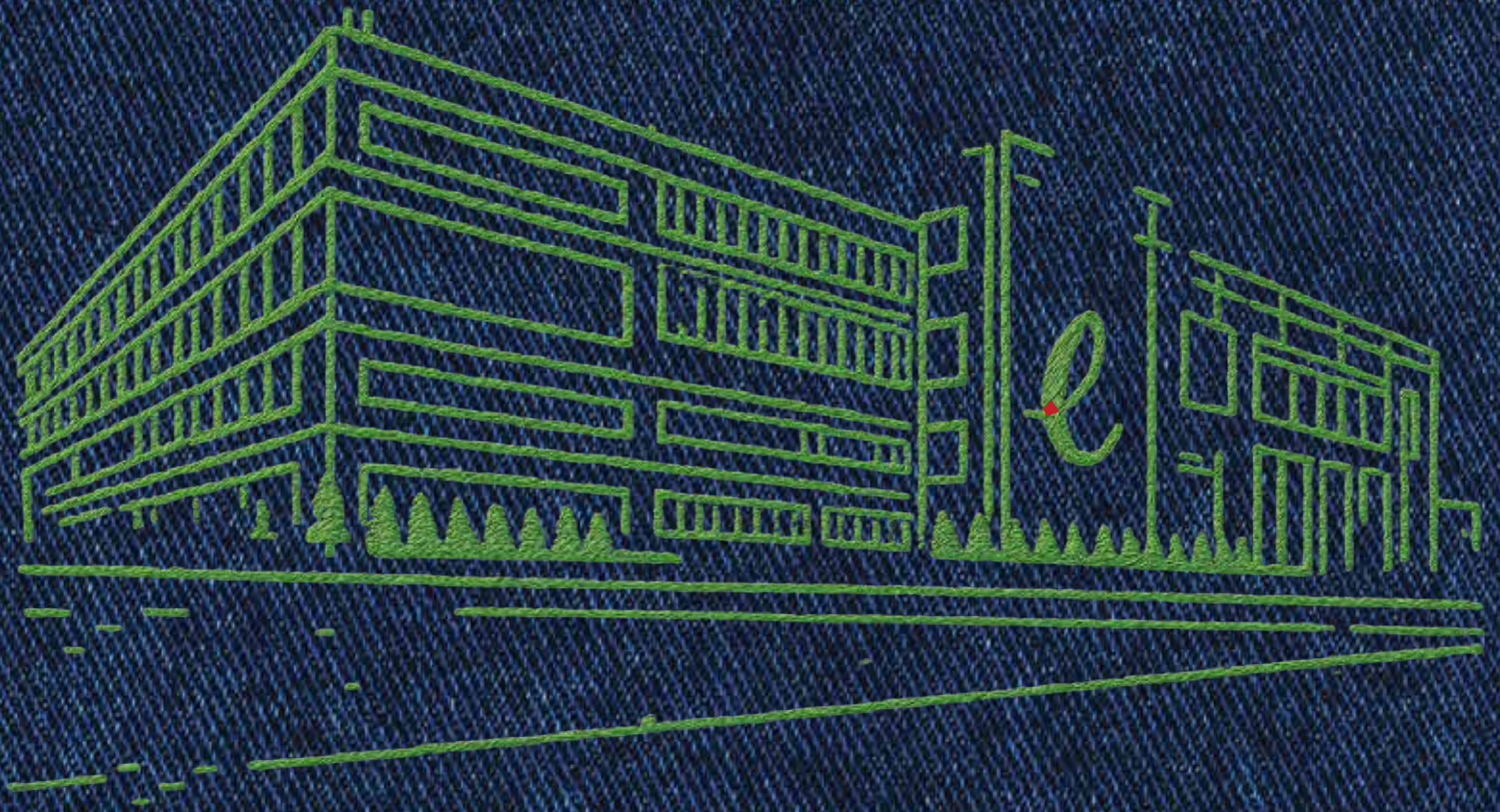


ANNUAL REPORT | 2025



ENVOY TEXTILES LIMITED

WORLD'S FIRST LEED® PLATINUM CERTIFIED DENIM MILL



1ST DENIM MILL
IN **BANGLADESH**
WITH ROPE DYED TECHNOLOGY

DESIGN TO VALUE

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Letter of Transmittal

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

Sir:

ANNUAL REPORT 2025

We are pleased to present the Annual Report 2025 of Envoy Textiles Ltd, which has been diligently prepared in accordance with the provisions of the Companies Act, 1994; Securities & Exchange Ordinance, 1969; Securities & Exchange Rules, 2020; Notification of Bangladesh Securities & Exchange Commission; and Dhaka Stock Exchange (Listing) Regulations, 2015.

Thank you

Best Regards

A handwritten signature in dark ink, appearing to be "M Saiful Islam Chowdhury", written over a light blue circular stamp.

M Saiful Islam Chowdhury FCS
Company Secretary

Monday, 3 November 2025
Dhaka



ENVOY TEXTILES LIMITED

Corporate & Registered Office: Envoy Tower
18/E, Lake Circus Kalabagan, West Panthapath, Dhaka-1205

NOTICE OF THE 30TH ANNUAL GENERAL MEETING

Notice is hereby given that the 30th Annual General Meeting (AGM) of the Shareholders of Envoy Textiles Limited will be held on **Saturday, 6 December 2025 at 11:00 AM** at Gulshan Shooting Club, Gulshan Avenue, Beside Police Plaza, Dhaka 1212 to transact the following business:

AGENDA

- Agenda Item No. 1: To receive, consider and adopt the Audited Financial Statements of the Company for the year ended 30 June 2025 together with the Reports of the Board of Director's and the Auditors' thereon;
- Agenda Item No. 2: To declare dividend for the year ended 30 June 2025;
- Agenda Item No. 3: To elect the following Directors in accordance with the provision of Articles of Association of the Company as recommended by the Board:
- 3.1 Mrs. Sumayyah Ahmed;
 - 3.2 Mr. Sunil Daulatram Daryanani;
 - 3.3 Mr. Md. Moin Uddin;
- Agenda Item No. 4: To confirm the appointment of a female Independent Director;
- Agenda Item No. 5: To appoint Auditors of the Company for the term until the conclusion of 31st Annual General Meeting and to fix up their remuneration;
- Agenda Item No. 6: To appoint a Professional Accountant/Secretary for the year 2025-26

By order of the Board

M Saiful Islam Chowdhury, FCS
Company Secretary

Monday, 3 November 2025
Dhaka



Notes:

- (i) Shareholders whose names appeared in the Depository Register as of the Record Date, which was **26 October 2025**, are eligible to participate in the 30th Annual General Meeting (AGM) and are entitled to receive the dividend.
- (ii) Though the company is permitted to hold the AGM in digital form as per the BSEC circular, considering the importance of shareholders' active participation, the AGM will be conducted through a hybrid system. Members will have the option to participate and vote either in person or by proxy at the specified location or virtually via a digital platform.
- (iii) The shareholders, who will join virtually, are requested to participate in the meeting by logging into this link or by scanning the QR code below:

<https://envoytex.bdvirtualagm.com>



To log in to the system, members need to enter their 16-digit Beneficial Owner (BO) ID number as proof of identity. An OTP will be sent during the login process to the member's mobile number, as recorded in the central depository system. Otherwise, members can update their valid mobile number with us by submitting a written request at least 12 hours before the meeting begins.

- (iv) The members will be able to submit their questions/comments and vote electronically 48 hours before the commencement of the AGM and during the AGM. The members may also submit their questions/comments and Vote in person or by proxy during the AGM.
- (v) Shareholders are requested to present credentials as proof of their shareholdings during registration at the meeting venue.
- (vi) The proxy form, to be affixed with requisite revenue stamp or notarized Power of Attorney or Authorization Letter, duly executed, must be deposited at the Registered Office of the Company not less than 48 hours before the time fixed for the meeting.
- (vii) Pursuant to Articles 108 and 109 of the Articles of Association, a corporate shareholder of the company may authorize, by resolution of the Board of Directors of such body corporate, any person it thinks fit to act as a representative at any meeting of the shareholders of the company. The authorized person shall be eligible to attend the meeting and cast votes.
- (viii) This is to ensure the appropriate and timely disbursement of dividends for the year 2025. All respective share brokerage houses are requested to provide a list of their margin clients who hold shares in our company. This list must be received no later than 06 December 2025. Otherwise, dividends will be paid directly to the shareholders' registered bank accounts.
- (ix) The Annual Reoprt 2025 will available on the company's website: www.envoytextiles.com



STATEMENT OF THE BUSINESS TO BE TRANSACTED AT THE MEETING

[The following Explanatory Statement sets out material facts relating to the businesses to be transacted at the 30th Annual General Meeting of Envoy Textiles Limited scheduled for 6 December 2025]

Agenda Item No. 1: To receive, consider and adopt the Audited Financial Statements of the Company for the year ended 30 June 2025 together with the Reports of the Director's and the Auditors' thereon

The Annual Report for 2025 includes the Annual Accounts for the period ending on 30 June 2025, along with the Reports of the Auditors and the report from the Board of Directors.

The Annual Accounts for the financial year 2024-2025 have been prepared and approved by the members of the Board, as well as reviewed by the CEO and CFO of the Company before submission to the Audit Committee. M/S K.M. Hasan & Co., Chartered Accountants, the external auditors of the Company, have issued an unqualified audit opinion with an emphasis on a particular matter, which has been included in the Annual Accounts for the financial year 2024-2025.

As per sections 183 and 184 of the Companies Act, 1994, the directors are required to present the Director's Report and Annual Audited Financial Statements, including the Auditors' Report, to the Shareholders at the Annual General Meeting.

It is proposed to adopt the Annual Accounts for the financial year 2024-2025, along with the Reports of the Director's and the Auditors'.

Agenda Item No. 2: To declare dividend for the year ended 30 June 2025

The net income attributable to Shareholders amounted to Taka 1,408.90 million, resulting in an Earnings per Share (EPS) of Taka 8.40 for the Financial Year 2024-2025. In its 246th meeting held on 25 September 2025, the Board of Directors recommended a 30% Cash Dividend, which equals Tk. 3.00 for every share of Tk. 10.00 each, for the year ending on 30 June 2025. This recommendation will be presented to the 30th Annual General Meeting of Shareholders scheduled for 6 December 2025. If approved at the General

Meeting, the payment of the final dividend for the year ended on 30 June 2025, as recommended by the Board, will be made on or before 5 January 2026, following the Annual General Meeting, in accordance with the notification by the Bangladesh Securities & Exchange Commission (BSEC). The dividend will be payable to those members whose names appear in the statement of beneficial owners furnished by Central Depository Bangladesh Limited (CDBL) as of the Record Date on **26 October 2025**.

Members are requested to submit their written option to receive the dividend to the Company's Registered/Corporate Office on or before the date of 30th AGM. Failure to submit such an option within the specified time will result in the dividend being paid as deemed appropriate by the Company.

Agenda Item No. 3: To elect the following Directors in accordance with the provision of Articles of Association of the Company as recommended by the Board:

3.1 Mrs. Sumayyah Ahmed

3.2 Mr. Sunil Daulatram Daryanani

3.3 Mr. Md. Moin Uddin

In accordance with Article No. 125 and 126 of the Articles of Association of Envoy Textiles Limited, Director Mrs. Sumayyah Ahmed; Director Mr. Sunil Daulatram Daryanani, and Director Mr. Md. Moin Uddin are set to retire from their positions as directors. However, as they are eligible, they have offered themselves for re-election.

Based on the recommendation of the Nomination and Remuneration Committee, the members of the Board, in their 246th meeting held on 25 September 2025, proposed to re-elect Director Mrs. Sumayyah Ahmed; Director Mr. Sunil Daulatram Daryanani, and Director Mr. Md. Moin Uddin as members of the Company's Board for a period until their retirement by rotation, as stipulated by section 91 of the Companies Act, 1994, and the relevant provisions of the Articles of Association.

Their reappointment is subject to approval by the general shareholders at the 30th Annual General Meeting (AGM).



Agenda Item No. 4: To confirm the appointment of a female Independent Director

The Board of Directors, at its 246th meeting on 25 September 2025, appointed Professor Tanzina Haque, FCMA, as an Independent Director for a three-year term.

In line with the company's commitment to upholding the highest standards of corporate governance and bringing diverse expertise to the Board, the Nomination and Remuneration Committee (NRC), at its 28th meeting held on 9 August 2025, conducted a thorough review of Professor Haque's credentials. Following this detailed assessment, the NRC unanimously recommended her appointment.

To ensure full regulatory compliance, an application seeking the necessary approval for this appointment, along with all supporting documents, was submitted to the Bangladesh Securities and Exchange Commission (BSEC). We are pleased to report that the BSEC has granted its formal consent for this appointment.

Professor Haque is a distinguished academic and a seasoned professional. She is a Professor at the University of Dhaka with over 21 years of teaching experience in the Department of Accounting and Information Systems. Her academic qualifications include a Master of Business Administration from the University of Dhaka and a Master of International Business from the University of Melbourne, Australia. Furthermore, she is a Fellow Cost and Management Accountant (FCMA), a testament to her professional excellence.

The Board has confirmed that Professor Haque meets all the stipulated requirements for an Independent Director under the BSEC Code and has fulfilled all necessary compliance obligations.

In accordance with the BSEC notification and relevant laws, this appointment is now presented to the esteemed shareholders for their valuable confirmation at the upcoming 30th Annual General Meeting (AGM).

Agenda Item No. 5: To appoint Auditors of the Company for the term until the conclusion of 31st Annual General Meeting and to fix up their remuneration

M/S K.M. Hasan & Co., Chartered Accountants has carried out the Audit of Accounts of the Company for the year 2024-2025 and completed 3rd year of

audit. They are not eligible for re-appointment, in accordance with the provision of BSEC Notification No. BSEC/CMRRCD/2006- 158/208/Admin/ 81 dated 20 June 2018 and Regulation No. 15(3) of Stock Exchange (Listing) Regulations, 2015

Among the proposal received from the Chartered Accountants firms, in recommendation of the Audit Committee, the Board of the Directors at its 246th meeting held on 25 September 2025 proposed for the appointment of M/S MABS & J Partners, Chartered Accountants at a remuneration to be fixed at AGM to hold office for the period until conclusion of the next (31st) Annual General Meeting of the Company for auditing the accounts for the year ended 30 June 2026

Please also be informed that M/S MABS & J Partners, Chartered Accountants is in the panel Auditors by BSEC.

It is proposed to appoint M/S MABS & J Partners, Chartered Accountants, in compliance with the section 210 of the Companies Act, 1994 & BSEC Notification No. BSEC/CMRRCD/2006- 158/208/ Admin/81 dated 20 June 2018, as the external auditor of the Company charged with the auditing of the Annual Accounts for the financial year 2025-2026 at a recommended fee of Taka 450,000.00 (Taka Four Hundred Fifty Thousand) only, which is to be fixed at the 30th AGM.

Agenda Item No. 6: To appoint a Professional Accountant/Secretary for the year 2025-26

It is necessary to appoint a practicing Professional Accountant/Secretary for the year 2025-26 to conduct a compliance audit on the corporate governance code set by the Bangladesh Securities & Exchange Commission (BSEC), in accordance with the provision of 9(1) of the BSEC Notification issued on 3 June 2018, Ref. No. # BSEC/CMRRCD/ 2006-158/207/Admin/80. The purpose of this appointment is to obtain a certificate confirming compliance with the conditions outlined in the Corporate Governance Code 2018 of the Commission.

Based on the recommendation of the Audit Committee, the Board has proposed the appointment of M/S Quazi Sabnam & Associates House # 151/5, Block # 13, Monipuripara, Farmgate, Tejgaon, Dhaka-1215, to conduct the compliance audit for the year 2025-2026. The proposed remuneration for their services is Taka 50,000.00 (Taka Fifty Thousand) only.



CORPORATE PROFILE

Vision

To become the world's most trusted denim manufacturer through product innovation and efficient management.

Mission

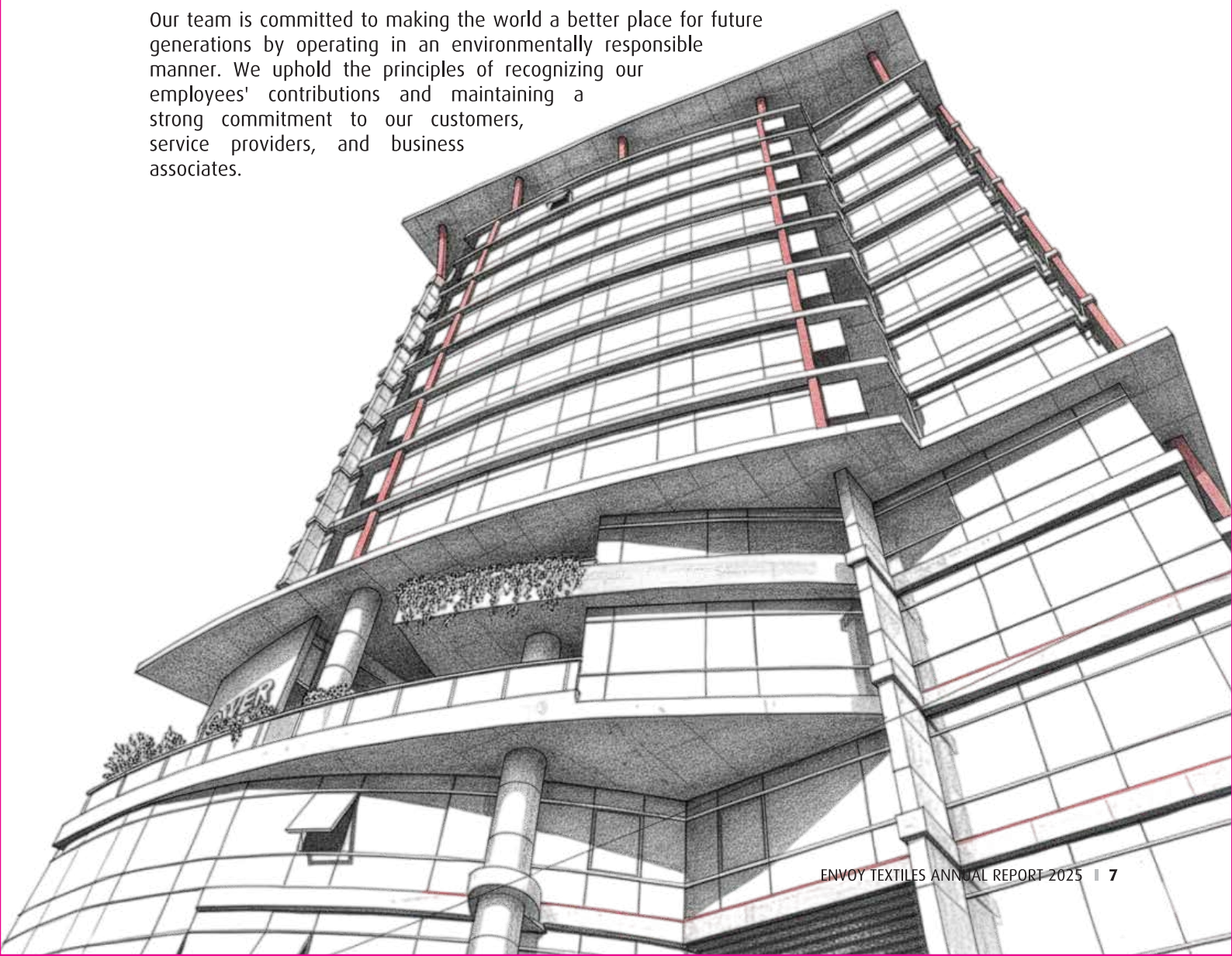
To achieve global leadership by focusing on:

- Excellence in product quality
- Timely delivery
- Continuous product innovation and diversification
- Cost-effectiveness
- Customer satisfaction

Values

We value the people we work with the most. Our company is dedicated to training, motivating, and encouraging our team to take on greater responsibilities, enabling them to become outstanding performers. We conduct our business with the highest levels of sincerity, integrity, and ethical standards.

Our team is committed to making the world a better place for future generations by operating in an environmentally responsible manner. We uphold the principles of recognizing our employees' contributions and maintaining a strong commitment to our customers, service providers, and business associates.





ABOUT THE COMPANY

DENIM FABRIC PRODUCTION UNIT

Envoy Textiles Limited, a manufacturer of 100% export-oriented denim fabric, was established in 1995 as a Private Limited Company before being converted to a Public Limited Company in 2009. It is the first denim project in Bangladesh to use rope-dyed technology and is now one of the leading companies in the sector.

The company began commercial operations in 2008 and merged with Edge Denims Limited in 2009, paving the way for a new era of excellence in management, cost control, and streamlined business operations. In June 2012, Envoy Textiles Limited obtained consent from the Bangladesh Securities and Exchange Commission to raise funds through Initial Public Offerings (IPO) and was listed with DSE and CSE at the end of the same year.

Located in Jamirdia, Bhaluka, Mymensingh, around 71 km north of Dhaka City, the factory occupies approximately 126 Bigha of land registered in the name of the company. The layout plan is designed to create a scenic and eye-catching landscape all around.

SPINNING PLANT (COTTON YARN PRODUCTION UNIT)

Envoy Textiles has implemented backward integration in its denim production process by establishing its own spinning unit within the factory compound. Spanning an area of 320,000 sq. ft., the spinning unit operates with state-of-the-art technology, producing approximately 70-71 MT of yarn per day. Its annual production capacity is set at 25,000 MT.

The primary focus of the spinning unit is to supply yarn for the company's in-house denim fabric production. To ensure the production of high-quality denim fabric, the unit utilizes European machinery known for its excellence.

Commercial operations of the spinning unit commenced at the end of 2016, marking a significant milestone in Envoy Textiles' pursuit of vertical integration and maintaining control over the entire denim manufacturing process.

BLENDED YARN PRODUCTION UNIT

The company has recently established a blended yarn project, which involves producing yarn using a significant proportion of cotton substitute raw

materials. In recent decades, there has been a rise in the share of man-made fibers compared to natural fibers.

It is anticipated that the demand for blended yarn will surpass that of cotton yarn in the near future. Blended yarn combines the advantages of polyester with the strengths of cotton fabrics. It not only inherits the desirable qualities of polyester but also retains the beneficial properties of cotton.

The project commenced commercial operation on 1 April 2023, with a capacity of 4,200 MT yarn production per year. The project is equipped with state-of-the-art European and Japanese machinery, and the production facility occupies a floor space of 75,000 square feet within the existing factory premises. Around 60 to 70% of the production will be used internally for denim production, while the remaining portion will be allocated for the deemed export market.

This project is notable for its unique production facilities as it will manufacture various types of special blended yarns for the first time in the industry.

PRODUCTS

Envoy Textiles Limited is a leading denim manufacturing company with a yearly production capacity of 52.00 million yards. The company produces a range of high-quality denim products featuring a wide range of yarns and weaves in various shades of indigo and black. The company specializes in 4.5 oz to 14.75 oz ring and open-end denim and uses stretch, mill wash, and modern finishing processes for products intended for the new-age consumers. These products feature ring-ring constructions in pure indigo and sanforized denim. Envoy Textiles specializes in basic indigo products and plans to move up the value chain to cater to the most refined customers.

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



Made to Inspire

2025

BANANA



**ZERO
COTTON**



JUTE



product **PORTFOLIO**

BAMBOO



**ORGANIC
DENIM**



HEMP





Made to Inspire

2025

EcoVero



100% RECYCLED COTTON



LASER-FRIENDLY DENIM



LENZING Modal®



BI-STRETCH SLUB DENIM



TENCEL LYOCCELL DENIM



REPREVE DENIM



REFIBRA DENIM



LINEN DENIM





SHAREHOLDING STRUCTURE

As on 30 June 2025

Authorised Capital:

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

200,000,000 Redeemable Preference Shares of Tk.10.00 each.

Issued, Subscribed and Paid up Share Capital:

167,734,767 Ordinary Shares of Tk.10.00 each.

4,750,000,000

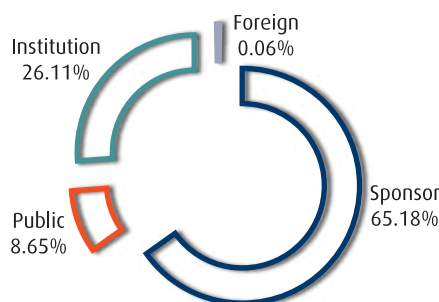
2,750,000,000

2,000,000,000

1,677,347,670

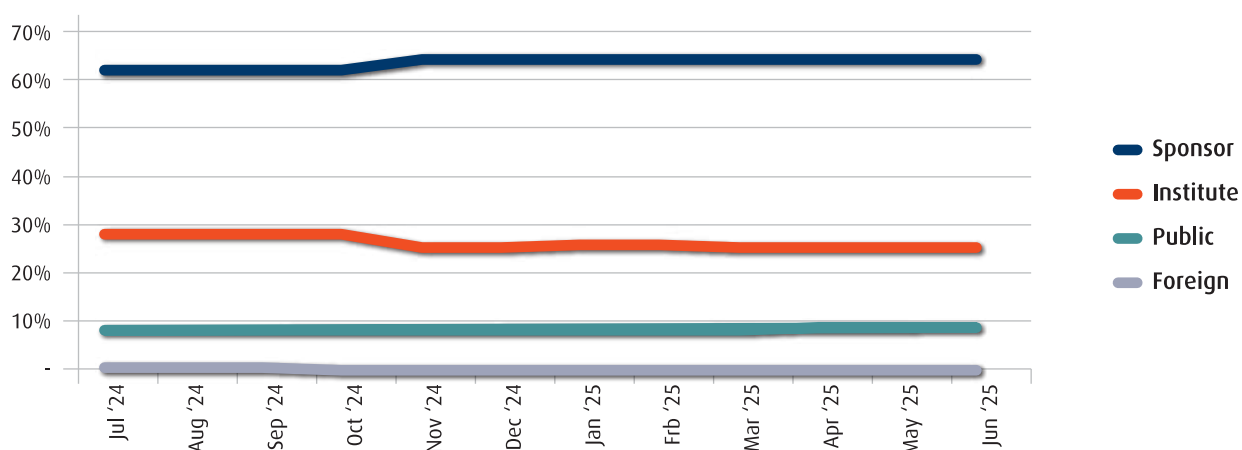
Particulars	Number of Shares	Amount in Taka	In %
Sponsors/Directors	109,317,677	1,093,176,770	65.18
General Shareholders (Individual)	14,515,685	145,156,850	8.65
General Shareholders (Institution)	43,791,809	437,918,090	26.11
Foreign Shareholders	109,596	1,095,960	0.06
Total	167,734,767	1,677,347,670	100.00

Shareholding structure by category in graph as on 30 June 2025



At a glance % of Shares from July '2024 to June '2025

	July '24	Aug '24	Sep '24	Oct '24	Nov '24	Dec '24	Jan '25	Feb '25	Mar '25	Apr '25	May '25	June '25
Sponsor	63.03	63.03	63.03	63.03	65.18	65.18	65.18	65.18	65.18	65.18	65.18	65.18
Institute	28.34	28.34	28.24	28.30	26.14	26.20	26.40	26.24	26.15	26.08	26.01	26.11
Foreign	0.07	0.07	0.07	0.06	0.06	0.06	0.06	0.06	0.06	0.06	0.06	0.06
Public	8.56	8.56	8.66	8.61	8.62	8.56	8.36	8.52	8.61	8.68	8.75	8.65





COMPANY INFORMATION

Legal Form	On 18 June 1995, Envoy Textiles Limited was established as a Private Limited Company under the Companies Act, 1994. Subsequently, on 30 September 2009, the company merged with Edge Denims Limited, and on 25 October 2009, it was converted into a Public Limited Company. In the year 2012, the company became publicly listed with Dhaka and Chittagong Stock Exchange Limited.
Company Incorporation No.	C -28622(2468)/95
Hong Kong Business Registration No.	55558757-000-04-16-3
USA Liaison Office Identification No.	33-3378005
Tax Identification Number (TIN)	657558493737
VAT Registration Number	18061005834
BIN Number	000333127
ERC Number	260326210069119
IRC Number	260326120011719
Statutory Auditors	M/S KM Hasan & Co., Chartered Accountants Hometown Apartments (8 th & 9 th Floor) 87 New Eskaton Road, Dhaka-1000
Corporate Governance Auditors	M/S Haruner Rashid & Associates Chartered Secretaries & Management Consultants, 222/1, Tejkunipara, Bijoy Saroni, Tejgaon, Dhaka-1205
Membership	Bangladesh Textiles Mills Association (BTMA) Bangladesh Association of Publicly Listed Company International Chamber of Commerce-Bangladesh Bangladesh Employers Federation American Chamber of Commerce in Bangladesh India-Bangladesh Chamber of Commerce & Industry Korea-Bangladesh Chamber of Commerce & Industry Metropolitan Chamber of Commerce & Industry Dutch-Bangla Chamber of Commerce & Industry Spain Bangladesh Chamber of Commerce & Industry
Legal Advisor	Mr. Md. Fazlur Rahman Khan, Advocate Bangladesh Supreme Court Chamber: 9/2 Kabi Jashimuddin Road, Dhaka-1217
Registered & Corporate Office	Envoy Tower, 18/E, Lake Circus Kalabagan (West Panthapath), Dhaka-1205 Phone: +880-2-41021684-87, 41021689-95 Fax : +880-2-41021703



Hong Kong Office	11 th Floor, Capital Centre 151 Gloucester Road Wan Chai, Hong Kong Phone: +852 28368288
USA Liaison Office	525 7 th Avenue, Suite 314, New York, NY 10018 Phone: +1 646-843-2404, +1 646-843-2405
Factory Address	Jamirdia, Bhaluka Mymensingh, Bangladesh
Web Address	www.envoytextiles.com
E-mail Address	info@envoytextiles.com
Lead Bankers	Asian Development Bank (ADB) Headquarter 6 ADB Avenue, Mandaluyong, Metro Manila, Philippines Pubali Bank PLC Mohakhali Branch 04 Mohakhali C/A, Dhaka, Bangladesh. HSBC Bank Ltd. Dhaka Main Office Bay's Park Height, Plot-02 (New), 522 (Old), Road-09 (New), Ward No: 15, Dhaka South City Corporation, Dhanmondi, Dhaka. Dutch Bangla Bank PLC Motijheel Branch Head Office, Sena Kalyan Bhaban, 4th Floor ,195 Motijheel C/A Dhaka-1000. Southeast Bank PLC New Elephant Road Branch Kazi Bhaban (1st & 2nd Floor), 39 New Elephant Road, Dhaka. Commercial Bank Of Ceylon PLC Head Office Hadi Tower, NW (K)-1, Road No: 50, Kemal Ataturk Avenue, Gulshan-2, Dhaka-1212. Modhumoti Bank PLC Gulshan-1 Branch 75, Gulshan Avenue, Gulshan-1, Dhaka-1212.
Lead Insurers	Progati Insurance Ltd. 20-21, Kawran Bazar, Dhaka Bangladesh General Insurance Co. Ltd. 42, Dilkusha C/A, Dhaka-1000.



BOARD COMPOSITION & BOARD COMMITTEES

Mr. Kutubuddin Ahmed Chairman	Mr. Tanvir Ahmed Managing Director	Ambassador Syed Shahed Reza Independent Director
Mr. Fakhruddin Ahmed FCMA, FCA Independent Director	Barrister M. Shafiqur Rahman Independent Director	Professor Tanzina Haque FCMA Independent Director
Mr. Sk. Bashir Ahmed (Nominee of Envotech Aviation Ltd.) Director	Mrs. Rashida Ahmed Director	Mrs. Sumayyah Ahmed Director
Mr. Sunil Daulatram Daryanani (Nominee of Epic Garments Manufacturing Co. Ltd.) Director	Mr. Md. Moin Uddin (Nominee of Sheltech Ceramics Ltd.) Director	Mr. Dinesh Gope Virwani (Nominee of Cosmopolitan Industries Pvt. Ltd.) Director
Mr. M Saiful Islam Chowdhury FCS Company Secretary		

AUDIT COMMITTEE

Mr. Fakhruddin Ahmed FCMA, FCA Chairman	Ambassador Syed Shahed Reza Member	Barrister M. Shafiqur Rahman Member
Mrs. Sumayyah Ahmed Member	Mr. Md. Moin Uddin (Nominee of Sheltech Ceramics Ltd.) Member	Mr. Sunil Daulatram Daryanani (Nominee of Epic Garments Manufacturing Co. Ltd.) Member
Mr. M Saiful Islam Chowdhury FCS Secretary		

NOMINATION & REMUNERATION COMMITTEE

Ambassador Syed Shahed Reza Chairman	Mr. Fakhruddin Ahmed FCMA, FCA Member	Barrister M. Shafiqur Rahman Member
Mrs. Sumayyah Ahmed Member	Mr. Md. Moin Uddin (Nominee of Sheltech Ceramics Ltd.) Member	Mr. Dinesh Gope Virwani (Nominee of Cosmopolitan Industries Pvt. Ltd.) Member
Mr. M Saiful Islam Chowdhury FCS Secretary		



BOARD OF DIRECTORS



Mr. Kutubuddin Ahmed
Chairman

Mr. Kutubuddin Ahmed is recognized to be one of the leading businessmen of Bangladesh, successfully running the conglomerates of Envoy Legacy and Sheltech Group with his visionary leadership, strong principle, and self-motivation. Having graduated from Bangladesh University of Engineering & Technology (BUET), Kutubuddin Ahmed commenced his business odyssey starting with Envoy back in 1984 with only a single garment manufacturing unit comprising of 44 machines. Over the years, it has flourished and subsequently transformed into the thriving entity known as Envoy Legacy. In 1988, he pioneered in the real estate sector establishing Sheltech, which currently has more than 12 flourishing entities. Mr. Ahmed's proactive skills drove him towards his successful tenure as the President of Bangladesh Garment Manufacturers & Exporters Association (BGMEA) and President of Metropolitan Chamber of Commerce and Industry (MCCI), Dhaka. Mr. Ahmed's reputation transcends international boundaries as well; he has been adorned with the prestigious title of Knight Officer of the Spanish Royal Order of Merit in 2020. In 2025, Mr. Ahmed was appointed as the Honorary Consul of Timor-Leste in Bangladesh, tasked with fostering bilateral trade, providing consular assistance to citizens, and promoting cultural ties between the two nations. His passion is not confined only to business sector and philanthropy, rather he expresses his special interest in sports. He was awarded National Sports Award 2002 and also acted as the Secretary General of Bangladesh Olympic Association (BOA). Mr. Ahmed received recognition as "The Business Person of the Year 2016" at the prestigious Daily Star-DHL Business Awards, in appreciation of his remarkable achievements and exceptional entrepreneurial skills. Moreover, earning LEED Platinum Certification for Envoy Textiles Limited in 2016 for Envoy Textiles was his striking success, adding another feather to the crown. Bangladesh's denim export economy owes largely to Mr. Ahmed's long-term contribution.

With a practical approach to problem-solving and a drive to see things through to completion, Mr. Tanvir Ahmed is a dynamic individual with proven track record of success in his academic and business endeavors. A young successful entrepreneur spanning multiple sectors, Mr. Ahmed is a positive and hardworking individual who is always striving to achieve the highest standard possible. A dedicated, hardworking and proactive business person, he is prompt at thinking outside-the-box and coming up with innovative ideas and solutions.

After successfully completing his graduate and postgraduate studies in the UK, he returned to Bangladesh and joined the family business. It was not long before he made his presence known in the local business community. Notable accomplishments in his journey include becoming the director of the India-Bangladesh Chamber of Commerce & Industry (IBCCI), being conferred the title of Youngest Commercially Important Person (CIP) in 2014, being elected as the director of the Bangladesh Garment Manufacturers and Exporters Association (BGMEA) for the 2021-2023 period, being nominated as a board director of the Metropolitan Chamber of Commerce & Industry (MCCI) in 2022, and being elected as Vice-President of the Bangladesh Ceramics Manufacturers and Exporters Association in 2023.

Mr. Tanvir Ahmed is the Managing Director of Sheltech Group, Managing Director of Envoy Legacy, & Director of Green Textile Limited. He had also gathered experience in RMG and Textile fields through his internship completed in Hong Kong.



Mr. Tanvir Ahmed
Managing Director



Mr. Ahmed has successfully completed the Capstone Course 2025/2 at the National Defence College (NDC) recently.

Apart from his professional life, Mr. Ahmed has also involved himself in social and welfare initiatives for the underprivileged and works closely with a number of NGOs to alleviate poverty. He hopes to lead the development of new ventures and incorporate traits of corporate cultures and intends to bring new and innovative ideas within the business by using his management expertise.



Ambassador Syed Shahed Reza
Independent Director

Ambassador Syed Shahed Reza is an Independent Director of the Company. He is a dynamic personality, holding a Master's degree in Public Administration from Dhaka University, with diverse experience in diplomatic affairs, education, social, cultural, and sports fields. He held a position as a member of the Senate at Dhaka University. Previously, he served as the Ambassador of Bangladesh to Kuwait and the Republic of Yemen and held the position of President of Dhaka Club.

He has worked as the National Chancellor for the Bangladesh Chapter of the International Association of Educators for World Peace (IAEWP), affiliated with NGOs such as UN (ECOSOC), UNDP, UNICEF, UNESCO, and UNCEO.

He is also an active sports organizer, currently serving as the Secretary-General of the Bangladesh Olympic Association, in addition to having previously held leadership positions in various prestigious sports organizations. He received the National Award in 2014 for his outstanding performance as a sports organizer. Recently, he has been elected as the Chairperson of the Information and Statistics Committee of the Olympic Council of Asia for the term 2024-28.

Mr. Shahed is known for his strong relationships with corporate and political entities at home and abroad.

Mr. Fakhruddin Ahmed, FCMA, FCA, is a highly experienced finance and accounting professional with over 32 years of expertise. He currently serves as the Independent Director of the Company. Mr. Ahmed holds a Bachelor's degree in Commerce (Honors) and a Master's degree in Accounting from the University of Dhaka.

As a respected fellow member of both the Institute of Chartered Accountants of Bangladesh (ICAB) and the Institute of Cost & Management Accountants of Bangladesh (ICMAB), Mr. Ahmed upholds the highest professional standards.

Throughout his career, he has demonstrated exceptional organizational skills and successfully managed complex projects. He has developed an extensive network of valuable contacts within the local business community through his various roles in the private sector.

Mr. Ahmed previously served as an Independent Director of Bangladesh National Insurance Company Limited from June 2015 to September 2021. He currently holds directorship positions as an Independent Director of Bangladesh Industrial Finance Company Limited, E-valy.com Limited, and Reptiles Farm Limited, appointed by the Hon'ble High Court, further showcasing his professionalism and integrity.



Mr. Fakhruddin Ahmed, FCMA, FCA
Independent Director



In his current role, Mr. Ahmed serves as the Managing Director of Newage member companies, reputable export-oriented manufacturing conglomerates specializing in knit fabrics and garment accessories.

Additionally, Mr. Ahmed shares his knowledge and expertise as an Adjunct Faculty Member in the Department of Business Studies at the State University of Bangladesh, where he contributes to the development of future business leaders through MBA and EMBA programs.



Barrister Muhammad Shafiqur Rahman
Independent Director

Mr. Muhammad Shafiqur Rahman, Barrister-at-Law, an Advocate of Supreme Court of Bangladesh is the Independent Director of the company. Having obtained LLB (Hons.) and LLM from University of Dhaka Mr. Shafiqur Rahman went to England, studied law in the University of London and achieved a second Honours degree in law. He did his bar vocational course in University of Northumbria at Newcastle and successfully completed it with a 'very competent' grade. He became a member of Lincoln's Inn and was called to the bar in 2002. After coming back to Bangladesh he joined the Chambers of Dr. M. Zahir, a leading corporate and constitutional expert in Bangladesh, and remained with him until his sad demise in 2013. He enjoyed the benefits of working in big corporate chambers of Dr Zahir's, which included dealing with large multinational corporate clients.

He is mainly a litigator in the Supreme Court, though opinion writing, drafting contracts and vetting legal documents are part of his daily routine. His main areas of practice are: Admiralty, Corporate, Commercial, Securities, Banking, Insurance, Judicial Review (Writ) and Arbitration. He is the Legal Retainer of Dhaka Stock Exchange, advising on capital market and securities law. He works for several Protection and Indemnity (P & I) Clubs, including Standard Club Europe, Standard Club Asia, Swedish Club Hong Kong and Japan P & I Club. He regularly contributes legal articles in the law journal "Bangladesh Legal Times". He is frequently appointed "amicus curiae" by the Company Bench of the High Court Division in critical cases and assist the court in arriving at correct judicial decisions.

Professor Tanzina Haque, FCMA, has been appointed recently as a Female Independent Director by the Board of Directors for a three-year term, subject to confirmation at the 30th AGM pursuant to the BSEC Corporate Governance Code.

Professor Haque, is a distinguished academic and a seasoned professional. She is a Professor at the University of Dhaka with over 21 years of teaching experience in the Department of Accounting and Information Systems. Her academic qualifications include a Master of Business Administration from the University of Dhaka and a Master of International Business from the University of Melbourne, Australia. Furthermore, she is a Fellow Cost and Management Accountant (FCMA), a testament to her professional excellence.



Professor Tanzina Haque, FCMA
Independent Director



Mr. Sk. Bashir Ahmed
(Nominee of Envotech Aviation Ltd.)
Director

Mr. Shaikh Bashir Ahmed joined the Board of Envoy Textiles Limited as a Nominee Director, representing Envotech Aviation Limited, one of the company's institutional shareholders, during the 27th Annual General Meeting on 24 August 2023. He holds a degree in Civil Engineering from Bangladesh University of Engineering & Technology (BUET).

Though originally trained as an engineer, Mr. Ahmed's entrepreneurial spirit led him into the business world, where he has become one of Bangladesh's most prominent and accomplished businessmen. His leadership and exceptional communication skills have been instrumental in his business success. In addition to his professional achievements, Mr. Ahmed is an active sports organizer, having held various leadership roles within the sports sector.

Mrs. Rashida Ahmed, Director of the Company, has been serving on the Board since her appointment on 2 July 2000. A graduate of the University of Dhaka, she brings valuable insight and leadership to the Board. As the wife of Mr. Kutubuddin Ahmed, Chairman of the Company, she has played an active role in the company's growth over the years.

Mrs. Ahmed has regularly participated in Board meetings, offering strategic guidance and contributing to key decision-making processes. She has also served on various committees, supporting the company's governance and operational improvements. Mrs. Ahmed is actively involved in the company's events and initiatives, strengthening its engagement with employees and stakeholders.



Mrs. Rashida Ahmed
Director



Mrs. Sumayyah Ahmed
Director

Mrs. Sumayyah Ahmed, Director of Envoy Textiles Limited, first appointed to the Board on 12 April 2017, holds an MSC in Marketing and Brand Management from the University of Essex, UK, and a BSC in Marketing Management from the same institution. She is the daughter of Mr. Kutubuddin Ahmed.



Mr. Sunil Daulatram Daryanani, joined the Board of Envoy Textiles Limited during the 28th AGM on March 28, 2024, representing Epic Garments Manufacturing Co. Ltd. Mr. Sunil, Joint Chief Executive Officer, has been a vital member of Epic Group since 1995. Known for his diligence and dedication, he has played a pivotal role in the areas of sourcing, marketing, and merchandising. Among his many accomplishments, Mr. Sunil has successfully managed and expanded key strategic accounts, including partnerships with some of the largest retailers in the United States and globally.

Born and raised in Mumbai on May 1, 1975, Mr. Sunil currently resides in Hong Kong with his wife and two children.



Mr. Sunil Daulatram Daryanani
(Nominee of Epic Garments Manufacturing Co. Ltd.)
Director



Mr. Md. Moin Uddin
(Nominee of Sheltech Ceramics Ltd.)
Director

Mr. Moin Uddin joined the Board of Envoy Textiles Limited during the 27th AGM on August 24, 2023, representing Sheltech Ceramics Limited. With extensive experience in the financial sector, he previously served as Founder CEO and Director of Operations at Sheltech Brokerage Ltd., and played key roles at IDLC Securities and City Brokerage, managing significant portfolios for high-net-worth clients. He is currently a Director at Sheltech Ceramics Limited and holds a master's degree along with a Diploma in Computer Science from NITT.

Mr. Dinesh Gope Virwani represents Cosmopolitan Industries (Pvt.) limited, Bangladesh (CIPL), as its Vice-Chairman. Cosmopolitan Industries (Pvt.) limited is an institutional shareholder of Envoy Textiles limited, holding 2.15% of the company's shares.

CIPL is a member of Epic Group, a globally renowned multinational apparel manufacturing conglomerate with a presence in Hong Kong SAR, Bangladesh, Dubai, the USA, India, Jordan, and various other countries. Headquartered in Hong Kong, Epic Group is celebrated for its extensive global footprint and industry-leading expertise.

Mr. Virwani, who joined Epic Group in 1992, is known for his forward-thinking approach and exceptional business development skills. With hands-on expertise in manufacturing, he is primarily responsible for corporate planning, Business development, strategic partnerships, operational oversight, and risk management. His leadership has been instrumental in driving the success and expansion of Epic Group.

A graduate with an MBA from the University of Mumbai, Mr. Virwani plays a pivotal role in steering the global operations of Epic Group. Born on November 18, 1974, he is an Indian national currently residing in Hong Kong SAR.



Mr. Dinesh Gope Virwani
(Nominee of Cosmopolitan Industries Pvt. Ltd.)
Director



TOP-LEVEL EXECUTIVE



Tushar Tripathi
Chief Executive Officer

Mr. Tripathi, a Post Graduate in International Management, holds the position of Chief Executive Officer (CEO) at the Company. With over three decades of experience in the Textile Industry, he joined the Company in 2009. Prior to this role, he served as the CEO of different Textile concerns and was posted in various countries.

Manish Joginder Khanna
Marketing Director

Mr. Khanna, a Post Graduate in Export Operations, has been associated with the company since 2009. He boasts over 30 years of work experience in the field of textiles, with a specialization in Denim. Before joining Envoy Textiles, he had been engaged with several multinational companies.



Nanda Dulal Biswas
Plant Head

Mr. Biswas, a Graduate in Textile Engineering and Masters in Business Administration, holds the position of Head of Production at the Company, where he also serves as the Plant Head, responsible for overseeing the factory operations. With over two decades of experience in the Textile Industry, he joined the Company in 2006. Prior to joining the Company, he worked for various prominent Textile Companies in Bangladesh.

Shama Proshad Ghosh
Deputy Plant Head & Head of Engineering

Mr. Ghosh, a Graduate in Mechanical Engineering and Masters in Business Administration, currently holds the position of Head of Engineering at the Company, where he also serves as the Deputy Plant Head of the Factory. With over two decades of experience in the Textile Industry, he has been with the Company since its inception.



K. M. Rezaur Rahman
Head of Project Management

Mr. Reza, a Graduate Mechanical Engineer from Bangladesh University of Engineering & Technology (BUET) and Masters in Business Administration from IBA, University of Dhaka, currently holds the position of Head of Project Management Division at the Company. With over two decades of experience in diverse fields, encompassing multi-dimensional exposures, he joined the Company in 2011. Immediately prior to joining the company, he worked as a consultant for a World Bank project.



Saiful Islam, FCMA

Chief Financial Officer

Mr. Saiful is a seasoned finance professional with over 21 years of versatile expertise. His areas of specialization include Accounting, VAT & Taxation, Banking & Finance (particularly Foreign Exchange Management), Corporate Management, Costing & Budgeting, Export, Import, Customs & Bond Management, and Inventory Management.

He is a Fellow Member of The Institute of Cost & Management Accountants of Bangladesh and holds a Master's degree in Accounting. Mr. Saiful joined the company in 2008 and currently serves as Chief Financial Officer (CFO). Prior to this, he held management positions in several other leading local companies.



Mohammad Majibur Rahman

Head of Spinning

Mr. Rahman, a Textile Engineer who graduated from Bangladesh University of Textiles, brings with him over 27 years of experience in the Textile Industry. Currently, he holds the position of Head of the Spinning division at the Company.

M Saiful Islam Chowdhury FCS

Chief Project Officer & Company Secretary

Mr. Saiful is a results-driven senior executive with over 23 years of experience in Corporate Management. A Master's degree holder in Accounting and a Fellow Member of the ICSB, he possesses deep expertise in corporate legal affairs and project leadership. He joined the company as Company Secretary in 2012 and was later designated to the additional role of Chief Project Officer in recognition of his capabilities, offering a unique blend of strategic legal oversight and hands-on project development expertise—from venture initiation to full-scale implementation.



Md. Shamim Hossain

Head of Production

A Graduate in Textile Engineering from University of Chittagong. Mr. Shamim has been holding the position as 'Head of Denim Production' since March 2024. He has more than 19 years of experience in the Textile Industry. Before joining the company he worked for various prominent Denim Industries in Bangladesh.

Mohammad Abdul Barek

Head of Human Resource

Mr. Abdul Barek holds the position of "Head of Human Resource" and joined the company in 2024. He has about 21 years' experience in the field of Human Resource, Administration and Compliance of RMG, Textiles and Pharmaceuticals sector. He obtained the degrees of MBA(HR), LLB and LLM.





Nazmul Islam

Head of Marketing

Mr. Nazmul has completed his Masters in Business Administration and is leading the Marketing division with the experience of more than two decades in fabric marketing. He joined the company in 2009. Before joining the company, he worked for various prominent Textile companies in Bangladesh.



Md. Nurul Haq

Head of Supply Chain

Mr. Haq, a Master of Commerce in Accounting, currently serves as the head of the Supply Chain Division at the Company. He joined the Company in November 2010.



Mohammad Ataur Rahman, ACMA

Head of Internal Audit & Compliance

Mr. Ataur, with a Masters degree in Accounting and a qualification as a Cost & Management Accountant, holds the position of 'Head of Internal Audit & Compliance' at the company. He joined the company in December 2015.



ADVISORY PANEL

SK Nurul Absar

Advisor

Mr. Absar, a graduate engineer in mechanical engineering from Bangladesh University of Engineering and Technology (BUET), has an illustrious career of over 37 years in the Bangladesh Rural Electrification Board (BREB) under the Power Ministry. Throughout his tenure, he held various positions and ultimately retired as the Member of Engineering, BREB, which is equivalent to an additional secretary of the Government of Bangladesh.



Advocate Md. Fazlur Rahman Khan

Legal Advisor

Mr. Khan, having obtained a B.A. Hons. and an M.A. in English from the University of Dhaka, as well as LLB degrees from both Dhaka University and the U.K., has been providing professional services since the inception of the company.

Dr. Sayeed Ahmed Khan

Medical Advisor

Dr. Sayeed, a graduate of Sir Salimullah Medical College, holds the position of Medical Advisor at Envoy Textiles Limited. With a career spanning over three decades, he previously served Bangladesh Railway and retired as Chief Medical Officer. Dr. Sayeed has been a part of this company since 2015.



Atiqur Rahman

In-charge Commercial Division

Mr. Atiqur Rahman heads the Commercial Division, bringing over 32 years of dedicated experience in the Readymade Garments (RMG) and Textiles sector. He has spent his entire three-decade career specializing in commercial functions within the group companies, developing deep expertise in all aspects of the field.

Hamimur Rahman

Consultant

Mr. Hamim holds a Master's in Business Administration and has been with the company since 2012. He brings over 24 years of experience in Organizational Development, having served in various capacities within the field.





GLOBAL EXPERTS



Tushar Tripathi
Chief Executive Officer



Manish Joginder Khanna
Marketing Director



Viresh Verma
Director Marketing (USA Operation)



Mesut Celik
Consultant
Research & Development



Ilyas Yigit
Consultant, Washing



Ruocang Wu
Business Coordinator
Hong Kong Office



JOURNEY OF ENVOY TEXTILES



AWARDS & ACCOLADES



**LEED GREEN
FACTORY AWARD**
2018

**PRESIDENT'S AWARD FOR
INDUSTRIAL DEVELOPMENT**
2016, 2017, 2020

**GREEN FACTORY AWARD by
Ministry of Labour & Employment**
2023

**HIGHEST REGULAR ELECTRIC
BILL PAYER AWARD**
2018-20

**HIGHEST TAXPAYER
AWARD**
2016-20

**HSBC EXPORT
EXCELLENCE AWARD**
2017, 2022

**ICMAB BEST CORPORATE
AWARD**
2016-2020



**NATIONAL PRODUCTIVITY &
QUALITY EXCELLENCE AWARD**
2017, 2020

**NATIONAL ENVIRONMENT
AWARD**
2019

**THE SUSTAINABILITY
LEADERSHIP AWARD**
2022

ICSB NATIONAL AWARD
2014, 2015, 2016, 2020

NATIONAL EXPORT TROPHY
2009-10; 2011-12; 2012-13; 2013-14;
2014-15; 2015-16; 2016-17; 2017-18;
2018-19; 2019-20; 2020-21



ABOUT HUMAN RESOURCE MANAGEMENT

At Envoy Textiles Limited, our Human Resource Division is dedicated to foster a workplace where employees thrive and succeed. We continuously strive to provide exceptional benefits and development opportunities that contribute to our employees' satisfaction and growth. In this section, we are highlighting some of the basic data and practices of our Human Resource Management.

No. of workforce	In 2024	In 2025
Total	3,176	3,274
Age Group	Employee Count	
18 to 25 Years	653	
26 to 35 Years	1,491	
36 to 45 Years	843	
46 to 55 Years	238	
56 and above	49	

Comprehensive Training Programs:

We believe in the power of continuous learning and skill development. To facilitate growth, we offer comprehensive training programs that cover both soft and hard skills. These initiatives empower employees to enhance their professional capabilities, improve performance, and receive specialized job training. By investing in our employees' development, we create a skilled and motivated workforce.

Training & Skill Development Programs in 2024

- Session 550 +
- Total Participation 16,200 +
- Topic 240 +
- Training Hours 310 +

Enhanced Benefits and Perks:

In addition to competitive salaries, we provide a range of exceptional benefits and perks to support our employees' well-being, like:

- Personal medical bill reimbursement
- Scholarship schemes for employees' offsprings
- Internal canteen for all 3 meals along with subsidized lunch
- Attendance Bonus
- Wedding Gift (Cash)

Facilities and Amenities:

We have invested in a variety of facilities and amenities to create a holistic work environment, like:

- In-house bakery
- Self-service shop
- Fair price shop
- Cutting-edge audio-visual training center
- Indoor and outdoor sports facilities
- Fully equipped in-house gyms
- KIOSKs with free internet access
- Complementary computer courses
- TV rooms and clubhouses, etc.

Health and Wellness Initiatives:

Our employees' health and well-being are of paramount importance. We provide comprehensive healthcare facilities, including a 24-hour medical center, access to company doctors for consultations, and a dedicated ambulance service. Furthermore, we offer in-house mosques and Arabic language training to cater to the diverse needs of our workforce.

Suggestion Box:

As part of our ongoing commitment to employee welfare and engagement, our organization takes pride in responding to suggestions received through our suggestion box. In one such initiative, we installed air conditioning in our organization's mosque. Additionally, in celebration of important milestones, we have provided wedding gifts to employees, aligning with their requests and ensuring that significant life events are acknowledged and celebrated within our organizational family. These actions exemplify our dedication to creating a supportive and inclusive workplace where employee suggestions are valued and translated into meaningful improvements.

Participation Committee:

In our organization, we place a high priority on fostering a collaborative environment where both employers and workers actively engage in decision-making processes. To uphold these principles, we have established a Participation Committee with the of representatives from both employers and workers. We ensure that the number of worker representatives equals or exceeds the number of employer representatives. Every two months, we convene a meeting to address various aspects of our organization.



Social Celebrations:

- Pitha festival
- Fuchka chotpoty program
- Sports
- Cultural Show

Streamlined HR Management:

We have developed state-of-the-art HR management software that empowers employees to conveniently access vital information such as attendance records, pay slips, leave balances, rewards, and disciplinary actions. This seamless system also enables supervisors to effectively manage their teams.

Health and Safety:

- Awareness training session conducted 80+
- Health and Safety Training session conducted 200+
- Eye Screening program
- Dengue Awareness program

Occupational health and safety standards:

- Supplied Drinking Water is certified by the department of Public Health Engineering
- Kitchen Staffs Health is Checked periodically from Registered medical institute
- Kitchen Staffs Health are certified by Civil Surgeons Office

Recruitment Strategy:

Our organization's recruitment strategies prioritize diversity and inclusivity. We enthusiastically welcome fresh applicants, recognizing the unique perspectives they bring. Our commitment to biased-free recruitment ensures that gender, university attended, religion, and other factors play no role in our hiring decisions, fostering a fair and equitable process for all applicants. Additionally, we actively engage in disabled person recruitment, currently employing 20 individuals with disabilities. Through these strategies, we aim to create a workforce that reflects the varied strengths and backgrounds of the communities we serve, fostering an inclusive and dynamic workplace.

Performance Management:

In our annual performance appraisal, Division Heads, Department Heads, and Supervisors assess team members using Key Performance Indicators (KPIs) and General Performance Indicators (GPIs) for a well-rounded evaluation. Employee ratings on KPIs and GPIs directly influence increment and promotion decisions. Throughout this process, constructive feedback is provided by the assessor. Development opportunities are identified for continuous improvement.

Resolution of workplace conflicts:

We handle grievances with utmost care and appropriateness, ensuring a fair and effective resolution process. By encouraging open communication and utilizing mediation when necessary, we address conflicts promptly, promoting understanding and collaboration among involved parties. Our commitment to handling grievances in a thoughtful manner reflects our dedication to maintaining a positive and supportive work environment for all employees.

Communication Strategy:

Our organization employs effective communication strategies to ensure transparent and open lines of communication with our employees. Regular updates on organizational developments, policy changes, and key milestones are disseminated through various channels, including email communications, internal notice, training and meetings. We value two-way communication, encouraging employees to share their feedback, ideas, and concerns through feedback sessions, suggestion boxes, and regular team meetings.

Recognition and Rewards:

Celebrating our employees' achievements is a fundamental aspect of our organizational culture. We recognize outstanding performance through some of the activities mentioned below:

- Chairman's Award
- Cash rewards
- Birthday gift and celebration
- Gift hampers during Eid

Through the implementation of these practices, our HR Division has successfully elevated the employee experience at Envoy Textiles Limited. By providing outstanding benefits, fostering growth through comprehensive training programs, recognizing achievements, and offering exceptional facilities, we strive to create a workplace where employees feel valued, motivated, and supported. These initiatives contribute to our employees' engagement and overall success, making Envoy Textiles Limited an employer of choice for talented individuals seeking a fulfilling and rewarding career.



PERFORMANCE



MESSAGE FROM THE CHAIRMAN

DEAR SHAREHOLDERS,

I am pleased to inform you that Envoy Textiles Ltd. will be hosting its 30th Annual General Meeting (AGM) on 06 December 2025. The Notice of AGM, along with detailed explanatory notes regarding the agenda, is included in this Annual Report and is also available on our official website.

I look forward to your participation at the AGM and the opportunity to welcome you in person.

“We are a global sustainability leader, recognized as the world's first LEED Platinum denim mill, and are powered by renewable energy, advanced water recycling, and waste-to-energy systems. Our product strategy focuses on innovative, value-added denim from sustainable materials, supported by a global network of design centers. Our deep commitment to social responsibility is reflected in impactful healthcare, environmental, and community initiatives. We are committed to continuous investment in digitalization, skilled workforce development, and market expansion to ensure long-term growth and solidify our competitive advantage for our shareholders.”

The textile industry of Bangladesh, particularly the denim manufacturing sector, is currently navigating a dynamic phase of the Fourth Industrial Revolution. Our company, Envoy Textiles, has embraced this transformation as a strategic opportunity and is playing a pioneering role in technological innovation.

Sustainability is another core tenet of our company's strategy. Eco-friendly technology, such as laser finishing, enables us to provide cost-effective solutions while dramatically reducing the use of water and chemicals in ozone washing. Through E-Flow/Smart Foam technology, we ensure high-quality finishing with minimal water. Besides, our Eco-Performance Lab assesses the environmental impact of the entire production process, significantly simplifying the carbon traceability and ESG reporting required for global markets, including the EU.

These cutting-edge technologies are not only reducing our operational costs but are also helping us become a central figure in transforming Bangladesh's textile industry into a more sustainable, competitive, and future-forward sector. We firmly believe that our investment in innovation and sustainability will ensure long-term and sustainable profitability for our shareholders and establish our company as a leading partner in the global textiles supply chain.

An eco-friendly operational environment is not just a part of our social responsibility; it has become a key driver for business growth. We have already commissioned a 2.2 MW (peak) solar plant and have plans to expand it to approximately 7 MW by 2026. This initiative is reducing our grid electricity costs, stabilizing our production, and increasing our acceptability among global buyers.

