ৪,৮৯৫ মিলিয়ন টাকা, যা গত বৎসর ছিল ৪,১২৩ মিলিয়ন টাকা। এর কারণ মূলত প্রতিবেদন কালীন সময়ে মোট বিক্রয় হ্রাস পাওয়ার জন্য হয়েছে। প্রতিবেদন কালীন সময়ে ২,৮৫৩,৯০৮ ডজন তৈরি পোশাক উৎপাদন হয়েছে যা গত বৎসর ছিল ২,২৮৩,১০১ ডজন। গত বৎসরের তুলনায় ৫৭০,৮০৭ ডজন

উৎপাদন বৃদ্ধি পেয়েছে। প্রতিবেদন কালীন সময়ে কোম্পানীর উৎপাদন ক্ষমতার ৮৯.১৮ শতাংশ ব্যবহৃত হয়েছে। গত বৎসরের তুলনায় প্রতিবেদন কালীন সময়ে মজুরী এবং বেতন ৪৪২০.৪১ মিলিয়ন টাকা বৃদ্ধি পেয়েছে।

খ) মোট মুনাফাঃ

৩০ জুন ২০২৪ সমাপ্ত বছরে কোম্পানী মোট বিক্রয় করেছে ৫,২৫০.৩২ মিলিয়ন টাকা। গত বৎসর বিক্রয় ছিল ৪,৪৩৯.৪১ মিলিয়ন টাকা। গত বৎসরের তুলনায় এ বছর ১৮.২৭% শতাংশ বিক্রয় বৃদ্ধি পেয়েছে। এ বছর মোট মুনাফা অর্জিত হয়েছে ৩৫৪.৮৯ মিলিয়ন টাকা, যা গত বৎসর ছিল ৩১৬.৩০ মিলিয়ন টাকা।

গ) নীট মুনাফাঃ

প্রতিবেদন কালীন সময়ে নীট মুনাফা (কর পরবর্তী) হয়েছে ৩০.৬২ মিলিয়ন টাকা, যা গত বৎসর ছিল ২৯.৪৮ মিলিয়ন টাকা। গত বছরের নীট মুনাফার সহিত এ বছরের নীট মুনাফার উল্লেখযোগ্য কোন পার্থক্য নেই।

৫. অস্বাভাবিক লাভ বা ক্ষতিঃ

এ বছর বাস্তবিক অর্থে প্রাপ্ত কোন অস্বাভাবিক লাভ বা ক্ষতি নেই। তবে (২৫.২৬) মিলিয়ন টাকা বিনিয়োগের সুষ্ঠু মূল্যায়নের ফলে ঘাটতি হয়েছে যাহা সমন্বিত আয় বিবরণীতে দেখানো হয়েছে যাহা এপেক্স ফুডস্ লিমিটেড এর শেয়ারে বিনিয়োগের সমাপনী বাজার মূল্য এবং গত বৎসরের আর্থিক অবস্থার বিবরণীতে দেখানো মূল্যের পার্থক্য, এটা আন্তর্জাতিক এ্যাকাউন্টিং স্ট্যান্ডার্ডস্ (আই.এ.এস) / আন্তর্জাতিক ফাইন্যান্সিয়াল রিপোর্টিং স্ট্যান্ডার্ডস্ (আই.এফ.আর.এস) অনুযায়ী হিসাব বিবরণীতে দেখানো হয়েছে। বার্ষিক প্রতিবেদনে ২১ নং নোটে বিস্তারিত বিবরণ দেওয়া হয়েছে।

৬. আন্তঃ সম্পর্কিত কোম্পানীর লেনদেন সমূহঃ

১) একই পরিচালকের অধীনে এপেক্স স্পিনিং এন্ড নিটিং মিলস্ লিমিটেডের সাথে ম্যাটেক্স বাংলাদেশ লিমিটেড, এপেক্স ইয়ার্ন ডাইং লিমিটেড, এপেক্স ল্যানজারি লিমিটেড, এপেক্স ফ্যাশন ওয়ার লিমিটেড এবং এপেক্স টেক্সটাইল প্রিন্টিং মিলস্ লিমিটেড এর কিছু লেনদেন আছে। যা আই.এ.এস ২৪ অনুসারে এই লেনদেন গুলোই আন্তঃ সম্পর্কিত কোম্পানী লেনদেন। ব্যবসায়ের স্বাভাবিক নিয়ম নীতি অনুসরণ করে লেনদেন সম্পন্ন হয়েছে যাহা নির্ধারিত হয়েছে আর্ম'স লেছ প্রাইসে। বিস্তারিত নিচে উল্লেখ করা হল:

২০২৩-২০২৪ টাকায় মূল্য

কোম্পানির নাম	সম্পর্ক	লেনদেনের ধরণ	প্রারম্ভিক ব্যালেন্স	এই বৎসর ক্রয়	এই বৎসর পরিশোধ	সমাপনী ব্যালেন্স
১) ম্যাটেক্স বাংলাদেশ লিমিটেড	একই পরিচালক	মুনাফা জাতীয়	১১,৫৬৫,৮৫২	৯০,১০০,৪১৬	৯৮,৪৫২,৬১২	৩,২১৩,৬৫৬
২) এপেক্স ইয়ার্ন ডাইং লিমিটেড	একই পরিচালক	মুনাফা জাতীয়	৬,৮২৯,৮০৩	১৩৭,০৪৩,৩৩৮	১৩৭,৩৬৬,১৯০	৬,৫০৬,৯৫১
৩) এপেক্স ল্যানজারি লিমিটেড	একই পরিচালক	মুনাফা জাতীয়	-	৮,৭৪৪,৬৩৯	৮,৭৪৪,৬৩৯	-
৪) এপেক্স ফ্যাশন ওয়ার লিমিটেড	একই পরিচালক	মুনাফা জাতীয়	-	২৫,৩৯৪,৮৪৮	২৫,৩৯৪,৮৪৮	-
৫) এপেক্স টেক্সটাইল প্রিন্টিং মিলস্ লিমিটেড	একই পরিচালক	মুনাফা জাতীয়	২২,৯৯৫,০০০	৮৯,৭৬৩,৪০৮	৮৯,১৭৮,৪০৮	২৩,৫৮০,০০০

২০২২-২০২৩ টাকায় মূল্য

কোম্পানির নাম	সম্পর্ক	লেনদেনের ধরণ	প্রারম্ভিক ব্যালেন্স	এই বৎসর ক্রয়	এই বৎসর পরিশোধ	সমাপনী ব্যালেন্স
১) ম্যাটেক্স বাংলাদেশ লিমিটেড	একই পরিচালক	মুনাফা জাতীয়	৫,২৫৪,৩৯৪	১৩০,৪৮৫,৯৯৬	১২৪,১৭৪,৫৩৮	১১,৫৬৫,৮৫২
২) এপেক্স ইয়ার্ন ডাইং লিমিটেড	একই পরিচালক	মুনাফা জাতীয়	৬,৯৪০,৯৪৫	১১,৩৬৩,২৯৮	১১,৪৭৪,৪৪০	৬,৮২৯,৮০৩
৩) এপেক্স ল্যানজারি লিমিটেড	একই পরিচালক	মুনাফা জাতীয়	-	৬,৯৯৯,৬০৫	৬,৯৯৯,৬০৫	-
৪) এপেক্স ফ্যাশন ওয়ার লিমিটেড	একই পরিচালক	মুনাফা জাতীয়	-	৬,৫৯৫,১৪৫	৬,৫৯৫,১৪৫	-
৫) এপেক্স টেক্সটাইল প্রিন্টিং মিলস্ লিমিটেড	একই পরিচালক	মুনাফা জাতীয়	২৭,৫৮২,৫০০	৭৬,৬৭১,৯০২	৮১,২৫৯,৪০২	২২,৯৯৫,০০০

২) মূল মালিকদের সাথে লেনদেন:

কোম্পানির নাম	সম্পর্ক	লেনদেনের ধরণ	লেনদেনের	প্রারম্ভিক ব্যালেন্স	লেনদেন এই বৎসর	সমাপনী ব্যালেন্স
১) জনাব জহুর আহমেদ পিএইচডি	পরিচালক	মুনাফা জাতীয়	অফিস ভাড়া	-	-	-
২) জনাবা শওকত আরা আহমেদ	শেয়ার হোল্ডার	মুনাফা জাতীয়	অফিস ভাড়া	-	-	-
৩) জনাব শাহরিয়ার আহমেদ	পরিচালক	মুনাফা জাতীয়	অফিস ভাড়া	-	-	-
৪) জনাব মাহির আহমেদ	পরিচালক	মুনাফা জাতীয়	অফিস ভাড়া	-	-	-
৫) জনাব ইফাজ আহমেদ	পরিচালক	মুনাফা জাতীয়	অফিস ভাড়া	-	-	-

কোম্পানীর শেয়ারহোল্ডার ও পরিচালকগণ বিনা ভাড়ায় তাদের জায়গা ব্যবসায়িক উদ্দেশ্যে কোম্পানিকে প্রদান করেছে। দলিল অনুসারে, মোট ব্যবহৃত জায়গার পরিমাণ আনুমানিক ৭৯,৪৪৪.১০ এস এফ টি যাহা মালিকদের ১১ টি সহপ্রতিষ্ঠানের সাথে ব্যবহৃত, যাহার ঠিকানা শান্তা স্কাই মার্ক (লেভেল ৮-১৩), প্লট # ১৮, ব্লক # CWS(a), গুলশান এভিনিউ, গুলশান, ঢাকা-১২১২। তাই, আস্তঃ সম্পর্কিত লেনদেনের কোন মূল্য নেই।

৭. পাবলিক ইস্যু অথবা রাইট ইস্যু হইতে প্রাপ্ত তহবিলের ব্যবহারঃ

এ বৎসর কোন পাবলিক ইস্যু অথবা রাইট ইস্যু করা হয় নাই।

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

১০ই ফেব্রুয়ারী ১৯৯৪ ইং সালে ইনিশিয়াল পাবলিক অফারিং (আই.পি.ও) হয় এর পর থেকে কোম্পানী ধারাবাহিক ভাবে ভালো করে যাচ্ছে।

৯. বার্ষিক আর্থিক বিবরণী এবং ত্রৈমাসিক আর্থিক অবস্থার বিবরণীর মধ্যে পার্থক্যঃ

শেয়ার প্রতি আয় বৃদ্ধি পেয়েছে (অর্থাৎ তৃতীয় প্রান্তিক পর্যন্ত পরিচালন কার্যক্রমে শেয়ার প্রতি আয় ছিল ২.৯৪ টাকা কিন্তু বাৎসরিক ইহা হয়েছে ৩.৬৫ টাকা) মূলত ২০২৩-২০২৪ অর্থ বছরের শেষ ত্রৈমাসিক বিক্রয় বৃদ্ধিতে হয়েছে।

১০. স্বতন্ত্র পরিচালক সহ পরিচালকদের পারিশ্রমিকঃ

স্বতন্ত্র পরিচালক সহ পরিচালকদের পারিশ্রমিক নিম্নরূপঃ

পরিচালকদের নাম	পরিচালক/স্বতন্ত্র পরিচালক	বাৎসরিক পারিশ্রমিক
জনাব জহুর আহমেদ পিএইচডি	ব্যবস্থাপনা পরিচালক	১,৮০০,০০০/-

১১. কোম্পানীর ব্যবস্থাপনা কর্তৃপক্ষ কর্তৃক প্রস্তুতকৃত আর্থিক বিবরণীতে কোম্পানীর আর্থিক অবস্থা, কার্যক্রমের ফলাফল, নগদ প্রবাহ, মূলধনের পরিবর্তন সঠিক ভাবে উপস্থাপন করা হয়েছে।

১২. কোম্পানীর হিসাব বহি সমূহ যথাযথ ভাবে সংরক্ষণ করা হয়েছে।

১৩. আর্থিক বিবরণী প্রস্তুতিতে যথোপযুক্ত হিসাবনীতি সমূহ ধারাবাহিক ভাবে প্রয়োগ করা হয়েছে এবং হিসাবগত পরিমাপক সমূহ যুক্তিযুক্ত ও বিচক্ষণ সিদ্ধান্তের উপর প্রতিষ্ঠিত।

১৪. ইন্টারন্যাশনাল এ্যাকাউন্টিং স্ট্যান্ডার্ডস (আই.এ.এস), ইন্টারন্যাশনাল ফিন্যান্সিয়াল রিপোর্টিং স্ট্যান্ডার্ডস (আই.এফ.আর.এস)/ বাংলাদেশ ফিন্যান্সিয়াল রিপোর্টিং স্ট্যান্ডার্ডস (বি.এফ.আর.এস) যাহা বাংলাদেশে প্রযোজ্য তাহা অনুসরণ করে আর্থিক বিবরণী প্রস্তুত করা হয়েছে এবং কোথাও কোন ব্যত্যয় থাকলে তাহা যথাযথ ভাবে প্রকাশ করা হয়েছে।

১৫. অভ্যন্তরীণ নিয়ন্ত্রণ ব্যবস্থা সুসংহত ও কার্যকর ভাবে বাস্তবায়ন ও পর্যবেক্ষণ করা হয়েছে।

১৬. সংখ্যালঘু শেয়ারহোল্ডারদের স্বার্থ রক্ষার জন্য এ ধরনের কোন পরিস্থিতি উত্থাপিত হয়নি।

১৭. কোম্পানীর চলমান অস্তিত্বের সামর্থ্যের ক্ষেত্রে কোনরূপ তাৎপর্যপূর্ণ সন্দেহের অবকাশ নাই।

১৮. গত বৎসরের পরিচালনগত ফলাফলের সহিত চলতি বৎসরের ব্যবধানঃ

এই বছর বিক্রয় গত বছরের তুলনায় বেড়েছে। এটা মূলত ইউনিট বিক্রয় বেড়েছে, এত সল্ডেও, মজুরী ও বেতন বৃদ্ধি, বৈদেশিক মুদ্রার বিনিময় প্রভাব ও অন্যান্য স্থায়ী খরচ বৃদ্ধি পাওয়ার কারণে পরিচালনগত ফলাফলে ব্যবধান পরিলক্ষিত হয়েছে।

