

ANNUAL REPORT 2023-24

INNOVATION IN









A Concern of DBL Group







CONTENT

Letter of Transmittal	06
Notice of the 22 nd Annual General Meeting	07



COMPANY INFORMATION

Key Information	10
Key Milestones	14
MSMPLC at a Glance	16
Mission & Vision	17
Core Values	18
Strategic Objectives	20
Products	22
Credit Rating	24
Certifications	26
Awards & Accolades	28
Event Highlights	30
Management Apparatus	34
Organogram	35
Brief Profile of the Director	36
Brief Profile of Management	42



STATEMENTS ON CORPORATE GOVERNANCE

Guiding Philosophy and Governance Practices	46
Code of Conduct	48
Dividend Distribution Policy	51
Message from the Chairman	56
Message from the Managing Director	58
Financial Performance Review	60
Directors' Report to the Shareholders	65
Annexure to Directors' Report	70
Declaration by Managing Director and Chief Financial Officer	76
Report to the Shareholders of Matin Spinning Mills PLC on compliance on the Corporate Governance Code	77
Status Report on Compliance with the Conditions Imposed by the BSEC	78
Report of the Audit Committee	91
Report of the Nomination & Remuneration Committee	93





INTEGRATED REPORTS

Basis of Integrated Report, Ethics & Compliance	98
Risk Management	100
	105
Human Capital	105
Environmental, Social and Governance (ESG) Overview	112
Sustainability Programs	116
Environment, Health & Safety Management System (EHS)	122
Financial Capital	126
Manufacturing Capital	129
Information to the Shareholders	131



AUDITORS' REPORT AND FINANCIAL STATEMENTS

Independent Auditor's Report	137
Statement of Financial Position	143
Statement of Profit or Loss	144
Statement of Other Comprehensive Income	145
Statement of Changes in Equity	146
Statement of Cash Flows	147
Notes to the Financial Statements	148
Proxy Form and Attendance Slip	195



LETTER OF TRANSMITTAL

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

Dear Sir(s),

ANNUAL REPORT FOR THE YEAR ENDED 30 JUNE 2024.

Please find enclosed a copy of the Annual Report together with the Audited Financial Statements which include the Statement of Financial Position, Statement of Profit or Loss, Statement of Other Comprehensive Income, Statement of Changes in Equity, and Statement of Cash Flows for the year ended 30 June 2024 along with notes thereon of Matin Spinning Mills PLC for your kind information and record.

Yours sincerely,

Md. Shah Alam Miah FCS

Company Secretary



NOTICE OF THE 22nd ANNUAL GENERAL MEETING

Notice is hereby given to all the Shareholders of Matin Spinning Mills PLC (MSMPLC) that the 22nd ANNUAL GENERAL MEETING of the Company will be held on **Wednesday**, **4 December 2024 at 11.30 am through Digital (Virtual) Platform** pursuant to the BSEC's Letter No. BSEC/ICAD/SRIC/2024/318/87 dated 27 March 2024 to transact the following business agendas:

- 1. To receive and adopt the Audited Financial Statements for the year ended 30 June 2024 together with the Report of the Directors' and the Auditors' thereon.
- 2. To declare dividend for the year ended 30 June 2024.
- 3. To elect Directors in place of those who shall retire by rotation in accordance with the provisions of the Articles of Associations of the Company.
- 4. To appoint Auditors for the year 2024-2025 and to fix their remuneration.
- 5. To appoint professionals for issuance of certificate on compliance with the corporate governance code for the year 2024-2025 and to fix their remuneration.
- 6. To confirm the re-appointment of the Independent Director.
- 7. To approve the revised contracts of sale of yarn with the associate companies (an entirely owned and directed by common directors) Flamingo Fashions Ltd., Jinnat Knitwears Ltd. and Mawna Fashions Ltd.

By Order of the Board

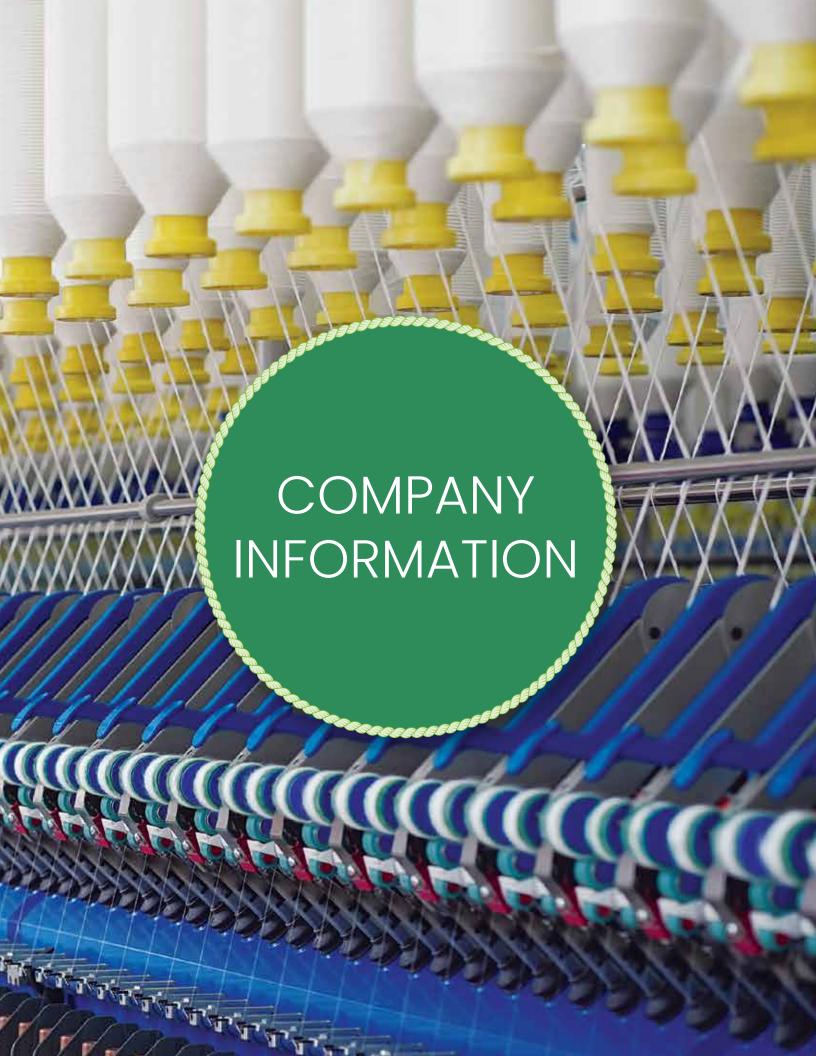
Dated: Dhaka 12 November 2024 (Md. Shah Alam Miah FCS) Company Secretary

Notes:

- 1. The "Record Date" is Sunday, 17th November 2024. The shareholders whose names would appear in the Register of Members of the Company and/or in the Depository Register on the 'Record Date' will be eligible to attend the 22nd AGM and be entitled to receive the dividend.
- 2. A Shareholder entitled to attend and vote at the Annual General Meeting may appoint any person as his/her proxy to attend & vote in his /her place. The proxy form, duly completed and duly stamped must be deposited at the Corporate Office not later than 48 hours before the time scheduled for holding the meeting.
- 3. Pursuant to the BSEC Notification No. BSEC/CMRRCD/2006-158/208/Admin/81 dated June 20, 2018, a soft copy of the Annual Report 2023-24 will be sent to the Shareholder's respective email address as available to us. The Annual Report 2023-24 and proxy form can be available on the website at www.matinspinning.com.
- 4. The Shareholders will join the virtual AGM through the link https://matinspinn.bdvirtualagm.com. The shareholders will be able to submit their questions/comments electronically before 24 hours of commencement of the AGM through this link and also during the Annual General Meeting. In order to login for the virtual AGM, the shareholders need to click on the link and to provide their 16-digit Beneficiary Owner (BO) Account Number and other credentials as proof of their identity.
- 5. The shareholders are requested to login to the system prior to starting of the meeting at 11.30 AM on Wednesday, 4 December 2024. Please contact at 01955538019 for any queries in accessing the virtual meeting.









A Concern of DBL Group

Entity Name

MATIN SPINNING MILLS PLC

LEGAL FORM

A Private Limited Company incorporated in Bangladesh on September 15, 2002 under the Companies Act, 1994, converted into Public Limited Company on November 04, 2010 and listed with Chittagong Stock Exchange PLC. and Dhaka Stock Exchange PLC. on March 27, 2014 and April 02, 2014 respectively.

CORPORATE OFFICE

South Avenue Tower (6th Floor) 7 Gulshan Avenue, House #50, Road #03 Gulshan-1, Dhaka 1212, Bangladesh Phone: +880-2-58817735, Fax: +880-2-58817736 Email: info@dbl-group.com

REGISTERED & FACTORY OFFICE

Sardaganj, Kashimpur, Gazipur, Dhaka, Bangladesh. Phone: +880 2 7790070-72, Fax: +880 2 7790073

INSTALLED CAPACITY

88,304 spindles

AUTHORIZED CAPITAL

BDT 1,500 million

PAID UP CAPITAL

BDT 974.90 million



COMPANY REGISTRATION NUMBER

C-47083(3562)/2002

TAX IDENTIFICATION NUMBER (E-TIN)

479848138721

VAT REGISTRATION NUMBER

BIN: 0003165980103

NATURE OF BUSINESS

The company manufactures and sells all types of Cotton, Viscose, Polyester, Melange and their blend.

STATUTORY AUDITOR

Hussain Farhad & Co., Chartered Accountants House # 15, Road # 12, Block # F, Niketon Gulshan – 1, Dhaka–1212.

CORPORATE GOVERNANCE CODE

COMPLIANCE PROFESSIONAL Suraiya Parveen & Associates, Chartered Secretaries, Alim Sky Castle (2nd Floor), Flat-B3, 3/8 Asad Avenue, Block-A, Mohammadpur, Dhaka-1207

PRINCIPAL BANKERS

Hongkong and Shanghai Banking Corporation Ltd., Dhaka, Bangladesh BRAC Bank PLC., Dhaka, Bangladesh The City Bank PLC., Dhaka, Bangladesh Exim Bank PLC., Dhaka, Bangladesh Jamuna Bank PLC., Dhaka, Bangladesh

LEGAL ADVISOR

Tanjib Alam & Associates, BSEC Bhaban (Level-11), 102, Kazi Nazrul Islam Avenue, Karwan Bazar, Dhaka-1215

CREDIT RATING AGENCY

Credit Rating Information and Services Limited Nakshi Homes (4th Floor), 6/1A Segunbagicha, Dhaka-1000

NUMBER OF EMPLOYEES

2252

INSURER

Pioneer Insurance Company Limited Symphony (5th Floor), Plot # SE (F) 9, Road # 142, South Avenue, Gulshan, Dhaka-1212

Green Delta Insurance Company Limited Green Delta AIMS Tower (6th Floor), 51-52, Mohakhali C/A, Dhaka-1212

COMPANY WEBSITE

www.matinspinning.com



We Produce







Mélange Yarn



Synthetic Yarn



Recycled Yarn

Innovation In Yarn Production



Creating Innovative Yarns Since 2012



Research on Production



Presence of Dedicated Yarn Development Team



Sample developed as per swatches provided by buyers



Analyzing special fabrics



Over 300 new samples created every month



Capacity 61,000 kgs/day



Uniqueness of These Innovations



Direct savings of imported raw materials: Spinning Mill imports cotton, viscose, modal, polyester staple bre and linen

Resource saving as water,

energy, dyes, chemicals, GHG emissions and waste

are reduced from process elimination



Annual saving of 16 billion liters of water from cotton production: 9,180 daily kg production/2 (saving of cotton) * 10,000 liters 350 days



Can contribute to process elimination: appropriate usage of colored cutting waste reduces dyeing process



Final product design being addressed from very beginning



Circular economy



Value addition to product range

RCS & GRS Yarns



RCS Yarns

Recycled Claimed Standard (RCS):
Used as a chain of custody
standard to track recycled raw
materials through the supply chain



GRS Yarns

Global Recycle Standard (GRS): Recycled polyester blended yarn produced to create a variety of sustainable products



KEY MILESTONES

Bangladesh (ICMAB) Best Corporate Awards 2014 5[™] AUGUST 1ST FEBRUARY 31ST JANUARY Conversion of Supima Cotton Japan-Banglade Textile Products Denomination of sh Chamber of Face value of shares Certificate Commerce and 1ST OCTOBER **4TH NOVEMBER** 5[™] JUNE Industry (JBCCI) Commencement Business Converted into Organic Exchange of Commercial Blended Standard Excellence **Public Limited** Production Award 2014 **Textile Certificate** Company 2006 2010 2013 2015 2007 2014 2002 15[™] SEPTEMBER **30[™] MAY** 1ST JANUARY 27[™] MARCH Oeko-Tex Listed with Chittagong Incorporation of Cotton Council Stock Exchange Standard100 the Company International USA Certificate Limited Certificate 22ND MARCH 2ND APRIL

ISO 9001: 2008

Control Union Certifications

Netherlands

Certificate

10TH DECEMBERBTMA Membership

Certificate

24TH MAY

Listed with Dhaka

Trading of Shares at

Foundation Laying Ceremony of Mélange

Dhaka and Chittagong Stock Exchanges

Stock Exchange Limited

8[™] APRIL

27[™] APRIL

Unit

20TH JANUARY The Institute of Cost and Management Accountants of

8TH DECEMBER

The Institute of Cost and Management Accountants of Bangladesh (ICMAB) **Best Corporate Awards** 2017

21ST DECEMBER

Achieved Corporate Governance Excellence Award in Gold category at 6th National Award 2018 of The Institute of Chartered Secretaries of Bangladesh

1ST AUGUST

Full commercial operation of "Special Yarn Unit", adding production capacity of 10 tons (per day)

1ST DECEMBER

Achieved ICMAB Best Corporate Award 2021

17[™] DECEMBER

Achieved Corporate Governance Excellence Award in Silver category at 9th National Award 2020 of The Institute of **Chartered Secretaries** of Bangladesh

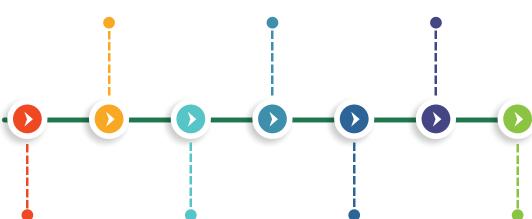
7[™] FEBRUARY

Start of Commercial Operation of Synthetic Yarn Unit

2017



2022



2016

28[™] MARCH

Start of Commercial Operation of Mélange Unit

24TH DECEMBER

Achieved Corporate Governance Excellence Award in Gold category at 3rd National Award 2015 of The Institute of Chartered Secretaries of Bangladesh

2018

10[™] NOVEMBER

Achieved Corporate Governance Excellence Award in Gold category at 5th National Award 2017 of The Institute of Chartered Secretaries of Bangladesh

6[™] FEBRUARY

Decision to Expand the production capacity of "Special Yarn Unit" by 10 tons (per day)

12[™] DECEMBER

Achieved Corporate Governance Excellence Award in Gold category at 8th National Award 2020 of The Institute of **Chartered Secretaries** of Bangladesh

2023

17[™] JUNE

Achieved 2nd Position of the National Productivity & Quality Excellence Award 2021

14[™] OCTOBER

Achieved Corporate Governance Excellence Award in Gold category at 10th National Award 2022 of The Institute of Chartered Secretaries of Bangladesh

7[™] NOVEMBER

Achieved ICMAB Best Corporate Award 2022

MSMPLC AT A GLANCE

Matin Spinning Mills PLC (MSMPLC), the brainchild of a cluster of dynamic visionaries set out to widening the horizon of Bangladesh with regard to its commendable contribution to the global trade of Textile and Garments manufacturing. Tiptoeing into the growing RMG sector of Bangladesh as a garments unit of DBL Group in 2002, the sponsors of the company have since steered the enterprise to exponential growth, establishing several other concerns within the same industry. To date, the authorized capital of the Company stands at BDT 1,500 million and paid up capital is BDT 974.90 million.

MSMPLC is an export oriented company engaged in manufacturing and sale of combed, carded cotton, mélange and synthetic yarn from raw cotton, polyester and viscose fiber. Since its inception on September 15, 2002, MSMPLC endeavored into arranging necessary financing, procure land, import machinery and set up the production facility. Following a four-year preparation period, the Company launched commercial operation on October 01, 2006. Eventually, MSMPLC was converted into a Public Limited Company on November 04, 2010.

Essentially, MSMPLC provides backward linkage to the Garment units under the DBL Group. It is equipped with state-of-the-art machineries mostly of US, German, Japan and Swiss origins. The Company is proficient in producing yarn of many different specifications and providing tailor-made service to a myriad of clientele. By virtue of contemporary machineries, affluent management team and efficient workforce, the Company has earned commendable reputation within the local spinning sector for its production and quality.

The Company's production facility is located at Sardaganj of Kashimpur Upazila in the district of Gazipur. MSMPLC was enlisted in Chittagong Stock Exchange Limited on 27 March, 2014 and in Dhaka Stock Exchange Limited on 02 April, 2014. It started trading of shares in both bourses from 08 April 2014.

MSMPLC has received license from Cotton U.S.A. issued by Cotton Council International, Washington DC, U.S.A. Currently, the total production capacity of the Company is 61 tons per day including Mélange unit and Synthetic unit with a capacity of 10 tons and 16 tons respectively.





MISSION & VISION



MISSION

To provide the best quality products through its competent workforce, innovation, state-of-the-art technology and zero adverse impact on the environment.



VISION

To be the leading quality yarn manufacturer at competitive price and have a sustainable contribution to all stakeholders to strengthen the community at large.



CORE VALUES

Our values are a priority in all of MSMPLC's practices. This not only improves business operations but also creates transparent and long-term relationships with our employees, workers, stakeholders, patrons and broader community.



We always uphold our integrity in every action we take.

Key Actions/Behavior:

- We follow through commitment.
- We keep others informed of situations, work assignments and concerns.
- We talk to the right people at the right time.
- We honestly answer questions.
- We represent organizational values on a daily basis.
- We are consistent with action and behavior.



PASSION

We are passionate to continuously learn, grow and serve.

Key Actions/Behavior:

- We strive to improve job responsibilities through developing skills and increasing knowledge.
- We take appropriate ownership.
- We value the opinion of others while developing solutions.
- We share knowledge with colleagues.
- We participate in organizational training programs.





EXCELLENCE

We strive to excel in every aspect of our business.

Key Actions/Behavior:

- We produce high quality work.
- We do more than what is required.
- We use the best practice and proven methods when completing work assignments.
- We look for ways to streamline and simplify tasks.
- We ask questions and seek clarification in order to deliver superior work.



ADAPTABILITY

We continuously adapt to change.

Key Actions/Behavior:

- We are optimistic in the face of change.
- We take a longer-term/bigger picture view of change.
- We read books and articles to stay informed about new and changing practices.
- We are willing to change approach based on new ideas or information.
- We are ready to make necessary adjustments.
- We display an appreciation of different opinion, roles, expectations, and backgrounds.



CARE

We care for our customers, associates, stakeholders, workplace safety, community, and environment.

Key Actions/Behavior:

- We help team members and colleagues.
- We show empathy by listening and responding appropriately to others.
- We go above and beyond to resolve client issues.
- We ask questions and offer support to colleagues and clients that are distressed.





STRATEGIC OBJECTIVES



Consolidating service processes and improve lead time for attaining superior performance in order processing and customer satisfaction.



Responding to digressive and distinctive global trends in garments manufacturing and shuffle priorities for sustainable trading.





Concentrating on a reward composition that commemorates equitable performance and complements the organizational structure.



Ensuring sustainable development and ethical practices at every sphere of operation, opt for value principles that upholds industry best practices and replicates global standards.





Pursuing a policy of competitive pricing and categorical quality standard to sustain competitive advantage over the market.

Exploring capacity development options aided by innovative and contemporary techniques to tap new markets as well as to tackle new entrants.





Leveraging financial functions to harness optimal efficiency and maximize resource mobilization to accomplish accurate inference of monetary participation.



PRODUCTS







CREDIT RATING



Valid From	Valid Till	Rating Action	Long Term Rating	Short Term Rating	Outlook
December 18, 2023	December 17, 2024	Surveillance	AA	ST-2	Stable
December 20, 2022	December 19, 2023	Surveillance	AA	ST-2	Stable
December 21, 2021	December 20, 2022	Surveillance	AA	ST-3	Stable
December 21, 2020	December 20, 2021	Surveillance	AA-	ST-3	Stable
December 24, 2019	December 23, 2020	Surveillance	AA-	ST-3	Stable



CERTIFICATIONS

ORGANIC COTTON ISO 9001:2015

SUPIMA (USA)







RECYCLED CLAIMED STANDARD (RCS)



GLOBAL RECYCLE STANDARD (GRS)







U.S. COTTON TRUST PROTOCOL

COTTON MADE IN AFRICA (CMIA)

GLOBAL ORGANIC TEXTILE STANDARD (GOTS)





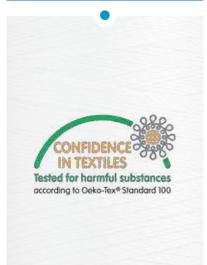


BETTER COTTON INITIATIVE

OEKO-TEX STANDARD 100

CONTROL UNION









AWARDS & ACCOLADES



JBCCI Business Excellence Award 2014



ICMAB Best Corporate Award 2014



ICSB National Award 2015



ICMAB Best Corporate Award 2015



International Textile Firm of the Year 2016



5th ICSB National Award 2017



ICMAB Best Corporate Award 2017



ICMAB Best Corporate Award 2018





6th ICSB National Award 2018



8th ICSB National Award 2020



Qc Circles 2020 Platinum Award



ICMAB Best Corporate Award 2021



National Productivity and Quality Excellence Award 2021



9th ICSB National Award 2021



Sustainability Leadership (TSL) Award 2022

EVENT HIGHLIGHTS



Matin Spinning Mills PLC has achieved the Gold Award under the Textiles and RMG Companies category at the 10th ICSB National Award 2022. M. A. Rahim, Vice Chairman, DBL Group received the award from Tapan Kanti Ghosh, Senior Secretary, Ministry of Commerce, Government of the People's Republic of Bangladesh and Md. Najibur Rahman, Chairman of Capital Market Stabilization Fund. The award was handed over on 14th October 2023 in an award-giving ceremony in Dhaka.



On 18th June 2023 Philip Fellowes, Chief of Staff, Asia Pacific, HSBC, and Gerard Kevin Haughey, Managing Director & Country Head of Wholesale Banking, HSBC Bangladesh paid a visit to the facilities of the company. M. A. Jabbar, Managing Director and other high officials of the company accompanied the guests during the visit.





Matin Spinning Mills PLC, won the Silver award at the 13th ICMAB Best Corporate Award 2022 in the Textile Manufacturing category on 7 November 2023. M. A. Quader, Director received the award from the Chief Guest Tipu Munshi, MP, Hon'ble Minister, Ministry of Commerce, Government of the People's Republic of Bangladesh. The ceremony was graced by special guests Tapan Kanti Ghosh, Senior Secretary, Ministry of Commerce, Government of the People's Republic of Bangladesh and Professor Shibli Rubayat-Ul-Islam, Chairman, Bangladesh Securities and Exchange Commission (BSEC).



H.E. Mr. Christian Brix Møller, Ambassador of Denmark to Bangladesh, visited Company's facilities on 31st January 2024. He was accompanied by Ole R. Justesen, Sector Counsellor, and Fahim Abrar, Associate Advisor, from the Embassy of Denmark in Bangladesh. M. A. Jabbar, Managing Director, and other senior officials from the company attended to the delegation.





The Pitha Utshab took place at the Corporate Office of the company in celebration of the New Year. Abdul Wahed, Chairman; M. A. Jabbar, Managing Director; M. A. Rahim, Vice Chairman; M. A. Quader, Director, and high officials attended this joyful celebration along with all the employees of the Corporate Office.

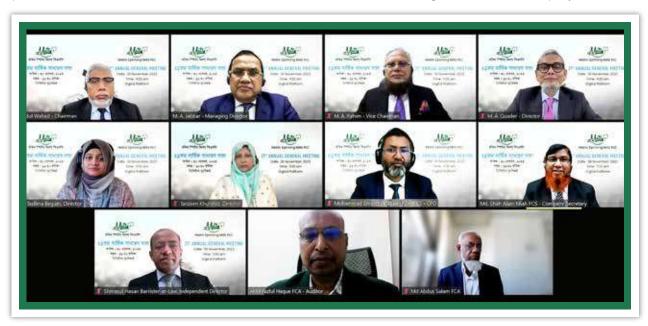


The Corporate Futsal Tournament 2023 of the company took place on 17th November 2023. Different units and departments of Corporate Office participated in this tournament. The tournament was a game-changer, bringing together teamwork, strategy, and a whole lot of fun for the employees. M. A. Jabbar, Managing Director, and M. A. Rahim, Vice Chairman attended the tournament along with other high officials.





The Company celebrated International Women's Day. Female employees from different departments of the company were thanked at the event held in corporate office for their continuous effort in the improvement of the company in presence of Abdul Wahed, Chairman; M. A. Rahim, Vice Chairman and other high officials of the company.



The 21st Annual General Meeting (AGM) of Matin Spinning Mills PLC was held on 30th November 2023 at 11.30 AM through Digital (Virtual) Platform. Chairman of the company Mr. Abdul Wahed presided over the meeting. Vice Chairman, Mr. M. A. Rahim; Managing Director, Mr. M. A. Jabbar; Director, Mr. M. A. Quader; Director, Mrs. Tanzeen Khurshid; Director, Mrs. Taslima Begum; Independent Director & Chairman of Audit Committee, Mr. Md. Abdus Salam FCA, FCS; Independent Director, Barrister Shamsul Hasan; Statutory Auditors, Mr. A. K. M. Fazlul Haque FCA; Partner Hussain Forhad & Co.; Scrutinizer, Mr. Harunur Rashid FCS, Harunur Rashid & Associates; Chief Financial Officer, Mr. Mohammad Emarot Hossain FCA, FCS; and Company Secretary, Mr. Md. Shah Alam Miah FCS were present at the meeting. The Shareholders approved a 40% cash dividend in the AGM.

MANAGEMENT APPARATUS

BOARD OF DIRECTORS

Mr. Abdul Wahed Chairman

Mr. M. A. Quader

Ms. Taslima Begum
Director

Mr. Shamsul Hasan, Barrister-at-law Independent Director Mr. M. A. Rahim Vice Chairman

Ms. Selina Perveen
Director

Mr. Md. Hassan Imam Director Mr. M. A. Jabbar Managing Director

Ms. Tanzeen Khurshid
Director

Mr. Md. Abdus Salam FCA, FCS Independent Director

AUDIT COMMITTEE

Mr. Md. Abdus Salam FCA, FCS Chairman

Ms. Selina Perveen Member

Mr. M. A. Rahim Member

05 Mr. Md. Hassan Imam Member Mr. M. A. Quader Member

NOMINATION AND REMUNERATION COMMITTEE

01 Mr. Shamsul Hasan, Barrister-at-law Chairman

> Ms. Selina Perveen Member

Mr. M. A. Rahim Member

Mr. Md. Hassan Imam Member Mr. M. A. Quader Member

CHIEF FINANCIAL OFFICER

Mr. Mohammad Emarot Hossain FCA, FCS

COMPANY SECRETARY

Mr. Md. Shah Alam Miah FCS

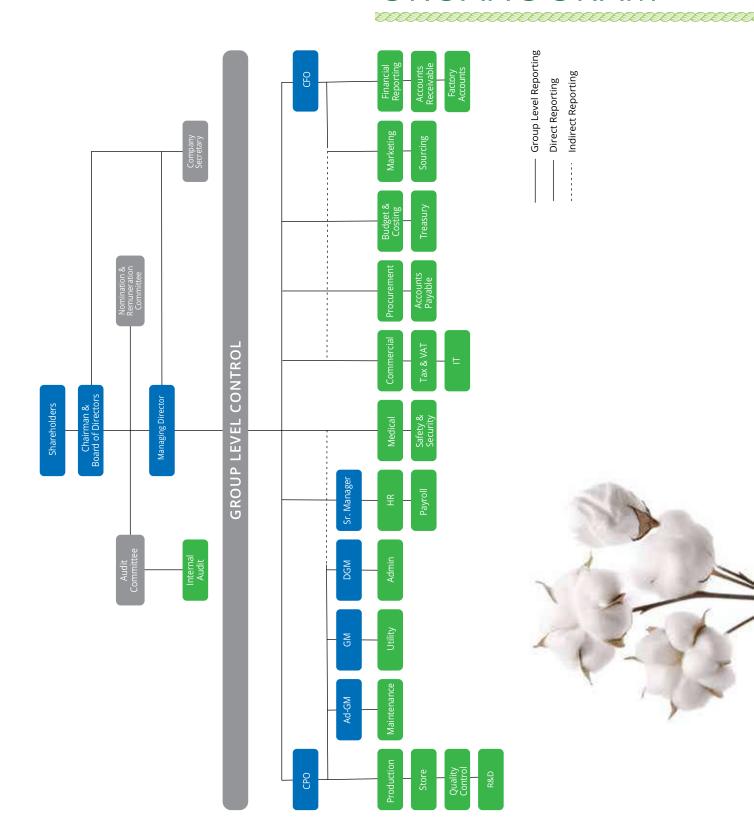
HEAD OF INTERNAL AUDIT AND COMPLIANCE

Mr. Mohammad Monirul Hasan





ORGANOGRAM







ABDUL WAHED
CHAIRMAN

Mr. Abdul Wahed is the Chairman of a Family Business Conglomerate of Bangladesh, DBL Group, established in 1991. He is a renowned business personality in Bangladesh. He is a Science graduate.

In 1991, he along with his three brothers ventured into the apparel export business by setting up a factory named "Dulal Brothers Ltd". His expertise in Textile technicality inspired Dulal Brothers Ltd. to invest in strong backward linkage industries of Spinning, Knitting, Dyeing, Finishing, Printing, Accessories, Washing and Packaging. Making use of state-of-theart machineries, these factories are providing a strong backbone to DBL's successes.

Mr. Wahed is actively engaged with the community supporting numerous educational institutions, health centers and hospitals, infrastructure improvement and overall community development. He is also in the management board of multiple schools in different communities.

Mr. Wahed is a freedom fighter. As an eloquent speaker, he enthralls audience in various programs he participates on the social and business fronts. He believes that good business is done with compassion towards humanity.

He was selected as CIP by the Ministry of Commerce, Government of the People's Republic of Bangladesh.



M. A. RAHIM
VICE CHAIRMAN

Mr. M. A. Rahim is the Vice Chairman of a Family Business Conglomerate of Bangladesh, DBL Group, established in 1991. He has a master's degree in Management.

Mr. M. A. Rahim has been able to bring in transformation in the financial market of Bangladesh. His vibrant leadership allowed DBL to receive low-cost finance from various Development Financial Institutions including the IFC of the World Bank Group and KfW- DEG (Germany). This motivated local banks to come up with more innovative lower cost financial products.

He has undertaken various sustainability initiatives that have created enormous impact on the society. He has distinctively led the first public-private partnership of a Mini Fire Station (MFS), between GIZ (Germany), the Bangladesh Fire Service and Civil Defence and DBL. The MFS is a pioneer initiative which is actively serving the community of Kashimpur, Gazipur since 2017. His leadership contributed to DBL in earning local and international recognitions including the HSBC Export Excellence Awards (five times), Textile Institute Sustainability Award (UK) and Carbon Performance Improvement Award (Germany).

Mr. M. A. Rahim is former Vice-President, Finance and currently director of the Bangladesh Garment Manufacturers and Exporters Association (BGMEA). He is on the Trustee Board of CSR Centre Bangladesh. He envisions to take the Bangladesh apparel industry to the next level through innovation and transformation, contributing to making Bangladesh the leading apparel exporter in the world.

He was selected as CIP by the Ministry of Commerce, Government of the People's Republic of Bangladesh.





M. A. JABBAR
MANAGING DIRECTOR

Mr. M. A. Jabbar is the Managing Director of a Family Business Conglomerate of Bangladesh, DBL Group, established in 1991. He is a Computer Science graduate from University of Texas at Dallas, USA.

Mr. M. A. Jabbar is highly aware of and compliant to the changing flows in the global markets and is passionate about CSR and sustainability. He has been instrumental in developing a good reputation and continued successes for DBL. His dynamic leadership brought in growth opportunities for the company resulting in the evolution of more diversified conglomerate of Apparels, Textiles, Ceramic Tiles, Pharmaceuticals, Sewing Thread, Dyed Fiber & Yarn, Accessories, Dredging, Infrastructure, Telecom, VLSI, IT, Digital Solutions and Retail Industries.

Through a wide range of programs aimed at the improvement of the lives of workers and the local communities and reducing the impact on the environment, Mr. Jabbar regularly engages with a broad range of stakeholders, including UN agencies, Development Financial Institutions (DFIs), development organizations, and Fashion Retail Brands. Being a Participant of the UN Global Compact, DBL has aligned its sustainability activities with the SDGs.

Mr. M. A. Jabbar is Global SDG Pioneer 2023 for Large National & Multinational companies awarded by UN Global Compact. He is the President of Bangladesh Economic Zones Investors' Association (BEZIA), Advisor to the Bangladesh Ceramic Manufacturers & Exporters Association (BCMEA) and President to the Bangladesh Semiconductor Industry Association (BSIA). He is also on the Board of Global Compact Network Bangladesh, Trustee Board Member of CSR Center Bangladesh, represents DBL in the International Chamber of Commerce (ICC) Bangladesh and Advisory Committee Member of the British International Investment (BII), the development finance institution of UK government

He has been selected as CIP in both categories Export and Industry, respectively by the Ministry of Commerce and the Ministry of Industries, Government of the People's Republic of Bangladesh. He has also been honored as "The Business Person of the Year 2021" at the 20th DHL-Daily Star Bangladesh Business Awards. He also has been recognized as the 2023 global compact network Bangladesh SDG pioneer.



M. A. QUADER
DIRECTOR

Mr. M. A. Quader is the Deputy Managing Director and Group CEO of a Family Business Conglomerate of Bangladesh, DBL Group, established in 1991. He is a graduate in Commerce.

With his dynamic leadership, he has been able to bring in a remarkable transformation in the operations of DBL Group. Among his many achievements, he is credited with effective utilization of technology which has helped in significant reduction of cost and lead times within the supply chain. He believes that operational excellence can be achieved through an integrated approach, engaging all stakeholders.

People is at the forefront of **Mr. M. A. Quader's** sustainability agenda. He has led from the front two of UNICEF's pilot programs: Mothers@Work focuses on the health of mothers and their children and the Better Business for Children focuses on the development of the community for the children. He believes in empowering a diversified workforce to reap the benefits of innovation. This has been reflected by the women empowerment program and the Quality Control Circle teams in DBL.

He maintains close and cordial relations with stakeholders for business sustainability. He frequently travels to countries in Europe, Asia, and North America for business meetings and seminars.

He has been selected as CIP by the Ministry of Commerce, Government of the People's Republic of Bangladesh.





Ms. Selina Perveen has obtained her graduation as a Bachelor of Arts. She is wife of Mr. M. A. Jabbar, Managing Director of the company. She is the Director of Matin Spinning Mills PLC, Parkway Packaging and Printing PLC. and Thanbee Print world PLC.

SELINA PERVEEN
DIRECTOR



DIRECTOR

TANZEEN KHURSHID

Ms. Tanzeen Khurshid is wife of Mr. M. A. Rahim, Director of the company. She is the Director of Matin Spinning Mills PLC, Parkway Packaging and Printing PLC and Thanbee Print world PLC. She has completed graduation as a Bachelor of Arts.



TASLIMA BEGUM
DIRECTOR

Ms. Taslima Begum is wife of Mr. M. A. Quader, Director of the company. She is the Director of Matin Spinning Mills PLC, Parkway Packaging and Printing PLC and Thanbee Print world PLC.





MD. HASSAN IMAM
DIRECTOR

Mr. Md. Hassan Imam joined the company as a Director on June 17, 2010. He is the elder son of Mr. Abdul Wahed, Chairman of the company. He has done his graduation from Ireland. Immediately after completing his studies he joined DBL Group as a trainee in merchandising department and later got trained in garments production and industrial engineering department. Presently, he is working on the Sustainable Development Programs of the company. He has been selected as CIP by the Ministry of Commerce, Government of the People's Republic of Bangladesh.



MD. ABDUS SALAM

FCA, FCS
INDEPENDENT DIRECTOR

Mr. Md. Salam FCA, FCS is a Partner of ARTISAN, Chartered Accountants. Before starting Public Practice, Mr. Salam was the Technical Adviser of the World Bank and Finance Expert of ADB- for Primary Education Development Program-2 and Director Accounts (In charge) of Bangladesh Power Development Board (BPDB). Mr. Salam was the elected President of ICAB for year 2013 and served as the Vice President, (Education and Training) from 2010 to 2015. He was former Hon'y Secretary of Dhaka Regional Committee (DRC) of ICAB. He was the Member of Education Committee for the years 2010-2012 of South Asian Federation of Accountants (SAFA- a body of the SAARC) and was the Board Member of the SAFA for the year 2013.

Mr. Salam was one of the Council Members of the Institute of Chartered Secretaries of Bangladesh (ICSB) since its inception and served the Institute of Chartered Secretaries of Bangladesh in the elected capacity of Treasurer for the year 2004-2005 and the Vice President for the year 2005-2006. Mr. Salam is a life Member of Bangladesh Economic Association. He is an Independent Director of IBN Sina Pharmaceuticals Industry PLC., Islami Bank Bangladesh PLC. and Govt. Nominated Board Director of Coal Power Generation Company of Bangladesh & the Electricity Generation Company of Bangladesh.

He was the Board Director of BSEC Capital Market Development Institute, DSE, CSE and the SME Foundation for 2013, the Past President of Lions Club of Meghna. He is a regularly contributing writer in the National Dailies and professional Journal "The Bangladesh Accountant." He visited Australia, United Kingdom, Canada, Kingdom of Saudi Arabia (Hajj), Italy, Switzerland, Geneva, Thailand, India, Pakistan, and Srilanka as official Nominees.





SHAMSUL HASAN

BARRISTER-AT-LAW
INDEPENDENT DIRECTOR

Mr. Shamsul Hasan, Barrister-at-Law is an Advocate of the Supreme Court of Bangladesh since 2001. In July 1996 graduated from the University of Buckingham, Buckingham, UK with LL.B (Honours). In July 1999 was called to the English and Wales Bar as Barrister from the Hon'ble Society of Lincoln's Inn (UK). On return to Bangladesh in 1999, Mr. Shamsul Hasan started working with a law chamber in Dhaka, Bangladesh namely 'The Law Associates' under Mr. M. Amir-Ul Islam, Barrister-at-law, who is one of the leading jurists of Bangladesh.

While working with 'The Law Associates', Mr. Hasan practiced in wide range of areas, which include advising local and foreign investors, and representing clients in Courts. He also worked as consultant to the World Bank on different projects as part of 'The Law Associates' In late 2007. He teamed up with Mr. Moyeen A Firozee, Barrister-at-Law and set up the law firm 'Legal Minds' an is currently practicing in a wide range of areas including Banking, Commercial Law, Corporate Restructuring, IT & Telecommunication, Shipping and International Trade, Intellectual Property, Real Estate, Power & Energy as well as representing clients in Courts in Writ, Civil, Commercial & Criminal matters.

Barrister Hasan also advises on complex project finance, structured finance and export finance, preparation of project finance documentation as well as related tax structuring in local and international context. He served the Board of Bureau Veritas Consumer Products Services (Bangladesh) Limited as the Managing Director (Nominated by Bureau Veritas SA) for about two years (2017-2018). He Joined the board on 23 March 2021.





BRIEF PROFILE OF MANAGEMENT



ANM Anwarul Azim

Director, Technical Services

Division

Mr. ANM Anwarul Azim joined Matin Spinning Mills PLC in 2002. Currently he is holding the position of Director, Technical Services Division. His major responsibilities are dealing with planning, designing, coordinating, implementing, operations and maintenance of several projects of the company. Prior to joining the company Mr. Azim worked at Bangladesh Water Development Board. On a special assignment, he was stationed in the Ministry of Electricity, Government of Libya. He has over 48 years of long experience in the field of engineering operations in textiles, garments, and many other industries. Mr. Azim completed his Bachelor of Science in Mechanical Engineering from Chittagong University of Engineering & Technology (CUET).



MD. Shamimul Haque
Chief Production Officer

Mr. MD. Shamimul Haque joined Matin Spinning Mills PLC in 2005. Currently he is holding the position of Chief Production Officer. His major responsibilities are dealing with production, leading the R&D in creation of innovative products, & factory management. Prior to joining the company **Mr. Haque** worked at Sinha Spanning Ltd and Padma Textile Mills Limited. He has over 25 years of long experience in the field of factory operation management in Spinning and Textiles industry. **Mr. Haque** completed his B.SC in Textiles Technology from University of Dhaka.



Mohammad Emarot Hossain, FCA, FCS Chief Financial Officer

Mr. Mohammad Emarot Hossain FCA, FCS joined Matin Spanning Mills PLC as CFO in July 2021. His major responsibilities are dealing with Corporate Finance, Accounts, supply chain, corporate planning, Costing and Budgeting, Tax and VAT. Prior to joining the company Mr. Hossain was the CFO of Provita Group. He also worked with Jamuma Group as a Group CFO, Mariners Group as a Group CFO & Company Secretary, ABACUS Securities Ltd as CEO and BSRM Group as a Head of Internal Audit. He has over 20 years of diversified experience in the field of Supply Chain Management, Finance, Accounts, Costing & Budgeting, Corporate Planning, Internal Audit, Taxation and VAT in RMG and Textiles, Steel Industries, Freight Forwarding & Supply Chain Management, Shipping, Trading, Stock Brokerage, Real Estate, Electronics & Automobiles, Electronic and Print Media, Super Market, Artificial Leather, Agro Based Industries etc.

Mr. Hossain is a Fellow Member of the Institute of Chartered Accountants of Bangladesh (ICAB) & Institute of Chartered Secretaries of Bangladesh (ICSB). He obtained his BBA and MBA in Accounting & Information System from the University of Dhaka.



MD. Shah Alam Miah, FCS

Company Secretary

Mr. MD. Shah Alam Miah, FCS joined Matin Spinning Mills PLC in March 2012 as a Company Secretary. His major responsibilities are dealing with Board Affairs, Regulatory Affairs and Shareholders Affairs. Prior to joining the company Mr. Alam was the Company Secretary of M.I Cement Factory Limited. He also worked with Diganto Media Corporation Ltd. as a Company Secretary and Jayson Pharmaceuticals Ltd. as a Manager Accounts & Corporate Affairs. He has over 34 years of vast experience in the field of Company Secretariat, Corporate Affairs, Corporate Governance, Share Management, Finance and Accounts in pharmaceuticals, cement, media, and garments industries. Mr. Alam is a Fellow Member of the Institute of Chartered Secretaries of Bangladesh (ICSB). He has completed his Masters in Management from Jagannath University.





GUIDING PHILOSOPHY AND GOVERNANCE PRACTICES

The Board of Directors of Matin Spinning Mills PLC believes that good Corporate Governance is vital to strengthen the Company's sustainability, organizational effectiveness and foster a high-performance culture within the organization. Corporate Governance is a term that refers broadly to the rules, procedure and laws by which businesses are operated, regulated and controlled in order to ensure the interest of the stakeholders of a corporate body.

In accomplishment of the a airs of the company, the Board is guided by Corporate Governance Principles as stipulated by BSEC and in compliance with the rules and regulations of the Companies Act 1994, Memorandum and Articles of Association of the Company and the service rules of the Company and other relevant applicable laws and regulations. The Board also remains responsible for efficient and effective implementation of the policies and strategies adopted from time to time.

Board of Directors

In line with the concept of good corporate management practice and the provisions of Articles of Association, The Board of Directors holds the supreme authority of the Company. The Board is collectively responsible to the Company's shareholders for the success of the Company. The Board of Directors is reconstituted every year by the shareholders through retirement/ reelection/election by one third of its members.

Composition of The Board

The Board of Matin Spinning Mills PLC consists of 10 (ten) Directors, comprising of seven non-executive Directors, two Independent Directors, and one Managing Director having versatile knowledge, professional acumen and adequate skills and expertise.

Procedure of The Board

The Board is responsible for formulation of overall planning, policies and strategies and guidelines of the activities and implementation thereof in attaining the goals and objectives of the company and ultimately remains accountable to the shareholders.

To follow transparency, the Board follows the practice of advance planning on matters requiring discussion and decision. The Board appraise the presentation on finance, sales, marketing, major business segments and operations of the Company and other matters, as the members want. The Managing Director along with the Company Secretary finalizes the agenda papers for the

Board meeting in consultation with the other persons concerned. The minutes of the proceedings of each Board meeting are maintained in terms of statutory provisions.

