

35<sup>th</sup> Annual General Meeting

# ANNUAL REPORT

# 2024-2025

100% Export Oriented Leather Tanning Project



# SAMATA LEATHER COMPLEX PLC.



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## **Letter of Transmittal**

To

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

Dear Sir (s):

### **Disclosure of Annual Report for the year ended June 30 2025.**

Please find the enclosed copy of the Annual Report together with the Audited Statement of Financial Position as at 30<sup>th</sup> June 2025 and the Statement of Comprehensive Income, Statement of Changes of Shareholders' Equity and Statement of Cash Flows for the year ended June 30, 2025 along with notes thereon of Samata Leather Complex Limited for your kind perusal.

Thanking you,

Yours sincerely,



**Mohammed Romzan Ali**  
Company Secretary

## **CORPORATE DIRECTORY**

### **Board of Directors**

Md. Mizanur Rahman	Chairman
Zahura Khatun	Managing Director
Md. Ayub Khan	Director
Yeasmeen Zaman	Director
Farida Rahman	Director
Shamima Akter	Director
Md. Amzad Hossain	Independent Director
Md. Mahmudul Hassan	Independent Director

### **Audit Committee**

Md. Amzad Hossain	Chairman
Farida Rahman	Member
Shamima Akter	Member

### **Nomination and Remuneration Committee (NRC)**

Md. Mahmudul Hassan	Chairman
Yeasmeen Zaman	Member
Shamima Akter	Member

### **Company Secretary**

Mohammed Romzan Ali

### **Chief Financial Officer**

Md. Nazrul Islam, M.Com. (Accounting)

### **Head of Accounts Department**

Md. Sabbir Mirdha

## **Bankers**

Al-Arafa Islami Bank PLC  
Hazaribagh Branch, Dhaka.

Islami Bank Bangladesh PLC  
Jigatala Sub Branch, New Market, Dhaka.

The Premier Bank PLC  
Dhanmondi Branch, Dhaka.

Mercantile Bank PLC  
Satmasjid Road Branch, Dhaka.

## **Statutory Auditors**

T. HUSSAIN & CO.  
Chartered Accountants  
1<sup>st</sup> & 4<sup>th</sup> Floor, 23/G/1  
Free School Street, Panthapath, Dhaka-1205

## **Corporate Governance Auditor**

ARTISAN  
Chartered Accountants  
Sonargaon Terrace (2<sup>nd</sup> Floor)  
House # E, Road # 13/C, Block # E,  
Banani, Dhaka-1213

## **Registered Office**

120, Sher-E-Bangla Road,  
Hazaribagh, Dhaka 1209.

## **Factory**

Plot # ZC4, ZC5, ZC6  
Chamra Shilpa Nagari  
BSCIC Tannery Estate-Dhaka  
Horindhora, Hemayetpur, Savar,  
Dhaka-1340.

## CORPORATE HISTORY

Incorporation as Private Ltd., Company	Dhaka
	04th October, 1990
Incorporation Number	C-20004(774)/90
Conversion into Public Ltd. Company	30th January, 1997
Convert into PLC	17th July, 2025
Prospectus Published	29th June, 1998
Subscription Opened	21st July, 1998
Subscription Closed	31st August, 1998
Share Certificate Issued	1st day of December, 1998
Listing with Dhaka Stock Exchange	5th October, 1998
Listing with Chittagong Stock Exchange	6th October, 1998
Company Code – DSE	23634
Company Code – CSE	17007
Manager to the Issue	AAA Consultant & Financial Advisors Amin Court, 4th Floor, 62/63, Motijheel C/A, Dhaka-1000.
Authorized Capital	Tk. 500,000,000
Issued, Subscribed & Paid-up Capital	Tk. 103,200,000
Market Lot	1
Value of Per Share	Tk. 10 each
Market Category	B
Year End	30th June
Electronic Share	Y
Registered as Depository Participant of CDBL	26th September, 2010
Dematerialized Securities trading Started on	27th October, 2010
Number of Shareholders (30/06/2024)	2279
Long Term Loan Outstanding	Nil
Nature of Business	Hide and skin processing Industry to produce exportable crust and finished leather.

## FIVE YEAR FINANCIAL HIGHLIGHTS: 2021-2025

*Figure in Taka*

Particulars	30/06/2025	30/06/2024	30/06/2023	30/06/2022	30/06/2021
Turnover/Sales	79,144,116	55,969,666	43,174,086	50,524,735	58,411,842
Gross Profit	7,964,459	5,525,774	5,715,995	4,015,112	5,952,169
Net Profit/(Loss) Before Tax	597,723	1,336,294	1,222,648	(527,886)	1,618,877
Net Profit/(Loss) after Tax	(186,937)	536,348	400,470	(668,577)	1,080,911
Revaluation Reserve & Surplus (Y/E)	16,787,576	17,554,618	20,269,410	19,335,187	20,366,812
Current Assets	82,788,039	74,987,190	74,031,291	69,011,224	65,245,676
Current Liabilities	25,570,240	20,554,345	23,215,994	45,049,030	44,403,920
Property, Plant and Equipment	59,223,933	62,195,824	65,483,424	69,528,251	73,606,601
NAV	14.35	14.37	14.34	14.30	14.39
NOCFPS	(0.10)	(0.05)	(0.07)	0.09	0.24
Dividend Per Share	-	0.40%	0.40%	-	0.50%
Earning per share (EPS)	(0.02)	0.05	0.04	(0.06)	0.10

## **NOTICE OF THE 35TH ANNUAL GENERAL MEETING**

Notice is hereby given that the 35th Annual General Meeting (AGM) of Samata Leather Complex PLC. changed from Samata Leather Complex (Pvt.) Ltd. will be held on 31 December 2025, Wednesday, at 11.00 AM through **Hybrid System** in combination of Physical Presence at Factory Premises of the Company situated at 120, Sher-E-Bangla Road, Hazaribagh, Dhaka-1209 and Online Connection using Digital Platform through the Link : <https://slcplcagm35.abcmeeting360.com> to transact the following business :

### **Agenda**

1. To receive, consider and adopt the Audited Financial Statements for the year ended 30 June 2025 together with Auditors' Report thereon and the Directors' Report
2. To declare "No Dividend" for the year ended on 30 June 2025
3. To elect/re-elect Directors in place of those retiring
4. To approve the appointment of Managing Director
5. To appoint/re-appoint Auditors for the year 2025-26 and to fix their remuneration
6. To appoint/re-appoint Corporate Governance Auditors for the year 2025-26 and to fix their remuneration

By the order of the Board

Sd/-

Dated, Dhaka  
November 26, 2025

**Mohammed Romzan Ali**  
Company Secretary

### **Notes :**

1. **Record Date for Meeting is 18 December 2025.** The shareholder whose name would appear in the CDS (Central Depository System)/Register of Members of the Company on the Record Date will be eligible to attend and vote at the Meeting and to appoint a proxy to attend and vote on his/her behalf.
2. 1 Proxy form must be duly filled up and stamped for Tk. 100/- and submitted to the Registered Office of the Company at least 48 hours before the time fixed for the Meeting.
3. 1 Link of the Online / Digital Platform of the Meeting is <https://slcplcagm35.abcmeeting360.com> . The Link shall be opened for e-voting or making comments or queries 24 (twenty-four) hours prior to the time fixed for the meeting and shall remain open until conclusion of the Meeting. A Member shall be able to log-in through PC, Laptop, Tab or Mobile Phone providing respective Folio No. or BO Id. as User Name and a directed credential as Password.
4. Members / Shareholders may download Soft Copy of Annual Report containing Financial Statements, Directors' Report, Notice and Proxy Form from the Website of the Company: [www.samataleather.com](http://www.samataleather.com) .
5. Members may submit their queries on any Agenda, if any, at the registered office of the Company preferably 72 (seventy-two) hours before the time fixed for the Meeting.
6. Members and Proxies interested to join physically are requested to record their entry at the Meeting Venue in time.
7. No gift or benefit in cash or kind shall be paid/offered to the shareholders in the Meeting as per BSEC Directive No. SEC/CMRRC/2009-193/154 dated 24.10.2013.

# Samata Leather Complex Ltd.

120, Sher-E-Bangla Road, Hazaribagh, Dhaka-1209.

## Price Sensitive Information

This information is for all valued shareholders, potential investors and other stakeholders that the Board of Directors of the company in its meeting held on November 26, 2025 at 04:30 p.m. has considered the Audited Financial Statements of the Company for the year ended on June 30, 2025 and decided to hold the 35th Annual General Meeting (AGM) of the Company; important information related to the said Board Meeting is as stated below :

1. Audited Financial Statements : The Board has considered and approved the Audited Financial Statements of the Company for the year ended on June 30, 2025.
2. Dividend for 2024-25 : The Board has recommended to declare No Dividend for the year ended on June 30, 2025.
3. Date and Time of **35th** AGM : December 31, 2025 at 11:00 a.m.
4. Record Date for **35th** AGM : December 18, 2025
5. Mode of **35th** AGM : **Hybrid System** (in combination of both physical presence and digital platform, pursuant to the BSEC's Order No. SEC/SRMIC/04-231/932, dated March 24, 2020)
6. Physical Venue of **35th** AGM : Factory Premises of the Company  
120, Sher-E-Bangla Road, Hazaribagh, Dhaka-1209

**7. The Financial Data for the year ended June 30, 2025 (with comparison) are as follows:**

Particulars	2024-25	2023-24
Net Profit/(Loss)	(1,86,937)	5,36,348
EPS (ie., Earning Per Share)	(0.02)	0.05
NAV Net Asset Value (i.e., Net Asset Value) Per Share	14.35	14.37
Net Operating Cash Flow Per Share	(0.07)	(0.05)

By the order of the Board

Sd/-

**Mohammed Romzan Ali**  
Company Secretary

Dated, Dhaka  
November 26, 2025

## মাননীয় চেয়ারম্যান এর

### শুভেচ্ছা বার্তা

সম্মানিত শেয়ারহোল্ডারবৃন্দ,  
আস্সালামু আলাইকুম ওয়া রাহমাতুল্লাহ ।

প্রথমেই মহান আল্লাহ তাঁয়ালার নিকট শুকরিয়া জ্ঞাপন করে আজকের ৩৫তম বার্ষিক সাধারণ সভায় পরিচালকমণ্ডলী ও আমার পক্ষ হতে আপনাদের স্বাগত জানাচ্ছি ।

আপনাদের অবগতির জন্য জানাচ্ছি যে, গত ১৭ই জুলাই, ২০২৫ইং তারিখে সমতা লেদার কমপ্লেক্স লিমিটেড হতে সমতা লেদার কমপ্লেক্স পিএলসি নামে পরিবর্তন হয়েছে ।

এই অর্থ বছরে কোম্পানীর শেয়ার প্রতি লোকসান ০.০২ টাকা হয়েছে যেখানে গত ২০২৩-২০২৪ বছরে শেয়ার প্রতি আয় ছিলো ০.০৫ টাকা ।

২০২৪-২০২৫ অর্থ বছরে কোম্পানী ১৬,৭৯,০৮২ (কথায়ঃ ঘোলো লক্ষ উনআশি হাজার বিরাশি) বর্গফুট চামড়া ৭,৯১,৪৪,২১৬ (কথায়ঃ সাত কোটি একানঁকই লক্ষ চুয়াল্লিশ হাজার দুইশত ঘোলো) টাকায় বিক্রি করেছে অপরদিকে গত অর্থ বছরে অর্থাৎ ২০২৩-২০২৪-এ ৭,৫০,৪৫০ (কথায়ঃ সাত লক্ষ পঞ্চাশ হাজার চারশত পঞ্চাশ) বর্গফুট চামড়ার মোট বিক্রয় মূল্য ছিলো ৫,৬৮,৪০,৫৩৬ (কথায়ঃ পাঁচ কোটি আটবিঃতি লক্ষ চল্লিশ হাজার পাঁচশত ছত্রিশ) টাকা ।

মূলতঃ আর্তজাতিক বাজারে বিক্রয় মূল্য হ্রাস, স্থানীয় বাজারে পর্যাপ্ত যোগানের অভাবে কাঁচা চামড়ার মূল্য বৃদ্ধি, ডলারের বিনিময় মূল্য হারের কারনে ক্যামিকেলের দাম বেড়ে যাওয়া সর্বোপরি প্রতিষ্ঠানের পর্যাপ্ত তারল্য সংকট থাকায় গত বৎসরের তুলনায় বিক্রয় বেশী হওয়া সত্ত্বেও ব্যবসায় লোকসান এড়ানো যায়নি । এই সমস্যাগুলো কাটিয়ে ভবিষ্যতে ব্যবসায় লাভজনক অবস্থায় ফিরিয়ে আনার প্রচেষ্টা অব্যাহত রাখার চেষ্টা করছি ।

পরিশেষে পরিচালকমণ্ডলী, সকল শেয়ারহোল্ডারবৃন্দ, কর্মকর্তা-কর্মচারী, সরকারী-বেসরকারী সংস্থা ও সরবরাহকারীসহ সকল ব্যবসায়িক অংশীদারকে তাদের সমর্থন ও সহযোগিতার জন্য ধন্যবাদ ও কৃতজ্ঞতা জানাই । কোম্পানীর সাফল্য কামনা করে মহান আল্লাহ তায়ালার নিকট অদ্যকার সাধারণ সভার সার্থকতা কামনা করছি ।

ধন্যবাদ ।

(মোহাম্মদ মিজানুর রহমান)

চেয়ারম্যান

## **DIRECTORS' REPORT TO THE SHAREHOLDERS FOR THE YEAR ENDED ON 30<sup>th</sup> JUNE 2025.**

Bismillahir Rahmanir Rahim  
 Honorable Shareholders,  
 As Salamu Alaikum Wa Rahmatullahi Wa Barakatuh  
 By the grace of Almighty Allah

On behalf of the Board of Directors and myself, I am pleased to welcome you to the 35<sup>th</sup> Annual General Meeting of the Samata Leather Complex PLC. Your Company has completed its journey of 35<sup>th</sup> years. I would like to express our gratitude to all our valued shareholders for your continued confidence on the Board of Directors of the Samata Leather Complex PLC. to deliver business growth year on year.

It is my immense pleasure to welcome you on behalf of the Directors of your Company in this 35<sup>th</sup> Annual General Meeting and presenting before you a brief on the operating and financial performance of the company along with this report together with Directors Report, Statement of Financial Position, Statement of Comprehensive Income, Statement of change in Equity, Statement of Cash Flow and Auditors Report thereon for the year ended on 30<sup>th</sup> June, 2025.

### **PERFORMANCE:**

The board of directors of the company are always committed to ensure, sustainable growth of the company through improving its product quality and implementing internal control. We are still facing shortage of working capital to run the company. We are trying to lend from bank in order to overcome our financial crisis.

Our summarized business performance during year 2024-25 under review compared with the previous year has given as under:

Particulars	2024-2025 (amount in Taka)	2023-2024 (amount in Taka)
<b><u>Sales:</u></b>		
Cow leather	79,144,116	55,969,666
<b><u>Purchase:</u></b>		
Cow leather	37,672,127	15,874,910
Chemicals (including Import)	1,1787,790	10,364,810
Gross Profit/Loss	7,964,459	5,525,774

Accounting policies and estimation for preparation of financial statements:

The SLC PCL. (Samata Leather Complex PCL.) follows International Accounting Standard (IAS) and International Financial Reporting Standard (IFRS) along with the laws of Bangladesh application for preparation for Financial Statements.

The accounting policies and estimation used for preparation of financial statements of the company has been mentioned in details in the reports financial statements part of this Annual Report.

### **INDUSTRY OUTLOOK AND POSSIBLE FUTURE DEVELOPMENTS:**

We are committed to an ongoing investment in both people and tools with the aim of improving productivity and driving operational excellence. We are trying to increase our efforts to increase finished production and to develop a leather Goods unit.

We feel that the leather industry of Bangladesh will have to depend on the Chinese and Indian markets for the next few years. China and India are big producers and exporters of shoes and leather goods, but their domestic supply of finished leather is totally inadequate. Both these countries have to depend on supply of finished leather from abroad and here Bangladesh can be an important link to their supply chain.

Bangladesh is now one of the emerging economics of the world. Bangladesh has kept up the positive trend of growth.

Your company tried to maintain continuity of its productivity and ethical standard of business affairs preferring the principles of sustainable development. We are trying to increase our efforts to increase our production and develop a leather goods units. But we could not implement these plan due to financial constraints.

### **RISKS AND CONCERNS:**

Efficient and effective Risk Management is the integral part of today's business. As such, the Samata Leather Complex PCL is always subject to systematic risk of the industry and market as well.

To ensure proper supply of imported raw materials for a large volume of production facilities the company has to keep huge inventory putting pressure on management. The management of the company has regularly upgraded its technology.

### **SHARE CAPITAL & EQUITY:**

There had been a change in the shareholders' equity of the company after the last Financial Statements. This has been shown in the equity statement of Auditor's Report.

### **FINANCIAL RESULTS:**

The following tables disclose the financial performance for the year 2024-2025 as compared to the previous year.

Particulars	30-06-2025	30-06-2024
Net Profit/(Loss) before WPPF and Income Tax	584,789	12,72,661
<b>Less:</b> Provision for Worker's Profit Participation Fund (WPPF)	(12,934)	(63,633)
Net Profit/(Loss) for the year before Income Tax	597,723	1,336,294
<b>Less:</b> Provision for Income Tax	(11,235,576)	(10,644,135)
<b>Retained earning for this year (2024-25)</b>	<b>(186,937)</b>	<b>536,348</b>

### **DECLARATION OF DIVIDEND:**

During the year under review the company suffered huge loss hence the Board of Directors regrets very much that they are unable to recommend any dividend for the shareholders because of the unavailability of sufficient liquid fund.

### **DIRECTOR:**

As per clause 50 of the Articles of the Association of the company Md. Ayub Khan and Shamima Akter retire by rotation in this meeting and being eligible for re-election under clause 52 of the Articles of the Association of the company, offer themselves for re-election.

### **RE-APPOINTMENT OF MANAGING DIRECTOR:**

The post of Zahura Khatun, Managing Director of the company was vacant on February 10, 2024. As per clause 43 of the Articles of the Association of the company the Board of Directors in its meeting held on February 05, 2025 re-appointed Zahura Khatun as Managing Director for next one year term subject to the shareholders approval.

### **INDEPENDENT DIRECTORS:**

As per Bangladesh Securities and Exchange Commission Notification No: BSEC/CMRRCD/2006-158/207/Admin/80, dated: June 03, 2018, Md. Mahmudul Hassan as on 29/09/2023 and Md. Amjad Hossain as on 20/05/2024 have been re-appointed as Independent Directors approved n the 33<sup>th</sup> AGM.

### **BOARD MEETING AND ATTENDANCE:**

During the year under review 06(Six) board meetings were held and the attendance by each Director was as follows:

Sl. No.	Name of Directors	Position	Total Number of Board Meeting Held	Number of Meetings Attended
1.	Md. Mizanur Rahman (appointed 04.03.2024)	Chairman (Acting)	6	6
2.	Zahura Khatun	Managing Director	6	6
3.	Md. Ayub Khan	Director	6	6
4.	Yeasmeen Zaman	Director	6	6
5.	Farida Rahman	Director	6	6
6.	Shamima Akter	Director	6	6
7.	Md. Amjad Hossain	Independent Director	6	6
8.	Md. Mahmudul Hassan	Independent Director	6	6

**IN ATTENDANCE:**

Sl. No.	Name of Executives	Position	Total Number of Board Meeting Held	Number of Meetings Attended
1.	Mohammed Romzan Ali	Company Secretary	6	6
2.	Md. Nazrul Islam	Chief Financial Officer	6	6

**SHAREHOLDINGS OF THE DIRECTORS & SPONSORS:**

The shareholdings of the Sponsor Directors & Sponsor Shareholders as on 30<sup>th</sup> June, 2025 were as under:

Sl. No.	Folio/BO Number	Name of the Shareholders	Position	Holding Of Shares	Percentage (%)
1	01-000007	Md. Mizanur Rahman	Chairman (Acting)	223725	2.17
2	01-000015	Zahura Khatun	Managing Director & CEO	320650	3.11
3	01-000007	Md. Mizanur Rahman	Director	223725	2.17
4	1201520045110641	Md. Ayub Khan	Director	359675	3.49
5	1201520045131295	Yeasmeen Zaman	Director	342512	3.32
6	01-000013	Farida Rahman	Director	410487	3.98
7	01-000014	Shamima Akter	Director	320650	3.11
8	-	Md. Amzad Hossain	Independent Director	-	0.00
9	-	Md. Mahmudul Hassan	Independent Director	-	0.00
	01-000001	Mohammed Munsur Ahmed	Sponsor Shareholders	798864	7.74
10	01-000003	Mohammed Shajahan	Sponsor Shareholders	718700	6.96
		<b>TOTAL</b>		<b>3495263</b>	<b>33.88</b>

**BOARD OF AUDIT COMMITTEE:**

Audit Committee was set up to review the financial results, audit and compliance with the statutory and regulatory requirements. The Committee recommended to the Board of Directors, the appointment of the Company's auditors and reviewed the scope of internal audit.

**Members of the Audit Committee are as follows:**

Sl. No.	Name	Designation	Position
1	Md. Amzad Hossain	Independent Director	Chairman
2	Farida Rahman	Director	Member
3	Shamima Akter	Director	Member

**BOARD OF NOMINATION AND REMUNERATION COMMITTEE (NRC):**

Nomination and Remuneration Committee shall oversee, among others, the following matters and make report with recommended to the Board. The Committee recommended to the Board of Directors relating to the remuneration of the directors, top level executive, considering the following.

