

দুলামিয়া কটন স্পিনিং মিলস্ লিঃ DULAMIA COTTON SPINNING MILLS LTD.

দুলামিয়া কটন স্পিনিং মিলস্ লিঃ মাতুভূইয়া, দাগনভূইয়া, ফেনী, বাংলাদেশ



কে ডি মার্কা সূতা মানেই গোলাপ ফুলের মতোই সেরা



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Letter of Transmittal

All Shareholders of Dulamia Cotton Spinning Mills Limited Bangladesh Securities and Exchange Commission Registrar of Joint Stock Companies & Firms Dhaka Stock Exchange PLC.
Chittagong Stock Exchange PLC.
All other Stakeholders



Dear Sir(s),

ANNUAL REPORT FOR THE YEAR ENDED ON JUNE 30, 2025

We are pleased to enclose a copy of the Annual Report together with the Audited Financia Accounts including Statement of Financial Position, Statement of Profit or Loss and other Comprehensive Income, Statement of Cash Flows and Statement of Changes in Equity for the year ended on June 30, 2025 along with notes thereon for your kind information and record.

Sincerely Yours,

Kazi Ekramul Hoque

Company Secretary (Acting)





Registered Office: "Anchor Tower" 108, Bir Uttam C. R. Dutta Road, Dhaka – 1205

NOTICE OF THE 38th ANNUAL GENERAL MEETING

Notice is hereby given that the 38th Annual General Meeting (AGM) of Dulamia Cotton Spinning Mills Ltd. will be held on Wednesday, December 03, 2025 at 11:00 am. Pursuant to the Bangladesh Securities and Exchange Commission's Order No. SEC/SRMIC/94-231/91 dated 31 March 2021, No.BSEC/ICAD/SRIC/2024/318/09 dated 16.01.2024 and No. BSEC/ICAD/SRIC/2024/318/87 dated 27.03.2024 the AGM will be held through Hybrid System in combination of physical presence at Anchor Tower (5th Floor), 108 Bir Uttam C. R. Datta Road Dhaka-1205 and also Virtually by using Digital Platform through the link https://dcsml38.agm.watch to transact the following businesses:

- 1. To receive, consider and adopt the Audited Financial Statements of the company for the year ended 30th June 2025, together with the reports of the Auditor and the Directors.
- 2. To declare dividend for the year ended 30th June 2025 as recommended by the Board of Directors.
- 3. To elect/re-elect Director(s) of the Company.
- 4. To appoint the Statutory Auditor of the company for the year ended 30th June 2026 and fix their remuneration.
- 5. To appoint the Corporate Governance Compliance Auditor for the year ended 30th June 2026 for compliance certification on corporate governance and fix their remuneration.



By order of the Board of Directors

Dhaka, Bangladesh November 12, 2025

Kazi Ekramul Hoque Company Secretary (Acting)

- 1. The shareholders whose name appeared in the Share/Depository Register as on the 'Record Date' (i.e. October 23, 2025), are eligible to participate in the 38th AGM and receive the dividend.
- 2. The Board unanimously recommended cash dividend @3% of the paid-up capital of the Company for the year ended June 30, 2025.
- 3. A shareholder entitled to attend and vote at the AGM may appoint a proxy to attend and vote in his/her behalf. The Proxy Form, duly filled, signed and stamped of Tk. 100.00 must be sent through email to the Company at share@multimodebd.com not later than 48 hours before the time fixed for the meeting.
- 4. The concern stock broker, merchant banker and portfolio manager are requested to submit hard copy or through mail to the Company at share@multimodebd.com on or before November 20 2025; the statement along with detail of their margin client or customer who has debit balance or margin loan, who are entitled to receive cash dividend @3% of the Company for the year ended June 30, 2025. The statement should include shareholder's name, BO ID number, client-wise shareholding position, gross dividend receivable, applicable tax rate, net dividend receivable etc. along with the Consolidated Customers' Bank Account number, routing number and contact person.
- 5. The members will be able to submit their questions/comments and vote electronically 72 hours before commencement of the AGM and during the AGM by using the link or scanning QR Code. For any IT related guidance and help with the login process the respected members may contact at +88-02-586100125-8, (Ext-108) and visit www.dulamiabd.com
- 6. Detail log in process has been sent through email to respective shareholder's mail ID available in their BO account maintained with the Depository. The detailed procedures to participate in the virtual meeting along with link are also available in the Company's website at www.dulamiabd.com.
- 7. No gift or benefit in cash or kind shall be paid/ offered to the Shareholders in the 40th AGM as per BSEC Circular No. SEC/CMRRCD/2006-193/154 dated 24.10.2013.

COMPANY PROFILE

Incorporation : February 28, 1987

Commencement of Business : February 28, 1987

Listing with Dhaka Stock Exchange Ltd. : December 30, 1989

Listing with Chittagong Stock Exchange Ltd. : October 10, 1995

Auditors : Pinaki & Company

Ideal Trade Center (9th Floor), 102 Shaheed

Tajuddin Ahmed Sarani, Dhaka-1208

Compliance Auditors : Masud Muhammad & Co.

Chartered Accountants

Creation Panthadhara (5th Floor) 44F8 Panthpath, Dhaka-1215

Bank : National Bank Ltd., Kawran Bazar

Branch, Dhaka

National Bank Ltd., Dagonbhuiyan

Branch, Feni

Factory Address : Matubhuiyan, Dagonbhuiyan, Feni,

Bangladesh

Phone : 03323-79357

Registered Address : Anchor Tower, 108 Bir Uttam C.R.

Dutta Road, Dhaka-1205

Phone : 02-58610012-18, 58610027, 58610115

Fax : +880-2-9662734

E-mail : info@multimodebd.com

Web : www.dulamiabd.com

Executives : Mr. Shib Nath Saha

Chief Financial Officer (CFO)

: Kazi Ekramul Hoque

Company Secretary (Acting)

: Mr. Md. Imrul Islam

Head of Internal Audit and Compliance



BOARD OF DIRECTORS



Mr. A.K.M. Rafiqul Islam, FCA Chairman



Mr. A.K.D. Deen Mohammad Khan Managing Director (Current Charge)



Mr. Akbar Hossain Director



Brig. Gen. (Retd) A.M.M. Wazed Thakur Nominated Director (TT&T)



Mr. Paritosh Sarker Nominated Director (BDBL)



Dr. Rashed Al Mahmud Titumir Independent Director



Mr. Hasan Fazle Rob Independent Director

Top Executives









Photographs 37th AGM, 2023-2024



94^{9म} यार्धिक प्राधावन प्रडा

(হাইব্রিড প্ল্যাটফর্ম)

সময়: সকাল ১১:০০ ঘটিকা, সোমবার, ১৭ ডিসেম্বর, ২০২৪









ANNEXURE-1

5 YEARS AT A GLANCE

Sl No.	Particulars	2020-2021	2021-2022	2022-2023	2023-2024	2024-2025	
1	Financial Performance						
	Net Sales	-	-	-	-	-	
	Gross Profit	-	-	(7,360,157)	(7,705,701)	(6,555,650)	
	Net Profit Before Tax	(10,012,598)	(8,575,058)	(8,213,483)	(6,226,746)	2,335,509	
	Net Profit After Tax	(10,012,598)	(10,012,598)	(8,245,011)	(6,657,676)	1,868,407	
2	Share Capital and Reserve						
	Paid up Capital	75,566,000	75,566,000	75,566,000	75,566,000	75,566,000	
	Reserve and Surplus	(358,144,819)	(366,716,713)	(371,955,729)	(378,613,406)	376,744,998	
3	Assets						
	Fixed Assets	75,078,668	704336153)	66,350,203	62,516,614	59,481,715	
	Other Assets	20,762,381	20,886,370	19,858,557	20,240,556	23,420,902	
4	Others						
	NAV Per Share	(37.42)	(38.51)	(39.20)	(40.08)	(39.83)	
	Dividend	-	-	-	-	3% Cash (Genaral Shareholder	
	Earning Per Share	(1.37)	(1.13)	(1.09)	(0.88)	0.25	

পরিচালকদের সংক্ষিপ্ত পেশাগত বিবরনী



জনাব এ.কে.এম. রফিকুল ইসলাম, এফ.সি.এ. চেয়ারম্যান

জনাব এ.কে.এম. রফিকুল ইসলাম ১৯৫৭ সালে ঢাকা বিশ্ববিদ্যালয় থেকে বি.কম, পাশ করেন। তিনি ইনস্ট্রিটিউট অব চার্টার্ড একাউন্টেনটস অব পাকিস্তান থেকে ১৯৬৫ সালে চার্টার্ড একাউন্টেন্ট এবং ১৯৮১ সালে যুক্তরাজ্যের ইনস্ট্রিটিউট অব চার্টার্ড ম্যানেজমেন্ট একাউন্টেনটস থেকে কস্ট এ্যান্ড ম্যানেজমেন্ট ডিগ্রি অর্জন করেন। তিনি দেশী-বিদেশী অনেক কোম্পানিতে চাকুরী করেছেন। তিনি ১৯৭৩-৮৬ সাল পর্যন্ত সাধারণ বীমা কর্পোরেশনের মহাব্যবস্থাপক ছিলেন। তিনি প্রগতি ইসুরেঙ্গ লিঃ এর প্রতিষ্ঠাতা ব্যবস্থাপনা পরিচালক এবং প্রগতি লাইফ ইসুরেঙ্গ লিঃ ও ক্রেডিট রেটিং এজেঙ্গি অব বাংলাদেশের পরিচালক ছিলেন। তিনি এফবিসিসিআইয়ের প্রাক্তন পরিচালক এবং বর্তমানে সিআরএবি এবং এমসিসিআইয়ের পরিচালক পদে আসীন রয়েছেন।



জনাব এ.কে.ডি দীন মোহাম্মদ খান ব্যবস্থাপনা পরিচালক (চলতি দায়িত্ব)

জনাব এ.কে.ডি দীন মোহাম্মদ খান ঢাকা বিশ্ববিদ্যালয় থেকে জিওগ্রাফীতে স্মাতক ও স্মাতকন্তোর ডিগ্রী লাভ করেন, সেই সাথে একই বিশ্ববিদ্যালয় থেকে আইন বিষয়ে এল.এল.বি ডিগ্রী অর্জন করেন। পরবর্তী ১৯৬০ সালে তিনি Inland Water Transport Authority- তে কর্মজীবন শুরু করেন।

বৈচিত্রময় কর্মঅভিজ্ঞতায় ও সফলতার অধিকারী জনাব দীন মোহাম্মদ খান দেশ-বিদেশে কর্মক্ষেত্রে যথেষ্ট সুনাম অর্জন করেছেন। তার সুদীর্ঘ্য ৫৩ বছরের কর্মজীবনে তিনি Inland Water Transport Authority- তে সিনিয়র ডেপুটি ডাইরেক্টর, চালনা বন্দর, খূলনা এর ট্রাফিক ম্যানেজার এবং বাংলাদেশ শিপিং কর্পোরেশন এ জেনারেল ম্যানেজার হিসাবে কর্মরত ছিলেন। পরবর্তীতে তিনি ইউনাইটেড স্ট্রেট লাইনস্ এজেন্সি এ জেনারেল ম্যানেজার এবং বাংলাদেশ বাল্ক কেরিয়ার লিমিটেড এ নির্বাহী পরিচালক হিসাবে দায়িত্ব পালন করেন।





জনাব আকবর হোসেন পরিচালক



ব্রিঃ জেনাঃ (অবঃ) এ.এম.এম.ওয়াজেদ ঠাকুর মনোনীত পরিচালক (টি.টি এন্ড টি লিঃ)

জনাব আকবর হোসেন ১৯৮৯ সালে জগন্নাথ কলেজ থেকে বি.এ. পাশ করেন। তার সুদীর্ঘ পেশাগত জীবনে দক্ষতা, যোগ্যতা ও অভিজ্ঞতার ভিত্তিতে বিভিন্ন ব্যবসা প্রতিষ্ঠান পরিচালনা করেছেন। তিনি মাল্টিমোড গ্রুপের বিভিন্ন সহযোগি প্রতিষ্ঠানের নির্বাহীর দায়িত্ব পালন করেন। জনাব আকবর হোসেন এ্যারিয়ান্স ফ্যাশন লিমিটেডের ব্যবস্থাপনা পরিচালক ও কে এন্ড কিউ (বাংলাদেশ) লিমিটেড এর নির্বাহী পরিচালক পদে দীর্ঘদিন দায়িত্ব পালন করেন। তাছাড়া তিনি প্রগতি ইসুরেন্স লিমিটেড এর পরিচালক ও প্রগতি লাইফ ইন্সুরেন্স এর ভাইস-চেয়ারম্যান ছিলেন। তিনি দুলামিয়া কটন স্পিনিং মিলস লিমিটেড এর পরিচালক হিসাবে তার দায়িত্ব পালন করেছেন।

জনাব ওয়াজেদ ঠাকুর "কলেজ অব সিকিউরিটিতে, ইউএসএ" স্নাতক ডিগ্রী অর্জন এবং বাংলাদেশ ইউনিভার্সিটি অব প্রফেশনাল (বিইউপি) থেকে এমফিল (পার্ট-১) সমাপ্ত করেছেন।

সুদীর্ঘ অভিজ্ঞতার অধিকারী জনাব ওয়াজেদ ৩০ বছর মিলিটারী সার্ভিস -এ নিযুক্ত ছিলেন। সুদীর্ঘ কর্মজীবনে তিনি নেতৃত্ব গুণাবলী, মানব সম্পদ ব্যবস্থাপনা, প্রশিক্ষন ব্যবস্থাপনা, নিরাপত্তা ব্যবস্থাপনা এবং জেনারেল এডমিনিসট্রেশান বিষয়ে সুনামের সাথে অবদান রেখেছেন।



জনাব পরিতোষ সরকার মনোনীত পরিচালক (বিডিবিএল)

জনাব পরিতোষ সরকার বর্তমানে বাংলাদেশ ডেভলাপমেন্ট ব্যাংক লিঃ এর মহাব্যবস্থাপক হিসেবে কর্মরত রয়েছেন। তিনি ১৯৮৬ সালে জাহাঙ্গীর নগর বিশ্ববিদ্যালয় হতে পরিসংখ্যান বিভাগে স্মাতক এবং ১৯৮৭ সালে স্নাতকোত্তর সম্পন্ন করেন। পরবর্তীতে তিনি ভিক্টোরিয়া ইউনিভার্সিটি অব বাংলাদেশ হতে এম.বি.এ. সম্পন্ন করেন। ৩২ বৎসর কর্মজীবনে জনাব পরিতোষ সরকার বিডিবিএল ছাড়াও এবি ব্যাংক লিঃ, ডাচ-বাংলা ব্যাংক লিঃ এবং প্রবাসী কল্যাণ ব্যাংক লিঃ এর বিভিন্ন বিভাগে কর্মরত ছিলেন।



ড. রাশেদ আল মাহমুদ তিতুমীর স্বতন্ত্র পরিচালক



জনাব হাসান ফজলে রব স্বতন্ত্র পরিচালক

ড. রাশেদ আল মাহমুদ তিতুমীর ঢাকা বিশ্ববিদ্যালয়ের ডেভেলপমেন্ট স্টাডিজ বিভাগের অর্থনীতির অধ্যাপক। তিনি ঢাকা বিশ্ববিদ্যালয় থেকে বিএসএস (সম্মান) এবং লন্ডন বিশ্ববিদ্যালয় থেকে উন্নয়ন ও আর্থিক অর্থনীতিতে এম.এস.সি ও অর্থনীতিতে পিএইচডি ডিগ্রি অর্জন করেন।

বর্তমানে তিনি বাংলাদেশ ন্যাশনাল কমিটি অব আই.ইউ.সি.এন এর চেয়ারপারসন। ড. তিতুমীর দেশী-বিদেশী বিভিন্ন সংস্থা, সিভিল সোসাইটি, এনজিও ইত্যাদিতে দীর্ঘদিনের কর্ম অভিজ্ঞতা রয়েছে। তিনি মুখপাত্র হিসাবে ডবিউ.টি.ও, ইউ.এন.এফ.সি.সি, ইউ.এন.সি.ভি.ডি ইত্যাদি বিভিন্ন বহুমুখী সংস্থায় সরকারের উপদেষ্টা প্রতিনিধি হিসাবে দায়িত্ব পালন করেছেন।

প্রফেসর তিতুমীর বিভিন্ন সংস্থার বোর্ডে দায়িত্বরত এবং স্বতন্ত্র পরিচালক হিসাবে পাবলিকলি ট্রেডেড বিভিন্ন কোম্পানিতে দায়িত্ব পালন করছেন। তিনি উন্নয়ন অবেষণ নামক একটি বহুমুখী স্বতন্ত্র গবেষনা সংস্থার চেয়ারপারসন। ম্যাক্রো ইকোনোমিক এন্ড সেক্টোরাল পলিসিস, কৃষি, বায়োডাইভারসিটি, শিক্ষা এবং স্বাস্থ্য, দারিদ্র বিমোচন, বিশ্ববাণিজ্য পদ্ধতি, আঞ্চলিক অর্থনৈতিক সহযোগিতা, আবহাওয়া পরিবর্তন সহ নানান বিষয়ে তাহার লিখিত বহু পুস্তক/নিবন্ধ রয়েছে।

জনাব হাসান ফজলে রব ফাইনাঙ্গিয়াল ম্যানেজমেন্ট, ব্যাংকিং এবং ফাইন্যাঙ্গিয়াল ইনসস্ট্রিটিউশান ও ক্যাপিটাল ইনভেস্টমেন্ট ডিসিশন বিষয়ে মেজর সহ আই.ইউ.বি.এ.টি থেকে কৃতিত্বের সহিত এমবিএ ডিগ্রি অর্জন করেন।

তিনি ঢাকা চেম্বার অব কমার্স এন্ড ইন্ডাস্ট্রিজ ও জার্মান টেকনিক্যাল কোঅপারেশন এর যৌথ উদ্যোগে আয়োজিত স্ট্রাটেজিক মার্কেটিং প্যান এর
উপর বিশেষ প্রশিক্ষণ গ্রহণ করেন। তিনি ডিজিটাল সফট ওয়ার সার্ভিসেজ
এর একাউন্টস ও ফাইন্যান্স এর নির্বাহী হিসাবে কর্মরত ছিলেন। তিনি আলাপ
কমিউনিকেশন লিমিটেডের চীফ ফাইন্যান্সশিয়াল অফিসার হিসাবে দীর্ঘদিন
দায়িত্ব পালন করেন। জনাব হাসান ফজলে রব এর কটন স্পিনিং ও টেক্সটাইল
মেশিনারীজ ইত্যাদি বিষয়ে দীর্ঘদিনের অভিজ্ঞতা রয়েছে।

দুলামিয়া কটন স্পিনিং মিলস্ লিমিটেড

পরিচালকমন্ডলীর প্রতিবেদন

আস্সালামু আলাইকুম,

প্রিয় শেয়ারমালিকবৃন্দ,

দুলামিয়া কটন স্প্রিনং মিলস্ লিমিটেড ১৯৮৯ সালে বাণিজ্যিক উৎপাদন শুরু করে। কোম্পানির মূল মেশিনারীজ রোমানিয়ান ক্রেডিটের আওতায় তৎকালীন শিল্প ব্যাংকের অর্থায়নে প্রতিষ্ঠিত হয়। রোমানিয়ান মেশিন এখন বাংলাদেশের বাজারে একেবারেই চালু নেই। উক্ত মেশিন দ্বারা উৎপাদিত সুতার চাহিদা ও দাম খুব কম - এর কারণে কোম্পানি বিগত কয়েক বৎসর যাবত ক্রমাগত লোকসান দিয়ে আসছে। এ প্রতিকূল অবস্থায়ও কোম্পানির পরিচালকমন্ডলী হিসেবে গত



৩০শে জুন, ২০২৫ এ সমাপ্ত আর্থিক বছরের নিরীক্ষিত হিসাব বিবরণী এবং তদসংলগ্ন প্রতিবেদন উপস্থাপন করার সুযোগ পেয়ে আমরা আপনাদের নিকট কৃতজ্ঞ।



আপনারা নিশ্চয় অবগত আছেন যে, ১৯৮০ সালের শেষদিকে স্বাধীন দেশের সরকারি ব্যবস্থাপনায় গঠিত ৪১টি এবং ব্যক্তি মালিকানায় প্রতিষ্ঠিত ১৫টি স্পিনিং মিল ছিল। এমতাবস্থায় অনগ্রসর ফেনীজেলা তথা দাগনভূঁঞার মত কৃষি প্রধান অঞ্চল বৃহৎ শিল্প স্থাপনের উপযোগী না হওয়া সত্ত্বেও কেবলমাত্র উদ্যোক্তাগণের সাহসীপদক্ষেপ, সেই সাথে ক্ষুদ্র বিনিয়োগকারীদের সক্রিয় অংশ গ্রহণে বৃহৎ এ শিল্প প্রতিষ্ঠানটি উক্ত অঞ্চলে একটি 'সামাজিক উন্নয়ন ও কর্মসংস্থানমূলক প্রকল্প' হিসাবে এক নতৃন দিগন্তের উম্পেমাচন ঘটায়। এ অভূতপূর্ব প্রচেষ্টার জন্য উদ্যোক্তা ও সম্মানিত

