

ANNUAL REPORT 2021



NORTHERN TOSRIFA
GROUP

The Potentialisers

TOSRIFA INDUSTRIES LIMITED

Our Achievements





WHO WE ARE

Tosrifa Industries Limited (TIL) is being a part of an industry that employs around four million people in our country, is aware of the responsibility and honor that comes with the “**Made in Bangladesh**” label. Through its social and environmental business practices, TIL invests in that promise every day. It has been entrusted by the global readymade garments retailers as one of the premier providers of the quality products throughout the last three decades.

These stories comprise of the employees associated with this Company - their dedication and hard work behind every task they accomplished; reminiscences of their achievements and even the slightest bit of fulfillment they gained while working with Tosrifa Industries Limited.

Along with it, it contains stories of all those stakeholders, suppliers, clients and most importantly the customers who have believed in the unconditional efforts. TIL has put forth in their commitments, for the last 54 years. Through the course of time, the Company has grown from a modest knit apparel items manufacturing unit to a hub of 100% export-oriented companies, ensuring excellence in both quality and delivery at every stride.

On the other hand, TIL trusts in the significance of every stitch that interweaves the stories of its maker within every loop.

TIL strives to uphold the pride of every individual who makes TIL a success.

“WE VALUE OUR SHAREHOLDERS”

TOSRIFA INDUSTRIES LIMITED

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Letter of Transmittal

The Respected Shareholders,
Bangladesh Securities and Exchange Commission,
Dhaka Stock Exchange Limited,
Chittagong Stock Exchange Limited, and
Registrar of Joint Stock Companies and Firms (RJSC),

Disclosure of Annual Report for the year ended 30 June 2021.

Dear Sir (s),

Enclosed please find a copy of the Annual Report together with the Audited Financial Statements including Statement of Financial Position and Statement of Comprehensive Income, Statements of Cash Flows for the year ended June 30, 2021 along with the notes and the Directors report thereon of Tosrifa Industries Limited for your kind information and record.

Thank you,

Yours sincerely,



Hayder Ali

Company Secretary

N.B: Annual Report 2020-21 is also available in the Company's website at www.til.com.bd



TOSRIFA INDUSTRIES LIMITED

Corporate Office : 4/2A, Plot-49 & 57, Mouja: 135, Gopalpur,
Munnu Nagor, Tongi, Gazipur, Bangladesh

Notice of The 19th Annual General Meeting

Notice is hereby given that the 19th Annual General Meeting of TOSRIFA Industries Limited will be held on 23 December 2021 at 4:00 p.m. The AGM will be held virtually by using digital platform through the link <https://tosrifa.bdvirtualagm.com> to transact following agenda:

- To receive, consider & adopt the Directors' Report to the Shareholders, Auditors Report and Audited Financial Statements for the year ended on June 30, 2021.
- To approve Dividend as recommended by the Board of Directors for the year ended on 30 June 2021.
- To retire, elect and appoint Directors.
- To appoint Statutory Auditor of the Company for the Financial Year 2021-22 and fix-up their remuneration.
- To appoint the Corporate Governance Compliance Auditor for the Financial Year 2021-22 and fix-up their remuneration.
- To appoint Independent Director of the Company.

By Order of the Board,

Date: 2 December 2021

Tongi, Gazipur

Hayder Ali

Company Secretary

Notes:

- a) The Shareholders whose names will appear in the Share Register of the Company or Depository Register (CDBL) on the "Record Date" was on Monday, November 22, 2021 respectively are eligible to attend /participate and vote in the Annual general Meeting (AGM) and entitled to the dividend.
- b) A member entitled to attend and vote in the Annual General Meeting, may appoint a proxy to attend and vote in his/her stead. The proxy Form must be affixed with therevenue stamp of Tk. 20.00 and be sent through email to Company's Registered Office at sohel.rana@ntg.com.bd at least 72 hours before the scheduled time of the meeting.
- c) Pursuant to the BSEC Notification No. BSEC/CMRRCD/2006-158/208/Admin /81 dated June 20, 2018, a soft copy of the Annual Report 2021 will be sent to the Shareholder's respective email addresses as available with us. The Annual Report 2020-21 will also be available in the Company's website at [http:// til.com.bd](http://til.com.bd)
- d) Pursuant to the Bangladesh Securities and Exchange Commission's Order No. SEC/SRMIC/94-231/91 dated March 31, 2021, the AGM will be held virtually (using digital platform), which will be conducted via live webcast.
- e) The Members will be able to submit their questions/comments through virtual link/e-mail (sohel.rana@ntg.com.bd) 24 hours before commencement of the AGM and during the AGM. For logging in to the system, the Members need to put their 16-digit Beneficiary Owner (BO) ID/Folio number and other credentials as proof of their identity by visiting the link <https://tosrifa.bdvirtualagm.com>
- f) In compliance with the Bangladesh Securities and Exchange Commission's Circular No. SEC/CMRRCD/2009-193/154 dated October 24, 2013, Dhaka Stock Exchanges listing regulations 2015 and Chittagong Stock Exchanges listing regulations 2015, "No Gift/Gift Coupon/ Food box shall be distributed at the ensuing 19th AGM.

VIRTUAL AGM ATTENDANCE PROCEDURE

Tosrifa Industries Limited convened its 19th AGM virtually through digital platform on Thursday, December 23, 2021 at 4.00 p.m. in compliance with BSEC's Order No. SEC/SRMIC/94-231/25 dated 8 July 2020; BSEC/CMRRCD/2009-193/08 dated 10 March, 2021 and SEC/SRMIC/94-231/91 dated March 31, 2021 respectively.

Date: Thursday, December 23, 2021

Time 4.00 PM, Dhaka

Live Webcast: <https://tosrifa.bdvirtualagm.com>

LOGIN PROCEDURE:

Shareholders/ Members are requested to attend /participate in the Company's 19th AGM by considering following procedures:

Step-1: Please confirm whether you are a shareholder/member of Tosrifa Industries Limited as on 'Record Date' i.e. Monday, November 22, 2021.

Step-2: Please visit link: <https://tosrifa.bdvirtualagm.com> from your Desktop/Laptop/Smartphone.

Step-3: Please click on the link and put your 16-digit BO-ID/Folio number and other credential as proof of your identity to login in the system

SECTION OF THE AGM WEBSITE

Live Streaming	This section will show the webcast of the virtual AGM by using digital platform.
Register of Questions or Comments Download	This section will record your questions/comments before commencement of the AGM and during the AGM, additional to send queries and comments directly to sohel.rana@ntg.com.bd or in writing. Tosrifa Industries Limited will try to answer all relevant questions during the live Q & A series of the AGM, but reserves the right to edit and /or reject questions if it deems irrelevant or inappropriate. This section will allow you to download "Annual Report 2020-21" and related Notices & Forms in PDF Format
Attendance with Shareholding	This section will show the total attendance of present shareholders and shareholdings at their possession.
Agenda List	This section will show agenda for the meeting with options for proposing, seconding, agreeing or disagreeing of individual agenda.

Technical Guidance: If you face any difficulties to login process to participate in the virtual AGM through the link <https://tosrifa.bdvirtualagm.com> please call before or during the AGM to +8801847124090 or visit www.til.com.bd



Founder

OF NORTHERN TOSRIFA GROUP

Shafiuddin Ahmed

The Path Finder



Founder

Chairperson

OF TOSRIFA INDUSTRIES LIMITED

Tosrifa Ahmed

Our Inspiration

COMPANY INFORMATION

REGISTERED NAME OF THE COMPANY: TOSRIFA INDUSTRIES LIMITED

Legal Form	: A Private Limited Company incorporated in Bangladesh on August 27, 2002 under the Companies Act, 1994 and converted into Public Limited Company on August 18, 2011. The Company was listed with Dhaka Stock Exchange Limited & Chittagong Stock Exchange Limited on June 08, 2015 & May 21, 2015 respectively.
Company Registration No	: C-46888 (3367)/02
Tax Identification No	: 362004137847
VAT Registration No	: 18031004099
Registered Office	: 4/2A, Plot-49 & 57, Mouja-135, Gopalpur, Munnu Nagor, Tongi, Gazipur, Bangladesh
Corporate Office	: 4/2A, Plot-49 & 57, Mouja-135, Gopalpur, Munnu Nagor, Tongi, Gazipur, Bangladesh
Telephone	: +88-02-9817461-63
Fax	: +88-02-98117743
Factory Address	: Unit-1: 4/2A, Plot-49 & 57, Mouja-135, Gopalpur, Munnu Nagor, Tongi, Gazipur, Bangladesh Unit-2: Holding No. 121/1, Block-H, Beraiderchala, Sreepur, Gazipur, Bangladesh
Web Address E-mail	: www.til.com.bd
Address	: info@til.com.bd, sohel.rana@ntg.com.bd
Authorized Capital	: BDT 1,000.00 Million
Paid up Capital	: BDT 663.27 Million
Nature of Business	: Manufacturing & Marketing High Quality RMG-Knitwear Products
Statutory Auditor	: M/S Shiraz Khan Basak & Co., Chartered Accountants
Compliance Auditor	: M/S Podder & Associates, Cost & Management Accountants
Membership	: Bangladesh Garment Manufacturers & Exporters Association Bangladesh Association of Publicly Listed Company
Tax Consultant	: Dr. Kamal Hossain & Associates
Financial Partners	: The City Bank Ltd. Standard Chartered Bank IDLC Finance Ltd. IDCOL, Infrastructure Development Company Ltd.
Lead Insurer	: Desh General Insurance Company Ltd.
Credit Rating Agency	: CRISL, Credit Rating Information and Services Ltd. Rated: Long Term "A+" & Short Term "ST-3"

VISION

We are focused to be the most preferred name to our stakeholders, customers, employees, suppliers, society and customers through providing quality knit garment and attaining sustainable development by competitive pricing, incorporating new ideas & designs and providing on -time delivery performance through efficient manner.

MISSION

EXCEED our customers' expectations delivering right products in right time with excel quality and customer service.

EMPOWER our Human Resource turning them into our Best Asset.

CONTRIBUTE to the enhancement of our Society and Environment.

MAXIMIZE shareholder's value.

ECO-FRIENDLY environment to achieve industry dominance.

CORE VALUES

- Highest Compliance Standard
- Continuous Improvement
- Customer Focus
- Transparent Business
- Professional Ethics.
- Comply with Regulatory Guidelines.
- Team Work



BUSINESS ETHICS

- Buyers satisfaction
- Creating goodwill
- Survival and growth of business
- Building strong relationship with Stakeholders
- Healthy Competition
- Stop business malpractices
- Health & Safety working environment
- Minimizing natural and environmental damage
- Data Protection
- Corporate Social Responsibility
- Whistleblower Protection
- Maintain Corporate Transparency
- Employee Compensation determination at Fair wages

STRATEGIC OBJECTIVES

- To give emphasis on continuous development endeavors and value addition to become a leading Knit Garment producer and remarkable contribution to GDP.
- To protect Shareholders interest as well as maximize the wealth of the organization.
- To maintain the ethical standard in all its functions.
- To follow buyers guideline/requirement from procurement to finished goods.
- Matching onward for sustainable growth and continuous improvements.
- To ensure customers/buyers satisfaction.
- To ensure welfare oriented health services.
- To establish a set of managerial succession and adopting technological changes to ensure successful development of the Company.
- To invest in the thrust and priority sectors of the economy.
- To pay more importance in human resources as well as financial capital.
- To ensure lucrative career path, attractive facilities and excellent working environment.
- To ensure zero tolerance in compliance of regulatory issues.
- To train and develop human resources continuously and provide adequate logistics to satisfy customers need.
- To motivate team members taking part in the job with sense of belongingness.
- To practice good governance in every sphere of activities covering full disclosures and reporting to shareholders.

HISTORY AND MILESTONES

Nature of Business: Manufacturing and Marketing RMG Products

Status Public Limited Company

Memorandum and Articles of Association signed by the Sponsors 24 August 2002

Certificate of Incorporation as private Ltd. Company 27 August 2002

Commercial Production Started 1 January 2005

Converted into Public Ltd. Company 18 August 2010

Applied for IPO 16 April 2013

Consent Letter Received from BSEC 23 February 2015

Prospectus Publication 26 February 2015

Subscription Opened on Initial Public Offerings (IPO) 24 March 2015

Subscription closed 31 March 2015

Subscription Period of NRB March 24, 2015 to April 09, 2015

IPO Lottery 27 April 2015

Listing Application 2 March 2015

Listing Approval 4 June 2015

Listed in DSE 8 June 2015

Listed in CSE 21 May 2015

Trading Started 17 June 2015

Authorized Capital Tk.1, 000,000,000.00

Paid Up Capital Tk. 663,269,460.00

Market Category "B"

Electronic Share "Y"

Offer Price per Share Tk.26

Issue Managers IDLC Investments Ltd.

No.of Securities (Shares) 66,326,946

First Dividend Declared (After IPO) 21 September 2015 in the 13th

AGM ISO -9001:2015 (QM) Certification (ISO) Oekotex Certificate

Certificate of Compliance (GOTS) 5.0

LEED 2009 Certificate Platinum Category for green factory building

Obtained Certification of Membership from BAPLC Registered as

Depository Participant of CDBL

CODE OF CONDUCT AND ETHICAL PRINCIPLES

Tosrifa Industries Ltd (TIL) believes that its efforts to become a leading RMG manufacturer in the private sector can only be achieved and sustained by creating effective corporate governance, including professionalism among its staff and strictly adhering to rules and regulations. We believe that our aims and objectives can only be realized fully and sustained over time by adherence to ethics that cannot always be built into sets of rules and regulations. This belief in ethics motivates the Company in its dealings with those with whom it interacts.

Purpose

The purpose of our Code is to set out the values and standards which guide the way we do business. Our business brings with it obligations to comply with the law, adhere to our own policies and principles, exercise good stewardship of our assets and the environment, and behave safely and ethically at all times.

A) We adhere to the following Principles in Dealing with Buyers & Suppliers

- Follow strict ethical company practices.
- Provide fair treatment to all buyers, suppliers without any discrimination.
- Deal quickly with complaints received from the buyers. We endeavor continuously to build relationship of trust and understanding with our buyers.
- Listen to our buyers and suppliers suggestions for improvement of product and services
- Keep relation with buyers on regular basis.
- Discourage any sort of privilege or gift from suppliers.

B) We believe in the following Principles in Dealing with Shareholders

- Adequate disclosure of corporate information and operational result to help them take suitable investment decisions/options.
- Stable Dividend Policy.
- Equal treatment to all shareholders irrespective of their individual size of shareholding.
- Effective Risk Management.
- Maintenance of fairness and accuracy of financial reporting and records.
- Restrictions on insider trading.

C) We abide by the following Principles in Dealing with our Regulators

- We are transparent in operations and governance.
- We have a culture of timely compliance of regulatory requirements.
- We take their suggestions with utmost importance and implement those for improvement of our corporate governance standard .
- We safeguard information and do not misuse it.

D) We confirm to the following Principles in respect of our Employees

- We do not discriminations on grounds of religion, sex or race at any stage. We recruit the best on the basis of merit under a rigorous recruitment policy without any biasness or favoritism to anybody.
- We pay competitive compensation package to the really deserving employees.
- We care for our employees and create an environment to work together with dignity.
- We have clearly defined duties and responsibilities for each employee.
- We have a zero tolerance for any act of dishonesty.
- We provide a congenial work environment.
- We take of their health and safety.
- Our employees avoid conflict of interest.
- Our employees obey code of conduct.
- Professionalism, honesty, integrity and high moral and ethical standards are the belief of our employees.

E) We uphold the undernoted Principles in respect of Society

- We believe that the Company gets business sustenance from the community in which it operates and, therefore, it remains responsive to the community and the society in reciprocity.
- We discourage financing projects that are not environment friendly.
- We provide material support for protection of environment.
- We give aid to the poor, helpless and natural calamity hit people.
- We support charitable ventures.

F) We devote the following Principles in respect of National Interest

- We protect national interests.
- We refrain from prohibited business.
- We promote causes for national development.
- We support nation –building efforts from our position.

MANAGEMENT APPARATUS

BOARD OF DIRECTORS

Rafiq Hassan	: Chairman
Mohim Hassan	: Managing Director
Naim Hassan	: Director
Lyra Rizwana Quader	: Director
Anjuman Ara Begum	: Director
Hasib Uddin Ahmed	: Nominated Director of Northern Corporation Ltd.
Ariful Islam	: Independent Director
Md. Aminul Islam	: Independent Director

AUDIT COMMITTEE (AC)

Name	Position in the AC	Position in the Board
Ariful Islam	Chairman	Independent Director
Lyra Rizwana Quader	Member	Director
Anjuman Ara Begum	Member	Director
Hayder Ali	Secretary	Company Secretary

NOMINATION AND REMUNERATION COMMITTEE

Name	Position in the AC	Position in the Board
Ariful Islam	Chairman	Independent Director
Lyra Rizwana Quader	Member	Director
Anjuman Ara Begum	Member	Director
Hayder Ali	Secretary	Company Secretary

Company Secretary : Hayder Ali

MANAGEMENT TEAM

Mohim Hassan	: Managing Director
Naim Hassan	: Director
Abul Hasnat Moh. Quamruzzaman, FCMA	: Chief Financial Officer
Hayder Ali	: Company Secretary
Armanul Azim	: Chief Operating Officer
Md. Habibur Rahman	: Sr. DGM Fabric Division
Md. Khalekuzzaman Khan	: Head of Internal Audit & Compliance
Mohammad Sohel Rana, ACS	: Head of Corporate Affairs

DIRECTORS' PROFILE



Mr. Rafiq Hassan
Chairman

Mr. Rafiq Hassan comes from a noble family in 8 June 1971. He is a Bachelor's degree in Business Administration. He did his graduation from Assumption University, Thailand in 1994.

Mr. Rafiq Hassan has been serving Tosrifa Industries Ltd in different as Director. He served the Company as Finance Director with dedication and integrity. Presently he is serving as the Chairman of the Company.

Mr. Hassan is also Managing Director of Northern Air Ltd., Total Freight Ltd., Director of Hung Tak Northern Garments Ltd., Enviro Pac Ltd., Northern Knit Ltd., Northern Yarn Ltd., Northern Corporation Ltd. and Comfort Wear International Ltd.

Mr. Hassan has 29 years of versatile professional and business expertise.

Mr. Mohim Hassan was born on 13 August 1966 in Dhaka. He did MSS from the University of Dhaka in 1990. He has never stopped educating himself from the different institute both home and abroad. He started his business career in 1987 with Northern Corporation Ltd., and now he is serving as the Chairman of Hung Tak Northern Garments Ltd., and Northern Corporation Ltd.

Mr. Hassan believes in creating a sustainable growth in which the company not only advances in quantity and quality but also creates a process of production which is environmentally beneficial. He believes in growing with our community and ensuring minimal wastage ensuring company sustainability in the long run. As a sign of his commitment to CSR he received the award for CSR activities from BGMEA in 2009. Mr. Hassan has 34 years of versatile professional and business expertise.



Mr. Mohim Hassan
Managing Director



Mr. Naim Hassan
Director

Mr. Naim Hassan was born in a respectable Muslim family of Dhaka in 22 May 1968. He achieved his MSS from University of Dhaka in 1993. Apart from that he has attended many diploma and certificate course on textile technology, international sales and marketing, human resources management and capacity building. After completion of his education he joined as Managing Director of Northern Corporation Ltd. a concern of Northern Tosrifa Group and subsequently by merit and performance he became a successful business man within short time. He has great knowledge about yarn quality and overall production process of RMG. His knowledge and perseverance has got him numerous awards. With over 30 years of experience of textile manufacturing and marketing,.

Mr. Naim Hassan is also serving as Managing Director of Fashion Asia Ltd., Printers & Printers Ltd., Director of Enviro Pac Ltd., Northern Knit Ltd., Hung Tak Northern Corporation Ltd., Northern Yarn Ltd.

He has great passion for the development of Bangladesh and all his business decisions are taken with the development of country and community in mind.

Ms Lyra Rizwana Hassan has been a part of the TIL family since the inception of TIL in 2002. She has since brought her skills and knowledge from her degree in Commerce from Dhaka University and her teaching background. Ms. Hassan adds a culture of nurture and growth to TIL for the last 2 decades and have been actively participating in the company's strategic decisions and corporate relations.



Ms Lyra Rizwana Quader
Director



Ms Anjuman Ara Begum has been serving as a director of TIL since 2002. Over the years she has been an active contributor to the company branding and auditing. Ms. Anjuman Ara Begum also supports the group in various governance issues as TIL aims to always go above and beyond when it comes to good governance and practices.

Ms Anjuman Ara Begum
Director

Mr. Hasibuddin Ahmed aged 69, is the Nominated Director of the Company represented by Northern Corporation Limited. He has completed his Bachelor of Commerce Degree under Rajshahi University in the year 1973. He is the Executive Director of Northern Corporation Ltd. After completion of graduation he stated his family business with his father for few years. He then started his service life from 1981. He worked with several renowned companies like Still re-rolling Mills, Textile industry, RMG Industries and so on. He has attended many certificate courses on at home and abroad on various business development activities like textile technology, international sales and marketing, human resources development etc. He has joined at Northern Corporation Limited on 1987 and he has established himself as a man of sincerity, honesty, laborious and leader with Northern Tosrifa Group. He has a very fine knowledge over raw yarn quality, dyed fabric quality and overall RMG production process. He already proved his commitment into the development and improvement of the Company's business.



Mr. Hasib Uddin Ahmed
Nominated Director



Mr. Ariful Islam
Independent Director

Mr. Ariful Islam was born in a noble muslim family. He took MBA in Finance from IBA, Dhaka University and BSc (Hon's) in Economics from Scottish Church College, Calcutta University, India. Also obtained Advanced Diploma in Management Accounting from the Chartered Institute of Management Accountants, UK.

Mr. Islam has 23 years of International experience across Asia Pacific with British American (BAT) Group. Mr Islam has versatile professional expertise. He was Finance Director of BAT Korea and Taiwan-HK Cluster October 2016 to November 2019, Commercial Finance Controller of BAT, Japan July 2014 to September 2016, Finance Director and Member of the Board of Ceylon Tobacco PLC March 2012 to June 2014, Finance Director and Company Secretary of BAT Fiji, Samona and Tonga cluster July 2007 to March 2010, Marketing Finance Controller of BAT, Vietnam July 2005 to June 2007.

Mr. Md. Aminul Islam was born on 23 December 1966 in Dhaka. He did his Marine Engineering from Bangladesh Marine Academy, result 1st Class in 1990 and Marine Engineer Certificate and Competency Class 1, Singapore in 1996. He was worked with renowned Compliance Company & Group and obtained professional expertise. He is a CEO of a Cluster LLC BD 13 August 2017 to till now, also served at Epyllion Group Chief Operating Officer April 2014 to August 2017, General Manager & Head of Group HR, Administration & CSR July 2008 to April 2014 and DGM & Head of Group HR, Administration & CSR February 2006 to June 2008. He is an expertise of formulated and implemented policies, strategy, procedures and guidelines for earn distinct business goal.



Mr. Md. Aminul Islam
Independent Director

SENIOR MANAGEMENT PROFILE



Abul Hasnat Mohammad Quamruzzaman, FCMA
Chief Financial Officer

Mr. Abul Hasnat Mohammad Quamruzzaman, FCMA was born in Dhaka. He qualified as a Cost Management Accountants from the Institute of Cost and Management Accountants of Bangladesh (ICMAB). He was a Fellow member of ICMAB. Mr. Quamruzzaman has a cumulative experience of 20+ years working for well-renowned companies. Before joining with us, he has recently served as Chief Financial Officer at Passion Group for 6 years and he has also worked as General Manager, Finance, Accounts & Internal Control at Thermax Group. Prior to that he had the pleasure of working as Financial Controller at Crystal Martin Knitwear Bangladesh Ltd for over 4 years. Mr. Quamruzzaman has completed his M. Com in Accounting from National University. He was versatile professional expertise and leadership qualities. He was a master of accounts, finance, Banking, export –import, Customs bond and taxation knowledge. His main goal is to sustainable development of company's growth. Like a true person, always trying to rendering services & expertise to reach the TIL goal.

Mr. Armanul Azim is the Chief Operating Officer of Tosrifa Industries Ltd a Unit of Northern Tosrifa Group. With almost two decades of experience in RMG sector, he served as General Manager for Lenny Fashions Ltd, Dird Group, Opex group etc. He worked as a catalyst for bringing changes in all the organizations he worked for. A passionate professional having experience of working in local and multinational companies, which make him distinctive from others. Always function in a leadership role and manages the overall resources of the business that is instrumental in providing innovative services to ensure business capability and related capacity building. Mr. Azim completed his MBA from University of Hertfordshire UK. Mr. Azim is also IRCA certified QMS auditor and complete SA-8000 Basic and Advanced Course. He participated in lot of Training courses both home and abroad. Mr. Armanul Azim is one of the Initiator of Institute of Compliance Professional. He is also the Fellow member of Institute of Personnel Management the First HR professional body of the country and Secretary General of present Executive Council.



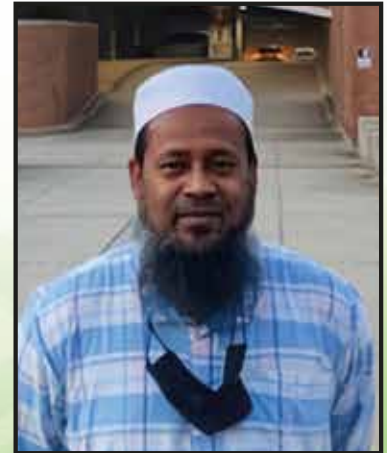
Armanul Azim
Chief Operating Officer



Hayder Ali
Company Secretary

Mr. Hayder Ali was born on 15 January 1960 and is a Company Secretary of the Company. He has completed his Bachelors of Commerce Degree from Rajshahi University in the year 1980. After graduation he worked as an accountant at Bangladesh Red Crescent Society for a few years. He worked with several renowned companies like Still re-rolling Mills, Textile industry, RMG Industries and so on. He has attended many certificate courses on Finance, Accounts, Tax, VAT etc. On the way of his profession he has completed MBA in Finance from Victoria University of Bangladesh in 2011. He is a man of several culture affairs. He is a listed artist of BTV and Bangladesh Betar. He has great passion and is committed for the environmental and social development of the Country.

Md Habibur Rahman (Sr. DGM) Head of Fabric Division of Tosrifa industries Limited. He has come from Mymensingh and is right now residing in Dhaka. He has been working in this group since 1st January 2003. Before joining to this group, he was worked as Knitting Manager for 11/2 year in Hamid Textile mills limited. He has received B Sc in Textile Engineering degree from CTET (presently BUTEX) and very recently completed M.Sc in Textile Engineering from BUFT. He has participated lots of training on knitting and dyeing finishing at home and abroad (Taiwan, Switzerland, Germany etc.). He is a life member of ITET. During this 21 years journey He gathered the experiences to analyses and reproduce any kind of circular knitted fabric, processing of natural and synthetic fabric with possible lowest water and shortest time by both exhaust and semi continuous CPB dyeing method.



Md. Habibur Rahman
Sr. DGM Fabric Division



Mr. Md.Khalekuzzaman Khan has a cumulative experience of 13+ years working for well-renowned companies. Before joining with us he has worked as Head of Internal Audit at Graphics Textiles Limited from November 2019 to September 2021. He also worked as Team Leader, Internal Audit & Control at Shin Shin Group from July 2016 to November 2019. He has completed his MBS in Accounting from National University. He has also completed his PGD in Tax Management.

Md. Khalekuzzaman Khan
Head of Internal Audit and Compliance

Mr. Mohammad Sohel Rana ACS, ACGA was born in a respectable Muslim family of Narsingdi. He qualified as Chartered Secretaries from the Institute of Chartered Secretaries of Bangladesh (ICSB) in the year 2017. He was an Associate Member of ICSB in the year 2018. He was also an Associate Member of ICGAB. Before Joining with us he has worked as AGM Accounts & Company Secretary at Givensee Group, AGM Accounts & Finance at AJI Group and Manager Accounts & Trade Finance at SM Group. He took MBA in Finance & Banking from University of Rajshahi in 2002. Mr. Rana was experienced in Accounts, Finance, Bank & Corporate affairs activities.



Mohammad Sohel Rana, ACS
Head of Corporate Affairs

FORWARD LOOKING STATEMENT

This forward looking statement predicts our outlook to the future actions as expectations or possibilities. Information in the Annual Report reveals management's thinking and views based on commercial operations, business and economy during the year under review and future events and its proposition. However, these statements do not give assurance against certain risks and uncertainties. Therefore, actual future outcome and trends forecasted in the enterprising statements may differ significantly due to the following reasons:

- Changes in national economic and financial condition
- Changes in Government policy issues
- Fluctuations in international prices which influence the foreign exchange market
- Unpredictability of capital market
- Changes in corporate tax structure and VAT in Textile sector
- Changes in competitive markets of the global
- Instability in capital market arising
- Sudden Ecological and Demographical changes
- Inconsistency of the factors regarding market competitors suppliers and pricing

In order to address the said challenges, a number of collaborative and coordinated steps should be initiated. Sound infrastructural development, skill manpower, improved productivity, enhanced market access, market diversification, access to finance at competitive interest rate, and establishment of secured special industrial zones are crying need for the industry. Moreover, a positive branding should be continued to grab and retain the sweet fruits of RMG sector in Bangladesh.

SUPPLY CHAIN MANAGEMENT

Supply chain management is the handling of the entire production flow of a goods or service starting from the raw components all the way to delivering the final product to the consumer. It is create a network between a company and its suppliers to produce and distribute a specific product to the final buyer. The supply chain also represents the steps it takes to get the product or service from its original state to the customer.



SUPPLY CHAIN PRACTICE IN TOSRIFA INDUSTRIES LIMITED:

Supply chain Management is aimed to examining and managing supply chain network to cost savings, overall quality output & just in time service. TIL follow a standard work flow chart for Supply Chain Management as follows

ASSESSMENT OF REQUIREMENT-> VERIFICATION OF REQUIREMENT-> WORKORDER->EXECUTION OF ORDER->QUALITY CONTROL->OPERATION->APPROVAL FOR PAYMENT->FINAL PAYMENT.

PROCUREMENT PRACTICE

Procurement is the process of purchasing goods or services and is usually in reference to business spending. Procurement is most commonly associated with businesses because companies need to solicit services or purchase goods, usually on a relatively large scale. TIL has a procurement practice which is guided by the procurement manual and purchase practice must comply with procurement guideline, Policy and principles. Cash Purchase is highly discourage. For all kind of purchase, several quotations are obtained to ensure competitive cost. Procurement practices of TIL is as follow:

REQUISITION ▶ VERIFICATION ▶ QUOTATION COLLECTION ▶ PRE-AUDIT->QUOTATION APPROVAL->WORK ORDER->EXECUTION OF WORK->QC CHECK BY USER DEPT->PAYMENT

MESSAGE FROM THE CHAIRMAN

Bismillahir Rahmanir Rahim

The Respected Shareholders

Assalamu Alaikum WaRahmatullah

We heartily welcomed you all at the 19th Annual General Meeting of Tosrifa Industries Limited with deep gratitude as well as recalling the memories of founding who among others promoters had not only sowed the seed of the Company over two decades back but also contributed significantly role in the textile sector till their death. Let us pray to the Almighty Allah for their peace and place in the Jannatul Ferdous ,Ameen.

It is indeed a great honor and privilege for me to greet you all to this 19th Annual General Meeting of your Company for the year ended 30th June, 2021. It also gives me enormous contentment to place before you the Annual Report along with the Audited Financial Statements of your Company, Auditors' Report and Directors' Report thereon for the same period.

BUSINESS OVERVIEW

The year 30th June, 2021 has been the most difficult year for all Human Beings because of Covid-19 turning into Pandemic all over the world. To control the spread of this virus, Bangladesh Govt. has taken lot of measures and given strict guidelines on Covid19. We, the Company have successfully followed all instructions of the Govt. and took extra care for all. We have taken lot of initiatives to protect ourselves and continue our business.

Now, we would like to present before you the Annual Report for the year 2020-21 showing the financial position, achievement and the positive performance of the Company.

THE HIGHLIGHTS OF THE YEAR ARE AS FOLLOWS:

- On 30th June, 2021 total Assets of the company increased by 7.23% compare to last year where total current Assets increased by 35.97% and Non-current assets decreased by 1.36%.
- Total Current liabilities increased by 2.35% and Non-current liabilities decreased by 23.22%
- Sales Turnover amounted to Tk. 3007.15 Million increased by 53.68% over the year 2019-20.
- Earnings per Share (EPS) stood Tk.0.64 which was Tk. (2.87) in the year 2019-20.
- NOCFPS stood Tk.1.51 which was Tk.0.11 in the year 2019-20 and NAV increased by 2.23% compare to last year.
- Reserve & Surplus increased by 3.45%

EQUITY AND SHARES

During the year under review the paid up capital of the company Tk.663.27 million.

DIVIDEND

Based on the performance of the company for the year ended 30th June, 2021, the Board of Directors recommended 2.5% Cash Dividend only for General Shareholders and 2.5% Stock Dividend for all. Directors and Sponsors Shareholders sacrificed their dividend considering future investment opportunities & present business situation.

BOARD GOVERNANCE

Your company adopted all sorts of Notification, Order, Circular etc. which are time to time issued by Regulators in due time and there is no pending issue regarding that till date.

We believe that good Corporate Governance is very important for sustainable development of an Organization. For ensuring such governance, your Company has been taking stringent internal control system for mitigating risks. The Company has a powerful Audit Committee (AC) and a Nomination and Remuneration Committee (NRC) as per BSEC Corporate Governance Code 2018 which already adopted by the company to ensure good governance and mitigating business risk. The Company has also established a strong internal Financial and Operational control framework that provides reasonable assurance to the Board and the Management that the objectives of the business are met within the set parameters.

CONCLUSION

I express my deepest appreciation to all of our valued customers for their confidence and belief in our products and to the honorable shareholders for their continuous support and interest in the Company. Thanks to my fellow members of the Board for their contribution in our endeavors in the pursuit of excellence. We are grateful to our valued customers, well-wishers, bankers, suppliers, Bangladesh Securities and Exchanges Commission, Dhaka Stock Exchange Limited, Chittagong Stock Exchange Limited, Central Depository Bangladesh Ltd., Bangladesh Association of Publicly Listed Companies (BAPLC), Registrar of Joint Stock Companies and Firms, National Board of Revenue (NBR), Government agencies and all other concerned. Lastly, I pray to the Almighty Allah to bless us with success and help us in our endeavor marching towards a bright future and benevolence to our people as well.

Rafiq Hassan
Chairman

DIRECTORS' REPORT

Tosrifa Industries Limited

For the year ended 30 June, 2021

Bismillahir Rahmanir Rahim

Distinguished Shareholders

Assalamu Alaikum Wa Rahmatullah

We have the pleasure to welcome you on behalf of the Board of Directors at the 19th Annual General Meeting of Tosrifa Industries Ltd and present before you to receive, consider and adopt the Audited Financial Statements of the Company for the year ended on 30 June 2021 together with the Auditors' Report and Directors Report thereon, for your valuable guidance, opinion and consideration. We express our gratitude to the Almighty Allah for the Company's business achievement in 2020-21.

The Directors Report has been prepared in compliance with Section 184 of the Companies Act, 1994 and "Corporate Governance Code" of Bangladesh Securities and Exchange Commission (BSEC) vide its Notification No. BSEC/CMRRCD/2006-158/207/Admin/80, dated June 03, 2018. Dhaka Stock Exchange (Listing) Regulations, 2015, notification dated 30th June 2015 and Chittagong Stock Exchanges (Listing) Regulations, 2015, notification dated July 1, 2015.

Before going into details performance of the Company, let's start with the status of global and local economy in brief.

GLOBAL ECONOMY: A BRIEF REVIEW & OUTLOOK

The COVID -19 pandemic has triggered the deepest economic recession in nearly a century, threatening health, disrupting economic activity, and hurting well-being and jobs. Its depth was surpassed only by the two world wars and the Great Depression over the past century and a half. Rising trade barriers and associated uncertainty weighed on business sentiment and activity globally. Further pressures came from country –specific weakness in large emerging market economies such as Brazil, India, Mexico and Russia. Worsening macroeconomic stress related to tighter financial conditions (Argentina), geopolitical tensions (Iran), and social unrest (Venezuela, Libya, Yemen) rounded out the difficult picture. World Economic Outlook Update by the International Monetary Fund dated October 12, 2021 forecast the global economy is projected to grow at 6% this year, moderating to 4.4% growth in 2022. The IMF said in October the world economy has started to recover, but warned the return to pre-pandemic levels will be "long, uneven, and uncertain. Effective and well-resourced healthcare policies, as well as supportive and flexible macroeconomic and structural measures, are essential both to contain the impact of the virus and to minimize the potential long-run costs of the pandemic on living standards.

BANGLADESH ECONOMY: A BRIEF REVIEW & OUTLOOK

Bangladesh economy is enjoying an annual growth rate of GDP at the rate of more than 7% for the last couple of years. Bangladesh is among the few countries in Asia who achieved a growth rate in GDP above 5% despite the global pandemic situation. As our economy is integrated with the global economy a downward trend was observed in case of exports, outflow of Bangladeshi migrants for work, and foreign investment. According to a report published by the Ministry of Finance in November 2020, the government announced BDT 121,353 crore worth of stimulus packages. This is equivalent to 4.3 percent of gross domestic product of the country. One of the important features of Bangladesh's stimulus packages is that these are more of liquidity support and less of fiscal stimulus. Of the total stimulus packages unveiled so far 80.7 percent (3.5 percent of GDP) is liquidity support and 19.3 percent (0.8 percent of GDP) is fiscal stimulus. Bangladesh in the recent years has earned special attention among the south-east Asian countries in terms of poverty alleviation, decreasing child-mortality rate, use of hygienic sanitation, access to safe water, empowerment of women, increase in per capita income, life expectancy of the people, reducing digital divide, higher literacy rate, high foreign currency reserve and some other socio-economic indices. Bangladesh is about to become a strong economic state. Bangladesh is now the 41st largest economy in the world. Recently Bangladesh has stepped into a new journey as it qualified to graduate into a developing nation from a Least Developed Country (LDC) after 45 years. As the UN committee recommended Bangladesh is scheduled to officially become a developing country in 2026.

INDUSTRY OUTLOOK

The Readymade Garment (RMG) industry of Bangladesh has emerged as a competent garment producer in the world. According to the World Trade Organization (WTO) statistical review 2021 declared Bangladesh as the third largest RMG exporter after China & Vietnam. Bangladesh is the second largest exporter of denim products after China. Bangladesh's share in the global apparel market dropped to 6.3% in 2020 from 6.8% a year earlier. Bangladesh's economic backbone, its readymade garment (RMG) manufacturing export earnings, which typically contributes 84% to the national exports, dropped 2.99% to \$15.54 billion, according to data from the Export Promotion Bureau (EPB) in 2020. Of the export earnings,

knitwear shipment earned \$8.52 billion, up 3.9% from a year ago. While woven exports declined 10.22% to \$7.01 billion. In year 2020 decline for given the effects of the lockdowns in Europe and the US and their impact on retail and demand, the worst-ever Christmas sales, and the effect of price decline, it was a dark year for the industry. Future export growth will likely rely, first, on capturing new markets and increasing the market share with the existing products. The RMG sector contributes more than 13% of the GDP of Bangladesh. A McKinsey survey report shows that Bangladesh will be the No.1 hotspot for apparel sourcing within five years.

TOSRIFA INDUSTRIES LTD.

Tosrifa Industries Limited (TIL), a 100% export oriented readymade composite knit garments manufacturing company, was incorporated on August 27, 2002 as a private limited company. Subsequently, the company converted into a Public Limited Company on 18th August, 2011. TIL is a sister concern of Northern Tosrifa Group (NTG) which have 9 (nine) business concerns having exposure in readymade garments (knit composite), printing and packaging sectors. The company went into commercial operation in 2005 and since then it has been engaged in knitting and manufacturing knit wears for various buyers in Europe and USA. Tosrifa Industries Limited started the business with paid-up capital of Tk.0.50 million against the authorized capital of Tk.20.00 million. Currently the company operating with paid up capital Tk.663.27 million against authorized capital Tk.1,000.00 million. The company floated its shares to the public through IPO and raised total Tk.638.72 million and the shares were listed in both Dhaka and Chittagong Stock Exchanges as on June 08, 2015 and May 21, 2015 respectively. The company achieved LEED Certificate (Platinum category) for green factory building. Due to its endeavor to standardize management system the company was also awarded different certificates such as ISO 9001:2015 (QM); Oekotex Certificate, Certificate of Compliance (GOTS) 5.0.