**Members of the Nomination and Remuneration Committee (NRC) are as follows:**

Sl. No.	Name	Designation	Position
1	Md. Mahmudul Hassan	Independent Director	Chairman
2	Yeasmeen Zaman	Director	Member
3	Shamima Akter	Director	Member

**CORPORATE & FINANCIAL REPORT:**

The Company has complied with all the requirements as per requirement of Corporate Governance, as required by the Bangladesh Securities and Exchange Commission; Directors are pleased to confirm the following facts:

- (a) The financial statements together with the notes thereon have been drawn up in conformity with the Companies Act. 1994 and Securities & Exchange Rules 1987. These statements present fairly the Company's state of affairs, the results of its operations, cash flows and changes in equity.
- (b) Proper books of accounts of the Company have been maintained.
- (c) Appropriate Accounting Policies have been consistently applied in the preparation of financial statements and the accounting estimates are based on reasonable and prudent judgment.
- (d) The International Accounting Standards, as applicable in Bangladesh, have been followed in the preparation of financial statements.
- (e) The systems of internal control are sound and have been effectively implemented and monitored.
- (f) There are no significant doubts about the Company's ability to continue as a going concern.
- (g) The key operating and financial data for last five years are annexed.

**CORPORATE GOVERNANCE COMPLIANCE REPORT:**

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

**APPOINTMENT OF AUDITORS:**

**T. HUSSAIN & CO.**, Chartered Accountants, HB Tower, (1<sup>st</sup> Floor), 23/G/1, Free School Street (Panthatapath), Dhaka-1205 the present auditors of the company are to retire at this Annual General Meeting and being eligible have expressed their willingness for re-appointment for the financial year 2025-2026 and proposed remuneration Tk. 1,00,000 to 1,20,000. Board of Audit Committee has recommended to appointing them for the year 2025-2026 and proposed remuneration Tk. 1,00,000 to 1,20,000.

**POLICY FOR CORPORATE SOCIAL RESPONSIBILITY (CSR):**

In view of the corporate social responsibility of the company the Board of Directors has approved a CSR policy for implementation of good governance practices.

**WELFARE ACTIVITIES FOR THE COMPANY'S OFFICERS AND WORKERS:**

Company has adopted WPPF policy.

**A GOING CONCERN:**

The Company has adequate resources to continue its operation for the foreseeable future and hence, the financial statements have been prepared on going concern basis. As per managements' assessment, there are no materials uncertainties related to events or conditions (effects of COVID-19) which may cast significant doubt upon the company's ability to continue as a going concern.

**RISK MANAGEMENT:**

In order to control all matters involving risks and uncertainties, the Company has a vigorous risk management process.

**WAGE-REMUNERATION POLICY:**

The salary and wages of the employees are usually determined considering the prevailing inflation, price index and in commensuration with existing salary structure in other competitor companies of this sector.

**WHISTLE BLOWING POLICY:**

Our Whistle Blowing policy is to ensure established transparency in all aspects and also in terms of minimizing the risk management and detecting any forgery or misappropriation.

**POST BALANCE SHEET EVENTS:**

After the preparation of the Financial Statements for the year 2024-2025, no necessity arose for later adjustment which is mentionable in financial statement.

**RELATION AND COMMUNICATION WITH SHAREHOLDERS:**

The company has been arranging regular Annual General Meeting (AGM) as per Companies Act 1994 through shareholders are informed about Company's progress, important activities and the development activities undertaken during the year under review.

**CONCLUSION:**

We are trying our best to improve the finance and quality despite the current adversity. To be a premier body we are also trying proper development of corporate management and good governance.

Since the establishment of this Company, the main mission was to create employment providing opportunities for the inventors and to develop the country economically. In spite of insufficient fund flow, your directors are trying hard to run the Company into profitable ones.

Before concluding most importantly, we are grateful to all our patrons and stakeholders for their co-operation and contribution and to the valued shareholders who have always had so much trust and confidence on this Company. The Directors also thank Bangladesh Securities and Exchange Commission and the Stock Exchanges for their co-operation and guidance.

Finally I pray to Almighty Allah for his kind blessing for the development of his country. Ameen.

On behalf of the Board of Directors



**(Md. Mizanur Rahman)**  
Chairman (Acting)



ARTISAN  
CHARTERED ACCOUNTANTS

Sonargaon Terrace (2<sup>nd</sup> Floor)  
House # 52, Road # 13/C  
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**REPORT TO THE SHAREHOLDERS  
OF  
SAMATA LEATHER COMPLEX PLC.  
ON COMPLIANCE ON THE CORPORATE GOVERNANCE CODE**

We have examined the compliance status to the Corporate Governance Code by **SAMATA LEATHER COMPLEX PLC.** for the year ended on June 30, 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 except the statements written in the Remarks column;
- b) The Company has complied with the provisions of the relevant Bangladesh Secretarial Standards (BSS) as adopted by the Institute of Chartered Secretaries of Bangladesh (ICSB) as required by this Code;
- c) Proper books and records have been kept by the company as required under the Companies Act, 1994, the securities laws and other relevant laws; and
- d) The Governance of the company is satisfactory.

Dhaka, 12 December 2025

Md. Selim Reza FCA FCS  
Partner  
ARTISAN  
Chartered Accountants



Sonargaon Terrace (2nd floor), House # 52, Road # 13/C,  
Block # E, Banani, Dhaka-1213, Bangladesh.



## ANNEXURE – C

**Status of compliance with the conditions imposed by the Commission's Notification No. SEC/CMRRCD/2006-158/207/Admin/80 dated 03 June 2018 and Notification number BSEC/CMRRCD/2009-193/66/PRD/148 dated 16<sup>th</sup> October, 2023 issued under section 2CC of the Securities and Exchange Ordinance, 1969:**

(Report under Condition No. 9)

Condition No.	Title	Compliance status (Put ✓ in the appropriate column)		Remarks (if any)
		Complied	Not complied	
<b>1.</b>	<b>Board of Directors</b>			
1(1)	<b>Size of the Board of Directors:</b> The total number of members of the company's Board of Directors shall not be less than 5 (five) and more than 20 (twenty)	✓		The Board of Samata Leather PLC is comprised of 08 (Eight) Directors including 02 (Two) Independent Directors
<b>1(2)</b>	<b>Independent Directors</b>			
1(2) (a)	At least 2(two) directors or one-fifth (1/5) of the total number of directors in the company's Board, whichever is higher, shall be independent directors; any fraction shall be considered to the next integer or whole number for calculating number of independent director(s)	✓		02(two) Independent Directors namely [1. Mr. Md. Amzad Hossain & 2. Mahmudul Hasan has completed two consecutive terms on 29/8/2025. The appointment of new independent director is under process
1(2)(b)	<b>Without contravention of any provision of any other laws, for the purpose of this clause an "independent director" means a director-</b>			
1(2)(b)(i)	who either does not hold share in the company or holds less than one percent (1%) shares of the total paid-up shares of the company;	✓		02(two) Independent Directors namely [1. Mr. Md. Amzad Hossain & 2. Mahmudul Hasan has completed two consecutive terms on 29/8/2025. The appointment of new independent director is under process. They have declared their compliance
1(2)(b)(ii)	who is not a sponsor of the company or is not connected with the company's any sponsor or director or nominated director or shareholder of the company or any of its associates, sister	✓		

	concerns, subsidiaries and parents or holding entities who holds one percent (1%) or more shares of the total paid-up shares of the company on the basis of family relationship and his or her family members also shall not hold above mentioned shares in the company;			
1(2)(b)(iii)	who has not been an executive of the company in immediately preceding 2 (two) financial years;	✓		
1(2)(b)(iv)	who does not have any other relationship, whether pecuniary or otherwise, with the company or its subsidiary or associated companies;	✓		
1(2)(b)(v)	who is not a member of TREC (Trading Right Entitlement Certificate) holder, director or officer of any stock exchange;	✓		
1(2)(b)(vi)	who is not a shareholder, director excepting independent director or officer of any member or TREC holder of stock exchange or an intermediary of the capital market;	✓		
1(2)(b)(vii)	who is not a partner or an executive or was not a partner or an executive during the preceding 3 (three) years of the concerned company's statutory audit firm or audit firm engaged in internal audit services or audit firm conducting special audit or professional certifying compliance of this code;	✓		
1(2)(b)(viii)	who is not independent director in more than 5 (five) listed companies;	✓		
1(2)(b)(ix)	who has not been reported as a defaulter in the latest Credit Information Bureau (CIB) report of Bangladesh Bank for nonpayment of any loan or advance or obligation to a bank or a financial institution; and	✓		
1(2)(b)(x)	who has not been convicted for a criminal offence involving moral turpitude;	✓		
1(2)(c)	The independent director(s) shall be appointed by the Board and approved by the shareholders in the Annual General Meeting (AGM): Provided that the Board shall appoint the independent director, subject to prior consent of the Commission, after due consideration of recommendation of the Nomination and Remuneration Committee (NRC) of the company,	✓		The appointment of Independent Directors approved in the 34th AGM.
1(2)(d)	The post of independent director(s) cannot remain vacant for the more than 90 (ninety) days; and	✓		There arevacancy in the position of Independent Directors during the year 2024-2025 Mahmudul Hasan has completed two consecutive terms on 29/8/2025. The appointment of new independent director is under process
1(2)(e)	The tenure of office of an independent director shall be for a period of 3 (three) years, which may be extended for 1 (one) tenure only;	✓		
<b>1(3)</b>	<b>Qualification of Independent Director</b>			
1(3)(a)	Independent director shall be a knowledgeable individual with integrity who is able to ensure compliance with financial laws, regulatory requirements and corporate laws and can make meaningful contribution to the business;	✓		The Independent Director Mr. Amjad Hossain has over 12(twelve) years of experience in Marketing on leather business and another one is comparatively

				less qualified
<b>1(3)(b)</b>	<b>Independent Director shall have following Qualifications:</b>			
1(3)(b) (i)	Business Leader who is or was a promoter or director of an unlisted company having minimum paid-up capital of Tk.100.00 million or any listed company or a member of any national or international chamber of commerce or registered business association; or	√		
1(3)(b) (ii)	Corporate Leader who is or was a top level executive not lower than Chief Executive Officer or Managing Director or Deputy Managing Director or Chief Financial Officer or Head of Finance or Accounts or Company Secretary or Head of Internal Audit and Compliance or Head of Legal Service or a candidate with equivalent position of an unlisted company having minimum paid up capital of Tk. 100.00 million or of a listed company; or	√		
1(3)(b) (iii)	Former or existing official of government or statutory or autonomous or regulatory body in the position not below 5th Grade of the national pay scale, who has at least educational background of bachelor degree in economics or commerce or business or Law: Provided that in case of appointment of existing official as independent director, it requires clearance from the organization where he or she is in service; or	√		
1(3)(b) (iv)	University Teacher who has educational background in Economics or Commerce or Business Studies or Law; or	√		
1(3)(b) (v)	Professional who is or was an advocate practicing at least in the High Court Division of Bangladesh Supreme Court or a Chartered Accountant or Cost and Management Accountant or Chartered Financial Analyst or Chartered Certified Accountant or Certified Public Accountant or Chartered Management Accountant or Chartered Secretary or equivalent qualification;	√		
1(3)(c)	The independent director shall have at least 10 (ten) years of experiences in any filed mentioned in clause (b);	-		The Independent Director Mr. Amjad Hossain has over 12(twelve) years of experience in Marketing on leather business and another one is comparatively less qualified and Md. Mahmudul Hasan is comparatively less qualified and his knowledge in Capital Market
1(3)(d)	In special cases, the above qualifications or experiences may be relaxed subject to prior approval of the Commission,	-		N/A
<b>1(4)</b>	<b>Duality of Chairperson of the Board of Directors and Managing Director or Chief Executive Officer</b>			
1(4)(a)	The positions of the Chairperson of the Board and the Managing Director (MD) and /or Chief Executive Officer (CEO) of the company shall be filled by different individuals;	√		The position of the Chairperson of the Board and The Managing Director ( MD) and/or Chief Executive Officer of the Company Field by different individual.
1(4)(b)	The Managing Directors (MD) and/or Chief Executive Officer (CEO) of a listed company shall not hold the same position in	√		The position of the Chairperson of the

	another listed company;			Board and The Managing Director ( MD) and/or Chief Executive Officer of the Company shall not hold the same position another listed company.
1(4)(c)	The Chairperson of the Board shall be elected from among the non-executive directors of the company;	√		
1(4)(d)	The Board shall clearly define respective roles and responsibilities of the Chairperson and the Managing Director and/or Chief Executive Officer;	√		
1(4)(e)	In the absence of the Chairperson of the Board, the remaining members may elect one of themselves from non-executive directors as chairperson for that particular Board meeting; the reason of absence of the regular Chairperson shall be duly recorded in the minutes.	√		
<b>1(5)</b>	<b>The Directors' Report to Shareholders</b>			
1(5)(i)	An industry outlook and possible future developments in the industry;	√		
1(5)(ii)	The segment-wise or product-wise performance;	√		
1(5)(iii)	Risk and concerns including internal and external risk factors, threat to sustainability and negative impact on environment, if any;	√		
1(5)(iv)	A discussion on Cost of Goods sold, Gross Profit Margin and Net Profit Margin, where applicable;	√		
1(5)(v)	A discussion on continuity of any extraordinary activities and their implications (gain or loss);	N/A		
1(5)(vi)	A detailed discussion on related party transactions along with a statement showing amount, nature of related party, nature of transactions and basis of transactions of all related party transactions;	√		
1(5)(vii)	A statement of utilization of proceeds raised through public issues, rights issues and/or any other instruments;	N/A		N/A
1(5)(viii)	An explanation if the financial results deteriorate after the company goes for Initial Public Offering (IPO), Repeat Public Offering (RPO), Rights Share Offer, Direct Listing, etc.;	N/A		N/A
1(5)(ix)	An explanation on any significant variance that occurs between Quarterly Financial performance and Annual Financial Statements;	N/A		N/A
1(5)(x)	A statement of remuneration paid to the directors including independent director;	√		Not including in Directors' report but includes in notes 31 to the Accounts.
1(5)(xi)	A statement that the Financial statements prepared by the management of the issuer company present fairly its state of affairs, the result of its operations, cash flows and changes in equity;	√		
1(5)(xii)	A statement that proper books of account of the issuer company have been maintained;	√		
1(5)(xiii)	A statement that appropriate accounting policies have been consistently applied in preparation of the financial statements and that the accounting estimates are based on reasonable and prudent judgment;	√		
1(5)(xiv)	A statement that International Accounting Standards (IAS) or International Financial Reporting Standards (IFRS), as applicable in Bangladesh, have been followed in preparation of the financial statements and any departure there from has been	√		

	adequately disclosed;			
1(5)(xv)	A statement that the system of internal control is sound in design and has been effectively implemented and monitored;	√		
1(5)(xvi)	A statement that minority shareholders have been protected from abusive actions by, or in the interest of, controlling shareholders acting either directly or indirectly and have effective means of redress;	√		
1(5)(xvii)	A statement that there is no significant doubt upon the issuer company's ability to continue as a going concern, if the issuer company is not considered to be a going concern, the fact along with reasons thereof shall be disclosed;	√		
1(5)(xviii)	An explanation that significant deviations from the last year's operating results of the issuer company shall be highlighted and the reasons thereof shall be explained;	-		N/A
1(5)(xix)	A statement where key operating and financial data of at least preceding 5 (five) years shall be summarized;	√		
1(5)(xx)	An explanation of the reasons if the issuer company has not declared dividend (cash or stock) for the years;	-		No dividend declared in this year
1(5)(xxi)	Board's statement to the effect that no bonus share or stock dividend has been or shall be declared as interim dividend;	-		N/A
1(5)(xxii)	The total number of Board meetings held during the year and attendance by each director;	√		06 (Six) Board meetings were held. Attendance of each director has been given in the Directors' report.
<b>1(5)(xxiii)</b>	<b>A report on the pattern of shareholding disclosing the aggregate number of shares (along with name-wise details where stated below) held by:</b>			
1(5)(xxiii)(a)	Parent or Subsidiary or Associated Companies and other related parties (name-wise details);	√		Attach in the Annexure-II along with statement
1(5)(xxiii)(b)	Directors, Chief Executive Officer, Company Secretary, Chief Financial Officer, Head of Internal Audit and Compliance and their spouses and minor children (name-wise details);	√		
1(5)(xxiii)(c)	Executives; and	√		
1(5)(xxiii)(d)	Shareholders holding ten percent (10%) or more voting interest in the company (name-wise details);	√		
<b>1(5)(xxiv)</b>	<b>In case of the appointment or reappointment of a director, a disclosure on the following information of the shareholders:</b>			
1(5)(xxiv)(a)	A brief resume of the director;	√		
1(5)(xxiv)(b)	Nature of his or her expertise in specific functional areas; and	√		
1(5)(xxiv)(c)	Names of companies in which the person also holds the directorship and the membership of committees of the Board;	√		
<b>1(5)(xxv)</b>	<b>A Management's Discussion and Analysis signed by CEO or MD presenting detailed analysis of the company's position and operations along with brief discussion of changes in the financial statements, among others, focusing on:</b>			
1(5)(xxv)(a)	Accounting policies and estimation for preparation of financial statements;	√		
1(5)(xxv)(b)	Changes in accounting policies and estimation, if any, clearly describing the effect on financial performance or results and financial position as well as cash flows in absolute figure for such changes;	√		
1(5)(xxv)(c)	Comparative analysis (including effects of inflation) of financial performance or results and financial position as well as cash flows for current financial year with immediate preceding five years explaining reasons thereof;	√		
1(5)(xxv)(d)	Compare such financial performance or results and financial position as well as cash flows with the peer industry scenario;	√		

1(5)(xxv)(e)	Briefly explain the financial and economic scenario of the country and the globe;	√		
1(5)(xxv)(f)	Risks and concerns issues related to the financial statements, explaining such risk and concerns mitigation plan of the company; and	√		
1(5)(xxv)(g)	Future plan or projection or forecast for company's operation, performance and financial position, with justification thereof, i.e., actual position shall be explained to the shareholders in the next AGM;	√		
1(5)(xxvi)	Declaration or certification by the CEO and the CFO to the Board as required under condition No.3(3) shall be disclosed as per Annexure-A;	√		CEO and CFO certified to the Board regarding financial statements.
1(5)(xxvii)	The report as well as certificate regarding compliance of conditions of this Code as required under condition No. 9 shall be disclosed as per Annexure-B and Annexure-C;	√		Certified by ARTISAN-Chartered Accountants
1(5)(xxviii)	The Directors' report to the shareholders does not require to include the business strategy or technical specification related to products or services, which have business confidentiality.	√		
<b>1(6)</b>	<b>Meetings of the Board of Directors</b>			
	The company shall conduct its Board meetings and record the minutes of the meetings as well as keep required books and records in line with the provisions of the relevant Bangladesh Secretarial provisions of the relevant Bangladesh Secretarial Standards (BSS) as adopted by the Institute of Chartered Secretaries of Bangladesh (ICSB) in so far as those standards are not inconsistent with any condition of this Code.	√		
<b>1(7)</b>	<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 Committee (NRC) at condition No. 6, for the Chairperson of the Board, other board members and Chief Executive Officer of the company;	√		
1(7)(b)	The code of conduct as determined by the NRC shall be posted on the website of the company including, among others, prudent conduct and behavior; confidentiality; conflict of interest; compliance with laws, rules and regulations; prohibition of insider trading; relationship with environment, employees, customers and suppliers; and independency.	√		Posted on the website on the Company
<b>2.</b>	<b>GOVERNANCE OF BOARD OF DIRECTORS OF SUBSIDIARY COMPANY:</b>			
2(a)	Provisions relating to the compositions of the Board of the holding company shall be made applicable to the composition of the Board of the subsidiary company;			N/A
2(b)	At least 1 (one) independent director on the Board of the holding company shall be a director on the Board of the subsidiary company;			N/A
2(c)	The minutes of the board meeting of the subsidiary company shall be placed for review at the following Board meeting of the holding company;			N/A
2(d)	The minutes of the respective Board meeting of the holding company shall state that they have reviewed the affairs of the subsidiary company also;			N/A
2(e)	The Audit Committee of the holding company shall also review the financial statements, in particular the investments made by the subsidiary company.			N/A
<b>3.</b>	<b>MANAGING DIRECTOR (MD) OR CHIEF EXECUTIVE OFFICER (CEO), CHIEF FINANCIAL OFFICER (CFO), HEAD OF INTERNAL AUDIT AND COMPLIANCE (HIAC) AND COMPANY SECRETARY (CS):</b>			
3(1)	Appointment			

3(1)(a)	The Board shall appoint a Managing Director (MD) or Chief Executive Officer (CEO), a Company Secretary (CS), a Chief Financial Officer (CFO) and a Head of Internal Audit and Compliance (HIAC);	√		The Company has appointed CFO, CS and Head of Internal Audit. There are clearly defined roles, responsibilities and duties, which have been approved by the Board as per requirements of BSEC notification.
3(1)(b)	The positions of the Managing Director (MD) or Chief Executive Officer (CEO), Company Secretary (CS), Chief Financial Officer (CFO) and Head of Internal Audit and Compliance (HIAC) shall be filled by different individuals;	√		
3(1)(c)	The MD or CEO, CS, CFO, and HIAC of a listed company shall not hold any executive position in any other company at the same time: Provided that CFO or CS of any listed company may be appointed for the same position in any other listed or non-listed company under the same group for reduction of cost or for technical expertise, with prior approval of the Commission: Provided further that the remuneration and perquisites of the said CFO or CS shall be shared by appointing companies proportionately;	√		
3(1)(d)	The Board shall clearly define respective roles, responsibilities and duties of the CFO, the HIAC and the CS;	√		
3(1)(e)	The MD or CEO, CS, CFO and HIAC shall not be removed from their position without approval of the Board as well as immediate dissemination to the Commission and stock exchange(s).	√		
<b>3(2)</b>	<b>Requirement to attend Board of Directors' Meetings</b>			
	The MD or CEO, CS, CFO, HIAC of the company shall attend the meetings of the Board: Provided that the CS, CFO and/or the HIAC shall not attend such part of a meeting of the Board which involves consideration of an agenda item relating to their personal matters.	√		
<b>3(3)</b>	<b>Duties of Managing Director (MD) or Chief Executive Officer (CEO) and Chief Financial Officer (CFO)</b>			
3(3)(a)	The MD or CEO and CFO shall certify to the Board that they have reviewed financial statements for the year and that to the best of their knowledge and belief:			
3(3)(a)(i)	these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading; and	√		
3(3)(a)(ii)	these statements together present a true and fair view of the company's affairs and are in compliance with existing accounting standards and applicable laws;	√		
3(3)(b)	The MD or CEO and CFO shall also certify that there are, to the best of knowledge and belief, no transactions entered into by the company during the year which are fraudulent, illegal or in violation of the code of conduct for the company's Board or its members;	√		
3(3)(c)	The certification of the MD or CEO and CFO shall be disclosed in the Annual Report.	√		
<b>4.</b>	<b>BOARD OF DIRECTORS' COMMITTEE :</b>			
4(i)	Audit Committee; and	√		
4(ii)	Nomination and Remuneration Committee (NRC).	√		