শেয়ারহোল্ডারবৃন্দকে অত্র অঞ্চলের আপামর জনসাধারণ কৃতজ্ঞতার সাথে সারণ করে। কোম্পানির এ দীর্ঘ পথ পরিক্রমায় সকল শেয়ারমালিকবৃন্দ, কোম্পানির কর্মকর্তা ও কর্মচারীবৃন্দ এবং এলাকাবাসী সার্বক্ষণিকভাবে সকল প্রতিকূলতার মাঝেও কোম্পানির সকল কর্মকান্ডে সহযোগিতা করে আসছে।

বিগত বেশ কিছু বছরে আমরা মুনাফা অর্জনে সমর্থ হলেও এবং ব্যবস্থাপনার আন্তরিক প্রচেষ্টা থাকা স্বত্নেও নিমুমানের মেশিনের কারণে গত এক দশকে এ ধারাবাহিকতা ব্যাহত হয়। তথাপিও আমরা কোম্পানির পুঁঞ্জিভুত সঞ্চয় হতে ২০০৮-২০০৯ অর্থবছর পর্যন্ত শেয়ারহোল্ডারবৃন্দকে লভ্যাংশ প্রদান করি। কিন্তু ক্রমাগত লোকসানের কারণে কোম্পানির পক্ষে পুঁঞ্জিভুত সঞ্চয় হতে বর্তমান বৎসরে কোন মুনাফা প্রদান করা সম্ভব হচ্ছেনা। জনজীবনে বস্ত্র চাহিদার এক ব্যাপক পরিবর্তন এসেছে। এ পরিবর্তন গ্রাম থেকে শহর পর্যন্ত প্রসারিত। সে কারণে আন্তর্জাতিক বাজারে তুলার মূল্যমান কিছুটা সাশ্রয় সত্ত্বেও দেশীয় সুতার বাজারে স্বাভাবিকতা পরিলক্ষিত হচ্ছে না, ফলে কোম্পানির আর্থিক ফলাফলে ক্ষতির পরিমান পৌনপনিক বৃদ্ধি পেয়েছে এবং ধারাবহিক ক্ষতির মূখে বাধ্য হয়ে সাময়িকভাবে উৎপাদন বন্ধ করতে বাধ্য হয়েছে। তথাপি আমরা নিরাশ হচ্ছি না। আমরা আশা করছি যে, একটি সুসংগঠিত, দক্ষ কর্মীবাহিনীর সঠিক দিক নির্দেশনা, আন্তরিকতা, নিষ্ঠা ও কঠোর পরিশ্রমের মাধ্যমে নতুন ভাবে আধুনিক ও বহুবিধ উৎপাদন বাবস্থার মাধ্যমে একটি লাভজনক কার্যক্রমে প্রবেশ করতে সক্ষম হ'ব এবং আমাদের অগনিত গ্রাহকের মধ্যে নতুন উদ্দীপনা জাগ্রত করে আগামী বছরগুলোতে সাফল্য অর্জনের চেষ্টা অব্যাহত থাকবে।

আপনারা সবাই অবগত যে, দীর্ঘ প্রায় আড়াই দশক ব্যাপী আমরা আমাদের মুল লক্ষ্য এবং সাফল্য অর্জনে বহুলাংশে সক্ষম হয়েছি, যেমনঃ

- 💠 একটি পশ্চাৎপদ কৃষিপ্রধান অঞ্চলকে শিল্পাঞ্চল হিসাবে রূপদান করতে সক্ষম হয়েছি।
- 💠 কৃষিশ্রমের পাশাপাশি শিল্পে কর্মসংস্থান সৃষ্টির মাধ্যমে বেকারত্ব ও দারিদ্র দূরীকরণে সহায়ক ভূমিকা পালন করে আসছি।
- শিল্প ও প্রযুক্তি সম্প্রসারণের মাধ্যমে গ্রামীন অবকাঠামোগত উন্নয়ন শক্তিশালীকরনের প্রক্রিয়ায় জাতীয় অর্থনৈতিক উন্নয়নে অবদান রাখতে সক্ষম হয়েছি।

বৰ্তমান অবস্থা

আমরা মনে করি স্পিনিং সেক্টরের যন্ত্রপাতির ক্ষেত্রে গত এক দশকে কারিগরি দিক থেকে অভাবনীয় উন্নয়ন সাধিত হয়েছে। উৎপাদনের প্রতিটি প্রক্রিয়ায় সংযোজিত হয়েছে গুণগত মানসম্পন্ন উন্নত যন্ত্রপাতি। ফলশ্রুতিতে নতুন প্রতিষ্ঠিত কারখানাগুলির উৎপাদনশীলতা ও সুতার গুণগত মান পুরাতন কারখানার তুলনায় যথেষ্ট উন্নত হওয়াতে স্বাভাবিকভাবেই নতুন ও পুরাতন মিলের উৎপাদন ও বাজার ব্যবস্থায় একটি অসম প্রতিযোগিতার সৃষ্টি হয়েছে। এ পরিস্থিতি থেকে উত্তরণের লক্ষ্যে আমরা ইতিমধ্যে কিছু কিছু যন্ত্রপাতি ও যন্ত্রাংশ প্রতিস্থাপন করা সত্ত্বেও কোম্পানির উৎপাদিত সুতার মান উন্নত করা সম্ভব না হওয়ায় ১লা জুন, ২০১৯ থেকে কারখানাটি বন্ধ রেখে মিলটির রেনোভেশনের জন্য একটি টেকনিক্যাল কনসাল্টিং ফার্মকে নিয়োগ দেয়া হয়। উক্ত কনসাল্টিং ফার্ম মিলটিং যন্ত্রপাতি অত্যধিক পুরাতন বিধায় সমগ্র যন্ত্রপাতি বাতিলপূর্বক আধুনিক যন্ত্রপাতি ক্রয় ও স্থাপনান্তে মিলটিকে যুগোপযোগী করে উন্নত সুতা উৎপাদনের পরামর্শ দেয়। সংশিষ্ট রিপোর্টিটি পরিচালনা পর্যদের সভায় উপস্থাপন করা হলে পর্যদ সভার সিদ্ধান্ত মোতাবেক দ্বিতীয় আর একটি কনসাল্টিং ফার্মকে মিলের যন্ত্রপাতি বাতিল পূর্বক আধুনিক উন্নত প্রযুক্তির যন্ত্রপাতি স্থাপন পূর্বক উন্নত মানের সুতা উৎপাদন করতঃ মিলটিকে লাভজনক প্রতিষ্ঠানে পরিনত করার পরামর্শ দেয়।

এই মর্মে পরিচালনা পর্ষদ তাদের ১৩-০৬-২০২০ তারিখের ১৬৫তম সভায় মিলের পুরাতন যন্ত্রপাতি বাতিল পূর্বক নতুন আধুনিক যন্ত্রপাতি প্রতিস্থাপনান্তে বাজার প্রতিযোগীতামূলক উন্নত মানের সুতা তৈরী করে পর্যাপ্ত মুনাফা অর্জনের মাধ্যমে সম্মানিত শেয়ারহোল্ডারদের প্রয়োজনীয় ডিভিডেন্ড দেয়ার পরামর্শ দেন।

বর্তমানে ক্রমাগত লোকসানের কারণে যদিও মিলটি উৎপাদন বন্ধ রয়েছে। তথাপিও এ অবস্থা থেকে পুনঃরুদ্ধারের জন্য পরিচালনা পর্ষদ বন্ধ মিলের যন্ত্রপাতি নূতন ভাবে প্রতিস্থাপন করে এখানে পলিস্টার সুতা অথবা মিশ্র সুতার প্রকল্প হতে নিয়ে কোনটা থেকে কোম্পানি অতিরিক্ত মুনাফা পেতে পারে সে বিষয়ে কার্যক্রম চালিয়ে যাচ্ছে।

কর্মতৎপরতা

এটা সর্বজনবিদিত যে, দেশের সর্বাধিক বিনিয়োগকৃত ও দ্রুত সম্প্রসারনশীল 'ম্পিনিং' খাতে বিগত কয়েক বৎসর যাবৎ মন্দা ভাব বিরাজ করছে। দেশের ৪১০টি বেসরকারি এবং ১০টি সরকারি ম্পিনিং মিলের মধ্যে রপ্তানিমুখী মিলগুলি ব্যতিত অন্যান্য মিলগুলি তাদের কাংক্ষিত লক্ষ্যে উপনীত হতে পারছে না। ফলে বাণিজ্যিকভাবে স্থানীয় বাজারের জন্য সুতা উৎপাদনকারী মিলগুলি ক্রমাগতভাবে লোকসান দিয়ে আসছে। এছাড়া দেশী ও বিদেশী বাজারে আমদানিকৃত খুচরা যন্ত্রপাতি, প্রাকৃতিক গ্যাস ও শ্রমিকের মজুরী বৃদ্ধির ফলে সুতার উৎপাদন খরচ যথেষ্ট বৃদ্ধি পেয়েছে।

বাজারে অসম প্রতিযোগিতার জন্য কোম্পানিটি সুতা উৎপাদন বন্ধ রেখেছে। তার পরিবর্তে মিলটিতে পলিস্টার সুতা অথবা মিশ্র সুতার প্রকল্প যে কোন একটি প্রকল্প স্থাপনের জন্য পরিচালনা পর্ষদ বিষদ ভাবে পর্যালোচনা অব্যাহত রেখেছেন। কোম্পানি আশাকরি বিডিবিএল'র সাথে ঋণ হিসাব সমাধান সাপেক্ষে যে কোন ব্যাংক থেকে প্রকল্পের জন্য ঋণ নিয়ে এবং পরিচালকদের ইক্যুইটি প্রদানের মাধ্যমে অচিরেই একটি লাভজনক প্রতিষ্ঠান হিসাবে গড়ে তুলতে সক্ষম হবে।

বিপণন ব্যবস্থা

বিগত বছরগুলিতে দেশে ব্যাপক সংখ্যক সুতার মিল স্থাপিত হয়েছে। মিলগুলোর উৎপাদিত সুতা দেশের অভ্যন্তরীন চাহিদার প্রায় ৮০ থেকে ৯০ শতাংশ মিটাতে সক্ষম। সুতার দেশীয় বাজার বর্তমানে অত্যন্ত প্রতিযোগিতামূলক বিধায় ভোক্তাদের সুবিধার্থে ৪/৫ জন এজেন্টের মাধ্যমে আমাদের উৎপাদিত সুতা সারা দেশে বিক্রয় করে আমরা দক্ষ বিপণন ব্যবস্থা গড়ে তোলার মাধ্যমে নতুন নতুন এজেন্ট সৃষ্টি করে উৎপাদিত সুতা বিক্রয় করাই আমাদের মূল লক্ষ্য। কোম্পানি সর্বস্থরে সুশৃঙ্খল পরিচালনা ব্যবস্থা নিশ্চিত



করে সূতার সর্বোচ্চ মাননিয়ন্ত্রনের মাধ্যমে সুতার গুনাগুণ ও সুনাম অক্ষুন্ন রাখার জন্য সর্বাত্মক চেষ্টা রেখে ছিল।

অতিমারী করোনা কালীন সময়ে পৌনপুনিক ক্ষতির মূলে কোম্পানিটি বন্ধ ঘোষনা করা হয়। তৎপরবর্তী নতুন উদ্যোগে মিলটি চালুর পক্ষে ব্যবস্থাপনা কমিটি আন্তরিকভাবে তৎপরতা অব্যাহত রেখেছে। আশা করা যায় অতিশীঘ্র কোম্পানি নতুন ভাবে আধুনিক উৎপাদন ও বিপণন ব্যবস্থার সন্নিবেশ ঘটাতে সক্ষম হবে।

আর্থিক ফলাফলঃ

নিম্নে কোম্পানির বিগত ৫ (পাঁচ) বছরের কর্মকান্ডের আর্থিক ফলাফল সংক্ষেপে উলেখ করা হলোঃ

লক্ষ টাকা

বিবরণ	২০২৪-২০২৫	২০২৩-২০২৪	২০২২-২০২৩	২০২১-২০২২	২০২০-২০২১
নীট বিক্রয়			-	-	-
বিক্রয়যোগ্য পণ্যের উৎপাদন ব্যয়	৬৫.৫২	99.00	৭৩.৬০	-	-
মোট লাভ/(লোকসান)	-	-	-	-	-
যোগ: অন্যান্য আয়	৯১.৩৭	২৭.৫১	٧.٥٥		(৭.২৯)
বাদঃ					
প্রশাসনিক ব্যয়	২.৩৪	(৯.০৯)	(১০.৯৫)	(৩৯.৬৯)	(৫০.২৯)
আর্থিক ব্যয়	٥.5২	(৩.৬৩)	(0.36.0)	(80.68)	(৪৫.৯৩)
মোট ব্যয়	৬৮.০১	৮৯.৭৮	(\$8.93)	(৮৯.০২)	(৯৬.২৩)
নীট লাভ (কর পূর্ব)	২৩.৩৫	(০২.২৬)	(%).(%)	(৮৫.৭৬)	(১००.٩७)
নীট লাভ (কর বাদ)	১৮.৬৮	(৬৬.৫৭)	(৮১.৫৫)	(৮৫.৭৬)	(১০০.৭৩)

কর্মী নিয়োগ এবং মানব সম্পদ উন্নয়ন ঃ

উৎপাদনকালীন সময়ে কারখানায় নিয়োজিত কর্মকর্তা-কর্মচারী এবং শ্রমিকের সংখ্যা ছিল যথাক্রমে ৫৫ ও ৩৭০ জন। কারখানার উৎপাদনের স্বার্থে এবং শ্রমিক উপস্থিতি বৃদ্ধির নিমিত্তে কারখানার ভিতরে ৬৫ জন শ্রমিকের আবাসন ব্যবস্থা বিদ্যমান রয়েছে। কারখানায় নিয়োজিত কর্মকর্তা, কর্মচারী ও শ্রমিকদের দক্ষতা ও সেবার মান উন্নয়নের জন্য নিয়মিত প্রশিক্ষণের ব্যবস্থাও রয়েছে। শ্রমিকদের দক্ষতা বৃদ্ধির লক্ষ্যে প্রত্যেক মাসে উত্তম শ্রমিক নির্বাচন করে পুরস্কৃত করার প্রথা বিদ্যমান আছে। বর্তমানে মিলটি বন্ধ থাকায় নতুনভাবে কর্মী নিয়োগ ও পুরাতন কর্মীদের বেতন ভাতা পরিশোধ সহ অন্যান্য সুযোগ সুবিধা সম্পুর্ন ভাবে পরিশোধ করা হয়েছে।

ক্যান্টিন ও খাওয়া সুবিধা ঃ

শ্রমিকদের সুস্বাস্থ্য, সুষম খাদ্য ও সময়মত উপস্থিতি নিশ্চিতকরনে কোম্পানি প্রথম থেকেই বিনা মূল্যে শিষ্ট ওয়ারী খাদ্য সরবরাহের ব্যবস্থা আছে। বর্তমানে দ্রব্য মূল্যের উর্ধ্বগতির ফলে পূর্বের তুলনায় কোম্পানিকে অনেক বেশী অর্থ ব্যয় করে ক্যান্টিন পরিচালনা করতে হয়। মিলটি চালু থাকা অবস্থায় এতে বার্ষিক প্রায় ৯.০০ লক্ষ টাকা ব্যয় হয়। তথাপিও শ্রমিক কল্যাণের কথা বিবেচনা করে কোম্পানি উক্ত সুবিধা বলবৎ রেখেছে। এছাড়া শ্রমিকদেরকে স্বাস্থ্য সচেতনতার জন্য স্বাস্থ্য কর্মীর



মাধ্যমে শিক্ষামূলক কার্যক্রমের ব্যবস্থাও রাখা হয়েছে। মহিলা শ্রমিকদের জরুরী বিশ্রাম, প্রসবকালীন ছুটি, অর্থ সাহায্য ও শিশু

পরিচর্যা ইত্যাদির জন্য মিল অভ্যন্তরে মহিলা বিশ্রামাগারের ব্যবস্থা রাখা হয়েছে। এছাড়াও শ্রমিকদের কল্যাণার্থে কারখানায় একটি কল্যাণ তহবিলও চালু রয়েছে। মিলের অভ্যন্তরে শ্রমিক কর্মচারীদের স্বাস্থ্যগত দিক বিবেচনা করে তাৎক্ষণিক স্বাস্থ্য সেবা দেয়ার জন্য ডাক্তার/কম্পাউন্ডারসহ একটি দাতব্য চিকিৎসা কেন্দ্র রয়েছে। মিল উৎপাদনকালীন সময়ে কোম্পানি এইসব সুবিধা দিয়ে আসছিলেন। অত্র কোম্পানি আশা করছে নৃতন প্রকল্প চালু হলে উক্ত সুবিধা বলবৎ থাকবে।

সামর্থ্য ও দুর্বলতা

মূলতঃ একটি অন্থ্রসর কৃষিপ্রধান এলাকাতে প্রকল্পটি অবস্থিত হওয়ায় শত প্রতিকুলতার মধ্যেও অত্র এলাকাতে বৃহৎ শিল্প সংস্কৃতি গড়ে উঠেছে। এর পাশাপাশি শ্রমিক, কর্মকর্তা, কর্মচারীবৃন্দও এখন পূর্বের তুলনায় অনেক দক্ষ ও আধুনিক কারিগরী জ্ঞানসম্পন্ন। তারা এখন যে কোন বড় শিল্প কারখানা পরিচালনায় সক্ষম। পরিবর্তনশীল বাজার ও আমদানীকৃত কাঁচামালের উপর নির্ভরশীলতার কারণে পণ্যের উৎপাদন ব্যয় বৃদ্ধি নিয়ন্ত্রন করা সম্ভব হচ্ছে না। এখানে উলেখ করা প্রয়োজন যে, বিগত ০১-০১-২০০১ সন হতে ন্যাশনাল ব্যাংক কর্তৃক প্রদন্ত কোম্পানির 'চলতি মূলধন' সুবিধা বন্ধ রয়েছে। আপনারা অবশ্যই স্বীকার করবেন যে, 'চলতি মূলধন' হল যে কোন প্রতিষ্ঠানের মূল চালিকা শক্তি। তথাপিও প্রতিষ্ঠানকে চালু রাখার স্বার্থে 'চলতি মূলধন' সুবিধা ছাড়াও আমরা বিভিন্ন উপায়ে 'কোম্পানির সুনাম' 'পরিচালনা পর্ষদের সুনাম' কাজে লাগিয়ে স্থানীয় বাজার থেকে তুলা সংগ্রহ করে থাকে। মিলটি বন্ধ থাকার কারণে বর্তমানে এই তৎপরতা বন্ধ রয়েছে। অত্র প্রতিষ্ঠান আশা করছে যে, নূতন প্রকল্প চালু হওয়ার পর আমদানীর মাধ্যমে উক্ত প্রকল্পের কাঁচামাল সংগ্রহ করবে। যার ফলে স্থানীয় বাজার থেকে ক্রয় করার ব্যবস্থা যেন না করতে হয়।

ঋণ পরিশোধের পরিমাণ

আপনারা অবগত আছেন যে, বিভিবিএল থেকে সর্বমোট ১৯৩৯.৯২ লক্ষ টাকা ঋণ গ্রহণের বিপরীতে কোম্পানি সুদ সমেত সর্বমোট ৩৫৩৩.৩৫ লক্ষ টাকা পরিশোধ করে। এছাড়া ন্যাশনাল ব্যাংক লিঃ কে ও চলতি মূলধন ঋণের পাওনা বাবদ ১১০০.০০ লক্ষ টাকা পরিশোধ করে। বর্তমানে একমাত্র বিভিবিএল ছাড়া অন্য কোন ব্যাংক বা আর্থিক প্রতিষ্ঠানের নিকট কোম্পানির কোন দায়দেনা নাই।

বি.ডি.বি.এল. পরিস্থিতি

মিলটি ১৯৮৭ সালে 'রুমানিয়ান ক্রেডিটে'র আওতায় প্রতিষ্ঠিত হয়। তৎসময়ে অন্য কোন ক্রেডিট সুবিধা না থাকার কারণে 'রুমানিয়ান ক্রেডিট' এর মাধ্যমেই আমাদের মেশিনারী আমদানি করতে হয়। কিন্তু মেশিন আমদানির পর তা উৎপাদনের জন্য সংস্থাপন করা হলে বেশ কিছু সমস্যা পরিলক্ষিত হয়।

