ANNUAL REPORT 2026



ENVOY TEXTILES LIMITED



1ST DENIM MILL
IN BANGLADESH
WITH ROPE DYED TECHNOLOGY

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Letter of Transmittal

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

Sir:

ANNUAL REPORT 2026

We are pleased to present the Annual Report 2026 of Envoy Textiles Ltd, which has been diligently prepared in accordance with the provisions of the Companies Act, 1994; Securities & Exchange Ordinance, 1969; Securities & Exchange Rules, 2020; Notification of Bangladesh Securities & Exchange Commission; and Stock Exchanges (Listing) Regulations, 2015.

Thank you

Best Regards

M Saiful Islam Chowdhury FCS
Company Secretary

Wednesday, 28 October 2026
Dhaka

ENVOY TEXTILES LIMITED

Corporate & Registered Office: Envoy Tower
18/E, Lake Circus Kalabagan, West Panthapath, Dhaka-1205

NOTICE OF THE 31ST ANNUAL GENERAL MEETING

Notice is hereby given that the 31st Annual General Meeting (AGM) of the Shareholders of Envoy Textiles Limited will be held on **Saturday, 5 December 2026 at 11:00 AM** [Dhaka Local Time] at Gulshan Shooting Club, Gulshan Avenue, Beside Police Plaza, Dhaka-1212 to transact the following businesses:

AGENDA

A. Ordinary Business:

Agenda Item No. 1: To receive, consider and adopt the Audited Financial Statements of the Company for the year ended 30 June 2026 together with the Reports of the Directors and the Auditors thereon;

Agenda Item No. 2: To declare dividend for the year ended 30 June 2026;

Agenda Item No. 3: To elect the following Directors in accordance with the provisions of Articles of Association of the Company as recommended by the Board:

3.1 Mr. Kutubuddin Ahmed;

3.2 Mr. Sk. Bashir Ahmed (Nominee of Envotech Aviation Ltd.);

3.3 Mr. Dinesh Gope Virwani (Nominee of Cosmopolitan Industries Pvt. Ltd.);

Agenda Item No. 4: To confirm the re-appointment of the following Independent Directors:

4.1 Mr. Fakhruddin Ahmed, FCMA, FCA;

4.2 Barrister Muhammad Shafiqur Rahman;

Agenda Item No. 5: To re-appoint the existing Auditors of the Company for the term until the conclusion of 32nd Annual General Meeting and to fix up their remuneration;

Agenda Item No. 6: To appoint a Professional Accountant/Secretary for the year 2026-27 and;

B. Special Business:

Agenda Item No. 7: Change of the Registered Name of the Company

To consider and, if deemed fit, pass, with or without modification(s), the following resolution as a **Special Resolution:**

"RESOLVED THAT

1. Pursuant to the provisions of the Companies Act, 1994 (Act No. 18 of 1994), including any statutory modification or re-enactment thereof, and subject to the approval of the Registrar of Joint Stock Companies and Firms (RJSC), the registered name of the Company be and is hereby changed from "Envoy Textiles Limited" to **"Envoy Textiles PLC."**;
2. The necessary amendments be and are hereby made to the relevant clauses of the Memorandum and Articles of Association of the Company to reflect the new name;
3. The new name, **"Envoy Textiles PLC."**, be and is hereby adopted and substituted for the existing name in all statutory and title documents, licenses, registrations, records, and any other relevant documents of the Company."

By order of the Board

M Saiful Islam Chowdhury, FCS
Company Secretary

Wednesday, 28 October 2026
Dhaka

Notes:

(i) Shareholders whose name appeared in the Depository Register as of the Record Date, which was 26 October 2026 are eligible to participate in the 31st Annual General Meeting (AGM) and are entitled to receive the dividend;

(ii) Though the company is permitted to hold the AGM in digital form as per the BSEC circular, considering the importance of Shareholders' active participation, the AGM will be conducted through a hybrid system. Members will have the option to participate and vote either in person or by proxy at the specified location or virtually via a digital platform;

(iii) The shareholders, who will join virtually, are requested to participate in the meeting by logging into this link or by scanning the QR code below:

https://envoytex.bdvirtualagm.com

To log in to the system, members need to enter their 16-digit Beneficial Owner (BO) ID number as proof of identity. An OTP will be sent during the login process to the member's mobile number, as recorded in the central depository system. Otherwise, members can update their valid mobile number with us by submitting a written request at least 12 hours before the meeting begins;

(iv) The members will be able to submit their questions/comments and vote electronically 48 hours before the commencement of the AGM and during the AGM. The members may also submit their questions/comments and vote in person or by proxy during the AGM;

(v) Members are requested to present credentials as proof of their shareholdings during registration at the meeting venue;

(vi) The proxy form, to be affixed with requisite revenue stamp or notarized Power of Attorney or Authorization Letter, duly executed, must be deposited at the Registered Office of the Company not less than 48 hours before the time fixed for the meeting;

(vii) Pursuant to Articles 108 and 109 of the Articles of Association, a corporate shareholder of the company may authorize, by resolution of the Board of Directors of such body corporate, any person it thinks fit to act as a representative at any meeting of the shareholders of the company. The authorized person shall be eligible to attend the meeting and cast votes;

(viii) This is to ensure the appropriate and timely disbursement of dividends for the year 2026 all respective share brokerage houses, merchant banks, etc. are requested to provide a list of their margin clients who hold shares in our company. This list must be received no later than 5 December 2026. Otherwise, dividends will be paid directly to the shareholders' registered bank accounts;

(ix) The Annual Report 2026 will be available on the company's website www.envoytextiles.com.

STATEMENT OF THE BUSINESS TO BE TRANSACTED AT THE MEETING

[The following Explanatory Statement sets out material facts relating to the businesses to be transacted at the 31st Annual General Meeting of Envoy Textiles Limited scheduled for 5 December 2026]

A. ORDINARY BUSINESS:

Agenda Item No. 1: To receive, consider and adopt the Audited Financial Statements of the Company for the year ended 30 June 2026 together with the Reports of the Directors and the Auditors thereon.

The Annual Report for 2026 includes the Annual Accounts for the period ending on 30 June 2026, along with the Reports of the Auditors and the reports from the Board of Directors.

The Annual Accounts for the financial year 2025-2026 have been prepared and approved by the members of the Board, as well as reviewed by the CEO and CFO of the Company before submission to the Audit Committee. M/S MABS & J Partners, Chartered Accountants, the external auditors of the Company, have issued an unqualified audit opinion, which has been included in the Annual Accounts for the financial year 2025-2026.

As per sections 183 and 184 of the Companies Act, 1994, the directors are required to present the Directors' Report and Annual Audited Financial Statements, including the Auditors' Report, to the Shareholders at the Annual General Meeting.

It is proposed to adopt the Annual Accounts for the financial year 2025-2026, along with the Reports of the Directors and the Auditors.

Agenda Item No. 2: To declare dividend for the year ended 30 June 2026.

The net income attributable to Shareholders amounted to BDT 1,381.75 million, resulting in an Earnings per Share (EPS) of BDT 8.24 for the Financial Year 2025-2026. In its 256th meeting held on 27 September 2026, the Board of Directors recommended a 32.50% Cash Dividend, which equals BDT 3.25 for every share of BDT 10.00 each, for the year ending on 30 June 2026. This recommendation will be presented to the 31st Annual General Meeting of Shareholders scheduled for 5 December 2026. If approved at the General Meeting, the payment of the final dividend for the year ended 30 June 2026, as recommended by the Board, will be made on or before 04 January 2027, following the Annual General Meeting, in accordance with the notification by the Bangladesh Securities & Exchange Commission (BSEC). The dividend will be payable to those members whose name appeared in the statement of beneficial owners furnished by Central Depository Bangladesh Limited (CDBL) as of the Record Date on **26 October 2026.**

Members are requested to submit their written option to receive the dividend to the Company's Registered/Corporate Office on or before 31st AGM. Failure to submit such an option within the specified time will result in the dividend being paid as deemed appropriate by the Company.

Agenda Item No. 3: To elect the following Directors in accordance with the provisions of Articles of Association of the Company as recommended by the Board:

3.1 Mr. Kutubuddin Ahmed;

3.2 Mr. Sk. Bashir Ahmed
(Nominee of Envotech Aviation Ltd.);

3.3 Mr. Dinesh Gope Virwani
(Nominee of Cosmopolitan Industries Pvt. Ltd.).

In accordance with Articles No. 125 and 126 of the Articles of Association of Envoy Textiles Limited, Director Mr. Kutubuddin Ahmed, Director Mr. Sk. Bashir Ahmed, and Director Mr. Dinesh Gope Virwani are set to retire from their positions as directors. However, as they are eligible, they have offered themselves for re-election.

Based on the recommendation of the Nomination and Remuneration Committee, the members of the Board, in their 256th meeting held on 27 September 2026, proposed to re-elect Director Mr. Kutubuddin Ahmed, Director Mr. Sk. Bashir Ahmed, (Nominee of Envotech Aviation Ltd.) and Director Mr. Dinesh Gope Virwani (Nominee of Cosmopolitan Industries Pvt. Ltd.) as members of the Company's Board for a period until their retirement by rotation, as stipulated by section 91 of the Companies Act, 1994, and the relevant provisions of the Articles of Association.

Their re-appointment is subject to approval by the general shareholders at the 31st Annual General Meeting (AGM).

Agenda Item No. 4: To confirm the re-appointment of the following Independent Directors:

4.1 Mr. Fakhruddin Ahmed, FCMA, FCA;

4.2 Barrister Muhammad Shafiqur Rahman.

The Board of Directors, at its 255th meeting on 17 September 2026, reappointed Mr. Fakhruddin Ahmed, FCMA, FCA and Barrister Muhammad Shafiqur Rahman, as Independent Directors for another three- year term. In compliance with the corporate governance code, 2018 the Nomination and Remuneration Committee (NRC), at its 34th Meeting held on 16 June 2026, conducted a thorough review of Mr. Fakhruddin Ahmed, FCMA, FCA and Barrister Muhammad Shafiqur Rahman's credentials. Following this detailed assessment, the NRC unanimously recommended their reappointment.

To ensure full regulatory compliance, an application seeking the necessary approval for this reappointment, along with all supporting documents, was submitted to the Bangladesh Securities and Exchange Commission (BSEC). We are pleased to report that the BSEC has granted its formal consent for this re-appointment vide its letter no BSEC/ICA/CG/2023/125/part-i/381 dated 24 August 2026.

In accordance with the BSEC notification and relevant laws, this re-appointment is now presented to the esteemed shareholders for their valuable confirmation at the upcoming 31st Annual General Meeting (AGM).

Agenda Item No. 5: To re-appoint the existing Auditors of the Company for the term until the conclusion of 32nd Annual General Meeting and to fix up their remuneration.

M/S MABS & J partners, Chartered Accountants, conducted audit of the Company for the fiscal year 2025-26, completing their first year of audit since their appointment, for a fee of BDT 450,000.00 (Four Hundred Fifty Thousand) only. They are eligible for re-appointment at the ensuing 31st AGM until the conclusion of 32nd AGM, in accordance with the provision of BSEC Order No. BSEC/CMRRCD/2006-158/208/Admin/81 dated 20 June 2018 and Regulation 15(3) of the Stock Exchanges (Listing) Regulations, 2015.

Upon recommendation of the Audit committee, the Board of Directors at its 256th meeting held on 27 September 2026 proposed M/S MABS & J Partners, Chartered Accountants, SMC Tower (Level 5 & 7), 33, Banani C/A, Dhaka-1213 to be re-appointed for the year 2026-2027 until conclusion of the 32nd Annual General Meeting of the Company at a remuneration of BDT 500,000.00 (Five Hundred Thousand) only. They will hold office until the conclusion of the 32nd Annual General meeting and will audit the accounts for the year ending on 30 June 2027. The re-appointment of the Auditors will be presented for approval of the members at the 31st Annual General Meeting.

Agenda Item No. 6: To appoint a Professional Accountant/Secretary for the year 2026-27.

It is necessary to appoint a practicing professional Accountant/ Secretary for the year 2026-2027 to conduct a compliance audit on the corporate governance code set by the Bangladesh Securities and Exchange Commission (BSEC), in accordance with the provision of 9 (1) of the BSEC Notification issued on 3 June 2018, Ref. No. # BSEC/CMRRCD/2006-158/207/Admin/80. The purpose of this appointment is to obtain a certificate confirming compliance with the conditions outlined in the Corporate Governance Code 2018 of the Commission.

The Board has proposed the appointment of M/S Quazi Sabnam & Associates, House # 151/5, Block # 13, Monipuripara, Farmgate, Tejgaon, Dhaka-1215 to conduct the compliance audit for the year 2026-2027. The proposed remuneration for their service is BDT 60,000.00 (Taka Sixty Thousand) only.

The appointment of the Professional Accountant/Secretary will be presented for approval by the members at the 31st Annual General Meeting.

B. SPECIAL BUSINESS:

Agenda Item No. 7: Change of the Registered Name of the Company.

To consider and, if deemed fit, pass, with or without modification(s), the following resolution as a **Special Resolution:**

"RESOLVED THAT

1. Pursuant to the provisions of the Companies Act, 1994 (Act No. 18 of 1994), including any statutory modification or re-enactment thereof, and subject to the approval of the Registrar of Joint Stock Companies and Firms (RJSC), the registered name of the Company be and is hereby changed from "Envoy Textiles Limited" to **"Envoy Textiles PLC."**;
2. The necessary amendments be and are hereby made to the relevant clauses of the Memorandum and Articles of Association of the Company to reflect the new name;
3. The new name, **"Envoy Textiles PLC."**, be and is hereby adopted and substituted for the existing name in all statutory and title documents, licenses, registrations, records, and any other relevant documents of the Company."

CORPORATE PROFILE

Envoy Textiles Limited is a leading Bangladeshi denim manufacturer, driven by quality, innovation, sustainability and social responsibility. Since the inception of its commercial operation in 2008, Envoy has continuously advanced denim manufacturing in Bangladesh by becoming the World's First LEED® Platinum Certified Denim Mill, setting a global benchmark for sustainable denim manufacturing.

MISSION

To achieve global leadership through quality, innovation, efficiency, timely delivery and customer satisfaction.

VISION

To become the world's most trusted denim manufacturer through product innovation and efficient management.

ANNUAL CAPACITY

60 million yards of denim, 30,000 tons of yarn

DENIM VARIETY

4 to 16 oz denim fabrics

YARN VARIETY

OE, Ring, Blended Yarns, CSY, ACY, Siro, Dualcore

COTTON SOURCE

USA, Brazil, West Africa

WASHING DEVELOPMENT CENTRES

Jeanologia Ecolab (Dhaka)

EMPLOYEES

3500+

ABOUT THE COMPANY

Envoy Textiles Limited, a manufacturer of 100% export-oriented denim fabric, was established in 1995 as a Private Limited Company before being converted to a Public Limited Company in 2009. It is the first denim project in Bangladesh to use rope-dyed technology and is now one of the leading companies in the sector.

The company began commercial operations in 2008 and merged with Edge Denims Limited in 2009, paving the way for a new era of excellence in management, cost control, and streamlined business operations. In June 2012, Envoy Textiles Limited obtained consent from the Bangladesh Securities and Exchange Commission to raise funds through Initial Public Offerings (IPO) and was listed with DSE and CSE at the end of the same year.

Located in Jamirdia, Bhaluka, Mymensingh, around 71 km north of Dhaka City, the factory occupies approximately 126 Bigha of land registered in the name of the company. The layout plan is designed to create a scenic and eye-catching landscape all around.

SPINNING PRODUCTION FACILITIES

In addition to its denim manufacturing capabilities, Envoy Textiles operates state-of-the-art spinning and yarn manufacturing facilities within its factory premises in Bhaluka, Mymensingh. These facilities support the Company's vertically integrated manufacturing operations by supplying yarn primarily for in-house denim production.

Ring Spinning

The Company's state-of-the-art Ring Spinning plant commenced commercial operations in 2016 and has an annual production capacity of approximately 16,192 MT of cotton yarn. The facility supports the Company's vertically integrated manufacturing operations, with the majority of the yarn produced being consumed internally for denim manufacturing. The Company has undertaken an initiative to expand its cotton yarn manufacturing capacity.

Open-End (Rotor) Spinning

The Company's Open-End (Rotor) Spinning facility has an existing annual production capacity of approximately 8,800 MT. A further expansion of approximately 8,800 MT per annum is underway, which is expected to increase the total annual production capacity to approximately 17,600 MT upon completion.

Blended Yarn

The Company commenced commercial operations of its blended yarn manufacturing facility on 1 April 2023, with an initial annual production capacity of approximately 4,224 MT. The facility produces yarn using a significant proportion of cotton-substitute raw materials, reflecting the textile industry's increasing use of man-made fibres alongside natural fibres. Equipped with state-of-the-art European and Japanese machinery, the facility occupies approximately 75,000 square feet within the existing factory premises. An expansion initiative is underway to increase its annual production capacity by approximately 5,280 MT, bringing the total capacity to approximately 9,504 MT per annum upon completion.

Air Covered Yarn

The Company's Air Covered Yarn (ACY) facility has an annual production capacity of over 1,000 MT, enhancing the versatility of its yarn portfolio and strengthening its integrated manufacturing capabilities.

Upon completion of the planned expansion initiatives, the Company's total annual spinning capacity is projected to increase to approximately 45,000 MT. Of the total yarn produced, approximately 60% to 70% is consumed internally for denim production, while the remaining quantity is allocated to the deemed export market.

DENIM FABRICS PRODUCTION FACILITIES

Envoy Textiles Limited is a leading denim manufacturing company with a yearly production capacity of 60.00 million yards. The company produces a range of high-quality denim products featuring a wide range of yarns and weaves in various shades of indigo and black. The company specializes in 4 oz to 16 oz ring and open-end denim and uses stretch, mill wash, and modern finishing processes for products intended for the new-age consumers. These products feature ring-ring constructions in pure indigo and sanforized denim. Envoy Textiles specializes in basic indigo products and plans to move up the value chain to cater to the most refined customers.

Research and Development occupy high importance in the company for product innovation, variations, and color combinations for consumers with exclusive taste. This has contributed to seizing new opportunities, newer markets, and fashionable customers across the globe on an increasing note.

PRODUCT PORTFOLIO



Recycled Cotton



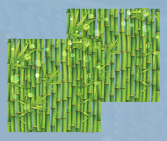
Hemp



Organic Denim



Jute



Bamboo



Banana



EcoVero



Lenzing Modal



Zero Cotton



Repreve Denim



Bi Stretch
Slub
Denim



Tencel
Lyocell Denim



Linen Denim



Laser
Friendly Denim

Made to Inspire...

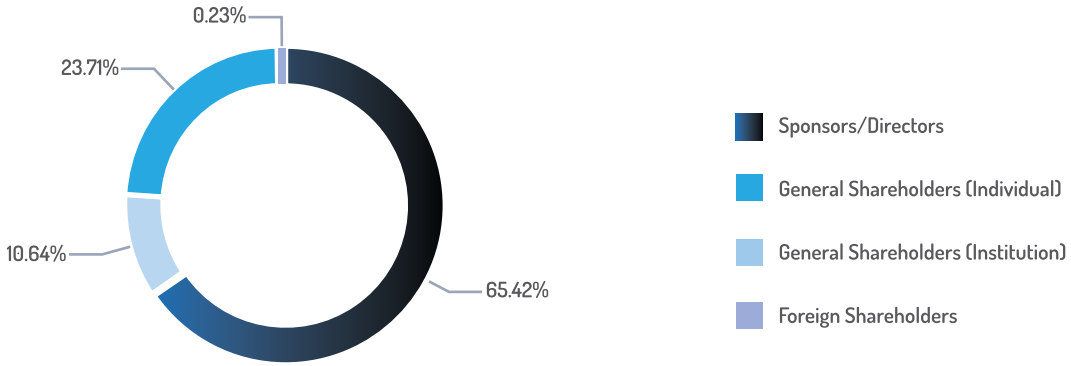
SHAREHOLDING STRUCTURE

As on 30 June 2026

Authorised Capital (in BDT):	**4,750,000,000**
275,000,000 Ordinary Shares of BDT10.00 each.	2,750,000,000
200,000,000 Redeemable Preference Shares of BDT10.00 each.	2,000,000,000
Issued, Subscribed and Paid up Share Capital (in BDT):	
167,734,767 Ordinary Shares of BDT 10.00 each.	**1,677,347,670**

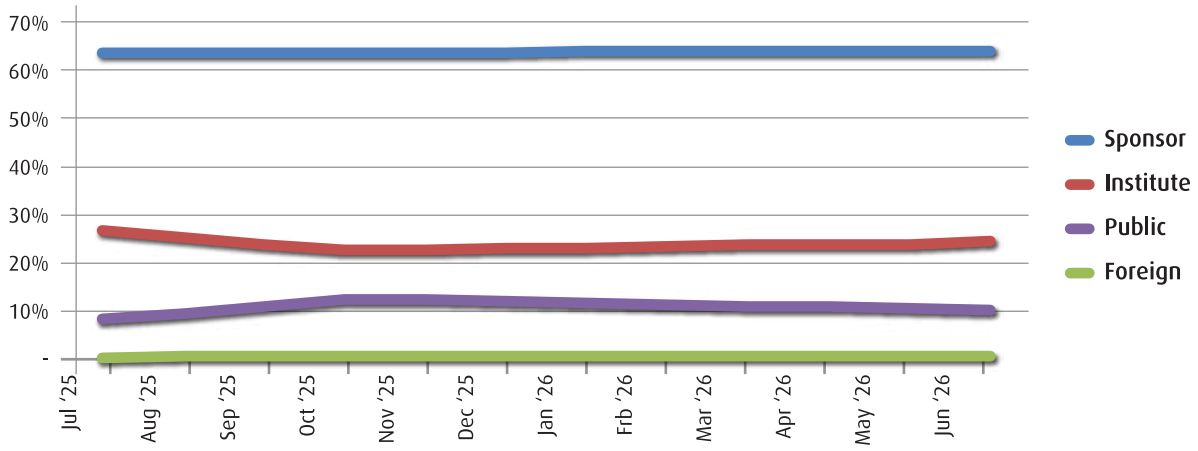
Particulars	Number of Shares	Amount in BDT	In %
Sponsors/Directors	109,719,677	1,097,196,770	65.42
General Shareholders (Individual)	17,838,886	178,388,860	10.64
General Shareholders (Institution)	39,774,278	397,742,780	23.71
Foreign Shareholders	391,926	3,919,260	0.23
Total	**167,724,767**	**1,677,247,670**	**100.00**

SHAREHOLDING STRUCTURE BY CATEGORY IN GRAPH AS ON 30 JUNE 2026



At a glance % of Shares from July '2025 to June '2026

	July '25	Aug '25	Sep '25	Oct '25	Nov '25	Dec '25	Jan '26	Feb '26	Mar '26	Apr '26	May '26	June '26
Sponsor	65.18	65.18	65.18	65.18	65.18	65.18	65.42	65.42	65.42	65.42	65.42	65.42
Institute	26.50	24.95	23.03	21.30	21.43	21.84	21.79	22.44	22.76	23.04	23.11	23.71
Foreign	0.06	0.07	0.08	0.12	0.12	0.12	0.21	0.25	0.25	0.29	0.24	0.23
Public	8.26	9.80	11.71	13.40	13.27	12.86	12.59	11.90	11.58	11.26	11.24	10.64



COMPANY INFORMATION

Legal Form	On 18 June 1995, Envoy Textiles Limited was established as a Private Limited Company under the Companies Act, 1994. Subsequently, on 30 September 2009, the company merged with Edge Denims Limited, and on 25 October 2009, it was converted into a Public Limited Company. In the year 2012, the company became publicly listed with Dhaka and Chittagong Stock Exchange Limited.
Company Incorporation No.	C -28622(2468)/95
Hong Kong Business Registration No.	55558757-000-04-16-3
USA Liaison Office Identification No.	33-3378005
Tax Identification Number (TIN)	657558493737
BIN Number	000333127-1302
ERC Number	260326210069119
IRC Number	260326120011719
Statutory Auditors	M/S MABS & J Partners, Chartered Accountants SMC Tower (Level-5 & 7), 33 Banani C/A, Road-17, Dhaka-1213
Corporate Governance Auditors	M/S Quazi Sabnam & Associates House # 151/5, Block # 13, Monipuripara, Farmgate, Tejgaon, Dhaka-1215
Credit Rating Agency	Credit Rating Agency of Bangladesh Limited (CRAB), Navana-DH Tower, Level-15, 6 Panthapath, Karwan Bazar, Dhaka -1215, Bangladesh
Membership	Bangladesh Textiles Mills Association (BTMA) Bangladesh Association of Publicly Listed Company International Chamber of Commerce-Bangladesh Bangladesh Employers Federation American Chamber of Commerce in Bangladesh India-Bangladesh Chamber of Commerce & Industry Korea-Bangladesh Chamber of Commerce & Industry Metropolitan Chamber of Commerce & Industry Dutch-Bangla Chamber of Commerce & Industry Spain Bangladesh Chamber of Commerce & Industry
Legal Advisor	Mr. Md. Fazlur Rahman Khan, Advocate Bangladesh Supreme Court Chamber: 9/2 Kabi Jashimuddin Road, Dhaka-1217

Registered & Corporate Office	Envoy Tower, 18/E, Lake Circus Kalabagan (West Panthapath), Dhaka-1205 Phone: +880-2-41021684-87
Marketing Office	Level-12, Simpletree Attalika, Holding-134, Block-CEN, Gulshan-2, Dhaka-1212
Hong Kong Office	11th Floor, Capital Centre, 151 Gloucester Road, Wan Chai, Hong Kong, Phone: +852 28368288
USA Liaison Office	525 7th Avenue, Suite 314, New York, NY 10018, USA Phone: +1 646-843-2404, +1 646-843-2405
Factory Address	Jamirdia, Bhaluka, Mymensingh, Bangladesh
Web Address	www.envoytextiles.com
E-mail Address	info@envoytextiles.com
Lead Bankers	Asian Development Bank (ADB) Headquarter 6 ADB Avenue, Mandaluyong, Metro Manila, Philippines Pubali Bank PLC Mohakhali Branch 04 Mohakhali C/A, Dhaka, Bangladesh. HSBC Bank Ltd. Dhaka Main Office Bay's Park Height, Plot-02 (New), 522 (Old), Road-09 (New), Ward No: 15, Dhaka South City Corporation, Dhanmondi, Dhaka. Dutch Bangla Bank PLC Motijheel Branch Head Office, Sena Kalyan Bhaban, 4th Floor ,195 Motijheel C/A Dhaka-1000. Commercial Bank Of Ceylon PLC Head Office Hadi Tower, NW (K)-1, Road No: 50, Kemal Ataturk Avenue, Gulshan-2, Dhaka-1212. Modhumoti Bank PLC Gulshan-1 Branch 75, Gulshan Avenue, Gulshan-1, Dhaka-1212. Southeast Bank PLC New Elephant Road Branch Kazi Bhaban (1st & 2nd Floor), 39 New Elephant Road, Dhaka.
Lead Insurers	Progati Insurance Ltd. 20-21, Kawran Bazar, Dhaka Bangladesh General Insurance Co. Ltd. 42, Dilkusha C/A, Dhaka-1000.

BOARD COMPOSITION & BOARD COMMITTEES

Mr. Kutubuddin Ahmed
Chairman

Mr. Tanvir Ahmed
Managing Director

Mr. Fakhruddin Ahmed
FCMA, FCA
Independent Director

Barrister M. Shafiqur Rahman
Independent Director

Professor Tanzina Haque
FCMA
Independent Director

Mr. Sk. Bashir Ahmed
Director
(Nominee of Envotech Aviation Ltd.)

Mrs. Rashida Ahmed
Director

Mrs. Sumayyah Ahmed
Director

Mr. Sunil Daulatram Daryanani
(Nominee of Epic Garments Manufacturing Co. Ltd.)
Director

Mr. Md. Moin Uddin
(Nominee of Sheltech Ceramics Ltd.)
Director

Mr. Dinesh Gope Virwani
(Nominee of Cosmopolitan Industries Pvt. Ltd.)
Director

Mr. M Saiful Islam Chowdhury FCS
Company Secretary

AUDIT COMMITTEE

Mr. Fakhruddin Ahmed
FCMA, FCA
Chairman

Barrister M. Shafiqur Rahman
Independent Director
Member

Professor Tanzina Haque
FCMA
Member

Mrs. Sumayyah Ahmed
Member

Mr. Md. Moin Uddin
(Nominee of Sheltech Ceramics Ltd.)
Member

Mr. M Saiful Islam Chowdhury FCS
Secretary

NOMINATION & REMUNERATION COMMITTEE

Barrister M. Shafiqur Rahman
Independent Director
Chairman

Mr. Fakhruddin Ahmed
FCMA, FCA
Member

Professor Tanzina Haque
FCMA
Member

Mr. Md. Moin Uddin
(Nominee of Sheltech Ceramics Ltd.)
Member

Mrs. Sumayyah Ahmed
Member

Mr. M Saiful Islam Chowdhury FCS
Secretary

BOARD OF DIRECTORS



Mr. Kutubuddin Ahmed
Chairman

Mr. Kutubuddin Ahmed is recognized to be one of the leading businessmen of Bangladesh, successfully running the conglomerates of Envoy Legacy and Sheltech Group with his visionary leadership, strong principle, and self-motivation. Having graduated from Bangladesh University of Engineering & Technology (BUET), Kutubuddin Ahmed commenced his business odyssey starting with Envoy back in 1984 with only a single garment manufacturing unit comprising of 44 machines. Over the years, it has flourished and subsequently transformed into the thriving entity known as Envoy Legacy. In 1988, he pioneered in the real estate sector establishing Sheltech, which currently has more than 40 flourishing entities. Mr. Ahmed's proactive skills drove him towards his successful tenure as the President of Bangladesh Garment Manufacturers & Exporters Association (BGMEA) and President of Metropolitan Chamber of Commerce and Industry (MCCI), Dhaka. Mr. Ahmed's reputation transcends international boundaries as well. He has been adorned with the prestigious title of Knight Officer of the Spanish Royal Order of Merit in 2020. In 2025, Mr. Ahmed was appointed as the Honorary Consul of Timor-Leste in Bangladesh, tasked with fostering bilateral trade, providing consular assistance to citizens, and promoting cultural ties between the two nations. His passion is not confined only to business sector and philanthropy, rather he expresses his special interest in sports. He was awarded National Sports Award 2002 and also acted as the Secretary General of Bangladesh Olympic Association (BOA). Mr. Ahmed received recognition as "The Business Person of the Year 2016" at the prestigious Daily Star-DHL Business Awards, in appreciation of his remarkable achievements and exceptional entrepreneurial skills. Moreover, earning LEED® Platinum Certification for Envoy Textiles Limited in 2016 for Envoy Textiles was his striking success, adding another feather to the crown. Bangladesh's denim export economy owes largely to Mr. Ahmed's long-term contribution.



Mr. Tanvir Ahmed
Managing Director

With a practical approach to problem-solving and a drive to see things through to completion, Mr. Tanvir Ahmed is a dynamic individual with a proven track record of success in his academic and business endeavors. A young successful entrepreneur spanning multiple sectors, Mr. Ahmed is a positive and hardworking individual who is always striving to achieve the highest standard possible. A dedicated, hardworking and proactive businessperson, he is prompt at thinking outside-the-box and coming up with innovative ideas and solutions.

After successfully completing his graduate and postgraduate studies in the UK, he returned to Bangladesh and joined the family business. It was not long before he made his presence known in the local business community. Notable accomplishments in his journey include becoming the director of the India-Bangladesh Chamber of Commerce & Industry (IBCCI), being conferred the title of Youngest Commercially Important Person (CIP) in 2014, being elected as the director of the Bangladesh Garment Manufacturers and Exporters Association (BGMEA) for the 2021–2023 period, being nominated as a board director of the Metropolitan Chamber of Commerce & Industry (MCCI) in 2022, and being elected as Vice-President of the Bangladesh Ceramics Manufacturers and Exporters Association (BCMEA) in 2023.

Mr. Ahmed's leadership and influence extend to the global business stage. He participated as a Panel Speaker at the 14th World Chambers Congress (WCC) in Melbourne, Australia, attended by representatives from over 100 countries.

Mr. Tanvir Ahmed is the Managing Director of Sheltech Group, Managing Director of Envoy Legacy, and Director of Green Textile Limited. He has also gathered experience in the RMG and textile fields through his internship completed in Hong Kong. Mr. Ahmed has successfully completed the Capstone Course 2025/2 at the National Defence College (NDC) recently.

Apart from his professional life, Mr. Ahmed has also involved himself in social and welfare initiatives for the underprivileged and works closely with a number of NGOs to alleviate poverty. He hopes to lead the development of new ventures and incorporate traits of corporate cultures and intends to bring new and innovative ideas within the business by using his management expertise.



Mr. Fakhruddin Ahmed, FCMA, FCA
Independent Director

Mr. Fakhruddin Ahmed, FCMA, FCA, is a highly experienced finance and accounting professional with over 33 years of expertise. He currently serves as the Independent Director of the Company. Mr. Ahmed holds a Bachelor's degree in Commerce (Honors) and a Master's degree in Accounting from the University of Dhaka.

As a respected fellow member of both the Institute of Chartered Accountants of Bangladesh (ICAB) and the Institute of Cost & Management Accountants of Bangladesh (ICMAB), Mr. Ahmed upholds the highest professional standards.

Throughout his career, he has demonstrated exceptional organizational skills and successfully managed complex projects. He has developed an extensive network of valuable contacts within the local business community through his various roles in the private sector.

In his current role, Mr. Ahmed serves as the Managing Director of Newage member companies, reputable export-oriented manufacturing conglomerates specializing in knit fabrics and garment accessories.

Additionally, Mr. Ahmed shares his knowledge and expertise as a Mentor, student Mentorship program in the department of Accounting, University of Dhaka.



Barrister Muhammad Shafiqur Rahman
Independent Director

Mr. Muhammad Shafiqur Rahman is an Independent Director of the Company, an Advocate of the Supreme Court of Bangladesh, and the Managing Partner of the law firm Orient Legal. He has three decades of experience in the legal profession, including more than twenty years of practice before the Supreme Court and over fifteen years of independent legal practice.

Mr. Rahman obtained his LL.B. (Honours) and LL.M. degrees from the University of Dhaka, followed by a second LL.B. (Honours) degree from the University of London. He completed the Bar Vocational Course at Northumbria University, Newcastle, with a grade of Very Competent, and was called to the Bar of England and Wales by the Honourable Society of Lincoln's Inn in 2002.

Upon returning to Bangladesh, he joined the chambers of the late Dr. M. Zahir, a distinguished authority on company and constitutional law, with whom he worked until 2013. He subsequently practised with Dr. M. Zahir & Associates until 2017, before establishing Orient Legal. His association with Dr. Zahir provided extensive exposure to complex corporate and commercial matters involving leading domestic and multinational clients.

Mr. Rahman's principal areas of practice include company and commercial law, securities and capital markets, banking and finance, insurance, admiralty, judicial review and arbitration.

Primarily a litigator, he also regularly advises corporate and individual clients, prepares legal opinions, and drafts and reviews commercial agreements.

He served as legal retainer to Dhaka Stock Exchange PLC for a long time, advising on securities and capital markets law. He also regularly advises and represents international Protection and Indemnity (P&I) Clubs in maritime matters. Mr. Rahman has been appointed by the High Court Division as Chairman, Independent Director and Official Liquidator in corporate matters. He has also served as amicus curiae before the Company Bench of the High Court Division on important questions of company law.



Professor Tanzina Haque, FCMA
Independent Director

Professor Haque, is a distinguished academic and a seasoned professional. She is a Professor at the University of Dhaka with over 22 years of teaching experience in the Department of Accounting and Information Systems. Her academic qualifications include a Master of Business Administration from the University of Dhaka and a Master of International Business from the University of Melbourne, Australia. Furthermore, she is a Fellow Cost and Management Accountant (FCMA), a testament to her professional excellence.



Mr. Sk. Bashir Ahmed
(Nominee of Envotech Aviation Ltd.)
Director

Mr. Shaikh Bashir Ahmed joined the Board of Envoy Textiles Limited as a Nominee Director, representing Envotech Aviation Limited, one of the company's institutional shareholders, during the 27th Annual General Meeting on 24 August 2023. He holds a degree in Civil Engineering from Bangladesh University of Engineering & Technology (BUET).

Though originally trained as an engineer, Mr. Ahmed's entrepreneurial spirit led him into the business world, where he has become one of Bangladesh's most prominent and accomplished businessmen. His leadership and exceptional communication skills have been instrumental in his business success. In addition to his professional achievements, Mr. Ahmed is an active sports organizer, having held various leadership roles within the sports sector.



Mrs. Rashida Ahmed
Director

Mrs. Rashida Ahmed, Director of the Company, has been serving on the Board since her appointment on 2 July 2000. A graduate of the University of Dhaka, she brings valuable insight and leadership to the Board. As the wife of Mr. Kutubuddin Ahmed, Chairman of the Company, she has played an active role in the company's growth over the years.

Mrs. Ahmed has regularly participated in Board meetings, offering strategic guidance and contributing to key decision-making processes. She has also served on various committees, supporting the company's governance and operational improvements. Mrs. Ahmed is actively involved in the company's events and initiatives, strengthening its engagement with employees and stakeholders.



Mrs. Sumayyah Ahmed
Director

Mrs. Sumayyah Ahmed, Director of Envoy Textiles Limited, first appointed to the Board on 12 April 2017, holds an MSC in Marketing and Brand Management from the University of Essex, UK, and a BSC in Marketing Management from the same institution. She is the daughter of Mr. Kutubuddin Ahmed.



Mr. Sunil Daulatram Daryanani
(Nominee of Epic Garments Manufacturing Co. Ltd.)
Director

Mr. Sunil Daulatram Daryanani, joined the Board of Envoy Textiles Limited during the 28th AGM on 28 March 2024, representing Epic Garments Manufacturing Co. Ltd. Mr. Sunil, Joint Chief Executive Officer, has been a vital member of Epic Group since 1995. Known for his diligence and dedication, he has played a pivotal role in the areas of sourcing, marketing, and merchandising. Among his many accomplishments, Mr. Sunil has successfully managed and expanded key strategic accounts, including partnerships with some of the largest retailers in the United States and globally.

Born and raised in Mumbai on 1 May 1975, Mr. Sunil currently resides in Hong Kong with his wife and two children.



Mr. Md. Moin Uddin
(Nominee of Sheltech Ceramics Ltd.)
Director

Mr. Moin Uddin joined the Board of Envoy Textiles Limited during the 27th AGM on 24 August 2023, representing Sheltech Ceramics Limited. With extensive experience in the financial sector, he previously served as Founder CEO and Director of Operations at Sheltech Brokerage Ltd., and played key roles at IDLC Securities and City Brokerage, managing significant portfolios for high-net-worth clients. He is currently a Director at Sheltech Ceramics Limited and holds a master's degree along with a Diploma in Computer Science from NITT.



Mr. Dinesh Gope Virwani
(Nominee of Cosmopolitan Industries Pvt. Ltd.)
Director

Mr. Dinesh Gope Virwani represents Cosmopolitan Industries (Pvt.) limited, Bangladesh (CIPL), as its Vice-Chairman. Cosmopolitan Industries (Pvt.) limited is an institutional shareholder of Envoy Textiles limited, holding 2.15% of the company's shares.

CIPL is a member of Epic Group, a globally renowned multinational apparel manufacturing conglomerate with a presence in Hong Kong SAR, Bangladesh, Dubai, the USA, India, jordan, and various other countries. Head quartered in Hong Kong, Epic Group is celebrated for its extensive global footprint and industry-leading expertise.

Mr. Virwani, who joined Epic Group in 1992, is known for his forward-thinking approach and exceptional business development skills. With hands-on expertise in manufacturing, he is primarily responsible for corporate planning, Business development, strategic partnerships, operational oversight, and risk management. His leadership has been instrumental in driving the success and expansion of Epic Group.

A graduate with an MBA from the University of Mumbai, Mr. Virwani plays a pivotal role in steering the global operations of Epic Group. Born on 18 November 1974, he is an Indian national currently residing in Hong Kong SAR.

TOP LEVEL EXECUTIVES



Tushar Tripathi
Chief Executive Officer

Mr. Tripathi, a Post Graduate in International Management, holds the position of Chief Executive Officer (CEO) at the Company. With over three decades of experience in the Textile Industry, he joined the Company in 2009. Prior to this role, he served as the CEO of different Textile concerns and was posted in various countries.

In addition to his responsibilities as Chief Executive Officer (CEO), Mr. Tripathi also oversees the Engineering, Information Technology, and Store Divisions in his capacity as Division Head.



Manish Joginder Khanna
Marketing Director

Mr. Khanna, a Post Graduate in Export Operations, has been associated with the company since 2009. He boasts over 31 years of work experience in the field of textiles, with a specialization in Denim. Before joining Envoy Textiles, he had been engaged with several multinational companies.



Viresh Verma
Marketing Director (USA Office)

Mr. Verma joined Envoy Textiles Limited in 2025, bringing over 20 years of extensive experience in international marketing, business management, and brand development across the fashion, apparel, and textile sectors. Before joining the Company, he served as Senior Vice President, Sales & Marketing at Arvind Denim in the Americas, based in New York. His expertise spans strategic planning, product development, key account management, and business operations. As Marketing Director (USA Office), he is responsible for driving business growth, strengthening customer relationships, and expanding the Company's presence in the North American market.



Nanda Dulal Biswas
Plant Head

Mr. Biswas, a Graduate in Textile Engineering and Masters in Business Administration, holds the position of Head of Production at the Company, where he also serves as the Plant Head, responsible for overseeing the factory operations. With over two decades of experience in the Textile Industry, he joined the Company in 2006. Prior to joining the Company, he worked for various prominent Textile Companies in Bangladesh.



Shama Proshad Ghosh
Deputy Plant Head & Head of Administration

Mr. Ghosh, a Graduate in Mechanical Engineering and Masters in Business Administration, currently holds the position of Head of Engineering at the Company, where he also serves as the Deputy Plant Head of the Factory. With over two decades of experience in the Textile Industry, he has been with the Company since its inception.



Saiful Islam, FCMA
Chief Financial Officer

Mr. Saiful is a seasoned finance professional with over 22 years of versatile expertise. His areas of specialization include Accounting, VAT & Taxation, Banking & Finance (particularly Foreign Exchange Management), Corporate Management, Costing & Budgeting, Export, Import, Customs & Bond Management, and Inventory Management.

He is a Fellow Member of The Institute of Cost & Management Accountants of Bangladesh and holds a Master's degree in Accounting. Mr. Saiful joined the company in 2008 and currently serves as Chief Financial Officer (CFO). Prior to this, he held management positions in several other leading local companies.



Mohammad Majibur Rahman
Head of Spinning

Mr. Rahman, a Textile Engineer who graduated from Bangladesh University of Textiles, brings with him over 28 years of experience in the Textile Industry. Currently, he holds the position of Head of the Spinning division at the Company.



M Saiful Islam Chowdhury FCS
Chief Project Officer & Company Secretary

Mr. Saiful is a results-driven senior executive with over 24 years of experience in Corporate Management. A Master's degree holder in Accounting and a Fellow Member of the ICSB, he possesses deep expertise in corporate legal affairs and project leadership. He joined the company as Company Secretary in 2012 and was later designated to the additional role of Chief Project Officer in recognition of his capabilities, offering a unique blend of strategic legal oversight and hands-on project development expertise—from venture initiation to full-scale implementation.



Md. Shamim Hossain
Head of Production

A Graduate in Textile Engineering from University of Chittagong. Mr. Shamim has been holding the position as 'Head of Denim Production' since March 2024. He has more than 20 years of experience in the Textile Industry. Before joining the company he worked for various prominent Denim Industries in Bangladesh.



Mohammad Abdul Barek
Head of Human Resource

Mr. Abdul Barek holds the position of "Head of Human Resource" and joined the company in 2024. He has about 22 years' experience in the field of Human Resource, Administration and Compliance of RMG, Textiles and Pharmaceuticals sector. He obtained the degrees of MBA(HR), LLB and LLM.



Nazmul Islam
Head of Marketing

Mr. Nazmul has completed his Masters in Business Administration and is leading the Marketing division with the experience of more than two decades in fabric marketing. He joined the company in 2009. Before joining the company, he worked for various prominent Textile companies in Bangladesh.



Md. Nurul Haq
Head of Supply Chain

Mr. Haq, a Master of Commerce in Accounting, currently serves as the head of the Supply Chain Division at the Company. He joined the Company in November 2010.



Mohammad Ataur Rahman, ACMA
Head of Internal Audit & Compliance

Mr. Ataur, with a Masters degree in Accounting and a qualification as a Cost & Management Accountant, holds the position of 'Head of Internal Audit & Compliance' at the company. He joined the company in December 2015.

ADVISORY PANEL



SK Nurul Absar
Advisor

Mr. Absar, a graduate engineer in mechanical engineering from Bangladesh University of Engineering and Technology (BUET), has an illustrious career of over 3 decades in the Bangladesh Rural Electrification Board (BREB) under the Power Ministry. Throughout his tenure, he held various positions and ultimately retired as the Member of Engineering, BREB, which is equivalent to an additional secretary of the Government of Bangladesh.



Advocate Md. Fazlur Rahman Khan
Legal Advisor

Mr. Khan, having obtained a B.A. Hons. and an M.A. in English from the University of Dhaka, as well as LLB degrees from both Dhaka University and the U.K., has been providing professional services since the inception of the company.



Dr. Sayeed Ahmed Khan
Medical Advisor

Dr. Sayeed, a graduate of Sir Salimullah Medical College, holds the position of Medical Advisor at Envoy Textiles Limited. With a career spanning over three decades, he previously served Bangladesh Railway and retired as Chief Medical Officer. Dr. Sayeed has been a part of this company since 2015.



K. M. Rezaur Rahman
Consultant

Mr. Reza, a Graduate Mechanical Engineer from Bangladesh University of Engineering & Technology (BUET) and Masters in Business Administration from IBA, University of Dhaka, currently holds the position of Head of Project Management Division at the Company. With over two decades of experience in diverse fields, encompassing multi-dimensional exposures, he joined the Company in 2011. Immediately prior to joining the company, he worked as a consultant for a World Bank project.



Hamimur Rahman
Consultant

Mr. Hamim holds a Master's in Business Administration and has been with the company since 2012. He brings over 25 years of experience in Organizational Development, having served in various capacities within the field.



Atiqur Rahman
In-charge Commercial Division

Mr. Atiqur Rahman heads the Commercial Division, bringing over 33 years of dedicated experience in the Readymade Garments (RMG) and Textiles sector. He has spent his entire three-decade career specializing in commercial functions within the group companies, developing deep expertise in all aspects of the field.

GLOBAL EXPERTS



Tushar Tripathi
Chief Executive Officer



Manish Joginder Khanna
Marketing Director



Viresh Verma
Director Marketing (USA Operation)



Mesut Celik
Consultant
Research & Development



Ilyas Yigit
Consultant, Washing



Ruocang Wu
Business Coordinator
Hong Kong Office

THE JOURNEY

2025 — USA OFFICE OPERATION
Started operation in **Textile District of Manhattan, New York, USA**

2025 — MARKETING OFFICE RELOCATION
Commenced operations at the new **marketing office** in Gulshan, Dhaka as a strategic initiative

2025 — WASTE FABRIC RECYCLE PLANT II
Converts **pre-industrial & post consumer waste fabrics** into high quality recycled fiber with capacity of **7,200 MT** annually

2026 — DENIM PRODUCTION CAPACITY ENHANCEMENT PHASE IV
Reached denim production capacity to **60 million** yards annually

2027 — SPINNING EXPANSION PHASE III
Ongoing expansion of spinning capacity with an increased capacity of **5,250 MT** raising total capacity annually upto **35,175 MT** by 2027

2027 — SOLAR POWER EXPANSION
Ongoing enhancement of renewable energy capacity through an additional **6.0 MWp** solar installation raising total upto **8.2 MWp**

2027 — SPINNING EXPANSION PHASE IV
Ongoing expansion of spinning capacity with an increased capacity of **8,750 MT** raising total capacity annually upto **43,925 MT** by 2027

2024 — SOLAR POWER INSTALLATION
Installed **2.2 MWp** rooftop solar panels at factory premises to enhance renewable energy sourcing

2023 — SPINNING EXPANSION PHASE II
Expanded spinning project with an increased annual capacity **4,375 MT** raising total capacity upto **29,925 MT**

2023 — ADB FINANCING PARTNERSHIP
An agreement with **Asian Development Bank** (ADB) to support the inception of blended yarn project

2022 — TECHNICAL COLLABORATION WITH JEANOLOGIA
Set up **Ecolab** at factory premises in collaboration with Jeanologia, **Spain**

2019 — DENIM PRODUCTION CAPACITY ENHANCEMENT PHASE III
Denim production capacity increased to **52 million** yards annually

2019 — SPINNING EXPANSION PHASE I
Enhanced spinning production with an increased capacity of **5,950 MT** raising total capacity upto **25,550** MT annually

2016 — HONG KONG OFFICE OPERATION
Established **Hong Kong** representative office to drive regional business opportunities

2008 — COMMERCIAL OPERATION
Launch of commercial operations with annual denim production capacity of **16 million yards**

2010 — RELOCATION TO OWN PREMISES
Relocation to own premises (Envoy Tower) in **Panthapath, Dhaka**

2012 — PUBLICLY LISTED
Listed with **Dhaka Stock Exchange** & **Chittagong Stock Exchange** as a publicly listed company

2012 — DENIM PRODUCTION CAPACITY ENHANCEMENT PHASE I
Denim production capacity increased to **24 miilion** yards annually

2013 — DENIM PRODUCTION CAPACITY ENHANCEMENT PHASE II
Denim production capacity increased to **37 million** yards annually

2016 — ESTABLISHMENT OF SPINNING MILL
Launched first spinning unit with annual capacity of **19,600** MT along with a **waste recyle plant**

2016 — LEED® PLATINUM CERTIFICATION
Achieved certification as World's **First LEED® Platinum** Certified Denim Mill

AWARDS



NATIONAL
ENVIRONMENT AWARD



SDG BRAND
CHAMPION AWARD



SUSTAINABILITY
LEADERSHIP AWARD



ESG EXCELLENCE AWARD 2026
WINNER IN 4 CATEGORIES



LEED GREEN
FACTORY AWARD



GREEN FACTORY
AWARD



HSBC EXCELLENCE IN
FOREIGN EXCHANGE RISK
MANAGEMENT AWARD



HSBC BUSINESS
EXCELLENCE AWARD



HSBC EXPORT
EXCELLENCE AWARD



ICMAB BEST CORPORATE
AWARD – 6 TIME WINNER



F&F SUPPLIER
AWARD



NATIONAL EXPORT TROPHY
11-TIME WINNER



NATIONAL PRODUCTIVITY &
QUALITY EXCELLENCE AWARD
2-TIME WINNER



BEST PERFORMING
SUPPLIER



ICSB NATIONAL AWARD
5-TIME WINNER



SMS-RMG TIMES WORKERS
WELL-BEING AWARD



HIGHEST REGULAR ELECTRIC
BILL PAYER AWARD
3-TIME WINNER



HIGHEST TAXPAYER
AWARD – 4 TIME WINNER



INDIGOOD
SILVER RATING



PRESIDENT'S AWARD FOR
INDUSTRIAL DEVELOPMENT
3-TIME WINNER

ABOUT HUMAN RESOURCE MANAGEMENT

At Envoy Textiles Limited, our Human Resource Division is dedicated to foster a workplace where employees thrive and succeed. We continuously strive to provide exceptional benefits and development opportunities that contribute to our employees' satisfaction and growth. In this section, we are highlighting some of the basic data and practices of our Human Resource Management.

