Annual Report
2024-2025



M.L. DYEING & TEXTILE IND. PLC

Manufacturer of Quality Cotton Yarn and Dyeing of Sweater & Knit Yarn

OUR VISION

To be dynamic, comparable to international standard, to be customer- focused and worldwide competitive through better quality and continuous improvement.



OUR MISSION

To satisfy the best interest of all type stakeholders by accomplishing the efficient and committed requirement of the society and environment.



ABOUT THE COMPANY

M.L. Dyeing & Textile Ind. PLC is one of the fast growing and leading textile processing units in Bangladesh and well known for quality dyeing of all type of sweater, knit yard including piece dyeing and Spinning of Cotton yarn for export oriented textile industry with all original harmonic effects. Our long experience has given us deep understanding of the business and helps us to meet customer demand and satisfaction in the best possible way.

M.L. Dyeing & Textile Ind. PLC is the perfect choice to meet the global solutions to the problems of buyers who are seeking a dependable, reliable, experienced, aware of state of the art technology and modern fashion conscious textile dyeing house.

M.L. Dyeing & Textile Ind. PLC is committed to serve every need and demand of international markets with full energy and enthusiasm to provide better level of services, best quality products and timely delivery. The Company's meticulous attention towards its commitment has become easier to achieve with the help of complete state of the art in house vertically integrated production facilities backed up by quality control and quality assurance department and well equipped laboratories with Foreign National Dyeing expert and experienced textile Engineers in view of the high standard of work and system.

The principal activities of the company are to carry on the business of dyeing and finishing yarn for 100% export oriented sweater industries and Spinning of Cotton yarn for export oriented textile industry in Bangladesh.

Picture of 23rd Annual General Meeting -2024







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Letter of Transmittal

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

Subject: Annual Report for the financial year ended on June 30, 2025.

Dear Sir(s),
We are pleased to enclose herewith a copy of the Annual Report together with the Audited Financial Statements including Statement of Financial Position as at June 30, 2025 Statement of Profit or Loss and other Comprehensive Income, Statement of Changes in Equity and Statement of Cash Flows for the financial year ended on June 30, 2025 along with notes thereon for your reference and record.

Sincerely Yours,



A.K.M. Atiqur Rahman
Company Secretary

Notice of the Annual General Meeting

Notice is hereby given that the 24th Annual General Meeting of the shareholders of M.L. Dyeing & Textile Ind. PLC will be held on December 21, 2025 (Sunday) at 10:00 AM (Bangladesh Standard Time) Hybrid System in combination of Digital Platform through the link: https://mldyeing.bdvirtualagm.com and Physical Presence at "Tepantor Hotel & Resort Hall", Square Master Bari, Jamirdia, Bhaluka, Mymensingh to transact the following business:

AGENDA

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended on June 30, 2025 together with reports of the Auditors and the Directors thereon.

2. To declare '0.50% Cash Dividend' for the financial year ended on June 30, 2025 as recommended by the Board of Directors.

3. To consider the election/re-election of Directors.

4. To appoint Auditors for the financial year 2025-2026 and to fix their remuneration.

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

By order of the Board,



(A.K.M. Atiqur Rahman)
Company Secretary

Place: Dhaka
Dated: October 27, 2025

Notes:

(1) The Record Date of the Company shall be on November 17, 2025 (Monday).

(2) The Shareholders whose name will appear in the Share Register of the Company or in the Depository on the record date i.e. November 17, 2025, will be entitled to attend at the 24th Annual General Meeting and to entitle the dividend.

(3) A member entitled to attend and vote at the Annual General Meeting may appoint a Proxy to attend and vote in his/her stead. The Proxy Form, duly stamped, must be deposited at the Share Office at Corporate Office: House # 11 (Floor: 6-A), Road # 12, Block # F, Niketon, Gulshan-1, Dhaka-1212 or through e-mail: info@mldyeing.com not later than 48 hours before the time fixed for the meeting.

(4) As per notification of BSEC, the soft copy of Annual Report will be sent to the shareholders' e-mail address available in their BO Accounts maintained by the Depository Participant (DP). The soft copy of Annual Report for FY 2024-25 and Proxy Form will also be available in the company's website at www.mldyeing.com. The shareholders may also collect the printed copy of Annual Report FY 2024-25 from the share department of the company.

(5) Members may visit and vote through the link https://mldyeing.bdvirtualagm.com which will remain open prior from 24 hours of the meeting and continue until closure of the meeting.

(6) No gift or benefit in cash or kind shall be paid to the holders of equity securities as per Bangladesh Securities & Exchange Commission Notification No. SEC/CMRRCD/2009-193/154 dated 24 October 2013.

CORPORATE DIRECTORY

BOARD OF DIRECTORS

Chairman	: Mr. Abdul Mannan (Representative Director of M.N. Industries Ltd.)
Managing Director	: Mr. Golam Azam Chowdhury (Representative Director of Rajon Industries Ltd.)
Director	: Mr. Md. Anisur Rahman (Representative Director of Faiaz Industries Ltd.)
Director	: Mr. Abul Khair Manik (Representative Director of Total Spinning Mills Ltd.)
Independent Director	: Mr. Md. Anwar Zahid Bhuiyan Advocate, Bangladesh Supreme Court
Independent Director	: Mrs. Rafiza Alam (Lucky) Advocate, Bangladesh Supreme Court

AUDIT COMMITTEE

Chairman	: Mr. Md. Anwar Zahid Bhuiyan
Member	: Mr. Md. Anisur Rahman (Representative Director of Faiaz Industries Ltd.)
Member	: Mr. Abul Khair Manik, (Representative Director of Total Spinning Mills Ltd.)
Member Secretary	: Mr. A.K.M. Atiqur Rahman

NOMINATION & REMUNERATION COMMITTEE (NRC)

Chairman	: Mr. Md. Anwar Zahid Bhuiyan
Member	: Mr. Abdul Mannan (Representative Director of M.N. Industries Ltd.)
Member	: Mr. Abul Khair Manik, (Representative Director of Total Spinning Mills Ltd.)
Member Secretary	: Mr. A.K.M. Atiqur Rahman

SENIOR CORPORATE OFFICIALS

Director Marketing	: Md. Humayun Kabir
Chief Financial Officer	: Md. Jahidul Islam Bhuiyan
Company Secretary	: Mr. A.K.M. Atiqur Rahman
Head of Internal Audit	: Md. Mehadi Hasan
GM-Factory	: Mr. Nur Quashem
GM-Commercial	: Mr. Jogonnath Saha

STATUTORY AUDITORS

M.Z. Islam & Co
Chartered Accountants
Chamber: 10 (4-7), Eastern View (10th Floor) 50, DIT Ext. Road, Nayapaltan, Dhaka-1000.
Tel: +88-02-48310365, +88-02-222220092, E-mail: mzislam.ca@gmail.com, afakrul@yahoo.com,
Web: www.mzislam.co

CORPORATE GOVERNANCE CODE AUDITOR

Mujibur Rahman & Co.
Cost & Management Accountants
Saj Bhaban, Suite # B-2 (1st floor), 27 Bijoy Nagar, Dhaka 1000.
Mobile No: 01716635751, E-mail: mujibfcma2005@gmail.com

CORPORATE OFFICE

House # 11 (Floor: 6-A), Road # 12, Block # F, Niketon,
Gulshan-1, Dhaka-1212, Bangladesh

REGISTERED OFFICE & FACTORY

Vill: Zamirdia, 10 Hobirbari, Bhaluka,
Mymensingh, Bangladesh.

WEBSITE

www.mldyeing.com

BANKERS

Islami Bank Bangladesh Limited, Local Office Branch, Motijheel, Dhaka.
Social Islami Bank Limited, Principal Office Branch, Dilkusha, Dhaka.
SBAC Bank Ltd. Principal Branch, Motijheel, Dhaka.
Al-Arafah Islami Bank Ltd., Pragati Sarani Branch, Middle Badda, Dhaka.
NRB Bank Limited, Corporate Head Office, South Avenue, Gulshan-1, Dhaka.

LISTING WITH

- Dhaka Stock Exchange Ltd. (DSE)
- Chittagong Stock Exchange Ltd. (CSE)

CORPORATE ACHIEVEMENTS

1. Date of Incorporation: 21 March, 2001
2. Commencement of Commercial Operation: 01 July, 2002
3. Date of Conversion to Public Limited Company: 02 June, 2010
4. Date of Approval for IPO : 10 June, 2018
5. Year of Listing with Dhaka Stock Exchange Ltd. (DSE): 2018
6. Year of Listing with Chittagong Stock Exchange Ltd. (CSE): 2018
7. Authorized Capital: BDT 3,100 Million

PROFILE OF DIRECTORS

Mr. Abdul Mannan
Chairman
(Representative Director of M.N. Industries Ltd.)



Mr. Abdul Mannan is Chairman of M.L. Dyeing & Textile Ind. PLC. He was born in the year of 1955. He is vastly experienced in Textile industry. He is highly qualified professional with proven record of success in managing marketing and project management. By course of time he becomes Chairman with his personal skill, bold leadership, very profound business concept and hardworking nature. He is involved in many social activities. He visited to many countries in connection with business and had gathered sufficient knowledge required to run a business smoothly and profitably.

Mr. Golam Azam Chowdhury,
Managing Director
(Representative Director of Rajon Industries Ltd.)



Mr. Golam Azam Chowdhury is the Managing Director of the Company. After completion of his masters' degree, he engaged himself as commercial officer in Garments and textiles industry. During his service career, he plays important roles in different department including commercial, marketing, manufacturing process & total operational process and techniques in garment and textile industry. By the course of time he became an executive of the group of industry with his skill and due leadership behavior. In course of time he became Managing Director of the concern. He is a man of target oriented, problem solving minded and properly equipped with modern tools & technique to challenge business environment and able to attain business object and goal.

Mr. Md. Anisur Rahman,
Director
(Representative Director of Faiaz Industries Ltd.)



Mr. Md. Anisur Rahman is Director of M.L. Dyeing & Textile Ind. PLC was born in a high esteemed Muslim business family in the year of 1982. He is a young, energetic and well educated person has proven capability of contributing values in Textile industries. He managed to bring a broader vision in sales, marketing and customer care. He always put positive impact towards the company to maximize wealth. He is involved in many social activities & related works. He traveled many countries for gaining technical knowledge.

Mr. Abul Khair Manik,
Director
(Representative Director of Total Spinning Mills Ltd.)



Mr. Abul Khair Manik is Director of the company, was born in a well-known business family in 1967. He started business career in their family business after completion of his educational achievement. He became a successful businessman in short of time of his business career with his sincerity, integrity and committed to target. During his tenor of business career, he gained business technique in Yarn Dyeing, Spinning, Garments and Chemical manufacturing and its operating, marketing and controlling systems. He is well traveled for business tour to know international environment of chemical industry.

Mr. Md. Anwar Zahid Bhuiyan,
Independent Director



Mr. Anwar Zahid Bhuiyan is the Independent Director of the Company. He was born in a high venerated Muslim family in the year of 1962. He obtained Bachelor of Laws from Dhaka University in 1985. As a Lawyer he has been practicing in the High Court Division of Bangladesh Supreme Court since January 22, 1991. He has vast knowledge of Company Laws. He visited to many countries in connection with his profession and had gathered sufficient knowledge.

Mrs. Rafiza Alam (Lucky)
Independent Director



Mrs. Rafiza Alam Lucky, Advocate, Bangladesh Supreme Court, is the Independent Director of the Company. After completion of B.Com and L.L.B, Mrs. Rafiza Alam Lucky enrolled herself in the Bangladesh Bar Council in 2006 and Dhaka Bar Association in 2006 bearing membership no 8359. She also enrolled in Bangladesh Supreme Court in 2013 bearing membership no 5572. She also obtained L.L.M degree with 1st Class from the Islami University, Kustia in the year 2023. She is a knowledgeable person in the field of Business and Law as her background is in the both field. She does not hold any share of the company and she has no attachment with any sponsors/shareholders of the Company.

October 27, 2025

To
The Board of Directors
M.L. Dyeing & Textile Ind. PLC

From: The Audit Committee

Subject: Report of the Audit Committee.

The Audit Committee of M.L. Dyeing & Textile Ind. PLC is appointed by the Board of Directors, as recommended by Bangladesh Securities and Exchange Commission (BSEC) notification. The Audit Committee ensuring good governance of the Company and it is a sub–committee of the Board. The Audit Committee consists of three members, of which one is independent director who is chairperson of the committee. Meetings of the Committee were attended by the Managing Director, Chief Financial Officer of the Company on invitation.

The Composition of the Audit Committee

The terms of reference of Audit Committee has been set up by the Board of Directors in accordance with BSEC notification. The existing members of the committee are:

Chairman	: Mr. Md. Anwar Zahid Bhuiyan
Member	: Mr. Md. Anisur Rahman (Representative Director of Faiaz Industries Ltd.)
Member	: Mr. Abul Khair Manik, (Representative Director of Total Spinning Mills Ltd.)
Member Secretary	: Mr. A.K.M. Atiqur Rahman

Four (4) meetings of Audit Committee were held during the year under review. In all meetings internal auditor gave presentation to the committee which covered internal audit plan, number of audit carried out during the year, audit observations, audit recommendations and status of its implementation. Audit Committee also met external auditor to discuss their observations on statutory audit and their recommendations for improvement.

Role of Audit Committee

The Audit Committee is empowered with Boards oversight responsibility to investigate any activity within its terms of reference. The Committee reports to Board of Directors as per terms of reference, on the activities assigned. The role of the committee includes:

- Review the financial statement with respect to presentation, disclosure and accuracy of data.
- Monitor and review effectiveness of internal and external audit.
- Review effectiveness of the financial internal control of the Company.
- Review effectiveness of risk management system of the Company.
- Review ethical standard and procedures to ensure compliance with regulatory and financial reporting requirements.
- Any other activities as per audit committee charter.

Meeting

There were four meetings during the period. The quorum shall be not less than two directors, one of whom, at least, shall be independent director.

The audit committee may invite such other person (e.g., the CEO, CFO, internal auditor) to its meetings, as it deems necessary. The external auditor shall sometimes, normally attend the meetings of the committee at which it communicates audit risks and planning and the full year results. Company Secretary shall act as the secretary of the committee.

Activities carried out by the Audit Committee:

Audit Committee acted as per guideline mentioned in the charter of the Committee. The Committee reviewed effectiveness of internal control and external audit procedures and reports thereon and regularly updates the Board of Directors on their observations and status of control environment. The members of Committee were apprised duly by:

• The external auditor on accounting policies, internal controls, compliance of statutory provisions of law and other regulatory authorities, Compliance of IAS and IFRS and appropriateness of disclosure in the Financial Statements. The committee reviewed the audit findings and management responses.

• The Chief Financial Officer on financial performance of the Company for the period under review.

Reporting

Pursuant to condition # 5(6)(a) of the Corporate Governance Code–2018 issued by BSEC, the Committee reports that it did not find any conflict of interest, any fraud, irregularity or material defect in the internal control system. There also are no infringement of laws, rules and regulations.

After due verification Audit Committee formed the opinion that adequate financial control and procedures are in place to provide reasonable assurance that the Company's resources are safeguarded and the financial position of the Company is well managed.

Md. Anwar Zahid Bhuiyan
Chairman
Audit Committee
M.L. Dyeing & Textile Ind. PLC

M.L. Dyeing & Textile Ind. PLC
Declaration by Managing Director & CFO

October 27, 2025

The Board of Directors
M.L. Dyeing & Textile Ind. PLC
House-11 (Floor - 6A), Road # 12,
Block – F, Niketon, Gulshan-1,
Dhaka- 1212

Subject: Declaration on Financial Statements for the year ended on June 30, 2025.

Dear Sirs,

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

(1) The Financial Statements of M.L. Dyeing & Textile Ind. PLC for the year ended on June 30, 2025 have been prepared in compliance with International Accounting Standards (IAS) or International Financial Reporting Standards (IFRS), as applicable in the Bangladesh and any departure there from has been adequately disclosed;

(2) The estimates and judgments related to the financial statements were made on 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 materials uncertainty related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern.

In this regard, we also certify that:-

(i) We have reviewed the financial statements for the year ended on June 30, 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;

(a) these statements collectively present true and fair view of the Company's affairs and are in compliance with existing accounting standards and applicable laws.

(i) 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,



Golam Azam Chowdhury
Managing Director



Md. Jahidul Islam Bhuiyan
Chief Financial Officer

Message from the Chairman



Bismillahir Rahmanir Rahim
Distinguished Members, Shareholders and Other Stakeholders,
Assalamu alaikum and Good Morning,

I, on behalf of the Board of Directors have the pleasure to welcome you all on the occasion of 24th Annual General Meeting of your company and I also would like to exert my gratefulness towards all the honorable shareholders for their prodigious journey with us to make M.L. Dyeing & Textile Ind. PLC and this event a marvel of success.

Performance Review:
It is my pleasure to present before you the Audited Financial Statements, Auditors Report and Directors' Report for the financial year ended on June 30, 2025. It gives me immense pleasure that we get the opportunity to meet with all of you, discuss on the performance of the concerned year of the company and sharing the views of each other's.

I am pleased to report that the company's Sales Revenue for the year ended June 30, 2025 is Tk. 851,371,527 out of which after meeting up all costs including Corporate Income Tax, the net profit for the year is Tk. 3,863,294 and Earning Per Share (EPS) is Tk. 0.02. During the year net profit after tax has decreased due to decrease of selling price per unit and increase of financial expenses.

Proposed Dividend:
As an appreciation to our shareholders for their unwavering support, the Board of Directors is pleased to recommend 0.50% Cash Dividend for all Shareholders. This is subject to shareholders' approval at the 24 th Annual General Meeting.

Industry Risk & Concerns:
Changes in the existing global or national policies can have either positive or negative impacts for the company. Any scarcity or price hike of raw materials due to change in policy in the international market might hamper the production and profitability. Moreover, the performance of the company may be affected by the political and economic instability both in Bangladesh and worldwide. Any instance of political turmoil and disturbance in the country may adversely affect the economy in general. Similarly, risks and concern of the industry depends on the upcoming Government policy as well. However, garments being the major foreign currency earner have always enjoyed special consideration from all the successive Governments and expectation is that it will continue in the future.

The management of the company continues to be committed in exploring and pursuing viable growth opportunities, while managing the risk exposure of the business vigilantly.

Conclusion:

Our utmost endeavors are there for restoration of better performance. I am confident that with your support and confidence the company would be able to grow and create value for all stake holders. I, on behalf of the Board, convey my sincere appreciation to our valued shareholders, regulators, suppliers, financing partners and all other stakeholders for their continued support. Our employees also deserve appreciation for their hard work and dedication to propel the Company towards betterment.

Once again, I convey my heartiest thanks to all our stakeholders and look forward to their continued support and cooperation in future.

Finally, my gratitude goes out to each and every loyal staff and management team member of the company for their efforts despite adverse external factors, to sustain high service levels and support the company with their hard work, dedication and loyalty.

Thanking you all with wishes of healthy and prosperous life.



Abdul Mannan
Chairman
M.L. Dyeing & Textile Ind. PLC

Message from the Managing Director



Bismillahir Rahmanir Rahim
Dear Shareholders,
Assalamu Alykum,

I am delighted to welcome you all at this 24th Annual General Meeting of M.L. Dyeing & Textile Ind. PLC and thank you for physically attending & virtually attending the meeting for consideration, adoption and approval, as it may be, of the agenda contained in the Annual Report which, I hope, you all have received and studied. I would like to summarize the highlights for your kind attention and consideration.

Business Operation:
Such a changing world each and every matter including business are becoming challenging. The fastest developing technology has changed human habit and choice in regards to their life style, their fashion etc. As a backward linkage industry of RMG, we are directly affected because of fluctuations in international RMG market.

Business Result:
As it would reveal to you, the Company's "Net Profit after Tax" decreased by 87.84%, the operating results deteriorated from the previous year due to decrease of selling price per unit and increase of financial expenses.

Other matrix of operational performance as may be found from the Directors' Report, such as, production efficiency, unit costs, local/export prices per unit all reflect signs of Management efficiency as a main contributor to the operational results.

Marketing and Promotion:
Activities of M.L. Dyeing & Textile Ind. PLC during the year kept rapidity with the symbolic process. Improved network among traders and consumers have made potentials for our marketing panel to continue the market base. This has become possible due to our commitment to the customers and continuous effort to improve on quality of products and services. We hope to carry on our endeavor through the year ahead at the same pace and competency.

Environmental & Ecological Obligation:
Suitable environmental and ecological balance is very important for a healthy society & nationalized improvement. We are evenly concerned and have been patiently pursuing the principle of maintaining appropriate environment, reducing environmental pollution and established a zero tolerance policy in order to make sure that we become environment friendly, not destroyers. In view of these statement, we have established and operating Effluent Treatment Plant (ETP) for processing the industrial dust to reduce the bad effect of such dust on the environment. We strongly believe that a healthy society can bring out the best for society.