Also, we have a biogas plant where we convert production waste and food scraps into energy. This reduces our fuel costs and simplifies waste management. Concurrently, our Effluent Treatment Plant (ETP) and Water Treatment Plant (WTP) ensure water recycling and reuse. A portion of the treated water from the ETP is purified to meet WHO standards for drinking water. This process saves approximately 2.1 billion liters of fresh water annually. Our goal is to reduce groundwater usage by 90% by 2027. This not only lowers water costs but is also instrumental in gaining the trust of global brands.



We utilize almost all pre- and post-production waste. 'Pre' refers to waste from cotton and yarn, while 'post' refers to waste obtained from fabric scraps and used clothing. Also, we purchase and use waste fabric from other factories. Our waste volume is kept near zero, which has been highly praised by our international clients.

Complementing this is our jacket heat recovery system, which captures waste heat from engine cooling jackets and converts it into hot water. This water is used for pre-heating, steam generation, and space heating. As a result, energy efficiency is increased, operational costs are reduced, and carbon emissions are lowered.

Another major goal is the reduction of greenhouse gas emissions. Our emissions stood at 83 thousand tons in 2024, but we aim to reduce this by 56% by 2030 and have a plan to achieve net-zero emissions by 2040. This aligns us with the sustainable supply chain requirements of global brands.

We are also advancing towards sustainability in raw material usage. Our target is to use 100% sustainable raw materials by 2030. Our current raw material composition includes BCI (38%), Conventional Cotton (33%), Organic (18%), Recycled (7%), and CmiA (4%). This 67% sustainable cotton not only protects the environment but is also securing our position in the premium market.

We ensure 100% safety in chemical usage. All chemicals we use are internationally certified and safe for product quality, worker health, and the environment. On top of it, all effluent wastewater is treated, with 68% of it being recycled or reused. The caustic soda used in the process is recovered and made reusable through a recovery plant.

We have fundamentally evolved beyond our role as a premier denim fabric manufacturer. Today, we are innovators at the forefront of sustainable textiles, driven by a core commitment to research and development. A key pillar of our strategy is the integration of locally sourced, natural fibers into our production process.

We are proud to be the first in Bangladesh to commercially develop denim from a jute-cotton yarn blend, a response to the growing global demand for cotton alternatives. Simultaneously,

we have successfully created denim using banana tree fiber, sourced from our local communities.

These breakthroughs are more than just commercial successes; they are a testament to our social commitment to environmental stewardship and our dedication to strengthening the local ecosystem.

These initiatives have earned Envoy Textiles numerous national and international recognitions, with 41 prestigious awards in our portfolio. Buyers now prioritize environmentally friendly suppliers. Consequently, these measures are directly contributing to securing new orders, building long-term partnerships, and ensuring the sustained growth of our business.

We regularly participate in various international fairs and mill weeks, where our products are presented directly to numerous foreign brands. This significantly accelerates the expansion of our business.

Our commitment to meeting various international standards was recognized when we were awarded the LEED Platinum certification by the U.S. Green Building Council twice between 2016-2021. We first achieved this honor with a score of 80 and subsequently with a perfect score of 100.

To ensure the quality of our processes and products, we engage foreign consultants and specialist professionals, including our CEO, Marketing Director, and senior R&D officials.

Envoy Textiles is strengthening its position in the foreign market and international competition primarily through sustainable development, quality, and market expansion strategies.

We are the world's first LEED Platinum certified denim mill, utilizing solar energy, biogas, water treatment, waste recycling, Ecolab technology, and heat recovery systems. These initiatives have made our sustainable production more acceptable to international brands.

We are also working on diversifying our product range, as mentioned before. We produce value-added denim using various sustainable raw materials, including organic, recycled, and BCI cotton, which is securing our access to the premium market.



To further strengthen our global presence, we have established design and development centers in Dhaka and New York, in addition to operating an office in Hong Kong. This allows us to receive direct feedback from customers and respond quickly to market demands.

Our plans include developing a digital supply chain model, entering new markets, and developing more value-added products. Through these initiatives, our position in international competition will be further strengthened.

Our CSR activities are generating long-term positive impacts in the areas of education, health, and the environment. Initiatives such as establishing and maintaining the country's first Pediatric ICU/HDU (Burn Unit) at Dhaka Medical College and providing financial assistance to patients with rare diseases have already brought about significant change in our society.

As part of the Envoy Textiles family, 18 physically challenged individuals work with us on a regular basis. Besides, we organize internship programs and study tours for both local and international students. To raise awareness among the next generation, we arrange rallies, painting competitions, and discussions on Environment Day. Demonstrating our commitment to environmental stewardship, we distribute approximately 10,000 saplings annually from Envoy Textiles. Simultaneously, safe water booths for workers and local communities, biogas distribution, and our aquaponics research project have further solidified our commitment to sustainable development.

In times of disaster, we have always stood by the community—from aiding victims of the Rana Plaza and Tazreen Fashions tragedies to participating in relief efforts for those affected by landslides and floods. These efforts have not only provided immediate assistance but have also built long-term trust and confidence. We will always strive to be there for the nation in any crisis.

Looking forward, we plan to expand these activities through digital education, modern healthcare services, special initiatives for women, and the promotion of sustainable agriculture and renewable energy. Our goal is to integrate social welfare with business growth to create lasting positive changes for future generations.

We are continuously working to strengthen digitalization and Artificial Intelligence (AI) across our processes. We believe that the greatest demand of the current era is the rapid exchange of information. To this end, we are persistently striving to enhance our Enterprise Resource Planning (ERP) system. Also, necessary measures are being taken to develop a skilled workforce through comprehensive Human Resource training.

Thank you for your firm support and trust in Envoy Textiles Limited. We remain committed to delivering long-term value and sustainable growth.

Sincerely,

A handwritten signature in black ink, appearing to read "Kutubuddin Ahmed".

Kutubuddin Ahmed
Chairman
Envoy Textiles Limited.
Monday, 3 November 2025
Dhaka



MANAGING DIRECTOR'S REPORT



DEAR SHAREHOLDERS

We deeply value your continued support and sincerely thank you for your patience as we work towards our company's success.

It is my great pleasure to welcome you all to the 30th Annual General Meeting of Envoy Textiles Limited.

We remain dedicated to being transparent and accountable, and we are committed to these values for the future. I am anticipating a productive and successful meeting with all of you.

Executive Summary:

FY 2024-25 was a period of outstanding financial performance for Envoy Textiles, fueled by heightened global demand, our robust market positioning, and strategic product diversification. We are optimistic that our recent initiatives—including the relocation of our domestic marketing office to Gulshan and the establishment of our new liaison office in New York—will further strengthen our international presence and deepen client relationships in the near future.

Our commitment to innovation is evident in operational upgrades such as our ongoing pilot for a groundbreaking indigo dye recovery system. Financially, we have fortified our foundation through a strategic \$30 million sustainability-linked loan from the Asian Development Bank (ADB). This funding will directly support the expansion of our Blended Yarn Project and, just as importantly, allows us to refinance higher-cost local debt, generating substantial savings that will enhance our profitability.

Underpinning all our efforts is a deep-rooted dedication to sustainable and responsible manufacturing. This is demonstrated through our fully operational waste fabric recycling plant, the successful commissioning and planned expansion of our solar energy facility, and meaningful community and employee programs such as our in-house biogas plant and fair-price shop. Together, these actions solidify our competitive edge and pave the way for continued, sustainable growth.



Financial Performance

It is with immense pride and optimism that we present the financial results for the fiscal year 2024-25. This year has been one of exceptional performances, marked by record-breaking growth across all key financial metrics. Our company has not only demonstrated remarkable resilience but has also successfully capitalized on global opportunities, translating into significant value creation for you, our stakeholders.

FY 2024-25 was a landmark year, characterized by robust, double-digit growth that accelerated through each quarter. This was not a fleeting

success but a sustained demonstration of our strategic execution.

- Revenue: Surged to BDT 18,624.80 million, growing consistently from BDT 14,261.38 million in the previous year.
- Gross Profit: Increased by 52.67%, showcasing a dramatic improvement in our operational efficiency and pricing power.
- Net Profit: Increased spectacularly, underscoring our ability to convert top-line growth into bottom-line results through effective cost management and strategic leverage.

The table below summarizes our stellar annual performance:

Metric	FY 2024-25 (BDT in Million)	FY 2023-24 (BDT in Million)	Overall Annual Growth
Total Revenue	18,624.80	14,261.38	30.60%
Total Gross Profit	3,526.52	2,309.97	52.67%
Total Net Profit	1,408.90	600.39	134.66%

Our Marketing Initiatives

We are working on diversifying our product range. We produce value-added denim using various sustainable raw materials, including organic, recycled, and BCI cotton, which is securing our access to the premium market.

To further strengthen our global presence, we have established design and development centers in Dhaka and New York, in addition to operating an office in Hong Kong. This allows us to receive direct feedback from customers and respond quickly to market demands.

Our plans include developing a digital supply chain model, entering new markets, and developing more value-added products. Through these initiatives, our position in international competition will be further strengthened.

Our facility is equipped with cutting-edge ring spinning technology, utilizing advanced machinery from leading European and Japanese manufacturers.

Approximately 60-70% of our production supports our denim manufacturing operations, while the remaining yarn is allocated for export markets. This strategic distribution allows us to meet both internal requirements and external market

demand, positioning the Blended Yarn Project as a key contributor to our sustainability and growth objectives.

Gulshan Marketing Office

We are pleased to inform you of the successful completion of a key strategic initiative- the relocation of our marketing office to the Gulshan area in April 2025. This move is a direct response to long-standing market feedback and is designed to significantly enhance our customer engagement and operational effectiveness.

Our previous location in Panthapath, while serviceable, presented growing challenges to our customer-centric model. A significant majority of our key clients, including major buyers and international delegates, are concentrated in the core business and diplomatic zones of Gulshan, Banani, and Baridhara.

The previous location's distance resulted in excessive travel time for these buyers, which had become a notable barrier to frequent and productive visits.





By being closer to our buyers, we remove a significant logistical hurdle. This convenience is expected to foster stronger relationships, encourage more frequent visits, and deepen customer engagement, directly impacting sales opportunities.

Our sales and marketing teams will benefit from drastically reduced transit times to client meetings. The new location offers superior convenience for our international buyers, with easier access from the airport and proximity to the reputed hotels where they typically reside.

The former marketing office on the 6th floor of Envoy Tower has been rented out. The revenue generated from this lease is being strategically allocated to offset the costs associated with the relocation, ensuring a minimal net impact on our operational expenses.

This relocation is more than a change of address; it is a tangible investment in our customer relationships and market presence. It underscores our commitment to listening to our buyers and adapting our operations to better serve their needs. We are confident that this move will yield positive returns through increased customer satisfaction, improved sales team productivity, and strengthened brand positioning.

New York Office

As part of our ongoing commitment to strategic global expansion and long-term growth, we are pleased to announce a significant milestone for our Company - the successful establishment of a liaison office in New York, USA, which became operational in January 2025.

This decisive move is designed to directly capitalize on the substantial and dynamic opportunities within the American market. By placing a physical presence in the heart of Manhattan's renowned Textile District, we are positioning ourselves at the epicenter of the North American fashion and apparel industry. This district is home to a high concentration of buyers' offices and industry leaders, making it the ideal location to amplify our market reach.

The office significantly improves our accessibility to key U.S. based buyers, facilitating stronger, more personal relationships with existing clients and providing a permanent base for engagement.

A physical address in this prime business location

substantially strengthens our brand's prestige and reputation, signaling our serious commitment to the U.S. market and fostering greater trust with current and potential buyers.

It will underscore our proactive approach to capturing market share and building a more resilient, globally integrated enterprise. We are confident that this initiative will be a key driver of value creation for our company and our shareholders in the years to come.

Waste Fabric Recycle Plant

We are pleased to announce that the company has successfully commenced full-scale commercial operations at its state-of-the-art Waste Fabric Recycling Plant.

As previously communicated, this strategic initiative is a cornerstone of our commitment to sustainable and circular manufacturing. The plant, established at our existing factory premises, is now fully functional and is operating at its designed capacity of processing 12 metric tons (MT) of waste fabrics per day.

The plant processes both locally sourced and in-house generated pre-industrial and post-consumer waste fabrics (including garment cuttings and denim), converting them into high-quality recycled fiber certified under Global Recycled Standard (GRS) and Recycled Claim Standard (RCS). This certified fiber is directly reintroduced into our yarn production cycle, creating a closed-loop system.



The Board of Directors believes this project will substantially contribute to the company's long-term value creation by solidifying our competitive advantage in the global market for sustainable textiles.

Slasher Dyeing

We are pleased to announce a new project to significantly expand the dyeing capacity within our denim production process. This expansion will be achieved through the installation of state-of-the-art slasher dyeing technology with nitrogen integration, an advanced and highly efficient system.



This project is a key pillar of our strategy to diversify our product portfolio and capture a larger share of the global denim market. While our existing, industry-leading rope-dyeing technology—the first of its kind in Bangladesh—will continue to serve the medium-end market segment with premium fabrics, this new slasher dyeing line will allow us to produce a new range of high-quality, yet more economical, fabrics.

This strategic move is aimed at effectively competing in the large and growing value segment of the market, creating a new revenue stream and enhancing our overall competitiveness.

Solar Energy Plant

We have successfully commissioned a 2.2 MW solar power plant, primarily financed through the Bangladesh Bank's Refinancing Scheme for Green Projects. The plant is currently operating at 80% efficiency, generating clean energy for an average of 4.5 to 5 hours daily.

Building on this success, we plan to expand our solar capacity by an additional 3.5 MWp. This expansion will significantly boost our in-house power generation, reduce our reliance on the national grid, and enhance our energy security.



This initiative underscores our commitment to environmental leadership and financial prudence. It not only reduces our carbon footprint and ensures compliance with international buyer standards but also delivers long-term cost savings.

Indigo Dye Recovery Pilot Project

We are pleased to announce a groundbreaking strategic initiative that underscores our commitment to operational innovation, environmental sustainability, and cost leadership. The Company has entered into an agreement to implement a pilot plant for an Indigo Dye Recovery System within our production premises.

This project, the first of its kind in Bangladesh, aims to revolutionize the denim dyeing process by capturing and recycling valuable indigo dye that was previously lost as waste. This initiative aligns

directly with our core goals of reducing environmental impact, decreasing raw material consumption, and enhancing long-term profitability.

Cactus Antimicrobials, Inc. (Cactus), a subsidiary of Cactus Materials Inc., registered in Arizona, USA, is a technology leader in proprietary antimicrobial nanotechnology with applications in water and effluent treatment, who has invested in and will install the pilot plant using its advanced technology.

Greenlab Environmental Consultants Limited (Greenlab) is acting as the local integrator. Greenlab will facilitate the installation, provide on-ground coordination, and ensure ongoing maintenance and technical support throughout the pilot phase.

Upon successful completion, the project is designed to directly recover and reuse a high-value raw material (indigo dye), thereby reducing procurement costs and waste disposal expenses.

It will also drastically reduce the chemical load in our effluent, minimizing our environmental footprint and supporting our corporate social responsibility (CSR) objectives.

We will keep you updated on the progress and results of this exciting initiative.

Governance

At our core, we recognize the importance of sound governance practices and uphold our commitment to adhere to the highest standards of corporate governance. Accountability, transparency, and ethical conduct are central to all our business activities, ensuring that we conduct ourselves with the utmost integrity. We understand that effective governance is essential to building trust and maintaining strong relationships with our stakeholders, including employees, customers, partners, and investors. As such, we continuously evaluate and refine our governance practices to ensure that we are delivering optimal value to all stakeholders. We are dedicated to upholding a zero-tolerance approach to unethical behavior and, safeguarding the trust that our stakeholders have placed in us.



ADB sustainability-linked loan facility

We are pleased to announce a landmark achievement for our company: the successful execution of a \$30 million, sustainability-linked loan facility with the Asian Development Bank (ADB). This seven-year financing arrangement marks a significant milestone, not only for us but for the entire country, as it represents ADB's first sustainability-linked loan in Bangladesh.

This strategic partnership is a powerful testament to our commitment to sustainable growth and operational excellence. The proceeds from this facility will be strategically channeled into three key areas that will shape our future: first, to finance an expansion of our yarn production by 4,550 MT per year, capturing new market opportunities; second, to fund the installation of 3.5 MWp of rooftop solar modules, advancing our energy independence; and third, to refinance existing local working capital loans.

It is through this third objective that we will realize immediate and substantial financial benefits. By replacing existing, higher-cost debt with this long-term, favorable financing, the company is positioned to save a substantial amount in financial expenses each year. This direct improvement to our bottom line, combined with the growth and efficiency driven by our expansion and solar projects, creates a powerful combination for enhancing profitability.

Structured with an 18-month grace period, followed by 12 equal semi-annual installments, this loan provides us with the flexible, patient capital required to execute our plans effectively. Ultimately, this partnership with the ADB is more than just capital; it is a strategic enabler that will advance environmental sustainability, support our industrial modernization, and deliver greater value to our shareholders.

Research & Development

Our Research & Development team is dedicated to pursuing continuous innovation while promoting sustainable and environmentally-conscious production processes. By reducing waste and implementing sustainable practices throughout our supply chain, we are committed to achieving our company's green goals.

To accomplish this, we work closely with our supply chain partners to promote sustainability concepts and develop new strategies for reducing the consumption of dyes, chemicals, water, steam, and other resources used in fabric manufacturing. Our goal is to produce environmentally-friendly fabrics that are in high demand globally, with functional values that offer a complete solution to our customers' needs.

In recognition of the importance of innovation to sustain our growth, we have established an Innovation Center, equipped with state-of-the-art equipment and staffed by a team of international experts who are dedicated to developing cutting-edge products that meet the evolving demands of the market. Our commitment to sustainable innovation ensures that we continue to offer our customers the best possible solutions while minimizing our impact on the environment.

Commitment for Green Environment

At Envoy Textiles, we are deeply committed to creating a green environment and providing a workplace that supports recreational activities for our employees. Our dedication to quality has earned us several prestigious certifications, bringing rare honor to our country.

We are proud to have achieved LEED Platinum certification from the US Green Building Council, a remarkable accomplishment for any textile manufacturer in Bangladesh and denim manufacturer in the world. This platinum score is considered the highest standard of prestige, and it is a testament to our success in ensuring maximum environmental safety in our workplace.

Our commitment to sustainability is reflected in all aspects of our work, as we strive to create a work process that is both eco-friendly and sustainable in the long term. We believe that this approach not only benefits our employees and stakeholders, but also contributes to the larger goal of protecting our planet's resources for future generations.

Biogas Plant

We are pleased to announce that Envoy Textiles Limited has launched a 30m³/day capacity biogas plant. This facility converts organic waste from the canteen, domestic sources, and cattle cow dung into clean, renewable energy.



As part of this waste-to-wealth initiative, the resulting biofertilizer is processed with dryer technology to optimize its nutrient content. It is used for gardening on the company's premises and is also distributed externally to enrich neighboring farmland.

The project eliminates open landfilling, reduces greenhouse gas (GHG) emissions, and provides biogas free of charge to 25 nearby households, underscoring the company's commitment to corporate social responsibility (CSR). Aligned with Envoy's sustainability strategy and certifications like LEED and ISO 14001, this project exemplifies how waste circularity, renewable energy, and GHG reduction can collectively address pressing environmental challenges.



Establishment of a Fair-Price Shop

As part of our ongoing commitment to employee well-being and sustainable workplace development, Envoy Textiles Limited has introduced a Fair-Price Shop within the factory premises. This initiative aims to support our valued workforce (Band 01 to Band 06) by providing daily essentials—such as rice, lentils, oil, and sugar—at reasonable prices, along with the convenience of credit-based purchases.

Employees can access high-quality necessities at fair market rates.



The workers' livelihoods will be improved by reducing household expenditure burdens, we contribute to a better standard of living for our workforce.

We firmly believe that such measures not only foster employee satisfaction and loyalty but also reinforce our corporate social responsibility (CSR) objectives. This initiative reflects our dedication to creating a supportive and inclusive work environment, ultimately contributing to long-term productivity and organizational success.

We remain committed to exploring further opportunities to enhance employee welfare and operational sustainability, aligning with our vision of growth with shared prosperity.

Tree distribution and plantation program

As part of our ongoing commitment to environmental sustainability, during the year 2024-2025, Envoy Textiles distributed

10,000 plants to students from 11 local schools in Bhaluka, Mymensingh. This



initiative reflects the organization's dedication to inspiring the next generation and raising awareness about the importance of preserving the natural ecosystem.

Hong Kong Office Operation

The Hong Kong Representative Office serves as an integral extension of the Dhaka Head Office, facilitating seamless communication between our existing customers and the sales and marketing teams. By ensuring the smooth coordination of business activities, the office plays a key role in maintaining strong relationships with our customers. In addition, it functions as a critical center for collecting the latest industry information and monitoring market trends, providing valuable insights that are shared with the marketing team at the Head Office. This continuous exchange of information allows for the alignment of strategies with current market conditions, supporting the company's efforts to remain competitive and responsive to customer needs.

Looking Forward

Our enduring partnerships with our major buyers have been instrumental in driving our growth. Our ability to consistently secure repeat business from numerous international buyers is a testament to their unwavering confidence in our company. It reflects their trust in our capability to stay abreast of the latest trends and consistently deliver high-quality products within the designated timelines.

In the wake of the pandemic, customer behavior has become more price-sensitive. To address this,



we have proactively implemented cost-control measures by embracing new technologies, optimizing production flow, and reducing wastage. These measures not only enhance our efficiency but also enable us to offer competitive pricing while maintaining product quality.

Our strategic vision is to capitalize on our existing range of products, expertise, and manufacturing capabilities to diversify our offerings and produce niche, higher-margin products. Leveraging our manufacturing capacity and proficiency, we are confident in our ability to develop and sell such fabrics at competitive prices in international export markets.

Through these initiatives, we aim to not only expand our business but also optimize our product portfolio, diversifying our offerings and gaining access to new markets. This strategic approach will strengthen our position in the industry and foster sustainable growth in the long term.

ACKNOWLEDGEMENTS

I would like to express my sincere thanks to all the stakeholders of Envoy Textiles, including my fellow board members, employees, and esteemed buyers, for their unwavering support. With our sustained commitment, I am confident that the company will continue to grow and prosper for the benefit of all.

ANNUAL GENERAL MEETING

We are pleased to announce that our 30th Annual General Meeting will be held on 6 December 2025. The Notice of AGM, including Statement of the Business to be transacted at the meeting, is enclosed in this Annual Report and is also available on our website.

We look forward to welcoming you to the Annual General Meeting of Envoy Textiles Ltd.

Tanvir Ahmed
Managing Director
Monday, 3 November 2025
Dhaka



CORPORATE SOCIAL RESPONSIBILITY (CSR)

Envoy Textiles Limited operates on the principle that corporate success is intertwined with social responsibility and environmental stewardship. This report outlines our multi-faceted CSR initiatives, which are strategically designed to create a positive impact on our employees, the local community, and the nation at large. Our efforts are structured around four key pillars: Community Healthcare & Welfare, Employee Wellbeing, Environmental Conservation, and Public Awareness & Education.

A. COMMUNITY HEALTHCARE & WELFARE

1. State-of-the-Art Pediatric HDU at DMCH Burn Unit

Envoy Textiles has constructed and fully maintains a state-of-the-art Pediatric Intensive Care Unit (ICU) and High Dependency Unit (HDU) at the Dhaka Medical College Hospital Burn Unit. As the first dedicated facility of its kind for pediatric burn patients in Bangladesh, this initiative fills a critical healthcare gap. Our ongoing commitment includes covering all maintenance costs, from comprehensive cleaning and laundry services to the upkeep of all electrical, mechanical, and civil infrastructure.

2. Support for Deceased Victims of Industrial Disasters

Demonstrating industry-wide solidarity, Envoy Textiles provides continuous financial support to the families of five deceased victims of the Tajreen Fashions fire incident. Although not directly linked, the company disburses the equivalent of their last drawn salaries to the nominees through the Bangladesh Garments Manufacturers and Exporters Association (BGMEA).

3. Targeted Financial Aid for Critical Needs

We provide direct financial assistance in cases of extreme hardship. Notable interventions include:

a. Tree Man Disease: Provided a special monthly allowance for one year to Mr. Bajandar, a patient with the rare Epidermodysplasia Verruciformis, to support his living expenses during treatment.

b. Rana Plaza Accident: Contributed financial aid to victims through BGMEA.

c. Natural Disaster Relief: Donated to the Prothom Alo Trust to support victims of hill landslides in Rangamati, Chittagong, and Khagrachari.

4. Community Infrastructure & Safety

a. Community Police Box: Established a Police Box at our main gate to enhance security, improve traffic management on the highway, and ensure rapid emergency response for both the company and the community.

b. Safe Drinking Water Access: Maintains a WHO and Bangladesh Department of Public Health-certified water booth, providing free, safe drinking water to employees and local residents.

c. Community Mosque: Built and opened the Dubalia-Para Jame Masjid in August 2022, a modern mosque serving 260 worshippers and offering free Quranic education.

B. EMPLOYEE WELLBEING & INCLUSION

1. Deceased Employee Family Support

Envoy Textiles has a comprehensive, compassionate policy to support the families of employees who pass away while in service. This program is designed to provide immediate relief and ensure long-term financial stability, reflecting our core values of compassion and responsibility.

2. Educational Scholarship Program

We offer scholarships to the children of our employees to support their educational growth. To date, 112 students have benefited from this program, with 34 currently receiving support, helping to uplift the socio-economic conditions of our employees' families.

3. Inclusive Employment

As an equal opportunity employer, we proactively prioritize the inclusion of people with disabilities. Currently, 18 individuals with disabilities are employed across various divisions within our factory.



4. Fair Price Shop

We operate a fully digitalized Fair Price Shop on-site, providing employees with access to essential, quality goods at affordable rates. The shop, which includes a one-month credit facility, has significantly reduced living expenses and enhanced financial well-being since its launch in July 2023.

C. ENVIRONMENTAL CONSERVATION & SUSTAINABILITY

1. Bio-Gas Distribution Initiative

We convert domestic organic waste into biogas, distributing stoves to local households. This initiative promotes clean energy, reduces reliance on conventional fuels, and improves community waste management.

2. Resource Management & Biodiversity

a. Effluent Treatment Plant (ETP): Operates a fully functional ETP that ensures only treated water is discharged into the environment. The company actively reuses most of this treated water for internal processes.

b. Rainwater Harvesting: Harvests and stores rainwater to create an independent water supply for firefighting and other non-potable uses, reducing reliance on external sources.

c. Ecological Contributions: Our commitment to biodiversity includes:

- i. A rabbit farm, with rabbits released into Bangabandhu Safari Park to support local wildlife.
- ii. A fish farm within the factory lake.
- iii. Installation of 400 bird nests to ensure safe habitats and providing a temporary home for migratory birds.
- iv. Establishment of an eco-park within the factory premises.
- v. A joint venture aquaponic project (soil-less plant cultivation).

3. Tree Plantation Campaigns

We actively promote environmental awareness by distributing saplings to school students. In 2019, we distributed 10,000 plants across ten local schools, followed by another 5,000 plants in 2021.

During the year 2025, Envoy Textiles distributed 10,000 plants to students from 11 local schools in Bhaluka, Mymensingh.

D. PUBLIC AWARENESS & EDUCATION

1. Public Health Awareness Campaigns

We have launched targeted leaflet distribution campaigns to educate the public on critical health and safety issues:

- a. Dengue Prevention: Distributed over 5,000 leaflets.
- b. Fire Safety Awareness: Distributed over 5,000 leaflets.
- c. Coronavirus Awareness: Distributed over 4,000 leaflets.

2. Fostering Education & Knowledge Exchange

- a. Internship Programs: Provide internship opportunities for students from both national and international universities.
- b. Study Tours: Regularly host and arrange educational tours for students and professionals from various disciplines and organizations.
- c. Annual Art Competition: Conducts an annual art competition for children in the factory neighborhood, providing materials, prizes, and displaying the winning artwork on our walls for a year.

The diverse initiatives detailed in this report underscore Envoy Textiles Limited's holistic and deeply integrated approach to corporate citizenship. From life-saving medical interventions and inclusive employment practices to pioneering environmental conservation, we are committed to creating sustainable value for all our stakeholders. We will continue to seek new opportunities to strengthen our positive impact as a responsible corporate leader in Bangladesh.



WEAVING A BETTER TOMORROW

56%
GHG
REDUCTION
BY 2030



ELIMINATES OVER
10,000
TONS OF CO₂

68%
EFFLUENT WASTE
WATER REUSED AND
RECYCLED



90%
GROUNDWATER
REDUCTION BY 2027

100%
SUSTAINABLE
MATERIAL BY
2030



2.1 B
LITRE FRESH WATER
SAVED ANNUALLY





ENVOY TEXTILES SUSTAINABILITY RECOGNITION

Envoy Textiles Achieves the World's Highest LEED v4 Platinum Score for Denim Manufacturing:

Envoy Textiles Limited has once again set a global example in sustainable textile manufacturing by achieving the **world's highest LEED v4 Platinum score** under the **LEED O+M: Existing Buildings (v4) rating system**, specifically for the denim industry. This outstanding achievement shows Envoy's strong commitment to protecting the environment, using energy efficiently, and running a sustainable business.



A Journey of Leadership and Excellence

Building on its strong record in sustainability, Envoy Textiles recently scored an impressive 100 out of 110 points under the latest LEED v4 standard, setting a new global benchmark for denim manufacturing. This achievement shows the company's commitment to improving its operations, working efficiently, and leading in sustainable manufacturing. Earlier, Envoy Textiles had earned 80 out of 110 points under the older LEED O+M v3 system, becoming the world's first LEED-certified denim mill. Upgrading to LEED v4, the most thorough rating for operational sustainability, demonstrates Envoy's dedication to following the highest global standards and adopting innovative practices across its operations.

This achievement is the result of strong leadership. **Chairman Mr. Kutubuddin Ahmed** and **Managing Director Mr. Tanvir Ahmed** have been personally driving sustainable innovations and making environmental responsibility a core part of the company's culture. Their dedication ensures that sustainability is not just a goal but a key part of every decision at Envoy.

Envoy's Commitment to Sustainability

Climate Action: Using renewable energy, energy-efficient machines and low-carbon solutions to reduce greenhouse gas emissions.

Water Stewardship: Recycling water, using efficient cooling systems and managing rainwater to save industrial water use.

Waste Reduction & Circularity: Managing waste responsibly, buying sustainable materials, and practicing green renovations.

Employee & Community Engagement: Promoting eco-friendly practices among staff and supporting environmental projects in local communities.

Innovation & Continuous Improvement: Using advanced technology and best practices to stay a leader in sustainable textile production.

LEED v4 Score Highlights

Category	Points Achieved	Total Points
Sustainable Sites	9	10
Water Efficiency	12	12
Energy & Atmosphere	32	56
Materials & Resources	8	8
Indoor Environmental Quality	14	17
Innovation	6	6
Regional Priority	4	4
Location & Transportation	15	15
Total	100	110

Total Points: 110 / 110 – LEED Platinum Certification

Envoy Textiles' LEED v4 Platinum certification demonstrates the company's strong commitment to sustainable development, climate action, and corporate responsibility, while delivering measurable value to all stakeholders. For investors and shareholders, this achievement strengthens Envoy's brand reputation, enhances market competitiveness, and mitigates environmental and regulatory risks, supporting long-term profitability. Customers benefit from assured sustainable and responsible manufacturing practices, aligning with global supply chain standards. Employees gain from healthier, energy-efficient workplaces, while local communities see the positive impact of Envoy's environmental stewardship. As the world's highest-scoring LEED-certified denim mill, Envoy continues to set industry benchmarks, proving that innovation, leadership, and environmental responsibility can drive both business success and a sustainable future.

Turning Blue Green: Envoy Achieves Kontoor Indigood® Silver for Water Stewardship:

Envoy Textiles Limited has successfully completed the Kontoor Indigood® Water Program Maintenance Assessment, supporting its leadership in sustainable denim production. The review, conducted by Pure Strategies evaluated Envoy's progress in reducing freshwater consumption and improving water efficiency against the program's rigorous benchmarks.



Key Achievements:

- **Water Savings:** Achieved 65.4% reduction in freshwater use compared to the 2018 baseline.
- **Efficiency Gains:** Average water use per meter of fabric reduced to 35.9 liters, down from 78.3 liters in 2018.
- **Recycling Performance:** Recycled water use increased to 24.5%, supporting circular water management.
- **Steam Reduction:** Steam usage per meter of fabric decreased by 64% from the baseline, with a further 40% improvement since the initial assessment.
- **Production Growth:** Fabric production increased by 72% since 2018, while water usage decreased, demonstrating decoupling of growth from resource consumption.

Certification Level:



Based on this progress, Envoy has achieved the Kontoor Freshwater Saving – Silver level, under the Indigoood® performance standard.

Ongoing Initiatives

- Installation of a 61 m³/hr water recycling plant by 2025.
- Conversion of cooling systems to closed-loop operations, saving an additional 8–10% freshwater.
- Continuous recovery of condensate water from 17 sources, reused in boiler operations.
- Implementation of flow meters at all critical points to monitor and control water usage.

This recognition highlights Envoy's role as a global leader in denim sustainability, with clear pathways set to advance toward Indigoood® Gold certification through expanded recycling capacity, low-water dyeing, and further process optimizations.

Envoy Textiles Limited Wins "Green Factory Award 2023" for Outstanding Sustainability and Worker Well-being:

Envoy Textiles Limited (ETL) has achieved the prestigious "Green Factory Award 2023". This honor recognizes ETL's exceptional contribution to enhancing workers' working environments, ensuring safe employee conditions, and boosting employee productivity through the use of a skilled workforce and eco-friendly technology. The award was presented at a grand ceremony organized by the Ministry of Labor and Employment at the Bangabandhu International Conference Centre in Dhaka. Envoy Textiles Limited has always been at the forefront of sustainability initiatives in the textile industry.

Textiles Awarded for the SDG Brand Champion in Industry, Innovation and Infrastructure:

Envoy Textiles Limited proudly received an honorable mention at the AkijBashir Group presents SDG Brand Champion Awards 2023, in association with a2i – Aspire to Innovate. This recognition highlights Envoy's commitment to sustainability, including the USGBC LEED Platinum Certification and HIGG Facility Environmental Module. Led by Managing Director Mr. Tanvir Ahmed, Envoy Textiles exemplifies dedication to the United Nations Sustainable Development Goals (SDGs) in Bangladesh through innovative and industry-leading practices.



Envoy Textiles Awarded for GIZ Sustainability Environmental Excellence:

Envoy Textiles Ltd (ETL) has achieved notable recognition for its outstanding contributions to environmental sustainability, securing the esteemed "Environmental Excellence" award. This accolade, presented by the Made in Bangladesh Week, BGMEA (Bangladesh Garment Manufacturers and Exporters Association), and Deutsche Gesellschaft für Internationale Zusammenarbeit (GIZ), applauds ETL's dedication to water efficiency, recycling of textile waste materials, GHG reduction strategy, and overall environmental safeguarding.



The Sustainable Leadership Award further highlights ETL's extraordinary practices in the Environmental Management System, showcasing the company's leadership role in transforming the textile industry. These awards not only underscore ETL's commitment to sustainable practices but also set a positive example for the industry, promoting and encouraging environmentally responsible initiatives. Envoy Textiles Ltd continues to lead by example, inspiring other companies to follow suit in prioritizing environmental sustainability within the textile sector.



Envoy Textiles Received Department of Environmental Award from the Prime Minister of Bangladesh:

Envoy Textiles Limited stands as a proud recipient of the prestigious Department of Environmental Award, an esteemed accolade presented by the Prime Minister of Bangladesh. This recognition underscores Envoy's unwavering commitment to environmental stewardship and sustainability practices. Envoy Textiles has consistently demonstrated outstanding efforts in environmental conservation, aligning its operations with the highest standards of eco-friendly practices. The Department of Environment Award serves as a testament to the company's dedication to reducing its environmental footprint, implementing green technologies, and fostering a culture of sustainability.

ENVOY TEXTILES SUSTAINABILITY CERTIFICATES AND ACHIEVEMENTS

Management System Certifications:

Environmental Management System: Envoy Textiles Limited adheres to ISO 14001:2015, the international standard specifying requirements for an environmental management system. This framework allows organizations to enhance environmental performance systematically, contributing to the environmental pillar of sustainability. Envoy Textiles actively mitigates environmental impacts through engineering, substitution, or administrative control measures.

The organization is committed to ambitious goals, aiming to achieve a 20% reduction in overall energy consumption, a 30% reduction in carbon emissions, and a 50% reduction in groundwater consumption by 2026 compared to the baseline year of 2016.

Quality Management System: ISO 9001:2015 promotes a process-oriented approach to quality management. Manufacturers are encouraged to identify, document, monitor and continually improve their key processes. The standard emphasizes the importance of identifying and addressing risks and opportunities. Manufacturers need to assess potential risks to quality and take proactive measures to mitigate them. ISO 9001:2015 standard is strong emphasis on meeting customer requirements and enhancing customer satisfaction. Manufacturers are encouraged to monitor customer feedback, measure customer satisfaction and make improvements based on customer needs. Envoy Textiles is committed to quality which is evident in our adherence to ISO 9001:2015 standards. This commitment allows us to consistently meet and exceed customer expectations by setting objectives and targets.



Sustainable Responsible Material Certifications:

Envoy Textiles Limited is committed to sustainability, enhancing its raw materials procurement by incorporating organic and recycled fibers, BCI cotton, CmiA and other sustainable options. Our proactive approach reflects a commitment to a greener and more responsible future.

Global Recycled Standard v4.0: We understand the importance of recycling in minimizing environmental impact. Therefore, we have adopted the Global Recycled Standard (GRS) in our operations since 2018. Scope Certificate Number USB TEX- USB-00055973-MUL-2412.19. GRS certification ensures that our denim products incorporate recycled materials, promoting a circular economy and reducing the use of virgin resources. Our denim manufacturing processes adhere to stringent traceability requirements outlined by GRS. This ensures that the recycled content in our products is accurately documented and verified throughout the supply chain. By adopting GRS, we actively contribute to reducing the environmental footprint of our denim products. We prioritize the use of recycled materials, promoting resource efficiency and waste reduction.



Image: Pre-consumer recycled cotton is processed using advanced technology to reduce environmental impact and comply with GRS standards.



Consumer Confidence: GRS certification enhances transparency, providing consumers with confidence that our denim products meet rigorous standards for recycled content and sustainable manufacturing practices.

Recycled Claim Standard: Envoy Textiles proudly implements the Recycled Claim Standard USB-00055973-MUL-2412.19 in spinning and denim operations. RCS focuses on verifying the recycled content in products, offering a robust framework for transparency and integrity. Our denim products undergo a thorough verification process, ensuring that the recycled materials used in our manufacturing are accurately claimed and meet the requirements set by RCS.



RCS encourages collaboration throughout the supply chain that actively engages with supplied post-consumer recycling process as well as pre consumer fiber production. In-house producing pre-consumer recycling fiber to yarn and this yarn is used for denim fabric. Ensuring recycled content is accurately communicated and verified at each stage of production. Products meeting RCS requirements are labeled accordingly, providing consumers with clear information about the recycled content in our denim offerings.



Image: Developed a fabric incorporating 20% pre-consumer recycled materials using recycled products.

Global Organic Textile Standard: Envoy Textiles Limited proudly champions sustainability in the textile industry through its adoption of the Global Organic Textile Standard (GOTS). Committed to environmentally friendly and socially responsible practices, Envoy sources organic fibers, emphasizing the elimination of synthetic pesticides and fertilizers.



Image: The Envoy material sourcing and yarn production team visits organic cotton fields to ensure proper traceability.

Scope Certificate Number USB TEX-2220-GOTS-2412.2. GOTS certification highlights our commitment to reduced water usage, responsible chemical management, and the prohibition of harmful substances throughout the manufacturing process. We prioritize fair labor practices, ensuring the well-being of workers and their communities and uphold end-to-end traceability from raw materials to the final product. This commitment provides consumers with assurance, signifying not only quality but also a conscious choice for those who prioritize eco-friendly and socially responsible purchases. Envoy remains dedicated to continuous improvement, evolving with the ever-changing landscape of sustainable practices and invites all to join in creating a healthier planet and a brighter future.

Organic Content 100 & Blend Standard: Envoy Textiles Limited has proudly adopted the Organic Content Standard (USB-00055973-MUL-2412.19) as a pivotal element in our commitment to sustainable and organic practices in the textile industry. Developed by Textile Exchange, the OCS certification aligns flawlessly with our values, ensuring transparency and authenticity in the production and sourcing of organic materials. This global certification provides a robust framework for traceability throughout our supply chain, from the harvesting of raw materials to the final product. By adhering to the OCS, we empower consumers to make informed choices about the organic content in the products they choose. The OCS certification not only symbolizes our dedication to stringent organic standards but also resonates with environmentally conscious businesses. At Envoy, adopting the OCS standard is a testament to our unwavering commitment to sustainability and our contribution to fostering a greener and more responsible future in the textile industry. 352 tons of OCS materials have been used in 2023 for yarn and fabric production, marking a 200% increase compared to the previous year's consumption.





BCI Membership: Envoy Textiles proudly holds BCI Membership ID: 1001584-1, a testament to our commitment to sustainable material use. As an active member of the Better Cotton Initiative (BCI), we prioritize the sourcing of Better Cotton, aligning with BCI's principles of environmental responsibility, fair labor practices, and economic viability for cotton farmers. This membership signifies our dedication to reducing environmental impact and promoting ethical practices throughout the cotton supply chain. Our BCI membership instills confidence in consumers seeking environmentally conscious and socially responsible choices in textile products.



From January to November 2023, 10811341 Better Cotton Claim Units (BCCUs) have been transferred to buyers through 253 sales transactions, reflecting a remarkable 25% growth in sales compared with 2024.



Images of a BCI Cotton Field and that Envoy is aligned with the claimed framework.

Envoy Textiles Limited has been certified under the Better Cotton Chain of Custody (BCI CoC) V1.0 by USB Certification Denetim, Gozetim ve Belgelendirme Hizmetleri A.S., valid until July 7, 2028. The certification covers mass balance, single-country segregation, multi-country segregation, and controlled blending, ensuring robust traceability and transparency of Better Cotton throughout the supply chain. It applies to dyed fabrics, with processes including spinning, preparatory, dyeing, weaving, finishing, and pre-treatment carried out under Envoy's responsibility.



The certification demonstrates Envoy's commitment to sustainable cotton sourcing, compliance with global standards and promotion of a circular and responsible textile supply chain, verified through transaction certificates.

Cotton made in Africa (CmiA): Envoy Textiles Limited is dedicated to promoting sustainability in its materials sourcing practices. As part of this commitment, Envoy has chosen to align with Cotton made in Africa (CmiA), which empowers cotton farmers in Sub-Saharan Africa with enhanced and sustainable farming methods in accordance with CmiA standards. This adoption reflects Envoy's recognition of CmiA as a best practice for Sustainable Responsible Materials Sourcing.



Cotton Made in Africa (CmiA) HIP – Hard Identity Preserved: Envoy Textiles Limited has recently implemented the Cotton Made in Africa (CmiA) HIP – Hard Identity Preserved – certification. This ensures full traceability of cotton from certified African smallholder farmers to the finished product, maintaining strict separation from non-certified cotton. By adopting the HIP model, Envoy guarantees that its products contain only verified CmiA cotton, supporting sustainable farming practices, improving farmers' livelihoods, and promoting responsible supply chain management. This step reinforces Envoy's commitment to ethical sourcing, transparency, and sustainability, aligning with global standards for environmentally and socially responsible textile production.



U.S. Cotton Trust Protocol: Envoy Textiles proudly holds membership in the U.S. Cotton Trust Protocol as part of the esteemed COTTON USA network. Renowned for its dedication to sustainability, Envoy Textiles sourced cotton using environmentally conscious and ethical practices. COTTON USA, of which Envoy is a member, boasts one of the world's highest adoption rates for Precision Agriculture. This advanced approach encourages reduced water and pesticide usage, contributing to a more sustainable and eco-friendly cotton production process. U.S. farmers, including those associated with COTTON USA, adhere to rigorous and enforceable regulations, ensuring the highest standards in cultivation practices. Furthermore, COTTON USA has



implemented a comprehensive system for monitoring and measuring key sustainability metrics, showcasing Envoy Textiles' commitment to transparency and accountability in every stage of the cotton production process.



A membership certificate from the US Cotton Trust Protocol. Envoy Textiles' USCTP membership is identified by the unique membership number reinforcing its dedication to responsible and sustainable cotton sourcing.

Regenagri Chain of Custody Criteria – Textiles Version

1.0: Envoy Textiles Limited has successfully achieved certification under the regenagri Chain of Custody Criteria – Textiles Version 1.0. This certification, awarded by Control Union (CU Inspections & Certifications India Pvt. Ltd.), validates Envoy's compliance with sustainable practices across its textile value chain. The scope includes greige yarns, dyed fabrics, greige fabrics, and undyed fabrics, with certified processes covering spinning, weaving, dyeing, finishing, pre-treatment, warehousing, trading, and distribution of non-final products. Valid until November 13, 2025, this recognition highlights Envoy's commitment to regenerative agriculture principles, transparency, and responsible textile production.



Regenerate: The mill achieved certification under the Regenerate standard on October 3, 2024. The scope includes collecting, concentrating, mechanical recycling, dyeing, finishing, spinning, pre-treatment, preparatory, and weaving processes, and remains valid until October 2, 2025. This recognition highlights Envoy's dedication to circularity and sustainable practices. Regenerate places emphasis on ecological benefits such as improving soil health, enhancing biodiversity, and promoting regenerative agricultural methods that restore natural ecosystems. By adopting these principles, Envoy ensures responsible production and efficient resource utilization while contributing to long-term environmental resilience and healthier farming systems.



Oeko-Tex 100 : Envoy Textiles is committed to sustainability and product safety, exemplified by its adoption of the Oeko-Tex 100 standard for yarn and denim products. This certification assures consumers that Envoy's textiles meet stringent criteria for human-ecological safety, ensuring that they are free from harmful substances. By adhering to the Oeko-Tex 100 standard, Envoy Textiles emphasizes its dedication to environmentally responsible and socially conscious manufacturing practices, contributing to a safer and more sustainable textile industry. This commitment aligns with the company's broader sustainability goals, reinforcing Envoy Textiles as a reliable and conscientious choice for those seeking high-quality, safe and eco-friendly yarn and denim products.



Envoy Textiles' Commitment to Social Responsibility through Different Standards Assessments and Verification:

Social & Labor Convergence Program (SLCP): Envoy Textiles reaffirms its commitment to ethical and sustainable practices by officially adopting the Social & Labor Convergence Program (SLCP). This strategic move underscores the company's dedication to fostering transparent, responsible and socially compliant practices within its supply chain.

Envoy Textiles recognizes the pivotal role that social compliance plays in building a resilient and responsible manufacturer. The decision to adopt SLCP reflects the company's proactive approach to improving working



conditions, ensuring fair labor practices and promoting transparency across its operations. The SLCP framework enables Envoy Textiles to streamline its social and labor assessments, contributing to greater efficiency in monitoring and reporting. This harmonization not only benefits Envoy Textiles in its pursuit of sustainability but also resonates with stakeholders who prioritize ethical sourcing and social responsibility.

Facility Social & Labor Module: Envoy Textiles has been at the forefront of social responsibility since initiating Facility Social & Labor Module (FSLM) assessments in 2018. This annual commitment underscores Envoy's dedication to transparent and ethical labor practices, ensuring continuous improvement in social and labor standards. The FSLM assessments, part of the Higg Index, reflect Envoy Textiles' proactive approach to sustainability and its ongoing efforts to foster positive working conditions within its facilities.



Leading in Social Accountability through amfori BSCI:

Envoy Textiles is at the forefront of social responsibility, embodying a strong commitment to the amfori Business in Social Compliance Initiative (BSCI). BSCI compliance ensures fair labor practices, worker welfare and transparency throughout Envoy's supply chain. The company actively engages in continuous improvement, viewing BSCI as a roadmap for evolving social responsibility practices. Envoy Textiles' participation in BSCI reflects its dedication to collaborative industry efforts and the well-being of its workforce. In essence, Envoy Textiles is not just weaving textiles; it's weaving a fabric of responsible and socially accountable business practices.



Establishing Occupational Health and Safety with EIPS:

Envoy Textiles is dedicated to ensuring the well-being of its workforce through active participation in the Employment Injury Protection Scheme (EIPS) for Workers in the Textiles and Leather Industry. This national scheme in Bangladesh, funded by the German Federal Ministry for Economic Cooperation and Development (BMZ) and the Embassy of the Kingdom of the Netherlands, aims to provide long-term protection against work-related accidents and occupational diseases. In collaboration with the International Labour Organization (ILO) and other development partners, Envoy Textiles contributes to the development of a comprehensive legal framework and engages in multi-stakeholder dialogs to address employment injury protection comprehensively. The project also involves setting up an administrative body responsible for overseeing the employment injury protection scheme, ensuring effective implementation. Additionally, Envoy Textiles collaborates with the German Social Accident Insurance (DGUV), bringing in German expertise to enrich advisory services. This proactive involvement underscores Envoy's commitment to occupational health and safety, creating a safe working environment and contributing to broader industry initiatives.



Envoy Participated EIS Program

Envoy Textiles: Leading in Sustainability with amfori BEPI: Envoy Textiles embraces sustainability through the amfori Business Environmental Performance Initiative (BEPI) and Sustainability Intelligence Dashboard. These tools serve as a centralized hub for environmental data, enabling Envoy to visualize and act on intricate supply chain complexities. By identifying hotspots and making data-driven decisions, Envoy ensures consistent eco-friendly practices globally. The BEPI platform and dashboard not only transform data into actionable insights but also track and measure progress, showcasing Envoy Textiles as a pioneering force in sustainable textile manufacturing.

Envoy Textiles: Leading Sustainability with ZDHC & DETOX Commitment:

Envoy Textiles is a committed signatory of the ZDHC Roadmap to Zero Program, actively working to eliminate priority hazardous chemicals in the global textile, leather, and footwear value chain. Through a comprehensive approach covering MRSL, Wastewater Quality, Audit Protocol, Research, Data, and Training, Envoy Textiles is dedicated to sustainable practices. As a valued member of ZDHC Current Value Chain Affiliates of Textiles, Envoy Textiles exemplifies proactive leadership in achieving a cleaner and safer textile industry.



Top view of Effluent Treatment Plant 200 m3/hr. capacity

Envoy Textiles, a frontrunner in the textile industry, proudly participates in the ZDHC Supplier To Zero Program, showcasing its commitment to sustainable practices. Certified for exceptional ZDHC implementation performance, Envoy is recognized as an industry leader shaping a greener future. Additionally, Envoy Textiles boasts Technical Industry Guideline (TIG) certification, with certified TIG experts on board, reinforcing its dedication to technical excellence in sustainable chemical management.



Pioneering Environmental Excellence with Different Performance Tools:

Envoy Textiles is at the forefront of environmental sustainability, actively engaging with the Higg Facility Environmental Module (FEM) since 2017. Through annual assessments verified by SAC-approved assessors, Envoy ensures precise measurement and improvement of environmental performance at the facility level. The benchmarked and peer-compared vFEM 3.4 score of 82.0% (2024) showcases Envoy's commitment to excellence and sustainable best practices in the textile industry.



Image HIGG FEM Verified Certificate

Leading in Safe Chemical Management with Verified ZDHC InCheck Reports: Envoy Textiles is at the leading of safe chemical management, evident through its verified ZDHC InCheck Reports. These reports, assessed

and verified by Bureau Veritas (BV), showcase Envoy's commitment to meeting ZDHC's rigorous standards, ensuring responsible chemical practices throughout its operations.



Performance InCheck Report - July 2025

Introduction

The ZDHC Performance InCheck report is a universally encrypted chemical inventory overview for input chemical management. It is an easy-to-read report of chemical inventory providing a numerical overview of individual products certified against the different versions and levels of the ZDHC MRSL (current or previous) during a period of time.

The Performance InCheck report presents a summary of the products utilized within Supplier's facility, along with the conformity of chemical products to the Chemicals to Zero Levels and the ZDHC MRSL Conformance Levels specified in the relevant ZDHC programs.

Chemicals to Zero Conformance

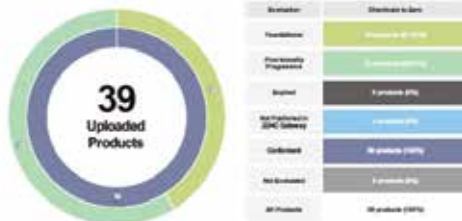


Image 100% of validated safe chemical ahs been used by Envoy

Envoy Champions Workplace Safety with ODESI's Advanced Chemical Dispensing System: Envoy is at the lead of workplace safety, introducing ODESI's state-of-the-art Automatic Chemical Dispensing System that is automatic software control without human expose. Engineered for accuracy and efficiency, this revolutionary system ensures precise engineering control over chemical exposure, aligning with Envoy's commitment to employee well-being.



ODESI's system empowers Envoy with complete engineering control, minimizing the risk of chemical exposure and reinforcing the company's dedication to health & safety. Envoy achieves optimum concentration in chemical mixtures, enhancing process effectiveness and optimizing resource utilization for sustainable and cost-efficient operations. Demonstrating environmental responsibility, Envoy significantly reduces chemical consumption, minimizing waste and aligning with eco-friendly practices. Envoy's adoption of precise chemical usage technology from ODESI of Turkey reflects a dedicated effort to minimize environmental impact. This initiative promotes efficient water usage in chemical processes, establishing Envoy as a leader in workplace safety, environmental responsibility, and technological innovation.



Envoy Climate Action Goal:

Envoy Textiles is firmly committed to addressing climate change and has set an ambitious goal to reduce its carbon emissions by 56% by the year 2030. This commitment aligns with global efforts to mitigate the impact of climate change and demonstrates Envoy's dedication to environmental sustainability. The company is implementing a multifaceted approach, incorporating energy-efficient technologies, renewable energy sources, and innovative practices across its operations. Regular monitoring and reporting mechanisms are in place to track progress and ensure transparency in achieving this significant reduction in carbon emissions by 2025. Envoy Textiles views this as a crucial step toward building a resilient and sustainable future.

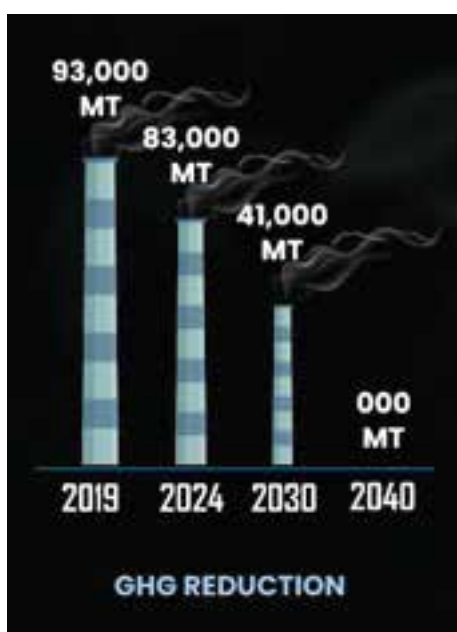


Image: GHG Reduction Roadmap to Net-zero 2040

The American Eagle "Carbon Leadership Program" is an initiative designed to encourage and recognize businesses committed to reducing their carbon footprint and supporting sustainable practices. By participating in this program, Envoy Textiles may gain access to resources, tools, and best practices to enhance its climate action efforts. This could include adopting cleaner and more efficient production processes, transitioning to renewable energy sources, and implementing carbon offset programs.

Aligning with Sustainable Development Goals, particularly those related to climate action (SDG 13: Climate Action), participating in such a program signals Envoy Textiles' dedication to environmental sustainability and corporate responsibility. It not only contributes to reducing the company's environmental impact but also demonstrates a commitment to global efforts aimed at combating climate change.

Levi's "Roadmap to Zero" is an ambitious sustainability initiative that focuses on reducing the environmental impact of the company's operations and supply chain. The goal to reduce GHG emissions and freshwater usage aligns with broader efforts to address climate change and water conservation. Envoy Textiles is actively involved in this program and the company has been implementing measures to improve energy efficiency, invest in renewable energy sources and optimize water usage throughout its production processes. Levi's "Roadmap to Zero" regularly involves collaboration with suppliers and partners to drive collective progress toward shared sustainability goals.

Climate Action Goals and Strategies: Envoy Textiles is committed to significantly reducing greenhouse gas (GHG) emissions, with a target of cutting emissions by 56%, from 93,000 MT in 2020 to 41,000 MT by 2030. In alignment with global climate action goals, we are implementing comprehensive strategies to lower our carbon footprint. This includes the installation of an 8 MWp solar power system, of which 2.2 MWp has already been installed, as well as integrating a biomass boiler to further enhance our renewable energy capacity. Additionally, our energy efficiency measures focus on optimizing machinery and processes to reduce both energy consumption and GHG emissions. These initiatives are integral to our broader strategy to combat climate change and promote sustainable energy use.

Envoy Leading the Way in Solar Power Installation:

Envoy Textiles is a leader in sustainable energy solutions, committed to spearheading the transition to cleaner, renewable energy sources. With a focus on solar power installations, Envoy is dedicated to reducing carbon footprints and fostering a more sustainable future. Envoy's mission is to promote solar energy adoption for a cleaner, sustainable planet. Through innovative solar installations, the company strives to make a significant contribution to global climate change mitigation.



Image: GHG Reduction Roadmap to Net-zero 2040



Envoy strategically prioritizes renewable energy, placing solar power at the forefront of its initiatives to uphold environmental responsibility. The company initiated a 2.2 MW pilot project in 2023, with plans to install a total of 8 MW by 2025. Beyond energy generation, Envoy actively promotes environmental sustainability, recognizing the urgency of transitioning to renewable energy for a cleaner, healthier planet. The company's commitment extends to community empowerment, fostering job creation, technological advancements, and supporting education in renewable energy to build thriving, sustainable communities.



Image of 2.2 MW capacity Solar Panel Installation.

Envoy envisions a future where solar power is central to the global energy landscape, driving innovation in renewable energy. The organization aims to establish a low carbon footprint for its denim products, seeking global recognition and acceptance.

Envoy Leads the Way in Sustainable Energy: Secures 250 MW of I-REC Certificates through BeCouR: Envoy procured 250 MW of I-REC through BeCouR, offsetting 168 tons of greenhouse gases by 2024. This move underscores Envoy's commitment to sustainable practices and aligns with global environmental standards.

Proof of Purchase

This Proof of Purchase is the proof of a single claim to renewable energy for Envoy Textiles Limited and provides the proof of origin for the consumption of 250 MWh in Bangladesh from the following:

Solar 30 MW(AC) GRID TIED SOLAR POWER PLANT, Bangladesh

Order ID:

1110

Order Date:

16.09.2024

Valid:

01.01.2024 - 31.12.2024

The Energy Attribute Certificate is issued in accordance with the definitions and provisions contained in the regulation of the relevant domain.

This document is a receipt for the measured volume of electricity consumption that will be matched with renewable electricity production. The related Energy Attribute Certificate will be submitted on behalf of the recipient. Upon settlement, an audit report will be issued, certifying that the volume of Energy Attribute Certificate is applied for the acquisition of this Proof of Purchase only.

The ownership of the certificate will remain with BeCouR until the payment has been duly completed.

Handwritten signature

Hasin Akter 1020

CEO of BeCouR



Image proof of purchased 250 MWh Renewable Energy from I-REC

Envoy Textiles: Pioneering Sustainable Water Management in Denim Production 2025 Water Reduction Goal:

Envoy Textiles is committed to a bold vision of reducing water usage in denim production by 50% by the year 2025. Our strategy is centered around the implementation of advanced technologies, optimized methods, and a steadfast culture of responsible water management. Our approach involves a comprehensive utilization of water resources with a commitment to 100% reuse, recovery from utilities and processes and recycling from our Effluent Treatment Plant (ETP). This strategy ensures a holistic and sustainable water management program.

Groundwater Dependency Reduction: In pursuit of our 2025 goal, we are diligently working to reduce groundwater dependency by half compared to 2018 levels. This reduction is achieved through a combination of innovative technologies and conscientious water usage practices.



Image of reduce ground water trends, increase recycle and reusable water consumption to reach water reduction goal.

Envoy Textiles Drives Sustainability Through Utility Water Research and Recycle Project:

Envoy Textiles takes a pioneering stance in the denim industry, spearheading a revolutionary water initiative that reflects the company's unwavering dedication to sustainability and ensure water reduction commitment.



Image of Utility water recycle technology to use treated water for process.

At the heart of this transformative effort lies the Utilities Cooling Tower Recycle Unit, a technological marvel boasting an impressive treatment capacity of 30 m³/hr. This cutting-edge unit symbolizes Envoy's commitment to adopting innovative solutions for responsible water management in denim production. The initiative not only achieves a substantial reduction in the water footprint but also establishes a closed-loop system, drastically minimizing reliance on freshwater intake and setting an unprecedented standard for eco-friendly manufacturing practices. With a visionary approach, Envoy Textiles isn't merely changing the landscape; it's shaping the future of sustainable denim production, laying the foundation for a more environmentally conscious industry.