No. of workforce	**In 2025**	**In 2026**
Total	3,274	3,299
Age Group		**Employee Count**
18 to 25 Years		620
26 to 35 Years		1,502
36 to 45 Years		867
46 to 55 Years		262
56 and above		45

Comprehensive Training Programs:

We believe in the power of continuous learning and skill development. To facilitate growth, we offer comprehensive training programs that cover both soft and hard skills. These initiatives empower employees to enhance their professional capabilities, improve performance, and receive specialized job training. By investing in our employees' development, we create a skilled and motivated workforce.

Training & Skill Development Programs in 2025-26

- Session 555 +
- Total Participation 16,300 +
- Topic 240 +
- Training Hours 315 +

Enhanced Benefits and Perks:

In addition to competitive salaries, we provide a range of exceptional benefits and perks to support our employees' well-being, like:

- Personal medical bill reimbursement
- Scholarship schemes for employees' offsprings
- Internal canteen for all 3 meals along with subsidized lunch
- Attendance Bonus
- Wedding Gift (Cash)

Facilities and Amenities:

We have invested in a variety of facilities and amenities to create a holistic work environment, like:

- In-house bakery
- Self-service shop
- Fair price shop
- Cutting-edge audio-visual training center
- Indoor and outdoor sports facilities
- Fully equipped in-house gyms
- KIOSKs with free internet access
- Complementary computer courses
- TV rooms and clubhouses, etc.
- Quran Learning Program
- Seasonal Fruits (Mango) Distribution

Health and Wellness Initiatives:

Our employees' health and well-being are of paramount importance. We provide comprehensive healthcare facilities, including a 24-hour medical center, access to company doctors for consultations, and a dedicated ambulance service. Furthermore, we offer in-house mosques and Arabic language training to cater to the diverse needs of our workforce.

Suggestion Box:

As part of our ongoing commitment to employee welfare and engagement, our organization takes pride in responding to suggestions received through our suggestion box. In one such initiative, we installed air conditioning in our organization's mosque. Additionally, in celebration of important milestones, we have provided wedding gifts to employees, aligning with their requests and ensuring that significant life events are acknowledged and celebrated within our organizational family. These actions exemplify our dedication to creating a supportive and inclusive workplace where employee suggestions are valued and translated into meaningful improvements.

Participation Committee:

In our organization, we place a high priority on fostering a collaborative environment where both employers and workers actively engage in decision-making processes. To uphold these principles, we have established a Participation Committee with the of representatives from both employers and workers. We ensure that the number of worker representatives equals or exceeds the number of employer representatives. Every two months, we convene a meeting to address various aspects of our organization.

Social Celebrations:

- Pitha festival
- Fuchka chotpoty program
- Sports
- Cultural Show

Streamlined HR Management:

We have developed state-of-the-art HR management software that empowers employees to conveniently access vital information such as attendance records, pay slips, leave balances, rewards, and disciplinary actions. This seamless system also enables supervisors to effectively manage their teams.

Health and Safety:

- Awareness training session conducted 80+
- Health and Safety Training session conducted 200+
- Eye Screening program
- Dengue Awareness program

Occupational health and safety standards:

- Supplied Drinking Water is certified by the department of Public Health Engineering
- Kitchen Staffs Health is Checked periodically from Registered medical institute
- Kitchen Staffs Health are certified by Civil Surgeons Office

Recruitment Strategy:

Our organization's recruitment strategies prioritize diversity and inclusivity. We enthusiastically welcome fresh applicants, recognizing the unique perspectives they bring. Our commitment to biased-free recruitment ensures that gender, university attended, religion, and other factors play no role in our hiring decisions, fostering a fair and equitable process for all applicants. Additionally, we actively engage in disabled person recruitment, currently employing 20 individuals with disabilities. Through these strategies, we aim to create a workforce that reflects the varied strengths and backgrounds of the communities we serve, fostering an inclusive and dynamic workplace.

Performance Management:

In our annual performance appraisal, Division Heads, Department Heads, and Supervisors assess team members using Key Performance Indicators (KPIs) and General Performance Indicators (GPIs) for a well-rounded evaluation. Employee ratings on KPIs and GPIs directly influence increment and promotion decisions. Throughout this process, constructive feedback is provided by the assessor. Development opportunities are identified for continuous improvement.

Resolution of workplace conflicts:

We handle grievances with utmost care and appropriateness, ensuring a fair and effective resolution process. By encouraging open communication and utilizing mediation when necessary, we address conflicts promptly, promoting understanding and collaboration among involved parties. Our commitment to handling grievances in a thoughtful manner reflects our dedication to maintaining a positive and supportive work environment for all employees.

Communication Strategy:

Our organization employs effective communication strategies to ensure transparent and open lines of communication with our employees. Regular updates on organizational developments, policy changes, and key milestones are disseminated through various channels, including email communications, internal notice, training and meetings. We value two-way communication, encouraging employees to share their feedback, ideas, and concerns through feedback sessions, suggestion boxes, and regular team meetings.

Recognition and Rewards:

Celebrating our employees' achievements is a fundamental aspect of our organizational culture. We recognize outstanding performance through some of the activities mentioned below:

- Chairman's Award
- Cash rewards
- Birthday gift and celebration
- Gift hampers during Eid

Through the implementation of these practices, our HR Division has successfully elevated the employee experience at Envoy Textiles Limited. By providing outstanding benefits, fostering growth through comprehensive training programs, recognizing achievements, and offering exceptional facilities, we strive to create a workplace where employees feel valued, motivated, and supported. These initiatives contribute to our employees' engagement and overall success, making Envoy Textiles Limited an employer of choice for talented individuals seeking a fulfilling and rewarding career.



PERFORMANCE



MESSAGE FROM THE CHAIRMAN

DEAR SHAREHOLDERS,

It is my privilege to welcome you to the 31st Annual General Meeting of Envoy Textiles Limited. On behalf of the Board of Directors, I extend our deep gratitude to our shareholders for their continued trust and support, and to my fellow Board members for their guidance and active engagement throughout the year.

I am pleased to present the Annual Report for the financial year ended 30 June 2026, which includes the Audited Financial Statements, the Auditors' Report, and the Director's Report. The Notice of the Annual General Meeting and the accompanying explanatory notes are also available on our official website.

Operational and Production Highlights

Envoy Textiles remains a leading denim fabric manufacturer, distinguished by our scale, innovation, and commitment to sustainability. During the year, we increased our annual denim production capacity from 52 million to 60 million yards, following upgrades to upstream facilities and the introduction of automation. These improvements resolved prior bottlenecks, enabling full utilization of our back-end processing capacity and delivering higher operational efficiency.

Today, our facility employs over 3,500 workers and produces approximately 60 million yards of denim fabric and 30,000 tons of yarn annually. Through our liaison offices in New York and Hong Kong, we continue to supply leading global brands, while our roots and pride remain firmly in Bangladesh.

Sustainability and Net-Zero Commitment

Our sustainability strategy is guided by the Science Based Targets initiative (SBTi), with a clear goal of achieving net-zero emissions by 2050. Progress is already evident: between 2019 and 2025, greenhouse gas emissions per yard of denim declined by approximately 10%, and carbon intensity per kilogram of product fell by nearly half. As an interim target, we aim to reduce emissions by 56% by 2030.

Key initiatives supporting this trajectory include:

- A 2.2 MWp rooftop solar plant, currently preventing an estimated 1,784.6 tons of GHG emissions annually, with an additional 6 MWp installation underway to reach a total capacity of 8.2 MWp.
- An exhaust gas boiler that saves 10,396 tons of CO_2 equivalent per year by recovering waste heat.
- A jacket water heat recovery system, contributing an additional 3,494 tons of carbon savings.
- Maximum use of daylight, auto blowdown systems, economizers, polluted water filtration, and a biogas plant.

In chemical and waste management, we maintain 100% compliance with global safety standards. All sludge from our Effluent Treatment Plant is disposed of via the eco-friendly Geocycle process. Our new Recycle Unit-2 converts textile waste into mixed reusable yarn, supporting a circular economy. The unit has an annual recycling capacity of 7,200 metric tons, and we currently recover and recycle approximately 60% of our process waste, targeting a reduction to below 5%.

On top of that, 31% of our factory land is dedicated to green spaces, including a multipurpose lake and an eco-park. Our ongoing tree-planting efforts

collectively absorb more than 10,000 tons of CO_2 annually.

Industry Recognition and Global Engagement

Our efforts have been recognized with 53 national and international awards, including the National Environment Award, LEED Green Certificate, and the 2026 ESG Excellence Award (jointly organized by ESG Institute Bangladesh and UN Global Compact Network Bangladesh) for our performance in Water Stewardship, Carbon Emission Control, Green Infrastructure, and Worker Wellbeing.

We remain active in global trade platforms, including Kingpins Amsterdam and New York, where our timely, trend-responsive collections have strengthened our market presence and deepened customer relationships.

Engineering Innovation and Cost Efficiency

In a significant in-house achievement, our Engineering Division designed and built a Scouring Machine using existing components, old parts, and recyclable materials. This solution, developed at minimal cost, replaces an imported alternative valued at approximately US$100,000, enhancing fabric finishing while delivering substantial cost savings.

Corporate Social Responsibility and Community Engagement

Our CSR initiatives continue to focus on education, healthcare, and environmental stewardship.

- We established the country's first Pediatric ICU/HDU Burn Unit at Dhaka Medical College Hospital and provide financial assistance to patients in need. Envoy Textiles bears the ongoing maintenance costs since it's operation;
- We employ 18 physically challenged individuals on a regular basis and offer internship programs and study tours for students;
- Our initiatives include observing World Environment Day, distributing 10,000 saplings annually, providing safe drinking-water booths, supporting biogas solutions, and conducting aquaponics research to promote environmental awareness and sustainable practices;
- In times of disaster, we have consistently stood by our communities, reinforcing long-term trust and confidence.

Appreciation

None of these achievements would have been possible without the dedication of our employees, the partnership of our customers and suppliers, and the unwavering confidence of our shareholders. We remain focused on strengthening operational capabilities, expanding sustainable manufacturing, enhancing global competitiveness, and delivering long-term value.

Our commitment is clear: to build a stronger, more resilient, and sustainable future for our Company, our stakeholders, and society.

Thank you for your continued trust and support. It is both our responsibility and our inspiration.

Sincerely,



Kutubuddin Ahmed
Chairman
Envoy Textiles Limited.
Wednesday, 28 October 2026
Dhaka

MANAGING DIRECTOR'S REPORT



DEAR SHAREHOLDERS

It is my great pleasure and privilege to welcome you all to the 31st Annual General Meeting (AGM) of Envoy Textiles Limited for the year ended 30 June 2026.

On behalf of the Board of Directors, and on my own behalf, I would like to express my heartfelt gratitude to all our valued shareholders for your continued support, cooperation, and confidence in the Company.

It gives me immense pleasure to place before you the Annual Report of Envoy Textiles Limited for your kind consideration. This report reflects the Company's performance, progress, and key developments during the year under review.

I sincerely appreciate your continued trust and support, which remain a constant source of strength and inspiration for the Company. Your confidence motivates us to remain committed to sustainable growth, operational excellence, and long-term value creation for all our stakeholders.

I look forward to a productive, meaningful, and rewarding meeting with all of you.

Thank you once again for your continued support and participation.

Outlook for Bangladesh's Textile Industry – Denim Sector

The outlook for Bangladesh's textile industry, particularly the denim sector, remains highly promising. Bangladesh has steadily emerged as one of the most formidable players in the global denim market, establishing itself as a key sourcing hub for international fashion brands. The country's denim success story is defined by sustained investment, a strong commitment to sustainability, continuous innovation, and manufacturing scale.

According to recent export data, Bangladesh continues to rank as the leading denim exporter to both the United States and the European Union. In 2025, denim exports to the US market alone reached approximately USD 955.7 million, accounting for nearly 26% of total US denim imports. In the European Union, denim exports exceeded USD 1.64 billion, representing close to 30% of the EU denim market. This means that nearly one in every three denim garments sold in Europe is manufactured in Bangladesh.

This achievement has been driven by substantial local investment. Currently, nearly 50 mills are in operation, representing an investment of approximately BDT 25,000 crore and producing around 40 million yards of fabric per month. Bangladesh's world-leading commitment to sustainability—demonstrated by more than 200 LEED-certified green factories, the adoption of circular textile practices, and the implementation of innovative technologies such as laser finishing, ozone washing, and waterless dyeing—has further strengthened the country's competitive position in the global textile market.

Despite this impressive growth, Bangladesh's denim industry continues to face notable challenges. Rising energy costs, gas shortages, shipping delays, and global inflation have increased production expenses and disrupted manufacturing operations. In addition, political instability and uncertainty in global trade have weakened buyer confidence and affected order volumes.

The global denim jeans market is projected to reach USD 121.8 billion by 2030, offering Bangladesh a transformative opportunity. With its current export base of USD 2.9 billion, the country aims to achieve USD 5 billion in denim exports by 2030, supported by green technology, digital innovation, and market diversification.

Financial Performance

I am pleased to present the financial performance of the Company for the fiscal year 2025-26. The Company's overall financial performance during the year was slightly lower compared with the previous year, primarily due to a reduction in the number of working days mainly due to national elections, national mourning days, etc. during the reporting period. The shorter operating period had a corresponding impact on revenue generation and overall financial results.

During FY 2025–26, the Company generated revenue of BDT 17,264.17 million, reflecting a 7.01% decline from the previous year, mainly due to lower fabric export volumes arising from production and dispatch disruptions and fewer operational working days.

Despite the decline in revenue, profitability margins improved through effective cost management. Gross Profit Margin increased from 18.68% to 19.08%, supported by lower raw material costs, particularly raw cotton, and higher fabric selling prices. Consequently, COGS as a percentage of revenue declined by 0.40 percentage points, reflecting improved cost efficiency despite higher factory overheads.

Although Net Profit After Tax decreased in absolute terms, the Net Profit Margin improved by 0.41%, indicating better cost and expense management relative to the decline in revenue.

We have successfully managed our inventory, thereby reducing working capital funding. We also gained access to foreign funding, which saved us from high-cost local borrowing and reduced our financial expenses by 4.20%, to BDT 1,317.48 million from BDT 1,375.31 million.

Earnings Per Share (EPS): EPS decreased to BDT 8.24 from BDT 8.40, reflecting a slight decline in earnings attributable to each shareholder but the company recommended a higher 32.5% cash dividend, compared with 30% in the previous year.

Net Asset Value (NAV) Per Share: NAV per share grew by 3.45% to BDT 60.33, indicating a stronger underlying financial foundation driven by accumulated retained earnings.

Net Operating Cash Flow Per Share (NOCFPS): Increased to BDT 14.88 from BDT 4.77. This demonstrates that our core business operations are generating more robust cash flow, ensuring operational liquidity and financial stability through improved collection and working capital management.

Despite this impact, the Company maintained stable underlying business performance and continued to focus on operational efficiency, prudent cost management, and sustainable revenue growth. Management remains focused on strengthening operational performance and creating a solid foundation for continued financial improvement in the coming year.

Strategic Marketing & Business Growth Initiatives, Denim Division

To sustain market leadership, maximize production capacity, and drive long-term shareholder value, Envoy Textiles Limited has structured a multi-pronged marketing and commercial strategy. These initiatives bridge strategic customer

acquisition, geographical expansion, product innovation, and front-end global positioning.

1. **Global Market Diversification & De-Risking**
    - Targeting High-Potential Non-Traditional Markets: While consolidating our strong foothold in key market's USA (50%) and Europe (40%) the marketing division is actively targeting high-potential growth regions including Australia, Canada, Russia, and untapped European territories to diversify revenue streams and mitigate geographic risk.
    - New Brand Onboarding: Executing structured outreach programs to onboard premium and high-volume global apparel brands. This broadens our brand portfolio beyond legacy clients and strengthens our order pipeline across diverse fashion segments.
2. **Wallet Share Expansion with Tier-1 Buyer Partnerships**
    - Deepening Strategic Engagements: Expanding our wallet share within existing Tier-1 accounts (e.g., Levi's, Kontoor, American Eagle, Ralph Lauren, J.Crew, H&M, Inditex) through integrated vendor partnerships, superior lead times, and competitive multi-tier pricing strategies.
    - Leveraging Certified Technical Infrastructure: Capitalizing on our certified in-house buyer-accredited testing laboratories (Levi's, Target, Kontoor, Ralph Lauren, American Eagle, J. Crew) to accelerate sample testing, compress sample-to-bulk lead times, and ensure seamless order conversions.
3. **Front-End Global Positioning & Buyer Proximity**
    - Empowering the USA Liaison Office: Mobilizing our presence in Manhattan's Garment District, New York, to conduct direct brand development, capture real-time market intelligence, and expedite buyer follow-ups to maximize fast-turn bulk conversions.
    - Capitalizing on Regional Wash Development Centers:Leveraging our washing centers the Jeanologia Ecolab in Dhaka to co-create customized wash concepts directly with brand design teams, dramatically shortening the product approval cycle.
    - International Fair Participation: Driving high-impact visibility across premier denim exhibitions, notably Kingpins, to reinforce our corporate profile, track forward fashion movements, and capture high-margin private label prospects.
4. **Product Innovation & In-House Capability Showcase**
    - Quarterly Mill Weeks: Hosting dedicated seasonal Mill Weeks at our Gulshan Marketing Office, presenting curated capsule collections directly to key regional buying houses and country sourcing directors.
    - Showcasing Distinct Product Capsules: Promoting high-value collections such as Heritage (workwear, vintage aesthetics, performance stretch), Dimension (bold slubs, rich saturation, Y2K aesthetics), Prime (refined raw silhouettes, dark coated finishes), and Deviation (novelty weaves, grindle yarns, brushed backs) across weights from 4 oz to 16 oz.
    - Expanding High-Value Fabric Segments: Leveraging specialized rope-dyeing and upcoming slasher dyeing investments to capture growing demand across bi-stretch, dual-core, coated, jacquard-like structures, and colored-weft fabrics.
5. **Sustainability & Circularity as a Commercial Differentiator**
    - Pioneering Environmental Credentials: Championing our status as the Worlds First LEED® Platinum Certified Denim Mill to win preferred-vendor allocations with sustainability-driven global fashion retailers.
    - End-to-End Supply Chain Traceability: Commercializing digital traceability platforms (Fib retrace, Textilegenesis, Source Map, Trus Trace, Oritain) alongside internal ERP systems to offer verifiable "fiber-to-fabric" transparency under tightening international ESG regulations.

- Circular Economy Integration: Aligning marketing proposals with our expanding Recycling Plant 2, target reductions in groundwater and greenhouse gas emissions, and expanding rooftop solar capacity (moving toward 8 MWp by 2030).

Gulshan Marketing Office

The strategic relocation of the Marketing Office from Envoy Tower to Gulshan represents far more than a change of address; it is a tangible investment in strengthening our customer relationships and enhancing our market presence. This move reflects our commitment to listening closely to our buyers and adapting our operations to better align with their evolving needs. By establishing our Marketing Office closer to our customers and the heart of the market, we aim to create greater accessibility, facilitate stronger engagement, and enable our sales and marketing teams to operate more effectively. We are confident that this strategic relocation will generate meaningful business value through increased customer satisfaction, improved sales team productivity, stronger market engagement, and enhanced brand positioning. Ultimately, the move reinforces our commitment to being closer to our customers and better equipped to serve them.



New York Office

The New York liaison Office is designed to directly capitalize on the substantial and dynamic opportunities within the American market. By placing a physical presence in the heart of Manhattan's renowned Textile District, we are positioning ourselves at the epic center of the North American fashion and apparel industry. This district is home to a high concentration of buyers' offices and industry leaders, making it the ideal location to amplify our market reach. The office significantly improves our accessibility to key U.S. based buyers, facilitating stronger, more personal relationships with existing clients and providing a permanent base for engagement. A physical address in this prime business location substantially strengthens our brand's prestige and reputation, signaling our serious commitment to the U.S. market and fostering greater trust with current and potential buyers. It will underscore our proactive approach to capturing market share and building a more resilient, globally integrated enterprise. We are confident that this initiative will be a key driver of value creation for our company and our shareholders in the years to come.

Hong Kong Office Operation

The Hong Kong Representative Office serves as an integral extension of the Dhaka Head Office, facilitating seamless communication between our existing customers and the sales and marketing teams. By ensuring the smooth coordination of business activities, the office plays a key role in maintaining strong relationships with our customers. In addition, it functions as a critical center for collecting the latest industry information and monitoring market trends, providing valuable insights that are shared with the marketing team at the Head Office. This continuous exchange of information allows for the alignment of strategies with current market conditions, supporting the company's efforts to remain competitive and responsive to customer needs.

Rooftop Solar Photovoltaic Power Plant

In line with our sustainability commitments and in response to rising energy costs, Envoy Textiles Limited is planning to implement a 4.9 MWp grid-connected rooftop solar PV plant. The project will utilize approximately 22,000 square meters of rooftop space. It is expected to reduce grid electricity costs, support production stability, enhance the Company's sustainability credentials, and increase its total solar capacity to approximately 8 MWp. This initiative reflects the Company's proactive approach to mitigating energy-related risks while advancing its carbon emission reduction objectives. This plant is expected to produce electricity by mid of 2027.



Expansion of Open-End (Rotor) Spinning Production Capacity

We have initiated the expansion of our rotor spinning yarn capacity from 25 metric tons to 50 metric tons per day at an estimated cost of BDT

1,791.53 million. The project is designed to increase yarn production capacity by utilizing recovered materials from existing production processes and leveraging currently underutilized capacity. The yarn produced will be prioritized for in-house denim manufacturing to maximize vertical integration and operational efficiency.

Featuring state-of-the-art open-end rotor spinning technology, the expansion is expected to enhance productivity, product quality, and operational efficiency, while strengthening vertical integration and reducing reliance on external yarn sourcing. The project is expected to be fully operational by March 2027 and to generate sufficient cash flow to support long-term value creation for our shareholders.

Waste Fabric Recycling Plant

The Company has successfully commenced full-scale commercial operations at its state-of-the-art 2nd Waste Fabric Recycling Plant. This strategic initiative represents a cornerstone of our commitment to sustainable and circular manufacturing.



Established at our existing factory premises, the plant is now fully functional and operating at its installed capacity of processing 20 metric tons (MT) of waste fabrics per day.

The plant processes both locally sourced and in-house generated pre-industrial and post-consumer waste fabrics, including garment cuttings and denim, converting them into high-quality recycled fiber certified under the Global Recycled Standard (GRS) and the Recycled Claim Standard (RCS).

This plant enables us to recover textile waste, including scraps and rejects, and reintegrate these materials into our production cycle. It also supports buyer commitments, and value creation, with a return on investment of less than five years.

Sustainability Reporting

As part of our commitment to transparency and responsible business practices, we are working towards publishing a Sustainability Report for our stakeholders, with the engagement of two renowned consulting firms. The Report will provide credible and transparent insights into the Company's sustainability performance, governance, and long-term resilience, thereby strengthening stakeholder confidence among buyers, lenders, and other key stakeholders. It will also reinforce the Company's brand and demonstrate its commitment to applicable sustainability standards and responsible business practices.

Engineering Innovation and Cost Efficiency

In a significant in-house achievement, our Engineering Division designed and built a Scouring Machine using existing components, old parts, and recyclable materials. Developed at minimal cost, this solution replaces an imported alternative, enhancing fabric finishing while delivering substantial cost savings.

Awards and Accolades

Our efforts have been recognized with 53 national and international awards, including the National Environment Award, the LEED Green Certificate, the Textile Genesis Best Performing Supplier Award (Fabric Mill category), and the 2026 ESG Excellence Award, jointly organized by the ESG Institute Bangladesh and the UN Global Compact Network Bangladesh, for our performance in Water Stewardship, Carbon Emission Control, Green Infrastructure, and Worker Wellbeing. Collectively, these achievements have established Envoy Textiles as one of the most respected and sustainability-focused names in Bangladesh's textile sector.

Commitment to a Green Environment

Thirty-one percent of our factory's land is dedicated to green spaces, including a multipurpose lake and an eco-park. We also conduct tree-planting activities throughout the year as part of our ongoing commitment to environmental sustainability. Demonstrating this unwavering commitment, Envoy Textiles distributes 10,000 saplings annually to promote afforestation, enhance biodiversity, and contribute to a greener and more sustainable future.



Community Development and Student Well-being

As part of our commitment to community development and social well-being, the Company supports Noluakuri Kumari Maria High School, a missionary school, through initiatives focused on improving students' health, hygiene, and overall well-being. To promote a healthier and more hygienic learning environment, the Company has supported the construction of hygienic toilet facilities at the school. The Company has also provided two first-aid boxes equipped with essential medicines, helping strengthen health and safety support for both students and staff. In addition, as part of its ongoing CSR initiatives, the Company provides monthly tiffin support to approximately 280 students, teachers, and staff. This initiative contributes to their nutritional well-being while fostering a healthier, more supportive, and conducive learning environment. Through these initiatives, we continue to demonstrate our commitment to creating a positive and sustainable impact on the communities in which the Company operates, with particular emphasis on health, hygiene, education, and social well-being.

Governance

At our core, we recognize the importance of sound governance practices and uphold our commitment to adhere to the highest standards of corporate governance. Accountability, transparency, and ethical conduct are central to all our business activities, ensuring that we conduct ourselves with the utmost integrity. We understand that effective governance is essential to building trust and maintaining strong relationships with our stakeholders, including employees, customers, partners, and investors. As such, we continuously evaluate and refine our governance practices to ensure that we are delivering optimal value to all stakeholders. We are dedicated to upholding a zero-tolerance approach to unethical behavior and, safeguarding the trust that our stakeholders have placed in us.

Research & Development

Our Research & Development team is dedicated to pursuing continuous innovation while promoting sustainable and environmentally conscious production processes. By reducing waste and implementing sustainable practices throughout our supply chain, we are committed to achieving our company's green goals.

To accomplish this, we work closely with our supply chain partners to promote sustainability concepts and develop new strategies for reducing the consumption of dyes, chemicals, water, steam, and other resources used in fabric manufacturing. Our goal is to produce environmentally friendly fabrics that are in high demand globally, with functional values that offer a complete solution to our customers' needs.

In recognition of the importance of innovation to sustain our growth, we have established an Innovation Center, equipped with state-of-the-art equipment and staffed by a team of international experts who are dedicated to developing cutting-edge products that meet the evolving demands of the market. Our commitment to sustainable innovation ensures that we continue to offer our customers the best possible solutions while minimizing our impact on the environment.

Looking Forward

Our enduring partnerships with our major buyers have been instrumental in driving our growth. Our ability to consistently secure repeat business from numerous international buyers is a testament to their unwavering confidence in our company. It reflects their trust in our capability to stay abreast of the latest trends and consistently deliver high-quality products within the designated timelines.

In the wake of the pandemic, customer behavior has become more price sensitive. To address this, we have proactively implemented cost-control measures by embracing new technologies, optimizing production flow, and reducing wastage. These measures not only enhance our efficiency but also enable us to offer competitive pricing while maintaining product quality.

Our strategic vision is to capitalize on our existing range of products, expertise, and manufacturing capabilities to diversify our offerings and produce niche, higher-margin products. Leveraging our manufacturing capacity and proficiency, we are confident in our ability to develop and sell such fabrics at competitive prices in international export markets.

Through these initiatives, we aim to not only expand our business but also optimize our product

portfolio, diversifying our offerings and gaining access to new markets. This strategic approach will strengthen our position in the industry and foster sustainable growth in the long term.

ACKNOWLEDGEMENTS

I would like to express my sincere thanks to all the stakeholders of Envoy Textiles, including my fellow board members, employees, and esteemed buyers, for their unwavering support. With our sustained commitment, I am confident that the company will continue to grow and prosper for the benefit of all.

ANNUAL GENERAL MEETING

We are pleased to announce that our 31st Annual General Meeting will be held on 5 December 2026. The Notice of AGM, including Statement of the Business to be transacted at the meeting, is enclosed in this Annual Report and is also available on our website. We look forward to welcoming you to the Annual General Meeting of Envoy Textiles Limited.



Tanvir Ahmed
Managing Director
Wednesday, 28 October 2026
Dhaka

CORPORATE SOCIAL RESPONSIBILITY (CSR)

Envoy Textiles Limited operates on the principle that corporate success is intertwined with social responsibility and environmental stewardship. This report outlines our multi-faceted CSR initiatives, which are strategically designed to create a positive impact on our employees, the local community, and the nation at large. Our efforts are structured around four key pillars: Community Healthcare & Welfare, Employee Wellbeing, Environmental Conservation, and Public Awareness & Education.

A. COMMUNITY HEALTHCARE & WELFARE

1. State-of-the-Art Pediatric HDU at DMCH Burn Unit

Envoy Textiles has constructed and fully maintains a state-of-the-art Pediatric Intensive Care Unit (ICU) and High Dependency Unit (HDU) at the Dhaka Medical College Hospital Burn Unit. As the first dedicated facility of its kind for pediatric burn patients in Bangladesh, this initiative fills a critical healthcare gap. Our ongoing commitment includes covering all maintenance costs, from comprehensive cleaning and laundry services to the upkeep of all electrical, mechanical, and civil infrastructure.

2. Support for Deceased Victims of Industrial Disasters

Demonstrating industry-wide solidarity, Envoy Textiles provides continuous financial support to the families of five deceased victims of the Tajreen Fashions fire incident. Although not directly linked, the company disburses the equivalent of their last drawn salaries to the nominees through the Bangladesh Garments Manufacturers and Exporters Association (BGMEA).

3. Targeted Financial Aid for Critical Needs

We provide direct financial assistance in cases of extreme hardship. Notable interventions include:

a. Tree Man Disease: Provided a special monthly allowance for one year to Mr. Bajandar, a patient with the rare Epidermodysplasia Verruciformis, to support his living expenses during treatment.

b. Rana Plaza Accident: Contributed financial aid to victims through BGMEA.

c. Natural Disaster Relief: Donated to the Prothom Alo Trust to support victims of hill landslides in Rangamati, Chittagong, and Khagrachari.

4. Community Infrastructure & Safety

a. Community Police Box: Established a Police Box at our main gate to enhance security, improve traffic management on the highway, and ensure rapid emergency response for both the company and the community.

b. Safe Drinking Water Access: Maintains a WHO and Bangladesh Department of Public Health-certified water booth, providing free, safe drinking water to employees and local residents.

c. Community Mosque: Built and opened the Dubalia-Para Jame Masjid in August 2022, a modern mosque serving 260 worshippers and offering free Quranic education.

B. EMPLOYEE WELLBEING & INCLUSION

1. Deceased Employee Family Support

Envoy Textiles has a comprehensive, compassionate policy to support the families of employees who pass away while in service. This program is designed to provide immediate relief and ensure long-term financial stability, reflecting our core values of compassion and responsibility.

2. Educational Scholarship Program

We offer scholarships to the children of our employees to support their educational growth. To date, 112 students have benefited from this program, with 34 currently receiving support, helping to uplift the socio-economic conditions of our employees' families.

3. Inclusive Employment

As an equal opportunity employer, we proactively prioritize the inclusion of people with disabilities. Currently, 18 individuals with disabilities are employed across various divisions within our factory.

4. Fair Price Shop

We operate a fully digitalized Fair Price Shop on-site, providing employees with access to

essential, quality goods at affordable rates. The shop, which includes a one-month credit facility, has significantly reduced living expenses and enhanced financial well-being since its launch in July 2023.

C. ENVIRONMENTAL CONSERVATION & SUSTAINABILITY

1. Bio-Gas Distribution Initiative

We convert domestic organic waste into biogas, distributing stoves to local households. This initiative promotes clean energy, reduces reliance on conventional fuels, and improves community waste management.

2. Resource Management & Biodiversity

a. Effluent Treatment Plant (ETP): Operates a fully functional ETP that ensures only treated water is discharged into the environment. The company actively reuses most of this treated water for internal processes.

b. Rainwater Harvesting: Harvests and stores rainwater to create an independent water supply for firefighting and other non-potable uses, reducing reliance on external sources.

c. Ecological Contributions: Our commitment to biodiversity includes:

i. A rabbit farm, with rabbits released into Bangabandhu Safari Park to support local wildlife.

ii. A fish farm within the factory lake.

iii. Installation of 400 bird nests to ensure safe habitats and providing a temporary home for migratory birds.

iv. Establishment of an eco-park within the factory premises.

v. A joint venture aquaponic project (soil-less plant cultivation).

3. Tree Plantation Campaigns

We actively promote environmental awareness by distributing saplings to school students. In 2019, we distributed 10,000 plants across ten local schools, followed by another 5,000 plants in 2021.

During the year 2025, Envoy Textiles distributed 10,000 plants to students from 11 local schools in Bhaluka, Mymensingh.

D. PUBLIC AWARENESS & EDUCATION

1. Public Health Awareness Campaigns

We have launched targeted leaflet distribution campaigns to educate the public on critical health and safety issues:

a. Dengue Prevention: Distributed over 5,000 leaflets.

b. Fire Safety Awareness: Distributed over 5,000 leaflets.

c. Coronavirus Awareness: Distributed over 4,000 leaflets.

2. Fostering Education & Knowledge Exchange

a. Internship Programs: Provide internship opportunities for students from both national and international universities.

b. Study Tours: Regularly host and arrange educational tours for students and professionals from various disciplines and organizations.

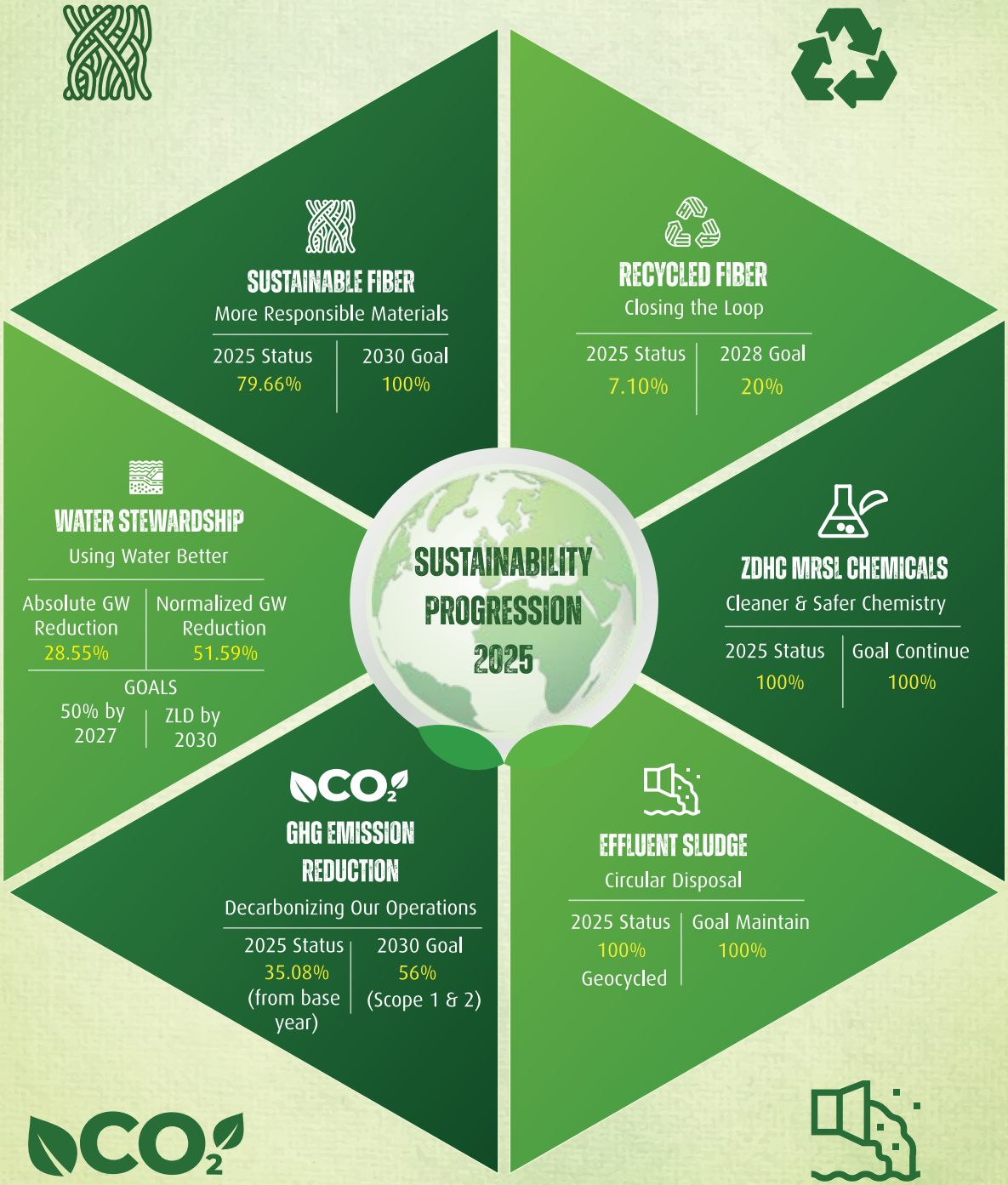
c. Annual Art Competition: Conducts an annual art competition for children in the factory neighborhood, providing materials, prizes, and displaying the winning artwork on our walls for a year.

The diverse initiatives detailed in this report underscore Envoy Textiles Limited's holistic and deeply integrated approach to corporate citizenship. From life-saving medical interventions and inclusive employment practices to pioneering environmental conservation, we are committed to creating sustainable value for all our stakeholders. We will continue to seek new opportunities to strengthen our positive impact as a responsible corporate leader in Bangladesh.

3. Community Development and Student well-being

As part of its commitment to Community Development and Social well-being, Envoy Textiles Limited is Supporting a missionary school in improving students' health and hygiene through the construction of hygienic toilet facilities. The Company has also provided two first-aid boxes equipped with essential medicines to support the health and safety of students and staff. In addition, under its CSR initiatives, ETL provides monthly tiffin support to approximately 280 students, teachers and staff, contributing to their well-being and creating a healthier and more supportive learning environment.

THREADS OF A GREENER TOMORROW



ENVOY TEXTILES OUR SUSTAINABILITY GOALS

Water Stewardship | Climate Action | Sustainable Materials | Green Chemistry | Waste Circularity

SUSTAINABILITY PRINCILPES

1. Water Stewardship: Reduce. Recover. Reuse. Recycle.
2. Climate Action: Decarbonize. Transition. Transform.
3. Sustainable Materials: Sustainable. Circular. Responsible.
4. Green Chemistry: Safer Chemicals. Safer Products.
5. Waste Circularity: Circular Economic Model, Waste to Wealth.

SUSTAINABILITY GOALS & TARGETS

Five Goals. Clear Targets. Measurable Impact.



1. WATER STEWARDSHIP | TARGET 2030

"We value every drop, turning responsible water stewardship into lasting action."

Sustainability Goal: To reduce water consumption, minimize groundwater dependency, and maximize water recovery, reuse and recycling.

Key Targets:

a. 50% Groundwater Reduction by 2027

b. Zero Liquid Discharge (ZLD) Implementation by 2030

2. CLIMATE ACTION | 2030 • 2034 • NET-ZERO 2050

"Transforming climate ambition into action, and emissions reduction into measurable progress."

Sustainability Goal: To accelerate decarbonization through energy efficiency, renewable energy, low-carbon technologies, and a transition toward Net-Zero.

Key Targets:

a. 56% reduction in Scope 1 & 2 GHG emissions by 2030

b. 76.62% reduction in Scope 1 & 2 GHG emissions by 2034

c. 34% reduction in Scope 3 GHG emissions by 2034

d. Net-Zero by 2050

3. SUSTAINABLE MATERIALS | TARGET 2030

"Transforming material choices, advancing circularity, and building a more responsible future."

Sustainability Goal: To transition toward sustainable, circular, and responsibly sourced materials with full value-chain traceability.

Key Targets:

a. 100% Sustainable Materials by 2030

b. Full Digital Traceability by 2027

4. GREEN CHEMISTRY | ZDHC SUPPLIER TO ZERO 2030

"Evolving chemistry for safer products, cleaner processes, and a better future."

Sustainability Goal: To advance safer chemical management and cleaner production through responsible chemical selection, screening, and substitution.

Key Targets:

a. ZDHC SUPPLIER TO ZERO by 2030

b. Safer Chemical Screening SC, Chemi-IQ, Oeko-Tex 100, Made in Green

5. WASTE MANAGEMENT & CIRCULARITY | TARGET 2028

"Turning waste into value and building a circular future."

Sustainability Goal: To minimize waste, maximize resource recovery, and accelerate the transition toward a circular economy.

Key Targets:

a. 20% Recycled Fiber Use in Articles

b. Process Waste Reduction & Resource Recovery

c. 100% ETP Hazardous Sludge Recovery through GEO-Cycle

d. 100% Domestic Waste-to-Biogas Conversion

ESG Excellence Awards 2026-Sustainability Performance Recognitions



Envoy Textiles Limited was recognized at the inaugural ESG Excellence Awards 2026, held at La Vita Hall, Lakeshore Grand, Gulshan, Dhaka. The awards were jointly organized by the ESG Institute Bangladesh and the UN Global Compact Network Bangladesh (UNGC Bangladesh), bringing together government representatives, ambassadors, diplomats, business leaders and sustainability professionals.



The ceremony was graced by Hon'ble Minister, Ministry of Environment, Forest and Climate Change, as the Chief Guest. Distinguished diplomatic representatives, including H.E. Michael Miller, Ambassador and Head of Delegation of the European Union to Bangladesh; H.E. Christian Brix Møller, Ambassador of Denmark to Bangladesh; and H.E. Nicolas Weeks, Ambassador of Sweden to Bangladesh were also present at the event.



Mr. Tushar Tripathi, Chief Executive Officer of Envoy Textiles Limited along with senior associates of the Company, received the awards on behalf of Envoy Textiles Limited.

Envoy Textiles was recognized in four key ESG performance categories:

1. ESG Excellence Award 2026 -Water Stewardship & Efficiency

Gold Awarded



Envoy Textiles achieved a 55.91% reduction in groundwater-use intensity against the 2022 baseline, demonstrating continued improvement in water-use efficiency and resource conservation. The Company's water stewardship approach focuses on Reduce, Recover, Reuse and Recycle, supported by process optimization, water recovery and recycling initiatives. The Company targets 50% groundwater reduction by 2027 and Zero Liquid Discharge (ZLD) by 2030.

2. ESG Excellence Award 2026-Carbon Emission Control

Gold Awarded



The Company achieved a 35.1% reduction in GHG emission intensity against the 2019 baseline, reflecting progress in decarbonization, energy efficiency and renewable energy adoption. Key initiatives include rooftop solar, high-efficiency equipment, waste-heat and condensate recovery, VFDs, process optimization and real-time energy performance monitoring. These initiatives support the Company's science-based climate targets and long-term Net-Zero ambition.

3. ESG Excellence Award 2026-Green Building & Sustainable Infrastructure

Gold Awarded



Envoy Textiles continued to advance green building performance and sustainable infrastructure through its LEED® Platinum-certified manufacturing facility. The latest LEED® certification achieved 101/110 points, supported by strong performance in energy efficiency, water efficiency and sustainable operational practices. The Company is progressing its third LEED® renewal while continuing to expand renewable energy and resource-efficient technologies.

4. ESG Excellence Award 2026-Worker Wellbeing & Workplace Improvement

Silver Awarded



The Company continued to strengthen its social sustainability and employee wellbeing agenda through 26 social initiatives with 100% employee coverage. Key programmes include healthcare and emergency support, employee accommodation, children's scholarships, subsidized welfare facilities, the Fair Price Shop, fitness and accessibility initiatives, and family support programmes. These initiatives contribute to a safe, inclusive and supportive workplace.

Envoy Textiles Advances Climate Action with SBTi-Validated Targets

Envoy Textiles Limited has strengthened its climate strategy through the establishment and validation of science-based GHG reduction targets by the Science Based Targets initiative (SBTi). This provides the Company with a clear, measurable and internationally recognized framework for its long-term decarbonization journey.





Our Validated Climate Commitments

Climate Scope	Validated Target
Scope 1 & 2 GHG Emissions	56% reduction by 2030
Scope 1 & 2 GHG Emissions	76.62% reduction by 2034
Scope 3 GHG Emissions	34% reduction by 2034
Long-Term Climate Commitment	Net-Zero by 2050

These targets establish a measurable pathway for reducing both operational and value-chain emissions, strengthening the integration of climate action into the Company's business strategy, risk management and long-term resilience.

Collaboration & Stakeholder Engagement: The SBTi journey was initiated with the engagement of Kontoor Brands and supported by EKI Consulting, India, contributing to the development of the Company's GHG inventory, target-setting approach and decarbonization pathway.

The validation process has strengthened Envoy Textiles approach to GHG accounting, climate governance, target-setting, performance monitoring and sustainability disclosure, supporting greater transparency and accountability to stakeholders.

From Commitment to Action: The validated targets are being translated into action through renewable energy, energy efficiency, process optimization, waste-heat and condensate recovery, energy monitoring, low-carbon technologies and value-chain engagement. SBTi validation marks an important milestone in Envoy Textiles sustainability journey and reinforces its commitment to science-based climate action, internationally recognized practices and transparent ESG disclosure.

SBTi Public Target Disclosure: Science Based Targets initiative – Target Dashboard

Envoy Textiles publicly disclosed SBTi target information can be accessed through the official SBTi Target Dashboard, which provides information on validated targets, including scope, target type, base year, target year and target classification.

LEED® Certification: Expanding Green Manufacturing

Envoy Textiles Limited began its LEED® journey in 2013 and achieved LEED® Platinum certification in 2016, becoming the world's first LEED® Platinum-certified denim manufacturing facility.



Under the LEED® v4 framework, Envoy achieved 100/110 points in 2021, maintaining Platinum certification. The third LEED® renewal is currently underway with the certification scope being expanded to include the Spinning Unit, further integrating sustainability across Envoy's spinning-to-denim operations. LEED® Platinum requires 80+ points under the applicable LEED® v4 framework.

Key initiatives supporting the expanded scope include:

- Waste Circularity- Unit-2: Recycling, recovery and reuse of manufacturing waste and by-products, advancing the "Waste to Wealth" approach.
- Renewable Energy & Hydropower: Expanding renewable-energy solutions and recovering energy from available water flow.
- Biogas Plant: Converting suitable organic waste into renewable energy.
- Efficient Generators: Improving captive power-generation efficiency and reducing associated emissions.
- Rainwater Reserve & Landscape: Capturing and storing rainwater for beneficial use while supporting reduced groundwater dependency.
- Water Recycling: Increasing the reuse of treated wastewater for suitable applications.
- Energy Efficiency: High-efficiency equipment, VFDs, LED lighting, heat recovery and condensate recovery.

With the expanded scope, Envoy is targeting further improvement in its LEED® performance, with an aspiration to achieve 104/110 points, subject to the final LEED®/GBCI review and certification outcome. The renewal represents Envoy's continued commitment to integrated, resource-efficient and low-impact manufacturing, strengthening environmental performance across its spinning-to-denim value chain.

Kontoor's Indigood® Program Performance 2025–26

Envoy Textiles Limited achieved 73.60% freshwater savings against the 2018 baseline in the 2025–2026 Indigood™ evaluation, earning a Silver Rating. Under Kontoor Brands' Indigood™ framework, freshwater savings are measured against 2018 mill performance, with 60–89% savings qualifying for Silver and more than 90% required for Gold, subject to the programme's additional criteria.



The programme was initiated by Kontoor Brands, with technical and assessment support from Pure Strategies, USA. The achievement reflects Envoy's continued efforts to reduce freshwater dependency through water recycling and reuse, process optimization, improved efficiency and resource recovery.

Envoy is further strengthening its "Reduce, Recover, Reuse & Recycle" approach by introducing new water-saving initiatives and technologies that increase the recovery, reuse and recycling of process water. These measures are progressively increasing the share of reused, recycled and recovered water, reducing dependence on groundwater while improving overall resource efficiency at finishing and utility process.

Building on the 73.60% savings achieved, Envoy has set a clear target to achieve more than 90% freshwater savings by 2027, with the ambition of reaching the Indigood™ Gold Rating.

