

ANNUAL REPORT  
**2015**



**ENVOY TEXTILES LIMITED**



1<sup>ST</sup> DENIM PROJECT  
IN **BANGLADESH**  
WITH ROPE DYED TECHNOLOGY



## CONTENTS

	<b>Page</b>
<b>Notice of the 20th Annual General Meeting</b>	<b>3</b>
<b>Explanatory Notes to the Agenda</b>	<b>4</b>
<b>Corporate Profile</b>	
Vision, Mission and Values	6
About ETL-its history & products	7
Shareholding Composition	8
Company Information	9
Board Composition & Board Committee	11
Board of Directors	13
Management Team	14
Key Milestone	16
<b>Performance</b>	
Chairman's Statement	18
Statement from Managing Director	20
<b>Governance</b>	
Statement on Corporate Governance	22
Report of the Audit Committee	26
Report of the CEO & CFO	27
<b>Directors' Report</b>	
Directors' Report to the Shareholders	29
Directors' Report to the Shareholders (In Bengali)	41
Annexures to the Directors' Report	51
<b>Auditors' Report &amp; Financial Statements</b>	
Auditors' Report to the Shareholders	68
Financial Statements	70
Notes to the Financial Statements	74
<b>Others</b>	
At a Glance 2014-2015	99
BAPLC Membership Certificate	101
Notice of the 20th AGM (In Bengali)	102
Proxy Form & Attendance Slip	103



## Letter of Transmittal

All Shareholders,  
Registrar of Joint Stock Companies & Firms,  
Bangladesh Securities and Exchange Commission,  
Dhaka Stock Exchange Limited and  
Chittagong Stock Exchange Limited

Dear Sir(s):

ANNUAL REPORT -2015

I have pleasure in submitting the Annual Report-2015 of Envoy Textiles Ltd, as required by and prepared in compliance with the provision of the Companies Act, 1994, Securities & Exchange Ordinance 1969, Securities & Exchange Rules 1987, Notification of Bangladesh Securities & Exchange Commission and Dhaka Stock Exchange (Listing) Regulations, 2015.

Thank you

Sincerely

M Saiful Islam Chowdhury ACS  
Company Secretary

Sunday, 29 November 2015  
Dhaka



## Notice of the 20<sup>th</sup> Annual General Meeting

Notice is hereby given that the 20<sup>th</sup> Annual General Meeting of the Shareholders of Envoy Textiles Limited will be held on Saturday, 26 December 2015 at 10:00 AM at Samarai Convention Center, 23/G/7, Panthapath (Opposite to Bashundhara City Market), Dhaka-1205 to transact the following business:

### AGENDA

- Agenda 1: To receive, consider and adopt the Audited Financial Statements of the Company for the year ended 30 September 2015 together with the Reports of the Directors' and the Auditors' thereon.
- Agenda 2: To declare dividend for the year ended 30 September 2015
- Agenda 3: To elect Directors in accordance with the provision of Articles of Association of the Company.
- Agenda 4: To appoint Auditors of the Company for the term until the completion of next Annual General Meeting and fixation of their remuneration.
- Agenda 5: To reappoint Managing Director of the Company.
- Agenda 6: To reappoint Independent Director of the Company for the 2nd term.

By order of the Board

M Salful Islam Chowdhury ACS  
Company Secretary

Thursday, 19 November 2015  
Dhaka

### Notes:

- (i) Shareholders whose names would appear in the Depository Register on the Record Date i.e. 09 December 2015 shall be eligible to attend the 20<sup>th</sup> AGM of the Shareholders of the Company and entitled to Dividend.
- (ii) The proxy form must be affixed with requisite revenue stamp and deposited at the Registered/Corporate Office of the Company not less than 48 hours before the time fixed for the meeting.
- (iii) Details of businesses to be transacted are available under explanatory notes to the agenda in Page No. 4 & 5 of the Annual Report-2015
- (iv) The Annual Report-2015 will be available in the Company's website at <http://www.envoytextiles.com/investors-reports.php>

**Special note:** No benefit or gift in cash or kind shall be given to the shareholders for attending the 20<sup>th</sup> AGM as per notification no. SEC/SRMI/2000-953/1950 dated 24 Oct. 2000 and subsequent circular thereon dated 24 October 2013 of BSEC and Regulation 24(2) of DSE (Listing) Regulations, 2015



## **EXPLANATORY NOTES TO THE AGENDA FOR THE 20th ANNUAL GENERAL MEETING OF SHAREHOLDERS OF ENVOY TEXTILES LTD.**

[The following Explanatory Statement sets out material facts relating to the businesses to be transacted at the 20th Annual General Meeting of the Company scheduled for 26 December 2015]

**Agenda 1: To receive, consider and adopt the Audited Financial Statements of the Company for the year ended 30 September 2015 together with the Reports of the Directors' and the Auditors' thereon.**

The Annual Report for 2015 contains the Annual Accounts for the year ended 30 September 2015 together with the Reports of the Auditors' thereon and the report from the Board of Directors.

The Annual Accounts for the financial year 2014-2015 have been executed by the members of the Board and duly approved by the Audit Committee. The Financial Statement properly reviewed by CEO and CFO of the Company prior to submit the Audit Committee. MABS & J Partners, the Company's external Auditors, has issued an unqualified audit opinion, which is included in the Annual Accounts for the financial year 2014-2015.

Pursuant to the section 183 & 184 of the Companies Act, 1994, the directors are required to present to the Shareholders at the Annual General Meeting the Directors' Report and Annual Audited Financial Statements including Auditors Report thereon.

It is proposed to adopt the Annual Accounts for the financial year 2014-2015 together with the Reports of the Directors' and the Auditors' thereon.

**Agenda 2: To declare dividend for the year ended 30 September 2015**

Net income attributable to Shareholders amounted to Taka 571.24 million, Earnings per Share (EPS) consequently amounted to Taka 3.94 in Financial Year 2014-2015. The Board of Directors recommended in its Meeting held on 18 November 2015 @ 17% Cash Dividend (i.e. Tk.1.70 for every share of Tk.10.00 each) and 5% Stock Dividend (i.e. 5 shares for every 100 ordinary shares held) for the year ended 30 September 2015 to the General Meeting of Shareholders to be held on 26 December 2015. Payment of dividend for the year ended 30 September 2015 as recommended by the Board, if approved at the General Meeting, will be payable on or before 26 January 2016 after the AGM according to BSEC notification No. SEC/CMRRCD/2009-193/18 /Admin/ dated 09 February 2010 in respect of shares held to those members whose names appear in the statement of beneficial owners to be furnished by CDBL at Record Date on 9 December 2015

Members are requested to submit to the Company's Registered/Corporate Office on or before 03 January 2016, their written option to receive dividend. In case of non-submission of such option within the stipulated time, the dividend will be paid as deemed appropriate by the Company.

**Agenda 3: To elect Directors in accordance with the provision of Articles of Association of the Company.**

In accordance with Article No. 125 and 126 of the Articles of Association of Envoy Textiles Limited, Mrs. Rashida Ahmed and Barrister Shehrin Salam Oishee, Directors of the Company to be retired from office of directorship and being eligible offered themselves for re-election.

As the Board of Directors greatly values Mrs. Rashida Ahmed and Barrister Shehrin Salam Oishee's contribution to the development of the Company and their commitment shown in their responsibilities as the members of the Board, it is proposed to re-appoint Mrs. Rashida Ahmed and Barrister Shehrin Salam Oishee as members of the Board of the Company for a period until retired by rotation as per section 91 of the Companies Act, 1994 and relevant provisions of the Articles of Association.

**Agenda 4: To appoint Auditors of the Company for the term until the completion of next Annual General Meeting and fixation of their remuneration.**

M/S MABS & J Partners, Chartered Accountants has carried out the audit of the Company for the year 2014-2015 and completed third consecutive year of audit, being they are not eligible to continue in accordance with the provision of BSEC Order No. SEC/CMRRCD/2009-193/174/Admin/ 61 dated



08 July 2015 and Regulation No. 15(3) of DSE (Listing) Regulations, 2015. In recommendation of the Audit committee, the Board in its Meeting held on 18 November 2015 proposed for appointment of M/S Ahmad and Akhtar, Chartered Accounts at a remuneration of Tk. 120,000.00 to hold office for the period until conclusion of the next (21st) Annual General Meeting of the Company for auditing the accounts for the year ended 30 June 2016

Please be informed that the length of next financial year will be for 9 months, date of commencement of the financial year is on 01 October 2015 and to be ended on 30 June 2016, as the Board in its Meeting held on 18 November 2015 decided to change the financial year 'from 01 July to 30 June' instead of 'from 01 October to 30 September' in compliance with the provision of Income Tax Ordinance 1984

Please also be informed that M/S Ahmad and Akhtar, Chartered Accounts is in the panel Auditors by BSEC.

It is proposed to appoint M/S Ahmad and Akhtar, Chartered Accounts, in compliance with the section 210 of the Companies Act, 1994 & BSEC Order No. SEC/CMRRCD/2009-193/174/Admin/ 61 dated 08 July 2015, as the external auditor of the Company charged with the auditing of the Annual Accounts for the financial year 2015-2016 ( 01 October 2015 to 30 June 2016) at a remuneration to be fixed at general meeting.

**Agenda 5: To reappoint Managing Director of the Company.**

Mr. Abdus Salam Murshedy was appointed as Managing Director of the Company for a period of 5 years at the 15th Annual General Meeting of the Company held on 30 November 2010.

The Board of Directors of the Company at its meeting held on 18 November 2015, subject to the approval of the members of the Company, approved the re-appointment of Mr. Abdus Salam Murshedy as Managing Director of the Company for a period of 5 years commencing from 01 December 2015.

Mr. Abdus Salam Murshedy has been on the Board of Directors of the Company since incorporation by virtue of Articles of Association of the Company and providing his strategic and general management expertise to the Company. Mr. Murshedy aged 51 years, is graduated from University of Dhaka. He started his career with RMG and is President of the Exporters Association of Bangladesh

**Agenda 6: To reappoint Independent Director of the Company for the 2nd term.**

Mr. Abul Kalam Azad FCA was appointed to the Board on December 05, 2012 as an Independent Director for the first 3 years term in compliance with BSEC Notification relating Corporate Governance dated August 7, 2012. His appointment is valid up to 06 December 2015. Being eligible for reappointment, the Board of Directors of the Company at its meeting held on 18 November 2015, subject to the approval of the members of the Company, approved the re-appointment of Mr. Abul Kalam Azad FCA as Independent Director of the Company for the 2nd term of 3 years commencing from 06 December 2015.

He holds Masters Degree in Accounting from the University of Dhaka and is also a fellow member of the ICAB. With over three decades of professional experience in the field of Auditing, Finance & Taxation, Mr. Azad is a prominent corporate adviser. He holds no shares in the Company.





## Corporate Profile

### Vision

To become the most trusted quality denim manufacturer In the region through product Innovation and on-time performance.

### Mission

To achieve global dominance –through:

- Excellence in product quality
- Diversifying products through continuous Product Innovation
- Focusing on Cost effectiveness
- Customer Satisfaction

### Values

We value most the people we work with. We strive to train, motivate and encourage them to take greater responsibilities; groom them to become outstanding performers; ensure them to conduct business with utmost sincerity, integrity and in the most ethical manner. We work hard to ensure that we make the world a better place to live for the future generations by conducting our business in an environment-friendly way.

Recognition to employees, commitment to customers, service providers and business associates is the principle we uphold at any cost.





## About Envoy Textiles Limited (ETL) - Its history

Incorporated as a Private Limited Company in 1995, before being converted into a Public Limited Company in 2009, Envoy Textiles Limited – a manufacturer of 100% export-oriented denim fabric, is the 1st denim project in Bangladesh with rope-dyed technology and one of the country's leading companies in this sector.

Envoy Textiles Limited went into commercial operations in 2008 and got an associate company- Edge Denims Limited amalgamated with it in 2009, designed for setting off a new era of excellence in management, cost control, and avoidance of complications in business dealings and operations. In June 2012, the company obtained consent, from the Bangladesh Securities and Exchange Commission, for raising funds through Initial Public Offerings (IPO) and thus got listed with DSE and CSE at the end of same year.

The factory of ETL is located in Jamirdia, Bhaluka, Mymensingh, around 71 km North from Dhaka City. The total land area, registered in the name of the company, is around of 117.12 Bigha. The layout plan is so beautifully designed as to produce a very scenic and eye-catching landscape all around.

### Products

Envoy Textiles Limited is a leading denim manufacturing company with a yearly production capacity of 50.00 million yards. They produce a range of high quality denim products featuring a wide range of yarns and weaves in various shades of indigo and black. ETL specializes in 4.5 oz to 14.75 oz ring and open-end denim. ETL uses stretch, mill wash, and modern finishing processes for products intended for the new age consumers, featuring ring-ring constructions in pure indigo and sanforized denim. ETL specializes in basic indigo products and plans to move up the value chain to cater to the most refined customers.

Research and Development occupies high importance in the company for product innovation, variations, color combinations for picky consumers with exclusive taste. This has contributed, and expected to continue to contribute in the years to come, seizing new opportunities, newer markets and fashionable customers across the globe on an increasing note.

### ETL's Product range consists of -

- 100% cotton denim
- Open-end denim fabric
- Stretch denim fabric
- Right hand twill denim
- Light weight denim fabric
- Flat denim
- Ecru denim
- Over dyed denim fabric
- Streaky denim fabric
- Vintage cross-hatch style denim fabric
- Flat/mercerized denim
- Yarn dyed colored denim
- Indigo dyed denim fabric
- Ring-spun denim effect fabric
- Left hand twill denim
- Medium weight denim fabric
- Heavy weight denim fabric
- Natural denim
- Classic denim fabric
- Naturally uneven denim fabric
- Cross-hatch denim fabric
- Slubby effect denim fabric
- Coated denim



## Shareholding Composition of Envoy Textiles Limited

As on 30 September 2015

### Authorized Capital:

275,000,000 Ordinary Shares of Tk. 10.00 each

125,000,000 Redeemable Preference Shares of Tk. 10.00 each

**4,000,000,000.00**

2,750,000,000.00

1,250,000,000.00

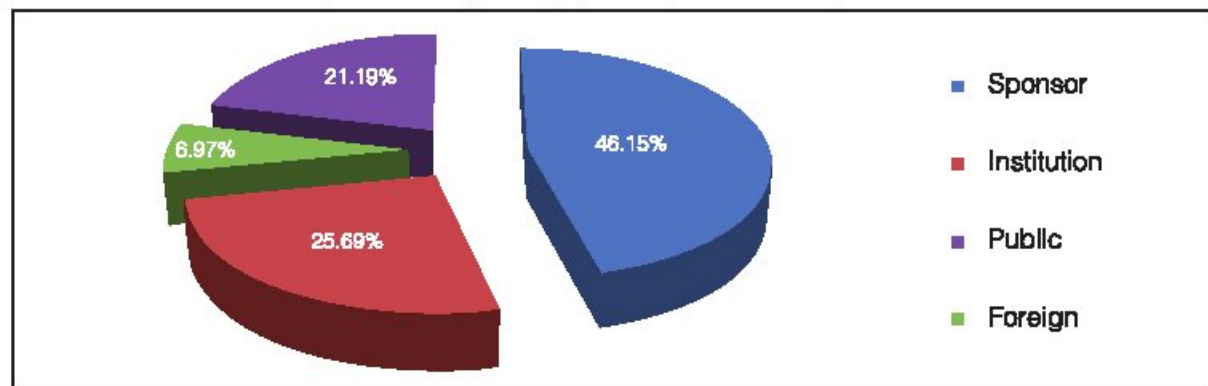
### Issued, Subscribed and Paid up Share Capital:

144,812,850 Ordinary Shares of Tk. 10.00 each

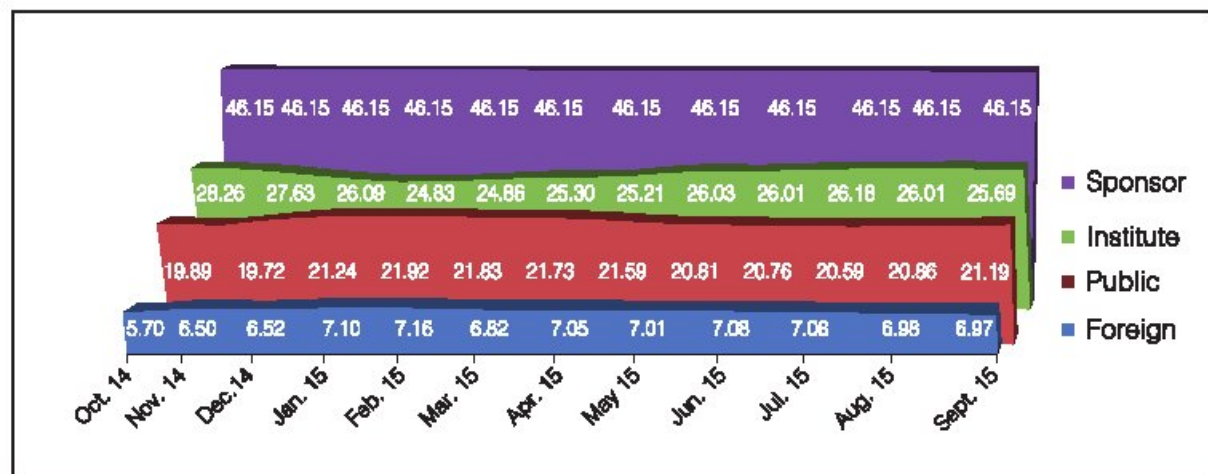
**1,448,128,500.00**

Shareholdings Category	Number of Share	Amount In Taka	%
Sponsors/Directors	66,836,694	668,366,940	46.15
General Shareholders (Individual)	30,687,408	306,874,080	21.19
Institutional Shareholders	37,196,512	371,965,120	25.69
Foreign Shareholders	10,092,236	100,922,360	6.97
<b>Total</b>	<b>144,812,850</b>	<b>1,448,128,500</b>	<b>100.00</b>

Shareholding Structure by Category in Graph as on 30 September 2015



Month-end Shareholding Structure by Category in Percentage for the Year 2014-2015





## Company Information

<b>Legal Form</b>	Envoy Textiles Limited (ETL) was incorporated on June 18, 1995 as a Private Limited Company under Companies Act, 1994, on September 30, 2009 the Company amalgamated with Edge Denims Limited and on October 25, 2009 it converted into a Public Limited Company. The Company listed with Dhaka Stock Exchange & Chittagong Stock Exchange on December 3, 2012 & December 4, 2012, respectively.
<b>Company Incorporation No.</b>	C -28622(2468)/95
<b>Tax Identification Number (TIN)</b>	657558493737
<b>VAT Registration Number</b>	18061005834
<b>Auditors</b>	MABS & J Partners (formerly M/s Saha Mazumder & Co.), Chartered Accountants, 21, Purana Paltan Line (4th & Top Floor), Dhaka-1000
<b>Membership</b>	Bangladesh Textiles Mills Association (BTMA) Bangladesh Association of Publicly Listed Company
<b>Legal Advisor</b>	Mr. Fazlur Rahman, Advocate Bangladesh Supreme Court 9/2 Kaji Jashimuddin Road, Dhaka-1217
<b>Registered &amp; Corporate Office</b>	Envoy Tower (5th -8th Floor) 18/E, Lake Circus Kalabagan (West Panthapath) Dhaka- 1205, Phone: +880-2-9102583-90 Fax : +880-2-9103128, 9130128

**Factory Address**

Jamirdia, Bhaluka  
Mymensingh, Bangladesh  
Phone: 0682- 555037-40, Fax : 0682-555008

**Web Address**

[www.envoytextiles.com](http://www.envoytextiles.com)

**E-mail Address**

[Info@envoytextiles.com](mailto:Info@envoytextiles.com)

**Lead Bankers****BRAC Bank Limited**

1, Gulshan Avenue  
Gulshan-1, Dhaka

**HSBC Limited**

Anchor Tower, 1/1-B Sonargoan Road, Dhaka

**Pubali Bank Limited**

Mohakhali Corporate Branch  
73 Mohakhali C/A, Dhaka- 1212

**Standard Chartered Bank**

SCB House, 67 Gulshan Avenue, Dhaka

**Mutual Trust Bank Ltd.**

MTB Center, 26 Gulshan Avenue, Dhaka

**Lead Insurers****Bangladesh General Insurance Co. Ltd.**

42, Dilkusha C/A, Dhaka-1000.

**Progati Insurance Ltd.**

20-21, Kawran Bazar, Dhaka





## Board Composition & Board Committee

### Board of Directors:

Mr. Kutubuddin Ahmed	Chairman
Mr. Abdus Salam Murshedy	Managing Director
Mrs. Rashida Ahmed	Director
Mrs. Sharmin Salam	Director
Mr. Tanvir Ahmed	Director
Barrister Shehrin Salam Oishee	Director
Mr. Abul Kalam Azad, FCA	Independent Director
Mr. Sk. Bashir Ahmed	Independent Director

### Audit Committee:

Name	Position In the Audit Committee	Position In the Board
Mr. Abul Kalam Azad, FCA	Chairman	Independent Director
Mrs. Rashida Ahmed	Member	Director
Mr. Tanvir Ahmed	Member	Director
Mr. M Saiful Islam Chowdhury ACS	Secretary	Company Secretary

### Company Secretary:

Mr. M Saiful Islam Chowdhury ACS	Company Secretary   <a href="mailto:saiful.chowdhury@envoytextiles.com">saiful.chowdhury@envoytextiles.com</a>
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**Ball Warping**



## BOARD OF DIRECTORS



**Kutubuddin Ahmed**  
Chairman



**Abdus Salam Murshedy**  
Managing Director



**Rashida Ahmed**  
Director



**Sharmin Salam**  
Director



**Tanvir Ahmed**  
Director



**Barrister Shehrin Salam Olshee**  
Director



**Abul Kalam Azad, FCA**  
Independent Director



**Sk. Bashir Ahmed**  
Independent Director



## MANAGEMENT TEAM



**Tushar Tripathi**  
Chief Executive Officer



**Manish Joginder Khanna**  
Chief Operating Officer



**Pranab Karmaker**  
GM, Quality Assurance



**Birla Mukesh Ramawatar**  
Senior Manager, Production Planning



**Mao Cui Yun**  
Manager, Production



**Zhu Min**  
Manager, Research & Development (Washing)



**Tanvir Hasnat**  
Sr. Manager, Supply Chain



**AKM Mizanur Rahman**  
Head of Internal Audit





**Nanda Dulal Biswas**  
Sr. GM, Production



**Shama Proshad Ghosh**  
Sr. GM, Engineering & Utility



**Hamimur Rahman**  
GM, Human Resource



**Rezaur Rahman**  
GM, Project Management



**Majibur Rahman**  
GM, Spinning



**Saiful Islam, FCMA**  
Chief Financial Officer



**Atiqur Rahman**  
DGM, Commercial



**Enamur Rahman Talukder**  
DGM, Administration



**M Saiful Islam Chowdhury ACS**  
Company Secretary



**Sajjadul Islam**  
Consultant- ITS



**Emran Hossain**  
Consultant- Commercial Division



**Bazlur Rahman**  
Consultant- Project Management Division



### Key Milestone:

Incorporation of the Company	:	18 June <b>1995</b>
Awarded Environment clearance Certificate	:	2 January <b>2003</b>
Year of Commercial Operation	:	01 March <b>2004</b>
Awarded Oeko-Tex Standard Certificate	:	06 May <b>2009</b>
Amalgamated with Edge Denims Limited	:	30 September <b>2009</b>
Converted in to Public Limited Company	:	25 October <b>2009</b>
Awarded Organic Exchange (OE) Certificates	:	24 December <b>2009</b>
Awarded Global Organic Textiles Standard (GOTS) Certificate	:	09 January <b>2010</b>
Awarded ISO- 9001:2008 Certificate	:	16 December <b>2010</b>
Awarded ISO- 14001:2008 Certificate	:	16 December <b>2010</b>
Awarded EPB National Export Trophy (Gold)	:	30 November <b>2011</b>
Relocation of Company's Corporate Office at own premises	:	26 January <b>2012</b>
Listed with Dhaka Stock Exchange	:	03 December <b>2012</b>
Listed with Chittagong Stock Exchange	:	04 December <b>2012</b>
Initiated to Set up Spinning Project	:	20 August <b>2014</b>
Awarded ICSB National Award 2014 for Corporate Governance Excellence	:	10 November <b>2015</b>





# PERFORMANCE



## CHAIRMAN'S STATEMENT

Dear shareholder

I have the pleasure to present before you the Annual Report-2015 of Envoy Textiles Limited (ETL) and welcome you all to the 20th Annual General Meeting on behalf of the Board.

All the changes we have made in this Annual Report are intended to make it fair, balanced and understandable.

As part of our commitment to generate long-term shareholder value, we believe in behaving ethically and openly. We are committed to taking the necessary steps to deliver value for shareholders.

I firmly believe that our commitment to good financial performance needs to be matched by a continued focus on being a responsible company, by working with integrity and delivering sustainable business development.

It has been a year of comeback – strategically, operationally and financially. We can only do this successfully with excellent people and, on behalf of the Board, I would like to thank all our employees and partners for their very considerable efforts in the past year.

We believe that active management can generate significant long-term incremental value for shareholders, employees and buyers.

ETL faced significant challenges in the year ago and we continued to make strong progress towards achieving our long term goals and in delivering finest products and services to our buyers. Whilst economic uncertainties remain and some of our markets will take time fully to recover, I believe that the key enablers of our strategy, together with our ongoing investment in R&D and manufacturing infrastructure, will support the continued growth of ETL in the years ahead.

Higher utilization led to volume growth, scale benefits from utilization of the added capacity was the main driver of such a strong performance in the year 2014-15. The extended capacity came into operation in the second quarter that increased our production capacity by 50.0 million yards a year from 37.0 million yards, but operations began in full swing from the third quarter.



The key performance highlights of 2014-15 include:

A record growth in Net Profit by 83.72 %

EPS of the company stood at Taka 3.94

An increase in the company revenue by 24.78% from last year

Attaining the highest ever sales volume by increasing production by 25.15%

An increase in Net Asset Value per Share by 7.45%

To enhance the sustainability of its businesses, ETL has adopted a set of core values. These require the application of the highest standards of health and safety to ensure safe working conditions for our employees.

Investing in our people is, without a doubt, the most important investment that we make in the future of our business. The training, development and especially the safety, health and wellbeing of all our employees is vital to the success of ETL. I am pleased to report that we have continued to make good progress, particularly in reducing cases of occupational illness. We have taken the challenge of eliminating occupational illness cases from our workplaces.

The global denim market is still growing and underlying demand trends remain favorable to long-term industry growth. However, many of the drivers of demand and supply in the industry are under pressure.

Most of the manufactures in Bangladesh are producing denim for low-end segment customers, though the demand of denim products are growing from low-end to high-end segment, forecasting such demand; we introduced rope dyeing for the first time in the country, which is considered to be the best possible indigo dyeing method for yarn.

The once buyer-driven denim industry now witnesses the manufacturers' innovations where the manufacturers now offer their designs to the buyers. We are making more investment in research and development as to attract buyers through presenting innovative products.

We are gradually turning into design innovators, bringing a new dimension to the denim industry to attract global buyers.

ETL has become a platform for denim sourcing as local and global denim buyers have identified the Company as efficient and quality denim producer.

To become a full-fledged textile manufacturer we are setting up a spinning unit with an investment of approximately BDT 300 crore having a capacity of 50 Tons yarn of different category per day. The spinning project is expected to start production in April 2016.

We have further plan to set up an automated knit garment as forward integration to turn into composite apparel manufacturer.

We have entered into agreement with number of prestigious and well reputed buyers for supplying denim fabrics, also representing as sole agent for some of renowned global brands.

Very recently, we have been honored ICSB National award 2014 for excellence in corporate governance, this recognition shows our transparency towards stakeholders and shall inspire us to ensure highest level of governance in days to come.

After a challenging year and delivery of a good financial performance for our shareholders, finally, I would like to thank again all of our people for their considerable contribution in 2014-15.

We look forward to welcoming you at our Annual General Meeting on 26th December 2015

With Warm Regards,

Kutubuddin Ahmed  
Chairman



## Statement from Managing Director

It gives me great pleasure to extend to you all a very warm welcome to the 20th Annual General Meeting of your company.

The fiscal year 2014-15 has been a year of landmark for the company. We have earned highest ever profit in this year. Your Company has continued to deliver strong performance and further strengthened its position in key markets.

Profits in most of the textile companies tumbled in the first-half of the year compared to the year-ago period as political turmoil and depreciation of the euro affected the sector's earnings.

Despite of these adverse situations, we had impressive growth during the period due to higher utilization of expanded capacity. We are also expecting better business in the coming years, as buyers from EU and USA are now expressing interest in sourcing more denim products from Bangladesh.

The denim fabrics producers have created a huge job and are capable of supplying over 70 percent of the country's total demand for denim fabrics.

Exports of denim items to the European Union (EU) posted double-digit growth last year, enabling the country to elbow out Turkey and China in the regional market. Bangladesh sustained the third position in the US market in the last couple of years.

China is losing its share in the global denim business due to its higher production cost and a shift of its manufacturing base towards technological products. The gradual decline in China's exports to the US and the EU has opened up the opportunities for other competitors including Bangladesh.

Though the sector marched to a new height there are still some challenges. The main challenges are building confidence in the global buyers, cost of doing business, political stability, availability of gas, energy and power, workers efficiency and managerial capacity.

I take this opportunity to thank you for the confidence you have placed in our Company and for your continued support over the years. Together we can make a difference.

With best regards,

Abdus Salam Murshedy  
Managing Director



ICSB National Award 2014

# GOVERNANCE



## Statement on Corporate Governance

Corporate governance is the system by which companies are directed and controlled by the management in the best interest of all the stakeholders, thereby ensuring greater transparency and better and timely financial reporting.

The Board of Directors are responsible for proper governance which includes setting out the Company's strategic aims, providing the necessary leadership to implement such aims, supervising the management of the business and reporting to the shareholders on their stewardships.

ETL is committed to continually reviewing all corporate governance policies and practices to ensure the ongoing transparency of the company's practices and the delivery of high standards and quality information to stakeholders.

The maintenance of effective corporate governance remains a key priority of the Board of Envoy Textiles Limited.

ETL considers that its corporate governance practices comply with all the aspects of the BSEC Notification No. SEC/CMRRCD/2006-158/134/Admin/44 dated August 07, 2012. In addition, to establish high standards of corporate governance, ETL also considers best governance practices in its activities.

### Date of this Corporate Governance Statement

This Corporate Governance Statement reflects the corporate governance and other related policies and practices in place for the Envoy Textiles Limited as at 30 September 2015.