OUR BUSINESS

The Company is currently manufacturing all kinds of Knit Garment products with some reputed fashion brands in the world like Original Marine, Next, Toray, Sports Master, Gustav Daiber, Carrefour and LPP. We immensely informed you that your Company has established a Knit Fabric Dyeing unit division at Beriderchala, Sreepur, Gazipur where superior quality knit garments products were manufactured with minimum wastage. This current fabric dyeing unit along with the extended sewing capacity can facilitate to deliver the high growth in near future to generate the long-term value addition to its all stakeholders. But, Cost of doing business is continuously increasing in Bangladesh. On the other hand, profit margins of garment products are continuously declining in the international market.

INFRASTRUCTURE AND FACILITIES

The company has two manufacturing units respectively sewing unit and Knitting & Dyeing unit. Sewing Unit is located at 135, Gopalpur, Munnu Nagar, Tongi, Gazipur on 396 decimals of owned land area with 7 storied building with a floor space of approximately 1,90,400 sft, one 4 storied administrative and compliance building with a floor space of 27,600 sft. and one bonded warehouse with a space of 24,000 sft. The sewing section has been operating with 1373 sewing machines and laid-out 36 lines. The unit-1 has own power substation with capacity of 800 KW and 2 sets diesel generators with total capacity of 1,000 KW. The plant has sufficient safety instruments like fire-fighting equipment, hose pipes, smoke detectors to protect against fire and also has canteen, child care and doctor facility within the factory premise. Knitting & Dyeing Unit is located at Sreepur Gazipur on total land area of 1,255 decimals (out of which 437 decimals in the name TIL and rest 818 decimal lease agreements with its sister concern namely Northern Knit Limited). The unit has one 3 storied knitting building with floor space of 1,03,921 sft., one 3 storied warehouses with floor space of 76,000 sft, two 1 storied dyeing building with total floor space of 1,18,000 sft., water treatment plant and chemical warehouse with total area of 30,000 sft, ETP area of 15,000 sft and substation area of 6000 sft. The knitting section has been operating with 45 circular knitting machines, 24 flat knitting machines which has been shifted from Gopalpur, Munnu Nagar, Tongi, Gazipur. The dyeing section is equipped with different types machineries namely 2 sets C.P.B, 9 sets dilmenlar, 1 set bleaching, 1 set washing, 1 set OBA, 2 sets stanter, compactor 2 sets, dyer 1 set, raising brush 1 set, sueting 1 set, senzing 1 set, sharing 1 set, garments 3 sets washing machine and 3 sets dyer. All machineries have been imported from Japan, China, Germany, Singapore and Taiwan for dyeing project. This unit has own power substation with capacity of 4000 KVA and 3 sets diesel generators with total capacity of 2850 KVA and has industrial gas line for boiler (4 sets boiler with capacity total 8 MT per hour), thermal boiler capacity of 30 lac KW. The unit also has sufficient safety instruments like firefighting equipment, hose pipes, smoke detectors to protect against fire.

FINANCIAL RESULTS

The financial results of 2020-21 are summarized below:

Particulars	Amount in Taka	
	2020-21	2019-20
Profit Before Tax	81,082,072	(152,635,692)
Less: Income Tax	38,304,970	37,613,048
Profit After Tax	42,777,101	(190,248,740)
Retained Earnings	314,863,086	272,085,985
Net Asset Value (NAV)	1,946,820,983	1,904,043,882
Net Asset Value (NAV) Per Share	29.35	28.71
Earnings Per Share (EPS)	0.64	(2.87)
Net Operating Cash Flow Per Share	1.51	0.11



RISK AND CONCERNS

The Company is aware of its risks concern and well prepared to meet those by systematic control. As with the nature of business in general, it is absolute that a company runs with many risk factors. Business Risk cannot be fully eliminated but can be reduce to tolerable level by taking the appropriate strategy. In the textile industries, various risks are encompassed around it.

The risks may have adverse effect in the Company's sales and profit. Mostly, the risk arises from falling demand for the product, shortage of power, workers' unrest, and raw material shortage along with other relevant situation such as interest rate risk, foreign exchange risk, technological risk, market risk, political risk and other regulatory risks as well. The detailed risk and concerns which is stated page no.52 of the Annual Report

EXTRAORDINARY GAIN OR LOSS

Extraordinary gain or loss of a company refers to infrequent and unusual gain or loss by the company which is not a part of the Company's ordinary/day to day operations. There is no extra ordinary gains or losses during the reporting period.

HUMAN RESOURCES DEVELOPMENT

The HR Department is endeavoring to create an emphatic balanced complimentary working environment having the belief in equal and meritocratic employment towards attracting, retaining, developing and promoting the most qualified and competent employees regardless of their race, ethnicity, religion, gender or any other such characteristics. This policy is applicable to our recruitment, placement, promotion, training and retention strategy resulting of which ensuring the development of diverse workforce with skills and integrity giving their diligent efforts to run the total activities of the Company effectively and efficiently.

CORPORATE GOVERNANCE COMPLIANCE REPORT

Corporate Governance is the system through which companies are directed, guided and controlled by the Board, keeping in view its accountability to the Shareholders. The Board of Tosrifa Industries Limited always focuses on ethics, innovation and transparency. The Corporate Governance Compliance Auditors has issued a Satisfactory Report on the overall level of compliance by the Company. The Company is committed to run the organization in adherence to the Code of Corporate Governance (Notification No. BSEC/CMRRCD/2006-158/207/Admin/80, dated: 3 June 2018) issued by the Bangladesh Securities and Exchange Commission (BSEC). During the year under review the code applicable for the Company was duly followed. The Compliance of the Corporate Governance Code certified by the Compliance Auditors and status of compliance of the Company's is reflected respectively in "Annexure-B" and "Annexure-C" of the Annual Report page no. 60 & 61. A separate report on Corporate Governance is attached with this Annual Report.

MANAGEMENT DISCUSSION AND ANALYSIS

Detailed discussion on the operating and financial performance of the Company along with other disclosures as required under Corporate Governance Code of Bangladesh Securities and Exchange Commission (BSEC) through Notification No. BSEC/CMRRCD/2006-158/207/Admin/80, dated June 3, 2018 has been separately reported by the Managing Director in Page No.29 of the Annual Report.

COMPLIANCE TO THE LABOUR LAW

In order to maintain labour friendly atmosphere in all aspects, the Company duly comply with Bangladesh Labour Act, 2006 (As amended 2018) and other laws and regulations applicable to the Company.

Segment wise & Product wise Performance has been presented in note 25.00 in the Financial Statements which is given in the page no. 114 of the Annual Report.

IMPLEMENTATION OF IAS, IFRS AND OTHER APPLICABLE LAWS & REGULATIONS

The Board of Directors of the Company is entrusted to ensure the disclose of actual financial position and preparation and maintenance of all types of Statutory Statements as per the Rules of Bangladesh Securities and Exchange Commission (BSEC), Companies Act, 1994 and Bangladesh Financial Reporting Act 2015. The Board of Directors is absolutely responsible to prepare all types of financial reports in line with International Accounting Standard (IAS), International Financial Reporting Standard (IFRS), and other applicable rules and regulations.

FINANCIAL REPORTING, ACCOUNTABILITY AND TRANSPARENCY

The Board of Directors discharged their due responsibilities through timely preparation and publication of 1st quarter, half yearly, 3rd quarter and annual financial report at the end of each financial period and the affairs of the Company performed in the year under review. Audit Committee, a sub-committee of Board examined the fairness, exactness and transparency and completeness of these reports before placement of the same to the Board for their approval.

The Company published the report (un-audited accounts) of 1st quarter, half yearly and 3rd quarter accounts as per notification of Bangladesh Securities and Exchange Commission (BSEC) and Listing Regulations, 2015 of Dhaka Stock Exchange Ltd. (DSE) and Chittagong Stock Exchange Ltd. (CSE) through Company's Website, Newspapers and Online News Portal and submitted the same timely to BSEC, DSE, CSE and other regulatory authorities.

RELATED PARTY TRANSACTIONS

The business related party transaction of the Company is being made based on the business principle and as per International Accounting Standard IAS 24. During the year under review, the standard, nature and the manner of related party transactions in the ordinary course of business. The names of the significant related parties, nature of these transactions and amounts thereof have been set out below in accordance with the provisions of IAS 24 Related Party Disclosures. A statement of related party transaction has been presented in note 36 in the Financial Statements which is given in the page no. 121 of the Annual Report.

MINORITY SHAREHOLDERS INTEREST PROTECTION

During the year under review, the minority shareholders interest has duly been protected with effective means of redress. No abusive actions either directly or indirectly with regard to the interest of minority Shareholders was observed.

UN-USUAL PROFIT OR LOSS

In the year 2020-21, there is no un-usual profit or loss was observed.

DIRECTORS SHAREHOLDING POSITION

Particulars of shares as against the name of the Directors of the Company have been stated page no.43 of the Annual Report.

AUDIT COMMITTEE

As per BSEC's notification no. BSEC/CMRRCD/2006-158/207/Admin/80, dated 3 June, 2018, the Audit Committee consisting of three members including 1 (one) Independent Director having prominent reputation and versatile knowledge and experience have been working effectively. The Audit Committee had detailed discussion and analysis on its report as directed by BSEC and the Board with regards to internal audit system, preparation of annual financial report and the observations of external auditors. As there was no evidence of slightest mistakes, dissemblance or information contrary to the truth, the financial report was considered as realistic and transparent. Report of the Audit Committee is presented in the page no.46 of the Annual Report.

BENEFICIARY INSIDER TRADING PROHIBITION

The Company has outlined the beneficiary insider trading prohibition policy regarding the trading of Company's share for its directors, employees and concerned persons. The Policy is being followed accordingly.

CORPORATE SOCIAL RESPONSIBILITY

In view of the corporate social responsibility of the Company, the Board of Directors has approved a CSR policy for implementation of good governance practice on a regular basis. The CSR activities taken by the Company in the year under review has been stated in the page no.45 of the Annual Report.

INDEPENDENT DIRECTOR

As per notification no-BSEC/CMRRCD/2006-158/207/Admin/80 dated 3 June 2018 of Bangladesh Securities and Exchange Commission (BSEC), two learned and veteran professionals respectively Mr. Ariful Islam and Mr. Md. Aminul Islam have been performing the duties as Independent Directors of the Company.

ALLEGIANCE TO THE LAWS

The laws of the state and other applicable rules and regulations of the Company and the affairs thereon have duly been complied with the highest preference and timely actions on the same have been ensured. The Company is committed to abide by the rules of regulatory bodies and other legislative authorities as always.

POLLUTION FREE ENVIRONMENT

In order to protect from risk of human health and environment caused by increasing man-made pollution; Tosrifa Industries Limited is trying its best to keep pollution free environment through Effluent Treatment Plant (ETP) and follow the required laws and rules of Department of Environment of the Government in the factory and its surrounding as well.

STATUTORY PAYMENTS

All statutory payments in relation to the employees and the government have duly been made up-to-date.

COMPLIANCE TO THE LAWS OF THE CAPITAL MARKET

Since listing in both the Stock Exchanges, the Company strictly abides by all the laws, regulations and directions circulated from time to time by Bangladesh Securities and Exchange Commission (BSEC), Dhaka Stock Exchange Ltd. (DSE), Chittagong Stock Exchange Ltd. (CSE) and other related authorities.

KEY INFORMATION OF THE FINANCIAL STATEMENTS

As per direction of the Bangladesh Securities and Exchange Commission (BSEC), the key information of the financial statements of preceding five years has been summarized in the page no.41 of the Annual Report.

INTERNAL CONTROL

Internal control system of Tosrifa Industries Limited is founded on specific set code approved by the Board. The Board of Directors incorporates necessary norms and practices of internal control system for development of control management. An effective internal control system is an action to ensure the transparency, highest productivity and maximum utilization of resources.

A GOING CONCERN

By the grace of the Almighty Allah, the Board of Directors after analysis of the business trend of the Company has confirmed that the Company has enough ability to carry on business activities in the coming days as a Going Concern and the financial statements have been prepared on the basis of going concern assumption basis. As per management assessment there is no material uncertainty related to events or conditions which may cast significant doubt upon Company's ability to continue as a going concern.

DIRECTORS CODE OF CONDUCT

The Board of the Company has approved a separate Code of Conduct for its Directors in compliance with the requirement of Bangladesh Securities and Exchange Commission (BSEC) notification no-BSEC/CMRRCD/2006-158/207/Admin/80 dated 3 June 2018 which is stated in the page no.51 of the Annual Report. This code of Conduct was duly been uploaded in the Company's official website.

WORKERS-OFFICERS RELATIONSHIPS

There exists devotion to work and respectful and harmonious relationships among all levels of officers and employees in Tosrifa Industries Ltd which has accelerated the Company's progress and productivity.

NOMINATION AND REMUNERATION COMMITTEE

In accordance with the Condition 6 of Bangladesh Securities and Exchange Commission's Code of Corporate Governance BSEC/CMRRCD/2006-158/2047/Admin/80, dated 3 June, 2018, the Board constituted the Nomination and Remuneration Committee (NRC). The report from Nomination and Remuneration Committee (NRC) about their activities performed during the year under review is mentioned in the page no.48 of the Annual Report.

DIRECTORS REMUNERATION

This Information is incorporated in the Note 38 of the Financial Statements in the page no.121 of Annual Report with reference to the "Directors Fees and Remuneration" figures relating to the Board of Directors including Independent Directors.

WAGE & REMUNERATION POLICY

The salary and wages of the employees are usually determined considering the prevailing inflation, price index and in commensuration with the existing salary structure with other competitors companies. The procedure of evaluation and determining the honorarium of the functional directors are being followed within the criteria recommended by the Nomination and Remuneration Committee (NRC) duly approved by the Board as per Corporate Governance Code.

APPOINTMENT, RETIREMENT AND RE-ELECTION OF DIRECTORS

Mr. Mohim Hassan and Mrs. Anjuman Ara Begum - Shareholder Directors of the Company retired at this Annual General Meeting as per Article No. 129 of Articles of Association of the Company and being eligible they offered themselves for re-election. Due to casual vacancy created after completion of the tenure of Dr. Khandoker Mohammad Shariful Huda, Independent Director the Board appointed Mr. Md. Aminul Isalm as an Independent Director on June 2, 2021 in accordance with the Corporate Governance Code-2018 condition no 1(2) (e) adopted by BSEC subject to the approval of the Shareholders in the 19th Annual General Meeting.

EVENTS AFTER THE REPORTING PERIOD

Events after the reporting period for the year 2020-21, no necessity arose for subsequent adjustment or no pecuniary issues thereto happened which is mentionable in the financial statements excepting as provided in the note no.49 of the Notes to the Financial Statements.

DIVIDEND DISTRIBUTION POLICY

The Board believes that it is in the best interest of the Company to draw up a long term and predictable dividend policy. The objective of the policy is to allow the Shareholders to make informed Investment decisions.

In compliance with the Directive No. BSEC/CMRRCD/2021-386/03 dated 14 January, 2021 of the Bangladesh Securities and Exchange Commission (BSEC), the Board of Directors of Tosrifa Industries Ltd has formulated "The Dividend Distribution Policy" about dividend declaration, pay off, disbursement and compliance and disclosed the same publishing in the Company's annual report and official website as a guiding framework for the Shareholders. Company's Dividend Distribution Policy is sated in the page no.49 of the Annual Report.

TRANSFER THE UNCLAIMED DIVIDEND TO CAPITAL MARKET STABILIZATION FUND (CMSF)

Pursuant to the Bangladesh Securities and Exchange Commission's (BSEC) Directive No. BSEC/CMRRCD/2021-386/03 dated January 14, 2021 and Bangladesh Securities and Exchange Commission Capital Market Stabilization Fund Rules, 2021, the Company transferred the amount of Tk.21,486.24 (Twenty one thousand four hundred eighty six and paisa twenty four) only held against unclaimed or undistributed or unsettled dividend from the year 1993 to 2017 as on August 31, 2021 to the Bank Account No. SND A/C 0010311521301 titled "Capital Market Stabilization Fund (CMSF)" maintained with, Community Bank Bangladesh Ltd., Gulshan Corporate Branch, Dhaka under Investment Corporation of Bangladesh (ICB). The matter was duly noted and adopted by the Board of the Company meeting held on 21.08.2021 and disclosed the same as event after reporting period.

DIVIDEND

Based on the overall performance as reflected in the Financial Statements for the year 2020-21 of the Company, the Board of Directors proposed 2.5% cash dividend and 2.5% stock dividend as against per share of Tk.10.00

APPOINTMENT OF STATUTORY AUDITORS

M/S Shiraz Khan Basak & Co., Chartered Accountants, (Level 10 & 6) 86, Bir Uttam C. R. Datta Raod, Dhaka 1205 was appointed as the Statutory/External Auditor of the Company by the shareholders in 18th AGM held on 24 December, 2020. M/S Shiraz Khan Basak & Co., Chartered Accountants carried out the audit for the year 2018-2019, 2019-2020 and 2020-2021 credibly. As the company completion of consecutive 3(three years) audit so M/S Shiraz Khan Basak & Co., are not however eligible for reappointment as per regulation no.15 of DSE Listing Regulations, 2015 and BSEC Notification no. BSEC/CMRRCD/2006-158/208/Admin/81 dated 20th June 2018. Therefore, the TIL needs to appoint a new audit firm and fix their fees to conduct the next year audit (2021-2022). The Board of Directors of the company in its meeting held on 27 October, 2021 has concurred with the recommendation of the Audit Committee to be appointed M/S MABS & J Partners, Chartered Accountants as a Statutory Auditors of the Company for the financial year 2021-2022 and recommended remuneration of Tk.450,000 (Four Lac Fifty Thousand Taka) only subject to approval by the Shareholders in the AGM of the Company.

APPOINTMENT OF COMPLIANCE AUDITORS

As per Corporate Governance Code of Bangladesh Securities and Exchange commission (BSEC). M/S. Poddar & Associates., Cost and Management Accountants, Compliance Auditors of the Company audited the compliance status of the Company for the year 2020-21. M/S Poddar & Associates, Cost Management Accountants in Practice retire at this AGM. Being eligible as per 'Corporate Governance Code', the existing Auditors offered themselves to be re-appointed as Compliance Auditors for the year 2021-22. The Board of Directors recommended for the re-appointment of M/S. Poddar & Associates., Cost and Management Accountants as the Compliance Auditors of the Company for the for the year 2021-22 and fixing the audit fee of Tk.30,000 (Taka Thirty Thousand).

INDEPENDENT SCRUTINIZER

As per BSEC's Directive No. BSEC/CMRRCD/2009-193/08 dated March 10, 2021, the Board of Directors in its meeting held on 14.11.2021, appointed M/s. Harunur Rashid & Associates, Chartered Secretaries as an Independent Scrutinizer to observe the 19th AGM of the Company to be held on December 23, 2021 ensuing the facility to exercise the shareholders (holders of papers or dematerialized shares) voting rights on the resolution proposed to be considered at the general meeting. The due process of election and detailed information of voting results shall be authenticated by Independent Scrutinizer, M/s. Harunur Rashid & Associates, Chartered Secretaries and be reported of the same to the BSEC within the stipulated time of conclusion of AGM.

RELATION AND COMMUNICATION WITH THE SHAREHOLDERS

The Company has been arranging regular Annual General Meetings (AGM) as per Companies Act, 1994 through which shareholders are informed about the Company's progress, important activities and the development activities during the year under review. As a result, the shareholders, concerned organizations and the people get various information about the Company in due time. The shareholders of the Company are able to collect all required information from our Corporate Affairs Department through land phone, mobile phone, e-mail service and website (www.til.com.bd) as well.

ACKNOWLEDGEMENT

The Board expresses gratitude to the Almighty Allah for the success of the Company in 2020-21. The Board extends thanks to the Board members for their wholehearted support and wisdom in providing strategic direction to the Company even such amid worldwide turbulent business situation and economic downturn. The Board also appreciates the dedicated services, commitment, devotion and hard work of the Management Team and all the employees in different levels of the Company to achieve the goals of the Company. Our Shareholders have always been a pillar of strength. Our customers are the heart of everything. We are grateful to all of our loyal clienteles for their unremitting trust they bestowed upon us. The Board convey its earnest gratitude to the Government of the Peoples' Republic of Bangladesh; Bangladesh Securities & Exchange Commission (BSEC); National Board of Revenue (NBR); Registrar of Joint Stock Companies & Firms (RJSC); Dhaka Stock Exchange (DSE); Chittagong Stock Exchange (CSE); Financial Reporting Council, Bangladesh Garment Manufacturers and Exporters Association (BGMEA), Bangladesh Export Processing Zone Authority (BEPZA), the City Bank Ltd., Standard Chartered Bank, IDLC Finance Ltd., Infrastructure Development Company Ltd. (IDCOL), and other concerned Authorities for their appreciable continuous support and co-operation to the Company. The Board also expresses its appreciation to M/S. Shiraz Khan Basak & Co., Chartered Accountants, the auditors of the Company for their efforts for timely completion of audit.

Finally, the Board thanks the respected Shareholders and assures them that it will continue to maximize the shareholders wealth through further strengthening and development of the company in which they have placed their trust and confidence.

Sincerely,

On Behalf of the Board of Directors



Rafiq Hassan

Chairman of the Board of Directors

STATEMENT FROM THE MANAGING DIRECTOR

Management's Discussion and Analysis

Bismillahir Rahmanir Rahim

Dear Shareholders

Assalamu Alaikum WaRahmutullah

By the grace of Almighty Allah, Tosrifa Industries Limited has completed its journey of 19 years with a good track of achievement records in the Textile sector. In spite of the various operational hazards faced by the Company due to devastating CORONA (Covid-19) prevailed throughout the year, the Company has achieved a remarkable growth. You are all aware that during the initial outbreak of COVID-19 in Bangladesh, textile sector across the country went through tremendous crisis. However, our efforts generated from wisdom, dedication, hard work and strong determination to play the expected role at the buyer's level powered by the ethical and moral obligations led us to attain the expected results that hold us this year. This in turn has enabled us to maintain revenue at a reasonable level in the financial year 2020-21. We acknowledge with gratitude the continued trust and support of our valued shareholders, patrons, regulatory authorities and the end users of Company's products.

May I take the opportunity to share with you some facts and figures of our Company as follows:-

As per condition no.1(5) (xxv) of the Corporate Governance Code 2018 issued by Bangladesh Securities and Exchange Commission, the management discussion and analysis representing detailed analysis of the Company's position and appreciations along with a brief discussion of changes in the financial statements for the year 2020-21, among others, entering on:

- Turnover amounted to Tk. 3007.15 Million increased by 53.68% over the year 2019-20.
- Earnings per Share (EPS) stood Tk.0.64 which was Tk. (2.87) in the year 2019-20.
- NOCFPS stood Tk.1.51 which was Tk.0.11 in the year 2019-20 and NAV increased by 2.23% compare to last year.
- Paid up capital as remain same during the year 2020-21 i.e.663.27 Million.
- Reserve & Surplus increased by 3.45%
- Total Current liabilities increased by 2.35% and Non-current liabilities decreased by 23.22%
- On 30th June, 2021 total Assets of the company increased by 7.23% compare to last year where total current Assets increased by 35.97% and Non-current assets decreased by 1.36%.
- Contribution to the National Exchequer in the form VAT, AIT and Corporate Tax in timely manner.

Based on the performance of the company for the year ended 30th June, 2021, the Board of Directors recommended 2.5% Cash Dividend only for General Shareholders & 2.5% Stock Dividend for all. Directors and Sponsor Shareholders sacrificed their dividend considering future investment opportunities and present business situation.

ACCOUNTING POLICIES & ESTIMATION FOR PREPARATION OF FINANCIAL STATEMENTS

The Accounting policies and estimation for the preparation of financial statements of the Company has been mentioned in details in the page no.81 of the Annual Report.

CHANGES IN ACCOUNTING POLICIES & ESTIMATION

No changes in Accounting policies and estimation which have the effect on financial performance or results and financial position as well as cash flows in absolute figure for changes was observed in the year under review and description on the issue is stated in the page no. 81 of the Annual Report.

COMPARATIVE ANALYSIS OF FINANCIAL PERFORMANCE & OPERATIONAL PERFORMANCE

Comparative analysis of financial performance or results and financial position as well as cash flows for current financial year with immediate preceding five years has been explained with reasons thereof in the page no. 41 of the Annual Report.

COMPARISON OF FINANCIAL PERFORMANCE AS WELL AS CASHFLOWS WITH PEER INDUSTRY SCENARIO

Top leading Garment companies are mostly Private Limited Company, therefore, they are not required to disclose their financial data to the Public. For this reason, it is difficult to make comparison of financial performance or results and financial position as well as cash flows with peer Industries. However, considering the overall industry scenario, it is observed that the financial results along with Financial Performance and cash flows of Tosrifa Industries Limited are consistently growing and sustainable.

THE FINANCIAL & ECONOMIC SCENARIO OF BANGLADESH & GLOBAL POSITION AS WELL IS BRIEFLY PLACED AS UNDER

The global economy has been in its lowest point since the great depression due to COVID-19 surge all over the world. The major economies were stunned with 50% decline in global consumption pattern. Economic growth is expected to shrink by 3% according to International Monetary Fund impacting unemployment, stocks and more. Bangladesh was one of the fastest growing economies in the world in the immediate past few years with a steady growth performance that has helped to reduce poverty and social inequalities. GDP growth was 8.2% in 2019 and remained positive at 3.8% in 2020 despite the grim effect of the COVID-19 pandemic prevailed internationally. According to IMF report, this is the third-highest growth in the world and the highest in Asia in 2020.

In post pandemic era, 2021's focus and priorities are move on reviving economy, job retention, restoration of supply chain and as such Government has taken various recovery initiatives to avoid adverse effect of second wave disbursement the stimulus package to the right target group.

RISK & CONCERNS ISSUES RELATED TO THE FINANCIAL STATEMENTS

Efficient and effective risk Management is the integral part of today's business. As such. The Company is always subject to systematic risks of the Industry and market as well. The risks and concerned issues related to the financial statements, explaining such risk and mitigation plan thereof is described in the page no. 52 of the Annual Report.

THE JUSTIFICATION OF FUTURE PLAN/PROJECTION/FORECAST FOR COMPANY'S OPERATIONS, PERFORMANCES & FINANCIAL POSITION

Our long term aim is to achieve stable progress and sustainable growth. We will look forward for achieving this through maximizing our production efficiency and controlling all uncontrollable expenses through Efficient Management Techniques (EMT). Furthermore, Company has diversified its investment and always focusing on new projects to enhance stakeholder's values

While, concluding, I appreciate for the leadership provided by the Board of Directors and Management and also I would like to express my sincere appreciation to our valued customers, shareholders, suppliers, bankers, business partners, other professionals, regulatory authorities and all other stakeholders for their trust and continued support to the Company and to all the employees of the Company for their hard endeavor.

We pray to Almighty Allah for His blessings for the Company's' bright success in future.

With best wishes for all of us



Mohim Hassan
Managing Director

STATEMENT OF BOARD OF DIRECTORS ON THE RESPONSIBILITY TO ESTABLISH APPROPRIATE SYTEM OF INTERNAL CONTROL

In pursuant with the Notification No. BSEC/CMRRCD/2006-158/207/Admin/80 on Corporate Governance Code of Bangladesh Securities and Exchange Commission (BSEC) dated 3 June 2018 require the Board of Directors to establish appropriate system of Internal Control for the Company.

The Board of TIL acknowledges its overall responsibility for maintaining sound, adequate and effective internal safeguard the assets of the Company and interest of the shareholders. The Board also believes that a strong system of internal control has significant role over the reliability of financial information/reporting effectiveness and efficiency of operations, compliance with applicable laws, regulations and internal policies, early detection of fraud-forgery and protecting the Company from the financial loss.

The Board of TIL has delegated the responsibility of overall supervision of internal control system to its Audit Committee. The committee reviews the financial reporting process, the system of internal control and management of financial risks, the audit process, and the Company's process for monitoring compliance with laws and regulations and its own code of business conduct.

While it is an essential part of the Board's responsibilities to review the effectiveness of internal control, the Management, on the other hand, is accountable to the Board for developing, operating and monitoring the system of internal control and for providing assurance to the Board that it has done so. The Management recognizes and appreciates the value and significance of internal controls and ensures the presence of an efficient and effective control system by identifying control objectives, devising pertinent policies/procedures and establishing relevant control procedures covering all areas of activities, after approval of the competent authority. The Management has established a professional and efficient working environment within the Company by creating and maintaining adequate and effective internal control systems.

The Board is vigilant on the internal control system of the Company in achieving Company's main objectives by a successful risk management. The Board of Directors, through its Audit Committee, establishes internal control system so that the internal audit process can be conducted independently. The Audit Committee monitors and ensures that the Company has adequate, proper and effective internal control system in place; formulates and implements a clear procedure to cope with conflict of interest; puts in place policies and processes preventing management and other concerned parties from using confidential inside information for personal gains; and assesses and reviews the adequacy of the Company's internal controls.

The Board of TIL has established an ongoing process for identifying, evaluating, monitoring and managing the significant risk faced by the Company. All the process and guidelines of the Company are reviewed and updated time to time to suit the changes in business environment for regulatory guidelines.



Rafiq Hassan
Chairman

STATEMENT OF BOARD OF DIRECTORS ON ADEQUACY OF INTERNAL CONTROL SYSTEM

An effective internal control and compliance system has become essential to underpin effective risk management practices and to ensure smooth performance and sustainable growth of the Company.

The Board of Directors of TIL has instituted a robust control process for identifying, evaluating, and managing significant risks faced by the Company and also established strong monitoring mechanisms to ensure adequacy as well as operational effectiveness of those controls. Through its internal control systems, the Company identifies weaknesses associated with its processes and adopts appropriate and commensurate measures to overcome the shortcomings so as to respond to any change in the business environment or regulatory guidelines.

The Company has a comprehensive framework to document and test its internal control structure and procedures in conformity with regulatory requirements.

External Auditors provide unbiased recommendations on the strengths or weaknesses of the Company through their Audit Report. They examine records and transactions and evaluate the accounting policy, disclosure policy and methods of financial estimation.

The Audit Committee of the Board is delegated to review internal control findings identified by Internal Audit of the Company, External Auditors and Management, and to evaluate the adequacy and effectiveness of the risk management and internal control system.

The Board of Directors holds meetings at suitable intervals with senior management internal auditors, external auditors and the Audit Committee for evaluating the effectiveness of internal control system.

The Board of Directors has confirmed, through Audit Committee, that the overall Internal Control System of the Company is adequate and effective.

Nevertheless, the Board of Directors of Tosrifa Industries Limited is cognizant that the system of internal control monitoring mechanism is not flawless, room for improvement still exists, as it can only provide reasonable and not absolute assurance against material misstatement or loss and it designed to manage rather than eliminate the risk of failure to achieve the organization's policies, aims and objectives.



Rafiq Hassan
Chairman

STATEMENT OF CORPORATE GOVERNANCE

CORPORATE GOVERNANCE

Corporate Governance can bring investors trust by ensuring compliance of laws, transparency, accountability, responsibility and fairness. By maintaining compliance continuously for long term, it can benefit the major stakeholders including shareholder, vendor, customer, government, society and employees to keep trust on financial disclosures as well as strengths of the Company. The main purpose of corporate governance is to facilitate effective and prudent management that can deliver long term success of the Company and spell out the rules and procedures for making corporate decisions. Good governance ensures sustainable growth by way of maintaining an equitable balance while meeting varied expectations from diverse stakeholders. The primary objective of corporate governance, therefore, is to safeguard stakeholders' interest on a sustainable basis.

BOARD COMPOSITION

The Board comprises eight members, a good blend of executives and non-executives and independent Directors having diverse and professional skills and experiences. The non-executives and independent Directors are from varied businesses and professional backgrounds and their experience enables them to execute independent judgments on the Board where their views carry substantial weight in the decision making. They contribute to the Company's strategy and policy formulation in addition to maintaining its performance as well as its executive management. The Board is the authority while the Audit Committee, Nomination and Remuneration Committee (NRC) are two wings of the Board working in unison for smooth operation and development of the Company. All the Directors have full and timely access to all pertinent information, independent professional participation and active. The profiles of all members of the Board are given on page 13 to 16.

The Board of Directors of the Company appointed 2 (two) Independent Directors as prescribed in the BSEC Corporate Governance Guidelines (No. 1.2).

BOARD DIVERSITY

The company has ensure and maintaining a good blending of equal job opportunities within every lair of the company. To accommodate this principles among total 8 (eight) members into the Board; 2 (two) members came from female representation and two members came from Independent Directors part. There are a good blending of young, energetic, sound education background and expert in business relating with his/her area. A short details of each directors are given Page no. 13 to 16 in the Annual Report.

POLICY ON APPOINTMENT OF DIRECTORS

The Company always complies with the regulations of the regulatory authorities regarding appointment of directors. BSEC notification and Companies Act 1994 are strictly followed in this regard. As per Companies Act 1994 Directors are subject to retirement by rotation in every AGM. The term of Independent Director is 3(three) years and may be extended by another 3(three) years. Provided that a former Independent Director may be considered for reappointed for another after a time gap of 1(one) tenure i.e., 3 (three) years from his/her completion of consecutive two tenures [i.e.6 (six) years]. With regards to the nomination, removal and casual vacancy of the Directors, Company follows all relevant laws, rules and regulations applicable for the Company. Hence, Directors are appointed following relevant provision/clause of Companies Act 1994, Corporate Governance Guidelines of BSEC and Articles of Association of the Company. The Board of Directors consists of noted entrepreneurs and business professionals having experience and acumen in diverse range of businesses and operations. Collectively they have enriched the Board with the knowledge and expertise in banking and finance, IT, accounting, marketing, administration, and engineering. Their rich and diverse backgrounds have given the Board a vantage point in directing and monitoring the Company to achieve its desired objectives

PRACTICE OF THE BOARD

The Board is responsible for formulation of overall planning, policies and strategies and guidelines of the activities and implementation thereof to achieve the goals and objectives of the Company and ultimately remains accountable to the shareholders. The Board of Directors of the Company has laid down a Code of Conduct for the Chairperson, other Board Members and Chief Executive and annual compliance of the code based on the recommendation of the Nomination and Remuneration committee (NRC) which are duly recorded and posted in the website of the Company. In accomplishment the affairs of the Company, the Board is guided by Corporate Governance Code of BSEC and in compliance with the Companies Act 1994, Labour Act 2006 (Amendment in 2018) Memorandum and Articles of Association of the Company and the Service Rules of the Company and other relevant applicable laws and regulations. The Board also remains them responsible for efficient and effective implementation of the policies and strategies adopted time to time.

ADEQUATE NUMBER OF NON-EXECUTIVE DIRECTORS number

In compliance with condition no. 1(4) (a) of the Corporate Governance code separate individuals fill in the position of Chairperson and Managing Director of the Company. In line with Corporate Governance best practice, the Company maintains 2 (two) executive directors, 4 (four) non-executive directors including 2 (two) Independent Directors out of total 8 (Eight) Directors.

INDEPENDENT DIRECTORS

TIL encourages effective representation of independent directors in its Board to infuse diverse knowledge and core competencies relevant to Company business. In compliance with relevant Corporate Governance Code (CGC), the Board of Directors has consisted 2 (two) independent directors, 1(one) independent director will be appointed during this year, which will be placed to the upcoming Annual General Meeting (AGM) for shareholders' approval. The independent directors being conversant in the field of financial, regulatory and corporate laws enjoy full freedom to carry out their assigned responsibilities. With them they have brought in more than 10 years of corporate management/professional experiences to the Board of Directors.

INDEPENDENT DIRECTORS IN THE BOARD & THEIR INDEPENDENCE

As per the Corporate Governance Code of Bangladesh Securities and Exchange and Commission (BSEC), one –fifth of total Directors of the Board is Independent Directors, thus out of the total 8(eight) Directors 2 (two) Directors are Independent, having no interest in the Company. Independence of the respective independent directors is confirmed during their selection and appointment and remains them committed to continue with such principle of independence throughout their tenure.

RESPONSIBILITIES OF THE BOARD

The Board is collectively to the Company's member as laid down in its Articles of Association and the relevant laws and regulations. The Board directions are taken its meeting held as per the Articles of Association. The Company Secretary calls the meetings of the Board and Board Committee, prepares the agenda in consultation with the Chairman of the Board of Directors, the Chairman of sub-committee and MD of the Company. The Agenda for the meetings of the Board and its committee, together with the appropriate supporting documents are circulated well in advance of the meetings. All Board members are entitled to raise other issues as they think pertinent with the overall business of the Company. The Company secretary is accountable to the Board to ensure that the Board procedures are followed and that applicable rules and regulations are complied with.

CHAIRPERSON OF THE BOARD

The Chairman is a non-executive and responsible to lead the Board. The Chairperson ensures his leadership through facilitating productive and constructive contribution to the Board. The Board considers that the Chairperson is independent in all aspects of the Company.

ROLE OF THE CHAIRMAN OF THE BOARD

The Chairperson leads the Board. He serves as the primary link between the Board and management, and set the agenda of the meeting after consulting with the MD and CS. It is the Chairperson responsibility to provide leadership to the Board and ensure that the Board works effectively & efficiently and discharges its responsibilities as directors of the Company. The Board clearly defined the respective roles and responsibilities of the Chairperson and the Nomination and Remuneration Committee (NRC) has laid down the code of conduct of the Chairperson according to condition no. 7 of Corporate Governance Code 2018 as per BSEC Notification No. BSEC/CMRRCD/2006-158/Admin/80 dated 3 June 2018 as well as best practices.

MANAGING DIRECTOR

The Managing Director has the overall responsibility for the performance of the Company's business. He is the chief executive of the Board. He is responsible for establishing and executing the Company's overall operating plan that is necessary to achieve the Company's objectives; as a coach. The Board of Directors has been clearly defined roles & responsibilities of the MD in the Articles of Association of the Company and the Nomination and Remuneration Committee (NRC) has laid down the code of conduct of the Chairperson according to condition no. 7 of Corporate Governance Code 2018 as per BSEC Notification No. BSEC/CMRRCD/2006-158/Admin/80 dated 3 June 2018 as well as best practices. Besides, the Managing Director of the Company don't hold the same position in any other listed company.

SEPARATION OF CHAIRMAN & MANAGING DIRECTOR ROLES

In compliance with Clause 1(4) of BSEC Corporate Governance Code dated 3 June 2018, we report that the Chairman of the Board and Managing Director position filled by the different individuals. The Chairman of the Company has been elected from among the Non-Executive Directors of the Company. In this regard, the Board of Directors has already clearly defined respective roles and responsibilities of the Chairman and the Managing Director (MD). In the absence of the Chairperson of the Board, the remaining members of Board of Directors elect one of themselves from non-executive directors as Chairperson for that particular Boards meeting. The reason of absence of the regular Chairperson is also duly recorded in the minutes.

RETIREMENT & RE-ELECTION OF DIRECTORS

As per the Article of Association of the Company, at least one-third of the directors will retire in every year and they shall be those who holding the longest period of office. But in case of appointment in the same date, the retirement shall (unless they otherwise agree themselves) be determined by lottery, but the retiring director will remain eligible for re-election.

CODE OF CONDUCT FOR THE CHAIRPERSON, OTHER BOARD MEMBERS & CHIEF EXECUTIVE OFFICER

The Board laid down a code of conduct based on recommendation of the NRC for the Chairperson, Other Board Members and Chief Executive Officer/MD of the Company and the said code of conduct also posted in the Company's website which is available at www.til.com.bd

BOARD MEETINGS

The Board meets regularly to discharge its duties effectively. During the year 12 (twelve) Board Meetings were held of the Company's and the gap between two meetings did not exceed three months. The Company Secretary is also responsible to record the minutes of the meetings as well as keep required books and records in line with the provisions of the BSS which is adopted by ICSB.

