ANNUAL REPORT
2022-2023



Saiham Textile Mills Ltd.
সায়হাম টেক্সটাইল মিলস্ লিমিটেড

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Transmittal Letter

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

Subject: Annual Report for the year ended June 30, 2023.

Dear Sir(s),

Enclosed please find a copy of Annual Report together with the Audited Financial Statements including Income Statements, Cash Flow Statements and Changes in Equity Statements for the year ended June 30, 2023 along with notes thereon of **Saiham Textile Mills Ltd.** for your kind information and records.

Thank you,

Yours Sincerely,

(Md. Neyamat Ullah)
Company Secretary



Views of 41st Annual General Meeting



Engr. Syed Ishtiaq Ahmed, Chairman



S.M. Faisal, Managing Director


Syed Shafqat Ahmed, Director



Yasmin Faisal, Director



Syed AKM Salim



Md. Nazmul Hossain, FCA, Independent Director



Tariquzzaman Khan, FCA, FCS, Independent Director



Md. Neyamat Ullah, Company Secretary

22 December, 2022, Thursday at 2.30 PM (Digital Platform)

Board of Directors



Mr. S. M. Faisal
Managing Director

Mr. Syed Md. Faisal, son of Late Syed Sayeed Uddin Ahmed, is the Managing Director of Saiham Textile Mills Ltd. He is an MA as well as an LLB from University of Dhaka. As a visionary entrepreneur, he set up one of the most sophisticated textile mills Saiham Textile Mills Ltd., in the early 1980s in one of the remotest and most non-developed areas in Bangladesh i.e. Noyapara, Habiganj. Within 20 years the same area has been transformed into an industrial region and now boasts more than Tk. 60,000 million of investment and employment generation of over 8,000 people. Mr. Faisal is ex-Director of Bangladesh Textile Mills associate (BTMA), the apex body of textile sector in Bangladesh and also ex-Director of National Tea Company Limited (NTC). He was the Chairman of Saiham Cement Industries Limited, a cement manufacturing plant in Mongla. He is well renowned for his philanthropic work in the locality.

Names of Companies in which Mr. S.M. Faisal holds the directorship:

Interest of the Company	Designation
Saiham Textile Mills Ltd.	Managing Director
Saiham Cotton Mills Ltd.	Chairman
Faisal Spinning Mills Ltd.	Chairman
Saiham Knit Composite Ltd.	Chairman



Engr. Syed Ishtiaq Ahmed
Chairman

Engineer Syed Ishtiaq Ahmed son of Mr. Syed Md. Faisal, is the Chairman of Saiham Textile Mills. He has graduated in Engineering from Michigan, USA and is also an MBA with a major in Finance from Institute of Business Administration (IBA) University of Dhaka. He has participated in training on "industry and Management" in Prato, Italy sponsored by Ministry of Foreign Trade, Italy. He is one of the members of the Board of Directors of BTMA. He has represented BTMA on a high level mission of Garment Technology and Textile processing to IMB cologne in Germany and also visited the London College of Fashion under University of the Arts London sponsored by United Nations Industrial Development Organizations (UNIDO). He has vast experience in technical marketing and financial aspects of business.

Names of Companies in which Eng. Syed Ishtiaq Ahmed holds the directorship:

Interest of the Company	Designation
Saiham Cotton Mills Ltd.	Managing Director
Saiham Textile Mills Ltd.	Chairman
Faisal Spinning Mills Ltd.	Director
Saiham Knit Composite Ltd.	Director
Saiham Denims Ltd.	Director
A.R. Knitting Ltd.	Managing Director
SIA Textile Ltd.	Managing Director

Mr. Syed Shafqat Ahmed, MBA

Director



Syed Shafqat Ahmed son of Mr. Syed Md. Faisal, is the Director of Saiham Textile Mills. He has graduated in Economics from Michigan State University and completed MBA from University of Taxes at Arlington. He specializes in financial analyst at Salomon Smith Barney, an investment bank, and as a pricing analyst in Bowne of Dallas. His expertise in workflow designing was the key behind Saiham Cotton Mills Ltd. Winning the "Best IT USE Award" in 2005 awarded by BASIS Bangladesh.

Names of Companies in which Syed Shafqat Ahmed holds the directorship:

Interest of the Company	Designation
Saiham Knit Composite Ltd.	Managing Director
Saiham Textile Mills Ltd.	Director
Saiham Cotton Mills Ltd.	Director
Faisal Spinning Mills Ltd.	Director
Saiham Denims Ltd.	Director

Mrs. Yasmin Faisal

Director



Mrs. Yasmin Faisal M.A. wife of Mr. Syed Md. Faisal, is the Director of Saiham Textile Mills. She has completed her Masters in History from the Islamabad University, West Pakistan. She has long experience in marketing, financial and product development & administration. She has travel more than 30 countries including U.S.A., Europe, Australia, Japan, German and Far-East Asia for business purpose. She is also associated with a member of social and cultural organizations.

Names of Companies in which Mrs. Yasmin Faisal holds the directorship:

Interest of the Company	Designation
Faisal Spinning Mills Ltd.	Managing Director
Saiham Textile Mills Ltd.	Director
Saiham Cotton Mills Ltd.	Director

Mrs. Rio Aziza Salim

Director



Mrs. Rio Aziza Salim did her BSS (Honors) and Masters in Sociology from Dhaka University. She lived and worked in U.K. and U.S.A. for a long time and acquired vast experience in social work. She also has long experience in marketing, financial and product development. She has travelled U.S.A., U.K., France, Germany, Singapore and many other countries. She is associated with a member of social and cultural organization in Bangladesh.

Names of Companies in which Mrs. Rio Aziza Salim holds the directorship:

Interest of the Company	Designation
Saiham Textile Mills Ltd.	Director
Saiham Knit Composite Ltd.	Director



Mr. Mohammad Nazmul Hossain, FCA

Independent Director

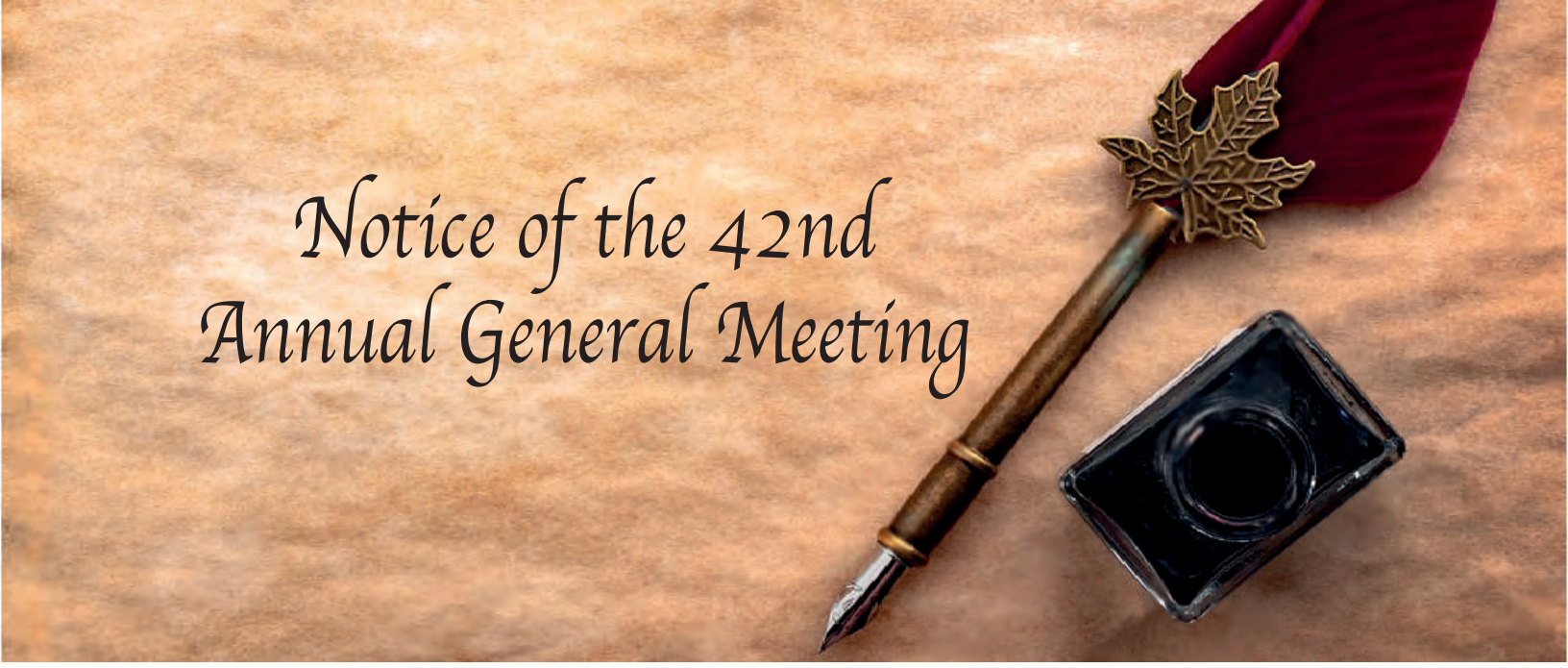
Mr. Mohammad Nazmul Hossain, FCA is the Independent Director of Saiham Textile Mills Limited. Mr. Mohammad Nazmul Hossain, FCA is a Chartered Accountant and more than 40 years professional experience . He is a Chief Financial Officer of BGMEA University of Fashion & Technology. He is also a fellow member of the Institute of Chartered Accountants of Bangladesh (ICAB). He has long experience financial accounting, management & cost accounting, statutory audit, special audit, internal audit, internal control, income tax, VAT, company law banking insurance and other business services. Previously, he was the Head of Finance of BOC Bangladesh Limited.



Tariquzzaman khan, FCA, FCS

Independent Director

Mr. Tariquzzaman khan is an Independent Director of Saiham Textile Mills Ltd. Mr. khan, FCA is a Fellow of Chartered Accountant from ICAB and FCS Fellow of Chartered Secretary from ICSB. He has to his credit several years of experience in Accounting & Finance, Internal Audit, Fund Management, Vat, Company Law, Insurance, Banking, and other business services. During his long 40 years experience he has the privilege to work with the Textile Company like Beximco Textiles ltd., Beximco Denim Ltd. & Beximco Knitting Ltd., in power sector with Summit Group, in Insurance Sector with Reliance Insurance Ltd., sister concern of Transcom Group and other multi-national companies both at home and abroad. Presently he is Chief Financial Officer and Company Secretary of International Medicare Ltd. (IML). He has traveled more than 30 countries including U.S.A., U.K, Europe, Australia, Japan, German and Far-East Asia.



Saiham Textile Mills Ltd.

Saiham Tower, House # 34 (11th Floor), Road # 136, Gulshan-1, Dhaka-1212

Notice of the 42nd Annual General Meeting

Notice is hereby given that the 42nd Annual General Meeting of Saiham Textile Mills Ltd. will be held on December 28, 2023 at 2:30 P.M. through Digital Platform in accordance with the Bangladesh Securities and Exchange Commission (BSEC) order SEC/SRMIC/94-231/91 dated March 31, 2021 to transact the following business.

1. To receive, consider and adopt the Audited Financial Statements of the Company for the year ended June 30, 2023 together with the Reports of the Directors' and the Auditors' thereon.
2. To Declare Dividend.
3. To elect Directors.
4. To appoint Statutory Auditors and fix their remuneration.
5. To appoint Corporate Governance Compliance Auditors and fix their remuneration.
6. To authorize the Management/Board of Directors to allow transaction with sister companies.

By order of the Board

(Md. Neyamat Ullah)
Company Secretary

Dated: Dhaka
October 28, 2023

Notes:

1. The Shareholder's whose name will appear in the Depository Register of CDBL as on record date, November 20, 2023 will be entitled to attend and vote at the AGM through Digital Platform.
2. A member entitled to attend/participate and vote in the Annual General Meeting, may appoint a proxy in his stead. Scanned copy of the proxy form, duly stamped must be mailed to the email at **share@saiham.com** at least 48 hours before the meeting.
3. Pursuant to the BSEC Notification No. BSEC/CMRRCD/2006-158/208/Admin/81 dated June 20, 2018, soft copy of Annual Report (2022-2023) will be sent to the Member's respective email addresses which is available with us. The Annual Report (2022-2023) will be available in the Company's website **www.saihamtextile.com**.
4. AGM Notice, link for joining in the Digital Platform (audio-visual meeting) and detail login process will be mailed to the respective Member's email address available with us.
5. Member's whose email address updated/changed subsequently, are requested to email us at **share@saiham.com** referring their full name, BO ID and email address to get the digital platform meeting invitation.
6. Full login/participation process to the digital platform meeting will also be available in the Company's website **www.saihamtextile.com**.

Management Apparatus

BOARD OF DIRECTORS

Engr. Syed Ishtiaq Ahmed	Chairman
S. M. Faisal	Managing Director
Syed Shafqat Ahmed, MBA	Director
Mrs. Yasmin Faisal	Director
Mrs. Rio Aziza Salim	Director
Mohammad Nazmul Hossain, FCA	Independent Director
Tariquzzaman Khan, FCA, FCS	Independent Director

AUDIT COMMITTEE

Mohammad Nazmul Hossain, FCA	Chairman
Syed Shafqat Ahmed, MBA	Member
Mrs. Rio Aziza Salim	Member
Md. Neyamat Ullah	Secretary

MANAGEMENT TEAM

Md. Neyamat Ullah	Company Secretary
Md. Abu Bakar Siddique	Chief Financial Officer
Md. Rakib Hossain	Head of Internal Auditor

NOMINATION & REMUNERATION COMMITTEE

Mohammad Nazmul Hossain, FCA	Chairman
Mrs. Yasmin Faisal	Member
Syed Shafqat Ahmed, MBA	Member
Md. Neyamat Ullah	Secretary

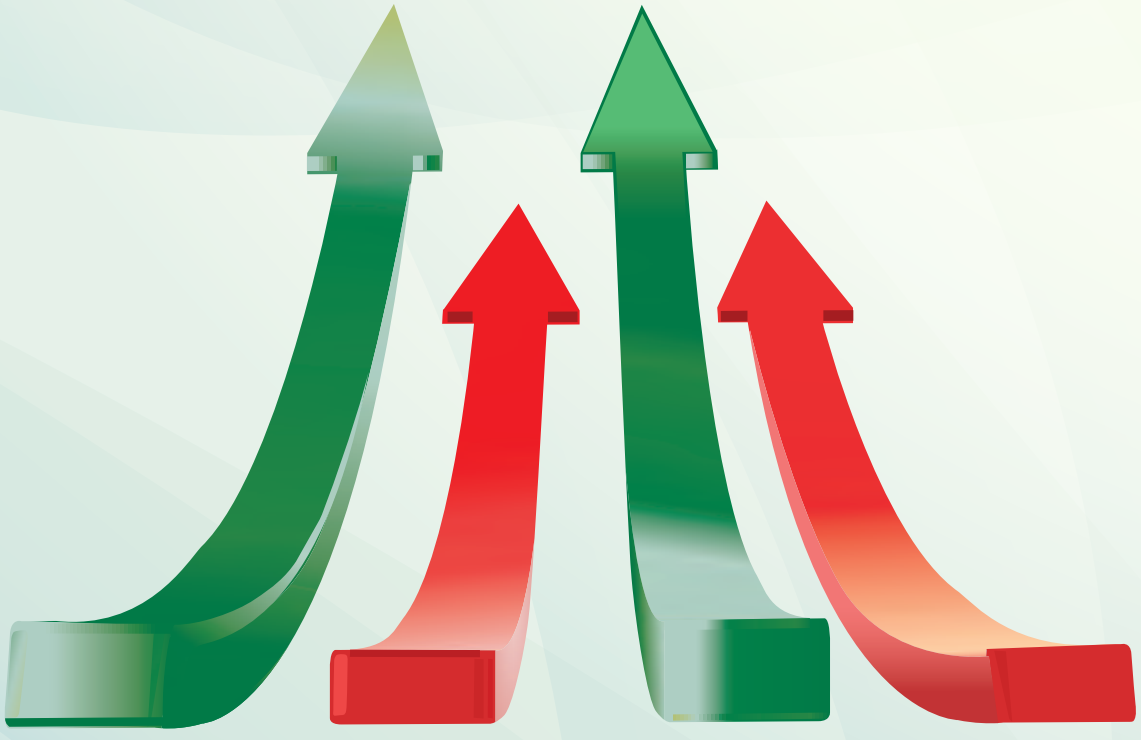
Registered Office	:	Noyapara, P.O : Saiham Nagar U.Z : Madhabpur, Dist : Habiganj -3333
Dhaka Office	:	Saiham Tower, House # 34 (11th Floor) Road # 136, Gulshan-1, Dhaka-1212
Telephone	:	02-2222-62284, 02-2222-63323
Fax	:	02-2222-94607
E-mail	:	share@saiham.com
Website	:	www.saihamtextile.com
Statutory Auditors	:	Rahman Mostafa Alam & Co. Chartered Accountants
Corporate Governance Auditor	:	Khan Wahab Shafiqur Rahman & Co. Chartered Accountants
Legal Advisor	:	Md. Shamsul Haque
Principal Banker's	:	**HSBC Limited.** Dhaka Main Office, Anchor Tower, Sonargaon Road, Dhaka **Eastern Bank Limited.** Head office Branch, 10, Dilkusha C/A, Dhaka-1000 **Standard Chartered Bank Limited.** 67 Gulshan Avenue, Dhaka 1212 **Dhaka Bank Limited.** Islamic Banking Branch 158/160, Motijheel C/A, Dhaka-1000 **Midland Bank Limited.** Head Office, 40/7, North Avenue Gulshan-2, Dhaka-1212
Insurance Company's	:	**Green Delta Insurance Company Limited.** 51-52, Mohakhali C/A, Dhaka-1212 **Prime Insurance Company Limited.** 63, Dilkusha C/A, Dhaka-1000 **Islami Insurance Bangladesh Limited.** Malibagh Branch, Dhaka-1217 **Union Insurance Company Limited.** 65/2/1, Box Culvert Road, Purana Paltan, Dhaka -1000
Factory	:	Noyapara, P.O : Saiham Nagar U.Z : Madhabpur, Dist : Habiganj -3333

Our Vision

- We aspire to maintain our leadership position in the Textile Industry by producing the best quality various counts of yarns and becoming a reliable business partner of our buyer and suppliers.
- Protect the interest of our shareholder through sustainable growth and value creation.
- Preserve the trust of all our Stakeholders by adopting ethical business practices.
- Support the society through corporate social responsibility initiative.

Our Mission

Trust	:	Preserve the faith and goodwill of all our shareholders, buyers, suppliers and the society at large.
For the Society	:	Contribute to the well being of the society in general by acting as a responsible corporate citizen.
Our Goal	:	Long term maximization of Shareholders value in a society responsible manner.



FACTORY HIGHLIGHTS











Achievement



Mr. S.M. Faisal Managing Director of Saiham Textile Mills Ltd. receiving the longest period tax payer award from Finance Minister A.H.M. Mustafa Kamal M.P.

BANGLADESH ASSOCIATION OF PUBLICLY LISTED COMPANIES

Ref. No: **CM-2023/144**

BAPLC

Date of issue : **February 23, 2023**

Renewed Certificate

This is to certify that

SAIHAM TEXTILE MILLS LIMITED

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

This certificate remains ***current*** *until 31st December* **2023.**

BAPLC

Secretary General

BTMA Form 0001

BANGLADESH TEXTILE MILLS ASSOCIATION (BTMA)

বাংলাদেশ টেক্সটাইল মিল্‌স এসোসিয়েশন (বিটিএমএ)

Unique Trade Centre (Level 8), 8, Panthapath, Karwan Bazar, Dhaka-1215, Bangladesh, Phone : 9101508, 48116358, 58156619
Fax: +88 02 48113312, E-mail : btmasg@gmail.com, btma2@yahoo.com, Website: www.btmadhaka.com

MEMBERSHIP CERTIFICATE

Membership No : 001-0007-0129 **Date :** 4-1-2023

We are pleased to admit M/S Saiham Textile Mills Ltd.

of House # 34 (11th Floor), Saiham Tower, Road # 136, Gulshan-1, Dhaka -1212.

as a General/an Associate member of this registered Trade Association in the category of Yarn Manufacture

The member-mill possesses 56016 *spindles &* 0 *Rotors for yarn productions,* 0 *number of Shuttleless Loom,* 0 *No of Shuttle loom &* 0 *Knitting machines for fabric production. The annual capacity of the mill in*

(i) *Cotton/ Polyester/Texterised Yarn/Wool/Acrylic wool manufacturing is* 9150000 *kgs.*

(ii) *Woven/ Knit / Towel / Garments/Fabric / Socks/Sweater manufacturing is* 0 *metres* 0 *kgs,* 0 *Pcs.*

(iii) *Dyeing printing finishing is* 0 *meters* 0 *kgs.*

This certificate shall remain valid up to January2023-December2023

Additional Director & CEO (In Charge)



U.S. COTTON TRUST PROTOCOL®
Trust in a smarter cotton future

CERTIFICATE OF MEMBERSHIP

This certificate attests that

Saiham Textile Mills Ltd.

is an official member of the U.S. Cotton Trust Protocol.

USCTP ID **E463VA3D**
MEMBER SINCE **2021-12-27**

The U.S. Cotton Trust Protocol provides mills and manufacturers critical assurances they need to prove to their customers that they are an approved supply chain partner for brands and retailers who are sourcing more sustainably grown cotton.

ISSUE DATE
2023-08-01

Gary Adams
President, U.S. Cotton Trust Protocol

EXPIRATION DATE
2024-07-31

E463VA3D

Government of the People's Republic of Bangladesh

Bangladesh Energy Regulatory Commission

DHAKA, BANGLADESH

Bangladesh Energy Regulatory Commission is pleased to issue the Licence for generation of **4.59 MW (Four Point Five Nine)** (gas & diesel based) electricity by Captive Power Plant (CPP) at Saiham Nagar, Noyapara, Madhabpur, Habigonj as per sections 27 & 28 of the Bangladesh Energy Regulatory Commission Act, 2003 and regulation 3 & 16 of the Bangladesh Energy Regulatory Commission Licence Regulations, 2006 in favour of

Saiham Textile Mills Ltd.

Saiham Nagar, Noyapara, Madhabpur, Habigonj

This Licence will remain valid from **07 April 2022 to 06 April 2024** under the terms and conditions incorporated in the reference number: **28.01.0000.015.02.039.15/ CPP-0812;** Dated **14 June 2022 (attached).**

Sector: Power
License No.: CPP-0812
Issue Date: 14 June 2022
Scan the QR code to verify the license
Powered by TechnoVista

Barrister Md. Khalilur Rahman Khan
Secretary

[This is system generated. No signature is required.]

Saiham Textile Mills Ltd.
House# 34, Road# 136, Gulshan
Dhaka - 1212, BANGLADESH

Hohenstein Textile Testing Institute
GmbH & Co. KG
74357 Bönnigheim
Germany

Certificate

OEKO-TEX® STANDARD 100

Saiham Textile Mills Ltd.

is granted the OEKO-TEX® STANDARD 100 certification
and the right to use the trademark.

SCOPE
Raw yarn made of 100 % cotton (provenances: Brazil, Greece, Spain, USA) carded, 100 % polyester, cotton/polyester and polyester/cotton in raw white as well as cotton/viscose in grey mélange; partly produced by using material certified according to OEKO-TEX® STANDARD 100.

PRODUCT CLASS
I (baby articles) - Annex 6

STANDARD 100
17.HBD.04092
HOHENSTEIN HTTI

This certificate 17.HBD.04092 is valid until 31.03.2024.

SUPPORTING DOCUMENTS
- Test report : 23.1041828
- Declaration of conformity in accordance with EN ISO 17050-1 as required by OEKO-TEX®
- OEKO-TEX® Terms of Use (ToU)

Dipl.-Ing. (FH) Ivonne Schramm
Head of Certification Body OEKO-TEX®

Further compliance information (REACH, SVHC, POP, GB18401 etc.) can be found on oeko-tex.com/en/faq.

The certificate is based on the test methods and requirements of the OEKO-TEX® STANDARD 100 that were in force at the time of evaluation.

Boennigheim, 2023-04-18

OEKO-TEX Service GmbH Genferstrasse 23, CH-8002 Zurich

National Credit Ratings Ltd.

Ref: NCRL/SR(D)/2023/ 3270
Date: July 30, 2023

Mr. S.M. Faisal
Managing Director
Saiham Textile Mills Limited
Noyapara, Saiham Nagar, Madhabpur, Habiganj-3333.

