

# “পুঁজিবাজারে বিনিয়োগ ঝুঁকিপূর্ণ। জেনে ও বুঝে বিনিয়োগ করুন”

“Investment in capital market involves certain degree of risks. The investors are required to read the prospectus and risk factors carefully, assess their own financial conditions and risk taking ability before making their investment decisions.”

“পুঁজিবাজারে বিনিয়োগ ঝুঁকিপূর্ণ। বিনিয়োগকারীগণ প্রোসপেক্টাস পড়ে এবং ঝুঁকির বিষয়গুলি সতর্কতার সাথে অনুধাবন করে নিজ আর্থিক অবস্থা ও ঝুঁকিগ্রহণ করার সক্ষমতা বিবেচনা করে বিনিয়োগ সিদ্ধান্ত গ্রহণ করবেন।

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## PROSPECTUS

Name of Issuer:



Eshana Non Woven Fabrics (ind) Ltd.

Name of Issue Managers:



Sonali Investment Limited



**UTTARA FINANCE**  
CAPITAL MANAGEMENT LIMITED

Uttara Finance Capital Management Limited

(a) Preliminary Information and Declarations:

- (i) Name(s), address(s), telephone number(s), web address(s), e-mail(s), fax number(s) and contact persons of the issuer, issue manager(s), underwriter(s), auditors, credit rating company and valuer, where applicable;

Issuer		
Name & Address	Telephone & Fax Number, E-mail, Web Address	Contact Person
Eshana Non Woven Fabrics (ind) Ltd. (ENFIL) Pachular Ghat, City Bypass Road, Teligate, Arongghata, Khulna-9203, Bangladesh	Tel: +88-01795240177 Fax: No Fax Email: info@eshanaind.com Web: www.eshanaind.com	Md. Shohel Ahamed Chief Financial Officer
Issue Managers		
Name & Address	Telephone & Fax Number, E-mail, Web Address	Contact Person
Sonali Investment Ltd. Borak Biz Centre, (1st Floor & 2nd Floor), 70 Dilkusha C/A, Dhaka-1000	Tel: +88-02-223350777 Fax: No Fax E-mail: sonaliinvestmentltd@gmail.com Web: www.sonaliinvestmentltd.com.bd	Md. Shawkat Jahan Khan Chief Executive Officer
Uttara Finance Capital Management Limited Jibon Bima Tower (6th Floor) 10 Dilkusha C/A, Dhaka-1000	Tel: +88-02-223388207 Fax: +88-02-47122971 E-mail: uttarafinancecapital@gmail.com Web: www.uttarafinance-capitalmanagement.com	Mohammad Shahinur Rahman Managing Director
Underwriters		
Name & Address	Telephone & Fax Number, E-mail, Web Address	Contact Person
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Islami Bank Capital Management Limited Miah Amanullah Bhaban (5th Floor), 63 Dilkusha C/A, Dhaka 1000	Tel: +88-02-47120793-4 Fax: +88-02-47120625 E-mail: md@ibcmlbd.com Web: www.ibcmlbd.com	Mohammad Abdur Rahim, FCA Managing Director & CEO
<b>Auditor</b>		
<b>Name &amp; Address</b>	<b>Telephone &amp; Fax Number, E-mail, Web Address</b>	<b>Contact Person</b>
FAMES & R Chartered Accountants Hossain Tower, (11th Floor), 116 Naya Paltan, Box Culvert Road, Dhaka-1000	Tel: +8801819496565 Fax: No Fax E-mail: haque.fouzia@gmail.com web: www.famesr.com	Fouzia Haque, FCA Partner

The Company has no involvement with valuer; Credit rating is not applicable for the issuer.

(ii) A person interested to get a prospectus may obtain from the issuer and the issue manager(s).

(iii) "If you have any query about this document, you may consult the issuer, issue manager and underwriter"

(iv) "CONSENT OF THE BANGLADESH SECURITIES AND EXCHANGE COMMISSION HAS BEEN OBTAINED TO THE ISSUE OR OFFER OF THESE SECURITIES UNDER THE SECURITIES AND EXCHANGE ORDINANCE, 1969, AND THE BANGLADESH SECURITIES AND EXCHANGE COMMISSION (PUBLIC ISSUE) RULES, 2015. IT MUST BE DISTINCTLY UNDERSTOOD THAT IN GIVING THIS CONSENT THE COMMISSION DOES NOT TAKE ANY RESPONSIBILITY FOR THE FINANCIAL SOUNDNESS OF THE ISSUER COMPANY, ANY OF ITS PROJECTS OR THE ISSUE PRICE OF ITS SECURITIES OR FOR THE CORRECTNESS OF ANY OF THE STATEMENTS MADE OR OPINION EXPRESSED WITH REGARD TO THEM. SUCH RESPONSIBILITY LIES WITH THE ISSUER, ITS DIRECTORS, CHIEF EXECUTIVE OFFICER, MANAGING DIRECTOR, CHIEF FINANCIAL OFFICER, COMPANY SECRETARY, ISSUE MANAGER, ISSUE MANAGER'S CHIEF EXECUTIVE OFFICER, UNDERWRITERS, AUDITOR(S), VALUER AND/OR CREDIT RATING COMPANY (IF ANY)."

*(v) 'Risks in relation to the First Issue'*

"This being the first issue of the issuer, there has been no formal market for the securities of the issuer. The face value of the securities is Tk. 10.00 (ten) and the issue price is Tk. 10.00, i.e. the face value. The issue price has been determined and justified by the issuer and the issue manager as stated under the paragraph on "Justification of Issue Price" should not be taken to be indicative of the market price of the securities after listing. No assurance can be given regarding an active or sustained trading of the securities or the price after listing."

*(vi) 'General Risk'*

"Investment in securities involves a degree of risk and investors should not invest any funds in this offer unless they can afford to take the risk of losing their investment. Investors are advised to read the risk factors carefully before taking an investment decision in this offer. For taking an investment decision, investors must rely on their own examination of the issuer and the offer including the risks involved. The securities have not been recommended by the Bangladesh Securities and Exchange Commission (BSEC) nor does BSEC guarantee the accuracy or adequacy of this document. Specific attention of investors is invited to the statement of 'risk factors' given on page number(s) **132-139**"

*(vii) 'Eshana Non Woven Fabrics (ind) Ltd.'s Absolute Responsibility'*

"The issuer, having made all reasonable inquiries, accepts responsibility for and confirms that this prospectus contains all material information with regard to the issuer and the issue, that the information contained in the prospectus are true, fair and correct in all material aspects and are not misleading in any respect, that the opinions and intentions expressed herein are honestly held and that there are no other facts, the omission of which make this document as a whole or any of such information or the expression of any such opinions or intentions misleading in any material respect."

(b) Availability of Prospectus

- (i) Names, addresses, telephone numbers, fax numbers, website addresses and e-mail addresses and names of contact persons of the institutions where the prospectus and abridged version of prospectus are available in hard and soft forms;

The Prospectus and abridged version prospectus in hard and soft forms of the Company shall be obtained from the following addresses:

Issuer		
Name & Address	Telephone & Fax Number, E-mail, Web Address	Contact Person
Eshana Non Woven Fabrics (ind) Ltd. (ENFIL) Pachular Ghat, City Bypass Road, Teligate, Arongghata, Khulna-9203, Bangladesh	Tel: +88-01795240177 Fax: No Fax Email: info@eshanaind.com Web: www.eshanaind.com	Md. Shohel Ahamed Chief Financial Officer
Issue Managers		
Name & Address	Telephone & Fax Number, E-mail, Web Address	Contact Person
Sonali Investment Ltd. Borak Biz Centre, (1st Floor & 2nd Floor), 70 Dilkusha C/A, Dhaka-1000	Tel: +88-02-223350777 Fax: No Fax E-mail: sonaliinvestmentltd@gmail.com Web: www.sonaliinvestmentltd.com.bd	B.M. Neamul Hasan Deputy Chief Executive Officer
Uttara Finance Capital Management Limited Jibon Bima Tower (6th Floor) 10 Dilkusha C/A, Dhaka-1000	Tel: +88-02-223388207 Fax: +88-02-47122971 E-mail: uttarafinancecapital@gmail.com Web: www.uttarafinance-capitalmanagement.com	Mohammad Shahinur Rahman Managing Director
Stock Exchanges		
Name & Address	Telephone & Fax Number, E-mail, Web Address	Contact Person
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Chittagong Stock Exchange Limited CSE Library, CSE Building, 1080, Sheikh Mujib Road Agrabad, Chittagong- 4100.	Tel: 031-714632-3 Fax: 031-714101 E-mail: habib.ullah@cse.com.bd Web: www.cse.com.bd	Mohammad Habib Ullah Deputy Manager

Prospectus would also be available on the web sites of Eshana Non Woven Fabrics (ind) Ltd. ([www.eshanaind.com](http://www.eshanaind.com)), Sonali Investment Ltd. ([www.sonaliinvestmentltd.com.bd](http://www.sonaliinvestmentltd.com.bd)), Uttara Finance Capital Management Limited ([www.uttarafinance-capitalmanagement.com](http://www.uttarafinance-capitalmanagement.com)), Bangladesh Securities and Exchange Commission (BSEC) ([www.sec.gov.bd](http://www.sec.gov.bd)), Dhaka Stock Exchange Ltd. (DSE) ([www.dsebd.org](http://www.dsebd.org)), Chittagong Stock Exchange PLC (CSE) ([www.csebd.com](http://www.csebd.com)) and at the Public Reference Room of the Bangladesh Securities and Exchange Commission (BSEC) for the reading and studying.

- (ii) Names and dates of the newspapers where abridged version of prospectus was published.

Names and dates of the newspapers where abridged version of prospectus was published:

Sl. No.	Name of the Newspaper	Date of Publication
1		
2		
3		
4		

### (iii) Definitions and Acronyms or Elaborations

#### Acronyms or Elaborations:

#### *A*

“Articles” or “Articles of Association” or “AoA”	The Articles of Association of Eshana Non Woven Fabrics (ind) Ltd., as amended
AGM	Annual General Meeting
Allotment	Letter of Allotment of shares

#### *B*

“Board” or “Board of Directors” or “our Board”	The Board of Directors of Eshana Non Woven Fabrics (ind) Ltd., as duly constituted from time to time including any committees thereof
BAS	Bangladesh Accounting Standards
BB	Bangladesh Bank
BBA	Bachelor of Business Administration
BDT	Bangladeshi Taka
BFRS	Bangladesh Financial Reporting Standards
BIDA	Bangladesh Investment Development Authority
BO A/C	Beneficiary Owner's Account
BSEC	Bangladesh Securities and Exchange Commission

#### *C*

CDBL	Central Depository Bangladesh Limited
Certificate	Share Certificate
CFO	Chief Financial Officer
CIB	Credit Information Bureau
CIS	Collective Investment Scheme
Commission	Bangladesh Securities and Exchange Commission
CS	Company Secretary
CSE	Chittagong Stock Exchange Limited

#### *D*

DSE	Dhaka Stock Exchange Limited
-----	------------------------------

#### *E*

EI	Eligible Investor
E-Mail	Electronic Mail
ENFIL	Eshana Non Woven Fabrics (ind) Ltd.
EPS	Earnings Per Share
Exchanges	Stock Exchanges

#### *F*

FC A/C	Foreign Currency Account
FDR	Fixed Deposit Receipt
FY	Fiscal Year
FCA	Fellow Chartered Accountants

#### *G*

GBP	Great Britain Pound
GP	General Public

#### *I*

IPO	Initial Public Offering
Issue	Public Issue of shares
Issue Managers	Sonali Investment Limited, Uttara Finance Capital Management Limited,
Issuer	Eshana Non Woven Fabrics (ind) Ltd.

<i>L</i>	
L/C	Letter of Credit
LLB	Bachelor of Laws
<i>M</i>	
“Memorandum” or “Memorandum of Association” or “MoA”	The Memorandum of Association of Eshana Non Woven Fabrics (ind) Ltd., as amended
MS-Word	Microsoft word
<i>N</i>	
NAV	Net Asset Value
NBFI	Non-Banking Financial Institution
NBR	National Board of Revenue
NRB	Non Resident Bangladeshi
<i>O</i>	
“Our Company”	Eshana Non Woven Fabrics (ind) Ltd., a public limited company incorporated under the Companies Act
Offering Price	Price of the Securities of ENFIL
<i>P</i>	
PE	Price to Earnings
<i>R</i>	
RJSC	Registrar of Joint Stock Companies and Firms
<i>S</i>	
Securities	Share of Eshana Non Woven Fabrics (ind) Ltd.
Securities Market	The Share Market of Bangladesh
Sponsors	The sponsor shareholders of Eshana Non Woven Fabrics (ind) Ltd.
Subscription	Application Money
<i>T</i>	
The Company/Issuer	Eshana Non Woven Fabrics (ind) Ltd., a public limited company incorporated under the Companies Act
<i>U</i>	
UK Pound	United Kingdom Pound
USD	United States Dollar
<i>V</i>	
VAT	Value Added Tax



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# CHAPTER (I)

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## EXECUTIVE SUMMARY

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(a) About the industry:

Nowadays in our daily life we cannot but use nonwoven materials. For instance, we use mask to protect germs, tea bag in our mug, the lampshade on our table, the diaper for baby and the bags we use to carry our daily goods and so on.

Nonwovens are innovative, versatile, high technology fabrics directly produced from fibers to exhibit specific properties like higher absorbency, breathability, strength, retard flames, biodegradability, light weight, durability, disposability etc. Nonwoven is the fabric of the future and used across a wide range of applications and products.

Asian nonwoven market:

Until the last decade, the nonwoven industry was primarily based in Europe, North America, and Japan. Now, nonwovens are produced on thousands of lines around the world. The nonwoven industry is now truly global and Asia is now the dominant nonwoven producing region, accounting for 42 percent of the world's production in 2014. China accounts for a significant proportion (66%) of the Asia volume and is now the most important nonwovens producer worldwide with production volume in 2014 estimated at 2.4 million tons and increasing gradually.

Nonwoven Market in India:

India's nonwoven market is growing at a rate of 8-10%. However, in the coming years, the continuous growth of India's GDP, increasing purchasing power and India's initiative in the economic development will give a boost to this field, and it is assumed that it would achieve a growth rate of 12-15%. Now, the production of nonwoven in India is touching 190000 tons. As per the expert report, the per capita nonwoven fabric consumption in India was 155 gm which nearly reached to 350 gm by 2015 and likely to be 600 gm by 2020.

Opportunities for Bangladesh:

Globalization will accelerate over the next decade, and global economic power will likely to shift eastward. Europe, Japan, and the United States will experience a relatively slow growth, while Asian economies grow faster. Besides the global markets, low and middle-income countries are becoming the world's largest consumer markets, the demand will likely to increase for all nonwoven products.

Currently, Bangladesh is rising as a significant player in nonwoven industry as it is being considered that the market is offering huge opportunities, which is a welcome sign for the nonwoven industry in Bangladesh. But against this large demand, there are only a few manufacturers who are producing nonwoven products. Hence, this large market is controlled by the few number of countries. In that case, Bangladesh has large opportunity to capture this huge market by establishing a significant number of nonwoven fabric industries in Bangladesh. As we have goodwill in ready-made garments and overall textile sectors, we can easily create a market for nonwoven products.

Nonwoven is the sunrise segment of the global textile industry with higher profit margin than other textile products. So it is necessary to build up nonwoven industry for producing nonwoven products not only for fulfilling the demand in global market but also for our local market. Because in recent years, nonwoven fabric is imported from several countries, this is causing a lot of foreign currency losses.

A statistic shows that, by the year 2011-12, Bangladesh has imported nonwoven which costs US\$ 170.60 million and in the year 2012-13 it has increased to US\$ 188.98 million. If we able to establish sustainable nonwoven manufacturing industry in Bangladesh, we can save this foreign currency as well as make our country economically strong. This will also open many new possibilities and chances for our country as well as new employment for our people.

Source: <https://www.textiletoday.com.bd/global-nonwoven-market-opportunities-bangladesh/>

(b) About the Issuer:

Incorporation	Incorporated as Private Limited Company on April 11, 2013 & vide reg. no. KHC-1183/13
Converted Public Limited Company	February 08, 2020
Commencement of Commercial Operation	October 01, 2016
Registered Office & Factory	Pachular Ghat, City Bypass Road, Teligate, Arongghata, Khulna-9203, Bangladesh
Nature of Business	The principal activities of the Company are to carry on the business of manufacturing and exporting of the wide area of non woven and woven fabrics which is used for making PPE, surgical gown, industrial gown musk, non woven and woven bags, Cushion cover and garments accessories etc.
Back ground of the Company	Eshana Non Woven Fabrics (ind) Ltd. was incorporated in Bangladesh as a Private Limited Company with the issuance of Certificate of incorporation bearing no. Reg. No. KHC-1183/13 dated on April 11, 2013 by the Registrar of Joint Stock Companies & Firms, Khulna, Bangladesh. The Company Converted into public Limited Company February 08, 2020.

(c) Financial Information:

Major financial information of Eshana Non Woven Fabrics (ind) Ltd. (ENFIL) is as follows:

Sl.	Particulars	30-Jun-23	30-Jun-22	30-Jun-21	30-Jun-20	30-Jun-19
1	Revenue	1,601,457,373	803,906,920	737,893,803	543,281,606	577,167,491
2	Gross Profit	352,685,138	176,519,471	161,709,692	118,755,197	126,127,148
3	Profit Before Tax	281,396,537	139,968,309	137,203,703	82,593,236	87,625,964
4	Net Profit After Tax	246,426,588	128,362,685	118,226,832	70,366,958	72,091,263
5	Total Assets	2,016,748,907	1,147,549,100	973,266,613	900,387,917	795,342,305
6	Share Capital	552,682,660	552,682,660	425,140,500	425,140,500	4,500,000
7	Retained Earnings	541,459,158	295,146,320	294,325,795	176,098,962	105,732,004
8	Total Liabilities	825,475,764	246,075,982	197,073,119	253,016,683	292,463,858
9	NAV per share	19.80	15.34	16.92	14.14	244.96
10	EPS (Diluted)	4.46	2.32	2.14	1.27	1.30

(d) Features of the issue and its objects:

Offer Price	Tk. 10.00
Number of Shares	30,000,000
Offer Size	Tk. 300,000,000.00
Purpose of Raising Fund	Proceeds from Initial Public Offering (IPO) will be used for acquisition and installation of machineries & equipment; building and other construction; partial loan pay off and for IPO expenses.
Date of Implementation	Within 21 months after receiving IPO fund

## (e) Legal and other Information:

Name of Certificate/license/ Registration/ NOC	License Issuer/Issuing Authority	Certificate / License No.	Expiry Date
Incorporation	Registrar of Joint Stock Companies & Firms (RJSC)	KHC-1183/13	N/A
Trade license	6 No. Jogipol Union Parishad, Khanjahanali, Arongghata, Dighalia Upazila, Khulna	1206	30-Jun-24
TIN Certificate	National Board of Revenue	470982411556	N/A
VAT Reg. No.	Customs, Excise & VAT Commissionerate, Khulna, Khulna Division	000112411-0801	N/A
Import Registration Certificate (IRC)	Controller of Import & Export, Government of Bangladesh, Khulna	260347120002419	30-Jun-24
Export Registration Certificate (ERC)		260347210016719	30-Jun-24
Environment Clearance Certificate	Department of Environment, Boyra, Khulna	22-81970-36	23-Sep-23 (applied for renewal)
		23-105922-19	9-Sep-28
Factory License	Factory and Organization Inspection Authority, Khulna	1087/Khulna	30-Jun-24
Fire License	Bangladesh Fire Service & Civil Defense, Khulna	Khulna/074192/2015-2016	30-Jun-24
Bonded Warehouse License	Customs Bond Commissionerate, Khulna	SB5051160002	16-Oct-23 (applied for renewal)
Membership	Khulna Chamber of Commerce & Industry	0-2396	30-Jun-24
	Bangladesh Garments Accessories & Packaging Manufacturers & Exporters Association (BGAPMEA)	148/2023	31-Dec-23
	Bangladesh Plastic Goods Manufacturers & Exporters Association (BPGMEA)	4952	31-Dec-23
EPB enrolment Certificate	Export Promotion Bureau, Khulna	NT-00813	29-Jul-24

(f) Promoters' background:

At the time of incorporation following persons were the subscribers to the memorandum:

Sl. No.	Name of Promoter	Present Status
1	Md. Maftun Haque	Managing Director
2	Mrs. Salma Akter	Chairman

Their background is stated below:

*Md. Maftun Haque, Managing Director*

Md. Maftun Haque was born in May 05, 1975 in an illustrious family of Khulna. His father is Md. Mahfuzul Haque, mother is Dil Afroze Nahar and spouse is Mst. Salma Akter. His residence address is Deyana Uttar Para, Hossain Shah Road, Doulotpur, Khulna.

Md. Maftun Haque obtained his B.Com from Diba-Naisha College, Daulatpur, Khulna. He has vast experience of Non Woven and Woven Fabrics & garments accessories business.

*Mrs. Salma Akter, Chairman*

Mrs. Salma Akter was born in September 22, 1979 in an illustrious family of Khulna. His father is M A Satter, mother is Mrs. Ambia Khatun and Husband is Md. Maftun Haque. His residence address is Deyana Uttar Para, Hossain Shah Road, Doulotpur, Khulna.

Mrs. Salma Akter obtained her HSC from Khulna. She has vast experience of Non Woven and Woven Fabrics & garments accessories business.

(g) Capital structure and history of capital raising:

The Company intends to issue 30,000,000 ordinary shares of Tk. 10.00 each at par through Initial public offering (IPO) totaling to Tk. 300,000,000.00 subject to regulatory approvals.

Particulars	No. of Shares	Face Value (Tk.)	Issue Price (Tk.)	Amount in Taka
Authorized Capital	86,000,000	10.00	10.00	860,000,000
Before IPO:				
Paid up capital	55,268,266	10.00	10.00	552,682,660
After IPO:				
To be issued as IPO	30,000,000	10.00	10.00	300,000,000
Paid up capital (Post IPO)	85,268,266	10.00	10.00	852,682,660

The Company has raised its paid-up capital in following phases:

Particulars of Allotment	Date of Allotment	Form of Consideration (No. of Shares)			Face Value of Share (Tk.)	Paid-up Capital
		In cash	Other than in cash	Bonus		
1 <sup>st</sup> (subscriber to the Memorandum & Articles of Association)	11-Apr-13	15,000	-	-	100.00	1,500,000
2 <sup>nd</sup>	12-Jun-13	30,000	-	-	100.00	3,000,000
3 <sup>rd</sup>	8-Feb-20	33,556,050	-	-	10.00	335,560,500
4 <sup>th</sup>	6-May-20	8,508,000	-	-	10.00	85,080,000
5 <sup>th</sup>	30-Dec-21	-	-	12,754,216	10.00	127,542,160
Total					10.00	552,682,660

The Company however has subdivided the face value of its ordinary share from Tk. 100.00 to Tk. 10.00 by passing a special resolution in its extraordinary general meeting held on December 17, 2019 and necessary amendments in the capital clause of the Memorandum and Articles of Association were made accordingly.