তৎকালিন শিল্প ব্যাংকের নিকট পুনঃ পুনঃ আবেদনের প্রেক্ষিতে ৩০শে ডিসেম্বর ২০০১ সালে তাদের পত্র নং ০৫২/(১০.৩) ৩১/১৪৭২ মারফত ঋণ পুনঃ তফসিল করে। পুনঃ তফসিল মোতাবেক স্থানীয় ঋণ ও বৈদেশিক মুদ্রা ঋণ পরিশোধের সময় সীমা ও কিস্তি নির্ধারণ করে দেয়। তা ছাড়া পুঞ্জিভূত সুদ একটি বক হিসাবে স্থানান্তরিত করা হয় এবং তা মূল ঋণ পরিশোধের পর বাস্তব অবস্থার ভিত্তিতে পুনঃ বিবেচনা করার কথা উল্লেখ করা হয়। সে হিসেবে কোম্পানি তাদের কিস্তি প্রদান করতে থাকে এবং মূল ঋণের কিস্তি বাকী থাকে ১৪০.১০ লক্ষ টাকা এবং বক সুদ হিসাবে দেখানো হয় ৭১৬.৬২ লক্ষ টাকা। কোম্পানি তার মূলঋণের কিস্তি ১৪০.১০ লক্ষ টাকা বহু পূর্বেই পরিশোধ করে দিয়েছে।

কোম্পানি বিডিবিএল এর নিকট পত্র মারফত 'বক সুদ' হিসাবে রক্ষিত সম্পুর্ণ টাকা কোম্পানির অর্থিক অবস্থার বিবেচনায় মওকুফের আবেদন করে। কিন্তু বিডিবিএল কোম্পানির সার্বিক অবস্থা বিবেচনা ব্যতিরেকেই তাদের পত্র নং ০৮.৩/৬৯০ তাং ২৭/৮/১২ ইং মারফত জানায় যে, 'বক হিসাবে রক্ষিত সুদ মওকুফযোগ্য নয়', যা ঋণ চুক্তির বক্তব্যের সাথে অসংগতিপূর্ণ। এতদসত্ত্বেও কোম্পানি ২৭/১১/২০১২, ৯/৫/২০১৩, ২০/৬/২০১৩, ১৯/৯/২০১৩, ২৫/৯/২০১৩, ২০/০৮/২০১৫, ১৮/০৯/২০১৬ এবং পরবর্তীতে ১৯/০১/২০২০, ০৫/০২/২০২০, ২৬/০১/২০২১, ১২/০৮/২০২১ এবং সর্বশেষ ১২/১০/২০২১ ইং তারিখের পত্র মারফত ''বক সুদ'' হিসাবে রক্ষিত টাকা মওকুফের প্রচেষ্টা অব্যাহত রাখে।

আমরা বিশ্বাস করি পারস্পরিক মামলা মোকদ্দমা পরিহারের মাধ্যমে মহামান্য আদালতের নির্দেশনা অনুযায়ী দীর্ঘ দিন যাবৎ অনিস্পত্তি ব্লক একাউন্টে রক্ষিত সুদের টাকা উভয় পক্ষের আলোচনা ও সমঝোতার ভিত্তিতে ব্যাংকের পাওনা পরিশোধ ও চূড়ান্ত নিস্পত্তি সম্ভব হবে।



বিডিবিএল সংক্রান্ত মামলার বিবরণ

দীর্ঘদিন যাবৎ কোম্পানির ঋণ হিসাবটি বাংলাদেশ ব্যাংক কর্তৃক C.I.B তে Classified হিসাবে দেখানো হয়। C.I.B থেকে নাম প্রত্যাহারের জন্য একটি রিট পিটিশন করা হয় যার নাম্বার ১২৩৬/২০১৭. উক্ত Writ Petition এর প্রেক্ষিতে মহামান্য হাই কোর্ট ০১/০২/২০১৭ ইং তারিখে নিলিখিত আদেশ প্রদান করেনঃ

Let a Rule Nisi be issued calling upon the respondents to show cause as to why the impugned Memo no. 06.5/678 dated 25.05.2014 issued by the respondent No.7 intimating the respondent no. 8 that the petitioner Industry is a sick industry but not eligible for resettling as the loan was rescheduled earlier (Annexure-M) and issue a Rule Nisi calling upon the respondent to show as to why the publication of the name of the petitioner in the list of CIB maintained by the office of the respondent no.6 and 9 should not be declared to have been done without any lawful authority and is of no legal effect and why the respondents should not be directed to waive 100% interest of the petitioner as a sick Industry, the original loan amount of which already been paid by complying with order dated 09.10.2013 passed by the Hon'ble High Court Division of the Supreme Court of Bangladesh in writ petition no. 10490 of 2013 (Annexure-H) and/or such other or further order or orders passed as to this Court may seem fit and proper.

The Rule is made returnable within 4 (four) weeks from date.

Pending hearing of the Rule, let operation of the publication of the names of the petitioner in the CIB list maintained by the respondent No.6 and 9 be stayed for a period of 3 (three) months from date.

The petitioner is directed to put in requisites for service of notices upon the respondents in usual course and through registered post within 48 hours."

পরবর্তী সময়ে পুনরায় আবেদনের প্রেক্ষিতে কোর্ট ০৯/৭/২০১৭ ইং তারিখে ন্দিলিখিত আদেশ প্রদান করেন।

The order of stay granted earlier by this Court be extended for a further period of 06 (six) months from date.

পরবর্তীতে ২৫/০১/২০১৮ তারিখে মহামান্য হাইকোর্ট উপরোক্ত রিটের বিপরীতে নিংবর্ণিত রায় প্রদান করেনঃ

"In view of above, this Court is of the view that, the impugned memo, in so far as the same relates to refusal of petitioner's application for rehabilitation is concerned, should be set aside. Accordingly, the same is set aside. At the same time, the respondent-Bangladesh Development Bank is directed to take positive initiatives for rehabilitation of petitioner's project treating the same as sick industry upon accepting its offer of payment of 30% of the interest amount and take necessary steps for removal of petitioner's name from the CIB report of Bangladesh Bank within a period of 03 (three) months from receipt of the copy of this judgment." The copy of Judgement was received by the company on 14/03/2018.

উপরোক্ত রায় বাস্তবায়নের জন্য কোম্পানি ৩০% টাকা পরিশোধ করার ইচ্ছা প্রকাশ করে ১৫/০৫/২০১৮ তারিখে বিডিবিএলকে পত্র মারফত আগ্রহ প্রকাশ করে। বিডিবিএল উক্ত চিঠির উত্তর প্রদান না করে মহামান্য হাইকোর্টের রায়ের বিরুদ্ধে মহামান্য সুগ্রীম কোর্টের এ্যাপেলেট ডিভিশনে আপিল দায়ের করে।

উক্ত আপিলের শুনানি প্রাথমিকভাবে ১০/০২/২০১৯ তারিখে ধার্য ছিল, যা চুড়ান্তভাবে ১৫/০৭/২০১৯ ইং তারিখে শুনানীর মাধ্যমে মহামান্য সুগ্রীম



কোর্টের এ্যাপেলেট ডিভিশন কর্তৃক বিডিবিএল এর লিভ টু আপিল মঞ্জুরী লাভ করে এবং মহামান্য হাইকোর্ট কর্তৃক কোম্পানির রিট পিটিশন নং ১২৩৬/২০১৭ এর প্রেক্ষিতে দেয়া রায় আপিলের শুনানী না হওয়া পর্যন্ত স্থৃগিত করে। বিষয়টি বর্তমানে আপিল শুনানির অপেক্ষায় আছে। অপর পক্ষে আইনগত অধিকার খর্ব না করে আদালতের বাহিরে বক সুদের হিসাব সমন্বয়ের লক্ষে বিডিবিএল এর সাথে আলোচনার প্রেক্ষিতে উভয় পক্ষের সম্মতিক্রমে ৩০% বাবদ বাবদ ২,১৪,৯৮,৬০০/- টাকার ৫% বাবদ ১০,৭৫,০০০/- টাকা পে-অর্ডারের মাধ্যমে গত ০৫-০২-২০২১ ইং তারিখ পরিশোধ করা হয় এবং অবশিষ্ট ২,০৪,২৩,৬০০/- টাকা গ্রহণ পূর্বক ঋণ হিসাবটি সম্পূর্ণভাবে নিম্পন্ন করা জন্য অনুরোধ করা হয় যা ব্যাংকের নির্বাহী কমিটি কর্তৃক অনুমোদিত হয় এবং উক্ত প্রস্তাবটি ব্যাংকের বোর্ড সভায় অনুমোদনের জন্য আপেক্ষমান বলে মৌখিকভাবে ব্যাংক কর্তৃপক্ষ কোম্পানিকে অবগত করেন। কিন্তু বিষয়টি না হওয়ায় পরবর্তীকালে ৩০% এর পরিবর্তে বক হিসাবে রক্ষিত ৭,১৬,৬২,০৬৩/- টাকার ৪০% বাবদ ২,৮৬,৬৪,৮২৫/- টাকা পরিশোধ করা হলে ঋণ হিসাবটি সম্পূর্ণভাবে নিম্পন্ন করা হবে বলে কোম্পানিকে অবহিত করা হলে কোম্পানি সম্মত হয়ে গত ২৬-১১-২০২১ ইং বিডিবিএলকে পত্র প্রেরণ করি।

কিন্তু অপ্রত্যাশিতভাবে গত ১০-০৮-২০২১ইং এবং ২৮-১০-২০২১ ইং বিডিবিএল আমাদের হিসাবে বক হিসাবে রক্ষিত ৭,১৬,৬২,০৬৩/- টাকার পরিবর্তে ২১,৭৭,৩০,০০০/- টাকা পরিশোধের জন্য লিগ্যাল নোটিশ প্রেরণ করে এবং পরবর্তীকালে ২২/০৮/২০২১ ইং তারিখ তাদের এক পত্রের মাধ্যমে ঋণ নিস্পত্তির বিষয়ে আমাদের আবেদন ব্যাংক কর্তৃপক্ষ কর্তৃক বিবেচিত হয়নি বলে জানায় এবং আমাদের বিরুদ্ধে অর্থঋণ আদালত আইন ২০০৩ মোতাবেক প্রয়োজনীয় আইনগত ব্যবস্থা গ্রহণ করবে বলে অবহিত করে। উপায়ান্ত না দেখে সবিশেষ ব্যবস্থাপনা কমিটি বিডিবিএল এর বিরুদ্ধে ৫০,১৭,৫৮,৩৬০/ (পঞ্চাশ কোটি সতের লক্ষ আটার হাজার তিনশত ষাট) টাকার একটি ক্ষতিপুরন আদায়ের মোকদ্দমা দায়ের করেছে।

উল্লেখ্য, কোম্পানির বৃহত্তর স্বার্থে এবং প্রতিষ্ঠানটির পুর্ণাঙ্গ কার্যক্রম/উৎপাদন দ্রুত চালু করার লক্ষে ব্যবস্থাপনা পর্ষদ বিডিবিএল ব্যবস্থাপনা কর্তৃপক্ষের সাথে দ্বিপাক্ষীক ভাবে নিস্পত্তির প্রচেষ্টা বেগবান করা হয়েছে।

ভবিষ্যৎ পরিকল্পনা

অতীতের বছরগুলোর তুলনায় আগামী ২০২৫-২০২৬ সাল প্রতিষ্ঠানের জন্য একটি বিশেষ চ্যালেঞ্জ। বাজারে সুতার ব্রাসকৃত চাহিদা সত্ত্বেও কোম্পানির ব্যবস্থাপনা কর্তৃপক্ষ যে কোন মূল্যে এই চ্যালেঞ্জ মোকাবেলার প্রস্তুতি নিচ্ছেন। বাজারে কোম্পানির বিক্রয় বৃদ্ধির লক্ষ্যে বর্তমানে নির্ধারিত চারটি এজেন্টের পাশাপাশি আরও নৃতন এজেন্ট নিয়োগের বিষয়ে আলোচনা হচ্ছে। আমাদের 'গবেষণা ও উন্নয়ন শাখা' সুতার গুণগত মান উন্নয়নের জন্য প্রতিনিয়ত কাজ করে যাচ্ছেন। সেই লক্ষ্যে বর্তমানে মিলকে যুগপোযোগী করার নিমিত্তে ৩০,০০০ স্পিন্ডেল্স ক্ষমতা সম্পন্ন নতুন মেশিনারিজ স্থাপনের বিষয়টি বিশেষ বিবেচনায় রেখে কোম্পানির সর্বাত্মক প্রচেষ্টা অব্যাহত আছে।

প্রাতিষ্ঠানিক ও আর্থিক প্রতিবেদন

বাংলাদেশ সিকিউরিটিজ এন্ড এক্সচেঞ্জ কমিশনের নির্দেশনা মোতাবেক প্রাতিষ্ঠানিক সুশাসন প্রতিষ্ঠার সমস্থ পদক্ষেপই পরিচালকমন্ডলী যথাযথভাবে অনুসরণ করছেন। সে মোতাবেক পরিচালকমন্ডলী নিম্নের বিষয়গুলি উলেখ করছেন ঃ-

- ১। কোম্পানি আইন ১৯৯৪ বি.এ.এস. এবং সিকিউরিটিজ এন্ড এক্সচেঞ্জ কমিশন রুলস ও সংশিষ্ট নির্দেশনায় এর আলোকেই কোম্পানির আর্থিক প্রতিবেদন প্রস্তুত করা হয়েছে। এই প্রতিবেদনে যথাযথভাবে কোম্পানির পরিচালনা সম্পর্কিত তথ্য, নগদ অর্থের প্রবাহ এবং মূলধন পরিবর্তনের তথ্য উপস্থাপন করা হয়েছে।
- ২। কোম্পানি হিসাব সংক্রান্ত নথিপত্র যথাযথভাবে সংরক্ষণ করে থাকে।
- ৩। আর্থিক প্রতিবেদন তৈরীর ক্ষেত্রে হিসাব সংক্রান্ত নীতিমালা যথাযথভাবে অনুসরণ করা হয় এবং হিসাবসমূহ যুক্তিসংগতভাবে এবং প্রমান সাপেক্ষে বিবেচনা করা হয়েছে।
- 8। আর্থিক প্রতিবেদন তৈরীর ক্ষেত্রে হিসাব সংক্রান্ত আন্তর্জাতিক মান যতটুকু বাংলাদেশের জন্য প্রযোজ্য তা অনুসরণ করা হয়েছে।
- ৫। কোম্পানির অভ্যন্তরীন নিয়ন্ত্রন ব্যবস্থা ও জবাবদিহিতার ক্ষেত্রে যথাযথ ব্যবস্থা গ্রহণ করা হয় এবং তা সঠিকভাবে অনুসরণ ও তদারকি করা হয়ে থাকে।
- ৬। একটি চলমান প্রতিষ্ঠান হিসাবে কোম্পানির সামর্থ সম্পর্কে উলেখযোগ্য কোন তথ্য নেই।



- ৭। নিম্নলিখিত কারণে কোম্পানি লক্ষিত মুনাফা অর্জনে সক্ষম হয়নিঃ
 - (ক) আন্তর্জাতিক বাজারে তুলার মূল্য বৃদ্ধি।
 - (খ) তৈরী সুতার বিক্রয় মূল্য স্থানীয় বাজারে উৎপাদন মূল্য থেকে কম।
 - (গ) তাঁত শিল্প ক্রমান্বয়ে কমে যাওয়ার কারণে বিক্রয় হ্রাস।
 - (ঘ) শ্রমিক ঘাটতি।
 - (ঙ) খুচরা যন্ত্রাংশ, গ্যাস ও বিদ্যুতের মূল্য বৃদ্ধি।
 - (চ) সম্পূৰ্ণ মেশিন চালাতে সক্ষম না হওয়াতে।
- ৮। বিগত পাঁচ বছরের আর্থিক তথ্যসমূহ এতদ্বসঙ্গে সংযুক্ত করা হলো (সংযোজনী-১)।

লভ্যাংশ অনুমোদন

কোম্পানির ২০২৪-২০২৫ অর্থ বছরে ৩% নগদ লভ্যাংশ পরিচালনা পর্ষদ কর্তৃক সুপারিশ করা হয়েছে।

পরিচালনা পর্যদের সভাঃ

আলোচ্য অর্থবছরে পরিচালনা পর্ষদের ৪টি সভা অনুষ্ঠিত হয়েছিল এবং উক্ত সভাসমুহে পরিচালকবৃন্দের উপস্থিতির তথ্য নিম্নে উলেখ করা হলোঃ-

পরিচালকের নাম	সভায় উপস্থিতির সংখ্যা
জনাব এ.কে.এম. রফিকুল ইসলাম, এফসিএ	8
জনাব এ.কে.ডি. দীন মোহাম্মদ খান	8
জনাব আকবর হোসেন	8
ব্রিঃ জেনাঃ (অবঃ) ওয়াজেদ ঠাকুর	8
জনাব পরিতোষ সরকার	৩
ড. রাশেদ আল মাহমুদ তিতুমীর	৩
জনাব হাসান ফজলে রব	8

শেয়ারহোল্ডার ও ধারনকৃত সংখ্যা

শেয়ারহোল্ডারগণের নাম	পদমর্যদা	শেয়ারের সংখ্যা
জনাব এ.কে.এম. রফিকুল ইসলাম, এফসিএ	মনোনীত পরিচালক ও চেয়ারম্যান	
জনাব এ.কে.ডি. দীন মোহাম্মদ খান	ব্যবস্থাপনা পরিচালক (চলতি দায়িত্ব)	
জনাব আকবর হোসেন	পরিচালক	৫০০,৮৯০
জনাব পরিতোষ সরকার	পরিচালক (বিডিবিএল কর্তৃক মনোনীত)	भृ न्य
ব্রিঃ জেনাঃ (অবঃ) ওয়াজেদ ঠাকুর	মনোনীত পরিচালক	भृ न्य
ড. রাশেদ আল মাহমুদ তিতুমীর	স্বতন্ত্র পরিচালক	भृ न्य
জনাব হাসান ফজলে রব	স্বতন্ত্র পরিচালক	भृना
ইনভেস্টমেন্ট কর্পোরেশন অব বাংলাদেশ (আইসিবি)		৫,২৮,৪০০
নিয়ন্ত্রণকারী/অধিনস্ত্/সহযোগী প্রতিষ্ঠান পরিচালক, প্রধান নির্বাহী, কোম্পানি সচিব,প্রধান আর্থিক কর্মকর্তা, আভ্যন্তরীন নিরীক্ষক প্রধান এবং তাদের স্বামী/স্ত্রী এবং অপ্রাপ্ত বয়োস্ক শিশু		भृन्
নির্বাহীবৃন্দ		भृ न्য
দশ ভাগ বা তার অধিক সংখ্যক শেয়ার এর ধারক		*]न्।

পরিচালকমন্ডলীর অবসর গ্রহণ এবং পূনঃ নির্বাচনঃ

কোম্পানির ব্যবস্থাপনা পরিচালক জনাব আব্দুর রব গত ২৪শে জুন, ২০১৯ ইং তারিখে পরলোকগমন করার প্রেক্ষিতে গত ১১ই জুলাই, ২০১৯ ইং তারিখে অনুষ্ঠিত ১৬১তম পরিচালক পর্যদের সভায় কোম্পানির ব্যবস্থাপনা পরিচালকের অন্তবর্তীকালীন দায়িত্ব কারখানার নির্বাহী পরিচালক জনাব মোহামাদ নুরুজ্জামনের উপর অর্পন করা হয় এবং পরবর্তী ব্যবস্থাপনা পরিচালক নিয়োগের পূর্ব পর্যন্ত তিনি দায়িত্ব পালন করবেন বলে সিদ্ধান্ত গৃহীত হয়।

কোম্পানির আর্টিকেলস অব এসোসিয়েশন-এর ১২১ নং আর্টিকেল অনুযায়ী 'পরিচালনা পর্ষদ এর আবর্তন' হিসাবে পরিচালক জনাব এ.কে.এম. রিফকুল ইসলাম, এফসিএ এবং ব্রিঃ জেনাঃ (অবঃ) ওয়াজেদ ঠাকুর ৩৮তম বার্ষিক সাধারণ সভায় অবসর গ্রহণ করবেন। আর্টিকেলস অব এসোসিয়েশন এর ১২২নং আর্টিকেল অনুযায়ী যোগ্য বিধায় অবসর গ্রহণকারী পরিচালক জনাব এ.কে.এম. রিফকুল ইসলাম, এফসিএ এবং ব্রিঃ জেনাঃ (অবঃ) ওয়াজেদ ঠাকুর এর পুনঃ নির্বাচিত হওয়ার সুযোগ রয়েছে এবং সম্মানিত পরিচালকগন পূণঃ নির্বাচনের জন্য ইচ্ছা প্রকাশ করেছেন। পরিচালনা পর্ষদ অবসর গ্রহণকারী পরিচালকদ্বয় জনাব এ.কে. এম. রিফকুল ইসলাম, এফসিএ এবং ব্রিঃ জেনাঃ (অবঃ) ওয়াজেদ ঠাকুর পুনরায় পরিচালক হিসেবে পরবর্তী বছরের জন্য পূনঃ নির্বাচনের সুপারিশ করেছেন।

