ANNUAL REPORT
2018-2019







M.L. DYEING LIMITED

(Quality House of Sweater Yarn Dyeing)

OUR VISION

To be an ample House of Sweater Yarn Dyeing Company to satisfy the customers' needs.



OUR MISSION

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



ABOUT THE COMPANY

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

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

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

The principal activities of the Company are to carry on the business of dyeing and finishing yarn for 100% export oriented sweater industries in Bangladesh

Picture of 17th Annual General Meeting 2017- 2018











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Letter of Transmittal

November 27, 2019

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

Subject: Annual Report for the financial year ended on June 30, 2019.

Dear Sir(s),

We are pleased to enclose herewith a copy of the Annual Report together with the Audited Financial Statements including Statement of Financial Position as at **30th June 2019,** Statement of Profit or Loss and other Comprehensive Income, Statement of Changes in Equity and Statement of Cash Flows for the financial year ended on **30th June 2019** along with notes thereon for your reference and record.

Sincerely Yours,

Sd/-

A.K.M. Atiqur Rahman
Company Secretary

Notice of the 8th Extra-Ordinary General Meeting

Notice is hereby given that the 8th Extra-ordinary General Meeting of the shareholders of M.L. Dyeing Limited will be held on December 19, 2019 (Thursday) at 11:30 a.m. at Tepantor Hotel & Resort, Square Master Bari, Jamirdia, Bhaluka, Mymensingh to consider and, if deemed fit, to adopt the following extraordinary resolution verbatim:

AGENDA

1. To increase the Authorized Share of the Company.

   "Resolved that Authorized capital of the company be increased from Tk. 210.00 crore to Tk. 310.00 crore and amendment of relevant clause of Memorandum and Articles of Association of the company."

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

By order of the Board,

Sd/-
(A.K.M. Atiqur Rahman)
Company Secretary

Place: Dhaka
Dated: November 27, 2019

Notes:

(1) The Record Date of the Company shall be on November 27, 2019.

(2) The Shareholders whose name will appear in the Share Register of the Company or in the Depository on the record date i.e. November 27, 2019, will be entitled to attend at the 8th Extra-Ordinary General Meeting.

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

(4) Admission to the meeting room will be strictly on production of the attendance slip sent with the Notice as well as verification of signature of Member(s) and/or Proxy-holder(s).

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

Notice of the Annual General Meeting

Notice is hereby given that the 18th Annual General Meeting of the shareholders of M.L. Dyeing Limited will be held on December 19, 2019 (Thursday) at 12:00 p.m. at Tepantor Hotel & Resort, Square Master Bari, Jamirdia, Bhaluka, Mymensingh to transact the following business:

AGENDA

3. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended on 30th June, 2019 together with reports of the Auditors and the Directors thereon.
4. To declare 5% Cash & 15% Stock Dividend for the financial year ended on 30th June 2019 as recommended by the Board of Directors.
5. To consider the election/re-election of Directors.
6. To appoint Auditors for the financial year 2019-2020 and to fix their remuneration.
7. Utilization status of IPO fund.
8. To transact any other business of the Company with the permission of the Chair.

By order of the Board,

Sd/-
(A.K.M. Atiqur Rahman)
Company Secretary

Place: Dhaka
Dated: November 27, 2019

Notes:

(1) The Record Date of the Company shall be on November 27, 2019.

(2) The Shareholders whose name will appear in the Share Register of the Company or in the Depository on the record date i.e. November 27, 2019, will be entitled to attend at the 18th Annual General Meeting and to entitle the dividend.

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

(4) Admission to the meeting room will be strictly on production of the attendance slip sent with the Notice as well as verification of signature of Member(s) and/or Proxy-holder(s).

(5) The Annual Report is available in the Company's website at www.mldyeing.com.

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

CORPORATE DIRECTORY

BOARD OF DIRECTORS

Chairman	: Mr. Faiaz Kader
Managing Director	: Mr. Golam Azam Chowdhury (Representative Director of Rajon Textile Mills Ltd.)
Director	: Mr. Rezaur Rahman Rajon
Director	: Mr. Abul Khair Manik (Representative Director of Total Spinning Mills Ltd.)
Independent Director	: Mr. Syed Md. Tajon Islam

AUDIT COMMITTEE

Chairman	: Mr. Syed Md. Tajon Islam
Member	: Mr. Rezaur Rahman Rajon
Member	: Mr. Abul Khair Manik, (Representative Director of Total Spinning Mills Ltd.)
Member Secretary	: Mr. A.K.M. Atiqur Rahman

NOMINATION & REMUNERATION COMMITTEE (NRC)

Chairman	: Mr. Syed Md. Tajon Islam
Member	: Mr. Golam Azam Chowdhury (Representative Director of Rajon Textile Mills Ltd.)
Member	: Mr. Faiaz Kader
Member	: Md. Rakib Hasan
Member Secretary	: Mr. A.K.M. Atiqur Rahman

SENIOR CORPORATE OFFICIALS

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

LEGAL ADVISOR

Barrister Md. Arife Billah
The Lawyers Alliance,
M.L. Hotel Tower Ltd.
10th Floor, 208 Shahid Sayed Nazrul Islam Sarani,
Bijoynagar, Dhaka-1000.
Tel: +88-02-9511379, E-mail: thelawyeralliance@gmail.com

STATUTORY AUDITORS

Shiraz Khan Basak & Co.
Chartered Accountants
R.K. Tower (Level-10),
86, Bir Uttam C.R. Datta Road,
(312, Sonargaon Road), Dhaka-1205.
Phone: 88-02-9635139, 88-02-9673597
Email:shirazkhanbasak@yahoo.com

CORPORATE OFFICE

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

REGISTERED OFFICE & FACTORY

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

WEBSITE

www.mldyeing.com

BANKERS

ISLAMI BANK BANGLADESH LIMITED, LOCAL OFFICE BRANCH, MOTIJHEEL, DHAKA.
SOCIAL ISLAMI BANK LIMITED, PRINCIPAL OFFICE BRANCH, DILKUSHA, DHAKA.

LISTING WITH

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

CORPORATE ACHIEVEMENTS

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

PROFILE OF DIRECTORS

Mr. Faiaz Kader
Chairman



Mr. Faiaz Kader is Chairman of M.L. Dyeing Limited. His permanent & present address: 22/A, Chamillybag, Shantinagar, Dhaka-1217. He was born in the year of 1994. Initially he has involved in their family business as Management Trainee. Gradually he shown his skill and by dint of own power he advanced sufficiently in short of time in the line of Garments and Textiles industry and business activities. By course of time he becomes Chairman with his personal skill, bold leadership, very profound business concept and hardworking nature. He is involved in many social activities. He traveled many countries including China, Korea, U.K. and Germany for gaining technical know-how of dyeing industry and latest development of production technology.

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



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

Mr. Rezaur Rahman Rajon,
Director



Mr. Rezaur Rahman Rajon is Director of M.L. Dyeing Limited. His permanent & present address: House 35/7/A Shantinagar, Dhaka. He was born in a high esteemed Muslim business family in the year of 1990. After completion of MBA he involved himself in M.L. Dyeing Limited. By the course of time he became Director of the company with his personal skill, due leadership behavior, very profound business concept and very hard-working nature. He is involved in many social activities & related works. He traveled many countries including China, Korea, India and Germany for gaining technical know-how of dyeing industry and latest development of production technology.

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



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

Mr. Syed Md. Tajon Islam,
Independent Director



Mr. Tajon Islam is the Independent Director of the Company. After completing MBA, he started his career in a multinational company engaged in Textiles and Garments industry. He is very much technical and efficient operating person in Textiles and Garments industry's manufacturing and marketing through 13 years of his career. He has visited many countries of the world in connection of business and has bagged to his credit a vast experience and Knowledge in modern method, technology, production and Marketing & Management techniques of textiles industries by participating several courses/seminars and visiting similar industrial concerns of the world. He is a qualified person who is not involved with any sponsors/shareholders of the Company.

November 04, 2019

To:
The Board of Directors

From:
The Audit Committee

Subject: Report of the Audit Committee.

The Audit Committee of M.L. Dyeing Limited oversees the financial reporting process on behalf of the Board of Directors of the Company. The committee reviewed and discussed the financial statements and related schedules with the Company management, accounting principles, control procedures, procedure and task of the internal audit and the external auditors' observations in their reports on the financial statements and significant judgment on the preparation & presentation of financial reports of the Company for the financial year ended on 30th June, 2019

In fulfilling its oversight responsibilities, the Committee discussed with the Company's internal Auditors and Statutory Auditors about the overall scope and plans for their respective audit works. The Committee met with internal auditors, external auditors and management to discuss for the results of their examinations and for their evaluation of the Company's internal control and overall quality of the Company's financial reporting.

The Committee found the statements availed adequate arrangement to present a true and fair view of the financial status of the Company, and did not find any significant material deviation discrepancies or any adverse findings/observation in the areas of reporting and disclosures.

Sd/-

Syed Md. Tajon Islam
Chairman
Audit Committee
M.L. Dyeing Limited

M.L. Dyeing Limited

Declaration by Managing Director & CFO

November 05, 2019

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

Subject: Declaration on Financial Statements for the year ended on 30 June, 2019.

Dear Sirs,

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

(1) The Financial Statements of M.L. Dyeing Limited for the year ended on 30 June, 2019 have been prepared in compliance with International Accounting Standards (IAS) or International Financial Reporting Standards (IFRS), as applicable in the Bangladesh and any departure there from has been adequately disclosed;

(2) The estimates and judgments related to the financial statements were made on prudent and reasonable basis, in order for the financial statements to reveal a true and fair view;

(3) The form and substance of transactions and the Company's state of affairs have been reasonably and fairly presented in its financial statements;

(4) To ensure above, the Company has taken proper and adequate care in installing a system of internal control and maintenance of accounting records;

(5) Our internal auditors have conducted periodic audits to provide reasonable assurance that the established policies and procedures of the Company were consistently followed; and

(6) The management's use of the going concern basis of accounting in preparing the financial statements is appropriate and there exists no materials uncertainty related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern.

n this regard, we also certify that:-

(i) We have reviewed the financial statements for the year ended on 30 June, 2019 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,

Sd/-

Golam Azam Chowdhury
Managing Director

Sd/-

Md. Rakib Hasan
Chief Financial Officer

Message from the Chairman



Bismillahir Rahmanir Rahim

Distinguished Members, Shareholders and Other Stakeholders,

Assalamu alaikum and Good Morning,

I, on behalf of the Board of Directors have the pleasure to welcome you all on the occasion of 18 th Annual General Meeting of your company and I also would like to exert my gratefulness towards all the honorable shareholders for their prodigious journey with us to make M.L. Dyeing Ltd. and this event a marvel of success. Performance Review: It is my pleasure to present before you the Audited Financial Statements, Auditors Report and Directors' Report for the financial year ended on 30th June 2019. It gives me immense pleasure that we get the opportunity to meet with all of you, discuss on the performance of the concerned year of the company and sharing the views of each other's. I am pleased to report that the company's Sales Revenue for the year ended 30 June 2019 is Tk. 2,468,360,191.00 out of which after meeting up all costs including Corporate Income Tax, the net profit for the year is Tk. 196,577,339.00 and Earning Per Share (EPS) is Tk. 1.07.

Proposed Dividend:

As an appreciation to our shareholders for their unwavering support, the Board of Directors is pleased to recommend 5% Cash & 15% Stock Dividend for all Shareholders. This is subject to shareholders' approval at the 18 th Annual General Meeting.

IPO Permission:

Dear valued shareholders, M.L. Dyeing Limited obtained its IPO permission on June 10, 2018 vide Bangladesh Securities and Exchange Commission letter no. BSEC/CI/IPO – 152/2011/395 and subsequently listed with Dhaka Stock Exchange Ltd. & Chittagong Stock Exchange Ltd. on August 29, 2018. This is the 2nd AGM for us after obtaining IPO permission. The changed situation has been imposed many obligations on us on behalf of the valued shareholders in respect of last AGM and to offer them assurance our sincerity in maintaining operational results up to their expectations at present as well as in future.

Industry Risk & Concerns:

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

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

Conclusion:

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

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

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

Thanking you all with wishes of healthy and prosperous life.

sd/-

Faiaz Kader
Chairman
M.L. Dyeing Limited

Message from the Managing Director



Bismillahir Rahmanir Rahim

Dear Shareholders,

Assalamu Alykum,

I am delighted to welcome you all at this 18th Annual General Meeting of M.L. Dyeing Ltd. and thank you for attending the meeting for consideration, adoption and approval, as it may be, of the agenda contained in the Annual Report which, I hope, you all have received and studied. I would like to summarize the highlights for your kind attention and consideration.

Business Operation:

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

Business Result:

As it would reveal to you, the Company's Turnover marginally increased by 4.08%, where cost of goods sold in creased by 3.92% and resulting increase of gross profit by 5.53% while operating expenses increased by 6.42% for inclusion of IPO expenses among others. Company's "Net Profit after Tax" increased by 0.77% and the Net Profit after Tax particularly affected among others, for reduction of Associates profits in our earnings as compared to the previous year. Our Associate, R.N. Spinning Mills Ltd., has been destroyed by a fire incident dated 8th April, 2019, and we have to bear proportion loss of associate to the extent of our investment and the proportion loss has been adjusted with the investment and cumulative profit from the associate company.

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

Business Expansion:

Dear shareholders, synchronizing with international market demand we have planned to introduce sophisticated technology based machinery during the next few years. We hope that from this year and toward we will be able to achieve our optimum goal.

Marketing and Promotion:

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

Environmental & Ecological Obligation:

Suitable environmental and ecological balance is very important for a healthy society & nationalized improvement. We are evenly concerned and have been patiently pursuing the principle of maintaining appropriate environment, reducing environmental pollution and established a zero tolerance policy in order to make sure that we become environment friendly,

not destroyers. In view of these statement, we have established and operating Effluent Treatment Plant (ETP) for processing the industrial dust to reduce the bad effect of such dust on the environment. We strongly believe that a healthy society can bring out the best for society.

Acknowledgements:

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

Conclusion:

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

We got enormous support from Bangladesh Securities & Exchange Commission, Dhaka Stock Exchange Limited, Chittagong Stock Exchange Limited, National Board of Revenue, RJSCF, CDBL, Income Tax Authority, Customs and other government bodies, bankers and other stakeholders for
their guidance and co-operation. We also express our sincere note of appreciation to all officers, staffs and members of the management for their hard work and commitments. As we are moving forward to the frontier of growth and excellence we seek your support and encouragement as we are used to get from you since beginning of our journey.

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

Regards,

sd/-

Golam Azam Chowdhury
Managing Director
M.L. Dyeing Limited

DIRECTORS' REPORT

Bismillahir Rahmanir Rahim,
Dear Shareholders,
Assalamu Alykum,

On behalf of the members of the Board of Directors of your company, I welcome you all to the 18th Annual General Meeting of M.L. Dyeing Limited. We, the members of the Board are pleased to present Directors' Report, Auditors' Report and Audited Financial Statements for the financial year ended on 30th June 2019 before you for your consideration and approval. In terms of provisions of section 184 of the Companies Act 1994, Rule 12 (and the schedule there under) of the Securities and Exchange Rules 1987 and IAS-1 (International Accounting Standards-1) codes as adopted by the Institute of Chartered Accountants of Bangladesh (ICAB), these reports have been prepared and being presented before the shareholders for the financial year ended on 30th June 2019.