The Board of Directors of Matin Spinning Mills PLC has laid down a Code of Conduct of all Board members and annual compliances of the code have been recorded.

Distinctive Roles of The Chairman And The Managing Director

The position of the Chairman of the Board and the Managing Director of the Company are filled by the different individuals who are members of the Board. The respective roles and the responsibilities of the Chairman and the Managing Director are explicitly defined by the Board of Directors of Matin Spinning Mills PLC to enable them in discharging their responsibilities aptly and effectively.

Committees of The Board

In accordance with the requirement of corporate governance code of BSEC, Matin Spinning Mills PLC has an Audit Committee and a Nomination and Remuneration Committee as sub-committee of the Board of Directors.

Audit Committee

The Board has formed an Audit Committee comprising of 5 (Five) members having adequate versatile and financial competence as specified in the Terms of Reference (TOR) prescribed by the BSEC duly approved by the Board. The Committee is empowered, among other things, to examine any matter relating to the financial affairs of the company and to review all audit and inspection programs, internal policies and adherence to compliance requirements.

Members of The Audit Committee

Mr. Md. Abdus Salam FCA, FCS	Chairman
Mr. M. A. Rahim	Member
Mr. M. A. Quader	Member
Ms. Selina Perveen	Member
Mr. Md. Hassan Imam	Member

Md. Shah Alam Miah FCS, Company Secretary is the Secretary to the Audit Committee.

The detail about Audit Committee including background, composition, responsibilities, meetings reporting and activities carried out by the Audit committee is disclosed in this annual report in "Report to the Audit Committee."



Nomination And Remuneration Committee

The Board has formed a Nomination and Remuneration Committee (NRC) comprising of 5 (five) members and approved Terms of Reference of the NRC as per condition no.6 (5) (b) of Corporate Governance Code, 2018 by BSEC. The Committee shall assist the Board in formulating of the nomination criteria or policy for determining qualification, positive attributes, experiences and independence of directors and top level executives of the Company.

MEMBERS OF THE NRC

Mr. Shamsul Hasan, Barrister-at-law	Chairman
Mr. M. A. Rahim	Member
Mr. M. A. Quader	Member
Ms. Selina Perveen	Member
Mr. Md. Hassan Imam	Member

Md. Shah Alam Miah FCS, Company Secretary is the Secretary to the NRC.

Chief Financial Officer

Matin Spinning Mills PLC has a Chief Financial Officer (CFO). He is a fellow member of the Institute of Chartered Accountants of Bangladesh (ICAB) and Institute of Chartered Secretaries of Bangladesh (ICSB). He is responsible for accounting and financial activities of the Company. The Board of Directors clearly defined the roles, responsibilities and duties of the CFO. In compliance with the corporate governance code of the BSEC, the CFO attends meetings of the Board of Directors.

Company Secretary

As part of statutory requirement the Board of Directors of Matin Spinning Mills PLC has appointed a qualified Company Secretary. He is a Fellow Member of the Institute of Chartered Secretaries of Bangladesh (ICSB). He is responsible for dealing with various corporate matters of the MSMPLC and acts as officer of the Board, bridge in between Board and other Stakeholders, custodian of the Shareholders and also conducts the statutory functions pursuant to the applicable laws and regulations. The Board of Directors clearly defined the roles, responsibilities and duties of the Company Secretary.

Head of Internal Audit & Compliance

Matin Spinning Mills PLC has a Head of Internal Audit and Compliance. He has completed his MBA in Finance and Banking from International Islamic University of Chittagong. He has also completed CA Course (Article ship) under the Institute of Chartered Accountant of Bangladesh (ICAB). He is responsible for internal control and internal audit of the Company. The Board of Directors clearly defined respective roles, responsibilities and

duties of the Head of Internal Audit & Compliance. In compliance with the corporate governance code of the BSEC, he attends meetings of the Board of Directors.

Statutory Auditors

Hussain Farhad & Co., Chartered Accountants is the statutory auditor of the Company. They have conducted the audit in accordance with International Standards on Auditing. In order to comply with the corporate governance, the Company did not involve its statutory auditors to perform the services other than statutory services as appointed for.

Corporate Governance Code Compliance Professional

Suraiya Parveen & Associates, Chartered Secretaries have provided the certificate on compliance of corporate governance code issued by Bangladesh Securities and Exchange Commission.

Independent Scrutinizer

Haruner Rashid & Associates, Chartered Secretaries will authenticate the due process of election and detail information on the voting result of the upcoming AGM as an Independent Scrutinizer as per Bangladesh Securities and Exchange Commission's Guideline.

Independent Service Provider

SATCOM IT Ltd. will provide the service for conducting the upcoming AGM in Digital Platform as an Independent Service provider as per Bangladesh Securities and Exchange Commission's Guideline.

Internal Audit And Control

Matin Spinning Mills PLC considers that internal audit is one of the important regular functions of the Company. The Company has an independent internal audit department under control of the Audit Committee of the Board. This department gives effort to bring a methodical and disciplined approach to evaluate and improve the effectiveness of the organization's risk management process, system of internal control and governance.

Compliance

In order to ensure the effective functioning of the corporate governance for enhancing the confidence of investors, regulators, financiers and other stakeholders, the MSMPLC is committed to comply with all the requirements of the Corporate Governance Code as required by the Bangladesh Securities and Exchange Commission (BSEC).



CODE OF CONDUCT

for The Chairperson, other Board members and Managing Director

1. Overview of The Code of Conduct

1.1. Preface

This Code of Conduct for the Chairperson, other Board members and Managing Director (hereinafter referred to as "the Code") has been framed and adopted by Matin Spinning Mills PLC (MSMPLC) (hereinafter referred to as "the Company or MSMPLC") in compliance with the requirements of the Condition 1 (7) of Corporate Governance Code Notification no. BSEC/CMRRCD/2006-158/207/Admin/80 Dated: 3 June 2018 of Bangladesh Securities and Exchange Commission. This Code is intended to provide guidance to the Chairperson, other Board members and Managing Director to manage the affairs of the Company in an ethical manner. The Company confirms its desire to demonstrably lead and promote good ethical behaviour and corporate governance and the purpose of this code is to recognize and emphasize upon the ethical behaviour and to develop a culture of honesty and accountability. The company's governing bodies understand this code of conduct as their obligation and set forth to ensure that its spirit and provisions are respected and acted upon throughout the company [and its subsidiaries and dependent companies] and its business partners. This Code of Conduct attempts to set forth the guiding principles on which the Chairperson, other Board members and Managing Director shall operate and conduct themselves with the stakeholders, government and regulatory agencies, employees, customers and suppliers and anyone else with whom it is connected.

1.2. Applicability

This Code shall be applicable and binding on the Chairperson, other Board members and Managing Director of the Company. The Chairperson, other Board members and Managing Director shall continue to comply with other applicable / to be applicable policies, rules, and procedures of the Company.

1.3. Publication

Pursuant to Condition 01 (7) (b) of Corporate Governance Code Notification no. BSEC/CMRRCD/2006-158/207/Admin/80,Dated: 3 June 2018 of Bangladesh Securities and Exchange Commission, this Code of Conduct and any amendments thereto shall be published/posted on the website of the Company.

1.4. Definitions & Interpretation

Unless repugnant to the meaning or context thereof, the following expressions, wherever used in this Code, shall have the meaning assigned to them below:

"Board" shall mean the Board of Directors of the Company.

"Directors" shall mean directors on the Board.
"Company" shall mean Matin Spinning Mills

"Company" shall mean Matin Spinning Mills PLC.

2. Principles of The Code of Conduct

The Chairperson, other Board members and Managing Director of the Company shall act within the authority conferred upon them, in the best interests of the Company and observe the following:

2.1. Prudent conduct and behavior

- 2.1.1. The Chairperson, other Board members and Managing Director shall act honestly, ethically, in good faith and in the best interest of the Company.
- 2.1.2. Whilst carrying out the duties, the Chairperson, other Board members and Managing Director shall ensure that it is executed in terms of the authorizations granted and within the limits prescribed under the relevant policies, codes, guidelines, and other directives issued by the Board of Directors of the Company from time to time.
- 2.1.3. The Chairperson, other Board members and Managing Director shall refrain from indulging in any discriminatory practice or behavior based on race, color, sex, age, religion, ethnic or national origin, disability, or any other unlawful basis. The ethical conduct, performance and skills shall be the qualifying indicatives for an employee's performance.



- 2.1.4. The Chairperson, other Board members and Managing Director shall conduct themselves in a professional, courteous, and respectful manner and shall not take any improper advantage of their position.
- 2.1.5. The Chairperson, other Board members and Managing Director shall use the Company's assets, property, proprietary information and intellectual rights for business purposes of the Company and not for any personal benefits or gains.

2.2. Confidentiality

The Chairperson, other Board members and Managing Director should conduct themselves to meet the expectations of operational transparency of the stakeholders while at the same time maintaining confidentiality of information in order to foster a culture conducive to good decision making. "Confidential information" includes, amongst others, all information of the Company not authorized by the management of the Company for public dissemination. All confidential information must be held in confidence, unless authorized by the Board or otherwise permissible in accordance with this Code; or the same is part of the public domain at the time of disclosure; or is required to be disclosed in accordance with applicable laws.

2.3. Conflict of interest

The Chairperson, other Board members and Managing Director shall not enter into any transaction which is or may likely to have a conflict with the interest of the Company. The Chairperson, other Board members and Managing Director should disclose to the board whether they directly, indirectly or on behalf of third parties have a material interest in any transaction or matter directly affecting the Company. All transactions having conflict of interest should be carried out in accordance with law and be fully disclosed to the Board of Directors.

2.4. Compliance with Laws, Rules and Regulations

The Chairperson, other Board members and Managing Director shall ensure compliance with the various legal/regulatory requirements as applicable to the business of the Company and endeavor that before any directions are given or decisions taken, relevant legal/regulatory requirements are considered.

2.5. Prohibition of Insider Trading

The Chairperson, other Board members and Managing Director shall comply with all laws, rules, and regulations governing trading in the shares of the Company and the Company's Code of Conduct for Prohibition of Insider Trading in dealing with the securities of the Company which, inter-alia, prohibits buying or selling of the Company's securities on the basis of any unpublished price sensitive information and prohibits disclosure of such information to any other person (including relatives) where such information may be used by such person for his or her personal benefit or gain. The Chairperson, other Board members and Managing Director should comply with the provision of the Companies Act, 1994 and applicable rules and regulations issued by the Bangladesh Securities Exchange Commission, Dhaka Stock Exchange, and Chittagong Stock Exchange, insofar as they relate to prohibitions on insider trading.

2.6. Relationship with Environment

The Chairperson, other Board members and Managing Director should cause the Company to strive to provide a safe and healthy working environment and comply, in the conduct of the business affairs of the Company, with all regulations regarding the preservation of the environment of the industry it operates in. The Company should be committed to prevent the wasteful use of natural resources and minimize any hazardous impact of the development, production, use and disposal of any of its products and services on the ecological environment in accordance with the applicable laws.

2.7. Relationship with Employees

The Chairperson, other Board members and Managing Director should strive for causing the Company to maintain cordial employee relations. The Chairperson, other Board members and Managing Director should cause the Company to build competency based human resource systems and maintain human resource policies that have been directed at managing the growth of the organization efficiently. The Chairperson, other Board members and Managing Director should assist the Company in further aligning its human resource policies, processes and initiatives to meet its business needs.



2.8. Relationship with Customers

The Chairperson, other Board members and Managing Director should ensure that the Company is committed to supply products and services of the highest quality standards backed by efficient after-sales service consistent with the requirements of the customers to ensure their total satisfaction. The Chairperson, other Board members and Managing Director should ensure that Company will properly engage in product advertising, publicity, and sales promotion activities to avoid misleading the customers. The Chairperson, other Board members and Managing Director should ensure that the Company will engage in free and open competition with competitors to maintain its stance as a company trusted by customers and society.

2.9. Relationship with Suppliers

This Code contains general requirements applicable to all suppliers to Company. Supplier contracts may contain more specific provisions addressing some of these same issues. Nothing in this Code is meant to supersede any specific provision in a particular contract, and to the extent there is any inconsistency between this Code and any other provision of a particular contract, the other provision will prevail. The Chairperson, other Board members and Managing Director should act in the best interest of the Company. Accordingly, the Chairperson, other Board members and Managing Director should have no relationship, financial or otherwise, with any supplier that might conflict, or appear to conflict, with the Chairperson, other Board members and Managing Director's obligation to act in the best interest of Company.

2.10. Independency

The Chairperson, other Board members and Managing Director should remain independent in all material respects. The Chairperson, other Board members and Managing Director should act impartial to the Employees, Customers, Suppliers, Shareholders and other Stakeholders.

3. Compliance With The Code of Conduct

This Code has not specifically addressed every potential form of unacceptable conduct and it is expected that the Chairperson, other Board members and Managing Director will exercise good judgment in compliance with the principles set out in this Code. The Chairperson, other Board members and Managing Director have a duty to avoid any circumstances that would violate the letter or spirit of the Code.

4. Amendment to The Code of Conduct

The provisions of this Code can be amended/ modified by the Board of Directors, based on the recommendation of the Nomination and Remuneration Committee (NRC), from time to time and all such amendments/ modifications shall take effect from the date stated therein. The Chairperson, other Board members and Managing Director shall be duly informed of such amendments and modifications.





DIVIDEND DISTRIBUTION POLICY

1. General Application

This "Dividend Distribution Policy" (the "Policy"), has been formulated by the board of directors (the "Board") in 125th Board meetings of Matin Spinning Mills PLC (the "Company") as per directive no. BSEC/CMRRCD/2021-386/03-, dated 14 January 2021 issued by the Bangladesh Securities and Exchange Commission (Commission). The Policy is intended to govern the distribution policy of dividend of the Company. The Board shall time to time update the Policy in accordance with updated notifications issued by the Commission. The Policy shall be disclosed in Company's annual report as well as official website.

2. Dividend Distribution

2.1. Cash Dividend Distribution:

Cash dividend shall be distributed in the following manner and procedures, namely:-

- 2.1.1. Within 10 (ten) days of declaration of cash dividend by the board, an amount equivalent to the declared cash dividend payable for the concerned year shall be kept in a separate bank account of the Company dedicated for this purpose;
- 2.1.2. The Company shall pay off cash dividend directly to the bank account of the entitled shareholder as available in the BO account maintained with the depository participant (DP), or the bank account as provided by the shareholder in paper form, through Bangladesh Electronic Funds Transfer Network (BEFTN):
 - Provided that the Company may pay off such cash dividend through bank transfer or any electronic payment system as recognized by the Bangladesh Bank, if not possible to pay off through BEFTN;
- 2.1.3. The Company, upon receiving the claim on cash dividend from a stock broker or a merchant banker or a portfolio manager for the margin client or customer who has debit balance or margin loan, or as per intention of the client of stock broker or merchant banker or portfolio manager, shall pay off such cash dividend to the Consolidated Customers' Bank Account (CCBA) of the stock broker or to the separate bank account of the merchant banker or portfolio manager through BEFTN:
 - Provided further that the Company shall collect detailed information (e.g., BO account number, code number, bank account number, intention, etc. of the client or customer including CCBA of stock broker or separate bank account of merchant banker or portfolio manager) from stock broker or merchant banker or portfolio manager for such claim;
- 2.1.4. The Company, in case of non-availability of bank account information or not possible to distribute cash dividend through BEFTN or any electronic payment system, shall issue cash dividend warrant and shall send it by post to the shareholder;
- 2.1.5. The Company shall pay off cash dividend to non-resident sponsor, director, shareholder, unit holder or foreign portfolio investor (FPI) through the security custodian in compliance with the rules or regulations in this regard;
- 2.1.6. The Company, immediately after disbursement of cash dividend and issuance a certificate of tax deducted at source, if applicable, shall intimate to the shareholder or unit holder through a short message service (SMS) to the mobile number or email address as provided in the BO account or as provided by the shareholder or unit holder;
- 2.1.7. The Company shall maintain detailed information of unpaid or unclaimed dividend and rationale thereof, as per BO account number-wise or name-wise or folio number-wise of the shareholder or unit holder; and shall also disclose the summary of aforesaid information in the annual report and shall also report in the statements of financial position (Quarterly/annually) as a separate line item 'Unclaimed Dividend Account':
 - Provided that the Company shall publish the year-wise summary of its unpaid or unclaimed dividend in the website:



- 2.1.8. Provided further that any unpaid or unclaimed cash dividend including accrued interest (after adjustment of bank charge, if any) thereon, if remains, shall be transferred to a separate bank account of the company as maintained for this purpose, within 1 (one) year from the date of declaration or approval or record date, as the case may be;
- 2.1.9. If any cash dividend remains unpaid or unclaimed or unsettled including accrued interest (after adjustment of bank charge, if any) thereon for a period of 3 (three) years from the date of declaration or approval or record date, as the case may be, shall be transferred by the Company to the Fund as directed or prescribed by the Commission;

Provided that the Company shall provide detailed information to the manager of the Fund during transfer of cash dividend as directed or prescribed by the Commission;

Provided further that if any shareholder or unit holder claims his cash dividend after transfer of such dividend to the Fund, within 15 (fifteen) days of receiving such claim, the issuer shall, after proper verification of the claim, recommend to the manager of the Fund to pay off such dividend from the Fund and the manager of the Fund shall pay off such cash dividend to the claimant in accordance with the provisions and procedures as directed or prescribed by the Commission;

2.1.10. The Company shall not forfeit any unclaimed cash dividend till the claim becomes barred by the law of land in force.

2.2. Stock Dividend Distribution:

Stock dividend shall be distributed in the following manner and procedures, namely:-

- 2.2.1. The Company shall credit stock dividend directly to the BO account or issue the bonus share certificate of the entitled shareholder, as applicable, within 30 (thirty) days of declaration or approval or record date, as the case may be, subject to clearance of the stock exchange(s) and the Central Depository Bangladesh Limited (CDBL);
- 2.2.2. The Company, shall follow the provisions of k´KmiJj 46 of the KckK\aKr (mqmyJKrT) k´KmiJjoJuJ, 2003 for issuance of bonus shares:

Provided that the Company shall maintain a Suspense BO Account for undistributed or unclaimed stock dividend or bonus shares and shall also follow the under mentioned procedures for ensuring the rightful ownership:

- a) The Company shall send at least 3 (three) reminders to the entitled shareholder;
- b) The Suspense BO Account shall be held under Block Module and such undistributed or unclaimed stock dividend or bonus shares shall not be transferred in any manner except for the purpose of allotting the bonus shares as and when the allottee approaches to the Company:
 - Provided that any corporate benefit in terms of shares accrued on such undistributed or unclaimed stock dividend or bonus shares shall be credited to the Suspense BO Account.
- c) The Company shall, upon receiving application from the allottee and after proper verification of identity and his entitlement, credit the bonus shares lying with the Suspense BO Account to the BO account of the allottee, or issue bonus shares to the allottee, as applicable, within 15 (fifteen) days of receiving application with an intimation to the Commission and the stock exchange(s);
- d) Any voting rights on such undistributed or unclaimed stock dividend or bonus shares shall remain suspended till the rightful ownership claim of the shareholder is established.
- 2.2.3. If any stock dividend or bonus shares remains unclaimed or unsettled including corporate benefit in terms of bonus shares thereon for a period of 3 (three) years from the date of declaration or approval or record date, as the case may be, shall be transferred in dematerialized form to the BO Account of the Fund;

Provided that the issuer shall provide detailed information to the manager of the Fund during transfer of stock dividend or bonus shares as directed or prescribed by the Commission;



Provided further that if any shareholder claims his stock dividend or bonus shares after transfer of such dividend or bonus shares to the BO Account of the Fund, within 15 (fifteen) days of receiving such claim, the issuer shall, after proper verification of the claim, recommend to the manager of the Fund to pay off or transfer such stock dividend or bonus share to the claimant's BO Account in accordance with the provisions and procedure as directed or prescribed by the commission.

2.2.4. The Company shall not forfeit any unclaimed stock dividend till the claim becomes barred by the law of land in force.

2.3. Dividend Distribution Time Frame

Dividend shall be distributed in the following time frame, namely:-

2.3.1. The Company shall pay off the annual or final dividend to the entitled shareholder, within 30 (thirty) days of approval;

Provided that interim dividend shall be paid off to the entitled shareholder, within 30 (thirty) days of record date:

2.3.2. The Company shall submit a compliance report to the Commission and the stock exchange(s) in a specified format at Annexure-A in respect of the provisions of clause (2.1), (2.2) and (2.3.1) of this policy, within 7 (seven) working days of completion of dividend distribution:

Provided that the Company shall publish the compliance report in its website.

3. Shareholders Information Maintenance

3.1. The Company, by itself or by appointing an agent shall maintain detailed information of BO account, bank account, mobile phone number, email and address of the shareholder or unit holder for the purpose of proper distribution of cash dividend or stock dividend;

Provided that the Company shall keep confidentiality of information.

3.2. The Company shall collect updated of BO account, bank account, mobile number, email address and contact address of shareholder or unit holder at least once in a year from CDBL for the purpose of proper distribution cash dividend or stock dividend and other compliances;

Provided that in case of holding of paper share the Company shall update the information as above mentioned in 3.1.





Annexure-A



	Dividend Distribution Compliance Report	
	Under Claus, (6) of the Directive No. BSEC/CMRRCD/2021-386/03, dated: 14/01/2021	03, dated: 14/01/2021
<u></u>	Name of the Issuer/Securities/Mutual Fund	
7	Particulars of Issuer DP	
m	Type of Dividend (Annual /Interim)	
	(Put tick mark (囚) on the recommended option)	a) Alillual 🔲 D) IIIteriiii 🗀
4	Whether audited or not for interim Dividend	
	(Put tick mark (☑) on the recommended option)	a) Audited 🗀 b) Onaudited 🗀
2	Date of recommendation of Dividend by the Board of Directors/Trustee:(Enclose copy of PSI)	
9	Whether Dividend recommended other than directors or sponsors or any other classes	
	(Put tick mark (凶) on the recommended option)	ON I
	Record date for entitlement	
∞	Rate of Dividend recommended by the Board of Directors/Trustee	
6	Dividend recommended -Type	a) Cash
	(Put tick mark (☑) on the recommended option)	
10	Securities/mutual fund traded under which categories	
	(Put tick mark (☑) on the recommended option)	
<u></u>	Date of transfer to a separate bank account (Pis. mention bank details) or provisional credit	
	of shares/units by CDBL	
12	Date of approval of Dividend at AGM	
13	Rate of Dividend approved at AGM- details at Annexure, (if any change)	
14	Date of commencement of disbursement of Cash and Stock Dividend	
15	Mode of disbursement of Cash Dividend	a) BEFTN ☐ B) Bank Transfer ☐ c) MFS ☐
	(Put tick mark (凶) on the recommended option)	d) Dividend Warrant ☐ e) Any other mode ☐
16	Date of completion of disbursement of Cash Dividend and Stock Dividend [Enclose Bank	
	statements and Corporate Action Processing Report (DP 70)]	
17	Paid-up-capital of the issuer- before corporate action/entitlement	
18	Numbers of securities/shares outstanding-before corporate action/entitlement:	
19	Total cash in taka or stock (nos. shares) dividend as per corporate declaration	
20	Distribution/Disbursement details of Cash & Stock Dividend:	Cash (Tk) Stock (nos) Annexures
	A. Mode of Dividend payment/credit for the, concerned year:	
	a) through BEFTN or directly credited to respective BO	

	Under Claus, (6) of the Directive No. BSEC/CMRRCD/2021-386/03, dated: 14/01/2021
	b) through Bank Transfer other than entitled BO-Margin loan
	c) through Bank Transfer
	d) through Mobile Financial Service (MFS)
	e) through any other mode as approved by Bangladesh Bank
	f) through transfer to Suspense Account for dematerialized Shares
	(BO wise detailed with reason should be maintained and submitted)
	g) through issuance of Dividend Warrant or issue of shares to Suspense Account for non-
	dematerialized securities
21	Total Dividend paid/credited for the concerned year
22	Total unpaid/undistributed Dividend /accrued during the period (20-21)
23	Total unpaid/undistributed Dividend /accrued as on 1st day of Accounting year
	(as per Audited Accounts)
24	Transfer to Suspense Account for Demate Shares or any other reasons during the
	concerned year
	A. Mode of Dividend Receipts/payment/credit for the previous years:
	a) through BEFTN or directly credited to respective BO
	b) through Bank Transfer
	c) through Mobile Financial Service (MFS)
	d) through any other mode as approved by Bangladesh Bank
	e) through transfer to/from Suspense Account for Demate Shares or any other reasons
	f) through issuance of Dividend Warrant or issue of shares to Suspense Account for non-
	dematerialized securities/shares/units
	g) transfer of cash or stocks to the Fund as prescribed or directed by Commission after
	3 years or forfeit of share to Suspense Account for non-dematerialized securities
25	Total Dividend paid/credited for previous years:
5 6	Total unpaid/undistributed Dividend for previous years (23+24-25) Taka/ Nos
27	Grand Total of unpaid/undistributed Dividend (22+26)
	Aging of Grand Total of unpaid/undistributed Dividend for previous years:
	More than 3 years; balance
90	More than 4 years; balance
0	More than 5 years & above; balance
	Total of unpaid/undistributed Dividend for previous years
	(Supporting bank statements and balances of securities with the Depository)

Note: Issuer shall maintain BO wise detailed information for all transfers/credit lo suspended Accounts
With reasons and submit along with bank statements and other supporting documents. The issuer shall fill up all the applicable fields.

MESSAGE FROM THE CHAIRMAN



We are pleased to inform you that the company's sales revenue for the financial year 2023-2024 reached Tk. 8,045 million, reflecting a 9.55% growth compared to the previous year......

Dear Shareholders Ladies and Gentlemen Assalamu Alaikum Warahmatullah

It is our pleasure to welcome you at the 22nd Annual General Meeting of Matin Spinning Mills PLC. It also gives me immense pleasure to place before you the Annual Report along with the Audited Financial Statements, Auditors' Report and Directors' Report thereon for the year ended on 30 June 2024.

We are pleased to inform you that the company's sales revenue for the year 2023-2024 reached Tk. 8,045 million, reflecting a 9.55% growth increase compared to the previous year. This impressive progress is largely attributed to the commencement of production at our newly opened special yarn unit in 2022. The full utilization of this new unit, combined with the enhanced capacity of our existing units, has significantly contributed to the outstanding performance in sales revenue over the past year.

We would like to extend our heartfelt thanks to our valued customers for their trust in our products, to

our employees for their tireless dedication, and to our suppliers for providing quality cotton. We also express our gratitude to our honorable shareholders for their unwavering support and commitment to the welfare of the company. Additionally, we thank the Regulatory Bodies, including the Bangladesh Securities and Exchange Commission, the Stock Exchanges, Central Depository Bangladesh Limited, our Bankers, and Insurers, for their continued cooperation and support.

We sincerely hope that this strong support from all stakeholders will continue in the years ahead.

With best wishes.

Abdul Wahed

Chairman of the Board



MESSAGE FROM

THE MANAGING DIRECTOR



..... Despite these challenges, the Board of Directors has continued their commitment to the shareholders and proposed a remarkable 50% cash dividend......

Dear Shareholders Ladies and Gentlemen,

It is with great pleasure that we welcome you to the 22nd Annual General Meeting of Matin Spinning Mills PLC. We are honored to present the Annual Report for the year 2023-2024, which includes the Directors' Report and Audited Financial Statements for your kind review and consideration.

We would like to inform you that, despite the significant obstacles in the spinning market and a decline in yarn sales prices compared to the previous year, we achieved an EPS of BDT 2.04 for the financial year 2023-2024. Along with the reduction in sales prices, we come across substantial challenges mainly increase in cost of goods sold @12.05% due to increase in foreign exchange rate, manufacturing cost and finance cost over the last year. There were no other significant extraordinary transactions during this year. Despite these challenges, the Board of Directors has continued their commitment to the shareholders and proposed a remarkable 50% cash dividend.

As many of you know, our company serves as a backward linkage industry to RMG exporting companies, primarily within the DBL Group, typically meeting less than 50% of the Group's total demand. Looking ahead, we are confident that the company will continue to utilize its production capacity efficiently. Currently, our total installed production capacity is 61 tons per day, supported by 88,304 spindles.

In conclusion, I would like to extend my deepest gratitude to all our employees, shareholders, stakeholders, government agencies, banks, financial institutions, customers, consumers, suppliers, and service providers for their unwavering cooperation and support.

Thanking you all.

M. A. Jabbar Managing Director



Financial Performance Review

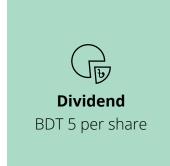
Financial Performance Highlights 2023-24



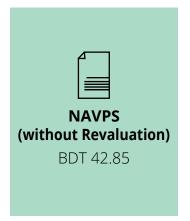
RevenueBDT 804.53 Crore









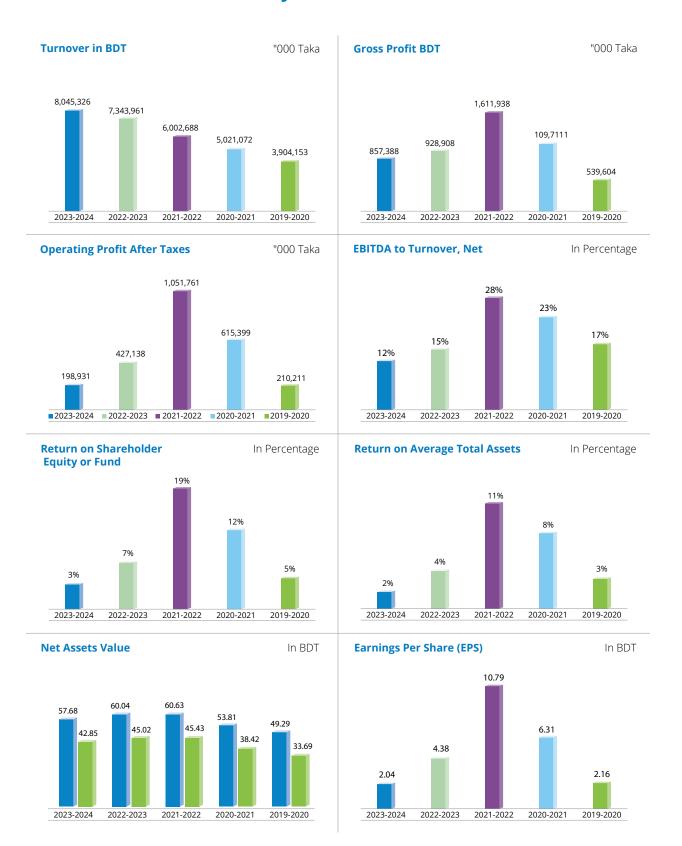








Five Years' Key Performance Indicators





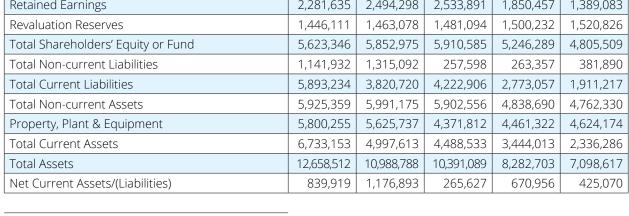
Five Years' Highlights

Current Year with Preceding five Years' highlights

Particulars	2023-2024	2022-2023	2021-2022	2020-2021	2019-2020		
(figures in '000 BDT)							
Statement of Profit or Loss and Other Com	prehensive	Income					
Turnover	8,045,326	7,343,961	6,002,688	5,021,072	3,904,153		
Gross Profit	857,388	928,908	1,611,938	1,097,111	539,604		
Operating Profit before Interest and Taxes	584,572	709,656	1,350,952	927,036	353,850		
Profit after Finance Cost	302,333	538,304	1,307,072	884,887	266,099		
Profit before Tax	287,936	512,671	1,244,830	842,749	253,427		
Net Profit after Tax	198,931	427,138	1,051,761	615,399	210,211		
Earnings before Interest, Tax, Depreciation & Amortization (EBITDA)	962,344	1,105,411	1,664,740	1,140,273	629,352		
Particulars	2023-2024	2022-2023	2021-2022	2020-2021	2019-2020		
(Turnover, Gross Profit and Net Profit figures in '000 BDT)							

Business Growth on Financial Performance					
Total Turnover Growth (BDT in Crore)	701,365	1,341,272	981,616	1,116,919	(420,378)
Total Turnover Growth in %	10%	22%	20%	29%	-10%
Gross Profit Growth (BDT in Crore)	(71,521)	(683,030)	514,827	557,506	164,259
Gross Profit Growth in %	-8%	-42%	47%	103%	44%
Net Profit after Tax Growth	(228,207)	(624,622)	436,362	405,188	115,864
Net Profit after Tax Growth in %	-53%	-59%	71%	193%	123%

Particulars	2023-2024	2022-2023	2021-2022	2020-2021	2019-2020		
(figures in '000 BD							
Statement of Financial Position							
Authorized Capital	1,500,000	1,500,000	1,500,000	1,500,000	1,500,000		
Paid up Capital	974,900	974,900	974,900	974,900	974,900		
Number of Ordinary Shares Outstanding	97,490	97,490	97,490	97,490	97,490		
Retained Earnings	2,281,635	2,494,298	2,533,891	1,850,457	1,389,083		
Revaluation Reserves	1,446,111	1,463,078	1,481,094	1,500,232	1,520,826		
Total Shareholders' Equity or Fund	5,623,346	5,852,975	5,910,585	5,246,289	4,805,509		
Total Non-current Liabilities	1,141,932	1,315,092	257,598	263,357	381,890		
Taral Community by British	F 000 224	2 020 720	4 222 006	2 772 057	1 011 017		





62

Particulars 2023-2024 2022-2023 2021-2022 2020-2021 2019-2020

(Total Shareholders' Equity Growth and Total Assets Growth figures in '000 BDT)

(13			- 0	,
Business Growth on Shareholders' Equity or Fund and Total Assets					
Total Shareholders' Equity Growth	(229,629)	(57,609)	664,295	440,780	622,851
Total Shareholders' Equity Growth in %	-4%	-1%	13%	9%	15%
Total Assets Growth	1,669,724	597,699	2,108,386	1,184,086	529,577
Total Assets Growth in %	15%	6%	25%	17%	8%

Particulars	2023-2024	2022-2023	2021-2022	2020-2021	2019-2020
et the d					

Financial Ratios					
Gross Profit Ratio (%)	11%	13%	27%	22%	14%
Operating Profit Ratio (%)	7%	10%	23%	18%	9%
Net Profit Ratio	2%	6%	18%	12%	5%
EBITDA Margin to Net Sales Revenue (%)	12%	15%	28%	23%	16%
Return on Capital Employed (ROCE) (%)	9%	10%	22%	17%	7%
Return on Average Shareholders' Equity or Fund (%)	3%	7%	19%	12%	5%
Return on Average Total Assets (%)	2%	4%	11%	8%	3%
Current Ratio (Times)	1.1	1.3	1.1	1.2	1.2
Quick Ratio (Times)	1.1	0.8	0.5	0.8	0.8
Debt to Equity Ratio (Times)	1.05	0.7	0.6	0.4	0.4
Interest Cover Ratio (Times)	2.07	4.14	31	22	4
Asset Turnover Ratio (Times)	0.7	0.7	1	1	1
Inventory Turnover Ratio (Times)	3.7	3.2	2.6	4.3	5.4

Particulars 2023-2024 2022-2023 2021-2022 2020-2021 2019-2020

(Market Capitalization, Number of Share Holders & Contribution to National Exchequer figures in '000 BDT)

Ordinary Share Information						
Face Value	10	10	10	10	10	
Market Value Per Share at 30 June (BDT) (at DSE)	44.1	77.6	68.0	53.3	32.8	
Market Capitalization at 30 June (BDT) (at DSE)	4,299,309	7,565,224	6,629,320	5,196,217	3,421,899	
Market Value Per Share at 30 June (BDT) (at CSE)	45.2	77.6	67.7	52.4	33.8	
Earnings Per Share (EPS) (BDT)	2.04	4.38	10.79	6.31	2.16	
Number of Shareholders	97,490	97,490	97,490	97,490	97,490	
Cash Dividend (%) - General Shareholders	50%	40%	50%	40%	18%	
Net Asset Value (NAV) Per Share with Revaluation Reserve (BDT)	57.68	60.04	60.63	53.81	49.29	
Net Asset Value (NAV) per share without Revaluation Reserve (BDT)	42.85	45	45	38	34	
Net Operating Cash Flow Per Share (NOCFPS) (BDT)	-10.67	4.97	6.17	0.4	5.47	
Contribution to National Exchequer	59,276	156,295	220,640	89,883	31,750	
Dividend Per Share	5.00	4.00	5.00	4.00	1.80	



Horizontal and Vertical Analysis

Horizontal and Vertical Analysis								
Horizontal Analysis	2023-2024	2022-2023	2021-2022	2020-2021	2019-2020			
Statement of Profit or Loss and Other Compre	ehensive Ir	ncome						
Turnover, Net	10%	23%	20%	29%	-10%			
Gross Profit	8%	42%	-47%	-103%	-44%			
Operating Profit before Financial Expenses	18%	47%	-46%	-162%	-56%			
Profit after Net of Finance Cost	44%	59%	-48%	-233%	-108%			
Profit before Tax	44%	59%	-48%	-233%	-108%			
Net profit after Tax	53%	59%	-71%	-193%	-123%			
Earnings before interest, tax, depreciation & Amortization (EBITDA)	12.9%	33%	-46%	-81%	-39%			
Statement of Financial Position								
Authorized capital	0%	0%	0%	0%	0%			
Paid up Capital	0%	0%	0%	0%	0%			
Retained Earnings	9%	2%	-37%	-33%	-2%			
Revaluation Reserves	1%	1%	1%	1%	-65%			
Total Shareholders' Equity	4%	1%	-13%	-9%	-15%			
Total Non-current Liabilities	13%	-411%	2%	31%	33%			
Total Current Liabilities	-54%	10%	-52%	-45%	-5%			
Total Non-current Assets	-35%	-12%	-30%	-47%	-0%			
Property, Plant & Equipment	-3%	-29%	2%	4%	-16%			
Total Current Assets	-35%	-12%	-30%	-47%	-0%			
Total Assets	-15%	-6%	-25%	-17%	-8%			
Net Current Assets / (Liabilities)	29%	-348%	60%	-58%	18%			
Vertical Analysis	2023-2024	2022-2023	2021-2022	2020-2021	2019-2020			
Vertical Analysis	2023-2024	2022-2023	2021-2022	2020-2021	2019-2020			
Vertical Analysis Statement of Profit or Loss and Other Compre			2021-2022	2020-2021	2019-2020			
•			2021-2022	2020-2021	2019-2020			
Statement of Profit or Loss and Other Compre	ehensive Ir	ncome						
Statement of Profit or Loss and Other Compre Turnover Net	ehensive Ir	100%	100%	100%	100%			
Statement of Profit or Loss and Other Compre Turnover Net Gross Profit	ehensive Ir 100% 11%	100% 12%	100% 27%	100% 22%	100% 14%			
Statement of Profit or Loss and Other Compre Turnover Net Gross Profit Operating Profit before Financial Expenses	ehensive Ir 100% 11% 7%	100% 12% 9%	100% 27% 23%	100% 22% 18%	100% 14% 9%			
Statement of Profit or Loss and Other Compre Turnover Net Gross Profit Operating Profit before Financial Expenses Profit after Net of Finance Cost	ehensive Ir 100% 11% 7% 4%	100% 12% 9% 7%	100% 27% 23% 22%	100% 22% 18% 18%	100% 14% 9% 7%			
Statement of Profit or Loss and Other Compre Turnover Net Gross Profit Operating Profit before Financial Expenses Profit after Net of Finance Cost Profit before Tax Net profit after Tax Earnings before interest, tax,	ehensive Ir 100% 11% 7% 4% 4%	100% 12% 9% 7% 7%	100% 27% 23% 22% 21%	100% 22% 18% 18% 17%	100% 14% 9% 7% 6%			
Statement of Profit or Loss and Other Compre Turnover Net Gross Profit Operating Profit before Financial Expenses Profit after Net of Finance Cost Profit before Tax Net profit after Tax	ehensive Ir 100% 111% 7% 4% 4% 2%	100% 12% 9% 7% 7% 6%	100% 27% 23% 22% 21% 18%	100% 22% 18% 18% 17% 12%	100% 14% 9% 7% 6% 5%			
Statement of Profit or Loss and Other Compre Turnover Net Gross Profit Operating Profit before Financial Expenses Profit after Net of Finance Cost Profit before Tax Net profit after Tax Earnings before interest, tax,	ehensive Ir 100% 111% 7% 4% 4% 2%	100% 12% 9% 7% 7% 6%	100% 27% 23% 22% 21% 18%	100% 22% 18% 18% 17% 12%	100% 14% 9% 7% 6% 5%			
Statement of Profit or Loss and Other Compre Turnover Net Gross Profit Operating Profit before Financial Expenses Profit after Net of Finance Cost Profit before Tax Net profit after Tax Earnings before interest, tax, depreciation & Amortization (EBITDA)	ehensive Ir 100% 111% 7% 4% 4% 2%	100% 12% 9% 7% 7% 6%	100% 27% 23% 22% 21% 18%	100% 22% 18% 18% 17% 12%	100% 14% 9% 7% 6% 5%			
Statement of Profit or Loss and Other Compre Turnover Net Gross Profit Operating Profit before Financial Expenses Profit after Net of Finance Cost Profit before Tax Net profit after Tax Earnings before interest, tax, depreciation & Amortization (EBITDA) Statement of Financial Position	ehensive Ir 100% 11% 7% 4% 4% 2% 12%	100% 12% 9% 7% 7% 6% 15%	100% 27% 23% 22% 21% 18% 27%	100% 22% 18% 18% 17% 12% 24%	100% 14% 9% 7% 6% 5% 17%			
Statement of Profit or Loss and Other Compre Turnover Net Gross Profit Operating Profit before Financial Expenses Profit after Net of Finance Cost Profit before Tax Net profit after Tax Earnings before interest, tax, depreciation & Amortization (EBITDA) Statement of Financial Position Authorized capital	ehensive Ir 100% 11% 7% 4% 4% 2% 12%	100% 12% 9% 7% 7% 6% 15%	100% 27% 23% 22% 21% 18% 27%	100% 22% 18% 18% 17% 12% 24%	100% 14% 9% 7% 6% 5% 17%			
Statement of Profit or Loss and Other Compre Turnover Net Gross Profit Operating Profit before Financial Expenses Profit after Net of Finance Cost Profit before Tax Net profit after Tax Earnings before interest, tax, depreciation & Amortization (EBITDA) Statement of Financial Position Authorized capital Paid up Capital	ehensive Ir 100% 11% 7% 4% 4% 2% 12% 12% 8%	100% 12% 9% 7% 7% 6% 15%	100% 27% 23% 22% 21% 18% 27%	100% 22% 18% 18% 17% 12% 24%	100% 14% 9% 7% 6% 5% 17%			
Statement of Profit or Loss and Other Compre Turnover Net Gross Profit Operating Profit before Financial Expenses Profit after Net of Finance Cost Profit before Tax Net profit after Tax Earnings before interest, tax, depreciation & Amortization (EBITDA) Statement of Financial Position Authorized capital Paid up Capital Retained Earnings	ehensive Ir 100% 11% 7% 4% 4% 2% 12% 12% 8% 18%	100% 12% 9% 7% 6% 15%	100% 27% 23% 22% 21% 18% 27%	100% 22% 18% 18% 17% 12% 24%	100% 14% 9% 7% 6% 5% 17% 21% 14% 20%			
Statement of Profit or Loss and Other Compre Turnover Net Gross Profit Operating Profit before Financial Expenses Profit after Net of Finance Cost Profit before Tax Net profit after Tax Earnings before interest, tax, depreciation & Amortization (EBITDA) Statement of Financial Position Authorized capital Paid up Capital Retained Earnings Revaluation Reserves	ehensive Ir 100% 11% 7% 4% 4% 2% 12% 12% 8% 18% 11%	100% 12% 9% 7% 6% 15% 14% 9% 23% 13%	100% 27% 23% 22% 21% 18% 27% 14% 9% 24% 14%	100% 22% 18% 18% 17% 12% 24% 18% 12% 22% 18%	100% 14% 9% 7% 6% 5% 17% 21% 14% 20% 21%			
Statement of Profit or Loss and Other Compre Turnover Net Gross Profit Operating Profit before Financial Expenses Profit after Net of Finance Cost Profit before Tax Net profit after Tax Earnings before interest, tax, depreciation & Amortization (EBITDA) Statement of Financial Position Authorized capital Paid up Capital Retained Earnings Revaluation Reserves Total Shareholders' Equity	ehensive Ir 100% 11% 7% 4% 4% 2% 12% 12% 8% 18% 11% 44%	100% 12% 9% 7% 6% 15% 14% 9% 23% 13% 53%	100% 27% 23% 22% 21% 18% 27% 14% 9% 24% 14% 57%	100% 22% 18% 18% 17% 12% 24% 188% 12% 22% 18% 63%	100% 14% 9% 7% 6% 5% 17% 21% 14% 20% 21% 68%			
Statement of Profit or Loss and Other Compre Turnover Net Gross Profit Operating Profit before Financial Expenses Profit after Net of Finance Cost Profit before Tax Net profit after Tax Earnings before interest, tax, depreciation & Amortization (EBITDA) Statement of Financial Position Authorized capital Paid up Capital Retained Earnings Revaluation Reserves Total Shareholders' Equity Total Non-current Liabilities	ehensive Ir 100% 11% 7% 4% 4% 2% 12% 12% 8% 18% 11% 44% 9%	100% 12% 9% 7% 6% 15% 14% 9% 23% 13% 53% 12%	100% 27% 23% 22% 21% 18% 27% 14% 9% 24% 14% 57% 2%	100% 22% 18% 18% 17% 12% 24% 1886 12% 22% 18% 63% 3%	100% 14% 9% 7% 6% 5% 17% 21% 14% 20% 21% 68% 5%			
Statement of Profit or Loss and Other Compreted Turnover Net Gross Profit Operating Profit before Financial Expenses Profit after Net of Finance Cost Profit before Tax Net profit after Tax Earnings before interest, tax, depreciation & Amortization (EBITDA) Statement of Financial Position Authorized capital Paid up Capital Retained Earnings Revaluation Reserves Total Shareholders' Equity Total Non-current Liabilities Total Current Liabilities	100% 11% 7% 4% 4% 2% 12% 12% 8% 18% 11% 44% 9% 47%	100% 12% 9% 7% 6% 15% 14% 98 23% 13% 53% 12% 35%	100% 27% 23% 22% 21% 18% 27% 14% 9% 24% 14% 57% 2% 41%	100% 22% 18% 18% 17% 12% 24% 188% 128% 63% 3% 33%	100% 14% 99% 7% 69% 1796 14% 21% 68% 59% 21% 688% 59%			
Statement of Profit or Loss and Other Compreter Turnover Net Gross Profit Operating Profit before Financial Expenses Profit after Net of Finance Cost Profit before Tax Net profit after Tax Earnings before interest, tax, depreciation & Amortization (EBITDA) Statement of Financial Position Authorized capital Paid up Capital Retained Earnings Revaluation Reserves Total Shareholders' Equity Total Non-current Liabilities Total Non-current Assets	ehensive Ir 100% 11% 7% 4% 4% 2% 12% 8% 18% 11% 44% 9% 47% 47%	100% 12% 9% 7% 6% 15% 14% 9% 23% 13% 53% 12% 35% 54%	100% 27% 23% 22% 21% 18% 27% 14% 9% 24% 14% 57% 2% 41% 57%	100% 22% 18% 18% 17% 12% 24% 188% 12% 24% 33% 33% 58%	100% 14% 9% 7% 6% 5% 17% 21% 149% 20% 21% 68% 5% 27% 67%			
Statement of Profit or Loss and Other Compreter Turnover Net Gross Profit Operating Profit before Financial Expenses Profit after Net of Finance Cost Profit before Tax Net profit after Tax Earnings before interest, tax, depreciation & Amortization (EBITDA) Statement of Financial Position Authorized capital Paid up Capital Retained Earnings Revaluation Reserves Total Shareholders' Equity Total Non-current Liabilities Total Current Liabilities Total Non-current Assets Property, Plant & Equipment	ehensive Ir 100% 11% 7% 4% 4% 2% 12% 12% 8% 18% 11% 44% 9% 47% 46%	100% 12% 9% 7% 6% 15% 14% 9% 23% 13% 53% 12% 35% 54% 51%	100% 27% 23% 22% 21% 18% 27% 14% 9% 24% 14% 57% 41% 57% 42%	100% 22% 18% 18% 17% 12% 24% 188% 63% 33% 58% 54%	100% 14% 9% 7% 6% 5% 17% 21% 149 20% 21% 68% 5% 27% 67% 65%			



DIRECTORS' REPORT TO THE SHAREHOLDERS

Dear Shareholders.