বাংলাদেশ ডেভলাপমেন্ট ব্যাংক লিঃ এর পত্র নং ১০.১/১২৬২, তাং এপ্রিল ০৯, ২০২৫ ইং এর মাধ্যমে জনাব জি. এম. মঞ্জুর হোসেন, জেনারেল ম্যানেজার কে মনোনয়ন প্রদান করে। যা দুলামিয়া কটন স্পিনিং মিলস্ লিঃ এর ১৮৫তম পরিচালনা পর্যদের সভায় উত্থাপিত ও গৃহিত হয়। বিডিবিএল একই পত্র দ্বারা জনাব পরিতোষ সরকারের মনোনয়ন প্রত্যাহার করে।

এছাড়া ইনভেস্টমেন্ট কর্পোরেশন অব বাংলাদেশ কর্তৃক প্রদত্ত পত্র নং আইসিবি/এসইসিডি/১৪.৭৩/২০০৩ (১)/(১৭১১ (ক), তারিখ ১০.১২.২০১৮ দ্বারা তাদের মনোনীত পরিচালক জনাব নজরুল ইসলাম খান এর মনোনয়ন প্রত্যাহার করে এবং তাঁর পরিবর্তে অদ্যাবধি তারা কোন মনোনীত পরিচালক প্রদান করেনি। ইনভেস্টমেন্ট কর্পোরেশন অব বাংলাদেশ এর সহিত মনোনীত পরিচালক প্রদানের জন্য আমাদের যোগাযোগ অব্যাহত আছে।

স্বতন্ত্র পরিচালক নিয়োগ

কোম্পানির ১৯শে ডিসেম্বর, ২০১৯ তারিখে অনুষ্ঠিত ৩২তম সাধারণ সভায় জনাব হাসান ফজলে রব এবং ড. রাশেদ আল মাহমুদ তিতুমীর স্বতন্ত্র পরিচালক হিসেবে নিয়োগ প্রাপ্তি হন।

নিরীক্ষক নিয়োগ

(ক) আর্থিক নিরীক্ষক

মেসার্স পিনাকী এন্ড কোম্ব্রনী চার্টার্ড একাউনটেন্টসকে ২০২৪-২০২৫ সালের আর্থিক নিরীক্ষক হিসেবে আগামী ৩৮তম বার্ষিক সাধারণ সভায় অবসর গ্রহণ করবেন এবং দ্বিতীয় মেয়াদে নিয়োগ প্রাপ্তির জন্য তাদের আগ্রহ প্রকাশ করেছেন এবং কোম্পানির ১৮৬তম পরিচালনা পর্ষদ সভায় পরিচালকগণ দ্বিতীয় মেয়াদে নিয়োগ প্রাপ্তির যোগ্য বিধায় প্রস্তাবটি গ্রহণ করেছেন যা ৩৮তম বার্ষিক সাধারণ সভায় শেয়ারহোল্ডারগণের অনুমোদনের জন্য উপস্থাপন করা হল।

(খ) কমপায়েন্স নিরীক্ষক

মেসার্স মাসুদ মোহাম্মদ এন্ড কোঃ, চার্টার্ড একাউনটেন্টস ২০২৫-২০২৬ সালের কমপায়েন্স নিরীক্ষক হিসেবে নিয়োগ প্রাপ্তির জন্য তাদের আগ্রহ প্রকাশ করেছে এবং কোম্পানির ১৮৬তম পরিচালনা পর্ষদে পরিচালকগণ এ প্রস্তাব গ্রহণ করেছেন যা শেয়ারহোন্ডারগণের অনুমোদনের জন্য উপস্থাপন করা হল।

প্রাতিষ্ঠানিক সুশাসন প্রতিষ্ঠার প্রতিবেদন

দুলামিয়া কটন স্পিনিং মিলস্ লিঃ দেশের প্রচলিত কোম্পানি আইন, বাংলাদেশ সিকিউরিটিজ এন্ড এক্সচেঞ্জ কমিশন বিধিমালা এবং স্টক এক্সচেঞ্জ সমূহের বিধিমালা এবং নির্দেশনা মেনে চলার বিষয়ে যথেষ্ট যত্মশীল। এরই ধারাবাহিকতায় প্রতিষ্ঠানটিতে সুশাসন প্রতিষ্ঠার বিভিন্ন বিষয়ের উপর আলোকপাত করা হলঃ

১। বোর্ড সাইজ / পরিচালনা পর্ষদ

বাংলাদেশ সিকিউরিটিজ এন্ড এক্সচেঞ্জ কমিশন এর সুশাসন প্রতিষ্ঠার বিধি (৩রা জুন, ২০১৮ শর্ত - ১ (১) মোতাবেক প্রতিষ্ঠানটির পরিচালনা পর্যদ ৭ (সাত) সদস্য বিশিষ্ট করা হয়েছে।

২। পরিচালকগণের অবসর ও নতুন পরিচালক নিয়োগঃ

স্বতন্ত্র পরিচালকঃগু

কর্পোরেট গর্ভনেন্স কোড ৩রা জুন, ২০১৮ এর ধারা ১ (২) মোতাবেক দুলামিয়া কটন স্পিনিং মিলস্ লিঃ এর নিম্মোলিখিত স্বতন্ত্র পরিচালকগণ ৩২তম সাধারণ সভায় পরবর্তী ৩ (তিন) বছর মেয়াদে নিয়োগপ্রাপ্ত হন।

ক্রমিক নং	স্বতন্ত্র পরিচালকের নাম
١ \$	ড. রাশেদ আল মাহমুদ তিতুমীর
২ ۱	জনাব হাসান ফজলে রব

মনোনীত পরিচালক

নিমুবর্ণিত প্রতিষ্ঠান সমূহ প্রয়োজনীয় সংখ্যক শেয়ার ধারণ করায় কোম্পানির ৩২তম সাধারণ সভায় তাদের মনোনীত নিম্মোলি-খিত ব্যক্তিবর্গকে স্ব স্ব কোম্পানির প্রতিনিধি হিসেবে মনোনীত পরিচালক নিয়োগ করা হয়।

ক্রমিক নং	প্রতিষ্ঠানের নাম	মনোনীত পরিচালকের নাম
١ ۵	ওয়েষ্টার্ন সিকিউরিটিজ লিমিটেড	জনাব এ.কে.এম. রফিকুল ইসলাম, এফ.সি.এ.
২।	টি.টি. এন্ড টি লিমিটেড	ব্রিঃ জেনাঃ (অবঃ) এ.এম.এম. ওয়াজেদ ঠাকুর

৩। সভাপতি ও ব্যবস্থাপনা পরিচালকঃ

বাংলাদেশ সিকিউরিটিজ এন্ড এক্সচেঞ্জ কমিশন এর সুশাসন প্রতিষ্ঠার নীতিমালা ও নির্দেশিকা (৩রা জুন ২০১৮, শর্ত ১.৪) মোতাবেক প্রতিষ্ঠানের নির্বাচিত চেয়ারম্যান জনাব এ.কে.এম. রিফকুল ইসলাম, এফ.সি.এ. এবং মনোনয়ন প্রাপ্ত ব্যবস্থাপনা পরিচালক (চলতি দায়িত্ব) হিসেবে নিয়োগপ্রাপ্ত হন জনাব মোঃ নুরুজ্জামান। বিগত ২রা অক্টোবর, ২০২১ জনাব মোঃ নুরুজ্জামান এর স্বাক্ষরিত একটি পদত্যাগপত্র পেশ করেন এবং বিষয়টি যাচাই করে পরিচালকগণের সভায় উপস্থাপিত হলে তা ১৭০তম পরিচালক সভায় বিগত ২৭ অক্টোবর, ২০২১ সর্বিসমাতিক্রমে গৃহীত হয়। বাংলাদেশ সিকিউরিটিজ এন্ড এক্সচেঞ্জ কমিশন এর সুশাসন প্রতিষ্ঠার নীতিমালা ও নির্দেশিকা (৩রা জুন ২০১৮) অনুসারে, একই সভায় জনাব এ. কে. ডি দীন মোহামাদ খান কে ব্যবস্থাপনা পরিচালক (ভারপ্রাপ্ত) হিসেবে নিয়োগ অনুমোদন করা হয়।

৪। সি.এফ.ও, সি.এস এবং হেড অব ইন্টারন্যাল অডিটঃ

বাংলাদেশ সিকিউরিটিজ এন্ড এক্সচেঞ্জ কমিশন - এর সুশাসন প্রতিষ্ঠার নীতিমালা ও নির্দেশিকা (৩রা জুন ২০১৮, শর্ত ৩.১) মোতাবেক প্রতিষ্ঠানের নিয়োগকৃত সি.এফ.ও (চীফ ফ্যাইন্যানসিয়াল অফিসার) জনাব শিব নাথ সাহা, সি.এস (কোম্পানি সেক্রেটারী) কাজী ইকরামুল হক (ভারপ্রাপ্ত) এবং হেড অব ইন্টারন্যাল অডিট (দ্বায়িত্বপ্রাপ্ত) জনাব মোঃ ইমরুল ইসলাম।

৫। নিরীক্ষন কমিটিঃ

বাংলাদেশ সিকিউরিটিজ এন্ড এক্সচেঞ্জ কমিশন - এর সুশাসন প্রতিষ্ঠার নীতিমালা ও নির্দেশিকা (৩রা জুন ২০১৮, শর্ত ৫.২) মোতাবেক গঠিত নিরীক্ষন কমিটি ঃ

١ \$	জনাব জনাব হাসান ফজলে রব	- (স্বতন্ত্র পরিচালক)	চে য়ারম্যান
२ ।	জনাব এ.কে.এম. রফিকুল ইসলাম, এফসিএ	- (মনোনীত পরিচালক)	সদস্য
७ ।	ব্রিঃ জেনাঃ (অবঃ) এ.এম.এম. ওয়াজেদ ঠাকুর	- (মনোনীত পরিচালক)	সদস্য

৬। নমিনেশন ও রিউমুনারেশন কমিটি

বাংলাদেশ সিকিউরিটিজ এন্ড এক্সচেঞ্জ কমিশন এর সুশাসন প্রতিষ্ঠার নীতিমালা ও নির্দেশিকা (৩রা জুন ২০১৮, শর্ত ৬.২) মোতাবেক গঠিত নমিনেশন ও রিউমুনারেশন কমিটি ঃ

🕽। জনাব ড. রাশেদ আল মাহমুদ তীতুমীর - (স্বতন্ত্র পরিচালক) চেয়ারম্যান

২। জনাব মোহাম্মদ আকবর হোসেন - (পরিচালক) সদস্য

৩। ব্রিঃ জেনাঃ (অবঃ) এ.এম.এম. ওয়াজেদ ঠাকুর - (মনোনীত পরিচালক) সদস্য

৭। কোম্পানির ওয়েব সাইট রক্ষণ

দুলামিয়া কটন স্পিনিং মিলস্ লিঃ www.dulamiabd.com নামে নিজস্ব ওয়েবসাইট চালু রেখেছে, এই ওয়েবসাইটে কোম্পানির সকল তথ্যাবলী সর্বদা পাওয়া যাবে।

উপসংহার

কোম্পানির পরিচালনাপর্ষদ প্রতিষ্ঠানের দৈনন্দিন কার্য পরিচালনায় প্রত্যক্ষ ও পরোক্ষ সহযোগিতার জন্য বিশেষভাবে ইনভেষ্টমেন্ট কর্পোরেশন অব বাংলাদেশ, বাংলাদেশ ডেভেলপমেন্ট ব্যাংক লিমিটেড-সহ অন্যান্য আর্থিক প্রতিষ্ঠান ও সংস্থাকে আন্তরিক ধন্যবাদ জ্ঞাপন করেন। এছাড়া কোম্পানির সুতা পরিবেশক ও বিপণন কাজে নিয়োজিত প্রতিষ্ঠানসমূহ, অত্র এলাকার সরকারি- বেসরকারি সংস্থাসমূহ এলাকাবাসীসহ কোম্পানিতে কর্মরত কর্মকর্তাকর্মচারী ও শ্রমিকবৃন্দকে কোম্পানি পরিচালনায় সার্বিক সহযোগিতার জন্য ধন্যবাদ জানান। সেই সাথে প্রতিষ্ঠানের শেয়ারহোল্ডারগণের অব্যাহত আন্তরিক সহযোগিতায় ও ধ্রের্যের যথেষ্ঠ প্রশংসা করেন এবং কৃতজ্ঞা জ্ঞাপন করেন। প্রতিষ্ঠানের বর্তমান সংকটময় পরিস্থিতি কাটিয়ে উঠে ভবিষ্যতে আরও উন্নতি ও সমৃদ্ধি লাভ করবে বলে পরিচালকমন্ডলী আশা ব্যক্ত করেন এবং প্রতিষ্ঠানের সাথে সংশিষ্ট সকল পর্যায়ের সংস্থা সমূহ ও ব্যাক্তি বর্গের আন্তরিকতা ও সহযোগিতা কামনা করেন।

As per corporate Governance Code of Bangladesh Securities and Exchange Commission dated 3 June 2018, Condition No. 1(5) (xxvii) the Compliance Certificate on Corporate Governance (Annexure-B) and status of compliance (Annexure-C) as required under condition No.9 imposed by Bangladesh Securities and Exchange Commmission are attached herewith:

পরিচালকমন্ডলীর পক্ষে.

এ.কে.এম. রফিকুল ইসলাম, এফ.সি.এ.

Q. L. H. A. My

চেয়ারম্যান

Internal Control & Risk Management

Internal Control

Internal control is a process for assuring achievement of an organization's objectives in operational effectiveness and efficiency, reliable financial reporting, and compliance with laws, regulations and policies.

The internal control system at Dulamia Cotton Spinning Mills Limited. is based on annual operational planning, ongoing management accounting and control, as well as regular board meeting and reporting to the Regulatory bodies. Annual Planning defines budget on the basis of Micro economic analysis, its assessment of market conditions and cost targets. From this, specific targets are derived for individual operating units and setting targets.

The indicators used for this purpose are determined and presented uniformly in the Dulamia Cotton Spinning Mills Limited.

Reports on financial status and selected sales volumes, and production overviews are prepared accordingly. Reports on results of operations and working capital are prepared also in order to monitor cash flow as a key management indicator for the Company. Detailed reports on the assets positions are submitted at the end of each Quarter. At the management meetings, the Management committee discusses business developments, including target achievement, along with the outlook for the relevant year and any measures that need to be taken.

Measures for Identifying, Assessing Risks

In order to identify and assess risks, individual business transactions at Dulamia Cotton Spinning Mills Limited. are analyzed using the criteria of potential risk and probability of occurrence. Suitable control measures are then established on the basis of these analyses. Furthermore, organizational measures (e.g. separation of functions in sensitive areas) and ongoing target/actual comparisons are performed for key accounting figures. The established control and risk management systems are not able to guarantee accurate and complete accounting with absolute certainty.

Risk Assessment

Dulamia Cotton Spinning Mills Limited. is aware of the opportunities and risks for its business activity. The measures described above play a significant role in allowing Dulamia Cotton Spinning Mills Limited. to make use of the opportunities to further develop the Company without losing sight of the risks. Our control and risk management system, standardized across the Company, ensures that any major risks that could negatively affect our business performance are identified at an early stage.

Identification and Assessment of Risks

The process of identifying risks is performed regularly on a decentralized basis by the management in Dulamia Cotton Spinning Mills Limited. General macro-economic data as well as other industry-specific factors and risk information sources serve as auxiliary parameters for the Identification process. Appropriate thresholds for reporting relevant risks have been established for Dulamia Cotton Spinning Mills Limited, taking into account the specific circumstances. On the basis of our Company's risk model and according to the defined risk categories, the risks are assessed The risk statement also includes risks that do not have a direct impact on the financial situation, but that can have an effect on non-monetary factors such as reputation or strategy. In the case of risks that cannot be directly calculated, the potential extent of damage is assessed on the basis of Qualitative criteria such as low risk or risks constituting a threat to the Company's existence.

Risk Management

Dulamia Cotton Spinning Mills Limited's. risk policy is based on the business strategy, which focuses on safeguarding the Company's existence and sustainably increasing its value. Entrepreneurial activity is always forward looking and therefore subject to certain risks, Identifying risks, understanding them, and reducing them systematically are the responsibility of the Management Committee & the Board and a key task for all managers individually. Dulamia Cotton Spinning Mills Limited is subject to various risks that are not fundamentally avoided, but instead accepted, provided they are consistent with the legal and ethical principles of entrepreneurial activity and are well balanced by the opportunities they present.

The Management Committee of Dulamia Cotton Spinning Mills Limited is obliged to set up and supervise an internal control and risk management system. The Board also has overall responsibility for establishing risk assessment systems. The Audit Committee also reviews the effectiveness of the risk management system on a regular basis. The company has imposed transparent regulations to govern competences and responsibilities for risk management that are based on its structure.

A code of conduct, guidelines, and principles apply across the Company for the implementation of systematic and effective risk management. The standardized internal control and risk management system at Dulamia Cotton Spinning Mills Limited. is based on financial resources, operational planning, and the risk management strategy established by the Managing Board of the Company, It comprises several components that are carefully coordinated and systematically incorporated into the structure and workflow organization.

The essential elements of the risk management system are:

- Documentation of the general conditions for a methodical, efficient risk management in a Company guideline. In addition to this Risk Management Policy, the Code of Business Conduct is concerned with the code of conduct and compliance standards to be observed.
- Managers are responsible for corporate risk at operational level
- Direct information, reporting and open communication of Quantified risks between the Management committee and company managing Board;
- Standardized and regular reporting to Board.





Masud Muhammad & Co.

Chartered Accountants

Annexure-B

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

Report to the Shareholders of Dulamia Cotton Spinning Mills Limited on Compliance on the Corporate Governance Code

[As required under the Code of Corporate Governance of BSEC]

We have examined the compliance status to the Corporate Governance Code by Dulamia Cotton Spinning Mills Limited for the year ended on 30th June, 2025. This Code relates to the notification No. BSEC/CMRRCD/2006 -158/207/Admin/80 dated June 03, 2018 of the Bangladesh Securities and Exchange Commission.

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

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

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

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

Dhaka

28 September 2025

Masud Muhammad & Co.