১৯. পূর্ববর্তী পাঁচ বছরের মূখ্য পরিচালন এবং আর্থিক উপাত্তঃ

বিবরণ	“সংখ্যা হাজার টাকায়”					
	২০২৩-২৪	২০২২-২৩	২০২১-২২	২০২০-২১	২০১৯-২০	২০১৮-১৯
পরিচালন তথ্যঃ						
বিক্রয়	৫,২৫০,৩২৫	৪,৪৩৯,৪০৯	৪,৫৬০,৩৩০	৪,০০৭,৭৫৬	২,৭৫১,০১৩	৩,৫৩৭,৭৯০
মোট মুনাফা	৩৫৪,৮৮৯	৩১৬,২৯৬	২৭১,৫৪২	২৬০,০১৪	২২২,২২৬	২৮৭,৩৪৫
পারিচালন মুনাফা	১৬২,৫৭৭	১৩৮,৪৫০	৬৬,৪৮৪	৯২,১৫৪	৮৩,১২৮	১২৭,২১৬
করপূর্ব মুনাফা	১০২,৩০৬	১০১,৮৫৯	৫৫,২৪৬	৫৪,৮১৫	৩০,৭০১	৫৫,৬৯০
করপরবর্তী মুনাফা	৩০,৬২১	২৯,৪৮৪	২৮,৯৭৪	২৪,৬৩৬	১২,৪২৮	২৭,২২৩
শেয়ার প্রতি আয়	৩.৬৫	৩.৫১	৩.৪৫	২.৯৩	১.৪৮	৩.২৪
প্রতি শেয়ারের জন্য লভ্যাংশ	২.০০	২.০০	২.০০	২.০০	১.৫০	২.০০
আর্থিক তথ্যঃ						
মোট সম্পদ	১,৮০১,৮৬৪	২,২২৭,১৯১	১,৫৪৬,৩২২	১,৫৬৪,৭৩৩	১,২৮২,২৯৯	১,৩৮৮,৩৮৬
সম্পত্তি, যন্ত্রপাতি ও যন্ত্রাংশ-মোট	১,৫৮৯,১৭৬	১,৪৫৪,৯১০	১,৪৫২,২৩৩	১,৪০২,৩৪৫	১,৩৯০,৪৪৩	১,৩৬০,৩৭১
সম্পত্তি, যন্ত্রপাতি ও যন্ত্রাংশ-নীট	২৯০,৫৬৯	২০২,৯৮৯	২১৫,৪৫৭	১৯৭,০৩১	২১৬,১৫৫	২২৪,১৪২
মোট চলতি মূলধন	১,৩৪৬,১৩৭	১,৮৫৫,২৮০	১,২১২,৭২১	১,২৫৯,৮১৮	৯৬৫,৩৩৭	১,০৫৮,৬২০
নীট চলতি মূলধন	৯২,৬৫৭	১৮২,৩৭২	১৫৬,৮০১	২১২,৯২৯	১৯৭,৮৭৭	১৪৮,৮৮০
চলতি মূলধন ঋণ	৭৯,২৩৬	৫৬,৯৩৮	৪৭,১০৯	-	২৪,২৬১	৩৮,৫২৪
শেয়ার মূলধন	৮৪,০০০	৮৪,০০০	৮৪,০০০	৮৪,০০০	৮৪,০০০	৮৪,০০০
শেয়ার প্রিমিয়াম	১৫,০০০	১৫,০০০	১৫,০০০	১৫,০০০	১৫,০০০	১৫,০০০
সংরক্ষণ এবং উদ্বৃত্ত	৩৯৮,২৭৬	৩৮৪,৪৫৫	৩৭১,৭৭০	৩৫৯,৫৯৭	৩৪৭,৫৬০	৩৫১,২৪৭
শেয়ার মালিকদের ইকুইটি	৫২৯,২৬১	৫৪০,৬৯৬	৪৯০,৪০২	৪৬৯,৫১৬	৪৫৬,৭৭৮	৪৬৮,৯১৯
দীর্ঘ মেয়াদি ঋণ	-	-	৫২,৩৪০	১১৮,১২৬	৮১,১১৬	-

২০. **লভ্যাংশঃ**

কোম্পানীর পরিচালকমন্ডলী ২০২৩-২০২৪ হিসাব বছরে ১০/- (দশ) টাকার শেয়ারের জন্য ২.০০ টাকা হারে নগদ লভ্যাংশ প্রদানের সুপারিশ করছেন। এই বার্ষিক সাধারণ সভায় আপনাদের অনুমোদন সাপেক্ষে সেই সমস্ত শেয়ারহোল্ডারদের লভ্যাংশ প্রদান করা হবে যাদের নাম কোম্পানীর সদস্য বহিতে অথবা সিডিবিএল এর ডিপোজিটরি তালিকায় নভেম্বর ০৭, ২০২৪ ইং তারিখে কার্য সমাপ্ত সময়ে অন্তর্ভুক্ত থাকবে।

২১. **অন্তর্বর্তীকালীন লভ্যাংশঃ**

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

২২. **বোর্ডের সভাঃ**

এ বৎসর বোর্ডের ০৭ (সাত) টি সভা অনুষ্ঠিত হয়েছে। পরিচালকগণের উপস্থিতির তালিকা নিম্নে প্রদত্ত হলঃ

পরিচালকবৃন্দের নাম	সভায় উপস্থিতি
জনাব জহুর আহমেদ পিএইচডি	০৭
জনাব শাহরিয়ার আহমেদ	০৭
জনাব মাহির আহমেদ	০৭
জনাব ইফাজ আহমেদ	০৭
মিসেস মাজেদা খাতুন	০৬
জনাব তারেক নিজামউদ্দিন আহমেদ	০৭

২৩. শেয়ারহোল্ডিংস সংক্রান্ত বিবরণ:

নাম অনুসারে বিবরণ

শেয়ার সংখ্যা

ক) প্যারেন্ট/ সাবসিডিয়ারী/ এসোসিয়েটেড কোম্পানী এবং অন্যান্য সম্পর্কিত পার্টিসমূহ:

এপেক্স ফুডস্ লিমিটেড		২,২৬৩,২০০
এপেক্স ল্যানজারী লিমিটেড		১৪৩,০০০
এপেক্স ইয়ার্ন ডাইং লিমিটেড		১৩৬,৪০০

খ) পরিচালকবৃন্দ, প্রধান নির্বাহী কর্মকর্তা, কোম্পানী সচিব, প্রধান অর্থ কর্মকর্তা, অভ্যন্তরীণ নিরীক্ষা ও কমপ্লায়েন্স প্রধান:

জনাব জহুর আহমেদ পিএইচডি	পরিচালক	৯৪৪,৪০০
জনাব শাহরিয়ার আহমেদ	পরিচালক	৭৮৪,৫০০
জনাব মাহির আহমেদ	পরিচালক	৪৬,৮০০
জনাব ইফাজ আহমেদ	পরিচালক	৪৬,৬০০
মিসেস মাজেদা খাতুন	পরিচালক (আইসিবি মনোনিত)	-
জনাব তারেক নিজামউদ্দিন আহমেদ	স্বতন্ত্র পরিচালক	-
জনাব কামরুজ্জামান এফসিএ	প্রধান অর্থ কর্মকর্তা	-
জনাব মো: গোলাম কিবরিয়া এফসিএমএ	অভ্যন্তরীণ নিরীক্ষা ও কমপ্লায়েন্স প্রধান	-
জনাব মো: দেলোয়ার হোসেন	ভারপ্রাপ্ত কোম্পানী সচিব	-

গ) উর্ধ্বতন করপোরেট নির্বাহীগণ:

-

ঘ) কোম্পানীতে ১০ শতাংশ অথবা তার চেয়ে বেশী ভোটের অধিকারী শেয়ারহোল্ডার:

জনাব জহুর আহমেদ পিএইচডি	৯৪৪,৪০০
এপেক্স ফুডস্ লিমিটেড	২,২৬৩,২০০

২৪. কোম্পানীর পরিচালকবৃন্দের নিয়োগ/পুনঃ নিয়োগ:

আমি শাহরিয়ার আহমেদ এবং জনাব মাহির আহমেদ কোম্পানীর সংঘবিধি মোতাবেক বোর্ড থেকে পদত্যাগ করেছি এবং যোগ্য বিধায় পুনঃনির্বাচনের জন্য ইচ্ছা প্রকাশ করেছি। আমার ও জনাব মাহির আহমেদ এর বিস্তারিত বিবরণ নিম্নরূপ:-

জনাব শাহরিয়ার আহমেদ:

ক) আমি, যুক্তরাষ্ট্র হইতে এমবিএ ডিগ্রী অর্জন করি এবং আমার শিক্ষা জীবন শেষ করে ২০০৪ সালে আমি এই কোম্পানীতে যোগদান করি। আমি ২০০৪ সাল থেকে এই শিল্প খাতে কাজ করছি। এই দীর্ঘ সময়ে আমার এই শিল্প খাতে গভীর জ্ঞান অর্জন হয়েছে। আমি এখন এই কোম্পানীর সভাপতি।

খ) আমি এ শিল্প খাতে যোগদানের পর হইতে এই কোম্পানী পরিচালনার জন্য পর্যাপ্ত জ্ঞান অর্জন করেছি।

গ) আমি এই কোম্পানীর পরিচালক ছাড়াও (১) এপেক্স ফুডস্ লিমিটেড, (২) এপেক্স ল্যানজারী লিমিটেড, (৩) এপেক্স ইয়ার্ন ডাইং লিমিটেড, (৪) এপেক্স টেক্সটাইল প্রিটিং মিলস্ লিমিটেড (৫) এপেক্স ফ্যাশন ওয়্যার লিমিটেড (৬) ম্যাটেক্স বাংলাদেশ লিমিটেড (৭) এপেক্স বায়োফারটাইজার এবং বায়োপেস্টিসাইডস লিমিটেড (৮) এপেক্স কনভিনিয়ন্স ফুডস্ লিমিটেড ও (৯) এপেক্স এগ্রিসাইন্স লিমিটেড এর পরিচালক পদে নিযুক্ত আছি।

ঘ) বর্তমানে, আমি বোর্ডের অন্য কোন কমিটির সদস্য নই।

জনাব মাহির আহমেদ:

ক) জনাব মাহির আহমেদ, কানাডার টরেন্টো বিশ্ববিদ্যালয় থেকে "জেনেটিকস ও বায়োটেকনোলজি" তে বিএসসি ডিগ্রী অর্জন করেন। শিক্ষা জীবন শেষে জনাব মাহির আহমেদ ২০১৪ সালে এই শিল্প গোষ্ঠীতে যোগদান করেন। তিনি ২০১৪ সাল থেকে এই শিল্প খাতে কাজ করছেন। এই দীর্ঘ সময়ে তিনি এই শিল্প খাতে গভীর জ্ঞান অর্জন করেছেন।

খ) তিনি এই কোম্পানী ছাড়াও (১) এপেক্স ল্যানজারি লিমিটেড, (২) এপেক্স ইয়ার্ন ডাইং লিমিটেড, (৩) এপেক্স টেক্সটাইল প্রিন্টিং মিলস্ লিমিটেড, (৪) এপেক্স ফ্যাশন ওয়্যার লিমিটেড (৫) ম্যাটেক্স বাংলাদেশ লিমিটেড (৬) এপেক্স বায়োফারটাইজার এবং বায়োপেস্টিসাইডস লিমিটেড (৭) এপেক্স কনভিনিয়ন্স ফুডস্ লিমিটেড ও (৮) এপেক্স এগ্রিসাইন্স লিমিটেড এর পরিচালক পদে নিযুক্ত আছেন।

গ) বর্তমানে তিনি বোর্ডের অডিট কমিটি এবং নমিনেশন ও রিমিউনারেশন কমিটির সদস্য হিসেবে আছেন।

২৫. ম্যানেজমেন্ট আলোচনা এবং বিশ্লেষণ যাহা ব্যবস্থাপনা পরিচালক কর্তৃক স্বাক্ষরিত:

ব্যবস্থাপনা পরিচালক কর্তৃক স্বাক্ষরিত ম্যানেজমেন্ট আলোচনা ও বিশ্লেষণ যা ম্যানেজমেন্ট আলোচনা এবং বিশ্লেষণ বিবৃতি হিসাবে বার্ষিক প্রতিবেদনে সংযুক্ত কোম্পানীর অবস্থান, অপারেশন এবং বিশদ বিশ্লেষণের প্রতিনিধিত্ব করে।

২৬. এমডি এবং সিএফও কর্তৃক স্বাক্ষরিত বিবৃতি:

এমডি এবং সিএফও কর্তৃক স্বাক্ষরিত বিবৃতি অনুগ্রহপূর্বক পরিশিষ্ট -এ পড়ুন।

২৭. কর্পোরেট গভর্নেন্স কমপ্লায়েন্স প্রতিবেদনঃ

বাংলাদেশ সিকিউরিটিজ এন্ড এক্সচেঞ্জ কমিশনের (বি.এস.ই.সি) চাহিদা অনুযায়ী কর্পোরেট গভর্নেন্স প্রতিবেদন পরিশিষ্ট বি ও সি সংযুক্ত করা হলো।

২৮. বিধিবদ্ধ নিরীক্ষকঃ

অবসর গ্রহণকারী বিধিবদ্ধ নিরীক্ষক মেসার্স মালেক সিদ্দিকী ওয়ালী, চার্টার্ড এ্যাকাউন্ট্যান্টস যোগ্য বিধায় ২০২৪-২০২৫ হিসাব বৎসরের জন্য তাহাদেরকে বিধিবদ্ধ নিরীক্ষক হিসাবে পুনঃ নিয়োগের জন্য প্রস্তাব করেছেন।

২৯. কমপ্লায়েন্স নিরীক্ষকঃ

অবসর গ্রহণকারী কমপ্লায়েন্স নিরীক্ষক মেসার্স সিরাজ খাঁন এন্ড বসাক এন্ড কোং, চার্টার্ড এ্যাকাউন্ট্যান্টস যোগ্য বিধায় ২০২৪-২০২৫ হিসাব বৎসরের কর্পোরেট গভর্নেন্স কমপ্লায়েন্স সনদ প্রদানের জন্য কমপ্লায়েন্স নিরীক্ষক হিসাবে, তাহাদেরকে পুনঃ নিয়োগের জন্য প্রস্তাব করেছেন।

৩০. বোর্ড পরিচালকদের সভা :

পরিচালকদের বোর্ড সভা এবং ইহার নথি সমূহের সংরক্ষণ ইনস্টিটিউট অব চার্টার্ড সেক্রেটারীস অব বাংলাদেশ (আইসিএসবি) অনুসারে করা হয়েছে।