### Board of Directors

#### Composition

The Board of ETL considers that its membership should comprise of directors with an appropriate mix of skills, experience and personal attributes that allow the directors, individually and the Board, collectively, to discharge their responsibilities and duties, under the law, efficiently and effectively, understand the business of the Company and assess the performance of the management.

The composition of the Board embraces diversity. The Directors have a range of local and international experience and expertise, and specialized skills to assist with decision making and leading the company for the benefit of shareholders.

The Board of ETL comprises of Eight Directors, including two Independent Directors who possess a wide range of skills and experience over a range of professions and businesses. Each of ETL's directors brings in independent judgment and considerable knowledge to perform their roles effectively. The Board of Directors ensures that the activities of the Company are always conducted with adherence to strict and highest possible ethical standards and in the best interests of the stakeholders.

### Retirement and Re-election of Directors

As per the Article of Association of the company, at least one-third of the directors are to retire every year and they shall be those who have been longest in the office since their last election. But as for individuals who had been appointed as directors on the same day, their retirement shall (unless they otherwise agree themselves) be determined by lot, but they will remain eligible for re-election.

### Independent Directors

Mr. Abul Kalam Azad, FCA was appointed by the Board of ETL on 5 December 2012 as Independent Director, duly approved by the Shareholders at 17th Annual General Meeting held on 31 December 2012 and after that the Board has also appointed to Mr. Sk. Bashir Ahmed, B.Sc. Engg. MIE (B) as an Independent Director on 14 May 2013, accordingly approved by the Shareholders at 18th Annual General Meeting held on 20 December 2013 for the first three years term in compliance with the Provision 1.2(i)&(iii) of BSEC Notification relating Corporate Governance dated August 7, 2012.





Mr. Azad is a fellow member of ICAB, possessing 36 years of professional experience and Mr. Ahmed is a graduate Civil Engineer from BUET, having 22 years of business experience. Both of the Independent Directors hold no shares in the Company.

#### **Role and Responsibilities of the Board**

The Board is committed to the Company seeking to achieve superior financial performance and long term prosperity, while meeting stakeholders' expectations of sound corporate governance practices.

The Board of Directors is in full control of the Company's affairs and is also fully accountable to the shareholders.

They firmly believe that the success of the Company largely depends on the credible corporate governance practices adopted by the Company. Taking this into consideration, the Board of Directors of ETL set out its strategic focus and look over the business and related affairs of the Company. The Board also formulates the strategic objectives and policy framework for the Company.

#### **Chairman of the Board**

The Chairman of the Board is elected to the office of Chairman by the directors. The Board considers that the Chairman is independent.

#### **Role of the Chairman**

The Chairman runs the Board. The Chairman serves as the primary link between the Board and management, and works with the Managing Director and Company Secretary to set the agenda for Board meetings. It is the Chairman's responsibility to provide leadership to the Board and ensure that the Board works effectively and discharges its responsibilities as directors of the Company.

#### **Chairman of the Board & Managing Director of the Company are different person**

The Chairman of the Board is not the Chief Executive of the Company. The role of Chairman and the Managing Director are independent and separate.

#### **Role of the CEO**

The CEO is responsible for establishing and executing the Company's operating plan that is necessary to achieve the Company's objectives; as a coach, the CEO works with executives to help them become greater contributors by helping them improve their efficiency and effectiveness.

#### **Conduct for the Board Members**

The Board of Directors of ETL is committed to the highest standards of conduct in their relationships with its employees, buyers, members, shareholders, regulators and the public.

#### **Board Meeting**

##### **Holding of the Board Meeting**

The Meetings of the Board of Directors of ETL are normally held at the Registered/Corporate Office of the Company. The meetings are held frequently, at least once in a quarter, to discharge its responsibilities and functions as mentioned above. The Meeting is scheduled well in advance and the notice of each Board meeting is given, in writing, to each director by the Company Secretary.

#### **Number of Board meeting held in 2014-15 (01 October 2014 to 30 September 2015)**

The number of meetings of the Board held during the accounting year, and the attendance of directors at those meetings are disclosed in the Annexure-III of the Directors' Report.

The number of directors required to constitute a quorum is three (3), out of the eight directors. During the period, total fifteen (15) Board meetings were held.



### **Role of the Company Secretary**

Appointed by the Board, the Company Secretary works with the Chairman of the Board to monitor and enhance corporate governance processes and to ensure that Board policies and procedures are tracked.

### **Senior Executive**

#### **Structure**

The Company's management structure comprises by the CEO and the Head of the divisions. The Management Team (MT) is responsible for developing organizational and business strategy and sponsoring innovation and development of best practices across the company. The MT is also responsible for organizational effectiveness and the development of ETL's values and culture. The MT is responsible for managing ETL's performance and key business issues in line with the company's long term strategy and for talent and performance management. The MT is chaired by the CEO and the team meets face to face on a regular basis.

#### **Performance Review**

The CEO is responsible for setting financial targets as well as operational and management goals for the members of the MT. Both short term and long term goals form part of the performance management of all senior executives. Long term goals are directly linked to the vision of the company. Short term goals are generally directly linked to objectives of the company.

The Chairman and CEO conduct a detailed review of the performance of senior executives against these goals on quarterly basis.

#### **Remuneration of the senior executives**

Remuneration of all senior executives, are based on performance review appraisal measuring through quarterly and annual KPI (Key Performance Indicator) appraisal system.

#### **Board Committee**

The Board has established a permanent Board Committee to assist advice and make recommendations to the Board on matters falling within their respective responsibilities.

#### **Audit Committee**

The ETL Audit Committee is a sub-committee of the Board of Directors of Envoy Textiles Limited formed in compliance with BSEC Corporate Governance notification dated August 7, 2012 and international best practices on Corporate Governance.

#### **Objectives of the Audit Committee**

The principal function of the Audit Committee is to exercise and have an oversight over the Company's risk management, financial reporting and regulatory compliance functions.

#### **Composition of Audit Committee including Independent Director**

An audit committee consisting of the Independent Director as Chairman and two other Directors as member has been constituted in terms of the BSEC guidelines for ensuring good governance practices. The audit committee of the Board had held 4 (four) Meetings during the year and examined the coverage of internal and external audit.

The Company Secretary acts as the secretary of the Audit Committee.

#### **Chairman of the Audit Committee and his qualifications**

The Committee is headed by Mr. Abul Kalam Azad, FCA with thirty six years' of knowledge and experience in the fields of accounting, finance, audit and corporate management. Mr. Azad is a fellow member of the Institute of Chartered Accountants of Bangladesh (ICAB).



### **The Audit Committee and Internal Audit**

Internal Audit is the division within ETL that is responsible for reviewing the company's system of internal controls, including the conduct of regular audits of all operational units. Internal Audit is operationally independent and its members are not involved in the company's operational activities and in that the Head of Internal Audit, in addition to his direct reporting line to the Chairman & CEO, also has access to the Audit Committee.

The Audit Committee is responsible for approving the annual audit plan of Internal Audit Division and reviewing the plan's subsequent implementation. Internal audit reports or summaries thereof prepared by Internal Audit Division are reviewed on a regular basis by the committee.

### **Reporting of Audit Committee**

The Audit Committee reports directly to the Board of Directors and under certain circumstances can also report to the Chairman.

### **Internal Control**

Internal control is a process designed to provide reasonable assurance regarding the achievement of objectives relating to effectiveness and efficiency of operations, reliability of both external and internal financial and non financial reporting, and compliance with applicable laws and regulations in ETL. The control system applies to all divisions and departments of ETL's operations.

### **Communications and Relationship with Shareholders**

ETL strongly believes that all stakeholders should have access to complete information on its activities, performance and product initiatives. The Company's web site [www.envoytextiles.com](http://www.envoytextiles.com) displays, inter alia, the annual report, half yearly report, quarterly report, product offerings, recent announcements and event updates.

The Company reports to the shareholders, four times a year, through quarterly, half yearly report and detailed annual report. Every shareholder has the right to attend the annual general meeting, where they can meet and communicate with the directors and express their views regarding the Company's business, its future prospects and other matters of interest. The shareholders are always encouraged to attend the meeting or, if unable to attend, may appoint proxies.

All disclosures required by the Company Act, 1994, Bangladesh Securities and Exchange Commission, Listing Regulations of Dhaka Stock Exchange Limited and Chittagong Stock Exchange Limited are made adequately and promptly.

### **Preparation and Presentation of Financial Statements and Directors' Responsibility**

The Companies Act 1994 requires the directors to prepare financial statements for each accounting year. The Board of Directors accept the responsibility of preparing the financial statements, maintaining adequate records for safeguarding the assets of the Company, preventing and detecting fraud and/or other irregularities, selecting suitable accounting policies and apply those policies, consistently, and making reasonable and prudent judgments and estimates where necessary.



## Report of the Audit Committee

The Audit Committee oversees the Company's financial reporting process on behalf of the Board of Directors. The Company's management has the primary responsibility for the financial statements, for maintaining effective internal control over financial reporting, and for assessing the effectiveness of internal control over financial reporting. In fulfilling its oversight responsibilities, the Committee reviewed and discussed the financial statements and the related schedules with Company management, including a discussion of the quality, not just the acceptability, of the accounting principles; the balance between judgments; and the clarity of disclosures in the financial statements.

The Committee discussed with the Company's Internal auditors and statutory auditors the overall scope and plans for their respective audits. The Committee meets with the Internal auditors and the external audit firm, with or without the presence of the management, to discuss the results of their examinations; their evaluation of the Company's Internal control and the overall quality of the Company's financial reporting.

In reliance on the reviews and discussions referred to above, the Committee recommended to the Board of Directors, that the financial statements and related schedules be included in the Annual Report to which the Board has approved,

The Committee is governed by a term of reference in line with requirements of BSEC notification on corporate governance. The Committee held four meetings during the fiscal year 2014-15. The Committee is comprised of three directors including an independent director, who is the Chairman of the Committee as defined by the Bangladesh Securities and Exchange Commission Corporate governance guideline Notification.

During the year 2014-15, the Audit Committee carried out the following activities:

1. Financial Reporting

Reviewed the quarterly, half-yearly and annual financial statement of the Company with the Chief Financial Officer and Chief Executive Officer, focusing particularly on significant changes to accounting policies and practices, adjustments arising from the audits, in compliance with the accounting standards and other legal requirements before recommending it to the Board for approval.

2. Internal Control and Internal Audit system

a. Reviewed Internal Control and Internal Audit system periodically.

b. Reviewed status reports of internal audit to ensure that appropriate actions had been taken to implement the audit recommendations

3. External Audit

Reviewed with the external auditors, the Company's annual financial statements were discussed with the Chief Executive Officer and Chief Financial Officer, focusing on findings arising from audits, before recommending it to the Board of Directors for approval.

**Abul Kalam Azad, FCA**  
Chairman, Audit Committee



## Report of the CEO & CFO

We have reviewed the financial statements of Envoy Textiles Limited which comprise of the Statement of Financial Position as at 30 September 2015, Income Statement, Statement of Changes in Equity, Cash Flow Statement for the year ended, and a summary of significant accounting policies and other explanatory notes.

These Financial Statements have been prepared and presented fairly in accordance with Bangladesh Accounting Standards (BAS) and Bangladesh Financial Reporting Standards (BFRS), the Financial Institutions Act 1993, the rules and regulations issued by the Bangladesh Bank, the Companies Act 1994 and other applicable laws and regulations. The Company has taken proper and sufficient care in installing a system of internal control, which is reviewed, evaluated and updated on an ongoing basis. The Internal Control & Compliance Department of the Company conducts periodic audits to provide reasonable assurance that the established policies and procedures of the Company were consistently followed.

Based on the Internal control system of the Company and our review of these financial statements, we, Tushar Tripathi, CEO & Saiful Islam FCMA, CFO of the Company do hereby jointly certify that we have reviewed the financial statements for the year ended 30 September 2015 together with the notes thereon and schedule annexed there to and that to the best of our knowledge and belief:

- a) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
- b) these statements together present a true and fair view of the company's affairs and are in compliance with existing accounting standards and applicable laws.

There are, to the best of our knowledge and belief, no transactions entered into by the company during the year which are fraudulent, illegal or a violation of the Company's code of conduct.

**Saiful Islam, FCMA**  
Chief Financial Officer  
Envoy Textiles Ltd.

**Tushar Tripathi**  
Chief Executive Officer  
Envoy Textiles Ltd.



# DIRECTORS' REPORT



## Directors' Report to the Shareholders

### Dear Shareholders:

In terms of provision of Section 184 of the Companies Act 1994, Rule 12 (and the schedule thereunder) of the Securities and Exchange Rules 1987 and Bangladesh Securities & Exchange Commission Notification, no.SEC/CMRRCD/2006 158/194/Admin/44 dated 7 August 2012 on compliance of corporate governance guidelines, it is the pleasure of the Board of Directors to submit its Report to the Shareholders for the year ended 30 September 2015 in the following paragraphs:

### Industry Outlook

There are 27 factories producing a total of 360 million yards of denim fabrics against country's current demand of 720 million per annum, where global demand is 6.5 billion of yards per annum.

Bangladesh has a huge opportunity to grab a large share of global denim market, as the country earned reputation in producing denim fabrics and denim made products; major global brands are increasingly coming to place order in Bangladesh, helping the denim manufacturer maintain a steady growth.

Bangladesh is the second largest denim exporter to the European markets and the third largest denim exporter to the US markets

Bangladesh holds 22.88% share in EU and 11.35% in USA denim markets, with a growth of 11.16%. Sourcing from Bangladesh by US and European brands help the country expand the industry.

Among the global players in the \$60bn denim market, Bangladesh lags behind China, the US, Italy and some Latin American countries.

At present, manufacturers use denim of different kinds – regular, knit, jacquard, printed, colored and coated to produce jeans.

### The state of the Company's affairs

Envoy Textiles Limited (ETL) is a 100% export oriented denim fabric manufacturer and the first denim project in Bangladesh with rope dyed technology having a current installed production capacity of 50 million yards denim fabrics per annum. The Company started its commercial operation with an initial production capacity of 16 million yards per annum in 2008. Within short span of time, the capacity enhanced to 24 million, over the periods the capacity extended by 3 times from initial capacity. The Company's production is in full swing from July 2015 with attainable optimum capacity utilization of 3.5 million yards of denim fabrics per month. ETL is specialized in 4.5 oz to 14.75 oz ring and open-end denim fabric. Company's core focus area is product development through research and innovation and its effort is to produce diverse range of denim fabrics to compete in the higher value added market segment.

As a part of continuous expansion program for sustainable business and for linking backward integration, the Company's Spinning project having production capacity of 17,500 MT per annum is in progress to set up. Erection of the machineries will be started from December 2015, for this civil construction of 2,30,000 square feet production floor is almost done. Commercial operation is expected to begin from April 2016.



### Production Capacity verses actual Production for last five years In operation:

	2014-15	2013-14	2012-13	2011-12	2010-11
Installed Production Capacity (in Million Yard)	50.00	50.00	37.00	24.00	24.00
Actual Production (in Million Yard)	33.15	26.49	22.84	19.82	17.36
Capacity Utilized (in Percentage)	*85.60	87.00	87.86	82.60	82.65
Numbers of Loom Machine in Operation	314	218	132	132	126

\* Based on Denim production unit-1, as extended capacity was in trail production for 1st 9 months and came into commercial production phase by phase over the period.

### Risks and Concerns

The Company is aware of its following various risks and concerns and is prepared to meet those by systematic control:

**Industry Market Risk**-Bangladesh has to compete with other established manufacturers in countries like China, India, Pakistan, Cambodia and Vietnam. India and Pakistan are the two leading denim exporters that have become very lucrative to international buyers as the countries local currency devaluated against the dollar exchange rate. Also the countries have cost advantages being they producing cotton. Besides, Pakistan is enjoying a GSP facility in the EU market. Due to the rising cost in China, buyers are already planning to move to other cost efficient destinations like Bangladesh. Moreover, Bangladesh Denim Textile Industry has a competitive advantage as we have a very developed garments infrastructure and continuously upgrading skills of human resources enabling us to bring out high quality and cost competitive products. Though, political instability is still quite certain industry risk for Bangladesh.

**Demand Risk**- The demand for denim products is not growing at the expected level, as the younger generation now are more fascinating with electronic gadgets rather than buying fashionable denim wears. Climate changes have a seasonal demand variation and it could have a significant impact in some years.

**Financial Risk**-Risk and uncertainties for use of estimates in preparation of financial statements has been disclosed under note 4.02 of the Financial Statements.

**Raw Material Price Risk**-Yarn price in the world market is volatile, since yarn price is directly correlated with cotton production. As the Company is operating in intermediary process such price fluctuation can be adjusted within a short lead period.

**Foreign Exchange Risk**-As payment for Raw Materials is set-off by realization from export proceeds in the same foreign currency. Foreign Exchange rate fluctuation risk is very minimal which is adjusted through natural hedge.

### Operational Performance

#### Segment-wise

The Company has single product line, producing and exporting quality denim fabrics in diverse shade, quality, recipe, color, weight, fashion, etc to the different countries.

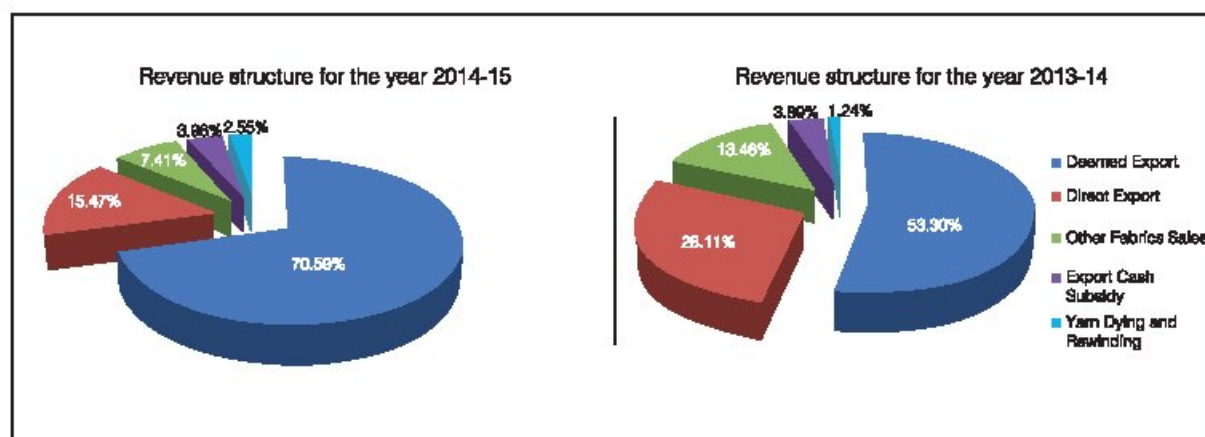
Revenue generates from different sources, core revenue of the company are coming from deemed export through export oriented RMG against back to back LC and direct export to the world-renowned foreign buyer. The Company is entitled for cash subsidy at the rate of four percent on export proceeds, subject to procuring raw materials through local source. A slide of revenue comes from weaving & finishing, B grade fabric sales, sample sales and stock fabric sales. The company also adding revenue by yarn dyeing and rewinding for local knit RMG. In FY 2013-14, the company's revenue was BDT 4,391.17 million, which has been increased to BDT 5,479.12 million in FY 2014-15. Average revenue growth rate is 24.78% over year-on-year.





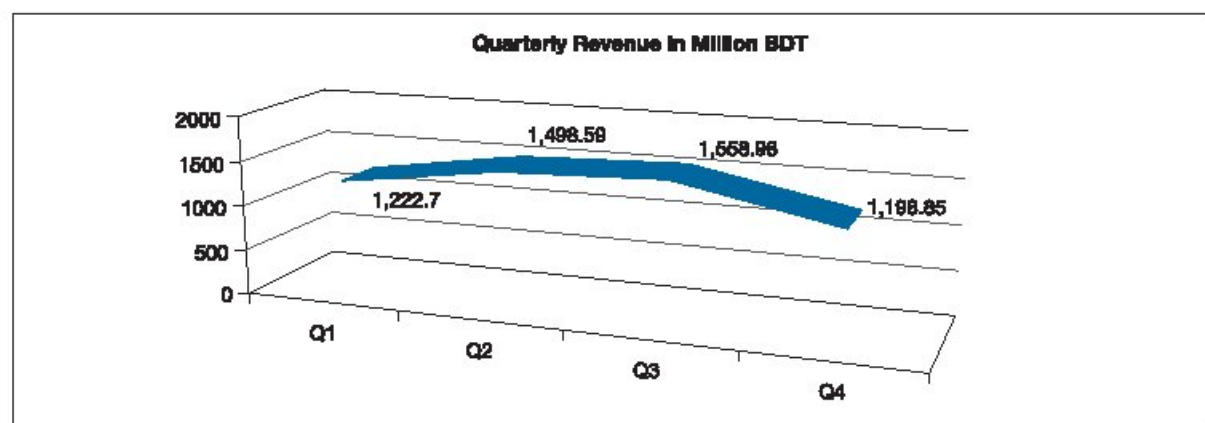
### Year-on-year segment-wise Revenue performance (all figures in Million BDT):

Revenue :	2014-15	In %	2013-14	In %	+/- In Amount	In %
i) Deemed Export	3,887.52	70.59	2,340.38	53.30	1,527.14	34.78
ii) Direct Export	847.54	15.47	1,234.46	28.11	(386.92)	(8.80)
iii) Others Fabric Sales	406.21	7.41	590.92	13.46	(184.71)	(4.21)
iv) Export Cash Subsidy	217.99	3.98	170.80	3.89	47.19	1.07
v) Yarn Dying and Rewinding	139.86	2.55	54.61	1.24	85.25	1.94
<b>Total</b>	<b>5,479.12</b>	<b>100</b>	<b>4,391.17</b>	<b>100</b>	<b>1,087.95</b>	<b>24.78</b>



### Quarterly performance (2014-2015)

	Q1	Q2	Q3	Q4	Total
Revenue (Million BDT):	1,222.70	1,498.59	1,558.98	1,198.85	5,479.12
Growth Q to Q in %	-	22.56	4.03	(23.10)	-
Net Profit after Tax	174.57	179.16	160.69	56.82	571.24



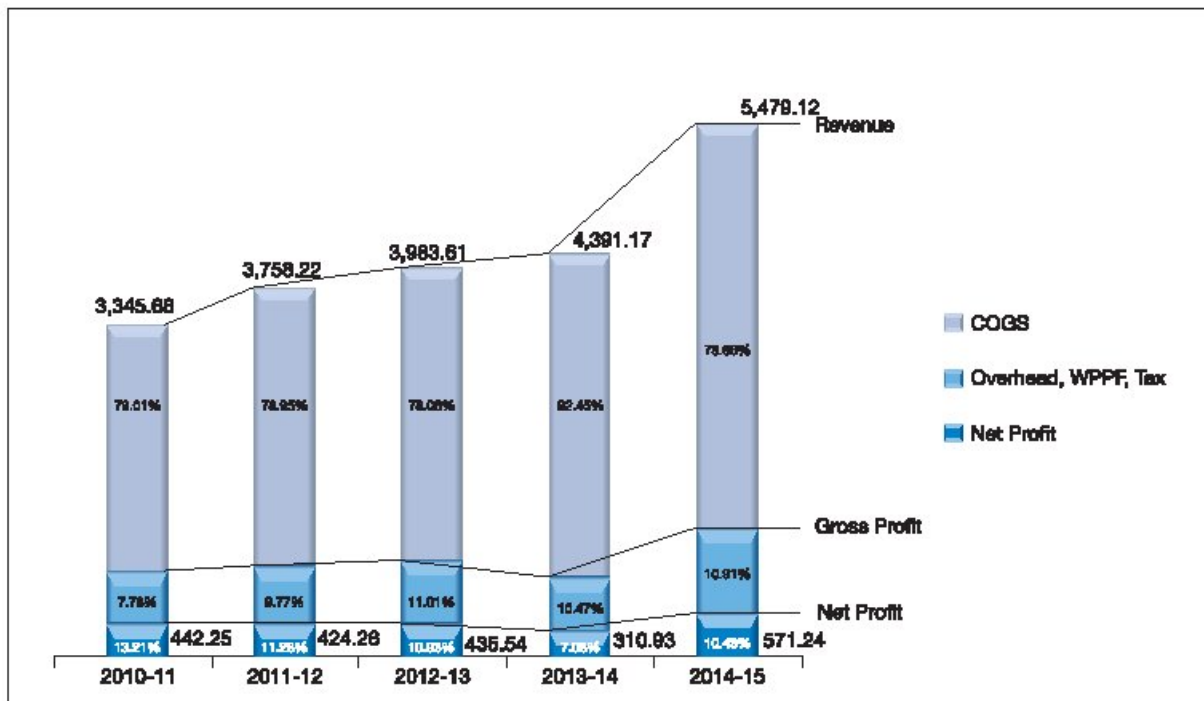
The quarterly results of the company were in steady flow over the period. Political situation remained stable during the period after a long turmoil; scale benefits from utilization of the extended production capacity and management commitment were the ultimate driver of such a solid performance.



**Cost of Production, COGS, GP Ratio and NP Ratio for last five years (all figures in Million BDT):**

	2014-15	2013-14	2012-13	2011-12	2010-11
Cost of Raw Materials	3,675.88	3,074.71	2,810.19	2,522.20	2,463.33
Other Production Overhead	860.61	591.88	467.06	383.39	333.80
Total Cost of Production	4,536.49	3,666.59	3,277.25	2,905.59	2,797.13
Cost per Yard in BDT	136.86	138.43	143.46	146.57	161.15
% of Raw Materials Cost to Production:	81.03	83.85	85.74	86.81	88.07
i) Yarn	68.17	71.89	75.74	76.55	79.07
ii) Chemical	12.43	11.51	9.53	9.74	8.68
iii) Packing Materials	0.43	0.45	0.47	0.52	0.32
Cost of Goods Sold (COGS)	4,309.79	3,620.82	3,109.94	2,967.36	2,643.45
Revenue	5,479.12	4,391.17	3,983.61	3,758.22	3,345.68
% of COGS to Revenue	78.66	82.45	78.06	78.95	79.01
Gross Profit (GP)	1,169.33	770.35	873.67	790.86	702.23
<b>GP Ratio</b>	<b>21.34%</b>	<b>17.54%</b>	<b>21.93%</b>	<b>21.04%</b>	<b>20.96%</b>
Net Profit after Tax	571.24	310.83	435.54	424.26	442.25
<b>NP Ratio</b>	<b>10.43%</b>	<b>7.08%</b>	<b>10.93%</b>	<b>11.28%</b>	<b>13.21%</b>

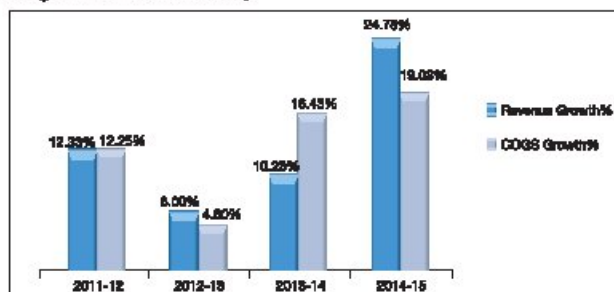
**Comparative analysis of COGS, Overheads and Net Profit to Revenue for last five years :**



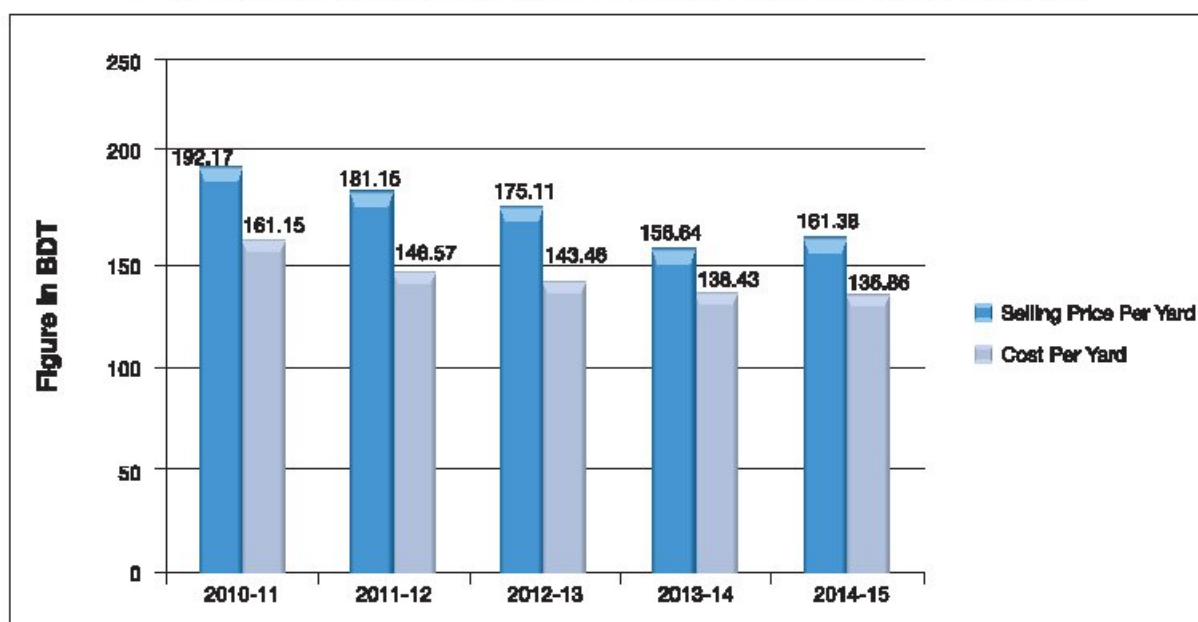


**Revenue Growth Vs COGS (all figures in Million BDT):**

	2014-15	2013-14	2012-13	2011-12
Revenue	5,479.12	4,391.17	3,983.61	3,758.22
Revenue Growth Rate	24.78%	10.23%	6.00%	12.33%
COGS	4,309.79	3,620.82	3,109.94	2,967.36
COGS Growth Rate	19.03%	18.43%	4.80%	12.25%



**Average Selling price versus Cost of Production per yard for last five years:**



As reflected in above figures, revenue growth is 24.78%, where cost increased by only 19.03%, attained a positive spread of 5.75% over the last year. Average selling price per yard of fabric increased by 3.03% and cost of production per yard reduced by 1.14%, in the year 2014-15 as compared to the year 2013-14

A stable business environment increased the demand from buyers that prevailed over the periods. Moreover China, the largest apparel exporter worldwide, is placing order due to duty benefits and rising production cost in their country resulted in increase of the selling price of denim fabrics in the year 2014-15.