(h) Summary of Valuation Report of securities:

Particulars	Amount (in Tk.)
Method 1: Net Asset Value (NAV) per share/Equity based valuation	19.80
Method 2: Historical Earnings based valuation	38.21

(i) Others:

a) Declaration by the issuer that it has not made any material change including raising of paid-up capital after the date of audited financial statements as included in the prospectus as per 3 (2) (a) of the Bangladesh Securities & Exchange Commission (Public Issue) Rules, 2015:

We, the Issuer, declare that we did not make any material changes including raising of paid-up capital after the date of audited financial statements as included in the prospectus.

Sd/-  
Md. Maftun Haque  
Managing Director  
Eshana Non Woven Fabrics (ind) Ltd.

- b) Declaration by the issue manager that it or any of its connected persons is in no way connected with the issuer or any of its connected person nor does hold any securities thereof as per 3 (2) (b) of the Bangladesh Securities & Exchange Commission (Public Issue) Rules, 2015:

We, the Issue Managers, declare that we do not have any connection with the Issuer, nor any connected persons of us are connected with the Issuer. Moreover, we do not have any connection with the connected persons of the Issuer nor hold any securities thereof.

Sd/-  
Md. Shawkat Jahan Khan  
Chief Executive Officer  
Sonali Investment Limited

Sd/-  
Mohammad Shahinur Rahman  
Managing Director  
Uttara Finance Capital Management Limited

- c) ISSUER DECLARATION IN CONNECTION WITH ISSUE MANAGERS

We, the Issuer, declare that we do not have any connection with the Issue Managers, nor any connected persons of Issue Managers. Moreover, the Issue Managers do not hold any securities of us.

Sd/-  
Md. Maftun Haque  
Managing Director  
Eshana Non Woven Fabrics (ind) Ltd.

## CHAPTER (II)

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### CONDITIONS IMPOSED BY THE COMMISSION

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#### DISCLOSURE IN RESPECT OF ISSUANCE OF SECURITY IN DEMAT FORM:

As per provisions of the Depository Act, 1999 and regulations made there under, share of the Company will be issued in dematerialized form only and for this purpose Eshana Non Woven Fabrics (ind) Ltd. will sign an agreement with the Central Depository Bangladesh Limited (CDBL). Therefore, all transfers, transmissions, splitting or conversions will take place on the CDBL system and any further issuance of shares (including rights and bonus) will also be issued in dematerialized form only.

#### CONDITIONS UNDER 2CC OF THE SECURITIES AND EXCHANGE ORDINANCE, 1969:

The conditions will incorporate under this section after getting the consent letter from the commission.

## CHAPTER (III)

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# DECLARATION AND DUE DILIGENCE CERTIFICATES

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DECLARATION ABOUT THE RESPONSIBILITY OF THE DIRECTORS, INCLUDING THE CEO OF THE ISSUER IN RESPECT OF THE PROSPECTUS

[Rule 4 (1)(d)]

This prospectus has been prepared, seen and approved by us, and we, individually and collectively, accept full responsibility for the authenticity, accuracy and adequacy of the statements made, information given in the prospectus, documents, financial statements, exhibits, annexes, papers submitted to the Commission in support thereof, and confirm, after making all reasonable inquiries that all conditions concerning this public issue and prospectus have been met and that there are no other information or documents, the omission of which make any information or statements therein misleading for which the Commission may take any civil, criminal or administrative actions against any or all of us as it may deem fit.

We also confirm that full and fair disclosures have been made in this prospectus to enable the investors to make a well informed decision for investment.

Sd/-  
Md. Maftun Haque  
Managing Director

Sd/-  
Mrs. Salma Akter  
Chairman

Sd/-  
Md. Matiar Rahman  
Director

Sd/-  
Mst. Siuli Begum  
Director

Sd/-  
Sharajit Roy (Pallab)  
Independent Director

Place: Khulna  
Date: October 19, 2023

**DUE DILIGENCE CERTIFICATE BY ISSUE MANAGER**  
**(SONALI INVESTMENT LIMITED)**

[Rule 4 (1) (d)]

To

The Bangladesh Securities and Exchange Commission

Sub: Public Issue of 30,000,000 Ordinary Shares of Tk. 300,000,000.00 by Eshana Non Woven Fabrics (ind) Ltd.

Dear Sir,

We, the issue manager to the above-mentioned forthcoming issue, state and confirm as follows:

- (1) We have examined all the documents submitted with the application for the above mentioned public issue, visited the premises of the issuer and interviewed the Chairperson, Directors and key management personnel of the issuer in connection with the finalization of the prospectus pertaining to the said issue;
- (2) On the basis of such examination and the discussions with the directors, officers and auditors of the issuer, other agencies, independent verification of the statements concerning objects of the issue and the contents of the documents and other materials furnished by the issuer.

WE CONFIRM THAT:

- (a) The prospectus filed with the Commission is in conformity with the documents, materials and papers relevant to the issue;
- (b) All the legal requirements relating to the issue as also in the rules, notification, guidelines, instructions, etc. framed/issued by the Commission, other competent authorities in this behalf and the Government have been duly complied with;
- (c) The disclosures made in prospectus are true, fair and adequate to enable the investors to make a well informed decision for investment in the proposed issue and such disclosures are in accordance with the requirements of the Companies Act, 1994, the Bangladesh Securities and Exchange Commission (Public Issue) Rules, 2015 and other applicable laws;
- (d) Besides ourselves, all the intermediaries named in the prospectus are registered with the Commission and that till date such registrations are valid;
- (e) We have satisfied ourselves about the capability of the underwriters to fulfill their underwriting commitments;
- (f) The proposed activities of the issuer for which the funds are being raised in the present issue fall within the 'main objects' listed in the object clause of the Memorandum of Association or other charter of the issuer and that the activities which have been carried out till now are valid in terms of the object clause of its Memorandum of Association;
- (g) Necessary arrangements have been made to ensure that the moneys to be received pursuant to the issue shall be kept in a separate bank account and shall be used for the purposes disclosed in the use of proceeds section of the prospectus;

- (h) All the applicable disclosures mandated in the Bangladesh Securities and Exchange Commission (Public Issue) Rules, 2015 have been made in addition to other disclosures which, in our view, are fair and adequate to enable the investor to make a well informed decision;
- (i) We enclose a note explaining how the process of due diligence has been exercised by us in view of the nature of current business background or the issuer, situation at which the proposed business stands, the risk factors, sponsors experiences etc. We also confirm that the due diligence related process, documents and approval memos shall be kept in record by us for the next 5 (five) years after the IPO for any further inspection by the Commission;
- (j) We enclose a checklist confirming rule-wise compliance with the applicable provisions of the Bangladesh Securities and Exchange Commission (Public Issue) Rules, 2015 containing details such as the rule number, its text, the status of compliance, page numbers of the prospectus where the rules has been complied with and our comments, if any;
- (k) We also declare that we have managed the public issue of following issuers in the last 05 (five) years:

<u>Serial No</u>	<u>Issue Month/Year</u>	<u>Issue Price</u>	<u>Dividend Payment History</u>
-	-	-	-

For the Issue Manager

Sd/-

Md. Shawkat Jahan Khan  
Chief Executive Officer  
Sonali Investment Limited

Place: Dhaka;  
Date: October 19, 2023

**DUE DILIGENCE CERTIFICATE BY ISSUE MANAGER**  
**(UTTARA FINANCE CAPITAL MANAGEMENT LIMITED)**

[Rule 4 (1) (d)]

To

The Bangladesh Securities and Exchange Commission

Sub: Public Issue of 30,000,000 Ordinary Shares of Tk. 300,000,000.00 by Eshana Non Woven Fabrics (ind) Ltd.

Dear Sir,

We, the issue manager to the above-mentioned forthcoming issue, state and confirm as follows:

- (1) We have examined all the documents submitted with the application for the above mentioned public issue, visited the premises of the issuer and interviewed the Chairperson, Directors and key management personnel of the issuer in connection with the finalization of the prospectus pertaining to the said issue;
- (2) On the basis of such examination and the discussions with the directors, officers and auditors of the issuer, other agencies, independent verification of the statements concerning objects of the issue and the contents of the documents and other materials furnished by the issuer.

WE CONFIRM THAT:

- (a) The prospectus filed with the Commission is in conformity with the documents, materials and papers relevant to the issue;
- (b) All the legal requirements relating to the issue as also in the rules, notification, guidelines, instructions, etc. framed/issued by the Commission, other competent authorities in this behalf and the Government have been duly complied with;
- (c) The disclosures made in prospectus are true, fair and adequate to enable the investors to make a well informed decision for investment in the proposed issue and such disclosures are in accordance with the requirements of the Companies Act, 1994, the Bangladesh Securities and Exchange Commission (Public Issue) Rules, 2015 and other applicable laws;
- (d) Besides ourselves, all the intermediaries named in the prospectus are registered with the Commission and that till date such registrations are valid;
- (e) We have satisfied ourselves about the capability of the underwriters to fulfill their underwriting commitments;
- (f) The proposed activities of the issuer for which the funds are being raised in the present issue fall within the 'main objects' listed in the object clause of the Memorandum of Association or other charter of the issuer and that the activities which have been carried out till now are valid in terms of the object clause of its Memorandum of Association;
- (g) Necessary arrangements have been made to ensure that the moneys to be received pursuant to the issue shall be kept in a separate bank account and shall be used for the purposes disclosed in the use of proceeds section of the prospectus;

- (h) All the applicable disclosures mandated in the Bangladesh Securities and Exchange Commission (Public Issue) Rules, 2015 have been made in addition to other disclosures which, in our view, are fair and adequate to enable the investor to make a well informed decision;
- (i) We enclose a note explaining how the process of due diligence has been exercised by us in view of the nature of current business background or the issuer, situation at which the proposed business stands, the risk factors, sponsors experiences etc. We also confirm that the due diligence related process, documents and approval memos shall be kept in record by us for the next 5 (five) years after the IPO for any further inspection by the Commission;
- (j) We enclose a checklist confirming rule-wise compliance with the applicable provisions of the Bangladesh Securities and Exchange Commission (Public Issue) Rules, 2015 containing details such as the rule number, its text, the status of compliance, page numbers of the prospectus where the rules has been complied with and our comments, if any;
- (k) We also declare that we have managed the public issue of following issuers in the last 05 (five) years:

<u>Serial No</u>	<u>Issue Month/Year</u>	<u>Issue Price</u>	<u>Dividend Payment History</u>
-	-	-	-

For the Issue Manager

Sd/-

Mohammad Shahinur Rahman  
Managing Director

Uttara Finance Capital Management Limited

Place: Dhaka;  
Date: October 19, 2023

**DUE DILIGENCE CERTIFICATE BY THE UNDERWRITER**  
**(SONALI INVESTMENT LIMITED)**  
 [Rule 4 (1)(d)]

To  
 The Bangladesh Securities and Exchange Commission

Sub: Public Offer of 30,000,000 Ordinary Shares of Tk. 300,000,000.00 by Eshana Non Woven Fabrics (ind) Ltd.

Dear Sir,

We, the under-noted Underwriter(s) to the above-mentioned forthcoming issue, state individually and collectively as follows:

- (1) We, while underwriting the above mentioned issue on a firm commitment basis, have examined the draft prospectus, other documents and materials as relevant to our underwriting decision; and
- (2) On the basis of such examination and the discussions with the issuer company, its directors and officers, and other agencies, independent verification of the statements concerning objects of the issue and the contents of the documents and other materials furnished by the issuer company.

WE CONFIRM THAT:

- (a) We are registered with the Bangladesh Securities and Exchange Commission as a merchant banker and eligible to carry out the underwriting activities. Our present paid-up capital stands at Tk. 2,289,000,000 (Two hundred twenty eight crore and ninety lac only) and we have the capacity to underwrite a total amount of Tk. 11,445,000,000 (One thousand one hundred forty four crore and fifty lac) as per relevant legal requirements. We have committed to underwrite for up to Tk. 26,250,000.00 (Two Crore Sixty-Two Lac Fifty Thousand Only) for the upcoming issue.
- (b) At present, the following underwriting obligations are pending for us: (Name of issue and amount underwritten)

Sl. No.	Name of the Company	Amount Underwritten (in Tk.)
01	First Security Islami Bank Limited	100,000,000.00
02	Islam Oxygen Limited	50,000,000.00
03	United Commercial Bank Limited Perpetual Bond	30,000,000.00
04	Best Holdings Limited	40,000,000.00
05	aamra networks limited	99,999,990.00
06	B. Brothers Garments Company Limited	25,000,000.00
	Total	369,999,990.00

- (c) All information as are relevant to our underwriting decision have been received by us and the draft prospectus forwarded to the Commission has been approved by us;
- (d) We shall subscribe and take up the un-subscribed securities against the above-mentioned public issue within 15 (fifteen) days of calling up thereof by the issuer; and
- (e) This underwriting commitment is unequivocal and irrevocable.

For the Underwriter:

Sd/-

Md. Shawkat Jahan Khan  
 Chief Executive Officer  
 Sonali Investment Limited

Place: Dhaka;

Date: October 22, 2023

**DUE DILIGENCE CERTIFICATE BY THE UNDERWRITER**  
**(UTTARA FINANCE CAPITAL MANAGEMENT LIMITED)**  
[Rule 4 (1)(d)]

To  
The Bangladesh Securities and Exchange Commission

Sub: Public Offer of 30,000,000 Ordinary Shares of Tk. 300,000,000.00 by Eshana Non Woven Fabrics (ind) Ltd.

Dear Sir,

We, the under-noted Underwriter(s) to the above-mentioned forthcoming issue, state individually and collectively as follows:

- (1) We, while underwriting the above mentioned issue on a firm commitment basis, have examined the draft prospectus, other documents and materials as relevant to our underwriting decision; and
- (2) On the basis of such examination and the discussions with the issuer company, its directors and officers, and other agencies, independent verification of the statements concerning objects of the issue and the contents of the documents and other materials furnished by the issuer company.

WE CONFIRM THAT:

- (a) We are registered with the Bangladesh Securities and Exchange Commission as a merchant banker and eligible to carry out the underwriting activities. Our present paid-up capital stands at Tk. 1,550,000,000 (One Hundred Fifty Five crore) and we have the capacity to underwrite a total amount of Tk. 7,750,000,000 (Seven Hundred Seventy Five crore) as per relevant legal requirements. We have committed to underwrite for up to Tk. 26,250,000.00 (Two Crore Sixty Two Lac Fifty Thousand Only) for the upcoming issue.
- (b) At present, the following underwriting obligations are pending for us: (Name of issue and amount underwritten)

Sl. No.	Name of the Company	Amount Underwritten (in Tk.)
-	-	-
	Total	-

- (c) All information as are relevant to our underwriting decision have been received by us and the draft prospectus forwarded to the Commission has been approved by us;
- (d) We shall subscribe and take up the un-subscribed securities against the above-mentioned public issue within 15 (fifteen) days of calling up thereof by the issuer; and
- (e) This underwriting commitment is unequivocal and irrevocable.

For the Underwriter:

Sd/-

Mohammad Shahinur Rahman  
Managing Director  
Uttara Finance Capital Management Limited

Place: Dhaka;

Date: October 22, 2023

**DUE DILIGENCE CERTIFICATE BY THE UNDERWRITER**  
**(ICB CAPITAL MANAGEMENT LIMITED)**  
 [Rule 4 (1)(d)]

To  
 The Bangladesh Securities and Exchange Commission

Sub: Public Offer of 30,000,000 Ordinary Shares of Tk. 300,000,000.00 by Eshana Non Woven Fabrics (ind) Ltd.

Dear Sir,

We, the under-noted Underwriter(s) to the above-mentioned forthcoming issue, state individually and collectively as follows:

- (1) We, while underwriting the above mentioned issue on a firm commitment basis, have examined the draft prospectus, other documents and materials as relevant to our underwriting decision; and
- (2) On the basis of such examination and the discussions with the issuer company, its directors and officers, and other agencies, independent verification of the statements concerning objects of the issue and the contents of the documents and other materials furnished by the issuer company.

WE CONFIRM THAT:

- (a) We are registered with the Bangladesh Securities and Exchange Commission as a merchant banker and eligible to carry out the underwriting activities. Our present paid-up capital stands at Tk. 329.65 (Three hundred twenty nine point six five) crore and we have the capacity to underwrite a total amount of Tk. 2,038.04 (Taka two thousand thirty eight point zero four) crore as per relevant legal requirements. We have committed to underwrite for up to Tk. 26,250,000.00 (Taka two crore sixty two lac fifty thousand) for the upcoming issue.
- (b) At present, the following underwriting obligations are pending for us: (Name of issue and amount underwritten)

Sl.	Name of the Company	Amount Underwritten (in Tk.)
1	Islam Oxygen Ltd.	100,000,000.00
2	First Security Islami Bank Ltd.	100,000,000.00
3	B. Brothers Garments Company Limited	50,000,000.00
4	Best Holdings Limited	300,937,500.00
5	Partex Cables Limited	21,000,000.00
6	Protective Islami Life Insurance Limited	32,500,000.00
7	Borak Real Estate Limited	20,000,000.00
Total=		624,437,500.00

- (c) All information as are relevant to our underwriting decision have been received by us and the draft prospectus forwarded to the Commission has been approved by us;
- (d) We shall subscribe and take up the un-subscribed securities against the above-mentioned public issue within 15 (fifteen) days of calling up thereof by the issuer; and
- (e) This underwriting commitment is unequivocal and irrevocable.

For the Underwriter:

Sd/-

(Mazeda Khatun)

Chief Executive Officer

ICB Capital Management Limited

Place: Dhaka

Date: October 22, 2023



**DUE DILIGENCE CERTIFICATE BY THE UNDERWRITER**  
**(ISLAMI BANK CAPITAL MANAGEMENT LIMITED)**  
 [Rule 4 (1)(d)]

To  
 The Bangladesh Securities and Exchange Commission

Sub: Public Offer of 30,000,000 Ordinary Shares of Tk. 300,000,000.00 by Eshana Non Woven Fabrics (ind) Ltd.

Dear Sir,

We, the under-noted Underwriter(s) to the above-mentioned forthcoming issue, state individually and collectively as follows:

- (1) We, while underwriting the above mentioned issue on a firm commitment basis, have examined the draft prospectus, other documents and materials as relevant to our underwriting decision; and
- (2) On the basis of such examination and the discussions with the issuer company, its directors and officers, and other agencies, independent verification of the statements concerning objects of the issue and the contents of the documents and other materials furnished by the issuer company.

**WE CONFIRM THAT:**

- (a) We are registered with the Bangladesh Securities and Exchange Commission as a merchant banker and eligible to carry out the underwriting activities. Our present paid-up capital stands at Tk. 300,000,000 (Taka Thirty Crore Only) and we have the capacity to underwrite a total amount of Tk. 1,500,000,000 (Taka One Hundred Fifty Crore Only) as per relevant legal requirements. We have committed to underwrite for up to Tk. 26,250,000.00 (Two Crore Sixty-Two Lac Fifty Thousand Only) for the upcoming issue.
- (b) At present, the following underwriting obligations are pending for us: (Name of issue and amount underwritten)

Sl. No.	Name of The Company	Amount Underwritten (Taka)
	-	-
	Total	-

- (c) All information as are relevant to our underwriting decision have been received by us and the draft prospectus forwarded to the Commission has been approved by us;
- (d) We shall subscribe and take up the un-subscribed securities against the above-mentioned public issue within 15 (fifteen) days of calling up thereof by the issuer; and
- (e) This underwriting commitment is unequivocal and irrevocable.

For the Underwriter:

Sd/-

Mohammad Abdur Rahim, FCA  
 Managing Director & CEO  
 Islami Bank Capital Management Limited

Place: Dhaka;

Date: October 22, 2023

## CHAPTER (IV)


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### ABOUT THE ISSUER

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- (a) Name of the issuer, dates of incorporation and commencement of its commercial operations, its logo, addresses of its registered office, other offices and plants, telephone number, fax number, contact person, website address and e-mail address;

Particulars of the Company:

Particulars	Description
Name of the Issuer	: Eshana Non Woven Fabrics (ind) Ltd. (ENFIL)
Dates of Incorporation	: April 11, 2013
Commencement of its Commercial Operations	: October 01, 2016
Logo	: 
Registered Office & Factory	: Pachular Ghat, City Bypass Road, Teligate, Arongghata, Khulna-9203, Bangladesh Tel: +88-01795240177 Fax: No Fax
Contact Person	: Md. Shohel Ahamed Chief Financial Officer
Website Address	: <a href="http://www.eshanaind.com">www.eshanaind.com</a>
E-mail Address	: <a href="mailto:info@eshanaind.com">info@eshanaind.com</a>

- (b) The names of the sponsors and directors of the issuer:

Name of the Sponsors and Directors:

Sponsors:

Sl. No	Sponsors
1	Md. Maftun Haque
2	Mrs. Salma Akter


Directors:

Sl. No.	Name	Position
1	Md. Maftun Haque	Managing Director
2	Mrs. Salma Akter	Chairman
3	Md. Matiar Rahman	Director
4	Mst. Siuli Begum	Director
5	Sharajit Roy (Pallab)	Independent Director

(c) The name, logo and address of the auditors and registrar to the issue, along with their telephone numbers, fax numbers, contact persons, website and e-mail addresses:

Particulars of Auditor and Registrar to the Issue:



Auditor:

Particulars	Description
Name	FAMES & R Chartered Accountants
Logo	
Address	Hossain Tower, (11th Floor), 116 Naya Paltan, Box Culvert Road, Dhaka-1000
Telephone Number	+8801819496565
Fax Number	No Fax
Contact Person	Fouzia Haque, FCA Partner
Website Address	www.famesr.com
E-mail Address	haque.fouzia@gmail.com

Registrar to the Issue is not applicable for Eshana Non Woven Fabrics (ind) Ltd.