This journey demonstrates the value of customer–supplier collaboration and continuous improvement in responsible water stewardship, while supporting Envoy's broader ambition to reduce groundwater dependency and progress toward Zero Liquid Discharge (ZLD).

Envoy Textiles World Environment Day 2026

– Inspired by Nature. For Climate. For Our Future.

Envoy Textiles Limited celebrated World Environment Day 2026 through a month-long programme from 5 June to 4 July, under the theme "Inspired by Nature. For Climate. For Our Future." The initiative brought together employees, students, families, local communities and government stakeholders to turn environmental awareness into meaningful action.



A major highlight was the distribution of 10,000 tree saplings across 11 nearby schools, encouraging students to plant and care for trees and develop a stronger connection with nature. The programme also extended into the wider community through collaboration with the local government, supporting tree plantation and community greening beyond the school environment.



The campaign included an environmental awareness rally, bringing students, employees and community members together to share messages on climate action, environmental protection and responsible living.





To give young people a creative platform to express their ideas, Envoy also organised an environment-themed art competition, involving children from Envoy families and neighbouring community schools. The students used their artwork to share their thoughts on nature, climate change and the kind of future they want to see.

Through these activities, Envoy aimed to make environmental responsibility more personal and practical-planting trees, engaging communities and inspiring young people to become part of the solution. The programme reflects Envoy's belief that sustainability is not limited to the factory; it is a shared responsibility that extends to society, future generations and the natural environment.



The initiative complements Envoy's broader sustainability priorities in climate action, biodiversity, water conservation, waste circularity and responsible resource management, strengthening the company's commitment to creating positive environmental impact both within and beyond its operations.

Integrated Water Reserve Modeling - A Nature-Based Water Management Approach

Envoy Textiles Limited is transforming its Integrated Water Reserve into a multifunctional, nature-based water-management system through biophilic landscape design and green infrastructure. The land reserve has an approximate footprint of 1.25 Ares of land and a storage capacity of around 10,000 m^3, creating significant potential to capture, store and beneficially reuse rainwater.



The redesigned reserve is primarily intended to capture and retain rainwater, helping maintain the site's water balance while reducing dependence on groundwater. The stored water is treated through the Water Treatment Plant (WTP) and subsequently used for suitable manufacturing processes, turning rainwater into a valuable resource within the production cycle. The reserve also provides water for the fire-hydrant system, creating an important operational and emergency-use function. Its integration with the surrounding landscape further enhances the site's ecological value and creates a greener environment for employees and visitors.

Through its biophilic and water-sensitive design, the initiative connects water, vegetation, landscape and industrial operations. It supports rainwater retention, beneficial water reuse and more efficient management of site water resources, while reducing pressure on local groundwater resources. The project strengthens Envoy's "Reduce, Recover, Reuse & Recycle" water strategy and contributes directly to its target of reducing groundwater dependency. By increasing the availability of alternative water sources and expanding water reuse, the initiative supports Envoy's broader journey toward water circularity and Zero Liquid Discharge (ZLD).

Beyond being a water-storage facility, the Integrated Water Reserve represents Envoy's approach to "Water as a Resource"-capturing rainwater, restoring balance, treating and reusing water, supporting biodiversity and reducing reliance on groundwater through practical nature-based solutions.

Envoy Achieves OEKO-TEX® STeP Certification for Sustainable Production

Envoy Textiles Limited has achieved OEKO-TEX® STeP (Sustainable Textile and Leather Production) Certification, Certificate No. 24002907, issued on 17 September 2025. The certification represents an important milestone in strengthening Envoy's sustainable manufacturing practices and its commitment to responsible textile production.

OEKO-TEX® STeP is a facility-level certification that assesses the sustainability performance of textile production facilities across six key areas: Chemical Management, Environmental Performance, Environmental Management, Social Responsibility, Quality Management, and Health & Safety.

For Envoy Textiles, the certification reinforces its ongoing efforts in responsible chemical management, water and resource efficiency, environmental protection, waste management, worker health and safety, social responsibility and continuous improvement. It also complements Envoy's broader sustainability initiatives and provides an internationally recognized framework for demonstrating responsible manufacturing performance to customers and business partners.

STeP certification also creates a pathway toward OEKO-TEX® MADE IN GREEN, a product-level label that combines product safety, responsible production and supply-chain traceability. STeP-certified facilities can therefore support customers seeking to develop eligible MADE IN GREEN-labelled products.

For Envoy Textiles, this certification strengthens its customer confidence, supply-chain sustainability credentials and long-term competitiveness in the global textile market, while supporting the Company's continued transition toward safer, cleaner, more resource-efficient and responsible manufacturing.

Envoy Achieves ISO 45001:2018 Certification-Strengthening Occupational Health & Safety

Envoy Textiles Limited has achieved ISO 45001:2018 certification for its Occupational Health and Safety (OH&S) Management System, demonstrating the Company's continued commitment to maintaining a safe, healthy and responsible workplace.

The certification, Certificate No. 19444-OHS-001, was issued by ISOQAR and covers the scope of "Manufacture and Export of Different Kinds of Yarns and Denim Fabrics." The certification was initially registered on 21 April 2026 and is valid until 21 April 2029.

ISO 45001:2018 is an internationally recognized standard that provides a systematic framework for identifying workplace hazards, assessing and controlling occupational health and safety risks, strengthening worker participation, preparing for emergencies, investigating incidents and driving continual improvement in OH&S performance.


ISOQAR
Certificate of Registration
This is to certify that the Management System of:
ENVOY TEXTILES LIMITED
Jamirdia, Bhaluka, Mymensingh-2240, Bangladesh
has been approved by ISOQAR and is compliant with the requirements of:
ISO 45001:2018
SCOPE OF REGISTRATION
Manufacture and Export of Different Kinds of Yarns and Denim Fabrics
CERTIFICATE NUMBER: 19444-OHS-001
SIGNED
Initial Registration Date: 21 April 2026
Current Expiry Date: 21 April 2029
Jim Anderson, Chief Executive Officer
On behalf of ISOQAR

For Envoy, the certification reinforces its focus on worker safety, risk prevention, emergency preparedness, legal compliance, employee awareness and continuous improvement across its spinning and denim manufacturing operations. It further strengthens the Company's integrated management approach alongside its broader quality, environmental and sustainability initiatives.

The achievement reflects Envoy's ongoing commitment to "Safety First" and to creating a workplace where employee health, safety and wellbeing remain fundamental to responsible and resilient manufacturing.

ZDHC Supplier to Zero Level 2 Verification

- Advancing Responsible Chemical Management

Envoy Textiles Limited has achieved ZDHC Supplier to Zero-Level 2 Verification, marking an important milestone in the Company's continued journey toward responsible and sustainable chemical management. The verification was issued on 16 March 2026, with Verification No. A344XK54.


Supplier to Zero
Verification of Achievement
Based on document desktop review, the document acknowledges
ENVOY TEXTILES LIMITED
A344XK54
has completed Supplier to Zero (Level 2) on 16.03.2026 according to the Progressive level requirements - The document desktop review was conducted and supervised by Bureau Veritas Consumer Products Services.*
Frank Mikhel
ZDHC
Executive Director
13220-2522-7F0
Document Control Number

The achievement reflects Envoy's continued efforts to strengthen the way chemicals are selected, purchased, stored, used and managed across its manufacturing operations. It demonstrates a systematic approach to managing chemical-related risks, promoting safer production practices and supporting continuous improvement.

The verification further strengthens Envoy's commitment to the ZDHC Roadmap to Zero, providing greater confidence to global customers and brand partners in the Company's approach to responsible chemical management. ZDHC describes Supplier to Zero as a framework that enables suppliers to demonstrate progress in implementing sustainable chemical management and Roadmap to Zero requirements.

For Envoy, this achievement complemented its broader initiatives in ZDHC MRSL compliance, chemical inventory management, responsible chemical purchasing, wastewater management and safer chemical practices. It supports the Company's vision of "Safer Chemicals. Safer Products."

Through stronger chemical governance and continuous improvement, Envoy continues to advance toward cleaner, safer and more responsible textile manufacturing, while strengthening its sustainability credentials and long-term relationships with global customers.



GOVERNANCE

STATEMENT ON CORPORATE GOVERNANCE

Corporate governance is the system by which companies are directed and controlled by management in the best interest of all stakeholders, thereby ensuring greater transparency and better and timely financial reporting.

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

Envoy Textiles is committed to continually reviewing all corporate governance policies and practices to ensure the ongoing transparency of the company's practices and the delivery of right information to stakeholders. The maintenance of effective corporate governance remains a key priority of the Board of Envoy Textiles Limited.

Envoy Textiles asserts that its corporate governance practices adhere to all aspects of the BSEC Corporate Governance Code 2018 and subsequent amendments. In its commitment to maintaining high standards of corporate governance, the company also incorporates best governance practices in its activities.

Date of this Corporate Governance Statement

This Corporate Governance Statement reflects the corporate governance and other related policies and practices in place for Envoy Textiles Limited as of 30 June 2026

Board of Directors

Composition

The Board of Envoy Textiles considers that its membership should comprise Directors with an appropriate mix of skills, experience, and personal attributes. This allows the directors, individually and the Board collectively, to efficiently and effectively discharge their responsibilities and duties under the law, understand the business of the Company, and assess the performance of the management.

The composition of the Board embraces diversity. The Directors have a range of local and international experience, expertise, and specialized skills that assist with decision-making and leading the company for the benefit of shareholders.

The Board of Envoy Textiles consists of eleven Directors, including three Independent Directors, who possess a wide range of skills and experience across various professions and businesses. Each Director brings independent judgment and considerable knowledge to effectively perform their roles. The Board of Directors ensures that the activities of the Company are always conducted with strict adherence to the highest possible ethical standards and in the best interests of the stakeholders.

Retirement and Re-election of Directors

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

Independent Directors

In compliance with the Corporate Governance Code (CGC) issued by the Bangladesh Securities and Exchange Commission, the Board is structured to ensure the required proportion of Independent Directors. The Board maintains no fewer than two (2) Independent Directors. Accordingly, Envoy Textiles Limited has appointed three (3) Independent Directors including one female Independent Director within its eleven (11)-member Board, thereby exceeding the minimum regulatory threshold.

None of the Independent Directors hold any shares of the Company.

Role and Responsibilities of the Board

The Board is committed to the Company, aiming to achieve superior financial performance and long-term prosperity while meeting stakeholders' expectations of sound corporate governance practices. The Board of Directors has full control over the Company's affairs and is fully accountable to the shareholders.

They firmly believe that the Company's success largely depends on credible corporate governance practices. With this in mind, the Board of Directors sets out its strategic focus and oversees the business and related affairs of the Company. The Board also formulates strategic objectives and a policy framework for the Company.

Chairman of the Board

The Chairman of the Board is usually elected to the office of Chairman by the directors. The Board considers that the Chairman is independent. The Chairman is a non-executive director.

Role of the Chairman

The Chairman, who is a non-executive director, oversees the Board and serves as the primary link between the Board and management. They work closely with the Managing Director and Company Secretary to set the agenda for Board meetings. The Chairman is responsible for providing leadership to the Board and ensuring its effective functioning in fulfilling its responsibilities as Directors of the Company.

The Chairman of the Board and the Managing Director of the Company are two different individuals. The Chairman is not the Chief Executive of the Company. The roles of Chairman and Managing Director are independent and separate.

Role of the CEO

The CEO holds the responsibility of establishing and executing the Company's operating plan, which is crucial for achieving the Company's objectives. In addition to this, the CEO serves as a coach, working closely with executives to enhance their contributions by improving their efficiency and effectiveness.

Conduct for the Board Members

The Board of Directors of Envoy Textiles is dedicated to upholding the highest standards of conduct in all their interactions with employees, buyers, members, shareholders, regulators, and the public.

Board Meeting

Board Meeting Practices

The Company shall conduct its Board meetings, record accurate minutes of these meetings, and maintain the necessary books and records in accordance with the relevant provisions of the Bangladesh Secretarial Standards (BSS) as adopted by the Institute of Chartered Secretaries of Bangladesh (ICSB).

The Board of Directors of the Company convenes meetings on a regular basis at the Company's Registered Office and also utilizes online platforms for simultaneous participation. These meetings occur at least once every quarter and are essential for the Board to fulfill its responsibilities and execute its functions. To ensure efficient coordination, each meeting is scheduled well in advance, and written notices are provided to every director by the Company Secretary.

Number of Board meeting held in the financial year 2025-26

A total of nine meetings of the Board were held during the accounting year, and the attendance of directors at those meetings is disclosed in Annexure-III of the Director's Report. At least five directors presence is required to constitute a quorum.

Company Secretary

The Company Secretary of the Company, who is also the Head of Corporate Affairs, has day-to-day knowledge of the Company's affairs. Company Secretary reports to the Board of Directors and is responsible for providing advice on governance matters.

Role of Company Secretary

In compliance with the Corporate Governance guidelines, the Company Secretary has defined roles and responsibilities approved by the Board. The Company Secretary acts as a mediator between the Company, its Board of Directors, stakeholders, the government and regulatory authorities. He has expertise in corporate laws, capital markets, security laws and corporate governance. He also keeps close review of all legislative, regulatory and corporate governance developments that might affect the Company's operations and ensure that the Board is fully briefed on these and that it has regard to them when taking decisions. The Company Secretary ensures that the best management practices and work ethics are embraced to create value for the Company. He ensures that the concept of stakeholders is in the Board's mind when important and business decisions are being taken, co-ordinates the policies of the Company, fulfills the management function and provides guidance on strategic decisions for the improvement and growth of the Company.

Role of the Chief Financial Officer

The Chief Financial Officer (CFO) is a versatile individual adept at navigating an ever-evolving set of circumstances. His primary responsibilities encompass overseeing the Company's finance, general accounts, and treasury functions. Additionally, the CFO participates in all board meetings and delivers presentations on quarterly and periodic results.

Moreover, it is the CFO's duty to certify the financial statements and financial transactions of the Company to the board, ensuring compliance with the corporate governance guidelines issued by the Bangladesh Securities and Exchange Commission (BSEC).

Role of the Head of Internal Audit and Compliance

The Head of Internal Audit and Compliance is responsible for reporting to the Audit Committee regarding any deviation from accounting and internal control system of the Company. He is also responsible for ensuing regulatory compliance of the Company.

Top Level Executive Structure

The Company's management structure is comprised of division heads, led by the CEO. These top-level executives hold the responsibility of developing organizational and business strategies, as well as promoting innovation and the implementation of best practices throughout the company. They are also accountable for ensuring organizational effectiveness and nurturing the values and culture of Envoy Textiles.

In addition to these roles, the top-level executives are responsible for managing performance and addressing key business issues in accordance with the company's long-term strategy. By effectively overseeing these areas, they contribute to the continued growth and success of the organization.

Performance & Remuneration of Top-Level Executives

The CEO bears the responsibility of defining financial targets, operational objectives, and management goals for the division heads. Performance management for all senior executives includes a combination of short-term and long-term goals. Long-term goals are closely tied to the company's overarching vision, while short-term goals are typically aligned with specific company objectives.

Every quarter, the Chairman and CEO conduct a thorough performance review of the senior executives, assessing their progress in relation to these goals. This comprehensive evaluation fosters accountability and facilitates ongoing improvement across the organization.

The remuneration of all senior executives is determined through a performance review appraisal system that incorporates annual Key Performance Indicators (KPIs). This system serves as the basis for measuring their performance. The Nomination & Remuneration Committee of the Board oversees the performance and remuneration of top-level executives.

The committee assesses the performance of these executives in line with the established KPIs and ensures that the remuneration aligns with their contributions and achievements. This comprehensive process enables fair and transparent evaluation, supporting the company's commitment to rewarding excellence and driving sustained success.

Board Committee

The Board has established two Board Committees to assist advice and make recommendations to the Board on matters falling within their respective responsibilities.

Audit Committee

The Company's Audit Committee is a sub-committee of the Board of Directors of Envoy Textiles Limited. It was formed in compliance with the BSEC Corporate Governance Code 2018 dated on 3 June 2018, Ref. No. #BSEC/CMRRCD/2006-158/207/Admin/80, and subsequent amendment dated on 16 October 2023 thereon, Ref. No. # BSEC/CMRRCD/2009-193/66 /PRD/148 and adheres to international best practices on Corporate Governance.

Objectives of the Audit Committee

The principal function of the Audit Committee is to exercise and have an oversight over the Company's risk management, financial reporting and regulatory compliance functions.

Composition of Audit Committee

An Audit Committee, consisting of three Independent Directors, with one serving as Chairman, and two non-executive Directors as member, has been established in accordance with the BSEC guidelines to ensure good governance practices. Throughout the reporting year, the Audit Committee of the Board conducted five meetings, thoroughly reviewing the scope of internal and external audits.

In the Audit Committee, the Company Secretary serves as the Secretary, providing support and assistance in fulfilling the committee's responsibilities. Their role includes coordinating meetings, maintaining records, and facilitating effective communication among the committee members.

These arrangements aim to enhance transparency, accountability, and effective oversight of the company's financial processes and ensure adherence to regulatory requirements.

Chairman of the Audit Committee and his qualifications

The Independent Director Mr. Fakhruddin Ahmed, FCMA, FCA is the Chairman of Audit Committee. He obtained a B. Com (Hons.) in Accounting and an M. Com (Accounting) from the University of Dhaka in 1983 and 1984, respectively.

He is a Certified Chartered Accountant and Auditor, as well as a Certified Cost and Management Accountant and Auditor. He is recognized as a fellow member of the Institute of Chartered Accountants of Bangladesh (ICAB) and the Institute of Cost & Management Accountants of Bangladesh (ICMAB).

With over 33 years of professional experience in the field of finance and accounts, Mr. Fakhruddin Ahmed possesses the ability to manage complex projects, excellent organizational skills, and an active professional network of relevant contacts within the local business communities. Throughout his various positions, companies under his leadership have experienced significant expansion and achieved the status of being one of the leading companies in their respective sectors.

The Audit Committee and Internal Audit

Internal Audit is the division within Envoy Textiles that is responsible for reviewing the Company's system of internal controls, including the conduct of regular audits of all operational units. Internal Audit is operationally independent and its members are not involved in the company's operational activities and in that the Head of Internal Audit, in addition to his direct reporting line to the Chairman & CEO, also has access to the Audit Committee.

The Audit Committee is responsible for approving the annual audit plan of Internal Audit Division and reviewing the plan's subsequent implementation.

Internal Audit Reports or summaries thereof prepared by Internal Audit Division are reviewed on a regular basis by the committee.

Reporting of Audit Committee

The Audit Committee reports directly to the Board of Directors and under certain circumstances can also report to the Chairman.

Nomination and Remuneration Committee

Nomination and Remuneration Committee is a sub-committee of the Board, formed with the Terms of Reference as set forth in the condition No. 6(5)(b) of BSEC Notification no. BSEC/CMRRCD/2006- 158/207/Admin/80 dated 03 June 2018, and subsequent amendment dated on 16 October 2023 thereon, Ref. No. # BSEC/CMRRCD/2009-193/66 /PRD/148

Objectives of the Nomination and Remuneration Committee

The objective of the Nomination and Remuneration Committee is to assist the Board in formulation of the nomination criteria or policy for determining qualifications, positive attributes, experiences and independence of directors and top-level executives as well as a policy for formal process of considering remuneration of directors and top-level executives of the Company. NRC Policy has been disclosed in (Annexure-IX).

Composition of Nomination and Remuneration Committee

The Nomination and Remuneration Committee, led by an Independent Director serving as Chairman, includes three Independent Directors and two non-executive Directors as member. This committee has been established in accordance with the BSEC guidelines, which aim to ensure good governance practices. Throughout the reporting period, the Nomination and Remuneration Committee of the Board conducted seven meetings. In its role, the Company Secretary acts as the Secretary of the Nomination and Remuneration Committee. They fulfill various responsibilities, including facilitating smooth operations, maintaining records, and supporting effective communication among the committee members.

These arrangements are designed to promote transparency, fairness, and accountability in the nomination and remuneration processes, aligning with best governance practices and regulatory requirements.

Internal Control

Internal Control is an integral process meticulously crafted to offer a high level of confidence when it comes to accomplishing objectives associated with operational effectiveness and efficiency, the trustworthiness of both external and internal financial and non-financial reporting, as well as adherence to relevant laws and regulations at Envoy Textiles. This comprehensive control system extends its reach across all divisions and departments within the Company, ensuring a consistent approach throughout its operations.

Secretarial Standard

The Company demonstrates utmost commitment to upholding the highest standards of compliance

by diligently adhering to the Bangladesh Secretarial Standard (BSS) as established by the esteemed Institute of Chartered Secretaries of Bangladesh (ICSB).

To ensure regulatory compliance, the Company consistently provides a comprehensive set of financial statements and pertinent documents to esteemed regulatory bodies such as the Bangladesh Securities and Exchange Commission (BSEC), National Board of Revenue (NBR), Registrar of Joint Stock Companies & Firms (RJSC), Dhaka Stock Exchange PLC (DSE), and Chittagong Stock Exchange PLC (CSE). The diligent efforts of the CFO and Company Secretary play a pivotal role in effectively addressing any inquiries or concerns raised by regulators on behalf of the Company, further reinforcing the Company's commitment to compliance.

Compliance with Bangladesh Labor Act

The Company consistently upholds the pertinent conditions outlined in the Bangladesh Labor Act 2006, as amended in 2013, pertaining to various aspects including the Workers' Profit Participation Fund (WPPF), Provident Fund, Gratuity, and other relevant obligations.

By strictly adhering to these statutory provisions, the Company ensures that the rights and entitlements of its workforce are diligently safeguarded. This commitment to compliance guarantees that the Workers' Profit Participation Fund, Provident Fund, Gratuity, and other related obligations are effectively managed and administered in accordance with the applicable laws, fostering a fair and transparent working environment for all employees.

Corporate Social Responsibility (CSR)

Envoy Textiles Limited is resolutely committed to conducting its business operations with the goal of achieving sustainable growth and fulfilling the satisfaction of its valued customers, dedicated employees, esteemed vendors, loyal shareholders, and every stakeholder group. This unwavering commitment is in line with the company's overarching corporate social responsibility approach.

Envoy Textiles Limited places significant emphasis on supporting social causes that encompass areas such as Education and Youth development, Social and Environmental initiatives, Religion, and Art and Culture. Over the years, the company has consistently organized a wide range of activities aimed at giving back to society. Through these endeavors, the company aspires to foster a harmonious coexistence in the society, where happiness and sustainable prosperity are shared by all.

Envoy Textiles Limited firmly believes that by actively engaging in responsible business practices and contributing to social causes, it can make a meaningful and positive impact on the lives of individuals and communities, thereby creating a better future for all.

Company's CSR policy

The company is dedicated to actively supporting programs and activities in the following areas:

Poverty Alleviation and Inequality Reduction: The company aims to contribute to the reduction of poverty and inequalities faced by socially and economically disadvantaged sections of society. It actively supports initiatives that uplift these communities and create opportunities for their sustainable development.

Women Empowerment and Social Well-being: The company is committed to promoting women empowerment through various initiatives. It supports programs focused on enhancing financial literacy, improving health and hygiene, and raising awareness on crucial social and environmental issues.

Environmental Sustainability and Ecological Balance: The company recognizes the importance of environmental sustainability and strives to promote ecological balance. It invests in sustainable livelihood initiatives, including programs for natural resource conservation, afforestation, plantation, and awareness campaigns to protect and preserve the environment.

Education and Skills Development: The company places a strong emphasis on education and skills development. It supports initiatives that provide vocational and livelihood-enhancing skills training programs, nurturing the talent of children and students in various fields, and fostering their holistic development.

Relief and Rehabilitation in Times of Calamities: The company stands ready to support victims of natural calamities and other disasters. It actively participates in relief and rehabilitation programs, providing assistance to affected communities and helping them rebuild their lives.

By actively engaging in these areas, the company aims to make a positive and lasting impact on society, promoting social welfare, environmental stewardship, and sustainable development for the betterment of all.

Communications and Relationship with Shareholders

Envoy Textiles places a strong emphasis on transparency and believes in providing comprehensive information to all stakeholders regarding its activities, performance, and product initiatives. The Company's website, www.envoytextiles.com, serves as a reliable platform that offers a wealth of information, including the annual report, half-yearly report, quarterly report, product offerings, recent announcements, and event updates.

In adherence to the regulations set forth by the Stock Exchanges Listing Regulation 2015, the

Company ensures that all required corporate information is readily available on its website. Moreover, the information is regularly updated in a timely manner, ensuring shareholders have access to the most recent and accurate data.

To keep shareholders well-informed, Envoy Textiles diligently reports to them four times a year through quarterly and half-yearly reports, as well as a detailed annual report.

Envoy Textiles is committed to meeting all disclosure requirements stipulated by the Companies Act, 1994, Bangladesh Securities and Exchange Commission, and the Listing Regulations of both Dhaka Stock Exchange PLC and Chittagong Stock Exchange PLC. The Company ensures that all necessary disclosures are made adequately and promptly, maintaining a high standard of compliance and transparency.

Preparation and Presentation of Financial Statements and Directors' Responsibility

In accordance with the Companies Act 1994, the Board of Directors assumes the crucial responsibility of preparing accurate and reliable financial statements for each accounting year. Recognizing the significance of this task, the Board diligently upholds its commitment to maintaining adequate records that effectively safeguard the assets of the Company.

The Board remains steadfast in its dedication to preventing and detecting fraud as well as any other irregularities. This includes implementing robust internal control measures to ensure the integrity and transparency of financial reporting.

In fulfilling their duty, the Directors exercise meticulous care in selecting appropriate accounting policies and consistently applying them. By adhering to these policies, the Company maintains consistency and comparability in its financial statements, promoting a clear understanding of the Company's financial position and performance over time.

The Board of Directors also demonstrates prudence and sound judgment by making reasonable and well-informed assessments and estimates when necessary. These judgments and estimates play a crucial role in ensuring the accuracy and reliability of the financial statements, providing stakeholders with reliable information for decision-making purposes.

Dividend Distribution Policy

According to the directive of Bangladesh Securities and Exchange Commission (BSEC), the Board approved the Dividend Distribution Policy based on company's performance and company's long-term objectives. Dividend Distribution Policy has been disclosed in Annexure-VIII

Website

The Company maintains an official website that is connected to the websites of the Stock Exchanges. All financial results are regularly published on the Investors Relations Pages of the Company's website, which can be accessed at www.envoytextiles.com.

To address shareholders' queries, Envoy Textiles Limited has established a dedicated Share

Department within the Company Secretariat Division. Furthermore, we offer special telephone lines and an email address for handling inquiries. Shareholders can reach out to us by contacting +880-2-41021684-87 ext. 410, 408 or by sending an email to info@envoytextiles.com or najmul.huda@envoytextiles.com or golam.kibria@envoytextiles.com for any questions or concerns they may have.

These measures ensure efficient and accessible communication channels for shareholders, allowing them to seek clarification or express grievances in a timely manner.

REPORT OF THE AUDIT COMMITTEE

Dear Shareholders,

The Audit Committee, functioning as a Sub-Committee of the Board of Directors, is pleased to present its report for the fiscal year 2025–26. This report provides an overview of the Committee's diligent oversight of the Company's financial reporting process and its efforts to ensure compliance with regulatory standards.

Committee Composition and Governance

The Board has constituted the Audit Committee in accordance with the requirements of the Corporate Governance Code issued by the Bangladesh Securities and Exchange Commission (BSEC). The Audit Committee comprises five (05) members. All members are Non-Executive Directors, three of whom are Independent Directors, and the Committee is chaired by an Independent Director. The Company Secretary serves as the Secretary of the Committee.

The terms of reference of the Audit Committee have been determined by the Board and are aligned with the Corporate Governance Code issued by the Bangladesh Securities and Exchange Commission (BSEC) vide Notification No. BSEC/CMRRCD/2006- 158/207/Admin/80 dated 03 June 2018, as amended from time to time. The Audit Committee is responsible for overseeing relevant matters and reports directly to the Board of Directors.

Scope of the Audit Committee

The scope of the Audit Committee is defined as follows:

Oversee the financial reporting process;

Monitor the selection of accounting policies and principles;

Monitor the 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;

Oversee the appointment and performance of the statutory/external auditors;

Hold meetings with the external or statutory auditors to review the annual financial statements before submission to the Board for approval or adoption;

Review, along with the management, the annual financial statements before submission to the Board for approval;

Review, along with the management, the quarterly and half-yearly financial statements before submission to the Board for approval;

Review the adequacy of the internal audit function;

Review the Management's Discussion and Analysis before disclosure in the Annual Report;

Review the statement of all related party transactions submitted by the management;

Review Management Letters or Letters of Internal Control weakness issued by statutory auditors;

Review the proposed audit scope and audit fees and evaluate the performance of the statutory auditors;

Review and consider the reports of internal auditors and statutory auditors' observations on internal control;

Review whether the proceeds raised through Initial Public Offering (IPO), Repeat Public Offering (RPO) or Rights Share Offer (RSO) have been utilized for the purposes stated in the relevant offer document or prospectus approved by the Commission, and review the related utilization statements and disclosures; and,

Perform any such responsibilities assigned by the Board of Directors.

Meetings Held and Key Activities

During the reporting period 2025–26, the Committee convened five meetings to fulfill its responsibilities and undertook the following key activities:

1. Financial Reporting:

Conducted a thorough review of the Company's quarterly, half-yearly, and annual financial statements in collaboration with the Chief Financial Officer and Chief Executive Officer;

Reviewed accounting policies and practices, ensuring compliance with accounting standards and legal requirements;

Recommended the financial statements to the Board for approval.

2. Internal Control and Internal Audit System:

Periodically reviewed the effectiveness of the Company's internal control and internal audit system;

Assessed the status reports of internal audits to ensure that appropriate actions were taken based on audit recommendations;

Reviewed significant internal control weaknesses and management's corrective actions; and

Reviewed the adequacy of resources available to the Internal Audit and Compliance function.

3. External Audit:

Participated in the selection process for appointing the external auditor and proposed their remuneration;

Engaged in discussions with external auditors regarding the Company's annual financial statements;

Collaborated with the Chief Executive Officer and Chief Financial Officer to address findings arising from audits.

The Audit Committee has continued to discharge its responsibilities with due care and attention throughout the year. The Committee will continue to work closely with the Board of Directors, management, internal auditors and statutory auditors to ensure proper financial reporting, effective internal controls and compliance with applicable laws and regulatory requirements.

Respectfully Submitted



Fakhruddin Ahmed, FCMA, FCA
Chairman, Audit Committee
27 September 2026, Dhaka

NOMINATION & REMUNERATION COMMITTEE REPORT

Dear Shareholders,

The Nomination and Remuneration Committee (NRC) is pleased to present its report for the period leading up to the 31st Annual General Meeting (AGM).

As part of its commitment to maintaining the highest standards of corporate governance, the Board of Directors of Envoy Textiles Limited has, in addition to the Audit Committee, duly constituted the Nomination and Remuneration Committee (NRC) as a sub-committee of the Board in accordance with the Corporate Governance Code issued by the Bangladesh Securities and Exchange Commission (BSEC). The Committee plays a vital role in strengthening the Company's governance framework by ensuring transparency, accountability, and merit-based practices in matters relating to Board composition and the remuneration of Directors and Senior Executives.

Mandate and Governance

The NRC's primary mandate is to provide structured oversight and recommendations to the Board on two critical areas:

Board Composition and Succession: Defining the criteria for director appointments, including assessments of qualifications, competencies, and independence.

Remuneration Strategy: Developing and recommending policies for the remuneration of Directors and Senior Executives to ensure that they are fair, competitive, and aligned with long-term Company performance.

The Committee operates under the formally approved "Policy for Nomination and Remuneration of Envoy Textiles Limited," which is fully aligned with the BSEC Corporate Governance Code.

Period in Review

During the reporting period 2025–26, the Committee held seven meetings to diligently review key agenda items. Our work culminated in a series of formal recommendations to the Board, which are summarized below:

Determined and proposed the names of Directors for retirement at the 30th AGM;

Assessed, identified, and recommended the appointment of a Female Independent Director;

Reviewed the Nomination and Remuneration Committee Report to the Shareholders;

Recommended the appointment of a Foreign Expatriate;

Assessed and recommended annual appraisals and salaries for Top-Level Executives of the Company;

Reviewed Directors' remuneration and fees;

Recommended the re-appointment of the Independent Directors.

The Nomination and Remuneration Committee remains dedicated to ensuring that Envoy Textiles Limited is guided by a capable and diverse Board and that our leadership is rewarded through a fair and strategic framework. We are confident that our work supports the Company's sustainable growth and the creation of long-term shareholder value.

Respectfully Submitted



Barrister Muhammad Shafiqur Rahman
Chairman
Nomination and Remuneration Committee
27 September 2026, Dhaka



BOARD OF DIRECTORS' REPORT

DIRECTORS' REPORT TO THE SHAREHOLDERS

DEAR SHAREHOLDERS:

On behalf of the Board of Directors of Envoy Textiles Limited, I feel privileged to welcome you all here today in this 31st Annual General Meeting of the Company and to present the 31st Annual Report inclusive of the audited Financial Statements of the Company for the year ended 30 June 2026 and the Auditors' Report thereon, for consideration and approval of the esteemed shareholders. Thank you all for your presence here today, and for your continued support and encouragement that is crucial to the continued existence and success of our Company.

This report has been prepared in compliance with Section 184 of the Companies Act 1994 (and the schedule provided thereon), Rule 14 of the Securities and Exchange Rules, 2020 and the BSEC's Notification dated 03 June 2018, and subsequent amendment thereon dated 16 October 2023 and the Listing Regulations of Dhaka and Chittagong Stock Exchanges. The Financial Statements were reviewed and approved by the Board of Directors of the Company on 27 September 2026.

Relevant disclosures and explanations relating to certain issues have been given by the Directors, which they consider important to ensure transparency and good governance practices. We believe that it is comprehensive enough to understand the operational procedures and overall performance of the company at a glance during the year under reporting.

INDUSTRY OUTLOOK - Denim Sector

The outlook for Bangladesh's textile industry, particularly the denim sector, remains highly promising. Bangladesh has steadily emerged as one of the most formidable players in the global denim market, establishing itself as a key sourcing hub for international fashion brands. The country's denim success story is defined by sustained investment, a strong commitment to sustainability, continuous innovation, and manufacturing scale.

According to recent export data, Bangladesh continues to rank as the leading denim exporter to both the United States and the European Union. In 2025, denim exports to the US market alone reached approximately USD 955.7 million, accounting for nearly 26% of total US denim imports. In the European Union, denim exports exceeded USD 1.64 billion, representing close to 30% of the EU denim market. This means that nearly one in every three denim garments sold in Europe is manufactured in Bangladesh.

This achievement has been driven by substantial local investment. Currently, nearly 50 mills are in operation, representing an investment of approximately BDT 25,000 crore and producing around 40 million yards of fabric per month. Bangladesh's world-leading commitment to sustainability—demonstrated by more than 200 LEED-certified green factories, the adoption of circular textile practices, and the implementation of innovative technologies such as laser finishing, ozone washing, and waterless dyeing—has further strengthened the country's competitive position in the global textile market.

Despite this impressive growth, Bangladesh's denim industry continues to face notable challenges. Rising energy costs, gas shortages, shipping delays, and global inflation have increased production expenses and disrupted manufacturing operations. In addition, political instability and uncertainty in global trade have weakened buyer confidence and affected order volumes.

The global denim jeans market is projected to reach USD 121.8 billion by 2030, offering Bangladesh a transformative opportunity. With its current export base of USD 2.9 billion, the country aims to achieve USD 5 billion in denim exports by 2030, supported by green technology, digital innovation, and market diversification.

THE STATE OF THE COMPANY'S AFFAIRS

- State-of-the-art Ring spinning plant with an annual production capacity of over 16,000 MT of cotton yarn, commenced operations in 2016;
- Open-End (Rotor) Spinning facility has an existing annual production capacity of 8,800 MT. A further expansion is bringing the total annual production capacity to 17,600 MT upon completion;

- Air Covered Yarn (ACY) production facility with an annual capacity of 1056 MT;
- Blended yarn production plant started commercial operation in 2023, with a capacity of 4,200 MT of yarn per annum, using a significant proportion of cotton substitute raw materials. An expansion initiative is underway to increase its production capacity bringing the total annual production capacity to approximately 9,504 MT upon completion. The facility occupies approximately 75,000 square feet within the existing factory premises;
- Envoy Textiles Limited is a 100% export-oriented denim fabric manufacturer and the first denim project in Bangladesh to employ Rope Dyed Technology. The Company currently has an installed production capacity of 60 million yards of denim fabric per annum.

A remarkable milestone for the Company is its achievement of LEED® (Leadership in Energy and Environmental Design) Platinum score. This notable distinction sets Envoy Textiles apart as the first textile manufacturer in Bangladesh and the world's first denim manufacturer to achieve this level of environmental certification. The LEED® Platinum score reflects the Company's unwavering commitment to ensuring a workplace that prioritizes maximum environmental safety.

Since its commercial operation in 2008, the Company has experienced significant growth. It began its commercial operations with an initial production capacity of 16 million yards per annum. Through strategic expansion initiatives, Envoy Textiles has increased its production capacity to 60 million yards of denim fabric per annum, representing around four times its original capacity.

At present, the Company is operating at an optimal level within its installed production capacity. Its product offerings encompass a wide range of denim fabrics in various compositions, colours and shades, ranging from 4 oz to 16 oz. Envoy Textiles remains committed to product development, continuously leveraging research and innovation to meet the requirements of the upper market segment.

In addition to its denim manufacturing capabilities, Envoy Textiles operates state-of-the-art spinning and yarn manufacturing facilities within its factory premises in Bhaluka, Mymensingh. These facilities support the Company's vertically integrated manufacturing operations by supplying yarn primarily for in-house denim production.

The Company's state-of-the-art Ring Spinning plant commenced commercial operations in 2016 and has an annual production capacity of approximately 16,192 MT of cotton yarn. The facility supports the Company's vertically integrated manufacturing operations, with the majority of the yarn produced being consumed internally for denim manufacturing. The Company has undertaken an initiative to expand its cotton yarn manufacturing capacity.

The Company's Open-End (Rotor) Spinning facility has an existing annual production capacity of approximately 8,800 MT. A further expansion of approximately 8,800 MT per annum is underway, which is expected to increase the total annual production capacity to approximately 17,600 MT upon completion.

The Company commenced commercial operations of its blended yarn manufacturing facility on 1 April 2023, with an initial annual production capacity of approximately 4,224 MT. The facility produces yarn using a significant proportion of cotton-substitute raw materials, reflecting the textile industry's increasing use of man-made fibres alongside natural fibres. Equipped with state-of-the-art European and Japanese machinery, the facility occupies approximately 75,000 square feet within the existing factory premises. An expansion initiative is underway to increase its annual production capacity by approximately 5,280 MT, bringing the total capacity to approximately 9,504 MT per annum upon completion.

The Company's Air Covered Yarn (ACY) facility has an annual production capacity of over 1,000 MT, enhancing the versatility of its yarn portfolio and strengthening its integrated manufacturing capabilities.

Upon completion of the planned expansion initiatives, the Company's total annual spinning capacity is projected to increase to approximately 45,000 MT. Of the total yarn produced, approximately 60% to 70% is consumed internally for denim production, while the remaining quantity is allocated to the deemed export market.

Production Capacity versus actual Production for last five years in operation:

Particulars	2025-26	2024-25	2023-24	2022-23	2021-22
Denim Fabrics Production Unit 1 & 2 (combined)					
Installed Production Capacity (in million yard)	60.00	52.00	52.00	52.00	52.00
Actual Production (in million yard)	54.62	54.87	38.80	33.31	49.00
Capacity Utilized (in percentage)	91.03	105.52	74.61	64.20	94.23
Numbers of Loom Machine in Operation	394	384	384	384	384
Spinning Unit (Yarn Production):					
Installed Production Capacity (in million kg)	25.00	25.00	25.00	25.00	25.00
Actual Production (in million kg)	25.22	25.88	23.82	21.59	24.16
Capacity Utilized (in percentage)	100.88	103.53	95.28	86.38	96.65
Blended Yarn Production Unit:					
Installed Production Capacity (in million kg)	4.20	4.20	4.20	4.20	
Actual Production (in million kg)	4.25	4.32	3.87	0.5*	
Capacity Utilized (in percentage)	101.19	102.77	92.19	47.71	

* Production of 3 months

RISKS AND CONCERNS

The growth of the Bangladesh Denim Industry, being an export-oriented sub-sector, is heavily reliant on the economic stability of importing countries. However, several factors pose significant risks to the industry's survival and competitiveness. These include the possibility of an economic recession, volatile cotton prices in the international market, infrastructural bottlenecks, strict government policies on textile exports, and political unrest, all of which expose the industry to systematic risks. The ongoing gas crisis and frequent energy price hikes further exacerbate the challenges faced by the industry, making it difficult to remain competitive.

Geopolitical tensions and disruptions in the Red Sea and the Persian Gulf, particularly around the Strait of Hormuz, have increased sea freight costs and caused transit delays, raising operating costs for local manufacturers. Furthermore, the global demand for denim products has declined notably amid the ongoing economic slowdown. These factors have intensified the challenges facing the industry.

To address these risks and concerns, the company is proactive in implementing systematic controls. One significant market risk is the competition faced from established manufacturers in countries such as China, India, Pakistan, Cambodia, and Vietnam. India and Pakistan, in particular, have become attractive to international buyers due to their devalued local currencies against the US dollar and cost advantages resulting from their cotton production. Moreover, Pakistan enjoys a GSP facility in the EU market. As the cost of manufacturing in China rises, buyers are increasingly considering more cost-efficient alternatives like Bangladesh.

However, the Bangladesh Denim Textile Industry has a competitive advantage. With a well-developed garment infrastructure and a continuous focus on upgrading the skills of human resources, the industry is capable of producing high-quality and cost-competitive products.

Demand risk is another concern, as the expected growth in demand for denim products is not being met. The younger generation's preference for electronic gadgets over fashionable denim wear, as well as seasonal variations in demand due to climate changes, have contributed to this situation.

Financial risk exists, and the company acknowledges the uncertainties associated with the use of estimates in the preparation of financial statements, as disclosed in the Financial Statements.

The volatility of cotton prices in the world market presents a raw material price risk. To mitigate this risk, the company procures cotton during the harvesting period, ensuring sufficient stock to cover price fluctuations throughout the year.

Foreign exchange risk is minimal, as payment for raw materials is set off by export proceeds in the same foreign currency. Any fluctuations in foreign exchange rates are adjusted through natural hedges.

OPERATIONAL PERFORMANCE

The Company operates in the production of denim fabrics and yarns, offering a wide range of options including diverse recipes, colors, weights, and fashion variations. This product line represents the entirety of our business.

Our revenue is derived from multiple sources. The core revenue stream is generated through deemed exports, achieved by supplying export-oriented local Ready-Made Garments (RMG) against back-to-back Letters of Credit (LC). Also, we directly export fabrics to over 15 countries, which constitute approximately 7-15% of our total production.

Furthermore, a portion of our revenue comes from various sources. We receive cash incentives from the government as a reward for our export activities. This provides an additional boost to our earnings. There is insignificant revenue generated from the sale of sample fabrics, wastage, or stock fabric sales. We also engage in exporting dyed yarn through export-oriented local knit RMG, contributing to our overall revenue.

As an export-oriented company, we recognize any gains or losses resulting from foreign exchange fluctuations in a separate category within our revenue. This allows us to account for the impact of currency fluctuations on our financials accurately.

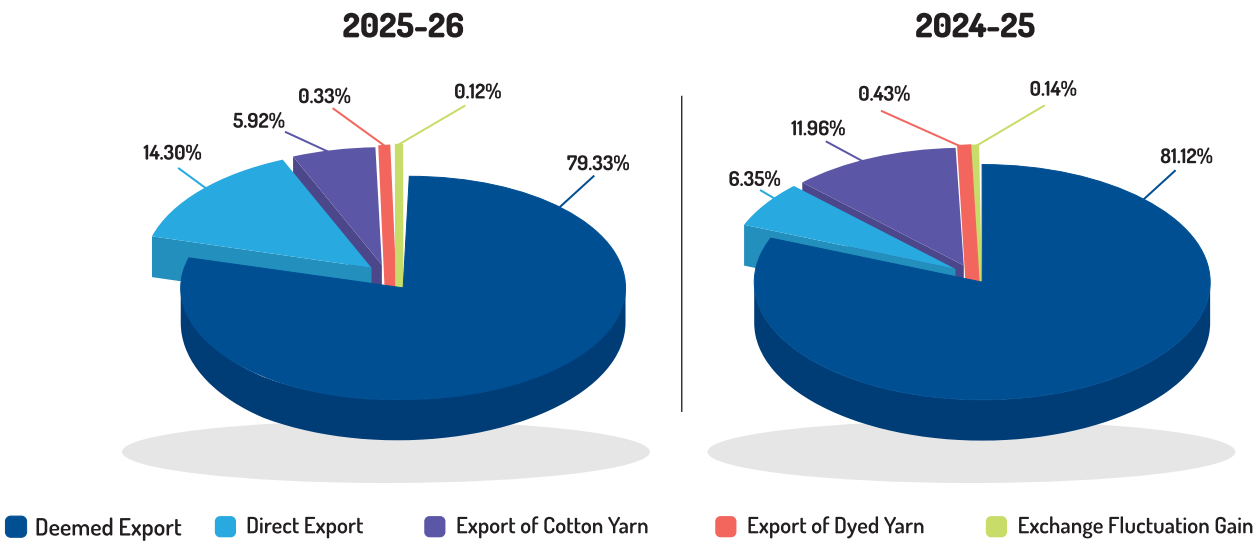
In terms of our yarn production, approximately 25-30% of the yarn manufactured at our Spinning Unit is exported to local export-oriented denim fabric manufacturers. This enables us to diversify our revenue streams and cater to the specific needs of these manufacturers.

Our revenue segment showcases the breadth of our operations, from deemed exports and direct fabric exports to various auxiliary revenue sources and strategic partnerships within the textile industry.

Revenue performance (in million BDT)

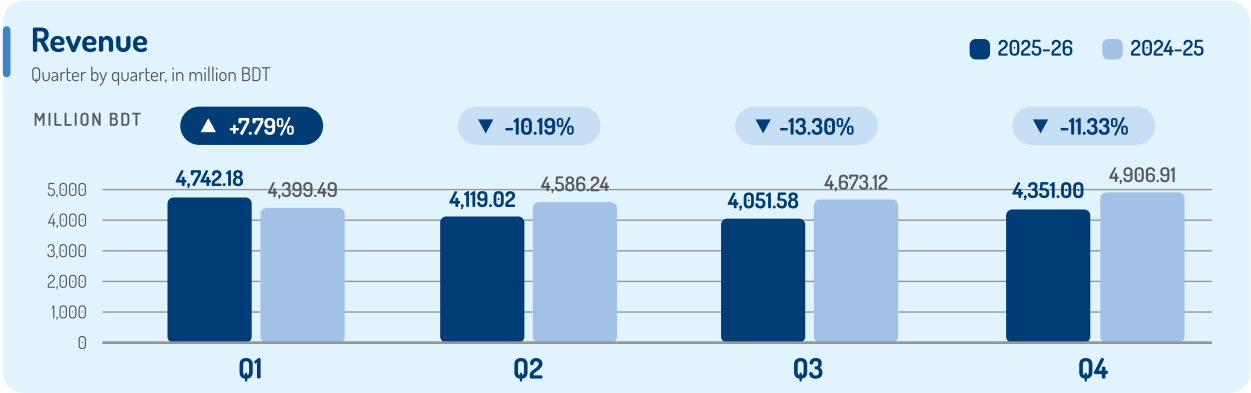
Revenue	2025-26	In%	2024-25	In%	Difference	In %
Deemed Export	13,696.08	79.33	15,061.09	81.12	(1,365.01)	(7.35)
Direct Export	2,468.00	14.30	1,179.11	6.35	1,288.89	6.94
Export of Cotton Yarn	1,022.69	5.92	2,220.55	11.96	(1197.86)	(6.45)
Export of Dyed Yarn	56.21	0.33	80.57	0.43	(24.36)	(0.13)
Exchange Fluctuation Gain	21.18	0.12	24.45	0.14	(3.27)	(0.02)
Total	**17,264.17**	**100**	**18,565.77**	**100**	**(1,301.60)**	**(7.01)**

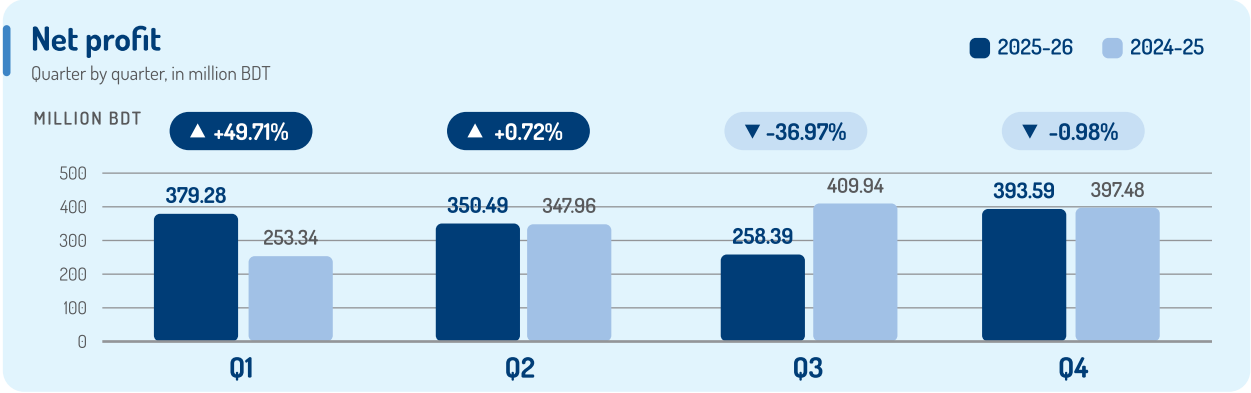
REVENUE SEGEMENT IN GRAPH

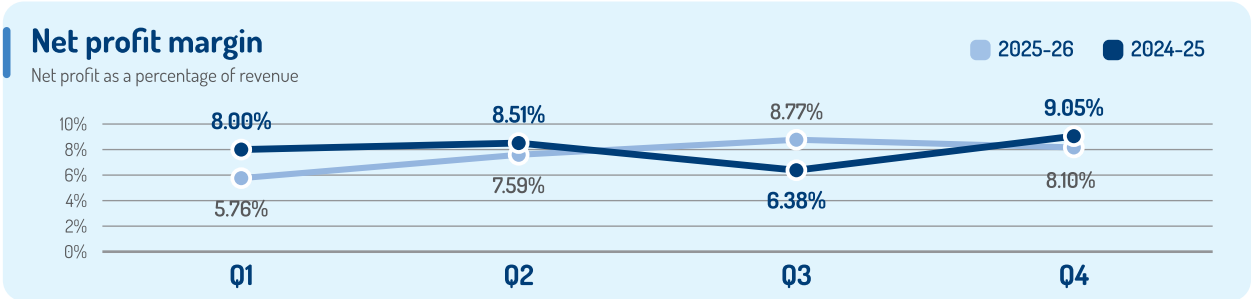


Comparison of Quarter-to-Quarter Results (2025-2026 Vs. 2024-2025)

Particulars	Q1		Q2		Q3		Q4	
	2025-26	2024-25	2025-26	2024-25	2025-26	2024-25	2025-26	2024-25
Revenue (in million BDT)	4,742.18	4,399.49	4,119.02	4,586.24	4,051.58	4,673.12	4,351.00	4,906.91
Revenue Growth Comparison with the same period of the previous year (in percentage)	7.79		(10.19)		(13.30)		(11.33)	
Gross Profit (in million BDT)	956.61	781.97	909.63	826.80	762.71	882.70	665.04	976.01
GP Profit Comparison with the same period of the previous year (in percentage)	22.33		10.01		(13.59)		(31.86)	
Net profit (in million BDT)	379.28	253.34	350.49	347.96	258.39	409.94	393.59	397.48
NP Comparison with the same period of the previous year (in percentage)	49.71		0.72		(36.97)		(0.98)	
NP Margin Ratio (in percentage)	8.00	5.76	8.51	7.59	6.38	8.77	9.05	8.10







Quarter-by-Quarter Performance Analysis

The following report provides a detailed, quarter-by-quarter analysis of our performance,

highlighting the drivers behind our success and the strategic context for our investments.

