

ANNUAL REPORT 2024-2025





A Concern of DBL Group







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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 2025.

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 2025 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 23RD ANNUAL GENERAL MEETING

Notice is hereby given to all the Shareholders of Matin Spinning Mills PLC (MSMPLC) that the 23rd ANNUAL GENERAL MEETING of the Company will be held on Tuesday, 9 December 2025 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 2025 together with the Report of the Directors' and the Auditors' thereon
- To declare dividend for the year ended 30 June 2025.
- 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 reappoint Auditors for the year 2025-2026 and to fix their remuneration.
- 5. To appoint professionals for issuance of certificate on compliance with the Corporate Governance Code for the year 2025-2026 and to fix their remuneration.
- To confirm the appointment of the Independent Director.
- 7. To approve the contracts of sale of yarn with the associate companies (an entirely owned and directed by common directors) Jinnat Fashions Ltd., Jinnat Apparels Ltd., DBTrims Ltd., Dulal Brothers Ltd. and Glory Textile and Apparels Ltd.

By Order of the Board

Dated: Dhaka 14 November 2025 (Md. Shah Alam Miah FCS)

Company Secretary

Notes:

- The "Record Date" is Thursday, 13th November 2025. 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 23rd 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/2009-193/75/PRD150 dated April 17, 2024, a soft copy of the Annual Report 2024-25 will be sent to the Shareholder's respective email address as available to us. The Annual Report 2024-25 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.
- The shareholders are requested to login to the system prior to starting of the meeting at 11.30 AM on Tuesday, 9 December 2025. Please contact at 01955538019 for any queries in accessing the virtual meeting.







KEY INFORMATION



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

88,400 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

A. Qasem & Co. - Chartered Accountants Suits# 1-3, Level #7, Gulshan Pink City Shopping Mall Plot #15, Road #103, Gulshan Avenue, Dhaka-1212.

CORPORATE GOVERNANCE CODE

Suraiya Parveen & Associates, Chartered Secretaries Razzak Plaza, 9th Floor, Suite# 10G, 2 Shahid Tajuddin Ahmmed Sarani, Mogbazar, Dhaka-1217.

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

2150

INSURER

Pioneer Insurance Company PLC

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

Green Delta Insurance Company PLC

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

Bangladesh General Insurance Company PLC

42. Dilkusha C/A Dhaka-1000.

COMPANY WEBSITE

www.matinspinning.com



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 PLC on 27 March, 2014 and in Dhaka Stock Exchange PLC 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.



INTEGRITY -

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, 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





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

PRODUCTS







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



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



Resource saving as water, energy, dyes, chemicals, GHG emissions and waste are reduced from process elimination



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

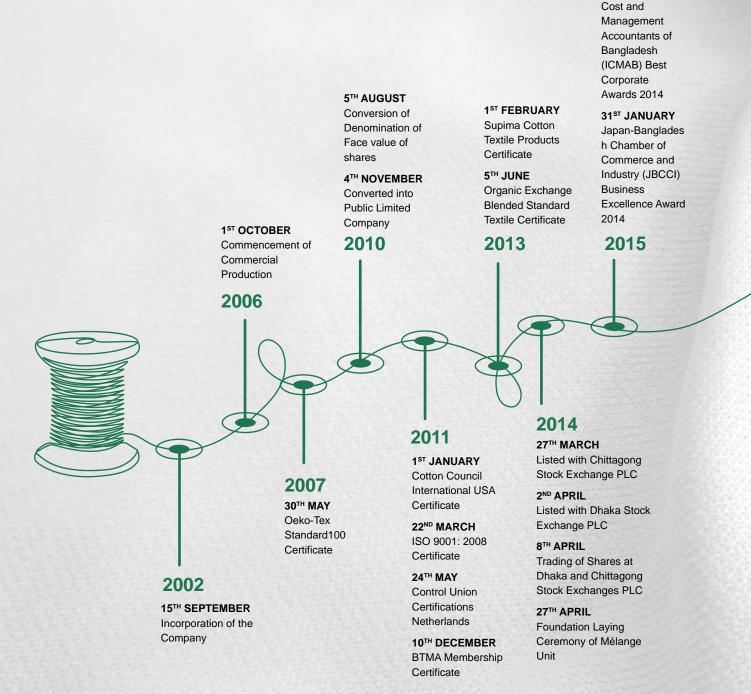


GRS Yarns

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



KEY MILESTONES



20[™] JANUARY The Institute 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

17TH DECEMBER

2022

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

5[™] OCTOBER

Achieved Corporate Governance Excellence Award in Gold category at 11th National Award 2023 of The Institute of Chartered Secretaries of Bangladesh

17[™] NOVEMBER

Achieved ICMAB **Best Corporate** Award 2023

2024

7TH FEBRUARY

Start of Commercial Operation of Synthetic Yarn Unit

2017

2019

2016

28TH 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

2021

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

17TH JUNE

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

14TH OCTOBER

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

7TH NOVEMBER

Achieved ICMAB Best Corporate Award 2022



CERTIFICATIONS













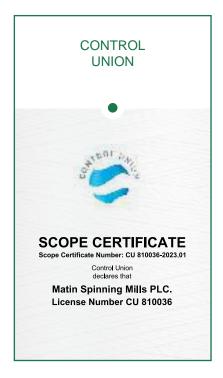
















Valid From	Valid Till	Rating Action	Long Term Rating	Short Term Rating	Outlook
December 17, 2024	December 16, 2025	Surveillance	AA	ST-2	Stable
December 18, 2023	December 17, 2024	Surveillance	AA	ST-2	Stable
December 20, 2022	December 19, 2023	Surveillance	AA	ST-2	Stable
December 21, 2021	December 20, 2022	Surveillance	AA	ST-3	Stable
December 21, 2020	December 20, 2021	Surveillance	AA-	ST-3	Stable



AWARDS & ACCOLADES



Sustainability Leadership (TSL) Award 2022



10th ICSB National Award 2022



13th ICMAB Best Corporate Award 2022



9th ICSB National Award 2021



National Productivity and Quality Excellence Award 2021



ICMAB Best Corporate Award 2021



Qc Circles 2020 Platinum Award



8th ICSB National Award 2020



6th ICSB National Award 2018





ICMAB Best Corporate Award 2018



ICMAB Best Corporate Award 2017



5th ICSB National Award 2017



International Textile Firm of the Year 2016



ICMAB Best Corporate Award 2015



ICSB National Award 2015



ICMAB Best Corporate Award 2014



JBCCI Business Excellence Award 2014



EVENT HIGHLIGHTS



Matin Spinning Mills PLC won the Silver Award in the Textile Manufacturing category at the 14th ICMAB Best Corporate Award 2023, held on 14th November 2024. Mr. Mohammed Abdur Rahim, Vice Chairman, along with senior officials of the company, received the award from the Chief Guest, Dr. Salehuddin Ahmed, Honourable Adviser to the Ministry of Finance and the Ministry of Science and Technology, Government of the People's Republic of Bangladesh. The ceremony was also graced by the Special Guest, Mr. Sheikh Bashir Uddin, Honourable Adviser to the Ministry of Commerce, Government of the People's Republic of Bangladesh, and Mr. Md. Abdur Rahman Khan, FCMA, Secretary, Internal Resources Division (IRD) & Chairman, National Board of Revenue (NBR).



H. E. Mr. Achim Tröster, Ambassador of Germany to Bangladesh, led a team from the Embassy of the Federal Republic of Germany during their visit to the Company's facilities on 7th November 2024. Mr. Mohammed Abdur Rahim, Vice Chairman, Mr. Mohammed Abdul Quader, Director, and other senior officials of the Company accompanied the visitors.





On an exclusive invitation from Cotton Brazil, Mr. Md. Abdul Jabbar, Managing Director of the Company joined the Cotton Brazil Buyer's Mission 2025, from August 2nd to 9th 2025. He has visited cotton farms, gins, laboratories, and the Brazilian Cotton Analysis Reference Center across Mato Grosso, Bahia, Goiás, Brasília, and Rio de Janeiro, where they have showcased their strong focus on quality and traceability.



On 28th November 2024 the Company arranged a donation program for the flood affected employees. The employees of the Company affected by the flood were provided with financial support so that they can regain their loss. The Donation received was collected from voluntary contribution from Management employees. The Chairman of the Company Mr. Abdul Wahed joined this event as the Chief Guest and assured such support for distressed employees will be continued in future.



Matin Spinning Mills PLC achieved the Gold Award in the Textiles and RMG Companies category at the 11th ICSB National Award 2023. Mr. Mohammed Abdur Rahim, Vice Chairman, along with senior officials of the company, received the award from Dr. Salehuddin Ahmed, Adviser to the Ministry of Finance and the Ministry of Commerce, Government of the People's Republic of Bangladesh. The Ceremony was also graced by the Special Guests, Mr. Khondoker Rashed Maqsood, Chairman, Bangladesh Securities and Exchange Commission, and Mr. Md. Abdur Rahman Khan, FCMA, Secretary, Internal Resources Division (IRD) & Chairman, National Board of Revenue (NBR). The award was presented on 5th October 2024 at an award-giving ceremony in Dhaka.

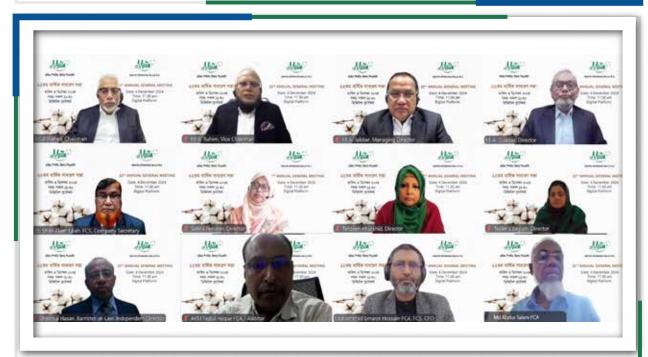


The Company welcomed the New Year with joy and tradition, held at the Corporate Office. The Celebration embodied the true spirit of the New Year, bringing together warmth and togetherness. Mr. Md. Abdul Jabbar, Managing Director; Mr. Mohammed Abdur Rahim, Vice Chairman; and Mr. Mohammed Abdul Quader Anu, Director, along with other senior officials, joined the festivities with all Corporate Office employees.





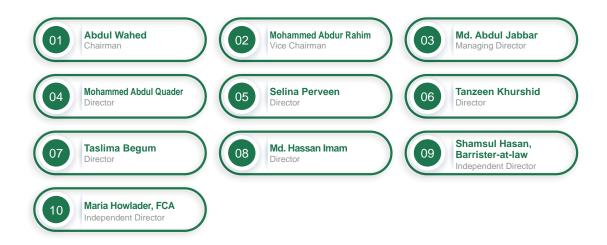
The Corporate Futsal Tournament 2024 of the Company took place on 6th December 2024. Different units and departments of the Corporate Office participated in the tournament. The event was a game-changer, bringing together teamwork, strategy, and a whole lot of fun for the employees. Mr. Abdul Wahed, Chairman; Mr. Md. Abdul Jabbar, Managing Director; Mr. Mohammed Abdur Rahim, Vice Chairman; and Mr. Mohammed Abdul Quader, attended the tournament along with other senior officials.



The 22nd Annual General Meeting (AGM) of Matin Spinning Mills PLC was held on 4th December 2024 at 11.30 AM through a Digital (Virtual) Platform. The meeting was presided over by the Chairman of the Company, Mr. Abdul Wahed. The Vice Chairman, Mr. Mohammed Abdur Rahim; Managing Director, Mr. Md. Abdul Jabbar; Director, Mr. Mohammed Abdul Quader; Director, Mrs. Tanzeen Khurshid; Director, Mrs. Taslima Begum; Former 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 50% cash dividend in the AGM.

MANAGEMENT APPARATUS

BOARD OF DIRECTORS



AUDIT COMMITTEE



NOMINATION AND REMUNERATION COMMITTEE



CHIEF FINANCIAL OFFICER COMPANY SECRETARY



HEAD OF INTERNAL AUDIT AND COMPLIANCE





Financial Reporting Factory Accounts Accounts Receivable CFO Marketing Sourcing Budget & Costing Procurement Accounts Payable Commercial GROUP LEVEL CONTROL Chairman & Board of Directors Shareholders Managing Director Safety & Security Sr. Manager Audit Committee Internal Audit Group Level Reporting DGM Indirect Reporting Direct Reporting GM ORGANOGRAM Ad-GM Quality Control CPO





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-ofthe-art 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.

Mr. Mohammed Abdur 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. Mohammed Abdur 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



Mohammed Abdur Rahim VICE CHAIRMAN

Excellence Awards (five times), Textile Institute Sustainability Award (UK) and Carbon Performance Improvement Award (Germany).

Mr. Mohammed Abdur 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.



Md. Abdul Jabbar MANAGING DIRECTOR

Mr. Md. Abdul 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. Md. Abdul 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. Md. Abdul 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.

Mr. Mohammed Abdul 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. Mohammed Abdul 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.



Mohammed Abdul Quader DIRECTOR

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. He is currently the president of Gulshan club



Selina Perveen **DIRECTOR**

Ms. Selina Perveen has obtained her graduation as a Bachelor of Arts. She is wife of Mr. Md. Abdul 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.

Ms. Tanzeen Khurshid is wife of Mr. Mohammed Abdur 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.



Tanzeen Khurshid DIRECTOR



Taslima Begum **DIRECTOR**

Ms. Taslima Begum is wife of Mr. Mohammed Abdul 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.

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.

Wrange 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.



Shamsul Hasan BARRISTER-AT-LAW INDEPENDENT DIRECTOR

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 23rd March 2021.



Maria Howlader, FCA INDEPENDENT DIRECTOR

Ms. Maria Howlader, FCA is a Fellow member of the Institute of Chartered Accountants of Bangladesh (ICAB).

She is the Founder & Managing Partner of Howlader Maria & Co., Chartered Accountants (Member Firm of KRESTON Global), which is the 1st Female Founded CA Firm in Bangladesh. Before founding her professional practice and consultancy work, she was a partner in A. Qasem & Co., Chartered Accountants, was a member firm of Ernst & Young (EY) and practiced there for almost 11 years. Earlier, she worked for Hoda Vasi Chowdhury & Co., Chartered Accountants, which was an Independent Correspondent firm of Deloitte.

Maria Howlader's more than 19 years in the Bangladesh Accounting & Audit practice have been devoted to looking after start-up businesses, foreign companies, and local conglomerates, whether as an auditor, accountant, tax consultant, or adviser on corporate transactions. She is passionate about the role of the accountant in finding solutions to

problems and has special expertise in corporate structures, international groups, and assisting overseas businesses set up in Bangladesh. Her experience ranges across many industries, including manufacturing, construction, IT, Government projects, retail, travel, media, and marketing, as well as providing a trusted adviser approach to many private clients and SME Companies. She extensively works as a Foreign Direct Investment Advisor and a trusted advisor for Start-ups, SMEs, and Women entrepreneurs. She has been passionate and instrumental in supporting women entrepreneurs and empowering women in leadership.

Maria Howlader is the first Female Director on the Board of Japan Bangladesh Chamber of Commerce & Industry (JBCCI). She currently holds the esteemed position of Secretary General at the Japan-Bangladesh Chamber of Commerce and Industry (JBCCI).

Maria was the President of the Institute of Chartered Accountants of Bangladesh (ICAB) for 2025. She previously held the position of Vice President of ICAB in 2024, becoming the first female Vice President in ICAB's history. Maria has been a Council Member of ICAB since 2019.

She was the Chairperson of the Women Leadership Committee in the South Asian Federation of Accountants (SAFA) for the years 2021 and 2022. She has been extensively working to strengthen the audit practice of Bangladesh.

She was a faculty member of ICAB and a chairman and member of many important committees of ICAB. She is a frequent speaker on different forums in connection with taxation, doing business in Bangladesh, company law, Tax law,

She is currently serving as an Independent Director of BD Lambs PLC, Berger Paints Bangladesh Limited, Reliance Insurance PLC and Grameen Bank.

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 nonexecutive 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 Chairman, 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

Mrs. Maria Howlader FCA	Chairman
Mr. Mohammed Abdur Rahim	Member
Mr. Mohammed Abdul 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. Mohammed Abdur Rahim	Member
Mr. Mohammed Abdul 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). His major responsibilities are dealing with Corporate Finance, Accounts, supply chain, corporate planning, Costing and Budgeting, Tax and VAT. 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

A Qasem & 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, and regulatory government 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.

Definitions & Interpretation 1.4.

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 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 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 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.

Compliance with Laws, Rules and Regulations 2.4.

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. The Company shall transfer the declared cash dividend to a separate bank account in accordance with the following procedures:
 - a) In the event of declaration of annual or final cash dividend in a financial year, the Board of the Company, shall ensure that the total amount declared as cash dividend (declared amount) is transferred and kept in a separate bank account (dividend account), maintained solely for the purpose of payment/disbursement of dividend. This transfer must be completed at least 01 (one) day prior to the date of the Annual General Meeting (AGM) or immediately after 01 (one) day of record date as declared by the Board in its meeting:

Provided that if the dividend amount subsequently approved (approved amount) at the AGM is less than the declared amount. The Company may withdraw the difference between the declared amount and the approved amount from the dividend account and transfer the amount so withdrawn to other accounts of the Company maintained in accordance with applicable laws and internal financial controls:

Provided further that the Company shall obtain a certificate confirming the transfer of the declared amount to the dividend account from the concerned bank. The said certificate shall be attested by the Managing Director, Chief Financial Officer and Company Secretary of the Company, presented at the AGM and submitted to the relevant stock exchange(s):

- In the event of declaration of interim cash dividend, the Board of the Company shall ensure that the amount declared as interim cash dividend is transferred and kept in the dividend account. Such transfer shall be made within 15 (fifteen) days from the record date of the interim cash dividend as declared by the Board of the Company.
- The Company shall not maintain the dividend account with any bank wherein a common director exists between the issuer and the said bank.
- 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: Annual Report 2024-2025 **55** 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 namewise 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 yearwise 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 প্রবিধান ৪৬ of the ডিপজিটরি (ব্যবহারিক) প্রবিধানমালা, ২০০৩ 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.

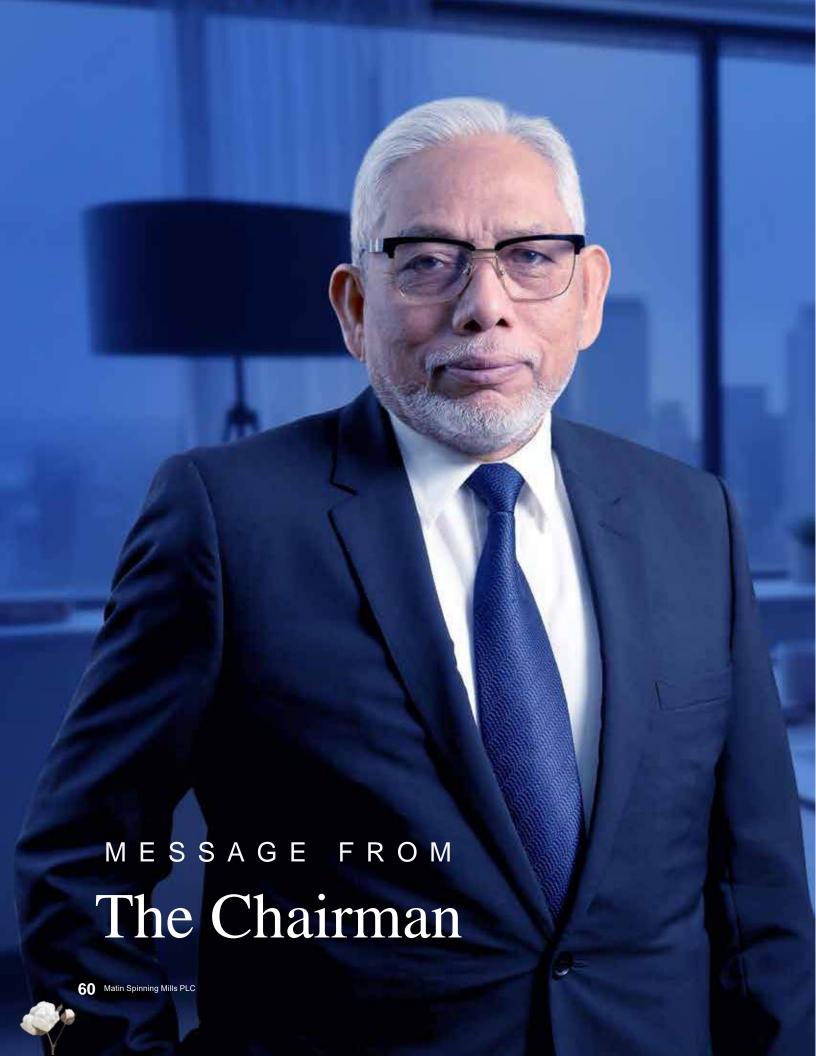




3, dated: 14/01/2021			a) Annial h) Inferim]		a) Audited 🗀 b) Unaudited 🗀			on (a			a) Cash			$(a) \ \square \ (b) \ \square \ (c) \ a \ (d) \ \square \ (d)$						a) BEFTN ☐ B) Bank Transfer⊡	d) Dividend Warrant e) Any other mode			- -			Cash (Tk) Stock (nos)		
Dividend Distribution Compliance Report Under Claus, (6) of the Directive No. BSEC/CMRRCD/2021-386/03, dated: 14/01/2021	Name of the Issuer/Securities/Mutual Fund	Particulars of Issuer DP	Type of Dividend (Annual /Interim)	(Put tick mark (☑) on the recommended option)	Whether audited or not for interim Dividend	(Put tick mark (☑) on the recommended option)	Date of recommendation of Dividend by the Board of Directors/Trustee:(Enclose copy of PSI)	Whether Dividend recommended other than directors or sponsors or any other classes		Record date for entitlement	Rate of Dividend recommended by the Board of Directors/Trustee	Dividend recommended -Type	(Put tick mark (☑) on the recommended option)	Securities/mutual fund traded under which categories	(Put tick mark (☑) on the recommended option)	Date of transfer to a separate bank account (Pis. mention bank details) or provisional credit	of shares/units by CDBL	2 Date of approval of Dividend at AGM	Rate of Dividend approved at AGM- details at Annexure, (if any change)	1 Date of commencement of disbursement of Cash and Stock Dividend	Mode of disbursement of Cash Dividend	(Put tick mark (☑) on the recommended option)	Date of completion of disbursement of Cash Dividend and Stock Dividend [Enclose Bank	statements and Corporate Action Processing Report (DP 70)]	Paid-up-capital of the issuer- before corporate action/entitlement	Numbers of securities/shares outstanding-before corporate action/entitlement:	Total cash in taka or stock (nos. shares) dividend as per corporate declaration	Distribution/Disbursement details of Cash & Stock Dividend:	A. Mode of Dividend payment/credit for the, concerned year:	a) through BEFTN or directly credited to respective BO
7	-	7	က		4		2	9		7	∞	6		10		11		12	13	14	15		16		17	18	19	20		

Dividend Distribution Compliance Report

	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:	
26	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	
oc	More than 4 years; balance	
07	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:	Note: Issuer shall maintain BO wise detailed information for all transfers/credit lo suspended Accounts	
With	With reasons and submit along with bank statements and other supporting documents. The issuer shall fill up all the applicable fields.	



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We are pleased to announce that the Company achieved sales revenue of Tk. 8,752 million for the financial year 2024–2025, representing 9% growth compared to the previous year...

Dear Shareholders Ladies and Gentlemen Assalamu Alaikum Warahmatullah

It is our pleasure to welcome you at the 23rd 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 2025.

