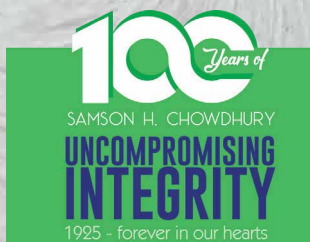


2024-2025

SQUARE Textiles PLC.



# ANNUAL REPORT

Year Ended June 2025

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Standalone  
**Summary of the Year**  
Year Ended June 2025

**Export Sales**  **19.67%**

2024-2025 BDT 22,650.21 million  
2023-2024 BDT 18,926.87 million

**Net Profit (AT)**  **17.67%**

2024-2025 BDT 1,273.06 million  
2023-2024 BDT 1,081.94 million

**Assets**  **7.49%**

2024-2025 BDT 24,951.63 million  
2023-2024 BDT 23,212.82 million

**NAV**  **6.71%**

Net Assets Value

2024-2025 BDT 51.87 per share  
2023-2024 BDT 48.61 per share

**EPS**  **17.49%**

Earnings Per Share

2024-2025 BDT 6.45 per share  
2023-2024 BDT 5.49 per share

**Dividend Payout**  **0.00%**

in Cash

2024-2025 BDT 631.21 million  
2023-2024 BDT 631.21 million

**Shareholders' Equity**  **6.69%**

2024-2025 BDT 10,230.54 million  
2023-2024 BDT 9,588.68 million

**SQUARE**  
Textiles PLC.

*Non-Stop Dividend*  
Since Listing 2002



## About Us

Square Textiles PLC., a yarn manufacturer, was incorporated on October 15, 1994, as a public company limited by shares under the veteran leadership of the Founder Chairman the late Samson H Chowdhury with the mission to maximize the production of quality products and services strictly on ethical and moral standards at minimum costs to the society ensuring optimum benefits to the consumers, the shareholders and other stakeholders.

The commercial operations started in 1997 with a capacity of 30,000 spindles and increased to 60,000 in 1998 to meet the demands of the knit yarn market for the export-oriented RMG industry. The project has been outfitted with world-renowned, state-of-the-art technology from Europe in the back process and ring unit, which is of Chinese origin. Additionally, SKF Germany designed the zone to produce high-quality yarns. The turnover reached BDT 210 crore in 2000, with a net profit of BDT 40 crore.

Square Tex was listed with the Dhaka and Chittagong Stock Exchange of Bangladesh in 2002 under the Direct Listing Regulation 2001 and has never missed a dividend payment to its shareholders.

At present, the total installed production capacity is 1,73,950 spindles, 5,192 rotor heads, and 3,168 vortex heads.

The Export Sales and Net Profit during the year 2024–2025 stood at BDT 22,650 million and BDT 1,273 million respectively, reflecting growth of 19.67% and 17.67%. The company has around 4,757 employees across the country.





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## Vision

Our conception of business germinated from our vision which sees it as a means to the well-being of the investors, stakeholders, employees and members of the society at large by creating new wealth in the form of goods and services that go to satisfy the wants of all of them without disturbing or damaging the socio-ecological-economic balance of the Mother Earth and the process of human civilization leading to peaceful co-existence of all the living beings.

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## Mission

Our mission is the polestar of our vision for maximization of production of quality products and services strictly on ethical and moral standards at minimum costs to the society ensuring optimum benefits to the consumers, the shareholders and other stakeholders.

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## Corporate Focus

Our vision is the polestar to our mission that fulfils our objectives with emphasis on the quality of product, process and services blended with good governance that help build the image of the most venerable corporate citizenship at home and abroad.

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## Objective

- To strive hard to optimize profit through conduction of transparent business operations within the legal & Social framework with malice to none and justice for all in respective of gender disparity, caste, creed or religion or region.
- To Increase productivity.
- To create more jobs with minimum investments.
- To be competitive in the internal as well as external markets.
- To maximize export earning with minimum imported in-puts.
- To reduce the income gap between top & bottom categories of employees.



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# ANNUAL REPORT

Year Ended June 2025



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## We strive for

We in SQUARE, strive, above all, for top quality products at the least cost reaching the lowest rungs of the economic class of people in the country. We value our social obligations.

We owe our shareholders and strive for the protection of their capital as well as ensure the highest return and growth of their assets.

We strive for the best compensation for all the employees who constitute the backbone of the management and operational strength of the company through a pay - package composed of salary/wages, allowances, bonuses, profit participation, leave/salary, and superannuation & retirement benefits and other emergency grants & gratis.

We strive for the best cooperation of the creditors and debtors the banks and financial institutions who provide financial support when we need it, the suppliers of raw materials & supplies who offer them at the best prices at the opportune moments, the providers of utilities - power, gas & water etc. and the customers who buy our products & services by redeeming their claim in time by making prompt payment and by distributing proper product on due dates.

We strive for the fulfillment of our responsibility to the Government through payment of the entire range of due taxes, duties, and claims to various public agencies like municipalities, etc.

We strive as responsible citizens, for a social order devoid of malpractices, anti-environmental behaviors, unethical and immoral activities, and corruptive dealings.

We keep away from any discriminatory practices between sexes, races, religions, colors, or political beliefs.

We strive to practice good governance in every sphere of activities, covering, inter alia, not being limited to, disclosure and reporting to the shareholders by holding the Annual General Meeting on time, distribution of dividends and other benefits to shareholders, reporting/dissemination of price-sensitive information, acquisition of shares by insiders, recruitment & promotion of staff, procurement & supplies, sale of assets, etc. All that directly and indirectly affects the interests of concerned groups, including shareholders, creditors, suppliers, employees, the government, and society in general.







**SQUARE**  
Textiles PLC.  
textile@squaregroup.com

SQUARE CENTRE  
48 Mohakhali C.A.  
Dhaka 1212  
Bangladesh

To

The Members  
Bangladesh Securities and Exchange Commission  
Registrar of Joint Stock Companies & Firms  
Dhaka Stock Exchange PLC.  
Chittagong Stock Exchange PLC.

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Annual Report for the year ended June 30, 2025

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Dear Madam/Sir(s)

We are pleased to enclose a copy of the Annual Report containing the Directors' Report, and Auditors' Report along with the Audited Financial Statements comprising Statement of Financial Position as at June 30, 2025, Statement of Profit or Loss and other Comprehensive Income, Changes in Equity and Cash Flows for the year ended June 30, 2025 along with notes thereon, all related Consolidated and Subsidiary Financial Statements, Corporate Governance Compliances and others for your information and records.

Yours sincerely.

Sanjib Baran Roy  
Company Secretary

Dated: 23 November, 2025

**Transmittal  
Letter**

# Corporate Achievement



**1994**

**Year of Establishment**  
(Incorporated as a Public Limited Company)

**1997**

**Year of Operation**

**2000**

Awarded Oeko-Tex Standard 100 Certificate

Awarded ISO-9001:2008 Certificate

**2002**

Listing with  
Dhaka Stock Exchange Ltd.  
Chittagong Stock Exchange Ltd.

**2003**

Awarded SUPIMA license

Awarded CottonUSA Certificate

**2007**

Awarded Global Organic Textiles Standard (GOTS) Certificate

**2008**

Awarded Cotton made in Africa (CmiA) Certificate

**2009**

Awarded USTERIZED Certificate

**2010**

Received HSBC Export Excellence Award.

**2011**

Authorized Capital BDT 3,000 million

**2025**

(2024-2025)

- ✂ Won ICMA Best Corporate Award
- ✂ Received ICSB National Award for Corporate Governance Excellence

**2024**

Awarded as Highest Taxpayer in Spinning & Textiles Sector  
Received ICSB National Award for Corporate Governance Excellence

**2023**

Won ICMA Best Corporate Award

**2022**

Won Export Trophy Gold

**2021**

Won Export Trophy Gold  
Received ICSB National Award for Corporate Governance Excellence

**2020**

Awarded "AA" rating in the long term and "ST-1" in short term by CRISL

**2018**

Won Export Trophy Gold

**2017**

Awarded as Best Taxpayer Textiles Sector  
Awarded "AA" rating in the long term and "ST-1" in short term by CRISL

**2015**

Won ICSB National Award Gold for Corporate Governance Excellence.







**SQUARE**  
Textiles PLC.  
textile@squaregroup.com

SQUARE CENTRE  
48 Mohakhali C.A.  
Dhaka 1212  
Bangladesh

## Notice AGM 2025

Notice is hereby given that the 30<sup>th</sup> Annual General Meeting of the Members of Square Textiles PLC. will be held on Monday the 15<sup>th</sup> December, 2025 at 11:00 a.m. under virtual platform through the link <https://agmbd.live/squaretextiles2025> to transact the following business:

### Ordinary Business:

- Agenda-1: To receive, consider and adopt the Audited Financial Statements for the year ended 30<sup>th</sup> June, 2025 together with the reports of the Directors' and the Auditors' thereon.
- Agenda-2: To declare a dividend for the year ended 30<sup>th</sup> June, 2025.
- Agenda-3: To elect Directors in terms of the relevant provision of the Articles of Association.
- Agenda-4: To confirm the appointment of the Female Independent Director.
- Agenda-5: To appoint Statutory Auditors for the year 2025-2026 and fix their remuneration.
- Agenda-6: To appoint Compliance Auditor for the year 2025-2026 and fix their remuneration.
- Agenda-7: To approve the sale of goods to the sister concern of Square Textiles PLC.

### Special Business:

- Agenda-1: Amalgamation of Square Texcom Ltd. with Square Textiles PLC.

By order of the Board.

Sanjib Baran Roy  
Company Secretary

Dated: 23 November, 2025

### Notes:

- i) The proxy form must be affixed with the requisite revenue stamp and be deposited at the Registered Office of the Company not less than 48 hours before the time fixed for the meeting.
- ii) Members are requested to submit to the Company's Share Office on or before 10<sup>th</sup> December 2025, their written option to receive dividends. In case of non-submission of such option within the stipulated time, the dividend will be paid off as deemed appropriate by the Company.
- iii) The Annual Report is available on the Company's website at [www.textile.squaregroup.com](http://www.textile.squaregroup.com)

# The Directors

## Square Textiles PLC.

### Mr. Tapan Chowdhury Chairman Non-Executive Director

Director since the inception of the Company in 1994.  
Appointed as Managing Director in 1998.  
Elected as Honorable Chairman in 2018.

Science Graduate from the University of Dhaka. Diploma in Marketing & Management, UK.  
2<sup>nd</sup> son of Late Samson H Chowdhury (Founder Chairman).  
Managing Director of Square Pharmaceuticals PLC., a listed company.

Prosperous experience of more than 46 years in textiles, RMG, pharmaceuticals, hospitals, IT, healthcare, toiletries, food & consumer products, organic tea plantation, capital market operation & satellite TV broadcasting.

Sponsor Director in 26 other companies under the Square Group, namely Square Pharmaceuticals Kenya EPZ Ltd., Square Hospitals Ltd., Square Lifesciences Ltd., Square Toiletries Ltd., Square Food & Beverages Ltd., Square Fashions Ltd., Square Denims Ltd., Square Apparels Ltd., Square Air Ltd., Square Health Ltd., and Maasranga Television .



The following distinguished members constitute the Board of Directors:

Mr. Tapan Chowdhury  
Chairman

Mrs. Ratna Patra  
Vice Chairman

Mr. Samuel S Chowdhury  
Managing Director

Mr. Anjan Chowdhury  
Director

Mr. Abul Kalam Azad  
Independent Director

Mr. Muhammadul Haque  
Independent Director

### Mrs. Ratna Patra Vice Chairman Non-Executive Director

Director since the inception of the Company in 1994.  
Appointed as Vice Chairman in 2012.

Arts Graduate from the University of Dhaka.  
Only Daughter of Late Samson H Chowdhury (Founder Chairman)  
Business experience of more than 22 years in the textiles and pharmaceuticals sector.  
Director of Square Pharmaceuticals PLC., a listed company, designated as Vice Chairman.

Sponsor Director and also acting as Vice Chairman of 19 other companies under the Square Group, namely Square Pharmaceuticals Kenya EPZ Ltd., Square Hospitals Ltd., Square Lifesciences Ltd., Square Toiletries Ltd., Square Fashions Ltd., Square Denims Ltd., Square Apparels Ltd., Square Air Ltd., and Maasranga Television.



### Mr. Samuel S Chowdhury Managing Director Executive Director

Director since the inception of the Company in 1994.  
Appointed in the position of Managing Director in 2018.

MBA from the Trinity University, USA.  
Eldest Son of Late Samson H Chowdhury (Founder Chairman).

Rich experience of more than 40 years in the pharmaceuticals, textiles, toiletries, media & communication sectors including capital market operations.

Director of Square Pharmaceuticals PLC. (Listed Company) designated as Chairman and also acting as Chairman of 25 other limited companies under the Square Group namely Square Pharmaceuticals Kenya EPZ Ltd., Square Hospitals Ltd., Square Toiletries Ltd., Square Fashions Ltd., Square Food and Beverages Ltd., Square Denims Ltd. Square Apparels Ltd., Square Securities Management Ltd., Square Air Ltd., Sabazpur Tea Company Ltd. and Maasranga Television.







**Mr. Anjan Chowdhury**  
**Director**

Non-Executive Director

Director since the inception of the Company in 1994.

BBA from the University of South Florida, USA.

Youngest son of Late Samson H Chowdhury (Founder Chairman).

Dignified experience of more than 31 years in Pharmaceuticals, Hospitals, Textiles, RMG, IT, Healthcare, Toiletries, Food & Consumer Products, Organic Tea Plantation, Capital Market Operation & Satellite TV Broadcasting.

Managing Director of 10 limited companies namely Square Toiletries Ltd., Square Food & Beverages Ltd., Square Texcom Ltd., Square Securities Management Ltd., Square Air Ltd. Mediacom Ltd. and Maasranga Television. under the Square Group.

Sponsor Director in 15 other limited companies under the Square Group namely Square Pharmaceuticals PLC. (listed), Square Pharmaceuticals Kenya EPZ Ltd., Square Hospitals Ltd., Square Lifesciences Ltd., Square Fashions Ltd., Square Denims Ltd., Square Informatix Ltd., Square Agro Development and Processing Ltd., ASTRAS Ltd., Sabazpur Tea Company Ltd.



**Mr. Abul Kalam Azad**  
**Independent Director**

Appointed to the Board in the year July, 2023.

Commerce Graduate, University of Chittagong.  
Fellow Member (FCA), Institute of Chartered Accountants of Bangladesh.

Founding Principal and Sole Practitioner of Azad Abul Kalam & Co., Chartered Accountants since 2008.  
Founding Partner and Sole Practitioner of Azad Zamir & Co., Chartered Accountants since 1984.  
Independent Director of Square Pharmaceuticals PLC.  
Former Independent Director, Envoy Textiles Ltd.



**Mr. Muhammadul Haque**  
**Independent Director**

Appointed to the Board in the year April, 2024.

MBA, IBA, University of Dhaka

Veteran Marketer, 36 years.

Former Executive Director Marketing (CMO) of Square Pharmaceuticals PLC.

Independent Director of Square Pharmaceuticals PLC.

**The Board of Directors status in accordance with the Constitution and Law:**

**Constitution**

Not less than 3 or more than 15

**Type of Mandate**

Unitary Board of 6 (six) Directors

**Female Member**

1 (one)

**Male Member**

5 (five)

**Non-Executive Director**

3 (three)

**Executive Director**

1 (one)

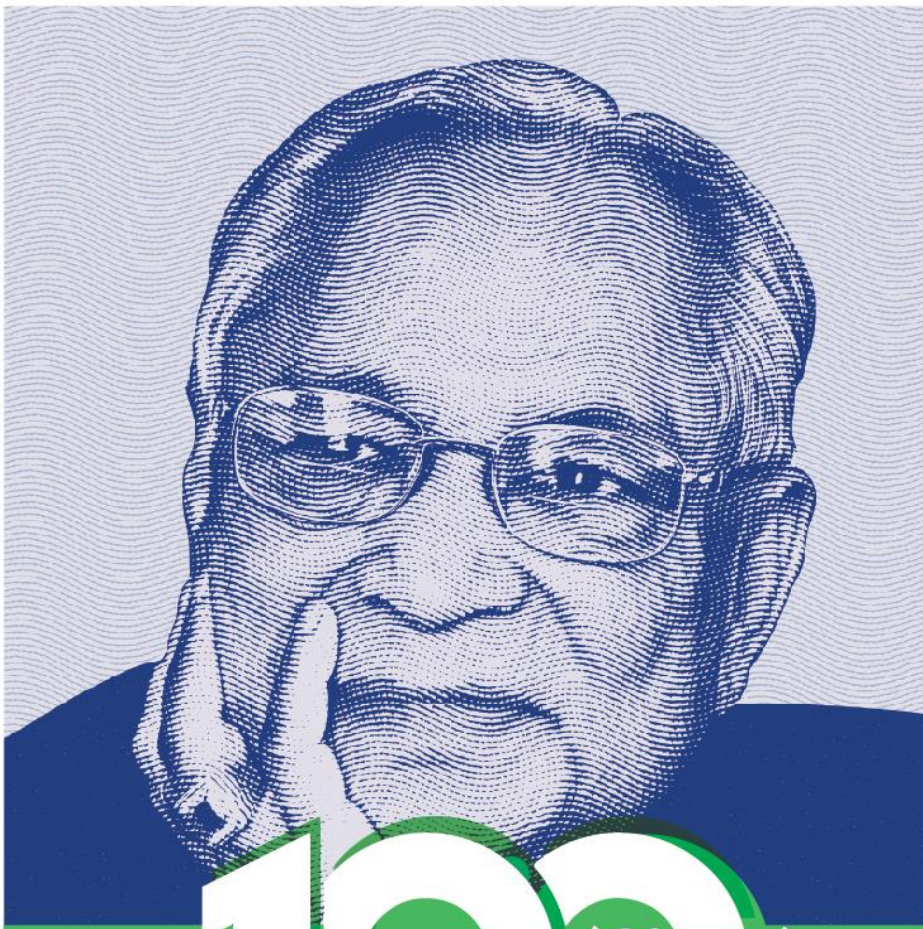
**Independent Director**

2 (two)

**Board Meeting during the year 2024-2025**

8 (eight)

## The Founder



**100** *Years of*

SAMSON H. CHOWDHURY

**UNCOMPROMISING  
INTEGRITY**

1925 - forever in our hearts





## Chairman's Message

Dear Shareholders Ladies  
and Gentleman

While I begin to address you and offer my own thoughts for your kind consideration/evaluation for the critical investment decisions, I would refer you to the birth of this company as a PLC. under a very articulate/novel principle of declaration of "Specie Dividend" by the parent company (Square Pharmaceuticals) out of its investment in the share capital of the Company, a process first of its kind in the country's capital Market designed by the Founding Chairman late Samson H Chowdhury. As a result, public shareholders of Square Pharma got the shares of Square Textiles free of cost, the growth of the investment assets since its inception in 1994 is a measure of achievement in the industrial arena of the Country.

I feel a great degree of satisfaction in reporting to you at this Annual General Meeting due to its ongoing operational ascent despite disorderly situation in the global demand and supply chain systems between buyers and producers during the preceding year due to several spots of wars of the floor of the beautiful earth of ours.

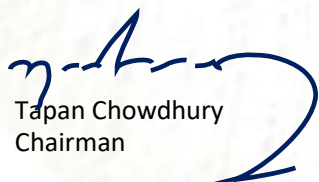
Despite socio-economic upheavals in the country affecting almost all the strata of life, the RMG Sector retook its position as the largest export earner and increased FC reserves though many economic ills continued to prevail. The Duty Flash out by the USA on the major economic power and developing countries affected our bones. It is expected that as both the Government as well as the industrial entrepreneurs are forging ahead in product and market diversification, the RMG Sector would come out of cost/price triangle of bargaining power with higher productivity measures within not too a faraway future.

While I believe that the World socio-politico disorders might, nevertheless continue to exist at current levels, or may even escalate, our investors would not exit from the mighty sector which supplies the basic needs of civilization.

I hope the Shareholders and Stakeholders, the Government, and the officers/workers all shall keep in mind that the existence of the sector depends on the joint efforts by all and everyone who must face the threats, standing together shoulder to shoulder in the own common interest.

With best wishes to you all.

Thanking You.

  
Tapan Chowdhury  
Chairman

**Won**

ICMAB Best  
Corporate Award



# Operational Performance Overview

## Square Textiles PLC.

**5 Years'**  
Standalone

Figures in '000

Particulars	2024-2025	2023-2024	2022-2023	2021-2022	2020-2021
Turnover (Net)	22,650,212	18,926,871	14,967,962	15,624,302	11,924,705
Gross Profit	3,032,539	2,332,757	1,876,842	2,699,982	1,335,718
Net Profit (Before Tax)	1,389,012	1,271,355	1,252,541	2,129,771	733,098
Net Profit (After Tax)	1,273,063	1,081,936	1,071,422	1,806,305	621,634
Shareholders' Equity	10,230,539	9,588,682	9,098,502	8,717,463	7,305,662
Total Assets	24,951,634	23,212,817	17,584,856	15,029,581	15,418,898
Total Current Assets	14,277,496	12,696,385	8,269,586	7,413,708	8,523,673
Total Current Liabilities	10,635,237	10,356,538	8,203,191	5,732,488	5,207,496
Current Ratio	1.34	1.23	1.01	1.30	1.64

Shares Outstanding	197,252,000	197,252,000	197,252,000	197,252,000	197,252,000
Face Value per Share	10.00	10.00	10.00	10.00	10.00
Dividend (Cash)	32%	32%	30%	35%	20%
Dividend (Stock)	-	-	-	-	-
Net Asset Value Per Share (NAV)	51.87	48.61	46.13	44.19	37.04
Net Operating Cash Flow per Share	3.13	(11.91)	4.64	15.24	5.64
EPS-Earning per Share (Standalone)	6.45	5.49	5.43	9.16	3.15
EPS-Earning per Share (Consolidated)	7.24	5.89	5.81	9.93	3.41
EPS on Share Issued for Cash	50.54	42.95	42.53	71.71	24.68
Quoted Price per Share - DSE	48.90	46.20	67.50	66.40	47.50
Quoted Price per Share - CSE	48.20	45.80	67.50	68.80	46.00
Price Earnings Ratio-DSE (Time)	7.58	8.42	12.43	7.25	15.08
Price Earnings Ratio-CSE (Time)	7.47	8.34	12.43	7.51	14.60
Market Capitalization-DSE (in billion)	9.65	9.11	13.31	13.10	9.37
Market Capitalization-CSE (in billion)	9.50	9.03	13.31	13.57	9.07

Shareholders :	2024-2025	2023-2024	2022-2023	2021-2022	2020-2021
Sponsors/Directors	6	6	7	7	7
Financial & other Institution	216	291	234	218	249
Foreign Investors	1	1	2	3	3
General Public	14,734	15,376	15,895	14,644	14,759
Total -	14,957	15,674	16,138	14,872	15,018

Employees :	2024-2025	2023-2024	2022-2023	2021-2022	2020-2021
Executives	214	209	203	206	198
Non Executives	211	218	193	189	173
Workers	4,332	4,326	4,167	4,156	4,105
Total -	4,757	4,753	4,563	4,551	4,476





# Managing Director's Report

Dear Shareholders, Ladies  
and Gentleman

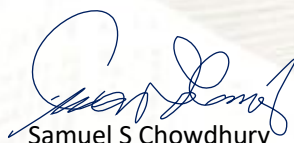
I welcome you on behalf of the Board of Directors to this 30th Annual General Meeting and submit the Annual Report containing the Directors' Report and all other mandatory financial and operating statements with legally required information for a full disclosure to the Shareholders so that they can make a rational/analytical investment decision.

I am sure that the shareholders would feel highly satisfied to find that the company, amidst all varieties of negative factors, has made a great stride on all/each front of its operations both as "standalone" as well as on consolidated one, over the previous year. The vital parameters included Turnover, Gross profit, Profit from operation, Net Profit (AT), EPS, etc. You may also note an increase in long-term investments and in current assets, etc. This shows that the Management believes that the RMG sector, the largest export and F/C earner would continue to keep the country's financial system, including the F/C Reserve in a reasonably respectable level for continuing the level of development in the GDP growth and employment situation in the coming years.

It is also to be noted that the liquidity position as reflected by the current ratio/liquidity ratio leaves the company in a comfortable position. The EPS at 7.24 during the year is considered satisfactory as compared to the previous year's 5.89.

Considering the world situation of Wars and Skirmishes in almost every nook and corner, the world trade of Textile goods, a necessity for civilization, though is reported to have declined by about 3%, is also expected to recover in the near future.

Thanking You.

  
Samuel S Chowdhury  
Managing Director

---

**19.67%**

Sales increased

**7.49%**

Assets Increased

---

# Operational Governance



## Management Committee

Mr. Samuel S Chowdhury Managing Director	Chairman
Mr. Anjan Chowdhury Director	Member
Mr. Md. Kabir Reza Head of Accounts & Finance	Member
Mr. Taslimul Hoque Head of Operations	Member

## Audit Committee

Mr. Abul Kalam Azad Independent Director	Chairman
Mrs. Ratna Patra Director	Member
Mr. Anjan Chowdhury Director	Member
Mr. Sanjib Baran Roy Company Secretary	Secretary

## Nomination and Remuneration Committee

Mr. Abul Kalam Azad Independent Director	Chairman
Mrs. Ratna Patra Director	Member
Mr. Anjan Chowdhury Director	Member
Mr. Sanjib Baran Roy Company Secretary	Secretary

## CFO, Company Secretary and HIAC

Mr. Md. Aminur Rahman, FCMA	Chief Financial Officer
Mr. Sanjib Baran Roy, FCS	Company Secretary
Mr. Md. Mozibur Rahman, FCA	Head of Internal Audit and Compliance

## Statutory Auditors

M/s. K. M. Hasan & Co.  
Chartered Accountants  
Hometown Apartment,  
8 & 9<sup>th</sup> Floor  
87 New Eskaton Road  
Dhaka 1000.

## Compliance Auditors

M/s Chowdhury Bhattacharjee & Co.  
Chartered Accountants  
BSEC Bhaban, Level-4,  
102 Kazi Nazrul Islam Avenue  
Karwan Bazar  
Dhaka 1215



# Corporate Information

## Operational Head

Ms. Sanchia Chowdhury	Head of Business Strategy
Mr. Eric S Chowdhury	Head of TSD and SCM
Ms. Anika Chowdhury	Head of Business Development
Mr. Taslimul Hoque	Head of Operations
Mr. Fakhrul Hasan	Head of HR & Admin
Mr. Md. Shahid Raihan	Head of Production
Mr. Avijit Kumar Biswas	Head of Procurement
Mr. Shah Mohammad Faisal	Head of Sales & Marketing
Mr. Rajibul Kabir	Head of Supply Chain Management
Mr. Shah Didarul Islam	Head of Engineering
Mr. Subrata Roy	Head of Quality Assurance

## Legal Advisor

Mr. Syed Afzal Hasan Uddin Bar-at-Law Concord Ovalash, 1 <sup>st</sup> floor House-62, Road-11A, Dhanmondi Dhaka	Ms. Nazia Kabir Bar-at-Law Concord Ovalash, 1 <sup>st</sup> floor House-62, Road-11A, Dhanmondi Dhaka
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## Bankers

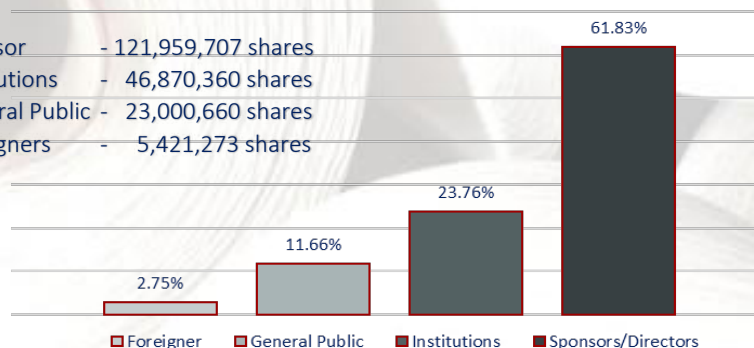
Commercial Bank of Ceylon PLC.  
Dutch Bangla Bank PLC.  
Hongkong and Shanghai Banking Corporation  
Prime Bank PLC.  
Standard Chartered Bank  
City Bank PLC.

## Insurers

Eastland Insurance PLC.  
Pioneer Insurance Co. Ltd.  
Pragati Insurance Co. Ltd.

## The Owners

Sponsor	- 121,959,707 shares
Institutions	- 46,870,360 shares
General Public	- 23,000,660 shares
Foreigners	- 5,421,273 shares



# Statement of Value Added

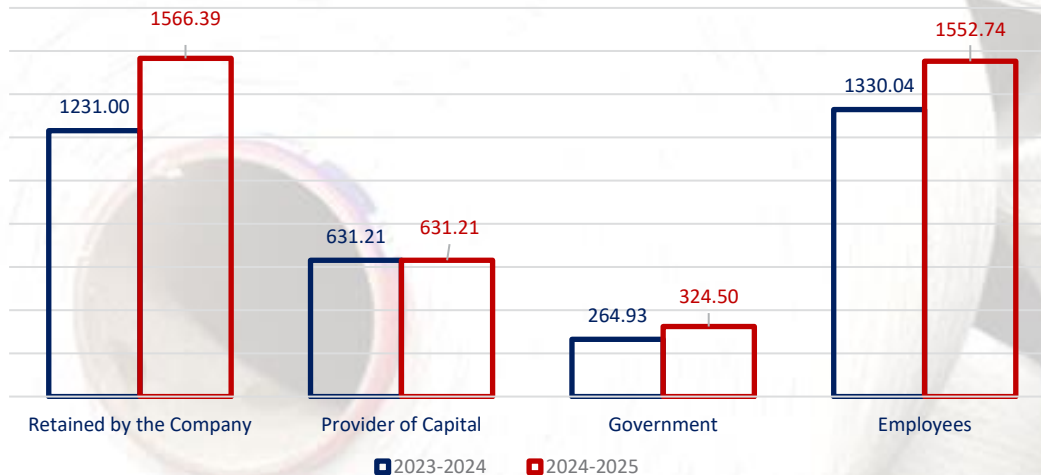
Square Textiles PLC.

Year ended  
30 June 2025

	2024-2025	2023-2024
<b>Source of Fund:</b>		
Net Turnover	22,650,211,890	18,926,870,794
Less: Bought in Materials & Services	(18,604,128,044)	(15,488,156,175)
Add: Other Income	28,756,299	18,462,977
<b>Value Added</b>	<b>4,074,840,145</b>	<b>3,457,177,596</b>
<b>Applied in the following Ways:</b>		
<b>Employees</b>	<b>1,552,742,955</b>	<b>1,330,040,067</b>
Salaries Wages Gratuity and Other benefits	1,483,292,375	1,266,472,342
Contribution to workers profit participation & welfare fund	69,450,580	63,567,725
<b>Government</b>	<b>324,496,281</b>	<b>264,932,817</b>
Corporate Tax	248,817,875	189,418,856
Other Government Dues	75,678,406	75,513,961
<b>Provider of Capital</b>	<b>631,206,400</b>	<b>631,206,400</b>
Dividend	631,206,400	631,206,400
<b>Retained by the Company</b>	<b>1,566,394,509</b>	<b>1,230,998,312</b>
Depreciation	924,537,744	780,269,064
Retain Earning	641,856,765	450,729,248
	<b>4,074,840,145</b>	<b>3,457,177,596</b>



BDT in Million







The Board of Directors of the Company is delighted to present its Report for the financial year ended 30 June 2025 before the honorable Shareholders.

The Directors' Report is presented in accordance with the provisions of Section 184 of the Companies Act 1994, Rule 12 (and the schedule thereunder) of the Bangladesh Securities and Exchange Rules 2020, Corporate Governance Code 2018 of Bangladesh Securities and Exchange Commission, and International Accounting Standard-1 as adopted by The Financial Reporting Council, Bangladesh.

## SECTORAL OVERVIEW

### Textiles Sector in Bangladesh

The textile sector of Bangladesh stands as one of the most prominent and enduring pillars of the national economy, deeply rooted in the country's centuries-old tradition of textile craftsmanship. Historically renowned for producing fine muslin and handloom fabrics, Bangladesh has long garnered global recognition for its textile artistry and skilled craftsmanship. In 1971, after independence, the Government of Bangladesh placed strong emphasis on rebuilding and modernizing the industrial base, recognizing textiles as a strategic sector for export-led growth, employment generation, and industrial diversification.

During the 1980s and 1990s, with the liberalization of trade and investment policies, the textile industry underwent a significant transformation. The establishment of the Primary Textile Sector (PTS), comprising spinning, weaving, knitting, dyeing, and finishing units, created strong backward linkage support to the emerging readymade garments (RMG) industry.

This advancement not only minimized the country's dependency on fabric imports but also expanded domestic value creation across the textile spectrum, reinforcing Bangladesh's competitive standing in international apparel markets.

Today, the textile industry operates as a highly integrated and technology-intensive sector covering the entire value chain from raw cotton to finished fabrics. The industry comprises hundreds of modern spinning mills, weaving and knitting facilities, and dyeing and finishing plants equipped with state-of-the-art machinery and advanced process control systems. The integration between textile and garment manufacturing ensures a steady supply, quality consistency, and cost efficiency, which collectively underpin the competitiveness of Bangladesh's export-oriented apparel sector.

Operationally, the industry contributes significantly to the national economic growth-generating large-scale employment, fostering industrial linkages, and earning substantial foreign exchange. Continuous improvements in production processes, energy efficiency, waste management, and environmental sustainability have become defining features of the sector's modernization journey. Moreover, Bangladesh now leads globally in green and LEED-certified textile and garment factories, reflecting the sector's commitment to responsible and sustainable industrial practices.

With ongoing investment in automation, product innovation, and skill development, the textile sector continues to evolve as a dynamic and resilient industry. It remains central to Bangladesh's industrial identity and plays an indispensable role in maintaining the country's strong position as one of the world's leading textile and apparel manufacturing hubs.

## Spinning Sector in Bangladesh

The spinning sector of Bangladesh represents a vital component of the country's textile value chain, providing essential backward linkage support to the export-oriented ready-made garments (RMG) industry. It transforms imported raw cotton and synthetic fibers into various types of yarns, forming the foundational input for knit and woven fabric production across the country.

At present, approximately 400 to 450 spinning mills are in operation, collectively possessing an installed capacity of around 4,500 million kilograms of yarn per annum. However, actual production typically remains lower, averaging between 2,400 and 2,800 million kilograms, primarily due to energy supply disruptions, machinery inefficiencies, and fluctuating market demand.

The sector's operations are heavily dependent on imported raw materials, as Bangladesh produces less than one percent of its required cotton domestically. The majority of raw cotton is sourced from the USA, India, and several African countries, while synthetic fibers and other chemical inputs are also imported. This dependence exposes the industry to global price volatility and exchange rate fluctuations, impacting overall cost efficiency.

Spinning activities are energy-intensive, relying primarily on natural gas and electricity. Frequent gas shortages, rising energy costs, and inconsistent power supply remain major operational challenges, affecting capacity utilization and production continuity. Although many large mills have invested in modern, automated machinery imported from leading textile technology from abroad, a significant number of medium and smaller units still operate with aging equipment, limiting their productivity and quality consistency.

The sector employs a large semi-skilled workforce, with increasing focus on skill development, process efficiency, and quality management. Many mills now use ERP systems and hold certifications such as ISO and OEKO-TEX, reflecting improved operational discipline and compliance.

Domestically produced yarn primarily supplies local knitwear and fabric manufacturers, which reduces reliance on imported yarn and shortens production lead times for RMG exporters. Only a small quantity of yarn is exported, mainly to regional markets including China, India, and Vietnam.

Despite challenges such as high input costs, import competition, and underutilized capacity, the spinning sector remains vital to Bangladesh's textile competitiveness. Its future growth hinges on reliable energy supply, technological modernization, and policy support for diversification into synthetic and sustainable yarns, enabling greater efficiency and contribution to the national economy.

The Government's continued support through incentives, duty drawbacks, and subsidies is expected to further stimulate investment and promote sustainable growth in the spinning sector.

## Operational Performance Spinning Sector, Bangladesh.

In FY 2024–2025, Bangladesh's spinning sector faced a challenging operational year, marked by low capacity utilization, rising costs, and strong competition from imported yarns. Out of an installed capacity of around 4.5 million metric tons, actual production was limited to 1.7–1.8 million metric tons, reflecting 40–50% utilization.





The industry's dependence on imported cotton made it vulnerable to global price and exchange rate volatility, while gas shortages and rising energy costs disrupted production. Additionally, yarn imports from India and China increased by about 39%, intensifying pressure on local spinners.

Financially, most mills struggled with high debt burdens and interest rates, forcing several mid-sized units to scale down or close operations. However, a few large and integrated mills with modern equipment and energy-efficient systems managed to remain stable.

Overall, the sector operated below potential due to cost escalation and supply constraints, but continues to hold long-term promise through modernization, policy support, and improved energy reliability.

### INDUSTRY OUTLOOK

During FY 2024–2025, Bangladesh's textile and spinning industry operated under a challenging macroeconomic environment characterized by inflationary pressures and raw material price volatility. However, the sector demonstrated resilience supported by strong backward linkage industries and policy measures initiated by the Government to sustain export competitiveness.

With signs of gradual recovery in global apparel demand and continued emphasis on technological upgradation and sustainable practices, the medium-term outlook for the industry remains cautiously optimistic.

Square Textiles PLC is strategically positioned to capitalize on emerging opportunities through operational efficiency, modernization, and adherence to sustainable production standards.

### COMPANY'S OVERVIEW

Square Textiles is a leading manufacturer in Bangladesh that produces yarns for knitting and weaving. The company has been in business for over 30 years.

Square Textiles emphasizes more sustainable and eco-friendly products, such as Organic, BCI, Tencel, Re-cycle (Cotton and Polyester), and others. They are also creating more value-added products, like Galaxy, Flutter, Lurex, Mozaik, Neppy, Snow, Siro, and more, which are more fashion-forward and have higher export value.

Square Textiles' products are widely known by their loyal customers for their superior quality and dedicated service.

### Financial Results- STANDALONE

The Revenue from Operations and Operating Profit stood at BDT 22,650.21 million and 2,709.37 million, respectively, compared to BDT 18,926.87 million and 2,022.73 million in the previous year, representing an increase of 19.67% and 33.95%, respectively.

The Net Profit After Tax increased by 17.67% to BDT 1,273.06 million, compared to BDT 1,081.94 million in the previous year.

### Financial Results- CONSOLIDATED

The Revenue from Operations and Operating Profit stood at BDT 24,701.35 million and 2,954.30 million, respectively, compared to BDT 20,905.83 million and 2,171.29 million in the previous year, experiencing an increase of 18.16% and 36.06%, respectively.

The Net Profit after Tax for the year also registered an increase of 22.97% to BDT 1,428.64 million, as against BDT 1,161.76 million in the previous year.

## Capacity/Production

During the last few years, we have faced hard competition in both national and international markets. To cope with the situation, we have adopted multiple product mixes to attain high margin benefits as an alternative production technique. Hence, we have restated the production capacity installation criterion and actual production quantity to make them (The production data) equivalent and comparable. The production efficiency increased in 2024-25 to 94.34% from 93.91% than that off efficiency of 2023-24.

The total installed production capacity (at an average of 30s Ring and 14s O/E counts) as on June 30, 2025 was as follows:

Spindles/Rotors	In Nos.	
Particulars	2024-25	2023-24
<b>Installation:</b>		
Spindle Installed	173,950	173,950
Rotor Head Installed	5,192	5,192
Vortex Head Installed	3,168	3,168
<b>Operation:</b>		
Spindle Operated	173,950	173,950
Rotor Head Operated	5,192	5,192
Vortex Head Operated	3,168	3,168

## Product Capacity Installed

Particulars	2024-25	2023-24
Equivalent to-		in Kg
30s Count (Ring Yarn)	29,787,436	25,138,192
14s Count (O/E Yarn)	13,568,427	12,694,523
30s Count (Vortex Yarn)	11,342,657	10,963,241
Total -	54,698,520	48,795,956

## Actual Production

Particulars	2024-25	2023-24
Actual Production	61,316,551	52,341,364
Equivalent to-		
30s Count (Ring Yarn)	28,007,220	23,600,554
14s Count (O/E Yarn)	12,838,866	11,938,261
30s Count (Vortex Yarn)	10,754,239	10,285,872
Total -	51,600,325	45,824,687

## Production Efficiency

Particulars	2024-25	2023-24
Equivalent to-		
30s Count (Ring Yarn)	94.02%	93.88%
14s Count (O/E Yarn)	94.62%	94.04%
30s Count (Vortex Yarn)	94.81%	93.82%
Total (Average) -	94.34%	93.91%

## Cost of Production

The cost of production has varied over the past years, primarily due to wide fluctuations in the price of raw cotton, packing materials, fuel and power, and spare parts, which were beyond the control of the Management.

The level of costs and their incidence are given below:

Particulars	2024-25	2023-24
Output of Yarn		in Ton
	61,317	52,341

## Cost of Major Items

Particulars	2024-25	2023-24
Raw Material Consumed	14,805,891	12,266,550
Packing Materials	227,984	195,184
Fuel/Power etc.	1,844,186	1,811,884
Spare Parts	362,343	339,828
Other Overhead	2,416,655	2,029,144
Total Cost -	19,657,059	16,642,590

Unit Cost/Kg.	in Tk.	
Particulars	2024-25	2023-24
Raw Material	241.46	234.36
Packing Materials	3.72	3.73
Fuel/Power etc.	30.08	34.62
Spare Parts	5.91	6.49
Other Overhead	39.41	38.77
Total Unit Cost-	320.58	317.97
Raw Material Cost % of Total	75.32%	73.71%

The above figure reveals that though the raw material cost per unit increased by 3.03%, packing materials cost decreased by 0.27%, Fuel/ Power cost decreased by 13.11%, Spare Parts cost decreased by 8.94% and other overhead increased by 1.65%, which lead to total unit cost increased by 0.82% in 2024-25 over 2023-24. During the year under review, the price of raw cotton in the international market was significantly unstable.

#### MARKETING OPERATIONS:

##### Market Exposure

The marketing efforts of the Company have consistently prioritized export sales, as evidenced by the following information:

Quantity Sold (Kg)	in '000	
Particulars	2024-25	2023-24
Export Sales	60,997	52,426
Total -	60,997	52,426

Sales Revenue (Tk.)	in '000	
Particulars	2024-25	2023-24
Export Sales	22,650,212	18,926,871
Total -	22,650,212	18,926,871

The above figures show that sales quantity increased by 16.35% and sales revenue increased

by 19.67% in 2024-25 over 2023-24 due to increased of yarn production from extension project at Habiganj and some BMRE as well as increased of yarn price.