First Quarter:

The year opened with positive growth, setting a confident tone for the quarters ahead:

Revenue Growth: 7.79 % (BDT 4,742.18 million vs. BDT 4,399.49 million)

Gross Profit Growth: 22.33%

Net Profit Growth: 49.71%

The growth was primarily driven by a significant increase in export sales, reflecting stronger demand in international markets. Profitability was further supported by effective cost management, including reduction in the cost of key raw materials, particularly cotton and yarn, along with continued improvements in operational efficiency.

Second Quarter:

Despite the decline in revenue, we sustained positive profit growth.

- **Revenue Growth: (10.19) % (BDT 4,119.02 million vs. BDT 4,586.24 million)**
- **Gross Profit Growth: 10.01%**
- **Net Profit Growth: 0.72%**

During the quarter, revenue declined, primarily due to a reduction in yarn exports, as a portion of the yarn was utilized internally for denim fabric production. Despite the lower revenue, gross profit increased significantly, supported by improved margins arising from the decline in cotton prices, while denim fabric selling prices remained stable compared with the corresponding period. Consequently, net profit recorded marginal growth, reflecting the combined effect of the change in sales mix, lower export revenue, internal utilization of yarn, and improved gross profit margins.

Third Quarter:

The company experienced a decline in overall performance and growth

- **Revenue Growth: (13.30) % (BDT 4,051.58 million vs. BDT 4,673.12 million)**
- **Gross Profit Growth: (13.59) %**
- **Net Profit Growth: (36.97) %**

The company experienced a decline in performance during the period, significantly decreasing revenue, gross profit and net profit. The decline was mainly due to a reduction in working days, lower yarn exports, and slightly decrease in the average selling price of yard fabric, which reduced overall revenue. In addition, higher financial expenses and factory overhead further increased costs, resulting in a significant decline in net profit.

Fourth Quarter:

Despite negative growth in the final quarter, the company's overall financial performance remains stable.

- **Revenue Growth: (11.33%) (BDT 4,351.00 million vs. BDT 4,906.91 million)**
- **Gross Profit Growth: (31.86) %**
- **Net Profit Growth: (0.98) %**

In the final quarter, the Company recorded negative growth in revenue, gross profit, and net profit, primarily due to lower export volumes of fabrics. The decline in export volumes was mainly attributable to interruptions in production and dispatch, resulting from a reduction in the number of working days due to national elections, days of national mourning, and other related circumstances.

The FY 2025-26 business experienced negative growth during the last two quarters, primarily due to a combination of reduced working days and lower export demand. The shorter number of working days adversely affected overall production and sales activities, while a decline in exports of fabrics and yarn further contributed to the reduction in business volume.

These factors resulted in lower capacity utilization and lower overall performance during the period. Going forward, improvement in export demand, normalization of working days, and recovery in fabrics and yarn exports are expected to be important factors in supporting a return to positive growth.

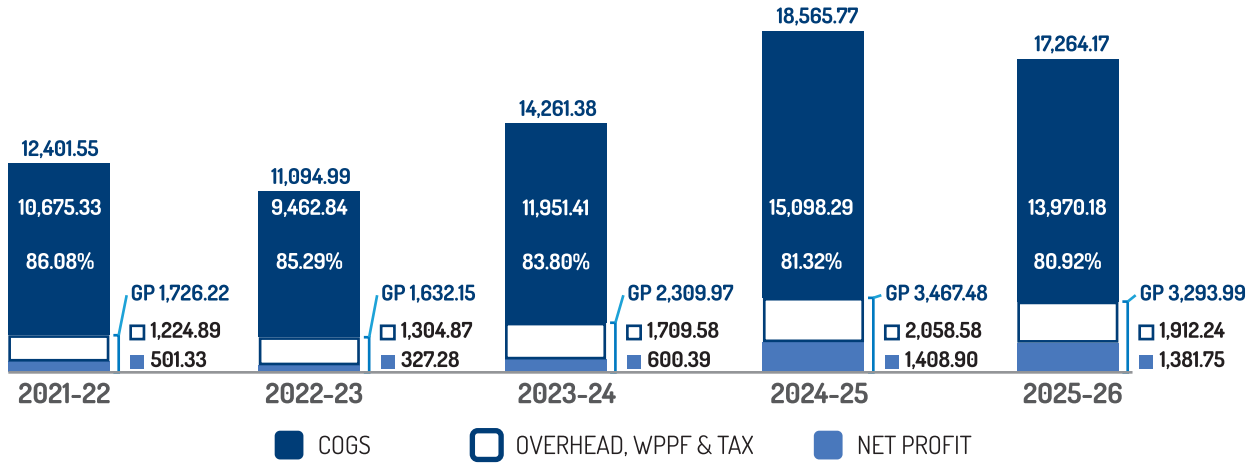
Cost Analysis

figures in million BDT, except mentioned in otherwise

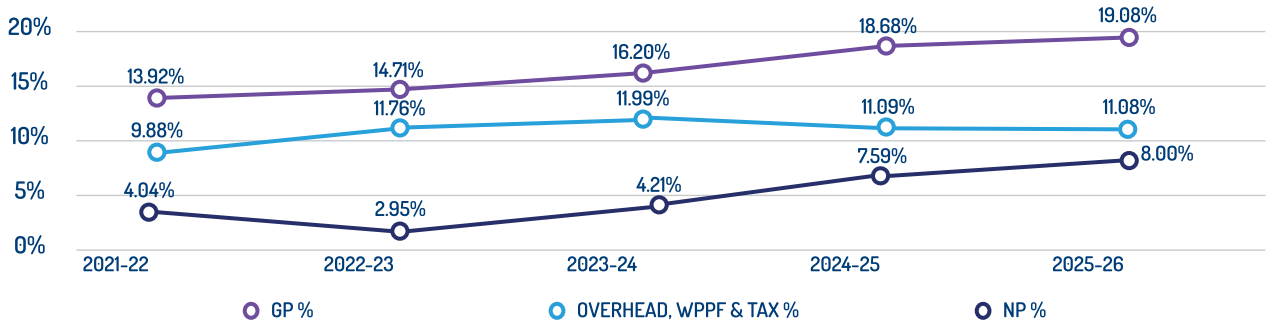
Particulars	2025-26	2024-25	2023-24	2022-23	2021-22
Cost of Raw Materials	10,296.35	11,817.27	8,919.40	7,762.21	8,227.44
Other Production Overhead	3,602.13	3,412.42	2,812.51	2,340.05	2,394.14
Total Cost of Production	13,898.48	15,229.69	11,731.91	10,102.26	10,621.58
Cost per Yard in BDT	234.15	242.06	237.22	194.40	189.92
% of Raw Materials Cost to Production:	74.08	77.59	76.03	76.84	77.46
Cost of Goods Sold (COGS	13,970.17	15,098.28	11,951.41	9,462.84	10,675.33
Revenue	17,264.17	18,565.77	14,261.38	11,094.99	12,401.55
% of COGS to Revenue	80.92	81.32	83.80	85.29	86.08
Gross Profit (GP)	3,293.99	3,467.48	2,309.97	1,632.15	1,726.22
GP Ratio	19.08	18.68	16.20%	14.71%	13.92%
Net Profit after Tax	1,381.75	1,408.90	600.39	327.28	501.31
NP Ratio	8.00	7.59	4.21%	2.95%	4.04%

Unit Cost Calculation	2025-26
Total COGS- (in million BDT)	13,970.17
(Less) Proportionate Cost of Yarn Export Sale- (in million BDT)	1,321.48
COGS for Fabric- (in million BDT)	12,648.69
Fabric sold during the year- (in million yard)	54.02
Cost Per Yard of Fabric (in BDT)	**234.15**

COMPARATIVE COST ANALYSIS IN GRAPH

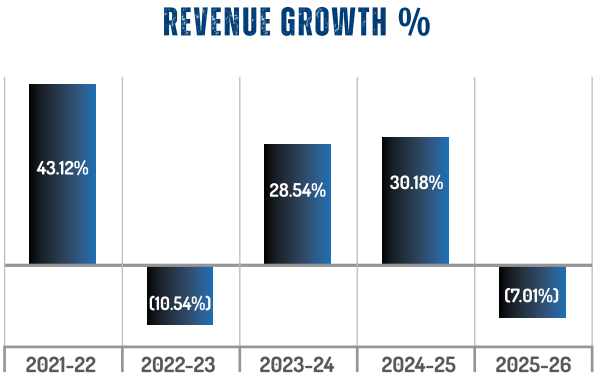


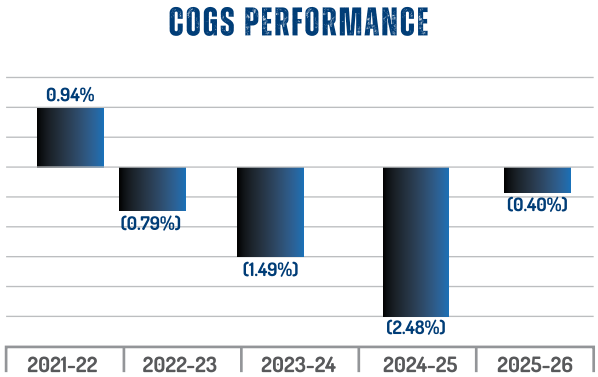
MARGIN TREND

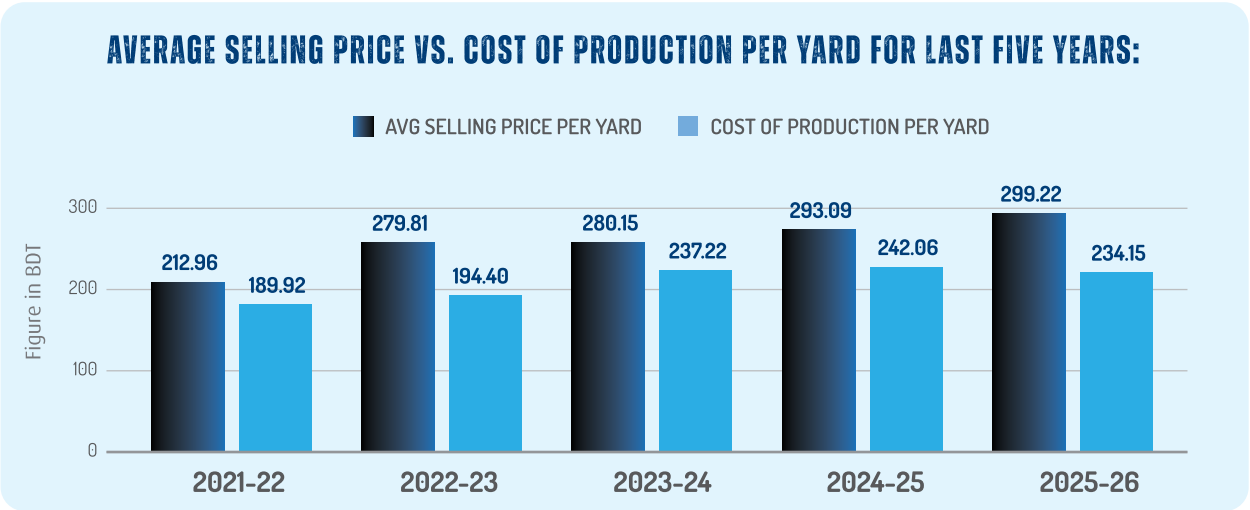


Revenue Growth Vs. COGS

Particulars	2025-26	2024-25	2023-24	2022-23	2021-22
Revenue (in million BDT)	17,264.17	18,565.77	14,261.38	11,094.99	12,401.55
Revenue Growth Rate	(7.01)	30.18	28.54%	(10.54%)	43.12%
COGS (in million BDT)	13,970.17	15,098.28	11,951.41	9,462.84	10,675.33
% of COGS to Revenue	80.92%	81.32%	83.80%	85.29%	86.08%
COGS Performance	(0.40%)	(2.48%)	(1.49%)	(0.79%)	0.94%







Significant Events Relating to Financial Operating Results

This year, Envoy Textiles Limited maintained a relatively stable financial performance despite a slight decline in earnings. The company's net profit decreased marginally to BDT 138.18 crore from BDT 140.89 crore in FY 2025–26, while EPS declined from BDT 8.40 to BDT 8.24 compared with the previous year. However, operating cash generation improved significantly, with NOCFPS rising from BDT 4.77 to BDT 14.88, and NAV per share increasing from BDT 58.32 to BDT 60.33. The company also recommended a higher cash dividend of 32.5%, compared with 30% in the previous year. The Following reports provides a detailed analysis of our performance compared to the previous year.

Financial Performance at a Glance (All figures in Million BDT, unless stated otherwise)

Key Performance Indicators	2025-26	2024-25	Changes
Revenue	17,264.17	18,565.77	(7.01%)
Gross Profit (GP)	3,293.99	3,467.48	(5.00%)
Net Profit after Tax	1,381.75	1,408.90	(1.92%)
Earnings Per Share (EPS) in BDT	8.24	8.40	(1.90%)
Net Operating Cash Flow Per Share (NOCFPS) in BDT	14.88	4.77	211.95%
Net Asset Value (NAV) Per Share in BDT	60.33	58.32	3.45%

Detailed Analysis of Financial Results

Revenue Growth

During FY 2025–26, the Company generated total revenue of BDT 17,264.17 million, reflecting a 7.01% decline compared with the previous financial year. This decline was primarily due to lower export volumes of fabrics, as production and dispatch operations were affected by a reduced number of operational working days—mainly due to the national elections, days of national mourning, and similar events. Despite these external disruptions, the Company maintained a resilient operational base and continues to focus on restoring export volumes and driving growth in the coming year.

Profitability and Margin

During FY 2025–26, Gross Profit and Net Profit After Tax decreased compared to the previous year. However, both profit margins improved marginally, reflecting effective strategic cost management.

Gross Profit Margin:

The Gross Profit Margin increased by 0.40 percentage points, primarily driven by a reduction in raw material costs, particularly raw cotton, coupled with an increase in the selling price of fabric per yard. As a result, the Gross Profit Ratio improved from 18.68% to 19.08%. This 0.40 percentage point improvement contributed significantly to the overall improvement in profitability.

Strategic Cost Efficiency:

COGS as a percentage of revenue decreased by 0.40 percentage points, reflecting enhanced cost efficiency. The improvement was primarily attributable to lower raw material costs, which offset the impact of higher factory overheads.

Net Profit Margin:

Although Envoy Textiles Limited experienced a decrease in Net Profit After Tax during the period, its net profit ratio increased by 0.41%. This indicates that the decline in revenue was proportionately higher than the decline in net profit. Consequently, the company was able to retain a slightly higher proportion of its revenue as net profit despite generating a lower absolute amount of profit. The improvement in the net profit ratio may also reflect relatively better control over operating expenses, production costs, finance costs, or other expenses compared with the decline in revenue.

Prudent Financial Management

Financial expenses decreased from BDT 1,375.31 million in the previous year to BDT 1,317.48 million in the current year, a reduction of BDT 57.83 million. This improvement was driven by efficient working capital management and access to the ADB loan facility in place of higher-cost local funding. Stronger recovery from receivables further strengthened the Company's cash flow and reduced the need for short-term or higher-cost financing. Overall, the reduction in financial expenses reflects improved working-capital management and a more favorable financing position.

The prudent financial management directly improved our balance sheet and enhanced value for our shareholders.

- Earnings Per Share (EPS): EPS decreased to BDT 8.24 from BDT 8.40, reflecting a slight decline in earnings attributable to each shareholder.
- Net Asset Value (NAV) Per Share: NAV per share grew by 3.45% to BDT 60.33, indicating a stronger underlying financial foundation driven by accumulated retained earnings.
- Net Operating Cash Flow Per Share (NOCFPS): Increased to BDT 14.88 from BDT 4.77. This demonstrates that our core business operations are generating more robust cash flow, ensuring operational liquidity and financial stability through improved collection and working capital management.

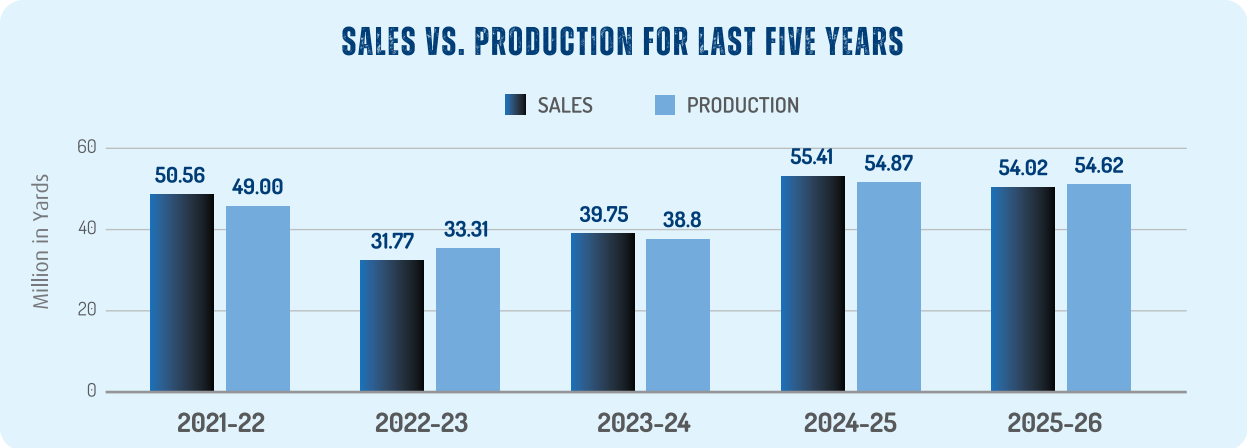
The FY 2025–26 financial performance of Envoy Textiles Limited can be viewed as financially stable and fundamentally positive. Although the company experienced a very marginal decline in EPS, the improvement in NAV and especially operating cash flow indicates stronger financial resilience. Continued capacity expansion, efficient cost management, improved working-capital management, and sustained export demand will be important for maintaining profitability and achieving further growth in the coming year.

MARKETING OPERATION

Sales of Fabrics

in million yards

	2025-26	2024-25	2023-24	2022-23	2021-22
Deemed Export- Local RMG	46.41	51.91	34.42	25.39	40.78
Direct Export- International Market	7.61	3.50	5.28	6.34	9.74
Others Fabrics Sales	-	-	0.047	0.039	0.035
Total Sales of Fabrics	**54.02**	**55.41**	**39.75**	**31.77**	**50.56**



Selling Price Per Yard of Fabric

all figures are in BDT

	2025-26	2024-25	2023-24	2022-23	2021-22
Deemed Export- Local RMG	295.11	290.14	275.07	269.45	205.25
Export/Direct International Market	324.31	334.56	314.56	321.64	245.55
Others Fabrics Sales	-	-	146.81	170.00	155.00
Weighted Average Selling Price per Yard	**299.22**	**293.09**	**280.15**	**279.81**	**212.96**

Fabrics Sales

all figures are in million BDT

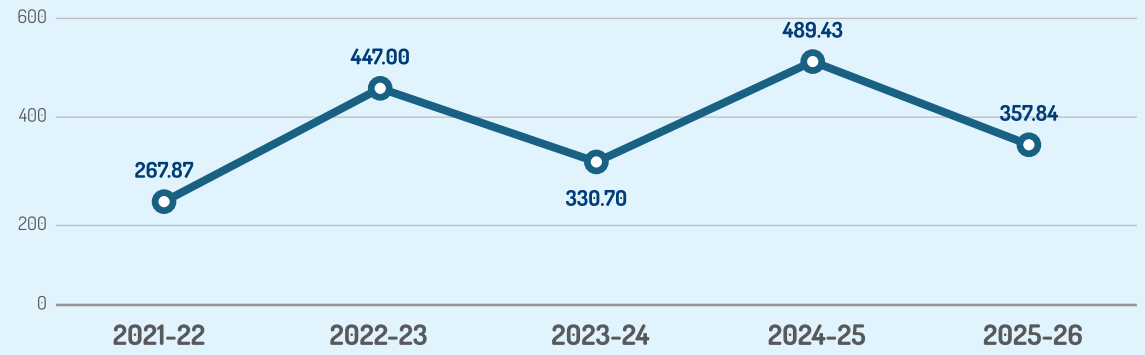
	2025-26	2024-25	2023-24	2022-23	2021-22
Deemed Export- Local RMG	13,696.08	15,061.09	9,468.01	6,841.42	8,369.93
Export- International Market	2,468.00	1,179.10	1,660.90	2,041.48	2,391.62
Others Fabrics Sales	-	-	6.90	6.63	5.51
Total Sales	**16,164.08**	**16,240.19**	**11,135.81**	**8,889.53**	**10,767.06**

CONTRIBUTION TO NATIONAL EXCHEQUER

all figures are in million BDT

	2025-26	2024-25	2023-24	2022-23	2021-22
Corporate Income Tax	97.83	255.48	115.79	171.06	118.64
Advance Income Tax (TDS)	147.80	130.23	137.09	58.68	58.85
VAT	24.19	17.52	11.61	8.06	8.14
Import Duty	79.09	78.38	64.26	208.16	75.79
Stamp Duty	1.80	5.85	0.35	0.31	0.53
Licence Fees etc.	7.13	1.98	1.60	0.73	5.92
Total	**357.84**	**489.43**	**330.70**	**447.00**	**267.87**

NATIONAL EXCHEQUER IN GRAPH

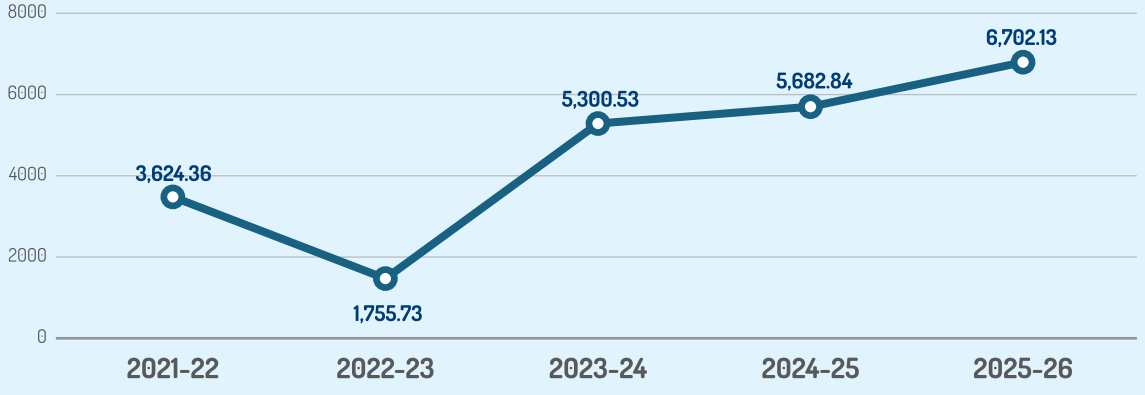


FOREIGN EXCHANGE EARNED/SAVED

all figures are in million BDT

	2025-26	2024-25	2023-24	2022-23	2021-22
Export Earnings	17,264.17	18,565.77	14,196.41	10,778.30	12,050.98
Import Cost:					
Raw Material Yarn	1,843.10	3,144.09	213.58	894.26	2,162.86
Raw Material Cotton	6,866.27	7,971.49	7,655.17	6,694.25	4,611.43
Raw Material Dyes & Chemical	1,489.22	1,381.04	973.55	1,168.74	1,437.91
Spare Parts	314.56	323.94	2.09	199.23	188.97
Miscellaneous	48.88	62.37	51.49	66.07	25.45
Net Export Earned/ Saved	**6,702.13**	**5,682.84**	**5,300.53**	**1,755.73**	**3,624.36**

FOREIGN EXCHANGE SAVED IN GRAPH

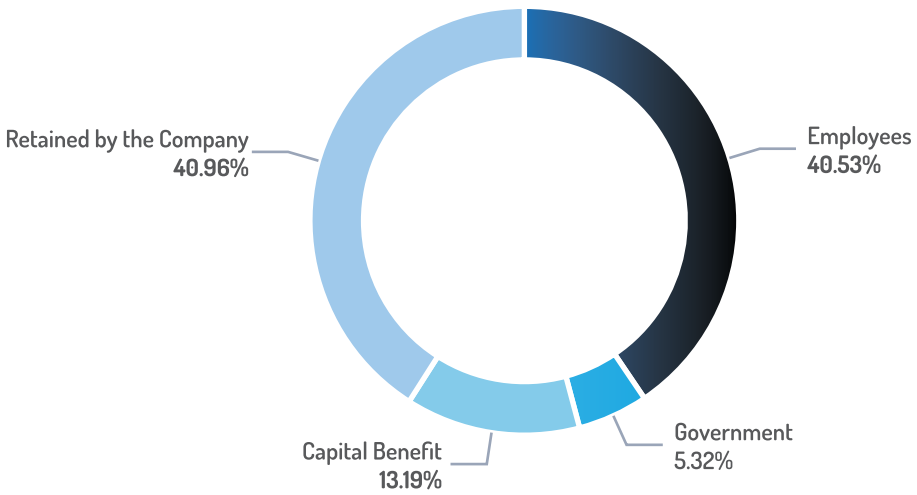


VALUE ADDED STATEMENT

all figures are in million BDT

Particulars	30 June 2026 Amount	30 June 2025 Amount
Source of Fund:		
Net Sales Revenue	17,264.17	18,565.77
Less: Purchase of Raw Materials and Services	(13,627.10)	(14,840.37)
Other Income	179.34	41.79
Total	**3,816.41**	**3,767.19**
Application of Fund:		
Employees		
Salary, Wages and Other Benefits	1,472.96	1,292.27
Contribution to Workers Profit Participation Fund	73.98	80.26
	1,546.94	**1,372.53**
Government		
Corporate Income Tax	122.02	213.80
Other Government Duties	80.90	84.22
	202.92	**298.02**
Capital Benefit		
Cash Dividend	**503.20**	**335.47**
Retained by the Company		
Depreciation & Ammortization	684.80	687.73
Retained Earnings	878.55	1,073.44
	1,563.35	**1,761.17**
Total	**3,816.41**	**3,767.19**

DISTRIBUTION OF VALUE ADDITION IN FY 2025-2026

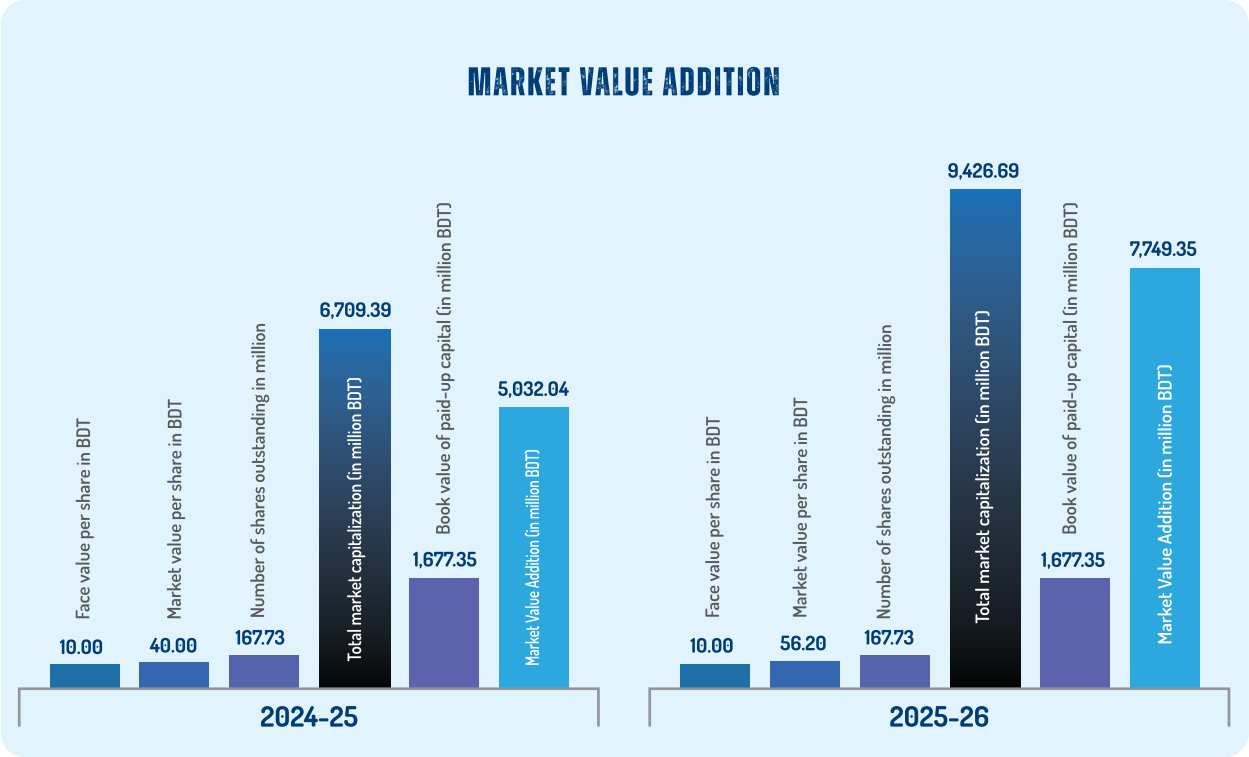


Market Value Added Statement

For the year ended 30 June 2026

Market Value Added Statement reflects the company's performance evaluated by the market through the share price. This amount is derived from the difference between market capitalization and book value of the outstanding shares. It signifies the enhancement of financial solvency as perceived by the market.

Particulars	as on 30 June 2026	as on 30 June 2025
Face value per share (in BDT)	10.00	10.00
Market value per share (in BDT)	56.20	40.00
Number of shares outstanding (in million)	167.73	167.73
Total market capitalization (in million BDT)	9,426.69	6,709.39
Book value of paid-up capital (in million BDT)	1,677.35	1,677.35
Market Value Addition (in million BDT)	7,749.35	5,032.04



CORPORATE AND FINANCIAL REPORTING FRAMEWORK

The Directors of Envoy Textiles Limited, in conformity with the BSEC Notification No. SEC/CMRRCD/2006-158/207/Admin/80 dated 03 June, 2018; complies with the financial reporting framework for the following:

- The financial statements, prepared by the management of Envoy Textiles make a fair presentation of its activities, operational details and results, cash flow information and changes in equity structure;
- Proper books and accounts of the Company have been maintained;
- Appropriate accounting policies, including International Accounting Standards (IAS), International Financial Reporting Standards (IFRS), as applicable in Bangladesh, have been consistently applied in preparation of the financial statements. Any change or deviation has been adequately disclosed;
- Accounting estimates are based on reasonable and prudent judgment;
- Internal control processes have been properly designed and effectively implemented and monitored;
- There were related party transactions during the year 2025-26, which are disclosed in note no.37.00 of the financial statements;
- No significant doubt exists upon the Company's ability to continue as a going concern.

KEY OPERATING AND FINANCIAL DATA

Key operating and financial information for the last five years, as per the requirement of condition (1)(5)(xix) of BSEC Notification No. BSEC/CMRRCD/2006-158/207/Admin/80 dated 03 June 2018, is presented in 'Annexure I' titled 'Key Operating and Financial Data.'

DECLARATION

The declaration by the CEO and the CFO to the Board, as required under condition No. 3(3) of BSEC Notification, condition no. BSEC/CMRRCD/2006-158/207/Admin/80 dated 03 June 2018, has been disclosed in 'Annexure- A.

SHAREHOLDING PATTERN

The shareholding Patterns of the company as of 30 June 2026, are stated in 'Annexure II' of this Report as per condition no. 1(5) (xxiii) of the BSEC Notification No. BSEC/CMRRCD/2006-158/207/Admin/80 dated 03 June 2018.

BOARD MEETING, ATTENDANCE & REMUNERATION TO THE DIRECTORS

During the year ended 30 June 2026, a total number of nine (9) meetings of the Board were held. Attendance by the Directors and remuneration to the Directors has been summarized in Annexure- III of this report as per condition no.1(5) (xxii) & 1(5) (x) of the BSEC Notification No. BSEC/CMRRCD/2006-158/207/Admin/80 dated 03 June 2018. The fees and remuneration paid to the Directors during the year 2025-26 have been mentioned in Note 38.01 and 38.02 of the Financial Statements.

PROPOSED DIVIDEND

The Board has recommended a cash dividend rate of **32.50%** for the year ended 30 June 2026, which is subject to approval in the ensuing 31st Annual General Meeting.

STOCK DIVIDEND

The Board has decided not to recommend any stock dividend for the year ended 30 June 2026. This is to confirm that no Bonus Share shall be declared as interim dividend.

UNCLAIMED DIVIDEND

In compliance with condition 3 (vii) of BSEC Directive, vide Ref. No. BSEC/CMRRCD/2021-386/03 dated 14 January 2021, we have enclosed the summary of Unclaimed Dividends up to the year 2022 in 'Annexure VI'. For detailed information, please visit our website where the complete details are available.

DISTRIBUTION OF PROFIT

The Board of Directors has put forth a recommendation for the allocation of profits, taking into account a steady dividend payout ratio. The details are as follows:

a) Net Profit after Tax for the fiscal year ending on 30 June 2026: BDT 1,381,754,282.00

b) Proposed Cash Dividend (subject to tax deduction): BDT 545,137,993.00

c) Retained Earnings: BDT 836,616,289.00

DIRECTORS RE-APPOINTMENT

Based on the recommendation of the Nomination & Remuneration Committee and in accordance with the provisions outlined in Articles 125 and 126 of the Company's Articles of Association, the Board, in its 256th meeting held on 27 September 2026, has proposed the retirement by rotation of the current Directors, namely Mr. Kutubuddin Ahmed, Mr. Sk. Bashir Ahmed (Nominee of Envotech Aviation Ltd.), and Mr. Dinesh Gope Virwani (Nominee of Cosmopolitan Industries Pvt. Ltd.) at the upcoming 31st Annual General Meeting. It was further suggested that they be considered for re-appointment and re-election as Directors of the Company, as they meet the eligibility criteria for such positions.

The brief resumes of the appointee Directors are enclosed as 'Annexure IV', in compliance with Provision (1)(5)(xxiv) of the BSEC Notification dated 3rd of June 2018

AUDITORS APPOINTMENT

M/S MABS & J partners, Chartered Accountants, conducted audit of the Company for the fiscal year 2025-26, completing their first year of audit since their appointment, for a fee of BDT 450,000.00 (Four Hundred Fifty Thousand) only. They are eligible for re-appointment at the ensuing 31st AGM until the conclusion of 32nd AGM, in accordance with the provision of BSEC Order No. BSEC/CMRRCD/2006-158/208/Admin/81 dated 20 June 2018 and Regulation 15(3) of the Stock Exchanges (Listing) Regulations, 2015.

Upon recommendation of the Audit committee, the Board of Directors at its 256th meeting held on 27 September 2026 proposed M/S MABS & J Partners, Chartered Accountants, SMC Tower (Level 5 & 7), 33, Banani C/A, Dhaka-1213 to be re-appointed for the year 2026-2027 until conclusion of the 32nd Annual General Meeting of the Company at a remuneration of BDT 500,000.00 (Five Hundred Thousand) only. They will hold office until the conclusion of the 32nd Annual General meeting and will audit the accounts for the year ending on 30 June 2027. The appointment of the Auditors will be presented for approval of the members at the 31st Annual General Meeting.

RE-APPOINTMENT OF INDEPENDENT DIRECTORS

The Board of Directors, at its 255th meeting on 17 September 2026, reappointed Mr. Fakhruddin Ahmed, FCMA, FCA and Barrister Muhammad Shafiqur Rahman, as Independent Directors for another three- year term. In compliance with the Corporate Governance Code, 2018 the Nomination and Remuneration Committee (NRC), at its 34th Meeting held on 16 June 2026, conducted a thorough review of Mr. Fakhruddin Ahmed, FCMA, FCA and Barrister Muhammad Shafiqur Rahman's credentials. Following this detailed assessment, the NRC unanimously recommended their reappointment.

To ensure full regulatory compliance, an application seeking the consent for this reappointment, along with all supporting documents, was submitted to the Bangladesh Securities and Exchange Commission (BSEC). We are pleased to report that the BSEC has granted its formal consent for this reappointment vide its letter no. BSEC/ICA/CG/2023/125/part-i/381 dated 24 August 2026.

In accordance with the BSEC notification and relevant laws, the reappointment of the said Independent Directors will be presented for approval by the members at the 31st Annual General Meeting.

APPOINTMENT OF PROFESSIONAL ACCOUNTANT/ SECRETARY

In order to obtain a certificate of compliance with the corporate governance code set by the Bangladesh Securities & Exchange Commission (BSEC) for the year 2026-27, it is necessary to appoint a practicing Professional Accountant/ Secretary to conduct a compliance audit.

The Board of Directors at its 257th meeting held on 27 October 2026 proposed the appointment of M/S Quazi Sabnam & Associates House # 151/5, Block # 13, Monipuripara, Farmgate, Tejgaon, Dhaka-1215 to conduct the compliance audit for the year 2026-2027 at a remuneration of BDT 60,000.00 (Taka Sixty Thousand) only.

The appointment of the Corporate Governance Compliance Auditor will be presented for approval by the members at the 31st Annual General Meeting.

INDEPENDENT VOTING SCRUTINIZER

According to BSEC Directives No. BSEC/CMRRCD/2009-193/08 dated 10 March 2021, the company has appointed M/S Mohammadullah & Associates, Suite: B6, Samata Tower, House: 47/B, Road: 2, Chand Housing, as an Independent Voting Scrutinizer during its 257th Board meeting held on 27 October 2026. The purpose of this appointment is to ensure a fair and transparent election process and to authenticate voting results for the 31st Annual General Meeting, which to be conducted via a hybrid platform.

INDEPENDENT SERVICE PROVIDER

According to BSEC Directives No. BSEC/CMRRCD/2009-193/08 dated 10 March 2021, the company has appointed SATCOM IT Limited, Rupayan Shopping Square (9th Floor), Plot # C-2, Block # G, Bashundhara, Dhaka-1229 as an Independent Service Provider during its 257th Board meeting held on 27 October 2026. According to the BSEC directive, the Independent Service Provider will offer hybrid platform for conducting the 31st Annual General Meeting and facilitating e-voting.

CHANGE OF THE REGISTERED NAME OF THE COMPANY

The Board of Directors, at its 256th meeting, discussed and approved in principle the proposal to change the registered name of the Company from "Envoy Textiles Limited" to **"Envoy Textiles PLC."** in line with Section 11A of the Companies Act, 1994 (Act No. 18 of 1994), as amended, subject to the approval of the shareholders by way of a special resolution at the forthcoming Annual General Meeting (AGM). Upon obtaining shareholders' approval, the Company shall apply to the Registrar of Joint Stock Companies and Firms (RJSC) for written approval of the proposed change of name. The change of name shall take effect upon completion of the prescribed legal formalities and issuance of the certificate of incorporation under the new name by the RJSC.

MANAGEMENT'S DISCUSSION AND ANALYSIS

The Management's Discussion and Analysis Report for the year under review, as stipulated under provision 5(xxv) of the BSEC Notification dated 3 June 2018, Ref. No. BSEC/CMRRCD/2006-158/207/Admin/80, is provided as 'Annexure V' to this report.

CORPORATE GOVERNANCE COMPLIANCE AUDIT

Pursuant to the provision of BSEC Notification No. BSEC/CMRRCD/2006-158/207/Admin/80 dated June 03, 2018, the Board of Directors appointed M/S Quazi Sabnam & Associates, Chartered Secretaries and Management Consultants, as the practicing Professional Accountant to conduct the Corporate Governance Compliance Audit of the Company for the financial year ended 30 June 2026.

The Corporate Governance Compliance Audit Report and its corresponding Certificate are attached herewith as Annexure-B and Annexure-C. The Compliance Audit Report does not include any qualifications, reservations, or adverse remarks.

STATUS OF CORPORATE GOVERNANCE COMPLIANCE

The status of compliance with the conditions imposed by the Bangladesh Securities and Exchange Commission's Notification No. BSEC/CMRRCD/2006-158/207/Admin/80 dated 03 June 2018, and amendments thereon dated 16 October 2023 is enclosed as Annexure VII.

UTILIZATION OF PROCEEDS FROM PUBLIC ISSUES

The Company conducted its Initial Public Offering (IPO) in 2012. The funds raised from the public offerings have been completely utilized and duly reported.

FINANCIAL RESULTS AFTER PUBLIC ISSUE OF SHARES

The Company initiated its public offering of shares in 2012. Over the reporting financial years, the revenue has exhibited a gradual increase since the public issue. However, the profitability has declined in the past three years due to factors such as high-power costs, rising raw material expenses, and the adverse impact of low demand caused by the Covid-19 pandemic.

Nevertheless, the Company has successfully managed to rebound and overcome the challenges posed by the Covid-19 pandemic in the year 2021-22.

Apparel demand in the US and EU has indeed experienced a significant decrease over the past year, largely attributed to the economic slowdown resulting from the ongoing Russia-Ukraine conflict. This decline has been further compounded by other factors, such as elevated interest rates and

inflation, significantly influencing consumer behavior. As a result, the net profit for the year 2022-23 has been impacted by these factors.

Revenue surged significantly in the fiscal year 2024-25 by 30.60% primarily fueled by a significant increase in international demand for denim fabrics. As a result, net profit saw an impressive increase of 134.66 % compared to the previous year.

During the fiscal year 2025–26, Envoy Textiles Limited maintained relatively stable financial performance despite a slight decline in profitability from 2024-25. The company's net profit decreased marginally to approximately BDT138.18 crore from BDT140.89 crore in FY 2025–26, while EPS declined from BDT 8.40 to BDT 8.24. However, operating cash generation improved significantly, with NOCFPS rising from BDT4.77 to BDT14.88, and NAV per share increased from BDT 58.32 to BDT 60.33. The decline in performance was primarily attributable to a combination of a reduced number of working days and weaker export demand of Denim and Yarn.

MINORITY INTEREST

The Company ensures the protection of minority shareholders' interests by preventing any abusive actions undertaken by controlling shareholders, whether directly or indirectly. Additionally, effective mechanisms for redress are in place to address any concerns or grievances.

During the year 2025-26, the Board did not make any decisions that could potentially harm the interests of minority shareholders.

ADB LOAN FACILITY

We are pleased to inform you that the company has received a disbursement of USD 26 million under the Sustainability Linked Loan facility from the Asia Development Bank (ADB), against the total sanctioned amount of USD 30 million. The proceeds have been utilized for sustainability related projects. Earlier, the company also received a disbursement of USD 11 million in 2023 under a separate loan facility, against which the outstanding amount currently stands at BDT 900.90 million.

STATUS OF ISSUANCE OF PREFERENCE SHARES

In line with the Company's strategic objectives to optimize its capital structure and fund growth initiatives, the Board has utilized the instrument of preference shares to secure financing under favorable terms.

Our first issuance in 2019 successfully raised Taka 320 million through 32 million preference shares. The proceeds were pivotal in supporting our capital investment in BMRE projects and reducing high-cost debt, thereby strengthening our financial foundation. We are pleased to report to the shareholders that this initial tranche of preference shares has been fully redeemed as planned.

To further fuel the Company's expansion and enhance profitability, a second private placement was executed in 2022, raising Taka 870 million through the issuance of 87 million preference shares. These funds were strategically allocated to finance our venture into blended yarn production and to prepay another portion of high-cost borrowing. These shares, like the previous issuance, are fully redeemable, cumulative, and non-convertible, with redemption occurring in semi-annual, equal installments on an arrear basis.

As of 30 June 2026, the outstanding balance of preference shares stands at BDT 174.00 million. The Board remains committed to a disciplined approach to capital management and will continue to ensure the timely redemption of these instruments in accordance with their terms

STATUS OF ZERO-COUPON BOND

In a continued effort to diversify our funding sources and secure long-term, cost-effective capital, the Company successfully issued a 5-year Zero-Coupon Bond with a face value of BDT 2,000.00 million through a private placement in 2022.

This strategic financing instrument was pivotal in funding two critical objectives: the development of our Captive Power Plant and the prepayment of a portion of our high-cost borrowing.

The bond is being redeemed in accordance with its scheduled repayment plan. As of 30 June 2026,

the outstanding balance of the bond stands at BDT 620.33 million. The Board is fully committed to the prudent management of our liabilities and will ensure the continued timely redemption of this instrument.

GOING CONCERN

The Directors, after conducting necessary inquiries, are confident that no significant uncertainties that raise doubts about the Company's ability to continue as a going concern have been identified. They reasonably expect that the Company possesses sufficient financial resources to sustain its operations for the foreseeable future. Hence, these financial statements have been prepared based on the going concern assumption.

MANAGEMENT APPRECIATION

The Board of Directors of the Company would like to extend sincere thanks and gratitude to its Stakeholders, Customers, Financiers, Government of Bangladesh, Bangladesh Securities and Exchange Commission, Dhaka Stock Exchange PLC., Chittagong Stock Exchange PLC., Registrar of Joint Stock Companies & Firms, National Board of Revenue Invest Bangladesh Authority (IBA) and other regulatory authorities for their continued guidance, co-operation and support.

The Board of Directors of the Company also likes to express appreciation to the employees for their co-operation, all-out efforts and commitment for salvaging the company and protecting interest of the honorable stakeholders as well. I also extend my heartfelt thanks and gratitude to our honorable shareholders for their trust in the Board of Directors of Envoy Textiles Limited.

