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NOTICE OF THE ANNUAL GENERAL MEETING

Notice is hereby given that the TWENTIETH ANNUAL GENERAL MEETING of APEX SPINNING & KNITTING MILLS LIMITED will be held at the Trust Milonayaton, 545 Puraton Biman Bandar Sarak (Adjacent to Shahid Bir Shresta Jahangir Gate), Dhaka Cantonment, Dhaka-1206 on Thursday the September 29, 2011 at 09.00 A.M. to transact the following business:

AGENDA

1. To receive and adopt the Accounts for the year ended 31st March 2011 and report of the Auditors and Directors thereon.
2. To declare Dividend @ 15% for the year 2010-11 as recommended by the Board of Directors.
3. To elect Directors.
4. To appoint Auditors for the year 2011-12 and fix their remuneration.

Dated: Dhaka
July 24, 2011

By Order of the Board

Sd/-
Serazul Hoq
Company Secretary

NOTES:

1. The record date shall be on **August 04, 2011**.
2. The Shareholders whose name will appear in the Register of Members of the Company or in the Depository on the "Record Date" will be eligible to attend the Annual General Meeting and be entitled to the Dividend.
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. The Proxy Form duly stamped, must be deposited at the Registered Office of the Company not later than 48 hours before the time fixed for the Meeting.
4. Members are requested to inform change of address, if any.
5. In pursuance of SEC's Notification No. SEC/SRMI/2000-953/1950 dated October 24, 2000 gazetted 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 and no benefit in cash or kind, other than in the form of Cash dividend or Stock dividend, shall be paid to the holders of equity securities.
6. Admittance to the meeting venue will be strictly on production of the Attendance Slip sent with the Notice.

CORPORATE DIRECTORY

BOARD OF DIRECTORS

Chairman	:	Mr. Zafar Ahmed
Managing Director	:	Mr. Zahur Ahmed PhD
Director	:	Mrs. Shawkat Ara Ahmed
Director	:	Mr. Shahriar Ahmed
Director (ICB Representative)	:	Mr. Md. Moshir Rahman
Independent Director	:	Mr. Kazi Faruq Kader M.P.

AUDIT COMMITTEE

Chairman	:	Mr. Shahriar Ahmed, Director
Member	:	Mr. Zahur Ahmed PhD, Director
Member	:	Mr. Md. Moshir Rahman, Director
Member	:	Mr. Kazi Faruq Kader M.P., Independent Director

SENIOR CORPORATE OFFICIALS

Chief Financial Officer	:	Mr. S. K. Halder
Company Secretary	:	Mr. Serazul Hoq
Head of Internal Audit	:	Mr. Kamruzzaman ACA

LEGAL ADVISORS

K. Fazlul Quadir
Abdur Razzaque & Associates
Md. Shahjahan Khan

AUDITORS

Malek Siddiqui Wali
Chartered Accountants

BANKERS

Eastern Bank Limited
Principal Branch
Dilkusha C/A, Dhaka-1000.
&
The Hongkong & Shanghai Banking Corporation Ltd.
Dhaka Main Office, Dhaka.

REGISTERED OFFICE

Rupayan Golden Age, 5th & 6th floor
99 Gulshan Avenue, Gulshan, Dhaka-1212
Bangladesh.

FACTORY

Mouza & P.O. Chandora
P.S. Kaliakoir, Dist. Gazipur
Bangladesh.

Five Years Statistics

Figure in Thousand Taka

Particulars	2010-11	2009-10	2008-09	2007-08	2006-07
Results of Operations:					
Turnover	2,231,013	1,586,094	1,649,533	1,718,675	1,601,979
Gross Profit	165,840	151,918	155,273	191,455	200,895
Operating Profit	21,928	17,917	21,005	56,436	50,654
Net Profit before Tax	22,023	18,168	21,094	77,762	54,718
Net Profit after Tax	13,528	13,815	13,118	66,393	48,959
Basic Earning Per Share	16.11	16.45	15.62	56.93	58.28
*Dividend Per Share	15.00	15.00	15.00	20.00	20.00
Financial Positions:					
Total Assets	1,070,254	833,306	914,796	990,650	864,363
Property, Plant and Equipment-Gross	1,047,715	999,165	952,079	905,252	852,957
Property, Plant and Equipment - Net	326,710	342,492	362,481	392,205	423,877
Gross Working Capital	730,506	481,193	542,694	588,824	395,527
Net Working Capital	66,775	54,237	54,348	60,029	(25,657)
Working Capital Loan	61,994	96,812	121,585	23,601	102,586
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	305,593	297,171	297,657	284,539	234,946
Share Holders Equity	404,593	396,171	396,657	400,339	350,746
Long Term Loan	301	19,211	50,298	79,746	107,983
Key Financial Ratios:					
Current Ratio	1.10	1.13	1.11	1.11	0.94
Debt to Total Assets (%)	62.20	52.46	56.64	59.59	60.77
Return on Equity (%)	3.34	3.49	3.31	16.58	13.96
Net Asset Value Per Share	482	472	472	477	418
Dividend Payout Ratio	93.14	91.21	96.05	35.13	34.31
Interest Service Coverage Ratio	2.72	2.04	2.00	3.57	2.75
Others:					
Market Price Per Share	2,036	790	584	547	218
Price Earnings Multiple	126.42	48.04	37.37	9.61	3.73
Number of Employees	4,458	4,208	4,177	4,150	4,371
Capacity Utilization (%)	85.18	78.31	78.08	94.14	90.84

* The Board of Directors recommended Cash Dividend @Tk.15.00 per Share for the year 2010-11.

Corporate Governance Compliance Status Report

Status of compliance with the conditions imposed by the Securities and Exchange Commission's Notification No. SEC/CMRRCD/2006-158/Admin/02-08 dated February 20, 2006

Condition No.	Title	Compliance Status	Explanation for non compliance with the condition
1.1	Board's Size: Board members should not be less than 5 (Five) and more than 20 (Twenty)	Complied	
1.2 (i)	Independent Director: At least 1/10 th	Complied	
1.2 (ii)	Appointment of Independent Director by elected Directors	Complied	
1.3	Individual Chairman of the Board, Chief Executive, clearly defined roles and responsibilities	Complied	
1.4	The Directors report to Shareholders on:		
1.4 (a)	Fairness of Financial Statements	Complied	
1.4 (b)	Maintenance of proper books of account	Complied	
1.4 (c)	Adaptation of appropriate Accounting policies and estimates	Complied	
1.4 (d)	Compliance with International Accounting Standards	Complied	
1.4 (e)	Soundness of Internal Control System	Complied	
1.4 (f)	Ability to Continue as Going Concern	Complied	
1.4 (g)	Significant deviation from last year	Complied	
1.4 (h)	Presentation of last three years data	Complied	
1.4 (i)	Declaration of Dividend	Complied	
1.4 (j)	Details of Board Meeting	Complied	
1.4 (k)	Shareholding Pattern	Complied	
2.1	Appointment of CFO, Head of Internal Audit and Company Secretary and defining of their respective roles, responsibilities and duties.	Complied	
2.2	Attendance of CFO and the Company Secretary at Board of Directors meeting	Complied	

3.00	Audit Committee	Complied	
3.1 (i)	Constitution of Committee	Complied	
3.1 (ii)	Constitution of Committee with Board members including one Independent Director	Complied	
3.1 (iii)	Filling of Casual Vacancy in Committee	Complied	
3.2 (i)	Chairman of the Committee	Complied	
3.2 (ii)	Professional Qualification and experience of the Chairman of the committee	Complied	
3.3.1 (i)	Reporting to the Board of Directors	Complied	
3.3.1(ii)(a)	Reporting of Conflict of Interest to the Board of Directors	Not applicable	There was no such event to report
3.3.1(ii)(b)	Reporting of any fraud or irregularity to the Board of Directors	Not applicable	There was no such event to report
3.3.1(ii)(c)	Reporting of violation of laws to the Board of Directors	Not applicable	There was no such event to report
3.3.1(ii)(d)	Reporting of any other matter to the Board of Directors	Not applicable	There was no such event to report
3.3.2	Reporting of Qualified point to Commission	Not applicable	There was no such event to report
3.4	Reporting of activities to the Shareholders and General Investors	Not applicable	There was no such event to report
4.00	External/Statutory Auditors:		
4.00 (i)	Non-engagement in appraisal or valuation	Complied	
4.00 (ii)	Non-engagement in designing of Financial Information System	Complied	
4.00 (iii)	Non-engagement in Book-Keeping	Complied	
4.00 (iv)	Non-engagement in Broker-dealer service	Complied	
4.00 (v)	Non-engagement in Actuarial Services	Complied	
4.00 (vi)	Non-engagement in Internal Audit	Complied	
4.00 (vii)	Non-engagement in any other services	Complied	

MESSAGE FROM THE CHAIRMAN

Dear Shareholders,

It is an honor and pleasure for me to welcome you all to the Twentieth Annual General Meeting of your Company and to present the Annual Report for the year ended 31st March 2011.

The Emerging Markets, led by the giants of China, India, Russia and Brazil (the BRIC countries) had been posting 7 percent - 10 percent growth rates for years. Property and stock market booms had brought consistent growth in North America and Europe. Investment was bringing economic development to Middle East and Africa and even Japan was recovering from its deflationary 'Lost Years'.

Due to 'Sub-Prime' Crisis, the year 2009 became the first year that the world recorded a loss in GDP since World War II. 2.031% was wiped out of the global economy or \$3.3 trillion of value. Since then the United States job market has still not fully recovered its losses from the Great Recession. Europe's debt crisis rages on with no end in sight. Japan is still struggling to overcome its March earthquake. And rapid growth in booming China is even starting to gradually slow down.

Economic conditions within these countries play a major role in setting the economic atmosphere of less well-to-do nations and their economies. In many aspects, developing and less developed economies depend on the developed countries for their economic wellbeing.

Thanks to the growth of the developing world, we might enjoy years of unfettered growth, as new markets would go through successive growth spurts and counter the effects of slowing growth elsewhere. In fact Asia is 'decoupling' from the US and been able to grow under its own steam.

A strong recovery is expected in the developing countries as compared to the developed nations. It is expected that conditions for international trade will be challenging keeping in view that most of the exports are driven by developed nations. International policy responses were largely successful but needed an international coordination to bring the recovery on full swing.

Global economic recovery is expected to be sluggish with high unemployment rate and reduction in exports. Asian giants like China and India are expected to show strongest recovery propelled by robust financial market and self sustainability. In 2011, global recovery will remain below potential and most of the activities will be directed towards maintaining recovery and balancing global growth.

The economy of Bangladesh has maintained its status of market-based economy. According to the IMF, Bangladesh ranked as the 47th largest economy in the world in 2010. The economy has grown at the rate of 6-7% p.a. over the past few years. It is estimated that GDP growth over the next 5 years will be about 6.5%, well short of the 9-10% needed to lift Bangladesh to Mid Income Nation level.

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 Banks, Financial and Regulatory Agencies, Suppliers, Customers, various people 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.

Dhaka
20th July, 2011

Sd/-
Zafar Ahmed
Chairman

REPORT OF THE DIRECTORS

Dear Shareholders,

The Directors are pleased to submit to you the Annual Report together with the Auditors' Report and Audited Financial Statements of the Company for the year ended 31st March 2011.