(d) The name(s) of the stock exchanges where the specified securities are proposed to be listed.

Name of the Stock Exchanges where the Securities to be listed:


Stock Exchanges	Dhaka Stock Exchange Limited 9/F Motijheel C/A, Dhaka 1000.		Tel: +88-02-9564601, 9576210-18 Fax: +88-02-9564727, +88-02-9569755
	Chittagong Stock Exchange Ltd. CSE Building, 1080, Sheikh Mujib Road Chittagong 4100.		Tel: +880-2-9513911-15 Fax: +880-2-9513906

## CHAPTER (V)

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### CORPORATE DIRECTORY OF THE ISSUER

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Name of the Company	:	Eshana Non Woven Fabrics (ind) Ltd. (ENFIL)
Logo	:	
Nature of Business	:	The principal activities of the Company are to carry on the business of manufacturing and exporting of the wide area of non woven and woven fabrics which is used for making PPE, surgical gown, industrial gown musk, non woven and woven bags, Cushion cover and garments accessories etc.
Date of Incorporation	:	April 11, 2013
Commencement of its Commercial Operations	:	October 01, 2016
Authorized Capital	:	Tk. 860,000,000 divided into 86,000,000 Ordinary Share of Tk. 10.00 each
Paid up Capital	:	Tk. 552,682,660 divided into 55,268,266 Ordinary Share of Tk. 10.00 each
Registered Office & Factory	:	Pachular Ghat, City Bypass Road, Teligate, Arongghata, Khulna-9203, Bangladesh Tel: +88-01795240177 Fax: No Fax Email: info@eshanaind.com Web: www.eshanaind.com
Board of Directors	:	5 Directors.
Auditors	:	FAMES & R Chartered Accountants Hossain Tower, (11th Floor), 116 Naya Paltan, Box Culvert Road, Dhaka-1000 Tel: +8801819496565 Fax: No Fax E-mail: haque.fouzia@gmail.com web: www.famesr.com
Tax Consultants	:	ISRS & Associates 17-K, Shatabdi Centre, 292 Inner Circular Road, Fakirapool, Motijheel, Dhaka-1000 Tel: Tel: +88-02-7193388 E-mail: isrs.associates@gmail.com
Legal Advisors	:	SMC Associates House#3/1, Skyview Henolux Ceter, Flat-A5, Purana Palton, Dhaka-1000 Tel: +880 1820 151850 Fax: No Fax Number E-mail: smc.associates@gmail.com
Banker for IPO	:	Standard Bank Limited
Banker of the Company	:	Rupali Bank Ltd., Dhaka Bank Ltd., Jamuna Bank Ltd., United Commercial Bank Ltd., The Premier Bank Ltd., Pubali Bank Ltd., Standard Bank Ltd., Prime Bank Limited, Bank Asia Limited, SBAC Bank Ltd.
Compliance Officer	:	Md. Moazzem Hossain

## CHAPTER (VI)

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### DESCRIPTION OF THE ISSUER

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(a) Summary:

- (i) The summary of the industry and business environment of the issuer. The summary shall not be one-sided or biased to highlight the issuer or the issue;

Summary of the industry:

Nowadays in our daily life we cannot but use nonwoven materials. For instance, we use mask to protect germs, tea bag in our mug, the lampshade on our table, the diaper for baby and the bags we use to carry our daily goods and so on.

Nonwovens are innovative, versatile, high technology fabrics directly produced from fibers to exhibit specific properties like higher absorbency, breathability, strength, retard flames, biodegradability, light weight, durability, disposability etc. Nonwoven is the fabric of the future and used across a wide range of applications and products.

Asian nonwoven market:

Until the last decade, the nonwoven industry was primarily based in Europe, North America, and Japan. Now, nonwovens are produced on thousands of lines around the world. The nonwoven industry is now truly global and Asia is now the dominant nonwoven producing region, accounting for 42 percent of the world's production in 2014. China accounts for a significant proportion (66%) of the Asia volume and is now the most important nonwovens producer worldwide with production volume in 2014 estimated at 2.4 million tons and increasing gradually.

Nonwoven Market in India:

India's nonwoven market is growing at a rate of 8-10%. However, in the coming years, the continuous growth of India's GDP, increasing purchasing power and India's initiative in the economic development will give a boost to this field, and it is assumed that it would achieve a growth rate of 12-15%. Now, the production of nonwoven in India is touching 190000 tons. As per the expert report, the per capita nonwoven fabric consumption in India was 155 gm which nearly reached to 350 gm by 2015 and likely to be 600 gm by 2020.

Opportunities for Bangladesh:

Globalization will accelerate over the next decade, and global economic power will likely to shift eastward. Europe, Japan, and the United States will experience a relatively slow growth, while Asian economies grow faster. Besides the global markets, low and middle-income countries are becoming the world's largest consumer markets, the demand will likely to increase for all nonwoven products.

Currently, Bangladesh is rising as a significant player in nonwoven industry as it is being considered that the market is offering huge opportunities, which is a welcome sign for the nonwoven industry in Bangladesh. But against this large demand, there are only a few manufacturers who are producing nonwoven products. Hence, this large market is controlled by the few number of countries. In that case, Bangladesh has large opportunity to capture this huge market by establishing a significant number of nonwoven fabric industries in Bangladesh. As we have goodwill in ready-made garments and overall textile sectors, we can easily create a market for nonwoven products.

Nonwoven is the sunrise segment of the global textile industry with higher profit margin than other textile products. So it is necessary to build up nonwoven industry for producing nonwoven products not only for fulfilling the demand in global market but also for our local market. Because in recent years, nonwoven fabric is imported from several countries, this is causing a lot of foreign currency losses.

A statistic shows that, by the year 2011-12, Bangladesh has imported nonwoven which costs US\$ 170.60 million and in the year 2012-13 it has increased to US\$ 188.98 million. If we able to establish sustainable nonwoven manufacturing industry in Bangladesh, we can save this



foreign currency as well as make our country economically strong. This will also open many new possibilities and chances for our country as well as new employment for our people.

Source: <https://www.textiletoday.com.bd/global-nonwoven-market-opportunities-bangladesh/>

Business environment:

Eshana Non Woven Fabrics (ind) Ltd. (ENFIL) is managed by a team of highly skilled individuals. A strong, well-organized team is their key. They are fluent in the most sophisticated project methodologies, but deeply believe that it all comes down to two teams – company and client's, respecting and bringing the best in each other. ENFIL does not believe in people-independent delivery processes. Instead, they create an environment where people are motivated to stay and perform.

(ii) Summary of consolidated financial, operating and other information.

Eshana Non Woven Fabrics (ind) Ltd. has no subsidiary company.

(b) General Information:

(i) Name and address, telephone and fax numbers of the registered office, corporate head office, other offices, factory, business premises and outlets of the issuer;

Particulars		Description
Name	:	Eshana Non Woven Fabrics (ind) Ltd. (ENFIL)
Registered Office & Factory	:	Pachular Ghat, City Bypass Road, Teligate, Arongghata, Khulna-9203, Bangladesh Tel: +88-01795240177 Fax: No Fax
Outlets of the issuer	:	The issuer company has no outlets.

(ii) The board of directors of the issuer;

Sl. No.	Board of Director	Designation
1	Md. Maftun Haque	Managing Director
2	Mrs. Salma Akter	Chairman
3	Md. Matiar Rahman	Director
4	Mst. Siuli Begum	Director
5	Sharajit Roy (Pallab)	Independent Director

- (iii) Names, addresses, telephone numbers, fax numbers and e-mail addresses of the chairman, managing director, whole time directors, etc. of the issuer;

Sl.	Name & Address	Telephone and Fax No. & E-mail Address
1	Name: Md. Maftun Haque Position: Managing Director Address: Hossain Shah Road, Daulatpur, Khulna	Tel: +88-01795240177 Fax: No Fax E-mail: md@eshanaind.com
2	Name: Mrs. Salma Akter Position: Chairman Address: Hossain Shah Road, Daulatpur, Khulna	Tel: +88-01795240177 Fax: No Fax E-mail: chairman@eshanaind.com
3	Name: Md. Matiar Rahman Position: Director Address: North Zone B, Plot-8, South Kashipur, BIDD Road, Khalishpur, Khulna	Tel: +88-01795240177 Fax: No Fax E-mail: matiar@eshanaind.com
4	Name: Mst. Siuli Begum Position: Director Address: North Zone B, Plot-8, South Kashipur, BIDD Road, Khalishpur, Khulna	Tel: +88-01795240177 Fax: No Fax E-mail: siuli@eshanaind.com
5	Name: Sharajit Roy (Pallab) Position: Independent Director Address: House No. 11/2 B, Sonadanga Main Road, PO: Khulna GPO-9000, Sonadanga, Khulna	Tel: +88-01795240177 Fax: No Fax E-mail: sharajitroy@gmail.com

\* Md. Maftun Haque, Managing Director is the only whole time Director who receives remuneration from the Company.

- (iv) Names, addresses, telephone numbers, fax numbers and e-mail addresses of the CFO, company secretary, legal advisor, auditors and compliance officer;

Sl.	Name & Address	Telephone and Fax No. & E-mail Address
1	Md. Shohel Ahamed Chief Financial Officer Pachular Ghat, City Bypass Road, Teligate, Arongghata, Khulna-9203, Bangladesh	Tel: +880 1886240177 Fax: No Fax E-mail: cfo@eshanaind.com
2	Sk. Rabiul Islam Company Secretary Pachular Ghat, City Bypass Road, Teligate, Arongghata, Khulna-9203, Bangladesh	Tel: +880 1992604210 Fax: No Fax E-mail: cs@eshanaind.com
3	SMC Associates Legal Advisors <i>House#3/1, Skyview Henolux Ceter, Flat-A5, Purana Palton, Dhaka-1000</i>	Tel: +880 1820151850 Fax: No Fax Number E-mail: smc.associates@gmail.com
4	FAMES & R Chartered Accountants Hossain Tower, (11th Floor), 116 Naya Paltan, Box Culvert Road, Dhaka-1000	Tel: +880 1819496565 Fax: No Fax E-mail: haque.fouzia@gmail.com
5	Md. Moazzem Hossain Compliance Officer Pachular Ghat, City Bypass Road, Teligate, Arongghata, Khulna-9203, Bangladesh	Tel: +880 1795240177 Fax: No Fax E-mail: co@eshanaind.com

- v) Names, addresses, telephone numbers, fax numbers, contact person, website addresses and e-mail addresses of the issue manager(s), registrar to the issue etc.;

Name & Address	Telephone & Fax Number, E-mail, Web Address	Contact Person
Sonali Investment Ltd. Borak Biz Centre, (1st Floor & 2nd Floor), 70 Dilkusha C/A, Dhaka-1000	Tel: +88-02-223350777 Fax: No Fax E-mail: sonaliinvestmentltd@gmail.com Web: www.sonaliinvestmentltd.com.bd	Md. Shawkat Jahan Khan Chief Executive Officer
Uttara Finance Capital Management Limited Jibon Bima Tower (6th Floor) 10 Dilkusha C/A, Dhaka-1000	Tel: +88-02-223388207 Fax: +88-02-47122971 E-mail: uttarafinancecapital@gmail.com Web: www.uttarafinance-capitalmanagement.com	Mohammad Shahinur Rahman Managing Director

Registrar to the issue:

The Company is going to IPO under Fixed Price Method. So, no registrar to the issue is required as per amendments to the Bangladesh Securities and Exchange Commission (Public Issue) Rules, 2015.

- (vi) The following details of credit rating, where applicable:
- The names of all the credit rating agencies from which credit rating has been obtained;
  - The details of all the credit ratings obtained for the issue and the issuer;
  - The rationale or description of the ratings (s) so obtained, as furnished by the credit rating agency(s);
  - Observations and risk factors as stated in the credit rating report.

As per Section 3 of Credit Ratings Companies Rules, 1996, no credit rating report is required by the Company. Moreover, as per Bangladesh Securities and Exchange Commission (Public Issue) Rules, 2015, the issuer/issue has been rated by a credit rating company registered with the Commission for book-building method only.

(vii) Following details of underwriting:

a) The names, addresses, telephone numbers, fax numbers, contact persons and e-mail addresses of the underwriters and the amount underwritten by them;

Name & Address	Telephone & Fax Number, E-mail, Web Address	Contact Person	Amount Underwritten
Sonali Investment Ltd. Borak Biz Centre, (1st Floor & 2nd Floor), 70 Dilkusha C/A, Dhaka-1000	Tel: +88-02-223350777 Fax: No Fax E-mail: sonaliinvestmentltd@gmail.com Web: www.sonaliinvestmentltd.com.bd	B.M. Neamul Hasan Deputy Chief Executive Officer	26,250,000
Uttara Finance Capital Management Limited Jibon Bima Tower (6th Floor) 10 Dilkusha C/A, Dhaka-1000	Tel: +88-02-223388207 Fax: +88-02-47122971 E-mail: uttarafinancecapital@gmail.com Web: www.uttarafinance-capitalmanagement.com	Mohammad Shahinur Rahman Managing Director	26,250,000
ICB Capital Management Limited Green City Edge (5th & 6th Floor) 89, Kakrail, Dhaka-1000	Tel: +88-02-8300555, +88-02-8300395 Fax: +88-02-8300396 Email: ceo@icml.com.bd Web: www.icml.com.bd	Mazeda Khatun Chief Executive Officer	26,250,000
Islami Bank Capital Management Limited Miah Amanullah Bhaban (5th Floor), 63 Dilkusha C/A, Dhaka 1000	Tel: +88-02-47120793-4 Fax: +88-02-47120625 E-mail: md@ibcmlbd.com Web: www.ibcmlbd.com	Mohammad Abdur Rahim, FCA Managing Director & CEO	26,250,000
Total			105,000,000

b) Declaration by the underwriters that they have sufficient resources as per the regulatory requirements to discharge their respective obligations;

Declaration by Sonali Investment Ltd.

We are one of the underwriters of the Initial Public Offering (IPO) of Eshana Non Woven Fabrics (ind) Ltd. We will underwrite BDT 26,250,000 for the upcoming issue on a firm commitment basis.

In this connection, we hereby declare that: We have sufficient resources as per the regulatory requirements to discharge our respective obligations.

For the Underwriter(s):

Sd/-  
Md. Shawkat Jahan Khan  
Chief Executive Officer  
Sonali Investment Ltd.

Place: Dhaka;  
Date: October 22, 2023

Declaration by Uttara Finance Capital Management Limited

We are one of the underwriters of the Initial Public Offering (IPO) of Eshana Non Woven Fabrics (ind) Ltd. We will underwrite BDT 26,250,000 for the upcoming issue on a firm commitment basis.

In this connection, we hereby declare that: We have sufficient resources as per the regulatory requirements to discharge our respective obligations.

For the Underwriter(s):

Sd/-  
Mohammad Shahinur Rahman  
Managing Director  
Uttara Finance Capital Management Limited

Place: Dhaka;  
Date: October 22, 2023

DECLARATION BY THE UNDERWRITER THAT WE HAVE SUFFICIENT RESOURCES AS PER THE REGULATORY REQUIREMENTS TO DISCHARGE OUR RESPECTIVE OBLIGATIONS

We are one of the underwriters of the Initial Public Offering (IPO) of Eshana Non Woven Fabrics (ind) Limited. We will underwrite totaling to BDT 26,250,000.00 (Taka two core sixty two lac fifty thousand) only out of total underwriting BDT 105,000,000.00 (Taka ten crore fifty lac) only on a firm commitment basis. In this connection, we hereby declare that:

We have sufficient resources as per the regulatory requirements to discharge our respective obligations.

For Underwriter

Sd/-  
(Mazeda Khatun)  
Chief Executive Officer  
ICB Capital Management Limited

Place: Dhaka  
Date: October 22, 2023

## Declaration by Islami Bank Capital Management Limited

We are one of the underwriters of the Initial Public Offering (IPO) of Eshana Non Woven Fabrics (ind) Ltd. We will underwrite BDT 26,250,000 (Taka Two Crore Sixty Two Lac Fifty Thousand Only) for the upcoming issue on a firm commitment basis.

In this connection, we hereby declare that: We have sufficient resources as per the regulatory requirements to discharge our respective obligations.

For the Underwriter:

Sd/-  
Mohammad Abdur Rahim, FCA  
Managing Director & CEO  
Islami Bank Capital Management Limited

Place: Dhaka;

Date: October 22, 2023

### c) Major terms and conditions of the underwriting agreements.

As per guideline of Bangladesh Securities and Exchanges Commission, 35% of total securities shall have to be underwritten on a firm commitment basis by the underwriter(s), subject to the major terms stated below:

- (i) The IPO shall stand cancelled if at least collectively 65% (i.e., Eligible Investors and General Public) of the IPO is not subscribed.
- (ii) In case of under subscription in collectively (i.e., Eligible Investors and General Public) by up to 35% of the IPO the under-subscribed securities shall be taken up by the underwriters.
- (iii) Notwithstanding anything contained in the agreement in case of inconsistency between the provision of the agreement and the Bangladesh Securities and Exchange Commission (Public Issue) Rules, 2015, the Public Issue Rules shall prevail.
- (iv) Prior to publication of the prospectus, the Company shall have obtained consent from the Bangladesh Securities and Exchange Commission permitting the issue as described in Article 2.01 and providing for payment of underwriting commission 0.50% (zero point five zero percent) on the amount underwritten.
- (v) The Issuer shall within 10 (Ten) days of the closure of subscription call upon the underwriter in writing with a copy of said writing to the Bangladesh Securities and Exchange Commission, to subscribe for the shares not subscribed by the closing date and to pay for in cash in full for such unsubscribed shares within 15 (Fifteen) days of the date of said notice and the said amount shall have to be credited into shares subscription account within the said period.
- (vi) In any case within 7 (seven) days after the expiry of the aforesaid 15 (fifteen) days, the Company shall send proof of subscription and payment by the Underwriters to the Commission.

In the case of failure by the underwriter to pay for the shares within the stipulated time, the Company/Issuer will be under no obligation to pay any underwriting commission under this Agreement.

(c) Capital Structure:

- (i) Authorized, issued, subscribed and paid up capital (number and class of securities, allotment dates, nominal price, issue price and form of consideration);

Particulars	No. of Securities	Class of Securities	Allotment		Nominal & Issue Price (Tk.)	Form of Consideration	Amount in Taka
			Dates	Amount			
Authorized Capital	86,000,000	Ordinary Share	-	-	10.00	-	860,000,000
Before IPO:							
Issued, Subscribed and paid up capital	55,268,266	Ordinary Share	11-Apr-13	1,500,000	100.00	Cash	552,682,660
			12-Jun-13	3,000,000	100.00	Cash	
			8-Feb-20	335,560,500	10.00	Cash	
			6-May-20	85,080,000	10.00	Cash	
			30-Dec-21	127,542,160	10.00	Bonus	
After IPO:							
To be issued through IPO	30,000,000	Ordinary Share	-	-	10.00	Cash	300,000,000
Paid up capital (Post IPO)	85,268,266	Ordinary Share	-	-	10.00	Cash	852,682,660

The Company however has subdivided the face value of its ordinary share from Tk. 100.00 to Tk. 10.00 by passing a special resolution in its extraordinary general meeting held on December 17, 2019 and necessary amendments in the capital clause of the Memorandum and Articles of Association were made accordingly.

- (ii) Size of the present issue, with break-up (number of securities, description, nominal value and issue amount);

Particulars		Percentage (%)
Private Offer	Eshana Non Woven Fabrics (ind) Ltd. employees and others	15%
Distribution of Securities excluding the portion under private offer:		
Eligible Investors (EI)	EI including Mutual Funds and CIS	24%
	Fund manager of any Exchange Traded Fund	1%
General Public (GP)	GP excluding NRB	70%
	NRB	5%
Total		100%

Provided that out of 5% (five percent) quota for mutual funds, asset manager of any Exchange Traded Fund (ETF) shall get 1% (one percent) quota and the rest 4% (four percent) shall be distributed among the mutual funds.

Provided further that in case of under-subscription or non-subscription by asset manager of any Exchange Traded Fund (ETF) for the said 1% (one percent) quota, non-subscribed or under-subscribed portion of securities shall be added to the quota for mutual funds.

Provided further that in case of under-subscription collectively up to 35% (thirty five percent) of a public issue, the unsubscribed portion of securities shall be taken up by the underwriter(s).

Provided further that in case of under-subscription collectively above 35% (thirty five percent), the public issue shall be cancelled.

- (iii) Paid up capital before and after the present issue, after conversion of convertible instruments (if any) and share premium account (before and after the issue);

The Company has no convertible instruments and share premium account.

Particulars	Amount in BDT
Paid up capital before the present issue	552,682,660
Paid up capital after the present issue	852,682,660
Paid up capital after conversion of convertible instruments (if any)	N/A
Share premium account before the present issue	N/A
Share premium account after the present issue	N/A

- (iv) Category wise shareholding structure with percentage before and after the present issue and after conversion of convertible instruments (if any);

The paid-up capital of the Company is Tk. 552,682,660.00. The Company intends to issue 30,000,000 ordinary shares of Tk. 10.00 each at an issue price of Tk. 10.00 through Initial public offering (IPO) totaling to Tk. 300,000,000.00 under Fixed Price Method subject to regulatory approvals. The Company has no convertible instrument.

Category wise shareholding structure with percentage before and after the present issue is as follows:

Sl. No.	Category of Shareholders	No. of Ordinary Shares Hold		Percentage of Holding	
		Pre-IPO	Post-IPO	Pre-IPO	Post-IPO
1	Director & Sponsor	35,634,365	35,634,365	64.48%	41.79%
2	Institutional	-	5,100,000	0.00%	5.98%
3	Mutual Funds and CIS	-	1,275,000	0.00%	1.50%
4	Individual	19,633,901	41,983,901	35.52%	49.24%
5	Non Resident Bangladeshis (NRBs)	-	1,275,000	0.00%	1.50%
Total		55,268,266	85,268,266	100.00%	100.00%



- (v) Where shares have been issued for consideration in other than cash at any point of time, details in a separate table, indicating the date of issue, persons to whom those are issued, relationship with the issuer, issue price, consideration and valuation thereof, reasons for the issue and whether any benefits have been accrued to the issuer out of the issue;

The Company issued the following ordinary shares for consideration in other than cash (bonus):

Date of issue	Persons to whom those are issued	No. of shares allotted	Relationship with the issuer	Issue price	Consideration & Valuation	Reasons for the issue	Benefit from the issue
30-Dec-21	All existing shareholders	12,754,216	Shareholder	Tk. 10.00	Other than Cash (Bonus)	Distribution of accumulated profit	Enhancements of working capital

- (vi) Where shares have been allotted in terms of any merger, amalgamation or acquisition scheme, details of such scheme and shares allotted;

The Company has not allotted any shares in terms of any merger, amalgamation or acquisition scheme.