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

Company's Operational Activity: The Company's Annual production capacity of Acrylic & Cotton Yarn Dyeing is 19,840,000 Lbs. in the year of 2018-2019. The production during the year ended on 30th June 2019 was 17,978,053 Lbs. During the year under review, the company was able to sell Tk. 246.84 Crore in comparison to Tk. 237.15 Crore of Previous year. And the company was able to achieve Net Profit / (Loss) after Tax Tk.19.66 Crore in comparison to Tk.19.51 Crore of Previous year.

1. CAPACITY / PRODUCTION:

The total capacity and production as of 30th June, 2019 was as follows:

(i) Production (Lbs):

		2018-2019	2017-2018	2016-2017	2015-2016	2014-2015
A	Installed Capacity	19,840,000	19,840,000	19,840,000	19,840,000	19,840,000
B	Actual Production	17,978,053	16,982,102	16,199,679	14,206,926	11,845,280
C	Efficiency (%)	90.62	85.60	81.65	71.61	59.70

2. COST OF PRODUCTION:

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

		30-06-2019	30-06-2018	30-06-2017	30-06-2016	30-06-2015
a)	**Production (Lbs)**	17,978,053	16,982,102	16,199,679	14,206,926	11,845,280
b)	**Cost of Production (BDT):**					
Raw Materials Consumed-Yarn		1,810,346,848	1,756,236,707	1,626,921,717	1,224,004,454	1,115,657,162
Raw Materials Consumed-Chemicals		162,122,811	147,629,616	153,487,778	155,204,970	118,542,646
Packing Materials Consumed		5,294,879	5,633,663	5,333,549	4,920,367	5,021,555
WIP-Opening		9,506,397	9,030,626	9,152,481	9,521,540	8,124,568
WIP-Closing		9,357,214	9,506,397	9,030,626	9,152,481	9,521,540
Manufacturing Overhead		114,389,889	107,545,617	99,370,997	94,871,073	87,979,676
Depreciation		134,652,795	141,960,770	154,544,013	162,598,058	114,603,783
Total		**2,226,956,405**	**2,158,530,602**	**2,039,779,909**	**1,641,967,981**	**1,440,407,850**

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

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

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

[Source: BKMEA website]

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

You know that your company's products are yarn dyeing and sell dyed yarns and has 17 years of experiences in yarn dyeing. The Company is one of the largest yarn dyeing industry in the textile sector of Bangladesh. The company produced 17,978,053 lbs dyed yarn for the year ended 30th June 2019. We always focuses on more sustainable and eco-friendly products. We always recognized our valued customers through quality products with committed services.

(ii) Risks and concerns:

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

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

(a) Cost of Goods Sold:

Cost of Goods Sold (COGS) is the expenses a company incurred in order to manufacture, create or to sell a product. It includes the purchase price of the raw materials as well as the expenses of turning it into a finished product. The Cost of goods sold for the 12 months ended on 30.06.2019 was Tk. 2,214.02 million as compared to the previous same period's cost of goods sold of Tk. 2,130.51 million. Production capacity utilized during the 12 months ended 30.06.2019 was 90.62% whereas during the 12 months ended 30.06.2018 it was 85.60%.

(b) Gross Profit:

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

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

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

The company has achieved an export turnover of Tk. 2,468.36 million during the 12 months ended 30th June, 2019 which was Tk. 2,371.52 million in the last year. Gross Profit effected by Tk. 254.34 million during the 12 months ended 30th June, 2019 which was Tk. 241.02 million in the last year.

(c) **Net Profit:**

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

Net Profit= Gross Profit -Expenses with Tax

Net profit (after tax) earned during the 12 months ended 30th June, 2019 was Tk.196.58 million as compared to last year's Net profit (after tax) of Tk. 195.07 million.

(iv) Extra-Ordinary gain or loss:

There is no extraordinary gain or loss occurred during the reporting period except earnings from share investment in associate company i.e.; R.N. Spinning Mills Ltd. Tk. 4.6 million during the 12 months ended 30th June, 2019 as compared to last year's Tk. 18.18 million and interest income.

(v) Related party transactions:

During the year the company has carried out transactions with related parties besides the normal course of business, details are given below:

Name of related party		Relationship	Nature of transaction	Transaction type at the end of the period	Outstanding balance as on 30.06.2019
R.N. Spinning Mills Ltd.		Common Management	Purchases	Bills Payable	73,690,428
FAR Chemical Industries Ltd.		Common Management	Purchases	Bills Payable	1,298,504

Related Party Transactions are depicted in Note No. 3.21 in the Notes of Accounts.

(vi) Utilization of Proceeds from Public Issuer:

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

Sl. No.	Purpose of Utilization	Allotment as per IPO (Tk.)	Total Utilization of Fund (Taka) upto October 31, 2019	Unspent Balance (Taka)
1	Acquisition of Machineries and Equipments	178,300,000	55,857,717	122,442,283
2	IPO Expenses	21,700,000	18,373,756	3,326,244
	Total IPO Proceeds	200,000,000	74,231,473	125,768,527
3	Exchange Loss /Interest Income/Bank Charges	213,053	152,960	60,093
Total IPO Proceeds & Exchange Loss / Interest Income/Bank Charges		200,213,053	74,384,433	125,828,620

(vii) There is no event of deterioration of the financial results during the year ended 30 June 2019 because none of event incurred in connection with Initial Public Offering (IPO), Repeat Public Offering (RPO), Rights Share Offer, Direct Listing, etc in the reporting period.

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

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

(ix) Remuneration to directors including independent directors:

The remunerations of Directors for the 12 months ended 30.06.2019 are as follows:

Name	Status	Director Remuneration	Meeting attending fees	Total Taka
Mr. Faiaz Kader	Chairman	-	7,200	7,200
Mr. Golam Azam Chowdhury (Representative Director of Rajon Textile Mills Ltd.)	Managing Director	450,000	7,200	457,200
Mr. Rezaur Rahman Rajon	Director	-	5,900	5,900
Mr. Abul Khair Manik (Representative Director of Total Spinning Mills Ltd.)	Director	-	6,900	6,900
Mr. Syed Md. Tajon Islam	Independent Director	-	7,200	7,200
Total		**450,000**	**34,400**	**484,400**

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

(xi) Statement of Directors on Financial Reports:

a) The financial statements prepared by the management of the issuer company present fairly its state of affairs, the result of its operations, cash flows and changes in equity.
b) Proper books of accounts of the issuer company have been maintained.
c) Appropriate accounting policies have been consistently applied in preparation of the financial statements and that the accounting estimates are based on reasonable and prudent judgment.
d) International Accounting Standards (IAS) or International Financial Reporting Standards (IFRS), as applicable in Bangladesh, have been followed in preparation of the financial statements and any departure there- from have been adequately disclosed.
e) The system of internal control is sound in design and has been effectively implemented and monitored.
f) Minority shareholders have been protected from abusive actions by, or in the interest of, controlling shareholders acting either directly or indirectly and have effective means of redress;
g) There are no significant doubts upon the issuer company's ability to continue as a going concern.

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

The operating results have increased during the year from the last year because of increase of efficiency and resources. Apart from that there is no such other type of deviation in operating results compared to the previous period. Moreover, the growth in the business is very positive and management's continuous endeavor to grow and sustain the pressure of international competitive market.

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

Operational Data:

Particulars	Year ended on				
	30.06.2019	30.06.2018	30.06.2017	30.06.2016	30.06.2015
Turnover (Tk)	2,468,360,191	2,371,524,945	2,295,718,352	1,923,513,063	1,712,845,768
Gross Profit (Tk)	254,335,938	241,017,600	268,343,131	270,618,232	258,019,615
Net Operating Profit (Tk)	219,075,862	207,575,364	230,089,771	226,964,236	205,697,883
Net Profit before tax (Tk)	228,313,790	226,457,917	257,124,374	200,457,882	217,988,411
Net Profit after tax (Tk)	196,577,339	195,074,211	222,373,010	166,174,472	186,851,105
Basic EPS (Tk)	1.07	1.39	1.58	1.18	1.33
Dividend per share (%)	5% C & 15% Stock	20%	-	-	25% C

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

Financial Data:

Particulars	Year ended as on				
	30.06.2019	30.06.2018	30.06.2017	30.06.2016	30.06.2015
Authorized Capital (Tk)	2,100,000,000	2,100,000,000	2,100,000,000	2,100,000,000	2,100,000,000
Paid up Capital (Tk)	1,924,920,000	1,404,100,000	1,404,100,000	1,404,100,000	1,404,100,000
Face value per share (Tk)	10	10	10	10	10
Retained Earnings (Tk)	1,597,243,835	2,113,291,573	1,925,379,662	1,703,006,652	1,887,928,961
Current Assets (Tk)	1,948,864,207	1,685,621,691	1,516,837,529	1,206,325,160	1,376,391,080
Current Liabilities (Tk)	147,092,991	159,855,014	179,255,158	212,419,687	324,601,001
Current Ratio	13.25	10.54	8.46	5.68	4.24
Quick Ratio	6.73	5.97	4.82	3.33	2.42
Debt-Equity Ratio	0.001	0.00	0.01	0.01	0.05
Time Interest Earned Ratio	306.00	303.49	32.12	14.84	8.53
Return on Assets	5.17%	5.25%	6.30%	4.65%	5.11%
Return on Equity	5.58%	5.70%	6.90%	5.19%	5.84%
Earnings per share	1.07	1.39	1.58	1.18	1.33
Dividend per share	5% C, 15% Stock	20%	-	-	25% C
Inventory Turnover	3.04	3.39	3.76	3.18	2.08
Asset Turnover	0.65	0.64	0.65	0.54	0.47
Number of Shares	192,492,000	140,410,000	140,410,000	140,410,000	140,410,000
Number of Shareholders	3,050	33	26	26	26

(xv) Dividend: The Board of Directors has recommend dividend for all shareholders 5% Cash & 15% Stock Dividend per share for the year ended on 30 June 2019 which will be paid after approval in the Annual General Meeting of the Company as per respective shareholding position on record date i.e. on 27 November 2019.

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

(xvii) Number of Board Meetings:

The Board met 10 times during year ended 30th June, 2019. Following table shows the attendance of Directors in the meeting:

Name of the Director	Position	No. of Meeting held during the year	No. of Meeting attended
Mr. Faiaz Kader	Chairman	10	10
Mr. Golam Azam Chowdhury (Representative Director of Rajon Textile Mills Ltd.)	Managing Director	10	10
Mr. Rezaur Rahman Rajon	Director	10	8
Mr. Abul Khair Manik (Representative Director of Total Spinning Mills Ltd.)	Director	10	9
Mr. Syed Md. Tajon Islam	Independent Director	10	10

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

(xviii) The pattern of shareholding:

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

Rajon Textile Mills Ltd. and Total Spinning Mills Ltd. has following share investment in M.L. Dyeing Ltd. who have significant influence in decision making as Directors in M.L. Dyeing Limited.

Name	Position	Number of shares held
Rajon Textile Mills Ltd. (Rep. by Mr. Golam Azam Chowdhury)	Managing Director	7,740,000
Total Spinning Mills Ltd. (Rep. by Mr. Abul Khair Manik)	Director	8,184,000

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

Name	Position	Number of share held
Mr. Faiaz Kader	Chairman	15,576,600
Mr. Golam Azam Chowdhury (Representative Director of Rajon Textile Mills Ltd.)	Managing Director	7,740,000
Mr. Rezaur Rahman	Director	12,254,760
Mr. Abul Khair Manik (Representative Director of Total Spinning Mills Ltd.)	Director	8,184,000
Mr. Syed Md. Tajon Islam	Independent Director	-
Mr. Md. Rakib Hasan	CFO	-
Mr. A.K.M. Atiqur Rahman	Company Secretary	-
Md. Mostafa Hasan	Head of Internal Audit	-
Other than above, none of the spouse and minor children hold any shares of the company		

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

d) Shareholders holding ten percent (10%) or more voting interest in the company

Mr. Lee Jung Kook : 42,130,022 Shares (21.89%)

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

Retirement:

1. Mr. Rezaur Rahman Rajon, Director of the Company will retire.
2. As per provision of Corporate Governance Guidelines notification No: BSEC/CMRRCD/2006-158/207/Admin/80 dated 03 June 2018 issued by Bangladesh Securities and Exchange Commission (BSEC), Mr. Syed Tajon Islam, Independent Director will retire due to expiry of first term (3 years) after his appointment dated 08.12.2016.

Appointment/Re-appointment:

1. Mr. Rezaur Rahman Rajon, Director being eligible offering himself for re-election as Director.
2. The Board of Directors recommended Mr. Syed Tajon Islam to re-appoint as Independent Director for a further term (3 years), subject to approval of the shareholders in the AGM.

(xx) Director's involvement in other companies:

Sl. No.	Name of Directors	Position at M.L. Dyeing Limited	Entitles where they have interests	Position in other Companies
01.	Faiaz Kader	Chairman	S.F. Textile Industries Ltd.	Chairman
			Better Life Hospital Ltd.	Director
			Sadman Textile Mills Ltd.	Chairman
02.	Rezaur Rahman Rajon	Director	Better Life Hospital Ltd.	Managing Director
			Total Spinning Mills Ltd.	Director

(xxi) Auditors:

M.L. Dyeing Limited had appointed AHMAD & AKHTAR, Chartered Accountants as an auditor of the company for the financial year ended 30th June 2019 in the company's last AGM. Due to ineligibility of AHMAD & AKHTAR to perform audit, the company board appointed Shiraz Khan Basak & Co., Chartered Accountants as the auditor of the Company for the financial year ended 30th June 2019 and accordingly the financial statements and affairs of the company audited which require approval of the shareholders in the AGM.

Shiraz Khan Basak & Co., Chartered Accountants has expressed their interest for re-appointment as Auditors for the year ended 30th June 2020 with an honorarium as per fees structure of the ICAB.

(xxii) Corporate Governance Compliance Report:

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

(xxiii) Going Concern:

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

(xxiv) Internal Control System:

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

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

(xxv) MINORITY SHAREHOLDERS' PROTECTION:

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

(xxvi) MANAGEMENT DISCUSSION AND ANALYSIS:

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

(xxvii) SUBSEQUENT EVENTS:

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

(xxviii) AUDIT COMMITTEE:

The Board has constituted the Audit Committee as follows:

Chairman & Independent Director	: Mr. Syed Md. Tajon Islam
Member	: Mr. Rezaur Rahman Rajon
Member	: Mr. Abul Khair Manik, (Representative Director of Total Spinning Mills Ltd.)
Member Secretary	: Mr. A.K.M. Atiqur Rahman

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

(xxix) NOMINATION AND REMUNERATION COMMITTEE (NRC):

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

Chairman	: Mr. Syed Md. Tajon Islam
Member	: Mr. Golam Azam Chowdhury (Representative Director of Rajon Textile Mills Ltd.)
Member	: Mr. Faiaz Kader
Member	: Md. Rakib Hasan
Member Secretary	: Mr. A.K.M. Atiqur Rahman

(xxx) CONTRIBUTION TO NATIONAL EXCHEQUER:

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

(xxxi) CORPORATE SOCIAL RESPONSIBILITY (CSR):

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

(xxxii) AWARDS & RECOGNITION:

Following awards and recognitions are enjoying the Company:

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

(xxxiii) WEBSITE:

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

(xxxiv) HUMAN RESOURCES:

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

(xxxv) CODE OF CONDUCT:

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

(xxxvi) DIRECTORS' RESPONSIBILITIES STATEMENT

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

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

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

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

iv) International Accounting Standards (IAS)/International Financial Reporting Standards (IFRS) as applicable in Bangladesh have been followed in preparation of the financial statements and any departure therefrom has been adequately disclosed.