স্থান : ঢাকা

তারিখ: ১৭ অক্টোবর, ২০২৪

বোর্ডের পক্ষে

স্বা/-

শাহরিয়ার আহমেদ

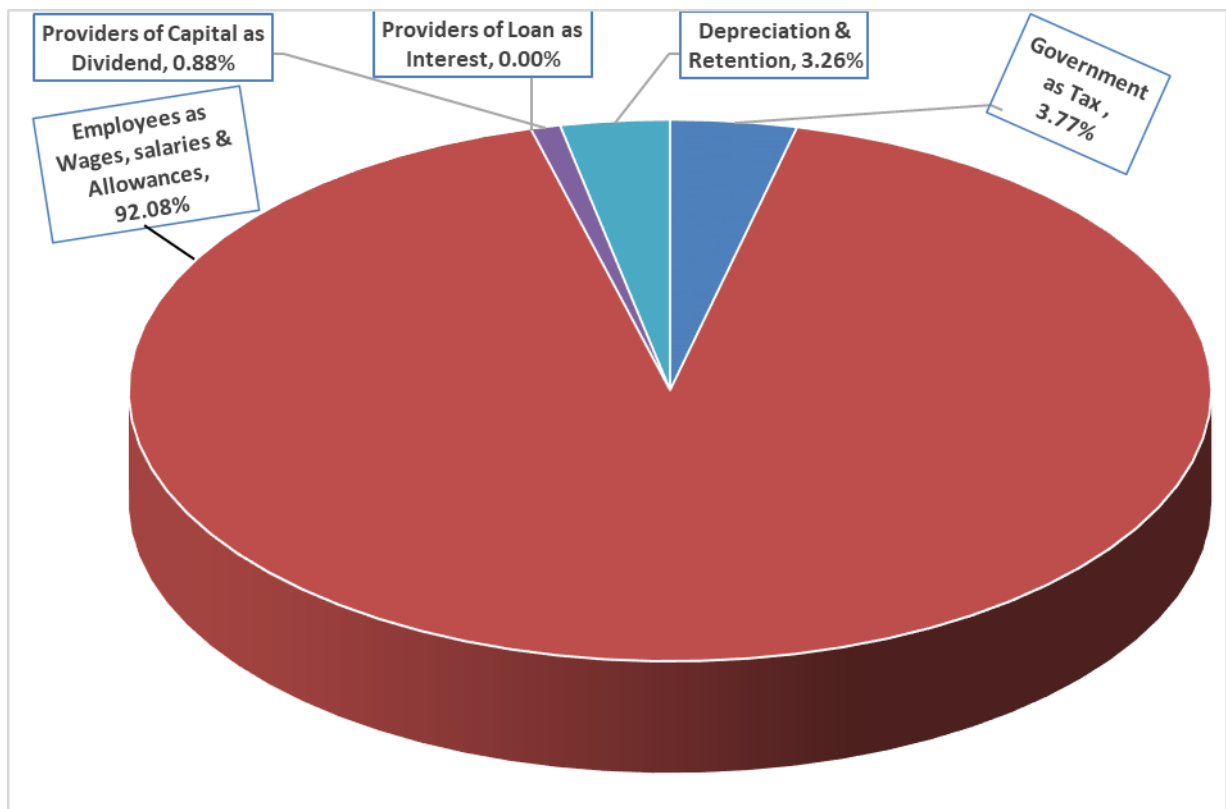
সভাপতি

VALUE ADDED STATEMENT

PARTICULARS	2023-2024	%	2022-2023
Turnover	5,250,324,581		4,439,408,694
Less: Bought in Materials & Services	3,398,757,776		3,005,525,097
Add: Indirect Income/(Loss)	50,486,087		31,961,829
VALUE ADDED	1,902,052,892		1,465,845,426
	-		-

APPLICATIONS

Government as Tax	71,684,873	3.77	72,374,623	4.94
Employees as Wages, salary & Allowances	1,751,362,912	92.08	1,330,629,691	90.78
Providers of Loan as Interest on term loan	-	-	1,167,306	0.08
Providers of Capital as Dividend	16,800,000	0.88	16,800,000	1.15
Depreciation & Retention	62,205,107	3.27	44,873,805	3.05
	1,902,052,892	100.00	1,465,845,426	100.00



**Independent Auditors' Report
To the Shareholders of Apex Spinning & Knitting Mills Limited
Report on the Audit of the Financial Statements**

Opinion

We have audited the financial statements of Apex Spinning & Knitting Mills Limited which comprise the financial position as at June 30, 2024, the Statement of Profit or Loss and Other Comprehensive Income, Statement of Changes in Equity and Statement of Cash Flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information.

In our opinion, the accompanying financial statements give true and fair view, in all material respects, of the financial position of the Company as at June 30, 2024, and its financial performance and its cash flows for the year then ended in accordance with International Financial Reporting Standards (IFRSs), the company act 1994, the Security and Exchange Rules 2020 and other applicable law 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), 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

Risk	Our response
Revenue recognition	
<p>At the year ended, the company's reported total revenue of Tk. 5,250,324,581.</p> <p>Revenue is measured net of trade discount and VAT. Time of revenue recognition is matter. The revenue may overstated for the early recognition of revenue to achieve the desire result.</p>	<p>We have tested the design and operating effectiveness of key controls focusing on the following:</p> <ul style="list-style-type: none"> • Policy of revenue recognition; • Issuance of VAT challan; • Segregation of duties in invoice creation and modification; and • Timing of revenue recognition. <p>Our substantive procedures in relation to the revenue recognition comprises the following:</p> <ul style="list-style-type: none"> • Obtaining supporting documentation for sales transactions recorded either side of year end as well as credit notes issued after the year end date to determine whether revenue was recognized in the correct period; • VAT is correctly dealt with; • 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.

Risk	Our response
Valuation of inventory	
<p>The balance of inventory of the Company at the year-end was Tk. 224,891,751 held in the company's warehouse.</p> <p>Inventories are carried at the lower of cost and net realizable value. As a result, the Directors apply judgment in determining the appropriate values for slow-moving or obsolete items.</p>	<p>We challenged the appropriateness of management's assumptions applied in calculating the value of the inventory and related provisions by:</p> <ul style="list-style-type: none"> • evaluating the design and implementation of key inventory controls operating across the Company in respect of inventory management; • to attend the physical inventory counts and reconciling the count results to the inventory listings to test the completeness of data; • to review the inventory costing procedures and methodology. • comparing the net realizable value, obtained through a detailed review of sales subsequent to the year-end, to the cost price of a sample of inventories and comparison to the associated provision to assess whether inventory provisions are complete; • reviewing the historical accuracy of inventory provisioning, and the level of inventory write-offs during the year; and • Challenging the completeness of inventory provisions through assessing actual and forecast sales of inventory lines to assess whether provisions for slow-moving/obsolete stock are valid and complete.
Please see the note 12 in this financial statements.	
Measurement and recognition of deferred tax	
<p>The balance of reported deferred tax liability of the company was Tk. 19,122,075 as on June 30, 2024.</p> <p>The risk for the financial statements is that these provisions are not properly measured for all types of temporary difference as per IAS 12: Income Tax.</p>	<p>We obtained an understanding, evaluated the design and tested the operational effectiveness of the Company's key controls over the recognition and measurement of deferred tax.</p> <p>We have assessed the appropriateness of the carrying amounts of net asset value as per tax base and accounting base.</p> <p>We have also assessed the rate of deferred for each temporary difference.</p> <p>Also, we examined the accounting treatment of deferred tax.</p>
Please see the note 22 in this financial statements.	

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. We have not been provided the Director's report and other information contained within the annual report except the financial statements to the date of our auditor's report. We expect to obtain the remaining reports of the Annual report after the date of our auditor's report. Management is responsible for the other information.

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

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

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 as explained, and for such internal control as management determines is necessary to enable the preparation of the 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.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- 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 remain 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 to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditors' report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse 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 2020, we also report the following:

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

Malek Siddiqui Wali, Chartered Accountants
RJSC Firm Registration no. P-50041/2022

Dated, Dhaka
October 20, 2024
Data Verification Code (DVC) No:2410200718AS380570

Sd/-
Swadesh Ranjan Saha, FCA
Enrolment No: 0718

APEX SPINNING & KNITTING MILLS LIMITED
STATEMENT OF FINANCIAL POSITION
AS AT JUNE 30, 2024

	Notes	30.06.2024	Value in Taka 30.06.2023
ASSETS			
Non-Current Assets:			
		455,726,493	371,911,013
Property, Plant and Equipment	8	290,569,718	202,988,544
Investment	9	46,082,200	74,143,850
Investment in Financial Assets	10	83,209,435	78,409,058
Security Deposits	11	35,865,140	16,369,561
Current Assets:			
		1,346,137,193	1,855,279,707
Inventories	12	224,891,751	217,073,203
Trade Receivables	13	428,984,782	633,843,626
Advances, Deposits & Prepayments	14	249,816,848	252,211,262
Other Receivables	15	50,258,190	32,377,609
Margin on Acceptance	16	326,068,132	629,017,687
Cash & Cash Equivalents	17	66,117,490	90,756,320
TOTAL ASSETS		1,801,863,686	2,227,190,720
EQUITY AND LIABILITIES			
Shareholders' Equity:			
		529,261,452	540,695,627
Share Capital	18	84,000,000	84,000,000
Share Premium	19	15,000,000	15,000,000
Reserve and Surplus	20	398,276,051	384,454,742
Fair Valuation Surplus of Investment	21	31,985,401	57,240,886
Non-Current Liabilities:			
		19,122,075	13,587,383
Deferred Tax Liability	22	19,122,075	13,587,383
Current Liabilities:			
		1,253,480,159	1,672,907,708
Working Capital Loan	23	79,236,178	56,938,236
Trade Payables	24	896,621,410	1,362,699,965
Other Payables	25	276,490,142	252,257,213
Unclaimed Dividend Account	26	1,132,429	1,012,295
Total Liabilities		1,272,602,234	1,686,495,092
TOTAL EQUITY AND LIABILITIES		1,801,863,686	2,227,190,720
Net Assets Value (NAV) Per Share	37	63.01	64.37

Annexed notes form an integral part of these Financial Statements.

Sd/-
Zahur Ahmed PhD
 Managing Director

Sd/-
Eifaz Ahmed
 Director

Sd/-
Kamruzzaman FCA
 Chief Financial Officer

Signed in terms of our report of even date.

Malek Siddiqui Wali, Chartered Accountants
 RJSC Firm Registration no. P-50041/2022

Dated, Dhaka
 Date: October 20, 2024
 Data Verification Code (DVC) No:2410200718AS380570

Sd/-
Swadesh Ranjan Saha, FCA
 Enrolment No: 0718

APEX SPINNING & KNITTING MILLS LIMITED
STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME
FOR THE YEAR ENDED JUNE 30, 2024

	Notes	2023-2024	Value in Taka 2022-2023
REVENUE	27	5,250,324,581	4,439,408,694
Cost of Goods Sold	28	(4,895,435,428)	(4,123,113,179)
GROSS PROFIT		354,889,153	316,295,514
OPERATING EXPENSES:		(192,311,930)	(177,845,966)
Other Operating Income/(Loss)	30	37,854,446	21,055,796
Administrative & Selling Overhead	31	(230,166,376)	(198,901,762)
OPERATING PROFIT		162,577,223	138,449,549
Finance & Other Income	32	12,631,641	10,906,033
Financial Expenses	33	(71,284,452)	(46,206,250)
PROFIT BEFORE WPPF		103,924,412	103,149,331
Workers Profit Participation Fund (WPPF)	35	(1,618,231)	(1,290,451)
PROFIT BEFORE TAX		102,306,181	101,858,881
Tax Expenses:	34	(71,684,873)	(72,374,623)
Current Tax		(63,344,017)	(62,088,217)
Deferred Tax Income/(Expenses)	22	(8,340,856)	(10,286,406)
NET PROFIT AFTER TAX		30,621,308	29,484,258
Other comprehensive income:			
Fair valuation surplus/(deficit) of investment	21	(25,255,485)	37,609,043
Fair valuation surplus/(deficit) during the year		(28,061,650)	41,787,825
Less: Deferred tax income/(expense)		2,806,165	(4,178,783)
TOTAL COMPREHENSIVE INCOME		5,365,823	67,093,300
Basic Earnings Per Share (EPS)	36	3.65	3.51

Annexed notes form an integral part of these Financial Statements.

Sd/-
Zahur Ahmed PhD
 Managing Director

Sd/-
Eifaz Ahmed
 Director

Sd/-
Kamruzzaman FCA
 Chief Financial Officer

Signed in terms of our report of even date.

Malek Siddiqui Wali, Chartered Accountants
 RJS Firm Registration no. P-50041/2022

Place: Dhaka
 Date: October 20, 2024
 Data Verification Code (DVC) no.
 2410200718AS380570

Sd/-
Swadesh Ranjan Saha, FCA
 Enrolment No: 0718

APEX SPINNING & KNITTING MILLS LIMITED
STATEMENT OF CHANGES IN EQUITY
FOR THE YEAR ENDED JUNE 30, 2024

Value in Taka

Particulars	Share Capital	Share Premium	Tax Holiday Reserve	Retained Earnings	Capital Gain	Fair Valuation Surplus	Total
As at June 30, 2023	84,000,000	15,000,000	129,700,699	252,002,226	2,751,818	57,240,886	540,695,627
Net profit after tax for the year	-	-	-	30,621,308	-	-	30,621,308
Dividend Paid for the year 2022-2023	-	-	-	(16,800,000)	-	-	(16,800,000)
Fair valuation surplus/(deficit) of investment	-	-	-	-	-	(25,255,485)	(25,255,485)
As at June 30, 2024	84,000,000	15,000,000	129,700,699	265,823,534	2,751,818	31,985,401	529,261,452

APEX SPINNING & KNITTING MILLS LIMITED
STATEMENT OF CHANGES IN EQUITY
FOR THE YEAR ENDED JUNE 30, 2023

Value in Taka

Particulars	Share Capital	Share Premium	Tax Holiday Reserve	Retained Earnings	Capital Gain	Fair Valuation Surplus	Total
As at June 30, 2022	84,000,000	15,000,000	129,700,699	239,317,967	2,751,818	19,631,844	490,402,328
Net profit after tax for the year	-	-	-	29,484,258	-	-	29,484,258
Dividend Paid for the year 2021-2022	-	-	-	(16,800,000)	-	-	(16,800,000)
Fair valuation surplus/(deficit) of investment	-	-	-	-	-	37,609,043	37,609,043
As at June 30, 2023	84,000,000	15,000,000	129,700,699	252,002,226	2,751,818	57,240,886	540,695,627

Annexed notes form an integral part of these Financial Statements.

Sd/-
Zahur Ahmed PhD
 Managing Director

Sd/-
Eifaz Ahmed
 Director

Sd/-
Kamruzzaman FCA
 Chief Financial Officer

Signed in terms of our report of even date.

