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Date: November 10, 2026

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, 2026.**

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, 2026, 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, 2026 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-FIFTH ANNUAL GENERAL MEETING OF APEX SPINNING & KNITTING MILLS LIMITED** will be held on Thursday, November 26, 2026 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 2026 and report of the Auditors' and Directors thereon.

2. To declare Dividend for the year 2025-2026.

3. To elect of Directors.

4. To appoint Statutory Auditors for the year 2026-2027 and fix their remuneration.

5. To appoint Compliance Auditors for the Certification on Corporate Governance Code for the year 2026-2027 and fix their remuneration.

6. To approve the re-appointment of Independent Director.

7. To transact any other business of the Company, with permission of the Chair.

Place: Dhaka
Date: November 04, 2026

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., October 27, 2026"** 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 2025-2026** 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 2025-2026** 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
Member	:	Mr. Mahir Ahmed, Director
Member	:	Mrs. Mazeda Khatun, Director

NOMINATION AND REMUNERATION COMMITTEE

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

SENIOR CORPORATE OFFICIALS

Executive Director	:	Mr. Kamruzzaman FCA
Chief Financial Officer	:	Mr. Mohammad Golam Kibria FCMA
Head of Internal Audit & Compliance	:	Mr. Md. Jahirul Islam ACMA
Acting Company Secretary	:	Mr. Md. Delour Hossen

LEGAL ADVISORS

Abdur Razzaque & Associates
Md. Nesar Ahmed

STATUTORY AUDITORS

M/s. Hussain Farhad & Co.,
Chartered Accountants

CORPORATE GOVERNANCE COMPLIANCE AUDITORS

M/s. Malek Siddiqui Wali
Chartered Accountants

SCRUTINIZER OF AGM

M/s. Malek Siddiqui Wali
Chartered Accountants

BANKERS

Eastern Bank PLC.
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	2025-26	2024-25	2023-24	2022-23	2021-22
Results of Operations:					
Revenue	5,178,267	5,360,864	5,250,325	4,439,409	4,560,330
Gross Profit	363,083	393,097	386,317	316,296	271,542
Operating Profit	133,136	146,057	194,005	138,450	66,484
Profit before Tax	76,628	88,070	133,734	101,859	55,246
Net Profit after Tax	28,420	26,640	62,049	29,484	28,974
Earnings Per Share (Basic EPS)	3.38	3.17	3.65	3.51	3.45
Dividend Per Share*	2.00	2.00	2.00	2.00	2.00
Financial Positions:					
Total Assets	2,175,005	1,917,413	1,967,752	2,361,651	1,546,322
Property, Plant and Equipment-Gross	1,761,289	1,666,032	1,589,176	1,454,910	1,452,233
Property, Plant and Equipment - Net	377,012	316,413	290,569	202,989	215,457
Gross Working Capital	1,615,301	1,439,785	1,512,025	1,989,740	1,212,721
Net Working Capital	699,341	738,272	737,486	316,832	156,801
Working Capital Loan	78,621	19,920	79,236	56,938	47,109
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	528,152	516,532	506,692	518,915	371,770
Share Holders' Equity	662,001	637,053	637,677	675,156	490,402
Long Term Loan	-	-	-	-	52,340
Key Financial Ratios:					
Current Ratio**	1.76	2.05	1.95	1.19	1.15
Debt to Total Assets (%)**	69.56	66.78	67.59	71.41	68.29
Return on Equity (%)**	4.29	4.18	9.73	5.45	5.91
Net Assets Value Per Share**	78.81	75.84	75.91	80.38	58.38
Net Operating Cash FPS	20.43	22.15	22.42	26.24	0.19
Dividend Payout Ratio (%)**	59.11	63.09	54.79	56.98	57.97
Financial Charges Coverage times	1.89	2.05	2.28	3.00	4.16
Others:					
Market Price Per Share(30th June)	399.40	89.30	106.60	140.30	131.60
Price Earnings Multiple	118.05	28.18	29.20	39.97	38.14
Number of Employees	5,619	5,639	5,474	5,302	5,435
Capacity Utilization (%)	83.11	83.37	89.18	71.35	84.54

**The Board of Directors recommended Cash Dividend @ Tk. 2 per Share for the year ended on 30th June 2026.

**Re-Stated (2024-2025 & 2023-2024) due to deferred tax calculation for service benefit obligation.

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, Mr. 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. By obtaining consent of BSEC the Board of Directors hereby re-appointment Mr. Tarek Nizamuddin Ahmed as Independent Director as well as Chairman of the Audit Committee on 04-10-2026. Mr. Tarek Nizamuddin Ahmed is now Chairman of the Audit Committee.

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 2025-26, 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	Position	Meeting held during the year	Attended
Mr. Tarek Nizamuddin Ahmed	Chairman	4	4
Mr. Mahir Ahmed	Member	4	4
Mrs. Mazeda Khatun	Member	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 2025-2026 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 04, 2026

On behalf of the Audit Committee



Tarek Nizamuddin Ahmed
Chairman

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 established the Nomination and Remuneration Committee comprises of three members on 5th April, 2023, headed by, Mr. Tarek Nizamuddin Ahmed, Independent Director. The other members of the committee are, Mr. Mahir Ahmed and Mr. Eifaz Ahmed Directors of the company. Mr. Tarek Nizamuddin Ahmed has re-appointed as Chairman of the NRC Committee on 04th October, 2026.

During the year 2025-26, one meeting of the Nomination and Remuneration Committee was held on 1st April, 2026. 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 and independence of directors and top-level executives. 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 04, 2026

On behalf of the Nomination and Remuneration Committee

Tarek Nizanuddin Ahmed
Chairman

Annexure-A

MD & CFO's Declaration to the Board of Directors

Date: October 04, 2026

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

Subject: Declaration on Financial Statements for the year ended on June 30, 2026.

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, 2026 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, 2026 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/-
Md. Golam Kibria FCMA
Chief Financial Officer (CFO)

Malek Siddiqui Wali
Chartered Accountants
Since 1965
9-G, Motijheel C/A (L-2), Dhaka-1000, Bangladesh.

Phone : +88-02-9513471
Email : info@msw-bd.com
Website : www.msw-bd.com

CHARTERED ACCOUNTANTS

Report to the Shareholders of
Apex Spinning and Knitting Mills Limited
On 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 June 30, 2026. This Code relates to the Notification No. BSEC/CMRRCD/2006-158/207/Admin/80 dated 3 June 2018 and No. BSEC/CMRRCD/2009-193/66/PRD/148 dated 16-Oct-2023 under section 2CC of the Bangladesh Security Exchange Commission.

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

This is a scrutiny and verification and 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 Institute of Chartered Secretaries of Bangladesh (ICSB) in so far as those standards are not inconsistent with any condition of this Corporate Governance Code.

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

a) The Company has complied with the conditions of the Corporate Governance Code as stipulated in the above mentioned Corporate Governance Code issued by the Commission;

b) The Company has complied with the provisions of the relevant Bangladesh Secretarial Standards (BSS) as adopted by the Institute of Chartered Secretaries of Bangladesh (ICSB) as required by this Code;

c) Proper books and records have been kept by the company as required under the Companies Act, 1994, the securities laws and other relevant laws;

d) The Governance of the company is highly satisfactory, except the condition no 1(2)(a) of corporate governance guidelines;

e) The Chairman and directors of the company are given honorarium on a monthly basis.

Malek Siddiqui Wali, Chartered Accountants
RJSC Firm Registration No: P-50041/2022

Md. Waliullah, FCA
Enrolment No: 0247

Dated: Dhaka
October 29, 2026

Annexure-C

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/2006-58/207/Admin/80, dated 03-Jun-2018 and No. BSEC/CMRRCD/2009-193/66/PRD/148 dated 16-Oct-2023 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)	At least 2(two) directors or one-fifth (1/5) of the total number of directors in the company's Board, whichever is higher, shall be independent directors; any fraction shall be considered to the next integer or whole number for calculating number of independent director(s): Provided that the Board shall appoint at least 1(one) female independent director in the Board of Directors of the company;		✓	
1(2)(b)	Without contravention of any provision of any other laws, for the purpose of this clause, an "independent director" means a 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	✓		
1(2)(b)(ix)	who has not been reported as a defaulter in the latest Credit Information Bureau (CIB) report of Bangladesh Bank for nonpayment of any loan or advance or obligation to a bank or a financial institution; and	✓		
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 prior consent of the Commission, after due	✓		

Condition No.	Title	Compliance Status (Put √ in the appropriate column)		Remarks (if any)
		Complied	Not complied	
	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			
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; or			Not Applicable
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			Not Applicable
1(3)(b)(iii)	Former or existing official of government or statutory or autonomous or regulatory body in the position not below 5th Grade of the national pay scale, who has at least educational background of bachelor degree in economics or commerce or business or Law: 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			Not Applicable
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			Not Applicable
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	✓		

Condition No.	Title	Compliance Status (Put √ in the appropriate column)		Remarks (if any)
		Complied	Not complied	
1(4)(e)	In the absence of the Chairperson of the Board, the remaining members may elect one of themselves from non-executive directors as Chairperson 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
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	✓		
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)	✓		
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			Not Applicable
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	✓		
1(5)(x)	A statement of remuneration paid to the directors including independent directors	✓		
1(5)(xi)	A statement that the financial statements prepared by the management of the issuer company present fairly its state of affairs, the result of its operations, cash flows and changes in equity	✓		
1(5)(xii)	A statement that proper books of account of the issuer company have been maintained	✓		
1(5)(xiii)	A statement that appropriate accounting policies have been consistently applied in preparation of the financial statements and that the accounting estimates are based on reasonable and prudent judgment	✓		
1(5)(xiv)	A statement that International Accounting Standards (IAS) or International Financial Reporting Standards (IFRS), as applicable in Bangladesh, have been followed in preparation of the financial statements and any departure there from has been adequately disclosed	✓		
1(5)(xv)	A statement that the system of internal control is sound in design and has been effectively implemented and monitored	✓		
1(5)(xvi)	A statement that minority shareholders have been protected from abusive actions by, or in the interest of, controlling shareholders acting either directly or indirectly and have effective means of redress	✓		
1(5)(xvii)	A statement that there 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	✓		

Condition No.	Title	Compliance Status (Put √ in the appropriate column)		Remarks (if any)
		Complied	Not complied	
1(5)(xviii)	An explanation that significant deviations from the last year's operating results of the issuer company shall be highlighted and the reasons 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	✓		
1(5)(xx)	An explanation on the reasons if the issuer company has not declared dividend (cash or stock) for the year			Not Applicable
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			Not Applicable
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	✓		
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			No publicly data available.
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	✓		

Condition No.	Title	Compliance Status (Put √ in the appropriate column)		Remarks (if any)
		Complied	Not complied	
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 and;	✓		
1(5)(xxvii)	The report as well as certificate regarding compliance of conditions of this Code as required under condition No. 9 shall be disclosed as per Annexure-B and Annexure-C;	✓		
1(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			Not Applicable 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	✓		

Condition No.	Title	Compliance Status (Put √ in the appropriate column)		Remarks (if any)
		Complied	Not complied	
3(1)(c)	The MD or CEO, CS, CFO and HIAC of a listed company shall not hold any executive position in any other company at the same time: Provided that CFO or CS of any listed company may be appointed for the same position in any other listed or non-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	✓		
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 occurred during this period.
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**			

Condition No.	Title	Compliance Status (Put √ in the appropriate column)		Remarks (if any)
		Complied	Not complied	
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 term of service, thus making the number of the Committee members to be lower than the prescribed number of 3 (three) persons, the Board shall appoint the new Committee member to fill up the vacancy immediately or not later than 60 (sixty) days from the date of vacancy in the Committee to ensure continuity of the performance of work of the Audit Committee;			No such incident was occurred
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	✓		
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.	✓		
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	✓		

Condition No.	Title	Compliance Status (Put √ in the appropriate column)		Remarks (if any)
		Complied	Not complied	
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;	✓		
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:			Not Applicable
5(6)	**Reporting of the Audit Committee**			
5(6)(a)	**Reporting to the Board of Directors**			
5(6)(a)(i)	The Audit Committee shall report on its activities to the Board	✓		
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			**N/A** 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;	✓		

Condition No.	Title	Compliance Status (Put √ in the appropriate column)		Remarks (if any)
		Complied	Not complied	
6(1)(b)	The NRC shall assist the Board in formulation of the nomination criteria or policy for determining qualifications, positive attributes, experiences and independence of directors and top level executive as well as a policy for formal process of considering remuneration of directors, top level executive;	✓		
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)	At least 02 (two) members of the Committee shall be non-executive directors;	✓		
6(2)(c)	Members of the Committee shall be nominated and appointed by the Board;	✓		
6(2)(d)	The Board shall have authority to remove and appoint any member of the Committee;	✓		
6(2)(e)	In case of death, resignation, disqualification, or removal of any member of the Committee or in any other cases of vacancies, the board shall fill the vacancy within 180 (one hundred eighty) days of occurring such vacancy in the Committee;			No Such Incident was occurred
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
6(2)(g)	The company secretary shall act as the secretary of the Committee;	✓		
6(2)(h)	The quorum of the NRC meeting shall not constitute without attendance of at least an independent director;	✓		
6(2)(i)	No member of the NRC shall receive, either directly or indirectly, any remuneration for any advisory or consultancy role or otherwise, other than Director's fees or honorarium from the company.	✓		
6(3)	**Chairperson of the NRC**			
6(3)(a)	The Board shall select 1 (one) member of the NRC to be Chairperson of the Committee, who shall be an independent director;	✓		
6(3)(b)	In the absence of the Chairperson of the NRC, the remaining members may elect one of themselves as Chairperson for that particular meeting, the reason of absence of the regular Chairperson shall be duly recorded in the minutes;			No Such Incident was occurred
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 emergency meeting was requested during the year.

Condition No.	Title	Compliance Status (Put √ in the appropriate column)		Remarks (if any)
		Complied	Not complied	
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;	✓		
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;	✓		

Condition No.	Title	Compliance Status (Put √ in the appropriate column)		Remarks (if any)
		Complied	Not complied	
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**			
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.
- Earnings Per Share.

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 before the AGM date.
- 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 (CMSF)** 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 Fifth Annual General Meeting of your Company and to present the Annual Report for the year ended June 30, 2026.

World Economic Outlook:

After withstanding higher trade barriers and elevated uncertainty last year, global activity now faces a major test from the outbreak of war in the Middle East. Assuming that the conflict remains limited in duration and scope, global growth is projected to slow to 3.1 percent in 2026 and 3.2 percent in 2027. Global headline inflation is projected to rise modestly in 2026 before resuming its decline in 2027. Slowdown in growth and increase in inflation are expected to be particularly pronounced in emerging market and developing economies. Fostering adaptability, maintaining credible policy frameworks, and reinforcing international cooperation are essential to navigating the current shock while preparing for future disruptions in an increasingly uncertain global environment. As shows, scaling up of defense spending prompted by a rise in geopolitical tensions could boost economic activity in the short term but also bring about inflationary pressures, weaken fiscal and external sustainability, and risk crowding out social spending, which could in turn ignite discontent and social unrest. As demonstrates, where conflict erupts, acute macroeconomic trade-offs and scarring follow and last well beyond the immediate wartime shock.

Bangladesh Economy:

Bangladesh's economy faces significant challenges with slowing growth and rising poverty for three consecutive years, persistent inflation, stressed banking sector, weak revenue mobilization, and subdued private investment, which is further compounded by the headwinds from the conflict in the Middle East, says the World Bank in its new update, released. The latest Bangladesh Development Update projects growth to slow to 3.9% in FY26. A protracted conflict in the Middle East could have significant implications for Bangladesh, including higher inflation, reduced fiscal space from rising energy subsidies, and a weaker current account due to higher import costs, weaker exports, and lower remittances. With thin foreign exchange buffers, tight fiscal and monetary conditions, and a fragile banking sector, Bangladesh has limited capacity to absorb a prolonged shock and to mitigate its impact on its people, notably the most vulnerable.

However, sustained political stability after the 2026 elections and rapid progress on structural reforms can support a stronger recovery. The report underscores the need for urgent policy and institutional reforms to restore macroeconomic stability, boost revenues, strengthen the financial sector, and improve the business environment so the country can create jobs and stay on the path to inclusive growth.

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 Institutions, 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 04, 2026

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	2025-26	2024-25	2023-24	2022-23	2021-22	2020-21
Key Operational and Financial Data:						
Revenue	5,178,267	5,360,864	5,250,325	4,439,409	4,560,330	4,007,756
Gross Profit	363,084	393,097	386,317	316,296	271,542	260,014
Operating Profit/(Loss)	133,136	146,057	194,005	138,450	66,484	92,154
Profit before Tax	76,628	88,070	133,734	101,859	55,246	54,815
Net Profit/(Loss) after Tax	28,420	26,640	62,049	29,484	28,974	24,636
Total Assets	2,175,005	1,917,413	1,967,752	2,361,651	1,546,322	1,564,733
Total Liabilities	1,513,004	1,280,360	1,330,075	1,686,495	1,055,920	1,095,217
Current Assets	1,615,301	1,439,785	1,512,025	1,989,740	1,212,721	1,259,818
Current Liabilities	915,960	701,512	774,540	1,672,908	1,055,920	1,046,889
Reserve and Surplus	528,153	516,532	506,692	518,915	371,770	359,597
Share Holder's Equity	662,002	637,052	637,677	675,156	490,402	469,516
Current Ratio	1.76	2.05	1.95	1.19	1.15	1.20
Net Assets Value (NAV) per Share**	78.81	75.84	75.91	80.38	58.38	55.89
Earnings Per Share (EPS)	3.38	3.17	3.65	3.51	3.45	2.93
NOCFPS	20.43	22.15	22.42	26.24	0.19	26.43

** Restated 23-24&24-25.

From the above key operational & financial data are stated that revenue was lower in 2020-2021 of Apex Spinning & Knitting Mills Ltd due to Covide-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 upto accounting year 2024-2025 but slighty decreased in current year, as a result gross profit margin & profit before tax slighty has been decreased. Otherever, other operating & financial indicators like total assets, total liabilities, current assets & current liabilities have also been affected also. Thus, there was no 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.