Cost of Production per yard decreased as compared to the last year mainly due to efficient raw materials sourcing, cotton price reduction in the international market and production efficiency through utilizing optimum production capacity.



Total overhead including financial expenses increased by 19.03% year-on-year in 2014-15

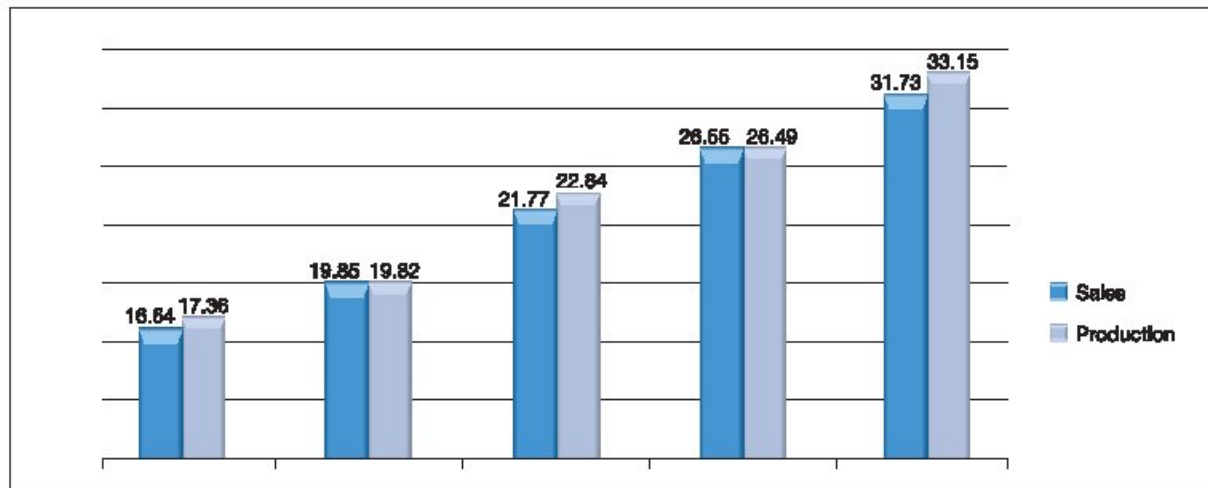
Financial expenses increased significantly against Bank finance in spinning project. For efficient raw material sourcing, the company used low cost EDF fund instead of procuring raw materials through supplier's credit under deferred LC arrangement, consequently a significant amount of accounts payable for raw materials converted into short term bank liabilities. The increased of other overheads were insignificant, mainly for price inflation.

In spite of uncertainties in political situation and challenges in business environment, the Company earned a record net Profit after tax of BDT 571.24 million, accelerated 83.72% year-on-year in fiscal 2014-15 by its professional management capacity.

**Marketing Operation:  
Quantity Sold (In Million Yards)**

	2014-15	2013-14	2012-13	2011-12	2010-11
Deemed Export- Local RMG	24.72	13.17	18.34	17.22	14.73
Export- International Market	5.08	7.60	0.65	0.24	0.39
Others Fabrics Sales	1.93	5.78	2.78	2.39	1.52
<b>Total Sales In Yards-</b>	<b>31.73</b>	<b>26.55</b>	<b>21.77</b>	<b>19.85</b>	<b>16.64</b>

**Sales Vs. Production for last five years (Million In Yards)**



**Selling Price Per Yard In BDT**

	2014-15	2013-14	2012-13	2011-12	2010-11
Deemed Export- Local RMG	156.43	177.63	182.39	185.35	194.93
Export- International Market	166.92	162.53	141.61	202.50	239.55
Others Fabrics Sales	210.19	102.21	134.91	148.77	153.43
<b>Average Selling Price per Yard</b>	<b>161.38</b>	<b>156.89</b>	<b>175.11</b>	<b>181.15</b>	<b>192.17</b>



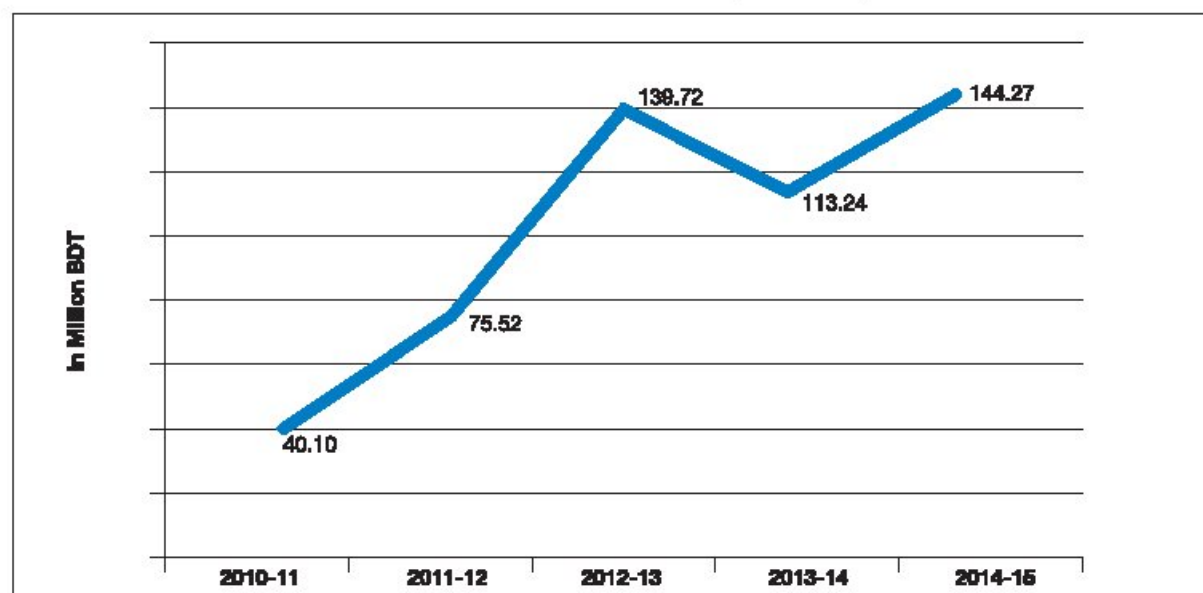
### Fabrics Sales (In Million BDT)

	2014-15	2013-14	2012-13	2011-12	2010-11
Deemed Export- Local RMG	3,867.52	2,340.38	3,345.01	3,191.52	2,871.23
Export- International Market	847.54	1,234.46	91.58	48.95	92.86
Others Fabrics Sales	406.21	590.92	375.19	355.72	233.37
<b>Total Sales</b>	<b>5,121.27</b>	<b>4,165.76</b>	<b>3,811.78</b>	<b>3,596.19</b>	<b>3,197.47</b>

### Contribution to National Exchequer (In Million BDT):

	2014-15	2013-14	2012-13	2011-12	2010-11
Corporate Income Tax	65.80	34.06	46.64	27.40	0.13
Advance Income Tax (Deduct at Source)	60.25	60.48	75.74	38.65	27.06
VAT	5.63	14.04	9.85	5.91	1.76
Import Duties	8.96	1.64	1.17	2.06	9.28
Stamp Duties	0.68	0.38	2.59	0.85	0.85
License Fees etc.	2.95	2.64	3.73	0.65	1.02
<b>Total Amount in BDT</b>	<b>144.27</b>	<b>113.24</b>	<b>139.72</b>	<b>75.52</b>	<b>40.10</b>

### Contribution to National Exchequer In Graph



### Foreign Exchange Earned/Saved:

(Amount in Million BDT)

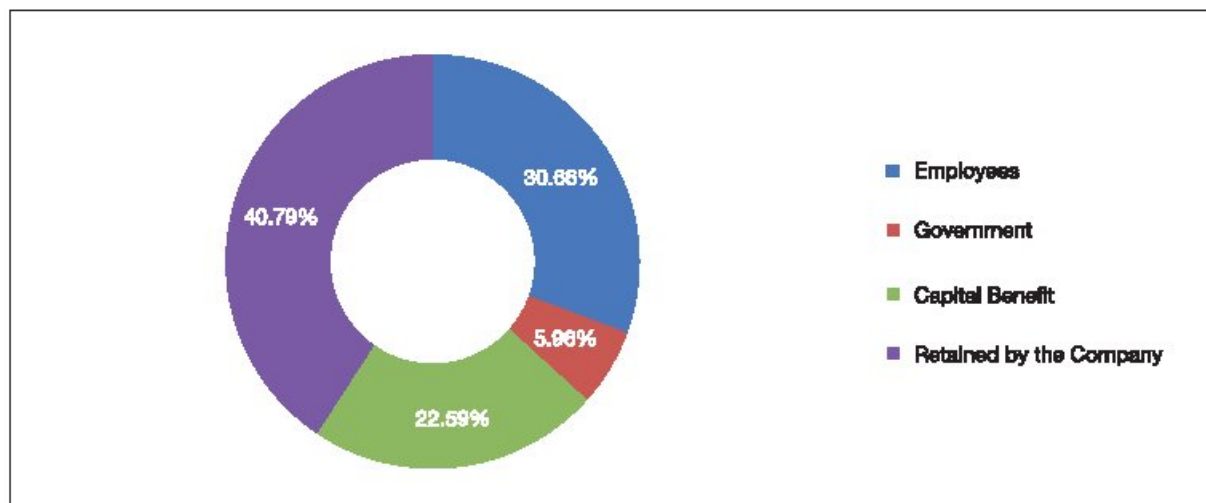
	2014-15	2013-14	2012-13	2011-12	2010-11
Total Export Earnings:	4,835.44	3,574.85	3,436.59	3,240.48	2,964.10
Less: Foreign Import Cost					
Raw Material Yarn	3,215.43	2,829.85	2,485.06	2,211.59	2,286.43
Raw Material Dyes & Chemicals	563.78	470.23	311.62	286.62	258.97
Spare Parts	58.82	44.30	40.18	23.16	4.16
Miscellaneous	18.76	0.32	0.89	1.82	3.24
<b>Net Export Earned / Saved</b>	<b>978.65</b>	<b>230.15</b>	<b>698.84</b>	<b>717.29</b>	<b>411.30</b>



## Value Added Statement:

Particulars	Amount In Taka 30 Sept. 2015	Amount In Taka 30 Sept. 2014
<b>Source of Fund:</b>		
Net Sales	5,479,121,542	4,391,171,642
Les: Purchase of Raw Materials and Services	(4,070,931,714)	(3,483,183,321)
Other Income	2,284,204	8,844,309
<b>Total -</b>	<b>1,410,474,032</b>	<b>916,832,631</b>
<b>Application of Fund:</b>		
<b>Employees</b>		
Salary, Wages and Other Benefits	400,669,846	349,008,990
Contribution to Workers Profit Participation Fund	31,852,269	16,992,257
	<b>432,522,115</b>	<b>366,001,247</b>
<b>Government</b>		
Corporate Tax	65,803,788	28,920,086
Other Government Duties	18,230,955	18,705,907
	<b>84,034,743</b>	<b>47,625,993</b>
<b>Capital Benefit</b>		
Dividend	<b>318,588,270</b>	<b>210,892,500</b>
<b>Retained by the Company</b>		
Depreciation & Ammortization	322,675,578	192,280,329
Retained Earnings	252,653,326	100,032,562
	<b>575,328,904</b>	<b>292,312,890</b>
<b>Total -</b>	<b>1,410,474,032</b>	<b>916,832,631</b>

**Distribution of Value addition In 2014-2015**





### **Corporate and Financial Reporting Framework**

The Directors, in accordance with BSEC Notification No. SEC/CMRRCD/2006-158/134/Admin/44 dated 07 August 2012; confirm compliance with the financial reporting framework for the following:

- a. The financial statements prepared by the management of ETL, present fairly its state of affairs, the results of its operations, cash flows and changes in equity;
- b. Proper books and accounts of the Company have been maintained;
- c. Appropriate accounting policies have been consistently applied except for the changes disclosed in the financial statements in preparation of financial statements and accounting estimates are based on reasonable and prudent judgment.
- d. International Accounting Standards (IAS), Bangladesh Accounting Standards (BAS), International Financial Reporting Standards (IFRS), Bangladesh Financial Reporting Standards (BFRS) as applicable in Bangladesh, have been followed in preparation of financial statements and any departure there from has been adequately disclosed.
- e. The system of internal control is sound in design and has been effectively implemented and monitored;
- f. There was a significant deviation from the operating result of the last year and the reasons thereof have been explained under operational performance Para in this report.
- g. There was no significant variance between the quarterly and the Annual financial performance of the company during the year 2014-15
- h. There was no extra-ordinary gain or loss during the year 2014-15
- i. There were related party transactions during the year 2014-15, which are disclosed in note no. 36 of the financial statements.
- j. The CEO and CFO have certified to the Board that they have reviewed the Financial Statements and believe that these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading; and 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.
- k. The CEO and CFO have further certified to the Board that there are, to the best of their knowledge and belief, no transactions made by the company during the year which are fraudulent, illegal or violation of the company's code of conduct.

### **Key Operating and Financial Data**

Key operating and financial information for the last five years as per requirement of the condition 1.5(xviii) of BSEC Notification No. SEC/CMRRCD/2006-158/134/Admin/44 dated 07 August 2012, are presented as Annexure I titled under Key Operating and Financial data.

### **Shareholding Pattern**

Shareholding patterns of the Company as on 30 September 2015, are stated in Annexure II of this report as required by condition 1.5(xxi) of the BSEC Notification dated August 7, 2012

### **Board Meeting, Attendance & Remuneration to the Directors**

During the year ended 30 September 2015, a total of fifteen (15) Board Meetings were held and the attendance by the Directors are summarized in Annexure III of this report. The remuneration of the Directors has been mentioned in Note 37.01 & 37.02 of the Financial Statements. The Directors of the Company, including Independent Directors have forgone their meeting attendance fees for the year 2014-15.

### **Proposed Dividend**

The Board recommended Cash Dividend @ 17% (i.e. Taka 1.70 per share of Taka 10.00 each) and stock Dividend @ 5% (i.e. 5 shares for every 100 ordinary shares held) for the year ended 30 September 2015.

### **Distribution of Profit**

Considering the need for expansion and product innovation, increasing cost of external sources of fund, the Board of Directors have proposed and recommended for appropriation as follows:

- |  |                  |
|--|------------------|
| a. Net Profit after Tax for the year ended 30 September 2015 | Taka 571,241,596 |
| b. Proposed appropriation:                                   |                  |
| (i) Cash Dividend  | Taka 246,181,845 |
| (ii) Issuance of Stock Dividend                              | Taka 72,406,425  |
| c. Transferred to Retained Earnings and Reserve-             | Taka 252,653,326 |



### **Directors Re-appointment**

As per Article- 125 of the Articles of Association of the Company, the following two Directors will retire from the office of the Company in ensuing 20th Annual General Meeting:

Mrs. Rashida Ahmed

Barrister Shehrin Salam Oishee

Being eligible for re-election as per Article- 126 of the Articles of Association of the Company, they applied for re-appointment.

Brief Resume of appointee Directors is enclosed as Annexure IV in compliance with the Provision 1.5(xii) of BSEC Notification dated August 7, 2012.

### **Auditors Re-appointment**

In 19th Annual General Meeting, shareholders appointed M/S MABS & J Partners, Chartered Accountants, as the external auditors for auditing the financial statements of the Company for the year ended 30 September 2015 until the conclusion of 20th Annual General Meeting, at a remuneration of Tk. 150,000. The existing Auditors have completed third consecutive year of audit, being they are not eligible to continue in accordance with the provision of BSEC Order No. SEC/CMRRCD/2009-193/174/Admin/ 61 dated 08 July 2015 and Regulation No. 15(3) of DSE (Listing) Regulations, 2015. In recommendation of the Audit committee, the Board in its Meeting held on 18 November 2015 proposed for appointment of M/S Ahmad and Akhtar, Chartered Accounts at a remuneration of Tk. 120,000.00 to hold office for the period until conclusion of the next (21st) Annual General Meeting of the Company for auditing the accounts for the year ended 30 June 2016

### **Re-appointment of Managing Director**

Mr. Abdus Salam Murshedy was appointed as Managing Director of the Company for a period of 5 years at the 15th Annual General Meeting of the Company held on 30 November 2010. His appointment will valid up to 01 December 2015.

The Board of Directors of the Company at its meeting held on 18 November 2015, subject to the approval of the members of the Company, approved the re-appointment of Mr. Abdus Salam Murshedy as Managing Director of the Company for a period of 5 years commencing from 01 December 2015.

### **Re-appointment of Independent Director**

Mr. Abul Kalam Azad FCA was appointed to the Board on December 05, 2012 as an Independent Director for the first 3 years term in compliance with BSEC Notification relating Corporate Governance dated August 7, 2012. His appointment is valid up to 06 December 2015. Being eligible for reappointment, the Board of Directors of the Company at its meeting held on 18 November 2015, subject to the approval of the members of the Company, approved the re-appointment of Mr. Abul Kalam Azad FCA as Independent Director of the Company for the 2nd term of 3 years commencing from 06 December 2015.

He holds Masters Degree in Accounting from the University of Dhaka and is also a fellow of the ICAB. With over three decades of professional experience in the field of Auditing, Finance & Taxation, Mr. Azad is a prominent corporate adviser. He holds no shares in the Company.

### **Corporate Governance Compliance Audit**

Pursuant to the provisions of BSEC Notification, No. SEC/CMRRCD/2006-158/134/Admin/44, dated 07 August 2012, the Board of Directors has appointed Ahmad & Akhtar, Chartered Accountant as practicing Professional Accountant for conducting audit of the Company regarding compliance of conditions of Corporate Governance Guidelines of BSEC for the financial year 2014-2015.

The Corporate Governance Compliance Audit Report is annexed herewith as Annexure VII. The Compliance Audit report does not contain any qualification, reservation or adverse remark.





### **Changing of Financial Year**

The Board of Directors of the Company in its Meeting held on 18 November 2015 decided to change the financial year 'from 01 July to 30 June' instead of 'from 01 October to 30 September' in compliance with the provision of Income Tax Ordinance 1984, consequently, the length of next financial year will be for 9 months, date of commencement of the financial year is on 01 October 2015 and to be ended on 30 June 2016

### **Going concern**

The directors, having made appropriate enquiries, have satisfied themselves that no material uncertainties that cast significant doubt about the ability of the Company to continue as a going concern have been identified, and they have a reasonable expectation that the Company has adequate financial resources to continue in operational existence for the foreseeable future. Therefore, these financial statements have been prepared on a going concern basis.

### **Utilization of proceeds from public issues**

The Company's IPO was made in the year 2012. The proceeds from public issues have been fully utilized and reported accordingly. No further issue by any instrument was made during the reporting period.

### **Status of Corporate Governance Compliance**

Status of compliance with the conditions imposed by the Bangladesh Securities and Exchange Commission's Notification No. SEC/CMRRCD/2006-158/134/Admin/44 dated 07 August 2012 is enclosed as Annexure V, VI & VII.

### **Management Appreciation**

The Board of Directors record with deep appreciation the performance of the management, the officers, staff and workers whose continuous effort helped increase the productivity as well as the net profit despite the natural and unnatural adverse factors of production and marketing throughout the country and the world. It is expected the employees and the management will continue to improve the results for the interest of shareholders whose unswerving trust in management has always been an inspiration to the Board of Directors. The directors express their gratitude and acknowledge with keen interest the cooperation and unflinching support received from various agencies including Bangladesh Securities and Exchange Commission, Stock Exchanges, National Board of Revenue, Board of Investment, Bank/Financial Institutions and other agencies of the public.

On behalf of the Board of Directors,

Kutubuddin Ahmed  
Chairman





## এনভয় টেক্সটাইলস লিমিটেড শেয়ারহোল্ডারগণের প্রতি পরিচালনা পর্ষদের প্রতিবেদন

### সম্মানিত শেয়ারহোল্ডারবৃন্দ :

পরিচালনা পর্ষদ আনন্দের সাথে ৩০ সেপ্টেম্বর ২০১৫ সমাপ্ত আর্থিক বছরের, কোম্পানী আইন ১৯৯৪ এর ধারা নং ১৮৪, বাংলাদেশ সিকিউরিটিজ এন্ড এক্সচেঞ্জ কমিশন ১৯৮৭ এর ১২ নং বিধির (এবং তফসিল অনুযায়ী) শর্তানুসারে এবং ৭ই আগস্ট, ২০১২ তারিখের প্রাতিষ্ঠানিক সূশাসন পালনের নির্দেশাবলী সম্পর্কিত বাংলাদেশ সিকিউরিটিজ এন্ড এক্সচেঞ্জ কমিশনের জারীকৃত নোটিফিকেশন নং SEC/CMRRCD/2066-158/134/Admin/44 অনুসারে এর প্রতিবেদন সম্মানিত শেয়ারহোল্ডারবৃন্দের কাছে নিম্নোক্ত পরিচ্ছেদগুলোতে পেশ করছেন:

### শিল্পের অবস্থান

দেশের মোট ৭২০ মিলিয়ন গজ বার্ষিক চাহিদার বিপরীতে বাংলাদেশে স্থাপিত ২৭ টি কারখানায় ৩৬০ মিলিয়ন গজ ডেনিম ফেব্রিক উৎপাদিত হচ্ছে। যেখানে বিশ্বব্যাপি সর্বমোট চাহিদার পরিমাণ বার্ষিক ৬.৫ বিলিয়ন গজ।

ডেনিম ফেব্রিক ও ডেনিম মেশিনারী পোষাক তৈরীতে দক্ষতা অর্জন করার বাংলাদেশের বিশ্ব বাজার দখলের একটি উজ্জ্বল সম্ভাবনা তৈরী হচ্ছে। বিশ্বের নামীদামী ব্র্যান্ড সমূহ অবিকল্প্যে বাংলাদেশের পন্য ক্রয়ে আগ্রহী হওয়ার ডেনিম উৎপাদনকারী প্রতিষ্ঠানসমূহ ধারাবাহিক ক্রমবিকাশের ধারা বজায় রাখতে সক্ষম হচ্ছে। বাংলাদেশী ডেনিম পন্য মার্কিন যুক্তরাষ্ট্রে ১১.৩৫ শতাংশ ও ইউরোপিয়ান ইউনিয়নসমূহ দেশে ২২.৮৮ শতাংশ বাজার দখল করছে। মার্কিন যুক্তরাষ্ট্র এবং ইউরোপিয়ান ইউনিয়নসমূহ দেশসমূহের বাজারে ধারাবাহিকভাবে ১১.১৬ শতাংশ বাজার প্রবৃদ্ধি বাংলাদেশের ডেনিম শিল্প বিকাশে সহায়ক ভূমিকা রাখছে।

৬০ বিলিয়ন ডেনিমপন্যের বিশ্ববাজারে চীন, মার্কিন যুক্তরাষ্ট্র, ইতালি ও কিছু সংখ্যক ল্যাটিন আমেরিকার দেশ সমূহের পরেই বাংলাদেশের অবস্থান।

বর্তমানে জীশ পন্য উৎপাদনে বিভিন্ন রকমের ডেনিম ব্যবহৃত হচ্ছে।

### কোম্পানীর বিবরণির অবস্থা

এনভয় টেক্সটাইলস লিমিটেড (ইটিএল) বার্ষিক ৫০ মিলিয়ন গজ উৎপাদন ক্ষমতা সম্পন্ন বাংলাদেশে স্থাপিত প্রথম রোপ ডাইয়িং প্রযুক্তির শতভাগ রপ্তানীমুখী ডেনিম ফেব্রিক উৎপাদনকারী একটি প্রতিষ্ঠান। কোম্পানী ২০০৮ সালে বার্ষিক ১৬ মিলিয়ন গজ ডেনিম ফেব্রিক উৎপাদন ক্ষমতা নিয়ে বানিজ্যিক উৎপাদন শুরু করে এবং অতি অল্প সময়ে কোম্পানীর উৎপাদন ক্ষমতা ২৪ মিলিয়ন গজে উন্নীত হয়। সময়ের ব্যবধানে এই বার্ষিক উৎপাদন ক্ষমতা বেড়ে বর্তমানে ৫০ মিলিয়ন গজে উন্নীত হয়েছে যা ধারাবাহিক উৎপাদন ক্ষমতার তুলনায় ৩ গুনেরও বেশী। বর্তমান স্থাপিত উৎপাদন ক্ষমতার পুরোপুরি ব্যবহার শুরু হয়েছে গত জুলাই ২০১৫ থেকে এবং বর্তমানে গড়পড়তা প্রতিমাসে ৩.৫০ মিলিয়ন গজ কাপড় তৈরী হচ্ছে।

একটি ক্রমবিকাশমান টেকসই ব্যবসার অংশ হিসেবে এবং কাঁচামালের নিরবচ্ছিন্ন যোগান নিশ্চিত করার লক্ষ্যে স্থাপিতব্য বার্ষিক ১৭,৫০০ টন সুতা উৎপাদন ক্ষমতাসম্পন্ন স্পিনিং ইউনিটের কাজ দ্রুতগতিতে এগিয়ে চলছে। আগামী ডিসেম্বর ২০১৫ নাগাদ মেশিনারীজ স্থাপনের কাজ শুরু হবে এবং এ লক্ষ্যে ২,৩০,০০০ বর্গফুটের কারখানা নির্মাণ কাজ প্রায় শেষ পর্যায়ে। এপ্রিল ২০১৬ নাগাদ বানিজ্যিক উৎপাদনের আশা রয়েছে।



### বিপত ৫ বছরের উৎপাদন ক্ষমতার বিপরীতে প্রকৃত উৎপাদনের তির্যক

	২০১৪-১৫	২০১৫-১৬	২০১৬-১৭	২০১১-১২	২০১০-১১
স্থাপিত উৎপাদন ক্ষমতা (মিলিয়ন গজে):	৫০.০০	৫০.০০	৩৭.০০	২৪.০০	২৪.০০
প্রকৃত উৎপাদন (মিলিয়ন গজে):	৩৩.১৫	২৬.৪৯	২২.৮৪	১৯.৮২	১৭.৩৬
ব্যবহৃত উৎপাদন ক্ষমতা (শতাংশ):	৮৫.৬০*	৮৭.০০	৮৭.৮৬	৮২.৬০	৮২.৬৫
উৎপাদনে ব্যবহৃত লুম					
মেশিনের সংখ্যা	৩১৪	২১৮	১৩২	১৩২	১২৬

\* ডেনিম ১-এর প্রকৃত উৎপাদন ক্ষমতা বিবেচনার সেতরা হয়েছে।

### বুঁকি ও এর অবস্থান:

কোম্পানী এর নিম্নোক্ত বিভিন্ন বুঁকির বিষয়ে সন্ধান রয়েছে এবং এসব বুঁকি মোকাবেলার প্রয়োজনীয় নিয়ন্ত্রনমূলক ব্যবস্থায়ীনে আছে :

#### শিল্পশস্যের বাজারজনিত বুঁকি:

বাংলাদেশকে আন্তর্জাতিক বাজারে চীন, ভারত, পাকিস্তান, কম্বোডিয়া ও ভিয়েতনামের মতো প্রতিষ্ঠিত রপ্তানীকারক দেশগুলোর সাথে প্রতিযোগিতা করতে হয়। ইতিমধ্যে ভারত ও পাকিস্তানে ডলারের বিপরীতে দেশ দুটির স্থানীয় মুদ্রা অবমূল্যায়িত হওয়ার আন্তর্জাতিক ক্রেতাদের নিকট এসব দেশ থেকে আমদানীকৃত ডেনিম পণ্যের মূল্য সাশ্রয় হচ্ছে। সূতা উৎপাদনকারী দেশ হওয়ার কারণে এদেশ দুটির পণ্য উৎপাদন খরচ তুলনামূলক ভাবে কম থাকে। এছাড়াও পাকিস্তান ইউরোপীয় ইউনিয়নের বাজারে উচ্চমূল্য পণ্য রপ্তানী সুবিধা পেয়েছে। অন্যদিকে চীনে ডেনিম পণ্যের উৎপাদন ব্যয় বৃদ্ধির ফলে আন্তর্জাতিক ক্রেতারা অন্যান্য মূল্য সাশ্রয়ী দেশের পাশাপাশি বাংলাদেশমুখী হচ্ছে। এছাড়া বাংলাদেশের একটি সমৃদ্ধ তৈরী পোশাক শিল্প রয়েছে এবং ধারাবাহিক মানবসম্পদ উন্নয়নের মাধ্যমে উন্নত মানের মূল্যসাশ্রয়ী পণ্য উৎপাদনে বাংলাদেশ ইতিমধ্যে সক্ষমতা অর্জন করেছে, যা বাজারবুঁকি মোকাবেলায় একটি নিয়ামক শক্তি। যদিও, রাজনৈতিক অস্থিরতা এখনো বাজারের অন্যতম বুঁকি হিসেবে বিদ্যমান রয়েছে।

#### চাহিদাজনিত বুঁকি:

বর্তমানে বিশ্বের তরুণ সমাজ পছন্দসই ডেনিম সামগ্রী ক্রয়ের পরিবর্তে অত্যাধুনিক বোম্বোপ-প্রযুক্তি পণ্যের দিকে অধিক বুকে পড়ায় ডেনিম পণ্যের আশাশ্রিত চাহিদার প্রবৃদ্ধি হচ্ছে না। এছাড়াও কোন কোন বছরে জলবায়ু পরিবর্তনের প্রভাবে সূঁচ ঝড় বৈচিত্র্যের তারতম্যে ডেনিম পণ্যের চাহিদা ব্যাপক ভাবে হ্রাস-বৃদ্ধি হতে পারে।

#### আর্থিক বুঁকি:

হিসাব বিবরণী যে সব অনুমানের মানদণ্ডে প্রস্তুত করা হয়েছে, সে সব অনুমানজনিত বুঁকির বিষয়ে আর্থিক বিবরণীর পদটীকা ৪.০২ এ উল্লেখ করা হয়েছে।

#### কাঁচামালের মূল্য তারতম্যজনিত বুঁকি

যেহেতু কেব্রিঞ্জের অন্যতম কাঁচামাল- সূতার উৎপাদন সরাসরি তুলা উৎপাদনের সাথে নির্ভরশীল এবং তুলা একটি কৃষিজাত পণ্য হওয়ার এর মূল্য দ্রুত পরিবর্তনশীল। কোম্পানী ডেনিম পণ্য উৎপাদনের মধ্যবর্তী প্রক্রিয়ার নিম্নোক্ত বিধায় কাঁচামালের মূল্য তারতম্যের দীর্ঘমেয়াদী কোন প্রভাব নেই।