##### Unit Selling Prices Attained

The selling prices (Taka/Kg) have changed over the years, as shown below:

Particulars	2024-25	2023-24
Export Sales	371.33	361.02
Total -	371.33	361.02

The above indicates that the selling price increased by 2.86% in 2024-25 over 2023-24 due to the USD conversion rate significantly increasing against BDT in Bangladesh, but the yarn price in USD decreased in the domestic and international markets.

##### Capital Expenditure

In order to continuously upgrade and increase the productive facilities, the Company made an additional net capital expenditure of Tk.

1,090.26 million as follows:

	in '000	
Particulars	2024-25	2023-24
Land/Civil Construction	231,617	43,627
Plan & Machinery	702,772	1,861,982
Other Fixed Assets	155,873	75,822
Total -	1,090,262	1,981,431

The above investments have enabled the company to increase the rate of production efficiency at a reasonable level over the years. The entire amount has been invested out of its internal generation of funds and bank borrowings.



## FINANCIAL RESULTS:

The Company's (standalone) operating financial result for the year ended 30 June, 2025, as compared to the previous year are summarized hereunder:

Particulars	2024-2025	2023-2024	↑↓ in %
Export Sales	22,650,211,890	18,926,870,794	19.67↗
Cost of Goods Sold	19,617,672,416	16,594,114,280	18.22↗
<b>Gross Profit</b>	<b>3,032,539,474</b>	<b>2,332,756,514</b>	30.00↗
Administrative Expenses	287,501,364	279,145,585	2.99↗
Selling & Dist. Expenses	35,667,897	30,881,320	15.50↗
<b>Operating Income</b>	<b>2,709,370,213</b>	<b>2,022,729,609</b>	33.95↗
Finance Cost	1,279,664,335	706,270,357	81.19↗
Non-Operating Income	28,756,299	18,462,977	55.75↗
<b>Net profit before WPPF</b>	<b>1,458,462,177</b>	<b>1,334,922,229</b>	9.25↗
Contribution WPPF	69,450,580	63,567,725	9.25↗
<b>Net profit (Before Tax)</b>	<b>1,389,011,597</b>	<b>1,271,354,504</b>	9.25↗
Provision for Income Tax	173,910,080	192,219,533	9.53↘
Provision for Deferred Tax	(57,961,648)	(2,800,677)	1,969.56↗
<b>Net Profit (After Tax)</b>	<b>1,273,063,165</b>	<b>1,081,935,648</b>	17.67↗
Gross Profit Margin	13.39%	12.33%	1.06↗
Net Profit Margin (AT)	5.62	5.72	0.10↘
EPS (Earning Per Share) in Taka	6.45	5.49	17.49↗

The Turnover increased by 19.67% along with Gross profit and Net profit (After Tax) by 30.00% and 17.67% respectively during the year 2024-25 in comparison to the previous year.

Gross Profit Ratio increased by 1.06% and Net Profit Ratio decreased by 0.10%.

The Financial Result of the Company for the year 2024-25 depicts a higher return on sales ratio (from 5.72% to 5.62%), slightly decreased due to the increase in raw materials cost, and increased due to the volatility of the international market.

During the period, the selling price in USD of yarn also decreased due to lower demand in the RMG sector in both the local and international markets.

These situations influenced to maximize unit cost of production and finally led to down the

profitability during the reporting year than that of the previous year.

### Foreign Exchange Earned/Saved

Square Textiles contributed substantially to the Foreign Exchange Reserve of the country during the year under review through its export marketing operation. This amounted to Tk. 5,249.46 million.

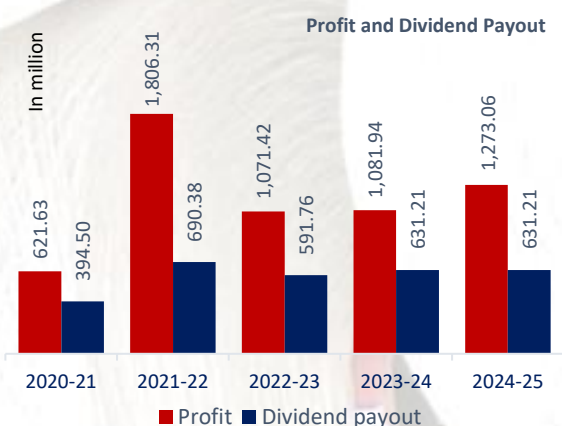
Details are depicted below:

in '000		
Particulars	2024-25	2023-24
Total Export	21,891,282	16,696,651
Less Import		
Raw Materials	15,410,504	14,225,421
Spare Parts	462,495	484,422
Misc. (with BMRE)	768,819	1,928,661
<b>Net Export</b>	<b>5,249,464</b>	<b>58,147</b>

## APPROPRIATION OF PROFIT

The Board of Directors recommended the appropriation of the net profit earned for the year ended June 30, 2025, in the following manner:

	in Taka
- Net profit (after tax) for the year ended June 2025.	1,273,063,165
- Recommended for Cash Dividend @32.00%.	631,206,400
Net Unappropriated Profit (for ploughing back)	641,856,765



## GOVERNANCE

### Consolidation of Accounts

In accordance with the Regulations of the Bangladesh Securities and Exchange Commission (BSEC), the company has consolidated its accounts following the codes of International Accounting Standard - 28 & IFRS-10, reflecting the shareholders' gross benefits/value of their investments.

The consolidated financial statements are included in this Annual Report.

## Risk and Concern

The international situation in the coming years will largely determine the future of industry and commerce at home and abroad.

It is heartening, however, to see the government is identifying all of the factors that could stymie industry and commerce and taking appropriate measures to cope, as a result of which Bangladesh has begun to improve its position in the World Bank Ranking Hall of Progress' "Doing Business" Index.

## Loans and Guarantees

Details of loans granted and guarantees given during the year under review are depicted in Note No. 13, 15 and 36 of the standalone financial statement.

## Related Party Transaction

Square Textiles has engaged in a number of related party transactions, the details of which are detailed in Note No. 40 of the standalone Accounts.

## Investment in Subsidiary

The Company has invested Tk. 489,333,960 as equity (99.88%) in the capital of Square Texcom Limited. As per the provisions of the Company Act 1994, Square Texcom Ltd. is a subsidiary of Square Textiles PLC. and as such the Directors' Report, along with the Auditors' Report & Audited Financial Statement, has been included as part of this report.

## Credit Rating Report

The Credit Rating Information and Services Ltd. (CRISL) reaffirmed the credit rating to Square Textiles on the basis of financial and other relevant quantitative and qualitative information on 14 December, 2024.

Never missed a dividend payment to its Shareholders since listing 2002

The reaffirmed ratings are:

Long Term Rating = "AA+", which indicates  
Higher Safety and Higher Credit Quality.

Short Term Rating = "ST-1", which indicates the  
Highest Certainty of Timely Repayment.



Credit Rating By CRISL

### Minority Interest

In compliance with Condition No. 1(5) (xvi) of the Corporate Governance Code 2018 of BSEC, the Board hereby confirms that the interests of the minority shareholders have been duly protected in the Company.

### Extra-Ordinary Activities

The Company did not engage in or continue any extraordinary activities, and as a result, it did not suffer or gain any loss or gain as a result of such activities.

### Management's Discussion & Analysis

A Management's Discussion and Analysis signed by the Managing Director and presenting a detailed analysis of the company's position and operations, along with a brief discussion of changes in the financial statements and other requirements of the Corporate Governance Code, is disclosed in Annexure- iii of this report.

### Unclaimed/Unsettled Dividends

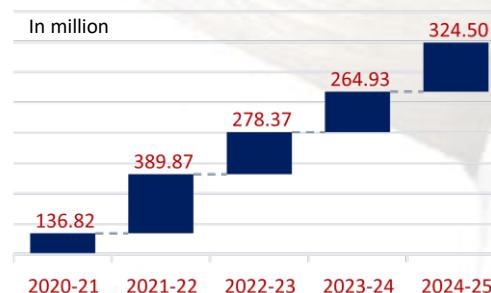
Unclaimed/unsettled dividends are taken care of in accordance with the directives of the Bangladesh Securities and Exchange

Commission and other regulatory authorities from time to time.

Details of unclaimed/unsettled dividends for the years from 2002 to 2024 are presented on page 127 of this report.

### Contribution to National Exchequer

Square Textiles PLC. contributed an amount of Tk. 324.50 million during the year to the National Exchequer, as against Tk. 264.93 million in the previous year.



### Election of the Directors

Mrs. Ratna Patra, Director designated as Vice Chairman of Square Textiles PLC, retired as per articles 125 & 126 of the Articles of Association and being eligible, offered themselves for re-election.

A brief resume and other information about the above-mentioned director are depicted in Annexure-ii.

### Appointment of a Female Independent Director

The Board of Directors has appointed Mrs. Nasrin Akter, FCA, as a Female Independent Director on 21<sup>st</sup> October, 2025, in compliance with Notification No. BSEC/ICAD/CGD/2023/106/Part-I/373 dated 29<sup>th</sup> July 2025 subject to the approval of Bangladesh Securities and Exchange Commission.



A brief resume and other information of the director, as mentioned above, is depicted in Annexure-II.

### **Appointment of Statutory Auditors**

M/s K. M. Hasan & Co., Chartered Accountants, is the Statutory Auditors of the Square Textiles PLC. for the year 2024-2025, submitted an Unqualified Report on the Financial Statements for the year ended 30 June 2025, and retires on this 30<sup>th</sup> Annual General Meeting.

Being eligible, they have offered themselves for reappointment as Statutory Auditors of the Square Textiles PLC. for the year 2025-2026.

The Board of Directors, in its meeting held on 21<sup>st</sup> October, 2025, recommended their appointment.

### **Appointment of Compliance Auditors**

M/s Chowdhury Bhattacharjee & Co., Chartered Accountants, is the compliance Auditors of the Company for the year 2024-2025, retires at this 30<sup>th</sup> Annual General Meeting.

Being eligible, offered themselves for re-appointment as Compliance Auditor Square Textiles PLC. for the year 2025-2026.

The Board of Directors, in its meeting held on 21<sup>st</sup> October, 2025, recommended their appointment.

### **To approve the sale of goods to the sister concern of Square Textiles PLC.**

Square Textiles PLC. is required to obtain approval of the shareholders with regard to

the sale of goods to the sister concern amounting to 10% or above of the total revenue or turnover as shown on the statement of profit or loss and comprehensive income for the immediate preceding financial year as per clause 1 of the Notification No. BSEC/CMRRCD/ 2009-193/10/Admin/118 dated March 22, 2022 by the Bangladesh Securities and Exchange Commission.



### **Amalgamation of Square Texcom Ltd. with Square Textiles PLC.**

The Board of Directors has recommended for amalgamation under provision of section 228 & 229 of the Companies Act 1994 along with a proposal to compensate the minority shareholders in cash at a book value of shares as on 30 June, 2025 subject to approval by the Court of Jurisdiction, Hon'ble High Court division of the Supreme Court of Bangladesh. Details are in Annexure VII.

### **Directors' Declaration on the Financial Statements**

As a part of corporate good governance, the Board is accountable for providing a true and fair view of the company's financial performance and status. To that end, the Directors affirm to the best of their knowledge that:

- ☒ The Financial Statements of the Company present a true and fair view of the Company's state of affairs, a result of its operation, cash flows and changes in equity.



- ☑ Proper books of accounts as required by the prevailing laws have been maintained.
- ☑ Appropriate accounting policies have been constantly applied in the preparation of the financial statements and the accounting estimates are based on reasonable and prudent.
- ☑ The financial statements were prepared in accordance with IAS/IFRS as applicable in Bangladesh.
- ☑ The internal control system is sound in design and is effectively implemented and monitored.
- ☑ There is no significant doubt about the company's ability to continue as a going concern.
- ☑ There is no significant deviation from the operating result of the last year.
- ☑ Remuneration paid to Mr. Samuel S Chowdhury, Managing Director, has been shown in Note # 22 in the notes of accounts.
- ☑ Key operating and financial data of the last 5 (five) years have been presented in summarized form in Page No. 12.

### Corporate Governance Compliance Report

In accordance with the requirements of the Corporate Governance Code 2018 of the Bangladesh Securities and Exchange Commission, an additional statement in pursuance of Clause 1 (5), a resume of the directors who shall be reappointed, Management Discussion Analysis, Certificate from the CEO and CFO to the Board, Certificate on Compliance of the Conditions of the Corporate Governance Code 2018 by the Compliance Auditors and Status of

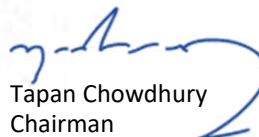
Compliance are depicted in the Annexures - i, ii, iii, iv, v, and vi, respectively.

The Audit Committee Report, the Nomination and Remuneration Policy, and the Dividend Distribution Policy are also presented in the Annual Report.

### MANAGEMENT APPRECIATION

The Board of Directors records with deep appreciation the performance of the management, the officers, staff and workers whose relentless efforts helped to increase productivity as well as the turnover despite the natural and unnatural adverse factors of production and marketing throughout the country and the world. It is expected the employees and management will continue to improve the results in the interest of shareholders, whose unswerving trust in management has always been an inspiration to the Board of Directors.

The Directors humbly express their gratitude and acknowledge with keen interest the cooperation and unflinching support they have received from various agencies, including the Bangladesh Securities and Exchange Commission, the Stock Exchanges, the National Board of Revenue and other agencies of the public and private sector. We look forward to a brighter future for all of us.

  
Tapan Chowdhury  
Chairman

- In the event of conflict between English text and Bangla text of this report, English text shall prevail.

## Board Meeting and Attendance 2024-2025

Under Condition # 1(5)(xxii) of CGC

Name of the Directors	Position	Meeting Held	Attended
Mr. Tapan Chowdhury	Chairman	8	8
Mrs. Ratna Patra	Vice Chairman	8	8
Mr. Samuel S Chowdhury	Managing Director	8	8
Mr. Anjan Chowdhury	Director	8	8
Mr. Abul Kalam Azad	Independent Director	8	8
Mr. Muhammadul Haque*	Independent Director	8	7

\* Appointed on 22-10-2024

## Pattern of Shareholding 30 June 2025

Under Condition # 1(5)(xxiii) of CGC

Name of the Shareholders	Status	Shares held	%
i. Parent/Subsidiary/Associated Companies and other related parties.	-	-	-
ii. Directors, Chief Executive Officer, Chief Financial Officer, Company Secretary, Head of Internal Audit and their Spouses and Minor Children's:			
Mr. Tapan Chowdhury	Chairman	8,048,937	4.08
Mrs. Ratna Patra	Vice Chairman	5,935,266	3.01
Mr. Samuel S Chowdhury	Managing Director	7,642,709	3.87
Mr. Anjan Chowdhury	Director	6,862,679	3.48
Mr. Abul Kalam Azad	Independent Director	-	-
Mr. Muhammadul Haque	Independent Director	-	-
Mr. Md. Aminur Rahman	Chief Financial Officer	-	-
Mr. Sanjib Baran Roy	Company Secretary	-	-
Mr. Mozibur Rahman	Head of Internal Audit & Compliance	25,800	0.013
iii. Executives:			
Mr. Taslimul Hoque	Head of Operations	848	0.0004
Mr. Md. Shahid Raihan	Head of Production	-	-
Mr. Avijit Kumar Biswas	Head of Procurement	-	-
Mr. Shah Mohammad Faisal	Head of Sales & Marketing	-	-
Mr. Rajibul Kabir	Head of Supply Chain Management	-	-
iv. Shareholders Holding 10% or more voting interest in the company:			
Square Pharmaceuticals PLC.	Sponsor Shareholder	91,436,679	46.36





## Directors Profile

Who are seeking appointment  
Under Condition # 1(5)(xxiv)(a) of CGC

### Re-appointment of Director

#### Mrs. Ratna Patra

Mrs. Ratna Patra is a Director of Square Textiles PLC. since inception in 1994 and has been appointed as Vice Chairman in this year of 2012.



Daughter of late Samson H Chowdhury, Founder Chairman of the Company. She graduated from Dhaka University and has a business experience of more than 22 years in the textiles and pharmaceuticals sector.

Mrs. Ratna Patra is a sponsor director of Square Pharmaceuticals Ltd., a Listed Company, designated also as Vice Chairman.

Mrs. Patra also Sponsor Director in 19 other private limited company namely Square Pharmaceuticals Kenya EPZ Ltd., Square Hospitals Ltd., Square Lifesciences Ltd., Square Toiletries Ltd., Square Food & Beverages Ltd., Square Fashions Ltd., Square Denims Ltd., Square Informatics Ltd., Square Securities Management Ltd., Square Agro Development and Processing Ltd., Square Air Ltd., ASTRAS Ltd., Sabazpur Tea Company Ltd. and Maasranga Communications Ltd (Maasranga Television) under the Square Group.

### Appointment of Female Independent Director

#### Mrs. Nasrin Akter

Mrs. Nasrin is a qualified Chartered Accountant, a seasoned professional with extensive expertise in System Development & Implementation, Process Optimization, Risk Management, Team Leadership, and Regulatory Compliance.



She holds a postgraduate degree in Accounting and is a Fellow Member of the Institute of Chartered Accountants of Bangladesh (ICAB).

Mrs. Akter served with Square Pharmaceuticals PLC. for over two decades in various managerial capacities, culminating in the position of Head of Internal Audit.

She worked with Square Food & Beverages Ltd. for around three years after her departure from Square Pharmaceuticals PLC. in the role of Consultant - Internal Audit.



# Management's Discussion & Analysis

Under Condition # 1(5)(xxv) of CGC

Annexure III  
to the Directors' Report



Pursuant to Condition No. 1 (5) (xxv) of the Corporate Governance Code 2018 of Bangladesh Securities and Exchange Commission, the Management's Discussion & Analysis for the year ended 30 June, 2025 are presented hereunder:

## Accounting Policies and Estimation for Preparation of Financial Statements:

Square Textiles PLC. follows International Financial Reporting Standards (IFRS) and International Accounting Standards (IAS) along with prevailing local rules and regulations applicable to the preparation of financial statements. Detail descriptions of accounting policies and estimations used for the preparation of the financial statements of the Company are disclosed in Notes No. 2 and 3 to the standalone financial statements.

## Changes in Accounting Policies and Estimation:

Square Tex has been following consistent policies and estimations and there are no such changes in accounting policies or estimations which a material impact on financial statements.

## Comparative Analysis of Financial and Operational Performance:

The Directors' Report provides the analysis of financial performance and position during the year under review and a detailed comparison of financial performance and position as well as cash flows are presented as part of the financial statements including notes.

However, major areas of financial performance, financial position as well as cash flows with the immediate preceding five years including the effects of inflation are depicted herein below:

Figures Tk. in '000

Particulars	2024-2025	2023-2024	2022-2023	2021-2022	2020-2021	2019-2020
<b>Financial Performance</b>						
Revenue	22,650,212	18,926,871	14,967,962	15,624,302	11,924,705	9,505,326
Gross Profit	3,032,539	2,332,757	1,876,842	2,699,982	1,335,718	682,944
Net Profit (Before Tax)	1,389,012	1,271,355	1,252,541	2,129,771	733,098	90,140
Net Profit (After Tax)	1,273,063	1,081,936	1,071,422	1,806,305	621,634	51,362
<b>Financial Performance (Inflation Adjusted)</b>						
						Base Year
Revenue	15,272,699	13,844,332	12,012,729	13,760,828	11,288,059	9,505,326
Gross Profit	2,044,796	1,706,329	1,506,283	2,377,961	1,264,406	682,944
Net Profit (Before Tax)	936,590	929,951	1,005,243	1,875,758	693,959	90,140
Net Profit (After Tax)	858,407	791,398	859,883	1,590,871	588,446	51,362
<b>Financial Position</b>						
Shares Outstanding	197,252,000	197,252,000	197,252,000	197,252,000	197,252,000	197,252,000
Shareholders' Equity	10,230,539	9,588,682	9,098,502	8,717,463	7,305,662	6,881,280
Total Assets	24,951,634	23,212,817	17,584,856	15,029,581	15,418,898	14,190,038
Total Liability	14,721,096	13,624,135	8,486,354	6,312,119	8,113,236	7,308,758
Current Assets	14,277,496	12,696,385	8,269,586	7,413,708	8,523,673	7,272,823
Current Liabilities	10,635,237	10,356,538	8,203,191	5,732,488	5,207,496	7,094,063



Particulars	2024-2025	2023-2024	2022-2023	2021-2022	2020-2021	2019-2020
<b>Financial Position (Inflation Adjusted)</b>						Base Year
Shares Outstanding	133,004,071	144,282,816	158,307,106	173,726,218	186,720,939	197,252,000
Shareholders' Equity	6,898,299	7,013,780	7,302,119	7,677,752	6,915,621	6,881,280
Total Assets	16,824,513	16,979,349	14,112,950	13,237,038	14,595,700	14,190,038
Total Liability	9,926,214	9,965,570	6,810,832	5,559,287	7,680,080	7,308,758
Current Assets	9,627,102	9,286,954	6,636,862	6,529,492	8,068,604	7,272,823
Current Liabilities	7,171,181	7,575,439	6,583,575	5,048,788	4,929,474	7,094,063
<b>Cash Flow</b>						
Net Cash Generated from Operating Activities	618,041	(2,349,367)	914,288	3,006,352	1,112,290	(83,287)
Net Cash Used in Investing Activities	(1,084,532)	(1,975,481)	(2,322,470)	(1,326,347)	(584,615)	(874,167)
Net Cash Used in Financing Activities	441,985	4,528,310	1,494,874	(2,522,099)	591,164	1,042,556
<b>Cash Flow (Inflation Adjusted)</b>						Base Year
Net Cash Generated from Operating Activities	416,736	(1,718,478)	733,773	2,647,791	1,052,906	(83,287)
Net Cash Used in Investing Activities	(731,284)	(1,444,994)	(1,863,928)	(1,168,157)	(553,403)	(874,167)
Net Cash Used in Financing Activities	298,024	3,312,298	1,199,730	(2,221,294)	559,602	1,042,556
<b>Financial Ratio</b>						
Current Ratio	1.34	1.23	1.01	1.29	1.64	1.03
Debt to Equity	1.44	1.42	0.93	0.72	1.11	1.06
Gross Profit Margin (In %)	13.39%	12.33%	12.54%	17.28%	11.20%	7.18%
Net Profit Margin (In %)	5.62%	5.72%	7.16%	11.56%	5.21%	0.54%
Return on Equity (In %)	12.44%	11.28%	11.78%	20.72%	8.51%	0.75%
Return on Assets (In %)	5.10%	4.66%	6.09%	12.02%	4.03%	0.36%
<b>Ordinary Shares Information</b>						
Shares Outstanding	197,252,000	197,252,000	197,252,000	197,252,000	197,252,000	197,252,000
Face Value per Share	10.00	10.00	10.00	10.00	10.00	10.00
Dividend-Cash (In %)	32	32	30	35	20	10
Dividend-Stock (In %)	0	0	0	0	0	0
Dividend Payout (Cash+Stock) in '000	631,206	631,206	591,756	690,382	394,504	197,252
Net Assets Value per Share	51.87	48.61	46.13	44.19	37.04	34.89
Net Operating Cash Flow per Share	3.13	-11.91	4.64	15.24	5.64	-0.42
EPS-Earnings per Share (Standalone)	6.45	5.49	5.43	9.16	3.15	0.26
EPS-Earnings per Share (Consolidated)	7.24	5.89	5.81	9.93	3.41	0.27
EPS on Share Issued for Cash	50.54	42.95	42.53	71.71	24.68	2.04
Inflation Rate (In %)	8.48	9.72	9.74	7.48	5.64	6.02

Inflation Rate Source: Bangladesh Bank



**Comparison of Financial Performance with peer industry Scenario:**

A comparison of financial performances, financial position as well as cash flows for the year ended 30 June, 2024 of 5 (five) spinning companies are presented below in order of market capitalization:

Figures Tk. in '000

Particulars	Square Tex	Envoy Textiles	Paramount Tex	Malek Spinning	Matin Spinning
<b>Financial Performance</b>					
Revenue	18,926,871	14,261,381	10,072,440	3,733,429	8,045,326
Gross Profit	2,332,757	2,309,973	1,597,113	610,844	857,388
Net Profit (Before Tax)	1,271,355	716,183	1,135,360	273,771	287,936
Net Profit (After Tax)	1,081,936	600,393	1,009,326	212,953	198,931
<b>Financial Position</b>					
Shares Outstanding (in Million)	1,972.52	1,677.35	1,628.34	1,936.00	974.90
Shareholders' Equity	9,588,682	8,710,785	6,376,548	4,587,898	5,623,346
Total Assets	23,212,817	23,986,005	25,973,120	9,672,644	12,658,511
Total Liabilities	13,624,135	15,275,220	19,596,571	5,084,746	7,035,165
Current Assets	12,696,385	11,641,632	9,504,253	4,972,148	6,733,153
Current Liabilities	10,356,538	9,422,335	7,143,872	3,389,889	5,893,234
<b>Cash Flow</b>					
Net Cash Generated from Operating Activities	(2,349,367)	617,911	561,071	(136,417)	(1,039,858)
Net Cash Used in Investing Activities	(1,975,481)	(735,338)	(5,007,768)	(850,091)	(295,163)
Net Cash Used in Financing Activities	4,528,310	343,131	4,546,491	1,102,679	1,168,266
Market Capitalization (in million)	9,645.62	6,541.66	6,399.36	4,472.16	4,416.30

**FINANCIAL AND ECONOMIC SCENARIO OF BANGLADESH AND THE GLOBAL (IN BRIEF):****Bangladesh:**

Bangladesh's financial and economic scenario in 2025 presents a picture of resilience amid growing challenges. After years of steady expansion, the economy has entered a phase of slower growth, shaped by internal structural constraints and global uncertainties. Real GDP growth is estimated at around 3.8–4.9 percent in FY2025, significantly lower than the country's historical average of above 6 percent. This deceleration is mainly driven by reduced public and private investment, persistent inflation, and pressure on external accounts.

Inflation remains a significant concern, averaging around 8–9 percent, mainly due to rising food, fuel, and import costs. The higher cost of living has weakened household

consumption and reduced purchasing power, while elevated input prices have constrained industrial competitiveness. Although the government and Bangladesh Bank have undertaken various fiscal and monetary measures to manage inflation, global commodity price volatility and a depreciating Taka continue to pose notable risks.

The external sector remains under strain as foreign exchange reserves decline amid a widening trade deficit. Import payments remain high, while export and remittance growth have slowed. Although the ready-made garments (RMG) sector continues to drive export earnings, limited diversification keeps the economy vulnerable. Remittances provide crucial foreign currency support but are insufficient to offset the ongoing reserve pressure.

Fiscal conditions show moderate stress as the budget deficit widens and public debt rises. Capital spending has slowed, and fiscal space has tightened due to higher subsidies and lower revenues. The financial sector continues to struggle with high non-performing loans, weak governance, and limited credit flow, constraining investment and posing risks to overall economic stability.

Despite these difficulties, Bangladesh's underlying economic resilience remains notable. The country's large domestic market, expanding infrastructure base, and strong demographic profile continue to offer opportunities for sustained growth. The RMG sector, though under pressure, retains its competitive edge, and ongoing infrastructure and connectivity projects are expected to enhance trade and industrial capacity in the medium term.

Looking ahead, Bangladesh's economic outlook depends largely on its ability to restore macroeconomic stability and rebuild investor confidence. Policy priorities include curbing inflation, strengthening the banking and financial sectors, improving fiscal discipline, and diversifying exports. Structural reforms aimed at improving the business environment, enhancing skill development, and promoting climate resilience will be essential to sustain long-term growth.

#### **The Global:**

The global financial and economic scenario in 2025 reflects a phase of moderate growth amid persistent inflationary and geopolitical challenges. Following the volatile post-pandemic years, the world economy has stabilized but at a slower pace. Global GDP is expected to grow by around 2.5 to 3 percent, with advanced economies such as the United States and the Eurozone expanding modestly due to tight monetary policies, while emerging markets, particularly in Asia, remain the primary engines of global growth.

Despite easing from earlier peaks, inflation remains above central bank targets in many regions, fueled by high energy costs, supply disruptions, and wage pressures. Restrictive monetary policies have kept interest rates elevated, curbing investment. Meanwhile, global trade growth has slowed amid geopolitical tensions and supply chain shifts, while many developing economies face rising external debt and currency depreciation, adding strain on fiscal stability.


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#### **Risks and Concerns issue related to the Financial Statements:**

Square Textiles PLC is exposed to various risks, including counterparty, financial, credit, liquidity, and market risks, as detailed in Note 3.13 of the consolidated financial statements. The company has effective measures in place to manage and mitigate these risks.

#### **Future Plan or Projection or Forecast:**

Square Textiles PLC's management remains committed to implementing practical sustainability strategies to strengthen its performance and financial position while ensuring continued operations in the foreseeable future.



Samuel S Chowdhury  
Managing Director

## Declaration by CEO and CFO

Under Condition # 1(5)(xxvi) of CGC

The Board of Directors  
Square Textiles PLC.  
Square Centre, 48 Mohakhali C.A.  
Dhaka.

Date: 08 October, 2025

**Subject: Declaration on Financial Statements for the year ended on 30<sup>th</sup> June, 2025.**

Dear Sirs,

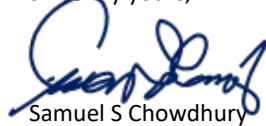
Pursuant to condition No. 1(5)(xxvi) imposed vide the Commission's Notification No. BSEC/ CMRRCD/ 2006 -158/207/Admin/80 Dated 3 June, 2018 under section 2CC of the Securities and Exchange Ordinance, 1969, we do hereby declare that:


1. The Financial Statements of Square Textiles PLC. for the year ended on 30<sup>th</sup> June, 2025 have been prepared in compliance with International Accounting Standards (IAS) or International Financial Reporting Standards (IFRS), as applicable in Bangladesh and any departure therefrom 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 the above, the Company has taken proper and adequate care in installing a system of internal control and maintenance of accounting records;
5. Our internal auditors have conducted periodic audits to provide reasonable assurance that the established policies and procedures of the Company were consistently followed; and
6. The management's use of the going concern basis of accounting in preparing the financial statements is appropriate and there exists no material uncertainty related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern.

In this regard, we also certify that: -

- (i) We have reviewed the financial statements for the year ended on 30<sup>th</sup> June, 2025, and to the best of our knowledge and belief:
  - (a) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
  - (b) these statements collectively present 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 transactions entered into by the Company during the year which is fraudulent, illegal or in violation of the code of conduct for the company's Board of Directors or its members.

Sincerely yours,

  
Samuel S Chowdhury  
Managing Director

  
Md. Aminur Rahman  
Chief Financial Officer





# Certificate of Compliance

Under Condition # 1(5)(xxvii) of CGC

Annexure V  
to the Directors' Report



## Report to the Shareholders of Square Textiles PLC. on compliance on the Corporate Governance Code

We have examined the compliance status to the Corporate Governance Code by **Square Textiles PLC.** for the year ended on **30<sup>th</sup> June, 2025**. This Code relates to the Notification No. BSEC/ CMRRCD/2006 -158/207/Admin/80 Dated 3 June, 2018 of the Bangladesh Securities and Exchange Commission.

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

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

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

- (a) The Company has complied with the conditions of the Corporate Governance Code as stipulated in the above mentioned Corporate Governance Code issued by the Commission or not complied (if not complied, specify non-compliances);
- (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 : 05 November, 2025

Saptam Biswas, FCA  
Partner  
Enrollment No: 1615  
Chowdhury Bhattacharjee & Co.  
Chartered Accountants



# Status of Compliance

Under Condition # 1(5)(xxvii) of CGC

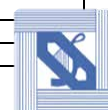
Condition No.	Title	Compliance Status		Remarks
		Compiled	Not Compiled	
1.00	<b>Board of Directors</b>			
1.1(1)	Board Size (minimum - 5 and maximum - 20)	✓		
1.1(2)	<b>Independent Director</b>			
1.2(a)	1/5th of the total as Independent Director (ID)	✓		
1.2(b)(i)	Does not hold any share of less than 1% shares in the Company	✓		
1.2(b)(ii)	Not a Sponsor of the Company	✓		
1.2(b)(iii)	Who has not been an executive of the company	✓		
1.2(b)(iv)	Does not have other relationship	✓		
1.2(b)(v)	Not a Member or TREC, Director or Officer of any Stock Exchange	✓		
1.2(b)(vi)	Not a Shareholder/Director/Officer of any Member/TREC holder of Stock	✓		
1.2(b)(vii)	Not a partner or an Executive or was not a partner or an Executive during the preceding 3 (Three) years of the concerned Company's statutory audit	✓		
1.2(b)(viii)	Not an Independent Director in more than five listed Companies.	✓		
1.2(b)(ix)	Not Convicted by a court of competent jurisdiction as a defaulter in payment of any loan/advance to a Bank or a Non-Bank Financial	✓		
1.2(b)(x)	Not convicted for a Criminal Offence	✓		
1.2(c)	Appointed by the Board and approved by the shareholders in AGM.	✓		
1.2(d)	Post cannot remain vacant more than 90 days.	✓		
1.2(e)	Tenure of the Independent Director.	✓		
1.3	<b>Qualification of Independent Director</b>			
1.3(a)	Independent Director shall be a knowledgeable individual.	✓		
1.3(b)(i)	Business Leader who is or was a promoter or director of an unlisted	✓		
1.3(b)(ii)	Should be a Corporate Leader/Business Leader.	✓		
1.3(b)(iii)	Former official of the government.	✓		
1.3(b)(iv)	University Teacher who has an educational background in Economics or Commerce or Business Studies or Law.	✓		
1.3(b)(v)	Professional Chartered Accountant/ Secretary or equivalent	✓		
1.3(c)	The independent director shall have at least 10(ten) years of	✓		
1.3(d)	Relaxation in special cases.			N/A
1(4)	<b>Duality of Chairperson of the Board of Directors and Managing Director or Chief Executive Officer</b>			
1(4)(a)	The posts of Chairperson of the board and CEO are different	✓		
1(4)(b)	MD and/or CEO of a listed Company shall not hold the same position in another listed Company.	✓		
1(4)(c)	The Chairperson shall be elected from among the non-executive	✓		
1(4)(d)	The Board shall clearly define the respective roles and responsibilities of the Chairperson and the Managing Director	✓		
1(4)(e)	In absence of the Chairperson of the Board etc.	✓		
1(5)	<b>The Directors' Report to Shareholders :</b>			
1(5)(i)	Industry outlook and possible future developments in the industry	✓		
1(5)(ii)	Segment-wise or product-wise performance	✓		
1(5)(iii)	Risks and concerns including internal and external risk factors.	✓		
1(5)(iv)	Discussion on Cost of Goods sold Gross profit Margin and Net Profit	✓		
1(5)(v)	Discussion on continuity of any extraordinary activities and	✓		
1(5)(vi)	Detailed discussion and statement on related party transactions.	✓		
1(5)(vii)	Utilization of proceeds from public/rights issues and/or through any			N/A
1(5)(viii)	Explanation if the financial results deteriorate after the company goes for IPO, RPO, Rights Offer, Direct Listing, etc.			N/A
1(5)(ix)	Explanation by the Management if significant variance occurs between Quarterly Financial Performance and Annual Financial			N/A
1(5)(x)	Remuneration to Directors including Independent Director.	✓		
1(5)(xi)	Statement that financial statements prepared by the management of the issuer present fairly its state of affairs, the result of its operations, cash flows and changes in equity.	✓		
1(5)(xii)	Proper books of account of the issuer company have been	✓		
1(5)(xiii)	Appropriate accounting policies have been consistently applied in preparation to the financial statements and the accounting estimates are based on reasonable and prudent judgment.	✓		
1(5)(xiv)	IAS, BAS/ BFRS, as applicable in Bangladesh, have been followed in preparation of the financial statements and any departure therefrom has been adequately disclosed.	✓		
1(5)(xv)	The system of internal control is sound in design and has been effectively implemented and monitored.	✓		
1(5)(xvi)	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	✓		
1(5)(xvii)	A statement that there is no significant doubt upon the issuer company's ability to continue as a going concern .....			

Condition No.	Title	Compliance Status		Remarks (If any)
		Compiled	Not Compiled	
1(5)(xviii)	Significant deviations from the last year's operation results of the issuer company shall be highlighted and the reasons there of should	√		
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 a dividend (cash or stock) for the year, the reasons thereof shall be given.			N/A
1(5)(xxi)	Board's statement to the effect that no bonus shares or stock dividend paid as interim dividend.			N/A
1(5)(xxii)	The number of Board meetings held during the year and attendance by each Director shall be disclosed.	√		
1(5)(xxiii)	A report on the pattern of shareholding disclosing the aggregate (name wise details).	√		
1(5)(xxiii)(a)	Parent/Subsidiary/Associated Companies and other related parties (name wise details).	√		
1(5)(xxiii)(b)	Directors, CEO, Company Secretary, CFO, HIAC and their spouses and minor children (name wise details).	√		
1(5)(xxiii)(c)	Executives	√		
1(5)(xxiii)(d)	Shareholders holding ten percent (10%) or more voting interest in the company (name wise details).	√		
1(5)(xxiv)(a)	A brief resume of the director in case of appointment or	√		
1(5)(xxiv)(b)	Nature of his/her expertise in specific functional areas.	√		
1(5)(xxiv)(c)	Names of the companies in which the person also holds the	√		
1(5)(xxv)	<b>Management discussion and analysis signed by CEO/MD presenting detail analysis of the company's position and operations.</b>			
1(5)(xxv)(a)	Accounting policies and estimation for preparation of financial	√		
1(5)(xxv)(b)	Changes in accounting policies and estimation as well as cash flows on absolute figure for such changes	√		
1(5)(xxv)(c)	Comparative analysis and financial position as well as cash flow for current financial year with immediate preceding five years explaining	√		
1(5)(xxv)(d)	Compare such financial performance or results and financial position as well as cash flows with the peer industry scenario.	√		
1(5)(xxv)(e)	Briefly explain the financial and economic scenario of the country and	√		
1(5)(xxv)(f)	Risks and concerns issues related to the financial statements.	√		
1(5)(xxv)(g)	Future plan or projection or forecast for company's operation shall be explained to the shareholders in the next AGM	√		
1(5)(xxvi)	Declaration or certification by the CEO and the CFO to the Board as required under condition No. 3(30) shall be disclosed as per	√		
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	√		
1(6)	<b>Meeting of the Board of Directors</b>			
1(6)	Compliance under Bangladesh Secretarial Standards (BSS).	√		
1(7)	<b>Code of Conduct for the Chairperson, other Board members and Chief Executive Officer</b>			
1(7)(a)	The Board shall lay down a code of conduct, based on the recommendation of the Nomination and Remuneration	√		
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	√		
2	<b>Governance of Board of Directors of Subsidiary Company</b>			
2(a)	Provisions relating to the composition of the Board of the holding company shall be made applicable to the composition of the Board	√		
2(b)	Independent Director of holding company also in the subsidiary	√		
2(c)	Minutes of subsidiary to be placed in the meeting of holding	√		
2(d)	The minutes of the respective Board meeting of the holding company shall state that they have reviewed the affairs of the	√		
2(e)	The Audit Committee of the holding company shall also review the financial statements in particular the investments made by the	√		
3	<b>Managing Director (MD) or Chief Executive Officer, Chief Financial Officer (CFO), Head of Internal Audit and</b>			
3.1	<b>Appointment</b>			
3(1)(a)	Board shall appoint a MD or CEO, Company Secretary, CFO, and HIAC.	√		
3(1)(b)	The positions of the MD, CEO, CS, CFO & HIAC shall be filled by different	√		
3(1)(c)	The MD or CEO, CS, CFO, and HIAC of a listed company shall not hold any executive position in any other company at the same time.	√		
3(1)(d)	The Board shall clearly define respective roles, responsibilities and duties of the CFO, the HIAC and the CS.	√		
3(1)(e)	MD or CEO, CS, CFO, and HIAC shall not be removed from their position without approval of the Board and be disseminated to the commission	√		
3.2	<b>Requirement to attend Board of Directors' Meetings</b>			
3(2)	MD or CEO, CS, CFO and HIAC shall attend the meetings of the Board.	√		
3.3	<b>Duties of Managing Director (MD) or Chief Executive Officer (CEO) and Chief Financial Officer (CFO)</b>			
3(3)(a)(i)	The statements do not contain any materially untrue statement or omit any material fact or contain statements that might be	√		
3(3)(a)(ii)	The statements together present a true and fair view of the company's affairs and are in compliance	√		





Condition No.	Title	Compliance Status		Remarks (If any)
		Compiled	Not Compiled	
3(3)(b)	The MD or CEO and CFO to certify on due diligence in the Report.	√		
3(3)(c)	The certification of the MD/CEO and CFO shall be disclosed in the Annual	√		
4	<b>Board of Directors' Committee</b>			
4 (i)	Audit Committee	√		
4 (ii)	Nomination and Remuneration Committee	√		
5	<b>Audit Committee</b>			
5.1	<b>Responsibility to the Board of Directors</b>			
5(1) (a)	Company shall have an Audit Committee as a sub-committee of the	√		
5(1) (b)	Audit Committee shall assist the Board in ensuring that the financial statements reflect true and fair view of the state of affairs of the	√		
5(1) (c)	Audit Committee shall report on its activities to the Board of	√		
5.2	<b>Constitution of the Audit committee</b>			
5(2) (a)	The Audit Committee shall be composed of at least 3 (three)	√		
5(2) (b)	Board shall appoint members of the Audit Committee who shall be non-executive director.	√		
5(2) (c)	All members of the Audit Committee should be "financially literate" and at least 1 (one) member shall have accounting or related	√		
5(2) (d)	When the term of service of the Committee members expires or there is any circumstance causing any Committee member to be	√		
5(2) (e)	The Company Secretary shall act as the Secretary of the Audit	√		
5(2)(f)	Quorum of Audit Committee meeting, at least One independent	√		
5.3	<b>Chairperson of the Audit Committee</b>			
5(3)(a)	The Board shall select Chairperson of the Audit Committee who will	√		
5(3)(b)	Absence of the Chairperson of the Audit Committee members to	√		
5(3)(c)	Chairperson of the Audit Committee shall remain present in the	√		
5.4	<b>Meeting of the Audit Committee</b>			
5(4)(a)	The Audit Committee shall conduct at least 4 meetings in a financial year.	√		
5(4)(b)	Quorum of Audit Committee, presence of 2 or 2/3 members whichever is	√		
5.5	<b>Role of Audit Committee</b>			
5(5)(a)	Oversee the financial reporting process.	√		
5(5)(b)	Monitor choice of accounting policies and principles.	√		
5(5)(c)	Internal Audit and Compliance process to ensure that it is adequately	√		
5(5)(d)	Performance of external auditors.	√		
5(5)(e)	Hold meeting with the auditors, review the annual financial statements before submission to the Board for approval or adoption.	√		
5(5)(f)	Review with the management, the annual financial statements before submission to the Board for approval.	√		
5(5)(g)	Review with the management, the Quarterly and half yearly financial statements before submission to the Board for approval.	√		
5(5)(h)	The review 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	√		
5(5)(k)	Review management letters or letter of Internal Control weakness issued by statutory auditors.	√		
5(5)(l)	Oversee determination of audit fees based on scope and magnitude.	√		
5(5)(m)	Oversee whether IPO proceeds utilized as per the published			N/A
5.6	<b>Reporting of the Audit Committee</b>			
5.6 (a)	<b>Reporting to the Board of Directors</b>			
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.	√		
5(6)(a)(ii)(b)	Suspected or presumed fraud or irregularity or material defect identified in the internal audit and compliance process.	√		
5(6)(a)(ii)(c)	Suspected infringement of laws, regulatory compliance including securities related laws, relies and regulation.	√		
5(6)(a)(ii)(d)	Any other matter which the Audit Committee deems necessary shall be disclosed to the Board immediately.	√		
5.6 (b)	<b>Reporting to the Authorities</b>			
5.7	<b>Reporting to the Shareholders and General Investors</b>			
5(7)	Reporting to the Shareholders and General Investors	√		
6	<b>Nomination and Remuneration Committee (NRC)</b>			
6.1	<b>Responsibility to the Board of Directors</b>			
6(1)(a)	The company shall have a NRC as a sub-committee of the Board.	√		
6(1)(b)	NRC shall assist the Board in formulation of the nomination criteria or policy for determining qualifications	√		
6(1)(c)	The Terms of Reference of the NRC shall be clearly set forth in	√		
6.2	<b>Constitution of the NRC</b>			
6(2)(a)	The Committee shall comprise of at least three members including	√		
6(2)(b)	All members of the Committee shall be non-executive directors.	√		