(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 2025-2026	Figure of Peer Industry 2025-2026
Operational and Financial Data:		
Revenue	5,178.27	Not available
Net Profit/(Loss) after Tax	28.42	Not available
Earnings Per Share (EPS)	3.38	Not available
NOCFPS	20.43	Not available

(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 inadequetly and demand supply imbalance in all sectors. Recently, Govt change in current economic of Bangladesh. Inspite 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:

At present, the Ready-Made Garments (RMG) sector in Bangladesh is facing several significant risks and concerns that may affect its competitiveness and sustainable growth. The sector is under pressure from rising production costs, energy and gas shortages, higher wages, inflation, and increasing financing and logistics expenses. In addition, uncertainty in global demand, changes in trade policies and tariffs in major export markets, and Bangladesh's upcoming LDC graduation may increase competitive pressure. The industry is also required to meet increasingly stringent international standards related to workplace safety, labor rights, environmental sustainability, carbon emissions, and responsible sourcing. Climate change, including extreme heat, flooding, and water-related risks, can further disrupt production and increase operating costs. At the same time, geopolitical tensions and disruptions in global supply chains may affect raw-material prices, shipping costs, and delivery schedules. Therefore, maintaining productivity, improving energy efficiency, adopting advanced technology, strengthening compliance, diversifying export markets and products, and investing in sustainable production are becoming increasingly important concerns for the Bangladesh RMG sector.

(g) Future plan:

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 specially dyeing machines & its modification and to take a proper plan to control & design inventory due to run the production undisrupted and fulfilled the requirement of buyers, in spite of wages increased, changes of political situation and working capital cost increased. We are also continuously focusing towards reduction in operating cost and wastage of water, raw materials & for this, the company has been continued a term of Balance Scorecard which refers to a strategic management performance matric and improvement in efficiency of human resources by proper regular training from GM Band employees to Executive Band 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 04, 2026

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, 2026.

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:

The Ready-Made Garment (RMG) industry of Bangladesh stands as the backbone of the national economy, contributing more than 80% of export earnings and employing over 4 million workers, the majority of whom are women. As the second-largest apparel exporter globally, Bangladesh has achieved remarkable growth over the past three decades. However, the industry now faces a critical transition period shaped by global competition, technological advancement, sustainability demands, and shifting trade policies. This study explores the future trajectory of Bangladesh's RMG sector by analyzing emerging trends, technological innovations, and structural challenges. It highlights key developments such as digital transformation, automation, green manufacturing, and diversification of export markets. At the same time, the research identifies persistent challenges, including over-dependence on low-value products, inadequate backward linkage industries, labor rights concerns, and vulnerability to global economic shocks. The study adopts a qualitative and analytical approach based on secondary data from industry reports, academic literature, and policy documents. The findings suggest that while Bangladesh retains strong competitive advantages in cost efficiency and large-scale production, long-term sustainability will depend on innovation-driven growth, product diversification, and compliance with international environmental and labor standards. Strategic policy interventions and industry-level reforms are essential to ensure resilience and global competitiveness in the evolving apparel market.

(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 31 of the Annual Report.

(iii) Risks and concerns:

At present, the Ready-Made Garments (RMG) sector in Bangladesh is facing several significant risks and concerns that may affect its competitiveness and sustainable growth. The sector is under pressure from rising production costs, energy and gas shortages, higher wages, inflation, and increasing financing and logistics expenses. In addition, uncertainty in global demand, changes in trade policies and tariffs in major export markets, and Bangladesh's upcoming LDC graduation may increase competitive pressure. The industry is also required to meet increasingly stringent international standards related to workplace safety, labor rights, environmental sustainability, carbon emissions, and responsible sourcing. Climate change, including extreme heat, flooding, and water-related risks, can further disrupt production and increase operating costs. At the same time, geopolitical tensions and disruptions in global supply chains may affect raw-material prices, shipping costs, and delivery schedules. Therefore, maintaining productivity, improving energy efficiency, adopting advanced technology, strengthening compliance, diversifying export markets and products, and investing in sustainable production are becoming increasingly important concerns for the Bangladesh RMG sector.

(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. 4,815.18 million as compared to last year's cost of goods sold of Tk. 4,967.76 million. It has been changed for decreasing in the gross turnover during the reporting period. During the reporting period 2,659,636 dozen of garments were produced as against last year's production of 2,667,850 dozen. The decrease in production quantity is 8,214 dozen over the last year. Production capacity

utilized during the reporting period was 83.11%. There was an Increase in wages and salaries to the amount of Tk. 182.16 million as against last year.

(b) Gross Profit:

The company has achieved an export turnover of Tk. 5,178.27 million during the year ended 30th June 2026. Last year's turnover was Tk. 5,360.86 million. The decrease in turnover is 3.41% from the last year. Gross profit earned during the period was Tk. 363.08 million as against last year's gross profit of Tk. 393.10 million.

(c) Net Profit:

Net Profit (after tax) earned during the period was Tk. 28.42 million as compared to last year's Net Profit (after tax) of Tk. 26.64 million. There is a significant veriance with last year's net profit due to deferred tax calculation of service benefit payable.

(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. 14.81 million has been shown as Fair Valuation surplus 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 22 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:

2025-2026 (Value in BDT)

Name of the Parties	Relationship	Nature of Transactions	Opening Balance	Transection during the Year	Paid during the Year	Closing Balance
i. Matex Bangladesh Ltd.	Common Director	Revenue	2,578,639	107,948,668	109,081,644	1,445,663
ii. Apex Yarn Dyeing Ltd.	Common Director	Revenue	3,956,667	80,806,424	84,763,090	-
iii. Apex Lingerie Ltd.	Common Director	Revenue	-	12,510,464	68,236,680	55,726,215
iv. Apex Fashion Wear Ltd.	Common Director	Revenue	-	166,649,964	166,649,964	-
v. Apex Textile Printing Mills Ltd.	Common Director	Revenue	-	148,584,784	204,703,356	56,118,572

2024-2025 (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	3,213,656	114,595,420	115,230,257	2,578,639
ii. Apex Yarn Dyeing Ltd.	Common Director	Revenue	6,506,951	48,030,055	50,580,340	3,956,667
iii. Apex Lingerie Ltd.	Common Director	Revenue	-	9,605,440	9,605,440	-
iv. Apex Fashion Wear Ltd.	Common Director	Revenue	-	105,746,465	105,746,465	-
v. Apex Textile Printing Mills Ltd.	Common Director	Revenue	23,580,000	128,442,591	152,022,591	-

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 Skymark (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 were 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:

The increase in EPS (i.e. up to 3rd Quarter, EPS from operational activities was Tk. 2.56 but annually it has been Tk. 3.37) is mainly for regular increase of turnover in 4th quarter of 2025-2026.

(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 decreased. The decrease in turnover is mainly for decreasing for quantity sold & also per unit rate, although USD Conversion rate has been increased. However, deviation has been affected in operating result due to increase in wages and salaries & other nature fixed expenses.

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

"Figure in Thousand Taka"

Particulars	2025-26	2024-25	2023-24	2022-23	2021-22	2020-21
Operational Data:						
Revenue	5,178,267	5,360,864	5,250,325	4,439,409	4,560,330	4,007,756
Gross Profit	363,083	393,097	386,317	316,296	271,542	260,014
Operating Profit	133,136	146,057	194,005	138,450	66,484	92,154
Profit before Tax	76,628	88,070	133,734	101,859	55,246	54,815
Net Profit after Tax	28,420	26,640	62,049	29,484	28,974	24,636
Earnings Per Share (EPS)	3.38	3.17	3.65	3.51	3.45	2.93
Dividend Per Share	2.00	2.00	2.00	2.00	2.00	2.00

Financial Data:

Total Assets	2,175,005	1,917,413	1,967,752	2,361,651	1,546,322	1,564,733
Property, Plant and Equipment-Gross	1,761,289	1,666,032	1,589,176	1,454,910	1,452,233	1,402,345
Property, Plant and Equipment - Net	377,012	316,413	290,569	202,989	215,457	197,031
Gross Working Capital	1,615,301	1,439,785	1,512,025	1,989,740	1,212,721	1,259,818
Net Working Capital	699,340	738,272	737,486	316,832	156,801	212,929
Working Capital Loan	78,621	19,920	79,236	56,938	47,109	-
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	528,152	516,532	506,691	518,915	371,770	359,597
Share Holders Equity	662,002	637,052	637,677	675,156	490,402	469,516
Long Term Loan	-	-	-	-	52,340	118,126

(xx) Dividend:

Board of Directors has recommended Cash Dividend of Tk. 2.00 per Share of Tk. 10.00 each for the year 2025-2026. 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 27th October, 2026 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 08 (Eight) Board Meetings were held. The attendance record of the Directors is as follows:

Name of Directors	***Meeting attended***
Mr. Zahur Ahmed PhD	08
Mr. Shahriar Ahmed	08
Mr. Mahir Ahmed	08
Mr. Eifaz Ahmed	08
Mrs. Mazeda Khatun	08
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. Mazeda Khatun – Director (ICB Representative)	NIL
Mr. Tarek Nizamuddin Ahmed – Independent Director	NIL
Mr. Mohammad Golam Kibria FCMA – Chief Financial Officer	NIL
Mr. Md. Jahirul Islam ACMA –Head of Internal Audit & Compliance	NIL
Mr. Md. Delour Hossen – Acting Company Secretary	NIL
c) Senior Corporate Executive	
Mr. Kamruzzaman FCA-Executive Director	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:

Mr. Zahur Ahmed PhD and Mr. Mahir Ahmed are retiring from the Board in terms of the Articles of Association of the Company and being eligible, offer themselves for re-election. Beside them with the consent of BSEC Mr. Tarek Nizamuddin Ahmed has re-appointed as Independent Director. The detailed work profiles of all of them are given below:

Mr. Zahur Ahmed PhD

a. Mr. Zahur Ahmed PhD is a Doctorate in Biophysics from USA and former Associate Professor of the State University of New York at Buffalo, USA. He is one of the Director of the company and working in this sector since 1991. During his long tenure with the company Mr. Zahur has gathered vast knowledge about this sector. Mr. Zahur is now the Managing Director of the Company.

b. He is also holding the Directorship of (i) Apex Foods Ltd.; (ii) Apex Lingerie Ltd.; (iii) Apex Yarn Dyeing Ltd.; (iv) Apex Textile Printing Mills Ltd.; (v) Apex Fashion Wear Ltd.; (vi) Apex Agriscience Ltd.; (vii) Apex Biofertilizer & Biopesticides Ltd. (viii) Apex Convenience Foods Ltd. and (ix) Matex Bangladesh Limited.

c. He is not member of any other committee of the Board.

Mr. Mahir Ahmed

a. 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.

b. He is also holding the Directorship of (i) Apex Lingerie Ltd.; (ii) Apex Yarn Dyeing Ltd.; (iii) Apex Textile Printing Mills Ltd.; (iv) Apex Fashion Wear Ltd.; (v) Apex Biofertilizer & Biopesticides Ltd; (vi) Apex Convenience Foods Ltd; (vii) Apex Agriscience Ltd., and (viii) Matex Bangladesh Limited

c. He is a member of Audit committee and Nomination and Remuneration committee of the Board.

Mr. Tarek Nizamuddin Ahmed

a. Mr. Tarek Nizamuddin Ahmed is a post Graduate in Management from the University of Chittagong. After completing his education, he joined as Officer in ICB on August 02, 1987, he held various important positions during his long carrear with ICB and has retired from his service on November 21, 2019 as Deputy General Manager. He was appointed as Independent Director of the Company on April 05, 2023 now he has re-appointed on October 04, 2026.

b. He has sound Knowledge in this Sector.

c. He is not as Independent Director of any other Company.

d. Presently, he is the Chairman of the 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:

As per order of the Bangladesh Securities & Exchange Commission, existing Auditors M/s. Hussain Farhad & Co., Chartered Accountants, retires being the auditors of the Company. Being eligible M/s. Hussain Farhad & Co., Chartered Accountants, offer themselves for appointment as Statutory Auditors of the Company for the year 2026-2027.

(xxix) Appointment of Compliance Auditors:

As per order of the Bangladesh Securities & Exchange Commission for appointment of Compliance Auditors, M/s. Malek Siddiqui Wali., 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 2026-2027.

(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 04, 2026

On behalf of the Board



Shahriar Ahmed
Chairman

পরিচালকগণের প্রতিবেদন

প্রিয় শেয়ারহোল্ডারগণ,

আপনাদের কোম্পানীর পরিচালকগণ ২০২৬ সালের ৩০ শে জুন তারিখে সমাপ্ত হিসাব বছরের বার্ষিক প্রতিবেদন এর সাথে নিরীক্ষকের প্রতিবেদন ও নিরীক্ষিত আর্থিক বিবরণী আপনাদের সম্মুখে উপস্থাপন করতে পেরে আনন্দিত।

পরিচালনা পর্ষদের প্রতিবেদন প্রনয়ণের ক্ষেত্রে কোম্পানী আইন, ১৯৯৪ এর ১৮৪ ধারা এবং বাংলাদেশ সিকিউরিটিজ অ্যান্ড 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

বাংলাদেশের তৈরি পোশাক (RMG) শিল্প জাতীয় অর্থনীতির মেরুদন্ড হিসেবে বিবেচিত হওয়ায় দেশের মোট রপ্তানি আয়ের ৮০% এরও বেশি এই শিল্প থেকে আসে এবং এই খাতে ৪০ লাখেরও বেশি শ্রমিক কর্মরত, যাদের অধিকাংশই নারী। বিশ্বে দ্বিতীয় বৃহত্তম পোশাক রপ্তানিকারক দেশ হিসেবে বাংলাদেশ গত তিন দশকে উল্লেখযোগ্য প্রবৃদ্ধি অর্জন করেছে। তবে বর্তমানে বৈশ্বিক প্রতিযোগিতা, প্রযুক্তিগত অগ্রগতি, টেকসই উন্নয়নের চাহিদা এবং পরিবর্তনশীল বানিজ্যনীতির কারনে এই শিল্প একটি গুরুত্বপূর্ণ রুপান্তরপর্বের মুখোমুখি। এই গবেষণায় উদীয়মান প্রবণতা, প্রযুক্তিগত উদ্ভাবন এবং কাঠামোগত চ্যালেঞ্জ বিশ্লেষনের মাধ্যমে বাংলাদেশের তৈরি পোশাক খাতের ভবিষৎ গতিপথ অনুসন্ধান করা হয়েছে।এতে ডিজিটাল রুপান্তর, স্বয়ংক্রিয়ীকরন, পরিবেশবান্ধব উৎপাদন এবং রপ্তানি বাজারের বহুমুখীকরনের মতো গুরুত্বপূর্ণ উন্নয়নগুলো তুলে ধরা হয়েছে। একই সঙ্গে গবেষণায় কিছু দীর্ঘস্থায়ী চ্যালেঞ্জ চিহ্নিত করা হয়েছে, যার মধ্যে রয়েছে কম মুল্য সংযোজনকারী পন্যের উপর অতিরিক্ত নির্ভরতা, অপর্যাপ্ত পশ্চাৎমুখী সংযোগশিল্প, শ্রমিক অধিকার- সংক্রান্ত উদ্ধেগ এবং বৈশ্বিক অর্থনৈতিক অভিঘাতের প্রতি ঝুকিপ্রবনতা। গবেষণাটি শিল্প সংক্রান্ত প্রতিবেদন, একাডেমিক সাহিত্য এবং নীতিমালা সংক্রান্ত নথি থেকে সংগৃহীত গৌণ তথ্যের ভিত্তিতে গুনগত ও বিশ্লেষনধর্মী পদ্ধতি গ্রহন করেছে। গবেষণার ফলাফল ইঙ্গিত করে যে, ব্যয় দক্ষতা এবং বৃহৎ পরিসরে উৎপাদনের ক্ষেত্রে বাংলাদেশের শক্তিশালী প্রতিযোগিতামূলক সুবিধা বজায় থাকলেও দীর্ঘমেয়াদি টেকসই উন্নয়ন নির্ভর করবে উদ্ভাবন নির্ভর প্রবৃদ্ধি, পন্যের বহূমুখীকরন এবং আর্ন্তজাতিক পরিবেশগত ও শ্রমমান মেনে চলার উপর। পরিবর্তনশীল বৈশ্বিক পোশাকবাজারের শিল্পের স্থিতিস্থাপকতা ও আর্ন্তজাতিক প্রতিযোগিতামূলক সক্ষমতা নিশ্চিত করতে কৌশলগত নীতিগত পদক্ষেপ এবং শিল্পপর্যায়ে সংস্কার অপরিহার্য।