GOVERNANCE



STATEMENT ON CORPORATE GOVERNANCE

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

The Board of Directors is 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 stewardship.

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

Envoy Textiles asserts that its corporate governance practices adhere to all aspects of the BSEC Corporate Governance Code 2018 and subsequent amendments. In its commitment to maintaining high standards of corporate governance, the company also incorporates 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 Envoy Textiles Limited as of 30 June 2025

Board of Directors

Composition

The Board of Envoy Textiles considers that its membership should comprise Directors with an appropriate mix of skills, experience, and personal attributes. This allows the directors, individually and the Board collectively, to efficiently and effectively discharge their responsibilities and duties under the law, 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, expertise, and specialized skills that assist with decision-making and leading the company for the benefit of shareholders.

The Board of Envoy Textiles consists of eleven Directors, including three Independent Directors, who possess a wide range of skills and experience

across various professions and businesses. Each Director brings independent judgment and considerable knowledge to effectively perform their roles. The Board of Directors ensures that the activities of the Company are always conducted with strict adherence to the highest possible ethical standards and in the best interests of the stakeholders.

Retirement and Re-election of Directors

According to the Articles of Association of the company, at least one-third of the directors are required to retire every year. The retiring directors shall be those who have served the longest in the office since their last election. In the case of individuals appointed as directors on the same day, their retirement shall be determined by lot, unless they agree otherwise. However, they will remain eligible for re-election.

Independent Directors

The three Independent Directors mentioned below were initially appointed in accordance with the Order of the Hon'ble High Court Division of the Supreme Court of Bangladesh, passed on 9 March 2023, in the Company Matter 202 of 2022. Their appointments were subsequently approved in the 27th Annual General Meeting held on 24 August 2023, following the recommendation of the Nomination and Remuneration Committee and appointment by the Board for a 3-year term:

1. Ambassador Syed Shahed Reza, is an Independent Director of the Company. He is a dynamic personality, holding a Master's degree in Public Administration from Dhaka University, with diverse experience in diplomatic affairs, education, social, cultural, and sports fields. He held a position as a member of the Senate at Dhaka University. Previously, he served as the Ambassador of Bangladesh to Kuwait and the Republic of Yemen and held the position of President of Dhaka Club. He has worked as the National Chancellor for the Bangladesh Chapter of the International Association of Educators for World Peace (IAEWP), affiliated with NGOs such as UN (ECOSOC), UNDP, UNICEF, UNESCO, and UNCEO.

He is also an active sports organizer, currently serving as the Secretary-General of the Bangladesh Olympic Association, in addition to having previously held leadership positions in various prestigious sports organizations. He received the National Award in 2014 for his outstanding performance as a sports organizer.



Mr. Shahed is known for his strong relationships with corporate and political entities at home and abroad.

2. Mr. Fakhruddin Ahmed, FCMA, FCA, is the Independent Director of the Company. Mr. Ahmed, the son of Late Mr. Abdur Rahman, was born in 1963 into a respectable Muslim family in Comilla. His early education began in Comilla, where he attended Comilla Zilla School and Victoria Govt. College. He obtained a B. Com (Hons.) in Accounting and an M. Com (Accounting) from the University of Dhaka in 1983 and 1984, respectively.

He is a Certified Chartered Accountant and Auditor, as well as a Certified Cost and Management Accountant and Auditor. He is recognized as a fellow member of the Institute of Chartered Accountants of Bangladesh (ICAB) and the Institute of Cost & Management Accountants of Bangladesh (ICMAB).

Currently, he serves as the Managing Director of the Newage Group Companies, reputable business conglomerates involved in export-oriented manufacturing of knit fabrics and garment accessories.

Mr. Fakhruddin Ahmed is also engaged as an Adjunct Faculty Member in the Department of Business Studies at the State University of Bangladesh, teaching MBA and EMBA programs.

With over 32 years of professional experience in the field of finance and accounts, Mr. Fakhruddin Ahmed possesses the ability to manage complex projects, excellent organizational skills, and an active professional network of relevant contacts within the local business communities. Throughout his various positions, companies under his leadership have experienced significant expansion and achieved the status of being one of the leading companies in their respective sectors.

3. Barrister Muhammad Shafiqur Rahman, Barrister-at-Law and an Advocate of the Supreme Court of Bangladesh, is the Independent Director of the company. After obtaining an LLB (Hons.) and an LLM from the University of Dhaka, Mr. Shafiqur Rahman went to England to study law at the University of London, where he achieved a second Honours degree in law. He completed his bar vocational course at the University of Northumbria at Newcastle, earning a 'very competent' grade. He became a member of Lincoln's Inn and was called to the bar in 2002. Upon returning to Bangladesh, he joined the Chambers of Dr. M. Zahir, a prominent corporate and constitutional expert in Bangladesh, and remained with him until Dr.

Zahir's unfortunate demise in 2013. Mr. Shafiqur Rahman enjoyed the benefits of working in Dr. Zahir's prestigious corporate chambers, which included dealing with large multinational corporate clients such as Chevron, Lafarge, Youngone, Procter and Gamble, British American Tobacco, US Fibres, Haewae, Cathay Pacific, as well as prominent local clients like Berger, MJL Bangladesh Ltd., Grameenphone, Renata, IIDFC, IDLC, ACI, ONE Bank, AB Bank, LankaBangla Finance, Independent University, American International University, HRC Shipping, and others.

While mainly practicing as a litigator in the Supreme Court, Mr. Shafiqur Rahman also engages in opinion writing, drafting contracts, and vetting legal documents as part of his daily routine. His main areas of practice include Admiralty, Corporate, Commercial, Securities, Banking, Insurance, Judicial Review (Writ), and Arbitration. He serves as the Legal Retainer of the Dhaka Stock Exchange, providing advice on capital market and securities law. He works for several Protection and Indemnity (P & I) Clubs, including Standard Club Europe, Standard Club Asia, Swedish Club Hong Kong, and Japan P & I Club. He regularly contributes legal articles to the law journal "Bangladesh Legal Times". He is frequently appointed as an "amicus curiae" by the Company Bench of the High Court Division in critical cases to assist the court in arriving at correct judicial decisions.

Female Independent Director

The Board of Directors, at its 246th meeting on 25 September 2025, appointed **Professor Tanzina Haque, FCMA**, as an Independent Director for a three-year term.

In line with the company's commitment to upholding the highest standards of corporate governance and bringing diverse expertise to the Board, the Nomination and Remuneration Committee (NRC), at its 28th meeting held on 9 August 2025, conducted a thorough review of Professor Haque's credentials. Following this detailed assessment, the NRC unanimously recommended her appointment.

To ensure full regulatory compliance, an application seeking the necessary approval for this appointment, along with all supporting documents, was submitted to the Bangladesh Securities and Exchange Commission (BSEC). We are pleased to report that the BSEC has granted its formal consent for this appointment.

Professor Haque is a distinguished academic and a seasoned professional. She is a Professor at the



University of Dhaka with over 21 years of teaching experience in the Department of Accounting and Information Systems. Her academic qualifications include a Master of Business Administration from the University of Dhaka and a Master of International Business from the University of Melbourne, Australia. Furthermore, she is a Fellow Cost and Management Accountant (FCMA), a testament to her professional excellence. The Board has confirmed that Professor Haque meets all the stipulated requirements for an Independent Director under the BSEC Code and has fulfilled all necessary compliance obligations. In accordance with the BSEC notification and relevant laws, this appointment is now presented to the esteemed shareholders for their valuable confirmation at the upcoming 30th Annual General Meeting (AGM).

None of the Independent Directors hold any shares of the Company.

Role and Responsibilities of the Board

The Board is committed to the Company, aiming to achieve superior financial performance and long-term prosperity while meeting stakeholders' expectations of sound corporate governance practices. The Board of Directors has full control over the Company's affairs and is fully accountable to the shareholders.

They firmly believe that the Company's success largely depends on credible corporate governance practices. With this in mind, the Board of Directors sets out its strategic focus and oversees the business and related affairs of the Company. The Board also formulates strategic objectives and a policy framework for the Company.

Chairman of the Board

The Chairman of the Board is usually elected to the office of Chairman by the directors. The Board considers that the Chairman is independent. The Chairman is a non-executive director.

Role of the Chairman

The Chairman, who is a non-executive director, oversees the Board and serves as the primary link between the Board and management. They work closely with the Managing Director and Company Secretary to set the agenda for Board meetings. The Chairman is responsible for providing leadership to the Board and ensuring its effective functioning in fulfilling its responsibilities as Directors of the Company.

The Chairman of the Board and the Managing Director of the Company are two different

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

Role of the CEO

The CEO holds the responsibility of establishing and executing the Company's operating plan, which is crucial for achieving the Company's objectives. In addition to this, the CEO serves as a coach, working closely with executives to enhance their contributions by improving their efficiency and effectiveness.

Conduct for the Board Members

The Board of Directors of Envoy Textiles is dedicated to upholding the highest standards of conduct in all their interactions with employees, buyers, members, shareholders, regulators, and the public.

Board Meeting

Board Meeting Practices

The Company shall conduct its Board meetings, record accurate minutes of these meetings, and maintain the necessary books and records in accordance with the relevant provisions of the Bangladesh Secretarial Standards (BSS) as adopted by the Institute of Chartered Secretaries of Bangladesh (ICSB).

The Board of Directors of the Company convenes meetings on a regular basis at the Company's Registered Office and also utilizes online platforms for simultaneous participation. These meetings occur at least once every quarter and are essential for the Board to fulfill its responsibilities and execute its functions. To ensure efficient coordination, each meeting is scheduled well in advance, and written notices are provided to every director by the Company Secretary.

Number of Board meeting held in the financial year 2024-25

A total of Ten meetings of the Board were held during the accounting year, and the attendance of directors at those meetings is disclosed in Annexure-IV of the Directors' Report. At least five directors' presence is required to constitute a quorum.

Role of the Company Secretary

The Company Secretary collaborates with the Chairman of the Board to oversee and improve corporate governance processes, ensuring diligent tracking of Board policies and procedures.



Role of the Chief Financial Officer

The Chief Financial Officer (CFO) is a versatile individual adept at navigating an ever-evolving set of circumstances. His primary responsibilities encompass overseeing the Company's finance, general accounts, and treasury functions. Additionally, the CFO participates in all board meetings and delivers presentations on quarterly and periodic results.

Moreover, it is the CFO's duty to certify the financial statements and financial transactions of the Company to the board, ensuring compliance with the corporate governance guidelines issued by the Bangladesh Securities and Exchange Commission (BSEC).

Role of the Head of Internal Audit and Compliance

The Head of Internal Audit and Compliance is responsible for reporting to the Audit Committee regarding any deviation from accounting and internal control system of the Company. He is also responsible for ensuring regulatory compliance of the Company.

Top Level Executive Structure

The Company's management structure is comprised of division heads, led by the CEO. These top-level executives hold the responsibility of developing organizational and business strategies, as well as promoting innovation and the implementation of best practices throughout the company. They are also accountable for ensuring organizational effectiveness and nurturing the values and culture of Envoy Textiles.

In addition to these roles, the top-level executives are responsible for managing performance and addressing key business issues in accordance with the company's long-term strategy. By effectively overseeing these areas, they contribute to the continued growth and success of the organization.

Performance & Remuneration of Top-Level Executives

The CEO bears the responsibility of defining financial targets, operational objectives, and management goals for the division heads. Performance management for all senior executives includes a combination of short-term and long-term goals. Long-term goals are closely tied to the company's overarching vision, while short-term goals are typically aligned with specific company objectives.

Every quarter, the Chairman and CEO conduct a thorough performance review of the senior executives, assessing their progress in relation to these goals. This comprehensive evaluation fosters accountability and facilitates ongoing improvement across the organization.

The remuneration of all senior executives is determined through a performance review appraisal system that incorporates annual Key Performance Indicators (KPIs). This system serves as the basis for measuring their performance. The Nomination & Remuneration Committee of the Board oversees the performance and remuneration of top-level executives.

The committee assesses the performance of these executives in line with the established KPIs and ensures that the remuneration aligns with their contributions and achievements. This comprehensive process enables fair and transparent evaluation, supporting the company's commitment to rewarding excellence and driving sustained success.

Board Committee

The Board has established two Board Committees to assist advice and make recommendations to the Board on matters falling within their respective responsibilities.

Audit Committee

The Company's Audit Committee is a sub-committee of the Board of Directors of Envoy Textiles Limited. It was formed in compliance with the BSEC Corporate Governance Code 2018 dated on 3 June 2018, Ref. No. #BSEC/CMRRCD/2006-158/207/Admin/80, and subsequent amendment dated on 16 October 2023 thereon, Ref. No. # BSEC/CMRRCD/2009-193/66 /PRD/148 and adheres to 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

An Audit Committee, consisting of three Independent Directors, with one serving as Chairman, and three non-executive Directors as member, has been established in accordance with the BSEC guidelines to ensure good governance practices. Throughout the reporting year, the Audit Committee of the Board conducted five meetings,



thoroughly reviewing the scope of internal and external audits.

In the Audit Committee, the Company Secretary serves as the Secretary, providing support and assistance in fulfilling the committee's responsibilities. Their role includes coordinating meetings, maintaining records, and facilitating effective communication among the committee members.

These arrangements aim to enhance transparency, accountability, and effective oversight of the company's financial processes and ensure adherence to regulatory requirements.

Chairman of the Audit Committee and his qualifications

The Independent Director Mr. Fakhruddin Ahmed, FCMA, FCA is the Chairman of Audit Committee. He obtained a B. Com (Hons.) in Accounting and an M. Com (Accounting) from the University of Dhaka in 1983 and 1984, respectively.

He is a Certified Chartered Accountant and Auditor, as well as a Certified Cost and Management Accountant and Auditor. He is recognized as a fellow member of the Institute of Chartered Accountants of Bangladesh (ICAB) and the Institute of Cost & Management Accountants of Bangladesh (ICMAB).

With over 32 years of professional experience in the field of finance and accounts, Mr. Fakhruddin Ahmed possesses the ability to manage complex projects, excellent organizational skills, and an active professional network of relevant contacts within the local business communities. Throughout his various positions, companies under his leadership have experienced significant expansion and achieved the status of being one of the leading companies in their respective sectors.

The Audit Committee and Internal Audit

Internal Audit is the division within Envoy Textiles 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.

Nomination and Remuneration Committee

Nomination and Remuneration Committee is a sub-committee of the Board, formed with the Terms of Reference as set forth in the condition No. 6(5)(b) of BSEC Notification no. BSEC/CMRRCD/2006- 158/207/Admin/80 dated 03 June 2018, and subsequent amendment dated on 16 October 2023 thereon, Ref. No. # BSEC/CMRRCD/2009-193/66 /PRD/148

Objectives of the Nomination and Remuneration Committee

The objective of the Nomination and Remuneration Committee is to assist the Board in formulation of the nomination criteria or policy for determining qualifications, positive attributes, experiences and independence of directors and top-level executives as well as a policy for formal process of considering remuneration of directors and top-level executives of the Company.

Composition of Nomination and Remuneration Committee

The Nomination and Remuneration Committee, led by an Independent Director serving as Chairman, includes three Independent Directors and three non-executive Directors as member. This committee has been established in accordance with the BSEC guidelines, which aim to ensure good governance practices. Throughout the reporting period, the Nomination and Remuneration Committee of the Board conducted five meetings. In its role, the Company Secretary acts as the Secretary of the Nomination and Remuneration Committee. They fulfill various responsibilities, including facilitating smooth operations, maintaining records, and supporting effective communication among the committee members.

These arrangements are designed to promote transparency, fairness, and accountability in the nomination and remuneration processes, aligning with best governance practices and regulatory requirements.



Internal Control

Internal Control is an integral process meticulously crafted to offer a high level of confidence when it comes to accomplishing objectives associated with operational effectiveness and efficiency, the trustworthiness of both external and internal financial and non-financial reporting, as well as adherence to relevant laws and regulations at Envoy Textiles. This comprehensive control system extends its reach across all divisions and departments within the Company, ensuring a consistent approach throughout its operations.

Secretarial Standard

The Company demonstrates utmost commitment to upholding the highest standards of compliance by diligently adhering to the Bangladesh Secretarial Standard (BSS) as established by the esteemed Institute of Chartered Secretaries of Bangladesh (ICSB).

To ensure regulatory compliance, the Company consistently provides a comprehensive set of financial statements and pertinent documents to esteemed regulatory bodies such as the Bangladesh Securities and Exchange Commission (BSEC), National Board of Revenue (NBR), Registrar of Joint Stock Companies & Firms (RJSC), Dhaka Stock Exchange PLC (DSE), and Chittagong Stock Exchange PLC (CSE). The diligent efforts of the CFO and Company Secretary play a pivotal role in effectively addressing any inquiries or concerns raised by regulators on behalf of the Company, further reinforcing the Company's commitment to compliance.

Compliance with Bangladesh Labor Act

The Company consistently upholds the pertinent conditions outlined in the Bangladesh Labor Act 2006, as amended in 2013, pertaining to various aspects including the Workers' Profit Participation Fund (WPPF), Provident Fund, Gratuity, and other relevant obligations.

By strictly adhering to these statutory provisions, the Company ensures that the rights and entitlements of its workforce are diligently safeguarded. This commitment to compliance guarantees that the Workers' Profit Participation Fund, Provident Fund, Gratuity, and other related obligations are effectively managed and administered in accordance with the applicable laws, fostering a fair and transparent working environment for all employees.

Corporate Social Responsibility (CSR)

Envoy Textiles Limited is resolutely committed to conducting its business operations with the goal of achieving sustainable growth and fulfilling the satisfaction of its valued customers, dedicated employees, esteemed vendors, loyal shareholders, and every stakeholder group. This unwavering commitment is in line with the company's overarching corporate social responsibility approach.

Envoy Textiles Limited places significant emphasis on supporting social causes that encompass areas such as Education and Youth development, Social and Environmental initiatives, Religion, and Art and Culture. Over the years, the company has consistently organized a wide range of activities aimed at giving back to society. Through these endeavors, the company aspires to foster a harmonious coexistence in the society, where happiness and sustainable prosperity are shared by all.

Envoy Textiles Limited firmly believes that by actively engaging in responsible business practices and contributing to social causes, it can make a meaningful and positive impact on the lives of individuals and communities, thereby creating a better future for all.

Company's CSR policy

The company is dedicated to actively supporting programs and activities in the following areas: Poverty Alleviation and Inequality Reduction: The company aims to contribute to the reduction of poverty and inequalities faced by socially and economically disadvantaged sections of society. It actively supports initiatives that uplift these communities and create opportunities for their sustainable development.

Women Empowerment and Social Well-being: The company is committed to promoting women empowerment through various initiatives. It supports programs focused on enhancing financial literacy, improving health and hygiene, and raising awareness on crucial social and environmental issues.

Environmental Sustainability and Ecological Balance: The company recognizes the importance of environmental sustainability and strives to promote ecological balance. It invests in sustainable livelihood initiatives, including programs for natural resource conservation, afforestation, plantation, and awareness campaigns to protect and preserve the environment.



Education and Skills Development: The company places a strong emphasis on education and skills development. It supports initiatives that provide vocational and livelihood-enhancing skills training programs, nurturing the talent of children and students in various fields, and fostering their holistic development.

Relief and Rehabilitation in Times of Calamities: The company stands ready to support victims of natural calamities and other disasters. It actively participates in relief and rehabilitation programs, providing assistance to affected communities and helping them rebuild their lives.

By actively engaging in these areas, the company aims to make a positive and lasting impact on society, promoting social welfare, environmental stewardship, and sustainable development for the betterment of all.

Communications and Relationship with Shareholders

Envoy Textiles places a strong emphasis on transparency and believes in providing comprehensive information to all stakeholders regarding its activities, performance, and product initiatives. The Company's website, www.envoytextiles.com, serves as a reliable platform that offers a wealth of information, including the annual report, half-yearly report, quarterly report, product offerings, recent announcements, and event updates.

In adherence to the regulations set forth by the Stock Exchanges Listing Regulation 2015, the Company ensures that all required corporate information is readily available on its website. Moreover, the information is regularly updated in a timely manner, ensuring shareholders have access to the most recent and accurate data.

To keep shareholders well-informed, Envoy Textiles diligently reports to them four times a year through quarterly and half-yearly reports, as well as a detailed annual report.

Envoy Textiles is committed to meeting all disclosure requirements stipulated by the Companies Act, 1994, Bangladesh Securities and Exchange Commission, and the Listing Regulations of both Dhaka Stock Exchange PLC and Chittagong Stock Exchange PLC. The Company ensures that all necessary disclosures are made adequately and promptly, maintaining a high standard of compliance and transparency.

Preparation and Presentation of Financial Statements and Directors' Responsibility

In accordance with the Companies Act 1994, the Board of Directors assumes the crucial responsibility of preparing accurate and reliable financial statements for each accounting year. Recognizing the significance of this task, the Board diligently upholds its commitment to maintaining adequate records that effectively safeguard the assets of the Company.

The Board remains steadfast in its dedication to preventing and detecting fraud as well as any other irregularities. This includes implementing robust internal control measures to ensure the integrity and transparency of financial reporting.

In fulfilling their duty, the Directors exercise meticulous care in selecting appropriate accounting policies and consistently applying them. By adhering to these policies, the Company maintains consistency and comparability in its financial statements, promoting a clear understanding of the Company's financial position and performance over time.

The Board of Directors also demonstrates prudence and sound judgment by making reasonable and well-informed assessments and estimates when necessary. These judgments and estimates play a crucial role in ensuring the accuracy and reliability of the financial statements, providing stakeholders with reliable information for decision-making purposes.

Website

The Company maintains an official website that is connected to the websites of the Stock Exchanges. All financial results are regularly published on the Investors Relations Pages of the Company's website, which can be accessed at www.envoytextiles.com.

To address shareholders' queries, Envoy Textiles Limited has established a dedicated Share Department within the Company Secretariat Division. Furthermore, we offer special telephone lines and an email address for handling inquiries. Shareholders can reach out to us by contacting +880-2-41021684-87 ext. 410, 408 or by sending an email to info@envoytextiles.com or najmul.huda@envoytextiles.com or golam.kibria@envoytextiles.com for any questions or concerns they may have.

These measures ensure efficient and accessible communication channels for shareholders, allowing them to seek clarification or express grievances in a timely manner.



REPORT OF THE AUDIT COMMITTEE

To the Shareholders,

The Audit Committee is pleased to present its report for the fiscal year 2024-25. This report outlines the Committee's work in overseeing the Company's financial reporting, ensuring robust internal controls, and maintaining strict compliance with regulatory standards, reflecting our ongoing commitment to transparency and accountability.

Committee Composition and Governance

The Committee comprises six non-executive directors, three of whom are independent, and is chaired by an Independent Director. We operate under a formal charter that aligns with the Bangladesh Securities and Exchange Commission's Corporate Governance Code of 2018 and its subsequent amendments.

Oversight of Financial Reporting

On behalf of the Board of Directors, the Committee conducted a meticulous review of the Company's financial statements. Our evaluation focused on the appropriateness of accounting principles, the reasonableness of management's judgments, and the clarity and completeness of financial disclosures.

Engagement with Auditors

The Committee prioritized detailed discussions with both our internal and external auditors. These meetings, held both with and without management present, covered audit findings, the effectiveness of the Company's internal controls, and the overall quality of financial reporting.

Meetings Held

During the reporting period, the Committee convened five meetings to fulfill its responsibilities.

Key Activities & Focus Areas

Throughout the year, the Committee's key activities included:

1. Financial Reporting

Reviewed the quarterly, half-yearly, and annual financial statements with the Chief Financial Officer and Chief Executive Officer.

Assessed significant changes to accounting policies and practices to ensure compliance with accounting standards and legal requirements.

Recommended the approval of the financial statements to the Board of Directors.

2. Internal Control & Audit

Periodically evaluated the effectiveness of the Company's internal control and internal audit systems.

Reviewed internal audit status reports to ensure management implemented corrective actions based on audit recommendations.

3. External Audit

Provided recommendations on the selection and appointment of the external auditor.

Held discussions with the external auditors on their review of the annual financial statements.

Collaborated with the CEO and CFO to address and resolve findings from the external audit.

Recommended the annual financial statements to the Board for final approval.

By diligently fulfilling its mandate, the Audit Committee plays a pivotal role in upholding the integrity of the Company's financial reporting and strengthening its governance framework. We are confident that our processes provide shareholders with a reliable and transparent view of the Company's financial health.

Respectfully Submitted,

Fakhruddin Ahmed, FCMA, FCA
Chairman, Audit Committee
1 November 2025, Dhaka



NOMINATION & REMUNERATION COMMITTEE REPORT

To the Shareholders,

The Nomination and Remuneration Committee (NRC) is pleased to present its report for the period leading to the 30th Annual General Meeting (AGM). The Committee was constituted by the Board of Directors in accordance with the Bangladesh Securities and Exchange Commission's Corporate Governance Code, affirming our commitment to robust governance in board composition and executive reward.

Mandate and Governance

The NRC's primary mandate is to provide structured oversight and recommendations to the Board on two critical areas:

Board Composition & Succession: Defining the criteria for director appointments, including assessments of qualifications, competencies, and independence.

Remuneration Strategy: Developing and recommending policies for the remuneration of Directors and Senior Executives to ensure they are fair, competitive, and aligned with long-term company performance.

The Committee operates under the formally approved "Policy for Nomination and Remuneration of Envoy Textiles Limited," which is fully aligned with the BSEC Corporate Governance Code.

Period in Review

During the reporting period, the Committee held five meetings to diligently review key agenda items. Our work culminated in a series of formal recommendations to the Board, which are summarized below.

Key Activities and Recommendations

A. Board Governance and Succession

Recommended the retirement and re-appointment of Directors for shareholder approval at the 30th AGM.

Recommended the appointment of a new female Independent Director to enhance the Board's diversity and independent perspective.

B. Senior Executive and Expatriate Management

Provided recommendations on the recruitment of key senior executives.

Assessed and managed the company's expatriate portfolio, including:

The recruitment of a new foreign expatriate.

The renewal of a service contract for an existing expatriate.

The cancellation of work permits for two foreign expatriates.

C. Performance and Remuneration

Reviewed and recommended the annual performance appraisals and corresponding salary increments for the company's top-level executives, ensuring alignment with individual and corporate performance.

The Nomination and Remuneration Committee remains dedicated to ensuring that Envoy Textiles Limited is guided by a capable and diverse Board and that our leadership is rewarded through a fair and strategic framework. We are confident that our work supports the company's sustainable growth and the creation of long-term shareholder value.

Respectfully submitted,

Ambassador Syed Shahed Reza
Chairman
Nomination and Remuneration Committee
1 November 2025, Dhaka



BOARD OF DIRECTOR'S REPORT



DIRECTOR'S REPORT TO THE SHAREHOLDERS

DEAR SHAREHOLDERS:

In accordance with the provisions of Section 184 of the Companies Act, 1994, Rule 14 (and the schedule provided therein) of the Securities and Exchange Rules 2020, and the Bangladesh Securities & Exchange Commission Notification No. BSEC/CMRRCD/2006-158/207/Admin/80 dated 03 June 2018 regarding compliance with the Corporate Governance Code 2018, and subsequent amendment thereon dated: 16 October 2023 No. BSEC/CMRRCD/2009-193/66/PRD/148, the Board of Directors takes great pleasure in submitting its Report to the Shareholders for the year ended 30 June 2025, as outlined in the following paragraphs:

INDUSTRY OUTLOOK

The global denim market is projected to grow steadily, reaching \$76.1 billion by 2026. Bangladesh is brilliantly positioned to capture this growth, having solidified its role as the top denim supplier to the EU and a key player in the US market. This success is driven by massive local investment exceeding Tk 25,000 crore, creating a large-scale, modern manufacturing base.

The future outlook is positive, but strategic shifts are required. The key opportunity lies in moving beyond basic denim production to capture a larger share of the high-value and premium segments. To maintain competitiveness, the industry must focus on achieving greater operational excellence, improving energy efficiency, and fostering a supportive policy environment. By executing this strategy, Bangladesh is poised to transition from a volume leader to a value leader in the global denim industry.

The global denim industry is navigating a period of significant transformation, shaped by evolving consumer preferences and an intensified focus on sustainable, resilient supply chains. In this dynamic landscape, Bangladesh has firmly established itself as a denim manufacturing powerhouse, having been the top denim exporter to the European Union since 2017. Today, one out of every three people in the EU wears denim pants produced in our country, a testament to our scale and

reliability. This leadership extends to key markets worldwide, with Bangladesh surpassing China as a leading supplier to both the EU and the United States.

The foundation for this success is built upon substantial local investment, which now exceeds Tk 25,000 crore in the denim segment. This capital infusion has expanded our manufacturing base from around 12 mills a decade ago to 42 modern mills with an annual production capacity of over 900 million metres of denim fabric. This strategic capacity enhancement positions Bangladesh perfectly to capture a larger share of the expanding global denim market, which is projected to grow from \$64.5 billion to \$76.1 billion by 2026 at a robust annual rate of 4.8%. Our local exporters, currently supplying nearly \$5 billion worth of denim products worldwide, are poised to benefit directly from this growth, especially as demand continues to rise due to fashion trends emphasizing comfort and flexibility.

The outlook is further strengthened by growing confidence from global buyers. Beyond the traditional EU and US markets, new destinations such as India, Japan, Latin America, and the Middle East are emerging as promising growth frontiers. Besides, Bangladesh is rapidly shedding its image as a low-cost hub and is now regarded as a strategic partner by major brands like Levi's, H&M, and Zara. This shift is underpinned by our world-leading commitment to sustainability, with over 200 LEED-certified green factories—many dedicated to denim—employing advanced technologies like laser finishing and waterless dyeing to meet stringent environmental standards.

Looking ahead, our strategic focus must be on moving up the value chain. While we dominate the volume-driven basic denim segment, a significant opportunity lies in capturing a larger share of the high-value and premium denim markets. Our counter-strategy must be to balance production between basic and high-end items, continuously improving our capabilities in design and complex washes to gain buyer trust for these more lucrative orders. Concurrently, achieving operational excellence is paramount. We must enhance workforce and machinery efficiency and



implement strategic energy-saving interventions to mitigate operational costs and navigate the unstable energy scenario. The current banking environment also necessitates supportive government policies and a collaborative, unified approach as a nation to maintain our international competitiveness.

The industry's trajectory is profoundly positive. By leveraging our scale, investing in innovation, and driving operational efficiency, we are confident that Bangladesh is well-positioned not only to ride the wave of global growth but to actively shape the future of denim, delivering enhanced value to our shareholders and reinforcing our position as the world's denim leader.

THE STATE OF THE COMPANY'S AFFAIRS

- **100% export-oriented LEED Platinum denim fabric manufacturer with Rope Dyed Technology, commenced commercial operation in 2008**
- **Installed production capacity of 52 million yards of denim fabrics per annum**
- **State-of-the-art Spinning Plant with a capacity of 25,000 MT of cotton yarn per year, commenced operations in 2016**
- **Blended yarn production plant, started commercial operation in 2023, with a capacity of 4,200 MT of yarn per year, using a significant proportion of cotton substitute raw materials.**

Envoy Textiles Limited is a 100% export-oriented denim fabric manufacturer and the first denim project in Bangladesh to employ Rope Dyed Technology. The company currently has an installed production capacity of 52 million yards of denim fabrics per annum.

A remarkable milestone for the company is its achievement of the LEED (Leadership in Energy and Environmental Design) Platinum score. This notable distinction sets Envoy Textiles apart as the first textile manufacturer in Bangladesh and the world's first denim manufacturer to reach such an environmental standard. The LEED Platinum score reflects the company's unwavering commitment to ensuring a workplace that prioritizes maximum environmental safety.

Since its commercial operation in 2008, the company has experienced significant growth. It began its commercial operations with an initial production capacity of 16 million yards per annum. However, through strategic expansion efforts, Envoy Textiles has effectively multiplied its capacity by more than threefold.

Presently, the company's optimal running capacity exceeds its installed capacity. Its product offerings span a wide range of denim fabrics, catering to different recipe variations, colors, and shades, ranging from 4.5 oz to 14.75 oz. Envoy Textiles prides itself on its dedication to product development, constantly leveraging research and innovation to meet the needs of the upper market segment.

In addition to its denim manufacturing capabilities, Envoy Textiles operates its own state-of-the-art Spinning Plant for the production of Cotton Yarn. This plant, located within the same compound as the Denim Factory in Bhaluka, Mymensingh, boasts a production capacity of 25,000 MT of yarn per year. Since its commercial operation commenced towards the end of 2016, the Spinning Plant has effectively utilized its installed capacity. The majority of the yarn produced is consumed in-house, demonstrating the company's vertical integration and self-sufficiency.

The company has recently established a blended yarn project, which involves producing yarn using a significant proportion of cotton substitute raw materials. In recent decades, there has been a rise in the share of man-made fibers compared to natural fibers.

The project commenced commercial operation on 1 April 2023, with a capacity of 4,200 MT yarn production per year. The project is equipped with state-of-the-art European and Japanese machinery, and the production facility occupies a floor space of 75,000 square feet within the existing factory premises. Approximately 60 to 70% of the production is utilized internally for denim production, with the remaining portion allocated to the deemed export market.



Production Capacity versus actual Production for last five years in operation:

Particulars	2024-25	2023-24	2022-23	2021-22	2020-21
Denim Fabrics Production Unit 1 & 2 (combined):					
Installed Production Capacity (in million yard)	52.00	52.00	52.00	52.00	52.00
Actual Production (in million yard)	54.87	38.80	33.31	49.00	37.05
Capacity Utilized (in percentage)	105.52	74.61	64.20	94.23	71.25
Numbers of Loom Machine in Operation	384	384	384	384	384
Spinning Unit (Yarn Production):					
Installed Production Capacity (in million kg)	25.00	25.00	25.00	25.00	24.00
Actual Production (in million kg)	25.88	23.82	21.59	24.16	22.11
Capacity Utilized (in percentage)	103.53	95.28	86.38	96.65	92.13
Blended Yarn Production Unit:					
Installed Production Capacity (in million kg)	4.20	4.20	4.20		
Actual Production (in million kg)	4.32	3.87	0.5*		
Capacity Utilized (in percentage)	102.77	92.19	47.71		

* Production of 3 months

RISKS AND CONCERNS

The growth of the Bangladesh Denim Industry, being an export-oriented sub-sector, is heavily reliant on the economic stability of importing countries. However, several factors pose significant risks to the industry's survival and competitiveness. These include the possibility of an economic recession, volatile cotton prices in the international market, infrastructural bottlenecks, strict government policies on textile exports, and political unrest, all of which expose the industry to systematic risks. The ongoing gas crisis and frequent energy price hikes further exacerbate the challenges faced by the industry, making it difficult to remain competitive.

Besides, the turmoil in the Red Sea has resulted in a significant rise in sea freight costs, rendering business operations more expensive for local manufacturers. Moreover, the global demand for denim products has experienced a notable decline owing to the economic recession. These factors exacerbate the industry's challenges.

To address these risks and concerns, the company is proactive in implementing systematic controls. One significant market risk is the competition faced from established manufacturers in countries such as China, India, Pakistan, Cambodia, and Vietnam. India and Pakistan, in particular, have become attractive to international buyers due to their devalued local currencies against the US dollar and cost advantages resulting from their cotton production. Moreover, Pakistan enjoys a GSP

facility in the EU market. As the cost of manufacturing in China rises, buyers are increasingly considering more cost-efficient alternatives like Bangladesh.

However, the Bangladesh Denim Textile Industry has a competitive advantage. With a well-developed garment infrastructure and a continuous focus on upgrading the skills of human resources, the industry is capable of producing high-quality and cost-competitive products.

Demand risk is another concern, as the expected growth in demand for denim products is not being met. The younger generation's preference for electronic gadgets over fashionable denim wear, as well as seasonal variations in demand due to climate changes, have contributed to this situation. Financial risk exists, and the company acknowledges the uncertainties associated with the use of estimates in the preparation of financial statements, as disclosed in the Financial Statements.

The volatility of cotton prices in the world market presents a raw material price risk. To mitigate this risk, the company procures cotton during the harvesting period, ensuring sufficient stock to cover price fluctuations throughout the year.

Foreign exchange risk is minimal, as payment for raw materials is set-off by export proceeds in the same foreign currency. Any fluctuations in foreign exchange rates are adjusted through natural hedges.



OPERATIONAL PERFORMANCE

The Company operates in the production of denim fabrics and yarns, offering a wide range of options including diverse recipes, colors, weights, and fashion variations. This product line represents the entirety of our business.

Our revenue is derived from multiple sources. The core revenue stream is generated through deemed exports, achieved by supplying export-oriented local Ready-Made Garments (RMG) against back-to-back Letters of Credit (LC). Also, we directly export fabrics to over 15 countries, which constitutes approximately 7-15% of our total production.

Furthermore, a portion of our revenue comes from various sources. We receive cash incentives from the government as a reward for our export activities. This provides an additional boost to our earnings. There is insignificant revenue generated from the sale of sample fabrics, wastage, or stock

fabric sales. We also engage in exporting dyed yarn through export-oriented local knit RMG, contributing to our overall revenue.

As an export-oriented company, we recognize any gains or losses resulting from foreign exchange fluctuations in a separate category within our revenue. This allows us to account for the impact of currency fluctuations on our financials accurately.

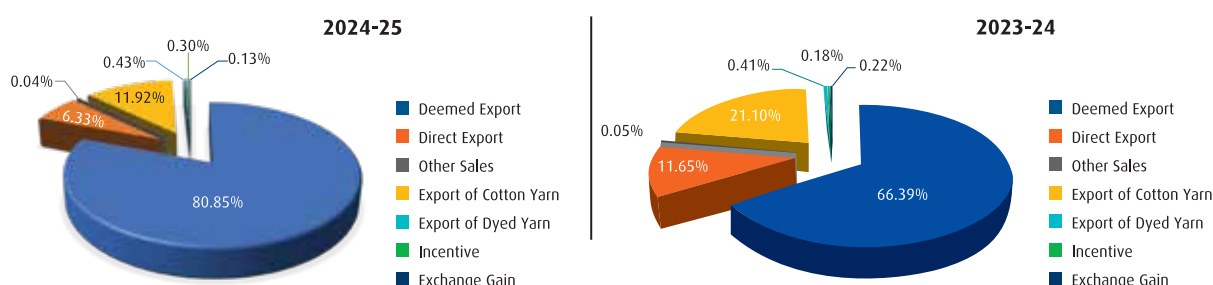
In terms of our yarn production, approximately 25-30% of the yarn manufactured at our Spinning Unit is exported to local export-oriented denim fabric manufacturers. This enables us to diversify our revenue streams and cater to the specific needs of these manufacturers.

Our revenue segment showcases the breadth of our operations, from deemed exports and direct fabric exports to various auxiliary revenue sources and strategic partnerships within the textile industry.

Revenue performance (in million BDT)

Revenue	2024-25	In%	2023-24	In%	Difference	In %
Deemed Export	15,057.91	80.85	9,468.01	66.39	5,589.90	39.20
Direct Export	1,179.11	6.33	1,660.90	11.65	(481.79)	(3.38)
Other Sales	7.20	0.04	6.90	0.05	0.29	0.00
Export of Cotton Yarn	2,220.55	11.92	3,008.81	21.10	(788.26)	(5.53)
Export of Dyed Yarn	80.57	0.43	58.69	0.41	21.88	0.15
Export Cash Subsidy	55.02	0.30	26.05	0.18	28.97	0.20
Exchange Fluctuation Gain	24.45	0.13	32.02	0.22	(7.57)	(0.05)
Total	18,624.80	100	14,261.38	100	4,363.42	30.60

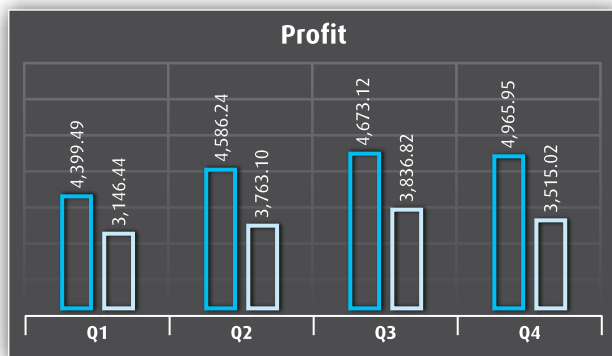
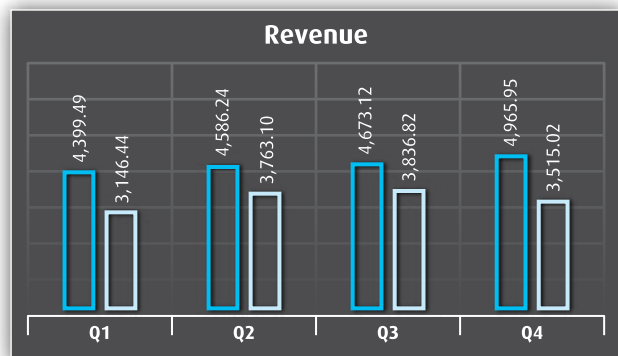
Revenue Segment in Graph





Comparison of Quarter to Quarter Results (2024-2025 Vs. 2023-2024)

Particulars	Q1		Q2		Q3		Q4	
	2024-25	2023-24	2024-25	2023-24	2024-25	2023-24	2024-25	2023-24
Revenue (in million BDT)	4,399.49	3,146.44	4,586.24	3,763.10	4,673.12	3,836.82	4,965.95	3,515.02
Revenue Comparison with the same period of the previous year (in percentage)	39.82		21.87		21.80		41.28	
Gross Profit (in million BDT)	781.97	450.59	826.80	487.38	882.70	668.21	1,035.05	703.79
Gross Profit Comparison with the same period of the previous year (in percentage)	73.54		69.64		32.10		47.07	
Net profit (in million BDT)	253.34	108.27	347.96	134.43	409.94	197.11	397.48	160.58
Net Profit Comparison with the same period of the previous year (in percentage)	133.98		158.85		107.97		147.53	
NP Margin Ratio (in percentage)	5.76	3.44	7.59	3.57	8.77	5.14	8.00	4.57



Quarter-by-Quarter Performance Analysis

The following report provides a detailed, quarter-by-quarter analysis of our performance, highlighting the drivers behind our success and the strategic context for our investments.

First Quarter:

The year began with explosive growth, setting a confident tone for the quarters to follow.

- **Revenue Growth: 39.82% (BDT 4,399.49 million vs. BDT 3,146.44 million)**
- **Gross Profit Growth: 73.54%**
- **Net Profit Growth: 133.98%**

The growth was primarily fueled by a significant increase in export orders and a favorable foreign currency exchange rate. Our strategies for export competitiveness and effective management in a dynamic global market proved highly successful.

The growth in Gross Profit significantly outpaced revenue, indicating enhanced production efficiency and improved capacity utilization.

Second Quarter:

We maintained strong, double-digit growth while laying the groundwork for future expansion.

- **Revenue Growth: 21.87% (BDT 4,586.24 million vs. BDT 3,763.10 million)**
- **Gross Profit Growth: 69.64%**
- **Net Profit Growth: 158.85%**

Growth was driven by our enhanced international market positioning and expansion into new customer segments. We continued to reap the benefits of economies of scale and cost-saving initiatives. It is important to note that this quarter saw a rise in financial expenses, a conscious decision to fund project expansion and production enhancement



Third Quarter:

Amidst rising global input costs, our operational resilience ensured continued high growth.

- **Revenue Growth: 21.80% (BDT 4,673.12 million vs. BDT 3,836.82 million)**
- **Gross Profit Growth: 32.10%**
- **Net Profit Growth: 107.97%**

This quarter demonstrated our ability to thrive despite external pressures. Strong international demand and successful expansion strategies drove revenue. The solid Gross Profit growth, achieved in a challenging cost environment, is a testament to our energy efficiency initiatives and strategic raw material procurement.

Fourth Quarter:

We finished the year with our strongest quarterly revenue growth, a fitting end to a record-breaking year.

- **Revenue Growth: 41.28% (BDT 4,965.95 million vs. BDT 3,515.02 million)**
- **Gross Profit Growth: 47.07%**
- **Net Profit Growth: 147.53%**

The sharp revenue acceleration was driven by strong demand and successful year-end commercial strategies. While we achieved tremendous profit growth, this quarter also revealed some emerging cost pressures, particularly in factory overhead and gas bills. Besides, a strategic increase in Selling & Distribution expenses points to our continued

investment in marketing and logistics to secure future growth. Most importantly, we successfully managed our financial expenses downward compared to the previous quarter.

The FY 2024-25 results are a clear validation of our long-term strategy. Our focus on export diversification, operational efficiency, and strategic global expansion has yielded outstanding returns.

As we look at FY 2025-26, we are mindful of the evolving economic landscape, including global inflationary pressures and fluctuations in currency markets. However, we enter the new year from a position of strength. The investments we have made—from our new US liaison office to our production enhancement projects—have positioned us for sustained growth.

Our priorities moving forward will be:

- 1. Managing Operational Costs:** Mitigating the impact of rising input and energy costs through continued efficiency drives.
- 2. Integrating Strategic Investments:** Ensuring our recent expansions in marketing and production deliver their full potential.
- 3. Prudent Financial Management:** Optimizing our capital structure to manage debt costs effectively while funding profitable growth.

Our entire team is committed to building on this year's incredible momentum, navigating challenges with agility, and delivering continued value and growth.

Cost Analysis

figures in million BDT, except mentioned in otherwise

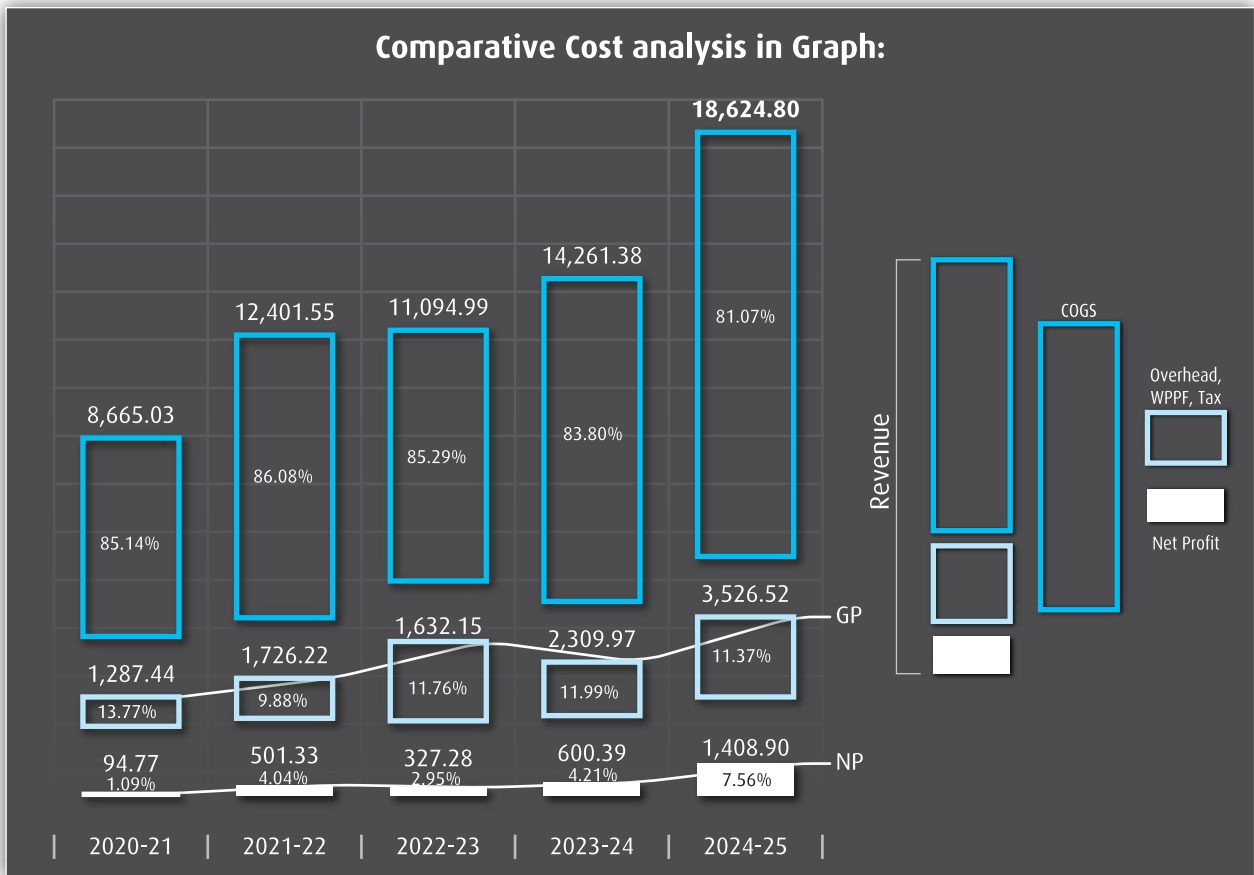
Particulars	2024-25	2023-24	2022-23	2021-22	2020-21
Cost of Raw Materials	11,817.27	8,919.40	7,762.21	8,227.44	5,004.76
Other Production Overhead	3,412.42	2,812.51	2,340.05	2,394.14	2,327.65
Total Cost of Production	15,229.69	11,731.91	10,102.26	10,621.58	7,332.41
Cost per Yard in BDT	242.06	237.22	194.40	189.92	161.61
% of Raw Materials Cost to Production:	77.59	76.03	76.84	77.46	68.25
Cost of Goods Sold (COGS)	15,098.28	11,951.41	9,462.84	10,675.33	7,377.86
Revenue	18,624.80	14,261.38	11,094.99	12,401.55	8,665.30
% of COGS to Revenue	81.07	83.80	85.29	86.08	85.14
Gross Profit (GP)	3,526.52	2,309.97	1,632.15	1,726.22	1,287.44
GP Ratio	18.93%	16.20%	14.71%	13.92%	14.86%
Net Profit after Tax	1,408.90	600.39	327.28	501.31	94.77
NP Ratio	7.56%	4.21%	2.95%	4.04%	1.09%



Unit Cost Calculation

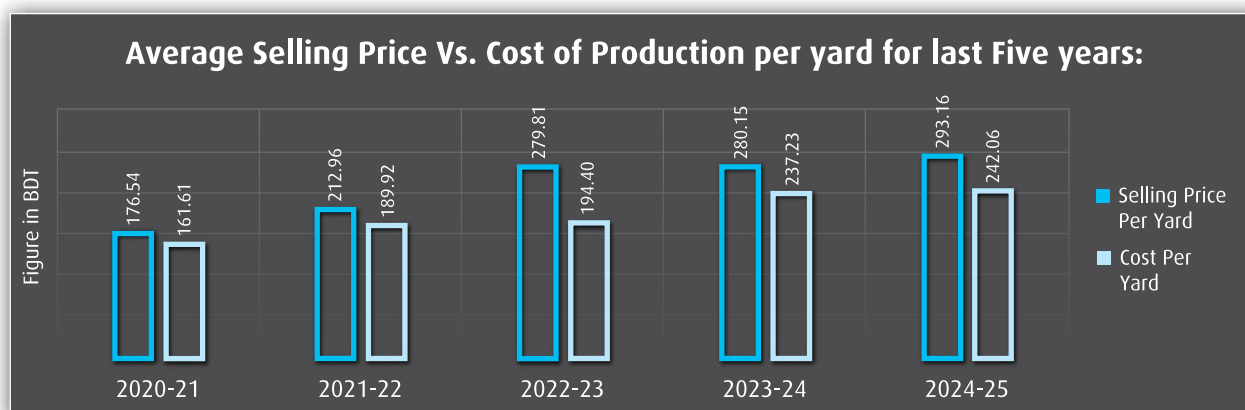
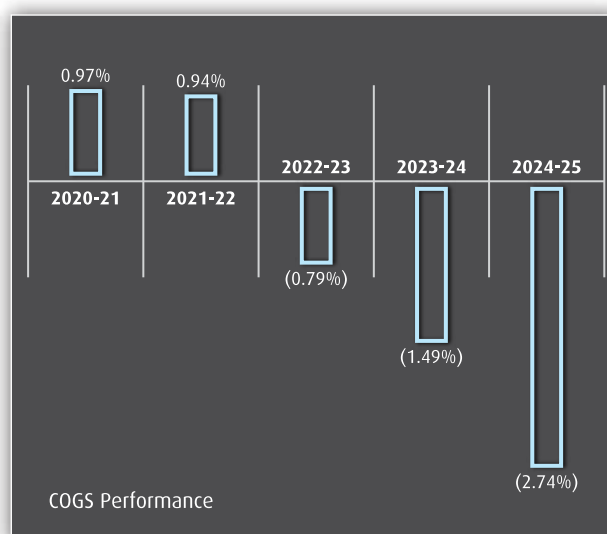
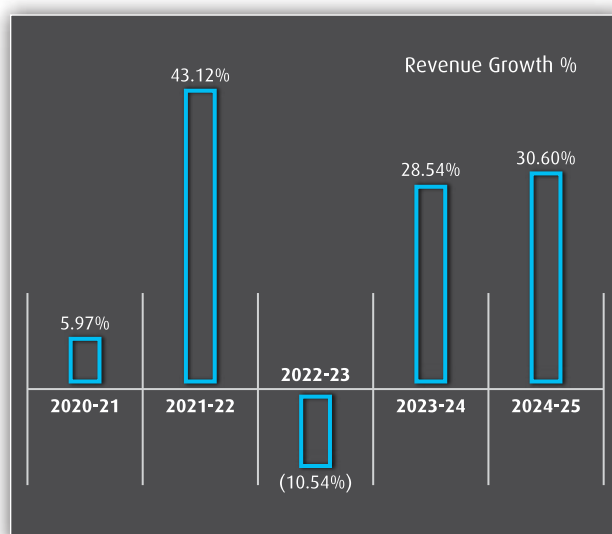
	2024-25
Total COGS- (in million BDT)	15,098.28
(Less) Proportionate Cost of Yarn Export Sale- (in million BDT)	1,816.32
COGS for Fabric- (in million BDT)	13,281.96
Fabric sold during the year- (in million yard)	54.87
Cost Per Yard of Fabric (in BDT)	242.06

Comparative Cost analysis in Graph:



Revenue Growth Vs. COGS

Particulars	2024-25	2023-24	2022-23	2021-22	2020-21
Revenue (in million BDT)	18,624.80	14,261.38	11,094.99	12,401.55	8665.3
Revenue Growth Rate	30.60%	28.54%	(10.54%)	43.12%	5.97%
COGS (in million BDT)	15,098.28	11,951.41	9,462.84	10,675.33	7377.86
% of COGS to Revenue	81.07%	83.80%	85.29%	86.08%	85.14%
COGS Performance	(2.74%)	(1.49%)	(0.79%)	0.94%	0.97%



Significant Events Relating to Financial Operating Results

This year has been one of exceptional performance and strategic achievement, marked by significant growth in revenue and profitability, underscoring the resilience and operational excellence of your company.

The global demand for our core products,

particularly denim fabrics, created a favorable market environment. More importantly, our ability to not only meet but exceed this demand through superior operational execution and strategic cost management has translated these opportunities into outstanding financial results. The following report provides a detailed analysis of our performance compared to the previous year.

Financial Performance at a Glance (All figures in Million BDT, unless stated otherwise)

Key Performance Indicators	2024-25	2023-24	Change
Revenue	18,624.80	14,261.38	+30.60%
Gross Profit	3,526.52	2,309.97	+52.67%
Net Profit After Tax	1,408.90	600.39	+134.66%
Earnings Per Share (EPS)	8.40	3.58	+134.66%
Net Asset Value (NAV) Per Share	58.32	51.93	+12.30%



Detailed Analysis of Financial Results

Exceptional Revenue Growth

Revenue surged to BDT 18,624.80 million, a remarkable growth of 30.60% from the previous year. This was primarily fueled by a surge in international demand for denim fabrics. Our manufacturing units rose to the occasion, operating beyond their installed capacity and achieving over 100% capacity utilization. Fabric sales volume grew by an impressive 39.40%, with denim fabric sales increasing to 55.41 million yards from 39.75 million yards in the previous year, reflecting our ability to capitalize on favorable market conditions.

Enhanced Profitability and Strategic Margin Expansion

The most significant achievement this year is the substantial expansion of our profit margins, driven by strategic cost management.

Gross Profit Margin: Gross Profit increased by 52.67% to BDT 3,526.52 million. The Gross Profit Ratio improved to 18.95% from 16.20%. This 2.75 percentage point improvement was a key driver of profitability.

Strategic Cost Efficiency: We achieved a significant improvement in cost efficiency, with COGS as a percentage of revenue declining to 81.07% from 83.80%. This was primarily due to strategic procurement that secured lower raw material costs and the powerful benefit of scale from our increased production volume. These gains effectively offset headwinds from increased gas tariffs, demonstrating our ability to manage costs proactively in a dynamic environment.

Net Profit Margin: Net Profit After Tax skyrocketed by 134.66% to BDT 1,408.90 million. The Net Profit Ratio recorded a significant increase, rising to 7.56% from 4.21%. This powerful conversion of top-line growth into bottom-line results demonstrates our enhanced operational efficiency and effective overall cost control.

Prudent Financial Management

Financial expenses increased by 11.59% to BDT 1,375.31 million. It is important to view this increase in the context of our growth. This rise is attributable to financing strategically secured for our project expansion and production

enhancement initiatives. While interest rates have risen, these investments are essential for scaling our operations to meet future demand. The fact that we achieved a 134.66% growth in net profit despite this increase is a strong indicator that the return on these invested funds is highly positive.

The record profitability has directly fortified our balance sheet and enhanced value for our shareholders.

- **Earnings Per Share (EPS):** EPS increased to BDT 8.40, up from BDT 3.58, reflecting the substantial growth in earnings attributable to each shareholder.
- **Net Asset Value (NAV) Per Share:** NAV per share grew by 12.30% to BDT 58.32, indicating a stronger underlying financial foundation driven by accumulated retained earnings.
- **Net Operating Cash Flow Per Share (NOCFPS):** Increased to BDT 4.77 from BDT 3.68. This demonstrates that our core business operations are generating more robust cash flows, ensuring operational liquidity and financial stability through improved collections and working capital management.

The fiscal year 2024-25 has been a landmark period for your company. We successfully capitalized on strong market demand, optimized our operations to unprecedented efficiency levels, and significantly improved our profitability metrics. The dramatic rise in Net Profit and the strengthened financial position are a clear validation of our business strategy and the dedication of our team.

While we remain mindful of global economic uncertainties, fluctuating exchange rates, and inflationary pressures, we enter the new fiscal year with robust operational momentum and great confidence. We are committed to building on this success by continuing to focus on innovation, operational excellence, and strategic growth to deliver sustained value to our shareholders.