Sub: **Credit Rating Report on "Saiham Textile Mills Limited"**

Dear Sir,
NCR is pleased to forward you the credit rating report on **"Saiham Textile Mills Limited"** The Rating Committee, at the meeting held on 26.07.2023, has awarded the following rating:

Declaration Date	Nature of Rating	Rating			
		Long Term	Short Term	Outlook	Validity
26.07.2023	Surveillance	AA (Double A)	ST-2	Stable	25.07.2024

NCR will publish the rating of the concern on its website within fifteen days from date of this letter issued unless you inform us to make it non-public in advance.

Sincerely Yours,

Authorized Signature
Kishor Mitra
Chief Rating Officer (CRO)
National Credit Ratings Ltd.

Enclosure:
1. **Credit Rating Report**
2. **Invoice**

Zaman Tower (8th Floor), 37/2, Box Culvert Road, Purana Paltan, Dhaka-1000
Tel: 8802-47120156, 47120157, 47120158, Website: www.ncrbd.com
E-mail: info@ncrbd.com, ncrlbd10@yahoo.com

MESSAGE FROM THE CHAIRMAN

Distinguished Shareholders,

On behalf of the Board of Directors, I welcome you all and take immense pleasure and delight in addressing the 42nd Annual General Meeting of the company. I also want to thank you the honorable shareholders for joining us to make the event successful.

With pleasure I present the report of the Board of Directors the Audited Statement of Financial Position, Statement of Profit or Loss and Other Comprehensive Income and other Financial Statements of the company for the year June 30, 2023. This Annual Report has been prepared in compliance with Companies Act 1994, Financial Institutions Act 1993 and the Guidelines issued by Bangladesh Securities and Exchange Commission and other regulatory authorities.

We eagerly wait for this day to get the opportunity to meet with all of you, discuss on the performance of the concerned year of the company and sharing the views of each other and thus getting guideline and inspiration for the days to come. I assumed that to the changed situation more obligations has been created on us on behalf of the valued shareholder in respect of last 42nd AGM and to offer them assurance of our sincerity in maintaining operational results up to their expectations at present as well as in future.

The post Covid-2019 Textile business has not been as good as expected. The world economy is in yet another crisis due to the war in Ukraine to overcome the impact of Covid. with the ongoing Russia-Ukraine conflict playing a significant role in disrupting supply chains. The resulting surge in the prices of critical commodities, including crude oil, natural gas, fertilizers and wheat, has intensified inflationary pressures. we have also faced the challenge of reining in inflation, particularly due to the US and European strife. While various developed economies are passing through tough times with strong possibility of further policy rate increases by the US Federal Reserve and European Central Banks. Despite the shrinking global market size of this year, we registered a steady financial performance, recording a consolidated revenue of Tk. 304.66 crore. in FY 23 as compared to 266.03 crore in FY 22.

The realisation of tomorrow's goals begins with today's vision. It is driven by an acknowledgement of the future needs, backed by targeted initiatives in the present to fulfil the same. At saiham, we believe that only a strong focus on sustainability can help us create a better tomorrow. We believe in nurturing the present in a way that it makes us ready to meet the requirements of the future. We are continually augmenting our business efficiency to steer our journey more effectively and expeditiously

I on behalf of the Board would like to express my sincere thanks to the respected shareholders for their overwhelming trust and confidence that helped to uncompromisingly pursue an agenda that was in the long-term interest of the Company. Most importantly, I would like to thank each and every employee as well as those working with our partners across our value chain for their commitment and service to us in these challenging times. I am also grateful to the Bangladesh Securities and Exchange Commission, Dhaka Stock Exchange Limited, Chittagong Stock Exchange Limited, Registrar of Joint Stock Companies & Firms, Central Depository Bangladesh Limited, Jalalabad Gas System, Banks, Insurances and Financial Institutions for their support and patronage extended to the company from time to time.

Thanking you

Regards



(Engr. Syed Ishtiaq Ahmed)
Chairman

Directors' report to the shareholders

Dear Shareholders
Assalamu Alaikum,

I, on behalf of the Board of Directors, have the pleasure to present before you the report for the year ended June 30, 2023 along with the audited financial statements and auditors' report thereon.

BACKGROUND
Saiham Textile Mills Limited was incorporated on March 27, 1981 as a Public Limited Company vide incorporation No. C-8864/703. The Authorized capital of the company is Tk. 1,500 million and paid up capital is Tk. 905.62 million the company was listed with the Dhaka Stock Exchange Ltd. in the month of August 1988 and Chittagong Stock Exchange Ltd. in the month of March 1999.

REVENUE
This financial year began under a cloud of economic uncertainty due to a confluence of adverse events, including the COVID-19 pandemic and Russia's invasion of Ukraine. These events had far-reaching and severe repercussions on the global economy, with significant disruptions in various key areas. The combined effects of these events wreaked havoc on the global trade landscape with supply chain disruptions, rising energy prices, commodity shortages and high inflation. Despite severe economic challenges, the company achieved its revenue of Tk. 304.66 crore, a 14.52% increase compared to the previous year.

Financial Result and Appropriation of Profit:

Particulars	2023	2022
Net Profit for the year (after tax)	(440,74,258)	12,36,43,168
Add: Adjustment for revaluation of P.P.E	7,37,79,084	7,87,59,327
Add: Previous year's surplus	45,80,61,026	34,61,91,285
Add: Adjustment security deposit with Jalalabad Gas		29,745
Profit available for appropriation	**48,77,65,852**	**54,86,23,525**
Recommended for appropriations:		
Dividend Cash @ 12	(10,86,75,000)	(9,05,62,500)
Total	**37,90,90,852**	**45,80,61,025**

Segment-wise or product-wise performance
The company operates in single segments, so segment reporting is not applicable.

Industry outlook and possible future developments in the industry

Bangladesh economy grappled with challenges including low foreign reserves, a depreciating currency, and faced its highest-ever inflation. The overall economic landscape remains uncertain despite some relief measures. In line with above, the textile sector in Bangladesh is facing numerous challenges, including reduced global demand, high inflation, a costly business environment, reduced cotton yields, expensive imports, inadequate raw materials, currency fluctuations. These factors have made the textile industry less competitive on both regional and global scales, leading to the closure of many small to medium-sized entities. However, larger vertically integrated production facilities are showing resilience. The company's management remains optimistic about sustainable profitability by focusing on cost transformation urging the government to implement supportive policies for the sector.

Risks and concerns

Risk management is embedded in the Company's operating framework. Company believes that managing risks helps in maximizing returns. The Company's approach to addressing business risks is comprehensive and includes periodic review of such risks and a framework for mitigating controls and reporting mechanism of such risks. The risk management framework is reviewed periodically by the Board and the Audit Committee.

Financial risks

The Company's policy is to actively manage its foreign exchange risk within the framework laid down by the Company. Given the interest rate fluctuations, the Company has adopted a prudent and conservative risk mitigation strategy to minimize financial and interest cost risks.

Commodity price risks

Uncertain availability and volatility in prices of key raw materials is the major concern. The Company proactively manages these risks through forward booking, inventory management and proactive vendor development practices. The Company's reputation for quality, product differentiation and service, coupled with the existence of powerful brand image with a robust marketing network mitigates the impact of price risk.

Regulatory risks

The Company is exposed to risks attached to various statutes, laws and regulations including the Competition Act. The Company is mitigating these risks through regular review of legal compliances carried out through internal as well as external compliance audits.

Strategic risks

Emerging businesses, capital expenditure for capacity expansion etc, are normal strategic risks of the Company. However, the Company has well-defined processes and procedures for obtaining approvals for investments in new businesses and capacity expansions.

Any change in government policies related to cotton and yarn, higher raw material cost, competition from peer group, power cost, seasonal fluctuations, non-availability of skilled manpower have impact on spinning industry and are perceived as threats.

Discussion of any Extra – Ordinary gain or loss

During the year unrealized loss BDT 4,23,74,760 incurred due to changes of foreign exchange rate.

Related party transactions

The Company has transactions with its Associate Companies which have been disclosed in related party transaction in note nos. 25 of the notes to the financial statements.

Variance within the financial year

There was no event of significant variance between quarterly financial performances during the year under reporting.

Remuneration of Directors

The information is incorporated in the notes-27 of the Notes to the Financial Statements on page 83 with reference to the Directors Remuneration mentioning figures concerning the Remuneration of the Managing Director.

Fairness of financial statements

The financial statements together with the notes thereon have been drawn up in conformity with the Companies Act 1994 and Securities and Exchange Rules 1987.These statements present fairly the Companies state of affairs, the results of its operations, cash flow and changes in equity.

In compliance with the requirement of the Bangladesh Securities and Exchange Commission (BSEC) notification dated August 7, 2012 Chief Financial Officer has given the declaration which is shown on page 62 of the report.

Books of Accounts

Proper books of accounts of the company were maintained.

Accounting Policies

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

Application of BAS and IFRS

International Accounting Standards (IAS) and 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.

Significant deviation from last year's operating result

The detailed about Significant deviation form last year's operating results and the reasons behind deviation are discussed in "Management Discussion and Analysis CEO/MD" on page no 30 of the Annual Report.

Environment Protection, Health and Safety

Environment Protection, Health and Safety Environment Protection, Health and Safety continue to receive highest priority in all operational and functional areas. Adequate safety measures are taken at plant for prevention of any untoward incidents. Various processes required for pollution control and environmental protection are strictly adhered to.

Going Concern

The Board, through appropriate enquiries and analysis, ensures that the resources are adequate to support the operation and that sufficient business opportunities exist to qualify the organization as a going concern and the Directors analyses the financial statements to ensure. Accordingly financial statements are prepared on a going concern basis.

Minority Shareholders Protection

Minority shareholders interest always looked after by the Board of Directors.

DIRECTORS

In terms of Article 115 of the Articles of Association of the Company,
Engr. Syed Ishtiaq Ahmed and Mrs. Yasmin Faisal, Director retire by rotation from the Board in the 42nd Annual General Meeting. Being eligible under Article 117 of the Articles of Association of the Company, the retiring Directors have offered themselves for re-election.

Disclosure of information of the directors who are willing to be re-elected.

Engr. Syed Ishtiaq Ahmed, Director

Engineer Syed Ishtiaq Ahmed son of Mr. Syed Md. Faisal, is the Managing Director of Saiham Cotton Mills. He has graduated in Engineering from Michigan, USA and is also an MBA with a major in Finance from Institution of Business Administration (IBA) University of Dhaka. He has participated in training on "Industry and Management" in Prato, Italy sponsored by Ministry of Foreign trade, Italy. He is one of the members of the Board of Directors of BTMA. He has represented BTMA on a high level mission of Garment Technology and Textile Processing to IMB cologne in Germany and also visited the London College of Fashion under University of the Arts London sponsored by United Nations Industrial Development Organizations (UNIDO). He has vast experience in technical marketing and financial aspects of business.

Names of companies in which Engr. Syed Ishtiaq Ahmed holds the directorship:

Interest in other Company:	Designation
Saiham Cotton Mills Ltd.	Managing Director
Saiham Textile Mills Ltd.	Director
Faisal Spinning Mills Ltd.	Director
Saiham Knit Composite Ltd.	Director
Saiham Denims Ltd.	Managing Director
A.R. Knitting Ltd.	Managing Director
SIA Textile Ltd.	Managing Director

Mrs. Yasmin Faisal, Director

Mrs. Yasmin Faisal wife of Mr. Syed Md. Faisal completed her Masters in History from the Islamabad University, the then West Pakistan. She has long experience in marketing, financial and product development & administration. She traveled more than 30 countries including USA, Europe, Australia, Japan, German and Far-East Asia for business purposes. She is also associated with a member of social and cultural organizations.

Names of the companies in which Mrs. Yasmin Faisal holds the directorship:

Interest in other Company:	Designation
Faisal Spinning Mills Ltd	Managing Director
Saiham Textile Mills Ltd.	Director

Re appointment of Independent Director

The Board in its meeting has extended the tenure of Mr. Tariquzzaman Khan FCA, FCS as Independent Director of the Company for further period of 3 (three) years with effect from August 13, 2022 in the last 41st Annual General Meeting of the Company.

Qualification of Independent Director

Mr. Tariquzzaman Khan FCA, FCS is a professional accountant and has vast experienced in corporate industry. He completed B.Com (Hon's) in Accounting and M.Com from the University of Dhaka and also fellow member of the Institute of Chartered Accountants of Bangladesh (ICAB) and Institute of Chartered Secretary of Bangladesh (ICSB).

External audit

Rahman Mostafa Alam & Co. a Chartered Accountant firm registered in Bangladesh acted as the external auditors to the company throughout the year. The external auditors are not engaged on any material non-audit work such as:

- Appraisal or valuation services or fairness opinions;
- Financial information systems design and implementation;
- Book-keeping or other services related to the accounting records or financial statements;
- Broker-dealer services;
- Actuarial services; and
- Internal audit services;

Independence of External Auditor

As a policy, the Committee would not allow the external auditors to perform any work that they may subsequently need to audit, or which might otherwise create a conflict of interests. The Committee also monitors the balance between audit and non-audit related functions to ensure that auditor independence can be shown to be maintained. The Chief Financial Officer is permitted to engage the external auditors on matters that do not create such conflicts.

The Audit Committee appraised the expertise, resources, independence and objectivity of external auditor and also reviewed their effectiveness as external auditors before reaching the recommendation to the Board that their re-election should be proposed to shareholders.

Contribution to the national exchequer

To contribute the economic development of the country and building up the revenues Saiham Textile Mills Ltd. deducts Income Tax, VAT at source from the employees, suppliers, turnover and deposits the same to the National Exchequer regularly. During the year 2022-2023 the company contributed 39.52 million to the National Exchequer in the form of corporate tax, custom duty, and Value added Tax (VAT).

DIVIDEND

The Board of Directors has recommended No dividend for the year ended June 30, 2023 (subject to the approval in the forthcoming AGM) whose names will appear in the share register of the Company and/or Depository Register of CDBL as on Record Date, i.e., November 17, 2023.

Interim Dividend

No interim dividend has been declared for the year June 30, 2023

Unclaimed Dividend Account

Company maintained detailed information of unpaid or unclaimed dividend and rational thereof, as per BO account number-wise or name-wise or folio number-wise of the shareholder or unit holder; summary of which disclosed in the annual report note no. 17 of page no 80 under the head 'Unclaimed Dividend.'

Transfer of Unclaimed/Unpaid Dividends & shares to Capital Market Stabilization Fund (CMSF) In compliance with the Notification of Bangladesh Securities and Exchange Commission (BSEC) and as per guideline of the CMSF (Capital Market Stabilization Fund) Rules all dividends remaining unpaid or unclaimed and also the shares in respect of which the dividend has not been claimed by the shareholders are required to be transferred to the Capital Market Stabilization Fund (CMSF) in accordance with the procedure prescribed in the Rules. Accordingly, during FY 2021-2022, the Company has transferred for Tk. 76,92,672/- (Seventy six lac ninety two thousand six hundred and seventy two) only against unclaimed or undistributed or unsettled dividend of Saiham Textile Mills Ltd. to the Capital Market Stabilization Fund (CMSF) Account no. SND A/C 0010311521301 through RTGS on September, 20, 2021. Further, we have transferred 1,94,465 and 38,489 unclaimed stock dividend or bonus shares from Saiham Textile Mills Ltd. suspense BO no. 1301000040931731 and 1204030060717522 to the Capital Market Stabilization Fund (CMSF) BO no. 1201530074571230 on 06.02.2022 and 07.02.2022 respectively. Subsequent dated 19.07.2023 the company has already transferred dividend of Tk. 8,37,332.46 for 2017-2018 to the Capital Market Stabilization Fund (CMSF). The details of the shares and the Dividends so transferred are available on the website of this Company. Members can claim from CMSF authority their dividend entitlements and/or shares transferred to CMSF by following the required procedure as mentioned in the CMSF Rules.

Code of conduct

All the employees are bound by our written code of business conduct which is an agreement signed as part of their written contract of employment. The signatory is responsible to comply with the code and also ensure employees reporting to him also comply with the code.

APPOINTMENT OF AUDITORS

The Auditors of the Company Rahman Mostafa Alam & Co. Chartered Accountants, Paramount Heights, Box Culvert Road, 65/2/1, Purana Paltan Dhaka-1000 have audited the financial statements of the company for the year 2021-2022. They were appointed in the last 40th AGM held on December 12, 2021 and accordingly they have audited 2022-2023 for second year audit. The firm is eligible for reappointment and have also expresses their willingness for reappointment for the year 2023-2024.

The Audit Committee reviewed the proposal for reappointment and recommended to the Board for re-appointment of Rahman Mostafa Alam & Co. Chartered Accountants as the auditors of the Company for the year 2023-2024. Therefore the board of directors has proposed Rahman Mostafa Alam & Co. Chartered Accountants to engage as statutory auditors (subject to approval at the 42nd Annual General Meeting).

Appointment of Professional (Chartered Accountants/Chartered Secretaries) firm for the certificate on compliance with the Corporate Governance Code BSEC

As per notification number BSEC/CMRRCD/2006-158/Admin/80 dated June 03, 2018 the company shall obtain certificate from Professional Accountant/ Chartered Secretary (Chartered Accountants/Cost and Management Accountant/Chartered Secretary) regarding compliance with the condition of Corporate Governance Code of the commission and such certificate shall be disclosed in the Annual Report.

In this regard, Khan Wahab Shafique Rahman & Co. Chartered Accountants offered themselves for appointment to issue "Corporate Governance Compliance Certificate". The Board recommended the proposal for appointment of Khan Wahab Shafique Rahman & Co. Chartered Accountants at a remuneration of Tk. 40,000 (Forty thousand) only including tax but excluding VAT to issue "**Corporate Governance Compliance Certificate**" of Saiham Textile Mills Limited for the year June 30, 2024 subject to approval of the Shareholders of the company in the 42nd Annual General Meeting.

Appointment of Independent Scrutinizer

The Board of Directors in its board meeting appointed Shafiq Basak & Co. Chartered Accountants as an Independent Scrutinizer to observe the 42nd AGM. The due process of election and detailed information of voting results shall be authenticated by them.

CORPORATE & FINANCIAL REPORTING:

The Company is determined to ensure good governance by complying with all the applicable rules and regulations of Corporate Governance Guidelines of Bangladesh Securities & Exchange Commission. It has complied with all the requirements of Corporate Governance and the Directors are pleased to confirm the following:

- The financial statements together with the notes thereon have been drawn up in conformity with the Companies Act, 1994 and Securities and Exchange Rules 1987. These statements present fairly the Company's state of affairs, the result of its operations, cash flow and changes in equity.
- Proper books of accounts of the Company have been maintained.
- 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.
- The International Accounting Standards, as applicable in Bangladesh, have been followed in preparation of the financial statements.
- The systems of internal control are sound and have been effectively implemented and monitored.
- There are no significant doubts upon the Company's ability to continue as a going concern.
- There are no significant deviations in operating result of the business of the company compared to last year.

Pattern of Shareholding

a. Parent/Subsidiary/Associated Companies and other related parties : Nil

b. Directors, Chief Executive Officer, Company Secretary, Chief Financial Officer, Head of Internal Audit and their spouse and minor children:

Name	Designation/Relation	No. of shares	Percentage
Mr. S. M. Faisal	Managing Director	30,82,747	3.40%
Engr. Syed Ishtiaq Ahmed	Director	78,43,920	8.66%
Mr. Shafqat Ahmed	Director	74,93,503	8.28%
Mrs. Rio Aziza Salim	Director	76,15,219	8.41%
Mrs. Yasmin Faisal	Director	24,77,000	2.74%
Mrs. Tasmina Ahmed	Spouse (Syed Ishtiaq Ahmed)	15,09,480	1.67%

c. Chief Financial Officer, Company Secretary and Head of Internal Audit and their spouse and minor children: Nil

d. Shareholding of Senior Executives (Top Five salaried executive other than the Directors, CEO, CS, CFO & HIAC): Nil

e. Shareholders holding ten percent (10%) or more voting interest in the Company: Nil

Compliance of Corporate Governance Code

We have complied with the relevant provisions of the BSEC notification no. BSEC/CMRRCD/2006-158/admin/80 dated June 03, 2018 set out in Annexure: II on this report. In addition to established standards of Corporate Governance, the company also considered the Best Governance practice in its activities.

The Board has appointed Khan Wahab Shafique Rahman & Co. Chartered Accountants 7 Rajuk Avenue, Motijheel, Dhaka-1000 as professional for Report of Compliance Governance Code for the year 2023-2024.

Key operating and financial data

The summarized key operating financial data of five years is annexed (Annexure : 1)

Corporate Governance Compliance Report

In accordance with the requirement of the Bangladesh Securities and Exchange Commission, "Corporate Governance Compliance Report" is annexed (Annexure: C)

On behalf of the Board of Directors

(Engr. Syed Ishtiaq Ahmed)
Chairman

STATEMENT OF CORPORATE GOVERNANCE

The Board of directors of Saiham textile mills limited is responsible for proper governance which includes setting out company's strategic aims, providing the necessary leadership to implement such aims, supervising the management of the business and reporting to the shareholders on their Stewardships.

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

The maintenance of effective corporate governance remains a key priority of the board of Saiham textile mills limited. To exercise clarity about directors' responsibilities towards the shareholders, corporate governance must be dynamic and remain focused on the business objectives of the company and create a culture of openness and accountability. Keeping this in mind, clear structure and accountabilities supported by well understood policies and procedures to guide the activities of the company's management have been instituted.

Statement of compliance

As Saiham textile mills limited is listed with stock exchange in Bangladesh, we comply with the BSEC's notification No. BSEC/CMRRCD/2006- 158/207/Admin/80 dated 3 June 2018. For the year ended date 30 June 2023, we have complied with the relevant provisions set out in Annexure - C of the report.

Board of Directors

Composition

The Board of Saiham Textile Mills Ltd. Considers that its membership should comprise directors with an appropriate mix of skills, experience, and personal attributes. This allows the directors, individually and the Board collectively, to efficiently and effectively discharge their responsibilities and duties under the law, understand the business of the Company, and assess the performance of the management.
The composition of the Board embraces diversity. The Directors have a range of local and international experience, expertise, and specialized skills that assist with decision-making and leading the company for the benefit of shareholders.

On the 30th June 2023, there were 7 members on the Board; The Board comprises Chairman, Managing Director, three directors and two Independent directors who possess a wide range of skills and experience across various professions and businesses. Each Director brings independent judgment and considerable knowledge to effectively perform their roles. The Board of Directors ensures that the activities of the Company are always conducted with strict adherence to the highest possible ethical standards and in the best interests of the stakeholders.

Retirement and Re-election of Directors

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

Board meeting and attendance:

The Board met 8 times during the period from July 01, 2022 to June 30, 2023. Following table shows the attendance of directors in the meeting.

Name of Directors	Number of Board Meeting held during the financial year ended 30.06.2023	Number of Board Meeting attended	Remarks
Mr. S. M. Faisal	8	8	
Engr. Syed Ishtiaq Ahmed	8	8	
Syed Shafqat Ahmed M.B.A	8	8	
Mrs. Yasmin Faisal	8	8	
Mrs. Rio Aziza Salim	8	7	
Mohammad Nazmul Hasan, FCA	8	8	
Tariquzzaman Khan, FCA, FCS	8	8	

Role of the Chairman

The Chairman serves as the primary link between the board and management and works with the Managing Director and Company Secretary to set the agenda of the Board meetings. He provides leadership to the Board and ensures that the Board works effectively and discharges its responsibilities.

Role of the Managing Director

The Managing Director is the key person and is responsible for running the business of the company. He is also responsible for formulating as well as implementing Board strategy and policy. The Managing Director is responsible for establishing and executing the Company's operating plan that is necessary to achieve the company's objectives. He has the overall control on the company's day to day affairs and is accountable to the Board for the financial and operational performance of the company.

Role of the Company Secretary

Company Secretary is responsible for advising the Board through the chairman on all governance matters. He is also responsible for ensuring proper information flow with the Board and its committees and between the management and the non-executive directors. He is also acting as bridge between the regulators/ stakeholders and the company.

Price Sensitive Information

The Board of Saiham Textile Mills Ltd. through the company secretary always ensures to inform all price sensitive information within 30 minutes of the decision or immediately upon getting such information to the SEC and the Stock Exchanges and also ensure immediate publication of such information/decision in two widely circulated daily newspapers, one in Bangla and the other in English and in one on-line news portal. The communication is done through E-mail/Fax and by special messenger, and through courier service in special cases.

Remuneration including independent directors

The Director of the Company is receiving a sum of Taka 5,500/- (Five thousand and five hundred) as board meeting fee.