We are pleased to announce that the Company achieved sales revenue of Tk. 8,752 million for the Financial year 2024–2025, representing 9% growth compared to the previous year. This robust performance was primarily driven by the utilization of production capacity with value added and blended yarn product mix.

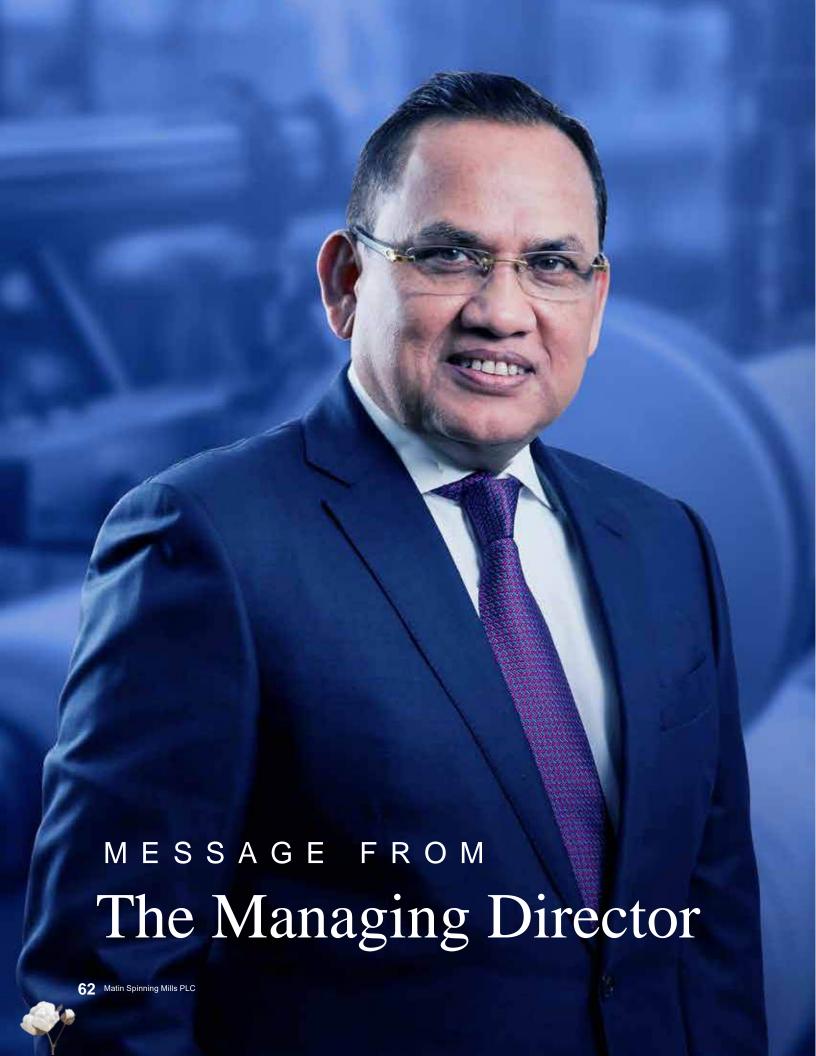
We would like to extend our sincere appreciation to our valued customers for their continued trust in our products, to our dedicated employees for their commitment and hard work, and to our suppliers for consistently providing high-quality raw materials. We also express our profound gratitude to our esteemed shareholders for their unwavering confidence and steadfast support toward the Company's growth and success.

Furthermore, we acknowledge with appreciation the continued guidance and cooperation of the Regulatory Authorities, including the Bangladesh Securities and Exchange Commission, the Stock Exchanges, Central Depository Bangladesh Limited, our Bankers, and Insurers, whose support has been invaluable in facilitating the Company's sustained progress.

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



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.....the Company achieved an Earnings Per Share (EPS) of BDT 4.70 for the financial year 2024–2025, marking a 130% increase over the previous year ...

Dear Shareholders Ladies and Gentlemen,

It is with great pleasure that we welcome you to the 23rd Annual General Meeting of Matin Spinning Mills PLC. We are honored to present the Annual Report for the year 2024-2025, which includes the Directors' Report and Audited Financial Statements for your kind review and consideration.

We are pleased to report that, despite significant challenges in the spinning market and prevailing economic uncertainties, the Company achieved an Earnings Per Share (EPS) of BDT 4.70 for the financial year 2024–2025, marking a 130% increase over the previous year. This substantial growth was primarily driven by an increase in average sales prices and a 9% rise in revenue. No other material extraordinary transactions occurred during the year. In recognition of this strong performance and in line with its continued commitment to shareholder value, the Board of Directors has recommended a 35% cash dividend for the financial year.

As you may be aware, the Company operates as a backward linkage industry catering to RMG exporting companies, primarily within the DBL Group, and currently meets less than 50% of the

Group's total yarn demand. Looking ahead, we remain confident in our ability to maximize production efficiency and optimize capacity utilization. At present, the Company's installed production capacity stands at 61 tons per day, supported by 88,400 spindles.

In conclusion, I would like to express my sincere appreciation to all employees, shareholders, stakeholders, government authorities, banks, financial institutions, customers, consumers, suppliers, and service partners for their continued trust, collaboration, and invaluable support. Your unwavering commitment has been instrumental in driving the Company's sustained growth and success.

Thanking you all.

Md. Abdul Jabbar Managing Director

FINANCIAL PERFORMANCE REVIEW

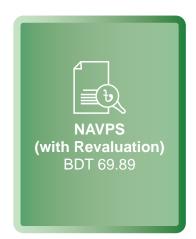
Financial Performance Highlights 2024-25

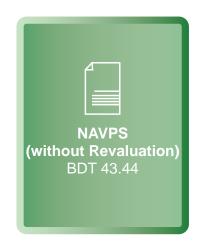










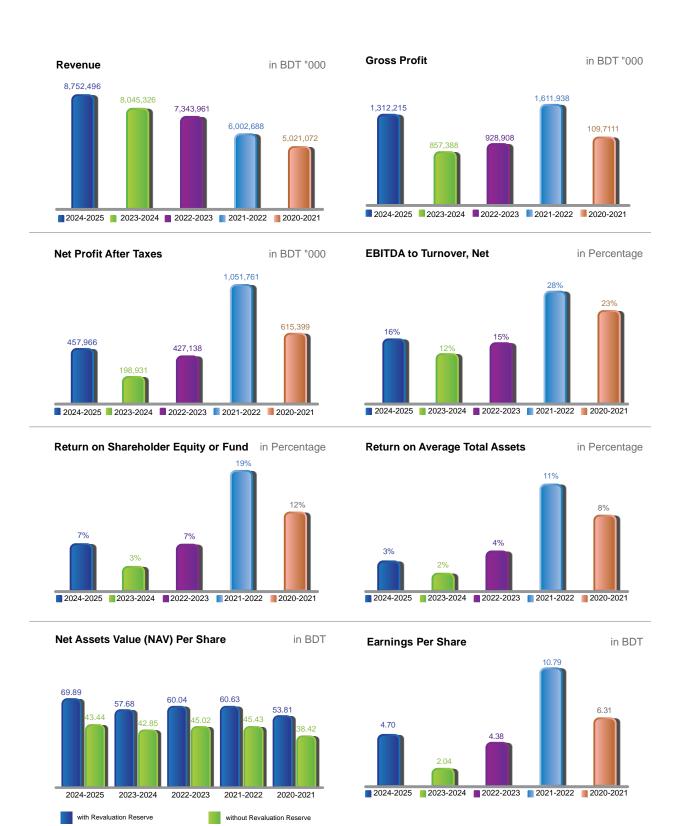








Five Years' Key Performance Indicators





Five Years' Highlights

Current Year with Preceding five Years' highlights

(figures in BDT '000)

Particulars	2024-2025	2023-2024	2022-2023	2021-2022	2020-2021
Statement of Profit or Loss and Other Comprehensive Income					
Turnover	8,752,496	8,045,326	7,343,961	6,002,688	5,021,072
Gross Profit	1,312,215	857,388	928,908	1,611,938	1,097,111
Operating Profit before Interest and Taxes	996,519	584,572	709,656	1,350,952	927,036
Profit after Finance Cost	607,653	302,333	538,304	1,307,072	884,887
Profit before Tax	578,717	287,936	512,671	1,244,830	842,749
Net Profit after Tax	457,966	198,931	427,138	1,051,761	615,399
Earnings before Interest, Tax, Depreciation & Amortization (EBITDA)	1,424,283	962,344	1,105,411	1,664,740	1,140,273

(figures in BDT '000)

Particulars	2024-2025	2023-2024	2022-2023	2021-2022	2020-2021
Business Growth on Financial Performance					
Total Turnover Growth	707,170	701,365	1,341,272	981,616	1,116,919
Total Turnover Growth in %	9%	10%	22%	20%	29%
Gross Profit Growth	454,827	(71,521)	(683,030)	514,827	557,506
Gross Profit Growth in %	53%	(8%)	(42%)	47%	103%
Net Profit after Tax Growth	259,035	(228,207)	(624,622)	436,362	405,188
Net Profit after Tax Growth in %	130%	(53%)	(59%)	71%	193%

(figures in BDT '000)

Particulars	2024-2025	2023-2024	2022-2023	2021-2022	2020-2021
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	2,339,685	2,281,635	2,494,298	2,533,891	1,850,457
Revaluation Reserves	2,578,494	1,446,111	1,463,078	1,481,094	1,500,232
Total Shareholders' Equity or Fund	6,813,779	5,623,346	5,852,975	5,910,585	5,246,289
Total Non-current Liabilities	1,031,677	1,141,932	1,315,092	257,598	263,357
Total Current Liabilities	6,052,556	5,893,234	3,820,720	4,222,906	2,773,057
Total Non-current Assets	7,140,654	5,925,359	5,991,175	5,902,556	4,838,690
Property, Plant & Equipment	6,990,463	5,800,255	5,625,737	4,371,812	4,461,322
Total Current Assets	6,757,359	6,733,153	4,997,613	4,488,533	3,444,013
Total Assets	13,898,013	12,658,512	10,988,788	10,391,089	8,282,703
Net Current Assets/(Liabilities)	704,802	839,919	1,176,893	265,627	670,956



(figures in BDT '000)

Particulars	2024-2025	2023-2024	2022-2023	2021-2022	2020-2021
Business Growth on Shareholders' Equity or Fund and Total Assets					
Total Shareholders' Equity Growth	1,190,433	(229,629)	(57,609)	664,295	440,780
Total Shareholders' Equity Growth in %	21%	(4%)	(1%)	13%	9%
Total Assets Growth	1,239,501	1,669,724	597,699	2,108,386	1,184,086
Total Assets Growth in %	10%	15%	6%	25%	17%

Particulars	2024-2025	2023-2024	2022-2023	2021-2022	2020-2021
Financial Ratios					
Gross Profit Ratio (%)	15%	11%	13%	27%	22%
Operating Profit Ratio (%)	11%	7%	10%	23%	18%
Net Profit Ratio	5%	2%	6%	18%	12%
EBITDA Margin to Net Sales Revenue (%)	16%	12%	15%	28%	23%
Return on Capital Employed (ROCE) (%)	13%	9%	10%	22%	17%
Return on Average Shareholders' Equity or Fund (%)	7%	3%	7%	19%	12%
Return on Average Total Assets (%)	3%	2%	4%	11%	8%
Current Ratio (Times)	1.12	1.1	1.3	1.1	1.2
Quick Ratio (Times)	0.69	1.1	0.8	0.5	0.8
Debt to Equity Ratio (Times)	0.84	1.05	0.7	0.6	0.4
Interest Cover Ratio (Times)	2.56	2.07	4.14	31	22
Asset Turnover Ratio (Times)	0.66	0.7	0.7	1	1
Inventory Turnover Ratio (Times)	3.7	3.7	3.2	2.6	4.3

(figures in BDT '000)

Particulars	2024-2025	2023-2024	2022-2023	2021-2022	2020-2021
Ordinary Share Information					
Face Value Per Share	10	10	10	10	10
Market Value Per Share at 30 June (BDT) (at DSE)	45.3	44.1	77.6	68.0	53.3
Market Capitalization at 30 June (BDT) (at DSE)	4,416,297	4,299,309	7,565,224	6,629,320	5,196,217
Market Value Per Share at 30 June (BDT) (at CSE)	44.5	45.2	77.6	67.7	52.4
Earnings Per Share (EPS) (BDT)	4.70	2.04	4.38	10.79	6.31
Number of Ordinary Shares Outstanding	97,490	97,490	97,490	97,490	97,490
Cash Dividend (%) - General Shareholders	35%	50%	40%	50%	40%
Net Asset Value (NAV) Per Share (with Revaluation Reserve) - in BDT	69.89	57.68	60.04	60.63	53.81
Net Asset Value (NAV) per share (without Revaluation Reserve) - in BDT	43.44	42.85	45	45	38
Net Operating Cash Flow Per Share (NOCFPS) (BDT)	11.67	(10.67)	4.97	6.17	0.4
Contribution to National Exchequer	101,052	59,276	156,295	220,640	89,883
Dividend Per Share	3.50	5.00	4.00	5.00	4.00



Horizontal and Vertical Analysis

Horizontal Analysis	2024-2025	2023-2024	2022-2023	2021-2022	2020-2021
Statement of Profit or Loss and Other Comprehensive Income					
Turnover, Net	9%	10%	22%	20%	29%
Gross Profit	53%	(8%)	(42%)	47%	103%
Operating Profit before Financial Expenses	70%	(18%)	(47%)	46%	162%
Profit after Net of Finance Cost	101%	(44%)	(59%)	48%	233%
Profit before Tax	101%	(44%)	(59%)	48%	233%
Net profit after Tax	130%	(53%)	(59%)	71%	193%
Earnings before interest, tax, depreciation & Amortization (EBITDA)	48%	(13%)	(34%)	46%	81%
Statement of Financial Position					
Authorized capital	0%	0%	0%	0%	0%
Paid up Capital	0%	0%	0%	0%	0%
Retained Earnings	3%	(9%)	(2%)	37%	33%
Revaluation Reserves	78%	(1%)	(1%)	(1%)	(1%)
Total Shareholders' Equity	21%	(4%)	(1%)	13%	9%
Total Non-current Liabilities	(10%)	(13%)	411%	(2%)	(31%)
Total Current Liabilities	3%	54%	(10%)	52%	45%
Total Non-current Assets	21%	(1%)	2%	22%	2%
Property, Plant & Equipment	21%	3%	29%	(2%)	(4%)
Total Current Assets	0%	35%	11%	30%	47%
Total Assets	10%	15%	6%	25%	17%
Net Current Assets / (Liabilities)	(16%)	(29%)	343%	(60%)	58%

Vertical Analysis	2024-2025	2023-2024	2022-2023	2021-2022	2020-2021
Statement of Profit or Loss and Other Comprehensive Income	'				
Turnover Net	100%	100%	100%	100%	100%
Gross Profit	15%	11%	12%	27%	22%
Operating Profit before Financial Expenses	11%	7%	9%	23%	18%
Profit after Net of Finance Cost	7%	4%	7%	22%	18%
Profit before Tax	7%	4%	7%	21%	17%
Net profit after Tax	5%	2%	6%	18%	12%
Earnings before interest, tax, depreciation & Amortization (EBITDA)	16%	12%	15%	27%	24%
Statement of Financial Position					
Authorized capital	11%	12%	14%	14%	18%
Paid up Capital	7%	8%	9%	9%	12%
Retained Earnings	17%	18%	23%	24%	22%
Revaluation Reserves	19%	11%	13%	14%	18%
Total Shareholders' Equity	49%	44%	53%	57%	63%
Total Non-current Liabilities	7%	9%	12%	2%	3%
Total Current Liabilities	44%	47%	35%	41%	33%
Total Non-current Assets	51%	47%	54%	57%	58%
Property, Plant & Equipment	50%	46%	51%	42%	54%
Total Current Assets	49%	53%	46%	43%	42%
Total Assets	100%	100%	100%	100%	100%
Net Current Assets / (Liabilities)	5%	7%	11%	3%	8%



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 2025 in the following paragraphs:

A] Company Operations

1] Capacity/Production

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

Particulars	2024-2025	2023-2024	2022-2023	2021-2022	2020-2021			
[1.1] Spindles								
a) No. of Spindles installed	88,400	88,304	88,304	73,184	73,184			
b) No. of Spindles in operation	79,805	82,746	77,761	69,248	65,900			
[1.2] Production Capacity ('000 Kg):	[1.2] Production Capacity ('000 Kg):							
At Equivalent 28s Count (Ring Yarn)	22,576	21,968	21,919	18,185	18,257			
[1.3] Actual Production ('000 Kg):								
At Equivalent 28s Count (Ring Yarn)	17,913	18,567	16,377	14,772	14,799			
[1.4] Capacity Utilization (%)	79.35%	84.52%	74.72%	81.24%	81.06%			

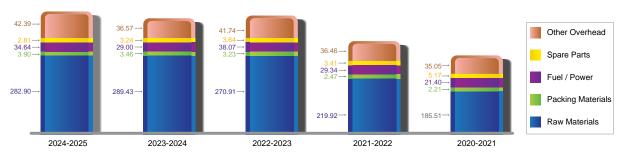
2] Cost of Production

The overall cost of production increased by Tk. 4.94 per kg yarn compared to the previous year mainly due to increase in Fuel/Power, Packing Material and other overhead cost by 19.45%, 12.71% and 15.91% respectively. On the contrary, Raw Material and Spare Parts consumption cost decreased by 2.26% and 13.37% respectively. 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:

Particulars	2024-2025	2023-2024	2022-2023	2021-2022	2020-2021
(a) Output of Yarn ('000 Kg)	20,020	20,157	17,421	15,956	16,049
(b) Cost of Major items ('000Tk):					
Raw Materials	5,663,480	5,834,016	4,719,538	3,509,106	2,977,226
Packing Materials	78,066	69,736	56,282	39,406	35,533
Fuel/Power	693,569	584,608	663,304	468,237	343,440
Spare Parts	56,245	65,369	63,369	54,448	82,945
Other Overhead	848,644	737,217	727,096	581,756	562,484
Total Cost	7,340,004	7,290,947	6,229,588	4,652,953	4,001,627

Unit Cost / Kg (TK)	2024-2025	2023-2024	2022-2023	2021-2022	2020-2021
Raw Materials	282.90	289.43	270.91	219.92	185.51
Packing Materials	3.90	3.46	3.23	2.47	2.21
Fuel / Power	34.64	29.00	38.07	29.34	21.40
Spare Parts	2.81	3.24	3.64	3.41	5.17
Other Overhead	42.39	36.57	41.74	36.46	35.05
Unit Cost	366.64	361.70	357.59	291.60	249.35
Raw Material Cost as % of Total	77.16%	80.02%	75.76%	75.42%	74.40%

COST OF PRODUCTION (per KG)



The above chart reveals that overall unit cost increased by 1.37% in 2024-2025 over 2023-2024.

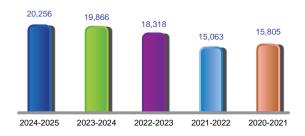
B] Marketing Operations

1] Market Exposure

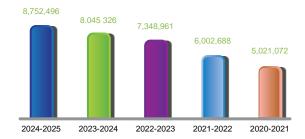
The Company's marketing operations continued its emphasis on export sales over the years as depicted below:

Particulars	2024-2025	2023-2024	2022-2023	2021-2022	2020-2021
(a) Sales Volume ('000 Kg)	20,256	19,866	18,318	15,063	15,805
(b) Sales Revenue ('000 Tk)	8,752,496	8,045,326	7,343,961	6,002,688	5,021,072

Sales Volume ('000kg)



Sales Revenue ('000 Taka)



The above figures shows that both sales volume and revenue have been increased in 2024-2025 by 1.96% and 8.79% compared to prior year 2023-2024.



2] Selling Prices

Particulars	2024-2025	2023-2024	2022-2023	2021-2022	2020-2021
Average Selling Prices (Taka/Kg)	432	405	401	399	318
% Change - compare to prior year	7%	1%	1%	25%	19%

It indicates that average selling price increased compare to the prior year.

C] Development Activities

After Successful trial run of production and order module of Oracle EBS system now is operational. These modules help to determine product costing faster and assessing inventory valuation on real-time basis. The company is using electricity from newly installed 1 Set 15MVA, 33/11kV and 1 set 4MVA, 11/0.415kV sub-station having 10MW sanctioned load from Gazipur Palli Bidyut Samiti-01 from August 2024.

D] Capital Expenditures

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

Particu	lars	2024-2025	2023-2024	2022-2023	2021-2022	2020-2021
Land		-	-	-	12,546	-
Civil co	nstruction					
	Cotton Unit	14,431	105,990	60,121	39,955	40,206
	Mélange Project					
	Synthetic Project					
	Special Yarn Project			17,614	82,022	84,292
Plant a	nd Machinery					
	Cotton Unit	171,378	182,309	238,327	114,319	49,603
	Mélange Project	43,199	25,458	19,600	4,818	4,818
	Synthetic Project	22,537	19,738	40,946	17,898	17,898
	Special Yarn Project	9,982	8,665	51,159	979,566	120,958
	Other Fixed Assets	7,752	6,927	5,108	4,676	4,676
Total		269,278	349,087	432,875	1,255,799	322,451

E] Contribution

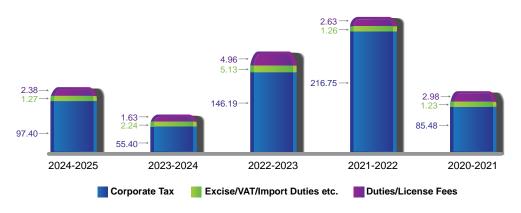
1] Contribution to National Exchequer

"The Company contributed Tk. 101.05 million during 2024-2025 to the National Exchequer. Last five years comparative data are as follows (figures in million Taka):"

Particulars	2024-2025	2023-2024	2022-2023	2021-2022	2020-2021
Corporate Tax	97.40	55.40	146.19	216.75	85.48
Excise/VAT/Import Duties etc.	1.27	2.24	5.13	1.26	1.23
Duties/License Fees	2.38	1.63	4.96	2.63	2.98
Total	101.05	59.28	156.28	220.64	89.69



Contribution to National Exchequer



2] Foreign Exchange Earned/Saved

"The Company contributed Tk. 2,680 million to the Foreign Exchange Reserve of the country during the FY 2024-2025 through its export marketing operation. Last five years data are as follows (figures in million Taka):"

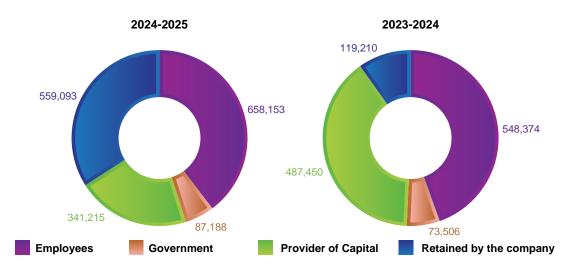
Particulars	2024-2025	2023-2024	2022-2023	2021-2022	2020-2021
Total Export Earnings	8,752	8,045	7,344	6,003	5,021
Less: Import Expenses					
Raw Cotton/Staple Fiber	(5,985)	(6,145)	(4,276)	(4,420)	(3,266)
Spare Parts	(87)	(135)	(97)	(78)	(51)
Net Foreign Exchange Earned	2,680	1,765	2,970	1,505	1,704

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

Particulars	2024-2025	2023-2024
Source of Funds		
Net Turnover	8,752,496	8,045,326
Less: Purchased Materials and Services	(7,121,425)	(6,846,742)
Add: Other Income	14,578	29,957
Value Added	1,645,648	1,228,540
Applied in the following ways		
Employees	658,153	548,374
Salaries, Wages, Provident Fund & Other Benefits	629,217	533,977
Contribution to Workers' Profit Participation & Welfare Fund	28,936	14,397
Government	87,188	73,506
Corporate Tax	85,920	71,598
Other Government Dues	1,268	1,908
Provider of Capital	341,215	487,450
Dividend	341,215	487,450
Retained by the company	559,093	119,210
Depreciation	442,342	407,729
Retained Earnings	116,751	(288,519)
Total Applied	1,645,648	1,228,540



Value Added Contribution



F] Appropriation

The net profit after tax of Tk. 457,965,918 earned during the year 2024-2025 has been apportioned in the following manner:

Cash dividend is recommended by the Board of Directors at 35% (Tk. 3.5 per share for 2024-25, total Tk. 341,215,000).