Malek Siddiqui Wali, Chartered Accountants
 RJSC Firm Registration no. P-50041/2022

Place: Dhaka
 Date: October 20, 2024
 Data Verification Code (DVC) no.
 2410200718AS380570

Sd/-
Swadesh Ranjan Saha, FCA
 Enrolment No: 0718

APEX SPINNING & KNITTING MILLS LIMITED**STATEMENT OF CASH FLOWS
FOR THE YEAR ENDED JUNE 30, 2024**

	2023-2024	2022-2023
Value in Taka		
CASH FLOWS FROM OPERATING ACTIVITIES:		
Collection from revenue	5,456,436,477	4,309,978,835
Financial income from SND A/C	452	670
Other income from operational foreign exchange gain/(loss)	(22,977,022)	(3,857,173)
Received from PF Lapse	968,071	957,657
Received from Sale of wastage goods/Items	3,174,473	2,971,594
Bank charges & commission	(25,686,597)	(18,526,511)
Income tax paid during the year	(66,569,937)	(69,561,705)
Payment for costs and expenses	(5,156,998,495)	(4,001,576,069)
Net cash generated from/(used in) operating activities (a)	188,347,422	220,387,298
CASH FLOWS FROM INVESTING ACTIVITIES:		
Property, plant and equipment acquired	(136,009,440)	(20,361,130)
Received from Sale of Assets	700,000	1,600,000
Advance against Purchase of Fixed Assets	(20,409,980)	(7,382,160)
Investment in Financial Assets	(4,800,377)	(3,555,542)
Financial Income from FDRs	6,000,471	3,950,602
Income from dividend	1,480,862	1,766,453
Net cash generated from/(used in) investing activities (b)	(153,038,464)	(23,981,778)
CASH FLOWS FROM FINANCING ACTIVITIES:		
Working capital loan received/(repaid)	22,297,942	9,828,814
Long term loan received/(repaid)	-	(52,340,102)
Short term loan received/(repaid)	-	(15,548,156)
Dividend paid during the year	(16,679,867)	(16,866,935)
Interest & other financial charges paid	(71,284,452)	(46,206,250)
Net cash generated from/(used in) financing activities (c)	(65,666,377)	(121,132,627)
Net increase/(decrease) in cash and cash equivalents (a+b+c)	(30,357,419)	75,272,893
Cash and cash equivalents on opening	90,756,320	12,091,995
The effect of foreign exchange translation (loss)/gain	5,718,589	3,391,431
Cash and cash equivalents on closing	66,117,490	90,756,320
Net Operating Cash Flows Per Share	38	26.24

Annexed notes form an integral part of these Financial Statements.

Sd/-
Zahur Ahmed PhD
Managing Director

Sd/-
Eifaz Ahmed
Director

Sd/-
Kamruzzaman FCA
Chief Financial Officer

Signed in terms of our report of even date.

Malek Siddiqui Wali, Chartered Accountants
RJSC Firm Registration no. P-50041/2022

Place: Dhaka
Date: October 20, 2024
Data Verification Code (DVC) no.
2410200718AS380570

Sd/
Swadesh Ranjan Saha, FCA
Enrolment No: 0718

- Please refer to Annexure-1 for Reconciliation of cash flow from operating activities under direct method and indirect method as per requirement of Bangladesh Securities & Exchange Commission (BSEC).

APEX SPINNING & KNITTING MILLS LIMITED
NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED JUNE 30, 2024

1. The company and its operation

1.01 Legal Form of the Enterprise:

The Apex Spinning & Knitting Mills Limited is a Public Limited Company registered under the Companies Act, 1913 (repealed in 1994). The Company was incorporated in Bangladesh vide RJSC Registration no. C-20149 dated on 25.11.1990. Shares of the Company are listed in the Dhaka Stock Exchange Ltd. and Chittagong Stock Exchange Ltd. in Bangladesh.

1.02 Address of Registered Office and Factory:

The Registered Office of the Company is located at Shanta Skymark (8th to 13th Floor), 18 Gulshan Avenue, Gulshan, Dhaka-1212 and the Factory is located at Chandora, P.O. Chandora, P.S. Kaliakoir, Dist. Gazipur, Bangladesh.

1.03 Nature of Business Activities:

The Company owns and operates a 100% export oriented vertically integrated knitting, dyeing & finishing and garment factory.

2. Basis of the preparation of the Financial Statements:

2.01 Accounting Convention and Basis:

These Financial Statements have been prepared under the Historical Cost Convention, Accrual and Going Concern basis in accordance with applicable International Accounting Standards (IAS) and International Financial Reporting Standards (IFRS) and other laws and rules applicable in Bangladesh.

2.02 Current and Non-current assets and liabilities:

The company presents assets and liabilities in the statement of financial position based on current/non-current classification.

An asset is current when it is:

- Expected to be realized or intended to be sold or consumed in normal operating circle
- Held primarily for the purpose of trading
- Expected to be realized within twelve months after the reporting period or
- Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months.

All other assets are classified as non-current.

A liability is current when it is:

- Expected to be settled in normal operating circle
- Held primarily for the purpose of trading
- Due to be settled within twelve months after the reporting period or
- There is no unconditional right to defer the settlement the liability for at least twelve months after the reporting periods

The company classifies all other liabilities as non-current.

Deferred tax assets/liabilities are classified as non-current assets/liabilities.

2.03 Application of International Accounting Standards (IAS) and International Financial Reporting Standards (IFRS):

We have complied the following IAS & IFRS as applicable for the financial statements for the year under review:

IAS-1	Presentation of Financial Statements	Complied with
IAS-2	Inventories	Complied with
IAS-7	Statement of Cash Flows	Complied with
IAS-8	Accounting Policies, Changes in Accounting Estimates and errors	Complied with
IAS-10	Events after the Reporting Period	Complied with
IAS-12	Income Taxes	Complied with
IAS-16	Property, Plant and Equipment	Complied with
IAS-21	The Effects of Changes in Foreign Exchange Rates	Complied with
IAS-23	Borrowing Costs	Complied with
IAS-24	Related Party Disclosures	Complied with
IAS-33	Earnings Per Share	Complied with
IAS-36	Impairment of Assets	Complied with
IAS-37	Provisions, Contingent Liabilities and Contingent Assets	Complied with
IFRS-07	Financial Instruments: Disclosures	Complied with
IFRS-09	Financial Instruments	Complied with
IFRS-15	Revenue from Contracts with Customers	Complied with
IFRS-16	Leases	Complied with

2.04 Compliance with local laws:

The Financial Statements have been prepared in compliance with requirements of the Companies Act 1994, The Securities & Exchange Rules, 2020, The Income Tax Act, 2023, The VAT & Supplementary Duty Act 2012, The VAT & Supplementary Duty Rule 2016 and other relevant local laws and rules.

2.05 Going Concern:

The Company has adequate resources to continue in operation for foreseeable future and hence, the financial statements have been prepared on going concern basis. As per management assessment there are no material uncertainties related to events or conditions which may cast significant doubt upon the Company's ability to continue as a going concern.

3. Significant Accounting Policy:

3.01 Property, Plant and Equipment:

i. Recognition and measurement:

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

Cost includes expenditure that is directly attributable to the acquisition of the asset and any other costs directly attributable to bringing the asset to working condition for its intended use and the costs of dismantling and removing the items and restoring the site on which they are located.

ii. Subsequent costs

Subsequent to initial recognition, cost of replacing part of an item of property, plant and equipment is recognized in the carrying amount of the item if it is probable that the future economic benefits embodied within the part will flow to the Company and its cost can be measured reliably. All other repair and maintenance expenses are charged in the statement of profit or loss and other comprehensive income as they are incurred.

iii. Depreciation

Depreciation is calculated and charged under diminishing balance method on all fixed assets other than land. Depreciation has been charged on additions made during the year from the month in which those assets are ready to use. The Company is following this policy consistently from past years.

The estimated useful lives and the rates of residual value of property, plant and equipment for the current and comparative years are as follows:

Factory Building	20 %
Civil Construction	10 %
Plant & Machinery	20 %
Effluent Treatment Plant	20%
Gas Installation	15%
Electric Installation	15%
Generator	15 %
Water Treatment Plant	20%
Factory Equipment	15 %
Other Equipment	15 %
Deep Tube-well & Tanks	15%
Motor Vehicles	20 %
Furniture & Fixtures	10 %
Laboratory Equipment	15%
Office Equipment	15 %
Motor Cycles	20%

iv. Impairment

The carrying amount of the entity's non-financial assets, other than inventories and deferred tax assets (considered as disclosed separately under respective accounting standards), are reviewed at each reporting date to determine whether there is any indication of impairment. If any such indication exists, the assets' recoverable amounts are estimated. However, no such conditions that might be suggestive of a heightened risk of impairment of assets existed at the reporting date.

An impairment loss is recognized through the statement of comprehensive income whenever the carrying amount of an asset exceeds its recoverable amount.

The recoverable amount of an asset is calculated as the present value of estimated future cash flows that will be generated by the use of that asset, discounted at an appropriate rate.

Impairment indicators comprise:

- reduced earnings compared to expected future outcome; - material negative development trends in the sector or the economy in which the Company operates; - damage to the asset or changed use of asset;

v. Retirement and disposals:

An asset is derecognized on disposal or when no further economic benefits are expected from its use. Gain or loss on disposal of an asset is determined as the difference of net disposal proceeds and the carrying amount of the asset and is recognized as gain or loss from disposal of asset under other income/expense in the statement of profit or loss and other comprehensive income. Depreciation is charged before the month of disposal of assets.

3.02 Inventories:

Inventories in hand as at 30th June, 2024 have been valued at lower of cost and net realizable value in accordance with IAS 2 "Inventories" after making due allowance for any obsolete or slow-moving items.

The cost of inventories comprises all costs of purchase, cost of conversion and other costs incurred in bringing the inventories to their present location & condition.

3.03 Investments:

IFRS 9 sets out requirements for recognizing and measuring financial assets, financial liabilities and some contracts to buy or sell non-financial items. This standard replaces IAS 39 Financial Instruments: Recognition and Measurement.

There was no material impact of adopting IFRS 9 on the company's statement of financial position as at 30 June 2024 and its statement of profit or loss and other comprehensive income for the year ended 30 June 2024 and the statement of cash flows for the year then ended.

IFRS 9 contains three principal classification categories for financial assets: measured at amortized cost, FVOCI and FVTPL. The classification of financial assets under IFRS 9 is generally based on the business model in which a financial asset is managed and its contractual cash flow characteristics. IFRS 9 eliminates the previous IAS 39 categories of held to maturity, loans and receivables and available for sale. Under IFRS 9, derivatives embedded in contracts where the host is a financial asset in the scope of the standard are never separated. Instead, the hybrid financial instrument as a whole is assessed for classification.

IFRS 9 largely retains the existing requirements in IAS 39 for the classification and measurement of financial liabilities.

The adoption of IFRS 9 has not had a significant effect on the company's accounting policies related to financial liabilities and derivative financial instruments (for derivatives that are used as hedging instruments).

Investment in Marketable Securities

Investment is initially recognized at cost including acquisition charges with the investment. After initial recognition, the investment in marketable securities have been valued at market price and measured at fair value through profit or loss. Investment in non-marketable securities have been valued at cost.

3.04 Cash and cash equivalent:

According to IAS-7 'Statement of Cash Flows' comprise of cash-in-hand and Bank deposits in the currency of BDT & USD. Presentation of Financial Statements' provides that cash and cash equivalents are not restricted in use. Considering the provisions of IAS-7 and IAS- 1, Cash in hand and Bank balances have been considered as cash and cash equivalents.

3.05 Lease:

Registered office address of the company at Shanta Skymark, 18 Gulshan Avenue, Gulshan Dhaka-1212 which is free from office rent due to use of personal assets of Directors of the company vide agreement dated on 1st January, 2022. As the office space is free from rent as per agreement and the management will not claim the office rent by any means, the Company is not ascertaining any right of use assets (ROU) and lease liabilities in the statement of financial position of the company as at 30th June, 2024.

3.06 Taxation:

Provision for income tax has been made as per requirements of the Income Tax Act, 2023.

3.07 Income Tax:

The company is a Public Limited and 100% export oriented (Knit Garments) company, the applicable tax rate is 12.00% on business/operating profit (as per SRO no. 210-Law/Income Tax/05/2023 dated 26th June, 2023. All other income will be taxed on the provisions mentioned in the Income Tax Act, 2023. The tax expense has been made based on the highest of 12% on business/operating profit or TDS on export proceeds realized or tax on gross receipts during the period U/S 163(2 ka,kha), 163(5-kh-uho) and provision has been made accordingly. However, the tax expense also has been made @ 22.50% other income realized and 20.00% on dividend

income realized, 10% on cash incentive realized as per provision of the Income Tax Act, 2023 and provision has been made accordingly.

3.08 Deferred Tax:

Deferred tax assets or deferred tax liabilities have been accounted for in accordance with IAS 12 "Income Taxes".

Deferred tax arises due to all temporary difference, deductible or taxable for the events or transactions recognized in the statement of profit or loss and other comprehensive income. A temporary difference is the difference between the tax base of an asset or liability and its carrying amount/reported amount in the financial statements.

Deferred tax asset or liability is the amount of income tax paid/payable or adjustable/recoverable in future period(s) recognized in the current period.

The deferred tax asset/income or liability/expense does not create a legal liability/recoverability to and from the income tax authority.

3.09 Trade Receivables:

These are considered good and realizable. Export bills receivables are stated at the original invoice value.

3.10 Payables and Accrued Expenses:

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

3.11 Earnings Per Share:

The Company calculates Earnings Per Share (EPS) in accordance with IAS 33 "Earnings Per Share" which has been shown on the face of statement of profit or loss and other comprehensive income and the computation of EPS is stated in Note 36.

3.11(i) Basic Earnings

This represents earnings for the year attributable to ordinary shareholders. There was no preference dividend and minority interest. The net profit after tax for the year has been considered as fully attributable to the ordinary shareholders.

3.11(ii) Weighted Average Number of Ordinary Shares Outstanding during the Year

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

3.11(iii) Basic Earnings Per Share

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

3.11(iv) Diluted Earnings per Share

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

3.12 Statement of Cash Flows:

Statement of Cash Flows has been prepared in accordance with IAS 7 "Statement of Cash Flows" and the cash flows from the operating activities have been presented under direct method as required by the Securities and Exchange Rules 1987 and considering the provisions of paragraph 19 of IAS 7 which provides that "Entities are Encouraged to Report Cash Flows from Operating Activities using the Direct Method". Reconciliation of cash flow from operating activities under direct method and indirect method has been given in Annexure -1.