Nomination and Remuneration Committee

The Nomination and Remuneration Committee as a sub–committee of the Board of Director formed as per notification no. BSEC/CMRECD/2006-158/207/ADMIN/80 dated 3 June, 2018.

The Nomination and Remuneration Committee, as a sub-committee of the Board of Director has been constituted with three board of directors with one Independent director as a chairman. The Company Secretary acts as Secretary to the Committee. The Nomination and Remuneration Committee assists 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 of the company. NRC is responsible to the Board of Directors and its roles and responsibilities are clearly set forth.

Composition and Size of Nomination and Remuneration Committee

The Nomination and Remuneration Committee comprises three Directors including one Independent Director.

i. Nazmul Hossain, FCA, Chairman of the Audit Committee (Independent Director)

ii. Syed Shafat Ahmed, Member

iii. Mrs Yasmin Faisal, Member

Md. Neyamat Ullah, Company Secretary acts as Secretary of the Committee.

Chairman of Nomination and Remuneration Committee (NRC)

Mohammad Nazmul Hossain, FCA independent Director is the Chairman of the Nomination and Remuneration Committee.

The Company Secretary acts as the Secretary of the Nomination and Remuneration Committee (NRC)

The Nomination and Remuneration Committee is responsible for evaluating the balance of skills, experience, independence, diversity and knowledge on the Board and for drawing up selection criteria, ongoing succession planning and appointment procedures for both internal and external appointments.

Meeting of the Nomination and Remuneration Committee (NRC)

The Nomination and Remuneration Committee met (1) one times during the financial year 2022 -2023.

External Statutory Auditors

The BSEC guidelines are being strictly followed in engaging statutory Auditors for the Company.

Audit Committee

The Audit Committee is a sub-committee of the Board of Directors and is appointed by the Board of Directors of the Company in accordance with the conditions of Corporate Governance Code BSEC/CMRRCD/2006-158/207/admin/80 dated 3 June 2018.

Composition of the Audit Committee

The Audit committee consists of the following members:

Mr. Nazmul Hasan, FCA Independent Director	: Chairman
Syed Shafqat Ahmed, Director	: Member
Mrs. Rio Aziza Salim, Director	: Member
Md. Neyamat Ullah, Company Secretary	: Member

Internal control systems and their adequacy

Our Company maintains adequate internal control system and procedures commensurate with its size and nature of operations. The internal control systems are designed to provide a reasonable assurance over reliability in financial reporting, ensure appropriate authorization of transactions, safeguarding the assets of the Company and prevent misuse/ losses and legal compliances.

The internal control system includes a well-defined delegation of authority and a comprehensive Management Information System coupled with quarterly reviews of operational and financial performance, a well-structured budgeting process and Internal audit. The Internal Audit reports are periodically reviewed by the management and the Audit Committee and necessary improvements are undertaken, if required.

Dividend Distribution Policy

According to the directive of Bangladesh Securities and Exchange Commission (BSEC), the Board approved the Dividend Distribution Policy based on company's performance and company's long term objectives. Dividend Distribution Policy is given on page 36 of this report

Compliance with Rules and Regulations

In this context, the Company provides complete set of financial statements and relevant documents to the Bangladesh Securities and Exchange Commission (BSEC), CDBL, National Board of Revenue (NBR), Registrar of Joint Stock Companies & Firms (RJSC), Dhaka Stock Exchange (DSE), Chittagong Stock Exchange (CSE). The CFO and Company Secretary always accommodate any queries that are raised by regulators of the country.

Supply Chain Management Policy

Saiham Textile Mills Ltd. has adopted a comprehensive Supply Chain Management Policy. The main objective of Supply Chain management is to improve the overall organization performance and customer satisfaction by improving product or service delivery to the consumers. Supply Chain Management involves initiation of procurement planning process to delivery of finished goods to the concerned stakeholders. Supply Chain Management consists of all business partners, manufacturer, marketer, suppliers, transporters, warehouses, retailers and even customers. Their involvement may be direct or indirect.

Environmental Role

The company is committed to maintain high standard of pollution free environment at mill area. Accordingly tree plantation activities is implementing every year at mill premises.

Corporate Social Responsibilities

Saiham Textile Mills Ltd. always acknowledges its responsibilities for the well-being of the society and takes part in such activities whenever it becomes necessary. The company provides financial support to different social & cultural organizations and to the distressed people of the society. Contribution to CSR programs have been always supported and encouraged by the Board of Directors of the Company. During the year 2022-2023 the company has contributed to the welfare of the community such as donation to Mosque, Madrasha, School, free eye treatment given by setting up eye camp also distributed blanket among the poor people in winter season. The company also distributed health kits, including health and hygiene products and food items for patients, health officials and low-income families during the period.

Compliance with Bangladesh Labour Act

The Company has complied with the relevant conditions of Bangladesh Labour Act 2006 (as amended in 2018) in respect of Workers' Profit Participation Fund (WPPF), Provident Fund, and Gratuity etc.

Workers' Profit Participation Fund (WPPF):

Saiham Textile Mills Ltd. has also implemented Workers' Profit Participation Fund (WPPF) for their employees. The company provides 5% of profit before charging such expense to employees as Workers' Profit Participation Fund (WPPF) in accordance with Bangladesh Labour Act 2006 (amended in 2018).

Website

The company has been maintaining an official website www. saihamtextile.com which is linked with website of the stock exchange.

Management Discussion and Analysis CEO/MD

a) Accounting policies and estimation for preparation of financial statements;

The company followed accounting policies and procedure for the preparation of Financial Statement with relevant International Accounting Standard (IAS), International Financial Reporting Standard (IFRS) as adopted by the Institute of Chartered Accounting of Bangladesh (ICAB) which has been disclosed in the notes to the Financial Statement.

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;

No changes were made during the financial year in the accounting policies and procedures. However the changes in accounting policies and estimation are described in the notes 2 of the financial statements.

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 reason thereof;

In comparative analysis (including effects of inflation) of financial performance of results and financial position as well as cash flows for current financial year with immediately preceding five years presented below:

Financial Highlights **(Taka in Crore)**

Particulars	2022-2023	2021-2022	2020-2021 Restated	2019-2020	2018-2019
Turnover	304.67	266.04	257.04	164.23	259.92
Gross profit	14.63	26.32	28.45	9.49	33.42
Net profit after tax	(4.41)	12.36	10.07	(7.82)	(8.77)
Net cash operating activities	(92.56)	19.2	6.17	20.06	10.82
Shareholders' equity	378.91	393.08	388.59	377.25	392.79
Total Liabilities	247.64	164.74	195.02	215.73	190.33
Total Assets	626.55	557.82	583.61	592.99	583.13
Net Assets	378.91	393.08	388.59	377.26	392.80
Debt to Equity Ratio	0.65	0.42	0.5	0.25	0.48
Current Ratio	1.49	1.85	1.56	1.4	1.48

Comparative analysis of Financial Performance The key operating and financial performance of the Company for the last five years are annexed on page 42.

Compare such financial performance or results and financial position as well as cash flows with peer industry scenario

Particulars	Saiham Textile	Hwa Well Textile	Malek Spinning	Queen South	Saiham Cotton
EPS	(0.49)	5.94	(1.14)	0.81	0.30
NAV	41.84	37.80	46.77	15.68	35.97
NOCFPS	(10.22)	15.71	1.96	4.58	(5.25)
Dividend	Nil	25% Cash	Nil	6% Cash	Nil

Particulars	June 30, 2023	%	June 30, 2022	%
Cost of goods sold	**2,90,03,49,617**	**95.20**	**2,39,27,21,298**	**90.11**
Gross profit	**14,63,26,391**	**4.80**	**26,76,34,441**	**9.89**
Net profit for the year	**(4,40,74,258)**	**(1.45)**	**12,36,43,168**	**4.65**

During the year turnover increased 14.52% in compare to last year. This growth was driven by better sales prices and BDT devaluation. Despite achieving higher sales values, the company faced challenges due to inflationary pressures impacting raw materials and conversion costs, particularly utility prices. However, our overall profit declined to Tk. (44.07) crore from Tk. 12.36 crore of previous year representing a decline of 135.65%. The earnings per share (EPS) is Tk. (0.49) which was Tk. 1.37 in the previous year. The Company's Net Asset Value (NAV) per share is Tk. 41.84 which was Tk. 43.40 per share in the previous year.

d) Briefly explain the financial and economic scenario of the country and the globe;

The World Health Organization (WHO) announced in May that it no longer considers COVID-19 to be a "global health emergency". Supply chains have largely recovered, and shipping costs and suppliers' delivery times are back to pre-pandemic levels. But the Russia and Ukraine war is causing global economic disruptions, impacting the security of global energy supply, production and exports, trade restrictions, currency fluctuations and sourcing strategies as well as the functioning of global supply chains in general. Inflation remains high and continues to erode household purchasing power. Policy tightening by central banks in response to inflation has raised the cost of borrowing, constraining economic activity. The impact of higher interest rates extends to public finances, especially in poorer countries grappling with elevated debt costs, constraining room for priority investments. As a result, output losses compared with pre-pandemic forecasts remain large, especially for the world's poorest nations. Inflation is easing in most countries but remains high, with divergences across economies and inflation measures. Therefore, industries are facing great challenges in their growth rate. These global recession, unfavourable trade policies, high interest rate, the high cost of production due to increase in the energy costs, is creating risk for long term sustainability to this industry within the country and the globe as well.

e) Risks and concerns issues related to the financial statements, explaining such risk andconcerns mitigation plan of the company;

Detailed discussion on the risks and concerns issues related to the financial statements, explaining such risk and concerns mitigation plan of the company has been shown in the Directors' report under CG Condition 1.5(iii).

f) 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 nest AGM

The FY23 has been difficult for the textile industry, we have witnessed a volatile period in the market. Fluctuating cotton prices on the international front, have had a direct impact on cotton prices. The demand for yarn is also not showing encouraging signs because of recession like conditions in US & Europe. While demand stagnation, both domestic and exports, has suppressed yarns and fabric prices and given the higher cotton prices prevailing in the country resulted into lower margins for the industry. Various reports have indicated that textile industry is constrained to work with reduced margins and lower capacity utilization in the event of continued slowdown especially in exports market. The management always envisioned for the steady growth and long term sustainability of the company. Therefore, the company operates its business by maintaining strong internal control, effective use of its inventories, machineries and human capital. The company renovated its machinery and production procedure regularly to meet the market demand. The skilled marketing team always hunts for lucrative buyers at a competitive price. The company is always aware about the risks internal and external to run the business and minimize the internal risk with zero tolerance and tactfully handle the external risks and going ahead to increase its profit margin for its shareholders and stepping ahead for long term sustainability.

Conclusion

I would like to express my gratitude and thanks to the members of the Board for their continued support and guidance during the year. My sincere thanks to my colleagues for their dedication and commitment which contributed immensely towards the development of the Company. I would like to thank our Employees, Workers, Government Agrencies, Banks, Suppliers and other services for their support and my special thanks to you, our shareholders, for your continued trust in Saiham.

Finally, I must thank to our honorable Chairman whose guideline and instructions helped us to run the business activities of the Company successfully even in the prevailing worldwide hard economic situation.

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



S. M. Faisal

Managing Director

Audit Committee Report for the year ended June 30, 2023

The terms of reference of the Audit Committee has been determined by the Board of Directors of the Company in accordance with the conditions of Corporate Governance Code of Bangladesh Securities and Exchange Commission (BSEC).

The Committee is appointed by and responsible to the Board of Directors. At present the Audit Committee consists of following members of the Board one of them are independent directors. The Audit Committee comprising of the following:

i. Nazmul Hossain, FCA, Chairman of the Audit Committee (Independent Director)

ii. Syed Shafat Ahmed, Member

iii. Mrs Rio Aziza Salim, Member

Md. Neyamat Ullah, Company Secretary acts as Secretary of the Committee.

Role and Responsibilities of the Audit Committee

The responsibilities and specific duties of the Audit Committee have been defined in the "Terms of Reference (ToR)" of the Audit Committee in line with the Corporate Governance Code 2018.

The Audit Committee of Saiham Textile Mills Ltd. shall:-

(a) oversee the financial reporting process;

(b) monitor choice of accounting policies and principles;

(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;

(d) oversee hiring and performance of external auditors;

(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;

(f) review along with the management, the annual financial statements before submission to the Board for approval;

(g) review along with the management, the quarterly and half yearly financial statements before submission to the Board for approval;

(h) review the adequacy of internal audit function;

(i) review the Management's Discussion and Analysis before disclosing in the Annual Report;

(j) review statement of all related party transactions submitted by the management;

(k) review Management Letters or Letter of Internal Control weakness issued by statutory auditors;

(l) oversee the appointment of Audit firm and 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 any other activities as assigned by the board of the Company from time to time.

Activities carried out during the year 2022-2023:

During the financial year ended on June 30, 2023 four meetings of the Audit Committee were held. The following activities were carried out by the Audit Committee:

1.The Audit Committee reviewed the Quarterly, Half yearly and Annual Financial Statements of the Company before submission to the Board for their approval.

2. Focused on significant changes to accounting policies and practices as well as adjustments resulting from audits, ensuring compliance with accounting standards and other legal requirments.

3. The Committee periodically reviewed the effectiveness of internal control and internal audit system of the company.

4. The Committee discuss with the external auditors on the audit of financial statements of the Company during the audit period and reviewed the annual financial statements of the Company prior to submission to the Board for approval.

5. The Committee also reviewed the performance and Recommended the appointment of Rahman Mostafa Alam & Co. Chartered Accountants, as Statutory Auditors of the Company for the year 2023-2024.

6. The committee also reviewed management's decisions and analysis before disclosing in the Annual Report and found that discussions and analyses properly represent the financial statements.

The committee is of the opinion that adequate controls and procedures are there to provide reasonable assurance that the company's assets are safeguarded, the liabilities are properly accounted for and financial activities of the company is well managed.

On behalf of the Audit Committee,

Md. Nazmul Hossain, FCA
Chairman
Audit Committee

Report of the Nomination and Remuneration Committee 2022-2023

In accordance with the BSEC corporate Governance Code-2018 as stated in BSEC/CMRRCD/2006-158/207/admin/80 dated June 03, 2018, the Board of Directors of Saiham Textile Mills has established the Nomination and Remuneration Committee (NRC). This Policy on nomination and remuneration of Directors, Key Managerial Personnel and Senior Management has been formulated by the Nomination and Remuneration Committee and has been approved by the Board of Directors of Saiham Textile Mills Ltd.

Objective of the Committee

i. The Committee is an independent sub-committee of the Board and responsible or accountable to the Board and to the shareholders of the Company.

ii. The Committee discharges the responsibilities and acts as stipulated in the Terms of Reference (ToR) of the Nomination and Remuneration Committee adopted by the Board in line with the Corporate Governance Code 2018.

Composition of the Committee

The Nomination and Remuneration Committee (NRC) consist of three Directors including one Independent Director. Independent Director is the Chairman of the Committee. The Committee acts as per the terms and conditions of the Corporate Governance Code of BSEC. The Committee members are:

i. Nazmul Hossain, FCA, Chairman of the Audit Committee (Independent Director)
ii. Syed Shafat Ahmed, Member
iii. Mrs Yasmin Faisal, Member
Md. Neyamat Ullah, Company Secretary acts as Secretary of the Committee.

Nomination and Remuneration Policy

This Nomination and Remuneration Policy is being formulated in compliance with the Corporate Governance Code of Bangladesh Securities and Exchange Commission (BSEC). This policy on nomination and remuneration of Directors, Top level executives has been formulated by the Nomination and Remuneration Committee (NRC or the Committee) and has been approved by the Board of Directors of Saiham Textile Mills Ltd.

Objective:

The objective of the policy is to ensure that

- the level and composition of remuneration is reasonable and sufficient to attract, retain and motivate directors of the quality required to run the company successfully;
- relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and
- remuneration to directors, Top Level executives 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.

APPOINTMENT AND REMOVAL OF DIRECTOR, TOP LEVEL EXECUTIVES

a. The Committee shall identify and ascertain the integrity, qualification, expertise and experience of the person for appointment as Director, Top Level executives and recommend his / her appointment, as per Company's Policy.

b. A person should possess adequate qualification, expertise and experience for the position he / she is considered for appointment. The Committee has authority to decide whether qualification, expertise and experience possessed by a person is sufficient / satisfactory for the position.

EVALUATION

The Committee shall carry out evaluation of performance of Director, Top Level executives yearly or at such intervals as may be considered necessary.

REMOVAL

The Committee may recommend with reasons recorded in writing, removal of a Director, Top Level executives subject to the provisions and compliance of the Companies Act, 1994, rules and regulations and the policy of the Company.

RETIREMENT

The Director, Top Level executives shall retire as per the applicable provisions of the Act and the prevailing policy of the Company. The Board will have the discretion to retain the Director, Top Level executives in the same position/ remuneration or otherwise even after attaining the retirement age, for the benefit of the Company.

POLICY FOR REMUNERATION TO DIRECTORS/ TOP LEVEL EXECUTIVES.

1. Remuneration to Managing Director / Whole-time Directors:

a. The Remuneration/ Commission etc. to be paid to Managing Director / Whole-time Directors, etc. shall be governed as per provisions of the Companies Act, 1994 and rules made there under or any other enactment for the time being in force and the approvals obtained from the Members of the Company.

b. The Nomination and Remuneration Committee shall make such recommendations to the Board of Directors, as it may consider appropriate with regard to remuneration to Managing Director / Whole-time Directors.

2. Remuneration to Non- Executive / Independent Directors:

a. The Non-Executive / Independent Directors may receive meeting fees and such other remuneration as permissible under the provisions of Companies Act, 1994. The amount of meeting fees shall be such as may be recommended by the Nomination and Remuneration Committee and approved by the Board of Directors.

b. Any remuneration paid to Non- Executive / Independent Directors for services rendered which are of professional in nature shall not be considered as part of the remuneration for the purposes of clause (a) above if the following conditions are satisfied:

i) The Services are rendered by such Director in his capacity as the professional; and

ii) In the opinion of the Committee, the director possesses the requisite qualification for the practice of that profession.

3. Remuneration to Top Level executives:

a. The remuneration to Top Level executives shall consist of fixed pay and incentive pay in accordance with the Company's Policy.

IMPLEMENTATION

a. The Committee may issue guidelines, procedures, formats, reporting mechanism and manuals in supplement and for better implementation of this policy as considered appropriate.
b. The Committee may delegate any of its powers to one or more of its members.

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

i. During the year under review the Committee met 1 (One) time. The Managing Director and the Chief Financial Officer and Head of Human Resources attended the meeting by invitation of the Committee.
ii. Determined and proposed the names of directors for retirement and re-appointment.
iii. Reviewed the annual appraisal of top-level executives of the company.
iv. Reviewed the management's proposals for the annual increment/ promotion/ enhancement of salary and renewal of contract appointments of Senior Management of the Company.
v. Reviewed the Terms of Reference of NRC.

On behalf of the Nomination & Remuneration Committee



Md. Nazmul Hossain, FCA
Chairman
Nomination and Remuneration Committee

DIVIDEND DISTRIBUTION POLICY

Saiham Textile Mills Ltd. has adopted this Dividend Distribution Policy pursuant to Bangladesh Securities and Exchange Commission (BSEC) directive dated BSEC/CMRRCD/ 2021-386/03 dated January 14, 2021. The Policy shall apply to the ordinary equity shares issued and outstanding since the Company has issued only one class of equity shares.

Objective

The objective of the policy is to provide guidance to stakeholders on the dividend distribution framework adopted by the Company. The Policy in line with the Company's medium and long-term strategies, investment and financial plans, the state of the Country's economy and the industry and keeping the balance between the expectations of our shareholders and the needs of our company into consideration in accordance with the provisions of the Companies Act, 1994, notifications by the BSEC and other applicable legal provisions of the relevant legal laws and regulations,

Parameters for declaration of dividend

The Policy depends on the financial position of the company, other funding needs related to the investments to be made, conditions in the sector, conditions in the economic environment, Company's present and future performance for declaration and payment of dividend. The Board of Directors shall consider following Financial parameters and other internal and external factors affecting the dividend proposal while arriving at the dividend amount:

Availability of profits; -

Favorable debt equity ratio; -

Company's liquidity position and future cash flow requirements for operations; -

Future Capital expenditure requirement of the Company;-

Working Capital requirement of the Company;-

Profit growth;-

Macro economic and business conditions;-

Industry outlook for the future years;-

Changes in the Government policies or changes in regulatory provisions;-

Any other relevant factor that the Board may deem fit to consider;-

Utilization of retained earnings

The Company may utilize its retained earnings to the interest of the Company and its stakeholders. Retained earnings help in maintaining a healthy capital adequacy ratio and supports the future growth.

- Issue of Bonus shares;

- Declaration of Dividend interim or Final;

- Acquisition/diversification/ Expansion and modernization of existing business;

- Capital expenditure requirements;

- Increase in production capacity;

- High cost of debt. Apart from the above,

The Board may not declare dividend or may recommend a lower payout for a given financial year, after analyzing the prospective opportunities and threats or in the event of challenging circumstances. The portion

of profits not distributed among the shareholders as dividends will be used for the business activities of the Company.

Entitlement of dividend

The Company shall determine the record date or date of closure of the register of members. The Company shall give notice in advance of at least 14 working days (excluding the date of intimation and the record date) to stock exchange(s) of record date specifying the purpose of the record date. Members whose names shall appear in the Members'/Depository Register on the Record Date will be eligible to receive dividend.

Disclosures

The Dividend Distribution Policy shall be disclosed in the Annual Report and on the website of the Company.

Modification of this Policy

The Board is authorized to change or modify this Policy from time to time at its sole discretion and/or in pursuance of any amendments made by any relevant law for the time being in force.

Disclaimer

This Policy shall not be construed as a solicitation for investments in the Company's securities/shares and shall neither act as an assurance of guaranteed returns (in any form), on investments in the Company's securities.

Code of Conduct of Board of Directors

The Board of Directors of Saiham Textile Mills Limited is adopting the following code of conduct for all directors of the Company.

Purpose of Code of Conduct

The Board adopts this 'Code of Conduct' to reflect its commitment to the highest standard of ethical and business conduct and to comply with the laws and regulations of the Regulatory Authorities and also Memorandum and Articles of Association of the company.

Applicability and Scope

The Code of Conduct is applicable to all directors of Saiham Textile Mills Limited. Members are expected to comply with the following standards to enhance and maintain the reputation of the company.

Objective and Underlying Principles

The code of conduct for Directors of Saiham Textile Mills Limited intends to establish highest level of business/professional ethics to be followed for establishing a fair and transparent. In discharging the functions, the directors shall adhere to the following fundamental principles:

Fairness and Transparency in dealing with matters relating to the company; Compliance with all laws /rules/regulations laid down by the DSE, CSE and BSEC;

Exercising due diligence in the performance of duties; and Avoidance of conflict of interest between self-interests of Directors and interests of the company and its shareholders.

Code of Conduct

a. Meetings & Minutes

Meeting of the Board of Directors and General Meetings, notices, agenda, minutes of the meetings shall be in accordance with the Companies Act-1994. In the event that a Director is of the view that his dissenting note has not been satisfactorily recorded in the minutes of a meeting of the Board, he may refer the matter to the Company Secretary. The relevant Director may require the note to be appended to the minutes during confirmation of the minutes. Director(s) shall not participate in the discussion on a matter in which any conflict of interest exists or arises, whether pecuniary or otherwise, and in such cases the same shall be disclosed and recorded in the minutes of the meeting.

b. Regulatory Compliances

The Directors shall ensure that the company abides by existing laws, rules & regulations prevailing in the land, applicable to the company. Any case of noncompliance with applicable law may subject a Director to disciplinary action. The Directors shall ensure compliance at all levels so that the regulatory system does not suffer any breaches. The Directors shall not support any decision in the meeting of the Board which may adversely affect the interest of Shareholders and the Managing Director shall report forthwith any such decision to Regulatory Authorities.

c. General Responsibilities

The Directors shall ensure performing activities of the company to uphold the best interests of the shareholders and the company, its management authorities, shareholders and other stake-holders through operating with the highest level of honesty and integrity.

The Directors shall remain properly informed about the business and affairs of Saiham Textile Mills Ltd. Directors should review and devote appropriate time to studying Board related laws and issues, the international best practices, their fiduciary obligations & code of conduct etc.

The Directors shall make inquiries about potential problems that come to their attention and follow up until they are reasonably satisfied that management is addressing them appropriately.

The Directors shall carry out their fiduciary duties with a sense of objective judgment and independence in the best interests of the company and shareholders.