২. খাতওয়ারি অথবা পণ্য ভিত্তিক ফলাফলঃ

যেহেতু এপেক্স স্পিনিং এন্ড নিটিং মিলস্ লিমিটেড শুধু মাত্র তৈরি পোশাক উৎপাদনকারী প্রতিষ্ঠান সেহেতু এখানে পণ্য ভিত্তিক ফলাফলের বিবরণ দেওয়ার কোন সুযোগ নেই। যাহোক বার্ষিক প্রতিবেদনের ৩১ নং নোটে প্রতিষ্ঠানটি কোন দেশে কত রপ্তানী করেছে তার বিস্তারিত বিবরণ দেওয়া হয়েছে।

৩. ঝুঁকি ও উদ্বিগ্নতা সমূহঃ

বর্তমানে বাংলাদেশের তৈরি পোশাক (RMG) খাত এমন কয়েকটি গুরুত্বপূর্ণ ঝুকি ও উদ্বেগের মুখোমুখি হচ্ছে যা এর প্রতিযোগিতামূলক সক্ষমতা এবং টেকসই প্রবৃদ্ধিকে প্রভাবিত করতে পারে। উৎপাদন ব্যয় বৃদ্ধি, জ্বালানী ও গ্যাসের সংকট, উচ্চ মজুরি, মূল্যস্ফীতি এবং অর্থায়ন ও লজিস্টিক ব্যয় বৃদ্ধির কারনে এই খাতটি চাপের মধ্যে রয়েছে। এছাড়াও, বৈশ্বিক চাহিদার অনিশ্চয়তা, প্রধান রপ্তানি বাজারগুলোর বানিজ্যনীতি ও শুল্কের পরিবর্তন এবং বাংলাদেশের আসন্ন এলডিসি (LDC) উত্তরন প্রতিযোগিতামূলক চাপ বাড়তে পারে। একই সঙ্গে, কর্মক্ষেত্রের নিরাপত্তা, শ্রমিক অধিকার, পরিবেশগত টেকসইতা, কার্বন নিঃসরন এবং দায়িত্বশীল সোর্সিং সংক্রান্ত আর্ন্তজাতিক মানদন্ড ক্রমেই কঠোর হচ্ছে। জলবায়ু পরিবর্তন, বিশেষ করে অতিরিক্ত তাপমাত্রা, বন্যা এবং পানিসংক্রান্ত ঝুকি উৎপাদন ব্যাহত করতে পারে এবং পরিচালন ব্যয় বাড়াতে পারে। একই সময়ে ভুরাজনৈতিক উত্তেজনা এবং বৈশ্বিক সরবরাহ শৃঙ্খলে বিঘ্ন কাচামালের দাম, পরিবহন ব্যয় এবং পন্য সরবরাহের সময়সুচিকে প্রভাবিত করতে পারে। তাই উৎপাদনশীলতা বজায় রাখা জ্বালানী দক্ষতা বৃদ্ধি, উন্নত প্রযুক্তি গ্রহন, কমপ্লায়েন্স জোরদার করা, রপ্তানি বাজার ও পন্যের বৈচিত্র আনা এবং টেকসই উৎপাদনে বিনিয়োগ করা বাংলাদেশের RMG খাতের জন্য ক্রমবর্ধমান গুরুত্বপূর্ণ বিষয় হয়ে উঠছে।

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

ক) **বিক্রিত পণ্যের ব্যয়ঃ**

প্রতিবেদন কালীন সময়ে বিক্রিত পণ্যের ব্যয় ছিল ৪,৮১৫.১৮ মিলিয়ন টাকা, যা গত বৎসর ছিল ৪,৯৬৭.৭৬ মিলিয়ন টাকা। এর কারণ মূলত প্রতিবেদন কালীন সময়ে মোট বিক্রয় হ্রাস পাওয়ার জন্য হয়েছে। প্রতিবেদন কালীন সময়ে ২,৬৫৯,৬৩৬ ডজন তৈরি পোশাক উৎপাদন হয়েছে যা গত বৎসর ছিল ২,৬৬৭,৮৫০ ডজন। গত বৎসরের তুলনায় ৮,২১৪

ডজন উৎপাদন হ্রাস পেয়েছে। প্রতিবেদন কালীন সময়ে কোম্পানির উৎপাদন ক্ষমতার ৮৩.১১% শতাংশ ব্যবহৃত হয়েছে। গত বৎসরের তুলনায় প্রতিবেদন কালীন সময়ে মজুরী এবং বেতন ১৮২.১৬ মিলিয়ন টাকা বৃদ্ধি পেয়েছে।

খ) **মোট মুনাফা:**

৩০ জুন ২০২৬ সমাপ্ত বছরে কোম্পানি মোট বিক্রয় করেছে ৫,১৭৮.২৭ মিলিয়ন টাকা। গত বৎসর বিক্রয় ছিল ৫,৩৬০.৮৬ মিলিয়ন টাকা। গত বৎসরের তুলনায় এ বছর ৩.৪১% শতাংশ বিক্রয় হ্রাস পেয়েছে। এ বছর মোট মুনাফা অর্জিত হয়েছে ৩৬৩.০৮ মিলিয়ন টাকা, যা গত বৎসর ছিল ৩৯৩.১০ মিলিয়ন টাকা।

গ) **নীট মুনাফা:**

প্রতিবেদনকালীন সময়ে নীট মুনাফা (কর পরবর্তী) হয়েছে ২৮.৪২ মিলিয়ন টাকা, যা গত বৎসর ছিল ২৬.৬৪ মিলিয়ন টাকা। সার্ভিস বেনিফিট প্রদেয় অর্থের ডেফার্ড ট্যাক্স গণনার কারণে গত বছরের নীট মুনাফার সঙ্গে উল্লেখযোগ্য পার্থক্য হয়েছে ।

৫. অস্বাভাবিক লাভ বা ক্ষতি:

এ বছর বাস্তবিক অর্থে প্রাপ্ত কোন অস্বাভাবিক লাভ বা ক্ষতি নেই। তবে ১৪.৮১ মিলিয়ন টাকা বিনিয়োগের সুষ্ঠু মূল্যায়ণের ফলে উদ্বৃত্ত 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 আর্ন্তজাতিক এ্যাকাউন্টিং স্ট্যান্ডার্ডস (আই.এ.এস) / আর্ন্তজাতিক ফাইন্যান্সিয়াল রিপোর্টিং স্ট্যান্ডার্ডস (আই.এফ.আর.এস) অনুযায়ী হিসাব বিবরণীতে দেখানো হয়েছে। বার্ষিক প্রতিবেদনে ২২ নম্বর নোটে বিস্তারিত বিবরণ দেওয়া হয়েছে।

৬. আন্তঃ সম্পর্কিত কোম্পানীর লেনদেন সমূহ:

১) একই পরিচালকের অধীনে এপেক্স স্পিনিং এন্ড নিটিং মিলস্ লিমিটেডের সাথে ম্যাটেক্স বাংলাদেশ লিমিটেড, এপেক্স ইয়ার্ন ডাইং লিমিটেড, এপেক্স ল্যানজারি লিমিটেড, এপেক্স ফ্যাশন ওয়্যার 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 নিয়মনীতি অনুসরন করে লেনদেন সম্পন্ন হয়েছে যাহা নির্ধারিত হয়েছে যৌথ দরকষাকষির মাধ্যমে। বিস্তারিত নিচে উল্লেখ করা হলো:

২০২৫-২০২৬ 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	২,৫৭৮,৬৩৯	১০৭,৯৪৮,৬৬৮	১০৯,০৮১,৬৪৪	১,৪৪৫,৬৬৩
২) এপেক্স ইয়ার্ন ডাইং লিমিটেড	একই পরিচালক	মুনাফা জাতীয়	৩,৯৫৬,৬৬৭	৮০,৮০৬,৪২৪	৮৪,৭৬৩,০৯০	-
৩) এপেক্স ল্যানজারি লিমিটেড	একই পরিচালক	মুনাফা জাতীয়	-	১২,৫১০,৪৬৪	৬৮,২৩৬,৬৮০	৫৫,৭২৬,২১৫
৪) এপেক্স ফ্যাশন ওয়্যার লিমিটেড	একই পরিচালক	মুনাফা জাতীয়	-	১৬৬,৬৪৯,৯৬৪	১৬৬,৬৪৯,৯৬৪	-
৫) এপেক্স টেক্সটাইল প্রিন্টিং মিলস্ লিমিটেড	একই পরিচালক	মুনাফা জাতীয়	-	১৪৮,৫৮৪,৭৮৪	২০৪,৭০৩,৩৫৬	৫৬,১১৮,৫৭২

২০২৪-২০২৫ 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	৩,২১৩,৬৫৬	১১৪,৫৯৫,৪২০	১১৫,২৩০,২৫৭	২,৫৭৮,৬৩৯
২) এপেক্স ইয়ার্ন ডাইং লিমিটেড	একই পরিচালক	মুনাফা জাতীয়	৬,৫০৬,৯৫১	৪৮,০৩০,০৫৫	৫০,৫৮০,৩৪০	৩,৯৫৬,৬৬৭
৩) এপেক্স ল্যানজারি লিমিটেড	একই পরিচালক	মুনাফা জাতীয়	-	৯,৬০৫,৪৪০	৯,৬০৫,৪৪০	-
৪) এপেক্স ফ্যাশন ওয়্যার লিমিটেড	একই পরিচালক	মুনাফা জাতীয়	-	১০৫,৭৪৬,৪৬৫	১০৫,৭৪৬,৪৬৫	-
৫) এপেক্স টেক্সটাইল প্রিন্টিং মিলস্ লিমিটেড	একই পরিচালক	মুনাফা জাতীয়	২৩,৫৮০,০০০	১২৮,৪৪২,৫৯১	১৫২,০২২,৫৯১	-

২) মূল মালিকদের সাথে লেনদেনঃ

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 করেছেন । দলিল অনুসারে, মোট ব্যবহৃত জায়গার পরিমান 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, আন্তঃ সম্পর্কিত লেনদেন শূণ্য ।

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 ২.৫৬ টাকা কিন্তু বাৎসরিক ইহা হয়েছে ৩.৩৭ টাকা) মূলত ২০২৫-২০২৬ অর্থ বছরের শেষ ত্রৈমাসিক বিক্রয় ও নিট মুনাফা বৃদ্ধি হয়েছে।

১০. স্বতন্ত্র পরিচালকসহ পরিচালকদের পারিশ্রমিকঃ

স্বতন্ত্র পরিচালকসহ পরিচালকদের পারিশ্রমিক নিম্নরূপঃ

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

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

১২. কোম্পানির হিসাববহি 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 ফাইন্যান্সিয়াল রিপোর্টিং স্ট্যান্ডার্ডস (আই.এফ.আর.এস)/ বাংলাদেশ ফাইন্যান্সিয়াল রিপোর্টিং স্ট্যান্ডার্ডস (বি.এফ.আর.এস) যাহা বাংলাদেশে প্রযোজ্য তাহা অনুসরণ করে আর্থিক বিবরণী প্রস্তুত করা হয়েছে এবং কোথাও কোন ব্যত্যয় থাকলে তাহা যথাযথভাবে প্রকাশ করা হয়েছে।

১৫. অভ্যন্তরীণ নিয়ন্ত্রণ ব্যবস্থা সুসংহত ও কার্যকরভাবে 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 নেই।

১৮. গত বৎসরের পরিচালনগত ফলাফলের সহিত চলতি বৎসরের ব্যবধানঃ

এই বছর বিক্রয় গত বছরের তুলনায় হ্রাস পেয়েছে । এটা মূলত বিক্রিত পণ্যের পরিমান এবং প্রতি ইউনিটের মূল্য কমে যাওয়ার ফলে বিক্রয় হ্রাস পেয়েছে যদিও মার্কিন ডলারের মূল্য বৃদ্ধি পেয়েছিল। এছাড়া, মজুরি ও বেতন বৃদ্ধি, ও অন্যান্য স্থায়ী খরচ বৃদ্ধি পাওয়ার কারণে পরিচালনগত খরচে ব্যবধান পরিলক্ষিত হয়েছে।

১৯. পূর্ববর্তী পাঁচ বছরের মূখ্য পরিচালন এবং আর্থিক উপাত্তঃ

"সংখ্যা হাজার টাকায়"

বিবরণ	২০২৫-২৬	২০২৪-২৫	২০২৩-২৪	২০২২-২৩	২০২১-২২	২০২০-২১
পরিচালন তথ্যঃ						
বিক্রয়	৫,১৭৮,২৬৭	৫,৩৬০,৮৬৪	৫,২৫০,৩২৫	৪,৪৩৯,৪০৯	৪,৫৬০,৩৩০	৪,০০৭,৭৫৬
মোট মুনাফা	৩৬৩,০৮৩	৩৯৩,০৯৭	৩৮৬,৩১৭	৩১৬,২৯৬	২৭১,৫৪২	২৬০,০১৪
পরিচালন মুনাফা	১৩৩,১৩৬	১৪৬,০৫৭	১৯৪,০০৫	১৩৮,৪৫০	৬৬,৪৮৪	৯২,১৫৪
করপূর্ব মুনাফা	৭৬,৬২৮	৮৮,০৭০	১৩৩,৭৩৪	১০১,৮৫৯	৫৫,২৪৬	৫৪,৮১৫
করপরবর্তী মুনাফা	২৮,৪২০	২৬,৬৪০	৬২,০৪৯	২৯,৪৮৪	২৮,৯৭৪	২৪,৬৩৬
শেয়ার প্রতি আয়	৩.৩৮	৩.১৭	৩.৬৫	৩.৫১	৩.৪৫	২.৯৩
প্রতি শেয়ারের জন্য লভ্যাংশ	২.০০	২.০০	২.০০	২.০০	২.০০	২.০০
আর্থিক তথ্যঃ						
মোট সম্পদ	২,১৭৫,০০৫	১,৯১৭,৪১৩	১,৯৬৭,৭৫২	২,৩৬১,৬৫১	১,৫৪৬,৩২২	১,৫৬৪,৭৩৩
সম্পত্তি, যন্ত্রপাতি ও যন্ত্রাংশ-মোট	১,৭৬১,২৮৯	১,৬৬৬,০৩২	১,৫৮৯,১৭৬	১,৪৫৪,৯১০	১,৪৫২,২৩৩	১,৪০২,৩৪৫
সম্পত্তি, যন্ত্রপাতি ও যন্ত্রাংশ -নীট	৩৭৭,০১২	৩১৬,৪১৩	২৯০,৫৬৯	২০২,৯৮৯	২১৫,৪৫৭	১৯৭,০৩১
মোট চলতি মূলধন	১,৬১৫,৩০১	১,৪৩৯,৭৮৫	১,৫১২,০২৫	১,৯৮৯,৭৪০	১,২১২,৭২১	১,২৫৯,৮১৮
নীট চলতি মূলধন	৬৯৯,৩৪০	৭৩৮,২৭২	৭৩৭,৪৮৬	৩১৬,৮৩২	১৫৬,৮০১	২১২,৯২৯
চলতি মূলধন ঋণ	৭৮,৬২১	১৯,৯২০	৭৯,২৩৬	৫৬,৯৩৮	৪৭,১০৯	-
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
সংরক্ষন এবং উদ্বৃত্ত	৫২৮,১৫২	৫১৬,৫৩২	৫০৬,৬৯১	৫১৮,৯১৫	৩৭১,৭৭০	৩৫৯,৫৯৭
শেয়ার মালিকদের ইকুইটি	৬৬২,০০১	৬৩৭,০৫২	৬৯৫,১৫০	৬৭৫,১৫৬	৪৯০,৪০২	৪৬৯,৫১৬
দীর্ঘ মেয়াদি ঋণ	-	-	-	-	৫২,৩৪০	১১৮,১২৬

২০. লভ্যাংশঃ

কোম্পানির পরিচালকমন্ডলী ২০২৫-২০২৬ হিসাব বছরে ১০/- (দশ) টাকার শেয়ারের জন্য ২.০০ টাকা হারে নগদ লভ্যাংশ প্রদানের সুপারিশ করছেন। এটি বার্ষিক সাধারণ সভায় আপনাদের অনুমোদন সাপেক্ষে সেই সমস্ত শেয়ারহোল্ডারদের লভ্যাংশ প্রদান করা হবে যাদের নাম কোম্পানীর সদস্য বহিতে অথবা সিডিবিএল এর ডিপোজিটরি তালিকায় অক্টোবর ২৭, ২০২৬ ইং তারিখে কার্য সমাপ্ত সময়ে অন্তর্ভূক্ত থাকবে।

২১. অন্তর্বতীকালীন লভ্যাংশঃ

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

২২. বোর্ডের সভাঃ

এ বৎসর বোর্ডের ০৮ (আট) টি সভা অনুষ্ঠিত হয়েছে। পরিচালকগণের উপস্থিতির তালিকা নিম্নে প্রদত্ত হলঃ