- (vii) Where the issuer has issued equity shares under one or more employee stock option schemes, date-wise details of equity shares issued under the schemes, including the price at which such equity shares were issued;

The issuer has not issued equity shares under one or more employee stock option schemes.

- (viii) If the issuer has made any issue of specified securities at a price lower than the issue price during the preceding two years, specific details of the names of the persons to whom such specified securities have been issued, relation with the issuer, reasons for such issue and the price thereof;

The issuer has not made any issue of specified securities at a price lower than the issue price during the preceding two years.

- (ix) The decision or intention, negotiation and consideration of the issuer to alter the capital structure by way of issue of specified securities in any manner within a period of one year from the date of listing of the present issue;

The Company has no decision or intention, negotiation and consideration to alter the capital structure by way of issue of specified securities in any manner within a period of one year from the date of listing of the present issue.

(x) The total shareholding of the sponsors and directors in a tabular form, clearly stating the names, nature of issue, date of allotment, number of shares, face value, issue price, consideration, date when the shares were made fully paid up, percentage of the total pre and post issue capital, the lock in period and the number and percentage of pledged shares, if any, held by each of them;

Name & Position	Nature of Issue	Date of Allotment and Acquisition & date of shares fully paid-up	No. of shares	Face Value & Issue Price	Consideration	Pre IPO %	Post IPO %	Lock in Period*	Number & % of pledge of shares
Name: Md. Maftun Haque Position: Managing Director	Ordinary	11-Apr-13	127,500	10.00	Cash	43.24%	28.03%	3 Yrs.	No Pledge
		12-Jun-13	255,000		Cash				
		8-Feb-20	18,000,950		Cash				
		30-Dec-21	5,515,034		Bonus				
		Total	23,898,484						
Name: Mrs. Salma Akter Position: Chairman	Ordinary	11-Apr-13	22,500	10.00	Cash	11.94%	7.74%	3 Yrs.	No Pledge
		12-Jun-13	45,000		Cash				
		8-Feb-20	5,010,100		Cash				
		30-Dec-21	1,523,280		Bonus				
		Total	6,600,880						
Name: Md. Matiar Rahman Position: Director	Ordinary	8-Feb-20	1,990,000	10.00	Cash	4.68%	3.03%	3 Yrs.	No Pledge
		30-Dec-21	597,000		Bonus				
		Total	2,587,000						
Name: Mst. Siuli Begum Position: Director	Ordinary	8-Feb-20	1,960,000	10.00	Cash	4.61%	2.99%	3 Yrs.	No Pledge
		30-Dec-21	588,000		Bonus				
		Total	2,548,000						
Name: Sharajit Roy (Pallab) Position: Independent Director	Ordinary	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A

\* Independent Director Sharajit Roy (Pallab) does not hold any share of the Company.

- (xi) The details of the aggregate shareholding of the sponsors and directors, the aggregate number of specified securities purchased or sold or otherwise transferred by the sponsor and/or by the directors of the issuer and their related parties within six months immediate preceding the date of filing the prospectus;

Aggregate shareholding of the Sponsors and Directors:

Sl.	Name of Sponsor & Director	Number of Ordinary Shares Held	Face Value & Issue Price	Date of acquisition	Percentage	
					Pre-IPO	Post-IPO
1	Md. Maftun Haque	23,898,484	10.00	11-Apr-13	43.24%	28.03%
2	Mrs. Salma Akter	6,600,880	10.00	11-Apr-13	11.94%	7.74%
3	Md. Matiar Rahman	2,587,000	10.00	8-Feb-20	4.68%	3.03%
4	Mst. Siuli Begum	2,548,000	10.00	8-Feb-20	4.61%	2.99%
5	Sharajit Roy (Pallab)	-	10.00	N/A	0.00%	0.00%
Total		35,634,364			64.48%	41.79%

Transfer of specified securities by the sponsor or by the directors of the issuer:

No specific securities purchased or sold or otherwise transferred within six months immediate preceding the date of filling the prospectus by the sponsors and/or by the directors of the issuer and their related parties.

- (xii) The name and address of any person who owns, beneficially or of record, 5% or more of the securities of the issuer, indicating the amount of securities owned, whether they are owned beneficially or of record, and the percentage of the securities represented by such ownership including number of equity shares which they would be entitled to upon exercise of warrant, option or right to convert any convertible instrument;

Sl.	Name of the Shareholders	Relationship	Number of Shares Held	Pre IPO %
1	Md. Maftun Haque	Managing Director	23,898,484	43.24%

There is no event or intent of exercising warrant, option or right to convert any convertible instrument.

- (xiii) The number of securities of the issuer owned by each of the top ten salaried officers, and all other officers or employees as group, indicating the percentage of outstanding shares represented by the securities owned.

There is no employee in Eshana Non Woven Fabrics (ind) Ltd. who holds any shares of the Company except the following:

Name of the Shareholders	Designation	Number of Shares Held	Pre IPO %
Md. Maftun Haque	Managing Director	23,898,484	43.24%

(d) Description of Business:

- (i) The date on which the issuer company was incorporated and the date on which it commenced operations and the nature of the business which the company and its subsidiaries are engaged in or propose to engage in;

The Company namely “Eshana Non Woven Fabrics (ind) Ltd.” was incorporated in Bangladesh as a Private Limited Company with the issuance of Certificate of incorporation bearing no. Reg. No. KHC-1183/13 dated on April 11, 2013 by the Registrar of Joint Stock Companies & Firms, Khulna, Bangladesh. The Company Converted into public Limited Company February 08, 2020.

The registered office and factory of the Company is located at Pachular Ghat, City Bypass Road, Teligate, Arongghata, Khulna-9203, Bangladesh.

The principal activities of the Company are to carry on the business of manufacturing and exporting of the wide area of non woven and woven fabrics which is used for making PPE, surgical gown, industrial gown musk, non woven and woven bags, Cushion cover and garments accessories etc.

Eshana Non Woven Fabrics (ind) Ltd. has no subsidiary company.

- (ii) Location of the project;

Registered Office and Factory:

The registered office and factory of the Company is located at Pachular Ghat, City Bypass Road, Teligate, Arongghata, Khulna-9203, Bangladesh.

- (iii) Plant, machinery, technology, process, etc.

Eshana Non Woven Fabrics (ind) Ltd. has been using modern inviter sophisticated machineries and modern technology in order to manufacture of all kinds of Non Woven Fabrics which is use for making PPE, Surgical gown, Industrial gown Musk, Non Woven Bags, Cushion cover and Garments Accessories. Market has been growing up and the Company has good opportunity to maximize market share.

- (iv) Details of the major events in the history of the issuer, including details of capacity or facility creation, launching of plant, products, marketing, change in ownership and/or key management personnel etc.;

History of the issuer	Eshana Non Woven Fabrics (ind) Ltd. (ENFIL) was incorporated as Private Limited Company on April 11, 2013 & vide reg. no. KHC-1183/13
	Converted into a Public Limited Company on February 08, 2020.
Commencement of Commercial Operation	October 01, 2016
Capital raise (Last)	Tk. 127,542,160 (bonus) on 30 December, 2021.
Nature of business	The principal activities of the Company are to carry on the business of manufacturing and exporting of the wide area of non woven and woven fabrics which is used for making PPE, surgical gown, industrial gown musk, non woven and woven bags, Cushion cover and garments accessories etc.
Market for the product	ENFIL is 100% export oriented company. ENFIL sells its products in international market.

Change in ownership/key management personnel	<p>The following ownership/key management personnel has been appointed;</p> <ol style="list-style-type: none"> <li>1. On 7-Feb-20, Mr. Dulal Hossain appointed as Production Manager;</li> <li>2. On 8-Feb-20, Md. Matiar Rahman and Mst. Siuli Begum appointed as Director;</li> <li>3. On 1-Sep-20, Md. Abdur Rahman appointed as Manager (Admin) and H M A Mannan appointed as Manager (Maintenance);</li> <li>4. On 5-Sep-20, Z M Majnu Hossain (Jewel) Commercial Manager;</li> <li>5. On 2-Nov-21, Md. Shohel Ahamed appointed as CFO;</li> <li>6. On 1-Sep-21, Md. Awal Newaz appointed as Marketing Manager (Foreign Trade);</li> <li>7. On 19-Jun-22, Sharajit Roy (Pallab) appointed as Independent Director;</li> </ol>
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- (v) Principal products or services of the issuer and markets for such products or services. Past trends and future prospects regarding exports (if applicable) and local market, demand and supply forecasts for the sector in which the product is included with source of data;

**Nature of Business:**

The principal activities of the Company are to carry on the business of manufacturing and exporting of the wide area of non woven and woven fabrics which is used for making PPE, surgical gown, industrial gown musk, non woven and woven bags, Cushion cover and garments accessories etc.

**Principal products:**

Our main products are:

Sl. No.	Particulars
1	Non Woven Fabrics
2	Woven Fabrics
3	Plain/ Blister Poly
4	Accessories
5	Cushion Covers
6	Woven Bag
7	Mask

**Market for such Products:**

The Company is 100% export oriented company and sells its product in international market.

**Past trends and future prospects regarding exports:**

Last 5 years' sales of Eshana Non Woven Fabrics (ind) Ltd.:

Particulars	<i>(Amount in BDT)</i>				
	01 Jul 2022 to 30 Jun 2023	01 Jul 2021 to 30 Jun 2022	01 Jul 2020 to 30 Jun 2021	01 Jul 2019 to 30 Jun 2020	01 Jul 2018 to 30 Jun 2019
Revenue	1,601,457,373	803,906,920	737,893,803	543,281,606	577,167,491

Local market, demand and supply forecasts for the sector:

Opportunities for Bangladesh:

Globalization will accelerate over the next decade, and global economic power will likely to shift eastward. Europe, Japan, and the United States will experience a relatively slow growth, while Asian economies grow faster. Besides the global markets, low and middle-income countries are becoming the world's largest consumer markets, the demand will likely to increase for all nonwoven products.

Currently, Bangladesh is rising as a significant player in nonwoven industry as it is being considered that the market is offering huge opportunities, which is a welcome sign for the nonwoven industry in Bangladesh. But against this large demand, there are only a few manufacturers who are producing nonwoven products. Hence, this large market is controlled by the few number of countries. In that case, Bangladesh has large opportunity to capture this huge market by establishing a significant number of nonwoven fabric industries in Bangladesh. As we have goodwill in ready-made garments and overall textile sectors, we can easily create a market for nonwoven products.

Nonwoven is the sunrise segment of the global textile industry with higher profit margin than other textile products. So it is necessary to build up nonwoven industry for producing nonwoven products not only for fulfilling the demand in global market but also for our local market. Because in recent years, nonwoven fabric is imported from several countries, this is causing a lot of foreign currency losses.

A statistic shows that, by the year 2011-12, Bangladesh has imported nonwoven which costs US\$ 170.60 million and in the year 2012-13 it has increased to US\$ 188.98 million. If we able to establish sustainable nonwoven manufacturing industry in Bangladesh, we can save this foreign currency as well as make our country economically strong. This will also open many new possibilities and chances for our country as well as new employment for our people.

*Source: <https://www.textiletoday.com.bd/global-nonwoven-market-opportunities-bangladesh/>*

- (vi) If the issuer has more than one product or service, the relative contribution to sales and income of each product or service that accounts for more than 10% of the company's total revenues;

The following products that account for more than 10% of the company's total revenues.

Sl.	Name of Products	For the year ended Jun 30, 2023	
		Revenue (Tk.)	%
1	Non Woven Fabrics	497,852,771	31.09%
2	Woven Fabrics	177,668,955	11.09%
3	Accessories	738,801,530	46.13%

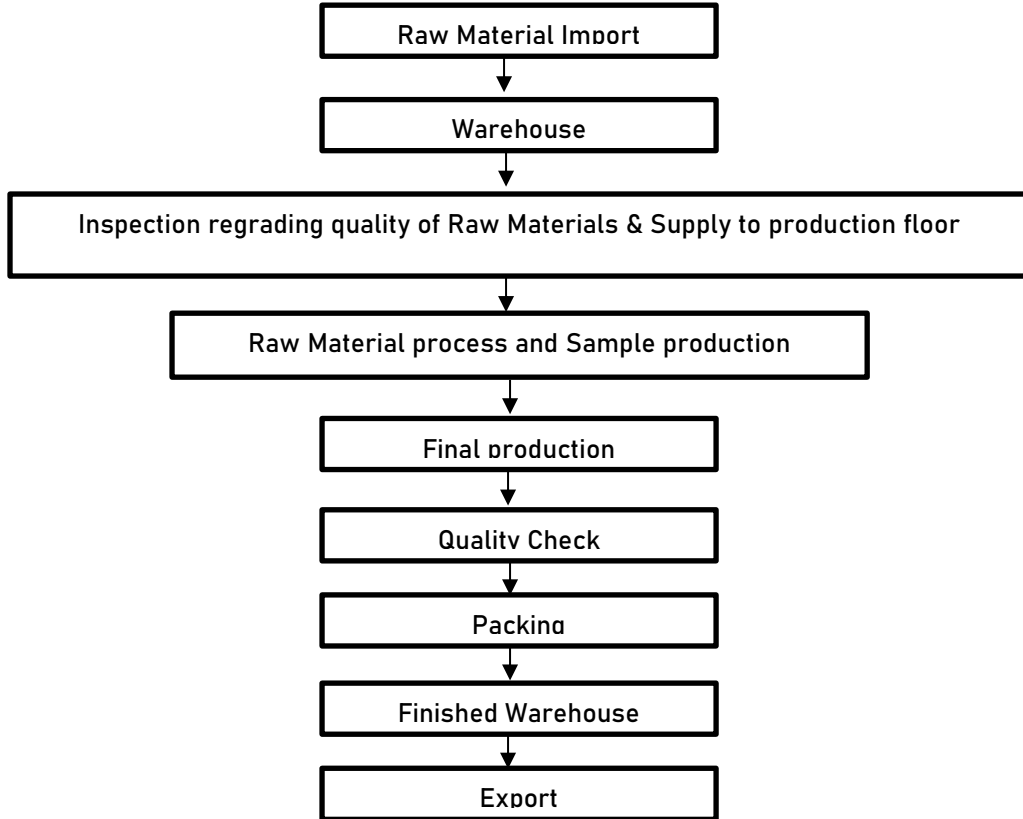
- (vii) Description of associates, subsidiary and holding company of the issuer and core areas of business thereof;

Eshana Non Woven Fabrics (ind) Ltd. has no subsidiary company.

- (viii) How the products or services are distributed with details of the distribution channel. Export possibilities and export obligations, if any;

Eshana Non Woven Fabrics (ind) Ltd. is a 100% exporting of the wide area of Non Woven Fabrics which is use for making PPE, Surgical gown, Industrial gown Musk, Non Woven Bags, Cushion cover and Garments Accessories. It exports different types of non woven products against L/C.

The distribution process may demonstrate as follows:



Export possibilities and export obligations:

The Company is 100% export oriented company and has no export obligation.

- (ix) Competitive conditions in business with names, percentage and volume of market shares of major competitors;

In Bangladesh, there are few companies engaged in similar sector whose name enlisted as below.

Sl. No.	Name of Competitors
01	RFL Non Woven Product Ltd. (Pran Group)
02	The Aristocrat Non Woven Industries Ltd.

Apart from this, *there is no data available regarding market shares of the respective company.*

- (x) Sources and availability of raw materials, names and addresses of the principal suppliers and contingency plan in case of any disruption;

Most of the raw materials and some primary packing materials of the Company are procured from abroad. The names of main suppliers are mentioned below:

Sl.	Name of the Supplier	Name of the Product	Address	Origin
1	Gulf Polymers Distribution Company	Marlex Polypropylene Resin HGX-030 SP	Building 6EA, Office 420 P O Box 371379, Dubai Airport Free Zone, Dubai, United Arab Emirates	Saudi Arabia
2	Jiash Resource (HK) Limited	Polypropylene	ADDR: RM 803, Lippo Sun Plaza, 28 Canton Rd, TST, KL, Hong Kong.	Saudi Arabia
3	Tricon Dry Chemicals, LLC	Polypropylene	777 Post Oak Blvd. Suite 550, Houston Texas 77056, United States.	India

Contingency plan in case of Disruption of supplier:

As number of suppliers of raw materials are plenty in the market, if one supplier fails to provide raw material there are always other suppliers available. Therefore, there is no possibility of disruption.

- (xi) Sources of, and requirement for, power, gas and water; or any other utilities and contingency plan in case of any disruption;

Factory: Pachular Ghat, City Bypass Road, Teligate, Arongghata, Khulna-9203, Bangladesh

Utilities	Requirement	Source
Power	-	Electricity connection has been taken from Bangladesh Power Development Board (BPDP), Khulna. Diesel generator connection having capacity 375KVA and 200KVA will act as alternative power supply.
Gas	-	No need gas for its production.
Water	-	Deep tube well is the source of water.

Contingency Plan in case of any disruption:

To tackle the disruption of utilities, the Company has 375KVA and 200KVA diesel generator.

- (xii) Names, address(s), telephone number, web address, e-mail and fax number of the customers who account for 10% or more of the company's products or services with amount and percentage thereof;

There is no customer who accounts for 10% or more of the company's products.



- (xiii) Names, address(s), telephone number, web address, e-mail and fax number of the suppliers from whom the issuer purchases 10% or more of its raw material or finished goods with amount and percentage thereof;

The suppliers from whom the issuer purchases 10% or more of its raw material are given below:

Sl.	Supplier Name	Address	Telephone, Fax, E-mail, Web address	Amount In BDT	Percent %
1	Gulf Polymers Distribution Company FZCO	Building 6EA, Office 420 P O Box 371379, Dubai Airport Free Zone, Dubai, United Arab Emirates	Tel: +97146067500 Fax: +97146067599	632,272,487	43.83
2	Jiash Resource (HK) Limited	ADDR: RM 803, Lippo Sun Plaza, 28 Canton Rd, TST, KL, Hong Kong.	Tel: no phone number Fax: no Fax number	242,098,633	16.78

- (xiv) Description of any contract which the issuer has with its principal suppliers or customers showing the total amount and quantity of transaction for which the contract is made and the duration of the contract. If there is not any of such contract, a declaration is to be disclosed duly signed by CEO or MD, CFO and Chairman on behalf of Board of Directors;

Contract with Principal suppliers or customers

The Company has no contract with principal suppliers or customers.

Declaration regarding Contract with Principal suppliers or customers

We, on behalf of the Board of Directors certify that Eshana Non Woven Fabrics (ind) Ltd. did not enter into any contract with its principal suppliers or customers.

Sd/-  
Md. Maftun Haque  
Managing Director

Sd/-  
Md. Shohel Ahamed  
Chief Financial Officer

Sd/-  
Mrs. Salma Akter  
Chairman

on behalf of Board of Directors

Place: Dhaka;  
Dated: October 19, 2023

- (xv) Description of licenses, registrations, NOC and permissions obtained by the issuer with issue, renewal and expiry dates;

The Company has several regulatory licenses and certificates in order to continue its operations. The table shows list of licenses:

Name of Certificate/license/ Registration/ NOC	License Issuer/Issuing Authority	Certificate / License No.	Expiry Date
Incorporation	Registrar of Joint Stock Companies & Firms (RJSC)	KHC-1183/13	N/A
Trade license	6 No. Jogipol Union Parishad, Khanjahanali, Arongghata, Dighalia Upazila, Khulna	1206	30-Jun-24
TIN Certificate	National Board of Revenue	470982411556	N/A
VAT Reg. No.	Customs, Excise & VAT Commissionerate, Khulna, Khulna Division	000112411-0801	N/A
Import Registration Certificate (IRC)	Controller of Import & Export, Government of Bangladesh, Khulna	260347120002419	30-Jun-24
Export Registration Certificate (ERC)		260347210016719	30-Jun-24
Environment Clearance Certificate	Department of Environment, Boyra, Khulna	22-81970-36	23-Sep-23 (applied for renewal)
		23-105922-19	9-Sep-28
Factory License	Factory and Organization Inspection Authority, Khulna	1087/Khulna	30-Jun-24
Fire License	Bangladesh Fire Service & Civil Defense, Khulna	Khulna/074192/2015-2016	30-Jun-24
Bonded Warehouse License	Customs Bond Commissionerate, Khulna	SB5051160002	16-Oct-23 (applied for renewal)
Membership	Khulna Chamber of Commerce & Industry	0-2396	30-Jun-24
	Bangladesh Garments Accessories & Packaging Manufacturers & Exporters Association (BGAPMEA)	148/2023	31-Dec-23
	Bangladesh Plastic Goods Manufacturers & Exporters Association (BPGMEA)	4952	31-Dec-23
EPB enrolment Certificate	Export Promotion Bureau, Khulna	NT-00813	29-Jul-24

- (xvi) Description of any material patents, trademarks, licenses or royalty agreements;

The Company has no material patents, trademarks, licenses or royalty agreements.

(xvii) Number of total employees and number of full-time employees;

As per audited financial statement as on 30 June, 2023:

Salary (Monthly)	Officer & Staff	Worker	Total Employees
	Head Office		
Salary below Tk. 8,500 per month	-	-	-
Salary above Tk. 8,500 per month	21	165	186
<b>Total</b>	<b>21</b>	<b>165</b>	<b>186</b>

(xviii) A brief description of business strategy;

The company sets out its strategy to achieve the desired objective. Business strategy is defined as long-term business planning. The company strategies are as follows.

1. **Increase Fixed Assets:** The Company is in planning to invest in fixed assets in order to expand its existing business.
2. **Economic Scale:** With a view to spreading the fixed cost over more units company is trying to increase economic of scale.
3. **Cost Minimizing:** In a competitive market, the company is in effort to minimize the cost so that profit can be maximized.
4. **Market Penetration:** In order to get more market share, the Company is trying to be cost effective to grab more market share.

(xix) A table containing the existing installed capacities for each product or service, capacity utilization for these products or services in the previous years, projected capacities for existing as well as proposed products or services and the assumptions for future capacity utilization for the next three years in respect of existing as well as proposed products or services. If the projected capacity utilization is higher than the actual average capacity utilization, rationale to achieve the projected levels.