BOARD COMMITTEES

The Board has established two Sub-Committee of the Board; i) Audit Committee; and ii) Nomination and Remuneration Committee, to whom it has delegated some of its responsibilities. The Committee have their own terms of reference through which respective roles and responsibilities are delegated by the Board, which is kept under review and updated regularly to ensure that they remain consistent with the best practice.

AUDIT COMMITTEE

The company has formed an Audit Committee consisted by 3 (three) members as a sub-committee of the Board, has been constituted by one of the Independent Director as Chairman and two other members of the Board by non-executive directors for ensuring good governance practices within the Company. Mr. Ariful Islam who represent in the Board as Independent Director is the Chairman of the Committee who has twenty seven years practical knowledge and professional experience in the fields of finance, accounts, banking, audit and corporate management. The Company Secretary is the Secretary of the Audit Committee in addition to the three members. The Committee assists the Board in ensure that the financial statements reflect true and fair view of the state of affairs of the Company and ensuring a good monitoring system within the business. Audit Committee is responsible to the Board of Directors for its role and responsibilities that are clearly set forth by the Company and time to time issued notifications by the regulators. Chairman of the AC is an Independent Director who performs his duties with full freedom.

INTERNAL CONTROL & COMPLIANCE DEPARTMENT ACCESS TO AUDIT COMMITTEE: Head of Internal Audit and Compliance (HIAC) have direct access to the Audit Committee as and when required.

NOMINATION & REMUNERATION COMMITTEE

The company has formed a NRC committee as a sub-committee of the Board, has been constituted by one of the Independent Director as Chairman and two other members of the Board in line with the newly issued Corporate Governance Code. Mr. Ariful Islam who represent in the Board as Independent Director is the Chairman of the Committee who has twenty four years practical knowledge and professional experience in the fields of accounting, finance, audit and corporate management. The Company Secretary is the Secretary of this Committee. The NRC 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. The NRC members nominated and appointed by the Board and also responsible to the Board of Directors for its role and responsibilities that are clearly set forth by the Company and time to time issued notifications by the regulators. During the year 2(Two) NRC Meeting was held.

MANAGEMENT COMMITTEE

The Company has formed a Management Committee which is entrusted with the day-to-day operation of the Company. The Managing Director is the head of the Management Committee. Being the Committee, as the Company's management body, is committed to serving the interests of the Company and trying to achieve sustainable growth & focus on value creation within the Company.

CHIEF FINANCIAL OFFICER

The Company has appointed a Chief Financial Officer (CFO). He is a FCMA from the Institute of Cost Management Accountants of Bangladesh (ICMAB). He is responsible for accounts and finance activities of the Company. The Board of Directors clearly defined the respective roles, responsibilities and duties of the CFO. In compliance with the corporate governance guidelines of the BSEC, the CFO attends in the meetings of the Board of Directors except where he is interested in any matter which is in practice within the company.

COMPANY SECRETARY

As a part of statutory requirement the Board of Directors of Tosrifa Industries Limited has appointed a Company Secretary. He is responsible for dealing with corporate and various policies matters of TIL, making bridge between the Board and other Stakeholders, custodian of the Shareholders and also conducts the statutory functions pursuant to the applicable laws and regulations. The Board of Directors clearly defined the roles, responsibilities and duties of the Company Secretary. Company Secretary attends in the meetings of the Board of Directors except where he is interested in any matter which is in practice within the company.

HEAD OF INTERNAL AUDIT & COMPLIANCE

Tosrifa Industries Limited has a Head of Internal Audit & Compliance. He is resource personnel in his assigned arena. He is responsible for internal control, internal audit & compliance of the Company among other tasks. The Board of Directors clearly defined his respective roles, responsibilities and duties of the Head of Internal Audit. The HIAC attends in the meetings of the Board of Directors except where he is interested in any matter.

OWNERSHIP COMPOSITION

As on 30 June 2021 the Directors of TIL held 49.71% of total shares whereas Company and General Public held 22.65% and 27.64% respectively:

Sl.No.	Composition	30.06.2021		30.06.2020	
		No. of shares held	% of total shares	No. of shares held	% of total shares
1	Directors and Sponsors	32,971,240	49.71%	32,971,240	49.71%
2	Public	18,334,793	27.64%	18,405,612	27.65%
3	Institute	15,020,913	22.65%	14,950,094	22.54%
	Total	66,326,946	100.00%	66,326,946	100.00%

Directors' shareholding status has been stated in note.13.00 of financial statements.

DIRECTORS REPRESENTATION TO OTHER COMPANIES

Sl.No.	Name	Designation in the Company	Directorship/Sponsorship/ Ownership with other Companies	Position
1	Rafiq Hassan	Chairman	Northern Air Ltd	Managing Director
			Total Freight Ltd.	Managing Director
			Hung Tak Northern Garments Ltd	Director
			Enviro Pac Ltd.	Director
			Northern Knit Ltd	Director
			Northern Yarn Ltd	Director
			Northern Corporation Ltd	Director
			Comfort Wear International Ltd.	Director
2	Mohim Hassan	Managing Director	Hung Tak Northern Garments Ltd.	Chairman
			Northern Corporation Ltd.	Chairman
3	Naim Hassan	Director	Fashion Asia Ltd.,	Managing Director
			Printers & Printers Ltd.,	Managing Director
			Northern Yarn Ltd.	Managing Director
			Northern Corporation Ltd	Managing Director
			Enviro Pac Ltd	Director
			Northern Knit Ltd	Director
			Hung Tak Northern Corporation Ltd	Director

Shareholding of CEO, CS, CFO, COO, HIAC and top 5 (Five) Salaried Executives Please refer to page no.43 of the Annual Report.

ANNUAL EVALUATION OF MANAGING DIRECTOR CARRIED OUT BY THE BOARD

The Board of Directors of TIL clearly defines and approves the roles, responsibilities and duties of Managing Director. The Board of Directors evaluates the activities of Managing Director based on performance evaluation criteria duly recommended by the Nomination and Remuneration Committee (NRC) and approved by the Board along with the goals set forth for him considering the Company's vision and mission at the beginning of each year. The annual financial budget and their strategic objectives are discussed, reviewed and finalized by the Board at the outset of the financial year. The Board considers both financial and non-financial goals during the appraisal.

TRAINING OF DIRECTORS

Training of Directors includes providing training and information on the latest update related to Company business such as relevant laws, policy guidelines, circulars, rules and regulations issued by the regulatory authorities; so that they could effectively discharge the responsibilities. Sometimes special discussion sessions are arranged with the experts on highly technical and complex issues. They also participate in the programs and seminars organized by various professional bodies at home and abroad on business, economic, technical, professional and corporate governance issues.

POLICY FOR INDUCTION OF DIRECTORS

An induction process should aim at providing a director with all necessary information as would enable him to function and discharge his responsibilities as effectively as possible. A director will be a part of the board and the board is collectively referred to as the brain of the company. All new Directors appointed to the Board attend a formal induction programme to familiarize themselves with the Company's strategy and aspiration, understanding of the line of business and corporate functions, key financial highlights, audit, compliance and risk management. In case of managerial personnel i.e. Chief Executive Officer / Chief Financial Officer / Chief Operating Officer is appointed to the board, they should be briefed about the extension to their liabilities in terms of various legislations and the additional relationships with shareholders and regulators, on account of their appointment as a member of the board. However, they need not be briefed as extensively about the business and operations of the company since they can be expected to be well aware of these in view of their positions. Rafiq Hassan Chairperson of TIL, one of the responsibilities would be to take the lead and ensure that a newly appointed board member receives appropriate induction and training.

WHISTLE BLOWER POLICY

Whistleblowing is a tool for Company to fight against fraud-forgery and corruption. TIL has been promoting whistleblowing for any suspected misdeed or offence observed by employees. As per Speak up Policy of TIL, employees are encouraged, guided and protected for blowing whistle against any unusual activities they may encounter. Whistleblower can report his/her concern in person, in writing, via email or over telephone and anonymity of that person are maintained.

ESTABLISHMENT AND REVIEW OF INTERNAL CONTROL SYSTEM

TIL has a sound system of internal control to safeguard stakeholders' interest. The Board of Directors having ultimate responsibility of its operations has delegated to the Audit Committee for review of the adequacy and effectiveness of the system of internal control.

STATUTORY AUDIT

The shareholders of TIL in the 18th AGM held on 24 December 2020 appointed Shiraz Khan Basak & Co., Chartered Accountants, as the Statutory auditors for the year 2020-21.

COMPLIANCE AUDIT

The shareholders of TIL in the 18th AGM held on 24 December 2020 appointed M/S Podder & Associates, Cost Management Accountants, as the Compliance auditors for the year 2020-21. In order to ensure the integrity of the corporate governance with accountability for inspiring the confidence of investors, regulators, financier and other stakeholders, the Company is committed to keep them compliant with the requirements of the Corporate Governance Code of BSEC.

MAINTAINING WEBSITE

The Company has an official website linked with the website of the exchanges (www.til.com.bd). The Company made available the detailed disclosures on its website as required under the Listing Regulations 2015 of Dhaka Stock Exchange (DSE) and Chittagong Stock Exchange (CSE).

COMPLIANCE OF CODE OF CONDUCT & ETHICAL GUIDELINES

The Board of Directors complies with all applicable laws and regulations of the land and with the Memorandum and Articles of Association and the policies of the Company adopted by the Board from time to time. All the employees are committed to adhere to the Code of Conduct and are expected to demonstrate highest level of ethical standards. They are also expected to undertake at all times to comply with or adhere to all applicable laws and regulations of the country, policies and instructions of the Company, wherever they operate.

COMPLIANCE WITH ICSB SECRETARIAL STANDARDS

The Institute of Chartered Secretaries of Bangladesh (ICSB) has framed and issued Secretarial standards to streamline and standardize the diverse secretarial standards.

Disclosure on Governance under Secretarial Standards by Institute of Chartered Secretaries of Bangladesh for the year 2020-2021.

BSS -1 SECRETARIAL STANDARD ON MEETINGS OF THE BOARD OF DIRECTORS

	Particulars	Compliance Status
1.0	Convening Meeting	Complied
2.0	Frequency of Meeting	Complied
3.0	Quorum	Complied
4.0	Attendance in Meeting	Complied
5.0	Chairman	Complied
6.0	Passing of Resolution by Circulation	Complied
7.0	Minutes	Complied
8.0	Attendance in Meetings and their Recording in the Minutes	Complied
9.0	Preservation of Minutes and Supporting Papers	Complied
10.0	Disclosure	Complied
11.0	Effective Date	Complied

BSS -2 SECRETARIAL STANDARD ON GENERAL MEETINGS

	Particulars	Compliance Status
0.1	Convening of Meeting	Complied
2.0	Frequency of Meeting	Complied
3.0	Quorum	Complied
4.0	Presence of Directors and Auditors	Complied
5.0	Chairman	Complied
6.0	Voting	Complied
7.0	Proxies	Complied
8.0	Conduct of Poll	Not Applicable
9.0	Withdrawal of Resolutions	Not Applicable
10.0	Rescinding of Resolutions	Not Applicable
11.0	Modification to Resolutions	Not Applicable
12.0	Reading of Report / Certificate	Complied
13.0	Distribution of gift	Complied
14.0	Adjournment of Meeting	Not Applicable
15.0	Minutes	Complied
16.0	Recording in the minutes	Complied
17.0	Preservation of Minutes and other Records	Complied
18.0	Disclosure	Complied

BSS -3 SECRETARIAL STANDARD ON MINUTES

	Particulars	Compliance Status
1.0	Maintenance	Complied
2.0	Contents	Complied
3.0	Recording	Complied
4.0	Alteration/ Modification	Not Applicable
5.0	Finalization & Signing	Complied
6.0	Inspection	Complied
7.0	Preservation	Complied

BSS -4 SECRETARIAL STANDARD ON DIVIDEND

	Particulars	Compliance Status
1.0	Declaration / Recommendation of Dividend	Complied
2.0	Dividend of Profit	Complied
3.0	Dividend Out of Reserve	Not Applicable
4.0	Entitlement to dividend	Complied
5.0	Payment of Dividend	Complied
6.0	Unpaid/ Unclaimed Dividend	Complied

Compliance of International Accounting Standards (IAS) and International Financial Reporting Standards (IFRS) as applicable in Bangladesh

The Group as per Para 12 of Securities & Exchange Rule -1987, with the following International Accounting Standards (IAS) and International Financial Reporting Standards (IFRC) as adopted by The Institute of Chartered Accountants of Bangladesh (ICAB) and subsequently adopted by the Financial Reporting Council, Bangladesh in preparing the financial statements.

Sl.No.	IAS No.	IAS Title	Compliance Status
1	1	Presentation of Financial Statements	Complied
2	2	Inventories	Complied
3	7	Statement of Cash Flows	Complied
4	8	Accounting Policies, Changes in Accounting Estimates and Errors	Complied
5	10	Events after the Reporting Period	Complied
6	12	Income Taxes	Complied
7	16	Property, Plant & Equipment	Complied
	17	Leases	Complied
	18	Revenue	Complied
8	19	Employee Benefits	Complied
9	20	Accounting for Government Grants and Disclosure of Government Assistance	Not Applicable
10	21	The Effect of Changes in Foreign Exchange Rates	Complied
11	23	Borrowing Cost	Complied
12	24	Related Party Disclosures	Complied
13	26	Accounting and Reporting by Retirement Benefit Plans	Not Applicable
14	27	Separate Financial Statements	Not Applicable
15	28	Investments in Association and joint ventures	Not Applicable
16	29	Financial Reporting in Hyperinflationary Economics	Not Applicable
17	31	Interest in Joint Ventures	Not Applicable
18	32	Financial Instruments Presentation	Complied
19	33	Earnings per Share	Complied
20	34	Interim Financial Reporting	Complied
21	36	Impairment of Assets	Complied
22	37	Provisions, Contingent Liabilities and Contingent Assets	Complied
23	38	Intangible Assets	Complied
24	40	Investment Property	Not Applicable
25	41	Agriculture	Not Applicable

Sl.No.	IFRS No.	IFRS Title	Compliance Status
1	1	First-time adoption of International Financial Reporting Standards	Not Applicable
2	2	Share-based Payment	Not Applicable
3	3	Business Combination	Not Applicable
4	4	Insurance Contracts	Not Applicable
5	5	Non-current Assets Held for Sale and Discontinued Operations	Not Applicable
6	6	Exploration for and Evaluation of Mineral Resources	Not Applicable
7	7	Financial Instruments: Disclosures	Complied
8	8	Operating Segments	Complied
9	9	Financial Instrument	Complied
10	10	Consolidated Financial Statements	Not Applicable
11	11	Joint Arrangements	Not Applicable
12	12	Disclosure of Interests in other Entities	Not Applicable
13	13	Fair Value Measurement	Complied
14	14	Regulatory Deferral Accounts	Not Applicable
15	15	Revenue from Contracts with Customers	Complied
16	16	Lease	Complied

NO ADVERSE REMARKS IN THE AUDITORS REPORT

Tosrifa Industries Limited obtained unqualified opinion-clean report from Shiraz Khan Basak & Co, Chartered Accountants for the year 2020-21 which is stated in page no. 70 of the Annual Report.

CHAIRMAN OF THE AUDIT COMMITTEE IS PRESENT AT THE AGM

The Chairman of the Audit Committee is attending at the Annual General Meeting (AGM) of the Company regularly.

TIMELINES IN PUBLISHING FINANCIAL STATEMENTS AND HOLDING AGM

TIL always comply with advises, suggestions and guidelines of BSEC, DSE, CSE. Timelines in publishing financial statements and holding AGM TIL follow DSE (Listing Regulations) 2015, dated 30th June 2015 LR: 16 (1) (2), 17 (1) (2) (3) 18 (1) 19(1) (2), 21, 22(1), 24(1) (2) (3) & 33 and BSEC Notification no. BSEC/CMRRCD/2006-158/208/Admin 81, dated 20 June 2018. TIL 19 AGM will be held on Thursday, December 23, 2021 at 4.00 PM through digital platform.

INVESTORS RELATIONSHIP DEPARTMENT

The company has formed an Investors Relationship Department as per instruction of Regulators and the management has clearly defined the roles and responsibilities of the officials of the said department. If anyone has any query they can directly communicate with the officials of this department to redress it. The address details are given below:

Mohammad Sohel Rana, ACS

Head of Corporate Affairs

Tosrifa Industries Ltd.

4/2A, 135 Gopalpur, Munnu Nagar, Tongi, Gazipur

Mobile: +8801847124090, Email: sohel.rana@ntg.com.bd

COMMUNICATION WITH STAKEHOLDERS

The Company encourages communications with shareholders throughout the year and welcomes their participation at shareholders' meeting. Four times each year, Tosrifa Industries Limited presented financial reports to its stakeholders regarding its business, financial position and earnings etc. The Company holds its Annual General Meeting normally within the stipulated time frame according to regulatory requirements in each year. Among other things, the members present decided in the AGM regarding adoption of financial statements, declaration of dividend and election of the Board members and the appointment of the auditors.

POLICY ON ENSURING PARTICIPATION OF SHAREHOLDERS AT AGM

To ensure effective participation of shareholders in AGM, TIL publishes notice of AGM in daily newspapers with necessary details within reasonable time-frame. The AGM normally takes place in a well-known place and at a convenient time. Annual Reports are circulated as per the provision of Companies Act 1994 and related Notification issued by BSEC, so that shareholders get sufficient time to go through the report and freely provide their valuable comments and suggestions in the AGM.

REDRESSAL OF SHAREHOLDERS COMPLAINTS

Any complaint, received at AGM or throughout the year, related to transfer and transmission of shares, non-receipt of Annual Reports, and dividends timely and other share related matters is resolved lawfully in time.

The Company Secretary of TIL plays the role as a Chief Compliance Officer in handling any such issue related to our shareholders, investors etc.



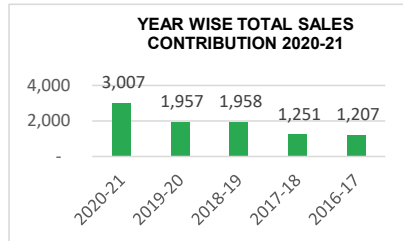
Rafiq Hassan
Chairman

FIVE YEARS HIGHLIGHTS

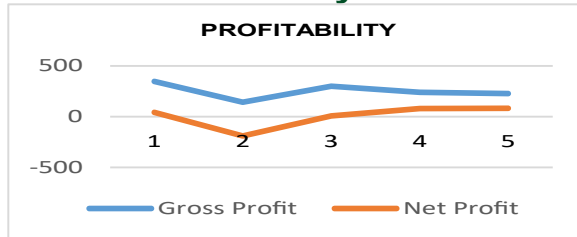
Tk. in Million

OPERATIONAL RESULT	2020-21	2019-20	2018-2019	2017-2018	2016-2017
Sales Turnover	3,007.15	1,956.72	1,958.49	1,251.31	1,206.89
Cost of Goods Sold	2,660.03	1,815.21	1,658.73	1,010.06	979.93
Gross Profit	347.12	141.51	299.76	241.25	226.96
Profit from Operations	144.81	(28.55)	115.75	92.92	93.91
Net Profit Before Tax	81.08	(152.64)	65.57	90.28	107.05
Net Profit/Loss After Tax	42.78	(190.25)	7.79	79.92	83.34
Net Cash Flows from Operating Activities	100.18	7.29	(58.62)	118.94	116.91
FINANCIAL POSITION					
Paid-up Capital	663.27	663.27	663.27	631.69	631.69
Shareholders' Equity	1,946.82	1,904.04	2,100.93	2,124.72	2,107.97
Total Assets	4,404.60	4,107.59	4,332.30	3,610.38	2,955.42
Non-Current Assets	3,119.76	3,162.65	3,217.53	2,839.62	2,256.05
Current Assets	1,284.84	944.94	1,114.77	770.77	699.37
Inventories	713.55	451.40	463.51	335.14	208.75
Non-Current Liabilities	1,195.56	970.26	838.33	692.70	278.53
Current Liabilities	1,262.22	1,233.29	1,393.04	792.96	568.92
Reserve & surplus	1,283.55	1,240.77	1,437.66	1,493.04	1,476.28
KEY FINANCIAL RATIO					
Ordinary Shares Outstanding	66,326,946	66,326,946	66,326,946	63,168,520	63,168,520
Capital Employed	3142	2874	2939	2817	2386
Current Ratio (Times)	1.02	0.77	0.80	0.97	1.23
Quick Ratio (Times)	0.45	0.40	0.47	0.55	0.86
Time Interest Earned Ratio (Times)	3.84	(0.08)	4.80	14.11	16.97
Debt to Equity Ratio (Times)	1.26	1.16	1.06	0.70	0.40
Asset Turnover Ratio	0.18	0.12	0.12	0.10	0.11
Gross Profit Ratio	11.54	7.23	15.31	19.28	18.81
Operating Income Ratio	4.82	(1.46)	5.91	7.43	7.78
Net Profit Ratio	1.42	(9.72)	0.40	6.39	6.91
Return on Total Assets (ROA)	0.97	(4.63)	0.18	2.21	2.82
Return on Equity Ratio (ROE)	2.20	(9.99)	0.37	3.76	3.95
Return on Capital Employed	2.58	(5.31)	2.23	3.20	4.49
Export to Total Revenue	100	100	100	100	100
Price Earnings Ratio	28.44				
Face Value Per Share	10	10	10	10	10
Earnings Per Share (EPS)	0.64	(2.87)	0.12	1.20	1.32
Net Operating Cash Flows Per Share (NOCFPS)	1.51	0.11	(0.88)	1.79	1.85
NAV Per Share	29.35	28.71	31.68	32.03	33.37
Dividend Per Share	2.5% Cash & 2.5% Stock	No dividend	1% Cash	5% Cash & 5% Stock	10% Cash
No. of Shareholders	6532	7322	8058	8995	10465
No. of Employees	3738	2892	3053	2591	2341

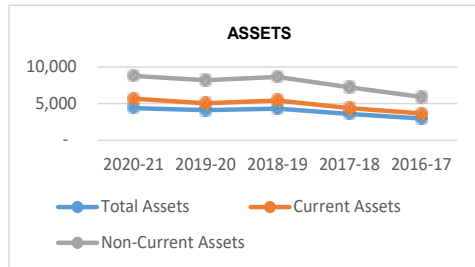
Turnover



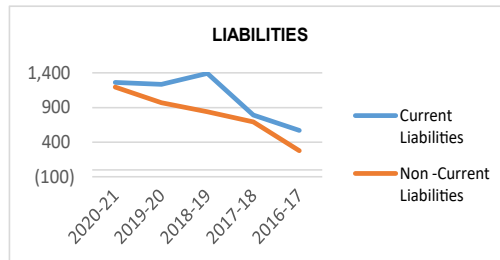
Profitability



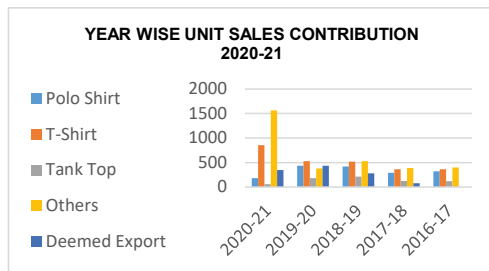
Assets



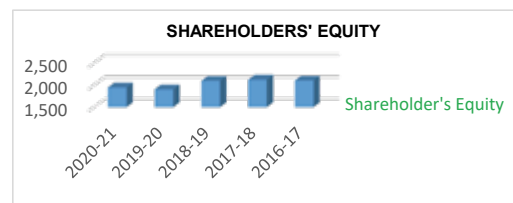
Liabilities



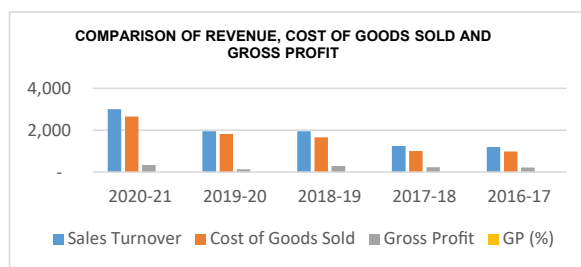
Segment wise Reports



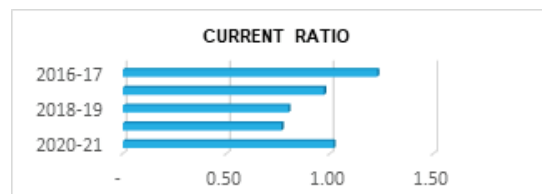
Shareholders' Equity



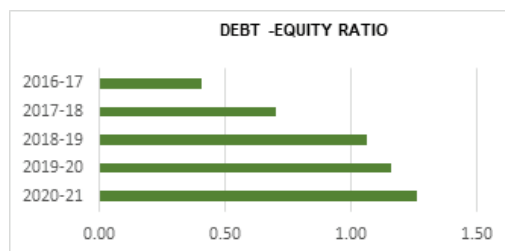
Comparison of Revenue, Cost of Goods sold & Gross Profit



Current Ratio



Debt -Equity Ratio



Pattern of Shareholdings

As on June 30, 2021

Particulars	Position	No. of shares held	Percentage
Shares held by:			
(a) Parent/ Subsidiary/Associated Companies and other related parties		N/A	
(b) (i) Shares held by Directors & their Spouses and Minor Children			
Rafiq Hassan	Chairman	2,121,786	3.20%
Mohim Hassan	Managing Director	3,245,543	4.89%
Naim Hassan	Director	5,895,408	8.89%
Lyra Rizwana Quader (W/o Mohim Hassan)	Director	5,978,050	9.01%
Anjuman Ara Begum (W/o Naim Hassan)	Director	1,700,000	2.56%
Hasib Uddin Ahmed Nominated by NCL	Director	13,482,000	20.33%
Ariful Islam	Independent Director	Nil	-
Md. Aminul Islam	Independent Director	Nil	-
Ahnaf Abed Hassan (S/o Naim Hassan)	Shareholder	502,536	0.76%
Minor Children of all Directors & spouses of the Chairman & Independent Directors and Nominated Directors		Nil	-
(b) (ii) Shares held by Company Secretary, CFO, HIAC & their spouses and Minor children			
Hayder Ali	Company Secretary	Nil	-
Abul Hasnat Mohammad Quamruzzaman	Chief Financial Officer	Nil	-
Md. Khalewkuzzaman Khan	Head of Internal Audit & Compliance	Nil	-
Their Spouses & Minor Children		Nil	-
(C) Shares held by top 5 (five) salaried employees, other than the Directors, CEO, CS, CFO, HIAC & their spouses and Minor children			
Armanul Azim	Chief Operating Officer	Nil	-
Md. Habibur Rahman	Sr. DGM Fabric Division	Nil	-
ABM Farhad Uddin Chowdhury	AGM Accounts & Finance	Ni	-
Khorshed Alam	Sr. AGM Production	Nil	-
Mohammad Sohel Rana, ACS	Head of Corporate Affairs	Nil	-
Their Spouses & Minor Children		Nil	-
(C) Shareholders holding 10% or more voting interest in the Company		Nil	-

ATTENDANCE AT BOARD MEETING

For the period from 1 July 2020 to 30 June 2021

Name of Directors	Position	No. of Board Meetings Held	No. of Meetings Attended
Rafiq Hassan	Chairman	12	12
Mohim Hassan	Managing Director	12	12
Naim Hassan	Director	12	12
Lyra Rizwana Quader	Director	12	10
Anjuman Ara Begum	Director	12	11
Hasib Uddin Ahmed	Nominated Director	12	6
Prof. Dr.Khondaker Mohammad Shariful Huda	Independent Director	12	7
Md. Nasirul Islam	Independent Director	12	3
Ariful Islam	Independent Director	12	8
Aminul Islam	Independent Director	12	1

Leave of absence was duly granted.

*Independent Director, Md. Nasirul Islam passed away on July 9,2020. And Ariful Islam has appointed as Independent Director w.e.f. 5 October 2020.

** Independent Director, Prof. Dr. khondaker Mohammad Shariful Huda has created casual vacancy after completion of 1 (one) term i.e.3 years as per BSEC notification. And Md. Aminul Islam has appointed as Independent Director w.e.f. 2 June 2021.

In Attendance

Name	Position	No. of Board Meetings Held	No. of Meetings Attended
Hayder Ali	Company Secretary	12	12
A.B.M. Farhad Uddin Chowdhury, FCMA	Head of Accounts	12	8
Abul Hasnat Mohammad Quamruzzaman, FCMA	Chief Financial Officer (CFO)	12	4
Mohammad Sohel Rana, ACS	Manager Corporate Affairs	12	2
Mofazzal Hossain	Head of Internal Audit	12	10
Khalekuzzaman Khan	Head of Internal Audit and Compliance (HIAC)	12	2

N.B. Abul Hasnat Mohammad Quamruzzaman, FCMA has appointed as CFO on 6 December 2020, Khalekuzzaman has appointed as HIAC on 26 September 2021, Mohammad Sohel Rana,ACS has appointed as Head of Corporate Affairs joined on 28 September 2021.

Audit Committee Meeting and Attendance During the year Under Review

Name	Position	No. of Board Meetings Held	No. of Meetings Attended
Ariful Islam	Chairman	6	6
Lyra Rizwana Quader	Member	6	5
Anjuman Ara Begum	Member	6	6

In Attendance

Name	Position	No. of Board Meetings Held	No. of Meetings Attended
Hayder Ali	Company Secretary	6	6
A.B.M. Farhad Uddin Chowdhury, FCMA	Head of Accounts	6	2
Abul Hasnat Mohammad Quamruzzaman, FCMA	Chief Financial Officer (CFO)	6	4
Mohammad Sohel Rana, ACS	Manager Corporate Affairs	6	2
Mofazzal Hossain	Head of Internal Audit	6	4
Khalekuzzaman Khan	HIAC	6	2

N.B. Abul Hasnat Mohammad Quamruzzaman, FCMA has appointed CFO on 6 December 2020, Khalekuzzaman has appointed HIAC on 26 September 2021, Mohammad Sohel Rana,ACS has appointed Head of Corporate Affairs joined on 28 September 2021.

Nomination and Remuneration Committee Meeting and Attendance During the year Under Review

Name	Position	No. of Board Meetings Held	No. of Meetings Attended
Ariful Islam	Chairman	2	2
Lyra Rizwana Quader	Member	2	2
Anjuman Ara Begum	Member	2	2

In Attendance

Name	Position	No. of Board Meetings Held	No. of Meetings Attended
Hayder Ali	Company Secretary	2	2



CORPORATE SOCIAL RESPONSIBILITY (CSR) ACTIVITIES

Corporate Social Responsibility (CSR) is a set of activities of a company that changes business operations to consider the interface of society by taking responsibility for the effect of their activities on customers/buyers, employees, shareholders, communities and the environment in all angles of their operations.

As recognizing how important social responsibility is to their customers/buyers and business partners, Tosrifa Industries Limited always prioritizes social responsibilities and practices numerous types of CSR.

PROMOTING HEALTH AWARENESS

As part of our health awareness, during the current Covid-19 pandemic we are assuring the health and safety of our employees and visitors. We also provide masks, sanitizers, gloves, and safety equipment's to our employees. TREE

PLANTATION & FORESTATION

The plants trees play a very vital role in sustainable life and ecosystem on earth and, therefore the importance of tree plantation must be understood. They inhale carbon dioxide and exhale the life giving oxygen. Plants and trees also provide food, fuel, wood, flowers and many important items. They are also natural source of food and habitat for birds and wildlife and play a significant role in ecosystem Trees also absorb other harmful gases from the atmosphere, thus making the air pure and fresh.

As part of the policy to protect and improve the environment we have embarked on a program of tree plantation yearly to extend the greenery and landscape of the country.

We have obtained LEED Certificate Platinum Category for Green Factory Building.

STAND BY THE PEOPLE

We are not always thinking of business only. We always stand by the people around us and distributed winter clothes among the distressed people of the cold stricken districts of Bangladesh and the poor segment of people. We usually distribute blankets to them.

GROUP INSURANCE

As per section -99 of Bangladesh Labour Law 2006 (as amended in 2018), the Company has established Group Insurance for its employees with recognized Insurance Company. MEDICAL EXPENSES PROVIDED TO THE INSOLVENT EMPLOYEES The employees who are not capable of paying the expenditure incurred for their medical treatment for various diseases/accidental causes happened either during in course of service or any other way are being taken under special consideration for payment of such medical expense. In the year 2020-21 total medical expenses supported by the Company is about more than Tk 514,090.

WORKERS PROFIT PARTICIPATION & WELFARE FUND

The Company contributed 5% of net profit before charging the amount to the aforementioned fund in accordance with the requirement of section 234 of Bangladesh Labour Law 2006 (as amended in 2013).

EMPLOYEES & THEIR IMMEDIATE FAMILY TAKE PART IN COMMUNITY IMPROVEMENT & WELFARE INITIATIVES

The Company believes that this program can be developed through a combination of cares to individual employee like matching support arrangements between the Company and the employees which build team spirit particularly among the employees for participatory activities in community development.

HUMAN RIGHTS

We are committed to upholding the Universal Declaration of Human Rights by the UN and the labor standards set out by the ILO and Bangladesh Labour Laws -2006(as amended in 2018).

CHILD LABOUR

We have strictly abide by section 34 of Bangladesh Labour Law-2006 (as amended in 2018) to prevent employment of Child Labour.

EMPLOYEES TRAINING & DEVELOPMENT

The Company considers and desires training as the core theme to promote employees interest in attracting future potentiality, focuses on the Right-to-know and Partners-in leadership that aim to bring sustainable improvement of the personnel in the Company and for the nation as well.

REPORT OF THE AUDIT COMMITTEE

AUDIT COMMITTEE OF THE BOARD

The Audit Committee, appointed by and responsible to the Board of Directors of Tosrifa Industries Limited is constituted as per the Corporate Governance Code Notification 2018, issued by Bangladesh Securities and Exchange Commission (BSEC). All Members of the Audit Committee are financially literate and are able to analyze and interpret financial statements to effectively discharge their duties and responsibilities as members of the Audit Committee.

The Audit Committee assists the Board of Directors in ensuring that the financial statements reflect true and fair view of the state of affairs of the company as well as sound governance within the business. The Head of Internal Audit has direct access and submits its reports to the Audit Committee.

COMPOSITION OF THE AUDIT COMMITTEE AND THEIR QUALIFICATIONS

Sl. No.	Name	Status in the Board	Status in the Committee	Educational Qualification	Meeting Attendance	Remarks
1	Ariful Islam	Independent Director	Chairman	MBA in Finance (IBA, DU); BSc Honors in Economics, Calcutta University, India	6/6	Joined Audit Committee on October 5, 2020
2	Lyra Rizwana Quader	Director	Member	B.Com (DU)	5/6	
3	Anjuman Ara Begum	Director	Member	B.A (DU)	6/6	

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

ROLE AND RESPONSIBILITIES OF AUDIT COMMITTEE

The roles and responsibilities of Audit Committee have been defined in line with the relevant provisions of Corporate Governance Notification issued by BSEC and other best practices of governance. Some important roles and responsibilities are highlighted below:

INTERNAL CONTROL AND COMPLIANCE

- Evaluate whether management is adhering to appropriate risk management, compliance and governance practices and have clear understanding of their respective roles and responsibilities.
- Monitor whether suitable suggestions made by internal and external auditors to improve internal control practices have been duly implemented by the management.

FINANCIAL REPORTING

- Review, before submission to the Board for approval, periodic financial statements to determine whether they are complete and consistent with applicable accounting and reporting standards set by respective governing bodies and regulatory authorities.

INTERNAL AUDIT

- Monitor/evaluate whether internal audit functions are truly independent.
- Review the activities, structure and style of conduct of internal audit functions to ensure that no unjustified restrictions or limitations are imposed.
- Review the efficiency and effectiveness of internal audit function.
- Review and ensure that appropriate recommendations made by internal auditors are duly implemented.

EXTERNAL AUDIT

- The Committee oversees the selection process of new auditors and make recommendations to the Board for the appointment of external auditor, to be placed to the shareholders for approval in the AGM.
- Review the findings and recommendations made by the external auditors are duly acted upon by the management.

COMPLIANCE WITH EXISTING LAWS & REGULATIONS

Review whether the laws and regulations framed by the regulatory authorities (Securities Regulators and other bodies) and internal circular/instructions/policy/regulations approved by the Board have been duly complied with.

MEETINGS OF THE AUDIT COMMITTEE

The Audit Committee had six meetings in 2020-21 as recorded in the table below:



Sl.No.	Meetings	Date of Meeting
1	71 Audit Committee Meeting	10 November 2020
2	72 Audit Committee Meeting	24 December 2020
3	73 Audit Committee Meeting	29 January 2021
4	74 Audit Committee Meeting	20 May 2021
5	75 Audit Committee Meeting	26 September 2021
6	76 Audit Committee Meeting	21 October 2021

DELIBERATIONS OF THE AUDIT COMMITTEE IN 2020-21

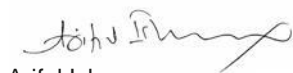
During the year 2020-21, the Audit Committee carried out its regular functions on the areas pertaining to its responsibilities. Some of the issues that are performed during the year under review for improvement of operational performance of the Company are listed below:

- a) Reviewed & recommended Audited Annual Financial Statements of the Company for the year 2020-21 to the Board for approval, which include Statement of Financial Position, Statement of Profit or Loss and Other Comprehensive Income, Statement of Changes in Equity, Statement of Cash Flows and Notes to the Financial Statements;
- b) Reviewed un-audited quarterly (Q1, Q2 and Q3) financial statements of the Company before the submission to the Board for approval;
- c) Recommended for appointment of external auditor (M/S.MABS & J Partners, Chartered Accountants) for the year 2021-22;
- d) Recommended for appointment of compliance auditor (M/S. Podder & Associates., Cost and Management Accountants) for the year 2021-22;
- e) Reviewed and ascertained that the internal control system including financial and operational controls, accounting system. and reporting structure are adequate and effective;
- f) Reviewed the periodical reports by the Internal Auditors and recommended to the management regarding prompt resolution of the control issues stated therein;
- g) Reviewed and monitored the compliance with the rules and regulations of the regulatory bodies;
- h) Discussed and opined on the status of the Risk Management Process and the Company's outlook as a going concern;
- i) Reviewed reports of related party transactions and possible conflict of interest;
- j) Reviewed the findings of internal audit team and management responses;
- k) Reviewed the compliance requirements of BSEC Code, notification and other laws.

The Minutes of the Audit Committee meetings are duly placed to the Board for ratification on regular basis.

The Audit Committee expresses its sincere thanks to all members of Board, internal audit team and management of the Company for their support throughout the year

On behalf of the Audit Committee,



Ariful Islam
Chairman
Audit Committee

NOMINATION AND REMUNERATION COMMITTEE (NRC) REPORT

The Nomination & Remuneration Committee (NRC) of Tosrifa Industries Limited has been constituted by the Board of Directors, as per the Corporate Governance Code Notification 2018 issued by Bangladesh Securities and Exchange Commission (BSEC). NRC is a sub-committee of the Board formed to assist the Board in formulating the nomination criteria or policy for determining qualifications, experiences and leadership attributes of Directors and senior executives. The NRC also assists the Board to formulate policy & procedure for remuneration of Directors & senior executives.

Dear Shareholders/Members of Tosrifa Industries Limited

The Nomination and Remuneration Committee (NRC) has the pleasure of presenting to the Shareholders its report for the year ended 30 June 2021, prepared in compliance of the condition 6 (5) (c) of the Bangladesh Securities and Exchange Commission (BSEC) Notification No. BSEC/CMRRCD/2006-158/207/ Admin/80 dated 03 June 2018 titled as Corporate Governance Code 2018.

COMPOSITION OF THE NRC AND MEETING ATTENDANCE IN 2020-21

The Nomination and Remuneration Committee of Tosrifa Industries Limited comprises of 3 (three) members of the Board of Directors, including one Independent Director as the Chairman of the Committee, having required qualifications as determined under the Corporate Governance Code 2018. The present Committee has the following members:

Sl	Name	Status with the Company	Status with the Committee	Educational Qualification	Meeting Attendance in 2020-21
1	Ariful Islam	Independent Director	Chairman	MBA in Finance (IBA, DU), BSc Honors in Economics Calcutta University, India	2/2
2	Lyra Rizwana Quader	Director	Member	B.Com (DU)	2/2
3	Anjuman Ara Begum	Director	Member	B.A (DU)	2/2

The Company Secretary, Hayder Ali functions as the secretary of the NRC as well. Managing Director and Head of Human Resource of the Company attend the meetings on invitation.