<b>5.</b>	<b>AUDIT COMMITTEE :</b>			
5(1)	Responsibility to the Board of Directors			
5(1)(a)	The company shall have an Audit Committee as a sub-committee of the Board;	√		
5(1)(b)	The Audit Committee shall assist the Board in ensuring that the financial statements reflect true and fair view of the state of affairs of the company and in ensuring a good monitoring system within the business;	√		
5(1)(c)	The Audit Committee shall be responsible to the Board; the duties of the Audit Committee shall be clearly set forth in writing.	√		
<b>5(2)</b>	<b>Constitution of the Audit Committee</b>			
5(2)(a)	The Audit Committee shall be composed of at least 3 (three) members;	√		The audit committee is composed of 3 (Three) members
5(2)(b)	The Board shall appoint members of the Audit Committee who shall be non executive directors of the company excepting Chairperson of the Board and shall include at least 1 (one) independent director;	√		
5(2)(c)	All members of the audit committee should be "financially literate" and at least 1 (one) member shall have accounting or related financial management background and 10 (ten) years of such experience;	√		
5(2)(d)	When the term of service of any Committee member expires or there is any circumstance causing any Committee member to be unable to hold office before expiration of the term of service, thus making the number of the Committee members to be lower than the prescribed number of 3 (three) persons, the Board shall appoint the new Committee member to fill up the vacancy immediately or not later than 60 (sixty) days from the date of vacancy in the Committee to ensure continuity of the performance of work of the Audit Committee;	-		There was no such case
5(2)(e)	The Company Secretary shall act as the secretary of the Committee;	√		
5(2)(f)	The quorum of the Audit Committee meeting shall not constitute without at least 1 (one) independent director;	√		
<b>5(3)</b>	<b>Chairperson of the Audit Committee</b>			
5(3)(a)	The Board shall select 1 (one) member of the Audit Committee to be Chairperson of the Audit Committee, who shall be an independent director;	√		
5(3)(b)	In the absence of the Chairperson of the Audit Committee, the remaining members may elect one of themselves as Chairperson for that particular meeting, in that case there shall be no problem of constituting a quorum as required under condition No. 5(4)(b) and the reason of absence of the regular Chairperson shall be duly recorded in the minutes.	√		
5(3)(c)	Chairperson of the Audit Committee shall remain present in the Annual General Meeting (AGM)	√		Chairman of the Audit Committee will be present in the Fourth coming 35 <sup>th</sup> Annual General Meeting
<b>5(4)</b>	<b>Meeting of the Audit Committee</b>			
5(4)(a)	The Audit Committee shall conduct at least its four meeting in financial year	√		
5(4)(b)	The quorum of the meeting of the Audit Committee shall be constituted in presence of either two members or two third of the members of the Audit Committee, whichever is higher, where presence of an independent director is a must.	√		

<b>5(5)</b>	<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)	monitor Internal Audit and Compliance process to ensure that it is adequately resourced, including approval of the Internal Audit and Compliance Plan and review of the Internal Audit and Compliance Report;	√		
5(5)(d)	oversee hiring and performance of external auditors;	√		
5(5)(e)	hold meeting with the external or statutory auditors for review of the annual financial statements before submission to the Board for approval of adoption;	√		
5(5)(f)	review along with the management, the annual financial statements before submission to the Board for approval;	√		
5(5)(g)	review along with the management, the quarterly and half yearly financial statements before submission to the Board for approval;	√		
5(5)(h)	review the adequacy of internal audit function;	√		
5(5)(i)	review the Management's Discussion and Analysis before disclosing in the Annual Report;	√		
5(5)(j)	review statement of all related party transactions submitted by the management;	√		
5(5)(k)	review Management Letters or Letter of Internal Control weakness issued by statutory auditors;	√		
5(5)(l)	oversee the determination of audit fees based on scope and magnitude, level of expertise deployed and time required for effective audit and evaluate the performance of external auditors; and	√		
5(5)(m)	oversee whether the proceeds raised through Initial Public Offering (IPO) or Repeat Public Offering (RPO) or Right Share Offer have been utilized as per the purposes stated in relevant offer document or prospectus approved by the Commission	√		
<b>5(6)</b>	<b>Reporting of the Audit Committee</b>			
<b>5(6)(a)</b>	<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)	The Audit Committee shall immediately report to the Board on the following findings, if any :-			
5(6)(a)(ii)(a)	report on conflicts of interest;	√		
5(6)(a)(ii)(b)	suspected or presumed fraud or irregularly or material defect identified in the internal audit and compliance process or in the financial statements;	√-		
5(6)(a)(ii)(c)	suspected infringement of laws, regulatory compliances including securities related laws, rules and regulations; and	√		
5(6)(a)(ii)(d)	any other matter which the Audit Committee deems necessary shall be disclosed to the Board immediately.	√		
<b>5(6)(b)</b>	<b>Reporting to the Authorities</b>			
	If the Audit Committee has reported to the Board about anything which has material impact on the financial condition and results of operation and has discussed with the Board and the management that any rectification is necessary and if the Audit Committee finds that such rectification has been unreasonably ignored, the Audit Committee shall report such finding to the Commission, upon reporting of such matters to the Board for three times or completion of a period of 6 (six) months from the date of first reporting to the Board, whichever is earlier.	√		

<b>5(7)</b>	<b>Reporting to the Shareholders and General Investors</b> Report on activities carried out by the Audit Committee, including any report made to the Board under condition No. 5(6)(a)(ii) above during the year, shall be signed by the Chairperson of the Audit Committee and disclosed in the annual report of the issuer company.	√		The audit committee report is disclosed in the Annual Report and signed by the Chairperson of the Audit Committee.
<b>6. NOMINATION AND REMUNERATION COMMITTEE (NRC):</b>				
<b>6(1) Responsibility to the Board of Directors</b>				
6(1)(a)	The company shall have a Nomination and Remuneration Committee (NRC) as a subcommittee of the Board;	√		
6(1)(b)	The NRC shall assist the Board in formulation of the nomination criteria or policy for determining qualifications, positive attributes, experiences and independence of directors and top level executive as well as a policy for formal process of considering remuneration of directors, top level executive;	√		
6(1)(c)	The Terms of Reference (ToR) of the NRC shall be clearly set forth in writing covering the areas stated at the condition No. 6(5)(b).	√		
<b>6(2) Constitution of the NRC</b>				
6(2)(a)	The Committee shall comprise of at least three members including an independent director;	√		The Nomination and Remuneration Committee is composed with 01 (One) members, One Independent Director is include as member of audit committee.
6(2)(b)	At least 02 (two) members of the Committee shall be non-executive directors;	√		
6(2)(c)	Members of the Committee shall be nominated and appointed by the Board;	√		
6(2)(d)	The Board shall have authority to remove and appoint any member of the Committee;	√		
6(2)(e)	In case of death, resignation, disqualification, or removal of any member of the Committee or in any other cases of vacancies, the board shall fill the vacancy within 180 (one hundred eighty) days of occurring such vacancy in the Committee;	√		
6(2)(f)	The Chairperson of the Committee may appoint or co-opt any external expert and/or member(s) of staff to the Committee as advisor who shall be non-voting member, if the Chairperson feels that advice or suggestion from such external expert and/or member(s) of staff shall be required or valuable for the Committee;	√		
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 receive, either directly or indirectly, any remuneration for any advisory or consultancy role or otherwise, other than Director's fees or honorarium from the company.	√		
<b>6(3) Chairperson of the NRC</b>				
6(3)(a)	The Board shall select 1 (one) member of the NRC to be Chairperson of the Committee, who shall be an independent director;	√		Independent Director appointed as Chairperson of NRC.
6(3)(b)	In the absence of the Chairperson of the NRC, the remaining members may elect one of themselves as Chairperson for the particular meeting, the reason of absence of the regular Chairperson shall be duly recorded in the minutes;	√		

6(3)(c)	The Chairperson of the NRC shall attend the annual general meeting (AGM) to answer the queries of the shareholders;	√		
<b>6(4)</b>	<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 upon request by any member of the NRC;	-		
6(4)(c)	The quorum of the meeting of the NRC shall be constituted in presence of either two members or two third of the members of the Committee, whichever is higher, where presence of an independent director is must as required under condition No. 6(2)(h);	√		
6(4)(d)	The proceedings of each meeting of the NRC shall duly be recorded in the minutes and such minutes shall be confirmed in the next meeting of the NRC.	√		
<b>6(5)</b>	<b>Role of the NRC</b>			
6(5)(a)	NRC shall be independent and responsible or accountable to the Board and to the shareholders;	√		
<b>6(5)(b)</b>	<b>NRC shall oversee, among others, the following matters and make report with recommendation to the Board</b>			
6(5)(b)(i)	Formulating the criteria for determining qualifications, positive attributes and independence of a director and recommend a policy to the Board, relating to the remuneration of the directors, top level executive, considering the following:			
6(5)(b)(i)(a)	the level and composition of remuneration is reasonable and sufficient to attract, retain and motivate suitable directors to run the company successfully;	√		
6(5)(b)(i)(b)	the relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and			
6(5)(b)(i)(c)	remuneration to the directors, top level executive involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the company and its goals;	√		
6(5)(b)(ii)	devising a policy on Board's diversity taking into consideration age, gender, experience, ethnicity, educational background and nationality;	√		
6(5)(b)(iii)	identifying persons who are qualified to become directors and who may be appointed in top level executives position in accordance with the criteria laid down, recommended their appointment and removal to the board;	√		
6(5)(b)(iv)	formulating the criteria for evaluation of performance of independent directors and the Board;	√		
6(5)(b)(v)	identifying the company's needs for employees at different levels and determine their selection, transfer or replacement and promotion criteria; and	√		
6(5)(b)(vi)	developing, recommending and reviewing annually the company's human resources and training policies;	√		
6(5)(c)	The company shall disclose the nomination and remuneration policy and the evaluation criteria and activities of NRC during the year at a glance in its annual report.	√		
<b>7.</b>	<b>EXTERNAL OR STATUTORY AUDITORS:</b>			
7(1)	The issuer company shall not engage its external or statutory auditors to perform the following services of the company, namely:			
7(1)(i)	appraisal or valuation services or fairness opinions,	√		
7(1)(ii)	financial information systems design and implementation;	√		
7(1)(iii)	book-keeping or other services related to the accounting records or financial statements;	√		
7(1)(iv)	broker-dealer services;	√		

7(1)(v)	actuarial services;	√		
7(1)(vi)	internal audit services or special audit services;	√		
7(1)(vii)	audit or certification services on compliance of corporate governance as required under condition No. 9(1); and	√		
7(1)(ix)	any other service that creates conflict of interest.	√		
7(2)	No partner or employees of the external audit firms shall possess any share of the company they audit at least during the tenure of their audit assignment of that company; his or her family members also shall not hold any shares in the said company	√		
7(3)	Representative of external or statutory auditors shall remain present in the Shareholders' Meeting (Annual General Meeting or Extraordinary General Meeting) to answer the queries of the shareholders.	√		
<b>8.</b>	<b>MAINTAINING A WEBSITE BY THE COMPANY:</b>			
8(1)	The company shall have an official website linked with the website of the stock exchange.	√		
8(2)	The company shall keep the website functional from the date of listing.	√		
8(3)	The company shall make available the detailed disclosures on its website as required under the listing regulations of the concerned stock exchanges(s).	√		
<b>9.</b>	<b>REPORTING AND COMPLIANCE OF CORPORATE GOVERNANCE:</b>			
9(1)	The company shall furnish a copy of its annual report in soft form or printed form as the case may be, including all relevant annual audited financial statements, management's discussion and analysis, report or certificate on compliance of the Corporate Governance Code and Directors' Report along with the notice of the annual general meeting, etc., to the shareholders at least 14 (fourteen) days before the annual general meeting of the shareholders of the company at which the annual report is to be laid before them and shall simultaneously furnish 05 (five) printed copies of such reports to the Commission and to the stock exchange: Provided that the company may also submit its annual report to the Commission in computer generated printed form."	√		Certified by ARTISAN-Chartered Accountants
9(2)	The professional who will provide the certificate on compliance of this Corporate Governance Code shall be appointed by the shareholders in the annual general meeting.	√		
9(3)	The directors of the company shall state, in accordance with the <b>Annexure-C</b> attached, in the directors' report whether the company has complied with these conditions or not.	√		

## **REPORT ON CORPORATE GOVERNANCE**

Corporate Governance clearly defines the rights and responsibilities of the Board of Directors, Management, Shareholders and other Stakeholders. The Board supports Management, Internal and External Auditors and other related parties including the Shareholders. A good corporate reputation is the most valuable and competitive asset of a company. Samata Leather Complex PLC believes in the continued improvement of corporate governance.

### **(1) BOARD OF DIRECTOR**

#### **(A) Conflict of Interest:**

Directors should avoid any conflict of interest as described below between the director and the company. Any situation that involves or may reasonably be expected to involve a conflict of interest with the Company should be disclosed promptly to the Company Secretary. The Company Secretary will discuss such matters with the chairman of the Board for evaluation and appropriate resolution, which may include the requested resignation of the director.

If a director has a personal interest in a matter before the Board of Directors, the director will disclose the interest to the full Board of Directors prior to discussion as to such matter or deliberation, excuse him or herself from participation in the discussion, and will not vote on the matter. Personal interest may include commercial, industrial, banking, consulting, legal, accounting, charitable, and financial relationship, among other.

#### **(B) Corporate Opportunities**

Directors owe a duty to the Company to advance its legitimate interest when the opportunity to do so arises. Directors are therefore prohibited from: (a) taking for themselves opportunity that are discovered through the use of Company property, information, their position as a director; (b) using the Company property, information or their position for personal or professional gain for themselves or an employer; and (c) competing or helping an employer compete with the Company, including compensating for the business opportunities, provided, however, if the Company's disinterested director determine that the Company will not peruse an opportunity that relates to the

Company's business, a director may do so if the disclosure and abstention procedures set forth in section 1 have been followed.

**(C) Confidentiality**

As a member of the board, director often learn of confidential or proprietary information about the Company, its customers, prospective customers or other third parties. Directors should maintain the confidentiality of such information entrusted to them by the Company and any other confidential information about the Company that comes to them from whatever source in their capacity as a director except when disclosure is authorized or legally mandated.

**(D) Compliance with Laws, Rules and Regulations; Insider Trading**

It is the Board's policy to comply with all applicable laws, rules and regulations. It is the personal responsibility of all Directors to adhere to the standards and restrictions imposed by those laws, rules and regulations.

In addition to being illegal and unethical, it is a violation of Board policy for a director to buy or sell stock or other securities while in possession of "material nonpublic information." This is true for SAMATA LEATHER COMPLEX PLC. Stock or other securities, as well as stock or other securities of suppliers, customers, competitors, venture partners, acquisition candidates or other companies about which a director may possess nonpublic material information. To help assure compliance with applicable laws relating to the trading of SAMATA LEATHER COMPLEX PLC. securities, all transaction in company securities by directors must be approved in advance by the Company Secretary. Any director who is uncertain about the requirement regarding the purchase or sale of any SAMATA LEATHER COMPLEX PLC. Securities or any securities of issue that he or she is familiar with by virtue of his or her position on the board should consult with appropriate insider counsel before making any such purchase or sale.

**(E) Public Disclosure of Information**

All information in reports and documents that the Company files with or submits to the Securities or exchange Commission is required to be full, fair, accurate, timely, and understandable. This standard also applies to other public communication made by the

company. All directors shall take this requirement into proper account in carrying out his or her Board duties.

#### **(F) Compliance Procedures**

Directors should communicate any suspect violations of this Code promptly to the Company Secretary. The Company Secretary will review the matter with (i) the chairman of the Board; (ii) the Chairman of the Nominating and Corporate Governance Committee, if the suspected violation involves the Chairman of the Committee, and (iii) the Chairman of the Audit Committee if the suspect violation involve the Chair of the Nomination and Corporate Governance Committee, the Company Secretary may review the suspected violation with any and all other directors as appropriate, Potential violations of this Code reported to the Board will be investigated by the Board or by a persons designated by the Board and appropriate action will be taken in the event it is determined that violation of this Code has occurred.

#### **(2) HEAD OF ACCOUNTS & FINANCE/CHIEF FINANCIAL OFFICER (CFO)**

The Chief Financial Officer (CFO) provides both operational and programmatic support to the organization. The CFO supervises the finance unit and is the chief financial spokesperson for the organization. The CFO reports directly to the President/Chief Executive Officer (CEO) and directly assists the Chief Operating Officer (COO) on all strategic and tactical matters as they relate to budget management, cost benefit analysis, forecasting needs and the securing of new funding.

#### **ESSENTIAL RULES, RESPONSIBILITIES AND DUTIES**

- ✓ Assist in performing all tasks necessary to achieve the organization's mission and help execute staff succession and growth plans.
- ✓ Train the Finance Unit and other staff on raising awareness and knowledge of financial management matters.
- ✓ Work with the President/CEO on the strategic vision including fostering and cultivating stakeholder relationships as well as assisting in the development and negotiation of contracts.
- ✓ Assess the benefits of all prospective contracts and advise the Executive Team on programmatic design and implementation matters.
- ✓ Ensure adequate controls are installed and that substantiating documentation is approved and available such that all purchases may pass independent audits.

- ✓ Oversee the management and coordination of all fiscal reporting activities for the organization including: Revenue/Expense and balance sheet reports etc.
- ✓ Oversee all purchasing and payroll activity for staff and participants.
- ✓ Develop and maintain systems of internal controls to safeguard financial assets of the organization.
- ✓ Oversee the coordination and activities of independent auditors and the preparation of the annual financial statements is in accordance with Generally Accepted Accounting Principle (GAAP), Bangladesh Accounting Standard (BAS) and Bangladesh Standard on Auditing and BFRS etc.
- ✓ Attend Board and Sub-committee meetings; including being the lead staff on the Audit/Finance Committee.
- ✓ Monitor banking activities of the organization.
- ✓ Ensure adequate cash flow to meet the organization's needs.
- ✓ Serve as one of the trustees and oversee administration and financial reporting of the organization's Savings and Retirement Plan.
- ✓ Investigate cost-effective benefit plans and other fringe benefits which the organization may offer employees and potential employees with the goal of attracting and retaining qualified individuals.
- ✓ Oversee the production of monthly reports including reconciliations with Banks as well as financial statements and cash flow projections and annual budgets for use by Executive management, as well as the Audit/Finance Committee and Board of Directors.
- ✓ Assist in the design, implementation, and timely calculations of wage incentives, commissions, and salaries for the staff.
- ✓ Oversee Accounts Payable and Accounts Receivable and ensure a recovery plan is in place.
- ✓ Oversee the maintenance of the inventory of all fixed assets, including assets purchased with government funds (computers, etc.) assuring all are in accordance with federal regulations.

**(3) HEAD OF INTERNAL AUDIT**

Head of Internal Auditor maintain and develop a strategic audit framework based on an understanding of the risks that the organization is exposed to and develop an audit plan incorporating risks identified via internal audit and risk workshops and to promote higher standards of risk management and value for money through the organization.

**RULES, RESPONSIBILITIES & DUTIES OF HEAD OF INTERNAL AUDIT**

- ✓ Plans and conducts operational, financial and compliance audits to evaluate the effectiveness of internal controls.
- ✓ Determine compliance with selected policies, procedures, and regulations.
- ✓ Make written recommendations to senior administrators to increase efficiency and/or effectiveness of the control systems of functions reviewed.
- ✓ Plan and conduct audits to assess controls, operational efficiencies and compliance with selected policies, procedures and regulations.
- ✓ Resolve audit problems that occur and develop modifications to coverage and schedule.
- ✓ Perform special investigations as requested by the Chairman or Managing Director.
- ✓ Consults with administrators and staff at all levels to promote good business practices.
- ✓ To take the lead in investigating reported misuse of funds.
- ✓ To promote improved standards of financial control and value-for-money.
- ✓ To enhance the quality and extent of the partner external audit and financial accompanier function.
- ✓ To co-ordinate the external audit approach of the agency, through liaison with the external auditors, to ensure the most efficient and effective use of audit resources.
- ✓ To report twice yearly on the results of the Internal Audit Department to the Finance and Audit Committee.
- ✓ To maintain a professional audit staff with sufficient knowledge, skills and experience.
- ✓ To carry out the plan and to manage and develop the staff in the team so that their potential is maximized.
- ✓ Research and keep abreast of legislative issues, new audit regulations/trends and audit methodology. Discuss updates of new regulations with Chairman, Managing Director and relevant departments.
- ✓ Assist in developing annual audit plan and submit to Chairman, Managing Director for review and approval.

- ✓ Assist external auditors as appropriate. Assist in coordinating the Company's response to audit findings and recommendations.
- ✓ Conduct periodic training workshops to promote awareness of internal controls and to discuss changes in policies that will impact the system flow of information.
- ✓ Participate in various committees or task forces geared to policy/procedure development and operational improvements.
- ✓ Supervise and guide staff in support of the Company's mission and audit initiatives.