Existing capacity utilization:

As on 30 June 2023

Particulars	Unit	Installed Capacity Per Annum	Actual Production Per Annum	Percentage of Capacity Utilization
Non Woven Fabrics	Kg.	4,013,400	3,190,459	79.50%
Woven Fabrics	Kg.	2,500,000	1,373,857	54.95%
Plain/ Blister Poly	Kg.	1,093,000	808,181	73.94%
Accessories	Kg.	6,820,000	4,924,247	72.20%
Cushion Covers	Kg.	249,000	170,070	68.30%
Woven/Non Woven Bag	Kg.	650,000	137,767	21.19%
Mask	Pcs.	570,000	-	0.00%
<b>Total</b>		<b>15,895,400</b>	<b>10,604,581</b>	

As on 30 June 2022

Particulars	Unit	Installed Capacity Per Annum	Actual Production Per Annum	Percentage of Capacity Utilization
Non Woven Fabrics	Kg.	4,013,400	3,271,126	81.51%
Plain/Blister Poly	Kg.	293,000	207,237	70.73%
Accessories	Kg.	2,220,000	1,608,000	72.43%
Cushion Covers	Kg.	249,000	184,598	74.14%
Mask	Pcs.	570,000	352,284	61.80%
<b>Total</b>		<b>7,345,400</b>	<b>5,623,245</b>	

As on 30 June 2021

Particulars	Unit	Installed Capacity Per Annum	Actual Production Per Annum	Percentage of Capacity Utilization
Non Woven Fabrics	Kg.	4,013,400	3,216,349	80.14%
Plain/Blister Poly	Kg.	293,000	206,214	70.38%
Accessories	Kg.	2,220,000	1,544,610	69.58%
Cushion Covers	Kg.	249,000	179,830	72.22%
Mask	Pcs.	570,000	344,078	60.36%
<b>Total</b>		<b>7,345,400</b>	<b>5,491,081</b>	

**Projected capacity utilization:**

As on 30 June 2026

Particulars	Unit	Installed Capacity Per Annum	Actual Production Per Annum	Percentage of Capacity Utilization
Non Woven Fabrics	Kg.	4,013,400	3,206,273	79.89%
Woven Fabrics	Kg.	3,300,000	2,267,883	68.72%
Plain/ Blister Poly	Kg.	1,093,000	813,341	74.41%
Accessories	Kg.	8,290,000	5,830,282	70.33%
Cushion Covers	Kg.	249,000	179,529	72.10%
Woven/Non Woven Bag	Kg.	690,000	494,425	71.66%
Mask	Pcs.	570,000	50,543	8.87%
<b>Total:</b>		<b>18,205,400</b>	<b>12,842,275</b>	

As on 30 June 2025

Particulars	Unit	Installed Capacity Per Annum	Actual Production Per Annum	Percentage of Capacity Utilization
Non Woven Fabrics	Kg.	4,013,400	3,203,032	79.81%
Woven Fabrics	Kg.	3,300,000	2,051,072	62.15%
Plain/ Blister Poly	Kg.	1,093,000	811,716	74.26%
Accessories	Kg.	8,290,000	5,252,542	63.36%
Cushion Covers	Kg.	249,000	176,008	70.69%
Woven/Non Woven Bag	Kg.	690,000	484,726	70.25%
Mask	Pcs.	570,000	50,282	8.82%
<b>Total:</b>		<b>18,205,400</b>	<b>12,029,378</b>	

As on 30 June 2024

Particulars	Unit	Installed Capacity Per Annum	Actual Production Per Annum	Percentage of Capacity Utilization
Non Woven Fabrics	Kg.	4,013,400	3,196,080	79.64%
Woven Fabrics	Kg.	2,500,000	1,564,448	62.58%
Plain/ Blister Poly	Kg.	1,093,000	810,781	74.18%
Accessories	Kg.	6,890,000	4,999,689	72.56%
Cushion Covers	Kg.	249,000	174,902	70.24%
Woven/Non Woven Bag	Kg.	690,000	425,029	61.60%
Mask	Pcs.	570,000	47,564	8.34%
<b>Total:</b>		<b>16,005,400</b>	<b>11,218,494</b>	

Assumptions for future capacity utilization: Capacity will be increased as new machineries will be introduced.

Rationale to achieve the projected levels: The Company has projected that the capacity utilization will be increased. As the total market is increasing day by day and market share of the company is increasing. Hence, the management of the Company thinks that the projected capacity is attainable.

(e) Description of Property:

The written down value of Property, Plant & Equipment's owned by the company as per audited accounts as on 30 June, 2023 are stated below:

Particulars	Written Down Value as at 30 June 2023
Land & Land Development	103,880,976
Factory Shed, Building & Other Civil Construction	197,532,558
Plant & Machinery	570,146,371
Furniture and Fixture	5,708,928
Air Condition	2,144,478
Factory Equipment	4,970,733
Office Equipment	1,904,170
Electrical Equipment and Installation	45,726,459
Generator	8,830,324
Fire Equipment	352,906
Deep Tube Well	561,881
Vehicle	5,135,241
<b>Total</b>	<b>946,895,025</b>

- (i) Location and area of the land, building, principal plants and other property of the company and the condition thereof;

The entire above-mentioned assets are located at factory: Pachular Ghat, City Bypass Road, Teligate, Arongghata, Khulna-9203, Bangladesh. All of the above-mentioned Property, Plant & Equipment's is in working condition.

- (ii) Whether the property is owned by the company or taken on lease;

All the above-mentioned assets of the Company are in its own name except leased vehicles from Pubali Bank Limited.

- (iii) Dates of purchase, last payment date of current rent (খাজনা) and mutation date of lands, deed value and other costs including details of land development cost, if any and current use thereof;

Land:

Deed No.	Date of purchase	Mutation date	Last payment date of current rent (খাজনা) /Premium	S.A/R.S. Dag No.	Deed Value in Tk.	Land Development and Other Cost	Area of Land (Decimal)	Current use
1991	14-May-13	28-Apr-20	08-Jun-23	S.A- 2317, 2411, 2415, 2361,2362, 2317, 2363. R.S- 2053, 2114, 1834, 1837, 1840, 2034, 2053, 2078, 2096, 2214,	900,000	76,365,976	50.50	One Five Storied Office Building, One Two Storied Building, Factory Shed-1, Factory Shed-2, Factory Shed- 3 and Developed Open Land.
2271	4-Jun-13	28-Apr-20	08-Jun-23	S.A- 2322, 2323, 2319, 2318, 2407. R.S- 1791, 1789, 1825, 1833,	1,550,000		140.00	
2354	11-Jun-13	28-Apr-20	08-Jun-23	S.A- 2151, 2193, 2188, 2367, 2368, 2369, 2361. R.S-1360, 1503	430,000		38.80	
492	6-Mar-15	17-May-16	9-Mar-21	S.A- 2361. R.S- 1839	175,000		3.00	
640	12-Apr-15	17-May-16	08-Jun-23	S.A- 2365. R.S- 1841	525,000		2.25	
1049	8-Jun-15	9-May-16	08-Jun-23	S.A- 2362, 2363. R.S- 1836, 1838	205,000		3.50	
1214	26-Jul-15	30-May-16	08-Jun-23	S.A- 2361, 2366, 2365, 2100, 2099. R.S- 1843	1,950,000		12.50	
1416	17-Aug-15	23-Mar-16	9-Mar-21	S.A- 2362, 2363. R.S- 1836	410,000		7.00	
134	24-Jan-16	2-Jan-17	08-Jun-23	S.A- 2361, 2365, 2366, 2100, 2099. R.S- 1843	585,000		3.75	
183	31-Jan-16	11-Jan-17	9-Mar-21	S.A- 2361, 2365, 2366, 2100, 2099. R.S- 1843	585,000		3.75	
1177	12-Jun-16	12-Jan-17	9-Mar-21	S.A- 2365. R.S- R.S-1841	466,000		2.00	
1629	21-Jul-19	28-Dec-19	08-Jun-23	S.A- 2326, 2328, 2345, 2346,2500, 3086. R.S- 1786,1788,1829,2068, 1840,2076,3210	3,020,000		46.74	
2097	22-Sep-19	24-Jan-20	9-Mar-21	S.A- 2369. R.S- 1880, 1881, 1882	5,082,000		26.00	
2188	29-Sep-19	24-Jan-20	08-Jun-23	S.A- 2363, 2362. R.S- 1838,1499,1839	740,000		11.24	
2569	11-Nov-19	24-Jan-20	9-Mar-21	S.A- 2368, 2367, 2369. R.S- 1881, 1882, 1880	10,892,000		56.00	
				Total	27,515,000	76,365,976	407.03	

- (iv) The names of the persons from whom the lands have been acquired or proposed to be acquired along with the cost of acquisition and relation, if any, of such persons to the issuer or any sponsor or director thereof;

Deed No.	Name of the persons from whom the land has been acquired	Cost of acquisition	Relations
1991	1. Md. Maftun Haque	900,000	Managing Director of the Company
2271	1. Md. Maftun Haque	1,550,000	
2354	1. Md. Maftun Haque	430,000	
492	1. Abdus Sattar Khan	175,000	No relation
640	1. Shitol Pal	525,000	No relation
1049	1. Md. Ariful Kabir	205,000	No relation
1214	1. Md. Ruhul Amin Sheikh	1,950,000	No relation
1416	1. Nirod Haldar 2. Shobod Haldar 3. Uttam Haldar	410,000	No relation
134	1. Md. Kamal Hossen 2. Md. Jafor Ikbal 3. Mst. Rokeya Begum 4. Mst. Najma Begum 5. Mst. Sahanaj Begum	585,000	No relation
183	1. Md. Hashem Seikh 2. Nachima Begum	585,000	No relation
1177	1. Komlesh Pal	466,000	No relation
1629	1. Md. Anwar Hossen Gazi 2. Sayera Begum	3,020,000	No relation
2097	1. Gazi Nowsher Ali	5,082,000	No relation
2188	1. Khokan Chandra Gorami 2. Mokonda Chandra Gorami	740,000	No relation
2569	1. Md. Maftun Haque	10,892,000	Managing Director of the Company

- (v) Details of whether the issuer has received all the approvals pertaining to use of the land, if required;

The Company has received all the approvals pertaining to use of the land.

- (vi) If the property is owned by the issuer, whether there is a mortgage or other type of charge on the property, with name of the mortgagee;

267.05 decimal land with construction, Goods & inventory are mortgaged to Rupali Bank Limited against term loan and short term loan and Mortgage vehicle, postdated signed MICR cheques are mortgaged to Pubali Bank Limited against lease finance and lien of export LC, Acceptance and payment confirmation of LC issuing bank are mortgaged to Standard Bank Limited against short term loan.

- (vii) If the property is taken on lease, the expiration dates of the lease with name of the lessor, principal terms and conditions of the lease agreements and details of payment;

Vehicles are taken by the Company under lease agreement from Pubali Bank Limited with a tenure of 48 months start from February 16, 2021.

Principal terms and conditions:

- 48 months from the date of creation of lease;
- 9% interest per annum;
- Monthly lease rent Tk. 211,523.00;
- Full coverage of comprehensive up to date insurance of the lease asset;
- Repairing and maintenance cost of the lease asset shall borne by the lessee;
- Lessee will be legally liable for any damage of the leased out asset;
- This agreement will not be terminated or cancelled unilaterally under any circumstances.

(viii) Dates of purchase of plant and machineries along with sellers name, address, years of sale, condition when purchased, country of origin, useful economic life at purchase and remaining economic life, purchase price and written down value;

Year of Purchase	Sellers Name	Address	Name of Machinery	Quantity	Country of Origin	Condition When Purchase	Useful Economic Life	Remaining Economic Life	Purchase Price	Written Down Value
2015-2016	Qingdaoyihexin Huamachinery Co. Ltd.	Zhujiahougezhuang Village, Beian Street Office, Jimo City Qingdao, China	Machinery for the Manufacture or Finishing of Felt or Nonwovens (Brand New Nonwoven Fabrics Machine 2.4Mss)	1 Set	China	Brand New	20	15 Years	107,765,828	76,247,119
2015-2016	Qingdaoyihexin Huamachinery Co. Ltd.	Zhujiahougezhuang Village, Beian Street Office, Jimo City Qingdao, China	Self-Propelled Works Trucks (Excl. Electric) Fork Lift (Brand New)	1 Set	China	Brand New	20	15 Years	1,471,787	1,041,327
2015-2016	Qingdaoyihexin Huamachinery Co. Ltd.	Zhujiahougezhuang Village, Beian Street Office, Jimo City Qingdao, China	Machineries for Making Bags, Sacks or Envelopes of Paper or Paperboard. (Non Woven Box Bag Making Machine With Spare)	6 Set	China	Brand New	20	15 Years	3,427,555	2,425,084
2016-2017	Ruian New Trend IMP and Export Trade Co. Ltd.	7th Floor, Xinchand Building, Longshan East Road, Ruian Zhejiang, China	Finishing of Felt or Nonwoven Bag Machine With Spari Parts	2 Set	China	Brand New	20	15 Years	3,055,146	2,161,595
2016-2017	Qingdao vihe xinhua machinery Co. Ltd.	Zhujiahougezhuang Village, Beian Street Office, Jimo City Qingdao, China	Nonwoven Ear Loop Welding Machine With Spare Parts.	2 Set	China	Brand New	20	15 Years	798,693	565,096
2016-2017	Ruian New Trend IMP and Export Trade Co. Ltd.	7th Floor, Xinchand Building, Longshan East Road, Ruian Zhejiang, China	1.6M Slitting Machine	2 Set	China	Brand New	20	15 Years	3,149,569	2,228,401
2016-2017	Ruian New Trend IMP and Export Trade Co. Ltd.	7th Floor, Xinchand Building, Longshan East Road, Ruian Zhejiang, China	Non Woven bag Making Machine	4 Set	China	Brand New	20	15 Years	5,303,995	3,752,714
2016-2017	Ruian New Trend IMP and Export Trade Co. Ltd.	7th Floor, Xinchand Building, Longshan East Road, Ruian Zhejiang, China	Double Side Soft Handle Sealing Machine	5 Set	China	Brand New	20	15 Years	10,674,595	7,552,553
2016-2017	Mohammad Ali Engineering Works	69, Nizambag Main Road, (Chairman Goli), Kamrongirchar, Dhaka.	Side Sealing Machine	6 Set	Local	Brand New	20	15 Years	6,042,918	4,275,521
2016-2017	Mohammad Ali Engineering Works	69, Nizambag Main Road, (Chairman Goli), Kamrongirchar, Dhaka.	Bale press Machine	2 Set	Local	Brand New	20	15 Years	1,944,199	1,375,571
2016-2017	Jack Bangladesh Ltd.	House # 8/6/1, Road # 1, Shyamoly, Sher-E-Bangla Nagar, Dhaka-1207	Sewing Machine	90 Set	Local	Brand New	20	15 Years	2,690,965	1,903,928



2016-2017	Mohammad Ali Engineering Works	69, Nizambag Main Road, (Chairman Goli), Kamrongirchar, Dhaka.	Packing Tap Machine	2 Set	Local	Brand New	20	15 Years	7,789,221	5,511,076
2016-2017	Mohammad Ali Engineering Works	69, Nizambag Main Road, (Chairman Goli), Kamrongirchar, Dhaka.	LDPE/LLDPE/HDPE Film Making Bolwing Machine Roll Width -100 Inch	3 Set	Local	Brand New	20	15 Years	7,726,394	5,466,624
2016-2017	Mohammad Ali Engineering Works	69, Nizambag Main Road, (Chairman Goli), Kamrongirchar, Dhaka.	LDPE/LLDPE/HDPE Film Making Bolwing Machine Roll Width -55 Inch	3 Set	Local	Brand New	20	15 Years	5,222,018	3,694,713
2019-2020	Wenzhou Hero International Trade Co., Ltd, China	1206, Building 3, No. 2888 Ningbo Road, Panqiao Ouhai, Wenzhou, China	Nonwovens HF200 Face Mask Macking Machine	2 Set	China	Brand New	20	18 Years	9,957,728	8,466,361
2019-2020	Wenzhou Hero International Trade Co., Ltd, China	1206, Building 3, No. 2888 Ningbo Road, Panqiao Ouhai, Wenzhou, China	Nonwovens HF200 Face Mask Macking Machine	8 Set	China	Brand New	20	18 Years	7,757,892	6,595,994
2019-2020	Unitex Ind. Co. Ltd., China	39-1516, Wuxi Head Office Park No. 100, Fengbin Road, Liangxi, Wuxi, China	Surgical Mask Sheet Making Machine	1 Set	China	Brand New	20	18 Years	2,106,069	1,790,643
2019-2020	Unitex Ind. Co. Ltd., China	39-1516, Wuxi Head Office Park No. 100, Fengbin Road, Liangxi, Wuxi, China	Ear Loop Welding Machine	4 Set	China	Brand New	20	18 Years	1,544,317	1,313,025
2019-2020	Unitex Ind. Co. Ltd., China	39-1516, Wuxi Head Office Park No. 100, Fengbin Road, Liangxi, Wuxi, China	Nose Bar Extruder	1 Set	China	Brand New	20	18 Years	3,079,873	2,618,601
2019-2020	Unitex Ind. Co. Ltd., China	39-1516, Wuxi Head Office Park No. 100, Fengbin Road, Liangxi, Wuxi, China	Ear Loop Welding Machine	1 Set	China	Brand New	20	18 Years	109,351	92,973
2019-2020	Unitex Ind. Co. Ltd., China	39-1516, Wuxi Head Office Park No. 100, Fengbin Road, Liangxi, Wuxi, China	LDPE/LLDPE/HDPE Film Making Bolwing Machine Roll Width -55 Inch	4 Set	China	Brand New	20	18 Years	5,759,463	4,896,870
2019-2020	Wenzhou Hero International Trade Co., Ltd, China	1206, Building 3, No. 2888 Ningbo Road, Panqiao Ouhai, Wenzhou, China	Nonwovens HF200 Face Mask Macking Machine	4 Set	China	Brand New	20	18 Years	9,601,119	8,520,593
2019-2020	Ruian New Trend IMP and Export Trade Co. Ltd.	7th Floor, Xinchand Building, Longshan East Road, Ruian Zhejiang, China	Non Woven bag Making Machine	6 Set	China	Brand New	20	18 Years	8,325,850	7,388,845
2019-2020	Qingdaoyihexin Huamachinery Co. Ltd.	Zhujiashougezhuang Village, Beian Street Office, Jimo City Qingdao, China	Non Woven bag Making Machine	3 Set	China	Brand New	20	18 Years	5,594,917	4,965,256
2020-2021	Unitex Ind. Co. Ltd., China	39-1516, Wuxi Head Office Park No. 100, Fengbin Road, Liangxi, Wuxi, China	Ear Loop Winding Machine	3 Set	China	Brand New	20	19 Years	3,377,040	2,996,983

2020-2021	Unitex Ind. Co. Ltd., China	39-1516, Wuxi Head Office Park No. 100, Fengbin Road, Liangxi, Wuxi, China	Rewinding Machine	1 Set	China	Brand New	20	19 Years	299,965	266,206
2020-2021	Wenzhou Hero International Trade Co., Ltd, China	1206, Building 3, No. 2888 Ningbo Road, Panqiao Ouhai, Wenzhou, China	He-2 2 Head Ear Loops Welding Machine	5 Set	China	Brand New	20	19 Years	2,014,239	1,787,553
2020-2021	Wenzhou Hero International Trade Co., Ltd, China	1206, Building 3, No. 2888 Ningbo Road, Panqiao Ouhai, Wenzhou, China	He-95 2 Head KN95 Ear Loops Welding Machine	5 Set	China	Brand New	20	19 Years	2,014,240	1,787,554
2020-2021	Wenzhou Hero International Trade Co., Ltd, China	1206, Building 3, No. 2888 Ningbo Road, Panqiao Ouhai, Wenzhou, China	Hr-KZ-95 5 Layer KN95 Mask Making Machine	1 Set	China	Brand New	20	19 Years	4,525,291	4,016,007
2020-2021	Unitex Ind. Co. Ltd., China	39-1516, Wuxi Head Office Park No. 100, Fengbin Road, Liangxi, Wuxi, China	Ear Loop Winding Machine	1 Set	China	Brand New	20	19 Years	819,420	727,201
2020-2021	Unitex Ind. Co. Ltd., China	39-1516, Wuxi Head Office Park No. 100, Fengbin Road, Liangxi, Wuxi, China	Hat Loop Knitting Machine	1 Set	China	Brand New	20	19 Years	819,420	727,201
2020-2021	Unitex Ind. Co. Ltd., China	39-1516, Wuxi Head Office Park No. 100, Fengbin Road, Liangxi, Wuxi, China	Ear Loop Winding Machine	2 Set	China	Brand New	20	19 Years	206,806	183,532
2020-2021	Unitex Ind. Co. Ltd., China	39-1516, Wuxi Head Office Park No. 100, Fengbin Road, Liangxi, Wuxi, China	Finishing of Felt or Nonwoven Bag Machine With Spari Parts (2 Set)	5 Set	China	Brand New	20	19 Years	8,800,308	7,809,907
2021-2022	Rowza International	222 Misco Super Market, 4 No Darus Salam Road, Dhaka-1216	Cloth Drill Machine	2 Set	Local	Brand New	20	19 Years	50,300	46,417
2021-2022	Hardware and Machineries	B.K Ray Road, SeikhPara, Khulna	500 BX Wealding Machine	2 Set	Local	Brand New	20	19 Years	42,000	38,758
2021-2022	Jack Bangladesh Ltd.	House # 8/6/1, Road # 1, Shyamoly, Sher-E-Bangla Nagar, Dhaka-1207	Sewing Machine with Energy Saving Motor and Standard Accessories	10 Set	Local	Brand New	20	19 Years	205,000	189,174
2021-2022	Jack Bangladesh Ltd.	House # 8/6/1, Road # 1, Shyamoly, Sher-E-Bangla Nagar, Dhaka-1207	Sewing Machine with Energy Saving Motor and Standard Accessories	20 Set	Local	Brand New	20	19 Years	410,000	378,349
2021-2022	Rowza International	222 Misco Super Market, 4 No Darus Salam Road, Dhaka-1216	Melt Blown Machine Blown and Mould	3 Set	Local	Brand New	20	19 Years	900,000	830,521
2021-2022	Jack Bangladesh Ltd.	House # 8/6/1, Road # 1, Shyamoly, Sher-E-Bangla Nagar, Dhaka-1207	Single Needle Lockstich Machine	10 Set	Local	Brand New	20	19 Years	200,000	184,560