On behalf of the Board of Directors,

Kutubuddin Ahmed
Chairman
Wednesday, 28 October 2026
Dhaka


LEADERSHIP IN ENERGY & ENVIRONMENTAL DESIGN
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ANNEXURES

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Annexures to the Directors' Report

Annexure I

KEY OPERATING AND FINANCIAL DATA:

figures in million BDT, except mentioned in otherwise

Particulars	2025-26	2024-25	2023-24	2022-23	2021-22
Revenue	**17,264.17**	**18,565.77**	**14,261.38**	**11,094.99**	**12,401.55**
Cost of Goods Sold	13,970.17	15,098.28	11,951.41	9,462.84	10,675.33
Gross Profit	**3,294.00**	**3,467.49**	**2,309.97**	**1,632.15**	**1,726.22**
Operating Expenses	602.30	446.09	373.62	330.65	339.00
Financial Expenses	1,317.48	1,377.75	1,232.51	763.26	724.93
Profit/[Loss] after Financial & Operating Expenses	**1,374.22**	**1,643.65**	**703.84**	**538.24**	**662.29**
Other Income/ [Expenses]	179.34	41.79	48.15	48.37	(36.07)
Net Profit Before WPPF	**1,553.56**	**1,685.44**	**751.99**	**586.61**	**626.22**
Contribution to WPPF	73.98	80.26	35.81	25.86	29.82
Net Profit Before Tax	**1,479.58**	**1,605.18**	**716.18**	**560.75**	**596.40**
Provision for Income Tax	97.83	196.29	115.79	189.94	95.09
Net Profit after Tax	**1,381.75**	**1,408.90**	**600.39**	**370.81**	**501.31**
Gross Profit %	19.08	18.68	16.20	14.71	13.92
Net Profit %	8.00	7.59	4.21	3.34	4.04
Number of Share Outstanding	**167.73**	**167.73**	**167.73**	**167.73**	**167.73**
Face Value in BDT	10.00	10.00	10.00	10.00	10.00
Total Assets	**25,200.19**	**26,848.83**	**23,986.00**	**20,702.33**	**19,721.35**
Total Fixed Assets	13,210.47	12,394.81	12,344.37	10,421.36	10,407.07
Total Current Assets	11,989.72	14,454.02	11,641.63	10,280.97	9,314.28
Total Long Term Liability	5,969.32	3,727.72	5,852.89	6,336.59	6,168.26
Total Short Term Liability	9,111.26	13,338.49	9,422.33	7,896.09	7,144.05
Shareholders' Equity	10,119.61	9,782.62	8,710.78	6,469.65	6,409.04
Current Ratio	1 : 1.32	1 : 1.08	1 : 1.24	1 : 1.30	1 : 1.30
Net Asset Value [NAV] in BDT	**60.33**	**58.32**	**51.93**	**38.57**	**38.21**
Net Operating Cash Flows Per Share in BDT	**14.88**	**4.77**	**3.68**	**6.99**	**3.43**
Earnings Per Share [EPS] in BDT	**8.24**	**8.40**	**3.58**	**1.95**	**2.99**
Cash Dividend	**32.50%**	**30%**	**20%**	**15%**	**15%**
Stock Dividend	Nil	Nil	Nil	Nil	Nil
Year end Market Price [DSE] in BDT	56.20	40.00	35.60	43.90	44.20
Year end Market Price [CSE] in BDT	54.40	39.00	33.50	44.60	43.90
Year end P/E Ratio [DSE]	6.82	4.76	9.94	22.51	14.78
Year end P/E Ratio [CSE]	6.60	4.64	9.36	22.87	14.68

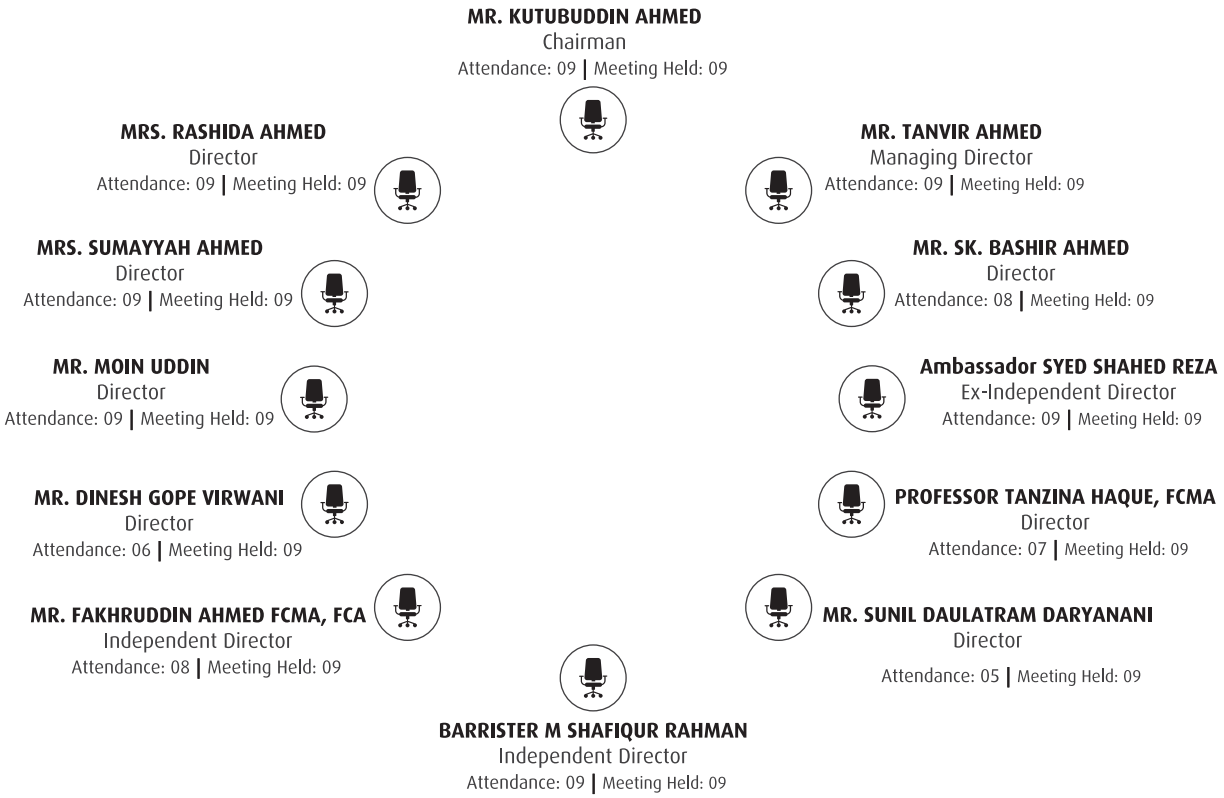
Annexure II

PATTERN OF SHAREHOLDING AS ON 30 JUNE 2026

Sl. No.	Name of the Shareholders	Position	Shares held	%
(i)	**Parent/subsidiary/ Associated companies and other related parties**			
(ii)	**Directors, Chief Executive Officer, Chief Financial Officer, Company Secretary, Head of Internal Audit and their spouses and childrens:**			
01	Mr. Kutubuddin Ahmed	Chairman	18,595,059	11.09%
02	Mr. Tanvir Ahmed	Managing Director	16,144,471	9.63%
03	Mr. Fakhruddin Ahmed FCMA, FCA	Independent Director	-	-
04	Barrister Muhammad Shafiqur Rahman	Independent Director	-	-
05	Professor Tanzina Haque, FCMA	Independent Director		
06	Mr. Sk. Bashir Ahmed (Nominee of Envotech Aviation Ltd.)	Director	4,148,336	2.47%
07	Mrs. Rashida Ahmed	Director	3,354,774	2.00%
08	Mrs. Sumayyah Ahmed	Director	7,734,469	4.61%
09	Mr. Sunil Daulatram Daryanani (Nominee of Epic Garments Manufacturing Co. Ltd.)	Director	4,662,000	2.78%
10	Mr. Moin Uddin (Nominee of Sheltech Ceramics Ltd.)	Director	3,364,695	2.01%
11	Mr. Dinesh Gope Virwani (Nominee of Cosmopolitan Industries Pvt. Ltd.)	Director	3,780,000	2.25%
(iii)	**Chief Executive Officer, Chief Financial Officer, Company Secretary, Head of Internal Audit and their spouses and childrens:**			
1	Mr. Tushar Tripathi	Chief Executive Officer	19,351	0.012%
2	Mr. Saiful Islam, FCMA	Chief Financial Officer	Nil	0%
3	Mr. M Saiful Islam Chowdhury, FCS	Company Secretary	13,287	0.008%
4	Mr. Mohammad Ataur Rahman, ACMA	Head of Internal Audit & Compliance	Nil	0%
(iv)	**Top 5 salaried Executives other than those Executives mentioned above:**			
1	Mr. Manish Joginder Khanna	Marketing Director	19,351	0.012%
2	Mr. Mesut Celik	Consultant Research & Development	Nil	0%
3	Mr. Nanda Dulal Biswas	Head of Plant	Nil	0%
4	Mr. Shama Proshad Ghosh	Deputy Plant Head & Head of Administration	15,000 Nil	0.009% 0%
5	Mr. Ilyas Yigit	Consultant, Washing	Nil	0%
(v)	**Shareholders holding 10% or more voting interest in the Company**		**Nil**	

Annexure III

THE NUMBER OF BOARD MEETINGS AND THE ATTENDANCE OF DIRECTORS DURING THE YEAR 2025-26 WERE AS FOLLOW:



Annexure IV

BRIEF RESUME OF THE DIRECTORS WHO SEEK RE-APPOINTMENT IN THE ENSUING 31ST AGM

Name & brief resume of the directors who seek re-appointment in the ensuing AGM	Nature of his/ her expertise in specific functional areas	Names of companies in which the person also holds the directorship	The Membership of committees of the board.
Mr. Kutubuddin Ahmed is the Founder of Envoy Textiles Ltd and Chairman of the Company. He began his business career in 1984 by setting up Envoy Ltd and later he initiated Envoy Group's forward integration journey from Garments into Textiles. An Engineering Graduate from Bangladesh University of	Entrepreneurship, Corporate Management & Leadership	1 KTS Syndicate Ltd. 2 KS Builders Ltd. 3 Canopus Syndicate Ltd. 4 Opal Properties Ltd. 5 Sheltech Holdings Ltd. 6 Orex Net Work Ltd. 7 Advanced Comtech Machines Ltd. 8 Lunar International Ltd. 9 Emerald Trading Ltd.	

Name & brief resume of the directors who seek re-appointment in the ensuing AGM	Nature of his/ her expertise in specific functional areas	Names of companies in which the person also holds the directorship	The Membership of committees of the board.
Engineering and Technology (BUET), he is focused on the organization's growth by continuously improving the products, services and processes; developing the people; deploying new technologies and working closely with the stakeholders. His primary objective is to accomplish the mission of Envoy Textiles Ltd., which is to be a one of the best world class denim Textiles manufacturers in Asia. Throughout in his business career he has performed exceptionally well and reached to these heights where he has created a benchmark. A widely known business personality, Mr. Ahmed is associated with a number of businesses, trade & sporting organizations.		10 Geocentric Ltd. 11 Pinata Air International Ltd. 12 Peridot International Ltd. 13 KSM Preserves Ltd. 14 Sheltech (Pvt.) Ltd. 15 Sheltech Brokerage Ltd. 16 Splender Apts. Ltd. 17 People's Construction Ltd. 18 Starlit Apts. (Pvt.) Ltd. 19 Niloy Apartment Ltd. 20 Envoy Shipping Ltd. 21 Machinery Products Ltd. 22 Envoy LPG Products Ltd. 23 New Energy Solutions Ltd. 24 Envoy Air Services Ltd. 25 Envoy Products Ltd. 26 Envoy Packages Ltd. 27 Envoy Towers Ltd. 28 Nadia Garments Ltd. 29 Regional Power Ltd. 30 Sports Media Ltd. 31 Zizzi Resturant & Bar Ltd. 32 Aero Speed International Ltd. 33 Sheltech Engineering Ltd. 34 Bengal Meat Processing Industries Ltd. 35 Emerald Engineering Ltd. 36 Speedy Int'L Ltd. 37 Sheltech Consultant (Pvt.) Ltd. 38 Sheltech Technology Ltd. 39 Sheltech Ceramics Ltd. 40 Update Aviation Ltd. 41 Tradetech Aviation Ltd. 42 Food Zone Ltd. 43 Sheltech Express Ltd. 44 Sheltech Property Management Ltd. 45 Sheltech Aviation Ltd. 46 Sreemangal Tea Estate Ltd. 47 Sheltech Tours & Travels Ltd. 48 Tradetech Tours & Travels Ltd. 49 Speedy Ltd. 50 Envotech Aviation Ltd. 51 Sheltech Air Express Ltd. 52 Aero-Speed Ltd. 53 Grind Tech Ltd. 54 Skytech Air Solution Ltd. 55 Skytech Aviation Ltd.	

Name & brief resume of the directors who seek re-appointment in the ensuing AGM	Nature of his/ her expertise in specific functional areas	Names of companies in which the person also holds the directorship	The Membership of committees of the board.
		56 Sheltech Homes Ltd. 57 Envoy-Sheltech Aviation Ltd. 58 Sheltech Legacy Holdings Ltd. 59 Envoy Legacy Ltd. 60 VUMI Bangladesh Ltd. 61 Aero Speed Aviation Ltd. 62 E.Marge Holdings Ltd. 63 Agro & Fish Product Ltd. 63 Spain Bangladesh Agro Industries Ltd. 65 Alap Holdings Ltd.	
Mr. Sk. Bashir Ahmed joined the Board of Envoy Textiles Limited as a Nominee Director, representing Envotech Aviation Limited, one of the company's institutional shareholders, during the 27th Annual General Meeting on 24 August 2023. He holds a degree in Civil Engineering from Bangladesh University of Engineering & Technology (BUET). Though originally trained as an engineer, Mr. Ahmed's entrepreneurial spirit led him into the business world, where he has become one of Bangladesh's most prominent and accomplished businessmen. His leadership and exceptional communication skills have been instrumental in his business success. In addition to his professional achievements, Mr. Ahmed is an active sports organizer, having held various leadership roles within the sports sector.	Entrepreneurship, Corporate Management & Leadership	1 Lunar International Ltd. 2 Emerald Trading Ltd. 3 Chingri Bangla Ltd. 4 Geocentric Ltd. 5 Tradetech International Ltd. 6 Update Energy Ltd. 7 Reliable Power Sources Co. Ltd. 8 Aero-Speed International Ltd. 9 Tradetech Aviation Ltd. 10 Update Aviation Ltd. 11 Speedy International Ltd. 12 Envotech Aviation Ltd. 13 Aero-Speed Ltd. 14 Envoy-Sheltech Aviation Ltd. 15 Skytech Air Solution Ltd. 16 Skytech Aviation Ltd. 17 Skytech Tours & Travels Ltd. 18 Speedy Ltd. 19 Tradetech Tours & Travels Ltd. 20 Pinata Air International Ltd. 21 Aero-Speed Aviation Ltd. 22 Sheltech Air Express Ltd. 23 Sheltech Tours & Travels Ltd. 24 Sheltech Express Ltd. 25 Sheltech Aviation Ltd. 26 Sheltech (Pvt.) Ltd. 27 Sheltech Consultants (Pvt.) Ltd. 28 Sheltech Technology Ltd. 29 Sheltech Engineering Ltd. 30 Sheltech Homes Ltd. 31 Sheltech Property Management Ltd. 32 Grind Tech Ltd. 33 Agro & Fish Product Ltd. 34 Spain Bangladesh Agro Industries Ltd. 35 Alap Holdings Ltd.	

Name & brief resume of the directors who seek re-appointment in the ensuing AGM	Nature of his/ her expertise in specific functional areas	Names of companies in which the person also holds the directorship	The Membership of committees of the board.
Mr. Dinesh Gope Virwani, joined the Board of Envoy Textiles Limited during the 29th AGM on November 2, 2024, representing Cosmopolitan Industries (Pvt.) Ltd. Mr. Virwani, joined Epic Group in 1992, is known for his forward-thinking approach and exceptional business development skills. With hands-on expertise in manufacturing, he is primarily responsible for corporate planning, Business development, strategic partnerships, operational oversight, and risk management. His leadership has been instrumental in driving the success and expansion of Epic Group. Born on November 18,1974, he is an Indian national currently residing in Hong Kong SAR.	Marketing Management & Leadership	1. EPIC Garments Mfg. Co. Ltd. 2. Green Textiles Limited 3. Cosmopolitan Industries (Pvt.) Ltd. 4. Pearl Garments Company Ltd.	

Annexure V

MANAGEMENT'S DISCUSSION AND ANALYSIS

This report covers the operations and financial performance of the Company for the year ended 30 June 2026.

OVERALL REVIEW

Bangladesh has steadily emerged as one of the most influential players in the global denim industry, positioning itself as a major sourcing hub for leading international fashion brands. The country's success in denim is driven by sustained investment, a strong focus on sustainability, continuous innovation, and large-scale manufacturing capabilities.

According to recent export data, Bangladesh continues to rank as the leading denim exporter to both the United States and the European Union. In 2025, denim exports to the US market alone reached approximately USD 955.7 million, accounting for nearly 26% of total US denim imports. In the European Union, denim exports exceeded USD 1.64 billion, representing close to 30% of the EU denim market. This means that nearly one in every three denim garments sold in Europe is manufactured in Bangladesh.

This achievement has been driven by substantial local investment. Currently, nearly 50 mills are in operation, representing an investment of approximately BDT 25,000 crore and producing around 40 million yards of fabric per month. Bangladesh's world-leading commitment to sustainability—demonstrated by more than 200 LEED-certified green factories, the adoption of circular textile practices, and the implementation of innovative technologies such as laser finishing, ozone washing, and waterless dyeing—has further strengthened the country's competitive position in the global textile market.

Despite this impressive growth, Bangladesh's denim industry continues to face notable challenges. Rising energy costs, gas shortages, shipping delays, and global inflation have increased production expenses and disrupted manufacturing operations. In addition, political instability and uncertainty in global trade have weakened buyer confidence and affected order volumes.

The global denim jeans market is projected to reach USD 121.8 billion by 2030, offering Bangladesh a transformative opportunity. With its current export base of USD 2.9 billion, the country aims to achieve USD 5 billion in denim exports by 2030, supported by green technology, digital innovation, and market diversification.

FINANCIAL PERFORMANCE:

We are pleased to present an analysis of our cost, operating and earnings performance over the past six fiscal years, providing a clear view of how our operational costs, efficiency, and profitability have evolved.

COST OF RAW MATERIALS

The Cost of Raw Materials has shown a fluctuating pattern over the past five years, with significantly reduce in recent periods:

In 2025-26, it stood at BDT 10,296.35 million, marking a 12.87% decrease over 2024-25, mainly attributable to lower cotton and yarn input costs,

The cost in 2021-22 was BDT 8,227.44 million, relatively stable compared to the previous year, but it dropped significantly during 2020-21 due to lower production volumes and raw material prices (BDT 5,004.76 million).

The lowest raw material cost was in 2020-21 at BDT 5,004.76 million.

The percentage of raw material costs relative to total production costs has remained relatively stable, ranging between 68% to 77%, indicating that material costs are the dominant factor in production expenses. The lower percentage in 2020-21 (68.25%) was due to a decrease in raw material prices during that period.

OTHER PRODUCTION OVERHEAD

Other Production Overhead has increased steadily, reaching BDT 3,602.13 million in 2025-26, compared to BDT 3,412.42 million in 2024-25, a rise of 5.56%.

	2025-26	2024-25	2023-24	2022-23	2021-22	2020-21
Cost of Raw Materials (in million BDT)	10,296.35	11,817.27	8,919.40	7,762.21	8,227.44	5,004.76
Other Production Overhead (in million BDT)	3,602.13	3,412.42	2,812.51	2,340.05	2,394.14	2,327.65
Total Cost of Production (in million BDT)	13,898.48	15,229.69	11,731.91	10,102.26	10,621.58	7,332.41
Cost per Yard (in BDT)	234.15	242.06	237.22	194.40	189.92	161.61
% of Raw Materials Cost to Production:	74.08	77.59	76.03	76.84	77.46	68.25
Cost of Goods Sold (COGS) (in million BDT)	13,970.17	15,098.28	11,951.41	9,462.84	10,675.33	7,377.86
Revenue (in million BDT)	17,264.17	18,565.77	14,261.38	11,094.99	12,401.55	8,665.30
% of COGS to Revenue	80.92	81.32	83.80	85.29	86.08	85.14
Gross Profit (GP) (in million BDT)	3,293.99	3,467.48	2,309.97	1,632.15	1,726.22	1,287.44
GP Ratio	19.08	18.68	16.20%	14.71%	13.92%	14.86%
Net Profit after Tax (in million BDT)	1,381.75	1,408.90	600.39	327.28	501.31	94.77
NP Ratio	8.00%	7.59%	4.21%	2.95%	4.04%	1.09%
Rate of inflation	8.68%	8.55%	9.73%	9.02%	6.15%	5.56%
Restated NP- Inflation adjusted (in million BDT)	1,271.39	1,297.92	547.15	300.20	472.27	89.78
EPS (in BDT)	8.24	8.40	3.58	1.95	2.99	0.56
NAV (in BDT)	60.33	58.32	51.93	38.57	38.21	37.79
NOCFS (in BDT)	14.88	4.77	3.68	6.99	3.43	(2.25)

Overhead costs have shown consistent growth, reflecting inflationary pressures and higher operational costs.

TOTAL COST OF PRODUCTION

Total production costs amounted to BDT 13,898.48 million in FY 2025–26, down from BDT 15,229.69 million in the previous fiscal year. This reduction was primarily driven by enhanced production efficiency, greater utilization of recycled and sustainable raw materials, and improved control over material consumption and production waste. These initiatives helped optimize resource utilization, minimize operational inefficiencies, and generate overall cost savings, reflecting the company's continued commitment to operational excellence and sustainable manufacturing practices.

COST PER YARD

The Cost per Yard has risen sharply, from BDT 161.61 in 2020-21 to BDT 234.15 in 2025-26, indicating a significant increase in production costs.

The largest year-on-year increase occurred in 2024-25, where the cost rose to BDT 242.06 from BDT 237.22 in 2023-24, reflecting the inflationary pressures, higher raw material prices, and currency exchange impacts. But during the year Cost per Yard significantly reduced to BDT 234.15 mainly due to enhanced production efficiency, increased utilization of recycled and sustainable raw materials, and improved control over material consumption and production waste.

COST OF GOODS SOLD (COGS)

The COGS has declined in line with production costs, reaching BDT 13,970.17 million in 2025-26, compared to BDT 15,098.28 million in 2024-25 but steadily increased BDT 9,462.84 million in 2022-23 to BDT 15,098.28 million in 2024-25

The COGS as a percentage of revenue has improved over the year, declining from 86.08% in 2021-22 to 80.92% in 2025-26, showing progress in cost management relative to revenue generation.

GROSS PROFIT (GP)

Gross Profit has declined marginally in 2025-2026, declining to BDT 3,293.99 million from BDT

3,467.48 million in 2024-25. This marks 5% decline due to lower export volume of fabrics, which resulted from interruptions in production and dispatch. These interruptions, in turn, were caused

by a reduction in working days, mainly due to national elections, national mourning days, etc.

The GP Ratio has improved over time from 13.92% in 2021-22 to 19.08% in 2025-26, showing our ability to maintain a healthy margin despite rising costs. Though our gross profit has been decreased from BDT 3,467.48 million to BDT 3,293.99 million but the GP ratio has been increasd by 0.40% from the previous year due to a reduction of raw material costs, particularly raw cotton, coupled with an increase in the selling price of fabric per yard.

NET PROFIT AFTER TAX (NPAT)

Our Net Profit After Tax for FY 2025–26 decreased slightly to BDT 1,381.75 million from BDT 1,408.90 million in the previous year, representing a decline of 1.92%.

Net Profit Margin reaching 8% in 2025-26 from 7.59% in 2024-25, 4.21% in 2023-24 and 2.95% in 2022-23 respectively.

RATE OF INFLATION

The inflation rate is a critical macroeconomic factor that affects purchasing power, operational costs, and profitability. Over the past six years, the inflation rate shows an increasing trend except in the FY 2024-25 which is 8.55%.

The rising inflationary pressures, especially in the last two fiscal years, have likely contributed to increased operating costs, thereby impacting profitability and cash flows.

RESTATED NET PROFIT (INFLATION ADJUSTED)

Inflation-adjusted net profit reflects the real earnings of the company after adjusting for the inflationary impact. The net profit shows volatility over the five-year period:

2025-26: BDT 1,271.39 million (-2 YoY)

2024-25: BDT 1,297.92 million (137% increase YoY)

2023-24: BDT 547.15 million (82% increase YoY)

2022-23: BDT 300.20 million (-36% YoY)

2021-22: BDT 472.27 million (426% increase YoY)

The net profit growth slightly declined in FY 2025-26 compared with FY 2024-25 but notable growth in net profit in FY 2024-25 compared to FY 2023-24, despite a challenging inflationary environment, reflects improved operational performance. However, the fluctuations over the years indicate sensitivity to external factors, possibly including inflation and exchange rate volatility.

EARNINGS PER SHARE (EPS)

Earnings per share (EPS), which measures the portion of a company's net profit attributable toeach outstanding ordinary share, provides an important indicator of profitability from shareholders' perspectives. During the period analyzed, EPS experienced considerable fluctuations, reflecting changes in the company's earnings performance. These variations may be attributed to changes in net profit, operating costs, revenue generation, and the number of outstanding shares. Overall, the trend in EPS offers valuable insights into the company's profitability, financial stability, and ability to generate returns for its shareholders. EPS has been considerable fluctuation during the analyzed period:

2025-26: 8.24 (- 2% YoY)

2024-25: 8.40 (135% increase YoY)

2023-24: 3.58 (84% increase YoY)

2022-23: 1.95 (-35% YoY)

2021-22: 2.99 (434% increase YoY)

Earnings Per Share slightly dip in FY 2025-26 (-2 YoY) but the significant rebound in EPS in FY 2024-25 (134.64% YoY increase) after the dip in FY 2022-23 signals a strong recovery in profitability. This reflects improved operational efficiency and possibly better cost management, despite the inflationary environment. Nevertheless, the recent decline suggests a slight moderation in earnings growth, warranting further analysis of operating costs, revenue trends, and profit margins.

NET ASSET VALUE (NAV) PER SHARE

NAV per share reflects the value of the company's assets less liabilities, representing the Shareholders equity. Over the past five years, NAV has grown consistently because of accumulation of retained earnings and in the year 2023-2024 because of asset revaluation:

2025-26: 60.33 (3.45% increase YoY)

2024-25: 58.32 (12.31% increase YoY)

2023-24: 51.93 (34.63% increase YoY)

2022-23: 38.57 (0.94% increase YoY)

2021-22: 38.21 (1.1% increase YoY)

The increase in NAV is a positive sign of long-term financial stability.

NET OPERATING CASH FLOW PER SHARE (NOCFPS)

NOCFPS (Net Operating Cash Flow per Share) reflects the cash generated by a company's core operations on a per-share basis, providing insight into its liquidity position and operational efficiency. Over the period analyzed, the company's NOCFPS has exhibited considerable volatility, indicating fluctuations in its ability to generate operating cash flow relative to its outstanding shares. This variability may reflect changes in operating performance, working capital requirements, or overall business conditions.

Despite the decline in net profit, NOCFPS increased significantly in FY 2025–26 compared to FY 2024–25, primarily due to a substantial reduction in raw material inventories and a strong recovery of accounts receivable, which collectively improved operating cash flow.

PEER ORGANIZATION SCENARIO

To provide a clear context for our financial results, we have conducted a comparative analysis against three key industry peers: Argon Denim, Evince Textiles, and Pacific Denim. The analysis is based on publicly available data from the Dhaka Stock Exchange for the four-year period from 2021-22 to 2024-25.

The findings unequivocally demonstrate our company's superior financial performance and stronger asset base within the industry.

Earnings Power:

Over the reviewed four-year period, our company delivered an **average Earnings Per Share (EPS) of BDT 4.23**. This significantly outpaces the peer group's average EPS of BDT 0.47. Our EPS is **nine times higher** than the industry average, highlighting our exceptional ability to generate profit for each outstanding share.

Underlying Asset Value:

The strength of our balance sheet is reflected in the Net Asset Value (NAV) per share. Our **average NAV per share stood at BDT 46.76**, substantially exceeding the peer organizations' average of BDT 16.97 for the same period. This indicates that our company has built a more robust foundation of net assets per share, providing greater intrinsic value and financial resilience for our shareholders.

This peer comparison confirms that our strategic focus and operational execution have yielded superior outcomes. We have not only outperformed the industry average but have set a benchmark for profitability and financial stability in the denim and textile sector. This leading position provides a solid platform for sustained future growth and value creation.

RISK AND CONCERNS

The volatility of the currency, particularly against the dollar, poses significant challenges for long-term order bookings. Moreover, there is a consistent increase in cotton prices, as well as other input costs such as power and logistics. The soaring cost of natural gas has made its use as a power source impractical.

The plan for mitigating these risks and concerns has been outlined in the Directors Report under the section titled 'Risks and Concerns.'

ACCOUNTING POLICIES AND ESTIMATIONS

Fixed Assets

Property, plant, and equipment (PPE) comprise assets such as factory buildings, equipment, vehicles, and software, which are valued at their historical cost less accumulated depreciation. Some assets, like land and buildings, are measured at fair value in compliance with IAS-16. Depreciation is applied using the reducing balance method, with no depreciation charged on land and capital work-in-progress. Depreciation is applied to other assets when they become available for use.Intangible assets are acquired and have finite useful lives. They are measured at cost less accumulated amortization and impairment losses, if any. Amortization is based on a reducing balance method over five years from the date they become available for use. No internally developed intangible assets were capitalized during the year.

The company's land was revalued as of 26 June 2024, leading to a revaluation gain of BDT 1.9 billion. This gain was credited to a "Revaluation Surplus" under shareholders' equity. The revaluation was limited to land, and other asset classes remained unchanged.

The company reviews assets for impairment at each reporting date. If the carrying amount of an asset exceeds its recoverable amount, an impairment loss is recognized. No assets were found to be impaired during the reporting period.

Subsequent costs related to replacing parts of PPE are recognized in the asset's carrying amount if

they are expected to provide future economic benefits and can be measured reliably. No assets were disposed of during the period, but any gain or loss on disposal would be recognized under other income.

Capital work-in-progress represents costs for assets that were not yet ready for use at the end of the year and are stated at cost. Inventories, including raw materials, work-in-progress, and finished goods, are valued at the lower of cost or net realizable value. Cash and cash equivalents include cash in hand and bank deposits with a maturity of three months or less and are free of encumbrance.

TAXATION

The company enjoyed a tax holiday for a duration of four years, starting from 1 March 2008, and ending on 29 February 2012. During the tax holiday period, 40% of the company's net profit was transferred to the tax holiday reserve. After the expiration of the tax holiday period, an appropriate provision has been made for current and deferred tax liabilities, based on the prevailing rate.

SEGMENT REPORTING

Segment reporting is not applicable for the current year, as the company does not meet the criteria required for segment reporting.

REVENUE RECOGNITION

Sales of Goods:

Revenue from the sale of goods shall be acknowledged upon fulfillment of the subsequent criteria:

a. The company has transferred the significant risks and rewards of ownership of the goods to the buyer;

b. The company has relinquished any continuing managerial involvement or effective control over the goods sold;

c. The amount of revenue can be measured with reliability;

d. There is a high likelihood that the economic benefits linked to the transaction will be accrued to the company;

e. The cost incurred or to be incurred for the transaction can be measured with reliability.

Other Income and Expenses:

Interest income is recognized on accrual basis and all other income and expenses is recognized when it is received. Cash Incentives on Export is recognized when all conditions as laid down in the relevant incentive scheme including receipt of export remittances are satisfied and the right to claim the incentive is established. Sales of stock/wastage fabric are recognized upon transfer of control to the buyer, in line with IFRS 15 Revenue from Contracts with Customers.

Foreign Exchange Transactions:

Transactions in foreign currencies are converted into BDT at the exchange rate on the date of the transaction. Monetary assets and liabilities expressed in foreign currencies are translated into BDT at the exchange rate prevailing at the balance sheet date. Gains or losses resulting from foreign currency transactions are recorded in the profit or loss and other comprehensive income.

Financial Expenses:

Borrowing costs are recognized as expenses in the period in which they are incurred, and any costs incurred before the commencement of commercial operations are capitalized.

Earnings:

This represents earnings for the year attributable to ordinary shareholders. As there were no preference dividends, minority interests, or extraordinary items, the net profit after tax for the period is considered fully attributable to the ordinary shareholders.

Financial Instruments:

Financial assets and liabilities are recognized on the balance sheet when the company becomes a party to the contractual provisions of the instrument.

Accounts Receivables:

Accounts receivables are stated at their nominal value and are considered as good.

Accounts Payables:

Accounts payables are stated at their nominal value, and no bank acceptance is provided as of the reporting date.

Due to and due from Related Parties:

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

Borrowings or Secured Loan:

Bank loans and overdrafts that bear interest are recognized at the amount received as proceeds. Finance charges related to these borrowings are accounted for on an accrual basis.

No changes in accounting policies and estimations were made during the reporting period.

FORWARD LOOKING

The textile industry has a promising growth potential as Chinese exports are slowing down due to various factors, including increased domestic demand and rising costs. This presents a valuable opportunity for our textile industry to capitalize on. However, challenges such as inadequate power supply, elevated power costs, and higher borrowing expenses are impeding our progress. Nevertheless, we are actively addressing these challenges through continuous efforts to reduce costs, improve processes, diversify our product range, and enhance productivity by optimizing efficiencies.

We are pleased to note that our financial performance has stabilized and is displaying signs of improvement, including enhancement of capacity. This, in turn, has led to enhanced export sales, driven by growing demand in global markets.

The performance of our Spinning Division is gradually improving, despite the depressed denim fabric market observed in the past year. We remain hopeful that the denim fabric market will rebound in the current year.

Nonetheless, we maintain a strong sense of optimism for the future and anticipate positive outcomes.

CAUTIONARY STATEMENT

Important factors that could make a difference to the Company's operations include demand-supply conditions, fabric prices, raw materials costs and availability, fluctuations in exchange rates, changes in Government regulations and tax structure, economic developments within Bangladesh and the countries with which the Company has business. The Company assumes no responsibility in respect of the forward-looking statements herein, which may undergo changes in future on the basis of subsequent developments, information or events.

Respectfully Submitted



Tushar Tripathi
Chief Executive Officer
28 October 2026, Dhaka

Annexure VI

Compliance of Bangladesh Securities & Exchange Commission Notification No. BSEC/CMRRCD/2006-158/207/Admin/80 dated 03 June 2018 regarding compliance with the Corporate Governance Code 2018, and subsequent amendment thereon dated: 16 October 2023 No. BSEC/CMRRCD/2009-193/66 /PRD/148 and BSEC Notification No. BSEC/CMRRCD /2009-193/76/PRD/151: dated 04 April 2024

1. Board of Directors

1.1 Board Size:

The number of members on the Board of Directors stands at 11 (Eleven), including 3 (Three) Independent Directors, which is within the limits specified by BSEC.

1.2 Independent Directors:

(a) Upon completion of their first tenure as Independent Directors of the Company on 23 August 2026, Mr. Fakhruddin Ahmed, FCMA, FCA, and Barrister Muhammad Shafiqur Rahman were re-appointed by the Board of Directors at its 255th Meeting held on 17 September 2026, following the recommendation of the Nomination and Remuneration Committee (NRC) and with the consent of the Bangladesh Securities and Exchange Commission (BSEC), subject to approval by the shareholders at the 31st Annual General Meeting (AGM) of the Company.

(i) Mr. Fakhruddin Ahmed, FCMA, FCA

Mr. Fakhruddin Ahmed, FCMA, FCA, is a highly experienced finance and accounting professional with over 33 years of expertise. He currently serves as the Independent Director of the Company. Mr. Ahmed holds a Bachelor's degree in Commerce (Honors) and a Master's degree in Accounting from the University of Dhaka.

As a respected fellow member of both the Institute of Chartered Accountants of Bangladesh (ICAB) and the Institute of Cost & Management Accountants of Bangladesh (ICMAB), Mr. Ahmed upholds the highest professional standards.

Throughout his career, he has demonstrated exceptional organizational skills and successfully managed complex projects. He has developed an extensive network of valuable contacts within the local business community through his various roles in the private sector.

In his current role, Mr. Ahmed serves as the Managing Director of Newage member companies, reputable export-oriented manufacturing conglomerates specializing in knit fabrics and garment accessories.

Additionally, Mr. Ahmed shares his knowledge and expertise as a Mentor, student Mentorship program in the department of Accounting, University of Dhaka.

ii) Barrister Muhammad Shafiqur Rahman

Mr. Muhammad Shafiqur Rahman is an Independent Director of the Company, an Advocate of the Supreme Court of Bangladesh, and the Managing Partner of the law firm Orient Legal. He has three decades of experience in the legal profession, including more than twenty years of practice before the Supreme Court and over fifteen years of independent legal practice.

Mr. Rahman obtained his LL.B. (Honours) and LL.M. degrees from the University of Dhaka, followed by a second LL.B. (Honours) degree from the University of London. He completed the Bar Vocational Course at Northumbria University, Newcastle, with a grade of Very Competent, and was called to the Bar of England and Wales by the Honourable Society of Lincoln's Inn in 2002.

Upon returning to Bangladesh, he joined the chambers of the late Dr. M. Zahir, a distinguished authority on company and constitutional law, with whom he worked until 2013. He subsequently practised with Dr. M. Zahir & Associates until 2017, before establishing Orient Legal. His association with Dr. Zahir provided extensive exposure to complex corporate and commercial matters involving leading domestic and multinational clients.

Mr. Rahman's principal areas of practice include company and commercial law,

securities and capital markets, banking and finance, insurance, admiralty, judicial review and arbitration. Primarily a litigator, he also regularly advises corporate and individual clients, prepares legal opinions, and drafts and reviews commercial agreements.

He served as legal retainer to Dhaka Stock Exchange PLC for a long time, advising on securities and capital markets law. He also regularly advises and represents international Protection and Indemnity (P&I) Clubs in maritime matters. Mr. Rahman has been appointed by the High Court Division as Chairman, Independent Director and Official Liquidator in corporate matters. He has also served as amicus curiae before the Company Bench of the High Court Division on important questions of company law.

iii) Professor Tanzina Haque, FCMA

Professor Tanzina Haque, FCMA, was appointed by the Board of Directors as an Independent Director of Envoy Textiles Limited and subsequently confirmed by the shareholders for a three-year term at the Company's 30th Annual General Meeting.

Professor Haque is a distinguished academic and a seasoned professional. She is a Professor at the University of Dhaka with over 22 years of teaching experience in the Department of Accounting and Information Systems. Her academic qualifications include a Master of Business Administration from the University of Dhaka and a Master of International Business from the University of Melbourne, Australia. Furthermore, she is a Fellow Cost and Management Accountant (FCMA), a testament to her professional excellence.

All of the Independent Directors do not possess any shares of the Company.

(b) The Independent Directors meet the entire requirement as prescribed under the sub-clause (i) to (x).

(c) As explained in 1.2

(d) The post of Independent Director was not vacated for more than 90 days.

(e) As explained in 1.2

1.3 Qualifications of Independent Director (ID)

As described in 1.2

None of the Independent Directors hold on shares in the company.

(b) As explained in Para(i)

(c & d) No relaxation of qualification of ID is required.

1.4 Chairman of the Board and Chief Executive Officer:

The positions of the Chairman of the Board and the Chief Executive Officer are separate. The roles of the Chairman and Managing Director are clearly defined in the Articles of Association of the Company. The Chairman serves as a non-executive director on the board.

1.5 Directors Report to Shareholders:

The entire requirements have been fulfilled.

1.6 Meetings of the Board of Directors:

The company adheres to Bangladesh Secretarial Standards (BSS) as adopted by the Institute of Chartered Secretaries of Bangladesh (ICSB) when conducting its Board and Committee meetings.

1.7 Code of Conduct for the Chairperson, other Board members and Chief Executive Officer

• Preface

This Code of Conduct for the Board of Directors including the Independent Directors of the Company (hereinafter referred to as the "Directors") aims at maintaining the highest standard of business conduct & ethics for the Company, provides guidance in difficult situations involving conflict of interest and ensures compliance with all applicable laws. The Directors of the Company subscribe to the following Code of Conduct adopted by the Board:

• Honest and Ethical Conduct

All the Directors should act in accordance with the highest standards of personal and professional integrity, honesty and ethics.

Their conduct should be free from fraud and deception and it should help foster a culture of honesty, truthfulness, reliability, accountability and respect for human values in the Organization.

• Conflicts of Interest

All Directors should be scrupulous in avoiding situations wherein financial or personal considerations tend to compromise the exercise of professional judgments in discharging of their duties. They should not allow personal interests to conflict with the interests of the Company. Acceptance of any undue offer, gift, money or money's worth or favor,

whether for himself/ herself or for family members, from any business associates, is prohibited.

• Confidentiality

All Directors should respect the confidentiality of all the confidential information, regarding the Company including but not limited to technical processes, patents, business processes, product developments, R&D, expansion plans, prices of goods, raw materials and Plant & Machinery, its customers, suppliers, employees, associates etc., acquired by them in the course of their duties. No such information is to be disclosed except when it is authorized or legally required. The use of such information for his or her own advantage or profit is prohibited.

• Protection and Proper Use of Company's Property

All Directors shall themselves make and ensure the use of Company's Property in most efficient and economic manner. All efforts should be made to protect the Company's property from any misappropriation, theft, carelessness etc. and the property must be used for legitimate and official purposes only.

• Compliance with all Applicable Laws

All Directors must comply with all applicable Government Laws, Rules and Regulations. They should make themselves conversant with all the latest legal provisions required in discharging of their duties so that no action of them should jeopardize the Company.

• Enhancing the value of the organization

All the Directors should strive hard to adopt a customer-oriented approach and to make the Company more competitive. They should endeavor to make continuous improvements in all the business plans & processes, should foster suggestions/ take innovative steps for the betterment of the Company.

• Disclosures

All Directors should ensure to provide full, fair, accurate, timely and understandable disclosures in all reports and documents required to be presented to shareholders, investors and other Government Authorities.

• Violation of the Code

The Board of Directors will have the power to take appropriate action against anyone found violating the provisions of the Code. Where the Company has suffered a loss due to such violation, it may pursue remedies against the individual.

• Waivers and Amendments of the Code

The Board of Directors is committed to continuously review and update the policies and procedures. Therefore, this Code is subject to modifications, waivers and amendments as the Board may think appropriate from time to time. The Board can waive compliance with this code for any director of the Company.

(b) The code of conduct as determined by the NRC posted on the website of the company.

2. Governance of Board of Directors of Subsidiary Company

The Company has no subsidiary-holding relationship.

3. Managing Director (MD) or Chief Executive Officer (CEO), Company Secretary (CS), Chief Financial Officer (CFO) and Head of Internal Audit and Compliance (HIAC)

3.1 & 3.2 Appointment & Requirement to attend the Board Meetings.

Four separate individuals, each of different specialized discipline, have been appointed. Their roles have been defined by the Board. The MD, CS, CFO & HIAC regularly attend the Board Meeting.

3.3 Duties of Managing Director (MD) or Chief Executive Officer (CEO) and Chief Financial Officer (CFO) Duly reported and attached with the Director's Report as Annexure A.

4. Board of Directors Committee

In order to ensuring good governance in the Company, the Board of the Directors have following sub-committees:

(i) Audit Committee; and

(ii) Nomination and Remuneration Committee.

5. Audit Committee

The Audit Committee, functioning as a Sub-Committee of the Board, comprises three Independent Directors, with one serving as the Chairman, along with two non-executive shareholding Directors. The Company Secretary acts as the Secretary to the Committee. The role of the Audit Committee, as stipulated by the BSEC regulations, has been duly adopted by the Board. The Committee diligently submits its reports as required by the BSEC.

6. Nomination and Remuneration Committee (NRC)

The Nomination and Remuneration Committee, functioning as a Sub-Committee of the Board, comprises three Independent Directors, with one serving as the Chairman, along with two non-executive shareholding Directors. The Company Secretary acts as the Secretary to the Committee. The role of the Nomination and Remuneration Committee, as stipulated by the BSEC regulations, has been duly adopted by the Board. The NRC Policy is also available on the Company's website.

7. External/Statutory Auditors

The company strictly adheres to the BSEC guidelines in the selection of statutory Auditors. M/S. MABS & J Partners, Chartered Accountants' firm, was appointed solely for the first year to audit the management accounts of the company for the year ended 30 June 2026

8. Maintaining a website by the Company

The company maintains an official website that is linked with the websites of the stock exchanges. On this website, all the necessary and detailed disclosures are made available in accordance with the listing regulations of the stock exchanges.

9. Reporting and Compliance of Corporate Governance

9.1 Certificate on Compliance of Corporate Governance is attached with the Directors Report as Annexure - B.

9.2 A Professional Accountant or Secretary to be appointed by the shareholders in 31st Annual General Meeting.

9.3 A Report on compliance of corporate governance, prepared in accordance with the specified format, is attached to the Directors Report as Annexure - C.

Annexure VII

Unclaimed Dividend Account:

In compliance with the condition 3(vii) of the BSEC Directive no. # BSEC/CMRRCD/2021-386/03 dated 14 January 2021

Summary

For the Year	No. of Recipients	Amount (in BDT)
2011	11	124,171.00
2012	2365	1,603,005.00
2013	2828	1,195,505.73
2014	3461	1,733,834.15
2015	1932	1,536,412.46
2016	645	546,787.30
2017	1221	544,392.30
2018	1357	481,982.90
2019	1844	618,649.33
2020	1941	186,482.15
2021 (Interim)	1968	248,874.75
2021 (Final)	1560	149,577.23
2022	1316	375,549.57
Total Unclaimed Dividend		**9,345,223.87**
Non-refund IPO subscription money	**141**	**894,381.00**
Transferred to CMSF		**10,239,604.87**

Annexure VIII

Dividend Distribution Policy

[Pursuant to BSEC Directive No. BSEC/CMRRCD/2021-386/03 dated January 14,2021]

1. Introduction

This Policy is called "Envoy Textiles Limited - Dividend Distribution Policy" (hereinafter referred to as the "Policy") and has been framed by Envoy Textiles Limited (the "Company") pursuant to Bangladesh Securities Exchange Commission (BSEC) Directive No. BSEC/CMRRCD/2021-386/03 dated January 14, 2021 about dividend declaration, pay off, disbursement and compliance.

This Policy serves as a guideline only for the Board. The decision of the Board with respect to the amount of dividend recommended by it for any given period will be final and shall not be open to challenge on the basis of the policy.

2. Objective

2.1 The objective of the Policy is to provide guidance to stakeholders on the dividend distribution framework adopted by the Company. The Board of Directors of the Company (the "Board") shall consider this Policy when resolving on dividends, always in compliance with the provisions of the Companies Act, 1994, notifications issued by the BSEC and other applicable legal provisions.

2.2 In the event of a conflict between the policy and the existing statutory regulations the statutory regulations will prevail.

2.3 This policy is prepared and adopted with the principles to ascertain profit that can be distributed to shareholders as dividend by the Company as well as enable the Company strike balance between pay-out and retained earnings, in order to address future needs of the Company.

3. Quantum and declaration of Dividend

3.1 Dividend other than interim dividend shall be declared at the Annual General Meeting of the Shareholders based on the recommendation of the Board. The Board has the authority to declare interim dividend.

3.2 Subject to the provisions of the applicable law, the Company's dividend payout will be determined based on available financial affordability, growth/investment requirements and fair shareholder return.

3.3 The Board will broadly take into consideration the financial parameters and/or internal and external factors as mentioned in clause 4 below while determining whether or not to declare dividend or to determine the quantum of dividend to be declared.

4. Parameters to be considered while recommending/declaring Dividend

The Board while declaring or recommending dividend to the Shareholders, will consider following internal and external factors whereas all these factors are of equal materiality and no single or group of factors supersedes any other factor or group of factors:

Internal Factors:

i. Profits earned during the financial year;

ii. The retained profits of the previous years or losses suffered in the past years;

iii. Cash flow position of the Company and Net Debt to EBITDA ratio;

iv. Current and projected cash balance;

v. Projections with regard to the performance of the Company

vi. Future capital expenditure requirement of the Company;

vii. Working Capital requirements of the Company;

viii. Dividend payout history.

External Factors:

i) Economic environment;

ii) Market conditions and market outlook for the Company;

iii) Changes in Government policies and regulatory provisions;

iv) Quantum of dividend payout by other comparable businesses.

5. Circumstances under which Shareholders of the Company may or may not expect Dividend

The Board shall consider the parameters mentioned in Clause 4 above before determination of any dividend payout.

The Shareholders of the Company may not expect dividend in many other circumstances, some of which are the following, always subject to the discretion of the Board:

i) Company has inadequacy of profits or incurs losses for the financial year;

ii) Company undertakes /proposes to undertake a significant expansion project requiring higher allocation of capital;

iii) Company undertakes /proposes to undertake any acquisitions or joint arrangements requiring significant allocation of capital;

iv) Company has significantly higher working capital requirement affecting free cash flow;

v) Company proposes to utilize surplus cash for buy- back of securities;

vi) Company is prohibited to recommend/declare dividend by any regulatory body.

The Board may consider not declaring Dividend or may recommend a lower payout for a given financial year, if situation will demand. The Board shall provide rationale in the Annual Report in the event of not declaring Dividend or declaring at a lower payout.

6. Utilization of Retained Earnings

The Board may retain its earnings in order to make better use of the funds available and increase the value of the stakeholders in the long run after having due regard to the parameters laid down in the Policy.

The Company may declare dividend out of the profits of the Company for the current year or out of the profits for any previous year or years or out of the free reserves available for distribution of dividend, in accordance with the provisions of the Companies Act, 1994, notifications issued by the BSEC and other applicable legal provisions as amended from time to time, after having due regard to the parameters laid down in the Policy.

The retained earnings of the Company may beused in any of the following ways:

i) Capital expenditure;

ii) Declaration of dividend, interim or Final;

iii) Issue of bonus shares;

iv) Any other legitimate permissible usage

7. Entitlement of Dividend

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

8. Disclosures

The Dividend Distribution Policy shall be disclosed in the Annual Report and on the website of the Company https:/ /www.envoytextiles.com.

9. Disclaimer

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

10. Effective Date

This Policy has been approved by the Board of Directors of Envoy Textiles Limited at its meeting held on April 27, 2022 and shall be effective and applicable for dividend, if any, declare for the Financial Year 2021-22 onwards.

11. Policy Review

The Policy may be modified as may, in the opinion of the Board, be deemed necessary from time to time.

Annexure IX

Nomination And Remuneration Policy

Policy for Selection of Directors and determining Directors independence and remuneration policy for Directors and top-level Executives

Introduction

This policy on Nomination and Remuneration of Directors and top-level Executives (the expression "top-level Executives" means all the division heads of Envoy Textiles Limited including Chief Executive Officer and any other senior position above divisional head) has been formulated by the Nomination and Remuneration Committee (NRC or the Committee), in pursuant to Condition 6 of Bangladesh Securities and Exchange Commission (BSEC) Notification No. BSEC/CMRRCD/2006-158/207/Admin/80; dated 03 June 2018 and approved by the Board of Directors of Envoy Textiles Limited (the Company).

Objective

Objective of the Committee is to guide the Board in relation to appointment, removal and remuneration of Directors and top-level Executives.

Envoy Textiles Limited believes that the Board should be able to effectively develop a long-term vision for the Company, provide guidance in effectively implementing its policies and managing operations efficiently and ensuring the compliance of all prevailing laws. Further, the Board constitution should ensure that its members have diversified expertise and experience so that the Board is able to discharge its duties and responsibilities effectively.