Acknowledgements:

The world economy is struggling hard to rehabilitate and revive financially. As you know, our revenue is generated from exporting, and due to the unbalanced global factors we faced difficulties in marketing our products on a regular basis. However, we have set on a mission of Globalization using all of our experience, expertise and know-how developed in Bangladesh over the years. We are growing our perspective and we can attain this with our spiritual strength on our people and skill.

Conclusion:

I assure you that if factors such as energy process, transport costs, natural disasters, social violence and international price/market situation could be rationally and internationally diplomatically controlled, our costs of operation would be competitive and investment would continue to be profitable in not only in Textiles/RMG sectors, but also in other sectors enabling the Country to attain its national goal to become a member of the rich income group.

The Board of Directors are extremely grateful to honorable shareholders for their trust and faith. We got enormous support from Bangladesh Securities & Exchange Commission, Dhaka Stock Exchange Limited, Chittagong Stock Exchange Limited, National Board of Revenue, RJSCF, CDBL, Income Tax Authority, Customs and other government bodies, bankers and other stakeholders for their guidance and co-operation.

We also express our sincere note of appreciation to all officers, staffs and members of the management for their hard work and commitments.

As we are moving forward to the frontier of growth and excellence we seek your support and encouragement as we are used to get from you since beginning of our journey.

I embrace your support and seek your co-operation by all means for a brighter future for all.

Thanking you all for your kind participation.

Regards,



Golam Azam Chowdhury
Managing Director
M.L. Dyeing & Textile Ind. PLC

DIRECTORS' REPORT

Bismillahir Rahmanir Rahim,
Dear Shareholders,
Assalamu Alykum,

On behalf of the members of the Board of Directors of your company, I welcome you all to the 24th Annual General Meeting of M.L. Dyeing & Textile Ind. PLC. We, the members of the Board are pleased to present Directors' Report, Auditors' Report and Audited Financial Statements for the financial year ended on June 30, 2025 before you for your consideration and approval. In terms of provisions of section 184 of the Companies Act 1994, Rule 12 (and the schedule there under) of the Securities and Exchange Rules 1987 and IAS-1 (International Accounting Standards-1) codes as adopted by the Institute of Chartered Accountants of Bangladesh (ICAB), these reports have been prepared and being presented before the shareholders for the financial year ended on June 30, 2025.

Principal Activity: The principal activities of the Company are to carry on the business of dyeing and finishing yarn for 100% export oriented sweater industries and Cotton yarn for export-oriented textile industry in Bangladesh.

Company's Operational Activity: The Company's Annual production capacity of Acrylic & Cotton Yarn Dyeing and cotton yarn production are 19,840,000 Lbs & 5,250,000 Kg. respectively in the year of 2024-2025. The production during the year ended on June 30, 2025 was 1,635 Lbs & 3,579,768 Kg respectively. During the year under review, the company was able to sell Tk. 85.14 Crore in comparison to Tk. 85.95 Crore of Previous year. And the company was able to achieve Net Profit/ (Loss) after Tax Tk. 0.39 Crore in comparison to Tk. 3.18 Crore of Previous year.

1. CAPACITY / PRODUCTION:

The total capacity and production as of June 30, 2025 was as follows:

(i) Dyeing Unit :

		2024-2025	2023-2024	2022-2023	2021-2022	2020-2021
	Production Dyed Yarn (Lbs):					
A	Installed Capacity	19,840,000	19,840,000	19,840,000	19,840,000	19,840,000
B	Actual Production	1,635	320,145	2,418,801	5,677,242	14,527,995
C	Efficiency (%)	0.01	1.61	12.19	28.62	73.23

(ii) Spinning Unit :

		2024-2025	2023-2024	2022-2023	2021-2022	2020-2021
	Production Cotton Yarn (Kg):					
A	Installed Capacity	5,250,000	5,250,000	5,250,000	4,900,000	4,900,000
B	Actual Production	3,579,768	2,417,036	2,704,529	3,898,281	1,200
C	Efficiency (%)	68.19	46.04	51.51	79.56	0.024

1. COST OF PRODUCTION:

The cost of production has varied during the past years primarily due to wide fluctuations in the price and availability of raw materials, packing materials, fuel & power, and spare parts which were beyond the control of Management. The level of costs and their incidences are given below:

		30-06-2025	30-06-2024	30-06-2023	30-06-2022	30-06-2021
a)	Production Dyed yarn (Lbs)	1,635	320,145	2,418,801	5,677,242	14,527,995
	Production Yarn (Kg)	3,579,768	2,417,036	2,704,529	3,898,281	1,200
b)	**Cost of Production (BDT):**					
Raw Materials Consumed-Yarn		5,396	10,283,343	125,865,701	543,383,096	1,294,358,119
Raw Materials Consumed-Cotton		740,870,690	465,739,683	499,724,616	645,152,097	755,971
Raw Materials Consumed-Chemicals		148,290	3,989,146	14,606,312	67,680,575	131,447,034
Packing Materials Consumed		8,810,936	7,513,992	5,767,849	6,711,230	5,381,727
WIP-Opening		6,701,137	5,659,196	8,168,610	8,016,511	8,917,632
WIP-Closing		6,206,608	6,701,137	5,659,196	8,168,610	8,016,511
Manufacturing Overhead		163,275,656	140,812,589	123,393,795	134,937,445	114,175,783
Depreciation		154,845,645	166,756,601	173,707,922	174,016,737	132,195,718
Total		**791,064,334**	**794,053,413**	**945,575,609**	**1,571,729,081**	**1,679,215,473**

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

Dyeing is the process of adding color to textile products like fibers, yarns, and fabrics. Dyeing is normally done in a special solution containing dyes and particular chemical material. After dyeing, dye molecules have uncut chemical bond with fiber molecules. The temperature and time controlling are two key factors in dyeing.

Bangladesh is one of the largest producers of textiles and garments products. Abundant availability of raw materials' demand and cheap labor has made the country a sourcing hub. With the improvement of the Textile & RMG sector in Bangladesh a lot of backward linkage industries have been established to support the Textile & RMG sector. Dyeing industry is one of the most important backward linkage industries for the Textile & RMG sector. The demand of dyeing industry is increasing day by day considering the development of the Textile & RMG sector.

[Source: BKMEA website]

The ongoing global economic crisis is having an impact on all export dependent economies. Even high performing countries like China and India have recorded slowdowns. Other high performing economies like those of Thailand, Philippines and Indonesia are also suffering badly because of the ongoing crisis. In contrast, export of textile products from Bangladesh surprisingly remains quite buoyant. Readymade Garments exports have increased by significant percent, during the year over the corresponding period of last year.

You know that your company's products are yarn dyeing and sell dyed yarns and has 24 years of experiences in yarn dyeing. On 30 June 2023 the company started a new production plant – Spinning Unit with a capacity of 20 ton yarn per day. The company also sale those cotton yarn. The company is one of the fast growing and leading textile processing sector in Bangladesh. The company produced 1,635 lbs dyed yarn and 3,579,768 Kg cotton yarn for the year ended June 30, 2025. We always focuses on more sustainable and eco-friendly products. We always recognized our valued customers through quality products with committed services.

(ii) Risks and concerns:

You know that your company's products selling is directly depends on the production of garments and textile sector. All sectors of the garments and textile industries face many of the same challenges. The main problems are lack of power and problem with labor unrest causing disruption of production. Price of power for industries is likely to increase as well. Gas price has increased for the industries but the government has further hinted the raise as well. Hence, coming year could be a year when the industries may need to be prepared to pay more for energy and fuel. So, this forcing the sector to be more cost effective in the ever challenging international market.

(iii) Analysis of Cost of Goods sold, Gross Profit Margin and Net Profit Margin:

(a) Cost of Goods Sold:

Cost of Goods Sold (COGS) is the expenses a company incurred in order to manufacture, create or to sell a product. It includes the purchase price of the raw materials as well as the expenses of turning it into a finished product. The Cost of goods sold for the 12 months ended on 30.06.2025 was Tk. 791.06 million as compared to the previous same period's cost of goods sold of Tk. 794.58 million. Production capacity (Dyeing Unit & Spinning Unit) utilized during the 12 months ended 30.06.2025 was 0.01% & 68.19% respectively whereas during the 12 months ended 30.06.2024 it was 1.61% & 46.04%.

(b) Gross Profit:

Gross Profit is the difference between sales and the cost of goods sold.
Gross Profit = (Sales-Cost of Goods Sold)

The Gross Profit margin is one indicator to diagnose the financial health of a business. Larger gross profit margins are better for business-the higher the percentage, the more the business retains of each Taka of sales for other expenses and net profit.

Gross Profit Margin % = (Gross Profit/Sales) X 100

The company has achieved an export turnover of Tk. 851.37 million during the 12 months ended June 30, 2025 which was Tk. 859.55 million in the last year. Gross Profit effected by Tk. 60.31 million during the 12 months ended June 30, 2025 which was Tk. 64.97 million in the last year.

(c) **Net Profit:**

Net Profit is calculated by subtracting expenses including Tax from the gross profit, showing what the business has earned (or lost) in a given period of time.

Net Profit= Gross Profit-Expenses with Tax
Net profit (after tax) earned during the 12 months ended June 30, 2025 was Tk. 3.86 million as compared to last year's Net profit (after tax) of Tk. 31.78 million. During the year net profit after tax has decreased due to decrease of selling price per unit and increase of financial expenses.

(iv) Extra-Ordinary gain or loss:

There is no extraordinary gain or loss occurred during the reporting period except interest income.

(v) Related party transactions:

a) **Equity Participation**

M.L. Dyeing & Textile Ind. PLC has share investment in Sharp Industries Ltd. (Changed from R.N. Spinning Mills Limited) for 20,420,000 ordinary shares of Tk. 10/- each (at par) amounting Tk. 204,200,000. Carrying value of the investment as on June 30, 2025 stood at Tk. Nil being the proportioned profit & loss has been adjusted with the investment for no. of 6,191,603 ordinary shares being 2.04% of total re-structured ordinary shares of Sharp Industries Ltd. (Changed from R.N. Spinning Mills Limited).

b) **Business Transaction**

Name of related party	Nature of transaction	Transaction type at the end of the period	Outstanding balance as on 30.06.2025
FAR Chemical &Textile Ind. PLC	Purchases	Bills Payable	Nil
Sharp Industries PLC	Purchases	Bills Payable	Nil

Related Party Transactions are depicted in Note No. 3.22 in the Notes of Accounts.

(i) Utilization of Proceeds from Public Issuer:

The company got IPO approval from Bangladesh Securities and Exchange Commission (BSEC) vide consent letter no. BSEC/CI/IPO – 152/2011/395 dated- June 10, 2018 for raising Tk. 20.00 Crore by issuing 20,000,000 Ordinary Shares of Tk. 10.00 each. As on the date of communication of this annual report and AGM notice, the Company raised Tk. 20.00 Crore by issuing 20,000,000 Ordinary Shares of Tk. 10.00 each from the capital market in order to meet up the Acquisition and Installation of Machineries & Equipment and IPO Expenses. The utilization of IPO fund has been disclosed as IPO Expenses as follows:

Particulars	**Amount (Tk)**	**Amount (Tk)**
Total IPO Proceeds		**200,000,000**
Fund utilization (Taka) up to June 2020	74,452,408	
Refund from cancellation of LC	(4,864,920)	
Actual Utilization	69,587,488	
Fund utilization (Taka) during the year ended June 2021	130,412,512	
Total IPO Proceeds utilized		**200,000,000**

(ii) There is no event of deterioration of the financial results during the year ended June 30, 2025 because none of event incurred in connection with Initial Public Offering (IPO), Repeat Public Offering (RPO), Rights Share Offer, Direct Listing, etc in the reporting period.

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

There is no significant variance between the Quarterly Financial performance and Annual Financial Statements.

(i) Remuneration to directors including independent directors:

The remunerations of Directors for the 12 months ended 30.06.2025 are as follows:

Name	Status	Director Remuneration	Meeting attending fees	Total Taka
Mr. Abdul Mannan (Representive Director of M.N. Industries Ltd.)	Chairman	-	9,000	9,000
Mr. Golam Azam Chowdhury (Representative Director of Rajon Ind. Ltd.)	Managing Director	600,000	7,000	607,000
Mr. Abul Khair Manik (Representative Director of Total Spinning Mills Ltd.)	Director	-	10,000	10,000
Mr. Md Anisur Rahman (Representive Director of Faiaz Industries Ltd.)	Director	-	9,000	9,000
Mr. Md. Anwar Zahid Bhuiyan	Independent Director	-	10,000	10,000
Mrs. Rafiza Alam (Lucky)	Independent Director		2,000	2,000

Remuneration of Directors including Independent Directors have been shown in Note no. 31.C in the Notes of Accounts.

(xi) Statement of Directors on Financial Reports:

a) 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.
b) Proper books of accounts of the issuer company have been maintained.
c) Appropriate accounting policies have been consistently applied in preparation of the financial statements and that the accounting estimates are based on reasonable and prudent judgment.
d) 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 have been adequately disclosed.
e) The system of internal control is sound in design and has been effectively implemented and monitored.
f) Minority shareholders have been protected from abusive actions by, or in the interest of, controlling shareholders acting either directly or indirectly and have effective means of redress;
g) There are no significant doubts upon the issuer company's ability to continue as a going concern.

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

The operating results have been declined during the year compare to the last year due to stop of the dyeing production and sale. The existing machines became outdated as a result product cost has been becoming higher, so the management is thinking to replace the machines.

(xiii) Key operating and financial data of last preceding 5 (five) years:

Operational Data:

Particulars	Year ended on				
	30.06.2025	30.06.2024	30.06.2023	30.06.2022	30.06.2021
Turnover (Tk)	851,371,527	859,545,515	1,074,600,069	1,656,081,752	1,940,839,185
Gross Profit (Tk)	60,307,193	64,967,399	85,607,049	152,543,397	203,192,938
Net Operating Profit (Tk)	8,334,652	35,569,680	53,993,183	115,803,200	168,384,064
Net Profit before tax (Tk)	12,583,699	39,631,817	56,390,257	118,114,905	168,985,476
Net Profit after tax (Tk)	3,863,294	31,775,126	45,257,727	100,108,706	143,535,414
Basic EPS (Tk)	0.02	0.14	0.19	0.43	0.62
Dividend per share (%)	0.50% Cash	No Dividend	2% Cash	10% Cash	10% Cash

(xiv) Key operating and financial data of last preceding 5 (five) years:

Financial Data:

	Year ended as on				
	30.06.2025	30.06.2024	30.06.2023	30.06.2022	30.06.2021
Authorized Capital (Tk)	3,100,000,000	3,100,000,000	3,100,000,000	3,100,000,000	3,100,000,000
Paid up Capital (Tk)	2,324,340,900	2,324,340,900	2,324,340,900	2,324,340,900	2,324,340,900
Face value per share (Tk)	10	10	10	10	10
Retained Earnings (Tk)	766,568,766	762,705,472	777,417,164	1,203,315,346	1,335,640,730
Current Assets (Tk)	1,135,995,346	810,814,575	699,840,843	935,819,068	1,369,082,551
Current Liabilities (Tk)	444,196,610	271,848,965	295,862,334	160,812,549	164,716,524
Current Ratio	2.56	2.98	2.37	5.82	8.31
Quick Ratio	1.34	2.01	1.65	3.71	4.99
Debt-Equity Ratio	0.13	0.082	0.059	0.003	0.001
Time Interest Earned Ratio	1.23	3.77	8.67	17.46	226.52
Return on Assets	0.11%	0.90%	1.22%	2.56%	3.63%
Return on Equity	0.13%	1.03%	1.37%	2.79%	3.94%
Earnings per share	0.02	0.14	0.19	0.43	0.62
Dividend per share	0.50% Cash	No Dividend	2% Cash	10% Cash	10% Cash
Inventory Turnover	2.18	3.87	4.10	3.55	2.52
Asset Turnover	0.24	0.24	0.29	0.42	0.49
Number of Shares	232,434,090	232,434,090	232,434,090	232,434,090	232,434,090
Number of Shareholders	10,382	11,273	12,197	8,743	1,683

(xv) Dividend: Our Policy is to offer consistent dividends that closely reflect business performance. As announced by the Company on October 27, 2025 the Board has recommended "0.50% Cash dividend" for all shareholders for the year ended on June 30, 2025 based on the business performance which will be confirmed after approval in the Annual General Meeting of the Company as per respective shareholding position on record date i.e. on November 17, 2025.

(xvi) Interim Dividend: Board of Directors confirm that no bonus share or stock dividend has been declared as interim dividend and shall not plan to declare any stock or bonus share as interim dividend in future.

(xvii) Number of Board Meetings:

The Board met 10 times during year ended June 30, 2025 following table shows the attendance of Directors in the meeting:

Name of the Director	Position	No. of Meeting held during the year	No. of Meeting attended
Mr. Abdul Mannan (Representive Director of M.N. Industries Ltd.)	Chairman	10	9
Mr. Golam Azam Chowdhury (Representative Director of Rajon Ind. Ltd.)	Managing Director	10	7
Mr. Abul Khair Manik (Representative Director of Total Spinning Mills Ltd.)	Director	10	10
Mr. Md Anisur Rahman (Representive Director of Faiaz Industries Ltd.)	Director	10	9
Mr. Md. Anwar Zahid Bhuiyan	Independent Director	10	10
Mrs. Rafiza Alam (Lucky)	Independent Director	10	2

The members who could not attend the meeting were granted leave and outside of the country.

(xviii) The pattern of shareholding:

a) Parent/ Subsidiary/ Associated Companies and other related parities

Rajon Industries Ltd., Total Spinning Mills Ltd., M.N. Industries Ltd. and Faiaz Industries Ltd. has following share investment in M.L. Dyeing & Textile Ind. PLC who have significant influence in decision making as Directors in M.L. Dyeing & Textile Ind. PLC.

Name	Position	Number of shares held
M.N. Industries Ltd. (Rep. by Mr. Abdul Mannan)	Chairman	17,778,035
Rajon Industries Ltd. (Rep. by Mr. Golam Azam Chowdhury)	Managing Director	9,346,050
Faiaz Industries Ltd. (Rep. by Mr. Md Anisur Rahman)	Director	13,909,664
Total Spinning Mills Ltd. (Rep. by Mr. Abul Khair Manik)	Director	9,882,180

b) Directors, Chief Executive Officer, Company Secretary, Chief Financial Officer and Head of Internal Audit and Compliance and their spouses and minor children:

Name	Position	Number of share held
Mr. Abdul Mannan (Representive Director of M.N. Industries Ltd.)	Chairman	17,778,035
Mr. Golam Azam Chowdhury (Representative Director of Rajon Industries Ltd.)	Managing Director	9,346,050
Mr. Md Anisur Rahman (Representive Director of Faiaz Industries Ltd.)	Director	13,909,664
Mr. Abul Khair Manik (Representative Director of Total Spinning Mills Ltd.)	Director	9,882,180
Mr. Md. Anwar Zahid Bhuiyan	Independent Director	-
Mrs. Rafiza Alam (Lucky)	Independent Director	-
Mr. Md. Jahidul Islam Bhuiyan	CFO	-
Mr. A.K.M. Atiqur Rahman	Company Secretary	-
Md. Mehadi Hasan	Head of Internal Audit	-
Other than above, none of the spouse and minor children hold any shares of the company		

a) Senior Corporate Executives :
Number of shares held : Nil

b) Shareholders holding ten percent (10%) or more voting interest in the company : Nil

(xix) Appointment/ re-appointment of directors of the company:

Retirement:

Mr. Golam Azam Chowdhury (Representative Director of Rajon Industries Ltd.), Managing Director and Mr. Abul Khair Manik (Representative Director of Total Spinning Mills Ltd.), Director of the Company will retire.

Appointment/Re-appointment:

Mr. Golam Azam Chowdhury (Representative Director of Rajon Industries Ltd.), being eligible offering himself for re-election as Managing Director.

Md. Abul Khair Manik (Representative Director of Total Spinning Mills Ltd.), being eligible offering himself for re-election as Director.