Chartered Accountants

Office: Creation Panthadhara (5th Floor), 44/F/8 Panthapath, Dhaka – 1215 Cell Phone: +8801713378920, +88 02 41025389, E-mail: masudmuhammad31822@gmail.com



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

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 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	
1.00	Board of Directors			
1.1	Size of the Board of Directors: The total number of members of a company's Board of Directors (herein after referred to as "Board") shall not be less than 5 (five) and more than 20 (twenty)	V		
1.2	Independent Director			
1.2(a)	At least one-fifth (1/5) of the total number of directors in the company's Board shall be independent directors	V		
1.2(b)(i)	Do not hold any share in the company or holds less than one percent (1%) shares of the total paid-up shares of the company	$\sqrt{}$		
1.2(b)(ii)	Do 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	V		
1.2(b)(iii)	Who has not been an executive of the company in immediately preceding 2 (two) financial years	$\sqrt{}$		
1.2(b)(iv)	Does not have any other relationship, whether pecuniary or otherwise, with the company or its subsidiary or associated companies	$\sqrt{}$		
1.2(b)(v)	Independent directors are not a member or TREC (Trading Right Entitlement Certificate) holder, director or officer of any stock exchange	V		
1.2(b)(vi)	Independent director 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	$\sqrt{}$		
1.2(b)(vii)	Independent director is not a partner or an executive or was not a partner or an executive during the preceding 3 (three) years of the concerned company's statutory audit firm or audit firm engaged in internal audit services or audit firm conducting special audit or professional certifying compliance of this Code			
1.2(b)(viii)	They are not the Independent directors in more than 5 (five) listed companies	V		
1.2(b)(ix)	Who has not been convicted by a court of competent jurisdiction as a defaulter in payment of any loan or any advance to a bank or a Non-Bank Financial Institution (NBFI)	V		
1.2(b)(x)	Who has not been convicted for a criminal offence involving moral turpitude;	√		
1.2(c)	The independent director(s) shall be appointed by the Board and approved by the shareholders in the Annual General Meeting (AGM)	V		1.00



1.2(d)	The post of independent director(s) cannot remain vacant for more than 90 (ninety) days	$\sqrt{}$		179111
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. A former independent director may be considered for re appointment for tenure after a time gap of one tenure. The independent director shall not be subject to retirement by rotation as the Companies Act, 1994.	V		
1.3	Qualification of Independent Director (ID)			
1.3(a)	Independent director shall be a knowledgeable individual with integrity who is able to ensure compliance with financial laws, regulatory requirements and corporate laws and can make meaningful contribution to the business.	V		
1.3(b)	Independent director shall have following qualifications:			
1.3(b)(i)	Business Leader who is or was a promoter or director of an unlisted company having minimum paid-up capital of Tk. 100.00 million or any listed company or a member of any national or international chamber of commerce or business association	N/A		
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	V		
1.3(b)(iii)	Former official of government or statutory or autonomous or regulatory body in the position not below 5th Grade of the national pay scale, who has at least educational background of bachelor degree in economics or commerce or business or Law	V		
1.3(b)(iv)	University Teacher who has educational background in Economics or Commerce or Business Studies or Law	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	V		
1.3(c)	The independent director has at least 10 (ten) years of experiences in any field mentioned in clause (b)	V		
1.3(d)	In special cases, above qualifications or experiences may be relaxed subject to prior approval of the Commission.	N/A		
1.4	Duality of Chairperson of the Board of Directors and Manag	ing Director o	r Chief Executive	Officer
1.4 (a)	The positions of the Chairperson of the Board and the Managing Director (MD) and/or Chief Executive Officer (CEO) of the company shall be filled by different individuals	$\sqrt{}$		
1.4 (b)	The Managing Director (MD) and/or Chief Executive Officer (CEO) of a listed company shall not hold the same position in another listed company	$\sqrt{}$		
1.4 (c)	The Chairperson of the Board shall be elected from among the non-executive directors of the company	V		
1.4 (d)	The Board shall clearly define respective roles and responsibilities of the Chairperson and the Managing Director and/or Chief Executive Officer	$\sqrt{}$		



	In the absence of the Chairperson of the Board, the remaining		/
1.4 (e)	members may elect one of themselves from non-executive directors as Chairperson for that particular Board's meeting; the reason of absence of the regular Chairperson shall be duly recorded in the minutes.	√	
1.5	Directors report to shareholders		
1.5(i)	Industry outlook and possible future developments in the industry	√	
1.5(ii)	Segment-wise or product-wise performance	√	
1.5(iii)	Risks and concerns including internal and external risk factors, threat to sustainability and negative impact on environment, if any	√	
1.5(iv)	Discussion on cost of goods sold, gross profit margin and net profit margin	V	
1.5(v)	Discussion on continuity of any Extra-Ordinary gain or loss	$\sqrt{}$	
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)	Utilization of proceeds from public issues, right issues and/ or through any others instruments	-	Not applicable
1.5(viii)	An explanation if the financial results deteriorate after the company goes for IPO, RPO, Rights Offer, Direct Listing etc.	-	Not applicable
1.5(ix)	Explanation on significant variance occurs between Quarterly Financial performance and Annual Financial Statements	√	Explained
1.5(x)	Remuneration to directors including independent directors	V	
1.5(xi)	The financial statements prepared by the management of the issuer company present fairly its state of affairs, the result of its operations, cash flows and changes in equity	V	
1.5(xii)	Proper books of account of the issuer company have been maintained	V	
1.5(xiii)	Appropriate accounting policies have been consistently applied in preparation of the financial statements and that the accounting estimates are based on reasonable and prudent judgment	$\sqrt{}$	
1.5(xiv)	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)	The system of internal control is sound in design and has been effectively implemented and monitored	V	
1.5(xvi)	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	V	
1.5(xvii)	There is no significant doubt upon the issuer company's ability to continue as a going concern, if he issuer company is not considered to be a going concern, the fact along with reasons there of shall be disclosed	√	
1.5(xviii)	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)	Key operating and financial data of at least preceding 5 (five) years shall be summarized	√	



1.5(xx)	If the issuer company has not declared dividend (cash or stock) for the year	V	Board of Directors has recommended 3% Cash Dividend only for General Public Shareholders for the year ended June 30, 2025)
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	V	No such decisions were taken thereof
1.5(xxii)	The total number of Board meetings held during the year and attendance by each director	√	Annexure - II
1.5 (xxiii)	Report on the pattern of shareholding disclosing the aggregative were stated below) held by:	te number of	shares (along with name-wise details
1.5(xxiii)(a)	Parent or Subsidiary or Associated Companies and other related parties (name-wise details)	-	No subsidiary company available
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	
1.5(xxiii)(c)	Executives	V	
1.5(xxiii)(d)	Shareholders holding ten percent (10%) or more voting interest in the company (name-wise details)	√	No such holding available
1.5(xxiv)	In case of the appointment or reappointment of a director, shareholders:	, a disclosure	on the following information to the
1.5(xxiv)(a)	A brief resume of the director	V	
1.5(xxiv)(b)	Nature of his or her expertise in specific functional areas	V	
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 position and operations along with a brief discussion of cl 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	
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 immediately preceding five years explaining reasons thereof	1	
1.5(xxv)(d)	Compare such financial performance or results and financial position as well as cash flows with the peer industry scenario	√	
1.5(xxv)(e)	Briefly explain the financial and economic scenario of the country and the globe;	√	
1.5(xxv)(f)	Risks and concerns issues related to the financial statements, explaining such risk and concerns mitigation plan of the company	1 3/	
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	



	Declaration or certification by the CEO and the CFO to the Board		
1.5(xxvi)	as required under condition No. 3(3) shall be disclosed as per Annexure-A	√	
1.5(xxvii)	The report as well as certificate regarding compliance of conditions of this Code as required under condition No. 9 shall be disclosed as per Annexure-B and Annexure-C		
1.6	Meetings of the Board of Directors		
1.6	The company shall conduct its Board meetings and record the minutes of the meetings as well as keep required books and records in line with the provisions of the relevant Bangladesh Secretarial Standards (BSS) as adopted by the Institute of Chartered Secretaries of Bangladesh (ICSB) in so far as those standards are not inconsistent with any condition of this Code.	V	Recorded and kept in custody of the company secretary
1.7	Code of Conduct for the Chairperson, other Board members	and Chief Ex	ecutive 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;	√	Code of Conducts for Chairman & MD specified in AOA of the Company is followed by.
1.7(b)	The code of conduct as determined by the NRC shall be posted on the website of the company including, among others, prudent conduct and behavior; confidentiality; conflict of interest; compliance with laws, rules and regulations; prohibition of insider trading; relationship with environment, employees, customers and suppliers; and independency	√ .	
2.00	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		
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		
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		No subsidiary company available
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		
2 (e)	The Audit Committee of the holding company shall also review the financial statements, in particular the investments made by the subsidiary company.	-	
3.00	Managing Director (MD) or Chief Executive Officer (CEO), Audit and Compliance (HIAC) and Company Secretary (CS		al Officer (CFO), Head of Internal
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);	1	
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	·	
3.1 (d)	The Board shall clearly define respective roles, responsibilities and duties of the CFO, the HIAC and the CS	√	





	The MD or CEO, CS, CFO and HIAC shall not be removed from			Alli
3.1 (e)	their position without approval of the Board as well as immediate	$\sqrt{}$		
	dissemination to the Commission and stock exchange(s)			
3.2	Requirement to attend Board of Directors' Meetings			5 117
3.2	The MD or CEO, CS, CFO and HIAC of the company shall			- 18
	attend the meetings of the Board:	<u> </u>		
3.3	Duties of Managing Director (MD) or Chief Executive Officer	(CEO) and C	Chief Financial Officer (CFO)
	The MD or CEO and CFO shall certify to the board that they			
3.3(a)	have reviewed financial statements for the year and that to the	$\sqrt{}$		
	best of their knowledge and belief			
	These statements do not contain any materially untrue			
3.3(a)(i)	statement or omit any material fact or contain statements	. 1		
	that might be misleading	√		
	These statements together present a true and fair view of the			
3.3(a)(ii)	company's affairs and are in compliance with existing accounting	1		
	standards and applicable laws;	$\sqrt{}$		
	The MD or CEO and CFO shall also certify that there are, to the			
	best of knowledge and belief, no transactions entered into by			
3.3(b)	the company during the year which are fraudulent, illegal or in	$\sqrt{}$		
	violation of the code of conduct for the company's Board or its			
	members			
2 2 ()	The certification of the MD or CEO and CFO	1		Annexure
3.3(c)	shall be disclosed in the Annual Report.	$\sqrt{}$		included
	Board of Directors' Committee: For ensuring good gover	nance in the	company the Roard	
4	least following sub-committees:	nance in the	company, the board	snan nave a
1 (3)	Audit Committee	2/		
4 (i)		<u> </u>		
4 (ii)	Nomination and Remuneration Committee.	ν		
5	Audit Committee			
5.1	Responsibility to the Board of Directors		T	
5.1 (a)	The company shall have an Audit Committee as a subcommittee of the Board	$\sqrt{}$		
	The Audit Committee shall assist the Board in ensuring that			
- 1 (1)		-1		
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	V		
5.1 (b)	The Audit Committee shall assist the Board in ensuring that	V		
	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	, 		
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5.1 (c) 5.2 5.2 (a) 5.2 (b) 5.2 (c)	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 The Audit Committee shall be responsible to the Board; the duties of the Audit Committee shall be clearly set forth in writing Constitution of the Audit Committee The Audit Committee shall be composed of at least 3 (three) members; The Board shall appoint members of the Audit committee who shall be non-executive directors of the company excepting Chairperson of the Board and shall include at least 1 (one) independent director; 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; 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	\ \ \ \		
5.1 (c) 5.2 5.2 (a) 5.2 (b) 5.2 (c)	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 The Audit Committee shall be responsible to the Board; the duties of the Audit Committee shall be clearly set forth in writing Constitution of the Audit Committee The Audit Committee shall be composed of at least 3 (three) members; The Board shall appoint members of the Audit committee who shall be non-executive directors of the company excepting Chairperson of the Board and shall include at least 1 (one) independent director; 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; 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,	\lambda \lambd		
5.1 (c) 5.2 5.2 (a) 5.2 (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 The Audit Committee shall be responsible to the Board; the duties of the Audit Committee shall be clearly set forth in writing Constitution of the Audit Committee The Audit Committee shall be composed of at least 3 (three) members; The Board shall appoint members of the Audit committee who shall be non-executive directors of the company excepting Chairperson of the Board and shall include at least 1 (one) independent director; 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; 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	\lambda \lambd		such situation
5.1 (c) 5.2 5.2 (a) 5.2 (b) 5.2 (c)	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 The Audit Committee shall be responsible to the Board; the duties of the Audit Committee shall be clearly set forth in writing Constitution of the Audit Committee The Audit Committee shall be composed of at least 3 (three) members; The Board shall appoint members of the Audit committee who shall be non-executive directors of the company excepting Chairperson of the Board and shall include at least 1 (one) independent director; 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; 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,	\lambda \lambd		



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.	$\sqrt{}$	
5.3	Chairperson of the Audit Committee	'	'
	The Board shall select 1 (one) member of the Audit Committee		
5.3 (a)	to be Chairperson of the Audit Committee, who shall be an		
3.3 (a)	independent director;	$\sqrt{}$	
	In the absence of the Chairperson of the Audit Committee, the		
	*		
	remaining members may elect one of themselves as Chairperson		
5.3 (b)	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	$\sqrt{}$	
	be duly recorded in the minutes.		
	Chairperson of the Audit Committee shall remain		
	present in the Annual General Meeting (AGM):		
	Provided that in absence of Chairperson of the Audit Committee,		
5.3 (c)	any other member from the Audit Committee shall be selected	,	
(-)	to be present in the annual general meeting (AGM) and reason	$\sqrt{}$	
	for absence of the Chairperson of the Audit Committee shall be		
	recorded in the minutes of the AGM.		
5.4			
5.4	Meeting of the Audit Committee		
5.4 (a)	The Audit Committee shall conduct at least its four meetings in	$\sqrt{}$	
. ,	a financial year.		
	The quorum of the meeting of the Audit Committee shall be		
5.4 (b)	constituted in presence of either two members or two-third of the	$\sqrt{}$	
5.1 (0)	members of the Audit Committee, whichever is higher, where	'	
	presence of an independent director is a must.		
5.5	Role of Audit Committee		
5.5 (a)	Oversee the financial reporting process;	$\sqrt{}$	
5.5 (b)	Monitor choice of accounting policies and principles	$\sqrt{}$	
	Monitor Internal Audit and Compliance process to ensure		
	that it is adequately resourced, including approval of the	,	
5.5 (c)	Internal Audit and Compliance Plan and review of the	√	
	Internal Audit and Compliance Report		
5.5 (d)	Oversee hiring and performance of external auditors;	$\sqrt{}$	
3.3 (u)	Hold meeting with the external or statutory auditors for	V	
5.5 (a)	review of the annual financial statements before submission to	$\sqrt{}$	
5.5 (e)		V	1/1/1
	the Board for approval or adoption		
5.5 (f)	Review along with the management, the annual financial	$\sqrt{}$	
	statements before submission to the Board for approval	,	
		,	
5.5.()	Review along with the management, the quarterly and half yearly		
5.5 (g)	Review along with the management, the quarterly and half yearly financial statements before submission to the Board for approval	$\sqrt{}$	
	financial statements before submission to the Board for approval		
5.5 (g) 5.5 (h)	financial statements before submission to the Board for approval Review the adequacy of internal audit function	√ √	
5.5 (h)	financial statements before submission to the Board for approval Review the adequacy of internal audit function Review the Management's Discussion and Analysis before	√	
	financial statements before submission to the Board for approval Review the adequacy of internal audit function Review the Management's Discussion and Analysis before disclosing in the Annual Report		
5.5 (h) 5.5 (i)	financial statements before submission to the Board for approval Review the adequacy of internal audit function Review the Management's Discussion and Analysis before disclosing in the Annual Report Review statement of all related party transactions submitted by	√ √	
5.5 (h) 5.5 (i)	financial statements before submission to the Board for approval Review the adequacy of internal audit function Review the Management's Discussion and Analysis before disclosing in the Annual Report	√	
5.5 (h) 5.5 (i) 5.5 (j)	financial statements before submission to the Board for approval Review the adequacy of internal audit function Review the Management's Discussion and Analysis before disclosing in the Annual Report Review statement of all related party transactions submitted by the management	√ √ √	
5.5 (h) 5.5 (i) 5.5 (j)	financial statements before submission to the Board for approval Review the adequacy of internal audit function Review the Management's Discussion and Analysis before disclosing in the Annual Report Review statement of all related party transactions submitted by the management Review Management Letters or Letter of Internal Control	√ √	
5.5 (h) 5.5 (i) 5.5 (j)	financial statements before submission to the Board for approval Review the adequacy of internal audit function Review the Management's Discussion and Analysis before disclosing in the Annual Report Review statement of all related party transactions submitted by the management Review Management Letters or Letter of Internal Control weakness issued by statutory auditors;	√ √ √	
5.5 (h) 5.5 (i) 5.5 (j) 5.5 (k)	financial statements before submission to the Board for approval Review the adequacy of internal audit function Review the Management's Discussion and Analysis before disclosing in the Annual Report Review statement of all related party transactions submitted by the management Review Management Letters or Letter of Internal Control weakness issued by statutory auditors; Oversee the determination of audit fees based on scope and	\frac{1}{\sqrt{1}}	
5.5 (h) 5.5 (i) 5.5 (j) 5.5 (k)	financial statements before submission to the Board for approval Review the adequacy of internal audit function Review the Management's Discussion and Analysis before disclosing in the Annual Report Review statement of all related party transactions submitted by the management Review Management Letters or Letter of Internal Control weakness issued by statutory auditors; Oversee the determination of audit fees based on scope and magnitude, level of expertise deployed and time required for	√ √ √	
5.5 (h) 5.5 (i) 5.5 (j) 5.5 (k)	financial statements before submission to the Board for approval Review the adequacy of internal audit function Review the Management's Discussion and Analysis before disclosing in the Annual Report Review statement of all related party transactions submitted by the management Review Management Letters or Letter of Internal Control weakness issued by statutory auditors; Oversee the determination of audit fees based on scope and magnitude, level of expertise deployed and time required for effective audit and evaluate the performance of external auditors	\frac{1}{\sqrt{1}}	
5.5 (h)	financial statements before submission to the Board for approval Review the adequacy of internal audit function Review the Management's Discussion and Analysis before disclosing in the Annual Report Review statement of all related party transactions submitted by the management Review Management Letters or Letter of Internal Control weakness issued by statutory auditors; Oversee the determination of audit fees based on scope and magnitude, level of expertise deployed and time required for effective audit and evaluate the performance of external auditors Oversee whether the proceeds raised through Initial Public	\frac{1}{\sqrt{1}}	
5.5 (h) 5.5 (i) 5.5 (j) 5.5 (k)	financial statements before submission to the Board for approval Review the adequacy of internal audit function Review the Management's Discussion and Analysis before disclosing in the Annual Report Review statement of all related party transactions submitted by the management Review Management Letters or Letter of Internal Control weakness issued by statutory auditors; Oversee the determination of audit fees based on scope and magnitude, level of expertise deployed and time required for effective audit and evaluate the performance of external auditors Oversee whether the proceeds raised through Initial Public Offering (IPO) or Repeat Public Offering (RPO) or Rights Share	\frac{1}{\sqrt{1}}	Not applicable
5.5 (h) 5.5 (i) 5.5 (j) 5.5 (k) 5.5 (l)	financial statements before submission to the Board for approval Review the adequacy of internal audit function Review the Management's Discussion and Analysis before disclosing in the Annual Report Review statement of all related party transactions submitted by the management Review Management Letters or Letter of Internal Control weakness issued by statutory auditors; Oversee the determination of audit fees based on scope and magnitude, level of expertise deployed and time required for effective audit and evaluate the performance of external auditors Oversee whether the proceeds raised through Initial Public	\frac{1}{\sqrt{1}}	Not applicable



5.6	Reporting of the Audit Committee			
5.6(a)	Reporting of the Board of Directors			11/1/11/11
5.6 (a)(i)	The Audit Committee shall report on its activities to the Board.	√		
5.6 (a)(ii)(a)	The Audit Committee shall immediately report to the Board on the following findings 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	√		No such things
5.6 (a)(ii)(c)	compliance process or in the financial statements; Suspected infringement of laws, regulatory compliances including securities related laws, rules and regulations	√		occurred
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 unreasonably ignored, the Audit Committee shall report such			No such situations appeared before
	finding to the Commission, upon reporting of such matters to the Board for three times or completion of a period of 6 (six) months from the date of first reporting to the Board, whichever is earlier	-		
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	√		
6	company Nomination and Remunaution Committee (NRC)			
6.1 (a)	Nomination and Remuneration Committee (NRC) 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;	$\sqrt{}$		
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 (a)	Constitution of the NRC The Committee shall comprise of at least three members including an independent director;	√		
6.2 (b)	All members of the Committee shall be non-executive directors;	√		
6.2 (c)	Members of the Committee shall be nominated and appointed by the Board:	V		
6.2 (d)	The Board shall have authority to remove and appoint any member of the Committee:	V		
6.2 (e)	In case of death, resignation, disqualification, or removal of any member of the Committee or in any other cases of vacancies, the board shall fill the vacancy within 180 (one hundred eighty) days of occurring such vacancy in the Committee;	1 1		No such things required
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;	\downarrow	Sign May Maring And Maring Mar	No such things required

The company secretary shall act as the secretary of the	,	
Committee;	√	
The quorum of the NRC meeting shall not constitute without attendance of at least an independent director;	\checkmark	
indirectly, any remuneration for any advisory or consultancy role		
Chairperson of the NRC		
	$\sqrt{}$	
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;	$\sqrt{}$	
meeting (AGM) to answer the queries of the shareholders: in absence of chairperson of the NRC, any other member from the NRC shall be selected to be present in the annual general meeting	\checkmark	
Meeting of the NRC		
The NRC shall conduct at least one meeting in a financial year;	√	
The Chairperson of the NRC may convene any emergency meeting upon request by any member of the NRC;	$\sqrt{}$	No emergency meeting was taken place
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.	$\sqrt{}$	
The proceedings of each meeting of the NRC shall duly be recorded in the minutes and such minutes shall be confirmed in		
Role of the NRC		
NRC shall be independent and responsible or accountable to the Board and to the shareholders;	\checkmark	
The level and composition of remuneration is reasonable and sufficient to attract retain and motivate suitable directors to run the company successfully	V	
The relationship of remuneration to performance is clear and meets appropriate performance benchmarks	V	
Remuneration to directors, top level executive involves a alance between fixed and incentive pay reflecting short and long- term performance objectives appropriate to the working of the company and its goals	V	
Devising a policy on Board's diversity taking into consideration age, gender, experience, ethnicity, educational background and nationality	V	
	Committee; The quorum of the NRC meeting shall not constitute without attendance of at least an independent director; 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 Chairperson of the NRC The Board shall select 1 (one) member of the NRC to be Chairperson of the Committee, who shall be an independent director 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; The Chairperson of the NRC shall attend the annual general meeting (AGM) to answer the queries of the shareholders: 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 shareholders queries and reason for absence of the chairperson of the NRC shall be recorded in the minutes of the AGM Meeting of the NRC The NRC shall conduct at least one meeting in a financial year; The Chairperson of the NRC may convene any emergency meeting upon request by any member of the NRC; 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); 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. Role of the NRC NRC shall be independent and responsible or accountable to the Board and to the shareholders; NRC shall be independent and responsible or accountable to the Board and to the shareholders; NRC shall be independent and responsible or accountable to the Board and to the shareholders; NRC shall be independent and responsible or accountable to the Board and to the s	The quorum of the NRC meeting shall not constitute without attendance of at least an independent director; 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 Chairperson of the NRC The Board shall select 1 (one) member of the NRC to be Chairperson of the Committee, who shall be an independent director 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; The Chairperson of the NRC shall attend the annual general meeting (AGM) to answer the queries of the shareholders: 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 shareholders queries and reason for absence of the chairperson of the NRC shall be recorded in the minutes of the AGM Meeting of the NRC The NRC shall conduct at least one meeting in a financial year: The Chairperson of the NRC may convene any emergency meeting upon request by any member of the NRC; 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); 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. Role of the NRC NRC shall be independent and responsible or accountable to the Board and to the shareholders; NRC shall be independent and responsible or accountable to the Board and to the shareholders; NRC shall be independent of remuneration is reasonable and sufficient to attract retain and motivate suitable directors to run the company successfully The relationship of remuneratio