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

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

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

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

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

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

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

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

APPRECIATION:

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

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

We look forward to brighter future for all of us.

On behalf of the Board

sd/-

Faiaz Kader
Chairman

MANAGEMENT DISCUSSION AND ANALYSIS

OVERVIEW 2018-2019:
Let us present before you a short review on the total operational and financial performance of your company from 01 July 2018 to 30 June 2019.

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

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

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

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

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

FY 2019 Financial Performance and Position:
The discussions in this section relate to the financial results pertaining to the year that ended June 30, 2019. The financial statements of M.L. Dyeing Limited has been prepared in accordance with the International Accounting Standards (referred to as "IAS"), International Financial Reporting Standards (referred to as "IFRS"), as per the Companies Act, 1994, as amended from time to time. Significant accounting policies used in the preparation of the financial statements are disclosed in the notes to the financial statements - 3.00. The following table gives an overview of the financial results of the Company:

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

Operational Data:

Particulars	Year ended on				
	30.06.2019	30.06.2018	30.06.2017	30.06.2016	30.06.2015
Turnover (Tk)	2,468,360,191	2,371,524,945	2,295,718,352	1,923,513,063	1,712,845,768
Gross Profit (Tk)	254,335,938	241,017,600	268,343,131	270,618,232	258,019,615
Net Operating Profit (Tk)	219,075,862	207,575,364	230,089,771	226,964,236	205,697,883
Net Profit before tax (Tk)	228,313,790	226,457,917	257,124,374	200,457,882	217,988,411
Net Profit after tax (Tk)	196,577,339	195,074,211	222,373,010	166,174,472	186,851,105
Basic EPS (Tk)	1.07	1.39	1.58	1.18	1.33
Dividend per share (%)	5% C & 15% Stock	20%	-	-	25% C

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

Financial Data:

Particulars	Year ended as on				
	30.06.2019	30.06.2018	30.06.2017	30.06.2016	30.06.2015
Authorized Capital (Tk)	2,100,000,000	2,100,000,000	2,100,000,000	2,100,000,000	2,100,000,000
Paid up Capital (Tk)	1,924,920,000	1,404,100,000	1,404,100,000	1,404,100,000	1,404,100,000
Face value per share (Tk)	10	10	10	10	10
Retained Earnings (Tk)	1,597,243,835	2,113,291,573	1,925,379,662	1,703,006,652	1,887,928,961
Current Assets (Tk)	1,948,864,207	1,685,621,691	1,516,837,529	1,206,325,160	1,376,391,080
Current Liabilities (Tk)	147,092,991	159,855,014	179,255,158	212,419,687	324,601,001
Current Ratio	13.25	10.54	8.46	5.68	4.24
Quick Ratio	6.73	5.97	4.82	3.33	2.42
Debt-Equity Ratio	0.001	0.00	0.01	0.01	0.05
Time Interest Earned Ratio	306.00	303.49	32.12	14.84	8.53
Return on Assets	5.17%	5.25%	6.30%	4.65%	5.11%
Return on Equity	5.58%	5.70%	6.90%	5.19%	5.84%
Earnings per share	1.07	1.39	1.58	1.18	1.33
Dividend per share	5% C, 15% Stock	20%	-	-	25% C
Inventory Turnover	3.04	3.39	3.76	3.18	2.08
Asset Turnover	0.65	0.64	0.65	0.54	0.47
Number of Shares	192,492,000	140,410,000	140,410,000	140,410,000	140,410,000
Number of Shareholders	3,050	33	26	26	26

COST OF GOODS SOLD (COGS):

Cost of Goods Sold (COGS) is the expenses a company incurred in order to manufacture, create or to sell a product. It includes the purchase price of the raw materials as well as the expenses of turning it into a finished product. The Cost of goods sold for the 12 months ended on 30.06.2019 was Tk. 2,214.02 million as compared to the previous same period's cost of goods sold of Tk. 2,130.51 million. Production capacity utilized during the 12 months ended 30.06.2019 was 90.62% whereas during the 12 months ended 30.06.2018 it was 85.60%.

Gross Profit:

Gross Profit is the difference between sales and the cost of goods sold.
Gross Profit = (Sales-Cost of Goods Sold)
The Gross Profit margin is one indicator to diagnose the financial health of a business. Larger gross profit margins are better for business-the higher the percentage, the more the business retains of each Taka of sales for other expenses and net profit.

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

The company has achieved an export turnover of Tk. 2,468.36 million during the 12 months ended 30th June, 2019 which was Tk. 2,371.52 million in the last year. Gross profit earned during the 12 months ended 30th June, 2019 was Tk. 254.34 million as compared to last year's gross profit/(loss) of Tk. 241.02 million.

Net Profit:

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

Net Profit= Gross Profit -Expenses with Tax

Net profit (after tax) earned during the 12 months ended 30th June, 2019 was Tk. 196.58 million as compared to last year's Net profit (after tax) of Tk. 195.07 million.

RISK AND CONCERNS

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

FORWARD-LOOKING STATEMENTS

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

sd/-

Golam Azam Chowdhury
Managing Director

Certificate Of BAPLC



BANGLADESH ASSOCIATION OF PUBLICLY LISTED COMPANIES

Ref. No: CM-2019/256

BAPLC

Date of issue : October 24, 2019

Certificate of Membership

This is to certify that

M. L. DYEING LIMITED

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

This certificate remains current until 31st December 2019.

BANGLADESH ASSOCIATION OF PUBLICLY LISTED COMPANIES BAPLC

Secretary-General

Report to the Shareholders of M.L. Dyeing Limited on compliance on the Corporate Governance Code

We have examined the compliance status to the Corporate Governance Code by M.L. Dyeing Limited for the year ended on June 30, 2019. This Code relates to the Notification No. BSEC/CMRRCD/2006-158/207/Admin/80, Dated: 3 June 2018 of the Bangladesh Securities and Exchange Commission.

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

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

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

(a) The Company has complied with the conditions of the Corporate Governance Code as stipulated in the above mentioned Corporate Governance Code issued by the Commission;

(b) The Company has complied with the provisions of the relevant Bangladesh Secretarial Standards (BSS) as adopted by the Institute of Chartered Secretaries of Bangladesh (ICSB) as required by this Code;

(c) Proper books and records have been kept by the company as required under the Companies Act, 1994, the securities laws and other relevant laws ; and

(d) The governance of the company is satisfactory.

For Podder & Associates



Jayanta Kumer Podder
Cost & Management Accountants

Place: Dhaka
Dated: November 06, 2019

M.L. Dyeing Limited

Status of Compliance with the Corporate Governance Guideline (CGC)

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

(Report under Condition No. 9)

Condition No.	Title	Complied	Not Complied	Remarks (IF ANY)
1	**Board of Directors**			
1(1)	**Size of the Board of Directors**			
	The total number of the board members of the company shall not be less than 5 (five) and more than 20 (twenty)	√		
1(2)	**Independent Directors**			
1(2)(a)	At least one fifth (1/5) of the total number of directors in the company's board shall be independent directors.	√		
1(2)(b)	***For the purpose of this clause 'independent director' means a director-***			
1(2)(b)(i)	Who either does not hold any share in the company or holds less than one percent (1%) shares of the total paid-up shares of the company;	√		
1(2)(b)(ii)	who is no 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 shall not hold above mentioned shares in the company;	√		
1(2)(b)(iii)	who has not been an executive of the company in immediately preceding 2 (two) financial years;	√		
1(2)(b)(iv)	who does not have any other relationship, whether pecuniary or otherwise, with the company or its subsidiary or associated companies;	√		
1(2)(b)(v)	who is not a member or TREC (Trading Right Entitlement Certificate) holder, director or officer of any stock exchange;	√		
1(2)(b)(vi)	who is not a shareholder, director excepting independent director or officer of any member or TREC holder of stock exchange or an intermediary of the capital market;	√		
1(2)(b)(vii)	who is not a partner or an executive or was not a partner or an executive during the preceding 3 (three) years of the concerned company's statutory audit firm or audit firm engaged in internal audit services or audit firm conducting special audit or professional certifying compliance of this Code;	√		
1(2)(b)(viii)	who is not independent director in more than 5 (five) listed companies;	√		

Condition No.	Title	Complied	Not Complied	Remarks (IF ANY)
1(2)(b)(ix)	who has not been convicted by a court of competent jurisdiction as a defaulter in payment of any loan or any advance to a bank or a Non-Bank Financial Institution (NBFI);	√		
1(2)(b)(x)	who has not been convicted for a criminal offence involving moral turpitude;	√		
1(2)(c)	The independent director(s) shall be appointed by the Board and approved by the shareholders in the Annual General Meeting (AGM);	√		
1(2)(d)	The post of independent director(s) cannot remain vacant for more than 90 (ninety) days;	√		
1(2)(e)	The tenure of office of an independent director shall be for a period of 3 (three) years, which may be extended for 1 (one) tenure only.	√		
1(3)	**Qualification of Independent Director**			
1(3)(a)	Independent Director shall be a knowledgeable individual with integrity who is able to ensure compliance with financial laws, regulatory requirements and corporate laws and can make meaningful contribution to business;	√		
1(3)(b)	**Independent Director shall have following qualifications**			
1(3)(b)(i)	Business leader who is or was a promoter or director of an unlisted company having minimum paid up capital of Tk. 100.00 million or any listed company or a member of any national or international chamber of commerce or business association;	-	-	-
1(3)(b)(ii)	Corporate leader who is or was a top level executive not lower than Chief Executive Officer or Managing Director or Deputy Managing Director or Chief Financial Officer or Head of Finance or Accounts or Company Secretary or Head of Internal Audit and Compliance or Head of Legal Service or a candidate with equivalent position of an unlisted company having minimum paid up capital of Tk. 100.00 million or of a listed company;	√		
1(3)(b)(iii)	Former 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;	-	-	-
1(3)(b)(iv)	University Teacher who has educational background in Economics or Commerce or Business Studies or Law;	-	-	-
1(3)(b)(v)	Professional who is or was an advocate practicing at least in the High Court Division of Bangladesh Supreme Court or a Chartered Accountant or Cost and Management Accountant or Chartered Financial Analyst or Chartered Certified Accountant or Certified Public Accountant or Chartered Management Accountant or Chartered Secretary or equivalent qualification;	-	-	-
1(3)(c)	The independent director shall have at least 10 (ten) years of experiences in any field mentioned in clause (b);	√		

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

Condition No.	Title	Complied	Not Complied	Remarks (IF ANY)
1(5)(xi)	The financial statements prepared by the management of the issuer company present fairly its state of affairs, the result of its operations, cash flows and changes in equity;	√		
1(5)(xii)	Proper books of account of the issuer company have been maintained;	√		
1(5)(xiii)	Appropriate accounting policies have been consistently applied in preparation of the financial statements and that the accounting estimates are based on reasonable and prudent judgment;	√		
1(5)(xiv)	International Accounting Standards (IAS) 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;	√		
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;	√		
1(5)(xvii)	There is no significant doubt upon the issuer company's ability to continue as a going concern, if the issuer company is not considered to be a going concern, the fact along with reasons there of shall be disclosed;	√		
1(5)(xviii)	An explanation that significant deviations from the last year's operating results of the issuer company shall be highlighted and the reasons thereof shall be explained;	√		No such matter to explain
1(5)(xix)	Key operating and financial data of at least preceding 5 (five) years shall be summarized;	√		
1(5)(xx)	An explanation on the reasons if the issuer company has not declared dividend (cash or stock) for the year;	√		
1(5)(xxi)	Board's statement to the effect that no bonus share or stock dividend has been or shall be declared as interim dividend;	√		
1(5)(xxii)	The total number of Board meetings held during the year and attendance by each director;	√		
1(5)(xxiii)	A report on the pattern of shareholding disclosing the aggregate number of shares (along with name-wise details where stated below) held by:-			
1(5)(xxiii)(a)	Parent or Subsidiary or Associated Companies and other related parties (name-wise details);	√		
1(5)(xxiii)(b)	Directors, Chief Executive Officer, Company Secretary, Chief Financial Officer, Head of Internal Audit and Compliance and their spouses and minor children (name-wise details);	√		
1(5)(xxiii)(c)	Executives; and	√		
1(5)(xxiii)(d)	Shareholders holding ten percent (10%) or more voting interest in the company (name-wise details);	√		
1(5)(xxiv)	In case of the appointment or reappointment of a director, a disclosure on the following information to the shareholders:-			
1(5)(xxiv)(a)	a brief resume of the director	√		
1(5)(xxiv)(b)	nature of his or her expertise in specific functional areas;	√		

Condition No.	Title	Complied	Not Complied	Remarks (IF ANY)
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)	Management's Discussion and Analysis signed by CEO or MD presenting detailed analysis of the company's position and operations along with a brief discussion of changes in the financial statements, among others, focusing on:			
1(5)(xxv)(a)	accounting policies and estimation for preparation of financial statements;	√		
1(5)(xxv)(b)	changes in accounting policies and estimation, if any, clearly describing the effect on financial performance or results and financial position as well as cash flows in absolute figure for such changes;	√		
1(5)(xxv)(c)	comparative analysis (including effects of inflation) of financial performance or results and financial position as well as cash flows for current financial year with immediate preceding five years explaining reasons thereof;	√		
1(5)(xxv)(d)	compare such financial performance or results and financial position as well as cash flows with the peer industry scenario;	√		
1(5)(xxv)(e)	briefly explain the financial and economic scenario of the country and the globe;	√		
1(5)(xxv)(f)	risks and concerns issues related to the financial statements, explaining such risk and concerns mitigation plan of the company;	√		
1(5)(xxv)(g)	future plan or projection or forecast for company's operation, performance and financial position, with justification thereof, i.e., actual position shall be explained to the shareholders in the next AGM;	√		
1(5)(xxvi)	Declaration or certification by the CEO and the CFO to the Board as required under condition No. 3(3) shall be disclosed as per Annexure-A;	√		
1(5)(xxvii)	The report as well as certificate regarding compliance of conditions of this Code as required under condition No. 9 shall be disclosed as per Annexure-B and Annexure-C.	√		
1(6)	**Meetings of the Board of Directors:**			
	The company shall conduct its Board meetings and record the minutes of the meetings as well as keep required books and records in line with the provisions of the relevant Bangladesh Secretarial Standards (BSS) as adopted by the Institute of Chartered Secretaries of Bangladesh (ICSB) in so far as those standards are not inconsistent with any condition of this Code.	√		
1(7)	**Code of Conduct for the Chairperson, other Board members and Chief Executive Officer**			
1(7)(a)	The Board shall lay down a code of conduct, based on the recommendation of the Nomination and Remuneration Committee (NRC) at condition No. 6, for the Chairperson of the Board, other board members and Chief Executive Officer of the company;	√		