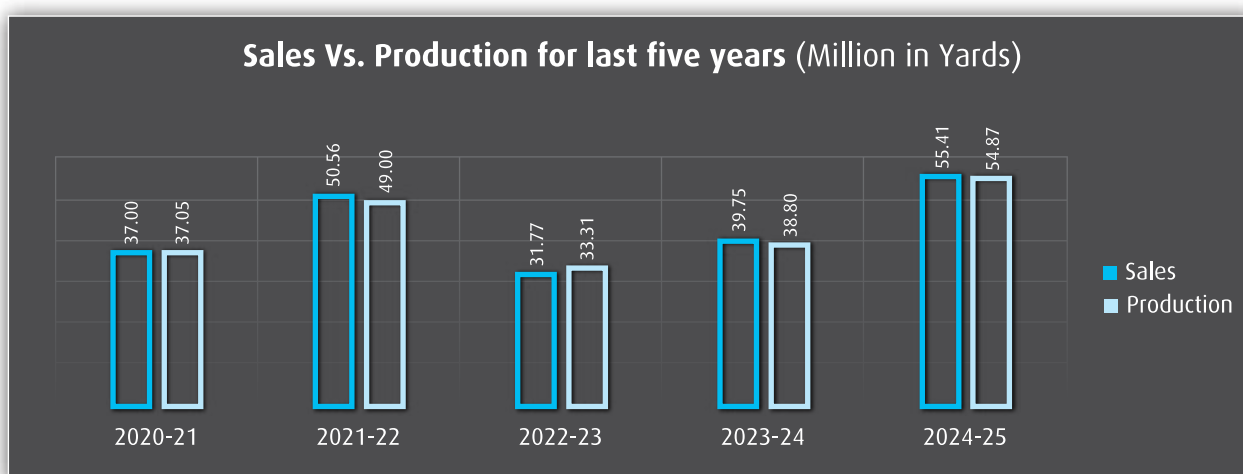


MARKETING OPERATION

Sales of Fabrics

in million yards

	2024-25	2023-24	2022-23	2021-22	2020-21
Deemed Export- Local RMG	51.41	34.42	25.39	40.78	26.63
Direct Export- International Market	3.50	5.28	6.34	9.74	10.32
Others Fabrics Sales	0.50	0.047	0.039	0.035	0.055
Total Sales of Fabrics	55.41	39.75	31.77	50.56	37.00



Selling Price Per Yard of Fabric

all figures are in BDT

	2024-25	2023-24	2022-23	2021-22	2020-21
Deemed Export- Local RMG	292.90	275.07	269.45	205.25	168.93
Export/Direct International Market	334.56	314.56	321.64	245.55	196.57
Others Fabrics Sales	160.00	146.81	170.00	155.00	84.50
Weighted Average Selling Price per Yard	293.16	280.15	279.81	212.96	176.54

Fabrics Sales

all figures are in million BDT

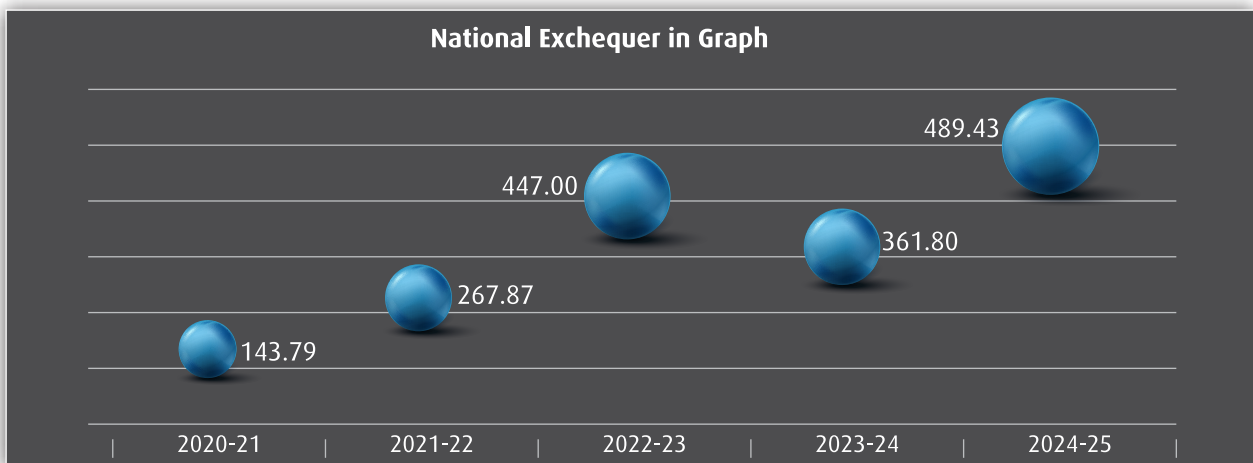
	2024-25	2023-24	2022-23	2021-22	2020-21
Deemed Export- Local RMG	15,057.91	9,468.01	6,841.42	8,369.93	4,498.66
Export- International Market	1,179.10	1,660.90	2,041.48	2,391.62	2,028.59
Others Fabrics Sales	7.20	6.90	6.63	5.51	4.65
Total Sales	16,244.21	11,135.81	8,889.53	10,767.06	6,531.90



CONTRIBUTION TO NATIONAL EXCHEQUER

all figures are in million BDT

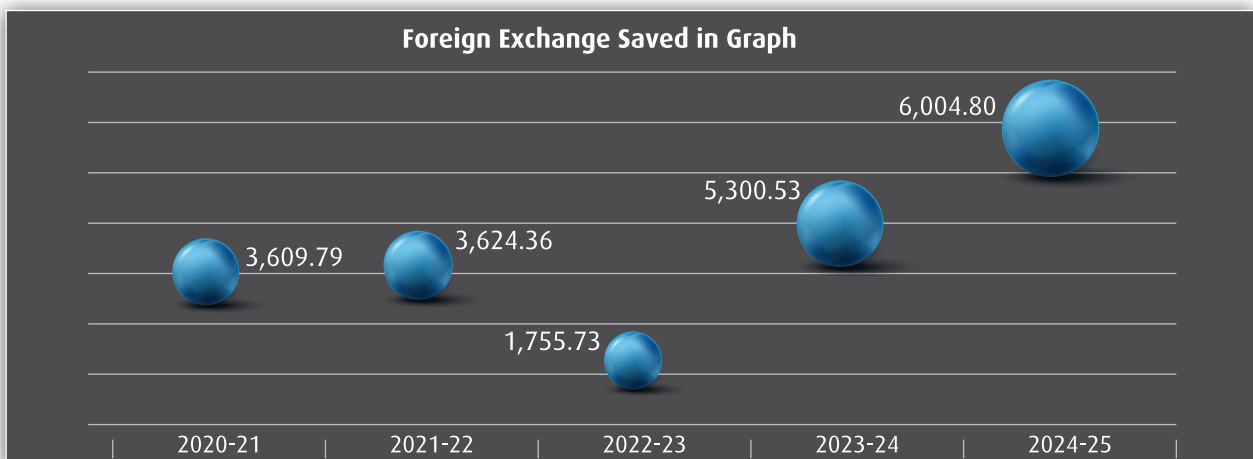
	2024-25	2023-24	2022-23	2021-22	2020-21
Corporate Income Tax	255.48	141.73	171.06	118.64	57.76
Advance Income Tax (TDS)	130.23	137.09	58.68	58.85	56.14
VAT	17.52	11.61	8.06	8.14	4.96
Import Duty	78.38	69.41	208.16	75.79	23.35
Stamp Duty	5.85	0.35	0.31	0.53	0.57
Licence Fees etc.	1.98	1.60	0.73	5.92	1.04
Total	489.43	361.80	447.00	267.87	143.79



FOREIGN EXCHANGE EARNED/SAVED

all figures are in million BDT

	2024-25	2023-24	2022-23	2021-22	2020-21
Export Earnings	18,562.59	14,196.41	10,778.30	12,050.98	8,329.17
Import Cost:					
Raw Material Yarn	3,144.09	213.58	894.26	2,162.86	460.53
Raw Material Cotton	7,971.48	7,655.17	6,694.25	4,611.43	3,248.13
Raw Material Dyes & Chemical	1,381.04	973.55	1,168.74	1,437.91	865.59
Spare Parts	2.46	2.09	199.23	188.97	119.64
Miscellaneous	58.72	51.49	66.07	25.45	25.48
Net Export Earned/ Saved	6,004.80	5,300.53	1,755.73	3,624.36	3,609.79



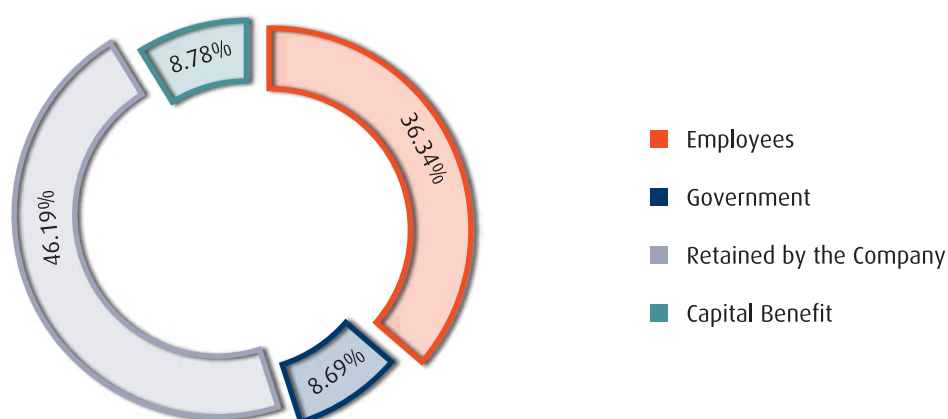


VALUE ADDED STATEMENT

all figures are in million BDT

Particulars	30 June 2025 Amount	30 June 2024 Amount
Source of Fund:		
Net Sales Revenue	18,624.80	14,261.38
Less: Purchase of Raw Materials and Services	(14,786.72)	(11,142.52)
Other Income	(17.26)	48.15
Total	3,820.82	3,167.02
Application of Fund:		
Employees		
Salary, Wages and Other Benefits	1,308.45	1,041.30
Contribution to Workers Profit Participation Fund	80.10	35.81
	1,388.55	1,077.11
Government		
Corporate Income Tax	245.95	141.73
Other Government Duties	86.20	644.53
	332.15	786.26
Capital Benefit		
Cash Dividend	335.45	502.18
Retained by the Company		
Depreciation & Ammortization	678.92	703.26
Retained Earnings	1,085.75	98.21
	1,764.67	801.47
Total	3,820.82	3,167.02

Distribution of value addition in FY 2024-2025





CORPORATE AND FINANCIAL REPORTING FRAMEWORK

The Directors, in accordance with BSEC Notification No. BSEC/CMRRCD/2006-158/207/Admin/80 dated 03 June 2018, confirm compliance with the financial reporting framework for the following:

- a. The financial statements prepared by the management of Envoy Textiles 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 the 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), and Bangladesh Financial Reporting Standards (BFRS), as applicable in Bangladesh, have been followed in the preparation of financial statements, and any departure therefrom 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 the operational performance paragraph in this report.
- g. There was no significant variance between the quarterly and the annual financial performance of the company during the year 2024-25.
- h. There were no items of an unusual nature requiring separate disclosure during the fiscal year 2024-25. However, an unrealized currency fluctuation loss of BDT 19.74 million was recorded under 'Other Income,' and this loss is considered to have arisen from the normal course of business operations.

- i. There were related party transactions during the year 2024-25, which are disclosed in note no. 37.00 of the financial statements.

EXTERNAL AUDITORS REPORT

We hereby confirm that the statutory auditors have issued an unqualified and unmodified audit report on the company's financial statements for the financial year 2024-25. The auditors' report contains no qualified opinion, disclaimer of opinion, adverse opinion, or 'Emphasis of Matter' paragraph.

KEY OPERATING AND FINANCIAL DATA

Key operating and financial information for the last five years, as per the requirement of condition 1(5)(xix) of BSEC Notification No. BSEC/CMRRCD/2006-158/207/Admin/80 dated 03 June 2018, is presented in 'Annexure I' titled 'Key Operating and Financial Data.'

DECLARATION

The declaration by the CEO and the CFO to the Board, as required under condition No. 3(3) of BSEC Notification, Ref No. # BSEC/CMRRCD/2006-158/207/Admin/80 dated 3 June 2018, has been disclosed in 'Annexure II'.

SHAREHOLDING PATTERN

The shareholding patterns of the Company as of 30 June 2025 are stated in 'Annexure III' of this report, as required by condition 1(5)(xxiii) of the BSEC Notification dated 03 June 2018.

BOARD MEETING, ATTENDANCE & REMUNERATION TO THE DIRECTORS

During the year ended 30 June 2025, a total of Ten (10) Board Meetings were held, and the attendance by the Directors is summarized in 'Annexure IV' of this report. The fees and remuneration paid to the Directors during the year 2024-25 have been mentioned in Note 38.01 and 38.02 of the Financial Statements.

PROPOSED DIVIDEND

The Board has recommended a cash dividend rate of 30% for the year ended 30 June 2025, which is subject to approval in the 30th Annual General Meeting.



STOCK DIVIDEND

The Board has decided not to recommend any stock dividend for the year ended 30 June 2025. This is to confirm that no bonus shares or stock dividends have been declared by the Board as interim dividends during the year 2024-25.

UNCLAIMED DIVIDEND

In compliance with condition 3 (vii) of BSEC Directive, vide Ref. No. BSEC/CMRRCD/2021-386/03 dated 14 January 2021, we have enclosed the summary of Unclaimed Dividends up to the year 2021 in 'Annexure X'. For detailed information, please visit our website where the complete details are available.

DISTRIBUTION OF PROFIT

The Board of Directors has put forth a recommendation for the allocation of profits, taking into account a steady dividend payout ratio. The details are as follows:

- a) Net Profit after Tax for the fiscal year ending on June 30, 2025: Tk. 1,408,895,471.00
- b) Proposed Cash Dividend (subject to tax deduction): Tk. 503,204,301.00
- c) Retained Earnings: Tk. 905,691,170.00

DIRECTORS RE-APPOINTMENT

Based on the recommendation of the Nomination & Remuneration Committee and in accordance with the provisions outlined in Articles 125 and 126 of the Company's Articles of Association, the Board, during its 246th meeting held on 25 September 2025, has proposed the retirement by rotation of the current Directors, namely Mrs. Sumayyah Ahmed; Mr. Sunil Daulatram Daryanani, and Mr. Md. Moin Uddin, at the upcoming 30th Annual General Meeting. It was further suggested that they be considered for reappointment by re-election as Directors of the Company, as they meet the eligibility criteria for such positions.

The brief resumes of the appointee Directors are enclosed as 'Annexure V', in compliance with Provision 1(5)(xxiv) of the BSEC Notification dated 3rd of June 2018

APPOINTMENT OF A FEMALE INDEPENDENT DIRECTOR

The Board of Directors, at its 246th meeting on 25 September 2025, appointed Professor Tanzina Haque, FCMA, as an Independent Director for a three-year term.

In line with the company's commitment to upholding the highest standards of corporate governance and bringing diverse expertise to the Board, the Nomination and Remuneration Committee (NRC), at its 28th meeting held on 9 August 2025, conducted a thorough review of Professor Haque's credentials. Following this detailed assessment, the NRC unanimously recommended her appointment.

To ensure full regulatory compliance, an application seeking the necessary approval for this appointment, along with all supporting documents, was submitted to the Bangladesh Securities and Exchange Commission (BSEC). We are pleased to report that the BSEC has granted its formal consent for this appointment.

Professor Haque is a distinguished academic and a seasoned professional. She is a Professor at the University of Dhaka with over 21 years of teaching experience in the Department of Accounting and Information Systems. Her academic qualifications include a Master of Business Administration from the University of Dhaka and a Master of International Business from the University of Melbourne, Australia. Furthermore, she is a Fellow Cost and Management Accountant (FCMA), a testament to her professional excellence.

The Board has confirmed that Professor Haque meets all the stipulated requirements for an Independent Director under the BSEC Code and has fulfilled all necessary compliance obligations.

In accordance with the BSEC notification and relevant laws, this appointment is now presented to the esteemed shareholders for their valuable confirmation at the upcoming 30th Annual General Meeting (AGM).



AUDITORS APPOINTMENT

M/S K.M. Hasan & Co., Chartered Accountants, has carried out the audit of Accounts of the Company for the year 2024-2025, and completed third year of audit. They are not eligible for reappointment for more than three consecutive years, in accordance with the provision of BSEC Order No. BSEC/CMRRCD/2006-158/208/Admin/81 dated 20 June 2018 and Regulation 15(3) of the Stock Exchange (Listing) Regulations, 2015.

Upon recommendation of the Audit committee, the Board of the Directors at its 246th meeting held on 25 September 2025 proposed M/S MABS & J Partners, Chartered Accountants, SMC Tower (Level 5 & 7), 33, Banani C/A, Dhaka-1213 appointed for the year 2025-2026 until conclusion of 31st Annual General Meeting of the Company, to be appointed at a remuneration of Taka 450,000.00 (Taka Four Hundred Fifty Thousand) only.

They will hold office until the conclusion of the 31st Annual General Meeting of the Company and will audit the accounts for the year ending on 30 June 2026.

The appointment of the auditor will be presented for approval by the members at the 30th Annual General Meeting.

APPOINTMENT OF PROFESSIONAL ACCOUNTANT/ SECRETARY

In order to obtain a certificate of compliance with the corporate governance code set by the Bangladesh Securities & Exchange Commission (BSEC) for the year 2025-26, it is necessary to appoint a practicing Professional Accountant/ Secretary to conduct a compliance audit.

Based on the recommendation of the Audit Committee, the Board has proposed the appointment of M/S Quazi Sabnam & Associates House # 151/5, Block # 13, Monipuripara, Farmgate, Tejgaon, Dhaka-1215 to conduct the compliance audit for the year 2025-2026 at a remuneration of Taka 50,000.00 (Taka Fifty Thousand) only.

The appointment of the Corporate Governance Compliance Auditor will be presented for approval by the members at the 30th Annual General Meeting.

INDEPENDENT VOTING SCRUTINIZER

According to BSEC Directives no. BSEC/CMRRCD/2009-193/08 dated 10 March 2021, the company has appointed M/S Mohammadullah & Associates, Suite: B6, Samata Tower, House: 47/B, Road: 2, Chand Housing, Mohammadpur, Dhaka-1207 as an Independent Voting Scrutinizer during its 248th Board meeting held on 2 November 2025. The purpose of this appointment is to ensure a fair and transparent election process and to authenticate voting results for the 30th Annual General Meeting, which to be conducted via a hybrid platform.

INDEPENDENT SERVICE PROVIDER

According to BSEC Directives Ref. No. BSEC/CMRRCD/2009-193/08 dated 10 March 2021, the company has appointed SATCOM IT Limited, Rupayan Shopping Square (9th Floor), Plot # C-2, Block # G, Bashundhara, Dhaka-1229 as an Independent Service Provider during its 248th Board meeting held on 2 November 2025. According to the BSEC directive, the Independent Service Provider will offer a hybrid platform for conducting the 30th Annual General Meeting and facilitating e-voting.

MANAGEMENT'S DISCUSSION AND ANALYSIS

The Management's Discussion and Analysis Report for the year under review, as stipulated under provision 5(xxv) of the BSEC Notification dated 3 June 2018, Ref. No. # BSEC/CMRRCD/2006-158/207/Admin/80, is provided as 'Annexure VI' to this report.

CORPORATE GOVERNANCE COMPLIANCE AUDIT

Pursuant to the provision of BSEC Notification No. BSEC/CMRRCD/2006-158/207/Admin/80 dated 3 June 2018, the Board of Directors appointed M/S Haruner Rashid & Associates, Chartered Secretaries & Management Consultants, as the practicing Professional Accountant to conduct the Corporate Governance Compliance Audit of the Company for the financial year ended 30 June 2025.

The Corporate Governance Compliance Audit Report and its corresponding Certificate are attached herewith as 'Annexure VIII & IX'. The Compliance Audit report does not include any qualifications, reservations, or adverse remarks.



STATUS OF CORPORATE GOVERNANCE COMPLIANCE

The status of compliance with the conditions imposed by the Bangladesh Securities and Exchange Commission's Notification No. BSEC/CMRRCD/2006-158/207/Admin/80 dated 3 June 2018, and amendments thereon dated 16 October 2023 is enclosed as 'Annexure VII, VIII & IX'.

GOING CONCERN

The Directors, after conducting necessary inquiries, are confident that no significant uncertainties that raise doubts about the Company's ability to continue as a going concern have been identified. They reasonably expect that the Company possesses sufficient financial resources to sustain its operations for the foreseeable future. Hence, these financial statements have been prepared based on the going concern assumption.

UTILIZATION OF PROCEEDS FROM PUBLIC ISSUES

The Company conducted its Initial Public Offering (IPO) in 2012. The funds raised from the public offerings have been completely utilized and duly reported.

FINANCIAL RESULTS AFTER PUBLIC ISSUE OF SHARES

The Company initiated its public offering of shares in 2012. Over the reporting financial years, the revenue has exhibited a gradual increase since the public issue. However, the profitability has declined in the past three years due to factors such as high-power costs, rising raw material expenses, and the adverse impact of low demand caused by the Covid-19 pandemic.

Nevertheless, the Company has successfully managed to rebound and overcome the challenges posed by the Covid-19 pandemic in the year 2021-22

Apparel demand in the US and EU has indeed experienced a significant decrease over the past year, largely attributed to the economic slowdown resulting from the ongoing Russia-Ukraine conflict. This decline has been further compounded by other factors, such as elevated interest rates and inflation, significantly influencing consumer behavior. As a result, the net profit for the year 2022-23 has been impacted by these factors.

Revenue surged significantly in the fiscal year 2023-24, driven by strong demand from major buyers in Europe and the USA. As a result, net profit saw an impressive increase of 83.45% compared to the previous year.

In the fiscal year 2024-25, the company experienced a period of remarkable financial acceleration following a post-pandemic stabilization phase. Revenue growth surged dramatically by 30.60%, a performance primarily fueled by a significant increase in international demand for denim fabrics. This robust market appetite enabled our manufacturing units to operate beyond their installed capacity, achieving utilization rates of over 100%. This powerful operational performance culminated in a Net Profit After Tax (NPAT) of BDT 1,408.90 million, representing an exceptional 134.66% leap and demonstrating the successful return on our strategic investments in production capability and market positioning.

MINORITY INTEREST

The Company ensures the protection of minority shareholders' interests by preventing any abusive actions undertaken by controlling shareholders, whether directly or indirectly. Additionally, effective mechanisms for redress are in place to address any concerns or grievances.

During the year 2024-25, the Board did not make any decisions that could potentially harm the interests of minority shareholders.

ADB LOAN FACILITY

We are pleased to inform you that the Company has secured the sanction of a sustainability-linked loan facility of USD 30 million from the Asian Development Bank (ADB). This landmark agreement, which represents ADB's first sustainability-linked loan in Bangladesh, has a tenure of up to seven years, including an 18-month grace period.

The loan proceeds will be utilized to finance an expansion of our yarn production by 4,550 MT per year, fund the installation of 3.5 MWp rooftop solar modules, and refinance existing local working capital loans. Repayment will be made in 12 equal semi-annual installments, commencing after the grace period.



This strategic partnership is expected to significantly advance our environmental sustainability initiatives while simultaneously supporting the Company's industrial modernization and profitability. In addition to the profit expected from the extension of the blended yarn production facility, we will achieve substantial savings in financial expenses by offsetting local loans. For your information, this new facility is distinct from our existing ADB loan of USD 11 million sanctioned in 2023, the outstanding amount of which stood at BDT 1,021.21 million as of the end of the last financial year.

The Board is confident that this financing will greatly contribute to the Company's long-term growth and value creation.

STATUS OF ISSUANCE OF PREFERENCE SHARES

In line with the Company's strategic objectives to optimize its capital structure and fund growth initiatives, the Board has utilized the instrument of preference shares to secure financing under favorable terms.

Our first issuance in 2019 successfully raised Taka 320 million through 32 million preference shares. The proceeds were pivotal in supporting our capital investment in BMRE projects and reducing high-cost debt, thereby strengthening our financial foundation. We are pleased to report to the shareholders that this initial tranche of preference shares has been **fully redeemed** as planned.

To further fuel the Company's expansion and enhance profitability, a second private placement was executed in 2022, raising Taka 870 million through the issuance of 87 million preference shares. These funds were strategically allocated to finance our venture into blended yarn production and to prepay another portion of high-cost borrowing. These shares, like the previous issuance, are fully redeemable, cumulative, and non-convertible, with redemption occurring in semi-annual, equal installments on an arrear basis.

As of June 30, 2025, the outstanding balance of preference shares stands at BDT 348.00 million. The Board remains committed to a disciplined approach to capital management and will continue to ensure the timely redemption of these instruments in accordance with their terms.

ISSUANCE OF ZERO-COUPON BOND

In a continued effort to diversify our funding sources and secure long-term, cost-effective capital, the Company successfully issued a 5-year Zero-Coupon Bond with a face value of BDT 2,000.00 million through a private placement in 2022.

This strategic financing instrument was pivotal in funding two critical objectives: the development of our Captive Power Plant and the prepayment of a portion of our high-cost borrowing.

The bond is being redeemed in accordance with its scheduled repayment plan. As of June 30, 2025, the outstanding balance of the bond stands at BDT 950.74 million. The Board is fully committed to the prudent management of our liabilities and will ensure the continued timely redemption of this instrument.

MANAGEMENT APPRECIATION

The Board of Directors expresses its deep appreciation for the outstanding performance of the management, officers, staff, and workers.

Despite the challenges posed by natural and unnatural factors affecting production and marketing both locally and globally, their unwavering efforts have resulted in increased productivity and net profit. The Board expects the employees and management to continue their pursuit of improvement, keeping the shareholders' interests in mind. The trust shown by shareholders in the management has always been a great source of inspiration for the Board of Directors.

The Directors extend their gratitude and acknowledge with great interest the cooperation and unwavering support received from various agencies, including the Bangladesh Securities and Exchange Commission, Stock Exchanges, National Board of Revenue, Bangladesh Investment Development Authority (BIDA), Bank/Financial Institutions, and other public agencies.

On behalf of the Board of Directors,

Kutubuddin Ahmed
Chairman
Sunday, 2 November 2025
Dhaka





এনভয় টেক্সটাইলস লিমিটেড

শেয়ারহোল্ডারগণের প্রতি পরিচালনা পর্ষদের প্রতিবেদন

সম্মানিত শেয়ারহোল্ডারবৃন্দ :

কোম্পানী আইন ১৯৯৪ এর ধারা নং ১৮৪, বাংলাদেশ সিকিউরিটিজ এন্ড এক্সচেঞ্জ রুলস ২০২০ এর ১৪ নং বিধি ও তদসংক্রান্ত তফসিল এবং ০৩ জুন ২০১৮ তারিখের প্রাতিষ্ঠানিক সুশাসন পালনের নির্দেশাবলী সম্পর্কিত বাংলাদেশ সিকিউরিটিজ এন্ড এক্সচেঞ্জ কমিশনের জারীকৃত নোটিফিকেশন, যার নং BSEC/CMRRCD/2006-158/207/Admin/80 এবং এ সংক্রান্ত ১৬ অক্টোবর ২০২৩ তারিখে জারীকৃত পরিমার্জিত নোটিফিকেশন, যার নং BSEC/CMRRCD/2009-193/66/PRD/148 মোতাবেক প্রণীত ৩০ জুন ২০২৫ সমাপ্ত আর্থিক বছরের প্রতিবেদন পরিচালনা পর্ষদ আনন্দের সাথে সম্মানিত শেয়ারহোল্ডারবৃন্দের কাছে নিম্নোক্ত পরিচ্ছেদগুলোতে পেশ করছেনঃ

ডেনিম শিল্পের বর্তমান অবস্থা

বিশ্ব ডেনিম বাজারের আকার ২০২৬ সাল নাগাদ ৭৬.১ বিলিয়ন ডলারে পৌছানোর সম্ভাবনা রয়েছে। ইউরোপীয় ইউনিয়ন এবং মার্কিন বাজারে একটি প্রধান সরবরাহকারী দেশ হিসেবে বাংলাদেশ এই প্রবৃদ্ধি কাজে লাগানোর জন্য অনন্য অবস্থানে রয়েছে। এই শিল্পে এ পর্যন্ত ২৫,০০০ কোটি টাকারও বেশি টাকার স্থানীয় বিনিয়োগ হয়েছে; যা এই সাফল্যের মূল ভিত্তি।

ভবিষ্যতের জন্য আমাদের কৌশলগত ফোকাস করতে হবে মানসম্পন্ন ও উচ্চমূল্যের ডেনিম পণ্যের দিকে। একই সাথে অপারেশনাল দক্ষতা বাড়ানো, জ্বালানি সাশ্রয় এবং শিল্পনীতি সহায়ক পরিবেশ নিশ্চিত করা অত্যন্ত গুরুত্বপূর্ণ। এই কৌশল বাস্তবায়িত হলে, বাংলাদেশ শুধু পরিমাণেই নয়, মূল্যের দিক থেকেও বিশ্ব ডেনিম শিল্পে নেতৃত্ব দিতে সক্ষম হবে।

স্থিতিশীল সরবরাহ ব্যবস্থাপনা ও পরিবেশবান্ধব উৎপাদনে আমাদের অঙ্গীকার বৈশ্বিক ব্র্যান্ডগুলোর আস্থা অর্জনে সহায়ক হয়েছে। লিভাইস, এইচঅ্যান্ডএম, জারা-র মতো ব্র্যান্ডগুলো এখন আমাদেরকে কৌশলগত অংশীদার হিসেবে দেখে।

সামগ্রিকভাবে, আমাদের জন্য সম্ভাবনা অত্যন্ত উজ্জ্বল। আমাদের উৎপাদন ক্ষমতা, উদ্ভাবন এবং দক্ষতার সমন্বয়ে আমরা বিশ্ব ডেনিম শিল্পে আমাদের নেতৃত্ব আরও সুদৃঢ় করতে প্রতিশ্রুতিবদ্ধ। যা আমাদের শেয়ারহোল্ডারদেরকে কোম্পানীতে বিনিয়োগের দীর্ঘমেয়াদে সুফল দিতে পারে।

কোম্পানীর বিষয়াদির অবস্থা

এনভয় টেক্সটাইলস লিমিটেড বার্ষিক ৫২ মিলিয়ন গজ উৎপাদন ক্ষমতাসম্পন্ন বাংলাদেশে স্থাপিত প্রথম রোপ ডাইয়িং প্রযুক্তির শতভাগ রপ্তানীমুখী ডেনিম ফেব্রিক্স উৎপাদনকারী একটি প্রতিষ্ঠান। বর্তমানে কোম্পানীর উৎপাদন তার স্থাপিত সক্ষমতাকে অতিক্রম করেছে।

কোম্পানী ২০০৮ সালে বার্ষিক ১৬ মিলিয়ন গজ ডেনিম ফেব্রিক্স উৎপাদন ক্ষমতা নিয়ে বানিজ্যিক উৎপাদন শুরু করে এবং এযাবৎ সময়ে এ উৎপাদন ক্ষমতা তিনগুনের অধিক উন্নীত হয়েছে।

এনভয় টেক্সটাইলস লিমিটেড লীড প্লাটিনাম সার্টিফাইডধারী একটি প্রতিষ্ঠান। এ অর্জন বাংলাদেশের টেক্সটাইলস উৎপাদনকারী প্রতিষ্ঠানের এবং বিশ্বের ডেনিম উৎপাদনকারী প্রতিষ্ঠানের মধ্যে সর্বপ্রথম, যা কোম্পানীর সর্বোচ্চ পরিবেশগত নিরাপত্তার নিশ্চয়তা বিধান করে।

৪.৫ আউন্স থেকে ১৪.৭৫ আউন্সের বিভিন্ন প্রকারের ফেব্রিক্স বর্তমানে উৎপাদন করা সম্ভব, যার পরিমাণ সর্বোচ্চ বাৎসরিক প্রায় ৫০ মিলিয়ন গজ। গবেষণা ও উৎকর্ষ সাধনের মাধ্যমে ফেব্রিক্সের গুণগত মান ও বৈচিত্র্য সৃষ্টি করে উন্নত বাজার দখল করাই কোম্পানীর অন্যতম লক্ষ্য।

কারখানা প্রাঙ্গণের অভ্যন্তরে বাৎসরিক ২৫ হাজার মেট্রিক টন সূতা উৎপাদনের সক্ষমতায় কোম্পানীর একটি নিজস্ব স্পিনিং মিল আছে।

২০১৬ সাল থেকে এই কারখানা হতে বানিজ্যিকভাবে সূতা উৎপাদন শুরু হয় এবং বর্তমানে দৈনিক উৎপাদন ক্ষমতার শতভাগ পরিমাণ সূতা উৎপাদিত হচ্ছে, যার সিংহভাগই মানসম্মত কোম্পানীর নিজস্ব ডেনিম ফেব্রিক্স উৎপাদনে ব্যবহৃত হয়।

কোম্পানী ২০২৩ সালে একটি ব্লেডেড ইয়ার্ন উৎপাদন মিল চালু করেছে। যেখানে কটনের পাশাপাশি কটন-বিকল্প কাঁচামালের সংমিশ্রনে ইয়ার্ন উৎপাদিত হচ্ছে। এ মিল থেকে বছরে প্রায় ৪,২০০ মেট্রিক টন ইয়ার্ন উৎপাদন হয়ে থাকে। এ কারখানাটি অত্যাধুনিক ইউরোপীয় এবং জাপানী যন্ত্রপাতি দিয়ে সজ্জিত, বিদ্যমান কারখানার প্রাঙ্গণে অবস্থিত। এ কারখানা থেকে উৎপাদিত ইয়ার্নের প্রায় ৭০ শতাংশ নিজস্ব ডেনিম ফেব্রিক্স উৎপাদনে ব্যবহৃত হচ্ছে এবং অবশিষ্টটুকু সরাসরি বা প্রচ্ছন্নভাবে রপ্তানি হচ্ছে।



বিগত ৫ বছরের উৎপাদন ক্ষমতার বিপরীতে প্রকৃত উৎপাদনের চিত্রঃ

বিবরণ	২০২৪-২৫	২০২৩-২৪	২০২২-২৩	২০২১-২২	২০২০-২১
ডেনিম ফেব্রিক্স উৎপাদন ইউনিট (ইউনিট-১ ও ২ একত্রে)					
স্থাপিত উৎপাদন ক্ষমতা (মিলিয়ন গজে)	৫২.০০	৫২.০০	৫২.০০	৫২.০০	৫২.০০
প্রকৃত উৎপাদন (মিলিয়ন গজে)	৫৪.৮৭	৩৮.৮০	৩৩.৩১	৪৯.০০	৩৭.০৫
ব্যবহৃত উৎপাদন ক্ষমতা (শতাংশে)	১০৫.৫২	৭৪.৬১	৬৪.২০	৯৪.২৩	৭১.২৫
উৎপাদনে ব্যবহৃত লুম মেশিনের সংখ্যা	৩৮৪	৩৮৪	৩৮৪	৩৮৪	৩৮৪
স্পিনিং ইউনিট :					
স্থাপিত উৎপাদন ক্ষমতা (মিলিয়ন কেজিতে)	২৫.০০	২৫.০০	২৫.০০	২৫.০০	২৪.০০
প্রকৃত উৎপাদন (মিলিয়ন কেজিতে)	২৫.৮৮	২৩.৮২	২১.৫৯	২৪.১৬	২২.১১
ব্যবহৃত উৎপাদন ক্ষমতা (শতাংশে)	১০৩.৫৩	৯৫.২৮	৮৬.৩৮	৯৬.৬৫	৯২.১৩
ব্লেণ্ডেড ইয়ার্ন উৎপাদন ইউনিট :					
স্থাপিত উৎপাদন ক্ষমতা (মিলিয়ন কেজিতে)	৪.২০	৪.২০	৪.২০		
প্রকৃত উৎপাদন (মিলিয়ন কেজিতে)	৪.৩২	৩.৮৭	০.৫*		
ব্যবহৃত উৎপাদন ক্ষমতা (শতাংশে)	১০২.৭৭	৯২.১৯	৪৭.৭১		

*৩ মাসের উৎপাদন

ঝুঁকি ও এর অবস্থান

বাংলাদেশের ডেনিম শিল্প যেহেতু রপ্তানীমুখী একটি শিল্প, যার সাফল্য বহুলাংশে আমদানীকারক দেশ সমূহের অর্থনৈতিক স্থিতিশীলতার উপর নির্ভরশীল। বৈশ্বিক অর্থনীতিতে মন্দা, আন্তর্জাতিক বাজারে তুলার মূল্যে উঠানামা, অবকাঠামোগত সীমাবদ্ধতা, সরকারী নীতি ব্যবস্থাপনা এবং রাজনৈতিক অস্থিরতা এ শিল্পকে দারুণভাবে প্রভাবিত করতে পারে।

এছাড়া, লৌহিত সাগরে পণ্যবাহী জাহাজ চলাচলে সৃষ্ট সমস্যার কারণে পণ্য পরিবহন খরচ উল্লেখযোগ্য ভাবে বৃদ্ধি পেয়েছে, যা ব্যবসায়িক কার্যক্রমকে আরো ব্যয়বহুল করে তুলেছে। অধিকন্তু, অর্থনৈতিক মন্দার কারণে ডেনিম পণ্যের বৈশ্বিক চাহিদা উল্লেখযোগ্য ভাবে হ্রাস পেয়েছে।

গ্যাসের স্বল্পতা এবং সাম্প্রতিক সময়ে কয়েক দফায় জ্বালানীর মূল্য বৃদ্ধির কারণে পণ্যের উৎপাদন ব্যয় বৃদ্ধি পাওয়ায় এ শিল্প ইতিমধ্যে দারুণভাবে আন্তর্জাতিক বাজারে প্রতিযোগিতার সম্মুখীন হচ্ছে এবং নিজেদের অস্তিত্ব টিকিয়ে রাখার লড়াই করছে।

যার ফলশ্রুতিতে দেশীয় উৎপাদনকারীরা প্রতিযোগিতার সক্ষমতা হারাচ্ছে। অধিকন্তু, করোনা ভাইরাস প্রাদুর্ভাবে সমুদ্রপথে জাহাজ ভাড়া সাম্প্রতিক সময়ে অনেক বৃদ্ধি পেয়েছে। এছাড়া ভাইরাসের প্রাদুর্ভাবে ফেব্রিক্সের আন্তর্জাতিক চাহিদা দৃশ্যমানভাবে হ্রাস পেয়েছে।

কোম্পানী এর নিম্নোক্ত বিভিন্ন ঝুঁকির বিষয়ে সজাগ রয়েছে এবং এসব ঝুঁকি মোকাবিলায় প্রয়োজনীয় নিয়ন্ত্রণমূলক ব্যবস্থাধীনে আছে :

শিল্পপণ্যের বাজারজনিত ঝুঁকি

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 হওয়ায় আন্তর্জাতিক ক্রেতাদের নিকট এসব দেশ থেকে আমদানীকৃত ডেনিম পণ্যমূল্য সাশ্রয়ী হচ্ছে।

সূতা উৎপাদনকারী দেশ হওয়াতে এদেশ দুটির পণ্য উৎপাদন খরচ তুলনামূলক ভাবে কম থাকে। এছাড়াও পাকিস্তান ইউরোপীয় ইউনিয়নের বাজারে শুল্কমুক্ত 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 পোষাক শিল্প রয়েছে এবং ধারাবাহিক মানবসম্পদ উন্নয়নের মাধ্যমে উন্নত মানের মূল্যসাশ্রয়ী পণ্য উৎপাদনে বাংলাদেশ ইতিমধ্যে সক্ষমতা অর্জন করেছে, যা বাজারঝুঁকি মোকাবিলায় একটি নিয়ামক শক্তি।

চাহিদাজনিত ঝুঁকি

বর্তমানে বিশ্বের তরুণ সমাজ পছন্দসই ডেনিম সামগ্রী ক্রয়ের পরিবর্তে অত্যাধুনিক যোগাযোগ-প্রযুক্তি পণ্যের দিকে অধিক ঝুঁকে পড়ায় ডেনিম পণ্যের আশান্বিত চাহিদার প্রবৃদ্ধি হচ্ছে না। এছাড়াও কোন কোন বছরে জলবায়ু পরিবর্তনের প্রভাবে সৃষ্ট ঋতু বৈচিত্রের তারতম্যে ডেনিম পণ্যের চাহিদা ব্যাপক ভাবে হ্রাস-বৃদ্ধি হতে পারে।

আর্থিক ঝুঁকি

হিসাব বিবরণী যে সব অনুমানের মানদণ্ডে প্রস্তুত করা হয়েছে, সে সব অনুমানজনিত ঝুঁকির বিষয়ে আর্থিক বিবরণীতে বিস্তারিত উল্লেখ করা হয়েছে।

কাঁচামালের মূল্য তারতম্যজনিত ঝুঁকি:

যেহেতু ফেব্রিক্সের অন্যতম কাঁচামাল- সূতার উৎপাদন সরাসরি তুলা উৎপাদনের সাথে নির্ভরশীল এবং তুলা একটি কৃষিজাত পণ্য হওয়ায় এর মূল্য দ্রুত পরিবর্তনশীল। মূল্য উঠা-নামা জনিত ঝুঁকি হ্রাসের লক্ষ্যে শস্য মৌসুমে কোম্পানী পর্যাপ্ত তুলা আমদানী করে মজুদ করে থাকে।

বৈদেশিক মুদ্রার বিনিময়হারজনিত ঝুঁকি

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

ব্যবসায়িক কার্যক্রমের দক্ষতা

রাজস্ব খাত

কোম্পানী বিভিন্ন প্রকারের শুধুমাত্র ডেনিম ফেব্রিক্সই 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।

সরাসরি আন্তর্জাতিক ফ্রেতাদের নিকট ফেব্রিক্স রপ্তানী থেকেও রাজস্ব অর্জিত হয়। কোম্পানীর মোট উৎপাদনের আনুমানিক ৭ থেকে ১৫ শতাংশ ১৫টির অধিক দেশে সরাসরি রপ্তানী হয়ে

থাকে। রাজস্বের একটি ক্ষুদ্র অংশ রপ্তানীর উপর সরকারের নগদ সহায়তা থেকে আসে। এছাড়াও অল্প কিছু পরিমাণ রাজস্ব রপ্তানীযোগ্য নয় এমন কিছু নিম্নমানের ফেব্রিক্স, স্যাম্পল ফেব্রিক্স ইত্যাদি বিক্রয় থেকে আসে।

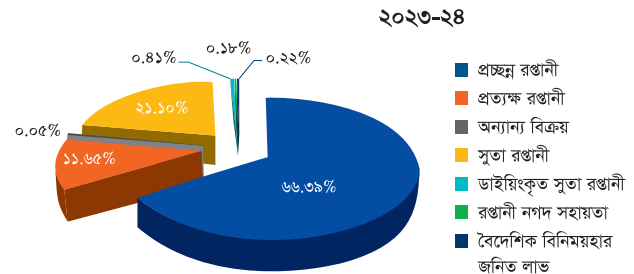
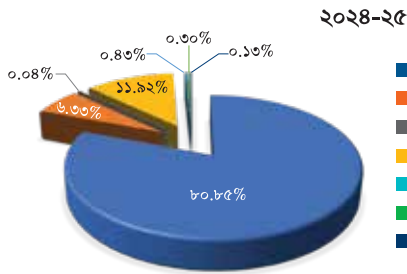
বৈদেশিক মুদ্রার বিনিময়হার জনিত অর্জিত লাভ রাজস্ব আয়ের খাত হিসেবে পৃথকভাবে দেখানো হয়।

এছাড়া রপ্তানীমুখী স্থানীয় নীট ডেনিম প্রতিষ্ঠানের নিকট ডায়িংকৃত সূতা রপ্তানীর মাধ্যমেও সামান্য পরিমাণ রাজস্ব অর্জিত হয়ে থাকে। কোম্পানীর নিজস্ব স্পিনিং ইউনিট থেকে উৎপাদিত সূতার ২৫ থেকে ৩০ শতাংশ পরিমাণ রপ্তানীমুখী স্থানীয় ডেনিম প্রতিষ্ঠানের নিকট রপ্তানী হয়ে থাকে।

রাজস্বের খাতওয়ারী দক্ষতার সারসংক্ষেপঃ

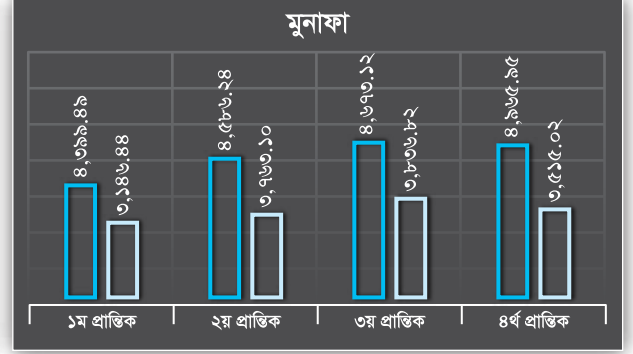
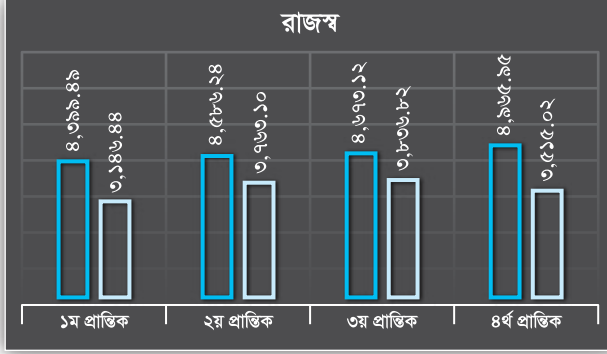
রাজস্বের খাত	২০২৪-২৫ (মিলিয়ন টাকায়)	শতাংশে	২০২৩-২৪ (মিলিয়ন টাকায়)	শতাংশে	+/- হ্রাস/বৃদ্ধি (মিলিয়ন টাকায়)	শতাংশে
প্রচলিত রপ্তানী	১৫,০৫৭.৯১	৮০.৮৫	৯,৪৬৮.০১	৬৬.৩৯	৫,৫৮৯.৯০	৩৯.২০
প্রত্যক্ষ রপ্তানী	১,১৭৯.১১	৬.৩৩	১,৬৬০.৯০	১১.৬৫	(৪৮১.৭৯)	(৩.৩৮)
অন্যান্য ফেব্রিক্স বিক্রয়	৭.২০	০.০৪	৬.৯০	০.০৫	০.২৯	০.০০
সূতা রপ্তানী	২,২২০.৫৫	১১.৯২	৩,০০৮.৮১	২১.১০	(৭৮৮.২৬)	(৫.৫৩)
ডাইয়িংকৃত সূতা রপ্তানী	৮০.৫৭	০.৪৩	৫৮.৬৯	০.৪১	২১.৮৮	০.১৫
রপ্তানী নগদ সহায়তা	৫৫.০২	০.৩০	২৬.০৫	০.১৮	২৮.৯৭	০.২০
বৈদেশিক মুদ্রার বিনিময়হার জনিত অর্জিত লাভ	২৪.৪৫	০.১৩	৩২.০২	০.২২	(৭.৫৭)	(০.০৫)
মোট	১৮,৬২৪.৮০	১০০	১৪,২৬১.৩৮	১০০	৪,৩৬৩.৪২	৩০.৬০

রাজস্ব খাত



ত্রৈমাসিক ফলাফলের তুলনামূলক বিশ্লেষণ (২০২৪-২৫ বনাম ২০২৩-২৪)

বিবরণ	১ম প্রান্তিক		২য় প্রান্তিক		৩য় প্রান্তিক		৪র্থ প্রান্তিক	
	২০২৪-২৫	২০২৩-২৪	২০২৪-২৫	২০২৩-২৪	২০২৪-২৫	২০২৩-২৪	২০২৪-২৫	২০২৩-২৪
রাজস্ব আয় (মিলিয়ন টাকায়)	৪,৩৯৯.৪৯	৩,১৪৬.৪৪	৪,৫৮৬.২৪	৩,৭৬৩.১০	৪,৬৭৩.১২	৩,৮৩৬.৮১	৪,৯৬৫.৯৫	৩,৫১৫.০২
গত বছরের একই সময়ের তুলনায় রাজস্বের হার (শতাংশে)	৩৯.৮২		২১.৮৭		২১.৮০		৪১.২৮	
মোট মুনাফা (মিলিয়ন টাকায়)	৭৮১.৯৭	৪৫০.৫৯	৮২৬.৮০	৪৮৭.৩৮	৮৮২.৭০	৬৬৮.২১	১,০৩৫.০৫	৭০৩.৭৯
গত বছরের একই সময়ের তুলনায় মোট লাভের হার (শতাংশে)	৭৩.৫৪		৬৯.৬৪		৩২.১০		৪৭.০৭	
নীট মুনাফা (মিলিয়ন টাকায়)	২৫৩.৩৪	১০৮.২৭	৩৪৭.৯৬	১৩৪.৪৩	৪০৯.৯৪	১৯৭.১১	৩৯৭.৪৮	১৬০.৫৮
গত বছরের একই সময়ের তুলনায় নীট লাভের হার (শতাংশে)	১৩৩.৯৮		১৫৮.৮৫		১০৭.৯৭		১৪৭.৫৩	
নীট মুনাফার হার (শতাংশে)	৫.৭৬	৩.৪৪	৭.৫৯	৩.৫৭	৮.৭৭	৫.১৪	৮.০০	৪.৫৭



নিচের প্রতিবেদনে আমাদের ত্রৈমাসিক ফলাফলের তুলনামূলক বিশ্লেষণ আছে, যেখানে আমাদের সাফল্যের পেছনের চালিকাশক্তি এবং আমাদের বিনিয়োগের কৌশলগত প্রেক্ষাপট তুলে ধরা হয়েছে।

প্রথম ত্রৈমাসিক :

বছরের শুরু হয় আশাতীত প্রবৃদ্ধির মাধ্যমে, যা পরবর্তী ত্রৈমাসিকগুলির জন্য একটি আত্মবিশ্বাস তৈরী করেছিল।

- মোট রাজস্বের প্রবৃদ্ধি: ৩৯.৮২% (৪,৩৯৯.৮৯ মিলিয়ন টাকা বনাম ৩,১৮৭.৮৮ মিলিয়ন টাকা)
- মোট লাভের প্রবৃদ্ধি: ৭৩.৫৪%
- নিট লাভের প্রবৃদ্ধি: ১৩৩.৯৮%

অধিক পরিমাণে রপ্তানির অর্ডার এবং একটি অনুকূল বৈদেশিক মুদ্রার বিনিময় হার এই প্রবৃদ্ধির মূল চালিকা ছিল। পরিবর্তনশীল বৈশ্বিক বাজারে আমাদের রপ্তানি প্রতিযোগিতার সক্ষমতা এবং গৃহীত কার্যকর ব্যবস্থাপনার কৌশল অত্যন্ত সফলভাবে কাজ করেছে।

মোট লাভের বৃদ্ধি রাজস্ব বৃদ্ধির তুলনায় উল্লেখযোগ্য হারে বেশি ছিল, যা উৎপাদন দক্ষতা বৃদ্ধি এবং সক্ষমতার ব্যবহারে উন্নতির ইঙ্গিত দেয়।

দ্বিতীয় ত্রৈমাসিক :

আমরা শক্তিশালী, দ্বি-অঙ্কের প্রবৃদ্ধি বজায় রাখতে সক্ষম ছিলাম, যা পরবর্তী প্রাক্তিকের সফলতার জন্য একটি মজবুত ভিত্তি তৈরী করেছিল।

- মোট রাজস্বের প্রবৃদ্ধি: ২১.৮৭% (৪,৫৮৬.২৪ মিলিয়ন টাকা বনাম ৩,৭৬৩.১০ মিলিয়ন টাকা)
- মোট লাভের প্রবৃদ্ধি: ৬৯.৬৪%
- নিট লাভের প্রবৃদ্ধি: ১৫৮.৮৫%

আমাদের আন্তর্জাতিক বাজারে উন্নত অবস্থান এবং নতুন গ্রাহক সৃষ্টি এই প্রবৃদ্ধির অগ্রযাত্রা বজায় রেখেছিল। আমরা অধিক উৎপাদনের সুফল ভোগ করি এবং ব্যয় সাশ্রয়ী নিমিত্তে গৃহীত পদক্ষেপগুলোকে কাজে লাগায়। যদিও এ প্রাক্তিকে আর্থিক খরচ কিছুটা বৃদ্ধি পেয়েছিল যা মূলত প্রকল্প বাস্তবায়ন ও উৎপাদন বৃদ্ধির জন্য।

তৃতীয় ত্রৈমাসিক :

বৈশ্বিক কাঁচামালের মূল্য বৃদ্ধির মধ্যেও, আমাদের কার্যক্রমের সহনশীলতার মাধ্যমে আমরা অব্যাহতভাবে উচ্চ প্রবৃদ্ধি বজায় রাখতে সক্ষম ছিলাম।

- মোট রাজস্বের প্রবৃদ্ধি: ২১.৮০% (৪,৬৭৩.১২ মিলিয়ন টাকা বনাম ৩,৮৩৬.৮২ মিলিয়ন টাকা)
- মোট লাভের প্রবৃদ্ধি: ৩২.১০%
- নিট লাভের প্রবৃদ্ধি: ১০৭.৯৭%

এই প্রাক্তিকে আমাদের বাহ্যিক চাপ মোকাবেলা করার সামর্থ প্রদর্শিত হয়েছে। আন্তর্জাতিক বাজারে পণ্যের চাহিদা ও আমাদের উৎপাদন সক্ষমতা সম্প্রসারণের ফলে এই সক্ষমতা অর্জিত হয়েছিল। আমাদের জ্বালানী ব্যবহারের দক্ষতা এবং কাঁচামাল ক্রয়ের ক্ষেত্রে গৃহীত উপযুক্ত পদক্ষেপসমূহ খরচের চাপ মোকাবিলা করে মুনাফার অব্যাহত উত্থাপ ধরে রাখতে সহায়তা করেছে।

চতুর্থ ত্রৈমাসিক :

আমরা ধারাবাহিক রাজস্বের গতি বজায় রেখে এ বছরের শেষ প্রাক্তিকের সফল পরিসমাপ্তি করতে পেরেছি, যা আমাদের আশাতীত মুনাফা এনে দিয়েছে।

- মোট রাজস্বের প্রবৃদ্ধি: ৪১.২৮% (৪,৯৬৫.৯৫ মিলিয়ন টাকা বনাম ৩,৫১৫.০২ মিলিয়ন টাকা)
- মোট লাভের প্রবৃদ্ধি: ৪৭.০৭%
- নিট লাভের প্রবৃদ্ধি: ১৪৭.৫৩%

বছর শেষে আমাদের রাজস্ব আয় ও মুনাফা খুব ভালো হয়েছে। তবে এই সময়ে কিছু খরচ বেড়েছে বিশেষত কারখানা পরিচালনা ও বিক্রয় ব্যয়ে।

ভবিষ্যতের রাজস্ব বৃদ্ধির জন্য আমরা বিপণন এবং সরবরাহ ব্যবস্থায় আরও বেশি বিনিয়োগ করছি, যার কারণে বিক্রয় ও বিতরণ খরচ বেড়েছে।

২০২৪-২৫ অর্থবছরের অর্জন আমাদের দীর্ঘমেয়াদী কৌশলের ফলাফল।

ভবিষ্যতের পরিস্থিতি :

বিশ্বজুড়ে মুদ্রাস্ফীতি ও ডলারের দর ওঠানামা হবে, তবে আমরা শক্ত অবস্থান থেকে নতুন বছর শুরু করছি।

আমাদের শক্তি :

আমরা ইতিমধ্যে মার্কিন অফিস ও উৎপাদন ক্ষেত্রে যে বিনিয়োগ করেছি, তা ভবিষ্যতের টেকসই উন্নতির ভিত্তি তৈরী করেছে।

২০২৫-২৬ সালের ৩টি প্রধান লক্ষ্য :

১. **খরচ কমানো:** কাঁচামাল ও জ্বালানির দাম বাড়লেও আমরা দক্ষতা বাড়িয়ে খরচ নিয়ন্ত্রণ করব।
২. **বিনিয়োগের সন্মত্বহার:** বিপণন ও উৎপাদন ক্ষেত্রে আমরা যে সম্প্রসারণ করেছি, তার পূর্ণ সক্ষমতা কাজে লাগাবো।
৩. **তহবিল ব্যবস্থাপনা:** লাভজনকভাবে ব্যবসা বাড়ানোর পাশাপাশি ঋণের খরচও কমিয়ে রাখবো।



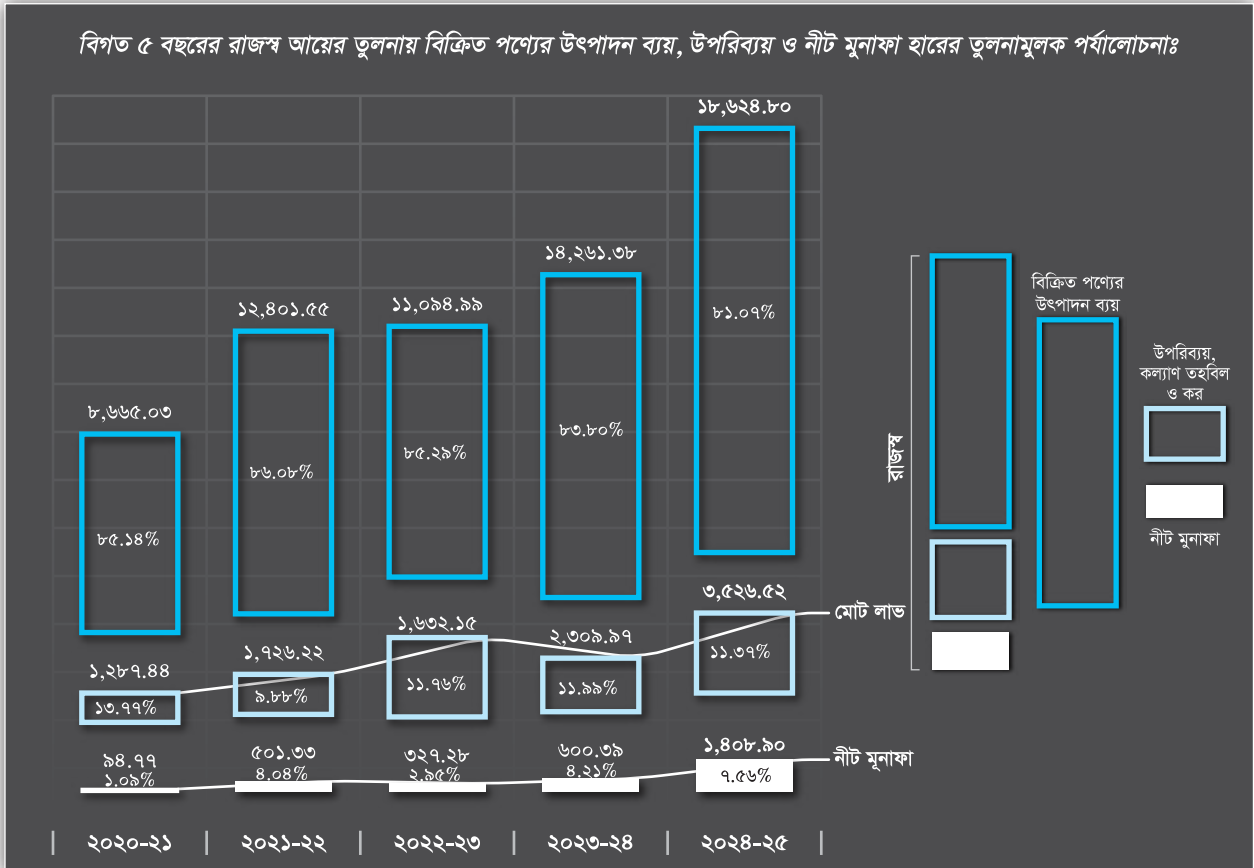
উৎপাদন ব্যয় বিশ্লেষণঃ

বিবরণ	২০২৪-২৫	২০২৩-২৪	২০২২-২৩	২০২১-২২	২০২০-২১
কাঁচামাল বাবদ ব্যয় (মিলিয়ন টাকায়)	১১,৮১৭.২৭	৮,৯১৯.৪০	৭,৭৬২.২১	৮,২২৭.৪৪	৫,০০৪.৭৬
অন্যান্য উৎপাদন উপরিখরচ (মিলিয়ন টাকায়)	৩,৪১২.৪২	২,৮১২.৫১	২,৩৪০.০৫	২,৩৯৪.১৪	২,৩২৭.৬৫
মোট উৎপাদন ব্যয় (মিলিয়ন টাকায়)	১৫,২২৯.৬৯	১১,৭৩১.৯১	১০,১০২.২৬	১০,৬২১.৫৮	৭,৩৩২.৪১
প্রতি গজের উৎপাদন ব্যয় (টাকায়)	২৪২.০৬	২৩৭.২২	১৯৪.৪০	১৮৯.৯২	১৬১.৬১
উৎপাদন ব্যয়ে কাঁচামালের হার (শতাংশে)	৭৭.৫৯	৭৬.০৩	৭৬.৮৪	৭৭.৪৬	৬৮.২৫
বিক্রিত পণ্যের উৎপাদন ব্যয় (মিলিয়ন টাকায়)	১৫,০৯৮.২৮	১১,৯৫১.৪১	৯,৪৬২.৮৪	১০,৬৭৫.৩৩	৭,৩৭৭.৮৬
রাজস্ব আয় (মিলিয়ন টাকায়)	১৮,৬২৪.৮০	১৪,২৬১.৩৮	১১,০৯৪.৯৯	১২,৪০১.৫৫	৮,৬৬৫.৩০
বিক্রয়ের তুলনায় বিক্রিত পণ্যের উৎপাদন ব্যয়ের হার (শতাংশে)	৮১.০৭	৮৩.৮০	৮৫.২৯	৮৬.০৮	৮৫.১৪
মোট লাভ (মিলিয়ন টাকায়)	৩,৫২৬.৫২	২,৩০৯.৯৭	১,৬৩২.১৫	১,৭২৬.২২	১,২৮৭.৪৪
মোট মুনাফা হার	১৮.৯৩%	১৬.২০%	১৪.৭১%	১৩.৯২%	১৪.৮৬%
কর পরবর্তী নীট মুনাফা (মিলিয়ন টাকায়)	১,৪০৮.৯০	৬০০.৩৯	৩২৭.২৮	৫০১.৩১	৯৪.৭৭
নীট মুনাফা হার	৭.৫৬%	৪.২১%	২.৯৫%	৪.০৪%	১.০৯%

উৎপাদন ব্যয় নির্ণয়ঃ

	২০২৪-২৫
মোট বিক্রিত পণ্যের উৎপাদন ব্যয়- (মিলিয়ন টাকায়)	১৫,০৯৮.২৮
(বাদ) সুতা রপ্তানির সমানুপাতিক ব্যয়- (মিলিয়ন টাকায়)	১,৮১৬.৩২
বিক্রিত ফেব্রিক্সের উৎপাদন ব্যয় (মিলিয়ন টাকায়)	১৩,২৮১.৯৬
বছরব্যাপী ফেব্রিক্স বিক্রয় (মিলিয়ন গজে)	৫৪.৮৭
প্রতিগজ ফেব্রিক্সের উৎপাদন খরচ (টাকায়)	২৪২.০৬