G] Auditors

A. Qasem & Co., Chartered Accountants, have offered their willingness to be appointed as statutory auditors of the Company. The Board recommends their reappointment as the statutory auditor of the Company for the year 2025-2026.

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.

(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 2025.

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, compared to last year, increased by 3.5% mainly because of increasing manufacturing cost, Packing Materials and foreign exchange rate against imported raw materials. Finance cost also increased significantly by 37.8% compared to last year besides the manufacturing costs. The selling price of yarn was increased 2.8% compare to the last year. It was noted that both increased cost of goods sold, increased financial cost the company's Gross Profit margin increased from 10.07% to 15.00% & Net profit margin from 2.5% to 5.20% over the last year because the yarn price increased 2.8% from \$3.45 to \$3.54.



(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-43 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 2025:

Issue-1: Significant Increase in Revenue

It is reported that our total sales revenue has increased by 9.00% during the reporting period compared to last year due to both volume and price. 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: Increase in EPS

EPS has been increased from Tk. 2.04 to 4.70 due to increase in sales price and revenue. There were no other significant extraordinary transactions during this year.

Issue-3: Increase in Operating Cash flows

NOCFPS has been significantly increased by 209% in the current period ended on 30 June 2025 in compare to the same period of the previous year mainly due to following reasons:

Due to realization of LC Accounts receivable decreased by Tk. 47.41 Crore from Tk. 241.62 Crore to Tk. 194.20 Crore, current year's sales increased Tk. 70.71 crore from Tk. 804.53 crore to Tk. 875.24 crore. For this reason, current period collection from customer increased by 30% amount of Tk.215.13 crore. As a result, Net Operating Cash Flow per Share (NOCFPS) stood at Tk. 11.67 from Tk. (10.67).

Issue-4: Net Asset Value per Share

Net Asset Value per share increased from Tk. 57.68 to Tk. 69.89 due to increase of profit margin and Revaluation of Land and Building.

(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

Not applicable

(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. 457.96 million during 2024-25 from Tk. 198.93 million for the year 2023-24 are mainly due to increase of profit margin by 130% 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	2024-2025	2023-2024	2022-2023	2021-2022	2020-2021
1	Revenue	8,752,496	8,045,326	7,343,961	6,002,688	5,021,072
2	Cost of sales	(7,440,281)	(7,187,938)	(6,415,052)	(4,390,750)	(3,923,962)
3	Gross Profit	1,312,215	857,388	928,908	1,611,938	1,097,111
4	Operating Expenses	(330,274)	(302,773)	(239,209)	(246,816)	(269,232)
5	Finance Cost	(388,866)	(282,239)	(171,351)	(43,881)	(41,261)
6	Operating Income	593,076	272,376	518,348	1,321,241	786,617
7	Other Income	14,578	29,957	19,956	(14,169)	98,291
8	Net Profit before WPPF	607,653	302,333	538,304	1,307,072	884,909
9	Workers' profit participation	(28,936)	(14,397)	(25,634)	(62,242)	(42,139)
10	Net Profit before Tax	578,717	287,936	512,671	1,244,830	842,770
11	Income Tax	(85,920)	(71,598)	(65,914)	(192,832)	(222,197)
12	Deferred Tax	(34,832)	(17,407)	(19,618)	(237)	(5,094)
13	Net profit (loss) after tax	457,966	198,931	427,138	1,051,761	615,479
14	Gross Margin (%)	15.0%	10.7%	12.6%	26.9%	21.9%
15	Net Margin after tax (%)	5.2%	2.5%	5.0%	17.5%	12.3%
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	4.70	2.04	4.38	10.79	6.31
19	Return on Equity (ROE) %	6.72%	3.47%	7.25%	17.79%	12.24%

(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 2025:

Name of the shareholders	Status	Shares held	%

a. 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	8,55,139	0.87
Hamza Textiles Limited	Associate Company	281,200	0.27
Jinnat Fashions Limited	Associate Company	227,850	0.23

b. Director:

Abdul Wahed	Chairman	5,849,250	5.99
Mohammed Abdur Rahim	Vice Chairman	5,849,250	5.99
Md. Abdul Jabbar	Managing Director	5,849,250	5.99
Mohammed Abdul Quader	Director	5,849,250	5.99
Selina Perveen	Director	2,130,000	2.18
Tanzeen Khurshid	Director	2,130,000	2.18
Taslima Begum	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:

Md. Abdul 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:

ANM Anwarul Azim	Director, Technical Services Division	Nil	Nil
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

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. Abdul Wahed, Mr. Mohammed Abdur Rahim and Mr. Md. Hassan Imam being eligible to offer themselves for re-appointment. A brief resume of the directors has been provided in the "Brief Profile of Board of Directors" section.

Mr. Md. Abdus Salam, FCA, FCS, submitted his resignation from the positions of Independent Director and Chairman of the Audit Committee, which was accepted by the Board on June 16, 2025. Subsequently, Ms. Maria Howlader, FCA, was appointed as Independent Director and Chairman of the Audit Committee on September 11, 2025, subject to approval by the shareholders at the 23rd Annual General Meeting. A brief profile of the Independent Directors has been provided in the "Brief Profile of Board of Directors" section.

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

SL	Entity	Abdul Wahed	Mohammed Abdur Rahim	Mr. Md. Hassan Imam
1	Dulal Brothers Limited	V	V	-
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	√	√	-
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	V	V	-
16	DB Trims Limited	V	V	-
17	Parkway Packaging & Printing PLC	V	V	-
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	-	√	√
28	Nomination and Remuneration Committee, MSMPLC	-	√	√

(xxv) Management Discussion and Analysis

Management's discussion and analysis have 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 80 [Annexure A].

(xxvii) Report on Compliance of the Corporate Governance Code

MSMPLC adheres to appropriate good Corporate Governance practices, as described on pages 83 to 95 [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 82 [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

MATIN SPINNING MILLS PLC

Declaration by Managing Director and Chief Financial Officer

DATE: 23 OCTOBER, 2025 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, 2025

Pursuant to the condition 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 2025 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 2025 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,

Md. Abdul Jabbar Managing Director

Mohammad Emarot Hossain, FCA, FCS
Chief Financial Officer





Suraiya Parveen & Associates

(Chartered Secretaries, Financial & Management Consultants)

ANNEXURE-B

[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 2025. 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 21, 2025



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: suraiyaparveenfcs@gmail.com, musfiquefcs@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	(II 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:			
	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);			There are 2 (Two) Independent Directors in
1(2)(a)	Provided that the Board shall appoint at least 1(One) female independent director in the board of Directors of the Company.	√		the Board & including 1 (one) Female Independent Directors
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;	V		
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;	V		
1(2)(b)(iii)	who has not been an executive of the company in immediately preceding 2 (two) financial years;	V		
1(2)(b)(iv)	who does not have any other relationship, whether pecuniary or otherwise, with the company or its subsidiary or associated companies;	V		
1(2)(b)(v)	who is not a member or TREC (Trading Right Entitlement Certificate) holder, director or officer of any stock exchange;	√		

Condition No.	Title	Compliance Status (Put √ in appropriate column)		Remarks (if any)
NO.		Complied	Not Complied	(ii aliy)
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;	V		
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;	V		
1(2)(b) (viii)	who is not independent director in more than 5 (five) listed companies;	V		
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;	$\sqrt{}$		
	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.	√		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.	√		
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;	V		
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	V		
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		

Condition No.	Title	Compliance Status (Put √ in appropriate column)		Remarks (if any)	
110.		Complied	Not Complied	(II ally)	
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;	V			
	Provided that in case of appointment of existing official as independent director, it requires clearance from the organization where he or she is in service; or				
1(3)(b)(iv)	University Teacher who has educational background in Economics or Commerce or Business Studies or Law;	$\sqrt{}$			
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;	٧			
1(3)(c)	The independent director shall have at least 10 (ten) years of experiences in any field mentioned in clause (b);	$\sqrt{}$			
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 Managir	g Director or	Chief Execution	ve 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;	$\sqrt{}$			
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;	√			
1(4)(d)	The Board shall clearly define respective roles and responsibilities of the Chairperson and the Managing Director and/or Chief Executive Officer;	√			
1(4)(e)	In the absence of the Chairperson of the Board, the remaining members may elect one of themselves from non-executive directors as Chairperson for that particular Board's meeting; the reason of absence of the regular Chairperson shall be duly recorded in the minutes.	V			
1(5)	The Directors' Report to Shareholders:				
1(5)(i)	Industry outlook and possible future developments in the industry;	V			
1(5)(ii)	Segment wise or product wise performance;	V			
1(5)(iii)	Risk and concerns;	V			
1(3)(111)			I .	I	
1(5)(iv)	A Discussion on Cost of Goods Sold, Gross Profit Margin & Net Profit Margin;	√			

Condition	Title	(Put √ in a	ce Status ppropriate imn)	Remarks
NO.		Complied	Not Complied	(if any)
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;	V		
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;	V		
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;	V		
1(5)(xii)	Proper books of account of the issuer company have been maintained	V		
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;	V		
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;	1		
1(5)(xv)	The system of internal control is sound in design and has been effectively implemented and monitored;	V		
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;	V		
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		
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	√		

Condition	dition Title		ce Status ppropriate imn)	Remarks (if any)
140.		Complied	Not Complied	(ii diiy)
1(5)(xxii)	The total number of Board meetings held during the year and attendance by each director;	√		
1(5)(xxiii)	A report on the pattern of shareholding disclosing 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);	V		
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);	V		
1(5)(xxiii)(c)	Executives;	√		
1(5)(xxiii)(d)	Shareholders holding ten percent (10%) or more voting interest in the company (name wise details);	√		
1(5)(xxiv)	In case of the appointment or reappointment of a dinformation 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;	V		
1(5)(xxv)	A Management's Discussion and Analysis signed by C 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;	V		
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;	V		
1(5)(xxv)(d)	compare such financial performance or results and financial position as well as cash flows with the peer industry scenario;			
1(5)(xxv)(e)	briefly explain the financial and economic scenario of the country and the globe;	√		
1(5)(xxv)(f)	risks and concerns issues related to the financial			
1(5)(xxv)(g)	future plan or projection or forecast for company's			
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;	V		

Condition	Condition Title		ce Status ppropriate imn)	Remarks
NO.			Not Complied	(if any)
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.	V		
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.	V		
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 mer	mbers and C	hief Executi	ve Officer
1(7)(a)	The Board shall lay down a code of conduct, based on the recommendation of the Nomination and Remuneration Committee (NRC) at condition No. 6, for the Chairperson of the Board, other board members and Chief Executive Officer of the company;			
1(7)(b)	The code of conduct as determined by the NRC shall be posted on the website of the company including, among others, prudent conduct and behavior; confidentiality; conflict of interest; compliance with laws, rules and regulations; prohibition of insider trading; relationship with environment, Employees, customers and suppliers; and independency;	V		
2.	GOVERNANCE OF BOARD OF DIRECTORS OF SUBSID	DIARY COMP	PANY	
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	
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

Condition No.	Title	(Put√in a	ce Status ppropriate ımn)	Remarks (if any)
140.		Complied	Not Complied	(ii diry)
3.	MANAGING DIRECTOR (MD) OR CHIEF EXECUTIVE OFFICER (CFO) HEAD OF INTERNAL AUDIT AND C SECRETARY (CS);			
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;	V		
	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;	V		
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			
- 4-1	The MD or CEO, CS, CFO and HIAC of the company shall attend the meetings of the Board:	t ;		
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 Office	r (CEO) and C	hief Financia	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:	V		
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		
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		

Condition	Condition Title		ce Status ppropriate imn)	Remarks
NO.			Not Complied	(if any)
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.	V		
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.	V		
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;	V		
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;	V		
5(2)(f)	The quorum of the Audit Committee meeting shall not constitute without at least 1 (one) independent director.	V		

Condition No.	Title		ce Status ppropriate imn)	Remarks (if any)
140.		Complied	Not Complied	(ii aiiy)
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;	V		
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.	V		
5(3)(c)	Chairperson of the Audit Committee shall remain present in the Annual General Meeting (AGM).	V		
5(4)	Meeting of the Audit Committee			
5(4)(a)	Audit Committee shall conduct at least its four meetings in a financial year;	V		
5(4)(b)	The quorum of the meeting of the Audit Committee shall be constituted in presence of either two members or two third of the members of the Audit Committee, whichever is higher, where presence of an independent director is a must;			
5(5)	Role of Audit Committee The Audit Committee shall:-			
5(5)(a)	oversee the financial reporting process;	$\sqrt{}$		
5(5)(b)	monitor choice of accounting policies and principles;	$\sqrt{}$		
5(5)(c)	monitor Internal Audit and Compliance process to ensure that it is adequately resourced, including approval of the Internal Audit and Compliance Plan and review of the Internal Audit and Compliance Report;			
5(5)(d)	oversee hiring and performance of external auditors;	V		
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;	V		
5(5)(f)	review along with the management, the annual financial statements before submission to the Board for approval;	V		
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;	√	√	
5(5)(i)	review the Management's Discussion and Analysis before disclosing in the Annual Report;	V		
5(5)(j)	review statement of all related party transactions submitted by the management;			
5(5)(k)	review Management Letters or Letter of Internal Control weakness issued by statutory auditors;	V		
5(5)(I)	oversee the determination of audit fees based on scope and magnitude, level of expertise deployed and time required for effective audit and evaluate the performance of external auditors;	√		

Condition	Title	(Put √ in a	ce Status ppropriate imn)	Remarks (if any)
		Complied	Not Complied	()
5(5)(m)	oversee whether the proceeds raised through Initial Public Offering (IPO) or Repeat Public Offering (RPO) or Rights Share Offer have been utilized as per the purposes stated in relevant offer document or prospectus approved by the Commission:			Not Applicable
5(6)	Reporting of the Audit Committee			
5(6)(a)(i)	The Audit Committee shall report on its activities to the Board.			
5(6)(a)(ii)	The audit Committee shall immediately report to the Board	on the follow	ing findings, i	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;	V		
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.			
6.	NOMINATION AND REMUNERATION COMMITTEE (NRC	C)		
6(1)(a)	The company shall have a Nomination and Remuneration Committee (NRC) as a subcommittee of the Board;	V		
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).	V		

Condition	ondition Title		ce Status ppropriate imn)	Remarks
NO.			Not Complied	(if any)
6(2)	Constitution of the NRC			
6(2)(a)	The Committee shall comprise of at least three members including an independent director;	$\sqrt{}$		
6(2)(b)	At least 02 (two) members of the Committee shall be non-executive directors;	$\sqrt{}$		
6(2)(c)	Members of the Committee shall be nominated and appointed by the Board;	V		
6(2)(d)	The Board shall have authority to remove and appoint any member of the Committee;	V		
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 coopt any external expert and/or member(s) of staff to the Committee as advisor who shall be non-voting member, if the Chairperson feels that advice or suggestion from such external expert and/ or member(s) of staff shall be required or valuable for the Committee;			
6(2)(g)	The company secretary shall act as the secretary of the Committee;	V		
6(2)(h)	The quorum of the NRC meeting shall not constitute without attendance of at least an independent director;	V		
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;	The Board shall select 1 (one) member of the NRC to be Chairperson of the Committee, who shall be an independent √		
6(3)(b)	In the absence of the Chairperson of the NRC, the remaining members may elect one of themselves as Chairperson for that particular meeting, the reason of absence of the regular Chairperson shall be duly recorded in the minutes;			
6(3)(c)	The Chairperson of the NRC shall attend the annual general meeting (AGM) to answer the queries of the shareholders. √			
6(4)	Meeting of the NRC			
6(4)(a)	The NRC shall conduct at least one meeting in a financial year;	√		
6(4)(b)	The Chairperson of the NRC may convene any emergency meeting upon request by any member of the NRC;	V		

Condition	Title		ce Status ppropriate ımn)	Remarks
No.		Complied	Not Complied	(if any)
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.	V		
6(5)	Role of the NRC			
6(5)(a)	NRC shall be independent and responsible or accountable to the Board and to the shareholders;	√		
6(5)(b)	NRC shall oversee, among others, the following matters a the Board:	ınd make rep	ort with reco	mmendation to
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;	V		
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;	V		
6(5)(b)(iii)	identifying persons who are qualified to become directors and who may be appointed in top level executive position in accordance with the criteria laid down, and recommend their appointment and removal to the Board;			
6(5)(b)(iv)	formulating the criteria for evaluation of performance of independent directors and the Board;	V		
6(5)(b)(v)	identifying the company's needs for employees at different levels and determine their selection, transfer or replacement and promotion criteria;	V		
6(5)(b)(vi)	developing, recommending and reviewing annually the company's human resources and training policies;	V		
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.	V		
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

Condition No.	Title		ce Status ppropriate imn)	Remarks (if any)
110.	Com		Complied Not Complied	
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 actuarial 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 audit firms shall possess any share of the company they audit at least during the tenure of their audit assignment of that company; his or her family members also shall not hold any shares in the said company:			
7(3)	Representative of external or statutory auditors shall remain present in the Shareholders' Meeting (Annual General Meeting or Extraordinary General Meeting) to answer the queries of the shareholders.	V		
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;	V		
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.	its website as required under the listing regulations of concerned stock exchange(s). Complied 9 Reporting		
9.	REPORTING AND COMPLIANCE OF CORPORATE GOV	ERNANCE		
9(1)	The company shall obtain a certificate from a practicing Professional Accountant or Secretary (Chartered Accountant or Cost and Management Accountant or Chartered Secretary) other than its statutory auditors or audit firm on yearly basis regarding compliance of conditions of Corporate Governance Code of the Commission and shall such certificate shall be disclosed in the Annual Report;	I obtain a certificate from a practicing ountant or Secretary (Chartered est and Management Accountant or early) other than its statutory auditors yearly basis regarding compliance Corporate Governance Code of the hall such certificate shall be disclosed		
9(2)	The professional who will provide the certificate on compliance of this Corporate Governance Code shall be appointed by the shareholders in the annual general meeting;			
9(3)	The directors of the company shall state, in accordance with the Annexure-C attached, in the directors' report whether the company has complied with these conditions or not.	V		

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 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 lemit.

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 Formal President of The Institute of Chartered Accountants of Bangladesh (ICAB) with more than 19 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
Ms. Maria Howlader, FCA	Independent Director	Chairman
Mr. Mohammed Abdur Rahim	Vice Chairman	Member
Mr. Mohammed Abdul Quader	med Abdul Quader Director	
Ms. Selina Perveen	Director	Member
Mr. Md. Hasam Imam	Director	Member
Mr. Md. Shah Alam Miah, FCS	Company Secretary	Secretary

Mr. Md. Abdus Salam, FCA, FCS, submitted his resignation from the positions of Independent Director and Chairman of the Audit Committee, which was accepted by the Board on June 16, 2025. Subsequently, Ms. Maria Howlader, FCA, was appointed as Independent Director and Chairman of the Audit Committee on September 11, 2025, subject to approval by the shareholders at the 23rd Annual General Meeting. A brief profile of the Independent Directors has been provided in the "Brief Profile of Directors" section

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.
- (i) Review the management's discussion and analysis before disclosing it in the annual report.
- (j) 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.

- 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 2024-25, the Committee held 6 (Six) 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	Former Chairman	6	6	100%
Mr. Mohammed Abdur Rahim	Member	6	6	100%
Mr. Mohammed Abdul Quader	Member	6	6	100%
Ms. Selina Perveen	Member	6	6	100%
Mr. Md. Hasam Imam	Member	6	6	100%
Mr. Md. Shah Alam Miah, FCS	Secretary	6	6	100%

The Managing Director, 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.

Md. Shah Alam Miah, FCS Secretary, Audit Committee

- Reviewed the Audit Plan 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.

Maria Howlader, FCA 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. Mohammed Abdur Rahim

: Mr. Mohammed Abdul 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:

- 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.
- 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.

Remuneration Criteria c)

- 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:
- 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;
- 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;

- The remuneration to be paid to the Directors is in accordance with the Company's HR policies and quidelines;
- 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;
- 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.

Evaluation Criteria

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:

- Attendance at the Board meetings and committee meetings.
- Participation in the Board meetings and committee meetings.
- 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 2024-25, the Committee held 2 (two) meeting. The Managing Director, 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:

- Evaluated the Performance of the Independent Directors and members of the Board.
- Evaluated the Performance of the top-level executive of the Company and recommended Increments and Promotions for the year 2025.
- ii. Recommendation for acceptance of resignation of 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

2024-25 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 2025 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 2024.

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	A. Qasem & Co., Chartered Accountants
2	Corporate Governance	Suraiya Parveen & Associates, Chartered Secretaries.
3	Provident Fund	Shafiq Basak & 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 2023-24 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.

Md. Abdul Jabbar Managing Director

VALUE CREATION MODEL

Inputs

Financial Capital:

- Revenue from operations
- Access to capital market
- Adequate credit facilities
- Intra-group financial synergy
- Reserves & retained earnings

Manufacturing Capital:

- * Strategic Location
- * No. of Spindle 88,400
- Capacity 61 MT per day
- * Production floor area
- * Warehouse capacity

Human Capital:



- * Skilled & experienced manpower
- * Training & developments
- * Health & safety practices
- * Performance management system

Intellectual Capital:

- * Product development
- * Quality assurance
- Compliance certifications
- * ERP implementation

Social Capital:

- * Strategic supplier engagement
- * Trusted financing partners
- * Approved vendor management
- * Intra-group customer base

Natural Capital:



- * Energy efficiency initiatives
- Sustainable raw material sourcing
- Wastage reduction & recycling
- * Environmental compliances

Business Model (Activities)

Firm Infrastructures:

Mission, Vision, Values, Strategies & Governance

Human Resource Management:

Talent acquisition, development & retention Industry expertise & technical knowledge

Technology Development:

Oracle configuration, Process automation & innovation

Procurement:

Support Activities

Strategic supplier relationship Value-driven sourcing practices

Business Value Creation

Inbound Logistics:

Operations: Yarn production, quality

Outbound Logistics:

Packaging, warehousing,

Marketing & Sales:

Buyer engagement, Brand positioning & differentiation

Services:

Primary Activities

Outputs & Outcomes

Financials capital:

- Net Profit BDT 45.8 Crore
- ✓ Dividend 35%
- Strengthened financial resilience

Manufacturing capital:

- Enhanced operational efficiency
- ✓ Increased production capacity

Human capital:

- Trained employees
- Improved productivity

Intellectual capital:

- ✓ Certifications obtained
- ✓ Improved compliance

Social capital:

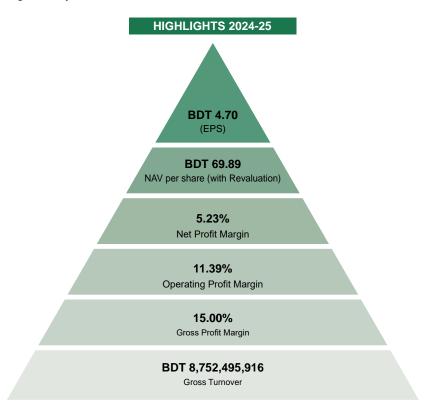
Natural capital:



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 2024-25, 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 91.72 Crore and BDT 480.13 Crore respectively. We utilized the financial capital for our business purpose solely.