(xx) Director's involvement in other companies:

Sl. No.	Name of Directors	Position at M.L. Dyeing & Textile Ind. PLC	Entitles where they have interests	Position in other Companies
01.	Mr. Md. Anwar Zahid Bhuiyan	Independent Director	Sharp Industries PLC	Independent Director
02.	Mrs. Rafiza Alam (Lucky)	Independent Director	FAR Chemical & Textile Ind. PLC	Independent Director
			Sharp Industries PLC	

(xxi) Auditors:

a) Auditors for the year ended 30 June, 2025, M.Z. Islam & Co., Chartered Accountants retired after completing the audit of 2nd year for the year ended 30 June, 2025 and M.Z. Islam & Co., Chartered Accountants has expressed their interest for re-appointment as Auditors for the year ended 30 June, 2026 with an honorarium Tk. 4,00,000/-(Four Lac) only subject to approval of shareholders in the AGM.

b) Mujibur Rahman & Co., Cost & Management Accountants acted as auditors to audit compliance conditions on the Corporate Governance code for the financial year ended June 30, 2025 and reported accordingly. Mujibur Rahman & Co., Cost & Management Accountants expressed their interest for re-appointment as auditors to audit compliance conditions on the Corporate Governance code for the financial year ended June 30, 2026 with an honorarium Tk. 50,000/- (taka fifty thousand) only subject to approval of shareholders in the AGM.

(xxii) Corporate Governance Compliance Report:

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

(xxiii) Going Concern:

The Directors consider that the Company has adequate resources to remain in operation for the foreseeable future and has therefore continued to adopt the going concern basis in preparing the financial statements.

(xxiv) Internal Control System:

The Company has an internal control system, commensurate with the size, scale and complexity of its operations. The scope and authority of the Internal Audit function is defined in the Internal Audit Charter. To maintain its objectivity and independence, the Internal Audit function reports to the Chairman of the Board.

The Internal Audit Department monitors and evaluates the efficacy and adequacy of internal control systems in the Company, its compliance with operating systems, accounting procedures and policies at all locations of the Company. Based on the report of internal audit function, process owners undertake corrective action in their respective areas and thereby strengthen the controls. Significant audit observations and corrective actions thereon are presented to the Board.

(xxv) Minority Shareholders' Protection:

The Board is and shall be committed to respect the rights of the minority shareholders to voting, right to information, dividends and appraisal of any alteration in Memorandum and Articles.

(xxvi) Management Discussion and Analysis:

The Board of Directors converse on the increase /decrease of revenue, cost of goods sold, gross and net profit margin. The Board also takes instant actions on the inquiry as required. A detailed report on discussion in the regard is included in the Annual Report.

(xxvii) Subsequent Events:

There is no subsequent event after the date of balance sheet and till the date of this report which could affect the ability of the users of these financial statements to make an appropriate evaluation.

(xxviii) Audit Committee:

The Board has constituted the Audit Committee as follows:

Chairman	: Mr. Md. Anwar Zahid Bhuiyan, Independent Director
Member	: Mr. Md. Anisur Rahman (Representative Director of Faiaz Industries Ltd.)
Member	: Mr. Abul Khair Manik, (Representative Director of Total Spinning Mills Ltd.)
Member Secretary	: Mr. A.K.M. Atiqur Rahman

During the reporting period under review, the Committee held four meetings. A detailed of the roles and activities of the Audit Committee has been provided in "The Report of The Audit Committee".

(xxix) Nomination and Remuneration Committee (NRC):

Nomination and Remuneration Committee (NRC) has been formed as follows as per provision of Corporate Governance Guidelines notification No: BSEC/CMRRCD/2006-158/207/Admin/80 dated 03 June, 2018 by Bangladesh Securities and Exchange Commission (BSEC).

This is a subcommittee of the Board which encompasses by the following:

Chairman	: Mr. Md. Anwar Zahid Bhuiyan, Independent Director
Member	: Mr. Abdul Mannan (Representative Director of M.N. Industries Ltd.)
Member	: Mr. Abul Khair Manik, (Representative Director of Total Spinning Mills Ltd.)
Member Secretary	: Mr. A.K.M. Atiqur Rahman

During the reporting period under review, the Committee held Two (2) meetings. A detail of the roles and activities of the Nomination and Remuneration Committee (NRC) has been provided below

Nomination and remuneration policy:

The Nomination and Remuneration Policy is prepared and adopted in compliance with Corporate Governance Code 2018 of Bangladesh Securities and Exchange Commission in view to formulate and recommend proper, fair, transparent and non-discriminatory nomination and remuneration for the Directors and Top Level Executives of the M.L. Dyeing & Textile Ind. PLC The Nomination and Remuneration Policy of Directors and Top Level Executives has been formulated by the Nomination and Remuneration Committee and has been approved by the Board of Directors of M.L. Dyeing & Textile Ind. PLC.

The Nomination and Remuneration Committee has been constituted by the Board of Directors of the Company as a subcommittee to assist the Board under the Condition No. 6 of the Corporate Governance Code 2018 of Bangladesh Securities and Exchange Commission.

NRC is independent and responsible or accountable to the Board of Directors and to the Shareholders of Company.

Terms of Reference and objective of the NRC:

The Terms of Reference of the NRC have been defined and adopted by the Board of Directors of the Company. The objective of the NRC is to oversee, assist and guide the Board of Directors:-

- To formulate the criteria for determining qualifications, positive attributes and independence of a Director and recommend to the Board a policy relating to the remuneration of Directors and Top Level Executives.

- To devise policy on Board's diversity taking into consideration of age, gender, experience, ethnicity, educational background and nationality.
- To the appointment, fixation of remuneration and removal of Directors and Top Level Executives.
- To formulate the criteria in respect to evaluate performance of the Independent Director and the Board.
- To identify the company's needs for employees at different levels and determine their selection, transfer or replacement and promotion criteria.
- To develop, recommend and review the company's human resources and training policies.
- To retain, motivate and promote talent and to ensure long term sustainability of talented Top Level Executive and create competitive advantage.
- To recommend Code of Conduct for the Chairman and other Members of the Board and Managing Director.
- To Implement and monitor policies and processes regarding principles of corporate governance.

Nomination and Appointment of Directors and Top Level Executives:

The committee is responsible to ensure that the procedures for nomination and appointment of Directors and Top Level Executive are taken place in transparent, rigorous and non-discriminatory way. The committee also responsible to identify and ascertain the combination of age, gender, educational background, experience, knowledge, ethnicity, diversity, nationality and other relevant personal values & attributes for nomination and appointment of Director and Top Level Executives.

Remuneration for Directors and Top Level Executives:

The committee shall oversee, review and make report with recommendation to the Board the level and composition of remuneration is reasonable and sufficient to attract, motivate and retain suitable, dependable and skilled Director and Top Level Executive. They also consider and review the relationship of remuneration to performance is clear and meets appropriate performance benchmarks, remuneration to Director and 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.

Validation of the Policy:

This policy on Nomination and Remuneration of Directors and Top Level Executives of the Company has been formulated by the Nomination and Remuneration Committee and has been approved by the Board of Directors of M.L. Dyeing & Textile Ind. PLC

Amendments to the Policy:

The Board preserves the rights to amend and review time to time the provisions of the policy depending on the legal and other requirements or for a bonafide purpose.

Evaluation of Performance:

Evaluation of performance of Directors be carried out through completion of a preset confidential questionnaire and/or collective feedback or any other effective criteria adopted by the Board yearly or at such intervals of its work, function and performance as may be considered necessary in order to ascertain the effectiveness and to measure the contribution of the Directors as well as the Top Level Executives of the Company.

Activities of the NRC carried out during the reporting period:

The NRC carried out the following activities in line with Committee's Terms of Reference during the reporting period:

i. Reviewed and recommended the Code of Conduct for the Chairman, other Members of the Board and Managing Director.
ii. Reviewed the Company's existing policy relating to the remuneration of Directors and Top Level Executives.
iii. Discussed and decided in regard to formulate the criteria of evaluation of performance of the Board and Independent Directors.
iv. Reviewed the Company's existing Human Resource and Training policies.

(xxx) Contribution To National Exchequer:

Being a responsible business entity, M.L. Dyeing & Textile Ind. PLC is contributing and facilitating to Government's revenue. In the reporting period, we have contributed significant amount in this regards.

(xxxi) Corporate Social Responsibility (CSR):

Over the years, your company's commitment to Corporate Social Responsibility (CSR) activities is part and parcel of the Company's business model. Your Company has been contributing to the welfare of the community, research and development and protection of environment.

(xxxii) Awards & Recognition:

Following awards and recognitions are enjoying the Company:

1. Authorization to use trademark according to STANDARD 100 by OEKO-TEX®
2. ORI-ANAB ACCREDITED ISO 9001:2008 Certified.

(xxxiii) WEBSITE:

Company maintains a website namely **www.mldyeing.com** which is linked with the websites of the stock exchanges and it is functional from the date of listing and all disclosures and financials are available in the website of the company.

(xxxiv) Human Resources:

Human Resources are a fundamental asset across the entire business model. The development of the company builds its competitive advantage on the skills and commitment of its employees, promoting and rewarding pro-activity, goal orientation and teamwork. The HR Department of your company operates with specific policy, manual and plan which is approved by the Board of Directors. We provide on-the-job training and development opportunities to enhance our employees' carrier progression. Through different training, staff's professional knowledge in corporate operations, occupational and management skills are enhanced. M.L. Dyeing & Textile Ind. PLC is an equal opportunity employer and does not discriminate on the basis of personal characteristics. Company has employee handbooks outlining terms and conditions of employment, expectations for employees' conduct and behavior, employees right and benefits. We establish and implement policies that promote a harmony and respectful workplace.

(xxxv) Code Of Conduct:

The underlying philosophy of M.L. Dyeing & Textile Ind. PLC's Code is to conduct the business in an ethical manner as well as create a work environment that is conducive for members and stakeholders alike, based on the Company's values and beliefs. Code of Conduct for Board of Directors was framed and followed accordingly in discharging their duties and responsibilities.

(xxxvi) Directors' Responsibilities Statement:

Pursuant to the BSEC notification No. BSEC/CMRRCD/2006-158/207/Admin/80 dated 03 June 2018 the Directors confirm that:

i) The financial statements prepared by the management of M.L. Dyeing & Textile Ind. PLC fairly present its state of affairs, the result of its operations, cash flows and changes in equity.

ii) Proper books of Account of the company have been maintained.

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

iv) 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 therefrom has been adequately disclosed.

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

vi) There are no doubts upon the Company's ability to continue as a going concern and the accounts have been prepared on going concern basis.

vii) The significant deviations from previous period in the operating results of the company have been highlighted in the report and the reasons thereof have been explained.

viii) The key operating and financial data of last 5 years have been disclosed in this report.

ix) The number of Board Meeting held during the reporting period and the attendance by each director have been disclosed in this report.

x) The pattern of shareholding is disclosed in in this report.

xi) A compliance status report with requirements of Corporate Governance as required by BSEC is disclosed in Corporate Governance Report and is disclosed in in this report.

xii) Directors' profile is attached in this report and their directorship and business interest in other organizations have been disclosed adequately.

(xxxvii) Management perspective on Emphasis of Matter:

The management of the company informed and well concerned about the following Emphasis of Matter given by the Auditor:

a) As stated in Note no.5 Investment in Associate, the company had a block investment balance as of 30 June 2025 (Taka.204,200,000 as hold the threshold limit as director) of Sharp Industries PLC (R.N. Spinning Mills Ltd.) M.L Dyeing & Textile Ind. PLC, treat Sharp Industries PLC (R.N. Spinning Ltd.) as an associate. To consider equity method under IAS-28, due to the continuation of loss of Sharp Industries PLC (R.N. Spinning Ltd.), the initial investment balance (Taka. 204, 200,000) shown Nil in the current period since 2020.

b) As per BSEC notification no. BSEC/CMRRCD/2021-386/03, Dated: January 14, 2021, any cash or stock dividend or right share are laying unclaimed or undistributed or un-allotted for a period of 3 (three) years or more, shall be transferred to the Capital market Stabilization Fund (CMSF). But the entity didn't transfer unclaimed Dividend amounting Tk. 2,203,014.25/- to Capital Market Stabilization Fund (CMSF) which is carry forwarded more than 3 years;

APPRECIATION:

The board of directors wishes to place on record their appreciation of thanks to shareholders, customers and suppliers for their continued support. Your Directors also wish to place on record their appreciation for the contribution made by the employees at all levels to the continued growth and prosperity of the company.

The Board would also like to thanks all stakeholders including banks, Insurance Companies, BSEC, DSE, CSE, CDBL, RJSC and various government authorities, trade bodies for their extended co-operation.

We look forward to brighter future for all of us.

On behalf of the Board



Abdul Mannan
Chairman

Dividend Distribution Policy

M.L. Dyeing & Textile Ind. PLC

1.00 Introduction

The Dividend Distribution Policy is prepared and adopted in compliance with the provisions of the Directive No. BSEC/CMRRCD/2021-386/03 dated 14 January, 2021 of the Bangladesh Securities and Exchange Commission (BSEC) about dividend declaration, pay off, disbursement and compliance.
The Board of Directors (the Board) will consider the directive while declaring/ recommending dividend on behalf of the Company. The Policy is not an alternative to the decision of the Board for declaring/recommending dividend, which takes into consideration all the relevant circumstances enumerated hereunder or other factors as may be decided by the Board.

2.00 Definitions

"the Act" means Companies Act 1994
"the Company" means M.L. Dyeing & Textile Ind. PLC
"AGM" means Annual General Meeting
"Board" means Board of Directors of M.L. Dyeing & Textile Ind. PLC
"Shareholders" means Members whose name is registered in the Member Register of the Company/CDBL Report.
"Shares" means Ordinary Equity Shares.

3.00 Concept of Dividend

Dividend is the share of the profit that a Company decides to distribute among its Shareholders in proportion to the amount paid up on shares they hold in the form of Cash and/or Stock (Bonus). The profits earned by the Company can either be retained in the business or can be distributed among the Shareholders as dividend.

4.00 Types of Dividend

The Act deals with two types of dividend - Interim and Final.

- Interim dividend is the dividend declared by the Board between two AGMs as and when considered appropriate. The Act authorizes the Board to declare interim dividend during any financial year out of the profits for the financial year in which the dividend is sought to be declared and/or out of the surplus in the profit and loss account.

- Final dividend is recommended for the financial year at the time of approval of the annual financial statements as well as appropriation of profit. The Board shall have the power to recommend final dividend to the shareholders for their approval at the AGM of the Company. Dividend recommended by the Board of Directors cannot be changed prior to holding of the AGM.

5.00 Declaration of Dividend

Subject to the provisions of the Act, dividend shall be declared and paid out of:

a. Profits of the Company for the year for which the dividend is to be paid after setting off carried over previous losses and depreciation not provided in the previous year(s);

b. Undistributed profits of the previous financial years after providing for depreciation in accordance with law and remaining undistributed.

c. Out of a & b both.
Before declaration of dividend, the Company may transfer a portion of its profits to reserves of the Company as may be considered appropriate by the Board at its discretion.
In the event of inadequacy or absence of profits in any financial year, the Company may declare dividend out of free reserves subject to the compliance with the Act and Rules.

6.00 Factors Governing Declaration of Dividend

The decision regarding dividend pay-out is a crucial decision as it determines the amount of profit to be distributed among the shareholders and amount of profit to be retained in business.

The circumstance for dividend pay-out decision depends on various external and internal factors which the Board of Directors shall consider while recommend/ declaring dividend including the following:

6.01 External Factors:

The Board shall endeavor to retain a larger portion of profits to build up reserves, in case of Adverse Economic Scenario.

The Board shall evaluate the market trends in terms of technological changes mandating investments, competition impacting profits, etc., which may require the Company to conserve resources.

The Board shall consider the restrictions, if any, imposed by the Act and other applicable laws with regard to declaration of dividend in order to ensure compliance with the applicable laws.

Dividend distribution tax or any tax deduction at source as required by tax regulations, applicable at the time of declaration of dividend may impact the decision with regard to dividend declaration.

Other factors beyond control of the Management like natural calamities, fire, etc. effecting operations of the Company may impact the decision with regard to dividend declaration.

6.02 Internal Factors:

* Profitability
* Availability and Liquidity of Funds
* Capital Expenditure needs for the existing businesses
* Expansion/Modernization of the business
* Additional investments in subsidiaries/associates of the Company
* Cost of raising funds from alternate sources
* Cost of servicing outstanding debts
* Funds for meeting contingent liabilities
* Mergers and Acquisitions
* Any other factor as deemed appropriate by the Board.

Apart from the above factors, the Board also considers past dividend history and sense of shareholders' expectations while det ermining the rate of dividend. The Board may additionally recommend special dividend in special circumstances.

7.00 Financial Parameters for Declaring Dividend

The Company is committed to deliver sustainable value to its stakeholders. The Company shall strive to distribute an optimal and appropriate level of the profits among the shareholders in the form of dividend.

To keep investment attractive and to ensure capital appreciation for the shareholders, the Company shall also endeavor to provide consistent return over a period of time. While deciding on the dividend, micro and macroeconomic parameters for the country in general and the Company in particular shall also be considered.
Taking into consideration the aforementioned factors, the Board shall endeavor to maintain a dividend pay-out.

8.00 Utilization of Retained Earnings

Subject to the provisions of the Act and other applicable laws, retained earnings may be utilized as under:
* Issue of fully paid-up bonus shares
* Declaration of dividend-Interim or Final
* Augmenting internal resources
* Funding for capital expenditure/expansion plans/acquisition;
* Repayment of debt
* Any other permitted use as may be decided by the Board.

9.00 Parameters for Various Classes of Shares

Currently, the Company has only one class of shares - Equity Shares. There is no privilege amongst Equity Shareholders of the Company with respect to dividend distribution.

10.00 Circumstances Impacting Dividend Payment

The Company has been paying dividend to its shareholders and continues with the dividend payment. Given here in below are some of the circumstances in which shareholders of the Company may or may not expect dividend payout:

10.01 **May Expect Dividend:**
* Adequate profits and liquidity
* Accumulated profits not warranted for immediate business needs.

10.02 May Not Expect Dividend:
* Non availability of profits for dividend distribution
* Funds available for dividend but need to be conserved due to:
* Business needs;
* Adverse economic /market scenario expected in near future;
* Augmenting internal resources.

11.00 Disclosure

This Dividend Distribution Policy shall be disclosed in the Annual Report of the Company and on the Company's website www.mldyeing.com.

If the Company proposes to declare dividend on the basis of any additional parameters apart from those mentioned in the Policy or proposes to change the parameters contained in this Policy, it shall disclose such changes along with the rationale for the same in the Annual Report and on the website.

12.00 Effective Date

This Policy has been approved by the Board of Directors of the Company at its meeting held on 16th February, 2021 and shall be effective and applicable for dividend, if any, declared for the Financial Year 2024-25 onwards.

1.00Review/Amendment

The Board may amend, abrogate, modify or revise any or all provisions of this Policy. However, amendments in the Act or in the Listing Regulations shall be binding even if not incorporated in this Policy.

MANAGEMENT DISCUSSION AND ANALYSIS

OVERVIEW 2024-2025:
Let us present before you a short review on the total operational and financial performance of your company from 01 July 2024 to June 30, 2025.

ECONOMIC OUTLOOK:
RMG sector is the driver for growth of Bangladesh's economy. It contributes 13% to national GDP (as per various industry related analysis). To achieve the $50 billion export target Bangladesh will have to earn $20 billion in the next four years as speculated by the industry insiders.

Still Bangladesh remains the world's second largest garment exporter.

As said earlier, we have invested huge to ensure that we are well positioned for continued long-term and profitable growth.

ACCOUNTING POLICIES AND CHANGES:
The specific accounting policies selected and applied by the company's directors for significant transactions and events that have material effect within the framework of IAS "Presentation of Financial Statements", in preparation and presentation of financial statements have been consistently applied throughout the period and were also consistent with those used in earlier periods.