3.13 Foreign Exchange:

Foreign currencies are converted into Bangladesh Taka at the rates ruling on the date of transaction and the balance in hand at the close of the business, at the rate prevailing on the

Statement of Financial Position date in accordance with IAS 21 “The Effects of Changes in Foreign Exchange Rates”. The closing conversion rate was Tk. 117.00 & Tk. 118.00 per US Dollar for monetary items of assets & liabilities respectively.

3.14 Revenue Recognition:

IFRS 15 establishes a comprehensive framework for determining whether, how much and when revenue is recognized. It replaced IAS 18 Revenue, IAS 11 Construction Contracts and related interpretations. Under IFRS 15, revenue is recognized when a customer obtains control of the goods or services. Determining the timing of the transfer of control – at a point in time or over time – requires judgment.

Exports are made against confirmed L/C and firm contracts. The sale proceeds are accounted for upon shipments and after satisfying all the conditions for revenue recognition as provided in IFRS 15 “Revenue from Contracts with Customers”.

3.15 Other Income Recognition:

Other income comprises interest income on SND account, interest income from FDR, Dividend income, PF lapse (Employer Portion), profit from sale of old assets & sale of wastage goods. Other Incomes have been recognized on accrual basis.

3.16 Employee Benefit Obligations:

i. Short-term benefits:

Short term employee benefit obligations are measured on an undiscounted basis and are expensed as the related services are provided. A liability is recognized for the amount expected to be paid under short-term incentive bonus or Group Insurance Scheme if the Company has a present legal or constructive obligation to pay this amount as a result of past service provided by the employee, and the obligation can be estimated reliably.

ii. Defined contributions plan:

• Provident Fund

The Company operates a provident fund for its permanent employees. Members, on confirmation, in regular employment of the Company, are required by the Company to join the provident fund to which members contribute 7.00% of their basic salaries and the Company makes a matching contribution. The Fund is managed by a Board of Trustees.

The Company recognizes the contribution to the defined contribution plan as an expense when an employee has rendered services in exchange for those contributions. The legal and constructive obligation is limited to this amount and it agrees to the fund contribution.

iii. Non-recognition of Workers’ Profit Participation and Welfare Fund (WPP & WF):

We are 100% export oriented Readymade Garment Industry (RMG) and as per Labour Act 2006 section 232(3) (amendment in 2013), Labour Rules, 2015 Chapter-xv from section 212-226, Government framed a central fund and also provision made in rule 214 (1) ka for realization of 0.03% from export proceeds while realization. As a result, WPP & WF @ 5% on profit is not required to make provision for our company as our company is making payment through bank to the said central fund for participation of workers in the profit of company.

3.17 Provisions:

Provisions are recognized when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. When the Company expects some or all of a provision to be reimbursed, the reimbursement is recognized as a separate asset, but only when the reimbursement is virtually certain. The expense relating to a provision is presented in the statement of profit or loss net of any reimbursement.

If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognized as a finance cost. Provisions are reviewed at the end of each reporting period and adjusted to reflect the current best estimate. If it is probable that an outflow of resources embodying economic benefits are required to settle the obligation, the provisions are reversed.

3.18 Contingencies:

i. Contingent liability

Contingent liability is a possible obligation that arises from past events, the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the entity.

The Company discloses contingent liability in the financial statements. A provision is recognised in the period in which the recognition criteria of provision is met.

ii. Contingent Asset

Contingent asset is a possible asset that arises from past events, the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the entity.

A contingent asset must not be recognised. Only when the realisation of the related economic benefits is virtually certain should recognition take place provided that it can be measured reliably because, at that point, the asset is no longer contingent.

3.19 Risk and uncertainties for use of estimates in preparation of financial statements:

In preparing these financial statements, management makes judgments, estimates and assumptions which affect the reported amounts of the assets and liabilities and disclosure of the contingent assets and liabilities at the date of the financial statements, and revenue and expenses during the year have been reported. Actual results may differ from these estimates.

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

In particular, information about significant areas of estimation, uncertainty and critical judgment in applying accounting policies that have the most significant effect on the amounts recognized in the financial statements are included in the following notes:

Note – 8 Property, Plant and Equipment
Note – 11 & 27 Right of Use Assets & Lease Obligation
Note – 13 Inventories
Note – 14 Trade Receivables
Note – 24 Deferred Tax Liability
Note – 29 Trade Payables
Note – 30 Other Payables
Note – 39 Tax Expenses

3.20 Materiality and Aggregation

Each material item as considered by management to be significant has been presented separately in financial statements. No amount has been set off unless the company has the legal right to set off the amounts and intends to settle on net basis. Income and expenditure are presented on a net off basis only when permitted by the relevant accounting standards.

3.21 Events after the reporting period:

Events after the reporting period that provide additional information about the company's position at the statement of financial position date are reflected in the financial statements as per International Accounting Standards (IAS) 10: Events after the Reporting Period.

All material events occurring after the balance sheet date have been considered and where necessary, adjusted for or disclosed.

3.22 General:

- Auditors are paid only statutory audit fee approved by the shareholders in the last AGM.
- Figures appearing the financial statements have been rounded off to the nearest Taka.
- Figures have been restated whenever necessary to conform to the current year's presentation.

4 Financial Risk Management:

The Board of Directors has overall responsibility for the establishment and oversight of the Company's financial risk management. The responsibility also includes developing and monitoring the Company's risk management policies. To assist the Board in discharging its oversight responsibility, management has been made responsible for identifying, monitoring and managing the Company's financial risk exposures. The Company's exposure to the risks associated with the financial instruments and the risk management policies and procedures are summarized as follows:

- Credit Risk
- Liquidity Risk
- Market Risk
- Price Risk
- Interest Rate Risk
- Currency Risk

4.01 Credit Risk:

Credit risk is the risk that one party to a financial instrument will fail to discharge an obligation and cause the other party to incur a financial loss, without taking into account the fair value of any collateral. Concentration of credit risk arises when a number of counter parties are engaged in similar business activities or have similar economic features that would cause their ability to meet contractual obligations to be similarly affected by changes in economic, political or other conditions. Concentrations of credit risk indicate the relative sensitivity of the Company's performance to developments affecting a particular industry. As the Company is 100% export oriented so the major customers of the Company are in Germany, USA, Poland, UK, Italy, Sweden, China and Spain.

The Trade Receivable are due from foreign customers for export. The balance from foreign customers are secured against firm contracts/letters of credit. Management assesses the credit quality of foreign customers, taking into account their financial position, past experience and other factors. As at the balance sheet date, there are no past due. Trade Receivable balances as on 30.06.2024 has subsequently been fully realized. For bank balances, financial institutions with strong credit ratings are accepted. Credit risk on bank balances is limited as these are placed with banks having good credit ratings.

4.02 Liquidity Risk:

Liquidity risk is the risk that the company will not be able to meet its financial obligations as they fall due. The company's approach to managing liquidity (Investment in Financial Assets, cash and cash equivalents) is to ensure, as far as possible, that it will always have sufficient liquidity to meet its liabilities when due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the company's reputation. Typically, the company ensures that it has sufficient Investment in Financial Assets & cash and cash equivalents to meet expected operational expenses, including financial obligation through preparation of the cash flow forecast, prepared based on time line of payment of the financial obligation and accordingly arrange for sufficient liquidity/fund to make the expected payment within due date.

In extreme stressed conditions, the company may get support from the related company in the form of short term financing but till to date this was not required as the Company has not faced such a situation.

4.03 Market Risk:

Market risk is the risk that changes in market prices, such as foreign exchange rates, interest rates and equity prices will affect the Company's income or the value of its holdings of financial instruments. The objective of market risk management is to manage and control market risk exposures within acceptable parameters while optimizing returns.

4.04 Price Risk:

Price risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices (other than those arising from interest rate risk or currency risk), whether those changes are caused by factors specific to the individual financial instrument or its issuer, or factors affecting all similar financial instruments traded in the market. The company does not have any significant financial instrument that expose the price risk.

4.05 Interest Rate Risk:

Interest rate risk is the risk that arises due to changes in interest rates on borrowing. There was no such foreign currency loan which is subject to floating rates of interest. Local loans are, however, not significantly affected by fluctuations in interest rates. The Company has not entered into any type of derivative instrument in order to hedge interest rate risk as at the reporting date.

4.06 Currency Risk:

Currency risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rates. Currency risk arises mainly where receivables and payables exist due to transactions entered in foreign currencies. The Company is exposed to foreign currency risk on sales and purchases, which, are entered in a currency other than BDT. The foreign currency transactions are mainly occurred in USD and during the year under review the conversion rate of USD into BDT have not fluctuate materially.

4. Capital Risk Management:

The objective of the Company when managing capital, i.e., its shareholders' equity is to safeguard its ability to continue as a going concern so that it can continue to provide returns for shareholders and benefits for other stakeholders; and to maintain a strong capital base to support the sustained development of its businesses. The Company manages its capital structure by monitoring return on net assets and makes adjustments to it in the light of changes in economic conditions. In order to maintain or adjust the capital structure, the Company may adjust the amount of dividend paid to shareholders or issue new shares.

5. Operating segments:

- These financial statements have been prepared on the basis of single reportable segment.
- All non-current assets of the Company as at 30th June 2024 are located in Bangladesh.

6. Others:**6.01 Comparative information**

Comparative information has been disclosed in respect to the year 2022-2023 for all numerical information of the financial statements and also the narrative and descriptive information when it is relevant for understanding of the current periods financial statements as per IAS 1 para 41.

6.02 Reporting currency and level of precision:

The figures in the financial statements represent Bangladesh Currency (Taka), which have been rounded-off to nearest Taka.

6.03 Reporting period:

Financial Statements of the Company cover a year from 1st July 2023 to 30th June 2024.

6.04 Components of the Financial Statements:

The Financial Statements include the following components as per IAS 1 “Presentation of Financial Statements”.

- i) Statement of Financial Position as at 30th June, 2024
- ii) Statement of Profit or Loss and Other Comprehensive Income for the year ended 30th June, 2024
- iii) Statement of Changes in Equity for the year ended 30th June, 2024
- iv) Statement of Cash Flows for the year ended 30th June, 2024 and
- v) Notes, comprising significant accounting policies and explanatory information.

7. Authorization of the Financial Statements:

Financial statements were authorized for issue by the Board of Directors of the Company in its Board Meeting held on 17th October, 2024.

	<u>30.06.2024</u>	<u>30.06.2023</u>
8. PROPERTY, PLANT AND EQUIPMENT:		
Cost:		
Opening Balance	1,454,910,313	1,452,232,876
Add: Addition during the year	136,009,440	20,361,130
Less: Disposal during the year	(1,743,262)	(17,683,693)
	-----	-----
	1,589,176,491	1,454,910,313
	=====	=====
Accumulated Depreciation:		
Opening Balance	1,251,921,768	1,236,775,563
Add: Addition during the year	48,383,799	32,189,547
Less: Disposal during the year	(1,698,794)	(17,043,342)
	-----	-----
	1,298,606,773	1,251,921,768
	=====	=====
	-----	-----
Written Down Value as on 30.06.2024	290,569,718	202,988,544
	=====	=====
	<u>Depreciation charged to:</u>	
Manufacturing Accounts	44,577,249	28,969,052
Profit & Loss Accounts	<u>3,806,550</u>	<u>3,220,495</u>
	<u>48,383,799</u>	<u>32,189,547</u>

Details in annexure-2**9. INVESTMENT:**

(i) Apex Foods Limited (Public Limited Company) (Total number of Shares 169,250 and Total cost of Shares Tk. 8,973,415.)	44,512,750	72,574,400
(ii) Central Depository Bangladesh Limited (571,181 Share of Tk. 10/- each including 414,236 Bonus Shares and 56,945 Right Shares @ Tk. 10/- each.)	1,569,450	1,569,450
	-----	-----
	46,082,200	74,143,850
	=====	=====

Market Price of Listed Company Shares

Apex Foods Limited	263.00	428.80
--------------------	--------	--------

- Investment in shares of Apex Foods Limited has been valued at market price in accordance with IFRS -9 “Financial Instruments.”
- Investment in Central Depository Bangladesh Limited has been valued at cost because this investment is not tradeable in the market.

30.06.2024

30.06.2023

10. INVESTMENT IN FINANCIAL ASSETS:

Fixed deposits with EBL **83,209,435**
===== **78,409,058**
=====

- FDR's are made for more than one year i.e. 380 days.

Non-financial Disclosures:

Sl No.	FDR Number	Bank Name	Interest Rate %	Opening Date	Maturity Date	Closing Balance	Lien Status
1	1045960340344	EBL	10.00%	39,204,529	08.05.2025	41,604,717.28	No Lien
2	1045960340354	EBL	10.00%	39,204,529	08.05.2025	41,604,717.28	No Lien

11. SECURITY DEPOSITS:

Security Deposits to TGTDCI 29,659,647 13,407,268
 Guarantee Margin to EBL for TGTDCI 5,791,493 2,548,293
 Security Deposits for Office Rent 405,000 405,000
 Security Deposits for TNT & Mobile 9,000 9,000
35,865,140
===== **16,369,561**
=====

- Security deposits are made to above statutory bodies and hence secured.

12. INVENTORIES:

Finished Goods

T Shirts Quantity
 15,627 Doz **32,003,570** **26,190,081**
32,003,570 **26,190,081**

Work in Process

Dyed Fabric 218,889 Mtr **39,366,997** **54,666,904**
 Knitted Fabric 13,932 Kg **14,965,494** **6,079,545**
 Garments & Fabrics (360,015 Mtr, 7,550 kg fabrics) 17,133 Doz **18,481,379** **11,078,456**
72,813,870 **71,824,905**

Raw Materials

Yarn 60,154 Kg **33,886,338** **39,814,314**
 Dyes & Chemicals 126,028 Kg **54,223,397** **31,817,400**
88,109,735 **71,631,714**

Accessories

Various **31,964,576** **47,426,503**
224,891,751
===== **217,073,203**
=====

- The above Inventories are as per physical checking made, valued and counted by Inventory team consists of Management staff and Internal Auditors.
- Inventories in hand have been valued at lower of cost and net realizable value.
- Inventories are hypothecated against working capital loan facilities from the Banks.

13. TRADE RECEIVABLES:

Export Bills Receivable **428,984,782**
===== **633,843,626**
=====

- Trade receivables are considered good. The ageing of the trade receivables is given below:

30.06.2024

30.06.2023

Ageing of the trade receivable

Amount (Tk.)

Amount (Tk.)

30 Days

323,768,296

461,943,917

60 Days

102,737,548

144,607,449

90 Days

2,478,938

27,292,260

428,984,782

633,843,626

=====

=====

- Trade receivables are good & realized in full subsequently.
- No balance with related parties & directors.
- Trade receivables are hypothecated against working capital loan facilities from the Banks.