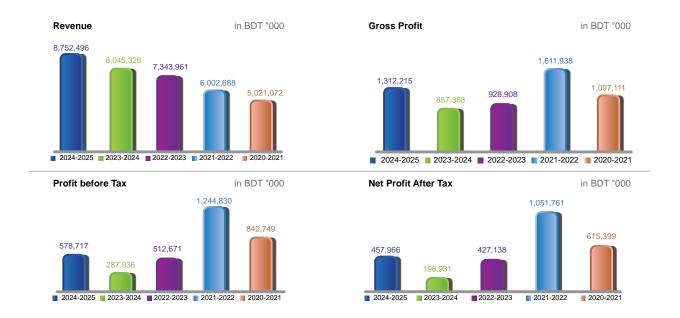
Our Strategic Focus

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

Income Statement (Extracted)

(figures in BDT "000)

Particulars	2024-2025	2023-2024	2022-2023	2021-2022	2020-2021
Revenue	8,752,496	8,045,326	7,343,961	6,002,688	5,021,072
Gross Profit	1,312,215	857,388	928,908	1,611,938	1,097,111
Profit before Tax	578,717	287,936	512,671	1,244,830	842,749
Net Profit after Tax	457,966	198,931	427,118	1,051,761	615,399



Financial Position (Extracted)

(figures in BDT "000)

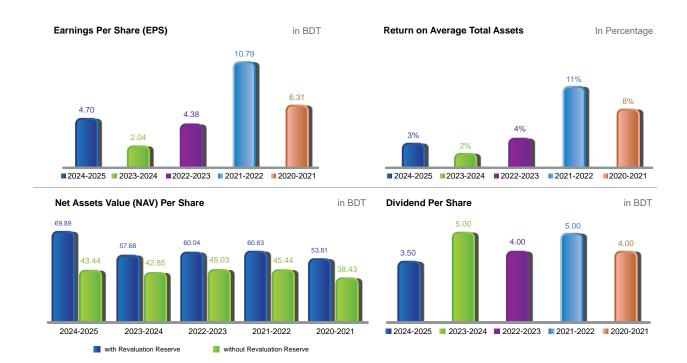
Particulars	2024-2025	2023-2024	2022-2023	2021-2022	2020-2021
Non-current Assets	7,140,654	5,925,359	5,978,653	5,902,556	4,838,690
Current Assets	6,757,359	6,733,153	5,010,134	4,488,533	3,444,013
Non-Current Liabilities	1,031,677	1,141,932	1,315,092	257,598	263,357
Current Liabilities	6,052,556	5,893,234	3,820,741	4,222,906	2,773,057
Paid Up Capital	974,900	974,900	974,900	974,900	974,900

Operating Cash Flows

Particulars	2024-2025	2023-2024	2022-2023	2021-2022	2020-2021
Net Operating Cash Flow Per Share	11.67	(10.67)	4.97	6.17	0.40
(NOCFPS) - in BDT					

Dividend

The Board of Directors has recommended 35% cash dividend for General Shareholders and Sponsor Shareholders respectively for the year ended 30 June 2025 in its 152nd Board Meeting held as on October 23, 2025. The dividend is subject to final approval by shareholders at the Company's 23rd Annual General Meeting.



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
- 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 fiber 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)
- 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-10.0 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

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, 2025**, Matin Spinning Mills PLC. employed **2150** people across various departments, including production, research and development, quality control, fire, safety & Security, HR and administration, Accounts, Store etc. The workforce comprises a diverse mix of talent, with a strong focus on gender diversity, where **47.44%** 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 as well.
- We partnered with leading universities and vocational institutions such as BUTEX, AUST, NITER, KUET and BRAC, BUFT, BGMEA University to attract young, dynamic talent through internship and apprenticeship programs.



Industry Academia Collaboration

45 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 Capital 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, 45 employees were promoted to Supervisor & Sr. supervisor roles, 07 employees promoted Staff to Management Employee and 258 advanced to operator positions in 2024-25, demonstrating its effectiveness.



Skill Development for Employment: NSDA's Level-III (Electrical Training for the Unemployed)

Matin Spinning Mills PLC has upheld its commitment to workforce development through a strategic partnership with the National Skill Development Authority (NSDA). 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 NSDA project, which was initiated in 2024. Over the course of the project, Among three distinct training and learning sessions we were organized one of them, facilitating a total of 360 manhours of education and development. A total of 25 individuals participated in these sessions with 72 classes, 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.







Quality and Efficiency Excellence: Insights from Chinese Practices

Operational Flow Workshop: Identifying and Eliminating Bottlenecks

Supervisor Training program focused on identifying and addressing bottlenecks in processes. This program is designed to help supervisors understand, identify, and mitigate bottlenecks effectively.

Project Activities

- Case studies demonstrating different bottleneck scenarios
- Group discussion on real-life examples within the organization
- Group workshop to practice RCA (Root Cause Analysis) on sample bottlenecks
- Brainstorm session on potential improvement ideas for real or hypothetical bottlenecks
- Group presentations on selected strategies and expected outcomes
- Designing a simple KPI dashboard for tracking improvements

Quality and Efficiency Excellence: Insights from Chinese Practices

The primary objective of the is to achieve exceptional product quality while utilizing the optimum possible manpower and ensuring the most efficient use of time throughout the production process. This project aims to streamline operations, reduce waste, and optimize resource utilization to drive both operational efficiency and product excellence. By leveraging innovative practice, cutting-edge technology, and effective workforce management, the project will establish best-in-class standards that set new benchmarks for quality, productivity, and time management in the industry.

Key focus Areas

- Maximizing product quality through stringent quality control measures
- Optimize manpower requirements without compromising output or quality

Optimizing time usage by reducing idle times, delays, and process bottlenecks Utilizing automation, lean methodologies and effective scheduling for process improvement.



Outcomes Expected

- Improved ability to Identify bottlenecks: Supervisors will be better equipped to recognize bottlenecks in their processes early on.
- Enhanced problem-Solving Skills: Supervisors will learn methods for assessing root causes and selecting appropriate solutions.







Building a Performance-Driven Culture with MSMPLC PMS Framework

MSMPLC PMS FRAMEWORK

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 2024-25 period, we enhanced our commitment to diversity and inclusion by actively promoting gender balance across all levels of the organization.

- **Diversity Ratio:** With 61.52% 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.
- Balance Inclusion with Performance: We uphold a strict policy to Promote and support individuals fairly, based on performance, collaboration, and growth potential.
- Promote Respect & Unity: We practice equal treatment & respect opinions across the organization through
 - Foster a shared company culture that values all contributions
 - Encourage open communication, but set boundaries to prevent ideological conflict

Comprehensive Overview of Employee Engagement & Wellbeing Initiatives/ Facilities

Category	Initiatives	
Professional Development	University collaboration for up-skilling, External Training MOUs	
	Discounted medical services, Health campaigns, Health awareness webinars,	
Health & Wellness	Telemedicine services, In-house medical center, Ambulance services, Pharmacy with	
	discounted medicines etc.	
Partnerships	MOU with Super Chain Stores, Amusement Facilities MOUs	
Financial Support	Advance salary option, Workers' profit participation, Fair price shop, Subsidized	
ппанна Зирроп	meals, Employees Children Scholarship program & Other's.	
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 etc.	
Other Benefits	Free snacks, Mobile bill coverage, Daycare services, Transport facilities, Maternity	
Other benefits	Benefits as per law, Festival Bonus, Night Attendance Bonus and Attendance Bonus	
Retirement & Insurance	Long-term compensation benefits, Group Life Insurance, Contributory Provident	
Netirement & Insurance	Fund, Retirement benefits etc.	
Convenience & Facilities	In-house pharmacy, 24/7 ambulance, Daycare center, Fair price shop, Transport facilities	



Annual Sports 2025

The annual sports event at matin Spinning Mills PLC, held on January 24, is a much-anticipated event for employees, brimming with activities that foster fitness, teamwork, and camaraderie. Employees from every department enthusiastically participate in a range of sports and games, including volleyball, cricket, badminton, pillow passing, chair sitting, and hari vanga. The day culminates in a formal awards ceremony, where winners are celebrated with medals and special recognitions for their exceptional sportsmanship. Senior leaders also share a few words of appreciation, acknowledging everyone's effort and participation.

Ultimately, Matin Spinning Mill's sports day is more than just a day of games it's a celebration of community, teamwork, and the mill's dedication to the well-being of its employees, Leaving everyone with fond memories and a sense of pride.





Future Outlook 2025 - 26

- Training & Up-Skilling of Mgt. Employees by (IDPs): Developing Individual development plan for the new & existing employees as well as trained them to up-skilled for the next role
- **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
- Increase Operational Excellence in Blow Room Section Worker's: Expanding training programs to ensure quality of our workforce is equipped to meet future challenges as well as achieving consistency & Productivity
- 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





INTELLECTUAL CAPITAL

Matin Spinning's intellectual capital reflects its embedded knowledge, innovation capabilities, and proprietary systems that drive operational excellence and sustainable growth. As a concern of DBL Group, the company leverages advanced spinning technologies, process automation, and continuous R&D to enhance yarn quality and production efficiency.



Key elements include:

Process know-how: Decades of expertise in cotton and blended yarn production, enabling consistent quality and adaptability to meet market demands.

Innovation culture: Investment in modern machinery and lean manufacturing practices fosters agility, quality and competitive cost advantage.

Certifications and compliance systems: Organic Cotton, ISO, Supima USA, Recycle Claim Standard (RCS), Organic Content Standard (OCS), Global Recycle Standard (GRS), US Cotton Trust Protocol (USTCP), CMiA, GOTS, Better Cotton Initiative (BCI), Oeko-Tex, Control Union and other global standards ensure traceability, product safety, and market access.

Digital integration: Oracle EBS systems enabling data-driven decision-making, real-time monitoring & Reporting, inventory control, Production planning and many more reporting.

This intellectual capital underpins Matin Spinning's ability to deliver value across its supply chain, maintain compliance with global brands, and respond according to market trends.

SOCIAL & RELATIONSHIP CAPITAL

Matin Spinning's social capital is built on trust-based relationships with stakeholders employees, suppliers, customers, regulators, and the community. The company's commitment to ethical governance, inclusive growth, and transparent communication strengthens its license to operate and long-term resilience.



Key relationships include:

Employee engagement: Fair and team based working environment, skill development programs & training, and health & safety initiatives foster a motivated and loyal workforce.

Customer partnerships: Long-standing relationships with global buyers are maintained through quality assurance, timely delivery, compliance and sustainability alignment.

Community investment: CSR programs in education, healthcare, and environmental stewardship reflect Matin's role as a responsible corporate citizen.

Regulatory alignment: Proactive compliance with BSEC, DSE, CSE, labor laws, Companies Act, IFRS, Department of Environment, Customs, Tax & VAT regulations ensures operational continuity and stakeholder confidence.

Social capital enables Matin Spinning to navigate risks, enhance reputation, and co-create value within its ecosystem.



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:

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

Key Highlights of 2024 – 25

EHS Training Programs: We have conducted 2,666 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.



Detox Day Program: Detox Day is an organized event focused on decluttering and refreshing specific areas, whether at home, in the workplace, or within the community. Inspired by the principles of the 5S methodology - Sort, Set in Order, Shine, Standardize, and Sustain- Detox Day emphasizes creating a cleaner, healthier, and more organized environment. It's dedicated day to streamline spaces, eliminate waste, and enhance overall productivity and well-being.

Matin Spinning Mill introduced Detox Day on November 11, 2024. Moving forward, the 11th day of every month will be designated as Detox Day, with the goal of fostering a cleaner, more welcoming, and efficient environment.



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 799 cubic meters of rainwater.

• Community Engagement: As part of our community engagement efforts, MSMPLC planted 150 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 3,300 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:

- 1. 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.
- 2. 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.



Fire Safety and Emergency Preparedness: 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.





Role-Specific Personal Protective Equipment (PPE): The company has integrated PPE usage into its safety protocols to safeguard the wellbeing 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.



Health and Wellbeing: MSMPLC 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.





Workplace **Ergonomics: MSMPLC** 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 396 employees participating in these programs.



Leadership and Accountability: 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 datadriven 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 wellbeing 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.

RISK MANAGEMENT

Risk management remains a core component of Matin Spinning Mills PLC's long-term strategy. In fiscal year 2024-25, the external environment has shifted significantly, influenced by global geopolitical instability, economic trends, political decisions, regulatory changes, evolving compliance requirements, increased sustainability expectations from international buyers and energy price volatility.

In response, MSMPLC has reinforced its holistic risk management framework, adopting a practical approach that emphasizes continuous risk identification, thorough assessment, and effective mitigation. This disciplined, forwardlooking mindset enhances organizational resilience, supports agility in decision-making and fosters sustainable value creation for all stakeholders.

1. Risk Appetite Drivers of Matin Spinning Mills PLC

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:



2. INTEGRATED RISK MANAGEMENT FRAMEWORK

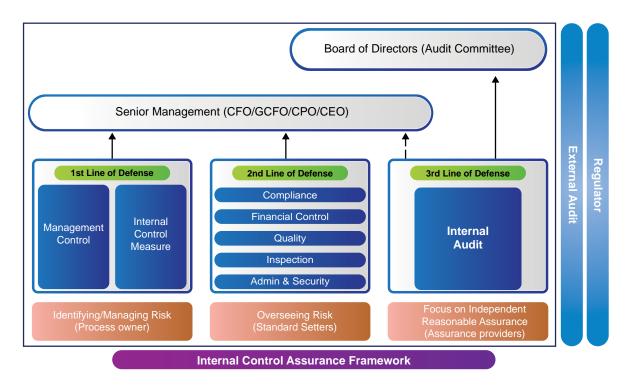
To enhance the current risk management approach, we have outlined the following strategic steps, which are continuously revisited and integrated into our daily business operations to improve real-time risk assessment, particularly in energy management, production downtime, and supply chain disruptions.



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

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:



Process Owners	Standard Setters	Assurance Providers
1 st Line of Defense	2 nd Line of Defense	3 rd 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	✓ 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	✓ 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 3 levels of risk management model by delivering assurance to senior management & risk owners
		 ✓ It provides assurance that risk management processes are both adequate and appropriate

2.2 Risk Types and Mitigation Strategies by MSMPLC

Risk Nature	Risk Types	Description of Risks	Mitigation Strategies
DISK	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.
	Production Downtime	Machine breakdowns or technical failures can halt production and affect output.	Regular maintenance sched- ules, 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.
Operational Risks	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.
. 7	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 Risks	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.
	Cost Overruns	Unexpected increases in production costs can affect profitability.	Implement strict budget controls, regularly review cost structures, and negotiate favorable terms with suppliers.

Risk Nature	Risk Types	Description of Risks	Mitigation Strategies
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.
	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 Se	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.
Control 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.



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



22,627,056

kg raw materials used in 2024-25



225,197

Cubic meters water used in 2024-25



5,177,649

kg non-hazardous waste in 2024-25

12,619

kg hazardous waste in 2024-25

ENERGY CONSUMPTION



PROCESS:

1,141,194

Liters from Diesel in 2024-25

2,110,863

Cubic meters from natural gas in 2024-25



TRANSPORTATION:

38,167

Cubic meters from natural gas in 2024-25

13,495

Liters from diesel in 2024-25

5,096

Liters from octane 2024-25

GHG EMISSIONS



7,047

Tons from processes in 2024-25



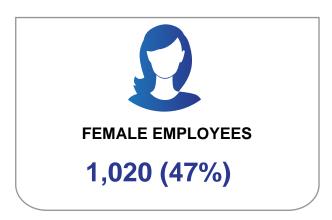
120

Tons from transportation 2024-25



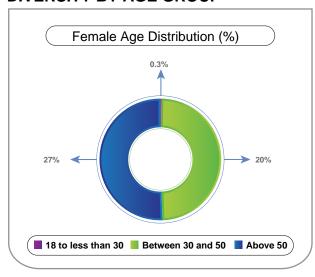
SOCIAL

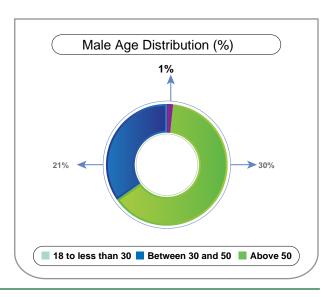
DIVERSITY BY GENDER





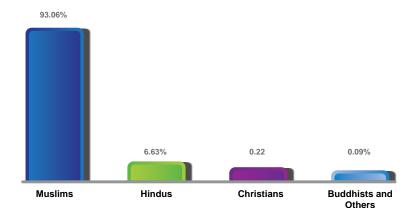
DIVERSITY BY AGE GROUP





DIVERSITY BY RELIGION

Distribution by Religion (%)





OTHER SOCIAL ISSUES



10

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

91

91 Grievances addressed and resolved in 2024-25



90

Security personnel 6.52% are Female

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

GOVERNANCE



10Board of Directors



2 Independent Directors

2 Board Sub-Committees



AUDIT COMMITTEE

5 Members



NOMINATION & REMUNERATION COMMITTEE

5 Members

14

Meetings in 2024-25

6

2

1

Board Meetings Audit Committee meetings

Nomination and Remuneration Committee Meeting Annual General Meeting

SUSTAINABILITY PROGRAMS

People _____



M BANDHAN FAIR PRICE SHOP

The Bandhan Fair Price Shop provides essential goods and everyday commodities directly at factory rates, helping workers manage their monthly expenses more affordably. By offering items at discounted prices ranging from 5% to 15% it acts as a buffer against rising inflation. The name "Bandhan," meaning "Bonding" in Bengali, symbolizes the strong relationship between employers and employees.

WOMEN HEALTH INITIATIVE (WHI)

The Women Health Initiative (WHI) aims to promote long-term health and hygiene among female workers at Matin Spinning. Its first step was offering sanitary napkins at a subsidized rate of just Taka 10 moving beyond awareness to enable practical access to safe menstrual care. This initiative has led to better health outcomes for women and a noticeable decline in absenteeism.



MEDICAL SERVICES FOR WORKERS AND THEIR **FAMILIES**

Matin Spinning offers an in-house medical facility that caters to both workers and their families. Beyond emergency care and accident response, it also provides general outpatient services. The initiative emphasizes health and nutrition guidance, particularly for children, expectant mothers, and nursing women. Medications are available at factory rates through the on-site pharmacy, and employees receive financial and logistical assistance whenever needed.

DISABILITY INCLUSION PROGRAM >

Individuals with disabilities often face social stigma and are frequently overlooked for employment, despite their capabilities. To tackle these barriers, the Disability Inclusion Program was launched to create meaningful job opportunities for people with disabilities. MSMPLC and the Center for Disability in Development (CDD), has taken proactive steps to integrate them into the workforce. In the 2024–25 period, MSMPLC successfully employed 18 Persons with Disabilities (PWD), marking a significant stride toward inclusive employment.





Process



« IDEA CLUB

Matin Spinning fosters a culture of inclusivity and innovation by welcoming ideas from all employees, irrespective of their role or rank. Contributions are acknowledged through a monthly "Employee of the Month" award, complemented by the newly introduced "Employee of the Year" recognition. These initiatives motivate staff to perform at their best and reinforce a sense of fairness, as every team member has an equal chance to be celebrated. Many of the ideas shared by workers have led to enhanced productivity and minimized waste across operations.



MSMPLC QUALITY CONTROL (QC) CIRCLES

To foster active employee participation in decision-making, Matin Spinning has established Quality Control (QC) Circles. At present, three QC Circles operate within the organization, regularly examining various processes and activities to identify areas for improvement using advanced analytical techniques. Internal QC Circle competitions are also held, modeled after the national-level contests organized by the Bangladesh Standard for Total Quality Management (BSTQM), encouraging innovation and continuous improvement across teams.

Product



« ORGANIC COTTON

To minimize environmental and consumer impact, Matin Spinning uses Organic Cotton sourced from India, Türkiye, Uganda, and Kyrgyzstan for yarn production. Organic Cotton supports soil health, biodiversity, and water conservation, while eliminating harmful chemicals that threaten farmers and wildlife. Currently, around 71% of total yarn output is made from Organic Cotton.



« BETTER COTTON INITIATIVE (BCI)

Matin Spinning Mills PLC has adopted the Better Cotton Initiative (BCI) to align with global standards for sustainable cotton production. BCI supports the company's efforts to improve outcomes for farmers, the environment, and the broader textile industry. Currently, 18,609 MT is sourced from BCI cotton in the reporting timeline.



COTTON MADE IN AFRICA (CmiA)

Cotton made in Africa" (CmiA) is a globally recognized standard for ethically sourced cotton from Africa. Matin Spinning Mills PLC has adopted CmiA to support international sustainability standards in cotton production. This year, 610 MT was imported from Côte d'Ivoire under the CmiA program.



SUSTAINABLE YARN PRODUCTION

Matin Spinning is committed to expanding the use of recycled materials across its production. The mill has introduced a range of innovative yarns such as loop and brush yarns, Cotton Neppy Mélange, and Snow yarns designed to incorporate sustainable and recycled fibers. These innovations have helped reduce waste, enable cotton reuse, and support yarn recycling. In 2024–25 alone, the mill utilized 960,000kg of recycled fiber, sourced.



« 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), a collaborative effort by MSMPLC, GIZ, and the Bangladesh Fire Service and Civil Defense (BFSCD), provides 24/7 emergency response in Kashimpur's industrial zone. With a rapid response time of 10 - 15 minutes, it plays a crucial role in preventing fires and building collapses, minimizing injuries and property loss. Since its inception in August 2017, MFS has handled over 360 incidents across factories, warehouses, residences, shops, and other community areas.



《COMMUNITY EDUCATION AND DEVELOPMENT PROGRAM

To support quality education in Bangladesh, Matin Spinning has taken several initiatives within the Kashimpur community. A four-story building was constructed for Hatimara School and College, providing space for 1,000 students. In 2015, the company also donated 100 benches to Sardagonj Government Primary School to assist with board exam preparations. Renovation efforts were carried out to expand the school's capacity and improve learning conditions.



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 plays a vital role in protecting the environment, supporting biodiversity, and building resilient communities. It also serves as an effective way to offset carbon emissions, with trees naturally absorbing and storing CO₂ that contributes to global warming. As part of its Tree Plantation Program, MSMPLC has planted over 11,897 trees by the year 2024–25, reinforcing its commitment to sustainability and climate action.



ENEFLOW MAGNETIC DEVICES

Matin Spinning has installed Eneflow devices from Enecon Corporation, USA, in its generators to lower carbon emissions and improve fuel efficiency. With a modest investment of BDT 60,000, the company now saves over BDT 8 million annually and conserves around 514 liters of fuel each day. This initiative not only cuts costs but also supports long-term resource sustainability.



« ENERGY EFFICIENT MACHINERIES

Matin Spinning prioritizes the procurement of machinery that ensures high efficiency, robust production capacity, and long operational life. These machines are also designed to consume less energy and operate with lower noise levels compared to conventional alternatives. For instance, a Toyota production machine equipped with Programmable Logic Control (PLC) automatically adjusts its revolutions per minute (RPM), optimizing energy usage and contributing to significant energy savings.