পরিচালকবৃন্দের নাম	সভায় উপস্থিতি
জনাব জহুর আহমেদ পিএইচডি	০৮
জনাব শাহরিয়ার আহমেদ	০৮
জনাব মাহির আহমেদ	০৮
জনাব ইফাজ আহমেদ	০৮
মিসেস মাজেদা খাতুন	০৮
জনাব তারেক নিজামউদ্দিন আহমেদ	০৭

২৩. শেয়ারহোল্ডিংস সংক্রান্ত বিবরণ:

নাম অনুসারে বিবরণ		**শেয়ার সংখ্যা**
ক) **প্যারেন্ট/ সাবসিডিয়ারী/ এসোসিয়েটেড কোম্পানী এবং অন্যান্য সম্পর্কিত পার্টিসমুহ:**		
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 মোহাম্মদ গোলাম কিবরিয়া এফসিএমএ	প্রধান অর্থ কর্মকর্তা	-
জনাব মোঃ জহিরুল ইসলাম এসিএমএ	অভ্যন্তরীণ নিরীক্ষা ও কমপ্লায়েন্স প্রধান	-
জনাব মোঃ দেলোয়ার হোসেন	ভারপ্রাপ্ত কোম্পানী সচিব	-
গ) **উর্ধ্বতন করপোরেট নির্বাহীগণ:**		
জনাব কামরুজ্জামান এফসিএ	নির্বাহী পরিচালক	-
ঘ) **কোম্পানীতে ১০ শতাংশ অথবা তার চেয়ে বেশী ভোটের অধিকারী শেয়ারহোল্ডার:**		
জনাব জহুর আহমেদ পিএইচডি		৯৪৪,৪০০
এপেক্স ফুডস লিমিটেড		২,২৬৩,২০০

২৪. কোম্পানীর পরিচালকবৃন্দের নিয়োগ/পুনঃ নিয়োগ:

জনাব জহুর আহমেদ পিএইচডি এবং জনাব মাহির আহমেদ, কোম্পানির সংঘবিধি মোতাবেক বোর্ড থেকে অবসর নিয়েছেন এবং যোগ্য বিধায় পুনঃনির্বাচনের জন্য ইচ্ছা প্রকাশ করেছেন । এছাড়া বিএসইসির সম্মতি নিয়ে জনাব তারেক নিজামউদ্দিন আহমেদ, স্বতন্ত্র পরিচালক হিসাবে কোম্পানীর পরিচালনা পর্ষদে পুনঃ নিযুক্ত হয়েছেন। তাদের সকলের বিস্তারিত বিবরণ নিম্নরূপ:-

জনাব জহুর আহমেদ পিএইচডি:

ক) জনাব জহুর আহমেদ পিএইচডি, যুক্তরাষ্ট্র থেকে বায়োফিজিক্স-এ ডক্টরেট ডিগ্রি অর্জন করেন এবং যুক্তরাষ্ট্রের বাফেলো স্টেট ইউনিভার্সিটির সহযোগী অধ্যাপক হিসেবে কর্মরত ছিলেন। তিনি এই কোম্পানীর একজন উদ্যোক্তা পরিচালক এবং তিনি **১৯৯১** সাল থেকে এই শিল্প খাতে কাজ করছেন। এই দীর্ঘ সময়ে তিনি এই শিল্প খাতে গভীর জ্ঞান অর্জন করেছেন। তিনি এখন এই কোম্পানীর ব্যবস্থাপনা পরিচালক।

খ) তিনি এই কোম্পানী ছাড়াও ১. এপেক্স ফুডস্ লিমিটেড, ২. এপেক্স ল্যানজারি লিমিটেড, ৩. এপেক্স ইয়ার্ন ডাইং লিমিটেড, ৪. এপেক্স টেক্সটাইল প্রিটিং মিলস্ লিমিটেড ৫. এপেক্স ফ্যাশন ওয়্যার লিমিটেড ৬. এপেক্স এগ্রিসাইন্স লিমিটেড ৭. এপেক্স কনভেনিয়েন্স ফুডস্ লিমিটেড ৮. এপেক্স বায়োফার্টিলাইজারস এন্ড বায়োপেস্টিসাইডস লিমিটেড ও ৯. ম্যাটেক্স বাংলাদেশ লিমিটেড-এর পরিচালক ।

গ) বর্তমানে, তিনি বোর্ডের অন্য কোন কমিটির সদস্য নন।

জনাব মাহির আহমেদঃ

ক) জনাব মাহির আহমেদ, কানাডার টরেন্টো বিশ্ববিদ্যালয় থেকে "জেনেটিকস ও বায়োটেকনোলোজি" 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 বায়োফারটিরাইজার এবং বায়োপেস্টিসাইডস লিমিটেড (৭) এপেক্স কনভিনিয়েন্স ফুডস্ লিমিটেড ও (৮) এপেক্স এগ্রিসাইন্স লিমিটেড এর পরিচালক ।

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

জনাব তারেক নিজামউদ্দিন আহমেদঃ

ক) জনাব তারেক নিজামউদ্দিন আহমেদ ম্যানেজমেন্ট বিষয়ে চট্টগ্রাম বিশ্ববিদ্যালয় হইতে স্নাতকোত্তর ডিগ্রি অর্জন করেন। পড়াশোনা শেষে তিনি ০২ আগষ্ট, ১৯৮৭ সালে আইসিবিতে অফিসার পদে যোগদান করেন, তিনি আইসিবিতে দীর্ঘ কর্মজীবনে বিভিন্ন গুরুত্বপূর্ণ পদে অধিষ্ঠিত ছিলেন এবং ২১ নভেম্বর, ২০১৯ সালে তিনি ডেপুটি জেনারেল ম্যানেজার হিসাবে তাঁর চাকরি থেকে অবসর গ্রহণ করেন । তিনি ০৫ এপ্রিল, ২০২৩ ইং তারিখে এ কোম্পানীর স্বতন্ত্র পরিচালক হিসাবে নিযুক্ত হয়েছিলেন। এখন ০৪ অক্টোবর, ২০২৬ তারিখ তিনি পনঃরায় এই এ কোম্পানীর স্বতন্ত্র পরিচালক হিসাবে নিযুক্ত হয়েছেন।

খ) তিনি এই শিল্প খাত সম্পর্কে গভীর জ্ঞানের অধিকারী।

গ) তিনি অন্য কোন কোম্পানীর স্বতন্ত্র পরিচালক পদে নিযুক্ত নেই।

ঘ) বর্তমানে তিনি বোর্ডের অডিট কমিটির এবং নোমিনেশন ও রিমুনারেশন কমিটির চেয়ারম্যান।

২৫. ম্যানেজমেন্ট আলোচনা এবং বিশ্লেষণ যাহা ব্যবস্থাপনা পরিচালক কর্তৃক স্বাক্ষরিতঃ

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 বিবৃতিঃ

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

২৭. কর্পোরেট গভর্নেন্স কমপ্লায়েন্স প্রতিবেদনঃ

বাংলাদেশ সিকিউরিটিজ অ্যান্ড এক্সচেঞ্জ কমিশনের (বিএসইসি) চাহিদা অনুযায়ী কর্পোরেট গভর্নেন্স প্রতিবেদন পরিশিষ্ট বি ও সি সংযুক্ত করা হলো।

২৮. বিধিবদ্ধ নিরীক্ষক নিয়োগঃ

বাংলাদেশ সিকিউরিটিজ অ্যান্ড এক্সচেঞ্জ কমিশনের আদেশ অনুযায়ী বর্তমান নিরীক্ষক, মেসার্স হুসাইন ফরহাদ অ্যান্ড কোম্পানী, চার্টার্ড এ্যাকাউন্ট্যান্টস্ যোগ্য বিধায় ২০২৬-২০২৭ হিসাব বৎসরের তাহাদেরকে নিরীক্ষক পুনঃ নিয়োগের জন্য প্রস্তাব করেছেন।

২৯. কমপ্লায়েন্স নিরীক্ষকঃ

বাংলাদেশ সিকিউরিটিজ অ্যান্ড এক্সচেঞ্জ কমিশনের (বিএসইসি) নির্দেশনা অনুযায়ী, মেসার্স মালেক সিদ্দিকী ওয়ালী, চার্টার্ড এ্যাকাউন্ট্যান্টস্ যোগ্য বিধায় ২০২৬-২০২৭ হিসাব বৎসরের কর্পোরেট গর্ভর্নেন্স কমপ্লায়েন্স সনদ প্রদানের জন্য কমপ্লায়েন্স নিরীক্ষক হিসাবে, তাহাদেরকে পুনঃ নিয়োগের জন্য প্রস্তাব করেছেন।

৩০. বোর্ড পরিচালকদের সভা ঃ

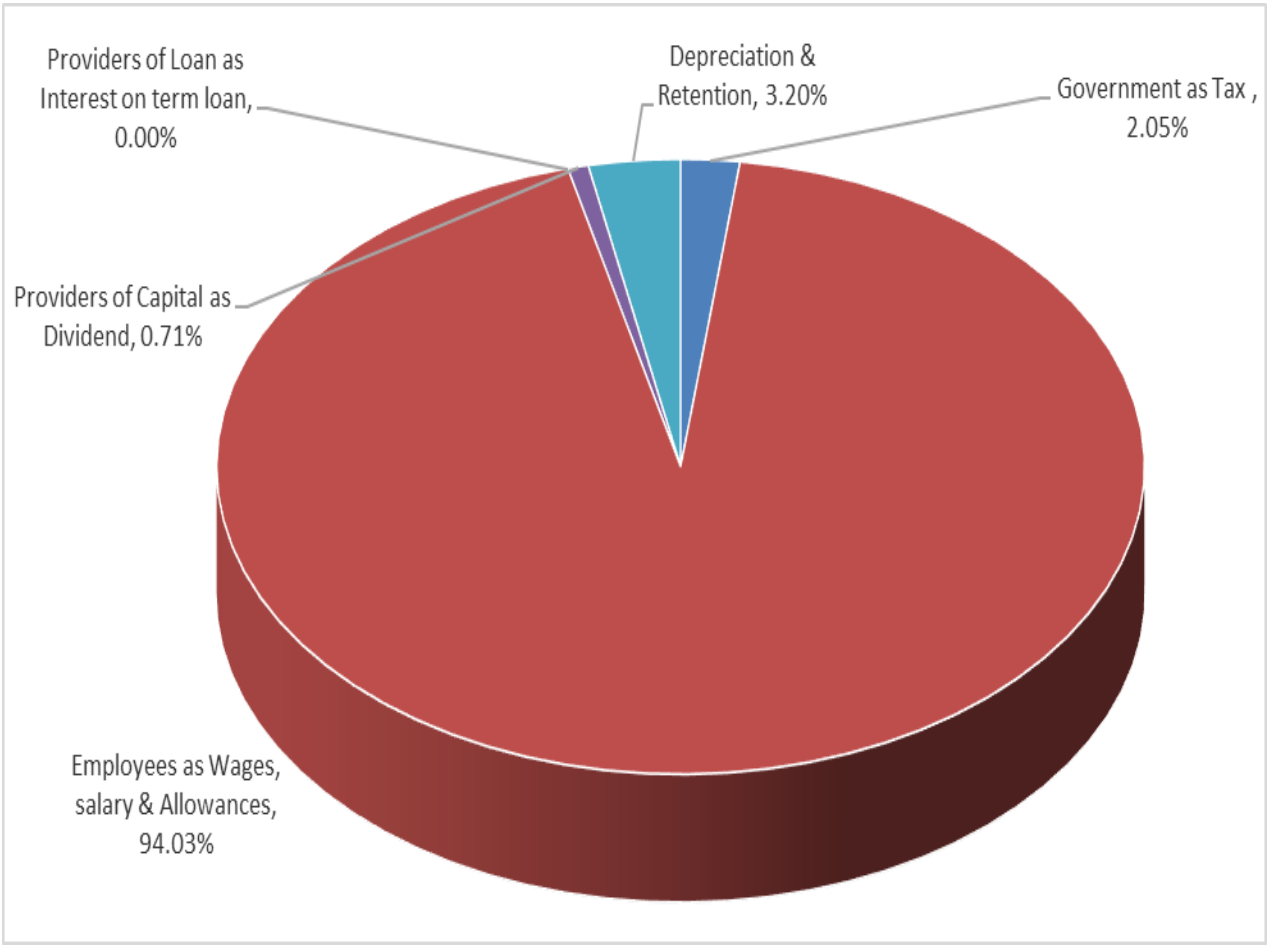
পরিচালকদের বোর্ড সভা এবং ইহার নথি সমূহের সংরক্ষণ ইনষ্টিটিউট অব চার্টার্ড সেক্রেটারীজ অব বাংলাদেশ (আইসিএসবি) এর স্ট্যান্ডার্ডস অনুসারে করা হয়েছে ।

স্থানঃ ঢাকা
তারিখঃ ০৪ অক্টোবর, ২০২৬

বোর্ডের পক্ষে
স্বা/-
শাহরিয়ার আহমেদ
সভাপতি

VALUE ADDED STATEMENT

PARTICULARS	2025-2026	%	2024-2025	
Turnover	5,178,267,267		5,360,863,912	
Less: Bought in Materials & Services	2,859,485,340		3,317,967,429	
Add: Indirect Income/(Loss)	32,551,594		25,034,909	
VALUE ADDED	2,351,333,521		2,167,931,391	
APPLICATIONS				
Government as Tax	48,207,732	2.05	61,430,136	2.83
Employees as Wages, salary & Allowances	2,210,958,889	94.03	2,028,848,641	93.58
Providers of Loan as Interest on term loan	-	-	-	
Providers of Capital as Dividend	16,800,000	0.71	16,800,000	0.77
Depreciation & Retention	75,366,900	3.21	60,852,615	2.81
	2,351,333,521	100.00	2,167,931,391	100.00



Independent Auditor's 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 (the Company or ASKML), which comprise the statement of financial position as at 30 June 2026, and the statement of comprehensive income, statement of changes in equity and statement of cash flows for the year then ended, and notes to the financial statements, including material accounting policy information.

In our opinion, the accompanying financial statements give a true and fair view of the financial position of the Company as at 30 June 2026, and of its financial performance and its cash flows for the year then ended in accordance with IFRS Accounting Standards as issued by the International Accounting Standards Board (IASB) and adopted by Financial Reporting Council (FRC) of Bangladesh.

Basis for opinion:

We conducted our audit in accordance with International Standards on Auditing (ISAs). Our responsibilities under those standards are further described in the *Auditor's Responsibilities for the Audit of the Financial Statements* section of our report. We are independent of the Company in accordance with the International Ethics Standards Board for Accountants' *International Code of Ethics for Professional Accountants (including International Independence Standards)* (IESBA Code), as adopted by the Financial Reporting Council (FRC) as applicable to audits of financial statements of public interest entities, together with the ethical requirements of the Institute of Chartered Accountants of Bangladesh (ICAB) Bye-Laws that are relevant to audits of the financial statements of public interest entities in Bangladesh. We have also fulfilled our other ethical responsibilities in accordance with these requirements and the IESBA Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matters

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

Key Audit Matter	How our audit addressed the key audit matters
Revenue recognition	
At the year ended, the company's reported total revenue of Tk. 5,178,267,267. Revenue is recognized when the amounts and the related costs are reliably measured, and the performance obligation is complete through passing of control to the	We have tested the design and operating effectiveness of key controls focusing on the following: • We assessed the appropriateness of revenue recognition accounting policy in line with the IFRS 15 *Revenue from contracts with customers*; • Performed walkthroughs to understand the adequacy and the design of the revenue cycle;

Key Audit Matter	How our audit addressed the key audit matters
customers. Revenue from the sale of goods is recognized at the time when the goods are dispatched for delivery to the terminal. We identified revenue recognition as a key audit matter because revenue has wide influence on financial statements of ASKML and therefore there is an inherent risk of manipulation of the timing of recognition of revenue by management to meet specific targets or expectations.	• Tested the internal controls over financial reporting on revenue, • We assessed the existence and accuracy of the sales recorded, based among other things on inspection of sales contracts, final acceptances, sales invoices and goods delivery through applying sampling techniques; • We performed substantive analytical to understand how revenue trends over the year among other parameters and performed detailed testing on transactions around the year end, to test cut-off; • We checked the issuance of VAT challan and monthly VAT return; • We checked related LC documents; Our substantive procedures in relation to the revenue recognition comprises the following: • We understood, evaluated and validated the key controls related to the ASKML's sales process from end to end, from contracts approval and sign-off, recording of sales, goods dispatched, all the way through to cash receipts and customers' outstanding balances; • We tested the completeness of journal entries compared to financial statements; as well as if there any exception existed that the debit accounts of sales recognition were not related to cash and bank, trade receivables or advances from customers; • We conducted substantive testing of revenue recorded over the year using sampling techniques, by examining the relevant supporting documents including sales invoices, outbound delivery note and truck challans. We also confirmed customer balances at the statement of financial position date; • 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; and • Finally assessed the appropriateness and presentation of disclosures against relevant accounting Standards.
See note 31 to the financial statements.	