MEETING AND ATTENDANCE

During the year under review, the committee met twice. The attendance of the meeting has duly been recorded and the members who could not attend the meeting were granted leave of absence.

ROLES AND RESPONSIBILITIES OF THE NRC

The Nomination and Remuneration Committees, purpose, jurisdiction and responsibilities and the duties are guided by Terms of Reference (ToR) as defined by the Board of Directors as per Corporate Governance Code 2018.

OVERVIEW OF THE NOMINATION AND REMUNERATION POLICIES


The Nomination and Remuneration Committee recommended the formulation of NRC Policy which was duly approved by the Board. This policy covers the nomination criteria, recruitment and selection standards, remuneration and evaluation Criteria. NRC may issue supplement policy guidelines, procedures, manuals etc. for better implementation of this policy as considered appropriate

SUMMARY OF ACTIVITIES DURING THE YEAR 2020-21

- The Committee reviewed the requirements under the Corporate Governance Code 2018, current developments made on the formation of Board Committees, and preparation of a formal terms of reference (TOR) for the Committee.
- The committee considered as applicable BSEC's prescribed checklist for appointment of Non-Executive Directors / Independent Directors as well as reviewed and recommended appointments of various senior executives.

ACKNOWLEDGEMENT

The Nomination and Remuneration Committee expresses its sincere thanks to the members of the Board and the Management for their excellent support extended to the Committee, in discharging its duties and responsibilities. On behalf of the Nomination and Remuneration Committee (NRC),



Ariful Islam
Chairman,
Nomination and Remuneration Committee

DIVIDEND DISTRIBUTION POLICY

INTRODUCTION

In compliance with the Directive No. BSEC/CMRRCD/2021-386/03 dated 14 January 2021 of the Bangladesh Securities and Exchange Commission (BSEC), the Board of Directors of Tosrifa Industries Limited has formulated "The Dividend Distribution Policy" about dividend declaration, pay off, disbursement and compliance disclosed the same publishing this statement as a guiding framework for the shareholders in the Company's annual report and official website.

This statement provides a brief outline of the legal and regulatory provisions relating to dividend, key issues in dividend considerations and the procedure for the declaration, approval and payment of dividend.

DEFINITIONS

- the Act" means Companies Act 1994
- the Company" means Tosrifa Industries Ltd.
- AGM" means Annual General Meeting.
- Board" means Board of Directors of Tosrifa Industries Ltd.
- Shareholders" means Members whose name is registered in the Member Register of the Company.
- Shares" means Ordinary Equity Shares.

CONCEPT OF DIVIDEND

Dividend is the share of the profit payable to the Shareholders of a Company as recommended by the Board of Directors and subsequently approval by the Company in General Meeting to distribute the same among its Shareholders in proportion to the amount paid-up on shares held by the respective Shareholders in the form of Cash and/or Stock (Bonus). No dividend shall be paid otherwise than out of profit of the Company.

TYPES OF DIVIDEND

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

-Interim dividend is the dividend declared by the Board being authorized by the Act between two AGMs during any financial year out of the profits/the surplus shown in the Financial Statements.

- Final dividend is the dividend derived out of the profits/the surplus shown in the particulars years Financial Statements of the Company which is recommended by the Board and declare the shareholders who shall be entitled to such dividend and thereafter be approved by the Shareholders at the AGM of the Company. Dividend once recommended by the Board of Directors cannot be changed ahead of the schedules AGM.

DECLARATION OF DIVIDEND

It is the Company's practice to declare dividend on annual basis based on annual financial performance. However, the Board may also declare interim dividend based on periodic financial results. Historically the Company declared dividend in either cash or stock or in prudent combination of cash and stock.

KEY FACTORS IN DIVIDEND DECISIONS

The circumstances for dividend pay-out decision depends on various external and internal factors while recommending/declaring dividend, the Board of Directors shall consider among others: such as Endeavoring to retain a certain portion of profits to build up the reserve for future requirements as per norms; Evaluating the market trends in terms of technological changes which may require the Company to conserve the resource; Legal and regulatory compulsion and tax implication of retention and payout; Any debt/loan covenants restricting dividend announcements; Any other factors beyond control of the Management like biographical (caused by pandemic/catastrophic etc.) matters, natural calamities, etc. Company's current net earnings i.e. profitability of the Company; Liquidity of the Funds i.e. accumulated distributable reserves/surplus and availability of free cash flow; Capital expenditure requirements for the existing businesses; BMRE status (Expansion/Modernization) of the Company; Cost of raising funds from the alternate sources; Cost of servicing outstanding debts; Funds for meeting contingent liabilities; Merger and acquisitions; Consistency of the dividend over reasonable and foreseeable coming years and also shareholders perceptions.

ELIGIBILITY OF SHAREHOLDERS FOR DIVIDEND

Dividend is declared on the face value of each Equity share. The Shareholders whose names would appear in the Register of Members of the Company and/or in the Depository on the 'Record Date' would be entitled to receive the interim dividend of the Company.

The Shareholders whose names would appear in the Register of Members of the Company and/or in the Depository on the 'Record Date' would be eligible to join the AGM and entitled to receive the annual/ final dividend of the Company.

TIMING OF DIVIDEND ANNOUNCEMENT & PAYMENT

The Board of Directors of the Company in its meeting duly held within 120 days from the date of closing of the financial year takes the decision of Annual dividend to be distributed to the entitled Shareholders. Such decisions are based on the results of the audited financial statements. The dividend recommended by the Directors is notified to the Shareholders through stock exchanges, website and public media (printing and digital). Dividend recommendations made by the Directors are to be placed in the Annual General Meeting of the Company for the Shareholders approval. TIL shall pay off the interim dividend to the entitled shareholders, within 30 (thirty) days of record date. TIL shall pay off the final dividend to the entitled shareholders, within 30 (thirty) days from the date of approval by shareholders in AGM.

DISCLAIMER

The above Policy Statement neither gives a guarantee of dividend to be declared by the Company nor does it constitute a commitment for any future dividend and thus be read as a general guidance on different dividend related issues. The policy upholds the Board's absolute/complete liberty to recommend any dividend in deviation of the policy.

POLICY APPROVAL & EFFECTIVE DATE

This Policy has been approved by the Board of Directors of the Company as its meeting held on October 3, 2021 and shall be effective and applicable for dividend, if any, to be declared for the Financial Year 2020-21 and onwards.

DISCLOSURE

This Dividend Distribution Policy and annual "Dividend Distribution Compliance Report" shall be disclosed in the Annual Report of the Company and on the Company's website www.til.com.bd

REVIEW AND AMENDMENT

As necessitated by the legal and regulatory requirements and for any other obvious reasons deemed to be pertinent in this regard, the Board may amend, abrogate, modify or revise any or all provisions of this Policy. However, amendments already made and/or to be made in this behalf in the Act or in the Listing Regulations shall be binding even if not incorporated in this Policy.

CREDIT RATING



Tosrifa Industries Limited has been rated as A+ (pronounced as Single A +) long term credit rating and ST-3 short term credit rating by Credit Rating Information and Services Limited (CRISL) based on both relevant qualitative and quantitative information up-to the date of rating. The above ratings have been reassigned due to consistent maintenance of the fundamentals of the company such as equity based capital structure, good financial performance, sound infrastructure, regular loan payment history, experienced management team etc. However, the above factors are constrained to some extent by moderate production capacity, risk of political instability as well as other industry specific and macroeconomic factors.

The Long Term rating implies that entities rated in this category are adjudged to offer adequate safety for timely repayment of financial obligations. This level of rating indicates a corporate entity with an adequate credit profile. Risk factors are more variable and greater in periods of economic stress than those rated in the higher categories. The Short Term rating indicates good certainty of timely payment. Liquidity factors and company fundamentals are sound. Although ongoing funding needs may enlarge total financing requirements, access to financial markets is good.

CRISL also placed the company with "stable outlook" in consideration of its consistent business growth and demand for the products.

Long Term Rating A+	Short Term Rating ST-3	Outlook Stable	Date of Validity February 02, 2022
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CODE OF CONDUCT FOR THE BOARD

Code of Conduct for the Board Members (Chairman, Others Board Members and Managing Director) of Tosrifa Industries Limited on the duties and responsibilities, conflict of interest and confidentiality, compliance with the laws, rules and regulations.

As per Condition no. 1(7) (b) of BSEC notification no. BSEC/CMRRCD/2006-158/207/Admin 80 dated 3 June 2018 on Corporate Governance Code, based on the recommendation of the Nomination and Remuneration Committee (NRC), the Board of Directors of the Company has laid down a code of conduct for the Chairman, Board Members and Managing Director 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.

STANDARDS OF CONDUCT & CODE OF ETHICS

Each Board Members shall adhere to the following Code of Conduct and Ethics:

1. The Director shall maintain high ethical and moral character, both professionally and personally, so that their behavior will reflect positively upon the Board;
2. Members of the Board shall use proper care and exercise independent professional judgment and competence in the performance of their duties;
3. The Board shall maintain confidentiality about all matters that are considered in the meetings;
4. It is required to be familiar and comply with the provisions of the Companies Act 1994. In addition to such compliance, Board members will be aware of the Conflict of Interest contained in the Company Act 1994;
5. None of the Directors will have private contracts or business dealings with any Department of the Company;
6. The Board shall exercise due diligence to avoid breaches of duty and /or obligations;
7. Board decisions and actions are to be based on integrity, competence, and independent judgment on the merits and benefits to the stakeholders /shareholders of the Company;
8. Board members will play full and active role in the work of the Company to fulfill their duties and responsibilities responsibly and at all times, act in good faith and in the best interests of the Company;
10. Board members will strive to cultivate and maintain good relations with the Shareholders, Customers and Employees as set forth in the Code;
11. It has the duty to ensure the safeguarding of funds and the assets of the Company;
12. The Directors must carry out their fiduciary obligations responsibly that is take appropriate measures to ensure that the Company uses resources efficiently, economically and effectively, avoiding waste and extravagance;
13. Board members who misuse information gained by virtue of their position may be liable for breach of contract under Company Act 1994 and /or insider dealing legislation;
14. The Directors must comply with the Service Rules of the Company and relevant rules and regulations applicable for the concerned.
15. The Board must comply with Companies Act, Corporate Governance Code of BSEC, the Rules and regulations, Directives and Notifications given/issued/promulgated by the various regulatory bodies of the Country.

CODE OF CONDUCT FOR SENIOR MANAGEMENT TEAM

The Company's Code of conduct for Senior Management Team (SMT) outlines the rules on conduct and decorum, established operations and procedures, honesty, integrity and ethics. It serve as a reference for the members of SMT in maintaining their sense of responsibility and commitment to honesty, integrity and establishes measures and standards to organizational discipline. The members of Senior Management Team (SMT) are prohibited from engaging themselves in transactions for the Company, which are with conflict of interest. No one acquire personal gain in exercising the authority or employment in the Company.

Honesty and Integrity: Senior Management acts with honesty, integrity and fairness.

Conflict of Interest: It does not engage in act that arises conflict of interests of the Company.

Dealing with the Customers: It treats the customers with respect and reciprocity.

Confidentiality of Information: It maintains secrecy of the Company and its Customers.

Insider Trading: No members of the Senior Management Team engages himself/herself in any insider trading.

Gifts giving and Acceptances: None of them accepts any gift from Company's Suppliers or its any business associates.

Protection of Assets: It protects Company's assets from being damaged, pilfered or stolen.

Information Security: It takes reasonable care to keep secure its information from unauthorized disclosure and exchange.

Private Gain: Senior Management of the Company exercises his /her power attributed to his/her position for the benefit of the institution. No member of the Senior Management Team uses his/her power attributed to his/her position for private gain



RISK AND CONCERNS INCLUDING INTERNAL AND EXTERNAL RISK FACTORS

RISK AND CONCERNS

Organizations are not free from risks that might arise both from internal and external factors. Like any other business or industry, Tosrifa Industries Limited operating in a dynamic and competitive market is exposed to risks that may affect its business. The senior management of the Company oversees risk management process on a regular basis. Management of risks involves identification and assessment of risks and designing, implementing and monitoring policies to appropriately address various financial and non-financial risks. Based on the nature and extent of the risk, the senior management of the Company takes appropriate mitigating measures to avoid, eliminate or reduce risks at functional, business and corporate level on a continual basis to safeguard the Company's assets and to protect Shareholders interest.

RISK TREATMENT

After the exposed risks are assessed TIL always choose the best option to eliminate or mitigate unacceptable risks. This process is called risk treatment. Risk treatment options are not necessarily mutually exclusive or appropriate in all circumstance. The options are included avoiding the risk, accepting and retaining the risk, reducing the likelihood of the risk, sharing the risk and applied either individually or in combination.

THE RISK MANAGEMENT AT BOARD LEVEL

TIL risk management framework is robust and its risk management network is spread all over the Company. Its top to bottom risk management framework helps to maintain good financial health and keeping the risk level of minimum.

INTERNAL AUDIT AND COMPLIANCE

Internal Auditing is an independent, objective assurance and consulting activity designed to add value and improve the Company operations. The Company Audit is applying risk-based internal audit methodology. Risk-based internal audit includes, in addition to selective transaction testing, and evaluation of the risk management system and control procedures prevailing in various areas of the Company operations.

COMPLIANCE UNIT

TIL have established the best compliance culture throughout the organization by encouraging employees to comply with policies, procedures and regulation.

FINANCIAL REPORTING CONTROL

In order to provide assurance on the reliability of the functional statements, the Company has placed different policies, practices and control mechanism which are designed to identify and solve key functional reporting problems including the risks of changes in accounting standards. The Managing Director (MD) and Chief Financial Officer (CFO) is required to provide their clarification on the true and fair view of the financial statements. In addition, the CFO attends the quarterly Board meetings held on the quarterly and half yearly accounts of the Company. Further to that the integrity of the financial statements are supported by the review and recommendation of the Audit Committee and approved by the Board of Directors.

INTERNAL CONTROL

Tosrifa Industries Limited has established an effective internal control system whose primary aim is to ensure the overall management of risks and provide reasonable assurance that the objectives set by the Company will be met. It has been designed to develop a high-level risk culture among the personnel of the Company establish an efficient and effective operating model of the Company, ensure the reliability of internal and external information including accounting and financial information, secure the Company's operation and assets, and comply with laws, regulatory requirements and internal policies.

RISK AND MITIGATION

The core risk areas of the business operations comprise environment, Technology Related Risk, Environment, Health and Safety and Sustainability, Product Liability Risk, Prevailing COVID-19 Risk, Input Price and Supply Chain Risk, Changes Economic Conditions, Financial Risk Management, Exchange Rate Risk. Some of the risk and there mitigation activities are discussed as under:

TECHNOLOGICAL RELATED RISK

The Textile is dynamic and heavily driven by technology. Thus, the technology always plays a vital role here. Adoption of better technology can help to gain remarkable core competencies that certainly create competitive advantages like increased productivity, reduce costs, better perception of buyer. There is clear intent regarding the adaption of the latest technology in the Company here and the management is aware of technological changes and always trying to adopt new technology according to its needs. Moreover, routine and proper preventive maintenance of the equipment carried out by the Company ensures longer service life for the existing equipment and facilities.

PREVAILING COVID-19 RISK

COVID-19 Pandemic may impact further on people, communities, market and inability to operate business in usual course. Highest care of employees and other stakeholders were taken Covid-19 Pandemic had a great impact on business worldwide. The pandemic situation created an unseen and unprintable environment in business. Tosrifa Industries Limited was no exception. However, with every obstacle, management took all possible way to overcome the situation.

INPUT PRICE AND SUPPLY CHAIN RISK

Any substantial increase in prices in the international market may affect future profitability of the Company. To mitigate the risk, the Company import raw materials from multiple sources both local and international, at competitive prices. The Company is not reliant on any single supplier for its materials and this therefore, reduces the individual supplier's influence on procurement prices. Most of the suppliers have their local agent and the Company maintains close relationship with them. Moreover the Company has plan to establish backward linkage industry.

INDUSTRY RISK

Due to increase of raw material price of most RMG exporter of the world are currently struggling to hold on their own position. Although, as a preferred destination of most of the RMG buyers in the world we constantly focus to develop our system, employees skills and efficiency that directly impact on productivity by using the latest technology. Also, we are expecting the continuous government support to improve the infrastructure development.

CHANGING ECONOMIC CONDITIONS

Economic advancement and consequent increase in the purchasing power of the people has direct implication on the product demand locally and globally. Bangladesh however, maintained a steady economic progress over the years with sustainable uplift in all socio-economic indexes and it is anticipated that the trend will continue in the immediate future.

PRODUCT LIABILITY RISK

The Company has taken adequate insurance cover to minimizing the product liability risk.

FINANCIAL RISK MANAGEMENT

The Company management has overall responsibility for the establishment and oversight of the Company's risk management framework. Risk management policies, procedures and systems are reviewed regularly to reflect changes in market conditions and the Company's activities. The Company has exposures to the risk from its use of financial instruments. Credit Risk, Liquidity Risk, Market Risk (Interest Rate Risk, Currency Risk).

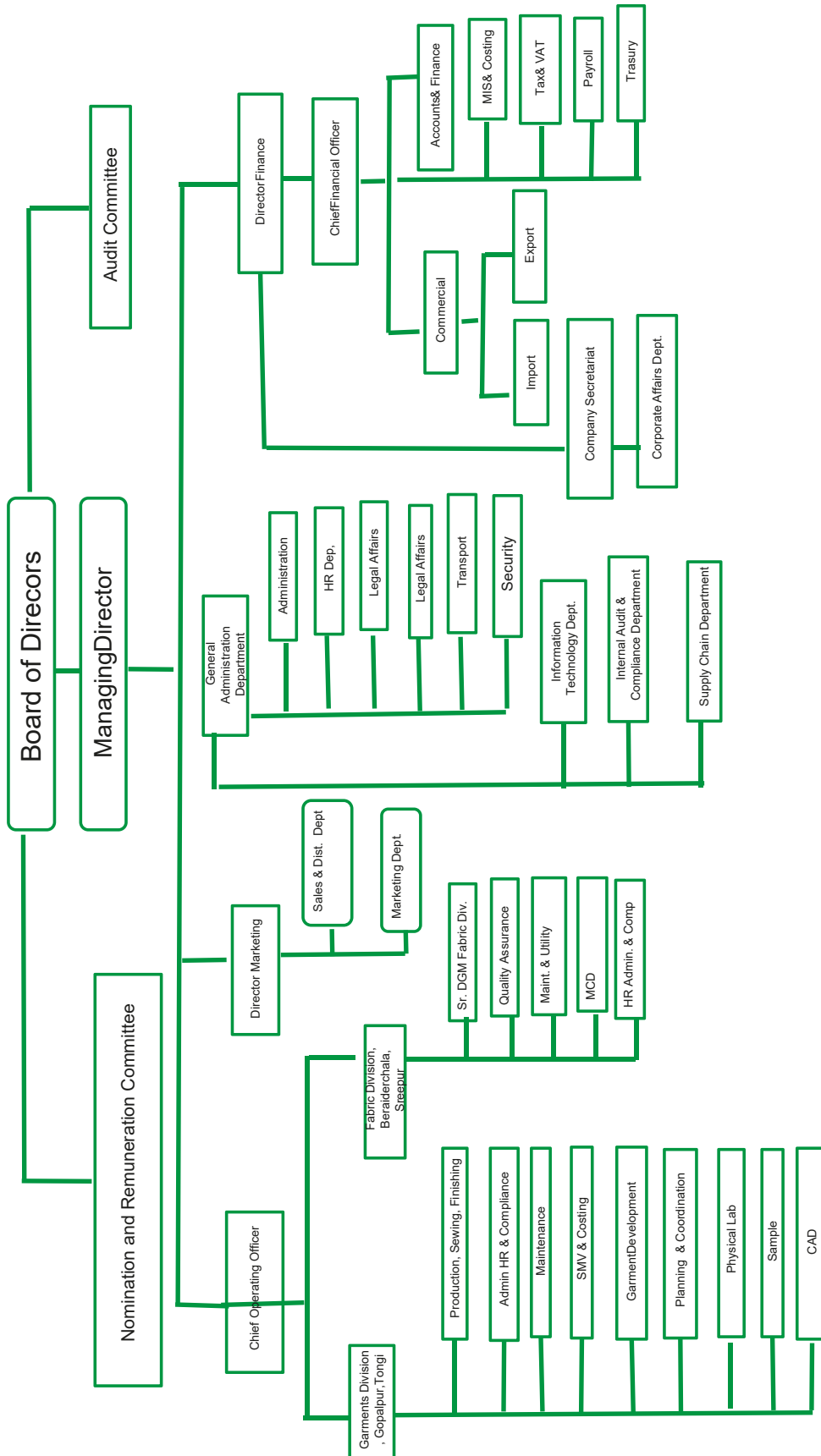
EXCHANGE RATE RISK

Exchange rate risk relates to the core business of TIL since it mostly purchase materials from abroad in foreign currency. The Company purchase raw materials against the payment of foreign currency and the price of raw material in the international market are relatively volatile. Unfavorable volatility or currency fluctuation may affect the profitability of the Company. The volatility of Taka against Dollar and the recent trend of local currency devaluation may expose foreign currency risk. However the Company can significantly reduce the foreign currency risk and price escalation risk through forwarding bookings if it is justifiable in terms of cost-benefit analysis. The Company also maintains EOQ (Economic Order Quantity) for its material imports/ purchase which provides a considerable cushion against on adverse movement of the exchange rate and price in the international market.

CONCLUSION

All the desks are individually responsible for collecting the related data or information and reporting them to the Company policy with proper risk analysis and identification of risks, making appropriate recommendations, preparing memo on related issues, monitoring and follow up of implementation status of the decisions of meeting minutes, ensuring regulatory compliance on related issues, assisting in formulation and review of risk appetite and risk related guidelines.

ORGANIZATION CHART



HUMAN CAPITAL

Human capital is the economic value of the abilities and qualities of an employee that influence productivity. These qualities include higher education, technical or on-the-job training, health, and values such as punctuality. It is needed for companies to achieve goals, develop and remain innovative.

TIL consider its employees as capital that why the Company is to assist its employees to improve their skills, knowledge and overall abilities in order to enhance both their personal growth and contribution to achieve the vision, mission, goals & objectives of the organization.

HUMAN RESOURCE ACCOUNTING

Human Resource Accounting is the process of assigning, budgeting, and reporting the cost of human resources incurred in an organization, including wages and salaries and training expenses. This process used to identifying and measuring data about human resource and communicating this information to the interested parties.

TIL considered the following variables for Human Resources Accounting:

- Number of Employees
- Employee Categories
- Employee Benefits
- Performance Recognition
- Training and Development

TYPE OF EMPLOYMENT

The Company has designed its employment categories based on its business volumes and good industry practices. Employment types are as follows

- Senior Management,
- Mid-level Management, and
- Entry level

TOTAL EMPLOYEES

The company's total employees are mainly spread over head office to factory is 3738 as on 30 June 2021

NEW EMPLOYMENT

Recruitment is a continuous process of a manufacturing company. For capacity enhancement of various unit and migration of employees, during the year the company has recruited Head office & factory 405.

EMPLOYEE TURNOVER

The employee turnover during the year is 380.

EMPLOYEES TRAINING AND DEVELOPMENT

TIL is very much concern about skill development of employees, that's why the company is trying to provide to employees the maximum number of training and development opportunities for their skill development through on the job and off the job training procedures.

GENDER POSITION OF EMPLOYEE

TIL always promote equal employment opportunity in respect of gender.

OUR APPROACH TO THE SUSTAINABILITY

Sustainability reporting enables organizations to consider their impacts of wide range of sustainability issues, enabling them to be more transparent about the risks and opportunities they face. We made our sustainability report on economy, environment, Product, Good Employee practice and social impacts caused by everyday activities of our organization. Our sustainability report presents the organization's values and governance model, and demonstrates the link between its strategy and its commitment to a sustainable world. Sustainability reporting can help us to measure, understand and communicate economic, environmental, social, governance performance, and based on these we set goals, and manage change more effectively.

SUSTAINABILITY REPORTING GUIDELINES

TIL sustainability reporting has been prepared on the basis of guidelines from the Global Reporting Initiative (GRI). It aims to provide only disclosures and indicators that are material to the business about the economy, Product, environmental, Good Employees Practice and social impacts that really matter.

WATER

Continuously tracks the water consumption by using water flow meter in the factory as well as reduce the consumption through cooling water recycling, re-using hot water of boiler etc.

WASTAGE WATER

We have biological ETP European brand, total discharge from dye house is 695.5 cum/day & 28.979 cum/hr, ETP Treatment capacity is 60 cum/hr. So, This ETP is technically safe & sound.

CHEMICAL MANAGEMENT

According to ZDHC guideline we are implementing the Chemical management from purchase to final disposal.

ENERGY SAVINGS

Our initiatives which we taken to save mother earth by saving energy using solar powers.

CARBON EMISSION

TIL is very much concern about the reduction & control of carbon emission to the environment. To achieve this target the company has been trying to use all modern machineries in process and adopted a lot process in production to minimize carbon emission

LIQUID WASTE

Liquid waste are collected through industrial drainage system network spread below each production floor, production room and through RCC piping network which is directly connected to ETP through pipeline. After final treatment of waste water with the help of ETP, the company complies with waste water characteristics guideline of Bangladesh environmental regulation, as well as different buyer requirements. Every day routine test is carried out to ensure compliance with the waste water regulations

ENVIRONMENTAL CERTIFICATIONS

As a recognition of our work we have already certified from the DoE, LEED Certificate for green factory building, Certificate of Compliance (GOTS) 5.0, Oeko-Tex Standard, Organic Content Standard (OCS), Standard 100, ISO 14001-2015 (QM)

SAFE AND SOUND WORKING PLACE

TIL has been nursing to ensure safe and sound working place to all. It has already ensure all modern amenities in working place and always adheres to adopt all sorts of new system in work place.

EQUAL EMPLOYMENT OPPORTUNITY (EEO)

Equal Employment Opportunity (EEO) means freedom from discrimination on the basis of protected classes such as race, color, sex, national origin, religion, age, disability or genetic information. TIL has been ensuring all levels of EEO in workplace.

ECONOMY

TIL is one of the major contributors to the economy of Bangladesh in Garment /Textile industry. During the reporting year total earning proceeds by the Company through export is Tk. 3007.15 Million and deposited Tk. 14.14 Million to the Government Exchequer as corporate tax, VAT, SD and others against the proceeds.

GOOD EMPLOYMENT PRACTICES

TIL considers its human resources as its assets. Therefore it is committed to offering competitive compensation, benefits, training and development, congenial working environment to bring dynamism and growth in business. Our Human Resource Strategy is designed to attract, retain and motivate the best people in many ways: Merit based Recruitment, Fair Remuneration Policy, Positive Working Environment, Recognition Reward and Reinforce the right behavior, Training and Development, Equal employment opportunities, Zero tolerance policy on sexual harassment.

INTEGRATED REPORTING

An integrated reporting is a concise communication about how an organization's strategy, governance, performance and prospects lead to the creation of value over the short, medium and long term. The main purpose of an integrated reporting is to improve the quality of information available to shareholders and other stakeholders on a company's real situation.

SCOPE AND BOUNDARY

The integrated reporting covers the period From July 01, 2020 to June 30, 2021. We have referred to the guidelines of Integrated Reporting, issued by the Institute of Chartered Accountants of Bangladesh (ICAB) in the form of 'Integrated Reporting Checklist', which is in congruence with the integrated reporting framework prototype issued by the International Integrated Reporting Council (IIRC). In elucidating the Company's operations and financial performance, we have extracted the financial information from the Audited Financial Statements for the year ended 2020-21 with relevant comparative information. The financial statements consistently comply with the requirement of:

- ✓ International Accounting Standards (IAS) and International Financial Reporting Standards (IFRS)
- ✓ The Companies Act, 1994, Securities and Exchange Ordinance 1969, Bangladesh Securities and Exchange Rules 1987, Bangladesh Securities and Exchange Commission Act 1993, Bangladesh Securities and Exchange Commission IPO Rules 2006, Any other directives, orders and circulars issued by Bangladesh Securities and Exchange Commission, Dhaka Stock Exchange (DSE) Listing Regulations, 2015, Chittagong Stock Exchange (CSE) Listing Regulations 2015, The Income Tax Ordinance, 1984 and Finance Act 2020-21, SRO and other notification issued by National Board of Revenue (NBR), The Value Added Act, 2012, Any other applicable laws and regulation

We have extracted the disclosure of non-financial information from our day to day maintained robust MIS reports for the statement of financial position, unless otherwise stated that it has been extracted from a reliable source. Reflecting our integrated thinking, the report extends beyond financial reporting and includes non-financial performance, including opportunities and risks, which have a significant influence on our ability to create value along with the strategies adopted and stakeholder outcomes resulting from strategies.

Furthermore, there have not been any significant changes to the scope, boundary and reporting basis since the last reporting date as of June 30, 2021.

The Sustainability requirements, as elaborated separately in our Sustainability Report, adhere to the guidelines issued by the Global Reporting Initiative (GRI) Standard, UN Sustainability Development Goals (SDGs).

EXTERNAL ASSURANCE

The company has obtained external assurance to ensure the trustworthiness on the following reports in the respective period under consideration:

SL.No.	Description of Report	External Assurance
01	Audited Financial Statement	M/S Shiraz Khan Basak & Co., Chartered Accountants
02	Corporate Governance	M/S Podder & Associates, Cost & Management Accounts
03	Tax Consultants	Dr. Kamal Hossain & Associates
04	Credit Rating Agency	CRISL-Credit Rating Information and Services Ltd.

COMPARABILITY

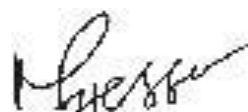
All the information presented in this report is on the same basis as the 2020-21 report in terms of the entities covered, the measurement methods applied and time frames used. The information provided covers all material matters relating to business strategy, risk and areas of critical importance to our stakeholders.

AVAILABILITY OF THE ANNUAL REPORT

The hard copy & soft copy of the Annual Report has been sent to all shareholders, prior to holding the Annual General Meeting, giving due period of notice. Moreover, for the benefit of all stakeholders, the report has been made available in the website: [//www.til.com.bd](http://www.til.com.bd)

RESPONSIBILITY OVER THE INTEGRITY OF THE INTEGRATED REPORT

I acknowledge the integrity of the disclosures contained in the Annual Report 2020-21 which contained in the Integrated Report presented herewith which comprise the discussion and analysis, disclosures pertaining to stewardship, which should be read in conjunction with the audited financial statements and other reports given in the Financial Reports section of the Annual Report 2020-21. I affirm that the Annual Report 2020-21 presented herewith has been prepared in accordance with all applicable reporting frameworks.



Mohim Hassan
Managing Director

EXCERPTS FROM 18TH ANNUAL GENERAL MEETING

The 18th AGM of Tosrifa Industries Ltd. was held on 24 December 2020 at 4:30 PM through digital (Virtual) platform. A good number of Shareholders attended the AGM by digital platform. Mr. Rafiq Hassan Chairman of the Board, presided over the meeting. After recitation from the Holy Quran, the Annual General Meeting was started by the welcome address to the Shareholders by the Chairman.

The Annual General Meeting is a forum through which the shareholders are informed of Company's activities and progress. The Chairman of the meeting invited comments on Directors Report and Audited Financial Statements for the year ended 30 June 2020. In the question and answer session, shareholders were encouraged to ask questions before approving the particular agenda. The shareholders expressed their views on the important activities of the Company, its success and progress in the competitive local and overseas markets.

The Managing Director Mr. Mohim Hassan thanked the shareholders for their constructive suggestions for the sustainable improvement of the Company. Strategies and Future vision of the Company had also been discussed. Shareholders put up valuable recommendations which were discussed and scrutinized in the subsequent Board Meeting and proper actions in this respect had duly been taken.

LEED CERTIFICATE ANNOUNCEMENT

Tosrifa Industries Limited (TIL) is delighted to inform you that, after the **LEED Gold** Certification of its Garments unit and also the Fabric division of TIL recently achieved **LEED Platinum** Certification under the category of Knit Fabric Dyeing. In terms of effective resource utilization capacity, both the unit continues to strive for sustainable and environment friendly 100% export oriented knit garments manufacturing facility.

It is one of the most prestigious and highest categories **LEED Certification** from the United States Green Building Council (USGBC) through the path of excellence in sustainability and optimization of resources. Developed by USGBC, LEED (Leadership in Energy and Environmental Design) is an internationally recognized green building certification system that provides to ensure efficient resource consumption, effective waste management, water efficiency, minimizing environmental hazard, CO2 emission reduction and improved indoor environmental quality system.



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

DECLARATION BY MANAGING DIRECTOR AND CHIEF FINANCIAL OFFICER

The Board of Directors

Tosrifa Industries Limited

4/2A, Plot 49 & 57, 135 Gopalpur

Munnu Nagar, Tongi, Gazipur

Subject: Declaration on Financial Statements for the year ended on 30 June, 2021.

Dear Sirs,

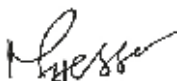
Pursuant to the condition No. 1(5)(xxvi) imposed vide the Commission's Notification No. SEC / CMRRCD / 2006-158 / 207 / Admin/80 Dated 03 June, 2018 under section 2CC of the Securities and Exchange Ordinance, 1969, we do hereby declare that:

- (1) The Financial Statements of Tosrifa Industries Limited for the year ended on 30 June, 2021 have been prepared in compliance with International Accounting Standards (IAS) or International Financial Reporting Standards (IFRS), as applicable in the Bangladesh and any departure there from has been adequately disclosed;
- (2) The estimates and judgments related to the financial statements were made on a prudent and reasonable basis, in order for the financial statements to reveal a true and fair view;
- (3) The form and substance of transactions and the Company's state of affairs have been reasonably and fairly presented in its financial statements;
- (4) To ensure above, the Company has taken proper and adequate care in installing a system of internal control and maintenance of accounting records;
- (5) Our internal auditors have conducted periodic audits to provide reasonable assurance that the established policies and procedures of the Company were consistently followed; and
- (6) The management's use of the going concern basis of accounting in preparing the financial statements is appropriate and there exists no material uncertainty related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern.

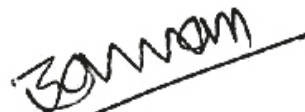
In this regard, we also certify that: -

- (i) We have reviewed the financial statements for the year ended on 30 June, 2021 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,



Mohim Hassan
Managing Director



Abul Hasnat Moh. Quamruzzaman FCMA
Chief Financial Officer

ANNEXURE -B
[A Firm recognized by ICMAB]
[As per condition No. 1(5) (xxvii)]

CERTIFICATE OF COMPLIANCE ON THE CORPORATE GOVERNANCE



PODDER & ASSOCIATES

Cost and Management Accountants

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

Report to the Shareholders of Tosrifa Industries Limited on compliance on the Corporate Governance Code.