#### বৈদেশিক মুদ্রার বিনিময়হারজনিত বুঁকি

যেহেতু সম বৈদেশিক মুদ্রার কাঁচামালের ক্রয় মূল্য পরিশোধিত হয় পণ্যের রপ্তানী আয় থেকে, ফলে বৈদেশিক মুদ্রার বিনিময় হারের তারতম্য স্বাভাবিকভাবে সমন্বয় হয়ে যায় এবং এ বুঁকি খুবই নগন্য।

#### ব্যবসায়িক কার্যক্রমের দক্ষতা

##### খাতগতরায়ী

কোম্পানী বিভিন্ন প্রকারের গুণমান ডেনিম কেব্রিঞ্জই উৎপাদন ও রপ্তানী করে থাকে।

কোম্পানীর মুনাফা একাধিক খাত থেকে অর্জিত হয়। কোম্পানীর রাজস্বের প্রধান উৎস হলো ব্যাক টু ব্যাক এলসির বিপরীতে রপ্তানীমুখী স্থানীয় পোশাক শিল্পের মাধ্যমে প্রচলিত রপ্তানী আয় এবং সরাসরি আন্তর্জাতিক ক্রেতাদের নিকট কেব্রিঞ্জ রপ্তানী হতে অর্জিত আয়।

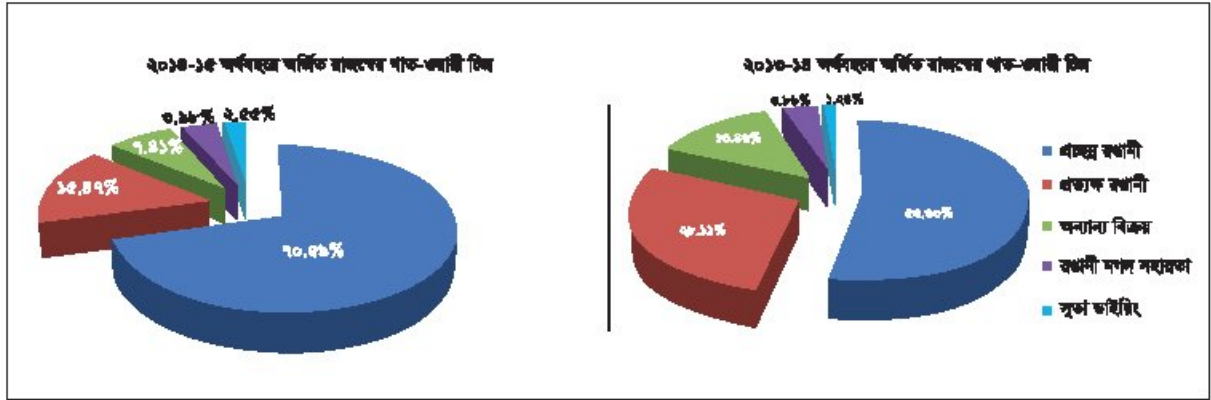
এছাড়া কোম্পানী স্থানীয় উৎস হতে কাঁচামাল সংগ্রহের শর্তসাপেক্ষে রপ্তানী আয়ের উল্লস ৪ শতাংশ হারে নগদ সহায়তা পেয়ে থাকে।

কোম্পানী রপ্তানী বোধ্য নয় এমন কিছু নিম্নমানের কেব্রিঞ্জ ও স্যাম্পল কেব্রিঞ্জ ইত্যাদি বিক্রয় করে থাকে। এছাড়াও স্থানীয় নীট পোশাক শিল্পের কার্যদেশে সূতা ডাইরিং বাবদ কোম্পানীর কিছু রাজস্ব আয় হয়ে থাকে। গত বছরের অর্জিত ৪,৩৯১.১৭ মিলিয়ন টাকার টার্নওভারকে ছাড়িয়ে এ বছর সর্বমোট ৫,৪৭৯.১২ মিলিয়ন টাকার টার্নওভার অর্জিত হয়েছে, যা গত বছরের তুলনায় ২৪.৭৮ শতাংশ বেশী।



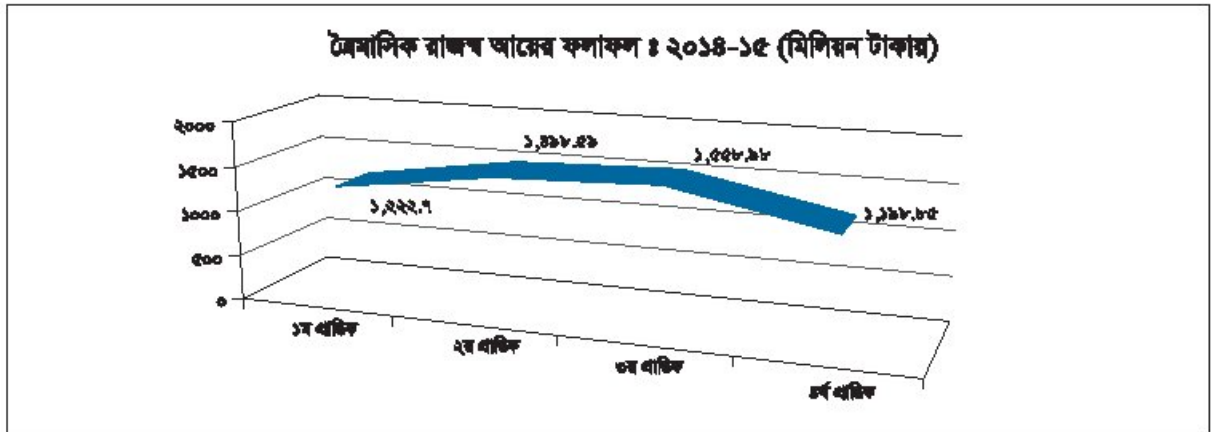
গত বছরের তুলনায় এ বছরের অর্জিত রাজস্বের খাতগত সারসংক্ষেপ নিম্নরূপ (সকল সংখ্যা মিলিয়ন টাকায়):

রাজস্বের খাত	২০১৪-১৫	শতাংশ	২০১৩-১৪	শতাংশ	হ্রাস/বৃদ্ধি টাকায়	শতাংশ
i) প্রাক্কর রঞ্চানী	৩,৮৬৭.৫২	৭০.৫৯	২,৩৪০.৩৮	৫৩.৩০	১,৫২৭.১৪	৩৪.৭৮
ii) প্রত্যক্ষ রঞ্চানী	৮৪৭.৫৪	১৫.৪৭	১,২৩৪.৪৬	২৮.১১	(৩৮৬.৯২)	(৮.৮০)
iii) অন্যান্য কেব্রিয়ার বিক্রয়	৪০৬.২১	৭.৪১	৫৯০.৯২	১৩.৪৬	(১৮৪.৭১)	(৪.২১)
iv) রঞ্চানী নগদ সহায়তা	২১৭.৯৯	৩.৯৮	১৭০.৮০	৩.৮৯	৪৭.১৯	১.০৭
v) সুতা ডাইরিং	১৩৯.৮৬	২.৫৫	৫৪.৬১	১.২৪	৮৫.২৫	১.৯৪
মোট	৫,৪৭৯.১২	১০০	৪,৩৯১.১৭	১০০	১,০৮৭.৯৫	২৪.৭৮



#### প্রাথমিক দক্ষতা

	১ম প্রাথমিক	২য় প্রাথমিক	৩য় প্রাথমিক	৪র্থ প্রাথমিক	মোট
রাজস্ব আয় (মিলিয়ন টাকায়)	১,২২২.৭০	১,৪৯৮.৫৯	১,৫৫৮.৯৮	১,১৯৮.৮৫	৫,৪৭৯.১২
প্রাথমিক বৃদ্ধির হার	-	২২.৫৬	৪.০৩	(২৩.১০)	-
কর পরবর্তী নীট মুনাফা	১৭৪.৫৭	১৭৯.১৬	১৬০.৬৯	৫৬.৮২	৫৭১.২৪



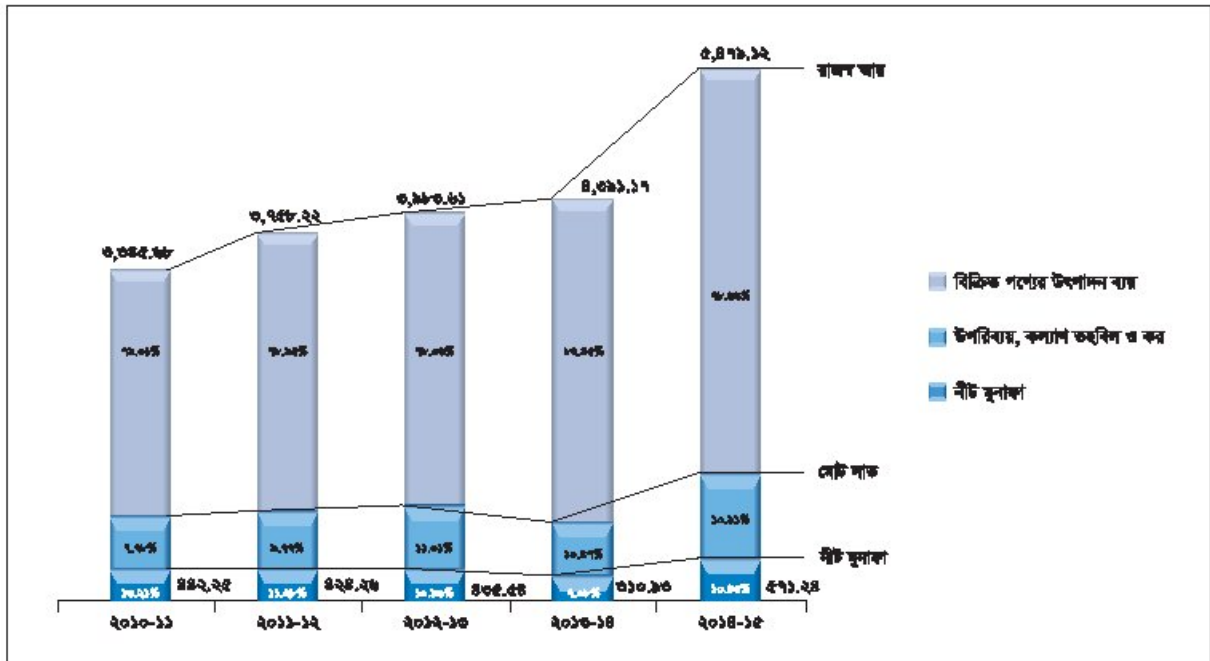
পুরো সময়সূচ্রে কোম্পানীর ত্রৈমাসিক আর্থিক ফলাফল একটি ধারাবাহিক গতিতে ছিল। দীর্ঘ সময়ের অস্থিতকর রাজনৈতিক পরিবেশ কাটিয়ে এ অর্থবছরের পুরো সময়ের অস্থিতকর পরিবেশ বিরাজমান থাকা, বর্ধিত উৎপাদন ক্ষমতার সর্বোচ্চ ব্যবহার নিশ্চিত এবং ব্যবস্থাপনার দৃঢ়তা - এ সকলতার পিছনে অন্যতম নিয়ামক হিসেবে কাজ করেছে।



পত ৫ বছরের উৎপাদন ব্যয়, বিক্রিত পণ্যের উৎপাদন ব্যয়, মোট মুদ্রাঙ্ক হার ও নীট মুদ্রাঙ্ক হারের চিত্র: (সকল পরিমাণ মিলিয়ন টাকায়)

	২০১৪-১৫	২০১৫-১৬	২০১৬-১৭	২০১১-১২	২০১০-১১
কৌশ্যাল বাবদ ব্যয়	৩,৬৭৫.৮৮	৩,০৭৪.৭১	২,৮১০.১৯	২,৫২২.২০	২,৪৬৩.৩৩
অন্যান্য উৎপাদন উপবিতরণ	৮৬০.৬১	৫৯১.৮৮	৪৬৭.০৬	৩৮৩.৩৯	৩৩৩.৮০
মোট উৎপাদন ব্যয়	৪,৫৩৬.৪৯	৩,৬৬৬.৫৯	৩,২৭৭.২৫	২,৯০৫.৫৯	২,৭৯৭.১৩
প্রতি গজের উৎপাদন ব্যয়	১৩৬.৮৬	১৩৮.৪৩	১৪৩.৪৬	১৪৬.৫৭	১৬১.১৫
উৎপাদন ব্যয়ে কৌশ্যালের হার (শতাংশে)	৮১.০৩	৮৩.৮৫	৮৫.৭৪	৮৬.৮১	৮৮.০৭
i) সুতা	৬৮.১৭	৭১.৮৯	৭৫.৭৪	৭৬.৫৫	৭৯.০৭
ii) কেমিক্যাল	১২.৪৩	১১.৫১	৯.৫৩	৯.৭৪	৮.৬৮
iii) প্যাকিং সামগ্রী	০.৪৩	০.৪৫	০.৪৭	০.৫২	০.৩২
বিক্রিত পণ্যের উৎপাদন ব্যয়	৪,৩০৯.৭৯	৩,৬২০.৮২	৩,১০৯.৯৪	২,৯৬৭.৩৬	২,৬৪৩.৪৫
মোট রাজস্ব আয়	৫,৪৭৯.১২	৪,৩৯১.১৭	৩,৯৮৩.৬১	৩,৭৫৮.২২	৩,৩৪৫.৬৮
বিক্রয় মূল্যের তুলনায় ক্রয় মূল্যের হার (শতাংশে)	৭৮.৬৬	৮২.৪৫	৭৮.০৬	৭৮.৯৫	৭৯.০১
মোট লাভ	১,১৬৯.৩৩	৭৭০.৩৫	৮৭৩.৬৭	৭৯০.৮৬	৭০২.২৩
মোট মুদ্রাঙ্ক হার	২১.৩৪%	১৭.৫৪%	২১.৯৩%	২১.০৪%	২০.৯৮%
কর পরবর্তী নীট মুদ্রাঙ্ক	৫৭১.২৪	৩১০.৯৩	৪৩৫.৫৪	৪২৪.২৬	৪৪২.২৫
নীট মুদ্রাঙ্ক হার	১০.৪৩%	৭.০৮%	১০.৯৩%	১১.২৮%	১৩.২১%

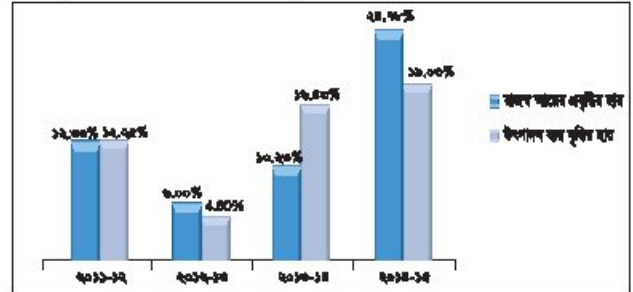
চিত্র ৫ বছরের রাজস্ব আয়ের তুলনায় বিক্রিত পণ্যের উৎপাদন ব্যয়, উপবিতরণ ও নীট মুদ্রাঙ্ক হারের তুলনামূলক পর্যালোচনা :



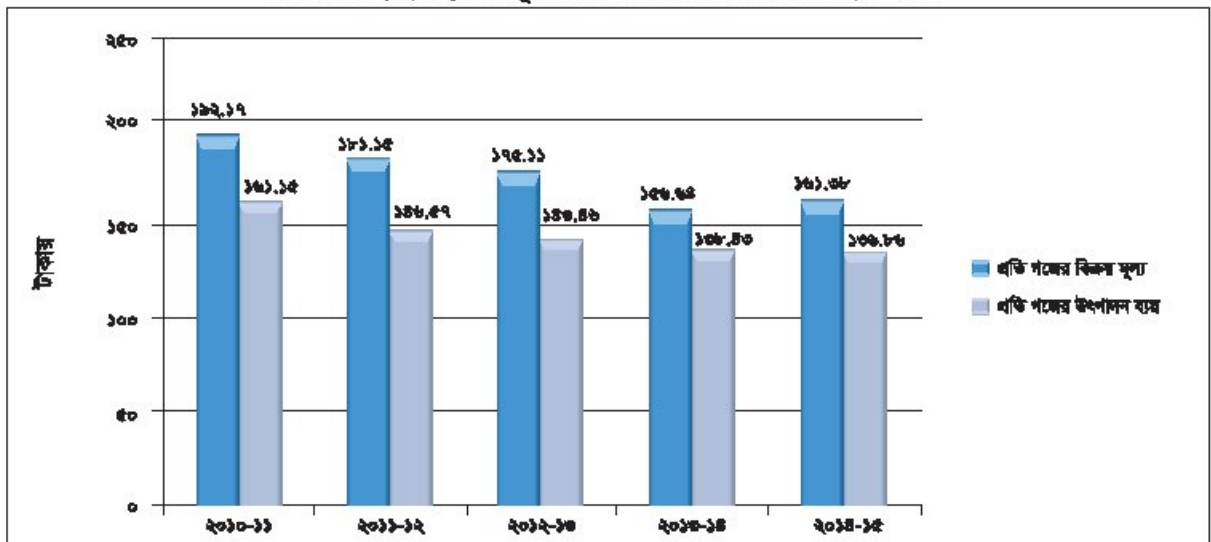


**রাজস্ব আয়ের বিপরীতে উৎপাদন ব্যয় (সকল সংখ্যা মিলিয়ন টাকায়)**

	২০১৪-১৫	২০১৫-১৬	২০১৬-১৭	২০১৭-১৮
রাজস্ব আয়	৫,৪৭৯.১২	৪,৩৯১.১৭	৩,৯৮৩.৬১	৩,৭৫৮.২২
রাজস্ব আয়ের প্রবৃদ্ধির হার	২৪.৭৮%	১০.২৩%	৬.০০%	১২.৩৩%
বিভিন্ন পণ্যের উৎপাদন ব্যয়	৪,৩০৯.৭৯	৩,৬২০.৮২	৩,১০৯.৯৪	২,৯৬৭.৩৬
উৎপাদন ব্যয় বৃদ্ধির হার	১৯.০৩%	১৬.৪৩%	৪.৮০%	১২.২৫%



**প্রতি গজ কেব্রিজের গড় বিক্রয়মূল্যের বিপরীতে উৎপাদনব্যয়ের গড় ৫ বছরের চিত্র :**



উপরের চিত্রগুলোতে এটি প্রতিলিপিত যে, রাজস্ব আয়ের প্রবৃদ্ধি হয়েছে ২৪.৭৮ শতাংশ, ব্যয় বিপরীতে বিক্রীত কাপড়ের উৎপাদন ব্যয়ের প্রবৃদ্ধি ছিল মাত্র ১৯.০৩ শতাংশ, ফলশ্রুতিতে গত বছরের তুলনায় এ বছর ৫.৭৫ শতাংশ অধিক হারে আয় সক্ষমতা অর্জিত হয়েছে। গত বছরের তুলনায় এবছর প্রতিগজ কাপড়ের গড় বিক্রয় মূল্য ৩.০৩ শতাংশ হ্রাস পেয়েছে এবং অন্যদিকে প্রতিগজ কাপড়ের উৎপাদন ব্যয় হ্রাস পেয়েছে ১.১৪ শতাংশ।

বহুমুখী শক্তিকর ব্যবসায়িক পরিবেশ বিনোদন ধাক্কা কলে পণ্যের চাহিদা বৃদ্ধি, অন্যদিকে, টিনের বাজারে বাংলাদেশী ডেনিমপণ্যের মূল্য অনুকূলে থাকায় সামগ্রিক চাহিদা বৃদ্ধির ফলে পণ্যের বিক্রয় মূল্য বৃদ্ধি পায়।

গত বছরের তুলনায় এ বছরের গড়প্রতি কাপড়ের উৎপাদন ব্যয় হ্রাসের শিহনে মুক্তি হলো- প্রতিযোগিতামূলক বাজার থেকে তাৎক্ষণিক পরিশোধ সাপেক্ষে সাশ্রয়ী দামে কাঁচামাল সরবরাহ, আঞ্চলিক বাজারে তুলার সরবরাহ এবং উৎপাদন সক্ষমতা কাজে লাগানোর সুফল।

আর্থিক খরচসহ মোট উপরিব্যয় গত বছরের তুলনায় এ বছর বেড়েছে ১৯.০৩ শতাংশ। স্পিনিং প্রজেক্টের জন্য গৃহীত ঋণের সুদের কলে আর্থিক খরচ দৃশ্যত বৃদ্ধি পায়। এ ছাড়া বাকীতে কাঁচামাল জরুরে পরিবর্তে স্বল্প সুদের তহবিল ব্যবহারের মাধ্যমে নগদে কাঁচামাল জরুরে ফলে আর্থিক খরচ বৃদ্ধি পায়। মূল্যস্ফীতি জনিত প্রভাব ছাড়া অন্যান্য উপরিব্যয়ের দৃশ্যমান কোন বৃদ্ধি ছিল না।

অনিশ্চিত রাজনৈতিক অবস্থা ও প্রতিযোগিতামূলক ব্যবসায়িক পরিবেশ বিনোদন ধাক্কা সফেও দক্ষ ব্যবস্থাপনার সক্ষমতাকে কাজে লাগিয়ে এ বছর ৫৭১.২৪ মিলিয়ন টাকা নীট মুনাফা অর্জন করা সম্ভব হয়েছে; যা গত বছরের তুলনায় ৮৩.৭২ শতাংশ বেশী।

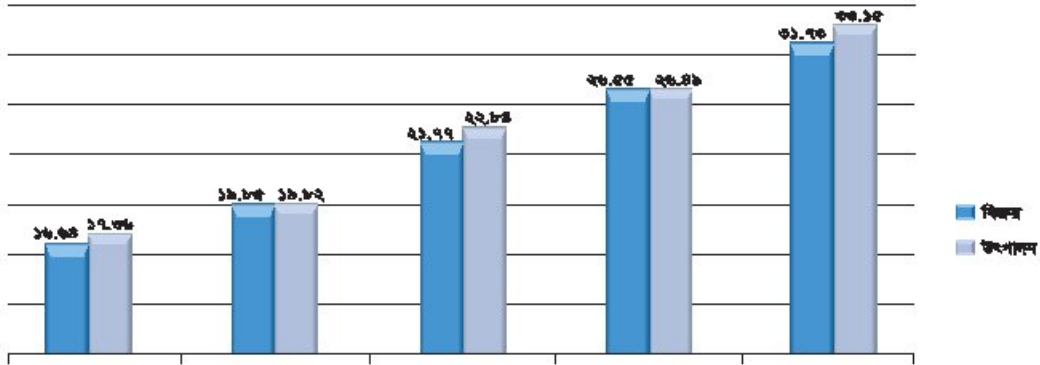
**বিশদ কার্যক্রমঃ**

**বিক্রয়ের পরিমাণ (মিলিয়ন গজ)ঃ**

	২০১৪-১৫	২০১৫-১৬	২০১৬-১৭	২০১৭-১৮	২০১০-১১
প্রধান রঙানী	২৪.৭২	১৩.১৭	১৮.৩৪	১৭.২২	১৪.৭৩
প্রত্যক রঙানী	৫.০৮	৭.৬০	০.৬৫	০.২৪	০.৩৯
অন্যান্য কেব্রিজ বিক্রয়	১.৯৩	৫.৭৮	২.৭৮	২.৩৯	১.৫২
মোট বিক্রয় (গজ)	৩১.৭৩	২৬.৫৫	২১.৭৭	১৯.৮৫	১৬.৬৪



উৎপাদন ও বিক্রয়ের গড় ৫ বছরের চিত্র (মিলিয়ন গড়ে) :



প্রতি গজের বিক্রয় মূল্য (টাকায়):

	২০১৪-১৫	২০১৩-১৪	২০১২-১৩	২০১১-১২	২০১০-১১
প্রাথমিক রঙানী	১৫৬.৪৩	১৭৭.৬৩	১৮২.৩৯	১৮৫.৩৫	১৯৪.৯৩
প্রত্যক্ষ রঙানী	১৬৬.৯২	১৬২.৫০	১৪১.৬১	২০২.৫০	২৩৯.৫৫
অন্যান্য ফেব্রিক বিক্রয়	২১০.১৯	১০২.২১	১৩৪.৯১	১৪৮.৭৭	১৫৩.৪৩
প্রতি গজের গড় বিক্রয় মূল্য	১৬১.৩৮	১৫৬.৮৯	১৭৫.১১	১৮১.১৫	১৯২.১৭

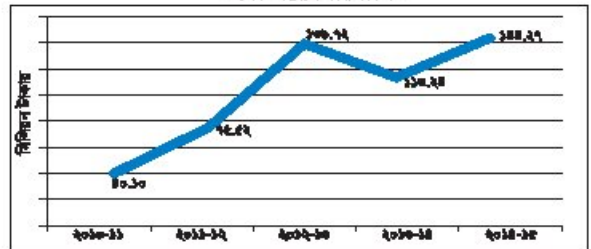
বিক্রয়ের পরিমাণ (মিলিয়ন টাকায়):

	২০১৪-১৫	২০১৩-১৪	২০১২-১৩	২০১১-১২	২০১০-১১
প্রাথমিক রঙানী	৩,৮৬৭.৫২	২,৩৪০.৩৮	৩,৩৪৫.০১	৩,১৯১.৫২	২,৮৭১.২৩
প্রত্যক্ষ রঙানী	৮৪৭.৫৪	১,২৩৪.৪৬	৯১.৫৮	৪৮.৯৫	৯২.৮৬
অন্যান্য ফেব্রিক বিক্রয়	৪০৬.২১	৫৯০.৯২	৩৭৫.১৯	৩৫৫.৭২	২৩৩.৩৭
মোট বিক্রয়ের পরিমাণ	৫,১২১.২৭	৪,১৬৫.৭৬	৩,৮১১.৭৮	৩,৫৯৬.১৯	৩,১৯৭.৪৭

আরও কোম্পানির অবদান (মিলিয়ন টাকায়):

	২০১৪-১৫	২০১৩-১৪	২০১২-১৩	২০১১-১২	২০১০-১১
কর্পোরেট আয়কর	৬৫.৮০	৩৫.০৬	৪৬.৬৫	২৭.৪০	০.১৩
আরও আয়কর (ফিন্স হতে কর্তন)	৬০.২৫	৬০.৪৮	৭৫.৭৪	৬৮.৬৫	২৭.০৬
স্টাট	৫.৬৩	১৪.০৪	৯.৮৫	৫.৯১	১.৭৬
আবাসনী কর	৮.৯৬	১.৯৪	১.১৭	২.০৬	৯.২৮
ট্যাক্স ক্রম	০.৫৮	০.৫৮	২.৫৯	০.৮৫	০.৮৫
নন-সিইডি বি ইত্যাদি	২.৯৫	২.৬৪	৩.৭৩	০.৬৫	১.০২
মোট টাকার পরিমাণ	১৪৬.২৭	১১৬.২৪	১৩৯.৭২	৭৫.৫২	৪০.১০

আরও কোম্পানির অবদানের চিত্র :







**অর্জিত/সঞ্চিত বৈদেশিক মুদ্রাঃ**

	২০১৪-১৫	২০১৩-১৪	২০১২-১৩	২০১১-১২	২০১০-১১
মোট রপ্তানী আয়	৪,৮৩৫.৪৪	৩,৫৭৪.৮৫	৩,৪৩৬.৫৯	৩,২৪০.১০	২,৯৬৪.১০
বাদ: আয়দানী খরচ সমূহ-					
কাঁচামাল - সুতা	৩,২১৫.৪৩	২,৮২৯.৮৫	২,৪৮৫.০৬	২,২১১.৫৯	২,২৮৬.৪৩
কাঁচামাল - ডাইস এবং কেমিক্যাল	৫৬৩.৭৮	৪৭০.২৩	৩১১.৬২	২৮৬.৬২	২৫৮.৯৭
খুচরা বস্ত্রাংশ	৫৮.৮২	৪৪.৩০	৪০.১৮	২৩.১৬	৪.১৬
বিবিধ	১৮.৭৬	০.৩২	০.৮৯	১.৮২	৩.২৪
নীট রপ্তানী আয় / সঞ্চয়	৯৭৮.৬৫	২৩০.১৫	৫৯৮.৮৪	৭১৭.২৯	৪১১.৩০

(মিলিয়ন টাকায়)

**মূল্য সংযোজন বিবরণীঃ**

	২০১৪-২০১৫	২০১৩-২০১৪
অর্থের উৎপাদনমুহুরে		
নীট বিক্রয়	৫,৪৭৯,১২১,৫৪২	৪,৩৯১,১৭১,৬৪২
বাদ: উপকরণ ও সেবামূল্য	(৪,০৭০,৮০১,৭১৪)	(৩,৪৮৩,১৮৩,৩২১)
যোগ: অন্যান্য আয়	২,২৮৪,২০৪	৮,৮৪৪,৩০৯
<b>সর্বমোট টাকা</b>	<b>১,৪১০,৫২৪,০৩২</b>	<b>৯১৬,৮৩২,৬৩১</b>

বালোসেন্দী মুদ্রায়

**লংঘোজিত মূল্যের ধরোণঃ**

<b>কর্মকর্তা-কর্মচারী</b>		
বেতন, মজুরী এবং অন্যান্য সুবিধাদি	৪০০,৬৬৬,৮৪৬	৩৪৯,০০৮,৯৯০
মুনাফার অংশ ও কল্যাণ তহবিল	৩১,৮৫২,২৬৯	১৬,৯৯২,২৫৭
	৪৩২,৫২২,১১৫	৩৬৬,০০১,২৪৭

**সরকারী কোম্পানীঃ**

<b>কর্পোরেট আয়কর</b>	৬৫,৮০৩,৭৮৮	২৮,৯২০,০৮৬
অন্যান্য সরকারী পাওনা	১৮,২৩০,৯৫৫	১৮,৭০৫,৯০৭
	৮৪,০৩৪,৭৪৩	৪৭,৬২৫,৯৯৩

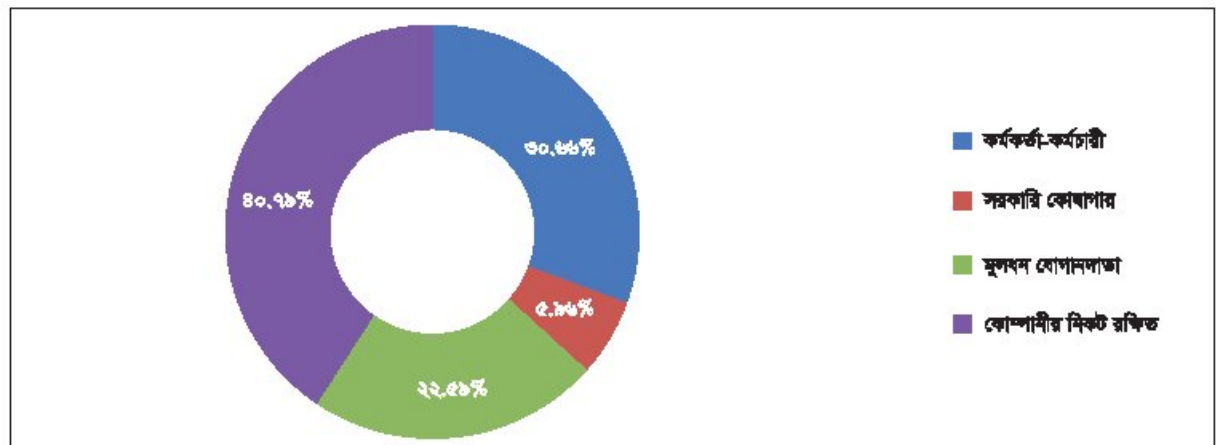
**মূলধন যোগানদাতাঃ**

<b>লভ্যাংশ</b>	৩১৮,৫৮৮,২৭০	২১০,৮৯২,৫০০
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**কোম্পানীর দিকট রক্ষিতঃ**