14. ADVANCES, DEPOSITS AND PREPAYMENTS:

Advance Income Tax	Note # 14.a	221,965,237	155,395,300
Deposits to Royal Capital Ltd		2,437	-
Deposits to Multi Securities Service Ltd		-	1,997
Advance against expenses		27,849,174	96,813,965
		249,816,848	252,211,262
		=====	=====

14. a ADVANCE INCOME TAX:

Opening Balance	155,395,300	85,833,594
Add: Paid during the year	66,569,937	69,561,705
Less: Adjustment during the year	-	-
Closing Balance	221,965,237	155,395,300
	=====	=====

- No amount was due by Directors and other Officers of the Company or by Associated Undertaking.
- All advance against expenses are adjusted regularly and considered good.

15. OTHER RECEIVABLES:

Cash incentive receivable	47,643,500	30,114,700
FDRs Interest receivable	1,571,734	1,294,838
PF laps receivable (employer portion) note 15.a	1,042,956	968,071
	50,258,190	32,377,609
	=====	=====

15.a PF LAPSE RECEIVABLE:

Opening Balance	968,071	957,657
Add: Additional during the year	1,042,956	968,071
Less: Received during the year	(968,071)	(957,657)
Closing Balance	1,042,956	968,071
	=====	=====

Cash incentive receivable represents receivable from Bangladesh Bank. The amount has subsequently been received from the Bangladesh Bank through Eastern Bank Limited.

- The ageing of the Cash incentive receivable are maximum 06 (Six) months.
- FDR's interest receivable represents the provision of interest receivable on FDR's up to 30.06.2024.
- Lapse amount of BDT 1,042,956/- of employer's contribution to provident fund has been accounted for according to IAS 1.

16. MARGIN ON ACCEPTANCE:

Margin on Acceptance-EBL	326,068,132	629,017,687
	=====	=====

Margin on Acceptance (EBL) has converted in BDT at closing rate @ 117.00 per USD as on 30.06.2024 & as compare to BDT @ 107.00 per USD as on 30.06.2023 which has retained for settlement of back to back L/C in due date.

Margin Account with Eastern Bank Ltd.

\$ 2,786,907.11

\$ 5,878,669.97

17. CASH AND CASH EQUIVALENTS:

Cash in hand

20,000

20,000

Cash at banks :

CD Account with SCB, Dhaka

183,716

187,096

CD Account with Mutual Trust Bank Ltd, Chandora

1,377,629

178,672

CD Account with Dutch Bangla Bank Ltd, Dhaka

17,809,628

3,129,563

CD Account with HSBC-Dividend, Dhaka

1,116,343

1,011,950

Foreign Currency Account with Eastern Bank Ltd., Dhaka-USD

42,261,958

85,482,053

Foreign Currency Account with HSBC, Dhaka-USD

2,610,882

6,725

SND Account with SCB, Dhaka

730,362

731,512

SND Account with Eastern Bank Ltd., Principal Branch, Dhaka

6,629

8,408

SND Account with HSBC, Dhaka

343

342

66,097,490

90,736,320

66,117,490

90,756,320

=====

=====

Foreign Currency Account balances in USD are given below which has converted in BDT at closing rate @ 117.00 per USD as on 30.06.2024 & as compare to BDT @ 107.00 per USD as on 30.06.2023:

Foreign Currency Account with Eastern Bank Ltd., Dhaka

\$361,213.32

\$798,897.69

Foreign Currency Account with HSBC, Dhaka

\$22,315.23

\$62.85

- Cash in hand was physically counted at the year-end by the management. All Bank balances were reconciled and confirmed by bank statements.

18. SHARE CAPITAL:

Authorized Capital:

30,000,000 Ordinary Shares of Tk. 10/= each.

300,000,000

300,000,000

=====

=====

Issued, Subscribed & Paid up Capital:

8,400,000 Ordinary Shares of Tk. 10/= each fully paid

84,000,000

84,000,000

=====

=====

Allotment Date	Types of Issue	No. of Share	Face value of per share	Amount (BDT)	Basis of allotment
25 th November, 1990 (during the incorporation)	Ordinary	10,000	100	1,000,000	Cash (Banking Channel)
Allotment made during the financial year 1993-94	Ordinary	690,000	100	69,000,000	Cash (Banking Channel)
Bonus Share declaration on 22 nd January, 1997	Bonus	140,000	100	14,000,000	Bonus Share
Total		840,000	100	84,000,000	
Split the share on 13 th November, 2011	-	8,400,000	10	84,000,000	Per share 100 into 10

- There was no preference share issued by the Company.

Composition of Shareholdings as on 30.06.2024:

Sponsors & Directors

51.31%

52.98%

Institutions

15.21%

13.48%

Foreign Shareholders

0.25%

0.25%

Public - Local

33.23%

33.29%

100.00%

100.00%

=====

=====

The Company had the following non-resident Shareholders on 30.06.2024:

<u>NAME</u>	<u>FOLIO/BO NO.</u>	<u>NO. OF SHARE</u>
Smith New Court Far East Ltd.	00011	600
-do-	03777	2,000
Hong Kong Bank Int'l Trustee Ltd.	04037	6,360
Somers Nominees (Far East) Ltd.	04038	10,800
Investors Bank & Trust Company	04065	200
UBS Securities (East Asia) Ltd.	04689	720

		20,680
		=====

- Dividend is paid to non-resident shareholders through their local agents.

The distribution showing the number of shareholders and their shareholdings in percentages are as follows:

<u>No. of Share Holders</u>	<u>Range</u>	<u>Total Holdings</u>	<u>In %</u>
2,347	Less than & equal 500 Shares	347,722	4.14
764	501 to 5,000 Shares	1,211,020	14.42
60	5001 to 10,000 Shares	433,073	5.16
29	10,001 to 20,000 Shares	384,311	4.58
4	20,001 to 30,000 Shares	88,916	1.05
1	30,001 to 40,000 Shares	36,600	0.44
4	40,001 to 50,000 Shares	177,438	2.10
4	50,001 to 100,000 Shares	299,405	3.56
2	100,001 to 200,000 Shares	279,400	3.33
6	Over 200,000 Shares	5,142,115	61.22
-----		-----	-----
3,221		8,400,000	100.00
=====		=====	=====

	<u>30.06.2024</u>	<u>30.06.2023</u>
19. SHARE PREMIUM:	15,000,000	15,000,000
	=====	=====

- This is as per last account and represents premium of Tk. 50/= per Share of 300,000 Ordinary Shares of Tk. 100 each.

20. RESERVE AND SURPLUS:		
Reserve for Re-Investment	129,700,699	129,700,699
Retained Earnings	265,823,534	252,002,225
Capital Gain	2,751,818	2,751,818
	398,276,051	384,454,742
	=====	=====

- Capital gain represents the difference between present market value and cost of 100.50 decimal of land transferred to Apex Yarn Dyeing Limited during the accounting year 2001-2002.
- Reserve for Re-Investment represents Tax Holiday Reserve made up to the Tax Holiday period of the Company. The reserve and surplus is utilized in the Company's business.

21. FAIR VALUATION SURPLUS/(DEFICIT) OF INVESTMENT:		
Opening Balance	57,240,886	19,631,843
Adjustment for fair valuation surplus/(deficit) during the year	(25,255,485)	37,609,043
	-----	-----
	31,985,401	57,240,886
	=====	=====

- Fair valuation surplus/ (deficit) of investments represents the difference of market value of the listed Company's share on the closing date and the last Balance Sheet price.

30.06.202430.06.2023**22. DEFERRED TAX LIABILITY/ASSETS:**

a) Book Value of Depreciable Assets	290,569,716	202,988,544
Tax Base of Depreciable Assets	<u>319,330,356</u>	<u>213,149,883</u>
Net Taxable Temporary Difference	(28,760,640)	(10,161,339)
Effective Tax Rate	<u>12.00%</u>	<u>12.00%</u>
Closing Deferred tax (Assets)/Liability arising from assets	(3,451,277)	(1,219,361)
Opening Deferred Tax Balance	<u>(1,219,361)</u>	<u>244,326</u>
Deferred Tax Income/(Expense)	<u>2,231,916</u>	<u>1,463,687</u>
b) Unrealized Bank Interest on FDRs	1,571,734	1,294,838
Effective Tax Rate	<u>22.50%</u>	<u>20.00%</u>
Closing Deferred tax (Assets)/Liability Arising from Unrealized FDRs Interest	353,640	258,968
Opening Deferred Tax Balance	<u>258,968</u>	<u>201,169</u>
Deferred Tax Income/(Expense)	<u>(94,672)</u>	<u>(57,799)</u>
c) Unrealized Foreign Exchange gain/(Loss)	60,741,171	24,912,970
Effective Tax Rate	<u>22.50%</u>	<u>20.00%</u>
Closing Deferred tax (Assets)/Liability Arising from Unrealized exchange gain/Loss	13,666,763	4,982,594
Opening Deferred Tax Balance	<u>4,982,594</u>	<u>(6,471,458)</u>
Deferred Tax Income/(Expense)	<u>(8,684,169)</u>	<u>(11,454,052)</u>
d) Cash Incentive Receivable	47,643,500	30,114,700
Effective Tax Rate	<u>10.00%</u>	<u>10.00%</u>
Closing Deferred tax (Assets)/Liability Arising from Cash Incentive Receivable	4,764,350	3,011,470
Opening Deferred Tax Balance	<u>3,011,470</u>	<u>2,775,310</u>
Deferred Tax Income/(Expense)	<u>(1,752,880)</u>	<u>(236,160)</u>
e) PF Lapse Receivable	1,042,956	968,071
Effective Tax Rate	<u>22.50%</u>	<u>20.00%</u>
Closing Deferred tax (Assets)/Liability Arising from PF lapse Receivable	234,665	193,614
Opening Deferred Tax Balance	<u>193,614</u>	<u>191,531</u>
Deferred Tax Income/(Expense)	<u>(41,051)</u>	<u>(2,083)</u>
Deferred Tax Income/(Expense) a+b+c+d+e	<u>(8,340,856)</u>	<u>(10,286,406)</u>
	<u>30.06.2024</u>	<u>30.06.2023</u>
f) Deferred Tax (Assets)/Liability Arising from Other Comprehensive Income:		
Gains on hedging instruments in cash flow hedges	-	-
Tax for (Losses)/gains on available for sale investments @ 10%	3,553,933	6,360,098
Revaluation of property	-	-
Foreign exchange gain for foreign operation	-	-
Closing Deferred tax (Assets)/Liability arising from Fair Valuation Surplus of investment	3,553,933	6,360,098
Opening Deferred Tax Balance	<u>6,360,098</u>	<u>2,181,316</u>
Deferred Tax Income/(Expense)	<u>(2,806,165)</u>	<u>4,178,782</u>
Deferred Tax Liability/(Assets) (a+b+c+d+e+f)	19,122,075	13,587,383
	=====	=====

23. WORKING CAPITAL LOAN:

Overdraft-Eastern Bank Ltd, Principal Br. Dhaka	59,213,458	40,675,230
Overdraft-HSBC, Dhaka	20,022,720	16,263,005
	-----	-----
	79,236,178	56,938,236
	=====	=====

- The Working Capital Loan facility with Eastern Bank Ltd, Principal Branch, Dhaka for BDT 8.00 Crore and HSBC for BDT 3.00 Crore against hypothecation as Cash Credit basis for one year. The loan is secured against Inventories and Trade Receivables of the Company.

Non-financial Disclosures:

SI No.	Bank Name	Accounts Number	Loan facility	Interest Rate %	Purpose	Closing Balance
1	EBL	01012040130492	80,000,000	12.50%	Working Capital	59,213,458
2	HSBC	001-078096-011	30,000,000	11.25%	Working Capital	20,022,720

24. TRADE PAYABLES:

896,621,410

1,362,699,965

=====

=====

- This represents local procurement and import of Raw Materials (Yarn, Dyes & Chemicals) under Back-to-Back L/C on 30 to 120 days deferred payment and Sight L/C, which has been subsequently adjusted and moves in cycle in this trade.

25. OTHER PAYABLES:

Clearing & Forwarding		10,462,691	32,892,705
Insurance premium		422,658	648,821
Power, Fuel and Water		18,234,861	27,397,304
Telephone, Telex & Fax		75,551	77,860
Salaries, Wages and Overtime		48,217,909	58,919,014
Audit Fees		402,500	402,500
Current Tax Liabilities	25.a	187,790,237	124,446,220
Provident Fund Payable		3,800,003	2,815,719
Payable for Corporate Expenses		1,815,006	1,809,380
Payable for Other Expenses		537,975	546,663
TDS Payable to Govt.		3,239,806	1,942,128
VAT payable to Govt.		1,490,944	358,899
		276,490,141	252,257,213
		=====	=====

25.a CURRENT TAX LIABILITIES:

Opening Balance	124,446,220	62,358,003
Add: Provision during the year	<u>63,344,017</u>	<u>62,088,217</u>
	187,790,237	124,446,220
Less: Adjustment during the year	-	-
	187,790,237	124,446,220
	=====	=====

26. UNCLAIMED DIVIDEND ACCOUNT:

Opening Balance	1,012,295	1,079,230
Add: Dividend approved during the year	<u>16,800,000</u>	<u>16,800,000</u>
	17,812,295	17,879,230
Less: Payment during the year	16,679,866	16,866,935
	1,132,429	1,012,295
	=====	=====

Year wise breakup of Unclaimed Dividend Account is follows:

<u>Year</u>	<u>Taka</u>	<u>Taka</u>
2019-2020	-	264,737
2020-2021	383,564	383,972
2021-2022	363,178	363,586
2022-2023	<u>385,687</u>	-
Unclaimed Dividend 2020-2021 to 2022-2023	<u>1,132,429</u>	<u>1,012,295</u>

- Unclaimed dividend represents the dividend warrants issued but not presented to the Bank by the Shareholders within 30th June 2024 and the balance of unclaimed dividend was Tk. 1,132,429/- as on September 30, 2024.
- According to the Directive of Bangladesh Securities and Exchange Commission (BSEC) dated 14th January, 2021 para 3 (vii) regarding the details information of unpaid or unclaimed dividend shall report in the statement of financial position as separate line item, so we have reported in the statement of financial position as a separate line item "Unclaimed Dividend Account".
- According to the Directive of Bangladesh Securities and Exchange Commission (BSEC) dated 14th January, 2021 para 3 (vii) & Capital Market Stabilization Fund Rules, 2021 regarding the transfer of unclaimed dividend by retaining last three years. In this respect, we have transferred /deposited on 27 June, 2024 the unclaimed dividend amount Tk 264,431.45 for the period of 2019-2020 to the **"Capital Market Stabilization Fund"** vide Cheque # 0090070, dated 26th June, 2024 drawn on HSBC.