Condition No.	Title	Compliance Status		Remarks (If any)
		Compiled	Not Compiled	
6(2)(c)	Members of the Committee shall be nominated and appointed by the	√		
6(2)(d)	Board have authority to remove and appoint any member of the	√		
6(2)(e)	Board shall fill the vacancy within 180 days of such vacancy in the	√		
6(2)(f)	The Chairperson of the Committee may appoint/co-opt any external	√		
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 any remuneration/advisory, other than Director's fees or honorarium from the company.	√		
6.3	<b>Chairperson of the NRC</b>			
6(3)(a)	Board shall select 1 member of the NRC to be Chairperson of the	√		
6(3)(b)	Absence of chairperson, the remaining members may elect one of	√		
6(3)(c)	Chairperson of the NRC shall attend the AGM.	√		
6.4	<b>Meeting of the NRC</b>			
6(4)(a)	The NRC shall conduct at least one meeting in a financial year.	√		
6(4)(b)	The Chairperson of the NRC, may convene any emergency meeting.	√		
6(4)(c)	Quorum of NRC meeting, presence of 2 or 2/3 members whichever is	√		
6(4)(d)	Proceedings of NRC meeting shall be recorded in the minutes and such minutes shall be confirmed in the next meeting.	√		
6.5	<b>Role of NRC</b>			
6(5)(a)	NRC shall be independent and responsible/accountable to the Board and to the shareholders.	√		
6(5)(b)(i)(a)	Level and composition of remuneration is reasonable and sufficient to attract, retain and motivate suitable directors to run the company	√		
6(5)(b)(i)(b)	Relationship of remuneration to performance is clear and meets appropriate performance benchmarks.	√		
6(5)(b)(i)(c)	Remuneration to directors, top level executive involves a balance between fixed and incentive pay reflecting short and long term	√		
6(5)(b)(ii)	Devising a policy on Board's diversity taking into consideration age, experience etc.	√		
6(5)(b)(iii)	Identifying persons who are qualified the criteria laid down and recommend their appointment and removal to the Board.	√		
6(5)(b)(iv)	Formulating criteria for evaluation of performance of independent directors and the Board.	√		
6(5)(b)(v)	Identifying company's needs for employees at different levels and determine their selection, transfer or replacement.	√		
6(5)(b)(vi)	Developing recommending and reviewing annually the company's human resources and training policies.	√		
6(5)(c)	The company shall disclose the nomination and remuneration policy and the evaluation criteria and activities of NRC at a glance in its annual report.	√		
7	<b>External or Statutory Auditors</b>			
7(1)	Issuer company shall not engage its external auditors to perform the following:			
7(1)(i)	Appraisal or valuation services or fairness opinions.	√		
7(1)(ii)	Financial information systems design and implementation.	√		
7(1)(iii)	Book keeping or other service related to the account ion records.	√		
7(1)(iv)	Broker-dealer services	√		
7(1)(v)	Actuarial services	√		
7(1)(vi)	Internal/special audit services.	√		
7(1)(vii)	Any services that the Audit Committee may determine.	√		
7(1)(viii)	Certification services on compliance of corporate governance.	√		
7(1)(ix)	Any other service that may create conflict of interest.	√		
7(2)	No partner or employees of the External/Statutory Auditors audit firms shall possess any share of the company they audit at least during	√		
7(3)	Representative of External Auditors shall remain present in the AGM.	√		
8	<b>Maintaining a website by the company</b>			
8(1)	The company shall have an official website linked with that of the stock	√		
8(2)	The company shall keep the website functional from the date of	√		
8(3)	The company shall make available the detailed disclosures on its website as required under the listing regulations of the concerned	√		
9	<b>Reporting and Compliance of Corporate Governance</b>			
9(1)	The company shall obtain a certificate from a practicing professional firm on yearly basis regarding the compliance of the conditions of	√		
9(2)	The professional who will provide the certificate on compliance of Corporate Governance shall be appointed by the Shareholders in the	√		
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.	√		





## Merger of Square Texcom Ltd. With Square Textiles PLC.

Square Texcom Ltd. (STcL), a private limited company incorporated on 30 July 1997, was set up at Kathali, Valuka, Mymensingh, Bangladesh with a total operational area of 2,05,584 square feet for production of different type of yarns. The plant was designed and commissioned as per industrial regulation with a capacity to produce around 5,000 MT yarns annually. Last three years financial performance as follows:

In million

Year	Turnover	Net Profit	EPS
2022-23	1,540.20	73.94	17.05
2023-24	1,978.95	79.92	18.43
2024-25	2,051.14	155.76	35.93

STcL was incorporated with an authorised capital of Tk. 500.00 million divided into 5.00 million ordinary shares of Tk. 100.00 each. The paid up capital is Tk. 433.55 million for 4.34 million fully paid up shares of Tk. 100.00 each. The net worth per share as on 30-06-2025 stood at Tk. 285.23.

The paid up Capital is held as follows:

Name of the Shareholders	Shareholding	%
Mr. Samuel S Chowdhury	1,250	0.03
Mr. Tapan Chowdhury	1,250	0.03
Mrs. Ratna Patra	1,250	0.03
Mr. Anjan Chowdhury	1,250	0.03
Square Textiles PLC.	43,30,502	99.88
Total shares -	43,35,502	100.00

Since Square Textiles holds 99.88% of the paid up capital of Texcom with only 0.12% being held by the minority shareholders, Board of Directors has recommended for amalgamation under provision of section 228 & 229 of the Companies Act 1994 along with a proposal to compensate the minority shareholders in cash at a book value of shares as on 30 June, 2025 subject to approval by the Court of Jurisdiction, Hon'ble High Court division of the Supreme Court of Bangladesh. It may be mentioned that the minority shareholders have already given their consent to the proposed Merger and Amalgamation of the Texcom with Square Textiles and compensation them in cash at book value of shares held by them based on the audited accounts as on 30 June, 2025 subject to approval by the Hon'ble Court of jurisdiction.

If the proposal as above is approved by the shareholders, the following Special Resolution may be passed:

"Resolved that the proposal of Merger and Amalgamation of Square Texcom Ltd. with Square Textiles PLC. as per provision of section 228 & 229 and the compensation in cash to the minority shareholders as per book value of shares as on 30 June, 2025, be and is hereby approved subject to the sanction by the Hon'ble High Court division of the Supreme Court of Bangladesh."





# পরিচালনা পর্ষদের প্রতিবেদন

স্কার টেক্সটাইলস্ পিএলসি



সম্মানিত সদস্যবৃন্দের প্রতি  
৩০ জুন, ২০২৫ তারিখে  
সমাপ্ত অর্থবছরের জন্য

কোম্পানির পরিচালনা পর্ষদ সম্মানিত শেয়ারহোল্ডারদের বরাবর ৩০ জুন, ২০২৫ সমাপ্ত আর্থিক বছরের জন্য তাদের প্রতিবেদন উপস্থাপন করতে পেরে সন্তুষ্ট।

পরিচালকদের প্রতিবেদন কোম্পানি আইন ১৯৯৪ এর ধারা ১৮৪, বাংলাদেশ সিকিউরিটিজ অ্যান্ড এক্সচেঞ্জ বিধিমালা ২০২০ এর বিধি ১২ (এবং এর অধীনে তফসিল), বাংলাদেশ সিকিউরিটিজ অ্যান্ড এক্সচেঞ্জ কমিশনের কর্পোরেট গভর্নেন্স কোড ২০১৮ এবং দ্য ফিন্যান্সিয়াল রিপোর্টিং কাউন্সিল, বাংলাদেশ কর্তৃক গৃহীত ইন্টারন্যাশনাল অ্যাকাউন্টিং স্ট্যান্ডার্ড-১ এর বিধান অনুসারে উপস্থাপন করা হয়েছে।

## সেক্টরাল পর্যালোচনা

### বাংলাদেশে বস্ত্র খাত

বাংলাদেশের বস্ত্র খাত জাতীয় অর্থনীতির অন্যতম প্রধান ও টেকসই ভিত্তি হিসেবে প্রতিষ্ঠিত, যা দেশের শতাব্দীব্যাপী বস্ত্রশিল্পের ঐতিহ্য ও কারুশিল্পে গভীরভাবে প্রোথিত। ঐতিহাসিকভাবে সূক্ষ্ম মসলিন ও তাঁতবস্ত্র উৎপাদনের জন্য বিশ্বব্যাপী খ্যাতি অর্জনকারী বাংলাদেশ দীর্ঘকাল ধরে তার উৎকৃষ্ট বস্ত্রনৈপুণ্য ও দক্ষ কারুশিল্পের জন্য স্বীকৃত।

১৯৭১ সালে স্বাধীনতার পর বাংলাদেশ সরকার শিল্পখাত পুনর্গঠন ও আধুনিকায়নের ওপর বিশেষ গুরুত্ব আরোপ করে এবং বস্ত্রশিল্পকে রপ্তানিনির্ভর প্রবৃদ্ধি, কর্মসংস্থান সৃষ্টি ও শিল্পখাতের বৈচিত্র্যকরণের জন্য একটি কৌশলগত খাত হিসেবে চিহ্নিত করে।

১৯৮০ ও ১৯৯০-এর দশকে বাণিজ্য ও বিনিয়োগনীতির উদারীকরণের ফলে বাংলাদেশের বস্ত্রশিল্পে উল্লেখযোগ্য রূপান্তর ঘটে। এ সময়ে প্রাইমারি টেক্সটাইল সেক্টর (পিটিএস) গঠিত হয়, যার মধ্যে সুতা উৎপাদন, বয়ন, নিটিং, রঞ্জন (Dyeing) ও ফিনিশিং ইউনিটসমূহ অন্তর্ভুক্ত ছিল। এই খাতের বিকাশ উদীয়মান তৈরি পোশাক শিল্পের জন্য শক্তিশালী ব্যাকওয়ার্ড লিংকেজ সহায়তা প্রদান করে, যা পরবর্তীতে দেশের বস্ত্র ও পোশাক শিল্পের প্রবৃদ্ধির ভিত্তি সুদৃঢ় করে।

এই অগ্রগতি শুধু দেশের কাপড় আমদানির উপর নির্ভরশীলতা হ্রাস করেনি, বরং বস্ত্রখাতজুড়ে দেশীয় মূল্য সংযোজনকে সম্প্রসারিত করেছে, যা আন্তর্জাতিক পোশাকবাজারে বাংলাদেশের প্রতিযোগিতামূলক অবস্থানকে আরও সুদৃঢ় করেছে।

বর্তমানে বাংলাদেশের বস্ত্রশিল্প একটি উচ্চমাত্রায় সমন্বিত ও প্রযুক্তিনির্ভর খাতে পরিণত হয়েছে, যা কাঁচা তুলা থেকে শুরু করে চূড়ান্ত কাপড় উৎপাদন পর্যন্ত সম্পূর্ণ মূল্যসংযোজনকে অন্তর্ভুক্ত করে। এই শিল্পে শত শত আধুনিক স্পিনিং মিল, বয়ন ও নিটিং কারখানা, এবং অত্যাধুনিক যন্ত্রপাতি ও উন্নত প্রক্রিয়া নিয়ন্ত্রণ ব্যবস্থা-সজ্জিত ডাইং ও ফিনিশিং প্লান্ট বিদ্যমান।

বস্ত্র ও তৈরি পোশাক উৎপাদনের মধ্যে এই একীভূত কাঠামো কাঁচামালের ধারাবাহিক সরবরাহ, মানের স্থিতিশীলতা এবং ব্যয় দক্ষতা নিশ্চিত করে, যা মিলিতভাবে বাংলাদেশের রপ্তানিমুখী পোশাকশিল্পের প্রতিযোগিতা সক্ষমতার মূল ভিত্তি হিসেবে কাজ করেছে।

কার্যক্রমের দিক থেকে, এই শিল্পটি জাতীয় অর্থনৈতিক প্রবৃদ্ধিতে গুরুত্বপূর্ণ ভূমিকা রাখছে, বৃহৎ পরিসরে কর্মসংস্থান সৃষ্টি, শিল্পখাতের পারস্পরিক সংযোগ বৃদ্ধি, এবং উল্লেখযোগ্য পরিমাণ বৈদেশিক মুদ্রা অর্জনের মাধ্যমে।

উৎপাদন প্রক্রিয়ার ধারাবাহিক উন্নয়ন, জ্বালানি দক্ষতা বৃদ্ধি, বর্জ্য ব্যবস্থাপনা এবং পরিবেশগত টেকসইতা, এসবই বর্তমানে বস্ত্রখাতের আধুনিকায়ন অভিযাত্রার মূল বৈশিষ্ট্য পরিণত হয়েছে।

তদুপরি, বাংলাদেশ বর্তমানে সবুজ ও লিড সার্টিফাইড বস্ত্র ও পোশাক কারখানার সংখ্যার দিক থেকে বিশ্বের শীর্ষস্থানীয় দেশগুলোর একটি, যা দায়িত্বশীল ও টেকসই শিল্পচর্চার প্রতি খাতটির দৃঢ় প্রতিশ্রুতির প্রতিফলন ঘটায়।

স্বয়ংক্রিয় প্রযুক্তি, পণ্য উদ্ভাবন এবং দক্ষতা উন্নয়নে চলমান বিনিয়োগের মাধ্যমে বাংলাদেশের বস্ত্রখাত ক্রমাগতভাবে এক গতিশীল ও স্থিতিশীল শিল্প হিসেবে বিকশিত হচ্ছে।

এই খাত বাংলাদেশের শিল্প পরিচয়ের কেন্দ্রবিন্দুতে অবস্থান করছে এবং দেশকে বিশ্বের শীর্ষস্থানীয় বস্ত্র ও পোশাক উৎপাদনকেন্দ্রগুলোর অন্যতম হিসেবে দৃঢ় অবস্থান ধরে রাখতে অনন্য ভূমিকা পালন করেছে।

### বাংলাদেশে সুতা উৎপাদন খাত

বাংলাদেশের সুতা উৎপাদন খাত দেশের বস্ত্রশিল্পের মূল্যসংযোজনের একটি গুরুত্বপূর্ণ অংশ, যা রপ্তানিমুখী তৈরি পোশাক শিল্পের জন্য অপরিহার্য ব্যাকওয়ার্ড লিংকেজ সহায়তা প্রদান করে। এই খাত আমদানিকৃত কাঁচা তুলা ও কৃত্রিম তন্তকে বিভিন্ন ধরনের সুতায় রূপান্তরিত করে, যা সারা দেশের নিট ও বয়ন শিল্পের মূল কাঁচামাল হিসেবে ব্যবহৃত হয়।

বর্তমানে দেশে প্রায় ৪০০ থেকে ৪৫০টি স্পিনিং মিল কার্যক্রম পরিচালনা করছে, যেগুলোর মোট স্থাপনক্ষমতা বছরে প্রায় ৪,৫০০ মিলিয়ন কিলোগ্রাম সুতা উৎপাদনের সমান। তবে বাস্তব উৎপাদন সাধারণত এর চেয়ে কম, যা গড়ে ২,৪০০ থেকে ২,৮০০ মিলিয়ন কিলোগ্রাম পর্যন্ত সীমিত থাকে। এর প্রধান কারণ হলো জ্বালানি সরবরাহে বিঘ্ন, যন্ত্রপাতির অদক্ষতা এবং বাজার চাহিদার ওঠানামা।

এই খাতের কার্যক্রম মূলত আমদানি নির্ভর কাঁচামালের উপর নির্ভরশীল, কারণ বাংলাদেশে প্রয়োজনীয় তুলার এক শতাংশেরও কম দেশীয়ভাবে উৎপাদিত হয়। অধিকাংশ কাঁচা তুলা যুক্তরাষ্ট্র, ভারত এবং কয়েকটি আফ্রিকান দেশ থেকে আমদানি করা হয়, পাশাপাশি কৃত্রিম তন্ত ও অন্যান্য রাসায়নিক উপাদানও বিদেশ থেকে সংগ্রহ করতে হয়। এই আমদানি নির্ভরতা খাতটিকে আন্তর্জাতিক বাজারমূল্যের অস্থিরতা এবং মুদ্রা বিনিময় হারের পরিবর্তনশীলতার ঝুঁকিতে ফেলে, যা সামগ্রিক ব্যয় দক্ষতাকে প্রভাবিত করে।

সুতা উৎপাদন কার্যক্রম একটি জ্বালানি নির্ভর প্রক্রিয়া, যা প্রধানত প্রাকৃতিক গ্যাস ও বিদ্যুতের উপর নির্ভরশীল। ঘন ঘন গ্যাস সংকট, জ্বালানির ক্রমবর্ধমান মূল্য এবং অনিয়মিত বিদ্যুৎ সরবরাহ এখনো বড় ধরনের কার্যক্রমগত চ্যালেঞ্জ হিসেবে বিদ্যমান, যা উৎপাদনক্ষমতা ও ধারাবাহিকতাকে ব্যাহত করে।

যদিও অনেক বৃহৎ স্পিনিং মিল বিদেশ থেকে আমদানিকৃত আধুনিক ও স্বয়ংক্রিয় যন্ত্রপাতিতে বিনিয়োগ করেছে, তবুও বহু মাঝারি ও ছোট আকারের ইউনিট এখনো পুরনো প্রযুক্তিনির্ভর যন্ত্রপাতি ব্যবহার করছে, যার ফলে তাদের উৎপাদন দক্ষতা ও মানের স্থিতিশীলতা সীমিত হয়ে পড়ছে।

এই খাতে বিপুল সংখ্যক আধা-দক্ষ শ্রমিক কর্মরত আছে, যেখানে বর্তমানে দক্ষতা উন্নয়ন, প্রক্রিয়াগত দক্ষতা বৃদ্ধি এবং মান নিয়ন্ত্রণের ওপর বিশেষ গুরুত্ব দেওয়া হচ্ছে। অনেক স্পিনিং মিল ইতোমধ্যে ইআরপি সিস্টেম ব্যবহার করছে এবং আই.এস.ও এবং ওকোটেক্স এর মতো আন্তর্জাতিক মাননিয়ন্ত্রণ সার্টিফিকেশন অর্জন করেছে, যা উন্নত কার্যক্রম পরিচালনা ও নিয়মানুবর্তিতার প্রতিফলন বহন করে।

দেশে উৎপাদিত সুতা মূলত স্থানীয় নিটওয়ার ও ফেব্রিক প্রস্তুতকারকদের প্রয়োজন মেটায়, যার ফলে আমদানিকৃত সুতার উপর নির্ভরশীলতা হ্রাস পেয়েছে এবং তৈরি পোশাক রপ্তানিকারকদের উৎপাদন সময়সীমা উল্লেখযোগ্য ভাবে কমেছে। তুলনামূলকভাবে অল্প পরিমাণ সুতা রপ্তানি করা হয়, যা মূলত চীন, ভারত ও ভিয়েতনামসহ আঞ্চলিক বাজারে সরবরাহ করা হয়।

উচ্চ কাঁচামাল ব্যয়, আমদানি প্রতিযোগিতা এবং স্থাপনক্ষমতার অপরিপূর্ণ ব্যবহারসহ বিভিন্ন চ্যালেঞ্জ সত্ত্বেও, সুতা উৎপাদন খাত বাংলাদেশের বস্ত্রশিল্পের প্রতিযোগিতা সক্ষমতা রক্ষায় একটি অপরিহার্য ভূমিকা পালন করছে। এই খাতের ভবিষ্যৎ প্রবৃদ্ধি নির্ভর করছে বিশ্বস্ত জ্বালানি সরবরাহ, প্রযুক্তিগত আধুনিকায়ন, এবং কৃত্রিম ও টেকসই সুতায় বৈচিত্র্য আনতে নীতিগত সহায়তার উপর, যা অধিক কার্যকারিতা ও জাতীয় অর্থনীতিতে বৃহত্তর অবদান নিশ্চিত করবে।

সরকারের ধারাবাহিক প্রণোদনা, ডিউটি ড্রব্যাক এবং সাবসিডি সুবিধা এই খাতে বিনিয়োগকে আরও উৎসাহিত করবে এবং বাংলাদেশের সুতা উৎপাদন খাতে টেকসই প্রবৃদ্ধি নিশ্চিত করতে সহায়ক ভূমিকা রাখবে।

### বাংলাদেশের সুতা উৎপাদন সেক্টরের কার্যসম্পাদন পরিস্থিতি

২০২৪-২০২৫ অর্থবছরে বাংলাদেশের সুতা উৎপাদন খাত একটি চ্যালেঞ্জপূর্ণ কার্যক্রম বছর অতিক্রম করেছে। এ সময়ে খাতটি সল্প উৎপাদন সক্ষমতা ব্যবহার, ব্যয় বৃদ্ধি, এবং আমদানিকৃত সুতার তীব্র প্রতিযোগিতার সম্মুখীন হয়। প্রায় ৪.৫ মিলিয়ন মেট্রিক টন স্থাপনক্ষমতার বিপরীতে প্রকৃত উৎপাদন সীমাবদ্ধ ছিল ১.৭ থেকে ১.৮ মিলিয়ন মেট্রিক টন, যা প্রায় ৪০-৫০% সক্ষমতা ব্যবহারকে নির্দেশ করে।

## পরিচালনা পর্ষদের প্রতিবেদন

স্কার টেক্সটাইলস্ পিএলসি



সম্মানিত সদস্যবৃন্দের প্রতি  
৩০ জুন, ২০২৫ তারিখে  
সমাপ্ত অর্থবছরের জন্য

শিল্পটি আমদানিকৃত তুলার উপর অতিমাত্রায় নির্ভরশীল হওয়ায় এটি আন্তর্জাতিক বাজারমূল্য ও মুদ্রা বিনিময় হারের অস্থিরতার প্রভাবে সংবেদনশীল হয়ে পড়ে। পাশাপাশি গ্যাস সংকট এবং জ্বালানির ক্রমবর্ধমান ব্যয় উৎপাদন কার্যক্রমে বিঘ্ন সৃষ্টি করে। তদুপরি, ভারত ও চীন থেকে সুতার আমদানি প্রায় ৩৯% বৃদ্ধি পায়, যা দেশীয় স্পিনারদের ওপর প্রতিযোগিতার চাপ আরও তীব্র করে তোলে।

আর্থিকভাবে, অধিকাংশ মিল উচ্চ ঋণভার ও সুদের হারের কারণে সংকটে পড়ে, ফলে একাধিক মধ্যম আকারের ইউনিটকে তাদের কার্যক্রম সীমিত বা বন্ধ করতে হয়। তবে, আধুনিক যন্ত্রপাতি ও জ্বালানি দক্ষ প্রযুক্তি ব্যবহারকারী কিছু বৃহৎ ও সমন্বিত মিল তুলনামূলকভাবে স্থিতিশীলতা বজায় রাখতে সক্ষম হয়।

সার্বিকভাবে, ব্যয় বৃদ্ধি ও সরবরাহ সীমাবদ্ধতার কারণে খাতটি সম্ভাব্য উৎপাদন সক্ষমতার নিচে পরিচালিত হয়েছে, তবে আধুনিকায়ন, নীতিগত সহায়তা এবং নির্ভরযোগ্য জ্বালানি সরবরাহের উন্নতির মাধ্যমে এই খাত ভবিষ্যতে দীর্ঘমেয়াদে প্রবৃদ্ধির সম্ভাবনা বজায় রেখেছে।

### শিল্পের ভবিষ্যৎ সম্ভাবনা

২০২৪-২০২৫ অর্থবছরে বাংলাদেশের বস্ত্র ও সুতা উৎপাদন খাত মুদ্রাস্ফীতির চাপ এবং কাঁচামালের মূল্য অস্থিরতা দ্বারা চিহ্নিত একটি চ্যালেঞ্জপূর্ণ সামষ্টিক অর্থনৈতিক পরিবেশে পরিচালিত হয়েছে। তবুও, খাতটি দৃঢ়তা প্রদর্শন করেছে, যা সম্ভব হয়েছে শক্তিশালী ব্যাকওয়ার্ড লিংকেজ শিল্পখাত এবং রপ্তানি প্রতিযোগিতা বজায় রাখতে সরকারের গৃহীত নীতিগত পদক্ষেপসমূহের সহায়তায়।

বিশ্ববাজারে তৈরি পোশাকের চাহিদার ধীরে ধীরে পুনরুদ্ধারের লক্ষণ এবং প্রযুক্তিগত উন্নয়ন ও টেকসই শিল্পচর্চার প্রতি অব্যাহত গুরুত্বারোপের কারণে, বাংলাদেশের বস্ত্র ও সুতা শিল্পের মধ্যমেয়াদি সম্ভাবনা সতকভাৱে আশাবাদী অবস্থায় রয়েছে।

স্কার টেক্সটাইলস্ পিএলসি কার্যকর পরিচালন দক্ষতা, আধুনিকায়ন এবং টেকসই উৎপাদন মান বজাই রাখার প্রতিশ্রুতির মাধ্যমে উদীয়মান সুযোগগুলোকে কাজে লাগানোর জন্য কৌশলগতভাবে অবস্থান নিয়েছে।

### কোম্পানির সংক্ষিপ্ত পর্যালোচনা

স্কার টেক্সটাইলস্ বাংলাদেশের একটি শীর্ষস্থানীয় সুতা উৎপাদনকারী প্রতিষ্ঠান, যা নিটিং ও বয়ন শিল্পের জন্য সুতা উৎপাদন করে আসছে। কোম্পানিটি গত ৩০ বছরেরও বেশি সময় ধরে সফলভাবে ব্যবসা পরিচালনা করছে।

স্কার টেক্সটাইলস্ বর্তমানে টেকসই ও পরিবেশবান্ধব পণ্য উৎপাদনে বিশেষ গুরুত্ব দিচ্ছে, যেমন অর্গানিক, বিসিআই, টেনসেল, রি-সাইকেলড (কটন ও পলিয়েস্টার) ইত্যাদি। পাশাপাশি প্রতিষ্ঠানটি উচ্চমূল্য সংযোজিত ফ্যাশন ভিত্তিক পণ্য যেমন গ্যালাক্সি, ফ্লটার, লুরেক্স, মোজাইক, নেপি, সাইরো এবং অন্যান্য উদ্ভাবনী সুতা উৎপাদনের মাধ্যমে রপ্তানি সম্ভাবনা বৃদ্ধি করেছে।

স্কার টেক্সটাইলস্‌র পণ্যসমূহ দীর্ঘদিনের বিশ্বস্ত গ্রাহকদের কাছে তাদের অসাধারণ গুণমান এবং অঙ্গীকারবদ্ধ সেবার জন্য সুপরিচিত।

### একক আর্থিক ফলাফল

বিক্রয় রাজস্ব এবং পরিচালন মুনাফা যথাক্রমে ২২,৬৫০.২১ এবং ২,৭০৯.৩৭ মিলিয়ন টাকায় দাঁড়িয়েছে, গত বছরে যথাক্রমে ১৮,৯২৬.৮৭ এবং ২,০২২.৭৩ মিলিয়ন টাকার তুলনায়, যথাক্রমে ১৯.৬৭% এবং ৩৩.৯৫% বৃদ্ধি পেয়েছে।

ট্যাক্স-পরবর্তী নিট মুনাফাও ১৭.৬৭% বৃদ্ধি পেয়ে ১,২৭৩.০৬ মিলিয়ন টাকা হয়েছে, যা গত বছরের ১,০৮১.৯৪ মিলিয়ন টাকা ছিল।

### সমন্বিত আর্থিক ফলাফল

বিক্রয় রাজস্ব এবং পরিচালন মুনাফা যথাক্রমে ২৪,৭০১.৩৫ এবং ২,৯৫৪.৩০ মিলিয়ন টাকায় দাঁড়িয়েছে, গত বছরে যথাক্রমে ২০,৯০৫.৮৩ এবং ২,১৭১.২৯ মিলিয়ন টাকার তুলনায়, যথাক্রমে ১৮.১৬% এবং ৩৬.০৬% বৃদ্ধি পেয়েছে।

ট্যাক্স-পরবর্তী নিট মুনাফাও ২২.৯৭% বৃদ্ধি পেয়ে ১,৪২৮.৬৪ মিলিয়ন টাকা হয়েছে, যা গত বছরের ১,১৬১.৭৬ মিলিয়ন টাকা ছিল।



## পরিচালনা পর্ষদের প্রতিবেদন

স্কার টেক্সটাইলস্ পিএলসি



সম্মানিত সদস্যবৃন্দের প্রতি  
৩০ জুন, ২০২৫ তারিখে  
সমাপ্ত অর্থবছরের জন্য

### উৎপাদন ক্ষমতা/উৎপাদন

গত কয়েক বছরে আমরা দেশীয় ও আন্তর্জাতিক উভয় বাজারেই কঠিন প্রতিযোগিতার সম্মুখীন হয়েছি। পরিস্থিতির সঙ্গে সামঞ্জস্য রাখতে, আমরা উচ্চ মুনাফা অর্জনের লক্ষ্যে বিকল্প উৎপাদন কৌশল হিসেবে বহুমুখী পণ্য মিশ্রণ গ্রহণ করেছি। এর ফলে, উৎপাদন ক্ষমতা স্থাপন মান বজায় রাখা এবং বাস্তব উৎপাদনের পরিমাণ পুনঃনির্ধারণ করা হয়েছে, যাতে উভয় তথ্য সমমান ও তুলনায়োগ্য হয়।

২০২৪-২৫ অর্থবছরে উৎপাদন দক্ষতা বৃদ্ধি পেয়ে হয়েছে ৯৪.৩৪%, যা ২০২৩-২৪ অর্থবছরের ৯৩.৯১% দক্ষতার তুলনায় বেশি।

৩০ জুন ২০২৫ তারিখে মোট স্থাপনকৃত উৎপাদন ক্ষমতা (গড়ে ৩০ সিঙ্গেল রিং এবং ১৪ ও/ই কাউন্টস হিসেবে) নিচে দেখানো হলো:

#### স্পিন্ডল্‌স্/রোটরস্

সংখ্যা

বিবরণ	২০২৪-২৫	২০২৩-২৪
স্থাপিত:		
স্থাপিত স্পিন্ডল্‌স্	১৭৩,৯৫০	১৭৩,৯৫০
স্থাপিত রোটর হেডস্	৫,১৯২	৫,১৯২
স্থাপিত ভরটেক্স হেডস্	৩,১৬৮	৩,১৬৮
সক্রিয়:		
স্থাপিত স্পিন্ডল্‌স্	১৭৩,৯৫০	১৭৩,৯৫০
স্থাপিত রোটর হেডস্	৫,১৯২	৫,১৯২
স্থাপিত ভরটেক্স হেডস্	৩,১৬৮	৩,১৬৮

#### স্থাপিত উৎপাদন ক্ষমতা

বিবরণ	২০২৪-২৫	২০২৩-২৪
সমতুল্য উৎপাদন - কেজি		
৩০ সিঙ্গেল কাউন্ট (রিং ইয়ার্প)	২৯,৭৮৭.৪৩৬	২৫,১৩৮.১৯২
১৪ সিঙ্গেল কাউন্ট (ও/ই ইয়ার্প)	১৩,৫৬৮.৪২৭	১২,৬৯৪.৫২৩
৩০ সিঙ্গেল কাউন্ট (ভরটেক্স ইয়ার্প)	১১,৩৪২.৬৫৭	১০,৯৬৩.২৪১
মোট -	৫৪,৬৯৮.৫২০	৪৮,৭৯৫.৯৫৬

#### প্রকৃত উৎপাদন

কেজি

বিবরণ	২০২৪-২৫	২০২৩-২৪
প্রকৃত উৎপাদন	৬১,৩১৬.৫৫১	৫২,৩৪১.৩৬৪
সমতুল্য উৎপাদন-		
৩০ সিঙ্গেল কাউন্ট (রিং ইয়ার্প)	২৮,০০৭.২২০	২৩,৬০০.৫৫৪
১৪ সিঙ্গেল কাউন্ট (ও/ই ইয়ার্প)	১২,৮৩৮.৮৬৬	১১,৯৩৮.২৬১
৩০ সিঙ্গেল কাউন্ট (ভরটেক্স ইয়ার্প)	১০,৭৫৪.২৩৯	১০,২৮৫.৮৭২
মোট -	৫১,৬০০.৩২৫	৪৫,৮২৪.৬৮৭

#### উৎপাদন দক্ষতা

%

বিবরণ	২০২৪-২৫	২০২৩-২৪
সমতুল্য উৎপাদন-		
৩০ সিঙ্গেল কাউন্ট (রিং ইয়ার্প)	৯৪.০২%	৯৩.৮৮%
১৪ সিঙ্গেল কাউন্ট (ও/ই ইয়ার্প)	৯৪.৬২%	৯৪.০৪%
৩০ সিঙ্গেল কাউন্ট (ভরটেক্স ইয়ার্প)	৯৪.৮১%	৯৩.৮২%
মোট -	৯৪.৩৪%	৯৩.৯১%

#### উৎপাদন ব্যয়

বিগত বছরগুলোতে কাঁচা তুলা, প্যাকিং দ্রব্যসামগ্রী, বিদ্যুৎ ও জ্বালানী তেল এবং মেশিনের খুচরা যন্ত্রাংশের ক্রয়মূল্যের বৃদ্ধির ফলে উৎপাদন ব্যয় বেড়েছে যা ছিল ব্যবস্থাপনা কর্তৃপক্ষের নিয়ন্ত্রণের বাইরে।

খাতওয়ারী ব্যয়ের পরিমাণ এবং তাদের আনুমানিক প্রভাব নিচে দেখানো হলো:

বিবরণ	২০২৪-২৫	২০২৩-২৪
সূতার উৎপাদন (টন)	৬১,৩১৭	৫২,৩৪১

#### বৃহত্তর খাতগুলোর ব্যয় সমূহ

টাকা (,০০০)

বিবরণ	২০২৪-২৫	২০২৩-২৪
ব্যবহৃত কাঁচামাল	১৪,৮০৫.৮৯১	১২,২৬৬.৫৫০
প্যাকিং সামগ্রী	২২৭.৯৮৪	১৯৫.১৮৪
জ্বালানী তেল/বিদ্যুৎ ইত্যাদি	১,৮৪৪.১৮৬	১,৮১১.৮৮৪
খুচরা যন্ত্রাংশ	৩৬২.৩৪৩	৩৩৯.৮২৮
অন্যান্য খরচ সমূহ	২,৪১৬.৬৫৫	২,০২৯.১৪৪
মোট ব্যয় -	১৯,৬৫৬.০৫৯	১৬,৬৪২.৫৯০

## পরিচালনা পর্ষদের প্রতিবেদন

ক্যার টেক্সটাইলস্ পিএলসি



সম্মানিত সদস্যবৃন্দের প্রতি  
৩০ জুন, ২০২৫ তারিখে  
সমাপ্ত অর্থবছরের জন্য

প্রতি কেজির মূল্য	টাকা	
বিবরণ	২০২৪-২৫	২০২৩-২৪
ব্যবহৃত কাঁচামাল	২৪১.৪৬	২৩৪.৩৬
প্যাকিং সামগ্রী	৩.৭২	৩.৭৩
জ্বালানী তেল/বিদ্যুৎ ইত্যাদি	৩০.০৮	৩৪.৬২
খুচরা যন্ত্রাংশ	৫.৯১	৬.৪৯
অন্যান্য খরচ সমূহ	৩৯.৪১	৩৮.৭৭
মোট ইউনিট ব্যয় -	৩২০.৫৮	৩১৭.৯৭
মোট শতকরা হিসাবে কাঁচামাল	৭৫.৩২%	৭৩.৭১%

উপরের চিত্র থেকে প্রতীয়মান হয় যে, যদিও কাঁচামালের একক খরচ ৩.০৩% বৃদ্ধি পেয়েছে, প্যাকিং উপকরণের খরচ ০.২৭% হ্রাস পেয়েছে, জ্বালানী/বিদ্যুৎ খরচ ১৩.১১% হ্রাস পেয়েছে, খুচরা যন্ত্রাংশের খরচ ৮.৯৪% হ্রাস পেয়েছে এবং অন্যান্য ওভারহেড ব্যয় ১.৬৫% বৃদ্ধি পেয়েছে, যার ফলে ২০২৩-২৪ অর্থবছরের তুলনায় ২০২৪-২৫ অর্থবছরে মোট একক খরচ ০.৮২% বৃদ্ধি পেয়েছে।

পর্যালোচনাধীন বছরে আন্তর্জাতিক বাজারে কাঁচা তুলার মূল্য উল্লেখযোগ্য অস্থিতিশীল ছিল।

### বিপণন কার্যক্রম:

#### বাজার পরিস্থিতি

বিগত বছরের মত এ বছরও কোম্পানী রপ্তানি বিক্রয়ের উপর প্রাধান্য দেয়ার ধারাবাহিকতা বজায় রেখেছে, যা নিম্নরূপঃ

বিক্রয়ের পরিমাণ (কেজি) (,০০০)

বিবরণ	২০২৪-২৫	২০২৩-২৪
রপ্তানি বিক্রয়	৬০,৯৯৭	৫২,৪২৬
মোট -	৬০,৯৯৭	৫২,৪২৬

বিক্রয়লব্ধ আয় (টাকা) (,০০০)

বিবরণ	২০২৪-২৫	২০২৩-২৪
রপ্তানি বিক্রয়	২২,৬৫০,২১২	১৮,৯২৬,৮৭১
মোট -	২২,৬৫০,২১২	১৮,৯২৬,৮৭১

উপরের পরিসংখ্যান থেকে দেখা যায় যে, ২০২৩-২৪ অর্থবছরের তুলনায় ২০২৪-২৫ অর্থবছরে বিক্রয় পরিমাণ ১৬.৩৫% এবং বিক্রয় রাজস্ব ১৯.৬৭% বৃদ্ধি পেয়েছে।

এই বৃদ্ধির মূল কারণ হলো হবিগঞ্জে সম্প্রসারণ প্রকল্প এবং কিছু বি.এম.আর.ই কার্যক্রমের মাধ্যমে সুতা উৎপাদন বৃদ্ধি পাওয়া, পাশাপাশি সুতার মূল্যেরও বৃদ্ধি ঘটেছে।

#### একক বিক্রয় মূল্য

পূর্ববর্তী বছরের তুলনায় এ বছরে বিক্রয় মূল্য (টাকা/কেজি) উল্লেখযোগ্য ভাবে তারতম্য ঘটেছে যা নীচে দেখানো হলো:

বিবরণ	২০২৪-২৫	২০২৩-২৪
রপ্তানি বিক্রয়	৩৭১.৩৩	৩৬১.০২
মোট -	৩৭১.৩৩	৩৬১.০২

উপরের তথ্য থেকে প্রতীয়মান হয় যে, ২০২৩-২৪ অর্থবছরের তুলনায় ২০২৪-২৫ অর্থবছরে বিক্রয়মূল্য ২.৮৬% বৃদ্ধি পেয়েছে। এর মূল কারণ বাংলাদেশে মার্কিন ডলারের বিপরীতে টাকার বিনিময় হার উল্লেখযোগ্য ভাবে বৃদ্ধি পাওয়া। তবে দেশীয় ও আন্তর্জাতিক বাজারে মার্কিন ডলারে সুতার দাম হ্রাস পেয়েছে।

#### মূলধনী খরচ সমূহ

উৎপাদন সুবিধাসমূহের ধারাবাহিক উন্নয়ন ও সম্প্রসারণের লক্ষ্যে, কোম্পানি অতিরিক্ত নিট মূলধনী ব্যয় হিসেবে মোট ১,০৯০.২৬ মিলিয়ন টাকা বিনিয়োগ করেছে, যা নিম্নরূপঃ

বিবরণ	২০২৪-২৫	২০২৩-২৪
জমি/নির্মাণ কাজ	২৩১,৬১৭	৪৩,৬২৭
যন্ত্রপাতি	৭০২,৭৭২	১,৮৬১,৯৮২
অন্যান্য স্থায়ী সম্পদ	১৫৫,৮৭৩	৭৫,৮২২
মোট -	১,০৯০,২৬২	১,৯৮১,৪৩১

উপরোক্ত বিনিয়োগগুলি কোম্পানিকে বছরের পর বছর ধরে প্রয়োজনীয় উৎপাদন দক্ষতার হার বজায় রাখতে সহযোগিতা করবে। পুরো অর্থ বিনিয়োগ করা হয়েছে কোম্পানির অভ্যন্তরীণ তহবিল এবং ব্যাংক থেকে নেয়া ঋণের মাধ্যমে।

## পরিচালনা পর্ষদের প্রতিবেদন

স্কার টেক্সটাইলস্ পিএলসি



সম্মানিত সদস্যবৃন্দের প্রতি  
৩০ জুন, ২০২৫ তারিখে  
সমাপ্ত অর্থবছরের জন্য

### আর্থিক ফলাফল:

পূর্ববর্তী বৎসরের তুলনায় আলোচ্য ৩০ জুন, ২০২৫-এ শেষ হওয়া বছরে কোম্পানীর (একক) আর্থিক ব্যবস্থাপনার ফলাফল নিম্নে আলোচনা করা হলো:

বিবরণ	২০২৪-২০২৫	২০২৩-২০২৪	টাকা ↑ ↓ %
বিক্রয় (রপ্তানি)	২২,৬৫০,২১১,৮৯০	১৮,৯২৬,৮৭০,৭৯৪	১৯.৬৭%
বিক্রিত পণ্যের উৎপাদন খরচ	১৯,৬১৭,৬৭২,৪১৬	১৬,৫৯৪,১১৪,২৮০	১৮.২২%
মোট মুনাফা	৩,০৩২,৫৩৯,৪৭৪	২,৩৩২,৭৫৬,৫১৪	৩০.০০%
প্রশাসনিক ব্যয়	২৮৭,৫০১,৩৬৪	২৭৯,১৪৫,৫৮৫	২.৯৯%
বিক্রয় এবং বিতরণ খরচ	৩৫,৬৬৭,৮৯৭	৩০,৮৮১,৩২০	১৫.৫০%
পরিচালন মুনাফা	২,৭০৯,৩৭০,২১৩	২,০২২,৭২৯,৬০৯	৩৩.৯৫%
আর্থিক খরচসমূহ	১,২৭৯,৬৬৪,৩৩৫	৭০৬,২৭০,৩৫৭	৮১.১৯%
অন্যান্য আয়	২৮,৭৫৬,২৯৯	১৮,৪৬২,৯৭৭	৫৫.৭৫%
নিট মুনাফা (ডব্লিউ.পি.পি.এফ. এর পূর্বে)	১,৪৫৮,৪৬২,১৭৭	১,৩৩৪,৯২২,২২৯	৯.২৫%
ডব্লিউ.পি.পি.এফ. এ অনুদান	৬৯,৪৫০,৫৮০	৬৩,৫৬৭,৭২৫	৯.২৫%
নিট মুনাফা (কর পূর্ব)	১,৩৮৯,০১১,৫৯৭	১,২৭১,৩৫৪,৫০৪	৯.২৫%
আয়কর সম্বন্ধিত	১৭৩,৯১০,০৮০	১৯২,২১৯,৫৩৩	৯.৫৩%
বিলম্বিত আয়কর সম্বন্ধিত	(৫৭,৯৬১,৬৪৮)	(২,৮০০,৬৭৭)	১.৯৬%
নিট মুনাফা (কর পরবর্তী)	১,২৭৩,০৬৩,৯৬৫	১,০৮১,৯৩৫,৬৪৮	১৭.৬৭%
মোট মুনাফা মার্জিন	১৩.৩৯%	১২.৩৩%	১.০৬%
নিট মুনাফা মার্জিন	৫.৬২	৫.৭২	০.১০%
শেয়ার প্রতি আয় (টাকা)	৬.৪৫	৫.৪৯	১৭.৪৯%

২০২৪-২৫ অর্থবছরে কোম্পানির টার্নওভার পূর্ববর্তী বছরের তুলনায় ১৯.৬৭% বৃদ্ধি পেয়েছে, একইসাথে মোট মুনাফা ও কর-পরবর্তী নিট মুনাফা যথাক্রমে ৩০.০০% এবং ১৭.৬৭% বৃদ্ধি পেয়েছে।

মোট মুনাফার অনুপাত ১.০৬% বৃদ্ধি পেলেও নিট মুনাফার অনুপাত ০.১০% হ্রাস পেয়েছে।

২০২৪-২৫ অর্থবছরের আর্থিক ফলাফল নির্দেশ করে যে, বিক্রয়ের উপর আয়ের অনুপাত ৫.৭২% থেকে সামান্য কমে ৫.৬২% এ নেমে এসেছে, যা মূলত কাঁচামালের খরচ বৃদ্ধি এবং আন্তর্জাতিক বাজারের অস্থিরতার প্রভাবের কারণে হয়েছে।

পর্যালোচনাধীন সময়ে দেশীয় ও আন্তর্জাতিক উভয় বাজারে তৈরি পোশাক খাতে চাহিদা হ্রাসের ফলে মার্কিন ডলারে সুতার বিক্রয়মূল্যও হ্রাস পেয়েছে।

উল্লিখিত পরিস্থিতিসমূহ উৎপাদন ব্যয়ের একক খরচ বৃদ্ধি করতে প্রভাব ফেলেছে এবং এর ফলে প্রতিবেদিত বছরে

কোম্পানির লাভজনকতা পূর্ববর্তী বছরের তুলনায় হ্রাস পেয়েছে।

### বৈদেশিক মুদ্রার অর্জন/সঞ্চয়

স্কার টেক্সটাইল তার রপ্তানি এবং ব্যবসায়িক বিপণন কার্যক্রমের মাধ্যমে পর্যালোচনাধীন বছরে দেশের বৈদেশিক মুদ্রার রিজার্ভে যথেষ্ট অবদান রেখেছে। এর পরিমাণ ছিল ৫,২৪৯.৪৬ মিলিয়ন।

বিস্তারিত নীচে উপস্থাপন করা হয়েছে:

বিবরণ	২০২৪-২৫	২০২৩-২৪
মোট রপ্তানি আয়	২১,৮৯১,২৮২	১৬,৬৯৬,৬৫১
বাদ: আমদানি খরচ সমূহ:		
কাঁচা তুলা	১৫,৪১০,৫০৪	১৪,২২৫,৪২১
খুচরা যন্ত্রাংশ	৪৬২,৪৯৫	৪৮৪,৪২২
বিবিধ (বিএমআরই)	৭৬৮,৮১৯	১,৯২৮,৬৬১
মোট রপ্তানি -	৫,২৪৯,৪৬৪	৫৮,১৪৭



## পরিচালনা পর্ষদের প্রতিবেদন

স্কার টেক্সটাইলস্ পিএলসি

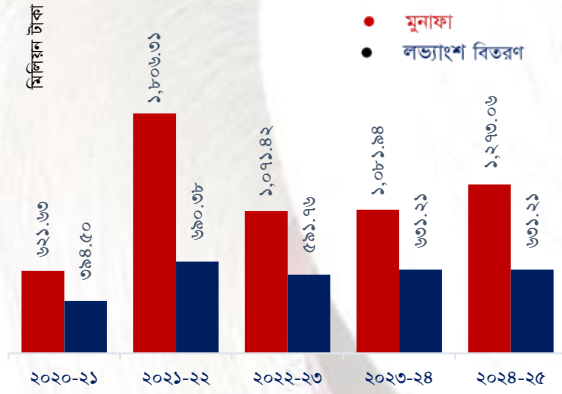


সম্মানিত সদস্যবৃন্দের প্রতি  
৩০ জুন, ২০২৫ তারিখে  
সমাপ্ত অর্থবছরের জন্য

### মুনাফা বন্টন

পরিচালনা পর্ষদ নিম্নোক্ত উপায়ে ৩০ জুন ২০২৫ সমাপ্ত বছরের  
জন্য নীট মুনাফা বন্টনের প্রস্তাব করেন:

টাকায়	
নিট মুনাফা (কর-পরবর্তী), ২০২৫ সালের জুনে শেষ হওয়া বছরের জন্য।	১,২৭৩,০৬৩,১৬৫
নগদ লভ্যাংশ প্রস্তাব @ ৩২%	৬৩১,২০৬,৪০০
নিট অবশিষ্ট মুনাফা (ভবিষ্যতে ব্যবসা সম্প্রসারণের জন্যে)	৬৪১,৮৫৬,৭৬৫



মুনাফা এবং লভ্যাংশ বিতরণ

### গভর্নেন্স

#### হিসাব একত্রীকরণ

বিএসইসি এর বিধিমালা ও ইন্টারন্যাশনাল একাউন্টিং স্ট্যান্ডার্ড-২৮ এবং আইএফআরএস-১০ এর নিয়মাবলী অনুসরণ করে আর্থিক প্রতিবেদন একত্রীকৃত করা হয়েছে যাতে শেয়ারহোল্ডারদের বৃন্দের সার্বিক মুনাফা/বিনিয়োগ মূল্য সঠিকভাবে নির্ধারণ করা যায়।

স্কার টেক্সটাইল পিএলসি-এর একিভূত আর্থিক প্রতিবেদন এই বার্ষিক প্রতিবেদনে উপস্থাপন করা হয়েছে।

### ঝুঁকি এবং উদ্বেগ

আগামী বছর গুলোতে আভ্যন্তরীণ ও আন্তর্জাতিক শিল্প ও বাণিজ্যের ভবিষ্যত নির্ধারণ করবে আন্তর্জাতিক বাজার পরিস্থিতি উপর।

তবে এটা খুবই আনন্দের বিষয় যে, সরকার শিল্প ও বাণিজ্যকে বাধাহস্ত করতে পারে এমন সমস্ত কারণকে চিহ্নিত করছেন এবং তা মোকাবেলায় যথাযথ প্রয়োজনীয় বিভিন্ন পদক্ষেপ গ্রহণ করছেন।

যার ফলস্বরূপ বিশ্বব্যাপক র‍্যাঙ্কিং "ডুইং বিজনেস" সূচকে বাংলাদেশের অবস্থান উন্নিত হতে শুরু করেছে।

### ঋণ এবং গ্যারান্টি

অনুমোদিত ঋণের বিশদ বিবরণ এবং পর্যালোচনাধীন বছরের মধ্যে প্রদত্ত গ্যারান্টিগুলি একক আর্থিক বিবরণীতে যথাক্রমে নোট নং ১৩, ১৫ এবং ৩৬ এ উপস্থাপন করা হয়েছে।

### রিলেটেড পার্টি লেনদেন

স্কার টেক্সটাইলস্ বেশ কয়েকটি রিলেটেড পার্টি ট্রানজেকশনে নিযুক্ত রয়েছে, যার বিশদ বিবরণ স্বতন্ত্র হিসাবের নোট নং ৪০- এ দেখানো হয়েছে।

### সাবসিডিয়ারী কোম্পানীতে বিনিয়োগ

স্কার টেক্সটাইলস্ পিএলসি, স্কার টেক্সকম লিমিটেড-এর মূলধন ইকুইটি হিসাবে ৪৮৯,৩৩৩,৯৬০ টাকা বিনিয়োগ করেছে যা মোট মূলধনের ৯৯.৮৮%।

১৯৯৪ সালের কোম্পানী আইন অনুসারে স্কার টেক্সকম লিমিটেড, স্কার টেক্সটাইলস্ পিএলসি-এর সাবসিডিয়ারী কোম্পানী বিধায় পরিচালনা পর্ষদের প্রতিবেদন এবং নিরীক্ষিত হিসাব এই প্রতিবেদনের সাথে উপস্থাপন করা হয়েছে।

### ক্রেডিট রেটিং রিপোর্ট

ক্রেডিট রেটিং ইনফরমেশন অ্যান্ড সার্ভিসেস লিমিটেড ১৪ ডিসেম্বর, ২০২৪ তারিখে আর্থিক এবং অন্যান্য প্রাসঙ্গিক পরিমাণগত এবং গুণগত তথ্যের ভিত্তিতে স্কার টেক্সটাইলকে সর্বোচ্চ ক্রেডিট রেটিং নিশ্চিত করেছে।

## পরিচালনা পর্ষদের প্রতিবেদন

স্কয়ার টেক্সটাইলস্ পিএলসি



সম্মানিত সদস্যবৃন্দের প্রতি  
৩০ জুন, ২০২৫ তারিখে  
সমাপ্ত অর্থবছরের জন্য

পুনঃনিশ্চিত রেটিংঃ

দীর্ঘমেয়াদী রেটিং = "এএ+", যা উচ্চতর নিরাপত্তা এবং উচ্চতর ফ্রেডিট গুণমান নির্দেশ করে।

স্বল্পমেয়াদী রেটিং = "এস.টি.-১", যা সময়মত পরিশোধের সর্বোচ্চ নিশ্চিততা নির্দেশ করে।

# এএ+

ফ্রেডিট রেটিং করেছেন  
সিআরআইএসএল

### মাইনোরিটির স্বার্থ

কর্পোরেট গভর্নেন্স কোডের কোড ১(৫)(xvi) এর সাথে সঙ্গতি রেখে কোম্পানির বোর্ড এর মাধ্যমে নিশ্চিত করে যে মাইনোরিটি শেয়ারহোল্ডারদের স্বার্থ কোম্পানিতে যথাযথভাবে সুরক্ষিত হয়েছে।

### বিশেষ কার্যক্রম

কোম্পানীটি কোনও বিশেষ কার্যক্রম গ্রহণ করেনি বা চালিয়ে যায়নি এবং এই ধরনের কার্যক্রম থেকে কোনও প্রকার লাভ-ক্ষতি হয়নি।

### ম্যানেজমেন্ট ডিসকাশন এন্ড এনালাইসিস

কোম্পানির পরিচালন অবস্থান, ক্রিয়াকলাপ, আর্থিক বিবরণী এবং অন্যান্য প্রয়োজনীয়তার পরিবর্তনের সংক্ষিপ্ত আলোচনা ব্যবস্থাপনা পরিচালক কর্তৃক স্বাক্ষরিত ম্যানেজমেন্ট ডিসকাশন এন্ড এনালাইসিস এই প্রতিবেদনের সংযোজন-iii এ প্রকাশিত হয়েছে।

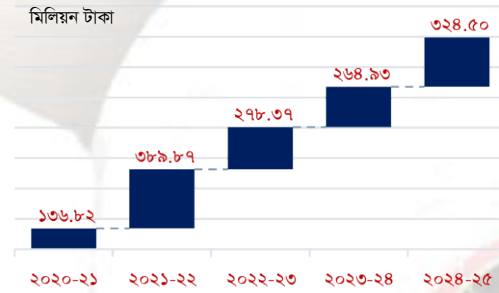
### দাবিহীন/অনিষ্পত্তিকৃত লভ্যাংশ

বাংলাদেশ সিকিউরিটিজ অ্যান্ড এক্সচেঞ্জ কমিশন এবং অন্যান্য নিয়ন্ত্রক কর্তৃপক্ষের নির্দেশনা অনুসারে দাবিহীন/ অনিষ্পত্তিকৃত লভ্যাংশের হিসাব সঠিকভাবে রাখা হয়।

২০০২ থেকে ২০২৪ সাল পর্যন্ত দাবিহীন/অনিষ্পত্তিকৃত লভ্যাংশের বিশদ বিবরণ এই প্রতিবেদনের ১২৭ পৃষ্ঠায় উপস্থাপন করা হয়েছে।

### জাতীয় কোষাগারে অবদান

স্কয়ার টেক্সটাইলস্ ২০২৪-২০২৫ অর্থবছরে ৩২৪.৫০ মিলিয়ন টাকা জাতীয় কোষাগারে জমা দিয়েছে, গত বছরে এটা ২৬৪.৯৩ মিলিয়ন টাকা ছিল।



### পরিচালক নির্বাচন

জানাবা রত্না পাত্র, যিনি স্কয়ার টেক্সটাইলস পিএলসি-এর পরিচালক ও ভাইস চেয়ারম্যান হিসেবে দায়িত্ব পালন করছিলেন, কোম্পানির সংঘবিধির ১২৫ ও ১২৬ ধারার আলোকে অবসর গ্রহণ করেছেন এবং পুনর্নির্বাচনের জন্য যোগ্য হওয়ায় নিজেকে পুনর্নির্বাচনের জন্য প্রস্তাব করেছেন।

উপরে উল্লিখিত পরিচালকের একটি সংক্ষিপ্ত জীবনবৃত্তান্ত এবং অন্যান্য তথ্য সংযুক্তি - ii এ বর্ণিত করা হয়েছে

### একজন নারী স্বতন্ত্র পরিচালক নিয়োগ

পর্ষদ ২১ অক্টোবর, ২০২৫ তারিখে বিজ্ঞপ্তি নং BSEC/ICAD/CGD/2023/106/Part-I/373, তারিখ ২৯ জুলাই ২০২৫ এর আলোকে বাংলাদেশ সিকিউরিটিজ অ্যান্ড এক্সচেঞ্জ কমিশনের অনুমোদনসাপেক্ষে জানাবা নাসরিন আক্তার, এফসিএ-কে একজন নারী স্বতন্ত্র পরিচালক হিসেবে নিয়োগ প্রদান করেছে।

## পরিচালনা পর্ষদের প্রতিবেদন

স্কার টেক্সটাইলস পিএলসি



সম্মানিত সদস্যবৃন্দের প্রতি  
৩০ জুন, ২০২৫ তারিখে  
সমাপ্ত অর্থবছরের জন্য

উপরে উল্লিখিত পরিচালকের একটি সংক্ষিপ্ত জীবনবৃত্তান্ত  
এবং অন্যান্য তথ্য সংযুক্তি-ii এ বর্ণিত করা হয়েছে

### বিধিবদ্ধ নিরীক্ষক নিয়োগ

মেসার্স কে এম হাসান অ্যান্ড কোং, চার্টার্ড অ্যাকাউন্ট্যান্টস,  
২০২৪-২০২৫ সালের জন্য কোম্পানির সংবিধিবদ্ধ  
নিরীক্ষক, স্কার টেক্সটাইল পিএলসি-এর আর্থিক  
বিস্তৃতিগুলির উপর একটি আনকোয়ালিফাইড রিপোর্ট জমা  
দিয়েছে। ৩০ জুন, ২০২৫ সমাপ্ত বছরের জন্য ৩০তম  
বার্ষিক সাধারণ সভায় অবসর গ্রহণ করেছেন।

মেসার্স কে এম হাসান অ্যান্ড কোং, চার্টার্ড একাউন্ট্যান্টস,  
হোমটাউন অ্যাপার্টমেন্ট, ৮ম ও ৯ম তলা, ৮৭ নিউ ইস্টার্ন  
রোড, ঢাকা ২০২৫-২০২৬ সালের জন্য কোম্পানির  
নিরীক্ষক হিসেবে নিয়োগের আগ্রহ প্রকাশ করেছেন।

পরিচালনা পর্ষদ ২১ অক্টোবর, ২০২৫ তারিখের সভায়  
তাদের নিয়োগের সুপারিশ করেছেন।

### কমপ্রায়েন্স নিরীক্ষক নিয়োগ

মেসার্স চৌধুরী ভট্টাচার্য এন্ড কোং, চার্টার্ড অ্যাকাউন্ট্যান্টস,  
২০২৪-২০২৫ অর্থবছরের জন্য কোম্পানির কমপ্রায়েন্স  
অডিটর হিসেবে দায়িত্ব পালন করেছেন এবং ৩০তম বার্ষিক  
সাধারণ সভায় অবসরগ্রহণ করেছেন।

তারা পুনঃনিয়োগের জন্য যোগ্য হওয়ায় ২০২৫-২০২৬  
অর্থবছরের জন্য স্কার টেক্সটাইলস পিএলসি-এর  
কমপ্রায়েন্স অডিটর হিসেবে পুনঃনিয়োগের আগ্রহ প্রকাশ  
করেছেন।

পরিচালনা পর্ষদ ২১ অক্টোবর, ২০২৫ তারিখের সভায়  
তাদের নিয়োগের সুপারিশ করেছেন।

### স্কার টেক্সকম লিমিটেডকে স্কার টেক্সটাইলস পিএলসি-এর সঙ্গে একীভূতকরণ

পরিচালনা পর্ষদ কোম্পানি আইন ১৯৯৪ এর ধারা ২২৮ ও  
২২৯ এর আওতায় একীভূতকরণের সুপারিশ করেছে।

একই সঙ্গে ৩০ জুন ২০২৫ তারিখের শেয়ারের বুকভাল্যুর  
ভিত্তিতে নগদে সংখ্যালঘু শেয়ারহোল্ডারদের ক্ষতিপূরণ

প্রদানের প্রস্তাব করা হয়েছে, যা নির্ধারিত হবে আদালতে  
তথা বাংলাদেশ সুপ্রিম কোর্টের হাইকোর্ট বিভাগের অনুমোদন  
সাপেক্ষ। বিস্তারিত সংযুক্তি-vii এ প্রদান করা হয়েছে।

### স্কার টেক্সটাইলস পিএলসি এর সহযোগি প্রতিষ্ঠানের কাছে পণ্য বিক্রয় অনুমোদন প্রসঙ্গ।

বাংলাদেশ সিকিউরিটিজ অ্যান্ড এক্সচেঞ্জ কমিশনের ২২ মার্চ,  
২০২১ তারিখের বিজ্ঞপ্তি নং BSEC/CMRRCD/ 2009-  
193/10/Admin/118 এর ধারা ১ অনুযায়ী, স্কার  
টেক্সটাইল পিএলসি তার সহযোগি প্রতিষ্ঠানের কাছে পণ্য  
বিক্রির ক্ষেত্রে শেয়ারহোল্ডারদের অনুমোদন প্রয়োজন যদি তা  
পূর্ববর্তী বছরের মোট রাজস্ব বা টার্নওভারের ১০% বা তার  
বেশি পরিমাণ হয়।



### আর্থিক বিবরণী উপর পরিচালকদের ঘোষণা

কর্পোরেট সুশাসনের একটি অংশ হিসাবে, পরিচালনা পর্ষদ  
কোম্পানির আর্থিক অবদান এবং অবস্থা-এর একটি সত্যতা  
এবং গ্রহণযোগ্যতা প্রদানের জন্য দায়বদ্ধ। সেই লক্ষ্যে,  
পরিচালকগণ তাদের সর্বোত্তম জ্ঞানে নিশ্চিত করেছেন যে:

- ☒ কোম্পানির আর্থিক বিবরণী, কোম্পানির কার্যক্রমের  
ফলাফল, নগদ প্রবাহ এবং ইকুইটি পরিবর্তনের একটি  
সত্য এবং ন্যায্য দৃষ্টিভঙ্গি উপস্থাপন করে।
- ☒ প্রচলিত আইন অনুসারে হিসাবের প্রয়োজনীয় সঠিক নথি  
রক্ষণাবেক্ষণ করা হয়েছে।
- ☒ আর্থিক বিবরণী তৈরিতে একাউন্টিং অনুমানগুলি  
যুক্তিসঙ্গত এবং বিচক্ষণতার উপর ভিত্তি করে এবং  
যথাযথ একাউন্টিং নীতিগুলি ক্রমাগত প্রয়োগ করা  
হয়েছে।



## পরিচালনা পর্ষদের প্রতিবেদন

স্কয়ার টেক্সটাইলস্ পিএলসি



সম্মানিত সদস্যবৃন্দের প্রতি  
৩০ জুন, ২০২৫ তারিখে  
সমাপ্ত অর্থবছরের জন্য

- ✓ বাংলাদেশে প্রযোজ্য আই.এ.এস/ আই.এফ.আর. এস অনুযায়ী আর্থিক বিবরণী প্রস্তুত করা হয়েছে।
- ✓ অভ্যন্তরীণ কন্ট্রোল সিস্টেমটি কার্যমোগত দিক থেকে খুবই কার্যকরী এবং সঠিকভাবে এর প্রয়োগ ও পর্যবেক্ষণ করা হয়।
- ✓ একটি ব্যবসায়-প্রতিষ্ঠান হিসাবে সকল ব্যবসায়িক কার্যক্রম চালিয়ে যাওয়ার ক্ষমতা সম্পর্কে কোন উল্লেখযোগ্য সংশয় নেই।
- ✓ গত বছরের পরিচালন ফলাফল তুলনায় এ বছর কোন উল্লেখযোগ্য বিচ্যুতি নেই।
- ✓ জনাব স্যামুয়েল এস চৌধুরী, ব্যবস্থাপনা পরিচালক-কে দেওয়া পারিশ্রমিক নোটস অফ একাউন্টস-এর নোট # ২২ এ দেখানো হয়েছে।
- ✓ গত ৫ (পাঁচ) বছরের মূল পরিচালন এবং আর্থিক তথ্য পৃষ্ঠা নং ১২ এ একটি সংক্ষিপ্ত আকারে উপস্থাপন করা হয়েছে।

### কর্পোরেট গভর্নেন্স কমপ্লায়েন্স প্রতিবেদন

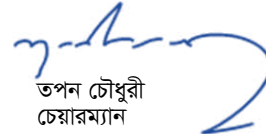
বাংলাদেশ সিকিউরিটিজ অ্যান্ড এক্সচেঞ্জ কমিশনের কর্পোরেট গভর্নেন্স কোড ২০১৮-এর ধারা ১(৫) অনুসারে একটি অতিরিক্ত বিবৃতি, পরিচালক পুনঃনিয়োগ প্রার্থীদের জীবনবৃত্তান্ত, ব্যবস্থাপনার আলোচনা বিশ্লেষণ, সিইও এবং সিএফওর কাছ থেকে বোর্ডের উদ্দেশ্যে সনদ, কোম্পানির কমপ্লায়েন্স অডিটরদের সনদ এবং কর্পোরেট গভর্নেন্স কোড ২০১৮ প্রতিপালনের অবস্থা যথাক্রমে সংযুক্তি- i, ii, iii, iv, v ও vi এর মধ্যে বর্ণনা/প্রকাশ করা হলো।

অডিট কমিটির রিপোর্ট, মনোনয়ন ও পারিশ্রমিক নীতি এবং লভ্যাংশ বন্টন নীতিও এই বার্ষিক প্রতিবেদনে উপস্থাপন করা হয়।

### ব্যবস্থাপনা কর্তৃপক্ষের স্বীকৃতি

পরিচালনা পর্ষদ ব্যবসায়িক কার্যক্রমে নির্বাহী ব্যবস্থাপনা, কর্মকর্তা ও শ্রমিক কর্মচারীদের অবদানকে গভীরভাবে মূল্যায়ন করেছে। সারা বিশ্বে বাণিজ্য ও উৎপাদনে বিভিন্ন বৈরী প্রভাব থাকা সত্ত্বেও তাদের নিরলস প্রচেষ্টা কোম্পানীকে উৎপাদনের ধারা অব্যাহত রাখতে সাহায্য করেছে। সম্মানিত শেয়ার-হোল্ডারগণ যে আস্থা পরিচালনা পর্ষদের উপর রেখেছেন তা পরিচালনা পর্ষদকে অনুপ্রাণিত করে আসছে এবং ব্যবস্থাপনা কর্তৃপক্ষ, নির্বাহী কর্মকর্তা ও কর্মচারীগণ তা ধরে রাখতে সচেষ্ট হবেন।

পরিচালনা পর্ষদ বিনীতভাবে বাংলাদেশ সিকিউরিটিজ এন্ড এক্সচেঞ্জ কমিশন, ষ্টক এক্সচেঞ্জ, জাতীয় রাজস্ব বোর্ড এবং অন্যান্য সরকারি ও বেসরকারি এজেন্সিগুলোকে প্রতিষ্ঠান এর কার্যক্রম পরিচালনায় সহযোগিতা দেয়ার জন্য কৃতজ্ঞতা জানাচ্ছেন। আমরা সকলের ভবিষ্যৎ উন্নয়ন কামনা করি।

  
তপন চৌধুরী  
চেয়ারম্যান



# Corporate Governance

## Square Textiles PLC.



Corporate governance is the process of directing and controlling a Company. Governance is the process of identifying and enforcing the company's ethics, rights, and obligations among its various stakeholders.

Good corporate governance is important to its long-term viability. Square Textiles' corporate governance is as follows:

### Board of Directors

The Board of Directors, the top management tier, is responsible for overall control and supervision of the company's affairs, primarily through strategic planning and budgetary control mechanisms, in accordance with the concept of Good Corporate Management Practice and the provisions of the Articles of Association. To that purpose, the Board of Directors meets on a regular basis to resolve policy and strategy concerns, with minutes and decisions being recorded for implementation by Executive Management.

During the year under review, the Board of Directors of Square Textiles met 8 (eight) times to transact various agendas. The intervening gap between the meetings was within the period prescribed under the Companies Act.

Name of the Director	Position
Mr. Tapan Chowdhury	Chairman
Mrs. Ratna Patra	Vice Chairman
Mr. Samuel S Chowdhury	Managing Director
Mr. Anjan Chowdhury	Director
Mr. Abul Kalam Azad	Independent Director
Mr. Muhammadul Haque	Independent Director

The Board of Directors is reconstituted every year by the Members (shareholders) of the Company at the Annual General Meeting through the retirement/re-election/election of one-third of its members.

Members of the Board of Directors often travel abroad to bring into focus the Company's image and acquire technological gains.

Top Management inaugurates/participates in seminars, training courses, conferences, and various cultural activities of the employees and workers which instill in them a sense of belongingness.

### Separate Role of the Chairman and Managing Director

Separate individuals are holding the positions of Chairman and Managing Director.

The Chairman, Mr. Tapan Chowdhury, is responsible for the functions of the Board, while the Managing Director, Mr. Samuel S. Chowdhury, acts as the Company's Chief Executive Officer.

### Independent Director

In accordance with the BSEC Regulations on Good Governance, the Board of Directors, as authorized by the Regulations, appointed the following individuals as non-shareholding Independent Directors, with the expectation that their expertise would aid in further disclosure and protect the interests of stakeholders, investors in general, and smaller investors in particular:

- **Mr. Abul Kalam Azad**, a Fellow Member (FCA) of the Institute of Chartered Accountants of Bangladesh. Founding Principal and Sole Practitioner of Azad Abul Kalam & Co., Chartered Accountants, since 2008 and Founding Partner and Sole Practitioner of Azad Zamir & Co., Chartered Accountants, since 1984.
- **Mr. Muhammadul Haque**, MBA from IBA, a veteran marketer, was associated with Square Pharmaceuticals PLC. spanning over 19 years in a senior role. The last position he held was Executive Director, Marketing. He also worked for Glaxo Bangladesh Ltd. and ACI Pharmaceuticals PLC. for about 17 years.



### Board of Directors and its Roles and Responsibilities

The Board of Directors, as the highest level of authority, has the primary responsibility of providing general supervision, overseeing operations, and controlling the affairs of the company through appropriate delegation and accountability processes via the lines of command.

The Board of Directors, on the other hand, is ultimately responsible for directing the company's operations in compliance with the law and in the best interests of shareholders, stakeholders, the state, and society.

In order to accomplish its responsibilities, the Board of Directors meets at least once per quarter and makes necessary decisions/ directions to the Executive Management. Operational performance, financial results, budget reviews, capital expenditure proposals for BMRE or new projects/ divisions/product lines, procurement of funds through the issue of shares or borrowing, procurement of raw materials, plant & machinery, pricing of products/ discounts, recruitment, training, and promotion of officers, approval of the annual financial statement, appropriation of profit and recommendation of dividends, and other interests of the stakeholders, including the employees and workers, are usually discussed at such meetings.

The Board of Directors pays special attention to establishing and articulating productivity and compensation plans for employees and workers, as well as rewarding them

appropriately based on the quality and quantity of their work.

Board of Directors	Square Textiles PLC.
Constitution	Not less than 3 or more than 15 Directors.
Type of Mandate	Unitary Board of 6 Directors
Type of Mandate	1 (one)
Female	1 (one)
Male	5 (five)
Non-Executive Directors	1 (One)
Executive Directors	2 (Two)
Independent Director	2 (Two)
Meeting held 2024-25	8 (Eight)

The Board is also responsible for removing operational threats to workers' lives and health, for environmentally friendly working conditions, and for social relationships that are expected of good citizens in a country.

### Chief Financial Officer, Company Secretary and Head of Internal Audit and Compliance

The following three qualified professionals have been appointed as CFO, CS, and HIAC of the Company as per the requirement of the Corporate Governance Code 2018 of the Bangladesh Securities and Exchange Commission:

**CFO** - Mr. Md. Aminur Rahman, a Fellow Cost Management Accountant (FCMA) is delegated to the responsibility of Chief Financial Officer.

**CS** - Mr. Sanjib Baran Roy, a Fellow Chartered Secretary (FCS) is responsible for the office of the Company Secretary.





**HIAC - Mr. Mozibur Rahman**, a Fellow Chartered Accountant (FCA) is executing the responsibility of Head of Internal Audit and Compliance.

### Audit Committee

The Board of Directors has constituted an Audit Committee of the Board consisting of 3 (three) Non-Executive Directors, namely,

**Mr. Abul Kalam Azad, Independent Director,**  
**Mrs. Ratna Patra, Vice Chairman and**  
**Mr. Anjan Chowdhury, Director.**

Mr. Abul Kalam Azad, the Independent Director is the Chairman of the Committee.

The Audit Committee carries out its responsibilities as per the provisions of law and submits its report to the Board of Directors from time to time. The Audit Committee shall also coordinate with the internal and external auditors as and when required. The Audit Committee ensures that adequate internal checks & balances supported by adequate MIS are in place for the detection of errors fraud and other deficiencies.

The other responsibilities include inter alia, not be limited to, the prevention of conflict of interest between the company and its Directors officials, customers, suppliers, government, and any other interest groups and detecting or removing any scope of insider trading in the company's stock. The Audit Committee also ensures compliance with the requirements of BSEC and other agencies.

The Committee met 4 (four) times during the year under review.

### Nomination and Remuneration Committee

The Board of Directors formed a Nomination and Remuneration Committee of the Board comprising of 3 (three) Non-Executive Directors namely,

**Mr. Abul Kalam Azad, Independent Director,**  
**Mrs. Ratna Patra, Vice Chairman and**  
**Mr. Anjan Chowdhury, Director.**

Mr. Abul Kalam Azad, the Independent Director is the Chairman of the Committee.

The terms of reference of the Nomination & Remuneration Committee inter alia include determining the Company's policy on specific remuneration packages for executive director, reviewing, recommending and/or approving remuneration to whole-time Directors, reviewing and approving the

Remuneration Policy of the Company, formulating criteria for evaluation of Independent Directors and the Board, to devise a policy on Board Diversity, to identify persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down and recommend to the Board the appointment or removal of such persons and to discharge such other functions and exercise such other powers as may be delegated/ directed by the Board of Directors from time to time.

The Committee met once during the year under review.

### Executive Management

The Managing Director, the CEO, is the head of the Executive Management Team which comprises senior executive members of the Company. Within the limits of delegated authority and responsibility by the Board of Directors, Executive Management operates through further delegation of authority at every echelon of line management.

The Executive Management operates within the framework of policy and Planning strategies set by the Top Management with periodic performance reporting for guidance.

The Executive Management is responsible for the preparation of segment plans/sub-segment plans for every profit center with budgetary targets for every item of goods and services and is held accountable for deficiencies, with an appreciation for outstanding and exceptional performances. These operations are continuously carried out by



the Executive Management, through a series of Committees, Sub-Committees, Adhoc Committees and Standing Committees, assists the line management.

#### Legal Advisers

In order to avail the best legal services for Good Corporate Governance, the company has empaneled top-ranking legal professionals, namely Mr. Syed Afzal Hasan Uddin, Bar-at-Law and Mrs. Nihad Kabir, Bar-at-Law. They have had long-term fundamental support for the company's good governance efforts.

#### Dividend Policy

The Board of Directors is committed to exhibiting a continuous dividend distribution policy of accretive wealth (profits) among present and future generations of Members (shareholders). This would allow the Company to increase its capital wealth and continue to exist in perpetuity, benefiting both current and future generations.

#### Shareholders' Relationship

Corporate Governance issues include how major policy decisions are made in business corporations, how various stakeholders can influence the process, who is held accountable for performance, and what performance standards are applied. In a nutshell, power and influence are crucial in corporate governance. As shareholders belong to the most important stakeholders, the ownership structure has an impact on the balance of power among shareholders.

Though sponsors usually hold the majority shares required for ordinary resolutions, public shareholders have a definite role and influence in the passing of special resolutions required for changes in the business object, sale of business/productive assets, merger and amalgamation, winding up or dissolution

and amendments to Memorandum and Articles of Association for protection of minority interest up to 49.9% of the shareholdings.

#### Shareholding Status 30 June 2025:

Shareholders Group	Holding %
Sponsors/Directors	61.83%
Institutions	23.76%
General Public	11.66%
Foreigners	2.75%

The position of shareholders as of 30<sup>th</sup> June, 2025 indicates that the Sponsors of the Company do not hold the required 75% shareholdings for passing special resolutions. This allows the Public Shareholders (individuals and institutions) to play an effective role in protecting their legal corporate rights. to 49.9% of the shareholdings.

The Company has its Annual General Meeting [Members (Shareholders) Meeting] on a regular basis, as required by law, with proper notice and disclosures in the Directors' Report and the Auditors' Report on Accounts/Notes, and resolutions are passed unanimously. All reasonable and practicable suggestions are implemented with good grace.

All inquiries are attended to by the Company Secretary, where necessary. Internal Audit Committee investigates matters of significant merit for consideration by the Management Committee/Managing Director/Audit Committee of the Board/ Board of Directors as the case may be.

The shareholders, as owners, are provided with material information on the company's operations quarterly and annually.

They are also provided routine services by the Company Affairs Division headed by the Company Secretary on any company matters which are permissible.



The Board is, however, responsible to the Members (Shareholders) as well as investors for the publication of PSI (Price Sensitive Information) as per regulations of the Bangladesh Securities and Exchange Commission.

The Company has a website to provide permissible information, notices, price sensitive information, financial reports, disclosures, and others to shareholders and interested investors. A qualified Chartered Secretary is in charge of all these responsibilities as Company Secretary.

#### Financial/Statutory Auditors

The role of the Financial/Statutory Auditors in the certification of the financial statements is the most significant aspect of corporate governance and the protection of the interests of investors. As evident from the Annual Reports, the company rigidly follows the Companies Act, Rules of the Bangladesh Securities and Exchange Commission, Listing Regulations, Code of International Financial Reporting Standards (IFRS), International Accounting Standards (IAS) and International Standard of Auditing (ISA) with legally required disclosures of Accounts and Financial Statements.

All this has been possible due to the high-level capability and integrity of the Financial/Statutory Auditor M/s. K. M. Hasan & Co., Chartered Accountants whose unchallenging performance has played a very trustworthy role in the protection of the interest of the stakeholders of the Company.

#### Compliance Auditors

The Compliance Auditor is responsible for certification of compliance with the conditions of the Corporate Governance Code 2018 of the Bangladesh Securities and Exchange Commission as well as the provisions of relevant Bangladesh Secretarial Standards of the

Institute of Chartered Secretaries of Bangladesh (ICSB).

M/s. Chowdhury Bhattacharjee & Co., Chartered Accountants, is the Compliance Auditors of Square Textiles PLC. appointed by its Members (shareholders) at their Annual General Meeting.

#### Segment Report

The Company's operations are carried out on an aggregate basis and are managed as a single operating segment. Accordingly, the company operates in one segment of developing, manufacturing and marketing cotton/yarn for human as well as industrial use.

#### Risk Perception

The Company's Management perceives investment risk within the national and international economic perspectives in relation to legal and moral requirements involving, inter alia, intellectual property rights, scientific inventions, WTO Regulation, MFA, etc., and monetary and fiscal investment policies and has prepared its production and marketing strategies to meet the challenges from these risks.

#### Secretarial Standard

Square Textiles makes every effort to adhere to the Secretarial Standard on meetings of the Board of Directors, Members (shareholders), Minutes, and Dividends issued by the Institute of Chartered Secretaries of Bangladesh.

#### Compliances

Square Textiles has established procedures to ensure compliance with all applicable statutory and regulatory requirements. Respective officers are responsible for ensuring proper compliance with applicable laws and regulations.



# Corporate Sustainability



At Square Textiles PLC. “Corporate Sustainability” is embedded within the principles and values of the company. Through successful “triple bottom line” performance, focusing on social, environmental and financial factors, the company is able to generate increased earnings, reduce material usage, energy expenditures and wastes, and increase social contribution. The focus on Sustainability has contributed to long-term success for the company over the years.

## State of the art Facility

We focus on continuous efforts to introduce innovative means of production that allows for optimum utilization of materials and energy. Our state of the art production facility is equipped with upgraded technologies and machineries that are energy efficient as well environmental friendly. In 2018, we have introduced PCW plant (fabric crushing). We are the pioneer in introducing this technology in Bangladesh.

## Ready Recycling Facility

The manufacturing facility is fitted to contain dust and waste discharge to the environment. On a daily basis, 4 (four) out of 6 (six) tons of waste materials, on average, are recycled. Hard wastes are crushed and reused as raw materials in production. Our PCW plant processes garment wastages into fibers. There are no chemical applications in our manufacturing process and hence there are no environmental damage as a result of any spillovers or emissions of harmful gas.

## Minimizing Occupational Hazards

We follow stringent safety measures and regularly monitor and review occupational health and safety procedures. We ensure that our factory workers always follow the safety protocols necessary to ensure a hazard free working environment and uninterrupted operations. In regards to such health and safety issue, proper training and awareness are provided to all production employees.

## Creating Product Diversity

We believe in “Product Diversity” as a means of economic sustainability. The company has about 40 percent product diversification within our total product port-folio.

This Product Diversity has led to enhancement of the company’s brand image, increased profitability, and risk mitigation. Overall, our emphasis on Corporate Sustain-ability has led us to create a blend of strategies where financial & non-financial aspects are perfectly integrated within the good governance and management practices of the company, as well as engage all stakeholders in an open platform where financial, social and environmental issues are shared and communicated. All these have translated to positive outcomes that is beneficial to all parties within the value chain.



### Square Traceable Cotton (STC)

STC is a groundbreaking system in the textile industry, created to monitor cotton throughout its entire supply chain. It offers traceability of cotton fiber from the farm to the final product, addressing both industry needs and consumer concerns. The importance of traceability cannot be overstated. It is essential for verifying the authenticity and ethical sourcing of materials. By implementing systems like STC, brands can demonstrate accountability and foster trust with their consumers. Modern consumers are increasingly demanding transparency in supply chain. They want to know where their products come from and how they are made. This shift has driven the market towards sustainable practices, pushing yarn marketing strategies to prioritize eco-friendly and ethically sourced materials.

The integration of traceability systems by Square Textiles supports this demand. STC is making it easier for businesses to align with consumer values while ensuring a more sustainable future for the fashion industry. For consumers, buying traceable cotton products means supporting ethical production processes & reducing their carbon footprint. The alignment between consumer demand for transparency and sustainable practices fuels a transformative shift in the textile industry towards more responsible sourcing. By leveraging digital passports, brands can offer enhanced transparency. These digital records document every stage of the cotton's journey, beginning with raw fiber and culminating in the final garment. This not only enhances consumer trust but also strengthens the integrity of the supply chain by providing verifiable data at each step.



The **modern era of traceability** brings unprecedented opportunities to revolutionize the textile industry through transparency and sustainability. Businesses and consumers hold the power to drive positive change by embracing **Square Traceable Cotton**.