Condition No.	Title	Complied	Not Complied	Remarks (IF ANY)
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	**Governance of Board of Directors of Subsidiary Company**			
2(a)	Provisions relating to the composition of the Board of the holding company shall be made applicable to the composition of the Board of the subsidiary company;	-	-	N/A
2(b)	At least 1 (one) independent director on the Board of the holding company shall be a director on the Board of the subsidiary company;	-	-	N/A
2(c)	The minutes of the Board meeting of the subsidiary company shall be placed for review at the following Board meeting of the holding company;	-	-	N/A
2(d)	The minutes of the respective Board meeting of the holding company shall state that they have reviewed the affairs of the subsidiary company also;	-	-	N/A
2(e)	The Audit Committee of the holding company shall also review the financial statements, in particular the investments made by the subsidiary company.	-	-	N/A
3	**Managing Director (MD) or Chief Executive Officer (CEO), Chief Financial Officer (CFO), Head of Internal Audit and Compliance (HIAC) and Company Secretary (CS)**			
3(1)	**Appointment**			
3(1)(a)	The Board shall appoint a Managing Director (MD) or Chief Executive Officer (CEO), a Company Secretary (CS), a Chief Financial Officer (CFO) and a Head of Internal Audit and Compliance (HIAC);	√		
3(1)(b)	The positions of the Managing Director (MD) or Chief Executive Officer (CEO), Company Secretary (CS), Chief Financial Officer (CFO) and Head of Internal Audit and Compliance (HIAC) shall be filled by different individuals;	√		
3(1)(c)	The MD or CEO, CS, CFO and HIAC of a listed company shall not hold any executive position in any other company at the same time;	√		
3(1)(d)	The Board shall clearly define respective roles, responsibilities and duties of the CFO, the HIAC and the CS;	√		
3(1)(e)	The MD or CEO, CS, CFO and HIAC shall not be removed from their position without approval of the Board as well as immediate dissemination to the Commission and stock exchange(s).	√		
3(2)	**Requirement to attend Board of Directors' Meetings:**			
	The MD or CEO, CS, CFO and HIAC of the company shall attend the meetings of the Board provided that CS, CFO and HIAC shall not attend such part of a meetings of the Board relating to their personal matter.	√		
3(3)	**Duties of Managing Director (MD) or Chief Executive Officer (CEO) and Chief Financial Officer (CFO)**			

Condition No.	Title	Complied	Not Complied	Remarks (IF ANY)
3(3)(a)	The MD or CEO and CFO shall certify to the Board that they have reviewed financial statements for the year and that to the best of their knowledge and belief:	√		
3(3)(a)(i)	these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading; and	√		
3(3)(a)(ii)	these statements together present a true and fair view of the company's affairs and are in compliance with existing accounting standards and applicable laws;	√		
3(3)(b)	The MD or CEO and CFO shall also certify that there are, to the best of knowledge and belief, no transactions entered into by the company during the year which are fraudulent, illegal or in violation of the code of conduct for the company's Board or its members	√		
3(3) (c)	The certification of the MD or CEO and CFO shall be disclosed in the Annual Report.	√		
4	**Board of Directors' Committee:-** For ensuring good governance in the company, the Board shall have at least following subcommittees:			
4(i)	Audit Committee	√		
4(ii)	Nomination and Remuneration Committee	√		
5	**Audit Committee**			
5(1)	**Responsibility to the Board of Directors**			
5(1)(a)	The company shall have an Audit Committee as a sub-committee of the Board;	√		
5(1)(b)	The Audit Committee shall assist the Board in ensuring that the financial statements reflect true and fair view of the state of affairs of the company and in ensuring a good monitoring system within the business;	√		
5(1)(c)	The Audit Committee shall be responsible to the Board; the duties of the Audit Committee shall be clearly set forth in writing.	√		
5(2)	**Constitution of the Audit Committee**			
5(2)(a)	The Audit Committee shall be composed of at least 3 (three) members;	√		
5(2)(b)	The Board shall appoint members of the Audit Committee who shall be non-executive directors of the company excepting Chairperson of the Board and shall include at least 1 (one) independent director;	√		
5(2)(c)	All members of the audit committee should be "financially literate" and at least 1 (one) member shall have accounting or related financial management background and 10 (ten) years of such experience;	√		
5(2)(d)	When the term of service of any Committee member expires or there is any circumstance causing any Committee member to be unable to hold office before expiration of the term of service, thus making the number of the Committee members to be lower than the prescribed number of 3 (three) persons, the Board shall appoint the new Committee member to fill up the vacancy immediately or not later than 1 (one) month from the date of vacancy in the Committee to ensure continuity of the performance of work of the Audit Committee;	√		

Condition No.	Title	Complied	Not Complied	Remarks (IF ANY)
5(2)(e)	The company secretary shall act as the secretary of the Committee;	√		
5(2)(f)	The quorum of the Audit Committee meeting shall not constitute without at least 1 (one) independent director.	√		
5(3)	**Chairperson of the Audit Committee**			
5(3)(a)	The Board shall select 1 (one) member of the Audit Committee to be Chairperson of the Audit Committee, who shall be an independent director;	√		
5(3)(b)	In the absence of the Chairperson of the Audit Committee, the remaining members may elect one of themselves as Chairperson for that particular meeting, in that case there shall be no problem of constituting a quorum as required under condition No. 5(4)(b) and the reason of absence of the regular Chairperson shall be duly recorded in the minutes.			No such Incidence arose
5(3)(c)	Chairperson of the Audit Committee shall remain present in the Annual General Meeting (AGM);	√		
5(4)	**Meeting of the Audit Committee**			
5(4)(a)	The Audit Committee shall conduct at least its four meetings in a financial year	√		
5(4)(b)	The quorum of the meeting of the Audit Committee shall be constituted in presence of either two members or two third of the members of the Audit Committee, whichever is higher, where presence of an independent director is a must.	√		
5(5)	**Role of Audit Committee**: The Audit Committee shall:-			
5(5)(a)	Oversee the financial reporting process;	√		
5(5)(b)	monitor choice of accounting policies and principles;	√		
5(5)(c)	monitor Internal Audit and Compliance process to ensure that it is adequately resourced, including approval of the Internal Audit and Compliance Plan and review of the Internal Audit and Compliance Report;	√		
5(5)(d)	oversee hiring and performance of external auditors;	√		
5(5)(e)	hold meeting with the external or Statutory auditors for review of the annual financial Statements before submission to the Board for approval or adoption;	√		
5(5)(f)	review along with the management, the annual financial Statements before submission to the Board for approval;	√		
5(5)(g)	review along with the management, the quarterly and half yearly financial statements before submission to the Board for approval;	√		
5(5)(h)	review the adequacy of internal audit function;	√		
5(5)(i)	review the Management's Discussion and Analysis before disclosing in the Annual Report;	√		
5(5)(j)	review statement of all related party transactions submitted by the management;	√		
5(5)(k)	review Management Letters or Letter of Internal Control weakness issued by Statutory auditors;	√		
5(5)(l)	oversee the determination of audit fees based on scope and magnitude, level of expertise deployed and time required for effective audit and evaluate the performance of external auditors;	√		

Condition No.	Title	Complied	Not Complied	Remarks (IF ANY)
5(5)(m)	oversee whether the proceeds raised through Initial Public Offering (IPO) or Repeat Public Offering (RPO) or Rights Share Offer have been utilized as per the purposes stated in relevant offer document or prospectus approved by the Commission:	√		
5(6)	**Reporting of the Audit Committee**			
5(6)(a)	**Reporting to the Board of Directors**			
5(6)(a)(i)	The Audit Committee shall report on its activities to the Board.	√		
5(6)(a)(ii)	The Audit Committee shall immediately report to the Board on the following findings, if any:-			
5(6)(a)(ii)(a)	report on conflicts of interests;			No such Incidence arose
5(6)(a)(ii)(b)	suspected or presumed fraud or irregularity or material defect identified in the internal audit and compliance process or in the financial statements;			No such Incidence arose
5(6)(a)(ii)(c)	suspected infringement of laws, regulatory compliances including securities related laws, rules and regulations;			No such Incidence arose
5(6)(a)(ii)(d)	any other matter which the Audit Committee deems necessary shall be disclosed to the Board immediately;			No such Incidence arose
5(6)(b)	**Reporting to the Authorities:**			
	If the Audit Committee has reported to the Board about anything which has material impact on the financial condition and results of operation and has discussed with the Board and the management that any rectification is necessary and if the Audit Committee finds that such rectification has been unreasonably ignored, the Audit Committee shall report such finding to the Commission, upon reporting of such matters to the Board for three times or completion of a period of 6 (six) months from the date of first reporting to the Board, whichever is earlier.			No such reportable incidence arose
5(7)	**Reporting to the Shareholders and General Investors:**			
	Report on activities carried out by the Audit Committee, including any report made to the Board under condition No. 5(6)(a)(ii) above during the year, shall be signed by the Chairperson of the Audit Committee and disclosed in the annual report of the issuer company.	√		
6	**Nomination and Remuneration Committee (NRC)**			
6(1)	**Responsibility to the Board of Directors**			
6(1)(a)	The company shall have a Nomination and Remuneration Committee (NRC) as a subcommittee of the Board;	√		
6(1)(b)	The NRC shall assist the Board in formulation of the nomination criteria or policy for determining qualifications, positive attributes, experiences and independence of directors and top level executive as well as a policy for formal process of considering remuneration of directors, top level executive;	√		
6(1)(c)	The Terms of Reference (TOR) of the NRC shall be clearly set forth in writing covering the areas stated at the condition No. 6(5)(b).	√		
6(2)	**Constitution of the NRC**			
6(2)(a)	The Committee shall comprise of at least three members including an independent director;	√		
6(2)(b)	All members of the Committee shall be non-executive directors;	√		

Condition No.	Title	Complied	Not Complied	Remarks (IF ANY)
6(2) (c)	Members of the Committee shall be nominated and appointed by the Board;	√		
6(2)(d)	The Board shall have authority to remove and appoint any member of the Committee;	√		
6(2)(e)	In case of death, resignation, disqualification, or removal of any member of the Committee or in any other cases of vacancies, the board shall fill the vacancy within 180 (one hundred eighty) days of occurring such vacancy in the Committee;			No such Incidence arose
6(2)(f)	The Chairperson of the Committee may appoint or co-opt any external expert and/or member(s) of staff to the Committee as advisor who shall be non-voting member, if the Chairperson feels that advice or suggestion from such external expert and/or member(s) of staff shall be required or valuable for the Committee;			No such Incidence arose
6(2)(g)	The company secretary shall act as the secretary of the Committee;	√		
6(2)(h)	The quorum of the NRC meeting shall not constitute without attendance of at least an independent director;	√		
6(2)(i)	No member of the NRC shall receive, either directly or indirectly, any remuneration for any advisory or consultancy role or otherwise, other than Director's fees or honorarium from the company.	√		
6(3)	**Chairperson of the NRC**			
6(3)(a)	The Board shall select 1 (one) member of the NRC to be Chairperson of the Committee, who shall be an independent director;	√		
6(3)(b)	In the absence of the Chairperson of the NRC, the remaining members may elect one of themselves as Chairperson for that particular meeting, the reason of absence of the regular Chairperson shall be duly recorded in the minutes;			No such Incidence arose
6(3)(c)	The Chairperson of the NRC shall attend the annual general meeting (AGM) to answer the queries of the shareholders.	√		
6(4)	**Meeting of the NRC**			
6(4)(a)	The NRC shall conduct at least one meeting in a financial year;	√		
6(4)(b)	The Chairperson of the NRC may convene any emergency meeting upon request by any member of the NRC;	√		
6(4)(c)	The quorum of the meeting of the NRC shall be constituted in presence of either two members or two third of the members of the Committee, whichever is higher, where presence of an independent director is must as required under condition No. 6(2)(h);	√		
6(4)(d)	The proceedings of each meeting of the NRC shall duly be recorded in the minutes and such minutes shall be confirmed in the next meeting of the NRC.	√		
6(5)	**Role of the NRC**			
6(5)(a)	NRC shall be independent and responsible or accountable to the Board and to the shareholders;	√		
6(5)(b)	NRC shall oversee, among others, the following matters and make report with recommendation to the Board;	√		

Condition No.	Title	Complied	Not Complied	Remarks (IF ANY)
6(5)(b)(i)	formulating the criteria for determining qualifications, positive attributes and independence of a director and recommend a policy to the Board, relating to the remuneration of the directors, top level executive, considering the following:	√		
6(5)(b)(i)(a)	the level and composition of remuneration is reasonable and sufficient to attract, retain and motivate suitable directors to run the company successfully;	√		
6(5)(b)(i)(b)	the relationship of remuneration to performance is clear and meets appropriate performance benchmarks;	√		
6(5)(b)(i)(c)	remuneration to directors, top level executive involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the company and its goals;	√		
6(5)(b)(ii)	devising a policy on Board's diversity taking into consideration age, gender, experience, ethnicity, educational background and nationality;	√		
6(5)(b)(iii)	identifying persons who are qualified to become directors and who may be appointed in top level executive position in accordance with the criteria laid down, and recommend their appointment and removal to the Board;	√		
6(5)(b)(iv)	formulating the criteria for evaluation of performance of independent directors and the Board;	√		
6(5)(b)(v)	identifying the company's needs for employees at different levels and determine their selection, transfer or replacement and promotion criteria;	√		
6(5)(b)(vi)	developing, recommending and reviewing annually the company's human resources and training policies;	√		
6(5) (c)	The company shall disclose the nomination and remuneration policy and the evaluation criteria and activities of NRC during the year at a glance in its annual Report.	√		
7	**External or Statutory Auditors**			
7(1)	The issuer company shall not engage its external or statutory auditors to perform the following services of the company, namely:-			
7(1)(i)	appraisal or valuation services or fairness opinions;	√		
7(1)(ii)	financial information systems design and implementation;	√		
7(1)(iii)	book-keeping or other services related to the accounting records or financial statements;	√		
7(1)(iv)	broker-dealer services;	√		
7(1)(v)	actuarial services;	√		
7(1)(vi)	internal audit services or special audit services;	√		
7(1)(vii)	any 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.	√		No such incident arose
7(2)	No partner or employees of the external audit firms shall possess any share of the company they audit at least during the tenure of their audit assignment of that company; his or her family members also shall not hold any shares in the said company	√		

Condition No.	Title	Complied	Not Complied	Remarks (IF ANY)
7(3)	Representative of external or statutory auditors shall remain present in the Shareholders' Meeting (AGM or EGM) to answer the queries of the shareholders.	√		
8	**Maintaining a website by the Company**			
8(1)	The company shall have an official website linked with the website of the stock exchange.	√		
8(2)	The company shall keep the website functional from the date of listing.	√		
8(3)	The company shall make available the detailed disclosures on its website as required under the listing regulations of the concerned stock exchange(s).	√		
9	**Reporting and Compliance of Corporate Governance**			
9(1)	The company shall obtain a certificate from a practicing Professional Accountant or Secretary (Chartered Accountant or Cost and Management Accountant or Chartered Secretary) other than its statutory auditors or audit firm on yearly basis regarding compliance of conditions of Corporate Governance Code of the Commission and shall such certificate shall be disclosed in the Annual Report.	√		
9(2)	The professional who will provide the certificate on compliance of this Corporate Governance Code shall be appointed by the shareholders in the annual general meeting.	√		
9(3)	The directors of the company shall state, in accordance with the Annexure-C attached, in the directors' report whether the company has complied with these conditions or not.	√		

Independent Auditor's Report To the Shareholders of M.L. Dyeing Limited

Report on the Audit of the Financial Statements

Opinion

We have audited the financial statements of M.L. Dyeing Limited (the "Company"), which comprise the Statement of Financial Position as at 30 June 2019 and Statement of Profit or Loss and Other Comprehensive Income, Statement of Changes in Equity and Statement of Cash Flows for the year then ended and notes to the financial statements, including a summary of significant accounting policies and other explanatory information.