<b>অবচয়</b>	৩২২,৬৭৫,৫৭৮	১৯২,২৮০,৩২৯
অবশিত মুনাফা	২৫২,৬৫৩,৩২৬	১০০,০৩২,৫৬২
আয়কর সঞ্চিত	৫৭৫,৩২৮,৯০৪	২৯২,৩১২,৮৯০
<b>সর্বমোট টাকা</b>	<b>১,৪১০,৫২৪,০৩২</b>	<b>৯১৬,৮৩২,৬৩১</b>

মূল্য সংযোজন বণ্টনের চিত্রঃ ২০১৪-২০১৫





### কর্পোরেট ও আর্থিক প্রতিবেদনের কাঠামো :

৭ই আগস্ট, ২০১২ তারিখে বাংলাদেশ সিকিউরিটিজ এন্ড এক্সচেঞ্জ কমিশনের জারীকৃত নোটিফিকেশন নং SEC/CMRRCD/2066-158/134/Admin/44 এর অধীনে ধারা অনুযায়ী পরিচালকবৃন্দ আর্থিক প্রতিবেদন কাঠামোর নিম্নলিখিত পরিপালন নিশ্চিত করেন :

- ক। এনডর ট্রেজারীহোল্ডার লিমিটেড এর ব্যবস্থাপনা কর্তৃক প্রস্তুতকৃত আর্থিক হিসাব বিবরণীতে কোম্পানীর প্রকৃত আর্থিক অবস্থা, ব্যবসায়িক কার্যক্রমের ফলাফল, নগদ প্রবাহ এবং তহবিল পরিবর্তনের ফলাফল যথাযথভাবে নিরূপিত হয়েছে।
  - খ। কোম্পানীর বহিসমূহ ও হিসাবাদি যথাযথভাবে রক্ষণাবেক্ষণ করা হয়েছে।
  - গ। আর্থিক বিবরণী প্রণয়নে হিসাব সংরক্ষকের স্বীকৃত নীতি সমূহ যথাযথভাবে অনুসরণ করা হয়েছে এবং হিসাবের অনুমানসমূহ যথাযথ মানদণ্ডের ভিত্তিতে অনুমিত হয়েছে।
  - ঘ। আর্থিক বিবরণী প্রণয়নে আন্তর্জাতিক হিসাবরক্ষন মান, বাংলাদেশ হিসাবরক্ষন মান, আন্তর্জাতিক আর্থিক প্রতিবেদনের মান, বাংলাদেশ আর্থিক প্রতিবেদন মানসমূহ যথাযথভাবে অনুসরণ করা হয়েছে।
  - ঙ। অভ্যন্তরীণ নিয়ন্ত্রণ পদ্ধতি পরিপূর্ণভাবে বিন্যস্ত ও কার্যকরভাবে প্রয়োগ ও পর্যবেক্ষণ করা হয়েছে।
  - চ। গত বছরের ব্যবসায়িক ফলাফলের সাথে এ বছরের ব্যবসায়িক ফলাফলের একটি দৃশ্যমান তফাৎ রয়েছে এবং এর কারণ সমূহ পরিচালকদের প্রতিবেদনের ব্যবসায়িক দক্ষতা অনুচ্ছেদে বিস্তারিত ভাবে বর্ণনা করা হয়েছে।
  - ছ। ২০১৪-১৫ অর্থবছরে প্রদর্শিত প্রান্তিক আর্থিক ফলাফল সমূহের সাথে বাৎসরিক আর্থিক ফলাফলের উল্লেখযোগ্য অসংগতি ছিল না।
  - জ। ২০১৪-১৫ অর্থবছরে কোন প্রকার অসাধারণ প্রকৃতির আয় কিংবা লোকসান ছিল না।
  - ঝ। ২০১৪-১৫ অর্থ বছরের সার্ভ সার্ভিস লেনদেনসমূহ বার্ষিক হিসাব বিবরণীর ৩৬নং পদটীকায় উল্লেখ করা হয়েছে।
- এ-ট। প্রাতিষ্ঠানিক সূশাসন সংক্রান্ত বাংলাদেশ সিকিউরিটিজ এন্ড এক্সচেঞ্জ কমিশনের জারীকৃত নোটিফিকেশন এর ৬ নং শর্ত অনুযায়ী, কোম্পানীর সিইও ও সিএফও ৩০শে সেপ্টেম্বর, ২০১৫ সমাপ্ত বছরের আর্থিক প্রতিবেদন পর্যালোচনাপূর্বক পরিচালক পর্বদের নিকট যথাযথভাবে প্রত্যয়ন করেছেন।

### উল্লেখযোগ্য পরিচালন ও আর্থিক তথ্যাবলী :

বিলত ৫ বছরের উল্লেখযোগ্য পরিচালন ও আর্থিক তথ্যাবলী ৭ই আগস্ট, ২০১২ তারিখে বাংলাদেশ সিকিউরিটিজ এন্ড এক্সচেঞ্জ কমিশনের জারীকৃত নোটিফিকেশন নং SEC/CMRRCD/2066-158/134/Admin/44 এর অধীনে শর্ত ১.৫ (XVIII) অনুযায়ী Key Operating & Financial Data শিরোনামে Annexure-I হিসেবে এ প্রতিবেদনের সাথে সংযুক্ত করা হয়েছে।

### মালিকানা কাঠামো :

৩০শে সেপ্টেম্বর, ২০১৪ তারিখের মালিকানা কাঠামো ৭ই আগস্ট, ২০১২ তারিখে বাংলাদেশ সিকিউরিটিজ এন্ড এক্সচেঞ্জ কমিশনের নোটিফিকেশনের শর্ত ১.৫(XXI) বিধান মতে Annexure-II এ বিবৃত করা হয়েছে।

### বোর্ড সভা, পরিচালকদের উপস্থিতি ও সম্মানী :

৩০শে সেপ্টেম্বর, ২০১৫ সমাপ্ত বছর সময়কালের মধ্যে সর্বমোট ১৫টি পরিচালকমন্ডলীর সভা অনুষ্ঠিত হয়; উক্ত সভা সমূহে পরিচালকদের উপস্থিতির সারসংক্ষেপ চিত্র Annexure-III আকারে এ প্রতিবেদনের সাথে সংযুক্ত হয়েছে। পরিচালকদের সম্মানী আর্থিক প্রতিবেদনের ৩৭.০১ ও ৩৭.০২ নং পদটীকায় উল্লেখ করা হয়েছে। স্বাধীন পরিচালকবৃন্দসহ সকল পরিচালকগণ তাঁদের বোর্ড সভায় উপস্থিতি বাবদ ভাতা পরিহার করেছেন।

### মুনাফার বন্টন :

কোম্পানীর উৎপাদন ক্ষমতা বৃদ্ধি ও পণ্যের ক্রমবিকাশ, বহিঃ উৎসের তহবিল ব্যয় বৃদ্ধির বিবেচনায় পরিচালকমন্ডলী অর্জিত মুনাফার নিম্নলিখিত বন্টনের প্রস্তাব ও পরামর্শ দেন :

ক) ৩০শে সেপ্টেম্বর, ২০১৫ সালের সমাপ্ত সময়কালের কর পরবর্তী নীট মুনাফা	৫৭১,২৪১,৫৯৬ টাকা
খ) প্রস্তাবিত বন্টন:	
i) নগদ লভ্যাংশ	২৪৬,১৮১,৮৪৫ টাকা
ii) স্টক লভ্যাংশ	৭২,৪০৬,৪২৫ টাকা
গ) সঞ্চিত তহবিল ও রিজার্ভ হ্রাস	২৫২,৬৫৩,৩২৬ টাকা

### পরিচালকদের পুনঃনিয়োগ :

কোম্পানীর সংঘবিধির ১২৫ ধারা অনুযায়ী নিম্নোক্ত পরিচালকদের অন্তর্গত ১৯তম বার্ষিক সাধারণ সভায় অবসর গ্রহণ করবেন :

- ১) মিসেস রাশিমা আহমেদ ও
- ২) ব্যারিস্টার শেহরিন সালাম ঐশী

সংঘবিধির ১২৬ ধারা অনুযায়ী উক্ত পরিচালকদের পুনঃ নিয়োগের যোগ্য বিখায় তাঁরা পুনঃ নির্বাচনের আবেদন করেছেন। ৭ই আগস্ট, ২০১২ তারিখে জারীকৃত বাংলাদেশ সিকিউরিটিজ এন্ড এক্সচেঞ্জ কমিশনের নোটিফিকেশনের ধারা ১.৫(XXII) এর বিধান পালনকল্পে নিয়োগের জন্য আত্মস্বী পরিচালকবৃন্দের সংশ্লিষ্ট জীবন বৃত্তান্ত Annexure-IV হিসেবে সংযুক্ত করা হয়েছে।



### নিরীক্ষকের পুনঃ নিয়োগ :

যেহেতু বর্তমান অডিটর ধারাবাহিকভাবে ৩ বছর কোম্পানীর অডিট কার্য সম্পাদন করেছেন তাই, BSEC এর নোটিফিকেশনের দ্বারা সত্তে বর্তমান অডিটর নিয়োগ পেতে অবোগ্য বিধায়, মেসার্স আহমেদ এন্ড আখতার, চার্টার্ড একাউন্টেন্টস এর নিয়োগ পেতে আশ্রয় প্রকাশ করে আবেদনের প্রেক্ষিতে কোম্পানীর ১৮ই নভেম্বর ২০১৫ তারিখের বোর্ড সভায় সিদ্ধান্ত গৃহীত হয় যে, অনুষ্ঠিতব্য ২০তম বার্ষিক সাধারণ সভায় আহমেদ এন্ড আখতার, চার্টার্ড একাউন্টেন্টস কে ৩০শে জুন ২০১৬ সমাপ্ত তারিখের কোম্পানীর হিসাব নিরীক্ষার জন্য কোম্পানীর অডিটর হিসেবে নিয়োগ জন্য প্রস্তাব পেশ করা হবে।

### ব্যবস্থাপনা পরিচালকের পুনঃ নিয়োগ :

৩০শে নভেম্বর ২০১০ তারিখে অনুষ্ঠিত কোম্পানীর ১৫তম বার্ষিক সাধারণ সভায় জনাব আব্দুল সালাম মুর্শেদীকে কোম্পানীর ব্যবস্থাপনা পরিচালক হিসেবে ৫ বছর মেয়াদে নিয়োগদান করা হয়। আগামী ০১ ডিসেম্বর ২০১৫ তারিখে এ মেয়াদকাল সম্পন্ন হচ্ছে। কোম্পানীর ১৮ই নভেম্বর ২০১৫ তারিখে অনুষ্ঠিত বোর্ড সভায় কোম্পানীর সাধারণ সভায় সম্মতি সাপেক্ষে জনাব মুর্শেদীকে পরবর্তী ৫ বছর মেয়াদকালের জন্য কোম্পানীর ব্যবস্থাপনা পরিচালক হিসেবে পুনঃনিয়োগদান করা হয়েছে।

### স্বাধীন পরিচালকের পুনঃ নিয়োগ :

BSEC এর নোটিফিকেশনের শর্ত পালন সাপেক্ষে জনাব আব্দুল কালাম আজাদকে কোম্পানীর স্বাধীন পরিচালক হিসেবে ১ম ও বছর মেয়াদকালে ৫ই ডিসেম্বর ২০১২ তারিখে অনুষ্ঠিত বোর্ড সভায় নিয়োগদান করা হয়, যা আগামী ৬ই ডিসেম্বর ২০১৫ তারিখে মেয়াদ উত্তীর্ণ হবে। যেহেতু জনাব আজাদ পরবর্তী মেয়াদে নিয়োগযোগ্য, তাই বোর্ড ১৮ই নভেম্বর ২০১৫ তারিখে তাঁকে পরবর্তী ৩ বছর মেয়াদে পুনঃনিয়োগদান করেন। তাঁর পুনঃনিয়োগ ২০তম বার্ষিক সাধারণ সভায় অনুমোদনের জন্য উপস্থাপন করা হবে। জনাব আজাদ ঢাকা বিশ্ববিদ্যালয়ের স্নাতকোত্তর ডিগ্রীধারী এবং আই.সি.এ.বির একজন সম্মানিত কেবলো মেম্বর। তাঁর নিরীক্ষা ও আরকর পেশাদারিত্বে ৩ দশকের অধিক সময়ের অভিজ্ঞতা রয়েছে। তিনি কোম্পানীর কোন শেয়ার ধারণ করেন না।

### সুশাসন পরিপালন সংক্রান্ত নিরীক্ষা :

BSEC এর শর্তানুযায়ী মেসার্স আহমেদ এন্ড আখতার, চার্টার্ড একাউন্টেন্টস কে কোম্পানীর সুশাসন পরিপালন সংক্রান্ত নিরীক্ষাকার্য সম্পাদনের নিমিত্তে ২০১৪-১৫ সালের জন্য এ সংক্রান্ত নিরীক্ষক হিসেবে নিয়োগদান করা হয়েছে। তাদের সুশাসন পরিপালন সংক্রান্ত নিরীক্ষা প্রতিবেদন সংযুক্তি ৭ আকারে সংযুক্ত হয়েছে।

### হিসাবকাল পরিবর্তন :

আয়কর অধ্যাদেশ ১৯৮৪ এর আদেশানুসারে কোম্পানীর ১৮ই নভেম্বর ২০১৫ তারিখে অনুষ্ঠিত বোর্ড সভায় কোম্পানীর আর্থিক বছর '০১ অক্টোবর থেকে ৩০ সেপ্টেম্বর'-এর পরিবর্তে '০১ জুলাই থেকে ৩০ জুন' সময়কাল নির্ধারণের সিদ্ধান্ত গৃহীত হয়। ফলশ্রুতিতে কোম্পানীর ৩ধুমাত্র পরবর্তী হিসাবকাল হবে ৯ মাস সময়কালের জন্য, যা ১লা অক্টোবর ২০১৫ থেকে শুরু হয়ে ৩০শে জুন ২০১৬ এ শেষ হবে।

### চলমান ব্যবসা :

চলমান ধারাবাহিকতার কোম্পানীর সক্ষমতা নিয়ে পরিচালকদের নিকট সন্দেহের উদ্ভেদ হয়নি এবং অবিরত ব্যবসা পরিচালনার জন্য প্রয়োজনীয় আর্থিক সক্ষমতা রয়েছে বলে তাঁরা যুক্তিসংগত ভাবে আশা করেন। এ কারণে চলমান ব্যবসার ভিত্তিতে আর্থিক হিসাব বিবরণী প্রস্তুত করা হয়েছে।

### প্রাথমিক গণ প্রস্তাবের মাধ্যমে সংগৃহীত অর্থের ব্যয় :

কোম্পানী ২০১২ সালে প্রাথমিক গণ প্রস্তাবের মাধ্যমে মূলধন সংগ্রহ করেছিল। এই সংগৃহীত মূলধন পুরোপুরি ব্যয়িত হয়েছে এবং তা যথাযথ ভাবে রিপোর্ট করা হয়েছে। প্রতিবেদনের অর্থবছরে কোন মূলধন সংগ্রহ করা হয়নি।

### প্রাতিষ্ঠানিক সুশাসন সংক্রান্ত নির্দেশনা পরিপালনের অবস্থান :

৭ই আগস্ট, ২০১২ তারিখে বাংলাদেশ সিকিউরিটিজ এন্ড এক্সচেঞ্জ কমিশন কর্তৃক জারীকৃত প্রাতিষ্ঠানিক সুশাসন সংক্রান্ত নির্দেশনা পরিপালনের অবস্থান এই প্রতিবেদনে Annexure-V, VI ও VII এ সংযুক্ত করা হয়েছে।

### ব্যবস্থাপনার উপলব্ধি :

কোম্পানীর ব্যবস্থাপনা, কর্মকর্তা-কর্মচারী ও শ্রমিকদের অবিরাম প্রচেষ্টাকে পরিচালকমন্ডলী অত্যন্ত আন্তরিকতার সাথে স্বীকৃত দিচ্ছেন, যাদের নিরলস পরিশ্রমের ফলশ্রুতিতে উৎপাদন, বিক্রয় ও বিপণনে দেশীয় ও বৈশ্বিক নানা প্রতিবাহিত স্বত্বেও ক্রমবর্ধমান উৎপাদনশীলতা বজায় রাখা ও কার্যকর মুনাফা অর্জনে কোম্পানী সক্ষম হয়েছে। শেয়ারহোল্ডারদের স্বার্থ সংরক্ষণের নিমিত্তে ব্যবস্থাপনা ও কর্মকর্তা-কর্মচারীবৃন্দের এ ধরনের সহযোগিতার ধারাবাহিক প্রচেষ্টা অব্যাহত রাখবেন বলে পরিচালকমন্ডলী আশা করেন। সর্বপোষী সর্বক্ষেত্রে কোম্পানীর প্রতি শেয়ারহোল্ডারদের অবিচল আস্থা পরিচালকমন্ডলীকে প্রেরণা যুগিয়েছে। বাংলাদেশ সিকিউরিটিজ এন্ড এক্সচেঞ্জ কমিশন, টেক এক্সচেঞ্জ, জাতীয় রাজস্ব বোর্ড, বিনিয়োগ বোর্ড, কোম্পানী নিবন্ধকের কার্যালয় এবং অন্যান্য সংস্থা সমূহের কাছ থেকে কোম্পানী কর্তৃক গৃহীত নানা সহযোগিতা ও অব্যাহত সমর্থন পরিচালকমন্ডলী কৃতজ্ঞতার সাথে স্বীকৃতি প্রদান করছেন।

### পরিচালনা পর্ষদের পক্ষে-

স্বাক্ষরিত

কুতুবউদ্দিন আহমেদ

চেয়ারম্যান



Finishing

# ANNEXURE



## Annexure to the Directors' Report

### Annexure I

Key operating and financial data:

Particulars	2014-15	2013-14	2012-13	2011-12	2010-11
Revenue	5,479,121,542	4,391,171,642	3,983,610,866	3,758,220,888	3,345,676,800
Cost of Goods sold	4,309,791,359	3,620,820,176	3,109,944,679	2,967,364,792	2,643,450,397
<b>Gross Profit</b>	<b>1,169,330,183</b>	<b>770,351,466</b>	<b>873,666,187</b>	<b>790,856,096</b>	<b>702,226,402</b>
Operating Expenses	223,608,495	198,905,391	190,789,290	133,141,835	77,572,217
Financial Expenses	279,108,240	223,452,980	169,339,112	183,574,537	162,919,405
<b>Operating Income</b>	<b>666,613,448</b>	<b>347,993,096</b>	<b>513,537,786</b>	<b>474,139,725</b>	<b>461,734,780</b>
Other Income/Loss	2,284,204	8,844,309	(1,077,406)	97,579	2,766,936
<b>Net Profit before WPPF</b>	<b>668,897,653</b>	<b>356,837,404</b>	<b>512,460,380</b>	<b>474,237,303</b>	<b>464,501,716</b>
Contribution to WPPF	31,852,269	16,992,257	24,402,875	22,582,729	22,119,129
<b>Net Profit before Tax</b>	<b>637,045,384</b>	<b>339,845,147</b>	<b>488,057,505</b>	<b>451,654,574</b>	<b>442,382,587</b>
Provision for Income Tax	65,803,788	28,920,085	52,514,926	27,396,042	130,490
<b>Net Profit after Tax</b>	<b>571,241,596</b>	<b>310,925,062</b>	<b>435,542,579</b>	<b>424,258,533</b>	<b>442,252,097</b>
Gross Profit %	21.34%	17.54%	21.93	21.04%	20.99%
Net Profit %	10.43%	7.08%	10.93	11.29%	13.22%
<b>Numbers of Share Outstanding</b>	<b>144,812,850</b>	<b>140,595,000</b>	<b>136,500,000</b>	<b>100,000,000</b>	<b>100,000,000</b>
Face Value	10.00	10.00	10.00	10.00	10.00
<b>Total Assets</b>	<b>11,730,308,054</b>	<b>10,262,555,483</b>	<b>8,901,336,893</b>	<b>6,912,444,420</b>	<b>5,903,292,444</b>
Total Fixed Assets	7,843,274,268	7,078,699,980	6,427,128,721	4,458,018,851	3,941,682,262
Total Current Assets	3,887,033,786	3,183,855,503	2,474,208,172	2,454,425,568	1,961,610,182
Total Long Term Liability	2,009,293,215	1,252,880,084	780,800,065	701,271,400	973,034,511
Total Short Term Liability	3,915,954,296	3,607,142,452	2,796,878,944	2,285,258,458	1,168,601,905
Shareholders' Equity	5,805,060,543	5,402,532,946	5,323,657,885	3,925,914,561	3,761,656,028
Current Ratio	1 : 0.99	1 : 0.88	1 : 0.88	1 : 1.07	1 : 1.68
Net Asset Value (NAV)	40.09	38.43	39.00	39.26	37.62
Net Operating Cash Flows Per Share	2.08	1.52	9.21	7.30	2.13
Earnings Per Share (EPS)	3.94	2.21	3.19	4.24	4.42
Cash Dividend Per Share	17.00%	12.00%	17.00%	15.00%	10.00%
Stock Dividend	5.00%	3.00%	3.00%	5.00%	NIL
Year end Market Price (DSE)	51.40	54.50	52.90	NA	NA
Year end Market Price (CSE)	50.50	56.60	52.80	NA	NA
Year end PE Ratio (DSE)	23.94	24.55	16.58	NA	NA
Year end PE Ratio (CSE)	23.49	25.49	16.55	NA	NA



## Annexure II

Pattern of shareholding as on 30 September 2015

Sl. No.	Name of the Shareholders	Position	Shares held	%
<b>(i)</b>	<b>Parent/subsidiary/ Associated companies and other related parties</b>			
<b>(ii)</b>	<b>Directors and Sponsor</b>			
1	Mr. Kutubuddin Ahmed	Chairman	4,344,385	3.00%
2	Mr. Abdus Salam Murshedy	Managing Director	4,344,385	3.00%
3	Mrs. Rashida Ahmed	Director	3,620,321	2.50%
4	Mrs. Sharmin Salam	Director	3,620,321	2.50%
5	Mr. Tanvir Ahmed	Director	3,620,321	2.50%
6	Ms. Shehrin Salam Oishee	Director	3,620,321	2.50%
7	Domlck Apparels Ltd.	Sponsor	11,158,386	7.71%
8	Envoy Towers Ltd.	Sponsor	9,747,018	6.73%
9	Pastel Apparels Ltd.	Sponsor	6,909,800	4.77%
10	Fontina Fashions Ltd.	Sponsor	6,683,670	4.62%
11	Olio Apparels Ltd.	Sponsor	3,286,137	2.27%
12	Nadia Garments Ltd.	Sponsor	2,985,372	2.08%
13	Supreme Apparels Ltd.	Sponsor	2,896,257	2.00%
14	Mr. Abul Kalam Azad, FCA	Independent Director	Nil	0%
15	Mr. Sk. Bashir Ahmed	Independent Director	Nil	0%
<b>(iii)</b>	<b>Chief Executive Officer, Chief Financial Officer, Company Secretary, Head of Supply Chain and their spouses and children's:</b>			
1	Mr. Tushar Tripathi	Chief Executive Officer	16,708	0.012%
2	Mr. Salful Islam, FCMA	Chief Financial Officer	44,537	0.031%
3	Mr. M Salful Islam Chowdhury ACS	Company Secretary	Nil	0%
4	Mr. AKM Mizanur Rahman	Head of Internal Audit	Nil	0%
<b>(iv)</b>	<b>Top 5 salaried Executives other than those Executives mentioned under(iii):</b>			
1	Mr. Manish Khanna	Chief Operating Officer	16,708	0.012%
2	Mr. Nanda Dulal Biswas	Sr. General Manager Production	10,273	0.0071%
3	Mr. Shama Proshad Ghosh	Sr. General Manager, Engineering	14,366	0.010%
4	Mr. Pronab Karmaker	General Manager Quality Assurance	Nil	0%
5	Md. Majibur Rahman	General Manager, Spinning	Nil	0%
<b>(v)</b>	<b>Shareholders Holding 10% or more voting interest in the Company</b>		<b>Nil</b>	



### Annexure III

The number of board meetings and the attendance of directors during the year 2014-15 were as follows:

Name of the Directors	Position	Meeting Held	Attendance
Mr. Kutubuddin Ahmed	Chairman	15	15
Mr. Abdus Salam Murshedy	Managing Director	15	15
Mrs. Rashida Ahmed	Director	15	9
Mrs. Sharmin Salam	Director	15	9
Mr. Tanvir Ahmed	Director	15	11
Ms. Shehrin Salam Oishee	Director	15	9
Mr. Abul Kalam Azad	Independent Director	15	12
Mr. Sk. Bashir Ahmed	Independent Director	15	10

### Annexure IV

Brief Resume of the Directors who seek re-appointment in the ensuing AGM

Name & brief resume of the directors who seek re-appointment in the ensuing AGM	Nature of his/her expertise in specific functional areas	Names of companies in which the person also holds the directorship	the Membership of committees of the board.
<p><b>Mrs. Rashida Ahmed</b>, Director of the Company, was first appointed to the Board on July 2, 2000. She is graduated from University of Dhaka &amp; wife of Mr. Kutubuddin Ahmed, Chairman of the Company.</p>	Corporate Management & Leadership	01. KTS Syndicate Ltd. 02. KS Builders Ltd. 03. Canopus Syndicate Ltd. 04. Oyster Syndicate Ltd. 05. Opal Properties Ltd. 06. Envoy Garments Ltd. 07. Supreme Apparels Ltd.	Audit Committee
<p><b>Barrister Shehrin Salam Oishee</b>, Director of the Company, was first appointed to the Board on June 27, 2010. She has excellent academic track record, holds a Bachelor of Law (LLB) from University of London, UK and received Barrister from the honorable society of Lincoln's Inn, UK. She is a daughter of Mr. Abdus Salam Murshedy. Her vision of the future is to see the Company as an entity with the highest caliber in regards of work output, quality and legal aspects while incorporating new business ideas to meet the competition in the global market.</p>	Legal Affairs	01. Envoy Garments Ltd. 02. Packing Aid (Pvt.) Ltd. 03. Oishee Accessories Ltd.	N/A



## **Annexure V**

Compliance of Notification No. SEC/CMRRCD/2006-158/134/Admin/44 dated 07 August 2012:

### **1. Board of Directors**

#### **1.1 Board Size:**

The member of the Board of Directors as on 30 September 2015 stands at 8(Eight) including two Independent Directors, which are within the limits as specified by BSEC.

#### **1.2 Independent Director:**

(i) In terms of the provision under this sub-clause Mr. Abul Kalam Azad, FCA was appointed by the Board of ETL on 5 December 2012 as Independent Director. Subsequently, Mr. Azad's appointment was approved by the Shareholders at 17th Annual General Meeting, held on 31 December 2012.

And later, the Board has also appointed to Mr. Sk. Bashir Ahmed, B.Sc. Engg. MIE (B) as Independent Director on 14 May 2013, accordingly approved by the Shareholders at 18th Annual General Meeting, held on 20 December 2013 for the first three years term.

(ii) The Independent Directors meets the entire requirement as prescribed under the sub-clause (ii) of the BSEC Notification under reference.

(iii) As explained in Para(i)

(iv) The post of Independent Director was not vacated for more than 90 days.

(v) The Board of Directors have laid down a Code of Conduct for all members of the Board as follows:

#### **A Director of ETL always:**

- Seeks to use due care in the performance of his/her duties, be loyal to the Company, act in good faith and in a manner such director reasonably believes to be not opposed to the best interests of the Company;
  - Avoids:
    - i) Appropriating corporate business opportunities for themselves that are discovered through the use of Company property or information or their position as Board Member;
    - ii) Using Company property or information, or their position as Board Member, for personal gain; and
    - iii) Competing with the Company;
  - Endeavors to avoid having his or her private interests interfere with the interests of the Company;
  - Ensures that management is causing the Company's assets, proprietary information and resources to be used by the Company and its employees only for legitimate business purposes of the Company;
  - Maintains the confidentiality of information entrusted to them in carrying out their duties and responsibilities, except where disclosure is approved by the Company or legally mandated or if such information is in the public domain;
  - Endeavors to deal fairly, and should promote fair dealing by the Company, its employees and agents, with customers, suppliers and employees;
  - Complies and endeavors to ensure that the management is causing the Company to comply with applicable laws, rules and regulations;
  - Avoids insider trading with respect to the purchase and sale of the Company's securities and buy or sell securities while in possession of material non-public information about the issuer of that security, whether the issuer is ETL or another company;
  - Endeavors to ensure that management is causing the Company to promote ethical behavior and to encourage employees to report evidence of illegal or unethical behavior to the CEO & Managing Director of the Company.
- (vi) As explained in Para(i)





### 1.3 Qualifications of Independent Director (ID)

(i) Mr. Abul kalam Azad, FCA, the Independent Director is a fellow member of ICAB. Mr Azad has more than 36 years of professional expertise in the field of Accounts, Finance & Corporate Management. He is making meaningful contribution to business in particular to compliance with financial regulatory, corporate laws and formulates Board policies.

And, Mr. Sk. Bashir Ahmed, the other Independent Director is an Engineering Graduate from Bangladesh University of Engineering and Technology (BUET). He has 22 years of experience in Indenting, Trading, Manufacturing, Marketing, Export, Import and Agro based Business. Mr. Bashir is also an active sports organiser, he currently holds the position of President of Bangladesh Gymnastics Federation and the vice president of Bangladesh Olympic Association & Abahani Cricket Committee respectively. Both of the Independent Directors hold no shares in the Company.

(ii) As explained in Para(i)

(iii) No relaxation of qualification of ID is required.

### 1.4 Chairman of the Board and Chief Executive Officer:

The position of the Chairman of the Board and the Chief Executive Officer stand separated. The roles of the Chairman and Managing Director are clearly defined in the Articles of Association of the Company.