**(4) COMPANY SECRETARY (CS)**

The company secretary is responsible for ensuring that the administrative responsibilities set out in company law and the articles of association are properly carried out. The post has no executive or management responsibilities unless these are explicitly delegated by the Board of Directors. So a company secretary cannot, for example, authorize expenditure, borrow money, alter registers or appoint auditors without the authority of the directors or company members. In addition to ensuring that the company complies with the law and observes its own regulations, a company secretary may be assigned other functions in the company's articles of association or they may be delegated by the company's directors. A number of duties are imposed on the company secretary by the Companies Acts.

**RULES, RESPONSIBILITIES & DUTIES OF COMPANY SECRETARY (CS)**

- ✓ To organize board meetings, informing board of directors about the impending meeting, formulating the agenda of the meeting with Chairman and/or Chief Executive, compiling the minutes of the meeting and maintaining minute books.
- ✓ To ensure that Annual General Meetings (AGM) are held as per the Companies Act and the companies' Article of Association. He/She is responsible for issuing notices of meetings, distribution of proxy forms, helping directors update themselves and getting prepared in case any shareholder ask questions, helping directors prepare briefing material and ensuring that security arrangements are done for the meeting. During the meeting, they have to ensure that proxy forms are processed properly, voting is carried out properly and recording the minutes of the meeting.
- ✓ To ensure that the Memorandum and Articles of Association is properly complied with. In case any amendments are issued, they have to make sure that they are implemented in the right manner.

- ✓ To maintain relations with Bangladesh Securities & Exchange Commission (BSEC), Dhaka Stock Exchange (DSE), Chittagong Stock Exchange (CSE), and the respective regulatory bodies. And he/she is responsible for relaying information regarding the company to the market.
- ✓ To maintain the statutory registers regarding the members, company charges, directors and secretary, directors' interests in shares and debentures, interests in voting shares and debenture holders.
- ✓ To file annual reports, amended Memorandum and Articles of Association, return of allotments, notices of appointments, removal and resignation of directors and the secretary, notices of removal or resignation of the auditors, change of registered office and resolutions in accordance with the Companies Act with the Registrar of Joint Stock Companies and Firms (RJSC).
- ✓ To publish of the company's annual report and accounts.
- ✓ To maintain the company's register of members, deal with questions of the shareholders and transfer of shareholding etc.,
- ✓ To communicate with shareholders regularly both individual and institutional through circulars and notices, and ensure the payment of dividends and interest.
- ✓ To keep an eye on register of members in case any stakeholder is aiming at taking over the company.
- ✓ To play a key role in implementing acquisitions, disposals and mergers. They have to make sure that proper documentation is in place and proper commercial evaluation is done.
- ✓ To make sure that the procedure for appointment of directors is followed properly.
- ✓ To ensure that the newly-appointed directors have a proper induction and special training organized, if the need be.
- ✓ To provide all types of support and guidance to the directors, helping them in discharging their duties.
- ✓ To ensure that all statutory and regulatory requirements are properly complied with. They play a key role in ensuring that the decisions of the Board on the whole are properly implemented and communicated within the organization and advise the company and its board of Directors on business ethics and corporate governance.
- ✓ To ensure that the interest of the stakeholders are safeguarded and should communicate with them on regular basis.
- ✓ To comply with the company's obligations under the Companies Acts.
- ✓ To make contracts within his or her own sphere of competence i.e. the day to day administration of the company if authorized to do so by the directors of the Company.

## Compliance of Condition No. 1.5(xxi)

## The pattern of Shareholding as on 30th June, 2025

(a) Parent/Subsidiary/Associated companies and other related parties (name wise details);

N/A

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

SL No.	Name of Directors	Number of Shareholding	Name of Spouse	Shares hold by the spouse/ Children
01	<b>Directors:</b>			
	Mohammed Munsur Ahmed	7,98,864	Md. Mizanur Rahman	2,23,725
			Yeasmeen Zaman	3,42,512
	Zahura Khatun	3,20,650	Mohammed Shajahan	7,18,700
			(late on 28.01.2020)	
	Md. Mizanur Rahman	2,23,725	Mrs. Ayesha Sultana	--
	Md. Ayub Khan	3,59,675	Mrs. Nazma Ferdousi	--
	Farida Rahman	4,10,487	Wadud Mia	--
	Yeasmeen Zaman	3,42,512	Kamruzzaman (Kamrul)	--
	Shamima Akter	3,20,650	Md. Aslam	--
	Md. Amzad Hossain	--		--
	(Independent Director)			
	Md. Mahmudul Hassan	--		--
	(Independent Director)			
02	<b>Chief Executive Officer</b>	3,20,650	Mohammed Shajahan	7,18,700
	Zahura Khatun		(late on 28.01.2020)	
03	<b>Company Secretary</b>	--		--
	Mohammed Romzan Ali			
04	<b>Chief Financial Officer</b>	--		--
	Md. Nazrul Islam			

(C) Executives (Top five salaried employees of the company, other than the Directors, Chief Executive Officer, Company Secretary, Chief Financial Officer and Head of Internal Audit):

Name	Designation	Shares held
Md. Sabbir Mirdha	Head of Accounts Department	--
Md. Kamal Uddin	Manager (Factory)	--

(d) Shareholders holding ten percent (10%) or more voting interest in the company (name wise details): N/A

## **AUDIT COMMITTEE REPORT**

### **Background**

In accordance to the best practices of Corporate Governance as per Notification of Bangladesh Securities and Exchange Commission (BSEC) No. SEC/CMRRC/2006-158/129/Admin/43 dated 7 August 2012, issued under section 2CC of the Securities and Exchange Ordinance, 1969.

### **Composition of the Audit Committee**

The Audit Committee is now composed of the following members:

Mr. Md. Amzad Hossain, Independent Director	Chairman of Audit Committee
Mrs. Farida Rahman, Director	Member of Audit Committee
Mr. Shamima Akter	Member of Audit Committee
Mr. Mohammed Romzan Ali	Company Secretary

The Chief Financial Officer attends the meeting by invitation only as and when necessary. The Company Secretary functions as the Secretary of the Audit Committee.

### **Meeting**

During the year ended 30th June 2025, the Audit Committee held four meetings. Proceedings of the Audit Committee Meetings were reported regularly to the Board of Directors. The details of attendance of the Audit Committee Members have been shown as below:

Audit committee meeting and attendance during the year ended 30th June 2025

Name of Members	No. of Meeting Held	No. of Meeting attended
Md. Amzad Hossain	3	3
Farida Akter	3	3
Shamima Akter	3	3
Mohammed Romzan Ali	3	3

## Role of the Audit Committee

The Audit Committee assisted the Board of Directors in fulfilling its responsibilities regarding the Company's accounting and financial reporting process by monitoring the following:

- ❖ the integrity of the Company's financial statements
- ❖ the independence, qualifications and performance quality of its external auditors
- ❖ the Company's system of internal controls
- ❖ the performance of the Company's internal audit process
- ❖ the Company's compliance with laws, regulations and codes of conduct with a view to safeguard the interest of all stakeholders of the Company

## Summary of Activities

The Audit Committee carried out the following activities during the financial year ended June 30, 2023

### Regularity Compliance

The Committee examined whether the Company's procedures are in place to ensure compliance with

- ❖ The laws and regulations framed by the regulatory Authorities (BSEC, DSE, CSE and RJSC)
- ❖ Internal regulations approved by the Board of Directors.

The Company is duly following the rules and regulations of the Regulatory bodies and also strictly follows areas with conflict of interest. The Committee was satisfied that the Company substantially complied with these regulatory requirements.

### Approval of Financial Policy & Procedures

Financial policy & procedures have been approved by the Board of Directors.

## Financial Reporting

The Committee assisted the Board of Directors and the management to carryout their responsibilities of preparing true and fair financial statements in accordance with the books of accounts and Bangladesh Accounting Standards by:

- ❖ Reviewing the adequacy and effectiveness of the internal control system and procedures in order to provide reasonable assurance that all transactions are accurately and completely recorded in the books of account.
- ❖ Reviewing the integrity of the process by which financial statements are prepared from the books of account
- ❖ Reviewing the process by which compliance of provision of Bangladesh Accounting Standards

### **The Committee also reviewed**

- ❖ The quarterly, half yearly and interim financial statements of the Company prior to recommending them for the approval by the Board.
- ❖ The annual audited financial statements of the company with external auditors prior to submission to the Board for approval. The review focused particularly on changes of accounting policy and compliance with applicable accounting standards as adopted in Bangladesh and other legal & regulatory requirements.

## Internal Control

The Committee examined whether the management has set up the appropriate compliance culture across the Company in order to ensure that all employees have a clear understanding of their roles and responsibilities. The Committee reviewed the arrangements made by the Management for building up a suitable Management Information System (MIS) including computerized systems and its applications thereof.

## Internal Audit

The committee reviewed and discussed the relevant reports of special investigations which were submitted by the Audit team are as follows:

- ❖ The annual audit plan for adequacy of scope and comprehensive coverage of these activities of the Company.

- ❖ The audit programs resource requirements for the year and assessed the performance of the internal audit functions
- ❖ The internal audit reports, audit recommendations and management responses to these recommendation and actions taken to improve the system of internal control and procedures.
- ❖ Exercise Internal Audit of Samata Leather Complex Ltd. reviews the effectiveness of Internal Audit Function including performance and compliance with professional standards. Examine audit findings and material weakness and monitor implementation of audit action plans.

The committee advised the management to take effective step for rectification of all the lapses and weakness identified by internal audit and to take utmost care, so that such weakness and lapses shall not be repeated in future. Department heads attended the meetings when their reports were discussed.

### **External Audit**

The Committee met with the external auditors at the conclusion of the annual audit and exchanged views on their Audit report. The Committee reviewed the findings and recommendations made by the external auditors in order to remove the weaknesses as detected in the external auditing process.

The Committee reviewed the performance of the auditors and recommended to the Board on their appointment and fees.

### **Approval of Financial Statements**

The Audit Committee reviewed and examined the Annual Financial Statements 2025 prepared by the Management and audited by the External Auditors **T. HUSSAIN & CO.** Chartered Accountants and recommended to place the same before the Board for consideration. The Board approved the Annual Financial Statements at its Board meeting.

### **Acknowledgement**

The board of Audit Committee expressed its sincere thanks to the Chairman and members of the Board, management and the Auditors for their support in carrying out its duties and responsibilities effectively.

On behalf of the Audit Committee,



**(Mr. Md. Amzad Hossain)**

Chairman of Audit Committee

## NOMINATION AND REMUNERATION COMMITTEE REPORT

### Nomination and Remuneration Committee (NRC)

The Nomination and Remuneration Committee (NRC) was also established on 15th October, 2018 at the Board of Directors meeting as a sub- Committee of the Board and has control over Samata Leather Complex Limited. The NRC is comprised of 3 (Three) member of the Board including 1 (One) Independent Directors. Independent Director is acting as the Chairperson of the Nomination and Remuneration Committee. The NRC assists the Board.

In compliance with the Corporate Governance Code 2018, the Board of Directors of Samata Leather Complex PLC established a Nomination and Remuneration Committee on 15th October, 2018 at the Board of Directors Meeting as per Circulation and Status of compliance with the conditions imposed by the Commissions Notification No. BSEC/CMRRCD/2006-158/207/Admin/88 dated 03 June, 2018 issued under section 2CC of the Securities and Exchange Ordinance, 1969. The Nomination and Remuneration Committee ("NRC") to assist the Board broadly in formulation of policy with regard to determining qualifications, positive attributes, experiences, remuneration mainly for directors and top level executives. A brief of the NRC and its roles, responsibilities and functions are appended below:

### Composition of the Nomination and Remuneration Committee (NRC) Committee

The NRC Committee is now composed of the following members:

Name	Position in Company	Position in Audit Committee
Md. Mahmudul Hassan	Independent Director	Chairman
Yeasmeen Zaman	Director	Member
Shamima Akter	Director	Member

The Chief Executive Officer, Head of Internal Audit, Chief Financial Officer (CFO) attends the meeting by invitation only as and when necessary. The Company Secretary functions as the Secretary of the Nomination and Remuneration Committee (NRC) Committee.

### Meeting

During the year ended 30<sup>th</sup> June 2025, the Audit Committee held one meeting. Proceedings of the Nomination and Remuneration Committee meetings were reported to the Board of Directors. The details of attendance of the Nomination and Remuneration Committee members are shown below:

**Nomination and Remuneration Committee meeting and attendance during the year ended 30<sup>th</sup> June, 2025**

<b>Name of Members</b>	<b>No. of Meeting held</b>	<b>No. of Meeting attended</b>
Md. Mahmudul Hassan	1	1
Yeasmeen Zaman	1	1
Shamima Akter	1	1

**Role of the Nomination and Remuneration Committee**

Major responsibilities of the Nomination and Remuneration Committee are as follows:

- Recommend a policy on Board's diversity taking into consideration age, gender, experience, education, ethnicity and nationality;
- Formulate the criteria for determining qualification and independence of Directors;
- Identify persons who are qualified to become Directors and in top level executives and recommend their appointment and removal;
- Formulate the criteria for evaluation of performance of Independent Directors and the Board;
- Recommend a policy to the Board relating to the remuneration of the Directors, and top level executives;
- Assess that the level and composition of remuneration is reasonable and sufficient to attract, retain and motivate suitable Directors to run the company successfully;
- Evaluate that remuneration to Directors and top level executives involves a balance between fixed and incentive pay reflecting short and objectives appropriate to working of the company.
- Identify the Company's needs for employees at different levels and law down the criteria of their selection, transfer or replacement and promotion;
- Review annually the Company's human resources and training policies; and
- Recommend the Code of Conduct for the Chairman of the Board, other Board Members and Chief Executive Officer of the Company.

**Nomination, Election and Selection of Directors**

The NRC is responsible to ensure that the procedures for appointing new Directors are transparent and Rigorous. The Board places great emphasis on ensuring its membership reflecting diversity in broader sense. A combination of age, gender, experience, Governance Nomination and Remuneration Committee Report Ethnicity, educational background, nationality and other relevant personal attributes in the Board is Important in providing a range of perspectives, insights and challenges needed to support right decision making. Recruitment and selection processes for Board members identify candidates with the most suitable skills, knowledge, experiences and personal values.

**Evaluation of the Board**

The NRC is responsible for ensuring the effectiveness of the Board. The Board shall carry out an evaluation once a year of its work, functions, performance as well as monitoring of internal

control over financial Reporting for the preparation of external financial statements and the safeguarding of assets. The evaluation process is led by the Chairman of the Board and assisted by the Company Secretary. Each Director is required to complete a confidential pre-set questionnaire. The evaluation includes a review of the administration of the Board and its committees covering their operations, agenda, reports, and information produced for consideration, and relationship with Management.

### **Top Level Executive Selection and Remuneration Policy**

The performance of the Company depends upon the quality of its Directors and Top Level Executives. To Prosper, the Company must attract, motivate and retain highly skilled Directors and Executives.

The Recruitment process for Top Level Executives shall be transparent.

The objective of remuneration policy is to secure that reward for Top Level Executives shall contribute to attracting, engaging and retaining the right employees to deliver sustainable value for shareholders.

### **Remuneration for Board of Directors**

Each Director shall receive reasonable remuneration from the Company for every meeting attended, plus travelling expenses from and to usual place of residence and an allowance per day for the number of days spent attending, travelling to and returning from Board meetings. The amounts will be determined by the Shareholders at the General Meeting.

### **Acknowledgement**

The Board of NRC Committee expressed its sincere thanks to the Chairman and Members of the board, management and the auditors for their support in carrying out its duties and responsibilities effectively.

On behalf of the Nomination and Remuneration Committee



**Md. Mahmudul Hassan**

Chairman of Nomination and Remuneration Committee

**November 26, 2025**

**The Board of Directors**

**SAMATA LEATHER COMPLEX LTD.**

**Subject: CEO and CFO's Declaration to the Board.**

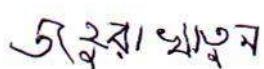
**Dear Sir,**

Compliance with the condition no. 6 imposed by Bangladesh Securities and Exchange Commission's Notification No. SEC/CMRRCD/2006-158/134/Admin/44 dated 07 August, 2012 issued under section 2CC of the Securities and Exchange Ordinance, 1969.

We do hereby certify to the Board that:

- (1) We have reviewed financial statements of the company for the year ended 30 June 2025, and to the best of our knowledge and belief:
  - (a) These statements do not contain any materially untrue statements or omit any material fact or contain statements that might be misleading.
  - (b) These statements together present true and fair view of the company's affairs and are in compliance with Bangladesh Accounting Standards (BAS) and other applicable laws.
- (2) There are, to the best of our knowledge and belief, no transaction entered into by the company during the year which is fraudulent, illegal or violation of the company's code of conducts.

Sincerely yours,



(Zahura Khatun)

Chief Executive Officer (CEO)/MD.



(Md. Nazrul Islam)

Chief Financial Officer (CFO)



**INDEPENDENT AUDITOR'S REPORT  
of  
SAMATA LEATHER COMPLEX PLC.**

**Qualified Opinion**

We have audited the financial statements of **Samata Leather Complex PLC**, which comprises of the Statement of Financial Position as at June 30, 2025, Statement of Profit or Loss and Other Comprehensive Income, Statement of Changes in Equity, Statement of Cash Flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information.

In our opinion, except for the possible effects of the matter described in the Basis for Qualified Opinion section of our report, the accompanying financial statements present fairly, in all material respects (or give a true and fair view of) the financial position of the Company as at June 30, 2025 and (of) its financial performance for the year then ended in accordance with the International Financial Reporting Standards (IFRSs).

**Basis for Qualified Opinion**

- 1 We were engaged to audit the financial statements of Samata Leather Complex PLC after June 30, 2025, and as a result, we were unable to observe the physical inventory counts and perform sufficient appropriate audit procedures to verify the existence and condition of inventories amounting to BDT 21.16 million as of June 30, 2025. Alternative procedures that we ordinarily would perform to satisfy ourselves regarding the inventories were not practicable under the circumstances. Therefore, we were unable to obtain sufficient appropriate audit evidence regarding the completeness, existence, rights and obligations, and valuation of the inventories reported in the financial statements.
- 2 As described in Note 8 to the financial statements, the Company's balance of Trade and Other Receivables as at June 30, 2025 amounts to BDT 25 million. We sought direct external confirmations from a sample of the Company's customers to verify the existence and accuracy of these receivable balances; however, a number of customers did not respond to our confirmation requests and alternative audit procedures were not sufficient to obtain satisfactory audit evidence regarding these receivable balances. Consequently, we were unable to determine whether any adjustments might be necessary to the carrying amounts of Trade and Other Receivables, related revenue, allowances for doubtful accounts, and the related disclosures in the financial statements.

We conducted our audit in accordance with the International Standards on Auditing (ISAs) as adopted by the Institute of Chartered Accountants of Bangladesh (ICAB) and Bangladesh Financial Reporting Council (FRC). Our responsibilities under those standards are further described in the Auditor's responsibilities for the audit of the financial statements section of our report. We are independent of the Company in accordance with the International Ethics Standards Board for Accountants' Code of Ethics for Professional Accountants (IESBA Code), and we have fulfilled our other ethical responsibilities in accordance with the IESBA Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.





### Emphasis of Matter

Without qualifying our opinion, we draw attention to the following:

We draw attention to the note number 3.15. Company did not recognize gratuity fund till now. According to Finance Act 2020, Gratuity Fund need to be recognized and approved by NBR but company yet not recognized and got gratuity fund approval from NBR.

We draw attention to Note 3.15 of the financial statements, which describes that the Company has not implemented a provident fund scheme for its eligible employees as required under the provisions of the Bangladesh Labor Act, 2006 and relevant rules. Non-compliance with these statutory requirements may expose the Company to regulatory penalties and employee claims. Our opinion is not modified in respect of this matter.

### Other Matters

The financial statements of the Company for the year ended 30 June 2024 were audited by another auditor FAMES & R Chartered Accountants who expressed an modified opinion on those statements on 09 December 2024.

### Key Audit Matters

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

#### 1. Revenue recognition:

Description of Key Audit Matters	Our Responses to the Key Audit Matters
<p>The entity operates in the steel building construction and manufacturing industry in Bangladesh, where the nature of contracts, delivery of steel components, building-erection services, customer acceptance and movement of goods create significant judgement areas in revenue recognition, cut-off and completeness. The company's turnover for the year ended 30 June 2025 is BDT 79.14 million – substantially lower than the prior year's BDT 55.97 million, reflecting a material decline in sales volume or contract throughput. This significant decline in turnover heightens the risk that:</p>	<p>We have tested the design and operating effectiveness of key controls focusing on the following:</p> <ul style="list-style-type: none"> <li>• We obtained and read the company's accounting policy for turnover recognition (including contract terms, point of transfer of control, delivery, acceptance by customer) and assessed its consistency with applicable financial reporting framework i.e. IFRS 15 "Revenue from Contracts with Customers", and with prior year.</li> </ul>
<ul style="list-style-type: none"> <li>• management may recognise revenue prematurely, or inappropriately accelerate receipt of orders to meet targets;</li> </ul>	<ul style="list-style-type: none"> <li>• We updated our understanding of the contract and sales cycle in the steel building industry: sales orders, delivery of steel components, erection services, customer acceptance/inspection, invoicing, credit notes or rebates.</li> </ul>





<ul style="list-style-type: none"> <li>some sales may not be billed or recorded (completeness risk) given pressure on margin or volume;</li> </ul>	<ul style="list-style-type: none"> <li>Understanding of the key controls related to the contracts with customers, goods delivery and invoicing process, and sanctioning of discount and commissions.</li> </ul>
<ul style="list-style-type: none"> <li>incorrect application of cut-off at year-end might result in misstatement of turnover;</li> </ul>	<ul style="list-style-type: none"> <li>Assessment of the five step model for revenue recognition adopted by the Company in line with IFRS 15: Revenue, including cut-off point to satisfy performance obligation.</li> </ul>
<ul style="list-style-type: none"> <li>variable considerations (discounts, rebates, contract modifications) or claims for additional work might not be properly estimated or disclosed.</li> </ul>	<ul style="list-style-type: none"> <li>We assessed internal controls over the revenue cycle (order processing, delivery recording, invoicing, credit notes, contract amendments, rebates/discounts) and tested design and operating effectiveness of key controls.</li> </ul>
<ul style="list-style-type: none"> <li>variable considerations (discounts, rebates, contract modifications) or claims for additional work might not be properly estimated or disclosed.</li> </ul>	<ul style="list-style-type: none"> <li>Conducting cut-off testing at the year-end;</li> <li>Comparing current year rebate accruals to the prior year and issuance of credit notes post year end; and</li> <li>We performed analytical procedures (e.g., turnover by product type, by customer, by region, gross margin trends) comparing current year with prior year and investigated significant variances</li> </ul>
	<ul style="list-style-type: none"> <li>We evaluated whether disclosures in the financial statements regarding turnover, accounting policy, contract terms, significant judgments e.g., variable consideration, deferred income, customer acceptance are adequate</li> </ul>
	<p>Based on the audit procedures performed, we obtained appropriate and sufficient audit evidence to address the risks related to turnover recognition and completeness for the year ended 30 June 2025.</p>
<p><b>See note no. 3.14, 18 for details</b></p>	


**2. Measurement of deferred tax liability:**

Description of Key Audit Matters	Our Responses to the Key Audit Matters
Company reported net deferred tax liability totaling BDT 48.67 million as at June 30, 2025.	We obtained an understanding, evaluated the design and tested the operational effectiveness of the company's key controls over the recognition and measurement of deferred tax assets and liabilities based on prevailing tax rates and the assumptions used in estimating the future taxable expenses of the company.
Significant judgement is required in relation to deferred tax liability as their liability is dependent on forecast of future profitability over a number of years.	We also assessed the completeness and accuracy of the data used for the estimations of future taxable expenses.
	We evaluated the reasonableness of key assumptions, timing of reversal of temporary differences and expiration of tax loss carry forwards, recognition and measurement of deferred tax liability.
	We involved tax specialists to assess key assumptions, controls, recognition and measurement of deferred tax assets.
	We assessed the adequacy of the company's disclosures setting out the basis of deferred tax liability balances and the level of estimation involved. We also assisted in evaluating the tax implications, the reasonableness of estimates and calculations determined by management.
	Finally assessed the appropriateness and presentation of disclosures against IAS 12 Income Tax.