Key Audit Matter	How our audit addressed the key audit matters
Valuation and existence of inventories	
At year end, ASKML has inventories amounting to BDT 441,535,333 which amounted to 20.30% of the total assets. As per IAS 2, inventories are required to be valued at the lower of cost and net realizable value. Cost of inventories includes purchase cost and cost incurred in bringing inventories to its present location and condition. ASKML values its inventories using the First-In, First-Out (FIFO) method. There is a risk of misstatement in the valuation of inventory arising from errors in inventory records, costing and the application of the FIFO method. IAS 2 defines inventories as assets which are: (a) held for sale in the ordinary course of business, (b) in the process of production for such sale, (c) in the form of materials or supplies to be consumed in the production process or rendering of services. There was therefore a risk that assets which do not meet the definition of inventories have been improperly classified as inventory items.	With regard to appropriate valuation of inventories we adopted the following audit procedures: • We observed ASKML's year-end inventory count, performed test counts and reconciled count sheet records to inventory valuation report in order to verify the existence of inventories reported in the accounts; • We tested the purchase costs of a sample of inventory items by inspecting invoices and LC related documents; • We assessed the components of the costs included within inventory items to ensure that they are in conformity with the requirements of IAS 2; • We assessed the movement of inventories and analyzed whether closing inventories were valued using the weighted average method; • We tested on a sample basis, the net realizable value by comparing costs to recent selling prices; • We assessed the listing of the nature of items presented within inventories and analyzed whether they meet the definition of inventories; and • We read the disclosure made by the ASKML for compliance with disclosure requirements.
See note 12 to the financial statements.	
Measurement and recognition of deferred tax	
Company reported net deferred tax liabilities BDT 64,133,118 as at 30 June 2026. Accounting for deferred tax liabilities involves significant management judgment and complexity in identifying taxable temporary differences, determining the tax bases of assets and liabilities, and assessing the applicable tax rates and regulations in the periods in which the liabilities are expected to settle.	Our audit procedures to assess the carrying value of deferred tax liability included the following: o We obtained understanding, evaluated the design and tested the operational effectiveness of the company's key controls over the recognition and measurement of deferred tax liabilities and the determination of temporary differences between accounting and tax bases. o We also assessed the completeness and accuracy of the data used in determining the tax base and carrying value of assets and liabilities (primarily property, plant and equipment). o We tested mathematical accuracy in calculation

Key Audit Matter	How our audit addressed the key audit matters
	of deferred tax. o We evaluated the reasonableness of key assumptions, timing of reversal of taxable temporary differences, the applicable tax rates enacted at the reporting date, and the recognition and measurement of deferred tax liability. o We assessed the adequacy of the company's disclosures setting out the basis of deferred tax liability balances and the level of estimation involved. o We also evaluated the tax implications, the reasonableness of estimations and calculations determined by management. o We also involved our internal experts from the tax area in the analysis of the reasonableness of the tax assumptions on the basis of the applicable legislation. Finally assessed the appropriateness and presentation of disclosures against IAS 12 Income Taxes.
See note no 24 to the financial statements.	

Other Matter:

The Financial Statement of the company for the year ended 30 June 2025 were audited by Malek Siddiqui Wali Chartered Accountants, who expressed an unmodified opinion on those statement on 13 October, 2025.

Other Information

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

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

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

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

Management is responsible for the preparation of financial statements that give a true and fair view in accordance with IFRS Accounting Standards as issued by the IASB and adopted by FRC, and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

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

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

Auditor's Responsibilities for the Audit of the Financial Statements

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

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

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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

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

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

Report on other Legal and Regulatory Requirements

In accordance with the Companies Act, 1994 and Financial Reporting Act, 2015, 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 account 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 the statement of comprehensive income dealt with by the report are in agreement with the books of account and returns; and

d) the financial statements have been prepared in accordance with standards, framework, compliance and guidelines adopted and promulgated by Financial Reporting Council;

Sd/-
AKM Fazlul Haque FCA, Enrolment Number: 1090
Hussain Farhad & Co. *Chartered Accountants*
Firm FRC Enlistment Number: CAF-001-125
Dhaka, Dated: 04 October 2026
DVC: 2610041090AS902566

APEX SPINNING & KNITTING MILLS LIMITED
STATEMENT OF FINANCIAL POSITION
AS AT JUNE 30, 2026

Value in Taka

	Notes	30.06.2026	30.06.2025	01.07.2024
ASSETS				
Non-Current Assets:		**559,703,989**	**477,628,259**	**455,726,493**
Property, Plant and Equipment	8	377,012,052	316,413,135	290,569,718
Investment	9	49,264,100	34,454,725	46,082,200
Investment in Financial Assets	10	96,903,447	90,236,009	83,209,435
Security Deposits	11	36,524,390	36,524,390	35,865,140
Current Assets:		**1,615,301,229**	**1,439,785,245**	**1,512,025,769**
Inventories	12	441,535,333	226,483,442	224,891,751
Trade Receivables	13	387,708,728	368,033,666	428,984,782
Advances, Deposits & Prepayments	14	216,156,108	299,189,739	249,814,411
Other Receivables	15	368,968,999	279,052,760	216,146,766
Margin on Acceptance	16	91,849,911	234,043,726	326,068,132
Investment in Financial Assets Investment	17	33,728,750	-	-
Cash & Cash Equivalents	18	75,353,400	32,981,911	66,119,927
TOTAL ASSETS		**2,175,005,218**	**1,917,413,503**	**1,967,752,262**
EQUITY AND LIABILITIES				
Shareholders' Equity:		**662,001,628**	**637,052,988**	**637,677,229**
Share Capital	19	84,000,000	84,000,000	84,000,000
Share Premium	20	15,000,000	15,000,000	15,000,000
Reserve and Surplus	21	528,152,518	516,532,315	506,691,828
Fair Valuation Surplus of Investment	22	34,849,110	21,520,673	31,985,401
Non-Current Liabilities:		**597,043,099**	**578,847,645**	**555,534,861**
Service Benefit Obligation	23	532,909,981	508,936,967	478,939,987
Deferred Tax Liability	24	64,133,118	69,910,678	76,594,874
Current Liabilities:		**915,960,491**	**701,512,870**	**774,540,172**
Working Capital Loan	25	78,621,383	19,920,856	79,236,178
Short Term Loan	26	52,567,257	-	-
Trade Payables	27	495,948,529	375,513,611	417,681,423
Sundry Payables & Provisions	28	158,994,695	50,203,742	88,699,905
Current Tax Liabilities	29	128,362,339	254,741,818	187,790,237
Unclaimed Dividend Account	30	1,466,288	1,132,843	1,132,429
Total Liabilities		**1,513,003,590**	**1,280,360,515**	**1,330,075,033**
TOTAL EQUITY AND LIABILITIES		**2,175,005,218**	**1,917,413,503**	**1,967,752,262**
Net Assets Value (NAV) Per Share	40	**78.81**	**75.84**	**75.91**
Net Assets Value (NAV) Per Share-previously Reported		**-**	**83.11**	**82.76**

Annexed notes form an integral part of these Financial Statements.

Sd/-	Sd/-	Sd/-
Zahur Ahmed PhD	Eifaz Ahmed	Mohammad Golam Kibria FCMA
Managing Director	Director	Chief Financial Officer

Signed in terms of our report of even date.

Hussain Farhad & Co, Chartered Accountants
Firm FRC Enlistment no. CAF-001-125
Sd/-
A.K.M Fazlul Haque, FCA
Enrolment No: 1090
DVC: 2610041090AS902566

Dated, Dhaka
October 04, 2026

APEX SPINNING & KNITTING MILLS LIMITED
STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME
FOR THE YEAR ENDED JUNE 30, 2026

Value in Taka

	Notes	2025-2026	2024-2025
REVENUE	**31**	**5,178,267,267**	**5,360,863,912**
Cost of Goods Sold	**32**	**(4,815,183,423)**	(4,967,766,640)
GROSS PROFIT		**363,083,844**	**393,097,272**
OPERATING EXPENSES:		**(229,948,305**	**(247,039,340)**
Other Operating Income/(Loss)	**33**	16,987,885	10,328,170
Administrative & Selling Overhead	**34**	(246,936,190)	(257,367,510)
OPERATING PROFIT		**133,135,539**	**146,057,932**
Non-Operating Income/(Loss)	**35**	15,563,709	14,706,738
Financial Expenses	**36**	(70,509,203)	(71,086,918)
PROFIT BEFORE WPPF		**78,190,045**	**89,677,752**
Workers Profit Participation Fund (WPPF)	**37**	(1,562,108)	(1,607,132)
PROFIT BEFORE TAX		**76,627,937**	**88,070,620**
Tax Expenses:	**38**	**(48,207,734)**	**(61,430,134)**
Current Tax		(40,731,822)	(66,951,581)
Prior Year Adjustment	**49**	(14,734,408)	-
Deferred Tax Income/(Expenses)	**24**	7,258,496	5,521,447
NET PROFIT AFTER TAX		**28,420,203**	**26,640,486**
Other comprehensive income:			
Fair valuation surplus/(deficit) of investment	**22**	**13,328,437**	**(10,464,728)**
Fair valuation surplus/(deficit) during the year	**22.1**	14,809,375	(11,627,475)
Less: Deferred tax income/(expense)	**22.1**	(1,480,937)	1,162,748
TOTAL COMPREHENSIVE INCOME		**41,748,640**	**16,175,759**
Basic Earnings Per Share (EPS)	**39**	**3.38**	**3.17**
Basic Earnings Per Share (EPS)-Previously Reported		-	**3.60**

Annexed notes form an integral part of these Financial Statements.

Sd/-	Sd/-	Sd/-
Zahur Ahmed PhD	Eifaz Ahmed	Mohammad Golam Kbria FCMA
Managing Director	Director	Chief Financial Officer

Signed in terms of our report of even date.

Hussain Farhad & Co, Chartered Accountants
Firm FRC Enlistment no. CAF-001-125

Place: Dhaka
Date: October 04, 2026
DVC: 2610041090AS902566

Sd/-
A.K.M Fazlul Haque, FCA
Enrolment No: 1090

APEX SPINNING & KNITTING MILLS LIMITED
STATEMENT OF CHANGES IN EQUITY
FOR THE YEAR ENDED JUNE 30, 2026

Value in Taka

Particulars	Share Capital	Share Premium	Tax Holiday Reserve	Retained Earnings	Capital Gain	Fair Valuation Surplus	Total
As at June 30, 2025 (Restated)	**84,000,000**	**15,000,000**	**129,700,699**	**384,079,798**	**2,751,818**	**21,520,673**	**637,052,988**
Net profit after tax for the year	-	-	-	28,420,203	-	-	**28,420,203**
Dividend Paid for the year 2024-2025	-	-	-	(16,800,000)	-	-	(16,800,000)
Fair valuation surplus/(deficit) of investment	-	-	-	-	-	13,328,437	**13,328,437**
As at June 30, 2026	**84,000,000**	**15,000,000**	**129,700,699**	**395,700,001**	**2,751,818**	**34,849,110**	**662,001,628**

As at July 01, 2024	**84,000,000**	**15,000,000**	**129,700,699**	**431,712,110**	**2,751,818**	**31,985,401**	**695,150,028**
Restatement Adjustment (Note-50)	-	-	-	(57,472,799)	-	-	(57,472,799)
Re-Stated Balance as at July 01, 2024	**84,000,000**	**15,000,000**	**129,700,699**	**374,239,311**	**2,751,818**	**31,985,401**	**637,677,229**
Net profit after tax for the year 2024-2025	-	-	-	26,640,487	-	-	**26,640,487**
Dividend Paid for the year 2023-2024	-	-	-	(16,800,000)	-	-	(16,800,000)
Fair valuation surplus/(deficit) of investment	-	-	-	-	-	(10,464,728)	**(10,464,728)**
As at June 30, 2025 (Restated)	**84,000,000**	**15,000,000**	**129,700,699**	**384,079,798**	**2,751,818**	**21,520,673**	**637,052,988**

*The Retained Earnings has been Re-stared and details are given in note-50.

Annexed notes form an integral part of these Financial Statements.

Sd/-	Sd/-	Sd**/-**
Zahur Ahmed PhD	Eifaz Ahmed	Mohammad Golam Kibria FCMA
Managing Director	Director	Chief Financial Officer

APEX SPINNING & KNITTING MILLS LIMITED
STATEMENT OF CASH FLOWS
FOR THE YEAR ENDED JUNE 30, 2026

Value in Taka

	Notes	2025-2026	2024-2025
CASH FLOWS FROM OPERATING ACTIVITIES:			
Collection from revenue		5,158,438,166	5,420,664,635
Financial income from SND A/C		402	424
Other income from operational foreign exchange gain/(loss)		13,461,389	(12,908,683)
Received from PF Lapse		1,227,985	1,042,956
Received from Sale of wastage goods/Items		3,754,167	3,457,508
Bank charges & commission		(21,557,873)	(20,300,245)
Income tax paid during the year		(89,263,188)	(72,894,766)
Payment for costs and expenses		(4,894,456,342)	(5,132,981,288)
Net cash generated from/(used in) operating activities (a)		**171,604,706**	**186,080,542**
CASH FLOWS FROM INVESTING ACTIVITIES:			
Property, plant and equipment acquired		(124,714,715)	(76,855,548)
Received from Sale of Assets		500,000	-
Advance against Purchase of Fixed Assets		-	(106,669)
Investment in Financial Assets		(40,396,188)	(7,026,574)
Financial Income from FDRs		9,524,912	8,783,218
Income from dividend		1,595,098	1,480,862
Net cash generated from/(used in) investing activities (b)		**(153,490,893)**	**(73,724,711)**
CASH FLOWS FROM FINANCING ACTIVITIES:			
Working capital loan received/(repaid)		58,700,527	(59,315,322)
Long term loan received/(repaid)		-	-
Short term loan received/(repaid)		52,429,879	-
Dividend paid during the year		(16,466,555)	(16,799,586)
Interest & other financial charges paid		(70,509,203)	(71,086,918)
Net cash generated from/(used in) financing activities (c)		**24,154,648**	**(147,201,826)**
Net increase/(decrease) in cash and cash equivalents (a+b+c)		**42,268,461**	**(34,845,995)**
Cash and cash equivalents on opening		32,981,911	66,119,927
The effect of foreign exchange translation (loss)/gain		103,028	1,707,979
Cash and cash equivalents on closing		**75,353,400**	**32,981,911**
Net Operating Cash Flows Per Share	**41**	**20.43**	**22.15**

Annexed notes form an integral part of these Financial Statements.

Sd/-	Sd/-	Sd/-
Zahur Ahmed PhD	Eifaz Ahmed	Mohammd Golam Kibria FCMA
Managing Director	Director	Chief Financial Officer

Signed in terms of our report of even date.

- Please refer to Annexure-B for Reconciliation of cash flow from operating activities under direct method and indirect method as per requirement of Bangladesh Securities & Exchange Commission (BSEC).
- There was no significant variance in net operating cash flows as compared to the last year. The Net Operating Cash Flow per Share is Tk. 20.43 but it was Tk. 22.15 in 2024-2025.

APEX SPINNING & KNITTING MILLS LIMITED
NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED JUNE 30, 2026

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

*Note: We don't have any lease agreements. The details are disclosed in Note-43 (c).

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 %

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, 2026 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 2026 and its statement of profit or loss and other comprehensive income for the year ended 30 June 2026 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, 2026.

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 tax on gross receipts during the period U/S 163 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, 22.50% on cash incentive realized as per provision of the Income Tax Act, 2023 and tax 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 39.

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 2020 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 -B.

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. 122.65 & Tk. 123.65 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.

- **Retirement Benefit:**

The Company operates a service benefit as obligatory fund for its permanent employees according to the "Labour Act, 2006 (amendment in 2026)". The Company provisions the amount of service benefit payable by adding the current year entitle amount & less the settlement amount of leave/retire employees from the company with the opening balance of service benefit payable.

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 recognized 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 recognized. Only when the realization 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 Going Concern:

The financial statements have been prepared on a going concern basis. Management has assessed the Company's financial position, operating performance, cash flows and available financial resources and considers that the Company has adequate resources to continue its operations for the foreseeable future. Accordingly, management considers the going concern basis of accounting appropriate for the preparation of these financial statementsThe financial statements have been prepared on a going concern basis. Management has assessed the Company's financial position, operating performance, cash flows and available financial resources and considers that the Company has adequate resources to continue its operations for the foreseeable future. Accordingly, management considers the going concern basis of accounting appropriate for the preparation of these financial statements.

3.23 Impairment of Assets:

At each reporting date, the Company assesses whether there is any indication that property, plant and equipment, investments and otl1er non-financial assets may be impaired. Where such indications exist, the recoverable amount of the relevant assets is estimated in accordance with IAS 36, llllpairnient of Assets. For financial assets, the Company assesses expected credit losses in accordance with IFRS 9, Financial Instruments.

Based on management's assessment, no impairment loss was identified in respect of property, plant and equipment, investments, receivables and other financial assets as at the reporting date. Accordingly, no impairment loss has been recognised in these financial statements.

3.24 Financial Instruments:

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

(i)**Recognition and Initial Measurement**

Trade receivables and debt securities issued arc initiaJJy recognised when they are originated. All other financial assets and financial liabilities are initially recognised when the Company becomes a party to the contractual provisions of the instrument.

A financial asset (unless it is a trade receivable without a significant financing component) or a financial liability is initially measured at fair value, plus- for an item not measured at fair value through profit or loss (FVTPL)-transaction costs that are directly attributable to its acquisition or issue. A trade receivable without a significant financing component is initially measured at the transaction price.