The Directors shall submit necessary disclosures/statement of holdings and required by the existing laws from time to time as per their rules, regulations and bye-laws.

Members shall be judicious about their entitlement of benefit/privileges as per Companies Act-1994 and shall be willing to produce supporting documents, if required.

Directors should protect the Company's assets and ensure their efficient use for legitimate business purposes related to the company.

Directors may not own, either directly or indirectly, a substantial interest in any business entity that does or seeks to do business.

The Directors shall perform their duties in an independent and objective manner and avoid activities that may impair, or may appear to impair, their independence or objectivity or official responsibilities.
The Directors shall not, in any way, interfere in the activities of the management of the company.

d. 'Inside Information' and Securities Trading

It is prohibited to trade securities or to disseminate others to trade securities of Saiham Textile Mills Limited or other companies on the basis of material information before it is made publicly available to ordinary investors through appropriate media.
Members shall comply with provisions of the Memorandum & Articles of Association while making sale-buy of Company's share and shall refrain from making such transaction without formal declaration.

e. Avoidance of Conflict of Interest

The Directors shall not take improper advantage of the position as a director. Any situation that creates or appears to create a conflict of interest must be avoided. Some of the more common conflicts, which directors must avoid, are set out below.

i. Relationship of Company with third-parties

Directors may not receive a personal benefit from a person or firm which is seeking to do business or to retain business with the Company, unless such a relationship is fully disclosed by the interested director and approved by the Board of Directors.

ii. Gifts, Favors and Entertainment

No gift, favor, or entertainment should be accepted or provided, in the role as a Director of Saiham Textile Mills Limited from any persons or entities who deal with the Company where any such gifts are being made in order to influence the directors' actions as a member of the Board.

iii. Compensation from non-Company sources

Directors may not accept compensation (in any form) for services performed by the Director for the Company from any source other than the Company.

iv. Family Members and Close Personal Relationships

A conflict of interest may arise when doing business with or competing with organizations that employ or are partially owned by family members or close personal friends. Family members includes spouse, son, daughter, father, mother, brother, sister, son-in- law, and daughter-in-law alongside the dependents of the aforesaid person. Directors should disclose any such relationships to the Chairman of the Board and to the Secretary to determine the best course of action.

v. Disclosure

With many issues, the best way to avoid embarrassing conflict of interest situations is to disclose any that have the potential to be misinterpreted by others, including other directors, employees, customers, suppliers and the public. Questions about potential conflict of interest situations and disclosure of these situations as they arise should be directed to the Chairman of the Board.

f. Protecting Confidential Information

Confidential information acquired by the Board of Directors in the course of exercise of directorial duties shall remain the property of the company and it will be improper to disclose or allow it to be disclosed, for personal benefit or to benefit persons or entities outside the Company, except with the expressed or implied consent of the Board or as required by law.

g. Competitive Information

Information about competitors & customers is a valuable asset in the highly competitive markets in which Saiham Textile Mills Limited operates. Board of Directors ensures, on behalf of Saiham Textile Mills Limited, to obtain such kind of information legally. Theft of proprietary information, inducing disclosures by a competitor's past or present employees and any actions that could create an appearance of an improper agreement with competitors is prohibited.

Waiver of any provision of the Code of Conduct

Waiver of any provision of the Code of Conduct can only be made by the Board of Directors, and shall be granted only in very exceptional circumstances which are not opposed to the law of the land. If any Director believes that an act prohibited in the Code of Conduct has occurred, then he or she will promptly report the same to the Chairman of the Board. In this regard, the decision of the Board will be final.

STATEMENT OF RISK MANAGEMENT AND INTERNAL CONTROL

The company has an ongoing risk management process to identify and analyses the risks so that the company can set appropriate risk limits and controls. Risk management policies, procedures and system are reviewed regularly to reflect Changes in market conditions and the company's acitivities.

The company has exposures to the risks credit risk, liquidity risks,price risks foreign exchange risks etc.

Control activities

Control activities are the policies and the procedures to help ensure that the management directives are carried out and the necessary actions are taken to minimize the risks of failing to meet objectives, policies and procedures are effectively established within the company and continuously reviewed for compliance, adequacy and improvement.

Information and Communication

The company ensure the effective flow of information on internal and external factors across the management lebeles. All individuals recive a clear message from senior management that control responsibilities must be taken seriously.

Monitoring

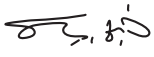
The system of intenal control is monitored regularly through both ongoing activties and separte evaluations. Ongoing monitoring activities are conducted through regular management activities. An Internal Audit Team has been set up with six members during the year under review. The internal audit function is responsible for providing an objective and independent view of the effectiveness of operational and financial controls and procedures as well as management action in dealing with issues of control. The internal audit function monitors the presence of the components of internal control systems and reports to the audit committee.

DIRECTOR'S RESPONSIBILITIES FOR FINANCIAL STATEMENTS

The Director's of the company are responsible for the integrity and accuracy of the financial statements.The board believes that the financial statement for the year ended on June 30, 2023 have been prepared in conformity with International Accounting Standard (IAS), IFRS, Companies Act, 1994, BSEC guidelines, Stock Exchanges Listing Regulations appropriate in the circumstances. In preparing the financial statements, management with the consultation of the board makes informed judgments and estimates where necessary to reflect the expected effects of events and transactions that have not been completed. The company's disclosure controls and procedures ensure that the material information required to be disclosed is recorded, processed, summarized and communicated to management and reported within the required time periods. In meeting its responsibility for the reliability of the financial statements, managements relies on a system of internal accounting control. The system is designed to provide reasonable assurance that assest are safeguarded and transaction are excuted in accordance with the management's authorization and recorded properly to permit the preparation of financial statements in accordance with IAS/IFRS. The design of this system recognizes that errors or irregularities may occur and the estimates and gudgements are required to assess the relative cost and expected benefits of the controls. Directors belive that the company's internal accounting controls provide reasonable assurance that errors or irregularities that could be material to that financial statements are prevented or would be detected within a timely period. The Audit Committee of the Board of Directors, which is composed solely of independet directors, is responsible for overseeing the Company's financial reporting process. The Audit Committee meets with management and sees the report of the Company's internal auditors periodically to review the work of each and to monitor the discharge by each of its responsibilities. The independent auditors are engaged to express an opinion on the Company's financial statements and on the Company's internal control over financial reporting. Their opinions are based on procedures that they believe to be sufficient to provide reasonable assurance that the financial statements contain no material errors and that the Company's internal controls are effective.

By order of the Board

Saiham Textile Mills Ltd.



(S.M. Faisal)
Managing Director

Annexure: I

The Key Operating and Financial Data :

(Taka in Crore)

Financial Highlights

Particulars	2022-2023	2021-2022	2020-2021 Restated	2019-2020	2018-2019
Turnover	304.67	266.04	257.04	164.23	259.92
Gross profit	14.63	26.32	28.45	9.49	33.42
Net profit after tax	(4.41)	12.36	10.07	(7.82)	(8.77)
Net cash operating activities	(92.56)	19.2	6.17	20.06	10.82

Table: Summary of Balance Sheet

Particulars	2022-2023	2021-2022	2020-2021	2019-2020	2018-2019
Authorized capital	150.00	150.00	150.00	150.00	150.00
Paid-up capital	90.56	90.56	90.56	90.56	90.56
Reserve and surplus	110.66	118.56	107.37	88.89	96.79
Shareholders' equity	378.91	393.08	388.59	377.25	392.79
Non-current liabilities	41.60	43.41	44.82	51.64	54.02
Current liabilities	206.04	121.33	150.20	164.09	136.31
Total Liabilities	247.64	164.74	195.02	215.73	190.33
Non-current Assets	318.55	333.31	349.24	363.75	381.12
Current Assets	308.00	224.52	234.37	229.23	202.00
Total Assets	626.55	557.82	583.61	592.99	583.13
Net Assets	378.91	393.08	388.59	377.26	392.80
Book value per share	10.00	10.00	10.00	10.00	10.00
Earning per share	-0.49	1.37	1.11	0.86	(0.97)
Dividend per share :					
Cash	-	10%	10%	-	10%
Stock	-	-	-	-	-
Number of shareholders	7838	7324.00	7,341.00	4,853.00	4,379.00

Table : Ratios

Particulars	2022-2023	2021-2022	2020-2021 Restated	2019-2020	2018-2019
Debt to Equity Ratio	0.65	0.42	0.5	0.25	0.48
Current Ratio	1.49	1.85	1.56	1.4	1.48
Gross profit/Sales (%)	4.80	9.89	11.07	6.00	12.86
Operating profit/Sales (%)	0.58	4.90	5.70	5.00	5.81
Profit after tax/Sales (%)	(1.45)	4.65	3.92	(0.50)	(3.37)
Return on Asset (%)	(0.38)	2.81	2.39	1.32	1.26
Return on Equity (%)	(0.58)	4.10	3.67	(2.78)	(4.68)

Khan Wahab Shafique Rahman & Co.

CHARTERED ACCOUNTANTS

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Report to the shareholders of Saiham Textile Mills Limited on compliance on the Corporate Governance Code

We have examined the compliance status to the Corporate Governance Code by **Saiham Textile Mills Limited** for the year ended on 30 June 2023. This Code relates to the Notification No. **BSEC/CMRRCD/2006-158/207/Admin/80** dated 03 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 a scrutiny and verification and an independent audit on compliance of the conditions of the Corporate Governance Code as well as the provisions of relevant Bangladesh Secretarial Standards (BSS) as adopted by Institute of Chartered Secretaries of Bangladesh (ICSB) in so far as those standards are not inconsistent with any conditions 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.

Place: Dhaka
Dated: November 26, 2023

KHAN WAHAB SHAFIQUE RAHMAN & CO. Chartered Accountants

Md. Tanjilur Rahman FCA
Partner
Khan Wahab Shafique Rahman & Co.
Chartered Accountants

HEAD OFFICE : RUPALI BIMA BHABAN, 7, RAJUK AVENUE (5TH & 6TH FLOOR), MOTIJHEEL, DHAKA-1000, Tel: 47122785, 223385136, 47122824
FAX: 880-2-47122824, E-mail: info@kwsrbd.com, kwsr@dhaka.net, Web: www.kwsrbd.com
BRANCH OFFICE : FARUK CHAMBER (9TH FLOOR), 1403 SK. MUJIB ROAD, AGRABAD C/A, DOUBLE MOORING, CHATTOGRAM, BANGLADESH
Tel: 02333320056, E-mail: kwsrctg@gmail.com

Annexure: C

Status of compliance with the conditions imposed by the Bangladesh Securities and Exchange Commission's Notification No. BSEC/CMRRCD/ 2006-158/207/Admin/80, dated 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 (in any)
		Complied	Not complied	
	Board of Directors			
1(1)	Board Size: The number of the board member shall not be less than 05 (Five) and more than 20 (Twenty)	√		There are 7 (Seven) members in the board
1(2) (a)	At least one fifth (1/5) of the total number of directors in the company's Board shall be independent directors.	√		There are 2 (Two) Independent Director in the board
	Independent Directors			
1(2)(b)(i)	Independent Director does not hold any share in the company or holds less than one percent (1%) shares of the total paid-up.	√		Does not hold any shares
1(2)(b)(ii)	Independent Director is not a sponsor of the company and is not connected with the company's any sponsor or director or shareholder who holds one percent (1%) or more shares of the total paid-up shares of the company on the basis of family relationship. His/her family members also should 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)	Does not have any other relationship, whether pecuniary or otherwise, with the company or its subsidiary/associated companies	√		Independent Director have no relationship
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)	Independent Director is not a partner or an executive or was not a Partner or and executive during the preceding 3(three) years of the concerned company's statutory audit firm	√		
1(2)(b)(viii)	Independent Director shall not be an independent director in more than 5 (Five) listed companies	√		
1(2)(b)(ix)	Independent Director has not been convicted by a court of competent jurisdiction as a defaulter in payment of any loan to a bank or a non-Bank financial Institution (NBFI)	√		
1(2)(b)(x)	Independent Director has not been convicted for a criminal offence involving moral turpitude	√		
1(2)(c)	The independent director(s) shall be appointed by the Board and approved by the shareholders in the Annual General Meeting (AGM);	√		Appointments are duly approved at AGM
1(2)(d)	The post of independent director(s) cannot remain vacant for more than 90(ninety) days	√		No Vacancy

1(2)(e)	The tenure of office of an independent director shall be for a period of 3(three) years, which may be extended for 1(one) tenure only.	√		Mr.Mohammad Nazmul Hasan, FCA and Tariquzzaman Khan, FCA are holding office for 2nd term.
	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 and corporate laws and can make meaningful contribution to business.	√		
1(3)(b)(i)	Business leader who is or was a promoter or director of an unlisted company having minimum paid-up capital of taka 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			N/A
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 list 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 & Management Accountant or Chartered Financial Analyst or Chartered Certified Accountant or Certified Public Accountant or Chartered Management Accountant or Chartered Secretary or equivalent qualification;	√		
1(3)(c)	The Independent director shall have a at least 10 (Ten) years of experience in any field mentioned in clause (b);	√		
1(3)(d)	In special cases, the above qualification or experiences may be relaxed subject to prior approval of the commission.			N/A
1(4)(a)	The position 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;	√		Engr. Ishtiaq Ahmed Chairman Mr. S.M. Faisal Managing Director
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 & 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 executive directors as Chairperson for those particulars. Boards Meeting; the Reason of absence of the regular Chairperson shall be duly recorded in the minutes.	√		
	The Directors' Report to Shareholders			
1(5)(i)	An Industry outlook and possible future developments in the industry;	√		Stated in the Directors" Report
1(5)(ii)	The segment-wise or product-wise performance;	√		Do
1(5)(iii)	Risks and concerns including internal and external risk factors, threat to sustainability and negative impact on environment, if any;	√		Do
1(5)(iv)	A discussion on Cost of Goods sold, Gross Profit Margin and Net Profit Margin	√		Do
1(5)(v)	Discussion on Continuity of any Extra-Ordinary gain or loss	√		Do
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;	√		Do
1(5)(vii)	Utilization of proceeds from public issues, rights issues and/or through any others instruments.			N/A
1(5)(viii)	An explanation if the financial results deteriorate after the company goes for Initial Public Offering (IPO), Repeat Public Offering (RPO), Rights Offer, Direct Listing etc.			N/A
1(5)(ix)	If significant variance occurs between Quarterly financial Performance and Annual Financial Statements the management shall explain about the variance on their Annual Report.	√		Stated in the Directors" Report
1(5)(x)	Remuneration to directors including independent directors	√		Independent Directors have not taken any remuneration except meeting fee
1(5)(xi)	The financial statements prepared by the management of the issuer company present fairly its state of affairs, the result of its operations, cash flows and changes in equity	√		Stated in the Directors" Report
1(5)(xii)	Proper books of account of the issuer company have been maintained	√		Do
1(5)(xiii)	Appropriate accounting policies have been consistently applied in preparation of the financial statements and that the accounting estimates are based on reasonable and prudent judgment	√		Do
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;	√		Do
1(5)(xv)	The system of internal control is sound in design and has been effectively implemented and monitored.	√		Do
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;	√		Do
1(5)(xvii)	There are no significant doubts upon the issuer company's ability to continue as a going concern. If the issuer company is not considered to be a going concern, the fact along with reasons thereof should be disclosed;	√		Do

1(5)(xviii)	Significant deviations from the last year's operating results of the issuer company shall be highlighted and the reasons thereof should be explained.	√		Do
1(5)(xix)	Key operating and financial data of at least preceding 5(five) years shall be summarized	√		
1(5)(xx)	If the issuer company has not declared dividend (cash or stock) for the year	√		The Board declared No dividend
1(5)(xxi)	Board's statement of the effect that no bonus share or stock dividend has been or shall be or declared as interim dividend;	√		Stated in the Directors" Report
1(5)(xxii)	The number of Board meetings held during the year and attendance by each director shall be disclosed.	√		8 (Eight) Board meeting held
1(5)(xxiii)(a)	Parent/Subsidiary/Associated Companies and other related parties(name wise details)	√		Stated in the Annual Report.
1(5)(xxiii)(b)	Directors, Chief Executive Officer, Company Secretary, Chief Financial Officer, Head of Internal Audit and their spouses and minor children (name wise details)	√		Stated in the Annual Report.
1(5)(xxiii)(c)	Executives; and	√		Stated in the Annual Report.
1(5)(xxiii)(d)	Shareholders holding ten percent (10%) or more voting interest in the company (name wise details)	√		Stated in the Annual Report.
1(5)(xxiv)(a)	A brief resume of the director	√		Do
1(5)(xxiv)(b)	Nature of his/her expertise in specific functional areas	√		Do
1(5)(xxiv)(c)	Names of companies in which the person also holds the directorship and the membership of committees of the board.	√		Do
1(5)(xxv)(a)	Accounting Policies and estimation for preparation of financial statements;	√		Stated in the Annual Report.
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;	√		Stated in the Annual Report.
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 years with immediate preceding Five years explaining reasons thereof;	√		Stated in the Annual Report.
1(5)(xxv)(d)	Compare such financial performance or results and financial position as well as cash flows with the peer industry scenario;	√		Stated in the Annual Report.
1(5)(xxv)(e)	Briefly explain the financial and economic scenario of the country and the globe;	√		Stated in the Annual Report.
1(5)(xxv)(f)	Risks and concerns issues related to the financial statements, explaining such risk and concerns mitigation plan of the company; and	√		Stated in the Annual Report.
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 ;	√		Stated in the Annual Report.
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	√		Declaration included in the Annual Report
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	√		The Certificate is shown in the Annual Report.

1 (6)	The company shall conduct its board meeting 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)(a)	The board shall lay down a code of conduct, based on the recommendation of the Nomination & 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, employee, customers and suppliers; and independency.	√		The Code of conduct is posted in the company's website.
	Governance of Board of Directors of Subsidiary Company			
2 (a)	Provisions relating to the composition of the Board of Directors of the holding company shall be made applicable to the compositions of the Board of Directors of the subsidiary company			N/A
2 (b)	At least 1(one) independent director on the Board of Directors of the holding company shall be a director on the Board of Directors of the subsidiary company			N/A
2 (c)	The minutes of the Board meeting of the subsidiary company shall be placed for review at the following Board meeting of the holding company			N/A
2 (d)	The minutes of the respective Board meeting of the holding company shall state that they have reviewed the affairs of the subsidiary company also			N/A
2 (e)	The Audit Committee of the holding company shall also review the financial statements, in particular the investments made by the subsidiary company			N/A
	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)(a)	The board shall appoint a Managing Director (MD) or Chief Executive officer (CEO), a Company Secretary (CS), a Chief Financial Officer (CFO) and Head of internal Audit and Compliance (HIAC)	√		In practice
3(1)(b)	The Position of the Managing Director (MD) or Chief Executive officer (CEO), Company Secretary (CS), Chief Financial Officer (CFO) and Head of Internal Audit and Compliance (HIAC) shall be filled by different individuals'	√		Do
3(1)(c)	The MD and 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 stocks Exchange(s)	√		
3(2)	The MD or CEO, CS, CFO and HIAC of the company shall attend the meeting 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.	√		In practice

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	√		Due Diligence Certificate by MD and CFO
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;	√		Do
3(3)(b)	The MD or CEO and CFO shall also certify that there are, to the best of knowledge and belief, no transaction entered into by the company during the year which are fraudulent, illegal or in violation of the code of conduct for the company's board or its members.	√		Do
3(3)(c)	The certification of the MD or CEO and CFO shall be disclosed in the annual report.	√		Do
	Board of Directors' Committee			
4(i)	Audit Committee; and	√		Do
4(ii)	Nomination and Remuneration committee.	√		Do
	Audit Committee			
5(1)(a)	The company shall have an Audit Committee as a sub-committee of the Board	√		Do
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	√		Do
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	√		Do
5(2)(a)	The Audit Committee shall be composed of at least 3 (three) members	√		Audit Committee comprised of 3 (Three) members
5(2)(b)	The Board shall appoint members of the Audit Committee who shall be non-executive directors of the company excepting Chairperson of the Board and shall include at least 1 (one) independent director;	√		Non-Executive Directors are appointed by the board
5(2)(c)	All members of the audit committee should be "financially literate" and at least 1(one) member shall have accounting or related financial management background and 10 (ten) years of such experience.	√		
5(2)(d)	When the term of service of any committee member expires or there 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 constituted without at least 1(one) independent director	√		
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.	√		Mr. Nazmul Hossain, FCA is Chairman of Audit Committee who is an Independent Director

5(3)(b)	In the absence of the chairpersons of the audit committee , the remaining members may elect on of themselves as chairpersons for that particulars 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 the regular chairperson shall be duly recorded in the minutes.			No such issue
5(3)(c)	Chairperson of the Audit Committee shall remain present in the Annual General Meeting (AGM)	√		Present
5(4)(a)	The Audit committee shall conduct at least its four meetings in a financial year	√		4 (Four) meetings held in the reporting year
5(4)(b)	The quorum of the meeting of the audit committee shall be constituted in presence of either two members or two–third of the members of the audit committee, whichever is higher, where presence of an independent director is a must.	√		
5(5)(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/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 purposes stated in relevant offer document or prospectus approved by the Commission:			No such issue
5(6)(a)(i)	The Audit Committee shall report on its activities to the Board.	√		
5(6)(a)(ii)(a)	Report on conflicts of interests;			No such issue
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 issue
5(6)(a)(ii)(c)	Suspected infringement of laws, regulatory compliances including securities related laws, rules and regulations; and			No such issue
5(6)(a)(ii)(d)	Any other matter which the Audit Committee deems necessary shall be disclosed to the Board immediately;			No such issue

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 issue
5(7)	Reporting to the Shareholders and General Investors: Report on activities carried out by the Audit Committee, including any report made to the Board under condition No. 5(6)(a)(ii) above during the year, shall be signed by the Chairperson of the Audit Committee and disclosed in the annual report of the issuer company.	√		The Audit Committee Report signed by the Chairman and disclosed in the Annual Report
	Nomination and Remuneration Committee (NRC)			
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).	√		Stated in the Annual Report
6(2)(a)	The Committee shall comprise of at least three members including an independent director;	√		
6(2)(b)	All members of the Committee shall be non-executive directors;	√		
6(2)(c)	Members of the Committee shall be nominated and appointed by the Board;	√		
6(2)(d)	The Board shall have authority to remove and appoint any member of the Committee;	√		
6(2)(e)	In case of death, resignation, disqualification, or removal of any member of the Committee or in any other cases of vacancies, the board shall fill the vacancy within 180 (one hundred eighty) days of occurring such vacancy in the Committee;			No such issue
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 issue
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)(a)	The Board shall select 1 (one) member of the NRC to be Chairperson of the Committee, who shall be an independent director;	√		The NRC Chairman selected by the Board from an Independent Directors.
6(3)(b)	In the absence of the Chairperson of the NRC, the remaining members may elect one of themselves as Chairperson for that particular meeting, the reason of absence of the regular Chairperson shall be duly recorded in the minutes;			No such issue
6(3)(c)	The Chairperson of the NRC shall attend the annual general meeting (AGM) to answer the queries of the shareholders: Provided that in absence of Chairperson of the NRC, any other member from the NRC shall be selected to be present in the annual general meeting (AGM) for answering the shareholder's queries and reason for absence of the Chairperson of the NRC shall be recorded in the minutes of the AGM.	√		Attended in the last AGM.
6(4)(a)	The NRC shall conduct at least one meeting in a financial year;	√		1(One) meeting held in the reporting year
6(4)(b)	The Chairperson of the NRC may convene any emergency meeting upon request by any member of the NRC;	√		
6(4)(c)	The quorum of the meeting of the NRC shall be constituted in presence of either two members or two third of the members of the Committee, whichever is higher, where presence of an independent director is must as required under condition No. 6(2)(h);	√		In practice
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.	√		Do
6(5)(a)	NRC shall be independent and responsible or accountable to the Board and to the shareholders;	√		Do
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;	√		Do
6(5)(b)(i)(b)	The relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and	√		Do
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;	√		Do
6(5)(b)(ii)	Devising a policy on Board's diversity taking into consideration age, gender, experience, ethnicity, educational background and nationality;	√		Do
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;	√		Do
6(5)(b)(iv)	Formulating the criteria for evaluation of performance of independent directors and the Board;	√		Do
6(5)(b)(v)	Identifying the company's needs for employees at different levels and determine their selection, transfer or replacement and promotion criteria; and	√		Do
6(5)(b)(vi)	Developing, recommending and reviewing annually the company's human resources and training policies;	√		Do

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.	√		Do
	External or Statutory Auditors			
7.1	The issuer company shall not engage its external or statutory auditors to perform the following service of the company, namely	√		Declared by the Auditor's
7(1)(i)	Appraisal or valuation services or fairness opinions;	√		Do
7(1)(ii)	Financial information systems design and implementation;	√		Do
7(1)(iii)	Book-keeping or other services related to the accounting records or financial statements;	√		Do
7(1)(iv)	Broker-dealer services;	√		Do
7(1)(v)	Actuarial services;	√		Do
7(1)(vi)	Internal audit services or special audit services;	√		Do
7(1)(vii)	Any service that the Audit Committee determines;	√		Do
7(1)(viii)	Audit or certification services on compliance of corporate governance as required under condition No. 9(1); and	√		Do
7(1)(ix)	Any other service that creates conflict of interest.			Do
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:	√		Do
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.	√		Attended in the last AGM.
	Maintaining a website by the Company			
8(1)	The company shall have an official website linked with the website of the stock exchange.	√		In practice
8(2)	The company shall keep the website functional from the date of listing.	√		Do
8(3)	The company shall make available the detailed disclosures on its website as required under the listing regulations of the concerned stock exchange(s).	√		Do
	Reporting and Compliance of Corporate Governance			
9(1)	The company shall obtain a certificate from a practicing Professional Accountant or Secretary (Chartered Accountant or Cost and Management Accountant or Chartered Secretary) other than its statutory auditors or audit firm on yearly basis regarding compliance of conditions of Corporate Governance Code of the Commission and shall such certificate shall be disclosed in the Annual Report.	√		Certificate from Khan Wahab Shafique Rahman & Co.
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.	√		Khan Wahab Shafique Rahman & Co. is duly appointed in AGM
9(3)	The directors of the company shall state, in accordance with the Annexure-C attached, in the directors' report whether the company has complied with these conditions or not.	√		Annexure -C in the Annual Report

MANAGING DIRECTOR & CFO'S DECLARATION TO THE BOARD OF DIRECTORS

The Board of Directors
Saiham Textile Mills Ltd.
Saiham Tower (11th Floor), House # 34
Road # 136, Gulshan-1, Dhaka-1212

Subject : Managing Director & CFO's Declaration to the Board of Directors.