**See note no. 13 for details**




**4. Valuation of property, plant and equipment (PP&E) including impairment assessment of other items of PP&E**

The Key Audit Matter	How the matter was addressed in our audit
PPE is a significant asset category for the Company, and its carrying amount as at the year-end is BDT 90.89 million. The Company's PPE comprises various types of assets, including land, buildings, furniture, vehicle, machinery, and equipment. The Company's financial statements recognize PPE at cost, and subsequent to initial recognition, PPE is carried at cost less accumulated depreciation and impairment losses.	<p>Our audit procedures for recognition and valuation of proper plant and equipment (PPE) included:</p> <ul style="list-style-type: none"> <li>obtaining an understanding of the Company's policies and procedures for the recognition and valuation of PPE including the initial recognition of assets, useful lives and residual values of assets, and the assessment of impairment losses;</li> </ul>
The valuation of PPE requires significant management judgment and estimation, including determining the useful lives of assets, assessing the residual values, and estimating the cost of dismantling/assets retirement obligation. Additionally, there is an inherent risk of misstatement in the valuation of PPE due to the complexity and diversity of the asset category.	<ul style="list-style-type: none"> <li>evaluating the design and operating effectiveness of the Company's internal controls over PPE recognition and valuation;</li> <li>reviewing and testing the Company's PPE balance to ensure its accuracy and completeness;</li> <li>testing the accuracy and completeness of PPE additions, disposals, and impairment charges to ensure that all transactions are properly recorded in the accounting system;</li> </ul>
	<ul style="list-style-type: none"> <li>reviewing the Company's maintenance records to ensure that the repairs and maintenance expenses are correctly classified as operating expenses and that any significant repairs are capitalized as part of the PPE;</li> <li>conducting physical verification of fixed assets to verify the existence in line with the fixed asset register and relevant documents;</li> </ul>
See note no. 3.02, 04 & Annexure A for details	





#### Other Information

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

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

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

When we read the Annual Report, if we conclude that there is a material misstatement therein, we are required to communicate the matter to the board of directors of the Company.

#### Responsibilities of management and those charged with governance for the financial statements

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

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

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

#### Auditor's responsibilities for the audit of the financial statements

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

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

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





- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of the Management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the entity's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the entity to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Company to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the 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, actions taken to eliminate threats or safeguards applied.

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





### Report on Other Legal and Regulatory Requirements

In accordance with the Companies Act 1994, the Securities and Exchange Rules 2020 and Financial Reporting Act 2015, we also report the following

- we have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit and made due verification thereof;
- in our opinion, proper books of account as required by law have been kept by the Company so far as it appeared from our examination of these books;
- the statement of financial position and the statement of profit or loss and other comprehensive income dealt with by the report are in agreement with the books of account and returns; and
- The expenditures incurred were for the purpose of the Company' Business.

The engagement partner on the audit resulting in this independent auditor's report is Mohammad Abu Kawsar, FCA

Mohammad Abu Kawsar FCA,  
ICAB Enrolment No. 1497  
Partner  
T. Hussain & Co.  
Chartered Accountants  
DVC 2512111497AS260812

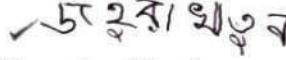
Date: Dhaka  
11-Dec-2025



SAMATA LEATHER COMPLEX PLC.  
Statement of Financial Position  
As at 30 June 2025

Particulars	Note	Amount in Taka	
		30 June, 2025	30 June, 2024
<b>ASSETS</b>			
<b>Non Current Assets:</b>		<b>90,892,465</b>	<b>93,864,356</b>
Property, Plant & Equipment	4.00	59,223,933	62,195,824
Capital work-in -Progress	5.00	31,668,532	31,668,532
<b>Current Assets:</b>		<b>82,788,039</b>	<b>74,987,190</b>
Inventories	6.00	21,161,729	13,818,079
Advance, Deposits & Prepayments	7.00	36,507,333	36,041,994
Trade and Other Receivables	8.00	25,003,258	24,011,820
Cash and Cash Equivalents	9.00	115,719	1,115,297
<b>Total Assets:</b>		<b>173,680,504</b>	<b>168,851,546</b>
<b>EQUITY &amp; LIABILITIES</b>			
<b>Shareholders Equity:</b>		<b>148,110,264</b>	<b>148,297,201</b>
Share Capital	10.00	103,200,000	103,200,000
Capital Reserve (as per last a/c)		93,118,273	93,118,273
Revaluation Reserve	11.00	16,787,576	17,554,618
Retained Earnings	12.00	(64,995,585)	(65,575,690)
<b>Non Current Liabilities:</b>		<b>4,866,527</b>	<b>4,886,242</b>
Deferred Tax Liability	13.00	4,866,527	4,886,242
<b>Current Liabilities:</b>		<b>20,703,713</b>	<b>15,668,103</b>
Trade and Other Payables	14.00	1,636,334	99,751
Liabilities for Expenses	15.00	5,695,236	2,813,800
Provision for Income Tax	16.00	11,235,576	10,644,135
Unclaimed Dividend	17.00	2,136,567	2,110,417
<b>Total Liabilities</b>		<b>25,570,240</b>	<b>20,554,345</b>
<b>Total Equity &amp; Liabilities:</b>		<b>173,680,504</b>	<b>168,851,546</b>
<b>Net Asset Value Per Share (NAVPS)</b>	28.00	<b>14.35</b>	<b>14.37</b>

The accounting policies, other notes from 1 to 51 and Annexure-A form an integral part of the financial statements.

 Company Secretary Chief Financial Officer Director Managing Director

Signed in terms of our report of even date.

Date: Dhaka  
11-Dec-2025

Mohammad Abu Kawsar FCA,  
ICAB Enrolment No. 1497  
Partner  
T. Hussain & Co.  
Chartered Accountants  
DVC 2512111497AS260812

T. Hussain & Co.  
Chartered Accountants

HB Tower, 1st & 4th Floor,  
Free School Street,  
Panthatpath, Dhaka 1205

**SAMATA LEATHER COMPLEX PLC.**  
**Statement of Profit or Loss and Other Comprehensive Income**  
**For the year ended 30 June 2025**

Particulars	Note	Amount in Taka	
		30 June, 2025	30 June, 2024
Revenue, net	18.00	79,144,116	55,969,666
Cost of Goods Sold	19.00	(71,179,657)	(50,443,892)
<b>Gross profit</b>		<b>7,964,459</b>	<b>5,525,774</b>
Less: Administrative Expenses Overhead	20.00	(7,770,105)	(4,894,474)
Less: Selling & Distribution Overhead	21.00	(119,952)	(49,969)
<b>Operating profit</b>		<b>74,402</b>	<b>581,331</b>
Less: Foreign Exchange Loss		-	(48,051)
Less: Finance Cost	22.00	(227,509)	(67,856)
<b>Non Operating Income</b>			
Add: Non Operating Income	23.00	750,830	870,870
<b>Profit before WPPF &amp; income tax</b>		<b>597,723</b>	<b>1,336,294</b>
Less: Contribution to WPPF	24.00	(12,934)	(63,633)
<b>Profit before income tax</b>		<b>584,789</b>	<b>1,272,661</b>
<b>Income Tax Expenses</b>		<b>(771,726)</b>	<b>(736,313)</b>
Current Tax Expenses	16.01	(791,441)	(667,343)
Deferred Tax Income/(Expenses)	25.00	19,715	(68,970)
<b>Profit after tax</b>		<b>(186,937)</b>	<b>536,348</b>
<b>Earnings per share (Basic)</b>		<b>(0.02)</b>	<b>0.05</b>

The accounting policies, other notes from 1 to 51 and Annexure-A form an integral part of the financial statements.



Company Secretary



Chief Financial Officer



Director



Managing Director

Signed in terms of our report of even date.

Date: Dhaka  
11-Dec-2025



Mohammad Abu Kawsar FCA,  
ICAB Enrolment No. 1497  
Partner  
T. Hussain & Co.  
Chartered Accountants  
DVC 2512111497AS260812

T. Hussain & Co.  
Chartered Accountants

HB Tower, 1st & 4th Floor,  
Free School Street,  
Panthatpath, Dhaka 1205

**SAMATA LEATHER COMPLEX PLC.**  
**Statement of Changes in Equity**  
**For the year ended 30 June 2025**

Particulars	Share Capital	Capital Reserve	Re-valuation Reserve	Retained Earnings	Total Taka
<b>Balance as on 1st July 2024</b>	<b>103,200,000</b>	<b>93,118,273</b>	<b>17,554,618</b>	<b>(65,575,690)</b>	<b>148,297,201</b>
Adjustment for the year	-	-	(767,042)	767,042	-
Profit /(Loss) during the year	-	-	-	(186,937)	(186,937)
<b>Balance as on 30 June 2025</b>	<b>103,200,000</b>	<b>93,118,273</b>	<b>16,787,576</b>	<b>(64,995,585)</b>	<b>148,110,264</b>

**Statement of Changes in Equity**  
**For the year ended 30 June 2024**

Particulars	Share Capital	Capital Reserve	Re-valuation Reserve	Retained Earnings	Total Taka
<b>Balance as on 1st July 2023</b>	<b>103,200,000</b>	<b>93,118,273</b>	<b>18,400,964</b>	<b>(66,751,984)</b>	<b>147,967,253</b>
Adjustment for the year	-	-	(846,346)	846,346	-
Profit /(Loss) during the year	-	-	-	536,348	536,348
Less: Dividend Paid	-	-	-	(206,400)	(206,400)
<b>Balance as on 30 June 2024</b>	<b>103,200,000</b>	<b>93,118,273</b>	<b>17,554,618</b>	<b>(65,575,690)</b>	<b>148,297,201</b>

The accounting policies, other notes from 1 to 51 and Annexure-A form an integral part of the financial statements.



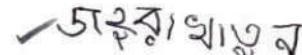
Company Secretary



Chief Financial Officer



Director



Managing Director

Signed in terms of our report of even date.

Date: Dhaka  
11-Dec-2025



  
Mohammad Abu Kawsar FCA,

ICAB Enrolment No. 1497

Partner

T. Hussain & Co.

Chartered Accountants

DVC 2512111497AS260812

T. Hussain & Co.  
Chartered Accountants

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**SAMATA LEATHER COMPLEX PLC.**  
**Statement of Cash Flows**  
**For the year ended 30 June 2025**

Particulars	Note	Amount in Taka	
		30 June, 2025	30 June, 2024
<b>A.Cash Flows from Operating Activities :</b>			
Receipts from customers	27.01	78,903,508	51,986,403
Receipts from Scrap Sale		-	-
		<b>78,903,508</b>	<b>51,986,403</b>
Payment to suppliers, employee and others	27.02	(79,237,747)	(51,878,426)
<b>Cash generation from operations</b>		<b>(334,239)</b>	<b>107,977</b>
Income tax paid	27.03	(665,339)	(667,343)
<b>Net Cash provided/(used) by Operating Activities</b>		<b>(999,578)</b>	<b>(559,366)</b>
<b>B.Cash flows from Investment Activities :</b>			
Acquisition of Fixed Assets		-	-
Disposal of Fixed Assets		-	-
<b>Net cash used by Investing activities</b>		-	-
<b>C.Cash flows from Financing Activities :</b>			
Finance Income		-	-
Dividend paid		-	(206,400)
Gain or (Loss) from Foreign Currency Transaction		-	-
<b>Net Cash provided/(used) by Financing Activities</b>		-	<b>(206,400)</b>
<b>Increase/(Decrease) in Cash Flows (A+B+C)</b>		<b>(999,578)</b>	<b>(765,766)</b>
Opening Cash & Bank Balances		1,115,297	1,881,063
<b>Cash and Cash Equivalents</b>		<b>115,719</b>	<b>1,115,297</b>
<b>Net Operating Cash Flows Per Share (TK)</b>	29.00	<b>(0.10)</b>	<b>(0.05)</b>

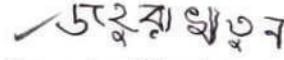
The accounting policies, other notes from 1 to 51 and Annexure-A form an integral part of the financial statements.



Company Secretary Chief Financial Officer




Director



Managing Director

Signed in terms of our report of even date.

Date: Dhaka  
11-Dec-2025



Mohammad Abu Kawsar FCA,  
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**SAMATA LEATHER COMPLEX PLC.**  
**Notes to the Financial Statements**  
**For the year ended June 30, 2025**

**1.00 The background and activities of the Company :**

**1.01 Legal form of the Company :**

**Samata Leather Complex Ltd.** is a public limited company incorporated on 04 October 1990 under the Bangladesh Companies Act having its registered office at 120 Sher-E-Bangla Road, Hazaribagh, Dhaka-1209. The company was initially registered as a private limited company and subsequently converted into a public limited company on 30 January 1997 and listed its share with both Dhaka and Chittagong Stock Exchanges. The name of the company was changed from Samata Leather Complex Ltd. to Samata Leather Complex PLC. as approved by the RJSC on 17 July 2025.

**1.02 Address of the Registered & Corporate Office :**

The registered office of the Company is located at 120 Sher-E-Bangla Road, Hazaribagh, Dhaka-1209. Factory address located at Plot-ZC-4, ZC-5, ZC-6, Chamra Shilpa Nogari, Hemayetpur, Savar, Dhaka.

**1.02.1 Other Corporate Information :**

- (i) Trade License: 20172617289001737
- (ii) e-TIN No.: 288361134786, date: October 04, 2017
- (iii) BIN No.: 000743603-0403, date: 16/09/2019

**1.03 Nature of Business Activities :**

The company has been engaged in the business of hides and skin processing industry to produce exportable crust and finished leather.

**2.00 Summary of Significant Accounting Principle and Valuation Policies :**

**2.01 Basis of Preparation and Presentation of Financial Statements :**

The financial statements have been prepared and the disclosures of information were made in accordance with International Accounting Standards (IASs), International Financial Reporting Standards (IFRSs), The Companies Act 1994, the Bangladesh Securities and Exchange Rules 2020, guidelines issued by FRC & all other applicable rules & regulations of the country. The Statement of Financial Position and Statement of Comprehensive Income have been prepared according to IAS-1 "Presentation of Financial Statements" under generally accepted accounting principles which are stated as under:

**2.01.1 Statement of Compliance with Applicable Laws and Standards :**

The Company is also required to comply with the following major legal provisions in addition to Companies Act, 1994 and other applicable laws and regulations :

- The Income Tax Act, 2023;
- The Income Tax Ordinance, 2025;
- Financial Reporting Act, 2015
- The Bangladesh Securities and Exchange Rules 2020
- The Value Added Tax and Supplementary Duty Act, 2012;
- The Value Added Tax Rules, 2016;
- The Customs Act, 2023
- Bangladesh Labour Act, 2006 (as amended to 2025)
- International Accounting Standards (IAS)
- International Financial Reporting Standard (IFRS)
- International Valuation Standards (IVS)
- The Listing Regulations of Dhaka Stock Exchange Ltd. & Chittagong Stock Exchange Ltd.

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**2.02 Measurement bases :**

Measurement is the process of determining the monetary amounts at which the elements of the financial statements are to be recognized and carried in the statement of financial position and profit or loss and other comprehensive income. The measurement basis adopted by Samata Leather Complex PLC is historical cost for land, building and plant and machinery at revalued amount, inventories are at the lower of cost and net realizable value. Liabilities are recorded at the amount of proceeds received in exchange for the obligation, or in some circumstances (for example, Income Taxes), at the amounts of cash or cash equivalents expected to be paid to satisfy the liability in the normal course of business.

**2.03 Risk and uncertainty for use of estimates and judgments :**

The preparation of financial statements in conformity with International Accounting Standards and International Financial Reporting Standards requires management to make judgments, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses and for contingent assets and liabilities that require disclosure, during and at the date of the financial statements.

Actual results may differ from these estimates. Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions of accounting estimates are recognized in the period/year in which the estimate is revised and in any future period/years affected as required by IAS 8: "Accounting Policies, Changes in Accounting Estimates and Errors".

**2.04 Going Concern :**

The financial statements of the Company are prepared on a going concern basis. As per management assessment there are no material uncertainties related to events or conditions which may cast significant doubt upon Company's ability to continue as a going concern.

**2.05 Accrual basis :**

The company has prepared the financial statements, except cash flow information and property, plant & equipment which was taken as revalued in the year 1197, using the accrual basis of accounting in accordance with IAS-1 Para-27.

**2.06 Components of the Financial Statements :**

According to the International Accounting Standards (IAS)-1 "Presentation of Financial Statements" the complete set of Financial Statements includes the following components":

- 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 &
- v Notes to the Financial Statements.

**2.07 Reporting Period :**

The financial period of the Company covers from 01 July to 30 June. The Company follows its reporting period from 01 July to 30 June in order to comply with the provision of section 9 of the Finance Act, 2015 and interpretations and implementation of Bangladesh Securities and Exchange Commission Directive No. SEC/SRMIC/2011/1240/445 dated April 27, 2016 concerning uniform income year. However, the company was followed its reporting period from 01 January to 31 December up to 30 June 2016. The financial statements cover twelve months from 01 July, 2024 to 30 June, 2025.

**2.08 Authorization for Issue :**

The financial statements of Samata Leather Complex PLC. for the year ended June 30, 2025 is authorized for issue in accordance with a resolution of the Board of Directors on November 26, 2025.

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## 2.09 Application of Standards :

Accounting standards set out below have been applied consistently to all periods presented in these financial statements. The company's compliance with accounting standards is stated below:

Accounting Standards	Particulars	Compliance Status
IAS-1	Presentation of Financial Statements	Complied
IAS-2	Inventories	Complied
IAS-7	Statement of Cash Flows	Complied
IAS-8	Accounting Policies, Changes in Accounting Estimates & Errors	Complied
IAS-10	Events After the Reporting Period	Complied
IAS-12	Income Taxes	Complied
IAS-16	Property, Plant & Equipment's	Complied
IAS-19	Employee Benefits	Complied
IAS-20	Accounting for Government Grants and Disclosure of Government Assistance	Not Applicable
IAS-21	The Effects of Changes in Foreign Exchange Rates	Complied
IAS-23	Borrowing Costs	Complied
IAS-24	Related Party Disclosures	Complied
IAS-26	Accounting & Reporting by Retirement Benefit Plans	Complied
IAS-27	Consolidated & Separate Financial Statements	Not Applicable
IAS-28	Investments in Associates	Complied
IAS-29	Financial Reporting in Hyperinflationary Economies	Not Applicable
IAS-31	Interest in Joint Ventures	Not Applicable
IAS-32	Financial Instruments: Presentation	Complied
IAS-33	Earning Per Share	Complied
IAS-34	Interim Financial Reporting	Complied
IAS-36	Impairment of Assets	Complied
IAS-37	Provisions, Contingent Liabilities & Contingent Assets	Complied
IAS-38	Intangible Assets	Complied
IAS-40	Investment Property	Complied
IAS-41	Agriculture	Not Applicable
IFRS-1	First Time Adoption of International Financial Reporting Standards	Complied
IFRS-2	Share Based Payment	Not Applicable
IFRS-3	Business Combinations	Not Applicable
IFRS-4	Insurance Contracts	Not Applicable
IFRS-5	Non-Current Assets Held for Sale and Discontinued Operations	Not Applicable
IFRS-6	Exploration for and Evaluation of Mineral Resources	Not Applicable
IFRS-7	Financial Instruments: Disclosure	Complied
IFRS-8	Operating Segments	Complied
IFRS-9	Financial Instruments	Complied
IFRS-10	Consolidated Financial Statements	Not Applicable
IFRS-11	Joint Arrangements	Not Applicable
IFRS-12	Disclosure of Interest in Other Entities	Not Applicable
IFRS-13	Fair Value Measurements	Complied
IFRS-14	Regulatory Deferral Accounts	Not Applicable
IFRS-15	Revenue from Contracts with Customers	Complied
IFRS-16	Leases	Complied



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**2.10 Functional and Presentation Currency :**

Functional and presentation currency items included in these financial statements are measured using the currency of the primary economic environment in which the company operates ('the functional currency'). These financial statements are presented in Bangladesh Taka ("BDT") which is also the functional currency of the company. The amounts in these financial statements have been rounded off to the nearest BDT except otherwise indicated.