(ii)Classification and Subsequent Measurement

A. Financial Assets

On initial recognition, a financial asset is classified as measured at one of the following:

Amortised cost;

Fair value through other comprehensive income (FVOCI) - debt investment;

FVOCI - equity investment; or
Fair value through profit or loss (FVTPL).
Financial assets are not reclassified after initial recognition unless the Company changes its business model for managing financial assets. In such cases, all affected financial assets are reclassified on the first day of the first reporting period following the change in business model.

Financial assets measured at amortised cost
A financial asset is measured at amortised cost if it meets both of the following conditions and is not designated as at FVTPL:
It is held within a business model whose objective is to hold assets to collect contractual cash flows and
Its contractual terms give rise, on specified dates, to cash flows that are solely payments of principa and interest (SPPI) on the principal amount outstanding.
Debt investments measured at FVOCI
A debt investment is measured at FVOCI if it meets both of the following conditions and is not designated as at FVTPL:
It is held within a business model whose objective is achieved by both collecting contractual cast flows and selling financial assets; and
Its contractual terms give rise, on specified dates, to cash flows that are solely payments of principa and interest (SPPI) on the principal amount outstanding.
Equity investments designated at FVOCI
On initial recognition, for an equity inveshnent that is not held for trading, the Company may make an irrevocable election to present subsequent changes in the investment's fair value in OCI. This election is made on an investment-by-investment basis.

Financial assets measured at FVTPL
All financial assets not classified as measured at an1ortised cost or FVOCI under the criteria described above are measured at FVTPL. This includes all derivative financial assets. On initial recognition, the Compru1y may irrevocably designate a financial asset that wouJd othenvise qualify for amortised cost or FVOCI measurement as at FVTPL if doing so eliminates or significantly reduces an accounting mismatch that would otherwise arise.

Financial assets - business model assessment
The Company assesses the objective of the business model in which a financial asset is held at the portfolio level, as this best reflects how the business is managed and how information is provided to management. The assessment considers:

- The stated policies and objectives for the portfolio and how those policies operate in practice. These include whether management's strategy focuses on earning contractual interest income, maintaining a particular interest-rate profile, matching the duration of financial assets with related liabilities or expected cash outflows, or realising cash flows through the sale of assets.
- Bow portfolio performance is evaluated and reported to the Company's manamgement.
- The risks that affect the performance of the business model and the financial assets held within it and how those risks are managed.
- How business manae-ers are compensated- for examole. whether comvensation is based on the fair

Financial assets - subsequent measurement and gains and losses
The subsequent measurement of financial assets and the recognition of related gains and losses

Classification	Subsequent measurement and recognition
Financial assets at FVTPL	Subsequently measured at fair value. Net gains and losses, including any interest or dividend income, are recognised in profit or loss.

Financial assets at amortised cost	Subsequently measured at amortised cost using the effective interest method. The amortised cost is reduced by impairment losses. Interest income, foreign exchange gains and losses, and impairment are recognised in profit or loss. Any gain or loss on derecognition is also recognised in profit or loss.
Debt investments at FVOCI	Subsequently measured at fair value. Interest income calculated using the effective interest method, foreign exchange gains and losses, and impairment are recognised in profit or loss. Other net gains and losses are recognised in OCI. On derccognition, accumulated gains ru1d losses in OCI are reclassified to
Equity investments atFVOCI	Subsequently measured at fair value. Dividends are recognised as income in profit or loss unless the dividend clearly represents a recovery of part of the investment's cost. Other net gains and losses are recognised in OCI and are never reclassified to profit or loss.

Financial Assets Held by the Company
The Company's financial assets include cash and cash equivalents, trade and other receivables, and short-tem1 investments.

3.25 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 30.06.2026 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 2026 are located in Bangladesh.

6. Others:

6.01 Comparative information

Comparative information has been disclosed in respect to the year 2024-2025 for all numerical information of the financial statements and also the narrative and descriptive information when it is relevant for understanding of the current period's financial statements as per IAS 1 para 41 and also third statement of financial position has been disclosed according to Para 40A of IAS 1.

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 2025 to 30th June 2026.

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, 2026
ii) Statement of Profit or Loss and Other Comprehensive Income for the year ended 30th June, 2026
iii) Statement of Changes in Equity for the year ended 30th June, 2026
iv) Statement of Cash Flows for the year ended 30th June, 2026 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 4th October, 2026.

		30.06.2026	**30.06.2025**
8.	**PROPERTY, PLANT AND EQUIPMENT:**		
	A. Cost:		
	Opening Balance	1,666,032,038	1,589,176,490
	Add: Addition during the year	124,714,715	76,855,548
	Less: Disposal during the year	(29,458,154)	-
		1,761,288,599	**1,666,032,038**
	B. Accumulated Depreciation:		
	Opening Balance	1,349,618,903	1,298,606,773
	Add: Addition during the year	63,746,695	51,012,130
	Less: Disposal during the year	(29,089,051)	-
		1,384,276,547	**1,349,618,903**
	Written Down Value as on 30.06.2026 (A-B)	**377,012,052**	**316,413,135**

Depreciation charged to:

Manufacturing Accounts	57,700,167	45,876,478
Profit & Loss Accounts	6,046,527	5,135,652
	63,746,695	**51,012,130**

For further details please refer to Annexure-A

9.	**INVESTMENT:**		
(i)	Apex Foods Limited (Public Limited Company) (Total number of Shares 169,250 and Total cost of Shares Tk. 8,973,415.)	47,694,650	32,885,275
(ii)	Central Depositary 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
		49,264,100	**34,454,725**

	30.06.2026	30.06.2025
Market Price of Listed Company Shares		
Apex Foods Limited	281.80	194.30

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

10. INVESTMENT IN FINANCIAL ASSETS:

Fixed deposits A/C with EBL	**96,903,447**	**90,236,009**
	=========	=========

Note: 02 FDR's are made with Eastern Bank PLC for more than one year i.e. 380 days.

Sl No.	FDR Number	Bank Name	Interest Rate %	Opening Date	Maturity Date	Closing Balance	Lien Status
1	1045960340344	EBL	9.75%	22.05.2025	07.06.2027	48,451,723.74	No Lien
2	1045960340354	EBL	9.75%	22.05.2025	07.06.2027	48,451,723.74	No Lien

11. SECURITY DEPOSITS:

Security Deposits to TGTDCL	30,318,897	30,318,897
Guarantee Margin to EBL for TGTDCL	5,791,493	5,791,493
Security Deposits for Office Rent	405,000	405,000
Security Deposits for TNT & Mobile	9,000	9,000
	---	---
	36,524,390	**36,524,390**
	=========	=========

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

12. INVENTORIES:

Finished Goods	**Quantity**			
T Shirts	9,180	Doz	24,495,360	20,933,235
			24,495,360	**20,933,235**
Work in Process				
Dyed Fabric	294,232	Mtr	52,975,481	41,697,321
Knitted Fabric	109,896	Kg	55,447,394	8,591,115
Garments & Fabrics (690,081 Mtr, 137,679 kg)	63,147	Doz	104,900,853	36,892,286
			213,323,728	**87,180,722**
Raw Materials				
Yarn	186,160	Kg	85,482,752	34,620,037
Dyes & Chemicals	69,833	Kg	68,720,215	52,724,558
			154,202,967	**87,344,595**
Accessories	Various		**49,513,278**	**31,024,890**
			---	---
			441,535,333	**226,483,442**
			=========	=========

- 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	**387,708,728**	**368,033,666**
	==========	==========

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

	30.06.2026	30.06.2025
Ageing of the trade receivable	**Amount (Tk.)**	**Amount (Tk.)**
30 Days	221,801,477	281,562,015
60 Days	165,850,017	80,684,201
90 Days	57,235	5,787,450
	387,708,728	**368,033,666**

- 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**	181,598,544	294,860,002
Advance against expenses		34,557,564	4,329,737
		216,156,108	**299,189,739**

14. a ADVANCE INCOME TAX:

Opening Balance	294,860,002	221,965,236
Add: Paid during the year	89,263,188	72,894,766
Less: Adjustment during the year	(202,524,645)	-
Closing Balance	**181,598,544**	**294,860,002**

- 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	10,595,600	57,191,400
FDRs Interest receivable	1,055,152	1,328,475
Receivable against adjustable business tax	20,678,936	-
PF laps receivable (employer portion) note 15.a	831,556	1,227,985
Receivable against AT & VAT Current Account note 15.b	335,807,755	219,304,900
	368,968,999	**279,052,760**

15.a PF LAPSE RECEIVABLE:

Opening Balance	1,227,985	1,042,956
Add: Additional during the year	831,556	1,227,985
Less: Received during the year	(1,227,985)	(1,042,956)
Closing Balance	**831,556**	**1,227,985**

15.b Receivable against VAT Current Account:

Opening Balance	219,304,900	165,888,576
Add: Additional during the year	116,502,855	53,416,324
Closing Balance	**335,807,755**	**219,304,900**

- ❖ 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 is maximum 06 (Six) months.
- ❖ FDR's interest receivable represents the provision of interest receivable on FDR's 30.06.2026.
- ❖ According to amendment of The VAT & Supplementary Duty Act 2012 (SRO # 158-Low/2025/286-

Mushok dated 27th May, 2025), amount receivable as per VAT Return will be adjustable in future.

- Lapse amount of BDT 831,556/- of employer's contribution to provident fund has been accounted for according to IAS 1.

	30.06.2026	30.06.2025
16. MARGIN ON ACCEPTANCE:		
Margin on Acceptance-EBL	**91,849,911**	**234,043,726**
	=========	=========

Margin on Acceptance (EBL) has converted in BDT at closing rate @ 122.65 per USD as on 30.06.2026 & as compare to BDT @ 121.90 per USD as on 30.06.2025 which has retained for settlement of back-to-back L/C in due date.

Margin Account with Eastern Bank PLC	**$ 748,878.20**	**$ 1,919,964.94**

17. INVESTMENT IN FINANCIAL ASSETS:

Fixed deposit Receipts with HSBC (USD)	**33,728,750**	**-**
	=========	=========

- One USD FDR has been opened with HSBC for 3 months duration .

Sl No.	FDR Number	Bank Name	Interest Rate %	Opening Date	Maturity Date	Closing Balance	Lien Status
1	001-078096-201 (USD)	HSBC	3.25%	14.06.2026	14.09.2026	$275,000	No Lien

18. CASH AND CASH EQUIVALENTS:

Cash in hand	**20,000**	**20,000**
Cash at banks :		
CD Account with SCB, Dhaka	179,749	181,486
CD Account with Mutual Trust Bank PLC, Chandora	141,629	1,313,788
CD Account with Dutch Bangla Bank PLC, Dhaka	69,216,687	1,010,060
OD Account with Brac Bank PLC, Dhaka	719,832	-
CD Account with HSBC-Dividend, Dhaka	1,477,648	1,104,980
OD Account with EB PLC, Dhaka	-	623,589
Foreign Currency Account with Eastern Bank PLC, Dhaka	2,864,768	25,276,293
Foreign Currency Account with HSBC, Dhaka	32	2,716,517
Deposits to Royal Capital Ltd	1,837	1,987
SND Account with SCB, Dhaka	728,637	729,212
SND Account with Eastern Bank PLC, Principal Branch, Dhaka	2,238	3,656
SND Account with HSBC, Dhaka	343	343
	75,333,400	**32,961,911**
	75,353,400	**32,981,911**
	==========	==========

Foreign Currency Account balances in USD are given below which has converted in BDT at closing rate @ 122.65 per USD as on 30.06.2026 & as compare to BDT @ 121.90 per USD as on 30.06.2025:

	In USD	In USD
Foreign Currency Account with Eastern Bank PLC, Dhaka	$23,357.26	$207,352.69
Foreign Currency Account with HSBC, Dhaka	$0.26	$22,284,80

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

19. 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
25th 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 22nd January, 1997	Bonus	140,000	100	14,000,000	Bonus Share
Total		**840,000**	**100**	**84,000,000**	
Split the share on 13th 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 30.06.2026:	**30.06.2026**	**30.06.2025**
Sponsors & Directors	50.71%	52.76%
Institutions	13.56%	12.53%
Foreign Shareholders	0.25%	0.25%
Public - Local	35.49%	34.46%
	100.00%	**100.00%**

The Company had the following non-resident Shareholders on 30.06.2026:

NAME	FOLIO/BO NO.	NO. OF SHARE
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:

No. of Share Holders	Range	Total Holdings	In %
1,692	Less than & equal 500 Shares	203,981	2.43
372	501 to 5,000 Shares	689,759	8.21
48	5001 to 10,000 Shares	328,781	3.91
22	10,001 to 20,000 Shares	314,307	3.74
11	20,001 to 30,000 Shares	259,594	3.09
6	30,001 to 40,000 Shares	198,502	2.36
5	40,001 to 50,000 Shares	234,678	2.79
8	50,001 to 100,000 Shares	541,091	6.44
10	100,001 to 200,000 Shares	1,405,907	16.74
4	Over 200,000 Shares	4,223,400	50.28
2,178		**8,400,000**	**100.00**

20. 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.

21. RESERVE AND SURPLUS:		
Reserve for Re-Investment	129,700,699	129,700,699
Retained Earnings (note-21.1)	395,700,003	384,079,798
Capital Gain	2,751,818	2,751,818
	528,152,520	**516,532,315**

- 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.

	30.06.2026	**30.06.2025**
21.1 RETAINED EARNINGS		
Opening Balance	384,079,798	431,712,110
Less: Adjustment for Restatement	-	(57,472,799)
Restated Opening Balance	**384,079,798**	**374,239,311**
Add: Net Profit after tax during the period	28,420,203	26,640,487
Less: Dividend Paid	(16,800,000)	(16,800,000)
	395,700,001	**384,079,798**

Deferred tax liability on service benefit payable as on 30th June, 2025 Tk. 61,072,436/- has been accounted. According to para 43 of IAS 8, opening balance of deferred tax liability (note 24-e) and Retained Earnings as on July 01, 2024 has been restated by amount to Tk. 57,472,798/- and also Deferred Tax Expenses for the year 2024-2025 has been restated by amount to Tk. 3,599,638/-.

22. FAIR VALUATION SURPLUS/(DEFICIT) OF INVESTMENT:

Opening Balance	21,520,673	31,985,401
Adjustment for fair valuation surplus/(deficit) during the year	13,328,437	(10,464,728)
	34,849,110	**21,520,673**

- 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.

Fair Valuation of Opening Investment	34,454,725	46.082,200
Fair Valuation of Closing Investment	49,264,100	34,454,725
	14,809,375	**(11,627,475)**
Add/Less: Deferred Tax (Exp)/Income	(1,480,937)	1,162,748
Fair Valuation Surplus/(deficit)	**13,328,437**	**(10,464,728)**

23. SERVICE BENEFIT OBLIGATION:

Opening Balance	508,936,967	478,939,987
Add: Addition during the year	84,813,118	53,883,551
	593,750,085	**532,823,538**
Less: Payment during the year	(60,840,104)	(23,886,571)
	532,909,981	**508,936,967**

24. DEFERRED TAX LIABILITY/ASSETS:

a) Book Value of Depreciable Assets	377,012,052	316,413,135
Tax Base of Depreciable Assets	437,763,585	358,709,624
Net Taxable Temporary Difference	**(60,751,533)**	**(42,296,489)**

	2025-2026	2024-2025
Effective Tax Rate	12.00%	12.00%
Closing Deferred tax (Assets)/Liability arising from assets	**(7,290,184)**	**(5,075,579)**
Opening Deferred Tax Balance	(5,075,579)	(3,451,277)
Deferred Tax Income/(Expense)	**2,214,605**	**1,624,302**
b) Unrealized Bank Interest on FDRs	1,055,152	1,328,475
Effective Tax Rate	22.50%	22.50%
Closing Deferred tax (Assets)/Liability Arising from Unrealized FDRs Interest	**237,409**	**298,907**
Opening Deferred Tax Balance	298,907	353,640
Deferred Tax Income/(Expense)	**61,498**	**54,733**
c) Unrealized Foreign Exchange gain/(Loss)	3,526,496	23,236,853
Effective Tax Rate	22.50%	22.50%
Closing Deferred tax (Assets)/Liability Arising from Unrealized exchange gain/Loss	**793,462**	**5,228,292**
Opening Deferred Tax Balance	5,228,292	13,666,763
Deferred Tax Income/(Expense)	**4,434,830**	**8,438,472**
d) Cash Incentive Receivable	10,595,600	57,191,400
Effective Tax Rate	22.50%	10.00%
Closing Deferred tax (Assets)/Liability Arising from Cash Incentive Receivable	**2,384,010**	**5,719,140**
Opening Deferred Tax Balance	5,719,140	4,764,350
Deferred Tax Income/(Expense)	**3,335,130**	**(954,790)**
e) Service Benefit Payable	532,909,981	508,936,967
Effective Tax Rate	12.00%	12.00%
Closing Deferred tax (Assets)/Liability	**63,949,198**	**61,072,436**
Opening Deferred Tax Balance	61,072,436	57,472,798
Deferred Tax Income/(Expense)	**(2,876,762)**	**(3,599,638)**
Deferred tax liabilities for employee service benefits payable amounted to Tk. 61,072,436. Accordingly, in compliance with paragraph 43 of IAS 8, the opening balance of the deferred tax liability (Note 24(e)) and retained earnings as at 1 July 2024 have been restated by Tk. 57,472,799. Furthermore, deferred tax expense for the year ended 30 June 2025 has been restated by Tk. 3,599,637.		
f) PF Lapse Receivable	831,556	1,227,985
Effective Tax Rate	22.50%	22.50%
Closing Deferred tax (Assets)/Liability Arising from PF lapse Receivable	**187,100**	**276,297**
Opening Deferred Tax Balance	276,297	234,665
Deferred Tax Income/(Expense)	**89,197**	**(41,632)**
Deferred Tax Income/(Expense) a+b+c+d+e+f	**7,258,496**	**5,521,448**
g) 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%	3,872,123	2,391,186
Revaluation of property	-	-
Foreign exchange gain for foreign operation	-	-
Closing Deferred tax (Assets)/Liability arising from Fair Valuation Surplus of investment	**3,872,123**	**2,391,186**
Opening Deferred Tax Balance	2,391,186	3,553,933
Deferred Tax Income/(Expense)	**1,480,937**	**(1,162,747)**
Deferred Tax Liability/(Assets) (a+b+c+d+e+f+g)	**64,133,118**	**69,910,678**