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

(1) The Financial Statements of Saiham Textile Mills Limited for the year ended on June 30, 2023 have been prepared in compliance with International Accounting Standards (IAS) or International Financial Reporting Standards (IFRS), as applicable in the Bangladesh and any departure there from has been adequately disclosed;

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

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

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

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

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

In this regard, we also certify that :-

(i) We have reviewed the Financial Statements for the year ended on June 30, 2023 and that to the best of our knowledge and belief:

   (a) these statements do not contain any materially untrue statements or omit any material fact or contain statements that might be misleading;

   (b) these statements together present a true and fair view of the company's affairs and are in compliance with existing accounting standards and applicable laws.

(ii) There are, to the best of knowledge and belief, no transaction entered into by the company during the year which are fraudulent, illegal or violation of the company's code of conduct.

Sincerely yours,



(S.M.Faisal)
Managing Director



Md. Abu Bakar Siddique
Chief Financial Officer (CFO)

INDEPENDENT AUDITORS' REPORT

TO THE SHARE HOLDERS OF SAIHAM TEXTILE MILLS LIMITED
REPORT ON THE AUDIT OF THE FINANCIAL STATEMENTS

Opinion

We have audited the financial statements of **Saiham Textile Mills Limited** (the "Company"), which comprise the statement of financial position as at June 30, 2023, and the statement of profit or loss and other comprehensive income, statement of changes in equity and statement of cash flows for the year then ended, and notes to the financial statements, including summary of significant accounting policies and other explanatory information disclosed in notes 1 to 37 & Annexure-A to D.

In our opinion, the accompanying financial statements presents fairly in all material respects the financial position of the financial position of the Company as at June 30, 2023, and of its financial performance and its cash flows for the year then ended in accordance with International Financial Reporting Standards (IFRSs), the Companies Act 1994, the Securities and Exchange rules 2020 and other applicable laws and regulations.

Basis for Opinion

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

Emphasis of Matters:

1. We were not provided Trust Deed copy of gratuity fund.
2. We have sent balance confirmation letter to confirm Cash at Bank and Advances Deposits and prepayments, and Trade and other Payables among those we didn't receive reply of some letters:

Particulars	Confirmation sent (BDT)	Confirmation not receipt (BDT)
Trade and other Payables	13,589,533	4,262,378
Advance Deposit and Prepayment	4,249,798	1,739,798

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 year. 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
Turnover	
The Company has made net sales of Tk. 3,046,676,008 during the year. In the process of recovering from epidemic, their sales have been increased compared to the last year. Recognition of the revenue of Saiham Textile Mills Limited has been considered complex to several types of contracts based mainly on export sales, as well as high sales volume comparing to the last few years' performance. This matter is considered a key matter due to the level of judgment required to determine the timing of revenue recognition and measurement.	Our procedure includes: 1. Reviewing the director's assessment of selecting the major customer, ensuring the veracity of the data presented and assessing management's consideration of this process; 2. Assessing completeness and accuracy of the data used for recognition of revenue; 3. Reviewing the company's revenue recognition policies, accounting guidelines and disclosures to assess conformity with IFRS 15 "Revenue from Contracts with Customers". 4. Evaluating the appropriateness of the notes related to the company's revenue;
Refer "Turnover" of the Financial Statements.	
Acquisition of Property, Plant & Equipment	
At the end of the year the company recorded total Property, Plant & Equipment Tk. 3,176,435,251 (Carrying Amount). There is a risk that the assets being overvalued, either by inflating cost or valuation	Our procedure includes: 1.Testing relevant controls within the purchase and measurement process of the non-current assets; 2.Recalculating the depreciation and amortization of the non-current assets; 3. Evaluating the basis for the rate of charging amortization and depreciation and determination of useful life; 4. Identifying if there is any impairment indicator; 5. Assessing the justification of the valuation.
Refer note no. 3 to the Statement of financial position.	

Inventory	
The company had inventory of Tk. 1,130,670,218 at June 30, 2023 held in the factory, godown and across multiple product lines. Inventories are carried at the lower of cost and net realizable value. As a result, the management applies judgment in determining the appropriate values for slow-moving or obsolete items.	Our procedure includes: 1. Evaluating the design and implementation of key inventory controls operating across the company, including stock in the factory and in the godowns; 2. Checking the management's inventory count sheet and reconciling the count result to the inventory listing to test the completeness of data; 3. Comparing the net realizable value, obtained through a detailed review of sales subsequent to the year-end, tot the cost price of a sample of inventories;
Refer note no. 5 to the Statement of Financial Position.	
Unrealized Gain / (Loss) for change in exchange rate of foreign Currency	
Total unrealized loss for change in exchange rate of foreign currency is Tk. 42,374,760 during this period. This is mainly because of EDF Long Term and Short Term Loan.	Our procedure includes: 1. We reviewed the appropriateness of the calculation and the treatment of loss made in the Income Statement. 2. We have check the balance of Foreign Currency loan balance and Currency rate.
Refer "Unrealized Gain / (Loss) for change in exchange rate of foreign Currency" of the Financial Statements.	
Measurement and Recognition Deferred Tax Liability	
The Company reported net deferred tax liability total Tk. 415,990,627 as at 30 June 2023. Because of reduction in the rate of tax during the year there has been income in deferred tax for Tk. 7,074,041 Significant judgment is required in relation to deferred tax liability as their adjustability is dependent on forecasts of future.	Our procedure includes: 1. Evaluating the design and tested the operational effectiveness of the Company's key controls over the recognition and measurement of Deferred Tax Assets and Liabilities and the assumptions used in estimating the future taxable expense of the company; 2. Assessing the completeness and accuracy of the data used for the estimations of future taxable expense/income;

	3. Evaluating the reasonableness of key assumptions, timing of reversal of temporary differences and expiration of tax loss carry forwards, recognition and measurement of Deferred Tax Liability; 4. Testing the tax implications, the reasonableness of estimates and calculations determined by management; and 5. Finally assessed the appropriateness and presentation of disclosures against IAS 12 Income Tax.
Refer note no. 11 to the Statement of Financial Position.	
Provision for Current Income Tax	
Provision for the income tax requires the consideration of income from Export Sales.	Our procedure includes: 1. Reviewing the tax calculation work flows and related details. To be specific, our substantive testing procedures included the following; 2. Current tax has been calculated on the basis of add and back some inadmissible and admissible expenses respectively as per ITO 1984; 3. Tax on income from export was derived properly; and
Refer note no. 14 to the Statement of Financial Position.	

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 auditors' 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

Management is responsible for the preparation and fair presentation of the financial statements in accordance with International Financial Reporting Standards (IFRSs), the Companies Act 1994 other applicable laws and regulation and the Securities and Exchange Rules 2020 and other applicable laws and regulations and for such internal control as management determines is necessary to enable the preparation financial statements that are free from material misstatement, whether due to fraud or error.

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

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

Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with 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 consolidated and separate financial statements.

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

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

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

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

- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditors' 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 auditors' report. However, future events or conditions may cause the Group and the Company to cease to continue as a going concern.

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

- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the group to express an opinion on the financial statements. We are responsible for the direction, supervision and performance of the Company audit. We remain solely responsible for our audit opinion.

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

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

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

Report on other Legal and Regulatory Requirements

In accordance with the Companies Act 1994 and the Securities and Exchange Rules 2020 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 purposes of our audit and made due verification thereof;

b) In our opinion, proper books of accounts, as records and other statutory books as required by law have been kept by the Saiham Textile Mills Limited so far as it appeared from our examination of these books;

c) The statements of financial position and statement of profit or loss and other comprehensive income dealt with by the report are in agreement with the books of accounts and returns; and

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

Firms' Name : **Rahman Mostafa Alam & Co.**, Chartered Accountants

Signature :

Auditor's Name : Md. Mustafizur Rahman FCA, Partner/Enr No.: 218

Date : November 09, 2023

Place : Dhaka

DVC : 2311090218AS609559

Saiham Textile Mills Limited

Statement of Financial Position

As at June 30, 2023

Particulars	Notes	Amount in Taka	
		June 30, 2023	June 30, 2022
ASSETS:			
Non-Current Assets:			
Property, Plant and Equipment	**3.00**	3,174,532,041	3,322,862,175
Investment in property	**4.00**	1,903,210	2,003,378
Investment	**5.00**	9,031,468	8,191,488
Total Non-Current Assets		**3,185,466,719**	**3,333,057,042**
Current Assets:			
Inventories	**6.00**	1,130,670,218	700,784,912
Trade and Other Receivables	**7.00**	1,865,909,755	1,310,712,738
Advance, Deposits and Pre-payments	**8.00**	49,964,086	122,835,445
Cash and Cash Equivalents	**9.00**	33,492,691	110,845,033
Total Current Assets		**3,080,036,750**	**2,245,178,128**
Total Assets		**6,265,503,469**	**5,578,235,170**
EQUITY AND LIABILITIES:			
Shareholder's Equity:			
Share Capital	**10.00**	905,625,000	905,625,000
Share Premium		727,500,000	727,500,000
Revaluation Surplus	**11.00**	1,776,912,582	1,839,624,804
Retained Earnings		379,090,852	458,061,026
Total Shareholders Equity		**3,789,128,434**	**3,930,810,830**
Non-Current Liabilities:			
Deferred tax liabilities	**12.00**	415,990,627	434,131,530
Total Non-Current Liabilities		**415,990,627**	**434,131,530**
Current Liabilities:			
Short Term Loan	**13.00**	1,961,556,595	890,283,521
Trade & Other Creditors	**14.00**	15,260,402	196,704,333
Income tax provision	**15.00**	-	48,573,501
Payable and Accruals	**16.00**	79,235,587	75,477,343
Unclaimed Dividend	**17.00**	4,331,824	2,254,112
Total Current Liabilities		**2,060,384,408**	**1,213,292,810**
Total Liabilities		**2,476,375,035**	**1,647,424,340**
Total Equity and Liabilities		**6,265,503,469**	**5,578,235,170**
Net Assets Value per Share	**24.00**	**41.84**	**43.40**

The annexed notes 1 to 37 and annexure A to D form an integral part of these financial statements.

S.M. Faisal **Managing Direrctor** **Saiham Textile Mills Ltd.**	**Syed Ishtiaq Ahmed** **Director** **Saiham Textile Mills Ltd.**	**Md. Neyamat Ullah** **Company Secretary** **Saiham Textile Mills Ltd.**

Date : October 28, 2023

Place : **Dhaka**

Signed in term of our separate report of event date.

Firms' Name : **Rahman Mostafa Alam & Co. Chartered Accountants**

Signature :

Auditor's Name : **Md. Mustafizur Rahman FCA, Partner/Enr No.: 218**

Date : November 09, 2023

Place : **Dhaka**

DVC : 2311090218AS609559

Saiham Textile Mills Limited

Statement of Profit or Loss and Other Comprehensive Income

For the year ended on June 30, 2023

Particulars	Notes	Amount in Taka	
		July 01, 2022 to June 30, 2023	July 01, 2021 to June 30, 2022
Turnover		3,046,676,008	2,660,355,739
Cost of goods sold	18.00	(2,900,349,617)	(2,392,721,298)
Gross Profit		**146,326,391**	**267,634,441**
Administrative and marketing expenses	19.00	(84,980,880)	(101,976,780)
Financial expenses	20.00	(43,594,924)	(35,173,598)
Operating Profit		**17,750,587**	**130,484,062**
Non-operating income/(Loss)	21.00	1,017,874	336,447
Other income	22.00	1,238,200	-
Unrealized gain/(loss) for change in exchange rate of foreign currency		(42,374,760)	37,339,005
Operating Profit Before WPPF		**(22,368,099)**	**168,159,515**
Expenses for WPPF		-	(8,007,596)
Profit before Tax		**(22,368,099)**	**160,151,919**
Provision for Tax		**(21,706,159)**	**(36,508,751)**
Current Tax	15.00	(28,114,033)	(38,766,730)
Prior Year Tax		(666,167)	-
Deferred Tax	12.1.1	7,074,041	2,257,979
Net Profit after Tax		**(44,074,258)**	**123,643,168**
Other Comprehensive Income/(Loss)		-	-
Total Comprehensive Income for the year		**(44,074,258)**	**123,643,168**
Earnings Per Share (EPS)	**23.00**	**(0.49)**	**1.37**

The annexed notes 1 to 37 and annexure A to D form an integral part of these financial statements.

S.M. Faisal
Managing Direrctor
Saiham Textile Mills Ltd.

Syed Ishtiaq Ahmed
Director
Saiham Textile Mills Ltd.

Md. Neyamat Ullah
Company Secretary
Saiham Textile Mills Ltd.

Date : October 28, 2023
Place : **Dhaka**

Signed in term of our separate report of event date.

Firms' Name : **Rahman Mostafa Alam & Co. Chartered Accountants**
Signature :
Auditor's Name : **Md. Mustafizur Rahman FCA, Partner/Enr No.: 218**
Date : November 09, 2023
Place : **Dhaka**
DVC : 2311090218AS609559

Saiham Textile Mills Limited

Statement of Changes in Equity

For the year ended on June 30, 2023

Particulars	Share capital	Share premium of Rights Share	Revaluation surplus	Retained earnings	Total equity
Balance as at July 01, 2022	**905,625,000**	**727,500,000**	**1,839,624,804**	**458,061,026**	**3,930,810,830**
Net Profit after Tax	**-**	**-**	**-**	(44,074,258)	**(44,074,258)**
Adjustment for depreciation on revalued assets	-	-	(73,779,084)	73,779,084	**-**
Adjustment for revaluation of P.P.E and deferred tax	-	-	11,066,863	-	**11,066,863**
Cash Dividend paid for 2021-2022	-	-	-	(108,675,000)	**(108,675,000)**
Balance as at June 30, 2023	**905,625,000**	**727,500,000**	**1,776,912,582**	**379,090,852**	**3,789,128,434**

Particulars	Share capital	Share premium of Rights Share	Revaluation surplus	Retained earnings	Total equity
Balance as at July 01, 2021	**905,625,000**	**727,500,000**	**1,906,570,232**	**346,191,285**	**3,885,886,517**
Net Profit after Tax	**-**	**-**	**-**	123,643,168	123,643,168
Adjustment for depreciation on revalued assets	-	-	(78,759,327)	78,759,327	-
Adjustment for revaluation of P.P.E and deferred tax	-	-	11,813,899	-	11,813,899
Adjustment Security Deposit with Jalalabad Gas	-	-	-	29,745	29,745
Cash Dividend paid for 2020-21	-	-	-	(90,562,500)	(90,562,500)
Balance as at June 30, 2022	**905,625,000**	**727,500,000**	**1,839,624,804**	**458,061,026**	**3,930,810,830**

S.M. Faisal
Managing Direrctor
Saiham Textile Mills Ltd.

Syed Ishtiaq Ahmed
Director
Saiham Textile Mills Ltd.

Md. Neyamat Ullah
Company Secretary
Saiham Textile Mills Ltd.

Saiham Textile Mills Limited
Statement of Cash Flows
For the year ended June 30, 2023

Particulars	Notes	Amount in Taka	
		July 01, 2022 to June 30, 2023	July 01, 2021 to June 30, 2022
A. Cash Flows From Operating Activities :			
Collection from customers	33.00	2,518,210,716	2,391,086,845
Collection from non-operating income & other income	34.00	2,256,074	336,447
Payment for cost and expenses	35.00	(3,368,705,859)	(2,184,543,452)
Income tax paid		(77,353,701)	(14,888,150)
Net cash used in operating activities		**(925,592,770)**	**191,991,689**
B. Cash Flows From Investing Activities :			
Acqusition of property, plant and equipment		(816,258)	(418,180)
Investment in FDR		(839,980)	(270,711)
Net cash flows from investing activities		**(1,656,238)**	**(688,891)**
C. Cash Flows From Financing Activities :			
Short-term loan		1,002,022,698	(29,765,242)
Interest paid on borrowings		(43,594,924)	(35,173,598)
Dividend paid		(108,675,000)	(90,562,500)
Net cash flows from financing activities		**849,752,774**	**(155,501,340)**
D. Net Increase/(Dicrease) in Cash & Cash Equivalents : (A+B+C)		**(77,496,234)**	**35,801,458**
Cash & Cash Equivalents at beginning of the year		110,845,033	74,626,118
Effects of exchange rate changes		143,891	417,455
Cash & Cash Equivalents at end of the year		**33,492,691**	**110,845,033**
Net Operating Cash Flow Per Share (NOCFPS)	**36.00**	**(10.22)**	**2.12**

S.M. Faisal
Managing Direrctor
Saiham Textile Mills Ltd.

Syed Ishtiaq Ahmed
Director
Saiham Textile Mills Ltd.

Md. Neyamat Ullah
Company Secretary
Saiham Textile Mills Ltd.

Saiham Textile Mills Limited
Notes to the Financial Statements
As at and for the year ended June 30, 2023

1 Status and Activities:

1.1 Legal form of the Enterprise:

Saiham Textile Mills Limited was incorporated in Bangladesh on March 27, 1981 as a Public Limited Company under the Companies Act, 1913 (Subsequently repealed by the Companies Act, 1994) and listed with Dhaka Stock Exchange in the month of August, 1988. The registered Office of the company is situated at Noyapara, Saiham Nagar, Habiganj and Dhaka office is situated at House # 34, Road # 136, Gulshan-01, Dhaka-1212.

1.2 Issue of Right Share:

Saiham Textile Mills Limited had issued 5,00,00,000 Rights Share of Tk. 10/= each at Tk. 25/= each including Premium of Tk. 15/= per share to general public in the ratio of 2:1 Rights Share (two Right Share for each existing one share) against present 2,50,00,000 Ordinary Shares after obtaining consent from Bangladesh Securities & Exchange Commission (BSEC) vide their letter no SEC/CI/RI-65/2011/905 dated: December 20, 2011.

The purpose of issuance of Right Share was to expand the companies business by establishing a new and modernized Melange Spinning Unit having 30,960 spindles.

Accordingly, the Melange Spinning unit of Saiham Textile Mills Ltd. started commercial production on 16th July 2013 and it is now running smoothly.

1.3 Nature of Business Activities:

The company produces various counts of quality yarn in both Spinning & Melange unit.

2. Significant Accounting Policies and basis of preparation of the Financial Statements:

2.1 Statement of Compliance:

The Financial Statements have been prepared and disclosures of information made in accordance with the requirements of the Company Act 1994, the Bangladesh Securities and Exchange Rules 2020 and International Financial Reporting Standards (IFRS).

2.2 Basis of Preparation:

The Financial Statements of the company have been prepared Going Concern basis based on the accrual basis except interest on FDR of accounting following under the historical cost convention.

2.3 Basis of Reporting:

Financial Statements are prepared and presented for external users by the enterprise in accordance with identified reporting framework. Presentation has been made in compliance with the standards adopted by the ICAB for reporting, IAS- 1 "Presentation of Financial Statements**".**

2.4 Compliance with Financial Reporting Standards as applicable in Bangladesh

The Companies complied, as per Para 12 of Securities & Exchange Rule 2020, with the following International Accounting Standards (IASs) as adopted by The Institute of

Chartered Accountants of Bangladesh (ICAB) in preparing the financial statements of the Company subject to departure where we have followed:

Sl. No.	Standard Number	Title of Standards	Compliance Status
01	IAS 01	Presentation of Financial Statements	Complied
02	IAS 02	Inventories	Complied
03	IAS 07	Statement of Cash Flows	Complied
04	IAS 08	Accounting Policies, Changes in Accounting Estimates and Errors	Complied
05	IAS 10	Events after the Reporting Period	Complied
06	IAS 12	Income Taxes	Complied
07	IAS 16	Property, Plant & Equipment	Complied
08	IAS 19	Employee Benefits	Complied
09	IAS 23	Borrowing Costs	Complied
10	IAS 24	Related Party Disclosures	Complied
11	IAS 33	Earnings per Share	Complied
12	IAS 36	Impairment of Assets	Complied
13	IAS 37	Provisions, Contingent Liabilities and Contingent Assets	Complied
14	IFRS 09	Financial Instruments	Complied
15	IFRS 15	Revenue from Contracts with Customers	Complied

2.5 Use of Estimates and Judgments:

In the preparation of the Financial Statements management required to make judgments, estimates and assumptions that affect the application of accounting policies and the reported amount of assets, liabilities, income and expenses. Actual result may differ from these estimates. Estimates and underlying assumptions are reviewed on an on going basis. Revisions to accounting estimates are recognized in the year in which the estimate is revised and in any year affected.

2.6 Going Concern:

The company has adequate resources to continue in operation for the foreseeable future. For this reason the directors continue to adopt going concern basis in preparing the Financial Statements. The current credit facilities and resources of the company provides sufficient fund to meet the present requirements of existing business.

2.7 Components of the Financial Statements:

According to the IAS – 1 "Presentation of Financial Statements" the complete set of the Financial Statements includes the following components:

i) The Statement of Financial Position as at June 30, 2023;
ii) The Statement of Profit or Loss & Other Comprehensive Income for the year ended June 30, 2023;
iii) The Statement of Cash Flows for the year ended June 30, 2023;
iv) Statement of Changes in Equity for the year ended June 30, 2023; and

v) Accounting Policies and explanatory notes to the Financial Statements for the year ended June 30, 2023.

2.8 Regulatory and Legal Compliance:

The Company complied with the requirements of the following regulatory and legal authorities**:**

i) The Companies Act ,1994;
ii) The Income Tax Act, 2023;
iii) Bangladesh Securities and Exchange Rules, 2020.
iv) The VAT Act,1991 and
v) Other applicable Rules and Regulation.

2.9 Property, Plant and Equipments (PPE):

Property, Plant and Equipments are stated at their cost / revalued value less accumulated depreciation in accordance with IAS 16 "Property, Plant and Equipment". Cost represents cost of acquisition or construction and includes purchase price and other directly attributable cost of bringing the asset to working conditions for its intended use.

Expenditure on repairs and maintenance of Property, Plant and Equipments is treated as expenses when incurred, subsequent expenditure on Property, Plant and Equipment is only recognized when the expenditure improves the condition of the asset beyond its originally assessed standard of performance.

Depreciation of Property, Plant and Equipments

Depreciation has been charged when the asset is available for use and depreciation of an asset ceases at the earlier of the date that the asset is classified as held for sale (or included in a disposal group that is classified as held for sale) in accordance with IFRS 5 and the date that the asset is derecognized.

No depreciation has been charged on Land and Land development considering the unlimited useful life. The rates of depreciation at the following rates are on PPE under reducing balance method.