We have examined the compliance status to the Corporate Governance Code by **Tosrifa Industries Limited** for the year ended on June 30, 2021. 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 25, 2021

6/A/1 (Ground Floor), Segun Bagicha, Dhaka-1000. Phone : 02-57160360, 02-57160425, E-mail : podderassociates@yahoo.com, Web : www.thepodders.com

Tosrifa Industries Limited

Status of Compliance with the Corporate Governance Guideline (CGC)

For the year ended June 30, 2021

Status of compliance with the conditions imposed by the Commission's Notification No.BSEC/CMRRCD/2006-158/207/Admin/80, dated 03 June, 2018 issued under section 2CC of the Securities and Exchange Ordinance, 1969:

(Report under Condition No. 9.00)

Condition No.	Title	Compliance Status (Put ✓ in the appropriate column)		Remarks (if any)
		Complied	Not Complied	
1	Board of Directors.-			
1(1)	Size of the Board of Directors			
	The total number of members of a company's Board of Directors (hereinafter referred to as "Board") shall not be less than 5 (five) and more than 20 (twenty).	✓	—	The Board of Directors is comprised of 08 (Eight) Directors including 02 (Two) Independent Directors.
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; any fraction shall be considered to the next integer or whole number for calculating number of independent director(s);	✓		There are (02) Two Independent Directors in the TIL Board.
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;	✓	—	Do not hold any share of the company.
1(2)(b)(ii)	Who is not a sponsor of the company and is not connected with the company's any sponsor or director or nominated director or shareholder of the company or any of its associates, sister concerns, subsidiaries and parents or holding entities who holds one percent (1%) or more shares of the total paid-up shares of the company on the basis of family relationship and his or her family members also 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 an independent director in more than 5 (five) listed companies;	✓	—	
1(2)(b)(ix)	Who has not been convicted by a court of competent jurisdiction as a defaulter in payment of any loan or any advance to a bank or a Non-Bank Financial Institution (NBFI);	✓	—	
1(2)(b)(x)	Who has not been convicted for a criminal offence involving moral turpitude.	✓	—	
1(2)(c)	The independent director(s) shall be appointed by the board of directors and approved by the shareholders in the Annual General Meeting (AGM).	✓	—	After last AGM one new Independent director has been appointed by the board and waiting for approval in the next 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) term 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; or	—	—	N/A
1(3)(b)(ii)	Corporate Leader who is or was a top level executive not lower than Chief Executive officer or Managing Director or Deputy Managing Director or Chief Financial Officer or Head of Finance or Accounts or Company Secretary or Head of Internal Audit and Compliance or Head of Legal Service or a candidate with equivalent position of an unlisted company having minimum paid up capital of Tk. 100.00 million or of a listed company; or	✓	—	
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; or	—	—	N/A
1(3)(b)(iv)	University Teacher who has educational background in Economics or Commerce or Business Studies or Law; or	—	—	N/A
1(3)(b)(v)	Professional who is or was an advocate practicing at least in the High Court Division of Bangladesh Supreme Court or a Chartered Accountant or Cost and Management Accountant or Chartered Financial Analyst or Chartered Certified Accountant or Certified Public Accountant or Chartered Management Accountant or Chartered Secretary or equivalent qualification;	—	—	N/A
1(3)(c)	The independent director(s) shall have at least 10(ten) years of experiences in any field mentioned in clause (b);	—	—	N/A
1(3)(d)	In special cases, the above qualifications or experiences may be relaxed subject to prior approval of the Commission.	—	—	No such deviation occurred
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 (MD) 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.	✓	—	No such event arose during the year
1(5)	The Directors' Report to the Shareholders			
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 extraordinary activities and their implications (gain or loss);	✓	—	No such issue arose
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 through any others 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;	✓	—	
1(5)(x)	A statement of remuneration paid to the directors including independent directors;	✓	—	
1(5)(xi)	A statement that the financial statements prepared by the management of the issuer company present fairly its state of affairs, the result of its operations, cash flows and changes in equity;	✓	—	
1(5)(xii)	A statement that proper books of account of the issuer company have been maintained;	✓	—	
1(5)(xiii)	A statement that appropriate accounting policies have been consistently applied in preparation of the financial statements and that the accounting estimates are based on reasonable and prudent judgment;	✓	—	
1(5)(xiv)	A statement that International Accounting Standards (IAS) or International Financial Reporting Standards (IFRS), as applicable in Bangladesh, have been followed in preparation of the financial statements and any departure there from has been adequately disclosed;	✓	—	



1(5)(xv)	A statement that the system of internal control is sound in design and has been effectively implemented and monitored;	✓	–	
1(5)(xvi)	A statement that minority shareholders have been protected from abusive actions by, or in the interest of, controlling shareholders acting either directly or indirectly and have effective means of redress;	✓	–	
1(5)(xvii)	A statement that there is no significant doubt upon the issuer company's ability to continue as going concern, if the issuer company is not considered to be a going concern, the fact along with reasons there of shall be disclosed;	✓	–	
1(5)(xviii)	An explanation that significant deviations from the last year's operating results of the issuer company shall be highlighted and the reasons thereof shall be explained;	✓	–	
1(5)(xix)	A statement where key operating and financial data of at least preceding 5 (five) years shall be summarized;	✓	–	
1(5)(xx)	An explanation on the reasons if the issuer company has not declared dividend (cash or stock) for the year;	–	–	The Board of Directors has recommended 2.5% Cash Dividend and 2.5% Stock Dividend for the year ended on June 30, 2021.
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;	–	–	N/A
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);	–	–	N/A
1(5)(xxiii)(b)	Directors, Chief Executive Officer, Company Secretary, Chief Financial Officer, Head of Internal Audit and Compliance 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/her expertise in specific functional areas;	✓	–	
1(5)(xxiv)(c)	names of companies in which the person also holds the directorship and the membership of committees of the Board;	✓	–	
1(5)(xxv)	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 financial statements, among others, focusing on:			
1(5)(xxv)(a)	accounting policies and estimation for preparation of financial statements;	✓	–	
1(5)(xxv)(b)	changes in accounting policies and estimation, if any, clearly describing the effect on financial performance or results and financial position as well as cash flows in absolute figure for such changes;	✓	–	
1(5)(xxv)(c)	comparative analysis (including effects of inflation) of financial performance or results and financial position as well as cash flows for current financial year with immediate preceding five years explaining reasons thereof;	✓	–	
1(5)(xxv)(d)	compare such financial performance or results and financial position as well as cash flows with the peer industry scenario;	✓	–	
1(5)(xxv)(e)	briefly explain the financial and economic scenario of the country and the globe;	✓	–	
1(5)(xxv)(f)	risks and concerns issues related to the financial statements, explaining such risk and concerns mitigation plan of the company; and	✓	–	
1(5)(xxv)(g)	future plan or projection or forecast for company's operation, performance and financial position, with justification thereof, i.e., actual position shall be explained to the shareholders in the next AGM;	✓	–	
1(5)(xxvi)	Declaration or certification by the CEO and the CFO to the Board as required under condition No. 3(3) shall be disclosed as per Annexure-A; and	✓	–	
1(5)(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;	✓	–	
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:-	TIL doesn't have any subsidiary		
2(a)	Provisions relating to the composition of the Board of the holding company shall be made applicable to the composition of the Board of the subsidiary company;	–	–	
2(b)	At least 1 (one) independent director of the Board of the holding company shall be a director on the Board of the subsidiary company;	–	–	
2(c)	The minutes of the Board meeting of the subsidiary company shall be placed for review at the following Board meeting of the holding company;	–	–	
2(d)	The minutes of the respective Board meeting of the holding company shall state that they have reviewed the affairs of the subsidiary company also;	–	–	
2(e)	The Audit Committee of the holding company shall also review the financial statements, in particular the investments made by the subsidiary company.	–	–	
3.	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 a 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 Director's Meetings			
	The MD or CEO, CS, CFO and HIAC of the company shall attend the meetings of the Board: Provided that the CS, CFO and/or the HIAC shall not attend such part of a meeting of the Board which involves consideration of an agenda item relating to their personal matters.	✓	–	
3(3)	Duties of Managing Director (MD) or Chief Executive Officer (CEO) and Chief Financial Officer (CFO)			
3(3)(a)	The MD or CEO and CFO shall certify to the Board that they have reviewed financial statements for the year and that to the best of their knowledge and belief:	✓	–	
3(3)(a)(i)	these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading; and	✓	–	
3(3)(a)(ii)	these statements together present a true and fair view of the company's affairs and are in compliance with existing accounting standards and applicable laws;	✓	–	
3(3)(b)	The MD or CEO and CFO shall also certify that there are, to the best of knowledge and belief, no transactions entered into by the company during the year which are fraudulent, illegal or in violation of the code of conduct for the company's Board or its member;	✓	–	
3(3)(c)	The certification of the MD or CEO and CFO shall be disclosed in the Annual Report.	✓	–	Disclosed in the Annual Report
4.	Board of Director's Committee.- For ensuring good governance in the company, the Board shall have at least following sub-committees:			
4(i)	Audit Committee; and	✓	–	
4(ii)	Nomination and Remuneration Committee	✓	–	
5.	Audit Committee.-			
5(1)	Responsibility to the Board of Directors.			
5(1)(a)	The company shall have an Audit Committee as a sub-committee of the Board;	✓	–	
5(1)(b)	The Audit Committee shall assist the Board in ensuring that the financial statements reflect true and fair view of the state of affairs of the company and in ensuring a good monitoring system within the business;	✓	–	

5(1)(c)	The Audit Committee shall be responsible to the Board; the duties of the Audit Committee shall be clearly set forth in writing.	✓	–	
5(2)	Constitution of the Audit Committee			
5(2)(a)	The Audit Committee shall be composed of at least 3 (three) members;	✓	–	Audit Committee (AC) is comprised of 3 (Three) members including 01 (One) Independent Director
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;	✓	–	All the AC members are non-executive Directors including 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 members expires or there is any circumstance causing any Committee member to be unable to hold office before expiration of the term of service, thus making the number of the Committee members to be lower than the prescribed number of 3 (three) persons, the Board shall appoint the new Committee member to fill up the vacancy immediately or not later than 1 (one) month from the date of vacancy in the Committee to ensure continuity of the performance of work of the Audit Committee;	✓	–	
5(2)(e)	The company secretary shall act as the secretary of the Committee.	✓	–	
5(2)(f)	The quorum of the Audit Committee meeting shall not constitute without at least 1 (one) independent director.	✓	–	
5(3)	Chairperson of the Audit Committee			
5(3)(a)	The Board of Directors 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.	✓	–	
5(3)(c)	Chairperson of the Audit Committee shall remain present in the Annual General Meeting (AGM): Provided that in absence of Chairperson of the Audit Committee, any other member from the Audit Committee shall be selected to be present in the annual general meeting (AGM) and reason for absence of the Chairperson of the Audit Committee shall be recorded in the minutes of the AGM.	✓	–	
5(4)	Meeting of the Audit Committee			
5(4)(a)	The Audit Committee shall conduct at least its four meetings in a financial year: Provided that any emergency meeting in addition to regular meeting may be convened at the request of any one of the members of the Committee;	✓	–	
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; and	✓	–	
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 purpose 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 reportable 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 reportable incidence arose
5(6)(a)(ii)(c)	suspected infringement of laws, regulatory compliances including securities related laws, rules and regulations;	–	–	No such reportable 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 reportable 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 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.	–	–	No such reportable incidence arose
6.	Nomination and remuneration Committee(NRC).-			
6(1)	Responsibility to the Board of Directors			
6(1)(a)	The company shall have a Nomination and Remuneration Committee (NRC) as a sub-committee of the Board;	✓	–	
6(1)(b)	The NRC shall assist the Board in formulation of the nomination criteria or policy for determining qualifications, positive attributes, experiences and independence of directors and top level executive as well as a policy for formal process of considering remuneration of directors, top level executive;	✓	–	
6(1)(c)	The Terms of Reference (ToR) of the NRC shall be clearly set forth in writing covering the areas stated at the condition No. 6(5)(b).	✓	–	
6(2)	Constitution of the NRC			
6(2)(a)	The Committee shall comprise of at least three members including an independent director;	✓	–	NRC is comprised of 03 (Three) members including 01 (One) Independent Director
6(2)(b)	All member of the Committee shall be non-executive directors;	✓	–	All the NRC members are non-executive Directors including Independent Directors
6(2)(c)	Members of the Committee shall be nominated and appointed by the Board;	✓	–	The NRC members are duly 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 occurrence happen during the year
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;	✓	–	



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;	—	—	No such case arose after formation of NRC
6(4)(c)	The quorum of the meeting of the NRC shall be constituted in presence of either two members or two third of the members of the Committee, whichever is higher, where presence of an independent director is must as required under condition No. 6(2)(h);	✓	—	
6(4)(d)	The proceedings of each meeting of the NRC shall duly be recorded in the minutes and such minutes shall be confirmed in the next meeting of the NRC.	✓	—	
6(5)	Role of the NRC			
6(5)(a)	NRC shall be independent and responsible or accountable to the Board and to the shareholders;	✓	—	
6(5)(b)	NRC shall oversee, among others, the following matters and make report with recommendation to the Board:	✓	—	
6(5)(b)(i)	formulating the criteria for determining qualifications, positive attributes and independence of a director and recommend a policy to the Board, relating to the remuneration of the directors, top level executive, considering the following:	✓	—	
6(5)(b)(i)(a)	The level and composition of remuneration is reasonable and sufficient to attract, retain and motivate suitable directors to run the company successfully;	✓	—	
6(5)(b)(i)(b)	The relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and	✓	—	
6(5)(b)(i)(c)	remuneration to directors, top level executive involves a balance between fixed and incentive pay 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 system design and implementation;	✓	—	
7(1) (iii)	book-keeping or other services related to the accounting records or financial statements;	✓	—	
7(1) (iv)	broker—dealer services;	✓	—	
7(1) (v)	actuarial services;	✓	—	
7(1) (vi)	internal audit services or special audit services;	✓	—	
7(1) (vii)	any services that the Audit Committee determines.	✓	—	
7(1) (viii)	Audit or certification services on compliance of corporate governance as required under condition No.9(1);	✓	—	
7(1) (ix)	any other service that creates conflict of interest	✓	—	
7(2)	No Partner or employees of the external audit firms shall possess any share of the company they audit at least during the tenure of their audit assignment of that company; his or her family members also shall not hold any shares in the said company;	✓	—	
7(3)	Representative of external or statutory auditors shall remain present in the Shareholders' meeting (Annual General meeting or Extraordinary General Meeting) to answer the queries of the shareholders.	✓	—	
8.	Maintaining a website by the Company.-			
8(1)	The Company shall have an official website linked with the website of the stock exchange.	✓	—	
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 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 Corporate Governance Code of the Commission and shall such certificate shall be disclosed in the Annual Report.	✓	—	Required certification has been obtained from "PODDER & ASSOCIATES" Cost & Management Accountants for the year ended 30th June 2021.
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.	✓	—	

STATEMENT OF DIRECTORS RESPONSIBILITIES FOR FINANCIAL REPORT

The Directors are responsible for ensuring that the Company keeps proper books of accounts of all the transactions and the financial statements for the period from 01 July 2020 to 30 June 2021 and gives a true and fair view of the state of affairs and profit for the year.

The Directors also ensure that the financial statements have been prepared and presented in accordance with the International Accounting Standards (IAS) and International Financial Reporting Standards (IFRS), as adopted by the Institute of Chartered Accountants of Bangladesh (ICAB) and provide the information as required by the Companies Act 1994 (Amended in 2020), Bangladesh Securities and Exchange Ordinance 1969, Bangladesh Securities and Exchange Rules 1987, and the Regulation, 2015 of the Dhaka Stock Exchange (DSE) and Chittagong Stock Exchange (CSE) Limited.

It ensures that the estimates and judgments relating to the financial statements were made on a prudent and reasonable basis, so that they reflect in a true and fair manner and reasonably present the Company's true state of affairs.

The Company has taken proper and sufficient care in installing a system of internal control, which is reviewed, evaluated and updated on regular basis. To augment those objectives, the Board of Directors has formed an Audit Committee as per Corporate Governance Code of Bangladesh Securities and Exchange Commission (BSEC). They have performed their responsibilities without any undue interference from any of the Directors.

Internal Audit and Compliance Department of the Company conducts periodic audits to provide reasonable assurance that the established policies and procedures of the Company are consistently followed.

The Company has adequate resources to continue operational existence for the foreseeable future and therefore, has continued to adopt the going concern basis in preparing the accounts.

The Board of Directors confirms that International Accounting Standards as adopted in Bangladesh by Institute of Chartered Accountants of Bangladesh (ICAB), have been adhered to, subject to any material departure being disclosed and explained in the notes to the accounts.

The Directors also confirm that the annual reports together with Directors Report and the Financial Statements have been prepared in compliance with the law, rules and regulatory guidance.

The Auditors of the Company, M/S Shiraz Khan Basak & Co., Chartered Accountants, had carried out the Annual Audit to review on the system of internal controls, as they consider appropriate and necessary, for expressing their opinion on the financial statements. They have also examined the financial statements made available by the management together with all the financial records, related data and Minutes of the Board, relevant policies and expressed opinion thereon.

To adhere to good corporate governance practices, the Company has been complying with the corporate governance code issued by BSEC (Notification No. BSEC/CMRRCD/2006-158/207/Admin/80 dated 03 June 2018). Tosrifa's compliance status to the said prescribed practices is presented in Statement of Corporate Governance Report.



Rafiq Hassan
Chairman of the Board of Directors



Hayder Ali
Company Secretary



**For the year ended
on 30 June-2021**

INDEPENDENT AUDITORS REPORT



SHIRAZ KHAN BASAK & CO.
CHARTERED ACCOUNTANTS
(An associate firm of D. N. Gupta & Associates)

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Independent Auditor's Report To the Shareholders of **TOSRIFA INDUSTRIES LIMITED** Report on the Audit of the Financial Statements

Opinion

We have audited the financial statements of **Tosrifa Industries Limited** (the Company), which comprise the Statement of Financial Position as at 30 June 2021, and Statement of Profit or Loss & 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 present fairly, in all material respects, of the financial position of the company as at 30 June 2021, and its financial performance and its cash flows for the year then ended in accordance with International Financial Reporting Standards (IFRS), The Companies Act 1994, The Securities and Exchange Rules 1987 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 Auditors' Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the company in accordance with the 'International Ethics Standards Board for Accountants' Code of Ethics for Professional Accountants (IESBA code) together with the ethical requirements that are relevant to our audit of the financial statements in Bangladesh, and we have fulfilled our other ethical responsibilities in accordance with the IESBA Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matters

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.

Risk	Our response to the risk
Revenue Recognition At year end the reported total revenue of Tk. 3,007,154,631. The company generates revenue from sale of goods to export customers. The timing of the revenue recognised and realised increases the risk of exposure of revenue to foreign exchange fluctuations. There is also a risk that revenue may be overstated /understated due to the timing differences Between L/C opening and goods exported. We identified revenue recognition as key audit matter as it is one of the key performance indicators of the Company, which give rise to an inherent risk of the existence and the accuracy of the revenue.	We have tested the design and operating effectiveness of key controls focusing on the following: <ul style="list-style-type: none"> ➤ Obtaining an understanding of and assessing the design and operating effectiveness of controls designed to ensure that revenue is recognised in the appropriate accounting period. ➤ Segregation of duties in invoice creation and modification and timing of revenue recognition. ➤ Assessing the appropriateness of the Company's accounting policies for revenue recognition and compliance of those policies with applicable accounting standards.





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Risk	Our response to the risk
	<ul style="list-style-type: none"> ➤ 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 recognised 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 no 25.00 to the statement of profit or loss & other comprehensive income.	
Valuation of inventory	
<p>The inventory of Tk. 713,550,946 as at 30 June, 2021 held in warehouses and across multiple product lines in factory.</p> <p>Inventories are carried at the lower of cost and net realizable value. As a result, the Directors apply judgment in determining the appropriate values for slow-moving or obsolete items.</p>	<p>We challenged the appropriateness of management's assumptions applied in calculating the value of the inventory provision by:</p> <ul style="list-style-type: none"> ➤ Evaluating the design and implementation of key inventory controls operating across the factory and warehouse. ➤ Attending inventory counts and reconciling the count results to the inventory listing to test the completeness of data. ➤ Reviewing the historical accuracy of inventory provisioning and the level of inventory write-offs during the year; and 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. ➤ 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.
See note no. 11.00 to the financial statements	





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Risk	Our response to the risk
Valuation of Property, Plant and Equipment	
<p>The carrying value of the PPE amounted to Tk. 3,118,150,404 as at 30 June, 2021. The valuation of PPE was identified as a key audit matter due to the significance of this balance to the financial statements.</p> <p>Expenditures are capitalised if they create new or enhance the existing assets, and expensed if they relate to repair or maintenance of the assets. Classification of the 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.</p>	<p>Our audit included the following procedures:</p> <ul style="list-style-type: none">➤ We assessed whether the accounting policies in relation to the capitalisation 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 practice.➤ We checked whether the depreciation of PPE items was commenced timely, by comparing the date of the reclassification from capital in progress to ready for use, with the date of the act of completion of the work.
See note no. 6.00 to the financial statements	





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Risk	Our response to the risk
Long term & Short term loan	
<p>As at 30 June 2021, the reported amount of total long-term loan is Tk. 1,170,400,206 (Current & Non-current portion) & Short term Tk. 602,126,688 respectively. The company borrowed fund from various Bank & Non-banking financial institutions for the purpose of acquisition of non-current assets and working capital as well.</p> <p>The company may face difficulties due to unfavorable movement in interest rate, monetary policy and adverse variance between import & export that may result in short-term cash flow crisis.</p>	<p>We have tested the design and operating effectiveness of key controls focusing on the following:</p> <ul style="list-style-type: none"> ➤ Obtaining an understanding of and assessing the design and operating effectiveness of controls designed to ensure that the proper use of loan. ➤ We verified sanction letter, loan schedule and bank statements to confirm the loan outstanding and found that the balance had been reported in the financial statements accurately. We also submit the balance confirmation to the respective banks and financial institutions ➤ We also checked the financial expenses and classification of loan and repayment schedule as well. ➤ We had checked the recording date of transactions and found the recording date is in line with the loan disbursement date. We also confirmed that the company had paid its installments within due time.
See note no. 17.00, 21.00 & 22.00 to the financial statements.	





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Other Matters

1. The revaluation of Property Plant & Equipment of **Tosrifa Industries Limited** was done in year 2011. No revaluation has been commensurate till the date of reporting so it is not understandable whether the Property Plant & Equipment are presented at fair value.
2. As disclosed in note # 24, the Company has shown an amount of Tk. 10,086,088 as liabilities for WPPF & WWF which includes prior years' amount of Tk. 6,031,984 that has not been paid by the Company to the Fund. As per section 234 (b) of Labor Act, 2006 the company should pay the amount to the WPPF & WWF not later than nine months from the end of the respective year.

Other Information

Management is responsible for the other information. The other information comprises all of the information in the annual report other than the financial statements and our auditor's report thereon. The directors are responsible for the other information.

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

In connection with our audit of the financial statements, our responsibility is to read the other information and , in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information we are required to report that fact. We have nothing to report in this regard.

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

Management is responsible for the preparation and fair presentation of the financial statements in accordance with IFRSs, The Companies Act 1994, The Securities and Exchange Rules 1987 and other applicable laws and regulations 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. The Companies Act, 1994 require the management to ensure effective internal audit, internal control and risk management functions of the company.

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 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.





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

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in circumstances.
- 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 accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and event in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the company to express an opinion on the financial statements we are responsible for the direction, supervision and performance of the company audit. We solely responsible for our audit opinion.

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

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

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





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Report on other Legal and Regulatory Requirements

In accordance with The Companies Act 1994, and The Securities and Exchange Rules 1987 and relevant notifications issues by Bangladesh Securities and Exchange Commission, we also report that:

- a) We have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit and made due verification thereof;
- b) In our opinion, proper books of accounts, records and other statutory books as required by law have been kept by the company so far as it appeared from our examinations of those books;
- c) The Statement of Financial Position, Statement of Profit or Loss & Other Comprehensive Income and Statement of Changes in Equity and Statement of Cash Flows of the Company dealt with by the report are in agreement with the books of accounts and returns; and
- d) The expenditure incurred was for the purpose of the Company's business.



Chaity Basak, FCA (Enrol # 1772)
Partner
Shiraz Khan Basak & Co.
Chartered Accountants
DVC: 2111081772AS738253

Dated: Dhaka, 08 November, 2021



TOSRIFA INDUSTRIES LIMITED
Statement of Financial Position
As at 30 June 2021

Particulars	Notes	Amount in Taka	
		30 June 2021	30 June 2020
Assets			
Non-current assets		3,119,755,761	3,162,650,930
Property, plant and equipment	6.00	3,118,150,404	3,160,644,234
Intangible assets	7.00	1,605,357	2,006,696
Current assets		1,284,843,924	944,941,013
Advances, deposits and prepayments	8.00	87,611,636	74,240,130
Trade and other receivables	9.00	320,137,909	319,493,091
Accrued income	10.00	16,486,800	-
Inventories	11.00	713,550,946	451,397,290
Cash and cash equivalents	12.00	147,056,633	99,810,503
Total assets		4,404,599,685	4,107,591,943
Equity and Liabilities			
Shareholders' equity		1,946,820,983	1,904,043,882
Share capital	13.00	663,269,460	663,269,460
Share premium	14.00	433,059,200	433,059,200
Retained earnings	15.00	314,863,086	272,085,985
Revaluation surplus	16.00	535,629,237	535,629,237
Non-current liabilities		1,195,561,115	970,261,533
Long term loans (secured), net of current portion	17.00	1,087,952,967	881,849,543
Deferred tax liabilities	18.00	107,608,148	88,411,990
Current liabilities		1,262,217,587	1,233,286,528
Trade and other payables	19.00	567,068,822	337,239,354
Provisions for expenses	20.00	488,750	34,974,009
Short term loans	21.00	602,126,688	712,003,287
Current portion of long term loans	22.00	82,447,239	143,037,894
Provision for income tax	23.00	-	-
Workers' profit participation and welfare fund	24.00	10,086,088	6,031,984
Total equity and liabilities		4,404,599,685	4,107,591,943
Net asset value (NAV) per share	33.00	29.35	28.71

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

for,


Managing Director


Director


CFO


Company Secretary

Signed as per our annexed report on even date.



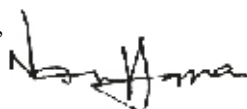
Dated: 08 November 2021
Place: Dhaka

Shiraz Khan Basak & Co.
Chartered Accountants


TOSRIFA INDUSTRIES LIMITED
Statement of Profit or Loss and other Comprehensive Income
For the year ended 30 June 2021

Particulars	Notes	Amount in Taka	
		30 June 2021	30 June 2020
Sales revenue (export)	25.00	3,007,154,631	1,956,716,491
Less: Cost of sales	26.00	2,660,033,300	1,815,207,683
Gross profit		347,121,331	141,508,807
Less: Operating expenses		202,315,119	170,068,532
General and administrative expenses	27.00	95,684,053	100,894,808
Marketing, selling and distribution expenses	28.00	106,631,066	69,173,724
Operating profit		144,806,212	(28,559,725)
Add: Other income	29.00	51,713,328	16,923,070
Profit before finance costs		196,519,540	(11,636,655)
Less: Finance costs	30.00	111,383,365	140,999,037
Profit before WPPF		85,136,175	(152,635,692)
Less: Workers' profit participation and welfare fund	31.00	4,054,104	-
Profit before income tax		81,082,072	(152,635,692)
Less: Income tax expenses	32.00	38,304,970	37,613,048
Current tax expense		19,108,812	13,464,513
Deferred tax expense		19,196,158	24,148,534
Profit after income tax		42,777,101	(190,248,740)
Add: Other comprehensive income		-	-
Total comprehensive income		42,777,101	(190,248,740)
Earnings per share			
Basic earnings per share (Face value Tk. 10.00)	34.00	0.64	-2.87

for,



Managing Director



Director



CFO



Company secretary

Signed as per our annexed report on even date.

Dated: 08 November 2021

Place: Dhaka



Shiraz Khan Basak & Co.
Chartered Accountants

TOSRIFA INDUSTRIES LIMITED
Statement of Changes in Equity
For the year ended 30 June 2021

(Amount in Taka)

Particulars	Share capital	Share premium	Retained earnings	Revaluation surplus	Total
Balance as at 01 July, 2020	663,269,460	433,059,200	272,085,985	535,629,237	1,904,043,882
Total comprehensive income for the period					
Profit	-	-	42,777,101	-	42,777,101
Other comprehensive income	-	-	-	-	-
Transactions with owners of the Company:					
Issue of ordinary shares	-	-	-	-	-
Share premium	-	-	-	-	-
Stock dividend	-	-	-	-	-
Cash dividend	-	-	-	-	-
Transfer from revaluation surplus to retained earnings	-	-	-	-	-
Balance as at 30 June, 2021	663,269,460	433,059,200	314,863,086	535,629,237	1,946,820,983

TOSRIFA INDUSTRIES LIMITED
Statement of Changes in Equity
For the year ended 30 June 2020

(Amount in Taka)

Particulars	Share capital	Share premium	Retained earnings	Revaluation surplus	Total
Balance as at 01 July, 2019	663,269,460	433,059,200	468,329,284	536,267,372	2,100,925,316
Total comprehensive income for the period					
Profit	-	-	(190,248,740)	-	(190,248,740)
Other comprehensive income	-	-	-	-	-
Transactions with owners of the Company:					
Issue of ordinary shares	-	-	-	-	-
Share premium	-	-	-	-	-
Stock dividend	-	-	-	-	-
Cash dividend	-	-	(6,632,695)	-	(6,632,695)
Transfer from revaluation surplus to retained earnings	-	-	638,135	(638,135)	-
Balance as at 30 June, 2020	663,269,460	433,059,200	272,085,985	535,629,237	1,904,043,882

Dated: 08 November 2021

Place: Dhaka



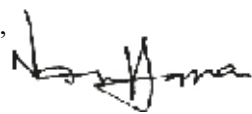
Shiraz Khan Basak & Co.
Chartered Accountants

TOSRIFA INDUSTRIES LIMITED
Statement of Cash Flows
For the year ended 30 June 2021

Particulars	Notes	Amount in Taka	
		30 June 2021	30 June 2020
A. CASH FLOWS FROM OPERATING ACTIVITIES			
Cash receipts from customers		3,006,509,813	2,030,152,179
Cash receipts from other sources		35,176,700	26,693,406
Cash paid to suppliers, contractors and others		(2,811,011,055)	(1,895,093,990)
Finance costs		(111,383,365)	(140,999,037)
Income taxes paid		(19,108,812)	(13,464,513)
Net cash (used in)/generated by operating activities		100,183,282	7,288,045
B. CASH FLOWS FROM INVESTING ACTIVITIES			
Payments for acquisition of property, plant and equipment		(83,350,206)	(64,000,062)
Payments for capital work-in-progress		-	-
Payments for acquisition of intangible assets		-	-
Net cash used in investing activities		(83,350,206)	(64,000,062)
C. CASH FLOWS FROM FINANCING ACTIVITIES			
Proceeds from/(repayment of) long term loans		206,103,424	107,783,990
Proceeds from/(payment of) accepted liabilities for machinery		-	-
Proceeds from/(repayment of) short term loans		(109,876,599)	(82,300,661)
Current portion of Long term loan		(60,590,655)	7,926,966
Interest income		49,828	95,170
Payment of dividend		(4,918)	(6,583,241)
Proceeds from/(refund of) unsuccessful IPO application money		-	-
Net cash generated by financing activities		35,681,080	26,922,224
D. Net changes in cash and cash equivalents (A+B+C)		52,514,155	(29,789,793)
E. Cash and cash equivalents at the beginning of the year		99,810,503	130,786,956
F. Exchange Fluctuation loss (Net)		(5,268,024)	(1,186,660)
F. Cash and cash equivalents at the end of the year (D+E)		147,056,633	99,810,503
Net operating cash flow per share	35.00	1.51	0.11

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

for,



Managing Director



Director



CFO



Company Secretary



Shiraz Khan Basak & Co.
Chartered Accountants

Dated: 08 November 2021

Place: Dhaka

TOSRIFA INDUSTRIES LIMITED
NOTES TO THE FINANCIAL STATEMENTS
For the year ended 30 June, 2021

1.00 Corporate information of the reporting entity

Tosrifa Industries Limited (hereinafter referred to as “the Company”) is a public limited Company incorporated in Bangladesh on 27 August 2002 under the Companies Act, 1994 vide registration number C-46888 and has its registered address at Plot-91, Regency Palace (4th Floor), Block-K, Suhrawardy Avenue, Baridhara, Dhaka. The Company was initially registered as a private limited Company and subsequently converted into a public limited Company on 18 August 2011. It commenced its commercial operation in 2005. The industrial unit and the principal place of the business of the Company is located at 135 Gopalpur (Level 1-6), Munnu Nagar, Tongi, Gazipur. The fabric unit is located at holding -121/1, Block-H, Beraidhala, Sreepur, Gazipur. The Company is listed with Dhaka Stock Exchange Limited (DSE) and Chittagong Stock Exchange Limited (CSE).

2.00 Nature of business

The Company operates an international standard industrial unit of readymade garments to carry on the business of knitting, dyeing, designing, manufacturing and marketing of readymade garments to deal in the foreign markets.

3.00 Financial statements and corporate reporting

These financial statements comprise a statement of financial position, a statement of profit or loss and other comprehensive income, a statement of changes in equity, a statement of cash flows and other explanatory notes covering the accounting policies applied.

3.01 Authorization for issue

These financial statements were authorized for issue by the Board of Directors of the Company on 27 October 2021.

4.00 Basis of preparation

4.01 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 (IFRSs) including International Accounting Standards (IASs) as issued by International Accounting Standards Board (IASB) and adopted by the Institute of Chartered Accountants of Bangladesh (ICAB). Prior year financial statements were prepared in accordance with International Financial Reporting Standards (IFRSs) and International Accounting Standards (IASs) which were adopted accounting standards from IASB.

4.02 Basis of measurement

These financial statements have been prepared on going concern basis. Unless otherwise specifically mentioned, historical cost principle has been followed for the purpose of these financial statements.

4.03 Going Concern

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

4.04 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.

- a) Statement of financial position as at 30 June, 2021;
- b) Statement of profit or loss and other comprehensive income for the period ended 30 June, 2021;
- c) Statement of changes in equity for the period ended 30 June, 2021;
- d) Statement of cash flows for the period ended 30 June, 2021;
- e) Notes, comprise a summary of significant accounting policies and other explanatory information for the period ended 30 June, 2021;

4.05 Applicable Accounting Standards & Financial Reporting Standards

The following IASs and IFRSs are applicable for the financial statements for the year under

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 and Errors	8
5	Events after the Reporting Period	10
6	Income Taxes	12
7	Property, Plant & Equipment	16
8	Leases	17
9	Revenue	18
10	Employee Benefits	19
11	The Effects of Changes in Foreign Exchange Rates	21
12	Borrowing Costs	23
13	Related Party Disclosures	24
14	Earnings Per Share	33
15	Impairment of Assets	36
16	Provision, Contingent Liabilities and Contingent Assets	37
17	Intangible Assets	38

SL. No.	Name of the IFRS	IFRS No
1	Financial Instruments: Disclosures	7
2	Operating Segments	8
3	Financial Instruments	9
4	Fair Value Measurement	13

4.06 Functional and presentation currency

Items included in these financial statements are measured using the currency of the primary economic environment in which the Company operates ('the functional currency'). These financial statements are presented in Bangladesh Taka (Taka/Tk./BDT) which is also the functional currency of the Company. The amounts in these financial statements have been rounded off to the nearest Taka. Because of these rounding off, in some instances the totals may not match the sum of individual balances.

4.07 Accrual basis of accounting

These financial statements have been prepared under the accrual basis of accounting.

4.08 Use of estimates and judgements

The preparation of financial statements requires management to make judgments, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and the accompanying disclosures. Uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of assets or liabilities affected in future periods. Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimates are revised and in any future periods affected thereby.

4.09 Reporting period

The financial statements of the company cover one year from 01 July, 2020 to 30 June, 2021.

4.10 Compliances with Local Laws

As required by the company, the management complies with the following major legal provisions in addition to the Companies Act 1994 and the Securities and Exchange rules 1987.

- (i) The Income Tax Ordinance 1984;
- (ii) The Income Tax Rules 1984;
- (iii) The Value Added Tax Act 1991;
- (iv) The Value Added Tax Rules 1991;
- (v) The Customs Act, 1969; and
- (vi) Bangladesh Labor Law, 2006. (Amendment 2013)

4.11 Comparative Information

Comparative information has been disclosed in accordance with IASs-1: Presentation of Financial Statements in respect of the previous period for all numerical information in the current financial statements as below:

- a) Statement of Financial Position as at the end of the preceding financial period;
 - b) Statement of Profit or Loss and other Comprehensive Income for the comparable period of preceding financial period;
 - c) Statement of Changes in Equity for the comparable period of preceding financial period; and
 - d) Statement of Cash Flows for the comparable interim period of preceding financial period.
- The narrative and descriptive information where it is relevant for understanding of the current period financial statement has also represented

Re-arrangement

Comparative figures have been rearranged wherever considered necessary to ensure better comparability with the current period without causing any impact on the profit and value of assets and liability as reported in the financial statement.

5.01 Current versus non-current classification

The Company presents assets and liabilities in the statement of financial position based on current/non-current classification.

An asset is current when it is:

- i. expected to be realized or intended to be sold or consumed in normal operating cycle,
- ii. held primarily for the purpose of trading,
- iii. expected to be realized within twelve months after the reporting period, or
- iv. cash or cash equivalents unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.

All other assets are classified as non-current.

A liability is current when it is:

- i. expected to be settled in normal operating cycle,
- ii. held primarily for the purpose of trading,
- iii. due to be settled within twelve months after the reporting period, or
- iv. there is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period.

The Company classifies all other liabilities as non-current.

Deferred tax liabilities are classified as non-current liabilities.

5.02 Offsetting

The Company reports separately both assets and liabilities, and income and expenses, unless required by an applicable accounting standard or offsetting reflects the substance of the transaction and such offsetting is permitted by applicable accounting standard.

5.03 Property, plant and equipment

5.03.1 Recognition and measurement

Items of property, plant and equipment are measured at cost less accumulated depreciation and accumulated impairment losses, if any.

The cost of an item of property, plant and equipment comprises its purchase price, import duties and non-refundable taxes, after deducting trade discount and rebates, and any costs directly attributable to bringing the asset to the location and condition necessary for it to be capable of operating in the intended manner. Purchased software that is integral to the functionality of the related equipment is capitalized as part of that equipment.

When major parts of an item of property, plant and equipment have different useful lives, they are accounted for as separate items (major components) of property, plant and equipment.

5.03.2 Subsequent costs

The cost of replacing or upgradation of an item of property, plant and equipment is recognized in the carrying amount of the item if it is probable that the future economic benefits embodied within the item will flow to the Company and its cost can be measured reliably. The carrying amount of the replaced component is derecognized. The costs of the day to day servicing of property, plant and equipment are recognized in profit or loss as incurred.

5.03.3 Depreciation

No depreciation is charged on land and land developments as the land has unlimited useful life.

Depreciation on other items of property, plant and equipment is recognized on a diminishing balance method over the estimated useful life of each item of property, plant and equipment. Depreciation method, useful lives and residual values are reviewed at each period-end and adjusted if appropriate. Depreciation has been charged on addition of assets during the year when the assets available for use. The depreciation rate based on estimated useful lives of the items of property, plant and equipment for the current and comparative periods are as follows:

Particulars	June 30, 2021	June 30, 2020
	Rate	Rate
Plant and machinery	15%	15%
Motor vehicles	20%	20%
Furniture and fixtures	10%	10%
Office equipment	15%	15%
Building and civil works (RCC)	2.5%	2.5%
Fabric Department		
Plant and machinery		
Production Machinery - Dyeing	5%	5%
Lab Equipment	5%	5%
Utility Machinery - Dyeing	7.5%	7.5%
Effluent Treatment Plant	7.5%	7.5%
Electrical Sub-Station & Equipments- Dyeing	10%	10%
Furniture, Fixture & Equipment	10%	10%
Washing Machineries	5%	5%
Warehouse Storage	7.5%	7.5%
Building & civil works (RCC)		
Production Building	2.5%	2.5%
WTP & Chemical Store	2.5%	2.5%
Utility Building	2.5%	2.5%
Husk Boiler Building	5.0%	5.0%
Effluent Treatment Plant Building	2.5%	2.5%
Fabric store Building	2.5%	2.5%
Knitting Building	2.5%	2.5%

5.04 Capital work-in-progress

Capital work-in-progress (CWIP) consists of unfinished building and civil works at sites and capital plant and machinery.

5.05 Intangible assets

5.05.1 Recognition and measurement

Intangible assets that are acquired by the Company and have finite useful lives are measured at cost less accumulated amortization and accumulated impairment loss, if any. Intangible assets are recognized when all the conditions for recognition as per IAS 38 Intangible Assets are met. The cost of an intangible asset comprises its purchase price, import duties and non-refundable taxes and any directly attributable cost of preparing the asset for its intended use.

5.05.2 Subsequent costs

Subsequent costs are capitalized only when they increase the future economic benefits embodied in the specific asset to which they relate. All other costs are recognized in profit or loss as incurred.

5.05.3 Amortization

Amortization is recognized in profit or loss on a diminishing balance method over the estimated useful lives of intangible assets. The amortization rate based on estimated useful lives are as follows:

	June 30, 2021	June 30, 2020
	Rate	Rate
Software and applications	20%	20%
Website	20%	20%

Amortization methods, useful lives and residual values are reviewed at each period-end and adjusted, if appropriate.

5.06 Advances, deposits and prepayments

Advances are initially measured at cost. After initial recognition, advances are carried at cost less deduction, adjustment or charges to other account heads such as property, plant and equipment, inventory or expenses.

Deposits are measured at payment value.

Prepayments are initially measured at cost. After initial recognition, prepayments are carried at cost less charges to profit and loss account.

5.07 Financial instruments

Financial assets and liabilities are recognized on the statement of financial position when the Company has become a party to a contractual provision of the instrument.

5.08 Trade and other receivables

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

5.09 Accrued income

Accrued income includes incomes which have been earned but not received during the reporting period.

5.10 Inventories

Inventories comprise of raw materials (yarn), raw materials (finished fabrics), raw materials (accessories), needle and spare parts, work-in-process, and finished goods. Inventories are stated at the lower of cost and net realizable value. The cost of inventories includes expenditure incurred in acquiring the inventories, production or conversion costs and other costs incurred in bringing them to their existing location and condition. In the case of manufactured inventories and work in process, cost includes an appropriate share of production overheads based on normal operation capacity. Cost of inventories is determined by using the weighted average cost formula. Net realizable value represents the estimated selling price for inventories less all estimated costs of completion and costs necessary to make the sale.

5.11 Cash and cash equivalents

Cash and cash equivalents include cash in hand, cash at banks, and other bank deposits free of encumbrance.

5.12 Share capital

Ordinary shares are classified as equity.

5.13 Loans

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

5.14 Trade and other payables

Trade and other payables are stated at their nominal value.

5.15 Accruals, provisions and contingencies

(a) Accruals

Accruals are liabilities to pay for goods or services that have been received or supplied but have not been paid, invoiced or formally agreed with the supplier, including amounts due to employees. Accruals are reported as part of trade and other payables.

(b) Provisions

A provision is recognized in the statement of financial position when the Company has a legal or constructive obligation as a result of a past event, it is probable that an outflow of economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. Provision is ordinarily measured at the best estimate of the expenditure required to settle the present obligation at the reporting date. Where the Company expects some or all of a provision to be reimbursed, the reimbursement is recognized as a separate asset but only when the reimbursement is virtually certain. The expense relating to any provision is presented in the income statement net of any reimbursement. If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, where appropriate, the risks specific to the liability. Where discounting is used, the increase in the provision due to the passage of time is recognized as a finance cost.

(c) Contingencies

A contingent liability is a possible obligation that arises from past events and whose existence will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company; or a present obligation that arises from past events but is not recognized because it is not probable that an outflow of resources embodying economic benefits will be required to settle the obligation; or the amount of the obligation cannot be measured with sufficient reliability.

A contingent asset is a possible asset that arises from past events and whose existence will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company.

5.16 Income tax

Income tax expense comprises current and deferred taxes. Income tax expense is recognized in profit or loss except to the extent that it relates to items recognized directly in equity, in which case it is recognized in equity.

(a) Current tax

Current tax is the expected tax payable on the taxable income for the period, using tax rates enacted or substantively enacted at the reporting date, and any adjustment to tax payable in respect of previous periods. The applicable tax rate for the Company is currently 12% on its taxable income derived from export and 25% on taxable income derived from sources other than export. The company is a internationally recognized green buiding certified involve with 100% export oriented RMG business. accordig to the SRO no. 164-AIN/Income Tax/2020 dated , 06-07-2020 applicable tax rate on its busniess income is 10%.

(b) Deferred tax

Deferred tax is recognized in compliance with IAS 12 Income Taxes, providing for temporary differences between the carrying amounts of assets and liabilities for financial reporting purpose and amounts used for taxation purpose. Deferred tax is measured at the tax rates that are expected to be applied to the temporary differences when they reverse, based on the laws that have been enacted or substantively enacted by the date of statement of financial position. Deferred tax assets and liabilities are offset if there is a legally enforceable right to offset current tax liabilities and assets, and they relate to income taxes levied by the same tax authority on the same taxable entity.