K RENEWABLE ENERGY

Matin Spinning demonstrates its commitment to environmental sustainability by installing a solar power system with a total capacity of 712.55 kWp. This initiative significantly reduces reliance on grid electricity and fossil fuels, contributing to cleaner energy use and a lower carbon footprint.



« EGBs

Matin Spinning utilizes four exhaust gas boilers (EGBs) to capture waste heat from gas engine flue gases. These boilers generate steam that supports power generation, heating, and dyeing processes. By recovering this energy, the EGBs contribute to lower fuel consumption, reduced greenhouse gas emissions, and significant cost savings.

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	2024-2025	2023-2024
Publication of unaudited 1st Quarter Financial Statements	14 Nov-24	13 Nov-23
Publication of unaudited Half year/ 2 nd Quarter Financial Statements	30 Jan-25	29 Jan-24
Publication of unaudited 3rd Quarter Financial Statements	20 April-25	23 April-24
Annual Financial Statements approved by the Board	23 Oct-25	28 Oct-24
Record Date	13 Nov-25	17 Nov-24
Dispatching notice for the Annual General Meeting	14 Nov-25	12 Nov-24
Dispatching of Annual Report	17 Nov-25	19 Nov-24
Holding of Annual General Meeting	9 Dec-25	4 Dec-24
Transfer/Payment of Dividend	31 Dec-25	31 Dec-24

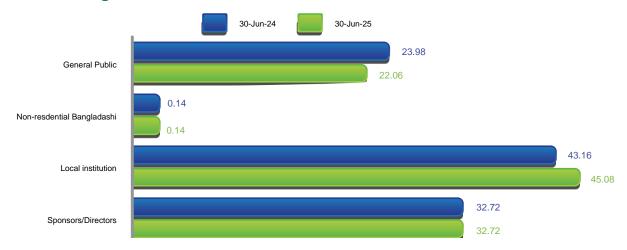
Stock Details

Particulars Particulars	DSE	CSE
Stock Symbol	MATINSPINN	MATINSPINN
Listing Year	2014	2014
Market Category	A	A
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 2	2025	30 June 2024	
Type of offarefloider	Number of Shares	% of Shares	Number of Shares	% of Shares
Sponsors / Directors	31,917,000	32.72	31,917,000	32.72
Local Institutions	43,932,943	45.08	42,071,855	43.16
Non-residential Bangladeshi	133,022	0.14	136,460	0.14
General Public	21,507,035	22.06	23,364,685	23.98
Total Shares Held	97,490,000	100.00	97,490,000	100.00

Shareholding Structure



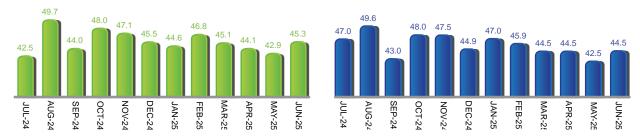
Stock Market Performance

Particulars	30 June-25	30-Jun-24
Market capitalization – DSE (BDT million)	4,416,297,000	4,299,309,000
Market capitalization – CSE (BDT million)	4,338,305,000	4,406,548,000
EPS (BDT)	4.70	2.04
Payout ratio (%)	74.50	245.10
Share price – DSE (BDT)	45.30	44.10
Share price – CSE (BDT)	44.50	45.20
Weighted average number of shares outstanding	97,490,000	97,490,000

Share Performance

Month	Jul- 24	Aug- 24	Sep- 24	Oct- 24	Nov- 24	Dec- 24	Jan- 25	Feb- 25	Mar- 25	Apr- 25	May- 25	Jun- 25
DSE	42.5	49.7	44.0	48.0	47.1	45.5	44.6	46.8	45.1	44.1	42.9	45.3
CSE	47.0	49.6	43.0	48.0	47.5	44.9	47.0	45.9	44.5	44.5	42.5	44.5

Month End Share Price (DSE) From July 2024 to June 2025 Month End Share Price (CSE) From July 2024 to June 2025

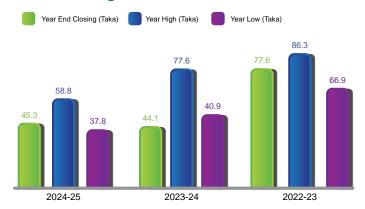


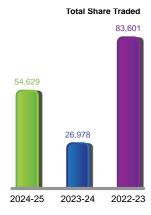
Price Trend in DSE

Period	2024-25	2023-24	2022-23
Year-End Closing (Taka)	45.30	44.10	77.60
Year High (Taka)	58.80	77.60	86.30
Year Low (Taka)	37.80	40.90	66.90
Total number of Trade	54,629	26,978	83,601



Share Price High, Low & Medium





Share Information

Particulars	30 June-2025	30 June-2024	30 June-2023
Number of shares	97490,000	97,490,000	97,490,000
Net Asset Value per share (Taka)	69.89	57.68	60.04
Earnings per share	4.70	2.04	4.38
Dividend (Cash) %	35	50	40

Shares held by directors/executives and relatives of directors /executives (Pattern of Shareholding as on 30 June 2025 provided on page No 80.

Summary of Unclaimed Dividend

Years	Dividend amount in BDT As of Jun 30, 2025	Number of Shareholder	Remarks
2021-2022	1,279,216	713	After the Distribution of Dividends for the financial year
2022-2023	1,224,530	1001	2024-2025, unclaimed Dividends for the financial year
2023-2024	925,385	729	2021-2022 will be transferred to the Capital Market
Total	3,429,131		Stabilization Fund (CMSF) as per BSEC guidelines.

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:

- 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.
- Investors' Relations Department acknowledges the complaint and contacts the investor to confirm their identity regarding
- Shareholder's BO ID &
- Shareholder's Name
- 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



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

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, 2025, 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, 2025, 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

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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.

1. Valuation of Property, Plant and Equipment (See note 3.7 and 4 to the financial statements)

Description of key audit matters

The Company reported Property, Plant and Equipment (PPE) with a carrying value of BDT 6,990,463,468 as at 30 June 2025, representing approximately 50% of the Company's total assets. During the year, the Company revalued a portion of its Property, Plant and Equipment consist of land and land development, factory building and godown which resulted in a revaluation surplus of BDT 1,318,723,001, recognized in equity in accordance with IAS 16 Property, Plant and Equipment.

The revaluation was carried out by an external independent valuer engaged by the Company. The valuation process involves the use of significant judgments and estimates, particularly in relation to the determination of fair market value, prevailing market conditions, location, size, and nature of the assets.

Due to the magnitude of the balance, the subjectivity in valuation assumptions, risk of potential impairment in certain classes of assets and its material impact on the financial statements, we identified the valuation of Property, Plant and Equipment as a key audit matter.

How the matters were addressed in our audit

Our audit procedures included the following:

- Assessed the Company's process for valuation and impairment of PPE and assessing compliance with IAS 16 Property, Plant and Equipment and IAS 36 Impairment of Assets;
- Evaluated the competence, capability, and objectivity of the external independent valuer engaged by the Company;
- Obtained and reviewed the valuation reports, and assessed whether the methodologies applied were appropriate and consistent with market practices;
- Challenged key assumptions used in the valuation, including comparison with observable market data for similar properties where available;
- Tested, on a sample basis, the mathematical accuracy of the valuation models used;
- Evaluated whether the revaluation surplus has been appropriately accounted for and disclosed in accordance with the applicable financial reporting framework;
- Performed physical asset verification and reviewed the asset condition to identify impairment indicators;











2. Revenue Recognition (See note 3.03 and 26 to the financial statements)

Description of key audit matters

The Company reported total revenue **BDT 8,752,495,916** for the year ended 30 June 2025 (30 June 2024 **BDT 8,045,325,622**) which is 9.0% **BDT 707,170,294** higher than previous year's revenue.

Revenue recognition has a significant and wide influence on financial statements. Revenue is recognized when (or as) the Company satisfies a performance obligation by transferring promised goods to a customer. Revenue from the sale of goods is recognized when the Company has delivered products to customers and control has passed.

81% of Company's goods are sold to its group companies. As such the Company has a high level of related party transactions which is inherently subject to the risk of misappropriations and misstatements. There is a risk that revenue may not have been measured at the correct invoice price. Moreover, since the transactions are within group companies, there is also a risk that revenue which did not occur during the year, may have been reported in the accounts.

Due to above matter, we identified the revenue recognition as a key audit matter.

How the matters were addressed in our audit

Our audit procedures included the following:

- We read the Company's revenue recognition policy and assessed its compliance in terms of IFRS 15 'Revenue from contracts with customers'.
- We understood the revenue process and performed walkthrough to understand the adequacy of related controls.
- We evaluated and validated the key controls related to the Company's revenue process and tested the operating effectiveness of key controls over sales.
- We performed substantive testing on revenue recorded throughout the year using sampling techniques to ensure appropriateness of recording revenue by examining the relevant supporting documents including sales invoices, VAT Challans and delivery challans.
- We confirmed certain customers' receivable balance at the statement of financial position date, selected on sample basis by considering the amounts outstanding with those customers.
- We selected samples of sales transactions made pre and post year end, agreed the date of transfer of control for the selected sample by testing underlying documents.

3. Existence and valuation of inventories (See note 3.13 and 8 to the financial statements)

Description of key audit matters

The Company reported total inventories as at 30 June 2025 BDT 2,596,547,996 (30 June 2024 BDT 2,244,848,107) which is 16% (BDT 351,699,890) higher than previous year inventories.

Further, inventories represent about 19% of the total assets of the Company, inventories are thus a material item to financial statements.

As per IAS 2, inventories are required to be valued at the lower to cost and net realizable value. Cost of inventories includes purchase cost and cost incurred in bringing inventories to its present location and condition. IAS 2 specifically prohibits certain costs from being excluded from the cost of inventories. The company values its inventories using the weighted average method which is a complex process and prone to errors and manipulation.

Due to the value and volume of inventories being held by the Company at the reporting date and the complexities involved in the accounting and presentation thereof, Inventories has been considered as a key audit matter.

How the matters were addressed in our audit

Our audit procedures included the following:

- We read the Company's revenue recognition policy and assessed its compliance in terms of IAS 2 'Inventories'.
- We understood the inventory process and performed walkthrough to understand the adequacy of related controls tested the operating effectiveness of key controls over inventories.
- We observed the process of management's year-end inventory count and perform test counts.
- We verified a sample of inventory items to ensure that costs have been appropriately recorded.
- We tested on a sample basis the net realizable value by comparing costs to recent selling prices and assessed the reasonableness of any resulting write down of inventory items.
- We performed cut-off tests to determine that the purchases and sales of the inventories have been captured in the correct period.









Other Matter

The financial statements of the Company for the year ended 30 June 2024, were audited by another auditor who expressed an unmodified opinion on those statements on 04 November 2024.

Other Information

Management is responsible for the other information. The other information comprises all of the information in the annual report other than the financial statements and our auditor's report thereon. The 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.

When we read the Annual Report, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance.

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

Management is responsible for the preparation and fair presentation of the financial statements of the Company in accordance with IFRSs, 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 the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going

concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

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

Auditor's Responsibilities for the Audit of the **Financial Statements**

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

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

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in circumstances.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis accounting and, based on the audit evidence obtained, whether











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

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

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

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

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

Report on other Legal and Regulatory Requirements

In accordance with the Companies Act 1994, and the Securities and Exchange Rules 2020 and relevant notifications issued by Bangladesh Securities and Exchange Commission, we also report that:

- a) We have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit and made due verification thereof;
- b) In our opinion, proper books of accounts, records and other statutory books as required by law have been kept by the Company so far as it appeared from our examinations of those books;
- The statement of financial position and statement of profit or loss & other comprehensive income dealt with by the report are in agreement with the books of account and returns; and
- d) The expenditure incurred was for the purposes of the Company's business.

A. Qasem & Co.

Chartered Accountants
Enlistment Registration No. of FRC: CAF-001-129

Mohammad Motaleb Hossain, FCA

CARLIS

Partner

Enrolment Number: 0950 DVC: 2510230950AS913001 Dhaka, 23 October 2025





STATEMENT OF FINANCIAL POSITION

As at 30 June 2025

		Amounts in Taka			
	Notes	30 June 2025	30 June 2024		
ASSETS					
Non-current assets					
Property, plant and equipment	4.0	6,990,463,468	5,800,255,166		
Right-of-use assets (ROU)	5.0	14,261,961	17,257,789		
Investment	6.0	53,602,290	58,498,973		
Capital work-in-process	7.0	82,326,290	49,346,980		
Total non-current assets		7,140,654,009	5,925,358,908		
Current assets					
Inventories	8.0	2,596,547,996	2,244,848,107		
Accounts receivable	9.0	1,942,073,548	2,416,212,986		
Advances, deposits and prepayments	10.0	619,129,594	619,067,343		
Materials in transit	11.0	1,268,082,872	1,264,230,939		
Cash and Cash Equivalent	12.0	331,524,634	188,793,283		
		6,757,358,644	6,733,152,657		
Asset held for sale	13.0	-	-		
Total current assets		6,757,358,644	6,733,152,657		
Total assets		13,898,012,653	12,658,511,565		
EQUITY AND LIABILITIES					
Share capital	14.0	974,900,000	974,900,000		
Share premium	15.0	920,700,000	920,700,000		
Retained earnings	16.0	2,339,685,030	2,320,235,147		
Revaluation reserve	17.0	2,578,494,125	1,407,511,044		
Total equity		6,813,779,155	5,623,346,191		
Non-current liabilities					
Long term bank loan	18.0	559,141,278	802,013,116		
Lease liability	19.0	10,772,228	11,792,769		
Deferred tax liability	20.0	461,763,532	328,125,639		
Total non-current liabilities		1,031,677,038	1,141,931,524		
Current liabilities					
Current portion of Lease liability	19.0	4,652,739	5,642,251		
Accounts payable	21.0	423,181,034	361,368,036		
Short term bank loan	22.0	4,801,266,115	4,670,394,567		
Current portion of long term loan	23.0	358,080,202	407,771,816		
Unclaimed dividend	24.0	3,429,015	3,767,893		
Provision & accruals	25.0	461,947,355	444,289,288		
Total current liabilities		6,052,556,460	5,893,233,850		
Total liabilities		7,084,233,498	7,035,165,374		
Total equity and liabilities		13,898,012,653	12,658,511,565		
NAV Per Share (With Revaluation Reserves)	36.0	69.89	57.68		

These financial statements should be read in conjunction with the annexed notes 1 to 47. As per our report of same date.

A. Qasem & Co.

Chartered Accountants

Enlistment Registration No. of FRC: CAF-001-129

Abdul Wahed Chairman

Md. Abdul Jabbar Managing Director

Mohammad Motaleb Hossain FCA

Partner Enrolment Number: 0950

DVC: 2510230950AS913001 Dhaka, 23 October 2025



Md. Shah Alam Miah FCS

Company Secretary



STATEMENT OF PROFIT OR LOSS

For the year ended 30 June 2025

Am	our	nts	in	Tal	ka

	Notes	2024-25	2023-24
Revenue	26.0	8,752,495,916	8,045,325,622
Cost of goods sold	27.0	(7,440,281,213)	(7,187,937,965)
Gross profit		1,312,214,703	857,387,656
Non-operating income	28.0	14,577,698	29,957,292
		1,326,792,401	887,344,948
Administrative expenses	29.0	(317,767,450)	(291,321,844)
Distribution expenses	30.0	(12,506,165)	(11,450,845)
Net profit before finance cost		996,518,786	584,572,259
Finance cost	31.0	(388,865,515)	(282,239,225)
Net profit before workers' profit participation funds & tax		607,653,271	302,333,034
Contribution to workers' profit participation funds	32.0	(28,935,870)	(14,396,811)
Net profit before taxation		578,717,401	287,936,223
Income tax	33.0	(85,919,543)	(71,598,147)
Deferred tax	34.0	(34,831,940)	(17,407,119)
Net profit after tax		457,965,918	198,930,957
Earnings Per Share (EPS)	35.0	4.70	2.04

These financial statements should be read in conjunction with the annexed notes 1 to 47.

As per our report of same date.

A. Qasem & Co. **Chartered Accountants**

Enlistment Registration No. of FRC: CAF-001-129

Mohammad Motaleb Hossain FCA

Partner Enrolment Number: 0950 DVC: 2510230950AS913001 Dhaka, 23 October 2025

Abdul Wahed Chairman

Mohammad Emarot Hossain FCA,FCS Chief Financial Officer

Md. Abdul Jabbar **Managing Director**

Md. Shah Alam Miah FCS **Company Secretary**

STATEMENT OF OTHER COMPREHENSIVE INCOME

For the year ended 30 June 2025

Amounts in Taka

Notes	2024-25	2023-24
	.==	
	457,965,918	198,930,957
	1,318,723,001	_
34.02	(98,805,954)	(38,600,215)
	1,677,882,965	160,330,742

Net profit after tax for the year

Revaluation reserve of land and building Deferred tax on other comprehensive income Total comprehensive income for the year

These financial statements should be read in conjunction with the annexed notes 1 to 47.

As per our report of same date.

A. Qasem & Co.

Chartered Accountants Enlistment Registration No. of FRC: CAF-001-129 Abdul Wahed Chairman

Mohammad Emarot Hossain FCA,FCS Chief Financial Officer

Md. Shah Alam Miah FCS Company Secretary

Md. Abdul Jabbar

Managing Director

Mohammad Motaleb Hossain FCA

Partner Enrolment Number: 0950 DVC: 2510230950AS913001 Dhaka, 23 October 2025

STATEMENT OF CHANGES IN EQUITY

For the year ended 30 June 2025

Amounts in Taka

	Share Capital	Share Premium	Retained Earnings	Revaluation Reserves	Total
2024-25					
Balance as at 01 July 2024	974,900,000	920,700,000	2,320,235,147	1,407,511,044	5,623,346,191
Excess revaluation reserve transferred to retained earnings*	-	-	29,681,145	(29,681,145)	-
Net profit for the year	-	-	457,965,918	-	457,965,918
Dividend paid	-	-	(487,450,000)	-	(487,450,000)
Revaluation surplus during the year	-	-	-	1,318,723,001	1,318,723,001
Adjustment for depreciation on revalued assets	-	-	19,252,820	(19,252,820)	-
Deferred tax on other comprehensive income-net*	-	-	-	(98,805,954)	(98,805,954)
Balance as at 30 June 2025	974,900,000	920,700,000	2,339,685,030	2,578,494,125	6,813,779,155
2023-24					
Balance as at 01 July 2023	974,900,000	920,700,000	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 as at 30 June 2024	974,900,000	920,700,000	2,320,235,147	1,407,511,044	5,623,346,191
Notes	14.0	15.0	16.0	17.0	

^{*} In previous year deferred tax on other comprehensive income presented under retained earnings now presented under revaluation reserve for better presentation. As a result previous year retained earnings and revaluation reserve balance rearranged. Consequently, excess revaluation reserve transfer to retained earnings.

These financial statements should be read in conjunction with the annexed notes 1 to 47.



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STATEMENT OF CASH FLOWS

For the year ended 30 June 2025

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	Amounts in Taka				
		Notes	2024-25	2023-24	
A.	Cash flows from operating activities				
	Collection from customers		9,227,966,602	7,076,644,929	
	Other Income	28.0	34,455,951	110,888,618	
	Cash generated from operations		9,262,422,553	7,187,533,547	
	Cash paid to employees		(629,216,799)	(533,976,946)	
	Cash paid to suppliers		(7,097,110,917)	(7,358,673,275)	
	Interest paid on loans		(286,335,602)	(253,707,076)	
	Income tax paid	10.02	(97,402,147)	(55,401,087)	
	Payment made to workers' profit- participation funds	25.02	(14,396,811)	(25,633,531)	
	Net cash flows from operating activities		1,137,960,277	(1,039,858,368)	
В.	Cash flow from investing activities				
	Acquisition of property, plant and equipment	4.0	(264,858,193)	(299,739,975)	
	Capital work-in-process	7.0	(14,433,217)	(10,617,631)	
	Dividend Income	28.0	1,326,706	1,316,843	
	Investment		(1,002,000)	(315,000)	
	Proceeds from Asset held for sale		-	13,665,936	
	Investment of Marketable securities (net)	6.01	7,118,432	2,737	
	Interest on FDR and Bank Accounts	28.0	498,880	523,851	
	Net cash used in investing activities		(271,349,393)	(295,163,238)	
C.	Cash flows from financing activities				
	Long term loan received	18.0	112,125,035	157,030,737	
	Long term loan (repaid)	18.0	(404,688,487)	(449,947,721)	
	Short term loan received from bank	22.0	6,595,473,063	6,588,175,694	
	Short term loan repaid to bank	22.0	(6,545,840,460)	(4,737,862,597)	
	Dividend Paid	24.0	(487,788,878)	(389,129,683)	
	Net cash from/(used in) financing activities		(730,719,727)	1,168,266,429	
D.	Net increase/(decrease) in cash and cash equivalents (A+B+C)		135,891,156	(166,755,177)	
E.	Opening cash and cash equivalents		188,793,283	330,092,691	
F.	Effects of currency translation on cash and cash equivalents		6,840,195	25,455,770	
G.	Closing cash and cash equivalents (D+E+F)		331,524,634	188,793,283	
	Net Operating Cash Flow Per Share	37.0	11.67	(10.67)	

These financial statements should be read in conjunction with the annexed notes 1 to 47.

NOTES TO THE FINANCIAL STATEMENTS

For the year ended 30 June 2025

1.0 Reporting entity

1.01 Company Profile

Matin Spinning Mills PLC., changed from 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. 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.

2.0 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 in 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. The Board is responsible for ensuring fair presentation in accordance with these standards.

2.02 Date of authorization

The financial statements were authorised for issue by the Board of Directors on 23rd October 2025.

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 2024 to 30 June 2025.

3.0 Significant Accounting Policies

3.01 Basis of Preparation

The financial statements have been prepared under the historical cost convention except for certain assets measured at revalued or fair value amounts. 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 Changes in Equity
- Statement of Cash Flows
- · Notes to the Financial Statements



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3.02 Going concern

IAS 1, Presentation of Financial Statements, provides guidance on the going concern assumption, outlining that financial statements are prepared with the expectation that the entity will continue operating. At each reporting date, management must assess the entity's ability to continue as a going concern, considering all foreseeable information about the future, generally covering at least the next 12 months. This assessment includes evaluating various factors, such as current and anticipated profitability, debt repayment schedules, potential sources of financing, and operational continuity.

Following their inquiries during the approval of financial statements, management is confident the company has sufficient resources to sustain operations into the foreseeable future; therefore, the financial statements are prepared under the going concern assumption. Based on management's evaluation, no material uncertainties exist that would cast significant doubt on the company's ability to continue as a going concern.

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.

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 45.

3.06 Statement of Changes in Equity

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



3.07 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, 2010-11 and 2019-20. During the year ended 30 June 2025, 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 applies a single recognition and measurement approach for all leases, except for short-term leases and leases of low-value assets. The Company recognizes lease liabilities to make lease payments and right-of-use assets representing the right to use the underlying assets.

a) Right-of-use assets

All leasing arrangements except those having less than 12 months of useful life have been capitalized as "right-ofuse" asset with a corresponding financial liability on the financial position. Leased assets are capitalized from the start date of the lease agreement at the present value of the future leased payments, based on the rate of interest. Right-of-use assets are measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any measurement of lease liabilities. The asset is written off on a straight-line basis over the tenure of the lease agreement. Hence, the useful life of any lease assets depends on the number of periods the assets can be used.