Statement of Directors on Financial Reports:

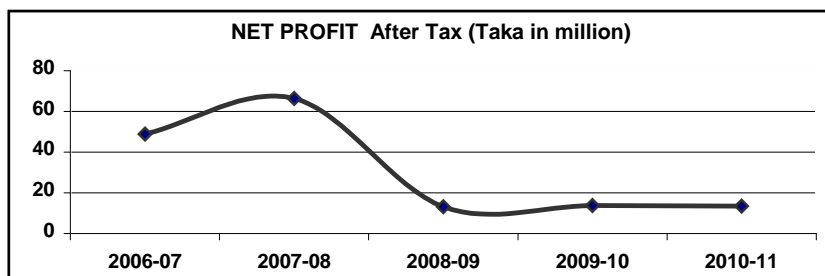
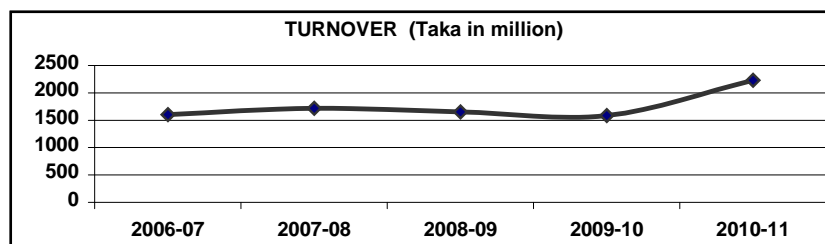
- The financial statements prepared by the management of the company present fairly its state of affairs, the result of its operations, cash flows and changes in equity.
- Proper books of account of the company have been maintained.
- Appropriate accounting policies have been consistently applied in preparation of the financial statements and that the accounting estimates are based on reasonable and prudent judgment.
- International Accounting Standards, as applicable in Bangladesh, has been followed in preparations of the financial statements and any departure therefrom has been adequately disclosed.
- The system of internal control is sound in design and has been effectively implemented and monitored.
- There are no significant doubts upon the company's ability to continue as a going concern.

Operating results of the company:

Economy & Operation:

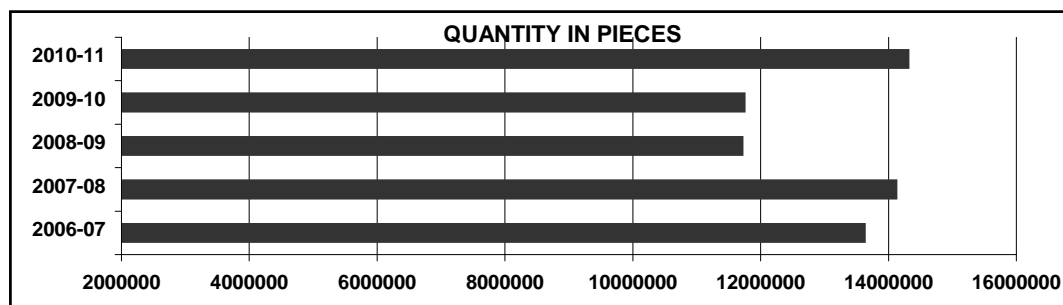
Your Company achieved an export turnover of Tk. 2,231.01 million during the year ended 31st March 2011. Last year's turnover was BDT 1,586.09 million. The increase in turnover is 40.66% with a 21.22% increase in profit (before tax). Net profit (after tax) earned during the year was Tk. 13.53 million as compared to last year's Net Profit (after tax) of 13.81 million. The big increase in turnover is mainly due to the fact that cotton price went up by several fold and most buyers adjusted buying prices to some extent.

KEY FINANCIAL DATA:

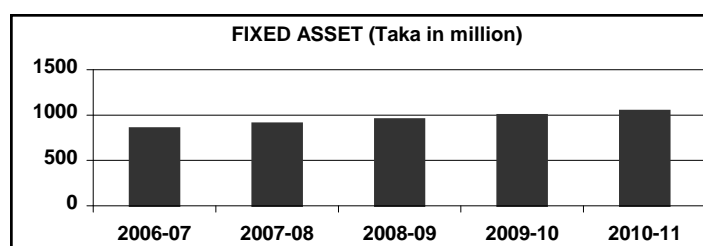


Productivity:

During the year, your Company produced 14.31 million pieces of apparel, an increase of 21.82% over that of last year. 85.18% of the production capacity was utilized during the year as against 78.31% in the previous year. The following graph reflects your Company's productivity.



During the year BDT 51.68 million was invested in Property, Plant and Equipment. In future, to keep pace with the market trend and change in demand pattern, we need to replace the machineries gradually. Without this investment in Property, Plant and Equipment it will be difficult to compete in the international market, particularly where competition in respect of price is severe. This replacement of machinery will require substantial amount of investment in future but may not increase the production capacity to a considerable level. The continuity of investment in fixed assets is reflected in the following graph.

**Key operating and financial data:**

	<u>Value in Thousand Taka</u>		
	<u>2010-11</u>	<u>2009-10</u>	<u>2008-09</u>
Net Profit Before PPF & Tax	23,182	19,077	22,149
Less: Provision for PPF & Tax	(9,654)	(5,262)	(9,031)
Net Profit For The Year	13,528	13,815	13,118
Profit Brought Forward	152,119	152,605	152,087
Prior year's adjustment	7,494	(1,701)	-
Profit Available For Appropriations	173,141	164,719	165,205
The Directors recommended the following appropriations:			
Proposed Dividend	12,600	12,600	12,600
Profit Carried Forward	160,541	152,119	152,605
	173,141	164,719	165,205

Dividend:

Your Board of Directors has recommended Cash Dividend of Tk. 15.00 per Share of Tk. 100.00 each for the year 2010-11. Upon your approval in this General Meeting, the dividend will be paid to the Shareholders whose names appear in the Share Registers of the Company or in the Depository Registers as on 4th August 2011 at the close of office.

Board meetings:

During the year 9 Board Meetings were held. The attendance record of the Directors is as follows:

<i>Name of Directors</i>	<i>Meeting attended</i>
Mr. Zafar Ahmed	9
Mr. Zahur Ahmed PhD	9
Mrs. Shawkat Ara Ahmed	9
Mr. Shahriar Ahmed	9
Mr. Kazi Faruq Kader	9
Mr. Md. Moshir Rahman (Representative Director of ICB)	5

Pattern of shareholdings:

Name wise details	No. Shares
I. Parent/subsidiary/Associated Companies and other related parties	
Apex Foods Limited	226,320
Apex Lingerie Limited	14,300
Apex Yarn Dyeing Limited	13,640
II. Directors, Chief Executive Officer, Company Secretary, Chief Financial Officer, Head of Internal Audit:	
Mr. Zafar Ahmed – Director	84,240
Mr. Zahur Ahmed PhD – Director	94,440
Mrs. Shawkat Ara Ahmed – Director	12,600
Mr. Shahriar Ahmed – Director	4,740
Mr. Md. Moshir Rahman (Representative Director of ICB)	NIL
Mr. Kazi Faruk Kader– Independent Director	NIL
Mr. Serazul Hoq – Company Secretary	20
Mr. S.K. Halder – Chief Financial Officer	NIL
Mr. Kamruzzaman ACA – Head of Internal Audit	NIL

Name wise details	No. Shares
III. Senior Corporate Executives	NIL
IV. Shareholders holding ten percent (10%) or more voting interest in the Company	
Mr. Zafar Ahmed	84,240
Mr. Zahur Ahmed PhD	94,440
Apex Foods Limited	226,320
ICB Unit Fund	119,540
Prime Bank Invest Ltd. NMSD A/C	88,000

Director:

I, Zafar Ahmed and Mr. Shahriar Ahmed retire from the Board in terms of the Articles of Association of the Company and being eligible, offer ourselves for re-election.

Auditors:

The retiring Auditors M/s. Malek Siddiqui Wali, Chartered Accountants, being eligible, offer themselves for re-appointment as Auditors of the Company for the year 2011-12.

Corporate Governance Compliance Report:

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

Dhaka
20th July, 2011

On behalf of the Board

Sd/-
Zafar Ahmed
Chairman

পরিচালকগণের প্রতিবেদন

প্রিয় শেয়ারহোল্ডারগণ,

আপনাদের কোম্পানীর পরিচালকগণ ২০১১ সালের ৩১শে মার্চ তারিখে সমাপ্ত হিসাব বৎসরের বার্ষিক প্রতিবেদন এর সাথে নিরীক্ষকের প্রতিবেদন ও কোম্পানীর নিরীক্ষিত আর্থিক বিবরণী আপনাদের সম্মুখে উপস্থাপন করে আনন্দিত।

আর্থিক প্রতিবেদনের উপর পরিচালকগণের বিবৃতি:

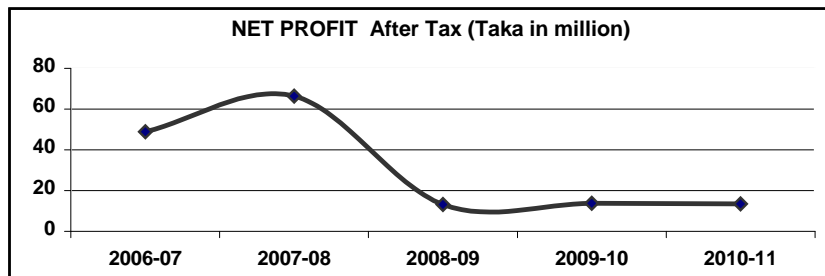
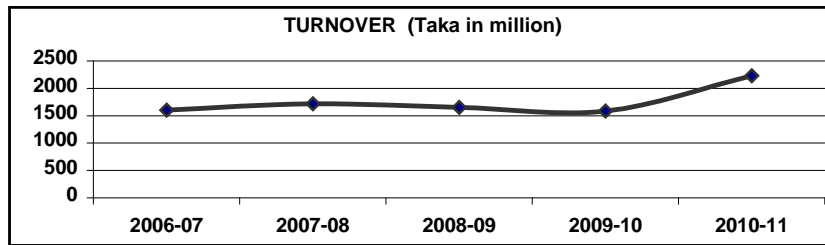
- ক) কোম্পানীর ব্যবস্থাপনা কর্তৃপক্ষ কর্তৃক প্রস্তুতকৃত আর্থিক বিবরণীতে কোম্পানীর আর্থিক অবস্থা, কার্যক্রমের ফলাফল, নগদ প্রবাহ, মূলধনের পরিবর্তন সঠিক ভাবে উপস্থাপন করা হয়েছে।
- খ) কোম্পানীর হিসাব বহি সমূহ যথাযথ ভাবে সংরক্ষণ করা হয়েছে।
- গ) আর্থিক বিবরণী প্রস্তুতিতে যথোপযুক্ত হিসাবনীতি সমূহ ধারাবাহিকভাবে প্রয়োগ করা হয়েছে এবং হিসাবগত পরিমাপক সমূহ যুক্তিযুক্ত ও বিচক্ষণ সিদ্ধান্তের উপর প্রতিষ্ঠিত।
- ঘ) আর্থিক বিবরণী প্রস্তুতিতে বাংলাদেশে প্রযোজ্য আন্তর্জাতিক হিসাব মান অনুসৃত হয়েছে এবং যেকোন ব্যত্যয় যথাযথভাবে ব্যক্ত করা হয়েছে।
- ঙ) অভ্যন্তরীণ নিয়ন্ত্রণ ব্যবস্থা সুসংহত ও কার্যকরভাবে বাস্তবায়ন ও পর্যবেক্ষণ করা হয়েছে।
- চ) কোম্পানীর চলমান অস্তিত্বের সামর্থ্যের ক্ষেত্রে কোনরূপ তাৎপর্যপূর্ণ সন্দেহের অবকাশ নাই।

কোম্পানীর কার্যক্রমগত ফলাফল:

অর্থনীতি ও কার্যক্রম:

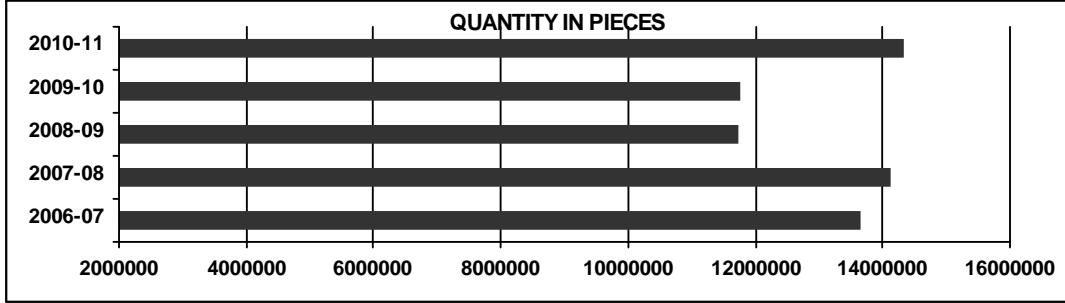
৩১শে মার্চ ২০১১ সমাপ্ত বৎসরে আপনাদের কোম্পানী মোট ২,২৩১.০১ মিলিয়ন টাকা বিক্রয় করেছে। গত বৎসরের বিক্রয় ছিল ১,৫৮৬.০৯ মিলিয়ন টাকা। বিক্রয় বৃদ্ধি পেয়েছে ৪০.৬৬% এবং মুনাফা বৃদ্ধি পেয়েছে ২১.২২% (কর পূর্ব)। এ বৎসর নীট মুনাফা (কর পরবর্তী) হয়েছে ১৩.৫৩ মিলিয়ন টাকা যা গত বছর ছিল ১৩.৮১ মিলিয়ন টাকা। বিক্রয় বৃদ্ধির প্রধান কারণ হল তুলার দাম কয়েকগুণ বেড়ে গিয়েছিল এবং বেশীর ভাগ ক্রেতা তাদের ক্রীত পণ্যের দাম কিছুটা সমন্বয় করেছিল।

মূল আর্থিক উপাত্ত:

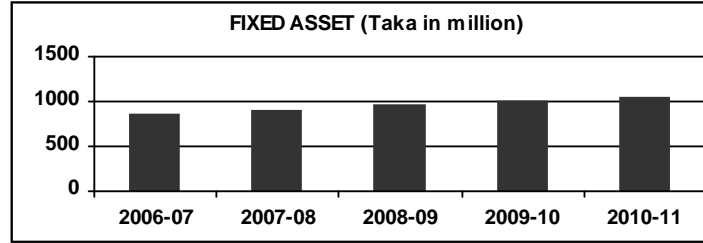


উৎপাদনশীলতা:

এ বৎসর আপনাদের কোম্পানী ১৪.৩১ মিলিয়ন পিস তৈরী পোষাক উৎপাদন করেছে যা গত বৎসরের তুলনায় ২১.৮২% বেশী। এ বৎসর উৎপাদন ক্ষমতার ৮৫.১৮% ব্যবহার করতে সক্ষম হয়েছি যা গত বৎসর ছিল ৭৮.৩১%। নিম্নোক্ত রেখা চিত্রে কোম্পানীর উৎপাদনশীলতা প্রতিফলিত হয়েছে।



এ বৎসর ৫১.৬৮ মিলিয়ন টাকা সম্পদ, প্লান্ট ও যন্ত্রাংশে বিনিয়োগ করা হয়েছে। ভবিষ্যতে বাজারের গতিবিধি এবং চাহিদার ধরণের সাথে সামঞ্জস্য রেখে আমাদেরকে পর্যায়ক্রমে আস্তে আস্তে পুরানো যন্ত্রপাতি গুলো প্রতিস্থাপন করতে হবে। সম্পদ, প্লান্ট ও যন্ত্রাংশে বিনিয়োগ ছাড়া আন্তর্জাতিক বাজারে প্রতিযোগিতায় টিকে থাকা কঠিন হবে, বিশেষ করে যখন মূল্য নির্ধারণে কঠোর প্রতিযোগিতা রয়েছে। এই প্রতিস্থাপনে ভবিষ্যতে একটি বিশাল অংকের বিনিয়োগ প্রয়োজন হবে কিন্তু প্রতিস্থাপিত যন্ত্রপাতি দ্বারা গ্রহণযোগ্য উৎপাদন ক্ষমতা নাও বাড়তে পারে। স্থায়ী সম্পদের নিরবিচ্ছিন্ন বিনিয়োগের প্রতিফলন নিম্নোক্ত চিত্রে রয়েছে।

মুখ্য পরিচালন ও অর্থনৈতিক উপাত্ত:

	২০১০-১১	২০০৯-১০	২০০৮-০৯
পিপিএফ ও করপূর্ব মুনাফা	২৩,১৮২	১৯,০৭৭	২২,১৪৯
পিপিএফ ও কর সঞ্চিত	(৯,৬৫৪)	(৫,২৬২)	(৯,০৩১)
নীট মুনাফা	১৩,৫২৮	১৩,৮১৫	১৩,১১৮
পূর্ববর্তী বৎসরের মুনাফার জের	১৫২,১১৯	১৫২,৬০৫	১৫২,০৮৭
পূর্ববর্তী বৎসরের সমন্বয়	৭,৪৯৪	(১,৭০১)	-
বন্টনযোগ্য মুনাফা	১৭৩,১৪১	১৬৪,৭১৯	১৬৫,২০৫
পরিচালকগণের সুপারিশকৃত বন্টন			
প্রস্তাবিত লভ্যাংশ	১২,৬০০	১২,৬০০	১২,৬০০
পূর্ববর্তী বৎসরের জন্য স্থানান্তর	১৬০,৫৪১	১৫২,১১৯	১৫২,৬০৫
	১৭৩,১৪১	১৬৪,৭১৯	১৬৫,২০৫

লভ্যাংশ:

আপনাদের কোম্পানীর পরিচালকমন্ডলী ২০১০-১১ হিসাব বৎসরে প্রতি ১০০/- (একশত) টাকার শেয়ারের জন্য ১৫.০০ টাকা হারে নগদ লভ্যাংশ প্রদানের সুপারিশ করছেন। এই বার্ষিক সাধারণ সভায় আপনাদের অনুমোদন সাপেক্ষে সেই সমস্ত শেয়ারহোল্ডারদের লভ্যাংশ প্রদান করা হবে যাদের নাম কোম্পানীর সদস্য বহিতে অথবা ডিপোজিটরি রেজিস্টারে আগষ্ট ০৪, ২০১১ ইং তারিখে কার্য সমাপ্ত সময়ে অন্তর্ভুক্ত থাকবে।

বোর্ডের সভা:

এ বৎসর বোর্ডের ৯ টি সভা অনুষ্ঠিত হয়েছে। পরিচালকগণের উপস্থিতির তালিকা নিম্নে প্রদত্ত হল:

পরিচালকবৃন্দের নাম	সভায় উপস্থিতি
জনাব জাফর আহমেদ	৯
জনাব জহুর আহমেদ পিএইচডি	৯
জনাবা শওকত আরা আহমেদ	৯
জনাব শাহরিয়ার আহমেদ	৯
জনাব কাজী ফারুক কাদের	৯
জনাব মুহম্মদ মশিউর রহমান (আই সি বি - প্রতিনিধি)	৫

শেয়ারহোল্ডিংস সংক্রান্ত বিবরণ:

নাম অনুসারে বিবরণ	শেয়ার সংখ্যা	
১. প্যারেন্ট/সাবসিডিয়ারী/ এসোসিয়েটেড কোম্পানী এবং অন্যান্য সম্পর্কিত পার্টিসমূহ:		
এপেক্স ফুডস্ লিমিটেড	২২৬,৩২০	
এপেক্স ল্যানজারী লিমিটেড	১৪,৩০০	
এপেক্স ইয়ার্ন ডাইং লিমিটেড	১৩,৬৪০	
২. পরিচালকবৃন্দ, প্রধান নির্বাহী কর্মকর্তা, কোম্পানী সচিব, প্রধান অর্থ কর্মকর্তা, অভ্যন্তরীণ নিরীক্ষা প্রধান:		
জনাব জাফর আহমেদ	পরিচালক	৮৪,২৪০
জনাব জহুর আহমেদ পিএইচডি	পরিচালক	৯৪,৪৪০
জনাবা শওকত আরা আহমেদ	পরিচালক	১২,৬০০
জনাব শাহরিয়ার আহমেদ	পরিচালক	৪,৭৪০
জনাব মুহম্মদ মশিউর রহমান	পরিচালক (আই সি বি - প্রতিনিধি)	-
জনাব কাজী ফারুক কাদের	ইনডিপেন্ডেন্ট ডাইরেক্টর	-
জনাব সিরাজুল হক	কোম্পানী সচিব	২০
জনাব এস. কে. হালদার	প্রধান অর্থ কর্মকর্তা	-
জনাব কামরুজ্জামান, এসিএ	অভ্যন্তরীণ নিরীক্ষা প্রধান	-
৩. উর্ধ্বতন করপোরেট নির্বাহীগণ		-

নাম অনুসারে বিবরণ

শেয়ার সংখ্যা

৪. কোম্পানীতে ১০ শতাংশ অথবা তার চেয়ে বেশী ভোটের অধিকারী শেয়ারহোল্ডার:

জনাব জাফর আহমেদ	৮৪,২৪০
জনাব জহুর আহমেদ পিএইচডি	৯৪,৪৪০
এপেক্স ফুডস লিমিটেড	২২৬,৩২০
আই সি বি ইউনিট ফান্ড	১১৯,৫৪০
প্রাইম ব্যাংক ইনভেস্ট লিঃ এনএমএসডি এ/সি ৮৮,০০০	

পরিচালক:

আমি জাফর আহমেদ এবং জনাব শাহরিয়ার আহমেদ কোম্পানীর সংস্ব বিধি মোতাবেক বোর্ড থেকে পদত্যাগ ও যোগ্য বিধায় পুনঃ নির্বাচনের জন্য ইচ্ছা প্রকাশ করছি ।

নিরীক্ষক:

অবসর গ্রহণকারী নিরীক্ষক মেসার্স মালেক সিদ্দিকী ওয়ালী, চার্জড একাউন্ট্যান্টস, যোগ্য বিধায় ২০১১-১২ হিসাব বৎসরের জন্য পুনঃ নিরীক্ষক নিয়োগের জন্য আবেদন করেছেন ।

করপোর্টেট গভর্নেন্স প্রতিবেদন:

সিকিউরিটিজ এবং এক্সচেঞ্জ কমিশনের চাহিদা অনুযায়ী করপোর্টেট গভর্নেন্স প্রতিবেদন সংযুক্ত করা হল ।

ঢাকা

২০ জুলাই, ২০১১

বোর্ডের পক্ষে

স্ব/-

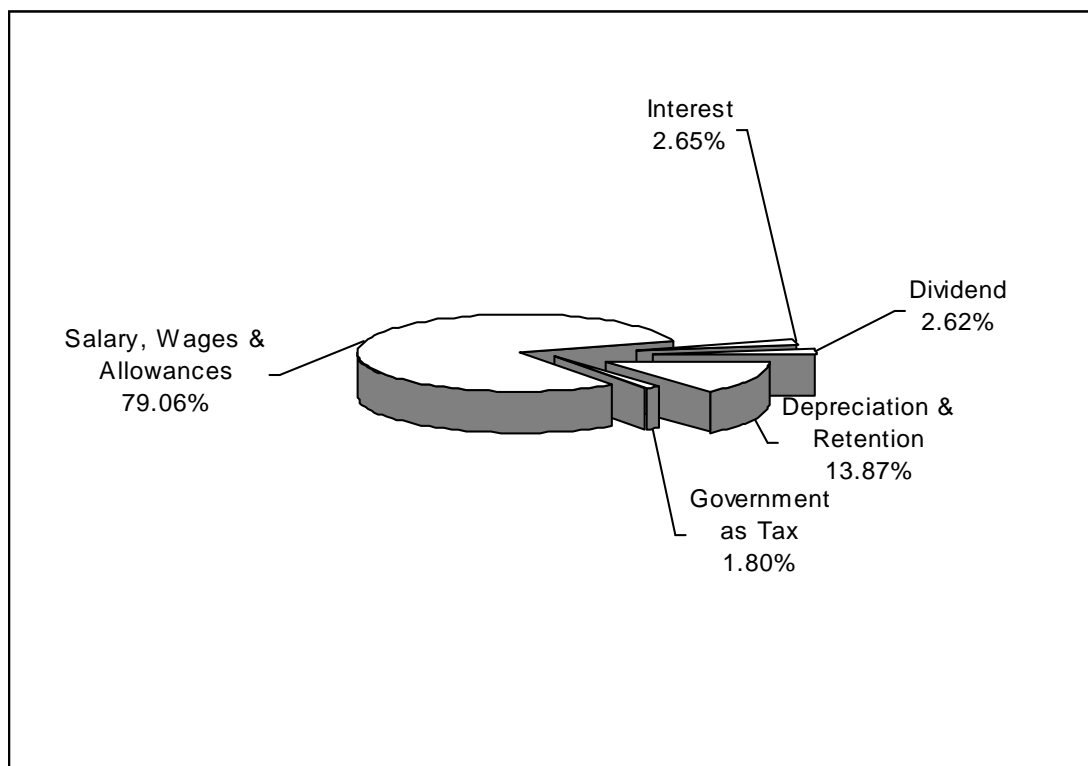
জাফর আহমেদ

সভাপতি

VALUE ADDED STATEMENT

Value in Taka

PARTICULARS	2010-11	%	2009-10	%
VALUE ADDED:				
Turnover	2,231,013,380		1,586,094,474	
Less: Bought in Materials & Services	1,749,934,161		1,172,873,045	
	-----		-----	
	481,079,219		413,221,429	
	=====		=====	
APPLICATIONS:				
Government as Tax	8,634,244	1.80	4,719,952	1.14
Employees as Salary Wages & Allowances	380,363,174	79.06	307,311,884	74.37
Providers of Loan as Interest	12,748,901	2.65	17,176,247	4.16
Providers of Capital as Dividend	12,600,000	2.62	12,600,000	3.05
Depreciation & Retention	66,732,900	13.87	71,413,346	17.28
	-----	-----	-----	-----
	481,079,219	100.00	413,221,429	100.00
	=====	=====	=====	=====