A deferred tax asset is recognized to the extent that it is probable that future taxable profits will be available against which the deductible temporary difference can be utilized. Deferred tax assets are reviewed at each period-end and are reduced to the extent that it is no longer probable that the related tax benefit will be realized.

5.17 Employee benefits

5.17.1 Worker's profit participants & welfare funds

The company contributed 5% of net profit before charging the amount to the aforementioned fund in accordance with the requirement of section 234 of labor Act 2006, (Amendment 2013).

5.18 Revenue recognition, measurement and presentation

Revenue of the Company is derived from sale of goods (i.e. readymade garments) to foreign buyers through export and deemed export.

Revenue from the sale of goods is measured at the fair value of the consideration received or receivable, net of returns, trade discounts and volume rebates. Revenue 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 entity; and
- the costs incurred or to be incurred in respect of the transaction can be measured reliably.

5.19 Finance costs

The Company's finance costs include interest expenses on bank loans, and other borrowings. Interest expense is recognized using the effective interest method.

5.20 Foreign currency transactions

These financial statements are presented in Taka/Tk./BDT, which is Company's functional currency. Transactions in foreign currencies are recorded in the books at the exchange rate prevailing on the date of the transaction. Monetary assets and liabilities in foreign currencies at the date of statement of financial position are translated into Taka at the exchange rate prevailing at that date. Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rate at the date of the initial transaction. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rate at the date when the fair value was determined. Exchange differences arising on the settlement of monetary items or on translating monetary items at the end of the reporting period are recognized in profit or loss as per IAS 21 The Effects of Changes in Foreign Exchange Rates.

5.21 Related party transactions

The Company carried a number of transactions in arm length price with its related parties in the normal course of its business. The nature of those transactions and their total value have been disclosed in (Note 36).

5.22 Earnings per share

The Company presents basic and diluted (when dilution is applicable) earnings per share (EPS) for its ordinary shares. Basic EPS is calculated by dividing the profit or loss attributable to ordinary shareholders of the Company by the weighted average number of ordinary shares outstanding during the period, adjusted for the effect of change in number of shares for bonus issue, share split and reverse split. Diluted EPS is determined by adjusting the profit or loss attributable to ordinary shareholders and the weighted average number of ordinary shares outstanding, for the effects of all dilutive potential ordinary shares. However, dilution of EPS is not applicable for these financial statements as there was no dilutive potential ordinary shares during the relevant periods.

5.23 Statement of cash flows

Cash flows from operating activities are presented under direct method in accordance with IAS-7 "Statement of Cash Flows". It has been also prepared in accordance with the Securities and Exchange Rules, 1987.

5.24 Events after the reporting period

Amounts recognized in the financial statements are adjusted for events after the reporting period that provide evidence of conditions that existed at the end of the reporting period. No adjustment is given in the financial statements for events after the reporting period that are indicative of conditions that arose after the reporting period. Material non-adjusting events are disclosed in the financial statements.

5.25 Segment Reporting

No segmental reporting is applicable to the company as required by "IFRS-8: Operating Segment" as the company operates in a single industry segment and within as geographical segment.

5.26 Impairment of Assets

In accordance with the provision of IAS-36, the carrying amount of non-financial assets other than inventories of the company involved in the manufacturing of the products. If any such indication exists, then the asset's recoverable amount is estimated and impairment losses are recognized in the statement of comprehensive income. No such indication of impairment has been observed till the end of the period.

6.00 Property, plant and equipment**Cost**

Opening balance

Add: Addition during the year

Less: Disposal /Transfer during the year

Closing balance**Depreciation**

Opening balance

Add: Addition during the year

Less: Adjustment during the year

Closing balance**Written Down Value**

Details have been shown in Annexure-A

7.00 Intangible Assets**Cost**

Opening balance

Add: Addition during the year

Less: Adjustment during the year

Closing balance**Amortization**

Opening balance

Add: Addition during the year

Less: Adjustment during the year

Closing balance**Carrying amount**

Details have been shown in Annexure-B

8.00 Advances, Deposits and Prepayments**Advances**

Advance against salary

Advance against expenses

Advance against purchase

Advance against building construction

Deposits

Security deposits

LC margin

Advance Against Mobile

Advance Against Mobile

Prepayments

Prepaid insurance

Amount in Taka	
June 30, 2021	June 30, 2020
3,752,704,028	3,675,685,105
84,002,392	77,018,924
3,836,706,420	3,752,704,028
-	-
3,836,706,420	3,752,704,028
592,059,794	460,666,087
126,496,222	131,393,707
718,556,016	592,059,794
-	-
718,556,016	592,059,794
3,118,150,404	3,160,644,234
5,604,345	5,604,345
-	-
5,604,345	5,604,345
-	-
5,604,345	5,604,345
3,597,649	3,095,975
401,339	501,674
3,998,988	3,597,649
-	-
3,998,988	3,597,649
1,605,357	2,006,696
Note: 8.01	
727,485	1,252,555
Note: 8.02	
34,194,981	27,726,901
Note: 8.03	
1,573,864	7,783,190
Note: 8.04	
14,282,019	14,591,016
50,778,349	51,353,662
Note: 8.05	
27,342,941	19,115,641
6,918,460	1,020,800
34,261,401	20,136,441
22,206	14,047
22,206	14,047
2,549,680	2,735,980
2,549,680	2,735,980
87,611,636	74,240,130

8.01 Advance against salary

Amount in Taka		
	June 30, 2021	June 30, 2020
Abul Basher	12,000	40,000
Advance Against OT & Others	363,390	435,616
AKM Shahalam	-	25,000
Atiqur Rahman	40,000	80,000
Faisal Hossain	80,000	-
Farhana Amin	-	9,000
Golzar Alam	-	55,000
Hasibuddin Ahmed	-	88,000
Jahidul Islam	4,000	25,000
Mahesh	-	120,000
M.A. Jalil Sikder	-	40,000
Mamunur Rashid	-	10,000
Mizanur Rahman	18,345	38,129
Omar Ali	-	52,000
Omit Sarker	-	25,000
Ramjan Ali	-	9,000
Rashel-Office Asst	5,750	28,810
Rezaul Karin	-	18,000
Rustom Ali	-	8,000
S.K. Arif Ahmed	-	70,000
Shahabuddin	200,000	-
Shamim Azaz	-	22,000
Shamsul Alam	-	50,000
Touhidul Islam (Supervisor)	4,000	4,000
	727,485	1,252,555

8.02 Advance against expenses

AG Hi-Tech Ltd.	151,000	35,000
Anisur Rahman-Loading & Unloading	84,100	-
A L M Tensile Membrane Structure Ltd.	511,875	311,875
Arabi Fashion Ltd.	-	1,974
Axis Automation & Industrial Solution	-	20,000
Aany Apparel Ltd.	1,783,449	-
ADI Corporation	350,000	-
Al-Haram Apparels Ltd	9,331	-
Anlima Textile Ltd.	99,850	-
Aman Spinning Mills Ltd.	33,150	-
Arin Printing & Embroidery	400,000	-
Ascend Elevators & Escalators Ltd.	59,200	-
Binimoy Textile limited	-	690,464
BGMEA_UD Advance	40,000	-
Biplob	-	100,000
Brady Services Company Ltd_AP_Others	35,000	-
Bok Bangladesh	-	24,400
Conforce Limited	-	33,036
Carnival Inc.	187,040	-
Dapang Industry_AP_Others	182,750	-
The Daffodil Knitwear	132,275	-

Dehsar Works	315,000	285,000
DHL Worldwide Express (BD) Private Ltd.	2,198,696	-
Easy Software Solutions	10,000	-
Elite Force	10,000	10,000
Energypac Engineering Ltd	310,000	130,000
Esquire Knit Composite Ltd	-	4,000
Euro Enterprise	-	95,905
Ferdous Rahman	-	500,000
Evergreen Technology Co. Ltd.-Satrang	-	40,000
Europrinters Ltd	21,000	-
Famkam Printing Ltd.	102,900	123,900
Farnoor Garments Limited	-	752,184
Fardar Fashions Limited	4,340	-
Fashion Art_AP_Other	169,309	-
Ford Automobile Limited	175,000	125,000
Freudenberg & Vilene International Ltd.	-	24,272
Gazi Tanks_AP_Others	-	192,250
Gallery Tex Ltd.	3,130,235	-
Green Tex Point	86,400	-
Greenland Engineering & Tractor Company	7,200	7,200
Good Star Automobiles	-	202,600
Hams Garments Ltd.	502,156	-
Hi-Tech.Auxi- Chem	3,672,000	-
Hovor Tech	20,000	-
Infrastructure Development Company Ltd.	28,750	58,750
ITS Labtest Bangladesh Ltd	126,973	26,112
J. K. Power Pac	1,400,000	900,000
Jkk Apparels Limited	877,213	-
Jahangir Alam	3,000,000	3,050,000
Janani Printing & Design	-	100,000
Kazi Khan	-	11,000,000
Khan Global	-	27,000
Latex Limited	55,000	-
Lisky Technology (BD) Ltd	1,032,850	503,150
Logic Software Ltd.	2,200,000	2,400,000
Kamaruzzaman	1,000,000	-
Mahabub	-	15,600
Maheen Enterprise	-	25,000
Mayar Doya Engineering Workshop_AP_Others	20,000	-
Mayer Doa Mechanical Workshop	35,000	-
Medona Fashions Limited	700,000	-
Meghna Knit Composite Ltd	883,390	-
Mohammed Trading	-	540
Mr. Asad	99,881	21,000
Maruf Enterprise	-	30,000
MGH Logistics Private Ltd.	-	156,706
N.A.Z Bangladesh Ltd	-	-
National Polymer Industries Ltd.	20,645	113,653
Naturub Accessories Bangladesh (Pvt) Ltd.	10,845	-
Neo Technology	-	227,000
Nitol Motors Limited	2,424,762	2,624,762
Pakiza Technovation Limited	263,000	-
Printers & Printers Ltd.	-	-
Rabeya Quader	-	261,520
Rabeya Quader Chowdhury Enterprise	82,960	-
Rafiz Engineering Works	82,500	42,500
Regular Activities Ltd	300,000	300,000
RSS Home Depot	48,000	88,125
Rijjol Enterprise	180,000	-
R.H Corporation	223,600	-
Sajeda Tin Ghar	125	-
Sarker Steel Ltd_AP_Others	200,000	150,000
Shah Mohammed	820,246	368,400

Shahiduzzaman	614,523	373,250
Shakhawat Hossain	700,000	-
Shamim Alam	-	853
Skylark Fashions	89,656	-
Square Fashion Ltd	2,705	-
Scandex Textile	50,000	-
ST Gas Construction Co.	300,000	-
Oyshy Enterprise	-	30,000
Tex Solution	777,500	627,500
Teams Corporation	60,000	-
Tritech Building Services Ltd.	250,000	-
Unitex Attires Ltd.	121,600	-
Virtual Knitwear Limited	-	1,264
Viyellatex Ltd	-	124,156
Yousuf Engineering Works	-	115,000
Zaman Traders	320,000	256,000
	34,194,981	27,726,901

8.03 Advance against purchase

Mr.Ashraful Alam Shohag	688,166	308,935
Mr. Firoz Kabir Jewel	-	65,000
Mr. Hasibul Alam	-	31,500
Mr. Kamruzzaman	300,000	5,121,295
Mr. Omar Farooq	77,235	660,316
Mr. Rupok	71,402	101,402
Mr. Shahabuddin	-	1,200,000
Mr.Shamim Ahmed	57,366	-
Mr. Nizamul Islam	378,391	293,438
Mr. Zaid Al Refai	1,304	1304
	1,573,864	7,783,190

8.04 Advance against building construction

A-One Polymer Ltd.	242,138	177,138
ABG Engineering Services (Pvt.) Ltd.	800,000	-
Babel Enterprise	2,921,179	2,843,780
BBS Cables Ltd.	-	250,000
Carnival Inc	-	187,040
Choya Furniture	-	25,000
Dayamoy Trading	257,480	217,480
Dapang Industry	-	208,250
Delowar Trading Corporation	1,700	1,700
Dominus Technologies	-	300,000
Dysin International Ltd.	-	21,000
Energy Pac Electronics Ltd.	-	77,399
Energypac Engineering Ltd.	-	180,000
Lafarge Surma Cement Ltd	-	88,870
M.I. Cement Factory Ltd	319,760	359,760
Mir Concrete Products Ltd	627,370	498,500
Mirpur Ceramic Works Ltd.	81,510	121,510
National Polymer Ind. Ltd.	73,065	118,065
NDE Ready Mix Concrete Ltd	1,355,999	1,000,854
Rafiz Engineering Works	400,000	355,000
Rangpur Metal Industries Ltd	-	55,147
Shaheen Bricks Manufacturing	409,000	609,000
Shohel & Brothers Pte Ltd	446,453	546,453
Square Fashion Ltd	-	2,705
SSR Consultants	414,300	464,300
Star Ceramics Ltd.	2,940,261	2,590,261
Superior Builders And Engineers Ltd.	1,810,000	2,110,000
SML Packaging Solutions Bangladesh Ltd.	-	1,728
Term Trading	1,181,804	1,180,076
	14,282,019	14,591,016

8.05 Security deposits

Security deposit to BTCL	8,600	8,600
Security deposit to DESCO	9,959,336	9,959,336
Security deposit to Titas Gas	16,875,005	8,647,705
Security deposit to CDBL	500,000	500,000
	27,342,941	19,115,641

09.00 Trade and other receivables

Opening balance	319,493,091	392,928,779
Add: Export & Deemed export during the year	3,007,154,631	1,956,716,491
	3,326,647,722	2,349,645,270
Less: Proceeds realized during the year	3,006,509,813	2,030,152,179
	320,137,909	319,493,091

The closing balance consists of as follows:

Carrefour Import SAS	28,022,843	54,232,473
Clover Collections Ltd. (Next)	1,202,593	5,209,428
Gustav Daiber GMBH	-	4,769,421
Logo International	3,238,383	-
LPP S.A	91,910,755	1,682,811
OM FranceS.A.S.	33,313,397	82,208,934
MQ Retail AB	7,821,497	1,286,086
SDV Polska SP. ZO. O.	-	5,263,631
Sports Master Ltd.	34,555,117	90,837,762
Toray International Inc.	40,873,567	24,513,931
Advanced Composite Textile Ltd	-	268,907
Aswad composite Mill Ltd	930,441	-
Blue Planet Fashionwear Limited	-	4,128,544
Comfit Composite Knit Ltd.	2,079,882	3,132,872
Cute Dress Industry Ltd.	-	2,688,000
Direct Sports and Leisurewear(BD)Ltd	-	380,700
Fashion Asia Ltd.	17,321,926	32,369,821
Knit Asia Ltd.	46,760,645	-
LZ Fashion LTD	1,394,476	-
Meghna Knit composite Ltd	1,428,534	800,000
Multitex Knit Composite Ltd.	3,413,400	800,000
Niagra Textile Ltd	342,745	-
Park Scene Bangladesh Ltd	1,524,349	-
Ragadi Textile Ltd	844,165	-
RBSR Fashion Ltd.	-	3,569,166
Renaissance Apparels Ltd.	-	1,350,604
Sonnet Textile Industries Ltd	3,159,194	-
	320,137,909	319,493,091

Aging schedule:

0 - 6 months	> 6 months			Total
320,137,909	-			320,137,909

Information about trade receivables as per requirement of Schedule XI, Part I, Paragraph 4 of the Companies Act, 1994:

Debtors have been stated at their nominal value. Debtors are accrued in the ordinary course of business.

(i) Debt considered good in respect of which the company is fully secured

Trade receivables accrued in the ordinary course of business are considered good and secured against confirmed LC.



(ii) Trade receivables considered good for which the company hold no security other than the personal security

There is no such trade receivables as on 30 June 2021.

(iii) Trade receivables considered doubtful or bad

The Company did not make any provision for doubtful debt as on 30 June 2021, because of the fact that sales/exports are being based on 100% confirmed letter of credit with fixed maturity dates.

(iv) Trade receivables due by directors or other officers of the company

There is no such trade receivables as on 30 June 2021

(v) Trade receivables due by Common Management

There is no such trade receivables as on 30 June 2021.

(vi) Reserve for doubtful debts

There is no such reserve created as on 30 June 2021.

10.00 Accrued income

Accrued cash incentive

16,486,800	-
16,486,800	-

11.00 Inventories

Raw materials (yarn)	278,818,261	160,489,818
Raw materials (finished fabrics)	50,850,432	40,674,767
Raw materials (accessories)	26,606,603	7,320,151
Raw materials (Dyes & Chemicals)	37,038,158	30,375,930
Needle and spare parts	9,280,607	9,494,322
Work-in-process	184,021,278	133,098,424
Finished goods (garments)	126,935,607	69,943,878
	713,550,946	451,397,290

Disclosure of quantities as per requirement under Schedule XI, Part II, Paragraph 3 of the Companies Act, 1994:

Items	Unit	30 June, 2021		30 June, 2020	
		Opening (Qty)	Closing (Qty)	Opening (Qty)	Closing (Qty)
Raw materials (yarn)	KG	610,150	936,150	767,382	610,150
Raw materials (accessories)*					
Raw materials (finished fabrics)	KG	101,389	121,150	96,911	101,389
Finished goods (garments)	PCS	450,411	462,098	233,604	450,411
Needle and spare parts*					
Work-in-process	PCS/KG	686,759	957,162	406,785	686,759

* Quantity-wise breakup of raw materials (accessories), and needle and spare parts could not be given as it is difficult to quantify each item in a separate and distinct category due to large variety of raw materials (accessories), and needle and spare parts.

12.00 Cash and cash equivalents

Cash in hand Note 12.01
Cash at bank Note 12.02

5,781,515	6,083,231
141,275,118	93,727,272
147,056,633	99,810,503

12.01 Cash in hand

Cash at head office	1,099,333	4,067,738
Cash at factory	4,682,182	2,015,493
	5,781,515	6,083,231

12.02 Cash at bank

Name of the bank/NBFI	Branch	Type of Account	Account Number	Amount in Taka	
				30 June, 2021	30 June, 2020
Dutch Bangla Bank Ltd.	Banani	CD	1031100034643	(22,424,882)	6,059,939
City Bank Ltd	Gulshan	CD	1101495932001	2,834,355	895,989
City Bank Ltd	Gulshan	FC (ERQ)	5121495932001	7,525,397	842,879
City Bank Ltd	Gulshan	Margin	1000241001108	123,848,338	33,244,115
City Bank Ltd	Gulshan	SND/Dividend	3101703841001	5,846	6,363
City Bank Ltd	Gulshan		1000241001260	15,157,324	-
Eastern Bank Ltd.	Gulshan	CD	1041070005263	(8,237,943)	(4,120,453)
Mutual Trust Bank Ltd*	Gulshan	STD	320002679	2,978,661	2,939,284
Mutual Trust Bank Ltd*	Gulshan	FC	0002-0260000704	215,063	215,063
Mutual Trust Bank Ltd*	Gulshan	Dividend	0002-0320003543	6,315	7,186
Mutual Trust Bank Ltd*	Gulshan	Dividend/17	0002-0320003785	10,409	11,253
Mutual Trust Bank Ltd*	Gulshan	Dividend/18	0002-0320004113	7,360	8,224
Mutual Trust Bank Ltd*	Gulshan	Dividend/19	0002-0320004328	164,653	172,181
Mutual Trust Bank Ltd	Gulshan	CD	0220210010605	5,975	6,629
Standard Chartered	Gulshan	ERQ	42130804801	1,012,200	3,949,994
BankStandard Chartered	Gulshan	Margin	46130804801	18,166,048	49,488,627
BankTotal				141,275,118	93,727,272

* These balances represent unclaimed portion of refundable amount and unclaimed dividend.

The balances of foreign currency accounts have been converted considering the prevailing rate of respective banks as on the reporting date.

Name of the bank	Branch	Account Number	Currency	Amount USD	Translation rate	Amount in Taka	
						June 30, 2021	June 30, 2020
Standard Chartered	Gulshan	46-1308048-01	USD	\$ 216,391.28	83.95	18,166,048	49,488,627
Standard Chartered	Gulshan	42-1308048-01	USD	\$ 12,057.18	83.95	1,012,200	3,949,994
Mutual Trust Bank Ltd	Gulshan	0002-0260000704	USD	\$ 2,566.39	83.80	215,063	215,063
City Bank Ltd	Gulshan	5121495932001	USD	\$ 89,534.76	84.05	7,525,397	842,879
City Bank Ltd	Gulshan	Margin	USD	\$ 1,473,507.89	84.05	123,848,338	33,244,115
Total				\$ 1,794,057.50		150,767,046	87,740,678

13.00 Share capital

Authorized capital:

(Divided into 100,000,000 ordinary shares of BDT 10.00 each)

Issued, subscribed and paid-up capital:

(Divided into 6,63,26,946 ordinary shares of BDT 10.00 each)

Shareholding position as on 30 June 2021:

Name of shareholders	No. of ordinary shares	Face value per share	Amount in Taka	
			30 Jun, 2021	30 Jun, 2020
Ms. Tosrif Ahmed*	2	10.00	20	20
Ms. Anjuman Ara Begum	1,700,000	10.00	17,000,000	35,000,000
Ms. Lyra Rizwana Quader	5,978,050	10.00	59,780,500	59,780,500
Mr. Mohim Hassan	3,245,543	10.00	32,455,430	32,455,430
Mr. Naim Hassan	5,895,408	10.00	58,954,080	40,954,080
Mr. Rafiq Hassan	2,121,786	10.00	21,217,860	21,217,860
Mr. Sayeed Hassan	548,451	10.00	5,484,510	5,484,510
Northern Corporation Ltd.	13,482,000	10.00	134,820,000	134,820,000
Other than sponsors	33,355,706	10.00	333,557,060	333,557,060
	66,326,946		663,269,460	663,269,460

On 28-April-2019 total 32,46,498 shares (30,91,903 original shares and 1,54,595 bonus shares) of honorable late Sponsor of the Company Mrs. Tosrif Ahmed (who died on 07.04.2016) have been transmitted in the accounts of her legal successors in the following manner as per succession certificate issued by the Honorable Court:

On 28-April-2019 4,63,785 shares each to her sons Feroz M. Hassan, Faruque Hassan, Mohim Hassan (Sponsor Director), Naim Hassan (Sponsor Director), Sayeed Hassan (Sponsor) and Rafiq Hassan (Sponsor Director) and 2,31,893 shares each to her daughters Abeda Rahman and Shameem Ara Begum. Except Sayeed Hassan all other legal successors received their shares.

Then on 29-November- 2019 Sayeed Hassan received his 4,63,785 shares from Late Tosrif Ahmed. Due to fraction issues 2 Shares till now remain in account of Late Tosrif Ahmed.

Shareholding position on the basis of Group:

Group name	Number of shareholders	Number of shares	%
Company	102	15,020,913	22.65%
General public	6,422	18,334,793	27.64%
Sponsors/Directors	8	32,971,240	49.71%
Total	6,532	66,326,946	100.00%

Shareholding position on the basis of Range:

Shareholding range	Number of shareholders	Number of shares	Ownership %
1-500	5,151	953,069	1.44%
501-5000	966	1,699,697	2.56%
5001-10000	168	1,287,120	1.94%
10001-20000	104	1,510,862	2.28%
20001-30000	37	937,746	1.41%
30001-40000	24	824,829	1.24%
40001-50000	15	673,463	1.02%
50001-100000	24	1,761,958	2.66%
100001-1000000	34	9,077,637	13.69%
1000001-1000000000	9	47,600,565	71.77%
Total	6,532	66,326,946	100.00%

14.00 Share premium

Share premium

Amount in Taka	
30 June 2021	30 June 2020
433,059,200	433,059,200

Share premium received against 24,566,200 ordinary shares issued to other than sponsors at each BDT 16.00 and 2,000,000 shares issued to placement each BDT 20.00

15.00 Retained earnings

Opening balance

Add: Transferred from revaluation surplus

Add: Net profit/(loss) during the year

Less: Dividend

272,085,985	468,329,284
-	638,135
42,777,101	(190,248,740)
314,863,086	278,718,680
-	6,632,695
314,863,086	272,085,985

16.00 Revaluation surplus

Opening balance

Less: Transfer to retained earnings from building and civil works

535,629,237	536,267,372
-	638,135
535,629,237	535,629,237

Breakup of closing balance:

Revaluation surplus for land and land development

Revaluation surplus for building and civil works

414,400,000	414,400,000
121,229,237	121,229,237
535,629,237	535,629,237

16.01 Revaluation surplus as on 30 June 2011

Group of PPE	Amount in Taka		
	Depreciated historical cost	Depreciated current cost	Revaluation Surplus
Land and land development	53,751,501	468,151,501	414,400,000
Building and civil works	228,894,119	371,699,362	142,805,243
Total	282,645,620	839,850,863	557,205,243

The revaluation of land and land development, and building and civil works has been done by Saha Mazumder & Co., Chartered Accountants considering the cut off date 30 June 2011 and signed on 10 November 2011. The Management is considering to revalue the assets within short period of time as no revaluation was done since last revaluation in 2011.

Method of valuation:

a) Valuation of land

i) Land was valued on the basis of "FAIR MARKET VALUE" which is the amount in terms of money which the property would bring in a competitive and open market under all conditions requisite to a fair sale, the buyer and seller, each acting prudently, knowledgeable and assuming the price is not affected by undue stimulus. Market prices were obtained from local sources. Opinion based on discussion with the deed writers, income tax and gain tax personnel and officials of sub registrars' office were taken into consideration for the purpose of revaluation.

ii) Prevailing rate of buying and selling of lands during last six months in and around Mouza: Gopalpur, Tongi, Gazipur were also compared with the land property under appraisal giving due consideration to different factors including location, size, shape, bargaining allowance and other market constraints.

b) Valuation of building and civil works

i) The building constructions of company which are situated on the above mentioned land have been physically verified. The building has been revalued based on Current Cost Accounting (CCA) method.

ii) This cost has been ascertained considering factors, like the basis of the type of structure, price at which building materials, technical and non-technical labor, cost of transportation etc. are available at site, the quality of materials used in construction, workmanship, the quality of their maintenance and the accumulated depreciation thereon for the expired portion of their effective lives and the present condition of the assets in question and other relevant factors.

iii) Cost of construction of similar buildings and other constructions were obtained from local sources available, and independent engineering consultants. The total value of buildings and civil construction has been ascertained at BDT 371,699,362.

17.00 Long term loans (secured), net of current portion

The long term loans are with The City Bank Ltd., Gulshan Avenue Branch, 136 Gulshan Avenue, Gulshan, Dhaka, Bangladesh. and from IDCOL, UTC Building (16th floor), 8 Panthapath, kawran bazar, Dhaka-1215. The purpose of the term loan is to construction of building and import and local procurement of capital machinery for green dyeing project.

All these loans are secured by land, building, furniture, fixture, plant and machinery, personal guarantee of Directors and corporate guarantee, all present and future fixed and floating assets (excluding stock & book debts).

This balance consists of as follows:

Term Loan with The City Bank Ltd (Civil Construction)	Note-17.01
Term Loan with The City Bank Ltd (Machine)	Note-17.02
Term Loan with The City Bank Ltd (Stimulus)	Note-17.03
Term Loan with IDCOL (Machine)	

Less : Current portion of long term loan

Net current liability

Amount in Taka	
30 Jun, 2021	30 Jun, 2020
278,814,316	306,537,319
735,286,324	617,558,586
108,961,645	49,798,517
47,337,921	50,993,015
1,170,400,206	1,024,887,437
82,447,239	143,037,894
1,087,952,967	881,849,543

Amount in Taka	
30 June, 2021	30 June, 2020



17.01 Long Term Loan (Civil Construction)

		Amount in Taka	
		30 June, 2021	30 June, 2020
The City Bank Ltd	LTL_ 9471495932005	5,932,205	6,857,615
The City Bank Ltd	LTL_ 9471495932006	13,722,236	15,854,541
The City Bank Ltd	LTL_ 9471495932007	13,722,901	15,854,393
The City Bank Ltd	LTL_ 9471495932009	4,518,933	5,005,498
The City Bank Ltd	LTL_ 9471495932010	1,947,957	2,154,027
The City Bank Ltd	LTL_ 9471495932011	2,360,243	2,611,248
The City Bank Ltd	LTL_ 9471495932012	14,323,050	15,852,800
The City Bank Ltd	LTL_ 9471495932014	2,196,429	2,433,799
The City Bank Ltd	LTL_ 9471495932015	1,272,663	1,408,985
The City Bank Ltd	LTL_ 9471495932016	14,314,061	15,863,682
The City Bank Ltd	LTL_ 9471495932017	5,548,809	6,152,046
The City Bank Ltd	LTL_ 9471495932018	742,138	849,729
The City Bank Ltd	LTL_ 9471495932019	-	375,618
The City Bank Ltd	LTL_ 9471495932020	8,997,800	10,281,976
The City Bank Ltd	LTL_ 9471495932021	30,130,220	33,191,852
The City Bank Ltd	LTL_ 9471495932026	-	671,775
The City Bank Ltd	LTL_ 9471495932027	6,649,562	7,537,279
The City Bank Ltd	LTL_ 9471495932028	10,988,680	12,732,680
The City Bank Ltd	LTL_ 9471495932029	10,591,644	11,587,096
The City Bank Ltd	LTL_ 9471495932031	6,275,180	6,884,059
The City Bank Ltd	LTL_ 9471495932032	4,255,596	4,667,310
The City Bank Ltd	LTL_ 9471495932033	1,262,319	1,382,425
The City Bank Ltd	LTL_ 9471495932034	2,252,729	2,469,211
The City Bank Ltd	LTL_ 9471495932035	2,690,634	2,945,087
The City Bank Ltd	LTL_ 9471495932036	4,822,190	5,280,426
The City Bank Ltd	LTL_ 9471495932037	4,398,386	4,815,590
The City Bank Ltd	LTL_ 9471495932038	2,597,124	2,842,180
The City Bank Ltd	LTL_ 9471495932040	2,916,858	3,192,294
The City Bank Ltd	LTL_ 9471495932044	9,250,939	10,102,471
The City Bank Ltd	LTL_ 9471495932046	4,747,154	5,188,522
The City Bank Ltd	LTL_ 9471495932047	9,052,366	9,883,844
The City Bank Ltd	LTL_ 9471495932049	3,927,108	4,290,530
The City Bank Ltd	LTL_ 9471495932053	5,540,645	6,035,025
The City Bank Ltd	LTL_ 9471495932055	2,418,191	2,632,251
The City Bank Ltd	LTL_ 9471495932057	2,444,478	2,662,742
The City Bank Ltd	LTL_ 9471495932060	881,313	958,516
The City Bank Ltd	LTL_ 9471495932061	1,033,278	1,169,404
The City Bank Ltd	LTL_ 9471495932062	2,166,634	2,354,294
The City Bank Ltd	LTL_ 9471495932063	4,955,480	5,387,564
The City Bank Ltd	LTL_ 9471495932064	1,934,049	2,100,864
The City Bank Ltd	LTL_ 9471495932065	5,088,043	5,805,739
The City Bank Ltd	LTL_ 9471495932067	1,217,180	1,397,358
The City Bank Ltd	LTL_ 9471495932069	4,304,512	4,672,127
The City Bank Ltd	LTL_ 9471495932070	5,174,910	5,616,958
The City Bank Ltd	LTL_ 9471495932071	1,121,287	1,156,785
The City Bank Ltd	LTL_ 9471495932076	2,149,393	2,328,153
The City Bank Ltd	LTL_ 9471495932082	1,167,974	1,335,623
The City Bank Ltd	LTL_ 9471495932083	1,423,501	1,627,281
The City Bank Ltd	LTL_ 9471495932084	528,076	573,015
The City Bank Ltd	LTL_ 9471495932085	4,015,324	4,620,664
The City Bank Ltd	LTL_ 9471495932087	983,839	1,063,251
The City Bank Ltd	LTL_ 9471495932091	1,345,731	1,468,008
The City Bank Ltd	LTL_ 9471495932102	793,498	-
The City Bank Ltd	LTL_ 9471495932103	2,529,549	-
The City Bank Ltd	LTL_ 9471495932104	478,402	-
The City Bank Ltd	LTL_ 9441495932001	2,927,289	3,085,465
The City Bank Ltd	LTL_ 9441495932004	2,358,620	2,491,103
The City Bank Ltd	LTL_ 9441495932009	2,663,703	2,808,936
The City Bank Ltd	LTL_ 9441495932014	1,963,362	2,069,646
The City Bank Ltd	LTL_ 9441495932021	2,609,369	2,751,575
The City Bank Ltd	LTL_ 9441495932026	2,229,119	2,350,912
The City Bank Ltd	LTL_ 9441495932030	2,614,911	2,757,662
The City Bank Ltd	LTL_ 9441495932037	1,344,543	1,416,789
The City Bank Ltd	LTL_ 9441495932042	-	619,020
		278,814,316	306,537,319

17.02 Long Term Loan (Machine)

The City Bank Ltd	LTL_9471495932002	644,244	740,757
The City Bank Ltd	LTL_9471495932003	16,774,081	19,070,149
The City Bank Ltd	LTL_9471495932008	3,460,204	3,834,725
The City Bank Ltd	LTL_9471495932013	2,777,560	3,078,537
The City Bank Ltd	LTL_9471495932022	7,626,340	8,400,546
The City Bank Ltd	LTL_9471495932023	7,626,545	8,400,469
The City Bank Ltd	LTL_9471495932024	7,626,681	8,400,418
The City Bank Ltd	LTL_9471495932025	-	384,050
The City Bank Ltd	LTL_9471495932030	2,229,605	2,488,504
The City Bank Ltd	LTL_9471495932041	1,576,477	1,723,979
The City Bank Ltd	LTL_9471495932042	1,656,521	1,834,511
The City Bank Ltd	LTL_9471495932043	885,627	1,002,632
The City Bank Ltd	LTL_9471495932045	-	464,518
The City Bank Ltd	LTL_9471495932048	1,674,079	1,956,216
The City Bank Ltd	LTL_9471495932050	13,721,102	16,416,709
The City Bank Ltd	LTL_9471495932051	8,777,976	9,578,453
The City Bank Ltd	LTL_9471495932052	10,400,217	11,381,635
The City Bank Ltd	LTL_9471495932054	1,503,495	1,677,458
The City Bank Ltd	LTL_9471495932058	2,121,987	2,335,239
The City Bank Ltd	LTL_9471495932059	1,788,001	2,024,801
The City Bank Ltd	LTL_9471495932066	2,063,969	2,353,403
The City Bank Ltd	LTL_9471495932072	1,228,140	1,342,842
The City Bank Ltd	LTL_9471495932073	1,801,104	1,960,003
The City Bank Ltd	LTL_9471495932074	8,605,195	9,532,712
The City Bank Ltd	LTL_9471495932075	824,813	898,450
The City Bank Ltd	LTL_9471495932077	4,187,189	4,538,308
The City Bank Ltd	LTL_9471495932079	2,330,430	2,581,897
The City Bank Ltd	LTL_9471495932080	2,622,191	2,886,240
The City Bank Ltd	LTL_9471495932081	1,224,284	1,405,831
The City Bank Ltd	LTL_9471495932089	6,464,806	7,043,603
The City Bank Ltd.	LTL_7441495932005	6,418,620	-
The City Bank Ltd.	LTL_7441495932006	11,320,260	-
The City Bank Ltd.	LTL_7441495932007	2,123,410	-
The City Bank Ltd.	LTL_7441495932008	3,030,845	-
The City Bank Ltd.	LTL_7441495932009	1,444,150	-
The City Bank Ltd.	LTL_7441495932010	28,308,628	-
The City Bank Ltd.	LTL_7441495932011	3,074,400	-
The City Bank Ltd.	LTL_7441495932012	6,258,000	-
The City Bank Ltd	LTL_9471495932093	3,497,596	3,850,815
The City Bank Ltd	LTL_9471495932095	1,422,453	1,647,635
The City Bank Ltd	LTL_9471495932096	7,802,737	8,908,380
The City Bank Ltd	LTL_9471495932098	3,119,517	-
The City Bank Ltd	LTL_9471495932099	4,090,716	-
The City Bank Ltd	LTL_9471495932100	3,810,400	-
The City Bank Ltd	LTL_9471495932105	4,293,957	-
The City Bank Ltd	LTL_9171495932002	37,905,678	-
The City Bank Ltd	LTL_9191495932001	26,998,970	-
The City Bank Ltd	LTL_9491495932001	330,723,214	343,013,100
The City Bank Ltd	LTL_9491495932002	15,217,741	15,789,297
The City Bank Ltd	LTL_9491495932003	14,269,287	-
The City Bank Ltd	LTL_9441495932005	-	574,729
The City Bank Ltd	LTL_9441495932006	964,349	1,084,867
The City Bank Ltd	LTL_9441495932007	2,534,137	2,672,806
The City Bank Ltd	LTL_9441495932010	1,799,263	1,896,898
The City Bank Ltd	LTL_9441495932012	4,142,660	4,370,449
The City Bank Ltd	LTL_9441495932013	1,413,155	1,489,214
The City Bank Ltd	LTL_9441495932015	3,576,335	3,772,358
The City Bank Ltd	LTL_9441495932018	-	478,562
The City Bank Ltd	LTL_9441495932019	-	582,566
The City Bank Ltd	LTL_9441495932020	1,944,036	2,049,745
The City Bank Ltd	LTL_9441495932022	1,948,267	2,052,543
The City Bank Ltd	LTL_9441495932025	2,968,898	3,131,302
The City Bank Ltd	LTL_9441495932028	8,267,998	8,724,903
The City Bank Ltd	LTL_9441495932029	3,833,308	4,051,668
The City Bank Ltd	LTL_9441495932031	3,554,645	3,749,717
The City Bank Ltd	LTL_9441495932033	-	534,471
The City Bank Ltd	LTL_9441495932035	-	554,153
The City Bank Ltd	LTL_9441495932036	2,373,116	2,502,210
The City Bank Ltd	LTL_9441495932038	3,283,360	3,470,622
The City Bank Ltd	LTL_9441495932041	25,406,341	26,816,412
The City Bank Ltd	LTL_9441495932043	-	593,778
The City Bank Ltd	LTL_9441495932044	2,700,683	2,847,965
The City Bank Ltd	LTL_9441495932045	743,368	784,217
The City Bank Ltd	LTL_9441495932047	24,478,964	25,825,610
		735,286,324	617,558,586

17.03 Long Term Loan (Stimulus)

The City Bank Ltd	LTL_9191495932002	44,441,771	49,798,517
The City Bank Ltd	LTL_9191495932003	33,488,978	-
The City Bank Ltd	LTL_9191495932004	31,030,895	-
		108,961,645	49,798,517

18.00 Deferred tax liabilities

Oepning Balance	88,411,990	64,263,456
Add: Provision made during the year	19,196,158	24,148,534
	107,608,148	88,411,990

Details shown in Note No. 33 and Annexure-D

19.00 Trade and other payables**Trade payables**

Back to Back (BTB) and other LC	Note 19.01	477,472,937	210,682,018
		477,472,937	210,682,018

Other payables:

Building construction	Note 19.02	3,863,842	3,520,653
Withholding income tax (TDS)		9,257,504	12,287,621
Withholding VAT (VDS)		53,904	452,102
Unclaimed IPO application money	Note 19.03	3,049,849	3,049,849
Unclaimed dividend	Note 19.04	195,181	200,099
Account Payable	Note 19.05	73,175,605	107,047,012
		89,595,885	126,557,336
		567,068,822	337,239,354