### 1.5 Directors Report to Shareholders:

The entire requirements have been fulfilled.

## 2 Chief Financial Officer (CFO), Head of Internal Audit (HID) and Company Secretary (CS).

### 2.1 & 2.2: Appointment & Requirement to attend the Board Meetings

Three separate individuals, each of different specialized discipline, have been appointed. Their roles have been defined by the Board. The CFO and CS regularly attend the Board Meeting.

## 3. Audit Committee:

The Audit Committee, as a Sub-Committee of the Board, has been constituted with the Independent Director as Chairman and two other Directors. The Company Secretary acts as Secretary to the Committee. Role of the Audit Committee as per provision of the BSEC regulation, have been duly adopted by the Board. The Committee's Reports are being submitted as per the requirement of BSEC.

## 4. External/Statutory Auditors:

The BSEC guidelines are being strictly followed in engaging statutory Auditors. M/s MABS & J Partners (formerly M/s Saha Mazumder & Co.), existing statutory auditors was appointed only to audit management accounts of the company for the year ended 30 September 2015.

## 5. Subsidiary Company:

Envoy Textiles limited has no subsidiary company.

## 6. Duties of CEO & CFO:

The provision of BSEC regulations are being complied with on regular basis.

## 7. Reporting and Compliance of Corporate Governance:

Certificate on Compliance of Corporate Governance is attached with the Directors Report as Annexure VII



## Annexure VI

Status of Compliance with the conditions imposed by the Commission's Notification No.SEC/CMRRCD/2006-158/134/Admin/44 dated 07 August 2012 and Notification No.SEC/CMRRCD/2006-158/147/Admin/48 dated 21 July 2013 issued under section 2CC of the Securities and Exchange Ordinance, 1969 is as follows:

Condition No.	Title	Compliance Status (Put ✓ In the Appropriate Column)		Remarks
		Complied	Not complied	
<b>1</b>	<b>Boards of Directors</b>			
1.1	Board's Size: Boards members should not be less than 5 (five) and more than 20 (twenty).	✓		
<b>1.2</b>	<b>Independent Director:</b>			
1.2(i)	At least 1/5th of the total number of directors in the company's board shall be independent directors.	✓		
1.2(ii)	<b>For the purpose of this clause "Independent Director" means a Director:</b>			
1.2(ii)a)	Independent Directors do not hold any share or holds less than one Percent (1%) shares of the total paid- up capital.	✓		
1.2(ii)b)	Independent Directors are not connected with the company's Sponsor or Director or shareholder who holds one percent (1%) or more shares.	✓		
1.2(ii) c)	Independent Directors do not have any other relationship, whether pecuniary or otherwise, with the company or its subsidiary/associated companies.	✓		
1.2(ii) d)	Independent Directors are not members, directors or officers of any stock exchange.	✓		
1.2(ii) e)	Independent Directors are not Shareholder, Directors or officers of any member of stock exchange or an intermediary of the capital market.	✓		
1.2(ii) f)	Independent Directors are not the partners or executives during the preceding 3 (three) years of the concerned company's statutory audit firm.	✓		
1.2(ii) g)	They are not the Independent Directors in more than 3 (three) listed companies.	✓		



Condition No.	Title	Compliance Status (Put ✓ In the Appropriate Column)		Remarks
		Complied	Not complied	
1.2(ii) h)	They have not been convicted by a court of competent jurisdiction as a defaulter in payment of any loan to a bank or a Non-Bank Financial Institution (NBFI).	✓		
1.2(ii) i)	They have not been convicted for a criminal offence involving moral turpitude.	✓		
1.2(iii)	The independent directors shall be appointed by the board of Directors and approved by the shareholders in the Annual General Meeting (AGM).	✓		
1.2(iv)	The post of independent Directors cannot remain vacant of more than 90 (ninety) days.	✓		
1.2(v)	The Board shall lay down a code of conduct of all Board members and annual compliance of the code to be recorded.	✓		
1.2(vi)	The tenure of office of an independent Directors shall be for 3 (three) Years, which may be extended for 1 (one) term only.	✓		
<b>1.3</b>	<b>Qualification of Independent Director (ID)</b>	-		
1.3 (i)	Independent Director shall be knowledge individual with integrity who is able to ensure compliance with financial, regulatory and corporate laws and can make meaningful contribution to business.	✓		
1.3 (ii)	The Independent Director must have at least 12 (twelve) years of corporate management/ professional experience.	✓		
1.3 (iii)	In special cases the above qualifications may be relaxed subject to approval of the Commission.	N/A		
1.4	Chairman and Chief Executive Officer shall be filled by different individuals. Chairman shall be elected from among the directors. The Board of Directors shall clearly define respective roles and responsibilities of the Chairman and the CEO.	✓		



Condition No.	Title	Compliance Status (Put ✓ In the Appropriate Column)		Remarks
		Complied	Not complied	
1.5	The Directors' Report to Shareholders: The Board of Directors of Envoy Textiles Limited would like to include the following additional statements in its Report prepared under section 184 of the Companies Act, 1994.	✓		
1.5(i)	Industry outlook and possible future developments in the industry.	✓		
1.5(ii)	Segment-wise or product-wise performance.	✓		
1.5(iii)	Risks and Concerns.	✓		
1.5(iv)	A Discussion on Cost of Goods sold, Gross Profit Margin and Net Profit Margin.	✓		
1.5(v)	Discussion on continuity of any Extra-Ordinary gain or loss.	N/A		
1.5(vi)	Basis for related party transactions- a statement of all related party transactions should be disclosed in the annual report.	✓		
1.5(vii)	Utilization of proceeds from public issues, rights issues and/ or through any others Instruments.	N/A		
1.5(viii)	An explanation if the financial results deteriorate after the company goes for IPO, RPO, Rights Offer and Direct Listing, etc.	✓		
1.5(ix)	If significant variance occurs between Quarterly Financial performance and Annual Financial Statements the management shall explain about the variance on their Annual Report.	✓		
1.5(x)	Remuneration to directors including independent directors.	✓		
1.5(xi)	The financial statements prepared by the management of the issuer company present fairly its state of affairs, the result of its operations, cash flows and changes in equity.	✓		
1.5(xii)	Proper books of account of the issuer company have been maintained.	✓		



Condition No.	Title	Compliance Status (Put ✓ In the Appropriate Column)		Remarks
		Complied	Not complied	
1.5(xiii)	Appropriate accounting policies have been consistently applied in preparation of the financial statements and that the accounting estimates are based on reasonable and prudent judgment.	✓		
1.5(xiv)	International Accounting Standards (IAS)/ Bangladesh Accounting Standards (BAS) / International Financial Reporting Standards (IFRS)/ Bangladesh Financial Reporting Standards (BFRS), 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)	The system of internal control is sound in design and has been effectively implemented and monitored.	✓		
1.5(xvi)	There are no significant doubts upon the issuer company's ability to continue as a going concern. If the issuer company is not considered to be a going concern, the fact along with reasons thereof should be disclosed.	N/A		
1.5(xvii)	Significant deviations from the last year's operating results of the issuer company shall be highlighted and the reasons thereof should be explained.	✓		
1.5(xviii)	Key operating and financial data of at least preceding 5(five) years shall be summarized.	✓		
1.5(xix)	If the issuer company has not declared dividend (cash or stock) for the year, the reasons thereof shall be given.	N/A		
1.5(xx)	The number of Board meetings held during the year and attendance by each director shall be disclosed.	✓		
1.5(xxi)	The pattern of shareholding shall be reported to disclose the aggregate number of shares.	-		
1.5(xxi)a)	Parent / Subsidiary / Associated Companies and other related parties (name wise details).	✓		



Condition No.	Title	Compliance Status (Put ✓ In the Appropriate Column)		Remarks
		Complied	Not complied	
1.5(xii)b)	Directors, Chief Executive Officer, Company Secretary, Chief Financial Officer, Head of Internal Audit and their spouses and minor children (name wise details).	✓		
1.5(xii)c)	Executives	✓		
1.5(xii)d)	Shareholders holding ten percent (10%) or more was voting interest in the company (name wise details).	✓		
1.5(xii)	In case of the appointment/re-appointment of a director the company shall disclose the following information to the shareholders:-	-		
1.5(xii)a)	A brief resume of the director.	✓		
1.5(xii)b)	Nature of his/ her expertise in specific functional areas.	✓		
1.5(xii)c)	Names of companies in which the person also holds the directorship and the membership of committees of the board.	✓		
<b>2</b>	<b>Chief Financial Officer (CFO) Head of Internal Audit and Company Secretary (CS)</b>	-		
2.1	The company shall appoint a Chief Financial Officer (CFO), a Head of Internal Audit (Internal Control and Compliance) and a Company Secretary (CS). The Board of Directors should clearly define respective roles, responsibilities and duties of the CFO, the Head of Internal Audit and the CS.	✓		
2.2	The CFO and the Company Secretary of the companies shall attend the meetings of the Board of Directors, provided that the CFO and/or the Company Secretary shall not attend such part of a meeting of the Board of Directors which involves consideration of an agenda item relating to their personal matters.	✓		
<b>3</b>	<b>Audit Committee</b>	-		
3 (i)	The company shall have an Audit Committee as a sub-committee of the Board of Directors.	✓		



Condition No.	Title	Compliance Status (Put ✓ In the Appropriate Column)		Remarks
		Complied	Not complied	
3 (ii)	The Audit Committee shall assist the Board of Directors in ensuring that the financial statements reflect true and fair view of the state of affairs of the company and in ensuring a good monitoring system within the business.	✓		
3 (iii)	The Audit Committee shall be responsible to the Board of Directors. The duties of the Audit Committee shall be clearly set forth in writing.	✓		
<b>3.1</b>	<b>Constitution of the Audit Committee:</b>	-		
3.1(i)	The Audit Committee shall be composed of at least 3 (three) members.	✓		
3.1(ii)	Constitution of Audit Committee with Board Members including one independent director.	✓		
3.1(iii)	All members of the audit committee should be "financially literate" and at least 1 (one) member shall have accounting or related financial management experience: The term "financially literate" means the ability to read and understand the financial statements like Balance Sheet, Income Statement and Cash Flow Statement and a person will be considered to have accounting or related financial management expertise if (s)he possesses professional qualification or Accounting/ Finance graduate with at least 12 (twelve) years of corporate management/ professional experiences.	✓		
3.1(iv)	Filling of Casual Vacancy in Committee.	N/A		
3.1(v)	The company secretary shall act as the secretary of the Committee.	✓		
3.1(iii)	The quorum of the Audit Committee meeting shall not constitute without at least 1 (one) independent director.	✓		
<b>3.2</b>	<b>Chairman of the Audit Committee</b>	-		
3.2 (i)	Chairman of the Audit Committee shall be an independent director.	✓		



Condition No.	Title	Compliance Status (Put ✓ In the Appropriate Column)		Remarks
		Complied	Not complied	
3.2 (ii)	Chairman of the audit committee shall remain present in the Annual General Meeting (AGM).	✓		
<b>3.3</b>	<b>Role of Audit Committee:</b>	-		
3.3 (i)	Oversee the financial reporting process.	✓		
3.3 (ii)	Monitor choice of accounting policies and principles.	✓		
3.3 (iii)	Monitor Internal Control Risk management process.	✓		
3.3 (iv)	Oversee hiring and performance of external auditors.	✓		
3.3 (v)	Review the annual financial statements before submission to the board for approval.	✓		
3.3 (vi)	Review the quarterly and half yearly financial statements before submission to the board for approval.	✓		
3.3 (vii)	Review the adequacy of internal audit function.	✓		
3.3 (viii)	Review statement of significant related party transactions submitted by the management.	N/A		
3.3 (ix)	Review Management Letters/ Letter of Internal control weakness issued by statutory auditors.	✓		
3.3 (x)	When money is raised through Initial Public Offering (IPO)/ Repeat Public Offering (RPO)/ Rights Issue the company shall disclose to the Audit Committee about the uses / applications of funds by major category (capital expenditure, sales and marketing expenses, working capital etc), on a quarterly basis, as a part of their quarterly declaration of financial results.	N/A		
<b>3.4</b>	<b>Reporting of the Audit Committee</b>	-		
3.4.1	The Audit Committee shall report on its activities to the Board of Directors.	-		
3.4.1(i)	The Audit Committee shall immediately report to the Board of Directors on the following findings, if any:	-		
3.4.1(ii)a)	Report on conflicts of interests.	N/A		





Condition No.	Title	Compliance Status (Put ✓ In the Appropriate Column)		Remarks
		Complied	Not complied	
3.4.1(ii)b)	Suspected or presumed fraud or irregularity or material defect in the internal control system.	✓		
3.4.1(ii)c)	Suspected infringement of laws, including securities related laws, rules and regulations.	✓		
3.4.1(ii)d)	Any other matter which shall be disclosed to the Board of Directors immediately.	✓		
3.4.2	<b>Reporting to the Authorities:</b> If the Audit Committee has reported to the Board of directors about anything which has material impact on the financial condition and results of operation and has discussed with the Board of Directors 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 of Directors for three times or completion of a period of 6(six) months from the date of first reporting to the Board of Directors, whichever is earlier.	N/A		
3.5	Reporting to the Shareholders and General Investors.	✓		
4	External/Statutory Auditors: The issuer company should not engage its external/statutory auditors to perform the following services of the company; namely:-	-		
3.1(iii)	The quorum of the Audit Committee meeting shall not constitute without at least 1 (one) independent director.	✓		
4 (i)	Appraisal or valuation services or fairness opinions.	✓		
4(ii)	Financial information systems design and implementation.	✓		
4(iii)	Book-keeping or other services related to the accounting records or financial statements.	✓		
4 (iv)	Broker-dealer services.	✓		
4 (v)	Actuarial services.	✓		



Condition No.	Title	Compliance Status (Put ✓ In the Appropriate Column)		Remarks
		Complied	Not complied	
4 (vi)	Internal audit services.	✓		
4 (vii)	Any other services that the Audit Committee Determines.	✓		
4 (viii)	No partner or employee 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.	✓		
4 (ix)	Statutory Auditors are not appointed as CG compliance Auditors.	✓		
<b>5</b>	<b>SUBSIDIARY COMPANY:</b>			<b>The company has no subsidiary.</b>
5 (i)	Provisions relating to the Composition of the Board of Directors of the holding company shall be made applicable to the composition of the Board of Directors of the subsidiary company.	-		
5 (ii)	At least 1 (one) independent director on the Board of Directors of the holding company shall be a director on the Board of Directors of the subsidiary company.	-		
5 (iii)	The minutes of the Board meeting of the subsidiary company shall be placed of review at the following Board meeting of the holding company.	-		
5 (iv)	The minutes of the respective Board meeting of the holding company shall state they have reviewed the affairs of the subsidiary company.	-		
5 (v)	The Audit Committee of the holding company shall also review the financial statements, in particular the investments made by the subsidiary company.	-		
<b>6</b>	<b>DUTIES OF CEO and CFO:</b>	-		
6 (i)	They have reviewed financial statements for the year and that to the best of their knowledge and behalf.	-		



Condition No.	Title	Compliance Status (Put ✓ In the Appropriate Column)		Remarks
		Complied	Not complied	
6 (i) a)	These statements do not contain any materially untrue statement or do not omit any material fact or contain statements that might be misleading.	✓		
6 (i) a)	These statements do not contain any materially untrue statement or do not omit any material fact or contain statements that might be misleading.	✓		
6.(i)b	These statements together present a true and fair view of the company affairs and are in compliance with existing accounting standards and application laws.	✓		
6 (ii)	There are, to the best of knowledge and belief, no transactions entered into by the company during the year which are fraudulent, illegal or violation of the company's Code of conduct.	✓		
<b>7</b>	<b>REPORTING AND COMPLIANCE OF CORPORATE GOVERNANCE:</b>	-		
7 (i)	The company shall obtain a certificate from a practicing Professional Accountant/ Secretary (Chartered Accountant/ Cost and Management Accountant / Chartered Secretary) regarding compliance of conditions of Corporate Governance Guidelines of the Commission and shall send the same to the shareholders along with the Annual Report on a yearly basis.	✓		
7 (ii)	The directors of the company shall state, in accordance with the Annexure attached, in the directors' report whether the company has complied with these conditions.	✓		

## Annexure VII

Certificate on compliance with the conditions of corporate governance guidelines



A Correspondent Member Firm of  
Russell Bedford International, UK  
www.russellbedford.com

### **CERTIFICATE OF COMPLIANCE ON CORPORATE GOVERNANCE OF ENVOY TEXTILES LIMITED**


[As required under the Bangladesh Securities and Exchange Commission (BSEC)]

We have examined compliance to the Bangladesh Securities and Exchange Commission (BSEC) guidelines on Corporate Governance by Envoy Textiles Limited for the year ended 30 September 2015. These guidelines relate to the Notification no. SEC/CMRRCD/2006-158/134/Admin/44 dated 7<sup>th</sup> August 2012 of Bangladesh Securities and Exchange Commission (BSEC) on Corporate Governance.

Such compliance to the codes of Corporate Governance is the responsibility of the Company. Our assessment was limited to the procedures and implementation thereof as adopted by the Management in ensuring compliance to the conditions of Corporate Governance. This is a scrutiny and verification only and not an expression of opinion or audit of the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations provided by the management to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above mentioned guidelines issued by Bangladesh Securities and Exchange Commission (BSEC). We also state that such compliance is neither an assurance as to the future viability of the Company nor a certification on the efficiency or effectiveness with which the Management has conducted the affairs of the company.

Dated: 18 November 2015  
Dhaka

  
AHMAD & AKHTAR  
Chartered Accountants.



**National Office:**  
BCIC Bhaban (3rd Floor)  
29-31 Dilkusha C/A  
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(M): 01715428860



# AUDITORS' REPORT & FINANCIAL STATEMENTS

## **AUDITORS' REPORT TO THE SHAREHOLDERS OF ENVOY TEXTILES LIMITED**

We have audited the accompanying financial statements of ENVOY TEXTILES LIMITED which comprise the Statement of Financial Position as at 30 September 2015, Statement of Comprehensive Income, Statement of Cash Flows and Statement of Changes in Equity for the period from 1 October 2014 to 30 September 2015 and a summary of significant accounting policies and other explanatory information.

### **Management's Responsibility for the Financial Statements**

Management is responsible for the preparation and fair presentation of these financial statements in accordance with Bangladesh Financial Reporting Standards (BFRSs) 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.

### **Auditors' Responsibility**

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

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

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

### **Opinion**

In our opinion, the financial statements present fairly, in all material respects, (or give a true and fair view of) the financial position of ENVOY TEXTILES LIMITED as at 30 September 2015 and its financial performance and its cash flows for the year then ended in accordance with Bangladesh Financial Reporting Standards (BFRSs), comply with the Companies Act 1994 and other applicable Laws and Regulations.

### **We also report that:**

- a) We have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose 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 Company's Statement of financial position, dealt with by the report are in agreement with the books of accounts; and
- d) The expenditure incurred was for the purpose of the company's business.

Dated: Dhaka, 18 November 2015

  
**MABS & J Partners**  
Chartered Accountants

**ENVOY TEXTILES LIMITED**  
**STATEMENT OF FINANCIAL POSITION**  
**AS AT 30 SEPTEMBER 2015**

Particulars	Notes	Total (Tk.) 30th Sept' 15	Total (Tk.) 30th Sept' 14
<b>ASSETS</b>			
<b>Non Current Assets</b>		<b>7,843,274,268</b>	<b>7,078,699,980</b>
Property, Plant & Equipments, net of depreciation	5.00	7,252,109,200	5,553,965,920
Deferred Expenses	6.00	20,157,114	22,396,793
Capital work in Process	7.00	571,007,954	1,502,337,266
<b>Current Assets</b>		<b>3,887,033,786</b>	<b>3,183,855,503</b>
Inventories & Stores	8.00	1,387,898,731	983,462,632
Material in Transit	9.00	81,730,265	46,552,319
Accounts Receivable	10.00	1,570,830,462	1,394,634,113
Export incentive Receivable	11.00	581,947,255	445,642,378
Advance , Deposits & Prepayments	12.00	196,028,838	180,151,663
Investment	13.00	42,332,904	61,532,556
Cash and Cash Equivalents	14.00	26,265,332	71,879,843
<b>Total Assets</b>		<b>11,730,308,054</b>	<b>10,262,555,483</b>
<b>EQUITY &amp; LIABILITIES</b>			
<b>Authorised Capital</b>		<b>4,000,000,000</b>	<b>2,750,000,000</b>
275,000,000 ordinary shares of Tk.10/= each.	15.00	2,750,000,000	1,500,000,000
125,000,000 Redeemable Preference Shares of Tk.10/= each.		1,250,000,000	1,250,000,000
<b>Shareholders Equity</b>		<b>5,805,060,543</b>	<b>5,402,532,947</b>
Paid up Share Capital	16.00	1,448,128,500	1,405,950,000
Share Premium	17.00	1,120,000,000	1,120,000,000
Revaluation Surplus	18.00	1,729,000,621	1,739,304,433
Retained Earnings	19.00	1,180,009,231	809,356,324
Tax Holiday reserve	20.00	327,922,190	327,922,190
<b>Non-Current Liability</b>		<b>2,009,293,215</b>	<b>1,252,880,084</b>
Secured Loan	21.00	1,899,346,318	1,190,184,371
Provision for Deferred Tax	27.00	109,946,897	62,695,713
<b>Current Liabilities</b>		<b>3,915,954,296</b>	<b>3,607,142,452</b>
Secured Loan (Current Portion)	22.00	405,723,453	420,534,767
Accounts Payable	23.00	836,176,370	810,282,016
Short Term Liabilities	24.00	2,501,954,155	2,291,491,404
Provision for Expenses	25.00	107,412,374	38,698,925
Provision for Current Tax	26.00	64,687,944	46,135,340
<b>Total Liabilities &amp; Shareholders' Equity</b>		<b>11,730,308,054</b>	<b>10,262,555,483</b>
<b>Net Asset Value (NAV) Per Share (Adjusted)</b>		<b>40.09</b>	<b>37.31</b>

Company Secretary

Managing Director

Chairman

The annexed notes form an integral part of this financial statements.  
Signed in terms of our separate report of even date.

Dated: Dhaka, 18 November 2015



**ENVOY TEXTILES LIMITED**  
**STATEMENT OF COMPREHENSIVE INCOME**  
**FOR THE YEAR ENDED 30 SEPTEMBER 2015**

Particulars	Notes	Total (Tk.) 30th Sept' 15	Total (Tk.) 30th Sept' 14
Revenue	28.00	5,479,121,542	4,391,171,642
Less: Cost of Goods Sold	29.00	4,309,791,359	3,620,820,176
<b>Gross Profit</b>		<b>1,169,330,183</b>	<b>770,351,466</b>
<b>Less: Operating Expenses</b>		<b>223,608,495</b>	<b>198,905,391</b>
Administrative & General Expenses	30.00	175,923,499	166,758,358
Selling & Distribution Expenses	31.00	47,684,996	32,147,033
<b>Profit from Operation</b>		<b>945,721,688</b>	<b>571,446,075</b>
Less: Financial Expenses	32.00	279,108,240	223,452,980
<b>Profit after Financial Expenses</b>		<b>666,613,448</b>	<b>347,993,095</b>
Add: Other Income / Expenses	33.00	2,284,204	8,844,309
<b>Net Profit before WPPF</b>		<b>668,897,653</b>	<b>356,837,404</b>
Less: Provision for Workers Profit Participation Fund		31,852,269	16,992,257
<b>Net Profit before Tax</b>		<b>637,045,384</b>	<b>339,845,147</b>
Less: Provision for Current Tax		18,552,604	4,261,934
Less: Provision for Deferred Tax		47,251,184	24,658,151
<b>Profit after Tax</b>		<b>571,241,596</b>	<b>310,925,062</b>
<b>Earning Per Shares - EPS (Adjusted)</b>	34.00	<b>3.94</b>	<b>2.15</b>



**Company Secretary**



**Managing Director**



**Chairman**

The annexed notes form an integral part of these financial statements.  
Signed in terms of our separate report of even date.

Dated: Dhaka 18 November 2015

**MABS & J Partners**  
Chartered Accountants

**ENVOY TEXTILES LIMITED**  
**STATEMENT OF CASH FLOWS**  
**FOR THE YEAR ENDED 30TH SEPTEMBER 2015**

Particulars	Notes	Total (Tk.) 30th Sept' 15	Total (Tk.) 30th Sept' 14
<b>Cash Flow From Operating Activities: (A)</b>			
Collection from Turnover and Others		5,168,904,521	4,007,564,866
Payment for Cost and Expenses		(4,561,632,157)	(3,537,612,142)
Income Tax Paid and Deducted at source		(31,408,532)	(34,061,798)
Financial Expenses		(275,352,606)	(221,685,044)
<b>Net Cash Provided/(Used) by Operation activities</b>		<b>300,511,226</b>	<b>214,205,883</b>
<b>Cash Flows From Investing Activities: (B)</b>			
Purchase of Fixed Assets		(2,018,579,179)	(1,302,853,600)
Investment		19,199,652	14,536,874
Capital work in Process		914,679,981	(31,048,310)
<b>Net Cash Used In Investing Activities</b>		<b>(1,084,699,546)</b>	<b>(1,319,365,037)</b>
<b>Cash Flows From Financing Activities: (C)</b>			
Long Term Liabilities		709,161,947	409,384,307
Long Term Liabilities (Current Portion)		(14,811,313)	285,739,130
Short Term Liabilities		210,462,751	680,648,135
Payment of Cash Dividend		(166,239,575)	(229,937,334)
<b>Net Cash Provided by Financing Activities</b>		<b>738,573,810</b>	<b>1,145,834,238</b>
<b>Net Increase / (Decrease) In Cash and Cash Equivalents (A+B+C)</b>		<b>(45,614,510)</b>	<b>40,675,084</b>
<b>Cash and Cash Equivalents at the Beginning of the Year</b>		<b>71,879,843</b>	<b>31,204,759</b>
<b>Cash and Cash Equivalents at the End of the Year</b>	<b>14.00</b>	<b>26,265,332</b>	<b>71,879,843</b>
<b>Net operating cash flow per share - NOCFPS (Adjusted)</b>		<b>2.08</b>	<b>1.48</b>

**Company Secretary**

**Managing Director**

**Chairman**

The annexed notes form an integral part of these financial statements.  
Signed in terms of our separate report of even date.

Dated: Dhaka 18 November 2015

**MABS & J Partners**  
Chartered Accountants

**ENVOY TEXTILES LIMITED**  
**STATEMENT OF CHANGES IN EQUITY**  
**FOR THE YEAR ENDED 30 SEPTEMBER 2015**

Particulars	Share Capital Taka	Share Premium Taka	Revaluation Taka	Tax Holiday Reserve	Retained Earnings	Total (Tk.)
<b>At the beginning of the year</b>	<b>1,405,950,000</b>	<b>1,120,000,000</b>	<b>1,739,304,433</b>	<b>327,922,190</b>	<b>809,356,324</b>	<b>5,402,532,947</b>
Add: Issuance of Bonus Share	42,178,500	-	-	-	(42,178,500)	-
Add: Net Profit During the Year	-	-	-	-	571,241,596	571,241,596
Less: Dividend for the year 2014	-	-	-	-	(168,714,000)	(168,714,000)
Depreciation on Revaluation Surplus	-	-	(10,303,812)	-	10,303,812	-
<b>As at 30.09.2015</b>	<b>1,448,128,500</b>	<b>1,120,000,000</b>	<b>1,729,000,621</b>	<b>327,922,190</b>	<b>1,180,009,232</b>	<b>5,805,060,543</b>

**FOR THE PERIOD ENDED 30TH SEPTEMBER 2014**

Particulars	Share Capital Taka	Share Premium Taka	Revaluation Taka	Tax Holiday Reserve	Retained Earnings	Total (Tk.)
<b>At the beginning of the year</b>	<b>1,365,000,000</b>	<b>1,120,000,000</b>	<b>1,749,817,068</b>	<b>327,922,190</b>	<b>760,918,627</b>	<b>5,323,657,885</b>
Add: Issuance of Bonus Share	40,950,000	-	-	-	(40,950,000)	-
Add: Net Profit During the Year	-	-	-	-	310,925,062	310,925,062
Less: Declaration of Dividend- 2013	-	-	-	-	(232,050,000)	(232,050,000)
Depreciation on Revaluation Surplus	-	-	(10,512,635)	-	10,512,635	-
<b>As at 30.09.2014</b>	<b>1,405,950,000</b>	<b>1,120,000,000</b>	<b>1,739,304,433</b>	<b>327,922,190</b>	<b>809,356,324</b>	<b>5,402,532,947</b>



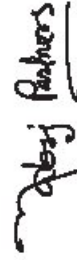
**Company Secretary**



**Managing Director**



**Chairman**



**MABS & J Partners**  
Chartered Accountants

The annexed notes form an integral part of this financial statements.  
Signed in terms of our separate report of even date.

Dated: Dhaka, 18 November 2015

**ENVOY TEXTILES LIMITED**  
**Notes to the Financial Statements**  
**For the year ended 30 September 2015**

**FORMING AN INTEGRAL PART OF THE FINANCIAL STATEMENTS**

**1.00 Compliance with the requirements of notification of the Securities and Exchange Commission dated 04.06.2008 under reference # SEC/CMMRPC/2008-181/53/Adm/03/28.**

- a. Notes to the financial statements marked from 3.01 to 3.18 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 3.01 to 3.18.
- 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:

<b>SL No.</b>	<b>Name of Standards</b>	<b>IAS/BAS No.</b>
01.	Presentation of Financial Statements	IAS/BAS - 1
02.	Inventories	IAS/BAS - 2
03.	Statement of Cash Flows	IAS/BAS - 7
04.	Accounting policies, Changes in accounting Estimates and Errors	IAS/BAS - 8
05.	Events after the Reporting Period	IAS/BAS - 10
06.	Income Taxes	IAS/BAS - 12
07.	Property, Plant and Equipment	IAS/BAS - 16
08.	Revenue	IAS/BAS - 18
09.	Employees Benefits	IAS/BAS - 19
10.	The Effects of Changes in Foreign Exchange Rates	IAS/BAS - 21
11.	Borrowing Costs	IAS/BAS - 23
12.	Related Party Disclosures	IAS/BAS - 24
13.	Earnings Per Share	IAS/BAS - 33

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

**2.00 Legal status and nature of the Company – Disclosure under IAS 1 as adopted by Institution of Chartered Accountants of Bangladesh as BAS 1 “Presentation of Financial Statements”**

**a. Background of the Company**

Envoy Textiles Limited was incorporated as a private company limited by shares registered under the Companies act. 1994, vide registration no. C-28622 (2468)/1995 dated 18 June 1995 and converted into public limited company on 25 October 2009. The registered office of the company is located at Envoy Tower, 18/E Lake circus Kalabagan (West panthapath), Dhaka-1205.