For a proper understanding, these accounting policies are set out in a detailed statement in **Note No: 3.00.**

FY 2024-2025 Financial Performance and Position:
The discussions in this section relate to the financial results pertaining to the year that ended June 30, 2025. The financial statements of M.L. Dyeing & Textile Ind. PLC has been prepared in accordance with the International Accounting Standards (referred to as "IAS"), International Financial Reporting Standards (referred to as "IFRS"), as per the Companies Act, 1994, as amended from time to time. Significant accounting policies used in the preparation of the financial statements are disclosed in the notes to the financial statements – 3.00. The following table gives an overview of the financial results of the Company:

Key operating and financial data of last preceding 5 (five) years:
Operational Data:

Particulars	Year ended on				
	30.06.2025	**30.06.2024**	**30.06.2023**	**30.06.2022**	**30.06.2021**
Turnover (Tk)	851,371,527	859,545,515	1,074,600,069	1,656,081,752	1,940,839,185
Gross Profit (Tk)	60,307,193	64,967,399	85,607,049	152,543,397	203,192,938
Net Operating Profit (Tk)	8,334,652	35,569,680	53,993,183	115,803,200	168,384,064
Net Profit before tax (Tk)	12,583,699	39,631,817	56,390,257	118,114,905	168,985,476
Net Profit after tax (Tk)	3,863,294	31,775,126	45,257,727	100,108,706	143,535,414
Basic EPS (Tk)	0.02	0.14	0.19	0.43	0.62
Dividend per share (%)	0.50% Cash	No Dividend	2% Cash	10% Cash	10% Cash

Key operating and financial data of last preceding 5 (five) years:

Financial Data:

Particulars	Year ended as on				
	30.06.2024	**30.06.2024**	**30.06.2023**	**30.06.2022**	**30.06.2021**
Authorized Capital (Tk)	3,100,000,000	3,100,000,000	3,100,000,000	3,100,000,000	3,100,000,000
Paid up Capital (Tk)	2,324,340,900	2,324,340,900	2,324,340,900	2,324,340,900	2,324,340,900
Face value per share (Tk)	10	10	10	10	10
Retained Earnings (Tk)	766,568,766	762,705,472	777,417,164	1,203,315,346	1,335,640,730
Current Assets (Tk)	1,135,995,346	810,814,575	699,840,843	935,819,068	1,369,082,551
Current Liabilities (Tk)	444,196,610	271,847,965	295,862,334	160,812,549	164,716,524
Current Ratio	2.56	2.98	2.37	5.82	8.31
Quick Ratio	1.34	2.01	1.65	3.71	4.99
Debt-Equity Ratio	0.13	0.082	0.059	0.003	0.001
Time Interest Earned Ratio	1.23	3.77	8.67	17.46	226.52
Return on Assets	0.11%	0.90%	1.22%	2.56%	3.63%
Return on Equity	0.13%	1.03%	1.37%	2.79%	3.94%
Earnings per share	0.02	0.14	0.19	0.43	0.62
Dividend per share	0.50% Cash	No Dividend	2% Cash	10% Cash	10% Cash
Inventory Turnover	2.18	3.87	4.10	3.55	2.52
Asset Turnover	0.24	0.24	0.29	0.42	0.49
Number of Shares	232,434,090	232,434,090	232,434,090	232,434,090	232,434,090
Number of Shareholders	10,382	11,273	12,746	12,197	8,743

Cost Of Goods Sold (COGS):

Cost of Goods Sold (COGS) is the expenses a company incurred in order to manufacture, create or to sell a product. It includes the purchase price of the raw materials as well as the expenses of turning it into a finished product. The Cost of goods sold for the 12 months ended on 30.06.2025 was Tk. 791.06 million as compared to the previous same period's cost of goods sold of Tk. 794.58 million. Production capacity utilized during the 12 months ended 30.06.2025 was 0.01% (Dyeing Unit) & 68.19% (Spinning Unit) respectively whereas during the 12 months ended 30.06.2024 it was 1.61% (Dyeing Unit) & 46.04% (Spinning Unit).

Gross Profit:

Gross Profit is the difference between sales and the cost of goods sold.

Gross Profit = (Sales-Cost of Goods Sold)

The Gross Profit margin is one indicator to diagnose the financial health of a business. Larger gross profit margins are better for business-the higher the percentage, the more the business retains of each Taka of sales for other expenses and net profit.

Gross Profit Margin % = (Gross Profit/Sales) X 100

The company has achieved an export turnover of Tk. 851.37 million during the 12 months ended June 30, 2025 which was Tk. 859.55 million in the last year. Gross profit earned during the 12 months ended June 30, 2025 was Tk. 60.31 million as compared to last year's gross profit/(loss) of Tk. 64.97 million.

Net Profit:
Net Profit is calculated by subtracting expenses including Tax from the gross profit, showing what the business has earned (or lost) in a given period of time.

Net Profit= Gross Profit-Expenses with Tax

Net profit (after tax) earned during the 12 months ended June 30, 2025 was Tk. 3.86 million as compared to last year's Net profit (after tax) of Tk. 31.78 million. During the year net profit after tax has decreased due to decrease of selling price per unit and increase of financial expenses.

Risk and Concerns
Board of Directors reviews the risk management practices and actions deployed by the Management with respect to identification, impact assessment, monitoring, mitigation and reporting of key risks while trying to achieve its business objectives.

Forward-Looking Statements
Board of Directors and management of the company are looking forward to keep its progress in alignment with industry's growth and have made all preparation to this end. Overall industry is projected to grow in a steady way in next couple of years and your company will be in forefront to be one of the major player in the future booming market.



Golam Azam Chowdhury
Managing Director

BANGLADESH ASSOCIATION OF PUBLICLY LISTED COMPANIES

Renewed Certificate

This is to certify that

M.L. DYEING & TEXTILE IND. PLC.

is an Ordinary Member of Bangladesh Association of Publicly Listed Companies and is entitled to all the rights and privileges appertaining thereto.

This certificate remains current until 31st December, **2025**

Ref. No: CM-2025/264

Date of issue : November 12, 2025

BAPLC

Secretary General

Report to the Shareholders of M.L. Dyeing & Textile Ind. PLC on compliance on the Corporate Governance Code

Mujibur Rahman & Co.
Cost & Management Accountants

We have examined the compliance status to the Corporate Governance Code by M.L. Dyeing & Textile Ind. PLC for the year ended on June 30, 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 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.

Place: Dhaka
Dated: November 25, 2025

For Mujibur Rahman & Co.

Mohammad Mujibur Rahman FCMA
Cost & Management Accountants

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Saj Bhaban Suite # C-30(15th floor),27, Bijoy Nagar, Dhaka-1000
Cell # 01716-635751,E-mail:mujibcma2005@yahoo.com, mujibfcma2005@gmail.com,Web: www.taxlabbd.com

M.L. Dyeing & Textile Ind. PLC

Status of Compliance with the Corporate Governance Guideline (CGC)
For the year ended June 30, 2025

Status of compliance with the conditions imposed by the Commission's Notification No. SEC/CMRRCD/2006-158/207/Admin/80 dated 3 June 2018 issued under section 2CC of the Securities and Exchange Ordinance, 1969:

(Report under Condition No. 9.00)

Condition No.	Title	Complied	Not Complied	Remarks (IF ANY)
1	**Board of Directors**			
1(1)	**Size of the Board of Directors**			
	The total number of the board members of the company shall not be less than 5 (five) and more than 20 (twenty)	√		
1(2)	**Independent Directors**			
1(2)(a)	at least 2 (Two) or 1/5 (one-fifth) of the total number of directors of the Board whichever is higher; shall be independent directors; any fraction shall be considered to the next integer or whole number for calculating number of independent director(s)director(s); Provided that the Board shall appoint at least 1(One) female independent director in the Board of Directors of the company;	√		1) Mr. Mohammad Anwar Zahid Bhuiyan appointed as Independent Director. 2) Mrs. Rafiza Alam Lucky appointed as female independent director as per notification no BSEC/CMRRCD/2009-193/76/PRD/151 dated 04 April, 2024.
1(2)(b)	***For the purpose of this clause 'independent director' means a director-***			
1(2)(b)(i)	Who either does not hold any share in the company or holds less than one percent (1%) shares of the total paid-up shares of the company;	√		
1(2)(b)(ii)	who is not a sponsor of the company and is not connected with the company's any sponsor or director or nominated director or shareholder of the company or any of its associates, sister concerns, subsidiaries and parents or holding entities who holds one percent (1%) or more shares of the total paid up shares of the company on the basis of family relationship and his or her family members shall not hold above mentioned shares in the company;	√		
1(2)(b)(iii)	who has not been an executive of the company in immediately preceding 2 (two) financial years;	√		
1(2)(b)(iv)	who does not have any other relationship, whether pecuniary or otherwise, with the company or its subsidiary or associated companies;	√		
1(2)(b)(v)	who is not a member or TREC (Trading Right Entitlement Certificate) holder, director or officer of any stock exchange;	√		
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;	√		
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;	√		

1(2)(b)(viii)	who is not independent director in more than 5 (five) listed companies;	√		
1(2)(b)(ix)	who has not been convicted by a court of competent jurisdiction as a defaulter in payment of any loan or any advance to a bank or a Non-Bank Financial Institution (NBFI);	√		
1(2)(b)(x)	who has not been convicted for a criminal offence involving moral turpitude;	√		
1(2)(c)	The independent director(s) shall be appointed by the Board and approved by the shareholders in the Annual General Meeting (AGM); "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;"	√		
1(2)(d)	The post of independent director(s) cannot remain vacant for more than 90 (ninety) days;	√		
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 able to ensure compliance with financial laws, regulatory requirements and corporate laws and can make meaningful contribution to business;	√		
1(3)(b)	**Independent Director shall have following qualifications**			
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 business association;	-	-	
1(3)(b)(ii)	Corporate leader who is or was a top level executive not lower than Chief Executive Officer or Managing Director or Deputy Managing Director or Chief Financial Officer or Head of Finance or Accounts or Company Secretary or Head of Internal Audit and Compliance or Head of Legal Service or a candidate with equivalent position of an unlisted company having minimum paid up capital of Tk. 100.00 million or of a listed company;	-	-	
1(3)(b)(iii)	"Former or existing official of government or statutory or autonomous or regulatory body in the position not below 5th Grade of the national pay scale, who has at least educational background of bachelor degree in economics or commerce or business or law: Provided that in case of appointment of existing official as independent director, it requires clearance from the organization where he or she is in service; or"	-	-	
1(3)(b)(iv)	University Teacher who has educational background in Economics or Commerce or Business Studies or Law;	-	-	
1(3)(b)(v)	Professional who is or was an advocate practicing at least in the High Court Division of Bangladesh Supreme Court or a Chartered Accountant or Cost and Management Accountant or Chartered Financial Analyst or Chartered Certified Accountant or Certified Public Accountant or Chartered Management Accountant or Chartered Secretary or equivalent qualification;	√		
1(3)(c)	The independent director(s) shall have at least 10 (ten) years of experiences in any field mentioned in clause (b);	√		

1(3)(d)	In special cases, the above qualifications or experiences may be relaxed subject to prior approval of the Commission;			No such issue arose
1(4)	**Duality of Chairperson of the Board of Directors and Managing Director or Chief Executive Officer**			
1(4)(a)	The positions of the Chairperson of the Board and the Managing Director and/ or Chief Executive Officer (CEO) of the company shall be filled by different individuals;	√		
1(4)(b)	The Managing Director (MD) and/ or Chief Executive Officer (CEO) of a listed company shall not hold the same position in another listed company;	√		
1(4)(c)	The Chairperson of the Board shall be elected from among the non-executive directors of the company;	√		
1(4)(d)	The Board shall clearly define respective roles and responsibilities of the chairperson and the Managing Director and/ or Chief Executive Officer;	√		
1(4)(e)	In the absence of the chairperson of the Board, the remaining members may elect one of themselves from non-executive directors as Chairperson for that particular Board's meeting; the reason of absence of the regular Chairperson shall be duly recorded in the minutes.	√		
1(5)	**The Directors' Report to Shareholders:** The Board of the company shall include the following additional statements or disclosures in the Directors' Report prepared under section 184 of the companies Act, 1994:-			
1(5)(i)	An industry outlook and possible future developments in the industry;	√		
1(5)(ii)	The Segment-wise or product-wise performance;	√		
1(5)(iii)	Risks and concerns including internal and external risk factors, threat to sustainability and negative impact on environment, if any;	√		
1(5)(iv)	A discussion on Cost of Goods sold, Gross Profit Margin and Net Profit Margin, where applicable;	√		
1(5)(v)	A discussion on continuity of any Extra-Ordinary activities and their implications (gain or loss);			No such issue
1(5)(vi)	A detailed discussion on related party transactions along with a statement showing amount, nature of related party, nature of transactions and basis of transactions of all related party transactions;	√		
1(5)(vii)	A statement of utilization of proceeds raised through public issues, rights issues and/or any other instruments;	-	-	N/A
1(5)(viii)	An explanation if the financial results deteriorate after the company goes for Initial Public Offering (IPO), Repeat Public Offering (RPO), Rights Share Offer, Direct Listing, etc;	-	-	N/A
1(5)(ix)	An explanation on any significant variance that occurs between Quarterly Financial performance and Annual Financial statements;	√		
1(5)(x)	A statement of remuneration paid to the directors including independent directors	√		No Remuneration paid to Directors except MD during the period under review

1(5)(xi)	A statement that the financial statements prepared by the management of the issuer company present fairly its state of affairs, the result of its operations, cash flows and changes in equity;	√		
1(5)(xii)	A statement that proper books of account of the issuer company have been maintained;	√		
1(5)(xiii)	A statement that appropriate accounting policies have been consistently applied in preparation of the financial statements and that the accounting estimates are based on reasonable and prudent judgment;	√		
1(5)(xiv)	A statement that International Accounting Standards (IAS) or International Financial Reporting Standards (IFRS), as applicable in Bangladesh, have been followed in preparation of the financial statements and any departure there from has been adequately disclosed;	√		
1(5)(xv)	A statement that the system of internal control is sound in design and has been effectively implemented and monitored;	√		
1(5)(xvi)	A statement that minority shareholders have been protected from abusive actions by, or in the interest of, controlling shareholders acting either directly or indirectly and have effective means of redress;	√		
1(5)(xvii)	A statement that there is no significant doubt upon the issuer company's ability to continue as a going concern, if the issuer company is not considered to be a going concern, the fact along with reasons there of shall be disclosed;	√		
1(5)(xviii)	An explanation that significant deviations from the last year's operating results of the issuer company shall be highlighted and the reasons thereof shall be explained;	√		
1(5)(xix)	A statement where Key operating and financial data of at least preceding 5 (five) years shall be summarized;	√		
1(5)(xx)	An explanation on the reasons if the issuer company has not declared dividend (cash or stock) for the year;	√		The Company Board declared 0.50% Cash dividend
1(5)(xxi)	Board's statement to the effect that no bonus share or stock dividend has been or shall be declared as interim dividend;	√		No bonus share or stock dividend has been declared as interim dividend
1(5)(xxii)	The total number of Board meetings held during the year and attendance by each director;	√		
1(5)(xxiii)	A report on the pattern of shareholding disclosing the aggregate number of shares (along with name-wise details where stated below) held by:-			
1(5)(xxiii)(a)	Parent or Subsidiary or Associated Companies and other related parties (name-wise details);	√		
1(5)(xxiii)(b)	Directors, Chief Executive Officer, Company Secretary, Chief Financial Officer, Head of Internal Audit and Compliance and their spouses and minor children (name-wise details);	√		
1(5)(xxiii)(c)	Executives;	√		
1(5)(xxiii)(d)	Shareholders holding ten percent (10%) or more voting interest in the company (name-wise details);			N/A
1(5)(xxiv)	In case of the appointment or reappointment of a director, a disclosure on the following information to the shareholders:-			
1(5)(xxiv)(a)	a brief resume of the director	√		
1(5)(xxiv)(b)	nature of his or her expertise in specific functional areas;	√		

1(5)(xxiv)(c)	names of companies in which the person also holds the directorship and the membership of committees of the Board;	√		
1(5)(xxv)	A management's Discussion and Analysis signed by CEO or MD presenting detailed analysis of the company's position and operations along with a brief discussion of changes in the financial statements, among others, focusing on:			
1(5)(xxv)(a)	Accounting policies and estimation for preparation of financial statements;	√		
1(5)(xxv)(b)	Changes in accounting policies and estimation, if any, clearly describing the effect on financial performance or results and financial position as well as cash flows in absolute figure for such changes;	√		
1(5)(xxv)(c)	Comparative analysis (including effects of inflation) of financial performance or results and financial position as well as cash flows for current financial year with immediate preceding five years explaining reasons thereof;	√		
1(5)(xxv)(d)	compare such financial performance or results and financial position as well as cash flows with the peer industry scenario;	√		
1(5)(xxv)(e)	briefly explain the financial and economic scenario of the country and the globe;	√		
1(5)(xxv)(f)	risks and concerns issues related to the financial statements, explaining such risk and concerns mitigation plan of the company;	√		
1(5)(xxv)(g)	future plan or projection or forecast for company's operation, performance and financial position, with justification thereof, i.e., actual position shall be explained to the shareholders in the next AGM;	√		
1(5)(xxvi)	Declaration or certification by the CEO and the CFO to the Board as required under condition No. 3(3) shall be disclosed as per Annexure-A;	√		
1(5)(xxvii)	The report as well as certificate regarding compliance of conditions of this Code as required under condition No. 9 shall be disclosed as per **Annexure-B and Annexure-C**.	√		
1(5)(xxviii)	The Directors' report to the shareholders does not require to include the business strategy or technical specification related to products or services, which have business confidentiality.			
1(6)	**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.	√		
1(7)	**Code of Conduct for the Chairperson, other Board members and Chief Executive Officer**			
1(7)(a)	The Board shall lay down a code of conduct, based on the recommendation of the Nomination and Remuneration Committee (NRC) at condition No. 6, for the Chairperson of the Board, other board members and Chief Executive Officer of the company;	√		
1(7)(b)	The code of conduct as determined by the NRC shall be posted on the website of the company	√		

2	**Governance of Board of Directors of Subsidiary Company:**			
2(a)	Provisions relating to the composition of the Board of the holding company shall be made applicable to the composition of the Board of the subsidiary company;	-	-	N/A
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;	-	-	N/A
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;	-	-	N/A
2(d)	The minutes of the respective Board meeting of the holding company shall state that they have reviewed the affairs of the subsidiary company also;	-	-	N/A
2(e)	The Audit Committee of the holding company shall also review the financial statements, in particular the investments made by the subsidiary company.	-	-	N/A
3	**Managing Director (MD) or Chief Executive Officer (CEO), Chief Financial Officer (CFO), Head of Internal Audit and Compliance (HIAC) and Company Secretary (CS)**			
3(1)	**Appointment**			
3(1)(a)	The Board shall appoint a Managing Director (MD) or Chief Executive Officer (CEO), a Company Secretary (CS), a Chief Financial Officer (CFO) and a Head of Internal Audit and Compliance (HIAC);	√		
3(1)(b)	The positions of the Managing Director (MD) or Chief Executive Officer (CEO), Company Secretary (CS), Chief Financial Officer (CFO) and Head of Internal Audit and Compliance (HIAC) shall be filled by different individuals;	√		
3(1)(c)	The MD or CEO, CS, CFO and HIAC of a listed company shall not hold any executive position in any other company at the same time: Provided that CFO or CS of any listed company may be appointed for the same position in any other listed or non-listed company under the same group for reduction of cost or for technical expertise, with prior approval of the Commission: Provided further that the remuneration and perquisites of the said FCO or CS shall be shared by appointing companies proportionately;	√		
3(1)(d)	The Board shall clearly define respective roles, responsibilities and duties of the CFO, the HIAC and the CS;	√		
3(1)(e)	The MD or CEO, CS, CFO and HIAC shall not be removed from their position without approval of the Board as well as immediate dissemination to the Commission and stock exchange(s).	√		
3(2)	**Requirement to attend Board of Directors' Meetings:**			
	The MD or CEO, CS, CFO and HIAC of the company shall attend the meetings of the Board;	√		
3(3)	**Duties of Managing Director (MD) or Chief Executive Officer (CEO) and Chief Financial Officer (CFO)**			
3(3)(a)	The MD or CEO and CFO shall certify to the Board that they have reviewed financial statements for the year and that to the best of their knowledge and belief:	√		
3(3)(a)(i)	these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;	√		

3(3)(a)(ii)	these statements together present a true and fair view of the company's affairs and are in compliance with existing accounting standards and applicable laws;	√		
3(3)(b)	The MD or CEO and CFO shall also certify that there are, to the best of knowledge and belief, no transactions entered into by the company during the year which are fraudulent, illegal or in violation of the code of conduct for the company's Board or its members;	√		
3(3) (c)	The certification of the MD or CEO and CFO shall be disclosed in the Annual Report.	√		
4	**Board of Directors' Committee:-** For ensuring good governance in the company, the Board shall have at least following subcommittees:			
4(i)	Audit Committee	√		
4(ii)	Nomination and Remuneration Committee	√		
5	**Audit Committee.-**			
5(1)	**Responsibility to the Board of Directors**			
5(1)(a)	The company shall have an Audit Committee as a sub-committee of the Board;	√		
5(1)(b)	The Audit Committee shall assist the Board in ensuring that the financial statements reflect true and fair view of the state of affairs of the company and in ensuring a good monitoring system within the business;	√		
5(1)(c)	The Audit Committee shall be responsible to the Board; the duties of the Audit Committee shall be clearly set forth in writing.	√		
5(2)	**Constitution of the Audit Committee**			
5(2)(a)	The Audit Committee shall be composed of at least 3 (three) members;	√		
5(2)(b)	The Board shall appoint members of the Audit Committee who shall be non-executive directors of the company excepting Chairperson of the Board and shall include at least 1 (one) independent director;	√		
5(2)(c)	All members of the audit committee should be "financially literate" and at least 1 (one) member shall have accounting or related financial management background and 10 (ten) years of such experience;	√		
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 1 (one) month from the date of vacancy in the Committee to ensure continuity of the performance of work of the Audit Committee;	√		
5(2)(e)	The company secretary shall act as the secretary of the Committee;	√		
5(2)(f)	The quorum of the Audit Committee meeting shall not constitute without at least 1 (one) independent director.	√		
5(3)	**Chairperson of the Audit Committee**			
5(3)(a)	The Board shall select 1 (one) member of the Audit Committee to be Chairperson of the Audit Committee, who shall be an independent director;	√		