Lease reassessment and lease modification to increase/decrease the value of an asset depending on a change in scope of lease agreement can be made if necessary.

b) Lease liabilities

At the commencement date of the lease, the Company recognizes lease liabilities measured at the present value of lease payments to be made over the lease term. The lease payments include fixed payments (including in substance fixed payments) less any lease incentives receivable, variable lease payments that depend on an index or a rate, and amounts expected to be paid under residual value guarantees. The lease payments also include the exercise price of a purchase option reasonably certain to be exercised by the Company and payments of penalties for terminating the lease, if the lease term reflects the Company exercising the option to terminate. Variable lease payments that do not depend on an index or a rate are recognized as expenses (unless they are incurred to produce inventories) in the period in which the event or condition that triggers the payment occurs. In calculating the present value of lease payments, the Company uses its incremental borrowing rate at the lease commencement date because the interest rate implicit in the lease is not readily determinable. After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made. In addition, the carrying amount of lease liabilities is remeasured if there is a modification, a change in the lease term, a change in the lease payments (e.g., changes to future payments resulting from a change in an index or rate used to determine such lease payments) or a change in the assessment of an option to purchase the underlying asset.

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.

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.



Capital Work in Process 3.10

Capital work-in-process comprises road constructions and staff quarter constructions 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.

Retained Earning 3.16

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

3.17 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.



3.18 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 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.

3.19 Finance costs

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

3.20 Finance income

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

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 .

3.22 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.

3.23 Foreign currency translation

Foreign currency transactions are translated into BDT at the exchange rates prevailing on the transaction dates. Exchange differences arising on retranslation of monetary items at year-end are recognized in the income statement.

Materiality and Aggregation

Each material item, as determined by management to be significant, has been presented separately in the financial

No amounts have been offset unless the Company has a legally enforceable right to set off the recognized amounts and intends either to settle on a net basis or to realize the asset and settle the liability simultaneously.

Income and expenses are presented on a net basis only when permitted by the relevant accounting standards.

3.25 Earnings per share

Basic EPS is calculated by dividing the profit or loss attributable to the weighted average number of ordinary shares at the year end.

3.26 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.



3.27 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.

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.

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.

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.



3.28 Segment reporting

The Company operates in a single industry and geographic segment; separate disclosures are not required.

3.29 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.

Non-current assets held for sale 3.30

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

3.31 Comparative Information.

Comparative information for the year ended June 30, 2024, 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.

3.32 **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

3.33 Measurement of fair values

Fair value measurement assumes that the asset or liability is exchanged in an orderly transaction between market participants to sell the asset or transfer the liability at the measurement date under current market conditions.

For measuring the fair value of an asset or a liability, the Company uses market observable data as far as possible. Fair values are categorized into different levels of fair value hierarchy based on the inputs used in the valuation techniques/ approaches as follows:

Level 1 inputs: quoted prices (unadjusted) in active markets for identical assets or liabilities that the board can access at the measurement date

Level 2 inputs: inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).

Level 3 inputs: inputs for the asset or liability that are unobservable inputs.

The board uses valuation techniques/ approaches that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximizing the use of relevant observable inputs and minimizing the use of unobservable inputs. Different types of valuation techniques or approaches are income approach, market approach and cost approach.

3.34 Standards issued but not yet effective

The new and amended standards and interpretations that are issued, but not yet effective, up to the date of issuance of the Company's financial statements are disclosed below. The Company intends to adopt these new and amended standards and interpretations, if applicable, when they become effective. However, this is not an exhaustive list of all the standards issued, the following are the standards which according to the assessment of the Company is most likely to be applicable.

The following amended standards and interpretations are not expected to have a significant impact on the Company's financial statements:

1. Amendments to IAS 21 — Lack of exchangeability

Effective date: Annual reporting periods beginning on or after 1 January 2025.



Nature of the amendment: Provides guidance on (a) assessing whether a currency is exchangeable into another currency and (b) determining the spot exchange rate to use when exchangeability is lacking. Early application is permitted (with disclosure).

2. IFRS 18 — Presentation and Disclosure in Financial Statements

Effective date: annual reporting periods beginning on or after 1 January 2027 (earlier application permitted).

Nature of the Standard: Replaces the presentation and disclosure requirements previously included in IAS 1 and introduces new requirements including (a) defined subtotals in the statement of profit or loss (e.g., operating profit), (b) disclosure of management-defined performance measures and (c) enhanced rules on aggregation/disaggregation.

3. IFRS 19 — Subsidiaries without Public Accountability: Disclosures

Effective date: Annual reporting periods beginning on or after 1 January 2027 (earlier application permitted).

Nature of the Standard: permits eligible subsidiaries that do not have public accountability to apply reduced disclosure requirements while applying the recognition and measurement requirements of IFRS Accounting Standards.

3.35 General

Previous year's figures have been rearranged, wherever necessary, to conform to current year's presentation.



				Amounts in Taka
		Notes	30 June 2025	30 June 2024
4.0	Property, plant and equipment			
Α	NON REVALUED ASSETS:			
^	NON NEVALUED AGGETO.			
	Cost			
	Opening balance (at cost)		8,158,112,509	7,641,926,228
	Add: Additions		314,205,173	597,472,660
			8,472,317,682	8,239,398,888
	Less: Disposal/Adjustment		(1,337,789)	(81,286,379)
	Closing balance (a)		8,470,979,893	8,158,112,509
	Accumulated Depreciation		0.054.000.404	0.507.007.040
	Opening balance		3,851,930,164	3,527,227,948
	Add : Charges for the year		423,089,445	390,763,011
	Less: Disposal/Adjustment		4,275,019,609 (960,182)	3,917,990,959 (66,060,795)
	Closing balance (b)		4,274,059,427	3,851,930,164
	Written Down Value (a-b)		4,196,920,466	4,306,182,345
	Witten Down Value (a-b)		4,130,320,400	4,300,102,343
В	REVALUED ASSETS:			
	Revalued amount:			
	Opening balance (at revalued cost)		1,645,218,621	1,645,218,621
	Add : Additions		1,318,723,001	1,043,210,021
	Add : Additions		2,963,941,622	1,645,218,621
	Less: Disposal/Adjustment		2,000,041,022	1,040,210,021
	Closing balance (a)		2,963,941,622	1,645,218,621
	Ciccing Rulanco (a)		_,000,011,022	.,0.0,2.0,02.
	Accumulated Depreciation			
	Opening balance		151,145,800	134,179,507
	Add : Charges for the year		19,252,820	16,966,293
			170,398,620	151,145,800
	Less: Disposal/Adjustment		-	-
	Closing balance (b)		170,398,620	151,145,800
	Written Down Value of Revaluation Assets (a-b) Total Written Down Value (A+B)		2,793,543,002 6,990,463,468	1,494,072,821 5,800,255,166
	Total Written Down Value (ATB)		0,990,403,400	3,800,233,100
	Policy notes is mentioned in note 3.07 (E)			
5.0	Right-of-use assets (ROU)			
	Cost:			
	Opening Balance		31,123,596	13,270,711
	Add: Addition during the period		749,673	17,852,885
	Less: Disposal during the period		(13,270,711)	-
	Closing balance (a)		18,602,558	31,123,596
	Accumulated Depreciation		46 00- 00-	44 070 005
	Opening balance		13,865,807	11,058,926
	Add : Charges for the year		3,745,501	2,806,881
	Less: Disposal/Adjustment		(13,270,711)	12 005 007
	Closing balance (b) Written Down Value (a.b.)		4,340,597	13,865,807
	Written Down Value (a-b)		14,261,961	17,257,789



		Notes	30 June 2025	30 June 2024
6.0	Investment			
	Investment in marketable securities	6.01	37,860,980	44,979,412
		6.02		
	Term Deposit	0.02	15,741,310	13,519,561
	Closing balance		53,602,290	58,498,973
6.01	Investment in marketable securities			
	Opening balance		44,979,412	52,971,536
	Add: Addition during the year		-	-
			44,979,412	52,971,536
	Realized gain /(loss)		(23,541,881)	1,940,959
	Unrealized gain /(loss) for fair value adjustment			
	Closing balance		(7,373,449)	(23,796,898)
	Opening balance		23,796,898	13,863,815
			16,423,450	(9,933,083)
	Closing balance		37,860,980	44,979,412

Name of securities	No. of Share	Rate	Cost Value	Market rate per share as on 30 June 2025	Market value as on 30 June 2025
Fine Foods	41,000	192.63	7,897,637	236.80	9,708,800
Fareast Finance	146,000	4.25	620,171	3.70	540,200
Gq Ballpen	35,510	157.78	5,602,884	169.60	6,022,496
Midland Bank	533,345	24.39	13,007,652	25.40	13,546,963
Shahji Power	110,615	74.39	8,228,252	36.10	3,993,202
I.C.B	8,610	133.15	1,146,422	45.70	393,477
Beximco Pharma	5,000	223.28	1,116,400	86.10	430,500
AB Bank Ltd	321,483	13.36	4,295,013	6.30	2,025,343
GIB	400,000	8.30	3,320,000	3.00	1,200,000
Total	1,601,563		45,234,429		37,860,980

6.02 Term Deposit

LAST MATURITY DATE	FDR NO.	NAME OF BANK	TENOR	PRINCIPAL	ACCRUED INTEREST	TOTAL AMOUNT
3/23/2025	03560100155597	Exim, Karwan Br.	06 Months	1,515,800	887,301	2,403,101
6/19/2025	021002269568	Exim, Karwan Br.	12 Months	10,413,000	1,481,559	11,894,559
3/20/2025	0121003180852	Exim, Karwan Br.	12 Months	315,000	29,800	344,800
7/30/2024	0121003587286	Exim, Karwan Br.	12 Months	1,002,000	96,851	1,098,851
Total as at 30 June 2025				13,245,800	2,495,510	15,741,310
Total as at 30 June 2024			12,243,800	1,275,761	13,519,561	

		Notes	30 June 2025	30 June 2024
7.0	Capital work-in-process			
	Building and Codown	7.04	4 502 244	22 227 054
	Building and Godown	7.01	4,502,341	23,237,051
	Machineries in Transit		77,823,949	26,109,928
	Closing balance		82,326,290	49,346,980
7.01	Building and Godown			
	Opening		23,237,051	61,509,659
	Addition		14,433,217	15,687,514
			37,670,268	77,197,173
	Cost transfer to fixed assets		(33,167,927)	(53,960,122)
	Total		4,502,341	23,237,051
	Project wise construction list given below:			
	Bagan Bari Staff Quarter		4,502,341	-
	Baro Bigha Road Construction		-	15,798,097
	MSML Internal Road Construction		-	7,438,955
	Closing balance		4,502,341	23,237,052
8.0	Inventories			
	Manufacturing Inventory	8.01	2,483,124,957	2,202,103,767
	Non Manufacturing Inventory	8.02	113,423,039	42,744,339
	Closing balance		2,596,547,996	2,244,848,107
8.01	Manufacturing Inventory			
	Raw cotton	8.01.01	1,854,740,093	1,533,005,504
	Finished yarn	8.01.02	246,177,345	346,454,699
	Packing materials	8.01.03	4,928,500	8,738,955
	Work-in-process	8.01.04	139,369,878	107,183,047
	Spare parts	8.01.05	237,909,140	206,721,562
	Closing balance		2,483,124,957	2,202,103,767

				Amounts in Taka
		Notes	30 June 2025	30 June 2024
8.01.01	Raw cotton			
	Value (TK.)			
	Conventional Cotton		1,529,465,172	780,939,977
	Organic Cotton		129,305,862	553,078,468
	Synthetic Fiber		172,337,536	149,405,833
	Usable Waste Cotton		-	37,545,223
	Waste Cotton		23,631,524	12,036,003
	Total		1,854,740,093	1,533,005,504
	Quantity (KG)			
	Conventional Cotton		5,687,130	3,029,913
	Organic Cotton		464,290	1,855,758
	Synthetic Fiber		971,595	789,235
	Usable Waste Cotton		110,539	332,582
	Waste Cotton		326,801	200,175
	Total		7,560,355	6,207,664
8.01.02	Finished yarn			
	Value (TK.)			
	Carded		39,822,993	31,264,921
	Combed		94,687,237	137,276,789
	Slub		9,431,195	9,967,894
	Synthetic		35,102,146	68,494,465
	Melange		16,039,834	25,145,352
	Vortex		3,754,787	33,008,754
	Open End		45,109,687	36,473,966
	Twisted yarn		2,229,466	4,822,558
	Total		246,177,345	346,454,699
	Quantity (KG)			
	Carded		88,114	83,133
	Combed		200,021	304,207
	Slub		21,620	23,260
	Synthetic		134,003	192,017
	Melange		40,506	56,513
	Vortex		11,539	87,350
	Open End		154,200	133,357
	Twisted yarn		5,585	12,417
	Total		655,588	892,254

					Amounts in Taka
			Notes	30 June 2025	30 June 2024
8.01.03	Packing materials Value (TK.)				
	Opening balance			8,738,955	5,170,352
	Add: Purchase during the period			74,255,153	73,305,091
	Packing materials available for consu	umption		82,994,108	78,475,443
	Less: Consumption during the period	I		78,065,608	69,736,488
	Closing balance			4,928,500	8,738,955
8.01.04	Work-in-process				
0.01.04	Work-in-process				
		Quanti	ty (KG)		
		June 30, 2025	June 30, 2024		
	Closing balance	627,712	337,124	139,369,878	107,183,047
8.01.05	Spare parts				
	Opening Balance			206,721,562	136,670,902
	Add: Addition during the year			224,258,960	235,436,408
				430,980,521	372,107,310
	Less: Consumption during the year			56,244,842	65,369,218
	Less: Transfer to other GL			136,826,539	100,016,530
	Closing balance			237,909,140	206,721,562
Non Man	ufacturing Inventory				
	,				
Stock of I	Bandhan			2,112,192	2,026,514
Stock of S	Stamp			101,368	49,368
Stock of I	Medicine			51,248	22,485
Construc	tion Material			3,642,418	4,353,349
Store Ma	terials under Inspection			107,515,814	36,292,623
Closing I	balance			113,423,039	42,744,339
Account	s receivable				
Receivab	le other than related party		9.01	759,350,499	801,919,920
Receivab	le from related party		9.02	1,194,695,287	1,627,596,551
	rest receivable on FDR			9,042,320	7,711,071
Provision	for Bad and Doubtful Debts			(21,014,557)	(21,014,557)

1,942,073,548

2,416,212,986

Closing balance

8.02

9.0

				Amounts in Taka
		Notes	30 June 2025	30 June 2024
9.01	Receivable other than related party			
	Abonti Colour Tex. Ltd		-	1,002,410
	Cotton Club(Bd) Ltd		16,690,643	7,804,263
	Amber Denim Ltd		305,299,576	356,474,910
	Akh Knitting & Dyeing Ltd		-	212,773
	Asrotex Ltd.		7,389,302	4,752,451
	Graphics Textiles Ltd		97,187,669	62,687,227
	Pakiza Knit Composite Ltd.		-	22,504,665
	Comfit Composite Knit Ltd		10,444,746	4,262,278
	Plummy Fashion Ltd		-	10,040,310
	Impress Newtex Composite Textile Ltd		14,281,676	23,781,434
	Fakir Apparels Ltd		4,995,359	-
	Fakir Fashions Ltd		30,413,669	101,437,131
	Viyellatex Ltd		14,747,008	
	Arabi Fashion Ltd		259,577	6,647,378
	Multifab's Limited		-	8,533,769
	Innovative Fabrics Ltd.		12,422,825	-
	Liz Fashions Industry Ltd.		7,622,274	-
	Gms Composite Knitting Industries Ltd		40,756,919	13,638,179
	Fakhruddin Textiles Ltd		49,060,756	42,149,726
	Karooni Knit Composite Ltd		46,284,914	-
	Aus Bangla Jutex Ltd		2,159,514	8,860,473
	Arkay Knit Dyeing Mills Ltd		11,725,047	-
	Lantabur Apparels Ltd.		9,292,115	-
	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		3,239,904	7,846,123
	Cute Dress Industry		-	13,957,769
	Square Fashions Ltd.		4,025,490	34,450,938
	Epyllion Knitex Ltd.		12,001,495	13,305,740
	Victoria Intimate Ltd		-	6,655,200
	Others		38,035,464	22,429,983
	Closing balance		759,350,499	801,919,920



		Notes	30 June 2025	30 June 2024
9.02	Receivable from related party			
	Flamingo Fashions Ltd		71,712,492	294,527,974
	Jinnat Fashions Ltd		1,208,417	47,205,420
	Mawna Fashions Ltd		91,969,483	156,050,364
	Dulal Brothers Ltd		61,157	4,678,721
	Jinnat Apparels Ltd		2,367,346	42,777,323
	Jinnat Knitwears Ltd		778,946,797	757,697,323
	DBL Textile Recycleing Ltd		57,389,228	-
	Color City Ltd.		-	4,626,000
	Hamza Textiles Ltd.		138,551,624	261,460,191
	DB Trims Ltd		52,488,743	58,573,236
	Closing balance		1,194,695,287	1,627,596,551

Age Analysis of Accounts Receivable:

	1-3 Months	4-6 Months	Above 6 Months		
Sale of yarn	1,694,747,237	204,611,602	54,686,947	1,954,045,786	2,429,516,472
Interest receivable on FDR (Vii)	-	-	9,042,320	9,042,320	7,711,071
Provision for bad debts			(21,014,557)	(21,014,557)	(21,014,557)
	1,694,747,237	204,611,602	42,714,709	1,942,073,548	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 2025

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 2025

V. Accounts receivable from Related Parties

There has been an amount of Tk 1,194,695,287 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.



172 Matin Spinning Mills PLC

			Notes	30 June 2025	30 June 2024
10.0	Advance	es, deposits and prepayments			
	Advance	as			
	Auvance	Salary & Allowances		1,429,530	1,647,530
		Prepaid Expenses		2,820,505	34,549,778
		VAT Current Account		45,133,519	17,380,340
		Land		8,230,000	-
		Suppliers	10.01	25,538,091	48,032,636
		Advance Income Tax	10.02	419,926,754	401,405,865
				503,078,399	503,016,148
	Deposits	s		,,	,,
		Security deposit for Utilities	10.03	116,051,195	116,051,195
		, ,		116,051,195	116,051,195
	Closing	balance		619,129,594	619,067,343
	Ū			, ,	
	10.01	Suppliers:			
		Jawad Trading		87,449	87,449
		Bangla Trac Ltd.		-	-
		Saurer Spinning Solution Gmbh And Co.		-	397,274
		Dbl C&F- Chittagong (New)		3,183,000	9,945,861
		Beijing Zhongheng Alliance International Co. Ltd.		483,364	-
		Aesa Air Engineering S.A.		1,598,267	-
		Humaira Composite Textile Mills Ltd.		685,999	-
		Tanveer International		632,030	1,933,249
		Shanghai Tianfu Industrial Co., Ltd		-	1,622,900
		MS Bismillah Electric Works		613,035	-
		Qinshi Industrial Inc.		-	2,495,665
		Hohenstein Textile Testing Institute Gmbh		-	626,395
		Suraiya Spinning Mills Ltd		683,892	-
		M.N Dyeing,Printing & Washing Mills Ltd		578,314	917,977
		Multibrand Workshop Ltd.		725,200	-
		M/S Tania Enterprise		_	3,582,674
		Tania Enterprise (Pvt.) Ltd.		11,767,178	14,867,497
		M/S. Biswas Trading		-	1,532,203
		Deputy Commissioner Of Taxes		-	-
		M/S. Banaripara Agency		-	639,646
		Mr.Rashid		1,388,439	1,443,291
		Mr. Sunny		-	1,598,409
		Mrs. Jabeen Noman		938,711	1,183,592
		J.S Transport		-	2,160,728
		MJL Bangladesh Ltd		-	662,200
		Local Purchase		172,332	483,113
		Others		2,000,882	1,852,513
		Closing balance		25,538,091	48,032,636

		Notes	30 June 2025	30 June 2024
10.02	Advance Income Tax			
	Income Tax on Export	10.02.1	139,346,818	120,952,472
	Tax on Bank Interest & Others	10.02.2	11,937,396	8,134,326
	Advance income tax paid for tribunal	10.02.3	268,642,540	272,319,068
	Closing balance		419,926,754	401,405,865
10.02.1	Income Tax on Export			
	Opening Balance		120,952,472	128,796,619
	Add: Addition during the year (Section - 123 of ITA)		92,676,543	46,670,276
	Less: Adjustment against provision for previous years AIT		(74,282,197)	(54,514,423)
	Closing Balance		139,346,818	120,952,472
10.02.2	Tax on Bank Interest & Others			
	Opening Balance		8,134,326	14,781,616
	Add: Addition during the year (Section - 102 F of ITA)		8,402,131	3,535,266
	Less: Adjustment against provision for previous years AIT		(4,599,061)	(10,182,556)
	Closing Balance		11,937,396	8,134,326

Advance tax represents tax deducted at source @1.00% on export proceed under section 123 of ITA and @20% on interest received from bank under section 102 of ITA.

10.02.3	Advance Income Tax Paid for Appeal & Tribunal		
	Opening Balance	272,319,068	306,598,069
	Add: Addition during the year	242,749	5,195,545
	Less: Adjustment during the year	(3,919,277)	(39,474,546)
	Closing Balance	268,642,540	272,319,068
	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
	Income tax paid for the year 2020 -2021	105,889,302	105,889,302
	Income tax paid for the year 2021 -2022	151,171,607	151,164,256
	Income tax paid for the year 2022 -2023	6,050,000	6,050,000
	Income tax paid for the year 2023 -2024	2,735,398	2,500,000
	Closing Balance	268,642,540	272,319,068

		Notes	30 June 2025	30 June 2024
10.03	Security deposit for Utilities			
	Margin Against Bank Guarantee (Titas Gas)		110,418,155	110,418,155
	Central Depository Bangladesh Ltd (CDBL)		500,000	500,000
	Security Deposit for Electricity		5,133,040	5,133,040
	Closing Balance		116,051,195	116,051,195

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	-	-	1,429,530		
Suppliers	-	25,450,641	87,449		
All the advances & deposit amount are considered good and recoverable					
Advances due from Employees are regularly being realized from their monthly salaries					
There is no advances due for payment for more than 6 months except BDT. 1,429,530 from the date of statement of financial position					
There is no amount due from any Directors of the company.					
Debts considered good in respect of which the company is fully secured.					
There are no debts due by directors or other officers of the company.					