In terms of provisions of section 184 of the Companies Act 1994, Rule 12 (and the schedule thereunder) of the Securities and Exchange Rules 1987 and IAS – 1 (International Accounting Standards – 1) as adopted by the ICAB (The Institute of Chartered Accountants of Bangladesh), it is a pleasure of the Board of Directors to submit its report to the Shareholders for the year ended 30 June 2024 in the following paragraphs:

A] Company Operations

1] Capacity/Production

Below table represents last five years production capacity and capacity utilization ratios:

Particulars	2023-2024	2022-2023	2021-2022	2020-2021	2019-2020
[1.1] Spindles	·				
a) No. of Spindles installed	88,304	88,304	73,184	73,184	73,184
b) No. of Spindles in operation	82,746	77,761	69,248	65,900	66,394
[1.2] Production Capacity ('000 Kg):					
At Equivalent 28s Count (Ring Yarn)	21,968	21,919	18,185	18,257	17,225
[1.3] Actual Production ('000 Kg):					
At Equivalent 28s Count (Ring Yarn)	18,567	16,377	14,772	14,799	13,697
[1.4] Capacity Utilization (%)	84.52%	74.72%	81.24%	81.06%	79.52%

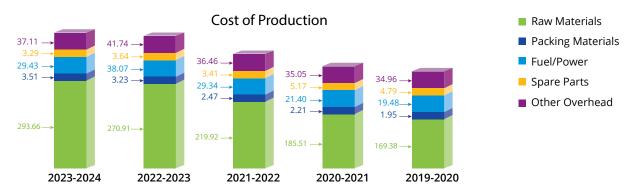
2] Cost of Production

The cost of production increased compare to the previous year due to dollar exchange rate, manufacturing cost and packing material cost . Price fluctuation being an external factor was beyond the control of Management. The level of costs and their impacts for last five years are given below:

level of costs and their impacts for last tive years are given selow.					
Particulars	2023-2024	2022-2023	2021-2022	2020-2021	2019-2020
(a) Output of Yarn ('000 Kg)	19,866	17,421	15,956	16,049	14,589
(b) Cost of Major items ('000Tk):					
Raw Materials	5,834,016	4,719,538	3,509,106	2,977,226	2,471,115
Packing Materials	69,736	56,282	39,406	35,533	28,473
Fuel/Power	584,608	663,304	468,237	343,440	284,210
Spare Parts	65,369	63,369	54,448	82,945	69,810
Other Overhead	737,217	727,096	581,756	562,484	510,005
Total Cost	7,290,947	6,229,588	4,652,953	4,001,627	3,363,613



Unit Cost/Kg (TK)	2023-2024	2022-2023	2021-2022	2020-2021	2019-2020
Raw Materials	293.66	270.91	219.92	185.51	169.38
Packing Materials	3.51	3.23	2.47	2.21	1.95
Fuel/Power	29.43	38.07	29.34	21.40	19.48
Spare Parts	3.29	3.64	3.41	5.17	4.79
Other Overhead	37.11	41.74	36.46	35.05	34.96
Unit Cost	367.00	357.59	291.60	249.35	230.55
Raw Material Cost as % of Total	80.02%	75.76%	75.42%	74.40%	73.47%



B] Marketing Operations

1] Market Exposure

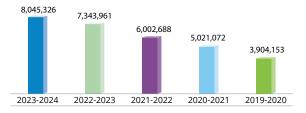
The Company's marketing operations continued its emphasis on export sales over the years as depicted below:

Particulars	2023-2024	2022-2023	2021-2022	2020-2021	2019-2020
(a) Sales Volume ('000 Kg)	19,866	18,318	15,063	15,805	14,617
(b) Sales Revenue ('000 Tk)	8,045,326	7,343,961	6,002,688	5,021,072	3,904,153

Sales Volume ('000kg)

19,866 18,318 15,063 15,805 14,617 2023-2024 2022-2023 2021-2022 2020-2021 2019-2020

Sales Revenue ('000 Taka)



The above figures shows that both sales volume and revenue has been increased in 2023-2024 by 21.61% and 22.34% compared to prior year 2022-2023.

2] Selling Prices

Particulars	2023-2024	2022-2023	2021-2022	2020-2021	2019-2020
Average Selling Prices (Taka/Kg)	\$3.46	\$3.75	\$4.27	\$3.74	\$3.14
% Change - compare to prior year	-8% down	-12% down	14% up	19% up	-6% down

It indicates that average selling price decreased in USD rate from 3.75 to 3.46 per KG to the prior year.



C] Development Activities

The company has done the installation and commissioning of 1 Set 15MVA, 33/11kV and 1 set 4MVA, 11/0.415kV sub-station having 10MW sanctioned load from Gazipur Palli Bidyut Samiti-01. During the year 2023-24, the Company started to implement Production, Order, and Asset Maintenance Modules in Oracle ERP system. These modules would help to determine product costing faster and assessing inventory valuation on real-time basis.

D] Capital Expenditures

Details of capital expenditure for development activities are shown below (figures in '000 Taka):

Particulars	2023-2024	2022-2023	2021-2022	2020-2021	2019-2020
Land	-	-	12,546	-	-
Civil construction					
Cotton Unit	105,990	60,121	39,955	40,206	27,395
Mélange Project					
Synthetic Project					
Special Yarn Project		17,614	82,022	84,292	
Plant and Machinery					
Cotton Unit	182,309	238,327	114,319	49,603	179,028
Mélange Project	25,458	19,600	4,818	4,818	
Synthetic Project	19,738	40,946	17,898	17,898	31,701
Special Yarn Project	8,665	51,159	979,566	120,958	
Other Fixed Assets	6,927	5,108	4,676	4,676	99,489
Total	349,087	432,875	1,255,799	322,451	337,614

E] Contribution

1] Contribution to National Exchequer

"The Company contributed Tk. 59.28 million during 2023-2024 to the National Exchequer. Last five years comparative data are as follows (figures in million Taka):"

Particulars	2023-2024	2022-2023	2021-2022	2020-2021	2019-2020
Corporate Tax	55.40	146.19	216.75	85.48	26.49
Excise/VAT/Import Duties etc.	2.24	5.13	1.26	1.23	1.20
Duties/License Fees	1.63	4.96	2.63	2.98	4.06
Total	59.28	156.28	220.64	89.69	31.75



Contribution to National Exchequer



2] Foreign Exchange Earned/Saved

"The Company contributed Tk. 1,765 million to the Foreign Exchange Reserve of the country during the FY 2023-2024 through it's export marketing operation. Last five years data are as follows (figures in million Taka):"

Particulars	2023-2024	2022-2023	2021-2022	2020-2021	2019-2020
Total Export Earnings	8,045	7,344	6,003	5,021	3,904
Less: Import Expenses					
Raw Cotton/Staple Fiber	(6,145)	(4,276)	(4,420)	(3,266)	(2,686)
Spare Parts	(135)	(97)	(78)	(51)	(62)
Net Foreign Exchange Earned	1,765	2,970	1,505	1,704	1,156

3] Value Added Statement (figures in '000 Taka)

Particulars	2023-2024	2022-2023
Source of Funds		
Net Turnover	8,045,326	7,343,961
Less: Purchased Materials and Services	(6,845,338)	(5,945,056)
Add: Other Income	29,957	19,956
Value Added	1,229,945	1,418,861

Applied in the following ways					
Employees	547,755	488,201			
Salaries, Wages, Provident Fund & Other Benefits	533,977	462,568			
Contribution to Workers' Profit Participation & Welfare Fund	13,778	25,634			
Government	75,530	87,810			
Corporate Tax	73,622	85,532			
Other Government Dues	1,908	2,278			
Provider of Capital	487,450	389,960			
Dividend	487,450	389,960			
Retained by the company	119,210	452,890			
Depreciation	407,729	415,711			
Retained Earnings	(288,519)	37,178			
Total Applied	1,229,945	1,418,861			



Value Added Contribution



F] Appropriation

The net profit after tax of Tk. 198,930,956 earned during the year 2023-2024 has been apportioned in the following manner:

Cash dividend is recommended by the Board of Directors at 50% (Tk.5 per share for 2023-24, total Tk. 487,450,000)

G] Auditors

A. Qasem & Co., Chartered Accountants, have offered their willingness to be appointed as statutory auditors of the Company. The Board recommends their appointment as the statutory auditor of the Company for the year 2024-2025.

H] Management Appreciation

The Board of Directors appreciate the performance of management, the officers, staff and workers whose efforts helped to maintain the desired level of productivity as well as net profit despite the natural and unnatural adverse factors of production and marketing throughout the country. It is expected that employees and management will continue to improve the results in the interest of shareholders whose unswerving trust in management has always been an inspiration to the Board of Directors. The Directors express their gratitude and acknowledge with keen interest the cooperation and unflinching support received from various agencies including Bangladesh Securities and Exchange Commission, Stock Exchanges, CDBL, RJSC, National Board of Revenue and other agencies of the public and private sector.

For and on behalf of Board of Directors

Abdul Wahed Chairman



ANNEXURES TO DIRECTORS' REPORT

Additional statements by the Board of Directors as per the Corporate Governance Code dated 3 June 2018 from the Bangladesh Securities and Exchange Commission:

(i) Industry Outlook and possible future developments in the industry.

The Company is operating as a backward linkage industry to the RMG exporting Companies largely within DBL Group. Along with continuing growth of RMG sector in the Country DBL Group is also in the continuing process of expansion of its capacity of RMG. Keeping in view of future growth potential of RMG sector in the country the Company has increased production capacity through establishment of new production units in order to meet the requirement of RMG. Currently total production capacity of the Company is 61 tons of yarn in a day which covers less than 50% of DBL Group's total demand.

We are pleased to inform our valued stakeholders that our newly completed special yarn unit is running with its full production capacity which was started in August 2022. The new unit capable of producing 10 tons of special yarn per day and our total production capacity increased to 61 tons per day from 51 tons. The demand for special yearn is on rise and the high value products should bring better revenue for the company.

(ii) Segment-wise or product-wise performance

The Company is domiciled in Bangladesh. The Company does not have any non-current assets that are located outside Bangladesh. There are also no revenue arising from transactions with a single external customer that comprises 10% or more of the Group's revenue for the years ended 30 June 2024.

The Company is primarily engaged in the manufacturing and sale of single product of yarn in Bangladesh and this forms the focus of the Company's internal reporting system. While the Company has clearly differentiated brands, segmentation within a wide portfolio of brands is not part of the regular internally reported financial information to the Chief Operating decision maker. Therefore, it is not possible to segment the Company's results by brand without a high degree of estimation. Reference to the IFRS 8, we are operating a single business and geographic segment as such no segment reporting is required. However, yarn type and export sales has been provided in Note 26.

(iii) Risk and Concerns

The company as other spinning sector in the country is confronted with the supply/price risk of raw cotton and staple fiber which are entirely imported from abroad. Beside the company is facing severe irregular supply of Gas and Electricity. Price of gas is increasing continuously and price of diesel has already increased significantly. To augment low pressure and insufficient of Gas supply, the company maintains alternative power sources such as Diesel Generator, Rural Electrification Board, United Power Generation & Distribution Co. Ltd. The company has done the installation and commissioning of 1 Set 15MVA, 33/11kV and 1 set 4MVA, 11/0.415kV sub-station having 10MW sanctioned load from Gazipur Palli Bidyut Samiti-01.

The Company Management perceives investment risk within the national and international economic perspectives in relation to legal and moral requirements involving inter alia, intellectual property right, scientific intervention, WTO Regulation and monetary and fiscal investment policies and has prepared its production & marketing strategies to meet the challenges from these risks.

(iv) Discussion on Cost of goods sold, Gross Profit Margin & Net Profit Margin.

Cost of goods sold has been increase compared to last year by 12.05% mainly because of increasing manufacturing cost, Packing Materials and foreign exchange rate against imported raw materials. Finance cost also increased significantly by 65% compared to last year besides the manufacturing costs. The average selling price of yarn was also decreased compare to the last year from \$3.75 to \$3.46. Both increased cost of goods sold, increased financial cost and less market price of yarn has affected the company's Gross Profit margin from 12.65% to 10.66% & Net profit margin 5.80% to 2.47% over the last year.



70

(v) Discussion on continuity of any extraordinary gain or loss.

There was no extraordinary gain or loss in the financial statements under report.

(vi) Basis of related party transactions.

Related party transactions are depicted in Note-42 in the notes to the Financial Statements.

(vii) Current Status and Utilization of proceeds from Public Issue

Not applicable

(viii) Explanation if the financial results deteriorate after the company goes for IPO

Not applicable

ix) Explanation of significant variance occurs between Quarterly financial performance and Annual

Financial Statements

Explanatory notes for the significant variations in the Financial Statements for the year ended 30 June 2024:

Issue-1: Significant Increase in Revenue

It is reported that our total sales revenue has increased by 9.55% during the reporting period compared to last year due to started production from the newly opened special yarn unit from 01 August 2022. The fully capacity utilization of our newly installed special yarn unit along with existing units has helped to achieve significant growth of sales revenue over last year.

Issue-2: Decrease in EPS

EPS has been decreased from 4.38 to 2.04 mainly increase in cost of goods sold @12.05% due to increase in foreign exchange rate, manufacturing cost and finance cost over the last year. There were no other significant extraordinary transactions during this year.

Issue-3: Decrease in Operating Cash flows

Sales proceeds collection has been decreased over the reporting period due to deferred LC compared to the last year. Raw materials inventory increased due to requirement of additional raw materials for the newly opened special yarn unit. On the other hand, regular payment of suppliers, employees and interest during the period increased. Above are the major causes to remain our cash flow per share (10.67).

Issue-4: Net Asset Value per Share

Net Asset Value per share has been decreased from 60.04 to 57.68 due to decrease of profit margin explained above.

(x) Remuneration to Directors including Independent Directors

Remuneration of Directors has been shown in Note-39 in the notes to the financial statements. No such remuneration is given to the Independent Directors.

(xi) Fairness of Financial Statement

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

(xii) Maintenance of proper books of account

Proper books of account of the Company have been maintained.

(xiii) Adoption of appropriate accounting policies and estimates

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



(xiv) Compliance with IAS and IFRS in preparation of Financial Statements

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.

(xv) Soundness of Internal Control System

The Board of Directors assures the shareholders that the Company has a robust risk management process to ensure that the system of internal control is sound in design and has been effectively implemented and monitored. Although it is possible that all risks to the business are not known at present, the Company takes reasonable steps to identify material risks that may hamper business results and systematically reviews these risks in light of the changing internal and external environment in order to assess that the controls in place are adequate to address these risks.

(xvi) Minority shareholder interest

The interests of the minority shareholders are duly protected in the company.

(xvii) Ability to continue as a going concern

There are no significant doubts upon the Company's ability to continue as a going concern.

(xviii) Significant deviations in Operating Results compared to last year

Operating result showing in net profit after tax to Tk. 198.93 million during 2023-24 from Tk. 427.13 million for the year 2022-23 are mainly due to reducing of profit margin by 53.40% over the last year.

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

The Company's operating financial results as compared to the previous years are summarized below. Numbers presented in SL# 1-13 & 16 are in '000 taka.

SL	Particulars	2023-2024	2022-2023	2021-2022	2020-2021	2019-2020
1	Revenue	8,045,326	7,343,961	6,002,688	5,021,072	3,904,153
2	Cost of sales	(7,187,938)	(6,415,052)	(4,390,750)	(3,923,962)	(3,364,549)
3	Gross Profit	857,388	928,908	1,611,938	1,097,111	539,604
4	Operating Expenses	(302,773)	(239,209)	(246,816)	(269,232)	(228,524)
5	Finance Cost	(282,239)	(171,351)	(43,881)	(41,261)	(87,751)
6	Operating Income	272,376	518,348	1,321,241	786,617	223,329
7	Other Income	29,957	19,956	(14,169)	98,291	42,769
8	Net Profit before WPPF	302,333	538,304	1,307,072	884,909	266,099
9	Workers' profit participation	(14,397)	(25,634)	(62,242)	(42,139)	(12,671)
10	Net Profit before Tax	287,936	512,671	1,244,830	842,770	253,427
11	Income Tax	(71,598)	(65,914)	(192,832)	(222,197)	(44,925)
12	Deferred Tax	(17,407)	(19,618)	(237)	(5,094)	1,709
13	Net profit (loss) after tax	198,931	427,118	1,051,761	615,479	210,211
14	Gross Margin (%)	10.7%	12.6%	26.9%	21.9%	13.8%
15	Net Margin after tax (%)	2.5%	5.8%	17.5%	12.3%	5.4%
16	Outstanding Shares	97,490	97,490	97,490	97,490	97,490
17	Face Value per share (Taka)	10.00	10.00	10.00	10.00	10.00
18	Earnings per share	2.04	4.38	10.79	6.31	2.16
19	Return on Equity (ROE)	3.47	7.50	17.79	12.24	4.68



(xx) Reasons for not declaring dividend

Not Applicable.

(xxi) Interim dividend

No bonus or stock dividend was declared during the period under review as interim dividend.

(xxii) Number of Board meetings held during the year and attendance

This has been narrated in Note-38 in the notes to the Financial Statements.

(xxiii) Shareholding Pattern

Pattern of Shareholding as on 30 June 2024:

Name of the shareholders	Status	Shares held	%		
Parent/Subsidiary/Associated Companies and other related parties					
Jinnat Apparels Limited	Associate Company	29,025,000	29.77		
Flamingo Fashions Limited	Associate Company	2,448,000	2.51		
Jinnat Knitwears Limited	Associate Company	2,622,000	2.68		
Thanbee Print World PLC	Associate Company	8,57,670	0.87		
Hamza Textiles Limited	Associate Company	281,200	0.27		
linnat Fashions Limited	Associate Company	227,850	0.23		

b) Director:

Abdul Wahed	Chairman	5,849,250	5.99
M. A. Rahim	Vice Chairman	5,849,250	5.99
M. A. Jabbar	Managing Director	5,849,250	5.99
M. A. Quader	Director	5,849,250	5.99
Selina Perveen	Director	2,130,000	2.18
Tanzeen Khurshid	Director	2,130,000	2.18
Taslima Brgum	Director	2,130,000	2.18
Md. Hassan Imam	Director	2,130,000	2.18

c) Managing Director, Chief Financial Officer, Company Secretary, Head of Internal Audit & Compliance and their Spouses and Minor Children:

M. A. Jabbar	Managing Director and his spouse	7,979,250	8.18
Mohammad Emarot Hossain FCA, FCS	Chief Financial Officer	Nil	Nil
Md. Shah Alam Miah FCS	Company Secretary	Nil	Nil
Mohammad Monirul Hasan	Head of Internal Audit & Compliance	Nil	Nil

d) Executives

Shamimul Haque	Chief Production Officer	Nil	Nil
Engr Md. Shafiqul Islam	GM-Utility	Nil	Nil
Azad Shahriar	Addl. GM-Maintenance	Nil	Nil
Golam Kibria	Addl. GM- Land & Legal Affairs	Nil	Nil
ASM Iftekher Nur	DGM- Human Resource	Nil	Nil

e) Shareholders Holding 10% or more voting interest in the Company

Jinnat Apparels Limited	Associate Company	29,025,000 29.77



(xxiv) Appointment/re-appointment of Directors

The Directors retiring as per Article 100 of the Company's Articles of Association are Mr. M.A. Jabbar, Mrs. Selina Perveen, and Mrs. Taslima Begum being eligible to offer themselves for re-appointment. A brief resume of the directors has been provided in the "Brief Profile of Directors" section.

Mr. Shamsul Hasan, Barrister-At-Law, Independent Director completed his first terms of three years from 23^{rd} March 2021 to 22^{nd} March 2024. The Board of Directors re-appointed him for the second term of three years subject to approval by the shareholders in the 22^{nd} Annual General Meeting. A brief resume of the independent directors has been provided in the "Brief Profile of Directors" section.

Directorship with other company and membership of committees of the Board:

SL	Entity	M.A. Jabbar	Selina Perveen	Taslima Begum
1	Dulal Brothers Limited	√	-	-
2	Jinnat Apparels Limited	√	-	-
3	Jinnat Fashions Limited	√	-	-
4	Jinnat Knitwears Limited	√	-	-
5	Flamingo Fashions Limited	√	-	-
6	Mawna Fashions Limited	√	-	-
7	Thanbee Print World PLC	√	$\sqrt{}$	√
8	Mymun Textiles Limited	√	-	-
9	Hamza Textiles Limited	√	-	-
10	DB Tex Limited	√	-	-
11	Color City Limited	√	-	-
12	Textile Testing Services Limited	√	-	-
13	Jinnat Textiles Mills Limited	√	-	-
14	DBL Textile Recycling Limited	√	-	-
15	DBL Industrial Park Limited	√	-	-
16	DB Trims Limited	√	-	-
17	Parkway Packaging & Printing PLC	√	\checkmark	√
18	DBL Pharmaceutical Limited	√	-	-
19	DBL Healthcare Limited	√	-	-
20	DBL Ceramic Limited	√	•	-
21	DBL Lifestyle Limited	√	•	-
22	DBL Telecom Limited	√	,	-
23	DBL Dredging Limited	√	•	-
24	DBL Tours & Travel Ltd	√	-	-
25	DBL Digital Limited	√	-	-
26	DBL Distributions Limited	√	-	-
27	Audit Committee, MSMPLC	-	\checkmark	-
28	Nomination and Remuneration Committee, MSMPLC	-	$\sqrt{}$	-



(xxv) Management Discussion and Analysis

Management's discussion and analysis has been highlighted in the Managing Director's Statement and in Directors' Report.

(xxvi) Declaration by the CEO and the CFO

Declaration by the Managing Director and CFO has been given on Page 76 [Annexure A].

(xxvii) Report on Compliance of the Corporate Governance Code

MSMPLC adheres to appropriate good Corporate Governance practices, as described on pages 78 to 90 [Annexure-C]

The Company also complied with all the requirements of Corporate Governance as required by the Bangladesh Securities and Exchange Commission (BSEC). In accordance with the BSEC Notification Corporate Governance Compliance Report is shown in Annexure - B & C.

Further in compliance with the BSEC notification dated June 3, 2018 Suraiya Parveen & Associates, Chartered Secretaries in practice issued the Corporate Governance Compliance Certificate which is shown on page 77 [Annexure-B] of this report.

(xxviii) Directors' Compliance on Corporate Governance

This has been narrated in Statement on Corporate Governance part of the Annual Report.

Abdul Wahed

Chairman of the Board



MATIN SPINNING MILLS PLC Declaration By Managing Director And Chief Financial Officer

DATE: 28 OCTOBER, 2024 ANNEXURE-A

THE BOARD OF DIRECTORS

Matin Spinning Mills PLC

South Avenue Tower, 6th Floor, House 50, Road 03, Gulshan Avenue, Dhaka 1212.

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

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

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

In this regard, we also certify that:

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

Sincerely yours,

M. A. Jabbar

76

Managing Director

Mohammad Emarot Hossain, FCA, FCS

Chief Financial Officer



Matin Spinning Mills PLC



Suraiya Parveen & Associates

(Chartered Secretaries, Financial & Management Consultants)

[Certificate as per condition No.1 [5] (XXVII)]

Report to the Shareholders of Matin Spinning Mills PLC., on compliance on the Corporate Governance Code

We have examined the compliance status to the Corporate Governance Code by Matin Spinning Mills PLC., for the year ended on 30 June 2024. This Code relates to the Notification No. BSEC/CMRRCD/2006-158/207/Admin/80 dated 3 June, 2018 of the Bangladesh Securities and Exchange Commission.

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

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

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

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

Dhaka, Dated October 28, 2024



For Suraiya Parveen & Associates Chartered Secretaries

> Suraiya Parveen, FCS Chief Executive Officer

Office Address: Razzak Plaza (9th Floor) Suite-10G, 383 Tangi Diversion Road (old), 2 Shahid Tajuddin Ahmmed Sarani (New), Moghbazar, Dhaka-1217, Mobile: 01911-421998, 01713-110408, E-mail: suraiyaparveenfes@gmail.com, musfiquefes@gmail.com



STATUS REPORT ON COMPLIANCE WITH THE CONDITIONS IMPOSED BY THE BSEC

ANNEXURE-C

[As per condition No.1(5)(xxvii)]

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

(Report under condition No.9) is presented below:

Condition No.	Title	Compliance Status (Put √ in appropriate column)	Remarks (if any)	
No.		Complied	Not Complied	ally)
1.	BOARD OF DIRECTORS:			
1(1)	Board's Size: The number of the board members of the Company shall not be less than 5 (five) and more than 20 (Twenty).	V		
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 director(s); Provided that the Board shall appoint at least 1(One) female independent director in the board of Directors of the Company.	V		There are 2 (Two) male Independent Directors (ID) in the Board & the appointment of a female ID will be complied in due time.
1(2)(b)(i)	"Independent Director" means a director Independent Director does not hold any share in the company or holds less than one percent (1%) shares of the total paid-up shares of the company;	√		
1(2)(b)(ii)	Non connectivity with the company's any sponsor or director or shareholder who holds 1% or more shares on the basis of family relationship;	\checkmark		
1(2)(b)(iii)	who has not been an executive of the company in immediately preceding 2 (two) financial years;	√		
1(2)(b)(iv)	who does not have any other relationship, whether pecuniary or otherwise, with the company or its subsidiary or associated companies;	$\sqrt{}$		



Condition No.	Title	Complian (Put√in a _l colu	opropriate	Remarks (if any)
NO.		Complied	Not Complied	ally)
1(2)(b)(v)	who is not a member or TREC (Trading Right Entitlement Certificate) holder, director or officer of any stock exchange;	\checkmark		
1(2)(b)(vi)	who is not a shareholder, director excepting independent director or officer of any member or TREC holder of stock exchange or an intermediary of the capital market;	\checkmark		
1(2)(b) (vii)	who is not a partner or an executive or was not a partner or an executive during the preceding 3 (three) years of the concerned company's statutory audit firm or audit firm engaged in internal audit services or audit firm conducting special audit or professional certifying compliance of this Code;	\checkmark		
1(2)(b) (viii)	who is not independent director in more than 5 (five) listed companies;	\checkmark		
1(2)(b) (ix)	who has not been reported as a defaulter in the latest Credit Information Bureau (CIB) report of Bangladesh Bank for non-payment of any loan or advance or obligation to a bank or a Financial Institution; and	V		
1(2)(b) (x)	who has not been convicted for a criminal offence involving moral turpitude;	\checkmark		
1/2)/->	The independent director(s) shall be appointed by the Board and approved by the shareholders in the Annual General Meeting (AGM):	/		Appointment of One independent
1(2)(c)	Provided that the board shall appoint the independent director, subject to prior consent of the commission, after due consideration of recommendation of the Nomination and Remuneration Committee (NRC) of the company.	V		director to be approved in the Next AGM.
1(2)(d)	The post of independent director(s) cannot remain vacant for more than 90 (ninety) days; and	√		
1(2)(e)	The tenure of office of an independent director shall be for a period of 3 (three) years, which may be extended for 1 (one) tenure only.	V		
1(3)	Qualification of Independent Director:			
1(3)(a)	Independent director shall be a knowledgeable individual with integrity who is a 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	√		



Condition No.	Title		ce Status ppropriate imn)	Remarks (if
NO.		Complied	Not Complied	any)
1(3)(b)(ii)	Corporate Leader who is or was a top level executive not lower than Chief Executive Officer or Managing Director or Deputy Managing Director or Chief Financial Officer or Head of Finance or Accounts or Company Secretary or Head of Internal Audit and Compliance or Head of Legal Service or a candidate with equivalent position of an unlisted company having minimum paid-up capital of Tk. 100.00 million or of a listed company; or	V		
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	\checkmark		
	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;	√		
1(3)(b)(v)	Professional who is or was an advocate practicing at least in the High Court Division of Bangladesh Supreme Court or a Chartered Accountant or Cost and Management Accountant or Chartered Financial Analyst or Chartered Certified Accountant or Certified Public Accountant or Chartered Management Accountant or Chartered Secretary or equivalent qualification;	√		
1(3)(c)	The independent director shall have at least 10 (ten) years of experiences in any field mentioned in clause (b);	\checkmark		
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 Managin	ng Director o	r Chief Execut	ive 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;	\checkmark		
1(4)(b)	The Managing Director (MD) and/or Chief Executive Officer of a listed company shall not hold the same position in another listed company;	\checkmark		
1(4)(c)	The Chairperson of the Board shall be elected from among the non-executive directors of the company;	$\sqrt{}$		
1(4)(d)	The Board shall clearly define respective roles and responsibilities of the Chairperson and the Managing Director and/or Chief Executive Officer;	V		
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.	V		



Condition	Title	(Put √ in a	Compliance Status (Put√in appropriate column)	Remarks (if
No.		Complied	Not Complied	any)
1(5)	The Directors' Report to Shareholders:			
1(5)(i)	Industry outlook and possible future developments in the industry;	√		
1(5)(ii)	Segment wise or product wise performance;	√		
1(5)(iii)	Risk and concerns;	√		
1(5)(iv)	A Discussion on Cost of Goods Sold, Gross Profit Margin & Net Profit Margin;	√		
1(5)(v)	Discussion on continuity of any Extra ordinary gain or loss			Not Applicable
1(5)(vi)	Basis for related party transactions: A statement of all related party transactions should be disclosed in the annual report;	V		
1(5)(vii)	Utilization of proceeds from public issues, rights issues and/or through any other instruments;	√		
1(5)(viii)	An explanation if the financial results deteriorate after the company goes for Initial Public Offering (IPO), Repeat Public Offering (RPO). Rights Offer, Direct Listing etc;			Not Applicable
1(5)(ix)	If significant variance occurs between Quarterly Financial Performance and Annual Financial Statements, the management shall explain about the variance on their Annual Report;	√		
1(5)(x)	Remuneration to directors including Independent Directors;	√		
1(5)(xi)	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)	Proper books of account of the issuer company have been maintained	√		
1(5)(xiii)	Appropriate accounting policies have been consistently applied in preparation of the nancial statements and that the accounting estimates are based on reasonable and prudent judgment;	√		
1(5)(xiv)	International Accounting Standards (IAS)/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;	V		
1(5)(xv)	The system of internal control is sound in design and has been effectively implemented and monitored;	√		
1(5)(xvi)	A statement that minority share- holders 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)	There are no significant doubts upon the issuer company's ability to continue as a going concern. If the issuer company is not considered to be a going concern, the fact along with reasons thereof should be disclosed;	V		



Condition	Title	Compliance Status (Put√in appropriate column)	Remarks (if	
No.		Complied	Not Complied	any)
1(5)(xviii)	Significant deviations from the last year's operating results of the issuer company shall be highlighted and the reasons thereof should be explained;	V		
1(5)(xix)	Key operating and financial data of at least preceding 5(five) years shall be summarized;	√		
1(5)(xx)	If the issuer company has not declared divident (cash or stock) for the year, the reasons thereof shall be given			Not Applicable
1(5)(xxi)	Board statement to the effect that no bonus share or stock dividend has been declared as interim dividend	\checkmark		
1(5)(xxii)	The total number of Board meetings held during the year and attendance by each director;	$\sqrt{}$		
1(5)(xxiii)	A report on the pattern of shareholding disclosing th with name-wise details where stated below) held by:-	e aggregate	number of	shares (along
1(5)(xxiii)(a)	Parent/subsidiary/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 their spouses and minor children (name wise details);	\checkmark		
1(5)(xxiii)(c)	Executives;	\checkmark		
1(5)(xxiii)(d)	Shareholders holding ten percent (10%) or more voting interest in the company (name wise details);	\checkmark		
1(5)(xxiv)	In case of the appointment or reappointment of a d information to the shareholders:-	irector, a di	sclosure on	the following
1(5)(xxiv)(a)	A brief Resume of the Director;	√		
1(5)(xxiv)(b)	Nature of his/her expertise in specific functional areas;	√		
1(5)(xxiv)(c)	Names of companies in which the person also holds the directorship and the membership of committees of the board;	\checkmark		
1(5)(xxv)	A Management's Discussion and Analysis signed by CE of the company's position and operations along with financial statements, among others, focusing on:			
1(5)(xxv)(a)	accounting policies and estimation for preparation of financial statements;	\checkmark		
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;	V		
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;	V		
1(5)(xxv)(e)	briefly explain the financial and economic scenario of the country and the globe;	\checkmark		



Condition	ondition No.		ce Status ppropriate mn)	Remarks (if any)	
NO.			Not Complied	any)	
1(5)(xxv)(f)	risks and concerns issues related to the financial statements, explaining such risk and concerns mitigation plan of the company;	V			
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;	\checkmark			
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;	\checkmark			
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.	\checkmark			
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.	\checkmark			
1(6)	Meetings of the Board of Directors The company shall conduct its Board meetings and record the minutes of the meetings as well as keep required books and records in line with the provisions of the relevant Bangladesh Secretarial Standards (BSS) as adopted by the Institute of Chartered Secretaries of Bangladesh (ICSB) in so far as those standards are not Inconsistent with any condition of this Code.	V			
1(7)	Code of Conduct for the Chairperson, other Board members and Chief Executive Officer		ive 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;	V			
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;	V			
2.	GOVERNANCE OF BOARD OF DIRECTORS OF SUBSIDIA	ARY COMPA	NY		
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	
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;			Not Applicable	
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;			Not Applicable	



Condition No.	Title		ice Status ppropriate imn)	Remarks (if any)
140.		Complied Not Complied	uny)	
2(d)	The minutes of the respective Board meeting of the holding company shall state that they have reviewed the a airs of the subsidiary company also;			Not Applicable
2(e)	The Audit Committee of the holding company shall also review the financial statements, in particular the investments made by the subsidiary company.			Not Applicable
3.	MANAGING DIRECTOR (MD) OR CHIEF EXECUTIVE OFF (CFO) HEAD OF INTERNAL AUDIT AND COMPLIANCE (F			
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);	V		
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;	√		
	The MD or CEO, CS, CFO and HIAC of a listed company shall not hold any executive position in any other company at the same time;			
3(1)(c)	"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:	V		
	Provided further that the remuneration and perquisites of the said CFO or CS shall be share 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).	√		
	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(2)	Provided that the CS, CFO and/or the HIAC shall not attend such part of a meeting of the Board which involves consideration of an agenda item relating to their personal matters.	√		
3(3)	Duties of Managing Director (MD) or Chief Executive Officer (CEO) and Chief Financial Officer (CFO		l 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;	V		



Condition	Title	Compliance Status (Put√in appropriate column)		Remarks (if
No.		Complied	Not Complied	any)
3(3)(a)(ii)	these statements together present a true and fair view of the company's a airs and are in compliance with existing accounting standards and applicable laws;	V		
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;	V		
3(3)(c)	The certification of the MD or CEO and CFO shall be disclosed in the Annual Report.	√		
4.	BOARD OF DIRECTOR'S COMMITTEE			
4(i)	Audit Committee; and	√		
4(ii)	Nomination and Remuneration Committee	√		
5.	AUDIT COMMITTEE			
5(1)(a)	The company shall have and Audit Committee as a subcommittee of the Board of Directors.	√		
5(1)(b)	The Audit Committee shall assist the Board of Directors in ensuring that the financial statements reflect true and fair view of the state of affairs of the company and in ensuring a good monitoring system within the business.	√		
5(1)(c)	The Audit Committee shall be responsible to the Board of Directors. The duties of the Audit Committee shall be clearly set forth in writing.	√		
5(2)	Constitution of the Audit Committee			
5(2)(a)	The Audit Committee shall be composed of at least 3 (three) members;	√		
5(2)(b)	The Board shall appoint members of the Audit Committee who shall be non-executive 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;	V		
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;	N/A		No such case in the reporting year
5(2)(e)	The company secretary shall act as the secretary of the Committee;	√		



Condition	Title		ice Status ppropriate imn)	Remarks (if any)	
No.		Complied	Not Complied	ally)	
5(2)(f)	The quorum of the Audit Committee meeting shall not constitute without at least 1 (one) independent director.	$\sqrt{}$			
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;	$\sqrt{}$			
5(3)(b)	In the absence of the Chairperson of the Audit Committee, the remaining members may elect one of themselves as Chairperson for that particular meeting, in that case there shall be no problem of constituting a quorum as required under condition No. 5(4)(b) and the reason of absence of the regular Chairperson shall be duly recorded in the minutes.				
5(3)(c)	Chairperson of the Audit Committee shall remain present in the Annual General Meeting (AGM).	\checkmark			
5(4)	Meeting of the Audit Committee				
5(4)(a)	Audit Committee shall conduct at least its four meetings in a financial year;	\checkmark			
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;	\checkmark			
5(5)	Role of Audit Committee The Audit Committee shall:-				
5(5)(a)	oversee the financial reporting process;				
5(5)(b)	monitor choice of accounting policies and principles;	\checkmark			
5(5)(c)	monitor Internal Audit and Compliance process to ensure				
5(5)(d)	oversee hiring and performance of external auditors;	\checkmark			
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;	\checkmark			
5(5)(f)	review along with the management, the annual financial statements before submission to the Board for approval;	$\sqrt{}$			
5(5)(g)	review along with the management, the quarterly and half yearly financial statements before submission to the Board for approval;	V			
5(5)(h)	review the adequacy of internal audit function;	$\sqrt{}$			
5(5)(i)	review the Management's Discussion and Analysis before disclosing in the Annual Report;	ore 🗸			
5(5)(j)	review statement of all related party transactions submitted by the management;	ment of all related party transactions			
5(5)(k)	review Management Letters or Letter of Internal Control weakness issued by statutory auditors;	\checkmark			



Condition No.	Title	Compliance Status (Put √ in appropriate column) Complied Complied		Remarks (if any)
NO.				uny
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;	V		
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)(i)	The Audit Committee shall report on its activities to the Board.	\checkmark		
5(6)(a)(ii)	The audit Committee shall immediately report to the Boar	d on the follo	wing finding	s, if any:-
5(6)(a)(ii)(a)	Report on conflicts of interests;			Not Applicable
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;			Not Applicable
5(6)(a)(ii)(c)	suspected infringement of laws, regulatory compliances including securities related laws, rules and regulations;		Not Applicable	
5(6)(a)(ii)(d)	any other matter which the Audit Committee deems necessary shall be disclosed to the Board immediately;			
5(6)(b)	Report to the Authorities Reporting to the Authorities If the Audit Committee has reported to the Board about anything which has material impact on the financial condition and results of operation and has discussed with the Board and the management that any rectification is necessary and if the Audit Committee finds that such rectification has been unreasonably ignored, the Audit Committee shall report such finding to the Commission, upon reporting of such matters to the Board for three times or completion of a period of 6 (six) months from the date of first reporting to the Board, whichever is earlier.		Not Applicable	
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.	V		
6.	NOMINATION AND REMUNERATION COMMITTEE (NE	RC)		
6(1)(a)	The company shall have a Nomination and Remuneration Committee (NRC) as a subcommittee of the Board;			



Condition No.	Title	Compliance (Put√in app Title colum		Remarks (if
NO.		Complied	Not Complied	any)
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;	V		
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).	\checkmark		
6(2)	Constitution of the NRC			
6(2)(a)	The Committee shall comprise of at least three members including an independent director;	\checkmark		
6(2)(b)	At least 02 (two) members of the Committee shall be non-executive directors;	\checkmark		Do
6(2)(c)	Members of the Committee shall be nominated and appointed by the Board;	\checkmark		
6(2)(d)	The Board shall have authority to remove and appoint any member of the Committee;	\checkmark		
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;	V		
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;	\checkmark		
6(2)(g)	The company secretary shall act as the secretary of the Committee;	\checkmark		
6(2)(h)	The quorum of the NRC meeting shall not constitute without attendance of at least an independent director;	\checkmark		
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;	V		



Condition	Title	(Put √ in a	Compliance Status (Put√in appropriate column)	
No.		Complied Not Complied		any)
6(3)(c)	The Chairperson of the NRC shall attend the annual general meeting (AGM) to answer the queries of the shareholders.	V		
6(4)	Meeting of the NRC			
6(4)(a)	The NRC shall conduct at least one meeting in a financial year;	\checkmark		
6(4)(b)	The Chairperson of the NRC may convene any emergency meeting upon request by any member of the NRC;	\checkmark		
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);	V		
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.	\checkmark		
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 matte recommendation to the Board:	rs and make	e report with	1
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;	V		
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.	√		



Condition No.	Title	Compliance Status (Put √ in appropriate column) Complied Complied Complied		Remarks (if any)
NU.				ally)
7.	EXTERNAL OR STATUTORY AUDITORS			
7(1)(i)	Non-engagement of external/statutory auditors in appraisal or valuation services or fairness opinions;			Not Applicable
7(1)(ii)	Non-engagement of external/statutory auditors in financial system design and implementation;			Not Applicable
7(1)(iii)	Non-engagement of external/statutory auditors in Book- keeping or other services related to the accounting records or financial statements;			Not Applicable
7(1)(iv)	Non-engagement of external/statutory auditors in broker dealer services;			Not Applicable
7(1)(v)	Non-engagement of external/statutory auditors in acturial service			Not Applicable
7(1)(vi)	Non-engagement of external/statutory auditors in internal audit services;			Not Applicable
7(1)(vii)	Non-engagement of external/statutory auditors in any other service that the Audit Committee determines;			Not Applicable
7(1)(viii)	audit or certification services on compliance of corporate governance as required under condition No. 9(1);			Not Applicable
7(1)(ix)	Any other service that creates conflict of interest.			Not Applicable
7(2)	No partner or employees of the external audi 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:	V		
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). Complied 9 Reporting and Compliance of Corporate Governance.	V		
9.	REPORTING AND COMPLIANCE OF CORPORATE GOVE	RNANCE		



REPORT OF THE AUDIT COMMITTEE

The Audit Committee of Matin Spinning Mills PLC is a sub-committee of the Board of Directors formed in compliance with the Bangladesh Securities and Exchange Commission (BSEC) Corporate Governance Code. The Committee is responsible for ensuring that the financial statements provide a truthful and fair assessment of the Company's condition of affairs and that a good monitoring mechanism inside the company is in place in order to ensure effective corporate governance.