5(3)(b)	In the absence of the Chairperson of the Audit Committee, the remaining members may elect one of themselves as Chairperson for that particular meeting, in that case there shall be no problem of constituting a quorum as required under condition No. 5(4)(b) and the reason of absence of the regular Chairperson shall be duly recorded in the minutes.			No such Incidence arose
5(3)(c)	Chairperson of the Audit Committee shall remain present in the Annual General Meeting (AGM);	√		
5(4)	**Meeting of the Audit Committee**			
5(4)(a)	The Audit Committee shall conduct at least its four meetings in a financial year	√		
5(4)(b)	The quorum of the meeting of the Audit Committee shall be constituted in presence of either two members or two third of the members of the Audit Committee, whichever is higher, where presence of an independent director is a must.	√		
5(5)	**The Role of Audit Committee shall:-**			
5(5)(a)	Oversee the financial reporting process;	√		
5(5)(b)	monitor choice of accounting policies and principles;	√		
5(5)(c)	monitor Internal Audit and Compliance process to ensure that it is adequately resourced, including approval of the Internal Audit and Compliance Plan and review of the Internal Audit and Compliance Report;	√		
5(5)(d)	oversee hiring and performance of external auditors;	√		
5(5)(e)	hold meeting with the external or statutory auditors for review of the annual financial statements before submission to the Board for approval or adoption;	√		
5(5)(f)	review along with the management, the annual financial statements before submission to the Board for approval;	√		
5(5)(g)	review along with the management, the quarterly and half yearly financial statements before submission to the Board for approval;	√		
5(5)(h)	review the adequacy of internal audit function;	√		
5(5)(i)	review the Management's Discussion and Analysis before disclosing in the Annual Report;	√		
5(5)(j)	review statement of all related party transactions submitted by the management;	√		
5(5)(k)	review Management Letters or Letter of Internal Control weakness issued by statutory auditors;	√		
5(5)(l)	oversee the determination of audit fees based on scope and magnitude, level of expertise deployed and time required for effective audit and evaluate the performance of external auditors;	√		
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:			N/A
5(6)	**Reporting of the Audit Committee**			
5(6)(a)	**Reporting to the Board of Directors**			
5(6)(a)(i)	The Audit Committee shall report on its activities to the Board.	√		

5(6)(a)(ii)	The Audit Committee shall immediately report to the Board on the following findings, if any:-			
5(6)(a)(ii)(a)	report on conflicts of interests;			No such Incidence arose
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;			No such Incidence arose
5(6)(a)(ii)(c)	suspected infringement of laws, regulatory compliances including securities related laws, rules and regulations;			No such Incidence arose
5(6)(a)(ii)(d)	any other matter which the Audit Committee deems necessary shall be disclosed to the Board immediately;			No such Incidence arose
5(6)(b)	**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.			No such reportable incidence arose
5(7)	**Reporting to the Shareholders and General Investors:**			
	Report on activities carried out by the Audit Committee, including any report made to the Board under condition No. 5(6)(a)(ii) above during the year, shall be signed by the Chairperson of the Audit Committee and disclosed in the annual report of the issuer company.	√		
6	**Nomination and Remuneration Committee (NRC)**			
6(1)	**Responsibility to the Board of Directors**			
6(1)(a)	The company shall have a Nomination and Remuneration Committee (NRC) as a subcommittee of the Board;	√		
6(1)(b)	The NRC shall assist the Board in formulation of the nomination criteria or policy for determining qualifications, positive attributes, experiences and independence of directors and top level executive as well as a policy for formal process of considering remuneration of directors, top level executive;	√		
6(1)(c)	The Terms of Reference (TOR) of the NRC shall be clearly set forth in writing covering the areas stated at the condition No. 6(5)(b).	√		
6(2)	**Constitution of the NRC**			
6(2)(a)	The Committee shall comprise of at least three members including an independent director;	√		
6(2)(b)	At least 02 (two) members of the Committee shall be non-executive directors;	√		
6(2) (c)	Members of the Committee shall be nominated and appointed by the Board;	√		
6(2)(d)	The Board shall have authority to remove and appoint any member of the Committee;	√		
6(2)(e)	In case of death, resignation, disqualification, or removal of any member of the Committee or in any other cases of vacancies, the board shall fill the vacancy within 180 (one hundred eighty) days of occurring such vacancy in the Committee;			No such Incidence arose

6(2)(f)	The Chairperson of the Committee may appoint or co-opt any external expert and/or member(s) of staff to the Committee as advisor who shall be non-voting member, if the Chairperson feels that advice or suggestion from such external expert and/or member(s) of staff shall be required or valuable for the Committee;			No such Incidence arose
6(2)(g)	The company secretary shall act as the secretary of the Committee;	√		
6(2)(h)	The quorum of the NRC meeting shall not constitute without attendance of at least an independent director;	√		
6(2)(i)	No member of the NRC shall receive, either directly or indirectly, any remuneration for any advisory or consultancy role or otherwise, other than Director's fees or honorarium from the company.	√		
6(3)	**Chairperson of the NRC**			
6(3)(a)	The Board shall select 1 (one) member of the NRC to be Chairperson of the Committee, who shall be an independent director;	√		
6(3)(b)	In the absence of the Chairperson of the NRC, the remaining members may elect one of themselves as Chairperson for that particular meeting, the reason of absence of the regular Chairperson shall be duly recorded in the minutes;			No such Incidence arose
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;	√		
6(4)(c)	The quorum of the meeting of the NRC shall be constituted in presence of either two members or two third of the members of the Committee, whichever is higher, where presence of an independent director is must as required under condition No. 6(2)(h);	√		
6(4)(d)	The proceedings of each meeting of the NRC shall duly be recorded in the minutes and such minutes shall be confirmed in the next meeting of the NRC.	√		
6(5)	**Role of the NRC**			
6(5)(a)	NRC shall be independent and responsible or accountable to the Board and to the shareholders;	√		
6(5)(b)	NRC shall oversee, among others, the following matters and make report with recommendation to the Board;	√		
6(5)(b)(i)	formulating the criteria for determining qualifications, positive attributes and independence of a director and recommend a policy to the Board, relating to the remuneration of the directors, top level executive, considering the following:	√		
6(5)(b)(i)(a)	the level and composition of remuneration is reasonable and sufficient to attract, retain and motivate suitable directors to run the company successfully;	√		
6(5)(b)(i)(b)	the relationship of remuneration to performance is clear and meets appropriate performance benchmarks;	√		

6(5)(b)(i)(c)	remuneration to directors, top level executive involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the company and its goals;	√		
6(5)(b)(ii)	devising a policy on Board's diversity taking into consideration age, gender, experience, ethnicity, educational background and nationality;	√		
6(5)(b)(iii)	identifying persons who are qualified to become directors and who may be appointed in top level executive position in accordance with the criteria laid down, and recommend their appointment and removal to the Board;	√		
6(5)(b)(iv)	formulating the criteria for evaluation of performance of independent directors and the Board;	√		
6(5)(b)(v)	identifying the company's needs for employees at different levels and determine their selection, transfer or replacement and promotion criteria;	√		
6(5)(b)(vi)	developing, recommending and reviewing annually the company's human resources and training policies;	√		
6(5) (c)	The company shall disclose the nomination and remuneration policy and the evaluation criteria and activities of NRC during the year at a glance in its annual Report.	√		
7	**External or Statutory Auditors**			
7(1)	The issuer company shall not engage its external or statutory auditors to perform the following services of the company, namely:-			
7(1)(i)	appraisal or valuation services or fairness opinions;	√		No such incident arose
7(1)(ii)	Financial information systems design and implementation;	√		No such incident arose
7(1)(iii)	Book-keeping or other services related to the accounting records or financial statements;	√		No such incident arose
7(1)(iv)	Broker-dealer services;	√		No such incident arose
7(1)(v)	Actuarial services;	√		No such incident arose
7(1)(vi)	Internal audit services or special audit services;	√		No such incident arose
7(1)(vii)	Any service that the Audit Committee determines;	√		No such incident arose
7(1)(viii)	Audit or certification services on compliance of corporate governance as required under condition No. 9(1);	√		No such incident arose
7(1)(ix)	Any other service that creates conflict of interest.	√		No such incident arose
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 (AGM or EGM) to answer the queries of the shareholders.	√		
8	**Maintaining a website by the Company**			
8(1)	The company shall have an official website linked with the website of the stock exchange.	√		
8(2)	The company shall keep the website functional from the date of listing.	√		

8(3)	The company shall make available the detailed disclosures on its website as required under the listing regulations of the concerned stock exchange(s).	√		
9	**Reporting and Compliance of Corporate Governance**			
9(1)	The company shall obtain a certificate from a practicing Professional Accountant or Secretary (Chartered Accountant or Cost and Management Accountant or Chartered Secretary) other than its statutory auditors or audit firm on yearly basis regarding compliance of conditions of Corporate Governance Code of the Commission and shall such certificate shall be disclosed in the Annual Report.	√		
9(2)	The professional who will provide the certificate on compliance of this Corporate Governance Code shall be appointed by the shareholders in the annual general meeting.	√		
9(3)	The directors of the company shall state, in accordance with the Annexure-C attached, in the directors' report whether the company has complied with these conditions or not.	√		

Independent Auditor's Report

To the Shareholders of

M. L. DYEING & TEXTILE IND. PLC

Report on the Audit of the Financial Statements

Opinion

We have audited the financial statements of **M. L. DYEING & TEXTILE IND. PLC** (the "Company"), which comprise the Statement of Financial Position as at 30 June 2025, and Statement of Profit or Loss and Other Comprehensive Income, Statement of Changes in Equity and Statement of Cash Flows for the year then ended and notes to the financial statements, including a summary of significant accounting policies and other explanatory information.

In our opinion, the accompanying financial statements of the Company give a true and fair view of the financial position of the Company as at 30 June 2025, and of its financial performance and its cash flows for the year then ended in accordance with International Financial Reporting Standards (IFRSs) and other applicable laws and regulations.

Basis for Opinion

We conducted our audit in accordance with International Standards on Auditing (ISAs). Our responsibilities under those standards are further described in the 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), and we have fulfilled our other ethical responsibilities in accordance with the IESBA Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Emphasis of Matter.

We draw attention to the following matters through our report is not qualified in that regard.

i. As stated in Note no.5 Investment in Associate, the company had a block investment balance as of 30 June 2025 (Taka.204,200,000 as hold the threshold limit as director) of Sharp Industries PLC (R.N. Spinning Mills Ltd.) M.L Dyeing & Textile Ind. PLC, treat Sharp Industries PLC (R.N. Spinning Ltd.) as an associate. To consider equity method under IAS-28, due to the continuation of loss of Sharp Industries PLC (R.N. Spinning Ltd.), the initial investment balance (Taka. 204, 200,000) shown Nil in the current period since 2020.

ii. As per BSEC notification no. BSEC/CMRRCD/2021-386/03, Dated: January 14, 2021, any cash or stock dividend or right share are laying unclaimed or undistributed or un-allotted for a period of 3 (three) years or more, shall be transferred to the Capital market Stabilization Fund (CMSF). But the entity didn't transfer unclaimed Dividend amounting Tk. 2,203,014.25/- to Capital Market Stabilization Fund (CMSF) which is carry forwarded more than 3 years;

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.

Description of key audit matters	Our response to key audit matters
Revenue recognition	
At year end the company reported total revenue of BDT 851,371,527. The company generates revenue from sale of goods to export customers. The timing of the revenue recognized and realized increases the risk of exposure of revenue to foreign exchange fluctuations. There is also a risk that revenue may be overstated/understated due to the timing differences between L/C opening and goods exported. We identified revenue recognition as a key audit matter as it is one of the key performance indicators of the Company, which give risk to an inherent risk of the existence and accuracy of the revenue.	We have tested the design and operating effectiveness of key controls focusing on the following: - Obtaining an understanding of and assessing the design and operating effectiveness of controls designed to ensure that revenue is recognized in the appropriate accounting period; - Segregation of duties in invoice creation and modification and timing of revenue recognition; - Assessing the appropriateness of the Company's accounting policies for revenue recognition and compliance of those policies with applicable accounting standards; - Obtain supporting documentation for sale transaction recorded either side of year end to determine whether revenue was recognized in the current period; - Comparing a sample of revenue transactions recognized during the year with the sale invoices and other relevant underlying documentation; - Critically assessing manual journals posted to revenue to identify unusual or irregular items, and finally assessed the appropriateness and presentation of disclosures against relevant accounting standards. ***[See note number 18 for details]***
Valuation of Inventory	
The inventory of BDT 480,338,634 as at 30th June 2025, held in warehouses and across multiple product lines in the factory. Inventory value is measured as follows: Raw & packing materials including WIP on Moving average (Weighted) Cost, Finished Goods at lower of cost or estimated net realizable value, Stores Items at cost, Materials in-transit at Book value i.e. cost so far incurred. As a result, the management apply judgment in determining the appropriate values for value in use, working progress, values for slow moving or obsolete items. While excess holding of inventories could impact efficient use of working capital similarly lower level of inventories can result	We challenged the appropriateness of management's assumptions applied in calculating the value of the inventory provisions by: - Evaluating the design and implementation of key inventory controls operating across the company's factory and warehouse; - We have reconciled the inventory with purchase, production and sales to ensure the shown stock as on date was accurate. - Reviewing the historical accuracy of inventory provisioning and the level of inventory write- offs during the year; - Comparing the net realizable value, obtained through a detailed review of sales subsequent to the year-end, to the cost price of a sample of inventories

in stock outs or irregular supply to the market.	and comparison to the associated provision to assess whether inventory provisions are complete; - Obtaining a detailed review with the subsequent sales to compare with the net realizable value. ***[See note number 06 for details]***

Other information
Management is responsible for the other information. The other information comprises all of the information included 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 auditors' 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.

Responsibilities of Management and Those Charged with Governance for the Financial Statements
Management is responsible for the preparation and fair presentation of the financial statements in accordance with International Financial Reporting Standards (IFRSs) 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 International Standards on Auditing (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 International Standards on Auditing (ISAs), we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

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

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, 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 company's financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditors' report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

We have not come across any other key audit issue for the year under audit, and as such noting is reportable.

Report on other Legal and Regulatory Requirements

In accordance with the Companies Act, 1994 and the Securities and Exchange Rules 1987, we also report the following:

a) we have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit and made due verification thereof;

b) in our opinion, proper books of account as required by law have been kept by the Company so far as it appeared from our examination of those books;

c) the statement of financial position and statement of profit or loss and other comprehensive income together with the annexed notes 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.



Mohammad Fakhrul Alam Patwary FCA
Managing Partner
Enrolment No: 1249
M. Z. Islam & Co.
Chartered Accountants
DVC: 2510271249AS280578

Place: Dhaka
Dated: 27 October, 2025

M. L. DYEING & TEXTILE IND. PLC

STATEMENT OF FINANCIAL POSITION
AS AT JUNE 30, 2025

Particulars	Notes	Amount in Taka	
		June 30, 2025	June 30, 2024
ASSETS			
Non Current Assets		**2,556,443,545**	**2,706,320,849**
Property, Plant & Equipment	**4.00**	2,556,443,545	2,706,320,849
Investment in Associate Company	**5.00**	-	-
Current Assets		**1,135,995,346**	**810,814,575**
Inventories	**6.00**	480,338,634	244,397,559
Trade Receivables	**7.00**	438,241,578	446,527,330
Advance, Deposits and Prepayments	**8.00**	61,277,888	18,803,013
Cash and Cash Equivalents	**9.00**	156,137,246	101,086,673
Total Assets		**3,692,438,891**	**3,517,135,424**
EQUITY AND LIABILITIES			
Capital and Reserves		**3,090,909,666**	**3,087,046,372**
Share Capital	**10.00**	2,324,340,900	2,324,340,900
Retained Earnings	**11.00**	766,568,766	762,705,472
Non-Current Liabilities		**157,332,615**	**158,240,087**
Deferred Tax Liabilites	**12.00**	157,332,615	158,240,087
Current Liabilities		**444,196,610**	**271,848,965**
Trade Payables	**13.00**	-	-
Unclaimed Dividend	**14.00**	4,422,196	4,951,481
Short term Borrowings	**15.00**	403,224,430	246,653,388
Creditors & Accrues	**16.00**	17,578,045	10,900,034
Provision for Income Tax	**17.00**	18,971,939	9,344,062
Total Current & Non Current Liabilities		**601,529,225**	**430,089,052**
Total Equity and Liabilities		**3,692,438,891**	**3,517,135,424**
Net Asset Value Per Share	**28.00**	**13.30**	**13.28**

The annexed notes form an integral part of these financial statements.

Chairman | **Managing Director** | **Director**

Company Secretary | **Chief Financial Officer**

Signed as per our annexed report on even date.

Place: Dhaka
Dated: October 27, 2025

Mohammad Fakhrul Alam Patwary FCA
ICAB Enrollment No. 1249
Managing Partner
M. Z. Islam & Co.
Chartered Accountants
DVC: 2510271249AS280578

M. L. DYEING & TEXTILE IND. PLC

STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME
FOR THE YEAR ENDED JUNE 30, 2025

Particulars	Notes	Amount in Taka	
		June 30, 2025	June 30, 2024
Export	18	851,371,527	859,545,515
Less: Cost of Export	19	791,064,334	794,578,116
Gross Profit		**60,307,193**	**64,967,399**
Less: Operating Expenses	20	19,049,584	19,183,277
Operating Income		**41,257,609**	**45,784,122**
Less: Financial Expenses	21	33,484,314	12,143,908
Add/(Less): Foreign Exchange gain or loss	22	561,357	1,929,466
Net operating Income		**8,334,652**	**35,569,680**
Add: Other non-operating income	23	4,249,047	4,062,137
Add: Share of Profit/Loss of associate	24	-	-
Net profit before tax		**12,583,699**	**39,631,817**
Income Tax Expenses	25	**8,720,405**	**7,856,691**
Current Tax		9,627,877	8,872,225
Deferred Tax Income / (Expenses)		(907,472)	(1,015,534)
Net Profit after tax		**3,863,294**	**31,775,126**
Earnings Per Share (EPS)	27	**0.02**	**0.14**

The annexed notes form an integral part of these financial statements.

Chairman | **Managing Director** | **Director**

Company Secretary | **Chief Financial Officer**

Place: Dhaka
Dated: October 27, 2025

Mohammad Fakhrul Alam Patwary FCA
ICAB Enrollment No. 1249
Managing Partner
M. Z. Islam & Co.
Chartered Accountants
DVC: 2510271249AS280578

M. L. DYEING & TEXTILE IND. PLC
STATEMENT OF CHANGES IN EQUITY
FOR THE YEAR ENDED JUNE 30, 2025

Particulars	Ordinary Share Capital	Retained Earnings	Total
As at July 01, 2024	2,324,340,900	762,705,472	3,087,046,372
Less: Dividend	-	-	-
Net Profit during the year	-	3,863,294	3,863,294
Total as at June 30, 2025	**2,324,340,900**	**766,568,766**	**3,090,909,666**

M. L. DYEING & TEXTILE IND. PLC
STATEMENT OF CHANGES IN EQUITY
FOR THE YEAR ENDED JUNE 30, 2024

Particulars	Ordinary Share Capital	Retained Earnings	Total
As at July 01, 2023	2,324,340,900	777,417,164	3,101,758,064
Less: Dividend	-	(46,486,818)	(46,486,818)
Net Profit during the year	-	31,775,126	31,775,126
Total as at June 30, 2024	**2,324,340,900**	**762,705,472**	**3,087,046,372**

The annexed notes form an integral part of these financial statements.

Chairman **Managing Director** **Director**

Company Secretary **Chief Financial Officer**

Signed as per our annexed report on even date.