2022-2023	Wenzhou Hero International Trade Co., Ltd.	1206, Building 3, No. 2888 Ningbo Road, Panqiao Ouhai, Wenzhou, China	sjb50/1000 film blowing machine	2 Set	China	Brand New	20	19 Years	13,567,465	13,136,280
			gfg1000 bottom sealing bag making machine	1 Set						
			sjb120/2500 rotary die film blowing machine	1 Set						
			hbd2680 4 cavity 250 ton injection molding machine	1 Set						
2022-2023	M/s. Lohia Corp Ltd.	D-3/A, Panki Industrial Estate, Kanpur-208 022 (India).	Brand New Capital Machinery and Equipment for PP Woven bag Industry:		India	Brand New	20	20 Years	297,799,371	292,496,095
			Plastic Extrusion Plant and Machinery: Tape Extrusion Line Lorex E120b.1400 complete (with 264 Nos. Winders) with Standard Accessories	2 Set						
			Circular Loom Model Nova 6-576 with Standard Accessories	18 Set						
			Circular Loom Model Nova 6-720 with Standard Accessories	12 Set						
			Circular Loom Model Nova 62-HF with Standard Accessories	3 Set						
			Circular Loom Model Nova 62-LF with Standard Accessories	3 Set						
			Circular Loom Model Nova 8-HF with Standard Accessories	1 Set						
			Circular Loom Model Nova 10-HF with Standard Accessories	1 Set						
			Belt Cutting Machine Model BCM 10 with Standard Accessories	1 Set						
			Big Bag Cleaning Machine Model BBCM with Standard Accessories	1 Set						
			Solo Print Model 3150 WVN 6CL 850 with Standard Accessories	1 Set						
			Lamicoat Model 1600 Ex with Standard Accessories	1 Set						
			2022-2023	Sundarlam Industries Private Limited						
2022-2023	Sundarlam Industries Private Limited	D-3/A, Panki Industrial Estate, Kanpur-208 022 (India).	Lamination Machine 100 mm extruder 2550mm width model : fibc 90.	1 Set	India	Brand New	20	20 Years	16,590,165	16,510,623
2022-2023	DSH Equipments	23, Parmeshware Estate-2, Opp. AMCO Bank, Next to Neo-Plast, GIDC Phase-1, Vatva, Ahmedabad-382445, India.	Universal Tensile Tester Trio Model Capacity 5Tonnes	1 Set	India	Brand New	20	20 Years	1,845,542	1,812,676
			Melt Flow Indexer	1 Set						
			Weighing Scale for Denier Checking and GSM Checking with Acrylic Cover	1 Set						

2022-2023	Global Industries	Plot No. 113/ 4/5/2, Phase: III, F Road, G.I.D.C. Industrial Estate, Vatva, Ahmedabad- 382 445, India.	Brand New "AMTRAC" Brand 4 Head 75 mm Narrow Fabric Needle Looms Machine and Standard Accessories with Digital Counter Meter and Webbing Winder and Creel Stand for 1200 Nos Bobbine.	2 Set	India	Brand New	20	20Years	12,332,291	12,112,675
			Brand New "AMTRAC" Brand 6 Head 50 mm Narrow Fabric Needle Looms Machine and Standard Accessories with Digital Counter Meter and Webbing Winder and Creel Stand for 1200 Nos Bobbine.	3 Set						
			Brand New "AMTRAC" Brand 608N Filler Cord Machine with Standard Accessories with Digital Counter Meter and Creel Stand for 600 and Dropping Unit.	2 Set						
			Automatic Cutting Machine (Cold Cutting Max 900 mm)	3 Set						
			Automatic Cutting Machine (Hot Cutting Max Cutting Width 1500 mm)	2 Set						
			For Colors Printing Machine (Max Width 90CM)	1 Set						
			Bobbin	100000 Pcs						
			Spare Parts (For 1 Year) Automatic Cutting Machine	1 Lot						
2022-2023	Zhejiang Tianfeng Plastic Machinery Co., Ltd.	Aojiang Town, Wenzhou City, Zhejiang Province, China.	Extra Payment for Bobbin, Size: 35X38X218MM	100000 Pcs	China	Brand New	20	20 Years	2,550,807	2,505,382
			Extra Payment for Spare Parts							
2022-2023	Aawadkrupa Plastomech Pvt. Ltd.	Aawadkrupa, Survey No. 131-A, Navagam (Sampara Khodlyar) Bhavnagar-Rajkot Highway, Bhavnagar-364 060.	Ring Twister-APPL/RT-8.5" (24 Spindles) Machine with St. Acc.	1Nos	India	Brand New	20	20 Years	3,049,045	3,034,426
2022-2023	Hydro Products	No. 360, 1st Stage, Sompura Industrial Area, Nidavanda, Nelamangala (T), Dabaspeta, Bangalore-562 111.	Hydraulic Computerized Jumbo Bag (Fibcs) Testing Machine	1 Set	India	Brand New	20	20 Years	24,000,074	23,572,675
			Buffle Cutting Machine	1 Set						
			Cooling Chiller 60 TR - 7,20,000 BTU	1 Set						
			Cooling Chiller 80 TR - 9,60,000 BTU	1 Set						
			Industrial Flexographic Heavy Duty Jumbo Bag Printing Machine 4 Color Suitable for FIBC Woven Sheet to Sheets	1 Set						
UV Tester Pesto Bench UV Light Model No. PSPL855	1 Set									
Total									635,726,557	570,146,371

- (ix) Details of the machineries required to be bought by the issuer, cost of the machineries, name of the suppliers, date of placement of order and the date or expected date of supply, etc.

No machineries are required to be bought by the issuer from IPO proceeds.

- (x) In case the machineries are yet to be delivered, the date of quotations relied upon for the cost estimates given shall also be mentioned;

There are no machineries which are yet to be delivered.

- (xi) If plant is purchased in brand new condition then it should be mentioned;

All plants and machineries of the Company were purchased in brand new condition.

AUDITOR'S CERTIFICATE REGARDING PURCHASED IN BRAND NEW CONDITION OF MACHINERIES

We do hereby declare that all the plants and machineries of Eshana Non Woven Fabrics (ind) Ltd. were purchased in brand new condition. There are no re-conditioned or second-hand machineries installed in the Company.

Place: Dhaka;  
Dated: October 21, 2023

Sd/-  
Fouzia Haque, FCA  
Partner  
FAMES & R  
Chartered Accountants

- (xii) Details of the second hand or reconditioned machineries bought or proposed to be bought, if any, including the age of the machineries, balance estimated useful life, etc. as per PSI certificates of the said machineries as submitted to the Commission;

The Company neither purchased any second hand or reconditioned machineries nor any plan to purchase in future.

- (xiii) A physical verification report by the issue manager(s) regarding the properties as submitted to the Commission;

PHYSICAL VERIFICATION REPORT

of

ESHANA NON WOVEN FABRICS (IND) LTD.

This is to certify that we have visited the factory of Eshana Non Woven Fabrics (ind) Ltd. on October 21, 2023 and we have found the factory as details bellow:

Visited and Accompanied by:

Particulars		Name & Designation	Company
Visited by	:	Md. Shawkat Jahan Khan Managing Director	Sonali Investment Limited
	:	Mohammad Shahinur Rahman Managing Director	Uttara Finance Capital Management Limited
Accompanied by	:	Sk. Rabiul Islam Company Secretary	Eshana Non Woven Fabrics (ind) Ltd.
	:	Md. Shohel Ahamed Chief Financial Officer	

Company Overview:

The Company namely "Eshana Non Woven Fabrics (ind) Ltd." was incorporated in Bangladesh as a Private Limited Company with the issuance of Certificate of incorporation bearing no. Reg. No. KHC-1183/13 dated on April 11, 2013 by the Registrar of Joint Stock Companies & Firms, Khulna, Bangladesh. The Company Converted into public Limited Company February 08, 2020.

The principal activities of the Company are to carry on the business of manufacturing and exporting of the wide area of non woven and woven fabrics which is used for making PPE, surgical gown, industrial gown musk, non woven and woven bags, Cushion cover and garments accessories etc.

Eshana Non Woven Fabrics (ind) Ltd. has no subsidiary company.

The Authorized and Paid-Up Capital of The Company is as Follows:

Authorized Capital : Tk. 860,000,000.00  
 Paid Up Capital : Tk. 552,682,660.00  
 Proposed IPO Size : Tk. 300,000,000.00 (3 Crore Shares @ Tk. 10.00 Each)  
 IPO Size (In Share) : 30,000,000 Shares

Registered Office and Factory:

The registered office and factory of the Company is located at Pachular Ghat, City Bypass Road, Teligate, Arongghata, Khulna-9203, Bangladesh.

Nature of Business:

The principal activities of the Company are to carry on the business of manufacturing and exporting of the wide area of non woven and woven fabrics which is used for making PPE, surgical gown, industrial gown musk, non woven and woven bags, Cushion cover and garments accessories etc.

Principal products:

Our main products are:

Sl. No.	Particulars
1	Non Woven Fabrics
2	Woven Fabrics
3	Plain/ Blister Poly
4	Accessories
5	Cushion Covers
6	Woven Bag
7	Mask

Description of Property:

During our visit at registered office and factory of Eshana Non Woven Fabrics (ind) Ltd., we have identified the properties of Eshana Non Woven Fabrics (ind) Ltd. are as follows:

- 1) Land: We have found 407.03 decimals of land at Pachular Ghat, City Bypass Road, Teligate, Arongghata, Khulna-9203, Bangladesh.

Deed No.	S.A/R.S. Dag No.	Area of Land (Decimal)	Current Uses
1991	S.A- 2317, 2411, 2415, 2361,2362, 2317, 2363. R.S- 2053, 2114, 1834, 1837, 1840, 2034, 2053, 2078, 2096, 2214,	50.50	One Five Storied Office Building, One Two Storied Building, Factory Shed-1, Factory Shed-2, Factory Shed-3 and Developed Open Land.
2271	S.A- 2322, 2323, 2319, 2318, 2407. R.S- 1791, 1789, 1825, 1833,	140.00	
2354	S.A- 2151, 2193, 2188, 2367, 2368, 2369, 2361. R.S- 1360, 1503	38.80	
492	S.A- 2361. R.S- 1839	3.00	
640	S.A- 2365. R.S- 1841	2.25	
1049	S.A- 2362, 2363. R.S- 1836, 1838	3.50	
1214	S.A- 2361, 2366, 2365, 2100, 2099. R.S- 1843	12.50	
1416	S.A- 2362, 2363. R.S- 1836	7.00	
134	S.A- 2361, 2365, 2366, 2100, 2099. R.S- 1843	3.75	
183	S.A- 2361, 2365, 2366, 2100, 2099. R.S- 1843	3.75	
1177	S.A- 2365. R.S- R.S-1841	2.00	
1629	S.A- 2326, 2328, 2345, 2346,2500, 3086. R.S- 1786,1788,1829,2068, 1840,2076,3210	46.74	
2097	S.A- 2369. R.S- 1880, 1881, 1882	26.00	
2188	S.A- 2363, 2362. R.S- 1838,1499,1839	11.24	
2569	S.A- 2368, 2367, 2369. R.S- 1881, 1882, 1880	56.00	
	Total	407.03	

- 2) Building: Details of the building's status are discussed below:

The total factory area covered about 177,302/- sft. There are factory buildings, office buildings & other constructions with high load tolerate capacity based internal loading unloading point and carpeting area. A brief detail of the factory premises are as follows:

Factory: Pachular Ghat, City Bypass Road, Teligate, Arongghata, Khulna-9203, Bangladesh

Particulars	Description	Total Area (Sft.)
Building-1 (Five Storied Office Building)	Office Room (Ground Floor)	2,625.00
	Office Room (1st Floor)	2,625.00
	Staff Room	5,250.00
	Guest Room	947.00
	Conference Room	512.00
	Prayer Room	540.00
	Wash Room	681.00
	Kitchen Room	429.00
	Dining Room	251.00
Building-2 (Two Storied Building)	Substation Room	978.00
	Generator Room	668.00
	Spare Parts Room (Ground Floor)	1,646.00
Factory Shed-1	Production Room (1st Floor)	12,020.00
	Production Room (2nd Floor)	8,180.00
	RM Ware House	3,183.00
	Finished Goods Ware House	3,183.00
Factory Shed-2	Production Room	2,194.00
Factory Shed-3	RM Ware House	9,062.00
	Finished Goods Ware House	7,340.00
	Production Room	32,813.00
Others	Internal Road, Boundary Wall and Other Construction	9,622.00

3) Machinery:

Name of Machinery	Quantity
Machinery for the Manufacture or Finishing of Felt or Nonwovens (Brand New Nonwoven Fabrics Machine 2.4Mss)	1 Set
Self-Propelled Works Trucks (Excl. Electric) Fork Lift (Brand New)	1 Set
Machineries for Making Bags, Sacks or Envelopes of Paper or Paperboard. (Non Woven Box Bag Making Machine With Spare)	6 Set
Finishing of Felt or Nonwoven Bag Machine With Spare Parts	2 Set
Nonwoven Ear Loop Welding Machine With Spare Parts.	2 Set
1.6M Slitting Machine	2 Set
Non Woven bag Making Machine	4 Set
Double Side Soft Handle Sealing Machine	5 Set
Side Sealing Machine	6 Set
Bale press Machine	2 Set
Sewing Machine	90 Set
Packing Tap Machine	2 Set
LDPE/LLDPE/HDPE Film Making Bolwing Machine Roll Width -100 Inch	3 Set
LDPE/LLDPE/HDPE Film Making Bolwing Machine Roll Width -55 Inch	3 Set
Nonwovens HF200 Face Mask Macking Machine	2 Set
Nonwovens HF200 Face Mask Macking Machine	8 Set
Surgical Mask Sheet Making Machine	1 Set
Ear Loop Welding Machine	4 Set
Nose Bar Extruder	1 Set
Ear Loop Welding Machine	1 Set
LDPE/LLDPE/HDPE Film Making Bolwing Machine Roll Width -55 Inch	4 Set
Nonwovens HF200 Face Mask Macking Machine	4 Set
Non Woven bag Making Machine	6 Set



Non Woven bag Making Machine	3 Set
Ear Loop Winding Machine	3 Set
Rewinding Machine	1 Set
He-2 2 Head Ear Loops Welding Machine	5 Set
He-95 2 Head KN95 Ear Loops Welding Machine	5 Set
Hr-KZ-95 5 Layer KN95 Mask Making Machine	1 Set
Ear Loop Winding Machine	1 Set
Hat Loop Knitting Machine	1 Set
Ear Loop Winding Machine	2 Set
Finishing of Felt or Nonwoven Bag Machine With Spari Parts (2 Set)	5 Set
Cloth Drill Machine	2 Set
500 BX Wealding Machine	2 Set
Sewing Machine with Energy Saving Motor and Standard Accessories	10 Set
Sewing Machine with Energy Saving Motor and Standard Accessories	20 Set
Melt Blown Machine Blown and Mould	3 Set
Single Needle Lockstich Machine	10 Set
sjb50/1000 film blowing machine	2 Set
gfg1000 bottom sealing bag making machine	1 Set
sjb120/2500 rotary die film blowing machine	1 Set
hbd2680 4 cavity 250 ton injection molding machine	1 Set
Plastic Extrusion Plant and Machinery: Tape Extrusion Line Lorex E120b.1400 complete (with 264 Nos. Winders) with Standard Accessories	2 Set
Circular Loom Model Nova 6-576 with Standard Accessories	18 Set
Circular Loom Model Nova 6-720 with Standard Accessories	12 Set
Circular Loom Model Nova 62-HF with Standard Accessories	3 Set
Circular Loom Model Nova 62-LF with Standard Accessories	3 Set
Circular Loom Model Nova 8-HF with Standard Accessories	1 Set
Circular Loom Model Nova 10-HF with Standard Accessories	1 Set
Belt Cutting Machine Model BCM 10 with Standard Accessories	1 Set
Big Bag Cleaning Machine Model BBCM with Standard Accessories	1 Set
Solo Print Model 3150 WVN 6CL 850 with Standard Accessories	1 Set
Lamicoat Model 1600 Ex with Standard Accessories	1 Set
Lamination Machine Parts-Corona Treater, Hot Plate, Brush Cleaning, Trim Waste Rewinder and Hopper Loader.	1 Set
Lamination Machine 100 mm extruder 2550mm width model : fibc 90.	1 Set
Universal Tensile Tester Trio Model Capacity 5Tonnes	1 Set
Melt Flow Indexer	1 Set
Weighing Scale for Denier Checking and GSM Checking with Acrylic Cover	1 Set
Brand New "AMTRAC" Brand 4 Head 75 mm Narrow Fabric Needle Looms Machine and Standard Accessories with Digital Counter Meter and Webbing Winder and Creel Stand for 1200 Nos Bobbine.	2 Set
Brand New "AMTRAC" Brand 6 Head 50 mm Narrow Fabric Needle Looms Machine and Standard Accessories with Digital Counter Meter and Webbing Winder and Creel Stand for 1200 Nos Bobbine.	3 Set
Brand New "AMTRAC" Brand 608N Filler Cord Machine with Standard Accessories with Digital Counter Meter and Creel Stand for 600 and Dropping Unit.	2 Set
Automatic Cutting Machine (Hot Cutting Max 900 mm)	2 Set
Automatic Cutting Machine (Cold Cutting Max 900 mm)	3 Set
Automatic Cutting Machine (Hot Cutting Max Cutting Width 1500 mm)	2 Set
For Colors Printing Machine (Max Width 90CM)	1 Set
Bobbin	100000 Pcs
Spare Parts (For 1 Year) Automatic Cutting Machine	1 Lot
Extra Payment for Bobbin, Size: 35X38X218MM	100000 Pcs
Extra Payment for Spare Parts	
Ring Twister-APPL/RT-8.5" (24 Spindles) Machine with St. Acc.	1 Nos
Hydraulic Computerized Jumbo Bag (Fibcs) Testing Machine	1 Set

Buffle Cutting Machine	1 Set
Cooling Chiller 60 TR - 7,20,000 BTU	1 Set
Cooling Chiller 80 TR - 9,60,000 BTU	1 Set
Industrial Flexographic Heavy Duty Jumbo Bag Printing Machine 4 Color Suitable for FIBC Woven Sheet to Sheets	1 Set
UV Tester Pesto Bench UV Light Model No. PSPL855	1 Set

Besides these assets, we have also found other assets like Furniture and Fixture, Air Condition, Factory Equipment, Office Equipment, Electrical Equipment and Installation, Generator, Fire Equipment, Deep Tube Well, Vehicles.

It is also mentionable here that during our visit, we also checked roster (workers' duty register and found total 175 numbers of employees. We also verified the work order and sales invoices from the customers and found the Company active in its operations. We also noticed that assets of ENFIL are in good condition and running well.

Signboard:

The signboard of the Company is well displayed at the factory premises and there is no other Office or Factory within the said factory premises.

Sd/-

Md. Shawkat Jahan Khan  
Managing Director  
Sonali Investment Limited

Sd/-

Mohammad Shahinur Rahman  
Managing Director  
Uttara Finance Capital Management Limited

- (xiv) If the issuer is entitled to any intellectual property right or intangible asset, full description of the property, whether the same are legally held by the issuer and whether all formalities in this regard have been complied with;

The Company has no intellectual property right or intangible asset:

- (xv) Full description of other properties of the issuer;

Fixed Assets:

Particulars	Written Down Value as at 30 June 2023
Furniture and Fixture	5,708,928
Air Condition	2,144,478
Factory Equipment	4,970,733
Office Equipment	1,904,170
Electrical Equipment and Installation	45,726,459
Generator	8,830,324
Fire Equipment	352,906
Deep Tube Well	561,881
Vehicle	5,135,241

Intangible Assets:

Particulars	Written Down Value as at 30 June 2023
Software	48,000

(f) Plan of Operation and Discussion of Financial Condition:

The issuer's revenue and results from operation, financial position and changes in financial position and cash flows for the last five years:

Particulars	30-Jun-23	30-Jun-22	30-Jun-21	30-Jun-20	30-Jun-19
<b>RESULTS FROM OPERATION</b>					
Revenue	1,601,457,373	803,906,920	737,893,803	543,281,606	577,167,491
Cost of Goods Sold	1,248,772,235	627,387,449	576,184,111	424,526,409	451,040,343
Gross Profit	352,685,138	176,519,471	161,709,692	118,755,197	126,127,148
Operating Expenses	13,937,545	10,579,513	8,460,453	6,485,954	6,407,614
Profit from Operation	338,747,593	165,939,958	153,249,239	112,269,243	119,719,535
Other Income	5,173,804	330,859	755,019	705,804	462,176
Financial Expense	48,455,033	19,304,093	16,800,555	30,381,811	32,555,747
Profit before Contribution to WPPF	295,466,364	146,966,724	137,203,703	82,593,236	87,625,964
Contribution to WPPF	14,069,827	6,998,415	-	-	-
Profit Before Tax	281,396,537	139,968,309	137,203,703	82,593,236	87,625,964
Income Tax Expenses	34,969,949	11,605,624	18,976,870	12,226,278	15,534,701
Net Profit After Tax	246,426,588	128,362,685	118,226,832	70,366,958	72,091,263
Particulars	30-Jun-23	30-Jun-22	30-Jun-21	30-Jun-20	30-Jun-19
<b>CHANGES IN FINANCIAL POSITION</b>					
Non-Current Assets:	977,007,178	539,725,091	507,873,318	458,422,964	357,042,051
Current Assets	1,039,741,729	607,824,009	465,393,295	441,964,953	438,300,254
Total Assets	2,016,748,907	1,147,549,100	973,266,613	900,387,917	795,342,305
Shareholders' Equity	1,094,141,818	847,828,980	719,466,295	601,239,462	110,232,004
Non-Current Liabilities	78,250,398	62,375,116	83,663,406	107,169,325	448,873,345
Current Liabilities	844,356,691	237,345,004	170,136,913	191,979,129	236,236,956
Total Shareholders' Equity and Liabilities	2,016,748,907	1,147,549,100	973,266,613	900,387,917	795,342,305
Particulars	30-Jun-23	30-Jun-22	30-Jun-21	30-Jun-20	30-Jun-19
<b>CHANGES IN CASH FLOWS</b>					
Net Cash from Operating Activities	5,026,167	78,600,075	67,256,530	137,103,488	37,575,932
Net Cash Used in Investing Activities	(456,140,969)	(62,186,622)	(61,363,461)	(106,485,373)	(40,192,084)
Net Cash Flows from Financing Activities	535,288,730	22,618,556	(72,091,909)	13,797,114	36,491,543

(a) Internal and external sources of cash;

Particulars	30-Jun-23	30-Jun-22	30-Jun-21	30-Jun-20	30-Jun-19
<b>Internal Sources of Cash</b>					
Share Capital	552,682,660	552,682,660	425,140,500	425,140,500	4,500,000
Retained Earnings	541,459,158	295,146,320	294,325,795	176,098,963	105,732,004
Sub-Total	1,094,141,818	847,828,980	719,466,295	601,239,463	110,232,004
<b>External Sources of Cash</b>					
Long Term Borrowings-Net off Current Portion	47,706,046	34,614,612	51,223,728	84,813,710	94,864,664
Lease Finance-Net off Current Portion (Vehicles)	1,714,194	4,097,048	6,375,000	-	-
Short Term Borrowings	741,545,940	179,519,925	118,178,463	149,032,045	178,428,266
Current Portion of Long Term Borrowings	32,074,654	25,822,734	19,170,928	19,170,928	19,170,928
Current Portion of Lease Finance (Vehicles)	2,434,930	2,021,663	2,125,000	-	-
Sub-Total	825,475,764	246,075,982	197,073,119	253,016,683	292,463,858
<b>Grand Total</b>	<b>1,919,617,582</b>	<b>1,093,904,962</b>	<b>916,539,414</b>	<b>854,256,147</b>	<b>402,695,862</b>

(b) Any material commitments for capital expenditure and expected sources of funds for such expenditure;

The Company has not yet made any material commitment for capital expenditure except for those that are mentioned in Chapter (XXII) under the head 'Use of Proceeds' from IPO fund.