**2.11 Foreign Currency Translation:**

Foreign currencies have been translated into Taka currency at the ruling rate on the transaction dates. Monetary assets and liabilities are reconverted at the rates prevailing at the reporting period. Non-monetary assets and liabilities are reported using the exchange rate at date of transaction. Differences arising on conversion are charged to the statement of comprehensive income.

**2.12 Compliance with the Requirements of Notification of the Securities and Exchange Commission**

**dated: 04.06.2008 under Ref. # SEC/CMMRPC/2008-81/53/Adm/03/28**

Notes to the financial statements marked from 3.00 to 3.27 setting out the policies are unambiguous with respect to the reporting framework on which the accounting policies are based. The accounting policies on all material areas have been stated clearly in the notes marked from 3.00 to 3.27

**3.00 Significant Accounting Policies :**

**3.01 Classification of Current versus Non-current :**

**Current versus Non-Current Classification**

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

**An asset is current when it is :**

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

All other assets are classified as non-current.

**A liability is current when it is :**

- expected to be settled within twelve months after the reporting period,
- or - held primarily for the purpose of trading,
- or - there is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period

The company classifies

All other liabilities as non-current.

Deferred tax assets and liabilities are always classified as non-current assets and liabilities



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### 3.02 Property, Plant & Equipment :

#### a) Recognition and Measurement :

All property, plant and equipment are initially accounted for at cost and depreciated over their expected useful life in accordance with IAS-16. The cost of acquisition of an asset comprises its purchase price and any directly attributable cost of bringing the asset to its working condition for its intended use inclusive of inward freight, duties and non-refundable taxes. In respect of major projects involving construction, related pre-operational expenses form part of the value of asset capitalized.

#### b) Capitalization of Borrowing Cost :

Finance costs that are directly attributable to the construction of plants are included in the cost of those plants in compliance with IAS-23: Borrowing Cost, allowed alternative treatment.

#### c) Subsequent Costs :

The cost of replacing part of item of property, plant, and equipment is recognized in the carrying amounts 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 equipment recognized in the statement in the comprehensive income as incurred.

#### d) Depreciation :

No depreciation is charged on land, land development and Capital Work-in-Progress. Consistently, depreciation is provided on diminishing balance method based on written down value at which the asset is carried in the books of account. Depreciation continues to be provided until such time as the written down value is reduced to Taka one.

Each item of PPE is depreciated 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 asset is derecognized. The depreciation/amortization rate(s) are as follows:

Fixed Assets	Dep. Rates
Land & Land Development	0%
Factory Building	5%
Plant & Machinery	10%
Furniture & Fixture	15%
Tools & Equipment	15%
Wooden Board	15%
Electric Installation	15%
IPS	20%

**N.B.-**Land and Land Development is not depreciated.

#### e) Retirements and Disposals :

An asset is derecognized on disposal or when no future economic benefits are expected from its use and subsequent disposal. Gains or losses arising from the retirement or disposal of an asset is determined as the difference between the net disposal proceeds and the carrying amount of the asset and is recognized as gain and loss from disposal of asset under other income in the Statement of Profit or Loss and Other Comprehensive Income.



**3.03 Software :**

Software is generally charged off as revenue expenditure. Customized software that is integral to the functionality of the related equipment is capitalized as part of that equipment.

Acquired computer software's capitalized on the basis of the costs incurred to acquire and bring to use the specific software. These costs are amortized over their estimated useful lives.

**3.04 Intangible assets :****a) Recognition and Measurement :**

Intangible assets have finite useful lives and are stated at cost less accumulated amortization and any impairment losses. Intangible assets are recognized in accordance with IAS 38-Intangible assets. Intangible assets include

**b) Subsequent costs :**

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

**c) Amortization :**

Amortization is recognized in profit or loss on straight line basis over the estimated useful lives of intangible assets from the date they are available for use. Intangible asset (Computer Software) is amortized at the rate of 5% to 33%.

**d) Derecognition :**

An intangible asset is derecognized on disposal or when no future economic benefits are expected from use or disposal. Gains or losses arising from derecognition of intangible assets, measured as the difference between the net disposal proceeds and the carrying amount of the assets, are recognized in profit or loss.

**3.05 Impairment of Assets :**

All assets have been reviewed according to IAS-36 and it was confirmed that no such assets have been impaired during the year and for this reason no provision has been made for impairment of assets.

**3.06 Capital Work-in-Progress :**

Property, plant and equipment under construction or not available for use are accounted for as capital works in progress and are measured at cost until completion of construction or installation or available for use. In conformity with IAS 16: property, plant & equipment; no depreciation is charged on Capital work in progress as it is not available for use.

**3.07 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

**3.07.01 Financial Assets :**

The Company initially recognizes receivables and deposits on the date that they are originated. All other financial assets are recognized initially on the date at which the Company becomes a party to the contractual provisions of the transaction.

The Company derecognizes a financial asset when the contractual rights or probabilities of receiving the cash flows from the asset expire, or it transfers the rights to receive the contractual cash flows on the financial asset in a transaction in which substantially all the risks and rewards of ownership of the financial asset are transferred.

Financial assets include cash and cash equivalents, accounts receivable, and long term receivables and deposits.



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### 3.07.02 Financial Liabilities :

The Company initially recognizes debt securities issued and subordinated liabilities on the date that they are originated. All other financial liabilities are recognized initially on the transaction date at which the company becomes a party to the contractual provisions of the liability.

The Company derecognizes a financial liability when its contractual obligations are discharged, cancelled or expired.

Financial liabilities include loans and borrowings, accounts payable and other payables.

### 3.08 Inventories :

Inventories are measured at the lower of cost and net realizable value. The cost of inventories is based on weighted average cost method and includes expenditure incurred in acquiring the inventories, production or conversion costs, and other costs incurred in bringing them to their existing location and condition. In the case of manufactured inventories and work in progress, cost includes an appropriate share of production overheads based on normal operating capacity. Stores and spares and material in transit are measured at cost.

Net realizable value is the estimated selling price in the ordinary course of business, less the estimated cost of completion and selling expenses. Inventories consist of raw materials, finished goods, and stores and spares.

Category of Inventory	Basis of Valuation
Raw Materials	At weighted average cost
Work in Process	At weighted average cost
Finished Goods	Net Realizable Value

### 3.09 Cash & Cash Equivalents :

Cash & cash equivalents include cash in hand, cash at banks, term deposits which are available for use by the Company without any restrictions. There is an insignificant risk of change in value of the same.

### 3.10 Accounts Receivable :

Accounts receivables are created at original invoice amount less any provision for doubtful debts. Provision are made where there is evidence of a risk of non-payment, taking into account ageing, provision experience and general economic conditions. When an accounts receivable is determined to be uncollectible it is written off, firstly against any provision available and then to the statement of comprehensive income.

### 3.11 Creditors & Other Payables :

Liabilities are recorded at the amount payable for settlement in respect of goods and services received by the Company.

### 3.12 Provisions & Contingencies :

Provisions were made considering risk and un-certainties at best estimate of the probable expenditure that would require to meet the current obligation at the date of statement of financial position. Contingent liabilities and assets are current or possible obligations on liabilities or assets, arising from past events and existence of which depends upon the occurrence or non-occurrence of one or more uncertain future events which are not within the control of the company.



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### 3.13 Leases :

IFRS-16: "Leases" has come into force on 01 January 2019 as adopted by the Institute of Chartered Accountants of Bangladesh (ICAB). The Company was used its associated company's floor space for corporate office entering an agreement up to June 30, 2023. Subsequently company cancelled its lease agreement for shifting corporate office to its own building. Company does not includes any Machinery, Copy Right, Software, Vehicles etc. The contracts was four-years cancellable (both parties three months notice period). The contracts does not offer any buying option, commitment to buy or any assurance of post use minimum market price for the used floors. Considering exemptions allowed in IFRS-16 (does not transfers substantially all the risk and rewards incidental to ownership, the rental agreements was not considered as finance lease).

#### **Lease Liability :**

As the company recognized right-of-use of assets, at the commence date of the lease, the company recognized lease liabilities measured at the present value of lease payments to be made over the lease term using the incremental borrowing rate. Lease liabilities was measured by increasing the carrying amount to reflect interest on the lease liability, reducing the carrying amount to reflect the lease payment. During the current year company derecognize lease liability for cancellation of lease agreement with associate.

### 3.14 Revenue & Other Income:

#### **Revenue from Contracts with Customers :**

Revenue is recognized when invoice for products and service are made and the significant risk and reward of ownership are transferred to the dealers, recovery of the consideration is probable, associated costs and possible return of goods can be estimated reliably, there is no continuing management involvement with the goods, and the amount of revenue can be measured reliably. The five steps model as suggested by IFRS-15 has been complied in case of revenue recognition.

#### **The five steps model consists of :**

1. Identification of contract(s) with a customer
2. Identification of performance obligation
3. Determination of transaction price
4. Allocation of transaction price to separate performance obligations
5. Recognition of revenue when entity satisfies performance obligations

#### **(a) Sales of Goods :**

In compliance with the requirements of IFRS-15 Revenue from the sale of leather products is generally recognised at the point in time when control transfers to the customer, which occurs on delivery and acceptance of goods, consistent with the terms of the contract.

#### **(b) Interest Income :**

Interest income comprises interest on financial deposits with banks. The amount of interest income is recognized on an accrual basis using the effective interest rate method.

#### **(c) Dividend Income :**

Dividend income is recognized when the company's right to receive payment is established.

#### **(d) Proceeds from Scrap Sale :**

Proceeds from sale of Scrape are recognised when the proceeds have been received.



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### 3.15 Employees' Benefit :

Employees of the Company are entitled to get the following benefits from the Company :

#### a) Short-term Benefits :

Short-term benefits consist of wages, salaries, allowances and bonuses. These obligations are recognized and expenses in the respective periods when the related services are obtained. Any amount not paid are recognized as a liability (undiscounted) at the end of the year.

#### b) Provident Fund :

Company has not implemented a provident fund scheme for its eligible employees as required under the provisions of section 237 to 327 of the Bangladesh Labour Act, 2006.

#### c) Gratuity :

A defined benefit plan is a post-employment benefit plan other than a defined contribution plan. The employee gratuity plan is considered as defined benefit plan as it meets the recognition criteria. The company's obligation is to provide the agreed benefits to current and former employees. This fund yet to be recognized by the company and need to be get approval from National Board of Revenue (NBR).

#### c) Workers' Profit Participation Fund :

This represents 5% of the net profit after charging such contribution but before tax contribution by the Company as per provisions of Bangladesh Labour Law 2006 (Amendments 2018) and is payable to the workers as define in the said Law. During the current year, company unable to provision WPPF for incurring net loss.

### 3.16 Borrowing Costs :

In compliance with the requirements of IAS-23 "Borrowing Costs", borrowing costs of operational period on short-term loan facilities from commercial banks was charged off as revenue expenditure as they incurred.,

### 3.17 Net Profit before Tax :

Net Profit before Tax for the year was not materially affected by:

- transaction of a nature not usually undertaken by the Company;
- circumstances of an exceptional or non-recurring nature;
- charges or credits relating to prior years; and
- changes in accounting policies.

### 3.18 Taxation :

Provision is made at the ruling rate, considering tax, applied on 'estimated' taxable profit as a "Public Limited Company Listed with Stock Exchanges".

#### a) Current Tax :

Provision for income tax has been made as per requirements of the Income Tax Act, 2023 and Income Tax Rules 2023. Income tax expense is recognized in the income statement except to the extent that it relates to items recognized directly in equity, in which case it is recognized in equity.

Current tax expense has been recognized on the basis of the Finance Ordinance, 2025 and Income Tax Act, 2023 and Income Tax Rules 2023 and the tax rate of the company is @ 22.5% or subject to minimum tax on the gross receipts or Tax deducted at source whichever is higher is treated as taxable income.



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**b) Deferred Tax :**

Deferred tax is recognized on temporary 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 Statement of Financial Position as 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. BBSPLC recognized deferred tax liabilities for all taxable temporary differences.

**3.19 Earnings per Share :**

The Company calculates Earnings per Share (EPS) in accordance with IAS-33: "Earnings per Share", which has been shown on the face of Statement of Profit or Loss and Other Comprehensive Income, and the computation of EPS is stated in the note.

**(a) Basic Earnings :**

This represents earnings for the year attributable to the ordinary shareholders. As there was no preference dividend, minority interest or extra ordinary items, the net profit after tax for the period has been considered as fully attributable to ordinary shareholders.

**(b) Weighted Average Number of Ordinary Shares Outstanding during the period :**

Computation of weighted average number of ordinary shares is not required, as number of shares outstanding has been not changed during the reporting year.

**(c) Basic Earnings per Share :**

This has been calculated by dividing the basic earnings by weighted average number of ordinary shares outstanding during the year.

**(d) Diluted Earnings per Share :**

No diluted EPS is required to be calculated for the year, as there was no scope for dilution during the year under review.

**3.20 Foreign Currency Transactions :**

Foreign currencies are translated into taka at the exchange rates ruling on the date of transactions in accordance with IAS-21 "The Effects of Changes in Foreign Exchange Rates". Bank deposit in foreign currency has been translated into taka at the year end at the rate of exchange ruling on that date and gain/ (loss) if any have been accounted for as other income/(loss) in the Income Statement.

**3.21 Statements of Cash Flows :**

Statement of Cash Flows is prepared principally in accordance with IAS-7: Cash Flow Statements and the cash flows from operating activities have been presented under direct method.

**3.22 Related Parties Disclosure :**

As per IAS-24 'Related Party Disclosures', parties are considered to be related if one of the parties has the ability to control the other party or exercise significant influence over the other party in making financial and operating decisions. The company carried out transactions in the ordinary course of business on an arm's length basis at commercial rates with its related parties. Related party transactions have been disclosed under Note-42 of the notes to the financial statements.



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**3.23 Segment Reporting :**

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

**3.24 Offsetting :**

No assets and liabilities or income and expenses were offset that may contradict requirements of any IFRSs/IASs.

**3.25 Concentration of Counterparty Risk :**

As of June 30, 2025, the company does not have any significant concentration of business transacted with a particular customer, supplier or lender that could, if suddenly eliminated, have severely impacted the company's operations. The company also does not have any concentration of available source of labour, service or licenses or other rights that could, if suddenly eliminated, have severe impact on the operations of the company.

**3.26 Comparative Information :**

Comparative information has been disclosed in respect of the year ended June 2025 for all numerical information in the financial statements where it is relevant for understanding of the current year's financial statements. Figures for the year ended June 2024 have been re-arranged wherever considered necessary to ensure better comparability with the current year.

**3.27 General :**

Previous year's figures have been regrouped/reclassified wherever considered necessary to conform to current year's presentation. Figures have been rounded off to the nearest Taka, as the currency represented in this Financial Statements.



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**4.00 Property, Plant & Equipment :**

**A. Cost :**

Opening Balance  
Add: Addition during the year  
**Closing Balance**

Amount in Taka	
30 June, 2025	30 June, 2024

137,694,364	137,694,364
-	-
137,694,364	137,694,364

**B. Accumulated Depreciation :**

Opening Balance  
Less: Transfer/Disposal during the year  
Add: Charged during the year  
**Closing Balance**

93,069,074	90,627,823
-	-
2,204,848	2,441,251
95,273,922	93,069,074
<b>42,420,442</b>	<b>44,625,290</b>

**C. Written down value on cost (A-B) :**

**2. Based on Revaluation :**

**A. Cost :**

Opening Balance  
Add: Addition during the year  
**Closing Balance**

25,609,383	25,609,383
-	-
25,609,383	25,609,383

**B. Accumulated Depreciation :**

Opening Balance  
Add: Charged during the year  
**Closing Balance**

8,038,850	7,192,503
767,042	846,346
8,805,892	8,038,849
<b>16,803,491</b>	<b>17,570,534</b>
<b>59,223,933</b>	<b>62,195,824</b>

**3. Written down value on cost and revaluation (1+2) :**

**4.01** Depreciation on additions are charged in the year of acquisition. The Company is following this policy consistently.

**N.B.-The Details Property, Plant & Equipment Schedule has been shown in Annexure -A.**

**5.00 Capital work-in-Progress :**

**Opening Balance**

Add: Addition made during the year

Less: Adjustment/Transfer to appropriate asset Category

**Closing Balance**

31,668,532	31,668,532
-	-
31,668,532	31,668,532

The amount Tk.22,461,152/- received from Bangladesh Small and Cottage Industries Corporation (BSCIC), Govt of Bangladesh for the purpose of shifting compensation. According to IAS 20 (International Accounting Standards), as the condition (1) Completion of construction work of factory building and (2) Starting of commercial production at Saver factory were met, the amount of grant was deducted in arriving at the carrying value of the Asset (Factory building), as such the grant is recognized in income over the life of the factory building by way of a reduced depreciation charge.

- Work-in-progress for new office Space comprises interior decoration of the corporate office premises of the company.



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#### 6.00 Inventories :

- A. Raw Material
- B. Work in Process
- C. Crust & Finished
- D. Chemicals
- E. Stock of Spare Parts

Amount in Taka	
30 June, 2025	30 June, 2024
7,232,456	9,451,471
-	-
8,756,400	2,248,863
3,587,123	1,425,945
1,585,750	691,800
<b>21,161,729</b>	<b>13,818,079</b>

**6.01** Management certifies that all stocks are good and it does not include any wastage and defective materials.

**6.02** Management has been carried out a stock taking as on the close of the year found all right in terms of quality and weight.

**6.03** The cost of inventories recognized as an expenses during the year in the statement of comprehensive income.

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

**6.05** The above inventories has been physically counted and valued by the inventory team consists of management staffs and no audit team has been involved due to scope limitation.

**6.06** As the Company deals in large number of items which vary in units , item-wise quantity statement of inventories could not be given.

#### 7.00 Advances, Deposits & Pre-payments:

Advance Income Tax	7.01	15,960,474	15,495,135
Other Advance		200,000	200,000
Dhaka Palli Bidyut Samity-3		1,196,360	1,196,360
Titas Gas Transmission & Distribution Co. Ltd. Jaleshwar, Savar		840,900	840,900
CENTRAL DEPOSITORY BANGLADESH LIMITED (CDBL)		200,000	200,000
Bangladesh Small & Cottage Industries Corporation (BSCIC)		18,109,599	18,109,599
		<b>36,507,333</b>	<b>36,041,994</b>

- **Advance:** These advances are un-secured but good and subsequently realized and/or adjusted.

- **Security Deposits:** The above balance represents security deposit made by the Company for electric, Gas ,telephone line connection, CDBL and others.

- No amount was due by the Directors (including Managing Director) and managing agents of the Company and any of them severally or jointly with any other person.

#### 7.01 Advance Income Tax :

This is made-up as follows

##### Opening Balance

TDS from Cash Incentives

TDS from Export Bill

Tax deducted at source (As per last A/C 30-06-2024)

Less: Adjusted during the year

**Closing Balance**

8,058,186	7,390,843
75,417	270,626
389,922	396,717
<b>8,523,525</b>	<b>8,058,186</b>
<b>7,436,949</b>	<b>7,436,949</b>
<b>15,960,474</b>	<b>15,495,135</b>



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Amount in Taka	
30 June, 2025	30 June, 2024

**8.00 Trade & Other Receivables :**

A. S Leather Export	400,183	350,120
Advocat Farukul Islam	35,950	35,950
Arman Leather	1,275,943	271,163
Ayman Leather	2,294,168	491,594
Ayub Brothers Tannery	935,605	605,583
Bhuiyan Leather Exporter	712,349	666,139
Babul Patwary	558,952	1,008,952
Bismillah Leather	34,560	1,134,560
Boishakhi Leather	(300,000)	865,391
Fakunda Leather (Bengal Peli Leather)	2,598,432	50,038
Fatema Leather	(668,000)	2,007,405
Gazi Leather	410,800	290,800
Hazi Mohammad Shohidullah	-	48,120
Abdul Malek	(75,000)	75,000
Simi Leather	(161,120)	723,180
Md. Humayun	153,160	433,160
Mr. Zaman	50,401	50,401
A. N. Leather	17,890	17,890
H. M .N Leather	-	440,145
Ideal Leather	2,345,621	563,062
J & J Leather	987,065	11,800
Joylex International	2,345,710	606,785
J. S. Leather	197,609	197,609
K. P. S. Leather	-	33,796
Khan's International	130,170	512,670
M A Leather	777,865	871,119
Madina Leather Complex	1,687,943	17,720
Mahin Leather Complex	130,707	180,707
M. M. Leather	99,709	549,709
Mohammadia Leather	78,537	528,537
Mr. Morshed	907,654	45,512
M R Enterprise	1,761,438	85,650
M Rahman & Consultants	15,000	15,000
Mukta Tannery	325,000	325,000
Muzahid Traders	-	402,673
Pele Chemicals	-	500,000
Poly Leather	737,146	737,146
Rezia Enterprise	486,336	536,336
R. H. Leather	259,933	509,933
RM Traders	721,165	721,165
RMM Leather Industries	-	70,011



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**Trade & Other Receivables :**

R.S.M Enterprise  
Roxy Export Co.  
R. S. K. Leather Exporter (Sadar Tannery)  
Sabuj Leather  
Selim Chowdhury Khokon  
Shafin Leather  
Sharmin Leather  
Sonali Tannery (M.F. Leather)  
Tamanna Leather Exporter  
The Chitra Printers  
Abdul Matin

Amount in Taka	
30 June, 2025	30 June, 2024
-	300,000
-	500,000
483,810	533,810
135,812	1,535,812
449,944	549,944
14,000	214,000
82,960	382,960
2,150,605	2,120,817
56,946	256,946
30,000	30,000
(669,700)	-
<b>25,003,258</b>	<b>24,011,820</b>

**The ageing of Trade Receivable at the reporting date is as follows:**

0 to 1 Month  
More than 1 Months to 3 Months  
More than 3 Months to 6 Months  
More than 6 Months and above

-	-
30,470,485	-
23,347,514	-
(28,814,741)	-
<b>25,003,258</b>	<b>-</b>

**8.01** The above amounts are unsecured but good and have been subsequently most of receivables realized. No provision was made for bad debt during the year under review.