M. L. DYEING & TEXTILE IND. PLC

STATEMENT OF CASH FLOWS
FOR THE YEAR ENDED JUNE 30, 2025

Particulars	Amount in Taka	
	30-06-2025	30-06-2024
A .Cash Flow From Operating Activities:		
Collection from Customers	867,236,084	816,386,070
Collection from other non-operating income	4,249,047	4,062,137
Cash paid to Suppliers and others	(914,234,714)	(790,077,912)
Paid for operating Expenses	(10,513,426)	(19,075,239)
Cash generated by operations	**(53,263,009)**	**11,295,056**
Income tax paid	(9,292,507)	(8,433,323)
Net cash flow from Operating activities	**(62,555,516)**	**2,861,733**
B. Cash Flow From Investing Activities:		
Purchase of Fixed Assets	(4,968,341)	(18,067,657)
Net cash flow from Investing activities	**(4,968,341)**	**(18,067,657)**
C. Cash Flow From Financing Activities:		
Increase/ Decrease in Short term loan from bank	156,571,042	67,570,300
Dividend Paid	(529,285)	(46,299,719)
Payment for financial Expenses	(33,484,314)	(12,143,908)
Net Cash flow from financing activities	**122,557,443**	**9,126,673**
D.Increase/(Decrease) in cash and cash equivalents (A+B+C)	55,033,586	(6,079,251)
E.Foreign Exchange gain or loss (FC account)	16,987	52,639
E.Opening cash and cash equivalents	101,086,673	107,113,285
G.Closing cash and cash equivalents (D+E+F)	**156,137,246**	**101,086,673**
Net Operating Cash Flow Per Share	**(0.27)**	**0.01**

The annexed notes form an integral part of these financial statements.

Chairman | **Managing Director** | **Director**

Company Secretary | **Chief Financial Officer**

Signed as per our annexed report on even date.

M. L. DYEING & TEXTILE IND. PLC
Notes, comprising summary of significant accounting policies and other explanatory information
For the year ended June 30, 2025

1.00 The Company and its operations

1.01 Legal form of the Company

The Company was incorporated on March 21, 2001 as a 'Private' company limited by shares, registered under the Companies Act 1994 vide Certificate of Incorporation No.C-42701(2060)2001. The company converted into a 'Public' Limited Company on 02-06-2010. Name of the Company changed from M.L. Dyeing Limited to M.L Dyeing & Textile Ind. Plc on 05-06-2023.

1.02 Address of the Registered and Corporate Office

The registered office of the company is located on Zamirdia, 10 Hobirbari, Valuka, Mymensingh and Corporate office at House No: 11 (Unit-6A), Road No: 12, Block # F, Niketon, Gulshan-1, Dhaka-1212.

1.03 Nature of Business activities

The principal activities of the company are to carry on the business of dyeing and finishing yarn for 100% export-oriented sweater industries and Spinning of Cotton yarn for export-oriented textile industry in Bangladesh.

1.04.1 Capital Structure of the Company

Detailed break down of the capital structure of the company has been presented under.

Particulars	Taka.
Authorized Capital 310,000,000 Ordinary Shares of Taka 10/= each	3,100,000,000
Issued, subscribed, called-up and paid-up capital 232,434,090 ordinary shares of Taka 10/= each fully paid up	2,324,340,900

1.04.2 Production Plant

Production Plant of the company is situated at Valuka, Mymensingh. Production facility of the company comprises of namely 'Hanks' and 'Cone'. Production Plant of Spinning Unit is situated at Mohona, Vabanipur, Gazipur Sadar, Gazipur in Bangladesh.

2.00 BASIS OF PREPARATION OF FINANCIAL STATEMENTS

2.01 Statement of Compliance

The financial statements have been prepared in compliance with the requirements of the Companies Act 1994, the Securities & Exchange Rules 1987, the Listing Regulations of Dhaka Stock Exchange (DSE) and Chittagong Stock Exchange (CSE) and other relevant local laws as applicable and in accordance with the applicable International Financial Reporting Standards (IFRS) including International Accounting Standards (IAS) adopted by the Institute of Chartered Accountants of Bangladesh (ICAB) based on International Accounting Standards (IAS) and International Financial Reporting Standards (IFRS).

2.02 Regulatory Compliances

As required by the company, the management complies with the following major legal provisions in addition to the Companies Act 1994 and other applicable laws and regulations:

The Income Tax Act 2023;
The Value Added Tax Act 2012;
The Value Added Tax Rules 2016
The Companies Act 1994,

The Customs Act 2023
Bangladesh labour law 2006 (Amended)
Labor rules, 2015;
The Securities and Exchange Rules, 2020 and
Other related rules and regulations.

2.03 Components of the Financial Statements

According to the International Accounting Standards IAS-1 as adopted by ICAB as IAS-1 "Presentation of Financial Statements" the complete set of financial statements includes the following components.

i. Statement of financial position as at June 30, 2025;
ii. Statement of Profit or Loss and other comprehensive income for the year ended June 30, 2025;
iii. Statement of cash flows for the financial year ended June 30, 2025;
iv. Statement of changes in equity for the financial year ended June 30, 2025;
v. Notes, comprising summary of significant accounting policies and other explanatory information for the year ended June 30, 2025.

2.04 Measurement Bases used in preparing the Financial Statements

The financial statements have been prepared on the historical cost basis, and therefore, do not take into consideration the effect of inflation. The accounting policies, unless otherwise stated, have been consistently applied by the company and are consistent with those of the previous period.

2.05 Reporting Currency and Level of Precision

The financial statements are presented in Bangladeshi currency (Taka), which is the Company's functional currency. All financial information presented in Taka have been rounded off to the nearest Taka.

2.06 Preparation and Presentation of Financial Statements of the Company

The Board of Directors of the company is responsible for the preparation and presentation of financial statements of M. L. Dyeing & Textile Ind. PLC

2.07 Use of Estimates and Judgments

The preparation of these financial statements, in conformity with IAS/IFRS, required management to make judgments, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. Actual amounts may differ from these estimates.

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

In particular, information about significant areas of estimation on uncertainty and critical judgments 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: 4 Property, Plant and Equipment
Note: 6 Inventories
Note: 7 Trade & Other Receivables
Note: 8 Advances, Deposits and Pre-payments
Note: 12 Deferred Tax Liabilities
Note: 13 Trade Payables
Note: 17 Provision for Income tax

2.08 Reporting Period

The financial period of the companies covers 1 (one) year from July 01, 2024 to June 30, 2025.

2.09 Statement of Cash Flows

Statement of cash flows is prepared in accordance with "IAS 7: Statement of Cash Flows and the cash flows from operating activities have been presented under Direct Method as required by the Securities and Exchange Rules 1987 and considering the provisions that "Enterprises are Encouraged to Report Cash Flow from Operating Activities using the Direct Method".

2.10 Compliance with the Requirements of Notification of the Securities and Exchange Commission dated 04.06.2008 under ref. # SEC/CMMRPC/2008-181/53/Adm/03/28

a) Notes to the financial statements marked from 3.00 to 3.24 setting out the policies are unambiguous with respect to the reporting framework on which the accounting policies are based.

b) The accounting policies on all material areas have been stated clearly in the notes marked from 3.00 to 3.24.

c) The accounting standards that underpin the policies adopted by the company can be found in the following places of the notes to the financial statements where is applicable:

Sl. No.	Name of the IAS	IAS's No.
1	Presentation of Financial Statements	1
2	Inventories	2
3	Statement of Cash Flows	7
4	Accounting policies, Changes in accounting Estimates & Errors	8
5	Events after the Reporting Period	10
6	Income Taxes	12
7	Property, Plant and Equipment	16
8	Employee Benefits	19
9	The Effects of Changes in Foreign Exchange Rates	21
10	Borrowing Costs	23
11	Related Party Disclosures	24
12	Accounting and Reporting by Retirement Benefit Plans	26
13	Separate Financial Statements	27
14	Investment in Associates & Joint Venture	28
15	Earnings Per Share	33
16	Interim Financial Reporting	34
17	Impairment of Assets	36
18	Provision, Contingent Liabilities and Contingent Assets	37
19	Intangible Assets	38
20	Financial Instruments: Recognition & Measurement	39

SL. No.	Name of the IFRS	IFRS No.
1	Financial Instruments: Disclosures	7
2	Operating Segments	8
3	Financial Instruments	9
4	Revenue from Contracts with Customers	15
5	Leases	16

d) The financial statements are in compliance with the International Financial Reporting Standards (IFRS) which are adopted from the International Financial Reporting Standards (IFRS) issued by the International Accounting Standards Board (IASB).

3.00 SIGNIFICANT ACCOUNTING POLICIES

The specific accounting policies have been selected and applied for significant transactions and events that have a material effect within the framework for the preparation and presentation of financial statements.

3.1 Property, Plant & Equipment

3.1.1 Property, Plant and equipment

Property, Plant and Equipment are accounted for according to IAS 16 (Property, Plant and Equipment) at Historical cost less accumulated depreciation except land and Land development. The cost of self constructed /installed assets includes the cost of materials, direct labor and other cost directly attributable to bringing the assets to the working condition for the indented use and for dismantling and removing the items and restoring the site on which they are located.

The gain or loss arising on the disposal or retirement of an asset is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognized as non operating income or loss and reflected in the profit and loss account.

3.1.2 Depreciation of fixed assets

Depreciation is provided on reducing balance method (except Land & Land Development) on the cost at which the asset is carried in the books of account.
Depreciation has been charged on additions of fixed assets on the period of available for utilization. The depreciation /amortization rate(s) are as follows:

Category of fixed assets	Rate %
Land and Land Development	-
Factory Building	2.50
Plant & Machinery	10
Power Generator set	10
Electrical Installation	10
Boiler	10
Compressor	10
Fork lift	10
ETP Plant	10
Gas Installation	10
Air Condition Installation	10
Telephone Installation	20
Office Equipment	10
Furniture & Fixture	20
Motor Car	20

3.1.3 Impairment of Assets

No fact and circumstances indicate that company's assets including property, plant and equipment may be impaired. Hence, no evaluation of recoverability of assets was performed. Due to unreachability of product market, most of the machine of dyeing unit are not in operation, as a result most are machine related unit are sitting idle. Management of the company are suspected to run the unit in near future time as product market are not available in present situation.

3.2 Inventories

3.2.1 Valuation of Inventories

Inventories are valued by the following basis in compliance with the requirements of Para 21 and 25 of IAS 2: inventories

Category of Stocks	Basis of valuation
Raw & packing materials including WIP	: Moving average (Weighted) Cost
Finished Goods at Factory	: At lower of cost or net estimated realizable value
At warehouses	: At cost
Stores Items	: At cost
Materials in-transit	: Book value (i.e. cost so far incurred).

Cost comprises of the value of materials and attributable direct labor, depreciation & production overheads.

3.3 Revenue Recognition

In compliance with the requirements of IFRS 15 "Revenue from contracts with customers", Entity recognize revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. Revenue is recognized only when following steps match with a transaction;

a) Identification of the contract(s) with a customer;
b) Identification the performance obligation in a contract;
c) Determine the transaction price
d) Allocate the transaction price to the performance obligations in the contract;
e) Recognition revenue when (or as) the entity satisfies a performance obligation;

3.4 Foreign Currency Transaction/Translation

Foreign currency transactions are translated into Bangladeshi Taka at the exchange rates ruling at the transaction dates according to IAS 21: The effect of changes in Foreign Exchange Rates". Monetary assets and liabilities denominated in the foreign currencies are translated at prevailing rates on the balance sheet (Financial position) date. Non monetary assets and liabilities denominated in foreign currencies, which are related at historical cost are translated into Bangladesh Taka at the exchange rate ruling at the date of transactions. Foreign exchange gain/loss has been recognized in connection with foreign currency transaction since all such transactions are in US dollars and significant gains/losses evens out during regular course of company's business.

3.5 Financial Instruments

Non-derivative financial instruments comprise trade receivables, trade payables, cash and cash equivalents.

Trade Receivables

Trade and other receivables are recognized initially at invoice value and subsequently measured at the remaining amount less allowance for doubtful receivable at the year end, if any. Receivables from foreign currency transactions are recognized in Bangladeshi Taka using exchange rates prevailing on the date of transaction.

Trade Payables

Liabilities are recorded at the amount payable for settlement in respect of goods and services received by the company, whether or not billed by the suppliers.

Investment in Associate Company

The company has share investment in Sharp Industries Ltd. (R.N. Spinning Mills Limited) for 20,420,000 ordinary shares of Tk. 10/- each (at par) amounting Tk. 204,200,000. Carrying value of the investment as on June 30, 2025 stood at Tk. Nil being the proportioned profit & loss has been adjusted with the investment for no. of 6,191,603 ordinary shares being 2.04% of total re-structured ordinary shares of Sharp Industries Ltd.

Cash and Cash Equivalents

Cash and cash equivalents consist of cash in hand and with banks on current and deposit accounts and short-term investments which are held and available for use by the company without any restriction. There is insignificant risk of change in value of the same.

3.6 Taxation

3.6.1 Current Tax

Provision for income tax has been made on operating income at the rate of 15% as per Income Tax Act 2023. Income from other sources like sale of wastage is taxed at 25.00% and adequate provision has been made in this regard.

3.6.2 Deferred Tax

The company has decided to adopt policy of recognition of deferred tax in accordance with the International Accounting Standard 12 (IAS-12), deferred tax is provided using the liability method for temporary difference between the carrying value of fixed assets as per accounts and the corresponding income tax written down value. Deferred tax is calculated at the effective income tax rate prevailing at the statement of financial position date.

3.7 Provisions

As per "IAS 37: Provisions, Contingent Liabilities and Contingent Assets' a provision recognized on the date of statement of financial position if, as a result of past event, the company has a present obligation that can be estimated reliably, and it is probable the outflow of economic benefits will be required to settle the obligation.

A provision is recognized if, as a result of a past event, the company has a present legal or constructive obligation that can be estimated reliably, and it is probable that an outflow of economic benefit will be required to settle the obligation.

3.8 Contingencies

Contingent liabilities and assets are current or possible obligations or assets, arising from past events and whose existence is due to the occurrence or non-occurrence of one or more uncertain future events which are not within the control of the company. The company has no contingent assets or liabilities which require disclosure under IAS -37 "Provisions, contingent liabilities and contingent assets" and are not recognized in the financial statements.

3.9 Earnings per Share (EPS)

The company calculates Earnings per Share (EPS) in accordance with IAS 33 "Earnings Per Share" which has been shown on the face of statement of profit or loss and other Comprehensive Income and the computation of EPS is stated in Note-27 of the financial statements.

Basic Earnings per Share

This represents earnings for the period attributable to the ordinary shareholders. As there no preference dividend, minority interest or extra ordinary items, the net profit for the period has been considered as fully attributable to ordinary shareholders. Basic earnings per Share have been calculated by dividing the net profit or loss by the number of ordinary share outstanding during the period.

Diluted Earnings per Share (DEPS)
Diluted EPS is determined by adjusting the profit or loss attributable to ordinary shareholders and weighted average number of ordinary shares outstanding, for the effect of all dilutive potential ordinary shares. However, dilution of EPS is not applicable for these financial statements as there were no potential ordinary shares during the relevant period.

3.10 Operating Segment
No segmental reporting is applicable for the company as required by "IFRS 8: Operating Segments" as the company at present operates in a single industry segment and within as a geographical segment. Another production unit called "Spinning Unit" is under construction level and will go into production shortly, and then segment wise report will be presented.

3.11 Going Concern
The company has adequate resources to continue its operations for foreseeable future. For this reason, the directors continue to adopt the going concern basis in preparing the accounts. The resources of the company are sufficient to meet the present obligation of its existing businesses and operations.

3.12 Related Party Disclosures
The company carried out transactions with related parties in the normal course of business and on arms' length basis. The information as required by IAS 24: Related Party Disclosures has been disclosed.

3.13 Financial Risk Management Policies
The company is exposed to normal business risks from changes in market interest rates and currency exchange rates and from non-performance of contractual obligations by counterparties. The company does not hold or issue derivative financial instruments for speculative or trading purposes.

Interest Rate Risk
The company has no significant risk of fluctuations in interest rates.

Foreign Currency Risk
The company is exposed to foreign currency risk relating to purchases which are denominated in foreign currencies. The company primarily utilizes forward exchange contracts with maturities of less than one year to hedge such financial liabilities denominated in foreign currencies. The forward exchange contracts entered into at the reporting date also relate to anticipated purchases, denominated in foreign currencies, for the subsequent period.

Credit Risk
Credit risk is the potential financial loss resulting from the failure of a customer or counterparty to settle its financial and contractual obligations to the company as and when they fall due.

Management has a credit policy in place and the exposure to credit risk is monitored on an ongoing basis. Credit evaluations are performed on all customers requiring credit over a certain amount. At the reporting date there were no significant concentrations of credit risk. The maximum exposure to credit risk is represented by the carrying amount of each financial asset in the statement of financial position. However, due to the large number of parties comprising the group's customer base, Management does not anticipate material losses from its debt collection.

Liquidity Risk
The company monitors its liquidity risk and maintains a level of cash and cash equivalents deemed adequate by management to finance the company operations and to mitigate the effects of fluctuations in cash flows.

Fair Values
The fair value is the amount for which an asset could be exchanged, or a liability settled, between knowledgeable, willing parties in an arm's length transaction.

The fair value of trade and other short-term receivables are taken to approximate their carrying value. The fair value of financial assets and liabilities approximate their carrying value.

3.14 Risk and Uncertainties for use of Estimates in preparation of financial statements.
The preparation of financial statements requires management to make judgments, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses and disclosure requirements for contingent assets and liabilities during and at the date of financial statements. Actual results may differ from those estimates. Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions of accounting estimates are recognized in the period in which the estimate is revised and in any future periods affected as required by IAS 8: Accounting Policies, Changes in Accounting Estimates and Errors.

3.15 Employee benefits (IAS 19):
The company has accounted for and disclosed employee benefits in compliance with the provisions of IAS 19: Employee Benefits.

The cost of employee benefits is charged of as revenue expenditure in the period to which the contributions relate.

The company's employee benefits include the following:

Short-term employee benefits include salaries, bonuses, house rent, medical fees etc. Obligations for such benefits are measured on an undiscounted basis and are expensed as the related service is provided.

Contribution to Sector based Central Fund.
The company will contribute to the Central Fund after established of the fund by relevant authority as per provisions of the Bangladesh Labor Law (amended), 2013 and is payable to workers as defined in the said law.

3.16 Borrowing costs
In compliance with the requirements of IAS 23 (Borrowing Costs), borrowing costs of operational period on short term loan and overdraft facilities from Islami Bank Bangladesh Ltd and Al-Arafah Islami Bank Ltd. was charged off as revenue expenditure as they incurred.

3.17 Investment in Associate
In compliance with the requirements of IAS 28 (Investment in Associate and Joint Venture), Equity method has been applied to determine carrying value of investment in Associate company, Proportioned profit of associate company has been charged in relevant year's Statement of Profit or Loss and Other comprehensive Income. In order to determine any Impairment loss necessary step has been followed and no impairment loss incurred during the period.

3.18 Intangible Assets
The company has no intangible assets.

3.19 Bad and doubtful debts
No provision has been made for bad and doubtful debts since sales / export are based on 100% confirmed letter of credit with fixed maturity date.

3.20 Advertising and promotional expenses

All costs associated with advertising and promotional activities are charged in the period they were incurred.

3.22 Related Parties disclosure

3.22.1 Equity Participation

The company has share investment in Sharp Industries Ltd. (R.N. Spinning Mills Limited) for 20,420,000 ordinary shares of Tk. 10/- each (at par) amounting Tk. 204,200,000. Carrying value of the investment as on June 30, 2025 stood at Tk. Nil being the proportioned profit & loss has been adjusted with the investment for no. of 6,191,603 ordinary shares being 2.04% of total re-structured ordinary shares of Sharp Industries Ltd. (R.N. Spinning Mills Ltd.).

3.22.2 Business Transaction

SL. No.	Name of company	Nature of transaction	Balance as at 30-06-2025 (Tk.)
01.	Far Chemical & Textile PLC .	No	Nil
02.	Sharp Industries PLC	No	Nil

3.24 Date of Authorization and Proposed Dividend

The financial statements were authorized for issue by the Board of Directors of the company on October 27, 2025. Board of Directors recommended 0.50% cash dividend for the financial year ended 30th June, 2025. Therefore, amount to be distributed as dividend will be given subject to final approval by the shareholders at the company's forthcoming AGM.

3.25 General

i) Comparative figures have been re-arranged where considered necessary to ensure better comparability with the current period without causing any impact on the profit and value of assets and liabilities as reported in the financial statements.

ii) Figures for the period have been rearranged wherever considered necessary to ensure comparability with the current period.