11.0 Materials in transit

a)

b)

c)

d)

e)

f)

Margin against Cotton	27,852,927	55,326,209
Margin Against Bank Guarantee	14,341,210	15,193,978
Materials In Transit	1,225,888,735	1,193,710,752
Closing Balance	1,268,082,872	1,264,230,939

12.0 Cash and Cash Equivalent Cash in hand 3,643,549 2,696,962	Amounts in Taka
Cash in hand 3,643,549 2,696,982 Balance in BO Account 2,226,654 10,005 Term Deposit 10,000,000 10,000,000 Bank balances with: 10,000,000 10,000,000 Bank Bangladesh PLC. Current account 1,390,587 1,260,158 Marginal deposit Account (Normal) 346,706 338,854 Marginal deposit Under Reserve 144,466 144,466 Foreign currency account 12,192 11,711 Export Import Bank of Bangladesh PLC (EXIM), STD account 1,852,209 121,737 HSBC Bank Ltd STD account 5,483,800 3,039,998 Foreign currency account 219,716,700 116,493,547 City Bank PLC. STD account 702,227 1,782,569 Foreign currency account 32,823,089 10,727,377 Prime Bank PLC. STD account 1,281,690 1,285,380 Foreign currency account 197,895 190,096 Standard Chartered Bank - STD account 174,960 118,710 Dutch-Bangla Bank PLC STD account 6,167,399 - Foreign currency account 6,167,399 -	30 June 2025 30 June 2024
Cash in hand 3,643,549 2,696,982 Balance in BO Account 2,226,654 10,005 Term Deposit 10,000,000 10,000,000 Bank balances with: 10,000,000 10,000,000 Bank Bangladesh PLC. Current account 1,390,587 1,260,158 Marginal deposit Account (Normal) 346,706 338,854 Marginal deposit Under Reserve 144,466 144,466 Foreign currency account 12,192 11,711 Export Import Bank of Bangladesh PLC (EXIM), STD account 1,852,209 121,737 HSBC Bank Ltd STD account 5,483,800 3,039,998 Foreign currency account 219,716,700 116,493,547 City Bank PLC. STD account 702,227 1,782,569 Foreign currency account 32,823,089 10,727,377 Prime Bank PLC. STD account 1,281,690 1,285,380 Foreign currency account 197,895 190,096 Standard Chartered Bank - STD account 174,960 118,710 Dutch-Bangla Bank PLC STD account 6,167,399 - Foreign currency account 6,167,399 -	
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Mutual Trust Bank PLC.	
STD account 3,731,598 4,154,827 Closing Balance 331,524,634 188,793,283	6,746,311 290,718
Closing Balance 331,524,634 188,793,283	0.704.500
13.0 Asset held for sale	331,524,634 188,793,283
19.0 Asset field (V) safe	
Cost:	
Forklift - 3,660,856	- 3.660,856
Generator - 124,211,550	- 124 211 550
- 127,872,406	
Accumulated depreciation:	127,612,100
Forklift - 1,994,920	- 1.994.920
Generator - 107,334,667	
- 109,329,587	· · ·
WDV - 18,542,818	
Fair value less cost to sale - (13,665,936)	
Loss on fixed assets sale - (4,876,882)	- (4,876,882)
Asset held for sale (Lower of WDV and Fair value less cost to sale)	•



		Notes	30 June 2025	30 June 2024
14.0	Share capital			
	Authorised			
	150,000,000 ordinary shares of Taka 10 each		1,500,000,000	1,500,000,000
	Issued and paid-up			
	97,490,000 ordinary shares of Taka 10 each fully paid up		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, 2025:

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%

15.0	Share premiun	1			
		No. of Shares	Premium Amount		
	-	34,100,000	Tk. 27	920,700,000	920,700,000
16.0	Retained earni	ngs			
	Opening balance	e		2,320,235,147	2,494,297,899
	Excess revaluat	tion reserve transferr	ed to retained earnings	29,681,145	-
	Add: Profit mad	e during the year		457,965,918	198,930,957
	Less: Dividend	Paid		(487,450,000)	(389,960,000)
	Depreciation on	Revalued Assets		19,252,820	16,966,293
	Closing Baland	e		2,339,685,030	2,320,235,147

	Notes	30 June 2025	30 June 2024
17.0 Revaluation reserve			
This balance consists as follows:			
Balance at the beginning of the year		1,407,511,044	1,463,077,552
Excess revaluation reserve transferred to retained earnings		(29,681,145)	-
Addition during the year		1,318,723,001	-
		2,696,552,900	1,463,077,552
Adjustment for Depreciation on Revalued Assets		(19,252,820)	(16,966,293)
Add/(less): Deferred tax on revaluation reserve	34.02	(98,805,954)	(38,600,215)
Closing Balance		2,578,494,125	1,407,511,044
18.0 Long term bank loan			
Off Shore Loan & UPAS		917,221,480	1,209,784,932
Less: Current portion of long term loan		(358,080,202)	(407,771,816)
Closing Balance		559,141,278	802,013,116

Bank	Loan Account	Particulars	
		Nature: Long Term Loan	
		Limit: Tk. 1,294 million	
		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:	
DEUTSCHE INVESTITIONS- UND		i) First ranking registered and exclusive mortgage in the	
	Off Shore	amount of BDT 1,294 Million	
ENTWICKLUNGSGESELLSCHAFT MBH (DEG)	Loan	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	
		rerest Rate: 3 months CME Term SOFR + 3.51161% p.a. curity Agreement: First ranking registered and exclusive mortgage in the nount of BDT 1,294 Million First ranking and exclusive fixed charge by way of pothecation over the Project Specific Assets along th a general power of attorney to sell the Project Decific Assets, both in favour and to the satisfaction DEG; Personal Guarantors (on a joint and several basis) in your 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.	

19.0 Lease liability

Opening Balance	11,792,769	20,653,863
Add: Addition during the year	6,381,408	-
Add: Interest charged for the period	1,903,529	433,613
Less: Lease payment during the Year	4,652,739	3,652,457
Less: Current portion of Lease liability	4,652,739	5,642,251
Closing Balance	10,772,228	11,792,769

This represents the application of IFRS 16 as current lease agreement accordingly, the full amount of lease obligation is a part of current portion. However, we have calculated the lease liability excluding non-refundable VAT.



20.0 **Deferred tax liability**

21.0

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:

Carrying amount other than revaluation reserve Tax base		4,022,354,173 2,445,615,585	4,131,426,636 2,788,241,215
Taxable Temporary difference		1,576,738,588	1,343,185,421
Applicable tax rate (As per SRO 159 dated 01 June 2022 for Textile Sector)		15%	15%
Deferred tax liability on historical cost		236,510,788	201,477,813
B. Deferred tax liability against revaluation reserve:			
i) Deferred tax liability against revaluation reserve other than land			
Carrying amount other than land		527,069,968	295,539,487
Tax base		-	-
		527,069,968	295,539,487
Applicable tax rate (As per SRO 159 dated 01 June 2022 for Textile Sector)		15%	15%
		79,060,495	44,330,923
ii) Deferred tax liability on capital gain against revaluation of land			
Carrying amount other than building & others.		2,439,445,000	1,371,505,300
Tax base		-	-
Applicable tax rate (6% As per section 125 of ITA)		6%	6%
		146,366,700	82,290,318
Deferred tax liability against revaluation reserve B (i + ii)		225,427,195	126,621,241
C. Deferred tax asset/liability on Right-of-Used (ROU) Assets:			
Carrying amount of PV of lease obligation		15,424,967	17,435,020
Carrying amount Right to Use Assets		14,261,961	17,257,789
Deductible Temporary difference		1,163,006	177,231
Applicable tax rate (As per SRO 159 dated 01 June 2022 for Textile Sector)		15%	15%
Deferred tax (asset) /liability on Lease		(174,451)	26,585
Total Deferred tax liability (A + B - C)		461,763,532	328,125,639
Accounts payable			
Suppliers	21.01	291,672,699	271,649,879
Expenses	21.02	130,522,713	89,177,398
Others	21.03	985,622	540,760
		000,022	0.0,.00

21.01 Payable for suppliers

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

details of suppliers are given below.		
S S Accessories	3,208,610	1,200,000
Pioneer Insurance Company Ltd	1,453,901	4,302,715
Mita Engineering Limited	30,750	30,750
Ebrahim & Sons	283,573	283,573
Dbl C&F- Chittagong	10,615,344	
Shinpower	625,795	640,295
Color City Ltd.	48,519,291	28,851,377
Dbl Ceramics Ltd.	1,472,012	2,136,661
Nde Steel Structures Ltd.	856,458	856,458
Dbl Tours And Travels Limited	-	2,033,425
Timely Packaging	1,315,486	2,000,420
Delcot Limited	773,841	
Energypac Engineering Ltd.	170,900	1,060,000
0,,		, ,
Dbl Textile Recycling Ltd.	75,232,171	11,937,751
M.B. Steel Corporation	389,892	205,883
Bangla Trac Ltd.	228,800	1,654,406
Mozumder Transport Agency	948,000	117,000
Rising Corporation	83,623	83,623
Rbd Fibers Limited	52,957	52,957
Kati Bangladesh Ltd	7,819	7,819
Adex Engineering Limited	4 040 400	13,200,000
M.M. Paper Product	1,016,439	936,159
Lafarge Surma Cement Ltd.	- 40- 400	291,840
H.M Transport Agency	1,167,400	1,084,100
Green Power Electric	340,060	363,580
Patwary Trade & Co.	21,228	21,228
Jinnat Fashions Ltd.		250,000
Dbl Distribution Ltd	96,493,363	128,807,241
United Power Generation & Distribution Company Ltd.	-	18,188,202
Dbl Lifestyle Ltd	-	678,789
Kapita Auto Bricks Limited	2,138,114	254,664
Shamsuddin Engineering Works	709,347	77,718
S.S Enterprise	337,100	337,100
Encon	46,391	46,391
Ma Enterprise (Ebrahim)	491,127	274,721
J.S Transport	1,328,200	-
Rifa Paper Products	4,447,322	4,949,225
Toyotsu Machinery Corporation	3,043,082	-
Soronica Paper Products	3,285,200	4,826,319
Gph Ispat Ltd.	-	-
Independent Enterprise	108,000	108,000
Skf India Limited	2,629,422	-
Rynco Engineering Ltd.	-	-
Unique Cement Fibre Industries Ltd.	2,716,875	2,202,998
Shah Ali Metal	150,579	198,509
Bangladesh General Insurance Company Limited	2,145,370	6,075,337
Aqua Care Trading	976,776	856,276
M.R. Enterprise	-	-
Ksrm Steel Plant Ltd.	-	_
Lafarge Holcim Bangladesh Limited	-	_
Siemens Bangladesh Ltd.	620,000	620,000
Akij Ready Mix Concrete Ltd.	-	265,443
Tyre & Battery Bazar	110,370	113,183
Rafin Paper Tube	284,686	284,686
Others	20,797,025	30,883,478
Closing Balance	291,672,699	271,649,879

		Notes	30 June 2025	30 June 2024
21.02	Payable for expenses			
	Salary & allowances		49,830,672	29,274,422
	Audit fees		862,500	862,500
	Gas bill		13,711,882	13,522,080
	Electricity bill		11,170,202	10,856,894
	Welfare Fund		249,072	249,072
	Claim Payable		35,560,993	15,584,642
	Provident Fund		821,188	653,138
	Provision for interest on Loan		6,317,604	1,179,417
	Un-Applied Receipts		11,998,599	16,995,233
	Closing Balance		130,522,713	89,177,398

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)	318,437	-
		VAT Deducted at source (on Suppliers bill)	667,185	540,760
		Closing Balance	985,622	540,760
22.0	Short t	erm bank loan		
	UPAS /	EDF Loan (Raw Cotton)	4,791,599,449	4,467,649,816
	Working	g Capital Loan	9,666,667	201,066,952
	Liability	against export bills	-	345,804
	Bank O	verdraft	-	1,331,995
			4,801,266,115	4,670,394,567

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

Bank	Loan Account	Particulars		
		Lender	: HSBC	
		Nature	: EDF	
		Limit	: Tk 3,000 million	
		Purpose	: Import of Raw Cotton	
	Export Development Fund (EDF)/UPAS	Tenure	: 180 days for Clean Import Loan (CIL) & 30 days for sight (SGT)	
		Rate of interest	: @ As per BB guidelines.	
HSBC		Lender	: HSBC	
		Nature	: UPAS	
		Limit	: Tk 3,000 million	
		Purpose	: To import raw materials and accessories on sight and/or deferred basis.	
		Tenure	: 180 days for Deferred Payment Bill (DPB) and 30 days for SGT.	
		Rate of interest	: @ SOFR + 1.91% per annum.	

Bank	Loan Account	Particulars		
		Lender: HSBC		
		Nature: UPAS		
		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		
	UPAS	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.		
		Lender: HSBC		
		Nature: Bill Discounting		
		Limit: USD 10 million		
	Bill Discounting	Purpose: To discount maximum 90% of export bills against local bank acceptance (acceptable to HSBC) with recourse to the borrower(s).		
		Tenure: 120 days		
		Rate of interest: Interest will be charged on daily balances @1.92% per annum.		
	Security Arrange	ment:		
HSBC	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.			
	Book Debts/Recei	er the borrower's stocks of Raw Materials, Work – in – process and Finished Goods and vables with The Registrar of Joint Stock Companies and Firms (RJSC) on pari passunder(s). HSBC's share is Tk 2,945,000,000.		
	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 of	ver Deposits with Authority to Encash' obtained.		
	at Mouza: Gobinda	gage for Tk 1,210,000,000.00 over 802.50 decimals land and structure thereon situated abari, PS. & Sub- registry office: Sadar, Gazipur, in the name of Matin Spinning Mills PLC can facilities extended to Matin Spinning Mills PLC. In this regard, Irrevocable General to be obtained.		
	10.Reister Power of Mortgaged.	of Attorney in relation of property mortgaged in favour of bank under crossponding Deed		

Bank	Loan Account	Particulars				
		Lender: BRAC BANK				
		Nature: EDF				
	Export Development Fund	Limit: Tk 1000 million				
	(EDF)/UPAS	Purpose: Import of Raw Cotton				
	(==:), 0. 7.0	Tenure: 180 days from the date of creation of each contract.				
		Rate of interest: @ As per BB guidelines				
	Security Arrangeme	nt:				
	, ,	cation (Ist charge on Pari Passu basis) over all present & future floating assets including ots of the Company with RJSC, along with Notarized IGPA to sell the Hypothecated				
	BBL's Charge has been filed with RJSC for BDT 1110.00 Million, which shall continue.					
	Pari Passu Security Sharing Agreement (PPSSA) executed amongst BBL, HSBC, The City Bank Limited(CBL) & the Borrower, for sharing floating assets.					
BRAC BANK	Support:					
	' '	antee to be executed for BDT 1110.00 Million, by the Company as follows: Jinnat port by Board Resolution of the guarantor company(ies).				
	b) Basic Charge Documents (I,e. Demand Promissory Note, Letter of Continuity and Revival, Letter of Arrangement, General Loan Agreement, Letter of Disbursement & Letter of Debit Authority),to be executed for BDT 1110.00 Million, in support of Board Resolution of the Borrower.					
	c) Trust Receipt ot be executed for BDT 1100.00 Million, i.e., covering the LATR limit (s),in support of Board Resolution of the Borrower.					
	,	Guarantee to be executed for BDT 100.00 Million,i,e. covering the Bank Guarantee limit (s), Board Resolution of the Borrower.				
	and all funded faciliti	ce Coverage on Fire & RSD Risk covering BTB L/C, Acceptance facilities and all funded facilitie ded facilities to be provided on the basis of average stock/ Inventory being held at the factory, and ing machineries & building of the Borrower company, from any insurance company acceptable to the BDL As beneficiary.				

Bank	Loan Account	Particulars			
		Lender: JAMUNA BANK			
		Nature: EDF			
	Export	Limit: Tk 200 million			
	Development Fund	Purpose: Import of Raw Cotton			
	(EDF)	Tenure: a) Each LTR shall be adjusted within 180 days from the date of creation. B) EDF as per Bangladesh Bank guideline.			
		Rate of interest: As per BB guidelines			
	Security Arrangeme	nt:			
JAMUNA BANK	are Directors of the	ees of Mr. Abdul Wahed, Mr. M.A. Jabbar, Mr. M.A. Rahim and Mr. M.A. Quader (all company and key persons of DBL Group),supported by duly signed Personal Net erified by Head of Branch.			
	2.Corporate Guaran Resolution, MoA and	tee of Jinnat Apparels Limited (sister concern of the customer) supported by Board d AoA.			
	3. Security cheques	each limit with letter of approach duly signed by authorized persons.			
	4.Charge with RJSC	c on floating assets (present & future value) of the company.			
	5. Usual charge doc	uments.			
		Lender: THE CITY BANK LIMITED			
	C	Nature: EDF			
	Export Development Fund	Limit: Tk 1500 million			
	(EDF)	Purpose: Import of Raw Cotton			
		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			
	Short Term Loan (STL)	Purpose: To meet WC fund requirement of the company for payament salary & Wages,festival 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 Arrangemen				
CITY BANK		e on PPSSA basis with existing lenders with RJSC on floating assets (stock, book sent 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 insurance coverage for interim period.				
	F. Security cheque in	n bank's prescribed format covering total limit.			
	G. Accepted sanctio	n advice, company board resolution, and basic charge documents.			

		Notes	30 June 2025	30 June 2024
23.0	Current portion of long term loan			
	Off Shore Loan & UPAS		358,080,202	407,771,816
	Closing Balance		358,080,202	407,771,816
24.0	Unclaimed dividend		,,	
	On arrive Release		2 707 002	0.007.570
	Opening Balance Add: Addition during the year		3,767,893 487,450,000	2,937,576 389,960,000
	Less: Paid during the year		(487,788,878)	(389,129,683)
	Closing Balance		3,429,015	3,767,893
	Year Wise Break Up Given Belows:			
	2020-2021		-	1,102,837
	2021-2022		1,279,216	1,291,966
	2022-2023		1,224,530	1,373,089
	2023-2024		925,269	-
	Total		3,429,015	3,767,893
25.0	Provision & accruals			
	Provision for Income Tax	25.01	433,603,338	430,484,331
	Provision for workers' profit participation and welfare funds	25.02	28,344,017	13,804,957
	Closing Balance		461,947,355	444,289,288
25.01	Provision for Income Tax			
	Opening Balance		430,484,331	463,057,709
	Add: Provision for taxation for the year (Note - 33)		97,389,369	71,626,015
	Less: Adjustment provision for previous years AIT		(78,881,258)	(64,696,979)
	Less: Adjustment provision for previous years deposit		(3,919,277)	(39,474,546)
	Short/(Excess) provision for taxations after final assessment order as below:			
	Adjustment of excess provision for the year 2017-2018		(11,469,826)	-
	Adjustment of excess provision for the year 2018-2019		-	338,452
	Adjustment of short provision for the year 2019-2020		-	(366,320)
	Closing Balance		433,603,338	430,484,331
25.02	Provision for workers' profit participation and welfare funds			
	Opening Balance		13,804,957	25,041,678
	Add: Addition during the year		28,935,870	14,396,811
	Less: Paid during the year		(14,396,811)	(25,633,531)
	Closing Balance		28,344,017	13,804,957
	This represents 5% on net income before charging income tay a		. H I . I	0 12 1 11

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.



Carded Yarn
Combed Yarn
Slub Yarn
Synthetic Yarn
Melange Yarn
Vortex
Open End
Twist
Twisting Services Charges
Total

		7 inoditio in Taka
Notes	2024-2025	2023-2024
	1,475,239,991	743,354,893
	2,273,841,744	3,233,555,250
	192,234,757	192,583,440
	2,187,077,732	1,627,829,735
	1,001,897,241	876,335,332
	406,487,999	375,519,339
	996,345,106	777,826,790
	209,578,068	211,889,241
	9,793,277	6,431,601
	8,752,495,916	8,045,325,622

Quantitative details of sales (KG) 2024-2025

202: 2020				
Product Type	Opening Stock (a)	Production (b)	Closing Stock (c)	Sales during the year (a+b-c)
Carded Yarn	83,133	3,330,483	88,114	3,325,502
Combed Yarn	304,207	4,404,645	200,021	4,508,831
Slub Yarn	23,260	413,075	21,620	414,715
Synthetic Yarn	192,017	5,170,453	134,003	5,228,467
Melange Yarn	56,513	1,932,368	40,506	1,948,374
Vortex	87,350	908,395	11,539	984,205
Open End	133,357	3,366,485	154,200	3,345,643
Twisted Yarn	12,417	493,599	5,585	500,431
Total	892,254	20,019,502	655,588	20,256,168

Turnover in Quantity (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

			Notes	2024-2025	2023-2024
27.0	Coot o	f woods sold			
27.0		f goods sold			
		aterial consumption (Note-27.01)		5,663,480,055	5,834,016,030
		g materials consumption (Note-27.02)		78,065,608	69,736,488
	Fiber D	•		28,936,710	24,367,413
		acturing overhead (Note-27.03)		1,601,708,317	1,395,659,246
		goods manufacturing		7,372,190,690	7,323,779,177
	•	g work-in-process		107,183,047	74,350,938
	-	y work-in-process		(139,369,878)	(107,183,047)
		production		7,340,003,859	7,290,947,068
	•	g stock of finished yarn		346,454,699	243,445,597
	_	stock of finished yarn		(246,177,345)	(346,454,699)
	Total			7,440,281,213	7,187,937,965
	27.01	Raw Material consumption			
		Quantity (KG)			
		Opening Stock		5,674,907	4,274,531
		Purchase during the year		28,685,078	25,092,872
		Raw Material available for consumption		34,359,984	29,367,403
		Closing Stock		7,123,014	5,674,907
		Raw Material Consumed		27,236,970	23,692,496
		Value (Taka)			
		Opening balance		1,533,005,504	1,221,975,884
		Purchase during the year		5,985,214,644	6,145,045,650
		Raw Material available for consumption		7,518,220,149	7,367,021,535
		Closing balance		(1,854,740,093)	(1,533,005,504)
		Closing balance		5,663,480,055	5,834,016,030
				0,000,100,000	0,00 1,010,000
	27.02	Packing materials consumption			
		Opening balance		8,738,955	5,170,352
		Purchase during the year		74,255,153	73,305,091
		Packing materials available for consumption		82,994,108	78,475,443
		Closing balance		(4,928,500)	(8,738,955)
				78,065,608	69,736,488
	27.03	Manufacturing overhead			
		Wages and allowances		429,165,681	355,595,194
		Repair and maintenance		10,979,123	5,985,848
		BTMA certificate charges		515,000	901,500
		Store and spare parts		56,244,842	65,369,218
		Travelling & Conveyance		486,325	687,328
		Crockeries and Canteen Expenses		1,053,982	724,660
		Fire Fighting Expenses-factory		556,193	653,908
		Factory stationeries		2,338,114	3,017,571
		Fuel and lubricants		1,493,771	1,739,172
		Fuel and lubricants- Generator		133,370,354	94,934,689
		Fuel and lubricants- Vehicles		752,005	631,405
		Electricity bill		490,270,547	436,529,594
		Gas bill		69,927,996	53,143,803
		Insurance premium		4,767,233	4,836,169
		Testing fee		38,727	21,400
		Workshop expenses		1,640,385	3,931,412
		Depreciation		398,108,039	366,956,374
				1,601,708,317	1,395,659,246



		Amounts in Taka
Notes	2024-2025	2023-2024
28.0 Non operating income		
Foreign currency exchange gain/(loss)	(63,667,096)	(69,147,411)
	,	,
Gain /(Loss) on Investment in marketable securities	(7,118,432)	(7,992,124)
Bank interest	3,049,877	2,662,724
Sales of wastage	86,811,192	98,746,344
Cash Dividend (received on marketable securities)	1,326,706	1,316,843
Raw cotton sales (Note - 28.01)	(9,948,136)	-
Rental Income 5,500,644		
Less: Repair and maintenance (1,650,193)	3,850,451	3,850,451
Miscellaneous Income	273,135	520,466
	14,577,698	29,957,292
28.01 Raw Cotton Sales		
Sales of raw cotton	679,911,738	_
Cost of raw cotton	(689,859,874)	_
	(9,948,136)	-
	(0,010,100)	
29.0 Administrative expenses		
Salary and allowances	185,306,686	163,906,893
Audit fees	862,500	862,500
AGM Expenses	2,007,212	2,441,674
Board Meeting Expenses	2,695,000	2,887,500
Business promotion expenses	28,133,973	26,234,576
Bank charges and commission	9,891,329	9,635,407
Ceremonial expense	15,189	9,161
Certificate and membership fees	4,335,491	3,215,306
Credit rating expenses	80,625	80,625
Garden Expenses	39,759	24,857
Advertisement	1,094,118	1,420,040
Contribution to Provident Fund	2,744,432 12,000,000	2,474,859
Managing Directors Remuneration (Note -39.2) Entertainment	7,943,368	12,000,000 6,017,137
Internet charges	233,544	178,968
Legal and professional expenses	1,178,005	1,611,854
Medicine and medical expenses	267,374	182,000
Office maintenance	466,097	405,876
Photocopy and type expenses	768,157	690,544
Office Stationery	197,432	130,384
Rates and taxes	1,268,038	1,908,267
Depreciation on Right-of-use (ROU) Asset	3,745,501	2,806,881
Registration and renewal	2,382,034	1,631,033
Religious expenses	104,000	82,000
Staff welfare	170,956	128,783
Travelling expenses	223,905	2,042,725
Software Expenses	273,437	296,861
Miscellaneous expenses	3,431,900	3,184,379
Power and fuel - vehicles	1,295,554	1,468,683
VAT Expenses	-	631,900
Depreciation	44,234,227	40,772,930
Loss on Fixed Assets	377,606	6,790,829
	317,767,450	296,155,433
Doubtful debts	-	(4,833,589)
	317,767,450	291,321,844



		Notes	2024-2025	2023-2024
30.0	Distribution expenses			
	Carriage outward		12,506,165	11,450,845
			12,506,165	11,450,845
31.0	Finance cost			
	Interest expenses			
	Bank Interest on term loan		101,672,641	114,330,512
	Bank interest on Export Development Fund/Upas Cotton		279,640,493	161,301,748
	Interest Expense on Lease Liability		1,903,529	433,613
	Bank Interest on OD loan		5,648,853	3,818,701
	Interest Expense on Export Bills		-	2,354,650
			388,865,515	282,239,225

32.0 Contribution to workers' profit participation funds

Allocation for workers' profit participation funds Tk.28,935,870 (2024 Tk. 14,396,811). 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.