In our opinion, the accompanying financial statements of the Company give a true and fair view of the financial position of the Company as at 30 June 2019, and of its financial performance and its cash flows for the year then ended in accordance with International Financial Reporting Standards (IFRSs) and other applicable laws and regulations.

Basis for Opinion

We conducted our audit in accordance with International Standards on Auditing (ISAs). Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the International Ethics Standards Board for Accountants' Code of Ethics for Professional Accountants (IESBA Code), and we have fulfilled our other ethical responsibilities in accordance with the IESBA Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Emphasis of Matter

We draw attention to Note 5.00 of the financial statements, which describes the effect on investment in associate company. Due to fire destruction that occurred on 8th April 2019 in R.N. Spinning Mills Ltd. (associate company). The company has to bear loss to the extent of its investment. The proportion of fire loss has been adjusted with the investment and cumulative profit from the associate company. Due to the loss adjustment the amount of investment in associate company has become nil. However the company still holds 8.81% of total ordinary shares or 34,589,966 ordinary shares of R.N. Spinning Mills Ltd. (associate company) whose market value as on 30th June 2019 is Tk. 224,834,779. Our decision is not modified in respect of this matter.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Description of key audit matters	Our response to key audit matters
Revenue recognition	
At year end the company reported total revenue of BDT 2,468,360,191. The company generates revenue from sale of goods to export customers. The timing of the revenue recognized and realized increases the risk of exposure of revenue to foreign exchange	We have tested the design and operating effectiveness of key controls focusing on the following: - Obtaining an understanding of and assessing the design and operating effectiveness of controls designed to ensure that revenue is recognized in the appropriate accounting period;

fluctuations. There is also a risk that revenue may be overstated/understated due to the timing differences between L/C opening and goods exported. We identified revenue recognition as a key audit matter as it is one of the key performance indicators of the Company, which give risk to an inherent risk of the existence and accuracy of the revenue.	- Segregation of duties in invoice creation and modification and timing of revenue recognition; - Assessing the appropriateness of the Company's accounting policies for revenue recognition and compliance of those policies with applicable accounting standards; - Obtain supporting documentation for sale transaction recorded either side of year end to determine whether revenue was recognized in the current period; - Comparing a sample of revenue transactions recognized during the year with the sale invoices and other relevant underlying documentation; - Critically assessing manual journals posted to revenue to identify unusual or irregular items, and finally assessed the appropriateness and presentation of disclosures against relevant accounting standards. ***[See note number 18 for details]***
Valuation of Inventory	
The inventory of BDT 816,241,817 as at 30th June 2019, held in warehouses and across multiple product lines in the factory. Inventory value is measured as follows: Raw & packing materials including WIP on Moving average (Weighted) Cost, Finished Goods at lower of cost or estimated net realizable value, Stores Items at cost, Materials in-transit at Book value i.e. cost so far incurred. As a result, the management apply judgment in determining the appropriate values for value in use, working progress, values for slow moving or obsolete items. While excess holding of inventories could impact efficient use of working capital similarly lower level of inventories can result in stock outs or irregular supply to the market.	We challenged the appropriateness of management's assumptions applied in calculating the value of the inventory provisions by: - Evaluating the design and implementation of key inventory controls operating across the company's factory and warehouse; - Challenging the completeness of inventory provisions through assessing actual and forecast sales of inventory lines to assess whether provisions for slow-moving/obsolete stock are valid and complete. - Reviewing the historical accuracy of inventory provisioning and the level of inventory write- offs during the year; - Comparing the net realizable value, obtained through a detailed review of sales subsequent to the year-end, to the cost price of a sample of inventories and comparison to the associated provision to assess whether inventory provisions are complete; - We discussed with management about their sales forecasting procedures and ordering of inventories, and inquired about remedial action taken in case of excess or shortage of inventories due to difference in forecast and actual results. ***[See note number 06 for details]***

Valuation of Property, Plant and Equipment	
The carrying value of the PPE amounted to Tk. 1,855,513,740 as at 30 June 2019. The valuation of PPE was identified as a key audit matter due to the significance of this balance to the financial statements. Expenditures are capitalized if they create new or enhance the existing assets, and expensed if they relate to repair or maintenance of the assets. Classification of expenditures involves judgment. The useful lives of PPE items are based on management's estimates regarding the period during which the asset or its significant components will be used. The estimates are based on historical experience and market practice and take into consideration the physical condition of the assets.	Our audit included the following procedures: - We reviewed the opening balances of PPE which was audited by another auditors including assessed the addition during the year under our audit, checked the related accounting treatment and associated deferred tax as recognized by the company. - We assessed whether the accounting policies in relation to the capitalization of expenditures are in compliance with IFRS and found them to be consistent; - We obtained a listing of capital expenditures incurred during the year and, on a sample basis, checked whether the items were procured based on internal purchase order that had been properly approved by the responsible individuals; - We inspected a sample of invoices and L/C documents to determine whether the classification between capital and operating expenditure was appropriate; - We evaluated whether the useful lives determined and applied by the management were in line with historical experience and the market price; - We checked whether the depreciation of PPE items was commenced timely, by comparing the date of the classification from capital in progress to ready for use, with the date of the act of completion of the work. - We performed physical asset verification at the year end, observed procedures of asset acquisition, depreciation and disposal and finally assessed the appropriateness and presentation of disclosures as per relevant accounting standards. ***[See note number 04 for details]***

Other Matter

M.L. Dyeing Limited had appointed AHMAD & AKHTAR as an auditor of the financial statements for the year ended 30th June 2019 in the company's last Annual General Meeting. Due to ineligibility of AHMAD & AKHTAR to perform audit, the company re-appointed us as the auditor of the financial statements for the year ended 30th June, 2019 according to vide letter no. MLD/2019/010, dated: 17th July, 2019.

Other information

Management is responsible for the other information. The other information comprises all of the information included in the Annual Report other than the financial statements and our auditor'sreport thereon. The Annual Report is expected to be made available to us after the date of this auditor's report.

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information identified above when it becomes available and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

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

Management is responsible for the preparation and fair presentation of the financial statements in accordance with International Financial Reporting Standards (IFRSs) and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

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

Auditor's Responsibilities for the Audit of the Financial Statements

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

As part of an audit in accordance with International Standards on Auditing (ISAs), we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

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

* Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.

* Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

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

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

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

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

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

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

Report on other Legal and Regulatory Requirements

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

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

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

c) the statement of financial position and statement of profit or loss and other comprehensive income together with the annexed notes dealt with by the report are in agreement with the books of account and returns; and

d) the expenditure incurred was for the purposes of the Company's business.



Dated, Dhaka
November 05, 2019

Ramendra Nath Basak, FCA
Partner
Shiraz Khan Basak & Co.
Chartered Accountants

M. L. DYEING LIMITED
STATEMENT OF FINANCIAL POSITION
AS AT JUNE 30, 2019

Particulars	Notes	Amount in Taka	
		30-06-2019	30-06-2018 (Re-stated)
ASSETS			
Non Current Assets			
Property, Plant & Equipment	4	1,855,513,740	1,741,668,463
Investment in Associate Company	5	-	376,041,792
Total Non-Current Assets		**1,855,513,740**	**2,117,710,255**
Current Assets			
Inventories	6	816,241,817	640,390,886
Trade Receivables	7	964,869,983	924,105,173
Advance, Deposits and Prepayments	8	26,339,128	91,430,483
IPO Fund	9	126,023,432	-
Cash and Cash Equivalents	10	15,389,847	29,695,149
Total Current Assets		**1,948,864,207**	**1,685,621,691**
Total Assets		**3,804,377,947**	**3,803,331,946**
EQUITY AND LIABILITIES			
Capital and Reserves			
Share Capital	11	1,924,920,000	1,404,100,000
Retained Earnings	12	1,597,243,835	2,113,291,573
		3,522,163,835	**3,517,391,573**
Non-Current Liabilities			
Deferred Tax Liabilites	13	135,121,121	126,085,359
Total Non-Current Liabilities		**135,121,121**	**126,085,359**
Current Liabilities			
Trade Payables	14	111,587,165	107,590,514
Short term Borrowings	15	3,718,561	-
Creditors & Accrues	16	8,914,113	8,116,618
Provision for Income Tax	17	22,873,152	44,147,882
Total Current Liabilities		**147,092,991**	**159,855,014**
Total Current & Non Current Liabilities		**282,214,112**	**285,940,373**
Total Equity and Liabilities		**3,804,377,947**	**3,803,331,946**
Net Asset Value Per Share	29	**18.30**	**25.05**

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

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

Company Secretary | **Chief Financial Officer**

Shiraz Khan Basak & Co.
Chartered Accountants

Signed as per our annexed report on even date.

Place: Dhaka
Dated: November 05, 2019

M. L. DYEING LIMITED
STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME
FOR THE YEAR ENDED JUNE 30, 2019

Particulars	Notes	Amount in Taka	
		30-06-2019	30-06-2018 (Re-stated)
Export	18	2,468,360,191	2,371,524,945
Less: Cost of Export	19	2,214,024,253	2,130,507,345
Gross Profit		**254,335,938**	**241,017,600**
Less: Operating Expenses	20	35,075,309	32,960,042
Operating Income		**219,260,629**	**208,057,558**
Less: Financial Expenses	21	716,528	661,945
Add/(Less): Foreign Exchange gain or loss	22	531,761	179,751
Net operating Income		**219,075,862**	**207,575,364**
Add: Other non-operating income	23	4,641,099	706,861
Add: Share of Profit/Loss of associate	24	4,596,829	18,175,692
Net profit before tax		**228,313,790**	**226,457,917**
Income Tax Expenses	25	**31,736,451**	**31,383,706**
Current Tax		22,700,689	23,393,622
Deferred Tax Income / (Expenses)		9,035,762	7,990,084
Net Profit after tax		**196,577,339**	**195,074,211**
Earnings Per Share (EPS)	28	**1.07**	**1.39**

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

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

Company Secretary | **Chief Financial Officer**

Shiraz Khan Basak & Co.
Chartered Accountants

Place: Dhaka
Dated: November 05, 2019

M. L. DYEING LIMITED
STATEMENT OF CHANGES IN EQUITY
FOR THE YEAR ENDED JUNE 30, 2019

Particulars	Ordinary Share Capital	Retained Earnings	Total
As at July 01, 2018	1,404,100,000	2,113,291,573	**3,517,391,573**
Addition during the year - IPO	200,000,000	-	**200,000,000**
Issue during the year - Bonus share	320,820,000	(320,820,000)	**-**
IPO Expenses	-	(11,166,456)	**(11,166,456)**
Fire Loss of Investment on Asssociate		(380,638,621)	**(380,638,621)**
Net Profit during the year	-	196,577,339	**196,577,339**
Total	**1,924,920,000**	**1,597,243,835**	**3,522,163,835**

M. L. DYEING LIMITED
STATEMENT OF CHANGES IN EQUITY
FOR THE YEAR ENDED JUNE 30, 2018

Particulars	Ordinary Share Capital	Retained Earnings	Total
As at July 01, 2017	1,404,100,000	1,925,379,662	**3,329,479,662**
IPO Expenses	-	(7,162,300)	**(7,162,300)**
Net Profit during the year	-	195,074,211	**195,074,211**
Total	**1,404,100,000**	**2,113,291,573**	**3,517,391,573**

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

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

Company Secretary **Chief Financial Officer**

Shiraz Khan Basak & Co.
Chartered Accountants

Place: Dhaka
Dated: November 05, 2019

M. L. DYEING LIMITED
STATEMENT OF CASH FLOWS
FOR THE YEAR ENDED JUNE 30, 2019

Particulars	Amount in Taka	
	30-06-2019	30-06-2018 Re-stated
A .Cash Flow From Operating Activities:		
Collection from Customers	2,427,595,381	2,286,864,249
Collection from other non-operating income	5,616,317	706,861
Cash paid to Suppliers and others	(2,217,078,591)	(2,033,385,376)
Paid for operating Expenses	(32,642,355)	(31,670,712)
Cash generated by operations	**183,490,752**	**222,515,022**
Income tax paid	(13,489,605)	(46,008,050)
Net cash flow from Operating activities	**170,001,147**	**176,506,972**
B. Cash Flow From Investing Activities:		
Purchase of Fixed Assets	(250,133,531)	(133,226,987)
IPO Fund	(126,023,432)	-
Net cash flow from Investing activities	**(376,156,963)**	**(133,226,987)**
C. Cash Flow From Financing Activities:		
Increase/ Decrease in Short term loan from bank	3,718,561	(31,179,680)
Issuance of Share Capital (IPO)	200,000,000	-
Payment for IPO Expenses	(11,166,456)	(7,162,300)
Payment for financial Expenses	(716,528)	(661,945)
Net Cash flow from financing activities	**191,835,577**	**(39,003,925)**
D.Increase/(Decrease) in cash and cash equivalents (A+B+C)	(14,320,239)	4,276,060
E.Foreign Exchange gain or loss (FC account)	14,937	11,756
E.Opening cash and cash equivalents	29,695,149	25,407,333
G.Closing cash and cash equivalents (D+E+F)	**15,389,847**	**29,695,149**
Net Operating Cash Flow Per Share	**0.88**	**1.26**

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

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

Company Secretary | **Chief Financial Officer**

Shiraz Khan Basak & Co.
Chartered Accountants

Place: Dhaka
Dated: November 05, 2019

M. L. DYEING LIMITED

Notes, comprising summary of significant accounting policies and other explanatory information
For the year ended June 30, 2019

1.00 The Company and its operations

1.01 Legal form of the Company

The Company was incorporated on March 21, 2001 as a 'Private' company limited by shares, registered under the Companies Act 1994 vide Certificate of Incorporation No.C-42701(2060)2001. The company converted into a 'Public' Limited Company on 02-06-2010.

1.02 Address of the Registered and Corporate Office

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

1.03 Nature of Business activities

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

1.04.1 Capital Structure of the Company

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

Particulars	Taka.
Authorized Capital 210,000,000 Ordinary Shares of Taka 10/= each	2,100,000,000
Issued, subscribed, called-up and paid-up capital 192,492,000 ordinary shares of Taka 10/= each fully paid up	1,924,920,000

1.04.2 Production Plant

Production Plant of the company is situated at Valuka, Mymensingh. Production facility of the company comprises of namely 'Hanks' and 'Cone' .