Notes	Particulars		Amount in Taka	
			June 30, 2025	June 30, 2024
4.00	**Property, Plant & Equipment**			
	The above balance is made up as follows:			
	A. At cost			
	Opening balance		4,812,472,882	4,794,405,225
	Add: Acquisition during the year-Dyeing Unit		61,000	1,376,570
	Add: Acquisition during the year-Spinning Unit		4,907,341	16,691,087
	Total available		**4,817,441,223**	**4,812,472,882**
	B. Accumulated Depreciation			
	Opening balance		2,106,152,033	1,937,370,049
	Charged during the year-Dyeing Unit		96,228,687	105,130,422
	Charged during the year- Spinning Unit		58,616,958	63,651,562
	Total accumulated depreciation		**2,260,997,678**	**2,106,152,033**
	Written Down Value as at June 30, 2025 (A-B)		**2,556,443,545**	**2,706,320,849**
	Details shown in Annexure-A & Annexure-B			
5.00	**Investment in Associate Company**			
	Sharp Industries PLC (R.N.Spinning Mills Ltd,Cost of Investment Tk. 204,200,000)		-	-
	Share of Profit in Associates during the year		-	-
	Total:		**-**	**-**
	No realized gain on the total Investment for the year 2024-2025 is nil.			
6.00	**Inventories**			
	Inventories - Dyeing Unit	**6.A**	4,803,764	5,140,058
	Inventories - Spinning Unit	**6.B**	475,534,870	239,257,501
			480,338,634	**244,397,559**
6.A	**Inventories - Dyeing Unit**			
	Raw Materials - Yarn	**6.01**	1,504,782	1,510,178
	Raw Materials - Chemicals	**6.02**	3,204,127	3,352,417
	Work in process		1,421	172,418
	Packing Materials	**6.03**	68,975	70,514
	Finished Goods		12,041	20,548
	Store Items	**6.04**	12,418	13,983
	Total:		**4,803,764**	**5,140,058**
6.01	**Raw Materials-Yarn**			
	Opening balance		1,510,178	11,793,521
	Add: Purchase during the year		-	-
	Raw materials available for production		**1,510,178**	**11,793,521**
	Less: Input to production		5,396	10,283,343
	Closing balance		**1,504,782**	**1,510,178**
6.02	**Raw Materials- Chemicals**			
	Opening balance		3,352,417	7,251,063
	Add: Purchase during the year		-	90,500
	Raw materials available for production		**3,352,417**	**7,341,563**
	Less: Input to production		148,290	3,989,146
	Closing balance		**3,204,127**	**3,352,417**
6.03	**Packing Materials**			
	Opening balance		70,514	221,036
	Add: Purchase during the year		-	788,460
			70,514	**1,009,496**
	Less: Consumption during the year		1,539	938,982
	Closing balance		**68,975**	**70,514**

Notes	Particulars		Amount in Taka	
			June 30, 2025	June 30, 2024
6.04	**Store Items**			
	Opening balance		13,983	274,157
	Add: Purchase during the year		104,800	881,292
			118,783	**1,155,449**
	Less: Consumption during the year		106,365	1,141,466
	Closing balance		**12,418**	**13,983**
6.B	**Inventories - Spinning Unit**			
	Raw Materials - Cotton	6.05	99,200,711	137,624,489
	Work in process		6,205,187	6,528,719
	Packing Materials	6.06	450,639	401,271
	Finished Goods		368,704,148	93,166,980
	Store Items	6.07	974,185	1,536,042
	Total:		**475,534,870**	**239,257,501**
6.05	**Raw Materials- Cotton**			
	Opening balance		137,624,489	45,240,986
	Add: Purchase during the year		702,446,912	558,123,186
	Raw materials available for production		**840,071,401**	**603,364,172**
	Less: Input to production		740,870,690	465,739,683
	Closing balance		**99,200,711**	**137,624,489**
6.06	**Packing Materials**			
	Opening balance		401,271	630,721
	Add: Purchase during the year		8,858,765	6,345,560
			9,260,036	**6,976,281**
	Less: Consumption during the year		8,809,397	6,575,010
	Closing balance		**450,639**	**401,271**
6.07	**Store Items**			
	Opening balance		1,536,042	1,834,210
	Add: Purchase during the year		2,174,196	530,131
			3,710,238	**2,364,341**
	Less: Consumption during the year		2,736,053	828,299
	Closing balance		**974,185**	**1,536,042**

Raw Materials: It consist of import value and local expenses incurred upto warehouse. Inventory system is maintained on FIFO basis.
Work in process: It consist of cost of raw materials, chemicals and packing materials only.
Finished Goods: It includes the cost incurred upto cost of goods available for sale.
Store Items: It consist of the total cost of spare parts, loose tools and consumable items.

7.00 Trade and other Receivables

The above is the amount of receivable against export bills as on June 30, 2025. This is considered as good & realizable and is secured by export letter of credit duly accepted by L/C opening bank.

Opening balance		446,527,330	382,120,259
Add:Export		851,371,527	859,545,515
		1,297,898,857	**1,241,665,774**
Less: Realization during the year		859,657,279	795,138,444
	Total:	**438,241,578**	**446,527,330**

This is considered as fully secured and guaranteed payment by export letter of credit opening bank against export order and is considered good & realizable within one year as per the terms of export letter of credit. The classification of receivables as required by the Schedule XI of the Companies Act, 1994 are given below:

Notes	Particulars	Amount in Taka	
		June 30, 2025	June 30, 2024

Sl	Particulars	Amount	
		2025	2024
I	Receivables considered good and in respect of which the company is fully secured.	438,241,578	446,527,330
II	Receivables considered good for which the company holds no security other than the debtors personal security.	-	-
III	Receivables considered doubtful or bad.	-	-
IV	Receivables due by directors or other officers of the company or any of them either severally or jointly with any other person or debts due by firms or private companies respectively in which any director is a partner or a director or a member.	-	-
V	Receivables due by companies under same management.	-	-
VI	The maximum amount due by directors or other officers of the company at any time during the year.	-	-
Total		**438,241,578**	**446,527,330**

Ageing of the above Receivables is given below:

1-6 Months	268,798,526	373,529,130
More than 6 months	169,443,052	72,998,200

8.00 Advances, Deposits & Prepayments

Titas Gas		1,868,000	1,868,000
Electricity		3,278,920	3,278,920
L/C Margin		29,909,302	-
Sundry Advances	8.01	8,495,836	5,222,770
Advance Income Tax	8.02	17,725,830	8,433,323
Total:		**61,277,888**	**18,803,013**

8.01 Sundry Advances

M/S. Gazi Enterprise	2,415	2,415
Advance Salary	-	242,974
Uttom Kumar Ray	1,915,355	674,121
M/S. Mita Engineering	1,187,147	590,147
M/S. Fucas Auto Ceramic	75,500	75,500
Mr. Akik Habibuzaman	279,500	-
M/S. Bangla Track	599,040	-
M/S.Delta Transport	51,000	51,000
M/S. Gowce Enterprise	-	134,000
M/S. MLD C & F	3,180	9,761
M/S. JM Transport	74,000	53,400
Md. Shajedur Rahman	628,445	401,755
Md. Satcome IT Ltd.	100,000	-
M/S. Power Breez Elec. Solution Ltd.	849,328	-
M/S. Mask Power	425,000	425,000
M/S. A & S Engineering Ltd	44,229	-
M/S. Kaltimax Service	-	1,400,000
M/S. Azmi Enterprise	117,500	117,500
M/S. SB Communication	6,871	3,871
M/S. Shafiqul Enterprise	896,000	-
M/S. Shathi Enterprise	1,241,326	1,041,326
Total:	**8,495,836**	**5,222,770**

Notes	Particulars		Amount in Taka	
			June 30, 2025	June 30, 2024
8.02	**Advance Tax**			
	Opening Balance		8,433,323	22,142,848
	Addition during the year - Interest Income		572,102	576,632
	Addition during the year - Dividend Income		123,832	-
	Addition during the year - Export		8,596,573	7,856,691
			17,725,830	**30,576,171**
	Less: Adjustment during the year		-	22,142,848
	Total:		**17,725,830**	**8,433,323**
9.00	**Cash and Cash Equivalents**			
	FDR		414,350	54,281,207
	Cash in hand	**9.01**	1,312,394	1,102,136
	Cash at Bank	**9.02**	154,410,502	45,703,330
	Total:		**156,137,246**	**101,086,673**
9.01	**Cash in hand**			
	Head Office		579,381	381,749
	Factory		733,013	720,387
			1,312,394	**1,102,136**
9.02	**Cash at Bank**			
	Islami Bank Ltd.- A/C: 88012		690,710	690,710
	Islami Bank Ltd.- A/C :70408		119,902	3,619,902
	Islami Bank Ltd.- A/C: 95900		42,195	42,195
	Islami Bank Ltd.- C/D A/C: 53505		219,398	22,439
	Islami Bank Ltd.- F/C A/C: 72205		7,359,706	7,147,698
	Islami Bank Ltd.- F/C A/C: 58207		8,398,528	8,156,595
	Islami Bank Ltd.- AWCA A/C :24605		4,977,152	42,760
	Al-Arafah Islami Bank Ltd.- FC A/C:00036		57,951	18,582,478
	Al-Arafah Islami Bank Ltd.- CD A/C :20757		659,712	1,027,292
	Al-Arafah Islami Bank Ltd.- CD A/C :18654		17,889	860,684
	Al-Arafah Islami Bank Ltd.- FC A/C:00172		592,648	-
	SIBL - A/C:27463		119,965	120,805
	SBAC - Dividend A/C: 01235		5,002,659	4,951,481
	NRB - C/D A/C: 44899		53,742	59,023
	NRB - TDA A/C: 55850		930,000	-
	NRB - F/C A/C: 02184		124,792,832	-
	SBAC - C/D A/C: 08621		289,534	293,569
	SBAC - SND A/C :00763		85,979	85,699
	Total:		**154,410,502**	**45,703,330**
	The Bank balance are in agreement with respective bank statement balances.			
10.00	**Share Capital:**			
10.01	**Authorized Share Capital :**			
	310,000,000 ordinary shares of Taka 10/= each.		**3,100,000,000**	**3,100,000,000**
10.02	**Issued, subscribed, called-up and paid-up share capital:**			
	232,434,090 ordinary shares of Tk 10/= each fully paid-up		2,324,340,900	2,324,340,900
			2,324,340,900	**2,324,340,900**
10.03	**Paid-up Share Capital:**			
	Opening Share Capital		2,324,340,900	2,324,340,900
			2,324,340,900	**2,324,340,900**

Notes	Particulars	Amount in Taka	
		June 30, 2025	June 30, 2024

The shareholding position of the company are as under:

Name	No. of shares	Percentages %	Amount in Tk.
Shirin Faruk	10,070,550	4.33%	100,705,500
Abdul Kader Faruk	10,070,550	4.33%	100,705,500
Total Spinning Mills Ltd.	9,882,180	4.25%	98,821,800
Rajon Industries Ltd.	9,346,050	4.02%	93,460,500
M.N Industries Ltd.	17,778,035	7.65%	177,780,350
Faiaz Industries Ltd.	13,909,664	5.98%	139,096,640
Other shareholders	161,377,061	69.43%	1,613,770,610
Total	**232,434,090**	**100%**	**2,324,340,900**

10.04 Classification of Shareholders by holdings

Ranges of Shareholdings	June 30, 2025	
	No. of Holder	% of Holdings
Less than or equal to 500 Shares	2260	0.23%
501 to 1,000 Shares	1836	0.67%
1,001 to 5,000 Shares	3523	4.08%
5,001 to 10,000 Shares	1174	3.85%
10,001 to 20,000 Shares	797	5.01%
20,001 to 30,000 Shares	285	3.12%
30,001 to 40,000 Shares	150	2.25%
40,001 to 50,000 Shares	82	1.61%
50,001 to 100,000 Shares	157	4.79%
100,001 to 1,000,000 Shares	112	39.61%
Over 1,000,000 Shares	6	34.78%
Total	**10382**	**100%**

11.00 Retained Earnings

Opening balance		762,705,472	777,417,164
Less: Dividend		-	(46,486,818)
Add: Current year Profit		3,863,294	31,775,126
Total:		**766,568,766**	**762,705,472**

12.00 Deferred Tax liabilites

Opening balance		158,240,087	159,255,621
Addition during the year	**25.02**	(907,472)	(1,015,534)
Total:		**157,332,615**	**158,240,087**

13.00 Trade Payables

Trade payables		-	-
Total:		**-**	**-**

14.00 Unclaimed Dividend

Unclaimed Dividend		4,422,196	4,951,481
	Total:	**4,422,196**	**4,951,481**

Unclaimed dividend for the financial year ended 30-06-2020 has been tranferred to Capital market Stabilization fund(CMSF) Tk. 195,499 during the year. Unclaimed dividend includes Tk. 2,203,014.25 for the year 2020-2021, Tk. 1,769,733.35 for the year 2021-2022 and Tk. 449,448.49 for the year 2022-2023.

15.00 Short Term Borrowings

IBP Loan - AIBL		-	45,682,461
EDF - NRB		403,224,430	-
EDF - IBBL		-	200,970,927
	Total:	**403,224,430**	**246,653,388**

Notes	Particulars		Amount in Taka	
			June 30, 2025	June 30, 2024

15.01 The NRB Bank PLC sanctioned a composite working capital limit for Tk 55.00 crore to make stock of raw materials, work in process and finished goods in form of:

a) L/C limit for Tk 240.00 million
b) TR, BG, EDF & MPI for Tk 210.00 million

Terms and Conditions :

a) Rate of profit from 5.50% to 14.50% per annum
b) Validity upto 12.09.2026 but every year renewable.

Al-Arafah Islami Bank Limited sanctioned a working capital limit for Tk.13.00 Crore

16.00 Creditors & Accrues

Gas Bill		6,284,836	1,425,289
Electricity Bill - Dyeing Unit		6,580	7,800
Electricity Bill - Spinning Unit		5,727,365	4,217,341
Subscription & Fees		320,000	1,385,000
Water Bill		-	6,530
Salary & Wages		3,882,234	2,272,273
MD's Remuneration and Fees		50,000	50,000
Sundry Creditors	**16.01**	857,030	1,185,801
Audit Fees		450,000	350,000
	Total:	**17,578,045**	**10,900,034**

16.01 Sundry Creditors

M/S. Karim Carrier		235,000	235,000
M/S. Mofazzal & Brothers Enterprise		17,189	17,189
M/S. A & S Enterprise		-	187,771
M/S. Premier Cement		2,000	2,000
M/S. Gause Enterprise		5,000	-
M/S. Bright Steel		170,000	170,000
M/S. Unique Multi Engineering		89,100	235,100
M/S Engineering Network Ltd		338,741	338,741
Total	**Total:**	**857,030**	**1,185,801**

17.00 Provision for Income Tax

Opening balance		9,344,062	22,614,685
Add:Income Tax charged	25.00	9,627,877	8,872,225
		18,971,939	**31,486,910**
Less: Adjustment during the year		-	22,142,848
	Total:	**18,971,939**	**9,344,062**

Notes	Particulars		Amount in Taka	
			June 30, 2025	June 30, 2024
18.00	**Export**			
	Export- Dyeing		-	39,082,315
	Export- Spinning		851,371,527	820,463,200
	Total:		**851,371,527**	**859,545,515**
19.00	**Cost of Export**			
	Raw materials consumed-Yarn	**19.01**	5,396	10,283,343
	Raw materials consumed-Cotton	**19.02**	740,870,690	465,739,683
	Raw materials consumed-Chemicals	**19.03**	148,290	3,989,146
	Packing materials consumed	**19.04**	8,810,936	7,513,992
			749,835,312	**487,526,164**
	Work in process- opening		6,701,137	5,659,196
	Work in process- closing		6,206,608	6,701,137
	Change in work in process		**494,529**	**(1,041,941)**
	Total consumption		**750,329,841**	**486,484,223**
	Add: Manufacturing Overhead	**19.05**	163,275,656	140,812,589
	Add: Depreciation-Dyeing Unit		95,073,943	103,868,857
	Add: Depreciation- Spinning Unit		57,913,555	62,887,744
	Cost of production		**1,066,592,995**	**794,053,413**
	Finished goods - opening		93,187,528	93,723,165
	Finished goods - closing		368,716,189	93,187,528
	Change of finished goods stock		**(275,528,661)**	**535,637**
	Cost of free issue		-	10,934
	Total:		**791,064,334**	**794,578,116**
19.01	**Raw materials consumed-Yarn**			
	Opening Stock		1,510,178	11,793,521
	Add: Purchase during the year		-	-
	Raw materials available for production		**1,510,178**	**11,793,521**
	Less: Closing Stock		1,504,782	1,510,178
	Total:		**5,396**	**10,283,343**
19.02	**Raw materials consumed-Cotton**			
	Opening Stock		137,624,489	45,240,986
	Add: Purchase during the year		702,446,912	558,123,186
	Chemicals available for Production		**840,071,401**	**603,364,172**
	Less: Fire Loss		-	-
	Less: Closing Stock		99,200,711	137,624,489
	Total:		**740,870,690**	**465,739,683**
19.03	**Raw materials consumed-Chemicals**			
	Opening Stock		3,352,417	7,251,063
	Add: Purchase during the year		-	90,500
	Chemicals available for Production		**3,352,417**	**7,341,563**
	Less: Closing Stock		3,204,127	3,352,417
	Total:		**148,290**	**3,989,146**
19.04	**Packing materials consumed**			
	Packing materials consumed: Dyeing Unit **(Notes:19.04A)**		1,539	938,982
	Packing materials consumed: Spinning Unit **(Notes:19.04B)**		8,809,397	6,575,010
			8,810,936	**7,513,992**
19.04.A	**Packing materials consumed: Dyeing Unit**			
	Opening Stock		70,514	221,036
	Add: Purchase during the year		-	788,460
	Packing materials available for packing		**70,514**	**1,009,496**
	Less: Closing Stock		68,975	70,514
	Total:		**1,539**	**938,982**

Notes	Particulars			Amount in Taka	
				June 30, 2025	June 30, 2024
19.04.B	**Packing materials consumed: Spinning Unit**				
	Opening Stock			401,271	630,721
	Add: Purchase during the year			8,858,765	6,345,560
	Packing materials available for packing			**9,260,036**	**6,976,281**
	Less: Closing Stock			450,639	401,271
			Total:	**8,809,397**	**6,575,010**
19.05	**Manufacturing overhead**				
	Manufacturing overhead: Dyeing Unit (**Notes:19.05A)**			41,840,780	37,424,930
	Manufacturing overhead: Spinning Unit **(Notes:19.05B)**			121,434,876	103,387,659
				163,275,656	**140,812,589**
19.05.A	**Manufacturing overhead: Dyeing Unit**				
	Salary & Wages			14,081,237	14,539,147
	Fuel, Water & Power			204,740	267,507
	Printing & Stationary			5,000	128,790
	Conveyance			39,186	34,341
	Mobile bill			42,000	16,890
	Store & Spares Consumed	**6.04**		106,365	1,141,466
	Insurance			825,825	290,575
	Gas Bill			24,464,929	17,153,413
	Rent, Rates and Taxes			14,505	563,115
	Repairs & Maintenance	**19.05.AA**		1,390,655	2,474,694
	Other Overhead			666,338	814,992
			Total:	**41,840,780**	**37,424,930**
9.05.AA	**Repairs & Maintenance**				
	Plant and Machinery			935,421	1,713,900
	Building			384,720	679,884
	Others			70,514	80,910
			Total:	**1,390,655**	**2,474,694**
19.05.B	**Manufacturing overhead: Spinning Unit**				
	Salary & Wages			25,254,224	19,382,808
	Fuel, Water & Power			833,160	100,175
	Printing & Stationary			22,710	41,840
	Conveyance			30,780	17,750
	Insurance			1,241,684	685,400
	Mobile bill			27,000	3,510
	Store & Spares Consumed	**6.07**		2,736,053	828,299
	Electricity Bill			89,589,326	80,440,743
	Repair & Maintenance			1,148,517	1,516,546
	Rent, Rates and Taxes			165,920	152,487
	Other Overhead			385,502	218,101
			Total:	**121,434,876**	**103,387,659**
20.00	**Operating Expenses**				
	Warehouse, Distribution & Selling Exp.-DU		**20.01**	661,814	2,725,400
	Administrative Expenses- Dyeing Unit		**20.02**	4,813,054	6,489,615
	Warehouse, Distribution & Selling Exp.- SPU		**20.03**	5,703,929	3,327,395
	Administrative Expenses- Spinning Unit		**20.04**	7,870,787	6,640,867
			Total:	**19,049,584**	**19,183,277**