Name of assets	Rates
Factory Building and Others Construction	5%
Building office space	5%
Plant and Machineries	7.5%
Furniture and Fixtures	10%
Motor Vehicles	10%
Sundry Assets	10%
Office Equipments	10%

Depreciation has been charged to factory overhead & administrative expenses consistently in proportionate basis.

2.10 Inventories:

Inventories are assets held for sale in the ordinary course of business, in the process of production for such sale or in the form of materials or supplies to be consumed in the

production process. Inventories are stated at the lower of cost or Net Realizable Value. Costs including an appropriate portion of fixed and variable overhead expenses are assigned to inventories by the method most appropriate to the particular class of inventory. Net realizable value represents the estimated selling price for the inventories less all estimated cost of completion and cost necessary to make it salable. In compliance with the requirements with IAS – 2 "Inventories" consist of Raw materials; WIP & Finished Goods are valued at the lower of average cost or the Net Realizable Value. Item wise valuation methods are as follows:

Raw Cotton	At lower of weighted average cost or net realizable value
Polyester Staple Fiber PSF	At lower of weighted average cost or net realizable value
Stores & Spares	At lower of weighted average cost or net realizable value
Packing Materials	At lower of weighted average cost or net realizable value
Work-in-Process	100% Materials plus portion of labour charges, Gas charges, Electric charges.
Finished Goods (Yarn)	At lower of weighted average cost or net realizable value

Revaluation of property, plant and equipment
Basis of valuation:

Land and land development: Present valuation of the Land and land Development has been arrived by consideration of the location and the market price of recent Transfer Price of the assets. Information and explanation from local people and Mouza Value has been considered to assess an average current transfer/market rate of land.

Building and civil engineering: Factory building, Generator and other buildings / structure has been valued taking into consideration of present cost of construction materials technical and non technical labor cost workman shop and cost of transportation etc. as the valuer have taken into consideration the materials used for the construction of the buildings / structure and financial work and arrive at a fair and reasonable value of the same.

Plant and machinery: Plant and machineries has been arrived at by taking into consideration the current replacement cost. Beside, Information from C&F and other reliable source has been considered.

2.11 Revenue Recognition:

In compliance with the requirements of IFRS - 15 "Revenue from contracts with customers", revenue is recognized to the extent that it is probable that the economic benefits will flow to the entity and the revenue can be reliably measured. Revenue is measured at the fair value of the consideration received or receivable excluding discounts, rebates, and sale taxes.

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

i) the enterprise has transferred to the buyer the significant risk and rewards of ownership of the goods;

ii) the enterprise retains neither continuing managerial involvement to the degree usually associated with ownership of the goods;

iii) the amounts of revenue can be measured reliably ;

iv) it is probable that the economic benefits associated with the transaction will flow to the entity; and

v) the cost incurred or to be incurred in respect of the transaction can be measured reliably.

2.12 Functional and Presentation Currency and level of precision:

These Financial Statements are presented in Bangladeshi Taka which is both functional currency and presentation currency of the Company.

2.13 Earnings Per Share (EPS):

Earnings Per Share (EPS) are calculated in accordance with the IAS – 33 "Earnings Per Share" which has been shown on the face Statement of Comprehensive Income.

i) Basic Earnings Per Share

Basic Earnings Per Share are calculated by dividing the net profit or loss for the year attributable to the Ordinary Shareholders by the weighted average number of shares during the year.

ii) Diluted Earnings Per Share

No diluted Earnings Per Share are required to be calculated for the year as there was no scope for dilution during the year under review.

2.14 Cash & Cash Equivalents:

According to IAS – 7 "Cash Flow Statements" cash comprises of Cash in hand and Cash at Bank. Considering the provisions of IAS – 7 Cash in hand and Bank balances have been considered as Cash and Cash Equivalents.

2.15 Statement of Cash Flows:

Statement of Cash Flows is prepared principally in accordance with IAS – 7 "Statement of Cash Flows" and in the Cash Flows the operating activities have been presented in direct method as prescribed by the Bangladesh Securities and Exchange Rule 2020.

2.16 Liabilities for Expenses and Other Finance:

While the provision for certain standing charges and known liabilities is made at the Financial Position date based on estimate, the difference arising there from on receipts of bills or actual payments is adjusted in the subsequent year when such liabilities are settled.

2.17 Foreign Currency Translation:

Transactions in foreign currencies are translated in to BDT at the rate of exchange ruling on date of transaction. Monetary assets and liabilities expressed in foreign currencies are translated in to BDT at the rate of exchange ruling at the Financial Position date.

2.18 Borrowing cost:

In compliance with the requirement of IAS – 23 "Borrowing cost" borrowing cost relating to operational period on long term loans, short term loans and overdraft facilities was charged to revenue account as an expense as incurred.

2.19 Revaluation Reserve:

When an assets carrying amount is increased as a result of a revaluation, the increase amount should be credited directly to equity under the heading of revaluation surplus /reserve as per IAS-16: Property, Plant and Equipment. The company revalued the assets of land and land development, Factory Building and Other Construction, Building Office Space, Plant and Machineries and Motor vehicle which has absolutely owned by the company and the increase amount transferred to revaluation reserve. The tax effects on revaluation gain are measured and recognized in the Financial Statements as per IAS-12: "Income Taxes".

2.20 Taxation:

Current Tax:

Provision for current tax has been made in the Financial Statements on taxable profit at the rate of 15% as per SRO No. 193/Law/income tax/2015 dated 30.06.2015 of Income Tax Ordinance 1984.

Deferred Tax:

Deferred tax is recognized on difference between the carrying amount of assets and a liability in the financial statements and the corresponding tax based used in the computation of taxable profit and is accounted for using balance sheet liability method. Deferred tax liability are generally recognized for all taxable temporary difference and deferred tax assets are recognized to the extent that it is probable that the profit will be available against which deductible temporary difference, unused tax loses or unused tax credits can be utilities. Such assets and liabilities are not recognized if the temporary difference arises from goodwill or from the initial recognition (other than in a business combination) of other assets and liabilities in a transaction that affects neither the taxable profit nor accounting profit. Considering the practices generally followed in Bangladesh the company have been reserved deferred tax assets or deferred tax liability in accordance with IAS- 12 "Income Taxes".

2.21 Trade Debtors:

Trade debtors for export of yarn are stated at their real value and trade receivable has mostly arisen from export sales which are usually received within the tenure under LC terms. As such, no expected credit loss has arisen during the year.

2.22 Provision for Worker's Profit Participation Fund:

The company has provided @ 5% of net profit before tax after charging the contribution to WPPF as per provision of the Labor Act 2006 and is payable to workers as delivered in the said Act.

2.23 Responsibility for Preparation and Presentation of Financial Statements:

The Management is responsible for the preparation and presentation of Financial Statements under section 183 of the Companies Act 1994 and as per provision of "The

Framework for the Preparation and Presentation of Financial Statements" issued by the International Accounting Standard Committee (IASC).

2.24 Related Party Disclosures:

As per IAS-24 parties are considered to be related if one party has the ability to control the other party or exercise significant influence over the other party in making financial and operating decisions. The company has carried out transactions in the ordinary course of business on an arm's length basis at commercial rates with related parties.

2.25 Reporting period:

These Financial Statements cover 12 (Twelve) months for the period from July 01, 2022 to June 30,2023

2.26 Comparative Figure:

Comparative information has been disclosed in respect of the year ended June 30, 2022 for all numerical information in the financial statements and also the narrative and descriptive where it is relevant for understanding of the current year's financial statements.

2.27 Event after the reporting period:

In compliance with the requirements of IAS – 10 "Events after the reporting period", post Statement of Financial Position events that provide additional information about the company's position at the Statement of Financial Position date are reflected in the Financial Statements and events after the Statement of Financial Position date that are not adjusting event are disclosed in the notes when material.

2.28 Approval of the financial statement:

These financial statements have been approved by the Board of Directors on October 28, 2023.

2.29 Significant Event

EPS has decreased significantly from Tk. 1.37 to Tk. (0.49) mainly increase in cost of goods sold due to significantly increase in raw materials cost, power cost, finance cost as well as other costs. Besides this, Net Operating Cash Flow Per Share (NOCFPS) also decreased due to increase payment for cost.

2.30 General:

i) Figures appearing in these Financial Statements have been rounded off to the nearest Bangladesh Taka.

ii) These notes form an integral part of the annexed Financial Statements and accordingly are to be read in conjunction therewith.

iii) The company has not incurred any expenditure in foreign currency against royalties and technical fees.

iv) Previous year's figures have been re-arranged if necessary to confirm to current year's presentation.

Notes	Particulars		Amount in Taka	
			June 30, 2023	June 30, 2022
3.00	**Property, Plant and Equipment**			
	Spinning	3.01	1,148,698,407	1,192,352,604
	Melange	3.02	2,025,833,634	2,130,509,571
			3,174,532,041	**3,322,862,175**
3.01	**Property, Plant and Equipment-Spinning Cost**			
	This is arrived as follows:			
	Balance as on July 01, 2022		2,102,774,764	2,102,359,184
	Addition during the year		711,269	415,580
	Balance as on 30.06.2023		**2,103,486,033**	**2,102,774,764**
	Depreciation			
	Balance as on 01.07.2022		(910,422,160)	(862,983,159)
	Depreciation charge during the year		(44,365,466)	(47,439,001)
	Balance as on 30.06.2023		**(954,787,626)**	**(910,422,160)**
	Written down value as on June 30, 2023		**1,148,698,407**	**1,192,352,604**
3.02	**Property, Plant and Equipment-Melange Cost**			
	This is arrived as follows:			
	Balance as on July 01, 2022		3,013,488,487	3,013,485,887
	Addition during the year		104,989	2,600
	Balance as on 30.06.2023		**3,013,593,476**	**3,013,488,487**
	Depreciation			
	Balance as on 01.07.2022		(882,978,917)	(770,450,566)
	Depreciation charge during the year		(104,780,926)	(112,528,350)
	Balance as on 30.06.2023		**(987,759,842)**	**(882,978,917)**
	Written down value as on June 30, 2023		**2,025,833,634**	**2,130,509,571**

(a) The details of the Property, Plant and equipment have been shown in **Annexure - A1 & A2 and B1 & B2.**
(b) The assets have been revalued on 28 April, 2019.

4.00	**Investment in Property Cost**			
	This is arrived as follows:			
	Balance as on July 01, 2022		3,723,000	3,723,000
	Addition during the year		-	-
	Balance as on 30.06.2023		**3,723,000**	**3,723,000**
	Depreciation			
	Balance as on 01.07.2022		1,719,622	1,614,181
	Depreciation charge during the year		100,169	105,441
	Balance as on 30.06.2023		**1,819,790**	**1,719,622**
	Written down value as on June 30, 2023		**1,903,210**	**2,003,378**

(**Note:** Property valued Tk. 37,23,000.00 previously has shown under the head "Property, plant & Equipment" as "Building office Space" which is rented property. This amount has shown in the current year accounts under the separate head "Investment in property". **Annexure A-1** and **Annexure B-1** has been modified to understand the changes.

Notes	Particulars	Amount in Taka	
		June 30, 2023	June 30, 2022

5.00 Investment

Fixed Deposit Receipts:

Name of Banks	FDR No.	Purpose		
Dhaka Bank Ltd.	2143610048461	Bank Guarantee	4,396,655	4,237,448
Bank Asia Ltd.	02155011153	Bank Guarantee	396,523	382,022
Bank Asia Ltd.	02155009897	Bank Guarantee	3,632,833	3,483,245
Bank Asia Ltd.	02155011225	Bank Guarantee	92,457	88,772
Eastern Bank Ltd.	1045810000441	Bank Guarantee	513,000	-
			9,031,468	**8,191,488**

Taka 9,031,468 Fixed deposit receipts are under lien with Bank Asia Ltd. & Dhaka Bank Ltd. against Bank guarantee.

6.00 Inventories

This represents as follows:	Quantity		Amount in Tk.	Amount in Tk.
	June 30, 2023	June 30, 2022		
Raw Materials	5,898,559 Lbs	3,940,461 Lbs	468,761,922	315,578,392
Work in Process	116,311 Kgs	136,617 Kgs	21,582,425	26,720,844
Finished Goods	1,650,663 Kgs	487,185 Kgs	450,997,084	119,979,842
Goods in Transit	N/A	N/A	124,883,827	169,537,932
Stores & Spare Parts	N/A	N/A	64,422,481	68,858,688
Packing Materials	N/A	N/A	22,478	109,215
			1,130,670,218	**700,784,912**

Inventories are valued at lower of cost or net realizable value. Net realizable value is based on estimated selling price less any other cost anticipated to be incurred to make the sale .

7.00 Trade and other receivables

Aging of Trade Debtors:		
Trade debtors aged upto 90 days	89,548,016	528,050,035
Trade debtors aged upto 180 days	1,151,307,381	782,662,703
Other receivables	625,054,357	-
	1,865,909,755	**1,310,712,738**

Details of Trade Debtors and Other Receivables shown in **Annexure - C1 & C2.**

a) Trade receivable has mostly arisen from export sales which are usually received within the tenure under LC terms. As such, no expected credit loss has arisen during the year.

b) There is no such debt due by or to directors or other officers of the Company.

I. Receivable considered good in respect of which the company is fully secured.	1,281,424,112	1,240,072,615
II. Receivable considered good in respect of which the company holds no security other than the debtors personal security.	-	-
III. Receivable considered doubtful or bad.	-	-
IV. Receivable due by any director or other officer of the company.	-	-
V. Receivable due by common management.	584,485,643	70,640,123
VI. The maximum amount of receivable due by any director or other officer of the company.	-	-
Total	**1,865,909,755**	**1,310,712,738**

8.00 Advance, Deposits and Prepayments

Security Deposit with Jalalabad Gas	8.01	16,243,833	13,843,079
Security Deposit with Hobigonj Palli Biddut		1,297,905	1,367,040
Security deposit with Saiham Sky View Tower		60,000	60,000
Advance against salary & wages		701,185	489,685
Advance against local suppliers		4,400,240	4,699,438
Advance against L/C Margin and commission		26,487,171	102,376,203
Advance Income Tax	8.02	773,752	-
		49,964,086	**122,835,445**

Notes	Particulars	Amount in Taka	
		June 30, 2023	June 30, 2022
8.01	**Security Deposit with Jalalabad Gas**		
	Opening Balance as at July 01, 2022	13,843,079	13,813,334
	Add: Addition during the year	2,400,754	29,745
		16,243,833	13,843,079
	Less: Adjustment made during the year	-	-
	Closing Balance as on June 30, 2023	**16,243,833**	**13,843,079**
8.02	**Advance Income Tax**		
	Opening Balance	**-**	**-**
	Advance tax paid during the year:		
	Tax at source on FDR	82,283	30,762
	Tax at source on Export	27,651,446	11,416,739
	Tax at source on Office Rent	61,910	-
	Tax at source on Transport	279,000	754,500
	Tax at source on Import	806,765	683,171
	Advance Income Tax	3,000	2,000,000
	Tax at source on Bank Interest	3,381	2,977
	AIT Paid during the year	**28,887,785**	**14,888,150**
	Total Advance tax paid	**28,887,785**	**14,888,150**
	Less: Adjustment with Current Year Tax	(28,114,032)	(14,888,150)
	Closing Balance	**773,752**	**-**

(a) All the advances and deposits amount are considered good and recoverable;
(b) Advance due from staffs and workers are regularly being realized through their salaries;
(c)There is no amount due from Directors or Officers of the Company under any agreement;
(d) Advance against suppliers due mainly to advances given to suppliers for packing materials, spare parts etc.
(e) L/C Margin deposit against various import L/C represent margin and commission of RawMaterials, Spare Parts, Packing Materials.

9.00	**Cash and Cash Equivalents**			
	This consists of :			
	Cash in Hand	9.01	692,347	270,109
	Cash at Banks	9.02	32,800,344	110,574,924
			33,492,691	**110,845,033**
9.01	**Cash in Hand**			
	Head office		23,874	69,448
	Factory Office		668,473	200,661
			692,347	**270,109**

9.02 Cash at Banks

Name of Banks	Branches	Account Type	Currency		
Janata Bank Ltd. (A/C No. 023733002322)	Motijheel Corporate	CD	BDT	709,773	51,432
Janata Bank Ltd.(A/C No. 0340-0210001941)	Noyapara	CD	BDT	-	952,101
Dutch Bangla Bank Ltd. (A/C No. 011611000006828)	Gulshan	CD	BDT	9,697	12,723
Dutch Bangla Bank Ltd. (A/C No. 291-120-000048)	Noyapara	SND	BDT	46,090	6,071
Dhaka Bank Ltd.(A/C No. 215150000001464)	Gulshan	CD	BDT	259,698	177,771
HSBC Ltd. Dividend Account -001-145-457-014	Dhaka Main Office	CD	BDT	837,332	843,141
HSBC Ltd. Dividend Account -001-145-457-015	Dhaka Main Office	CD	BDT	328,690	332,609
HSBC Ltd. Dividend Account -001-145-457-901	Dhaka Main Office	CD	BDT	992,163	1,078,363
HSBC Ltd. Dividend Account -001-145-457-902	Dhaka Main Office	CD	BDT	2,173,639	-

Notes	Particulars				Amount in Taka	
					June 30, 2023	June 30, 2022
	Bkash Account A/C 806446003			BDT	84,925	37,108
	Eastern Bank Ltd A/C no-101106032929	Principle	CD	BDT	234	234
	Eastern Bank Ltd A/C no-1041060265553	Gulshan	CD	BDT	112,420	113,260
	Prime Bank LTD A/C-2118119019656	Gulshan	CD	BDT	-	7,934
	Midland Bank Ltd A/C # 0011-1050005211	Gulshan	CD	BDT	5,108	308,425
	NCC Bank Current A/c no 0068-0210009104	Pragati sarani	CD	BDT	160,765	
	F.C Account					
	Standard Charted Bank ERQ A/C- 42118413501	Gulshan	FC	USD	1,450,241	13,213,253
	Standard Chartered Bank A/C -46118413501	Gulshan	FC	USD	471,598	1,621,697
	Dhaka Bank Ltd .F.C A/C-21413000000056	Motijheel	FC	USD	3,658,206	8,854,008
	HSBC Ltd. F.C Margin A/C no-001-145457-091	Dhaka Main Office	FC	USD	-	20,508,424
	Eastern Bank Ltd F.C. A/C-1600080	Principle	FC	USD	41,760	17,089,390
	Eastern Bank Ltd ERQ A/C-1013100350441	Principle	FC	USD	27,931	306,512
	Midland Bank Ltd Margin A/C # 0011-131000581	Gulshan	FC	USD	21,399,144	45,060,469
	NCC BANK FC Margin A/C NO 0012-0268000224	Pragati sarani	FC	USD	30,930	-
					32,800,344	**110,574,924**

10.00 Share Capital

This represents:

Authorized capital		
15,00,00,000 Ordinary Shares @ of Tk. 10/- each	**1,500,000,000**	**1,500,000,000**
Issued, Subscribed & Paid up Capital:		
12,500,000 Ordinary Shares @ Tk. 10 each fully paid up in cash	125,000,000	125,000,000
12,500,000 Ordinary Shares @ Tk. 10 each fully paid up other than cash	125,000,000	125,000,000
50,000,000 Right Ordinary Shares @ Tk. 10 each fully paid up in cash	500,000,000	500,000,000
11,250,000 Stock Dividend Issued@10 each	112,500,000	112,500,000
43,12,500 Stock Dividend Issued@10 each	43,125,000	43,125,000
9,05,62,500 Ordinary Shares	**905,625,000**	**905,625,000**

Percentage of shareholding position of different shareholders are as follows:

Name of the Shareholders	30.06.2023		30.06.2022	
	No. of shares	% of holding	No. of shares	% of holding
Sponsors	30,969,745	34.20	30,519,745	33.70
Institutions	13,989,617	15.45	19,058,980	21.05
General Public	45,603,138	50.36	40,983,775	45.25
	90,562,500	**100.00**	**90,562,500**	**100**

Classification of Shareholders by holding:

The number of shareholders and shareholding position as at June 30, 2023 are given below:

Holdings	30.06.2023		30.06.2022	
	Number of Share Holders	% of holding	Number of Share Holders	% of holding
Up to 5,000 shares	6,561	7.40	6,071	6.71
5,001 to 50,000 shares	1,124	19.20	1,103	19.08
50,001 to 1,00,000 shares	76	6.23	81	6.33
1,00,001 to 2,00,000 shares	39	6.10	30	4.83
2,00,001 to 3,00,000 shares	9	2.42	12	3.13
3,00,001 to 4,00,000 shares	4	1.55	4	1.63
4,00,001 to 5,00,000 shares	1	0.51	2	1.02
5,00,001 to above	24	56.59	21	57.27
Total	**7,838**	**100.00**	**7,324**	**100.00**

Notes	Particulars		Amount in Taka	
			June 30, 2023	June 30, 2022
11.00	**Revaluation Surplus**			
	This calculation is arrived as follows:			
	Opening Balance		1,839,624,804	1,906,570,232
	Less: Adjustment for provision of deffered tax		11,066,863	11,813,899
	Adjustment for depreciation on revalued assets		(73,779,084)	(78,759,327)
	Closing Balance		**1,776,912,582**	**1,839,624,804**

The revaluation of assets of Saiham Textiles Mills Limited was made on 28 April, 2019 by Ata Khan & Co., Chartered Accountants, an Independent Qualified Valuer, on Land and Land Development, Factory Building and Other Construction, Building Office Space and Plant and Machineries. The revaluation was made for both Spinning and Melange units revaluation surplus for which comes at Tk. 2,002,616,203. The result of such revaluation was incorporated in these financial statements from its effective date which is 01 May, 2019. The surplus arising from the revaluation was transferred to revaluation reserve. Effect of deferred tax on the revaluation has been shown under **Note 11.00 "Deferred Tax Liabilities".**

Present valuation of the Land and land Development, Building Office Space has been arrived at by taking into consideration the location and the market price of recent transfer of the assets. Present valuation of Factory building and other construction, Plant and machineries has been arrived at by taking into consideration the current replacement cost.