AUDITORS' REPORT TO THE SHAREHOLDERS

Introduction

We have audited the accompanying financial statements of the Apex Spinning & Knitting Mills Limited, which comprise the statement of Financial Position as at 31 March 2011, and the Statement of Comprehensive Income, Statement of Changes in Equity and Statement of Cash Flows for the year then ended and a summary of significant accounting policies and other explanatory notes.

Management's responsibility for the financial statement

Management is responsible for the preparation and fair presentation of these financial statements in accordance with International Financial Reporting Standards (IFRS). Bangladesh Financial Reporting Standards (BFRS), the Companies Act 1994, the Securities and Exchange Rules 1987 and other applicable laws and regulations. This responsibility included designing, implementing and maintaining internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error; selecting and applying appropriate accounting policies; and making accounting estimates that are responsible in the circumstances.

Auditors' responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with International Standards on Auditing (ISA) and Bangladesh Standards on Auditing (BSA). Those standards require that we comply with relevant ethical requirements and plan and perform the audit to obtain reasonable assurance whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditors' judgment, including the assessment of the risks of material misstatements of the financial statements, whether due to fraud or error. In making those risk assessments, we consider internal control relevant to the entity's preparation and fair presentation of the financial statements 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 entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion, the financial statements prepared in accordance with International Financial Reporting Standards (IFRS) and Bangladesh Financial Reporting Standards (BFRS) give a true and fair view of the state of the company's affairs as at 31 March 2011 and of the results of its operations and cash flows for the year then ended and comply with the Companies Act 1994, the Securities and Exchange Rules 1987 and other applicable laws and regulations.

We also report that:

- a) We have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the 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 statement of financial position (balance sheet) and statement of comprehensive income (profit and loss account) dealt with by the report are in agreement with the books of account; and
- d) The expenditure incurred was for the purposes of the Company's business.

Dated; Dhaka
July 20, 2011

Sd/-
Malek Siddiqui Wali
Chartered Accountants

STATEMENT OF FINANCIAL POSITION AS AT 31st MARCH, 2011

	Notes	31.03.2011	Value in Taka 31.03.2010
ASSETS			
Non-Current Assets:			
Property, Plant and Equipment	2	326,709,774	342,491,610
Investment	3	13,037,812	9,621,112
		339,747,586	352,112,722
Current Assets:			
Inventories	4	263,164,972	150,077,244
Trade Debtors	5	220,273,158	235,362,912
Advance, Deposits & Prepayments	6	57,406,671	39,899,671
Other Receivable	7	2,090,890	5,456,246
Cash and Cash Equivalents	8	187,570,427	50,396,719
		730,506,118	481,192,792
TOTAL ASSETS		<u>1,070,253,704</u>	<u>833,305,514</u>
EQUITY AND LIABILITIES			
Shareholders' Equity:			
Share Capital	9	84,000,000	84,000,000
Share Premium	10	15,000,000	15,000,000
Reserve and Surplus	11	305,593,273	297,170,995
		404,593,273	396,170,995
Non-Current Liabilities:			
Long Term Loan		-	300,875
Deferred Tax Liability		1,929,808	9,878,206
		1,929,808	10,179,081
Current Liabilities:			
Working Capital Loan	12	61,993,886	96,811,848
Long Term Loan-Current Maturity	13	300,875	18,910,375
Short Term Loan	14	20,489,516	29,726,089
Trade Creditors	15	523,229,412	234,573,811
Sundry Creditors	16	57,716,934	46,933,315
		663,730,623	426,955,438
Total Liabilities		665,660,431	437,134,519
TOTAL EQUITY AND LIABILITIES		<u>1,070,253,704</u>	<u>833,305,514</u>
Net Asset Value Per Share		482	472

Annexed notes form an integral part of these Financial Statements.

Sd/-
Zahur Ahmed PhD
Managing Director

Sd/-
Shahriar Ahmed
Director

Sd/-
Serazul Hoq
Company Secretary

Signed in terms of our report of even date.

Dated; Dhaka
July 20, 2011

Sd/-
Malek Siddiqui Wali
Chartered Accountants

STATEMENT OF COMPREHENSIVE INCOME
FOR THE YEAR ENDED 31ST MARCH, 2011

	Notes	2010-11	Value in Taka 2009-10
TURNOVER	17	2,231,013,380	1,586,094,474
Cost of goods sold	18	2,065,173,412	1,434,176,589
GROSS PROFIT		165,839,968	151,917,885
OPERATING EXPENSES:			
Administrative & selling overhead	20	131,163,388	116,824,901
Financial expenses	21	12,748,901	17,176,247
		143,912,289	134,001,148
OPERATING PROFIT		21,927,679	17,916,737
Other income	22	1,254,818	1,159,433
PROFIT BEFORE PPF & WF		23,182,497	19,076,170
Provision for contribution to PPF & WF		1,159,125	908,389
PROFIT BEFORE TAX		22,023,372	18,167,781
Tax Expenses:	23		
Current tax		8,949,492	5,016,469
Deferred tax expense/(income)		(454,445)	(663,507)
NET PROFIT AFTER TAX		13,528,325	13,814,819
Other comprehensive income		-	-
TOTAL COMPREHENSIVE INCOME		13,528,325	13,814,819
Basic Earning per share	27	<u>16.11</u>	<u>16.45</u>

Annexed notes form an integral part of these Financial Statements.

Sd/-
Zahur Ahmed PhD
Managing Director

Sd/-
Shahriar Ahmed
Director

Sd/-
Serazul Hoq
Company Secretary

Signed in terms of our report of even date.

Dated; Dhaka
July 20, 2011

Sd/-
Malek Siddiqui Wali
Chartered Accountants

**STATEMENT OF CHANGES IN EQUITY
FOR THE YEAR ENDED 31ST MARCH, 2011**

Value in Taka

Particulars	Share Capital	Share Premium	Tax Holiday Reserve	Retained Earnings	Capital Gain	Total
As at 31st March'10	84,000,000	15,000,000	129,700,699	164,718,478	2,751,818	396,170,995
Net profit after tax of 2010-11	-	-	-	13,528,325	-	13,528,325
Dividend paid during the year	-	-	-	(12,600,000)	-	(12,600,000)
Prior years' adjustment *	-	-	-	7,493,953	-	7,493,953
As at 31st March'11	84,000,000	15,000,000	129,700,699	173,140,756	2,751,818	404,593,273

* Please refer to Note No. 24 for prior years' adjustment.

**STATEMENT OF CHANGES IN EQUITY
FOR THE YEAR ENDED 31ST MARCH, 2010**

Value in Taka

Particulars	Share Capital	Share Premium	Tax Holiday Reserve	Retained Earnings	Capital Gain	Total
As at 31st March, 2009	84,000,000	15,000,000	129,700,699	165,204,978	2,751,818	396,657,495
Net profit after tax of 2009-10	-	-	-	13,814,819	-	13,814,819
Dividend paid during the year	-	-	-	(12,600,000)	-	(12,600,000)
Prior Years Adjustment	-	-	-	(1,701,319)	-	(1,701,319)
As at 31st March'2010	84,000,000	15,000,000	129,700,699	164,718,478	2,751,818	396,170,995

Annexed notes form an integral part of these Financial Statements.

Sd/-
Zahur Ahmed PhD
Managing Director

Sd/-
Shahriar Ahmed
Director

Sd/-
Serazul Hoq
Company Secretary

Signed in terms of our report of even date.

Dated; Dhaka
July 20, 2011

Sd/-
Malek Siddiqui Wali
Chartered Accountants

STATEMENT OF CASH FLOWS
FOR THE YEAR ENDED 31ST MARCH, 2011

	Value in Taka	
	2010-11	2009-10
CASH FLOWS FROM OPERATING ACTIVITIES:		
Collection from turnover	2,246,103,135	1,617,401,593
Other income	760,136	628,534
Interest & other financial charges paid	(60,005,665)	(52,923,511)
Income tax paid	(10,268,083)	(6,029,721)
Payment for costs and expenses	(1,910,028,920)	(1,392,067,037)
Net cash generated from operating activities (a)	266,560,603	167,009,858
CASH FLOWS FROM INVESTING ACTIVITIES:		
Property, plant and equipment acquired	(51,682,072)	(53,085,160)
Sale of asset	760,000	1,880,000
Investment in shares of CDBL	(3,416,700)	-
Net cash used in investing activities (b)	(54,338,772)	(51,205,160)
CASH FLOWS FROM FINANCING ACTIVITIES:		
Working capital loan receive/(repaid)	(34,817,961)	(24,773,336)
Term loan receive/(repaid)	(28,146,948)	(47,030,276)
Dividend paid	(12,083,214)	(20,178,799)
Net cash generated from financing activities (c)	(75,048,123)	(91,982,411)
Net increase/(decrease) in cash and cash equivalents (a+b+c)	137,173,708	23,822,287
Cash and cash equivalents on opening	50,396,719	26,574,432
Cash and cash equivalents on closing	187,570,427	50,396,719
Net Operating Cash Flow Per Share	317	199

Annexed notes form an integral part of these Financial Statements.

Sd/-
Zahur Ahmed PhD
Managing Director

Sd/-
Shahriar Ahmed
Director

Sd/-
Serazul Hoq
Company Secretary

Signed in terms of our report of even date.

Dated; Dhaka
July 20, 2011

Sd/-
Malek Siddiqui Wali
Chartered Accountants

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2011 FORMING AN INTEGRAL PART OF THE FINANCIAL STATEMENTS

1. SIGNIFICANT ACCOUNTING POLICIES AND OTHER MATERIAL INFORMATION:

a. Legal Form of the Enterprise:

The Apex Spinning & Knitting Mills Limited is a public limited Company registered under the Companies Act, 1913. The Company was incorporated in Bangladesh on 25.11.1990. Shares of the Company are listed in the Dhaka Stock Exchange Ltd. and Chittagong Stock Exchange Ltd.

b. Address of Registered Office and Factory:

The Registered Office of the Company is located at Rupayan Golden Age, 5th & 6th Floor, 99 Gulshan Avenue, Gulshan, Dhaka-1212 and the Factory is located at Chandora, P.O. Chandora, P.S. Kaliakoir, Dist. Gazipur.

c. Nature of Business Activities:

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

d. Accounting Convention and Basis:

These Financial Statements have been prepared under the Historical Cost Convention and Going Concern basis in accordance with applicable Bangladesh Accounting Standards which does not vary from the requirements of the Companies Act 1994 and the Listing Regulations of the Stock Exchanges, The Securities & Exchange Rules 1987 and other laws and rules applicable in Bangladesh.

e. Property, Plant and Equipment:

These are stated at historical cost less accumulated depreciation in accordance with BAS 16 "Property, Plant and Equipment".

f. Depreciation:

Depreciation is charged on all Property, Plant and Equipment except land and land development on reducing balance method.