19.01 Back to Back (BTB) and other LC

A. T & T Spinning Mills Ltd	2,413,320	600,600
A.S.F Fibre Mills Ltd	17,408,850	-
AHP Printing Ltd	3,320,884	-
Aleya Design	117,413	-
Angellic Corporation	1,146,600	-
ASM Chemical Industries Ltd.	1,244,342	1,209,600
Akbar Textile Mills Ltd	-	6,266,400
Akij Textiles Mills Ltd	-	720,720
Amann Bangladesh Ltd.	-	171,297
Aplication Y Suministors Textiles S.A	-	882,000
Arafah Knit Composite Ltd	-	619,593
Archroma Singapore Pte Ltd	11,518,290	19,392,124
Arif Knitspin Ltd_AP	46,915,260	15,124,116
Armanda Spinning Mills Ltd	1,363,320	-
Asha Knitting Industries	-	328,000
Asian Printing & Pakaging Ltd.	-	265,440
Asif Trade Ltd	2,300,000	-
Asif Enterprise	-	1,230,000
Aswad Composite Mills Ltd	820,000	-
Atprint Bangladesh Ltd	2,077,542	343,030
Aurora Fashion	192,397	-
Badsha Textiles Ltd	2,744,700	-
Banani Trading House	752,500	-
BB Max Printing Ltd	1,660,384	-
BD Corporation	1,143,407	-
BD-TEX International	125,209	-
Bonito Button Industries Ltd	97,713	-
BVM Overseas Limited	7,441,822	-
BHT Industries Ltd	-	1,450,416
BM Enterprise	-	159,348
BWJ International	144,144	-
Captain Corporation	2,016,000	-
Chitra Design	151,550	-
Checkpoint Syatems Bangladesh Ltd.	-	214,200
Citizen Packaging & Accessories Ltd	1,366,741	1,605,109

Coats Bangladesh Ltd	995,772	-
Continental Spinning Mills Ltd	2,972,340	-
Commerce Corner.	-	246,000
Dhaka Texmart Industries Ltd	539,751	-
Dress Poly & Packaging BD	3,466,799	669,547
Enviro Pack Ltd	2,740,908	966,325
Envoy Textiles Ltd	648,663	-
Epyllion Ltd.	2,103,225	556,780
Etaisia (BD) Ltd.	178,797	-
Erum Bangladesh Ltd.	3,199,014	4,022,043
FM Yarn Dyeing Ltd	3,614,898	-
Foshan Grand Commercial Ltd	1,724,252	-
Garments Solution Accessories & Fabrics	1,198,986	-
Ginni Filaments Ltd-BTB	2,078,867	-
Group Accessories & Raw Matereals	138,567	-
Harmony Chem Ltd	3,690,932	-
HK Dream Knitwear	609,620	-
H.A Knit Fabrics	-	492,000
Hossain Dyeing & Printing Mills Ltd.	4,083,908	-
HRS Business Corporation	1,259,260	-
Hyosung Dong Nai Co. Ltd.	6,470,090	2,641,918
Indo Industries Ltd_BT B	-	-
Index Accessories Ltd	8,608,395	168,792
Integrated Textile Resources Ltd.	2,980,639	-
International Trimming & Labels (BD) Pvt.	946,095	-
J.K.R. Thread & Accessories	135,636	-
Jahan Textile	213,600	-
Jeepers Labels & Accessories	347,800	-
Jinnat Apperels Ltd_AP	1,640,000	820,000
Jist Industrial Co. Ltd	-	1,510,898
K.M. International	188,184	-
K.T Corporation Ltd	1,000,000	-
KDS Accessories Ltd	954,702	-
Khan Accessories & Packaging Co Ltd	2,001,651	-
KSS Knit Composite Ltd	1,154,583	-
Lagnam Spintex Ltd	14,705,130	-
Lantabur Apparels Ltd. BTB	12,128,229	-
LSI Industries Ltd.	1,545,102	-
M & U Packaging Ltd	2,603,813	-
M.N Dyeing ,Printing & Washing Mills Ltd	3,116,000	-
Mak Accessories Ltd	13,594,381	-
Malek Spinning Mills Ltd	7,749,000	-
Manha Printing Fashion	4,403,893	-
Matam Fibre Mills Ltd	6,212,640	-
Maxim Label & Packaging (BD) Pvt. Ltd.	1,210,402	-
MBS Yarn International	492,420	-
MNS Yarn Dyeing Ind. Ltd	890,993	-
Mondol Knitwear's Ltd_AP	4,100,000	1,845,000
Montrims Limited	1,217,661	-
Moon Tex BD	712,835	-
Mosharaf Composite Textile Mills Ltd	10,254,091	-



Multazim Spinning Mills Ltd	7,713,720	-
N.S.Industries	975,660	-
New Modern Flock Printing	246,736	-
Nextway Fashion	1,262,194	-
NRG Composite Yarn Dyeing	697,072	1,271,000
NRG Hometex Ltd	1,344,000	-
NRG Spinning Mills Ltd.	20,572,440	7,170,902
Outpace Spinning Mills Ltd	10,619,952	-
Onetex Ltd	-	1,121,645
P.N Composite Ltd	1,614,043	-
Pahartali Textile & Hosiery Mills	24,526,606	27,568,280
Panama Composite Textile Mills Ltd	13,398,000	-
Payable_Retranslation	1,332,476	463,197
Penta Accessories	2,232	2,232
Permess South East Asia Ltd.	87,360	-
Prime Accessories	785,896	-
Printers & Printers Ltd.	3,992,925	2,520,000
Protiva Corporation	557,354	-
PT. Delta Dunia Sandang Tekstil	5,263,085	-
PT.Indonesia Nikka Chemicals	544,320	-
Qingdao Kobayashi Packaging Co; Ltd	82,100	-
R.A Spinning Mills Ltd	48,321,000	-
R.K. Garments Accessories Industries Ltd	979,390	-
Sams Fashion	520,464	-
Shapla Knitting Ltd	1,230,000	-
Shohagpur Textile Mills Ltd	8,127,000	-
Sagar Manufacturing Private Ltd.	-	32,537,570
Shanghai Textile Raw Materials Co, Ltd	-	16,116,374
Sportking India Ltd.	-	21,933,936
Square Fashion Yarns Ltd	1,125,600	-
Square Texcom Ltd.	9,537,461	4,389,000
Square Textiles Ltd	8,012,760	15,245,563
T.M.S Thread & Accessories	186,987	-
T&M Interlining Manufacturing Co; Ltd	-	435,548
The Glory International	616,795	-
Tamishna Synthetics Ltd.	333,698	-
Thiagarajar Mills Ltd	7,163,490	-
Thermax Spinning Ltd._AP	-	1,711,500
Uniglory Paper & Packaging Ltd	3,216,856	-
Upintex Ltd	-	1,965,600
Lafae SPA	1,118,410	1,118,410
VFS Thread Dyeing Ltd.	2,107,703	467,830
Viyellatex Ltd	6,266,400	-
Viyellatex Spinning Ltd	10,650,514	-
Viyellatex Spinning Mills	14,692,104	-
Weixing Industries (BD) Co,Ltd.	158,430	-
Well Prospering Ltd	-	8,183,200
Wuxi Hengnuo Textile Technology Co Ltd	-	642,035
Yester Accessories Ltd	733,479	-
YKK Bangladesh Ltd	200,505	597,278
Yokohama Labels & Printing (BD) Co,Ltd.	-	699,622
Zhejiang Weixing Imp & Exp. Co. Ltd.	242,904	-
Z & M Manufacturing Ltd.	1,007,904	-
	477,472,937	210,682,018

19.02 Building construction

Amount in Taka		
	30 June, 2021	30 June, 2020
A-One Polymer Ltd	-	6,374
Bangladesh Building Systems Ltd.	335,575	518,036
BBS Cable Industries Ltd	85,755	159,268
Halim & Brothers	300,000	389,477
Hamid Construction Ltd	354,000	173,400
Inter Trade	281,915	-
M.I. Cement Factory Ltd.	249,280	249,280
MS. Limon Enterprise	540,711	-
MS. Esha Enterprise_Invest.	-	46,215
Nimpex Limited	316,375	310,001
Northern Knit Ltd	966,912	694,112
Rapid Construction and Engineering	90,135	40,935
R.K. Electric_Investment	207,334	280,106
R.K. Textile Laboratory & Scientific Instrument	-	2,200
S.S Trade Link	-	47,000
Safeshot Pest Control & Cleaning Services	100,650	25,649
Shaheen Traders	23,000	48,000
Tokai Power Products Ltd.	12,200	-
Tritech Building Services Ltd.	-	530,600
	3,863,842	3,520,653

19.03 Unclaimed IPO application money

Unclaimed IPO application money (IPO refund warrant)	3,049,849	3,049,849
	3,049,849	3,049,849

19.04 Unclaimed dividend

Mutual Trust Bank	189,335	193,737
The City Bank	5,846	6,363
	195,181	200,099

19.05 Account Payable

A.Rahman Scientific Co	94,799	-
ACI Limited	19,411	2,250
Active Printers & Accessories	-	27,300
Adobe Creation	-	9,250
Ador Composite Ltd.	146,494	1,054,348
Adury Knit Composite Ltd.	174,672	891,183
Advanced Chemical Industries Ltd	33,500	-
Ahmad & Akhtar Chartered Accountants_AP_Others	382,500	-
Air Alliance Limited.	1,511	-
Ali Enterprise	12,450	269,700
Alif Traders	-	85,000
Al-Madina Bearing & Machinery	-	92,160
AlwaysOn Network Bangladesh Ltd.	23,200	46,400
Al-Zayeed Enterprise	760,729	262,344



Amantex Limited	172,065	385,756
Amber IT Ltd_AP_Others	4,600	-
Amtex Trading	299,280	71,703
ANH Enterprise	2,340	22,340
Anlima Textile Ltd.	-	891
Anudip Autos Ltd (Tongi Unit)	12,140	62,919
APS Design Works Ltd	-	62,717
APS Apparels Ltd.	-	840
Arabi Fashion Limited	584,499	236,751
Arthosuchak	4,500	4,500
Ascend Elevators & Escalators Ltd.	-	43,800
Asgar Trading	139,272	122,000
Asha Knitting Industries	72,400	222,430
Asif Enterprise	457,950	1,149,326
Aswad Composite Mills Ltd.	2,720,289	38,764
Auxicolour Bangladesh	23,625	42,525
B.T. Tex. Access	-	50,800
Badsha Traders	128,000	32,000
Baisakhy Punching House	-	5,432
Bangladesh General Insurance Co. Ltd	1,131,617	761,411
BD Tech Solution	26,000	-
BDjobs.Com Ltd	60,956	13,050
Bhai Bhai Sewing Center	116,505	-
Binimoy Textile Ltd.	142	-
Biozymes	354,400	318,000
BMZ Corporation	481,760	218,720
Bok Bangladesh	42,500	-
Building Blocks Limited.	52,500	32,500
Butterfly Marketing Ltd.	23,032	-
BWJ International	5,994	5,994
Central Depository Bangladesh Ltd.	106,000	106,000
Commerce Corner.	75,948	174,520
Computer Gallery	18,200	-
Cool Tech Bangladesh	-	1,000
Corporate Office Machine	42,700	14,000
Critical Stop	31,500	-
Corporate Office Equipment	-	40,000
Crystal Vision Solutions	1,750	11,610
Cygnat Corporation	11,000	-
Dayamoy Trading	51,798	53,798
Dekko Accessories Ltd	15,585	4,385
Desh General Insurance Company Ltd.	238,422	535,436
Dird Composite Textiles Ltd. Unit-2	105,773	-
Drytech BD	53,108	-
Dutch Lube Company Ltd.	570,000	634,000
Echotex Limited	315	-
EGT Textile Ltd._Ap_Knitting	3,520	-
Ejogajog Limited	1,291,600	-
Eco Green Corporation	-	189,400
Elite Worldwide Express Ltd	293,576	48,266
Energypac Electronics Ltd	-	40,350
Enviro Pac Ltd	1,565,265	9,788,410
Epyllion Fabric Ltd	169,874	38,082
Esquire Knit Composite Ltd	14	14
Etihad Trading International	-	277,000
Euro Enterprise	1,750	1,750
Euroasiatic Services	60,200	-
Euro Express Ltd	-	13,300
Expo Media & Publications Ltd.	-	4,500
Eye Care Project-MSS	18,700	20,700
F.F. Trading Corporation	737,685	1,180,005
Faithness Limited	185,000	328,000
Fashion Asia Ltd.	17,386,559	16,367,746
Fortune Zipper Ltd.	41,760	-
Fuji Associates	25,000	100,000
Future Business BD_Othres	-	180,500
Geo Chem Consumer Products Services (CPS) Ltd.	4,596	-
Giant Textiles Ltd.	44,590	517,338
Global Brand	127,880	11,500
Global Freight Ltd.	98,954	4,934
GMS Composite Knitting Ind. Ltd.	-	14,634
Golden Office Equipment	18,000	18,600
Good Luck Stationery	1,852,602	2,334,761
Good Star Automobiles	9,500	-

Grameen CyberNet Ltd	-	43,810
Green Genesis Engineering Ltd.	18,500	-
Green Ict Zone BD	78,500	-
GSM Composite Knit Ind. Ltd_Ap_Others	14,634	-
GTA Sports Ltd	35,700	35,700
H.A Knit Fabrics	165,903	373,736
Hams Garments Ltd.	-	107,952
Hams Knitwear Ltd	-	274,356
HK Dream Knitwear	-	1,001,778
Index Holding Ltd.	-	173,268
Integrated Textile Resources Ltd.	-	50,364
ITS Labtest Bangladesh Ltd	-	121,268
Imap	2,367,280	1,367,280
Jaman Marker Paper Converting	1,156,557	1,049,076
Jamuna	1,500,000	2,500,000
Jinnat Apparels Ltd.	190,269	997,589
Jist Industrial Co. Ltd.	20,950	20,950
K.M. International	-	37,190
K.S International Others	-	67,600
Kazi Enterprise	121,500	844,002
Knit Horizon Ltd	-	390,924
K.T Corporation	209,750	1,516,990
Kamez Enterprise	-	120,000
Khaja Art Press Others	924,440	57,225
Khan International	12,720	-
KDS Accessories Ltd.(Unit 2)	-	10,215
Khan Jahan Ali Engineering Works	36,000	-
Khan Traders	15,600	46,725
Knit Concern Ltd_AP_Sub	51,370	-
Kotiti Bangladesh Ltd.	-	919
KSS Knit Composite Ltd.	326,734	724,083
Latifa Enterprise	106,000	81,800
Limon Enterprise	-	822,859
Lisky Technology Co. Ltd	32,400	32,400
Maximoff Designs	-	149,808
M M Boring	-	5,500
M M Trims (BD)	3,000	-
M.B. Trade Corporation	83,000	437,800
M.H Siyam Shading & Mending Contractor	40,344	-
M.M. Corporation	6,400	4,400
Mascom Composite Ltd.	-	64,450
Masluk CNG & Filling Station Ltd.	29,959	29,959
Master Screen Print	-	40,344
Mayed Dowa Automobile	9,850	2,200
Mayer Doa Enterprise	-	294,359
Mayed Doya Automobiles Works	-	10,500
M.N Dyeing Printing & Washing Mills Ltd	2,216,643	701,137
MAB Engineering	94,880	-
Mahid Knitting	570,984	-
Maa Scientific Co	-	33,000
Mascom Composite Ltd.	87,285	69,912
Maxim Label And Packaging (BD) Pvt. Ltd._AP	300	-
Mbs Yarn International	339,600	-
Meghna Knit Composite Ltd	-	9,486
Merino Trade_AP_Others	27,000	-
Metro Knitting & Dyeing Mills Ltd.	1,280,775	-
Micro Marks Electronics	13,800	73,500
Mishu Enterprise	564,313	1,209,458
Modern Tex	-	700

Momota Engineering	-	151,870
Modern Technoheaven Associate	-	27,500
Mondol Knitwears Ltd.	1,085,443	1,563,088
Move Business	-	1,739
N.A.Z Bangladesh Ltd_Sub	-	240,325
N.K. Brothers Fillings Station	-	299,000
Naji Electro Power Ltd.	73,200	173,200
National Care Service	70,000	286,500
Needle Craft	109,230	14,370
Niagara Textiles Ltd	-	67,690
Norban Comtex Ltd.	6,143	104
Norsel Asia Pacific	32,900	8,740
North Knit Ltd.	46,580	37,960
Northern Corporation Ltd.	797,725	16,735,990
Northern IT	406,800	39,600
NRG Composite Yarn Dyeing	510,401	2,141,164
Nusrat Enterprise	36,520	-
O.M. International	-	68,580
Orient Computers	19,200	19,200
Orogenic Office Solutions Ltd.	-	27,395
Orthi Servicing Center	1,766,514	942,512
P.H. International	16,935	25,555
Pacific Chemitrade Co.	85,000	-
Padma Poly Cotton Knit Fabrics Ltd.	94,017	94,017
Pakiza Technovation Limited	-	41,500
People's Mill Store	350,592	204,526
Printers & Printers Ltd.	-	12,254,954
Progressive Engineering Corporation	42,490	-
Protiva Corporation	-	235,400
Quick Computer	7,000	74,000
Qianyu Import & Export Co. Limited	40,800	40,800
R.H Corporation	-	121,775
Rabeya Quader Chowdhury Enterprise	-	629,914
Rain Drop Stripe	20,225	-
Rajon Engineering Workshop	30,000	-
Ranks-ITT Ltd.	3,593	7,817
Rashid Enterprise	-	77,148
Redox Chemical Industries Ltd.	-	34,000
Relative Knit & Fashions Ltd.	31,438	145,204
Reyad Enterprise	298,045	231,500
Root3 Tech Ltd.	175,000	210,000
Royal United Co. Ltd	49,684	49,684
RR Trade International.	111,070	-
Rubel Autos Parts	8,500	-
Rupata Fabrics	-	3,600
S. R Quality Colour Shading	-	213,950
S. K Enterprise	38,204	-
S.K Traders	3,778,314	547,602
S.S Colour Defects Solution Service	76,319	28,680
S.T Enterprise	-	50,000
S.T. Corporation	1,408,003	522,360
Sadik Enterprise	563,400	1,617,459
Sadman Transportation Service	-	308,800
Saimon Saining Fabrics	-	15,432
Salary A/P	3,005,420	3,005,420
Salim Autos	9,310	5,810
Sas Enterprise	1,372,750	-
Satata Fire International	-	30,650
Sawftex Ltd.	28,790	28,790
Sayed Brothers	90,584	94,084
SAZ Accessories	1,900	1,900
Seven Circle (Bangladesh) Ltd.	85,800	85,800
SGS Bangladesh Ltd_Pay_Others	150,747	34,318
Shahchand Paribhan Sangstha	2,642,300	1,402,880
Shahin Enterprise_AP_Others	400	-
Shapla Knitting Ltd.	391,189	634,305
Share Biz Pvt. Ltd.	-	16,200
Shohel & Brothers PTE Ltd	805,650	674,155
Shore Apparels Ltd	1,080	-

Smart Fluid Tech	120,000	-
Smart Tech Pvt. Ltd	27,000	-
So Sign	-	17,142
SRKH Design Ltd.	12,688	-
Star Tech & Engineering Ltd.	16,200	16,200
Stitch Special Enterprise	2,816	-
Stock Dividend_Fraction	100,607	100,607
Stridden Engineering Ltd	37,500	-
Taratex Fashion Ltd.	57,210	165,330
Tex Corp (BD) Ltd.	10,000	-
Tamim Glass & Aluminium Fabricators	-	100,634
Tanaaz Traders	-	61,950
Texhill Knitwears.	454	-
Texmark Knitwears.	50,266	50,266
Textile Engineering & Consultancy Service	100,000	100,000
Time Tech BD	1,000	-
TNT Express	37,309	37,309
Toner Point	2,800	3,254
Tootal Quality Resources Ltd.	12,000	12,000
Total Freight Ltd.	918,119	1,809,376
Trade Zentrum Ltd.	12,400	-
Transport	179,500	-
TUV SUD Bangladesh (Pvt.) Ltd_AP_Others	133,129	-
Turag Garments Ltd	-	20,952
Unearned Revenue	996,058	917,704
Uni-Asia Associates Ltd	10,670	16,490
Unique Network Solution	2,000	-
Universal Tech Co	-	44,000
Usha Enterprise	-	55,000
Uttar Salna Apparels Ltd.	176,554	66,058
Viyellatex Ltd.	486,971	573,819
Wasef Corporation	40,000	40,000
Wave Digital System	-	22,330
Well Power Engineering	-	68,290
Wisteria Textiles Limited	67,875	79,925
Yawl Associate	-	32,553
Z & M Manufacturing Ltd	-	70,300
Zafrat Enterprise	2,211,978	138,400
Zara Associate	-	21,000
Zee Fashion Ltd.	-	53,392
	73,175,605	107,047,012

20.00 Provision for expenses

Provision salary	-	34,485,259
Audit fee	488,750	488,750
	488,750	34,974,009

21.00 Short term loans

Bank(s)	Account No. / Note	Type of loan and interest rate	Amount in Taka	
			30 June 2021	30 June 2020
The City Bank Ltd	6331495932001	SOD	(15,528,097)	94,562,291
AB Bank Ltd	4009-785851-000	SOD	115,363	114,328
Standard Chartered Bank	01-1308048-01	CD/OD	(787,003)	6,005,382
The City Bank Ltd & SCB	Note: 21.01	PC	165,459,804	104,652,601
The City Bank Ltd	Note: 21.02	EDF	317,482,145	389,974,467
The City Bank Ltd	Note: 21.03	STL	135,384,475	112,128,729
The City Bank Ltd	Note: 21.04	STL	-	4,565,489
Total			602,126,688	712,003,287

(a) Loans with The City Bank Ltd, Gulshan Avenue Branch, Gulshan and Standard Chartered Bank, Gulshan Branch are for the purpose of working capital , import of raw materials & Machinery purchase.

(b) Security: Hypothecation of stock along with notarized IGPA to sell the assets under hypothecation without further reference to the court in case of default.

21.01 Packing Credit (PC) loan

Bank(s)	Branch	Account No.	Amount in Taka	
			30 June 2021	30 June 2020
The City Bank Ltd	Gulshan	7311495932015	-	12,129,999
The City Bank Ltd	Gulshan	7311495932016	-	1,133,245
The City Bank Ltd	Gulshan	7311495932017	-	2,466,808
The City Bank Ltd	Gulshan	7311495932018	-	719,486
The City Bank Ltd	Gulshan	7311495932019	-	1,747,322
The City Bank Ltd	Gulshan	7311495932020	-	12,722,982
The City Bank Ltd	Gulshan	7311495932021	-	410,101
The City Bank Ltd	Gulshan	7311495932022	-	963,549
The City Bank Ltd	Gulshan	7311495932023	-	3,689,473
The City Bank Ltd	Gulshan	7311495932024	-	18,224,697
The City Bank Ltd	Gulshan	7311495932025	-	6,171,668
The City Bank Ltd	Gulshan	7311495932026	-	3,568,195
The City Bank Ltd	Gulshan	7311495932027	-	10,029,167
The City Bank Ltd	Gulshan	7311495932047	2,587,196	-
The City Bank Ltd	Gulshan	7311495932049	4,116,915	-
The City Bank Ltd	Gulshan	7311495932050	8,933,529	-
The City Bank Ltd	Gulshan	7311495932051	3,275,077	-
The City Bank Ltd	Gulshan	7311495932053	3,998,248	-
The City Bank Ltd	Gulshan	7311495932055	4,475,289	-
The City Bank Ltd	Gulshan	7311495932056	9,052,289	-
The City Bank Ltd	Gulshan	7311495932058	10,644,958	-
The City Bank Ltd	Gulshan	7311495932060	17,700,764	-
The City Bank Ltd	Gulshan	7311495932061	10,114,722	-
The City Bank Ltd	Gulshan	7311495932062	1,609,022	-
The City Bank Ltd	Gulshan	7311495932063	1,910,714	-
The City Bank Ltd	Gulshan	7311495932064	12,671,050	-
The City Bank Ltd	Gulshan	7311495932065	5,531,014	-
The City Bank Ltd	Gulshan	7311495932066	16,012,444	-
The City Bank Ltd	Gulshan	7311495932067	17,303,364	-
The City Bank Ltd	Gulshan	7311495932068	4,600,894	-
Standard Chartered Bank	Gulshan	TF411P0664-00001	-	151,597
Standard Chartered Bank	Gulshan	TF411P0664-00151	-	3,281,912
Standard Chartered Bank	Gulshan	TF411P0733-0001	-	9,468,333
Standard Chartered Bank	Gulshan	TF411P0747-0001	-	5,743,733
Standard Chartered Bank	Gulshan	TF411P0778-001	-	12,030,333
Standard Chartered Bank	Gulshan	TF411P0903-00001	16,382,408	-
Standard Chartered Bank	Gulshan	TF411P0957-00001	2,512,791	-
Standard Chartered Bank	Gulshan	TF411P0958-00001	1,719,968	-
Standard Chartered Bank	Gulshan	TF411P0972-00001	498,758	-
Standard Chartered Bank	Gulshan	TF411P0974-00001	6,026,227	-
Standard Chartered Bank	Gulshan	TF411P0975-00001	3,782,162	-
Total			165,459,804	104,652,601

21.02 EDF loan

Bank(s)	Branch	Account No.	Amount in Taka	
			30 June 2021	30 June 2020
The City Bank Ltd.	Gulshan	7351495932012	-	6,807,126
The City Bank Ltd.	Gulshan	7351495932013	-	1,807,142
The City Bank Ltd.	Gulshan	7351495932014	-	4,370,674
The City Bank Ltd.	Gulshan	7351495932015	-	5,600,723
The City Bank Ltd.	Gulshan	7351495932016	-	4,097,237
The City Bank Ltd.	Gulshan	7351495932028	-	7,152,408
The City Bank Ltd.	Gulshan	7351495932030	-	12,669,649
The City Bank Ltd.	Gulshan	7351495932031	-	2,173,255
The City Bank Ltd.	Gulshan	7351495932033	-	11,814,717
The City Bank Ltd.	Gulshan	7351495932034	-	19,719,760
The City Bank Ltd.	Gulshan	7351495932035	-	585,200
The City Bank Ltd.	Gulshan	7351495932036	-	6,745,767
The City Bank Ltd.	Gulshan	7351495932038	-	4,096,400
The City Bank Ltd.	Gulshan	7351495932039	-	3,953,775
The City Bank Ltd.	Gulshan	7351495932040	-	2,491,948
The City Bank Ltd.	Gulshan	7351495932041	-	1,044,582
The City Bank Ltd.	Gulshan	7351495932042	-	3,046,384
The City Bank Ltd.	Gulshan	7351495932043	-	5,830,146
The City Bank Ltd.	Gulshan	7351495932044	-	4,631,556
The City Bank Ltd.	Gulshan	7351495932045	-	8,203,782
The City Bank Ltd.	Gulshan	7351495932046	-	1,236,212
The City Bank Ltd.	Gulshan	7351495932047	-	676,709
The City Bank Ltd.	Gulshan	7351495932048	-	5,668,203
The City Bank Ltd.	Gulshan	7351495932053	-	3,131,940
The City Bank Ltd.	Gulshan	7351495932056	-	40,137,212
The City Bank Ltd.	Gulshan	7351495932057	-	802,200
The City Bank Ltd.	Gulshan	7351495932058	-	5,100,028
The City Bank Ltd.	Gulshan	7351495932059	-	2,766,832
The City Bank Ltd.	Gulshan	7351495932060	-	13,041,687
The City Bank Ltd.	Gulshan	7351495932061	-	13,612,858
The City Bank Ltd.	Gulshan	7351495932062	-	2,895,270
The City Bank Ltd.	Gulshan	7351495932063	-	8,121,565
The City Bank Ltd.	Gulshan	7351495932064	-	5,447,616
The City Bank Ltd.	Gulshan	7351495932065	-	4,611,180
The City Bank Ltd.	Gulshan	7351495932066	-	2,688,000
The City Bank Ltd.	Gulshan	7351495932067	-	10,421,234
The City Bank Ltd.	Gulshan	7351495932068	-	2,066,484
The City Bank Ltd.	Gulshan	7351495932069	-	14,547,758
The City Bank Ltd.	Gulshan	7351495932070	-	8,376,010
The City Bank Ltd.	Gulshan	7351495932071	-	2,128,896
The City Bank Ltd.	Gulshan	7351495932072	-	3,537,782
The City Bank Ltd.	Gulshan	7351495932073	-	4,975,322
The City Bank Ltd.	Gulshan	7351495932074	-	7,900,536
The City Bank Ltd.	Gulshan	7351495932075	-	7,147,350
The City Bank Ltd.	Gulshan	7351495932076	-	938,483
The City Bank Ltd.	Gulshan	7351495932077	-	9,984,897
The City Bank Ltd.	Gulshan	7351495932078	-	19,486,511
The City Bank Ltd.	Gulshan	7351495932079	-	17,737,671
The City Bank Ltd.	Gulshan	7351495932080	-	7,953,051
The City Bank Ltd.	Gulshan	7351495932081	-	2,177,280
The City Bank Ltd.	Gulshan	7351495932082	-	1,904,154
The City Bank Ltd.	Gulshan	7351495932083	-	2,288,995
The City Bank Ltd.	Gulshan	7351495932084	-	2,007,280
The City Bank Ltd.	Gulshan	7351495932085	-	7,717,080
The City Bank Ltd.	Gulshan	7351495932087	-	5,580,848
The City Bank Ltd.	Gulshan	7351495932088	-	3,667,697
The City Bank Ltd.	Gulshan	7351495932089	-	5,682,550
The City Bank Ltd.	Gulshan	7351495932090	-	4,512,480
The City Bank Ltd.	Gulshan	7351495932092	-	1,787,545
The City Bank Ltd.	Gulshan	7351495932093	-	873,600
The City Bank Ltd.	Gulshan	7351495932094	-	2,520,000
The City Bank Ltd.	Gulshan	7351495932095	-	550,200
The City Bank Ltd.	Gulshan	7351495932096	-	2,741,466
The City Bank Ltd.	Gulshan	75118050055	-	1,981,564
The City Bank Ltd.	Gulshan	7861495932243	767,340	-
The City Bank Ltd.	Gulshan	7861495932244	588,000	-
The City Bank Ltd.	Gulshan	7861495932245	476,065	-
The City Bank Ltd.	Gulshan	7861495932246	390,658	-
The City Bank Ltd.	Gulshan	7861495932247	387,300	-
The City Bank Ltd.	Gulshan	7861495932248	824,022	-
The City Bank Ltd.	Gulshan	7861495932249	404,435	-
The City Bank Ltd.	Gulshan	7861495932250	575,316	-
The City Bank Ltd.	Gulshan	7861495932251	638,400	-
The City Bank Ltd.	Gulshan	7861495932252	432,102	-
The City Bank Ltd.	Gulshan	7861495932253	478,800	-
The City Bank Ltd.	Gulshan	7861495932254	1,601,483	-
The City Bank Ltd.	Gulshan	7861495932255	861,840	-
The City Bank Ltd.	Gulshan	7861495932256	205,991	-
The City Bank Ltd.	Gulshan	7861495932257	537,600	-
The City Bank Ltd.	Gulshan	7861495932258	1,463,700	-
The City Bank Ltd.	Gulshan	7861495932259	2,818,200	-
The City Bank Ltd.	Gulshan	7861495932260	443,035	-
The City Bank Ltd.	Gulshan	7861495932261	410,000	-
The City Bank Ltd.	Gulshan	7861495932262	1,827,566	-

The City Bank Ltd.	Gulshan	7861495932263	1,730,078	-
The City Bank Ltd.	Gulshan	7861495932264	939,261	-
The City Bank Ltd.	Gulshan	7861495932265	357,520	-
The City Bank Ltd.	Gulshan	7861495932266	232,922	-
The City Bank Ltd.	Gulshan	7861495932267	1,550,405	-
The City Bank Ltd.	Gulshan	7861495932268	649,454	-
The City Bank Ltd.	Gulshan	7861495932269	1,911,690	-
The City Bank Ltd.	Gulshan	7861495932270	417,220	-
The City Bank Ltd.	Gulshan	7861495932271	4,029,060	-
The City Bank Ltd.	Gulshan	7861495932272	7,326,286	-
The City Bank Ltd.	Gulshan	7861495932273	354,480	-
The City Bank Ltd.	Gulshan	7861495932274	324,606	-
The City Bank Ltd.	Gulshan	7861495932275	1,641,664	-
The City Bank Ltd.	Gulshan	7861495932277	1,527,890	-
The City Bank Ltd.	Gulshan	7861495932278	452,816	-
The City Bank Ltd.	Gulshan	7861495932279	1,428,109	-
The City Bank Ltd.	Gulshan	7861495932280	1,643,717	-
The City Bank Ltd.	Gulshan	7861495932281	121,487	-
The City Bank Ltd.	Gulshan	7861495932282	339,082	-
The City Bank Ltd.	Gulshan	7861495932292	3,534,350	-
The City Bank Ltd.	Gulshan	7861495932293	1,134,000	-
The City Bank Ltd.	Gulshan	7861495932294	2,877,000	-
The City Bank Ltd.	Gulshan	7861495932295	631,314	-
The City Bank Ltd.	Gulshan	7861495932296	584,388	-
The City Bank Ltd.	Gulshan	7861495932297	1,065,202	-
The City Bank Ltd.	Gulshan	7861495932298	172,477	-
The City Bank Ltd.	Gulshan	7861495932299	108,864	-
The City Bank Ltd.	Gulshan	7861495932300	339,387	-
The City Bank Ltd.	Gulshan	7861495932301	4,596,060	-
The City Bank Ltd.	Gulshan	7861495932302	687,540	-
The City Bank Ltd.	Gulshan	7861495932303	3,906,000	-
The City Bank Ltd.	Gulshan	7861495932304	7,029,892	-
The City Bank Ltd.	Gulshan	7861495932305	7,239,456	-
The City Bank Ltd.	Gulshan	7861495932306	6,554,375	-
The City Bank Ltd.	Gulshan	7861495932307	588,090	-
The City Bank Ltd.	Gulshan	7861495932308	656,000	-
The City Bank Ltd.	Gulshan	7861495932309	2,775,360	-
The City Bank Ltd.	Gulshan	7861495932310	6,850,068	-
The City Bank Ltd.	Gulshan	7861495932311	1,750,540	-
The City Bank Ltd.	Gulshan	7861495932312	1,125,908	-
The City Bank Ltd.	Gulshan	7861495932313	1,641,664	-
The City Bank Ltd.	Gulshan	7861495932314	199,920	-
The City Bank Ltd.	Gulshan	7861495932315	604,800	-
The City Bank Ltd.	Gulshan	7861495932316	1,058,400	-
The City Bank Ltd.	Gulshan	7861495932317	967,953	-
The City Bank Ltd.	Gulshan	7861495932318	2,753,940	-
The City Bank Ltd.	Gulshan	7861495932319	7,199,067	-
The City Bank Ltd.	Gulshan	7861495932320	1,592,620	-
The City Bank Ltd.	Gulshan	7861495932321	1,529,057	-
The City Bank Ltd.	Gulshan	7861495932322	189,195	-
The City Bank Ltd.	Gulshan	7861495932323	953,401	-
The City Bank Ltd.	Gulshan	7861495932324	1,215,000	-
The City Bank Ltd.	Gulshan	7861495932325	182,263	-
The City Bank Ltd.	Gulshan	7861495932326	2,444,400	-
The City Bank Ltd.	Gulshan	7861495932327	1,864,800	-
The City Bank Ltd.	Gulshan	7861495932328	182,700	-
The City Bank Ltd.	Gulshan	7861495932329	8,640,240	-
The City Bank Ltd.	Gulshan	7861495932330	722,400	-
The City Bank Ltd.	Gulshan	7861495932331	7,055,233	-
The City Bank Ltd.	Gulshan	7861495932332	4,654,650	-

The City Bank Ltd.	Gulshan	7861495932333	1,648,426	-
The City Bank Ltd.	Gulshan	7861495932334	997,857	-
The City Bank Ltd.	Gulshan	7861495932335	3,722,880	-
The City Bank Ltd.	Gulshan	7861495932336	1,261,123	-
The City Bank Ltd.	Gulshan	7861495932337	571,444	-
The City Bank Ltd.	Gulshan	7861495932338	430,584	-
The City Bank Ltd.	Gulshan	7861495932339	871,531	-
The City Bank Ltd.	Gulshan	7861495932340	6,554,375	-
The City Bank Ltd.	Gulshan	7861495932341	1,008,158	-
The City Bank Ltd.	Gulshan	7861495932342	814,221	-
The City Bank Ltd.	Gulshan	7861495932343	3,630,312	-
The City Bank Ltd.	Gulshan	7861495932344	7,235,645	-
The City Bank Ltd.	Gulshan	7861495932345	2,923,603	-
The City Bank Ltd.	Gulshan	7861495932346	1,367,100	-
The City Bank Ltd.	Gulshan	7861495932347	1,641,664	-
The City Bank Ltd.	Gulshan	7861495932348	813,820	-
The City Bank Ltd.	Gulshan	7861495932349	4,823,952	-
The City Bank Ltd.	Gulshan	7861495932350	6,214,530	-
The City Bank Ltd.	Gulshan	7861495932351	610,470	-
The City Bank Ltd.	Gulshan	7861495932352	7,239,456	-
The City Bank Ltd.	Gulshan	7861495932353	1,117,200	-
The City Bank Ltd.	Gulshan	7861495932354	2,533,020	-
The City Bank Ltd.	Gulshan	7861495932355	5,166,630	-
The City Bank Ltd.	Gulshan	7861495932356	1,029,891	-
The City Bank Ltd.	Gulshan	7861495932357	173,312	-
The City Bank Ltd.	Gulshan	7861495932358	860,737	-
The City Bank Ltd.	Gulshan	7861495932359	350,173	-
The City Bank Ltd.	Gulshan	7861495932360	6,265,350	-
The City Bank Ltd.	Gulshan	7861495932361	6,693,830	-
The City Bank Ltd.	Gulshan	7861495932362	7,199,067	-
The City Bank Ltd.	Gulshan	7861495932363	1,409,664	-
The City Bank Ltd.	Gulshan	7861495932364	99,070	-
The City Bank Ltd.	Gulshan	7861495932365	5,059,444	-
The City Bank Ltd.	Gulshan	7861495932366	1,265,940	-
The City Bank Ltd.	Gulshan	7861495932367	1,402,216	-
The City Bank Ltd.	Gulshan	7861495932368	1,359,647	-
The City Bank Ltd.	Gulshan	7861495932369	788,155	-
The City Bank Ltd.	Gulshan	7861495932370	1,304,425	-
The City Bank Ltd.	Gulshan	7861495932371	7,558,066	-
The City Bank Ltd.	Gulshan	7861495932372	6,091,470	-
The City Bank Ltd.	Gulshan	7861495932373	2,783,760	-
The City Bank Ltd.	Gulshan	7861495932374	1,058,400	-
The City Bank Ltd.	Gulshan	7861495932375	784,911	-
The City Bank Ltd.	Gulshan	7861495932376	1,814,820	-
The City Bank Ltd.	Gulshan	7861495932377	6,321,000	-
The City Bank Ltd.	Gulshan	7861495932378	2,771,425	-
The City Bank Ltd.	Gulshan	7861495932379	820,000	-
The City Bank Ltd.	Gulshan	7861495932380	685,288	-
The City Bank Ltd.	Gulshan	7861495932381	1,039,177	-
The City Bank Ltd.	Gulshan	7861495932382	314,017	-
The City Bank Ltd.	Gulshan	7861495932383	6,078,200	-
The City Bank Ltd.	Gulshan	7861495932384	4,347,000	-
The City Bank Ltd.	Gulshan	7861495932385	284,981	-
The City Bank Ltd.	Gulshan	7861495932386	593,636	-
The City Bank Ltd.	Gulshan	7861495932387	416,640	-
The City Bank Ltd.	Gulshan	7861495932388	1,204,195	-
The City Bank Ltd.	Gulshan	7861495932389	4,091,472	-
The City Bank Ltd.	Gulshan	7861495932390	12,600,000	-
The City Bank Ltd.	Gulshan	7861495932391	3,876,390	-
The City Bank Ltd.	Gulshan	7861495932392	3,605,658	-
The City Bank Ltd.	Gulshan	7861495932393	316,495	-
The City Bank Ltd.	Gulshan	7861495932394	174,511	-
The City Bank Ltd.	Gulshan	7861495932395	6,195,000	-
The City Bank Ltd.	Gulshan	7861495932396	229,137	-
Total			317,482,145	389,974,467

21.03 STL loan

Bank(s)	Branch	Account No.	Amount in Taka	
			30 June 2021	30 June 2020
The City Bank Ltd.	Gulshan	6571495932001	10,730,677.5	8,681,571
The City Bank Ltd.	Gulshan	6931495932081	-	20,830,356
The City Bank Ltd.	Gulshan	6931495932082	-	16,056,765
The City Bank Ltd.	Gulshan	6931495932083	-	4,789,888
The City Bank Ltd.	Gulshan	6931495932084	-	31,002,850
The City Bank Ltd.	Gulshan	6931495932085	-	30,767,299
The City Bank Ltd.	Gulshan	6931495932087	32,772,964	-
The City Bank Ltd.	Gulshan	6931495932088	20,288,333	-
The City Bank Ltd.	Gulshan	9201495932001	71,592,500	-
Total			135,384,475	112,128,729

21.04 STL loan MC

Bank(s)	Branch	Account No.	Amount in Taka	
			30 June 2021	30 June 2020
The City Bank Ltd.	Gulshan	7441495932004	-	4,565,489
Total			-	4,565,489

22.00 Current portion of long term loans

Current portion of long term loans include part of the long-term loans disclosed in (Note 18.00) falling due for repayment in next 12 months.