Envoy Textiles Limited has taken over the business, all assets and liabilities of Edge Denims Limited (incorporated as a private company limited by shares registered under The Companies act. 1994, vide registration no. C-28622 (2468)/1995 dated 18 June 1995) as per decision of the Extraordinary General Meetings of both the companies held on 19 June 2009 with the consent of the Honorable Supreme Court of Bangladesh, High Court Division vide Company Matters no. 70 of 2009 and No. 71 of 2009 with effect from 30 September 2009 and Edge Denims Limited has no more in existence.

**b. Activities of the Company**

Envoy Textiles Limited is a manufacturer of 100% export oriented denims fabric with advanced quality denim fabric finishing. It is the first rope denims plant in Bangladesh with highly sophisticated machineries of USA, Europe and Japan. Commercial operation of the company has been started from 01 March 2008.

**c. Board of Directors**

Sl.	Name	Position
1	Mr.Kutubuddin Ahmed	Chairman
2	Mr. Abdus Salam Murshedy	Managing Director
3	Mrs. Rashida Ahmed	Director
4	Mrs. Sharmin Salam	Director
5	Mr. Tanvir Ahmed	Director
6	Mrs. Shehrin Salam Oishee	Director
7	Mr. Abul Kalam Azad FCA	Independent Director
8	Mr. Sk. Bashir Ahmed Mamun	Independent Director

**3.00 BASIS OF PREPARATION:**

**3.01 Statement of Compliance**

The Financial Statements are prepared in accordance with Bangladesh Accounting Standards (BASs) and Bangladesh Financial Reporting Standards (BFRSs), the Companies Act 1994, Securities and Exchange Commission Rules 1987 and other applicable laws and regulations.

**3.02 Compliance with local law**

The financial statements have been prepared in compliance with requirements of the Companies Act 1994, Securities and Exchange Commission Rules 1987 and other relevant local laws and regulations.

**3.03 Compliance with International Financial Reporting Standards (IFRS)**

The financial statements have been prepared in compliance with requirements of IFRSs, IASs as adopted by the Institute of Chartered Accountants of Bangladesh (ICAB) and applicable in Bangladesh.

**3.04 Measurement Bases used In preparing the Financial Statements.**

The elements of financial statements have been measured on "Historical Cost" Basis, which is one of the most commonly adopted base as provided in "the frame-work for the preparation and presentation of financial statements" Issued by the International Accounting Standards Committee (IASC).

**3.05 Components of the Financial Statements**

According to the International Accounting Standard (IAS) 1 as adopted by ICAB as BAS 1 "Presentation of Financial Statements", the complete set of Financial Statements includes the following components.

- (i) Statement of Financial Position as at 30 September 2015.
- (ii) Statement of Comprehensive Income for the year ended 30 September 2015.
- (iii) Statement of Changes in Equity for the year ended 30 September 2015.
- (iv) Statement of Cash Flows for the year ended 30 September 2015.
- (v) Accounting policies and explanatory notes.

**3.06 Specific accounting policies selected and applied for significant transactions and events.**

**Property, Plant & Equipment**

Property, Plant & Equipment comprises Factory Building, Rest House, Officer and Staff Quarter, Corporate Office Building, Factory Equipment, Furniture & Fixture, Machinery, ETP Cost, Office Equipment, Motor Vehicle, Software etc. Fixed assets are stated at their historical cost less accumulated depreciation. Land, building, other construction, machineries/equipments, ETP cost and office spaces measured and valued at fair value in compliance with Bangladesh Accounting Standards (BAS).

No depreciation has been charged on the Land and Land Development. Depreciation is charged on all other assets on reducing balance method. Depreciation has been charged on addition from the date of the related assets are ready for use. The rates of depreciation are as follows:

<b>Name of Assets</b>	<b>Rate of Depreciation</b>
Factory Building	3%
Rest House, Officer and Staff Quarter	2%
Building Corporate Office	3%
Factory Equipment	10%
Furniture & Fixture	10%
Machinery	10%
ETP Cost	10%
Office Equipment	10%
Motor Vehicle	20%
Software	20%
Other Construction	5%
Other Assets	5%

**Revaluation of Fixed Assets**

The fixed assets as on 30 June 2010 have been revalued at fair market value as per decision of the board of directors. All fixed assets under land, building, machineries and equipment available on the cut of date on 30 June 2010 were revalued by an independent valuation company named Asian Surveyors Limited. The revaluation of assets has been made at present market value of land, building, machinery and equipment allowing due depreciation on building, machinery and equipment for the month which has already been expired from the estimate total useful life.

Increase in the carrying amount arising on revaluation of land, building, machinery and equipment are credited to "Revaluation Surplus" under share holders equity.

Amount of depreciation on revaluation surplus has been credited to retained earnings by debiting revaluation surplus as per BAS-16: Property, Plant and Equipment.

**3.07 Deferred Expenses**

Pre-Operational expenses of the company are being considered as deferred expenses and are being amortized @ 10.00% per year on written down value.

**3.08 Inventories and Stores**

Inventories and stores are comprises of raw materials, raw materials in transit, packing materials, work in progress, finished goods, and spare & spare parts in transit. Inventories are valued at the lower of the cost and net realizable value.

**3.09 Cash and Cash Equivalents**

Cash and Cash equivalents comprise cash in hand, bank current accounts, other bank deposits free of encumbrance and having maturity date of three months or less from respective dates of deposit.

**3.10 Statement of Cash Flows**

Statement of Cash Flows is prepared principally in accordance with IAS 7 as adopted by ICAB as BAS 7 "Statement of Cash Flows" and the cash flows from the operating activities have been presented under direct method as prescribed by the Securities and Exchange Rules, 1987 and considering the provision of paragraph 19 of IAS 7 which provides that "enterprises are encouraged to report cash flows from operating activities using the direct method".

**3.11 Taxation**

The company is enjoyed tax holiday for 4 (four) years commencing from March 01, 2008, under approval of National Board of Revenue (NBR) dated on September 09, 2008. The tax-holiday period of the company expired on February 29, 2012 and due provision for Income Tax has been maintained in the Income Statement. During the tax holiday period 40% of net profit of the company is transferred to the tax holiday reserve in proportionately to invest in the areas as specified by the income Tax Ordinance 1984. Income tax provision made after expiry of tax holiday period as per rate prevailing during that period.



### **3.12 Revenue Recognition**

#### **Sales of Goods**

Revenue from the sale of goods is recognized when all the following conditions are satisfied:

- The company has transferred to the buyer the significant risks and rewards of ownership of the goods;
- The company retains neither continuing managerial involvement to the degree usually associated with ownership nor effective control over the goods sold;
- The amount of revenue can be measured reliably;
- It is probable that the economic benefits associated with the transaction will flow to the company; and
- The cost incurred or to be incurred in respect of the transaction can be measured reliably.

#### **Other Income and Expenses:**

It is recognized when received.

### **3.13 Foreign Currency Transactions**

Transactions in Foreign Currencies are translated into BDT at the rate of exchange ruling on date of transaction. Monetary assets and liabilities expressed in foreign currencies are translated into BDT at the rate of exchange ruling at the balance sheet date. Gains or losses resulting from foreign currency transactions are taken to the income statement.

### **3.14 Borrowing Costs/Financial Expenses**

Borrowing costs are recognized as expenses in the period in which they incurred and capitalized the same that incurred before commencement of commercial operation.

### **3.15 Earnings per Share**

Basic Earnings per Share (EPS) has been computed dividing the earnings attributable to the weighted average number of the ordinary shares during the period. This has been calculated in compliance with the requirements of BAS-33: Earnings Per Share by dividing the basic earnings by the weighted average number of ordinary shares outstanding during the year.

#### **Basic Earnings**

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

### **3.16 Workers Profit Participation Fund (WPPF)**

The company has charged @ 5.00% of net profit before tax to workers profit participation fund for the year 2014-15.

### 3.17 Financial Instruments

Financial assets and liabilities are recognized on the balance sheet when the company has become a party to a contractual provision of the instrument:

- **Accounts Receivables**

Accounts Receivables are stated at their nominal value and considered good. No provision has been made for doubtful debt and no amount was written off as bad.

- **Accounts Payables**

Accounts Payables are stated at their nominal value.

- **Due to/Due from Related Parties**

Due to /due from related parties are stated at nominal value.

- **Borrowings/Secured Loan**

Interest bearing bank loans and overdrafts are recorded at the proceeds received. Finance charges are accounted for on an accrual basis.

### 3.18 Declaration of Dividend:

The Board has declared Dividend @ 22% on paid up capital based on the financial year ended on September 30, 2015 as per decision of the Board of Directors in their meeting held on 18th November 2015.

### 4.00 Additional Information

#### 4.01 Responsibility for preparation and presentation of Financial Statements

The Board of Directors is responsible for the preparation and presentation of Financial Statements under Section 183 of the Companies Act, 1994 and as per the provision of "the framework for the preparation and presentation of financial statements" issued by the International Accounting Standards Committee (IASC).

#### 4.02 Risk and uncertainties for use of estimates in preparation of financial statements

The preparation of financial statements in conformity with the International Accounting Standards requires management to make estimates and assumption that affect the report, amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and revenue and expenses during the period reported. Actual results could differ from those estimates. Estimates are used for accounting of certain terms such as long term contracts, provision for doubtful accounts, depreciation and amortization, employees benefit plans, taxes reserves and contingencies.

**4.03 Reporting Currency and level of precision**

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

**4.04 Comparative Information**

Comparative figures (previous year's) and account titles in the financial statements have been rearranged/ restated where necessary to conform to the changes in presentation in the current year.

**4.05 Commission**

Commission/Bonus has been paid to sales agents during the period under audit.

**4.06 Brokerage or Discount**

No brokerage was paid against sales during the year under audit.

**4.07 Board Meeting & Board Members**

There were 8 members in the Board of Directors of the Company and 15 Board Meetings were held in the period under review.

**4.08 Acknowledgement of Claims**

There no claim against the company not acknowledged as debt at the date of Financial Position.

**4.09 Going Concern**

The company has adequate resources to continue in operation for the foreseeable future. For this reason the directors continue to adopt going concern basis in preparing the financial statements.

**4.10 Period of Financial Statements**

Period of financial statements is from 01 October 2014 to 30 September 2015.

		<b>TAKA</b> <b>30th Sep-2015</b>	<b>TAKA</b> <b>30th Sep-2014</b>
<b>5.00 Property, Plant &amp; Equipments (WDV): Tk. 7,252,109,200</b>			
The break-up of above as follows:			
<b>Details have been shown in "Schedule-A".</b>		<b>7,252,109,200</b>	<b>5,553,965,920</b>
<b>6.00 Deferred Expenses: Tk. 20,157,114</b>			
The break-up of above as follows:			
Opening Balance		22,396,793	24,885,326
Add: Addition During the Year		-	-
		<b>22,396,793</b>	<b>24,885,326</b>
Less: Amortization		2,239,679	2,488,533
<b>Closing Balance</b>		<b>20,157,114</b>	<b>22,396,793</b>
<b>7.00 Capital Work In Progress: Tk. 571,007,954</b>			
The break-up of above as follows:			
Civil & Other Construction Unit-2		-	343,342,757
Machinery Unit- 2		-	1,119,230,063
Building Construction- Spinning Unit		446,103,736	31,048,310
Machinery- Spinning Unit		124,904,218	-
Machinery in Transit		-	8,716,137
<b>Total</b>		<b>571,007,954</b>	<b>1,502,337,266</b>
<b>8.00 Inventories &amp; Stores: Tk. 1,387,898,731</b>			
The break-up of above as follows:			
Inventories	8.01	1,324,928,366	921,455,848
Store	8.02	62,970,365	62,006,784
		<b>1,387,898,731</b>	<b>983,462,632</b>
<b>8.01 Inventories: Tk. 1,324,928,366</b>			
The break-up of above as follows:			
Packaging Material		3,037,061	790,220
Raw Materials-Yarn		540,996,634	418,192,226
Raw Materials-Chemicals		190,919,702	139,195,835
Finished Fabrics		408,515,419	216,613,796
Work in Process		181,459,550	146,663,770
<b>Total</b>		<b>1,324,928,366</b>	<b>921,455,848</b>
<b>8.02 Stores: Tk. 62,970,365</b>			
The break-up of above as follows:			
Spare Parts & Accessories		62,862,026	61,923,103
Electrical Goods and Spare parts		108,339	83,681
<b>Total</b>		<b>62,970,365</b>	<b>62,006,784</b>
<b>9.00 Material In Transit: Tk. 81,730,265</b>			
The break-up of above as follows:			
Machinery		16,649,332	-
Spare Parts		9,380,182	8,229,518
Yarn		17,815,182	32,264,909
Chemical		37,885,568	6,057,892
<b>Total</b>		<b>81,730,265</b>	<b>46,552,319</b>

		<b>TAKA</b> <b>30th Sep-2015</b>	<b>TAKA</b> <b>30th Sep-2014</b>
<b>10.00 Accounts Receivable: Tk. 1,670,830,462</b>			
The break-up of above as follows:			
Opening Balance		1,394,634,113	1,052,840,269
Add: Addition During the Year		5,118,032,852	3,997,820,276
		<b>6,512,666,965</b>	<b>5,050,660,545</b>
Less: Realised During the year		4,941,836,504	3,656,026,432
<b>Closing Balance</b>		<b>1,570,830,462</b>	<b>1,394,634,113</b>
<b>11.00 Export Incentive Receivable: Tk. 581,947,255</b>			
The break-up of above as follows:			
Opening Balance		445,642,378	394,985,136
Add: Addition During the Year		217,990,616	173,648,551
		<b>663,632,994</b>	<b>568,633,687</b>
Less: Realised During the Year		(81,685,739)	(122,991,309)
<b>Closing Balance</b>		<b>581,947,255</b>	<b>445,642,378</b>
<b>12.00 Advance, Deposits &amp; Prepayments: Tk. 196,028,838</b>			
The break-up of above as follows:			
Advance	12.01	36,326,379	62,737,715
Advance Tax and VAT	12.02	130,812,935	99,404,403
Deposits	12.03	28,889,524	18,009,546
		<b>196,028,838</b>	<b>180,151,663</b>
<b>12.01 Advance: Tk. 36,326,379</b>			
The break-up of above as follows:			
Advance Against Salary		319,800	110,000
Advance Office Rent		195,000	195,000
Advance to Driver Against Fuel		155,000	161,000
Advance to Employee		1,039,493	293,622
Advance Against Traveling		1,529,038	1,074,113
Advance- to Department for expenses		2,238,596	2,242,930
Advance Against Purchase		30,849,452	58,661,050
<b>Sub Total</b>		<b>36,326,379</b>	<b>62,737,715</b>
<b>12.02 Advance Tax and VAT: Tk. 130,812,935</b>			
The break-up of above as follows:			
Advance Income Tax-Export		91,728,266	64,674,959
Advance Income Tax-Incentive		14,242,845	11,792,272
Advance Income Tax-Vehicle		2,031,198	1,443,698
Advance Income Tax-Dividend		240,891	218,091
Advance Tax FDR		2,027,895	1,758,516
Advance Tax STD/ Other Accounts		3,811,401	3,743,845
Advance to Income Tax-Import		1,185,089	847,672
Income Tax Paid in Advance		15,545,350	14,925,350
<b>Sub Total</b>		<b>130,812,935</b>	<b>99,404,403</b>

	<b>TAKA</b> <b>30th Sep-2015</b>	<b>TAKA</b> <b>30th Sep-2014</b>
<b>12.03 Deposits: Tk. 28,889,524</b>		
The break-up of above as follows:		
Deposit for Electricity Connection	14,864,060	1,740,710
Deposit for Gas Connection	6,270,171	6,270,171
Deposit for Telephone Connection	10,000	10,000
L/C Margin	-	1,389,672
Margin against Bank Guarantee	174,763	174,763
Prepaid Interest Expenses	6,100,000	6,953,700
Security Deposits	1,470,530	1,470,530
<b>Total</b>	<b>28,889,524</b>	<b>18,009,548</b>
<b>13.00 Investment: Tk. 42,332,904</b>		
The break-up of above as follows:		
Investment In Marketable Securities	10,806	20,567,955
Fixed Deposit (FDR)	42,322,098	40,964,601
<b>Total</b>	<b>42,332,904</b>	<b>61,532,556</b>
<b>14.00 Cash and Cash Equivalents: Tk. 26,265,332</b>		
The break-up of above as follows:		
<b>a) Cash In Hand</b>	<b>5,689,976</b>	<b>2,275,112</b>
<b>b) At Bank:</b>		
Brac Bank Ltd. FC Account	13,365	295,798
Brac Bank Ltd. - 748006	-	289,024
Brac Bank Ltd. Dividend- 2012	1,782,041	1,741,153
Brac Bank Ltd. Offshore Settlement A/C	2,090	-
Brac Bank Ltd. Supreme-8002	976,978	954,236
Brac Bank Ltd. Supreme- FC	140,057	-
Dutch Bangla Bank Ltd.-110.110.14502	130,468	2,248,451
Dutch Bangla Bank Ltd.- Dividend- 2013	1,991,703	2,164,651
HSBC Dividend- 2014	2,757,451	-
HSBC ERQ- 047	397,869	2,014,951
Mutual Trust Bank- CD	10,457	-
National Bank Ltd. Bhaluka CD-6897	6,498	7,533
National Bank Ltd. CD 2133027865	37,767	38,577
Premier Bank-000002	189,506	8,679,993
Premier Bank-000017	71,658	4,982,750
Pubali Bank EFCR AC-38	5,339,526	12,727,071
Pubali Bank CM Account	1,209,367	-
Pubali Bank Ltd STD-1275	137,908	135,662
Standard Chartered-01-1145911-01	93,357	40,357
Margin Account HSBC- 091	234,015	22,616,186
Margin Accounts Pubali Bank	5,053,276	10,668,338
<b>Sub Total</b>	<b>20,575,356</b>	<b>69,604,731</b>
<b>Total</b>	<b>26,265,332</b>	<b>71,879,843</b>

**TAKA**  
**30th Sept-2015**

**TAKA**  
**30th Sept-2014**

**15.00 Authorised Capital: Tk. 4,000,000,000**

The break-up of above as follows:

275,000,000 Ordinary shares of Tk. 10/= each.

125,000,000 Redeemable Preference Shares of Tk.10/= each.

2,750,000,000

1,500,000,000

1,250,000,000

1,250,000,000

**4,000,000,000**

**2,750,000,000**

**16.00 Issued, Subscribed and Paid up Share Capital: Tk. 1,448,128,500**

The break-up of above as follows:

144,812,850 Ordinary Shares of Tk. 10/= each.

Particulars	Number of Shares	Taka	Taka
Sponsors/Directors	66,836,694	668,366,940	648,900,000
General Shareholder (Individual)	30,687,408	306,874,080	292,075,400
General Shareholder (Institution)	37,196,512	371,965,120	387,829,050
Foreign Shareholder	10,092,236	100,922,360	77,145,550
<b>Total</b>	<b>144,812,850</b>	<b>1,448,128,500</b>	<b>1,405,950,000</b>

**17.00 Share Premium: Tk. 1,120,000,000**

The break-up of above as follows:

40,000,000 Ordinary Shares of Tk.13/= each.

30,000,000 Ordinary Shares of Tk.20/= each.

**Total**

520,000,000

520,000,000

600,000,000

600,000,000

**1,120,000,000**

**1,120,000,000**

**18.00 Revaluation Surplus: Tk. 1,729,000,621**

The break-up of above as follows:

**Opening balance**

Add: Addition during the year

Less: Depreciation on revaluation surplus

**Closing balance**

**1,739,304,433**

**1,749,817,068**

-

-

**1,739,304,433**

**1,749,817,068**

10,303,812

10,512,635

**1,729,000,621**

**1,739,304,433**

**19.00 Retained Earnings: Tk. 1,180,009,232**

The break-up of above as follows:

**Opening Balance**

Add : Profit during the year

Less: Final Dividend

Less: Prior Year Adjustment

Add : Depreciation on Revaluation Surplus

**Closing Balance**

**809,356,324**

**760,918,627**

571,241,596

310,925,062

(210,892,500)

(273,000,000)

**1,169,705,419**

**798,843,689**

-

-

10,303,812

10,512,635

**1,180,009,231**

**809,356,324**

**20.00 Tax Holiday Reserve: Tk. 327,922,190**

The break-up of above as follows:

**Opening Balance**

Less: Transfer to Retained Earnings

**Closing Balance**

**327,922,190**

**327,922,190**

-

-

**327,922,190**

**327,922,190**

	<b>TAKA</b> <b>30th Sept-2015</b>	<b>TAKA</b> <b>30th Sept-2014</b>
<b>21.00 Secured Loan: Tk. 1,899,348,318</b>		
The break-up of above as follows:		
Pubali Bank Ltd. Project Loan	558,097,938	-
HSBC- Offshore Term Loan -1	408,299,876	551,028,570
HSBC- Offshore Term Loan -2	355,883,571	484,038,102
Brac Bank Ltd. Offshore Term Loan- 1	103,184,519	155,117,698
Brac Bank Ltd. Offshore Term Loan- 2	50,062,249	-
HSBC - UPAS- Machinery	249,421,140	-
Brac Bank Ltd.- UPAS- Machinery	174,397,025	-
<b>Total</b>	<b>1,899,348,318</b>	<b>1,190,184,371</b>
<b>22.00 Secured Loan (Current Portion): Tk. 405,723,453</b>		
The break-up of above as follows:		
Pubali Bank Ltd. Project Loan	80,928,959	-
Brac Bank Ltd. Offshore Term Loan- 1	51,723,748	68,871,476
HSBC- Offshore Term Loan -1	143,094,323	178,361,393
HSBC- Offshore Term Loan -2	129,976,423	173,301,898
<b>Total</b>	<b>405,723,453</b>	<b>420,534,767</b>
<b>23.00 Accounts Payable: Tk. 836,176,370</b>		
The break-up of above as follows:		
<b>Opening Balance</b>	<b>810,282,016</b>	<b>2,011,589,300</b>
Add: Purchase during the year	3,852,652,970	2,211,967,023
	<b>4,662,934,986</b>	<b>4,223,556,323</b>
Less: Payment During the year	3,826,758,616	3,413,274,307
<b>Closing Balance</b>	<b>836,176,370</b>	<b>810,282,016</b>
<b>24.00 Short Term Liabilities: Tk. 2,501,954,155</b>		
The break-up of above as follows:		
Brac Bank Ltd.- IBP	1,991,686	-
Brac Bank Ltd.- OD	1,278,400	-
Brac Bank Ltd.- UPAS	239,191,597	7,207,200
HSBC- 45005	4,545,869	10,041,618
HSBC- OD Account- 011	8,632,868	4,774,177
HSBC Offshore IBP	252,028,838	110,009,284
HSBC - UPAS	4,332,775	390,048,061
HSBC STL	-	100,000,000
Mutual Trust Bank- CP	350,000,000	-
Pubali Bank Ltd. -UPAS	124,951,624	-
Pubali Bank Ltd. -CC-371	465,807,130	484,873,342
Pubali Bank Ltd.- TOD	-	102,627,384
Standard Chartered-STL	113,470,487	1,330,894
EDF - Brac Bank Ltd	68,991,523	-
EDF - HSBC	533,158,238	646,285,140
EDF - Pubali Bank Ltd.	333,573,119	434,294,304
<b>Total</b>	<b>2,501,954,155</b>	<b>2,291,491,404</b>



		<b>TAKA</b> <b>30th Sept-2015</b>	<b>TAKA</b> <b>30th Sept-2014</b>
<b>25.00 Provision for Expenses: Tk. 107,412,374</b>			
The break-up of above as follows:			
Liabilities for Expenses	25.01	48,483,943	27,983,456
Liabilities for Other Finance	25.02	58,928,431	10,715,469
		<b>107,412,374</b>	<b>38,698,925</b>
<b>25.01 Liabilities for Expenses: Tk. 48,483,943</b>			
The break-up of above as follows:			
Gas Bill Payable		8,094,502	6,415,558
Salary & Allowance		-	126,421
Unclaimed Dividend- 2011		124,171	124,171
Unclaimed Dividend- 2012		2,007,199	2,009,899
Unclaimed Dividend- 2013		1,926,351	2,164,651
Unclaimed Dividend- 2014		2,715,424	-
Audit Fees Payable		184,000	150,500
Provident Fund Payable		4,373,821	-
Worker Profit participation Fund Payable (25.01.01)		29,058,475	16,992,257
<b>Total</b>		<b>48,483,943</b>	<b>27,983,456</b>
<b>25.01.01 Worker Profit Participation Fund Payable: Tk. 29,058,475</b>			
The break-up of above as follows:			
Balance as on 01.10.2014		16,992,257	23,398,055
Add: Provision During the year		31,852,269	16,992,257
		<b>48,844,526</b>	<b>40,390,312</b>
Less: Disbustment during the year		19,786,051	23,398,055
Balance as on 30.09.2015		29,058,475	16,992,257
<b>25.02 Liabilities for Other Finance: Tk. 58,928,431</b>			
The break-up of above as follows:			
TDS Payable Salary		55,717	1,295,930
With holding Tax Payable		2,960,337	465,689
With holding VAT Payable		1,613,398	570,371
Interest Payable Short Term Loan SCB		3,755,634	-
Advance against Sales		49,036,439	6,032,231
Deposit against IPO Subscription		1,006,906	1,046,738
Security Deposit Payable		500,000	1,304,510
<b>Total</b>		<b>58,928,431</b>	<b>10,715,469</b>

	<b>TAKA</b> <b>30th Sept-2015</b>	<b>TAKA</b> <b>30th Sept-2014</b>
<b>26.00 Provision for Current Tax: Tk. 64,687,944</b>		
The break-up of above as follows:		
<b>Opening Balance</b>	<b>46,135,340</b>	<b>41,873,406</b>
Add: Addition during the year	18,552,604	4,261,934
	<b>64,687,944</b>	<b>46,135,340</b>
Less: Paid/Assessment cleared During the year	-	-
<b>Closing Balance</b>	<b>64,687,944</b>	<b>46,135,340</b>
<b>27.00 Provision for Deferred Tax: Tk. 109,946,897</b>		
The break-up of above as follows:		
<b>Opening Balance</b>	62,695,713	38,037,562
Add: Addition during the year	47,251,184	24,658,151
	<b>109,946,897</b>	<b>62,695,713</b>
Less: Adjustment During the year	-	-
<b>Closing Balance</b>	<b>109,946,897</b>	<b>62,695,713</b>
<b>28.00 Revenue: Tk. 5,479,121,542</b>		
The break-up of above as follows:		
Export Sales	4,835,440,763	3,710,156,150
Yarn Dying and rewinding	139,856,408	54,607,280
Weaving & Finishing	285,334,010	455,223,437
Sample sales	499,745	386,376
Export Incentive	217,990,616	170,798,399
<b>Total</b>	<b>5,479,121,542</b>	<b>4,391,171,642</b>
<b>29.00 Cost of Goods Sold: Tk. 4,309,791,359</b>		
The break-up of above as follows:		
Details have been shown in "Schedule-B".	<b>4,309,791,359</b>	<b>3,620,820,176</b>

	<b>TAKA</b> <b>30th Sept-2015</b>	<b>TAKA</b> <b>30th Sept-2014</b>
<b>30.00 Administrative &amp; General Expenses: Tk. 175,923,499</b>		
The break-up of above as follows:		
Salary, Allowance and Bonus	55,655,401	61,901,142
Audit fees	184,000	184,000
Bank Charge and Commission	13,554,637	13,605,571
Bank Excise Duty	170,350	104,997
Director's Remuneration	26,550,000	33,266,634
Meeting Attendance fees	-	172,500
CSR Expenses	5,578,236	1,403,994
Employee Death Benefit	145,970	-
Electricity	3,279,406	2,082,857
Entertainment Expenses	2,180,578	2,120,576
Fuel Expenses	4,279,274	3,793,122
Itary Expenses	1,138,306	1,307,102
Insurance Premium	1,616,803	1,075,376
License and Renewal fees	2,954,315	2,636,531
Medical Bill- Factory	633,227	-
Maternity Leave Benefit	-	344,055
Govt. and Non Govt. Fees and Charges	501,000	931,228
Office Maintenance	1,867,750	1,388,899
Employee Other Benefit	806,397	483,361
Contribution to Provident Fund	8,602,510	6,313,063
Refreshment	1,574,487	646,639
Printing & Stationery	845,309	489,427
Rent, Rate & Taxes	1,045,667	503,705
Repair & Maintenance	1,525,567	497,434
Employee Children Scholarship	316,000	-
Security and Protection	266,000	225,000
Employee Retirement Benefit	2,121,230	-
Stamp, Postage & Currier	3,472,002	2,261,224
Sports & Recreation	708,030	461,798
Subsidy Fooding for Head Office	1,009,020	814,295
Surveillance Fees	100,000	115,000
Vehicle Maintenance Expenses	931,079	549,276
Vehicle Tracking-	-	21,968
Travelling & Conveyance Expenses	1,108,684	902,729
AGM Expenses	445,620	311,540
Telephone and Mobile Bill	2,156,158	1,890,833
Training & Development Expenses	782,220	511,284
VAT Deposit	959,382	-
Wasa Bill	270,773	227,874
Depreciation	26,588,111	23,213,324
<b>Total</b>	<b>175,923,499</b>	<b>186,758,358</b>

	<b>TAKA</b> <b>30th Sept-2015</b>	<b>TAKA</b> <b>30th Sept-2014</b>
<b>31.00 Selling &amp; Distribution Expenses: Tk. 47,684,996</b>		
The break-up of above as follows:		
Salary and Allowance	35,892,089	23,347,763
Advertisement	708,150	604,340
Business Promotion	2,726,387	2,158,117
Conveyance Marketing	732,744	617,697
Entertainment	888,811	510,870
Expenses of Chittagong Branch	1,037,789	970,277
Freight Charge- Direct Export	2,734,787	-
Other Benefit	360,925	657,785
Travelling Expenses	403,870	508,145
Fuel Expenses	1,095,970	666,566
Vehicle Maintenance Exp	553,894	-
Sample Production Expenses	549,580	2,105,473
<b>Total</b>	<b>47,684,996</b>	<b>32,147,033</b>
<b>32.00 Financial Expenses: Tk. 279,108,240</b>		
The break-up of above as follows:		
Interest on Brac Bank Offshore Term Loan-1	13,002,449	10,107,190
Interest on Brac Bank Offshore Term Loan-2	294,310	-
Interest on Brac Bank - UPAS	126,312	-
Interest on HSBC Offshore Term Loan- 1	32,594,611	7,745,073
Interest on HSBC Offshore Term Loan- 2	34,629,686	16,256,119
Interest on Pubali Bank Ltd.- Term Loan	34,953,873	86,087,637
Interest on HSBC- IBP	13,468,960	6,473,378
Interest on HSBC- UPAS	9,881,721	11,205,458
Interest on HSBC- EDF	19,709,251	2,727,711
Interest on Brac Bank Ltd- OD	1,757,446	6,768
Interest on HSBC- OD	5,248,988	16,484,701
Interest on HSBC- RL	11,647,605	2,673,194
Interest on -Pubali Bank Ltd- CC	47,735,682	48,789,588
Interest on -Pubali Bank Ltd- TOD	19,474,788	2,633,334
Interest on -Pubali Bank Ltd- EDF	13,639,960	1,802,559
Interest on Lease Finance- PBL	-	64,108
Interest on Lease Finance- Uttara Finance	-	729,167
Interest on MTBL- CP	1,509,375	-
Interest on SCB- RL	19,433,222	9,666,996
<b>Total</b>	<b>279,108,240</b>	<b>223,452,980</b>
<b>33.00 Other Income and Expenses: Tk. 2,284,204</b>		
The break-up of above as follows:		
Interest Income	3,259,193	5,762,753
Dividend Income	114,160	844,712
Gain/(Loss) on Investment In Marketable Securities	(1,089,149)	2,236,845
	<b>2,284,204</b>	<b>8,844,309</b>

	<b>TAKA</b> <b>30th Sept-2015</b>	<b>TAKA</b> <b>30th Sept-2014</b>
<b>34.00 Basic Earnings Per Share (EPS): Tk. 3.94</b>		
The break-up of above as follows:		
Profit After Tax	571,241,596	310,925,062
Number of Shares Outstanding	144,812,850	140,595,000
Earning Per Shares (EPS)	3.94	2.21
Restated Earning Per Shares (REPS)	-	2.15
<b>35.00 Factory Overhead: Tk. 746,168,550</b>		
The break-up of above as follows:		
Salary, Allowance and Bonus	141,066,027	101,256,497
Casual Labour Expenses	-	12,126,280
C & F expenses	5,706,027	3,660,479
Chiller Maintenance	382,000	146,400
Conveyance	117,664	110,889
Electricity Expenses	7,364,525	1,811,496
Entertainment	3,548,782	3,099,143
Fuel, Oil & Lubricant	11,142,111	18,021,474
Gas Bill	89,981,398	67,194,713
Fuel for Machinery	45,855,126	6,368,024
Insurance Premium	5,273,424	5,437,710
Lab expenses	649,573	386,175
Medical Expenses	2,046,168	709,032
Medicine	268,746	192,244
Miscellaneous Expenses	840,194	739,422
Employees Other Benefit	434,878	326,724
Overtime	18,461,462	13,469,088
Painting Expenses	1,214,256	1,096,381
Repair & Maintenance Generator	13,150,780	5,046,204
Spare Parts & Machine Maintenance	45,672,730	39,258,061
Factory Maintenance	18,755,046	14,647,006
Fire Fighting Maintenance	509,790	450,945
Sample cost	1,333,547	593,639
Security and Protection	4,525,500	1,375,350
Site Maintenance	2,870,704	2,363,109
Stationary	1,127,760	-
Telephone, Mobile and Internet Bills	1,984,667	1,545,463
Test and Examination	1,863,526	2,237,945
Travelling & Conveyance	4,832,946	4,372,353
Uniform	119,274	145,818
Vehicle Maintenance Expenses	1,144,998	1,119,254
Worker Free Tiffin	9,977,668	7,829,892
Worker Free Fooding	8,059,786	8,308,050
Carriage Inward	-	39,000
Amortization of Deferred Expenses	2,239,679	2,488,533
Depreciation	293,847,788	166,578,472
<b>Total</b>	<b>746,168,550</b>	<b>494,551,265</b>

**36.00 Related party Disclosure under BAS-24:**

During the reporting period from October 01 2014 to September 30 2015 following transaction incurred with related party as per BAS- 24 Para- 21 in the form of sales of finished goods against export LCs.