The rates of depreciation of each class of assets are as follows:

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

g. Accounting for Lease:

Due to adoption of lease accounting by the Institute of Chartered Accountants of Bangladesh (ICAB) accounting for lease has been made as per BAS 17, "Leases", and accordingly all the Operating Leases have been treated as Financial Lease for the reporting period.

h. Inventories:

Inventories in hand as at 31st March, 2011 have been valued at lower of cost and net realizable value in accordance with BAS 2 "Inventories" after making due allowance for any obsolete or slow moving items.

i. Income Tax:

The Company is a Publicly Traded Company, as per the Income Tax Ordinance, 1984. Since the company is 100% export oriented Ready Made Garment Industry the tax has been deducted at source @ 0.40% on the export proceeds and provision has been made accordingly. However, the tax provision has been made @ 27.50% on interest earned, exchange gain, profit on sale of assets and 20% on dividend income as per provision of the Income Tax Ordinance, 1984.

j. Deferred Tax:

Deferred tax assets or deferred tax liabilities have been accounted for in accordance with BAS 12 "Income Taxes". Deferred tax arises due to temporary difference, deductible or taxable for the events or transactions recognized in the statement of 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 financials statement. Deferred tax asset or liability is the amount of income tax payable or 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.

k. Trade Debtors:

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

l. Creditors 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.

m. Earning Per Share:

The Company calculates Earnings Per Share (EPS) in accordance with BAS 33 "Earnings Per Share" which has been shown on the face of statement of comprehensive income and the computation of EPS is stated in Note 27.

i. Basic Earnings:

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

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.

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.

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.

n. Statement of Cash Flows:

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

o. 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 BAS 21 "The Effects of Changes in Foreign Exchange Rates".

p. Revenue Recognition:

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 BAS 18 "Revenue".

q. Employee Benefit Obligations:

The Company operates a contributory provident fund and a Group Insurance Scheme for its permanent employees. A Board of Trustee administrates the provident fund.

r. Contribution to PPF & WF:

This is being calculated @ 5% of the net profit before such contribution provided as per provisions of the Bangladesh Labor Act 2006 and is payable to workers' as defined in the said Act.

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

Preparation of Financial Statements in conformity with the Bangladesh Accounting Standards requires management to make estimates and assumption that effect the reported amounts of assets and liabilities and disclosures of contingent assets and liabilities at the date of the financial statements and revenues and expenses during the period reported. Actual results could differ from those estimates. Estimates are used for accounting of certain items such as long term contracts, depreciation and amortization, employees benefit plans, taxes, reserves and contingencies.

t. Comparative information:

Comparative information have been disclosed in respect of the year 2009-10 for all numerical information of the financial statements and also the narrative and descriptive information when it is relevant for understanding of the current periods financial statements.

Last year's figures have been rearranged where considered necessary to conform to current year's presentation.

u. Reporting currency and level of precision:

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

v. Reporting period:

Financial Statements of the Company cover one year from 1st April to 31st March consistently.

w. General:

- The Financial Statements include the following components as per BAS 1 "Presentation of Financial Statements".
 - i) Statement of Financial Position as at 31st March, 2011
 - ii) Statement of Comprehensive Income for the year ended 31st March, 2011
 - iii) Statement of Changes in Equity for the year ended 31st March, 2011
 - iv) Statement of Cash Flows for the year ended 31st March, 2011 and
 - v) Accounting Policies and explanatory notes.

2. PROPERTY, PLANT AND EQUIPMENT: TK. 326,709,774

SL. NO.	PARTICULAR	COST				RATE %	DEPRECIATION				W.D.V as at 31.03.11
		Balance as at 01.04.10	Addition During the year	(Deletion) During the year	Balance as at 31.03.11		Balance as at 01.04.10	(Adjustment) for the year	Charged for the year	Balance as at 31.03.11	
1	Land & Land Development	21,423,102	-	-	21,423,102		-	-	-	-	21,423,102
2	Factory Building	185,242,933	28,748,880	-	213,991,813	20	102,974,044	-	22,203,554	125,177,598	88,814,215
3	Civil Construction	46,470,071	2,575,898	-	49,045,969	10	21,162,587	-	2,788,338	23,950,925	25,095,044
4	Plant & Machinery	561,703,378	4,653,339	(3,131,578)	563,225,139	20	423,105,864	(2,866,260)	28,597,107	448,836,711	114,388,428
5	Effluent Treatment Plant	15,675,348	282,000	-	15,957,348	20	8,317,718	-	1,527,926	9,845,644	6,111,704
6	Gas Installation	7,208,772	-	-	7,208,772	15	6,383,601	-	123,776	6,507,377	701,395
7	Electric Installation	10,764,273	-	-	10,764,273	15	6,381,140	-	657,470	7,038,610	3,725,663
8	Boiler	10,786,943	2,580,750	-	13,367,693	15	8,873,436	-	674,139	9,547,575	3,820,118
9	Generator	70,650,785	5,148,628	-	75,799,413	15	38,906,398	-	5,533,952	44,440,350	31,359,063
10	Water Treatment Plant	7,302,353	-	-	7,302,353	20	3,808,947	-	698,681	4,507,628	2,794,725
11	Factory Equipments	11,680,116	333,800	-	12,013,916	15	7,356,442	-	698,621	8,055,063	3,958,853
12	Other Equipments	5,254,368	1,452,570	-	6,706,938	15	2,857,036	-	577,485	3,434,521	3,272,417
13	Deep Tube-Well & Tanks	7,152,438	310,400	-	7,462,838	15	3,069,236	-	659,040	3,728,276	3,734,562
14	Motor Vehicles	8,511,244	-	-	8,511,244	20	6,327,558	-	436,737	6,764,295	1,746,949
15	Furniture & Fixtures	15,773,837	5,595,807	-	21,369,644	10	8,446,941	-	1,292,269	9,739,210	11,630,434
16	Laboratory Equipments	576,027	-	-	576,027	15	504,627	-	10,710	515,337	60,690
17	Office Equipments	12,948,018	-	-	12,948,018	15	8,158,931	-	718,363	8,877,294	4,070,724
18	Motor Cycles	40,625	-	-	40,625	20	38,515	-	422	38,937	1,688
		999,164,631	51,682,072	(3,131,578)	1,047,715,125		656,673,021	(2,866,260)	67,198,590	721,005,351	326,709,774

Charged to:

Cost of goods sold 64,750,799

Administrative & selling overhead 2,447,791

67,198,590

- Due to adoption of BAS 17, "Leases" by ICAB, the leased asset has been considered as assets of the Company.

	<u>2010-11</u>	<u>2009-10</u>
3. INVESTMENT: TK. 13,037,812		
Apex Foods Limited (Public Limited Company) 16,475 Shares.	8,621,112	8,621,112
Central Depository Bangladesh Limited 256,945 Share of Tk. 10/- each including 100,000 Bonus Shares and 56,945 Right Shares @ Tk. 60/- each.	44,16,700	1,000,000
	===== 13,037,812 =====	===== 9,621,112 =====

Market Price of Listed Companies Shares (As on 31.03.2011)

Apex Foods Limited	1,192	1,070
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			<u>2010-11</u>	<u>2009-10</u>
4. INVENTORIES: TK. 263,164,972				
Finished Goods				
T Shirts	3,988	Doz	4,338,726	2,954,870
Other	11,937	Doz	25,429,160	4,025,532
	15,925	Doz	29,767,886	6,980,402
Work in Process				
Dyed Fabric	60,557	Kg	25,294,959	21,133,623
Knitted Fabric	108,020	Kg	38,887,200	-
Greige Fabric	177,916	Kg	65,971,253	6,198,600
	346,493	Kg	130,153,412	27,332,223
Raw Materials				
Yarn	110,936	Kg	38,230,140	40,630,914
Dyes & Chemicals	144,502	Kg	50,141,624	58,724,660
	255,438	Kg	88,371,764	99,355,574
Accessories				
			14,871,910	16,409,045
			263,164,972	150,077,244

- The above Inventories are as per physical checking made, valued and certified 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 facilities from the Banks.

5. TRADE DEBTORS: TK 220,273,158

Export Bills Receivable	<u>220,273,158</u>	<u>235,362,912</u>
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Invoice wise break up of export bills receivable as on 31.03.2011 are given below:

Invoice No	Contract/LC #	Amounts in Taka
ASKML-2483/2010	ASKML/CONT/02/10	1,632,960
ASKML-2500/2010	ASKML/CONT/02/10	668,444
ASKML-2595/2010	ASKML/CONT/02/10	1,692,000
ASKML-2482/2010	ASKML/CONT/02/10	171,072
ASKML-0017/2011	ASKML/CONT/02/10	371,952
ASKML-0035/2011	ASKML/CONT/02/10	1,209,600
ASKML-0046/2011	ASKML/CONT/02/10	290,100
ASKML-0007/2011	ASKML/CONT/02/10	634,205
ASKML-0096/2011	ASKML/CONT/02/10	1,432,753
ASKML-2435/2010	ASKML/CONT/02/10	140,400
ASKML-2480/2010	ASKML/CONT/02/10	11,353
ASKML-2548/2010	ASKML/CONT/02/10	45,587
ASKML-0165/2011	ASKML/CONT/02/10	16,796
ASKML-0183/2011	ASKML/CONT/02/10	139,180
ASKML-0185/2011	ASKML/CONT/02/10	39,758
ASKML-0192/2011	ASKML/CONT/03/10	612,350
ASKML-0196/2011	ASKML/CONT/02/10	777,600
ASKML-0199/2011	ASKML/CONT/02/10	1,358,208
ASKML-0241/2011	ASKML/CONT/02/10	583,200
ASKML-0250/2011	ASKML/CONT/02/10	1,629,504

ASKML-0266/2011	ASKML/CONT/02/10	4,034,156
ASKML-0268/2011	ASKML/CONT/02/10	2,270,354
ASKML-0273/2011	ASKML/CONT/02/10	735,164
ASKML-0277/2011	ASKML/CONT/02/10	901,120
ASKML-0279/2011	ASKML/CONT/03/10	3,590,496
ASKML-0282/2011	ASKML/CONT/03/10	3,498,768
ASKML-0285/2011	ASKML/CONT/02/10	2,195,845
ASKML-0288/2011	ASKML/CONT/02/10	3,774,816
ASKML-0293/2011	ASKML/CONT/02/10	9,331
ASKML-0295/2011	ASKML/CONT/02/10	12,517
ASKML-0327/2011	ASKML/CONT/03/10	137,199
ASKML-0328/2011	ASKML/CONT/03/10	35,512
ASKML-0330/2011	ASKML/CONT/02/10	129,150
ASKML-0334/2011	ASKML/CONT/02/10	1,057,968
ASKML-0335/2011	ASKML/CONT/02/10	264,384
ASKML-0363/2011	ASKML/CONT/02/10	25,952
ASKML-0319/2011	ASKML/CONT/02/10	5,587,840
ASKML-0325/2011	ASKML/CONT/02/10	2,352,080
ASKML-0326/2011	ASKML/CONT/03/10	3,066,336
ASKML-0329/2011	ASKML/CONT/02/10	6,977,495
ASKML-0332/2011	ASKML/CONT/02/10	3,528,968
ASKML-0333/2011	ASKML/CONT/02/10	3,087,936
ASKML-0343/2011	ASKML/CONT/02/10	3,609,412
ASKML-0356/2011	ASKML/CONT/02/10	3,944,592
ASKML-0359/2011	ASKML/CONT/02/10	5,762,880
ASKML-0377/2011	ASKML/CONT/02/10	5,399,136
ASKML-0202/2011	ASKML/CONT/02/10	110,688
ASKML-0204/2011	ASKML/CONT/02/10	57,289
ASKML-0211/2011	ASKML/CONT/02/10	143,231
ASKML-0231/2011	ASKML/CONT/02/10	806,400
ASKML-0232/2011	ASKML/CONT/02/10	230,400
ASKML-0236/2011	ASKML/CONT/02/10	931,208
ASKML-0242/2011	ASKML/CONT/02/10	67,081
ASKML-0243/2011	ASKML/CONT/02/10	24,571
ASKML-0248/2011	ASKML/CONT/02/10	40,974
ASKML-0255/2011	ASKML/CONT/02/10	708,480
ASKML-0262/2011	ASKML/CONT/03/10	3,661
ASKML-0263/2011	ASKML/CONT/03/10	37,721
ASKML-0264/2011	ASKML/CONT/03/10	9,734
ASKML-0267/2011	ASKML/CONT/02/10	134,568
ASKML-0278/2011	ASKML/CONT/02/10	265,612
ASKML-0289/2011	ASKML/CONT/02/10	103,680
ASKML-0290/2011	ASKML/CONT/02/10	3,007
ASKML-0291/2011	ASKML/CONT/02/10	19,836
ASKML-0292/2011	ASKML/CONT/02/10	36,403
ASKML-0294/2011	ASKML/CONT/02/10	58,332
ASKML-0296/2011	ASKML/CONT/02/10	23,380
ASKML-0297/2011	ASKML/CONT/02/10	114,301
ASKML-0298/2011	ASKML/CONT/02/10	1,010,880
ASKML-0299/2011	ASKML/CONT/02/10	92,275
ASKML-0302/2011	ASKML/CONT/02/10	410,400
ASKML-0304/2011	ASKML/CONT/02/10	11,765
ASKML-0306/2011	ASKML/CONT/03/10	472,320