The Committee is mandated with the responsibility of investigating any matter within its Terms of Reference (ToR), accessing all documents and information of the Company, seeking information from any Director or employee of the Company, and co-opt any resource (including external expertise) it deems necessary to discharge its responsibilities. The Committee is also authorized to have information and advice from the Company's legal advisor, tax consultant, and statutory auditor if required. However, the Committee has no executive function, and its primary objective is to review, challenge, and course correct, rather than assume responsibility for any matter within its remit.

TERMS OF REFERENCE:

The terms of reference of the Audit Committee have been determined by the Board and are aligned with the Corporate Governance Code-2018 issued by the Bangladesh Securities and Exchange Commission (BSEC), dated June 03, 2018, vide Ref No. BSEC/CMRRCD/2006-158/207/Admin/80. The Audit Committee is responsible for and reports to the Board of Directors.

COMPOSITION OF THE COMMITTEE

The Board has formed the Audit Committee as per requirement by the Corporate Governance Code issued by the Bangladesh Securities and Exchange Commission (BSEC). The Audit Committee is comprised of 05 (Five) members. All the Committee members are the Non-Executive Directors of the Board and the Chairman of the Committee is an Independent Director and a Fellow member of The Institute of Chartered Accountants of Bangladesh (ICAB) and The Institute of Chartered Secretaries of Bangladesh (ICSB) and Formal President of The Institute of Chartered Accountants of Bangladesh (ICAB) with more than 35 years of experience. The Company Secretary is the Secretary of the Committee. The Committee is comprised of the following:

Name	Status of the Board	Position in Audit Committee
Mr. Md. Abdus Salam FCA, FCS	Independent Director	Chairman
Mr. M.A. Rahim	Vice Chairman	Member
Mr. M.A. Quader	Director	Member
Ms. Selina Perveen	Director	Member
Mr. Md. Hasam Imam	Director	Member
Mr. Md. Shah Alam Miah, FCS	Company Secretary	Secretary

Scope of The Audit Committee

The Scope of the Audit Committee was defined as under:

- (a) Oversee the financial reporting process.
- (b) Monitor the choice of accounting policies and principles.
- (c) Monitor the 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.
- (d) Oversee hiring and performance of external auditors.

- (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.
- (f) Review along with the management, the annual financial statements before submission to the board for approval.
- (g) Review along with the management, the quarterly and half-yearly financial statements before submission to the board for approval.
- (h) Review the adequacy of the internal audit function.
- Review the management's discussion and analysis before disclosing it in the annual report.



- (i) Review statement of all related party transactions submitted by the management.
- (k) Review Management Letters or Letters of Internal Control weakness issued by statutory auditors.
- (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 the external auditors.
- (m) Review and consider the report of internal auditors and statutory auditors' observations on internal control.

- (n) Review the utilization report of the Initial Public Offering (IPO) proceeds.
- (o) Any other requirement assigned by the Board of Directors.

Committee Meeting and Attendance

During the year 2023-24, the Committee held 8 (Eight) meetings. The Audit Committee member's attendance is as follows:

Name	Status	Total Number of Meetings Held	Presented	Attendance by %
Mr. Md. Abdus Salam FCA, FCS	Chairman	8	8	100%
Mr. M.A. Rahim	Member	8	8	100%
Mr. M.A. Quader	Member	8	8	100%
Ms. Selina Perveen	Member	8	8	100%
Mr. Md. Hasam Imam	Member	8	8	100%
Mr. Md. Shah Alam Miah, FCS	Secretary	8	8	100%

The Managing Director, Executive Directors, Group Finance, Group Chief Financial Officer, Chief Financial Officer, Chief Production Officer, and Head of Internal Audit & Compliance attended the meeting as in attendance.

Activities Carried Out During The Year

- Reviewed the integrity of the quarterly, half-yearly, and annual financial statements and recommended them to the Board for consideration.
- Overseen, reviewed and approved the procedure and task of the internal audit, financial report preparation, and external audit reports.
- Reviewed the Audit Plan for the year, 2023-2024.
- Reviewed the Budget for the year, 2024-2025.
- Reviewed the performance of the external auditors and recommended their appointment.
- Reviewed related party transactions.
- Reviewed the Management Letter issued by statutory auditors.
- The Committee found the adequate arrangement to present a true and fair view of the activities and the company's financial status and didn't find any material deviation, discrepancies, or adverse findings/ observations in the report.

Md. Shah Alam Miah, FCS Secretary, Audit Committee Md. Abdus Salam FCA, FCS Chairman, Audit Committee

REPORT OF THE NOMINATION & REMUNERATION COMMITTEE

To ensure good governance in the Company, the Board of Directors of MSMPLC, in addition to the Audit Committee, has also duly constituted a sub-committee of the Board of Directors namely the Nomination and Remuneration Committee (NRC). The NRC, so-formed, is independent and responsible or accountable to the Board and to the shareholders. Its role is guided by its Terms of Reference (TOR) fixed by the Board of Directors in light of the Corporate Governance Code issued by the Bangladesh Securities and Exchange Commission (BSEC).

Terms of Reference

The Board of Directors has formed the Nomination and Remuneration Committee as a sub-committee of the Board as per the requirements of the Corporate Governance Code of Bangladesh Securities and Exchange Commission (BSEC). The NRC has performed its duties as per the Corporate Governance guideline of BSEC and comprising other global best practices.

Composition of the Committee

The Board of Directors of Matin Spinning Mills PLC formed the Nomination and Remuneration Committee (NRC) on 22 July 2018, to fully comply with BSEC Corporate Governance Code with the following composition:

01. Chairman: Mr. Shamsul Hasan, Barrister-at-law

02. Members: Mr. M.A. Rahim

: Mr. M.A. Quader : Ms. Selina Perveen : Mr. Md. Hassan Imam

03. Secretary: Mr. Md. Shah Alam Miah, FCS

Purpose of The Committee

The NRC assists the Board in formulating policy for the formal and continued process of considering the remuneration/honorarium of Directors and top-level executives. The NRC, among others, plays a guiding role to the management in identifying the Company's needs for employees at different levels and

determining their selection, transfer or replacement, and promotion criteria. The Report of the Nomination and Remuneration Committee is prepared according to the requirements of the Corporate Governance Code of BSEC. This Report covers nomination and remuneration policies, evaluation criteria, and activities of the NRC.

1. Nomination and Remuneration Policies:

The Company follows nomination and remuneration policies, as on standards and recognizable in the market context and sufficient to meet the current and future needs of the Company. The broad criteria in that respect for Directors, top-level executives and all other employees of the Company are as follows:

a) Nomination Criteria:

- i. Following the Company policies as well as guidelines and applicable country regulations.
- ii. Following a selection process that is transparent in all respects.
- iii. Following a process which is compatible to standards on best practices.
- iv. Recognize core competencies of the respective personnel for the different levels of management and employees of the Company.
- v. Follow diversity in age, maturity, qualification, expertise and gender disciplines.

b) Recruitment and Selection Guidelines:

The NRC draws a broad outline of the Company's needs for employees at different levels, as ascertained by the management. The recruitment and selection of Directors, top-level executives, and other employees of the Company are made according to the following guidelines:

Director(s): The NRC recommends the candidate(s) for Director(s), based on company Laws, BSEC guidelines, rules, and regulations. The Board of Directors appoints the Director(s) upon nomination and recommendation of the NRC and subject to approval by the shareholders in the General Meeting.



• **Independent Director:** The Independent Director shall be a knowledgeable individual with integrity

who can ensure compliance with financial laws, regulatory requirements, and corporate laws that can make a meaningful contribution to the business. The Independent Director should have competence relevant to the sector in which the Company operates and necessarily should have the qualifications as required by the regulations of BSEC. The Board of Directors appoints Independent Directors subject to prior consent of the commission after due consideration and recommendation of NRC, which is then approved by shareholders at the Annual General Meeting of the Company.

- Top-level executives: The NRC identifies and recommends candidate(s) for top-level executives upon thorough scrutiny by the Managing Director and Human Resources Department (HRD), considering relevant qualifications, experience, skills, and leadership, as required for the respective positions based on the Company's internal selection process. The following process are being followed during the recruitment & selection process:
 - Recruitment Planning & Procedures.
 - Hiring Planning Meeting.
 - Employee Requisition Process.
 - Finalize the Job Advertisement Process.
 - Candidates Screening & Shortlisting Process.
 - Interview Conduct Process.
 - Remuneration fixation.
 - Reference Check and Background Verification.
 - Hiring Approval.
 - Documents/Certificates Verification.
 - Medical Test for Fitness Check.
 - Offer Approval & Issue.
 - Appointment Letter Approval & Issue.

The following factors are considered during the recruitment & selection process:

- Principles of Recruitment.
- Motivation and Values Non-discrimination.
- Accountability.

 Non-preferential to Family and Friends Condenasality.

Explanation: Top-level executives of the Company include the Managing Director, the Chief Financial Officer, the Head of Human Resources, the Head of Legal & External Affairs, the Chief Production Officer, the Company Secretary, the Head of Internal Audit & Compliance, and same level/ranked/salaried officials of the Company.

Other Employees: The NRC sets a guideline to identify the Company's need for employees at different levels and empowers the relevant management of the Company's HRD for the selection, transfer, replacement, and promotion of respective employees based on the HR policy of the Company.

c) Remuneration Criteria

- i. The structure, scale, and composition of remuneration/ honorarium are reasonable and sufficient to attract, retain, and motivate suitable Directors, top-level executives, and other employees to run the Company efficiently and successfully; The context of packages, including remuneration/ benefits monthly, yearly, and in the long run for all the employees are categorically laid down and meets the appropriate performance benchmarks;
- ii. There is a clear balance in benefits between fixed and incentive pay of the Directors and senior management, reflecting short and long-term performance goals and objectives of the Company;
- iii. The remuneration, including bonuses, compensation, and benefits (or in whatever form) payable to the Directors, top-level executives, and other employees are determined by the NRC based on the respective Company HR policies and guidelines, which shall be ratified by the Board as and when required;
- iv. The remuneration to be paid to the Directors is in accordance with the Company's HR policies and guidelines;
- Increments (if any) to the existing structure of remuneration are determined by the NRC based on the Company's HR policies and guidelines, which are ratified by the Board as and when required;
- vi. The NRC will recommend the Board meeting attendance fees, honorarium, including incidental expenses if any; and



vii. No member of the NRC receives, either directly or indirectly, any remuneration for any advisory or consultancy role or otherwise, other than the Director's fees or honorarium from the Company.

2. Evaluation Criteria

a) Executive Directors

The respective line authority of the Executive Director(s) sets the performance measurement criteria based on the respective role profile and responsibilities through a Company appraisal process at the beginning of each calendar year. The Executive Director(s) prepare the performance document (year-end). The respective line authority then evaluates the performance of the Executive Director(s) according to the measurement criteria.

b) Independent Director & Non-Executive Director

The evaluation of the performance of the Independent Directors (IDs) and Non-Executive Directors is carried out at least once a year by the Board of Directors, according to the following criteria:

- i) Attendance at the Board meetings and committee meetings.
- ii) Participation in the Board meetings and committee meetings.
- iii) Contribution to improving the corporate governance practices of the Company.

c) Top-level Executives & other Employees

The respective line authority of top-level executives and other employees sets the performance measurement criteria based on the respective roles and responsibilities, to achieve people and business objectives through Company appraisal processes at the beginning of each calendar year. The employees concerned prepare the performance document (year-end). The respective line authority then evaluates the performance of the employee(s) according to the measurement criteria. The Performance Management Cycle is as follows:



3. Activity Summary of Nomination and Remuneration Committee during the year:

In 2023-24, the Committee held 1 (One) meeting. The Managing Director, Executive Directors of Group Finance, Group Chief Financial Officer, and Group Chief Human Resources Officer attended the meeting by invitation of the Committee. Mr. Shamsul Hasan, Barrister-at law presided over the meeting as Chairman of the Committee. The activities of the NRC during the year were as follows:

- i. Evaluated the Performance of the Independent Directors and members of the Board.
- ii. Evaluated the Performance of the top-level executive of the Company and recommended Increments and Promotions for the year 2024.
- iii. Recommended for re-appointment of the Independent Director.

Md. Shah Alam Miah, FCS Secretary, Nomination and Remuneration Committee **Shamsul Hasan, Barrister-at-Law**Chairman, Nomination and Remuneration
Committee







BASIS OF INTEGRATED REPORT, ETHICS & COMPLIANCE

2023-24 Annual Report has been presented as an 'Integrated Report' with the aim of articulating how Matin Spinning Mills PLC, as an organization, has effectively managed its business to deliver consistent value to its stakeholders. It encompasses the efforts the company has undertaken towards contributing to economic prosperity, environmental sustainability and social well-being for a brighter and more optimistic future.

Scope And Report Boundary

As a forward-looking enterprise, in presenting the Integrated Report, we have referred to the guidelines

issued by the Institute of Chartered Accountants of Bangladesh (ICAB) in the form of 'Integrated Reporting Checklist', which is in congruence with the integrated reporting framework prototype issued by the International Integrated Reporting Council (IIRC).

In explaining the Company's operations and financial performance, financial information so disclosed has been extracted from the Audited Financial Statements for the financial year ended 30 June 2024 with relevant comparative information. The financial statements consistently complying with the requirements of:





The disclosure of non-financial information has been extracted from internally-maintained records reported for the statement of financial position, unless otherwise stated that it has been extracted from a reliable source.

The Sustainability requirements, as elaborated separately in our Sustainability Report, adhere to the guidelines issued by the Global Reporting Initiative (GRI)-G4 Framework.

To report our Corporate Governance Practices, we have drawn reference from the Corporate Governance Code (CGC) issued by Bangladesh Securities and Exchange Commission (BSEC).

The scope of our Annual Report comprises of activities that have been carried out within the geographical boundaries of Bangladesh, as Matin Spinning Mills PLC does not have operation or subsidiary in any other country. Further, there have not been any significant change to the scope, boundary and reporting basis since the last reporting date as on 30 June 2023.

External Assurance

The Company has obtained external assurance on the following reports in the reporting period under consideration:

SL No.	Description of report	External Assurance
1	Financial Statements Audit Report	Hussain Farhad & Co., Chartered Accountants
2	Corporate Governance	Suraiya Parveen & Associates, Chartered Secretaries.
3	Provident Fund	A. Qasem & Co., Chartered Accountants
4	Workers' Profit Participation and Welfare Fund	M. M. Rahman & Co., Chartered Accountants.

Comparability

All the information presented in this report is on the same basis as the 2022-23 report in terms of the entities covered, the measurement methods applied and time frames used. The information provided covers all material matters relating to business strategy, risk and areas of critical importance to our stakeholders. The structure of the report has been further developed as part of our continuous focus on improving communication with our stakeholders.

AVAILABILITY OF THE ANNUAL REPORT

The Soft copy of the Annual Report has been sent to all shareholders by email, prior to holding the Annual General Meeting, giving due period of notice. Separately, for the benefit of all stakeholders, the report has been made available in the website: http://www.matinspinning.com.

Ethics And Compliances

Matin Spinning Mills PLC is profoundly assuring its stakeholders on all types of compliance issues. It maintains full compliance with all the relevant laws, rules, regulations and standards applicable to our company including but not limited to the areas mentioned under this statement rather than adopting all applicable compliance issues as and when applicable.

Compliance with Ethical Standards:

The ethics and compliance function of the company has an independent voice to contribute to its strategic discission and daily operations. Proposals for new initiatives are measured by alignment with the company's values and code of conduct. In other words, ethics and compliances don't exist only when a crisis related to an ethical lapse arises. Reports on compliance performance or audit results are regularly shared with company's management and operational leaders.

Responsibility Over The Integrity of The Integrated Report

I acknowledge the responsibility to ensure the integrity of the disclosure contained in the Integrated Report presented herewith which comprise the discussion and analysis, disclosures pertaining to stewardship, which should be read in conjunction with the audited financial statements.

In the opinion, the integrated report, incorporated in this annual report has been prepared in accordance with the IIRC's international integrated reporting framework and addresses the material matter pertaining to the long term sustainability of the Company and present fairly the integrated performance of Matin Spinning Mills PLC and the impacts thereof.

M. A. Jabbar Managing Director



RISK MANAGEMENT

Risk management is a fundamental component of Matin Spinning Mills PLC's (MSMPLC) strategy in pursuit of its long-term objectives. Our organizational success hinges on our capacity to identify and leverage opportunities arising from both our operations and the markets we participate in. To accomplish this, we adopt a holistic approach to risk management, embedding the assessment of risks and opportunities at the core of our strategic focus where we believe it rightfully fits.

At MSMPLC, we view risks as potential actions or events that may disrupt our ability to achieve our goals. We proactively manage risks by addressing potential downsides, such as, financial setbacks, reputational harm, or talent loss and exploring upside risks, such as the chance of not achieving strategic goals if we fail to enhance our brand strength or seize growth opportunities in emerging markets.

1. Risk Appetite Drivers of Matin Spinning Mills PLC

At MSMPLC, we understand that embracing certain risks is essential for achieving our growth objectives and maintaining a competitive edge in the global market. Our approach involves a measured acceptance of risks across key areas, ensuring that we capitalize on opportunities while safeguarding our core values and operational stability. At MSMPLC's risk appetite is driven by the following:

Operational Flexibility	Open to operational risks that allow adaptation to market demands, ensuring minimal disruption to core activities.
Market Expansion	Pursue opportunities in emerging markets despite uncertainties to drive global growth and diversify revenue streams.
Innovation Investment	Accept risks associated with investing in new technologies and processes to strengthen brand differentiation and market position.
Financial Stability	Manage risks related to financial fluctuations and liquidity to ensure long-term stability and resilience against market pressures.
Reputational Management	Address risks that could impact the company's reputation to uphold trust and credibility in a highly competitive industry.

2. Embedded Risk Management Approach

At MSMPLC, we are convinced that effective risk management is essential to sound management practices. Our approach to risk management is seamlessly embedded into our daily business operations. To broaden our current risk management approach to encompass the risk factors, we are executing the following strategic initiatives, which are systematically revisited and refined throughout the year:

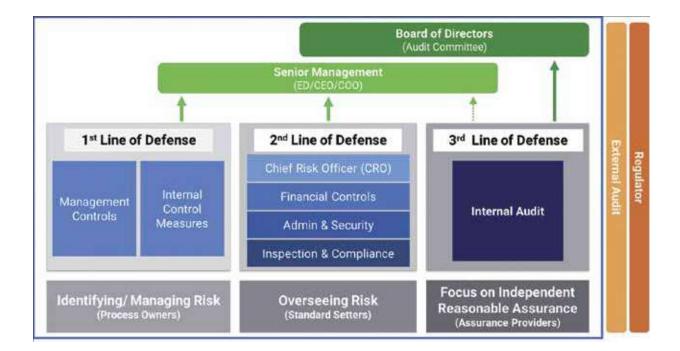




- **Risk Management Planning:** Involves delineating the scope and objectives of the risk management process, outlining the techniques and tools to be employed, establishing acceptable risk thresholds for various stakeholders, and specifying detailed roles and responsibilities.
- **Risk Identification**: Entails uncovering and documenting all potential risks that could impact objectives, along with detailed information on their causes and potential effects.
- **Risk Assessment:** Involves estimating the likelihood and severity of each identified risk, prioritizing them for further scrutiny, and categorizing risks to pinpoint areas of significant exposure or common underlying causes. Additionally, it includes evaluating the cumulative impact of risks on objectives through the use of statistical models.
- **Risk Response**: Contains formulating strategies to address each specific risk and the overall risk exposure, choosing approaches that are suitable, feasible, and cost-effective, and assigning each response to a responsible owner.
- **Risk Monitoring**: Encompasses verifying that agreed-upon actions are implemented effectively, tracking their impact on risk exposure, and communicating relevant risk information to stakeholders with the appropriate level of detail and frequency.
- **Risk Review:** Includes revisiting the risk management process to evaluate the status of existing risks, assess the effectiveness of implemented responses, identify emerging risks, and review the overall efficacy of the risk management framework.

2.1 Use of 3 Lines of Defense Model

MSMPLC employs a Three Lines of Defense model to secure assurance regarding the management of its risks. The Three Lines of Defense are categorized as follows:





Internal Control Assurance Framework						
Assurance Providers	3 rd Line of Defense	 ✓ The Head of the Internal Audit Department, as the senior executive, oversees and manages the internal audit function within the company. ✓ This role is crucial for promoting effective governance, enhancing risk management, and strengthening internal controls, with direct reporting to the Board and Audit Committee. ✓ Internal Audit integrates all three levels of the risk management model by delivering assurance to senior management and risk owners. ✓ It provides assurance that risk management processes are both adequate and appropriate. 				
Standard Setters	2 nd Line of Defense	 ✓ Supporting Management defining roles and responsibilities and setting goals for implementation. ✓ Assisting management in developing processes and controls to manage risk and issues. ✓ Liaison between third line of defense and first line of defense 				
Process Owners	1 st Line of Defense	 ✓ Identification of Risks to the business. ✓ Understand the risk to the business. ✓ Controls are designed into systems and processes under the guidance of operational management. ✓ Sufficient managerial and supervisory controls should be in place for compliance, to identify control breakdowns, and to handle unexpected events. 				

2.2 Risk Types and Mitigation Strategies by MSMPLC

Risk Nature	Risk Types	Description of Risks	Mitigation Strategies
	Market Fluctuations	Changes in global demand and supply conditions can impact yarn prices and sales volume.	Diversify customer base, engage in long-term contracts, and monitor market trends regularly.
	Competitive Pressure	Intense competition from other yarn manufacturers, both locally and internationally, can erode market share.	Innovate product offerings, invest in marketing, and improve operational efficiencies.
Business Risks	Supply Chain Disruptions	Interruptions in the supply of raw materials can impact production schedules and costs.	Build strong relationships with multiple suppliers, maintain safety stocks, and implement contingency plans.
	Raw Material Price Fluctuations	Highly dependent on global market dynamics, cotton price fluctuations can have a direct impact on production costs. Variations in prices of dyes, chemicals, and other inputs affect profit margins and sourcing decisions.	Cultivate relationships with multiple raw material suppliers. Negotiate long-term contracts for price stability. Maintain strategic stockpiles of critical raw materials. Use futures contracts to lock in raw material prices.



Risk Nature	Risk Types	Description of Risks	Mitigation Strategies
Operational Risks	Production Downtime	Machine breakdowns or technical failures can halt production and affect output.	Regular maintenance schedules, invest in high- quality machinery, and have a rapid repair response team.
	Quality Control Issues	Defects in yarn quality can lead to customer dissatisfaction and returns.	Implement stringent quality control procedures, train staff on quality standards, and perform regular quality audits.
	Workforce Management	High turnover rates or lack of skilled labor can disrupt operations.	Develop a comprehensive training program, offer competitive wages, and create a positive work environment.
	Currency Exchange Risk	Fluctuations in foreign exchange rates can affect profitability from international sales.	Use hedging strategies, invoice in home currency, and monitor currency trends.
Financial	Credit Risk	Risk of non-payment or delayed payment by customers.	Perform credit checks on customers, establish clear credit terms, and use trade credit insurance.
Risks	Cost Overruns	Unexpected increases in production costs can affect profitability.	Implement strict budget controls, regularly review cost structures, and negotiate favorable terms with suppliers.
	Regulatory Changes	Changes in local or international regulations can impact operations and compliance requirements.	Stay informed about regulatory changes, engage with legal experts, and ensure compliance through regular audits.
Compliance Risks	Environmental Regulations	Non-compliance with environmental regulations can lead to fines and damage to reputation.	Implement sustainable practices, conduct environmental impact assessments, and ensure adherence to local regulations.
	Health and Safety Compliance	Failure to comply with health and safety regulations can result in legal issues and workplace accidents.	Develop a comprehensive health and safety program, provide regular training, and conduct safety audits.



Risk Nature	Risk Types	Description of Risks	Mitigation Strategies
	Internal Fraud	Risk of fraudulent activities by employees that could lead to financial loss.	Implement strong internal controls, conduct regular audits, and foster a culture of integrity.
© ¬	Data Security	Breaches in data security can lead to loss of sensitive information and operational disruptions.	Invest in robust IT security measures, conduct regular security assessments, and provide employee training on data protection.
Risks	Inadequate Risk Management Practices	Poorly designed or ineffective risk management practices can fail to address potential threats.	Regularly review and update risk management processes, engage in continuous improvement practices, and ensure clear communication of risk policies.





Human Capital

At MSMPLC, we believe our people are the cornerstone of our success. Our commitment to human resource development is rooted in sustainable growth, continuous learning, and operational excellence. By fostering an inclusive culture and investing in talent, we empower our workforce to lead with integrity. Through up-skilling and re-skilling, we ensure shared success, adaptability, and lasting transformation.

MSMPLC's Human Capital Status At A Glance



As of June 30, 2024, Matin Spinning Mills PLC. employed **2252** people across various departments, including production, research and development, quality control, fire & safety, HR and administration. The workforce comprises a diverse mix of talent, with a strong focus on gender diversity, where **49.7%** of our employees are female.

Recruitment and Talent Acquisition

We continued to enhance our recruitment process by utilizing modern technology and industry best practices to attract top talent. We focused on recruiting professionals who not only meet our technical requirements but also align with our core values of integrity, innovation, and collaboration.

- We hired new employees throughout the fiscal year, further enhancing our expertise in Production, Quality, Supply Chain Management, Human Resources and Engineering departments.
- We partnered with leading universities and vocational institutions such as BUTex, AUST, NITER, KUET and BRAC University to attract young, dynamic talent through internship and apprenticeship programs.



Industry Academia Collaboration

38 students were given the opportunity to complete their internships through a valuable industry-academic collaboration with Matin Spinning Mills. This initiative provided them with hands-on experience in the spinning production process, significantly boosting their confidence as they entered the job market. The students expressed great satisfaction with the opportunity, and many have already started their careers in renowned organizations. This collaboration has not only benefited the students but has also contributed to the growth and innovation of the industry as a whole.



Management Trainee Officer Development Program



MTO Development Program has two parts; one is talent acquisition and another is talent development. Talent acquisition strategy of **MTO** is a cyclical approach that is geared towards anticipating hiring needs of key critical business success positions with the intends to creating a sustainable pool of candidates in Spinning business and beyond. Our Talent Acquisition strategy is desired to attract the best talent available to ensure MSMPLC has the right people, with the right competencies in right place. To mapping the right profile with right position best fit assessment tools are used. On the other hand, identified talent will go through with both on the job and off the job training with interim interventions that will be mingle of technical skills and human behavioral skills for present and future mobility.

Human Capita Development to foster internal mobility

The initiative focuses on fostering internal mobility by upskilling and reskilling employees. Through a structured process of identifying needs, preparing development plans, and training supervisors, 20 employees were promoted to supervisor roles, and 104 advanced to operator positions in 2023-24, demonstrating its effectiveness.



Empowering Community and In-house Workforce through Capacity Enhancement: SEIP Partnership

Matin Spinning Mills PLC has upheld its commitment to workforce development through a strategic partnership with the Skills for Employment Investment Program (SEIP). This initiative, funded by the Finance Division of the Ministry of Finance, Government of Bangladesh, and supported by the Asian Development Bank (ADB), aims to equip the workforce with skills aligned with the growing demands of the textile industry.

In this fiscal year, Matin Spinning Mills completed the SEIP project, which was initiated in 2019. Over the course of the project, six distinct training and learning sessions were organized, facilitating a total of 184,800 man-hours of education and development. A total of 890 individuals participated in these sessions, with 650 attendees coming from the local community, highlighting the company's dedication to inclusive growth and community development.





Training and Development

Training and employee development are core pillars of our HR strategy. In this year, we invested significantly in skill-building programs to ensure that our employees stay ahead of industry trends and technological advancements. Our programs included:





- On-the-job Training: Focused on operational excellence, lean manufacturing, and safety protocols.
- **Leadership Development**: Training for mid and senior-level management to enhance leadership skills and strategic thinking.
- **Technical Workshops**: Specialized training sessions to improved efficiency, energy management, and maintenance, enhancing operational excellence and productivity.



Driving Efficiency Through the Operational Excellence Project

MSMPLC launched the Operational Excellence project to improve business efficiency. The project focused on evaluating employee current level of performance, business processes, production workflows, and addressing quality challenges. Both classroom-based training and shopfloor assessments helped identify key areas for improvement.



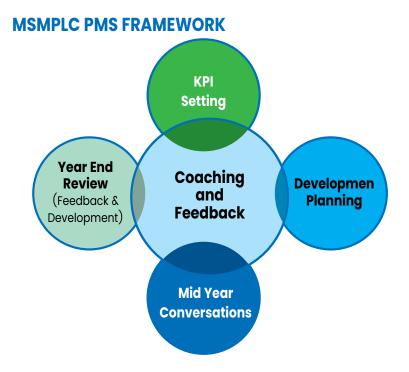
Initiatives were implemented to boost employee productivity and streamline production processes, with a focus on minimizing quality issues. The project reflects MSMPLC's commitment to continuous improvement and operational excellence, positioning the company for future growth and competitiveness in the industry.







Building a Performance-Driven Culture with MSMPLC PMS Framework



The MSMPLC Performance Management System (PMS) Framework is designed to foster a high-performance culture by setting clear SMART KPIs, providing ongoing coaching, and delivering regular feedback. This approach ensures alignment of goals across all levels and promotes continuous development through mid-year conversations and development planning. The year-end review further solidifies the culture by rewarding performance and identifying growth opportunities, ensuring employees contribute effectively to MSMPLC's success.

Diversity and Inclusion

At Matin Spinning Mills PLC, we believe that diversity drives innovation and growth. During the 2023-24 period, we enhanced our commitment to diversity and inclusion by actively promoting gender balance across all levels of the organization.

- Diversity Ratio: With 63.5% of the workforce in the worker category being women, MSMPLC demonstrates its ongoing commitment to fostering an inclusive and diverse workplace, empowering women in its operational areas.
- Equal Opportunity Employment: We uphold a strict policy of non-discrimination, providing equal opportunities for career advancement regardless of gender, ethnicity, or background.



Comprehensive Overview of Employee Engagement & Wellbeing Initiatives/ Facilities

Category	Initiatives
Professional Development	University collaboration for up-skilling, External Training MOUs
Health & Wellness	Discounted medical services, Health campaigns, Health awareness webinars, Telemedicine services, In-house medical center, Ambulance services, Pharmacy with discounted medicines
Partnerships	MOU with Super Chain Stores, Amusement Facilities MOUs
Financial Support	Advance salary option, Workers' profit participation, Fair price shop, Subsidized meals
Workplace Safety	Mini Fire Brigade, Free safety equipment, Full treatment cost for work-related injury
Leave Policies	Paternity leave, Compassionate leave, Paid leave for work-related injury, Short leave options
Other Benefits	Free snacks, Mobile bill coverage, Daycare services, Transport facilities, Maternity Benefits as per law, Festival Bonus, Night Attendance Bonus and Attendance Bonus
Retirement & Insurance	Long-term compensation benefits, Group Life Insurance, Contributory Provident Fund, Retirement benefits
Convenience & Facilities	In-house pharmacy, 24/7 ambulance, Daycare center, Fair price shop, Transport facilities

Annual Sports 2024









Future Outlook 2024 - 25

- **Up-skilling and Re-skilling**: Expanding training programs to include technological literacy, data analytics, and sustainability-focused skills, ensuring our workforce is equipped to meet future challenges.
- **Innovation and Idea Incubation**: Create platforms where employees can submit innovative ideas, with rewards for successful implementation of operational improvements.
- **Career Pathing and Development**: Implement individual career development plans for employees, aligning their goals with the company's objectives and offering clear growth opportunities.
- Launch of FeNext Program: Empowering Women to the Next Level the FeNext program will be launched with the aim of empowering female workers by equipping them with in-depth knowledge of the entire production process and floor management. This initiative will promote efficient use of resources and personnel, improve planning, and enhance energy efficiency and productivity across the organization.







ENVIRONMENTAL, SOCIAL, AND GOVERNANCE (ESG) OVERVIEW

All businesses having direct impact on the environment from their operations should work toward minimizing the increasing stress on the finite natural resources. It is high time that businesses operating in Bangladesh, the most vulnerable region to climate change, increase their business exposure to extreme climate related events on multiple levels, including their operations, supply chains and consumer base. As a responsible corporate entity, Matin Spinning Mills PLC (MSMPLC) is committed to reduce its carbon footprint and any adverse effect on the environment using state-of-the-art technology on a continuous basis. Matin Spinning strongly believes in balancing economic prosperity and social progress with care for the planet to ensure good quality of life for all. Matin Spinning has already taken environment management to another level from initially being a mere responsibility to transforming into a competency and performance issue.

The foundation of Matin Spinning 's Sustainability is based on five pillars: People, Process, Product, Community, and Environment; thereby having a holistic approach towards environmental and social impacts. Our sustainable action programs are diversified accordingly and some of them are discussed here.

As an organization, Matin Spinning Mills PLC realizes its responsibility towards its people: our employees. Our company understands how the business practices impact our employees and we work to serve in their best interests.

Matin Spinning is committed to continuously improve all its business processes: ranging from purchasing raw materials to transporting final finished goods. We give a strong emphasis on eliminating non-value-added activities (waste) while delivering quality products on time with least effect on the environment and greater efficiency.

Matin Spinning continuously works towards improving the quality of the products, and all the processes that go into making the final finished product and ensures to minimize the negative impact on the environment and the consumers. The R&D department is actively involved in creating new and researching existing products and the processes associated with them.

We believe that together with our employees, customers, business partners and other stakeholders, we can create real and long-term changes for the betterment of the community and the environment. And together with our thousands of employees we can extend this impact even further from improving the livelihood of our employees to the development of the society where we conduct our businesses.

Environment is a high priority for our company, and we work to decrease carbon footprint, water consumption, and waste from our manufacturing processes. We dedicate ourselves in conserving energy, managing waste effectively and replenishing the environment to the best of our capacity. Matin Spinning recognizes that its own sustainability rests on its ability to work harmoniously in its social and environmental settings. So, with economic success we also want to balance social and environmental prosperity.



ENVIRONMENTAL



23,692,496

kg raw materials used in 2023-24



320,063

Cubic meters water used in 2023-24



4,927,264

kg non-hazardous waste in 2023-24

7,893

kg hazardous waste in 2023-24

ENERGY CONSUMPTION



PROCESS:

874,941

Liters from Diesel in 2023-24

1,536,654

Cubic meters from natural gas in 2023-24



TRANSPORTATION:

45,088

Cubic meters from natural gas in 2023-24

14,006

Liters from diesel in 2023-24

4,269

Liters from octane 2023-24

GHG EMISSIONS



5,249

Tons from processes in 2023-24



124

Tons from transportation 2023-24

DIVERSITY BY GENDER



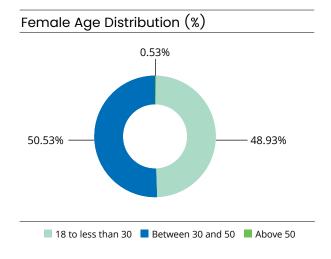
MALE EMPLOYEES

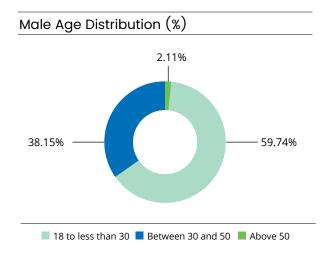
FEMALE EMPLOYEES

1,118 (49.7%)

1,134 (50.3%)

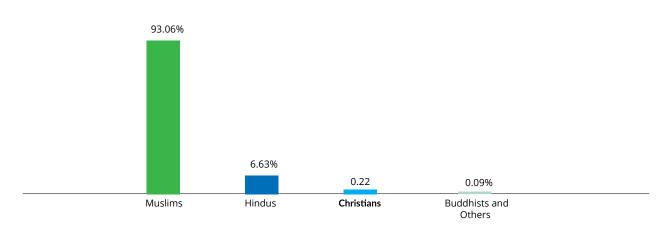
DIVERSITY BY AGE GROUP





DIVERSITY BY RELIGION

Distribution by Religion (%)





OTHER SOCIAL ISSUES





formal joint managementworker health & Safety committee members

0.44% of workforce



Grievances can be placed through:

- Suggestion/Grievance boxes
- Verbal complaints
- During Participation
- Committee (PC) meetings

36

36 Grievances addressed and resolved in 2023-24



90

Security personnel 6.52% are Female

All received formal training on company's human rights policies and their application to security

GOVERNANCE_



10

Board of Directors



2

Independent Directors

2 Board Sub-Committees



AUDIT COMMITTEE

5 Members

NOMINATION & REMUNERATION COMMITTEE

5 Members

14

Meetings in 2023-24

6

8

1

1

Board Meetings Audit Committee meetings

Nomination and Remuneration Committee Meeting Annual General Meeting

SUSTAINABILITY PROGRAMS

People.



BANDHAN FAIR PRICE SHOP

The Bandhan Fair Price Shop serves people with all the essentials and commodities at factory price of the manufactures. It reduces workers' monthly expenditure burden and shelters them from economic inflation. Goods are available at subsidized rates from 5% to 15%. "Bandhan" is the Bengali form of "Bonding"; it refers to the bonding between employer and employee.

WOMEN HEALTH INITIATIVE (WHI)

The Women Health Initiative (WHI) has a long-term objective to ensure good health and hygiene for all Matin Spinning's female workers. The initial activity was providing women with sanitary napkins at discounted price of only Taka 10: thus, not only limiting to teaching women but providing opportunities for safe health as well. As a result, women workers now have improved health condition and there is reduced absenteeism.





MEDICAL SERVICES FOR WORKERS AND THEIR FAMILIES

An in-house medical facility in Matin Spinning is open to workers and their families. Apart from accidents or other emergencies, outdoor medical services are also provided. Health and nutrition tips are provided with special attention to children, nursing mothers, and pregnant women. Medicines in the in-house pharmacy are charged at manufacturers' price. Furthermore, financial and logistical supports are offered to employees on need basis.

DISABILITY INCLUSION PROGRAM

Persons with disabilities are sometimes stigmatized; despite their excellent ability, there have been several situations when they have been denied jobs. These challenges are already being addressed through the Disability Inclusion Program, which provides employment opportunities for persons with disabilities. In order to incorporate persons with disabilities in the workforce, DBL Group and MSMPLC have collaborated with the Center for Disability in Development (CDD). In 2023-24, DBL created job opportunities for 18 Persons with Disabilities (PWD).





Process



IDEA CLUB

Matin Spinning encourages ideas from any employee or worker, regardless of their designation. Their efforts are recognized through a monthly recognition system: the "Employee of the Month". In addition, the "Employee of the Year" has also been initiated. This promotes employees to work to their full potential and gives them a feeling of fairness as every employee has an equal opportunity of obtaining this reward. Ideas provided by workers helped in increasing productivity and reducing wastage.



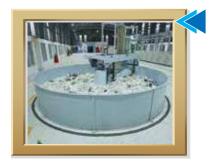
MSMPLC QUALITY CONTROL (QC) CIRCLES

To promote employee engagement in workplace decision making, QC Circles have been set up in Matin Spinning. Currently Matin Spinning has three QC Circles which periodically research different processes and activities and research on improving those using sophisticated methods of analysis. In-house QC Circle competitions are also taking place simulating the standards followed in the national level competition organized by the Bangladesh Standard for Total Quality Management (BSTQM).





Product



ORGANIC COTTON

As an initiative to reduce the negative impact on the environment and consumers, Organic Cotton is imported from India to process organic yarn. Organic Cotton contributes to replenishing and maintaining soil fertility, building biologically diverse agriculture and using less water. Use of harmful pesticides, insecticides, etc. is also eliminated here, which otherwise would affect farmers and wildlife. Currently about 71% of the total yarn production comprises of Organic Cotton. We import Organic Cotton from India, Türkiye, Uganda and Kyrgyzstan.



BETTER COTTON INITIATIVE (BCI)

The BCI has been undertaken by Matin Spinning Mills PLC to support the global standards for Better Cotton. BCI helps Matin Spinning in promoting its commitment to make global cotton production better for the producers, environment, and the sector. 23% of the total yarn production is from BCI cotton.



COTTON MADE IN AFRICA (CmiA)

A globally recognized standard for ethically produced cotton from Africa is called "cotton made in Africa" (CmiA). Matin Spinning Mills PLC has launched the CmiA to promote the international standards for sustainable cotton. We import CMiA cotton from Côte d'Ivoire, 6% CmiA are sourced this year.



SUSTAINABLE YARN PRODUCTION

Our Spinning Mill targets to have significant proportion of total production made from these recycled materials. Matin Spinning launched a series of innovative products in their production line such as yarns for loop and brush use, Cotton Neppy Mélange yarns, Snow yarns, etc. In raw material consumption, we are increasing sustainable and recycled fiber. The different innovations have allowed in reducing waste, reusing cotton and recycling to form new yarns. A total of 2,525,979 kg of recycled fiber has been used in 2023-24.



OEKO-TEX STANDARD 100

Integrating the Oeko-Tex Standard (Product Class I) enables Matin Spinning Mills PLC to follow the Restricted Substances List (RSL) specified by the certificate.



Community



MINI FIRE STATION

The Mini Fire Station (MFS) is a collaboration between DBL Group, GIZ, and Bangladesh Fire Service and Civil Defence (BFSCD). MFS aims to prevent fire and building collapse in the industrial area of Kashimpur, Gazipur. The MFS has staff available 24/7 and can respond quickly to emergencies within 10-15 minutes. The MFS is actively saving lives, reducing injuries, and reducing damage to properties and goods. Since the starting of operation in August 2017, MFS responded to over 350 incidents including in factories, warehouses, residential houses, shops, and other places in the community.



COMMUNITY EDUCATION AND DEVELOPMENT PROGRAM

As a part of endorsing need for quality education in Bangladesh, Matin Spinning has undertaken multiple activities to promote education in the local community of Kashimpur. Matin Spinning has created a four storied building in Hatimara School and College which accommodates 1,000 pupils. Furthermore, in 2015, 100 benches donated to Sardagonj Govt. Primary School as part of their request for facilitating them for the board examinations. Renovation work has also been done in the school to accommodate further students.



COMMUNITY HEALTH PROGRAMS

MSMPLC inaugurated a Community Health Development Program on 30 May 2016. A total of six programs has been held where free treatments were provided to the children, women, men, and the elderly; more than 150 people received free consultations by our own doctors.



COMMUNITY KNOWLEDGE EXCHANGE PROGRAMS

MSMPLC holds Community Knowledge Exchange Programs in the different communities with MSMPLC's operations. We aspire to develop our community where we can grow and thrive in a healthy and successful manner. we conduct different programs/workshops, like; personal hygiene for women, financial literacy, SRHR, women empowerment, maternity protection and breastfeeding, fire safety, and environmental awareness.



Environment



TREE PLANTATION PROGRAM

Tree plantation benefits the environment, boosts wildlife, strengthens communities, grows the economy, and protects the future. A method of offsetting carbon emissions is by planting trees. Trees absorb and store carbon dioxide emissions that are contributing to global warming. MSMPLC has already planted over 10,500 trees as part of the Tree Plantation Program till 2023-24. MSMPLC aims to continue planting trees in different regions of its operations.