### Sustainable Energy Program

Bangladesh is an active partner with UNDP in implementing Sustainable Development Goals (SDGs) also known as the Global Goals, were adopted by all United Nations Member States in 2015 as a universal call to action to end poverty, protect the planet and ensure that all people enjoy peace and prosperity by 2030.

SQUARE Textiles PLC. as a Spinner, it requires 23.50 MWh electricity to run operations. Out of total requirement, 14.00 MWh electricity generated from Natural Gas & HFO and 9.50 MWh outsourced from REB and other Merchant Power Plants. Considering Environment (Our Mother Planet's Health), Cost of Energy, SQUARE Textiles PLC. has implemented Solar Power Project. The Environmental and Fiscal benefits of this Solar Project is as follows;

- ◆ Installation Capacity: 5,833.44 Kwh
- ◆ Service period: 25 Years
- ◆ Energy Generating (Yearly): 6,711,309 Kw (Daily average 5 hours @ 3,791 Kw)
- ◆ Carbon Emission (Yearly): 4,515,963 Kg (Equivalent 2.05 Lac Matured Tree Plantation)
- ◆ Water Savings (Yearly): 57.48 Lac Liters
- ◆ Energy Cost Savings (Yearly): BDT 7.96





# Audit Committee Report 2024-2025

Under Condition # 5(7) of CGC

Square Textiles PLC. has an Audit Committee as a subcommittee of the Board of Directors in order to assist the Board of Directors in ensuring and fulfilling its oversight responsibilities.

The Audit Committee is comprised of the following Members of the Board of Directors:

Mr. Abul Kalam Azad, Independent Director	- Chairman
Mrs. Ratna Patra, Vice Chairman	- Member
Mr. Anjan Chowdhury, Director	- Member

Mr. Sanjib Baran Roy, Company Secretary, acts as the Secretary to the Committee.

The Audit Committee performs its responsibility in harmony with the Corporate Governance Code 2018 of the Bangladesh Securities and Exchange Commission and ensures compliance thereon.

## The scope of the Audit Committee was defined as follows:

- (a) Review and recommend to the Board to approve the quarterly and annual financial statements prepared for statutory purposes;
- (b) Monitor and oversee the choice of accounting policies and principles, internal control, risk management process, auditing matters, hiring and performance of external auditors;
- (c) Review statements of significant related party transactions submitted by the management.
- (d) Carry on a supervision role to safeguard the systems of governance and independence of statutory auditors and
- (e) Review and consider the report of internal auditors and statutory auditors' observations on internal control.

## Major activities carried out during the reporting year 2024-2025:

- ❖ Examined and reviewed the fairness of the quarterly and annual financial statements and recommended them to the Board for consideration.
- ❖ Overseen, reviewed and approved the procedure and task of the internal audit, financial report preparation and external audit reports.
- ❖ Reviewed and recommended Related Party Transactions, Loans, Guarantees and Investments.
- ❖ Considered and made a recommendation to the Board on the appointment and remuneration of Statutory Auditors.

The Committee observed that adequate arrangements are in place to ensure a true and fair presentation of the Company's activities and financial position and did not identify any material deviations, discrepancies, or adverse observations in the reporting areas.



Abul Kalam Azad  
Chairman  
Audit Committee

Date: 8<sup>th</sup> October, 2025



# Dividend Distribution Policy



## 1.00 Introduction

The Dividend Distribution Policy is prepared and adopted in compliance with the provisions of the Directive No. BSEC/CMRRCD/2021-386/03 dated 14 January, 2021 of the Bangladesh Securities and Exchange Commission (BSEC) about dividend declaration, pay off, disbursement and compliance.

The Board of Directors (the Board) will consider the directive while declaring/ recommending dividend on behalf of the Company. The Policy is not an alternative to the decision of the Board for declaring/recommending dividend, which takes into consideration all the relevant circumstances enumerated hereunder or other factors as may be decided by the Board.

## 2.00 Definitions

**“the Act”** means Companies Act 1994

**“the Company”** means Square Textiles PLC.

**“AGM”** means Annual General Meeting

**“Board”** means Board of Directors of Square Textiles PLC.

**“Shareholders”** means Members whose name is registered in the Member Register of the Company.

**“Shares”** means Ordinary Equity Shares.

## 3.00 Concept of Dividend

The dividend is the share of the profit that a Company decides to distribute among its Shareholders in proportion to the amount paid-up on shares they hold in the form of Cash and/or Stock (Bonus). The profits earned by the Company can either be retained in the business or can be distributed among the Shareholders as dividends.

## 4.00 Types of Dividend

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

- **Interim** dividend is the dividend declared by the Board between two AGMs as and when considered appropriate. The Act authorizes the Board to declare an interim dividend during any financial year out of the profits for the financial year in which the dividend is sought to be declared and/or out of the surplus in the profit and loss account.
- **Final** dividend is recommended for the financial year at the time of approval of the annual financial statements as well as the appropriation of profit. The Board shall have the power to recommend the final dividend to the shareholders for their approval at the AGM of the Company. The Dividend recommended by the Board of Directors cannot be changed prior to holding the AGM.

## 5.00 Declaration of Dividend

Subject to the provisions of the Act, dividend shall be declared and paid out of:

- a. Profits of the Company for the year for which the dividend is to be paid after setting off carried over previous losses and depreciation not provided in the previous year(s);
- b. Undistributed profits of the previous financial years after providing for depreciation in accordance with law and remaining undistributed.
- c. Out of a & b both.

Before the declaration of the dividend, the Company may transfer a portion of its profits to reserves of the Company as may be considered appropriate by the Board at its discretion.

In the event of inadequacy or absence of profits in any financial year, the Company may declare dividend out of free reserves subject to the compliance with the Act and Rules.

#### 6.00 Factors Governing Declaration of Dividend

The decision regarding dividend pay-out is a crucial decision as it determines the amount of profit to be distributed among the shareholders and amount of profit to be retained in business.

The circumstances for dividend pay-out decision depends on various external and internal factors which the Board of Directors shall consider while recommend/ declaring dividend including the following:

##### 6.01 External Factors:

- The Board shall endeavor to retain a larger portion of profits to build up reserves, in case of Adverse Economic Scenario.
- The Board shall evaluate the market trends in terms of technological changes mandating investments, competition impacting profits, etc., which may require the Company to conserve resources.
- The Board shall consider the restrictions, if any, imposed by the Act and other applicable laws with regard to declaration of dividend in order to ensure compliance with the applicable laws.
- Dividend distribution tax or any tax deduction at source as required by tax regulations, applicable at the time of declaration of dividend may impact the decision with regard to dividend declaration.
- Other factors beyond control of the Management like natural calamities, fire, etc. effecting operations of the Company may impact the decision with regard to dividend declaration.

##### 6.02 Internal Factors:

- Profitability
- Availability and Liquidity of Funds
- Capital Expenditure needs for the existing businesses
- Expansion/Modernization of the business
- Additional investments in subsidiaries/associates of the Company
- Cost of raising funds from alternate sources
- Cost of servicing outstanding debts
- Funds for meeting contingent liabilities
- Mergers and Acquisitions
- Any other factor as deemed appropriate by the Board.

Apart from the above factors, the Board also considers past dividend history and sense of shareholders' expectations while determining the rate of dividend. The Board may additionally recommend special dividends in special circumstances.

#### 7.00 Financial Parameters for Declaring Dividend

The Company is committed to deliver sustainable value to its stakeholders. The Company shall strive to distribute an optimal and appropriate level of the profits among the shareholders in the form of dividend.

To keep investment attractive and to ensure capital appreciation for the shareholders, the Company shall also endeavor to provide consistent return over a period of time. While deciding on the dividend, micro and macroeconomic parameters for the country in general and the Company in particular shall also be considered.

Taking into consideration the aforementioned factors, the Board shall endeavor to maintain a dividend pay-out.

## 8.00 Utilization of Retained Earnings

Subject to the provisions of the Act and other applicable laws, retained earnings may be utilized as under:

- Issue of fully paid-up bonus shares
- Declaration of dividend-Interim or Final
- Augmenting internal resources
- Funding for capital expenditure/expansion plans/acquisition
- Repayment of debt
- Any other permitted use as may be decided by the Board.

## 9.00 Parameters for Various Classes of Shares

Currently, the Company has only one class of shares - Equity Shares. There is no privilege amongst Equity Shareholders of the Company with respect to dividend distribution.

## 10.00 Circumstances Impacting Dividend Payment

The Company has been paying dividend to its shareholders around three decades and shall endeavor to continue with the dividend payment.

Given here in below are some of the circumstances in which shareholders of the Company may or may not expect dividend payout:

### 10.01 May Expect Dividend:

- Adequate profits and liquidity
- Accumulated profits not warranted for immediate business needs.

### 10.02 May Not Expect Dividend:

- Non availability of profits for dividend distribution

- Funds available for dividend but need to be conserved due to:
  - Business needs
  - Adverse economic /market scenario expected in near future
  - Augmenting internal resources.

## 11.00 Disclosure

This Dividend Distribution Policy shall be disclosed in the Annual Report of the Company and on the Company's website [www.textile.squaregroup.com](http://www.textile.squaregroup.com)

If the Company proposes to declare dividend on the basis of any additional parameters apart from those mentioned in the Policy or proposes to change the parameters contained in this Policy, it shall disclose such changes along with the rationale for the same in the Annual Report and on the website.

## 12.00 Effective Date

This Policy has been approved by the Board of Directors of the Company at its meeting held on 1<sup>st</sup> February, 2021 and shall be effective and applicable for dividend, if any, declared for the Financial Year 2020-21 onwards.

## 13.00 Review/Amendment

The Board may amend, abrogate, modify or revise any or all provisions of this Policy. However, amendments in the Act or in the Listing Regulations shall be binding even if not incorporated in this Policy.

**SQUARE**  
Textiles PLC.



## A. Nomination and Remuneration Policy

### 1.00 Introduction

The Nomination and Remuneration Policy is prepared and adopted in compliance with Corporate Governance Code 2018 of Bangladesh Securities and Exchange Commission in view to formulate and recommend proper, fair, transparent and non-discriminatory nomination and remuneration for the Directors and Top Level Executives of the Square Textiles PLC.

The Nomination and Remuneration Policy of Directors and Top Level Executives has been formulated by the Nomination and Remuneration Committee and has been approved by the Board of Directors of Square Textiles PLC.

### 2.00 Definitions

“NRC or the Committee” means Nomination and Remuneration Committee

“the Company” means Square Textiles PLC.

“Board” means Board of Directors of Square Textiles PLC.

“Director” means Member of the Board.

“Top Level Executive” means the Managing Director or Chief Executive Officer, Additional or Deputy Managing Director, Chief Operating Officer, Chief Financial Officer, Company Secretary, Head of Internal Audit and Compliance, Head of Administration and Human Resources or equivalent positions and same level or ranked or salaried officials of the company.

### 3.00 Nomination and Remuneration Committee

The Nomination and Remuneration Committee has been constituted by the Board of Directors of the Company as a subcommittee to assist the Board under Condition No. 6 of the Corporate Governance Code 2018 of the Bangladesh Securities and Exchange Commission.

NRC is independent and responsible or accountable to the Board of Directors and to the Shareholders of Company.

The NRC consists of the following Non-Executive Director of the Board:

Name of the Members	Position in the Committee
Mr. Abul Kalam Azad Independent Director	- Chairman
Mrs. Ratna Patra Director	- Member
Mr. Anjan Chowdhury Director	- Member

The Terms of Reference of the NRC have been defined and adopted by the Board of Directors of the Company.

### 4.00 Objective

The objective of the NRC is to oversee, assist and guide the Board of Directors:-

- To formulate the criteria for determining qualifications, positive attributes and independence of a Director and recommend to the Board a policy relating to the remuneration of Directors and Top Level Executives.
- To devise a policy on Board's diversity taking into consideration of age, gender, experience, ethnicity, educational background and nationality.
- To the appointment, fixation of remuneration and removal of Directors and Top Level Executives.
- To formulate the criteria in respect to evaluate performance of the Independent Director and the Board.
- To identify the company's needs for employees at different levels and determine their selection, transfer or replacement and promotion criteria.
- To develop, recommend and review the company's human resources and training policies.

- To retain, motivate and promote talent and to ensure long term sustainability of talented Top Level Executive and create competitive advantage.
- To recommend Code of Conduct for the Chairman and other Members of the Board and Managing Director.
- To Implement and monitor policies and processes regarding principles of corporate governance.

### 5.00 Nomination and Appointment of Directors and Top Level Executives

The committee is responsible to ensure that the procedures for nomination and appointment of Directors and Top Level Executive are taken place in transparent, rigorous and non-discriminatory way. The committee also responsible to identify and ascertain the combination of age, gender, educational background, experience, knowledge, ethnicity, diversity, nationality and other relevant personal values & attributes for nomination and appointment of Director and Top Level Executives.

### 6.00 Remuneration for Directors and Top Level Executives

The committee shall oversee, review and make a report with a recommendation to the Board the the level and composition of remuneration is reasonable and sufficient to attract, motivate and retain suitable, dependable and skilled Director and Top Level Executive. They also consider and review the relationship of remuneration to performance is clear and meet appropriate performance benchmarks, remuneration to Director and 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.

### 7.00 Validation of the Policy

This policy on Nomination and Remuneration of Directors and Top Level Executives of the Company has been formulated by the Nomination and Remuneration Committee and has been approved by the Board of Directors of Square Textiles PLC.

### 8.00 Amendments to the Policy

The Board preserve the rights to amend and review time to time the provisions of the policy depending on the legal and other requirements or for a bona fide purpose.

### B. Evaluation of Performance

Evaluation of performance of Directors be carried out through completion of a preset confidential questionnaire and/or collective feedback or any other effective criteria adopted by the Board yearly or at such intervals of its work, function and performance as may be considered necessary in order to ascertain the effectiveness and to measure the contribution of the Directors as well as the Top Level Executives of the Company.

### C. Activities of the NRC carried out during the reporting period

The NRC carried out the following activities in line with Committee's Terms of Reference during the reporting period:

- Reviewed and recommended the Code of Conduct for the Chairman, other Members of the Board and Managing Director.
- Reviewed the Company's existing policy relating to the remuneration of Directors and Top Level Executives.
- Discussed and decided in regard to formulate the criteria of evaluation of performance of the Board and Independent Directors.
- Reviewed the Company's existing Human Resource and Training policies.

# Financial Statement

Year Ended June, 2025

## CONSOLIDATED

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## INDEPENDENT AUDITOR'S REPORT

### TO THE SHAREHOLDERS OF

SQUARE Textiles PLC. & It's Subsidiary

### REPORT ON THE AUDIT OF THE CONSOLIDATED & SEPARATE FINANCIAL STATEMENTS.

#### Opinion

We have audited the consolidated financial statements of SQUARE TEXTILES PLC. and its subsidiary (the 'Group') as well as the separate financial statements of SQUARE TEXTILES PLC. (the 'Company') which comprise the consolidated and separate statement of financial position as at 30 June 2025 and the consolidated and separate statement of profit or loss and other comprehensive income, consolidated and separate statement of changes in equity and consolidated and separate statement of cash flows for the year then ended, and notes to the consolidated and separate financial statements, including a summary of significant accounting policies.

In our opinion, the accompanying consolidated and separate financial statements give true and fair view of the consolidated financial position of the Group and the separate financial position of the Company as at 30 June 2025, and of its consolidated and separate financial performance and its consolidated and separate cash flows for the year then ended in accordance with International Financial Reporting Standards (IFRSs).

#### Basis for Opinion

We conducted our audit in accordance with International Standards on Auditing (ISAs). Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the consolidated and separate Financial Statements section of our report. We are independent auditor of the Group and 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.

#### Key Audit Matters

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

Key audit matter description	How the scope of our audit responded to the key audit matter.
<b>Property, plant and Equipment</b>	
The carrying value of the PPE amounted to Taka 10,714,416,856 and Capital work in progress Taka 439,244,430 as at 30 June 2025. The valuation of Property, Plant and Equipment was identified as a key audit matter due to the significance of this balance to the financial statements.	Our audit included the following procedures: <ul style="list-style-type: none"> <li>We assessed whether the accounting policies in relation to the capitalization of expenditures are in compliance with IFRS and found them to be consistent.</li> </ul>

<p>Expenditures are capitalized if they create new or enhance the existing assets, and expensed if they relate to repair or maintenance of the assets. Classification of the expenditures involves judgment. The useful lives of PPE items are based on management's estimates regarding the period during which the asset or its significant components will be used. The estimates are based on historical experience and market practice and take into consideration the physical condition of the assets.</p> <p>See note no. 3.1, 3.4, 4 &amp; 5 for details.</p>	<ul style="list-style-type: none"> <li>• We obtained a listing of capital expenditures incurred during the year and, on a sample basis, checked whether the items were procured based on internal purchase order that had been properly approved by the responsible individuals.</li> <li>• We inspected a sample of invoices and L/ C documents to determine whether the classification between capital and operating expenditure was appropriate.</li> <li>• We evaluated whether the useful lives determined and applied by the management were in line with historical experience and the market practice.</li> <li>• We checked whether the depreciation of PPE items was commenced timely, by comparing the date of the reclassification from capital in progress to ready for use, with the date of the act of completion of the work.</li> </ul>
<p><b>Property, plant and Equipment</b></p>	
<p>The carrying value of the PPE amounted to Taka 10,714,416,856 and Capital work in progress Taka 439,244,430 as at 30 June 2025. The valuation of Property, Plant and Equipment was identified as a key audit matter due to the significance of this balance to the financial statements.</p> <p>Expenditures are capitalized if they create new or enhance the existing assets, and expensed if they relate to repair or maintenance of the assets. Classification of the expenditures involves judgment. The useful lives of PPE items are based on management's estimates regarding the period during which the asset or its significant components will be used. The estimates are based on historical experience and market practice and take into consideration the physical condition of the assets.</p> <p>See note no. 3.1, 3.4, 4 &amp; 5 for details.</p>	<p>Our audit included the following procedures:</p> <ul style="list-style-type: none"> <li>• We assessed whether the accounting policies in relation to the capitalization of expenditures are in compliance with IFRS and found them to be consistent.</li> <li>• We obtained a listing of capital expenditures incurred during the year and, on a sample basis, checked whether the items were procured based on internal purchase order that had been properly approved by the responsible individuals.</li> <li>• We inspected a sample of invoices and L/ C documents to determine whether the classification between capital and operating expenditure was appropriate.</li> <li>• We evaluated whether the useful lives determined and applied by the management were in line with historical experience and the market practice.</li> <li>• We checked whether the depreciation of PPE items was commenced timely, by comparing the date of the reclassification from capital in progress to ready for use, with the date of the act of completion of the work.</li> </ul>

### Revenue Recognition

The carrying value of the PPE amounted to Taka 10,714,416,856 and Capital work in progress Taka 439,244,430 as at 30 June 2025. The valuation of Property, Plant and Equipment was identified as a key audit matter due to the significance of this balance to the financial statements.

Expenditures are capitalized if they create new or enhance the existing assets, and expensed if they relate to repair or maintenance of the assets. Classification of the expenditures involves judgment. The useful lives of PPE items are based on management's estimates regarding the period during which the asset or its significant components will be used. The estimates are based on historical experience and market practice and take into consideration the physical condition of the assets.

See note no. 3.1, 3.4, 4 & 5 for details.

Our audit included the following procedures:

- We assessed whether the accounting policies in relation to the capitalization of expenditures are in compliance with IFRS and found them to be consistent.
- We obtained a listing of capital expenditures incurred during the year and, on a sample basis, checked whether the items were procured based on internal purchase order that had been properly approved by the responsible individuals.
- We inspected a sample of invoices and L/ C documents to determine whether the classification between capital and operating expenditure was appropriate.
- We evaluated whether the useful lives determined and applied by the management were in line with historical experience and the market practice.
- We checked whether the depreciation of PPE items was commenced timely, by comparing the date of the reclassification from capital in progress to ready for use, with the date of the act of completion of the work.

### Revenue Recognition

The Group reported total revenue of Taka 24,701,348,701 Revenue is recognized when the amounts and the related costs are reliably measured and the performance obligation is complete through passing of control to the customers. Revenue from the sale of goods is recognized at the time when the goods are transferred to the buyer and control has passed.

We identified revenue recognition as a key audit matter because revenue is one of the key performance indicators of the group and therefore there is an inherent risk of manipulation of the timing of recognition of revenue by management to meet specific targets or expectations.

We focused on the proper cut-off sale to the Group's customers. There is a risk of differences between the timing of invoicing of products and the dispatch of the products.

See note no. 3.7 & 21 for details.

We have tested the design and operating effectiveness of key controls focusing on the following:

- We assessed the appropriateness of revenue recognition accounting policy in line with IFRS 15 "Revenue from contracts with customers"
- Tested the internal control over financial reporting. We also assessed the existence and accuracy of the sales recorded;
- We performed analytical test to understand how the revenue has trended over the year among other parameters, we performed a detailed substantive testing on transactions around the year end to ensure revenues were recognized in the correct accounting period. We also tested journal entries focusing on sales transactions;
- Verified VAT return with General Ledger.



	<ul style="list-style-type: none"> <li>• We obtained supporting documents for sales, transactions recorded during the year; and</li> <li>• Finally assessed the appropriateness and presentation of disclosures against relevant accounting standards.</li> </ul>
<b>Revenue Recognition</b>	
<p>The Group has a trade receivable of Taka 7,032,165,957 as at 30 June 2025.</p> <p>Trade receivable of the group comprise mainly receivables regarding the sale of yarns which is secured by Letter of Credit (L/C).</p> <p>See note no. 3.13 &amp; 8 for details.</p>	<p>Our substantive procedures in relation to the assessing valuation of receivable comprises the following:</p> <ul style="list-style-type: none"> <li>• Obtained a list of outstanding receivables;</li> <li>• Reconciliation of receivables ageing to general ledger;</li> <li>• Conducting cut-off testing at the year-end;</li> <li>• Reviewing subsequent receipt of receivables balance.</li> </ul>
<b>Valuation of Inventories</b>	
<p>The amount of inventory is Taka 7,105,582,658 as at 30 June 2025 held in warehouses and across multiple product lines in factory.</p> <p>Inventories are carried at the lower of cost and net realizable value. As a result, management has applied judgement in determining the appropriate values for inventories.</p> <p>While excess holding of inventories could impact efficient use of working capital similarly lower level of inventories can result in stock outs or irregular supply to the market.</p> <p>See note no. 3.5 &amp; 7 for details.</p>	<p>We obtained assurance over relevance and appropriateness of management's assumptions applied in calculating the value of the inventories by:</p> <ul style="list-style-type: none"> <li>• Evaluating the design and implementation of key inventory controls operating across the factory and warehouse;</li> <li>• Reconciling the inventories with opening inventories, purchase, production and sales during the period and with closing inventories;</li> <li>• Testing, on a sample basis the stock expiry dates and the market price used in assessing the net realizable values of inventories of the related supporting documents.</li> <li>• Comparing the net realizable value, obtained through a detailed review of sales subsequent to the year-end, to the cost price of a sample of inventories.</li> </ul>
<b>Measurement of deferred tax liability</b>	
<p>The Group reported deferred tax liability is Taka 207,052,342 as at 30 June 2025.</p> <p>Deferred Tax is recognized on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements.</p>	<p>We carried out the following substantive testing for this item.</p> <ul style="list-style-type: none"> <li>• We checked deferred tax expenses and liabilities in the financial statements and compare them with the Group's calculation and records;</li> </ul>

<p>Significant judgment is required in relation to deferred tax liabilities as it is dependent on forecasts of future profitability over a number of years. See note no. 3.14 &amp; 15 for details.</p>	<ul style="list-style-type: none"> <li>• We obtained an understanding, evaluated the design and tested the operational effectiveness of the Group's key controls over the recognition and measurement of deferred tax liabilities and the assumptions used in estimating the Group's future taxable income.</li> <li>• We involved tax specialists to assess key assumptions, controls, recognition and measurement of deferred tax liabilities.</li> <li>• We also assessed the appropriateness of presentation of disclosures against IAS-12 Income Tax.</li> </ul>
<p><b>Long Term Loan and Short Term Loan</b></p>	
<p>As at 30 June 2025, the reported amount of total long term loan and short term loan is Taka 3,903,457,915 and Taka 10,801,933,113 respectively.</p> <p>We identified the long term loan and short term loan balances as a key audit matter because of the significance of these balances to group's and company's Financial Position.</p> <p>See note no. 3.13,14 &amp; 16 for details.</p>	<p>We carried out the following substantive testing for this item.</p> <ul style="list-style-type: none"> <li>• Obtaining an understanding of and assessing the design and operating effectiveness of controls designed to ensure that the proper use of loan;</li> <li>• We verified sanction letter, loan schedule and bank statements to confirm the loan outstanding and found that the balance had been reported in the financial statements accurately;</li> <li>• We also sent and obtain the outstanding balance confirmation to the respective bank;</li> <li>• We also checked the financial expenses and classification of loan and repayment schedule as well; and</li> <li>• We also checked the recording date of transactions and found the recording date is in line with the loan disbursement date. We also confirmed that the company had paid its installments within due time.</li> </ul>
<p><b>Related Party Transaction(</b></p>	
<p>The Group has related party transaction and we focused on identification of related parties and disclosure of related party transaction in accordance with IAS-24: Related Party Disclosures. See note no. 3.17 &amp; 34 for details.</p>	<p>We carried out the following substantive testing for this item.</p> <ul style="list-style-type: none"> <li>• Evaluated the design and tested the operating effectiveness of controls over identification and disclosure of related party transaction;</li> <li>• Evaluated the transactions among the related parties and tested material accounting balances;</li> </ul>

	<ul style="list-style-type: none"> <li>• Evaluated the board of Director's approval for related party transaction;</li> <li>• Sent balance confirmation to the related parties to confirm the accuracy and existence of receivables/payables balance; and</li> <li>• Evaluated the disclosures in the Separate and Consolidated Financial Statements in compliance with IAS-24 "Related Party Disclosures".</li> </ul>
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### Other Matter

The accounting year of the subsidiary company- Square Texcom Limited ends on the same date as of the Company. The Financial Statements of Square Texcom Limited was audited by another auditor and expressed unmodified opinion on those statements.

### Other Information

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

Our opinion on the consolidated and the separate 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 consolidated and the separate financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated and the separate financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated.

If, based on the work we have performed on the other information that we obtained prior to the date of this auditors' report, 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.

When we read the annual report, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance.

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

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

In preparing the consolidated and separate financial statements, management is responsible for assessing the Group's and 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 Group and the Company or to cease operations, or has no realistic alternative but to do so.

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

### **Auditor's Responsibilities for the Audit of the Consolidated and Separate Financial Statements**

Our objectives are to obtain reasonable assurance about whether the consolidated and separate financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with International Standards on Auditing (ISAs) will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate they could reasonably be expected to influence the economic decisions of users taken on the basis of these 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 consolidated and separate 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 Group's and 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 Group's and the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated and separate financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group and the Company to cease to continue as a going concern.
- evaluate the overall presentation, structure and content of the consolidated and separate financial statements, including the disclosures, and whether the consolidated and separate 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 consolidated financial statements. We are responsible for the direction, supervision and performance of the group 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 consolidated and separate 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 (amendment-2020) and the Securities and Exchange Rules-2020, we also report the following:

- a) we have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit and made due verification thereof;
- b) in our opinion, proper books of account as required by law have been kept by the Group and the Company so far as it appeared from our examination of these books;
- c) the consolidated and the separate 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 return; and
- d) the expenditure incurred was for the purposes of the Group's and the Company's business.

**Place: Dhaka**  
Dated: 21 October 2025



**Hedayet Ullah FCA**  
Senior Partner (Enrollment No. 0281)  
**K. M. HASAN & CO.**  
Chartered Accountants  
DVC: 2510220281AS555073

# SQUARE TEXTILES PLC.

AND IT'S SUBSIDIARY

## Consolidated Statement of Financial Position

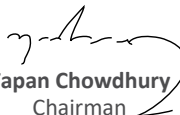
As at 30 June 2025


Particulars	Notes	30 June 2025 Taka	30 June 2024 Taka
<b>ASSETS:</b>			
<b>Non-Current Assets</b>			
Property, Plant & Equipment- Carrying Value	04	10,714,416,856	10,023,590,113
Capital Work In Progress and In Transit	05	439,244,430	974,502,106
Goodwill	06	56,283,760	56,283,760
		<b>11,209,945,046</b>	<b>11,054,375,979</b>
<b>Current Assets</b>			
Inventories	07	7,105,582,658	6,574,079,489
Trade Receivable	08	7,032,165,957	6,343,668,667
Advances, Deposits & Prepayments	09	890,614,210	642,442,449
Cash & Cash Equivalents	10	468,476,140	481,670,937
		<b>15,496,838,965</b>	<b>14,041,861,542</b>
<b>TOTAL ASSETS</b>		<b>26,706,784,011</b>	<b>25,096,237,521</b>
<b>SHAREHOLDERS' EQUITY &amp; LIABILITIES:</b>			
<b>Shareholders' Equity</b>			
Share Capital	11	1,972,520,000	1,972,520,000
Retained Earnings	12	9,046,063,305	8,248,628,570
		<b>11,018,583,305</b>	<b>10,221,148,570</b>
<b>Non controlling Interest</b>	13	<b>15,531,836</b>	<b>15,352,206</b>
<b>TOTAL SHAREHOLDERS' EQUITY</b>		<b>11,034,115,141</b>	<b>10,236,500,776</b>
<b>Non-Current Liabilities</b>			
Long Term Borrowings	14	3,903,457,915	3,027,234,666
Deferred Tax Liability	15	207,052,342	275,099,266
		<b>4,110,510,257</b>	<b>3,302,333,932</b>
<b>Current Liabilities &amp; Provisions</b>			
Short Term Bank Loan (Secured)	16	10,801,933,113	10,885,908,176
Creditors & Other Payables	17	129,500,849	110,490,045
Liabilities for Other Finance	18	355,845,120	277,650,782
Unclaimed Dividend Account	19	13,258,887	10,374,894
Provision for Income Tax	20	261,620,644	272,978,916
		<b>11,562,158,613</b>	<b>11,557,402,813</b>
<b>TOTAL LIABILITIES</b>		<b>15,672,668,870</b>	<b>14,859,736,745</b>
<b>TOTAL SHAREHOLDERS' EQUITY &amp; LIABILITIES</b>		<b>26,706,784,011</b>	<b>25,096,237,521</b>
<b>Net Asset Value Per Share</b>	31	<b>55.86</b>	<b>51.82</b>

These financial statements should be read in conjunction with the annexed notes.

  
Sanjib Baran Roy  
Company Secretary

  
Samuel S Chowdhury  
Managing Director

  
Tapan Chowdhury  
Chairman

  
Hedayet Ullah FCA  
Senior Partner (Enrollment No. 0281)  
K.M. Hasan & CO.  
Chartered Accountants  
DVC: 2510220281AS555073

Signed in terms of our separate report of even date annexed

Place: Dhaka  
Date: October 21, 2025

# SQUARE TEXTILES PLC.

## AND IT'S SUBSIDIARY

### Consolidated Statement of Profit or Loss and Other Comprehensive Income For the Year Ended 30 June 2025


Particulars	Notes	2024-2025	2023-2024
		Taka	Taka
Sales Revenue	21	24,701,348,701	20,905,825,094
Cost of Goods Sold	22	(21,405,403,645)	(18,399,049,254)
<b>Gross Profit</b>		<b>3,295,945,056</b>	<b>2,506,775,840</b>
Administrative Overhead	23	(301,424,729)	(299,899,080)
Selling and Distribution Overhead	24	(40,222,097)	(35,591,310)
<b>Profit from Operations</b>		<b>2,954,298,230</b>	<b>2,171,285,450</b>
Finance Cost	25	(1,347,161,572)	(758,124,465)
Non-Operating Income	26	28,971,204	21,564,641
<b>Profit Before W.P.P.F &amp; W.F</b>		<b>1,636,107,862</b>	<b>1,434,725,626</b>
Allocation for W.P.P.F & W.F	27	(77,909,898)	(68,320,268)
<b>Profit Before Tax</b>		<b>1,558,197,964</b>	<b>1,366,405,358</b>
Income Tax Expenses (Current)	20	(197,424,123)	(211,388,492)
Deferred Tax (Expenses) Income	15	68,046,924	6,835,875
<b>Profit After Tax for The Period</b>		<b>1,428,820,765</b>	<b>1,161,852,741</b>
Non-Controlling Interest		(179,630)	(92,166)
<b>Net Income for the Period</b>		<b>1,428,641,135</b>	<b>1,161,760,575</b>
Other Comprehensive Income		-	-
<b>Total Comprehensive Income</b>		<b>1,428,641,135</b>	<b>1,161,760,575</b>
<b>Earnings Per Share (EPS)</b>	<b>30</b>	<b>7.24</b>	<b>5.89</b>

These financial statements should be read in conjunction with the annexed notes.

  
Sanjib Baran Roy  
Company Secretary

  
Samuel S Chowdhury  
Managing Director

  
Tapan Chowdhury  
Chairman

  
Hedayet Ullah FCA  
Senior Partner (Enrollment No. 0281)  
K.M. Hasan & CO.  
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DVC: 2510220281AS555073

Signed in terms of our separate report of even date annexed

Place: Dhaka  
Date: October 21, 2025



# SQUARE TEXTILES PLC.

## AND IT'S SUBSIDIARY

### Consolidated Statement of Changes in Equity

For the Year Ended 30 June 2025

Amount in Taka

Particulars	Share Capital	Retained Earnings	Total
Balance as at June 30, 2024	1,972,520,000	8,248,628,570	10,221,148,570
Net Profit For the Year Ended June 30, 2025	-	1,428,641,135	1,428,641,135
Cash Dividend for 2023-24	-	(631,206,400)	(631,206,400)
<b>Balance As at June 30, 2025</b>	<b>1,972,520,000</b>	<b>9,046,063,305</b>	<b>11,018,583,305</b>

### Consolidated Statement of Changes in Equity

For the Year Ended 30 June 2024

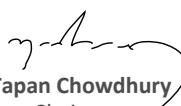
Amount in Taka

Particulars	Share Capital	Retained Earnings	Total
Balance as at June 30, 2023	1,972,520,000	7,678,623,995	9,651,143,995
Net Profit For the Year Ended June 30, 2024	-	1,161,760,575	1,161,760,575
Cash Dividend for 2022-23	-	(591,756,000)	(591,756,000)
<b>Balance As at June 30, 2024</b>	<b>1,972,520,000</b>	<b>8,248,628,570</b>	<b>10,221,148,570</b>

These financial statements should be read in conjunction with the annexed notes.

  
**Sanjib Baran Roy**  
 Company Secretary

  
**Samuel S Chowdhury**  
 Managing Director

  
**Tapan Chowdhury**  
 Chairman

  
**Hedayet Ullah FCA**  
 Senior Partner (Enrollment No. 0281)  
**K.M. Hasan & CO.**  
 Chartered Accountants  
**DVC: 2510220281AS555073**

Signed in terms of our separate report of even date annexed

Place: Dhaka  
 Date: October 21, 2025

# SQUARE TEXTILES PLC.

## AND IT'S SUBSIDIARY

### Consolidated Statement of Cash flows

#### For the Year Ended June 30, 2025

Particulars	2024-2025 Taka	2023-2024 Taka
<b>A. Cash Flows from Operating Activities:</b>		
Receipts from Sales Revenue	24,012,851,411	18,369,966,420
Exchange Fluctuation Gain (Realization from Transaction)	40,687,937	277,531,062
Receipts/ (Payment) from Other Income/ Expenses	18,028,113	2,731,945
<b>Total Receipts</b>	<b>24,071,567,461</b>	<b>18,650,229,427</b>
Payment for Supplies and Other Services	(16,784,833,689)	(15,830,161,181)
Paid for Operating & Non-operating Expenses	(4,700,878,069)	(4,350,979,573)
Interest Expenses Paid	(1,280,150,448)	(703,084,150)
Income Tax Paid	(270,642,045)	(249,598,672)
<b>Total Payments</b>	<b>(23,036,504,251)</b>	<b>(21,133,823,576)</b>
<b>Net Cash Generated (Used in) from Operating Activities</b>	<b>1,035,063,210</b>	<b>(2,483,594,149)</b>
<b>B. Cash Flows from Investing Activities:</b>		
Purchase of Property, Plant & Equipment	(1,192,744,651)	(2,027,212,211)
Sales of Property, Plant & Equipment	6,060,000	5,950,000
<b>Net Cash Generated (Used in) from Investing Activities</b>	<b>(1,186,684,651)</b>	<b>(2,021,262,211)</b>
<b>C. Cash Flows from Financing Activities:</b>		
Long Term Loan Received/ (Repaid)	1,340,730,154	3,748,741,338
Short Term Bank Loan Received/ (Repaid)	(548,481,968)	1,536,209,092
Payment of Dividend	(628,322,407)	(589,675,346)
<b>Net Cash Generated (Used in) from Financing Activities</b>	<b>163,925,779</b>	<b>4,695,275,084</b>
<b>D. Increase/ (Decrease) in Cash &amp; Cash Equivalents (A+B+C)</b>	<b>12,304,338</b>	<b>190,418,724</b>
<b>E. Net effect of foreign currency translation</b>	<b>(25,499,135)</b>	<b>(264,648,367)</b>
<b>F. Opening Cash &amp; Cash Equivalents</b>	<b>481,670,937</b>	<b>555,900,580</b>
<b>G. Closing Cash &amp; Cash Equivalents (D+E+F)</b>	<b>468,476,140</b>	<b>481,670,937</b>
<b>Net Operating Cash Flows Per Share</b>	<b>5.25</b>	<b>(12.59)</b>

  
Sanjib Baran Roy  
Company Secretary

  
Samuel S Chowdhury  
Managing Director

  
Tapan Chowdhury  
Chairman

Place: Dhaka  
Date: October 21, 2025

# SQUARE TEXTILES PLC.

## AND IT'S SUBSIDIARY

### Notes to the Consolidated Financial Statements

As at and for the year ended 30 June 2025

#### 1. Establishment and Operations:

##### 1.1 Legal Form of the Enterprises:

Square Textiles PLC. (Here in after said as the company) is a public limited company and its subsidiary, Square Texcom Limited incorporated with the Registrar of Joint Stock Companies and Firms, Dhaka, Bangladesh under Companies Act, 1913 and Companies Act, 1994 respectively. The Square Textiles PLC. is listed with the Dhaka Stock Exchange PLC. and Chittagong Stock Exchange PLC. in 2002.

##### 1.2 Address of Registered office and factory of the company:

- a) Registered Office: Square Centre 48, Mohakhali C/A, Dhaka -1212,
- b) Factory Office:
  - i. Saradaganj, Kashimpur, Gazipur
  - ii. Olipur, Habiganj, Sylhet.
- c) Factory Office of Square Texcom Limited: Kathali, valuka, Mymensingh.

##### 1.3 Nature of Business:

The group owns Six (6) units of spinning mills, and a twisting mill. It's activities and operations are related with manufacturing and marketing of Yarns.

#### 2. Summary of significant accounting policies and other material information:

##### 2.1 Statement of Compliance:

The consolidated financial statements have been prepared in conformity with the provisions of the Companies Act, 1994, The Securities and Exchanges Rules 1987, International Financial Reporting Standard (IFRSs) and other relevant rules and regulations.

##### 2.2 Basis of Consolidation:

These consolidated financial statements comprise the consolidated financial position and the consolidated results of operation of the Company and its subsidiary (collectively referred as 'Group') on a line by line and non-controlling interest are shown separately as a line item of the statement of financial position and statement of comprehensive income.

##### Subsidiary:

Subsidiary is enterprise controlled by the Group. Control exists when the Group has the power to govern the financial and operating policies so as to obtain benefits from its activities. In assessing control, potential voting rights that are presently exercisable are taken into account. The results of operations and total assets and liabilities of subsidiary is included in the consolidated financial statements on a line by-line basis and the interest of non-controlling shareholders, if any, in results and net assets of subsidiary is stated separately. The financial statements of subsidiary is included in consolidated financial statement of the Group from the dated control commence until the date control ceases. Any gain or loss, increase/decrease in non-controlling in subsidiary without a change control, is recognized as a component of equity.

##### Transactions Eliminated on Consolidation:

Intra-group balances and transactions, and any unrealized income and expenses arising from

intra-group transactions, are eliminated in preparing the consolidated financial statements.

### 2.3 Basis of Preparation:

The consolidated financial statements have been prepared in accordance with the going concern principle and historical cost convention. The significant accounting policies are set out below.

### 2.4 Statement on Compliance of International Financial Reporting Standards:

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

S/N	Name of the IAS	IAS No.	Status
1	Presentation of Financial Statements	1	Applied
2	Inventories	2	Applied
3	Statement of Cash Flows	7	Applied
4	Accounting Policies, Changes in Accounting Estimates and Errors	8	Applied
5	Events after the reporting period	10	Applied
6	Construction Contracts	11	Replaced by IFRS 15
7	Income Taxes	12	Applied
8	Property, Plant and Equipment	16	Applied
9	Leases	17	Replaced by IFRS 16
10	Revenue	18	Replaced by IFRS 15
11	Employee Benefits	19	Applied
12	Accounting for Government Grants and Disclosure of Government Assistance	20	Not Applicable
13	The Effects of Changes in Foreign Exchange Rates	21	Applied
14	Borrowing Costs	23	Applied
15	Related Party Disclosures	24	Applied
16	Accounting and Reporting by Retirement Benefit Plans	26	Not Applicable
17	Separate Financial Statements	27	Applied
18	Investment In Associates and Joint Ventures	28	Not Applicable
19	Financial Reporting in Hyperinflationary Economics	29	Not Applicable
20	Financial Instruments: Presentation	32	Applied
21	Earnings per share	33	Applied
22	Interim Financial Reporting	34	Applied
23	Impairment of Assets	36	Applied
24	Provisions, Contingent Liabilities and Contingent Assets	37	Applied
25	Intangible Assets	38	Applied
26	Financial Instruments: Recognition and Measurement	39	Replaced by IFRS 9
27	Investment Property	40	Not Applicable
28	Agriculture	41	Not Applicable

S/N	Name of the IFRS	IFRS No.	Status
1	First time adoption of International Financial Reporting Standards	1	Not Applicable
2	Shares based Payment	2	Not Applicable
3	Business Combinations	3	Not Applicable
4	Insurance Contract	4	Not Applicable
5	Non-current Assets Held for Sale and Discontinued Operations	5	Not Applicable
6	Exploration for and Evaluation of Mineral Resources	6	Not Applicable
7	Financial Instruments: Disclosure	7	Applied
8	Operating Segments	8	Not Applicable
9	Financial Instrument	9	Applied
10	Consolidated Financial Statements	10	Applied



11	Joint Arrangement	11	Not Applicable
12	Disclosure of Interest in other entities	12	Applied
13	Fair Value Measurement	13	Applied
14	Regulatory deferral accounts	14	Not Applicable
15	Revenue from Contracts with Customers	15	Applied
16	Leases	16	Applied

## 2.5 Going Concern:

As per IAS-1 the group is required to make assessment at the end of each year to assess its capability to continue as going concern. The management of the group makes such assessment each year. The group has adequate resources to continue in operation for the foreseeable future and has wide coverage of its liabilities. For this reason, the Directors continue to adopt the going concern assumption while the financial statements have been prepared.