		<u>2023-2024</u>	<u>2022-2023</u>
27. REVENUE:			
	<u>Quantity in Doz.</u>	<u>USD</u>	<u>Taka</u>
T, Polo & Sweat Shirts	<u>2,852,304</u>	<u>47,336,741</u>	<u>5,250,324,581</u>
	<u>=====</u>	<u>=====</u>	<u>=====</u>

Country wise break up of export for the period from July 2023 to June 2024:

<u>Country</u>	<u>Quantity in Doz</u>	<u>USD</u>
AUSTRALIA	17,410	\$ 301,861
BELGIUM	81,602	\$ 1,378,669
CANADA	75,949	\$ 1,260,681
CHILE	36,916	\$ 632,388
CHINA	54,264	\$ 942,543
COLUMBIA	22,078	\$ 365,375
CROATIA	20,184	\$ 335,560
DENMARK	37,301	\$ 600,788
ECUADOR	4,794	\$ 78,438
GERMANY	319,455	\$ 5,358,447
HONG KONG	4,903	\$ 80,816
INDIA	25,982	\$ 423,072
INDONESIA	7,925	\$ 131,081
ITALY	120,739	\$ 1,985,985
JAPAN	54,372	\$ 964,550
KOREA	28,171	\$ 496,735
MALAYSIA	26,118	\$ 436,559
MEXICO	50,554	\$ 835,552
NETHERLANDS	55,361	\$ 923,325
PANAMA	2,765	\$ 47,176
PERU	15,676	\$ 262,484
PHILIPPINES	13,574	\$ 221,229

<u>Country</u>	<u>Quantity in Doz</u>	<u>USD</u>
POLAND	858,543	\$ 14,058,139
SERBIA	10,529	\$ 172,680
SOUTH AFRICA	17,340	\$ 295,539
SPAIN	152,085	\$ 2,548,234
SWEDEN	176,877	\$ 2,912,305
SWITZERLAND	35,819	\$ 602,907
TAIWAN	5,957	\$ 101,667
THAILAND	10,918	\$ 178,320
TURKEY	60,370	\$ 986,545
UAE	29,134	\$ 480,286
UK	201,749	\$ 3,328,397
URUGUAY	6,277	\$ 108,670
USA	205,816	\$ 3,422,059
VIETNAM	4,798	\$ 77,681
Total	2,852,304	\$ 47,336,741

28. COST OF GOODS SOLD:

	<u>Quantity</u>	<u>Notes</u>	<u>2023-2024</u>	<u>2022-2023</u>
Opening Stock of Finished Goods	14,023 Doz		26,190,081	48,386,256
Add: Cost of Production	2,853,908 Doz	29	4,901,248,917	4,100,917,004
	2,867,931 Doz		4,927,438,998	4,149,303,260
Less: Closing Stock of Finished Goods	15,627 Doz		32,003,570	26,190,081
	2,852,304 Doz		4,895,435,428	4,123,113,179

29. COST OF PRODUCTION:

OPENING STOCK:

Raw Materials:

	<u>Quantity</u>			
Yarn	77,834	Kg	39,814,314	77,492,235
Dyes & Chemicals	53,054	Kg	31,817,400	31,169,492
			71,631,714	108,661,727

Work in Process:

Dyed, Knitted & Greige Fabric & (542,537 Mtre, 30,294 Kg & Garments 25,744 Doz)			71,824,905	168,188,312
Accessories			47,426,503	33,912,855
			190,883,122	310,762,894

ADD: PURCHASE FOR THE YEAR

			2,815,384,221	2,485,213,304
Less: Cash Incentive during the year			84,299,200	173,560,310
			2,921,968,143	2,622,415,888

LESS: CLOSING STOCK

Raw Materials:

Yarn	60,154	Kg	33,886,338	39,814,314
Dyes & Chemicals	126,028	Kg	54,223,397	31,817,400
			88,109,735	71,631,714

Work in Process:

Dyed, Knitted, Greige Fabric & Garmnets (578,904 mitres, 21,482 kg & Garments 17,133 Doz)			72,813,870	71,824,905
Accessories			31,964,576	47,426,503
			192,888,181	190,883,122

Raw Materials Consumed

			2,729,079,962	2,431,532,766
--	--	--	----------------------	----------------------

Factory Overhead:	2023-2024	2022-2023
Carriage inward	11,843,928	9,596,401
Electricity	8,147,055	5,568,199
Gas, Fuel & Lubricant	315,080,425	250,824,042
Insurance Premium	4,180,511	3,588,295
Repairs & Maintenance	66,693,621	79,845,723
Telephone Charges	121,406	83,118
Wages, Salaries & Allowance	1,672,641,698	1,253,497,258
Bank Charges & Commission	9,798,582	9,100,325
Depreciation	44,577,249	28,969,052
Fire Fighting Exp.	929,583	219,900
Travelling & Conveyance	10,021,376	9,467,058
Testing Bill	21,459,568	15,860,142
Uniform & Liveries	1,074,400	222,780
Chemical for Effluent Treatment Plant	3,008,160	577,270
Entertainment	1,839,794	1,414,676
UD & UP Expenses	751,600	550,000
	4,901,248,917	4,100,917,004

- During the year 2023-2024 the Company has imported goods on C & F basis.
- Cash incentive has been shown & adjusted with purchase.

30. OTHER OPERATING INCOME/(LOSS):

Foreign Exchange Gain/(Loss):

Foreign Exchange Gain/(Loss) from Operations	(22,977,022)	(3,857,173)
Foreign Exchange Gain/(Loss) from Translations	60,831,468	24,912,970
	37,854,446	21,055,796

31. ADMINISTRATIVE & SELLING OVERHEAD):

Audit Fee (Including VAT)	402,500	402,500
Bank Charges & Commission	15,888,015	9,426,185
Board Meeting Fees	22,550	32,450
Depreciation on tangible Assets	3,806,550	3,220,496
Director's Remuneration	1,800,000	3,400,000
Entertainment	2,006,528	1,532,138
Export Processing & Handling Expenses	8,435,455	8,303,245
Clearing & Forwarding Expenses	44,222,715	38,176,098
Insurance Premium	1,117,728	716,898
Legal & Professional Fees	387,629	248,725
Medical Expenses	139,336	85,856
Newspapers & Periodicals	2,762	3,029
Postage & Stamp	1,167,225	55,484
Power & Fuel	1,396,472	1,179,867
Printing Expenses	6,023,512	3,442,518
Stationery Expenses	5,950,711	5,074,874
Publicity & Advertisement	349,715	258,785
Renewal & Fees	16,373,712	11,024,504
Repairs & Maintenance	18,313,539	13,085,445
Salaries & Allowances	77,102,983	75,841,983
Sales Promotional Expenses	9,601,776	6,315,543
Travelling & Conveyance	3,388,880	3,129,411
Telephone, Fax and Radio Link	1,114,783	2,238,313
Transportation Expenses	11,151,300	11,707,415
	230,166,376	198,901,762

	<u>2023-2024</u>	<u>2022-2023</u>
• Directors' Remuneration paid to following Directors for their full time service:		
a. Mr. Zahur Ahmed PhD	1,800,000	1,800,000
b. Mr. Shahriar Ahmed	-	1,000,000
c. Mr. Kazi Faruq Kader	-	600,000
	-----	-----
	1,800,000	3,400,000
	=====	=====
• Audit Fee is fixed by the Shareholders in the Annual General Meeting and does not include any other remuneration to Auditors.		
• Sales promotional expenses include cost of samples and courier cost for distribution of free samples to the buyers.		
• There are 7 (seven) board meetings held during the period.		
32. FINANCE & OTHER INCOME:		
Interest earned on SND Account	452	670
Dividend Income	1,480,862	1,766,453
Interest on FDRs	6,277,366	4,239,595
Other Income from PF Lapse (Employer Portion)	1,042,956	968,071
Profit on Sale of Assets	655,532	959,649
Sale of wastage goods/Items	3,174,473	2,971,594
	-----	-----
	12,631,641	10,906,033
	=====	=====
33. FINANCIAL EXPENSES:		
Interest on Stimulus Term Loan	-	794,902
Interest on Time Loan	-	372,404
Supplier Finance Program Charges (SFP)	69,820,354	43,110,508
Interest on Overdraft	1,464,098	1,928,435
	-----	-----
	71,284,452	46,206,250
	=====	=====
34. TAX EXPENSES:		
Current Tax (Note - 34.a)	63,344,017	62,088,217
Deferred Tax Expenses/(Income)-(Note 34.b)	8,340,856	10,286,406
	-----	-----
	71,684,873	72,374,623
	=====	=====
34.a CURRENT TAX:		
Current tax consists the higher of minimum tax U/S 163(2 ka,kha), 163(5-kh-uho) considering below a,b,c ie a) tax on income basis b) TDS on these income U/S 163(2-ka,kha) & c) tax on all gross received U/S -163(5-kh-e) and also others income realised during the period from 1st July 2023 to 30 June 2024. Details as follows:		
Calculation of Current tax:		
a) Tax on Income Basis.		
(i) Tax on business profit:		
Profit before tax	102,306,181	101,858,881
Other Operating Income/(Loss) from translation	(60,831,468)	(24,912,970)
Interest Provision During the Year	-	-
Finance & Other Income	(12,631,641)	(10,906,033)
Net Business Profit/(Loss)	<u>28,843,072</u>	<u>66,039,878</u>
Tax on Business Profit @ 12%	<u>3,461,169</u>	<u>7,924,785</u>

		<u>2023-2024</u>	<u>2022-2023</u>
(ii) Tax on Other Income:			
x) Tax on Dividend Income @ 20%		296,172	353,291
y) Tax on Cash Incentive Realized @ 10% **		6,677,040	17,119,871
z) Tax on Finance Income (FDRs & SND)@ 22.5%		1,350,208	790,255
		<u>8,323,420</u>	<u>18,263,416</u>
	Total (i+ii)	<u>17,784,589</u>	<u>26,188,201</u>
**as per SRO # 253-law/income tax-09/23 dated23.08.2023.			
b) TDS U/S 163(2-ka,kha)			
i) TDS on Export Proceeds		53,941,030	42,847,021
ii) TDS on Dividend Income		296,172	353,290
iii) TDS on Cash Incentive Realised		6,677,040	17,119,871
iv) TDS on Finance Income		1,200,214	790,243
		<u>62,114,456</u>	<u>61,110,425</u>
c) Tax on Gross Received U/S 163(5-kh-uho)			
	%		
i)Realized from turnover =(0.60%/20.00%*12%)	0.36	17,460,597	15,515,924
ii)Realized from other operating Income	0.36	-	-
iii)Realized from Cash Incentive	0.60	400,622	1,027,192
iv)Realized from Dividend Income	0.60	8,885	10,599
v)Realized from finance & Other Income	0.60	65,061	56,883
		<u>17,935,165</u>	<u>16,610,598</u>
So, Current tax			
Business Tax –Higher of above ai,bi & ci		53,941,030	42,847,021
Tax on cash Incentive (refer above SRO)		6,677,040	17,119,871
Tax on Dividend Income		296,172	353,291
Tax on Finance Income -Higher of above ai,bi & ci		1,350,208	790,255
Realized from Other Income -profit from sale of assets		147,495	191,930
Realized from Other Income -Sale of wastage goods/Items		714,256	594,319
Tax on other operating Income (Realized)		-	-
Realized from Other Income-PF Lapse realized		217,816	191,531
		<u>63,344,017</u>	<u>62,088,217</u>
		70.07%	71.05%

34.b DEFERRED TAX EXPENSES/(INCOME):

Deferred Tax Exp./(Income) on Depreciable Assets	2,231,916	1,463,687
Deferred Tax Exp./(Income) on Interest Receivable	(94,672)	(57,799)
Deferred Tax Exp./(Income) on Unrealized Foreign Exch. Gain/(Loss)	(8,684,169)	(11,454,052)
Deferred Tax Exp./(Income) on Cash Incentive Receivable	(1,752,880)	(236,160)
Deferred Tax Exp./(Income) on PF Lapse Receivable	(41,051)	(2,083)
	<u>(8,340,856)</u>	<u>(10,286,407)</u>
	=====	=====

- The provision for deferred tax (expense)/income is made to pay/adjust future income tax liability/asset due to accumulated temporary differences of interest income receivable, PF Lapse receivable, Foreign exchange translation gain /(loss), cash incentive receivable & WDV of fixed assets. (Please see the details in note # 22 for total deferred tax income/(expense) from above mentioned temporary differences).

35. WORKERS PROFIT PARTICIPATION FUND (WPPF):

Workers Profit Participation Fund	<u>1,618,231</u>	<u>1,290,451</u>
	=====	=====

We are 100% export oriented Ready Made Garment Industry, and as per Bangladesh Labor Rule 2015, Chapter XV, section 212-226 provided the rules regarding formation of Central Fund and also provision made in rule 214(1) (Ka) for realization of 0.03% from every letter of

credit / work order of 100% export oriented industries and the company is making payment accordingly through bank to the said Central Fund for participation of workers in the profit of company. Therefore, the company is performing its lawful duty regarding profit participatory fund and there is no further requirement to maintain the fund separately as required under section 234 of the labor Act 2006.

30.06.2024 **30.06.2023**

36. BASIC EARNING PER SHARE (EPS) – DISCLOSURE UNDER IAS 33 “EARNINGS PER SHARE”:

	Earnings attributable to Ordinary Shareholders	
Basic EPS =	-----	
	Weighted average number of shares outstanding during the period	
	30,621,308	29,484,258
Basic Earnings Per Share (EPS) =	----- =3.65	----- =3.51
	8,400,000	8,400,000

- Weighted average number of Ordinary Shares outstanding during the year represents the number of Ordinary Shares outstanding at the beginning of the year plus the number of shares issued during the year multiplied by a time weighting factor. The time weighting factor is the number of days the specific number of shares are outstanding as a proportion of the total number of days in the period.
- The increase in EPS (i.e. up to 3rd Quarter, EPS from operational activities was Tk. 2.94 but annually it has been Tk. 3.65) is mainly for regular increase of turnover in 4th quarter of 2023-2024.