This is made up as follows:

Term loan with The City Bank Ltd

Amount in Taka	
30 June 2021	30 June 2020
82,447,239	143,037,894
82,447,239	143,037,894
-	-
19,108,812	13,464,513
19,108,812	13,464,513
-	-
19,108,812	13,464,513
19,108,812	13,464,513
-	-
15,048,051	11,152,515
3,031,566	1,566,731
4,917	4,592
643,586	521,175
380,692	219,500
19,108,812	13,464,513
6,031,984	10,546,175
4,054,104	-
10,086,088	10,546,175
-	4,514,191
10,086,088	6,031,984

23.00 Provision for income tax

Opening balance

Add: Provision made during the year
in respect of the current year

Less: Payments made during the year

advance income tax (Note-23.01)
on the basis of return of income

23.01 Advance income tax paid during the year

Against export proceeds
Against cash incentive
Against interest income
Income Tax Others
Against vehicle

24.00 Workers' profit participation and welfare fund

Balance

Add: Addition during the year

Less: Disbursed during the year

No payment have been made during the year due to Covid 19 lockdown. The management has planned to pay in full along with current year's profit distribution.

25.00 Sales revenue (export)

Type of sales	Amount in Taka	
Particulars	30 June, 2021	30 June, 2020
Export of readymade garments	2,660,249,960	1,520,344,501
Deemed export	346,904,671	436,371,990
Total	3,007,154,631	1,956,716,491

Sale of finished goods

Particulars	1 July, 2020 to 30 June, 2021		1 July, 2019 to 30 June, 2020	
	Quantity	Amount	Quantity	Amount
Polo Shirt	652,287	182,342,917	1,225,141	437,375,337
T - Shirt	4,009,893	854,211,466	1,656,982	526,125,097
Tank Top	327,537	57,639,306	682,701	178,922,278
Others	8,948,043	1,566,056,271	1,462,427	377,921,789
Total	13,937,760	2,660,249,960	5,027,251	1,520,344,501

Product-wise breakup as per Schedule XI, Part II, Para 3 of the Companies Act, 1994:

Particulars	June 30, 2021	June 30, 2020
Opening stock	Quantity	Quantity
Polo Shirt	140,888	68,563
T - Shirt	163,049	84,751
Tank Top	110,666	55,411
Others	35,808	24,879
Total	450,411	233,604

Add: Production during the year		
Polo Shirt	543,846	1,297,466
T - Shirt	3,939,263	1,735,280
Tank Top	244,597	737,956
Others	7,846,214	1,473,356
Total	12,573,920	5,244,058

Less: Closing stock		
Polo Shirt	32,447	140,888
T - Shirt	92,419	163,049
Tank Top	27,726	110,666
Others	309,506	35,808
Total	462,098	450,411
Sales during the year	12,562,233	5,027,251

Note: Total 13,75,527 Pcs garment sewed in outside from other type

26.00 Cost of sales**Opening inventories of raw materials**

Raw materials (yarn)

Raw materials (finished fabrics)

Raw materials dyes & chemical

Raw materials (accessories)

Needle and spare parts

Add: Raw materials purchased during the year

Yarn

Finished fabrics

Dyes & Chemical

Accessories

Needles and spare parts

Purchase Related Cost

Raw materials available for use**Less: Closing inventories of raw materials**

Raw materials (yarn)

Raw materials (finished fabrics)

Raw materials dyes & chemical

Raw materials (accessories)

Needle and spare parts

Raw materials consumed**Note 26.01**

Add: Direct expenses

Note 26.02**Prime cost**

Add: Factory overhead

Note 26.03**Cost of production**

Add: Opening inventories of work-in-process

Manufacturing cost at standard

Less: Closing inventories of work-in-process

Cost of goods manufactured

Add: Opening inventories of finished goods

Goods available for sale

Less: Closing inventories of finished goods

Cost of Sales

Amount in Taka	
June 30, 2021	June 30, 2020
248,354,988	315,429,047
160,489,818	208,851,536
40,674,767	41,907,252
30,375,930	40,930,881
7,320,151	13,555,765
9,494,322	10,183,612
1,826,021,364	969,351,369
1,273,065,562	628,850,713
45,238,675	27,763,605
200,038,642	131,150,928
284,858,570	166,375,226
22,819,915	15,210,897
-	
2,074,376,352	1,284,780,416
402,594,061	248,354,988
278,818,261	160,489,818
50,850,432	40,674,767
37,038,158	30,375,930
26,606,603	7,320,151
9,280,607	9,494,322
1,671,782,290	1,036,425,428
485,970,172	312,915,889
2,157,752,462	1,349,341,317
610,195,421	520,823,689
2,767,947,883	1,870,165,005
133,098,424	87,361,873
2,901,046,307	1,957,526,878
184,021,278	133,098,424
2,717,025,029	1,824,428,454
69,943,878	60,723,107
2,786,968,907	1,885,151,561
126,935,607	69,943,878
2,660,033,300	1,815,207,683

26.01 Raw materials consumed during the year

Particulars	01 July 2020 to 30 June 2021		01 July 2019 to 30 June 2020	
	Qty (KG)	Amount in taka	Qty (KG)	Amount in taka
Opening balance				
Yarn	610,150	160,489,818	767,382	208,851,536
Finished fabrics	101,389	40,674,767	96,911	41,907,252
Dyes & Chemical	-	30,375,930	-	40,930,881
Accessories	-	7,320,151	-	13,555,765
Needle and spare parts	-	9,494,322	-	10,183,612
Total	711,539	248,354,988	864,293	315,429,047
Add: Purchase during the year				
Yarn	4,053,497	1,273,065,562	2,399,461	628,850,713
Finished fabrics	107,027	45,238,675	68,715	27,763,605
Dyes & Chemical	-	200,038,642	-	131,150,928
Accessories	-	284,858,570	-	166,375,226
Needle and spare parts	-	22,819,915	-	15,210,897
Total	4,160,524	1,826,021,364	2,468,176	969,351,369
Raw materials available for consumption	4,872,063	2,074,376,352	3,332,469	1,284,780,416
Less: Closing balance				
Yarn	936,150	278,818,261	610,150	160,489,818
Finished fabrics	121,150	50,850,432	101,389	40,674,767
Dyes & Chemical	-	37,038,158	-	30,375,930
Accessories	-	26,606,603	-	7,320,151
Needle and spare parts	-	9,280,607	-	9,494,322
Total	1,057,300	402,594,061	711,539	248,354,988
Raw materials consumed:				
Yarn	3,727,496	1,154,737,118	2,556,693	677,212,431
Finished fabrics	87,266	35,063,010	64,237	28,996,090
Dyes & Chemical	-	193,376,414	-	141,705,879
Accessories	-	265,572,118	-	172,610,840
Needle and spare parts	-	23,033,630	-	15,900,188
Total material consumed	3,814,762	1,671,782,290	2,620,930	1,036,425,428

Quantity-wise breakup of raw materials of accessories, and needle and spare parts and Dyes & Chemical have not be given as it is difficult to quantify each item in a separate and distinct category due to large variety of goods.

		Amount in Taka	
		30 June, 2021	30 June, 2020
26.02 Direct expenses			
Direct labor			
Wages and allowances	220,972,308	172,252,642	
Overtime allowance	58,191,805	37,132,595	
	279,164,113	209,385,237	
Materials related expenses			
Grey fabric dyeing and finishing expenses	3,244,060	1,808,315	
Garments printing expenses	92,499,340	76,626,633	
Garments embroidery expenses	5,258,010	9,953,612	
Garments washing expenses	-	45,999	
Yarn dyeing expenses	24,270,548	15,096,093	
Garments Making Charges	48,143,456	-	
Knitting Charge	33,390,644	-	
	206,806,059	103,530,652	
	485,970,172	312,915,889	
26.03 Factory overhead			
Audit & Inspection (Compliance)	736,479	1,116,653	
Bonus Festival	14,755,612	12,307,822	
Bonus Festival	15,226,790	14,301,968	
Carrying and handling expenses	4,179,512	2,791,979	
Cleaning expenses	1,357,144	1,105,038	
Compliance expenses	53,686	66,000	
Computer Accessories	152,736	253,725	
Consultancy fees	1,680,000	47,000	
Conveyance	1,793,749	1,191,274	
Crockeries and cutleries	33,305	14,000	
Depreciation (Annexure-A)	101,196,978	105,114,966	
Donation & Subscription	26,780	-	
Earn leave	11,389,538	5,916,763	
Electric goods	3,300,975	2,459,939	
Electricity bill, net of VAT refund	80,006,828	56,479,832	
Entertainment	928,381	1,049,096	
Fire extinguisher expenses	335,034	690,225	
Fooding & Lodging	187,588	120,685	
Fuel and lubricants	11,784,637	14,491,303	
Gas bill	46,500,555	33,558,526	
Haj expenses	22,448	339,000	
Hardware items	5,631,666	3,446,522	
Holiday allowance	9,248,805	6,179,428	
ID card	14,600	2,000	
Inspection charges	1,802,872	965,420	
Insurance premium	5,558,204	6,065,738	
Land tax	500,000	174,750	
Lab Materials & Accessories Exp	1,510,274	-	
Lunch expenses	415,153	260,186	
Machine rent	3,174,247	2,566,650	
Maintenance	10,889,151	8,890,081	
Maternity benefit	3,897,848	3,339,750	
Medical expenses	470,420	362,128	
Miscellaneous expenses	868,654	405,853	
Mobile allowance	813,729	821,802	
Municipal Tax	4,133,314	1,000,000	
Night allowance	749,278	426,635	
Other accessories	3,066,069	1,677,929	
Overtime allowance	21,733,464	10,227,611	
Postage & Courier	45,878	72,276	
Printing expenses	3,970,956	2,261,644	
Renewals and registration fees	1,446,203	1,580,322	
Selinder Gas Expenses	2,570	5,200	
Service benefits	4,654,465	3,293,243	
Solve chemical	297,437	149,800	
Spot lifter	169,320	170,703	
Stamp Charges	183,790	2,000	
Target bonus	5,175,238	3,480,619	
Telephone bill	16189	874	
Testing charges	178,182	70,512	
Tiffin expenses	3,806,774	3,400,451	
Toner	888930	724,608	
Training & Motivation	-	424,923	
Transport Allowance	481,580	1,045,333	
Uniform and liveries	414,410	219,195	
Wages, salaries, and allowances	218,336,996	203,653,987	
Workers' refreshment	-	39,723	
	610,195,421	520,823,689	

27.00 General and administrative expenses

Advertisement	121,029	159,273
AGM and board meeting expenses	289,528	1,991,950
Amortization of intangible assets (Annexure-B)	401,339	501,674
Audit fees with VAT	488,750	488,750
Cleaning expenses	620,000	719,000
Computer accessories	28,570	36,580
Consultancy fees	80,000	520,000
Contribution-BGMEA	778,996	479,750
Conveyance	986,804	591,598
Credit rating fees	139,750	139,750
Croceries & Cutlery	32,200	3,450
CSR expenses	-	789,405
Depreciation (Annexure-A)	25,299,244	26,278,741
Directors' remuneration	4,860,000	5,778,000
Discount Allowed	189,382	-
Earn leave	1,440,912	1,227,982
Electric bill	2,623,588	2,116,312
Electric goods	249,981	5,000
Entertainment	399,273	1,097,445
Festival bonus	3,393,254	3,811,460
Fire Fighting Expenses	-	233,777
Fuel and lubricants	1,126,788	839,276
Holiday Allowance	780,508	776,811
Internet bill	408,718	512,199
Lab expenses	52,540	341,960
Legal expenses	34,500	30,000
License and membership renewal fees	979,279	1,024,470
Maintenance	2,253,099	3,783,124
Medical Expenses	43,670	343
Miscellaneous expenses	53,298	161,301
Mobile expenses	358,230	446,605
Office rent	-	1,242,000
Overtime allowance	58,058	-
Paper and periodicals	348	2,600
Postage and courier	33,120	50,213
Printing & Stationery	1,559,663	1,439,316
Renewal & Registration Fees	113,350	-
Salaries and allowances	40,985,001	39,129,457
Security service	-	161,628
Service benefit	682,064	166,621
Staff refreshment	15,502	106,092
Stamp charges	406,990	121,695
Telephone/fax/internet	27,753	22,280
Tiffin Bill	370,430	-
Toner (photocopier and printer)	485,810	311,725
Transport & Fooding (Director)	304,315	475,000
Transport allowance (employees)	2,092,099	2,686,739
Training & Motivation	-	48,500
Uniform	36,320	44,955
	95,684,053	100,894,808



28.00 Marketing, selling and distribution expenses

Bank charge (foreign currency commission)	18,081,546	8,842,353
Bank Charge(Miscell.)	34,602	20,500
BGMEA Service Charges	44,320	-
Bill of lading charges	3,024,230	1,798,946
C&F charges	7,089,020	4,234,060
Conveyance	16,730	23,360
Document collection charges	379,697	175,136
Document postage charges	1,565,639	780,756
Document Handling Charges	9,508	-
EPB Expenses	160,037	-
Earn leave	232,260	596,310
Electric Goods	-	10,500
Exchange Fluctuation Loss	5,268,024	1,186,660
Exp. Certify Charge	-	52,304
Fabric testing	8,787,464	3,123,705
Festival bonus	1,169,600	1,601,490
Freight charges	18,286,017	10,159,863
Fuel and lubricant	238,984	230,977
GSP fees	50,335	374,538
Holiday allowance	18,550	34,260
Late Shipment Penalty	358,138	-
LC Swift Charge_Export	5,250	-
Lunch Expenses	-	1,380
Maintenance	154,784	180,880
Miscellaneous expenses	-	16,920
Mobile bill	253,328	209,349
Other accessories	2,011,886	2,013,100
Overtime allowance	-	109,532
Postage and courier	3,089,215	1,267,808
Printing & Stationery	16,600	-
Salaries and allowances	17,781,103	19,439,986
Sampling expenses	1,600	8,190
Selling & Distribution Overhead	-	380,630
Services Benefit	19000	619,906
Target bonus	-	330,000
Tiffin bill	-	4,560
Toner (photocopier and printer)	113,600	102,000
Tours and travelling	-	350,010
Trade promotion	8,680,568	5,466,029
Transport allowance (employees)	1,522,733	576,376
Transportation expenses	7,751,600	4,851,350
UD Fees	415,098	-
	106,631,066	69,173,724

29.00 Other income		
Interest income	49,828	95,170
Cash incentive	51,663,500	16,827,900
	51,713,328	16,923,070
30.00 Finance costs		
Bank charge	2,711,405	4,629,128
Interest on EDF loans	13,214,579	15,165,064
Interest on FDBP	1,733,817	1,198,538
Interest on PC loans	7,402,432	6,274,288
Interest on term loans	82,650,749	96,136,237
Interest on SOD loans	448,770	2,144,846
Interest on STL loans	3,221,614	15,450,936
	111,383,365	140,999,037
31.00 Workers' profit participation and welfare fund		
The Company has Workers' Profit Participation and Welfare Fund (WPPWF) as employee benefit and contributed 5% of net profit before tax.		
Workers' profit participation and welfare fund	4,054,104	-
32.00 Income tax expenses		
Current tax expenses:		
Provision made in respect of the current year	19,108,812	13,464,513.07
Add: Charged in respect of year 2018	19,108,812	13,464,513
Deferred tax expenses:		
Deferred tax Liability as on 30 June, 2021	107,608,148	88,411,990.44
Less: Opening Balance	88,411,990	64,263,456.00
	19,196,158	24,148,534.44
	38,304,970	37,613,048
Details shown in Annexure-C		
33.00 Net asset value (NAV) per share		
Total assets	4,404,599,685	4,107,591,943
Less: Total liabilities	2,457,778,702	2,203,548,061
A. Net asset value	1,946,820,983	1,904,043,882
B. Number of ordinary shares	66,326,946	66,326,946
Net asset value (NAV) per share (A/B)	29.35	28.71
34.00 Earnings per share		
Basic Earnings Per Share		
A. Profit attributable to the ordinary shareholders	42,777,101	(190,248,740)
B. Weightage average number of shares outstanding (basic)	66,326,946	66,326,946
Ordinary shares fully outstanding	66,326,946	66,326,946
Basic Earnings Per Share (EPS) (A/B)	0.64	(2.87)
Weighted average number of ordinary shares		
The weighted average number of ordinary shares outstanding during the period is the number of ordinary shares outstanding at the beginning of the period, adjusted by the number of ordinary shares issued during the period multiplied by a time-weighting factor. The time-weighting factor is the number of days that the shares are outstanding as a proportion of the total number of days in the period.		
Diluted earnings per share		
No diluted earnings per share is required to be calculated for the periods presented as the Company has no dilutive potential ordinary shares.		
35.00 Net operating cash flow per share		
A. Net cash (used in)/generated by operating activities	100,183,282	7,288,045
B. Number of ordinary shares	66,326,946	66,326,946
Net operating cash flow per share (A/B)	1.51	0.11
35.01 Case No. 5(2) (e) of notification No. BSEC/CMRRCD/2006-158/2008/Admin/81, Dated : 20 June 2018: Reconciliation of Net Operating Cash Flow under indirect method:		
Profit after income tax	42,777,101	(190,248,740)
Depreciation expense	126,496,222	131,393,707
Amortization expense	401,339	501,674
Interest income (Consider in financing activities)	(49,828)	(95,170)
Decrease in Account receivable	-	73,435,688
Increase in Account receivable	(644,818)	-
Increase in Account Payable	234,759,221	-
Decrease in Account Payable	-	(112,677,358)
Increase in Provision for expense	-	33,595,396
Decrease in Provision for expense	(34,485,259)	-
Deferred tax expense	19,196,158	24,148,534
Decrease in accrued income	-	9,865,506
Increase in accrued income	(16,486,800)	-
Increase in inventory	(262,153,656)	-
Decrease in inventory	-	12,116,737
Increase in advance deposit & prepayment	(13,680,503)	-
Decrease in advance deposit & prepayment	-	29,766,261
Decrease in provision for WPPF	-	(4,514,191)
Increase in provision for WPPF	4,054,104	-
Net cash (used in)/generated by operating activities	100,183,282	7,288,045



36.00 Related party disclosures

During the period of one year ended 30 June 2021, the Company entered into a number of transactions with related parties in the normal course of business. The names of the significant related parties, nature of these transactions and amounts thereof have been set out below in accordance with the provisions of IAS 24 Related Party Disclosures. Nature of relationship and significance of the amounts have been considered in giving this disclosure.

36.01 Related party transactions during the period/year

Name of related parties	Relationship	Nature of transactions	Amount in Taka	
			June 30, 2021	June 30, 2020
Northern Corporation Limited	Shareholder &	Purchase of materials and	6,382,811	10,697,655
Enviro Pac Limited	Common Directorship	Purchase of accessories	19,428,460	16,222,677
Printers & Printers Limited	Common Directorship	Purchase of accessories	49,209,276	46,130,787
		Purchase of accessories	10,209,946	-
		Fabric Sale	131,080,786	213,405,956
Northern Knit Ltd	Common Directorship	Lease rent	272,800	254,200

36.02 Receivables/(payables) with related parties

Name of related parties	Relationship	Nature of transactions	Amount in Taka	
			June 30, 2021	June 30, 2020
Northern Corporation Limited	Shareholder & Common Directorship	Purchase of materials and dyeing services	(797,725)	(16,735,990)
Enviro Pac Limited	Common Directorship	Purchase of accessories	(2,740,908)	(966,325)
			(1,565,265)	(9,788,410)
Printers & Printers Limited	Common Directorship	Purchase of accessories	(3,992,925)	(14,774,954)
Fashion Asia Limited	Common Directorship	Purchase of accessories	(17,386,559)	(16,367,746)
		Fabric Sale	17,321,926	32,369,821
Northern Knit Ltd	Common Directorship	Lease rent	(966,912)	(694,112)

The Company has not made any single contract for the sale or purchase of assets of 1% or above of the total tangible assets as shown in the statements of financial position as the end of immediately preceding completed financial year or for supply of goods and materials amounting to 1% or above of the revenue for the immediate preceding financial year with the related parties. The above transaction with each related party went through multiple contracts during the financial period.

37.00 Number of board meetings held during the period

Total 12 board meetings were held during the period.

38.00 Disclosure of Directors' remuneration under Paragraph 4 of Schedule XI, PART II of the Companies Act, 1994

Directors have received the following remuneration from the Company during the period from 01 July 2020 to 30 June 2021.

Name of Directors	Designation	01 July, 2020 - 30th June 2021		30 June, 2021	30 June, 2020
		Monthly remuneration	Monthly house rent	Amount in Taka	Amount in Taka
Mr. Mohim Hassan	MD	252,500	25,000	3,330,000	3,959,000
Mr. Naim Hassan	Director	102,500	25,000	1,530,000	1,819,000
Mr. Rafiq Hassan	Chairman	-	-	-	-
Total				4,860,000	5,778,000

As per code 4 (e) of Corporate Governance Code dated 10 June 2018, Mr. Rafiq Hassan, Chairman considered as a Non- Executive Director. So he has not received any remuneration during the financial year 2020-2021.

Director remuneration is reduce 25% from March 2020.

39.00 Disclosure as per requirement of Schedule XI, part II, para 4 of companies act 1994

a. Managerial Remuneration paid during the year to the directors, including managing directors, a managing agent or manager.	5,270,000
b. Expenses reimbursed to Managing Agent	Nil
c. Commission or Remuneration payable separately to a managing agent or his associate	Nil
d. Commission received or receivable by the managing agent or his associate as selling or buying agent of other concerns in respect of contracts entered into by such concerns with the company.	Nil
e. The money value of the contracts for the sale or purchase of goods and materials or supply of services, entered into by the company with the managing agent or his associate during the financial year.	Nil
f. Any other perquisite or benefits in cash or in kind stating, approximate money value where applicable.	Nil
g. Other allowances and commission including guarantee commission	Nil
h. Pensions etc.	Nil
(i) Pensions	Nil
(ii) Gratuities	Nil
(iii) Payments from a provident funds, in excess of own subscription and interest thereon	Nil
i. Share Based payments	Nil

As per IAS- 24: Para 17

An entity shall disclose key management personnel compensation in total and for each of the following benefits:

(a) Short-term employee benefits	5,270,000
(b) Post-employee benefits	Nil
(c) Other long term benefits	Nil
(d) termination benefits and	Nil
(e) share- based payment	Nil

As per IAS 24: Para 18

Disclosure requirements of IAS 24 Para 18 minimum disclosure shall include:

a) the amount of transaction	216,584,079
b) the amount of outstanding balance, including commitments	(10,128,368)
i) their terms & condition, including whether they are secured, and the nature of the consideration to be provided in settlement	Normal Business Transaction
ii) details of any guarantee given or received	Nil
c) Provisions for doubtful debts related to the amount of outstanding balance	Nil
d) the expenses recognized during the period in respect of bad or doubtful debts due from related parties	Nil

40.00 Directors' fees for attending board meetings

BDT 5,000 was paid to each director for attending each board meetings during the year.

41.00 Board Meeting attendance Fees

Directors' are entitled Tk. 5000 as Board Meeting fee for attending each Board Meeting as per Articles of Association. The break down is as follows:

Name of the Board of Directors	Designation	No. of meeting held	No. of meeting attending	Amount in Taka
Rafiq Hassan	Chairman	12	12	60,000
Mohim Hassan	Managing Director	12	12	60,000
Naim Hassan	Director	12	12	60,000
Lyra Rizwana Quader	Director	12	10	50,000
Anjuman Ara Begum	Director	12	11	55,000
Hasib Uddin Ahamed	Nominated Director of Northern Corporation Ltd.	12	6	30,000
Prof. Dr. Khondaker Mohammad Shariful Huda	Independent Director	12	7	35,000
Md. Nasirul Islam	Independent Director	12	3	15,000
Ariful Islam	Independent Director	12	8	40,000
Md.Aminul Islam	Independent Director	12	1	5,000
Total Taka				410,000

Hasib Uddin Ahamed was elected as Nominated Director of Northaern Corporation Ltd. In 16 th annual General Meeting (AGM) held on 31 December 2018.

Ariful Islam joined as independent Director in place of Md Nasirul Islam (Death)

Md.Aminul Islam joined as independent Director in place of Prof. Dr. Khondaker Mohammad Shariful Huda

42.00 Receivables from directors

No amount is lying as receivable from the directors as at 30 June, 2021

43.00 Disclosure under Para III of Schedule XI, Part II of the Companies Act, 1994

The Company has 3738 number of employees and all of them are getting more than BDT 63,600 as salary per year.

44.00 Capacity utilization

Section	Installed capacity		Utilization for the period	% of utilization	Over/(under) utilized
	Per day	For 1/year			
	Ton/PCS	Ton/PCS	Ton/PCS	%	Ton/PCS
Knitting (ton)	10.00	3,000	1,900	63%	(1,100)
Dyeing (ton)	25.00	7,500	5,759	77%	(1,741)
Sewing - basic T-shirts (PCS)	65,000	19,500,000	12,573,920	64%	(6,926,080)

Notes:

- a) 300 days have been considered as working days for the period of 1 year;
- b) The capacity varies depending on sophistication of the product. For higher grade products, the capacity decreases from the mentioned level.
- c) Sewing capacity for "Basic T-Shirt" is 65,000 pieces per day. The capacity varies depending on the sophistication of the product. For higher grade products, the capacity decreases from the mentioned level.
- d) Capacity utilized in knitting section is 63%, i.e. 1900 ton.
- e) Capacity utilized in Dyeing section is 77%, i.e. 5759 ton.
- f) Capacity utilized in sewing section is 64%, i.e. 1,25,73,920 pieces.

45.00 Transactions in foreign currency

Particulars	Currency	01 July 2020 to 30 June 2021	01 July 2019 to 30 June 2020
Import or local purchase in foreign currency			
Yarn	USD	15,152,200	7,226,803
Fabrics	USD	524,519	316,955
Accessories	USD	2,951,540	1,783,323
Dyes & Chemical	USD	2,195,926	1,443,087
Embroidery	USD	58,361	51,230
Garments printing	USD	872,006	300,450
Garments washing/yarn Dyeing	USD	285,309	-
Total		22,039,860	11,121,848
FOB value of export	USD	35,714,426	23,294,244
Total		35,714,426	23,294,244

46.00 Contingent liabilities

There is 69,36,99,683.72 Taka as per bank LC for which the company is contingently liable as on June 30, 2021.

47.00 Guarantees and commitments

As at 30 June, 2021 the Company had no capital commitment towards procurement of items of property, plant, and equipment or intangibles.

48.00 Claims against the Company not acknowledged as debt

There is no claim against the Company acknowledged as debt.

49.00 Events after the reporting period

There is no major event that has occurred subsequent to the date of Statement of Financial Position and affecting the operating results significantly except that the Board in its meeting held on 27-10-2021 recommended 2.5% stock and 2.5% cash dividend for the year ended June 30, 2021 which is subject to approval by the shareholders in the next annual general meeting.

TOSRIFA INDUSTRIES LIMITED
Schedule of Property, Plant & Equipment
As at 30 June, 2021

Annexure-A

Amount in Taka

Particulars	Cost			Depreciation			Written down value as on 30 June 2021
	Balance as on 01 July 2020	Addition during the year	Disposal/Transfer during the year	Balance as on 30 June 2021	Charged during the year	Adjustment during the year	
Non-revalued assets							
Plant and machinery	400,045,912	25,511,392	-	425,557,304	21,154,462	-	136,367,292
Motor vehicles	46,730,109	-	-	46,730,109	3,256,788	-	13,027,156
Furniture and fixtures	27,473,564	1,010,200	-	28,483,764	1,324,265	-	12,670,122
Office equipment	75,752,270	13,731,293	-	89,483,563	5,705,845	-	42,561,994
Revalued assets							
Land and land developments	468,151,501	6,015,038	-	474,166,539	-	-	474,166,539
Building & civil works (RCC)	521,760,914	1,255,745	-	523,016,659	10,715,103	-	418,493,324
Total	1,539,914,270	47,523,668	-	1,587,437,938	42,156,463	-	1,097,286,426

Fabric Department

Particulars	Cost			Depreciation			Written down value as on 30 June 2021
	Balance as on 01 July 2020	Addition during the year	Disposal/Transfer during the year	Balance as on 30 June 2021	Charged during the year	Adjustment during the year	
Plant and machinery							
Production Machinery - Dyeing	758,516,284	350,000	-	758,866,284	35,000,235	-	664,966,352
Lab Equipment	22,673,844	-	-	22,673,844	1,037,058	-	19,704,100
Utility Machinery - Dyeing	140,054,695	33,638,878	-	173,693,573	9,977,697	-	148,610,944
Effluent Treatment Plant	19,083,246	-	-	19,083,246	1,257,121	-	15,504,497
Electrical Sub-Station & Equipments	101,982,212	1,776,800	-	103,759,012	8,067,928	-	74,388,159
Furniture, Fixture & Equipment	22,477,162	410,400	-	22,887,562	2,121,773	-	18,582,607
Washing Machines	42,637,760	-	-	42,637,760	2,016,855	-	38,320,243
Warehouse Storage	46,718,774	-	-	46,718,774	3,220,858	-	39,723,915
Land and land developments	199,896,458	-	-	199,896,458	-	-	199,896,458
Building & civil works (RCC)							
Production Building	319,983,546	302,646	-	320,286,192	7,649,949	-	298,522,024
WTP & Chemical Store Building	93,056,885	-	-	93,056,885	2,220,663	-	86,605,864
Utility Building	52,647,434	-	-	52,647,434	1,253,204	-	48,874,960
Husk Boiler Building	46,690,762	-	-	46,690,762	2,148,823	-	40,827,635
Effluent Treatment Plant Building	67,867,982	-	-	67,867,982	1,589,403	-	61,986,724
Fabric store Building	65,211,920	-	-	65,211,920	1,587,272	-	61,903,603
Knitting Building	213,290,794	-	-	213,290,794	5,190,920	-	202,445,893
Total	2,212,789,757.90	36,478,724	-	2,249,268,482	84,339,759	-	2,020,863,978
Grand Total Asset	3,752,704,028	84,002,392	-	3,836,706,420	126,496,222	-	3,118,150,404

Depreciation charged during the period/year has been allocated into factory overhead, and general and administrative expenses at 80:20 ratio.

Allocation of Depreciation:

Particulars	Rate	Amount
Factory Overhead	80%	101,196,978
Administrative Expenses	20%	25,299,244
Total	100%	126,496,222



TOSRIFA INDUSTRIES LIMITED
Schedule of Intangible Assets
As at 30 June 2021

Annexure-B

Amount in Taka

Particulars	Cost		Amortization						Carrying Amount	
	Balance as on 01 July 2020	Addition during the year	Disposal/ Transfer during the year	Balance as on 30 June 2021	Rate	Balance as on 01 July 2020	Charged during the year	Adjustme nt during the year		Balance as on 30 June 2021
Software and applications	5,507,125		-	5,507,125	20%	3,571,467	387,131	-	3,958,598	As at 30 June 2021
Website	97,220		-	97,220	20%	26,182	14,208	-	40,390	
Total	5,604,345	-	-	5,604,345		3,597,649	401,339	-	3,998,988	1,605,357

TOSRIFA INDUSTRIES LIMITED
Income Tax Liabilities
As at 30 June, 2021

Annexure-C

Particulars	Amount in Taka 30 June 2021
Computation of Total Income	
Accounting Profit before other Income and Tax	29,368,744
Add: Other Inadmissible Allowances	
Accounting Depreciation & Amortization	126,897,561
Provision for WPPF	4,054,104
Less: Items for Separate Consideration	
Depreciation as per 3rd Schedule	322,639,148
Payment for WPPF (Previous)	-
Total Taxable Income	(162,318,739)
Rate	10%
A. Tax on Total Taxable Income	-
Other Income (Except Cash Incentive)	49,828
Rate	22.5%
B. Tax from Other Income (Except Cash Incentive)	11,211
Other Income (Cash Incentive)	51,663,500
Rate	10%
C. Tax from Other Income (Cash Incentive)	5,166,350
Total Tax Expenses (A+B+C)	5,177,561

Calculation of Gross Receipt as per 82 (C) :

Sales during the year	3,007,154,631
Add: Trade receivable as on 30 June 2020	319,493,091
Less: Trade receivable as on 30 June 2021	(320,137,909)
Gross receipt from sale (A)	3,006,509,813
Add: Other income during the year	51,713,328
Add: Accrued income as on 30 June 2020	-
Less: Accrued income as on 30 June 2021	(16,486,800)
Gross receipt from Other Income (B)	35,226,528
Tax rate as per 82© Minimum Tax @ 0.20% (A)	6,013,020
Tax rate as per 82© Minimum Tax @ .60% (B)	211,359
Tax As per 82 ©	6,224,379
TDS during the year	19,108,812
Which ever is higher from above calculation	19,108,812
Add: Previous year Tax	-
Total Tax	19,108,812

Business profit as per profit or loss accounts	29,368,744
Tax rate @ 10%	2,936,874
Add: Tax on other income	5,177,561
Total Tax Liability	8,114,436

Note: Minimum tax rate calculation for business income as 82 ©

As per paripatra 2016-2017, whenever any company pay tax at reducing rate, minimum tax rate on gross receipt of reducing rate income will be reduce proportionately based on general tax rate. Here

General tax Rate	30.00%
Minimum tax rate as per 82 ©	0.60%
Tax rate for green building garments factory	10%
Minimum tax rate for green building garments factory	0.20%

TOSRIFA INDUSTRIES LIMITED
Deferred Tax Liability
As at 30 June, 2021

Annexure - D

Deferred tax assets/liability recognized in accordance with the provision of IAS-12, is arrived as follows:

Particulars	Amount in Taka	
	30 June 2021	30 June 2020
Opening Balance	88,411,990	64,263,456
Deferred Tax Liability /(Assets) as on 30 June 2021	107,608,148	88,411,990
Increase/(Decrease) of Deferred Tax Liability	19,196,158	24,148,534

Particulars	Carrying Amount on Balance Sheet date (Taka)	Tax Base (Taka)	Temporary Differences (Taka)
At 30 June 2021			
Property, Plant & Equipment	3,118,150,404	2,032,558,528	1,085,591,876
Intangible Assets	1,605,357	1,029,663	575,694
Temporary difference for lease Assets	-	-	-
Liability to Employees	(10,086,088)	-	(10,086,088)
Net temporary difference	3,109,669,673	2,033,588,191	1,076,081,483
Applicable Tax rate			10%
Deferred Tax Liability/(Asset)			107,608,148



TOSRIFA INDUSTRIES LIMITED

Registered & Share Office:
4/2A, Plot-49 & 57, Mouja: 135,
Gopalpur, Munnu Nagor, Tongi, Gazipur, Bangladesh

PROXY FORM

I/We.....

Of.....

.....being a Shareholder Member of Tosrifa Industries Limited, do hereby appoint Mr. /Mrs.

of.....

either of them may, in writing, appoint anyone to act as my proxy at the 19th Annual General Meeting of the Company to be held on Thursday, 23 December 2021 at 4.00 p.m through Digital platform and at any adjournment thereof

As Witness my/our hand this..... day of December 23th 2021.

.....
Signature of Proxy

Revenue
Stamp of
Tk. 20/=

.....
Signature of Shareholder(s)

--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--

No. of shares held.....

Notes:

1. A member entitled to attend and vote in the AGM may appoint a proxy to attend and Vote on his / her behalf.
2. The Proxy Form, duly filed and stamped must be deposited at the corporate office of the Company at least 48 hours before of the meeting.
3. Signature of the member(s) must be accordance with the Specimen Signature recorded with the Company



TOSRIFA INDUSTRIES LIMITED

Registered & Share Office:
4/2A, Plot-49 & 57, Mouja: 135,
Gopalpur, Munnu Nagor, Tongi, Gazipur, Bangladesh

ATTENDANCE SLIP

I/we do hereby record my/ our attendance at the 19th Annual General Meeting (AGM) of the Company being held on Thursday,

23 December 2021 at 4.00 p.m through Digital platform at <https://tosrifa.bdvirtualagm.com>

Name of the Shareholder(s) / Proxy.....

Folio/BO ID No. of the Shareholder(s):

--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--

No. of Shares held:

.....
Signature of Shareholder(s) / Proxy

- N. B. • The Member attending the meeting through digital platform is requested to login by registered name, Folio no./BO ID and number of shares to join at the Virtual Annual General Meeting.
- 19th Annual General Meeting will be held through Digital Platform as per the BSEC Order no. SEC/SRMIC/94-231/91 dated March 31, 2021.
 - As per directive of Bangladesh Securities and Exchange Commission (BSEC), no food or gift will be arranged at the AGM.



GLIMPSES OF 18TH AGM



Tosrif Industries Limited

18th Annual General Meeting (Virtual Platform) || ১৮তম বার্ষিক সাধারণ সভা (ভার্চুয়াল প্ল্যাটফর্ম)

সর্বসারি সম্প্রচার / Live Streaming

TOSRIFA INDUSTRIES LIMITED
18th Annual General Meeting

Ariful Islam

Hayder Ali, Company Sec...

Rafiq Hassan, Chairman

Mr. Quamr-uz-Zaman, C.F.O.

Prof. Dr. K. M. Shariful Haque

Lyra Quader

Moham Hassan

zoom

শেয়ারহোল্ডারগণের মোট উপস্থিতি
Total Attendance of Shareholders

উপস্থিত শেয়ারহোল্ডারগণের মোট শেয়ার সংখ্যা
Total Shares of Attended Shareholders

85

43240459

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অগেন্ডা/সূচী / Agenda

Agenda-01

To receive, consider & adopt the Directors' Report to the Shareholders, Auditors' Report and Audited Financial Statements for the year ended on June 30, 2020.

Proposer: MD. KHAIROL AMIN (ID FOLIO ID: 1207610006549010)

Secunder: ANNUJ ISLAM (ID FOLIO ID: 1201000310081075)

Vote

Agenda-02

প্রশ্ন এবং মন্তব্য / Questions and Comments

Name: DR. P. KUMAR SADA

I am Dr. P. Kumar Sada (ID: 1203610006549010). It's my pleasure to give the opportunity to attend a virtual AGM in this pandemic situation. I would like to thank the privilege to thank honorable Directors of the Board and Management of the company for their long visionary management. I hope in future growth in business and shareholder right will be fruitful. Thanks.

Name: MD. SHORAB HOSSAIN (LINXON)

১৮তম বার্ষিক সাধারণ সভা ভার্চুয়াল প্ল্যাটফর্মে করার প্রথম ধন্যবাদ অংশীদারীকে প্রদানকরণে ডিজিটেল পেমেন্ট সিস্টেম হবে ভিন্ন একটি অধ্যায়। ধন্যবাদ প্রদান।





TOSRIFA INDUSTRIES LIMITED

Registered Office

28-30, Kemal Ataturk Avenue, 16th Floor, Banani, Dhaka-1213, Bangladesh.

Corporate Office

4/2 A, Plot-49 & 57, Mouza-135, Gopalpur, Munnu Nagar, Tongi, Gazipur, Bangladesh.

Factory - 01

4/2A, Plot-49 & 57, Mouja: 135, Gopalpur, Munnu Nagar, Tongi, Gazipur, Bangladesh.

Factory - 02

Holding No-121/1, Block-H, Beraiderchala, Sreepur, Gazipur, Bangladesh.

Contact Details

E-mail: info@til.com.bd, Website: www.til.com.bd, Phone: +880 9617888777.



**NORTHERN TOSRIFA
GROUP**

The Potentialisers