12.00	**Deferred tax Liabilities**			
	This is arrived as follows:			
	Opening Balance		434,131,530	448,203,409
	Add: Deferred Tax expenses for the year	12.1.1	(7,074,041)	(2,257,979)
	Add: Deferred tax on Revalued Asset		(11,066,863)	(11,813,899)
	Closing Balance		**415,990,627**	**434,131,530**
12.01	**Deferred tax liability for the period/year is arrived as follows:**			
	A. Property, plant and equipment			
	Carrying amount		1,084,046,651	1,160,601,079
	Tax base amount		362,610,569	391,973,822
	Taxable temporary difference		**721,436,082**	**768,627,257**
	Tax rate		15%	15%
	Deferred tax liability		**108,215,412**	**115,294,089**
	B. Calculation of deferred tax on revaluation of property, plant and equipment:			
	Revalued value of land		945,344,449	945,344,449
	Revalued value of other than land		1,145,140,942	1,218,920,026
	Tax Rate			
	On land		15%	15%
	On other than land		15%	15%
	Deferred tax liabilities			
	For land		141,801,667	141,801,667
	For other than land		171,771,141	182,838,004
			313,572,809	**324,639,671**
	C. Deferred Tax on Gratuity Provision			
	Provision for Gratuity as at June 30, 2023		38,650,630	38,681,531
	Company tax rate		15%	15%
	Deferred tax asset		**(5,797,595)**	**(5,802,230)**
	Total (A+B+C)		**415,990,626**	**434,131,530**
	Calculation of deferred tax:			
	Deferred tax liability as on June 30, 2023		**415,990,626**	**434,131,530**
	Deferred tax liability as on June 30, 2022		434,131,530	448,203,409
	Deferred tax increased during the year	12.1.1	**(18,140,904)**	**(14,071,879)**

Notes	Particulars		Amount in Taka	
			June 30, 2023	June 30, 2022
12.1.1	Deferred tax liability other than revalued assets as at June 30, 2023		108,215,412	115,294,089
	Deferred tax liability other than revalued assets as at June 30, 2022		115,294,089	112,537,573
	Net increased in deferred tax expenses for other than revalued assets for the year		**(7,078,676)**	**2,756,516**
	Deferred tax asset on gratuity provision as at June 30, 2023		(5,797,595)	(5,802,230)
	Deferred tax asset on gratuity provision as at June 30, 2022		(5,802,230)	(787,734)
	Net increase/(decrease) in deferred tax expenses for gratuity provision		**4,635**	**(5,014,495)**
	Total deferred expenses for the year		**(7,074,041)**	**(2,257,979)**
	Adjustment of revaluation surplus for deferred tax			
	Deferred tax liability for revaluation as on June 30, 2023		313,572,809	324,639,671
	Deferred tax liability for revaluation as on June 30, 2022		324,639,671	336,453,570
	Adjustment of revaluation surplus for deferred tax		**(11,066,863)**	**(11,813,899)**
			(18,140,904)	**(14,071,878)**
13.00	**Short Term Loan**			
	Bank Loan and Overdraft	**13.01**	1,944,056,595	872,783,521
	Mrs. Momena Begum		17,500,000	17,500,000
			1,961,556,595	**890,283,521**
13.01	**Bank Loan and Overdraft**			
	This consists of as follows:			
	EDF & UPAS loan against Import of Raw Cotton & Spare Parts		1,485,383,950	800,259,871
	CC A/C with Eastern Bank Ltd		37,863,167	17,577,367
	CC A/C with Standard Chartered Bank		49,390,926	26,961,626
	CC A/C with HSBC Ltd		29,121,716	27,984,657
	CC A/C with NCCBL		79,964,708	-
	STL with DBL		100,000,000	-
	Demand Loan with EBL		55,000,000	-
	IDBP with EBL		107,332,128	-
			1,944,056,595	**872,783,521**
	The cash credit facilities secured by the hypothecation of stock of raw cotton, work in process, finished goods, trade debtors and Directors personal security and guarantee.			
14.00	**Trade & Other Creditors**			
	Against Local materials		8,533,863	8,479,250
	Against Raw Materials & Others		6,726,538	188,225,083
			15,260,402	**196,704,333**
	Details of Trade & Other Creditors has been shown in Annexure- D1 & D2.			
15.00	**Income Tax Provision**			
	Opening Balance		48,573,501	24,694,921
	Add: Provision made during the year		28,114,033	38,766,730
			76,687,533	**63,461,651**
	Less: Adjusted with advance income tax		(28,114,032)	(14,888,150)
	Less Paid for prior year		(48,573,501)	-
	Closing Balance		**-**	**48,573,501**
15.01	**Current Tax**		**28,114,033**	**38,766,730**
15.02	**Tax on Business income**		**27,737,110**	**38,699,441**
	(Higher of i, ii, iii)			
	i) Regular Tax			
	Profit before Tax		**(22,368,099)**	**160,151,919**
	Accounting Depreciation		149,246,561	160,072,792
	Capital Allowance		(30,179,511)	(61,891,992)
	Other income		(1,238,200)	-
	Non operating income		(1,017,874)	(336,447)
	Income/(loss) from business		**94,442,877**	**257,996,273**

Notes	Particulars			Amount in Taka	
				June 30, 2023	June 30, 2022
	Tax on business income	15%	94,442,877	**14,166,432**	**38,699,441**
	ii) Minimum tax U/S-82C(2)				
	Tax deducted at source			**27,737,110**	**11,416,739**
	iii) Minimum tax U/S-82C(4)				
	Turnover	0.45%	3,046,676,008	13,710,042	11,971,601
				13,710,042	**11,971,601**
15.03	**Tax on Non operating & other income:**				
	Tax on Non operating income:				
	Tax on Interest of FDR	20%	428,413	85,683	61,525
	Tax on Bank Interest	20%	589,461	117,892	5,765
	Tax on Other income	20%	866,740	173,348	-
	Total tax liability			**376,923**	**67,289**
15.04	**Income from House Rent**			1,238,200	-
	Less: Alloawable Expenses-Repair & Maintenace	30%		(371,460)	-
				866,740	-
16.00	**Payable and Accruals**				
	This is arrived as follows:				
	Gas charges			17,945,633	10,666,727
	Security Deposit with Saiham Sky view			505,000	-
	Auditor Fees			494,500	471,500
	Provision for Salary & wages officer staff F/O			13,458,095	11,950,107
	Provision for C& F Charges			988,297	2,907,178
	Provision for Truck fare			3,338,600	-
	Vat Deduction at Source			-	19,800
	Tax Deduction at Source			-	3,300
	Provision for provident fund			535,928	473,724
	Provision for remuneration			72,000	72,000
	Provision for Utility Bill			26,930	23,571
	Provision For Credit Rating Fees			64,500	64,500
	Provision For IT Expense			-	105,000
	Rights Share money Refundable			15,000	15,000
	WPPF		16.01	3,140,473	10,023,405
	Provision for Gratuity		16.02	38,650,630	38,681,531
				79,235,587	**75,477,343**
16.01	**Workers Profit Participation Fund (WPPF)**				
	This is arrived as follows:				
	Opening Balance			10,023,405	8,346,627
	Provision made during the year			-	8,007,596
	Provision for Interest			323,905	-
				10,347,310	**16,354,223**
	Payment made during the year			(7,206,837)	(6,330,818)
	Closing Balance			**3,140,473**	**10,023,405**

Note: Interest was calculated as per section 240(3) of Bangladesh Labour Act, 2006.
(10,023,405-7,206,837)*11.5%= Tk 323,905

16.02	**Provision for Gratuity**		
	This is arrived as follows:		
	Opening Balance	38,681,531	5,251,563
	Provision made during the year	2,902,758	33,685,501
		41,584,289	**38,937,064**
	Payment made during the year	(2,933,659)	(255,533)
	Closing Balance	**38,650,630**	**38,681,531**

The company maintained gratuity provision on a lump sum basis in prior years. During this year management calculated the actual liability and decided to made provision accordingly.

Notes	Particulars			Amount in Taka	
				June 30, 2023	June 30, 2022

17.00 Unclaimed Dividend

This is arrived as follows:

Dividend Account No	Type of Account	Year of Dividend		
HSBC Ltd. Dividend Account -001-145-457-014	Current Account	2017-2018	837,332	843,141
HSBC Ltd. Dividend Account -001-145-457-015	Current Account	2018-2019	328,690	332,609
HSBC Ltd. Dividend Account -001-145-457-901	Current Account	2020-2021	992,163	1,078,363
HSBC Ltd. Dividend Account -001-145-457-902	Current Account	2021-2022	2,173,639	-
Total Unclaimed dividend			**4,331,824**	**2,254,112**

Subsequent dated 19.07.2023 the company has already transferred uncliamed dividend of Taka 8,37,332.46 for 2017-18 to the Capital Market Stabilization Fund (CMSF) account no .SND a/c 00110311521301 as per circular of BSEC reference no SEC/SRMIC/165-2020/part-1/166 dated July 06,2021.

18.00 Cost of Goods Sold

This is made up as follows:

Materials Consumption			
Raw Materials	18.01	2,649,506,862	2,035,057,815
Packing Materials	18.02	32,391,093	22,885,548
Stores and Spares	18.03	83,559,856	31,920,651
Total materials consumption		**2,765,457,811**	**2,089,864,014**
Direct Wages and Salaries		129,330,305	117,499,449
Prime cost		**2,894,788,116**	**2,207,363,463**
Add. Factory Overhead	18.04	331,440,324	278,246,334
Total manufacturing cost		**3,226,228,440**	**2,485,609,797**
Add. Opening Work-in-process		26,720,844	22,829,968
Cost of goods available for use		**3,252,949,284**	**2,508,439,765**
Less. Closing Work-in-process		21,582,425	26,720,844
Cost of Production		**3,231,366,858**	**2,481,718,922**
Add. Opening Stock of Finished Goods		119,979,842	30,982,219
Cost of goods available for sales		**3,351,346,701**	**2,512,701,141**
Less. Closing Stock of Finished Goods		450,997,084	119,979,842
Cost of Goods Sold		**2,900,349,617**	**2,392,721,298**

18.01 Raw Materials

This is arrived as follows:

Opening Stock of Raw Materials	315,578,392	806,303,500
Add. Purchase during the year	2,805,292,073	1,568,021,627
Less: Short Weight Claim	(6,621,110)	(4,941,427)
Less: Insurance Claim	(1,650,000)	-
Add: (Gain)/Loss on dollar fluctuation	5,669,430	(18,747,494)
Raw Materials available for use	**3,118,268,785**	**2,350,636,207**
Less. Closing Stock of Raw Materials	468,761,922	315,578,392
Consumption during the year	**2,649,506,862**	**2,035,057,815**

18.02 Packing Materials

This is arrived as follows:

Opening Stock of Packing Materials	109,215	336,825
Add. Purchase during the year	32,304,357	22,657,938
Packing Materials available for use	**32,413,572**	**22,994,763**
Less. Closing Stock of Packing Materials	22,478	109,215
Consumption during the year	**32,391,093**	**22,885,548**

18.03 Stores and Spares

This is arrived as follows :

Opening Stock	68,858,688	39,106,379
Add. Purchase during the year	79,123,649	61,672,960
Stores and Spares available for use	**147,982,337**	**100,779,338**
Less. Closing Stock	64,422,481	68,858,688
Consumption during the year	**83,559,856**	**31,920,651**

Notes	Particulars	Amount in Taka	
		June 30, 2023	June 30, 2022

18.04 Factory Overhead

	Quantity and Average rate of gas charges			
	June 30, 2023	June 30, 2022		
Gas Charges	8,085,848 CM3, Tk.19.21 /per CM3	9,281,745 CM3, Tk. 12.40/per CM3	155,343,472	115,081,646
Covered Van and Lorry expenses			60,644	50,560
Insurance Premium			6,807,280	7,677,394
Factory Repair & Maintenance of Capital Assets			13,275,828	2,393,458
Fuel & Lubricants			2,194,631	2,752,155
Staff Quarter Expenses			1,240,044	874,725
Misc. Expenses			603,030	510,580
VAT/Excise Duty			4,817,131	1,070,208
Electric Bill Expense (Mfg)			9,311,320	-
Depreciation (Annexure- A)			137,786,944	147,835,608
			331,440,324	**278,246,334**

19.00 Administrative and Marketing Expenses

This consists of as follows:

Directors' Remuneration	960,000	960,000
Salary & Allowances	38,382,805	31,932,732
Festival Bonus	4,199,851	2,675,052
Provident fund	1,365,292	1,212,546
Rest House Expenses	24,880	242,660
Gratuity	2,902,758	33,685,501
Postage & Stamp	21,480	23,839
Printing Stationery	384,080	458,560
Maintenance of Vehicle	1,175,115	249,976
Travelling & Conveyance	431,934	452,486
Rent a car fare	1,245,500	1,283,700
Entertainment	976,215	622,277
AGM Expenses	76,643	108,097
Professional Fee	895,000	20,000
Advertisement	252,998	272,400
Donation & Subscription	346,997	140,400
Carriage Outward	9,399,624	4,444,395
Business Development Exp.	1,251,542	672,729
Insurance Premium	41,280	8,625
Form, Fees & Others	2,799,239	2,971,212
Board Meeting Fees	290,400	217,800
Welfare Expenses	35,351	50,250
Utilities expenses	259,306	265,349
Miscellaneous Expenses	47,080	603,848
Fuel & Gas	1,602,243	1,700,365
Office Maintenance	132,047	241,225
Uniform & Upkeep	294,258	329,779
Telephone, Telex & Fax	174,720	148,754
IT Expenses	1,390,827	1,344,116
Auditors' Fees	483,000	494,500
Credit Rating Fee	64,500	64,500
Annual Listing Fee	608,813	714,813
CSR Activities	1,005,485	733,800
Irrecoverable Balance of VAT Current A/C	-	393,309
Depreciation (Annexure- A)	11,459,617	12,237,184
	84,980,880	**101,976,780**

Notes	Particulars	Amount in Taka	
		June 30, 2023	June 30, 2022
20.00	**Financial Expenses**		
	The above amount comprise of as follows:		
	Interest on Cash Credit- SCB	791,921	2,803,794
	Interest on Cash Credit-HSBC	2,053,929	1,464,801
	Interest on Cash Credit- EBL	2,492,877	1,180,004
	Interest On Cash Credit-NCCBL	3,110,283	-
	Interest on Short Term Loan - SCB	798,250	357,197
	Interest on Short Term Loan-HSBC	3,750,000	17,692
	Interest on Short Term Loan-EBL	1,019,573	-
	Interest on WPPF of Govt. Portion	323,905	-
	Finance Charge-EDF	23,548,148	23,865,424
	Bank Charges & Commission	5,706,037	5,484,686
		43,594,924	**35,173,598**
21.00	**Non operating income /(Loss)**		
	Interest on FDR	428,413	307,623
	Overdue Interest Reimbursement - Income	578,152	-
	Interest on saving A/C	11,309	28,824
		1,017,874	**336,447**
22.00	**Other income**		
	Office Rent	1,238,200	-
		1,238,200	**-**
23.00	**Earnings per share (EPS)**		
	The computation of EPS is given below:		
	Net profit after tax	(44,074,258)	123,643,168
	Number of total outstanding shares	90,562,500	90,562,500
	Earnings per share (EPS)	**(0.49)**	**1.37**
24.00	**Net Assets value (NAV) per share**		
	Total assets	6,265,503,469	5,578,235,170
	Total outside liabilities	2,476,375,034	1,647,424,340
	Net assets	**3,789,128,435**	**3,930,810,830**
	Divided by number of ordinary shares	90,562,500	90,562,500
	Net assets value (NAV) per share	**41.84**	**43.40**

25.00 Related Party Transactions

During the year under review, the company carried out a number of transactions with related party in the normal course of business. The name of the related parties, nature of business and their value have been set out below in accordance with the provisions of IAS 24 "Related Party Disclosures".

To comply with BSEC notification No. SEC/CMRRCD/2008-183/Admin/03-30 dated June 1, 2009 and BSEC notification No. SEC/CMRRCD/2006-159/Admin/02-10 dated September 1, 2006 the company has taken approval in its 40th AGM on 12 December, 2021 for supply of goods and materials amounting 1% or above of the revenue for the immediate preceding financial year with its related parties

Name of Party	Nature of Transaction	Relationship	30.06.2023	30.06.2022
Faisal Spinning Mills Ltd.	Trade & Other Receivable	Common Director	288,360,149	-
Saiham Cotton Mills Ltd.	Trade & Other Receivables/Creditors	Common Director	242,867,849	176,144,831
Saiham Knit Composite Ltd.	Trade & Other Receivable	Common Director	53,257,645	70,640,123
Mrs. Momena Begum	Short term loan	Sponsor Share holder	17,500,000	17,500,000
Director Remuneration	Remuneration	Managing Director	960,000	960,000
Safiqur Rahman Patwary	Salary & Bonus	General Manager	2,482,850	2,212,850
Md Neyamat Ullah	Salary & Bonus	Company Secretary	1,313,000	1,311,500
Abul Bashar Mintu	Salary & Bonus	Manager	1,009,250	984,250
Syed Abdul Gafur	Salary & Bonus	General Manager	1,034,500	1,005,750
Md Ersad-ul-Basir Chy	Salary & Bonus	Senior Manager	853,947	791,250
Board Meeting Fee	Meeting Fee	Directors	290,400	217,800

Notes	Particulars	Amount in Taka	
		June 30, 2023	June 30, 2022
	Faisal Spinning Mills Ltd.		
	Opening Balance as at July 01, 2022	-	-
	Add: Addition during the year	903,236,347	-
		903,236,347	**-**
	Less: Adjustment made during the year	614,876,197	-
	Closing Balance as on June 30, 2023	**288,360,149**	**-**
	Saiham Cotton Mills Ltd.		
	Opening Balance as at July 01, 2022	(176,144,831)	(66,642,242)
	Add: Addition during the year	436,720,229	215,761
		260,575,398	**(66,426,481)**
	Less: Adjustment made during the year	17,707,548	109,718,350
	Closing Balance as on June 30, 2023	**242,867,850**	**(176,144,831)**
	Saiham Knit Composite Ltd.		
	Opening Balance as at July 01, 2022	70,640,123	73,210,696
	Add: Addition during the year	293,153,611	391,309,880
		363,793,733	**464,520,577**
	Less: Adjustment made during the year	310,536,088	393,880,454
	Closing Balance as on June 30, 2023	**53,257,645**	**70,640,123**
	Mrs. Momena Begum		
	Opening Balance as at July 01, 2022	17,500,000	17,500,000
	Add: Addition during the year	-	-
		17,500,000	**17,500,000**
	Less: Adjustment made during the year	-	-
	Closing Balance as on June 30, 2023	**17,500,000**	**17,500,000**

26.00 Disclosures as per requirement of Schedule XI, part II of the Companies Act 1994:

Attendance Status of Board Meeting of Director

During the period/year the following Board Meeting were held.

The attendance status of all meeting is as follows :

Name of Director	Position	2022-2023		2021-2022
		Meeting Held	Attended	Attended
S.M. Faisal	Managing Director	8	**8**	6
Engr. Syed Ishtiaq Ahmed	Chairman	8	8	6
Syed Shafqat Ahmed	Director	8	8	6
Mrs.Yasmin Faisal	Director	8	8	6
Rio Aziza Salim	Director	8	8	6
Md. Tariquzzaman Khan,FCA, FCS	Independent Director	8	8	6
Mohammad Nazmul Hossain, FCA	Independent Director	8	8	6

27.00 Disclosures as per requirement of Schedule XI, part II of the Companies Act 1994:

A. Disclosure as per requirement of schedule XI, part II, Note 5 of Para 3

Number of Employees for the period ended June 30,2023

Salary Range (Monthly)	Officer & Staff		Worker	Total Employees
	Head Office	Factory		
Below 4,100	-	-	-	-
Above 4,100	27	247	1,063	1,337
Total	**27**	**247**	1,063	1,337

Notes	Particulars	Amount in Taka	
		June 30, 2023	June 30, 2022

Disclosure as per requirement of schedule XI, part II , para 4

Name	Designation	Remuneration	Remuneration
Mr. S. M. Faisal	Managing Director	960,000	960,000
	Total	**960,000**	**960,000**

B. Disclosure as per requirement of schedule XI, Part II , Para 7

Details of production capacity & utilization

Year	Installed capacity p.a in kgs	Actual Production p.a in kgs	% of Capacity Utilization	%of Shortage
June 30, 2023	10,650,000	9,236,374	87	13
June 30, 2022	10,650,000	10,214,856	96	4

C. Disclosure as per requirement of schedule XI, Part II, para 8

Value of Raw Materials, Packing Materials and Stores and Spares for the period ended June 30,2023.

Particulars	Local Purchase	Import	Total purchase	Consumption
Raw Materials	14,501,053	2,790,791,020	2,805,292,073	2,649,506,862
Packing Material	32,304,357	-	32,304,357	32,391,093
Spares parts	24,584,969	54,538,680	79,123,649	83,559,856

Schedule XI, Part II, Para 8(b) & para 8(d) Foreign currencies remitted during the period :

During this period, the company did not remit any amount as dividend, technical know-how, royalty, professional consultation fees, interest and other matters either its shareholder or others.

28.00 Contingent Liability

Nature of contingent liability

Bank Guarantee - Jalalabad Gas T & D System Ltd.	7,275,252	7,275,252
Bank Guarantee - Jalalabad Gas T & D System Ltd.	2,307,059	2,307,059
Bank Guarantee - Jalalabad Gas T & D System Ltd.	1,972,148	1,972,148
Bank Guarantee - Jalalabad Gas T & D System Ltd.	177,602	177,602
Bank Guarantee - Jalalabad Gas T & D System Ltd.	29,745	29,745
Bank Guarantee - Jalalabad Gas T & D System Ltd.	2,996,037	2,996,037
Bank Guarantee - Jalalabad Gas T & D System Ltd.	2,193,018	2,193,018
Bank Guarantee - Jalalabad Gas T & D System Ltd.	7,362,260	7,362,260
Bank Guarantee - Jalalabad Gas T & D System Ltd.	3,082,884	3,082,884
Bank Guarantee - Jalalabad Gas T & D System Ltd.	78,557	78,557
Bank Guarantee - Jalalabad Gas T & D System Ltd.	34,202	-
Bank Guarantee - Jalalabad Gas T & D System Ltd.	4,220,622	-
Bank Guarantee - Jalalabad Gas T & D System Ltd.	481,494	-
	32,210,880	**27,474,562**

29.00 Contingent Assets

There was no Contingent Assets as on June 30, 2023.

30.00 Claim against the Company

There was no claim against the company which is to be acknowledged as debt as on June 30, 2023.

31.00 Event after reporting period

The Board of Directors at their board meeting held on October 28, 2023 recommended to the shareholders no dividend for the year ended June 30, 2023. This will be considered for approval by the shareholders at the next Annual General Meeting (AGM).

Except the fact stated above, no circumstances have arisen since the balance sheet date, which would require adjustment to or disclosure in the financial statement or notes thereto.

32.00 Reconciliation of cash flows from operating activities under indirect method

Profit before Tax	(22,368,099)	160,151,919
Adjustment to Reconcile Profit before Tax provided by operating activities:		
Less: Depreciation	149,246,561	160,072,792
Less: Finance Expenses	43,594,924	35,173,598
Less: Unrealized gain/(loss) for change in exchange rate of foreign currency	42,374,760	(37,339,005)

Notes	Particulars	Amount in Taka	
		June 30, 2023	June 30, 2022
	Changes in current assets and liabilities:		
	(Increase) / Decrease Inventories	(555,197,017)	(347,069,261)
	(Increase) / Decrease Advance, deposits & prepayments	72,871,359	(10,821,143)
	Income Tax Paid	(77,353,701)	(14,888,150)
	(Increase) / Decrease Trade Receivable	(403,153,581)	570,446,555
	Increase/ (Decrease) In trade creditors	(181,443,932)	(353,055,658)
	Increase / (Decrease) payables & Accruals	3,758,244	35,940,557
	Increase / (Decrease) unclaimed Dividend	2,077,712	(6,620,515)
	Net cash flow from operating activities	**(925,592,770)**	**191,991,689**
33.00	**Collection from customer**		
	Opening receivable	1,310,712,738	963,643,477
	Add: Sales during the year	3,046,676,008	2,660,355,739
		4,357,388,746	3,623,999,216
	Less: Closing Receivable	(1,865,909,755)	(1,310,712,738)
	Add: Unrealized gain	26,731,724	77,800,367
	Collection from sales	**2,518,210,716**	**2,391,086,845**
34.00	**Collection from non-operating income & Other Income**		
	Opening receivables	-	-
	Income during the year	2,256,074	336,447
		2,256,074	336,447
	Closing sundry Receivables	-	-
		2,256,074	**336,447**
35.00	**Payment for cost and expenses**		
	Cost of goods sold	(2,900,349,617)	(2,397,165,693)
	Operating expenses	(84,980,880)	(97,532,385)
	Depreciation	149,246,561	160,072,792
	Inventories	(429,885,305)	492,646,188
	Advances, deposits and pre-payments	72,871,359	(10,821,143)
	WPPF	(323,905)	(8,007,596)
	Payables & Accruals	4,082,149	35,940,557
	Unclaimed Dividend	2,077,712	(6,620,515)
	Trade creditors	(181,443,932)	(353,055,658)
		(3,368,705,859)	**(2,184,543,452)**
36.00	**Net Operating Cash Flow Per Share**		
	The computation of NOCFPS is given below:		
	Net cash flow from operating activities	(925,592,770)	191,991,689
	Divided by number of ordinary shares	90,562,500	90,562,500
	Net Operating Cash Flow Per Share (NOCFPS)	**(10.22)**	**2.12**

37.00 General Comments & Observations

(a) There was no preference share issued by the company.
(b) The company has not incurred any expenditure in foreign currency against royalties and technical fees.
(c) Auditors are paid only statutory audit fees.
(d) No foreign exchange remitted to the any shareholders during the period.
(e) No amount of money was expended by the company for compensating any members of the Board for special service rendered.