ENEFLOW MAGNETIC DEVICES

From the Enecon Corporation, USA, the Eneflow devices are used in generators which helped reduce carbon footprints. They also provided significant cost savings: more than BDT 8 million per year, by investing only BDT 60,000. These devices allow efficient utilization of fuel: saving 514 liters every day and hence savings for the future is ensured given the limited natural resources available.



ENERGY EFFICIENT MACHINERIES

Matin Spinning always procures machines which provide high efficiency, production capacity, and machine longevity. These machines also have the advantages of less power consumption and noise level than other alternatives. For example, one of the production machines from Toyota uses Programmable Logic Control (PLC) which automatically adjusts with the revolutions per minute (RPM) thereby automatically contributing to optimum energy use and energy savings.



RENEWABLE ENERGY

Matin Spinning is committed to environmental sustainability and has installed a solar power system to reduce its dependence on grid electricity and fossil fuels. The solar power system has an overall capacity of 712.55 kw.



EGBs

Matin Spinning uses 4 exhaust gas boilers (EGB) to recover waste heat from the flue gas of their gas engines. The EGBs produce steam that can be used for various purposes, such as power generation, heating, or dyeing. The EGBs helps us to save energy, reduce greenhouse gas emissions, and lower operating costs.





Environment, Health, and Safety (EHS) Management System

At MSMPLC, we are committed to maintaining a sustainable and safe working environment, ensuring the well-being of our employees, stakeholders, and the communities in which we operate. Our Environment, Health, and Safety (EHS) Management System is designed to meet or exceed regulatory compliance and uphold industry best practices. This system prioritizes health, safety, and environmental protection through rigorous risk assessment, training programs, and proactive safety measures.

EHS Policy and Objectives

Our EHS policy revolves around three fundamental pillars: environmental responsibility, health protection, and safety excellence. The objectives include:

- <u>Minimizing Environmental Impact:</u> Promote sustainable practices through green initiatives, waste management, and energy-efficient processes.
- <u>Promoting Health and Well-being:</u> Ensuring the health of employees by providing medical screenings, ergonomic work environments, and mental health support.
- <u>Ensuring Safety at All Levels:</u> Zero harm approach towards occupational hazards, strict safety compliance, and preventive maintenance protocols.

Key Highlights of 2023 - 24

 EHS Training Programs: We have conducted 1,797 man-hours training, ensuring that our employees are equipped with the knowledge and skills to maintain a safe and healthy work environment. Additionally, we reinforced our safety culture through regular drills and proactive safety communication.

- STP and Rain Water Consumption: MSMPLC
 has a sewage treatment plant (STP) with a
 capacity of 75000 liters per day, demonstrating
 our commitment to efficient water usage and
 wastewater management. Additionally, our
 rainwater harvesting efforts have enabled
 us to collect and utilize 512 cubic meters of
 rainwater.
- Community Engagement: As part of our community engagement efforts, MSMPLC planted 177 trees, enhancing the local environment and combating climate change by absorbing carbon dioxide (CO₂). Each tree can absorb about 22 kilograms (kg)* of CO₂ annually, resulting in a total absorption of approximately 3,894 kilograms each year. This initiative not only beautifies our community but also promotes environmental stewardship among local residents.

*USDA Forest Service

Risk Assessment and Management:

A thorough risk assessment is a critical component of MSMPLC's EHS strategy. The company continuously identifies, evaluates, and mitigates risks associated with machinery, processes, and the work environment. Risk assessments are documented and incorporated into the company's Risk Management Plan, which is regularly updated and communicated to all stakeholders through structured training programs.

EHS Management Practices:

The Plan-Do-Check-Act (PDCA) cycle is at the heart of continuous improvement in its EHS management system. Below are the core actions taken to enhance safety, health, and environmental responsibility:

 Comprehensive Training Programs: New employees receive EHS training on their first day, followed by regular refresher courses for all personnel, including contractors, suppliers, and visitors. Training now includes updated best practices in ergonomics, chemical safety, and hazardous material handling.



 Smart Machine Safety: State-of-the-art safety sensors (e.g., ARGUS, GRECON) have been integrated into machinery to detect operational anomalies. Automated shutdown systems have been implemented to prevent accidents. Machines are fitted with physical safety guards, and workers are trained to operate within these safeguards.





3. <u>Fire Safety and Emergency Preparedness</u>: MSMPLC conducts monthly fire safety drills, while emergency response teams are regularly trained in the latest firefighting and first-aid techniques. Advanced fire detection systems and automatic sprinklers have been installed to ensure swift responses to any fire incidents.







- 4. <u>Role-Specific Personal Protective Equipment (PPE)</u>: The company has integrated PPE usage into its safety protocols to safeguard the well-being of employees across all operations. Each worker is equipped with specialized PPE designed to meet the specific requirements of their role, ensuring comprehensive protection from potential hazards.
- 5. <u>Health and Wellbeing</u>: MSMPLC offers comprehensive health services, including routine health check-ups, mental health counseling, and emergency treatment through its on-site Medical Center. Partnerships with local healthcare providers ensure swift medical response and care.
- 6. <u>Workplace Ergonomics</u>: MSMPLC has implemented ergonomic workstations, adjustable seating, and fatigue-monitoring systems to mitigate repetitive strain injuries among its workforce. Over the year, nine awareness sessions on ergonomics were conducted, with a total of 216 employees participating in these programs.
- 7. <u>Leadership and Accountability</u>: The Factory Safety Committee, consisting of senior management and worker representatives, meets quarterly to review EHS performance, set new goals, and address emerging safety concerns. Transparency and accountability are reinforced through regular internal and external audits.





Continuous Improvement:

MSMPLC's EHS system undergoes regular internal audits, and improvements are made based on data-driven insights and feedback from employees. The company's commitment to continuous learning ensures that all stakeholders are aware of the latest safety trends and industry innovations, maintaining a proactive approach to EHS.

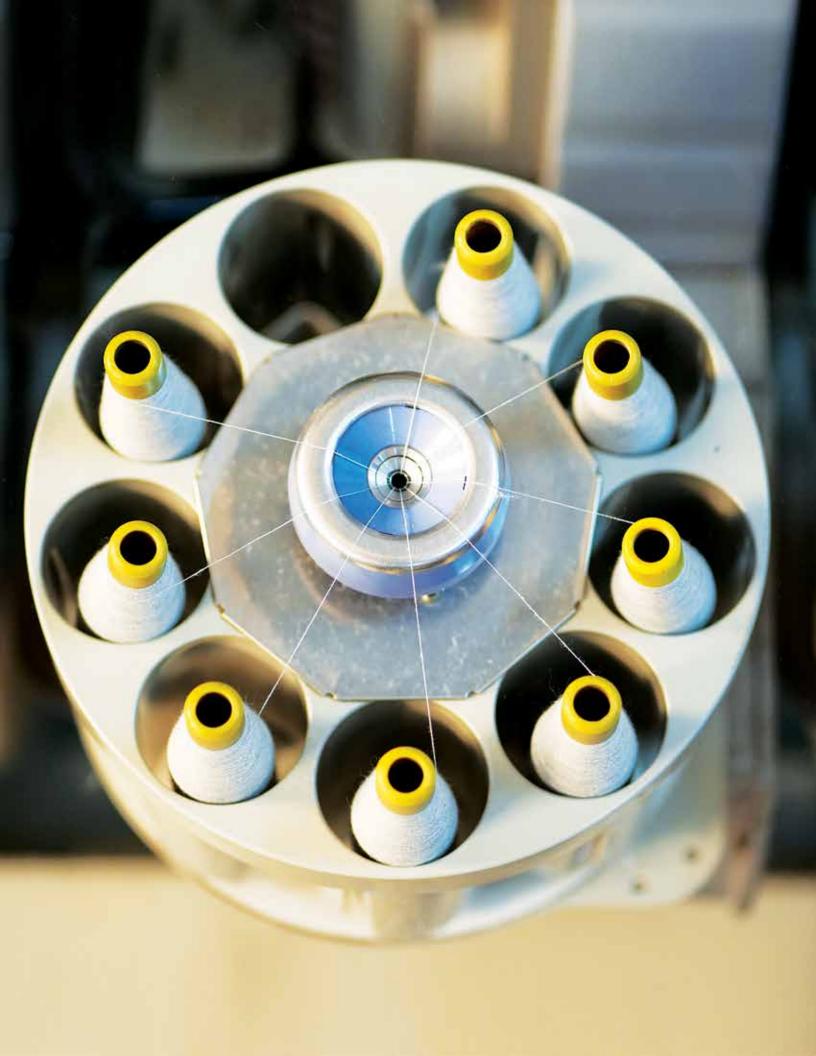


Conclusion:

The company's unwavering focus on health, safety, and environmental sustainability not only protects its workforce but also contributes to the overall well-being of the community and the planet. By embedding a strong EHS culture, MSMPLC demonstrates its commitment to safeguarding its employees, visitors, and the environment, fostering a safe and healthy work environment.



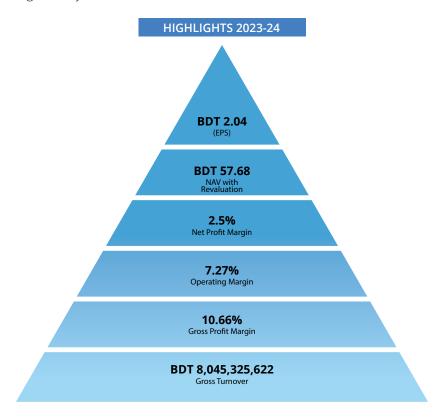




FINANCIAL CAPITAL

Managing our finance prudently

Matin Spinning Mills PLC. ensures prudent use of the financial capital and it strives to maximize returns to the providers of financial capital. We use our capital in a much-planned way to maximize surplus funds from both business operations and monetization of assets and investments as relevant. We also continue to optimally raise finance based on prevailing market conditions at the best possible cost and flexible terms given to the cyclical nature of the Spinning industry.



Sources of Our Financial Capital

Financial capital is generated annually from surplus of business operations and through financing activities, including raising debt and equity aligned with market conditions and internal strategic planning, as well as optimal asset monetization. The main sources are like-

- · Equity financing;
- Debt financing; and
- Surplus from business operation.

How Do We Manage Our Financial Capital?

We use our financial capital very carefully to get maximum investment return. We ensure that the regular operations are at an optimum level. Our operational KPIs are compared with internal and external benchmarks to achieve the best production, higher productivity and yields. We do the followings:



- Continuous cross-functional improvement programs under Total Quality Management (TQM); Maintenance process improvements, operational efficiency, product mix optimization;
- Waste reduction and recycling, energy efficiency and procurement optimization leading to cost optimization;
- Innovative marketing initiatives and various ongoing digital programs provide better customer connect and reach, and higher realizations;
- Operational efficiency enables us to generate positive cash flows from operations;
- Robust financial planning process that assesses the requirement of funds for sustainable business operations as well as for investments towards present and future business sustainability and growth opportunities;
- The fund requirement over business surplus and retained earnings are met by raising funds as per market conditions to reduce finance cost and have flexible terms in line with the cyclical nature of the Spinning industry; and
- We do plan on foreign exchange rate movement to mitigate the risks and get maximum benefits etc.

Managing Capital Inputs

During the financial year 2023-24, no further capital has been issued or further capital injected. Besides, our long-term loan (both non-current and current) and short-term loan were BDT 120 Crore and BDT 467 Crore respectively. We utilized the financial capital for our business purpose solely.

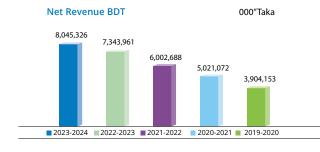
Our Strategic Focus

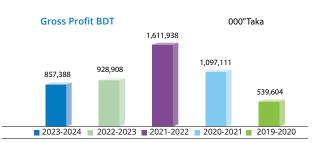
- Growth without increasing leverage;
- Enhance external sales and productivity;

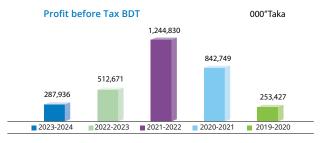
Income Statement (Extracted) BDT.

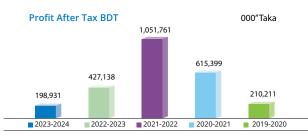
BDT 000" Taka

Particulars	2023-2024	2022-2023	2021-2022	2020-2021	2019-2020
Revenue	8,045,326	7,343,961	6,002,688	5,021,072	3,904,153
Gross Profit	857,388	928,908	1,611,938	1,097,111	539,604
Profit before Tax	287,936	512,671	1,244,830	842,749	253,427
Net Profit after Tax	198,931	427,118	1,051,761	615,399	210,211











Financial Position (Extracted)

BDT 000" Taka

Particulars	2023-2024	2022-2023	2021-2022	2020-2021	2019-2020
Non-current Assets	5,925,359	5,978,653	5,902,556	4,838,690	4,762,330
Current Assets	6,733,153	5,010,134	4,488,533	3,444,013	2,336,286
Non-Current Liabilities	1,141,932	1,315,092	257,598	263,357	381,890
Current Liabilities	5,893,234	3,820,741	4,222,906	2,773,057	1,911,217
Paid Up Capital	974,900	974,900	974,900	974,900	974,900

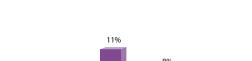
Operating Cash Flows

Particulars	2023-2024	2022-2023	2021-2022	2020-2021	2019-2020
Net Cash Flows from operating activities	-10.67	4.97	6.17	0.40	5.47

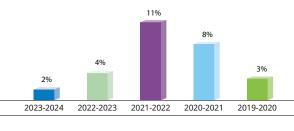
Dividend

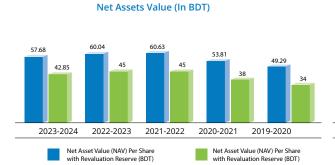
The Board of Directors has recommended 50% cash dividend for General Shareholders and Sponsor Shareholders respectively for the year ended 30 June 2024 in its 145th Board Meeting held as on October 28, 2024. The dividend is subject to final approval by shareholders at the Company's 22nd Annual General Meeting





Return on Average Total Assets (In Percentage)







MANUFACTURING CAPITAL

Sophisticated spinning mill

Matin Spinning Mills PLC is a sophisticated spinning mill with modern manufacturing facility designed for the production of yarn from various types of fibers, such as cotton, viscose, recycled cotton & polyester, synthetic, and different types of sustainable fiber. We have advanced machinery and technology to efficiently and precisely process raw fibers into high-quality yarn, catering to the demands of textile and apparel industries.

Product variety with sustainable yarn production

The key secret behind the success of Matin Spinning Mills PLC lays on its wide variety of product & capacity and customized orientation of new products as per the demand of customers.

Sustainable spinning refers to the practice of producing yarn while minimizing the environmental and social impact of the spinning process. It involves various strategies and technologies aimed at reducing energy consumption, conserving resources, promoting ethical labor practices, and minimizing waste. Here are some key aspects of sustainable spinning.

- Eco-friendly Fiber Sourcing (Recycled cotton & Recycled Polyester)
- 2. Transparency and Traceability
- 3. Energy-Efficient Machinery and Processes
- 4. Sustainable spinning aims to minimize waste generation
- 5. Worker Welfare
- 6. Quality Control
- 7. Using renewable energy sources, such as solar
- 8. Product Certification
- 9. Research and Innovation

Sustainable fibre use at Matin Spinning Mills PLC

- Recycled Cotton
- Recycled Cotton from Recover™
- Recycled Polyester
- Organic Cotton
- Regenerative Cotton
- In-conversion/transitional Cotton
- BCI Cotton (Physical & Mass Balance)
- CMIA Cotton (HIP)
- FSC Certified Viscose
- Ecovero Viscose
- Refibra Tencel
- Livaeco Viscose & Modal

- Liva Reviva Circulose
- European Linen
- Bamboo Viscose

Constituents of our manufacturing capital

- Our manufacturing practices;
- Our architecture and infrastructure facilities;
- Machineries and manufacturing facilities;
- Production capacity;
- Technology we use;
- Our distribution channels
- Other facilities that contribute to our production.

Intensive capital investment

In Bangladesh, Matin Spinning Mills PLC is a very capital- intensive company with advanced machineries and other intensive capital investment. No other local market participants are comparable in terms of its manufactured capital. It has incorporated automated production process.

Sustainable manufacturing practices

- Oracle based ERP system for transparent order management & production process
- 2. Sustainable QMS practice with ISO 9001:2015
- 3. ISO 14001:2015 standard for environment
- 4. Social & Labor Convergence Program (SLCP)
- 5. Participation Committee
- 6. HIGG FEM (Facility Environmental Module)
- 7. OCS, GOTS, GRS, & RCS Standard Confirms Product Traceability
- Matin Spinning Mills PLC also equipped with highly efficient firefighting equipment

Annual production capacity

Product (yarn)	Capacity (mt)
Cotton yarn	8,925
Melange yarn	3,570
Synthetic yarn	2,410
Open end yarn	2,320
Vortex/airjet yarn	1,250
Special yarn	3,570



Manufacturing technology

- Blow Room for Fiber Opening, Cleaning, Contamination Separation
- Carding for Sliver Formation
- Drawing for Fiber Uniform Sliver Preparation
- Lap Forming & Combing for High Quality Yarn Production By Short Fiber Removing
- Simplex for Roving Preparation
- Ring, Rotor & Vortex for Spinning
- Auto-coning with Usterized Yarn Clearing.
- Heat Setting for Yarn Stabilizing Packing

Sustainable energy /green practices at Matin Spinning Mills PLC

- Solar Energy Utilization
- Co-Generation System (Utilization of Exhaust Flue Gases & Hot Water of Generator)
- Rain Water Harvesting System
- VFD Used in the Compressors
- Energy Efficient Machine Used in Production Process
- Use of Energy Efficient Lights on Production Floor
- Utilization of STP
- Use of Air Trigger Nozzle at Compressor Line
- Inverter Drive Motor for Air Conditioning System.

Power generation

Titas gas transmission & distribution company limited supplies required gas as per our demand against an approved load. Therefore, if the gas supply fails the company uses Diesel Generator, REB & United Power (rental power) for the generation of electricity

The company has capacity to generates around 30 mw electricity.

- Natural gas- 17 mw (11 nos gas generator from caterpillar, USA)
- Diesel-6.30 Mw (5 nos diesel generator from caterpillar, USA)
- REB-5.0 Mw
- United power (rental)-1.0 Mw
- Solar-0.7 Mw (more 2 mw in process)

Environment, health and safety issues

Ensuring the quality of environment, health and safety at Matin Spinning Mills PLC is of utmost importance to ensure the well-being of workers and the smooth operation of the facility. Spinning mills involve various processes and machinery that can pose risks if not managed properly. Here are some key aspects of health and safety

- Machinery Safety
- Dust and Fiber Control
- Fire Safety
- Training
- Hygiene and Sanitation
- First aid and Medical Facilities
- Safety Committees





INFORMATION TO THE SHAREHOLDER

The following historical information will hold our current and potential investors for their decision-making:

Financial Calendar

Events for the year	2023-2024	2022-2023
Publication of unaudited 1st Quarter Financial Statements	13 Nov-23	14 Nov-22
Publication of unaudited Half year/ 2nd Quarter Financial Statements	29 Jan-24	30 Jan-23
Publication of unaudited 3rd Quarter Financial Statements	23 April-24	17 April-23
Annual Financial Statements approved by the Board	28 Oct-24	15 Oct-23
Record Date	17 Nov-24	7 Nov-23
Dispatching notice for the Annual General Meeting	12 Nov-24	2 Nov-23
Dispatching of Annual Report	19 Nov-24	9 Nov-23
Holding of Annual General Meeting	4 Dec-24	30 Nov-23
Transfer/Payment of Dividend	31 Dec-24	17 Dec-23

Stock Details

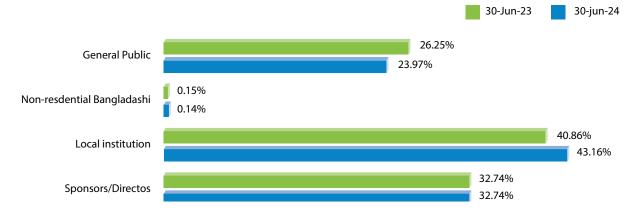
Particulars	DSE	CSE
Stock Symbol	MATINSPINN	MATINSPINN
Listing Year	2014	2014
Market Category	А	А
Face Value (Taka)	10	10
Paid -up- Capital	974,900,000	974,900,000
Market Lot	1	1
Total Number of Securities	97,490,000	97,490,000
Sector	Textile	TEXTILES & CLOTHING
Scrip Code	17460	12048
Stock Listing Date	08-April-2014	08-April-2014
First Trading Date	09-April-2014	09-April-2014
Electronic Share	Yes	Yes

Comparative Shareholding Structure

Type of Shareholder	30 June 20)24	30 June 2023		
Type of Shareholder	Number of Shares	% of Shares	Number of Shares	% of Shares	
Sponsors / Directors	31,917,000	32.72	31,917,000	32.72	
Local Institutions	42,071,855	43.16	39,836,912	40.87	
Non-residential Bangladeshi	136,460	0.14	148,752	0.16	
General Public	23,364,685	23.98	25,587,336	26.25	
Total Shares Held	97,490,000	100.00	97,490,000	100.00	



Shareholding Structure



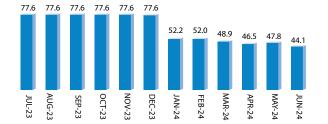
Stock Market Performance

Particulars	30-Jun-24	30-Jun-23
Market capitalization – DSE (BDT million)	4,299,309,000	7,565,224,000
Market capitalization – CSE (BDT million)	4,406,548,000	7,565,224,000
EPS (BDT)	2.04	4.38
Payout ratio (%)	245.10	91.32%
Share price – DSE (BDT)	44.10	77.6
Share price – CSE (BDT)	45.20	77.6
Weighted average number of shares outstanding	97,490,000	97,490,000

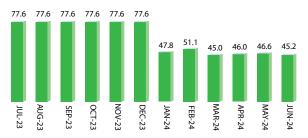
Share Performance

Month	Jul- 23	Aug- 23	Sep- 23	Oct- 23	Nov- 23	Dec- 23	Jan- 24				May- 24	Jun- 24
DSE	77.6	77.6	77.6	77.6	77.6	77.6	52.2	52.0	48.9	46.5	47.8	44.1
CSE	77.6	77.6	77.6	77.6	77.6	77.6	47.8	51.1	45.0	46.0	46.6	45.2

Month End Share Price (DSE) From July 2023 to June 2024



Month End Share Price (CSE) From July 2023 to June 2024



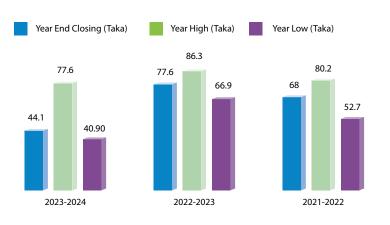


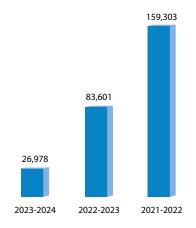
Price Trend in DSE

Period	2023-24	2022-23	2021-2022
Year-End Closing (Taka)	44.10	77.60	68.00
Year High (Taka)	77.60	86.30	80.20
Year Low (Taka)	40.90	66.90	52.70
Total number of Trade	26,978	83,601	159,303

Share Price High, Low & Medium

Total Share Traded





Share Information

Particulars	30 June-2024	30 June-2023	30 June 2022
Number of shares	97,490,000	97,490,000	97,490,000
Net Asset Value per share (Taka)	57.68	60.04	60.63
Earnings per share	2.04	4.38	10.79
Dividend (Cash) %	50	40	50

Shares held by directors/executives and relatives of directors /executives (Pattern of Shareholding as on $30 \, \text{June} \, 2024 \, \text{provided}$ on page No $73 \, \text{m}$

Summary of Unclaimed Dividend

Years	Dividend amount in DBT As of Jun 30, 2023	Number of Shareholder	Remarks
2020-2021	1,102,837	573	After the Distribution of Dividends for the financial
2021-2022	1,291,966	714	year 2023-2024, unclaimed Dividends for the
2022-2023	1,373,089	1008	financial year 2020-2021 will be transferred to the Capital MarketStabilization Fund (CMSF) as per BSEC guidelines.
Total	3,767,892		



Redressal of Investors Complaints:

Matin Spinning Mills PLC places a high degree of importance on investor queries and as such has established an Investors' Relation Department headed by the Company Secretary. The mechanism of the Investor Complaints process is given below:

- i) Investors are encouraged to address their queries via E-mail: secretary@msml.dbl-group.com. An investor can also register their complaints and queries through an application addressed to the Company Secretary.
- ii) Investors' Relations Department acknowledges the complaint and contacts the investor to confirm theiridentity regarding
 - Shareholder's BO ID &
 - Shareholder's Name
- iii) Investors' Relations Department, after confirming the shareholder's identity, addresses their queries and provides required information/guidance.

Any complaints received at the AGM or throughout the year about service offering, delivery, compliance, or other issues are resolved lawfully. The Company Secretary acts as the key point of contact in resolving such issues.

Other Information:

Investors' Relation Department

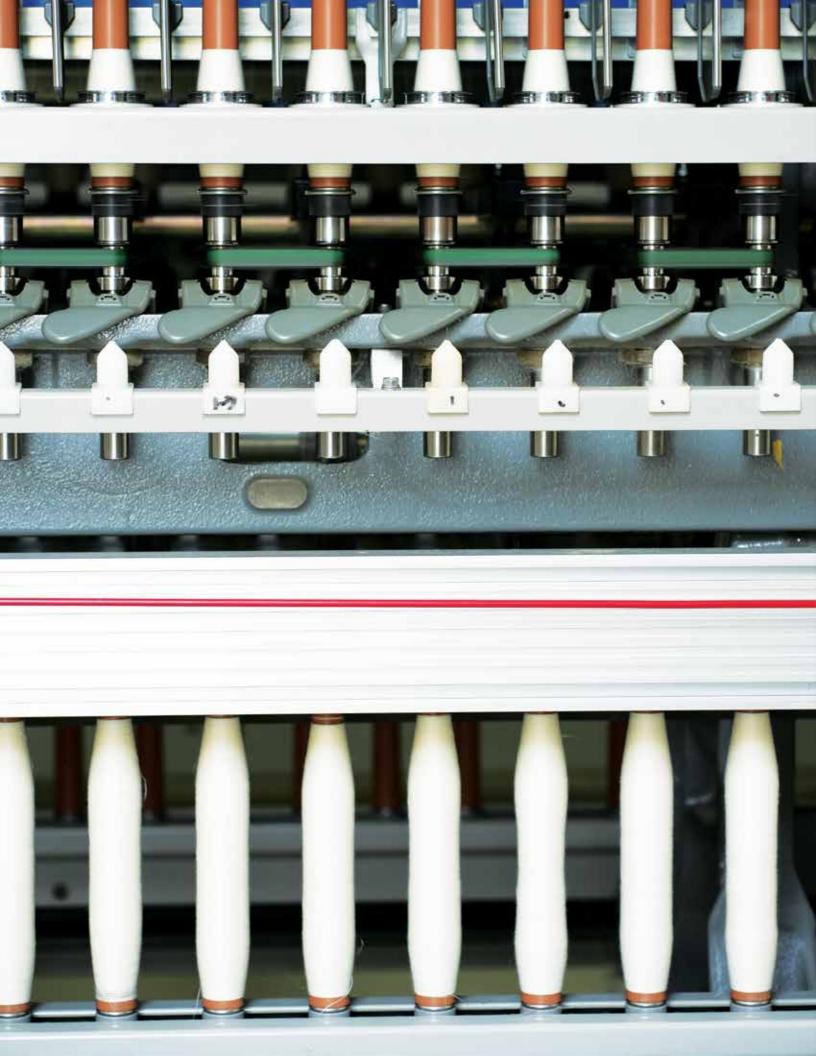
South Avenue Tower (6th Floor), 7 Gulshan Avenue, House #50, Road #03 Gulshan-1, Dhaka 1212, Bangladesh

Mobile: +8801955538019

Email: secretary@msml.dbl-group.com











Independent Auditor's Report To the shareholders of Matin Spinning Mills PLC **Report on the Audit of the Financial Statements**

Corporate Office: : House # 15, Road # 12, Block # F, Niketon

Gulshan-1, Dhaka-1212, Bangladesh. : +88 (02)8836015-7 🕻 : +88 01681126120

💌 : hfc@hfc-bd.com 🏻 : www.hfc-bd.com

Opinion

We have audited the financial statements of Matin Spinning Mills PLC ("the Company"), which comprise the statement of financial position as at June 30, 2024, and the statement of profit or loss and other comprehensive income, statement of changes in equity and statement of cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies.

In our opinion, the accompanying financial statements give a true and fair view of the financial position of the Company as at June 30, 2024, and of its financial performance and its cash flows for the year then ended in accordance with International Financial Reporting Standards (IFRSs).

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' Code of Ethics for Professional Accountants (IESBA Code), together with the ethical requirements that are relevant to our audit of the financial statements in Bangladesh, and we have fulfilled our other ethical responsibilities in accordance with the IESBA Code and the Institute of Chartered Accountants of Bangladesh (ICAB) Bye Laws. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

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 Our response to the risk

Carrying value (CV) of Property, plant, and equipment (PPE) and its impairment

PPE includes the Company's Non-current assets, which flow economic benefits to the entities for more than one year. PPE is measured at historical cost except for Land and Land Development and Factory Building, which is carried at a revalued amount, being fair values at the date of revaluation. PPE comprises a major portion of the total assets of the Company, which amounts to Tk. 5,800,255,166 for Matin Spinning Mills PLC at the reporting date. Apparently, the carrying value of PPE represents a significant portion of the Company's assets which is a function of depreciation charges that involved estimation. Therefore, it has been considered as a significant area of the auditor's judgment and requires special attention. There is also a risk that the impairment charges have not been recognized.

We have tested the design and operating effectiveness of key controls over PPE. Our audit procedures included, among others, considering the impairment risk of the assets.

The followings are our audit procedures on the carrying value and impairment risk of PPE:

- Reviewing basis of recognition, measurement, and valuation of assets;
- Observing procedures of assets acquisition, depreciation, and disposal;
- Checking ownership of the major assets;
- Checking the Capital-Work-In-Progress (CWIP) and its transfer to PPE.
- Performing due physical asset verification at the year-end;
- We critically challenged the Company's assumptions in relation to recoverable amounts of the major PPE to identify if there is any requirement of recognition of impairment; and
- Finally assessed the appropriateness and presentation of disclosures against relevant accounting standards.
- Our testing did not identify any issues with regard to the carrying value of PPE or any indicators that would trigger impairment.









 : House # 15, Road # 12, Block # F, Niketon Gulshan-1, Dhaka-1212, Bangladesh.

② : +88 (02)8836015-7 ♥ : +88 01681126120 ☑ : bfc@hfc-bd.com ④ : www.hfc-bd.com

Key Audit Matter

Our response to the risk

See notes no. 3.07, 4 and Annex-i to the financial statements

Revenue Recognition

For the year-end, the Company reported total revenue of Taka.

8,045,325,622 in Note 26. Approximately 84% of the Company's goods are sold to its group of companies.

Revenue is recognized when invoices for products and services are made and the significant risk and reward of ownership are transferred to the customers, recovery of the consideration is probable, associated costs and the possible return of goods can be estimated reliably, and there is no continuing management involvement with the goods, and the amount of revenue can be measured reliably.

There is also a risk that revenue may be misstated due to fraud, through misstating of price declaration, unrecorded sales, maintaining accrual concept for invoicing, recognition within the cutoff period, inaccurate sales figure, and unauthorized sales.

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 IFRS 15 Revenue from contracts with customers;
- Performed walkthrough tests to understand the adequacy and the design of the revenue cycle;
- We also reviewed the monthly reporting from MIS data which is maintained by factory for consistency and checked the documentation on a sample basis.;
- We obtained supporting documentation for sales transactions recorded on either side of year-end and whether revenue was recognized in the correct period.
- Obtained some third-party confirmation for the parties among trade and other receivables.
- We performed substantive analytical procedures to understand how revenue trends over the year among other parameters and performed detailed testing on transactions around the year-end, to test revenues were recognized in the correct accounting period.
- Finally assessed the appropriateness and presentation of disclosures against relevant accounting standards.

See note no. 26 & 3.03 to the financial statements

Implementation of IFRS 16 Leases

IFRS 16 "Leases" becomes effective for annual reporting beginning on or after 01 January 2019 which replaces the existing standard IAS 17.

The Company applied IFRS 16 leases to its leases using a modified retrospective approach by initially applying with the cumulative effect of this standard as an adjustment to the opening balance of retained earnings at the date of 1 July 2020. Instead, the comparative information in respect of the preceding year is not restated.

The Company reported the right-of-use (ROU) asset for Taka 17,257,789

and lease liability for Taka 17,435,020

at the year ended 30 June 2024.

The company has made all leasing arrangements within the scope of IFRS 16 which have been identified and appropriately included in the calculation and specific assumptions applied to determine the discount rates for leases.

We reviewed the appropriateness of management's application of IFRS 16 and assessment of the impact on the financial statements.

Our audit procedure included testing classification and measurement of right-of-use assets and lease liabilities in accordance with IFRS 16.

- We checked the present value calculation for the lease.
- We reviewed lease agreements and made calculations to ascertain the appropriateness of the incremental borrowing rate used.
- We also examined the accuracy and appropriateness of accounting adjustments in the financial statements arising as well as verified the sufficiency and appropriateness of disclosures in the financial statements.

See Notes no. 05, 19, 3.08 to the financial statements







: House # 15, Road # 12, Block # F, Niketon Gulshan-1, Dhaka-1212, Bangladesh.

: +88 (02)8836015-7 🕻 : +88 01681126120 m : hfc@hfc-bd.com : www.hfc-bd.com

Key Audit Matter

Deferred tax Liabilities

The company reported net deferred tax liabilities Tk. 328,125,639 as at June 30, 2024. Significant judgment is required in relation to deferred tax liabilities as it is dependent on forecasts of future profitability over a number of years.

There is significant measurement uncertainty involved in this valuation and therefore it was significant to our audit.

Our response to the risk

We carried out the following substantive testing to address the related risk:

- We obtained an understanding, evaluated the design, and tested the operational effectiveness of the Company's key controls over the recognition and measurement of deferred tax assets and deferred tax liabilities and the assumptions used in estimating the future taxable income of the Company.
- We also assessed the completeness and accuracy of the data used for the estimates of future taxable income.
- We tested the mathematical accuracy in the calculation of deferred tax.
- We assessed key assumptions, controls, recognition, and measurement of Deferred Tax.
- We assessed the adequacy of the Company's disclosures setting out the basis of deferred tax balances and the level of estimation involved.
- We also assisted in evaluating the tax implications, the reasonableness of estimations, and calculations determined by management.
- Finally assessed the appropriateness and presentation of disclosures against IAS 12 Income Taxes.

See notes no 20 & 34 to the financial statements.

Valuation and Existence of Inventories

The Company had inventories of Tk. 2,244,848,107 at 30th June 2024 held in Manufacturing Inventory and Non-Manufacturing Inventory.

Inventories are carried at a lower of cost and net realizable value in compliance with the requirements of Para 21 & 25 of IAS-2.

The cost is determined on a weighted average cost basis which is a complex process and prone to errors and manipulation. Due to the complex nature of accounting for inventories, there is an increased risk of misstatement in the valuation of inventory items. Net realizable value is based on the estimated selling price less any further costs anticipated to be incurred to make the sale. Any obsolete stock of abnormal losses is recognized as expenses.

Since the value of inventory is significant to the financial statements and there is significant measurement uncertainty involved in this valuation, the valuation of inventory was significant to our audit.

With regard to the appropriate valuation of inventories, we adopted the following audit procedures:

- We observed MSML's year-end inventory count, performed test counts, and reconciled counted 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 MSML for compliance with disclosure requirements.

See notes no 8 & 3.13 to the financial statements









 House # 15, Road # 12, Block # F, Niketon Gulshan-1, Dhaka-1212, Bangladesh.

tion overseeing the Company's financial reporting process.

Other Information

Management is responsible for the other information. The other information comprises all of the information in the Annual Report but does not include 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 identified above when it becomes available and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated.

After going through the Annual Report, if we conclude that there is a material misstatement therein, we are required to communicate the matter to the board of directors of the company. 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 and fair presentation of the financial statements in accordance with International Financial Reporting Standards (IFRS), the Companies Act, 1994, the Securities and Exchange Rules, 2020, and other applicable laws and regulations and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing financial statements of the Company, 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

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 ISA 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 International Standards on Auditing (ISA), 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,







: House # 15, Road # 12, Block # F, Niketon Gulshan-1, Dhaka-1212, Bangladesh.

: +88 (02)8836015-7 🕻 : +88 01681126120 z : hfc@hfc-bd.com : www.hfc-bd.com

whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's and 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 go-

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.

ing concern.

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

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

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

Report on other Legal and Regulatory Requirements

In accordance with the Companies Act 1994 and the Securities and Exchange Rules, 2020 and relevant notification issued by Bangladesh Securities and Exchange Commission, 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;
- b) in our opinion, proper books of accounts as required by law have been kept by the Company so far as it appeared from our examination of these books;
- c) the Company's statements of financial position and statement of profit or loss and other comprehensive income along with the annexed notes 1 to 48 dealt with by the report are in agreement with the books of accounts; and
- d) the expenditure incurred was for the purposes of the Company's business.

Firm Name : Hussain Farhad & Co.,

Chartered Accountants

Registration no : 4/452/ICAB-84

Signature of the auditor:

Name of the auditor: A.K.M Fazlul Haque FCA,

Partner/Enrollment No: 1090

: 2411041090AS416091 DVC No

Place : Dhaka Date : 28/10/2024









Statement of Financial Position As at 30 June 2024

			Amounts in Taka
	Notes	30 June 2024	30 June 2023
ASSETS			
Non - current assets			
Property, plant and equipment	04	5,800,255,166	5,625,737,394
Right-of-use assets (ROU)	05	17,257,789	2,211,785
Investment	06	58,498,973	65,492,840
Capital work-in-process	07	49,346,980	297,732,685
Total non - current assets		5,925,358,908	5,991,174,704
Current assets			
Inventories	08	2,244,848,107	1,717,012,364
Accounts receivable	09	2,416,212,986	1,441,558,089
Advances, deposits and prepayments	10	619,067,343	634,087,524
Materials in transit	11	1,264,230,939	867,138,196
Cash and Cash Equivalents	12	188,793,283	330,092,691
		6,733,152,657	4,989,888,864
Asset held for sale	13	-	7,724,045
Total current assets		6,733,152,657	4,997,612,910
Total assets		12,658,511,565	10,988,787,614
EQUITY AND LIABILITIES			
Share capital	14	974,900,000	974,900,000
Share premium	15	920,700,000	920,700,000
Retained earnings	16	2,281,634,932	2,494,297,898
Revaluation reserve	17	1,446,111,259	1,463,077,552
Total equity		5,623,346,191	5,852,975,450
Non-current liabilities			
Long term bank loan	18	802,013,116	1,042,973,525
Lease liability	19	11,792,769	-
Deferred tax liability	20	328,125,639	272,118,305
Total non-current liabilities		1,141,931,524	1,315,091,829
Current liabilities			
Accounts payable	21	361,368,036	246,657,377
Short term bank loan	22	4,670,394,567	2,624,206,102
Current portion of long term loan	23	407,771,816	456,018,916
Current portion of Lease liability		5,642,251	2,800,978
Unclaimed dividend	24	3,767,893	2,937,576
Provision & accruals	25	444,289,288	488,099,386
Total current liabilities		5,893,233,851	3,820,720,335
Total equity and liabilities		12,658,511,565	10,988,787,614
NAV Per Share (With Revaluation reserves)	36	57.68	60.04
These financial statements should be read in coni	unction with	the anneved notes 1	to 48

These financial statements should be read in conjunction with the annexed notes 1 to 48.

As per our report of same date

Abdul Wahed

A.K.M Fazlul Haque FCA Partner

Hussain Farhad & Co **Chartered Accountants**

Enrolment Number: 1090 DVC: 2411041090AS416091 Date: 28/10/2024

Mohammad Emarot Hossain FCA,FCS Chief Financial Officer

M. A. Jabbar Managing Director

Md. Shah Alam Miah FCS Company Secretary



Statement of Profit or Loss For the year ended 30 June 2024

Amounts in Taka

			71110ullus III Taka
	Notes	2023-24	2022-23
Revenue	26	8,045,325,622	7,343,960,563
Cost of goods sold	27	(7,187,937,965)	(6,415,052,123)
Gross profit		857,387,656	928,908,441
Non operating income	28	29,957,292	19,956,312
		887,344,948	948,864,753
Administrative expenses	29	(291,321,844)	(228,601,193)
Distribution expenses	30	(11,450,845)	(10,608,021)
Net profit before finance cost		584,572,259	709,655,538
Finance cost	31	(282,239,225)	(171,351,382)
Net profit before workers' profit participation funds & tax		302,333,034	538,304,156
Contribution to workers' profit participation funds	32	(14,396,811)	(25,633,531)
Net profit before taxation		287,936,223	512,670,624
Income tax	33	(71,598,147)	(65,913,970)
Deferred tax	34	(17,407,119)	(19,618,277)
Net profit after tax		198,930,957	427,138,377
Faurings Day Chaus (FDC)	25	2.04	4.20
Earnings Per Share (EPS)	35	2.04	4.38

These financial statements should be read in conjunction with the annexed notes 1 to 48

As per our report of same date

Abdul Wahed Chairman

A.K.M Fazlul Haque FCA Partner Hussain Farhad & Co

Chartered Accountants Enrolment Number: 1090 DVC: 2411041090AS416091 Date: 28/10/2024

Mohammad Emarot Hossain FCA,FCS Chief Financial Officer

Managing Director

Md. Shah Alam Miah FCS Company Secretary



Statement of Other Comprehensive Income

For the year ended 30 June 2024

Amounts in Taka

	Notes	2023-24	2022-23
Net profit after tax for the year		198,930,957	427,138,377
Deferred tax on other comprehensive income	34.02	(38,600,215)	2,702,415
Total comprehensive income for the year		160,330,742	429,840,792

Mohammad Emarot Hossain FCA,FCS

Chief Financial Officer

These financial statements should be read in conjunction with the annexed notes 1 to 48.

As per our report of same date

Abdul Wahed Chairman

A.K.M Fazlul Haque FCA Partner

Hussain Farhad & Co Chartered Accountants

Enrolment Number: 1090 DVC: 2411041090AS416091 Date: 28/10/2024 **M. A. Jabbar** Managing Director

Md. Shah Alam Miah FCS

Company Secretary

Statement of Changes in Equity For the year ended 30 June 2024

				An	nounts in Taka
	Share Capital	Share Premium	Retained Earnings	Revaluation Reserves	Total
2023-24					
Balance at 01 July 2023	974,900,000	20,700,000	2,494,297,898	1,463,077,552	5,852,975,450
Net profit for the year	-	-	198,930,957	-	198,930,957
Dividend Paid	-	-	(389,960,000)	-	(389,960,000)
Adjustment for Depreciation on Revalued Assets			16,966,293	(16,966,293)	-
Deferred tax on other comprehensive income		-	(38,600,215)	-	(38,600,215)
Balance at 30 June 2024	974,900,000	920,700,000	2,281,634,932	1,446,111,259	5,623,346,191
2022-23					
Balance at 01 July 2022	974,900,000	920,700,000	2,533,891,008	1,481,093,650	5,910,584,658
Net profit for the year	-	-	427,138,377	-	427,138,377
Dividend Paid	-	-	(487,450,000)	-	(487,450,000)
Adjustment for Depreciation on Revalued Assets			18,016,098	(18,016,098)	-
Deferred tax on other comprehensive income		-	2,702,415	=	2,702,415
Balance at 30 June 2023	974,900,000	920,700,000	2,494,297,898	1,463,077,552	5,852,975,450

These financial statements should be read in conjunction with the annexed notes 1 to 48.