## 2.6 Accrual Basis:

The consolidated financial statements have been prepared, except cash flow information using the accrual basis of accounting.

## 2.7 Functional and Presentation Currency

These consolidated financial statements are presented in Bangladesh Taka (BDT or Tk.) which is the group functional currency.

## 2.8 Structure Contents and Presentation of Financial Statements:

The presentation of the financial statements is in accordance with the guidelines provided by IAS-1.

“Presentation of Financial Statements”. A complete set of financial statements comprise:

- i) Consolidated Statement of Financial Position as at 30 June 2025;
- ii) Consolidated Statement of Profit or Loss and other Comprehensive Income for the year ended 30 June 2025;
- iii) Consolidated Statement of Changes in Equity for the year ended 30 June 2025;
- iv) Consolidated Statement of Cash Flows for the year ended 30 June 2025 and
- v) Notes comprising a summary of significant accounting policies and other explanatory information to the Consolidated Financial Statements for the year ended 30 June 2025.

## 2.9 Use of Estimates and Judgments:

The preparation of financial statements in conformity with IFRSs requires management to make judgments, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. Estimates and assumptions are reviewed on an ongoing basis.

The estimates and underlying assumptions are based on past experience and various other factors that are believed to be reasonable under the circumstances, the result of which form the basis of making judgments about the carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates.

Revisions to accounting estimates are recognized in the period in which the estimate is revised if the revision affects only that period or in the period of revision and future periods if the revision affects both current and future periods.

In particular, significant areas of estimation uncertainty and critical judgments in applying

accounting policies that has the most significant effect on the amount recognized in the financial statements are income tax provision (both current and deferred tax), depreciation and gratuity provision.

### **2.10 Statement of Cash Flows:**

Statement of cash flows has been prepared as per IAS 7: Statement of Cash Flows using Direct Method as per the requirement of Securities and Exchange Rules 2020.

### **3.0 Property, Plant and Equipment:**

As per IAS-16, Property, Plant and Equipment are stated at their historical cost less accumulated depreciation. No depreciation has been charged on the Freehold Land and on the Capital work in progress. Depreciation is charged on all other assets on straight-line method. Depreciation of an asset begins when it is available for use, i.e. when it is in the location and condition necessary for it to be capable of operating in the manner intended by management. 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 assets are derecognized.

Depreciation is computed on the straight-line basis over the estimated useful lives as follows:

Particulars	Useful Life (Years)
Factory Building and other Construction	20
Plant & Machinery	10-15
Laboratory & other Equipment	5-8
Furniture & Fixture	5-8
Motor Vehicles	5
Electrical Installation	5-8

### **3.1 Subsequent Costs:**

The cost of replacing or upgrading part of an item of property, plant and equipment is recognized in the carrying amount of the item if it is probable that the future economic benefits embodied within the part will flow to the group and its cost can be measured reliably. The costs of the day-to-day servicing of property, plant and equipment are recognized in profit or loss.

### **3.2 Disposal of Fixed Assets:**

On disposal of fixed assets, the cost and accumulated depreciation are eliminated and gain or loss on such disposal is reflected in the statement of profit or loss, which is determined with reference to the net book value of the assets and net sales proceeds.

### **3.3 Impairment of Asset:**

The carrying values of all non-current assets are reviewed for impairment, either on a stand-alone basis or as part of a larger cash generating unit, when there is an indication that the assets might be impaired. Additionally, Goodwill, Intangible Assets with indefinite useful lives and Intangible Assets which are not yet available for use are tested for impairment annually. Any provision for impairment is charged to the profit or loss statement in the year concerned.

### **3.4 Capital Work in Progress:**

Capital work in progress consists of cost incurred for acquisition of new plant and machinery, civil structure, factory shed for warehouse etc. which were not ready for use till reporting date.

### **3.5 Inventories:**

As per IAS-2, Inventories comprises of Raw Materials, Raw Materials in transit, Packing Materials, Work in Progress, Finished Goods, and Spare & Spare Parts in transit. Inventories are

valued at the lower of cost and net realizable value. Cost comprises invoice value plus applicable handling charges. Net realizable value is based on estimated selling price less estimated cost to completion and selling expenses.

### **3.6 Employees' Benefit Scheme:**

#### **Provident Fund:**

The group has established an approved contributory provident fund scheme. A board of trustees wholly administers the fund. No part of the fund is included in the asset of the group.

#### **Gratuity Fund:**

Square Textiles PLC. establish funded (defined contribution) Gratuity plan and it is approved by NBR.

#### **Group Insurance:**

The group has two group insurance schemes for its permanent employees, premium for which is being charged to statement of comprehensive Income.

#### **Worker's Profit & Participation Fund:**

The group makes a regular allocation of 5% on net profit before tax to these funds and payment is made to the worker's as per provision of Labor Law 2006 chapter-15.

### **3.7 Revenue Recognition:**

As per IFRS-15, Revenue is recognized as control is passed, either over time or at a point in time. An entity recognizes revenue over time if one of the following criteria is met: the customer simultaneously receives and consumes all of the benefits provided by the entity as the entity performs; the entity's performance creates or enhances an asset that the customer controls as the asset is created; or the entity's performance does not create an asset with an alternative use to the entity and the entity has an enforceable right to payment for performance completed to date.

Income refers to increases in economic benefits during the accounting period in the form of inflows or enhancements of assets or decreases of liabilities that result in an increase in equity, other than those relating to contributions from equity participants.

### **3.8 Other Income:**

It is recognized on accrual basis.

### **3.9 Foreign Currency Transactions:**

As per IAS-21 Transactions in Foreign Currencies are translated into BDT at the rate of exchange ruling on date of transaction. Monetary assets and liabilities expressed in foreign currencies are translated into BDT at the rate of exchange ruling at the date of Statement of Financial position.

### **3.10 Borrowing Costs:**

As per IAS-23 Borrowing costs are recognized as expenses in the period in which they incurred and capitalized the same that incurred before commencement of commercial operation.

### **3.11 Advances, Deposits and Prepayments:**

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

Deposits are measured at payment value.

### **3.12 Due to/ Due from Sister Concerns:**

These represent balance amounts due to/ from sister concerns which are derived from short term loan.

### **3.13 Financial Instruments:**

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

#### **Receivables:**

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

#### **Payables:**

Trade Payables are stated at their nominal value.

#### **Cash and Cash Equivalents:**

Cash and cash equivalents comprises cash in hand, bank current accounts, other bank deposits free of encumbrance and having maturity dates of three months or less from respective dates of deposit.

#### **Borrowings:**

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

#### **Financial Risk Management:**

The group has exposures to the following risks its use of financial statements:

- Credit risk
- Liquidity risk
- Market risk

The Board of Directors has overall responsibility for the establishment and oversight of the group risk management framework. The Board oversees how management monitors compliance with risk management policies and procedures, and reviews the adequacy of the risk management framework in relation to risks faced by the group. The Board is assisted in its oversight role by Audit Committee. Internal audit, under the purview of Audit Committee, undertakes both regular and adhoc reviews of risk management controls and procedures, the results of which are reported to the Audit Committee.

#### **Credit Risk:**

Credit risk is the risk of financial loss to the group if a buyer or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the group receivable from customers and investment securities. The group sales are made to renowned RMG Exporting Company. Sales made to the entity are fully secured by Letters of Credit issued by local scheduled banks.

#### **Liquidity Risk:**

Liquidity risk is the risk that the group will unable to meet its financial obligations as they fall due. The group approach to managing liquidity is to ensure, as far as possible, that it will always have sufficient liquidity to meet its liabilities when due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the group reputation. In general, management ensures that it has sufficient cash and cash equivalent to meet expected operational expenses, including the servicing of financial obligation through preparation of the cash forecast, prepared based on time line of payment of the financial obligation and accordingly arrange for sufficient liquidity/fund to make the expected payment within due date. Moreover, the group seeks to maintain short term lines of credit with scheduled commercial banks to ensure payment of obligations in the event that there is insufficient cash to make the required payment.



The requirement is determined in advance through cash flows projections and credit lines facilities with banks are negotiated accordingly.

Seeks to maintain a balance between the higher returns that might be possible with higher levels of borrowings and the advantages and security afforded by a sound capital position. The Board also monitors dividend trend to ordinary shareholders.

**Market Risk:**

Market Risk is the risk that changes in market prices such as foreign exchange rates and interest rates will affect the group income or the value of its holding of financial instruments. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimizing the return.

**Capital Risk Management:**

The group objectives when managing capital are to safeguard the group ability to continue as a going concern in order to provide returns for shareholders and benefits for other stakeholders and to maintain an optimal capital structure to reduce the cost of capital. The Board seeks to maintain a balance between the higher returns that might be possible with higher levels of borrowings and the advantages and security afforded by a sound capital position. The Board also monitors dividend trend to ordinary shareholders.

**Money Laundering:**

The group considers prevention of money laundering risk not only as a compliance requirement imposed by the law of the country but also as one of its ethical business values.

**3.14 Taxation:**

Income tax expense represents the sum of the tax currently payable and deferred tax.

**Current Tax:**

The tax currently payable is based on taxable profit for the year. Taxable profit differs from profit as reported in the statement of profit or loss and other Comprehensive Income because it excludes items of income or expenses that are taxable or deductible in other years and it further excludes items that are never taxable or deductible in other years and it further excludes items that are never taxable or deductible. The group liability for current tax is calculated using tax rates that have been enacted on date of Statement of Financial Position.

**Deferred Tax:**

Deferred tax is recognized on differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit, and are accounted for using the balance sheet liability method. Deferred tax liabilities are generally recognized for all taxable temporary differences, and deferred tax assets are generally recognized for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilized.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset realized, based on tax rates (and tax laws) that have been enacted by the date of Statement of Financial Position.

**3.15 Lease:**

As per IFRS- 16, the entity has no lease. So, there will be no implication regarding IFRS-16 in this financial year.

**3.16 Contingent Liabilities and Assets:**

Current or possible obligations or assets arising from past events and whose existence is due to the occurrence or non-occurrence of one or more uncertain events which are not within the control of the group.

**3.17 Related Party Transaction:**

The group has some related party transactions in arm length transactions.

**3.18 Segment Reporting:**

As per IFRS-8, as there is a single business and geographic segment within which the group operates as such no segment reporting is felt necessary.

**3.19 Earnings Per Share:**

As per IAS-33, Basis Earning per Share (EPS) has been computed dividing the earnings attributable to the weighted average number of the ordinary shares during the year.

**3.20 Comparative Figure:**

The comparative figure has been regrouped, reclassified or modified from previously published interim and annual Financial Statements to facilitate any necessary presentational changes to conform to the current year's presentation.

Comparative information has been disclosed in respect of the previous year for all numerical information in the current financial statement. Narrative and descriptive information for comparative information have also been disclosed whenever it is relevant for understanding of current year's financial statements.

**3.21 Financial Year:**

For this year financial year means, 01 July 2024 to 30 June 2025.

**3.22 Events after the Reporting Period:**

As per IAS-10 "Events after the Reporting Period" are those events favorable and unfavorable, that occur between the end of the reporting period and the date when the financial statements are authorized for issue.

**3.23 Consolidated Financial Statements:**

Consolidated Financial Statements comprise the following:

1. Square Textiles PLC.
2. Square Texcom Limited

**3.24 General:**

Figures have been rounded off to the nearest taka, as it the reporting currency of these financials.

Particulars	June 30, 2025	June 30, 2024
	Taka	Taka
<b>4. Consolidated Property, Plant &amp; Equipment:</b>		
Details of Property, Plant & Equipment and Depreciation as at June 30, 2025 are shown in the annexed schedule-01. Depreciation for the year charged to Factory Overhead and Administrative Overhead. The break-up of the balances are depicted below:		
<b>Fixed Assets at Cost</b>		
Opening Balance	17,822,261,353	13,434,094,874
Addition during the Year	1,728,002,327	4,442,227,266
Sale/ Obsolete during the Year	(240,275,833)	(54,060,787)
<b>Closing Balance(Cost)</b>	<b>19,309,987,847</b>	<b>17,822,261,353</b>
<b>Accumulated Depreciation</b>		
Opening Balance	7,798,671,240	6,978,683,242
Charged during the Year	1,024,582,245	874,048,785
Adjustment for sale/Obsolete	(227,682,494)	(54,060,787)
	<b>8,595,570,991</b>	<b>7,798,671,240</b>
<b>Carrying Value</b>	<b>10,714,416,856</b>	<b>10,023,590,113</b>
<b>5. Consolidated Capital Work In Progress and in Transit:</b>		
Opening Balance	974,502,106	3,389,517,161
Addition during the Year	655,947,551	1,842,398,604
Transfer to Property, Plant and Equipment	(1,191,205,227)	(4,257,413,659)
<b>Closing Balance(Cost)</b>	<b>439,244,430</b>	<b>974,502,106</b>
<b>6. Consolidated Goodwill:</b>		
Investment in Square Texcom Ltd. (For 4,330,502 shares of Square Texcom Ltd.)	489,333,960	489,333,960
Less: Face Value of the Shares	433,050,200	433,050,200
	<b>56,283,760</b>	<b>56,283,760</b>
<b>7. Consolidated Inventories:</b>		
<b>Stocks of Materials</b>	<b>6,770,521,196</b>	<b>6,263,123,993</b>
Raw Materials	6,110,008,137	5,595,798,705
Raw Materials In Transit	143,458,655	144,714,261
Packing Materials	22,823,487	26,295,509
Work - in - process	227,834,296	276,345,302
Finished Goods	266,396,621	219,970,216
<b>Stocks of Spares</b>	<b>335,061,462</b>	<b>310,955,496</b>
Spares at Store	330,090,158	303,584,838
Spares in Transit	4,971,304	7,370,658
	<b>7,105,582,658</b>	<b>6,574,079,489</b>
The basis of valuation is stated in Note -3.5. Carrying amount of inventories pledged as security. No segmentation of stock is required because of homogenous materials and process.		
<b>8. Consolidated Trade Receivables:</b>		
This represents invoice value of goods delivered to customer. This is considered good and collectible.		
Aging of the above balance is as follows:		
Below 60 days	3,403,068,351	2,991,291,632
Within 61-120 days	2,567,576,921	2,343,643,767
Above 120 days	1,061,520,685	1,008,733,268
	<b>7,032,165,957</b>	<b>6,343,668,667</b>

Particulars	June 30, 2025	June 30, 2024
	Taka	Taka
a) There was no amount due from the Directors (Including Managing Director), Managing Agent, Manager and other Officers of the Group and any of them severally or jointly with any other person.		
b) The carrying amount of Trade Receivables pledged as security.		
c) Accounts Receivable is secured, considered as good and is falling due within one year. Classification schedule as required by Schedule XI of Companies Act 1994.		
<b>9. Consolidated Advances, Deposits &amp; Prepayments:</b>		
<b>Advance</b>	<b>642,924,709</b>	<b>437,814,315</b>
Income Tax (Note: 9.01)	272,407,954	210,548,304
Salary and PF Current account	9,044,000	10,552,000
Other Expenses and VAT	270,122,963	136,199,970
Suppliers and Contractor	91,349,792	80,514,041
<b>Deposits</b>	<b>247,689,501</b>	<b>204,628,134</b>
Security Deposit	198,197,288	190,723,041
Margin on Bank Guarantee	49,492,213	13,905,093
	<b>890,614,210</b>	<b>642,442,449</b>
<b>9. 01 Advance Income Tax</b>		
<b>Opening Balance</b>	<b>210,548,304</b>	<b>202,959,939</b>
Addition During The Period	272,407,954	249,598,672
Adjustment During The Period	(210,548,304)	(242,010,307)
<b>Closing Balance</b>	<b>272,407,954</b>	<b>210,548,304</b>
(a) There was no amount due from the Directors (Including Managing Director), Managing Agent, Manager and other Officers of the Group and any of them severally or jointly with any other person.		
(b) There was no amount due by the associated undertaking.		
(c) The advances & deposits are considered good & recoverable.		
<b>10. Consolidated Cash &amp; Cash Equivalents:</b>		
<b>a) Cash in hand</b>	<b>6,755,252</b>	<b>4,805,807</b>
<b>b) Cash at Bank:</b>	<b>269,478,006</b>	<b>207,826,319</b>
Standard Chartered Bank	34,107,620	116,619,570
HSBC Bank	57,962,575	95,587,354
Prime Bank PLC.	25,515,562	34,138,677
City Bank PLC.	44,464	44,809
Commercial Bank of Ceylon PLC.	387,550	388,792
Bank Alfalah	24,352,109	7,401,131
Janata Bank PLC.	24,562,745	6,708,178
Mutual Trust Bank PLC.	20,081,870	882,113
Dutch Bangla Bank PLC.	5,228,387	7,268,187
Pubali Bank PLC.	461,720,888	476,865,130
	<b>468,476,140</b>	<b>481,670,937</b>
Foreign currency account balances have been converted to Taka at the ruling rate at the reporting date.		
<b>11. Share Capital:</b>		
<b>Authorized:</b>	<b>3,000,000,000</b>	<b>3,000,000,000</b>
300,000,000 Ordinary Shares of Tk. 10.00 each		
<b>Issued, Subscribed and Paid up:</b>	<b>1,972,520,000</b>	<b>1,972,520,000</b>
(197,252,000 Ordinary Shares of Tk. 10.00 each fully Paid up)		
Position of Shareholding is given in Schedule-B		



Particulars	June 30, 2025	June 30, 2024
	Taka	Taka
<b>12. Retained Earnings:</b>		
Opening Balance	8,248,628,570	7,678,623,995
Add: Surplus for the Year	1,428,641,135	1,161,760,575
Less: Cash Dividend paid during the Year	(631,206,400)	(591,756,000)
	<b>9,046,063,305</b>	<b>8,248,628,570</b>
<b>13. Non Controlling Interest:</b>		
5,000 shares of Tk 100 at par of Square Texcom Ltd.	500,000	500,000
Shares of Accumulated Profit	15,031,836	14,852,206
	<b>15,531,836</b>	<b>15,352,206</b>
(a) This represents the minority share holdings in Square Texcom Ltd. as on June 30, 2025.		
(b) Voting power is not different with proportion of ownership interest. The company is using equity method of accounting in preparation of consolidated financial statements.		
<b>14. Consolidated Long Term Borrowings (Secured):</b>		
Standard Chartered Bank	2,851,190,476	1,927,380,952
City Bank PLC.	1,725,093,969	1,000,000,000
Dutch Bangla Bank PLC.	615,619,862	921,191,007
Infrastructure Development Company (IDCOL)	117,567,185	120,169,379
Less: Current Portion of Long Term Borrowings	(1,406,013,577)	(941,506,672)
	<b>3,903,457,915</b>	<b>3,027,234,666</b>
<b>15. Consolidated Deferred Tax Liability:</b>		
Opening Balance	275,099,266	281,935,141
Deferred tax Expenses/ (Income)	(68,046,924)	(6,835,875)
<b>Closing Balance</b>	<b>207,052,342</b>	<b>275,099,266</b>
This represents tax liability payable in future due to accumulated taxable temporary differences (Above deferred tax balance create only from difference between accounting basis depreciation and tax basis depreciation on fixed assets). We don't have any other assets or liabilities except fixed assets for provision of Deferred Tax liabilities to present in details form for unused tax losses and unused tax credits.		
<b>a) Deferred Tax Liability is arrived at as follows:</b>		
Carrying Value of Depreciable Fixed Assets	9,985,478,575	9,301,490,844
Less: Tax Base Carrying Value	(8,260,042,392)	(7,467,495,733)
<b>Taxable Temporary Difference</b>	<b>1,725,436,183</b>	<b>1,833,995,111</b>
Tax Rate	12.00%	15.00%
<b>Closing Deferred Tax Liability</b>	<b>207,052,342</b>	<b>275,099,266</b>
Less: Opening Deferred Tax Liability	(275,099,266)	(281,935,141)
<b>Deferred Tax (Income) / Expense</b>	<b>(68,046,924)</b>	<b>(6,835,875)</b>
<b>16. Consolidated Short Term Bank Loan (Secured):</b>		
Revolving Loan	1,500,000,000	1,095,000,000
EDF & UPAS	7,895,919,536	8,849,401,504
Current Portion of Long Term Borrowings	1,406,013,577	941,506,672
	<b>10,801,933,113</b>	<b>10,885,908,176</b>

These short term loans are secured against hypothecation of Stock and Trade Receivable.

Particulars	June 30, 2025	June 30, 2024
	Taka	Taka
<b>17. Consolidated Creditors &amp; Other Payables:</b>		
Provision for Audit Fees	862,500	862,500
Provision for Utility Bill	111,737,407	94,560,398
Provision for Salary & Allowances	6,024,553	5,220,699
Others	10,876,389	9,846,448
	<b>129,500,849</b>	<b>110,490,045</b>
This represents amount payable to regular suppliers of packing materials, utilities, and other services rendered to the company. All suppliers were paid on a regular basis.		
<b>18. Consolidated Liabilities for Other Finance:</b>		
PF, WPPF & Other Fund	79,675,944	68,492,730
Provision for Gratuity (Note: 18.01)	-	-
Others	276,169,176	209,158,052
	<b>355,845,120</b>	<b>277,650,782</b>
<b>18.01. Provision for Gratuity:</b>		
Opening Balance	-	-
Provision made for the period	11,652,198	25,820,719
Payment made during the period	(11,652,198)	(25,820,719)
<b>Closing Balance</b>	<b>-</b>	<b>-</b>
<b>19. Unclaimed Dividend:</b>		
Opening Balance	10,374,894	8,294,240
Addition During The Year	631,206,400	591,756,000
Paid During The Year	(628,322,407)	(589,675,346)
<b>Closing Balance</b>	<b>13,258,887</b>	<b>10,374,894</b>
<b>20. Consolidated Provision for Income Tax:</b>		
Opening Balance	272,978,916	303,600,731
Adjustment with Advance Tax	(208,782,395)	(242,010,307)
Current Year Provision (Note: 20.01)	197,424,123	211,388,492
<b>Closing Balance</b>	<b>261,620,644</b>	<b>272,978,916</b>
<b>20.01 Provision made for the period</b>		
<b>Higher Amount of Tax Under Company-wise Calculation (Please See the Individual Company-wise Notes):</b>		
A) For SQUARE Textiles PLC.	179,589,920	194,888,576
B) For SQUARE Texcom Ltd.	23,514,043	19,168,959
<b>Total Tax Expenses</b>	<b>203,103,963</b>	<b>214,057,535</b>
Adjustment of Short/ (Excess) provision for Prior period	(5,679,840)	(2,669,043)
<b>Income Tax Provision for the period</b>	<b>197,424,123</b>	<b>211,388,492</b>
<b>Calculation of Effective Tax Rate:</b>		
Current Income Tax Expenses	197,424,123	211,388,492
Deferred Tax Expenses/ (Income)	(13,067,485)	(6,835,875)
<b>Total Tax Expenses</b>	<b>184,356,638</b>	<b>204,552,617</b>
Effective Tax Rate (Total Tax Expenses /Profit Before Tax)	<b>11.83%</b>	<b>14.97%</b>

Particulars	2024-2025 Taka	2023-2024 Taka
<b>21. Consolidated Sales Revenue:</b>		
<b>In Quantity (KG)</b>		
Opening Stock	676,759	727,849
Production during the Year	67,078,837	57,940,733
<b>Available for Sale</b>	<b>67,755,596</b>	<b>58,668,582</b>
Closing Stock	(916,142)	(676,759)
<b>Sales during the year</b>	<b>66,839,454</b>	<b>57,991,823</b>
(To be accounted for as follows)		
Sales Accounted as follows:		
<b>In Quantity (KG)</b>		
Export Sale of Yarns	66,839,454	57,991,823
	<b>66,839,454</b>	<b>57,991,823</b>
<b>In Taka</b>		
Export Sale of Yarns	24,701,348,701	20,905,825,094
	<b>24,701,348,701</b>	<b>20,905,825,094</b>
During the period sales increased by BDT 379.55 (18.16%) crore due to increase of yarn production from extension project at Habiganj and some BMRE as well as increased of yarn price.		
<b>22. Consolidated Cost of Goods Sold:</b>		
Raw Materials Consumed (Note-22.01)	16,043,923,487	13,595,864,832
Packing Materials Consumed (Note-22.02)	250,439,202	217,263,495
Factory Overhead (Note- 22.03)	5,108,956,355	4,667,104,609
<b>Cost of Goods Manufacturing</b>	<b>21,403,319,044</b>	<b>18,480,232,936</b>
Work-In-Process (Opening)	276,345,302	221,144,610
Work-In-Progress (Closing)	(227,834,296)	(276,345,302)
<b>Cost of Production</b>	<b>21,451,830,050</b>	<b>18,425,032,244</b>
Finished Goods (Opening)	219,970,216	193,987,226
Finished Goods (Closing)	(266,396,621)	(219,970,216)
<b>Cost of Goods Sold</b>	<b>21,405,403,645</b>	<b>18,399,049,254</b>
<b>22.01 Consolidated Raw Materials Consumed:</b>		
<b>In Quantity(KG)</b>		
Opening Stock	23,864,234	14,173,166
Purchase during the year	74,516,355	70,773,474
<b>Raw Materials Available for Consumption</b>	<b>98,380,589</b>	<b>84,946,640</b>
Closing Stock	(26,457,335)	(23,864,234)
<b>Raw Materials Consumed</b>	<b>71,923,254</b>	<b>61,082,406</b>
<b>In Taka</b>		
Opening Stock	5,595,798,705	3,450,692,005
Purchase during the year	16,558,132,919	15,740,971,532
<b>Raw Materials Available for Consumption</b>	<b>22,153,931,624</b>	<b>19,191,663,537</b>
Closing Stock	(6,110,008,137)	(5,595,798,705)
<b>Raw Materials Consumed</b>	<b>16,043,923,487</b>	<b>13,595,864,832</b>
<b>Consumption Ratio on Purchase</b>	<b>96.89%</b>	<b>86.37%</b>
<b>22.02 Consolidated Packing Materials Consumed:</b>		
Opening Stock	26,295,509	28,680,944
Purchase during the year	246,967,180	214,878,060
<b>Available for production</b>	<b>273,262,689</b>	<b>243,559,004</b>
Closing Stock	(22,823,487)	(26,295,509)
<b>Packing Materials Consumed</b>	<b>250,439,202</b>	<b>217,263,495</b>
<b>Consumption Ratio on Purchase</b>	<b>101.41%</b>	<b>101.11%</b>

Particulars	2024-2025 Taka	2023-2024 Taka
<b>22.03 Consolidated Factory Overhead:</b>		
Factory Wages, Salary and Allowances	1,451,991,842	1,234,374,417
Travelling & Conveyance	901,898	571,215
Overseas Travelling	1,678,565	1,572,022
Recruitment & Training Expenses	225,517	194,282
Printing Expenses	932,909	772,540
Stationery Expenses	2,292,531	2,164,961
Software & Hardware Support Expenses	6,403,425	3,990,736
Production Workers' Free Lunch	7,707,417	6,478,920
Uniform & Liveries	516,898	526,535
Fuel, Petrol, Light, Diesel etc.	345,159,439	326,664,071
Electricity, Gas & Water	1,667,652,435	1,668,906,855
Factory Consumable Expense	88,828,207	76,400,704
Medical Expenses	3,495,648	2,456,092
Repairs & Maintenance of Vehicles	29,923,930	26,358,592
Papers, Books and Periodicals	11,338	16,020
Industrial All Risk Insurance Premium	33,832,784	33,809,467
Postage, Telephone, Fax & Telex	1,059,235	580,957
Govt. Tax, VAT & License Fees	6,092,271	4,880,343
Security Services	49,248,711	41,263,992
Spare Parts - Machinery	393,492,441	368,049,252
Group Insurance	1,867,370	1,765,643
Depreciation (Schedule-1)	1,015,641,544	865,306,993
<b>Total</b>	<b>5,108,956,355</b>	<b>4,667,104,609</b>

Factory Wages, Salary and Allowances increased significantly (Tk 21.76 crore or 17.63%) due to increase of Wages Scale of Textiles sector under Labour Law as well as increased of manpower capacity in extension project at Habiganj.

**23. Consolidated Administrative Overhead:**

Salary and Allowances	135,342,112	133,950,191
Directors' Remuneration	65,894,400	63,592,500
Independent Directors' Honorarium	600,000	300,000
Travelling & Conveyance	909,197	1,000,358
Overseas Travelling	18,013,098	14,088,306
Recruitment & Training Expenses	216,400	297,304
Head Office Employees' Free Lunch	3,462,568	3,435,456
Uniform & Liveries	152,840	92,300
Printing Expenses	321,760	300,415
Stationery Expenses	624,148	528,841
Software & Hardware Support Expenses	3,972,948	3,794,250
Postage, Telephone, Fax & Telex	588,378	407,142
Electricity, Gas & Water	2,742,715	3,272,847
Office Consumable Expense	1,568,816	1,523,166
Rental Expenses	16,116,720	19,311,573
Vehicles Running & Maintenance	10,916,202	10,397,843
Medical Expenses	766,787	847,939
Group Insurance	561,862	535,964
Bank Charges & Commission	5,699,044	6,083,119
Fees & Subscription	9,971,711	16,149,445
Security Service	4,993,098	3,895,476
Govt. Tax, Stamp Duty & Licence Fees	4,117,898	5,060,051
Annual General Meeting Expenses	1,457,875	1,079,552
Audit Fees	1,185,823	1,213,250
Loss on Disposal on Assets	2,287,628	-
Depreciation (Schedule-1)	8,940,701	8,741,792
<b>Total</b>	<b>301,424,729</b>	<b>299,899,080</b>



Particulars	2024-2025 Taka	2023-2024 Taka
a) Audit Fees represent auditors' remuneration for audit of the Company's Financial Statements for the Year ended.		
b) The Rental Expenses incurred to use two floor spaces for office with two "one-year cancellable" (both parties three months notice period) contracts. The Contracts don't offer any buying option or any assurance of post use minimum market price for the used floors. Considering exemptions allowed in IFRS-16 (Shorter contract tenor and small amount of rental expenses) the rental agreements not considered as finance lease.		
c) Directors' Remuneration is not included the Member Director of "Audit Committee" and "Nomination & Remuneration Committee"		
<b>24. Consolidated Selling &amp; Distribution Overhead:</b>		
Export Sale Expenses	31,363,937	27,552,227
Loading and Unloading	8,858,160	8,039,083
<b>Total</b>	<b>40,222,097</b>	<b>35,591,310</b>
<b>25. Consolidated Finance Cost:</b>		
Interest on Deferred LC Loan	665,566,334	519,550,743
Interest on OD	49,016	149
Interest on Short Term Loan	165,709,664	141,434,725
Interest on Long Term Loan	515,836,558	97,138,848
	<b>1,347,161,572</b>	<b>758,124,465</b>
Finance cost increased significantly (Tk 58.9 crore or 77.70%) due to increased of interest rate on loan financing as well as increased of loan amount for investment in extension project at Habiganj.		
Interest expenses is derived from short-term loan and is recognized on an accrual basis. The finance cost includes no interest on any sort of borrowing from directors including managing director and managers.		
<b>26. Consolidated Non-Operating Income:</b>		
Interest Income	15,279,814	498,474
Cash Incentive	-	473,200
Forfeited Provident Fund	2,748,299	1,760,272
Gain/ (Loss) on Disposal of Assets	(4,245,711)	5,950,000
Forex Exchange Rate Fluctuation Gain/ (Loss)	15,188,802	12,882,695
	<b>28,971,204</b>	<b>21,564,641</b>
* P.F Forfeiture amount represents the amount forfeited from Employees Provident Fund and returned to the company as per guideline of FRC.		
<b>27. Consolidated Allocation for W.P.P.F &amp; W.F :</b>	<b>77,909,898</b>	<b>68,320,268</b>
This represents 5% of Net Income before Tax after charging the allocation as per provisions of the Companies Profit under Labour Act 2006 (Amended in 2018).		
<b>28. Consolidated Provision for Income Tax for the Year:</b>	<b>197,424,123</b>	<b>211,388,492</b>
This represents estimated Income Tax on Net Income for the Year and adjustment any short/excess provision for prior years.		
<b>29. Consolidated Provision for Deferred Tax:</b>	<b>(68,046,924)</b>	<b>(6,835,875)</b>
This represents tax liability payable in future due to accumulated taxable temporary differences (Above deferred tax balance create only from difference between accounting basis depreciation and tax basis depreciation on fixed assets).		
<b>30. Consolidated Earnings Per Share (EPS):</b>		
Earning attributable to Ordinary Shares including other income.	1,428,641,135	1,161,760,575
Number of Ordinary shares	197,252,000	197,252,000
<b>Earnings Per Share</b>	<b>7.24</b>	<b>5.89</b>

Particulars	2024-2025 Taka	2023-2024 Taka
<b>31. Consolidated Net Asset Value (NAV) Per Share:</b>		
Equity Attributable to the Owners of the Company	11,018,583,305	10,221,148,570
Number of Ordinary shares	197,252,000	197,252,000
<b>Net Asset Value (NAV) Per Share</b>	<b>55.86</b>	<b>51.82</b>
<b>32. Consolidated Net Operating Cash flows per Share (NOCFPS):</b>		
Net Cash Generated (Used in) from Operating Activities	1,035,063,210	(2,483,594,149)
Number of Ordinary shares	197,252,000	197,252,000
<b>Net Operating Cash flows per Share (NOCFPS)</b>	<b>5.25</b>	<b>(12.59)</b>
<b>33. Consolidated Reconciliation of Net Profit with Cash Flows from Operating Activities:</b>		
<b>Profit After Tax</b>	<b>1,428,641,135</b>	<b>1,161,760,575</b>
Adjustment to reconcile net profit to net cash provided by operating activities :		
<b>Non-cash Expenses:</b>	<b>982,034,456</b>	<b>1,131,861,277</b>
Depreciation	1,024,582,245	874,048,785
Deferred Tax	(68,046,924)	(6,835,875)
Net effect of foreign currency translation	25,499,135	264,648,367
<b>Non-Operating Items:</b>	<b>6,712,969</b>	<b>(5,857,834)</b>
Gain/ (Loss) on Disposal of Assets	6,533,339	(5,950,000)
Profit Ratio of Non controlling Interest	179,630	92,166
<b>Changes in working Capital:</b>	<b>(1,382,325,350)</b>	<b>(4,771,358,167)</b>
(Increase)/Decrease in Inventories	(531,503,169)	(2,190,016,170)
(Increase)/Decrease in Accounts Receivable	(688,497,290)	(2,535,858,674)
(Increase)/Decrease in Advances, Deposits & Prepayments	(248,171,761)	(81,466,598)
Increase/(Decrease) in Creditors & Other Payables	19,010,804	11,058,098
Increase/(Decrease) in Liabilities for Other Finance	78,194,338	55,546,992
Increase/(Decrease) in Income Tax Payable	(11,358,272)	(30,621,815)
<b>Net Cash Generated (Used in) from Operating Activities</b>	<b>1,035,063,210</b>	<b>(2,483,594,149)</b>
<b>34. Event after Balance sheet date:</b>		
<b>34.01</b> The Board of Directors in it's meeting held on October 21, 2025 approved the financial statements for the year ended 30 June 2025. The Board of Directors also authorised the same for issue.		
<b>34.02</b> Except above no other significant event occurred till the date of signing the financial statement		

**SQUARE TEXTILES PLC.**  
**CONSOLIDATED SCHEDULE OF PROPERTY, PLANT & EQUIPMENT**  
As at June 30, 2025

**Schedule-1**

Amount in Taka

Particulars	Cost			Closing Balance as at 30 June 2025	Depreciation			Written Down Value as at 30 June 2025	
	Opening Balance as at 01 July 2024	During the Period			Opening Balance as at 01 July 2024	During the Period			
		Additions	Sales/ Obsoletes			Charged	Adjustments		Closing Balance as at 30 June 2025
<b>Factory:</b>									
Land & Land Development	722,099,271	6,839,010	-	728,938,281	-	-	-	728,938,281	
Building-Factory & Utility	2,079,455,447	81,468,989	-	2,160,924,436	782,292,226	96,619,274	-	1,282,012,936	
Building-Others	500,978,235	180,361,798	-	681,340,033	331,811,330	25,576,211	-	323,952,492	
Sheds	31,581,233	18,446,817	-	50,028,050	26,802,012	4,036,825	-	19,189,213	
Plant & Machinery	12,957,320,667	1,288,225,446	(227,297,114)	14,018,248,999	5,848,823,881	738,693,169	(215,424,978)	7,646,156,927	
Laboratory Equipment	123,256,397	30,230,949	(235,249)	153,252,097	44,584,770	19,839,931	(54,879)	88,882,275	
Electrical Installation	891,647,349	12,513,750	-	904,161,099	423,142,490	85,367,131	-	395,651,478	
Gas Line Installation	49,145,684	-	-	49,145,684	39,333,143	2,454,096	-	7,358,445	
Motor Vehicles	205,562,192	36,518,953	(4,932,482)	237,148,663	141,395,913	20,743,619	(4,932,482)	79,941,613	
Office Equipment	27,192,989	3,455,519	(57,742)	30,590,766	23,010,713	1,678,163	(57,742)	5,959,632	
Furniture & Fixture	17,208,778	1,123,190	-	18,331,968	16,663,061	345,419	-	1,323,488	
Computer	4,887,785	914,000	-	5,801,785	4,580,300	193,889	-	1,027,596	
Hardware & Software	-	-	-	-	-	-	-	-	
Boundary Wall	66,359,760	1,612,220	-	67,971,980	35,717,001	4,139,046	-	28,115,933	
Deep Tube-Well	5,050,800	-	-	5,050,800	4,785,618	164,143	-	101,039	
Safety & Security Equipment	17,511,205	-	-	17,511,205	2,715,634	997,454	-	13,798,117	
Communication and Network Equipment	7,195,200	-	-	7,195,200	6,724,935	178,918	-	291,347	
Other Assets	64,565,209	60,061,092	(592)	124,625,709	36,350,132	14,614,256	(592)	73,661,913	
<b>Sub Total- Factory</b>	<b>17,771,018,201</b>	<b>1,721,771,733</b>	<b>(232,523,179)</b>	<b>19,260,266,755</b>	<b>7,768,793,159</b>	<b>1,015,641,544</b>	<b>(220,470,673)</b>	<b>10,696,362,725</b>	
<b>Head Office:</b>									
Motor Vehicles	46,377,071	4,450,000	(7,752,654)	43,074,417	27,559,887	8,039,494	(7,211,821)	14,686,857	
Office Equipment	1,243,447	572,778	-	1,816,225	332,729	251,936	-	584,665	
Furniture & Fixture	940,320	23,616	-	963,936	47,016	191,213	-	238,229	
Computer	382,314	1,184,200	-	1,566,514	300,832	129,487	-	430,319	
Hardware & Software	2,300,000	-	-	2,300,000	1,697,617	328,571	-	2,026,188	
<b>Sub Total- Head Office</b>	<b>51,243,152</b>	<b>6,230,594</b>	<b>(7,752,654)</b>	<b>49,721,092</b>	<b>29,938,081</b>	<b>8,940,701</b>	<b>(7,211,821)</b>	<b>18,054,131</b>	
<b>Total as at 30 June 2025</b>				<b>17,822,261,353</b>	<b>1,728,002,327</b>	<b>(240,275,833)</b>	<b>19,309,987,847</b>	<b>7,798,671,240</b>	<b>10,714,416,856</b>
<b>Total as at 30 June 2024</b>				<b>13,434,094,874</b>	<b>4,442,227,266</b>	<b>(54,060,787)</b>	<b>17,822,261,353</b>	<b>6,978,683,242</b>	<b>10,023,590,113</b>

# Financial Statement

Year Ended June, 2025

## STANDALONE

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# SQUARE TEXTILES PLC.

## STATEMENT OF FINANCIAL POSITION

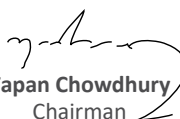
As at 30 June 2025

Particulars	Notes	30 June 2025 Taka	30 June 2024 Taka
<b>ASSETS:</b>			
<b>Non-Current Assets</b>			
Property, Plant & Equipment- Carrying Value	04	9,779,802,943	9,150,327,907
Capital Work In Progress and In Transit	05	405,001,743	876,770,092
Investment - Long Term (At Cost)	06	489,333,960	489,333,960
		<b>10,674,138,646</b>	<b>10,516,431,959</b>
<b>Current Assets</b>			
Inventories	07	6,568,082,728	5,941,001,033
Trade Receivable	08	6,507,477,106	5,748,546,987
Advances, Deposits & Prepayments	09	829,759,974	592,440,589
Cash & Cash Equivalents	10	372,175,799	414,396,094
		<b>14,277,495,607</b>	<b>12,696,384,703</b>
<b>TOTAL ASSETS</b>		<b>24,951,634,253</b>	<b>23,212,816,662</b>
<b>SHAREHOLDERS' EQUITY &amp; LIABILITIES:</b>			
<b>Shareholders' Equity</b>			
Share Capital	11	1,972,520,000	1,972,520,000
Retained Earnings	12	8,258,018,534	7,616,161,769
		<b>10,230,538,534</b>	<b>9,588,681,769</b>
<b>Non-Current Liabilities</b>			
Long Term Borrowings	13	3,903,457,915	3,027,234,666
Deferred Tax Liability	14	182,401,008	240,362,656
		<b>4,085,858,923</b>	<b>3,267,597,322</b>
<b>Current Liabilities &amp; Provisions</b>			
Short Term Bank Loan (Secured)	15	9,942,451,737	9,748,367,290
Creditors & Other Payables	16	116,792,052	92,369,073
Liabilities for Other Finance	17	326,308,110	253,296,948
Unclaimed Dividend Account	18	13,258,887	10,374,894
Provision for Income Tax	19	236,426,010	252,129,366
		<b>10,635,236,796</b>	<b>10,356,537,571</b>
<b>TOTAL LIABILITIES</b>		<b>14,721,095,719</b>	<b>13,624,134,893</b>
<b>TOTAL SHAREHOLDERS' EQUITY &amp; LIABILITIES</b>		<b>24,951,634,253</b>	<b>23,212,816,662</b>
<b>Net Asset Value Per Share</b>	<b>29</b>	<b>51.87</b>	<b>48.61</b>

These financial statements should be read in conjunction with the annexed notes.