Notes	Particulars	Amount in Taka	
		June 30, 2025	June 30, 2024
20.01	**Warehouse, Distribution & Selling Exp.-Dyeing Unit**		
	Advertising Expenses	186,300	160,800
	Salary & Welfare	120,361	1,750,500
	Transportation and Handling Expenses	2,800	209,780
	Repair and Maintenance	-	30,220
	Electricity, Fuel & Water	-	28,371
	Sales promotion Expenses	-	87,166
	Traveling Expenses	-	16,518
	Entertainment Expenses	5,930	46,246
	Miscellaneous Expenses	-	10,540
	Sample,Test & Analysis	-	6,790
	Depreciation	346,423	378,469
	Total:	**661,814**	**2,725,400**
20.02	**Administrative Expenses-Dyeing Unit**		
	Salary & Welfare	1,909,591	1,809,500
	MD's Remuneration	600,000	600,000
	Postage & Telecommunication	73,812	31,508
	Traveling, Haultage & passage	40,631	49,193
	Repair & Maintenance	6,330	33,820
	Vehicle Expenses	73,702	7,310
	Electricity, Fuel & Water	57,217	72,114
	Printing and Stationery	220	52,006
	Rent, Rates and Taxes	461,230	1,745,837
	Subscription & Donation	30,000	7,800
	Entertainment	20,000	16,971
	Legal & Professional Charge	212,000	394,000
	Audit fees	450,000	350,000
	Miscellaneous Expenses	23,000	365,900
	Newspaper & periodical	-	32,560
	Board Meeting attendance Fees	47,000	38,000
	Depreciation	808,321	883,096
	Total:	**4,813,054**	**6,489,615**
20.03	**Warehouse, Distribution & Selling Exp.- Spinning Unit**		
	Salary & Welfare	2,254,063	1,945,000
	Electricity, Fuel & Water	14,508	15,214
	Transportation and Handling Expenses	1,801,156	327,150
	Traveling Expenses	827,514	210,593
	Entertainment Expenses	174,122	96,934
	Others	230,800	342,900
	Vehicle Expenses	190,745	160,459
	Depreciation	211,021	229,145
	Total:	**5,703,929**	**3,327,395**
20.04	**Administrative Expenses- Spinning Unit**		
	Salary & Welfare	4,285,417	3,854,900
	Postage & Telecommunication	15,185	22,450
	Traveling, Haultage & Passage	274,900	82,720
	Repair & Maintenance	33,650	218,915
	Vehicle Expenses	5,950	2,000
	Electricity, Fuel & Water	204,404	175,744
	Printing and Stationery	449,480	460,622
	Rent, Rates and Taxes	1,863,689	787,562
	Subscription & Donation	80,000	84,200
	Entertainment	46,390	8,630
	Legal & Professional Charge	94,000	45,420
	Miscellaneous Expenses	18,500	355,510
	Newspaper & periodical	6,840	7,521
	Depreciation	492,382	534,673
	Total:	**7,870,787**	**6,640,867**

Notes	Particulars		Amount in Taka	
			June 30, 2025	June 30, 2024
21.00	**Financial Expenses**			
	Interest on Loan	21.01	33,484,314	12,143,908
	Total:		**33,484,314**	**12,143,908**
21.01	**Interest on loan**			
	Interest on EDF Loan		5,943,642	-
	Interest on IBP Loan		1,873,740	2,771,751
	Bank Charge		3,657,272	2,251,658
	Interest on PAD		22,009,660	-
	Interest on Murabaha TR / EDF		-	7,120,499
	Total:		**33,484,314**	**12,143,908**
22.00	**Foreign Exchange gain or loss**			
	Foreign Exchange gain or Loss - Realized		544,370	1,876,827
	Foreign Exchange gain or Loss - Unrealized		16,987	52,639
	Total:		**561,357**	**1,929,466**
23.00	**Other non-operating income**			
	Sale of Wastage		760,100	458,754
	Dividend Income		619,160	-
	Interest Income		2,869,787	3,603,383
	Total:		**4,249,047**	**4,062,137**
24.00	**Share of Profit of Associate**			
	Share of Associate Profit during the year	24.01	-	-
	Total:		**-**	**-**
24.01	**Share of Associate Profit during the year**			
	Associate Profit/Loss during the year		149,914,818	56,978,211
	Total No.of Share of Associate		303,452,109	303,452,109
	No. of Share of Associate held by the Company		6,191,603	6,191,603
	Percentage of holding in Asssociate Company		2.0404%	2.0404%
	Share of Associate Profit during the period	**Total:**	**3,058,845**	**1,162,577**
	No Profit or Loss is recognized as total investment in the associate company become Nil.			
25.00	**Income Tax Expenses during the year**			
	Current Tax on operating Income	25.01	8,596,573	7,856,691
	Current Tax on other Income		907,472	1,015,534
	Current Tax on Dividend Income		123,832	-
	Deferred Tax	25.02	(907,472)	(1,015,534)
	Total:		**8,720,405**	**7,856,691**
25.01	**Current Tax on operating Income**			
	Profit before tax		12,583,699	39,631,817
	Less: Other non-operating income		(4,249,047)	(4,062,137)
	Less: Share of Profit/Loss of associate		-	-
	Add: Depreciation on Accounting base		154,845,645	168,781,984
	Less: Depreciation on Tax base		(124,266,776)	(190,740,635)
			38,913,521	**13,611,029**
	Applicable Tax Rate		**15%**	**15%**
	Current tax on operating Income	**Total:**	**5,837,028**	**2,041,654**
	Tax deducted under section 163 of Income Tax Act 2023.		8,596,573	7,856,691
	Current tax , higher one		**8,596,573**	**7,856,691**

Notes	Particulars		Amount in Taka	
			June 30, 2025	June 30, 2024
25.02	**Deferred Tax during the year**			
	Carrying amount as Accounting base:			
	Property, Plant & Equipment		2,556,443,545	2,706,320,850
	Carrying amount as Tax base:			
	Property, Plant & Equipment		1,294,356,256	1,418,623,032
	Difference		**1,262,087,289**	**1,287,697,818**
	Applicable Tax Rate		**15%**	**15%**
	Deferred Tax liabilities at the end of year		189,313,093	193,154,673
	Opening balance		158,240,087	159,255,621
	Deferred tax expenses/(income) for the year	**Total:**	**31,073,006**	**33,899,052**
	Total Tax for the year		8,596,573	7,856,691
	Less: Current tax during the year		9,504,045	8,872,225
	Minimum deferred tax during the year		**(907,472)**	**(1,015,534)**
26.00	**Reconcilation of cash generated by operations**			
	Profit before Income tax		12,583,699	39,631,817
	Add: Depreciation charged		154,845,645	168,781,984
	Add: Financial Expenses		33,484,314	12,143,908
	Add(Less): Increase or decrease in inventory		(235,941,075)	(77,769,504)
	Add(Less): Increase or decrease in trade receivable		8,285,752	(64,407,071)
	Add(Less): Increase or decrease in trade payable		-	(76,582,800)
	Add(Less): Increase or decrease in advance, deposit and pre payments		(36,132,234)	11,466,706
	Add(Less): Increase or decrease in Foreign Exchange gain or loss - FC Account		(16,987)	(52,639)
	Add(Less): Increase or decrease in creditors and accrues		9,627,877	(1,917,345)
			(53,263,009)	**11,295,056**
27.00	**Earnings Per Share (Basic EPS) : Tk.**			
	a) Net Profit after Tax		3,863,294	31,775,126
	b) Weighted average number of shares outstanding (Note-27.01)		232,434,090	232,434,090
	Earnings per share		**0.02**	**0.14**
27.01	**Weighted average No. of Shares outstanding**			
	Opening Share		232,434,090	232,434,090
	Issued during the year - Bonus Issue		-	-
	Weighted average No. of Shares outstanding		**232,434,090**	**232,434,090**
28.00	**Net Asset Value per Share (NAV) : Tk.**			
	Net Asset Value		3,090,909,666	3,087,046,372
	No. of Shares Outstanding		232,434,090	232,434,090
	Net Asset Value per Share (NAV)	**Total:**	**13.30**	**13.28**
29.00	**Net Operating Cash Flows per Share : Tk.**			
	Net Operating Cash Flows		(62,555,516)	2,861,733
	No. of Shares Outstanding		232,434,090	232,434,090
	Net Operating Cash Flows per Share	**Total:**	**(0.27)**	**0.01**

Notes	Particulars	Amount in Taka	
		June 30, 2025	June 30, 2024

30.00 Disclosure as per requirment of Schedule XI, part II, note 5 of para 3

31.A Quantity wise schedule as required under Para 3, Schedule XI, Part II of the Companies Act, 1994

Quantity wise schedules of sales, raw material consumed and opening and closing stock of finished goods of Dyeing & Spinning unit relating to the financial statements for the year ended June 30, 2025 are given below:

i) Sales

Particulars	June 30, 2025	June 30, 2024
Amount in Taka	-	39,082,315
Quantity in Lbs - Dyed yarn	-	327,845
Amount in Taka	851,371,527	820,463,200
Quantity in KG - Spinning Yarn	2,523,330	2,526,057
ii) Raw Materials - Yarn Consumed in Quantities (Lbs):		
Opening Stock	15,984	124,826
Purchase	-	-
Total available	**15,984**	**124,826**
Less: Closing Stock	15,984	15,984
Raw Materials - consumed	**-**	**108,842**
iii) Raw Materials - Cotton Consumed in Quantities (Kgs):		
Opening Stock	658,926	284,002
Purchase	4,778,063	3,965,070
Total available	**5,436,989**	**4,249,072**
Less: Closing Stock	493,407	658,926
Raw Materials - consumed	**4,943,582**	**3,590,146**

iv) Particulars in respect of Opening Stock and Closing Stock of Inventories - Dyeing Unit

Particulars	Opening Stock		Closing Stock	
	Quantity	Amount in Tk.	Quantity	Amount in Tk.
Raw Materials -Yarn	15,984 Lbs	1,510,178	14,152 Lbs	1,504,782
Raw Materials -Chemicals	32,142 Kg	3,352,417	29,642 Kg	3,204,127
Work in Process	1,890 Lbs	172,418	320 Lbs	1,421
Finished goods	160 Lbs	20,548	145 Lbs	12,041

v) Particulars in respect of Opening Stock and Closing Stock of Inventories - Spinning Unit

Particulars	Opening Stock		Closing Stock	
	Quantity	Amount in Tk.	Quantity	Amount in Tk.
Raw Materials -Cotton	658,926 Kg	137,624,489	493,407 Kg	99,200,711
Work in Process	99,139 Kg	6,528,719	94,226 Kg	6,205,187
Finished goods	288,400 Kg	93,166,980	1,344,838 Kg	368,704,148

31.B **Disclosure as per requirment of Schedule XI, part II, note 5 of para 3**

Employee Position (as on June 30, 2025)

Salary Range	Officer & Staff		Worker	Total Employee
	Factory	Head Office		
Below 10000	3	0	24	27
Above 10000	32	15	259	306
Total	**35**	**15**	**283**	**333**

31.C **Disclosure as per requirment of Schedule XI, part II, para 4 of companies act 1994**

Payment to directors within the year ended 30.06.2025

Directors Remuneration & Fees : Tk. 647,000

Directors' are entitled Tk 1,000 as Board Meeting fee for attending each Board Meeting as per Articles of Association. The break down is as follows-

Name of Board of Directors	Designation	Director Remuneration	No. of Meeting attending	Fees	Amount in Taka
Mr. Abdul Mannan (Representive of MN Industries Ltd)	Chairman	-	9	9,000	9,000
Mr. Golam Azam Chowdhury (Representive of Rajon Industries Ltd)	Managing Director	600,000	7	7,000	607,000
Mr. Abul Khair Manik (Representive of Total Spinning Mills Ltd)	Director	-	10	10,000	10,000
Mr. Anisur Rahman (Representive of Faiaz Industries Limited.)	Director	-	9	9,000	9,000
Mr. Md. Anwar Zahid Bhuiyan	Independent Director	-	10	10,000	10,000
Mrs. Rafiza Alam (Lucky)	Independent Director	-	2	2,000	2,000
Total		**600,000**		**47,000**	**647,000**

31.D **Disclosure as per requirment of Schedule XI, part II, para 7**

Details of Capacity as given below:

Particulars	Production Unit	Attainable Capacity	Actual Production	Percentage of Capacity Utilization
Annual Production of Acrylic & Cotton Yarn Dyeing in Lbs	Dyeing Unit	19,840,000	1,635	0.01%
Cotton Yarn Production in Kg	Spinning Unit	5,250,000	3,579,768	68.19%
Total		**25,090,000**	**3,581,403**	

32 **Disclosure as per requirement of Schedule XI, Part II, para 8 of Companies Act,1994.**

32.A During the year ended June 30 , 2025 total value of import in respect of raw material, spare parts calculated on CIF basis are given as below:

Particulars	Amount (Tk.)
Raw Materials - Yarn	0
Raw Materials - Cotton	702,446,912
Raw Materials - Chemical	0

32.B The company has not incurred any expenditure in foreign currencies during the period of 01 July, 2024 to 30 June, 2025 on account of royalty, know-how, professional fees, consultancy fees, interest and other matters.

32.C Value of both imported and indigenous raw materials, spare parts and components consumed and the percentage of each to the total consumption during the period of 01 July, 2024 to June 30, 2025 are given as below:

Particulars	Total Comsumption	Imported Taka.	(%)	Local Taka.	(%)
Raw Materials - Yarn	5,396	5,396	100%	-	0.00%
Raw Materials - Cotton	740,870,690	740,870,690	100%	-	0.00%
Raw Materials - Chemical	148,290	148,290	100%	-	0.00%
Packing Materials	8,810,936	-	0%	8,810,936	100.00%
Store Items	2,842,418	-	0%	2,842,418	100.00%
Total	752,677,730	741,024,376		11,653,354	

32.D The company has not remitted any amount during the period of 01 July, 2024 to June 30, 2025 in foreign currencies on account of dividend for non-resident shareholders.

32.E **Earnings in foreign exchange classified under the following heads as follows:**

i) Total Export for the period ended 30 June 2025 is US$ 7,013,126.50 which equivalent to BDT.851,371,527.00
ii) No royalty, know-how, professional and consultancy fees were received.
iii) No interest and dividend received.
iv) No other income received.

33.00 **Directors' interest in contracts with the company :**

There was no other transaction resulting in Directors' interest with the Company and no leasing facilities have been made available to the Directors which mentioned in accounts.

M. L. DYEING & TEXTILE IND. PLC

SCHEDULE OF FIXED ASSETS-DYEING UNIT

AS AT JUNE 30, 2025

Annexure-A

Particulars	Cost			Rate of Depreciation (%)	Depreciation			Written Down Value as at June 30, 2025	Written Down Value as at June 30, 2024
	Balance as on July 01, 2024	Addition during the year	Balance as on June 30, 2025		Balance as on July 01, 2024	Charge during the year	Balance as on June 30, 2025		
Land & Land Development	31,901,605	-	31,901,605	0.00%	-	-	-	31,901,605	31,901,605
Factory Building	1,054,607,699	61,000	1,054,668,699	2.5%	196,300,391	21,458,445	217,758,837	836,909,862	858,307,308
Plant & Machinery	2,077,326,586	-	2,077,326,586	10%	1,443,680,535	63,364,605	1,507,045,140	570,281,446	633,646,051
Power Generator Set	136,582,266	-	136,582,266	10%	103,860,303	3,272,196	107,132,499	29,449,767	32,721,963
Electrical Installation	67,709,760	-	67,709,760	10%	43,939,355	2,377,040	46,316,396	21,393,364	23,770,405
Boiler	61,124,497	-	61,124,497	10%	44,729,027	1,639,547	46,368,574	14,755,923	16,395,470
Compressor	23,497,569	-	23,497,569	10%	16,006,103	749,147	16,755,250	6,742,319	7,491,466
Fork lift	5,521,489	-	5,521,489	10%	4,321,507	119,998	4,441,505	1,079,984	1,199,982
ETP Plant	65,433,988	-	65,433,988	10%	42,480,886	2,295,310	44,776,196	20,657,792	22,953,102
Gas Installation	7,372,265	-	7,372,265	10%	5,520,004	185,226	5,705,230	1,667,035	1,852,261
Air Condition Installation	7,443,460	-	7,443,460	10%	5,742,149	170,131	5,912,280	1,531,180	1,701,311
Telephone Installation	703,072	-	703,072	20%	580,533	24,508	605,041	98,031	122,539
Office Equipment	4,546,823	-	4,546,823	10%	3,050,727	149,610	3,200,337	1,346,486	1,496,096
Furniture & Fixture	8,614,300	-	8,614,300	20%	6,755,621	371,736	7,127,357	1,486,943	1,858,679
Motor Car	7,498,000	-	7,498,000	20%	7,242,061	51,188	7,293,249	204,751	255,939
Total	**3,559,883,379**	**61,000**	**3,559,944,379**		**1,924,209,202**	**96,228,687**	**2,020,437,889**	**1,539,506,490**	**1,635,674,177**

Allocation of depreciation

Manufacturing Expenses	98.80%	95,073,943
Administrative Expenses	0.84%	808,321
Selling & Distribution Expenses	0.36%	346,423
	100%	**96,228,687**

M. L. DYEING & TEXTILE IND. PLC

SCHEDULE OF FIXED ASSETS - SPINNING UNIT

AS AT JUNE 30, 2025

Annexure-B

Particulars	Cost			Rate of Depreciation (%)	Depreciation			Written Down Value as at June 30, 2025	Written Down Value as at June 30, 2024
	Balance as on July 01, 2024	Addition during the year	Balance as on June 30, 2025		Balance as on July 01, 2024	Charge during the year	Balance as on June 30, 2025		
Land & Land Development	135,969,582	-	135,969,582	0.00%	-	-	-	135,969,582	135,969,582
Factory Building	499,689,589	-	499,689,589	2.5%	31,247,651	11,711,048	42,958,699	456,730,890	468,441,938
Plant & Machinery	540,120,089	4,889,841	545,009,930	10%	129,840,782	41,272,423	171,113,205	373,896,725	410,279,307
Electrical Installation	37,803,181	-	37,803,181	10%	10,157,056	2,764,613	12,921,668	24,881,513	27,646,125
Fork lift	2,889,000	-	2,889,000	10%	784,072	210,493	994,564	1,894,436	2,104,928
Air Condition Installation	34,301,014	-	34,301,014	10%	9,309,277	2,499,174	11,808,450	22,492,564	24,991,737
Telephone Installation	8,746	-	8,746	20%	4,273	895	5,168	3,578	4,473
Office Equipment	1,093,061	17,500	1,110,561	10%	250,283	85,153	335,436	775,125	842,778
Furniture & Fixture	715,241	-	715,241	20%	349,439	73,160	422,599	292,642	365,802
Total	**1,252,589,503**	**4,907,341**	**1,257,496,844**		**181,942,832**	**58,616,958**	**240,559,789**	**1,016,937,055**	**1,070,646,671**

Allocation of depreciation		
Manufacturing Expenses	98.80%	57,913,555
Administrative Expenses	0.84%	492,382
Selling & Distribution Expenses	0.36%	211,021
	100%	**58,616,958**

M.L. Dyeing & Textile Ind. PLC

Corporate Office: House # 11 (6th Floor)
Unit # 6-A, Road # 12, Block # F, Niketon
Gulshan-1, Dhaka-1212

PROXY FORM

I/We…….. of ……..……..being a shareholder of **M.L. Dyeing & Textile Ind. PLC** and entitled to vote hereby appoint Mr./Ms……..as my/our proxy to attend and vote for me/us on my/our behalf at the **24th Annual General Meeting** of the Company to be held on Sunday, December 21, 2025 at 10:00 AM at Hybrid System and at any adjournment thereof.

As witness my/our hand this ……day of……2025.

Affix Twenty Taka Revenue Stamp

(Signature of the Shareholder) (Signature of Proxy)

Folio No./BO ID No. | | | | | | | | | | | | | | | | |

NO. of Shares held ……Dated ……

Note :

01. A member entitled to attend and vote at the Annual General Meeting may appoint a Proxy to attend and vote in his/her behalf.
02. The Proxy Form, duly stamped, must reach at the share office Located at House # 11 (6th Floor), Unit # 6-A, Road # 12, Block # F, Niketon, Gulshan-1, Dhaka-1212 of the company not less than 48 hours before of the meeting.

M.L. Dyeing & Textile Ind. PLC

Corporate Office: House # 11 (6th Floor)
Unit # 6-A, Road # 12, Block # F, Niketon
Gulshan-1, Dhaka-1212

SEAL

ATTENDANCE SLIP

I/We hereby record my/our attendance at the 24th Annual General Meeting of the company being held on Sunday, December 21, 2025 at 10:00 AM at Hybrid System.

Name of Shareholder/Proxy ……

Folio No./BO ID No. | | | | | | | | | | | | | | | | |

NO. of Shares held ……

(Signature of Proxy) (Signature of the Shareholder)

N.B: Please present this slip duly signed at the entrance of the Meeting Hall.

M.L. DYEING & TEXTILE IND. PLC

Manufacturer of Quality Cotton Yarn and Dyeing of Sweater & Knit Yarn

Corporate Office: House # 11 (Floor: 6-A), Road # 12, Block # F, Niketon, Gulshan-1, Dhaka-1212, Bangladesh, Tel: 48810050, Fax: +88 02 48810055
E-mail: info@mldyeing.com, Web:www. mldyeing.com

FACTORY :
Dyeing Unit : Vill: Zamirdia, 10 Hobirbari, P.S: Bhaluka, Dist: Mymensingh.
Spinning Unit : Mohona, Vabanipur, Gazipur Sadar, Gazipur.

SB Communication
Cell: 01718 230 234