ASKML-0310/2011	ASKML/CONT/03/10	34,985
ASKML-0311/2011	ASKML/CONT/03/10	93,564
ASKML-0312/2011	ASKML/CONT/03/10	12,855
ASKML-0313/2011	ASKML/CONT/03/10	2,106,000
ASKML-0314/2011	ASKML/CONT/03/10	468,000
ASKML-0315/2011	ASKML/CONT/02/10	385,318
ASKML-0317/2011	ASKML/CONT/02/10	80,741
ASKML-0322/2011	ASKML/CONT/02/10	1,661,659
ASKML-0331/2011	ASKML/CONT/02/10	389,221
ASKML-0336/2011	ASKML/CONT/03/10	274,176
ASKML-0337/2011	ASKML/CONT/02/10	789,746
ASKML-0338/2011	ASKML/CONT/02/10	155,520
ASKML-0341/2011	ASKML/CONT/02/10	7,203
ASKML-0342/2011	ASKML/CONT/02/10	1,410,048
ASKML-0345/2011	ASKML/CONT/02/10	3,146
ASKML-0346/2011	ASKML/CONT/03/10	1,180,800
ASKML-0347/2011	ASKML/CONT/03/10	2,244
ASKML-0349/2011	ASKML/CONT/03/10	1,027,821
ASKML-0351/2011	ASKML/CONT/03/10	13,478
ASKML-0357/2011	ASKML/CONT/02/10	1,291,680
ASKML-0358/2011	ASKML/CONT/02/10	735,264
ASKML-0360/2011	ASKML/CONT/02/10	2,782,080
ASKML-0361/2011	ASKML/CONT/02/10	963,792
ASKML-0364/2011	ASKML/CONT/02/10	35,528
ASKML-0365/2011	ASKML/CONT/02/10	8,512
ASKML-0366/2011	ASKML/CONT/02/10	48,038
ASKML-0367/2011	ASKML/CONT/02/10	10,208
ASKML-0369/2011	ASKML/CONT/02/10	2,538,720
ASKML-0370/2011	ASKML/CONT/02/10	438,815
ASKML-0371/2011	ASKML/CONT/02/10	35,867
ASKML-0372/2011	ASKML/CONT/03/10	456,379
ASKML-0373/2011	ASKML/CONT/03/10	2,530,750
ASKML-0374/2011	ASKML/CONT/03/10	1,062,425
ASKML-0375/2011	ASKML/CONT/03/10	909,216
ASKML-0376/2011	ASKML/CONT/02/10	520,128
ASKML-0378/2011	ASKML/CONT/02/10	47,704
ASKML-0382/2011	ASKML/CONT/02/10	2,078,784
ASKML-0384/2011	ASKML/CONT/02/10	40,539
ASKML-0385/2011	ASKML/CONT/02/10	18,144
ASKML-0386/2011	ASKML/CONT/03/10	1,050,912
ASKML-0388/2011	ASKML/CONT/03/10	292,896
ASKML-0389/2011	ASKML/CONT/03/10	11,146
ASKML-0390/2011	ASKML/CONT/03/10	8,624
ASKML-0392/2011	ASKML/CONT/03/10	16,754
ASKML-0396/2011	ASKML/CONT/02/10	2,911,248
ASKML-0398/2011	ASKML/CONT/02/10	388,001
ASKML-0407/2011	ASKML/CONT/03/10	8,344,566
ASKML-0259/2011	ASKML/CONT/03/10	177,120
ASKML-0261/2011	ASKML/CONT/03/10	236,160
ASKML-0316/2011	ASKML/CONT/02/10	416,020
ASKML-0321/2011	ASKML/CONT/02/10	98,256
ASKML-0320/2011	ASKML/CONT/02/10	25,906
ASKML-0318/2011	ASKML/CONT/02/10	302,394

ASKML-0324/2011	ASKML/CONT/02/10	132,706
ASKML-0323/2011	ASKML/CONT/02/10	32,426
ASKML-0308/2011	ASKML/CONT/03/10	59,040
ASKML-0309/2011	ASKML/CONT/03/10	236,160
ASKML-0305/2011	ASKML/CONT/03/10	413,280
ASKML-0300/2011	ASKML/CONT/02/10	648,000
ASKML-0307/2011	ASKML/CONT/03/10	153,504
ASKML-0301/2011	ASKML/CONT/02/10	16,381
ASKML-0303/2011	ASKML/CONT/02/10	273,600
ASKML-0340/2011	ASKML/CONT/02/10	44,870
ASKML-0362/2011	ASKML/CONT/02/10	109,769
ASKML-0339/2011	ASKML/CONT/02/10	6,221
ASKML-0355/2011	ASKML/CONT/03/10	1,872
ASKML-0352/2011	ASKML/CONT/03/10	8,237
ASKML-0344/2011	ASKML/CONT/02/10	103,680
ASKML-0368/2011	ASKML/CONT/03/10	109,681
ASKML-0354/2011	ASKML/CONT/03/10	46,800
ASKML-0353/2011	ASKML/CONT/03/10	191,880
ASKML-0350/2011	ASKML/CONT/03/10	81,360
ASKML-0348/2011	ASKML/CONT/03/10	59,040
ASKML-0379/2011	ASKML/CONT/02/10	30,874
ASKML-0403/2011	ASKML/CONT/03/10	410,688
ASKML-0387/2011	ASKML/CONT/03/10	1,181
ASKML-0399/2011	ASKML/CONT/03/10	75,807
ASKML-0395/2011	ASKML/CONT/03/10	936
ASKML-0394/2011	ASKML/CONT/03/10	187,200
ASKML-0404/2011	ASKML/CONT/03/10	56,701
ASKML-0397/2011	ASKML/CONT/02/10	96,479
ASKML-0158/2011	ASKML/CONT/03/10	69,055
ASKML-0406/2011	ASKML/CONT/03/10	1,948,763
ASKML-0383/2011	ASKML/CONT/02/10	1,036,800
ASKML-0381/2011	ASKML/CONT/02/10	36,723
ASKML-0391/2011	ASKML/CONT/03/10	284,760
ASKML-0400/2011	ASKML/CONT/02/10	104,386
ASKML-0401/2011	ASKML/CONT/02/10	33,122
ASKML-0402/2011	ASKML/CONT/02/10	46,237
ASKML-0405/2011	ASKML/CONT/02/10	469,663
ASKML-0408/2011	ASKML/CONT/03/10	2,188,908
ASKML-0380/2011	ASKML/CONT/02/10	5,495
ASKML-0393/2011	ASKML/CONT/03/10	3,650
ASKML-0425/2011	ASKML/CONT/03/10	22,952
ASKML-0426/2011	ASKML/CONT/03/10	2,719,584
ASKML-0427/2011	ASKML/CONT/03/10	35,431
ASKML-0428/2011	ASKML/CONT/03/10	80,055
ASKML-0429/2011	ASKML/CONT/03/10	59,946
ASKML-0430/2011	ASKML/CONT/03/10	19,152
ASKML-0431/2011	ASKML/CONT/03/10	194,584
ASKML-0437/2011	ASKML/CONT/03/10	4,026,233
ASKML-0438/2011	ASKML/CONT/03/10	128,707
ASKML-0439/2011	ASKML/CONT/03/10	259,186
ASKML-0441/2011	ASKML/CONT/03/10	734,400
ASKML-0442/2011	ASKML/CONT/03/10	419,904
ASKML-0409/2011	ASKML/CONT/02/10	663,552

ASKML-0410/2011	ASKML/CONT/02/10	35,666
ASKML-0411/2011	ASKML/CONT/02/10	10,783
ASKML-0412/2011	ASKML/CONT/03/10	406,800
ASKML-0413/2011	ASKML/CONT/03/10	16,923
ASKML-0414/2011	ASKML/CONT/03/10	3,092
ASKML-0416/2011	ASKML/CONT/03/10	1,416,960
ASKML-0421/2011	ASKML/CONT/03/10	28,693
ASKML-0424/2011	ASKML/CONT/02/10	28,218
ASKML-0432/2011	ASKML/CONT/03/10	517,104
ASKML-0433/2011	ASKML/CONT/03/10	4,788,000
ASKML-0435/2011	ASKML/CONT/03/10	370,944
ASKML-0436/2011	ASKML/CONT/03/10	2,034,893
ASKML-0422/2011	ASKML/CONT/03/10	118,080
ASKML-0417/2011	ASKML/CONT/03/10	118,080
ASKML-0418/2011	ASKML/CONT/03/10	118,080
ASKML-0419/2011	ASKML/CONT/03/10	996,713
ASKML-0443/2011	ASKML/CONT/03/10	1,296,000
ASKML-0434/2011	ASKML/CONT/03/10	1,819,440
ASKML-0440/2011	ASKML/CONT/03/10	3,557,603
ASKML-0420/2011	ASKML/CONT/03/10	944,640
ASKML-0415/2011	ASKML/CONT/03/10	7,394
ASKML-0444/2011	ASKML/CONT/03/10	718,848
ASKML-0448/2011	ASKML/CONT/03/10	114,301
ASKML-0449/2011	ASKML/CONT/03/10	236,160
ASKML-0454/2011	ASKML/CONT/03/10	5,746
ASKML-0423/2011	ASKML/CONT/02/10	102,639
ASKML-0461/2011	ASKML/CONT/03/10	5,423,267
ASKML-0462/2011	ASKML/CONT/03/10	40,885
ASKML-0463/2011	ASKML/CONT/03/10	35,719
ASKML-0455/2011	ASKML/CONT/03/10	136,800
ASKML-0467/2011	ASKML/CONT/03/10	12,449
ASKML-0470/2011	ASKML/CONT/03/10	93,600
ASKML-0469/2011	ASKML/CONT/03/10	1,966
ASKML-0471/2011	ASKML/CONT/03/10	102,960
ASKML-0472/2011	ASKML/CONT/03/10	748,800
ASKML-0450/2011	ASKML/CONT/03/10	35,424
ASKML-0465/2011	ASKML/CONT/03/10	12,960,000
ASKML-0456/2011	ASKML/CONT/03/10	410,400
ASKML-0457/2011	ASKML/CONT/03/10	136,800
ASKML-0464/2011	ASKML/CONT/03/10	777,600
ASKML-0451/2011	ASKML/CONT/03/10	590,400
ASKML-0473/2011	ASKML/CONT/03/10	187,200
ASKML-0445/2011	ASKML/CONT/02/10	32,037
ASKML-0446/2011	ASKML/CONT/03/10	15,133
ASKML-0452/2011	ASKML/CONT/03/10	236,160
ASKML-0474/2011	ASKML/CONT/03/10	187,200
ASKML-0458/2011	ASKML/CONT/03/10	74,501
ASKML-0460/2011	ASKML/CONT/03/10	781,632
ASKML-0466/2011	ASKML/CONT/03/10	3,024,000
ASKML-0453/2011	ASKML/CONT/02/10	127,380
ASKML-0468/2011	ASKML/CONT/03/10	7,301
ASKML-0512/2011	ASKML/CONT/03/10	8,560,944
ASKML-0459/2011	ASKML/CONT/03/10	29,808