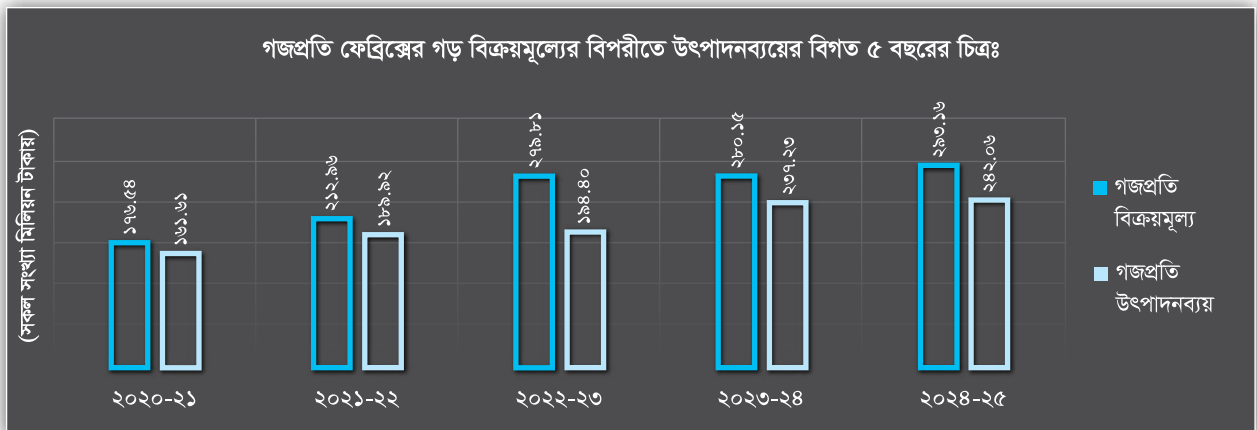
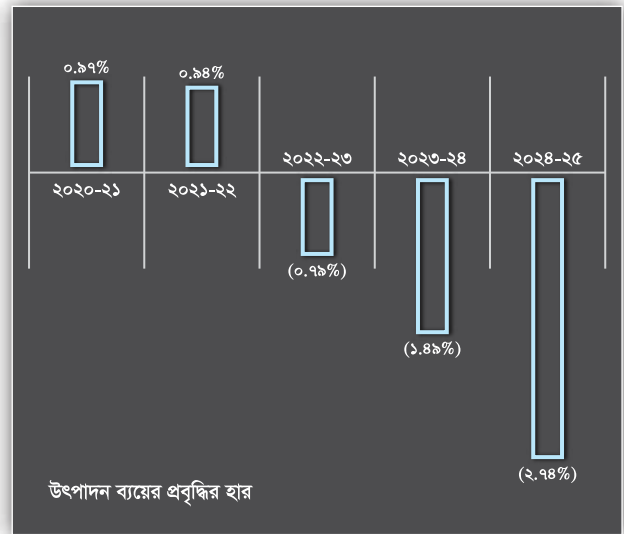
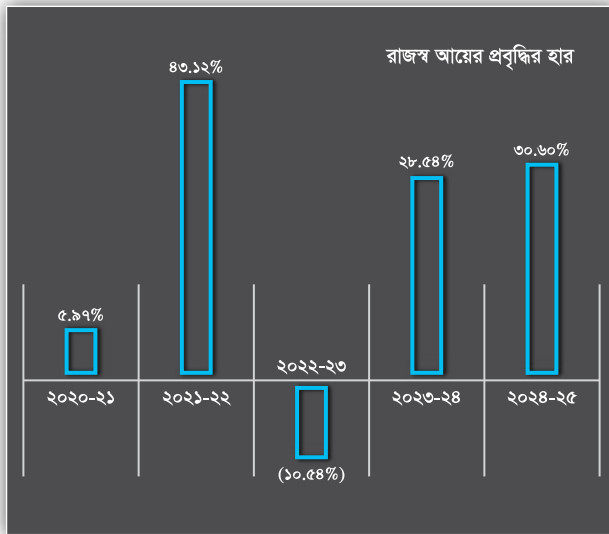
বিগত ৫ বছরের রাজস্ব আয়ের তুলনায় বিক্রিত পণ্যের উৎপাদন ব্যয়, উপরিব্যয় ও নীট মুনাফা হারের তুলনামূলক পর্যালোচনাঃ





রাজস্ব আয়ের বিপরীতে উৎপাদন ব্যয়

বিবরণ	২০২৪-২৫	২০২৩-২৪	২০২২-২৩	২০২১-২২	২০২০-২১
রাজস্ব আয় (মিলিয়ন টাকায়)	১৮,৬২৪.৮০	১৪,২৬১.৩৮	১১,০৯৪.৯৯	১২,৪০১.৫৫	৮,৬৬৫.৩
রাজস্ব আয়ের প্রবৃদ্ধির হার	৩০.৬০%	২৮.৫৪%	(১০.৫৪%)	৪৩.১২%	৫.৯৭%
বিক্রিত পণ্যের উৎপাদন ব্যয় (মিলিয়ন টাকায়)	১৫,০৯৮.২৮	১১,৯৫১.৪১	৯,৪৬২.৮৪	১০,৬৭৫.৩৩	৭,৩৭৭.৮৬
রাজস্বের তুলনায় উৎপাদন ব্যয়ের হার	৮১.০৬%	৮৩.৮০%	৮৫.২৯%	৮৬.০৮%	৮৫.১৪%
উৎপাদন ব্যয়ের প্রবৃদ্ধির হার	(২.৭৪%)	(১.৪৯%)	(০.৭৯%)	০.৯৪%	০.৯৭%



পরিচালনগত আর্থিক ফলাফলে প্রভাব বিস্তারকারী গুরুত্বপূর্ণ বিষয়সমূহ :

এই বছরটি ছিল অসাধারণ সাফল্য এবং কৌশলগত অর্জনের বছর, যেখানে রাজস্ব আয় ও লাভজনকতা উল্লেখযোগ্য হারে বৃদ্ধি পেয়েছে, যা কোম্পানির সক্ষমতা এবং কার্যক্রমের দক্ষতা তুলে ধরে।

আমাদের মূল পণ্য, বিশেষ করে ডেনিম ফ্যাব্রিকের বিশ্বব্যাপী একটি অনুকূল বাজার পরিবেশ বিরাজমান ছিল। আরও গুরুত্বপূর্ণ হলো, আমাদের কার্যক্রমের উচ্চ দক্ষতা এবং কৌশলগত খরচ ব্যবস্থাপনার মাধ্যমে এই চাহিদা শুধু পূরণই নয়, বরং অতিক্রম করে এই সক্ষমতার সুযোগগুলোকে অসাধারণ ভাবে কাজে লাগিয়েছে। নিচের প্রতিবেদনে গত বছরের তুলনায় আমাদের কার্যদক্ষতার বিস্তারিত বিশ্লেষণ দেওয়া হল।



এক নজরে আর্থিক ফলাফলের দক্ষতা (সকল সংখ্যা মিলিয়ন টাকায়)

দক্ষতার মূল নির্দেশক সমূহ	২০২৪-২৫	২০২৩-২৪	দক্ষতার হার
রাজস্ব	১৮,৬২৪.৮০	১৪,২৬১.৩৮	+৩০.৬০%
মোট লাভ	৩,৫২৬.৫২	২,৩০৯.৯৭	+৫২.৬৭%
কর পরবর্তী নিট লাভ	১,৪০৮.৯০	৬০০.৩৯	+১৩৪.৬৬%
শেয়ার প্রতি আয়	৮.৪০	৩.৫৮	+১৩৪.৬৬%
শেয়ার প্রতি নিট সম্পদের মূল্য	৫৮.৩২	৫১.৯৩	+১২.৩০%

আর্থিক ফলাফলের বিস্তারিত বিশ্লেষণ

অসাধারণ আয় বৃদ্ধি

রাজস্ব আয় বেড়ে দাঁড়িয়েছে ১৮,৬২৪.৮০ মিলিয়ন টাকায়, যা গত বছরের তুলনায় উল্লেখযোগ্য হারে ৩০.৬০ শতাংশ বৃদ্ধি পেয়েছে। এটি প্রাথমিকভাবে ডেনিম ফেব্রিক্সের জন্য আন্তর্জাতিক চাহিদা বৃদ্ধির কারণে হয়েছে। আমাদের স্থাপিত উৎপাদন ক্ষমতাকে ছাড়িয়ে আমরা অধিক উৎপাদন ক্ষমতাকে কাজে লাগাতে সক্ষম হয়েছিলাম। ফেব্রিক বিক্রয়ের পরিমাণ ৩৯.৪০ শতাংশ বৃদ্ধি পেয়েছে, যেখানে ডেনিম ফেব্রিক্সের বিক্রয় গত বছরের ৩৯.৭৫ মিলিয়ন গজ থেকে বেড়ে ৫৫.৪১ মিলিয়ন গজে পৌঁছেছে, যা অনুকূল বাজার অবস্থার সদ্ব্যবহার করার আমাদের ক্ষমতাকে প্রতিফলিত করে।

কৌশলগত ব্যবস্থাপনায় লাভের হার বৃদ্ধি

এই বছরের সবচেয়ে বড় অর্জন হল কৌশলগত খরচ ব্যবস্থাপনার মাধ্যমে আমাদের লাভের হার সন্তোষজনক ভাবে বৃদ্ধি পায়।

মোট লাভ মার্জিনঃ মোট লাভ ৫২.৬৭ শতাংশ বৃদ্ধি পেয়ে ৩,৫২৬.৫২ মিলিয়ন টাকায় দাঁড়িয়েছে। মোট লাভের হার ১৬.২০ শতাংশ থেকে বেড়ে ১৮.৯৫ শতাংশ হয়েছে। মোট লাভের ২.৭৫ শতাংশ প্রবৃদ্ধি কোম্পানীর মুনাফা অর্জনের একটি প্রধান চালিকাশক্তি ছিল।

কৌশলগত ব্যয় দক্ষতাঃ আমরা সফলভাবে ব্যয় দক্ষতা অর্জন করতে পেরেছি, যেখানে বিক্রিত পণ্যের উৎপাদন ব্যয় ৮৩.৮০ শতাংশ থেকে কমে ৮১.০৬ শতাংশ হয়েছে। এটি প্রাথমিকভাবে কৌশলগত ক্রয়ের মাধ্যমে কাঁচামালের খরচ কমানো এবং আমাদের উৎপাদন বৃদ্ধির সক্ষমতার সুবিধার কারণে হয়েছে। আমরা সফল ব্যয় নিয়ন্ত্রনের মাধ্যমে জ্বালানী বাবদ ব্যয়ীত অতিরিক্ত খরচকে সমন্বয় করতে পেরেছি।

নিট লাভের হারঃ কর-পরবর্তী নিট লাভ ১৩৪.৬৬ শতাংশ বেড়ে ১,৪০৮.৯০ মিলিয়ন টাকায় পৌঁছেছে। নিট লাভের হার বেড়ে ৪.২১ শতাংশ থেকে ৭.৫৬ শতাংশ হয়েছে। নিট লাভের এই অনুপাত বৃদ্ধি আমাদের কার্যকর পরিচালনা দক্ষতা এবং সামগ্রিক ব্যয় নিয়ন্ত্রনের দক্ষতাকে প্রকাশ করে।

দক্ষ আর্থিক ব্যবস্থাপনা

আর্থিক ব্যয় ১১.৫৯ শতাংশ বৃদ্ধি পেয়ে ১,৩৭৫.৩১ মিলিয়ন টাকায় দাঁড়ালেও আমাদের রাজস্ব আয়ের তুলনায় আর্থিক ব্যয় কিন্তু বাড়েনি। এই আর্থিক ব্যয় বেড়েছে বর্ধিত উৎপাদন ক্ষমতাকে কাজে লাগানো এবং প্রকল্প সম্প্রসারণের নিমিত্তে গৃহীত ঋণ বাবদ ব্যয় বৃদ্ধির কারণে।

যদিও সুদের হার বেড়েছে, তবুও ভবিষ্যৎ চাহিদা পূরণে সক্ষমতা বাড়তে এসব বিনিয়োগ অত্যন্ত গুরুত্বপূর্ণ। উল্লেখযোগ্য বিষয় হলো আর্থিক ব্যয় বাড়লেও কোম্পানির নিট মুনাফা বেড়েছে ১৩৪.৬৬%, যা প্রমাণ করে যে এই বিনিয়োগ থেকে আমরা অত্যন্ত ইতিবাচক রিটার্ন পেয়েছি।

শেয়ার প্রতি আয় (EPS)ঃ ইপিএস বেড়ে ৩.৫৮ টাকা থেকে ৮.৪০ টাকায় দাঁড়িয়েছে, যা প্রতিটি শেয়ারের বিপরিতে সন্তোষজনক আয় অর্জনকে প্রতিফলিত করে।

শেয়ার প্রতি নেট সম্পদ মূল্য (NAV)ঃ প্রতি শেয়ারে নেট সম্পদ মূল্য ১২.৩০ শতাংশ বৃদ্ধি পেয়ে ৫৮.৩২ টাকায় হয়েছে, যা কোম্পানীর একটি শক্তিশালী আর্থিক ভিত্তিকে প্রতিফলিত করে।

শেয়ার প্রতি নেট অপারেটিং নগদ প্রবাহ (NOCFPS)ঃ ৩.৬৮ টাকা থেকে বেড়ে ৪.৭৭ টাকায় হয়েছে, যা কোম্পানীর তারল্য এবং আর্থিক স্থিতিশীলতা নিশ্চিত করে।

২০২৪-২৫ অর্থবছরটি আমাদের কোম্পানির জন্য ছিল এক অনন্য সাফল্যের বছর। আমরা বাজারের জোরালো চাহিদাকে পুরোপুরি কাজে লাগাতে পেরেছি, ব্যবসায়িক দক্ষতাকে নতুন উচ্চতায় নিয়ে গেছি এবং মুনাফা অর্জনের ক্ষেত্রে অভূতপূর্ব উন্নতি সাধন করেছি। নিট মুনাফার অভাবনীয় বৃদ্ধি এবং আমাদের শক্তিশালী আর্থিক অবস্থান এসবই প্রমাণ করে আমাদের ব্যবসায়িক পরিকল্পনা কতটা সঠিক ছিল এবং আমাদের টিম কতটা নিষ্ঠার সঙ্গে কাজ করেছে।

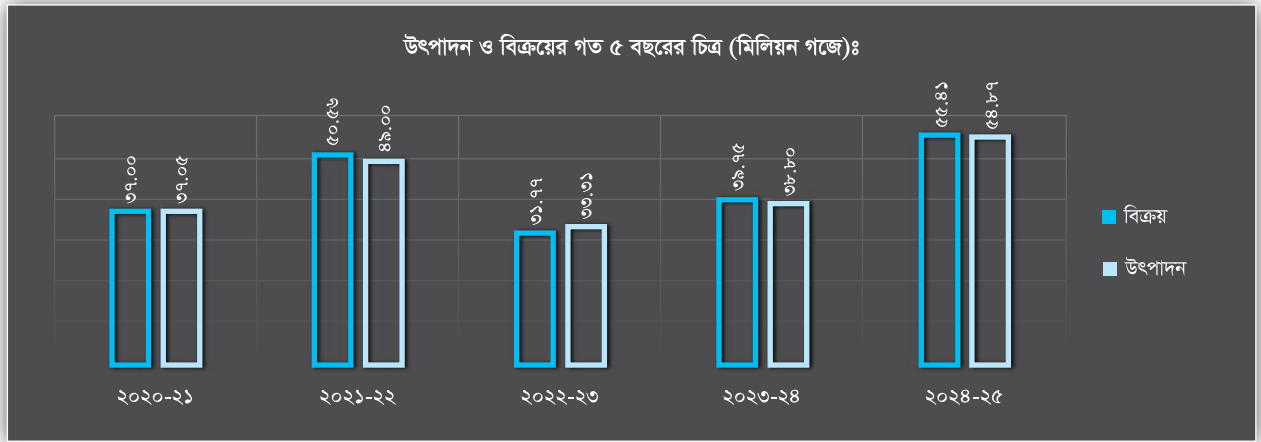
বিশ্ব অর্থনীতির অনিশ্চয়তা, মার্কিন ডলারের বিপরীতে টাকার বিনিময় হার ওঠানামা এবং মূল্যবৃদ্ধির চ্যালেঞ্জ সম্পর্কে আমরা সচেতন। এই সব বিষয় বিবেচনায় রেখে, নতুন অর্থবছরে আমরা প্রবেশ করছি দৃঢ় আত্মবিশ্বাস নিয়ে। আগামী দিনেও আমরা নতুনত্ব, দক্ষতা এবং সঠিক পরিকল্পনায় চলবো যাতে আমাদের শেয়ারহোল্ডারদের বিনিয়োগকে আরো সুরক্ষিত ও লাভজনক করতে পারি।



বিপণন কার্যক্রম

ফেব্রিক্স বিক্রয়ের পরিমাণ (মিলিয়ন গজে):

বিবরণ	২০২৪-২৫	২০২৩-২৪	২০২২-২৩	২০২১-২২	২০২০-২১
প্রচ্ছন্ন রপ্তানী	৫১.৪১	৩৪.৪২	২৫.৩৯	৪০.৭৮	২৬.৬৩
প্রত্যক্ষ রপ্তানী	৩.৫০	৫.২৮	৬.৩৪	৯.৭৪	১০.৩২
অন্যান্য ফেব্রিক্স বিক্রয়	০.৫০	০.০৪৭	০.০৩৯	০.০৩৫	০.০৫৫
মোট ফেব্রিক্স বিক্রয়	৫৫.৪১	৩৯.৭৫	৩১.৭৭	৫০.৫৬	৩৭.০০



প্রতিগজ ফেব্রিক্সের বিক্রয় মূল্য (টাকায়):

বিবরণ	২০২৪-২৫	২০২৩-২৪	২০২২-২৩	২০২১-২২	২০২০-২১
প্রচ্ছন্ন রপ্তানী	২৯২.৯০	২৭৫.০৭	২৬৯.৪৫	২০৫.২৫	১৬৮.৯৩
প্রত্যক্ষ রপ্তানী	৩৩৪.৫৬	৩১৪.৫৬	৩২১.৬৪	২৪৫.৫৫	১৯৬.৫৭
অন্যান্য ফেব্রিক্স বিক্রয়	১৬০.০০	১৪৬.৮১	১৭০.০০	১৫৫.০০	৮৪.৫০
প্রতিগজ ফেব্রিক্সের গড় বিক্রয় মূল্য	২৯৩.১৬	২৮০.১৫	২৭৯.৮১	২১২.৯৬	১৭৬.৫৪

বিক্রয়ের পরিমাণ (মিলিয়ন টাকায়):

বিবরণ	২০২৪-২৫	২০২৩-২৪	২০২২-২৩	২০২১-২২	২০২০-২১
প্রচ্ছন্ন রপ্তানী	১৫,০৫৭.৯১	৯,৪৬৮.০১	৬,৮৪১.৪২	৮,৩৬৯.৯৩	৪,৪৯৮.৬৬
প্রত্যক্ষ রপ্তানী	১,১৭৯.১০	১,৬৬০.৯০	২,০৪১.৪৮	২,৩৯১.৬২	২,০২৮.৫৯
অন্যান্য ফেব্রিক্স বিক্রয়	৭.২০	৬.৯০	৬.৬৩	৫.৫১	৪.৬৫
মোট বিক্রয়ের পরিমাণ	১৬,২৪৪.২১	১১,১৩৫.৮১	৮,৮৮৯.৫৩	১০,৭৬৭.০৬	৬,৫৩১.৯০

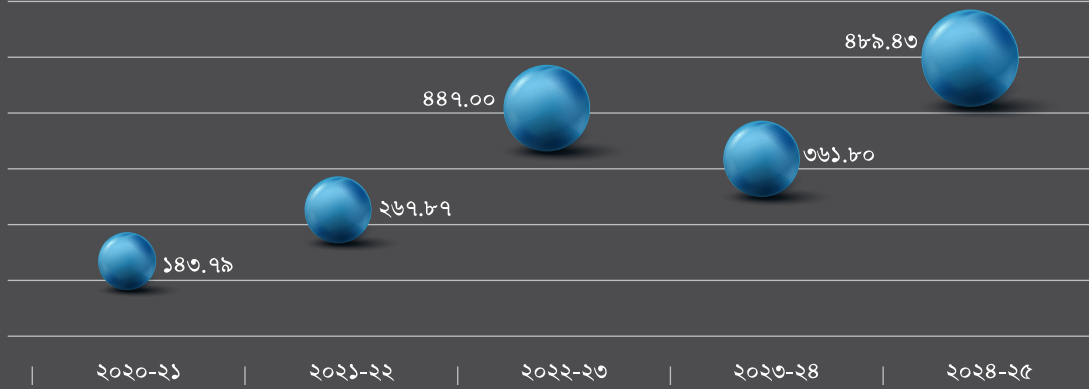
জাতীয় কোষাগারে অবদান

(সকল সংখ্যা মিলিয়ন টাকায়)

বিবরণ	২০২৪-২৫	২০২৩-২৪	২০২২-২৩	২০২১-২২	২০২০-২১
কর্পোরেট আয়কর	২৫৫.৪৮	১৪১.৭৩	১৭১.০৬	১১৮.৬৪	৫৭.৭৬
অগ্রীম আয়কর (উৎস হতে কর্তন)	১৩০.২৩	১৩৭.০৯	৫৮.৬৮	৫৮.৮৫	৫৬.১৪
ভ্যাট	১৭.৫২	১১.৬১	৮.০৬	৮.১৪	৪.৯৬
আমদানী শুল্ক	৭৮.৩৮	৬৯.৪১	২০৮.১৬	৭৫.৭৯	২৩.৩৫
স্ট্যাম্প শুল্ক	৫.৮৫	০.৩৫	০.৩১	০.৫৩	০.৫৭
লাইসেন্স ফি ইত্যাদি	১.৯৮	১.৬০	০.৭৩	৫.৯২	১.০৪
মোট টাকার পরিমাণ	৪৮৯.৪৩	৩৬১.৮০	৪৪৭.০০	২৬৭.৮৭	১৪৩.৭৯



জাতীয় কোষাগারে অবদানের গ্রাফচিত্র (মিলিয়ন টাকায়):

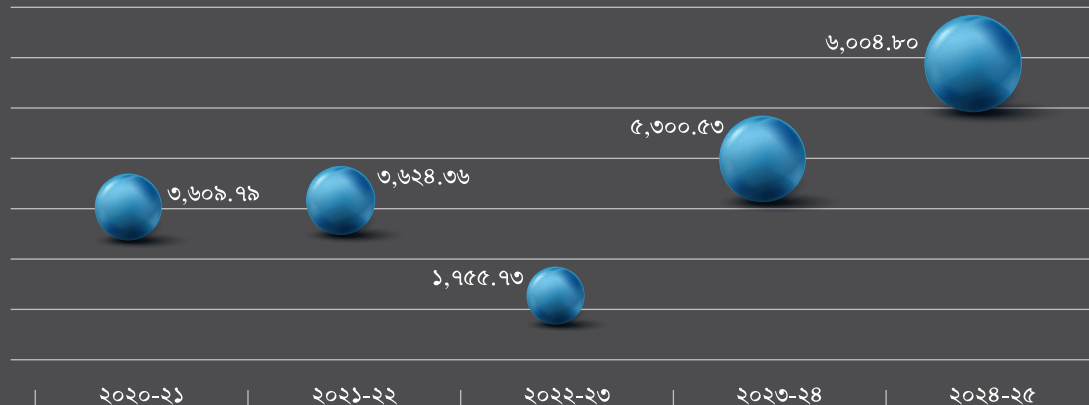


অর্জিত/সঞ্চিত বৈদেশিক মুদ্রা:

(সকল সংখ্যা মিলিয়ন টাকায়)

বিবরণ	২০২৪-২৫	২০২৩-২৪	২০২২-২৩	২০২১-২২	২০২০-২১
মোট রপ্তানী আয়	১৮,৫৬২.৫৯	১৪,১৯৬.৪১	১০,৭৭৮.৩০	১২,০৫০.৯৮	৮,৩২৯.১৭
বাদ: আমদানী খরচ সমূহ-					
কাঁচামাল - সুতা	৩,১৪৪.০৯	২১৩.৫৮	৮৯৪.২৬	২,১৬২.৮৬	৪৬০.৫৩
তুলা	৭,৯৭১.৪৮	৭,৬৫৫.১৭	৬,৬৯৪.২৫	৪,৬১১.৪৩	৩,২৪৮.১৩
কাঁচামাল - ডাইস এবং কেমিক্যাল	১,৩৮১.০৪	৯৭৩.৫৫	১,১৬৮.৭৪	১,৪৩৭.৯১	৮৬৫.৫৯
খুচরা যন্ত্রাংশ	২.৪৬	২.০৯	১৯৯.২৩	১৮৮.৯৭	১১৯.৬৪
বিবিধ	৫৮.৭২	৫১.৪৯	৬৬.০৭	২৫.৪৫	২৫.৪৮
নীট রপ্তানী আয় / সঞ্চয়	৬,০০৪.৭৮	৫,৩০০.৫৩	১,৭৫৫.৭৩	৩,৬২৪.৩৬	৩,৬০৯.৭৯

অর্জিত/সঞ্চিত বৈদেশিক মুদ্রার গ্রাফচিত্র (মিলিয়ন টাকায়):



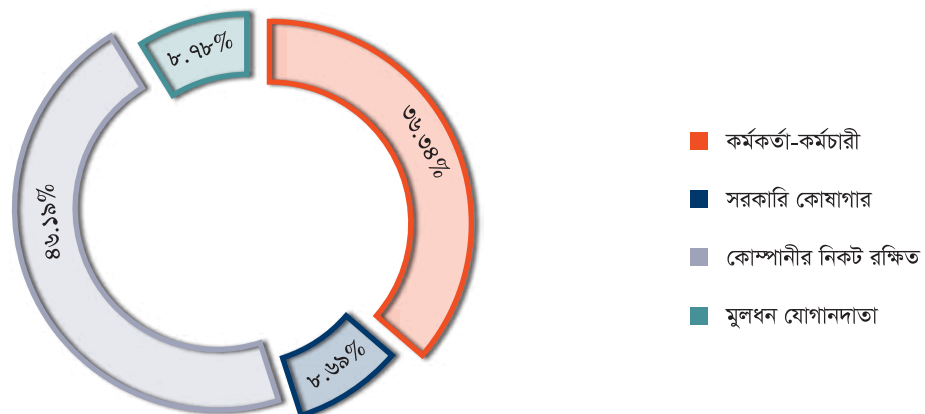


মূল্য সংযোজন বিবরণীঃ

(সকল সংখ্যা মিলিয়ন টাকায়)

বিবরণী	৩০ জুন ২০২৫ টাকা	৩০ জুন ২০২৪ টাকা
অর্থের উৎসসমূহঃ		
নীট বিক্রয়	১৮,৬২৪.৮০	১৪,২৬১.৩৮
বাদ: উপকরণ ও সেবামূল্য	(১৪,৭৮৬.৭২)	(১১,১৪২.৫২)
যোগ: অন্যান্য আয়	(১৭.২৬)	৪৮.১৫
সর্বমোট টাকা	৩,৮২০.৮২	৩,১৬৭.০২
সংযোজিত মূল্যের প্রয়োগঃ		
কর্মকর্তা-কর্মচারী		
বেতন, মজুরী এবং অন্যান্য সুবিধাদি	১,৩০৮.৪৫	১,০৪১.৩০
মুনাফার অংশ ও কল্যাণ তহবিল	৮০.১০	৩৫.৮১
	১,৩৮৮.৫৫	১,০৭৭.১১
সরকারী কোষাগারঃ		
কর্পোরেট আয়কর	২৪৫.৯৫	১৪১.৭৩
অন্যান্য সরকারী পাওনা	৮৬.২০	৬৪৪.৫৩
	৩৩২.১৫	৭৮৬.২৬
মূলধন যোগানদাতাঃ		
লভ্যাংশ	৩৩৫.৪৫	৫০২.১৮
কোম্পানীর নিকট রক্ষিতঃ		
অবচয়	৬৭৮.৯২	৭০৩.২৬
অবশিষ্ট মুনাফা	১,০৮৫.৭৫	৯৮.২১
	১,৭৬৪.৬৭	৮০১.৪৭
সর্বমোট টাকা	৩,৮২০.৮২	৩,১৬৭.০২

মূল্য সংযোজন বণ্টনের চিত্র : ২০২৪-২০২৫





কর্পোরেট ও আর্থিক প্রতিবেদনের কাঠামো

৩ জুন ২০১৮ তারিখে বাংলাদেশ সিকিউরিটিজ এন্ড এক্সচেঞ্জ কমিশনের জারীকৃত নোটিফিকেশন নং BSEC/CMRRCD/2006-158/ 207/Admin/80 এর অধীনে ধারা অনুযায়ী পরিচালকবৃন্দ আর্থিক প্রতিবেদন কাঠামোর নিম্নলিখিত পরিপালন নিশ্চিত করেন :

- ক। এনভয় টেক্সটাইলস লিমিটেডের ব্যবস্থাপনা কর্তৃপক্ষ 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 সংরক্ষণের স্বীকৃত নীতি সমূহ যথাযথভাবে অনুসরণ করা হয়েছে এবং হিসাবের অনুমানসমূহ যথাযথ মানদণ্ডের ভিত্তিতে অনুমিত হয়েছে।
- ঘ। আর্থিক বিবরণী প্রণয়নে আন্তর্জাতিক হিসাবরক্ষণ মান, বাংলাদেশ হিসাবরক্ষণ মান, আন্তর্জাতিক আর্থিক প্রতিবেদনের মান, বাংলাদেশ আর্থিক প্রতিবেদন মানসমূহ যথাযথভাবে অনুসরণ করা হয়েছে।
- ঙ। অভ্যন্তরীণ নিরীক্ষা পদ্ধতি পরিপূর্ণভাবে বিন্যস্ত ও কার্যকরভাবে প্রয়োগ ও পর্যবেক্ষণ করা হয়েছে।
- চ। গত বছরের ব্যবসায়িক ফলাফলের সাথে এ বছরের ব্যবসায়িক ফলাফলের দৃশ্যমান তফাৎ রয়েছে এবং এর কারণ সমূহ পরিচালকদের প্রতিবেদনের ব্যবসায়িক দক্ষতা অনুচ্ছেদে বিস্তারিত ভাবে বর্ণনা করা হয়েছে।
- ছ। ২০২৪-২৫ অর্থবছরে প্রদর্শিত প্রান্তিক আর্থিক ফলাফল সমূহের সাথে বাৎসরিক আর্থিক ফলাফলের উল্লেখযোগ্য অসংগতি ছিল না।
- জ। ২০২৪-২৫ অর্থবছরে কোন প্রকার অসাধারণ প্রকৃতির আয় কিংবা লোকসান ছিল না। যদিও বিবিধ আয়ে ১৯.৭৪ মিলিয়ন টাকা অনাদায়কৃত বৈদেশিক মুদ্রার তারতম্যজনিত একটি ক্ষতির সম্ভাব্য অংক অন্তর্ভুক্ত আছে, এ ক্ষতি সাধারণ ব্যবসায়িক কার্যক্রম থেকে উদ্ভূত বলে ধরে নেয়া হয়েছে।
- ঝ। ২০২৪-২৫ অর্থ বছরের স্বার্থ সংশ্লিষ্ট লেনদেনসমূহ বার্ষিক হিসাব বিবরণীর ৩৭.০০ নং পদটীকায় উল্লেখ করা হয়েছে।

নিরীক্ষকের প্রতিবেদন

আমরা আপনাদেরকে নিশ্চিত করছি যে, কোম্পানীর বিধিবদ্ধ নিরীক্ষক ২০২৪-২৫ অর্থবছরের জন্য কোম্পানীর আর্থিক প্রতিবেদন নিরীক্ষা করে একটি সাফল্যমণ্ডিত ও নির্ভরযোগ্য প্রতিবেদন দিয়েছেন। তাদের এই রিপোর্টে কোন ধরনের আপত্তি, সীমাবদ্ধতা বা বিশেষ মন্তব্য ছিল না।

উল্লেখযোগ্য পরিচালন ও আর্থিক তথ্যাবলী

বিগত ৫ বছরের উল্লেখযোগ্য পরিচালন ও আর্থিক তথ্যাবলী ০৩ জুন ২০১৮ তারিখে বাংলাদেশ সিকিউরিটিজ এন্ড এক্সচেঞ্জ কমিশনের জারীকৃত নোটিফিকেশন নং BSEC/CMRRCD/2006-158/207/Admin/80-এর অধীনে শর্ত ১(৫)(xix) অনুযায়ী Key Operating & Financial Data শিরোনামে **Annexure-I** হিসেবে এ প্রতিবেদনের সাথে সংযুক্ত করা হয়েছে।

আর্থিক বিবরণীর সত্যতা বিষয়ে অঙ্গীকার

৩ জুন ২০১৮ তারিখে জারীকৃত বাংলাদেশ সিকিউরিটিজ এন্ড এক্সচেঞ্জ কমিশনের নোটিফিকেশন নং BSEC/CMRRCD/2006-158/207/Admin/80 এর ৩(৩) ধারার বিধান মতে আর্থিক বিবরণীতে উল্লেখিত তথ্যাবলীর সত্যতা নিরূপন বিষয়ে সিইও ও সিএফও কর্তৃক স্বীকৃতি প্রদানের শর্তানুসারে একটি অঙ্গীকারনামা **Annexure-II** হিসেবে এতদসঙ্গে সংযুক্ত করা হলো।

মালিকানা কাঠামো

৩০শে জুন ২০২৫ তারিখের মালিকানা কাঠামো ৩ জুন ২০১৮ তারিখে বাংলাদেশ সিকিউরিটিজ এন্ড এক্সচেঞ্জ কমিশনের নোটিফিকেশনের ১(৫)(xxiii) শর্তানুসারে **Annexure-III** এ বিবৃত করা হয়েছে।

বোর্ড সভা, পরিচালকদের উপস্থিতি ও সম্মানী

৩০শে জুন ২০২৫ সমাপ্ত বছর সময়কালের মধ্যে সর্বমোট ১০টি পরিচালকমন্ডলীর সভা অনুষ্ঠিত হয়; উক্ত সভা সমূহে পরিচালকদের উপস্থিতির সারসংক্ষেপ চিত্র **Annexure-IV** আকারে এ প্রতিবেদনের সাথে সংযুক্ত হয়েছে। পরিচালকদের সম্মানী আর্থিক প্রতিবেদনের ৩৮.০১ ও ৩৮.০২ নং পদটীকায় উল্লেখ করা হয়েছে।

প্রস্তাবিত লভ্যাংশ

পরিচালকমন্ডলীর সভায় ৩০শে জুন ২০২৫ সালের সমাপ্ত বছরের জন্য ৩০ শতাংশ হারে নগদ লভ্যাংশ (১০ টাকা মূল্যের প্রতি শেয়ারে জন্য ৩.০০ টাকা) প্রদানের প্রস্তাব করা হয়েছে যা ৩০তম বার্ষিক সাধারণ সভায় অনুমোদন হবে।

স্টক লভ্যাংশ

কোম্পানী ২০২৫ অর্থ বছরের জন্য কোনরূপ স্টক লভ্যাংশ ঘোষণা করেনি এবং ২০২৪-২৫ অর্থ বছরের মধ্যে অন্তর্বর্তীকালীন স্টক লভ্যাংশও ঘোষণা করেনি।

অ-দাবীকৃত লভ্যাংশ

অ-দাবীকৃত লভ্যাংশ সংক্রান্ত বাংলাদেশ সিকিউরিটিজ এন্ড এক্সচেঞ্জ কমিশনের ১৪ জানুয়ারি ২০২১ তারিখের নির্দেশনার শর্ত অনুযায়ী ২০২১ সাল পর্যন্ত অ-দাবীকৃত লভ্যাংশের একটি সারাংশ **Annexure-X** হিসাবে এ প্রতিবেদনে সংযুক্ত করা হয়েছে। লভ্যাংশের দাবিদারদের বিস্তারিত তালিকা কোম্পানীর ওয়েবসাইট থেকে পাওয়া যাবে।



মুনাফার বন্টন

বছরভিত্তিক লভ্যাংশ হারের ধারাবাহিকতা বিবেচনায় নিয়ে কোম্পানীর পরিচালকমন্ডলী অর্জিত মুনাফার নিম্নরূপ বন্টন প্রস্তাব করেন :

- ক) ৩০শে জুন ২০২৫ সালের সমাপ্ত বছরের কর পরবর্তী নীট মুনাফা ১,৪০৮,৮৯৫,৪৭১.০০ টাকা
- খ) প্রস্তাবিত নগদ লভ্যাংশ ৫০৩,২০৪,৩০১.০০ টাকা
- গ) সংরক্ষিত মুনাফা ৯০৫,৬৯১,১৭০.০০ টাকা

পরিচালকদের পুনঃনিয়োগ

কোম্পানীর সংঘবিধির ১২৫ ধারা অনুযায়ী নিম্নোক্ত পরিচালকগণ অনুষ্ঠেয় ৩০তম বার্ষিক সাধারণ সভায় অবসর গ্রহণ করবেন:

(১) মিসেস সুমাইয়া আহমেদ, (২) জনাব সুনীল দৌলাত্রাম দারিয়ানানী এবং (৩) জনাব মোঃ মঈন উদ্দিন। সংঘবিধির ১২৬ ধারা অনুযায়ী উক্ত পরিচালকগণ পুনঃ নিয়োগের যোগ্য বিধায় তাঁরা পুনঃ নির্বাচনের আবেদন করেছেন।

৩ জুন ২০১৮ তারিখে জারীকৃত বাংলাদেশ সিকিউরিটিজ এন্ড এক্সচেঞ্জ কমিশনের নোটিফিকেশনের ধারা ১(৫)(xxiv) এর বিধান মতে নিয়োগের জন্য আগ্রহী পরিচালকগণের সংক্ষিপ্ত জীবন বৃত্তান্ত Annexure-V হিসেবে সংযুক্ত করা হয়েছে।

মনোনয়ন ও পারিশ্রমিক কমিটির সুপারিশক্রমে এবং কোম্পানির আর্টিকেলস অব অ্যাসোসিয়েশনের ধারা ১২৫ এবং ১২৬-এ বর্ণিত বিধান অনুসারে, পরিচালনা পর্ষদ গত ২৫ সেপ্টেম্বর ২০২৫ তারিখে অনুষ্ঠিত ২৪৬তম সভায়, আসন্ন ৩০তম বার্ষিক সাধারণ সভায় বর্তমান পরিচালকদের মধ্য হতে (১) মিসেস সুমাইয়া আহমেদ, (২) জনাব সুনীল দৌলাত্রাম দারিয়ানানী এবং (৩) জনাব মোঃ মঈন উদ্দিনকে অবসর গ্রহণের প্রস্তাব করেছে। উপরন্তু তারা যেহেতু পুনরায় পরিচালক হওয়ার যোগ্যতা রাখেন এবং পুনঃনিয়োগ পেতে আগ্রহ প্রকাশ করেছেন তাই পরিচালনা পর্ষদ উপরোল্লিখিত পরিচালকদের কোম্পানির পরিচালক হিসেবে পুনঃনির্বাচনের জন্য বিবেচনা করার পরামর্শ দিয়েছেন।

নিয়োগপ্রাপ্ত পরিচালকদের সংক্ষিপ্ত জীবনবৃত্তান্ত ৩ জুন ২০১৮ তারিখের বিএসইসি বিজ্ঞপ্তির ধারা ১(৫)(xxiv) অনুসারে ‘সংযোজনী V’ হিসাবে সংযুক্ত করা হয়েছে।

স্বাধীন পরিচালক (মহিলা) নিয়োগ

কোম্পানীর বোর্ড ২৫ সেপ্টেম্বর ২০২৫ তারিখে অনুষ্ঠিত-এর ২৪৬তম সভায় প্রফেসর তানজিনা হক, এফসিএমএ কে কোম্পানীর স্বাধীন পরিচালক হিসেবে নিয়োগদান করেছেন।

বাংলাদেশ সিকিউরিটিজ অ্যান্ড এক্সচেঞ্জ কমিশনের (বিএসইসি) প্রাতিষ্ঠানিক সুশাসন সংক্রান্ত নোটিফিকেশন প্রতিপালন এবং বোর্ডে বৈচিত্র্য আনার লক্ষ্যে, নিয়োগ ও পারিশ্রমিক কমিটি (এনআরসি) প্রফেসর তানজিনা হকের যোগ্যতা পুঙ্খানুপুঙ্খভাবে পর্যালোচনা করে তার নিয়োগের সুপারিশ করেছে।

বিএসইসি ইতিমধ্যে এই নিয়োগের আনুষ্ঠানিক অনুমতি দিয়েছে। প্রফেসর তানজিনা হক ঢাকা বিশ্ববিদ্যালয়ের একজন খ্যাতনামা অধ্যাপক এবং অভিজ্ঞ পেশাজীবী। অ্যাকাউন্টিং এ তার গভীর জ্ঞান এবং ২১ বছরের বেশি শিক্ষকতার অভিজ্ঞতা আমাদের বোর্ডকে সমৃদ্ধ করবে।

বিএসইসির সকল শর্ত পূরণ করে এই নিয়োগ দেওয়া হয়েছে। তার এই নিয়োগের বিষয়টি আসন্ন ৩০তম বার্ষিক সাধারণ সভায় সম্মানিত শেয়ারহোল্ডারদের অনুমোদনের জন্য পেশ করা হবে।

নিরীক্ষক নিয়োগ

মেসার্স কে.এম. হাসান অ্যান্ড কোং, চার্টার্ড অ্যাকাউন্ট্যান্টস, ২০২৪-২০২৫ সালের জন্য কোম্পানির নিরীক্ষাকার্য সম্পন্ন করেছে এবং তাদের নিরীক্ষাকার্যের তৃতীয় বছর সম্পন্ন হয়েছে। ২০ জুন ২০১৮ তারিখের BSEC আদেশ নং

BSEC/CMRRCD/2006-158/208/Admin/81 এবং স্টক এক্সচেঞ্জ (তালিকাভুক্তি) প্রবিধান, ২০১৫ এর প্রবিধান ১৫(৩) অনুসারে, তাদের নিরীক্ষাকার্য টানা তিন বছর অতিবাহিত হওয়ায় তারা পুনঃনিয়োগের যোগ্যতা হারিয়েছেন।

অডিট কমিটির সুপারিশক্রমে, ২৫ সেপ্টেম্বর ২০২৫ তারিখে অনুষ্ঠিত ২৪৬তম পরিচালনা পর্ষদ সভায়, মেসার্স ম্যাবস অ্যান্ড জে পার্টনারস, চার্টার্ড অ্যাকাউন্ট্যান্টস, এসএমসি টাওয়ার (লেভেল-৫ এবং-৭), ৩৩, বনানী সি/এ, ঢাকা-১২১৩ কে কোম্পানির ৩১তম বার্ষিক সাধারণ সভার সমাপ্তি পর্যন্ত ২০২৫-২০২৬ সালের জন্য নিরীক্ষক হিসেবে নিযুক্ত করার প্রস্তাব করেন, যেখানে তাদের বেতন ৪৫০,০০০.০০ (চার লক্ষ পঞ্চাশ হাজার) টাকা সুপারিশ করা হয়।

তারা কোম্পানির ৩১তম বার্ষিক সাধারণ সভার সমাপ্তি পর্যন্ত নিরীক্ষক পদে বহাল থাকবেন এবং ৩০ জুন ২০২৬ তারিখে সমাপ্ত বছরের হিসাব নিরীক্ষা করবেন।

নিরীক্ষকের নিয়োগ ৩০তম বার্ষিক সাধারণ সভায় সদস্যদের অনুমোদনের জন্য উপস্থাপন করা হবে।

পেশাজীবী হিসাব রক্ষক/সচিব নিয়োগ

প্রাতিষ্ঠানিক সুশাসনের দক্ষতা নিশ্চিতকল্পে এ সম্পর্কিত বাংলাদেশ সিকিউরিটিজ এন্ড এক্সচেঞ্জ কমিশনের বিধানমতে ২০২৫-২৬ সালের জন্য একটি পেশাজীবী হিসাবরক্ষক/সচিব ফার্মকে নিয়োগদান আবশ্যিক।

এ নিরীক্ষক ফার্ম প্রাতিষ্ঠানিক সুশাসনের উপর নিরীক্ষাপূর্বক একটি প্রত্যাশনপত্র শেয়ারহোল্ডারদের নিকট পেশ করবেন।

আগামী ২০২৫-২৬ অর্থবছরের জন্য মেসার্স কাজী শবনম এন্ড এসোসিয়েটস, হাউস নং- ১৫১/৫, ব্লক-১৩, মণিপুরীপাড়া, ফার্মগেট, ঢাকা-১২১৫, চার্টার্ড সেক্রেটারিজ এন্ড ম্যানেজমেন্ট কনসালটেন্টসকে ৫০,০০০.০০ (পঞ্চাশ হাজার) টাকা পারিশ্রমিকে নিয়োগদানের জন্য অডিট কমিটির সুপারিশের প্রেক্ষিতে বোর্ড কর্তৃক প্রস্তাব করা হয়। বোর্ডের প্রস্তাব ৩০তম বার্ষিক সাধারণ সভায় শেয়ারহোল্ডারদের অনুমোদনের জন্য উপস্থাপন করা হবে।

নিরপেক্ষ ভোটিং পর্যবেক্ষক নিয়োগ

১০ মার্চ ২০২১ তারিখের বাংলাদেশ সিকিউরিটিজ এন্ড এক্সচেঞ্জ কমিশনের নির্দেশনা যার রেফারেন্স নাম্বার BSEC/CMRRCD/2009-193/08-এর বিধান মতে ২ নভেম্বর ২০২৫ তারিখে অনুষ্ঠিত কোম্পানীর ২৪৮তম বোর্ড সভায় মেসার্স মোহাম্মদউল্লাহ এন্ড এসোসিয়েটস, স্যুট: বি৬, সমতা টাওয়ার, হাউস: ৪৭/বি, রোড: ২, চাঁদ হউজিং, মোহাম্মদপুর, ঢাকা ১২০৭-কে নিরপেক্ষ ভোটিং পর্যবেক্ষক হিসেবে নিয়োগদান করেছেন। তারা অনুষ্ঠিতব্য ৩০তম বার্ষিক সাধারণ সভার এজেন্ডা বিষয়ে ভোটের ফলাফলের উপর একটি নিরপেক্ষ প্রতিবেদন দিবেন, যার ফলে একটি স্বচ্ছ নির্বাচন প্রক্রিয়া নিশ্চিত হবে।



নিরপেক্ষ পরিসেবা প্রদানকারী নিয়োগ

১০ মার্চ ২০২১ তারিখের বাংলাদেশ সিকিউরিটিজ এন্ড এক্সচেঞ্জ কমিশনের নির্দেশনা যার রেফারেন্স নাম্বার BSEC/CMRRCD/2009-193/08-এর বিধান মতে ২ নভেম্বর ২০২৫ তারিখে অনুষ্ঠিত কোম্পানীর ২৪৮তম বোর্ড সভায় স্যাটকম আইটি লিমিটেড, রূপায়ণ শপিং স্কোয়ার (৯ তলা), প্লট-সি ২, ব্লক-জি, বসুন্ধরা, ঢাকা-১২২৯-কে নিরপেক্ষ পরিসেবা প্রদানকারী হিসেবে নিয়োগদান করেছেন। তারা ৩০তম বার্ষিক সাধারণ সভায় ই-ভোটিং কার্যক্রম ও সভা পরিচালনার জন্য ডিজিটাল প্ল্যাটফর্ম সার্ভিস প্রদান করবেন।

ব্যবস্থাপনার বিচার ও বিশ্লেষণ

৩ জুন ২০১৮ তারিখে জারীকৃত বাংলাদেশ সিকিউরিটিজ এন্ড এক্সচেঞ্জ কমিশনের নোটিফিকেশন নং BSEC/CMRRCD/2006-158/207/Admin/80 এর ৫(xxv) ধারার বিধান মতে কোম্পানীর সার্বিক অবস্থা ও ফলাফল বিশ্লেষণপূর্বক সিইও কর্তৃক স্বাক্ষরিত একটি বিবরণী Annexure-VI হিসেবে এতদসংগে সংযুক্ত করা হয়েছে।

সুশাসন পরিপালন সংক্রান্ত নিরীক্ষা

বাংলাদেশ সিকিউরিটিজ এন্ড এক্সচেঞ্জ কমিশন এর শর্ত অনুযায়ী মেসার্স হারুনুর রশিদ এন্ড এসোসিয়েটস, চার্টার্ড সেক্রেটারিজ এন্ড ম্যানেজমেন্ট কনসালটেন্টসকে কোম্পানীর সুশাসন পরিপালন সংক্রান্ত নিরীক্ষাকার্য সম্পাদনের নিমিত্তে ৩০শে জুন ২০২৫ সমাপ্ত বছরের জন্য এ সংক্রান্ত নিরীক্ষক হিসেবে নিয়োগদান করা হয়েছিল। তাদের সুশাসন পরিপালন সংক্রান্ত নিরীক্ষা প্রতিবেদন Annexure-VIII ও IX আকারে সংযুক্ত হয়েছে।

প্রাতিষ্ঠানিক সুশাসন সংক্রান্ত নির্দেশনা পরিপালনের অবস্থান

৩ জুন ২০১৮ তারিখে বাংলাদেশ সিকিউরিটিজ এন্ড এক্সচেঞ্জ কমিশন কর্তৃক জারীকৃত প্রাতিষ্ঠানিক সুশাসন সংক্রান্ত নির্দেশনা পরিপালনের অবস্থান এই প্রতিবেদনে Annexure-VII, VIII ও IX এ সংযুক্ত করা হয়েছে।

চলমান ব্যবসা

চলমান ধারাবাহিকতায় কোম্পানীর সক্ষমতা নিয়ে পরিচালকদের নিকট সন্দেহের উদ্বেক 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।

লিস্টিং পরবর্তী আর্থিক ফলাফল

কোম্পানিটি ২০১২ সালে প্রথমবারের মতো শেয়ার বাজারে প্রবেশ করে। সেই সময় থেকে কোম্পানির আয় ধীরে ধীরে বৃদ্ধি পেয়েছে। তবে, গত তিন বছরে লাভের পরিমাণ কিছুটা কমে গেছে। এর প্রধান কারণ হলো উচ্চ বিদ্যুৎ খরচ, কাঁচামালের দাম বৃদ্ধি এবং কোভিড-১৯ মহামারির কারণে চাহিদা হ্রাস।

তবুও, ২০২১-২২ অর্থবছরে কোম্পানি কোভিড-১৯-এর প্রভাব কাটিয়ে সফলভাবে পুনরুদ্ধার করতে সক্ষম হয়।

যুক্তরাষ্ট্র ও ইউরোপীয় ইউনিয়নের বাজারে পোশাকের চাহিদা গত বছরে কমে যায়, যা মূলত রাশিয়া-ইউক্রেন যুদ্ধের কারণে

সৃষ্ট অর্থনৈতিক মন্দার ফল। এর সঙ্গে সুদের হার ও মুদ্রাস্ফীতি বৃদ্ধিও ক্রেতাদের ক্রয়ক্ষমতায় প্রভাব ফেলে। ফলে ২০২২-২৩ অর্থবছরে কোম্পানির নিট লাভে কিছুটা পতন ঘটে।

২০২৩-২৪ অর্থবছরে ইউরোপ ও যুক্তরাষ্ট্রের বড় ক্রেতাদের কাছ থেকে ব্যাপক অর্ডার পাওয়ার কারণে রাজস্ব বা আয় উল্লেখযোগ্যভাবে বেড়ে যায়। এর ফলে আগের বছরের তুলনায় নিট লাভ বেড়ে যায় ৮৩.৪৫%।

২০২৪-২৫ অর্থবছরে কোম্পানি মহামারি-পরবর্তী স্থিতিশীলতা অর্জনের পর এক দুর্দান্ত আর্থিক প্রবৃদ্ধি লাভ করে। রাজস্ব বা আয় বেড়ে যায় ৩০.৬০%। এ প্রবৃদ্ধির প্রধান নিয়ামক ছিল ডেনিম কাপড়ের আন্তর্জাতিক বাজারে ব্যাপক চাহিদা বৃদ্ধি। এবছর স্থাপিত উৎপাদন ক্ষমতার শতভাগ উৎপাদন দক্ষতাকেও ছাড়িয়ে গেছে।

এই অসাধারণ কার্যসম্পাদনের ফলে কর-পরবর্তী নিট মুনাফা দাঁড়ায় ১,৪০৮.৯০ মিলিয়ন বাংলাদেশি টাকায়, যা আগের বছরের তুলনায় ১৩৪.৬৬ শতাংশ বেশি। কোম্পানির উৎপাদন সক্ষমতা ও বাজারে কৌশলগত বিনিয়োগের ফলাফল অত্যন্ত সফল ভাবে বাস্তবায়িত হয়েছে।

সংখ্যালঘুদের স্বার্থ রক্ষা

কোম্পানি সংখ্যালঘু শেয়ারহোল্ডারদের স্বার্থ রক্ষায় প্রতিশ্রুতিবদ্ধ। উদ্যোক্তা শেয়ারহোল্ডারদের দ্বারা সরাসরি বা পরোক্ষভাবে কোনো ধরনের অপব্যবহার বা অনুচিত কর্মকাণ্ড রোধে প্রয়োজনীয় পদক্ষেপ গ্রহণ করা হয়। এছাড়া, সংখ্যালঘু শেয়ারহোল্ডারদের যেকোনো অভিযোগ বা উদ্বেগ নিরসনের জন্য কার্যকর ব্যবস্থাও বিদ্যমান।

২০২৪-২৫ অর্থবছরে পরিচালনা পর্ষদ এমন কোনো সিদ্ধান্ত গ্রহণ করেনি, যা সংখ্যালঘু শেয়ারহোল্ডারদের স্বার্থের পরিপন্থী হতে পারে।

এশিয়ান ডেভেলপমেন্ট ব্যাংক-এর ঋণ সুবিধা

আমরা সানন্দের সাথে জানাতে চাই, সম্প্রতি এশিয়ান উন্নয়ন ব্যাংক (এডিবি) আমাদের কোম্পানিকে ৩০ মিলিয়ন মার্কিন ডলারের একটি সাসটেইনেবিলিটি-লিংকড ঋণ সুবিধা অনুমোদন দিয়েছে, যা বাংলাদেশে এডিবির প্রথম উদ্যোগ হিসেবে একটি গুরুত্বপূর্ণ মাইলফলক। সাত বছরের মেয়াদী এই ঋণে ১৮ মাসের গ্রেস পিরিয়ড অন্তর্ভুক্ত রয়েছে। প্রাপ্ত অর্থ ব্যবহার করা হবে বাৎসরিক ৪,৫৫০ মেট্রিক টন সুতা উৎপাদন ব্যবস্থার সম্প্রসারণ, ৩.৫ মেগাওয়াট-পিক সক্ষমতার ফ্যাক্টরির ছাদে সৌর বিদ্যুৎ স্থাপন, এবং বিদ্যমান উচ্চসুদের গৃহীত স্থানীয় ব্যাংক ঋণ পরিশোধের কাজে।

এই কৌশলগত অংশীদারিত্ব কোম্পানির পরিবেশবান্ধব উদ্যোগ, শিল্প আধুনিকায়ন ও মুনাফা বৃদ্ধিতে উল্লেখযোগ্য ভূমিকা রাখবে। ব্লেন্ডেড সুতা উৎপাদন সম্প্রসারণ থেকে প্রত্যাশিত আয়ের পাশাপাশি স্থানীয় ঋণ পরিশোধের মাধ্যমে আর্থিক ব্যয়হ্রাসেও সহায়তা করবে। উল্লেখ্য, এই নতুন সুবিধাটি ২০২৩ সালে গৃহীত এডিবির ১১ মিলিয়ন মার্কিন ডলারের বিদ্যমান ঋণ সুবিধার অতিরিক্ত একটি নতুন ঋণ সুবিধা। ৩০ জুন ২০২৫ তারিখে বিদ্যমান এডিবি ঋণের সর্বশেষ স্থিতি ছিল ১,০২১.২১ মিলিয়ন টাকা।



বোর্ডের বিশ্বাস, এই অর্থায়ন কোম্পানির দীর্ঘমেয়াদি প্রবৃদ্ধি ও মূল্য সংযোজনের ক্ষেত্রে গুরুত্বপূর্ণ অবদান রাখবে।

অগ্রাধিকারমূলক শেয়ার ইস্যু

কোম্পানি তার মূলধন কাঠামো উন্নত করা ও ব্যবসা সম্প্রসারণের জন্য অনুকূল শর্তে প্রেফারেন্স শেয়ার ইস্যুর মাধ্যমে অর্থ সংগ্রহ করেছে।

২০১৯ সালে প্রথম দফায় ৩২ মিলিয়ন প্রেফারেন্স শেয়ার ইস্যু করে ৩২০ মিলিয়ন টাকা সংগ্রহ করা হয়, যা বিএমআরই প্রকল্পে বিনিয়োগ ও উচ্চ সুদের ঋণ কমাতে ব্যবহার করা হয়। পরিকল্পনা অনুযায়ী এই শেয়ারগুলো সম্পূর্ণভাবে পরিশোধ করা হয়েছে।

২০২২ সালে দ্বিতীয় দফায় প্রাইভেট প্লেসমেন্টের মাধ্যমে ৮৭ মিলিয়ন প্রেফারেন্স শেয়ার ইস্যু করে ৮৭০ মিলিয়ন টাকা তোলা হয়। এই অর্থ ব্লেণ্ডেড ইয়ার্ন উৎপাদন প্রকল্পে বিনিয়োগ ও ব্যয় বহুল ঋণ পরিশোধে ব্যবহার করা হয়েছে। এই শেয়ারগুলো সম্পূর্ণ পরিশোধযোগ্য, ৫ বছর মেয়াদের।

২০২৫ সালের ৩০ জুন তারিখে অপরিশোধিত অগ্রাধিকার শেয়ারের স্থিতি ছিল ৩৪৮.০০ মিলিয়ন টাকা।

পরিচালনা পর্ষদ সময়মতো পরিশোধ নিশ্চিত করতে এবং মূলধন ব্যবস্থাপনায় গুণগত মান বজায় রাখতে প্রতিশ্রুতিবদ্ধ।

জিরো কুপন বন্ড

আমরা ২,০০০ মিলিয়ন টাকার অভিহিত মূল্যে অরূপান্তর যোগ্য, হস্তান্তর যোগ্য, সম্পূর্ণ পরিশোধ যোগ্য জিরো কুপন বন্ড ইস্যুর মাধ্যমে ২০২২ সালের শেষের দিকে ১,৩৪৭.৯০ মিলিয়ন টাকা বাট্টা মূল্যে তহবিল সংগ্রহ করেছি। এই বন্ডটি ষান্মাসিক মেয়াদে পরিশোধিত হচ্ছে।

এই উৎস থেকে সংগৃহীত অর্থের কিয়দংশ চড়া সুদে গৃহীত ব্যাংক ঋণ পরিশোধে এবং ক্যাপিটাল পাওয়ার প্ল্যান্ট স্থাপনের জন্য ব্যয়িত হয়েছে।

৩০ জুন ২০২৫ তারিখে জিরো কুপন বন্ডের স্থিতি ছিল ৯৫০.৭৪ মিলিয়ন টাকা।

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 ঘাত-প্রতিঘাত স্বত্বেও ক্রমবর্ধমান উৎপাদনশীলতা বজায় রাখা ও কাংখিত মুনাফা অর্জনে কোম্পানী সক্ষম হয়েছে। শেয়ারহোল্ডারদের স্বার্থ সংরক্ষনের নিমিত্তে ব্যবস্থাপনা ও কর্মকর্তা-কর্মচারীবৃন্দের এ ধরনের সহযোগীতার ধারাবাহিক প্রচেষ্টা অব্যাহত রাখবেন বলে পরিচালকমন্ডলী আশা করেন। সর্বপোষী সর্বক্ষেত্রে কোম্পানীর প্রতি শেয়ারহোল্ডারদের অবিচল আস্থা পরিচালকমন্ডলীকে প্রেরণা যুগিয়েছে। বাংলাদেশ সিকিউরিটিজ এন্ড এক্সচেঞ্জ কমিশন, ষ্টক এক্সচেঞ্জদ্বয়, জাতীয় রাজস্ব বোর্ড, বিনিয়োগ বোর্ড, কোম্পানী নিবন্ধকের কার্যালয় এবং অন্যান্য সংস্থা সমূহের কাছ থেকে কোম্পানী কর্তৃক গৃহীত নানা সহযোগীতা ও অব্যাহত সমর্থন পরিচালকমন্ডলী কৃতজ্ঞতার সাথে স্বীকৃতি প্রদান করছেন।

পরিচালনা পর্ষদের পক্ষে-

স্বাক্ষরিত

কুতুবউদ্দিন আহমেদ

চেয়ারম্যান



ANNEXURES

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Annexures to the Director's Report

Annexure I

KEY OPERATING AND FINANCIAL DATA:

figures in million BDT, except mentioned in otherwise

Particulars	2024-25	2023-24	2022-23	2021-22	2020-21
Revenue	18,624.80	14,261.38	11,904.99	12,401.55	8,665.30
Cost of Goods sold	15,098.28	11,951.41	9,462.84	10,675.33	7,377.86
Gross Profit	3,526.52	2,309.97	1,632.15	1,726.22	1,287.45
Operating Expenses	448.52	373.62	330.65	339.00	272.81
Financial Expenses	1,375.31	1,232.51	763.26	724.93	712.55
Operating Income	1,702.69	703.84	538.24	662.29	302.09
Other Income/Loss	(17.25)	48.15	48.37	(36.07)	2.38
Net Profit before WPPF	1,685.44	751.99	543.08	626.21	304.47
Contribution to WPPF	80.26	35.81	25.86	29.82	14.50
Net Profit before Tax	1,605.18	716.18	517.22	596.39	289.97
Provision for Income Tax	196.29	115.79	189.94	95.09	195.20
Net Profit after Tax	1,408.90	600.39	327.28	501.31	94.77
Gross Profit %	18.93	16.20	13.71	13.92	14.86
Net Profit %	7.56	4.21	2.75	4.04	1.09
Numbers of Share Outstanding	167.73	167.73	167.73	167.73	167.73
Face Value in Taka	10.00	10.00	10.00	10.00	10.00
Total Assets	26,848.83	23,986.00	20,702.33	19,721.35	18,649.60
Total Fixed Assets	12,394.81	12,344.37	10,421.36	10,407.07	10,474.52
Total Current Assets	14,454.01	11,641.63	10,280.96	9,314.29	8,141.72
Total Long Term Liability	5,165.62	5,852.89	6,336.59	6,168.26	3,094.61
Total Short Term Liability	11,900.59	9,422.33	7,896.09	7,144.05	9,216.49
Shareholders' Equity	9,782.62	8,710.78	6,469.65	6,409.05	6,338.51
Current Ratio	1 : 1.21	1 : 1.24	1 : 1.30	1 : 1.30	1 : 0.88
Net Asset Value (NAV)-in Taka	58.32	51.93	38.57	38.21	37.79
Net Operating Cash Flows Per Share in Taka	4.77	3.68	6.99	3.43	(2.25)
Earnings Per Share (EPS) in Taka	8.40	3.58	1.95	2.99	0.56
Cash Dividend Per Share	30%	20%	15%	15%	10%
Stock Dividend	Nil	Nil	Nil	Nil	Nil
Year end Market Price (DSE) in Taka	40.00	35.60	43.90	44.20	29.30
Year end Market Price (CSE) in Taka	39.00	33.50	44.60	43.90	29.00
Year end PE Ratio (DSE)	11.17	18.26	18.81	15.64	18.04
Year end PE Ratio (CSE)	10.89	17.18	14.92	15.53	17.67



Annexure II

Envoy Textiles Limited Declaration by CEO and CFO

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

The Board of Directors
Envoy Textiles Limited
Envoy Tower: 18/E, Lake Circus Kalabagan
West Panthapath, Dhaka-1205

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

Dear Sirs,

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

- (1) The Financial Statements of Envoy Textiles Limited for the year ended on 30 June 2025 have been prepared in compliance with International Accounting Standards (IAS) or International Financial Reporting Standards (IFRS), as applicable in the Bangladesh and any departure there from has been adequately disclosed;
- (2) The estimates and judgments related to the financial statements were made on a prudent and reasonable basis, in order for the financial statements to reveal a true and fair view;
- (3) The form and substance of transactions and the Company's state of affairs have been reasonably and fairly presented in its financial statements;
- (4) To ensure above, the Company has taken proper and adequate care in installing a system of internal control and maintenance of accounting records;
- (5) Our internal auditors have conducted periodic audits to provide reasonable assurance that the established policies and procedures of the Company were consistently followed; and
- (6) The management's use of the going concern basis of accounting in preparing the financial statements is appropriate and there exists no material uncertainty related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern.