37. NET ASSETS VALUE (NAV) PER SHARE:

	Net Assets (Total Assets-Total Liabilities)	
NAV Per Share =	-----	
	Number of ordinary shares outstanding	
	529,261,452	540,695,627
NAV Per Share (NAVPS) =	----- =63.01	----- =64.37
	8,400,000	8,400,000

38. NET OPERATING CASH FLOWS PER SHARE (NOCFPS):

	Net Operating Cash Flows	
NOCFPS	-----	
	Number of ordinary shares outstanding	
	188,347,422	220,387,298
NOCF Per Share (NOCFPS) =	----- = 22.42	----- =26.24
	8,400,000	8,400,000

- There was significant variance in net operating cash flows as compared to the last year. The Net Operating Cash Flow per Share is Tk. 22.42 but it was Tk. 26.24 in 2022-2023 which is mainly for increasing payment of costs & expenses during the year 2023-2024 as compared to last year. This scenario is changeable time to time depending on different issues.

39. EVENTS AFTER THE REPORTING PERIOD:

a) Proposed Dividend:

The Board of Directors has recommended cash Dividend of Tk. 2.00/- per Share for the year 2023-2024 at the Board Meeting held on October 17, 2024. The total amount of Dividend is Tk 16,800,000/-.

b) Other Significant Events:

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

40. RELATED PARTY TRANSACTIONS:

a) Apex Spinning & Knitting Mills Limited has few transactions with Matex Bangladesh Limited, Apex Yarn Dyeing Limited, Apex Lingerie limited, Apex Fashion Wear Limited and Apex Textile Printing Mills Limited with common director. These transactions are considered as related party transactions as per IAS 24 "Related Party Disclosures". The transactions are occurred during the period with an arm's length price as per normal business policy for buying & selling of dyes & chemical and yarn dyeing. The details are given below:

2023-2024

Name of the Parties	Relationship	Nature of Transactions	Opening Balance	Purchase during the Year	Paid during the Year	Closing Balance
i. Matex Bangladesh Ltd.	Common Director	Revenue	11,565,852	90,100,416	98,452,612	3,213,656
ii. Apex Yarn Dyeing Ltd.	Common Director	Revenue	6,829,803	137,043,338	137,366,190	6,506,951
iii. Apex Lingerie Ltd.	Common Director	Revenue	-	8,744,639	8,744,639	-
iv. Apex Fashion Wear Ltd.	Common Director	Revenue	-	25,394,848	25,394,848	-
v. Apex Textile Printing Mills Ltd.	Common Director	Revenue	22,995,000	89,763,408	89,178,408	23,580,000

2022-2023

Name of the Parties	Relationship	Nature of Transactions	Opening Balance	Purchase during the Year	Paid during the Year	Closing Balance
i. Matex Bangladesh Ltd.	Common Director	Revenue	5,254,394	130,485,996	124,174,538	11,565,852
ii. Apex Yarn Dyeing Ltd.	Common Director	Revenue	6,940,945	11,363,298	11,474,440	6,829,803
iii. Apex Lingerie Ltd.	Common Director	Revenue	-	6,999,605	6,999,605	-
iv. Apex Fashion Wear Ltd.	Common Director	Revenue	-	6,595,145	6,595,145	-
v. Apex Textile Printing Mills Ltd.	Common Director	Revenue	27,582,500	76,671,902	81,259,402	22,995,000

b) Transaction with key management personnel:

Name	Relationship	Nature	Transaction	Opening Balance	Transaction during the period	Closing Balance
1. Mr. Zahur Ahmed PhD 2. Mrs. Shawkat Ara Ahmed 3. Mr. Shahriar Ahmed 4. Mr. Mahir Ahmed 5. Mr. Eifaz Ahmed	Director Shareholder Director Director Director	Revenue Expenditure	Office Rent	-	-	-

The Directors & Shareholders have provided a rent-free office space for business transaction for the company as per agreement. However, the total rental spaces as mentioned in the agreement is approximately 79,444.10 sft for 11 sister concerns of the Directors of the company which is located at Shanta Sky Mark (Level 8 to 13), Plot # 18, Block # CWS(a), Gulshan Avenue, Gulshan, Dhaka-1212. Therefore, the value of the related party transaction is nil.

41. KEY MANAGEMENT BENEFITS:

Refer to Note # 31, we have provided Directors' Remuneration, Board Meeting Fees and Salaries and Allowances.

The Company is paying Remuneration to the 01 (one) Directors who are rendering full time service to the Company and in addition to that there is nothing paid to them.

The company operates a contributory provident fund which is administrated by the Board of Trustee. The company pays its monthly contribution to the Provident Fund Trust and the company has no further liability. The company also has a Group Insurance Scheme. Group Insurance premium is paid to insurance company once in a year and if there is any claim that will be entertained by the insurance company. In addition to the above there is nothing paid to the key management except salary & allowance.

2023-20242022-2023**42. GENERAL:****a) Production Capacity (Quantity in pieces):**

	%	Quantity	%	Quantity
Capacity	100	38,400,000	100	38,400,000
Production	89.18	34,246,896	71.35	27,397,212

- The increase of production during the period due to more export as compared to last year.

b) Production (Quantity in Dozen):

T, Polo & Sweat Shirts

2,853,9082,283,101**c) Export (Quantity in Dozen):**

T, Polo & Sweat Shirts

2,852,3042,296,629**d) Salaries & Wages:**

	No. of Employees	Taka
Above Tk. 12,500.00 per month (Local)	5,473	1,749,744,681
Below Tk. 12,500.00 per month (Local)		-
Expatriate	1	2,566,207

43. PAYMENTS /PERQUISITES TO DIRECTORS/OFFICERS (KEY MANAGEMENT):

The aggregate amounts paid / provided during the year in respect of Directors and Officers of the Company as defined in the Securities and Exchange Commission Rules, 1987, are disclosed below:

	<u>Directors</u>	<u>Officers</u>
Board Meeting Fees	22,550	-
Salaries and Allowance	1,800,000	188,715,627
Provident Fund Contribution	-	5,767,091
Bonus	-	32,097,802
Perquisites	-	125,865,054

44. CAPITAL EXPENDITURE COMMITMENT:

- There was no capital expenditure contracted or incurred or provided for as at 30th June 2024.
- There was no material capital expenditure authorized by the Board or contracted for as at 30th June 2024.

45. CONTINGENT LIABILITY:

- There is Tk. 58.91 million as Bank guarantee to "Titas Gas Transmission & Distribution Company Ltd" & Reliance Insurance Com. Ltd for which the Company is contingently liable as on 30th June 2024.

46. DURING THE YEAR UNDER REVIEW:

- No amount of money was spent by the Company for compensating any member of the Board for special service rendered except as stated above.
- There was no claim against the Company not acknowledged as debt on 30th June 2024.
- There was no Bank Guarantee issued by the Company on behalf of the Directors.
- There was no credit facility available to the Company under any contract, or availed of as on 30th June 2024 other than trade credit available in the ordinary course of business.
- There were no expenses incurred in foreign exchange on account of Royalty, Technical Experts, Professional & Advisory Fee, Interest, and Brokerage & Commission etc.
- There was no expense on account of Miscellaneous/General Expenses.

Reconciliation of Net Profit with Cash Flows from Operating Activities:

Reconciliation of net income or net profit with cash flows from operating activities making adjustment for non-cash items, for non-operating items and for the net changes in operating accruals has been disclosed as per BSEC notification BSEC/ CMRRCD/2006-158/208/Admin/81 dated 20 June, 2018.

	<u>2023-2024</u>	<u>2022-2023</u>
CASH FLOW FROM OPERATING ACTIVITIES:		
Net Profit After Tax Expenses	30,621,308	28,973,768
Less: Depreciation & Amortization During the Year	48,383,799	32,189,547
Less: Effect of Foreign Exchange Translation Gain/(Loss)	(5,718,589)	(3,391,431)
Less: Finance Income Adjustment	(8,413,760)	(6,965,697)
Add: Interest & Other Financial Charges Paid	71,284,452	46,206,250
Add: Tax Expenses	71,684,873	72,374,623
(Increase)/Decrease in Inventories	(7,818,548)	142,075,947
(Increase)/Decrease in Trade Receivable	204,858,844	(131,269,092)
(Increase)/Decrease in Advance Deposit & Prepayments	69,878,751	(1,925,958)
(Increase)/Decrease in Other Receivable	(17,603,685)	(90,620,600)
Income Tax Paid During the Year	(66,569,937)	(69,561,705)
Increase/(Decrease) in Trade Payables	(163,129,000)	155,679,928
Increase/(Decrease) in Other Payables	(39,111,089)	46,111,229
	-----	-----
NET CASH GENERATED FROM (USED IN) OPERATING ACTIVITIES	188,347,420	220,387,298
	=====	=====
RECONCILIATION		
NET CASH GENERATED FROM (USED IN) OPERATING ACTIVITIES-INDIRECT METHOD	188,347,420	220,387,298
NET CASH GENERATED FROM (USED IN) OPERATING ACTIVITIES-DIRECT METHOD	188,347,420	220,387,298
	-----	-----
Differences	0.00	0.00
	=====	=====

PROPERTY, PLANT & EQUIPMENTS:

Annexure-2

SL. NO.	PARTICULAR	COST				RATE %	DEPRECIATION				W.D.V as at 30.06.2024
		Balance as at 30.06.2023	Addition for the year	(Deletion) for the year	Balance as at 30.06.2024		Balance as at 30.06.2023	Charged for the year	(Adjustment) for the year	Balance as at 30.06.2024	
1	Land & Land Development	21,423,102	-	-	21,423,102		-	-	-	-	21,423,102
2	Factory Building	260,350,116	-	-	260,350,116	20	248,496,687	2,370,686	-	250,867,373	9,482,743
3	Civil Construction	64,982,697	-	-	64,982,697	10	48,202,166	1,678,053	-	49,880,219	15,102,478
4	Plant & Machinery	692,175,114	93,849,417	-	786,024,531	20	651,255,442	26,913,654	-	678,169,097	107,855,435
5	Effluent Treatment Plant	71,690,757	-	-	71,690,757	20	62,868,410	1,764,469	-	64,632,879	7,057,878
6	Gas Installation	23,449,836	3,062,560	-	26,512,396	15	17,499,461	1,036,620	-	18,536,081	7,976,315
7	Electric Installation	11,024,833	12,344,680	-	23,369,513	15	10,372,053	324,074	-	10,696,127	12,673,386
8	Generator	144,740,274	-	-	144,740,274	15	115,149,107	4,438,675	-	119,587,782	25,152,492
9	Water Treatment Plant	8,473,013	465,300	-	8,938,313	20	8,003,621	117,143	-	8,120,764	817,549
10	Factory Equipments	56,332,150	6,691,697	-	63,023,847	15	24,065,900	5,203,853	-	29,269,753	33,754,093
11	Other Equipments	8,398,396	-	-	8,398,396	15	7,422,167	146,434	-	7,568,602	829,794
12	Deep Tube-Well & Tanks	14,365,520	624,000	-	14,989,520	15	11,029,610	508,186	-	11,537,797	3,451,723
13	Motor Vehicles	4,275,950	-	-	4,275,950	20	4,265,615	2,067	-	4,267,682	8,268
	Motor Vehicles(11-4827)	1,743,262		(1,743,262)	-	-	1,697,260	1,534	(1,698,794)	-	-
14	Furniture & Fixtures	55,594,737	17,051,686	-	72,646,423	10	27,311,780	3,566,136	-	30,877,916	41,768,507
15	Laboratory Equipments	1,044,027	405,400	-	1,449,427	15	647,863	73,867	-	721,730	727,697
16	Office Equipments	14,805,904	1,514,700	-	16,320,604	15	13,594,111	238,325	-	13,832,436	2,488,168
17	Motor Cycles	40,625	-	-	40,625	20	40,515	22	-	40,537	88
		1,454,910,313	136,009,440	(1,743,262)	1,589,176,491		1,251,921,768	48,383,799	(1,698,794)	1,298,606,773	290,569,716

Manufacturing Accounts 44,577,249

Profit & Loss Accounts 3,806,550

48,383,799

30.06.2023

SL. NO.	PARTICULAR	COST				RATE %	DEPRECIATION				W.D.V as at 30.06.2023
		Balance as at 30.06.2022	Addition for the year	(Deletion) for the year	Balance as at 30.06.2023		Balance as at 30.06.2022	Charged for the year	(Adjustment) for the year	Balance as at 30.06.2023	
1	Land & Land Development	21,423,102	-	-	21,423,102		-	-	-	-	21,423,102
2	Factory Building	260,350,116	-	-	260,350,116	20	245,533,330	2,963,357	-	248,496,687	11,853,429
3	Civil Construction	64,982,697	-	-	64,982,697	10	46,337,662	1,864,503	-	48,202,166	16,780,531
4	Plant & Machinery	689,227,525	2,947,589	-	692,175,114	20	641,025,524	10,229,918	-	651,255,442	40,919,672
	Thermo Oil Heater-sale assets	4,316,000		(4,316,000)			4,290,522	425	(4,290,947)	-	-
5	Effluent Treatment Plant	71,690,757	-	-	71,690,757	20	60,662,823	2,205,587	-	62,868,410	8,822,347
6	Gas Installation	23,449,836	-	-	23,449,836	15	16,449,395	1,050,066	-	17,499,461	5,950,375
7	Electric Installation	11,024,833	-	-	11,024,833	15	10,256,857	115,196	-	10,372,053	652,780
8	Boiler	13,367,693	-	(13,367,693)	-	15	12,752,395	-	(12,752,395)	-	-
9	Generator	144,740,274	-	-	144,740,274	15	109,927,136	5,221,971	-	115,149,107	29,591,167
10	Water Treatment Plant	8,473,013	-	-	8,473,013	20	7,886,273	117,348	-	8,003,621	469,392
11	Factory Equipments	41,906,804	14,425,346	-	56,332,149.56	15	19,696,097	4,369,803	-	24,065,900	32,266,249
12	Other Equipments	8,398,396	-	-	8,398,396	15	7,249,892	172,276	-	7,422,167	976,229
13	Deep Tube-Well & Tanks	14,253,520	112,000	-	14,365,520	15	10,440,920	588,690	-	11,029,610	3,335,910
14	Motor Vehicles	6,019,212	-	-	6,019,212	20	5,948,791	14,084	-	5,962,875	56,337
15	Furniture & Fixtures	52,729,642	2,865,095	-	55,594,737	10	24,319,079	2,992,701	-	27,311,780	28,282,957
16	Laboratory Equipments	1,044,027	-	-	1,044,027	15	577,952	69,911	-	647,863	396,164
17	Office Equipments	14,794,804	11,100	-	14,805,904	15	13,380,428	213,683	-	13,594,111	1,211,793
18	Motor Cycles	40,625	-	-	40,625	20	40,487	28	-	40,515	110
		1,452,232,876	20,361,130	(17,683,693)	1,454,910,313		1,236,775,563	32,189,547	(17,043,342)	1,251,921,768	202,988,544

Manufacturing Accounts 28,969,052

Profit & Loss Accounts 3,220,496

32,189,547