Statement of Cash Flows For the year ended 30 June 2024

Amounts		

				AITIOUTILS III Taka
		Notes	2023-24	2022-23
A.	Cash flows from operating activities			
	Collection from customers		7,076,644,929	7,211,383,322
	Other Income	28	110,888,618	53,878,302
	Cash generated from operations		7,187,533,547	7,265,261,624
	Cash paid to employees		(533,976,946)	(462,567,610)
	Cash paid to suppliers		(7,358,673,275)	(5,956,379,085)
	Interest paid on loans		(253,707,076)	(153,206,771)
	Income tax paid	10.03	(55,401,087)	(146,193,514)
	Payment made to workers' profit- participation funds	25.02	(25,633,531)	(62,241,507)
	Net cash flows from operating activities		(1,039,858,368)	484,673,137
В.	Cash flow from investing activities			
	Acquisition of property, plant and equipment	4	(299,739,975)	(584,162,149)
	Capital work-in-process	7	(10,617,631)	(151,848,642)
	Dividend Income	28	1,316,843	2,585,575
	Investment		(315,000)	(10,413,000)
	Proceeds from Asset held for sale		13,665,936	-
	Purchase of marketable securities	5	(23,526,085)	(7,208,476)
	Proceeds from Sale of Marketable Securities	5	23,528,822	7,205,298
	Interest on FDR and Bank Accounts	28	523,851	2,300,395
	Net cash used in investing activities		(295,163,238)	(741,540,999)
C.	Cash flows from financing activities			
	Long term loan received	18	157,030,737	1,612,065,829
	Long term loan (repaid)	18	(449,947,721)	(1,167,478,332)
	Short term loan received from bank	22	6,588,175,694	5,196,389,631
	Short term loan repaid to bank	22	(4,737,862,597)	(5,082,084,152)
	Dividend Paid	24	(389,129,683)	(486,839,494)
	Net cash from/(used in) financing activities		1,168,266,429	72,053,483
D.	Net increase/(decrease) in cash and cash equivalents (A+B+C)		(166,755,178)	(184,814,379)
Ε.	Opening cash and cash equivalents		330,092,691	452,425,670
F.	Effects of currency translation on cash and cash equivalents		25,455,770	62,481,401
G.	Closing cash and cash equivalents (D+E+F)		188,793,283	330,092,691
	Net Operating Cash Flow Per Share	37	(10.67)	4.97

These financial statements should be read in conjunction with the annexed notes 1 to 48.



Notes to the financial statements

For the year ended 30 June 2024

1 Reporting entity

1.01 Company Profile

Matin Spinning Mills Limited (the "Company") is a public limited company incorporated in Bangladesh on 15 September, 2002 vide registration no.# C-47083(3562)/2002. Subsequently the company has changed its name "Matin Spinning Mills PLC" as per section 11(Ka) of Schedule 1 of Companies Act 1994 (Ammended 2020). Registered office of the Company is in Dhaka and manufacturing plant is at Sardagonj, Kashimpur, Gazipur. The company is listed in both Dhaka Stock Exchange (DSE) and Chittagong Stock Exchange (CSE).

1.02 Nature of Business

The company manufactures and sells all types of Cotton, Viscose, Polyester, Melange and their blend.

2 Basis of preparation

2.01 Statement of compliance

The financial statements have been prepared in compliance with the requirements of the International Financial Reporting Standards (IFRS), the Companies Act 1994 as amended 2020, Bangladesh Securities and Exchange Ordinance 1969, Bangladesh Securities and Exchange Rules 2020, Listing Regulations of Dhaka and Chittagong Stock Exchanges and other relevant local laws as applicable.

2.02 Date of authorisation

The financial statements were authorised for issue by the Board of Directors on 28/10/2024.

2.03 Functional and presentational currency

These financial statements are presented in Bangladesh Taka (Taka/Tk/BDT), unless otherwise stated, which is the company's functional currency. All financial information are presented in Taka and have been rounded off to the nearest integer.

2.04 Reporting period

Financial year of the company covers the period from 01 July 2023 to 30 June 2024.

3 Significant Accounting Policies

3.01 Basis of Accounting

The financial statements of the company have been prepared on an accrual basis, under historical cost convention, and in accordance with generally accepted accounting principles. Wherever appropriate, such principles are explained in the succeeding notes.

Components of financial statements

Statement of Financial Position
Statement of Profit or Loss
Statement of Other Comprehensive Income
Statement of Cash Flows
Statement of Changes in Equity
Notes to the Financial Statements



3.02 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.

3.03 IFRS 15: Revenue from Contracts with Customers

IFRS 15 establishes a comprehensive framework for determining whether, how much and when revenue is recognised. It replaced IAS 18 Revenue, IAS 11 Construction Contracts and related interpretations. Under IFRS 15, revenue is recognised 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 judgement.

Revenue is recognized when invoice for products and services are made and the significant risk and reward of ownership are transferred to the customers, recovery of the consideration is probable, associated costs and possible return of goods can be estimated reliably, there is no continuing management involvement with the goods, and the amount of revenue can be measured reliably.

3.04 Use of estimates and judgments

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 - 08 Inventories Note - 09 Accounts Receivable Note – 20 Deferred Tax Liability Note – 21 Accounts Payable Note – 25 Provisions & accruals Note – 33 Income Tax Expenses

3.05 Statement of Cash Flows

Statement of cash flows is prepared under direct method in accordance with International Accounting Standard (IAS)-7 "Statement of cash flows" as required by the Securities and Exchange Rules, 1987. A reconciliation to cash flows from operating activities under indirect method has been shown in note 44.

3.06 Statement of Chan ges in Equity

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

3.07 Property, plant and equipment

(A) Recognition and Measurement



Items of property, plant and equipment are measured at cost or valuation less accumulated depreciation and accumulated impairment losses, if any. Cost includes expenditures that are directly attributable to the acquisition of property, plant and equipment and bringing to the location and condition necessary for it to be capable of operating in the intended manner. The cost of self constructed asset included the cost of material and direct labour, any other cost directly attributable to bringing the assets to a working condition for their intended use.

(B) Subsequent costs

The cost of replacing part of an item of property, plant and equipment is recognised 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. The costs of the day-to-day servicing of property, plant and equipment are recognised in statement of profit or loss and other comprehensive income as incurred.

(C) Depreciation

Depreciation is calculated and charged under diminishing balance method on all fixed assets other than land and land development. Depreciation on current year's addition is charged on day basis as and when the assets are ready for operation. The costs of the day-to-day servicing of Property, Plant and Equipment are recognised in the income statement as incurred.

The gain or loss arising on the disposal of an asset is determined as the difference between the sale proceeds and the carrying amount of the asset and is recognised in the income statement.

Item wise depreciation rates are as follows:

Asset category	Rate of depreciation (%)
Land and land development	Nil
Factory building	5
Godown	10
Plant and machinery	10
Furniture and fixtures	10
Sub Station (Machinery)	15
Gas Generator	15
Office equipment	15
Vehicles	20

Para-60 of IAS-16 does not specify any specific method of calculation of depreciation. However, para-62 specifies three methods of which diminishing balance has been used by the company consistently considering reducing future economic benefit of the assets.

(D) Impairment

The carrying value of the company's assets, other than inventories, are reviewed at each date of the statement of financial position to determine whether there is any indication of impairment. If any such indication exists, the recoverable amount of the asset is estimated. An impairment loss will be recognised whenever the carrying amount of the asset or its cash-generating unit exceeds its recoverable amount. Impairment losses, if any, are recognised in the statement of profit or loss and other comprehensive income.

(E) Revaluation of Asset

The Company initially conducted revaluation of certain class of assets during the year 2009-10 and 2010-11. During the year ended 30 June 2020, the Company conducted another revaluation of same class of assets (i.e. Land & land development, Factory building, and Godown) in compliance with IAS-16 para 34. An independent valuer was assigned to perform this task. Impact of revaluation has been recongnised in the financial statements.



3.08 Accounting policy for IFRS 16: Leases

The Company as lessee:

The Company assesses whether a contract is or contains a lease, at inception of the contract. The Company recognizes a right-of-use asset and a corresponding lease liability with respect to all lease arrangements in which it is the lessee, except for short-term leases (defined as leases with a lease term of 12 months or less) and leases of low value, assets (such as tablets and personal computers, small items of office furniture and telephones). For these leases, the Company recognizes the lease payments as an operating expense on a straight-line basis over the term of the lease unless another systematic basis is more representative of the time pattern in which economic benefits from the leased assets are consumed.

Following IFRS 16 paragraph 15, The Company has elected to opt for the practical expedient that permits lessees to make an accounting policy election, by class of underlying asset, to account for each separate lease component of a contract and any associated non-lease components as a single lease component. This expedient has been opted to alleviate concerns that the costs and administrative burden of allocating consideration to separate lease and non-lease components may not be justified by the benefit of more precisely reflecting the right-of-use asset and the lease liability.

The lease liability is initially measured at the present value of the lease payments that are not paid are the commencement date discounted by using the rate implicit in the lease. If this rate cannot be readily determined, the Company uses the Bangladesh Bank T-bill. Lease payments included in the measurement of the lease liability comprise:

- Fixed lease payments (including in substance fixed payments), less any lease incentives receivable;
- Variable lease payment that depends on an index or rate, initially measured using the index;
- The amount expected to be payable by the lessee under residual value guarantees;
- The exercise price of purchase options, if the lessee is reasonably certain to exercise the options; and
- Payments of penalties for terminating the lease, if the lease term reflects the exercise of an option to terminate the lease.

The lease liability is presented as a separate line in the statement of financial position. The lease liability is subsequently measured by increasing the carrying amount to reflect interest on the lease liability (using the effective interest method) and by reducing the carrying amount to reflect the lease payments made.

The Company remeasures the lease liability (and makes a corresponding adjustment to the related right-of-use asset) whenever:

- The lease term has changed or there is a significant event or change in circumstances resulting in a change in the assessment of exercise of a purchase option, in which case the lease liability is measured by discounting the revised lease payments using a revised discount rate.
- The lease payments change due to changes in an index or rate on a change expected payment under a guaranteed residual value, in which cases the lease liability is remeasured by discounting the lease payments using an unchanged discount rate (unless the lease payments change is due to a change in a floating interest rate, in which case revised discount rate is used).
- A lease contract is modified and the lease modification is not accounted for as a separate lease, in which case the lease liability is remeasured based on the lease term of the modified lease by discounting the revised lease payments using a revised discount rate at the effective date of the modification.



The Company did not make any such adjustments during the periods presented. The right-of-use assets comprise the initial measurement of the corresponding lease liability, lease payments made at or before the commencement day, less any lease incentives received and any initial direct costs. They are subsequently measured at cost less accumulated depreciation and impairment losses. Whenever the Company incurs an obligation for costs to dismantle and remove a leased asset, restore the site on which it is located or restore the underlying asset to the condition required by the terms and conditions of the lease, a provision is recognized and measured under IAS 37. To the extent that the costs relate to a right-of-use asset, the costs are included in the related right-of-use asset, unless those costs are incurred to produce inventories.

Right-of-use assets are depreciated over the shorter period of lease term and useful life of the right-of use asset. If a lease transfers ownership of the underlying asset or the cost of the right-of-use asset reflects that the Company expects to exercise a purchase option, the related right-of-use asset is depreciated ver the useful life of the underlying asset. The depreciation starts at the commencement date of the lease. The right-of-use assets are presented as a separate line in the statement of financial position. The Company applies IAS 36 to determine whether a right-of-use asset is impaired and accounts for any identified impairment loss as described in the Property and Equipment policy.

3.09 IFRS 9 Financial Instruments

IFRS 9 sets out requirements for recognising 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.

IFRS 9 contains three principal classification categories for financial assets: measured at amortised cost, Fair Value through Other Comprehensive Income (FVOCI) and fair value through profit or loss (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.

3.10 Capital Work in Process:

Capital work-in-process comprises Godown, Medical & Day Care Center and Machineries in Transit.

3.11 Cash and cash equivalents

Cash and cash equivalents include cash on hand and cash at bank including fixed deposits which are available for use by the Company without any restriction.



3.12 Accounts receivable

Accounts receivable at the Statement of Financial Position date is stated at amount which are considered realizable. Provision is made for receivable considered to be doubtful of recovery following expected credit loss model.

3.13 Inventories

Inventories are stated at the lower of cost and net realizable value in compliance to the requirement of Para 21 & 25 of IAS-2.

Types of Stock	Basis of Valuation
Raw Materials, Packing Materials and Work-in-process	At cost and net realizable value whichever is lower
Finished Goods	At cost and net realizable value whichever is lower
Spare & Parts	Weighted average cost and net realizable value whichever is lower
Diesel & Lube Oil	At cost and net realizable value whichever is lower
Stock of Bandhan	At cost and net realizable value whichever is lower

The cost is determined on weighted average cost basis. Net realizable value is based on estimated selling price less any further costs anticipated to be incurred to make the sale. Any obsolete stock of abnormal losses are recognized as expenses.

3.14 Advance, Deposit and Prepayments

Advance, Deposit and Prepayments comprise salary advance, advance to supplier, security deposit to Titas Gas Transmission and Distribution Co. Ltd. which will be adjusted against their bills and refundable by the suppliers at the end of the service period.

3.15 Capital

Share Capital

Share capital is fully paid up by the shareholders. Details have been mentioned in note -14.

3.16 Retained Earning

Retained earning represents available distributable profit to the shareholders after making all necessary adjustments in the financial statements.

3.17 Deferred Tax

Deferred tax is recognized on difference between the carrying amount of assets and liabilities in the financial statements and the corresponding tax based assets in the computation of taxable profit. Deferred tax liability are generally recognized for all taxable temporary differences and deferred tax assets are generally recognized for all deductible temporary differences to the extent that it is probable that taxable profit will be available against which those deductible temporary differences can be utilized.



3.18 Current tax

The tax currently payable is based on taxable profit for the year. Taxable profit differs from profit reported in the Statement of profit or loss because it excludes items of income or expenses that are taxable or deductible in other years and it further excludes items that are never taxable or deductible. The Company's liability for current tax is calculated using tax rates enacted or substantively enacted at the reporting date, and any adjustment to tax payable in respect of previous periods.

3.19 Provisions

A provision is recognized in the Statement of Financial Position when the company has a present obligation (legal or constructive) of a past event and when it is probable that an outflow of economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation.

3.20 Finance costs

Finance costs comprise interest expenses on bank loan and other borrowings and are recognized in the income statement.

3.21 Finance income

Finance income comprises interest income on fixed deposit and STD Bank Accounts over the financial year.

3.22 Workers' profit participation fund

Allocation for workers' profit participation funds has been made @ 5% of profit before charging such expenses as per provisions of the Labour Act 2006 as amended

3.23 Provident Fund

Members, on confirmation, in regular employment of the company, are eligible to join the provident fund to which members contribute 7% of their basic salaries and the Company makes a matching contribution. The Fund is administered by a Board of Trustees approved by NBR.

3.24 Foreign currency translation

Transactions in foreign currencies are translated into BDT at the rate of exchange ruling on the dates when the transactions take place. Exchange currency differences, if any, arising on year end, translations are recognized in the income statement.

3.25 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.

3.26 Earnings per share

Basic EPS is calculated by dividing the profit or loss attributable to the weighted average number of ordinary shares during the period.

3.27 Related party disclosure

As per IAS -24: Related Party Disclosures, the parties are considered to be related if one of the parties has the ability to control another party or exercise significant influence over the other party in making financial and operating decisions. The company carried out transactions in the ordinary course of business on an arm's length basis with its related parties.



3.28 Financial Risk management

The Company has exposures to the following risks from its use of financial instruments

- Credit risk
- Liquidity risk
- Market risk
- Capital risk management
- Operational risk

The Board of Directors has overall responsibility for the establishment and oversight of the Company's risk management framework. The Board oversees how management monitors compliance with risk management policies and procedures, and reviews the adequacy of the risk management framework in relation to risks faced by the Company. The Board is assisted in its oversight role by Audit Committee. Internal Audit, under the purview of Audit Committee, undertakes both regular and ad hoc reviews of risk management controls and procedures, the results of which are reported to the Audit Committee.

Credit Risk

Credit risk is the risk of financial loss to the Company if a buyer or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the Company's receivable from customers and investment securities. The Company's major sales are made to the RMG exporting Companies having common directorship. A minor quantity of sales are made to the external parties. All sales are fully secured by Letters of Credit by local scheduled banks.

Liquidity Risk

Liquidity risk is the risk that the Company will be unable to meet its financial obligations as they fall due. The Company's approach to managing liquidity 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. In general, Management ensures that it has sufficient cash and cash equivalent to meet expected operational expenses, including the servicing of financial obligation through preparation of the cash 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. Moreover, the Company seeks to maintain short term lines of credit with scheduled commercial banks to ensure payment of obligations in the event that there is insufficient cash to make the required payment.

The requirement is determined in advance through cash flow projections and credit line facilities with banks are negotiated accordingly.

Market Risk

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

Capital Risk Management

The Company's objective when managing capital are to safeguard the Company's ability to continue as a going concern in order to provide returns for shareholders and benefits for other stakeholders and to maintain an optimal capital structure to reduce the cost of capital. The Board seeks to maintain a balance between the higher returns that might be possible with optimum levels of borrowings and the advantages and security afforded by a sound capital position. The Board also monitors dividend trend to ordinary shareholders.



Operational Risk

Operation of the factory is mostly automated and involves minimal manual input. The overall process adheres to highest international standards. The plant is run by experienced and professional personnel. The workers and officers of the Company are properly trained. Besides, the machineries are properly maintained and repaired whenever necessary. The factory building is well constructed and has adequate fire control measures.

3.29 Segment reporting

Reference to the IFRS 8, we are operating a single business and geographic segment as such no segment reporting is required.

3.30 Events after the reporting date

Events after the reporting date that provide additional information about the Company's position at the reporting date are reflected in the financial statements. Events after the reporting date that are not adjusting events are disclosed in the notes when material.

3.31 Non-current assets held for sale

The Company classify a non-current asset (or disposal group) as held for sale if its carrying amount will be recovered principally through a sale transaction rather than through continuing use.

For the classification as held for sale to be made detailed criteria must be met:

- The asset must be available for immediate sale in its present condition.
- Its sale must be highly probable (i.e. significantly more likely than probable).

For the sale to be highly probable:

- Management must be committed to a plan to sell the asset.
- There must be an active programmed to locate a buyer.
- The asset must be marketed for sale at a price that is reasonable in relation to its current fair value.
- The sale should be expected to take place within one year from the date of classification.
- It is unlikely that significant changes to the plan will be made or that the plan will be withdrawn.

A non-current asset held for sale is measured at the lower of:

- Its carrying amount
- Its fair value less costs to sell (i.e. its net selling price)

Impairment loss recognized in profit or loss at the time of classification as held for sale and subsequently.

3.32 Comparative information:

Comparative information for the year ended June 30, 2023, has been provided for all numerical data in the financial statements, as well as for narrative and descriptive information when relevant to enhance understanding of the current year's financial statements. Prior period figures have been restated and reclassified where necessary to ensure comparability with the current period. Specifically, the investment in Fixed Deposit Receipts (FDR) has been reclassified from cash and cash equivalents to investments in order to comply with paragraph 7 of IAS 7: Statement of Cash Flows.



3.33 Application of Accounting Standards

The following IASs and IFRSs are applicable for the preparation of 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 19 Employee benefits
- 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
- IAS 38 Intangible assets
- IFRS 5 Non-current assets held for sale and discontinued operations
- IFRS 7 Financial Instruments, disclosures
- IFRS 9 Financial Instruments
- IFRS 15 Revenue from Contract with Customers
- IFRS 16 Lease





Amounts in Taka 30 June 2024 30 June 2023 Notes 4 Property, plant and equipment Α NON REVALUED ASSETS: Cost Opening balance (at cost) 7,641,926,228 6,030,122,447 Add: Additions 597,472,660 1,684,686,724 8,239,398,888 7,714,809,172 Less: Disposal/Adjustment (81,286,379) (72,882,944)Closing balance (a) 8,158,112,509 7,641,926,228 **Accumulated Depreciation** Opening balance 3,527,227,948 3,187,365,312 Add: Charges for the year 390,763,011 397,695,202 3,917,990,959 3,585,060,515 Less: Disposal/Adjustment (66,060,795) (57,832,567)Closing balance (b) 3,851,930,164 3,527,227,948 Written Down Value (a-b) 4,306,182,345 4,114,698,280 В **REVALUED ASSETS:** Revalued amount: Opening balance (at revalued cost) 1,645,218,621 1,645,218,621 Add: Additions 1,645,218,621 1,645,218,621 Less: Disposal/Adjustment Closing balance (a) 1,645,218,621 1,645,218,621 **Accumulated Depreciation** Opening balance 134,179,507 116,163,408 Add: Charges for the year 16,966,293 18,016,098 151,145,800 134,179,507 Less: Disposal/Adjustment Closing balance (b) 151,145,800 134,179,507 Written Down Value of Revaluation Assets (a-b) 1,494,072,821 1,511,039,114 Total Written Down Value (A+B) 5,800,255,166 5,625,737,394 Policy notes is mentioned in note 3.07 E 5 Right-of-use assets (ROU) Cost: 13,270,711 Opening Balance 13,270,712 Add: Addition during the period 17,852,885 Less: Disposal during the period Closing balance (a) 31,123,596 13,270,712 Accumulated Depreciation Opening balance 11,058,926 8,404,784 Add: Charges for the year 2,806,881 2,654,142 Less: Disposal/Adjustment Closing balance (b) 13,865,807 11,058,926 17,257,789 Written Down Value (a-b) 2,211,785



	Notes	30 June 2024	30 June 2023
6 Investment			
Investment in marketable securities	6.1	44,979,412	52,971,536
Term Deposit	6.2	13,519,561	12,521,304
		58,498,973	65,492,840
6.01 Investment in marketable securities			
Opening balance		52,971,536	54,819,850
Add: Addition during the year		-	-
		52,971,536	54,819,850
Realized gain /(loss)		1,940,959	447,976
Unrealized gain /(loss) for fair value adjustment			
Closing balance		(23,796,898)	(13,863,815)
Opening balance		13,863,815	11,567,525
		(9,933,083)	(2,296,290)
Closing balance		44,979,412	52,971,536

Name of securities	No. of Share	Rate	Cost Value	Market rate per share as on 30 June 2024	Market value as on 30 June 2024
Mercantile Bank	219,300	13.73	3,010,000	9.80	2,149,140
BSRM	10,000	104.06	1,040,600	90.00	900,000
South East Bank	389,376	13.33	5,191,200	9.20	3,582,259
Vanguard MF One	25,000	10.74	268,500	5.30	132,500
Shahji Power	74,880	91.49	6,850,800	65.50	4,904,640
I.C.B	8,610	133.15	1,146,400	59.40	511,434
Prime Bank	130,000	22.59	2,936,700	21.00	2,730,000
Beximco Pharma	5,000	223.28	1,116,400	118.10	590,500
Islami Insurance	90,000	50.82	4,573,995	39.40	3,546,000
AB Bank Ltd	321,483	13.36	4,295,100	6.70	2,153,936
FBFIF	220,000	7.00	1,540,000	3.60	792,000
GIB	420,000	8.30	3,486,159	6.40	2,688,000
Popular Life 1st MF	160,000	7.15	1,144,000	3.30	528,000
Phoenix Ins.	470,000	44.17	20,759,955	27.70	13,019,000
BATBC	8,500	571.26	4,855,710	322.80	2,743,800
Confidence Cem	16,537	127.05	2,101,050	67.80	1,121,209
	2,630,506		68,776,310		44,979,412



6.02 Term Deposit

LAST MATU- RITY DATE	FDR NO.	NAME OF BANK	TENOR	PRINCIPAL	ACCRUED INTEREST	TOTAL AMOUNT
3/21/2024	03560100155597	Exim,Karwan Br.	06 Months	1515800	710,896	2,226,696
6/20/2024	021002269568	Exim,Karwan Br.	12 Months	10413000	556,420	10,969,420
3/20/2024	0121003180852	Exim,Karwan Br.	12 Months	-	8,445	323,445
	Total			12,243,800	1,275,761	13,519,561

Amounts in Taka

	Notes	30 June 2024	30 June 2023
7 Capital work-in-process			
Charles Vara Cadavra	7.01		
Special Yarn Godown Special Yarn Building	7.01 7.02	-	3,023,041
Baro Bigha Cotton Godown-2	7.02	-	20,645,466
Baro Bigha Cotton Godown-2 Baro Bigha Utility Building	7.03 7.04	-	20,645,466 964,730
Baro Bigha Road Construction	7.04	- 15,798,097	6,949,283
MSML Internal Road Construction	7.05	7,438,955	5,670,137
Daycare & Medical Center	7.00		21,539,657
Gate House at Baro Bigha	7.07	_	2,717,345
Machineries in Transit	7.00	26,109,928	236,223,026
Machine res in Transic		49,346,980	297,732,685
7.01 Special Yarn Godown			
Opening Balance		_	6,268,793
Add: Addition during the year		-	-
Less: Adjustment during the year		-	(6,268,793)
Closing Balance		-	-
7.02 Special Yarn Building			
Opening Balance		3,023,041	164,511,100
Add: Addition during the year		· · · · · -	17,614,213
Less: Transfer to Fixed Assets		(3,023,041)	(179,102,273)
Closing Balance		-	3,023,041
7.03 Baro Bigha Cotton Godown-2			
Opening Balance		20,645,466	
Add: Addition during the year		1,677,998	20,645,466
Less: Transfer to Fixed Assets		(22,323,464)	20,013,100
Closing Balance		-	20,645,466
			. ,
7.04 Baro Bigha Utility Building			
Opening Balance		964,730	37,644,316
Add: Addition during the year		-	670,501
Less: Transfer to Fixed Assets		(964,730)	(37,350,087)
Closing Balance		-	964,730



Amoi	ıntc	in	エっレー
AIIIOI	11 11 \	111	Idka

			Amounts in Taka
	Notes	30 June 2024	30 June 2023
7.05 Baro Bigha Road Construction			
Ç			
Opening Balance		6,949,283	
Add: Addition during the year		8,848,813	6,949,283
Less: Transfer to Fixed Assets		0,040,013	0,575,205
		15 709 007	6 040 292
Closing Balance		15,798,097	6,949,283
700 10011111 10 10 10 11			
7.06 MSML Internal Road Construction			
		5 670 407	
Opening Balance		5,670,137	
Add: Addition during the year		1,768,818	7,598,630
Less: Transfer to Fixed Assets		-	(1,928,493)
Closing Balance		7,438,955	5,670,137
7.07 Daycare & Medical Center			
Opening Balance		21,539,657	-
Add: Addition during the year		722,146	21,539,657
Less: Transfer to Fixed Assets		(22,261,803)	-
Closing Balance		-	21,539,657
			,,
7.08 Gate House at Baro Bigha			
7100 Gate 110ase at Baro Bigina			
Opening Balance		2,717,345	_
Add: Addition during the year		2,669,739	2,717,345
Less: Transfer to Fixed Assets		(5,387,084)	2,717,343
		(3,367,064)	2 717 245
Closing Balance		-	2,717,345
Incompanies			
Inventories			
	0.04	2 202 402 767	4 604 640 670
Manufacturing Inventory	8.01	2,202,103,767	1,681,613,673
Non Manufacturing Inventory	8.02	42,744,339	35,398,691
		2,244,848,107	1,717,012,364
Manufacturing Inventory			
Raw cotton	8.01.01	1,533,005,504	1,221,975,884
Finished yarn	8.01.02	346,454,699	243,445,597
Packing materials	8.01.03	8,738,955	5,170,352
Work-in-process	8.01.04	107,183,047	74,350,938
Spare parts	8.01.05	206,721,562	136,670,902
		2,202,103,767	1,681,613,673

8

8.01



	_	Notes	30 June 2024	30 June 2023
8.01.01	Raw cotton			
	Value (TK.)			
	Conventional Cotton		780,939,977	926,822,245
	Organic Cotton		553,078,468	123,789,749
	Synthetic Fiber		149,405,833	153,803,263
	Usable Waste Cotton		37,545,223	11,203,138
	Waste Cotton		12,036,003	6,357,489
	Total		1,533,005,504	1,221,975,884
	Quantity (KG)			
	Conventional Cotton		3,029,913	3,230,077
	Organic Cotton		1,855,758	365,324
	Synthetic Fiber		789,235	679,130
	Usable Waste Cotton		332,582	126,297
	Waste Cotton		200,175	74,150
	Total		6,207,664	4,474,978
8.01.02	Finished yarn			
	Value (TK.)			
	Carded		31,264,921	16,811,963
	Combed		137,276,789	87,170,127
	Slub		9,967,894	15,727,733
	Synthetic		68,494,465	41,765,457
	Melange		25,145,352	36,772,007
	Vortex		33,008,754	10,363,618
	Open End		36,473,966	31,585,071
	Twisted yarn		4,822,558	3,249,621
	Total		346,454,699	243,445,597
	Quantity (KG)			
	Carded		83,133	43,406
	Combed		304,207	176,886
	Slub		23,260	31,938
	Synthetic		192,017	117,078
	Melange		56,513	83,728
	Vortex		87,350	21,680
	Open End		133,357	119,203
	Twisted yarn		12,417	7,347
	Total		892,254	601,266



		_	
Amounts	ın	12	1/2

				7 (ITTO GITES ITT TORKS
		Notes	30 June 2024	30 June 2023
8.01.03	Packing materials Value (TK.)			
	Opening balance		5,170,352	3,444,979
	Add: Purchase during the period		73,305,091	58,006,969
	Packing materials available for		78,475,443	61,451,947
	consumption			
	Less: Consumption during the period		69,736,488	56,281,596
	Closing balance		8,738,955	5,170,352

8.01.04 Work-in-process

Particulars June 30, 2024 June 30, 2023 Blow Room 93,621 29,458 27,524,620 5,752,545 Carding 9,160 7,892 2,288,355 1,870,112 B. Drawing 5,803 7,251 1,494,783 1,706,298 Combing 5,550 5,103 1,660,823 1,345,976 F. Drawing 25,110 8,877 7,143,448 2,064,812 Simplex 61,059 60,680 17,480,974 14,597,422 Ring Frame 90,970 91,892 33,482,133 28,287,653 Winding 8,742 5,638 3,269,162 1,640,551 Packing 27,696 51,190 10,252,294 15,185,839 Rotor 7,090 7,864 1,854,166 1,140,850 Vortex 1,573 3,720 494,344 758,880		Quantity (KG)				
Carding9,1607,8922,288,3551,870,112B. Drawing5,8037,2511,494,7831,706,298Combing5,5505,1031,660,8231,345,976F. Drawing25,1108,8777,143,4482,064,812Simplex61,05960,68017,480,97414,597,422Ring Frame90,97091,89233,482,13328,287,653Winding8,7425,6383,269,1621,640,551Packing27,69651,19010,252,29415,185,839Rotor7,0907,8641,854,1661,140,850Vortex1,5733,720494,344758,880		Particulars	June 30, 2024	June 30, 2023		
Carding9,1607,8922,288,3551,870,112B. Drawing5,8037,2511,494,7831,706,298Combing5,5505,1031,660,8231,345,976F. Drawing25,1108,8777,143,4482,064,812Simplex61,05960,68017,480,97414,597,422Ring Frame90,97091,89233,482,13328,287,653Winding8,7425,6383,269,1621,640,551Packing27,69651,19010,252,29415,185,839Rotor7,0907,8641,854,1661,140,850Vortex1,5733,720494,344758,880			02.624	20.450	27.524.620	F 7F2 F 4F
B. Drawing5,8037,2511,494,7831,706,298Combing5,5505,1031,660,8231,345,976F. Drawing25,1108,8777,143,4482,064,812Simplex61,05960,68017,480,97414,597,422Ring Frame90,97091,89233,482,13328,287,653Winding8,7425,6383,269,1621,640,551Packing27,69651,19010,252,29415,185,839Rotor7,0907,8641,854,1661,140,850Vortex1,5733,720494,344758,880						
Combing5,5505,1031,660,8231,345,976F. Drawing25,1108,8777,143,4482,064,812Simplex61,05960,68017,480,97414,597,422Ring Frame90,97091,89233,482,13328,287,653Winding8,7425,6383,269,1621,640,551Packing27,69651,19010,252,29415,185,839Rotor7,0907,8641,854,1661,140,850Vortex1,5733,720494,344758,880						
F. Drawing25,1108,8777,143,4482,064,812Simplex61,05960,68017,480,97414,597,422Ring Frame90,97091,89233,482,13328,287,653Winding8,7425,6383,269,1621,640,551Packing27,69651,19010,252,29415,185,839Rotor7,0907,8641,854,1661,140,850Vortex1,5733,720494,344758,880		<u> </u>				
Simplex61,05960,68017,480,97414,597,422Ring Frame90,97091,89233,482,13328,287,653Winding8,7425,6383,269,1621,640,551Packing27,69651,19010,252,29415,185,839Rotor7,0907,8641,854,1661,140,850Vortex1,5733,720494,344758,880						
Ring Frame90,97091,89233,482,13328,287,653Winding8,7425,6383,269,1621,640,551Packing27,69651,19010,252,29415,185,839Rotor7,0907,8641,854,1661,140,850Vortex1,5733,720494,344758,880						
Winding8,7425,6383,269,1621,640,551Packing27,69651,19010,252,29415,185,839Rotor7,0907,8641,854,1661,140,850Vortex1,5733,720494,344758,880		· ·				
Packing 27,696 51,190 10,252,294 15,185,839 Rotor 7,090 7,864 1,854,166 1,140,850 Vortex 1,573 3,720 494,344 758,880		<u> </u>				
Rotor 7,090 7,864 1,854,166 1,140,850 Vortex 1,573 3,720 494,344 758,880						
Vortex 1,573 3,720 494,344 758,880		O .				
				3,720		/58,880
Twisting 750 - 237,945 - Total 337,124 279,565 107,183,047 74,350,938				270 565		74 250 029
Total 337,124 279,565 107,183,047 74,350,938		TOLAI	337,124	279,505	107,165,047	/4,350,936
8.01.05 Spare parts	8 01 05	Snare narts				
olonos spare pares	0.01.03	Spare parts				
Opening Balance 136,670,902 102,883,399		Opening Balance			136,670,902	102,883,399
Add: Addition during the year 235,436,408 559,993,655		, -	year			
372,107,310 662,877,055		0	,			
Less: Consumption during the year 65,369,218 63,369,219		Less: Consumption durin	ng the year		65,369,218	
Less: Transfer to other GL 100,016,530 462,836,934		Less: Transfer to other G	iL		100,016,530	462,836,934
Closing balance 206,721,562 136,670,902		Closing balance			206,721,562	136,670,902
8.02 Non Manufacturing Inventory	8.02 Non I	Manufacturing Inventory	,			
Stock of Bandhan 2,026,514 2,863,921						
Stock of Stamp 49,368 17,646		'				
Stock of Medicine 22,485 88,017					22,485	
Other Production Material - 7,500					-	
Construction Material 4,353,349 7,513,713						
Store Materials under Inspection 36,292,623 24,907,894	Store I	Materials under Inspectior)		36,292,623	24,907,894