In this regard, we also certify that: -

- (i) We have reviewed the financial statements for the year ended on 30 June 2025 and that to the best of our knowledge and belief:
 - (a) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - (b) these statements collectively present true and fair view of the Company's affairs and are in compliance with existing accounting standards and applicable laws.
- (ii) There are, to the best of knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or in violation of the code of conduct for the Company's Board of Directors or its members.

Sincerely Yours,

Tushar Tripathi

Chief Executive Officer (CEO)
25 September 2025

Saiful Islam, FCMA

Chief Financial Officer (CFO)
25 September 2025



Annexure III

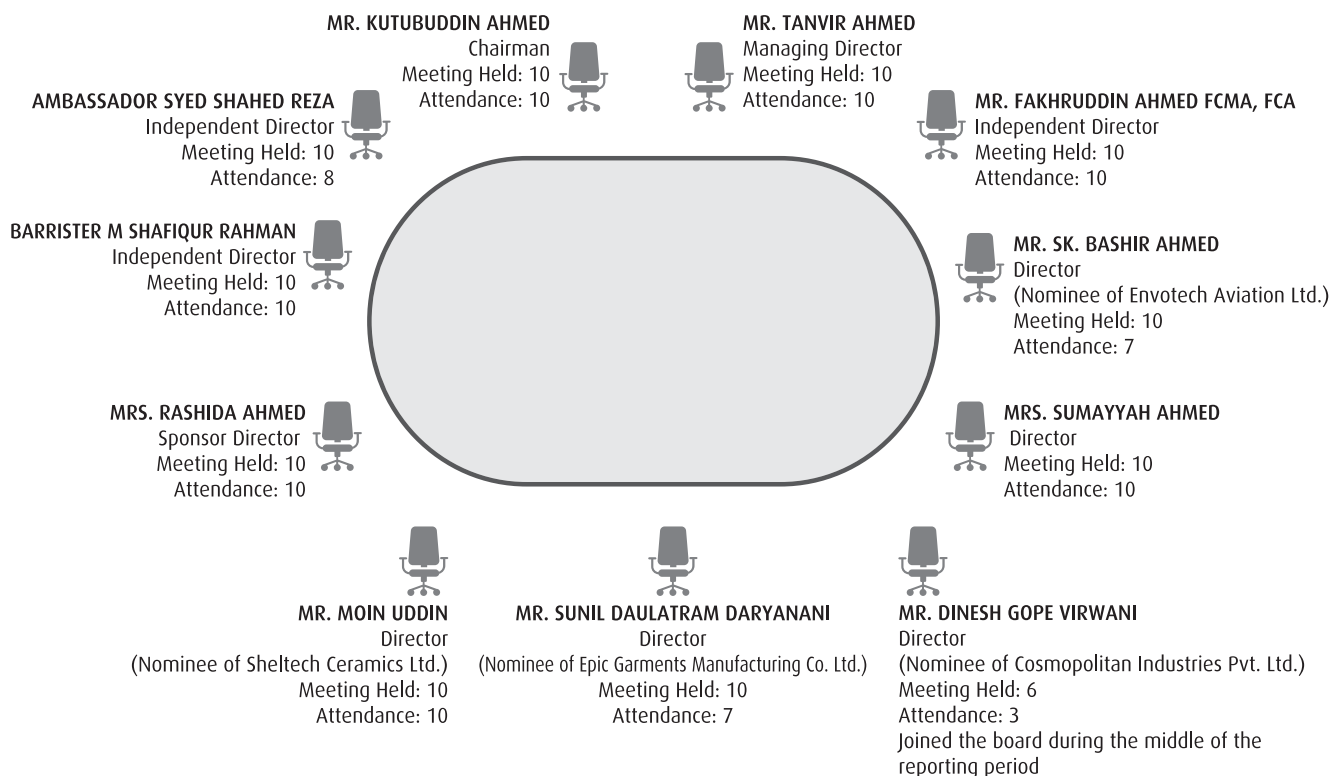
PATTERN OF SHAREHOLDING AS ON 30 JUNE 2025

Sl. No.	Name of the Shareholders	Position	Shares held	%
(i) Parent/subsidiary/ Associated companies and other related parties				
(ii) Directors and Sponsor				
01	Mr. Kutubuddin Ahmed	Chairman	18,595,059	11.09%
02	Mr. Tanvir Ahmed	Managing Director	16,144,471	9.63%
03	Ambassador Syed Shahed Reza	Independent Director	-	-
04	Mr. Fakhruddin Ahmed FCMA, FCA	Independent Director	-	-
05	Barrister Muhammad Shafiqur Rahman	Independent Director	-	-
06	Mr. Sk. Bashir Ahmed (Nominee of Envotech Aviation Ltd.)	Director	4,148,336	2.47%
07	Mrs. Rashida Ahmed	Sponsor Director	3,354,774	2.00%
08	Mrs. Sumayyah Ahmed	Director	7,734,469	4.61%
09	Mr. Sunil Daulatram Daryanani (Nominee of Epic Garments Manufacturing Co. Ltd.)	Director	4,440,000	2.65%
10	Mr. Moin Uddin (Nominee of Sheltech Ceramics Ltd.)	Director	3,364,695	2.01%
11	Mr. Dinesh Gope Virwani (Nominee of Cosmopolitan Industries Pvt. Ltd.)	Director	36,00,000	2.15%
11	Envoy Towers Limited	Sponsor	11,289,837	6.73%
12	Pastel Apparels Limited	Sponsor	8,003,526	4.77%
13	Fontina Fashions Limited	Sponsor	5,339,771	3.18%
14	Nadia Garments Limited	Sponsor	3,457,914	2.06%
15	Mr. Abdus Salam Murshedy	Sponsor Shareholder	12,529,091	7.47%
16	Mrs. Sharmin Salam	Sponsor Shareholder	3,657,867	2.18%
17	Mrs. Shehrin Salam Oishee	Sponsor Shareholder	3,657,867	2.18%
(iii) Chief Executive Officer, Chief Financial Officer, Company Secretary, Head of Internal Audit and their spouses and childrens:				
1	Mr. Tushar Tripathi	Chief Executive Officer	19,351	0.012%
2	Mr. Saiful Islam, FCMA	Chief Financial Officer	Nil	0%
3	Mr. M Saiful Islam Chowdhury, FCS	Company Secretary	7,187	0.004%
4	Mr. Mohammad Ataur Rahman, ACMA	Head of Internal Audit & Compliance	Nil	0%
(iv) Top 5 salaried Executives other than those Executives mentioned under (iii):				
1	Manish Joginder Khanna	Marketing Director	19,351	0.012%
2	Nanda Dulal Biswas	Head of Plant	8,000	0.005%
3	Shama Proshad Ghosh	Deputy Head of Plant	3,000	0.002%
4	Md. Majibur Rahman	Senior General Manager Spinning	Nil	0%
5	K M Rezaur Rahman	Senior General Manager Project Management	Nil	0%
(v) Shareholders holding 10% or more voting interest in the Company			Nil	



Annexure IV

THE NUMBER OF BOARD MEETINGS AND THE ATTENDANCE OF DIRECTORS DURING THE YEAR 2024-25 WERE AS FOLLOW:



Annexure V

BRIEF RESUME OF THE DIRECTORS WHO SEEK RE-APPOINTMENT IN THE ENSUING 30TH 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.
Mrs. Sumayyah Ahmed , Director of Envoy Textiles Limited, first appointed to the Board on 12 April 2017, holds an MSC in Marketing and Brand Management from the University of Essex, UK, and a BSC in Marketing Management from the same institution. She is the daughter of Mr. Kutubuddin Ahmed.	Corporate Management & Leadership	1. Envoy Textiles Ltd. 2. Sheltech Brokerage Ltd. 3. Sheltech (Pvt.) Ltd. 4. Sheltech Ceramics Ltd. 5. Sheltech Technology Ltd. 6. Sheltech Consultant (Pvt.) Ltd. 7. Sheltech Property Management Ltd. 8. Sheltech Homes Ltd. 9. Food Zone Ltd. 10. Grind Tech Ltd. 11. Sheltech Legacy Holdings Ltd. 12. Envoy Legacy Ltd. 13. Envoy Towers Ltd. 14. Pinata Air International Ltd. 15. Nadia Garments Ltd. 16. KS Builders Ltd. 17. KTS Syndicate Ltd.	1. Audit Committee 2. Nomination & Remuneration Committee



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.
Mr. Sunil Daulatram Daryanani, joined the Board of Envoy Textiles Limited during the 28th AGM on March 28, 2024, representing Epic Garments Manufacturing Co. Ltd. Mr. Sunil, Joint Chief Executive Officer, has been a vital member of Epic Group since 1995. Known for his diligence and dedication, he has played a pivotal role in the areas of sourcing, marketing, and merchandising. Among his many accomplishments, Mr. Sunil has successfully managed and expanded key strategic accounts, including partnerships with some of the largest retailers in the United States and globally. Born and raised in Mumbai on May 1, 1975, Mr. Sunil currently resides in Hong Kong with his wife and two children.	Marketing Management & Leadership	1. EPIC Garments Mfg. Co. Ltd. 2. Green Textiles Limited 3. Cosmopolitan Industries (Pvt.) Ltd. 4. Pearl Garments Company Ltd.	Audit Committee
Mr. Md. Moin Uddin, joined the Board of Envoy Textiles Limited during the 27th AGM on August 24, 2023, representing Sheltech Ceramics Limited. With extensive experience in the financial sector, he previously served as Founder CEO and Director of Operations at Sheltech Brokerage Ltd., and played key roles at IDLC Securities and City Brokerage, managing significant portfolios for high-net-worth clients. He is currently a Director at Sheltech Ceramics Limited and holds a master's degree along with a Diploma in Computer Science from NITT.	Entrepreneurship & Leadership	1. Sheltech Brokerage Ltd. 2. Sheltech Ceramics Ltd. 3. Grind Tech Ltd.	1. Audit Committee 2. Nomination & Remuneration Committee



Annexure VI

MANAGEMENT'S DISCUSSION AND ANALYSIS

On behalf of the management and the Board of Directors, it is with immense pride that I present this review of our Company's landmark performance for the fiscal year 2024-25. This year stands as a powerful testament to our strategic resilience, operational excellence, and our ability to capitalize decisively on global market opportunities. We have not only achieved exceptional growth but have also significantly strengthened our financial foundation, delivering record value to you, our shareholders.

This report covers the operations and financial performance of the Company for the year ended 30 June 2025

OVERALL REVIEW

Bangladesh has firmly cemented its position as the world's leading denim exporter to the European Union and a top supplier to the United States. The country's denim exports continue to demonstrate robust growth, with its share in the global denim trade now estimated at over 26%, a clear testament to its expanding influence and competitive strength.

This leadership is underpinned by massive domestic capacity. The sector now boasts investments exceeding BDT 250 billion, supported by approximately 40-42 advanced mills. These facilities have an annual production capacity of over 900 million meters of denim fabric, marking a significant leap from a decade ago and creating a powerful, integrated supply chain.

Bangladesh has consistently outpaced China as the top denim supplier to the EU, holding a market share of over 30%. In the US market, it remains a dominant force, competing closely with other major suppliers. While the EU and USA remain the primary destinations, accounting for nearly 70-75% of exports, the industry is successfully diversifying. Emerging markets like Japan, South Korea, India, Australia, and Latin America are becoming increasingly important, mitigating reliance on traditional Western markets.

A defining trend in Bangladesh's denim sector is the strategic shift beyond basic volume production. There has been a monumental surge in investment toward eco-friendly, LEED-certified factories. Bangladesh is now the global leader in green

garment factories, with a good number of its denim mills achieving top sustainability certifications. This commitment extends to adopting water-saving techniques, laser and ozone finishing technologies, and the use of recycled cotton and organic fibers.

This pivot is not just about environmental stewardship; it is a critical business strategy to align with the stringent Environmental, Social, and Governance (ESG) standards demanded by major global brands like Levi's, H&M, and Inditex. However, adopting these greener technologies and sustainable processes has increased production costs.

A critical challenge for manufacturers is the stagnation of product prices despite rising costs for energy, sustainable compliance, and finance. Buyers are often reluctant to absorb these increased costs, squeezing profit margins and creating an urgent need for price realignment that reflects the true value of sustainable production.

Looking ahead, maintaining Bangladesh's competitive edge will require a multi-pronged approach. The industry must continue to:

1. Invest in Innovation and R&D to move further up the value chain into premium and technical denim products.
2. Strengthen the "Sustainable Bangladesh" Brand to justify pricing that covers the cost of compliance and green manufacturing.
3. Enhance Operational Efficiency through automation and skill development to mitigate internal cost pressures.
4. Aggressively pursue market diversification to reduce vulnerability to economic cycles in Europe and North America.

By balancing its commitment to sustainability with strategic adaptation to global market dynamics, Bangladesh's denim industry is well-positioned to navigate current challenges and ensure its long-term growth and stability.

FINANCIAL PERFORMANCE

The past fiscal year has been one of transformational achievement. We successfully translated favorable denim market dynamics into unprecedented financial results, as summarized by our key performance indicators:



- **Revenue:** BDT 18,624.80 million, a **30.60% increase** from the previous year.
- **Gross Profit:** BDT 3,526.52 million, a **52.67% surge**.
- **Net Profit After Tax (NPAT):** BDT 1,408.90 million, a **134.66% leap**.
- **Earnings Per Share (EPS):** BDT 8.40, a **134.66% increase** from BDT 3.58.
- **Net Asset Value (NAV) Per Share:** BDT 58.32, a **12.30% growth**.

These figures are not merely numerical gains; they represent the successful execution of a clear strategy focused on scale, efficiency, and value creation.

Analysis of Operational Performance and Strategic Growth

Capitalizing on Strong Global Demand: The primary driver of our growth this year was a **significant surge in international demand for denim fabrics**. Our Company's response was exemplary. Our manufacturing units operated beyond their installed capacity, achieving over 100% utilization. This operational agility allowed us to increase fabric sales volume by an impressive **39.40%**, with denim fabric sales rising to **55.41 million yards** from 39.75 million yards. This demonstrates our critical role as a preferred and reliable partner in the global denim supply chain, driven by the strength of our product and market position.

Strategic Cost Management and Margin

Expansion: A cornerstone of this year's success was our strategic focus on margin enhancement. While our total production cost per yard saw industry-wide inflationary pressures, rising to BDT 242.06, we achieved remarkable efficiency at scale.

We strategically improved our **Gross Profit Ratio to 18.95%**, from 16.20%. This was primarily driven by a reduction in the Cost of Goods Sold (COGS) as a percentage of revenue to **81.07%** from 83.80%. Through strategic procurement that secured favorable raw material prices and the powerful economies of scale from our increased production volume, we effectively neutralized cost pressures from increased gas tariffs and other overheads.

This operational leverage flowed directly to the bottom line. **Our Net Profit Ratio reached 7.56%**

from 4.21%. This powerful conversion of top-line growth into bottom-line profit underscores a fundamental improvement in our operational performance and financial discipline.

Strengthened Financial Foundation and Shareholder Value

The record profitability has directly fortified our balance sheet and enhanced value for our shareholders.

- **Enhanced Shareholder Value:** The dramatic rise in **EPS to BDT 8.40** reflects the substantial earnings generated for each of you. Concurrently, our **NAV per share grew to BDT 58.32**, indicating a stronger underlying financial foundation driven by accumulated retained earnings.
- **Prudent Financial Management:** Financial expenses saw a moderate increase of 11.59% to BDT 1,375.31 million. This was a strategic and necessary step, attributable to financing secured for our project expansion and production enhancement initiatives. The fact that we achieved a 134.66% growth in net profit demonstrates that the return on these invested funds is highly positive and essential for our future growth.
- **Robust Operational Cash Flow:** It is particularly noteworthy that our **Net Operating Cash Flow Per Share (NOCFPS) increased to BDT 4.77**. This demonstrates that our record earnings are of high quality, backed by robust cash generation from core operations, ensuring operational liquidity and financial stability through improved collections and working capital management.

We operate in a dynamic global environment marked by economic uncertainties, inflationary pressures, and fluctuating exchange rates. The data on our inflation-adjusted net profit in previous years clearly reflects this volatility. However, our performance in FY 2024-25 proves our enhanced capacity to navigate these challenges.

Our strategy is clear: we will continue to build on this success by:

- **Driving Operational Excellence:** Continuously improving efficiency and cost management.



- **Investing in Strategic Growth:** Funding expansion projects that increase our capacity and capabilities.
- **Fortifying Our Balance Sheet:** Maintaining a strong financial position to withstand market cycles.
- **Upholding Sustainability:** Continuing our investments in green technologies and sustainable practices to meet global standards and secure our position as a responsible manufacturer.

	2024-25	2023-24	2022-23	2021-22	2020-21	2019-20
Cost of Raw Materials (in million BDT)	11,817.27	8,919.40	7,762.21	8,227.44	5,004.76	4,881.74
Other Production Overhead (in million BDT)	3,412.42	2,812.51	2,340.05	2,394.14	2,327.65	2,153.75
Total Cost of Production (in million BDT)	15,229.69	11,731.91	10,102.26	10,621.58	7,332.41	7,035.50
Cost per Yard (in BDT)	242.06	237.23	194.40	189.92	161.61	159.95
% of Raw Materials Cost to Production:	77.59	76.03	76.84	77.46	68.25	69.39
Cost of Goods Sold (COGS) (in million BDT)	15,098.28	11,951.41	9,462.84	10,675.33	7,377.86	6,882.73
Revenue (in million BDT)	18,624.80	14,261.38	11,094.99	12,401.55	8,665.30	8,176.82
% of COGS to Revenue	81.07	83.80	85.29	86.08	85.14	84.17
Gross Profit (GP) (in million BDT)	3,526.52	2,309.97	1,632.15	1,726.22	1,287.44	1,294.09
GP Ratio	18.93%	16.20%	14.71%	13.92%	14.86%	15.83%
Net Profit after Tax (in million BDT)	1,408.90	600.39	327.28	501.31	94.77	274.12
NP Ratio	7.56%	4.21%	2.95%	4.04%	1.09%	3.35%
Rate of inflation	8.55%	9.73%	9.02%	6.15%	5.56%	5.65%
Restated NP- Inflation adjusted (in million BDT)	1,297.92	547.15	300.20	472.27	89.78	259.46
EPS (in BDT)	8.40	3.58	1.95	2.99	0.56	1.63
NAV (in BDT)	58.32	51.93	38.57	38.21	37.79	38.43
NOCFS (in BDT)	4.77	3.68	6.99	3.43	(2.25)	1.56

FIVE-YEAR FINANCIAL PERFORMANCE ANALYSIS: A JOURNEY OF RESILIENCE AND STRATEGIC GROWTH (FY 2020-21 TO FY 2024-25)

This analysis provides a retrospective view of our company's financial journey over the last five fiscal years, a period marked by global challenges and significant opportunities. It demonstrates our strategic evolution from navigating volatile markets to achieving breakthrough performance, highlighting the key drivers behind our improving cost structure, operational efficiency, and profitability.

Cost Performance Analysis: Navigating Volatility Towards Efficiency

Our cost structure has undergone a significant transformation, reflecting both external market pressures and our internal strategic responses.

Raw Material Costs: This has been the most volatile component, fluctuating from a low of **BDT 5,004.76 million in FY 2020-21** (driven by lower prices and volumes during the global pandemic) to a high of **BDT 11,817.27 million in FY 2024-25**.

The sharp 32.49% increase in the most recent year was primarily due to more production capacity utilization. However, its proportion of total production costs has remained relatively stable (68%-77%), confirming its status as the dominant, yet managed, cost factor.

Production Overhead & Cost per Yard: Other Production Overhead has shown a consistent upward trajectory, growing from BDT 2,327.65 million in FY 2020-21 to **BDT 3,412.42 million in FY 2024-25**. This reflects broader inflationary pressures on utilities, gas tariffs, and operational expenses. Consequently, the **Cost per Yard has risen sharply by nearly 50% over five years, from BDT 161.61 to BDT 242.06**. This metric is the clearest indicator of the inflationary cost environment we have operated in.

Strategic Cost Management Evolution: The most critical insight from our cost analysis is found in the **Cost of Goods Sold (COGS) as a percentage of Revenue**. Despite rising absolute costs, this ratio has **consistently improved**, falling from **86.08% in FY 2021-22 to 81.06% in FY 2024-25**. This



demonstrates a strategic shift from merely absorbing costs to actively managing them through economies of scale, strategic procurement, and operational efficiencies. Our ability to lower this ratio in the face of rising input costs is a key success story for the past two years.

Operating Performance Analysis: Building Scale and Leverage

Our operational performance reveals a story of recovery, scaling, and enhanced execution.

Revenue Generation and Capacity Utilization:

After a period of stabilization post-pandemic, our revenue growth accelerated dramatically in FY 2024-25 with a **30.60% increase**. This was fueled by our ability to operate beyond installed capacity, with fabric sales volume surging **39.40%** to 55.41 million yards. This demonstrates that our investments in production capability and market positioning have created a powerful operational engine capable of capitalizing on high demand.

Gross Profitability: A Clear Turning Point

The Gross Profit Ratio is our most important indicator of core business health. After remaining stable between FY 2020-21 and FY 2021-22, it has begun a strong and steady climb:

- **FY 2022-23:** 14.71%
- **FY 2023-24:** 16.20%
- **FY 2024-25:** 18.93%

This multi-year expansion is a powerful sign that our operational efficiency is improving. We are now generating significantly more profit from every taka of revenue, confirming that our strategy to boost sales volume and manage costs is delivering the results we intended.

Earnings Performance Analysis: From Volatility to Breakthrough Profitability

The journey of our bottom-line earnings highlights our transition from vulnerability to external shocks to creating sustainable, high-quality profits.

Net Profit After Tax (NPAT) and Margins: The five-year trend shows a period of earnings volatility followed by a dramatic breakthrough.

- **The Volatile Period (FY 2020-21 to FY 2022-23):** NPAT was low and fluctuating, with the Net Profit Ratio ranging from 1.09% to 4.04%. This period reflected the company's sensitivity to raw material costs, inflation, and global supply chain disruptions.

- **The Strategic Inflection (FY 2023-24 to FY 2024-25):** We witnessed a transformational leap. The Net Profit Ratio more than doubled from **2.95% in FY 2022-23 to 7.56% in FY 2024-25**. The absolute NPAT of **BDT 1,408.90 million in FY 2024-25** is a 134.66% increase from the previous year, underscoring a complete transformation in earnings power.

Earnings Quality and Shareholder Value:

- **Earnings Per Share (EPS):** Mirroring NPAT, EPS showed volatility in the earlier years but exploded to **BDT 8.40 in FY 2024-25**. This massive growth directly translates the company's success into tangible value for each shareholder.
- **Inflation-Adjusted Profit:** The restated NP figures reveal that our reported growth in FY 2024-25 is not just nominal but represents strong **real economic profit**, effectively distancing us from the inflationary pressures that impacted us in previous years.
- **Net Asset Value (NAV):** The consistent year-on-year growth in NAV per share, culminating at **BDT 58.32**, demonstrates our sustained ability to build shareholder equity and financial stability through retained earnings, even during more challenging periods.

The five-year analysis reveals a clear narrative: **We have successfully transformed from a company buffeted by market forces into one that strategically commands them.**

The initial years were defined by managing volatility and maintaining stability. The recent two years mark a strategic breakout, where our focused investments in capacity, our relentless pursuit of operational efficiency, and our strategic market positioning have converged. We have broken the historical pattern of rising costs eroding margins, instead using scale and savvy management to expand profitability dramatically.

While we remain vigilant of global economic headwinds, we do so from a position of unprecedented strength. Our proven ability to manage costs, scale operations efficiently, and convert top-line growth into bottom-line results



provides us with great confidence for the future. We are committed to continuing this trajectory of strategic, profitable growth.

PEER ORGANIZATION SCENARIO

To provide a clear context for our financial results, we have conducted a comparative analysis against three key industry peers: Argon Denim, Evince Textiles, and Pacific Denim. The analysis is based on publicly available data from the Dhaka Stock Exchange for the four-year period from 2020-21 to 2023-24.

The findings unequivocally demonstrate our company's superior financial performance and stronger asset base within the industry.

Earnings Power:

Over the reviewed four-year period, our company delivered an **average Earnings Per Share (EPS) of Taka 2.27**. This significantly outpaces the peer group's average EPS of Taka 0.31. Our EPS is **over seven times higher** than the industry average, highlighting our exceptional ability to generate profit for each outstanding share.

Underlying Asset Value:

The strength of our balance sheet is reflected in the Net Asset Value (NAV) per share. Our **average NAV per share stood at Taka 41.63**, substantially exceeding the peer organizations' average of Taka 15.90 for the same period. This indicates that our company has built a more robust foundation of net assets per share, providing greater intrinsic value and financial resilience for our shareholders.

This peer comparison confirms that our strategic focus and operational execution have yielded superior outcomes. We have not only outperformed the industry average but have set a benchmark for profitability and financial stability in the denim and textile sector. This leading position provides a solid platform for sustained future growth and value creation.

RISK AND CONCERNS

The volatility of the currency, particularly against the dollar, poses significant challenges for long-term order bookings. Moreover, there is a consistent increase in cotton prices, as well as other input costs such as power and logistics. The soaring cost of natural gas has made its use as a power source impractical.

The plan for mitigating these risks and concerns

has been outlined in the Directors Report under the section titled 'Risks and Concerns.'

Accounting Policies and Estimations:

Fixed Assets

Property, plant, and equipment (PPE) comprise assets such as factory buildings, equipment, vehicles, and software, which are valued at their historical cost less accumulated depreciation. Some assets, like land and buildings, are measured at fair value in compliance with IAS-16. Depreciation is applied using the reducing balance method, with no depreciation charged on land and capital work-in-progress. Depreciation is applied to other assets when they become available for use.

Intangible assets are acquired and have finite useful lives. They are measured at cost less accumulated amortization and impairment losses, if any. Amortization is based on a reducing balance method over five years from the date they become available for use. No internally developed intangible assets were capitalized during the year.

The company's land was revalued as of 26 June 2024, leading to a revaluation gain of BDT 1.9 billion. This gain was credited to a "Revaluation Surplus" under shareholders' equity. The revaluation was limited to land, and other asset classes remained unchanged.

The company reviews assets for impairment at each reporting date. If the carrying amount of an asset exceeds its recoverable amount, an impairment loss is recognized. No assets were found to be impaired during the reporting period.

Subsequent costs related to replacing parts of PPE are recognized in the asset's carrying amount if they are expected to provide future economic benefits and can be measured reliably. No assets were disposed of during the period, but any gain or loss on disposal would be recognized under other income.

Capital work-in-progress represents costs for assets that were not yet ready for use at the end of the year and are stated at cost. Inventories, including raw materials, work-in-progress, and finished goods, are valued at the lower of cost or net realizable value. Cash and cash equivalents include cash in hand and bank deposits with a maturity of three months or less and are free of encumbrances.

**Taxation:**

The company enjoyed a tax holiday for a duration of four years, starting from 1 March 2008, and ending on 29 February 2012. During the tax holiday period, 40% of the company's net profit was transferred to the tax holiday reserve. After the expiration of the tax holiday period, an appropriate provision has been made for current and deferred tax liabilities, based on the prevailing rate.

Segment Reporting:

Segment reporting is not applicable for the current year, as the company does not meet the criteria required for segment reporting.

Revenue Recognition:**Sales of Goods:**

Revenue from the sale of goods shall be acknowledged upon fulfillment of the subsequent criteria:

- a. The company has transferred the significant risks and rewards of ownership of the goods to the buyer.
- b. The company has relinquished any continuing managerial involvement or effective control over the goods sold.
- c. The amount of revenue can be measured with reliability.
- d. There is a high likelihood that the economic benefits linked to the transaction will accrue to the company.
- e. The cost incurred or to be incurred for the transaction can be measured with reliability.

Other Income and Expenses:

Other income and expenses are recognized when received.

Foreign Exchange Transactions:

Transactions in foreign currencies are converted into BDT at the exchange rate on the date of the transaction. Monetary assets and liabilities expressed in foreign currencies are translated into BDT at the exchange rate prevailing at the balance sheet date. Gains or losses resulting from foreign currency transactions are recorded in the profit or loss and other comprehensive income.

Financial Expenses:

Borrowing costs are recognized as expenses in the period in which they are incurred, and any costs incurred before the commencement of commercial operations are capitalized.

Earnings:

This represents earnings for the year attributable to ordinary shareholders. As there were no preference dividends, minority interests, or extraordinary items, the net profit after tax for the period is considered fully attributable to the ordinary shareholders.

Financial Instruments:

Financial assets and liabilities are recognized on the balance sheet when the company becomes a party to the contractual provisions of the instrument.

Accounts Receivables:

Accounts receivables are stated at their nominal value and are considered as good.

Accounts Payables:

Accounts payables are stated at their nominal value, and no bank acceptance is provided as of the reporting date.

Due to and due from Related Parties:

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

Borrowings or Secured Loan:

Bank loans and overdrafts that bear interest are recognized at the amount received as proceeds. Finance charges related to these borrowings are accounted for on an accrual basis.

No changes in accounting policies and estimations were made during the reporting period.

CONCLUDING REMARKS

The fiscal year 2024-25 has been a defining chapter in our Company's history. We have validated our business model, demonstrated exceptional execution, and delivered outstanding returns. The core of our success lies in the strong global demand for our denim fabrics and our unparalleled ability to meet them efficiently. I extend my sincere gratitude to our dedicated colleagues, our supportive Board of Directors, and you, our valued shareholders, for your unwavering trust. We enter the new fiscal year with robust



momentum and great confidence, committed to building on this success to deliver sustained value for years to come.

FORWARD LOOKING

The textile industry has a promising growth potential as Chinese exports are slowing down due to various factors, including increased domestic demand and rising costs. This presents a valuable opportunity for our textile industry to capitalize on. However, challenges such as inadequate power supply, elevated power costs, and higher borrowing expenses are impeding our progress. Nevertheless, we are actively addressing these challenges through continuous efforts to reduce costs, improve processes, diversify our product range, and enhance productivity by optimizing efficiencies.

We are pleased to note that our financial performance has stabilized and is displaying signs of improvement, including increased capacity utilization. This, in turn, has led to enhanced export sales, driven by growing demand in global markets. The performance of our Spinning Division is gradually improving, despite the depressed denim fabric market observed in the past year. We remain hopeful that the denim fabric market will rebound in the current year.

Nonetheless, we maintain a strong sense of optimism for the future and anticipate positive outcomes.

CAUTIONARY STATEMENT

Important factors that could make a difference to the Company's operations include demand-supply conditions, fabric prices, raw materials costs and availability, fluctuations in exchange rates, changes in Government regulations and tax structure, economic developments within Bangladesh and the countries with which the Company has business. The Company assumes no responsibility in respect of the forward-looking statements herein, which may undergo changes in future on the basis of subsequent developments, information or events.

A handwritten signature in black ink, appearing to read "Tushar", with a stylized flourish extending from the end.

Tushar Tripathi

Chief Executive Officer
3 November 2025, Dhaka



Annexure VII

Compliance of Bangladesh Securities & Exchange Commission Notification No. BSEC/CMRRCD/2006-158/207/Admin/80 dated 03 June 2018 regarding compliance with the Corporate Governance Code 2018, and subsequent amendment thereon dated: 16 October 2023 No. BSEC/CMRRCD/2009-193/66/PRD/148 and BSEC Notification No. BSEC/CMRRCD/2009-193/76/PRD/151: dated 04 April 2024

1. Board of Directors

1.1 Board Size:

The number of members on the Board of Directors as of 30 June 2025 stands at 11 (Eleven), including three Independent Directors, which is within the limits specified by BSEC.

1.2 Independent Director:

(a) The three Independent Directors mentioned below were appointed during the 27th Annual General Meeting held on 24 August 2023, for a three-year term:

i) Ambassador Syed Shahed Reza is an Independent Director of the Company. He is a dynamic personality, holding a Master's degree in Public Administration from Dhaka University, with diverse experience in diplomatic affairs, education, social, cultural, and sports fields. He held a position as a member of the Senate at Dhaka University. Previously, he served as the Ambassador of Bangladesh to Kuwait and the Republic of Yemen and held the position of President of Dhaka Club.

He has worked as the National Chancellor for the Bangladesh Chapter of the International Association of Educators for World Peace (IAEWP), affiliated with NGOs such as UN (ECOSOC), UNDP, UNICEF, UNESCO, and UNCEO.

He is also an active sports organizer, currently serving as the Secretary-General of the Bangladesh Olympic Association, in addition to having previously held leadership positions in various prestigious sports organizations. He received the National Award in 2014 for his outstanding performance as a sports organizer.

Mr. Shahed is known for his strong relationships with corporate and political

entities at home and abroad. It's worth noting that Ambassador Syed Shahed Reza was already serving as an Independent Director of the Company.

ii) Mr. Fakhruddin Ahmed, FCMA, FCA, is the Independent Director of the Company. Mr. Ahmed, the son of Late Mr. Abdur Rahman, was born in 1963 into a respectable Muslim family in Cumilla. His early education began in Cumilla, where he attended Comilla Zilla School and Victoria Govt. College. He obtained a B. Com (Hons.) in Accounting and an M. Com (Accounting) from the University of Dhaka in 1983 and 1984, respectively.

He is a Certified Chartered Accountant and Auditor, as well as a Certified Cost and Management Accountant and Auditor. He is recognized as a fellow member of the Institute of Chartered Accountants of Bangladesh (ICAB) and the Institute of Cost & Management Accountants of Bangladesh (ICMAB).

Currently, he serves as the Managing Director of the Newage Group Companies, reputable business conglomerates involved in export-oriented manufacturing of knit fabrics and garment accessories.

Mr. Fakhruddin Ahmed is also engaged as an Adjunct Faculty Member in the Department of Business Studies at the State University of Bangladesh, teaching MBA and EMBA programs.

With over 32 years of professional experience in the field of finance and accounts, Mr. Fakhruddin Ahmed possesses the ability to manage complex projects, excellent organizational skills, and an active professional network of relevant contacts within the local business communities. Throughout his various positions, companies under his leadership have experienced significant expansion and achieved the status of being one of the leading companies in their respective sectors.

iii) Mr. Muhammad Shafiqur Rahman, Barrister-at-Law and an Advocate of the Supreme Court of Bangladesh, is the Court-appointed Independent Director. After obtaining an LLB (Hons.) and an LLM from the University of Dhaka, Mr. Shafiqur Rahman went to England to study law at



the University of London, where he achieved a second Honours degree in law. He completed his bar vocational course at the University of Northumbria at Newcastle, earning a 'very competent' grade. He became a member of Lincoln's Inn and was called to the bar in 2002. Upon returning to Bangladesh, he joined the Chambers of Dr. M. Zahir, a prominent corporate and constitutional expert in Bangladesh, and remained with him until Dr. Zahir's unfortunate demise in 2013. Mr. Shafiqur Rahman enjoyed the benefits of working in Dr. Zahir's prestigious corporate chambers, which included dealing with large multinational corporate clients such as Chevron, Lafarge, Youngone, Procter and Gamble, British American Tobacco, US Fibres, Haewae, Cathay Pacific, as well as prominent local clients like Berger, MJL Bangladesh Ltd., Grameenphone, Renata, IIDFC, IDLC, ACI, ONE Bank, AB Bank, LankaBangla Finance, Independent University, American International University, HRC Shipping, and others.

While mainly practicing as a litigator in the Supreme Court, Mr. Shafiqur Rahman also engages in opinion writing, drafting contracts, and vetting legal documents as part of his daily routine. His main areas of practice include Admiralty, Corporate, Commercial, Securities, Banking, Insurance, Judicial Review (Writ), and Arbitration. He serves as the Legal Retainer of the Dhaka Stock Exchange, providing advice on capital market and securities law. He works for several Protection and Indemnity (P & I) Clubs, including Standard Club Europe, Standard Club Asia, Swedish Club Hong Kong, and Japan P & I Club. He regularly contributes legal articles to the law journal "Bangladesh Legal Times". He is frequently appointed as an "amicus curiae" by the Company Bench of the High Court Division in critical cases to assist the court in arriving at correct judicial decisions.

Female Independent Director

The Board of Directors, at its 246th meeting on 25 September 2025, appointed **Professor Tanzina Haque, FCMA**, as an Independent Director for a three-year term.

In line with the company's commitment to upholding the highest standards of corporate governance and bringing diverse expertise to the Board, the Nomination and Remuneration Committee (NRC), at its 28th meeting held on 9 August 2025, conducted a thorough review of Professor Haque's credentials. Following this detailed assessment, the NRC unanimously recommended her appointment.

To ensure full regulatory compliance, an application seeking the necessary approval for this appointment, along with all supporting documents, was submitted to the Bangladesh Securities and Exchange Commission (BSEC). We are pleased to report that the BSEC has granted its formal consent for this appointment.

Professor Haque is a distinguished academic and a seasoned professional. She is a Professor at the University of Dhaka with over 21 years of teaching experience in the Department of Accounting and Information Systems. Her academic qualifications include a Master of Business Administration from the University of Dhaka and a Master of International Business from the University of Melbourne, Australia. Furthermore, she is a Fellow Cost and Management Accountant (FCMA), a testament to her professional excellence.

The Board has confirmed that Professor Haque meets all the stipulated requirements for an Independent Director under the BSEC Code and has fulfilled all necessary compliance obligations.

In accordance with the BSEC notification and relevant laws, this appointment is now presented to the esteemed shareholders for their valuable confirmation at the upcoming 30th Annual General Meeting (AGM).

All of the Independent Directors do not possess any shares of the Company.

(b) The Independent Directors meet the entire requirement as prescribed under the sub-clause (i) to (x).

(c) As explained in 1.2

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



- (e) As explained in 1.2
- 1.3 Qualifications of Independent Director (ID)
As described in 1.2
None of the Independent Directors hold on shares in the company.
(b) As explained in Para(i)
(c & d) No relaxation of qualification of ID is required.
- 1.4 Chairman of the Board and Chief Executive Officer:
The positions of the Chairman of the Board and the Chief Executive Officer are separate. The roles of the Chairman and Managing Director are clearly defined in the Articles of Association of the Company. The Chairman serves as a non-executive director on the board.
- 1.5 Directors Report to Shareholders:
The entire requirements have been fulfilled.
- 1.6 Meetings of the Board of Directors:
The company adheres to Bangladesh Secretarial Standards (BSS) as adopted by the Institute of Chartered Secretaries of Bangladesh (ICSB) when conducting its Board and Committee meetings.
- 1.7 Code of Conduct for the Chairperson, other Board members and Chief Executive Officer
- Preface
This Code of Conduct for the Board of Directors including the Independent Directors of the Company (hereinafter referred to as the "Directors") aims at maintaining the highest standard of business conduct & ethics for the Company, provides guidance in difficult situations involving conflict of interest and ensures compliance with all applicable laws. The Directors of the Company subscribe to the following Code of Conduct adopted by the Board:
 - Honest and Ethical Conduct
All the Directors should act in accordance with the highest standards of personal and professional integrity, honesty and ethics. Their conduct should be free from fraud and deception and it should help foster a

culture of honesty, truthfulness, reliability, accountability and respect for human values in the Organization.

- Conflicts of Interest

All Directors should be scrupulous in avoiding situations wherein financial or personal considerations tend to compromise the exercise of professional judgments in discharging of their duties. They should not allow personal interests to conflict with the interests of the Company. Acceptance of any undue offer, gift, money or money's worth or favor, whether for himself/ herself or for family members, from any business associates, is prohibited.

- Confidentiality

All Directors should respect the confidentiality of all the confidential information, regarding the Company including but not limited to technical processes, patents, business processes, product developments, R&D, expansion plans, prices of goods, raw materials and Plant & Machinery, its customers, suppliers, employees, associates etc., acquired by them in the course of their duties. No such information is to be disclosed except when it is authorized or legally required. The use of such information for his or her own advantage or profit is prohibited.

- Protection and Proper Use of Company's Property

All Directors shall themselves make and ensure the use of Company's Property in most efficient and economic manner. All efforts should be made to protect the Company's property from any misappropriation, theft, carelessness etc. and the property must be used for legitimate and official purposes only.

- Compliance with all Applicable Laws

All Directors must comply with all applicable Government Laws, Rules and Regulations. They should make themselves conversant with all the latest legal provisions required in discharging of their duties so that no action of them should jeopardize the Company.



- Enhancing the value of the organization

All the Directors should strive hard to adopt a customer-oriented approach and to make the Company more competitive. They should endeavor to make continuous improvements in all the business plans & processes, should foster suggestions/ take innovative steps for the betterment of the Company.

- Disclosures

All Directors should ensure to provide full, fair, accurate, timely and understandable disclosures in all reports and documents required to be presented to shareholders, investors and other Government Authorities.

- Violation of the Code

The Board of Directors will have the power to take appropriate action against anyone found violating the provisions of the Code. Where the Company has suffered a loss due to such violation, it may pursue remedies against the individual.

- Waivers and Amendments of the Code

The Board of Directors is committed to continuously review and update the policies and procedures. Therefore, this Code is subject to modifications, waivers and amendments as the Board may think appropriate from time to time. The Board can waive compliance with this code for any director of the Company.

- (b) The code of conduct as determined by the NRC posted on the website of the company.

2. **Governance of Board of Directors of Subsidiary Company**

The Company has no subsidiary-holding relationship.

3. **Managing Director (MD) or Chief Executive Officer (CEO), Company Secretary (CS), Chief Financial Officer (CFO) and Head of Internal Audit and Compliance (HIAC)**

- 3.1 & 3.2 Appointment & Requirement to attend the Board Meetings.

Four separate individuals, each of different specialized discipline, have been appointed. Their roles have been defined

by the Board. The MD, CS, CFO & HIAC regularly attend the Board Meeting.

3.3 **Duties of Managing Director (MD) or Chief Executive Officer (CEO) and Chief Financial Officer (CFO)**

Duly reported and attached with the Director's Report as Annexure II.

4. **Board of Director's Committee**

In order to ensuring good governance in the Company, the Board of the Directors have following sub-committees:

- Audit Committee; and
- Nomination and Remuneration Committee.

5. **Audit Committee**

The Audit Committee, functioning as a Sub-Committee of the Board, comprises three Independent Directors, with one serving as the Chairman, along with three non-executive shareholding Directors. The Company Secretary acts as the Secretary to the Committee. The role of the Audit Committee, as stipulated by the BSEC regulations, has been duly adopted by the Board. The Committee diligently submits its reports as required by the BSEC.

6. **Nomination and Remuneration Committee (NRC)**

The Nomination and Remuneration Committee, functioning as a Sub-Committee of the Board, comprises three Independent Directors, with one serving as the Chairman, along with three non-executive shareholding Directors. The Company Secretary acts as the Secretary to the Committee. The role of the Nomination and Remuneration Committee, as stipulated by the BSEC regulations, has been duly adopted by the Board.

7. **External/Statutory Auditors**

The company strictly adheres to the BSEC guidelines in the selection of statutory Auditors. M/S K. M. Hasan & Co., Chartered Accountant, was appointed solely for the third year to audit the management accounts of the company for the year ended 30 June 2025.



8. Maintaining a website by the Company

The company maintains an official website that is linked with the websites of the stock exchanges. On this website, all the necessary and detailed disclosures are made available in accordance with the listing regulations of the stock exchanges.

9. Reporting and Compliance of Corporate Governance

- 9.1 Certificate on Compliance of Corporate Governance is attached with the Directors Report as Annexure IX.
- 9.2 A Professional Accountant or Secretary to be appointed by the shareholders in 30th Annual General Meeting.
- 9.3 A Report on compliance of corporate governance, prepared in accordance with the specified format, is attached to the Directors Report as Annexure VIII.



Annexure VIII

Status of compliance with the Corporate Governance Code (CGC)

[Envoy Textiles Limited]

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

Status of compliance with the conditions imposed by **BSEC** vide Notification No. **BSEC/CMRRCD/2006-158/207/Admin/80** dated **03 June 2018** and subsequent notification ref. no. BSEC/CMRRCD/2009-193/76/PRD/151 dated 04th April 2024 thereon and it's latest amendments issued under section 2CC of the Securities and Exchange Ordinance, 1969

(Report under Condition No. 9)

Condition No.	Title	Compliance Status (Put ✓ in the appropriate column)		Remarks (if any)
		Complied	Not Complied	
1.0	Board of Directors			
1(1)	The total number of members of a company’s Board of Directors (hereinafter referred to as "Board") shall not be less than 5 (five) and more then 20 (twenty).	√		The Board of Directors of Envoy Textiles Limited is comprised of 11 Directors including 3 Independent Directors.
1.2	Independent Directors			3(1:5)
1.(2)(a)	At least 2 (two) directors or one-fifth (1/5) of the total number of directors in the company’s Board, whichever is higher, shall be independent directors; any fraction shall be considered to the next integer or whole number for calculating number of independent director(s): Provided that the Board shall appoint at least 1(one) female independent director in the Board of Directors of the company;	√		There are 3 Independent Directors in the board of the company namely: Ambassador Syed Shahed Reza, Mr. Fakhruddin Ahmed FCMA, FCA and Barrister Muhammad Shafiqur Rahman
1(2)(b)	Without contravention of any provision of any other laws, for the purpose of this clause, an “independent director” means a director –			
1(2)(b)(i)	Who either does not hold any share in the Company or holds less than one percent (1%) shares of the total paid-up shares of the Company;	√		As declared by the Independent Directors
1(2)(b)(ii)	Who is not a sponsor of the Company or is not connected with the Company’s any sponsor or director or nominated director or shareholder of the Company or any of its associates, sister concerns, subsidiaries and parents or holding entities who holds one percent (1%) or more shares of the total paid-up shares of the Company on the basis of family relationship and his or her family members also shall not hold above mentioned shares in the Company. Provided that spouse, son, daughter, father, mother, btother, sister, son-in-law and daughter-in-law shall be considered as family members ;	√		Do





1(2)(b)(iii)	Who has not been an executive of the Company in immediately preceding 2 (two) financial years;	√		Do
1(2)(b)(iv)	Who does not have any other relationship, whether pecuniary or otherwise, with the Company or its subsidiary or associated Companies;	√		Do
1(2)(b)(v)	Who is not a member or TREC (Trading Right Entitlement Certificate) holder, director or officer of any stock exchange;	√		Do
1(2)(b)(vi)	Who is not a shareholder, director excepting independent director or officer of any member or TREC holder of Stock Exchange or an intermediary of the capital market;	√		Do
1(2)(b)(vii)	Who is not a partner or an executive or was not a partner or an executive during the preceding 3 (three) years of the concerned Company's statutory audit firm or audit firm engaged in internal audit services or audit firm conducting special audit or professional certifying compliance of this Code;	√		Do
1(2)(b)(viii)	Who is not independent director in more than 5 (five) listed companies;	√		Do
1(2)(b)(ix)	who has not been reported as a defaulter in the latest Credit Information Bureau (CIB) report of Bangladesh Bank for nonpayment of any loan or advance or obligation to a bank or a financial institution, and	√		Do
1(2)(b)(x)	Who has not been convicted for a criminal offence involving moral turpitude;	√		Do
1(2)(c)	The independent director(s) shall be appointed by the Board and approved by the shareholders in the Annual General Meeting (AGM): Provided that the Board shall appoint the independent director, subject to prior consent of the Commission, after due consideration of recommendation of the Nomination and Remuneration Committee (NRC) of the company;	√		Independent Directors appointed by the Board of Directors at its 223 rd meeting held on 25 July 2023 and approved by shareholders at 27 th AGM held on 24 August 2023
1(2)(d)	The post of independent director(s) cannot remain vacant for more than 90 (ninety) days; and	√		Do
1(2)(e)	The tenure of office of an independent director shall be for a period of 3 (three) years, which may be extended for 1 (one) tenure only. Provided that a former independent director may be consider for reappointment for another tenure after a time gap of one tenure, i.e., three years from his or her completion of consecutive two tenures [i.e. six years].	√		Independent Directors appointed for a term of 3 years





1(3)	Qualification of Independent Director :			
1(3)(a)	Independent director shall be a knowledgeable individual with integrity who is able to ensure compliance with financial laws, regularity requirements and corporate laws and can make meaningful contribution to the business.	√		The Qualification and background of the ID's are commensurate to the requirements of the position and are stated in the Directors profile.
1(3)(b)	Independent Director shall have following qualifications :			
1(3)(b)(i)	Business Leader who is or was a promoter or director of an unlisted company having minimum paid-up capital of Tk.100.00 million or any listed company or a member of any national or international chamber of commerce or registered business association; or	√		
1(3)(b)(ii)	Corporate Leader who is or was a top level executive not lower than Chief Executive Officer or Managing Director or Deputy Managing Director or Chief Financial Officer or Head of Finance or Accounts or Company Secretary or Head of Internal Audit and Compliance or Head of Legal Service or a candidate with equivalent position of an unlisted Company having minimum paid-up-capital of Tk. 100.00 million or of a listed Company; or	√		
1(3)(b)(iii)	Former or existing official of government or statutory or autonomous or regulatory body in the position not below 5th Grade of the national pay scale, who has at least educational background of bachelor degree in economics or commerce or business or Law: Provided that in case of appointment of existing official as independent director, it requires clearance from the organization where he or she is in service; or	√		
1(3)(b)(iv)	University Teacher who has educational background in Economics or Commerce or Business Studies or Law; or	N/A		
1(3)(b)(v)	Professional who is or was an advocate practicing at least in the High Court Division of Bangladesh Supreme Court or a Chartered Accountant or Cost and Management Accountant or Chartered Financial Analyst or Chartered Certified Accountant or Certified Public Accountant or Chartered Management Accountant or Chartered Secretary or equivalent qualification;	√		
1(3)(c)	The independent director shall have at least 10 (ten) years of experiences in any field mentioned in clause (b);	√		
1(3)(d)	In special cases, the above qualifications or experiences may be relaxed subject to prior approval of the Commission.	N/A		
1(4)	Duality of Chairpersons of the Board of Directors and Managing Director or Chief Executive Officer:			
1(4)(a)	The positions of the Chairpersons of the Board and the Managing Director (MD) and /or Chief Executive Officer (CEO) of the Company shall be filled by different individuals;	√		The Chairman of the Board and Managing Director are filled by Different Person.