Role of the Committee:

The Committee shall:

i. Formulate the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy relating to the remuneration of Directors and top-level Executives.

ii. Formulation of criteria for evaluation of Independent Director and the Board.

iii. Devising a policy on Board diversity.

iv. Identify persons who are qualified to become Director and persons who may be appointed in Key Managerial positions in accordance with the criteria laid down in this policy.

v. Recommend to the Board in relation to appointment, removal and remuneration of Directors and top-level Executives.

vi. Review of the Company's human resources and training policies.

Policy for selection of Directors

In evaluating the suitability of individual Board members, the Nomination & Remuneration Committee (NRC) may take into account factors, such as:

- Educational and professional background
- General understanding of the Company's business dynamics
- Standing in the profession
- Personal and professional ethics, integrity and values
- Willingness to devote sufficient time and energy in carrying out their duties and responsibilities effectively.

Criteria of Independence

The Nomination & Remuneration Committee shall assess the independence of Directors at the time of appointment / re-appointment. The Board shall re-assess determinations of independence when any new interests or relationships are disclosed by a Director.

Independent Director shall also fulfill the criteria prescribed under condition 2(b) and 3 of BSEC Notification on Corporate Governance Code, ref. No. # BSEC/CMRRCD/2006-158/207/Admin/80; dated 03 June 2018

Remuneration Policy

Introduction

Envoy Textiles Limited has developed its remuneration policy for Directors and top-level Executives on the following principles: -

a) The remuneration should be at levels where it should be possible to attract, retain and motivate all personnel.

b) The remuneration consists of both fixed and variable pay which is linked to the business objectives of the Company.

c) Ensuring that the relationship between remuneration and performance is clear and measurable to the extent possible.

Remuneration to Non-Executive Directors & Independent Directors

The remuneration to Non-Executive Directors &

Independent Directors will be paid only in the form of meeting attendance fees. The Nomination and Remuneration Committee recommends the fees to be paid for both the Board and Committee thereof after considering the prevailing corporate practices. Thereafter, the Board approves the same.

Remuneration to Executive Directors

The Board, on the recommendation of the Nomination and Remuneration Committee, reviews and approves the remuneration payable to the Executive Directors. The Board and NRC shall consider the corporate performance in recommending and approving the remuneration to the Executive Directors.

Remuneration to top-level Executives

Top-level Executives are assigned grades according to their qualifications, experience, competencies, role and responsibility in the organization. Individual remuneration is determined within the grade and based on various factors such as job, profile, skill set, seniority, experience and prevailing remuneration levels for equivalent jobs.

Membership

The Committee shall consist of a minimum Three (3) directors including an Independent Director, majority of them shall be non-executive. The Company Secretary of the Company shall act as Secretary of the Committee. Membership of the Committee shall be disclosed in the Annual Report. Term of the Committee shall be continued unless terminated by the Board of Directors.

Chairman

Chairman of the Committee shall be an Independent Director. Chairman of the Nomination and Remuneration Committee meeting could be present at the Annual General Meeting or may nominate some other member to answer the shareholders' queries.

Frequency of Meetings

The meeting of the Committee shall be held at such regular intervals as may be required and shall conduct at least one meeting in a financial year.

Committee Members' Interests

A member of the Committee is not entitled to be present when his or her own remuneration is discussed at a meeting or when his or her performance is being evaluated. The Committee may invite such executives, as it considers appropriate, to be present at the meetings of the Committee.

Voting

Matters arising for determination at Committee meetings shall be decided by a majority of votes of Members present and voting and any such decision shall for all purposes be deemed a decision of the Committee.

In the case of equality of votes, the Chairman of the meeting will have a casting vote.

Nomination Duties

The duties of the Committee in relation to nomination matters include:

- Ensuring that there is an appropriate induction in place for new Directors and members of Senior Management and reviewing its effectiveness;
- Ensuring that on appointment to the Board, Non-Executive Directors receive a formal letter of appointment;
- Identifying and recommending Directors who are to be put forward for retirement by rotation.
- Determining the appropriate size, diversity and composition of the Board;
- Setting a formal and transparent procedure for selecting new Directors for appointment to the Board;
- Developing a succession plan for the Board and top-level Executives and regularly reviewing the plan;
- Evaluating the performance of the Board members and top-level Executives in the context of the Company's performance from business and compliance perspective;
- Making recommendations to the Board concerning any matters relating to the continuation in office of any Director at any time including the suspension or termination of service of a top-level Executive of the Company subject to the provision of the law and their service contract;
- Delegating any of its powers to one or more of its members or the Secretary of the Committee;
- Recommend any necessary changes to the Board; and
- Considering any other matters, as may be requested by the Board.

Remuneration Duties

The duties of the Committee in relation to remuneration matters include:

- to consider and determine the Remuneration Policy, based on the performance and also bearing in mind that the remuneration is reasonable and sufficient to attract retain and motivate members of the Board and such other factors as the Committee shall deem appropriate all elements of the remuneration of the members of the Board;
- to approve the remuneration of the top-level Executives of the Company maintaining a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the Company;
- to delegate any of its powers to one or more of its members or the Secretary of the Committee;
- to consider any other matters as may be requested by the Board; and
- Professional indemnity and liability insurance for Directors and top-level Executives.

Minutes of Committee Meeting

Proceedings of all meetings must be minuted and signed by the Chairman of the Committee at the subsequent meeting. Minutes of the Committee meetings will be tabled at the subsequent Board and Committee meeting.

Annexure A

Envoy Textiles Limited
Declaration by CEO and CFO

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

The Board of Directors
Envoy Textiles Limited
Envoy Tower: 18/E, Lake Circus Kalabagan
West Panthapath, Dhaka-1205

Subject: Declaration on Financial Statements for the year ended on 30 June 2026

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

(1) The Financial Statements of Envoy Textiles Limited for the year ended on 30 June 2026 have been prepared in compliance with International Accounting Standards (IAS) or International Financial Reporting Standards (IFRS), as applicable in the Bangladesh and any departure there from has been adequately disclosed;

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

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

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

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

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

In this regard, we also certify that: -

(i) We have reviewed the financial statements for the year ended on 30 June 2026 and that to the best of our knowledge and belief:

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

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

(ii) There are, to the best of knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or in violation of the code of conduct for the Company's Board of Directors or its members.

Sincerely Yours,



Tushar Tripathi
Chief Executive Officer (CEO)
27 September 2026



Saiful Islam, FCMA
Chief Financial Officer (CFO)
27 September 2026

Annexure B

QUAZI SABNAM & ASSOCIATES
Chartered Secretaries & Management Consultants

Report to the Shareholders of Envoy Textiles Limited
on
Compliance on the Corporate Governance Code

Certificate as per condition No. 1(5)(xxvii) of the BSEC Corporate Governance Code

We have examined the compliance status to the Corporate Governance Code by Envoy Textiles Limited for the year ended on 30th June, 2026. This Code relates to the Notification No. BSEC/CMRRCD/2005-158/207/Admin/80 dated 3 June 2018 of the Bangladesh Securities and Exchange Commission (BSEC).

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 the Institute of Chartered Secretaries of Bangladesh (ICSB) in so far as those standards are not inconsistent with any condition of this Corporate Governance Code.

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

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

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

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

(d) The Governance of the Company is satisfactory.

For **Quazi Sabnam & Associates**

Quazi Sabnam, FCS
Chief Executive Officer

Dhaka, 04 October, 2026

House # 151/5, Block # 13, Monipuripara, Farmgate, Tejgaon. Dhaka-1215
Mobile: +880 1735 860 609 | Email: qsabnam.associates@gmail.com

Annexure C

Compliance Report on Corporate Governance Code by BSEC

[As per condition No. 1(5) (xxvii)]

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

(Report Under Condition No: 09)

Condition No.	Title	Compliance Status (Put √ in the appropriate column)		Remarks (if any)
		Complied	Not Complied	
1	**Board of Directors**			
1(1)	**Size of the Board of Directors:** The number of Board of Directors shall not be less than 5 (five) and more than 20 (twenty);	√		Number of Board members of Envoy Textiles Limited is 11 (Eleven) including 3 (three) Independent Directors.
1.2	**Independent Directors (ID)**			
1(2)(a)	At least 2 (two) 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): Provided that the Board shall appoint at least 1 (one) female independent director in the Board of Directors of the company;	√		Number of Board members of Envoy Textiles Limited is 11 (Eleven) including 3 (three) Independent Directors [among them 1 (one) Female Independent Director]
1(2)(b)	**Criteria of Independent Director**			
1(2)(b)(i)	Who either does not hold any share in the company or holds less than one percent (1%) shares of the total paid-up shares of the company;	√		None of the Independent Directors hold any share of the company.
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: Provided that spouse, son, daughter, father, mother, brother, sister, son-in-law and daughter-in-law shall be considered as family members;	√		None of the Independent Directors has such connection as affirmed.

1(2)(b)(iii)	Who has not been an executive of the Company in immediately preceding 2 (two) financial years;			None of the Independent Directors is ex-employee of the company
1(2)(b)(iv)	Who does not have any other relationship, whether pecuniary or otherwise, with the Company or its subsidiary or associated companies;	√		The Independent Directors have submitted declarations about their compliances.
1(2)(b)(v)	Who is not a member or TREC (Trading Right Entitlement Certificate) holder, director or officer of any stock exchange;	√		
1(2)(b)(vi)	Who is not a shareholder, director excepting independent director or officer of any member or TREC holder of a Stock Exchange or an intermediary of the capital market;	√		
1(2)(b)(vii)	Who is not a partner or an executive or was not a partner or an executive during the preceding 3 (three) years of the concerned Company's statutory audit firm or audit firm engaged in internal audit services or audit firm conducting special audit or professional certifying compliance of this Code;	√		
1(2)(b)(viii)	Who is not an independent director in more than 5 (five) listed companies;	√		
1(2)(b)(ix)	Who has not been 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;	√		
1(2)(d)	The post of independent director(s) cannot remain vacant for more than 90 (ninety) days; and	√		No such vacancy created
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:	√		**Professor Tanzina Haque, FCMA (Independent Director)** was appointed for the first tenure while the other 2 (two) Independent Directors Mr. Fakhruddin Ahmed FCMA, FCA and Barrister M Shafiqur Rahman were reappointed for second tenure.

1(3)	Qualification of Independent Director (ID)			
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 a meaningful contribution to the business;	√		Qualification and backgrounds of Independent Directors confirm their capabilities. The Details are given under Directors' Profile on page no. 16 & 17 on this Annual Report
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 mn or any listed company or a member of any national or international chamber of commerce or registered business association; or"			Not applicable
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"			Not applicable
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 of official as independent director, it requires clearance from the organization where he or she is in service: or"			Not applicable
1(3)(b)(iv)	University Teacher who has an educational background in Economics or Commerce or Business Studies or Law; or			**Professor Tanzina Haque FCMA** is a Professor at the University of Dhaka in the Department of Accounting and Information Systems. Details are given under Directors' Profile on page no. 17 of this Annual Report

1(3)(b)(v)	Professional who is or was an advocate practicing at least in the High Court Division of the 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;	√		**Mr. Fakhruddin Ahmed FCMA, FCA,** is a professional. He is a Fellow member of the ICMAB & ICAB. **Barrister Muhammad Shafiqur Rahman** is an advocate of Supreme Court of Bangladesh. Details are given under Directors' Profile on page no. 16 of this Annual Report
1(3)(c)	The independent director shall have at least 10 (ten) years of experiences in any field mentioned in clause (b);	√		Refer to the Directors Profile on page no. 16 of this Annual Report.
1(3)(d)	In special cases, the above qualifications or experiences may be relaxed subject to prior approval of the Commission.			Not applicable
1(4)	**Duality of Chairperson of the Board of Directors and Managing Director or Chief Executive Officer.-**			
1(4)(a)	The positions of the Chairperson of the Board and the Managing Director (MD) and/or Chief Executive Officer (CEO) of the company shall be filled by different individuals;	√		Refer to the Corporate Governance Statement on page no. 53 of this Annual Report
1(4)(b)	The Managing Director (MD) and/or Chief Executive Officer (CEO) of a listed Company shall not hold the same position in another listed company;	√		The Managing Director dose not hold the same position in any other Listed Company.
1(4)(c)	The Chairperson of the Board shall be elected from among the non-executive directors of the company;	√		Refer to the Corporate Governance Statement on page no. 52 of this Annual Report
1(4)(d)	The Board shall clearly define the respective roles and responsibilities of the Chairperson and the Managing Director and/or Chief Executive Officer;	√		
1(4)(e)	In the absence of the Chairperson of the Board, the remaining members may elect one of themselves from non-executive directors as Chairperson for that particular Board's meeting; the reason of the absence of the regular Chairperson shall be duly recorded in the minutes.	√		No such event occurred to execute such option.
1(5)	**The Board of the company shall include the following additional statements or disclosures in the Directors' Report prepared under section 184 of the Companies Act, 1994 (Act No. XVIII of 1994):**			

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1(5)(i)	An industry outlook and possible future developments in the industry;	√		Refer to the Directors Report on page no. 62 of this Annual Report.
1(5)(ii)	The segment-wise or product-wise performance;	√		Do
1(5)(iii)	Risks and concerns including internal and external risk factors, threat to sustainability and negative impact on the environment, if any;	√		Refer to the Directors Report on page no. 64 of this Annual Report.
1(5)(iv)	A discussion on Cost of Goods Sold, Gross Profit Margin and Net Profit Margin, where applicable;	√		Refer to the Directors Report on page no. 68 of this Annual Report.
1(5)(v)	A discussion on the continuity of any extraordinary activities and their implications (gain or loss);			Not applicable
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;	√		Refer to the Notes no. 37.10 & 37.20 of the Financial Statements.
1(5)(vii)	A statement of the utilization of proceeds raised through public issues, rights issues and/or any other instruments;	√		
1(5)(viii)	An explanation if the financial results deteriorate after the Company goes for Initial Public Offering (IPO), Repeat Public Offering (RPO), Rights Share Offer, Direct Listing, etc.;	√		Refer to the Directors Report on page no. 77 of this Annual Report.
1(5)(ix)	An explanation of any significant variance that occurs between Quarterly Financial performances and Annual Financial Statements;	√		
1(5)(x)	A statement of remuneration paid to the directors, including Independent Director	√		Refer to the Notes No. on page no. 38.01 & 38.02 of this Annual Report.
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;	√		Refer to the Directors Report on page no. 75 of this Annual Report.
1(5)(xii)	A statement that proper books of account of the issuer Company have been maintained;	√		Refer to the Directors Report on page no. 75 of this Annual Report.
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;	√		Refer to the Directors Report on page no. 75 of this Annual Report.
1(5)(xiv)	A statement that International Accounting Standards (IAS) or International Financial Reporting Standards (IFRS), as applicable in Bangladesh, have been followed in the preparation of the financial statements and any departure there from has been adequately disclosed;	√		Refer to the Directors Report on page no. 75 of this Annual Report.
1(5)(xv)	A statement that the system of internal control is sound in design and has been effectively implemented and monitored;	√		Refer to the Directors Report on page no. 75 of this Annual Report.

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;	√		Refer to the Directors Report on page no. 78 of this Annual Report.
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 there of shall be disclosed;	√		No such going concern issues have been aroused.
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;	√		Refer to the Directors Report on page no. 69 of this Annual Report.
1(5)(xix)	A statement where key operating and financial data of at least the preceding 5 (five) years shall be summarized;	√		Refer to the Annexure -I on page no. 82 of this Annual Report.
1(5)(xx)	An explanation on the reasons if the issuer Company has not declared dividend (cash or stock) for the year;	√		The Board of Directors at 256th meeting of the Board, held on 27 September 2026, declared Cash Dividend @ 32.50%
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;	√		Refer to the Directors Report on page no. 75 of this Annual Report.
1(5)(xxii)	The total number of Board meetings held during the year and attendance by each director;	√		Refer to the Annexure -III on page no. 84 of this Annual Report.
1(5)(xxiii)	**A report on the pattern of shareholding disclosing the aggregate number of shares (along with name-wise details where stated below) held by:**			
1(5)(xxiii) (a)	Parent or Subsidiary or Associated Companies and other related parties (name-wise details);	√		Refer to the Annexure-II on page no 83 of this Annual Report.
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 [Executives mean top salaried persons other than Directors, CEO, CS, CFO, & HIAC]	√		
1(5)(xxiii) (d)	Shareholders holding ten percent (10%) or more voting interest in the company (name-wise details);	N/A		
1(5)(xxiv)	**In case of the appointment or reappointment of a director, a disclosure on the following information to the shareholders:**			
1(5)(xxiv) (a)	A brief resume of the director;	√		Refer to the Annexure-IV on page no. 84 of this Annual Report.
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;-	√		

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1(5)(xxv)	**A Management's Discussion and Analysis signed by CEO or MD presenting detailed analysis of the Company's position and operations along with a brief discussion of changes in the financial statements, among others, focusing on:**			
1(5)(xxv)(a)	Accounting policies and estimation for preparation of financial statements;	√		Refer to the Annexure-V on page no. 88 of this Annual Report.
1(5)(xxv)(b)	Changes in accounting policies and estimation, if any, clearly describing the effect on financial performance or results and financial position as well as cash flows in the 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 a concerns mitigation plan of the Company; and	√		
1(5)(xxv)(g)	Future plan or projection or forecast for Company's operation, performance and financial position, with justification thereof, i.e., actual position shall be explained to the shareholders in the next AGM;	√		
1(5)(xxvi)	Declaration or certification by the CEO and the CFO to the Board as required under condition No. 3(3) shall be disclosed as per **Annexure-A**; and	√		Refer to the page no. 104 of this Annual Report.
1(5)(xxvii)	The certificate as well as report regarding compliance with the conditions of this Code as required under condition No. 9 shall be disclosed as per **Annexure-B** and **Annexure-C.**	√		Refer to the page no. 105 & 106 of this Annual Report.
1(5)(xxviii)	The Directors' report to the shareholders does not require it to include the business strategy or technical specification related to products or services, which have business confidentiality.	√		
1(6)	**Meetings of the Board of Directors :**			
	The company shall conduct its Board meetings and record the minutes of the meetings as well as keep required books and records in line with the provisions of the relevant Bangladesh Secretarial Standards (BSS) as adopted by the Institute of Chartered Secretaries of Bangladesh (ICSB) in so far as those standards are not inconsistent with any condition of this Code.	√		Refer to the Corporate Governance Statement on page no. 53 of this Annual Report.
1(7)	**Code of Conduct for the Chairperson, other Board members and Chief Executive Officers**			

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 the environment, employees, customers and suppliers; and independence.	√		
2	**Governance of Board of Directors of Subsidiary Company:-**			
2(a)	Provisions relating to the composition of the Board of the holding Company shall be made applicable to the composition of the Board of the subsidiary Company;			Not Applicable
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;			
2(c)	The minutes of the Board meeting of the subsidiary company shall be placed for review at the following Board meeting of the holding company;			
2(d)	The minutes of the respective Board meeting of the holding company shall state that they have reviewed the affairs of the subsidiary company also;			
2(e)	The Audit Committee of the holding company shall also review the financial statements, in particular the investments made by the subsidiary company.			
3	**Managing Director (MD) or Chief Executive Officer (CEO), Chief Financial Officer (CFO), Head of Internal Audit and Compliance (HIAC) and Company Secretary (CS)**			
3(1)	**Appointment**			
3(1)(a)	The Board shall appoint a Managing Director (MD) or Chief Executive Officer (CEO), a Company Secretary (CS), a Chief Financial Officer (CFO) and a Head of Internal Audit and Compliance (HIAC);	√		
3(1)(b)	The positions of the Managing Director (MD) or Chief Executive Officer (CEO), Company Secretary (CS), Chief Financial Officer (CFO) and 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;	√		

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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 the approval of the Board as well as immediate dissemination to the Commission and Stock Exchange(s).	√		No such event occurred
3(2)	**Requirement to attend the Board of Directors' Meetings**			
3(2)	The MD or CEO, CS, CFO and HIAC of the company shall attend the meetings of the Board: Provided that the CS, CFO and/or the HIAC shall not attend such part of a meeting of the Board which involves consideration of an agenda item relating to their personal matters.	√		
3(3)	**Duties of Managing Director (MD) or Chief Executive Officer (CEO) and Chief Financial Officer (CFO)**			
3(3)(a)	The MD or CEO and CFO shall certify to the Board that they have reviewed financial statements for the year and that to the best of their knowledge and belief:	√		
3(3)(a)(i)	These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading; and	√		
3(3)(a)(ii)	These statements together present a true and fair view of the company's affairs and are in compliance with existing accounting standards and applicable laws;	√		
3(3)(b)	The MD or CEO and CFO shall also certify that there are, to the best of knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or in violation of the code of conduct for the Company's Board or its members;	√		
3(3)(c)	The certification of the MD or CEO and CFO shall be disclosed in the Annual Report.	√		
4	**Board of Directors' Committee. -** For ensuring good governance in the company, the Board shall have at least following sub-committees:			
4(i)	Audit Committee; and	√		
4(ii)	Nomination and Remuneration Committee.	√		
5	**Audit Committee:**			
5(1)	**Responsibility to the Board of Directors.**			
5(1)(a)	The company shall have an Audit Committee as a sub-committee of the Board;	√		Refer to the Corporate Governance Statement on page no. 54 of this Annual Report.
5(1)(b)	The Audit Committee shall assist the Board in ensuring that the financial statements reflect true and fair view of the state of affairs of the company and in ensuring a good monitoring system within the business;	√		

5(1)(c)	The Audit Committee shall be responsible to the Board; the duties of the Audit Committee shall be clearly set forth in writing.	√		
5(2)	**Constitution of the Audit Committee**			
5(2)(a)	The Audit Committee shall be comprised of at least 3 (three) members;	√		The Audit Committee is comprised of 5 (five) members including Mr. Fakhruddin Ahmed, FCMA, FCA as Chairman
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;	√		No casual vacancies created during 2026
5(2)(e)	The Company secretary shall act as the secretary of the Committee;	√		Refer to the Corporate Governance Statement on page no. 54 of this Annual Report.
5(2)(f)	The quorum of the Audit Committee meeting shall not constitute without at least 1 (one) independent director.	√		
5(3)	**Chairperson of the Audit Committee**			
5(3)(a)	The Board shall select 1 (one) member of the Audit Committee to be Chairperson of the Audit Committee, who shall be an independent director;	√		Mr. Fakhruddin Ahmed, FCMA, FCA Independent Director is the Chairman of the Audit Committee.
5(3)(b)	In the absence of the Chairperson of the Audit Committee, the remaining members may elect one of themselves as Chairperson for that particular meeting, in that case there shall be no problem of constituting a quorum as required under condition No. 5(4)(b) and the reason of absence of the regular Chairperson shall be duly recorded in the minutes.	√		No such event occurred

5(3)(c)	Chairperson of the Audit Committee shall remain present in the Annual General Meeting (AGM); Provided that in absence of Chairperson of the Audit Committee, any other member from the Audit Committee shall be selected to be present in the annual general meeting (AGM) and reason for absence of the Chairperson of the Audit Committee shall be recorded in the minutes of the AGM.	√		
5(4)	**Meeting of the Audit Committee:**			
5(4)(a)	The Audit Committee shall conduct at least its four meetings in a financial year; Provided that any emergency meeting in addition to regular meeting may be convenced at the request of any one of the members of the committee;	√		The Audit Committee conducted 5(five) meetings during the reporting period.
5(4)(b)	The quorum of the meeting of the Audit Committee shall be constituted in presence of either two members or two-third of the members of the Audit Committee, whichever is higher, where presence of an independent director is a must.	√		
5(5)	**Role of Audit Committee:**			
	The Audit Committee shall:-			Refer to Page no. 58 of this Annual Report
5(5)(a)	Oversee the financial reporting process;	√		
5(5)(b)	Monitor choice of accounting policies and principles;	√		
5(5)(c)	Monitor Internal Audit and Compliance process to ensure that it is adequately resourced, including approval of the Internal Audit and Compliance Plan and review of the Internal Audit and Compliance Report;	√		
5(5)(d)	Oversee hiring and performance of external auditors;	√		
5(5)(e)	Hold meeting with the external or statutory auditors for review of the annual financial statements before submission to the Board for approval or adoption;	√		
5(5)(f)	Review along with the management, the annual financial statements before submission to the Board for approval;	√		
5(5)(g)	Review along with the management, the quarterly and half yearly financial statements before submission to the Board for approval;	√		
5(5)(h)	Review the adequacy of internal audit function;	√		
5(5)(i)	Review the Management's Discussion and Analysis before disclosing in the Annual Report;	√		
5(5)(j)	Review statement of all related party transactions submitted by the management;	√		
5(5)(k)	Review Management Letters or Letter of Internal Control weakness issued by statutory auditors;	√		
5(5)(l)	Oversee the determination of audit fees based on scope and magnitude, level of expertise deployed and time required for effective audit and evaluate the performance of external auditors; and	√		

5(5)(m)	Oversee whether the proceeds raised through Initial Public Offering (IPO) or Repeat Public Offering (RPO) or Rights Share Offer have been utilized as per the purposes stated in relevant offer document or prospectus approved by the Commission: Provided that the management shall disclose to the Audit Committee about the uses or applications of the proceeds by major category (capital expenditure, sales and marketing expenses, working capital, etc.), on a quarterly basis, as a part of their quarterly declaration of financial results: Provided further that on an annual basis, the Company shall prepare a statement of the proceeds utilized for the purposes other than those stated in the offer document or prospectus for publication in the Annual Report along with the comments of the Audit Committee.	√		Not applicable in 2026
5(6)	**Reporting of the Audit Committee**			
5(6) (a)	**Reporting to the Board of Directors**			
5(6)(a)(i)	The Audit Committee shall report on its activities to the Board.	√		Refer to the Corporate Governance Statement on page no. 55 of this Annual Report.
5(6)(a)(ii)	**The Audit Committee shall immediately report to the board on the following findings, if any:**			
5(6)(a)(ii)(a)	Report on conflicts of interests;	√		No such event occurred
5(6)(a)(ii)(b)	Suspected or presumed fraud or irregularity or material defect identified in the internal audit and compliance process or in the financial statements;	√		No such event occurred
5(6)(a)(ii)(c)	Suspected infringement of laws, regulatory compliances including securities related laws, rules and regulations; and	√		No such event occurred
5(6)(a)(ii)(d)	Any other matter which the Audit Committee deems necessary shall be disclosed to the Board immediately;	√		No such event occurred
5(6)(b)	**Reporting to the Authorities:**			
	Reported to the Board of Directors about anything which has material impact on the financial condition and results of operation.			Not Applicable
5.(7)	**Reporting to the Shareholders and General Investors:**			
	Report on activities carried out by the Audit Committee, including any report made to the Board under condition No. 5(6)(a)(ii) above during the year, shall be signed by the Chairperson of the Audit Committee and disclosed in the annual report of the issuer company.			Not Applicable
6	**Nomination and Remuneration Committee (NRC):**			
6(1)	**Responsibility to the Board of Directors**			

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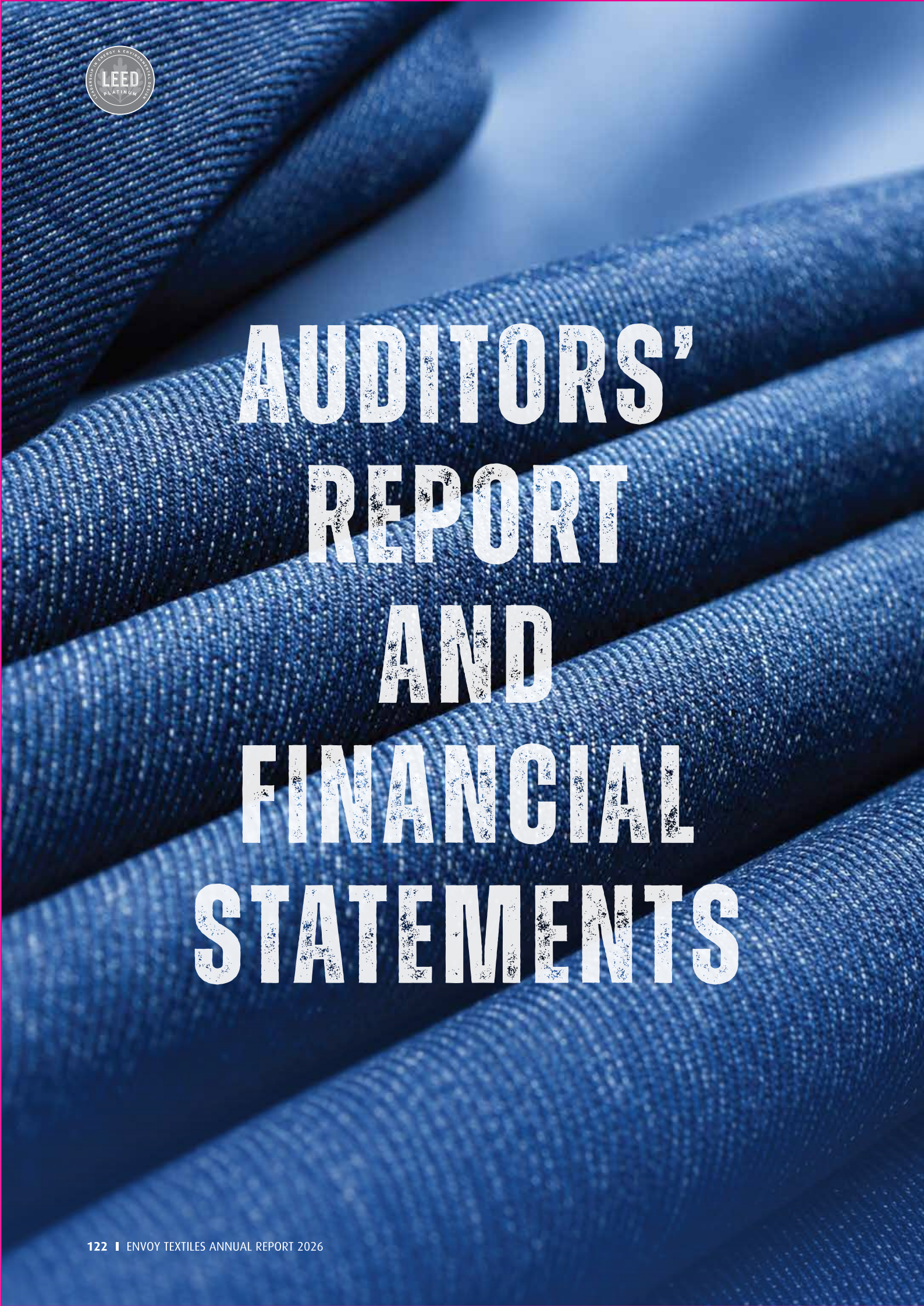
6(1)(a)	The Company shall have a Nomination and Remuneration Committee (NRC) as a sub-committee of the Board;	√		Refer to the Corporate Governance Statement on page no. 55 of this Annual Report.
6(1)(b)	The NRC shall assist the Board in formulation of the nomination criteria or policy for determining 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 executives;	√		Refer to the Corporate Governance Statement on page no. 55 of this Annual Report.
6(1)(c)	The Terms of Reference (ToR) of the NRC shall be clearly set forth in writing covering the areas stated at condition No. 6(5)(b).	√		The Terms of Reference (ToR) of the NRC are aligned with the Corporate Governance Code, 2018, issued by the Bangladesh Securities and Exchange Commission.
6(2)	**Constitution of the NRC**			
6(2)(a)	The Committee shall comprise of at least three members including an independent director;	√		The NRC comprised of 5 (five) members including Barrister Muhammad Shafiqur Rahman as Chairman who is an Independent Director
6(2)(b)	At least 2 (two) members of the Committee shall be non-executive directors;	√		All members of the committee are non-executive directors
6(2)(c)	Members of the Committee shall be nominated and appointed by the Board;	√		
6(2)(d)	The Board shall have authority to remove and appoint any member of the Committee;	√		
6(2)(e)	In case of death, resignation, disqualification, or removal of any member of the Committee or in any other cases of vacancies, the board shall fill the vacancy within 180 (one hundred eighty) days of occurring such vacancy in the Committee;			No Such event occurred.
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;	√		Not required till now.

6(2)(g)	The Company Secretary shall act as the Secretary of the Committee;	√		Refer to the Corporate Governance Statement on page no. 55 of this Annual Report.
6(2)(h)	The quorum of the NRC meeting shall not constitute without the attendance of at least an independent director;	√		
6(2)(i)	No member of the NRC shall receive, either directly or indirectly, any remuneration for any advisory or consultancy role or otherwise, other than Director's fees or honorarium from the company.	√		
6(3)	**Chairperson of the NRC:**			
6(3)(a)	The Board shall select 1 (one) member of the NRC to be Chairperson of the Committee, who shall be an independent director;	√		Barrister Muhammad Shafiqur Rahman is the Chairman of NRC who is an Independent Director
6(3)(b)	In the absence of the Chairperson of the NRC, the remaining members may elect one of themselves as Chairperson for that particular meeting, the reason of absence of the regular Chairperson shall be duly recorded in the minutes;	√		No such event occurred
6(3) (c)	The Chairperson of the NRC shall attend the Annual General Meeting (AGM) to answer the queries of the shareholders: Provided that in absence of Chairperson of the NRC, any other member from the NRC shall be selected to be present in the annual general meeting (AGM) for answering the shareholder's queries and reason for absence of the Chairperson of the NRC shall be recorded in the minutes of the AGM.	√		
6 (4)	**Meeting of the NRC:**			
6(4) (a)	The NRC shall conduct at least one meeting in a financial year;	√		The Committee conducted 7 (Seven) meetings during the reporting period.
6(4) (b)	The Chairperson of the NRC may convene an 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.	√		

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6(5)	**Role of the NRC:**			
6(5)(a)	NRC shall be independent and responsible or accountable to the Board and to the shareholders;	√		
6(5)(b)	**NRC shall oversee, among others, the following matters and make report with recommendation to the Board:**			
6(5)(b)(i)	Formulating the criteria for determining qualifications, positive attributes and independence of a director and recommend a policy to the Board, relating to the remuneration of the directors, top level executive, considering the following:	√		
6(5)(b)(i)(a)	The level and composition of remuneration is reasonable and sufficient to attract, retain and motivate suitable directors to run the company successfully;	√		
6(5)(b)(i)(b)	The relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and	√		
6(5)(b)(i)(c)	Remuneration to directors, top-level executives involve 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 a top level executive position in accordance with the criteria laid down, and recommend their appointment and removal to the Board;	√		
6(5)(b)(iv)	Formulating the criteria for evaluation of performance of independent directors and the Board;	√		
6(5)(b)(v)	Identifying the company's needs for employees at different levels and determine their selection, transfer or replacement and promotion criteria; 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.	√		
7	**External or Statutory Auditors:**			
7(1)	The issuer company shall not engage its external or statutory auditors to perform the following services of the company, namely:	√		M/S MABS & J Partners., Chartered Accountants, was not engaged to provide any other services, as stated below;
7(1)(i)	Appraisal or valuation services or fairness opinions;	√		
7(1)(ii)	Financial information systems design and implementation;	√		

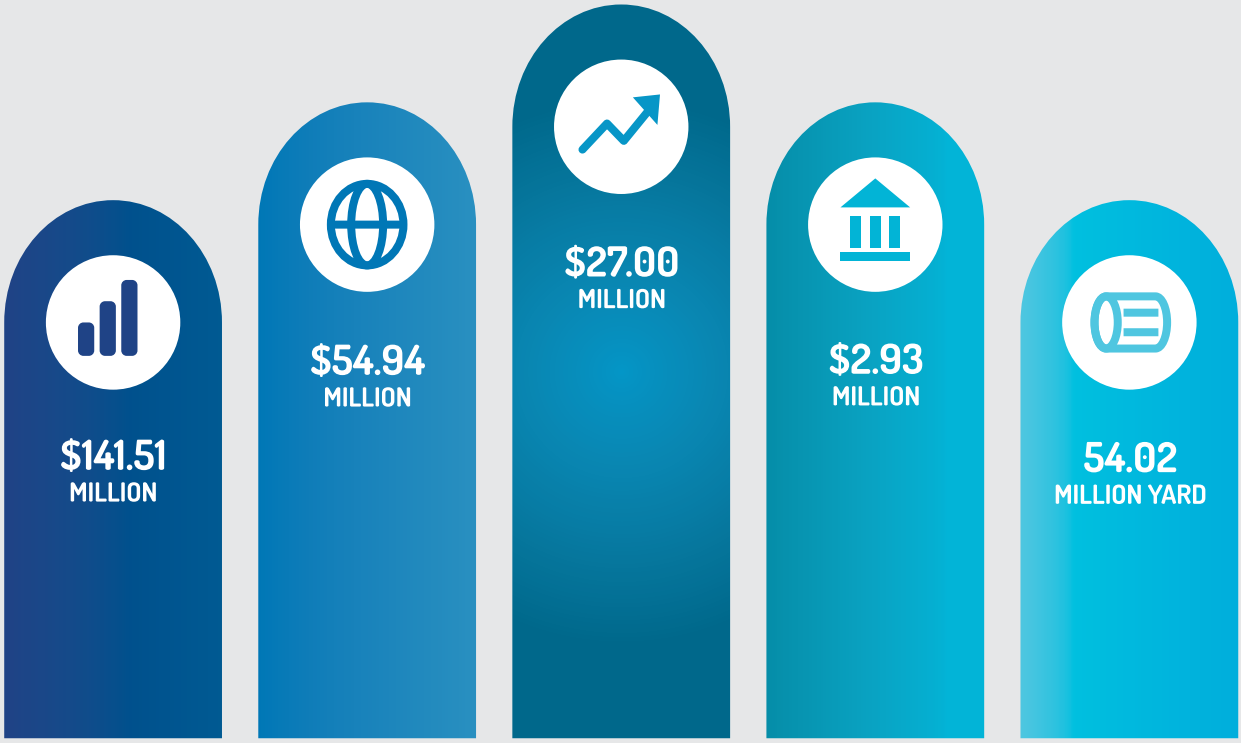
7(1)(iii)	Book-keeping or other services related to the accounting records or financial statements;	√		
7(1)(iv)	Broker-dealer services;	√		
7(1)(v)	Actuarial services;	√		
7(1)(vi)	Internal audit services or special audit services;	√		
7(1)(vii)	Any service that the Audit Committee determines;	√		
7(1)(viii)	Audit or certification services on compliance of corporate governance as required under condition No. 9(1); and	√		
7(1)(ix)	Any other service that creates a 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: Provided that spouse, son, daughter, father, mother, brother, sister, son-in-law and daughter-in-law shall be considered as family members.	√		
7(3)	Representativeof external or statutory auditors shall remain present in the Shareholders' Meeting (Annual General Meeting or Extraordinary General Meeting) to answer the queries of the shareholders.	√		
8	**Maintaining a website by the Company:**			
8(1)	The Company shall have an official website linked with the website of the stock exchange.	√		www.envoytextiles.com
8(2)	The Company shall keep the website functional from the date of listing.	√		
8(3)	The Company shall make available the detailed disclosures on its website as required under the listing regulations of the concerned stock exchange(s).	√		
9	**Reporting and Compliance of Corporate Governance:**			
9(1)	The company shall obtain a certificate from a practicing Professional Accountant or Secretary (Chartered Accountant or Cost and Management Accountant or Chartered Secretary) other than its statutory auditors or audit firm on yearly basis regarding compliance with conditions of Corporate Governance Code of the Commission and shall such certificate shall be disclosed in the Annual Report.	√		The required Certificate is available on page no. 105 of this Annual Report.
9(2)	The professional who will provide the certificate on the compliance of this Corporate Governance Code shall be appointed by the shareholders in the Annual General Meeting.	√		The agenda will be placed in the 31st Annual General Meeting. Refer to the notice of the AGM, on page no. 3 of this Annual Report.
9(3)	The directors of the Company shall state, in accordance with the **Annexure-C** attached, in the directors' report whether the Company has complied with these conditions or not.	√		Refer to the Directors Report on page no. 106 of this Annual Report.



AUDITORS' REPORT AND FINANCIAL STATEMENTS

FINANCIAL DASHBOARD

FY 2025-2026



53 NUMBER OF AWARDS
NATIONAL & INTERNATIONAL

PROFIT APPROPRIATION

CORPORATE TAX
6.61%

DIVIDEND TO THE SHAREHOLDERS
39.45%

RETAINED IN THE COMPANY
60.55%

NET PROFIT
$11.32 M

Independent Auditors' Report
To the Shareholders of Envoy Textiles Limited

Report on the Audit of the Financial Statements

Opinion

We have audited the financial statements of Envoy Textiles Limited (the Company), which comprise the Statement of Financial Position as at 30 June 2026, and the Statement of Profit or Loss and Other Comprehensive Income, the Statement of Changes in Equity and the Statement of Cash Flows for the year then ended, and notes to the financial statements, including material accounting policy information.

In our opinion, the accompanying financial statements give a true and fair view of the financial position of the Company as at 30 June 2026, and of its financial performance and its cash flows for the year then ended in accordance with IFRS Accounting Standards as issued by the International Accounting Standards Board (IASB) and adopted by Financial Reporting Council (FRC) of Bangladesh.

Basis for Opinion

We conducted our audit in accordance with International Standards on Auditing (ISAs). Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the International Ethics Standards Board for Accountants' International Code of Ethics for Professional Accountants (including International Independence Standards) (IESBA Code), as adopted by the Financial Reporting Council (FRC) as applicable to audits of financial statements of public interest entities, together with the ethical requirements of the Institute of Chartered Accountants of Bangladesh (ICAB) By-Laws that are relevant to audits of the financial statements of public interest entities in Bangladesh. We have also fulfilled our other ethical responsibilities in accordance with these requirements and the IESBA Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matters

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

Key Audit Matters	How our audit addressed the key audit matters
1. Property, Plant and Equipment (PPE)	
The carrying amount of Property, Plant and Equipment (PPE) was BDT. 12,730,895,602 as at 30 June 2026. Expenditures are capitalized when they result in the creation of new assets or enhance existing ones and are expensed when they relate to normal repairs and maintenance. The classification between capital and revenue expenditures involves management judgment. In addition, determining the useful lives and residual values of PPE requires management to make estimates based on historical experience, industry practice, expected usage patterns, and the physical condition of the assets. These judgments and estimates have a significant impact on depreciation expense and the carrying value of PPE. Given the **materiality of the PPE balance** in the financial statements and the **significant management judgment involved** in determining capitalization, classification, and useful lives, we considered this matter to be a **key audit matter.** **Refer to Notes 3.06, 5, 6 & 17 to the financial statements.**	Our audit procedures in this area included, among others, the following: • We obtained an understanding of management's internal controls and approval process over capital expenditure, asset recognition, and depreciation. We tested the design and implementation of key controls, including authorization of capital projects, approval of invoices, and classification between capital and operating expenses. • We selected a sample of additions to PPE during the year and examined supporting documentation, such as purchase orders, supplier invoices, bills of entry, goods received notes, and L/C documents. We verified whether these expenditures met the capitalization criteria prescribed by IAS 16 [Property, Plant and Equipment] and were appropriately classified by nature and project. • For a sample of repair and maintenance expenses charged to the profit or loss, we reviewed the nature and supporting evidence to confirm that these were correctly expensed and did not meet capitalization criteria. • We performed a physical verification of selected major assets at the entity's production and operational sites to assess their existence, condition, and stage of completion. Where physical verification was performed by management, we reviewed reconciliation reports and followed up on significant variances. • We reviewed a sample of projects completed during the year and verified whether the transfer from CWIP to PPE was supported by completion certificates,



	management approval, and readiness-for-use documentation. • We evaluated management's basis for determining useful lives of significant asset classes by comparing them with historical trends, industry norms, and technical assessments (where available). We recalculated depreciation on a sample basis to confirm its accuracy and consistency with the approved accounting policies. • We performed analytical procedures, including comparison of asset turnover ratios, depreciation expense trends, and additions to prior periods, to identify unusual movements requiring further investigation. • We examined the disclosures in the financial statements relating to PPE to assess whether they were in compliance with the disclosure requirements of IAS 16 and provided adequate information on valuation, useful lives, and accounting policies. Based on the audit procedures performed and the evidence obtained, we found management's judgments and estimates in relation to capitalization, classification, and determination of useful lives of PPE to be reasonable and consistent with the entity's accounting policy and relevant financial reporting framework.
2. Revenue	
The Company reported total revenue of **BDT 17,264,166,561** for the year ended **30 June 2026.** Revenue is measured including incentives by customers on the Company's sales. Within a number of the Company's markets, the estimation of incentives recognized based on sales made during the year is material and considered to be complex and judgmental. The terms of sales agreements, including the timing of transfer of control, based on the terms of relevant contract and nature of	Our audit procedures included the following: • We assessed the appropriateness of revenue recognition accounting policy in line with IFRS 15 "Revenue from contracts with customers" • Tested the internal control over financial reporting. We also assessed the existence and accuracy of the sales recorded; • We performed analytical test to understand how the revenue has trended over the year among other parameters, we performed a

commission, incentive, bonus and discounts arrangements, create complexities that requires judgement in determining sales revenues. Considering the above factors and the risk associated with revenue recognition, we have determined the same to be a key audit matter. **Refer to Notes 3.12 and 30 to the financial statements.**	detailed substantive testing on transactions around the year end as sample basis to ensure revenues were recognized in the correct accounting period; • We also tested journal entries focusing on sales transactions; • Verified VAT return with General Ledger. We obtained supporting documents for sales, transactions recorded during the year as sample basis; and • Finally assessed the appropriateness and presentation of disclosures against relevant accounting standards.
3. Inventories & Stores	
The Company reported inventories amounting of **BDT 4,467,893,087** as at **30 June 2026**, held across multiple manufacturing plants, depots, and distribution centers throughout the country. Inventories are stated at the **lower of cost and net realizable value (NRV)** in accordance with **IAS 2 – Inventories.** Determination of NRV involves management judgment, particularly in assessing slow-moving, expired, or obsolete stock, as well as estimating selling prices and related distribution costs. Given the significance of the inventory balance to the financial statements, the diverse product portfolio, and the degree of judgment involved in estimating NRV and obsolescence provisions, the valuation of inventory has been identified as a key audit matter. **Refer to Note 3.07 & 9 to the financial statements.**	Our audit procedures to address this matter included the following: • We evaluated key controls over procurement, production, stock movement, and provisioning for slow-moving or expired inventory. • We attended physical inventory counts at selected manufacturing plants and depots, performed test counts, and reconciled results with inventory records to verify completeness and accuracy. • We tested valuation of inventories by verifying costing methods applied and comparing cost to recent selling prices and post–year-end sales to assess Net Realizable Value (NRV). • We reviewed aging and expiry reports to assess the adequacy of provisions for slow-moving, expired, and obsolete products. • We performed analytical reviews on inventory turnover and margins to identify unusual trends requiring further investigation. • We assessed disclosures in the financial statements for compliance with IAS 2 and consistency with the Company's accounting policies. • Based on the audit procedures performed, we found the Company's inventory

MABS & J Partners Dhaka Chartered Accountants

	valuation and related provisions to be reasonable and consistent with the applicable financial reporting framework.
4. Long Term Loan with current portion & Short- Term Liabilities.	
At the end of financial year, the position of loans remained amounting of **BDT 10,384,377,994** (Secured Loan, Secured Loan (Current Portion) and Short-Term Liabilities) for the Company. Evidently, the Company is using loans to operate the business and also, to acquire non-current assets. Therefore, it has been considered as a key audit area. **Refer to Note 3.18, 19, 24 & 26 to the financial statements.**	We obtained an understanding, evaluated the design, and tested the operational effectiveness Of the Company's key controls over the loans. Our audit procedures included, among Others, the following: • Understanding and reviewing the nature and type of loans; and reviewing the board minutes for arrangements of the loans; • Obtaining the repayment schedules, loan statements and facility offer letters to review terms, interest rates and other conditions associated with the loans; • Reviewing the mortgages, major covenants, guarantees and interest rates etc. attached to the loans; • Checking the adjustments or repayments of loans through bank statements per repayment schedules; • Checking whether there is any overdue payments and penal interests; and finally, the appropriateness and assessing presentation of disclosures against relevant accounting standards.
5. Trade & and other Receivables	
The Company has a trade and other receivables of **BDT 5,974,752,382** as at 30 June 2026. The Company is 100% export-oriented, which includes direct export through L/C and deemed export; therefore, related L/C, bank related documents and delivery challan are material issue, which requires proper correspondence with debtors. **Refer to Note 3.18 and 11 to the financial statements.**	Our substantive procedures in relation to the assessing trade and other receivables comprises the following: • Obtained a list of outstanding receivables; • Reconciliation of receivables ageing to general ledger; • Conducting cut-off testing at the year-end; • Confirmed with the client balance through related L/C, bank related documents and delivery challan; • Reviewing subsequent receipt of receivables balance.

MABS & J Partners Dhaka Chartered Accountants

Other Matters

The financial statements of Envoy Textiles Limited (the "Company") for the year ended 30 June 2025 were audited by **K. M. HASAN & Co.**, Chartered Accountants who expressed an unmodified opinion on those statements on 25 September 2025.

Other Information

Management is responsible for the other information. The other information comprises all of the information in the financial statements and our auditors' report thereon. The annual report is expected to be made available to us after the date of this auditors' report.

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

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

The other information comprises all of the information in the annual report other than the financial statements and our auditors' report thereon.

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 IFRS Accounting Standards as issued by the IASB and adopted by FRC, 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 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 auditors' 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 ISAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, Structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, 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 and Financial Reporting Act 2015, we also report the following:

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

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

c the statements of financial position and the statement of comprehensive income dealt with by the report are in agreement with the books of account and returns; and

d the financial statements have been prepared in accordance with standards, framework, compliance and guidelines adopted and promulgated by Financial Reporting Council.



Dhaka, Bangladesh.