Deferred tax relating to service benefit payable	**2025-2026**	**2024-2025 Restated**	**2023-2024 Restated**
Service benefit payable (Note 23)	532,909,981	508,936,967	478,939,987
Applicable tax rate	12%	12%	12%
Deferred tax relating to service benefit payable (Note 24(e))	**63,949,198**	**61,072,436**	**57,472,798**
Total deferred tax liability, as presented in the financial statements	**64,133,118**	**69,910,678**	**76,594,873**

25. WORKING CAPITAL LOAN:

Overdraft-Eastern Bank Ltd, Principal Br. Dhaka	55,696,351	-
Overdraft-HSBC, Dhaka	22,925,032	19,920,856
	78,621,383	**19,920,856**

- 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:

Sl No.	Bank Name	Accounts Number	Loan facility	Interest Rate %	Purpose	Closing Balance
1	EBL	01012040130492	80,000,000	12.50%	Working Capital	55,696,351
2	HSBC	001-078096-011	30,000,000	11.50%	Working Capital	22,925,032

26. SHORT TERM LOAN:

Import Loan - Eastern Bank Ltd, Principal Br. Dhaka	13,835,162	-
UPAS Loan-HSBC, Dhaka	37,748,407	-
Interest on UPAS Loan-HSBC, Dhaka	983,688	-
	52,567,257	**-**

27. TRADE & OTHER PAYABLES:	**495,948,529**	**375,513,611**

- This amount includes L/C Acceptance, Sundry Creditors.

28. SUNDRY PAYABLES & PROVISIONS:

Clearing & Forwarding	19,624,288	12,014,800
Insurance premium	2,122,019	816,396
Power, Fuel and Water	10,496,305	10,825,549
Telephone, Telex & Fax	24,732	46,918
Salaries, Wages and Overtime	117,329,678	17,954,518
Audit Fees	575,000	402,500
Provident Fund Payable	5,420,451	4,533,023
Payable for Corporate Expenses	-	494,804
Payable for Other Expenses	506,003	89,386
TDS Payable to Govt.	2,620,287	2,342,522
VAT payable to Govt.	275,932	683,326
	158,994,695	**50,203,742**

	2025-2026	**2024-2025**
29. CURRENT TAX LIABILITIES:		
Opening Balance	254,741,818	187,790,237
Add: Provision during the year	61,410,758	66,951,581
	316,152,576	**254,741,818**
Less: Adjustment during the year	(187,790,237)	-
	128,362,339	**254,741,818**
30. UNCLAIMED DIVIDEND ACCOUNT:		
Opening Balance	1,132,843	1,132,429
Add: Dividend approved during the year	16,800,000	16,800,000
	17,932,843	**17,932,429**
Less: Payment during the year	16,466,555	16,799,586
	1,466,288	**1,132,843**

Year wise breakup of Unclaimed Dividend Account is follows:

Year	**Taka**	**Taka**
2021-2022	358,690	363,178
2022-2023	378,499	382,987
2023-2024	378,590	386,678
2024-2025	350,509	-
Unclaimed Dividend 2021-2022 to 2024-2025	**1,466,288**	**1,132,843**

- Unclaimed dividend represents the dividend warrants issued but not presented to the Bank by the Shareholders within 30th June 2026 and the balance of unclaimed dividend was Tk. 1,466,288.60 as on September 30, 2026.
- 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 are planning to transfer /deposit the unclaimed dividend amount for the period of 2021-2022 to the **"Capital Market Stabilization Fund"**.

			2025-2026	**2024-2025**
31. REVENUE:				
	Quantity in Doz.	**USD**	**Taka**	**Taka**
T, Polo & Sweat Shirts	**2,661,960**	**42,432,398**	**5,178,267,267**	**5,360,863,912**

Country wise break up of export for the period from July 2025 to June 2026:

Country	Quantity in Doz		USD
AUSTRALIA	11,173	$	185,262
AZERBAIJAN	58	$	991
BELGIUM	81,857	$	1,318,577
BRAZIL	11,251	$	183,817
CANADA	70,785	$	1,093,969
CHILE	34,857	$	543,385
CHINA	31,958	$	513,636
COLUMBIA	15,788	$	246,710
CROATIA	1,891	$	32,210
ECUADOR	6,697	$	103,655
FRANCE	13,112	$	189,559
GERMANY	191,398	$	2,965,368
INDIA	43,257	$	705,919
INDONESIA	4,141	$	67,793
ITALY	75,752	$	1,178,941
JAPAN	60,208	$	1,001,091
KOREA	29,434	$	494,750
MALAYSIA	24,160	$	381,282
MEXICO	47,020	$	722,893
MALAYSIA	10,405	$	168,190
NETHERLANDS	80,903	$	1,335,870
PANAMA	5,170	$	79,720
PERU	10,092	$	153,381
PHILIPPINES	14,350	$	214,056
POLAND	905,715	$	14,445,621
SERBIA	9,525	$	159,597
SOUTH AFRICA	7,284	$	113,197
SPAIN	183,614	$	2,997,016
SRILANKA	81	$	3,088
SWEDEN	167,739	$	2,669,040
SWITZERLAND	24,021	$	380,178
TAIWAN	8,654	$	144,016
THAILAND	11,561	$	173,183
TURKEY	70,941	$	1,099,363
UAE	33,858	$	528,205
UK	158,029	$	2,761,743
URUGUAY	6,770	$	109,547
USA	191,919	$	2,863,229
VIETNAM	6,532	$	104,350
Total	**2,661,960**		**$ 42,432,398**

32. COST OF GOODS SOLD:

	Quantity	Notes	2025-2026	2024-2025
Opening Stock of Finished Goods	11,504 Doz		20,933,235	32,003,570
Add: Cost of Production	2,659,636 Doz	32.a	4,818,745,548	4,956,696,305
	2,671,140 Doz		**4,839,678,783**	**4,988,699,875**
Less: Closing Stock of Finished Goods	9,180 Doz		24,495,360	20,933,235
	2,661,960 Doz		**4,815,183,423**	**4,967,766,640**

32.a COST OF PRODUCTION:

	Quantity			
OPENING STOCK:				
Raw Materials:				
Yarn	66,137	Kg	34,620,037	33,886,338
Dyes & Chemicals	134,169	Kg	52,724,558	54,223,397
			87,344,595	**88,109,735**
Work in Process:				
Dyed, Knitted, Greige Fabric & Garments			87,180,722	72,813,870
Garments 8,959 Dozens)				
Accessories			31,024,890	31,964,576
			205,550,207	**192,888,181**
Add: Purchase for the year (note 32b)			2,573,143,549	2,637,382,216
Less: Cash Incentive during the year			87,691,500	110,735,800
			2,691,002,256	**2,719,534,597**
32b: **Purchase for the year**				
Raw Materials Imported (note-32b.i)			1,142,465,470	690,613,093
Raw Materials (Local) (note -32b.ii)			1,430,678,079	1,946,769,123
			2,573,143,549	**2,637,382,216**
32b.i: Raw Materials (Imported				
Yarn			1,023,295,181	560,437,060
Dyes & Chemiical			49,935,447	76,968,270
Accessories			69,234,841	53,207,763
			1,142,465,470	**690,613,093**
32b.ii: Raw Materials (Local)				
Yarn			536,337,509	1,118,049,422
Dyes & Chemiical			161,094,195	153,662,268
Accessories			733,246,376	675,057,433
			1,430,678,079	**1,946,769,123**
Less: Closing Stock				
Raw Materials:				
Yarn	186,160	Kg	85,482,752	34,620,037
Dyes & Chemicals	69,833	Kg	68,720,215	52,724,558
			154,202,967	**87,344,595**
Work in Process:				
Dyed, Knitted, Greige Fabric & Garments			213,323,728	87,180,722
(690,081 Mtr, 137,679 kg				
Garments 63,147 Dozens)				
Accessories			49,513,278	31,024,890
			417,039,973	**205,550,207**
Raw Materials Consumed			**2,273,962,283**	**2,513,984,390**

Factory Overhead:	**2025-2026**	**2024-2025**
Carriage inward	15,406,689	13,335,274
Electricity	8,158,211	7,966,859
Gas, Fuel & Lubricant	223,291,578	290,846,737
Insurance Premium	4,276,261	3,949,559
Repairs & Maintenance	69,701,695	71,876,361
Telephone Charges	86,745	96,565
Wages, Salaries & Allowance	2,117,825,348	1,952,220,472
Bank Charges & Commission	7,585,838	6,864,702
Depreciation	57,700,167	45,876,478
Fire Fighting Exp.	625,481	575,665
Travelling & Conveyance	6,170,495	8,677,467
Testing Bill	26,413,299	26,478,655
Uniform & Liveries	813,460	798,808
Chemical for Effluent Treatment Plant	4,108,300	5,496,365
Entertainment	2,022,698	6,950,948
UD & UP Expenses	597,000	701,000
	4,818,745,548	**4,956,696,305**

- During the year 2025-2026 the Company has imported goods on C & F basis.
- Cash incentive has been shown & adjusted with purchase.

33. OTHER OPERATING INCOME/(LOSS):

Foreign Exchange Gain/(Loss) from Operations	13,461,389	(12,908,683)
Foreign Exchange Gain/(Loss) from Translations	3,526,496	23,236,853
	16,987,885	**10,328,170**

34. ADMINISTRATIVE & SELLING OVERHEAD):

Audit Fee (Including VAT)	575,000	402,500
AGM Expenses	40,000	4,060
Bank Charges & Commission	13,972,035	13,435,543
Board Meeting Fees	28,025	20,100
Depreciation on tangible Assets	6,046,527	5,135,652
Director's Remuneration (note 34a)	1,800,000	1,800,000
Entertainment	1,130,663	784,817
Export Processing & Handling Expenses	9,168,555	23,479,811
Clearing & Forwarding Expenses	35,445,008	54,715,873
Insurance Premium	1,714,671	1,474,024
Legal & Professional Fees	677,931	712,935
Medical Expenses	64,549	223,626
Newspapers & Periodicals	2,097	2,878
Postage & Stamp	520,667	723,957
Power & Fuel	3,714,355	1,574,826
Printing Expenses	6,652,216	7,890,973
Stationery Expenses	5,279,946	6,234,391
Publicity & Advertisement	424,651	369,792
Renewal & Fees	15,264,555	12,178,946
Repairs & Maintenance	21,266,346	14,144,866
Salaries & Allowances	91,571,434	75,021,037
Sales Promotional Expenses	8,502,552	12,488,719
Subscription & Donation	13,500	521,000
Travelling & Conveyance	7,615,972	6,235,174
Telephone, Fax and Radio Link	2,856,435	2,352,836
Transportation Expenses	12,588,500	15,439,175
	246,936,190	**257,367,510**

	2025-2026	**2024-2025**
Note 34a. Directors' Remuneration paid to following Director for his full-time service:		
Mr. Zahur Ahmed PhD	1,800,000	1,800,000
	1,800,000	**1,800,000**

- Audit Fee is fixed by the Shareholders in the Annual General Meeting and does not include any other remuneration to Auditors.
- There are 8 (eight) board meetings held during the period.

35. NON-OERATING INCOME(LOSS):

Interest earned on SND Account	402	424
Dividend Income	1,595,098	1,480,862
Interest on FDRs	9,251,589	8,539,959
Other Income from PF Lapse (Employer Portion)	831,556	1,227,985
Profit on Sale of Assets	130,897	-
Sale of wastage goods/Items	3,754,167	3,457,508
	15,563,709	**14,706,738**

36. FINANCIAL EXPENSES:

Supplier Finance Program Charges (SFP)	64,978,581	68,358,879
Interest on UPAS Loan	2,409,121	-
Interest on Overdraft	3,121,500	2,728,039
	70,509,203	**71,086,918**

37. WORKER PROFIT PARTICIPATION FUND (WPPF):

Cental Fund-RMG Sector	**1,562,108**	**1,607,132**

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.

38. TAX EXPENSES:

Current Tax (Note - 38.a)	61,410,758	66,951,581
Less: Receivable against adjustable business Tax**	(20,678,936)	-
Add: Prior Year adjustment (Tax Provision) Note-49	14,734,408	-
Deferred Tax Expenses/(Income)-(Note 38.b)	(7,258,496)	(5,521,448)
	48,207,734	**61,430,133**

**As per changes brought in the Income Tax Act, 2023 follwing the Finance Act, 2026, under section 163, the excess tax has been treated as adjustable in this year amount to Taka 20,678,936/-

38.a CURRENT TAX:

Current tax consists of the payable as per IT Act, 2023 which includes tax on business profit @ 12% on operating profit and also others income realised during the period at the corporate rate from 1st July 2025 to 30 June 2026. Under the section 163, if any tax deducted, collected or paid under also part 7 of the Income Tax Act, 2023 is more than the tax payer's finally assessed tax liability, the excess amount will be refundable to the tax payer. Tax Liability & advance tax are as follows:

Calculation of Current tax:

Tax on Income Basis.

(i) Tax on business profit:		**2025-2026**	**2024-2025**
Profit before tax		76,627,937	88,070,620
Other Operating Income/(Loss) from translation		(3,526,496)	(23,236,853)
Finance & Other Income		(15,563,709)	(14,706,738)
Net Business Profit/(Loss)		**57,537,732**	**50,127,029**
Tax on Business Profit @ 12%		**6,904,528**	**6,015,243**
(ii) Tax on Other Income:			
a) Tax on Dividend Income @ 20%		319,020	296,172
b) Tax on Cash Incentive Realized @ 22.50%		30,214,643	10,118,790
c) Tax on Finance Income (FDRs & SND) @ 22.50%		2,143,196	1,976,320
d) Tax on Profit from Sale of assest @ 22.50%		29,452	-
e) Tax on wastage sale (realized) @ 22.50%		844,688	777,939
f) Tax on other income(realized)-PF Lapse @ 22.5%		276,297	234,665
		33,827,294	**13,403,887**
iii) Tax on Gross Received U/S 163	**%**		
a) Realized from turnover =(1.00%/22.50%*12%)	0.533	27,511,670	28,910,211
b) Realized from Cash Incentive	1.000	1,342,873	1,011,879
c) Realized from Dividend Income	1.000	15,951	14,809
d) Realized from other operating income	0.533	71,794	-
e) Realized from finance & Other Income	1.000	150,075	132,841
		29,092,363	**30,069,740**
iv) Advanced Income Tax for above I, ii, iii			
a) AIT on Export Proceeds		52,070,257	53,547,696
b) AIT on Dividend Income		319,020	296,172
c) AIT on Cash Incentive Realised		13,428,730	10,118,790
d) AIT on Finance Income (Realised)		1,905,093	1,756,760
e) AIT on Other Sources (Import & Other sources)		21,540,088	7,175,349
		89,263,188	**72,894,767**
So, Current tax			
Tax on Business Profit (higher of above (i) & (iii a, d)		27,583,464	53,547,695
Tax on Dividend Income		319,020	296,172
Tax on cash Incentive		30,214,643	10,118,790
Tax on Finance Income		2,143,196	1,976,320
Realized from Other Income -profit from sale of assets		29,452	-
Realized from Other Income -Sale of wastage goods/Items		844,688	777,939
Realized from Other Income-PF Lapse realized		276,297	234,665
		61,410,758	**66,951,583**
Effective tax rate= (Tax expenses/Profit before tax)		**62.91%**	**69.75%**

38.b DEFERRED TAX EXPENSES/(INCOME):	**2025-2026**	**2024-2025**
Deferred Tax Exp./(Income) on Depreciable Assets	2,214,605	1,624,302
Deferred Tax Exp./(Income) on Interest Receivable	61,498	54,733
Deferred Tax Exp./(Income) on Unrealized Foreign Exch. Gain/(Loss)	4,434,830	8,438,472
Deferred Tax Exp./(Income) on Cash Incentive Receivable	3,335,130	(954,790)
Deferred Tax Exp./(Income) on Service Benefit Payable	(2,876,762)	(3,599,638)
Deferred Tax Exp./(Income) on PF Lapse Receivable	89,197	(41,632)
	7,258,498	**5,521,448**

- 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, service benefit payable & WDV of fixed assets. (Please see the details in note # 23 for total deferred tax income/(expense) from above mentioned temporary differences).