ASKML-0475/2011	ASKML/CONT/03/10	9,565
ASKML-0476/2011	ASKML/CONT/03/10	460,512
ASKML-0477/2011	ASKML/CONT/03/10	17,240
ASKML-0478/2011	ASKML/CONT/03/10	52,664
ASKML-0480/2011	ASKML/CONT/03/10	1,204,416
ASKML-0481/2011	ASKML/CONT/03/10	43,099
ASKML-0482/2011	ASKML/CONT/03/10	3,660
ASKML-0485/2011	ASKML/CONT/03/10	745,200
ASKML-0486/2011	ASKML/CONT/03/10	61,106
ASKML-0489/2011	ASKML/CONT/03/10	68,400
ASKML-0490/2011	ASKML/CONT/03/10	5,335
ASKML-0492/2011	ASKML/CONT/03/10	380,538
ASKML-0494/2011	ASKML/CONT/03/10	278,435
ASKML-0495/2011	ASKML/CONT/03/10	953,856
ASKML-0496/2011	ASKML/CONT/03/10	8,214
ASKML-0497/2011	ASKML/CONT/03/10	1,258,560
ASKML-0498/2011	ASKML/CONT/03/10	395,078
ASKML-0501/2011	ASKML/CONT/03/10	281,520
ASKML-0502/2011	ASKML/CONT/03/10	143,575
ASKML-0505/2011	ASKML/CONT/03/10	2,412,035
ASKML-0506/2011	ASKML/CONT/03/10	364,815
ASKML-0509/2011	ASKML/CONT/03/10	561,600
ASKML-0510/2011	ASKML/CONT/03/10	127,008
ASKML-0447/2011	ASKML/CONT/03/10	61,756
ASKML-0483/2011	ASKML/CONT/03/10	3,188,160
ASKML-0487/2011	ASKML/CONT/03/10	188,784
ASKML-0507/2011	ASKML/CONT/03/10	768,718
ASKML-0503/2011	ASKML/CONT/03/10	208,080
ASKML-0499/2011	ASKML/CONT/03/10	1,231,200
ASKML-0479/2011	ASKML/CONT/03/10	519,552
ASKML-0484/2011	ASKML/CONT/03/10	354,240
ASKML-0488/2011	ASKML/CONT/03/10	55,642
ASKML-0511/2011	ASKML/CONT/03/10	2,592,000
ASKML-0500/2011	ASKML/CONT/03/10	551,030
ASKML-0504/2011	ASKML/CONT/03/10	281,326
ASKML-0508/2011	ASKML/CONT/03/10	233,925
ASKML-0491/2011	ASKML/CONT/03/10	<u>136,800</u>
		<u>220,273,158</u>

- The above debtors are considered good and subsequently realized in full.

	<u>2010-11</u>	<u>2009-10</u>
6. ADVANCES, DEPOSITS AND PREPAYMENTS: TK. 57,406,671		
Advance Income Tax	36,550,671	26,282,587
Staff Advance	986,199	1,067,099
Securities & Deposits	6,290,537	7,759,066
Advance against expenses	<u>13,579,264</u>	<u>4,790,919</u>
	<u>57,406,671</u>	<u>39,899,671</u>

- Staff Advances are being regularly adjusted.
- Advance Income Tax, securities and deposits are made to statutory bodies and hence secured.
- No amount was due by Directors and other Officers of the Company or by Associated Undertaking.

	<u>2010-11</u>	<u>2009-10</u>
7. OTHER RECEIVABLES: TK. 2,090,890		
Cash incentive Receivable	<u>2,090,890</u>	<u>5,456,246</u>

- This represents the audited certificate amount receivable from Bank against cash incentive.

8. CASH AND CASH EQUIVALENTS: TK. 187,570,427

Cash and Bank Balances

Cash in hand	20,000	20,000
Cash at bank :		
CD Account with Eastern Bank Ltd, Dhaka	109,848	235,680
CD Account with Dhaka Bank Ltd, Dhaka	29,832	30,952
CD Account with Standard Chartered Bank, Dhaka	111,006	109,277
CD Account with Mutual Trust Bank, Chandora	85,249	87,399
CD Account with Mutual Trust Bank, Dilkusha, Dhaka	92,995	94,495
CD Account with AB Bank, Dhaka	1,356,756	-
Foreign Currency Account with Eastern Bank Ltd, Dhaka-USD	5,270,895	2,346,533
Foreign Currency Account with HSBC, Dhaka-USD	2,501,343	814,284
STD Account with Standard Chartered Bank, Dhaka	294,142	294,142
STD Account with Eastern Bank Ltd, Principal Branch, Dhaka	67,611	65,879
STD Account with HSBC, Dhaka	1,123	-
Margin Account with Eastern Bank Ltd, USD	174,523,998	36,152,174
Margin Account with HSBC-USD	3,105,629	10,145,904
	<u>187,550,427</u>	<u>50,376,719</u>
	<u>187,570,427</u>	<u>50,396,719</u>

- Cash in hand was physically verified. All Bank balances were reconciled and confirmed by bank statements.

9. SHARE CAPITAL : TK. 84,000,000

Authorized Capital:

3,000,000 Ordinary Shares of Tk. 100/= each.	<u>300,000,000</u>	<u>300,000,000</u>
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Issued, Subscribed & Paid up Capital:

840,000 Ordinary Shares of Tk. 100/= each fully paid	<u>84,000,000</u>	<u>84,000,000</u>
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- There was no preference share issued by the Company.

Composition of Shareholdings:

Sponsors	50.28%	50.28%
Institution	28.98%	29.76%
Foreign Shareholders	0.24%	0.30%
Public - Local	<u>20.50%</u>	<u>19.66%</u>
	<u>100.00%</u>	<u>100.00%</u>

The Company had the following non-resident Shareholders on 31.03.2011:

<u>NAME</u>	<u>FOLIO NO.</u>	<u>NO. OF SHARE</u>
Smith New Court Far East Ltd.	00011	60
-do-	03777	200
Hong Kong Bank Int'l Trustee Ltd.	04037	636
Somers Nominees (Far East) Ltd.	04038	1,080
Investors Bank & Trust Company	04065	20
UBS Securities (East Asia) Ltd.	04689	72
		<u>2,068</u>
		=====

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

Distribution of each class of equity, setting out the member of holders and percentage, in the following categories:

<u>No. of Share Holder</u>	<u>Holdings</u>	<u>Total Holdings</u>	<u>In %</u>
1,333	Less than & equal 500 Shares	39,944	4.76
29	501 to 5,000 Shares	55,120	6.56
1	5001 to 10,000 Shares	8,520	1.01
5	10,001 to 20,000 Shares	62,260	7.41
1	20,001 to 30,000 Shares	27,720	3.30
1	30,001 to 40,000 Shares	35,696	4.25
0	40,001 to 50,000 Shares	0	0.00
3	50,001 to 100,000 Shares	266,680	31.75
1	100,001 to 200,000 Shares	117,740	14.02
1	200,001 to 300,000 Shares	226,320	26.94
0	Over 300,000 Shares	0	0.00
----- 1,375 =====		----- 840,000 =====	----- 100.00 =====

2010-112009-10**10. SHARE PREMIUM: TK. 15,000,000****15,000,000****15,000,000**

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

11. RESERVE AND SURPLUS: TK 305,593,273

Reserve for Re-Investment
Retained Earnings
Capital Gain

129,700,699
173,140,756
2,751,818
305,593,273

129,700,699
164,718,478
2,751,818
297,170,995

305,593,273**297,170,995**

- Reserve for Re-Investment represents Tax Holiday Reserve made up to the Tax Holiday period of the Company as per requirements of the Income Tax Ordinance, 1984.

12. WORKING CAPITAL LOAN: TK. 61,993,886

Overdraft-Eastern Bank Ltd, Principal Br. Dhaka
Overdraft-HSBC, Dhaka

45,003,297

78,519,984

16,990,58918,291,864**61,993,886****96,811,848**

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- The Working Capital Loan was taken from Eastern Bank Ltd, Principal Branch, Dhaka and HSBC against hypothecation as Cash Credit basis. The loan is secured against Inventories and Trade Debtors of the Company. The Loan of Eastern Bank Limited bears interest @ 12.00% p.a. The rate of interest of HSBC is 11.75% p.a.

13. LONG TERM LOAN- CURRENT MATURITY (SECURED): TK. 300,875

Term Loan
Lease Liabilities

300,875

12,648,233

-

6,262,142**300,875****18,910,375**

This represents the current portion of Long Term Loan payable in next one year (Payable during the year 2011-12).

	<u>2010-11</u>	<u>2009-10</u>
14. SHORT TERM LOAN: TK. 20,489,516		
Time Loan	7,568,020	4,011,886
Import Loan	<u>12,921,496</u>	<u>25,714,203</u>
	<u>20,489,516</u>	<u>29,726,089</u>
15. TRADE CREDITORS: TK. 523,229,412		
	<u>523,229,412</u>	<u>234,573,811</u>

This represents local procurement and import of Raw Materials (Yarn, Dyes & Chemicals) under Back-to-Back L/C on 90 to 120 days deferred payment and Sight L/C, which has been subsequently adjusted and moves in cycle in this trade and considered secured.

16. SUNDRY CREDITORS: TK. 57,716,934

Clearing & Forwarding	3,603,723	2,609,593
Creditors against capital work	1,326,614	2,195,818
Creditors against Sub-contract	45,000	1,028,172
Creditors for Advertisement	-	3,357
Creditors for material & accessories	1,688,735	151,212
Creditors for repairs & maintenance	-	1,527,123
Creditors for printing & stationery	757,566	384,805
Creditors for vehicle maintenance	-	10,400
Creditors for fees & Renewals	100,000	-
Insurance Premium	1,428,909	497,838
Power, Fuel and Water	2,582,629	2,581,324
Telephone, Telex & Fax	45,322	52,430
Salary, Wages and Overtime	10,260,571	10,094,056
Audit Fees	60,000	60,000
Income Tax Payable	29,502,729	20,553,237
Contribution to PPF & WF	1,159,125	908,389
Provident Fund Payable	1,827,985	1,464,321
Unclaimed Dividend	<u>3,328,026</u>	<u>2,811,240</u>
	<u>57,716,934</u>	<u>46,933,315</u>

- Unclaimed dividend represents the dividend warrants issued but not presented to the Bank by the Shareholders within 31st March, 2011 and as on June 30, 2011 the unclaimed dividend was Tk. 3,299,459.80.
- The breakup of unclaimed dividend as on 30.06.2011 is as follows:

Year	Taka
1994-95 to 2006-07	2,241,692.80
2007-08	271,704.00
2008-09	240,042.00
2009-10	<u>546,021.00</u>
	<u>3,299,459.80</u>

			<u>2010-11</u>	<u>2009-10</u>
17. TURNOVER: TK 2,231,013,380				
	<u>Quantity in Doz.</u>	<u>USD</u>		
T, Polo & Sweat Shirts	1,181,104	31,815,855	2,231,013,380	1,586,094,474
			=====	=====

- Country wise break up of Export for the year 2010-11:

<u>Country</u>	<u>Quantity in Doz.</u>	<u>USD</u>
Algeria	2,845	20,390
Belgium	6,742	160,678
Canada	16,237	491,442
China	8,259	299,727
Denmark	3,273	75,600
France	503	3,772
Germany	185,596	4,831,085
Hong Kong	7,118	210,706
Japan	6,435	226,442
Korea	2,171	86,278
Lebanon	17,858	71,432
Netherlands	716,697	19,228,036
Norway	4,034	136,601
Poland	6,716	237,294
Spain	4,498	98,740
Sweden	52,993	1,372,758
Switzerland	47,447	1,279,875
UAE	14,184	352,216
UK	26,561	860,185
USA	50,937	1,772,598
	-----	-----
	1,181,104	31,815,855
	=====	=====

18. COST OF GOODS SOLD: TK. 2,065,173,412

	<u>Quantity</u>	<u>Notes</u>		
Opening Stock of Finished Goods	4,547Doz		6,980,402	1,743,256
Add: Cost of Production	1,192,482Doz	19	2,087,960,896	1,439,413,735
	-----		-----	-----
	1,197,029Doz		2,094,941,298	1,441,156,991
Less : Closing Stock of Finished Goods	15,925Doz		29,767,886	6,980,402
	-----		-----	-----
	1,181,104Doz		2,065,173,412	1,434,176,589
	=====		=====	=====

- Cost of production increased mainly due to increase of yarn price in the international market.