	Identifying persons who are qualified to become		
6.5(b)(iii)	directors and who may be appointed in top level executive position in accordance with the criteria laid down, and recommend their appointment and removal to the Board	V	
6.5(b)(iv)	Formulating the criteria for evaluation of performance of independent directors and the Board	√	
6.5(b)(v)	Identifying the company's needs for employees at different levels and determine their selection, transfer or replacement and promotion criteria	V	
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.	V	
7.	External or Statutory Auditors		
7.1	The issuer company shall not engage its external or statutory company, namely: -	auditors to per	form the following services of the
7.1 (i)	Appraisal or valuation services or fairness opinions;	$\sqrt{}$	
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;	$\sqrt{}$	
7.1 (iv)	Broker-dealer services;	$\sqrt{}$	
7.1 (v)	Actuarial services;	√	
7.1 (vi)	Internal audit services or special audit services;	√	
7.1 (vii)	Any service that the Audit Committee determines;	√	
7.1 (viii)	Audit or certification services on compliance of corporate governance as required under condition No. 9(1)	√	
7.1 (ix)	Any other service that creates conflict 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:	V	To the best of our knowledge no such holdings are available
7.3	Representative of external or statutory auditors shall remain present in the Shareholders' Meeting (Annual General Meeting or Extraordinary General Meeting) to answer the queries of the shareholders.	V	
8	Maintaining a website by the Company.		
8.1	The company shall have an official website linked with the website of the stock exchange	√	
8.2	The company shall keep the website functional from the date of listing	-	Not applicable due to technological issues
	The company shall make available the detailed disclosures on its	,	
8.3	website as required under the listing regulations of the concerned stock exchange(s).	$\sqrt{}$	
9	Reporting and Compliance of Corporate Governance.		•
	The company shall obtain a certificate from a practicing Professional Accountant or Secretary (Chartered Accountant or Cost and Management Accountant or Chartered Secretary) other		Au 1 1 24 4
9.1	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.	√	Attached with the Annual Report



5	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	1	Appointed in 37th AGM
)	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 attached

Dhaka 28th September, 2025

Masud Muhammad & Co. Chartered Accountants



Corporate Governance

Dulamia Cotton Spinning Mills Limited is committed ensuring the highest standards of corporate governance at all times. Transparency accountability is the values and philosophy of the company. This report depicts the company's corporate governance the process and structure which is embedded with setting the company's vision providing leadership, supervising the management and reporting the shareholders under the purview of the laws & rules and regulations prevailing in the country.

Corporate Governance Framework

The management is always aware to ensure a continued commitment for getting the essence of sound corporate governance. Corporate Governance framework has been developed and enhanced based on the basic principles and best practices outlined in the following:

- Notification on Corporate Governance of Bangladesh Securities and Exchange Commission (BSEC)
- ➤ The Companies Act 1994 and other applicable regulations of Bangladesh
- Dhaka and Chittagong Stock Exchanges Listing Regulations
- Laws of the land
- Standards of Business Conduct, Policies and Guidelines of the Company
- Statement of Risk Management and Internal Control of the Company
- > Statement of Delegated Authorities of the Company and
- Local and global best practices.
- All other Applicable laws, rules, regulations.

The Company had always been fully adherent with the above mentioned corporate governance principles and best practices. This Statement on Corporate Governance, together with the Statement on Risk Management and Internal Control, sets out the manner how the Company has applied the governance principles and best practices. The Board reviews the standards of business conduct from time to time for applying the highest standards of governance, embracing best corporate practices.

The corporate governance framework of Dulamia Cotton Spinning Mills Limited is directed towards achieving the Company's business objectives in a responsible manner. Therefore, in order to comply with the laws, rules, regulations, corporate governance codes, articles of association, policies and procedures, the Company constantly exercises good Board practices, effective control processes, transparent disclosures, well-defined shareholders' rights and Board commitments. The manners of adherence to these principles and practices are outlined as follows:

Board practices

Ensuring the Corporate governance Code, 2018 of Bangladesh securities & Exchange Commission the company has comprised his Board of Directors by 07 Directors including 2 Independent Directors.

Responsibilities of the Board

The Board establishes structures and processes to fulfill Board responsibilities that consider

theinterests of investors, regulators, management and employees among others. The major responsibilities of the Board are as follows:

- Formulating the long term strategy of the company and setting the Set Goals and Direction.
- Oversee Management and appointment of top management
- Evaluate Strategy and Review Management Performance
- Review Management Succession Planning
- Monitor and Manage Potential Conflicts of Interest
- Ensure the Integrity of Financial Information
- Monitor the Effectiveness of Board Governance Practices
- Ensure compliance to laws and regulations
- Ensure adherence to Company Polices and Guidelines
- Reviewing Risk Assessment and Ensure integrity of Company's Financial Reporting
- Pursuant to the companies laid down policies and guidelines the Board is also tasked to decide on the following business transactions and activities:
 - o Acquisition, disposal or closure of a business
 - Establishment of new business
 - Proposal of borrowing
 - Any corporate restructuring not covered by any of the above paragraph

The Management

The management is comprised of high level of individual expert from different fields. They plays a significant role providing the necessary leadership to enable achievement of business objectives complying the corporate governance code under corporate governance framework, ensures the sound internal control as well as report to the board about the implementation on different business plans & strategy leaded by the Managing Director.

The management team comprises of the following members:

- Managing Director
- Chief Financial Officer
- Head of Human Resources
- > Executive Director-Operation
- Advisor-Land
- Head-Internal Audit & Compliance
- Company Secretary

As a part of accountability the management of the company reports to the board on various day to day business operations, duties & responsibilities.

Independent Directors

As per Corporate Governance Code of Bangladesh Securities and Exchange Commission (3 June 2018, the Company appointed 02 nos. of Independent Directors which is more than 1/5th of total number of Directors in the Board. The Independent Directors are

- i) Dr. Rashed Al Mahmud Titumir
- ii) Mr. Hasan Fazle Rob

The professional resumes of the Independent Directors have incorporated in the Directors Report.

Chairperson & Managing Director

Ensuring the Corporate Governance Code of Bangladesh Securities and Exchange Commission dated June 03 2018, the company appointed separate Chairman and Managing Director in the Board. Mr. A. K. M. Rafiqul Islam FCA is discharging his responsibility as Chairman of the Company and Md. Nuruzzaman has discharged his duty as Managing Director of the Company till October 03, 2021. On October 02, 2021 – he served his resignation from the post of Managing Director showing personal inconveniences whatsoever. However, the Board of Director in its meeting held on 27th October, 2021 approved the appointment of Mr. A. K. D. Deen Mohammad Khan as Managing Director (Acting) with effect from 4th October, 2021.

Chief Financial Officer, Company Secretary and Head of Internal Audit

In compliance to the Corporate Governance Code-2018 published by Bangladesh Securities and Exchange Commission (BSEC), always maintains separate individual professionals for the post of Chief Financial Officer (CFO), Company Secretary (CS) and Head of Internal Audit & Compliance (HIAC).

Board committee

The Board of Directors formed sub-committee in compliance with Corporate Governance Code 2018. Currently there are 2 committees in the Board namely the Audit Committee, the Nomination & Remuneration Committee and details of which are following:

- i) Audit committee As per the condition of the Corporate Governance Code, Audit Committee is comprised of 3 members with an Independent Director. The board appointed one of the Independent Directors as the Chairman of the committee. During the period the committee attended 4 (four) meetings.
- ii) Nomination & Remuneration Committee

The Board constituted the Nomination & Remuneration Committee headed by an Independent Director. During the period the committee arranged 3 meetings where the Company Secretary performed as the Secretary of the sub-committee.

Company Secretary

As per the Corporate Governance Code, 2018 issued by BSEC, the board has appointed a company Secretary in order to maintain the necessary link and liaison with the internal organs as well as external agencies. Being a compliance officer the company secretary drives corporate compliance ensuring the effective functioning of the Board. During the Financial Year (2020-2021), Mr. Md. Abdus Salam, Company Secretary served his resignation from this designated post. The Board of Directors in its meeting held on 27th October, 2021 considered the same and approved the new appointment of Mr. Kazi Ekramul Hoque as Company Secretary (Acting) with effect from 27th October, 2021 for smooth operation of the company's compliance and governance matters.

The brief roles of the company Secretary are following:

- Maintain a linkage between the Board, Management, shareholders and other shareholders on matter of corporate interest in a transparent way.
- Compliance of the acts, rules regulation, notifications, guidelines, orders /directives etc as issued by of Bangladesh Securities & Exchange Commission (BSEC), Listing Regulation of Dhaka Stock Exchange (DSE) and Chittagong Stock Exchange (CSE).
- Organizing Board Meeting, Committee Meeting, AGM and EGM; publication & distribution
 of the Annual report under supervision as well as publication of PSI of publicly listed
 companies as per rules & regulations
- Communicating with the stakeholders, provide efficient service to the shareholders through responding to their queries and requests.

Auditors

On the basis of the report of the Audit committee, the Board has recommended Pinaki & Co. as Statutory Auditor for the period of 2025-2026 upon the approval of the shareholders in the AGM.

The Board also recommended Masud Muhammad & Co. as a Compliance Auditor for a period of 2025-2026.

Maintaining the website of the company

Dulamia Cotton Spinning Mills Limited has been maintaining the website www.dulamiabd. com. All the informations of the company are available in this website.

Reporting and Compliance of Corporate Governance

The Company has obtained a certificate from a Practicing Chartered Account, Masud Muhammad & Co. who has considered the Company's relevant statutory compliance. A copy of the said certificate has been included in this Annual Report.

Chariman

Ф. г. н. А. И.

Managing Director (Acting)

Annexure-A

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

Dulamia Cotton Spinning Mills Limited

Declaration by MD and CFO

October 27, 2025

The Board of Directors

Dulamia Cotton Spinning Mills Limited Anchor Tower 108, Bir Uttam C. R. Dutta Road Dhaka-1205.

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

Dear Sir(s),

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

- (1) The Financial Statements of Dulamia Cotton Spinning Mills Limited for the year ended on June 30, 2025 have been prepared in compliance with International Accounting Standards (IAS) or International Financial Reporting Standards (IFRS), as applicable in the Bangladesh and any departure there from has been adequately disclosed;
- (2) The estimates and judgments related to the financial statements were made on 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 June 30, 2025 and that to the best of our knowledge and belief:
- (a) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
- (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,

A.K.D. Deen Mohammad Khan

Managing Director (Acting)

Shib Nath Saha
Chief Financial Officer (CFO)

Report of the Audit Committee

The Audit Committee of Dulamia Cotton Spinning Mills Limited is a sub-committee of the Board of Directors appointed by the Board of the Company. The Audit Committee comprises of the following Directors:-

Hasan Fazle Rob : Chairman
 Mr. A.K.M Rafiqul Islam FCA : Member
 Big. Gen. (Retd) AMM Wazed Thakur : Member

The Committee operates according to the terms of Reference approved by the Board and in compliance with condition 5 (6) of Bangladesh Securities and Exchange Commission's Notification no. SEC/CMRRCD/2006-158/207/Admin/80 dated June 3, 2018. The Committee is accountable for all the Audit activities and report to the Board of Directors of the Company. The Key role of the committee is to monitor, review and examine the financial statements, corporate governance practices, internal control system and risk management activities of operation. Activities of the Audit Committee Meeting:

- Reviewed the reliability and consistency of the Financial Statements of the Company to ensure that the Internal Control and Compliance procedure are adequate to present a true and fair view of the Company's state of the affairs for the year 2024-2025.
- ii) Reviewed the Draft Annual Financial Statements of Accounts for the year 2024-2025 which was audited by the External Auditors. Ensured that proper disclosure required under Accounting Standard as adopted in Bangladesh have been made and also complied with the Companies Act 1994 and various rules and regulations applicable to the Company.
- iii) Reviewed the Un-audited Quarterly and Annual Financial Statements of the Accounts for its proper presentation to the Share Holders and the Regulatory Authorities.
- iv) Reviewed the various reports of the Internal Auditors and their recommendations to take appropriate actions to the management where needed.
- v) Reviewed the appointment of the External Auditors.

Acknowledgement

The Audit Committee Members expressed their sincere gratitude to the members of the Board and the Management of the Company and also to the Auditors for their support to carry out its duties and responsibilities effectively.

Hasan Fazle Rob

Chairman of Audit Committee

Report of Nomination & Remuneration Committee

The nomination & remuneration committee of Dulamia Cotton Spinning Mills Limited has been constituted with 3 members who are non Executive Directors. The members of the committee appointed by the Board of Directors.

The committee operates according to the terms and conditions approved by the board and in compliance with the Corporate Governance Code, dated June 03, 2018. The committee is accountable for all the Nomination & Remuneration activities especially for the top level management and report to the Board of Directors.

The activities of the NRC during the year were as follows:

- i) Considered the terms of reference of NRC, as approved by the Board
- ii) Formulated a policy relating to the remuneration of the Directors, top level executives and all employees of the Company
- iii) Formulated the criteria for determining qualifications, positive attributes and independence of the Director
- iv) Formulated the criteria for evaluation of performance of Independent Directors and the Board Members
- v) Identified criteria for selection, transfer or replacement and promotion at different levels of the Company
- vi) Adopted a code of conduct for the Chairman, Directors and Top level executives of the Company.

Dr. Rashed Al Mahmud Titumir

Chairman

(Independent Director)









Independent Auditor's Report
To the Shareholders of
Dulamia Cotton Spinning Mills Limited
Report on the Audit of the Financial Statements

Qualified Opinion:

We have audited the Financial Statements of "Dulamia Cotton Spinning Mills Limited" which comprise the Statement of Financial Position as at 30 June 2025, and Statements of Profit or Loss and Other Comprehensive Income, Statement of Changes in Equity and Statement of Cash Flows for the year then ended, and notes to the Financial Statements, including a summary of significant accounting policies.

In our opinion, except for the effects of the matter described in the 'Basis for Qualified Opinion' section of our report, the accompanying Financial Statements present fairly, in all material respects, the Financial Position of the Company as at 30 June 2025 and its financial performance and its Cash Flows for the year then ended in accordance with the International Financial Reporting Standards (IFRSs), International Accounting Standards (IASs), Bangladesh Securities & Exchange Rules 2020 and other applicable laws and regulations.

Basis for Qualified Opinion:

a) The Company incurred a net profit of Tk. 1,868,407 during the year ended 30 June, 2025 and the accumulated loss of the company as on 30 June, 2025 stands at Tk. 376,744,998 As of that date, the Company's current liabilities stood TK 314,714,433 which exceeded its total current assets of Tk. 22,820,902 by Tk. 291,893,531. Long term loan with Bangladesh Development Bank Ltd. Which is blocked and not rescheduled also remain outstanding at Tk. 69,187,036 as at 30 June, 2025.

b) We also draw attention to the labor difficulties, inability to pay creditors on due dates, adverse key financial ratios, discontinuance of dividends, inability to obtain financing for essential new product development, discontinuance of production or other essential investments, inability to comply with terms of loan agreements, loss of market & customers, inefficiency of key management and negative net asset value and operating cash flows indicated by Financial Statements of the company.

These events or conditions indicate that a material uncertainty exists that may cast significant doubt on the Company's ability to continue as a going concern and that the Financial Statements do not adequately disclose this matter.

• The carrying amount of property, plant, and equipment (PPE) stands at Tk. 59,481,715 as at 30 June, 2025. We were not provided with asset register/any document or information regarding the type of assets, nature or the current condition of the assets. The company has not reviewed any assets that could be impaired at the end of the year so this constitutes a departure from relevant IFRS.As the company is not in operation for more than 5 years, reporting assets without any impairment review shall overstate/understate the property, plant, and equipment value as of reporting date. Without proper documents/information/evidence, the physical existence and the rights and obligations could not be assessed or confirmed with the reported figure.

The Property Plant and Equipment of the company were carried at cost and no information related to any revaluation of the assets has been provided till the date of reporting, so it is not understandable whether the Property, Plant and Equipment is presented at fair value. The value of the assets may have significantly changed, the reflection of which was not demonstrated in the Financial Statements which led us to believe that the financial statements contain material misstatement.

• As disclosed in note # 4.00 to the Financial Statements, the company has shown an amount of Tk. 1,492,732 as Inventory. Which is carried forward for long. No technical status report as on 30 June, 2025 on the quantity, quality, movement and value of inventories has been provided to us by the management. Since the factory was closed down for last 5 years, physical existence of the inventories is completely doubtful as no valid evidence was provided to us confirming the existence of the stock. No provision has been made for writing off the value

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of inventories due to its obsolescence or non-existence. Consequently, inventory is overstated or asset of the company and loss/retained earnings is understated.

- As disclosed in note # 5.01 to the Financial Statements, the company has shown an amount of Tk. 8,224,381
 as advances out of which Tk. 2,627,454 has no movement/adjustment. Existence of these advances could not
 be confirmed as proper documents were not provided.
- As disclosed in note # 5.02 (a) to the Financial Statements, the company has shown an amount of Tk. 5,267,917
 as Security Deposits. The amount was carried forward for long and no details or Supporting were made
 available to us for our verification.
- As disclosed in note # 5.03 to the Financial Statements, the company has shown an amount of Tk. 638,500 as
 Pre-payments in the head of Pre-paid Insurance. The amount was carried forward for long and no details or
 Supporting were made available to us for our verification.
- As disclosed in note # 10.00 to the Financial Statements, the company has shown an amount of Tk 69,187,036 as Long-Term Loan (Secured). In support of said loan, Company didn't provide any evidence.
- As disclosed in note # 11.00 Creditors for Goods, note # 12.00 creditors for expenses & note # 13.00 Creditors for Other Finance has shown a total amount of Tk. 24,155,307. Major amount of which have not been adjusted for long. No proper evidence could be provided for the existence of these amounts as liability to be paid in future or that these amounts are under/over provisioned. No information is also available of any disputes or litigation with the parties. There is a risk that company's liabilities might be higher than those that have been shown. We could not confirm the balances directly from parties due to lack of contact information of the parties and thus were unable to determine the obligation in respect to these liabilities reported in the Financial Statements due to absence of information.
- As disclosed in note # 14.00 to the Financial Statements, the company has shown an amount of Tk. 693,950
 as unclaimed dividend. No details or Supporting were made available to us for our verification.
- As disclosed in note # 15.00 the company has shown an amount of Tk. 694,010 as liabilities for WPWF which
 is carried forward for long that has not been paid by the company to the fund. As per section 234 (b) of Labor
 Act, 2006 the company should pay the amount to the fund not later than nine months from the end of the
 respective year. Further the company did not make any interest provision for utilization of fund balance as per
 section 240 (2) of the said Act.

Emphasis of Matters

In forming our opinion on the Financial Statements, we considered the following matters and the facts that:

- As disclosed in note # 16.02 (b) to the Financial Statements, the Company has created tax provision @ 0.60% on Other Income instead of @ 20% as per Income Tax Act 2023.
- We draw attention of the users of the Financial Statements to the effects of Note # 17.00 of the Financial Statements, which has a balance of Tk. 285,627,243 as Associate/Others Loan. These are loans taken from Directors and associates from time to time.
- The Company should comply the formalities with Registrar of Joint Stock Companies and Firms (RJSC) as per the Companies Act, 1994.

Our opinion is not modified in respect to these matters.

We conducted our audit in accordance with International Standards on Auditing (ISAs). Our responsibilities under those standards are further described in the Auditors Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the company in accordance with the International Ethics Standards Board for Accountants Code of Ethics for Professional Accountants (IESBA Code) together with the ethical requirements that are relevant to our audit of the financial statements in jurisdictions, and we have fulfilled our

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other ethical responsibilities in accordance these requirements and with the IESBA Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our qualified opinion.

Key Audit Matters

Except for the matter described in the Basis for Qualified Opinion section, we have determined that there are no other key audit matters to communicate in our report.

Reporting to other information

The Company's management and Directors are responsible for other information. The other information comprises the information included in the Company's annual report, but does not include the Financial Statements and our auditor's report thereon. 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.

Responsibilities of Management and Those Charged with Governance for the Financial Statements:

Management is responsible for the preparation of Financial Statements that give a true and fair view in accordance with IFRSs, and for such internal control as management determines is necessary to enable the preparation of Financial Statements that are free from material misstatement, whether due to fraud or error. In preparing the Financial Statements, management is responsible for assessing the entity'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 entity or to cease operations, or has no realistic alternative but to do so. Those charged with governance are responsible for overseeing the entity's financial reporting process.