2.00 BASIS OF PREPARATION OF FINANCIAL STATEMENTS

2.01 Statement of Compliance

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

2.02 Regulatory Compliances

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

The Income Tax Ordinance 1984;
The Income Tax Rules 1984;
The Value Added Tax Act 1991;
The Value Added Tax Rules 1991;
The Customs Act, 1969;
Bangladesh Labour Law, 2006 (Amended 2013);
Labor rules, 2015;
The Securities and Exchange Ordinance, 1969;
The Securities and Exchange Rules, 1987; and
Securities and Exchange Commission Act, 1993.

2.03 Components of the Financial Statements

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

i. Statement of financial position as at June 30, 2019;
ii. Statement of Profit or Loss and other comprehensive income for the year ended June 30, 2019;
iii. Statement of cash flows for the financial year ended June 30, 2019;
iv. Statement of changes in equity for the financial year ended June 30, 2019;
v. Notes, comprising summary of significant accounting policies and other explanatory information for the year ended June 30, 2019.

2.04 Measurement Bases used in preparing the Financial Statements

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

2.05 Reporting Currency and Level of Precision

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

2.06 Preparation and Presentation of Financial Statements of the Company

The Board of Directors of the company is responsible for the preparation and presentation of financial statements of M. L. DYEING LIMITED.

2.07 Use of Estimates and Judgments

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

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

In particular, information about significant areas of estimation on uncertainty and critical judgments in applying accounting policies that have the most significant effect on the amounts recognized in the financial statements are included in the following notes:

Note: 4 Property, Plant and Equipment

Note: 6 Inventories

Note: 7 Trade & Other Receivables

Note: 8 Advances, Deposits and Pre-payments

Note: 12 Deferred Tax Liabilities

Note: 13 Trade Payables

Note: 16 Provision for Income tax

2.08 Reporting Period

The financial period of the companies covers 1 (one) year from July 01, 2018 to June 30, 2019.

2.09 Statement of Cash Flows

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

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

a) Notes to the financial statements marked from 3.00 to 3.22 setting out the policies are unambiguous with respect to the reporting framework on which the accounting policies are based.

b) The accounting policies on all material areas have been stated clearly in the notes marked from 3.00 to 3.22.

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

Sl. No.	Name of the IAS	IAS's No.
1	Presentation of Financial Statements	1
2	Inventories	2
3	Statement of Cash Flows	7
4	Accounting policies, Changes in accounting Estimates & Errors	8
5	Events after the Reporting Period	10
6	Income Taxes	12
7	Property, Plant and Equipment	16
8	Leases	17
9	Employee Benefits	19
10	The Effects of Changes in Foreign Exchange Rates	21
11	Borrowing Costs	23
12	Related Party Disclosures	24
13	Accounting and Reporting by Retirement Benefit Plans	26
14	Separate Financial Statements	27
15	Investment in Associates & Joint Venture	28
16	Financial Instruments: Presentation	32
17	Earnings Per Share	33
18	Interim Financial Reporting	34
19	Impairment of Assets	36
20	Provision, Contingent Liabilities and Contingent Assets	37
21	Intangible Assets	38
22	Financial Instruments: Recognition & Measurement	39

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

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

3.00 SIGNIFICANT ACCOUNTING POLICIES

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

3.1 Property, Plant & Equipment

3.1.1 Property, Plant and equipment

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

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

3.1.2 Depreciation of fixed assets

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

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

3.1.3 Impairment of Assets

No fact and circumstances indicate that company's assets including property, plant and equipment may be impaired. Hence, no evaluation of recoverability of assets was performed.

3.2 Inventories

3.2.1 Valuation of Inventories

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

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

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

3.3 Revenue Recognition

In compliance with the requirements of IFRS 15 "Revenue from contracts with customers" , Entity recognize revenue to depict the transfer of promised goods or services to customers in an amount that reflects the

consideration to which the entity expects to be entitled in exchange for those goods or services. Revenue is recognized only when following steps match with a transaction;

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

Revenue for the year ended June 2018 from net sales of the company represents invoiced value of sale, which is recognized after considering the conditions, set in paragraph 14 of *IAS 18: "Revenue"*. Revenue from the sale of goods is recognized when all the following conditions are satisfied:

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

3.4 Foreign Currency Transaction/Translation

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

3.5 Financial Instruments

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

Trade Receivables

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

Trade Payables

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

Investment in Associate Company

The company has share investment in R.N. Spinning Mills Limited for 20,420,000 ordinary shares of Tk. 10/- each (at par) amounting Tk. 204,200,000. Carrying value of the investment as on June 30, 2019 stood at Tk. Nil being the proportioned fire loss has been adjusted with the investment for no. of share 34,589,966 ordinary shares being 8.812% of total ordinary shares of R.N. Spinning Mills Ltd.

Cash and Cash Equivalents

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

3.6 Taxation

3.6.1 Current Tax

Provision for income tax has been made on operating income at the rate of 15% as per Income Tax Ordinance, 1984. Income from other sources like sale of wastage is taxed at 35% and adequate provision has been made in this regard.

3.6.2 Deferred Tax

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

3.7 Provisions

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

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

3.8 Contingencies

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

3.9 Earnings Per Share (EPS)

The company calculates Earnings Per Share (EPS) in accordance with IAS 33 "Earnings Per Share" which has been shown on the face of statement of profit or loss and other Comprehensive Income and the computation of EPS is stated in Note-28 of the financial statements.

Basic Earnings Per Share

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

Diluted Earnings Per Share (DEPS)

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

3.10 Operating Segment

No segmental reporting is applicable for the company as required by "I FRS 8: Operating Segments" as the company operates in a single industry segment and within as a geographical segment.

3.11 Going Concern

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

3.12 Related Party Disclosures

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

3.13 Financial Risk Management Policies

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

Interest Rate Risk

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

Foreign Currency Risk

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

Credit Risk

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

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

Liquidity Risk

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

Fair Values

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

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

3.14 Risk and Uncertainties for use of Estimates in preparation of financial statements.

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

3.15 Employee benefits (IAS 19):

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

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

The company's employee benefits include the following:

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

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

3.16 Borrowing costs

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

3.17 Investment in Associate

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

3.18 Intangible Assets

The company has no intangible assets.

3.19 Bad and doubtful debts

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

3.20 Advertising and promotional expenses

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

3.21 Related Parties disclosure

3.21.1 Equity Participation

M. L. Dyeing Limited has share investment in R.N. Spinning Mills Limited for 20,420,000 ordinary shares of Tk. 10/- each (at par) amounting Tk. 204,200,000. Carrying value of the investment as on June 30, 2019 stood at Tk. Nil being the proportioned fire loss has been adjusted with the investment for no. of share 34,589,966 ordinary shares being 8.812% of total ordinary shares of R.N. Spinning Mills Ltd. As on 30th June 2019 the market value of the shares was Tk. 224,834,779.

3.21.2 Business Transaction

SL. No.	Name of company	Nature of transaction	Balance as at 30-06-2019 (Tk.)
01.	R. N. Spinning Mills Ltd.	Bills Payable	73,690,428
02.	Far Chemical Industries Ltd.	Bills Payable	1,298,504

3.22 General

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

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

4.00 Property, Plant & Equipment : Tk. 1,855,513,740

The above balance is made up as follows:

Particulars	30-06-2019	30-06-2018
A. At cost		
Opening balance	2,924,290,374	2,791,063,387
Add: Acquisition during the year	250,133,531	133,226,987
Total available	**3,174,423,905**	**2,924,290,374**
B. Accumulated Depreciation		
Opening balance	1,182,621,911	1,038,936,921
Charged during the year	136,288,254	143,684,990
Total accumulated depreciation	**1,318,910,165**	**1,182,621,911**
Written down value as on June 30 (A-B)	**1,855,513,740**	**1,741,668,463**

Details shown in Annexure-A.

5.00 Investment in Associate Company :Tk. 0.00

The above balance is made up as follows:

Particulars	Notes	30-06-2019	30-06-2018
R.N.Spinning Mills Ltd (Cost of Investment Tk. 204,200,000)		376,041,792	357,866,100
Less: Fire loss	**5.01**	(380,638,621)	-
Share of Profit in Associates during the year	**24.00**	4,596,829	18,175,692
Total:		**-**	**376,041,792**

5.01 Fire loss :Tk. 380,638,621

The above balance is made up as follows:

Particulars	Notes	30-06-2019	30-06-2018
Total post acquisition profit		171,841,792	-
Total fire loss		6,123,281,989	-
% of Investment in R.N Spinning Mills ltd.		**8.81%**	**8.81%**
Share of fire loss in Associates		**539,566,688**	**-**
Total Investment in Associates as on 30-06-2019		**380,638,621**	**-**
Maximum amount of fire loss, lower one		**380,638,621**	**-**

Note: A fire incident occurred at R.N. Spinning Mills Ltd. on 8th April, 2019 at the factory of Cumilla EPZ due to which the associate company has to bear an accumulated loss of Tk. 6,123,281,989. Proportionately the loss has been adjusted on the company's books of accounts accordingly.

6.00 Inventories: Tk. 816,241,817

The above balance is made up as follows:

Particulars	Notes	30-06-2019	30-06-2018
Raw Materials - Yarn	6.01	574,051,869	417,245,774
Raw Materials - Chemicals	6.02	80,621,537	74,202,700
Work in process	6.03	9,357,214	9,506,397
Packing Materials	6.04	2,184,631	2,051,364
Finished Goods	6.05	147,350,216	134,815,588
Store Items	6.06	2,676,350	2,569,063
Total:		**816,241,817**	**640,390,886**

6.01 Raw Materials-Yarn : Tk. 574,051,869

The above balance is made up as follows:

Particulars	30-06-2019	30-06-2018
Opening balance	417,245,774	419,521,067
Add: Purchase during the year	1,967,152,943	1,753,961,414
Raw materials available for production	**2,384,398,717**	**2,173,482,481**
Less: Input to production	1,810,346,848	1,756,236,707
Closing balance	**574,051,869**	**417,245,774**

6.02 Raw Materials- Chemicals: Tk. 80,621,537

The above balance is made up as follows:

Particulars	30-06-2019	30-06-2018
Opening balance	74,202,700	73,905,218
Add: Purchase during the year	168,541,648	147,927,098
Raw materials available for production	**242,744,348**	**221,832,316**
Less: Input to production	162,122,811	147,629,616
Closing balance	**80,621,537**	**74,202,700**

6.03 Work in process: Tk. 9,357,214

The above balance is made up as follows:

Particulars	30-06-2019	30-06-2018
Opening balance	9,506,397	9,030,626
Add: Current year	1,977,764,538	1,909,499,986
	1,987,270,935	**1,918,530,612**
Less: Transfer to finished goods	1,977,913,721	1,909,024,215
Closing balance	**9,357,214**	**9,506,397**

6.04 Packing Materials: Tk. 2,184,631

The above balance is made up as follows:

Particulars	30-06-2019	30-06-2018
Opening balance	2,051,364	2,405,163
Add: Purchase during the year	5,428,146	5,279,864
	7,479,510	7,685,027
Less: Consumption during the year	5,294,879	5,633,663
Closing balance	**2,184,631**	**2,051,364**

6.05 Finished Goods : Tk. 147,350,216

The above balance is made up as follows:

Particulars	30-06-2019	30-06-2018
Opening balance	134,815,588	107,210,538
Add: Production during the year	2,226,956,405	2,158,530,602
Less: Cost of free issue	(397,524)	(418,207)
Production available for export	2,361,374,469	2,265,322,933
Less: Cost of goods sold	2,214,024,253	2,130,507,345
Closing balance	**147,350,216**	**134,815,588**

6.06 Store Items: Tk. 2,676,350

The above balance is made up as follows:

Particulars	30-06-2019	30-06-2018
Opening balance	2,569,063	2,696,071
Add: Purchase during the year	6,682,410	6,394,210
	9,251,473	**9,090,281**
Less: Consumption during the year	6,575,123	6,521,218
Closing balance	**2,676,350**	**2,569,063**

Raw Materials: It consist of import value and local expenses incurred upto warehouse. Inventory system is maintained on FIFO basis.

Work in process: It consist of cost of raw materials, chemicals and packing materials only.
Finished Goods: It includes the cost incurred upto cost of goods available for sale.
Store Items: It consist of the total cost of spare parts, loose tools and consumable items.

7.00 Trade and other Receivables: Tk. 964,869,983

The above is the amount of receivable against export bills as on June 30, 2019. This is considered as good & realizable and is secured by export letter of credit duly accepted by L/C opening bank.

Particulars	30-06-2019	30-06-2018
Opening balance	924,105,173	839,444,477
Add:Export	2,468,360,191	2,371,524,945
	3,392,465,364	3,210,969,422
Less: Realization during the year	(2,427,595,381)	(2,286,864,249)
Total:	**964,869,983**	**924,105,173**

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

Sl	Particulars	Amount	
		2019	2018
I	Receivables considered good and in respect of which the company is fully secured.	964,869,983	924,105,173
II	Receivables considered good for which the company holds no security other than the debtors personal security.	-	-
III	Receivables considered doubtful or bad.	-	-

IV	Receivables due by directors or other officers of the company or any of them either severally or jointly with any other person or debts due by firms or private companies respectively in which any director is a partner or a director or a member.	-		-
V	Receivables due by companies under same management.	-		-
VI	The maximum amount due by directors or other officers of the company at any time during the year.	-		-
	Total	**964,869,983**		**924,105,173**

Ageing of the above Receivables is given below:

	1-6 Months	Above 6 Months
Customers	**964,869,983**	**-**

8.00 Advances, Deposits & Prepayments: Tk. 26,339,128

The above balance is made up as follows:

Particulars	Note	30-06-2019	30-06-2018
Titas Gas		1,868,000	1,868,000
Electricity		278,920	278,920
Security deposit		7,849,920	41,052,697
Sundry Advances	8.01	4,004,963	5,407,727
Advance Income Tax	8.02	12,337,325	42,823,139
	Total:	**26,339,128**	**91,430,483**

8.01 Sundry Advances: Tk. 4,004,963

The above balance is made up as follows:

Particulars	30-06-2019	30-06-2018
M/S. Gazi Enterprise	17,541	55,418
Advance Salary	917,300	812,500
Md. Shajedur Rahman	1,685,081	1,781,692
M/S. Bright Steel	-	1,842,697
NBL Capital and Equity Management Ltd.	-	100,000
Rupali Investment Ltd.	-	100,000
M/S. SB Communication	750,022	400,000
M/S. Jubair Construction	635,019	315,420
Total:	**4,004,963**	**5,407,727**

8.02 Advance Tax: Tk. 12,337,325

The above balance is made up as follows:

Particulars	30-06-2019	30-06-2018
Opening Balance	42,823,139	26,815,089
Addition during the year - Interest Income	395,688	-
Addition during the year - Export	11,941,637	16,008,050
	55,160,464	**42,823,139**
Less: Adjustment during the year	42,823,139	-
Total:	**12,337,325**	**42,823,139**

9.00 IPO Fund: Tk. 126,023,432

The above balance is made up as follows:

Particulars	30-06-2019	30-06-2018
Cash at Bank -Islami Bank Ltd.-MSND A/C	3,164,673	-
Cash at Bank - SIBL- MND A/C	2,858,759	
Cash at Bank - FDR	120,000,000	
Total:	**126,023,432**	**-**

10.00 Cash and Cash Equivalents: Tk. 15,389,847

The above balance is made up as follows:

Particulars	30-06-2019	30-06-2018
Cash in hand-Factory	1,763,501	1,540,638
Cash in hand-Head Office	1,205,039	1,653,052
Cash at Bank -Islami Bank Ltd.- S/D A/C	3,997,174	2,185,591
Cash at Bank -Islami Bank Ltd.- C/D A/C	1,277,132	70,137
Cash at Bank -Islami Bank Ltd.- F/C A/C	3,434,499	22,998,106
Cash at Bank -Islami Bank Ltd.	3,585,664	
Cash at Bank -Social Islami Bank Ltd.- C/D A/C	126,838	1,247,625
Total:	**15,389,847**	**29,695,149**

The Bank balance are in agreement with respective bank statement balances.