1(4)(b)	The Managing Director (MD) and / or Chief Executive Officer (CEO) of a listed Company shall not hold the same position in another listed Company;	√		The Managing Director does not hold the same position in any other Listed Company
1(4)(c)	The Chairperson of the Board shall be elected from among the non-executive directors of the Company;	√		
1(4)(d)	The Board shall clearly define respective roles and responsibilities of the Chairperson and the Managing Director and / or Chief Executive Officer;	√		
1(4)(e)	In the absence of the Chairperson of the Board, the remaining members may elect one of themselves from non-executive directors as Chairperson for that particular Board's meeting; the reason of absence of the regular Chairperson shall be duly recorded in the minutes;	-		No such event occurred
1(5)	The Directors' Report to Shareholders:			
1(5)(i)	An industry outlook and possible future developments in the industry;	√		Described in the annual report
1(5)(ii)	The segment-wise or product-wise performance;	√		Do
1(5)(iii)	Risks and concerns including internal and external risk factors, threat to sustainability and negative impact on environment, if any;	√		Do
1(5)(iv)	A discussion on Cost of Goods Sold, Gross Profit Margin and Net Profit Margin, where applicable;	√		Do
1(5)(v)	A discussion on continuity of any extraordinary activities and their implications (gain or loss);	N/A		
1(5)(vi)	A detailed discussion on related party transactions along with a statement showing amount, nature of related party, nature of transactions and basis of transactions of all related party transactions;	√		
1(5)(vii)	A statement of utilization of proceeds raised through public issues, rights issues and / or any other instruments;	√		
1(5)(viii)	An explanation if the financial results deteriorate after the Company goes for Initial Public Offering (IPO), Repeat Public Offering (RPO), Rights Share Offer, Direct Listing, etc;	√		
1(5)(ix)	An explanation on any significant variance that occurs between Quarterly Financial performances and Annual Financial Statements;	√		
1(5)(x)	A statement of remuneration paid to the directors including independent directors;	√		Disclosed in the Audit Report





1(5)(xi)	A statement that the financial statements prepared by the management of the issuer Company present fairly its state of affairs, the result of its operations, cash flows and changes in equity;	√		
1(5)(xii)	A statement that proper books of account of the issuer Company have been maintained;	√		
1(5)(xiii)	A statement that appropriate accounting policies have been consistently applied in preparation of the financial statements and that the accounting estimates are based on reasonable and prudent judgment;	√		
1(5)(xiv)	A statement that International Accounting Standards (IAS) or International Financial Reporting Standards (IFRS), as applicable in Bangladesh, have been followed in preparation of the financial statements and any departure there from has been adequately disclosed;	√		
1(5)(xv)	A statement that the system of internal control is sound in design and has been effectively implemented and monitored;	√		
1(5)(xvi)	A statement that minority shareholders have been protected from abusive actions by, or in the interest of, controlling shareholders acting either directly or indirectly and have effective means of redress;	√		
1(5)(xvii)	A statement that there is no significant doubt upon the issuer Company's ability to continue as a going concern, if the issuer Company is not considered to be a going concern, the fact along with reasons there of shall be disclosed;	√		
1(5)(xviii)	An explanation that significant deviations from the last year's operating results of the issuer Company shall be highlighted and the reasons thereof shall be explained;	√		
1(5)(xix)	A statement where key operating and financial data of at least preceding 5 (five) years shall be summarized;	√		
1(5)(xx)	An explanation on the reasons if the issuer Company has not declared dividend (cash or stock) for the year;	√		
1(5)(xxi)	Board's statement to the effect that no bonus share or stock dividend has been or shall be declared as interim dividend;	√		
1(5)(xxii)	The total number of Board meeting held during the year and attendance by each director.	√		
1(5)(xxiii)	A report on the pattern of shareholding disclosing the aggregate number of shares (along with name-wise details where stated below) held by:			
1(5)(xxiii) (a)	Parent or Subsidiary or Associated Companies and other related parties (name-wise details);	√		





1(5)(xxiii) (b)	Directors, Chief Executive Officer, Company Secretary, Chief Financial Officer, Head of Internal Audit and Compliance and their spouses and minor children (name-wise details);	√		
1(5)(xxiii) (c)	Executives; and [Executives means top salaries person other than Directors, CEO, CS, CFO & HIAC]	√		
1(5)(xxiii) (d)	Shareholders holding ten percent (10%) or more voting interest in the Company (name-wise details);	√		
1(5)(xxiv)	In case of the appointment or reappointment of a director, a disclosure on the following information to the shareholders:			
1(5)(xxiv) (a)	A brief resume of the director;	√		
1(5)(xxiv) (b)	Nature of his her expertise in specific functional areas ; and	√		
1(5)(xxiv) (c)	Names of companies in which the person also holds the directorship and the membership of committees of the Board;	√		
1(5)(xxv)	A Management's Discussion and Analysis signed by CEO or MD presenting detailed analysis of the Company's position and operations along with a brief discussion of changes in the financial statements, among others, focusing on:			
1(5)(xxv) (a)	Accounting policies and estimation for preparation of financial statements;	√		
1(5)(xxv) (b)	Changes in accounting policies and estimation, if any, clearly describing the effect on financial performance or results and financial position as well as cash flows in absolute figure for such changes;	√		
1(5)(xxv) (c)	Comparative analysis (including effects of inflation) of financial performance or results and financial position as well as cash flows for current financial year with immediate preceding five years explaining reasons thereof;	√		
1(5)(xxv) (d)	Compare such financial performance or results and financial position as well as cash flows with the peer industry scenario;	√		
1(5)(xxv) (e)	Briefly explain the financial and economic scenario of the Country and the globe;	√		
1(5)(xxv) (f)	Risks and concerns issues related to the financial statements, explaining such risk and concerns mitigation plan of the Company; and	√		
1(5)(xxv) (g)	Future plan or projection or forecast for Company's operation, performance and financial position, with justification thereof, i.e., actual position shall be explained to the shareholders in the next AGM;	√		
1(5)(xxvi)	Declaration or certification by the CEO and the CFO to the Board as required under condition No. 3(3) shall be disclosed as per Annexure-A ; and	√		





1(5)(xxviii)	The report as well as certificate regarding compliance of conditions of this Code as required under condition No. 9 shall be disclosed as per Annexure-B and Annexure-C ;	√		
1(5)(xxviii)	The Directors' report to the shareholders does not require to include the business strategy or technical specification related to products or services, which have business confidentiality.	√		
1(6)	Meetings of the Board of Directors :			
	The Company shall conduct its Board Meetings and record the minutes of the meetings as well as keep required books and records in line with the provisions of the relevant Bangladesh Secretarial Standards (BSS) as adopted by the Institute of Chartered Secretaries of Bangladesh (ICSB) in so far as those standards are not inconsistent with any condition of this Code.	√		
1(7)	Code of Conduct for the Chairperson, other Board members and Chief Executive Officer:			
1(7)(a)	The Board shall lay down a code of conduct, based on the recommendation of the Nomination and Remuneration Committee (NRC) at condition No. 6, for the Chairperson of the Board, other Board members and Chief Executive Officer of the Company.	√		
1(7)(b)	The code of conduct as determined by the NRC shall be posted on the website of the Company including, among others, prudent conduct and behavior; confidentially; conflict of interest, compliance with laws, rules and regulations; prohibition of insider trading; relationship with environment, employees, customers and suppliers; and independency.	√		
2	Governance of Board of Directors of Subsidiary Company :			
2(a)	Provisions relating to the composition of the Board of the holding Company shall be made applicable to the composition of the Board of the subsidiary Company;	N/A		
2(b)	At least 1 (one) independent director on the Board of the holding Company shall be a director on the Board of the subsidiary Company ;	N/A		
2(c)	The minutes of the Board meeting of the subsidiary Company shall be placed for review at the following Board meeting of the holding Company;	N/A		
2(d)	The minutes of the respective Board meeting of the holding Company shall state that they have reviewed the affairs of the subsidiary Company also;	N/A		
2(e)	The Audit Committee of the holding Company shall also review the financial statements, in particular the investments made by the subsidiary Company.	N/A		





3	Managing Director (MD) or Chief Executive Officer (CEO), Chief Financial Officer (CFO), Head of Internal Audit and Compliance (HIAC) and Company Secretary (CS).			
3(1)	Appointment			
3(1)(a)	The Board shall appoint a Managing Director (MD) or Chief Executive Officer (CEO), a Company Secretary (CS), a Chief Financial Officer (CFO), and a Head of Internal Audit and Compliance (HIAC);	√		
3(1)(b)	The positions of the managing Director (MD) or Chief Executive Officer (CEO), Company Secretary (CS), Chief Financial Officer (CFO), and Head of Internal Audit and Compliance (HIAC) shall be filled by different individuals;	√		
3(1)(c)	The MD or CEO, CS, CFO and HIAC of a listed Company shall not hold any executive position in any other Company at the same time: Provided that CFO or CS of any listed company may be appointed for the same position in any other listed or non-listed company under the same group for reduction of cost or for technical expertise, with prior approval of the Commission: Provided further that the remuneration and perquisites of the said CFO or CS shall be shared by appointing companies proportionately;	√		
3(1)(d)	The Board shall clearly define respective roles, responsibilities and duties of the CFO, the HIAC and the CS;	√		
3(1)(e)	The MD or CEO, CS, CFO and HIAC shall not be removed from their position without approval of the Board as well as immediate dissemination to the Commission and stock exchange(s).	√		
3(2)	Requirement to attend Board of Directors' Meetings:			
3(2)	The MD or CEO, CS, CFO and HIAC of the company shall attend the meetings of the Board: Provided that the CS, CFO and/or the HIAC shall not attend such part of a meeting of the Board which involves consideration of an agenda item relating to their personal matters.	√		
3(3)	Duties of Managing Director (MD) or Chief Executive Officer (CEO) and Chief Financial Officer (CFO) :			
3(3)(a)	The MD or CEO and CFO shall certify to the Board that they have reviewed financial statements for the year and that to the best of their knowledge and belief;	√		
3(3)(a)(i)	These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading; and	√		
3(3)(a)(ii)	These statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards and applicable laws;	√		





3(3)(b)	The MD or CEO and CFO shall also certify that there are, to the best of knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or in violation of the code of conduct for the Company's Board or its members.	√		
3(3)(c)	The certification of the MD or CEO and CFO shall be disclosed in the Annual Report.	√		
4	Board of Directors' Committee:			
4(i)	For ensuring good governance in the Company, The Board shall have at least following sub-committees: Audit Committee; and	√		
4(ii)	Nomination and Remuneration Committee.	√		
5	Audit Committee:			
5(1)	Responsibility to the Board of Directors			
5(1)(a)	The Company shall have an Audit Committee as a sub-committee of the Board;	√		
5(1)(b)	The Audit committee shall assist the Board in ensuring that the financial statements reflect true and fair view of the state of affairs of the Company and in ensuring a good monitoring system within the business;	√		
5(1)(c)	The Audit Committee shall be responsible to the Board; the duties of the Audit Committee shall be clearly set forth in writing.	√		
5(2)	Constitution of the Audit Committee (AC)			
5(2)(a)	The Audit Committee shall be composed of at least 3 (three) members;	√		The Audit Committee comprised of 6 (Six) members including Mr. Fakhruddin Ahmed, FCMA, FCA as Chairman
5(2)(b)	The Board shall appoint members of the Audit Committee who shall be non-executive directors of the Company excepting Chairpersons of the Board and shall include at least 1 (one) independent director;	√		
5(2)(c)	All members of the audit committee should be "financially literate" and at least 1(one) member shall have accounting or related financial management background and 10 (ten) years of such experience;	√		
5(2)(d)	When the term of service of any Committee member expires or there is any circumstance causing any Committee member to be unable to hold office before expiration of the term of service, thus making the number of the Committee members to be lower than the prescribed number of 3 (three) persons, the Board shall appoint the new Committee member to fill up the vacancy immediately or not later than 60 (sixty) days from the date of vacancy in the Committee to ensure continuity of the performance of work of the Audit Committee;	√		





5(2)(e)	The Company Secretary shall act as the secretary of the Committee;	√		
5(2)(f)	The quorum of the Audit Committee meeting shall not constitute without at least 1 (one) independent director.	√		
5(3)	Chairperson of Audit Committee:			
5(3)(a)	The Board shall select 1 (one) member of the Audit Committee to be Chairperson of the Audit Committee, who shall be an independent director;	√		Mr. Fakhruddin Ahmed, FCMA, FCA Independent Director is the Chairman of the Audit Committee.
5(3)(b)	In the absence of the Chairperson of the Audit Committee, the remaining members may elect one of themselves as Chairperson for that particular meeting, in that case there shall be no problem of constituting a quorum as required under condition No. 5(4)(b) and the reason of absence of the regular Chairperson shall be duly recorded in the minutes;	√		
5(3)(c)	Chairperson of the Audit Committee shall remain present in the Annual General Meeting (AGM); Provided that in absence of Chairperson of the Audit Committee, any other member from the Audit Committee shall be selected to be present in the annual general meeting (AGM) and reason for absence of the Chairperson of the Audit Committee shall be recorded in the minutes of the AGM.	√		
5(4)	Meeting of the Audit Committee:			
5(4)(a)	The Audit Committee shall conduct at least its four meetings in a financial year; Provided that any emergency meeting in addition to regular meeting may be convened at the request of any one of the members of the committee;	√		The Audit Committee conducted 5(five) meetings during the reporting period.
5(4)(b)	The quorum of the meeting of the Audit Committee shall be constituted in presence of either two members or two-third of the members of the Audit Committee, whichever is higher, where presence of an independent director is a must.	√		
5(5)	Role of Audit Committee:			
	The Audit Committee shall:-			
5(5)(a)	Oversee the financial reporting process;	√		
5(5)(b)	Monitor choice of accounting policies and principles;	√		
5(5)(c)	Monitor Internal Audit and Compliance process to ensure that it is adequately resourced, including approval of the Internal Audit and Compliance Plan and review of the Internal Audit and Compliance Report;	√		
5(5)(d)	Oversee hiring and performance of external auditors;	√		





5(5)(e)	Hold meeting with the external or statutory auditors for review of the annual financial statements before submission to the Board for approval or adoption;	√		
5(5)(f)	Review along with the management, the annual financial statements before submission to the Board for approval;	√		
5(5)(g)	Review along with the management, the quarterly and half yearly financial statements before submission to the Board for approval.	√		
5(5)(h)	Review the adequacy of internal audit function;	√		
5(5)(i)	Review the Management's Discussion and Analysis before disclosing in the Annual Report;	√		
5(5)(j)	Review statement of all related party transactions submitted by the management;	√		
5(5)(k)	Review Management Letters or Letter of Internal Control weakness issued by the statutory auditors;	√		
5(5)(l)	Oversee the determination of audit fees based on scope and magnitude, level of expertise deployed and time required for effective audit and evaluate the performance of external auditors; and	√		
5(5)(m)	Oversee whether the proceeds raised through Internal Public Offering (IPO) or Repeat Public Offering (RPO) or Rights Share Offer have been utilized as per the purposes stated in relevant offer document or prospectus approved by the Commission. Provided that the management shall disclose to the Audit Committee about the uses or applications of the proceeds 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; Provided further that on an annual basis, the company shall prepare a statement of the proceeds utilized for the purposes other than those stated in the offer document or prospectus for publication in the Annual Report along with the comments of the Audit Committee.	√		
5(6)	Reporting of the Audit Committee:			
5(6) (a)	Reporting to the Board of Directors			
5(6)(a)(i)	The Audit Committee shall report on its activities to the Board.	√		
5(6)(a)(ii)	The Audit Committee shall immediately report to the Board on the following findings, if any:			
5(6)(a)(ii) (a)	Report on conflicts of interests;	√		
5(6)(a)(ii) (b)	Suspected or presumed fraud or irregularity or material defect identified in the internal audit and compliance process or in the financial statements;	√		





5(6)(a)(ii)(c)	Suspected infringement of laws, regulatory compliances including securities related laws, rules and regulations; and	√		
5(6)(a)(ii)(d)	Any other matter which the Audit Committee deems necessary shall be disclosed to the Board immediately.	√		
5(6)(b)	Reporting to the Authorities:			
	If the Audit Committee has reported to the Board about anything which has material impact on the financial condition and results of operation and has discussed with the Board and the management that any rectification is necessary and if the Audit Committee finds that such rectification has been unreasonable ignored, the Audit Committee shall report such finding to the Commission, upon reporting of such matters to the Board for three times or completion of a period 6 (six) months from the date of first reporting to the Board, whichever is earlier.	N/A		
5.(7)	Reporting to the Shareholders and General Investors:			
	Report on activities carried out by the Audit Committee, including any report made to the Board under condition No. 5(6)(a)(ii) above during the year, shall be signed by the Chairperson of the Audit Committee and disclosed in the annual report of the issuer Company.	√		
6	Nomination and Remuneration Committee (NRC):			
6(1)	Responsibility to the Board of Directors			
6(1)(a)	The Company shall have a Nomination and Remuneration Committee (NRC) as a sub-committee of the Board;	√		
6(1)(b)	The NRC shall assist the Board in formulation of the nomination criteria or policy for determining qualifications, positive attributes, experiences and independence of directors and top level executive as well as a policy for formal process of considering remuneration of directors, top level executive;	√		
6(1)(c)	The Terms of Reference (ToR) of the NRC shall be clearly set forth in writing covering the areas stated at the condition No. 6(5) (b).	√		
6(2)	Constitution of the NRC			
6(2)(a)	The Committee shall comprise of at least three members including an independent director;	√		The NRC comprised of 6 (Six) members including Ambassador Syed Shahed Reza as Chairman who is an Independent Director
6(2)(b)	At least 02 (two) members of the Committee shall be non-executive directors;	√		
6(2)(c)	Members of the Committee shall be nominated and appointed by the Board;	√		





6(2)(d)	The Board shall have authority to remove and appoint any member of the Committee;	√		
6(2)(e)	In case of death, resignation, disqualification, or removal of any member of the Committee or in any other cases of vacancies, the board shall fill the vacancy within 180 (one hundred eighty) days of occurring such vacancy in the Committee;	N/A		
6(2)(f)	The Chairperson of the Committee may appoint or co-opt any external expert and/ or member(s) of staff to the Committee as advisor who shall be non-voting member, if the Chairperson feels that advice or suggestion from such external expert and / or member(s) of staff shall be required or valuable for the Committee;	√		
6(2)(g)	The Company Secretary shall act as the secretary of the Committee;	√		
6(2)(h)	The quorum of the NRC meeting shall not constitute without attendance of at least an independent director;	√		
6(2)(i)	No member of the NRC shall receive, either directly or indirectly, any remuneration for any advisory or consultancy role or otherwise, other than Director's fees or honorarium from the Company.	√		
6(3)	Chairperson of the NRC:			
6(3)(a)	The Board shall select 1 (one) member of the NRC to be Chairperson of the Committee, who shall be an independent director;	√		Ambassador Syed Shahed Reza is the Chairman of NRC who is an Independent Director
6(3)(b)	In the absence of the Chairperson of the NRC, the remaining members may elect one of themselves as Chairperson for that particular meeting, the reason of absence of the regular Chairperson shall be duly recorded in the minutes;	√		
6(3)(c)	The Chairperson of the NRC shall attend the annual general meeting (AGM) to answer the queries of the shareholders; Provided that in absence of Chairperson of the NRC, any other member from the NRC shall be selected to be present in the annual general meeting (AGM) for answering the shareholder,s queries and reason for absence of the Chairperson of the NRC shall be recorded in the minutes of the AGM;	√		
6(4)	Meeting of the NRC:			
6(4)(a)	The NRC shall conduct at least one meeting in a financial year;	√		The Committee conducted 5(five) meetings during the reporting period.
6(4)(b)	The Chairperson of the NRC may conven any emergency meeting upon request by any member of the NRC;	√		





6(4)(c)	The quorum of the meeting of the NRC shall be constituted in presence of either two members or two third of the members of the Committee, whichever is higher, where presence of an independent director is must as required under condition No. 6(2) (h);	√		
6(4)(d)	The proceedings of each meeting of the NRC shall duly be recorded in the minutes and such minutes shall be confirmed in the next meeting of the NRC;	√		
6(5)	Role of the NRC:			
6(5)(a)	NRC shall be independent and responsible or accountable to the Board and to the shareholders.	√		
6(5)(b)	NRC shall oversee, among others, the following matters and make report with recommendation to the Board:			
6(5)(b)(i)	Formulating the criteria for determining qualifications, positive attributes and independence of a director and recommend a policy to the Board, relating to the remuneration of the directors, top level executive, considering the following:	√		
6(5)(b)(i) (a)	The level and composition of remuneration is reasonable and sufficient to attract, retain and motivate suitable directors to run the Company successfully;	√		
6(5)(b)(i) (b)	The relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and	√		
6(5)(b)(i) (c)	Remuneration to directors, top level executive involves a balance between fixed and incentive pay reflection short and long-term performance objectives appropriate to the working of the Company and its goal;	√		
6(5)(b)(ii)	Devising a policy on Board's diversity taking into consideration age, gender, experience, ethnicity, educational background and nationality;	√		
6(5)(b)(iii)	Identifying persons who are qualified to become directors and who may be appointed in top level executive position in accordance with the criteria laid down, and recommend their appointment and removal to the Board;	√		
6(5)(b)(iv)	Formulating the criteria for evaluation of performance of independent directors and the Board;	√		
6(5)(b)(v)	Identifying the Company's needs for employees at different levels and determine their selection, transfer or replacement and promotion criteria; and	√		
6(5)(b)(vi)	Developing, recommending and reviewing annually the Company's human resources and training policies.	√		





6(5)(c)	The Company shall disclose the nomination and remuneration policy and the evaluation criteria and activities of NRC during the year at a glance in its annual report.	√		
7	External or Statutory Auditors:			
7(1)	The issuer Company shall not engage its external or statutory auditors to perform the following services of the Company, namely:			
7(1)(i)	Appraisal or valuation service or fairness opinions;	√		
7(1)(ii)	Financial information systems design and implementation;	√		
7(1)(iii)	Book-keeping or other services related to the accounting records or financial statements;	√		
7(1)(iv)	Broker-dealer services;	√		
7(1)(v)	Actuarial services;	√		
7(1)(vi)	Internal audit services or special audit services;	√		
7(1)(vii)	Any services that the Audit Committee determines;	√		
7(1)(viii)	Audit or certification services on compliance of corporate governance as required under condition No. 9(1); and	√		
7(1)(ix)	Any other service that creates conflicts of interest.	√		
7(2)	No partner or employees of the external audit firms shall possess any share of the Company they audit at least during the tenure of their audit assignment of that Company; his or her family members also shall not hold any shares in the said Company; Provided that spouse, son, daughter, father, mother, brother, sister, son-in-law and daughter-in-law shall be considered as family members ;	√		
7(3)	Representative of external or statutory auditors shall remain present in the Shareholders' Meeting (Annual General Meeting or Extraordinary General Meeting) to answer the queries of the shareholders.	√		
8	Maintaining a website by the Company:			
8(1)	The Company shall have an official website linked with the website of the stock exchange.	√		www.envoytextiles.com
8(2)	The Company shall keep the website functional from the date of listing.	√		
8(3)	The Company shall make available the detailed disclosures on its website as required under the listing regulations of the concerned stock exchange(s).	√		





9	Reporting and Compliance of Corporation Governance:			
9(1)	The Company shall obtain a certificate from a practicing Professional Accountant or Secretary (Chartered Accountant or Cost and Management Accountant or Chartered Secretary) other than its statutory auditors or audit firm on yearly basis regarding compliance of conditions of Corporate Governance Code of the Commission and shall such certificate shall be disclosed in the Annual Report.	√		
9(2)	The professional who will provide the certificate on compliance of this Corporate Governance Code shall be appointed by the shareholders in the annual general meeting.	√		
9(3)	The directors of the Company shall state, in accordance with the Annexure-C attached, in the directors' report whether the Company has complied with these conditions or not.	√		





Annexure IX

CERTIFICATE ON COMPLIANCE WITH THE CONDITIONS OF CORPORATE GOVERNANCE GUIDELINES



Haruner Rashid & Associates
Chartered Secretaries & Management Consultants

**Report to the Shareholders of
Envoy Textiles Limited
on
Compliance with the Corporate Governance Code**

We have examined the compliance status to the Corporate Governance Code by **Envoy Textiles Limited** for the year ended **30th June, 2025**. This Code relates to the Notification No. BSEC/CMRRCD/2006-158/207/Admin/80 dated June 03, 2018 and its latest amendments of the Bangladesh Securities and Exchange Commission.

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

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

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

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



Place: Dhaka
Date : November 02, 2025

Haruner Rashid & Associates
Chartered Secretaries

A.K.M. Haruner Rashid, LL.B, FCS
CEO & Consultant

Chand Mahal (6th Floor), 66, Dilkusha, Dhaka-1000.
Mobile : +8801711-105322, E-mail: hrashid_bd@yahoo.com
Liaison Office : 222/1, Tejgunipara, Bijoy Saroni Link Road, Tejgaon, Dhaka-1215
Mobile : +8801730-728605 (Mominur), E-mail : hrashid.associates@gmail.com
www.hracsfirm.com



Annexure X

Unclaimed Dividend Account:

In compliance with the condition 3(vii) of the BSEC Directive no. # BSEC/CMRRCD/2021-386/03 dated 14th January 2021

Summary

For the Year	No. of Recipients	Amount (in Taka)
2011	11	124,171.00
2012	2365	1,603,005.00
2013	2829	1,211,570.73
2014	3461	1,733,834.15
2015	1933	1,552,238.13
2016	645	546,787.30
2017	1222	551,432.14
2018	1358	492,544.94
2019	1845	634,793.38
2020	1942	191,863.50
2021 (Interim)	1969	254,256.10
2021 (Final)	1561	154,958.58
Total unclaimed dividend		9,051,454.95
Non-refunded IPO subscription money	141	894,381.00
Transferred to CMSF		9,945,835.95



AUDITOR'S REPORT & FINANCIAL STATEMENTS



YEARLY
TURNOVER

\$155.21
MILLION



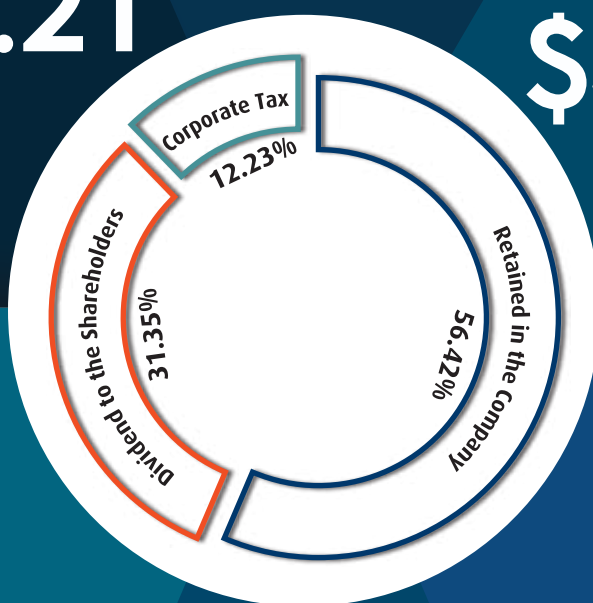
NET PROFIT

\$11.74
MILLION



FOREIGN
EXCHANGE
EARNED

\$50.04
MILLION



NUMBER OF
AWARDS

41

(NATIONALLY &
INTERNATIONALLY)



PRODUCTION
IN VALUE

54.87
MILLION YARDS



EXCHEQUER

\$4.08
MILLION

INDEPENDENT AUDITOR'S REPORT TO THE SHAREHOLDERS OF ENVOY TEXTILES LIMITED

Report on the audit of the financial statements

Opinion

We have audited the financial statements of ENVOY TEXTILES LIMITED (The “Company”) which comprise the statement of financial position as at 30 June 2025 and the statement of profit or loss and other comprehensive income, statement of changes in equity and statement of cash flows for the year then ended, and notes, comprising a summary of significant accounting policies.

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

Basis for Opinion

We conducted our audit in accordance with International Standards on Auditing (ISAs). Our responsibilities under those standards are further described in the auditor's responsibilities for the audit of the financial statements section of our report. We are independent of the Company in accordance with the International Ethics Standards Board for Accountants' Code of Ethics for Professional Accountants (IESBA Code) and the guidelines issued by Bangladesh Securities and Exchange Commission (BSEC), and we have fulfilled our other ethical responsibilities in accordance with the IESBA Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matters (KAM)

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements for the current periods. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon and we do not provide a separate opinion on these matters.

1. Property, Plant and Equipment		
	See notes 3.06, 5, 6 and 17 to the financial statement	
	The key audit matter	How the matter was addressed in our audit.
	The carrying value of the Property, Plant and Equipment with intangible assets amounted to Taka 12,327,534,380 (PPE, Intangible Assets) as at 30 June 2025. This represents a significant amount in the Company's statement of financial position as at 30 June 2025. There is risk of: ✓ Determination of fair value in absence of any quoted price and active market require significant judgment. ✓ Determining which costs meet the criteria for capitalization; ✓ Determining the date on which the assets is recognized to property, plant and equipment and depreciation commences;	Our audit included the following procedures: • We checked related accounting treatments of the addition of Property, Plant and Equipment as well as intangibles assets recognized by the Company. • We obtained a listing of capital expenditures incurred during the year and, on a sample basis. Checked whether the items were procured based on internal purchase order that had been properly approved by the responsible individuals. • We inspected a sample of invoices and L/C documents to determine whether the classification between capital and operating expenditure was appropriate.

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	✓ The estimation of economic useful lives and residual values assigned to Property, Plant and Equipment. We identified the carrying value of property, plant and equipment as key audit matter because of the high level of management judgment involved and because of its significance to the financial statements.	• We evaluated whether the useful lives determined and applied by the management were in line with historical experience and the market practice. • We checked whether the depreciation of Property, Plant and Equipment items was commenced timely, by comparing the date of the reclassification from capital in progress to ready for use, with the date of the act of completion of the work. Assessing the design, implementation and operating effectiveness of key internal controls over the completeness, existence and accuracy estimation of useful economic lives and residual values of property, plant and equipment;
2. Revenue		
See notes 3.12 and 30 to the financial statements		
	The key audit matter The Company reported total revenue of Taka 18,624,802,107 for the year ended 30 June 2025. Revenue is measured including incentives by customers on the Company's sales. Within a number of the Company's markets, the estimation of incentives recognized based on sales made during the year is material and considered to be complex and judgmental. The terms of sales agreements, including the timing of transfer of control, based on the terms of relevant contract and nature of commission, incentive, bonus and discounts arrangements, create complexities that requires judgement in determining sales revenues. Considering the above factors and the risk associated with revenue recognition, we have determined the same to be a key audit matter.	How the matter was addressed in our audit. Our audit procedures included the following: • We assessed the appropriateness of revenue recognition accounting policy in line with IFRS 15 "Revenue from contracts with customers" • Tested the internal control over financial reporting. We also assessed the existence and accuracy of the sales recorded; • We performed analytical test to understand how the revenue has trended over the year among other parameters, we performed a detailed substantive testing on transactions around the year end as sample basis to ensure revenues were recognized in the correct accounting period. • We also tested journal entries focusing on sales transactions; • Verified VAT return with General Ledger. We obtained supporting documents for sales, transactions recorded during the year as sample basis; and • Finally assessed the appropriateness and presentation of disclosures against relevant accounting standards.



3. Inventories & Stores		
	See notes 3.07 and 9 to the financial statements	
	The key audit matter	How the matter was addressed in our audit.
	The amount of Taka 5,855,123,047 has been reported as inventories & stores in the financial statements. Inventories are carried at the lower of cost and net realizable value. As a result, management has applied judgement in determining the appropriate values for inventories. Considering the above factors and the risk associated with the determination of net realizable value of inventories, we have determined the same to be a key audit matter.	Our audit included the following procedures: • Evaluating the design and implementation of key inventory controls operating across the factory and warehouse; • Reconciling the inventories with opening inventories, purchase, production and sales during the period and with closing inventories; • Testing, on a sample basis the stock expiry dates and the market price used in assessing the net realizable values of inventories of the related supporting documents. • Comparing the net realizable value, obtained through a detailed review of sales subsequent to the year-end, to the cost price of a sample of inventories.
4. Long Term Loan with current portion & Short-Term Liabilities.		
	See notes 3.18 and 19, 24 and 26 to the financial statements	
	The key audit matter	How the matter was addressed in our audit.
	At the end of financial year, the position of loans remained amounting to Taka 10,399,584,869 (Secured Loan, Secured Loan (Current Portion) and Short-Term Liabilities) for the Company. Evidently, the Company is using loans to operate the business and also, to acquire non-current assets. Therefore, it has been considered as a key audit area.	We obtained an understanding, evaluated the design, and tested the operational effectiveness of the Company's key controls over the loans. Our audit procedures included, among others, the following: • Understanding and reviewing the nature and type of loans; and reviewing the board minutes for arrangements of the loans; • Obtaining the repayment schedules, loan statements and facility offer letters to review terms, interest rates and other conditions associated with the loans; • Reviewing the mortgages, major covenants, guarantees and interest rates etc. attached to the loans; • Checking the adjustments or repayments of loans through bank statements per repayment schedules; • Checking whether there is any overdue payments and penal interests; and Finally, assessing the appropriateness and presentation of disclosures against relevant accounting standards.



5. Trade and Other Receivables		
	See notes 3.18 and 11 to the financial statements	
	The key audit matter	How the matter was addressed in our audit.
	The Company has a trade and other receivables of Taka 6,945,500,527 as at 30 June 2025. The Company is 100% export-oriented, which includes direct export through L/C and deemed export; therefore, related L/C, bank related documents and delivery challan are material issue, which requires proper correspondence with debtors.	Our substantive procedures in relation to the assessing trade and other receivables comprises the following: • Obtained a list of outstanding receivables; • Reconciliation of receivables ageing to general ledger; • Conducting cut-off testing at the year-end; • Confirmed with the client balance through related L/C, bank related documents and delivery challan. • Reviewing subsequent receipt of receivables balance.

Other Information

Management is responsible for the other information. The other information comprises the information included in the annual report but does not include the financial statements and our auditor's report thereon. The annual report is expected to be made available to us after the date of this auditor's report.

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated.

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

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

Management is responsible for the preparation and fair presentation of financial statements in accordance with International Financial Reporting Standards and other applicable laws and regulation and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

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



Auditor's Responsibilities for the Audit of the Financial Statements

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

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

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities to express an opinion on the financial statements. We are responsible for the direction, supervision and performance of the audit. We remain solely responsible for our audit opinion.

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

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



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

Report on Other Legal and Regulatory Requirements

In accordance with the Companies Act, 1994 and the Securities and Exchange Rules 2020, we also report the following:

- a) We have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit and made due verification thereof;
- b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appeared from our examination of these books;
- c) The Statements of Financial Position and Statement of Profit or Loss and Other Comprehensive Income dealt with by the report agree with the books of accounts and return; and
- d) The expenditure incurred was for the purposes of the Company's business.

Place: Dhaka, Bangladesh

Dated: 25 September 2025



Hedayet Ullah FCA

Senior Partner

K. M. HASAN & CO.

Chartered Accountants

Enrollment No.- 281

DVC: 2509300281AS131081



FINANCIAL STATEMENTS

ENVOY TEXTILES LIMITED Statement of Financial Position As at 30 June 2025

Particulars	Notes	Amount in Taka	
		2025	2024
ASSETS:			
Non-Current Assets		12,394,814,278	12,344,372,765
Property, Plant and Equipment	5.00	12,288,669,716	12,302,172,663
Intangible Assets	6.00	38,864,663	42,015,058
Right-of-Use Assets	7.00	58,053,784	-
Machinery in Transit	8.00	9,226,115	185,045
Current Assets		14,454,011,066	11,641,631,999
Inventories & Stores	9.00	5,855,123,047	4,852,504,256
Materials in Transit	10.00	885,550,784	237,761,107
Trade and Other Receivables	11.00	6,945,500,527	5,422,821,282
Advance, Deposits & Prepayments	12.00	554,097,883	498,294,033
Investment	13.00	27,870,454	26,663,758
Cash and Cash Equivalents	14.00	185,868,372	603,587,563
Total Assets		26,848,825,344	23,986,004,766
EQUITY & LIABILITIES			
Shareholders' Equity		9,782,622,326	8,710,784,739
Paid up Share Capital (Common Share)	15.00	1,677,347,670	1,677,347,670
Share Premium	16.00	1,095,566,303	1,096,141,303
Revaluation Surplus	17.00	3,540,678,084	3,549,224,616
Retained Earnings	18.00	3,469,030,269	2,388,071,150
Non-Current Liabilities		5,165,617,146	5,852,885,439
Long Term Loan	19.00	3,014,139,179	3,549,283,598
Lease Liability	20.00	43,432,684	-
Bond & Preferential Share	21.00	1,108,595,598	1,590,988,534
LC Accepted Liability	22.00	592,428,739	249,174,781
Deferred Tax Liability	23.00	407,020,945	463,438,526
Current Liabilities		11,900,585,872	9,422,334,587
Long Term Loan (Current Portion)	24.00	900,722,811	924,267,668
Lease Liability (Current Portion)	25.00	14,621,100	-
Short Term Liabilities	26.00	6,484,722,879	5,968,226,261
Trade and Other Payables	27.00	3,744,183,532	1,850,971,333
Provision for Expenses	28.00	530,672,350	457,055,257
Provision for Current Tax	29.00	225,663,200	221,814,068
Total Liabilities & Shareholders' Equity		26,848,825,344	23,986,004,766
Net Asset Value (NAV) Per Share	46.00	58.32	51.93

The accompanying notes are an integral part of these financial statements.

M. Saiful Islam Chowdhury, FCS
Company Secretary

Fakhruddin Ahmed, FCMA, FCA
Independent Director

Tanvir Ahmed
Managing Director

Signed as per our separate report of even date.



Hedayet Ullah FCA
Senior Partner
K. M. HASAN & CO.
Chartered Accountants
Enrollment No.- 281
DVC: 2509300281AS131081

Place: Dhaka, Bangladesh
Dated: 25 September 2025

**ENVOY TEXTILES LIMITED****STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME**For the year ended 30 June 2025

Particulars	Notes	Amount in Taka	
		2025	2024
Revenue	30.00	18,624,802,107	14,261,381,187
Less: Cost of Goods Sold	31.00	15,098,281,782	11,951,408,258
Gross Profit		3,526,520,325	2,309,972,929
Less: Operating Expenses			
Administrative & General Expenses	32.00	291,683,658	286,087,474
Selling & Distribution Expenses	33.00	156,836,637	87,537,422
		448,520,295	373,624,896
Profit/ (Loss) from Operation		3,078,000,030	1,936,348,033
Less: Financial Expenses	34.00	1,375,312,642	1,232,510,548
Profit/ (Loss) after Financial Expenses		1,702,687,388	703,837,485
Add: Other Income/(Expenses)	35.00	(17,245,395)	48,154,973
Net Profit/ (Loss) before WPPF		1,685,441,993	751,992,458
Less: Workers Profit Participation Fund Expenses		80,259,143	35,809,165
Net Profit before Tax		1,605,182,851	716,183,293
Current Tax Expenses	29.00	253,990,857	98,657,314
Deferred Tax (Income)/ Expenses	53.00	(57,703,477)	17,133,041
		196,287,380	115,790,355
Profit after Tax		1,408,895,471	600,392,938
Other Comprehensive Income	17.00	-	1,895,162,303
Total Comprehensive Income		1,408,895,471	2,495,555,241
Earnings Per Share (EPS)	36.00	8.40	3.58
Diluted Earnings Per Share	36.00	8.40	3.58

The accompanying notes are an integral part of these financial statements.

M. Saiful Islam Chowdhury, FCS
Company Secretary

Fakhruddin Ahmed, FCMA, FCA
Independent Director

Tanvir Ahmed
Managing Director

Signed as per our separate report of even date.

Place: Dhaka, Bangladesh
Dated: 25 September 2025

Hedayet Ullah FCA
Senior Partner
K. M. HASAN & CO.
Chartered Accountants
Enrollment No.- 281
DVC: 2509300281AS131081



FINANCIAL STATEMENTS

ENVOY TEXTILES LIMITED

Statement of Changes in Equity
for the year ended 30 June 2025

Particulars	Share Capital	Share Premium	Revaluation Surplus	Retained Earnings	Total
Balance as at 01 July 2024	1,677,347,670	1,096,141,303	3,549,224,616	2,388,071,150	8,710,784,739
Net Profit During the Period	-	-	-	1,408,895,471	1,408,895,471
Declaration of Dividend- 2023-24	-	-	-	(335,469,534)	(335,469,534)
Less: Zero Coupon Bond Issue Cost	-	(575,000)	-	-	(575,000)
Depreciation/Adjustment on Revaluation Surplus	-	-	(8,546,532)	8,819,079	272,547
Deferred Tax on Depreciation on Revaluation Surplus	-	-	-	(1,285,897)	(1,285,897)
Balance as at 30 June 2025	1,677,347,670	1,095,566,303	3,540,678,084	3,469,030,269	9,782,622,326

For the year ended 30 June 2024

Particulars	Share Capital	Share Premium	Revaluation Surplus	Retained Earnings	Total
Balance as at 01 July 2023	1,677,347,670	1,097,865,803	1,663,157,362	2,031,276,719	6,469,647,555
Net Profit During the Period	-	-	-	600,392,938	600,392,938
Declaration of Dividend- 2022-23	-	-	-	(251,602,151)	(251,602,151)
Add: Revaluation During this Year	-	-	1,895,162,303	-	1,895,162,303
Less: Zero Coupon Bond Issue Cost	-	(1,494,500)	-	-	(1,494,500)
Capital Issue Cost	-	(230,000)	-	-	(230,000)
Depreciation on Revaluation Surplus	-	-	(9,095,050)	9,095,050	-
Deferred Tax on Depreciation on Revaluation Surplus	-	-	-	(1,091,406)	(1,091,406)
Balance as at 30 June 2024	1,677,347,670	1,096,141,303	3,549,224,616	2,388,071,150	8,710,784,739

M. Saiful Islam Chowdhury, FCS
Company Secretary

Fakhruddin Ahmed, FCMA, FCA
Independent Director

Tanvir Ahmed
Managing Director

Hedayet Ullah FCA
Senior Partner
K. M. HASAN & CO.
Chartered Accountants
Enrollment No.- 281
DVC: 2509300281AS131081

Signed as per our separate report of even date.

Place: Dhaka, Bangladesh
Dated: 25 September 2025



FINANCIAL STATEMENTS

ENVOY TEXTILES LIMITED Statement of Cash Flows For the year Ended 30 June 2025

Particulars	Notes	Amount in Taka	
		2025	2024
Cash Flow from Operating Activities: (A)			
Collection from Turnover and Others		17,080,163,989	13,076,340,689
Foreign Exchange Fluctuation Gain		24,449,731	32,022,386
Cash Payment to Creditors		(14,167,747,471)	(10,763,087,895)
Cash Payment for Operating Expenses		(486,848,099)	(353,125,762)
Income Tax Paid and Deducted at Source		(274,278,109)	(141,727,502)
Financial Expenses		(1,375,312,642)	(1,232,510,548)
Net Cash Provided by Operating Activities		800,427,400	617,911,369
Net Operating Cash Flow Per Share (NOCFPS)	49.00	4.77	3.68
Cash Flow from Investing Activities: (B)			
Acquisition of Property, Plant and Equipment with intangibles assets		(728,858,475)	(745,418,563)
Investment		(1,206,696)	4,862,256
Machinery in Transit		(9,041,071)	5,217,839
Net Cash Used in Investing Activities		(739,106,242)	(735,338,469)
Cash Flow from Financing Activities: (C)			
Long Term Liabilities		(630,850,713)	(501,932,633)
Long Term Liabilities (Current Portion)		(8,923,757)	145,892,973
Short Term Liabilities		516,496,618	1,203,080,061
Preference Share and Bond Issue Cost		(575,000)	(1,724,500)
Payment of Cash Dividend		(335,451,243)	(502,184,923)
Net Cash (Used in)/ Provided by Financing Activities		(459,304,096)	343,130,979
Net Increase / (Decrease) in Cash and Cash Equivalents [A+B+C]		(397,982,938)	225,703,879
Net Effect of Unrealized Currency Fluctuation (Loss)/ Gain		(19,736,253)	47,064,753
Add: Cash and Cash Equivalents at the Beginning of the year		603,587,563	330,818,932
Cash and Cash Equivalents at the End of the year	14.00	185,868,372	603,587,563

The accompanying notes are an integral part of these financial statements.

M. Saiful Islam Chowdhury, FCS
Company Secretary

Fakhruddin Ahmed, FCMA, FCA
Independent Director

Tanvir Ahmed
Managing Director



Place: Dhaka, Bangladesh
Dated: 25 September 2025



ENVOY TEXTILES LIMITED

NOTES, COMPRISING A SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION

For the year ended 30 June 2025

1.00 Legal status and nature of the Company – Disclosure under IAS 1 as adopted by The Financial Reporting Council (FRC) as “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 a 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 had 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 denim fabrics with advanced quality denim fabric finishing and yarn manufacturing industry. It is the first rope denims plant in Bangladesh with highly sophisticated machineries of the USA, Europe and Japan. Commercial operation of the Company started from 01 March 2008.

c. Board of Directors

Sl.	Name	Position
01	Mr. Kutubuddin Ahmed	Chairman
02	Mr. Tanvir Ahmed	Managing Director
03	Barrister Muhammad Shafiqur Rahman	Independent Director
04	Mr. Fakhruddin Ahmed FCMA, FCA	Independent Director
05	Ambassador Syed Shahed Reza	Independent Director
06	Mr. Sk. Bashir Ahmed (Nominee of Envotech Aviation Ltd.)	Director
07	Mrs. Rashida Ahmed	Director
08	Mrs. Sumayyah Ahmed	Director
09	Mr. Sunil Daulatram Daryanani (Nominee of Epic Garments Manufacturing Co. Ltd.)	Director
10	Mr. Dinesh Gope Virwani (Nominee of Cosmopolitan Industries Pvt. Ltd.)	Director
11	Mr. Moin Uddin (Nominee of Sheltech Ceramics Ltd.)	Director





2.00 Compliance with the requirements of notification of the Bangladesh Securities and Exchange Commission dated 20 June 2018, reference # BSEC/CMMRRCD/2006-158/208/ Admin/81.

- a. Notes to the financial statements marked from 3.01 to 4.07 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 4.07.
- 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:

Sl. No.	IFRS No.	IFRS Title	Compliance Status
1	1	First-time adoption of International Financial Reporting Standards	Complied
2	2	Share-based Payment	Not Applicable
3	3	Business Combinations	Not Applicable
4	4	Insurance Contracts	Not Applicable
5	5	Non-current Assets Held for Sale and Discontinued Operations	Not Applicable
6	6	Exploration for and Evaluation of Mineral Resources	Not Applicable
7	7	Financial Instruments: Disclosures	Complied
8	8	Operating Segments	Not Applicable
9	9	Financial Instruments	Complied
10	10	Consolidated Financial Statements	Not Applicable
11	11	Joint Arrangements	Not Applicable
12	12	Disclosure of Interests in other Entities	Not Applicable
13	13	Fair Value Measurement	Complied
14	15	Revenue from Contracts with Customers	Complied
15	16	Lease	Complied
16	17	Insurance Contracts	Not Applicable

Sl. No.	IAS No.	IAS Title	Compliance Status
1	1	Presentation of Financial Statements	Complied
2	2	Inventories	Complied
3	7	Statement of Cash Flows	Complied
4	8	Accounting Policies, Changes in Accounting Estimates and Errors	Complied
5	10	Events after the Reporting Period	Complied
6	11	Construction Contracts	Not Applicable
7	12	Income Taxes	Complied
8	16	Property, Plant & Equipment	Complied
9	17	Leases	Not Applicable
10	18	Revenue	Not Applicable
11	19	Employee Benefits	Not Applicable
12	20	Accounting for Government Grants and Disclosure of Government Assistance	Not Applicable
13	21	The Effects of Changes in Foreign Exchange Rates	Complied
14	23	Borrowing Costs	Complied





FINANCIAL STATEMENTS

Sl. No.	IAS No.	IAS Title	Compliance Status
15	24	Related Party Disclosures	Complied
16	26	Accounting and Reporting by Retirement Benefit Plans	Not Applicable
17	27	Separate Financial Statements	Not Applicable
18	28	Investments in Associates and Joint Ventures	Not Applicable
19	29	Financial Reporting in Hyperinflationary Economies	Not Applicable
20	31	Interest in Joint Ventures	Not Applicable
21	32	Financial Instruments: Presentation	Complied
22	33	Earnings Per Share	Complied
23	34	Interim Financial Reporting	Complied
24	36	Impairment of Assets	Complied
25	37	Provisions, Contingent Liabilities and Contingent Assets	Complied
26	38	Intangible Assets	Complied
27	39	Financial Instruments: Recognition and Measurement	Not Applicable
28	40	Investment Property	Not Applicable
29	41	Agriculture	Not Applicable

3.00 Basis of Preparation:

3.01 Statement of Compliance

The Financial Statements are prepared in accordance with International Accounting Standards (IASs) and International Financial Reporting Standards (IFRSs), the Companies Act 1994, Securities and Exchange Rules, 2020 and other applicable laws and regulations.

3.02 Regulatory Compliances

As required Envoy Textiles Limited comply with the following major legal provisions in addition to the Companies Act, 1994 and other applicable laws and regulations:

1. Securities & Exchange Ordinance, 1969;
2. The Securities & Exchange Rules, 2020;
3. The Income Tax Act, 2023;
4. The Value Added Tax and Supplementary Duty Act, 2012;
5. The Value Added Tax and Supplementary Duty Rules, 2016;
6. The Customs Act, 2023;
7. Bangladesh Labour Act, 2006 Amended in 2013 and
8. Bangladesh Labour Rules, 2015.

3.03 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 bases as provided in "the frame-work for the preparation and presentation of financial statements" issued by the International Accounting Standards Committee (IASC).

3.04 Components of the Financial Statements

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

- (i) Statement of Financial Position as at 30 June 2025.
- (ii) Statement of Profit or Loss and Other Comprehensive Income for the year ended 30 June 2025.
- (iii) Statement of Changes in Equity for the year ended 30 June 2025.
- (iv) Statement of Cash Flows for the year ended 30 June 2025.
- (v) Notes, comprising a Summary of Significant Accounting Policies for the year ended 30 June 2025.





3.05 Specific accounting policies selected and applied for significant transactions and events

3.06 Property, Plant and Equipment

Property, Plant and Equipment comprises Factory Building, Rest House, Officer and Staff Quarter, Building Corporate Office, 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 International Accounting Standards (IASs)-16 "Property, Plant and Equipment".

Depreciation:

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 during the year when an asset becomes available for use. No depreciation is charged for land and capital work-in-progress. The rates of depreciation are as follows:

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

Intangible Asset:

Intangible asset that are acquired by the Company has finite useful lives are measured at cost less Accumulated Amortization and Accumulated impairment losses, if any subsequent expenditure is capitalized only when it increases the future economic benefits embodied in the specific asset to which it relates.

Intangible assets are amortized on a reducing balance method in profit or loss over their estimated useful lives of 5 years from the date that they are available for use. Amortization methods, useful lives and residual values are reviewed at each reporting date and adjusted if appropriate. No internal developed intangible assets capitalized during the year.

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-off 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. The Company Again revalued land by Asian Surveyors Limited as at 30 June 2024. The Company has adjusted Tk. 272,547 relating to a prior period land revaluation, which increased both Land and Revaluation Surplus, in accordance with paragraph 49 of IAS 8.

Impairment of Assets

An asset is impaired when its carrying amount exceeds its recoverable amount. The Company assesses at each reporting date whether there is any indication that an asset may be impaired. If any such indication exists, the Company estimates the recoverable amount of the asset. The recoverable amount of an asset is the higher of its fair value less costs to sell and its value in use.





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Carrying amount of the asset is reduced to its recoverable amount by recognizing an impairment loss if, and only if, the recoverable amount of the asset is less than its carrying amount.

Impairment loss is recognized immediately in profit or loss, unless the asset is carried at revalued amount. Any impairment loss of a revalued asset shall be treated as a revaluation decrease. During the reporting year, no indication of impairment of any assets was found.

Subsequent Cost

Subsequent to initial recognition, cost of replacing part of an item of property, plant and equipment is recognized in the carrying amount of the item if it is probable that the future economic benefits embodied within the part will flow to the Company and its cost can be measured reliably.

Disposal of Fixed Assets

An asset is recognized on disposal or when no future economic benefits are expected from its use and subsequent disposal. Gain or loss arising from the retirement or disposal of an asset is determined as the difference between the net disposal proceeds and the carrying amount of the asset and is recognized as gain or loss from disposal of asset under other income in the statements of comprehensive income. There was no disposal of asset during the period.

Capital Work in Progress

Capital work-in-progress represent the cost incurred for acquisition and/or construction of items of property, plant and equipment that were not ready for use at the end of year and these are stated at cost.

3.07 Inventories and Stores

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

3.08 Cash and Cash Equivalents

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

3.09 Statement of Cash Flows

Statement of Cash Flows is prepared in accordance with IAS- 7, and the cash flows from the operating activities have been presented under direct method as prescribed by the Securities and Exchange Rules, 2020 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".

3.10 Taxation

3.10.1 Tax Holiday

The Company enjoyed tax holiday for 4 (four) years commencing from 01 March 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 statements of profit or loss and other comprehensive income. 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.

3.10.2 Current Tax

Current tax is the expected tax payable on the taxable income for the period ended, using tax rates enacted or subsequently enacted after the reporting date and any adjustment to tax payable in respect of previous years. Provision for taxation is calculated on the basis of applicable current tax rate and compliance with Finance Act, 2023.





3.10.3 Deferred Tax

Deferred tax arises due to temporary difference deductible or taxable for the transaction which is recognized in the statement of income statement. A temporary difference between the tax base of an asset or liability and its carrying amount/or amount in the Statement of Financial Position. Deferred tax assets or liability is the year income tax recoverable or payable in future periods recognized in the current period "IAS 12: Income Taxes.

3.11 Segment Reporting

Segment reporting is not applicable for the Company this year as the Company does not meet the criteria required for segment reporting specified in IFRS-8. "Operating Segment" A segment reporting is a distinguishable component of an entity that is engaged in providing products within a particular economic environment which is subject to risk and rewards that are different from those of other segments.

3.12 Revenue Recognition

Revenue is recognized in accordance with IFRS 15 and the recognition process involves the following 5-step process:

- Identifying the contract from a customer;
- Identifying the performance obligation;
- Determining the transaction prices;
- Allocating the transaction price to the performance obligation; and
- Recognizing revenue when/as performance obligation(s) is satisfied.

In compliance with the requirements of IFRS 15, the Company recognizes revenue when control of the goods or services has been transferred to the customer and the performance obligation has been completed. Revenue is measured at the fair value of the amount of consideration to which the Company expects to be entitled to, including variable consideration, if any, to the extent that it is highly probable that a significant reversal will not occur.

3.13 Other Income and Expenses

Interest income is recognized on accrual basis and all other income and expenses is recognized when it is received.

3.14 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 statement of profit or loss and other comprehensive income.

3.15 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.

3.16 Earnings Per Share (EPS)

The Company presents basic and diluted (when dilution is applicable) earnings per share (EPS) for its ordinary shares. Basic EPS is calculated by dividing the profit or attributable to ordinary shareholders of the Company with the weighted average number of ordinary shares outstanding during the period, adjusted for the effect of change in number of shares for bonus issue.

Diluted EPS is determined by adjusting the profit or loss attributable to ordinary shareholders and the weighted average number of ordinary shares outstanding, for the effects of all dilutive potential ordinary shares. However, dilution of EPS is not applicable for these financial statements as there was no dilutive potential ordinary shares during the relevant year





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3.17 Workers Profit Participation Fund (WPPF)

The Company has recognized with the Labor Law 2006, amendment in 2013 and 2018 and introduced workers profit participation fund (5% of profit before charging such expenses).

3.18 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:

Trade and Other Receivables

Trade and other receivables are stated at their nominal value and considered goods. No provision has been made for doubtful debt and no amount was written off as bad.

Trade and Other Payables

Trade and other payables are stated at their nominal value as of the reporting date.

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.

Financial Risk Management:

The Company has exposures to the following risks its use of financial statements:

- Credit risk
- Liquidity risk
- Market risk

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

Credit Risk:

Credit risk is the risk of financial loss to the Company if a buyer or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the Company's receivable from customers. Sales made to the entity are fully secured by Letters of Credit issued by local scheduled banks.

Liquidity Risk:

Liquidity risk is the risk that the Company will unable to meet its financial obligations as they fall due. The Company's approach to managing liquidity is to ensure, as far as possible, that it will always have sufficient liquidity to meet its liabilities when due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Company's reputation. In general, management ensures that it has sufficient cash and cash equivalent to meet expected operational expenses, including the servicing of financial obligation through preparation of the cash forecast, prepared based on time line of payment of the financial obligation and accordingly arrange for sufficient liquidity/fund to make the expected payment within due date.

Moreover, the Company seeks to maintain short term lines of credit with scheduled commercial banks to ensure payment of obligations in the event that there is insufficient cash to make the required payment.





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

Seeks to maintain a balance between the higher returns that might be possible with higher levels of borrowings and the advantages and security afforded by a sound capital position. The Board also monitors dividend trend to ordinary shareholders.

Market Risk:

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

Capital Risk Management

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

Money Laundering

The Company considers prevention of money laundering risk not only as a compliance requirement imposed by the law of the country but also as one of its ethical business values.

3.19 Contingencies

Contingent Liabilities

Contingent liabilities are a possible obligation that arises from past events and whose existence will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the entity.

Contingent liabilities should not be recognized in the financial statements, but may require disclosure. A provision should be recognized in the year in which the recognition criteria provision has been met.

Contingent Assets

Contingent asset is a possible asset that arises from past events and whose existence will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the entity.

A contingent asset must not be recognized. Only when the realization of the related economic benefits is virtually certain should recognition take place provided that it can be measured reliably because, at that point, the asset is no longer contingent.

3.20 IFRS 16: Leases

General impact of application of IFRS 16 Leases

IFRS 16 introduces requirements with respect to lease accounting. It introduces significant changes to the lessee accounting by removing the distinction between operating and finance leases and requiring the recognition of a right-of-use asset and a lease liability at the lease commencement for all leases, except for short-term leases and leases of low value assets. In contrast to lessee accounting, the requirements for lessor accounting have remained largely unchanged. Details of these requirements are described in notes to the financial statement. The impact of the adoption of IFRS 16 on the Company's financial statements is described below.

The Company has applied IFRS 16 using the modified retrospective approach, without restatement of the comparative information.





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The Company assessed the impact of IFRS 16 and one rental office space for 6 years is considered as Right-of-Use assets and lease liability at reporting date.

3.21 Event After the Reporting Period

In compliance with the requirements of "IAS-10: Event After the Reporting Period" that provide additional information about the Company's position at the date of the financial position are reflected in the financial statements and events after the reporting period that are not adjusting events are disclosed by way of note.

3.22 Date of Authorization:

The audited financial statements for the year ended 30 June 2025 were authorized by the Board of Directors at 25 September 2025 for publication.

4.00 Additional Information

4.01 Responsibility for preparation and presentation of Financial Statements

The Board of Directors are 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 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.

4.05 Period of Financial Statements

Period of financial statements is from 01 July 2024 to 30 June 2025

4.06 Significant Events

Net profit margin after tax and EPS of the company increased by 134.66% respectively as compared to the previous year. Revenue increased by 30.60% over the previous financial year due to increase in demand for denim fabrics in the international market. Cost of goods sold also decreased by 2.73% on sales due to improvement of efficiency in production and efficiency on different cost components, increase of average sales rate and increase USD exchange rate in compound to previous year.

Net operating cash flow stood at taka 4.77 per share from taka 3.68 in the previous year due to increase in net profit after TAX and increase in accounts payable, NAV increased from 51.93 to 58.32 due to increases in net profit compared to previous year.

4.07 General

To facilitate comparison, certain relevant balances pertaining to the previous year have been rearranged/reclassified whenever considered necessary to confirm to current year's presentation.





		Amount in Taka	
		2025	2024
5.00	Property, Plant and Equipment		
A.	Cost		
	Opening Balance		
	Property, Plant and Equipment	15,440,801,287	14,717,527,181
	Revaluation Surplus*	3,706,809,893	1,811,647,590
	Total (a)	19,147,611,180	16,529,174,771
	Addition during the year		
	Property, Plant and Equipment	665,146,660	723,274,106
	Revaluation Surplus	-	1,895,162,303
	Total (b)	665,146,660	2,618,436,409
	Closing Balance		
	Property, Plant and Equipment	16,105,947,947	15,440,801,287
	Revaluation Surplus	3,706,809,893	3,706,809,893
	Grand Total (a+b)	19,812,757,841	19,147,611,180
B.	Accumulated Depreciation		
	Opening Balance		
	Property, Plant and Equipment	6,687,853,240	5,992,329,844
	Revaluation Surplus	157,585,278	148,490,228
	Total (a)	6,845,438,518	6,140,820,072
	Addition during the year		
	Property, Plant and Equipment	669,830,528	695,523,395
	Revaluation Surplus	8,819,079	9,095,050
	Total (b)	678,649,607	704,618,445
	Closing Balance		
	Property, Plant and Equipment	7,357,683,768	6,687,853,240
	Revaluation Surplus	166,404,357	157,585,278
	Grand Total (a+b)	7,524,088,124	6,845,438,518
C.	Written down Value (A-B)	12,288,669,716	12,302,172,663
	Details of Property, Plant and Equipment with Depreciations are shown in the Annexure-A.		
6.00	Intangible Assets		
	Cost		
	Opening Balance	114,809,886	92,665,428
	Addition during the year	5,930,578	22,144,457
	Closing Balance (A)	120,740,464	114,809,886
	Accumulated Amortization		
	Opening Balance	72,794,828	65,059,121
	Charged during the Year	9,080,972	7,735,707
	Closing Balance (A)	81,875,800	72,794,828
	Written down Value (A-B)	38,864,663	42,015,058
	Details of Intangible assets with amortizations are shown in the Annexure-A.		
7.00	Right-of-Use Assets		
	Opening Balance	-	-
	Add: Addition during the year	64,856,962	-
		64,856,962	-
	Less: Depreciation charged during the year	(6,803,178)	-
	Net Book Value	58,053,784	-
	Details of Right-of-Use Assets with Depreciations are shown in the Annexure-A.		





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		Amount in Taka	
		2025	2024
8.00 Machinery in Transit			
Capital Machinery		9,226,115	185,045
Total		9,226,115	185,045
9.00 Inventories & Stores			
Inventories (Note-9.01)		5,611,416,891	4,683,209,052
Stores (Note-9.02)		243,706,157	169,295,204
Total		5,855,123,047	4,852,504,256
9.01 Inventories			
Packaging Material		16,919,913	24,216,356
Raw Materials-Yarn		939,021,131	283,945,756
Raw Materials-Cotton		2,243,837,404	2,110,358,723
Raw Materials-Chemicals		512,326,301	496,782,880
Finished Goods- Fabrics		757,440,022	911,078,882
Finished Goods- Yarn		416,188,275	282,763,687
Work in Process		725,683,844	574,062,768
Sub Total		5,611,416,891	4,683,209,052
9.02 Stores			
Spare Parts & Accessories		243,706,157	169,295,204
Sub Total		243,706,157	169,295,204
The basis of valuation of inventories and stores are stated in note 3.07			
10.00 Materials in Transit			
Dyes & Chemical		56,055,736	43,898,821
Raw Yarn		383,286,729	133,852,769
Spare Parts		28,872,059	26,348,203
Raw Cotton		417,336,259	33,661,314
Total		885,550,784	237,761,107
11.00 Trade and Other Receivables			
Accounts Receivables (Note 11.01)		6,286,976,132	4,712,729,110
Export Incentive Receivables (Note 11.02)		658,252,672	710,092,172
Interest Receivables on FDR (Note 11.03)		271,723	-
Total		6,945,500,527	5,422,821,282
11.01 Accounts Receivables			
Opening Balance		4,712,729,110	3,434,928,956
Add: Addition During the Period		18,538,139,345	14,235,328,487
		23,250,868,455	17,670,257,443
Less: Realized During the Period		16,963,892,323	12,957,528,333
Closing Balance		6,286,976,132	4,712,729,110
Details of Aging of accounts receivable shown in note no. 45			
11.02 Export Incentive Receivables			
Opening Balance		710,092,172	833,606,967
Add: Addition During the Period		55,024,200	26,052,700
		765,116,372	859,659,667
Less: Realized During the Period		(106,863,700)	(149,567,495)
Closing Balance		658,252,672	710,092,172
11.03 Interest Receivables on FDR		271,723	-



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		Amount in Taka	
		2025	2024
12.00 Advance, Deposit & Prepayments			
Advance (Note-12.01)	58,904,667	31,654,181	
Advance Tax and VAT (Note-12.02)	394,892,175	370,755,790	
Deposits (Note-12.03)	100,301,041	95,884,062	
Total	554,097,883	498,294,033	
12.01 Advance			
Advance Office Rent	7,046,510	75,000	
Advance to Driver Against Fuel	202,000	192,000	
Advance to Employees	3,645,197	9,154,582	
Advance to Suppliers	33,966,856	20,551,696	
Advance- to Department for Expenses	540,000	440,000	
Advance Against Purchase	13,504,104	1,240,903	
Sub Total	58,904,667	31,654,181	
12.02 Advance Tax and VAT			
Advance Income Tax-Export	214,354,116	206,133,170	
Advance to Income Tax-Import	9,264,391	10,950,724	
Advance Income Tax-Incentive	10,686,369	31,349,618	
Advance Income Tax-Vehicle	1,607,500	1,510,000	
Advance Tax FDR	346,722	617,761	
Advance Tax STD/ Other Accounts	32,420	110,087	
Advance Tax Against Office Rent	104,409	-	
Income Tax Paid in Advance	28,945,646	28,416,010	
Advance Payment of VAT- Import	129,550,602	91,668,421	
Sub Total	394,892,175	370,755,790	
12.03 Deposits			
Bank Guaranty Margin	1,891,294	305,702	
Deposit for Electricity Connection	30,664,060	30,664,060	
Deposit for Gas Connection	58,607,421	58,607,421	
Deposit for Telephone Connection	10,000	10,000	
LC Margin-Chemical	1,734,550	-	
LC Margin-Spare Parts	5,775,574	4,678,737	
Security Deposits	1,618,142	1,618,142	
Sub Total	100,301,041	95,884,062	
13.00 Investment			
Fixed Deposit (FDR)	27,870,454	26,663,758	
Total	27,870,454	26,663,758	
Breakup of Investment			
Pubali Bank PLC	5,337,782	5,028,923	
International Leasing and Financial Service Limited	10,209,481	10,209,481	
Southeast Bank PLC	12,323,190	11,425,354	
Total	27,870,454	26,663,758	
14.00 Cash and Cash Equivalents			
Cash in Hand	6,160,005	5,290,320	
Cash at Bank (Note 14.01)	179,708,367	598,297,244	
Total	185,868,372	603,587,563	





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14.01 Cash at Bank

Commercial Bank Of Ceylon PLC. ERQ-7459
Commercial Bank Of Ceylon PLC. CD- 16947
Dutch Bangla Bank PLC. ERQ. 044
Dutch Bangla Bank PLC. ERQ. 124
Dutch Bangla Bank PLC. SND- 842
Dutch Bangla Bank PLC. -14502
Dutch Bangla Bank PLC. - Dividend- 2022
Dutch Bangla Bank PLC. - Dividend- 2023
Dutch Bangla Bank PLC. - Dividend 2024
Foreign A/C Balance
HSBC Dividend- 2015
HSBC ERQ- 047
Midland Bank PLC. - 2291
Modhumoti Bank PLC. ERQ- 30
Modhumoti Bank PLC. - 832
Mutual Trust Bank PLC. - CD- 6095
Mutual Trust Bank PLC. FC Account
Pubali Bank PLC. SND- 1901
Premier Bank PLC. -000002
Premier Bank PLC. Dividend- 2021
Premier Bank PLC. Interim Dividend- 2020-21
Pubali Bank PLC. EFCR AC-38
Pubali Bank PLC. -CD-999
Pubali Bank PLC. STD-1275
SBAC Bank PLC. Ac No #0050130000256
Southeast Bank PLC. -11073
Southeast Bank PLC. -ERQ 1381
Southeast Bank PLC. -ERQ 13
Margin Account HSBC- 091
Margin Accounts Pubali Bank PLC.
Trust Bank PLC. -261
Uttara Bank PLC. ERQ- 0002
Uttara Bank PLC. CD- 3004

Total

Amount in Taka	
2025	2024
10,842	1,122,982
8,794,343	-
8,940,922	12,193,284
7,229,705	12,960,983
38,095	37,811
213,231	308,496
343,251	353,003
569,088	817,827
710,617	-
3,458,957	-
351	351
9,649,834	33,524,248
6,899	6,899
1,073,318	28,086,982
6,323,274	45,760
144,480	1,027,379
96,272	88,250
42,091	42,469
2,153,812	1,139,954
4,019	159,647
-	292,353
507,737	155,041,286
622,610	-
14,438	15,348
4,091	321,463
366,224	23,454,908
34,316,939	73,359,537
66,157,088	27,777,297
17,351,315	216,886,351
6,377	5,500
322	322
10,513,644	9,207,296
44,182	19,259
179,708,367	598,297,244

Foreign currency account balances have been converted to Taka of the ruling rate at the reporting date.