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

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

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

- Identify and assess the risks of material misstatement of the Financial Statements, whether due to fraud or
 error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is
 sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement
 resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery,
 intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are
 appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the
 entity'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 entity'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

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on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the entity to cease to continue as a going concern.

· Evaluate the overall presentation, structure and content of the entity's Financial Statements, including the disclosures, and whether the Financial Statements represent the underlying transactions and events in a manner that achieves fair presentation.

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

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

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the 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 & Bangladesh Securities and Exchange Rules 2020 we also report the following:

- 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;
- 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;
- The Statements of Financial Position as at 30 June, 2025 and Statements of Profit or Loss and Other Comprehensive Income for the year then ended dealt with by the report are in agreement with the books of account and returns; and
- d) The expenditure incurred was for the purposes of the Company's business.

ICAB Enrollment No: 151 FRC Enlistment No.:CA-001-133 Pinaki & Company

Chartered Accountants

FRC Firm Enlistment No.: CAF-001-113

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Place: Dhaka, Bangladesh

DVC: 2510270151AS693044

Dated: 27 October 2025



Dulamia Cotton Spinning Mills Limited Statement of Financial Position

As at 30 June 2025

Particulars	Notes	Amount	In Taka
Particulars	Notes	30 June 2025	30 June 2024
<u>ASSETS</u>		1	
Non-Current Assets:		60,081,715	63,116,614
Property, Plant & Equipment	Annexure-A	59,481,715	62,516,614
Deferred Tax	3.00	600,000	600,000
Current Assets:		22,820,902	19,640,556
Inventories	4.00	1,492,732	1,492,732
Advance, Deposit & Pre-Payments	5.00	20,426,788	17,431,869
Advance Income Tax	6.00	787,141	669,666
Cash & Cash Equivalents	7.00	114,240	46,289
Total Assets	=	82,902,617	82,757,170
EQUITY & LIABILITIES			
Shareholder's Equity:		(300,998,852)	(302,867,260
Share Capital	8.00	75,566,000	75,566,000
Tax Holiday Reserve	9.00	180,146	180,146
Retained Earnings		(376,744,998)	(378,613,406
Non-Current Liabilities:		69,187,036	69,187,036
Long Term Loan (Secured)	10.00	69,187,036	69,187,036
Current Liabilities:		314,714,433	316,437,394
Creditors for Goods	11.00	16,430,249	18,270,073
Creditor for Expenses	12.00	6,737,482	6,755,895
Creditors for Other Finance	13.00	987,576	987,576
Unclaimed Dividend	14.00	693,950	693,950
Workers Participation and welfare Fund	15.00	694,010	694,010
Provision for Income Tax	16.00	3,543,922	3,507,750
Associates/Others Loan	17.00	285,627,243	285,528,139
Total Liabilities	L	383,901,469	385,624,430
Total Equity & Liabilities	- -	82,902,617	82,757,170
Net Assets Value Per Share	23.00	(39.83)	(40.08

The accompanying notes from 1 to 30 form an integral part of this financial statements.

A.K.D. Deen Mohammad KhanManaging Director

Place : Dhaka, Bangladesh Date : 27 October 2025 DVC : 2510270151AS693044

A.M.M. Wazed Thakur Director

Shibnath Saha Chief Financial Officer

Signed in terms of our separate report of even date

Kazi Ekramul Hoque Company Secretary (Acting)

at 200 Pinaki Das FCA

Senior Partner ICAB Enrollment. No. 151 FRC Enlistment No.: CA-001-133 Pinaki & Company **Chartered Accountants** FRC Firm Enlistment No.: CAF-001-113

Annual Report 2024-2025

Dulamia Cotton Spinning Mills Limited Statement of Profit or Loss and Other Comprehensive Income

for the year ended 30 June 2025

		Amount	t In Taka
Particulars	Note	01 July 2024 to 30 June 2025	01 July 2023 to 30 June 2024
Revenue	18.00	-	-
Less: Cost of Goods Sold	19.00	6,555,650	7,705,701
Gross Profit/(Loss)		(6,555,650)	(7,705,701)
Less: Administrative & Selling Expenses	20.00	234,436	909,026
Less: Financial Expenses	21.00	11,795	363,853
Total Operting Expense		246,231	1,272,879
Operating Profit/(Loss)		(6,801,881)	(8,978,580)
Add: Other Income	22.00	9,137,390	2,751,834
		2,335,509	(6,226,746)
Less: Workers Participation and welfare Fund	15.00	-	-
Net Profit/(Loss) before Tax		2,335,509	(6,226,746)
Income Tax Expenses	16.00	467,102	430,930
Net Profit/(Loss) after Tax		1,868,407	(6,657,676)
Earning Per Share	24.00	0.25	(0.88)

The accompanying notes from 1 to 30 form an integral part of this financial statements.

A.K.D. Deen Mohammad Khan

Managing Director

A.M.M. Wazed Thakur Director

Shibnath Saha

Chief Financial Officer

Kazi Ekramul Hoque Company Secretary (Acting)

Signed in terms of our separate report of even date

Place: Dhaka, Bangladesh Date: 27 October 2025

DVC: 2510270151AS693044

Pinaki Das FCA Senior Partner ICAB Enrollment. No. 151 FRC Enlistment No.: CA-001-133 Pinaki & Company **Chartered Accountants**

FRC Firm Enlistment No.: CAF-001-113





Dulamia Cotton Spinning Mills Limited Statement of Changes in Equity

for the year ended 30 June 2025

Ammount In BDT

Particulars	Share Capital	Tax Holiday	Retained Earnings	Total
Balance as on 1st July 2024	75,566,000	180,146	(378,613,406)	(302,867,260)
Net Profit/(Loss) during the year	-	-	1,868,407	1,868,407
Balance as on June 30, 2025	75,566,000	180,146	(376,744,998)	(300,998,852)

Dulamia Cotton Spinning Mills Limited Statement of Changes in Equity

for the year ended 30 June 2024

Ammount In BDT

Particulars	Share Capital	Tax Holiday	Retained Earnings	Total
Balance as on 1st July 2023	75,566,000	180,146	(371,955,729)	(296,209,583)
Net Profit/(Loss) during the year	-	-	(6,657,676)	(6,657,676)
Balance as on June 30, 2024	75,566,000	180,146	(378,613,406)	(302,867,260)

The accompanying notes from 1 to 30 form an integral part of this financial statements.

A.K.D. Deen Mohammad Khan Managing Director

Place : Dhaka, Bangladesh

DVC: 2510270151AS693044

Date: 27 October 2025

A.M.M. Wazed Thakur Director

Shibnath Saha Chief Financial Officer

Signed in terms of our separate report of even date

Kazi Ekramul Hoque Company Secretary (Acting)

Pinaki Das FCA

Senior Partner ICAB Enrollment. No. 151 FRC Enlistment No.: CA-001-133 Pinaki & Company **Chartered Accountants**

FRC Firm Enlistment No.: CAF-001-113



Dulamia Cotton Spinning Mills Limited Statement of Cash Flows

for the year ended 30 June 2025

		Amount	In Taka
Particulars	Notes	01 July 2024 to	01 July 2023 to
		30 June 2025	30 June 2024
A) Cash flows from operating activities:			
Collection from turnover & Others		9,137,390	2,751,834
Payment & expenses		(6,056,149)	(5,801,692)
Net Cash Used/ Flow In Operating Activities	28.00	3,081,241	(3,049,859)
B) Cash Flow From Investing Activities:			
Proceed from Advance for Work & Others	5.00	(3,112,395)	189,439
Proceed from Inter Company/unit loans received	t l	99,104	2,831,857
Net increase/ (decrease) in investing activities	es	(3,013,291)	3,021,296
C) Cash Flow From Financing Activities:			
Block Interest (BDBL) Payment	12.00	-	-
Proceed from creditor for other finance		-	-
Net Increase/ (Decrease) In Financing Activit	ties	-	-
Net Cash Flow (A+B+C)		67,951	(28,562)
Opening Cash & Cash Equivalents		46,289	74,851
Closing Cash & Cash Equivalents	7.00	114,240	46,289
Net Operating Cash Flow per Share	25.00	0.41	(0.40)

The accompanying notes from 1 to 30 form an integral part of this financial statements.

A.K.D. Deen Mohammad Khan Managing Director A.M.M. Wazed Thakur Director Shibnath Saha Chief Financial Officer Kazi Ekramul Hoque Company Secretary (Acting)

Signed in terms of our separate report of even date

Place: Dhaka, Bangladesh Date: 27 October 2025 DVC: 2510270151AS693044

ANI & CO

Pinaki Das FCA
Senior Partner
ICAB Enrollment. No. 151
FRC Enlistment No.: CA-001-133
Pinaki & Company
Chartered Accountants
FRC Firm Enlistment No.: CAF-001-113



Notes to Statement of Financial Statement As at and for the year ended 30 June 2025

1.00 General:

1.01 Legal Form of the Company:

The company was incorporated in Bangladesh on February 28, 1987 as a Public Limited Company (i) under the Companies Act. 1913. The certificate of incorporation number is Reg. No. C16189 (175)/87.

- (ii) The Company started its commercial production on January 18, 1990 and April 01, 1993 for Unit-I & Unit-II respectively.
- (iii) The shares of the company listed in the Dhaka Stock Exchange Limited and Chittagong Stock Exchange Limited.

1.02 Natural of Business Activities:

Principal activities of the Company is to manufacture different counts of yarn through the Cotton Spinning Mills situated at Dagonbhuyan Thana in Feni District, Marketing of the Products are undertaken through Agents of the Company.

2.00 Basis of Preparation of Financial Statements:

2.01 Accounting Convention and Basis:

Financial Statements have been prepared under the historical cost convention, in accordance with the International Accounting Standards (IASs) and International Financial Reporting Standards (IFRS). Accrual basis of accounting has been followed expect stated otherwise.

2.02 Components of Financial Statements:

The presentation of these financial statements are in accordance with the guidelines provided by IAS 1, "Presentation of Financial Statements". The Financial Statements Comprises of:

- (i) Statement of financial position;
- (ii)Statement of Profit or Loss and Other Comprehensive Income;
- (iii) Statement of Cash Flows;
- (iv) Statement of Change in equity and;
- (v) Notes on Statement of financial position and other relevant information.

2.03 Statement on Compliance of IAS statues & Rules:

The Financial Statements have been prepared in compliance with disclosures and presentational requirement of.

- (a)The International Accounting Standard (IAS)s
- (b) The Companies Act, 1994;
- (c) Securities and Exchange Ordinance 1969 and Securitas and Exchange Rules, 2020;
- (d) Listing Rules of Dhaka Stock Exchange Limited and Chittagong Stock Exchange Limited.
- (e) Other relevant Local Laws as applicable.





Notes to Statement of Financial Statement

As at and for the year ended 30 June 2025

2.04 Application of Standards:

The following IASs & IFRS are complied for the financial statements under audit:

IAS	Title	Remarks
IAS-1	Presentation of Financial Statements	Complied
IAS-2	Inventories	Complied
IAS 7	Statements of Cash Flows	Complied
IAS 8	Accounting policies, Changes in Accounting Estimates and Errors	Complied
IAS 10	Event after the Reporting Period	Complied
IAS 12	Income Taxes	Complied
IAS 16	Property, Plant & Equipment	Complied
IAS-18	Revenue	N/A
IAS 19	Employee Benefits	Complied
IAS-21	The effects of changes in Foreign Exchange Rates	Complied
IAS-23	Borrowing Costs	Complied
IAS-24	Related Party Disclosure	Complied
IAS-33	Earning Per Share	Complied
IAS 37	Provisions, Contingent Liabilities and Contingent Assets	Complied
IFRS	Title	Remarks
IFRS 15	Revenue from Contracts with Customers	N/A

2.05 Comparative Information:

The accounting policies have been consistently applied by the Company and are consistent with those used in the previous year.

2.06 Reporting Period:

Financial statements cover one year from 1 July, 2024 to 30 June, 2025

2.07 Property, Plant and Equipment:

- (i) Property, Plant and Equipment are accounted for in accordance with the requirements of IAS-16: Property, Plant and Equipment at historical cost less accumulated depreciation.
- (ii) Property, Plant and Equipment are depreciated at Diminishing Balance Method.
- (iii) Depreciation has been charged during the year on addition of Property, Plant and Equipment for full year.

Rates of Depreciation:	2025	2024
Land and land developments	0%	0%
Building and other construction	5%-10%	5%-10%
Plant, machinery and equipment	5%-20%	5%-20%
Vehicles	10%	10%
Furniture and fixture	10%	10%
Sundry Assets	10%	10%

The item-wise break-up of the cost and depreciation on Property, Plant & Equipment have been shown in *Schedule-A*.



Notes to Statement of Financial Statement As at and for the year ended 30 June 2025

2.08 Inventories:

In accordance with IAS-2 the Company stated Inventories at cost which is lower than net realizable value. Stock of Raw Cotton, Stores and Spares have been valued at average cost method. Stock of Finished Goods has been valued at cost, which is lower than the sales value.

2.09 Cash and Cash Equivalents:

Cash in hand and cash at Banks have been considered as cash equivalents for the preparation of these financial statements.

2.10 Income Tax:

(a) Current Tax:

Provision of regular Tax has been made on account of income Tax during the year as per Income Tax Act, 2023.

(b) Deferred Tax

Up to 30th June 2013 the amount of deferred tax Asset was Tk. 600,000. From 2014 onward, no deferred tax is calculated and recognized.

2.11 Cash Flow Statement:

According to IAS - 7 "Statement of Cash Flows" cash comprises cash in hand and bank deposits. Cash flow statement has been presented under Direct Method and also a Reconciliation between Direct Method and Indirect Method of cash flows from operating activities has been given in note-28.00

2.12 Related Party Disclosures:

The company carried out transactions with related party in the normal course of business and on arms' length basis. The information as required by IAS- 24 "Related Party Disclosures" has been disclosed in a separate note 29.00 the financial statements.



Dulamia Cotton Spinning Mills Limited Notes to the Financial Statements

As at 30 June 2025

	5		Amount	In Taka
Notes	Particulars		30 June 2025	30 June 2024
3.00	Deferred Tax			
5.00	Closing Balance		600,000	600,000
	3		600,000	600,000
4.00	Inventories:			
	Stores and Spares	Note : 4.01	1,492,732	1,492,732
	Stores and Spares	11010 : 1.01	1,492,732	1,492,732
				.,.02,.02
4.01	Spares & Stores:			
	Opening Balance		1,492,732	1,492,732
	Add: Purchase during the year		_	-
	Less: Consumption during the year	ır	-	-
	Closing Balance		1,492,732	1,492,732
5.00	Advances, Deposits & Prepaym	ents:		
	Advance	Note : 5.01	8,224,381	5,629,265
	Deposit	Note : 5.02	11,563,907	11,164,104
	Prepayments	Note : 5.03	638,500	638,500
			20,426,788	17,431,869
5.01	Advances:			
	Kay & Que (BD) Ltd.		3,947,277	3,001,811
	Proton Service Centre Ltd.		810,000	810,000
	Security Management Co.		500,000	500,000
	Multimode Ltd.		134,780	134,780
	MF Consumers Ltd.		1,649,650	-
	Sajja Bitan		600,000	600,000
	Sayem Ahmed- for payment of lan	d tax	190,000	190,000
	Excise Duty and VAT		4,288	4,288
	Advance against Purchase of Was	ste Cotton	388,386	388,386
			8,224,381	5,629,265
5.02	Deposits:			
	Security Deposits	Note :5.02(a)	5,267,917	5,267,917
	FDR Lien with Bakhrabad Gas Distribution Company Limited	Note :5.02(b)	6,295,990	5,896,187
			11,563,907	11,164,104



Nietze	Destinulous		Amount	In Taka
Notes	Particulars		30 June 2025	30 June 2024
5.02(a)	Security Deposit:	_		
	BTCL		5,000	5,000
	BREB		582,348	582,348
	BGSL		4,672,569	4,672,569
	BOL		8,000	8,000
			5,267,917	5,267,917
5.02(b)	FDR Lien with Bakhrabad Gas [Distribution Compa	nny Limited:	
	FSIBL- Term- 010124600093197		3,850,372	3,608,027
	FSIBL- Term- 010124600056971		2,445,618	2,288,161
			6,295,990	5,896,187
5.03	Pre-payments:			
	Pre-paid Insurance		638,500	638,500
			638,500	638,500
6.00	Advance Income Tax:			
	Opening Balance		669,666	77,500
	Advance Tax		313,484	592,166
	Less: Adjustment		196,008	-
			787,141	669,666
7.00	Cash & Cash Equivalents:			
	Cash at Bank	Note : 7.01	114,240	46,289
			114,240	46,289
7.01	Cash at Bank:			
	NBL CD	AC - 753629	4,895	4,278
	NBL STD	AC - 662853	107,771	40,092
	FSIBL- CD	AC - 012619	1,574	1,919
			114,240	46,289

The above balances are in agreement with the respective bank statements balance.



Notes	Particulars	Amount	In Taka
Notes	Particulars	30 June 2025	30 June 2024
8.00	Share Capital:		111, 25, 1111
	Authorized Capital:		
	30,000,000 Ordinary Shares of Tk.10 each	300,000,000	300,000,000
	Paid-up Capital:		
	7,556,600 Ordinary Shares of Tk. 10 each paid up in full in cash	75,566,000	75,566,000
	The break-up of the Share-Holding on 30-06-2025 is g	iven below:	
	Name of Shareholders	No. of Shares	% of Shares
	Sponsor(s) / & Director's Shares	4,461,210	56%
	General Public & Institute	3,495,390	44%
		7,956,600	100%
9.00	Tax Holiday Reserve:		
	Opening Balance	180,146	180,146
	Add: Addition during the year	-	_
		180,146	180,146
10.00	Long Term Loan (Secured):		
	Bangladesh Development Bank Ltd. (Interest Block A/c No. 62/237/0082)	69,187,036	69,187,036
	· · · · · · · · · · · · · · · · · · ·	69,187,036	69,187,036

- a) Mortgage / Hypothecation by way of First Charge on the Tangible Fixed Assets both existing and future;
- b) The company approached the BDBL to waive the block interest but the BDBL not agreed. In this respect the company filed writ petition no: 1236 of 2017.

The Hon'ble High Court Division passed the order in the above writ petition as follows:

"Bangladesh Development Bank is directed to take positive initiatives for rehabilitation of petitioner's project treating the same as sick industry upon accepting its offer of payment of 30% of the interest amount and take necessary steps for removal of petitioner's name from the CIB report of Bangladesh Bank".