		<u>2010-11</u>	<u>2009-10</u>
19. COST OF PRODUCTION: TK. 2,087,960,896			
OPENING STOCK:			
Raw Materials:			
Yarn	221,240 Kg	40,630,914	10,647,122
Dyes & Chemicals	161,828 Kg	58,724,660	78,364,969
		99,355,574	89,012,091
Work in Process:			
Fabric	75,987 Kg	27,332,223	73,078,006
Accessories		16,409,045	35,928,283
		143,096,842	198,018,380
ADD: PURCHASE FOR THE YEAR			
Raw Materials(Imported) :			
Yarn	444,695 Kg	190,237,584	92,170,690
Dyes & Chemicals	2,132,690 Kg	48,683,580	51,783,830
Accessories		83,360,042	39,644,066
		322,281,206	183,598,586
Raw Materials (Local) :			
Yarn	2,927,901 Kg	910,071,878	384,223,689
Dyes & Chemicals	777,700 Kg	168,073,493	99,398,894
Accessories		264,799,920	286,905,119
		1,342,945,291	770,527,702
		1,665,226,497	954,126,288
		1,808,323,339	1,152,144,668
LESS : CLOSING STOCK			
Raw Materials:			
Yarn	110,936 Kg	38,230,140	40,630,914
Dyes & Chemicals	144,502 Kg	50,141,624	58,724,660
		88,371,764	99,355,574
Work in Process:			
Dyed & Knitted, Greige Fabric	346,493 Kg	130,153,412	27,332,223
Accessories		14,871,910	16,409,045
		233,397,086	143,096,842
Raw Materials Consumed		1,574,926,253	1,009,047,826
Factory Overhead :			
Wages & Salaries		347,825,250	279,165,519
Telephone Charges		106,860	134,452
Carriage		3,178,365	3,429,689
Electricity		2,048,544	1,167,133
Gas, Fuel & Lubricant		71,032,824	47,448,291
Insurance		2,099,689	3,649,667
Repairs & Maintenance		19,701,488	21,749,830
Vehicle Maintenance		2,213,318	3,832,534
Uniform & Liveries		77,506	269,525
Depreciation		64,750,799	69,519,269
		2,087,960,896	1,439,413,735

- During the year 2010-11 the Company has imported goods on C & F basis.
- Cash incentive has been adjusted with the local yarn cost.

	<u>2010-11</u>	<u>2009-10</u>
20. ADMINISTRATIVE & SELLING OVERHEAD: TK. 131,163,388		
AGM Expenses	241,975	253,538
Audit Fee	60,000	60,000
Bank Charges & Commission	3,471,771	3,781,574
Board Meeting Fees	25,000	12,000
Depreciation	2,447,791	2,205,681
Directors' Remuneration	3,600,000	3,600,000
Entertainment	622,715	624,313
Export Processing & Handling Expenses	3,057,589	1,907,675
F.C. Charges	43,784,993	31,965,691
Freight & Forwarding Expenses	13,819,694	16,086,323
Insurance Premium	113,820	251,850
Legal & Professional Fees	417,000	973,060
Newspapers & Periodicals	11,685	35,754
Postage & Stamp	13,207	38,216
Power & Fuel	426,800	386,900
Printing & Stationery	5,120,119	4,658,060
Publicity & Advertisement	284,740	194,480
Renewal & Fees	1,306,171	981,716
Rent & Rates	4,062,848	1,958,231
Repairs & Maintenance	6,449,490	5,219,247
Salary & Allowances	31,378,799	27,237,976
Sales Promotional Expenses	4,697,265	6,383,462
Subscription & Donation	150,120	393,540
T. A & Conveyance	732,427	611,857
Telephone, Fax and Radio Link	809,959	838,993
Transportation	3,183,825	4,145,815
Vehicles Maintenance	<u>873,585</u>	<u>2,018,949</u>
	<u>131,163,388</u>	<u>116,824,901</u>

- Directors' Remuneration paid to following Directors for their full time service :

a. Mr. Zahur Ahmed PhD	1,800,000
b. Mr. Shahriar Ahmed	1,200,000
c. Mr. Kazi Faruq Kader	<u>600,000</u>
	<u>3,600,000</u>

- Audit Fee is fixed by the Shareholders in the Annual General Meeting and does not include any other remuneration to Auditors.
- Sales promotional expenses include distribution of free samples.
- There are 9 (nine) meetings held during the year.

21. FINANCIAL EXPENSES: TK. 12,748,901

Interest on Term Loan	4,573,343	7,000,446
Interest on Lease Finance	307,402	2,280,118
Interest on Overdraft	7,868,156	7,895,683
	-----	-----
	<u>12,748,901</u>	<u>17,176,247</u>
	=====	=====

	<u>2010-11</u>	<u>2009-10</u>
22. OTHER INCOME: TK. 1,254,818		
Interest earned on STD Account	6,601	4,736
Dividend Income	397,700	297,700
Foreign Exchange Gain	355,835	326,098
Profit on sale of Assets	494,682	530,899
	-----	-----
	<u>1,254,818</u>	<u>1,159,433</u>
	=====	=====

23. PROVISION FOR TAX FOR THE YEAR: TK. 8,949,492

This represents estimated Income Tax on net profit for the period from 1st April 2010 to 31st March 2011. The provision for deferred tax expenses/(income) is made to pay/adjust future income tax liability/asset due to accumulated temporary differences.

24. PRIOR YEARS' ADJUSTMENT Tk. 7,493,953

This represents the adjustment for deferred tax liability up to income year 2010-11.

25. GENERAL:

a) Production Capacity (Quantity in pieces):

	%	Quantity	%	Quantity
Capacity	100	16,800,000	100	15,000,000
Production	85.18	14,309,784	78.31	11,746,288

b) Production (Quantity in Dozen):

T, Polo & Sweat Shirts	<u>1,192,482</u>	<u>978,857</u>
------------------------	-------------------------	-----------------------

c) Consumption:

Items	Value	Percentage
Imported Yarn	176,223,767	11.19%
Imported Dyes & Chemicals	48,071,937	3.05%
Imported Accessories	81,311,190	5.16%
Local Yarn	851,976,910	54.10%
Local Dyes & Chemicals	148,956,543	9.46%
Local Accessories	<u>268,385,906</u>	<u>17.04%</u>
	<u>1,574,926,253</u>	<u>100.00%</u>

d) Export (Quantity in Dozen):

T, Polo & Sweat Shirts	<u>1,181,104</u>	<u>978,551</u>
------------------------	-------------------------	-----------------------

e) Salaries & Wages:

	<u>No. of Employees</u>	<u>Taka</u>
Above Tk. 3,000.00 per month	3,060	306,857,400
Up to Tk. 3,000.00 per month	1,398	72,346,649

26. PAYMENTS /PERQUISITES TO DIRECTORS/OFFICERS:

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

	<u>Directors</u>	<u>Officers</u>
Board Meeting Fees	25,000	-
Salary and Allowance	3,600,000	47,126,614
Provident Fund Contribution	--	6,597,726
Bonus	--	4,282,720
Perquisites	--	16,084,703

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

Earnings attributable to Ordinary Shareholders

Basic EPS = -----
 Weighted average number of shares outstanding during the year 2010-11

13,528,325

Basic EPS = ----- **= 16.11**
840,000

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

28. EVENTS AFTER REPORTING PERIOD:

The Board of Directors recommended cash Dividend of Tk. 15/- per Share for the year 2010-11 at the Board meeting held on July 20, 2011. The total amount of Dividend is Tk. 12,600,000/-.

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.

29. RELATED PARTY TRANSACTIONS:

During the year transactions of Tk. 90,188,752/- with Matex Bangladesh Limited and Tk. 98,885,425/- with Apex Yarn Dyeing Limited were made.

30. CAPITAL EXPENDITURE COMMITMENT:

- There was no capital expenditure contracted or incurred or provided for as at 31st March 2011.
- There was no material capital expenditure authorized by the Board or contracted for as at 31st March 2011.

31. 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 31st March 2011.
- There was no Bank Guarantee issued by the Company on behalf of the Directors.
- There is Tk. 8.71 million as Bank guarantee for which the Company is contingently liable as on 31st March 2011.
- There was no credit facility available to the Company under any contract, or availed of as on 31st March 2011 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.

Sd/-
Zahur Ahmed PhD
Managing Director

Sd/-
Shahriar Ahmed
Director

Sd/-
Serazul Hoq
Company Secretary

PROXY FORM

The Director
Apex Spinning & Knitting Mills Limited
Rupayan Golden Age, 5th & 6th Floor
99 Gulshan Avenue, Gulshan, Dhaka-1212
Bangladesh

BO ID:
 Register Folio No.....
 No. of Shares.....

I/We.....
 of.....
 Being a member of APEX SPINNING & KNITTING MILLS LIMITED hereby appoints
 Mr./Mrs./Miss.....
 of.....
 as my/our proxy to attend and vote for me/us and on my/our behalf at the TWENTIETH ANNUAL GENERAL
 MEETING of the Company will be held at the Trust Milonayaton, 545 Puraton Biman Bandar Sarak (Adjacent to Shahid Bir
 Shresta Jahangir Gate), Dhaka Cantonment, Dhaka-1206 on Thursday the September 29, 2011 at 09.00
 A.M. and or at any adjournment thereof. Signed this.....day of.....2011.

**AFFIX TEN
 TAKA
 REVENUE
 STAMP**

(Signature of the Proxy)
 BO ID:
 Register Folio No.....
 Dated.....

Signature verified

Authorized Signatory

Signature of the Shareholder(s)
 Dated.....

Note: 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. The Proxy Form duly stamped with Revenue Stamp of Tk. 10.00 only, must be deposited at the Registered Office of the Company not later than 48 hours before the time fixed for the meeting.

APEX SPINNING & KNITTING MILLS LIMITED
 Rupayan Golden Age, 5th & 6th Floor, Gulshan Avenue
 Gulshan, Dhaka-1212, Bangladesh

SHAREHOLDERS' ATTENDANCE SLIP

Please complete the attendance slip and hand it over at the entrance of the meeting venue.

I/We record my attendance at the TWENTIETH ANNUAL GENERAL MEETING being held on Thursday the September 29, 2011 at 9.00 A.M. at the Trust Milonayaton, 545 Puraton Biman Bandar Sarak (Adjacent to Shahid Bir Shresta Jahangir Gate), Dhaka Cantonment, Dhaka-1206.

Name of Member (s)
 BO ID:
 Register Folio No.....holding of.....Ordinary Shares of Apex Spinning & Knitting Mills Limited.

Signature of Shareholder(s)

- N.B. :**
- (1) Please Note that AGM can only be attended by the honorable Shareholders or properly constituted Proxy. Therefore, any friend or children accompanying with honorable Shareholders or Proxy cannot be allowed into the meeting.
 - (2) Please present this slip at the reception desk.