  
Sanjib Baran Roy  
Company Secretary

  
Samuel S Chowdhury  
Managing Director

  
Tapan Chowdhury  
Chairman

  
Hedayet Ullah FCA  
Senior Partner (Enrollment No. 0281)  
K.M. Hasan & CO.  
Chartered Accountants  
DVC: 2510220281AS555073

Signed in terms of our separate report of even date annexed

Place: Dhaka  
Date: October 21, 2025

# SQUARE TEXTILES PLC.

## STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

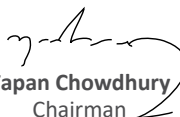
For the Year Ended 30 June 2025

Particulars	Notes	2024-2025	2023-2024
		Taka	Taka
Sales Revenue	20	22,650,211,890	18,926,870,794
Cost of Goods Sold	21	(19,617,672,416)	(16,594,114,280)
<b>Gross Profit</b>		<b>3,032,539,474</b>	<b>2,332,756,514</b>
Administrative Overhead	22	(287,501,364)	(279,145,585)
Selling and Distribution Overhead	23	(35,667,897)	(30,881,320)
<b>Profit from Operations</b>		<b>2,709,370,213</b>	<b>2,022,729,609</b>
Finance Cost	24	(1,279,664,335)	(706,270,357)
Non-Operating Income	25	28,756,299	18,462,977
<b>Profit Before W.P.P.F &amp; W.F</b>		<b>1,458,462,177</b>	<b>1,334,922,229</b>
Allocation for W.P.P.F & W.F	26	(69,450,580)	63,567,725
<b>Profit Before Tax</b>		<b>1,389,011,597</b>	<b>1,271,354,504</b>
Provision for Tax (Current)	19	(173,910,080)	(192,219,533)
Deferred Tax (Expenses)/ Income	14	57,961,648	2,800,677
<b>Profit After Tax for The Period</b>		<b>1,273,063,165</b>	<b>1,081,935,648</b>
Other Comprehensive Income		-	-
<b>Total Comprehensive Income</b>		<b>1,273,063,165</b>	<b>1,081,935,648</b>
<b>Earnings Per Share (EPS)</b>	28	<b>6.45</b>	<b>5.49</b>

These financial statements should be read in conjunction with the annexed notes.

  
**Sanjib Baran Roy**  
 Company Secretary

  
**Samuel S Chowdhury**  
 Managing Director

  
**Tapan Chowdhury**  
 Chairman

  
**Hedayet Ullah FCA**  
 Senior Partner (Enrollment No. 0281)  
**K.M. Hasan & CO.**  
 Chartered Accountants  
**DVC: 2510220281AS555073**

Signed in terms of our separate report of even date annexed

Place: Dhaka  
 Date: October 21, 2025

# SQUARE TEXTILES PLC.

## STATEMENT OF CHANGES IN EQUITY

For the Year Ended June 30, 2025

Particulars	Amount in Taka		
	Share Capital	Retained Earnings	Total
Balance as at June 30, 2024	1,972,520,000	7,616,161,769	9,588,681,769
Net Profit For the Year Ended June 30, 2025	-	1,273,063,165	1,273,063,165
Cash Dividend for 2023-24	-	(631,206,400)	(631,206,400)
<b>Balance As at June 30, 2025</b>	<b>1,972,520,000</b>	<b>8,258,018,534</b>	<b>10,230,538,534</b>

## STATEMENT OF CHANGES IN EQUITY

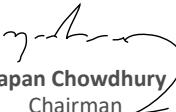
For the Year Ended June 30, 2024

Particulars	Amount in Taka		
	Share Capital	Retained Earnings	Total
Balance as at June 30, 2023	1,972,520,000	7,125,982,121	9,098,502,121
Net Profit For the Year Ended June 30, 2024	-	1,081,935,648	1,081,935,648
Cash Dividend for 2022-23	-	(591,756,000)	(591,756,000)
<b>Balance As at June 30, 2024</b>	<b>1,972,520,000</b>	<b>7,616,161,769</b>	<b>9,588,681,769</b>

These financial statements should be read in conjunction with the annexed notes.

  
**Sanjib Baran Roy**  
 Company Secretary

  
**Samuel S Chowdhury**  
 Managing Director

  
**Tapan Chowdhury**  
 Chairman

  
**Hedayet Ullah FCA**  
 Senior Partner (Enrollment No. 0281)  
**K.M. Hasan & CO.**  
 Chartered Accountants  
**DVC: 2510220281AS555073**

Signed in terms of our separate report of even date annexed

Place: Dhaka  
 Date: October 21, 2025

# SQUARE TEXTILES PLC.

## STATEMENT OF CASH FLOWS

For the Year Ended June 30, 2025

Particulars	2024-2025 Taka	2023-2024 Taka
<b>A. Cash Flows from Operating Activities:</b>		
Receipts from Sales Revenue	21,891,281,771	16,696,651,084
Exchange Fluctuation Gain (Realization from Transaction)	28,734,865	232,721,428
Receipts/ (Payment) from Other Income/ Expenses	17,736,042	2,582,918
<b>Total Receipts</b>	<b>21,937,752,678</b>	<b>16,931,955,430</b>
Payment for Supplies and Other Services	(15,573,965,377)	(14,466,124,743)
Paid for Operating & Non-operating Expenses	(4,284,892,790)	(3,926,236,211)
Interest Expenses Paid	(1,213,801,462)	(660,285,366)
Income Tax Paid	(247,051,966)	(228,675,759)
<b>Total Payments</b>	<b>(21,319,711,595)</b>	<b>(19,281,322,079)</b>
<b>Net Cash Generated (Used in) from Operating Activities</b>	<b>618,041,083</b>	<b>(2,349,366,649)</b>
<b>B. Cash Flows from Investing Activities:</b>		
Purchase of Property, Plant & Equipment	(1,090,262,059)	(1,981,431,213)
Sales of Property, Plant & Equipment	5,730,000	5,950,000
<b>Net Cash Generated (Used in) from Investing Activities</b>	<b>(1,084,532,059)</b>	<b>(1,975,481,213)</b>
<b>C. Cash Flows from Financing Activities:</b>		
Long Term Loan Received/ (Repaid)	1,340,730,154	3,748,741,338
Short Term Bank Loan Received/ (Repaid)	(270,422,458)	1,369,243,690
Payment of Dividend	(628,322,407)	(589,675,346)
<b>Net Cash Generated (Used in) from Financing Activities</b>	<b>441,985,289</b>	<b>4,528,309,682</b>
<b>D. Increase/ (Decrease) in Cash &amp; Cash Equivalents (A+B+C)</b>	<b>(24,505,687)</b>	203,461,820
E. Net effect of foreign currency translation	(17,714,608)	(222,791,370)
F. Opening Cash & Cash Equivalents	414,396,094	433,725,644
<b>G. Closing Cash &amp; Cash Equivalents (D+E+F)</b>	<b>372,175,799</b>	<b>414,396,094</b>
<b>Net Operating Cash flows per Share</b>	<b>3.13</b>	<b>(11.91)</b>

  
Sanjib Baran Roy  
Company Secretary

  
Samuel S Chowdhury  
Managing Director

  
Tapan Chowdhury  
Chairman

Place: Dhaka  
Date: October 21, 2025



# SQUARE TEXTILES PLC.

Notes to the Separate Financial Statements  
As at and for the year ended 30 June 2025

## 1. Establishment and Operations:

### 1.1 Legal Form of the Enterprises:

Square Textiles PLC. (Here in after said as the company) was formed and incorporated with the Registrar of Joint Stock Companies and Firms in Bangladesh in 1994 under the Companies Act, 1913 (Now operating under Companies Act, 1994) as public company limited by shares. The company is listed with the Dhaka Stock Exchange PLC. and Chittagong Stock Exchange PLC. in 2002.

### 1.2 Address of Registered office and factory of the company:

a) Registered Office: Square Centre, 48 Mohakhali C/A, Dhaka -1212,

b) Factory Office:

i. Saradaganj, Kashimpur, Gazipur.

ii. Olipur, Habiganj, Sylhet.

### 1.3 Nature of Business:

The company owns Five (5) units of spinning mills, and a twisting mill. It's activities and operations are related with manufacturing and marketing of Yarns.

## 2. Summary of significant accounting policies and other material information:

### 2.1 Statement of Compliance:

The financial statements have been prepared in conformity with the provisions of the Companies Act 1994 (ammended-2020), The Securities and Exchanges Rules 2020, International Financial Reporting Standard and other relevant rules and regulations.

### 2.2 Basis of Preparation:

The financial statements have been prepared in accordance with the going concern principle and historical cost convention. The significant accounting policies are set out below.

### 2.3 Statement on Compliance of International Financial Reporting Standards

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

S/N	Name of the IAS	IAS No.	Status
1	Presentation of Financial Statements	1	Applied
2	Inventories	2	Applied
3	Statement of Cash Flows	7	Applied
4	Accounting Policies, Changes in Accounting Estimates and Errors	8	Applied
5	Events after the reporting period	10	Applied
6	Construction Contracts	11	Replaced by IFRS 15
7	Income Taxes	12	Applied
8	Property, Plant and Equipment	16	Applied
9	Leases	17	Replaced by IFRS 16
10	Revenue	18	Replaced by IFRS 15
11	Employee Benefit	19	Applied
12	Accounting for Government Grants and Disclosure of Government Assistance	20	Not Applicable
13	The Effects of Changes in Foreign Exchange Rates	21	Applied

S/N	Name of the IAS	IAS No.	Status
14	Borrowing Costs	23	Applied
15	Related Party Disclosures	24	Applied
16	Accounting and Reporting by Retirement Benefit Plans	26	Not Applicable
17	Separate Financial Statements	27	Applied
18	Investment In Associates and Joint Ventures	28	Not Applicable
19	Financial Reporting in Hyperinflationary Economics	29	Not Applicable
20	Financial Instruments: Presentation	32	Applied
21	Earnings per share	33	Applied
22	Interim Financial Reporting	34	Applied
23	Impairment of Assets	36	Applied
24	Provisions, Contingent Liabilities and Contingent Assets	37	Applied
25	Intangible Assets	38	Not Applicable
26	Financial Instruments: Recognition and Measurement	39	Replaced by IFRS 9
27	Investment Property	40	Not Applicable
28	Agriculture	41	Not Applicable

SL	Name of the IFRS	IFRS no.	Status
1	First time adoption of International Financial Reporting Standards	1	Not Applicable
2	Shares based Payment	2	Not Applicable
3	Business Combinations	3	Not Applicable
4	Insurance Contract	4	Not Applicable
5	Non-current Assets Held for Sale and Discontinued Operations	5	Not Applicable
6	Exploration for and Evaluation of Mineral Resources	6	Not Applicable
7	Financial Instruments: Disclosure	7	Applied
8	Operating Segments	8	Not Applicable
9	Financial Instrument	9	Applied
10	Consolidated Financial Statements	10	Applied
11	Joint Arrangement	11	Not Applicable
12	Disclosure of Interest in other entities	12	Applied
13	Fair Value Measurement	13	Applied
14	Regulatory deferral accounts	14	Not Applicable
15	Revenue from Contracts with Customers	15	Applied
16	Leases	16	Applied

## 2.4 Going Concern:

As per IAS-1 a company is required to make assessment at the end of each year to assess its capability to continue as going concern. The management of the Company makes such assessment each year. The company has adequate resources to continue in operation for the foreseeable future and has wide coverage of its liabilities. For this reason, the Directors continue to adopt the going concern assumption while the financial statements have been prepared.

**2.5 Accrual Basis:**

The financial statements have been prepared, except cash flow information using the accrual basis of Accounting.

**2.6 Structure Contents and Presentation of Financial Statements:**

The presentation of the financial statements is in accordance with the guidelines provided by IAS-1: "Presentation of Financial Statements". A complete set of financial statements comprise:

- i) Statement of Financial Position as at 30 June 2025;
- ii) Statement of Profit or Loss and other Comprehensive Income for the year ended 30 June 2025;
- iii) Statement of Changes in Equity for the year ended 30 June 2025;
- iv) Statement of Cash Flows for the year ended 30 June 2025 and;
- v) Notes comprising a summary of significant accounting policies and other explanatory information to the Financial Statements for the year ended 30 June 2025.

**2.7 Use of Estimates and Judgments:**

The preparation of financial statements in conformity with IFRSs requires management to make judgments, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. Estimates and assumptions are reviewed on an ongoing basis.

The estimates and underlying assumptions are based on past experience and various other factors that are believed to be reasonable under the circumstances, the result of which form the basis of making judgments about the carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates.

Revisions to accounting estimates are recognized in the period in which the estimate is revised if the revision affects only that period or in the period of revision and future periods if the revision affects both current and future periods.

In particular, significant areas of estimation uncertainty and critical judgments in applying accounting policies that has the most significant effect on the amount recognized in the financial statements are income tax provision (both current and deferred tax), depreciation and gratuity provision.

**2.8 Statement of Cash Flows:**

Statement of cash flows has been prepared as per IAS 7: Statement of Cash Flows using Direct Method as per the requirement of Securities and Exchange Rules 2020.

**3.0 Property, Plant and Equipment:**

As per IAS-16, Property, Plant and Equipment are stated at their historical cost less accumulated depreciation. No depreciation has been charged on the Freehold Land and on the Capital work in progress. Depreciation is charged on all other assets on straight-line method. Depreciation of an asset begins when it is available for use, i.e. when it is in the location and condition necessary for it to be capable of operating in the manner intended by management. 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 assets are derecognized.

Depreciation is computed on the straight-line basis over the estimated useful lives as follows:

Particulars	Useful Life (Years)
Factory Building and other Construction	20
Plant & Machinery	10-15
Laboratory & other Equipment	5-8
Furniture & Fixture	5-8
Motor Vehicles	5
Electrical Installation	5-8

### **3.1 Subsequent Costs:**

The cost of replacing or upgrading part of an item of property, plant and equipment is recognized in the carrying amount of the item if it is probable that the future economic benefits embodied within the part will flow to the company and its cost can be measured reliably. The costs of the day-to-day servicing of property, plant and equipment are recognized in profit or loss.

### **3.2 Disposal of Fixed Assets:**

On disposal of fixed assets, the cost and accumulated depreciation are eliminated and gain or loss on such disposal is reflected in the statement of profit or loss, which is determined with reference to the net book value of the assets and net sales proceeds.

### **3.3 Impairment of Asset:**

The carrying values of all non-current assets are reviewed for impairment, either on a stand-alone basis or as part of a larger cash generating unit, when there is an indication that the assets might be impaired. Additionally, Goodwill, Intangible Assets with indefinite useful lives and Intangible Assets which are not yet available for use are tested for impairment annually. Any provision for impairment is charged to the profit or loss statement in the year concerned.

### **3.4 Capital Work in Progress:**

Capital work in progress consists of cost incurred for acquisition of new plant and machinery, civil structure, factory shed for warehouse etc. which were not ready for use till reporting date.

### **3.5 Inventories:**

As per IAS-2, Inventories comprises of Raw Materials, Raw Materials in transit, Packing Materials, Work in Progress, Finished Goods, Comber Noil, and Spare & Spare Parts in transit. Inventories are valued at the lower of cost and net realizable value. Cost comprises invoice value plus applicable handling charges. Net realizable value is based on estimated selling price less estimated cost to completion and selling expenses.

### **3.6 Employees' Benefit Scheme:**

#### **Provident Fund:**

The company has established an approved contributory provident fund scheme. A board of trustees wholly administers the fund. No part of the fund is included in the asset of the group.

#### **Gratuity Fund:**

The company establish funded (defined contribution) Gratuity plan and it is approved by NBR.

#### **Group Insurance:**

The group has two group insurance schemes for its permanent employees, premium for which is being charged to statement of profit or loss and other comprehensive income.

#### **Worker's Profit & Participation Fund:**

The company makes a regular allocation of 5% on net profit before tax to these funds and payment is made to the worker's as per provision of Labor Law 2006 chapter-15 (Amended-2018).

### **3.7 Revenue Recognition:**

As per IFRS-15, Revenue is recognized as control is passed, either over time or at a point in time an entity recognizes revenue over time if one of the following criteria is met: the customer simultaneously receives and consumes all of the benefits provided by the entity as the entity performs; the entity's performance creates or enhances an asset that the customer controls as the asset is created; or the entity's performance does not create an asset with an alternative use to the entity and the entity has an enforceable right to payment for performance completed to date.

Income refers to increases in economic benefits during the accounting period in the form of inflows or enhancements of assets or decreases of liabilities that result in an increase in equity, other than those relating to contributions from equity participants.



**3.8 Other Income:**

It is recognized on accrual basis.

**3.9 Foreign Currency Transactions:**

As per IAS-21 Transactions in Foreign Currencies are translated into BDT at the rate of exchange ruling on date of transaction. Monetary assets and liabilities expressed in foreign currencies are translated into BDT at the rate of exchange ruling at the date of Statement of Financial position.

**3.10 Borrowing Costs:**

As per IAS-23 Borrowing costs are recognized as expenses in the period in which they incurred and capitalized the same that incurred before commencement of commercial operation.

**3.11 Advances, Deposits and Prepayments**

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

Deposits are measured at payment value.

**3.12 Due to / Due from Sister Concerns:**

These represent balance amounts due to /from sister concerns which are derived from short term loan.

**3.13 Financial Instruments:**

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

**Receivables:**

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

**Payables:**

Trade Payables are stated at their nominal value.

**Due to / Due from Related Parties:**

Due to /due from related parties are stated at their nominal value.

**Investment in Subsidiary:**

This is initially stated at cost and subsequently at cost less impairment, if any.

**Cash and Cash Equivalents:**

Cash and cash equivalents comprises cash in hand, bank current accounts, other bank deposits free of encumbrance and having maturity dates of three months or less from respective dates of deposit.

**Borrowings:**

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

**Financial Risk Management:**

The company has exposures to the following risks its use of financial statements:

- Credit risk
- Liquidity risk
- Market risk

The Board of Directors has overall responsibility for the establishment and oversight of the company's risk management framework. The Board oversees how management monitors compliance with risk management policies and procedures, and reviews the adequacy of the risk management framework in relation to risks faced by the group. The Board is assisted in its oversight role by Audit Committee. Internal audit, under the purview of Audit Committee, undertakes both regular and adhoc reviews of risk management controls and procedures, the results of which are reported to the Audit Committee.

**Credit Risk:**

Credit risk is the risk of financial loss to the Company if a buyer or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the Company's receivable from customers and investment securities. The Company's sales are made to renowned RMG Exporting Company. Sales made to the entity are fully secured by Letters of Credit issued by local scheduled banks.

**Liquidity Risk:**

Liquidity risk is the risk that the Company will unable to meet its financial obligations as they fall due. The Company's approach to managing liquidity is to ensure, as far as possible, that it will always have sufficient liquidity to meet its liabilities when due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Company's reputation. In general, management ensures that it has sufficient cash and cash equivalent to meet expected operational expenses, including the servicing of financial obligation through preparation of the cash forecast, prepared based on time line of payment of the financial obligation and accordingly arrange for sufficient liquidity/fund to make the expected payment within due date. Moreover, the Company seeks to maintain short term lines of credit with scheduled commercial banks to ensure payment of obligations in the event that there is insufficient cash to make the required payment.

The requirement is determined in advance through cash flows projections and credit lines facilities with banks are negotiated accordingly.

Seeks to maintain a balance between the higher returns that might be possible with higher levels of borrowings and the advantages and security afforded by a sound capital position. The Board also monitors dividend trend to ordinary shareholders.

**Market Risk:**

Market Risk is the risk that changes in market prices such as foreign exchange rates and interest rates will affect the Company's income or the value of its holding of financial instruments. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimizing the return.

**Capital Risk Management:**

The Company's objectives when managing capital are to safeguard the Company's ability to continue as a going concern in order to provide returns for shareholders and benefits for other stakeholders and to maintain an optimal capital structure to reduce the cost of capital. The Board seeks to maintain a balance between the higher returns that might be possible with higher levels of borrowings and the advantages and security afforded by a sound capital position. The Board also monitors dividend trend to ordinary shareholders.

**Money Laundering:**

The company considers prevention of money laundering risk not only as a compliance requirement imposed by the law of the country but also as one of its ethical business values.

**3.14 Lease:**

As per IFRS- 16, the entity has no lease. So, there will be no implication regarding IFRS 16 in this financial year.

**3.15 Taxation:**

Income tax expense represents the sum of the tax currently payable and deferred tax.

**Current Tax:**

The tax currently payable is based on taxable profit for the year. Taxable profit differs from profit as reported in the statement of Profit or Loss and other Comprehensive Income because it excludes items of income or expenses that are taxable or deductible in other years and it further excludes items that are never taxable or deductible in other years and it further excludes items that are never taxable or deductible. The company's liability for current tax is calculated using tax rates that have been enacted on date of Statement of Financial Position.

**Deferred Tax:**

Deferred tax is recognized on differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit, and are accounted for using the balance sheet liability method. Deferred tax liabilities are generally recognized for all taxable temporary differences, and deferred tax assets are generally recognized for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilized.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset realized, based on tax rates (and tax laws) that have been enacted by the date of Statement of Financial Position.

**3.16 Contingent Liabilities and Assets:**

Current or possible obligations or assets arising from past events and whose existence is due to the occurrence or non-occurrence of one or more uncertain events which are not within the control of the company.

**3.17 Related Party Transaction:**

The objective of Related Party Disclosure IAS 24 is to ensure that an entity's financial statements contain the disclosures necessary to draw attention to the possibility that its financial position and profit or loss may have been affected by the existence of related parties and by transactions and outstanding balances with such parties.

Parties are considered to be related if one party has the ability to control the other party or to exercise significant influence or joint control over the other party in making financial and operating decisions.

The Company transacts with related parties and recognize as per IAS 24 'Related Party Disclosures'. Related party transactions have been disclosed under Note- 40.

**3.18 Segment Reporting:**

As per IFRS-8, as there is a single business and geographic segment within which the company operates as such no segment reporting is felt necessary.

**3.19 Earnings per Share:**

As per IAS-33, Basis Earning per Share (EPS) has been computed dividing the earnings attributable to the weighted average number of the ordinary shares during the year.

**3.20 Comparative Figure:**

The comparative figure has been regrouped, reclassified or modified from previously published interim and annual Financial Statements to facilitate any necessary presentational changes to conform to the current year's presentation.

Comparative information has been disclosed in respect of the previous year for all numerical information in the current financial statement. Narrative and descriptive information for comparative information have also been disclosed whenever it is relevant for understanding of current year's financial statements.

**3.21 Financial Year:**

For this year financial year means, 01 July 2024 to 30 June 2025.

**3.22 Events after the Reporting Period:**

As per IAS-10 "Events after the Reporting Period" are those events favorable and unfavorable, that occur between the end of the reporting period and the date when the financial statements are authorized for issue.

**3.23 General:**

Figures have been rounded off to the nearest taka, as it the reporting currency of these financials.

Particulars	30 June 2025 Taka	30 June 2024 Taka
<b>4. Property, Plant &amp; Equipment:</b>		
Details of Property, Plant & Equipment and Depreciation as at June 30, 2025 are shown in the annexed schedule-A. Depreciation for the year charged to Factory Overhead and Administrative Overhead. The break-up of the balances are depicted below:		
<b>A. Fixed Assets at Cost</b>		
Opening Balance	16,299,752,748	12,386,487,650
Addition during the Year	1,562,030,408	3,965,278,441
Sale/ Obsolete during the Year	(232,496,382)	(52,013,343)
<b>Closing Balance(Cost)</b>	<b>17,629,286,774</b>	<b>16,299,752,748</b>
<b>B. Accumulated Depreciation</b>		
Opening Balance	7,149,424,841	6,421,169,120
Charged during the Year	924,537,744	780,269,064
Adjustment for sale/Obsolete	(224,478,754)	(52,013,343)
	<b>7,849,483,831</b>	<b>7,149,424,841</b>
<b>Carrying Value (A-B)</b>	<b>9,779,802,943</b>	<b>9,150,327,907</b>
<b>5. Capital Work In Progress and In Transit:</b>		
Opening Balance	876,770,092	2,860,617,320
Addition during the Year	596,952,679	1,813,805,113
Transfer to Property, Plant & Equipment	(1,068,721,028)	(3,797,652,341)
<b>Closing Balance(Cost)</b>	<b>405,001,743</b>	<b>876,770,092</b>
a) The Capital work in progress includes Plant & Machinery (Tk 98.58 crore) and Civil Work (Tk/ 8.29 crore). This year it has been transferred to Non-current assets is completed and ready for use as per management intention.		
<b>6. Investment- Long Term (At Cost):</b>		
This represents investments in share of Square Texcom Ltd.		
Investment in share of Square Texcom Ltd.		
(4,330,502 shares of Tk. 100 each)	489,333,960	489,333,960
	<b>489,333,960</b>	<b>489,333,960</b>
Square Texcom Limited, a private limited company incorporated under Companies Act 1994. a subsidiary company of the company holding 99.88% shares.		
<b>7. Inventories:</b>		
<b>Stocks of Materials</b>		
Raw Materials	5,647,028,066	5,101,175,763
Raw Materials In Transit	126,488,736	102,868,830
Packing Materials	18,358,507	23,317,542
Work - In - Process	205,204,452	237,866,325
Finished Goods	253,730,210	181,681,758
	<b>6,250,809,971</b>	<b>5,646,910,218</b>
<b>Stocks of Spares</b>		
Spares at Store	312,611,950	287,182,309
Spares in Transit	4,660,807	6,908,506
	<b>317,272,757</b>	<b>294,090,815</b>
	<b>6,568,082,728</b>	<b>5,941,001,033</b>

The basis of valuation is stated in Note-3.5 carrying amount of inventories pledged as security.



Particulars	30 June 2025 Taka	30 June 2024 Taka
<b>8. Trade Receivables:</b>		
This represents invoice value of goods delivered to customer. This is considered good and collectible.		
Aging of the above balance is as follows:		
Below 60 days	2,990,507,157	2,692,671,907
Within 61-120 days	2,476,560,371	2,118,809,884
Above 120 days	1,040,409,578	937,065,196
	<b>6,507,477,106</b>	<b>5,748,546,987</b>
a) There was no amount due from the Directors (Including Managing Director), Managing Agent, Manager and other Officers of the Company and any of them severally or jointly with any other person.		
b) The carrying amount of Trade Debtors pledged as security.		
c) Trade Receivable is secured, considered as good and is falling due within one year.		
<b>9. Advances, Deposits &amp; Prepayments:</b>		
<b>Advance</b>	<b>595,453,811</b>	<b>401,130,226</b>
Income Tax (Note- 9.01)	248,817,875	191,379,345
Salary & PF Current account	9,019,000	10,532,000
Other Expenses and VAT	248,637,252	120,698,967
Suppliers & Contractor	88,979,684	78,519,914
<b>Deposits</b>	<b>234,306,163</b>	<b>191,310,363</b>
Security Deposit	185,829,488	178,391,241
Margin on Bank Guarantee	48,476,675	12,919,122
	<b>829,759,974</b>	<b>592,440,589</b>
<b>9.01 Advance Income Tax</b>		
<b>Opening Balance</b>	<b>191,379,345</b>	<b>184,534,629</b>
Addition During The Period	248,817,875	228,675,759
Adjustment during the period	(191,379,345)	(221,831,043)
<b>Closing Balance</b>	<b>248,817,875</b>	<b>191,379,345</b>
a) There was no amount due from the Directors (Including Managing Director), Managing Agent, Manager and other Officers of the Company and any of them severally or jointly with any other person.		
b) There was no amount was due by the associated undertaking.		
c) The advances & deposits considered good & recoverable.		
<b>10. Cash &amp; Cash Equivalents:</b>		
<b>a) Cash in hand</b>	<b>5,556,192</b>	<b>3,354,704</b>
<b>b) Cash at Bank:</b>	<b>366,619,607</b>	<b>411,041,390</b>
Standard Chartered Bank	228,840,841	178,263,683
HSBC Bank	23,436,235	90,855,449
Prime Bank PLC.	27,122,310	85,090,371
City Bank PLC.	25,515,562	34,138,677
Commercial Bank of Ceylon PLC.	44,464	44,809
Bank Alfalah	387,550	388,792
Janata Bank PLC.	24,352,109	7,401,131
Mutual Trust Bank PLC.	24,562,745	6,708,178
Dutch Bangla Bank PLC.	7,129,404	882,113
Pubali Bank PLC.	5,228,387	7,268,187
	<b>372,175,799</b>	<b>414,396,094</b>

Foreign currency account balances have been converted to Taka at the ruling rate at the reporting date.

Particulars	30 June 2025 Taka	30 June 2024 Taka
<b>11. Share Capital:</b>		
<b>Authorized:</b>	<b>3,000,000,000</b>	<b>3,000,000,000</b>
300,000,000 Ordinary Shares of Tk. 10.00 each		
<b>Issued, Subscribed and Paid up:</b>		
(197,252,000 Ordinary Shares of Tk. 10.00 each fully Paid up)	1,972,520,000	1,972,520,000
	<b>1,972,520,000</b>	<b>1,972,520,000</b>
Position of Shareholding is given in Annexure- II		
<b>12. Retained Earnings:</b>		
Opening Balance	7,616,161,769	7,125,982,121
Add: Net income during the Year	1,273,063,165	1,081,935,648
Less: Cash Dividend paid during the Year	(631,206,400)	(591,756,000)
	<b>8,258,018,534</b>	<b>7,616,161,769</b>
<b>13. Long Term Borrowings (Secured):</b>		
Standard Chartered Bank	2,851,190,476	1,927,380,952
City Bank PLC.	1,725,093,969	1,000,000,000
Dutch Bangla Bank PLC.	615,619,862	921,191,007
Infrastructure Development Company (IDCOL)	117,567,185	120,169,379
Less: Current Portion of Long Term Borrowings	(1,406,013,577)	(941,506,672)
	<b>3,903,457,915</b>	<b>3,027,234,666</b>
<b>14. Deferred Tax Liability:</b>		
Opening Balance	240,362,656	243,163,333
Deferred Tax Expenses (Income)	(57,961,648)	(2,800,677)
<b>Closing Balance</b>	<b>182,401,008</b>	<b>240,362,656</b>
This represents tax liability payable in future due to accumulated taxable temporary differences (Above deferred tax balance create only from difference between accounting basis depreciation and tax basis depreciation on fixed assets).we don't have any other assets or liabilities except fixed assets for provision of Deferred Tax liabilities to present in details form for unused tax losses and unused tax credits.		
<b>a) Deferred Tax Liability is arrived at as follows:</b>		
Carrying Value of Depreciable Fixed Assets	9,090,793,526	8,468,157,502
Less: Tax Base Carrying Value	(7,570,785,130)	(6,865,739,794)
<b>Taxable Temporary Difference</b>	<b>1,520,008,396</b>	<b>1,602,417,708</b>
Tax Rate	12.00%	15.00%
<b>Closing Deferred Tax Liability</b>	<b>182,401,008</b>	<b>240,362,656</b>
Less: Opening Deferred Tax Liability	(240,362,656)	(243,163,333)
<b>Deferred Tax (Income) / Expense</b>	<b>(57,961,648)</b>	<b>(2,800,677)</b>
<b>15. Short Term Bank Loan (Secured):</b>		
Revolving Loan	1,500,000,000	1,095,000,000
EDF & UPAS	7,036,438,160	7,711,860,618
Current Portion of Long Term Borrowings	1,406,013,577	941,506,672
	<b>9,942,451,737</b>	<b>9,748,367,290</b>
These short term loans are secured against hypothecation of Stock and Accounts Receivable.		
<b>16. Creditors &amp; Other Payables:</b>		
Payable for Audit Fees	805,000	805,000
Provision for Utility Bill	101,138,881	79,530,839
Provision for Salary & Allowances	5,926,542	5,220,699
Others	8,921,629	6,812,535
	<b>116,792,052</b>	<b>92,369,073</b>
This represents amount payable to regular suppliers of packing materials, utilities, and other services rendered to the company. All suppliers were paid on a regular basis.		

Particulars	30 June 2025 Taka	30 June 2024 Taka
<b>17. Liabilities for Others Finance:</b>		
PF, WPPF & Other Fund	70,887,060	63,738,771
Provision for Gratuity (Note: 17.01)	-	-
Others	255,421,050	189,558,177
	<b>326,308,110</b>	<b>253,296,948</b>
<b>17.01. Provision for Gratuity:</b>		
Opening Balance	-	-
Provision made for the period	9,152,198	24,963,495
Payment made during the period	(9,152,198)	(24,963,495)
<b>Closing Balance</b>	<b>-</b>	<b>-</b>
<b>18. Unclaimed Dividend:</b>		
Opening Balance	10,374,894	8,294,240
Addition During The Year	631,206,400	591,756,000
Paid During The Year	(628,322,407)	(589,675,346)
<b>Closing Balance</b>	<b>13,258,887</b>	<b>10,374,894</b>
<b>* Year-wise Unclaimed Dividend:</b>		
Year: 2020-21	-	2,660,810
Year: 2021-22	3,807,349	3,896,824
Year: 2022-23	3,669,369	3,817,260
Year: 2023-24	5,782,169	-
<b>Total Balance</b>	<b>13,258,887</b>	<b>10,374,894</b>
<b>19. Provision for Income Tax:</b>		
Opening Balance	252,129,366	281,740,876
Adjustment with Advance Tax	(189,613,436)	(221,831,043)
Provision made for the period (Note: 19.01)	173,910,080	192,219,533
<b>Closing Balance</b>	<b>236,426,010</b>	<b>252,129,366</b>
<b>19.01 Provision made for the period</b>		
A) Net Current Tax Liability on Profit Basis	179,589,920	194,888,576
B) Tax Liability on Sales Revenue Basis	120,954,497	75,781,335
C) Advance Income Tax (Source Tax) Paid Under ITO-1984	248,817,875	191,379,345
Higher Amount of Tax Under Above Calculation (A:B)	<b>179,589,920</b>	<b>194,888,576</b>
Adjustment of Short/ (Excess) provision for Prior period	(5,679,840)	(2,669,043)
<b>Income Tax Provision for the period</b>	<b>173,910,080</b>	<b>192,219,533</b>
<b>A) Net Current Tax Liability on Profit Basis:</b>		
Profit Before Tax	1,389,011,597	1,271,354,504
Less: Non-Operating Income	28,756,299	18,462,977
<b>Net Operating Income Before Tax</b>	<b>1,360,255,298</b>	<b>1,252,891,527</b>
Tax Rate on Net Operating Income Before Tax (as per NBR)	12.00%	15.00%
Tax Rate on Non-Operating Income (as per NBR)	22.50%	22.50%
Income Tax Liability on Operating Profit	163,230,636	187,933,729
Add: Tax Liability on Non-Operating Income	6,470,167	4,154,170
<b>Total Tax Liability on Profit</b>	<b>169,700,803</b>	<b>192,087,899</b>
Adjustment of Deferred Tax Asset / (Liability)	9,889,117	2,800,677
<b>Net Current Tax Liability on Profit Basis</b>	<b>179,589,920</b>	<b>194,888,576</b>
<b>B) Tax Liability on Sales Revenue Basis:</b>		

Particulars	30 June 2025 Taka	30 June 2024 Taka
i) Minimum Tax Rate on Sales Revenue Under ITA-2023	1.00%	0.60%
ii) Applicable For Textiles Business as Per NBR (1.00%/22.50%*12%)	0.53%	0.40%
Sales Revenue and Other Income	22,678,968,189	18,945,333,771
<b>Minimum Tax Amount on Sales Revenue</b>	<b>120,954,497</b>	<b>75,781,335</b>
<b>C) Advance Income Tax (Source Tax) Paid Under ITA-2023:</b>	<b>248,817,875</b>	<b>191,379,345</b>

Since the applicable tax on Profit before tax (Tk. 179,589,920) is higher than the minimum Tax on Revenue under ITA-2023 (Tk. 120,954,497), so the higher is provided as Tax Expense for the period ended June 30, 2025.

**Calculation of Effective Tax Rate:**

Current Income Tax Expenses	173,910,080	192,219,533
Deferred Tax Asset/ (Liability)	(9,889,117)	(2,800,677)
<b>Total Tax Expenses</b>	<b>164,020,963</b>	<b>189,418,856</b>
Effective Tax Rate (Total Tax Expenses / Profit Before Tax)	<b>11.81%</b>	<b>14.90%</b>

Particulars	2024-2025 Taka	2023-2024 Taka
<b>20. Sales Revenue:</b>		
Sales Comprises the following:		
<b>In Quantity (KG)</b>		
Opening Stock	554,097	639,115
Production during the Year	61,316,551	52,341,364
<b>Available for Sale</b>	<b>61,870,648</b>	<b>52,980,479</b>
Closing Stock	(873,727)	(554,097)
<b>Sales during the year</b>	<b>60,996,921</b>	<b>52,426,382</b>
(To be accounted for as follows)		
<b>Sales Accounted as follows:</b>		
Export Sale of Yarns	60,996,921	52,426,382
	<b>60,996,921</b>	<b>52,426,382</b>
<b>In Taka</b>		
Export Sale of Yarns	22,650,211,890	18,926,870,794
	<b>22,650,211,890</b>	<b>18,926,870,794</b>

During the period sales increased by BDT 372.33 (19.67%) crore due to increased of yarn production from extension project at Habiganj and some BMRE as well as increased of yarn price.

<b>21. Cost of Goods Sold:</b>		
Raw Materials Consumed (Note-21.01)	14,805,890,746	12,266,549,586
Packing Materials Consumed (Note-21.02)	227,984,436	195,183,911
Factory Overhead (Note- 21.03)	4,623,183,813	4,180,855,669
<b>Cost of Goods Manufacturing</b>	<b>19,657,058,995</b>	<b>16,642,589,166</b>
Work-In-Process (Opening)	237,866,325	198,222,447
Work-In-Progress (Closing)	(205,204,452)	(237,866,325)
<b>Cost of Production</b>	<b>19,689,720,868</b>	<b>16,602,945,288</b>
Finished Goods (Opening)	181,681,758	172,850,750
Finished Goods (Closing)	(253,730,210)	(181,681,758)
<b>Cost of Goods Sold</b>	<b>19,617,672,416</b>	<b>16,594,114,280</b>



Particulars	2024-2025 Taka	2023-2024 Taka
<b>21.01 Raw Materials Consumed:</b>		
<b>In Quantity(KG)</b>		
Opening Stock	21,785,098	12,763,940
Purchase during the year	68,469,794	64,182,338
<b>Raw Materials Available for Consumption</b>	<b>90,254,892</b>	<b>76,946,278</b>
Closing Stock	(24,391,112)	(21,785,098)
<b>Raw Materials Consumed</b>	<b>Kg. 65,863,780</b>	<b>55,161,180</b>
<b>In Taka</b>		
Opening Stock	5,101,175,763	3,142,303,957
Purchase during the year	15,351,743,049	14,225,421,392
<b>Raw Materials Available for Consumption</b>	<b>20,452,918,812</b>	<b>17,367,725,349</b>
Closing Stock	(5,647,028,066)	(5,101,175,763)
<b>Raw Materials Consumed</b>	<b>Tk. 14,805,890,746</b>	<b>12,266,549,586</b>
<b>Consumption Ratio on Purchase</b>	<b>96.44%</b>	<b>86.23%</b>
<b>21.02 Packing Materials Consumed:</b>		
Opening Stock	23,317,542	25,289,129
Purchase during the year	223,025,401	193,212,324
<b>Available for production</b>	<b>246,342,943</b>	<b>218,501,453</b>
Closing Stock	(18,358,507)	(23,317,542)
<b>Packing Materials Consumed</b>	<b>Tk. 227,984,436</b>	<b>195,183,911</b>
<b>Consumption Ratio on Purchase</b>	<b>102.22%</b>	<b>101.02%</b>
<b>21.03 Factory Overhead:</b>		
Factory Wages, Salary & Allowances	1,293,570,327	1,080,835,238
Travelling & Conveyance	622,813	388,790
Overseas Travelling	1,678,565	1,513,502
Recruitment & Training Expenses	171,103	132,793
Printing Expenses	779,580	611,424
Stationery Expenses	1,977,168	1,859,878
Software & Hardware Support Expenses	5,579,685	3,171,692
Production Workers' Free Lunch	7,026,424	5,809,356
Uniform & Liveries	489,498	453,710
Fuel, Petrol, Light, Diesel etc.	336,539,112	309,708,624
Electricity, Gas & Water	1,507,646,706	1,502,175,014
Factory Consumable Expense	83,288,534	71,003,662
Medical Expenses	3,029,537	1,905,581
Repairs & Maintenance of Vehicles	26,789,276	23,622,137
Papers, Books and Periodicals	11,338	12,120
Industrial All Risk Insurance Premium	25,750,314	25,423,992
Postage, Telephone, Fax & Telex	948,768	532,951
Govt.Tax, VAT & License Fees	5,256,777	3,957,270
Security Services	42,447,398	34,846,129
Spare Parts - Machinery	362,342,687	339,827,968
Group Insurance	1,641,160	1,536,566
Depreciation (Schedule-A)	915,597,043	771,527,272
<b>Total</b>	<b>Tk. 4,623,183,813</b>	<b>4,180,855,669</b>

Factory Wages, Salary & Allowances increased significantly (Tk 21.27 crore or 19.68%) due increase of Wages Scale of Textiles sector under Labour Law as well as increased of manpower capacity in extension project at Habiganj.