Notes	Portioulare	Partic	ulars
Notes	Particulars	30 June 2025	30 June 2024
11.00	Creditors for Goods:		
	M/s. Lal Teer Beej Co. Ltd.	11,442,420	13,282,244
	M/s. JST Commodities (Dhaka Cotton)	431,386	431,386
	Unique Cotton	130,524	130,524
	M/S Bangla Trac Ltd	290,640	290,640
	M/s Sohel Electric.	270,231	270,231
	M/s Sohel Electric.(Mills)	148,560	148,560
	M/s. Ruposhi Packaging.	185,420	185,420
	M/s. South-East Trading Agencies.	481,000	481,000
	M/s. Ideal Fiver Industries	130,000	130,000
	M/S H H Enterprise	105,926	105,926
	M/S Spintax International	140,000	140,000
	M/S M M Paper Product	104,000	104,000
	M/s Khan Enterprise	166,512	166,512
	T A Traders	596,535	596,535
	Satata Colours	466,694	466,694
	New S R Enterprise	140,056	140,056
	JMCL	21,950	21,950
	Aksid Corporation	230,245	230,245
	A & A Investment Ltd.	948,150	948,150
		16,430,249	18,270,073
12.00	Creditors for Expenses:		
12.00	Audit Fee Payable	98,750	57,500
	Bangladesh Textile Mills Association (BTMC)	90,112	90,112
	Director Remuneration Payable	491,500	491,500
	Salary and Wages Payable	4,131,134	4,131,134
	Gas bill payable- (BGDCL- Feni)	61,104	61,104
	Electricity Bill Payable (REB- Feni)	22,625	22,893
	Office Rent Payable	192,000	192,000
	Utility & Service Charge	48,000	48,000
	Welfare Fund Payable	85,000	85,000
	Stock Market BD Ltd.	7,680	7,680
	Dhaka Stock Exchange Ltd (DSE)	200,000	200,000
	Central Depository Bangladesh Ltd (CDBL)	336,000	336,000
	The New Nation	159,141	202,461
		42,586	42,586
	Alokito Bangladesh		
	BD Report Dhaka Tribune	20,000 36,136	20,000 36,136
	глака поше	50 130	



Notes	Doutionland	Partic	ulars
Notes	Particulars	30 June 2025	30 June 2024
	The Daily Share Biz	98,312	98,312
	Stock News BD	2,300	2,300
	Protidiner Songbad	5,750	5,750
	Euro Vijil (Pvt) Ltd.	428,244	444,319
	AIT Payable	59,590	59,590
	VAT Payable	29,403	29,403
		6,737,482	6,755,895
13.00	Creditors for Other Finance:		
	M/s. Bangaluxmi Trading & Co.	987,576	987,576
		987,576	987,576
14.00	Unclaimed Dividend:		
	Opening Balance	693,950	693,950
	Add: Dividend for the year	-	-
	·	693,950	693,950
	Less: Unclaim dividend paid during the year	-	-
	Less: Dividend Deposit to CMSF	-	
	Closing Balance	693,950	693,950
15.00	Workers Participation and Welfare Fund:		
	Opening Balance	694,010	694,010
	Add: Addition during the year	-	-
		694,010	694,010
	Less: Payment during the year	-	-
	Closing Balance	694,010	694,010



	10		Amount	In Taka
Notes	Pa	rticulars	01 July 2024 to 30 June 2025	01 July 2023 to 30 June 2024
16.00	Provision for Income	e Tax:		
	Opening Balance		3,507,750	3,304,87
	Add: Provision during	the year Note: 16.02	467,102	430,93
			3,974,852	3,735,80
	Less: Tax Payment &	Adjustment	430,930	228,05
	Closing Balance		3,543,922	3,507,75
16.01	Year-wise break-up	of the above balance as follow	ws:	
	Accounting Year	Assessment Year		
	30-06-2016	2017-2018	1,133,037	1,133,03
	30-06-2017	2018-2019	976,677	976,67
	30-06-2018	2019-2020	967,106	967,10
	30-06-2023	2024-2025	-	430,93
	30-06-2024	2025-2026	467,102	
			3,543,922	3,507,75
16.02	Details of Provision	for Income Tax:		
	a. Regular Tax Calcul	ation	467,102	
	b. Minimum Tax on G	ross receipts	54,824	430,93
	c. Advance Income Ta	x (AIT)	313,484	75,16
	Whichever is higher	(a,b,c)	467,102	430,93
17.00	Associates/Others L	oan:		
	A&A Investment Ltd.		20,609,790	20,609,79
	Multimode Energy Re	source Ltd.	26,587,197	26,587,19
	Lal Teer Seeds Ltd.		117,434,664	117,434,66
	Joongbo Multimode C	hemicals Ltd.	7,319,750	7,319,75
	North South Seeds Lt	d.	40,183,590	40,183,59
	Lal Teer Livestock Lt	d.	3,000,000	3,000,00
	Lal Teer Livestock De	evelopment Ltd.	10,115,000	10,115,00
	Chens Crops Science	BD Ltd.	19,657,677	19,298,32
	Abdul Awal Mintoo		17,841,750	17,841,75
	Tabith M. Awal		15,908,300	15,908,30
				0 400 77
	Tafsir M. Awal Nasreen Fatema Awa		6,304,315 665,210	6,429,77



Notes			t In Taka
	Particulars	01 July 2024 to 30 June 2025	01 July 2023 to 30 June 2024
18.00	Revenue:		
	Gross Sales	-	-
	Less: Tax	-	\-
		-	-
19.00	Cost of Sale:		
	Cost of goods sold	-	-
	Factory overhead Note : 19.01	6,555,650	7,705,701
		6,555,650	7,705,701
19.01	Factory Overhead:		
	Salary and Allowances	747,835	785,632
	Electricity Bill	256,208	285,037
	Gas Bill	735,126	747,976
	Security Charge	1,781,582	2,653,467
	Depreciation Annexure-A	3,034,899	3,233,589
	Depresidant /////exare //	6,555,650	7,705,701
20.00	Administrative Expenses:		
	Vehicle Fitness & Tax	_	8,100
	Statutory Audit Fee	57,500	57,500
	Compliance Audit fee	28,750	28,750
	Insurance Premium	_	593,186
	Legal & Professional Fees		63,890
	AGM Expense	_	16,000
	License & Registration Fee	60,000	60,000
	Advertisement & Publishing	20,225	15,000
	Annual Report Printing	67,961	66,600
	٠	234,436	909,026
21.00	Financial Expenses:		
	Bank Charge	11,795	9,393
	BG Commission	-	354,460
		11,795	363,853
22.00	Other Income:		
	Bank Interest	956	581
	Bank Interest on FDR	477,415	334,452
			33.,102
	Insurance Claim	3 825 419	_
	Insurance Claim Rental Income	3,825,419 4,833,600	2,416,800

Notes	Portioulors	Amoui	nt In Taka
Notes	Particulars	30 June 2025	30 June 2024
23.00	Net Assets Value Per Share:		
	Share Holder Equity	(300,998,852)	(302,867,260)
	Weighted average number of ordinary shares	7,556,600	7,556,600
		(39.83)	(40.08)

24.00 Earning per share (EPS):

Earnings per share (EPS) is calculated in accordance with "International Accounting Standard 33. Earnings Per Share", which has been shown on the face of "Statement of Profit or Loss and other comprehensive income".

Basic earnings per share has been calculated dividing the Net Profit/(Loss) for the year attributable to Ordinary Shareholders by the weighted average number of Ordinary Shares outstanding during the year.

Number of shares outstanding as on Jun 30, 2025	7,556,600	7,556,600
	7,556,600	7,556,600
Net Profit/(Loss) after Tax	1,868,407	(6,657,676)
Weighted average number of ordinary shares	7,556,600	7,556,600
Earning per share	0.25	(0.88)

25.00 Net Operating Cash Flow per Share:

Net Cash Flow from operating Activities
Weighted average number of ordinary shares

3,081,241	(3,049,859)
7,556,600	7,556,600
0.41	(0.40)

26.00 Payment of remuneration and perquisites to Directors and Officers:

The aggregate amount paid/ provided during the year in respect of Director and Officers of the Company as defined in Securities and Exchange Rules, 1987 under the following heads are disclosed below:

Managing Directors remuneration	-	-
Managerial Remuneration	-	-
Company's Contribution to		
Provident Fund	-	- /
Perquisites:		
House rent	-	-
Conveyance Allowances	-	-





Notes	Doutionland	Amoui	nt In Taka
Notes	Particulars	30 June 2025	30 June 2024
27.01	Attendances fee for Board Meeting was paid to the	Directors @ Tk. 5,00	0 per meeting.
27.02	The company has filed a case against Banglades against Legal notice by the bank in respect of loan	-	
28.00	Reconciliation of Cash Flow: The reconciliation of Net cash flow from operating as follows:	activities between dire	ect and indirect method
	Cash flow from operating activities		
	As per direct method	3,081,241	(3,049,859)
	As per Indirect method-		
	Net Profit/ (Loss)		
	Adjustment for cash movement and changing wc:	1,868,407	(6,657,676)
	Add: Depreciation Schedule-A	3,034,899	3,233,589
	Creditor for goods	(18,413)	375,220
	Creditor for expenses	(1,839,824)	(203,865)
	Changes of Income tax	36,172	202,873
	Prior year adjustment	-	_
	Net cash from operating activities	3,081,241	(3,049,859)



29.00 Related Party Transactions:

Parties are considered to be related if one party has the ability to control the other party or exercises significant influence over the other party in making financial and operational decision and include associated companies with or without common Directors and key management positions. The company has entered into transaction with other related entities in normal course of business that fall within the definition of related party as per International Accounting Standard (IAS) 24: "Related Party Disclosures". Transactions with related parties are executed on the same terms, including interest rate and collateral, as those prevailing at the time for comparable transactions with other customers of similar credentials do not involve more than a normal risk.

Details of transactions with related parties and balances with them as at 30 June 2025 as follows:

Name of the related party	Relationship	Nature of Transaction	Notes	Balances at June 30, 2025 receivable/ (payable)
				Taka
Kay & Que (BD) Ltd.	Inter Company	Advances	5.01	3,947,277
Multimode Ltd.	Inter Company	Advances	5.01	134,780
M/s. Lal Teer Beej Co. Ltd.	Inter Company	Creditors for Goods	11.00	11,442,420
A & A Investment	Inter Company	Creditors for Goods	11.00	948,150
A&A Investment Ltd.	Inter Company	Associates/Others Loan	17.00	20,609,790
Multimode Energy Resource Ltd.	Inter Company	Associates/Others Loan	17.00	26,587,197
Lal Teer Seeds Ltd.	Inter Company	Associates/Others Loan	17.00	117,434,664
Joongbo Multimode Chemicals Ltd.	Inter Company	Associates/Others Loan	17.00	7,319,750
Lal Teer Livestock Ltd.	Inter Company	Associates/Others Loan	17.00	3,000,000
Lal Teer Livestock Development Ltd.	Inter Company	Associates/Others Loan	17.00	10,115,000
Chens Crops Science BD Ltd.	Inter Company	Associates/Others Loan	17.00	19,657,677
Mr. Abdul Awal Mintoo	Director	Associates/Others Loan	17.00	17,841,750
Mr. Tabith M. Awal	Director	Associates/Others Loan	17.00	15,908,300
Mr. Tafsir M. Awal	Director	Associates/Others Loan	17.00	6,304,315
Ms. Nasreen Fatema Awal	Director	Associates/Others Loan	17.00	665,210
			Total:	261,916,280

30.00 Events After the Reporting Period; (IAS # 10):

There is no major event that has occurred subsequent to the date of Statement of Financial Position and the date when the financial statements are authorized for issue by the Board of Directors that may affect the operating results significantly except that the Board in its 186th meeting held on 28th September, 2025 recommended 3% cash dividend to the only Ganarel Shareholders of the company for the year ended June 30, 2025 which is subject to approval by the shareholders in the next annual general meeting.

A.K.D. Deen Mohammad Khan Managing Director A.M.M. Wazed Thakur Director

Shibnath Saha Chief Financial Officer Kazi Ekramul Hoque Company Secretary (Acting)

Signed in terms of our separate report of even date

Annual 724-2025



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			COST				DEPRECIAT	Ö			
PARTICULARS	Balance As on 30-06-2024	Addition during the year	Adjustment during the year	As on 30-06-2025	Rate	As on 30-06-2024	Charged during the year	Adjustment during the year	As on 30-06-2025	Written Down Value as on 30-06-2025	Written Down Value as on 30-06-2024
Land	5,713,706			5,713,706						5,713,706	
Land Development	2,298,479			2,298,479		•				2,298,479	
Roads	237,031			237,031	,	ı		•		237,031	
Culverts	10,094	•	•	10,094	1	1		•		10,094	
Sub-Total Taka:	8,259,310	•		8,259,310						8,259,310	
Building and Other Constructions: Factory Building	52,116,826	1	1	52,116,826	5%	41,909,228	510,380		42,419,608	9,697,218	
Office Building	5,406,791			5,406,791	5%	4,399,755	50,352		4,450,107	956,684	
Raw Cotton Godown	3,610,096			3,610,096	5%	2,877,962	36,607		2,914,569	695,527	
Finished Goods Godown	2,056,614			2,056,614	5%	1,751,373	15 262		1,766,635	289,979	
Raw Cotton Mixing Room	209,010			209,010		209,010	. !		209,010	1	
Boundary Wall & Main Gate	475,056			475,056		475,056			475,056	1	
Gas Line Installation	752,997			752,997		752,997			752,997	1	
Electric Line Installation	1,994,029			1,994,029		1,994,029			1,994,029	1	
Yard Electrification	338,576			338,576		338,576			338,576	1	
Workshop Building	146,553			146,553		146,553			146,553	1	
G. M. Banglow	2,408,062			2,408,062	5%	1,985,723	21,117		2,006,840	401,222	
Canteen Building	457,822	ı		457,822		457,822			457,822		
Workers Shed	519,457	ı		519,457		519,457			519,457		
A. C. Duction	3,446,385			3,446,385		3,446,385			3,446,385	1	
Security Barak	818,621			818,621	5%	586,202	11,621		597,823	220,798	
Generator House	1,833,425			1,833,425	5%	1,247,844	29,279		1,277,123	556,302	
Generator House Water Tank	216,893			216,893		216,893			216,893	1	
Generator Pump House	167,200			167,200		167,200			167,200	1	
Res Building for Workers	755,384	ı		755,384		534,106			534,106	221,278	
Other Construction	978,200	-	-	978,200		978,200	-	-	978,200	-	
				78 707 997		64.994.370	674.617		65.668.987	13,039,010	

Dulamia Cotton Spinning Mills Limited Schedule of Property, Plant & Equipment As at 30 June 2025

Annexure-A



		O	COST				DEPRECIATION	NOIL			
PARTICULARS	Balance As on 30-06-2024	Addition during the year	Adjustment during the year	As on 30-06-2025	Rate	As on 30-06-2024	Charged during the year	Adjustment during the year	As on 30-06-2025	Written Down Value as on 30-06-2025	Written Down Value as on 30-06-2024
Plant , Machinery & Equipment:											
Factory Plant & Machinery	230,021,960	•	ı	230,021,960	2%	198,919,577	1,555,119	1	200,474,696	29,547,264	31,102,383
Generator Machinery-New	13,159,283		•	13,159,283	10%	7,180,623	597,866	•	7,778,489	5,380,794	5,978,660
	22,902,120	•	•	22,902,120	2%	20,122,781	138,967	•	20,261,748	2,640,372	2,779,339
Generator Cooling Tower	1,108,004	,	1	1,108,004		1,108,004	'	1	1,108,004	•	'
	165,511	1	•	165,511		165,511	•	•	165,511	•	•
Workshop Machinery & Equipment	364,880	ı	•	364,880		364,880	,	•	364,880	•	,
Loose Tools & Lab Equipment	163,403	•	•	163,403		163,403	•	•	163,403	,	,
	1,083,328	,	•	1,083,328	10%	1,083,328		•	1,083,328	•	•
Power House Plant Machinery	299,383	•	•	299,383		299,383	•	•	299,383	•	,
	182,120	1	•	182,120		182,120	,	•	182,120	•	•
	269,449,992	٠	ı	269,449,992		229,589,610	2,291,952	-	231,881,562	37,568,430	39,860,382
	4,448,448	,	•	4,448,448	10%	3,765,153	68,329		3,833,483	614,965	683,295
	1,611,133		•	1,611,133		1,611,133	1	•	1,611,133	1	
	1,577,561	•	1	1,577,561		1,577,561	•	•	1,577,561	,	1
Office Furniture & Fixture	189,056		1	189,056		189,056		1	189,056	•	1
	302,028	,	1	302,028		302,028		1	302,028	1	,
	820,373	'	•	820,373		820,373	•	-	820,373	•	•
	8,948,599		•	8,948,599		8,265,304	68,329	-	8,333,634	614,965	683,295
	365,365,898	•	•	365,365,898	•	302,849,284	3,034,899	•	305,884,183	59,481,715	62,516,614



BANGLADESH ASSOCIATION OF PUBLICLY LISTED COMPANIES

Renewed Certificate

This is to certify that

DULAMIA COTTON SPINNING MILLS LIMITED

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

This certificate remains current until 31st December, 2025

Ref. No: CM-2025/255

Date of issue: October 16, 2025



Secretary General

ary General



Registered Office: "Anchor Tower" 108, Bir Uttam C. R. Dutta Road, Dhaka – 1205

Proxy Form

I/We										of										
								being	g Men	nber o	f Dula	mia (Cotton	Spir	nning	Mills	Ltd	. do l	hereby appoi	nt
Mr./Ms	r./Ms of																			
																	.as	my/o	our PROXY	to
attend and vote on my/our behalf at the 38th Annual General Meeting of the Company to be held at 11.00 am on Wednesday,																				
3 rd December, 2025 through Hybrite System and at any adjournment thereof.																				
Signed this.						day c	of	•••••			•••••	202	25.							
Signature of the Member(s) Signature											ature	ure of the PROXY								
Number of Shares held : Shares															Revenue					
BO ID / Folio No																			Stamp Tk. 100	

Notes:

- The Proxy Form, duly filled and stamped, must be deposited at the Company's Registered Office not later than 72 hours before commencement of the AGM.
- · Signature of the Member(s) must be in accordance with the Specimen Signature recorded with the Company.

Signature Verified by

Authorised Signatory of the Company



Dulamia Cotton Spinning Mills Ltd.

Registered Office: "Anchor Tower" 108, Bir Uttam C. R. Dutta Road, Dhaka – 1205

Attendance Slip

I/We do hereby record my/our attendance at the 38th Annual General Meeting of the Company being held at 11:00 am on Wednesday, 3rd December, 2025 through Hybrite System and at any adjournment thereof.

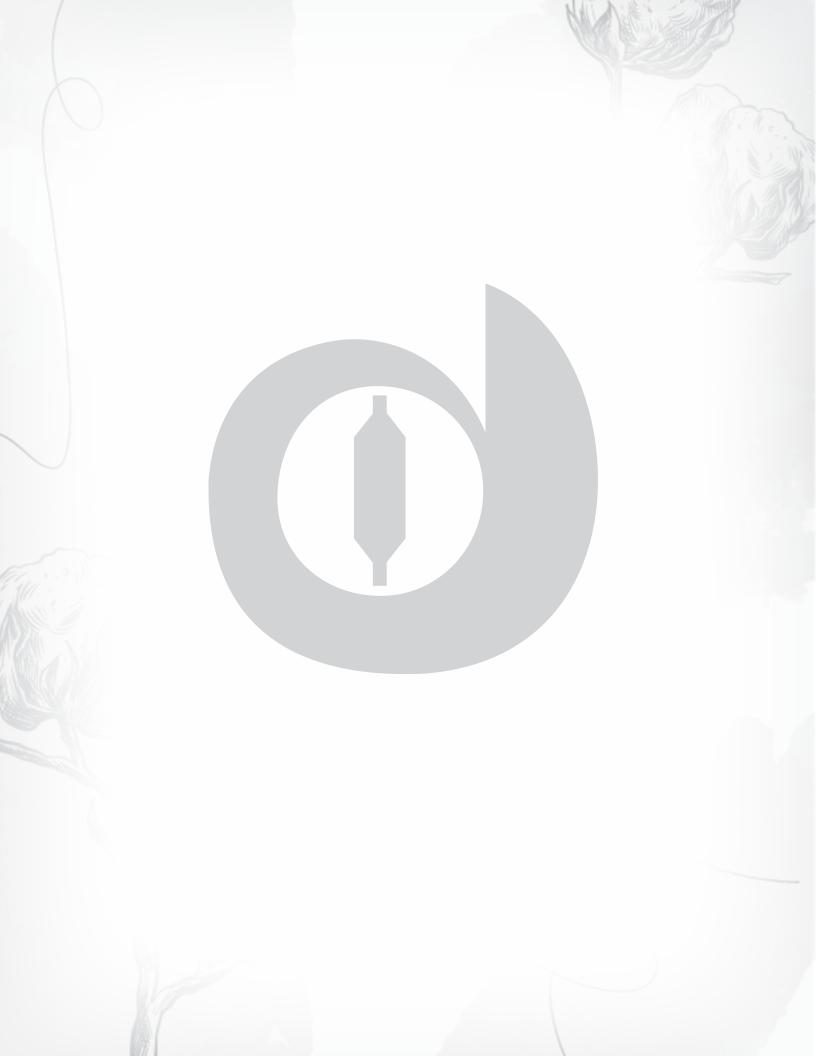
Name of the Member/ Proxy (in Block Letter)								1
BO/Folio No.								

Signature Verified by

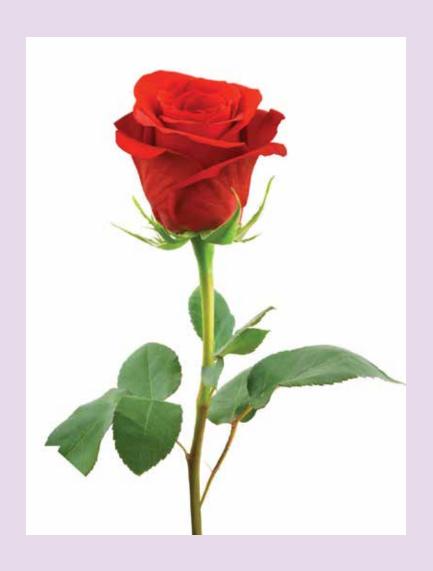
Signature of the Member/Proxy

Authorised Signatory of the Company

Note: Please present this Attendance Slip at the registration counter on the AGM date.



দুলামিয়া কটন স্পিনিং মিলস্ লিঃ মাতুভূইয়া, দাগনভূইয়া, ফেনী, বাংলাদেশ



কে ডি মার্কা সূতা মানেই

গোলাপ ফুলের মতোই সেরা



DULAMIA COTTON SPINNING MILLS LTD.

Factory Address : Matubhuiyan, Dagonbhuiyan, Feni, Bangladesh

Phone : 03323-79357

Registered Address: Anchor Tower, 108 Bir Uttam C.R. Dutta Road, Dhaka-1205

Phone : 02-58610012-18, 58610027, 58610115

Fax : +880-2-9662734, E-mail: info@multimodebd.com