Sl	Particulars	Balance as at 01.10.2014	Addition	Adjustment/ Realized	Balance as at 30.09.2015
1	M/S Armor Garments Ltd	19,605,355	76,734,794	79,499,965	16,840,184
2	M/S Envoy Fashion Ltd.	-	23,976,826	23,976,826	-
3	M/S Epoch Garments Ltd.	6,535,279	11,042,460	15,113,719	2,464,020
4	M/s Manta Apparels Ltd.	-	9,230,692	3,749,460	5,481,232
5	M/S Olio Apparels Ltd.	764,793	62,764,504	60,347,747	3,181,550
6	M/S Regal Garments Ltd.	20,224,859	38,393,340	53,897,832	4,720,367
	<b>Total</b>	<b>47,130,286</b>	<b>222,142,616</b>	<b>236,585,549</b>	<b>32,687,353</b>

**37.00 Disclosure of Directors Remuneration and Meeting attendance fees under para 4 of Schedule XI part II of the Companies Act. 1994:**

**37.01 Directors have received the following remuneration from the company during the Year ended 30 Sep,2015**

Name	Position	No. of Month	2015 (Tk.)	2014 (Tk.)
Mr.Kutubuddin Ahmed	Chairman	12	9,000,000	11,880,942
Mr. Abdus Salam Murshedy	MD	12	9,000,000	11,880,942
Mrs. Rashida Ahmed	Director	12	1,425,000	1,584,128
Mrs. Sharmin Salam	Director	12	1,425,000	1,584,128
Mr. Tanvir Ahmed	Director	12	2,850,000	3,168,247
Ms. Shehrin Salam Oishee	Director	12	2,850,000	3,168,247
<b>Total</b>			<b>26,550,000</b>	<b>33,266,634</b>

**37.02 Independent Directors have received the following meeting attendance fees during the Year ended 30 Sep,2015**

Name	Position	No. of Month	2015 (Tk.)	2014 (Tk.)
Mr. Abul Kalam Azad, FCA	Independent Director	12	Nil	75,000
Mr. Sk. Bashir Ahmed	Independent Director	12	Nil	75,000
<b>Total</b>			<b>-</b>	<b>150,000</b>

**38.00 Disclosures under para 3 of schedule XI para II of the Companies Act. 1994.**

Salary Range (Monthly)	Office & Staff		Worker	Total Employee
	Head Office	Factory		
Below 5,560	Nil	Nil	Nil	Nil
Above 5,560	140	180	1,126	1,446

**39.00 Disclosures under para 6 of schedule XI part II of the Companies Act. 1994.**

Name	Purpose	2014 (Tk.)	2013 (Tk.)
MABS & J Partners	Audit Fee	172,500	115,000
Ahmad & Akhtar, Chartered Accountants	Audit Fee	10,000	10,000
<b>Total-</b>		<b>182,500</b>	<b>125,000</b>

**40.00 Disclosures under para 8 of schedule XI part II of the Companies Act. 1994.**

**Transaction In Foreign Currency**

Particulars	Amount In (Tk.)
<b>CIF value of Import:</b>	
1. Raw materials	
(a) Yarn	3,215,430,828
(b) Dyes	112,755,875
(c) Chemicals	451,023,502
2. Accessories / Spare Parts	58,823,510
3. Capital Machinery	1,532,682,319
<b>Total CIF value of import:</b>	<b>5,370,716,034</b>
<b>FOB value of Export</b>	<b>4,715,063,147</b>

**41.00 Disclosures under para 8 of schedule XI part II of the Companies Act. 1994.**

**Particulars of Foreign Shareholders**

Name	No of Shareholders	%	Value of Shares
Alpha Start Limited	4,646,786	3.21%	46,467,860
SSBTFORSSLUX A/C AN50EMMFSSCSP	2,851,303	1.97%	28,513,030
SSBTFORSSLUX A/C AN50EMMFS(FN:M	1,374,954	0.95%	13,749,540
DEUTSCHE BK AG LONDON-GL MK EQ	376,550	0.26%	3,765,500
DZ PRIVATBANK A/C SILK-R	283,980	0.20%	2,839,800
PERSHING LLC AC AFC UF PVT L	51,500	0.04%	515,000
PRSH LLC A/C AFC UMBRELLA FUND	1,545	0.00%	15,450
Foreign Individuals	505,618	0.35%	5,056,180
<b>Total</b>	<b>10,092,296</b>	<b>6.97%</b>	<b>100,922,360</b>

**42.00 Disclosures under para 8 of schedule XI part II of the Companies Act. 1994.**

**Imported and local raw materials and spare parts consumed during period ended 30 Sep,2015**

Name	No. of Month	2015 (Tk.) In BDT	2014 (Tk.) Consumption
1.Yarns	6,123 (Ton)	3,092,626,420	82.81%
2. Dyes & Chemicals	5,086 (Ton)	563,779,377	15.10%
3. Packaging Materials	Various	19,472,058	0.52%
4. Spare Parts	Various	58,823,510	1.58%
		<b>3,734,701,365</b>	<b>100%</b>

**43.00 Disclosures under para 7 of schedule XI part II of the Companies Act. 1994.**

**Capacity Utilization (Period ended 01 October, 2014 to 30th Sept- 2015)**

Description of Products	Installed Capacity (Yards)		Actual Production (Yards)		Capacity Utilization	
	Sept-15	Sept-14	Sept-15	Sept-14	Sept-15	Sept-14
Denim Fabrics Unit-1	24,000,000	24,000,000	20,544,000	20,880,000	85.60%	87.00%
Denim Fabrics Unit-2	26,000,000	26,000,000	12,602,461	5,606,900	48.47%	21.57%
<b>Total-</b>	<b>50,000,000</b>	<b>50,000,000</b>	<b>33,146,461</b>	<b>26,486,900</b>		

**43.00 Aging of Account Receivable under Part I of Schedule XI of the Companies Act, 1994**

Particulars	Amount 2015	%	Amount 2014	%
Within the Credit cycle upto 4 Months	1,204,252,524	76.66%	1,136,595,895	81.50%
From 4 to 6 Months	228,644,124	14.56%	155,448,187	11.15%
From 6 to 8 Months	92,404,328	5.88%	77,730,713	5.57%
Above 8 Months	45,529,485	2.90%	24,861,318	1.78%
<b>Total-</b>	<b>1,570,830,462</b>	<b>100.00%</b>	<b>1,394,634,113</b>	<b>100.00%</b>

**45.00 Net Asset Value (NAV) Per Share:**

Basic NAV  
Restated NAV

Amount (Tk.)	
30th Sept-15	30th Sept-14
40.09	38.43
-	37.31

**46.00 Net Asset Value (NAV) Per Share without Revaluation reserve:**

Basic NAV  
Restated NAV

28.15	26.06
-	25.30

**47.00 Tax Assessment Status:**

Amount (Tk.)	Assessment Year	Provision for Income Tax	Liabilities as per Asst. Order	Advance Income Tax Paid/Collected	Balance of Liabilities as per Assessment
30-Sep-11	2012-2013	130,490	3,055,840	3,400,423	Tax holiday & Refund tax Tk.23,26,860/= adjusted in 2013-14
30-Sep-12	2013-2014	27,396,042	10,686,672	15,300,477	Tribunal disposed but not yet revised
30-Sep-13	2014-2015	79,910,968	28,081,922	46,641,705	Appeal disposed but not yet revised.
30-Sep-14	2015-2016	108,831,053	N/A	34,061,798	Assessment under process
30-Sep-15	2016-2017	174,634,841	N/A	31,408,532	N/A

**48.00 Information Relating to Quantity of Purchase, Production, Sale of Stock (major items only):**

**a) Raw Materials:**

Particulars	Opening Stock on 01.10.2014	Purchase during the period	Total	Consumption during the period	Closing Stock as on 30.09.2015	Unit
Yarn	1,567,793	60,284,927	61,852,720	60,123,434	1,729,286	KG
Chemical	818,726	5,399,012	6,217,738	5,086,031	1,131,707	KG

**b) Sales:**

Particulars	Opening Stock on 01.10.2014	Production during the period	Available for Sale	Closing Stock as on 30.09.2015	Sales during the Period	Unit
Finished Fabrics	1,596,018	33,146,461	34,742,479	3,007,944	31,734,535	Yards

**c) Finished Goods:**

Particulars	Opening Stock on 01.10.2014	Production during the period	Available for Sale	Sales during the Period	Closing Stock as on 30.09.2015	Unit
Finished Fabrics	1,596,018	33,146,461	34,742,479	31,734,535	3,007,944	Yards



**49.00 Contingent Liability:**

There was no sum for which the company contingently liable as on 30 September 2015.

**50.00 Prior Period Adjustment:**

There were no prior year adjustment during the period.

**51.00 Events After the Balance Sheet Date:**

The Board of Directors in its meeting held on 18 November 2015 at its corporate office (Envoy Tower, 18/E Lake Circus Kalabagan (West panthapath), Dhaka-1205) has finalized the Financial Statements for the year ended September 30, 2015 and decided to recommend Cash Dividend 17.00% and Stock Dividend 5.00% on its total outstanding shares for the year ended 30 September 2015 subject to necessary approval in the upcoming AGM.

Dated: Dhaka, 18 November 2015

**ENVOY TEXTILES LIMITED**  
**SCHEDULE OF PROPERTY, PLANT & EQUIPMENT**  
**FOR THE YEAR ENDED 30 SEPTEMBER 2015**

Sl.	Particulars	C O S T / R E V A L U A T I O N				D E P R E C I A T I O N				W r i t t e n d o w n V a l u e			W r i t t e n d o w n V a l u e a t 30.09.14
		Balance as at 01.10.14	Addition During the Year	Disposal Surplus as at 30.09.15	Total as at 30.09.15	Balance as at 01.10.14	On Revaluation during the year	Accumulated Depreciation as at 30.09.15	Original Cost as at 30.09.15	Revaluation Surplus as at 30.09.15	Total as at 30.09.15		
1	Building Factory	778,142,895	2,401,485	90,549,875	871,094,255	15,363,687	3,285,837	16,649,524	107,858,716	910,253,908	910,253,908	843,172,858	
2	Plant, Office & Staff quarter	114,222,468	182,870	291,029,288	406,687,205	7,795,298	1,783,042	9,478,340	84,919,050	491,606,255	491,606,255	192,778,295	
3	Building Corporate Office	282,778,030	80,000	-	282,858,030	27,987,090	6,016,467	34,003,557	194,353,418	497,211,547	497,211,547	468,455,439	
4	Factory Equipment	101,207,451	11,614,304	7,378,291	120,199,046	23,194,955	-	23,194,955	-	143,394,001	143,394,001	84,089,345	
5	Furniture and Fixture	60,661,163	2,045,558	821,887	63,528,618	17,270,448	-	17,270,448	-	80,799,066	80,799,066	48,338,983	
6	Land and Land Development	146,787,813	-	-	146,787,813	-	-	-	1,343,772,867	1,490,610,680	1,490,610,680	1,488,510,280	
7	Machinery & Equipment	2,871,880,883	101,641,842	1,431,040,377	4,404,563,102	230,654,332	(1,082,789)	231,737,121	(15,145,091)	4,616,346,354	4,616,346,354	2,050,074,420	
8	ITP Cost	81,187,388	-	3,887,380	85,074,768	8,694,578	2,287,634	11,000,212	3,885,264	96,960,032	96,960,032	88,082,809	
9	Office Equipment	23,010,462	15,258,163	-	38,268,625	7,178,333	-	7,178,333	-	45,446,958	45,446,958	16,438,830	
10	Motor Vehicle	63,185,838	3,420,740	-	66,606,578	8,804,254	37,878,191	46,682,445	-	113,564,647	113,564,647	82,510,881	
11	Software and other Intangible	11,394,739	14,093,202	8,703,688	34,191,629	3,058,840	7,540,713	10,600,553	-	44,792,382	44,792,382	7,413,875	
12	Other Construction	118,588,515	2,829,821	2,584,171	124,002,507	5,830,658	2,408,870	8,239,528	485,085	132,242,035	132,242,035	116,438,881	
13	Other Assets	118,384,489	20,606,361	10,817,867	149,808,717	6,781,630	18,085,446	24,867,076	-	174,675,793	174,675,793	104,052,874	
	<b>Total</b>	<b>118,384,489</b>	<b>173,663,848</b>	<b>1,644,126,688</b>	<b>3,206,275,025</b>	<b>1,705,341,883</b>	<b>48,087,983</b>	<b>1,958,770,747</b>	<b>10,300,512</b>	<b>5,164,596,318</b>	<b>5,164,596,318</b>	<b>2,582,109,280</b>	

Depreciation Allocation	
Factory Overhead	290,847,769

Administrative & General Expenses	26,598,111
Plant, Office & Staff quarter	4,567,250
Building Corporate Office	13,994,883
Furniture and Fixture	4,846,248
Software	3,058,849
<b>Total</b>	<b>323,405,009</b>

**ENVOY TEXTILES LIMITED**  
**STATEMENTS OF COST OF GOODS SOLD**  
**FOR THE YEAR ENDED 30TH SEPTEMBER 2015**

Particulars	Notes	Total (Tk.) 30th Sept' 15	Total (Tk.) 30th Sept' 14
<b>Opening Stock of Raw Material</b>		<b>558,178,282</b>	<b>316,241,462</b>
a) Yarn		418,192,226	224,572,862
b) Chemical		139,195,835	91,078,652
c) Packaging Material		790,220	589,948
<b>Add: Purchase during the year</b>		<b>3,852,652,970</b>	<b>3,316,651,277</b>
a) Yarn		3,215,430,828	2,829,846,485
b) Chemical		615,503,244	470,233,078
c) Packaging Material		21,718,899	16,571,715
<b>Raw Material Available for use</b>		<b>4,410,831,252</b>	<b>3,632,892,739</b>
<b>Less: Closing Stock of Raw Material</b>		<b>734,953,397</b>	<b>558,178,282</b>
a) Yarn		540,996,634	418,192,226
b) Chemical		190,919,702	139,195,835
c) Packaging Material		3,037,061	790,220
<b>Direct Material Consumed</b>		<b>3,675,877,855</b>	<b>3,074,714,458</b>
Add: Direct Labour/ Wages		114,442,357	97,328,523
<b>Prime Cost</b>		<b>3,790,320,212</b>	<b>3,172,042,981</b>
<b>Factory/ Manufacturing Overhead</b>			
Total Factory Overhead	35.00	746,168,550	494,551,265
<b>Cost of production</b>		<b>4,536,488,762</b>	<b>3,666,594,246</b>
Add: Opening Work In process		146,663,770	74,908,654
Less: Closing Work in process		181,459,550	146,663,770
<b>Cost of Goods Manufactured</b>		<b>4,501,692,982</b>	<b>3,594,839,130</b>
Add: Opening Stock Finished Goods		216,613,796	242,594,842
<b>Total Cost of Goods available for sale</b>		<b>4,718,306,778</b>	<b>3,837,433,972</b>
Less: Closing Stock of Finished Goods		408,515,419	216,613,796
<b>Total Cost of Goods Sold</b>		<b>4,309,791,359</b>	<b>3,620,820,176</b>



## At a Glance 2014-2015



19th AGM



Receiving ICSB National Award 2014



Shareholders at 19th AGM



MOU with National Institute of Burn & Plastic Surgery



Strategic Partnership with Prosperity Textile (H.K.) Ltd.



A Program on Experience sharing with Bankers



Signing Ceremony for i-frame services with LankaBangla



Delegates from Ministry of Foreign Affairs, Bangladesh visited the Factory



Releasing Free Wi-Fi at the factory zone



Renowned Denim expert Mr. Paul Mailman visited ETL



Rabbit Handover Ceremony at Bangabandhu Safari Park



Students of University Teknologi MARA, Malaysia, visited the factory



Annual Employee Sports Event



Celebrating World Environment Day 2015



বাংলাদেশ এসোসিয়েশন অব পাবলিকলি লিস্টেড কোম্পানীজ  
BANGLADESH ASSOCIATION OF PUBLICLY LISTED COMPANIES  
Block # B, Road # 1, House # 17 (8<sup>th</sup> Floor), Unit-A, Niketan Eastern Housing Complex, Gulshan-1, Dhaka-1212  
Phone : 8824926 Fax : 9887245, E-mail : baplc@dhaka.net

Ref: CM-BAPLC/2015-128

24<sup>th</sup> March, 2015

## TO WHOM IT MAY CONCERN

### Certificate of Membership

This is to certify that ENVOY TEXTILES LIMITED is an Ordinary Member of Bangladesh Association of Publicly Listed Companies (BAPLC).

This Certificate remains current until 31<sup>st</sup> December 2015.

K. M. Abdul Hai  
Secretary-General





# এনভয় টেক্সটাইলস লিমিটেড

কর্পোরেট/রেজিস্টার্ড অফিসঃ এনভয় টাওয়ার  
(৬ষ্ঠ-৯ম তলা), ১৮/ই, পেক সার্কাস কলাবাগান,  
পশ্চিম পাছপথ, ঢাকা-১২০৫

## ২০তম বার্ষিক সাধারণ সভার বিজ্ঞপ্তি

এই সর্বমোস্ত সন্ধানিত সকলকে জানানো যাচ্ছে যে, এনভয় টেক্সটাইলস লিমিটেড এর সম্মানিত শেয়ারহোল্ডারদের ২০তম বার্ষিক সাধারণ সভা আগামী ২৬শে ডিসেম্বর ২০১৫, শনিবার, সকাল ১০.০০ ঘটিকায় সামারাই কনভেনশন সেন্টার, ২৩/জি/৭ পাছপথ (বসুন্ধরা সিটি মার্কেটের বিপরীতে), ঢাকা-১২০৫ এ নিম্নবর্ণিত বিষয়সমূহ আলোচনা ও সিদ্ধান্ত গ্রহণের নিমিত্তে অনুষ্ঠিত হবেঃ

### আলোচ্যসূচী

- আলোচ্যসূচী ১ঃ ৩০শে সেপ্টেম্বর, ২০১৫ তারিখে সমাপ্ত বছরের নিরীক্ষিত আর্থিক বিবরণী এবং এর উপর পরিচালনা পর্ষদ ও নিরীক্ষকদের প্রতিবেদন গ্রহণ, বিবেচনা ও অনুমোদন।
- আলোচ্যসূচী ২ঃ ৩০শে সেপ্টেম্বর, ২০১৫ তারিখে সমাপ্ত বছরের লভ্যাংশ ঘোষণা।
- আলোচ্যসূচী ৩ঃ অত্র কোম্পানীর সংশ্লিষ্ট অনুযায়ী পরিচালকসভাপী নির্বাচন।
- আলোচ্যসূচী ৪ঃ নিরীক্ষক নিয়োগ ও তাদের পারিশ্রমিক নির্ধারণ।
- আলোচ্যসূচী ৫ঃ ব্যবস্থাপনা পরিচালকের পুনঃনিয়োগ।
- আলোচ্যসূচী ৬ঃ স্বাধীন পরিচালকের দ্বিতীয় মেয়াদে পুনঃনিয়োগ।

পরিচালনা পর্ষদের নির্দেশক্রমে

এম সাইফুল ইসলাম চৌধুরী এসিএস  
কোম্পানী সচিব

বৃহস্পতিবার, ১৯শে নভেম্বর ২০১৫  
ঢাকা

### দ্রষ্টব্যঃ

- ২০তম বার্ষিক সাধারণ সভার 'রেকর্ড ড্রেট' আগামী ৯ই ডিসেম্বর, ২০১৫। উক্ত তারিখে যে সকল শেয়ারহোল্ডারের নাম সিডিএস ব্যবস্থায় শেয়ার রেজিস্টারে অন্তর্ভুক্ত থাকবে, তাঁরা সভায় উপস্থিত থেকে কার্যক্রমে অংশগ্রহণ করতে পারবেন এবং লভ্যাংশ গ্রহণের উপযুক্ত বলে বিবেচিত হবেন।
- যথাযথভাবে পূরণকৃত প্রয়োজনীয় মূল্যের রাজস্ব ষ্ট্যাম্প সংযুক্ত প্রত্নি করণ বা পাওয়ার অব এটর্নি সভা শুরু করার অন্তত ৪৮ ঘণ্টা পূর্বে, অবশ্যই কোম্পানীর রেজিস্টার্ড অফিসে জমা দিতে হবে।
- বার্ষিক প্রতিবেদন-২০১৫-এর পৃষ্ঠা নং ৪ ও ৫-এ আলোচ্যসূচীর বিষয়ে বিস্তারিত উল্লেখ করা হয়েছে
- বার্ষিক প্রতিবেদন-২০১৫ কোম্পানীর ওয়েবসাইট [www.envoytextiles.com](http://www.envoytextiles.com) থেকেও সংগ্রহ করা যাবে।

বিশেষ দ্রষ্টব্যঃ বাংলাদেশ সিকিউরিটিজ অ্যান্ড এক্সচেঞ্জ কমিশনের নির্দেশনা অনুযায়ী আগল বার্ষিক সাধারণ সভায় কোন প্রকার উপহার/ধার্য প্রদানের ব্যবস্থা থাকবে না।





# Envoy Textiles Limited

Corporate & Registered Office: Envoy Tower (5th- 8th Floor), 18/E, Lake Circus Kalabagan  
West Panthapath, Dhaka-1205

## Proxy Form

I/We \_\_\_\_\_  
of \_\_\_\_\_  
\_\_\_\_\_ a Member of Envoy Textiles Limited, hereby appoint

a. Mr./Ms. \_\_\_\_\_  
of \_\_\_\_\_ or failing him /her

b. Mr./Ms. \_\_\_\_\_  
of \_\_\_\_\_

either of them may, in writing, appoint anyone to act as my proxy at the 20th Annual General Meeting of the Company to held on Saturday, 26 December 2015 and at any adjournment thereof.

As witness by our hand on this \_\_\_\_\_ day of \_\_\_\_\_ 2015

Shareholder's

Signature : \_\_\_\_\_

Name : \_\_\_\_\_

BO A/C No. : \_\_\_\_\_

Witness

Signature : \_\_\_\_\_

Name : \_\_\_\_\_

Address : \_\_\_\_\_

### Specimen Signature of the proxies

a. \_\_\_\_\_

Name

b. \_\_\_\_\_

Name

Revenue  
Stamp

**Note:** The proxy form duly completed must be deposited at the Company's registered office, Envoy Tower, 18/E, Lake Circus Kalabagan, West Panthapath, Dhaka-1205, by 10.00AM of 24 December 2015, otherwise the proxy form will not be accepted.



# এনভায় টেক্সটাইলস লিমিটেড

কর্পোরেট/রেজিষ্টার্ড অফিসঃ এনভায় টাওয়ার (৬ষ্ঠ-৯ম তলা), ১৮/ই, লেক সার্কাস কলাবাগান, পশ্চিম পাছপথ, ঢাকা-১২০৫

## প্রতিনিধিপত্র

আমি/আমরা \_\_\_\_\_

ঠিকানা \_\_\_\_\_

\_\_\_\_\_ এনভায় টেক্সটাইলস লিমিটেড-এর সদস্য হিসেবে

ক. জনাব/বেগম \_\_\_\_\_

ঠিকানা \_\_\_\_\_

\_\_\_\_\_ অথবা তার অনুপস্থিতিতে

খ. জনাব/বেগম \_\_\_\_\_

ঠিকানা \_\_\_\_\_

কে বা তাদের বেকোনো একজনকে আমার/আমাদের প্রতিনিধি হিসেবে আমার/আমাদের অনুপস্থিতিতে শনিবার, ২৬ ডিসেম্বর ২০১৫ তারিখে অনুষ্ঠিতব্য কোম্পানীর ২০তম বার্ষিক সাধারণ সভায় এবং তার মূলতবি ঘোষিত সভায় উপস্থিত হওয়া ও ভোটদানের জন্য নিযুক্ত করলাম। সাক্ষ্য হিসেবে আজ \_\_\_\_\_ তারিখে, আমার হাতে সাক্ষরিত।

শেয়ার হোল্ডার

স্বাক্ষর : \_\_\_\_\_

নাম : \_\_\_\_\_

বিও নম্বর : \_\_\_\_\_

স্বাক্ষর

স্বাক্ষর : \_\_\_\_\_

নাম : \_\_\_\_\_

ঠিকানা : \_\_\_\_\_

প্রতিনিধির নমুনা স্বাক্ষর

ক. \_\_\_\_\_

নাম

খ. \_\_\_\_\_

নাম

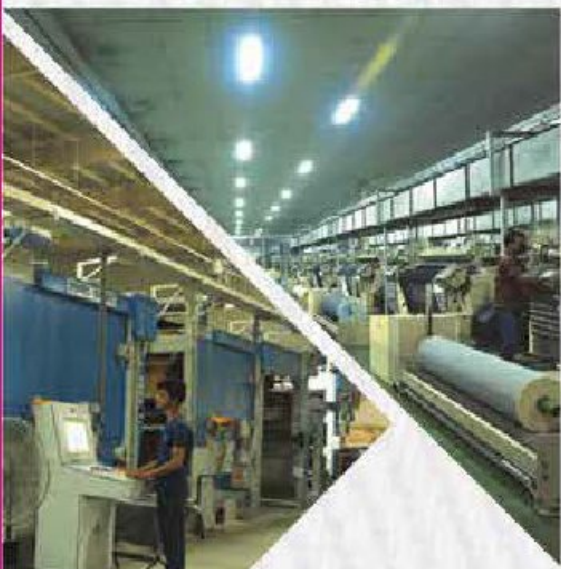
বিশেষ দৃষ্টব্যঃ প্রতিনিধিপত্র স্বাক্ষর করতে ২৪ ডিসেম্বর ২০১৫ সকাল ১০.০০ টার মধ্যে কোম্পানীর নিবন্ধিত কার্যালয় এনভায় টাওয়ার, ১৮/ই, লেক সার্কাস কলাবাগান, পশ্চিম পাছপথ, ঢাকা-১২০৫ এ অবশ্যই জমা দিতে হবে। অন্যথায় প্রতিনিধিপত্রটি গ্রহণ যোগ্য হবে না।

রেজিনিউ  
স্ট্যাম্প





# CORPORATE OFFICE AT PANTHAPATH



1<sup>ST</sup> DENIM PROJECT  
IN **BANGLADESH**  
WITH ROPE DYED TECHNOLOGY



## **Envoy Textiles Limited**

CORPORATE OFFICE: Envoy Tower (5th -8th Floor) 18/E, Lake Circus  
Kalabagan, West Panthapath, Dhaka-1205, Bangladesh

MANUFACTURING PLANT: Jamirdia, Bhaluka, Mymensingh, Bangladesh

[www.envoytextiles.com](http://www.envoytextiles.com)