15.00 Share Capital

275,000,000 Ordinary Shares of Tk.10.00 each.
200,000,000 Redeemable Preference Shares of Tk.10.00 each.

2,750,000,000	2,750,000,000
2,000,000,000	2,000,000,000
4,750,000,000	4,750,000,000

Paid up Share Capital (Common Share)

167,734,767 Ordinary Shares of Tk.10/= each.

Particulars	Number of Share	Taka	Taka
Sponsors/Directors	109,317,677	1,093,176,770	1,057,176,770
General Shareholders (Individual)	14,515,685	145,156,850	144,291,020
General Shareholders (Institution)	43,791,809	437,918,090	474,742,750
Foreign Shareholders	109,596	1,095,960	1,137,130
Total	167,734,767	1,677,347,670	1,677,347,670

The details of Sponsors/Directors are stated in note 54



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		Amount in Taka	
		2025	2024
16.00 Share Premium			
Opening Balance		1,096,141,303	1,097,865,803
Less: Adjustment as per U/S 57 (C) of The Companies Act, 1994.			
Securities Issue Cost	23,858,697	-	-
Zero Coupon Bond Issue Cost	575,000	1,494,500	1,494,500
Capital Issue Cost	-	230,000	230,000
Closing Balance		1,095,566,303	1,096,141,303
Share Premium Created by			
40,000,000 Ordinary Shares of Tk.13/= each.	520,000,000	520,000,000	520,000,000
30,000,000 Ordinary Shares of Tk.20/= each.	600,000,000	600,000,000	600,000,000
Total		1,120,000,000	1,120,000,000
The Share Premium has been utilized in accordance with the provisions of The Companies Act, 1994.			
17.00 Revaluation Surplus			
Opening Balance		3,549,224,616	1,663,157,363
Add: Addition During this Year		-	1,895,162,303
		3,549,224,616	3,558,319,666
Less: Depreciation/Adjustment on Revaluation Surplus	8,546,532	9,095,050	9,095,050
Closing Balance		3,540,678,084	3,549,224,616
18.00 Retained Earnings			
Opening Balance		2,388,071,150	2,031,276,719
Add: Profit during the Period	1,408,895,471	600,392,938	600,392,938
Less: Declaration of Final Dividend	(335,469,534)	(251,602,151)	(251,602,151)
Add: Depreciation on Revaluation Surplus of Assets	8,819,079	9,095,050	9,095,050
Less: Adjustment of Deferred Tax on Depreciation on Revaluation Surplus	(1,285,897)	(1,091,406)	(1,091,406)
Closing Balance		3,469,030,269	2,388,071,150
Detail movement of Retained earnings was shown under statement of changes in equity.			
19.00 Long Term Loan			
ADB Term Loan	816,968,250	1,058,432,587	1,058,432,587
Dutch Bangla Bank PLC. - Term Loan	41,297,708	81,344,327	81,344,327
IDCOL Term Loan	235,961,265	289,657,444	289,657,444
IDLC Finance PLC. - Term Loan	-	5,080,278	5,080,278
Modhumoti Bank PLC. -Term Loan	91,455,045	211,422,248	211,422,248
Pubali Bank PLC. -Project Loan	143,317,009	116,558,010	116,558,010
Southeast Bank PLC.-Term Loan	156,078,138	320,293,276	320,293,276
United Finance PLC. -Term Loan	91,161,797	-	-
HSBC- OD Account- 011	3,355,347	26,305,302	26,305,302
Dutch Bangla Bank PLC. CC- 043	176,244,954	181,010,646	181,010,646
Modhumoti Bank PLC. -CC-022	102,105,434	94,067,788	94,067,788
Modhumoti Bank PLC. -RSTL	419,798,950	-	-
Mutual Trust Bank PLC. -SOD- 0084	15,248,316	-	-
Premier Bank PLC- OD- 08	-	154,129,997	154,129,997
Pubali Bank PLC. -CC-371	484,808,644	471,431,615	471,431,615
Southeast Bank PLC. -CC-538	236,338,323	236,332,552	236,332,552
Uttara Bank PLC. -CC-630-31-79	-	295,505,982	295,505,982
Commercial Bank Of Ceylon PLC. -OD- 16947	-	7,711,547	7,711,547
Total		3,014,139,179	3,549,283,598
20.00 Lease Liability			
Opening Balance	-	-	-
Add: Addition during the year	64,856,962	-	-
Add: Interest Expenses During the year	2,432,484	-	-
	67,289,446	-	-
Less: Rent expenses paid during the year	(9,235,662)	-	-
Less: Transfer to the current portion in note 25	(14,621,100)	-	-
Net Book Value		43,432,684	-





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		Amount in Taka	
		2025	2024
21.00 Bond & Preferential Share			
Preference Share	348,000,000	586,000,000	
Series Zero Coupon Bond	760,595,598	1,004,988,534	
Total	1,108,595,598	1,590,988,534	
22.00 LC Accepted Liability			
Pubali Bank PLC. -DPLC	592,428,739	249,174,781	
Total	592,428,739	249,174,781	
23.00 Deferred Tax Liability			
Opening Balance	463,438,526	445,214,078	
Add: Deferred Tax (Income)/Expenses during the year	(57,703,477)	17,133,041	
Add: Deferred Tax on Depreciation of Revaluation Surplus	1,285,897	1,091,406	
	407,020,945	463,438,526	
Details Calculation of Deferred Tax shown in note no. 53.			
24.00 Long Term Loan (Current Portion)			
ADB Term Loan	204,242,063	176,405,431	
Dutch Bangla Bank PLC. - Term Loan	41,297,708	81,344,327	
Infrastructure Development Company Limited (IDCOL). -Term Loan	58,990,316	57,931,489	
IDLC Finance PLC. - Term Loan	-	10,160,557	
Modhumoti Bank PLC. - Term Loan	91,455,045	70,474,083	
Pubali Bank PLC. - Project Loan	143,317,009	116,558,010	
Southeast Bank PLC. -Term Loan	156,078,138	160,146,638	
United Finance PLC. -Term Loan	15,193,633	-	
Series Zero Coupon Bond	190,148,900	251,247,134	
Total	900,722,811	924,267,668	
25.00 Lease Liability (Current Portion)	14,621,100	-	
26.00 Short Term Liabilities			
Commercial Bank of Ceylon PLC.-STL	1,100,000,000	1,000,000,000	
Dutch Bangla Bank PLC.- STL	808,222,489	608,036,403	
Dutch Bangla Bank PLC.- EDF	111,139,025	24,133,725	
HSBC- EDF	104,186,142	42,380,248	
Modhumoti Bank PLC.- EDF	109,789,080	-	
Mutual Trust Bank PLC.- EDF	272,713,430	-	
Pubali Bank PLC.- EDF	1,866,596,935	1,604,129,109	
Southeast Bank PLC.- EDF	547,868,551	687,529,417	
Uttara Bank PLC.- EDF	-	36,733,270	
HSBC- IBP	54,083,981	-	
HSBC - RSTL	-	150,000,000	
Dutch Bangla Bank PLC.- UPAS	123,297,370	-	
Modhumoti Bank PLC.- RSTL	-	473,926,161	
Mutual Trust Bank PLC.- SOD-0084	-	6,329,184	
Mutual Trust Bank PLC.- STL	152,643,750	152,757,917	
Mutual Trust Bank PLC.- UPAS	221,159,520	-	
Pubali Bank PLC.- STL/TOD	250,000,000	400,000,000	
Pubali Bank PLC.- IBP	46,680,000	54,912,000	
Southeast Bank PLC.- RSTL	625,978,553	262,839,545	
Southeast Bank PLC.- IBP	70,627,800	-	
Uttara Bank PLC.- RSTL	-	511,584,036	
Net Effect of Foreign Currency Translation (gain)	19,736,253	(47,064,753)	
Total	6,484,722,879	5,968,226,261	





		Amount in Taka	
		2025	2024
27.00 Trade and Other Payables			
Trade Payables:			
DPLC- HSBC	1,081,383,095	1,625,529,680	
DPLC- Pubali Bank PLC.	641,797,801	-	
DPLC- Southeast Bank PLC.	932,961,846	217,743,420	
DPLC- Commercial Bank of Ceylon PLC.	543,424,352	-	
DPLC- Modhumoti Bank PLC.	543,919,289	-	
Closing Balance (A)	3,743,486,382	1,843,273,101	
Other Payables:			
Opening Balance	7,698,232	248,707,760	
Add: Purchase during the Period	2,776,590	72,415,502	
	10,474,822	321,123,263	
Less: Payment During the Period	9,777,672	313,425,031	
Closing Balance (B)	697,150	7,698,232	
Total (A+B)	3,744,183,532	1,850,971,333	
28.00 Provision for Expenses			
Liabilities for Expenses (Note- 28.01)	521,909,156	453,972,154	
Liabilities for Other Finance (Note- 28.02)	7,035,962	1,374,162	
Unclaimed/ Dividend Payables (Note- 28.03)	1,727,231	1,708,940	
	530,672,350	457,055,257	
28.01 Liabilities for Expenses			
Gas Bill Payable	104,402,093	95,103,234	
Audit Fees Payable	546,250	460,000	
Liability Against Advance Rental Income	1,566,138	-	
Payable Against Employee Provident Fund	7,146,445	-	
Payable Against Employee Service Benefit	285,570,188	285,570,188	
Provision Against ILFSL FDR	10,209,482	10,209,482	
Workers Welfare Foundation Fund	37,781,823	30,401,002	
WPPF Payable- 2023-24	10,479,423	32,228,248	
WPPF Payable- Current	64,207,314	-	
Total	521,909,156	453,972,154	
28.02 Liabilities for Other Finance			
Advance Against Sales	7,035,962	1,374,162	
Total	7,035,962	1,374,162	
28.03 Unclaimed Dividend			
Unclaimed Dividend- 2021	-	487,981	
Unclaimed Dividend- 2022	389,757	403,306	
Unclaimed Dividend- 2023	674,585	817,653	
Unclaimed Dividend- 2024	662,889	-	
Total	1,727,231	1,708,940	
28.04 Amount Transferred to Capital Market Stabilization Fund			
In compliance with the condition 3(vii) of BSEC Directive no. BSEC/CMRRCD/2021-386/03 dated: 14th January 2021			
	No. of Recipients		
Unclaimed IPO Subscription Amount	141	894,381	894,381
Unclaimed Dividend- 2011	11	124,171	124,171
Unclaimed Dividend- 2012	2,365	1,603,005	1,603,005
Unclaimed Dividend- 2013	2,829	1,211,571	1,211,571
Unclaimed Dividend- 2014	3,461	1,733,834	1,733,834
Unclaimed Dividend- 2015	1,933	1,552,238	1,552,238
Unclaimed Dividend- 2016	645	546,787	546,787





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		Amount in Taka	
		2025	2024
Unclaimed Dividend- 2017	1,222	551,432	551,432
Unclaimed Dividend- 2018	1,358	492,545	492,545
Unclaimed Dividend- 2019	1,845	634,793	634,793
Unclaimed Dividend- 2020	1,942	191,864	191,864
Unclaimed Dividend- 2021	3,530	409,215	-
Total amount Transferred to CMSF		9,945,836	9,536,621
29.00 Provision for Current Tax			
Opening Balance		221,814,068	210,090,044
Add: Additional Tax paid for Assessment 2022-23, 23-24 & 24-25.		28,327,657	-
Add: Addition of current tax during the period		225,663,200	98,657,314
		475,804,925	308,747,358
Less: Adjustment during the period		250,141,725	86,933,290
Closing Balance		225,663,200	221,814,068
Details calculation of provision for current tax during the year shown in note no. 52.			
30.00 Revenue			
Export Sale of Fabrics	16,237,018,322	11,128,907,238	
Export Sale of Cotton Yarn	2,220,551,341	3,008,813,781	
Export Sale of Dyed Yarn	80,569,682	58,687,342	
Foreign Exchange Fluctuation Gain	24,449,731	32,022,386	
Sample Sales	3,177,365	4,378,748	
Stock / Wastage Fabric Sales	4,011,466	2,518,992	
Export Incentive	55,024,200	26,052,700	
Total	18,624,802,107	14,261,381,187	
31.00 Cost of Goods Sold			
Opening Stock of Raw Material			
a) Yarn	283,945,756	700,766,831	
b) Cotton	2,110,358,723	1,587,163,695	
c) Chemical	496,782,880	571,164,476	
d) Packaging Materials	24,216,356	30,326,220	
	2,915,303,715	2,889,421,221	
Add: Purchase During the period			
a) Yarn	3,144,094,416	213,579,681	
b) Cotton	7,971,485,175	7,655,168,597	
c) Chemical	1,381,041,194	973,547,154	
d) Packaging Materials	117,446,248	102,987,751	
	12,614,067,033	8,945,283,183	
Raw Material Available for Use	15,529,370,748	11,834,704,405	
Less: Closing Stock of Raw Material			
a) Yarn	939,021,131	283,945,756	
b) Cotton	2,243,837,404	2,110,358,723	
c) Chemical	512,326,301	496,782,880	
d) Packaging Materials	16,919,913	24,216,356	
	3,712,104,749	2,915,303,715	
Direct Material Consumed (Note 31.01)	11,817,265,999	8,919,400,690	
Add: Direct Labour/ Wages	752,281,363	595,877,998	
Prime Cost	12,569,547,362	9,515,278,688	
Add. Manufacturing Overhead			
Total Factory Overhead (Note-31.02)	2,660,141,223	2,216,634,953	
Cost of production	15,229,688,585	11,731,913,641	
Add: Opening Work in Process	574,062,768	490,350,968	
Less: Closing Work in Process	725,683,844	574,062,768	
Cost of Goods Manufactured	15,078,067,509	11,648,201,841	



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		Amount in Taka	
		2025	2024
	Add: Opening Stock of Finished Goods	1,193,842,570	1,497,048,986
	Total Cost of Goods available for sale	16,271,910,079	13,145,250,827
	Less: Closing Stock of Finished Goods	1,173,628,297	1,193,842,570
	Total Cost of Goods Sold	15,098,281,782	11,951,408,258
31.01	Direct Material Consumed		
	a) Yarn	2,489,019,041	630,400,755
	b) Cotton	7,838,006,495	7,131,973,569
	c) Chemical	1,365,497,772	1,047,928,751
	d) Packaging Materials	124,742,691	109,097,615
		11,817,265,999	8,919,400,690
	Details Breakup of direct material consumed are shown in note. 43		
31.02	Factory Overhead		
	C & F expenses	7,314,661	6,545,499
	Conveyance-Factory	320,602	183,803
	Electricity Expenses	33,700,180	11,675,111
	Entertainment	5,159,522	3,943,505
	Factory Maintenance Expenses	33,222,718	28,567,445
	Fire Fighting Expenses	2,740,884	1,822,801
	Fuel Expenses	10,400,476	9,140,663
	Gas Bill	1,138,134,944	975,475,964
	Iftar Expenses	3,303,081	3,081,016
	Insurance Premium	4,157,564	3,850,950
	Medical & Medicine Expenses	2,014,204	5,637,018
	Other Benefit	-	270,912
	Painting Expenses	2,462,813	2,089,079
	Salary, Allowance and Bonus	366,498,927	297,958,588
	Sample Washing and Making Cost	3,105,320	3,793,321
	Spare Parts- Generator	22,750,706	9,753,196
	Spare Parts Production Machinery	301,185,771	123,473,162
	Stationery-Factory	1,577,958	2,848,761
	Telephone, Mobile and Internet Bill Factory	3,576,488	3,677,731
	Test and Examination	7,553,941	3,553,971
	Travelling & Conveyance	13,155,523	6,822,646
	Uniform	1,696,826	1,069,874
	Vehicle Maintenance Expenses	1,318,805	2,901,058
	Weaving Expenses	16,445,013	-
	Worker Free Fooding	26,702,675	31,544,456
	Worker Free Tiffin	140,226	89,061
	Depreciation	651,501,395	676,865,362
	Total	2,660,141,223	2,216,634,953
32.00	Administrative & General Expenses		
	AGM Expenses	697,432	925,537
	Annual Subscription	1,885,940	2,149,101
	Audit Fees	2,821,083	814,200
	Bank Charges and Commission	43,509,305	34,806,982
	Bank Excise Duty	7,744,589	7,172,806
	BTMA Certification Expenses	1,007,125	1,335,500
	CSR Expenses	6,961,057	2,780,566
	Directors' Meeting, Attendances fees	3,867,250	3,278,000
	Directors' Remuneration	12,000,000	15,574,000
	Electricity	4,800,181	4,762,653
	Employee Benefit	15,447,645	55,618,746





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		Amount in Taka	
		2025	2024
	Entertainment Expenses	3,600,328	3,572,234
	Fuel Expenses	3,194,298	3,263,570
	Incentive Return to Govt.	1,229,087	7,213,578
	Insurance Premium	4,689,581	4,420,118
	License and Renewal fees	1,980,072	1,599,536
	Maternity Leave	181,846	255,674
	Medical Bill- HO	710,143	689,335
	Office Expenses	6,917,979	6,026,345
	Employee Other Benefit	727,920	80,267
	Printing & Stationery	2,018,412	1,980,479
	Provident Fund Expenses	21,446,984	-
	Provision Against ILFSL FDR	-	10,209,482
	Refreshment H/O	1,067,781	774,470
	Land Rate & Taxes	599,394	236,170
	Repair & Maintenance Admin	1,903,698	950,290
	Salary, Allowance and Bonus	83,012,476	62,153,776
	Share Management Expenses	286,126	220,926
	Software Maintenance	2,583,250	2,651,900
	Sports & Recreation	695,342	285,374
	Stamp, Postage & Courier	5,778,066	2,905,509
	Surveillance Fees	268,750	742,002
	Telephone, Mobile and Internet Bill	3,994,126	3,482,890
	Training & Development Expenses	1,173,460	91,152
	Travelling & Conveyance Expenses	3,564,874	2,808,985
	VAT Deposit	21,741	1,693,594
	Vehicle Maintenance Expenses	2,142,184	2,079,402
	Wasa Bill	924,949	993,535
	Depreciation	36,229,184	35,488,791
	Total	291,683,658	286,087,474
33.00	Selling & Distribution Expenses		
	Advertisement	1,610,272	1,937,287
	Business Promotion	3,827,472	5,803,018
	Conveyance-Marketing	807,660	855,938
	Interest expenses on Lease Liability	2,432,484	-
	Office Expenses	3,450,198	-
	Entertainment-MKT	1,305,567	870,434
	Freight Charge- Direct Export	1,631,133	775,510
	Fuel Expenses-MKT	1,398,962	1,357,401
	Hong Kong Office Expenses	11,774,051	7,926,000
	USA Office Expenses	26,896,992	-
	Salary, Allowance and Bonus	90,473,913	66,331,961
	Sample Production Expenses	3,404,163	888,508
	Vehicle Maintenance-Distribution	1,020,592	791,365
	Depreciation on Right-of-Use Assets	6,803,178	-
	Total	156,836,637	87,537,422
34.00	Financial Expenses		
	Dividend on Preference Share	39,895,000	58,475,000
	Interest on ADB Term Loan	78,522,551	52,694,254
	Interest on Commercial Bank of Ceylon PLC CC	1,490,600	640,771
	Interest on Dutch Bangla Bank PLC-CC	20,485,589	16,426,422
	Interest on Dutch Bangla Bank PLC Term Loan	14,885,941	18,741,263
	Interest on HSBC-CC	3,358,671	9,272,524
	Interest on IDCOL-Long Term	16,628,557	18,980,163





	Amount in Taka	
	2025	2024
Interest on IDLC	228,432	7,887,846
Interest on Modhumati Bank PLC. CC	10,791,699	10,917,633
Interest on Modhumati Bank PLC Term Loan	34,295,759	37,368,784
Interest on -Pubali Bank PLC- CC-37	51,964,086	48,903,117
Interest on Pubali Bank PLC.- Term Loan	36,657,759	68,087,014
Interest on -Premier Bank PLC- CC	13,481,347	19,370,316
Interest on Series JCB	94,508,830	118,029,290
Interest on Southeast Bank PLC.- Term Loan	57,083,246	63,347,893
Interest on Southeast Bank PLC.-CC	25,158,890	25,941,522
Interest on IBP	14,371,368	7,974,792
Interest on Mutual Trust Bank PLC- SOD	5,145,969	478,119
Interest on United Finance PLC	4,152,340	-
Interest on Uttara Bank PLC.- CC	25,471,587	30,375,203
Interest on EDF Loan	228,158,788	121,335,766
Interest on UPAS Loan	134,256,296	96,746,153
Interest on STL	464,319,335	400,516,703
Total	1,375,312,642	1,232,510,548
35.00 Other Income/(Expenses)		
Interest Income	1,968,812	1,090,221
Unrealized Currency Fluctuation (Loss)/ Gain	(19,736,253)	47,064,753
Income from Office Rent	522,046	-
	(17,245,395)	48,154,973
36.00 Earnings Per Share (EPS)		
Calculation of Earnings Per Share (EPS) is as under		
Net Profit After Tax (a)	1,408,895,471	600,392,938
Number of Shares Outstanding (b)	167,734,767	167,734,767
Earnings Per Share (EPS) (a/b)	8.40	3.58
Diluted Earnings Per Share (a/b)	8.40	3.58

36.01 Diluted earning per share

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

36.02 Reason of increased of earning per share

Revenue of the company increased by 30.60% over the previous financial year due to increase of demand of Denim fabrics in the international market also financial expenses increase by 11.59% on sales due to increases of interest rate on local and international bank & financial institute. Resultantly net profit margin after tax and EPS increased by 134.66% respectively as compared to the previous year.





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37.00 Related Party Disclosure under IAS-24

37.01 During the reporting period from July 01, 2024 to June 30, 2025 following transactions incurred with related party as per IAS-24, Para- 21 in the form of office Rent.

Particulars	Opening	Addition	Adjustment/Realized	Closing Receivable
Sheltech Engineering Limited	-	2,088,184	(522,046)	1,566,138
M/S Armour Garments Ltd.	2,601,984	-	(2,601,984)	-
M/S Envoy Fashion Ltd.	640,330	-	(640,330)	-
M/S Epoch Garments Ltd.	2,191,163	-	(2,191,163)	-
M/S Manata Apparels Ltd.	5,370,920	-	(5,370,920)	-
M/S Olio Apparels Ltd.	11,907,775	-	(11,907,775)	-
M/S Pestel Apparels Ltd.	25,809,191	-	(25,809,191)	-
Total	48,521,363	2,088,184	(49,043,409)	1,566,138

37.02 Related party disclosure as per IAS-24 Para- 17 regarding Key management personnel compensation

(a) Short-Term Employee Benefits;	Monthly Salary
	Two Festival Bonus
	Medical assistance for own and Family.
	Earn Leave encashment as per existing Labor Law
(b) Post-Employment Benefits;	Profit participation as per the Bangladesh Labour Law, 2006
	Long term service benefit.
(c) Other Long-Term Benefits;	Group Insurance Policy with Fareast Life Insurance Co.
	Employee Retirement Benefit
(d) Termination Benefits;	As per Existing Labor Law
(e) Share-Based Payment;	Nil

38.00 Disclosure of Directors Remuneration and Meeting attendance fees under Para 4 of Schedule XI part II of The Companies Act, 1994.

38.01 Directors have received the following remuneration from the company during the year ended 30 June 2025 as under (As para 17 of IAS 24).

Name	Position	No. of Month	2025 (Tk.)	No. of Month	2024 (Tk.)
Mr. Tanvir Ahmed	Managing Director	12	12,000,000	12	12,670,000
Ms. Shehrin Salam Oishee	Ex-Deputy Managing Director	9	-	12	2,904,000
Total		-	12,000,000	-	15,574,000

38.02 Directors have received the following meeting attendance fees during the Year ended 30 June 2025

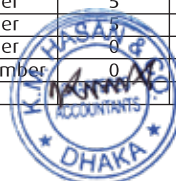
Name	Position	No. of Month	2025 (Tk.)	No. of Month	2024 (Tk.)
Mr. Kutubuddin Ahmed	Chairman	10	280,000	13	258,500
Mr. Tanvir Ahmed	Managing Director	10	280,000	13	258,500
Mrs. Rashida Ahmed	Director	10	280,000	13	258,500
Ms. Sumayyah Ahmed	Director	10	280,000	9	214,500
Mr. Fakhruddin Ahmed, FCMA, FCA	Independent Director	10	280,000	13	258,500
Barrister Muhammad Shafiqur Rahman	Independent Director	10	280,000	13	258,500
Ambassador Syed Shahed Reza	Independent Director	9	247,500	9	214,500
Mr. Sk. Bshir Ahmed	Director	7	196,250	9	214,500
Mr. Moin Uddin	Director	10	280,000	9	214,500
Mr. Sunil Daulatram Daryanani	Director	7	195,000	3	82,500
Mr. Dinesh Gope Virwani	Director	4	112,500	-	-
Justice Moyeenul Islam Chowdhury	Ex-Chairman (Court Appointed)	-	-	4	110,000
Mrs. Sharmin Salam	Ex-Director	-	-	2	22,000
Ms. Shehrin Salam Oishee	Ex-Deputy Managing Director	-	-	2	22,000
Abdus Salam Murshedy	Ex-Director	-	-	2	22,000
Total			2,711,250		2,409,000

Audit Committee Meeting

Name	Position	Position in the Committee	No. of Meeting	2025 (Tk.)	No. of Meeting	2024 (Tk.)
Mr. Fakhruddin Ahmed, FCMA, FCA	Independent Director	Chairman	5	112,000	5	88,000
Ms. Sumayyah Ahmed	Director	Member	5	112,000	4	77,000
Barrister Muhammad Shafiqur Rahman	Independent Director	Member	4	90,000	5	88,000
Ambassador Syed Shahed Reza	Independent Director	Member	5	112,000	4	77,000
Mr. Moin Uddin	Director	Member	5	112,000	2	44,000
Mr. Sunil Daulatram	Director	Member	1	67,000	0	-
Mrs. Rashida Ahmed	Director	Member	-	-	1	11,000
Mrs. Sharmin Salam	Ex-Director	Ex-Member	-	-	1	11,000
Total				605,000		396,000

Nomination and Remuneration Committee (NRC) Meeting

Name	Position	Position in the Committee	No. of Meeting	2025 (Tk.)	No. of Meeting	2024 (Tk.)
Ambassador Syed Shahed Reza	Independent Director	Chairman	5	111,000	5	99,000
Mrs. Sumayyah Ahmed	Director	Member	5	110,000	2	44,000.00
Barrister Muhammad Shafiqur Rahman	Independent Director	Member	5	110,000	7	121,000
Mr. Fakhruddin Ahmed FCMA, FCA	Independent Director	Member	5	110,000	7	121,000
Mr. Moin Uddin	Director	Member	5	110,000	2	44,000.00
Mrs. Rashida Ahmed	Director	Member	0	-	2	22,000
Mrs. Sharmin Salam	Ex-Director	Ex-Member	0	-	2	22,000
Total				551,000		473,000



FINANCIAL STATEMENTS



39.00 Disclosures under Para 3 of Part 2 of schedule XI of The Companies Act, 1994.

Salary Range (Monthly)	Officer & Staff		Worker	Total Employee
	Head Office	Factory		
Below 11,889	Nil	Nil	Nil	Nil
Above 11,889	186	334	2,752	3,272

40.00 Disclosures under Para 6 of Part 2 of schedule XI of The Companies Act, 1994.

Amount Paid audit Expenses to Auditors

Name	Purpose	2025 (Tk.)	2024 (Tk.)
K. M. Hassan & Co.	Statutory Audit Fee	460,000	529,000
Harun or Rashid & Associates	Compliance Auditor's Fee	84,500	46,000
Asian Surveyors Ltd	Land Valuation Surveyors Fee	57,500	115,000
Bureau Veritas Consumer Products Services (BD) Ltd.	Bureau Veritas Audit Fee	107,792	-
TUV RHEINLAND Bangladesh PVT. Limited, BSCI Audit	Consultancy Fee	271,602	-
CU Certifications Ltd.	Consultancy Fee	232,944	-
ITS Lab test Bangladesh Ltd.	Consultancy Fee	359,870	-
Vanguard Consulting PLC	Consultancy Fee	240,000	-
Upgrade Sustain Benefit BD Ltd.	Consultancy Fee	37,375	-
Mr. Mominur Rahman	Consultancy Fee	28,750	-
Mr. Mohammad Wasiuzzaman	Consultancy Fee	62,500	-
Mr. Sahadat	Consultancy Fee	125,000	-
Mc Millan Bangladesh Advisory Ltd.	Consultancy Fee	724,500	-
Mak & Co.	WPPF Audit Fee	28,750	23,000
Mohmaddulah & Associates	Consultancy Fee	-	101,200
Total		2,821,083	814,200

41.00 Disclosures under Para 8 of schedule XI part II of the Companies Act, 1994.

Transaction in Foreign Currency

Particulars	Amount in (Tk.)
CIF value of import:	
1. Raw Materials	
(a) Yarn	3,144,094,416
(b) Cotton	7,971,485,175
(c) Dyes & Chemicals	1,381,041,194
2. Accessories / Spare Parts	2,462,813
3. Capital Machinery	229,660,336
Total CIF value of import:	12,728,743,935
FOB value of Export	18,538,139,345

42.00 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
Foreign Individuals	109,596	0.07%	1,095,960

43.00 Disclosures under Para 8 of schedule XI part II of the Companies Act, 1994.

Imported and local raw materials and spare parts consumed during the year ended 30 June 2025

Raw materials:	Qty (Ton)	Amount In BDT	% on Consumption
1. Yarns	8750 (Ton)	2,489,019,041	20.50%
2. Cotton	31964 (Ton)	7,838,006,495	64.56%
2. Dyes & Chemicals	9952 (Ton)	1,365,497,772	11.25%
3. Packaging Materials	Various	124,742,691	1.03%
4. Spare Parts	Various	323,936,477	2.67%
Total		12,141,202,476	100.00%

44.00 Disclosures under Para 7 of schedule XI part II of The Companies Act, 1994.

Capacity Utilization (Period ended 01 July 2024 to 30 June 2025)

Description of Products	Installed Capacity (Yards)		Actual Production (Yards)		Capacity Utilization	
	June-25	June-24	June-25	June-24	June-25	June-24
Denim Fabrics Unit-1(in Yards)	24,000,000	24,000,000	24,691,805	17,459,585	102.88%	72.75%
Denim Fabrics Unit-2 (in Yards)	28,000,000	28,000,000	30,178,872	21,339,492	107.78%	76.21%
Total	52,000,000	52,000,000	54,870,677	38,799,077		
Spinning Unit-1 (in KG)	25,000,000	25,000,000	25,881,575	23,820,051	103.53%	95.28%
Spinning Unit-2 (in KG)	4,200,000	4,200,000	4,316,541	3,872,169	102.77%	92.19%
Total	29,200,000	29,200,000	30,198,116	27,692,220		

45.00 Aging of Account Receivable under Part I of Schedule XI of The Companies Act, 1994

Particulars	Amount 2025	%	Amount 2024	%
Within the Credit cycle up to 4 Months	5,937,607,116	94.44%	4,295,410,693	91.14%
From 4 to 6 Months	216,213,483	3.44%	309,257,589	6.56%
From 6 to 8 Months	19,309,926	0.31%	27,083,377	0.57%
Above 8 Months	113,845,607	1.81%	80,977,450	1.72%
Total	6,286,976,132	100%	4,712,729,110	100.00%





FINANCIAL STATEMENTS

		Amount in Taka	
		30th June-25	30th June-24
46.00	Net Asset Value (NAV) Per Share:		
	Total Assets	26,848,825,344	23,986,004,766
	Less: Total External Liabilities (NCL+CL)	17,066,203,018	15,275,220,026
	Net Assets Value (A)	9,782,622,327	8,710,784,740
	Total Number of Share Outstanding (B)	167,734,767	167,734,767
	Net Asset Value (NAV) Per Share (A/B):	58.32	51.93

46.01 Reason for increased of Net Asset Value (NAV) Per Share

Net Asset Value (NAV) increased from 51.93 to 58.32 due to increases in net profit compared to previous year.

47.00 Income Tax Assessment Status:

Acct. Year	Income Year	Assessment Year	Provision for Income Tax	Liabilities as per Asst. Order	Advance Income Tax Paid	Remarks
30-Sep-11	2011-12	2012-13	130,490	1,371,420	3,698,280	Assessment Complete
30-Sep-12	2012-13	2013-14	27,265,552	32,657,745	28,165,703	
30-Sep-13	2013-14	2014-15	52,514,926	23,795,943	39,439,435	
30-Sep-14	2014-15	2015-16	28,920,085	30,126,031	29,136,448	
30-Sep-15	2015-16	2016-17	65,803,788	30,373,069	30,373,069	
30-Jun-16	2015-16	2016-17	41,912,126	35,092,548	35,092,548	
30-Jun-17	2016-17	2017-18	29,979,520	44,970,415	45,356,147	
30-Jun-18	2017-18	2018-19	27,542,321	49,312,100	49,109,397	
30-Jun-19	2018-19	2019-20	98,354,480	41,186,268	41,136,869	
30-Jun-20	2019-20	2020-21	12,916,271	57,351,982	57,284,866	
30-Jun-21	2020-21	2021-22	54,222,501	62,298,575	62,130,846	
30-Jun-22	2021-22	2022-23	79,698,239	81,116,877	86,933,290	
30-Jun-23	2022-23	2023-24	189,935,869	141,080,198	146,369,137	
30-Jun-24	2023-24	2024-25	98,657,314	107,160,712	107,690,348	
30-Jun-25	2024-25	2025-26	253,990,857	N/A	236,395,927	N/A

48.00 Information relating to Quantity of Purchase, Production, Sale of Stock (Major Items only):

a) Raw Materials:

Particulars	Opening Stock on 01.07.2024	Purchase	Total	Consumption	Closing Stock on 30.06.2025	Unit
Yarn	632,017	7,726,241	8,358,257	8,750,090	(391,833)	KG
Cotton	7,748,582	31,850,702	39,599,284	31,964,137	7,635,147	KG
Dyes & Chemical	1,106,609	9,801,170	10,907,779	9,951,559	956,220	KG

b) Finished Goods & Sales:

Particulars	Opening Stock on 01.07.2024	Production	Available for Sale	Closing Stock on 30.06.2025	Sales During the Year	Unit
Finished Fabrics	3,607,376	54,870,677	58,478,053	3,070,039	55,408,014	Yards
Spinning Yarn	963,502	30,198,116	31,161,618	1,398,714	29,762,903	KG

c) Finished Goods:

Particulars	Opening Stock on 01.07.2024	Production	Available for Sale	Sales/Use During the Year	Closing Stock on 30.06.2025	Unit
Finished Goods- Fabrics	3,607,376	54,870,677	58,478,053	55,408,014	3,070,039	Yards
Finished Goods-Spinning Yarn	963,502	30,198,116	31,161,618	29,762,903	1,398,714	KG

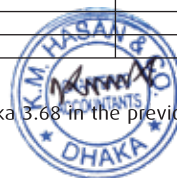
49.00 Clause No. 5 (2) (e) of Notification No. BSEC/CMRRCD/2006-158/208/Admin/81, Dated: 20 June 2018:

Reconciliation of Net Operating Cash Flow under Indirect Method:

Particulars	TAKA 30 June 2025	TAKA 30 June 2024
Net Profit after TAX	1,396,211,636	600,392,938
Depreciation	687,730,579	712,354,153
Increase of Account Payable	1,893,212,199	346,503,427
Increase Provision for Expenses	73,598,802	69,630,563
Decrease of Provision for Tax	(41,170,509)	(24,472,854)
Increase of Inventory	(1,002,618,791)	192,442,957
Decrease of Transit	(647,789,677)	(62,980,175)
Increase of A/R	(1,522,679,244)	(1,154,108,333)
Advance, Deposits & Prepayments	(55,803,850)	(68,116,475)
Unrealized Foreign Currency Translation Loss	19,736,253	(47,064,753)
Net Cash Provided by Operation Activities (a)	800,427,399	617,911,367
Number of Shares Outstanding (b)	167,734,767	167,734,767
Net Operating Cash Flow Per Share (a/b)	4.77	3.68

50.00 Reason of deviation of net operating cash flow per share:

Net operating cash flow stood at taka 4.77 per share from taka 3.68 in the previous year due to increase in net profit after TAX and increase in accounts payable.



FINANCIAL STATEMENTS



51.00 Computation of Tax Payable on Profit:

Particulars	Amount in Taka 2025
Net Profit Before Tax	1,605,182,851
Less: Export Incentive	55,024,200
Less: Other Income:	-
Interest Income	2,490,858
Taxable Operating Income	1,547,667,793
Tax Payable on Operating Income @ 10.00%	154,766,779
- as per SRO No. 44/2024, Date: March 4, 2024.	
Tax Payable on other Income @ 25.00%	622,714
Tax Payable On Export Incentive @ 10.00%	10,686,369
Total Income Tax payable	166,075,862

52.00 Calculation of Current Income Tax:

Amount of Source tax paid during the reporting period from 01.07.24 to 30.06.2025	225,663,200
Total	225,663,200

Note: As the Source Tax is higher than the calculative Income Tax, Therefore it is considered as minimum Tax under section 163 of Income Tax Act, 2023.

53.00 Calculation of Deferred Tax

Particulars	Amount in Taka
Accounting Base:	
Written Down Value on PPE	12,327,261,833
Right of Use of Assets	58,053,784
Lease Liability	(58,053,784)
Total As per Accounting Base (A)	12,327,261,833
Tax Base:	
Written Down Value on PPE	9,544,605,789
Right of Use of Assets	-
Lease Liability	-
Total As per Tax Base (B)	9,544,605,789
Amount of Taxable Temporary Difference (A-B)	2,782,656,044
Average Tax rate	14.58%
Deferred Tax Liability as on 30 June 2025	405,735,049
Opening Balance of Deferred Tax Liability	463,438,526
Deferred Tax (Income)/Expenses	(57,703,477)
Deferred Tax on Depreciation of Revaluation Surplus	
Depreciation of Revaluation Surplus	8,819,079
Average Tax rate	14.58%
Adjustment of Deferred Tax on Depreciation of Revaluation Surplus	1,285,897

54.00 Details of shareholding position of Sponsors/ Directors

Name	Position	No. of Share	Amount
Mr. Kutubuddin Ahmed	Chairman	33,342,810	333,428,100
Mr. Tanvir Ahmed	Managing Director	16,144,471	161,444,710
Mrs. Rashida Ahmed	Director	3,354,774	33,547,740
Ms. Sumayyah Ahmed	Director	7,734,469	77,344,690
Mr. Fakhruddin Ahmed, FCMA, FCA	Independent Director	-	-
Barrister Muhammad Shafiqur Rahman	Independent Director	-	-
Ambassador Syed Shahed Reza	Independent Director	-	-
Mr. Sk. Bshir Ahmed	Director	4,148,336	41,483,360
Mr. Moin Uddin	Director	3,364,695	33,646,950
Mr. Sunil Daulatram Daryanani	Director	4,440,000	44,400,000
Mr. Dinesh Gope Virwani	Director	3,600,000	36,000,000
Justice Moyeenul Islam Chowdhury	Ex-Chairman (Court Appointed)	-	-
Mrs. Sharmin Salam	Ex-Director	3,657,867	36,578,670
Ms. Shehrin Salam Oishee	Ex-Deputy Managing Director	3,657,867	36,578,670
Abdus Salam Murshedy	Ex-Director	25,872,388	258,723,880
Total		109,317,677	1,093,176,770

55.00 Events after the Reporting period

- a) The Board has declared Cash Dividend @ 30% (i.e. Tk. 3 per share of Tk. 10.00 each) on paid up capital for the year ended 30 June 2025 as per decision of the Board of Directors in their meeting held on 25 September 2025.
- b) Except above no other significant event occurred till the date of signing the financial statements.

M. Saiful Islam Chowdhury, FCS
Company Secretary

Fakhruddin Ahmed, FCMA, FCA
Independent Director



Tanvir Ahmed
Managing Director



FINANCIAL STATEMENTS

ENVOY TEXTILES LIMITED Schedule of Property, Plant And Equipment As at 30 June 2025

A) Property, Plant and Equipment with Intangible Assets

Particulars	C O S T				Rate %	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					
	Cost					On Revaluation Surplus				On Revaluation Surplus					
	Balance as at 01.07.24	Addition During the Year	Against Unit-263	Total as at 30.06.25		Balance as at 01.07.24	Addition During the Year	Charged during the year	Accumulated Depreciation 30.06.25	Balance as at 01.07.24	Charged during the year	Accumulated Depreciation 30.06.25	Original Cost as at 30.06.25	Revaluation Surplus as at 30.06.25	Total as at 30.06.25
Building Factory	2,155,459,340	6,433,088	155,416,791	2,317,309,219	-	126,551,138	-	2,443,860,357	463,201,243	52,729,772	515,931,015	1,801,278,205	80,152,600	1,881,530,805	1,774,889,644
Rest house, Officer & Staff quarter	581,128,975	123,765	-	581,252,740	-	94,417,320	-	675,670,059	95,034,803	9,724,359	104,759,162	476,493,578	69,739,052	546,232,629	557,256,469
Building Corporate Office	336,854,017	28,244,207	-	365,098,224	-	228,246,975	-	593,345,199	100,732,421	7,326,044	108,058,465	257,039,759	144,562,813	401,602,572	385,155,424
Factory Equipment	323,864,973	10,566,784	-	336,240,223	-	-	-	336,240,223	172,675,764	15,758,743	188,434,507	-	-	147,805,715	151,189,209
Furniture and Fixture	105,050,506	2,415,144	48,600	107,514,250	-	63,909,514	-	4,203,548	68,113,062	-	-	39,401,188	-	39,401,188	41,140,992
Land and Land Development*	200,070,083	191,912,950	-	391,983,033	-	3,238,934,970	-	3,630,918,003	100	5,374,507,219	549,763,666	5,924,270,884	391,983,033	3,630,918,003	3,439,005,053
Machinery & Equipment	10,833,810,048	35,108,098	194,552,238	11,063,470,385	-	-	-	549,763,666	5,924,270,884	-	-	5,139,199,500	-	5,139,199,500	5,459,302,830
ETP Cost	96,365,692	-	-	96,365,692	-	6,348,927	-	63,114,809	4,893,470	145,546	5,039,016	33,250,883	1,309,311	34,560,794	34,706,340
Office Equipment	139,376,569	7,050,464	-	146,927,034	-	-	-	61,833,829	8,090,011	-	-	77,003,193	-	77,003,193	78,042,740
Motor Vehicle	122,643,895	13,500,088	-	136,143,983	-	-	-	105,418,701	4,107,330	109,526,031	-	26,617,952	-	26,617,952	17,225,194
Other Construction	250,650,593	6,803,733	306,407	257,760,733	-	12,310,563	-	82,435,417	6,304,047	300,326	6,604,373	166,239,449	5,706,190	171,945,639	173,621,692
Others Assets	295,026,596	10,855,837	-	306,882,433	-	-	-	9,641,188	114,630,708	-	-	191,851,725	-	191,851,725	190,637,076
Sub Total (A)	15,440,801,287	313,014,158	352,132,502	16,105,947,947	-	3,706,809,893	-	6,687,853,240	669,830,528	7,357,683,768	157,585,278	8,819,079	166,404,357	12,888,669,716	12,302,172,663
Software and other Intangible	114,809,886	5,930,578	-	120,740,464	-	-	-	9,080,972	81,875,800	-	-	38,864,663	-	38,864,663	42,015,058
Sub Total (B)	114,809,886	5,930,578	-	120,740,464	-	-	-	9,080,972	81,875,800	-	-	38,864,663	-	38,864,663	42,015,058
As at 30 June 2025 (A+B)	15,555,611,173	318,944,736	352,132,502	16,226,688,411	-	3,706,809,893	-	6,760,648,068	678,911,500	7,439,559,568	157,585,278	8,819,079	166,404,357	12,927,534,380	12,344,187,720

B) Right-of-Use Assets

Particular	C O S T			D E P R E C I A T I O N			Net Book Value as at 30.06.2025
	Opening Balance 01.07.2024	Addition During the Year	Total cost as at 30.06.2025	Charged During the Year	Adjustment During the Year	Balance As at 30.06.2025	
Marketing Office	-	64,856,962	64,856,962	-	6,803,178	6,803,178	58,053,784

Depreciation Allocation			Total	
Factory Overhead	648,576,577	2,924,818	651,501,395	
Administrative & General Expenses	30,334,923	5,894,261	36,229,184	
Rest house, Officer & Staff quarter	9,723,121	1,423,246	11,146,367	
Building Corporate Office	7,507,311	4,471,015	11,978,326	
Furniture and Fixture	4,237,286	-	4,237,286	
Software	8,996,069	-	8,996,069	
Total	678,911,500	8,819,079	687,730,579	





AT A GLANCE 2024-2025



Directors of Envoy Textiles Limited at the 29th AGM 2024



Shareholders gathered for the 29th AGM 2024



Inauguration of the Gulshan Marketing Office



Birthday celebration of the Chairman



Celebration of World Environment Day



Students' rally on World Environment Day



Art competition on “Beat Plastic Pollution” theme



Tree Plantation Program 2025



Pitha Utshab



A corporate marathon



Inauguration of Pitha Utshob



Inauguration of the Annual Sports and Cultural Program 2024



The Annual Prize Distribution and Cultural Program 2024

BANGLADESH ASSOCIATION OF PUBLICLY LISTED COMPANIES

Renewed Certificate

This is to certify that

ENVOY TEXTILES LIMITED

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

This certificate remains current until 31st December, 2025.

Ref. No: CM-2025/081

Date of issue : February 4, 2025




Secretary General



এনভয় টেক্সটাইলস লিমিটেড

কর্পোরেট ও রেজিস্টার্ড অফিসঃ এনভয় টাওয়ার, ১৮/ই, লেক সার্কাস কলাবাগান, পশ্চিম পাছুপথ, ঢাকা-১২০৫

৩০তম বার্ষিক সাধারণ সভার বিজ্ঞপ্তি

এই মর্মে সংশ্লিষ্ট সকলকে জানানো যাচ্ছে যে, এনভয় টেক্সটাইলস লিমিটেডের ৩০তম বার্ষিক সাধারণ সভা আগামী শনিবার, ৬ ডিসেম্বর ২০২৫, সকাল ১১.০০ ঘটিকায় নিম্নবর্ণিত বিষয়সমূহ আলোচনা ও সিদ্ধান্ত গ্রহণের নিমিত্তে গুলশান গুটিং ক্লাব, গুলশান এভিনিউ, পুলিশ প্লাজার পাশে, ঢাকা-১২১২-এ অনুষ্ঠিত হবেঃ

আলোচ্যসূচীসমূহ

- আলোচ্যসূচী ১ঃ ৩০শে জুন, ২০২৫ তারিখে সমাপ্ত বছরের নিরীক্ষিত আর্থিক হিসাব বিবরণী, তদসংশ্লিষ্ট নিরীক্ষকদের প্রতিবেদন এবং পরিচালনা পর্ষদের প্রতিবেদন গ্রহণ, বিবেচনা ও অনুমোদন।
- আলোচ্যসূচী ২ঃ ৩০শে জুন, ২০২৫ তারিখে সমাপ্ত বছরের লভ্যাংশ ঘোষণা।
- আলোচ্যসূচী ৩ঃ অত্র কোম্পানীর সংঘ-বিধি অনুযায়ী নিম্নোক্ত পরিচালকমন্ডলী নির্বাচনঃ
- ৩.১ মিসেস সুমাইয়া আহমেদ
- ৩.২ জনাব সুনীল দৌলাত্রাম দারিয়ানানী
- ৩.৩ জনাব মোঃ মঈন উদ্দিন
- আলোচ্যসূচী ৪ঃ স্বাধীন পরিচালক (মহিলা) নিয়োগ নিশ্চিতকরণ।
- আলোচ্যসূচী ৫ঃ নিরীক্ষক নিয়োগ ও তাদের পারিশ্রমিক নির্ধারণ।
- আলোচ্যসূচী ৬ঃ পেশাজীবী হিসাব রক্ষক/সচিব নিয়োগ।

পরিচালনা পর্ষদের নির্দেশক্রমে

এম সাইফুল ইসলাম চৌধুরী, এফসিএস
কোম্পানী সচিব

সোমবার, ৩ নভেম্বর ২০২৫
ঢাকা।

দ্রষ্টব্যঃ

- (i) ৩০তম বার্ষিক সাধারণ সভার 'রেকর্ড ডেট' ছিল ২৬ অক্টোবর, ২০২৫। উক্ত তারিখে যে সকল শেয়ারহোল্ডারের নাম সিডিএস ব্যবস্থাদীন শেয়ার রেজিস্টারে অন্তর্ভুক্ত আছেন, তাঁরা সভার কার্যক্রমে অংশগ্রহণ করতে পারবেন এবং লভ্যাংশ গ্রহণের উপযুক্ত বলে বিবেচিত হবেন।
- (ii) বাংলাদেশ সিকিউরিটিজ এন্ড এক্সচেঞ্জ কমিশনের নির্দেশনা মোতাবেক যদিও কোম্পানীর ভার্সুয়াল সভা আহ্বান করার সুযোগ আছে, তদসত্ত্বেও শেয়ারহোল্ডারদের সরাসরি অংশগ্রহণের সুযোগ নিশ্চিতকল্পে এ সভা হাইব্রিড পদ্ধতিতে অনুষ্ঠিত হবে। সম্মানিত শেয়ারহোল্ডারগণ উল্লেখিত সভাস্থানে সরাসরি উপস্থিত থেকে বা অনলাইনে যুক্ত থেকে সভায় অংশগ্রহণ ও ভোটাধিকার প্রয়োগ করতে পারবেন।



- (iii) সম্মানিত শেয়ারহোল্ডারগণ যারা ভার্সুয়ালি যুক্ত হবেন, তারা নিম্নলিখিত লিংকের মাধ্যমে বা নিম্নোক্ত কিউআর কোডটি স্ক্যান করে সভায় অংশ গ্রহণ করবেন :
- <https://envoytex.bdvirtualagm.com>



- হাইব্রিড প্ল্যাটফর্মে যুক্ত হতে, শেয়ারহোল্ডারগণকে ১৬ ডিজিটের বিও একাউন্ট নাম্বার দিতে হবে। তাদের স্ব-স্ব বিও একাউন্টের সাথে সংযুক্ত মোবাইল নাম্বারে একটি পাসওয়ার্ড প্রেরণ করা হবে। উক্ত পাসওয়ার্ডের সাহায্যে সিস্টেমে যুক্ত হতে পারবেন। যারা মোবাইল নাম্বার নতুন করে দিতে চান, তারা আমাদেরকে অন্তত সভা অনুষ্ঠানের ১২ ঘণ্টা পূর্বে লিখিত ভাবে জানাতে পারবেন।
- (iv) বার্ষিক সাধারণ সভা অনুষ্ঠিত হবার ৪৮ ঘণ্টা পূর্ব হতে বা চলাকালীন সময়ে শেয়ারহোল্ডারগণ অনলাইনে যুক্ত হয়ে তাদের প্রশ্ন/মতামত পেশ ও ভোটাধিকার প্রয়োগ করতে পারবেন। সম্মানিত শেয়ারহোল্ডারগণ সরাসরি সভায় উপস্থিত থেকেও তাদের প্রশ্ন/মতামত পেশ ও ভোটাধিকার প্রয়োগ করতে পারবেন।
- (v) সম্মানিত শেয়ারহোল্ডারগণ যারা সরাসরি উপস্থিত থেকে সভায় অংশগ্রহণ করবেন, তাদেরকে রেজিস্ট্রেশনের সময় তাদের স্ব-স্ব শেয়ার মালিকানার স্বপক্ষে প্রয়োজনীয় তথ্যাদি বা উপযুক্ত প্রমাণ উপস্থাপনের অনুরোধ করা হচ্ছে।
- (vi) যথাযথভাবে পূরণকৃত প্রয়োজনীয় মূল্যের রাজস্ব স্ট্যাম্প সংযুক্ত প্রক্সি ফরম বা নোটারীকৃত পাওয়ার অব এটর্নি বা ক্ষমতা অর্পণ পত্র, ক্ষেত্রমতে প্রযোজ্য, সভা শুরু অস্তত ৪৮ ঘণ্টা পূর্বে অবশ্যই কোম্পানীর রেজিস্টার্ড অফিসে জমা দিতে হবে।
- (vii) কোম্পানির সংঘবিধির ১০৮ এবং ১০৯ বিধি মোতাবেক কোম্পানির প্রাতিষ্ঠানিক শেয়ারহোল্ডার উক্ত কোম্পানির সিদ্ধান্ত মোতাবেক কোন ব্যক্তিকে সাধারণ সভায় যোগদান, মতামত প্রকাশ ও ভোটাধিকার প্রদানে ক্ষমতাপ্রাপ্ত করতে পারবেন।
- (viii) সংশ্লিষ্ট ব্রোকার হাউজগুলোকে আমাদের কোম্পানির শেয়ারধারী তাদের স্ব স্ব মার্জিন ক্লায়েন্টদের একটি তালিকা আগামী ৬ই ডিসেম্বরের মধ্যে আমাদের কাছে প্রেরণের অনুরোধ করা হলো।
- (ix) বার্ষিক প্রতিবেদন ২০২৫-এর কপি কোম্পানীর ওয়েবসাইট (www.envoytextiles.com) থেকে যথাসময়ে সংগ্রহ করা যাবে।





LEED PLATINUM CERTIFICATION
2016, 2021



NATIONAL EXPORT TROPHY
11 TIMES WINNER 2009-2021



ICSB NATIONAL AWARD
2014, 2015, 2016, 2020



PRESIDENT'S AWARD FOR
INDUSTRIAL DEVELOPMENT
2016, 2017, 2020



NATIONAL
ENVIRONMENT AWARD
2019

AWARDS



NATIONAL PRODUCTIVITY &
QUALITY EXCELLENCE AWARD
2017, 2019



ICMAB BEST CORPORATE AWARD
2016-2020



SUSTAINABILITY LEADERSHIP AWARD
2022



HIGHEST REGULAR ELECTRIC BILL
PAYER AWARD
2018-2020



LEED GREEN FACTORY AWARD
2018



HIGHEST TAXPAYER AWARD
2016-2020

ACCOLADES



HSBC EXPORT & BUSINESS
EXCELLENCE AWARD
2017, 2022



F & F SUPPLIER AWARDS
2019



GREEN FACTORY AWARD
2023



WORKERS WELL-BEING AWARD
2020





ENVOY TEXTILES LIMITED

Corporate & Registered Office: Envoy Tower
18/E, Lake Circus Kalabagan, West Panthapath, Dhaka-1205

PROXY FORM

I, _____
of _____ being
a member of ENVOY TEXTILES LIMITED hereby appoint _____
of _____ or
failing him/her _____
of _____ as
my proxy in my absence to attend and vote for me and on my behalf at the 30th Annual General Meeting of the
Company to be held on the **Saturday, 6 December 2025** of the year at **11:00 AM** and at any adjournment
thereof.

AS WITNESS my hand this the _____ day of December of the year 2025 signed by me bearing BOLD
No. _____, Number of Shares _____

Signature of the member

Witness :

Signature : _____

Name : _____

Address : _____

Specimen Signature of the proxies

a. _____

Name

b. _____

Name

Please affix
here a
revenue
stamp worth
Taka 100

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 **11.00 AM** of **4 December 2025**, otherwise the proxy form will not be accepted.



এনভয় টেক্সটাইলস লিমিটেড

কর্পোরেট ও রেজিস্টার্ড অফিসঃ এনভয় টাওয়ার, ১৮/ই, লেক সার্কাস কলাবাগান, পশ্চিম পাছপথ, ঢাকা-১২০৫

প্রতিনিধিপত্র

আমি _____

ঠিকানা _____

এনভয় টেক্সটাইলস লিমিটেড-এর সদস্য হিসেবে

ক. জনাব/বেগম _____

ঠিকানা _____

অথবা তাঁর অনুপস্থিতিতে

খ. জনাব/বেগম _____

ঠিকানা _____

কে বা তাদের যেকোনো একজনকে আমার প্রতিনিধি হিসেবে আমার অনুপস্থিতিতে শনিবার, ৬ ডিসেম্বর ২০২৫ তারিখে অনুষ্ঠিতব্য কোম্পানীর ৩০তম বার্ষিক সাধারণ সভায় এবং তার মূলতবি ঘোষিত সভায় অংশগ্রহণ ও ভোটদানের জন্য নিযুক্ত করলাম। স্বাক্ষর উপস্থিতিতে, অদ্য ----- ডিসেম্বর ২০২৫ তারিখে আমার নিজ হস্তে স্বাক্ষর করলাম।

শেয়ার হোল্ডার

স্বাক্ষর : _____

নাম : _____

বিও নম্বর : _____

স্বাক্ষর

স্বাক্ষর : _____

নাম : _____

ঠিকানা : _____

প্রতিনিধির নমুনা স্বাক্ষর

ক. _____

নাম _____

খ. _____

নাম _____

অনুগ্রহপূর্বক
এখানে ১০০
টাকা মূল্যের
রেভিনিউ স্ট্যাম্প
সংযুক্ত করুন।

বিশেষ দৃষ্টব্য: প্রতিনিধিপত্র যথাযথভাবে স্বাক্ষর করে ৪ ডিসেম্বর ২০২৫ সকাল ১১.০০ টার মধ্যে কোম্পানীর নিবন্ধিত কার্যালয়ে এনভয় টাওয়ার, ১৮/ই, লেক সার্কাস কলাবাগান, পশ্চিম পাছপথ, ঢাকা-১২০৫ এ অবশ্যই জমা দিতে হবে। অন্যথায় প্রতিনিধিপত্রটি গ্রহণযোগ্য হবে না।

OUR INTERNATIONAL STANDARDS



INT'L STANDARDS



ORGANIC FIBRE STANDARDS



SUSTAINABLE FIBRE STANDARDS



ENVIRONMENTAL & PRODUCT SAFETY STANDARDS



SOCIAL STANDARDS



ENVOY TEXTILES LIMITED

WORLD'S FIRST LEED® PLATINUM CERTIFIED DENIM MILL

CORPORATE OFFICE

Envoy Tower, 18/E Lake Circus, Kalabagan
West Panthapath, Dhaka-1205

Phone: +880-2-41021684-87, 41021689-95, Fax : +880-2-41021703

MARKETING OFFICE

Level-12, Simpletree Attalika, Holding-134
Block-CEN, Gulshan-2, Dhaka-1212

PLANT

Jamirdia, Bhaluka, District: Mymensingh
Division: Mymensingh, Bangladesh

NEW YORK OFFICE

525 7th Avenue, Suite 314, New York
NY 10018

HONG KONG OFFICE

11th Floor, Capital Centre, 151 Gloucester Road
Wan Chai, Hong Kong

www.envoytextiles.com