35,398,691

42,744,339

9 Accounts receivable Receivable other than related party Receivable from related party Provision for Bad and Doubtful Debts 9.01 (21,118,613,544 Bank interest receivable on FDR Provision for Bad and Doubtful Debts 801,919,920 (21,014,557) (25,848,146) (21,014,557) (25,848,146) (21,014,557) (25,848,146) (21,014,557) (25,848,146) (24,162,129,986) 9.01 Receivable other than related party Abonti Colour Tex. Ltd 1,002,410 (908,965) (24,162,129,86) (17,256,337) (25,848,146) (17,256,337) (25,848,146) (17,256,337) (25,848,146) (17,256,337) (27,844,146) (17,256,337) (27,844,146) (17,256,337) (27,844,146) (17,256,337) (27,844,146) (17,256,337) (27,844,146) (17,256,337) (27,844,146) (17,256,337) (27,844,146) (17,256,337) (27,844,146) (21,277,33,141,144) (21,277,33,141,144) (21,277,34,141) (21,277,34,1			Notes	30 June 2024	30 June 2023
Receivable from related party Bank interest receivable on FDR 7,711,071 6,570,456 7,711,071 6,570,456 7,711,071 6,570,456 7,711,071 6,570,456 7,711,071 6,570,456 7,711,071 6,570,456 7,711,071 6,570,456 7,711,071 7,711,071 7,570,456 7,711,071,071 7,711,071 7,711,071,071 7,711,071 7,711,071,071 7,	9 Accor	unts receivable			
Receivable from related party Bank interest receivable on FDR 7,711,071 6,570,456 7,711,071 6,570,456 7,711,071 6,570,456 7,711,071 6,570,456 7,711,071 6,570,456 7,711,071 6,570,456 7,711,071 6,570,456 7,711,071 7,711,071 7,570,456 7,711,071,071 7,711,071 7,711,071,071 7,711,071 7,711,071,071 7,		Receivable other than related party	9.01	801,919,920	342,222,236
Bank interest receivable on FDR 7,711,071 6,570,456 Provision for Bad and Doubtful Debts 2,1014,557 (25,848,146) 2,416,212,986 1,441,558,089					
Provision for Bad and Doubtful Debts (21,014,557) (25,848,146) 2,416,212,986 1,441,558,089 9.01 Receivable other than related party Abonti Colour Tex. Ltd 1,002,410 908,965 Cotton Club(Bd) Ltd 7,804,263 17,256,337 Amber Denim Ltd 356,474,910 174,261,755 Akh Knitting & Dyeing Ltd 212,773 191,311 Asrotex Ltd. 4,752,451 2,975,713 Graphics Textiles Ltd 62,687,227 - Pakiza Knit Composite Ltd. 22,504,665 - Comfit Composite Knit Ltd 4,262,278 36,154,599 Plummy Fashion Ltd 10,040,310 - Impress Newtex Composite Textile Ltd 23,781,434 - Fakir Apparels Ltd 10,437,131 35,108,484 Fakir Fashions Ltd 6,647,378 - Multifab's Limited 8,533,769 - GMS Composite Knitting Industries Ltd 13,638,179 - Fakhruddin Textiles Ltd 42,149,726 34,106,705 Aus Bangla Jutex Ltd 42,149,726 34,		· · · · · · · · · · · · · · · · · · ·			
9.01 Receivable other than related party Abonti Colour Tex. Ltd					
Abonti Colour Tex. Ltd Cotton Club(Bd) Ltd 7,804,263 17,256,337 Amber Denim Ltd 356,474,910 174,261,755 Akh Knitting & Dyeing Ltd 212,773 191,311 Asrotex Ltd. 4,752,451 2,975,713 Graphics Textiles Ltd 62,687,227 Pakiza Knit Composite Ltd. 22,504,665 Comfit Composite Knit Ltd 4,262,278 Plummy Fashion Ltd 10,040,310 Impress Newtex Composite Textile Ltd 23,781,434 Fakir Apparels Ltd Fakir Apparels Ltd 6,647,378 Multifab's Limited 8,533,769 GMS Composite Knitting Industries Ltd 13,638,179 Fakhruddin Textiles Ltd 8,860,473 Lida Textile And Dyeing Ltd 1,4105,892 Lithium Knit Fabrics Ltd 1,204,606 Tropical Knitex Ltd 1,395,769 Square Fashions Ltd 1,395,7769 1,661,967 Square Fashions Ltd 1,305,740 3,827,811 Victoria Intimate Ltd 6,655,200 Chers 11,680,645					
Cotton Club(Bd) Ltd 7,804,263 17,256,337 Amber Denim Ltd 356,474,910 174,261,755 Akh Knitting & Dyeing Ltd 212,773 191,311 Asrotex Ltd. 4,752,451 2,975,713 Graphics Textiles Ltd 6,6687,227 - Pakiza Knit Composite Ltd. 22,504,665 - Comfit Composite Knit Ltd 4,262,278 36,154,599 Plummy Fashion Ltd 10,040,310 - Impress Newtex Composite Textile Ltd 23,781,434 - Fakir Apparels Ltd 23,781,434 - Fakir Fashions Ltd 101,437,131 35,108,484 Arabi Fashion Ltd 6,647,378 Multifab's Limited 8,533,769 GMS Composite Knitting Industries Ltd 13,638,179 - Fakhruddin Textiles Ltd 42,149,726 34,106,705 Aus Bangla Jutex Ltd 8,860,473 - Lida Textile And Dyeing Ltd 7,470,232 - Jointex Knit Wears Ltd. 14,105,892 14,105,892 Lithium Knit Fabrics Ltd 7,846,123 - Cute Dress Industry 13,957,769 1,661,967 Square Fashions Ltd. 13,305,740 3,827,811 Victoria Intimate Ltd 6,655,200 - Others 22,429,983 11,680,645	9.01	Receivable other than related party			
Cotton Club(Bd) Ltd 7,804,263 17,256,337 Amber Denim Ltd 356,474,910 174,261,755 Akh Knitting & Dyeing Ltd 212,773 191,311 Asrotex Ltd. 4,752,451 2,975,713 Graphics Textiles Ltd 6,6687,227 - Pakiza Knit Composite Ltd. 22,504,665 - Comfit Composite Knit Ltd 4,262,278 36,154,599 Plummy Fashion Ltd 10,040,310 - Impress Newtex Composite Textile Ltd 23,781,434 - Fakir Apparels Ltd 23,781,434 - Fakir Fashions Ltd 101,437,131 35,108,484 Arabi Fashion Ltd 6,647,378 Multifab's Limited 8,533,769 GMS Composite Knitting Industries Ltd 13,638,179 - Fakhruddin Textiles Ltd 42,149,726 34,106,705 Aus Bangla Jutex Ltd 8,860,473 - Lida Textile And Dyeing Ltd 7,470,232 - Jointex Knit Wears Ltd. 14,105,892 14,105,892 Lithium Knit Fabrics Ltd 7,846,123 - Cute Dress Industry 13,957,769 1,661,967 Square Fashions Ltd. 13,305,740 3,827,811 Victoria Intimate Ltd 6,655,200 - Others 22,429,983 11,680,645		Abonti Colour Tex 1td		1 002 410	908 965
Amber Denim Ltd Akh Knitting & Dyeing Ltd Akh Knitting & Dyeing Ltd Asrotex Ltd. Graphics Textiles Ltd Account Graphics Textile Ltd Arabir Apparels Ltd Arabir Fashions Ltd Arabir Fashions Ltd Arabir Fashion Ltd A					
Akh Knitting & Dyeing Ltd					
Asrotex Ltd. 4,752,451 2,975,713 Graphics Textiles Ltd 62,687,227 - Pakiza Knit Composite Ltd. 22,504,665 - Comfit Composite Knit Ltd 4,262,278 36,154,599 Plummy Fashion Ltd 10,040,310 - Impress Newtex Composite Textile Ltd 23,781,434 - Fakir Apparels Ltd - 2,024,788 Fakir Fashions Ltd 101,437,131 35,108,484 Arabi Fashion Ltd 6,647,378 Multifab's Limited 8,533,769 - GMS Composite Knitting Industries Ltd 13,638,179 - Fakhruddin Textiles Ltd 42,149,726 34,106,705 Aus Bangla Jutex Ltd 8,860,473 - Lida Textile And Dyeing Ltd 7,470,232 - Jointex Knit Wears Ltd. 14,105,892 Lithium Knit Fabrics Ltd 6,908,666 Tropical Knitex Ltd 7,846,123 - Cute Dress Industry 13,957,769 1,661,967 Square Fashions Ltd. 34,450,938 1,048,600 Epyllion Knitex Ltd. 13,305,740 3,827,811 Victoria Intimate Ltd 6,655,200 - Others 22,429,983 11,680,645					
Graphics Textiles Ltd 62,687,227 - Pakiza Knit Composite Ltd. 22,504,665 - Comfit Composite Knit Ltd 4,262,278 36,154,599 Plummy Fashion Ltd 10,040,310 - Impress Newtex Composite Textile Ltd 23,781,434 - Fakir Apparels Ltd 2,024,788 Fakir Fashions Ltd 101,437,131 35,108,484 Arabi Fashion Ltd 6,647,378 Multifab's Limited 8,533,769 - GMS Composite Knitting Industries Ltd 13,638,179 - Fakhruddin Textiles Ltd 42,149,726 34,106,705 Aus Bangla Jutex Ltd 42,149,726 34,106,705 Aus Bangla Jutex Ltd 8,860,473 - Lida Textile And Dyeing Ltd 7,470,232 - Jointex Knit Wears Ltd 14,105,892 14,105,892 Lithium Knit Fabrics Ltd 6,908,666 6,908,666 Tropical Knitex Ltd 7,846,123 - Cute Dress Industry 13,957,769 1,661,967 Square Fashions Ltd. 34,450,938 1,048,600 Epyllion Knitex Ltd. 6,655,200 -					
Pakiza Knit Composite Ltd. 22,504,665 - Comfit Composite Knit Ltd 4,262,278 36,154,599 Plummy Fashion Ltd 10,040,310 - Impress Newtex Composite Textile Ltd 23,781,434 - Fakir Apparels Ltd - 2,024,788 Fakir Fashions Ltd 101,437,131 35,108,484 Arabi Fashion Ltd 6,647,378 Multifab's Limited 8,533,769 - GMS Composite Knitting Industries Ltd 13,638,179 - Fakhruddin Textiles Ltd 42,149,726 34,106,705 Aus Bangla Jutex Ltd 8,860,473 - Lida Textile And Dyeing Ltd 7,470,232 - Jointex Knit Wears Ltd. 14,105,892 14,105,892 Lithium Knit Fabrics Ltd 6,908,666 6,908,666 Tropical Knitex Ltd 7,846,123 - Cute Dress Industry 13,957,769 1,661,967 Square Fashions Ltd. 34,450,938 1,048,600 Epyllion Knitex Ltd. 13,305,740 3,827,811 Victoria Intimate Ltd 6,655,200 - Others 22,429,983 11,680,645 <td></td> <td></td> <td></td> <td></td> <td>-</td>					-
Comfit Composite Knit Ltd 4,262,278 36,154,599 Plummy Fashion Ltd 10,040,310 - Impress Newtex Composite Textile Ltd 23,781,434 - Fakir Apparels Ltd - 2,024,788 Fakir Fashions Ltd 101,437,131 35,108,484 Arabi Fashion Ltd 6,647,378 - Multifab's Limited 8,533,769 - GMS Composite Knitting Industries Ltd 13,638,179 - Fakhruddin Textiles Ltd 42,149,726 34,106,705 Aus Bangla Jutex Ltd 42,149,726 34,106,705 Aus Bangla Jutex Ltd 8,860,473 - Lida Textile And Dyeing Ltd 7,470,232 - Jointex Knit Wears Ltd. 14,105,892 14,105,892 Lithium Knit Fabrics Ltd 6,908,666 6,908,666 Tropical Knitex Ltd 7,846,123 - Cute Dress Industry 13,957,769 1,661,967 Square Fashions Ltd. 34,450,938 1,048,600 Epyllion Knitex Ltd. 13,305,740 3,827,811 Victoria Intimate Ltd 6,655,200 - Others 22,429,983		•			-
Plummy Fashion Ltd 10,040,310 - Impress Newtex Composite Textile Ltd 23,781,434 - Fakir Apparels Ltd - 2,024,788 Fakir Fashions Ltd 101,437,131 35,108,484 Arabi Fashion Ltd 6,647,378 Multifab's Limited 8,533,769 - GMS Composite Knitting Industries Ltd 13,638,179 - Fakhruddin Textiles Ltd 42,149,726 34,106,705 Aus Bangla Jutex Ltd 8,860,473 - Lida Textile And Dyeing Ltd 7,470,232 - Jointex Knit Wears Ltd. 14,105,892 14,105,892 Lithium Knit Fabrics Ltd 6,908,666 6,908,666 Tropical Knitex Ltd 7,846,123 - Cute Dress Industry 13,957,769 1,661,967 Square Fashions Ltd. 34,450,938 1,048,600 Epyllion Knitex Ltd. 13,305,740 3,827,811 Victoria Intimate Ltd 6,655,200 - Others 22,429,983 11,680,645					36,154,599
Impress Newtex Composite Textile Ltd 23,781,434 - Fakir Apparels Ltd - 2,024,788 Fakir Fashions Ltd 101,437,131 35,108,484 Arabi Fashion Ltd 6,647,378 - Multifab's Limited 8,533,769 - GMS Composite Knitting Industries Ltd 13,638,179 - Fakhruddin Textiles Ltd 42,149,726 34,106,705 Aus Bangla Jutex Ltd 8,860,473 - Lida Textile And Dyeing Ltd 7,470,232 - Jointex Knit Wears Ltd. 14,105,892 14,105,892 Lithium Knit Fabrics Ltd 6,908,666 6,908,666 Tropical Knitex Ltd 7,846,123 - Cute Dress Industry 13,957,769 1,661,967 Square Fashions Ltd. 34,450,938 1,048,600 Epyllion Knitex Ltd. 13,305,740 3,827,811 Victoria Intimate Ltd 6,655,200 - Others 22,429,983 11,680,645		•			-
Fakir Apparels Ltd 2,024,788 Fakir Fashions Ltd 101,437,131 35,108,484 Arabi Fashion Ltd 6,647,378 6,647,378 Multifab's Limited 8,533,769 - GMS Composite Knitting Industries Ltd 13,638,179 - Fakhruddin Textiles Ltd 42,149,726 34,106,705 Aus Bangla Jutex Ltd 8,860,473 - Lida Textile And Dyeing Ltd 7,470,232 - Jointex Knit Wears Ltd. 14,105,892 14,105,892 Lithium Knit Fabrics Ltd 6,908,666 6,908,666 Tropical Knitex Ltd 7,846,123 - Cute Dress Industry 13,957,769 1,661,967 Square Fashions Ltd. 34,450,938 1,048,600 Epyllion Knitex Ltd. 13,305,740 3,827,811 Victoria Intimate Ltd 6,655,200 - Others 22,429,983 11,680,645					-
Arabi Fashion Ltd Multifab's Limited GMS Composite Knitting Industries Ltd Fakhruddin Textiles Ltd Aus Bangla Jutex Ltd Lida Textile And Dyeing Ltd Jointex Knit Wears Ltd. Lithium Knit Fabrics Ltd Tropical Knitex Ltd Cute Dress Industry Square Fashions Ltd. Epyllion Knitex Ltd. Others Arabi Fashion Ltd 6,647,378 8,533,769 42,149,726 34,106,705 42,149,726 34,106,705 42,149,726 34,106,705 42,149,723 14,105,892 14		Fakir Apparels Ltd		-	2,024,788
Multifab's Limited 8,533,769 - GMS Composite Knitting Industries Ltd 13,638,179 - Fakhruddin Textiles Ltd 42,149,726 34,106,705 Aus Bangla Jutex Ltd 8,860,473 - Lida Textile And Dyeing Ltd 7,470,232 - Jointex Knit Wears Ltd. 14,105,892 14,105,892 Lithium Knit Fabrics Ltd 6,908,666 6,908,666 Tropical Knitex Ltd 7,846,123 - Cute Dress Industry 13,957,769 1,661,967 Square Fashions Ltd. 34,450,938 1,048,600 Epyllion Knitex Ltd. 13,305,740 3,827,811 Victoria Intimate Ltd 6,655,200 - Others 22,429,983 11,680,645		Fakir Fashions Ltd		101,437,131	35,108,484
GMS Composite Knitting Industries Ltd 13,638,179 - Fakhruddin Textiles Ltd 42,149,726 34,106,705 Aus Bangla Jutex Ltd 8,860,473 - Lida Textile And Dyeing Ltd 7,470,232 - Jointex Knit Wears Ltd. 14,105,892 14,105,892 Lithium Knit Fabrics Ltd 6,908,666 6,908,666 Tropical Knitex Ltd 7,846,123 - Cute Dress Industry 13,957,769 1,661,967 Square Fashions Ltd. 34,450,938 1,048,600 Epyllion Knitex Ltd. 13,305,740 3,827,811 Victoria Intimate Ltd 6,655,200 - Others 22,429,983 11,680,645		Arabi Fashion Ltd		6,647,378	
Fakhruddin Textiles Ltd 42,149,726 34,106,705 Aus Bangla Jutex Ltd 8,860,473 - Lida Textile And Dyeing Ltd 7,470,232 - Jointex Knit Wears Ltd. 14,105,892 14,105,892 Lithium Knit Fabrics Ltd 6,908,666 6,908,666 Tropical Knitex Ltd 7,846,123 - Cute Dress Industry 13,957,769 1,661,967 Square Fashions Ltd. 34,450,938 1,048,600 Epyllion Knitex Ltd. 13,305,740 3,827,811 Victoria Intimate Ltd 6,655,200 - Others 22,429,983 11,680,645		Multifab's Limited		8,533,769	-
Aus Bangla Jutex Ltd 8,860,473 Lida Textile And Dyeing Ltd 7,470,232 Jointex Knit Wears Ltd. 14,105,892 Lithium Knit Fabrics Ltd 6,908,666 Tropical Knitex Ltd 7,846,123 Cute Dress Industry 13,957,769 Square Fashions Ltd. 34,450,938 Epyllion Knitex Ltd. 13,305,740 Victoria Intimate Ltd 6,655,200 Others 22,429,983 - 4,860,473 - 7,470,232 - 14,105,892 - 14		GMS Composite Knitting Industries Ltd		13,638,179	-
Lida Textile And Dyeing Ltd 7,470,232 - Jointex Knit Wears Ltd. 14,105,892 14,105,892 Lithium Knit Fabrics Ltd 6,908,666 6,908,666 Tropical Knitex Ltd 7,846,123 - Cute Dress Industry 13,957,769 1,661,967 Square Fashions Ltd. 34,450,938 1,048,600 Epyllion Knitex Ltd. 13,305,740 3,827,811 Victoria Intimate Ltd 6,655,200 - Others 22,429,983 11,680,645		Fakhruddin Textiles Ltd		42,149,726	34,106,705
Jointex Knit Wears Ltd. 14,105,892 14,105,892 Lithium Knit Fabrics Ltd 6,908,666 6,908,666 Tropical Knitex Ltd 7,846,123 - Cute Dress Industry 13,957,769 1,661,967 Square Fashions Ltd. 34,450,938 1,048,600 Epyllion Knitex Ltd. 13,305,740 3,827,811 Victoria Intimate Ltd 6,655,200 - Others 22,429,983 11,680,645		Aus Bangla Jutex Ltd		8,860,473	-
Lithium Knit Fabrics Ltd 6,908,666 6,908,666 Tropical Knitex Ltd 7,846,123 - Cute Dress Industry 13,957,769 1,661,967 Square Fashions Ltd. 34,450,938 1,048,600 Epyllion Knitex Ltd. 13,305,740 3,827,811 Victoria Intimate Ltd 6,655,200 - Others 22,429,983 11,680,645		Lida Textile And Dyeing Ltd		7,470,232	-
Tropical Knitex Ltd 7,846,123 - Cute Dress Industry 13,957,769 1,661,967 Square Fashions Ltd. 34,450,938 1,048,600 Epyllion Knitex Ltd. 13,305,740 3,827,811 Victoria Intimate Ltd 6,655,200 - Others 22,429,983 11,680,645		Jointex Knit Wears Ltd.		14,105,892	14,105,892
Cute Dress Industry 13,957,769 1,661,967 Square Fashions Ltd. 34,450,938 1,048,600 Epyllion Knitex Ltd. 13,305,740 3,827,811 Victoria Intimate Ltd 6,655,200 - Others 22,429,983 11,680,645					6,908,666
Square Fashions Ltd. 34,450,938 1,048,600 Epyllion Knitex Ltd. 13,305,740 3,827,811 Victoria Intimate Ltd 6,655,200 - Others 22,429,983 11,680,645		•			-
Epyllion Knitex Ltd. 13,305,740 3,827,811 Victoria Intimate Ltd 6,655,200 - Others 22,429,983 11,680,645		· · · · · · · · · · · · · · · · · · ·			
Victoria Intimate Ltd 6,655,200 - Others 22,429,983 11,680,645		•			
Others 22,429,983 11,680,645					3,827,811
					-
		Others			
801,919,920 342,222,236				801,919,920	342,222,236
9.02 Receivable from related party	9.02	Receivable from related party			
Flamingo Fashions Ltd 294,527,974 128,332,524		Flamingo Fashions Ltd		294,527.974	128.332.524
Jinnat Fashions Ltd 47,205,420 14,277,181					
Mawna Fashions Ltd 156,050,364 101,801,418		•			
Dulal Brothers Ltd 4,678,721 18,400,495					
Jinnat Apparels Ltd 42,777,323 44,894,742					
Jinnat Knitwears Ltd 757,697,323 644,237,812					
Color City Ltd. 4,626,000 2,303,975		-			
Hamza Textiles Ltd. 261,460,191 109,269,338		3			
DB Trims Ltd 58,573,236 55,096,059					
1,627,596,551 1,118,613,544					



Age Analysis of Accounts Receivable:

1-3 Months 4-6 Months above 6 Months

Interest receivable on FDR(Vii) Provision for bad debts	-	7,711,071 (21,014,557)	7,711,071 (21,014,557)	6,570,456 (25,848,146)
Trovision for bad debts	2,128,170,899	(2,416,212,986	

I. Accounts receivable considered good in respect of which the company is fully secured

Accounts receivable accrued in the ordinary course of business are considered good and secured against confirmed L/c.

II. Accounts receivable considered good for which the company holds no security other than the personal security

There is no such accounts receivable in this respect as on 30 June 2024

III. Accounts receivable considered doubtful or bad

Tk. 21,014,557 receivable has been considered doubtful for which full provision has been incorporated in financial statements as per IFRS -9.

IV. Accounts receivable from the Directors or other officers of the company

There is no such accounts receivable in this respect as on 30 June 2024

V. Accounts receivable from Related Parties

There has been an amount of Tk 1,627,596,551 due as accounts receivable from related parties under common management.

VI. Provision for doubtful or bad debts

A money suit case no. 14/13 dated 8 April 2013 has been lodged in the High Court Division for the recovery of the outstanding amount from Lithium Knit Fabrics Ltd. Honorable High Court issued summon to the defendants.

VII. Interest receivable on FDR

Interest receivable on FDR shall be realized at the time of encashment of FDR from banks.



Amounts in Taka 30 June 2024 Notes 30 June 2023 10 Advances, deposits and prepayments Advances Salary & Allowances 1,647,530 1,603,530 **Prepaid Expenses** 34,549,778 9,912,394 **VAT Current Account** 17,380,340 7,502,542 Construction 10.01 87,449 898,396 10.02 47,945,186 Expenses 53,943,163 Advance Income Tax 10.03 401,405,865 450,176,304 503,016,148 524,036,329 Deposits Security deposit for Utilities 10.04 116,051,195 110,051,195 116,051,195 110,051,195 634,087,524 619,067,343 10.01 Construction Aziz & Company Ltd 456,200 280,000 Mia Engineering Bangladesh Limited. Jawad Trading 87,449 87,449 Dhaka Concrete 74,747 87,449 898,396 10.02 Expenses Bangla Trac Ltd. Pioneer Insurance Company Ltd 1,660,841 Saurer Spinning Solution Gmbh And Co. 397,274 Trutzschler Gmbh & Co. Kg 1,386,227 Marubeni Techno-Systems Corporation 2,372,882 Dbl C&F- Chittagong (New) 9,945,861 871,908 General Steel Buildings 11,602,500 Adex Engineering Limited 17,600,000 Thermax Colour Cotton Ltd 1,308,977 Novelty Infrastructures Limited 417,000 Tanveer International 1,933,249 4,182,425 Shanghai Tianfu Industrial Co., Ltd 1,622,900 Amin, Mr. Mohammad Ruhul 50,000 Qinshi Industrial Inc. 2,495,665 398,296 Hohenstein Textile Testing Institute Gmbh 626,395 N.S Enterprise 1,315,823 917,977 M.N Dyeing, Printing & Washing Mills Ltd 554,315 Parikh Patel & Co. 494,520 M/S Tania Enterprise 3,582,674 Tania Enterprise (Pvt.) Ltd. 14,867,497 M/S. Biswas Trading 1,532,203 Deputy Commissioner Of Taxes 3,809,417

900,000



Bestcooper Co. Ltd.

M/S. Banaripara Agency Mr. Rashid Mr. Sunny Lakshmi Ring Travellers (Coimbatore) Ltd. Mr. Jabeen Noman Bg. Filtration Gmbh J.S Transport MJL Bangladesh Ltd Local Purchase Others 10.03 Advance Income Tax Income Tax on Export Tax on Bank Interest & Others Opening Balance Add: Addition during the year (Section-102 F of ITA) Less: Adjustment against provision for previous years AlT Closing Balance Add: Addition during the year (Section-102 F of ITA) Less: Adjustment against provision for previous years AlT Closing Balance Add: Addition during the year (Section-102 F of ITA) Less: Adjustment against provision for previous years AlT Closing Balance Add: Addition during the year (Section-102 F of ITA) Less: Adjustment against provision for previous years AlT Closing Balance Add: Addition during the year (Section-102 F of ITA) Less: Adjustment against provision for previous years AlT Closing Balance Add: Addition during the year (Section-102 F of ITA) Less: Adjustment against provision for previous years AlT Closing Balance Add: Addition during the year (Section-102 F of ITA) Less: Adjustment against provision for previous years AlT Closing Balance Add: Addition during the year (Section-102 F of ITA) Less: Adjustment against provision for previous years AlT Closing Balance Add: Addition during the year (Section-102 F of ITA) Less: Adjustment against provision for previous years AlT Closing Balance 8,134,326 14,781,616					Amounts in Taka
Mr. Rashid Mr. Sunny Lakshmi Ring Travellers (Coimbatore) Ltd. Mrs. Jabeen Noman Bg Filtration Gmbh J.S Transport J.S Transport MJL Bangladesh Ltd Local Purchase Others Income Tax on Export Opening Balance Add: Addition during the year (Section 102 F of ITA) Less: Adjustment against provision for previous years AIT Clossing Balance Add: Addition during the year (Section 102 F of ITA) Less: Adjustment against provision for previous years AIT Less: Adjustment against provision for (10,182,556)			Notes	30 June 2024	30 June 2023
Mr. Sunny Lakshmi Ring Travellers (Coimbatore) Ltd. Mrs. Jabeen Noman Bg Filtration Gmbh J.S Transport All Bangladesh Ltd Local Purchase Others 10.03 Advance Income Tax Income Tax on Export Opening Balance Add: Addition during the year (Section 102 F of ITA) Less: Adjustment against provision for previous years AlT Opening Balance Add: Addition during the year (Section 102 F of ITA) Less: Adjustment against provision for previous years AlT Less: Adjustment against provision for year (Section 102 F of ITA) Less: Adjustment against provision for year (Section 102 F of ITA) Less: Adjustment against provision for year (Section 102 F of ITA) Less: Adjustment against provision for year (Section 102 F of ITA) Less: Adjustment against provision for year (Section 102 F of ITA) Less: Adjustment against provision for year (Section 102 F of ITA) Less: Adjustment against provision for year (Section 102 F of ITA) Less: Adjustment against provision for year (Section 102 F of ITA) Less: Adjustment against provision for year (Section 102 F of ITA) Less: Adjustment against provision for year (Section 102 F of ITA) Less: Adjustment against provision for year (Section 102 F of ITA) Less: Adjustment against provision for year (Section 102 F of ITA) Less: Adjustment against provision for year (Section 102 F of ITA) Less: Adjustment against provision for year (Section 102 F of ITA) Less: Adjustment against provision for year (Section 102 F of ITA) Less: Adjustment against provision for year (Section 102 F of ITA)	M/S. Banaripara Agency			639,646	-
Lakshmi Ring Travellers (Coimbatore) Ltd. Mrs. Jabeen Noman Bg Filtration Gmbh J.S Transport J.S Transport J.S Transport Local Purchase Others 10.03 Advance Income Tax Income Tax on Export Advance income tax paid for tribunal 10.03.1 Income Tax on Export Opening Balance Add: Addition during the year (Section previous years AlT Closing Balance Add: Addition during the year (Section 102 F of ITA) Less: Adjustment against provision for previous years AlT Opening Balance Add: Addition during the year (Section 102 F of ITA) Less: Adjustment against provision for previous years AlT Cless: Adjustment against provision for previous years AlT Cless: Adjustment against provision for previous years AlT Cless: Adjustment against provision for previous years Alt (10.03.2 Tax on Bank Interest & Others Opening Balance Add: Addition during the year (Section 10.03.2 Tax on Bank Interest & Others Opening Balance 14,781,616 11,286,012 4,599,061 10.102 F of ITA) Less: Adjustment against provision for previous years AlT Cless: Adjustment against provision for previous years Alt (10.03.2 Tax on Bank Interest & Others Opening Balance 14,781,616 11,286,012 10.03.2 Tax on Bank Interest & Others Opening Balance 14,781,616 11,286,012 10.03.535,266 1,599,061 10.03.6 Tax on Bank Interest & Others Opening Balance 11,781,616 11,286,012 11,002,472 12,1002,47	Mr.Rashid			1,443,291	1,310,170
Mrs. Jabeen Noman Bg Filtration Gmbh J.S Transport MJL Bangladesh Ltd Local Purchase Others 10.03 Advance Income Tax Income Tax on Export Tax on Bank Interest & Others Opening Balance Add: Addition during the year (Section-123 of ITA) Less: Adjustment against provision for previous years AIT Closing Balance Add: Addition during the year (Section-102 F of ITA) Less: Adjustment against provision for previous years AIT	Mr. Sunny			1,598,409	250,000
137,876	Lakshmi Ring Travellers	(Coimbatore) Ltd.		-	739,301
J.S Transport 2,160,728	Mrs. Jabeen Noman			1,183,592	308,778
MJL Bangladesh Ltd Local Purchase Others 10.03 Advance Income Tax Income Tax on Export Tax on Bank Interest & Others 10.03.1 Income Tax on Export Opening Balance Add: Addition during the year (Section - previous years AIT Closing Balance Opening Balance Add: Addition during the year (Section - 102 F of ITA) Less: Adjustment against provision for previous years AIT	Bg Filtration Gmbh			-	137,876
Local Purchase	J.S Transport			2,160,728	-
1,852,513 1,512,060 47,945,186 53,943,163 10.03 Advance Income Tax	MJL Bangladesh Ltd			662,200	561,600
10.03 Advance Income Tax Income Tax on Export 10.03.1 121,002,472 128,846,619 Tax on Bank Interest & Others 10.03.2 8,134,326 14,781,616 Advance income tax paid for tribunal 10.03.3 272,269,068 306,548,069 401,405,865 450,176,304 10.03.1 Income Tax on Export Opening Balance 128,846,619 90,525,868 Add: Addition during the year (Section - 123 of ITA) Less: Adjustment against provision for previous years AIT Closing Balance 121,002,472 128,846,619 10.03.2 Tax on Bank Interest & Others Opening Balance 14,781,616 11,286,012 Add: Addition during the year (Section - 102 F of ITA) Less: Adjustment against provision for previous years AIT Less: Adjustment against provision for previous years AIT (Income Tax on Export 128,846,619 12	Local Purchase			483,113	198,246
10.03 Advance Income Tax	Others			1,852,513	1,512,060
Income Tax on Export Tax on Bank Interest & Others Advance income tax paid for tribunal 10.03.1 10.03.2 10.03.3 10.03.3 10.03.3 10.03.3 10.03.3 10.03.3 10.03.3 10.03.3 10.03.3 10.03.3 10.03.3 10.03.1 10.03.3 10.03				47,945,186	53,943,163
Income Tax on Export Tax on Bank Interest & Others Advance income tax paid for tribunal 10.03.1 10.03.2 10.03.3 10.03.3 10.03.3 10.03.3 10.03.3 10.03.3 10.03.3 10.03.3 10.03.3 10.03.3 10.03.3 10.03.1 10.03.3 10.03					
Tax on Bank Interest & Others Advance income tax paid for tribunal 10.03.2 10.03.3 272,269,068 306,548,069 401,405,865 450,176,304 10.03.1 Income Tax on Export Opening Balance Add: Addition during the year (Section - 123 of ITA) Less: Adjustment against provision for previous years AIT Closing Balance Opening Balance Add: Addition during the year (Section - 102 F of ITA) Less: Adjustment against provision for previous years AIT Closing Balance Add: Addition during the year (Section - 102 F of ITA) Less: Adjustment against provision for previous years AIT Closing Balance Add: Addition during the year (Section - 102 F of ITA) Less: Adjustment against provision for previous years AIT Closing Balance Add: Addition during the year (Section - 102 F of ITA) Less: Adjustment against provision for previous years AIT	10.03 Advance Income Tax				
Tax on Bank Interest & Others Advance income tax paid for tribunal 10.03.2 10.03.3 272,269,068 306,548,069 401,405,865 450,176,304 10.03.1 Income Tax on Export Opening Balance Add: Addition during the year (Section - 123 of ITA) Less: Adjustment against provision for previous years AIT Closing Balance Opening Balance Add: Addition during the year (Section - 102 F of ITA) Less: Adjustment against provision for previous years AIT Closing Balance Add: Addition during the year (Section - 102 F of ITA) Less: Adjustment against provision for previous years AIT Closing Balance Add: Addition during the year (Section - 102 F of ITA) Less: Adjustment against provision for previous years AIT Closing Balance Add: Addition during the year (Section - 102 F of ITA) Less: Adjustment against provision for previous years AIT					
Advance income tax paid for tribunal 10.03.3 272,269,068 306,548,069 401,405,865 450,176,304 10.03.1 Income Tax on Export Opening Balance Add: Addition during the year (Section - 123 of ITA) Less: Adjustment against provision for previous years AIT Closing Balance Opening Balance Opening Balance 128,846,619 90,525,868 46,670,276 74,332,197 (36,011,447) (36,011,447) 121,002,472 128,846,619 10.03.2 Tax on Bank Interest & Others Opening Balance Add: Addition during the year (Section - 102 F of ITA) Less: Adjustment against provision for previous years AIT (10,182,556) (1,103,457) (11,103,457)	Income Tax on Export		10.03.1	121,002,472	128,846,619
10.03.1 Income Tax on Export Opening Balance Add: Addition during the year (Section - 123 of ITA) Less: Adjustment against provision for previous years AIT Closing Balance Opening Balance Opening Balance 128,846,619 46,670,276 74,332,197 (54,514,423) (36,011,447) 121,002,472 128,846,619 10.03.2 Tax on Bank Interest & Others Opening Balance Add: Addition during the year (Section - 102 F of ITA) Less: Adjustment against provision for previous years AIT (10,182,556) (1,103,457)	Tax on Bank Interest & 0	Others	10.03.2	8,134,326	14,781,616
10.03.1 Income Tax on Export Opening Balance Add: Addition during the year (Section - 128,846,619 46,670,276 74,332,197 123 of ITA) Less: Adjustment against provision for previous years AIT Closing Balance 128,846,619 (54,514,423) (36,011,447) 121,002,472 128,846,619 10.03.2 Tax on Bank Interest & Others Opening Balance Add: Addition during the year (Section - 102 F of ITA) Less: Adjustment against provision for previous years AIT (10,182,556) (1,103,457)	Advance income tax paid	d for tribunal	10.03.3		
Opening Balance Add: Addition during the year (Section - 123 of ITA) Less: Adjustment against provision for previous years AIT Closing Balance Opening Balance Opening Balance 128,846,619 (54,514,423) (36,011,447) 121,002,472 128,846,619 10.03.2 Tax on Bank Interest & Others Opening Balance Add: Addition during the year (Section - 102 F of ITA) Less: Adjustment against provision for previous years AIT (10,182,556) (1,103,457)				401,405,865	450,176,304
Opening Balance Add: Addition during the year (Section - 123 of ITA) Less: Adjustment against provision for previous years AIT Closing Balance Opening Balance Opening Balance 128,846,619 (54,514,423) (36,011,447) 121,002,472 128,846,619 10.03.2 Tax on Bank Interest & Others Opening Balance Add: Addition during the year (Section - 102 F of ITA) Less: Adjustment against provision for previous years AIT (10,182,556) (1,103,457)					
Add: Addition during the year (Section - 123 of ITA) Less: Adjustment against provision for previous years AIT Closing Balance Opening Balance Opening Balance Add: Addition during the year (Section - 102 F of ITA) Less: Adjustment against provision for previous years AIT (10,182,556) Add: Addition during the year (Section - 102 F of ITA) Less: Adjustment against provision for previous years AIT	10.03.1 Income Tax on Export				
Add: Addition during the year (Section - 123 of ITA) Less: Adjustment against provision for previous years AIT Closing Balance Opening Balance Opening Balance Add: Addition during the year (Section - 102 F of ITA) Less: Adjustment against provision for previous years AIT (10,182,556) Add: Addition during the year (Section - 102 F of ITA) Less: Adjustment against provision for previous years AIT					
123 of ITA) Less: Adjustment against provision for previous years AIT Closing Balance 121,002,472 128,846,619 10.03.2 Tax on Bank Interest & Others Opening Balance Add: Addition during the year (Section - 102 F of ITA) Less: Adjustment against provision for previous years AIT (54,514,423) (36,011,447) 121,002,472 128,846,619 14,781,616 3,535,266 4,599,061 (10,182,556) (1,103,457)					
Less: Adjustment against provision for previous years AIT Closing Balance 121,002,472 128,846,619 10.03.2 Tax on Bank Interest & Others Opening Balance Add: Addition during the year (Section - 102 F of ITA) Less: Adjustment against provision for previous years AIT (36,011,447) 121,002,472 128,846,619 14,781,616 3,535,266 4,599,061 (10,182,556) (1,103,457)	9	e year (Section -		46,670,276	/4,332,19/
previous years AIT Closing Balance 121,002,472 128,846,619 10.03.2 Tax on Bank Interest & Others Opening Balance Add: Addition during the year (Section - 3,535,266 4,599,061 102 F of ITA) Less: Adjustment against provision for previous years AIT (10,182,556) (1,103,457)	•			(5 4 5 4 4 4 2 2)	(26.044.447)
Closing Balance 121,002,472 128,846,619 10.03.2 Tax on Bank Interest & Others 14,781,616 11,286,012 Opening Balance 3,535,266 4,599,061 Add: Addition during the year (Section - 102 F of ITA) (10,182,556) (1,103,457) Less: Adjustment against provision for previous years AIT (10,182,556) (1,103,457)		st provision for		(54,514,423)	(36,011,447)
10.03.2 Tax on Bank Interest & Others Opening Balance Add: Addition during the year (Section - 3,535,266 4,599,061 102 F of ITA) Less: Adjustment against provision for previous years AIT 14,781,616 3,535,266 4,599,061 (10,182,556) (11,103,457)				121 002 472	128 846 619
Opening Balance 14,781,616 11,286,012 Add: Addition during the year (Section - 102 F of ITA) 3,535,266 4,599,061 Less: Adjustment against provision for previous years AIT (10,182,556) (1,103,457)	crossing bulance			121,002,472	120,040,013
Add: Addition during the year (Section - 3,535,266 4,599,061 102 F of ITA) Less: Adjustment against provision for (10,182,556) (1,103,457) previous years AIT	10.03.2 Tax on Bank Interest 8	Others			
Add: Addition during the year (Section - 3,535,266 4,599,061 102 F of ITA) Less: Adjustment against provision for (10,182,556) (1,103,457) previous years AIT					
Add: Addition during the year (Section - 3,535,266 4,599,061 102 F of ITA) Less: Adjustment against provision for (10,182,556) (1,103,457) previous years AIT	Opening Balance			14,781,616	11,286,012
102 F of ITA) Less: Adjustment against provision for (10,182,556) (1,103,457) previous years AIT		e year (Section -			
Less: Adjustment against provision for (10,182,556) (1,103,457) previous years AIT	9	,		, ,	, ,
	Less: Adjustment agains	st provision for		(10,182,556)	(1,103,457)
Closing Balance 8,134,326 14,781,616	previous years AIT				
	Closing Balance			8,134,326	14,781,616

Advance tax represents tax deducted at source @1.00 % on export proceed under section 123 of ITA and @10% on interest received from bank under section 102 of ITA

10.03.3 Advance Income Tax Paid for Appeal & Tribunal

Opening Balance	306,548,069	239,285,813
Add: Addition during the year	5,195,545	67,262,256
Less: Adjustment during the year	(39,474,546)	-
Closing Balance	272,269,068	306,548,069



	Notes	30 June 2024	30 June 2023
Closing balance details as bellows:			
Income tax paid for the year 2011 -2012		1,682,663	1,682,663
Income tax paid for the year 2016 -2017		1,113,570	1,113,570
Income tax paid for the year 2017 -2018		3,919,277	3,919,277
Income tax paid for the year 2018 -2019		-	22,407,166
Income tax paid for the year 2019 -2020		-	16,543,835
Income tax paid for the year 2020 -2021		105,889,302	103,717,302
Income tax paid for the year 2021 -2022		151,164,256	151,164,256
Income tax paid for the year 2022 -2023		6,000,000	6,000,000
Income tax paid for the year 2023 -2024		2,500,000	-
		272,269,068	306,548,069
Security deposit for Utilities			
Margin Against Bank Guarantee (Titas Gas)		110,418,155	104,418,155
Central Depository Bangladesh Ltd (CDBL)		500,000	500,000
Security Deposit for Electricity		5,133,040	5,133,040
		116,051,195	110,051,195

Aging of the advances except Margin and deposit & Security deposit for Utilities is given below:

_	1-3 Months	3-6 Months	6 Months above
Salary & Allowances	-	-	1,647,530
Construction	-	-	87,449
Expenses	-	47,945,186	

- a) All the advances & deposit amount are considered good and recoverable
- b) Advances due from Employees are regularly being realized from their monthly salaries
- c) There is no advances due for payment for more than 6 months except tk. 1,734,979 from the date of statement of financial position
- d) There is no amount due from any Directors of the company.
- e) Debts considered good in respect of which the company is fully secured.
- f) There are no debts due by directors or other officers of the company.

11 Materials in transit

10.04

	Margin against Cotton	55,326,209	3,232,719
	Margin Against Bank Guarantee	15,193,978	13,940,798
	Materials In Transit	1,193,710,752	849,964,680
		1,264,230,939	867,138,196
12	Cash and Cash Equivalents		
	Cash in hand	2,696,982	1,562,688
	Balance in BO Account	10,005	7,268
	Term Deposit	10,000,000	10,000,000



			AITIOUTICS IIT Taka
	Notes	30 June 2024	30 June 2023
Bank balances with:			
Islami Bank Bangladesh Ltd			
Current account		1,260,158	1,234,500
Marginal deposit Account (Special)		52,531	52,531
Marginal deposit Account (Normal)		338,854	339,699
Marginal deposit Under Reserve		144,466	144,466
Foreign currency account		11,711	10,711
Exim Bank Ltd, STD account		121,737	1,235,020
Mercantile Bank Ltd			
STD account		-	40,978
Foreign currency account		-	90,028
HSBC Bank Ltd			
STD account		3,039,998	24,042,142
Foreign currency account		116,493,547	197,920,945
The City Bank Ltd			
STD account		1,782,569	427,376
Foreign currency account		10,727,377	5,609,847
Prime Bank Ltd		, ,	
STD account		1,285,380	1,289,070
Foreign currency account		190,096	173,848
Standard Chartered Bank - STD account		118,710	3,685,901
Dutch-Bangla Bank Limited - STD account		6,802,890	3,824,523
BRAC Bank Ltd		5,55=,555	3,52 .,525
STD account		_	5,777,621
Foreign currency account		29,209,311	56,796,042
Jamuna Bank Limited		23,203,311	30,730,012
STD account		61,417	1,391
Foreign currency account		290,718	12,805,103
Mutual Trust Bank Ltd		230,710	12,003,103
STD account		4,154,827	3,020,992
STD account		188,793,283	330,092,691
Asset held for sale		100,733,203	330,032,031
Asset field for suic			
Cost:			
Forklift		3,660,856	3,660,856
Generator		124,211,550	58,025,171
		127,872,406	61,686,027
Accumulated depreciation:			
Forklift		1,994,920	1,994,920
Generator		107,334,667	51,967,062
		109,329,587	53,961,981
WDV		18,542,818	7,724,045
Fair value less cost to sale		(13,665,936)	-
Loss on fixed assets sale		(4,876,882)	-
Asset held for sale (Lower of WDV and Fair value less cost to sale)		-	7,724,045

13



14 Share capital

Authorised

150,000,000 ordinary shares of Taka 10 each

Issued and paid-up

97,490,000 ordinary shares of Taka 10 each fully paid up

Notes	30 June 2024	30 June 2023
	1,500,000,000	1,500,000,000
	974,900,000	974,900,000

Particulars of Investors	Number of Investors	Number of shares	Percentage of Share Holding (%)
Sponsors/ Directors	8	31,917,000	32.739%
Foreign Investors	103	493,330	0.506%
Local Institutions	138	41,714,985	42.789%
General Public	6,991	23,364,685	23.966%
Total	7,240	97,490,000	100.00%

Distribution schedule of each class of equity setting out the number of holders and percentage as on June 30, 2024:

Range of Holdings	Number of Shareholders	Number of shares	Percentage of Share Holding (%)
Less than 500 shares	4,239	729,509	0.748%
500 to 5,000 shares	2,361	3,946,828	4.048%
5,001 to 10,000 shares	320	2,433,423	2.496%
10,001 to 20,000 shares	166	2,414,175	2.476%
20,001 to 30,000 shares	50	1,235,915	1.268%
30,001 to 40,000 shares	27	970,850	0.996%
40,001 to 50,000 shares	12	562,531	0.577%
50,001 to 100,000 shares	21	1,641,401	1.684%
100,001 to 1,000,000 shares	25	6,886,489	7.064%
Over 1,000,000 shares	19	76,668,879	78.643%
Total	7,240	97,490,000	100.00%

15 Share premium

	•	No. of Shares	Premium Amount			
		34100000.00	Tk. 27		920,700,000	920,700,000
16	Retained earning	S				
	Opening balance				2,494,297,899	2,533,891,009
	Add: Profit made du	uring the year			198,930,957	427,138,377
	Less: Dividend Paid				(389,960,000)	(487,450,000)
	Depreciation on Re	valued Assets			16,966,293	18,016,098
	Add/(less): Deferred	tax on revaluation	reserve	34.02	(38,600,215)	2,702,415
	Balance at 30 June	2024			2,281,634,934	2,494,297,899



		Notes	30 June 2024	30 June 2023
17	Revaluation reserve			
	This balance consists as follows:			
	Balance at the beginning of the year		1,463,077,552	1,481,093,650
	Addition during the year		-	-
			1,463,077,552	1,481,093,650
	Adjustment for Depreciation on Revalued Assets		(16,966,293)	(18,016,098)
	•		. , , ,	
	Balance at 30 June 2024		1,446,111,259	1,463,077,552
18	Long term bank loan			
	Off Shore Loan & UPAS		1,209,784,932	1,498,992,440
	Less: Current portion of long term loan		(407,771,816)	(456,018,916)
			802,013,116	1,042,973,525

Bank	Loan Account	Particulars
DEUTSCHE INVESTITIONS- UND	Off Shore Loan	Nature: Long Term Loan
ENTWICKLUNGSGESELLSCHAFT		Limit: Tk.120 million
MBH (DEG)		Purpose: Import Capital machinery & Equipment with
		Installment.
		Tenure: 7 Years, including moratorium period of 1.5
		year.
		Repayment Clause: Equal quarterly instalments.
		Interest Rate: 3 months CME Term SOFR + 3.51161%
		p.a.
		Security Agreement:
		i) First ranking registered and exclusive mortgage in the amount of DBT 120 Million
		ii) First ranking and exclusive fixed charge by way of hypothecation over the Project Specific Assets along with a general power of attorney to sell the Project Specific Assets, both in favour and to the satisfaction of DEG;
		iii) Personal Guarantors (on a joint and several basis) in favour and to the satisfaction of DEG.
		iv) First demand payment guarantee of the Corporate Guarantors (on a joint and several basis) in favour and to the satisfaction of DEG.

19 **Lease liability** Opening Balance 20,653,863 5,897,255 Add: Addition during the year Add: Interest charged for the period 433,613 405,099 Less: Lease payment during the Year 3,652,457 3,501,376 Less: Current portion of Lease liability 5,642,251 2,800,978 **Closing Balance** 11,792,769 (0)



This represents the application of IFRS 16 as current lease agreement will be expired on 30 April, 2024 and accordingly, the full amount of lease obligation is a part of current portion. However, we have calculated the lease liability excluding non-refundable VAT.

20 Deferred tax liability

Deferred tax assets and liabilities have been recognized and measured in accordance with the provision of IAS-12: Income taxes. Deferred tax assets and liabilities are attributable to the following:

A. Deferred tax liability on historical cost:

Carrying amount other than revaluation reserve	4,131,426,636	3,939,492,041
Tax base	2,788,241,215	2,712,766,043
Taxable Temporary difference Applicable tax rate (As per SRO 159 dated 01 June 2022 for Textile Sector)	1,343,185,421 15%	1,226,725,999 15%
Deferred tax liability on historical cost	201,477,813	184,008,900
B. Deferred tax liability against revaluation reserve:		
i) Deferred tax liability against revaluation reserve other than land		
Carrying amount other than land Tax base	295,539,487	312,505,780
lax base	- 295,539,487	312,505,780
Applicable tax rate (As per SRO 159 dated 01 June 2022 for Textile Sector)	15%	15%
	44,330,923	46,875,867
ii) Deferred tax liability on capital gain against revaluation of land		
Carrying amount other than building & others.	1,371,505,300	1,371,505,300
Tax base	-	
	1,371,505,300	1,371,505,300
Applicable tax rate (6% As per section 125 of ITA)	6%	3%
	82,290,318	41,145,159
Deferred tax liability against revaluation reserve B (i + ii)	126,621,241	88,021,026
C. Deferred tax liability on Right-of-Used (ROU) Assets:		
Carrying amount of PV of lease obligation	17,435,020	2,800,978
Carrying amount Right to Use Assets Taxable Temporary difference	<u>17,257,789</u> 177,231	<u>2,211,785</u> 589,193
•		
Applicable tax rate (As per SRO 159 dated 01 June 2022 for Textile Sector)	15%	15%
Deferred tax liability on Lease	26,585	88,379
Total Deferred tax liability (A + B+ C)	328,125,639	272,118,305



		Notes	30 June 2024	30 June 2023
21	Accounts payable			
	Suppliers Expenses Others	21.01 21.02 21.03	271,649,879 89,177,398 540,760	164,717,201 80,735,274 1,204,903
	21.01 Payable for suppliers	21.03	361,368,036	246,657,378

This represents amount payable for supply of raw materials, packing materials, utilities and other services. The details of suppliers are given below:

services, the details of suppliers are 8thern selection		
Particulars		
S S Accessories	1,200,000	1,500,000
Pioneer Insurance Company Ltd	4,302,715	-
Mita Engineering Limited	30,750	80,750
Ebrahim & Sons	283,573	283,573
Chandpur Hardware Store	-	11,886
Shinpower	640,295	625,795
Color City Ltd.	28,851,377	26,448,739
Dbl Ceramics Ltd.	2,136,661	7,587,608
Nde Steel Structures Ltd.	856,458	856,458
Dbl Tours And Travels Limited	2,033,425	-
Ali Enterprise	-	568,841
Nusrat Packaging	-	358,125
Energypac Engineering Ltd.	1,060,000	· -
Dbl Textile Recycling Ltd.	11,937,751	-
M.B. Steel Corporation	205,883	39,833
Bangla Trac Ltd.	1,654,406	-
Mozumder Transport Agency	117,000	72,000
Rising Corporation	83,623	83,623
Rbd Fibers Limited	52,957	4,030,067
Kati Bangladesh Ltd	7,819	2,512,067
Adex Engineering Limited	13,200,000	-
M.M. Paper Product	936,159	240,567
Lafarge Surma Cement Ltd.	291,840	291,840
H.M Transport Agency	1,084,100	-
Green Power Electric	363,580	535,180
Patwary Trade & Co.	21,228	21,229
Jinnat Fashions Ltd.	250,000	250,000
Dbl Distribution Ltd	128,807,241	46,398,236
United Power Generation & Distribution	18,188,202	25,755,984
Company Ltd.		
Dbl Lifestyle Ltd	678,789	452,526
Kapita Auto Bricks Limited	254,664	254,664
Shamsuddin Engineering Works	77,718	1,650,270
S.S Enterprise	337,100	1,737,807
Encon	46,391	46,391



				7 THO GITES ITT TAKE
		Notes	30 June 2024	30 June 2023
	Ma Enterprise (Ebrahim)		274,721	423,203
	Quantam Builders & Engineering Ltd		-	4,860,000
	Rifa Paper Products		4,949,225	1,592,725
	Staedtler+Uhl		-	4,658,067
	Soronica Paper Products		4,826,319	1,096,875
	Gph Ispat Ltd.		-	883,800
	Independent Enterprise		108,000	1,709,450
	Mah Textiles Llp		-	940,886
	Rynco Engineering Ltd.		-	770,000
	Unique Cement Fibre Industries Ltd.		2,202,998	1,894,050
	Shah Ali Metal		198,509	202,514
	Bangladesh General Insurance Company Limited		6,075,337	, -
	Aqua Care Trading		856,276	1,419,299
	M.R. Enterprise		· -	33,500
	KSRM Steel Plant Ltd.		-	895,050
	Lafarge Holcim Bangladesh Limited		-	1,250,000
	Siemens Bangladesh Ltd.		620,000	620,000
	Akij Ready Mix Concrete Ltd.		265,443	3,743,139
	Tyre & Battery Bazar		113,183	126,070
	Rafin Paper Tube		284,686	284,686
	Others		30,883,478	14,619,828
	Total		271,649,879	164,717,201
21.02	Payable for expenses			
	. ayaa.a ca aapanaas			
	Salary & allowances		29,274,422	21,472,118
	Audit fees		862,500	862,500
	Gas bill		13,522,080	5,777,540
	Electricity bill		10,856,894	14,664,924
	Welfare Fund		249,072	249,072
	Claim Payable		15,584,642	15,606,706
	Provident Fund		653,138	549,168
	Provision for interest on Loan		1,179,417	16,799,017
	Un-Applied Receipts		16,995,233	4,754,229
			89,177,398	80,735,274
			,,	,,

During the year, provision for Bad and Doubtful Debts has been presented under Accounts receivables for better presentation.