Dated: 27 SEP 2026

Nasir U Ahmed, FCA, FCS, ACMA (UK),
CGMA (AICPA), FCA (England & Wales)
Additional Managing Partner
MABS & J Partners
Chartered Accountants
ICAB Enrollment No: 0535
Firm FRC Enlistment Number: CAF-001-023
DVCNo:2609270535AS277603

ENVOY TEXTILES LIMITED

Statement of Financial Position

As at 30 June 2026

Amount in BDT.

Particulars	Notes	As at 30 June 2026	As at 30 June 2025
ASSETS:			
Non-Current Assets		**13,210,466,307**	**12,394,814,278**
Property, Plant & Equipment	**5.00**	12,730,895,602	12,288,669,716
Software and other Intangible Assets	**6.00**	43,815,675	38,864,663
Right of Use Assets	**7.00**	47,168,699	58,053,784
Machinery in Transit	**8.00**	388,586,331	9,226,115
Current Assets		**11,989,727,421**	**14,454,011,067**
Inventories & Stores	**9.00**	4,467,893,087	5,855,123,047
Materials in Transit	**10.00**	837,731,839	885,550,784
Trade and Others Receivables	**11.00**	5,974,752,382	6,945,500,527
Advance, Deposits & Prepayments	**12.00**	538,230,185	554,097,883
Investment	**13.00**	29,368,483	27,870,454
Cash and Cash Equivalents	**14.00**	141,751,445	185,868,372
Total Assets		**25,200,193,728**	**26,848,825,344**
EQUITY & LIABILITIES:			
Shareholders' Equity		**10,119,604,994**	**9,782,622,327**
Paid up Share Capital (Common Share)	**15.00**	1,677,347,670	1,677,347,670
Share Premium	**16.00**	1,094,998,803	1,095,566,303
Revaluation Surplus	**17.00**	2,990,099,422	3,540,678,084
Retained Earnings	**18.00**	4,357,159,099	3,469,030,269
Non-Current Liabilities		**5,969,324,320**	**3,727,717,179**
Long Term Loan	**19.00**	4,069,820,245	1,576,239,212
Lease Liability	**20.00**	37,611,789	43,432,684
Bond & Preferential Share	**21.00**	424,071,089	1,108,595,598
LC Accepted Liability	**22.00**	546,562,754	592,428,739
Provision for Deferred Tax	**23.00**	891,258,443	407,020,945
Current Liabilities		**9,111,264,414**	**13,338,485,839**
Long Term Loan (Current Portion)	**24.00**	891,075,709	900,722,811
Lease Liability (Current Portion)	**25.00**	12,841,140	14,621,100
Short Term Liabilities	**26.00**	5,423,482,040	7,701,463,326
Trade and Other Payables	**27.00**	2,157,274,040	3,965,343,052
Provision for Expenses	**28.00**	472,665,806	530,672,349
Provision for Current Tax	**29.00**	153,925,679	225,663,200
Total Liabilities & Shareholders' Equity		**25,200,193,728**	**26,848,825,344**
NAV Per Share		**60.33**	**58.32**

The accompanying notes are an integral part of these financial Statements.

M. Saiful Islam Chowdhury, FCS
Company Secretary

Fakhruddin Ahmed, FCMA, FCA
Independent Director

Tanvir Ahmed
Managing Director

Signed as per our separate report of even date.

Nasir U Ahmed, FCA, FCS, ACMA (UK), CGMA (AICPA), FCA (England & Wales)
Additional Managing Partner
MABS & J Partners
Chartered Accountants
ICAB Enrollment No: 0535
Firm FRC Enlistment Number: CAF-001-023
DVCNo:2609270535AS277603

Place: Dhaka
Date: 27 September 2026

ENVOY TEXTILES LIMITED

STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

For the year ended 30 June 2026

Amount in BDT.

Particulars	Notes	For the year ended	
		30 June 2026	30 June 2025
Revenue	30.00	17,264,166,561	18,565,766,441
Less: Cost of Goods Sold		13,970,173,383	15,098,281,782
Gross Profit		**3,293,993,178**	**3,467,484,659**
Less: Operating Expenses		**602,297,984**	**446,087,811**
Administrative & General Expenses	31.00	342,223,581	291,683,658
Selling & Distribution Expenses	32.00	260,074,403	154,404,153
Profit from Operation		**2,691,695,194**	**3,021,396,848**
Less: Financial Expenses	33.00	1,317,477,248	1,377,745,126
Profit after Financial Expenses		**1,374,217,946**	**1,643,651,722**
Add: Other Income	34.00	179,343,516	41,790,271
Net Profit before WPPF		**1,553,561,462**	**1,685,441,993**
Less: Workers Profit Participation Fund Expenses		73,979,117	80,259,143
Net Profit before Tax		**1,479,582,345**	**1,605,182,851**
Current Tax Expenses		154,590,378	253,990,857
Deferred Tax Expenses/(Income)	23.01	(56,762,315)	(57,703,477)
Profit after Tax		**1,381,754,282**	**1,408,895,471**
Other Comprehensive Expenses (Deferred Tax)	23.02	540,999,813	-
Total Comprehensive Income		**840,754,469**	**1,408,895,471**
Earnings Per Share (EPS)	35.00	8.24	8.40
Diluted Earnings Per Share		8.24	8.40

The accompanying notes are an integral part of these financial Statements.

M. Saiful Islam Chowdhury, FCS
Company Secretary

Fakhruddin Ahmed, FCMA, FCA
Independent Director

Tanvir Ahmed
Managing Director

Signed as per our separate report of even date.

Nasir U Ahmed, FCA, FCS, ACMA (UK),
CGMA (AICPA), FCA (England & Wales)
Additional Managing Partner
MABS & J Partners
Chartered Accountants
ICAB Enrollment No: 0535
Firm FRC Enlistment Number: CAF-001-023
DVCNo:2609270535AS277603

Place: Dhaka
Date: 27 September 2026

ENVOY TEXTILES LIMITED

Statement of Changes in Equity

For The Year Ended 30 June 2026

Particulars	Share Capital	Share Premium	Revaluation	Retained Earnings BDT	Total Amount BDT
	BDT	BDT	BDT		
Balance as at 01 July 2025	**1,677,347,670**	**1,095,566,303**	**3,540,678,084**	**3,469,030,269**	**9,782,622,326**
Net Profit During the Period	-	-	-	1,381,754,282	**1,381,754,282**
Payment of Dividend-2024-25	-	-	-	(503,204,301)	**(503,204,301)**
Less: Zero Coupon Bond Issue Cost	-	(567,500)	-	-	**(567,500)**
Depreciation on Revaluation Surplus	-	-	(8,552,544)	8,552,544	**-**
Provision for Deferred Tax	-	-	(542,026,118)	1,026,305	**(540,999,813)**
Balance as at 30 June 2026	**1,677,347,670**	**1,094,998,803**	**2,990,099,422**	**4,357,159,099**	**10,119,604,994**

For The Year Ended 30 June 2025

Particulars	Share Capital	Share Premium	Revaluation	Retained Earnings BDT	Total Amount BDT
	BDT	BDT	BDT		
Balance as at 01 July 2024	**1,677,347,670**	**1,096,141,303**	**3,549,224,616**	**2,388,071,150**	**8,710,784,739**
Net Profit During the Period	-	-	-	1,408,895,471	**1,408,895,471**
Payment of Dividend- 2023-24	-	-	-	(335,469,534)	**(335,469,534)**
Less: Zero Coupon Bond Issue Cost	-	(575,000)	-	-	**(575,000)**
Depreciation on Revaluation Surplus	-	-	(8,546,532)	8,819,079	**272,547**
Deferred Tax on Depreciation on Revaluation Surplus	-	-	-	(1,285,897)	**(1,285,897)**
Balance as at 30 June 2025	**1,677,347,670**	**1,095,566,303**	**3,540,678,084**	**3,469,030,269**	**9,782,622,326**

The accompanying notes are an integral part of these financial Statements.

M. Saiful Islam Chowdhury, FCS
Company Secretary

Fakhruddin Ahmed, FCMA, FCA
Independent Director

MABS & J Partners Dhaka Chartered Accountants

Tanvir Ahmed
Managing Director

Place: Dhaka
Date: 27 September 2026

ENVOY TEXTILES LIMITED

Statement of Cash Flows

For The Year Ended 30 June 2026

Amount in BDT.

Particulars	Notes	For The Year Ended	
		30 June 2026	30 June 2025
Cash Flow from Operating Activities: (A)			
Collection from Turnover and Others		18,395,219,188	17,080,163,989
Exchange Fluctuation Gain / (Loss)		21,184,322	24,449,731
Cash Payment to Creditors		(13,658,398,235)	(14,167,747,471)
Cash Payment for Operating Expenses		(744,549,023)	(486,848,099)
Income Tax Paid and Deducted at Source		(229,690,784)	(274,278,109)
Financial Expenses		(1,288,387,483)	(1,375,312,642)
Net Cash Provided by Operating Activities		**2,495,377,986**	**800,427,400**
Net Operating Cash Flow Per Share		**14.88**	**4.77**
Cash Flows from Investing Activities: (B)			
Acquisition of Fixed Assets		(1,121,087,064)	(728,858,475)
Investment		(1,498,029)	(1,206,696)
Machinery in Transit		(379,360,216)	(9,041,071)
Net Cash Used in Investing Activities		**(1,501,945,309)**	**(739,106,242)**
Cash Flows from Financing Activities: (C)			
Long Term Liabilities		1,757,369,643	(630,850,713)
Long Term Liabilities (Current Portion)		(11,427,062)	(8,923,757)
Short Term Liabilities		(2,277,981,286)	516,496,618
Preference Share and Bond Issue Cost		(567,500)	(575,000)
Payment of Cash Dividend		(502,798,110)	(335,451,243)
Net Cash Used in / Provided by Financing Activities		**(1,035,404,315)**	**(459,304,096)**
Net Increase / (Decrease) in Cash [A+B+C]		**(41,971,638)**	**(397,982,938)**
Net Effect of Foreign Currency Translation		(2,145,289)	(19,736,253)
Add: Cash at the Opening		185,868,372	603,587,563
Cash at end of the period		**141,751,445**	**185,868,372**

M. Saiful Islam Chowdhury, FCS
Company Secretary

Fakhruddin Ahmed, FCMA, FCA
Independent Director

Tanvir Ahmed
Managing Director

MABS & J Partners
Dhaka
Chartered Accountants

Place: Dhaka
Date: 27 September 2026

ENVOY TEXTILES LIMITED

Statements of Cost of Goods Sold

For The Year Ended June 30, 2026

Amount in BDT.

Particulars	Notes	For The Year Ended	
		30 June 2026	30 June 2025
Opening Stock of Raw Material		**3,712,104,749**	**2,915,303,715**
a) Yarn		939,021,131	283,945,756
b) Cotton		2,243,837,404	2,110,358,723
c) Chemical		512,326,301	496,782,880
d) Packaging Materials		16,919,913	24,216,356
Add: Purchase During the period		**8,978,909,941**	**12,614,067,033**
a) Yarn		1,335,859,661	3,144,094,416
b) Cotton		6,372,636,201	7,971,485,175
c) Chemical		1,180,911,171	1,381,041,194
d) Packaging Materials		89,502,908	117,446,248
Raw Material Available for Use		**12,691,014,690**	**15,529,370,748**
Less: Closing Stock of Raw Material		**2,394,661,523**	**3,712,104,749**
a) Yarn		431,782,966	939,021,131
b) Cotton		1,750,199,473	2,243,837,404
c) Chemical		204,013,435	512,326,301
d) Packaging Materials		8,665,649	16,919,913
Direct Material Consumed		**10,296,353,167**	**11,817,265,999**
a) Yarn		1,843,097,826	2,489,019,041
b) Cotton		6,866,274,132	7,838,006,495
c) Chemical		1,489,224,037	1,365,497,772
d) Packaging Materials		97,757,172	124,742,691
Add: Direct Labor/ Wages		**755,406,483**	**752,281,363**
Prime Cost		**11,051,759,650**	**12,569,547,362**
Manufacturing Overhead			
Total Factory Overhead	36.00	2,846,720,363	2,660,141,223
Cost of production		**13,898,480,013**	**15,229,688,585**
Add: Opening Work in Process		725,683,844	574,062,768
Less: Closing Work in Process		602,744,616	725,683,844
Cost of Goods Manufactured		**14,021,419,242**	**15,078,067,509**
Add: Opening Stock of Finished Goods		1,173,628,297	1,193,842,570
Less: Closing Stock of Finished Goods		1,224,874,156	1,173,628,297
Total Cost of Goods Sold		**13,970,173,383**	**15,098,281,782**

MABS & J Partners Dhaka Chartered Accountants

ENVOY TEXTILES LIMITED
Notes, Comprising A Summary of Material Accounting Policies and Other Explanatory Information

For the year ended 30 June 2026

1.00 Legal status and nature of the Company – Disclosure under IAS 1 as adopted by Institution of Chartered Accountants of Bangladesh as "Presentation of Financial Statements"

a. Background of the Company

Envoy Textiles Limited was incorporated as a private company limited by shares registered under the Companies Act, 1994. Vide registration no. C-28622 (2468)/1995 dated 18 June 1995 and converted into public limited company on 25 October 2009. The registered office of the company is located at Envoy Tower, 18/E Lake circus Kalabagan (West Panthapath), Dhaka-1205.

Envoy Textiles Limited has taken over the business, all assets and liabilities of Edge Denims Limited (incorporated as a private company limited by shares registered under The Companies act, 1994. vide registration no. C-28622 (2468)/1995 dated 18 June 1995) as per decision of the Extraordinary General Meetings of both the companies held on 19 June 2009 with the consent of the Honorable Supreme Court of Bangladesh, High Court Division vide Company Matters no. 70 of 2009 and No. 71 of 2009 with effect from 30 September 2009 and Edge Denims Limited has no more in existence.

b. Activities of the Company

Envoy Textiles Limited is a manufacturer of 100% export-oriented denims fabric with advanced quality denim fabric finishing and yarn manufacturing industry. It is the first rope denims plant in Bangladesh with highly sophisticated machineries of USA, Europe and Japan. Commercial operation of the company has been started from 01 March 2008.

c. Board of Directors

Name	Designation
Mr. Kutubuddin Ahmed	Chairman
Mr. Tanvir Ahmed	Managing Director
Barrister Muhammad Shafiqur Rahman	Independent Director
Mr. Fakhruddin Ahmed, FCMA, FCA	Independent Director
Ambassador Syed Shahed Reza	Ex-Independent Director
Professor Tanzina Haque, FCMA	Independent Director
Mr. Sk. Bashir Ahmed (Nominee of Envotech Aviation Ltd.)	Director
Mrs. Rashida Ahmed	Director
Mrs. Sumayyah Ahmed	Director
Mr. Sunil Daulatram Daryanani (Nominee of Epic Garments Manufacturing Co. Ltd.)	Director
Mr. Moin Uddin (Nominee of Sheltech Ceramics Ltd.)	Director
Mr. Dinesh Gope Virwani (Nominee of Cosmopolitan Industries (Pvt.) Ltd.)	Director

MABS & J Partners Dhaka Chartered Accountants

2.00 Compliance with the requirements of notification of the Bangladesh Securities and Exchange Commission dated 20.06.2018, reference # BSEC/CMMRRCD/2006-158/208/ Admin/81.

a. Notes to the financial statements marked from 3.01 to 4.07 setting out the policies are unambiguous with respect to the reporting framework on which the accounting policies are based.

b. The accounting policies on all material areas have been stated clearly in the notes marked from 3.01 to 4.07.

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

IFRS	IFRS Title	Compliance Status
1	First-time adoption of International Financial Reporting Standards	Not Applicable
2	Share-based Payment	Not Applicable
3	Business Combinations	Not Applicable
4	Insurance Contracts	Not Applicable
5	Non-current Assets Held for Sale and Discontinued Operations	Not Applicable
6	Exploration for and Evaluation of Mineral Resources	Not Applicable
7	Financial Instruments: Disclosures	Complied
8	Operating Segments	Not Applicable
10	Consolidated Financial Statements	Not Applicable
11	Joint Arrangements	Not Applicable
12	Disclosure of Interests in other Entities	Not Applicable
13	Fair Value Measurement	Complied
15	Revenue from Contracts with Customers	Complied
16	Lease	Complied
17	Insurance Contracts	Not Applicable

IAS	IAS Title	Compliance Status
1	Presentation of Financial Statements	Complied
2	Inventories	Complied
7	Statement of Cash Flows	Complied
8	Accounting Policies, Changes in Accounting Estimates and Errors	Complied
10	Events after the Reporting Period	Complied
11	Construction Contracts	Not Applicable
12	Income Taxes	Complied
16	Property, Plant & Equipment	Complied
18	Revenue	Complied
19	Employee Benefits	Complied
20	Accounting for Government Grants and Disclosure of Government Assistance	Not Applicable
21	The Effects of Changes in Foreign Exchange Rates	Complied
23	Borrowing Costs	Complied
24	Related Party Disclosures	Complied
26	Accounting and Reporting by Retirement Benefit Plans	Not Applicable

MABS & J Partners Dhaka Chartered Accountants

IAS	IAS Title	Compliance Status
27	Separate Financial Statements	Not Applicable
28	Investments in Associates and Joint Ventures	Not Applicable
29	Financial Reporting in Hyperinflationary Economics	Not Applicable
31	Interest in Joint Ventures	Not Applicable
32	Financial Instruments: Presentation	Complied
33	Earnings per Share	Complied
34	Interim Financial Reporting	Complied
36	Impairment of Assets	Complied
37	Provisions, Contingent Liabilities and Contingent Assets	Complied
38	Intangible Assets	Complied
39	Financial Instruments: Recognition and Measurement	Complied
40	Investment Property	Not Applicable
41	Agriculture	Not Applicable

3.00 Basis of Preparation:

3.01 Statement of Compliance

The Financial Statements are prepared in accordance with International Accounting Standards (IASs) and International Financial Reporting Standards (IFRSs), the Companies Act 1994, Securities and Exchange Rules, 2020 and other applicable laws and regulations.

3.02 Regulatory Compliances

As required Envoy Textiles Limited comply with the following major legal provisions in addition to the Companies Act, 1994 and other applicable laws and regulations:

1. Securities & Exchange Ordinance, 1969;
2. The Securities & Exchange Rules, 2020;
3. The Income Tax Act, 2023;
4. The Value Added Tax and Supplementary Duty Act, 2012;
5. The Value Added Tax and Supplementary Duty Rules, 2016;
6. The Customs Act, 1969;
7. Bangladesh Labour Act, 2006 Amended in 2013 and 2018;
8. Bangladesh Labour Rules, 2015.

3.03 Measurement Bases used in preparing the Financial Statements.

The elements of financial statements have been measured on "Historical Cost" Basis, which is one of the most commonly adopted bases as provided in "the frame-work for the preparation and presentation of financial statements" Issued by the International Accounting Standards Committee (IASC).

3.04 Components of the Financial Statements

According to the International Accounting Standards (IAS)-1 adopted by ICAB "Presentation of Financial Statements", the complete set of Financial Statements includes the following components.

(i) Statement of Financial Position as at 30 June 2026.

(ii) Statement of Profit or Loss and Other Comprehensive Income for the year ended 30 June 2026.

(iii) Statement of Changes in Equity for the year ended 30 June 2026.

(iv) Statement of Cash Flows for the year ended 30 June 2026.

(v) Notes, comprising a Summary of Material Accounting Policies and other Explanatory Information for the year ended 30 June 2026.



3.05 Specific accounting policies selected and applied for significant transactions and events.

3.06 Property, Plant & Equipment

Property, Plant & Equipment comprises Factory Building, Rest House, Officer and Staff Quarter, Corporate Office Building, Factory Equipment, Furniture & Fixture, Machinery, ETP Cost, Office Equipment, Motor Vehicle, Software etc. Fixed assets are stated at their historical cost less accumulated depreciation. Land, building, other construction, machineries/equipments, ETP cost and office spaces measured and valued at fair value in compliance with International Accounting Standards (IASs)-16 "Property, Plant & Equipment".

Depreciation:

No depreciation has been charged on the Land and Land Development. Depreciation is charged on all other assets on reducing balance method. Depreciation has been charged on addition during the year when an asset becomes available for use. No depreciation is charged for land and capital work-in-progress. The rates of depreciation are as follows:

Name of Assets	Rate of Depreciation
Factory Building	3%
Rest House, Officer and Staff Quarter	2%
Building Corporate Office	3%
Factory Equipment	10%
Furniture & Fixture	10%
Machinery & Equipment	10%
ETP Cost	10%
Office Equipment	10%
Motor Vehicle	20%
Software and other intangible	20%
Other Construction	5%
Other Assets	5%

Intangible Asset:

Intangible asset that are acquired by the company has finite useful lives are measured at cost less Accumulated Amortization and Accumulated impairment losses, if any Subsequent expenditure is capitalized only when it increases the future economic benefits embodied in the specific asset to which it relates.

Intangible assets are amortized on a reducing-line basis in profit or loss over their estimated useful lives of 5 years from the date that they are available for use. Amortization methods, useful lives and residual values are reviewed at each reporting date and adjusted if appropriate. No internal developed intangible assets capitalized during the year.

Revaluation of Fixed Assets

The fixed assets as on 30 June 2010 have been revalued at fair market value as per decision of the board of directors. All fixed assets under land, building, machineries and equipment available on the cut of date on 30 June 2010 were revalued by an independent valuation company named Asian Surveyors Limited. The revaluation of assets has been made at present market value of land, building, machinery and equipment allowing due depreciation on building, machinery and equipment for the month which has already been expired from the estimate total useful life.



Subsequently, as at 30 June 2024, the Company's land was revalued by an independent professional valuer, Asian Surveyors Limited. The Board of Directors of Envoy Textiles Limited, at its 234th meeting held on 26 June 2024, approved and accepted the valuation report submitted by Asian Surveyors Limited. The revaluation was carried out exclusively in respect of the Company's land, while no changes were made to the carrying values of other classes of fixed assets.

Prior to the revaluation, the carrying amount of the Company's land and land development was BDT 1,554,115,297. Following the revaluation, the carrying amount increased to BDT 3,439,277,600, resulting in a revaluation surplus of BDT 1,885,162,303.

Increase in the carrying amount arising on revaluation of land, building, machinery and equipment are credited to "Revaluation Surplus" under shareholders equity. Amount of depreciation on revaluation surplus has been credited to retained earnings by debiting revaluation surplus as per IAS-16: Property, Plant and Equipment.

Subsequent Cost

Subsequent to initial recognition, cost of replacing part of an item of property, plant and equipment is recognized in the carrying amount of the item if it is probable that the future economic benefits embodied within the part will flow to the Company and its cost can be measured reliably.

Disposal of Fixed Assets

An asset is recognized on disposal or when no future economic benefits are expected from its use and subsequent disposal. Gain or loss 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 or loss from disposal of asset under other income in the statements of comprehensive income.

Capital Work in Progress

Capital work-in-progress represent the cost incurred for acquisition and/or construction of items of property, plant and equipment that were not ready for use at the end of year and these are stated at cost.

3.07 Inventories and Stores

Inventories and stores are comprising of raw materials, raw materials in transit, packing materials, work in progress, finished goods, store items and spare & spare parts in transit. Inventories are valued at the lower of the cost and net realizable value.

3.08 Cash and Cash Equivalents

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

3.09 Statement of Cash Flows

Statement of Cash Flows is prepared in accordance with IAS- 7, and the cash flows from the operating activities have been presented under direct method as prescribed by the Securities and Exchange Rules, 2020 and considering the provision of paragraph 19 of IAS 7 which provides that "enterprises are encouraged to report cash flows from operating activities using the direct method".



3.10 Taxation

3.10.1 Tax Holiday

The company enjoyed tax holiday for 4 (four) years commencing from 01 March 2008, under approval of National Board of Revenue (NBR) dated on September 09, 2008. The tax-holiday period of the company expired on February 29, 2012 and due provision for Income Tax has been maintained in the Statement of comprehensive income. During the tax holiday period 40% of net profit of the company is transferred to the tax holiday reserve in proportionately to invest in the areas as specified by the income Tax Ordinance 1984. Income tax provision made after expiry of tax holiday period as per rate prevailing during that period.

3.10.2 Current Tax

Current tax is the expected tax payable on the taxable income for the period ended, using tax rates enacted or subsequently enacted after the reporting date and any adjustment to tax payable in respect of previous years. Provision for taxation is calculated on the basis of applicable current tax rate and compliance with Finance Act, 2026.

3.10.3 Deferred Tax

Deferred tax arises due to temporary difference deductible or taxable for the transaction which is recognized in the statement of income statement. A temporary difference between the tax base of an asset or liability and its carrying amount/or amount in the Statement of Financial Position. Deferred tax assets or liability is the year income tax recoverable or payable in future periods recognized in the current period IAS 12: Income Tax.

3.11 Segment Reporting

Segment reporting is not applicable for the company this year as the company does not meet the criteria required for segment reporting specified in IFRS-8. "Operating Segment" A Segment reporting is a distinguishable component of an entity that is engaged in providing products within a particular economic environment which is subject to risk and rewards that are different from those of other segments.

3.12 Revenue Recognition

Revenue is recognized in accordance with IFRS 15 and the recognition process Involves the following 5-step process:

- Identifying the contract from a customer;
- Identifying the performance obligation;
- Determining the transaction prices;
- Allocating the transaction price to the performance obligation; and
- Recognizing revenue when/as performance obligation(s) is satisfied.

In compliance with the requirements of IFRS 15, the Company recognizes revenue when control of the goods or services has been transferred to the customer and the performance obligation has been completed. Revenue is measured at the fair value of the amount of consideration to which the Company expects to be entitled to, including variable consideration, if any, to the extent that it is highly probable that a significant reversal will not occur.



3.13 Other Income and Expenses:

Interest income is recognized on accrual basis and all other income and expenses is recognized when it is received. Cash Incentives on Export is recognized when all conditions as laid down in the relevant incentive scheme including receipt of export remittances are satisfied and the right to claim the incentive is established. Sales of stock/wastage fabric are recognized upon transfer of control to the buyer, in line with IFRS 15 Revenue from Contracts with Customers.

3.14 Foreign Currency Transactions

Transactions in Foreign Currencies are translated into BDT at the rate of exchange ruling on date of transaction. Monetary assets and liabilities expressed in foreign currencies are translated into BDT at the rate of exchange ruling at the balance sheet date. Gains or losses resulting from foreign currency transactions are taken to the Statement of comprehensive income.

3.15 Borrowing Costs/Financial Expenses

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

3.16 Earning Per Share (EPS)

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

3.17 Workers Profit Participation Fund (WPPF)

The company has recognized with the Labor Law 2006, amendment in 2013 and 2018 and introduced workers profit participation fund (5% of profit before charging such expenses).

3.18 Financial Instruments:

Financial assets and liabilities are recognized on the balance sheet when the company has become a party to a contractual provision of the instrument:

Accounts Receivables

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

Accounts Payables

Accounts Payables are stated at their nominal value and no bank acceptance is provided as of the reporting date.

Due to/Due from Related Parties

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

Borrowings/Secured Loan

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



Financial Risk Management:

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

- Credit risk
- Liquidity risk
- Market risk

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

Credit Risk:

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

Liquidity Risk:

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

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

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

Market Risk:

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

Capital Risk Management:

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



Money Laundering:

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

3.19 Event after the Reporting Period

In compliance with the requirements of "IAS-10: Event After the reporting period" that provide additional information about the company's position at the date of the financial position are reflected in the financial statements and events after the reporting period that are not adjusting events are disclosed by way of note.

3.20 Date of authorization:

The audited financial statements for the year ended 30 June 2026 were authorized by the Board of Directors on 27 September 2026 for publication.

4.00 Additional Information

4.01 Responsibility for preparation and presentation of Financial Statements

The Board of Directors is responsible for the preparation and presentation of Financial Statements under Section 183 of the Companies Act, 1994 and as per the provision of "the framework for the preparation and presentation of financial statements" issued by the International Accounting Standards Committee (IASC).

4.02 Risk and uncertainties for use of estimates in preparation of financial statements

The preparation of financial statements in conformity with the International Accounting Standards requires management to make estimates and assumption that affect the report, amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and revenue and expenses during the period reported. Actual results could differ from those estimates. Estimates are used for accounting of certain terms such as long-term contracts, provision for doubtful accounts, depreciation and amortization, employees benefit plans, taxes reserves and contingencies.

4.03 Reporting Currency and level of precision

The figures in the financial statements represent Bangladesh currency (Taka), which have been rounded off to the nearest integer.

4.04 Going Concern

The company has adequate resources to continue in operation for the foreseeable future. For this reason, the directors continue to adopt going concern basis in preparing the financial statements.

4.05 Period of Financial Statements

Period of financial statements is from 01 July 2025 to 30 June 2026.

4.06 Significant Event:

Gross Profit Margin and Net Profit Margin after Tax increased by 0.40% and 0.41%, respectively, compared with the previous financial year. The improvement in profitability was primarily attributable to an decrease in the raw material cost (specially raw cotton). This margin improvement was achieved despite a 7.01% decline in total sales revenue, mainly resulting from lower export sales of spinning yarn compared with the previous financial year.

Administrative Expenses and Marketing Expenses increased by 17.33% and 65.83%, respectively, over the previous year. The increase in Administrative Expenses was mainly attributable to



higher salaries and bonuses paid to employees, while the significant increase in Marketing Expenses was primarily driven by higher business promotional activities and expenses associated with the Company's office operations in the USA.

Net Operating Cash Flow per Share (NOCFPS) increased significantly to BDT 14.88 from BDT 4.77 in the previous financial year. The improvement was mainly attributable to a substantial reduction in raw material inventories and accounts receivable, which resulted in improved operating cash flow compared with the previous year.

Net Asset Value (NAV) per Share increased to BDT 60.33 from BDT 58.32 in the previous financial year, primarily due to the increase in net profit after tax during the year.

4.07 General

To facilitate comparison, certain relevant balances pertaining to the previous year have been rearranged/reclassified whenever considered necessary to confirm to current year's presentation.



Amount in BDT.

Notes	Particulars	As at 30 June 2026	As at 30 June 2025
5.00	**Property, Plant & Equipment (WDV):**		
A.	**Cost**		
	Opening Balance		
	Property, Plant & Equipment	16,105,947,949	15,440,801,287
	Revaluation Surplus	3,707,082,443	3,706,809,893
	Total (a)	**19,813,030,392**	**19,147,611,180**
	Addition during the year		
	Property, Plant & Equipment	1,158,086,915	665,146,660
	Revaluation Surplus	-	-
	Total (b)	**1,158,086,915**	**665,146,660**
	Disposal during the year		
	Property, Plant & Equipment	162,786,919	-
	Total (c)	**162,786,919**	**-**
	Closing Balance		
	Property, Plant & Equipment	17,101,247,946	16,105,947,947
	Revaluation Surplus	3,707,082,443	3,706,809,893
	Grand Total (a+b-c)	**20,808,330,388**	**19,812,757,841**
B.	**Accumulated Depreciation**		
	Opening Balance		
	Property, Plant & Equipment	7,357,683,768	6,687,853,240
	Revaluation Surplus	166,404,357	157,585,278
	Total (a)	**7,524,088,125**	**6,845,438,518**
	Addition during the year		
	Property, Plant & Equipment	666,907,394	669,830,528
	Revaluation Surplus	8,552,544	8,819,079
	Total (b)	**675,459,939**	**678,649,607**
	Adjustment for Disposal		
	Property, Plant & Equipment	122,113,279	-
	Total (c)	**122,113,279**	**-**
	Closing Balance		
	Property, Plant & Equipment	7,902,477,883	7,357,683,768
	Revaluation Surplus	174,956,901	166,404,357
	Grand Total (a+b-c)	**8,077,434,784**	**7,524,088,124**
C.	**Written down Value (A-B)**	**12,730,895,602**	**12,288,669,716**

Details of Property, Plant & Equipment with Depreciations are shown in the Schedule A

6.00	**Intangible Assets**		
	Cost		
	Opening Balance	120,740,464	114,809,886
	Additions during the year	14,286,327	5,930,578
	Closing Balance (A)	**135,026,791**	**120,740,464**
	Accumulated Amortization		
	Opening Balance	**81,875,800**	**72,794,828**
	Charged during the year	9,335,316	9,080,972
	Closing Balance (B)	**91,211,116**	**81,875,800**
	Written down Value (A-B)	**43,815,675**	**38,864,663**

Details of Intangible Assets with amortizations are shown in the Schedule A

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Amount in BDT.

Notes	Particulars		As at 30 June 2026	As at 30 June 2025
7.00	**Right -of- Use Assets**			
	Opening Balance		64,856,962	64,856,962
	Add: Additions during the year		-	-
	Closing Balance(A)		**64,856,962**	**64,856,962**
	Accumulated Depreciation			
	Opening Balance		6,803,178	-
	Charged during the year		10,885,084	6,803,178
	Closing Balance(B)		**17,688,262**	**6,803,178**
	Net Book Value(A-B)		**47,168,699**	**58,053,784**
	Details of Right -of- Use Assets with Depreciations are shown in the Schedule B			
8.00	**Machinery in Transit**			
	Capital Machinery		388,586,331	9,226,115
	Total		**388,586,331**	**9,226,115**
9.00	**Inventories & Stores:**			
	Inventories -(Note-9.01)		4,222,280,295	5,611,416,891
	Stores-(Note-9.02)		245,612,792	243,706,157
			4,467,893,087	**5,855,123,047**
9.01	**Inventories:**			
	Packaging Material		8,665,649	16,919,913
	Raw Materials-Yarn		431,782,966	939,021,131
	Raw Materials-Cotton		1,750,199,473	2,243,837,404
	Raw Materials-Chemicals		204,013,435	512,326,301
	Finished Goods- Fabrics		929,556,639	757,440,022
	Finished Goods- Yarn		295,317,517	416,188,275
	Work in Process		602,744,616	725,683,844
	Total		**4,222,280,295**	**5,611,416,891**
9.02	**Stores:**			
	Spare Parts & Accessories		245,612,792	243,706,157
	Total		**245,612,792**	**243,706,157**
10.00	**Material in Transit:**			
	Dyes & Chemical		61,175,242	56,055,736
	Raw Yarn		89,868,749	383,286,729
	Spare Parts		16,760,564	28,872,059
	Raw Cotton		669,927,285	417,336,259
	Total		**837,731,839**	**885,550,784**
11.00	**Trade and Other Receivables**			
	Accounts Receivable	11.01	5,407,842,790	6,286,976,132
	Export Incentive Receivable	11.02	566,605,819	658,252,672
	Interest Receivable on FDR	11.03	303,773	271,723
	Total		**5,974,752,382**	**6,945,500,527**

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Amount in BDT.

Notes	Particulars	As at 30 June 2026	As at 30 June 2025
11.01	**Accounts Receivable**		
	Opening Balance	6,286,976,132	4,712,729,110
	Add: Addition During the Period	17,242,982,239	18,538,139,345
		23,529,958,370	**23,250,868,455**
	Less: Realized During the Period	18,122,115,580	16,963,892,323
	Closing Balance	**5,407,842,790**	**6,286,976,132**
11.02	**Export Incentive Receivable:**		
	Opening Balance	658,252,672	710,092,172
	Add: Addition During the Period	180,417,070	55,024,200
		838,669,742	**765,116,372**
	Less: Realized During the Period	272,063,923	106,863,700
	Closing Balance	**566,605,819**	**658,252,672**
11.03	**Others Receivable**	**303,773**	**271,723**
12.00	**Advance, Deposits & Prepayments:**		
12.01	**Advance:**		
	Advance Office Rent	2,893,270	7,046,510
	Advance to Driver against Fuel	222,000	202,000
	Advance to Employees	5,739,571	3,645,197
	Advance against Fair Price Shop	1,339,178	-
	Advance to Suppliers	15,270,634	33,966,856
	Advance- to Department for Expenses	760,000	540,000
	Advance Against Purchase	1,977,835	13,504,104
	Sub Total	**28,202,488**	**58,904,667**
12.02	**Advance Tax and VAT:**		
	Advance Income Tax-Export	157,622,051	214,354,116
	Advance to Income Tax-Import	11,326,330	9,264,391
	Advance Income Tax-Incentive	27,179,219	10,686,369
	Advance Income Tax-Vehicle	1,000,000	1,607,500
	Advance Tax FDR	377,883	346,722
	Advance Tax STD/ Other Accounts	90,420	32,420
	Advance Tax against Office Rent	548,152	104,409
	Income Tax Paid in Advance	39,013,675	28,945,646
	Advance Payment of VAT- Import	161,097,324	129,550,602
	Sub Total	**398,255,054**	**394,892,175**
12.03	**Deposits:**		
	Bank Guaranty Margin	13,410,557	1,891,294
	Deposit for Electricity Connection	30,664,060	30,664,060
	Deposit for Gas Connection	58,607,421	58,607,421
	Deposit for Telephone Connection	10,000	10,000
	LC Margin-Spare Parts	5,229,996	5,775,574
	LC Margin-Machinery	2,206,466	1,734,550
	Security Deposits	1,644,142	1,618,142
	Sub Total	**111,772,643**	**100,301,041**
	Total	538,230,185	554,097,883

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Amount in BDT.

Notes	Particulars	As at 30 June 2026	As at 30 June 2025
13.00	**Investment:**		
	Fixed Deposit (FDR)	29,368,483	27,870,454
	Total	**29,368,483**	**27,870,454**
	Breakup of Investment:		
	Pubali Bank PLC	5,734,389	5,337,782
	Southeast Bank PLC	13,424,613	12,323,191
	FDR (ILFSL)	10,209,481	10,209,481
		29,368,483	**27,870,454**
14.00	**Cash and Cash Equivalents**		
	Cash in Hand	4,626,488	6,160,005
	Cash at Bank (Note14.01)	137,124,957	179,708,367
		141,751,445	**185,868,372**
14.01	**Cash at Bank:**		
	Bank of Ceylon ERQ-7459	113,872	10,842
	Bank of Ceylon CD- 16947	-	8,794,343
	Dutch Bangla Bank Ltd ERQ. 044	17,760,880	8,940,922
	Dutch Bangla Bank Ltd ERQ. 124	1,804,678	7,229,705
	Dutch Bangla Bank Ltd. SND- 842	124,938	38,095
	Dutch Bangla Bank Ltd. 14502	674,826	213,231
	Dutch Bangla Bank Ltd.- Dividend- 2022	1,656	343,251
	Dutch Bangla Bank Ltd.- Dividend- 2023	568,128	569,088
	Dutch Bangla Bank Dividend 2024	699,991	710,617
	Citi Bank-6882579452 (USA)	82,365	209,008
	HSBC Dividend- 2015	-	351
	HSBC ERQ- 047	11,141,737	9,649,834
	HSBC Bank-801446626201 (Hong Kong)	516,929	3,249,949
	Midland Bank- 2291	6,899	6,899
	Modhumoti Bank ERQ- 30	1,063,688	1,073,318
	Modhumoti Bank 832	2,908,493	6,323,274
	Mutual Trust Bank- CD- 6095	66,969	144,480
	Mutual Trust Bank- 1293	-	96,272
	Pubali Bank SND- 1901	40,364	42,091
	Premier Bank-000002	28,231	2,153,812
	Premier Bank PLC Dividend Account- 2025	948,222	-
	Premier Bank Dividend- 2021	-	4,019
	Pubali Bank EFCR AC-38	48,629,395	507,737
	Pubali Bank -CD-999	2,603,074	622,610
	Pubali Bank Ltd STD-1275	13,515	14,438
	SBAC Bank Ac No #0050130000256	-	4,091
	Southeast Bank-11073	3,972,954	366,224
	Southeast Bank-ERQ 1381	16,865,647	34,316,939
	Southeast Bank-ERQ 13	15,553,730	66,157,088
	Margin Account HSBC- 091	8,795,678	17,351,315
	Margin Accounts Pubali Bank	2,103,311	6,377
	Trust Bank 261	322	322
	Uttara Bank Ltd. ERQ	-	10,513,644
	Uttara Bank Ltd. CD- 3004	34,467	44,182
	Total	**137,124,957**	**179,708,367**



Amount in BDT.

Notes	Particulars	As at 30 June 2026	As at 30 June 2025
	Authorized Capital:		
	275,000,000 Ordinary Shares of Tk.10.00 each.	2,750,000,000	2,750,000,000
	200,000,000 Redeemable Preference Shares of Tk.10.00 each.	2,000,000,000	2,000,000,000
		4,750,000,000	**4,750,000,000**
15.00	**Paid up Share Capital (Common Share):**		
	167,734,767 Ordinary Shares of Tk.10/= each.		

Particulars	Number of Share	Amount in Taka	Amount in Taka
Sponsors/Directors	109,719,677	1,097,196,770	1,093,176,770
General Shareholders (Individual)	17,838,886	178,388,860	145,156,850
General Shareholders (Institution)	39,784,278	397,842,780	437,918,090
Foreign Shareholders	391,926	3,919,260	1,095,960
Total	**167,734,767**	**1,677,347,670**	**1,677,347,670**

16.00	**Share Premium:**		
	40,000,000 Ordinary Shares of Tk.13/= each.	520,000,000	520,000,000
	30,000,000 Ordinary Shares of Tk.20/= each.	600,000,000	600,000,000
	Total	**1,120,000,000**	**1,120,000,000**
	Less: Adjustment as per The Companies Act, 1994, U/S 57 (C)		
	Securities issue cost as on 30.06.25	24,433,697	23,858,697
	Zero Coupon Bond Issue Cost	567,500	575,000
	Closing Balance	**1,094,998,803**	**1,095,566,303**
17.00	**Revaluation Surplus**		
	Opening Balance	3,540,678,084	3,549,224,616
	Less: Provision for Deferred Tax	(542,026,118)	-
	Less: Depreciation on Revaluation Surplus	(8,552,544)	8,546,532
	Closing Balance	**2,990,099,422**	**3,540,678,084**
18.00	**Retained Earnings:**		
	Opening Balance	3,469,030,269	2,388,071,150
	Add: Profit during the Period	1,381,754,282	1,408,895,471
	Less: Declaration of Final Dividend	(503,204,301)	(335,469,534)
	Add: Depreciation on Revaluation Surplus of Assets	8,552,544	8,819,079
	Less: Deferred Tax on Depreciation on Revaluation Surplus	1,026,305	(1,285,897)
	Closing Balance	**4,357,159,099**	**3,469,030,269**
19.00	**Secured Loan:**		
	ADB EURO Term Loan	675,675,000	816,968,250
	ADB USD Term Loan	3,117,954,094	-
	DBBL Term Loan	-	41,297,708
	IDCOL Term Loan	181,460,007	235,961,265
	Modhumoti Bank - Term Loan	-	91,455,045
	Pubali Bank Ltd. Project Loan	-	143,317,009
	Southeast Bank Ltd.-Term Loan	94,731,144	156,078,138
	United Finance Term Loan	-	91,161,797
	Total	**4,069,820,245**	**1,576,239,212**

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As per pragraph 5.1.1 of IFRS 9: Transaction cost for an amount of BDT 54,045,410.14 fully adjusted from the ADB USD term loan amount, the amount of USD 26.00 million was received in 22nd May 2026. This transaction amount shall be amortized proportionately over the next seven years period until the end of this loan period upto 30th September 2032.

Amount in BDT.

Notes	Particulars	As at 30 June 2026	As at 30 June 2025
20.00	**Lease Liability:**	**37,611,789**	**43,432,684**
21.00	**Bond & Preferential Share**		
	Preference Share	174,000,000	348,000,000
	Series Zero Coupon Bond	250,071,089	760,595,598
	Total	**424,071,089**	**1,108,595,598**
22.00	**LC Accepted Liability :**		
	Pubali Bank Ltd. -DPLC	546,562,754	592,428,739
	Total	**546,562,754**	**592,428,739**
23.00	**Provision for Deferred Tax:**		
	Deferred Tax Relating to Statement of Profit or Loss	350,258,630	407,020,945
	Total Deferred Tax Relating to Other Comprehensive Income	540,999,813	-
	Total	**891,258,443**	**407,020,945**

23.01 Deferred Tax Calculation:

Particulars	Carrying Amount	Tax Base	Taxable/(Deductible) Temporary Difference
Balance as at 30 June 2026			
Fixed assets without revaluation	9,242,585,735	6,326,759,616	2,915,826,119
ROU Asset	47,168,699	-	47,168,699
Lease liability	(50,452,929)	-	(50,452,929)
Provision for WPPF	(73,979,117)	(80,259,143)	6,280,025
Net deferred tax asset at 30 June 2026			2,918,821,915
Applicable Tax Rate			12.00%
Deferred Tax Liability			**350,258,630**

23.02 Deferred Tax Calculation:

Particulars	Carrying Amount	Tax Base	Taxable/(Deductible) Temporary Difference
Balance as at 30 June 2026			
Revaluation reserve - PPE other than Land	467,874,923	-	467,874,923
Applicable Tax Rate			12.00%
Deferred Tax Liability on PPE other than Land			**56,144,991**
Revaluation reserve on Land	3,239,207,518	-	3,239,207,518
Applicable Tax Rate			15.00%
Deferred Tax Liability on Land			**485,881,128**
Adjustment of Depreciation on Revaluation Surplus			(8,552,544)
Applicable Tax Rate			12.00%
			(1,026,305)
Total Deferred Tax Relating to Other Comprehensive Income			**540,999,813**

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Amount in BDT.

Notes	Particulars	As at 30 June 2026	As at 30 June 2025

In the financial year 2024–2025, the Company did not recognize deferred tax liability in respect of the taxable temporary difference arising from the revaluation of land. During the current financial year 2025–2026, management reassessed the related temporary differences in accordance with IAS 12 – Income Taxes and recognized the deferred tax liability attributable to the revaluation surplus.

Accordingly, a deferred tax liability of BDT 485,881,128 has been recognized during the current financial year, calculated at the applicable tax rate of 15% on the revaluation surplus of land. Since the underlying revaluation surplus was recognized in Other Comprehensive Income (OCI), the related deferred tax has also been recognized in OCI in accordance with IAS 12.61A.

24.00	**Secured Loan (Current Portion):**		
	ADB EURO Term Loan	225,225,000	204,242,063
	DBBL Term Loan	-	41,297,708
	IDCOL Term Loan	58,161,189	58,990,316
	Modhumoti Bank - Term Loan	67,467,174	91,455,045
	Pubali Bank Ltd. Project Loan	75,237,042	143,317,009
	Southeast Bank Ltd.-Term Loan	94,731,144	156,078,138
	United Finance Term Loan	-	15,193,633
	Series Zero Coupon Bond	370,254,160	190,148,900
	Total	**891,075,709**	**900,722,811**
25.00	**Lease Liability (Current Portion):**	**12,841,140**	**14,621,100**
26.00	**Short Term Liabilities:**		
	Commercial Bank of Ceylon-STL	1,600,000,000	1,100,000,000
	Bank of Ceylon OD- 16947	13,778,397	-
	DBBL-STL	809,659,189	808,222,489
	EDF - DBBL	147,132,373	111,139,025
	EDF - HSBC	52,120,967	104,186,142
	EDF- Modhumoti Bank Ltd.	-	109,789,080
	EDF - MTB	-	272,713,430
	EDF - Pubali Bank Ltd.	931,920,094	1,866,596,935
	EDF - Southeast Bank Ltd.	105,839,319	547,868,551
	HSBC- IBP	27,748,574	54,083,981
	HSBC - RSTL	441,488,694	-
	DBBL- UPAS	268,417,875	123,297,370
	MTBL STL	-	152,643,750
	Premier Bank Ltd CC 144-760-00000051	70,378,263	-
	Pubali Bank Ltd.- STL/TOD	-	250,000,000
	Pubali Bank Ltd.- IBP	26,132,400	46,680,000
	Southeast Bank STL	211,866,359	625,978,553
	Southeast Bank IBP	-	70,627,800
	HSBC- OD Account- 011	10,627,737	3,355,347
	DBBL CC- 043	195,870,591	176,244,954
	Modhumoti Bank -CC-022	94,628	102,105,434
	Modhumoti Bank RSTL	105,935,829	439,535,203
	MTBL SOD- 0084	-	15,248,316
	Pubali Bank Ltd. -CC-371	352,287,002	484,808,644
	Southeast Bank CC-538	52,183,749	236,338,323
	Total	**5,423,482,040**	**7,701,463,326**

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Amount in BDT.

Notes	Particulars		As at 30 June 2026	As at 30 June 2025
27.00	**Trade and Other Payables**			
	Opening Balance		697,150	7,698,232
	Add: Purchase during the Period		8,978,909,941	2,776,590
			8,979,607,091	**10,474,822**
	Less: Payment During the Period		8,954,605,643	9,777,672
	Closing Balance		**25,001,448**	**697,150**
	Add: Trade Payables:			
	HSBC - DPLC		1,148,506,759	1,081,383,095
	Pubali Bank- DPLC		-	641,797,801
	Southeast Bank- DPLC		727,220,630	932,961,846
	Commercial Bank of Ceylon- DPLC		211,844,794	543,424,352
	Modhumoti Bank Ltd.-DPLC		44,700,408	543,919,289
	MTBL - DPLC		-	221,159,520
	Sub Total-		**2,132,272,592**	**3,964,645,902**
	Total-		**2,157,274,040**	**3,965,343,053**
28.00	**Provision for Expenses:**			
	This consists of as follows:			
	Liabilities for Expenses	28.01	438,188,877	521,909,155
	Liabilities for Other Finance	28.02	32,343,507	7,035,962
	Unclaimed / Dividend Payable	28.03	2,133,422	1,727,231
			472,665,806	**530,672,349**
28.01	**Liabilities for Expenses:**			
	Gas Bill Payable		86,590,151	104,402,093
	Audit Fees Payable		655,500	546,250
	Liability Against Advance Rental Income		1,566,138	1,566,138
	Payable against Employee Provident Fund		-	7,146,445
	Payable against Employee Service Benefit		269,638,351	285,570,188
	Provision against ILFSL FDR		10,209,481	10,209,481
	Workers Welfare Foundation Fund		10,350,962	37,781,823
	WPPF Payable- 2023-24		-	10,479,423
	WPPF Payable- 2024-25		-	64,207,314
	WPPF Payable- Current Period		59,178,294	-
	Total		**438,188,877**	**521,909,155**
28.02	**Liabilities for Other Finance:**			
	Interest Payable on Bank Loan		29,089,765	-
	Advance Against Sales		3,253,742	7,035,962
	Total		**32,343,507**	**7,035,962**
28.03	**Unclaimed Dividend:**			
	Unclaimed Dividend- 2022		-	389,757
	Unclaimed Dividend- 2023		674,585	674,585
	Unclaimed Dividend- 2024		656,183	662,889
	Unclaimed Dividend- 2025		802,653	-
	Total		**2,133,422**	**1,727,231**

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Amount in BDT.