(c) Causes for any material changes from period to period in revenues, cost of goods sold, other operating expenses and net income;

The company's revenue as well as direct costs and net income have continued to change due to increasement of providing services.

Particular	30-Jun-23	30-Jun-22	30-Jun-21	30-Jun-20	30-Jun-19
Revenue	1,601,457,373	803,906,920	737,893,803	543,281,606	577,167,491
Cost of Goods Sold	1,248,772,235	627,387,449	576,184,111	424,526,409	451,040,343
Operating Expenses	13,937,545	10,579,513	8,460,453	6,485,954	6,407,614
Net Profit After Tax	246,426,588	128,362,685	118,226,832	70,366,958	72,091,263

Causes for changes:

Revenues:

30-Jun-2019: Revenue was increased by 55.69% in 2019 from 2018. This is normal business growth.

30-Jun-2020: Revenue was decreased by 5.87% in 2020 from 2019. Due to Covid-19 and international crisis.

30-Jun-2021: Revenue was increased by 35.82% in 2021 from 2020. This is normal business growth.

30-Jun-2022: Revenue was increased by 8.95% in 2022 from 2021. This is normal business growth.

30-Jun-2023: Revenue was increased by 99.21% in 2023 from 2022 due to addition of new machineries and increase of sales.

**Cost of Goods Sold:**

30-Jun-2019: Direct cost of the company has been increased 55.69% in 2019 from 2018 due to increase of sales.

30-Jun-2020: Direct cost of the company has been decreased 5.88% in 2020 from 2019 due to decrease of sales.

30-Jun-2021: Direct cost of the company has been increased 35.82% in 2021 from 2020 due to increase of sales.

30-Jun-2022: Direct cost of the company has been increased 8.89% in 2022 from 2021 due to increase of sales.

30-Jun-2023: Direct cost of the company has been increased 99.04% in 2023 from 2022 due to increase of sales.

**Other operating expenses:**

The company have incurred business administrative expense during the last five years which in regulars and relevant with sales.

**Net income:**

The growth of net profit after Tax is consistent with the growth of revenue. No unusual change has been occurred during the last five years on the above matters except in the year 2020.

Earnings per share are properly calculated through using weighted average number of ordinary share for each year.

**(d) Any seasonal aspects of the issuer's business;**

ENFIL provides services to its regular clients throughout the year. As a result, no seasonal aspects adversely affect the business of ENFIL.

**(e) Any known trends, events or uncertainties that may have material effect on the issuer's future business;**

At present, there are no known trends, events and/or uncertainties that shall have a material impact on the company's future business except for those which are naturally beyond control of human being.

The business operation of the Company may be affected by the following uncertainties:

- I. Political unrest
- II. Natural disaster.

**(f) Any assets of the company used to pay off any liabilities;**

None of the assets of the company has been used to pay off any liabilities of the company.

**(g) Any loan taken from or given to any related party or connected person of the issuer with details of the same;**

The Company did not take or give any loan from or to any related party or connected person of the issuer from its inception.

- (h) Any future contractual liabilities the issuer may enter into within next one year, and the impact, if any, on the financial fundamentals of the issuer;

The Company has no plan to enter into any contractual liability within next one year which may affect financial fundamentals of the issuer.

- (i) The estimated amount, where applicable, of future capital expenditure;

The Company has no plan for capital expenditure except for those mentioned in the 'Use of Proceeds' in Chapter (XXII) of this prospectus.

- (j) Any VAT, income tax, customs duty or other tax liability which is yet to be paid, including any contingent liabilities stating why the same was not paid prior to the issuance of the prospectus. Updated income tax status for the last 5 years or from commercial operation, which is shorter;

VAT: There is no VAT liability of the Company as on 30 June, 2023.

Customs Duty or other tax liabilities: There is no customs duty Liability of the Company as on 30 June, 2023.

Income Tax: The TIN number of the company is 470982411556/Taxes Circle-1 (Companies), Taxes Zone-Khulna. Following are the details of income tax related information of the Company:

Accounting year	Assessment Year	Assessment Status
30-Jun-19	2019-2020	As per certificate given by DCT dated 15.06.2021 of Taxes Circle-1 (Companies), Taxes Zone-Khulna, the Company's income tax assessment has been completed for the assessment year 2019-2020 under section 82BB and tax has been settled.
30-Jun-20	2020-2021	As per certificate given by DCT dated 15.06.2021 of Taxes Circle-1 (Companies), Taxes Zone-Khulna, the Company's income tax assessment has been completed for the assessment year 2020-2021 under section 82BB and tax has been settled.
30-Jun-21	2021-2022	As per certificate given by DCT dated 24.04.2022 of Taxes Circle-1 (Companies), Taxes Zone-Khulna, the Company's income tax assessment has been completed for the assessment year 2021-2022 under section 82BB of Income Tax Ordinance, 1984 and tax has been paid accordingly.
30-Jun-22	2022-2023	As per certificate given by DCT dated 13.06.2023 of Taxes Circle-1 (Companies), Taxes Zone-Khulna, the Company's income tax assessment has been completed for the assessment year 2022-2023 under section 82BB of Income Tax Ordinance, 1984 and tax has been paid accordingly.
30-Jun-23	2023-2024	Return will submit on due date.

- (k) Any financial commitment, including lease commitment, the company had entered into during the past five years or from commercial operation, which is shorter, giving details as to how the liquidation was or is to be affected;

The Company has no financial lease obligation with anyone. However, the Company has financial lease commitment for its vehicles from Pubali Bank Limited and taken loan from Rubali Bank Limited. which is as follows:

**Lease and Loans:**

Name of Bank	Sanction Amount	Purpose of Loan	Sanction Date	Mortgage/Lien
Pupali Bank Limited	0.85 Crore	Lease Finance	Mar 23, 21	Mortgage vehicle, post dated signed MICR cheques
Rupali Bank Limited	46.48 Crore	Term Loan	22-Mar-18 & 29-Dec-20	405.53 decimal land with construction, Goods & inventory
	45.00 Crore	EDF/Sight, CC (Hypo)	18-May-23	
Standard Bank Ltd.	55.00 Crore	Importing Raw Material, Capital Machinery & Spare Parts, Negotiate accepted Export Bill	10-Apr-22	-

- (l) Details of all personnel related schemes for which the company has to make provision for in future years;

**Employees' Benefit**

The Company's employee benefits include the following:

- a) **Short Term Employee Benefits:**  
Short-term employee benefits include salaries, festival bonuses etc. Obligations for such benefits are measured on an undiscounted basis and are expensed as the related service is provided.
- b) **Workers Profit Participation Fund (WPPF):**  
The company has created a fund for workers "Workers profit participation fund (WPPF)" as per Bangladesh Labour Act, 2006 (Amendment 2013) by 5% of net profit before tax after charging such expenses.

(m) Break down of all expenses related to the public issue;

The following amount to be paid to the Issue Managers, Underwriters and other costs are as follows:

Sl.	Particulars	Basis	Amount in BDT (approx.)	
A.	MANAGERS TO THE ISSUE FEES			3,450,000
1	Managers to the Issue fee	1% (One percent) of the public offer amount	3,000,000	
2	VAT against Issue Management Fees	15% of issue management fees	450,000	
B.	FEES RELATED TO LISTING WITH THE STOCK EXCHANGES			4,110,731
3	Draft prospectus scrutiny fee for DSE & CSE	Fixed	100,000	
4	DSE and CSE Annual Fee	@ 0.05% on Tk. 100 Crore of paid-up capital and 0.02% on the rest amount of paid-up capital; (minimum Tk. 50 thousand and Maximum Tk. 6 lacs for each exchanges)	852,683	
5	Fees related to Listing with the stock exchanges	@ 0.25% on Tk. 10 Crore and 0.15% on the rest amount of paid up capital range; (minimum 50 thousand and maximum Tk. 1 crore for each exchanges)	2,758,048	
6	Data Transmission Fee for DSE & CSE	Fixed	400,000	
C.	BSEC FEES			1,250,000
7	Application fee	Fixed	50,000	
8	Consent fee	fee @ 0.40% on entire offer	1,200,000	
D.	IPO RELATED FEES			803,750
9	Underwriting Commission (0.50%)	Commission @ 0.50% on Underwritten Amount	525,000	
10	VAT against Underwriting Commission	15% of Underwriting Commission	78,750	
11	Auditors Certification fees	At Actual	200,000	
E.	CDBL FEES AND EXPENSES			736,402
12	Security Deposit	At Actual	500,000	
13	Documentation fee	At Actual	2,500	
14	Annual fee	At Actual	100,000	
15	Connection Fee (TK. 500 per month* 12)	At Actual	6,000	
16	Initial Public Offering fee	@.015% of issue size+.015% of Pre-IPO paid up capital	127,902	
F.	PRINTING AND POST PUBLIC OFFER EXPENSES			3,249,117
17	Publication of prospectus	Estimated (to be paid at actual)	650,000	
18	Abridge Version of Prospectus and Notice in 4 daily news paper	Estimated (to be paid at actual)	600,000	
19	Notice for prospectus, Lottery, Refund etc. in 4 daily news paper	Estimated (to be paid at actual)	250,000	
20	Data Processing and Share Software Charge	Estimated (to be paid at actual)	1,500,000	
21	Stationary & Other Expenses	Estimated (to be paid at actual)	249,117	
Grand Total				13,600,000

N.B.: Actual costs will vary if above mentioned estimates differ and will be adjusted accordingly.



- (n) If the issuer has revalued any of its assets, the name, qualification and experiences of the valuer and the reason for the revaluation, showing the value of the assets prior to the revaluation separately for each asset revalued in a manner which shall facilitate comparison between the historical value and the amount after revaluation and giving a summary of the valuation report along with basis of pricing and certificates required under the revaluation guideline of the Commission;

Eshana Non Woven Fabrics (ind) Ltd. has not made any revaluation of its asset.

- (o) Where the issuer is a holding or subsidiary company, full disclosure about the transactions, including its nature and amount, between the issuer and its subsidiary or holding company, including transactions which had taken place within the last five years of the issuance of the prospectus or since the date of incorporation of the issuer, whichever is later, clearly indicating whether the issuer is a debtor or a creditor;

The Company has no subsidiary company.

- (p) Financial Information of Group Companies and Companies under common ownership by more than 50%: following information for the last three years based on the audited financial statements, in respect of all the group companies of the issuer, wherever applicable, along with significant notes of auditors:

The Company has no subsidiary or it is operated under a holding company and it does not have any associated company.

- (q) Where the issuer is a banking company, insurance company, non-banking financial institution or any other company which is regulated and licensed by another primary regulator, a declaration by the board of directors shall be included in the prospectus stating that all requirements of the relevant laws and regulatory requirements of its primary regulator have been adhered to by the issuer;

Not applicable.

- (r) A report from the auditors regarding any allotment of shares to any person for any consideration otherwise than cash along with relationship of that person with the issuer and rationale of issue price of the shares;

A report from the auditors regarding any allotment of shares to any person for any consideration otherwise than cash along with relationship of that person with the issuer and rationale of issue price of the shares

We certify that the Company has allotted the following ordinary shares otherwise than for cash (bonus) and the books of accounts of the Company have been verified and found in order.

Date of issue	Persons to whom those are issued	No. of shares allotted	Relationship with the issuer	Issue price	Consideration & Valuation	Reasons for the issue	Benefit from the issue
30-Dec-21	All existing shareholders	12,754,216	Shareholder	Tk. 10.00	Other than Cash (Bonus)	Distribution of accumulated profit	Enhancements of working capital

Sd/-  
Fouzia Haque, FCA  
Partner  
FAMES & R  
Chartered Accountants

Place: Dhaka;  
Date: October 21, 2023

- (s) Any material information, which is likely to have an impact on the offering or change the terms and conditions under which the offer has been made to the public;

There is no material information, which is likely to have an impact on the offering or change the terms and conditions under which the offer has been made to the public.

- (t) Business strategies and future plans - projected financial statements shall be required only for companies not started commercial operation yet and authenticated by Chairman, two Directors, Managing Director, CFO, and Company Secretary;

#### Business strategies

The company sets out its strategy to achieve the desired objective. Business strategy is defined as long-term business planning. The company strategies are as follows.

1. Increase Fixed Assets: The Company is in planning to invest in fixed assets in order to expand its existing business.
2. Economic Scale: With a view to spreading the fixed cost over more units company is trying to increase economic of scale.
3. Cost Minimizing: In a competitive market, the company is in effort to minimize the cost so that profit can be maximized.
4. Market Penetration: In order to get more market share, the Company is trying to be cost effective to grab more market share.

Future plans

In persuasion of aforesaid Strategies ENFIL and its experienced team have been working insistently keeping in consideration future as well ENFIL has a planned for building and other construction by using IPO proceeds.

(u) Discussion on the results of operations shall inter-alia contain the following:

- 1) A summary of the past financial results after adjustments as given in the auditor's report containing significant items of income and expenditure;

Particulars	30-Jun-23	30-Jun-22	30-Jun-21	30-Jun-20	30-Jun-19
Non-Current Assets	977,007,178	539,725,091	507,873,318	458,422,964	357,042,051
Current Assets	1,039,741,729	607,824,009	465,393,295	441,964,953	438,300,254
Shareholders' Equity	1,094,141,818	847,828,980	719,466,295	601,239,462	110,232,004
Non-Current Liabilities	78,250,398	62,375,116	83,663,406	107,169,325	448,873,345
Current Liabilities	844,356,691	237,345,004	170,136,913	191,979,129	236,236,956
Revenue	1,601,457,373	803,906,920	737,893,803	543,281,606	577,167,491
Cost of Goods Sold	1,248,772,235	627,387,449	576,184,111	424,526,409	451,040,343
Profit Before Tax	281,396,537	139,968,309	137,203,703	82,593,236	87,625,964
Net Profit After Tax	246,426,588	128,362,685	118,226,832	70,366,958	72,091,263

- 2) A summary of major items of income and expenditure;

Major items of income:

Particulars	30-Jun-23	30-Jun-22	30-Jun-21	30-Jun-20	30-Jun-19
Revenue	1,601,457,373	803,906,920	737,893,803	543,281,606	577,167,491
Other Income	5,173,804	330,859	755,019	705,804	462,176

Major items of Expenditure:

Particulars	30-Jun-23	30-Jun-22	30-Jun-21	30-Jun-20	30-Jun-19
Cost of Goods Sold	1,248,772,235	627,387,449	576,184,111	424,526,409	451,040,343
Operating Expenses	13,937,545	10,579,513	8,460,453	6,485,954	6,407,614
Financial Expense	48,455,033	19,304,093	16,800,555	30,381,811	32,555,747

- 3) The income and sales on account of major products or services;

The income and sales on account of major services are as follows:

Sl.	Name of Products	For the year ended Jun 30, 2023	
		Revenue (Tk.)	%
1	Non Woven Fabrics	497,852,771	31.09%
2	Woven Fabrics	177,668,955	11.09%
3	Accessories	738,801,530	46.13%

- 4) In case, other income constitutes more than 10% of the total income, the breakup of the same along with the nature of the income, i.e., recurring or non-recurring;

The Company has no other income.

- 5) If a material part of the income is dependent upon a single customer or a few major customers, disclosure of this fact along with relevant data. Similarly, if any foreign customer constitutes a significant portion of the issuer's business, disclosure of the fact along with its impact on the business considering exchange rate fluctuations;

The Company's income is not dependent upon a single customer or a few major customers nor foreign customer.

- 6) In case the issuer has followed any unorthodox procedure for recording sales and revenues, its impact shall be analyzed and disclosed.

The issuer has not followed any unorthodox procedure for recording sales and revenues.

- (v) Comparison of recent financial year with the previous financial years on the major heads of the profit and loss statement, including an analysis of reasons for the changes in significant items of income and expenditure, inter-alia, containing the following:

Particulars	30-Jun-23	30-Jun-22	30-Jun-21	30-Jun-20	30-Jun-19
Revenue	1,601,457,373	803,906,920	737,893,803	543,281,606	577,167,491
Operating Expenses	13,937,545	10,579,513	8,460,453	6,485,954	6,407,614
Profit Before Tax	281,396,537	139,968,309	137,203,703	82,593,236	87,625,964
Net Profit After Tax	246,426,588	128,362,685	118,226,832	70,366,958	72,091,263

Analysis of reasons for the changes in significant items of income and expenditure:

Revenues:

30-Jun-2019: Revenue was increased by 55.69% in 2019 from 2018. This is normal business growth.

30-Jun-2020: Revenue was decreased by 5.87% in 2020 from 2019. Due to Covid-19 and international crisis.

30-Jun-2021: Revenue was increased by 35.82% in 2021 from 2020. This is normal business growth.

30-Jun-2022: Revenue was increased by 8.95% in 2022 from 2021. This is normal business growth.

30-Jun-2023: Revenue was increased by 99.21% in 2023 from 2022 due to addition of new machineries and increase of sales.

Direct Costs:

30-Jun-2019: Direct cost of the company has been increased 55.69% in 2019 from 2018 due to increase of sales.

30-Jun-2020: Direct cost of the company has been decreased 5.88% in 2020 from 2019 due to decrease of sales.

30-Jun-2021: Direct cost of the company has been increased 35.82% in 2021 from 2020 due to increase of sales.

30-Jun-2022: Direct cost of the company has been increased 8.89% in 2022 from 2021 due to increase of sales.

30-Jun-2023: Direct cost of the company has been increased 99.04% in 2023 from 2022 due to increase of sales.

Other operating expenses:

The company have incurred business administrative expense during the last five years which in regulars and relevant with sales.

Net income:

The growth of net profit after Tax in consistent with the growth of revenue. No unusual change has been occurred during the last five years on the above matters except in the year 2020.

- 1) Unusual or infrequent events or transactions including unusual trends on account of business activity, unusual items of income, change of accounting policies and discretionary reduction of expenses etc.

There is no unusual or infrequent events or transactions including unusual trends on account of business activity, unusual items of income, change of accounting policies and discretionary reduction of expenses etc.

- 2) Significant economic changes that materially affect or are likely to affect income from continuing operations;

There are no significant economic changes that materially affect or are likely to affect income from continuing operations.

- 3) Known trends or uncertainties that have had or are expected to have a material adverse impact on sales, revenue or income from continuing operations;

At present, there are no known trends, events and/or uncertainties that shall have a material impact on the company's future business except for those which are naturally beyond control of human being.

The business operation of the Company may be affected by the following uncertainties:

- i. Political unrest
- ii. Natural disaster

- 4) Future changes in relationship between costs and revenues, in case of events such as future increase in labor or material costs or prices that will cause a material change are known;

We are aware of the fact that future is always uncertain that affect business. It is expected that labor and material price will go up in future because of inflation and other factors. However, revenue is always adjusted and follows the trend in line with production cost. Hence, any change in cost will be reflected in sales price.

- 5) The extent to which material increases in net sales or revenue are due to increased sales volume, introduction of new products or services or increased sales prices;

There is no material increase in sales volume or revenue due to increased sales volume, introduction of new products or services or increased sales prices.

- 6) Total turnover of each major industry segment in which the issuer operated;

There is no data available regarding market shares of this industry segment.

- 7) Status of any publicly announced new products or business segment;

The Company did not announce new products or business segment.

- 8) The extent to which the business is seasonal.

ENFIL supplies its products to its regular buyers, who provide sufficient purchase orders to work throughout the year. As a result, no seasonal aspects adversely affect the business of ENFIL.

- (w) Defaults or rescheduling of borrowings with financial institutions or banks, conversion of loans into equity along with reasons thereof, lock out, strikes and reasons for the same etc. during the history of operation of the company;

Rescheduling of borrowings with banks:

The Company has not rescheduled its borrowing with any lending institutions.

conversion of loans into equity along with reasons thereof, lock out, strikes and reasons for the same etc. during the history of operation of the company

There is no history of conversion of loan into equity, lock out and strikes.

- (x) Details regarding the changes in the activities of the issuer during the last five years which may had a material effect on the profits or loss, including discontinuance of lines of business, loss of agencies or markets and similar factors;

There were no changes in the activities of the Company during the last five years and had not any material effect on the profits or loss, including discontinuance of lines of business, loss of agencies or markets and similar factors.

- (y) Injunction or restraining order, if any, with possible implications;

There was no injunction or restraining order.

- (z) Technology, market, managerial competence and capacity built-up;

Technology:

Eshana Non Woven Fabrics (ind) Ltd. has been using modern inviter sophisticated machineries and modern technology in order to manufacture of all kinds of Non Woven Fabrics which is use for making PPE, Surgical gown, Industrial gown Musk, Non Woven Bags, Cushion cover and Garments Accessories. Market has been growing up and the Company has good opportunity to maximize market share.