**8.02** No amount was due by the Directors (including Managing Director) or any other officers of the Company.

**8.03** The Company did not make any provision for bad debts against trade receivables as trade receivables.

**9.00 Cash and Cash Equivalents :**

Cash in Hand	9.01	13,252	1,066,971
Cash at Banks	9.02	102,467	48,326
<b>Total</b>		<b>115,719</b>	<b>1,115,297</b>

**9.01 Cash in Hand :**

Cash in Hand	13,252	1,066,971
<b>Total</b>	<b>13,252</b>	<b>1,066,971</b>

**9.02 Cash at Banks :**

Mercantile Bank PLC A/C No. 1111000418891	16,848	18,688
Rupali Bank PLC A/C No. 3544	-	470
The Premier Bank PLC A/C No. 014177	7,535	18,750
IBBL PLC. A/c. # 22716	5,998	4,435
IBBL PLC. A/c. # 42718	83	5,983
AIBL PLC. A/c. # 16656	72,004	-
<b>Total</b>	<b>102,467</b>	<b>48,326</b>

- The bank balances have been confirmed and reconciled with respective bank statements.



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Amount in Taka	
30 June, 2025	30 June, 2024

#### 10.00 Share Capital :

As per disclosure requirement laid down in schedule under the rule 12(2) of the Securities and Exchange Rules 1987, the followings are the part and parcel of share capital.

##### Authorized share Capital :

50,000,000 Ordinary Share of Tk. 10 each	500,000,000	500,000,000
--	-------------	-------------

##### Issued, Subscribed & Paid-up :

1,03,20,000 Nos. Ordinary Shares of TK. 10 each issued and fully paid-up in cash	103,200,000	103,200,000
--	-------------	-------------

Name of Sponsor Directors	% of shares	30-Jun-2025	30-Jun-2024
Late mohammed Munsur Ahmed	7.74	798,864	798,864
Late Mohammed Sajahan	6.96	718,700	718,700
Jesmin Aktar	1.74	180,000	180,000
Nasrin Akter	1.74	180,000	180,000
Golam Mostafa	2.17	223,725	223,725
Md. Mizanur Rahman	2.17	223,725	223,725
Md. Ayub Khan	3.49	359,675	359,675
Marzahan Aktar	2.61	269,837	269,837
Yeasmeen Aktar	3.32	342,512	342,512
Bilkis Aktar	3.98	410,487	410,487
Farida Aktar	3.98	410,487	410,487
Shamima Aktar	3.11	320,650	320,650
Zahura Khatun	3.11	320,650	320,650
Julekha Begum	0.87	89,840	89,840
Taslima Aktar	0.87	89,837	89,837
Naznine Motin	0.21	21,862	21,862
Jasmin Ahmed	0.21	21,862	21,862
Md. Ashraful Zaman	0.42	43,725	43,725
Md. Mamanur Rashid	0.42	43,725	43,725
Samima Chowdhury	0.87	89,837	89,837
<b>Sub Total</b>	<b>50.00</b>	<b>5,160,000</b>	<b>5,160,000</b>

Name of Sponsor Directors	of shares	30-Jun-2025	30-Jun-2024
General shareholders	50.00	5,160,000	5,160,000
<b>Sub Total</b>	<b>50.00</b>	<b>5,160,000</b>	<b>5,160,000</b>
<b>Total</b>		<b>10,320,000</b>	<b>10,320,000</b>

#### 11.00 Revaluation Reserve :

Opening Balance  
Add: Revaluation Reserve  
Less: Revaluation Reserve



17,554,618	18,400,964
<b>17,554,618</b>	<b>18,400,964</b>
(767,042)	(846,346)
<b>16,787,576</b>	<b>17,554,618</b>

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**12.00 Retained Earnings :**

**Opening balance**

Add: Current year Net Profit/(loss)

Add: Revaluation Reserve

Less: Cash Dividend Paid

**Closing Balance**

Amount in Taka	
30 June, 2025	30 June, 2024
(65,575,690)	(66,751,984)
(186,937)	536,348
767,042	846,346
-	(206,400)
<b>(64,995,585)</b>	<b>(65,575,690)</b>

**13.00 Deferred Tax liabilities/(Assets)**

Non-current assets as per Account base

Non-current assets as per tax base

Taxable temporary difference

Effective Tax rate (%)

**Closing deferred tax liabilities**

59,223,933	62,195,824
37,594,926	40,479,195
<b>21,629,007</b>	<b>21,716,629</b>
<b>22.50%</b>	<b>22.50%</b>
<b>4,866,527</b>	<b>4,886,242</b>

**14.00 Accounts and Other Payables :**

**Sundry Creditors for Goods and Service :**

Globlink Logistic Service Ltd.

J.K. Engineering Work

Latex Ltd.

Micro Trading Corporation

New Ulka Transport Agency

815	815
30,780	30,780
47,431	47,431
1,557,148	20,565
160	160
<b>1,636,334</b>	<b>99,751</b>

**15.00 Liabilities for Expenses :**

Gas bill

Newspaper

Audit fee

Salaries & Allowances

Wages

Electricity & Generator Charges

WASA Bill

Directors' Remuneration

Annual Listing fees-DSE, CSE & CDL

Workers Profit Participant Fund

Compliance Audit Fee

TDS from Gas Bills

Effluent Treatment Bill

VAT from Local Sale & Other Income

463,945	125,250
660	660
100,000	100,000
435,807	309,115
319,310	541,146
601,977	547,704
1,071,087	241,592
34,000	51,000
780,400	595,516
269,751	256,817
45,000	45,000
6,533	-
1,539,254	-
27,512	-
<b>5,695,236</b>	<b>2,813,800</b>

**16.00 Provision for income tax:**

Opening Balance

Provision for the year

Income Tax Paid F/Y 2013-2014

16.01

10,644,135	10,023,139
791,441	667,343
(200,000)	(46,347)
<b>11,235,576</b>	<b>10,644,135</b>



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#### 16.01 Current Tax

	Amount in Taka	
	30 June, 2025	30 June, 2024
On business income @ 22.50%	131,577	-
Minimum Tax 1%	791,441	-
Under Section (163,120,138,102)	465,339	667,343
<b>Whichever is higher</b>	<b>791,441</b>	<b>667,343</b>

#### 17.00 Unclaimed Dividend :

Unclaimed Dividend balance 1998-1999	111,965	111,965
Unclaimed Dividend balance 1999-2000	99,300	99,300
Unclaimed Dividend balance 2000-2001	60,950	60,950
Unclaimed Dividend balance 2001-2002	78,875	78,875
Unclaimed Dividend balance 2002-2003	348,600	348,600
Unclaimed Dividend balance 2018-2019	1,340,530	1,340,530
Unclaimed Dividend balance 2020-2021	22,180	22,180
Unclaimed Dividend balance 2022-2023	48,017	48,017
Unclaimed Dividend balance 2023-2024	26,150	-
<b>Total Balance as on 30th June,2025 (A + B)</b>	<b>2,136,567</b>	<b>2,110,417</b>



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Amount in Taka	
30 June, 2025	30 June, 2024
131,577	
791,441	-
465,339	667,343
<b>791,441</b>	<b>667,343</b>

#### 16.01 Current Tax

On business income @ 22.50%	131,577
Minimum Tax 1%	791,441
Under Section (163,120,138,102)	465,339
<b>Whichever is higher</b>	<b>667,343</b>

#### 17.00 Unclaimed Dividend :

Unclaimed Dividend balance 1998-1999	111,965	111,965
Unclaimed Dividend balance 1999-2000	99,300	99,300
Unclaimed Dividend balance 2000-2001	60,950	60,950
Unclaimed Dividend balance 2001-2002	78,875	78,875
Unclaimed Dividend balance 2002-2003	348,600	348,600
Unclaimed Dividend balance 2018-2019	1,340,530	1,340,530
Unclaimed Dividend balance 2020-2021	22,180	22,180
Unclaimed Dividend balance 2022-2023	48,017	48,017
Unclaimed Dividend balance 2023-2024	26,150	-
<b>Total Balance as on 30th June, 2025 (A + B)</b>	<b>2,136,567</b>	<b>2,110,417</b>



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Amount in Taka	
30 June, 2025	30 June, 2024

**18.00 Revenue :**

**A. Revenue streams**

Revenue from contracts with customers

79,144,116	55,969,666
<b>79,144,116</b>	<b>55,969,666</b>

**B. Disaggregation of revenue from contracts with customers**

Domestic Sales	18.01
Cash incentives	
Export	

337,081	1,513,699
754,170	2,706,262
78,052,865	51,749,705
<b>79,144,116</b>	<b>55,969,666</b>

**18.01 Gross Domestic Sales :**

Gross Domestic Sales	
Less: VAT	
<b>Domestic Sales</b>	

337,081	1,513,699
<b>337,081</b>	<b>1,513,699</b>

**19.00 Cost of Goods Sold :**

Opening Stock of Raw Materials	
Add: Raw materials (Foreign & Local) Purchase	

9,451,471	10,970,450
37,672,127	15,874,910
<b>47,123,598</b>	<b>26,845,360</b>
(7,232,456)	(9,451,471)
<b>39,891,142</b>	<b>17,393,889</b>

**Opening stock of Chemical**

Add: Purchase of Chemical

1,425,945	1,125,600
11,787,790	10,364,810
<b>13,213,735</b>	<b>11,490,410</b>
(3,587,123)	(1,425,945)
<b>9,626,612</b>	<b>10,064,465</b>

Less: Closing Stock of Chemical

**Chemical Consumed**

**Opening Stock of Spare Parts**

Add: Purchase of spare parts

756,800	756,800
1,398,950	578,460
<b>2,155,750</b>	<b>1,335,260</b>
(1,585,750)	(691,800)
<b>570,000</b>	<b>643,460</b>

Less: Closing Stock of spare parts

**Spare parts consumed**

Factory Overhead

19.01

27,599,440	23,099,141
<b>77,687,194</b>	<b>51,200,955</b>
-	566,200
<b>77,687,194</b>	<b>51,767,155</b>
-	-

Cost of goods manufactured

Add: Opening Work in Process

2,248,863	925,600
<b>79,936,057</b>	<b>52,692,755</b>
(8,756,400)	(2,248,863)
<b>71,179,656.61</b>	<b>50,443,892</b>

Less: Closing Work-in-Process

Opening stock of finished goods

Closing stock of finished goods



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**19.01 Manufacturing Expenses :**

Wages  
Electricity Bill  
Gas Bills  
Tiffin Allowances  
Buffing Paper & Repairing  
Cleaning & Washing (Machine)  
Depreciation (Note-1)  
Workers Bonus  
Ceiling Fan Repair  
Exhaust Fan Repair  
Fleshing Knives & Repairing  
Generator Expense  
Lubricants  
Personal Protective Equipment (PPE)  
Repairs & Spare Parts  
Setting-out M/C Repairing  
Shaving M/C Repairing  
Staking/Vibrating M/C Repairing  
Tanning Drum Repairing  
Vacuum Dryer Repairing  
Water & Sewerage Bill  
Wastage of Crust Leather Removing Expenses  
Liquefied Petroleum Gas  
Effluent Treatment Bill

Amount in Taka	
30 June, 2025	30 June, 2024
9,383,831	9,032,430
8,349,461	7,033,199
2,171,480	1,877,885
33,405	16,725
3,000	-
-	600
2,072,557	2,294,776
663,604	674,000
19,700	3,500
-	5,500
12,432	-
32,526	-
54,000	-
4,970	-
257,500	18,760
2,640	-
1,600	-
6,400	-
111,736	25,500
1,200	-
1,358,966	979,470
-	6,000
-	3,000
3,058,431	1,127,796
<b>27,599,440</b>	<b>23,099,141</b>

**20.00 Administrative Overhead :**

Annual Listing fees-DSE, CSE & CDBL  
Audit Fees Note-13/17(a)  
Books periodicals  
BTA Export Certificate  
Compliance audit fees  
Conveyance  
Cleaning and washing  
Depreciation Note-1  
Directors' Remuneration & Allowances  
Dish line rent  
Donation & Subscription  
Electricity & Lighting  
Fine for Due Tax  
Medical Expenses  
**Sub Total**

159,200	103,200
100,000	100,000
850	-
500	500
45,000	45,000
26,020	16,705
-	600
132,291	146,475
408,000	544,000
3,600	3,600
3,160	1,960
830	720
-	5,000
4,285	-
<b>883,736</b>	<b>967,760</b>



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**Balance Carried forward**  
Meeting Fees  
Newspapers & Periodicals  
Notice of Newspaper  
Postage  
Salaries & Allowances  
Staff Bonus  
Stationeries  
Vumi Unnayan Kor  
BTA Membership Fee  
Tannery Sromik Kollan Tohobil  
Telephone & Internet bill  
Trade License & other Renewal  
Union Parishad Business Tax  
VAT on Other Income Raw Hide Process  
VAT from Local sale & Other Income  
TDS from Gas Bills  
Photocopy Bill  
Value Added Tax (VAT)  
VAT Office Expenses

Amount in Taka	
30 June, 2025	30 June, 2024
883,736	967,760
9,600	11,800
7,920	8,052
52,650	6,000
560	400
5,714,846	3,378,880
706,550	-
4,415	2,460
25,953	-
30,000	-
1,904	-
19,900	30,000
34,214	35,000
-	10,000
-	127,738
140,137	197,442
35,596	48,076
6,937	15,785
95,187	25,081
-	30,000
<b>7,770,105.30</b>	<b>4,894,474</b>

#### **21.00 Selling & Distribution Expenses :**

Carriage Outward  
Clearing & Forwarding Expenses  
Ocean Freight  
Packing Expenses

35,000	10,660
19,650	8,500
39,870	20,395
25,432	10,414
<b>119,952</b>	<b>49,969</b>

#### **22.00 Finance Cost :**

Bank Commission & Charges

227,509	67,856
<b>227,509</b>	<b>67,856</b>

#### **23.00 Non Operating Income :**

Raw Hides Process

750,830	870,870
<b>750,830</b>	<b>870,870</b>

#### **24.00 Contribution to W.P.P.F.**

Profit before WPPF

12,934	63,633
<b>12,934</b>	<b>63,633</b>



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Amount in Taka	
30 June, 2025	30 June, 2024
4,866,527	4,886,241
(4,886,242)	(4,817,271)
<b>(19,715)</b>	<b>68,970</b>

**25.00 Deferred tax expenses/(income)**

Closing deferred tax liabilities  
Opening deferred tax liabilities

4,866,527	4,886,241
(4,886,242)	(4,817,271)
<b>(19,715)</b>	<b>68,970</b>

**26.00 Earnings per share (EPS) :**

**26.01 Basic Earnings per share (EPS) :**

Profit attributable to the Ordinary Shareholders  
Weighted average number of share outstanding  
**Basic Earnings per share (EPS)**

(186,937)	536,348
10,320,000	10,320,000
<b>(0.02)</b>	<b>0.05</b>

**26.02 Earnings per share (EPS) :**

Profit attributable to the Ordinary Shareholders  
Weighted average number of share outstanding  
**Earnings per share (EPS)**

(186,937)	536,348
10,320,000	10,320,000
<b>(0.02)</b>	<b>0.05</b>

- No diluted earnings per share required to calculate for the year as there was no scope for dilution of shares during the year under review.

**26.03** The calculation of the basic earnings per share is made in accordance with IAS 33 (Earning per Share), dividing the profit for the year by weighting average number of the shares issued.

**26.04 Basic Earnings** This represents earnings for the year attributable to the ordinary shareholders. As there was no preference dividend, minority interest or extra ordinary items, the net profit after tax for the year has been considered as fully attributable to the ordinary shareholders.

**26.05** As per BSEC Notification (No: BSEC/CMRRC/2009-193/188/Admin/69-dated: 07 September 2016), Earning Per Share(EPS) has stood Tk. (0.02) for the year ended on June 30, 2025 as against Tk. 0.05 for the year ended on June 30, 2024 due to decreasing the revenue and decreasing other income and Non-operating income of the Company. To calculate weighted average number of Shares, total number of share rounded off to nearest integer.

**27.00 Statement of Cash Flows :**

The cash flow statement shows the company's cash and cash equivalents changed during the year through inflows and outflows. Cash flows statement has been prepared as per IAS -7 using the Direct Method.

Net cash inflow from operating activities arrived after adjusting operating expenses and taxes paid during the year.

Net cash used in investing activities includes cash outflow for purchase of property, plant and equipment after adjusting sale proceeds.

Net cash inflow financing activities mainly resulted from repayment of long term loan as well as received from short term loan.



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Amount in Taka	
30 June, 2025	30 June, 2024

#### 27.01 Cash receipts from customers :

Gross cash received from customers arrived at after adjusting accounts receivables with

Opening trade receivables  
Sales during the period  
Non Operating Income  
Closing trade receivable

24,011,820	19,157,687
79,144,116	55,969,666
750,830	870,870
(25,003,258)	(24,011,820)
<b>78,903,508</b>	<b>51,986,403</b>

#### 27.02 Cash payment to suppliers, employees and others :

Cash paid to suppliers arrived at after adjusting cost of raw materials and consumption cost of spares parts consumed with creditors for trade supplies, non-cash items and creditors for revenue expenses. Employee remuneration includes all types of benefits paid and provided both in cash and kind other than the reimbursement of expenses incurred for the Company's business.

##### The mark up of:

Cost of Goods Sold  
General administrative expenses  
Selling and distribution expenses  
Finance Cost  
(Increase)/decreases trade payables  
(Increase)/decreases liability for expenses  
(Increase)/decreases Unclaimed Dividend  
Increase/(decreases) Inventories  
Increase/(decreases) advance deposited & prepayments

(71,179,657)	(50,443,892)
(7,770,105)	(4,894,474)
(119,952)	(49,969)
(227,509)	(115,907)
1,536,583	548,000
2,881,436	(3,295,983)
26,150	48,017
(7,343,650)	526,571
(12,933)	2,511,614
2,971,890	3,287,597
<b>(79,237,747)</b>	<b>(51,878,426)</b>

#### 27.03 Income Tax Paid :

During the year the Company paid Tk. 4,65,339 as advance income tax and Income Tax Paid F/Y 2013-2014 BDT 200,000.

#### 28.00 Net Asset Value Per Share (NAVPS) :

Total Assets  
Less: Total Liabilities  
**Net Asset Value (NAVPS)**  
Number of ordinary shares outstanding (Denominator)  
**Net Asset Value (NAV) Per Share (reported)**

173,680,504	168,851,546
25,570,240	20,554,345
<b>148,110,264</b>	<b>148,297,201</b>
10,320,000	10,320,000
<b>14.35</b>	<b>14.37</b>

- As per BSEC Notification (No: BSEC/CMRRCD/2009-193/188/Admin/69-dated: 07 September 2016), Net Asset Value Per Share (NAV) has stood Tk. 14.35 as at June 30, 2025 as against Tk. 14.37 as at June 30, 2024 due to the decreasing the fair value reserve on financial assets of the company.

#### 29.00 Net Operating Cash Flows Per Share (NOCFPS) :

Net Operating Cash Flows  
Number of ordinary shares outstanding (Denominator)  
**Net Operating Cash Flows per share**

(999,578)	(559,366)
10,320,000	10,320,000
<b>(0.10)</b>	<b>-0.05</b>



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**30.00 Directors Responsibility on Statement :**

The Board of Directors takes the responsibility for the preparation and presentation of these financial statements.

**31.00 Receivable from Directors :**

No amount is lying as receivable from the Directors.

**32.00 Status of Tax Assessment of SAMATA LEATHER COMPLEX LTD. :**

The company has filled the return for Tax assessment for tax assessment year 2024-2025.

**33.00 Commission, Brokerage or Discount :**

No brokerage and discount against sales was paid during the year.

**34.00 Payment made in Foreign Currency :**

No expenses including Royalty, Technical Experts & Professional Advisory Fees and Interest etc. were incurred or paid in foreign currencies during the financial year.

**35.00 Finance Lease Commitment :**

As at 30-06-2025, there was no lease commitment under finance lease.

**36.00 Claim not Acknowledged as debt :**

There was no claim against the company acknowledged as debt as on 30 June, 2025.

**37.00 Related Party Transactions :**

During the year ended June 30, 2025 the Company entered into transactions with related party in the normal course of business. All these transactions took place in an arm length basis. Name of the related parties, nature of these transactions and amount thereof been set out below in accordance with the provisions of IAS 24: Related party disclosure.

**37.01 Transactions with Related Parties :**

Name of related party	Nature of transaction	Transaction during the year		Outstanding as on June 30, 2025	Outstanding as on June 30, 2024
		Received	Payment		
Zahura Khatun	Remuneration	-	204,000	204,000	-
Md. Ayub Khan	Remuneration	-	204,000	204,000	-
<b>Total</b>		-	<b>408,000</b>	<b>408,000</b>	-

**38.00 Payment /Perquisites to Directors and Officers :**

The aggregate amount paid/provided during the year in respect of "Directors" and "Officers" of the company as defined in the Securities and Exchange rules 2020 are disclosed below:

Particulars	30-06-2025	30-06-2024
Directors Remuneration	408,000	544,000
Managerial Remuneration	-	-
Managerial Benefits:	-	-
Bonus	-	-
House Rent	-	-
Conveyance	-	-

(a) no amount was spent by the company for compensating any member of the Board of Directors except as stated in (35) above.