Notes	Particulars	As at 30 June 2026	As at 30 June 2025

28.04 Amount Transferred to Capital Market Stabilization Fund:

In compliance with the condition 3(vii) of BSEC Directive no. BSEC/CMRRCD/2021-386/03 dated: 14th January 2021

	No. of. Recipients		
Unclaimed IPO Subscription Amount	141	894,381	894,381
Unclaimed Dividend- 2011	11	124,171	124,171
Unclaimed Dividend- 2012	2,365	1,603,005	1,603,005
Unclaimed Dividend- 2013	2,829	1,211,571	1,211,571
Unclaimed Dividend- 2014	3,461	1,733,834	1,733,834
Unclaimed Dividend- 2015	1,933	1,552,238	1,552,238
Unclaimed Dividend- 2016	645	546,787	546,787
Unclaimed Dividend- 2017	1,222	551,432	551,432
Unclaimed Dividend- 2018	1,358	492,545	492,545
Unclaimed Dividend- 2019	1,845	634,793	634,793
Unclaimed Dividend- 2020	1,942	191,864	191,864
Unclaimed Dividend- 2021	3,530	409,215	409,215
Unclaimed Dividend- 2022	1,316	375,550	-
Total amount Transferred to CMSF		**10,321,385**	**9,945,836**

29.00 Provision for Current Tax:

Opening Balance	225,663,200	221,814,068
Add: Additional Tax paid for Assessment	664,699	28,327,657
Add: Addition during the Period	153,925,679	225,663,200
	380,253,578	**475,804,925**
Less: Assessment Cleared up to Income Year 2024-25	226,327,899	250,141,725
Closing Balance	**153,925,679**	**225,663,200**



		Amount in BDT.	
		For the year ended	
		30 June 2026	30 June 2025
30.00	**Revenue:**		
	Export Sale of Fabrics	16,164,081,105	16,240,195,687
	Export Sale of Cotton Yarn	1,022,686,712	2,220,551,341
	Export Sale of Dyed Yarn	56,214,422	80,569,682
	Foreign Exchange Fluctuation Gain / (Loss)	21,184,322	24,449,731
	Total	**17,264,166,561**	**18,565,766,441**
31.00	**Administrative & General Expenses:**		
	Annual Subscription	712,304	1,885,940
	Audit & Consultancy Fees	4,427,774	2,821,083
	Bank Charges and Commission	42,958,160	51,253,894
	BTMA Certification Expenses	1,177,591	1,007,125
	CSR Expenses	6,589,822	23,318,468
	Directors' Meeting, Attendances fees	4,283,750	3,867,250
	Directors' Remuneration	12,000,000	12,000,000
	Electricity	4,233,568	4,800,181
	Entertainment Expenses	4,195,098	4,668,109
	Fuel Expenses	2,837,086	3,194,298
	Incentive Return to Govt.	204,262	1,229,087
	Insurance Premium	2,519,906	4,689,581
	License and Renewal fees	7,126,531	2,579,466
	Medical Bill- HO	420,473	710,143
	Office Expenses	8,555,008	7,635,062
	Printing & Stationery	1,977,682	2,018,412
	Provident Fund Expenses	44,622,287	21,446,984
	Repair & Maintenance Admin	2,783,083	1,903,698
	Salary, Allowance and Bonus	125,063,309	83,012,476
	Share Management Expenses	1,199,525	983,558
	Software Maintenance	2,446,000	2,583,250
	Stamp, Postage & Courier	12,669,994	5,778,066
	Surveillance Fees	172,500	268,750
	Telephone, Mobile and Internet Bill	4,764,766	3,994,126
	Training & Development Expenses	182,355	1,173,460
	Travelling & Conveyance Expenses	5,743,323	3,564,874
	Vehicle Maintenance Expenses	1,415,049	2,142,184
	Wasa Bill	461,658	924,949
	Depreciation	36,480,718	36,229,184
	Total	**342,223,581**	**291,683,658**
32.00	**Selling & Distribution Expenses:**		
	Business Promotion	17,078,623	8,841,907
	Travelling & Conveyance-Marketing	10,390,901	807,660
	Office Expenses	6,250,896	3,450,198
	Entertainment-MKT	1,554,823	1,305,567
	Freight Charge- Direct Export	6,892,335	1,631,133
	Fuel Expenses-MKT	2,326,461	1,398,962
	Hong Kong Office Expenses	13,651,020	11,774,051
	USA Office Expenses	68,524,643	26,896,992
	Salary, Allowance and Bonus	122,115,996	90,473,913
	Vehicle Maintenance-Distribution	403,621	1,020,592
	Depreciation on RoU	10,885,084	6,803,178
	Total	**260,074,403**	**154,404,153**

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		Amount in BDT.	
		For the year ended	
		30 June 2026	30 June 2025
33.00	**Financial Expenses:**		
	Interest on Preference Share	21,315,000	39,895,000
	Interest on ADB Term Loan	60,645,463	78,522,551
	Interest on ADB USD- Long Term Loan	23,521,463	-
	Expenses on Lease Liability-RoU	9,393,525	2,432,484
	Interest on Commercial Bank of Ceylon PLC CC	496,158	1,490,600
	Interest on Dutch Bangla Bank PLC-CC	19,724,484	20,485,589
	Interest on Dutch Bangla Bank PLC Term Loan	4,423,422	14,885,941
	Interest on HSBC-CC	2,071,918	3,358,671
	Interest on IDCOL-Long Term	13,678,057	16,628,557
	Interest on IDLC	-	228,432
	Interest on Modhumati Bank PLC. CC	6,760,514	10,791,699
	Interest on Modhumoti Bank PLC Term Loan	18,739,160	34,295,759
	Interest on -Pubali Bank PLC- CC-37	49,342,663	51,964,086
	Interest on Pubali Bank PLC.- Term Loan	38,846,540	36,657,759
	Interest on -Premier Bank PLC- CC	19,934,188	13,481,347
	Interest on Series JCB	69,580,751	94,508,830
	Interest on Southeast Bank PLC.- Term Loan	36,143,407	57,083,246
	Interest on Southeast Bank PLC.-CC	23,676,464	25,158,890
	Interest on IBP	46,000,696	14,371,368
	Interest on Mutual Trust Bank PLC- SOD	542,586	5,145,969
	Interest on United Finance PLC	14,177,481	4,152,340
	Interest on Uttara Bank PLC.- CC	-	25,471,587
	Interest on EDF Loan	168,113,954	228,158,788
	Interest on UPAS Loan	202,643,539	134,256,296
	Interest on STL	467,705,815	464,319,335
	Total	**1,317,477,248**	**1,377,745,126**
34.00	**Other Income:**		
	Interest Income	2,482,586	1,968,812
	Unrealized Currency Fluctuation Gain / (Loss)	(2,145,289)	(19,736,253)
	Income from Office Rent	6,264,552	522,046
	Loss on Disposal of Fixed Asset	(11,593,642)	-
	Stock / Wastage Fabric Sales	3,918,239	4,011,466
	Export Incentive	180,417,070	55,024,200
		179,343,516	**41,790,271**



		Amount in BDT	
		For the year ended	
		30 June 2026	30 June 2025
35.00	**Basic Earnings Per Share (EPS):**		
	Profit After Tax	1,381,754,282	1,408,895,471
	Number of Shares Outstanding	167,734,767	167,734,767
	Earnings Per Share (EPS)	8.24	8.40
	Diluted Earnings Per Share	8.24	8.40
36.00	**Factory Overhead:**		
	C & F expenses	5,232,990	7,314,661
	Electricity Expenses	36,787,234	33,700,180
	Entertainment	20,914,386	35,305,504
	Factory Maintenance Expenses	42,016,826	35,685,531
	Fire Fighting Expenses	1,074,275	2,740,884
	Fuel Expenses	22,930,149	10,400,476
	Gas Bill	1,138,180,648	1,138,134,944
	Insurance Premium	17,857,390	4,157,564
	Medical & Medicine Expenses	4,869,519	2,014,204
	Port Demurrage (Import Raw Materials)	48,273,921	-
	Salary, Allowance and Bonus	470,378,408	366,498,927
	Sample Washing and Making Cost	11,341,580	3,105,320
	Spare Parts- Generator	7,065,295	22,750,706
	Spare Parts Production Machinery	307,494,377	301,185,771
	Stationery-Factory	2,574,678	1,577,958
	Telephone, Mobile and Internet Bill Factory	3,763,060	3,576,488
	Test and Examination	8,269,131	7,553,941
	Travelling & Conveyance	18,193,241	13,476,125
	Uniform	772,819	1,696,826
	Vehicle Maintenance Expenses	1,480,001	1,318,805
	Weaving Expenses	28,935,899	16,445,013
	Depreciation	648,314,537	651,501,395
	Total	**2,846,720,363**	**2,660,141,223**

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37.00 Related party Disclosure under IAS-24:

37.10 During the reporting period from 01 July 2025 to 30 June 2026 following transactions incurred with related party as per IAS-24 Para- 21 in the form of utility bill sharing.

Amount in BDT

Particulars	Opening	Addition (Rent)	Adjustment/ Realized (Rent)	Closing Payable
Sheltech Engineering Limited	1,566,138	6,264,552	6,264,552	1,566,138
Total-	**1,566,138**	**6,264,552**	**6,264,552**	**1,566,138**

37.20 Related party disclosure as per IAS-24 Para- 17 regarding Key management personnel compensation:

(a) Short-Term Employee Benefits;	Monthly Salary.
	Two Festival Bonus.
	Medical assistance for own.
	Earn Leave encashment as per existing Labor Law.
	Profit participation as Companies Act, 1994.
(b) Post-Employment Benefits;	Long term service benefit.
(c) Other Long-Term Benefits;	Group Insurance Policy with Fareast Life Insurance Co.
	Employee Retirement Benefit.
(d) Termination Benefits;	As per Existing Labor Law.
(e) Share-Based Payment;	Nil

38.00 Disclosure of Directors Remuneration and Meeting attendance fees under Para 4 of Schedule XI part II of the Companies Act. 1994:

38.01 Directors have received the following remuneration from the company during the year ended 30 June 2026

Name	Position	No. of Month	2026 (BDT)	No. of Month	2025 (BDT)
Mr. Tanvir Ahmed	Managing Director	12	12,000,000	12	12,000,000
Total			**12,000,000**		**12,000,000**

38.02 Directors have received the following meeting attendance fees during the Year ended 30 June 2026.

Name	Position	No. of Month	2026 (BDT)	No. of Month	2025 (BDT)
Mr. Kutubuddin Ahmed	Chairman	09	258,750	10	280,000
Mr. Tanvir Ahmed	Managing Director	09	258,750	10	280,000
Mrs. Rashida Ahmed	Director	09	258,750	10	280,000
Ms. Sumayyah Ahmed	Director	09	258,750	10	280,000
Mr. Fakhruddin Ahmed, FCMA, FCA	Independent Director	08	230,000	10	280,000
Barrister Mohammad Shafiqur Rahman	Independent Director	09	258,750	10	280,000
Ambassador Syed Shahed Reza	Independent Director	09	258,750	9	247,500
Mr. Sk. Bashir Ahmed	Director	08	230,000	7	196,250
Mr. Moin Uddin	Director	09	258,750	10	280,000
Mr. Sunil Daulatram Daryanani	Director	05	143,750	7	195,000
Professor Tanzina Haque FCMA	Independent Director	07	201,250	0	-
Mr. Dinesh Gope Virwani	Director	06	172,500	4	112,500
		Total	**2,788,750**		**2,711,250**

Audit Committee Meeting

Name	Position	Position in the Committee	No. of Meeting	2026 (BDT)	No. of Meeting	2025 (BDT)
Mr. Fakhruddin Ahmed, FCMA, FCA	Independent Director	Chairman	05	115,000	5	112,000
Ms. Sumayyah Ahmed	Director	Member	05	115,000	5	112,000
Barrister Mohammad Shafiqur Rahman	Independent Director	Member	05	115,000	4	90,000
Ambassador Syed Shahed Reza	Independent Director	Member	05	115,000	5	112,000
Mr. Moin Uddin	Independent Director	Member	05	115,000	5	112,000
Professor Tanzina Haque FCMA	Independent Director	Member	02	46,000	0	-
Mr. Sunil Daulatram Daryanani	Independent Director	Member	0	-	1	67,000
		Total		**621,000**		**605,000**

Nomination and Remuneration Committee (NRC) Meeting

Name	Position	Position in the Committee	No. of Meeting	2026 (Tk.)	No. of Meeting	2025 (Tk.)
Ambassador Syed Shahed Reza	Independent Director	Chairman	07	161,000	5	111,000
Mrs. Sumayyah Ahmed	Director	Member	07	161,000	5	110,000
Barrister Mohammad Shafiqur Rahman	Independent Director	Member	07	161,000	5	110,000
Mr. Fakhruddin Ahmed FCMA, FCA	Independent Director	Member	07	161,000	5	110,000
Mr. Moin Uddin	Independent Director	Member	07	161,000	5	110,000
Professor Tanzina Haque FCMA	Independent Director	Member	02	46,000	0	-
Mr. Dinesh Gope Virwani	Director	Member	01	23,000	0	-
		Total		**874,000**		**551,000**

39.00 Disclosures under Para 3 of schedule XI Para II of the Companies Act. 1994.

Salary Range (Monthly)	Officer & Staff		Worker	Total
	Head Office	Factory		
Below 11,889	Nil	Nil	Nil	Nil
Above 11,889	191	338	2,780	3,309

40.00 Disclosures under Para 6 of schedule XI part II of the Companies Act. 1994.

Amount Paid / Payable against Audit Expenses

Name	Purpose	June 30, 2026	June 30, 2025
MABS & J Partners	Statutory Audit Fee	517,500	-
Quazi Sabnam & Associates	Compliance Auditor's Fee	57,500	-
Tasnuva Mahedi Bhola	PF & WPPF Audit Fee	132,250	28,750
Harun or Rashid & Associates	Compliance Auditor's Fee	5,000	84,500
Vanguard Consulting PLC	Consultancy Fee	2,046,774	240,000
Mc Millan Bangladesh Advisory Ltd.	Consultancy Fee	966,000	724,500
Future Business Support Center	Consultancy Fee	115,000	-
K M Alom & Co.	Consultancy Fee	207,000	-
Mohammad Wasiuzzaman	Consultancy Fee	62,500	-
MS Reed Consultancy	Consultancy Fee	258,750	-
Mohammad Sahadat Hussain	Consultancy Fee	59,500	-
KM Hassan & Co.	Statutory Audit Fee	-	460,000
Asian Surveyors' Ltd	Land Valuation Surveyors Fee	-	57,500
Bureau Veritas Consumer Products Services (BD) Ltd.	Consultancy Fee	-	107,792
TUV RHEINLAND Bangladesh PVT. Limited, BSCI Audit	Consultancy Fee	-	271,602
CU Certifications Ltd.	Consultancy Fee	-	232,944
ITS Lab test Bangladesh Ltd.	Consultancy Fee	-	359,870
Upgrade Sustain Benefit BD Ltd.	Consultancy Fee	-	37,375
Mr. Mominur Rahman	Consultancy Fee	-	28,750
Mr. Mohammad Wasiuzzaman	Consultancy Fee	-	62,500
Mr. Sahadat	Consultancy Fee	-	125,000
	Total-	**4,427,774**	**2,821,083**

41.00 Disclosures under Para 8 of schedule XI part II of the Companies Act. 1994.

Transaction in Foreign Currency

Particulars	Amount in (BDT)
CIF value of import:	
1. Raw Materials	
(a) Yarn	1,335,859,661
(b) Cotton	6,372,636,201
(c) Dyes & Chemicals	1,180,911,171
2. Accessories / Spare Parts	314,559,672
3. Capital Machinery	949,046,022
Total CIF value of import:	**10,153,012,726**
FOB value of Export	**17,242,982,239**

41.00 Disclosures under Para 8 of schedule XI part II of the Companies Act. 1994.

Particulars of Foreign Shareholders

Name	No of Shareholders	%	Value of Shares
Foreign Individuals	391,926	0.23%	3,919,260
Total	**391,926**	**0.23%**	**3,919,260**

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43.00 Disclosures under Para 8 of schedule XI part II of the Companies Act. 1994.
Imported and local raw materials and spare parts consumed during the year ended 30 June 2026

Raw materials:	Qty (Ton)	Amount In BDT	% on Consumption
1. Yarns	6560 (Ton)	1,843,097,826	17.37%
2. Cotton	31457 (Ton)	6,866,274,132	64.71%
2. Dyes & Chemicals	10800 (Ton)	1,489,224,037	14.03%
3. Packaging Materials	Various	97,757,172	0.92%
4. Spare Parts	Various	314,559,672	2.96%
		10,610,912,838	**100%**

44.00 Disclosures under Para 7 of schedule XI part II of the Companies Act. 1994.
Capacity Utilization (Period ended 01 July 2025 to 30 June 2026)

Description of Products	Installed Capacity (Yards)		Actual Production (Yards)		Capacity Utilization	
	June 2026	June 2025	June 2026	June 2025	June 2026	June 2025
Denim Fabrics Unit-1(in Yards)	32,000,000	24,000,000	27,857,512	24,691,805	87.05%	102.88%
Denim Fabrics Unit-2 (in Yards)	28,000,000	28,000,000	26,765,061	30,178,872	95.59%	107.78%
Total-	**60,000,000**	**52,000,000**	**54,622,573**	**54,870,677**		
Spinning Unit-1 (in KG)	25,000,000	25,000,000	25,221,968	25,881,575	100.89%	103.53%
Spinning Unit-2 (in KG)	4,200,000	4,200,000	4,245,075	4,316,541	101.07%	102.77%
Spinning Unit-3 (in KG)	4,550,000	-	Commercial Operation will expected to start from January 2027			
Total-	**33,750,000**	**29,200,000**	**29,467,043**	**30,198,116**		

Notes: Production Capacity & Utilization increased due to yarn count variation both production units.

45.00 Aging of Account Receivable under Part I of Schedule XI of the Companies Act, 1994

Particulars	Amount 2026	%	Amount 2025	%
Within the Credit cycle up to 4 Months	5,037,904,777	93.16%	5,937,607,116	94.44%
From 4 to 6 Months	196,263,400	3.63%	216,213,483	3.44%
From 6 to 8 Months	87,508,007	1.62%	19,309,926	0.31%
Above 8 Months	86,166,606	1.59%	113,845,607	1.81%
Total-	5,407,842,790	100%	6,286,976,132	100.00%

	Amount in BDT.	
	For the year ended	
	30 June 2026	30 June 2025
46.00 Net Asset Value (NAV) Per Share:		
Total Assets	25,200,193,728	26,848,825,344
Less: Total Liabilities	15,080,588,734	17,066,203,018
A. Net Assets Value	**10,119,604,994**	**9,782,622,326**
B. Total Number of Share Outstanding	167,734,767	167,734,767
Net Asset Value (NAV) Per Share (A/B):	**60.33**	**58.32**

	Amount in BDT.	
	For the year ended	
	30 June 2026	30 June 2025
46.01 Earnings Per Share (EPS):		
Profit After Tax	1,381,754,282	1,408,895,471
Number of Shares Outstanding	167,734,767	167,734,767
Earnings Per Share (EPS)	8.24	8.40
Diluted Earnings Per Share	8.24	8.40

47.00 Income Tax Assessment Status:

Acct. Year	Income Year	Assesment Year	Provision for Income Tax	Liabilities as per Asst. Order	Advance Income Tax Paid	Remarks
30-Sep-11	2011-12	2012-13	130,490	1,371,420	3,698,280	Assessment Completed
30-Sep-12	2012-13	2013-14	27,265,552	32,657,745	28,165,703	Assessment Completed
30-Sep-13	2013-14	2014-15	52,514,926	23,795,943	39,439,435	Assessment Completed
30-Sep-14	2014-15	2015-16	28,920,085	30,126,031	29,136,448	Assessment Completed
30-Sep-15	2015-16	2016-17	65,803,788	30,373,069	30,373,069	Assessment Completed
30-Jun-16	2015-16	2016-17	41,912,126	35,092,548	35,092,548	Assessment Completed
30-Jun-17	2016-17	2017-18	29,979,520	44,970,435	45,356,147	Assessment Completed
30-Jun-18	2017-18	2018-19	27,542,321	49,312,300	49,109,397	Assessment Completed
30-Jun-19	2018-19	2019-20	98,354,480	41,186,268	41,136,869	Assessment Completed
30-Jun-20	2019-20	2020-21	12,916,271	57,351,982	57,284,866	Assessment Completed
30-Jun-21	2020-21	2021-22	54,222,501	62,298,575	62,130,846	Assessment Completed

30-Jun-22	2021-22	2022-23	79,698,239	81,116,877	86,933,290	Assessment Completed
30-Jun-23	2022-23	2023-24	189,935,869	141,080,198	146,369,137	Assessment Completed
30-Jun-24	2023-24	2024-25	98,657,314	107,160,712	107,690,348	Assessment Completed U/S-180
30-Jun-25	2024-25	2025-26	253,990,857	N/A	236,395,927	Tax Return Submitted U/S-180
30-Jun-26	2025-26	2026-27	154,590,378	N/A	198,144,056	N/A

48.00 Information relating to Quantity of Purchase, Production, Sale of Stock (Major Items only):

a) Raw Materials:

Particulars	Opening Stock on 01.07.2025	Purchase	Total	Consumption	Closing Stock on 30.06.2026	Unit
Yarn	-	5,212,844	5,212,844	6,560,192	1,347,348	KG
Cotton	7,635,147	31,676,542	39,311,689	31,456,566	7,855,123	KG
Dyes & Chemical	956,220	10,598,676	11,554,896	10,800,361	754,535	KG

b) Sales:

Particulars	Opening Stock on 01.07.2025	Production	Available for Sale	Closing Stock on 30.06.2026	Sales During the Year	Unit
Finished Fabrics	3,070,039	54,622,573	57,692,612	3,674,439	54,018,173	Yards
Spinning Yarn	1,398,714	29,467,043	30,865,757	1,056,031	29,809,726	KG

c) Finished Goods:

Particulars	Opening Stock on 01.07.2025	Production	Available for Sale	Sales/Use During the Year	Closing Stock on 30.06.2026	Unit
Finished Goods- Fabrics	3,070,039	54,622,573	57,692,612	54,018,173	3,674,439	Yards
Finished Goods-Spinning Yarn	1,398,714	29,467,043	30,865,757	29,809,726	1,056,031	KG

49.00 Clause No. 5 (2) (e) of Notification No. BSEC/CMRRCD/2006-158/208/Admin/81, Dated: 20 June 2018: Reconciliation of Net Operating Cash Flow under Indirect Method:

Particulars	BDT June 30, 2026	BDT June 30, 2025
Net Profit after TAX	1,381,754,282	1,408,895,471
Depreciation	684,795,254	687,730,579
Increase/(Decrease) of Account Payable	(1,808,069,012)	1,893,212,199
Increase/(Decrease) Provision for Expenses	(58,412,734)	73,598,802
Increase/(Decrease) of Provision for Tax	(128,499,836)	(53,854,344)
(Increase)/Decrease of Inventory	1,387,229,961	(1,002,618,791)
(Increase)/Decrease of Transit	47,818,945	(647,789,677)
(Increase)/Decrease of A/R	970,748,145	(1,522,679,244)
(Increase)/Decrease Advance, Deposits & Prepayments	15,867,698	(55,803,850)
Unrealized Foreign Currency Translation Loss	2,145,289	19,736,253
Net Cash Provided by Operation Activities	**2,495,377,991**	**800,427,399**
Net Operating Cash Flow Per Share	**14.88**	**4.77**

50.00 Authorized Capital:

	June 30, 2026	June 30, 2025
275,000,000 Ordinary Shares of Tk.10.00 each.	2,750,000,000	2,750,000,000
200,000,000 Redeemable Preference Shares of Tk.10.00 each.	2,000,000,000	2,000,000,000
	4,750,000,000	**4,750,000,000**

50.01 Composition of Shareholding (Issued, Subscribed and Paid up Share Capital):

167,734,767 Ordinary Shares of Tk.10/= each.

Particulars	June 30, 2026		June 30, 2025	
	Number of Share	BDT	Number of Share	BDT
Sponsors/Directors	109,719,677	1,097,196,770	109,317,677	1,093,176,770
General Shareholders (Individual)	17,838,886	178,388,860	14,515,685	145,156,850
General Shareholders (Institution)	39,784,278	397,842,780	43,791,809	437,918,090
Foreign Shareholders	391,926	3,919,260	109,596	1,095,960
Total	**167,734,767**	**1,677,347,670**	**167,734,767**	**1,677,347,670**

51.00 Events after the Reporting Period

a) The Board has declared Cash Dividend @32.50 % (i.e. Tk. 3.25 per share of Tk. 10.00 each) on paid-up capital for the year ended 30 June 2026 as per decision of the Board of Directors of Envoy Textiles Limited in its 256th meeting held on 27 September 2026.

b) Except above no other significant event occurred till the date of signing the financial statements.

Place: Dhaka
Date: 27 September 2026

M. Saiful Islam Chowdhury, FCS
Company Secretary

Fakhruddin Ahmed, FCMA, FCA
Independent Director

MABS & J Partners Dhaka Chartered Accountants

Tanvir Ahmed
Managing Director

ENVOY TEXTILES LIMITED
Property, Plant & Equipment
For the year ended June 30, 2026

Amount in BDT

Schedule A

Sl.	Particulars	COST				REVALUATION		Total Cost as at 30.06.26	Rate %	DEPRECIATION/AMORTIZATION							Written down Value			Written down Value
										On Cost				On Revaluation Surplus						
		Balance as at 01.07.25	Addition During the Year	Disposal During the Year	Total as at 30.06.26	Revaluation Surplus	Total as at 30.06.26			Balance as at 01.07.25	Disposal During the Year	Charged during the year	Accumulated Depreciation 30.06.26	Balance as at 01.07.25	Charged during the year	Accumulated Depreciation 30.06.26	Original Cost as at 30.06.26	Revaluation Surplus as at 30.06.26	Total as at 30.06.26	30.06.25
	0	1	2	3	4	4	5	6=4+5	7	8	9	10	11	12	13	14	14=4-11	15=5-14	16=14+15	17
1	Building Factory	2,317,309,219	132,311,063	-	2,449,620,282	126,551,138	126,551,138	2,576,171,420	3%	515,931,015	-	55,564,522	571,495,537	46,398,538	2,404,578	48,803,116	1,878,124,745	77,748,022	1,955,872,767	1,881,530,805
2	Rest house, Officer & Staff quarter	581,252,740	-	-	581,252,740	94,417,320	94,417,320	675,670,060	2%	104,759,162	-	9,529,872	114,289,034	24,678,268	1,394,781	26,073,049	466,963,706	68,344,271	535,307,977	546,232,629
3	Building Corporate Office	365,098,224	4,997,659	-	370,095,883	228,246,975	228,246,975	598,342,858	3%	108,058,465	-	7,800,597	115,859,062	83,684,162	4,336,884	88,021,046	254,236,821	140,225,929	394,462,749	401,602,572
4	Factory Equipment	336,240,223	19,984,883	-	356,225,106	-	-	356,225,106	10%	188,434,507	-	15,789,827	204,224,334	-	-	-	152,000,772	-	152,000,772	147,805,715
5	Furniture and Fixture	107,514,250	2,540,746	-	110,054,996	-	-	110,054,996	10%	68,113,062	-	4,083,268	72,196,330	-	-	-	37,858,666	-	37,858,666	39,401,188
6	Land and Land Development	391,983,033	171,653,143	-	563,636,176	3,239,207,518	3,239,207,518	3,802,843,694	0%	-	-	-	-	-	-	-	563,636,176	3,239,207,518	3,802,843,694	3,630,918,003
7	Machinery & Equipment	11,063,470,385	786,259,101	162,786,921	11,686,942,565	-	-	11,686,942,565	10%	5,924,270,884	122,113,279	539,035,536	6,341,193,141	-	-	-	5,345,749,423	-	5,345,749,423	5,139,199,500
8	ETP Cost	96,365,692	-	-	96,365,692	6,348,928	6,348,928	102,714,620	10%	63,114,809	-	3,325,088	66,439,897	5,039,016	130,991	5,170,007	29,925,795	1,178,921	31,104,716	34,560,794
9	Office Equipment	146,927,034	3,755,959	-	150,682,993	-	-	150,682,993	10%	69,923,840	-	7,835,778	77,759,618	-	-	-	72,923,375	-	72,923,375	77,003,193
10	Motor Vehicle	136,143,983	-	-	136,143,983	-	-	136,143,983	20%	109,526,031	-	5,323,590	114,849,621	-	-	-	21,294,362	-	21,294,362	26,617,952
11	Other Construction	257,160,733	16,892,940	-	274,053,673	12,310,564	12,310,564	286,364,237	5%	90,921,284	-	8,731,060	99,652,344	6,604,373	285,310	6,889,683	174,401,329	5,420,881	179,822,210	171,945,639
12	Others Assets	306,482,433	19,691,422	-	326,173,855	-	-	326,173,855	5%	114,630,708	-	9,888,257	124,518,965	-	-	-	201,654,890	-	201,654,890	191,851,725
	Sub Total	**16,105,947,949**	**1,158,086,915**	**162,786,921**	**17,101,247,944**	**3,707,082,443**	**3,707,082,443**	**20,808,330,386**		**7,357,683,768**	**122,113,279**	**666,907,394**	**7,902,477,883**	**166,404,357**	**8,552,544**	**174,956,901**	**9,198,770,061**	**3,532,125,541**	**12,730,895,602**	**12,288,669,716**
13	Software and other Intangible	120,740,464	14,286,327	-	135,026,791	-	-	135,026,791	20%	81,875,800	-	9,335,316	91,211,116	-	-	-	43,815,675	-	43,815,675	38,864,663
	Sub Total	**120,740,464**	**14,286,327**	**-**	**135,026,791**	**-**	**-**	**135,026,791**		**81,875,800**	**-**	**9,335,316**	**91,211,116**	**-**	**-**	**-**	**43,815,675**	**-**	**43,815,675**	**38,864,663**
	Total	**16,226,688,411**	**1,172,373,242**	**162,786,919**	**17,236,274,732**	**3,707,082,441**	**3,707,082,441**	**20,943,357,175**		**7,439,559,568**	**122,113,279**	**676,242,710**	**7,993,688,999**	**166,404,357**	**8,552,544**	**174,956,901**	**9,242,585,735**	**3,532,125,541**	**12,774,711,277**	**12,327,534,380**

Depreciation Allocation	On Cost	Revaluation	Total
Factory Overhead	**645,493,658**	**2,820,879**	**648,314,537**
Administrative & General Expenses	**30,749,052**	**5,731,665**	**36,480,718**
Rest house, Officer & Staff quarter	9,529,872	1,394,781	10,924,653
Building Corporate Office	7,800,597	4,336,884	12,137,482
Furniture and Fixture	4,083,268	-	4,083,268
Software	9,335,316	-	9,335,316
Total	**676,242,710**	**8,552,544**	**684,795,254**

Envoy Textiles Limited
Leasehold Property Schedule
For the year ended June 30, 2026

Schedule B

Particulars	Assets Portion			Rate %	Depreciation Portion			Written Down Value as at 30.06.26	Written Down Value as at 30.06.25
	Balance as at 01.07.25	Addition During the Year	Total as at 30.06.26		Balance as at 01.07.25	Charged during the year	Total as at 30.06.26		
1 Right of Use on Assets	64,856,962	-	64,856,962	16.67%	6,803,178	10,885,084	17,688,262	47,168,699	58,053,784
Total	**64,856,962**	**-**	**64,856,962**		**6,803,178**	**10,885,084**	**17,688,262**	**47,168,699**	**58,053,784**

MABS & J Partners Dhaka Chartered Accountants



AT A GLANCE 2025-2026



Directors of Envoy Textiles Limited at the 30th AGM 2025





Shareholders gathered for the 30th AGM 2025



ESG AWARDS 2026



12th ICSB National Award Presentation 2025



6th Participation Committee Election 2025



Indigo Inception: A Buyers' Meet and Collection Showcase.



Art competition on “Beat Plastic Pollution” theme



Tree Plantation Program 2026





Kingpins Amsterdam 2026: Participated with the SS28 Indigo Library collection



Kingpins New York 2026: Connected with global denim buyers



Annual Marathon 2025: Promoting fitness and team spirit



Annual Cultural Program 2025



Annual Prize Distribution 2025

BANGLADESH ASSOCIATION OF PUBLICLY LISTED COMPANIES

Renewed Certificate

This is to certify that

ENVOY TEXTILES LIMITED

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

This certificate remains current until 31st December, **2026**

Ref. No: **CM-2026/146**

Date of issue : **March 16, 2026**

BAPLC

Secretary General

CREDIT RATING

BY CREDIT RATING AGENCY OF BANGLADESH (CRAB)

LONG TERM	SHORT TERM	OUTLOOK	VALID UNTIL
AA1	ST-1	▲ POSITIVE	31 DEC 2026
Double A One	Short-term credit rating	Outlook on the rating	Rated on 29 Dec 2025

RATING VALIDITY

29 December 2025
Date of rating

31 December 2026
Validity up to

BASIS OF RATING

Envoy Textiles Limited has been rated as AA1 (Double A One) long term credit rating and ST-1 short term credit rating by Credit Rating Agency of Bangladesh (CRAB) based on Audited Financial Statements (FYE 30/06/2025, 30/06/2024, 30/06/2023) and other relevant qualitative and quantitative information up to the date of rating declaration. The date of rating was 29 December 2025 and validity up to 31 December 2026. The outlook on the **rating is Positive.**

AUDITED FINANCIAL STATEMENTS

- FYE 30/06/2025
- FYE 30/06/2024
- FYE 30/06/2023

CRAB'S ASSESSMENT

CRAB considered Envoy Textiles overall credit profile to be healthy, supported by continued improvements across key operational and financial areas of the company. The assigned rating reflects Envoy-Tex's long operational history, complex value-chain business model, strong brand position in the market, and significant operational scale. These strengths are further supported by its diversified product portfolio and established track record of timely repayment.

- Long operational history
- Complex value-chain model
- Strong brand position
- Significant operational scale
- Diversified product portfolio
- Timely repayment record

Considering all relevant qualitative and quantitative factors, Envoy Textiles Limited has been rated AA1 by CRAB.

এনভয় টেক্সটাইলস লিমিটেড

কর্পোরেট ও রেজিষ্টার্ড অফিসঃ এনভয় টাওয়ার, ১৮/ই, লেক সার্কাস কলাবাগান,পশ্চিম পান্থপথ, ঢাকা-১২০৫

৩১তম বার্ষিক সাধারণ সভার বিজ্ঞপ্তি

এই মর্মে সংশ্লিষ্ট সকলকে জানানো যাচ্ছে যে, এনভয় টেক্সটাইল্‌স লিমিটেডের **৩১তম** বার্ষিক সাধারণ সভা আগামী **শনিবার, ৫ ডিসেম্বর ২০২৬, সকাল ১১:০০ ঘটিকায়** নিম্নবর্ণিত বিষয়সমূহ আলোচনা ও সিদ্ধান্ত গ্রহনের নিমিত্তে গুলশান শুটিং ক্লাব, গুলশান এভিনিউ, পুলিশ প্লাজার পাশে, ঢাকা-১২১২-এ অনুষ্ঠিত হবেঃ

আলোচ্যসূচীসমূহ

ক. সাধারণ কার্যক্রম

আলোচ্যসূচি নং ১ ঃ ৩০শে জুন, ২০২৬ তারিখে সমাপ্ত বছরের নিরীক্ষিত আর্থিক হিসাব বিবরণী, তদসংশ্লিষ্ট নিরিক্ষকদের প্রতিবেদন এবং পরিচালনা পর্ষদের প্রতিবেদন গ্রহণ, বিবেচনা ও অনুমোদন;

আলোচ্যসূচি নং ২ ঃ ৩০শে জুন, ২০২৬ তারিখে সমাপ্ত বছরের লভ্যাংশ ঘোষনা;

আলোচ্যসূচি নং ৩ ঃ অত্র কোম্পানীর সংঘ-বিধি অনুযায়ী নিম্নোক্ত পরিচালকমন্ডলী নির্বাচনঃ

৩.১ জনাব কুতুবউদ্দিন আহমেদ;

৩.২ জনাব শেখ বশির আহমেদ (এনভোটেক এভিয়েশন লিঃ-এর মনোনীত প্রতিনিধি);

৩.৩ জনাব দীনেশ গোপ বিরওয়ানি (কসমোপলিটন ইন্ডাস্ট্রিজ প্রাইভেট লিঃ-এর মনোনীত প্রতিনিধি);

আলোচ্যসূচি নং ৪ ঃ নিম্নোক্ত স্বতন্ত্র পরিচালকদের পুনঃনিয়োগ নিশ্চিতকরণঃ

৪.১ জনাব ফখরুদ্দিন আহমেদ, এফসিএমএ, এফসিএ;

৪.২ ব্যারিস্টার মুহাম্মদ শফিকুর রহমান;

আলোচ্যসূচি নং ৫ ঃ নিরীক্ষক পুনঃনিয়োগ ও তাদের পারিশ্রমিক নির্ধারণ;

আলোচ্যসূচি নং ৬ ঃ পেশাজীবি হিসাব রক্ষক/সচিব নিয়োগ; এবং

খ. বিশেষ কার্যক্রম

আলোচ্যসূচি নং ৭ ঃ কোম্পানীর নিবন্ধিত নাম পরিবর্তন

নিম্নলিখিত প্রস্তাবটি বিশেষ প্রস্তাব হিসেবে সংশোধনীসহ বা সংশোধনী ব্যতীত বিবেচনা ও উপযুক্ত মনে হলে অনুমোদনের জন্য উপস্থাপন করা হবে:

"সিদ্ধান্ত গৃহীত হলো যে–

১। কোম্পানী আইন, ১৯৯৪ (১৯৯৪ সালের ১৮ নং আইন)-এর বিধানাবলি এবং এর যেকোনো বিধিবদ্ধ সংশোধন বা পুনঃপ্রণয়ন সাপেক্ষে, এবং রেজিস্ট্রার অব জয়েন্ট স্টক কোম্পানীজ অ্যান্ড ফার্মস (আরজেএসসি)-এর অনুমোদনক্রমে, কোম্পানীর নিবন্ধিত নাম "এনভয় টেক্সটাইল্‌স লিমিটেড" পরিবর্তন করে **"এনভয় টেক্সটাইল্‌স পিএলসি"** করার সিদ্ধান্ত গৃহীত ও অনুমোদিত হলো।

২। কোম্পানীর পরিবর্তিত নাম প্রতিফলিত করার জন্য কোম্পানীর সংঘস্মারক এবং সংঘবিধির প্রাসঙ্গিক ধারাসমূহে প্রয়োজনীয় সংশোধন আনার সিদ্ধান্ত গৃহীত ও অনুমোদিত হলো।

৩। কোম্পানীর নতুন নাম **"এনভয় টেক্সটাইল্‌স পিএলসি"**, কোম্পানীর বিদ্যমান নামের পরিবর্তে কোম্পানীর সকল বিধিবদ্ধ ও স্বত্বসংক্রান্ত দলিল, লাইসেন্স, নিবন্ধন, রেকর্ড এবং অন্যান্য প্রাসঙ্গিক নথিপত্রে গ্রহণ ও প্রতিস্থাপনের সিদ্ধান্ত গৃহীত ও অনুমোদিত হলো।**"**

পরিচালনা পর্ষদের নির্দেশক্রমে

এম সাইফুল ইসলাম চৌধুরী, এফসিএস
কোম্পানী সচিব

বুধবার, ২৮ অক্টোবর ২০২৬
ঢাকা।

দ্রষ্টব্যঃ

(i) ৩১তম বার্ষিক সাধারণ সভার 'রেকর্ড ডেট' ছিল ২৬ অক্টোবর ২০২৬। উক্ত তারিখে যে সকল শেয়ারহোল্ডারের নাম সিডিএস ব্যবস্থাধীন শেয়ার রেজিস্টারে অন্তর্ভুক্ত আছেন, তাঁরা সভার কার্যক্রমে অংশগ্রহণ করতে পারবেন এবং লভ্যাংশ গ্রহণের উপযুক্ত বলে বিবেচিত হবেন;

(ii) বাংলাদেশ সিকিউরিটিজ এন্ড এক্সচেঞ্জ কমিশনের নির্দেশনা মোতাবেক যদিও কোম্পানীর ভার্চুয়াল সভা আহ্বান করার সুযোগ আছে, তদসত্ত্বেও শেয়ারহোল্ডোরদের সরাসরি অংশগ্রহনের সুযোগ নিশ্চিতকল্পে এ সভা হাইব্রিড পদ্ধিতিতে অনুষ্ঠিত হবে। সম্মানিত শেয়ারহোল্ডারগণ উল্লেখিত সভাস্থানে সরাসরি উপস্থিত থেকে বা অনলাইনে যুক্ত থেকে সভায় অংশগ্রহণ ও ভোটাধিকার প্রয়োগ করতে পারবেন;

(iii) সম্মানিত শেয়ারহোল্ডারগণ যারা ভার্চুয়ালি যুক্ত হবেন, তারা নিম্নলিখিত লিংকের মাধ্যমে বা নিম্নোক্ত কিউআর কোডটি স্ক্যান করে সভায় অংশ গ্রহণ করবেনঃ
https://envoytex.bdvirtualagm.com

হাইব্রিড প্ল্যাটফর্মে যুক্ত হতে, শেয়ারহোল্ডারগণকে ১৬ ডিজিটের বিও একাউন্ট নাম্বার দিতে হবে। তাদের স্ব-স্ব বিও একাউন্টের সাথে সংযুক্ত মোবাইল নাম্বারে একটি পাসওয়ার্ড প্রেরণ করা হবে। উক্ত পাসওয়ার্ডের সাহায্যে সিস্টেমে যুক্ত হতে পারবেন। যারা মোবাইল নাম্বার নতুন করে দিতে চান, তারা আমাদেরকে অন্ততঃ সভা অনুষ্ঠানের ১২ ঘণ্টা পূর্বে লিখিত ভাবে জানাতে পারবেন;

(iv) বার্ষিক সাধারণ সভা অনুষ্ঠিত হবার ৪৮ ঘন্টা পূর্ব হতে বা চলাকালীন সময়ে শেয়ারহোল্ডারগণ অনলাইনে যুক্ত হয়ে তাদের প্রশ্ন/মতামত পেশ ও ভোটাধিকার প্রয়োগ করতে পারবেন। সম্মানিত শেয়ারহোল্ডারগণ সরাসরি সভায় উপস্থিত থেকেও তাদের প্রশ্ন/মতামত পেশ ও ভোটাধিকার প্রয়োগ করতে পারবেন;

(v) সম্মানিত শেয়ারহোল্ডারগণ যারা সরাসরি উপস্থিত থেকে সভায় অংশগ্রহণ করবেন, তাদেরকে রেজিস্ট্রেশনের সময় তাদের স্ব-স্ব শেয়ার মালিকানার স্বপক্ষে প্রয়োজনীয় তথ্যাদি বা উপযুক্ত প্রমাণ উপস্থাপনের অনুরোধ করা হচ্ছে;

(vi) যথাযথভাবে পূরণকৃত প্রয়োজনীয় মূল্যের রাজস্ব ষ্ট্যাম্প সংযুক্ত প্রক্সি ফরম বা নোটারীকৃত পাওয়ার অব এটর্নি বা ক্ষমতা অর্পণ পত্র, ক্ষেত্রমতে প্রযোজ্য, সভা শুরুর অন্ততঃ ৪৮ ঘন্টা পূর্বে অবশ্যই কোম্পানীর রেজিষ্টার্ড অফিসে জমা দিতে হবে;

(vii) কোম্পানির সংঘবিধির ১০৮ এবং ১০৯ বিধি মোতাবেক কোম্পানির প্রাতিষ্ঠানিক শেয়ারহোল্ডার উক্ত কোম্পানির সিদ্ধান্ত মোতাবেক কোন ব্যাক্তিকে সাধারণ সভায় যোগদান, মতামত প্রকাশ ও ভোটাধিকার প্রদানে ক্ষমতার্পণ করতে পারবেন;

(viii) সংশ্লিষ্ট ব্রোকার হাউজ ও মার্চেন্ট ব্যাংকসমূহকে আমাদের কোম্পানির শেয়ারধারী তাদের স্ব স্ব মার্জিন ক্লায়েন্টদের একটি তালিকা আগামী ৫ই ডিসেম্বরের মধ্যে আমাদের কাছে প্রেরণের অনুরোধ করা হলো;

(ix) বার্ষিক প্রতিবেদন ২০২৬-এর কপি কোম্পানীর ওয়েবসাইট (www.envoytextiles.com) থেকে যথাসময়ে সংগ্রহ করা যাবে।

ENVOY TEXTILES LIMITED

Corporate & Registered Office: Envoy Tower
18/E, Lake Circus Kalabagan, West Panthapath, Dhaka-1205

PROXY FORM

I, ----------

of ---------- being

a member of ENVOY TEXTILES LIMITED hereby appoint ----------

of ---------- or

failing him/her ----------

of ---------- as

my proxy in my absence to attend and vote for me and on my behalf at the 31st Annual General Meeting of the Company to be held on the **Saturday, 5 December 2026** of the year at **11:00 AM** and at any adjournment thereof.

AS WITNESS my hand this the ---------- day of December of the year 2026 signed by me bearing BOID

No. ----------, Number of Shares ----------

_____

Signature of the member

Witness :

Signature : ----------

Name : ----------

Address : ----------

Please affix here a revenue stamp worth Taka 100

Specimen Signature of the proxies

a. ----------

Name

b. ----------

Name

Note: The proxy form duly completed must be deposited at the Company's registered office, Envoy Tower, 18/E, Lake Circus Kalabagan, West Panthapath, Dhaka-1205, by **11:00 AM** of **3 December 2026**, otherwise the proxy form will not be accepted.

এনভয় টেক্সটাইলস লিমিটেড

কর্পোরেট ও রেজিষ্টার্ড অফিসঃ এনভয় টাওয়ার, ১৮/ই, লেক সার্কাস কলাবাগান,পশ্চিম পান্থপথ, ঢাকা-১২০৫

প্রতিনিধিপত্র

আমি _____

ঠিকানা _____

_____ এনভয় টেক্সটাইল্স লিমিটেড-এর সদস্য হিসেবে

ক. জনাব/বেগম _____

ঠিকানা _____

_____ অথবা তাঁর অনুপস্থিতিতে

খ. জনাব/বেগম _____

ঠিকানা _____

কে বা তাদের যেকোনো একজনকে আমার প্রতিনিধি হিসেবে আমার অনুপস্থিতিতে **শনিবার, ৫ ডিসেম্বর ২০২৬** তারিখে অনুষ্ঠিতব্য কোম্পানীর ৩১তম বার্ষিক সাধারণ সভায় এবং তার মূলতবি ঘোষিত সভায় অংশগ্রহণ ও ভোটদানের জন্য নিযুক্ত করলাম। স্বাক্ষীর উপস্থিতিতে, অদ্য ------- ডিসেম্বর ২০২৬ তারিখে আমার নিজ হস্তে স্বাক্ষর করলাম।

শেয়ার হোল্ডার

স্বাক্ষর :_____

নাম :_____

বিও নম্বর :_____

স্বাক্ষী

স্বাক্ষর :_____

নাম :_____

ঠিকানা :_____

প্রতিনিধির নমুনা স্বাক্ষর

ক. _____

নাম

খ. _____

নাম

অনুগ্রহপূর্বক এখানে ১০০ টাকা মূল্যের রেভিনিউ স্ট্যাম্প সংযুক্ত করুন।

বিশেষ দ্রষ্টব্যঃ প্রতিনিধিপত্র যথাযথভাবে স্বাক্ষর করে ৩ ডিসেম্বর ২০২৬ সকাল ১১:০০ টার মধ্যে কোম্পানীর নিবন্ধিত কার্যালয় এনভয় টাওয়ার, ১৮/ই, লেক সার্কাস কলাবাগান, পশ্চিম পান্থপথ, ঢাকা-১২০৫ এ অবশ্যই জমা দিতে হবে। অন্যথায় প্রতিনিধিপত্রটি গ্রহন যোগ্য হবে না।

Shareholders' Notes:

ENVOY TEXTILES LIMITED

WORLD'S FIRST LEED® CERTIFIED PLATINUM DENIM MILL

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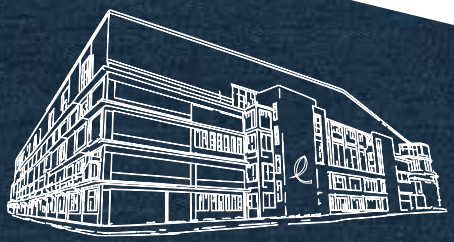
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www envoytextiles.com

CERTIFICATIONS























































LAB ACCREDITATIONS















ANNUAL REPORT 2026

Scan For Annual Report 2026

ENVOY TEXTILES LIMITED

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PLANT
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Division: Mymensingh, Bangladesh

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