12,062,024

76,418,718

		2024-2025	2023-2024	
33.00	Computation of Taxable Income & Tax Liability thereon			

Reconciliation of effective tax rate	202	2024-2025		3-2024
Reconciliation of effective tax rate	Percentage	BDT Amount	Percentage	BDT Amount
Business Income/(loss) for the current year	-	509,458,125	-	80,413,495
On Business Income	15.00%	76,418,718	15.00%	12,062,024
B. Minimum Tax Payable u/s 163 of ITA				
Gross receipts during this year [Schedule-B]		8,777,021,749		8,075,282,914
Tax Rate		1.00%		0.60%
Minimum Tax u/s 163 of ITA	-	87,770,217	-	48,451,697
C. Minimum Tax Payable u/s 163 of ITA				
Tax deducted at Source under Section - 123 of ITA		92,676,543		46,670,276
	_	92,676,543	-	46,670,276
Gross Tax Liability (higher of A, B and C)	-	92,676,543	_	48,451,697

Tax On Other Income/(Loss)

A. Tax Payable on Total Taxable Income

Reconciliation of effective tax rate	2024-2025			3-2024
Reconciliation of effective tax rate	Percentage	BDT Amount	Percentage	BDT Amount
On Foreign currency exchange gain/(loss)	20.00%	(10,012,265)	20.00%	1,554,271
On Sales of wastage (balance after setting off business loss)	20.00%	17,362,238	20.00%	19,749,269
On Raw cotton sales	20.00%	(1,989,627)	0.00%	-
On Misc. Income	20.00%	54,627	20.00%	104,093
On Bank interest received	20.00%	609,975	20.00%	532,545
On Cash Dividend (received on marketable securities)	20.00%	271,975	20.00%	269,953
On Gain /(Loss) on Investment in marketable securities	10.00%	(2,354,188)	10.00%	194,096
On Rental Income	20.00%	770,090	20.00%	770,090
Tax on other income		4,712,825		23,174,317

Gross Tax Liability:

Tax on Business Income (Higher on A, B & C)	92,676,543	48,451,697
Tax on other income	4,712,825	23,174,317
	97,389,369	71,626,015
(Excess) /Short provision for taxations after final assessment	order as below:	
Less: Adjustment of excess provision for the year 2017-2018	(11,469,826)	-
Add: Adjustment of excess provision for the year 2018-2019	-	338.452

Add: Adjustment of short provision for the year 2019-2020 - (366,320) (11,469,826) (27,868)

Total Current Tax 85,919,543 71,598,147



190 Matin Spinning Mills PLC

2024-2025 2023-2024

34.0 Deferred tax for statement of Profit or loss and Statement of other comprehensive income

34.01	Deferred tax for statement of profit or loss		
	A. Deferred tax on Fixed assets:		
	Carrying amount *	4,022,354,173	4,131,426,636
	Tax base	(2,445,615,585)	(2,788,241,215)
	Taxable Temporary difference	1,576,738,588	1,343,185,421
	Tax rate	15%	15%
	(Tax rate is 15% on Textile sector as per SRO - 159 dated 01 June 2022)	1070	1070
	Deferred tax liabilities as on 30 June 2025	236,510,788	201,477,813
	Deferred tax liabilities as on 30 June 2024	(201,477,813)	(184,008,900)
	Deferred Tax Expenses	35,032,975	17,468,913
	20101104 Tax Expended	20,002,010	
	B. Deferred tax on Right-of-Used (ROU) Assets:		
	Carrying amount of PV of lease obligation	15,424,966	17,435,020
	Carrying amount Right to Use Assets	14,261,961	17,257,789
	Deductible Temporary difference	1,163,005	177,231
	Tax rate	15%	15%
	Deferred tax (asset)/liabilities as on 30 June	(174,451)	26,585
	Deferred tax (asset)/liabilities as on 30 June	26,585	(88,379)
	Deferred Tax Income	(201,035)	(61,794)
	Total Deferred Tax Expenses (A+B)	34,831,940	17,407,119
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	527,069,968	295,539,487
	Tax base	-	-
		527,069,968	295,539,487
	Applicable tax rate (As per SRO 159 dated 01 June 2022 for Textile Sector)	15%	15%
		79,060,495	44,330,923
/::\	Deferred toy lightlifty on conital pain on veyely stion of land		
(ii)	Deferred tax liability on capital gain on revaluation of land	2 420 445 000	1 271 505 200
	Carrying amount other than building & others	2,439,445,000	1,371,505,300
	Tax base		4 274 505 200
	Applicable tay rate (29/ As per section 125 of ITA)	2,439,445,000 6%	1,371,505,300 6%
	Applicable tax rate (3% As per section 125 of ITA)		
	Deferred tax liability against revaluation reserve (i + ii)	146,366,700	82,290,318
	Deferred tax liability against revaluation reserve (1+11) Deferred tax liabilities 30 June 2024	225,427,195	126,621,241
		(126,621,241)	(88,021,026)
	Deferred tax for Statement of Other Comprehensive Income	98,805,954	38,600,215

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 Act 2023, depreciation on such cars is allowed only up to certain limit of cost (currently Tk. 3 million per car) of such cars for tax purpose. Difference for vehicle represents the amount of depreciated cost exceeding such limits.

2023-2024

2024-2025

35.0	Earnings Per Share (EPS)		
	The computation of EPS is given below:		
	Earnings attributable to ordinary shareholders	457,965,918	198,930,957
	Weighted average number of ordinary shares outstanding at the year end	97,490,000	97,490,000
	Earnings per share (EPS)	4.70	2.04
35.1	Diluted earnings per share		
	No diluted earnings per share is required to be calculated for the year as there wa	as no scope for dilutio	n during the year.
36.0	NAV Per Share (With Revaluation Reserves)		
	Total assets	13,898,012,653	12,658,511,565
	Less: Total current liabilities	(6,052,556,460)	(5,893,233,850)
		7,845,456,193	6,765,277,715
	Deduct:		
	Long Term & deferred liabilities	(1,031,677,038)	(1,141,931,524)
		6,813,779,155	5,623,346,191
	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	69.89	57.68
37.0	Net Operating Cash Flow Per Share		
	Cash flows from operating activities as per statement of cash flows	1,137,960,277	(1,039,858,368)
	Number of Ordinary Share at statement of financial position date	97,490,000	97,490,000
	Net Operating Cash Flow - Per Share	11.67	(10.67)

38.0 Board Meetings

During the year from 01.07.2024 to 30.06.2025 Seven board meetings were held. The attendance status is as follows:

Name of Directors	Position	Meeting Held	Attended	Remarks
Abdul Wahed	Chairman	7	7	
Md. Abdul Jabbar	Managing Director	7	7	
Mohammed Abdur Rahim	Director	7	7	
Mohammed Abdul Quader	Director	7	7	
Md. Hassan Imam	Director	7	7	
Selina Parvin	Director	7	7	
Tanzeen Khurshid	shid Director		7	
Taslima Begum Director		7	7	
Md. Abdus Salam FCA, FCS	Independent Director	7	6	
Shamsul Hasan Barrister-at-law	Independent Director	7	7	



39.0 Number of employees & Payments to Directors and Officers

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 Taka
	Head Office	Factory	Worker	Employee	Amount in Taka
2024-25	23	565	1,562	2,150	629,216,799
2023-24	23	571	1,658	2,252	533,976,946

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:

		2024-2025			2023-2024		
Particulars	Directors	Managers & Others	Total	Directors	Managers & Others	Total	
Basic Salary	7,342,800	101,825,357	109,168,157	7,342,800	90,066,247	97,409,047	
House Rent	3,671,400	50,912,678	54,584,078	3,671,400	45,033,124	48,704,524	
Conveyance	985,800	13,670,458	14,656,258	985,800	12,091,751	13,077,551	
Bonus/ incentives	-	18,898,194	18,898,194	-	16,715,771	16,715,771	
Total Salary and allowances	12,000,000	185,306,686	197,306,686	12,000,000	163,906,893	175,906,893	

^{*} Directors represent Managing Director only.

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

		30 Jun	ne 2025	30 June	2024
		%	BDT	%	BDT
40.0	Reconciliation of effective tax rate				
	Net profit before taxation		578,717,401		287,936,223
	Tax at the applicable rate	15.00%	86,807,610	15.00%	43,190,433
	Minimum tax U/S 163 of the ITA, 2023	-0.15%	(888,067)	9.87%	28,407,713
	Effect of temporary differences (differed tax				
	income/expense)	6.02%	34,831,940	6.05%	17,407,119
	Income tax expenses reported in P&L	20.87%	120,751,482	30.91%	89,005,266

41.0 **Contingent Liabilities:**

a. As on 30 June 2025, Contingent Liability of the Company was Tk. 1,091,429,308 (Tk. 1,016,184,335 as at 30 June 2024) 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 2025.



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

	MSML Unit	Melange Unit	Synthetic Unit	Special Yarn Unit	2024-2025	2023-2024
Capacity Installed:						
No. of Spindles Installed	39,600	18,240	15,440	15,120	88,400	88,312
Capacity Utilized:						
No. of Spindles Operated	36,597	17,067	12,848	13,293	79,804	82,746
Production Capacity: (In Kg)						
At Equivalent Ave. 28's (Ring) & 16's Count (Rotor)	8,900,000	3,560,000	6,555,999	3,560,000	22,575,999	21,968,033
Actual Production : (In Kg)						
At Equivalent Ave. 28's (Ring) & 16's Count (Rotor)	6,882,445	2,650,550	5,700,945	2,679,397	17,913,338	18,566,958
% of Capacity Utilization	77.33	74.45	86.96	75.26	79.35	84.52

43.0 Related party disclosure

Name of the related party	Relationship	Nature of transaction	Value of transactions (Taka)	Closing balance as of June 30, 2025 (Taka)	Status as of June 30, 2025	Closing balance as of June 30, 2024 (Taka)	Status as of June 30, 2024
Flamingo Fashions Ltd	Sister Concern	Sale of yarn	1,897,686,903	71,712,492	Debtor	294,527,974	Debtor
Jinnat Fashions Ltd	Sister Concern	Sale of yarn	103,110,391	1,208,417	Debtor	47,205,420	Debtor
Jinnat knitwears Ltd	Sister Concern	Sale of yarn	3,026,356,559	778,946,797	Debtor	757,697,323	Debtor
Jinnat Apparels Ltd	Sister Concern	Sale of yarn	-	2,367,346	Debtor	42,777,323	Debtor
Mawna Fashions Ltd.	Sister Concern	Sale of yarn	1,594,571,946	91,969,483	Debtor	156,050,364	Debtor
Hamza Textiles Ltd	Sister Concern	Sale of yarn	344,885,079	138,551,624	Debtor	261,460,191	Debtor
DB Trims Ltd	Sister Concern	Sale of yarn	23,707,108	48,205,848	Debtor	52,800,356	Debtor
		Godown Rent & Others	26,237,944	4,282,895	Debtor	5,772,880	Debtor
DBL Distribution Ltd	Sister Concern	Fuel & Lubricant	158,821,676	96,493,363	Creditor	128,807,241	Creditor
Color City Ltd	Sister Concern	Fiber Dyeing	23,794,623	48,519,291	Creditors	28,851,377	Creditors
DBL Ceramics Ltd	Sister Concern	Tiles	-	1,472,012	Creditors	2,136,661	Creditors
Dulal Brothers Ltd	Sister Concern	Sale of yarn	63,533,360	61,157	Debtor	4,678,721	Debtor
DBL Life Style Ltd	Sister Concern	Services	-	-	Creditors	678,789	Creditors
DBL Textile	Sister Concern	Rental Income	1,099,644	-			
Recycling Ltd.		Fiber Purchase	75,232,171	75,232,171	Creditors		
		Sale of wastage	57,389,228	57,389,228	Debtor	-	-

i) 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	2024-2025	2023-2024
Directors' remuneration	12,000,000	12,000,000
Board meeting fees	979,000	979,000
	12,979,000	12,979,000
b) Post employment benefit:	-	-
c) Other long-term benefit:	-	-
d) Termination benefit:	-	-
e) Share- based payment:	-	-
	12,979,000	12,979,000

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44.0 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	-	5,985,214,644	5,985,214,644	5,663,480,055	97.68%
Stores and Accessories	-	87,432,421	87,432,421	56,244,842	0.97%
Packing Materials	74,255,153	-	74,255,153	78,065,608	1.35%
Capital Machinery	-	257,301,993	257,301,993	-	-
Total	74,255,153	6,329,949,057	6,404,204,210	5,797,790,506	100.00%

FOB Value of export

The FOB value of export is as follows:

2023-24

Particulars	In foreign currency \$	In Taka	In foreign currency \$	In Taka
Export	71,741,770	8,752,495,916	68,763,467	8,045,325,622

Amounts in Taka

		2024-25	2023-24
45.0	Reconciliation of net operating cash flows		
45.0	reconciliation of net operating cash nows		
	Net profit after tax	457,965,918	198,930,957
	Add: Items not involving movements of cash		
	Depreciation and amortization	442,342,265	407,729,304
	Interest Income	(498,880)	(523,851)
	Provision for finance Cost	81,238,946	199,584,844
	Deferred tax expenses	34,831,940	17,407,119
	Income Tax	85,919,543	71,598,147
	Contribution to workers' profit participation funds	28,935,870	14,396,811
	Dividend Income transfer to investing activities	(1,326,706)	(1,316,843)
	Effects of foreign currency translation gain /(loss)	25,455,770	25,455,770
	Investment	1,002,000	7,306,130
		697,900,748	741,637,431
	A.Cash generated from operations before changes in working capital	1,155,866,666	940,568,387
	Changes in working capital		
	Decrease (increase) in inventories	(355,551,823)	(924,928,485)
	Decrease (increase) in fiveriories Decrease (increase) in trade and other recivables	474,139,438	(974,654,897)
	Decrease (increase) in trade and other recivables Decrease (increase) in advances, deposits and prepayments	26,688,638	(33,750,257)
	Decrease (increase) in rade payables	61,812,998	114,710,659
	Decrease (increase) in trade payables Decrease (increase) in other payables	(2,348,931)	15,464,359
	Decrease (increase) in other payables Decrease (increase) of Capital expenditure	272,879,576	201,625,308
	Decrease (increase) or Capital experiorure	212,019,510	201,023,300
	B. Total changes in working capital	477,619,895	(1,601,533,314)
	C. Cash generated from operating activities (A+B)	1,633,486,561	(660,964,927)
	Less: Payments made during the year		
	Tax paid	(97,402,147)	(55,401,087)
	Interest paid	(383,727,328)	(297,858,825)
	Workers' profit participation funds paid	(14,396,811)	(25,633,531)
	D.Total Payment	(495,526,286)	(378,893,443)
	Net cash inflows from operating activities (C+D)	1,137,960,277	(1,039,858,369)

46.0 Figures are rounded off to the nearest Taka.

47.0 Event after the reporting period

The Board of Directors of Matin Spinning Mills Limited, at its 152nd meeting held on October 23, 2025 proposed Tk. 3.5 per share amounting to a total of Tk.341,215,000 as cash dividend for the year ended 30 June 2025, which represents 35% of the paid up Capital. This dividend is subject to final approval by the shareholders at the forthcoming Annual General Meeting of the Company.

Abdul Wahed

Chairman

Mohammad Emarot Hossain FCA, FCS

Chief Financial Officer

Md. Abdul Jabbar

Managing Director

Md. Shah Alam Miah, FCS

Company Secretary

Annex i

Matin Spinning Mills PLC

Details of property, plant and equipment for the year ended 30 June 2025

A) Non Revalued Assets (Cost Component)

Amounts in Taka

		ຮັ	Cost				Depreciation	on		101-141
Name of the assets	At 01 July 2024	Addition during the year	Adjustment/ disposal during the year	Total at 30 June 2025	Rate %	At 01 July 2024	Charge for the year	Adjustment during the year	Total at 30 June 2025	value at value at 30 June 2025
Land and land development	172,971,966	-	•	172,971,966	%0	1	•	-	'	172,971,966
Factory building	1,041,615,975	29,472,564	•	1,071,088,539	2%	300,436,580	37,134,443	•	337,571,023	733,517,516
Godown	154,230,613	3,695,363	•	157,925,976	10%	62,001,244	9,250,840	•	71,252,084	86,673,892
Plant and machinery	5,441,995,414	255,546,813	946,298	5,696,595,929	10%	2,918,850,213	259,894,921	582,582	3,178,162,551	2,518,433,377
Furniture and fixtures	13,323,980	2,126,670	•	15,450,650	10%	4,878,353	948,271	•	5,826,624	9,624,026
Sub Station (Machinery)	522,396,441	15,983,749	•	538,380,190	15%	285,962,328	35,430,066	•	321,392,394	216,987,796
Gas Generator	600,674,804	1,755,180	•	602,429,984	15%	149,559,963	67,173,644	•	216,733,607	385,696,377
Office equipment's	143,259,966	4,921,628	345,100	147,836,495	15%	69,030,616	11,964,019	331,209	80,663,425	67,173,069
Vehicles	67,643,349	703,207	46,391	68,300,165	20%	61,210,867	1,293,242	46,391	62,457,718	5,842,447
Total at 30 June 2025	8,158,112,509	314,205,173	1,337,789	8,470,979,893		3,851,930,164	423,089,445	960,182	4,274,059,427	4,196,920,466

		Revali	aluation				Depreciation	on		
Name of the assets	At 01 July 2024	Addition during the year	Adjustment/ disposal during the year	Total at 30 June 2025	Rate %	At 01 July 2024	Charge for the year	Adjustment during the year	Total at 30 June 2025	voluten down value at 30 June 2025
Land and land development 1,198,533,334 1,067,939,700	1,198,533,334	1,067,939,700	1	2,266,473,034	%0	1	-	-	-	2,266,473,034
Factory building	405,031,744	239,332,772	'	644,364,516	2%	133,630,329	16,553,534	1	150,183,863	494,180,653
Godown	41,653,543	11,450,528	•	53,104,071	10%	17,515,471	2,699,286	•	20,214,757	32,889,315
Total at 30 June 2025	1,645,218,621 1,318,723,001	1,318,723,001	•	2,963,941,622	•	151,145,800	19,252,820	•	170,398,620	170,398,620 2,793,543,002
Total (A + B) at 30 June 2025 9,803,331,130 1,632,928,174	9,803,331,130	1,632,928,174	1,337,789	1,337,789 11,434,921,515		4,003,075,964 442,342,265	442,342,265	960,182	960,182 4,444,458,047 6,990,463,468	6,990,463,468

2024-25	
Allocation of deprecation:	

398,108,039 442,342,265 44,234,227 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 ii

Matin Spinning Mills PLC

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

A) Non Revalued Assets (Cost Component)

Amounts in Taka

		Cost	•				Depreciation	uc		Whitton down
Name of the assets	At 01 July 2023	Addition during the year	Adjustment / disposal during the year	Total at 30 June 2024	Rate %	At 01 July 2023	Charge for the year	Adjustment during the year	Total at 30 June 2024	value at 30 June 2024
Land and land development	172,971,966	1	-	172,971,966	%0	1	-	-	-	172,971,966
Factory building	950,186,973	106,429,003	15,000,000	1,041,615,975	2%	277,351,059	33,689,117	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	'	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	1	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	•	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 equipment's	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	•	'	67,643,349	20%	59,602,746	1,608,121	'	61,210,867	6,432,482
Total at 30 June 2024	7,641,926,228	597,472,660	81,286,379	81,286,379 8,158,112,509		3,527,227,948	390,763,011	66,060,795	3,851,930,164	3,851,930,164 4,306,182,345

B) Revalued Assets (Revaluation Reserve Component)

		Revalua	aluation				Depreciation	uc		141:141
Name of the assets	At 01 July 2023	Addition during the year	Adjustment / disposal during the year	Total at 30 June 2024	Rate %	At 01 July 2023	Charge for the year	Adjustment during the year	Total at 30 June 2024	voluten down value at 30 June 2024
Land and land development 1,198,533,334	1,198,533,334	1	-	1,198,533,334	%0	-	1	1	•	1,198,533,334
Factory building	405,031,744	'	1	405,031,744	2%	119,346,044	14,284,285	'	133,630,329	271,401,415
Godown	41,653,543	1	•	41,653,543	10%	14,833,463	2,682,008	1	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	151,145,800 1,494,072,821
Total (A + B) at 30 June 2024 9,287,144,849	9,287,144,849	597,472,660 81,286,379 9,803,331,130	81,286,379	9,803,331,130		3,661,407,455	407,729,304	66,090,795	3,661,407,455 407,729,304 66,060,795 4,003,075,964 5,800,255,166	5,800,255,166

Allocation of deprecation:

2023-24

366,956,374 Manufacturing overhead @ 90%

Administrative overhead @ 10%

407,729,304 40,772,930

* 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.



Note



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



Proxy Form

of		
as my/ our proxy to attend and vote for r	me/us on behalf of me/us at the 23 rd Annual 025 at 11.30 A.M through Digital Platform.	
Signature of Proxy Registered Folio/BO	Revenue Stamp Tk. 20.00	Signature of Shareholder Registered Folio/BO
	and stamped, must be submitted at South A 212, at least 48 hours before the meeting.	Avenue Tower, 6 th Floor House
Matin Spinning Mills PLC South Avenue Tower (6th Floor) 7 Gulshan Avenue, House #50, Road #0 Gulshan-1, Dhaka 1212, Bangladesh	03	SINNING OF THE STREET OF THE S
	Attendance Slip	
I hereby record my attendance at the 23 9 December, 2025.	grd Annual General Meeting of the Company t	to be held on Tuesday the
Name of the Member/ Proxy		
Registered Folio/BO ID		
		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.

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