Saiham Textile Mills Limited

Property, Plant and Equipment (Spinning unit)

As at June 30, 2023

Annexure - A-1

Particulars	Cost				Rate of dep. (%)	Depreciation				W.D.V. as at 30.06.2023
	Balance as on 01.07.2022	Addition during the year	Adjustment during the year	Balance as on 30.06.2023		Balance as on 01.07.2022	Charged during the year	Adjustment during the year	Balance as on 30.06.2023	
Land & Land Development	10,139,142	181,500	-	10,320,642	-	-	-	-	-	10,320,642
Factory Building & Other Construction	53,105,872	393,150	-	53,499,022	5	36,125,264	850,669	-	36,975,932	16,523,090
Building Office Space	144,715,490	-	-	144,715,490	5	34,671,053	5,502,222	-	40,173,275	104,542,215
Plant & Machineries	628,990,793	69,135	-	629,059,928	7.5	501,133,438	9,589,734	-	510,723,171	118,336,757
Furniture & Fixtures	3,940,116	60,704	-	4,000,820	10	3,467,518	47,766	-	3,515,283	485,537
Motor Vehicles	22,984,684	-	-	22,984,684	15	14,694,209	1,243,571	-	15,937,781	7,046,903
Office Equipments	10,175,642		-	10,175,642	10	5,398,975	477,666	-	5,876,641	4,299,001
Sundry Assets	9,618,855	6,780	-	9,625,635	10	8,586,310	103,311	-	8,689,621	936,014
Sub-Total (a)	**883,670,594**	**711,269**	**-**	**884,381,863**		**604,076,766**	**17,814,939**	**-**	**621,891,705**	**262,490,158**

(b) Revaluation:

Particulars	Cost				Rate of dep. (%)	Depreciation				W.D.V. as at 30.06.2023
	Balance as on 01.07.2022	Addition during the year	Adjustment during the year	Balance as on 30.06.2023		Balance as on 01.07.2022	Charged during the year	Adjustment during the year	Balance as on 30.06.2023	
Land & Land Development	456,315,538	-	-	456,315,538	-	-	-	-	-	456,315,538
Factory Building & Other Construction	348,798,084	-	-	348,798,084	5	96,246,358	12,627,586	-	108,873,944	239,924,140
Building Office Space	76,081,074	-	-	76,081,074	5	20,771,769	2,765,465	-	23,537,234	52,543,840
Plant & Machineries	336,855,612	-	-	336,855,612	7.5	188,457,542	11,129,855	-	199,587,398	137,268,214
Motor Vehicles	1,053,862	-	-	1,053,862	15	869,725	27,621	-	897,345	156,517
Sub-Total (b)	**1,219,104,170**	**-**	**-**	**1,219,104,170**		**306,345,394**	**26,550,527**	**-**	**332,895,921**	**886,208,249**
Grand Total (a+b)	**2,102,774,764**	**711,269**	**-**	**2,103,486,033**		**910,422,160**	**44,365,466**	**-**	**954,787,626**	**1,148,698,407**

Investment in Property

Particulars	Cost				Rate of dep. (%)	Depreciation				W.D.V. as at 30.06.2023
	Balance as on 01.07.2022	Addition during the year	Adjustment during the year	Balance as on 30.06.2023		Balance as on 01.07.2022	Charged during the year	Adjustment during the year	Balance as on 30.06.2023	
Building Office Space	3,723,000	-	-	3,723,000	5	1,719,622	100,169	-	1,819,791	1,903,209
Total	**3,723,000**	**-**	**-**	**3,723,000**		**1,719,622**	**100,169**	**-**	**1,819,791**	**1,903,209**

Depreciation Charge to :

Cost of Production		34,197,844
Administrative Expenses		10,267,791
	Total	**44,465,635**

Saiham Textile Mills Limited

Property, Plant and Equipment (Melange unit)

As at June 30, 2023

Annexure - A-2

Particulars	Cost				Rate of dep. (%)	Depreciation				W.D.V. as at 30.06.2023
	Balance as on 01.07.2022	Addition during the year	Adjustment during the year	Balance as on 30.06.2023		Balance as on 01.07.2022	Charged during the year	Adjustment during the year	Balance as on 30.06.2023	
Land & Land Development	53,959,490	-	-	53,959,490	-	-	-	-	-	53,959,490
Factory Building & Other Construction	289,319,025	-	-	289,319,025	5	95,209,636	9,705,469	-	104,915,106	184,403,919
Plant & Machineries	1,223,538,356	56,189	-	1,223,594,545	7.5	601,475,390	46,655,074	-	648,130,464	575,464,082
Furniture & Fixtures	417,075	21,300	-	438,375	10	227,747	19,110	-	246,857	191,518
Motor Vehicles	17,837,434	-	-	17,837,434	15	11,753,103	912,650	-	12,665,753	5,171,681
Office Equipments	2,766,100	-	-	2,766,100	10	1,414,069	135,203	-	1,549,272	1,216,828
Sundry Assets	2,198,087	27,500	-	2,225,587	10	951,750	124,862	-	1,076,613	1,148,974
Sub-Total (a)	**1,590,035,567**	**104,989**	**-**	**1,590,140,556**		**711,031,695**	**57,552,369**	**-**	**768,584,064**	**821,556,492**

Revaluation:

Particulars	Cost				Rate of dep. (%)	Depreciation				W.D.V. as at 30.06.2023
	Balance as on 01.07.2022	Addition during the year	Adjustment during the year	Balance as on 30.06.2023		Balance as on 01.07.2022	Charged during the year	Adjustment during the year	Balance as on 30.06.2023	
Land & Land Development	489,028,911	-	-	489,028,911	-	-	-	-	-	489,028,911
Factory Building & Other Construction	468,447,353	-	-	468,447,353	5	70,159,263	19,914,405	-	90,073,667	378,373,686
Plant & Machineries	465,976,656	-	-	465,976,656	7.5	101,787,959	27,314,152	-	129,102,111	336,874,545
Sub-Total (b)	**1,423,452,920**	**-**	**-**	**1,423,452,920**		**171,947,221**	**47,228,557**	**-**	**219,175,778**	**1,204,277,142**
Grand Total (a+b)	**3,013,488,487**	**104,989**	**-**	**3,013,593,476**		**882,978,917**	**104,780,926**	**-**	**987,759,842**	**2,025,833,634**

Depreciation Charge to :

Cost of Production		103,589,100
Administrative Expenses		1,191,826
	Total	**104,780,926**

Saiham Textile Mills Limited

Property, Plant and Equipment (Spinning unit)

As at June 30, 2022

Annexure - B-1

Particulars	Cost				Rate of dep. (%)	Depreciation				W.D.V. as at 30.06.2022
	Balance as on 01.07.2021	Addition during the year	Adjustment during the year	Balance as on 30.06.2022		Balance as on 01.07.2021	Charged during the year	Adjustment during the year	Balance as on 30.06.2022	
Land & Land Development	10,139,142	-	-	10,139,142	-	-	-	-	-	10,139,142
Factory Building & Other Constructic	53,105,872	-	-	53,105,872	5	35,231,548	893,716	-	36,125,264	16,980,608
Building Office Space	144,715,490	-	-	144,715,490	5	28,879,240	5,791,812	-	34,671,053	110,044,437
Plant & Machineries	628,990,793	-	-	628,990,793	7.5	490,766,625	10,366,813	-	501,133,438	127,857,355
Furniture & Fixtures	3,940,116	-	-	3,940,116	10	3,415,007	52,511	-	3,467,518	472,598
Motor Vehicles	22,984,684	-	-	22,984,684	15	13,231,184	1,463,025	-	14,694,209	8,290,475
Sundry Assets	9,607,325	11,530	-	9,618,855	10	8,472,757	113,553	-	8,586,310	1,032,545
Office Equipments	9,771,592	404,050	-	10,175,642	10	4,909,387	489,588	-	5,398,975	4,776,667
Sub-Total (a)	**883,255,014**	**415,580**	**-**	**883,670,594**		**584,905,748**	**19,171,018**	**-**	**604,076,766**	**279,593,828**

Revaluation:

Particulars	Cost				Rate of dep. (%)	Depreciation				W.D.V. as at 30.06.2022
	Balance as on 01.07.2021	Addition during the year	Adjustment during the year	Balance as on 30.06.2022		Balance as on 01.07.2021	Charged during the year	Adjustment during the year	Balance as on 30.06.2022	
Land & Land Development	456,315,538	-	-	456,315,538	-	-	-	-	-	456,315,538
Factory Building & Other Constructic	348,798,084	-	-	348,798,084	5	82,954,162	13,292,196	-	96,246,358	252,551,726
Building Office Space	76,081,074	-	-	76,081,074	5	17,860,753	2,911,016	-	20,771,769	55,309,305
Plant & Machineries	336,855,612	-	-	336,855,612	7.5	176,425,267	12,032,276	-	188,457,542	148,398,070
Motor Vehicles	1,053,862	-	-	1,053,862	15	837,230	32,495	-	869,725	184,137
Sub-Total (b)	**1,219,104,170**	**-**	**-**	**1,219,104,170**		**278,077,411**	**28,267,983**	**-**	**306,345,394**	**912,758,776**
Grand Total (a+b)	**2,102,359,184**	**415,580**	**-**	**2,102,774,764**		**862,983,159**	**47,439,001**	**-**	**910,422,160**	**1,192,352,604**

Investment in Property

Particulars	Cost				Rate of dep. (%)	Depreciation				W.D.V. as at 30.06.2022
	Balance as on 01.07.2021	Addition during the year	Adjustment during the year	Balance as on 30.06.2022		Balance as on 01.07.2021	Charged during the year	Adjustment during the year	Balance as on 30.06.2022	
Building Office Space	3,723,000	-	-	3,723,000	5	1,614,181	105,441	-	1,719,622	2,003,378
Total	**3,723,000**	**-**	**-**	**3,723,000**		**1,614,181**	**105,441**	**-**	**1,719,622**	**2,003,378**

Depreciation Charge to :

Cost of Production		36,585,001
Administrative Expenses		10,959,441
	Total	**47,544,442**

Saiham Textile Mills Limited

Property, Plant and Equipment (Melange unit)

As at June 30, 2022

Annexure - B-2

Particulars	Cost				Rate of dep. (%)	Depreciation				W.D.V. as at 30.06.2022
	Balance as on 01.07.2021	Addition during the year	Adjustment during the year	Balance as on 30.06.2022		Balance as on 01.07.2021	Charged during the year	Adjustment during the year	Balance as on 30.06.2022	
Land & Land Development	53,959,490	-	-	53,959,490	-	-	-	-	-	53,959,490
Factory Building & Other Constructic	289,319,025	-	-	289,319,025	5	84,993,353	10,216,284	-	95,209,636	194,109,389
Plant & Machineries	1,223,538,356	-	-	1,223,538,356	7.5	551,037,852	50,437,538	-	601,475,390	622,062,966
Furniture & Fixtures	417,075	-	-	417,075	10	206,710	21,036	-	227,747	189,328
Motor Vehicles	17,837,434	-	-	17,837,434	15	10,679,397	1,073,705	-	11,753,103	6,084,331
Sundry Assets	2,195,487	2,600	-	2,198,087	10	813,533	138,217	-	951,750	1,246,337
Office Equipments	2,766,100	-	-	2,766,100	10	1,263,843	150,226	-	1,414,069	1,352,031
Sub-Total (a)	**1,590,032,967**	**2,600**	**-**	**1,590,035,567**		**648,994,689**	**62,037,006**	**-**	**711,031,695**	**879,003,872**

Revaluation:

Particulars	Cost				Rate of dep. (%)	Depreciation				W.D.V. as at 30.06.2022
	Balance as on 01.07.2021	Addition during the year	Adjustment during the year	Balance as on 30.06.2022		Balance as on 01.07.2021	Charged during the year	Adjustment during the year	Balance as on 30.06.2022	
Land & Land Development	489,028,911		-	489,028,911	-	-	-	-	-	489,028,911
Factory Building & Other Constructic	468,447,353		-	468,447,353	5	49,196,731	20,962,531	-	70,159,263	398,288,090
Plant & Machineries	465,976,656		-	465,976,656	7.5	72,259,145	29,528,813	-	101,787,959	364,188,697
Sub-Total (b)	**1,423,452,920**	**-**	**-**	**1,423,452,920**		**121,455,877**	**50,491,344**	**-**	**171,947,221**	**1,251,505,699**
Grand Total (a+b)	**3,013,485,887**	**2,600**	**-**	**3,013,488,487**		**770,450,566**	**112,528,350**	**-**	**882,978,917**	**2,130,509,571**

Depreciation Charge to :

Cost of Production		111,145,166
Administrative Expenses		1,383,185
	Total	**112,528,350**

Saiham Textile Mills Limited

Statement of Trade and Other Receivables

As at June 30, 2023

Annexure - C

Name of the party	As on June 30, 2023	As on June 30, 2022
Abanti Colour Tex Ltd	51,817,425	108,347,563
Abiko Knit Composite Ltd	-	9,321,688
Adury Apparels Ltd	-	1,009,638
Akh Knitting & Dyeing Ltd	20,009,000	42,180,000
Alim Knit (Bd) Ltd	26,482,500	-
Alliance Knit Composite Ltd	38,314,560	-
Amity Design Ltd	-	2,480,850
A-One Polar Ltd.	6,762,668	-
Appollo Knitwear (Bd) Ltd.	11,667,935	-
B.S Syndicate	93,826,359	-
Chaity Composite Ltd	3,947,016	-
Comptex Bangladesh Limited	-	1,850,000
Conway Knitwear Ltd.	-	9,364,006
Cs Lee Knit Composite Ltd	5,457,589	-
Epyllion Fabrics Ltd.	14,555,210	-
Epyllion Knitex Ltd.	-	29,341,000
Esquire Knit Composite Ltd.	29,089,528	2,890,625
Eurotex Knitwear Ltd.	-	99,311,469
Fabrica Knit Composite Ltd.	20,517,141	19,824,928
Fakir Apparels Ltd.	185,037,240	135,050,000
Friends Knitwear And Accessories Ltd	15,506,815	6,660,000
Frm Fashion House Ltd	5,088,920	-
Gulf Knitting & Textile Limited	-	5,133,750
Hk Knit Fashion	5,879,005	-
Impress- Newtex Composite Textiles Ltd	3,680,747	39,010,950
Kaizer Knitwears Ltd	31,219,357	50,086,900
Knit City Ltd.	-	1,714,488
Knit Export (Bd) Ltd.	-	722,425
Krss Sportswear Ltd.	-	1,063,750
Kushiara Composite Knit Ind. Ltd.	119,257,920	164,300,350
Lantabur Apparels Ltd.	24,740,754	-
Lariz Fashion Ltd.	44,127,335	-
Libas Knitwear Ltd.	-	4,710,909
Liberty Knitwear Ltd.	241,040,975	95,560,094
Link Tex Sportswear Ltd	-	3,701,619
M.B Knit Fashion Ltd	16,910,815	55,085,409
M/S. Muazuddin Knit Fashion Ltd	-	2,658,913
M/S.Hasan Style & Design Ltd.	-	18,955,794
Mahmud Fabrics & Finishing Ltd.	-	6,699,775
Maven Design Limited	1,230,500	-
Maven Fashion Limited.	-	9,842,000

Name of the party	As on June 30, 2023	As on June 30, 2022
Meghna Knit Composite Ltd	3,320,210	11,405,250
Midland Knitwear Ltd	26,894,183	-
Moonlux Composite Knit Garments Ltd.	-	5,347,425
Muazuddin Textile Ltd.	8,057,368	8,172,375
Nemcon Design Ltd	-	25,724,713
Network Apparel Ltd	1,674,015	38,464,691
Network Clothing Ltd.	7,237,464	14,946,890
Nirzhor Knitwear Ltd	-	5,886,238
Oishi Designs Ltd.	10,134,965	-
Optimum Fashions Wear Ltd	42,802,943	-
Pacific Cotton Ltd.	8,727,081	-
Pakiza Knit Composite Ltd.	21,454,249	21,379,109
Polestar Fashion Design Ltd.	-	8,812,706
Polo Composite Knit Industry Limited	14,210,403	-
Ratul Fabrics Ltd.	-	9,049,506
Ratul Knitwears Ltd	-	5,678,575
Raz Apparels	-	10,821,353
Ripon Knitwear Ltd.	-	3,514,075
Riviera Composite Industries Ltd.	-	16,581,041
Rose Intimates Limited	2,773,975	-
Safia Apparels Ltd	4,425,520	-
Shepherd Industries Limited	-	14,985,000
Shepherd Textile (Bd) Ltd.	-	31,658,125
Showan Knit Composite Ltd.	-	27,658,425
Southern Knitwear Ltd	701,653	-
Sublime Greentex Ltd.	8,617,245	-
Susuka Knit Ltd.	-	5,430,906
Tamai Knit Fashion Ltd	-	2,996,075
Taqwa Fabrics Ltd.	46,105,498	2,553,000
Texeurop (Bd) Ltd.	4,160,160	-
Trust Knitwear Industries Ltd.	24,432,687	1,363,219
Tss Fashion	10,746,278	12,593,921
Unifill Composite Dyeing Mills Ltd.	3,223,910	-
Unique Designers Ltd.	1,068,663	10,900,663
Unity Fabric Industries Ltd.	-	6,224,325
Utah Knitting & Dyeing Ltd	-	5,311,119
Victoria Intimate Ltd.	5,269,750	-
West Apparels Limited	1,835,585	-
Zaheen Knitwears Ltd	7,383,000	5,735,000
Fisal Spinning Mills Ltd	288,360,149	-
Saiham Cotton Mills Ltd.	242,867,849	-
Saiham Knit Composite Ltd.	53,257,645	70,640,123
Grand Total	**1,865,909,755**	**1,310,712,738**

Saiham Textile Mills Limited

Statement of Trade & Other Creditors

As at June 30, 2023

Annexure - D

Name of Party	Supplier Type	As on June 30, 2023	As on June 30, 2022
Al-Falah Bearing & Machineries	Local Supplier	-	24,080
Al-Fatiha Electric	Local Supplier	23,310	-
Al-Hasan Stationery Mart	Local Supplier	27,040	-
Al-Hasan Trade International	Local Supplier	228,635	-
Alpha CNFS	Local Supplier	-	12,077
Amina Traders	Local Supplier	17,940	-
Anan Pack (Bd) Ltd.	Local Supplier	1,328,000	-
Authentic Engineering	Local Supplier	133,200	-
Azam Enterprise	Local Supplier	53,420	-
B D.Venture	Local Supplier	118,790	301,455
Bangla Trac Limited.	Local Supplier	1,475,344	-
Bearing Sales Corporation	Local Supplier	85,450	54,550
Belting Roots Technology	Local Supplier	14,338	-
Bengal Polymer Wares Limited	Local Supplier	-	310,000
Bengal Roots	Local Supplier	-	9,909
Bengal Roots Textile Ltd.	Local Supplier	-	32,204
Bhuiyan Medical	Local Supplier	2,600	-
Bismillah Textile Engineering	Local Supplier	46,300	114,370
Bright Electric Store	Local Supplier	-	345,970
Central Hardware & Tools	Local Supplier	17,580	16,990
Chowdhury & Company	Local Supplier	39,305	-
Citizen Marketing Ltd.,	Local Supplier	-	56,946
City Paper & Stationary	Local Supplier	-	46,435
Delco Engineering	Local Supplier	-	9,785
Delcot Limited	Local Supplier	834,039	50,479
Dot Printing & Packages	Local Supplier	27,446	-
Dynamic Bearing & Machineries	Local Supplier	-	47,700
Eastern Tools & Machineries	Local Supplier	-	22,690
Electric Power	Local Supplier	-	9,200
Eskander Engineering Works	Local Supplier	-	14,750
Euro-Tex International	Local Supplier	-	37,500
Faithness Limited.	Local Supplier	67,500	67,500
Farjana Electric	Local Supplier	99,480	-
Flash Point	Local Supplier	126,000	72,000
Friends Chemitec	Local Supplier	45,150	-
G.S. Enterprise	Local Supplier	-	8,000
German Scientific Mart	Local Supplier	-	47,000
Hera Electric Store	Local Supplier	24,450	-
Hi-Tech Power	Local Supplier	-	109,358
Hitech Professionals	Local Supplier	5,950	-
Imtinan Trading	Local Supplier	-	31,500
Janata Machineries	Local Supplier	91,548	29,260
Janata Mill Store	Local Supplier	-	57,160
Kamary Trade Center	Local Supplier	-	219,660
Kanak Clothe Store	Local Supplier	2,800	-
Khan Enterprise	Local Supplier	-	35,480

Annexure - D

Name of Party	Supplier Type	As on June 30, 2023	As on June 30, 2022
Khandaker Enterprise	Local Supplier	4,528	57,770
Khorshed Electric Company.	Local Supplier	-	43,650
Korno Paint & Hardware	Local Supplier	800	-
Kushal Traders	Local Supplier	-	115,750
Lipika	Local Supplier	274,725	545,250
Louhojong Hardware Store	Local Supplier	2,026	33,018
Lube Asia	Local Supplier	69,140	196,280
Lucky Textile Engineering.	Local Supplier	113,502	452,770
M H Printing House	Local Supplier	16,000	8,000
M/S Khan & Co	Local Supplier	-	29,900
M/S Laki Electric	Local Supplier	2,970	-
M/S Lucky Electric.	Local Supplier	2,970	-
M/S Sohag Hardware Store	Local Supplier	6,597	-
M/S Suvodh Vandar	Local Supplier	825	-
M/S Victor Corporation	Local Supplier	100,860	-
Maa Bearing And Machineries	Local Supplier	-	17,400
Maintenance Solutions	Local Supplier	21,600	21,600
Maisha Tyre & Battery	Local Supplier	25,865	-
Maliha Poly Tex Fiber Industry Limited	Local Supplier	5,130,537	12,080,252
Mamun Enterprise	Local Supplier	3,554	-
Meghna Bearing & Machineries	Local Supplier	-	5,600
Modern Electrical Works Limited	Local Supplier	17,010	-
Monir Biddut Bitan	Local Supplier	25,300	4,360
Multitech Safety & Security	Local Supplier	65,095	70,800
New Diamond Plastic & Engineering Works	Local Supplier	35,290	174,370
New Shapla Traders	Local Supplier	4,190	55,780
Noor Light House	Local Supplier	-	3,850
Nurab Limited	Local Supplier	195,925	195,925
Olympia Machinery	Local Supplier	948	-
One Light Energy Ltd.	Local Supplier	58,500	58,500
Pathan Machinery Store	Local Supplier	1,420	15,029
People'S Mill Store	Local Supplier	15,170	15,170
Power Line	Local Supplier	-	195,320
Prime Trading	Local Supplier	-	17,170
R.B Trade Link	Local Supplier	1,596,001	-
Rabby Hardware & Tools	Local Supplier	-	10,800
Rafi Computer	Local Supplier	2,000	-
Rohan Electric	Local Supplier	-	69,380
S J Traders	Local Supplier	-	25,500
S. Boiler & Hydraulic Trade	Local Supplier	-	8,500
S. S Corporation	Local Supplier	15,000	15,000
S.S Trade Link	Local Supplier	83,700	60,000
Sail International Ltd.	Local Supplier	-	48,000
Satata Tools & Machineries	Local Supplier	6,968	-
Sharif Bearing & Machineries	Local Supplier	-	26,300
Siam Enterprise	Local Supplier	23,467	-
Siam Lubrication Engineering	Local Supplier	273,600	59,000
Simantoo Lighting House	Local Supplier	13,920	-
SMH Corporation	Local Supplier	14,109	136,496

Annexure - D

Name of Party	Supplier Type	As on June 30, 2023	As on June 30, 2022
Spares Parts Trade	Local Supplier	-	19,000
Standard Electric Store	Local Supplier	-	534,760
Star Trade Connection	Local Supplier	77,000	66,850
Sultan Stationery	Local Supplier	12,846	-
Sun Electronics	Local Supplier	34,500	-
Sutex International	Local Supplier	1,761,235	375,008
Swiss Corporation	Local Supplier	6,600	-
T M Trade Corporation.	Local Supplier	23,125	55,075
Tamim Traders	Local Supplier	77,545	7,785
Tanvir Boiler Mart	Local Supplier	-	354,206
Technaf Engineering Pvt. Ltd.	Local Supplier	90,300	90,300
Tex Solutions Bd	Local Supplier	-	1,557,200
The Marium International	Local Supplier	-	16,200
Trutzschler	Foreign Supplier	-	170,239
Uster Technologies, Inc.	Foreign Supplier	-	130,098
Vai Vai Army Store	Local Supplier	2,240	-
Zahi Computer	Local Supplier	15,284	15,284
Zahid Traders & Technology	Local Supplier	-	101,000
Saiham Cotton Mills Ltd.	Group Company	-	176,144,831
Total		**15,260,402**	**196,704,333**

Saiham Textile Mills Ltd.

Saiham Tower, House # 34 (11th Floor) Road # 136, Gulshan-1, Dhaka-1212.

PROXY FORM

Revenue Stamp Tk. 20.00

I/We……

of……

being a Shareholder of Saiham Textile Mills Ltd. hereby appoint

Mr./Ms. ……

of……

as my proxy in my/our absence to attend and vote for me/us on my/our behalf at the 42nd Annual General Meeting of the Company to be held on December 28, 2023 at 2.30 P.M. through Digital Platform and/or at any adjournment thereof.

As witness my/our hand this…….day of December 2023.

Signature of Proxy……

Signature of Shareholder ……

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

Saiham Textile Mills Ltd.

Dhaka Office : Saiham Tower, House # 34 (11th Floor), Road # 136
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Fax : 02-2222-94607, E-mail : info@saihamcotton.com
website : www.saihamcotton.com