Particulars	2024-2025 Taka	2023-2024 Taka
<b>22. Administrative Overhead:</b>		
Salary and Allowances	123,827,648	122,044,604
Directors' Remuneration	65,894,400	63,592,500
Independent Directors' Honorarium	600,000	300,000
Travelling & Conveyance	847,014	940,778
Overseas Travelling	18,013,098	8,437,720
Recruitment & Training Expenses	216,400	297,304
Head Office Employees' Free Lunch	3,382,947	3,368,588
Uniform & Liveries	124,800	87,960
Printing Expenses	312,402	280,943
Stationery Expenses	607,099	523,732
Software & Hardware Support Expenses	3,436,266	3,294,723
Postage, Telephone, Fax & Telex	571,508	405,121
Electricity, Gas & Water	2,742,715	3,272,847
Office Consumable Expense	1,527,662	1,475,590
Rental Expenses	16,116,720	19,311,573
Vehicles Running & Maintenance	10,472,792	9,952,895
Medical Expenses	760,794	842,332
Group Insurance	540,845	514,724
Bank Charges & Commission	5,386,209	4,910,546
Fees & Subscription	9,443,019	15,880,971
Security Service	4,993,098	3,895,476
Govt. Tax, Stamp Duty & Licence Fees	3,972,901	4,641,064
Annual General Meeting Expenses	1,457,875	1,079,552
Audit Fees	1,024,823	1,052,250
Loss on Disposal on Assets	2,287,628	-
Depreciation (Schedule-A)	8,940,701	8,741,792
<b>Total</b>	<b>Tk. 287,501,364</b>	<b>279,145,585</b>
a) Audit Fees represent auditors' remuneration for audit of the Company's Financial Statements for the Year ended.		
b) The Rental Expenses incurred to use 6 floor spaces for office with two "one-year cancellable" (both parties three months notice period) contracts. The Contracts don't offer any buying option or any assurance of post use minimum market price for the used floors. Considering exemptions allowed in IFRS-16 (Shorter contract tenor and small amount of rental expenses) the rental agreements not considered as finance lease.		
c) Directors' Remuneration is not included the Member Director of "Audit Committee" and "Nomination & Remuneration Committee"		
<b>23. Selling &amp; Distribution Overhead:</b>		
Export Sale Expenses	28,160,989	24,283,588
Loading & Unloading	7,506,908	6,597,732
<b>Total</b>	<b>Tk. 35,667,897</b>	<b>30,881,320</b>
<b>24. Finance Cost:</b>		
Interest on Deferred LC Loan	598,069,097	467,696,635
Interest on OD	49,016	149
Interest on Short Term Loan	165,709,664	141,434,725
Interest on Long Term Loan	515,836,558	97,138,848
	<b>Tk. 1,279,664,335</b>	<b>706,270,357</b>

Finance cost increased significantly (Tk 57.34 crore or 81.19%) due to increased of interest rate on loan financing as well as increased of loan amount for investment in extension project at Habiganj.

Interest expenses is derived from Long Term Loan, Short Term Loan and is recognized on an accrual basis. The finance cost includes no interest on any sort of borrowing from directors including managing director and managers.

Particulars	2024-2025 Taka	2023-2024 Taka
<b>25. Non-Operating Income:</b>		
Interest Income	15,237,636	455,464
Cash Incentive	-	473,200
Forfeited Provident Fund	2,498,406	1,654,255
Gain on Disposal of Assets	-	5,950,000
Forex Exchange Rate Fluctuation Gain/ (Loss)	11,020,257	9,930,058
<b>Tk.</b>	<b>28,756,299</b>	<b>18,462,977</b>
* P.F Forfeiture amount represents the amount forfeited from Employees Provident Fund and returned to the company as per guideline of FRC.		
<b>26. Allocation for W.P.P.F &amp; W.F:</b>	<b>69,450,580</b>	<b>63,567,725</b>
This represents 5% of Net Income before Tax after charging the allocation as per provisions of the Companies Profit under Labour Act 2006 (Amended in 2018).		
<b>27. Provision for Income Tax for the Year:</b>	<b>173,910,080</b>	<b>192,219,533</b>
This represents estimated Income Tax on Net Income for the Year and adjustment any short/excess provision for prior years.		
<b>28. Earnings Per Share (EPS):</b>		
Earning attributable to Ordinary Shares including other income	<b>Tk. 1,273,063,165</b>	1,081,935,648
Number of Ordinary shares	197,252,000	197,252,000
<b>Earnings Per Share</b>	<b>Tk. 6.45</b>	<b>5.49</b>
<b>29. Net Asset Value (NAV) Per Share:</b>		
Equity Attributable to the Owners of the Company	<b>Tk. 10,230,538,534</b>	9,588,681,769
Number of Ordinary shares	197,252,000	197,252,000
<b>Net Asset Value (NAV) Per Share</b>	<b>Tk. 51.87</b>	<b>48.61</b>
<b>30. Net Operating Cash flows per Share (NOCFPS):</b>		
Net Cash Generated (Used in) from Operating Activities	618,041,083	(2,349,366,649)
Number of Ordinary shares	197,252,000	197,252,000
<b>Net Operating Cash flows per Share (NOCFPS)</b>	<b>3.13</b>	<b>(11.91)</b>
<b>31. Reconciliation of Net Profit with Cash Flows from Operating Activities:</b>		
<b>Profit After Tax</b>	<b>1,273,063,165</b>	<b>1,081,935,648</b>
Adjustment to reconcile net profit to net cash provided by operating activities :		
<b>Non-cash Expenses:</b>	<b>884,290,704</b>	<b>1,000,259,757</b>
Depreciation	924,537,744	780,269,064
Deferred Tax	(57,961,648)	(2,800,677)
Net effect of foreign currency translation	17,714,608	222,791,370
<b>Non-Operating Items:</b>	<b>2,287,628</b>	<b>(5,950,000)</b>
(Gain)/Loss on Disposal of Assets	2,287,628	(5,950,000)

Particulars	2024-2025 Taka	2023-2024 Taka
<b>Changes in working Capital:</b>	<b>(1,541,600,414)</b>	<b>(4,425,612,054)</b>
(Increase)/Decrease in Inventories	(627,081,695)	(2,135,657,381)
(Increase)/Decrease in Accounts Receivable	(758,930,119)	(2,230,219,710)
(Increase)/Decrease in Advances, Deposits & Prepayments	(237,319,385)	(80,250,903)
Increase/(Decrease) in Creditors & Other Payables	24,422,979	3,814,743
Increase/(Decrease) in Liabilities for Other Finance	73,011,162	46,312,707
Increase/(Decrease) in Income Tax Payable	(15,703,356)	(29,611,510)
<b>Net Cash Generated (Used in) from Operating Activities</b>	<b>618,041,083</b>	<b>(2,349,366,649)</b>
<b>32. Number of Employees:</b>		
<b>No. of Employees:</b>		
Below Tk. 120,012.00 p.a	-	-
Tk. 120,012.00 and Above	4,757	4,753
	<b>4,757</b>	<b>4,753</b>
<b>Amount in Taka</b>		
Below Tk. 120,012.00 p.a	-	-
Tk. 120,012.00 and Above	1,417,397,975	1,202,879,842
	<b>1,417,397,975</b>	<b>1,202,879,842</b>
There is no Salary/Wages/Remuneration below Tk.10,001/- per month with w.e.f March-2024.		
<b>33. Key Management Personnel Compensation:</b>		
During the year, the amount of compensation paid to Key Management Personnel including Board of Directors is as under (As para 17 of IAS 24):		
Short Term Employee Benefits	106,132,822	109,626,294
Post Employment Benefits	1,570,980	18,601,500
Other Long Term Benefits	-	-
Termination Benefits	-	-
Share Based Payment	-	-
<b>34. Capital Expenditure Commitment:</b>		
Contract for capital expenditure are being executed by the Contractors and running bills are accounted for, but the unfinished contracts has not been reflected in this Financial Statements.		
<b>35. Claim Acknowledgement:</b>		
There was no claim against the Company not acknowledged as debt as on June 30, 2025.		
<b>36. Contingent Liability:</b>		
Contingent liabilities at the Balance Sheet date are as follows;		
<b>36.1 Guarantee Issued by Bank in favor of Vendor (Utility, Insurance etc):</b>		
Standard Chartered Bank	5,316,582	7,582,032
HSBC Bank	4,011,670	4,011,670
Prime Bank PLC.	146,766,537	135,398,668
City Bank PLC.	102,575,901	96,000,205
Bank Alfalah	17,138,808	17,409,336
<b>Total</b>	<b>275,809,498</b>	<b>260,401,911</b>



Particulars	2024-2025 Taka	2023-2024 Taka
<b>36.2 Contingent Liability under Import LC:</b>		
Standard Chartered Bank	895,665,612	452,439,782
HSBC Bank	624,014,076	926,882,746
Prime Bank PLC.	603,274,128	277,966,191
City Bank PLC.	459,045,860	734,735,343
<b>Total</b>	<b>2,581,999,676</b>	<b>2,392,024,062</b>
<b>37. Production Capacity and Utilization:</b>		
<b>Capacity Installed:</b>		
No. of Spindles Installed	173,950	173,950
No. of Rotor Heads Installed	5,192	5,192
No. of Vortex Heads Installed	3,168	3,168
<b>Capacity Utilised:</b>		
No. of Spindles Operated	173,950	173,950
No. of Rotor Heads Operated	5,192	5,192
No. of Vortex Heads Operated	3,168	3,168
<b>Production Target (In Kg):</b>		
-At Equivalent 30s Count (Ring Yarn)	29,787,436	25,138,192
- At Equivalent 14s Count (O/E Yarn)	13,568,427	12,694,523
- At Equivalent 30s Count (Vortex Yarn)	11,342,657	10,963,241
	<b>54,698,520</b>	<b>48,795,956</b>
<b>Actual Production (In Kg):</b>		
-At Equivalent 30s Count (Ring Yarn)	28,007,220	23,600,554
- At Equivalent 14s Count (O/E Yarn)	12,838,866	11,938,261
- At Equivalent 30s Count (Vortex Yarn)	10,754,239	10,285,872
	<b>51,600,325</b>	<b>45,824,687</b>
During the last few years we had to face hard competition in the national & international market. To cope with the situation we have adopted multiple product mix to attain high margin as strategy of value addition through product differentiation. Hence, we have restated the production capacity installation criterion and actual production quantity to make them (The production data) equivalent & comparable.		
<b>38 Dividend Paid to the Shareholders:</b>		
During the year under review total cash dividend amounting to Tk. 631,206,400/- has been paid to the shareholders.		
<b>39. Credit Facility:</b>		
There was no credit facility available to the Company under any contract other than bank credit facility and trade credit available in the ordinary course of business.		
<b>40. Related Party Transaction:</b>		
During the year, the Company carried out a number of transactions with related parties in the normal course of business and on an arms' length basis. The name of related parties, nature of relationship and their total value have been set out in accordance with the provisions of IAS 24 : Related Party Disclosure.		
<b>Transaction with Sqaure Pharmaceuticals PLC. (SPL):</b>		
Opening Balance	-	-
Total Paid	9,425,550,000	5,466,850,000
Total Received	(9,425,550,000)	(5,466,850,000)
<b>Closing Balance- Receivable/ (Payable)</b>	<b>-</b>	<b>-</b>

Particulars	2024-2025 Taka	2023-2024 Taka
<b>Transaction with Aegis Services Ltd. (ASL):</b>		
Opening Balance	-	(31,816)
Total Service Received	(46,931,294)	(47,716,424)
Total Paid	46,931,294	47,748,240
<b>Closing Balance- Receivable/ (Payable)</b>	<b>-</b>	<b>-</b>
<b>Transaction with Square Informatix Ltd. (SIL):</b>		
Opening Balance	-	-
Total Service Received	(5,882,202)	(3,974,767)
Total Paid	5,882,202	3,974,767
<b>Closing Balance- Receivable/ (Payable)</b>	<b>-</b>	<b>-</b>
<b>Transaction with Square Hospitals Ltd. (SHL):</b>		
Opening Balance	-	(255,477)
Total Service Received	(2,525,142)	(2,608,593)
Total Paid	2,525,142	2,864,070
<b>Closing Balance- Receivable/ (Payable)</b>	<b>-</b>	<b>-</b>
<b>Transaction with Square Fashions Ltd. (SFL):</b>		
Opening Balance	556,785,609	303,080,480
Total Goods Delivered	1,513,149,956	1,595,588,644
Total Received	(1,711,401,317)	(1,341,883,515)
<b>Closing Balance- Receivable/ (Payable)</b>	<b>358,534,248</b>	<b>556,785,609</b>
<b>Transaction with Square Denims Ltd. (SDL):</b>		
Opening Balance	770,974,557	269,349,031
Total Goods Delivered	3,273,759,920	2,248,397,156
Total Received	(3,236,669,185)	(1,746,771,630)
<b>Closing Balance- Receivable/ (Payable)</b>	<b>808,065,292</b>	<b>770,974,557</b>
<b>Transaction with Square Apparels Ltd. (SAPL):</b>		
Opening Balance	96,067,177	71,756,814
Total Goods Delivered	884,332,483	589,034,347
Total Received	(774,761,032)	(564,723,984)
<b>Closing Balance- Receivable/ (Payable)</b>	<b>205,638,628</b>	<b>96,067,177</b>

**41. Event after Balance sheet date:**

- 41.01** The Board of Directors in it's meeting held on October 21, 2025 approved the financial statements for the year ended June 30, 2025. The Board of Directors also authorised the same for issue.
- 41.02** The Board of Directors of SQUARE Textiles PLC. as it's board meeting held on October 21, 2025 has recommended @ 32.00% cash dividend {i.e. Tk. 3.20 (Tk Three and Twenty Paise) per share} for the year ended June 30, 2025. These dividends are subject to the approval by the shareholders at the forthcoming Annual General Meeting of the company. The total amount of Proposed Cash Dividend for the year 2024-25 is calculated at Tk. 631,206,400/-
- 41.03** Except above no other significant event occurred till the date of signing the financial statements.

# SQUARE TEXTILES PLC.

## SCHEDULE OF PROPERTY, PLANT & EQUIPMENT As at June 30, 2025

**Schedule-A**  
Amount in Taka

Particulars	Cost			Depreciation			W.D.V As At 30th June-2025
	At 01st July 2024	During the Period		At 01st July 2024	During the Period		
		Additions	Sales/ Obsoletes		Charged	Adjustments	
Factory:							
Land & Land Development	682,170,407	6,839,010	-	-	-	-	689,009,417
Building-Factory & Utility	1,951,936,860	-	-	708,317,308	87,162,157	-	1,156,457,395
Building-Others	386,294,294	180,361,798	-	278,840,320	18,337,217	-	269,478,555
Sheds	23,844,705	18,446,817	-	19,065,484	4,036,825	-	19,189,213
Plant & Machinery	11,848,411,889	1,205,753,456	(219,518,255)	5,406,107,970	665,044,879	(212,221,830)	6,975,716,071
Laboratory Equipment	122,793,931	30,230,949	(235,249)	44,122,304	19,839,931	(54,879)	88,882,275
Electrical Installation	816,624,074	12,513,750	-	381,251,365	80,072,630	-	367,813,829
Gas Line Installation	43,678,531	-	-	34,813,573	2,087,291	-	6,777,667
Motor Vehicles	190,532,192	36,518,953	(4,932,482)	129,032,580	20,103,619	(4,932,482)	77,914,946
Office Equipment	25,534,339	3,357,519	(57,742)	21,444,983	1,617,288	(57,742)	5,829,587
Furniture & Fixture	15,960,717	1,123,190	-	15,470,952	321,479	-	1,291,476
Computer	4,385,423	853,000	-	4,077,938	186,772	-	973,713
Hardware & Software	-	-	-	-	-	-	-
Boundary Wall	57,278,209	1,612,220	-	31,747,308	3,499,801	-	23,643,320
Deep Tube-Well	2,730,800	-	-	2,703,076	5,837	-	21,887
Safety & Security Equipment	17,205,322	-	-	2,409,751	997,454	-	13,798,117
Communication and Network Equipment	7,007,669	-	-	6,576,691	163,204	-	267,774
Other Assets	52,120,234	58,189,152	-	33,505,157	12,120,659	-	64,683,570
Sub Total- Factory	16,248,509,596	1,555,799,814	(224,743,728)	7,119,486,760	915,597,043	(217,266,933)	9,761,748,812
Head Office:							
Motor Vehicles	46,377,071	4,450,000	(7,752,654)	27,559,887	8,039,494	(7,211,821)	14,686,857
Office Equipment	1,243,447	572,778	-	332,729	251,936	-	1,231,560
Furniture & Fixture	940,320	23,616	-	47,016	191,213	-	725,707
Computer	382,314	1,184,200	-	300,832	129,487	-	1,136,195
Hardware & Software	2,300,000	-	-	1,697,617	328,571	-	273,812
Sub Total- Head Office	51,243,152	6,230,594	(7,752,654)	29,938,081	8,940,701	(7,211,821)	18,054,131
Total as at 30 June 2025							
	16,299,752,748	1,562,030,408	(232,496,382)	7,149,424,841	924,537,744	(224,478,754)	9,779,802,943
Total as at 30 June 2024							
	12,386,487,650	3,965,278,441	(52,013,343)	16,299,752,748	6,421,169,120	(52,013,343)	7,149,424,841
					780,269,064		9,150,327,907

# SQUARE TEXTILES PLC.

## Position on Shareholding

As at 30 June 2025

### Position of shareholding of ordinary shares as at 30 June 2025

SL. No.	Shareholder's Group	Number of Shares	% of Holding 2024-2025	Number of Shares	% of Holding 2023-2024
1	Sponsors	121,959,707	61.83	121,959,707	61.83
2	Foreign Investors	5,421,273	2.75	5,421,273	2.75
3	Financial and other Institutions	46,870,360	23.76	44,209,167	22.41
4	General Public	23,000,660	11.66	25,661,853	13.01
<b>Total</b>		<b>197,252,000</b>	<b>100.00</b>	<b>197,252,000</b>	<b>100.00</b>

### Distribution schedule of each class of equity security setting out the number of holders and percentage as on 30 June 2025:

SL.	Range of Holdings	As per Folio		As per BO ID		%	Total Share Holding
		No. of Holders	Holdings	No. of Holders	Holdings		
1	Less than 500 shares	3,513	283,271	7,173	897,645	0.60%	1,180,916
2	500 to 5,000 shares	239	269,292	3,254	5,089,233	2.72%	5,358,525
3	5001 to 10,000 shares	6	43,045	363	2,677,748	1.38%	2,720,793
4	10,001 to 20,000 shares	3	40,701	175	2,558,816	1.32%	2,599,517
5	20,001 to 30,000 shares	1	25,820	54	1,360,369	0.70%	1,386,189
6	30,001 to 40,000 shares	2	74,287	33	1,146,015	0.62%	1,220,302
7	40,001 to 50,000 shares	3	144,849	27	1,284,466	0.72%	1,429,315
8	50,001 to 100,000 shares	3	208,598	36	2,600,935	1.42%	2,809,533
9	100,001 to 1,000,000 shares	6	3,321,345	49	16,229,580	9.91%	19,550,925
10	Over 1,000,000 shares	7	61,895,160	10	97,100,825	80.61%	158,995,985
	<b>Total</b>	<b>3,783</b>	<b>66,306,368</b>	<b>11,174</b>	<b>130,945,632</b>	<b>100%</b>	<b>197,252,000</b>



# Reports and Financial Statement

Year Ended June, 2025

## SUBSIDIARY

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# Directors' Report

## Square Texcom Ltd.

To the Members  
for the year ended  
30 June, 2025

I have the pleasure on behalf of the Board of Directors submitting to you its Report along with its audited accounts containing the Statement of Financial Position as of June 30, 2025, Statement of Profit or loss and other Comprehensive Income, Changes in Equity and Cash Flows for the year ended June 30, 2025, and the Auditor's Report thereon in terms of the provisions of section 184 of the Companies Act 1994 and IAS codes:

### Market Operation

Square Texcom Ltd., in line with Square Textiles PLC, maintains a 100% export-based operation in keeping with the Group's strategic focus on export-driven growth.

### Shareholding

The Company has issued a total of 43,35,502 shares of Tk. 100 each. The present shareholding pattern of the company is as follows:

Name of the Shareholders	Shareholding (shares)	(%)
Mr. Samuel S Chowdhury	1,250	0.03
Mr. Tapan Chowdhury	1,250	0.03
Mr. Anjan Chowdhury	1,250	0.03
Mrs. Ratna Patra	1,250	0.03
M/s Square Textiles PLC.	43,30,502	99.88
Total -	43,35,502	100.00

On the basis of the above shareholdings, Square Texcom Ltd. has the status of a subsidiary of Square Textiles PLC.

### Board of Directors

The Board of Directors of the Company comprises the following members:

Mr. Samuel S Chowdhury	Chairman
Mrs. Ratna Patra	Vice-Chairman
Mr. Anjan Chowdhury	Managing Director
Mr. Tapan Chowdhury	Director
Mr. Abul Kalam Azad	Director
(Nominee of Square Textiles PLC.)	

### Operational Result

The operational performance during the years 2024-2025, along with a comparison with 2023-2024, is as follows:

Particulars	Taka in million		
	2024-25	2023-24	↑↓ %
Turnover	2,051.14	1,978.95	3.65
Gross Profit	263.41	174.02	51.37
Operation Profit	244.93	148.56	64.87
Net Profit (AT)	155.76	79.92	94.90
Gross Margin (%)	12.84	8.79	46.08
Net Margin (AT) (%)	7.59	4.04	87.87
EPS (Tk)	35.93	18.43	94.95

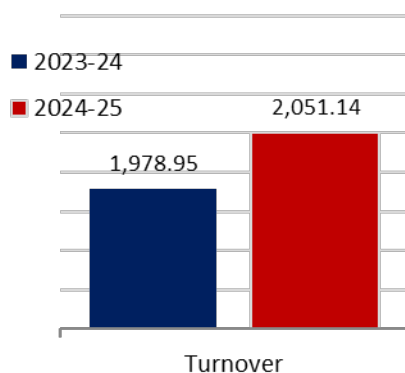
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The above reveals that the Turnover, Gross Profit and Net Profit (AT) increased by 3.65%, 51.37% and 94.89% respectively during the year under review.

The Company achieved positive financial results in 2024-2025, driven by a 163 ton increase in yarn production from the BMRE project, a decrease in raw material costs, energy and diesel costs.

To the Members  
for the year ended  
30 June, 2025

**Directors' Report**  
Square Texcom Ltd.



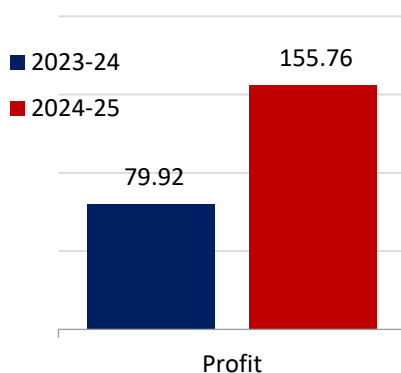
### Capital Expenditure

A contract for capital expenditure is being executed by the Contractors and running bills are accounted for, but the unfinished contracts have not been reflected in these Financial Statements.

### Appropriation of Profit

The Board of Directors decided to transfer the entire profit to the General Reserve for ploughing back in the long-term interest of the shareholders.

As such, the Board of Directors did not recommend the declaration of any dividend for the year 2024-2025.



### Financial Position

The Statement of Financial Position as on 30 June, 2025, Statement of Profit or Loss and other Comprehensive Income, Changes in Equity and Cash Flows ended at 30 June, 2025 are placed herewith.

### Appointment of Auditors

M/s. Chowdhury Bhattacharjee & Co., Chartered Accountants, Auditors of the Company, retire at this Annual General Meeting and being eligible, have offered themselves for appointment as Auditors for the year 2025-2026 and re-fixation of their remuneration.

### Acknowledgement

The Board of Directors thankfully acknowledges the devotion and dedication of all the workers, employees and officers, without which the Company's operation could not have attained the successes as reported above.

The Board also records with appreciation the support, service and co-operation rendered by all concerned.

Samuel S Chowdhury  
Chairman

## HEAD OFFICE:

BSEC Bhaban, Level-4, 102, Kazi Nazrul Islam Avenue  
Kawran Bazar, Dhaka-1215. Phone: +88 02 41025390  
Mobile: 01711-115171, 01711-832387  
E-mail: saptamcbc@gmail.com, bimalcbc@gmail.com  
Web: www.chowdhurybhattacharjee.com

# INDEPENDENT AUDITOR'S REPORT

## TO THE SHAREHOLDERS' OF SQUARE TEXCOM LIMITED

### Opinion

We have audited the accompanying Financial Statements of **Square Texcom Limited**, which comprises the Statement of Financial Position as at 30 June, 2025 Statement of Profit or Loss and other Comprehensive Income, Statement of Changes in Equity and Statement of Cash Flows for the year then ended and Notes to the Financial Statements, including a summary of significant accounting policies.

In our opinion, the Financial Statements prepared in accordance with International Financial Reporting Standards (IFRS), give a true and fair view of the state of the company's affairs as at 30 June, 2025 and of the results of its operations and its Cash Flows for the year then ended and comply with the Companies Act 1994 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) together with the ethical requirements that are relevant to our audit of the Financial Statements, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the IESBA Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

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

Management is responsible for the preparation and fair presentation of these Financial Statements in accordance with International Financial Reporting Standards (IFRSs), the Companies Act 1994 and other applicable laws and regulations. This responsibility includes: designing, implementing, and maintaining internal control relevant to the preparation and fair presentation of Financial Statements that are free from material misstatement, whether due to fraud or error; selecting and applying appropriate accounting policies; and making accounting estimates that are reasonable in the circumstances.

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 basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

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

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

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



চৌধুরী ভট্টাচার্য্য এন্ড কোং  
CHOWDHURY BHATTACHARJEE & CO.  
CHARTERED ACCOUNTANTS

## HEAD OFFICE:

BSEC Bhaban, Level-4, 102, Kazi Nazrul Islam Avenue  
Kawran Bazar, Dhaka-1215. Phone: +88 02 41025390  
Mobile: 01711-115171, 01711-832387  
E-mail: saptamcbc@gmail.com, bimalcbc@gmail.com  
Web: www.chowdhurybhattacharjee.com

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 evidences that is sufficient and appropriate to provide a basis for audit 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.
- 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 evidences obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidences obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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

**Further to our opinion in the above paragraph, we state that:**

- (i) We have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit and made due verification thereof;
- (ii) In our opinion, proper books of account as required by law have been kept by "Square Texcom Limited" so far as it appeared from our examination of those books;
- (iii) The Company's Statement of Financial Position, Statement of Profit or Loss and other Comprehensive Income and its Statement of Cash Flows dealt with by the report are in agreement with the books of account; and
- (iv) The expenditure incurred was for the purpose of the Company's business.

**Saptam Biswas, FCA**

Enrollment No: 1615

Partner

Chowdhury Bhattacharjee & Co.  
(Chartered Accountants)

DVC: 2509251615AS390929

Place: Dhaka  
Date : 25 September, 2025



# SQUARE TEXCOM LIMITED

## Statement of Financial Position

As at 30 June, 2025

Particulars	NOTE	30 June, 2025 Taka	30 June, 2024 Taka
<b>ASSETS</b>			
<b>Non Current Assets:</b>		<b>968,856,600</b>	<b>970,994,220</b>
Property, Plant and Equipment - Carrying Value	4.00	934,613,913	873,262,206
Capital Work in Progress and In Transit	5.00	34,242,687	97,732,014
<b>Current Assets :</b>		<b>1,219,343,358</b>	<b>1,345,476,839</b>
Inventories	6.00	537,499,930	633,078,456
Trade Receivable	7.00	524,688,851	595,121,680
Advances, Deposits and Prepayments	8.00	60,854,236	50,001,860
Cash and Cash Equivalents	9.00	96,300,341	67,274,843
<b>TOTAL ASSETS</b>		<b>2,188,199,958</b>	<b>2,316,471,059</b>
<b>SHAREHOLDERS' EQUITY AND LIABILITIES</b>			
<b>Share Holders Equity:</b>		<b>1,236,626,807</b>	<b>1,080,869,207</b>
Share Capital	10.00	433,550,200	433,550,200
Retained Earnings	11.00	803,076,607	647,319,007
<b>Non-Current Liabilities :</b>		<b>24,651,334</b>	<b>34,736,610</b>
Deferred Tax Liability	12.00	24,651,334	34,736,610
<b>Current Liabilities and Provisions :</b>		<b>926,921,817</b>	<b>1,200,865,242</b>
Short Term Bank Loan (Secured)	13.00	859,481,376	1,137,540,886
Creditors and Other Payables	14.00	12,708,797	18,120,972
Liabilities for Others Finance	15.00	29,537,010	24,353,834
Current Tax Liability	16.00	25,194,634	20,849,550
<b>TOTAL LIABILITIES</b>		<b>951,573,151</b>	<b>1,235,601,852</b>
<b>TOTAL SHAREHOLDERS' EQUITY AND LIABILITIES</b>		<b>2,188,199,958</b>	<b>2,316,471,059</b>
<b>Net Asset Value Per Share</b>	26.00	<b>285.23</b>	<b>249.31</b>

Attached notes form an integral part of these Financial Statements.

**Anjan Chowdhury**  
Managing Director

**Samuel S Chowdhury**  
Chairman

**Md. Ashrafur Rahman**  
Company Secretary

**Saptam Biswas, FCA**  
Partner, Chowdhury Bhattacharjee & Co.  
(Chartered Accountants)

Place: Dhaka  
Date: 25 September, 2025

Enrollment No: 1615  
DVC: 2509251615AS390929

# SQUARE TEXCOM LIMITED

## Statement of Profit or Loss and Other Comprehensive Income For the Year Ended June, 2025

Particulars	NOTE	2024-2025	2023-2024
		Taka	Taka
Sales Revenue	17.00	2,051,136,811	1,978,954,300
Cost of Goods Sold	18.00	(1,787,731,229)	(1,804,934,974)
<b>Gross Profit</b>		<b>263,405,582</b>	<b>174,019,326</b>
Administrative Overhead	19.00	(13,923,365)	(20,753,495)
Selling and Distribution Overhead	20.00	(4,554,200)	(4,709,990)
<b>Profit from Operations</b>		<b>244,928,017</b>	<b>148,555,841</b>
Finance Cost	21.00	(67,497,237)	(51,854,108)
Non-Operating Income	22.00	214,905	3,101,664
<b>Profit before W.P.P.F and W.F</b>		<b>177,645,685</b>	<b>99,803,397</b>
Allocation for W.P.P.F and W.F	23.00	(8,459,318)	(4,752,543)
<b>Profit before Tax</b>		<b>169,186,367</b>	<b>95,050,854</b>
Income Tax Expenses (Current)	24.00	(23,514,043)	(19,168,959)
Income Tax Income (Deferred)		10,085,276	4,035,198
<b>Net Profit After Tax For The Year</b>		<b>155,757,600</b>	<b>79,917,093</b>
(Transferred to the Statement of Changes in Equity)			
(Number of Ordinary Shares 4,335,502)			
<b>Earnings Per Share (EPS)</b>	25.00	<b>35.93</b>	<b>18.43</b>

Attached notes form an integral part of these Financial Statements.



**Anjan Chowdhury**  
Managing Director



**Samuel S Chowdhury**  
Chairman



**Md. Ashrafur Rahman**  
Company Secretary



**Saptam Biswas, FCA**  
Partner, Chowdhury Bhattacharjee & Co.  
(Chartered Accountants)  
Enrollment No: 1615  
DVC: 2509251615AS390929

Place: Dhaka  
Date: 25 September, 2025

# SQUARE TEXCOM LIMITED

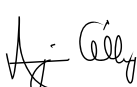
## Statement of Changes in Equity For the Year Ended June 30, 2025

Particulars	Share Capital (Taka)	Retained Earnings (Taka)	Total (Taka)
Balance as at 01 July, 2024	433,550,200	647,319,007	1,080,869,207
Net Profit for the Year Ended 30 June, 2025	-	155,757,600	155,757,600
<b>Balance as at 30 June, 2025</b>	<b>433,550,200</b>	<b>803,076,607</b>	<b>1,236,626,807</b>

## Statement of Changes in Equity For the Year Ended June 30, 2024

Particulars	Share Capital (Taka)	Retained Earnings (Taka)	Total (Taka)
Balance as at 01 July, 2023	433,550,200	567,401,914	1,000,952,114
Net Profit for the Year Ended 30 June, 2024	-	79,917,093	79,917,093
<b>Balance as at 30 June, 2024</b>	<b>433,550,200</b>	<b>647,319,007</b>	<b>1,080,869,207</b>

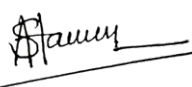
Signed as per our annexed report of even date.



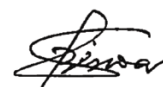
**Anjan Chowdhury**  
Managing Director



**Samuel S Chowdhury**  
Chairman



**Md. Ashrafur Rahman**  
Company Secretary



**Saptam Biswas, FCA**  
Partner, Chowdhury Bhattacharjee & Co.  
(Chartered Accountants)  
Enrollment No: 1615  
DVC: 2509251615AS390929

Place: Dhaka  
Date: 25 September, 2025

# SQUARE TEXCOM LIMITED

## Statement of Cash flows For the Year Ended June 30, 2025

Particulars	2024-2025 Taka	2023-2024 Taka
<b>Cash Flows from Operating Activities:</b>		
Receipts from Sales Revenue	2,121,569,640	1,673,315,336
Exchange Fluctuation Gain (Realization from Transaction)	11,953,072	44,809,634
Receipts/ (Payment) from Other Income/ Expenses	292,071	149,027
<b>Total Receipts</b>	<b>2,133,814,783</b>	<b>1,718,273,997</b>
Payment for Suppliers and Other Services	(1,210,868,312)	(1,364,036,438)
Payment for Operating and Non-operating Expenses	(415,985,279)	(424,743,362)
Interest Expenses Paid	(66,348,986)	(42,798,784)
Income Tax Paid	(23,590,079)	(20,922,913)
<b>Total Payments</b>	<b>(1,716,792,656)</b>	<b>(1,852,501,497)</b>
<b>Net Cash Flow From (Used in) Operating Activities</b>	<b>417,022,127</b>	<b>(134,227,500)</b>
<b>Cash Flows from Investing Activities:</b>		
Purchase of Property, Plant and Equipment	(102,482,592)	(45,780,998)
Sales of Property, Plant & Equipment	330,000	-
<b>Net Cash Generated (Used in) from Investing Activities</b>	<b>(102,152,592)</b>	<b>(45,780,998)</b>
<b>Cash Flows from Financing Activities:</b>		
Short Term Bank Loan Received/ (Repaid)	(278,059,510)	166,965,402
<b>Net Cash Generated (Used in) from Financing Activities</b>	<b>(278,059,510)</b>	<b>166,965,402</b>
<b>Increase/ (Decrease) in Cash and Cash Equivalents</b>	<b>36,810,025</b>	<b>(13,043,096)</b>
Net effect of Foreign Currency Translation	(7,784,527)	(41,856,997)
Opening Cash and Cash Equivalents	67,274,843	122,174,936
<b>Closing Cash and Cash Equivalents</b>	<b>96,300,341</b>	<b>67,274,843</b>
<b>Net Operating Cash Flows Per Share</b>	<b>96.19</b>	<b>(30.96)</b>

Signed as per our annexed report of even date.

  
Anjan Chowdhury  
Managing Director

  
Samuel S Chowdhury  
Chairman

  
Md. Ashrafur Rahman  
Company Secretary

Place: Dhaka  
Date: 25 September, 2025



## Unclaimed/Unsettled Dividend 2002-2024

Under the Directives # BSEC/SRMIC/2021-198/254

dated 19/10/2021 of BSEC

The status of unclaimed or unsettled cash dividends from 2002 until 2024.

- A. Dividend for the year From 2002 to 2021 deposited to the Capital Market Stabilization (CMS) Fund as instructed by the Bangladesh Securities and Exchange Commission:

For the Years	Amount in Taka
2001-2002 (Dividend Returned)	102,069.00
2002-2003 (Dividend Returned)	152,604.00
2003-2004 (Dividend Returned)	139,500.00
2004-2005 (Dividend Returned)	266,701.10
2005-2006 (Dividend Returned)	731,069.67
2006-2007 (Dividend Returned)	1,234,315.47
2007-2008 (Dividend Returned)	1,337,732.15
2008-2009 (Dividend Returned)	2,100,961.91
2009-2010 (Dividend Returned)	2,606,924.85
2010-2011 (Dividend Returned)	1,341,152.05
2011-2012 (Dividend Returned)	3,216,920.72
2012-2013 (Dividend Returned)	3,367,134.52
2013-2014 (Dividend Returned)	3,043,586.94
2014-2015 (Dividend Returned)	1,331,560.63
2015-2016 (Dividend Returned)	1,484,348.17
2016-2017 (Dividend Returned)	1,055,513.53
2017-2018 (Dividend Returned)	1,209,602.58
2018-2019 (Dividend Returned)	2,111,988.70
2019-2020 (Dividend Returned)	8,42,062.45
2020-2021 (Dividend Returned)	1,215,831.80
Unspecified (not returned/not been chased (2002-2021))	27,658,193.39
Total -	54,491,879.38

- B. Dividends for the last 3 years from 2022 to 2024 lying in the Company:

For the Years	Amount in Taka
2020-2021 (Dividend Returned)	2,245,338.64
2021-2022 (Dividend Returned)	2,324,999.25
2022-2023 (Dividend Returned)	2,144,659.20
Unspecified (not returned/not been cashed (2021-2023))	6,543,889.91
Total -	13,258,887.00

SQUARE TEXTILES PLC.



## Products of **Square Tex**

### **Yarns**

100% Viscose & Blended

100% Tencel & Blended

100% Modal & Blended

100% Cotton Combed

100% Cotton Karded

Duo Core Spun

Open end Slub

Core Spun

OpenEnd

Compact

Organic

**Vortex**

**Neppy**

**Inject**

**Pima**

**Cmia**

**Siro**

**Slub**

**Flex**



**SQUARE**  
Textiles PLC.

# স্কয়ার টেক্সটাইলস্ পিএলসি.

স্কয়ার সেন্টার, ৪৮ মহাখালী বাণিজ্যিক এলাকা, ঢাকা-১২১২

## প্রস্তুতি ফর্ম

আমি/আমরা \_\_\_\_\_

ঠিকানা \_\_\_\_\_ স্কয়ার

টেক্সটাইলস্ পিএলসি. এর সদস্য হিসেবে

জনাব/ জনাবা \_\_\_\_\_

ঠিকানা \_\_\_\_\_

আমরা/আমাদের প্রতিনিধি হিসেবে আগামী রোজ সোমবার, ১৫ই ডিসেম্বর, ২০২৫ সকাল ১১:০০ ঘটিকায় ভার্সুয়াল প্ল্যাটফর্ম এর অধিনে <https://agmbd.live/squaretextiles2025> লিঙ্ক এর মাধ্যমে অনুষ্ঠিতব্য কোম্পানীর ৩০তম বার্ষিক সাধারণ সভায় এবং এর মূলতবী ঘোষিত সভায় আমার/আমাদের পক্ষে উপস্থিত থাকিবার এবং ভোট প্রদান করিবার জন্য নিযুক্ত করিলাম।

স্বাক্ষর হিসেবে অদ্য ....., ২০২৫ তারিখে আমি/আমরা এই দলিলে সজ্ঞানে স্বাক্ষর করিলাম।

প্রতিনিধির স্বাক্ষর

তারিখ:

সদস্যের স্বাক্ষর

তারিখ:

ফলিও/বিওআইডি নম্বর

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বিঃ দ্রঃ বার্ষিক সাধারণ সভায় যোগদানের অধিকারী শেয়ার হোল্ডার তার পরিবর্তে বার্ষিক সাধারণ সভায় যোগদানের জন্য একজন প্রক্সি নিয়োগ করিতে পারেন। প্রক্সি ফরম যথাযথ পূরণের পর সভা অনুষ্ঠানের ৪৮ ঘণ্টা পূর্বে কোম্পানীর রেজিস্টার্ড অফিসে জমা দিতে হইবে

রাজস্ব  
স্ট্যাম্প  
সংযুক্ত  
করুন

স্বাক্ষর পরীক্ষিত

অনুমোদনকারীর স্বাক্ষর  
স্কয়ার টেক্সটাইলস্ পিএলসি.

# SQUARE TEXTILES PLC.

Square Centre, 48, Mohakhali Commercial Area  
Dhaka-1212

## PROXY FORM

I/We \_\_\_\_\_ of  
\_\_\_\_\_ being a

member of Square Textiles PLC., do hereby appoint

Mr./Mrs./Miss \_\_\_\_\_

of \_\_\_\_\_

as my/our proxy to attend and vote for me/us on my/our behalf at the 30<sup>th</sup> Annual General Meeting of the Company to be held on Monday the 15<sup>th</sup> December, 2025 at 11:00 a.m. under virtual platform through the link <https://agmbd.live/squaretextiles2025>.

As witness my hand this day of \_\_\_\_\_ 2025.

\_\_\_\_\_  
Signature of the Proxy  
Dated:

\_\_\_\_\_  
Signature of the Member  
Dated:

Folio/BOID

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

Note: A member entitled to attend and vote at the Annual General Meeting may appoint a proxy to attend and vote in his/her stead. The proxy form should reach the Registered Office of the Company not less than 48 hours before the time fixed for the meeting.

Affix  
Revenue  
Stamp

Signature Verified

Authorized Signatory  
Square Textiles PLC.

# Corporate Profile

## Date of Incorporation

15 October 1994

## Authorized Capital

BDT 3,000 million

## Paid-up Capital

BDT 1,972.52 million

## Business Line

Manufacturing and Marketing of 100% Export oriented Viscose, Tencel, Modal and Cotton (Natural and Artificial fibers) yarns.

## Registered Office

Square Centre  
48, Mohakhali C.A.  
Dhaka-1212  
Bangladesh

## Factories

1. Sardagonj, Kashimpur  
Gazipur, Bangladesh
2. Olipur, Hobigonj  
Bangladesh

## Listing in 2002

Dhaka Stock Exchange PLC.  
Chittagong Stock Exchange PLC.

## Subsidiary Company

Square Texcom Ltd.

## Phone

880-2-8833047-56,  
Ext-229, 585

## Website

[www.textile.squaregroup.com](http://www.textile.squaregroup.com)

## Email

[cs@squaregroup.com](mailto:cs@squaregroup.com)

# Corporate Compliance

## For the Financial Year 2023-2024

### **Dividend Recommended**

22 October 2024, 32% (Cash)

### **Record Date for 29<sup>th</sup> AGM**

21 November 2024

### **29<sup>th</sup> Annual General Meeting**

18 December 2024

### **Dividend Issued**

15 January 2025

## For the Financial Year 2023-2024

### **Publication of 1<sup>st</sup> Qtr. Financial Report**

14 November 2024

### **Publication of 2<sup>nd</sup> Qtr. Financial Report**

30 January 2025

### **Publication of 3<sup>rd</sup> Qtr. Financial Report**

29 April 2025

### **Transfer of Unclaimed/Unsettled cash dividend 2021 to CMS Fund**

04 May 2025

### **Dividend Recommended**

21 October 2025, 32% (Cash)

### **Audited Financial Report to BSEC, DSE and CSE**

10 November 2025

### **Record Date for 30<sup>th</sup> AGM**

16 November 2025

### **Notice of 30<sup>th</sup> AGM**

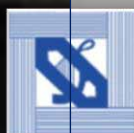
23 November 2025

### **30<sup>th</sup> Annual General Meeting**

15 December 2025

### **Dividend Payable**

By 13 January 2026



# SQUARE Textiles PLC.



## Registered Address

Corporate Headquarters  
Square Centre  
48 Mohakhali Commercial Area,  
Dhaka, Bangladesh  
Phone: +88-02-9859007, 8833047-56  
[www.textile.squaregroup.com](http://www.textile.squaregroup.com)

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