21.03	Payable for others		
	Tax deducted at source (Salary)	-	103,947
	VAT Deducted at source (on Suppliers bill)	540,760	1,100,956
		540,760	1,204,903



22 Payable for expenses

UPAS / EDF Loan (Raw Cotton) Working Capital Loan Liability against export bills Bank Overdraft

Notes	30 June 2024	30 June 2023
	4.467.649.816	2,624,206,102
	201,066,952	
	- , , -	
	345,804	-
	1,331,995	-
	4,670,394,567	2,624,206,102

Details of bank terms and conditions for Short Term Loan are given below:

Bank	Loan Account	Particulars	
HSBC	Export Development Fund (EDF)/ UPAS	Lender: HSBC	
Bank	Loan Account	Particulars	
	UPAS	Lender: HSBC Nature: UAPS Limit: Tk 400 million Purpose: One-off line to import machineries and other project related items for the ongoing capacity expansion program of the borrower on sight and /or deferred basis. Tenure: 360 days Rate of interest: @ SOFR + 3.25% per annum. Lender: HSBC Nature: UPAS Limit: Tk 400 million Purpose: To import spare parts and machineries on sight and/or deferred basis. Tenure: 120 days Rate of interest: @ SOFR + 1.91% per annum.	
	Bill Discounting	Lender: HSBC Nature: Bill Discounting Limit: USD 10 million Purpose: To discount maximum 90% of export b against local bank acceptance (acceptable to HSE with recourse to the borrower(s). Tenure: 120 days	



Bank	Loan Account	Particulars		
		Rate of interest: Interest will be charged on daily		
	balances @1.92% per annum.			
	Security Arrange	ement:		
	1. Demand promissory note for Tk 4,487,500,000 with letter of continuity & revival.			
	2. Personal guarantees executed by Mr. Abdul Wahed, Mr. M.A. Jabbar, Mr. M.A. Rahim and Mr. M.A. Quader for Tk 2,225,000,000 each supported by personal net worth/wealth statements.			
	3. Corporate guarantees to be executed by Flamingo Fashions Ltd, Jinnat Knitwears Ltd, DB Tex Ltd and Mymun Textiles Ltd for Tk 4,208,600,000 each with supporting Board Resolutions.			
	4. First charge over the borrower's stocks of Raw Materials, Work – in – process and Finished Goods and Book Debts / Receivables with The Registrar of Joint Stock Companies and Firms (RJSC) on pari passu basis with other lender(s). HSBC's share is Tk 2,945,000,000.			
HSBC	5. Power of Attorney on Hypothecated Goods.			
	6. Specific first charge over the borrower's Plant and Machinery for Tk 1,410,000,000 with the Registrar of Joint Stock Companies & Firms (RJSC). In this regard Power of Attorney for hypothecated goods obtained.			
	7. Power of Attorney for Back to Back facility.			
	8. 'Letter of Lien over Deposits with Authority to Encash' obtained.			
	9. Registered Mortgage for Tk 1,210,000,000.00 over 802.50 decimals land and structure thereon situated at Mouza: Gobindabari, PS. & Sub- registry office: Sadar, Gazipur, in the name of Matin Spinning Mills Limited held for the term loan facilities extended to Matin Spinning Mills Limited. In this regard, Irrevocable General Power of Attorney to be obtained.			
	10.Reister Power of Attorney in relation of property mortgaged in			
		k under crossponding Deed of Mortgaged.		
Bank	Loan Account	Particulars		
BRAC BANK	Export Development Fund (EDF)/ UPAS	Lender: BRAC BANK Nature: EDF Limit: Tk 1000 million Purpose: Import of Raw Cotton Tenure: 180 days from the date of creation of each contract. Rate of interest: @ 4 50%		
DIVIC DIVIN	Rate of interest: @ 4.50%. Security Arrangement:			
	Registered Hypothecation (Ist charge on Pari Passu basis) over all present & future floating assets including stock and Book debts of the Company with RJSC, along with Notarized IGPA to sell the Hypothecated Assets.			



Bank	Loan Account	Particulars
BRAC BANK	shall continue. Pari Passu Secu BBL,HSBC,The Ci floating assets. Support: a) Corporate Gua the Company Resolution of t b) Basic Charge of Continuity Agreement, Lee executed for B the Borrower. c) Trust Receipt of the LATR limit (d)Counter Guaran the Bank Guaran Borrower. e) Insurance Cove facilities and provided on th factory, and al	rity Sharing Agreement (PPSSA) executed amongst ity Bank Limited(CBL) & the Borrower, for sharing arantee to be executed for BDT 1110.00 Million, by as follows: Jinnat Knitwears Ltd in support by Board he guarantor company(ies). Documents (I,e. Demand Promissory Note, Letter and Revival, Letter of Arrangement, General Loan tter of Disbursement & Letter of Debit Authority),to be EDT 1110.00 Million, in support of Board Resolution of the executed for BDT 1100.00 Million, i.e covering (s),in support of Board Resolution of the Borrower. Intee to be executed for BDT 100.00 Million,i,e. covering rantee limit (s),in support of Board Resolution of the erage on Fire & RSD Risk covering BTB L/C, Acceptance all funded facilities and all funded facilities to be the basis of average stock/ Inventory being held at the so securing machineries & building of the Borrower any insurance company acceptable to BBL, keeping tiary.

Bank	Loan Account	Particulars		
		Lender: JAMUNA BANK		
		Nature: EDF		
	Export Development Fund (EDF)	Limit: Tk 200 million		
		Purpose: Import of Raw Cotton		
		Tenure: a) Each LTR shall be adjusted within 180		
	Taria (EDI)	days from the date of creation. B) EDF as per		
		Bangladesh Bank guideline.		
		Rate of interest: @ 4.50%		
	Security Arrangement:			
JAMUNA BANK	1. Personal guarantees of Mr. Abdul Wahed, Mr. M.A. Jabbar, Mr. M.A. Rahim and Mr. M.A. Quader (all are Directors of the company and key persons of DBL Group), supported by duly signed Personal Net Worth statements verified by Head of Branch.			
	2. Corporate Guarantee of Jinnat Apparels Limited (sister concern of the customer) supported by Board Resolution, MoA and AoA.			
	3. Security cheques each limit with letter of approach duly signed by authorized persons.			
	4. Charge with RJSC on floating assets (present & future value) of the company.			
	5. Usual charge documents.			



Bank	Loan Account	Particulars	
		Lender: THE CITY BANK LIMITED Nature: EDF	
	Export Development	Limit: Tk 1500 million	
		Purpose: Import of Raw Cotton	
	Fund (EDF)	Tenure: 180 days / as per BB guidelines	
		Rate of interest: As per BB guidelines	
		Lender: THE CITY BANK LIMITED	
		Nature: STL	
		Limit: Tk 150 million	
		Purpose: To meet WC fund requirement of the	
	Short Term	company for payament salary & Wages,festival	
	Loan (STL)	bonus, utilities and for other expenses for smooth operation of the company	
		Tenure: 180 days / as per BB guidelines	
		Rate of interest: SMART+2.40 p.ansubject to change	
		from time to time or as prescribed by Bangladesh	
		Bank from time to time.	
	Security Arrangement:		
CITY BANK	A. 1st ranking charge on PPSSA basis with existing lenders with RJSC on floating assets (stock, book debts etc.) both present and future by way of hypothecation with NIGPA covering working capital limit. B. 1st ranking charge with RJSC on fixed assets (plant and machineries, spares etc.) both present and future by way of hypothecation with NIGPA covering machinery STL limit.		
	C. Corporate guarantee from sister concerns Flamingo Fashions Ltd., Jinnat Knitwears Ltd., Mawna Fashions Ltd. and Jinnat Apparels Ltd. [CG of FFL and JKL is supported by Memorandum and rest by resolution].		
	D. Personal guarantee of the sponsor directors of the borrower, namely Mr. M A Wahed, Mr. M A Jabbar, Mr. M A Rahim and Mr. M A Quader.		
	 E. Insurance on assets charged to CBL to be obtained covering industrial-all-risks and CBL limit. Letter of indemnity supported by company board resolution to be obtained for any inadequacy in insurtance coverage for interim period. F. Security cheque in bank's prescribed format covering total limit. G. Accepted sanction advice, company board resolution, and basic charge documents. 		

				_Amounts in Taka
		Notes	30 June 2024	30 June 2023
23	Current portion of long term loan			
	Off Shore Loan & UPAS		407,771,816	456,018,916
			407,771,816	456,018,916
24	Unclaimed dividend			
	Opening Balance		2,937,576	2,035,937
	Add: Addition during the year		389,960,000	487,450,000
	Less: Paid during the year		(389,129,683)	(486,548,362)
	Closing Balance		3,767,893	2,937,576



				/ IIIOUIILS III TAKA
		Notes	30 June 2024	30 June 2023
	Year Wise Break Up Given Belows:			
	2019-2020		-	335,062
	2020-2021		1,102,837	1,114,397
	2021-2022		1,291,966	1,488,116
	2022-2023		1,373,089	
	Total		3,767,892	2,937,576
25	Provision for Income Tax			
	Provision for Income Tax	25.01	430,484,331	463,057,709
	Provision for workers' profit participation and	(1.00)	13,804,957	25,041,678
	welfare funds			
			444,289,288	488,099,386
25.01	Provision for Income Tax			
	Opening Balance		463,057,709	434,258,641
	Add: Provision for taxation for the year (Note - 33)		71,626,015	86,352,766
	Less: Adjustment provision for previous years AIT		(64,696,979)	(37,114,903)
	Less: Adjustment provision for previous years deposit		(39,474,546)	-
	Short/(Excess) provision for taxations after final			
	assessment order as below:			
	Adjustment of excess provision for the year 2018-2019		338,452	(20,996,346)
	Adjustment of short provision for the year 2019-2020		(366,320)	557,551
			430,484,331	463,057,709
25.02	Provision for workers' profit participation and welfare funds			
	Opening Balance		25,041,678	61,649,653
	Add: Addition during the year		14,396,811	25,633,531
	Less: Paid during the year		(25,633,531)	(62,241,507)
	Closing Balance		13,804,957	25,041,678

This represents 5% on net income before charging income tax as per provision of the Labour Law-2006, and it shall be allocated among the eligible workers as defined in the said Act.

26 Revenue

Amounts in Taka

		7 11 11 0 G1 11 C3 11 1 T G1 1 G
	2023-2024	2022-2023
Carded Yarn	743,354,893	819,176,899
Combed Yarn	3,233,555,250	3,395,847,650
Slub Yarn	192,583,440	279,057,203
Synthetic Yarn	1,627,829,735	1,104,162,220
Melange Yarn	876,335,332	675,333,581
Vortex	375,519,339	401,110,651
Open End	777,826,790	541,381,013
Twist	211,889,241	124,829,116
Twisting Services Charges	6,431,601	3,062,230
	8,045,325,622	7,343,960,563



Quantitative details of sales (KG) 2023-2024

Product Type	Opening Stock (a)	Production (b)	Closing Stock (c)	Sales during the year
				(a+b-c)
Carded Yarn	43,406	1,915,534	83,133	1,875,807
Combed Yarn	176,886	7,321,753	304,207	7,194,432
Slub Yarn	31,938	423,652	23,260	432,331
Synthetic Yarn	117,078	4,545,394	192,017	4,470,456
Melange Yarn	83,728	1,742,518	56,513	1,769,733
Vortex	21,680	996,787	87,350	931,117
Open End	119,203	2,730,336	133,357	2,716,181
Twisted Yarn	7,347	481,280	12,417	476,210
Total	601,266	20,157,254	892,254	19,866,266

Turn over in Quantity (Kg) 2022-2023

Product Type	Opening Stock (a)	Production (b)	Closing Stock (c)	Sales during the year
				(a+b-c)
Carded Yarn	266,200	1,883,491	43,406	2,106,284
Combed Yarn	570,169	7,486,035	176,886	7,879,318
Slub Yarn	30,131	659,550	31,938	657,743
Synthetic Yarn	188,036	2,883,776	117,078	2,954,734
Melange Yarn	83,596	1,302,404	83,728	1,302,272
Vortex	161,228	893,475	21,680	1,033,024
Open End	194,466	2,094,501	119,203	2,169,765
Twisted Yarn	3,936	217,826	7,347	214,415
Total	1,497,761	17,421,059	601,266	18,317,554

27 Cost of goods sold

Raw Material consumption (Note-27.01) Packing materials consumption (Note-27.02) Fiber Dyeing Manufacturing overhead (Note-27.03) Cost of goods manufacturing Opening work-in-process Closing work-in-process Cost of production Opening stock of finished yarn

Closing stock of finished yarn

2023-24 2022-23 5,834,016,030 4,719,537,783 69,736,488 56,281,596 24,367,413 25,518,608 1,395,659,246 1,435,428,160 7,323,779,177 6,236,766,147 74,350,938 67,172,889 (107,183,047) (74,350,938) 7,290,947,068 6,229,588,098		Amounts in Taka
69,736,488 56,281,596 24,367,413 25,518,608 1,395,659,246 1,435,428,160 7,323,779,177 6,236,766,147 74,350,938 67,172,889 (107,183,047) (74,350,938)	2023-24	2022-23
69,736,488 56,281,596 24,367,413 25,518,608 1,395,659,246 1,435,428,160 7,323,779,177 6,236,766,147 74,350,938 67,172,889 (107,183,047) (74,350,938)		
24,367,413 25,518,608 1,395,659,246 1,435,428,160 7,323,779,177 6,236,766,147 74,350,938 67,172,889 (107,183,047) (74,350,938)	5,834,016,030	4,719,537,783
1,395,659,246 1,435,428,160 7,323,779,177 6,236,766,147 74,350,938 67,172,889 (107,183,047) (74,350,938)	69,736,488	56,281,596
7,323,779,177 6,236,766,147 74,350,938 67,172,889 (107,183,047) (74,350,938)	24,367,413	25,518,608
74,350,938 67,172,889 (107,183,047) (74,350,938)	1,395,659,246	1,435,428,160
(107,183,047) (74,350,938)	7,323,779,177	6,236,766,147
	74,350,938	67,172,889
7,290,947,068 6,229,588,098	(107,183,047)	(74,350,938)
	7,290,947,068	6,229,588,098
243,445,597 428,909,621	243,445,597	428,909,621
(346,454,699) (243,445,597)	(346,454,699)	(243,445,597)
7,187,937,965 6,415,052,123	7,187,937,965	6,415,052,123



Amounts in Taka	

			71110ulit3 III Taka
		2023-24	2022-23
27.01	Raw Material consumption		
	Quantity (KG)		
	Opening Stock	4,274,531	7,235,464
	Purchase during the year	25,092,872	16,999,687
	Raw Material available for consumption	29,367,403	24,235,151
	·	5,674,907	4,274,531
	Closing Stock Raw Material Consumed		
	Raw Material Consumed	23,692,496	19,960,620
	Value (Taka)		
	Opening balance	1,221,975,884	1,665,017,316
	Purchase during the year	6,145,045,650	4,276,496,352
	Raw Material available for consumption	7,367,021,535	5,941,513,667
	Sale of cotton- local	-	-
	Closing balance	(1,533,005,504)	(1,221,975,884)
		5,834,016,030	4,719,537,783
			, ,
27.02	Packing materials consumption		
	Opening balance	5,170,352	3,444,979
	Purchase during the year	73,305,091	58,006,969
	Packing materials available for consumption	78,475,443	61,451,947
	Closing balance	(8,738,955)	(5,170,352)
	Raw Material Consumption	69,736,488	56,281,596
	·		
27.03	Manufacturing overhead		
	Wages and allowances	355,595,194	310,870,957
	Repair and maintenance	5,985,848	3,697,710
	BTMA certificate charges	901,500	536,625
	Store and spare parts	65,369,218	63,369,219
	Travelling & Conveyance	687,328	760,275
	Crockeries and Canteen Expenses	724,660	728,785
	Fire Fighting Expenses-factory	653,908	2,459,215
	Factory stationeries	3,017,571	2,955,078
	Fuel and lubricants	1,739,172	1,290,986
	Fuel and lubricants- Generator	94,934,689	260,102,991
	Fuel and lubricants- Vehicles	631,405	841,239
	Electricity bill	436,529,594	323,264,674
	Gas bill	53,143,803	79,936,247
	Insurance premium	4,836,169	7,789,150
	Testing fee	21,400	22,602
	Workshop expenses	3,931,412	2,662,237
	Depreciation	366,956,374	374,140,171
	Depreciation		377,170,171
		1,395,659,246	1,435,428,160



		2023-24	2022-23
28 Non operating income			
Foreign currency exchange ga	nin/(loss)	(69,147,411)	(86,068,014)
Gain /(Loss) on Investment in		(7,992,124)	(1,851,492)
Bank interest		2,662,724	3,350,338
Sales of wastage		98,746,344	96,270,767
Cash Dividend (received on m	arketable securities)	1,316,843	2,585,575
Rental Income	5,500,644	_	_,000,000
Less: Repair and maintenance			3,850,451
Miscellaneous Income	(1/1000/1000)	520,466	1,818,687
		29,957,292	19,956,312
29 Administrative expenses			
•		162,006,002	127 172 200
Salary and allowances		163,906,893	137,172,309
Audit fees		862,500	862,500
AGM Expenses		2,441,674	2,565,467
Board Meeting Expenses		2,887,500	2,585,000
Business promotion expenses		26,234,576	23,116,140
Bank charges and commission		9,635,407	22,882,207
Ceremonial expense		9,161	557,634
Certificate and membership fe	es	3,215,306	2,887,832
Credit rating expenses		80,625	107,500
Garden Expenses		24,857	24,130
Advertisement		1,420,040	1,748,911
Contribution to Provident Fund		2,474,859	2,524,344
Managing Directors Remunera	ition (Note -39.2)	12,000,000	12,000,000
Entertainment		6,017,137	5,646,789
Internet charges		178,968	46,200
Legal and professional expens		1,611,854	1,754,910
Medicine and medical expense	<u>2</u> S	182,000	135,734
Office maintenance		405,876	339,990
Photocopy and type expenses		690,544	605,323
Office Stationery		130,384	68,008
Rates and taxes		1,908,267	2,278,083
Depreciation on Right-of-use (I	ROU) Asset	2,806,881	2,654,142
Registration and renewal		1,631,033	4,967,303
Religious expenses		82,000	54,000
Staff welfare		128,783	667,690
Travelling expenses		2,042,725	578,088
Software Expenses		296,861	356,263
Miscellaneous expenses		3,184,379	5,108,937
Power and fuel - vehicles		1,468,683	1,818,667
VAT Expenses		631,900	2,856,409
Depreciation		40,772,930	41,571,130
Loss on Fixed Assets		6,790,829	7,267,862
		296,155,433	287,809,501
Obsolete Raw Materials		-	(8,360,909)
Doubtful debts		(4,833,589)	(50,847,399)
		291,321,844	228,601,193



30 Distribution expenses

Carriage outward

31 Finance cost

Interest expenses

Bank Interest on term loan
Bank interest on Export Development Fund/Upas Cotton
Interest Expense on Lease Liability
Bank Interest on OD loan
Interest Expense on Export Bills

	7 11110 011105 111 1 0110
2023-24	2022-23
11,450,845	10,608,021
11,450,845	10,608,021
114,330,512	82,087,484
161,301,748	86,895,396
433,613	405,099
3,818,701	1,963,403
2,354,650	-
282,239,225	171,351,382

32 Contribution to workers' profit participation funds

"Allocation for workers' profit participation funds Tk.14,396,811 (2023 Tk. 25,633,531). This represents 5% of net income before charging income tax as per provision of the Labour Law - 2006 and it will be allocated as defined in the said Act."





2023-2024 2022-2023

Computation of Taxable Income & Tax Liability thereon 33

A. Tax Payable on Total Taxable Income		12,062,024	·	127,593,513
Reconciliation of effective tax rate	2023	3-2024	2022-2023	
Reconciliation of effective tax rate	Percentage	BDT Amount	Percentage	BDT Amount
Business Income/(loss) for the current y	ear ear	80,413,495		342,056,514
On Business Income	15.00%	12,062,024	15.00%	51,308,477
B. Minimum Tax Payable u/s 163 of ITA				
Gross receipts during this year [Schedu	ıle-B]	8,075,282,914		7,363,916,875
Tax Rate		0.60%		0.60%
Minimum Tax u/s 163 of ITA		48,451,697		44,183,501
C. Minimum Tax Payable u/s 163 of ITA				
Tax deducted at Source under section Section - 123 of ITA		46,670,276		74,332,197
		46,670,276		74,332,197
Gross Tax Liability (higher of A, B and C)		48,451,697	· –	74,332,197

Tax On Other Income/(Loss)

Tax On Other Income/(Loss)					
Decemblistics of offertive tay rate	2023	-2024	202	2022-2023	
Reconciliation of effective tax rate	Percentage	BDT Amount	Percentage	BDT Amount	
On Foreign currency exchange gain/(loss)	20.00%	1,554,271	20.00%	(9,612,321)	
On Sales of wastage (balance after setting off business loss)	20.00%	19,749,269	20.00%	19,254,153	
On Misc. Income	20.00%	104,093	20.00%	363,737	
On Bank interest received	20.00%	532,545	20.00%	670,068	
On Cash Dividend (received on marketable securities)	20.00%	269,953	20.00%	530,043	
On Gain /(Loss) on Investment in marketable securities	10.00%	194,096	10.00%	44,798	
On Rental Income	20.00%	770,090	20.00%	770,090	
Tax on other income		23,174,317		12,020,568	
Gross Tax Liability:					
Tax on Business Income (Higher on A, E	3 & C)	48,451,697		74,332,197	
Tax on other income		23,174,317	_	12,020,568	
		71,626,015		86,352,766	
(Excess)/Short provision for taxation:	s after final asse	ssment order as	below:		
Add: Adjustment of excess provision for the year 2018-2019		338,452		(20,996,346)	
Add: Adjustment of short provision for the	year 2019-2020	(366,320)	_	557,551	
		(27,868)	_	(20,438,795)	
Total Current Tax	:	71,598,147	_	65,913,970	



Amounts in Taka 2023-2024 2022-2023 Deferred tax for statement of Profit or loss and Statement 34 of other comprehensive income 34.01: Deferred tax for statement of profit or loss A. Deferred tax on Fixed assets: Carrying amount * 4,131,426,636 3,939,492,041 Tax base (2,788,241,215) (2,712,766,043) Taxable Temporary difference 1,343,185,421 1,226,725,999 Tax rate 15% 15% (Tax rate is 15% on Textile sector as per SRO - 159 dated 01 June 2022) Deferred tax liabilities as on 30 June 2024 201,477,813 184,008,900 Deferred tax liabilities as on 30 June 2023 (184,008,900) (164,324,303)17,468,913 19,684,597 B. Deferred tax on Right-of-Used (ROU) Assets: Carrying amount of PV of lease obligation 17,435,020 2,800,978 Carrying amount Right to Use Assets 17,257,789 2,211,785 **Taxable Temporary difference** 177,231 589,193 Tax rate 15% 15% Deferred tax liabilities as on 30 June 2024 26,585 88,379 Deferred tax liabilities as on 30 June 2023 (88,379)(154,699)(61,794)(66,320)Total Deferred Tax Expenses (A+B) 17,407,119 19,618,277 34.02: Deferred tax for statement of other comprehensive income (i) Deferred tax liability against revaluation reserve other than land Carrying amount other than land 295,539,487 312,505,780 Tax base 295,539,487 312,505,780 Applicable tax rate (As per SRO 159 dated 01 June 2022 for Textile Sector) 15% 15% 44,330,923 46,875,867 (ii) Deferred tax liability on capital gain on revaluation of land Carrying amount other than building & others 1,371,505,300 1,371,505,300 Tax base 1,371,505,300 1,371,505,300 Applicable tax rate (3% As per section 125 of ITA)



Amounts in Taka 2023-2024 2022-2023 82,290,318 41,145,159 126,621,241 88,021,026 (88,021,026) (90,723,441) 38,600,215 (2,702,415)

Deferred tax liability against revaluation reserve (i + ii)

Deferred tax liabilities 30 June 2023

Deferred tax for Statement of Other Comprehensive Income

Deferred tax has been provided on Taxable Temporary difference.

*This amount include adjustment for permanent difference related to sedan cars, not plying for hire, owned by company. As per the provisions of Income Tax Ordinance 1984, depreciation on such cars is allowed only up to certain limit of cost (currently Tk. 2.5 million per car) of such cars for tax purpose. Difference for vehicle represents the amount of depreciated cost exceeding such limits.

35 Earnings Per Share (EPS)

The computation of EPS is given below:
Earnings attributable to ordinary shareholders
Weighted average number of ordinary shares outstanding at the year end
Earnings per share (EPS)

2.04	4.38
97,490,000	97,490,000
198,930,957	427,138,377

35.1 Diluted earnings per share

No diluted earnings per share is required to be calculated for the year as there was no scope for dilution during the year.

36	NAV Per Share (With Revaluation reserves)		
	Total assets	12,658,511,565	10,988,787,614
	Less: Total current liabilities	(5,893,233,851)	(3,820,720,335)
		6,765,277,714	7,168,067,279
	Deduct:		
	Long Term & deferred liabilities	(1,141,931,524)	(1,315,091,829)
		5,623,346,190	5,852,975,449
	Number of Ordinary Share at statement of financial position date	97,490,000	97,490,000
	NAV - Per Share at statement of financial position date	57.68	60.04
37	Net Operating Cash Flow Per Share		
	Cash flows from operating activities as per statement of cash flows	(1,039,858,368)	484,673,137
	Number of Ordinary Share at statement of financial position date	97,490,000	97,490,000
	Net Operating Cash Flow - Per Share	(10.67)	4.97



38 **Board Meetings**

During the year from 01.07.2023 to 30.06.2024 six board meetings were held. The attendance status is as

Name of Directors	Position	Meeting Held	Attended	Remarks
Abdul Wahed	Chairman	6	6	
M.A. Jabbar	Managing Director	6	6	
M.A. Rahim	Director	6	6	
M.A. Quader	Director	6	6	
Md. Hassan Imam	Director	6	6	
Selina Parvin	Director	6	6	
Tanzeen Rahim	Director	6	6	
Taslima Begum	Director	6	6	
Md. Abdus Salam FCA, FCS	Independent Director	6	6	
Shamsul Hasan Barrister-at-law	Independent Director	6	6	

Number of employees & Payments to Directors and Officers 39

39.1 Number of employees

Disclosure as per requirement of schedule XI part II of Company's Act 1994

	Officer	& Staff	Worker	Total	Amount in	
	Head Office	Factory	worker	Employee	Taka	
2023-24	23	571	1,658	2,252	533,976,946	
2022-23	25	426	1,904	2,355	462,567,610	

There is no Salary/ Wages/Remuneration below Tk. 10,788/- per month or annually Tk. 129,456. Minimum Salary/ Wages/Remuneration has started from Tk. 10,788/- per month.



39.2 Payments to Directors and Officers

Disclosure as per requirement of schedule XI, Part II, Para 4 of Companies Act 1994:

	2023-2024			2022-2023			
Particulars	Directors	Managers & Others	Total	Directors	Managers & Others	Total	
Basic Salary	7,342,800	90,066,247	97,409,047	7,342,800	75,375,690	82,718,490	
House Rent	3,671,400	45,033,124	48,704,524	3,671,400	37,687,845	41,359,245	
Conveyance	985,800	12,091,751	13,077,551	985,800	10,119,485	11,105,285	
Bonus/ incentives	-	16,715,771	16,715,771	-	13,989,289	13,989,289	
Total Salary and allowances	12,000,000	163,906,893	175,906,893	12,000,000	137,172,309	149,172,309	

^{*} Directors represent Managing Director only.

40 Contingent Liabilities:

- **a** As on 30 June 2024, Contingent Liability of the Company was Tk. 1,016,184,335 (Tk. 399,998,057 as at 30 June 2023) for opening of LCs by the banks in favour of foreign suppliers for raw materials and spares.
- **b** There was no facts and figures for which the company has contingent liability to any party other than Bank as on 30 June 2024.

41 Disclosure as per requirement of schedule XI, part II, para 7 of Companies Act 1994

	MSML	Melange	Synthet-	Special	То	tal
	Unit	Unit	ic Unit	Yarn Unit	2023-2024	2022-2023
Capacity Installed:						
No. of Spindles Installed	39,600	18,240	15,352	15,120	88,312	88,304
Capacity Utilized:						
No. of Spindles Operated	38,052	16,486	14,020	14,188	82,746	77,761

Production Capacity: (In Kg)						
At Equivalent Ave. 28's (Ring) & 16's Count (Rotor)	8,888,956	3,552,597	5,979,715	3,546,765	21,968,033	21,919,448
Actual Production : (In Kg)						
At Equivalent Ave. 28's (Ring) & 16's Count (Rotor)	7,510,857	2,970,789	5,110,985	2,974,327	18,566,958	16,377,272
% of Capacity Utilization	84.50	83.62	85.47	83.86	84.52	74.72



^{*} No benefits other than the monthly emoluments is given to the Managing Director.

Related party disclosure 42

Name of the related party	Relationship	Nature of transaction	Value of transactions (Taka)	Closing balance as of June 30, 2024 (Taka)	Status as of June 30, 2024	Closing balance as of June 30, 2023 (Taka)	Status as of June 30, 2023
Flamingo Fashions Ltd	Sister Concern	Sale of yarn	2,172,036,930	294,527,974	Debtor	128,332,524	Debtor
Jinnat Fashions Ltd	Sister Concern	Sale of yarn	245,728,654	47,205,420	Debtor	14,277,181	Debtor
Jinnat knitwears Ltd	Sister Concern	Sale of yarn	2,662,258,791	757,697,323	Debtor	644,237,812	Debtor
Jinnat Apparels Ltd	Sister Concern	Sale of yarn	260,058,612	42,777,323	Debtor	44,894,742	Debtor
Mawna Fashions Ltd.	Sister Concern	Sale of yarn	1,019,313,327	156,050,364	Debtor	101,801,418	Debtor
Hamza Textiles Ltd	Sister Concern	Sale of yarn	342,547,049	261,460,191	Debtor	109,269,338	Debtor
DB Trims Ltd	Sister Concern	Sale of yarn	46,091,065	52,800,356	Debtor	52,960,979	Debtor
DB ITIITIS LLU		Godown Rent & Others	24158553	5,772,880	Debtor	2135080	Debtor
DBL Distribution Ltd	Sister Concern	Fuel & Lubricant	95,198,537	128,807,241	Creditor	46,398,236	Creditor
Color City Ltd	Sister Concern	Fiber Dyeing	15,648,557	28,851,377	Creditors	26,448,739	Creditors
DBL Ceramics Ltd	Sister Concern	Tiles	1,796,917	2,136,661	Creditors	7,587,608	Creditors
Dulal Brothers Ltd	Sister Concern	Sale of yarn	5,174,872	4,678,721	Debtor	18,400,495	Debtor
DBL Life Style Ltd	Sister Concern	Services	226,263	678,789	Creditors	452,526	Creditors
DBL Textile Recycling Ltd.	Sister Concern	Rental Income	1,099,644	-	-	-	-

ii) Key management personal compensation comprised the following:

The Company's key management personal includes the Company's Managing Directors.

a) Short-term employee benefit:

Short term employee benefit includes remuneration, festival bonus and meeting attendance fees.

In Taka	2023-2024	2022-2023
Directors' remuneration	12,000,000	12,000,000
Board meeting fees	979,000	649,000
	12,979,000	12,649,000
b) Post employment benefit: c) Other long-term benefit: d) Termination benefit: e) Share- based payment:		- - -
	12,979,000	12,649,000



43 Disclosure as per requirement of schedule XI, part II, para 8 of the Companies Act 1994

Disclosure requirement of schedule XI, part II, para 8 (b&d) of the Companies Act 1994:

CIF Value of Raw Cotton, Spare Parts, Packing Materials and Capital Machinery (BDT) and Consumption:

Particulars	Local Purchase	Import	Total Purchase	Consumed	% of Consumption
Raw Cotton	-	6,145,045,650	6,145,045,650	5,834,016,030	97.74%
Stores and Accessories	-	135,419,877	135,419,877	65,369,218	1.10%
Packing Materials	73,305,091	-	73,305,091	69,736,488	1.17%
Capital Machinery	-	313,009,473	313,009,473	-	-
Total	73,305,091	6,593,475,000	6,666,780,092	5,969,121,736	100.00%

FOB Value of export

The FOB value of export is as follows:	2023-24		202	2-23
Particulars	In foreign currency \$	In Taka	In foreign currency \$	In Taka
Export	68,763,467	8,045,325,622	68,635,145	7,343,960,563

44 **Reconciliation of net operating cash flows**

Amounts in Taka

	2023-24	2022-23
Net profit after tax	198,930,957	427,138,377
Add: Items not involving movements of cash		
Depreciation and amortization	407,729,304	415,711,301
Interest Income	(523,851)	(2,300,395)
Provision for finance Cost	199,584,844	22,897,041
Deferred tax expenses	17,407,119	19,618,277
Income Tax	71,598,147	65,913,970
Contribution to workers' profit participation funds	14,396,811	25,633,531
Dividend Income transfer to investing activities	(1,316,843)	(2,585,575)
Effects of foreign currency translation gain /(loss)	25,455,770	62,481,401
Investment	7,306,130	1,851,492
	741,637,431	609,221,042
A. Cash generated from operations before changes in working capital	940,568,387	1,036,359,419
Changes in working capital		
Decrease (increase) in inventories	(924,928,485)	(234,267,622)
Decrease (increase) in trade and other receivables	(974,654,897)	(180,123,785)
Decrease (increase) in advances, deposits and prepayments	(33,750,257)	(93,966,507)
Decrease (increase) in trade payables	114,710,659	66,605,387
Decrease (increase) in other payables	15,464,359	(2,194,639)
Decrease (increase) of Capital expenditure	201,625,308	239,658,472



	2023-24	2022-23
B. Total changes in working capital	(1,601,533,314)	(204,288,693)
C. Cash generated from operating activities (A+B)	(660,964,927)	832,070,727
Less: Payments made during the year		
Tax paid	(55,401,087)	(109,078,611)
Interest paid	(297,858,825)	(176,077,473)
Workers' profit participation funds paid	(25,633,531)	(62,241,507)
D.Total Payment	(378,893,443)	(347,397,591)
Net cash inflows from operating activities (C+D)	(1,039,858,368)	484,673,137

- 45 Previous year's figures have been rearranged, wherever considered necessary, to conform to current year's presentation.
- 46 Figures are rounded off to the nearest Taka.
- 47 Event after the reporting period

The Board of Directors of Matin Spinning Mills Limited, at its 145 meeting held on October 28, 2024 proposed Tk. 5 per share amounting to a total of Tk.487,450,000 as cash dividend for the year ended 30 June 2024, which represents 50% of the paid up Capital. This dividend is subject to final approval by the shareholders at the forthcoming Annual General Meeting of the Company.

A number of new standards are effective for annual periods beginning after 1 July 2020 and earlier

48 Standards issued but not yet effective

indefinitely / available for

optional adoption

application is permitted; however, the Company has not early adopted the new or amended standards in preparing these financial statements.

• Amendments to references to conceptual framework in IFRS standards
• Amendments to IFRS 3: Business Combinations of definition of business
• Amendments to IAS 1: Presentation of Financial Statements and IAS 8
• Accounting Policies, Changes in Accounting Estimates and Errors of definition of material.

Effective for year beginning 1
January 2021

• IFRS 17: Insurance Contracts

• Amendments to IFRS 10: Consolidated Financial Statements and IAS 28:

Management does not expect that the adoption of the above new and amended standards and the interpretation to a standard will have a significant impact on the Company's financial statements.

Investments in Associates and Joint Ventures on sale or contribution of

assets between an investor and its associate or joint venture

Abdul Wahed Chairman M. A. Jabbar Managing Director Mohammad Emarot Hossain FCA,FCS
Chief Financial Officer

Md. Shah Alam Miah FCS Company Secretary



Matin Spinning Mills PLC

Details of property, plant and equipment for the year ended 30 June 2024

Amounts in Taka

A) Non Revalued Assets (Cost Component)

		Cost	st				Depreciation	on		Written down
	At	Addition	Adjustment/	Total at		At	Charge	4	Total at	value at
Name of the accets	01 July	during	disposal	30 June	Rate	01 July	for	Adjustment	30 June	30 June
	2023	the year	during the	2024	%	2023	the year	during the year	2024	2024
Land and land development	172,971,966	1	-	172,971,966	%0	1	1	1	ı	172,971,966
Factory building		106,429,003	15,000,000	1,041,615,975	2%	277,351,059	33,689,117	10,603,597	10,603,597 300,436,580	741,179,395
Godown	116,396,865	37,833,749		154,230,613	10%	52,933,142	9,068,102	1	62,001,244	92,229,369
Plant and machinery	5,370,784,542	71,210,872	1	5,441,995,414	10%	2,644,944,649	273,905,564	1	2,918,850,213	2,523,145,201
Furniture and fixtures	13,323,980	ı	1	13,323,980	10%	3,939,955	938,398	1	4,878,353	8,445,627
Sub Station (Machinery)	389,122,826	133,273,615	1	522,396,441	15%	267,693,275	18,269,053	1	285,962,328	236,434,113
Gas Generator	425,062,583	241,798,600	66,186,379	600,674,804	15%	163,993,532	40,934,037	55,367,606	149,559,963	451,114,841
Office equipments	136,433,145	6,926,821	100,000	143,259,966	15%	56,769,588	12,350,620	89,593	69,030,616	74,229,350
Vehicles	67,643,349	ı	1	67,643,349	20%	59,602,746	1,608,121	1	61,210,867	6,432,482
Total at 30 lune 2024	7.641.926.228 597.472.660	597.472.660	81.286.379	81,286,379 8,158,112,509		3.527.227.948 390.763.011	390.763.011	66.060.795	66.060.795 3.851.930.164 4.306.182.345	4.306.182.345

B) Revalued Assets (Revaluation Reserve Component)

		Revaluation	ation				Depreciation	uc		Written down
	At	Addition	Adjustment/	Total at		At	Charge		Total at	value at
Name of the assets	01 July	during	disposal	30 June	Rate	01 July	for	Adjustment	30 June	30 June
	2023	the year	during the year	2024	%	2023	the year	during the year	2024	2024
Land and land development 1,198,533,334	1,198,533,334	1	1	1,198,533,334	%0	1	1	1	1	1,198,533,334
Factory building	405,031,744	1	ı	405,031,744	2%	119,346,044	14,284,285	ı	133,630,329	271,401,415
Godown	41,653,543	1	1	41,653,543	10%	14,833,463	2,682,008	I	17,515,471	24,138,072
Total at 30 June 2024	1,645,218,621	•	•	1,645,218,621		134,179,507	16,966,293	•	151,145,800 1,494,072,821	1,494,072,821
Total (A + B) at 30 June 2024 <u>9,287,144,849 597,472,</u> 0	9,287,144,849	597,472,660	81,286,379	81,286,379 9,803,331,130		3,661,407,455 407,729,304	107,729,304	66,060,795	66,060,795 4,003,075,964 5,800,255,166	5,800,255,166

Year ended 30 June 2024 Allocation of deprecation: 366,956,374 40,772,930 **407,729,304** Manufacturing overhead @ 90% Administrative overhead @ 10%

-Part A of the above note includes the cost base of all assets owned by the Company. Part B includes the increase in value of assets arising out of revaluation of assets.



Annex i

Details of property, plant and equipment for the year ended 30 June 2023 Matin Spinning Mills PLC

Amounts in Taka

		Cost	st				Depreciation	no		Written down
Name of the assets	At 01 July	Addition during	Adjustment/ disposal	Total at 30 June	Rate	At 01 July	Charge for	Adjustment	Total at 30 June	value at 30 June
	2022	the year	during the year	2023	%	2022	the year	year	2023	2023
Land and land development	172,971,966	1	'	172,971,966	%0	'	1	1	'	172,971,966
Factory building	700,733,723	249,453,250	1	950,186,973	2%	244,395,989	32,955,071	1	277,351,059	672,835,913
Godown	118,892,748	6,268,793	8,764,676	116,396,865	10%	47,208,412	7,590,076	1,865,345	52,933,142	63,463,722
Plant and machinery	4,154,880,817 1,219,564,58	1,219,564,581	3,660,856	5,370,784,542	10%	2,367,910,989	279,028,580	1,994,920	2,644,944,649	2,725,839,892
Furniture and fixtures	6,919,042	6,404,938	1	13,323,980	10%	2,833,318	1,106,637	1	3,939,955	9,384,025
Sub Station (Machinery)	389,122,826	1	1	389,122,826	15%	246,264,530	21,428,744	1	267,693,275	121,429,551
Gas Generator	327,279,371	155,808,382	58,025,171	425,062,583	15%	174,703,954	41,256,640	51,967,062	163,993,532	261,069,051
Office equipments	91,678,606	47,186,780	2,432,241	136,433,145	15%	46,455,525	12,319,303	2,005,240	56,769,588	79,663,557
Vehicles	67,643,349	1	1	67,643,349	20%	57,592,596	2,010,151	1	59,602,746	8,040,603
Total at 30 June 2023	6,030,122,447 1,684,686,724	1,684,686,724	72,882,944	72,882,944 7,641,926,228		3,187,365,312	,187,365,312 397,695,202		57,832,567 3,527,227,948 4,114,698,280	4,114,698,280

B) Revalued Assets (Revaluation Reserve Component)

		Revalu	ation				Depreciation	ud		Written down
	At	Addition	Adjustment/	Total at		At	Charge	Adington	Total at	value at
Name of the assets	01 July	during	disposal	30 June	Rate	01 July	for	Adjustifierit dirring the	30 June	30 June
	2022	the year	during the year	2023	%	2022	the year	year	2023	2023
Land and land development 1,198,533,334	1,198,533,334	'	1	1,198,533,334	%0	ı	1	1	1	1,198,533,334
Factory building	405,031,744	1	1	405,031,744	2%	104,309,955	15,036,089	1	119,346,044	285,685,700
Godown	41,653,543	1	1	41,653,543	10%	11,853,454	2,980,009	1	14,833,463	26,820,081
Total at 30 June 2023	1,645,218,621	•	•	1,645,218,621		116,163,408 18,016,098	18,016,098	•	134,179,507 1,511,039,114	1,511,039,114
Total (A + B) at 30 June 2023 _	7,675,341,068 1,684,686	1,684,686,724	72,882,944	72,882,944 9,287,144,849		3,303,528,721	415,711,301	57,832,567	3,303,528,721 415,711,301 57,832,567 3,661,407,455 5,625,737,394	5,625,737,394

Allocation of deprecation: Year ended 30 June 2023

Manufacturing overhead @ 90% 374,140,171 Administrative overhead @ 10% 41,571,130 -Part A of the above note includes the cost base of all assets owned by the Company. Part B includes the increase in value of assets arising out of revaluation of assets.





Matin Spinning Mills PLC South Avenue Tower (6th Floor)

7 Gulshan Avenue, House #50, Road #03 Gulshan-1, Dhaka 1212, Bangladesh



Proxy Form

I/We		
of		
Being a member of Matin Spinning Mills	PLC and holder of	
Shares hereby appoint Mr/Ms		
	me/us on behalf of me/us at the 22 nd Annu 2024 at 11.30 A.M through Digital Platforr	
Signature of Proxy Registered Folio/BO	Revenue Stamp Tk. 20.00	Signature of Shareholder Registered Folio/BO
	and stamped, must be submitted at South <i>i</i> 12, at least 48 hours before the meeting.	Avenue Tower, 6 th Floor House
Matin Spinning Mills PLC South Avenue Tower (6 th Floor) 7 Gulshan Avenue, House #50, Road #03 Gulshan-1, Dhaka 1212, Bangladesh	3	SPINNING SPINNING
	Attendance Slip	
I hereby record my attendance at the 22 4 December, 2024.	nd Annual General Meeting of the Company	y to be held on Wednesday the
Name of the Member/Proxy		
Registered Folio/BO ID		
		Signaturo
		Signature Date:

Note: Please note that no gift/gift coupon/food box/benefit in cash or kind shall be distributed/paid at the AGM as per BSEC Notification No. SEC/CMRRCD/2009-193/154 dated 24th October 2013.



MATIN SPINNING MILLS PLC

CORPORATE OFFICE

South Avenue Tower (6th Floor) 7 Gulshan Avenue, House #50, Road #03 Gulshan-1, Dhaka 1212, Bangladesh Phone: +880-2-58817735

Fax: +880-2-58817736 email: info@dbl-group.com

FACTORY & REGISTERED OFFICE

Sardaganj, Kashimpur, Gazipur Bangladesh Phone: +880 2 7790070-72

Fax: +880 2 7790073

www.matinspinning.com