11.00 Share Capital:

	30-06-2019	30-06-2018
11.01 Authorized Share Capital :		
210,000,000 ordinary shares of Taka 10/= each.	**2,100,000,000**	**2,100,000,000**
11.02 Issued, subscribed, called-up and paid-up share capital:		
192,492,000 ordinary shares of Tk 10/= each fully paid-up	1,924,920,000	1,404,100,000
	1,924,920,000	**1,404,100,000**
11.03 Paid-up Share Capital:		
Opening Share Capital	1,404,100,000	1,404,100,000
Issued during the period - Bonus Issue	320,820,000	-
Issued during the period - IPO	200,000,000	-
	1,924,920,000	**1,404,100,000**

The shareholding position of the company are as under:

Name	No. of shares	Percentages %	Amount in Tk
Rezaur Rahman Rajon	12,254,760	6.37%	122,547,600
Faiaz Kader	15,576,600	8.09%	155,766,000
Al-Haj Mustafizur Rahman	9,840	0.01%	98,400
Shirin Faruk	8,340,000	4.33%	83,400,000
Al-Haj Abdul Kader Faruk	8,340,000	4.33%	83,400,000
Total Spinning Mills Ltd.	8,184,000	4.25%	81,840,000
Rajon Textiles Mills Ltd.	7,740,000	4.02%	77,400,000
Lee Jung Kook	42,130,022	21.89%	421,300,220
S.F Textile Industries Ltd.	11,196,778	5.82%	111,967,780
Sadman Textiles Mills Ltd.	8,340,000	4.33%	83,400,000
Better Life Hospital Ltd.	8,340,000	4.33%	83,400,000
Samin Food & Beverage Inds and Textile Mills Ltd.	8,340,000	4.33%	83,400,000
Other shareholders	53,700,000	27.90%	537,000,000
Total	**192,492,000**	**100%**	**1,924,920,000**

11.04 Classification of Shareholders by holdings

Ranges of Shareholdings	30-06-2019	
	No. of Holder	% of Holdings
Less than or equal to 500 Shares	1014	0.10%
501 to 1,000 Shares	889	0.32%
1,001 to 5,000 Shares	676	0.93%
5,001 to 10,000 Shares	212	0.81%
10,001 to 20,000 Shares	95	0.75%
20,001 to 30,000 Shares	39	0.50%
30,001 to 40,000 Shares	13	0.23%
40,001 to 50,000 Shares	12	0.29%
50,001 to 100,000 Shares	25	0.98%
100,001 to 1,000,000 Shares	59	10.53%
Over 1,000,000 Shares	16	84.54%
Total	3050	100%

12.00 Retained Earnings: Tk. 1,597,243,835

The above balance is made up as follows:

Particulars	Notes	30-06-2019	30-06-2018
Opening balance		2,113,291,573	1,925,379,662
Less: Bonus Issue		(320,820,000)	-
Add: Current year Profit		196,577,339	195,074,211
		1,989,048,912	**2,120,453,873**
Less: IPO Expenses	12.01	11,166,456	7,162,300
Less: Fire loss of Investment in Associates		380,638,621	-
Total:		**1,597,243,835**	**2,113,291,573**

12.01 IPO Expenses: 18,328,756

The above balance is made up as follows:

Particulars	Notes	30-06-2019	30-06-2018
Opening balance		7,162,300	-
Add: Current year		11,166,456	7,162,300
Total:		**18,328,756**	**7,162,300**

13.00 Deferred Tax liabilites: Tk. 135,121,121

The above balance is made up as follows:

Particulars		30-06-2019	30-06-2018
Opening balance		126,085,359	118,095,275
Addition during the year	25.02	9,035,762	7,990,084
Total:		**135,121,121**	**126,085,359**

14.00 Trade Payables: Tk. 111,587,165

The above balance is made up as follows:

Particulars	30-06-2019	30-06-2018
Trade payables	111,587,165	107,590,514
Total:	**111,587,165**	**107,590,514**

15.00 Short Term Borrowings: Tk. 3,718,561

The above balance is made up as follows:

Particulars	30-06-2019	30-06-2018
MDB- IBBL	3,718,561	-
Total:	**3,718,561**	**-**

15.01 The Islami Bank Bangladesh Limited sanctioned a composite working capital limit for Tk 65.00 crore to make stock of raw materials, work in process and finished goods in form of:

a) L/C limit for Tk 540.00 million
b) Bai-Murabaha & MPI for Tk 110.00 million

Terms and Conditions :

a) Rate of profit 11 % per annum
b) Validity upto 21.10.2019 but every year renewable.

16.00 Creditors & Accrues : Tk. 8,914,113

The above balance is made up as follows:

Particulars	Notes	30-06-2019	30-06-2018
Gas Bill		3,745,261	3,251,846
Electricity Bill		62,405	57,185
Water Bill		6,418	7,851
Rent		2,000	2,000
Salary & Wages		4,501,247	4,451,294
MD's Remuneration and Fees		50,000	25,000
Sundry Creditors	16.01	236,782	71,442
Audit Fees		310,000	250,000
	Total:	**8,914,113**	**8,116,618**

16.01 Sundry Creditors: Tk. 236,782

The above balance is made up as follows:

Particulars		30-06-2019	30-06-2018
M/S. Technocrate Enterprise		37,058	42,973
M/S Engineering Network Ltd		199,724	-
M/S. Rainbow Printers		-	28,469
Total	**Total:**	**236,782**	**71,442**

17.00 Provision for Income Tax: Tk. 22,873,152

The above balance is made up as follows:

Particulars	Notes	30-06-2019	30-06-2018
Opening Balance		44,147,882	50,754,260
Add:Income Tax charged	25.00	22,700,689	23,393,622
	Total:	66,848,571	74,147,882
Less: Adjustment during the year		43,975,419	30,000,000
		22,873,152	**44,147,882**

18.00 Export: Tk. 2,468,360,191

The above balance is made up as follows:

Particulars	30-06-2019	30-06-2018
Export	2,468,360,191	2,371,524,945
Total:	**2,468,360,191**	**2,371,524,945**

18.01 Particualrs of Import, Export, Production and Stock in Quantity (Lbs) during the year:

Particulars	30-06-2019	30-06-2018
Opening Raw Materials - Yarn	4,060,482	4,197,314
Add: Purchase during the year	19,896,524	16,954,218
Total available	**23,957,006**	**21,151,532**
Less: Input to Production	18,189,278	17,091,050
Closing stock of Raw materials	**5,767,728**	**4,060,482**
Input to Production	18,189,278	17,091,050
Add:Opening WIP	92,527	90,436
	18,281,804	**17,181,486**
Less: Closing WIP	94,000	92,527
	18,187,804	**17,088,959**
Add:Opening Finished goods	1,061,324	854,749
	19,249,128	**17,943,709**
Less:Wastage	209,751	106,857
Finished goods available to Export	**19,039,377**	**17,836,852**
Less:Closing Finished goods	1,187,861	1,061,324
Export Quantity during the year	**17,851,516**	**16,775,528**

19.00 Cost of Export : Tk. 2,214,024,253

The above balance is made up as follows:

Particulars	Notes	30-06-2019	30-06-2018
Raw materials consumed-Yarn	19.01	1,810,346,848	1,756,236,707
Raw materials consumed-Chemicals	19.02	162,122,811	147,629,616
Packing materials consumed	19.03	5,294,879	5,633,663
		1,977,764,538	**1,909,499,986**
Work in process- opening		9,506,397	9,030,626
Work in process- closing		9,357,214	9,506,397
Change in work in process		**149,183**	**(475,771)**
Total consumption		**1,977,913,721**	**1,909,024,215**
Add: Manufacturing Overhead	19.04	114,389,889	107,545,617
Add: Depreciation		134,652,795	141,960,770
Cost of production		**2,226,956,405**	**2,158,530,602**
Finished goods - opening		134,815,588	107,210,538
Finished goods - closing		147,350,216	134,815,588
Change of finished goods stock		**(12,534,628)**	**(27,605,050)**
Cost of free issue		397,524	418,207
Total:		**2,214,024,253**	**2,130,507,345**

19.01 Raw materials consumed-Yarn: Tk. 1,810,346,848

The above balance is made up as follows:

Particulars	30-06-2019	30-06-2018
Opening Stock	417,245,774	419,521,067
Add: Purchase during the year	1,967,152,943	1,753,961,414
Raw materials available for production	2,384,398,717	2,173,482,481
Less: Closing Stock	574,051,869	417,245,774
Total:	**1,810,346,848**	**1,756,236,707**

19.02 Raw materials consumed-Chemicals: Tk. 162,122,811

The above balance is made up as follows:

Particulars	30-06-2019	30-06-2018
Opening Stock	74,202,700	73,905,218
Add: Purchase during the year	168,541,648	147,927,098
Chemicals available for Production	242,744,348	221,832,316
Less: Closing Stock	80,621,537	74,202,700
Total:	**162,122,811**	**147,629,616**

19.03 Packing materials consumed: Tk. 5,294,879

The above balance is made up as follows:

Particulars	30-06-2019	30-06-2018
Opening Stock	2,051,364	2,405,163
Add: Purchase during the year	5,428,146	5,279,864
Packing materials available for packing	7,479,510	7,685,027
Less: Closing Stock	2,184,631	2,051,364
Total:	**5,294,879**	**5,633,663**

19.04 Manufacturing overhead: Tk.114,389,889

The above balance is made up as follows:

Particulars	Notes	30-06-2019	30-06-2018
Salary & Wages		47,682,405	45,108,643
Fuel, Water & Power		5,240,861	4,765,102
Printing & Stationary		1,096,432	1,031,059
Conveyance		634,107	517,362
Mobile bill		44,108	46,127
Store & Spares Consumed	6.06	6,575,123	6,521,218
Insurance		1,350,846	1,274,186
Gas Bill		43,972,101	39,671,540
C & F Expenses		5,365,081	6,142,105
Rent, Rates and Taxes		93,642	75,418
Repairs & Maintenance	19.04.A	2,236,635	2,296,446
Other Overhead		98,548	96,411
Total:		**114,389,889**	**107,545,617**

19.04.A Repairs & Maintenance: Tk. 2,236,635

The above balance is made up as follows:

Particulars	30-06-2019	30-06-2018
Plant and Machinery	1,524,942	1,425,163
Building	632,051	817,641
Others	79,642	53,642
Total:	**2,236,635**	**2,296,446**

20.00 Operating Expenses: Tk. 35,075,309

The above balance is made up as follows:

Particulars	Notes	30-06-2019	30-06-2018
Warehouse, Distribution & Selling Exp.	20.01	14,631,667	14,039,931
Administrative Expenses	20.02	20,443,642	18,920,111
Total:		**35,075,309**	**32,960,042**

20.01 Warehouse, Distribution & Selling Exp.: Tk. 14,631,667

The above balance is made up as follows:

Particulars	30-06-2019	30-06-2018
Advertising Expenses	10,763	12,600
Salary & Welfare	6,505,278	6,351,428
Transportation and Handling Expenses	3,875,416	3,540,669
Repair and Maintenance	342,109	311,573

Rent		34,500	25,200
Electricity, Fuel & Water		78,692	56,847
Sales promotion Expenses		508,469	306,421
Traveling Expenses		1,482,517	1,593,712
Entertainment Expenses		539,061	480,316
Miscellaneous Expenses		94,736	75,418
Sample,Test & Analysis		271,964	350,274
Cost of free issue		397,524	418,207
Depreciation		490,638	517,266
	Total:	**14,631,667**	**14,039,931**

20.02 Administrative Expenses: Tk. 20,443,642

The above balance is made up as follows:

Salary & Welfare	7,652,408	7,182,436
MD's Remuneration	450,000	300,000
Postage & Telecommunication	341,052	335,418
Traveling, Haultage & passage	3,140,849	2,715,240
Repair & Maintenance	723,518	771,563
Vehicle Expenses	594,125	512,046
Electricity, Fuel & Water	912,416	835,416
Printing and Stationery	655,240	632,054
Rent, Rates and Taxes	3,405,163	3,105,249
Subscription & Donation	201,539	181,120
Entertainment	297,541	273,526
Legal & Professional Charge	274,153	312,547
Audit fees	435,000	360,000
Miscellaneous Expenses	109,854	105,694
Newspaper & periodical	71,563	80,648
Board Meeting attendance Fees	34,400	10,200
Depreciation	1,144,821	1,206,954
Total:	**20,443,642**	**18,920,111**

21.00 Financial Expenses: Tk. 716,528

The above balance is made up as follows:

Particulars	**Note**	**30-06-2019**	**30-06-2018**
Interest on Loan	21.01	716,528	661,945
Total:		**716,528**	**661,945**

21.01 Interest on loan: Tk. 716,528

The above balance is made up as follows:

Particulars	**30-06-2019**	**30-06-2018**
Interest on MDB Loan	351,420	
Interest on IBP Loan	129,428	
Interest on Murabaha TR	235,680	661,945
Total:	**716,528**	**661,945**

22.00 Foreign Exchange gain or loss: Tk.531,761

The above balance is made up as follows:

Particulars	**30-06-2019**	**30-06-2018**
Foreign Exchange gain or Loss - Realized	516,824	167,995
Foreign Exchange gain or Loss - Unrealized	14,937	11,756
Total:	**531,761**	**179,751**

23.00 Other non-operating income: Tk. 4,641,099

The above balance is made up as follows:

Particulars	**30-06-2019**	**30-06-2018**
Sale of Wastage	684,215	706,861
Interest Income	3,956,884	-
Total:	**4,641,099**	**706,861**

24.00 Share of Profit of Associate : Tk. 4,596,829

The above balance is made up as follows:

Particulars		30-06-2019	30-06-2018
Share of Associate Profit during the year	24.01	4,596,829	18,175,692
	Total:	**4,596,829**	**18,175,692**

24.01 Share of Associate Profit during the period: Tk. 4,596,829

The above balance is made up as follows:

Particulars	Notes	30-06-2019	30-06-2018
Associate Profit during the period		52,167,197	206,267,154
Total No.of Share of Associate		392,544,834	356,858,940
No. of Share of Associate held by the Company		34,589,966	31,445,424
Percentage of holding in Asssociate Company		8.8117%	8.8117%
Share of Associate Profit during the period		**4,596,829**	**18,175,692**

25.00 Income Tax Expenses during the year: Tk. 31,736,451

The above balance is made up as follows:

Particulars	Notes	30-06-2019	30-06-2018
Current Tax on operating Income	25.01	21,076,304.00	23,146,221
Current Tax on other Income		1,624,385.00	247,401
Deferred Tax	25.02	9,035,762.00	7,990,084
	Total:	**31,736,451**	**31,383,706**

25.01 Current Tax on operating Income : Tk. 21,076,304

The above balance is made up as follows:

Particulars	30-06-2019	30-06-2018
Profit before tax	228,313,790	226,457,917
Less: IPO Expenses	(11,166,456)	(7,162,300)
Less: Other non-operating income	(4,641,099)	(706,861)
Less: Share of Profit/Loss of associate	(4,596,829)	(18,175,692)
Add: Depreciation on Accounting base	136,288,254	143,684,990
Less: Depreciation on Tax base	(203,688,969)	(189,789,917)
	140,508,691	**154,308,137**
Applicable Tax Rate	**15%**	**15%**
Current tax on operating Income	**21,076,304**	**23,146,221**

25.02 Deferred Tax during the year: Tk. 9,035,762

The above balance is made up as follows:

Particulars	30-06-2019	30-06-2018
Carrying amount as Accounting base:		
Property, Plant & Equipment	1,855,513,740	1,741,668,463
Carrying amount as Tax base:		
Property, Plant & Equipment	954,706,261	908,261,700
Difference	900,807,479	833,406,763
Add: IPO Expenses during the year	11,166,456	7,162,300
	911,973,935	840,569,063
Applicable Tax Rate	**15%**	**15%**
Deferred Tax liabilities at the end of year	135,121,122	126,085,359
Opening balance	126,085,359	118,095,275
Deferred tax expenses/(income) for the year	**9,035,762**	**7,990,084**

26.00 IPO Expenses: Tk. 11,166,456

The above balance is made up as follows:

Particulars	30-06-2019	30-06-2018
Prospectus submission - DSE & CSE	-	100,000
Application fees - SEC	-	50,000
Consent fees - SEC	-	800,000

Annual fees- DSE & CSE	-	1,200,000
Listing fees - DSE & CSE	-	5,012,300
Issue Management fees	2,300,000	-
Audit fees	135,000	-
Data Transmission fees	400,000	-
Underwritting fees	402,500	-
CDBL fees	849,116	-
Printing, Publication and Distribution	7,079,840	-
Total:	**11,166,456**	**7,162,300**

27.00 Reconcilation of cash generated by operations

The above balance is made up as follows:

Particulars	**30-06-2019**	**30-06-2018**
Profit before Income tax	228,313,790	226,457,917
Add: Depreciation charged	136,288,254	143,684,990
Add: Financial Expenses	716,528	661,945
Less: Share of Profit/Loss of associate	(4,596,829)	(18,175,692)
Add(Less): Increase or decrease in inventory	(175,850,931)	(25,622,203)
Add(Less): Increase or decrease in trade receivable (foreign exchange gain or loss adjusted)	(40,764,810)	(84,660,696)
Add(Less): Increase or decrease in trade payable (foreign exchange gain or loss adjusted)	3,996,651	18,820,804
Add(Less): Increase or decrease in advance, deposit and pre payments	34,605,541	(38,205,397)
Add(Less): Increase or decrease in Foreign Exchange gain or loss - FC Account	(14,937)	(11,756)
Add(Less): Increase or decrease in creditors and accrues	797,495	(434,890)
	183,490,752	**222,515,022**

28.00 Earnings Per Share (Basic EPS) : Tk. 1.07

The above balance is made up as follows:

Particulars	**30-06-2019**	**30-06-2018**
Earnings from operating Income		
a) Net Profit after Tax excluding Extraordinary Income	196,324,590	177,145,920
b) Weighted average number of shares outstanding (Note-28.01)	190,300,219	140,410,000
Earnings per share (EPS) from core business(a/b)	**1.03**	**1.26**
Earnings from Extraordinary Income		
a) Extraordinary Income - Other Income	3,016,714	459,460
b) Weighted average number of shares outstanding	190,300,219	140,410,000
Earnings per share from Extraordinary Income (a/b)	**0.0159**	**0.0033**
c) Extraordinary Income - Investment in Associate	4,596,829	18,175,692
d) Weighted average number of shares outstanding	190,300,219	140,410,000
Earnings per share from Extraordinary Income (a/b)	**0.0242**	**0.1294**
Earnings per share	**1.07**	**1.39**
Basic earnings per share (Adjusted)	1.07	1.39

28.01 Weighted average No. of Shares outstanding

The above balance is made up as follows:

Particulars	**30-06-2019**
Opening Share	140,410,000
Issued during the year - Bonus Issue	32,082,000
Issued during the year - IPO (20,000,000 X 325/365)	17,808,219
Weighted average No. of Shares outstanding	**190,300,219**

29.00 Net Asset Value per Share (NAV) : Tk. 18.30

The above balance is made up as follows:

Particulars		30-06-2019	30-06-2018
Net Asset Value		3,522,163,835	3,517,391,573
No. of Shares Outstanding		192,492,000	140,410,000
Net Asset Value per Share (NAV)	**Total:**	**18.30**	**25.05**

30.00 Net Operating Cash Flows per Share : Tk. 0.88

The above balance is made up as follows:

Particulars		30-06-2019	30-06-2018
Net Operating Cash Flows		170,001,147	176,506,972
No. of Shares Outstanding		192,492,000	140,410,000
Net Operating Cash Flows per Share	**Total:**	**0.88**	**1.26**

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

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

Quantity wise schedules of sales, raw material consumed and opening and closing stock of finished goods relating to the financial statements for the year ended June 30, 2019 are given below:

i) Sales

Particulars	01-07-2018 to 30-06-2019	01-07-2017 to 30-06-2018
Amount in Taka	2,468,360,191	2,371,524,945
Quantity in Lbs	17,851,516	16,775,528

ii) Raw Materials - Yarn Consumed in Quantities (Lbs):

	01-07-2018 to 30-06-2019	01-07-2017 to 30-06-2018
Opening Stock	4,060,482	4,197,314
Purchase	19,896,524	16,954,218
Total available	23,957,006	21,151,532
Less: Closing Stock	5,767,728	4,060,482
Raw Materials - consumed	**18,189,278**	**17,091,050**

iii) Particulars in respect of Opening Stock and Closing Stock of Inventories

Particulars	Opening Stock		Closing Stock	
	Quantity	Amount in Tk.	Quantity	Amount in Tk.
Raw Materials -Yarn	4,028,677 Lbs	417,245,774	5,767,728 Lbs	574,051,869
Raw Materials -Chemicals	606,863 Kg	74,202,700	619,754 Kg	80,621,537
Work in Process	92,698 Lbs	9,506,397	94,000 Lbs	9,357,214
Finished goods	1,062,019 Lbs	134,815,588	1,187,861 Lbs	147,350,216

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

Employee Position (as on June 30, 2019)

Salary Range	Officer & Staff		Worker	Total Employee
	Factory	Head Office		
Below 5300	11	2	115	128
Above 5300	37	48	459	544
Total	**48**	**50**	**574**	**672**

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

Payment to directors within the year ended 30.06.2019

Directors Remuneration & Fees : Tk. 484,400

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

Name of Board of Directors	Designation	Director Remuneration	No. of Meeting attending	Fees	Amount in Taka
Mr. Faiaz Kader	Chairman	-	10	7,200	7,200
Mr.Rezaur Rahman Rajon	Director	-	8	5,900	5,900
Mr. Golam Azam Chowdhury (Representive of Rajon Textile Mills Ltd	Managing Director	450,000	10	7,200	457,200
Mr. Abul Khair Manik (Representive of Total Spinning Mills Ltd	Director	-	9	6,900	6,900
Mr. Syed Md. Tajon Islam	Independent Director	-	10	7,200	7,200
Total		**450,000**		**34,400**	**484,400**

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

Details of Capacity as given below:

Particulars	Attainable Capacity in Lbs	Actual Production in Lbs	Percentage of Capacity Utilization
Annual Production of Acrylic & Cotton Yarn Dyeing in Lbs	19,840,000	17,978,053	90.62%
Total	**19,840,000**	**17,978,053**	**90.62%**

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

32.A During the year ended June 30 , 2019 total value of import in respect of raw material, spare parts calculated on CIF basis are given as below:

Particulars	Amount (Tk.)
Raw Materials - yarn	1,967,152,943
Raw Materials - Chemical	168,541,648

32.B The company has not incurred any expenditure in foreign currencies during the period of 01 July, 2018 to 30 June, 2019 on account of royalty, know-how, professional fees, consultancy fees, interest and other matters.

32.C Value of both imported and indigenous raw materials, spare parts and components consumed and the percentage of each to the total consumption during the period of 01 July, 2018 to June 30, 2019 are given as below:

Particulars	Total Comsumption	Imported Taka.	(%)	Local Taka.	(%)
Raw Materials - Yarn	1,810,346,848	1,810,346,848	100%	-	0.00%
Raw Materials - Chemical	162,122,811	162,122,811	100%	-	0.00%
Packing Materials	5,294,879	-	0%	5,294,879	100.00%
Store Items	6,575,123	-	0%	6,575,123	100.00%
Total	1,984,339,661	1,972,469,659		11,870,002	

32.D The company has not remitted any amount during the period of 01 July, 2018 to June 30, 2019 in foreign currencies on account of dividend for non-resident shareholders.

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

i) Total Export for the period ended 30 June 2019 is US$ 29,649,972.26 which equivalent to BDT. 2,468,360,191
ii) No royalty, know-how, professional and consultancy fees were received.
iii) No interest and dividend received.
iv) No other income received.

33.00 Capital Expenditure Commitment:

The Company has no capital expenditure commitment at the reporting date.

34.00 Directors' interest in contracts with the company :

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

M. L. DYEING LIMITED

SCHEDULE OF FIXED ASSETS

AS AT JUNE 30, 2019

Annexure-A

Particulars	Cost			Rate of Dep. / Amortization (%)	Depreciation			Written Down Value as at 30-06-2019	Written Down Value as at 30-06-2018
	Balance as on 1st July 2018	Addition during the year	Balance as on 30th June 2019		Balance as on 1st July 2018	Charge during the year	Balance as on 30th June 2019		
Land & Land Development	31,901,605		31,901,605	0.00%	-		-	31,901,605	31,901,605
Factory Building	573,533,516	194,268,703	767,802,219	2.5%	90,255,738	12,486,671	102,742,409	665,059,810	483,277,778
Plant & Machinery	1,940,739,382	52,343,104	1,993,082,486	10%	906,460,477	103,864,083	1,010,324,560	982,757,926	1,034,278,905
Power Generator Set	135,276,849	-	135,276,849	10%	75,644,623	5,963,223	81,607,846	53,669,003	59,632,226
Electrical Installation	62,250,544	421,051	62,671,595	10%	24,244,158	3,814,674	28,058,832	34,612,763	38,006,386
Boiler	59,486,248	-	59,486,248	10%	31,069,807	2,841,642	33,911,449	25,574,799	28,416,441
Compresser	22,693,441	-	22,693,441	10%	9,791,904	1,290,154	11,082,058	11,611,383	12,901,537
Fork lift	5,521,489	-	5,521,489	10%	3,263,511	225,798	3,489,309	2,032,180	2,257,978
ETP Plant	59,910,521	805,196	60,715,717	10%	23,086,461	3,709,246	26,795,707	33,920,010	36,824,060
Gas Installation	7,372,265	-	7,372,265	10%	3,886,908	348,536	4,235,444	3,136,821	3,485,357
Air Condition Installation	7,443,460	-	7,443,460	10%	4,242,143	320,132	4,562,275	2,881,185	3,201,317
Telephone Installation	703,072	-	703,072	20%	235,622	93,490	329,112	373,960	467,450
Office Equipment	3,715,899	830,924	4,546,823	10%	1,770,124	243,048	2,013,172	2,533,651	1,945,775
Furniture & Fixture	6,244,083	1,464,553	7,708,636	20%	2,148,765	892,291	3,041,056	4,667,580	4,095,318
Motor Car	7,498,000	-	7,498,000	20%	6,521,670	195,266	6,716,936	781,064	976,330
Total	2,924,290,374	250,133,531	3,174,423,905		1,182,621,911	136,288,254	1,318,910,165	1,855,513,740	1,741,668,463

Allocation of depreciation		
Manufacturing Expenses	98.80%	134,652,795
Administrative Expenses	0.84%	1,144,821
Selling & Distribution Expenses	0.36%	490,638
	100%	**136,288,254**

M.L. Dyeing Limited

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

PROXY FORM

I/We..... of

.....being a shareholder of M.L. Dyeing Limited and entitled to vote hereby appoint Mr./Ms ..... as my/our proxy to attend and vote for me/us on my/our behalf at the 8th Extra-Ordinary General Meeting of the Company to be held on Thursday, the 19th December, 2019 at 11.30 a.m. at Tepantor Hotel & Resort, Square Master Bari, Jamirdia, Bhaluka, Mymensingh and at any adjournment thereof.

As witness my/our hand this .....day of.....2019.

(Signature of the Shareholder)

(Signature of Proxy)

Affix Twenty Taka Revenue Stamp

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

NO. of Shares held .....Dated .....

Note :

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

M.L. Dyeing Limited
Corporate Office: House # 11 (Floor: 6-A)
Road # 12, Block # F, Niketon,
Gulshan-1, Dhaka-1212

SEAL

ATTENDANCE SLIP

I/We hereby record my/our attendance at the 8th Extra-ordinary General Meeting of the company being held on 19th December, 2019 at 11.30 a.m. at Tepantor Hotel & Resort, Square Master Bari, Jamirdia, Bhaluka, Mymensingh.

Name of Shareholder/Proxy .....

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

NO. of Shares held .....

(Signature of Proxy)

(Signature of the Shareholder)

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

M.L. Dyeing Limited

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

PROXY FORM

I/We..... of

.....being a shareholder of M.L. Dyeing Limited and entitled to vote hereby appoint Mr./Ms ..... as my/our proxy to attend and vote for me/us on my/our behalf at the 18th Annual General Meeting of the Company to be held on Thursday, the 19th December, 2019 at 12.00 p.m. at Tepantor Hotel & Resort, Square Master Bari, Jamirdia, Bhaluka, Mymensingh and at any adjournment thereof.

As witness my/our hand this .....day of.....2019.

Affix Twenty Taka Revenue Stamp

(Signature of the Shareholder) (Signature of Proxy)

Folio No./BO ID No.

NO. of Shares held .....Dated .....

Note :

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

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M.L. Dyeing Limited

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

SEAL

ATTENDANCE SLIP

I/We hereby record my/our attendance at the 18th Annual General Meeting of the company being held on 19th December, 2019 at 12.00 p.m. at Tepantor Hotel & Resort, Square Master Bari, Jamirdia, Bhaluka, Mymensingh.

Name of Shareholder/Proxy .....

Folio No./BO ID No.

NO. of Shares held .....

(Signature of Proxy) (Signature of the Shareholder)

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





M.L. DYEING LIMITED

(Quality House of Sweater Yarn Dyeing)

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

FACTORY : Vill: Zamirdia, 10 Hobirbari, P.S: Bhaluka, Dist: Mymensingh

SB Communication
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