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#### **39.00 Key Management Personnel Compensation :**

There is no compensation paid to the chairman and directors. Managing Director, Managers and above designated personnel of the company are considered as key management personnel and compensation of that personnel is disclosed below as required by paragraph 17 of IAS 24: Related Party Disclosures:

#### **40.00 Attendance Status of Board Meeting of Directors :**

During the year ended 30 June, 2025 total Six Board Meetings were held. The attendance status of all the meetings is as follows:

Name of the Directors	Designation	Meeting held	Attendance
Zahura Khatun	Manging Director	6	6
Md. Mizanur Rahman	Chairman	6	6
Md. Ayub Khan	Director	6	6
Yeasmeen Aktar	Director	6	6
Farida Aktar	Director	6	6
Shamima Aktar	Director	6	6
S. Md. Amzad Hossain	Independent Director	6	6
Md. Mahmudul Hassan	Independent Director	6	6

#### **41.00 Audit Fees :**

Auditors' remuneration comprises annual audit fees only.

#### **42.00 Un-availed Credit Facilities :**

There are no credit facilities available to the Company under any contract (other than credit available in ordinary course of business) at the Statement of Financial Position date.

#### **43.00 Contingent Liabilities :**

There is no contingent liabilities of the company during the year.

#### **44.00 Board Meeting Fees :**

Board meeting attendance fees has been given to the Board of Directors.

Name of the Directors	Designation	Meeting Fee	AIT Deduction	Net Payment
		30.06.2025	30.06.2025	
Zahura Khatun	Manging Director	1,200	-	1,200
Md. Mizanur Rahman	Chairman	1,200	-	1,200
Md. Ayub Khan	Director	1,200	-	1,200
Yeasmeen Aktar	Director	1,200	-	1,200
Farida Aktar	Director	1,200	-	1,200
Shamima Aktar	Director	1,200	-	1,200
S. Md. Amzad Hossain	Independent Director	1,200	-	1,200
Md. Mahmudul Hassan	Independent Director	1,200	-	1,200
<b>Total</b>		<b>9,600</b>	<b>-</b>	<b>9,600</b>



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#### **45.00 Subsequent Disclosure of Events after the Balance Sheet Date- Under IAS 10 :**

The financial statements will be authorized for issue on 26th November 2025 by the Board of Directors who had the power to amend the financial statements after issue. There is no other significant event that has occurred between the Financial Position date and the date when the financial statements were authorized for issue by the Board of Directors of the company.

#### **46.00 Internal Control :**

The following steps have been taken for implementation of an effective internal control procedure of the company:

- a. A strong internal control and compliance division has been formed with a view to establish a well designated system of internal control;
- b. Regular review of internal audit reports with a view to implement the suggestion of internal auditors in respect of internal control technique;
- c. To establish an effective management system that includes planning, organizing and supervising culture in the factory as well as at head office.

#### **47.00 Events After Reporting Period :**

##### **47.01 Declaration of dividend and date of Annual General Meeting (AGM)**

Meeting of the Board of Directors of SAMATA LEATHER COMPLEX PLC. Was held on November 26, 2025 from 4.30PM to 5.30 PM. Following decision was unanimously taken in the said meeting:

Particulars	Decision of the Board
Recommendation of Dividend for the Financial Year 2024-2025	No Dividend
Date of 35th AGM	31.12.2025
Record Date	18.12.2025
Venue of AGM	Hybrid System

#### **48.00 Segment Reporting :**

The Company is domiciled in Bangladesh. The gross revenue from leather products is BDT 79.14 million (2025); BDT 55.96 million(2024). The Company does not have any non current assets that are located outside Bangladesh

The Company is primarily engaged in the manufacturing and Pre-Engineered Steel Building (PEB) of in Bangladesh and this forms the focus of the Company's internal reporting system. While the Company has clearly differentiated brands, segmentation within a wide portfolio of brands is not part of the regular internally reported financial information to the chief operating decision maker. Therefore, it is not possible to segment the Company's results by brand without a high degree of estimation.

As there is single business and geographic segment within the company operates as such no segment reporting is felt necessary.

#### **49.00 Dividend Paid to the Shareholder :**

During the year under review total cash dividend amounting to nil- has been paid to the Shareholders. Dividend were paid in local currency to the local custodian bank of the shareholders as such no dividend was remitted in foreign currency.



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

International Financial Reporting Standard (IFRS) 7- Financial instruments: Disclosures - requires disclosure of information relating to: both recognized and unrecognized financial instruments, their significance and performance, accounting policies, terms and conditions, net fair values and risk information- the Company's policies for controlling risks and exposures.

The management has overall responsibility for the establishment and oversight of the company's risk management framework. The company's risk management policies are established to identify and analyze the risks faced by the company, to set appropriate risk limits and controls, and to monitor risks and adherence to limits. Risk management policies, procedures and systems are reviewed regularly to reflect changes in market conditions and the company's activities. This note presents information about the company's exposure to each of the following risks, the company's objectives, policies and processes for measuring and managing risk, and its management of capital. The company has exposure to the following risks from its use of financial instruments.

- a) Credit Risk
- b) Liquidity Risk
- c) Market Risk

#### **50.01 Credit Risk :**

Credit risk is the risk of a financial loss to the company if a customer or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the company's receivables from institutional and export customers etc. Management has a credit policy in place and the exposure to credit risk is monitored on an ongoing basis. In monitoring credit risk, debtors are grouped according to their risk profile, i.e. their legal status, financial condition, ageing profile etc. Accounts receivable are related to sale of generic pharmaceuticals products, basic chemical products, animal health products and pesticide products. The maximum exposure to credit risk is represented by the carrying amount of each financial asset in the statement of financial position.

##### **(a) Exposure of Credit Risk**

The carrying amount of financial assets represents the maximum credit exposure. The maximum exposure to credit risk at the reporting date was:

Particulars	30-06-2025	30-06-2024
Advance, Deposits & Prepayments	36,507,333	36,041,994
Trade and Other Receivables	25,003,258	24,011,820
Cash and Cash Equivalents	115,719	1,115,297
<b>Total</b>	<b>61,626,310</b>	<b>61,169,111</b>

##### **(b) Ageing of Receivables**

Particulars	30-06-2025	30-06-2024
Dues within 3 months	30,470,485	
Dues over 3 months but within 6 months	23,347,514	
Dues over 6 months	(28,814,741)	
<b>Total</b>	<b>25,003,258</b>	

##### **C.Cash and Bank balances :**

Cash in hand	2,428,053	2,333,135
Cash at bank	102,467	48,326
<b>Total</b>	<b>2,530,520</b>	<b>2,381,461</b>



**50.02 Liquidity Risk:**

Liquidity risk is the risk that the company will not be able to meet its financial obligations as they fall due. The Company's approach to managing liquidity (Cash and cash equivalents) 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 jeopardizing to the company's reputation. Typically, the company ensures that it has sufficient cash and cash equivalent to meet expected operational expenses, including financial obligations through preparation of the cash flow forecast, based on time line of payment of financial obligations and accordingly arrange for sufficient liquidity/fund to make the expected payments within due dates. Moreover, the company seeks to maintain short term lines of credit with scheduled commercial banks to ensure payment of obligation in the event that there is insufficient cash to make the required payment. The requirement is determined in advance through cash flow projections and credit lines with banks are negotiated accordingly. The following are the contractual maturities of financial liabilities:

Category of Liabilities	Year	Carrying Amount Taka	Year	Carrying Amount Taka
Trade and Other Payables	30.06.25	1,636,334	30.06.24	99,751
Liabilities for Expenses	30.06.25	5,695,236	30.06.24	2,813,800
Provision for Income Tax	30.06.25	11,235,576	30.06.24	10,644,135
Unclaimed Dividend	30.06.25	2,136,567	30.06.24	2,110,417
<b>Total</b>		<b>20,703,713</b>		<b>15,668,103</b>

**50.03 Market Risk:**

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

**(a) Currency Risk**

The company is exposed to currency risk on sales, purchase that are denominated in a currency other than the respective functional currencies of the entities, primarily the BDT Tk. but also USD. The risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rates. The Company's exposure to the risk of changes in foreign exchange rates relates primarily to Company's operating activities with the foreign suppliers.

**(i) Foreign exchange rate sensitivity analysis for foreign currency expenditures:**

A strengthening or weakening of the Taka, as indicated below, against the USD at 30 June 2025 would have increased/(decreased) equity and profit or loss. This analysis is based on foreign currency exchange rate variances that the Company considered to be reasonably possible at the reporting date. The analysis assumes that all other variables, in particular interest rates, remain constant.

**(b) Interest Rate Risk**

Interest rate risk is the risk that arises due to changes in interest rates on fixed deposit receipt (FDR) and short notice deposit (SND). The Company is not significantly exposed to fluctuation in interest rates as it has neither floating interest rate bearing financial liabilities nor has any type of derivative instrument in order to hedge interest rate risk as at the reporting date.

**(c) Other Price risk**

Equity price risk arises from available-for-sale equity securities held for meeting partially the unfunded portion of the Company's defined benefit pension obligations as well as investments at fair value through profit and loss (other than those arising from interest rate risk and currency risk). The Company is not exposed to any equity price risk, as the Company does not have any investment in equity shares and also to commodity price risk.

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**51.00 Disclosure as per requirement of Schedule XI, Part II of the Companies Act, 1994:**

**A. Disclosure as per requirement of Schedule XI, Part II, Note 5 of Para 3:**

Employee position of the company as at 30 June, 2025:

Salary (Monthly)	Officer & Staff	Worker	Total Employees
	Factory & Head Office		
Below Tk. 3,000/-	-	-	-
Above Tk. 3,000/-	34	34	68
<b>Total</b>	<b>34</b>	<b>34</b>	<b>68</b>

The company has complied with the Minimum Wages Gazette Notification: SRO No. 39/Law/2017 dated 23 February, 2017 and there are no employees to receive below minimum wages during the reporting year.

**B. Disclosure as per requirement of Schedule XI, Part II, Para 4:**

Name of Directors	Designation	Salary	Festival Bonus	Total Payment
Zahura Khatun	Manging Director	204,000	-	204,000
Md. Ayub Khan	Director	204,000	-	204,000
<b>Total</b>		<b>408,000</b>	-	<b>408,000</b>

Period of payment to Directors is from 01 July, 2024 to 30 June, 2025.

The above Directors of the company did not take any benefit from the company and the follows:

- a. Expenses reimbursed to the managing agent - Nil
- b. Commission or other remuneration payable separately to a managing agent or his associate -Nil
- c. Commission received or receivable by the managing agent or his associate as selling or buying agent of other concerns in respect of contracts entered into such concerns with the company-Nil
- d. The money value of the contracts for the sale or purchase of goods and materials or supply of services, enter into by the company with the managing agent or his associate during the financial year-Nil

- e. Any other perquisites or benefits in cash or in kind stating-Nil
- f. Other allowances and commission including guarantee commission-Nil

Pensions, etc.-

1) Pensions-Nil

2) Gratuities :

Gratuity Payment

3) Payment from Provident Fund :

Company's Contribution to PF

4) Compensation for loss of office-Nil

5) Consideration in connection with retirement from office-Nil



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**C. Disclosure as per requirement of Schedule XI, Part II, Para 7:**

**Details of production capacity utilization:**

Particulars	License Capacity (In Sft)	Installed Capacity (In Sft)	Actual Production (In Sft)	Capacity Utilization	Name of Product
Annual production capacity in Sft	Not mentioned in License	9,000,000	1,679,082	18.66%	Crust & Leather

**Details of revenue from finished goods:**

Revenue consists of Pre-Engineered Steel Building (PEB). The summarized quantities are as under:

Particulars	Opening Balance (In Sft)	Production (In Sft)	Sales (In Sft)	Closing Balance (In Sft)
Crust and finished leather	48,613.55	1,679,082	1,538,409	189,287
<b>Total</b>	<b>48,614</b>	<b>1,679,082</b>	<b>1,538,409</b>	<b>189,287</b>

**D. Disclosure as per requirement of Schedule XI, Part II, Para 8:**

Raw materials, spare parts, packing materials and capital machinery:

Items	Opening Balance	Total Purchase	Consumption	Closing Balance	% of Consumption of Total Purchase
Raw materials (In Tk.)	11,634,216	50,858,867	50,087,754	12,405,329	98.48%
<b>Total Raw materials (In Tk.)</b>	<b>11,634,216</b>	<b>50,858,867</b>	<b>50,087,754</b>	<b>12,405,329</b>	

**Value of export and Domestic Sales :**

Particulars	In foreign currencies (US\$)	In BDT
Export	-	78,052,865
Domestic Sales	-	337,081
<b>Total</b>	<b>-</b>	<b>78,389,946</b>

- i) The company has not incurred any expenditure in foreign currencies for the period from 01 July, 2024 to 30 June, 2025 on account of royalty, know-how, professional fees, consultancy fees and interest;
- ii) The company has not earned any foreign exchanges for royalty, know-how, professional fees, consultancy fees and interest;



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**E. Disclosure as per requirement of Schedule XI, Part II, Para 3:**

Requirements under Condition No.	Compliance status of disclosure of Schedule XI, Part II, Para 3
3(i)(a) The turnover	Complied
3 (i)(b) Commission paid to the selling agent	Not Applicable
3(i)(c ) Brokerage and discount on sales, other than the usual trade discount	Not Applicable
3(i)(d)(i) The value of the raw materials consumed, giving item wise as possible	Complied
3(i)(d)(ii) The opening and closing stocks of goods produced	Complied
3(i)(e) In the case of trading companies, the purchase made and the opening and closing stocks	Complied
3(i)(f) In the case of companies rendering or supplying services, the gross income derived from services rendered or supplied	Complied
3(i)(g) Opening and closing stocks, purchases and sales and consumption of raw materials with value and quantity break-up for the company, which falls under one or more categories i.e. manufacturing and/or trading	Complied
3(i)(h) In the case of other companies, the gross income derived under different heads	Not Applicable
3(i)(i) Work-in-progress, which have been completed at the commencement and at the end of the accounting period	Complied
3(i)(j) Provision for depreciation, renewals or diminution in value of fixed assets	Complied
3(i)(k) Interest on the debenture paid or payable to the Managing Director, Managing Agent and Manager	Not Applicable
3(i)(l) Charge of income tax and other taxation on profits	Complied
3(i)(m) Revised for repayment of share capital and repayment of loans	Complied
3(i)(n)(i) Amount set aside or proposed to be set aside, to reserve, but not including provisions made to meet any specific liability, contingency or commitment, known to exist at the date as at which the balance sheet is made up	Not Applicable
3(i)(n)(ii) Amount withdrawn from above mentioned reserve	Not Applicable
3(i)(o)(i) Amount set aside to provisions made for meeting specific liabilities, contingencies or commitments	Not Applicable
3(i)(o)(ii) Amount withdrawn from above mentioned provisions, as no longer required	Not Applicable
3(i)(p) Expenditure incurred on each of the following items, separately for each item: (i) Consumption of stores and spare parts (ii) Power and Fuel (iii) Rent (iv) Repairs of Buildings (v) Repairs of Machinery (vi) (1) Salaries, wages and bonus (2) Contribution to provident and other funds (3) Workmen and staff welfare expenses to the extent not adjusted from any previous provision or reserve.	Complied



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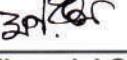
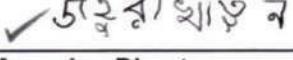
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**F. Disclosure of Advances, Deposits and Pre-payments of Schedule XI of the Companies Act, 1994:**

The details break-up of Advances, Deposits and Pre-payments as per requirement of Schedule XI of the Companies Act, 1994 as stated below:

Particulars	30-06-2025	30-06-2024
Advances, Deposits and Pre-payments exceeding 6 months	10,295,446	17,065,052
Advances, Deposits and Pre-payments not exceeding 6 months	26,211,887	18,976,942
Other Advances, Deposits & Pre-payments less provision	Nil	Nil
Advances, Deposits and Pre-payments considered good and secured	Nil	Nil
Advances, Deposits and Pre-payments considered goods without security	36,507,333	36,041,994
Advances, Deposits and Pre-payments considered doubtful or bad	Nil	Nil
Advances, Deposits and Pre-payments due by Directors	Nil	Nil
Advances, Deposits and Pre-payments due by other officers (against salary)		
Advances, Deposits and Pre-payments due from companies under same management	-	-
Maximum Advances, Deposits & Pre-payments due by Directors	Nil	Nil
Maximum Advances, Deposits & Pre-payments due by Officers at any time	Nil	Nil

These financial statements should be read in conjunction with the annexed notes and will be approved by the Board of Directors on 26 November 2025 and were signed on its behalf by :

Company Secretary

Chief Financial Officer

Director

Managing Director



**SAMATA LEATHER COMPLEX PLC.**  
**Schedule of Property, Plant & Equipment**  
**as on 30 June, 2025**

**A : Based on Cost:**

**Annexure- A**

Sl. No	Particulars	Cost			Rate of Dep(%)	Depreciation	Accumulated Dep. on 30.06.2025	Written down Value As on 30.06.2025	
		Balance as on 01.07.2024	Addition during the year	Adjustment/ Disposal					
1	2	3	4(1+2+3)	5	6	7	8	9(6+7+8)	10(4-9)
1	Land & Land Development	18,383,066	-	-	18,383,066	0%	-	-	18,383,066
2	Factory Building	34,837,152	-	-	34,837,152	5%	24,164,647	533,625	24,698,272
3	Plant & Machinery	72,918,243	-	-	72,918,243	10%	59,917,421	1,300,082	61,217,503
4	Furniture & Fixture	1,217,133	-	-	1,217,133	15%	961,405	38,359	999,764
5	Tools & Equipment	334,003	-	-	334,003	15%	255,682	11,748	267,430
6	Wooden Board	491,431	-	-	491,431	15%	486,668	714	487,382
7	Electric Installation	3,956,697	-	-	3,956,697	15%	3,025,719	139,647	3,165,366
8	Water Line Installation	2,816,906	-	-	2,816,906	15%	2,222,427	89,172	2,311,599
9	Gas Line Installation	966,435	-	-	966,435	10%	659,125	30,731	689,856
10	Type Writer & fax	50,200	-	-	50,200	15%	48,977	183	-
11	Crockeries	7,141	-	-	7,141	25%	3,840	825	4,665
12	Office Equipment & Other	1,094,357	-	-	1,094,357	15%	958,226	20,420	978,646
13	Solar System	140,000	-	-	140,000	15%	101,373	5,794	107,167
14	Web Site Design & Development	20,000	-	-	20,000	15%	10,999	1,350	12,349
15	Generator Expenses	427,800	-	-	427,800	15%	235,598	28,830	264,428
16	IPS	33,800	-	-	33,800	20%	16,967	3,367	20,334
	<b>Total as on 2025</b>	<b>137,694,364</b>	-	-	<b>137,694,364</b>	<b>93,069,074</b>	<b>2,204,848</b>	-	<b>95,273,922</b>
									<b>42,420,442</b>



## SAMATA LEATHER COMPLEX PLC.

Schedule of Property, Plant & Equipment  
as at 30 June, 2025

## b) Revaluation

S. No	PARTICULARS	Cost			Rate of Dep(%)	Balance as on 01.07.2024	Charged during the year	Depreciation	Accumulated Dep. on 30.06.2025	Written down Value As on 30.06.2025
		1	2	3						
1	Land & Land Development	8,816,860	-	-	0%	8,816,860	-	-	-	8,816,860
2	Factory Building	3,183,982	-	-	5%	3,183,982	-	111,318	-	2,115,046
3	Plant & Machinery	13,334,885	-	-	10%	13,334,885	-	641,223	-	5,771,004
4	Furniture & Fixture	138,630	-	-	15%	138,630	-	7,996	-	93,317
5	Tools & Equipment	10,489	-	-	15%	10,489	-	511	-	45,313
6	Water Line Installation	9,700	-	-	15%	9,700	-	472	-	2,894
7	Gas Line Installation	114,837	-	-	10%	114,837	-	5,522	-	2,676
9	Sub Total Taka	25,609,383	-	-		25,609,383	-	59,617	-	49,698
11	Total Taka: 30.06.2025 ( a+b)	163,303,747	-	-		163,303,747	-	101,107,924	-	59,223,933
	Total Taka: 30.06.2024	163,303,747	-	-		163,303,747	-	2,971,890	-	104,079,814
								3,287,597	-	59,223,933
									-	101,107,923
									-	62,195,824



## Document Verification System (DVS)

### DVC Preview

DVC: 2512111497AS509334

Membership (Enrl.) Number :	1497	Member's Name :	Mohammad Abu Kawsar FCA
CA Firm's Name :	T Hussain & Co.		
Client's Name :	SAMATA LEATHER COMPLEX PLC. CHANGED FROM SAMATA LEATHER COMPLEX (PVT.) LTD.		
Client's Registration :	RJSC	Ref. Number:	C-20004
Client's Category :	Manufacturing	Client's Industry :	Leather Processing
Period :	07/01/2024	To :	30/06/2025
Document Name :	Auditors Report and Finar		
Document Type :	Statutory Audit		
Date of Issue :	11/12/2025	Listing Status :	Y

### Key Information :

Total Liabilities	25,570,240.00
Gross Revenue Shown in IS	79,144,116.00
Profit before taxes	584,789.00
Retained Earnings	-64,995,585.00
Total Assets	173,680,504.00



## SAMATA LEATHER COMPLEX PLC.

**120, Sher-E-Bangla Road, Hazaribagh, Dhaka-1209.**

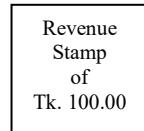
## PROXY FORM



I/We..... of  
..... being a member of Samata Leather  
Complex PLC, hereby appoint Mr./Ms. ..... of  
..... as  
my/our proxy to attend and vote for me/us on my/our behalf at the 35<sup>th</sup> Annual General Meeting of the Company to be held on  
31<sup>st</sup> December, 2025 at 11.00 a.m. through **Hybrid System** in combination of Physical Presence (Dhaka Time) and/or at any  
adjournment thereof.

As witness me/our hand this \_\_\_\_\_ day of December, 2025

**Signature of Proxy** \_\_\_\_\_



**Signature of the Shareholder**

**Signature Verified**  
**Authorised Signature**

**No. of shares held**



### Note:

According to the Articles of Association of the Company proxy can be given only to the person who is a member of the Company. The proxy should reach the Company not later than 48 hours before the time fixed for holding the meeting.