39. BASIC EARNING PER SHARE (EPS) – DISCLOSURE UNDER IAS 33 "EARNINGS PER SHARE":

$$\text{Basic EPS} = \frac{\text{Earnings attributable to Ordinary Shareholders}}{\text{Weighted average number of shares outstanding during the period}}$$

$$\text{Basic Earnings Per Share (EPS)} = \frac{28,420,205}{8,400,000} = 3.38 \quad = \frac{26,640,484}{8,400,000} = 3.17$$

$$\text{Basic Earnings Per Share (REPS)-previously reported} = \frac{30,240,124}{8,400,000} = 3.60^{**}$$

	2024-25 As previously reported	Adjustment	2024-25 Restated
Profit attributable to ordinary shareholders	30,240,124	(3,599,637)	26,640,487
Weighted average number of ordinary shares	8,400,000	8,400,000	8,400,000
Basic EPS (Taka)	**3.60**	**(0.43)**	**3.17**

**EPS for the year 2024-25 has been Restated due to deferred tax calculation on service benefit payable by amount of Taka 3,599,638/-

- 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. 2.56 but annually it has been Tk. 3.38) is mainly for regular increase of turnover in 4th quarter of 2025-2026.

40. NET ASSETS VALUE (NAV) PER SHARE:

$$\text{NAV Per Share} = \frac{\text{Net Assets (Total Assets-Total Liabilities)}}{\text{Number of ordinary shares outstanding}}$$

NAV Per Share (NAVPS) = 662,001,627 / 8,400,000 = 78.81 **637,052,988 / 8,400,000 = 75.84**

Net Assest Value (NAV) per share- previously Reported 83.11.

	30.06.2025 Taka	01.07.2024 Taka
	Restated	**Restated**
Shareholders' equity as previously reported	698,125,424	695,150,028
Restatement adjustment (Note 50)	(61,072,436)	(57,472,799)
Shareholders' equity (restated)	**637,052,988**	**637,677,229**
Number of ordinary shares	8,400,000	8,400,000
NAV per share as previously reported (BDT)	83.11	82.76
NAV per share restated (BDT)	**75.84**	**75.91**

NAVPS for as on 30.06.2025 =75.84 due to deferred tax adjustment.

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

$$\text{NOCFPS} = \frac{\text{Net Operating Cash Flows}}{\text{Number of ordinary shares outstanding}}$$

NOCF Per Share (NOCFPS) = 171,604,706 / 8,400,000 = 20.43 **186,080,542 / 8,400,000 = 22.15**

- There was no significant variance in net operating cash flows as compared to the last year. The Net Operating Cash Flow per Share is Tk. 20.43 but it was Tk. 22.15 in 2024-2025 which is mainly for decreasing realization of trade debtor during the year 2025-2026 as compared to last year. This scenario is changeable time to time depending on different issues.

42. EVENTS AFTER THE REPORTING PERIOD:

a) Proposed Dividend:

The Board of Directors has recommended cash Dividend of Tk.2/- per Share for the year 2025-2026 at the Board Meeting held on October 04, 2026. 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.

43. 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:

2025-2026

Name of the Parties	Relationship	Nature of Transactions	Opening Balance	Transaction during the Year	Paid during the Year	Closing Balance
i. Matex Bangladesh Ltd.	Common Director	Revenue	2,578,639	107,948,668	109,081,644	1,445,663
ii. Apex Yarn Dyeing Ltd.	Common Director	Revenue	3,956,667	80,806,424	84,763,090	-
iii. Apex Lingerie Ltd.	Common Director	Revenue	-	12,510,464	68,236,680	(55,726,215)
iv. Apex Fashion Wear Ltd.	Common Director	Revenue	-	166,649,964	166,649,964	-
v. Apex Textile Printing Mills Ltd.	Common Director	Revenue	-	148,584,784	204,703,356	(56,118,572)

2024-2025

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	3,213,656	114,595,240	115,230,257	2,578,639
ii. Apex Yarn Dyeing Ltd.	Common Director	Revenue	6,506,951	48,030,055	50,580,340	3,956,667
iii. Apex Lingerie Ltd.	Common Director	Revenue	-	9,605,440	9,605,440	-
iv. Apex Fashion Wear Ltd.	Common Director	Revenue	-	105,746,465	105,746,465	-
v. Apex Textile Printing Mills Ltd.	Common Director	Revenue	23,580,000	128,442,591	152,022,591	-

b) Transaction with key management personnel:

Name	Relationship	Nature	Transaction	Opening Balance	Transaction this year	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	-	-	-

C. 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.

44. KEY MANAGEMENT BENEFITS:

Refer to Note # 46, we have provided Directors' Remuneration, Board Meeting Fees and Salaries and Allowances.

The Company is paying Remuneration to the 01 (one) Director 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 administrates 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.

45. GENERAL:

	2025-2026		**2024-2025**	
a) Production Capacity (Quantity in pieces):	**%**	**Quantity**	**%**	**Quantity**
Capacity	100	38,400,000	100	38,400,000
Production	83.11	**31,915,632**	83.37	**32,014,200**
Variance		**6,484,368**		**6,385,800**

- The decrease of production during the period due to less export order as compared to last year.

	2025-2026	**2024-2025**
b) Production (Quantity in Dozen):		
T, Polo & Sweat Shirts	**2,659,636**	**2,667,850**
c) Export (Quantity in Dozen):		
T, Polo & Sweat Shirts	**2,661,960**	**2,671,973**

d) Salaries & Wages:

	No. of Employees	**Taka**
Above Tk. 12,500.00 per month (Local)	5,617	2,206,037,283
Below Tk. 12,500.00 per month (Local)	-	-
Foreign Expatriate	2	3,902,062

46. 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:

	Directors	**Officers**
Board Meeting Fees	28,025	-
Salaries and Allowance	1,800,000	165,156,995
Provident Fund Contribution	-	4,511,805
Bonus	-	26,269,541
Perquisites	-	110,104,687

47. CAPITAL EXPENDITURE COMMITMENT:

- There was no capital expenditure contracted or incurred or provided for as at 30th June 2026.
- There was no material capital expenditure authorized by the Board or contracted for as at 30th June 2026.

48. 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 2026.

49. PRIOR YEAR ADJUSTMENT:

As per assessment order, primarily tax assessment has been completed upto the accounting year 2023-2024 ie assessment year 2024-2025. Tax adjustment has been made accordingly. Thus, provision of current tax liability has been adjusted by Tk. 187,790,237/- and advanced tax has been adjusted also by Tk. 202,524,645/-. Difference between the tax provision and advance tax adjustment Tk. 14,734,408/- has been treated as prior year tax adjustment which is shown in the "Statement of Profit or Loss and other Comprehensive Income" for the year 2025-2026 as per accounting guideline.

50. DISCLOSURE ON RESTATEMENT FOR UNFUNDED EMPLOYEES BENEFIT OBLIGATION (IAS-8) :

50.1 Nature of the restatement: The Company had recognised its liability for service benefits payable to employees but had not recognised the related deferred tax effect in prior periods. During the year ended 30 June 2026, the Company recognised the related deferred tax balances. The omission has been treated as a prior-period error and corrected retrospectively in accordance with paragraphs 42–43 of IAS 8, Accounting Policies, Changes in Accounting Estimates and Errors.

50.2 Reason for the restatement: In the previous reporting period, the deferred tax liability arising from employee service benefits payable was not recognised. As at 30 June 2025, the deferred tax liabilities for employee service benefits payable amounted to Tk. 61,072,436. Accordingly, in compliance with paragraph 43 of IAS 8, the opening balance of the deferred tax liability (Note 24(e)) and retained earnings as at 1 July 2024 have been restated by Tk. 57,472,799. Furthermore, deferred tax expense for the year ended 30 June 2025 has been restated by Tk. 3,599,637.

As a result of these adjustments, net asset value (NAV) per share for the years ended 30 June 2024 and 30 June 2025 and earnings per share (EPS) for the year ended 30 June 2025 have been restated in accordance with the applicable accounting standards.
As the effect of the restatement on the opening balances of the comparative financial statements is material, a third statement of financial position as at 1 July 2024 has been presented in accordance with paragraph 40A of IAS 1.

50.3 Effect on each financial Statement line item afftected:

Particulars	As previously reported (Taka)	Adjustment (Taka)	Restated (Taka)
Statement of financial position as at 1 July 2024			
Deferred tax liability (Note 24)	19,122,075	57,472,799	76,594,874
Reserve and surplus (Note 21)	564,164,627	(57,472,799)	506,691,828
Statement of financial position as at 30 June 2025			
Deferred tax liability (Note 24)	8,838,242	61,072,436	69,910,678
Reserve and surplus (Note 21)	577,604,751	(61,072,436)	516,532,315
Statement of profit or loss for the year 2024–2025			
Deferred tax (expense)/income (Note 24)	9,121,085	(3,599,638)	5,521,448
Profit after tax	30,240,124	(3,599,637)	26,640,487

Cumulative adjustment to retained earnings at 1 July 2024, the beginning of the earliest period presented BDT (57,472,799).

The restatement adjustment is on non-cash item and does not change the aggregate cash flows from operating activities or net operating cash flow per share (NOCFPS) for the year 2024–2025.

51. Re-Arrangement:

1)Deposit to Royal Capital Ltd was included with "Advance, Deposits and Prepayments under the Current Assets for the year 2024-2025. In the current year, we have re-arranged the figure and included under the head "Cash and Cash Equivalents".

2)In 2024-2025 Current Tax Liabilities was included under the head "Sundry Payables & Provisions.In the current year, we have re-arranged the figure of Current Tax Liabilities and disclosed as a separate line item in the Financial Position.

3)Service benefit payable/obligation was included with "Trade & Other Payables" under the current liabilities for the year 2024-2025. In the current year, we have re-arranged the figure of service benefit payable as separate head named "Service Benefit Obligation" under Non-Current Liabilities.

52. 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 2026.
- 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 2026 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.

2025-2026 PROPERTY, PLANT & EQUIPMENTS:

Annexure-A

L. NO.	PARTICULAR	COST				RATE %	DEPRECIATION				W.D.V as at 30.06.2026
		Balance as at 30.06.2025	Addition for the year	(Deletion) for the year	Balance as at 30.06.2026		Balance as at 30.06.2025	Charged for the year	(Adjustment) for the year	Balance as at 30.06.2026	
1	Land & Land Development	21,423,102	-	-	21,423,102	-	-	-	-	-	21,423,102
2	Factory Building	260,350,116	-	-	260,350,116	20	252,763,922	1,517,239	-	254,281,160	6,068,955
3	Civil Construction	64,982,697	-	-	64,982,697	10	51,390,467	1,359,223	-	52,749,690	12,233,007
4	Plant & Machinery	804,311,004	105,769,158	(29,458,154)	880,622,007	20	702,597,186	36,382,052	(29,089,051)	709,890,188	170,731,819
5	Effluent Treatment Plant	71,690,757	-	-	71,690,757	20	66,044,455	1,129,260	-	67,173,715	4,517,042
6	Gas Installation	26,512,396	-	-	26,512,396	15	19,732,528	1,016,980	-	20,749,508	5,762,888
7	Electric Installation	24,999,998	-	-	24,999,998	15	12,684,885	1,847,267	-	14,532,152	10,467,846
8	Generator	144,740,274	-	-	144,740,274	15	123,360,656	3,206,943	-	126,567,599	18,172,675
9	Water Treatment Plant	9,079,583	-	-	9,079,583	20	8,297,286	156,459	-	8,453,745	625,838
10	Factory Equipments	94,997,901	9,502,467	-	104,500,368	15	37,170,060	9,348,917	-	46,518,977	57,981,391
11	Other Equipments	14,097,298	-	-	14,097,298	15	8,405,434	853,780	-	9,259,213	4,838,085
12	Deep Tuble-Well & Tanks	15,089,520	-	-	15,089,520	15	12,056,805	454,907	-	12,511,713	2,577,807
13	Motor Vehicles	4,316,575	-	-	4,316,575	20	4,309,890	1,337	-	4,311,227	5,348
14	Furniture & Fixtures	90,256,287	7,822,090	-	98,078,377	10	35,626,484	5,715,152	-	41,341,636	56,736,741
15	Laboratory Equipments	2,766,427	1,621,000	-	4,387,427	15	960,997	427,139	-	1,388,137	2,999,290
16	Office Equipments	16,418,104	-	-	16,418,104	15	14,217,849	330,038	-	14,547,887	1,870,217
		1,666,032,038	**124,714,715**	**(29,458,154)**	**1,761,288,599**		**1,349,618,903**	**63,746,695**	**(29,089,051)**	**1,384,276,547**	**377,012,052**

Manufacturing Accounts	57,700,167
Profit & Loss Accounts	6,046,527
	63,746,695

2024-2025

SL. NO.	PARTICULAR	COST				RATE %	DEPRECIATION				W.D.V as at 30.06.2025
		Balance as at 30.06.2024	Addition for the year	(Deletion) for the year	Balance as at 30.06.2025		Balance as at 30.06.2024	Charged for the year	(Adjustment) for the year	Balance as at 30.06.2025	
1	Land & Land Development	21,423,102	-	-	21,423,102	-	-	-	-	-	21,423,102
2	Factory Building	260,350,116	-	-	260,350,116	20	250,867,373	1,896,548.56	-	252,763,922	7,586,194
3	Civil Construction	64,982,697	-	-	64,982,697	10	49,880,219	1,510,248	-	51,390,467	13,592,230
4	Plant & Machinery	786,024,531	18,286,473	-	804,311,004	20	678,169,097	24,428,089	-	702,597,186	101,713,817
5	Efluent Treatment Plant	71,690,757	-	-	71,690,757	20	64,632,879	1,411,576	-	66,044,455	5,646,302
6	Gas Installation	26,512,396	-	-	26,512,396	15	18,536,081	1,196,447	-	19,732,528	6,779,868
7	Electric Installation	23,369,513	1,630,485	-	24,999,998	15	10,696,127	1,988,758	-	12,684,885	12,315,113
8	Generator	144,740,274	-	-	144,740,274	15	119,587,782	3,772,874	-	123,360,656	21,379,618
9	Water Treatment Plant	8,938,313	141,270	-	9,079,583	20	8,120,764	176,524	-	8,297,286	782,297
10	Factory Equipments	63,023,847	31,974,054	-	94,997,901	15	29,269,753	7,900,307	-	37,170,060	57,827,841
11	Other Equipments	8,398,396	5,698,902	-	14,097,298	15	7,568,602	836,832	-	8,405,434	5,691,864
12	Deep Tuble-Well & Tanks	14,989,520	100,000	-	15,089,520	15	11,537,797	519,008	-	12,056,805	3,032,715
13	Motor Vehicles	4,316,575	-	-	4,316,575	20	4,308,219	1,671	-	4,309,890	6,685
14	Furniture & Fixtures	72,646,423	17,609,864	-	90,256,287	10	30,877,916	4,748,568	-	35,626,484	54,629,803
15	Laboratory Equipments	1,449,427	1,317,000	-	2,766,427	15	721,730	239,267	-	960,997	1,805,430
16	Office Equipments	16,320,604	97,500	-	16,418,104	15	13,832,436	385,413	-	14,217,849	2,200,255
		1,589,176,490	**76,855,548**	**-**	**1,666,032,038**		**1,298,606,773**	**51,012,130**	**-**	**1,349,618,903**	**316,413,135**

Manufacturing Accounts	45,876,478
Profit & Loss Accounts	5,135,652
	51,012,130

Annexure-B

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.

	2025-2026	**2024-2025**
CASH FLOW FROM OPERATING ACTIVITIES:		
Net Profit Before Tax Expenses	76,627,937	88,070,620
Less: Depreciation & Amortization During the Year	63,746,695	51,012,130
Less: Effect of Foreign Exchange Translation Gain/(Loss)	34,350	(1,707,979)
Less: Finance Income Adjustment	(10,977,584)	(10,020,821)
Add: Interest & Other Financial Charges Paid	70,509,203	71,086,918
Operation Cash Flow Before Working Capital Changes	**199,940,601**	**198,440,868**
Changing in Working Capital:		
(Increase)/Decrease in Inventories	(215,051,891)	(1,591,691)
(Increase)/Decrease in Trade Receivable	(19,675,062)	60,951,116
(Increase)/Decrease in Other Receivable	(90,189,562)	(63,149,253)
(Increase)/Decrease in Advance Deposit & Prepayments	(30,227,827)	22,966,857
(Increase)/Decrease in Trade Payables & Margin on Acceptance	262,628,732	79,853,574
Increase/(Decrease) in Other Payables	153,442,904	(38,496,163)
Cash Generation from Operation	**260,867,894**	**258,975,308**
Less: Income Tax Paid During the Period	**(89,263,188)**	**(72,894,766)**
NET CASH GENERATED FROM (USED IN) OPERATING ACTIVITIES	**171,604,706**	**186,080,542**

RECONCILIATION

NET CASH GENERATED FROM (USED IN) OPERATING ACTIVITIES-INDIRECT METHOD	**171,604,706**	**186,080,542**
NET CASH GENERATED FROM (USED IN) OPERATING ACTIVITIES-DIRECT METHOD	**171,604,706**	**186,080,542**
Differences	**0.00**	**0.00**