Market:

Globalization will accelerate over the next decade, and global economic power will likely to shift eastward. Europe, Japan, and the United States will experience a relatively slow growth, while Asian economies grow faster. Besides the global markets, low and middle-income countries are becoming the world's largest consumer markets, the demand will likely to increase for all nonwoven products.

Currently, Bangladesh is rising as a significant player in nonwoven industry as it is being considered that the market is offering huge opportunities, which is a welcome sign for the nonwoven industry in Bangladesh. But against this large demand, there are only a few manufacturers who are producing nonwoven products. Hence, this large market is controlled by the few number of countries. In that case, Bangladesh has large opportunity to capture this huge market by establishing a significant number of nonwoven fabric industries

in Bangladesh. As we have goodwill in ready-made garments and overall textile sectors, we can easily create a market for nonwoven products.

Nonwoven is the sunrise segment of the global textile industry with higher profit margin than other textile products. So it is necessary to build up nonwoven industry for producing nonwoven products not only for fulfilling the demand in global market but also for our local market. Because in recent years, nonwoven fabric is imported from several countries, this is causing a lot of foreign currency losses.

A statistic shows that, by the year 2011-12, Bangladesh has imported nonwoven which costs US\$ 170.60 million and in the year 2012-13 it has increased to US\$ 188.98 million. If we able to establish sustainable nonwoven manufacturing industry in Bangladesh, we can save this foreign currency as well as make our country economically strong. This will also open many new possibilities and chances for our country as well as new employment for our people.

*Source: <https://www.textiletoday.com.bd/global-nonwoven-market-opportunities-bangladesh/>*

#### Managerial competence

All the members of the management team of the Company are highly qualified, trained & skilled professionals, well experienced and extremely devoted. The management team is led by Mr. Md. Maftun Haque, Director & Managing Director and acts for the best interest of the Company. The expert team of Eshana Non Woven Fabrics (ind) Ltd., which consists of and a good number of professionals from various disciplines, are seasoned and experienced enough to use the facilities for service to fulfill the demand of target customers. Successive strong financial performance is the result of unwavering commitment of the promoters, management efficiency, employees' sincerity, use of appropriate technology, among others.

#### Capacity builds up

To cope up with the continuous growing market demand and strengthening long term sustainability, Eshana Non Woven Fabrics (ind) Ltd. continuously invest and deploy resources. The broad aspect of the overall target is to increase sales to build up a target profit. Skilled, experienced, and motivated human resources are the strength and contributor to the success of Eshana Non Woven Fabrics (ind) Ltd. We want to invest more to enhance the internal capacity to benefit our customers.

(aa) Changes in accounting policies in the last three years;

The management of the Company has introduced WPPF in 2022.

- (bb) Significant developments subsequent to the last financial year: A statement by the directors whether in their opinion there have arisen any circumstances since the date of the last financial statements as disclosed in the prospectus and which materially and adversely affect or is likely to affect the trading or profitability of the issuer, or the value of its assets, or its ability to pay its liabilities within the next twelve months;

A statement by the directors:

In our opinion, there have no such circumstances arisen since the date of the last financial statements as disclosed in the prospectus which materially and adversely affect or is likely to affect the trading or profitability of the Eshana Non Woven Fabrics (ind) Ltd. or the value of its assets, or its ability to pay its liabilities within the next twelve months.

Sd/-  
Md. Maftun Haque  
Managing Director

Sd/-  
Mrs. Salma Akter  
Chairman

Sd/-  
Md. Matiar Rahman  
Director

Sd/-  
Mst. Siuli Begum  
Director

Sd/-  
Sharajit Roy (Pallab)  
Independent Director

Place: Khulna  
Date: October 19, 2023

- (cc) If any quarter of the financial year of the issuer ends after the period ended in the audited financial statements as disclosed in the prospectus, unaudited financial statements for each of the said quarters duly authenticated by the CEO and CFO of the issuer;

Audited financial statements for the year ended June 30, 2023 are incorporated in the prospectus.

- (dd) Factors that may affect the results of operations.

There are no such factors that may affect the results of operations.



## CHAPTER (VII)

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# MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATION

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(a) Overview of business and strategies:

Overview of business:

The Company namely "Eshana Non Woven Fabrics (ind) Ltd." was incorporated in Bangladesh as a Private Limited Company with the issuance of Certificate of incorporation bearing no. Reg. No. KHC-1183/13 dated on April 11, 2013 by the Registrar of Joint Stock Companies & Firms, Khulna, Bangladesh. The Company Converted into public Limited Company February 08, 2020.

The registered office and factory of the Company is located at Pachular Ghat, City Bypass Road, Teligate, Arongghata, Khulna-9203, Bangladesh.

The principal activities of the Company are to carry on the business of manufacturing and exporting of the wide area of non woven and woven fabrics which is used for making PPE, surgical gown, industrial gown musk, non woven and woven bags, Cushion cover and garments accessories etc.

Eshana Non Woven Fabrics (ind) Ltd. has no subsidiary company.

Strategies:

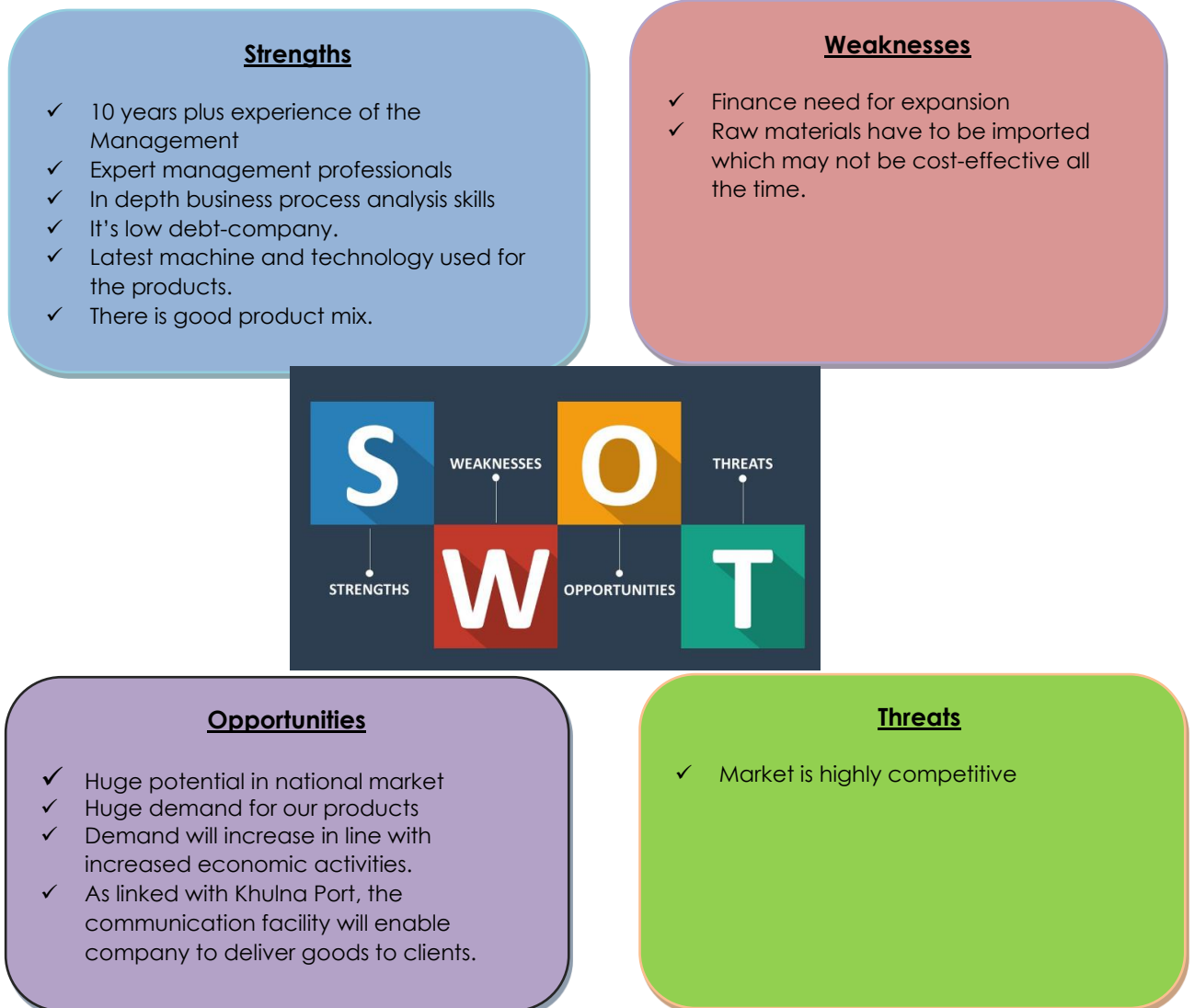
The company sets out its strategy to achieve the desired objective. Business strategy is defined as long-term business planning. The company strategies are as follows.

1. Increase Fixed Assets: The Company is in planning to invest in fixed assets in order to expand its existing business.
2. Economic Scale: With a view to spreading the fixed cost over more units company is trying to increase economic of scale.
3. Cost Minimizing: In a competitive market, the company is in effort to minimize the cost so that profit can be maximized.
4. Market Penetration: In order to get more market share, the Company is trying to be cost effective to grab more market share.

(b) SWOT ANALYSIS:

SWOT Analysis

SWOT analysis is a structured planning method that helps to evaluate the strengths, weaknesses, opportunities and threats involved in a business venture. It identifies the internal and external factors that affect a business venture. Strength and Weakness are evaluated with internal factors whereas Opportunity and Threat are evaluated by external factors. A brief SWOT analysis of the company has been furnished here.



(c) Analysis of the financial statements of last five years with reason(s) of fluctuating revenue or sales, other income, total income, cost of material, finance cost, depreciation and amortization expense, other expense; changes of inventories, net profit before & after tax, EPS etc.

Particulars	30-Jun-23	30-Jun-22	30-Jun-21	30-Jun-20	30-Jun-19
Revenue	1,601,457,373	803,906,920	737,893,803	543,281,606	577,167,491
Other Income	5,173,804	330,859	755,019	705,804	462,176
Total Income	1,606,631,177	804,237,779	738,648,822	543,987,409	577,629,667
Cost of Materials	1,248,772,235	627,387,449	576,184,111	424,526,409	451,040,343
Financial Expense	48,455,033	19,304,093	16,800,555	30,381,811	32,555,747
Depreciation Expense	27,530,009	19,219,567	16,994,075	14,455,099	14,113,777
Amortization Expense	24,000	24,000	24,000	-	-
Others Expense	13,937,545	10,579,513	8,460,453	6,485,954	6,407,614
Changes of Inventories	292,510,811	1,458,813	38,772,089	(6,231,382)	90,070,780
Profit Before Tax	281,396,537	139,968,309	137,203,703	82,593,236	87,625,964
Net Profit After Tax	246,426,588	128,362,685	118,226,832	70,366,958	72,091,263
Earnings Per Share (Diluted)	4.46	2.32	2.14	1.27	1.30

#### Reason of Fluctuation

##### Revenues:

30-Jun-2019: Revenue was increased by 55.69% in 2019 from 2018. This is normal business growth.

30-Jun-2020: Revenue was decreased by 5.87% in 2020 from 2019. Due to Covid-19 and international crisis.

30-Jun-2021: Revenue was increased by 35.82% in 2021 from 2020. This is normal business growth.

30-Jun-2022: Revenue was increased by 8.95% in 2022 from 2021. This is normal business growth.

30-Jun-2023: Revenue was increased by 99.21% in 2023 from 2022 due to addition of new machineries and increase of sales.

##### Total Income:

Since revenue was increased so naturally total income was increased.

##### Cost of Materials:

30-Jun-2019: Direct cost of the company has been increased 55.69% in 2019 from 2018 due to increase of sales.

30-Jun-2020: Direct cost of the company has been decreased 5.88% in 2020 from 2019 due to decrease of sales.

30-Jun-2021: Direct cost of the company has been increased 35.82% in 2021 from 2020 due to increase of sales.

30-Jun-2022: Direct cost of the company has been increased 8.89% in 2022 from 2021 due to increase of sales.

30-Jun-2023: Direct cost of the company has been increased 99.04% in 2023 from 2022 due to increase of sales.

Finance Cost and Bank charge:

The Company has taken term loan and short term loan from bank to support business working capital.

Depreciation and Amortization:

The depreciation and amortization on property plant on equipment has increased steady on the basis of addition.

Other Expenses:

The company have incurred business administrative expense during the last five years which in regulars and relevant with sales.

Net profit before and after Tax and earning per share:

The growth of net profit after Tax in consistent with the growth of revenue. No unusual change has been occurred during the last five years on the above matters except in the year 2020.

Earnings per share are properly calculated through using weighted average number of ordinary share for each year.

(d) Known trends demands, commitments, events or uncertainties that are likely to have an effect on the company's business:

At present, there are no known trends, events and/or uncertainties that shall have a material impact on the company's future business except for those which are naturally beyond control of human being.

The business operation of the Company may be affected by the following uncertainties:

- i. Political unrest
- ii. Natural disaster

(e) Trends or expected fluctuations in liquidity:

There are no trends or expected fluctuations in liquidity.

(f) Off-balance sheet arrangements those have or likely to have a current or future effect on financial condition:

There are no off-balance sheet arrangements those have or likely to have a current or future effect on financial condition.

## CHAPTER (VIII)

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# DIRECTORS AND OFFICERS

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(a) Name, Father's name, age, residential address, educational qualification, experience and position of each of the directors of the company and any person nominated or represented to be a director, showing the period for which the nomination has been made and the name of the organization which has nominated him:

SL	Name of Director, Father's Name, Age & Experience		Residential Address	Educational Qualification	Name of the Institutions and Duration for Nominated Director
1	Name: Position: Father's Name: Age: Experience:	Md. Maftun Haque Managing Director Md. Mahfuzul Haque 48 Years 20 Years	Hossain Shah Road, Daulatpur, Khulna	B.Com	-
2	Name: Position: Father's Name: Age: Experience:	Mrs. Salma Akter Chairman M.A. Satter 44 Years 10 Years	Hossain Shah Road, Daulatpur, Khulna	H.S.C	-
3	Name: Position: Father's Name: Age: Experience:	Md. Matiar Rahman Director Abdus Satter 54 Years 12 Years	North Zone B, Plot-8, South Kashipur, BIDC Road, Khalishpur, Khulna	B.Com	-

4	Name:	Mst. Siuli Begum	North Zone B, Plot-8, South Kashipur, BIDC Road, Khalishpur, Khulna	H.S.C	-
	Position:	Director			
	Father's Name:	Abdur Rob Munshi			
	Age:	40 Years			
	Experience:	3 Years			
5	Name:	Sharajit Roy (Pallab)	House No. 11/2 B, Sonadanga Main Road, PO: Khulna GPO-9000, Sonadanga, Khulna	B.Com	3 Yrs. (From 19-Jun-2022 to 18-Jun-2025)
	Position:	Independent Director			
	Father's Name:	Nihar Ranjan Roy			
	Age:	66 Years			
	Experience:	42 Years			



- (b) The date on which he first became a director and the date on which his current term of office shall expire:

SL.	Name of the Director	Position	Date of first Directorship	Date of Expiration of Current term
1	Md. Maftun Haque	Managing Director	11-Apr-13	10th AGM in 2023
2	Mrs. Salma Akter	Chairman	11-Apr-13	10th AGM in 2023
3	Md. Matiar Rahman	Director	8-Feb-20	11th AGM in 2024
4	Mst. Siuli Begum	Director	8-Feb-20	11th AGM in 2024
5	Sharajit Roy (Pallab)	Independent Director	19-Jun-22	12th AGM in 2025

- (c) If any director has any type of interest in other businesses, names and types of business of such organizations. If any director is also a director of another company or owner or partner of any other concern, the names of such organizations:

Sl.	Name of Director	Designation in ENFIL	Directorship/Ownership with Other Companies	
			Companies	Position
1	Md. Maftun Haque	Managing Director	Not involved in other organization	-
2	Mrs. Salma Akter	Chairman		-
3	Md. Matiar Rahman	Director		-
4	Mst. Siuli Begum	Director		-
5	Sharajit Roy (Pallab)	Independent Director		-

- (d) Statement of if any of the directors of the issuer are associated with the securities market in any manner. If any director of the Issuer company is also a director of any issuer of other listed securities during last three years then dividend payment history and market performance of that issuer:

None of the Directors are involved in securities market and not involved with other listed securities during last three years.

- (e) Any family relationship (father, mother, spouse, brother, sister, son, daughter, spouse's father, spouse's mother, spouse's brother, spouse' sister) among the directors and top five officers:

i. Family relationship among directors

Sl.	Name of Director	Designation	Relationship
1	Md. Maftun Haque	Managing Director	Husband of Mrs. Salma Akter, nephew of Md. Matiar Rahman & Mst. Siuli Begum.
2	Mrs. Salma Akter	Chairman	Wife of Md. Maftun Haque, niece of Md. Matiar Rahman & Mst. Siuli Begum.
3	Md. Matiar Rahman	Director	Husband of Mst. Siuli Begum, uncle of Md. Maftun Haque & Mrs. Salma Akter.
4	Mst. Siuli Begum	Director	Wife of Md. Matiar Rahman, aunt of Md. Maftun Haque & Mrs. Salma Akter.
5	Sharajit Roy (Pallab)	Independent Director	No family relationship

ii. Family relationship among directors and top five officers of the company:

There is no family relationship exist between directors and top five management officers except mentioned above.

(f) A very brief description of other businesses of the directors:

None of the Directors including Independent Director are involved in other organization.

(g) Short bio-data of each director:

Md. Maftun Haque, *Managing Director*

Md. Maftun Haque was born in May 05, 1975 in an illustrious family of Khulna. His father is Md. Mahfuzul Haque, mother is Dil Afroze Nahar and spouse is Mst. Salma Akter. His residence address is Deyana Uttar Para, Hossain Shah Road, Doulotpur, Khulna.

Md. Maftun Haque obtained his B.Com from Diba-Naisha College, Daulatpur, Khulna. He has vast experience of Non Woven and Woven Fabrics & garments accessories business.

Mrs. Salma Akter, *Chairman*

Mrs. Salma Akter was born in September 22, 1979 in an illustrious family of Khulna. His father is M A Satter, mother is Mrs. Ambia Khatun and Husband is Md. Maftun Haque. His residence address is Deyana Uttar Para, Hossain Shah Road, Doulotpur, Khulna.

Mrs. Salma Akter obtained her HSC from Khulna. She has vast experience of Non Woven and Woven Fabrics & garments accessories business.

Md. Matiar Rahman, *Director*

Md. Matiar Rahman was born in June 01, 1969 in an illustrious family of Patuakhali. His father is Late Abdus Sattar, mother is Late Jahanara and spouse name Mst. Siuli Begum His residence address is North Zone-B, Plot: 8, Commercial South Kashipur BIDC Road, Khalishpur, Khulna Md. Matiar Rahman obtained his B.Com from BL College, Daulatpur, Khulna. He has vast knowledge in Non Woven and Woven Fabrics & garments accessories business.

Mst. Siuli Begum, *Director*

Mst. Siuli Begum was born in June 05, 1983 in an illustrious family of Khulna. His father is Abdur Rob, mother is Mst. Nasima and husband is Md. Matiar Rahman. His residence address is North Zone-B, Plot: 8, Commercial South Kashipur BIDC Road, Khalishpur, Khulna. He has vast knowledge in Non Woven and Woven Fabrics & garments accessories business.

Sharajit Roy (Pallab), *Independent Director*

Sharajit Roy (Pallab) was born in June 06, 1957 in an illustrious family of Khulna. His father Nihar Ranjan Roy, mother is Bela Roy. His residence address is House/Holding No. 11/2 B, Road No. Sonadanga Main Road, PO: Khulna GPO-9000, Sonadanga, Khulna City Corporation, Khulna. Sharajit Roy (Pallab) obtained his B.Com under University of Dhaka from Bhola Govt. College, Bhola, Barisal. He has a sole proprietorship business of his own, which has been in operation for 20 years. Now Sharajit Roy (Pallab) has been appointed as the Independent Director of Eshana Non Woven Fabrics (ind) Ltd.

(h) Loan status of the issuer, its directors and shareholders who hold 10% or more shares in the paid-up capital of the issuer in terms of the CIB Report of Bangladesh Bank:

Neither the Company nor any of its directors or shareholders who hold 10% or more shares in the paid-up capital of the issuer is loan defaulter in terms of the CIB report of Bangladesh Bank.

- (i) Name with position, educational qualification, age, date of joining in the company, overall experience (in year), previous employment, salary paid for the financial year of the Chief Executive Officer, Managing Director, Chief Financial Officer, Company Secretary, Advisers, Consultants and all Departmental Heads. If the Chairman, any director or any shareholder received any monthly salary than this information should also be included:

Name	Designation	Educational Qualification	Age (Yr.)	Date of Joining	Overall experience (Yr.)	Previous Employment	Salary Paid for the financial year 30.06.2023
Md. Maftun Haque	Managing Director	B.Com	48	11-Apr-13	20	Self employed	1,200,000
Mrs. Salma Akter	Chairman	H.S.C	44	11-Apr-13	10	Self employed	N/A
Sk. Rabiul Islam	Company Secretary	M.Com (Accounting)	44	2-May-16	21	Yakkin Polymer Limited	630,000
Sheikh Emdadul Islam	General Manager	Diploma In Engineering	53	2-May-16	27	Yeakin Polymer Limited.	690,000
Md. Moazzem Hossain	Head of Internal Audit & Compliance Officer	B.Com	54	28-Sep-16	31	Eastern Polymer Ltd & Moonstar Polymar Limited	468,000
Md. Shohel Ahamed	CFO	MBA	39	2-Nov-21	9	RAS International Ltd.	816,000
Mr. Dulal Hossain	Production Manager	B.A.	44	7-Feb-20	19	Waiz Accessories Ind. Ltd.	585,000
Md. Abdur Rahman	Manager (Admin)	B.A.	57	1-Sep-20	30	Ajax Jute Mills Ltd	348,000
H M A Mannan	Manager (Maintenance)	HSC	45	1-Sep-20	24	Ananta Group	465,000
Z M Majnu Hossain (Jewel)	Commercial Manager	M.S.S	35	5-Sep-20	10	Billion Castle (BD) Industrial Ltd.	372,000
Md. Awal Newaz	Marketing Manager (Foreign Trade)	M.Com (Management)	36	1-Sep-21	10	The City Bank Ltd.	588,000
Kumaresh Mondal	Commercial Officer	B.A.	46	01-May-16	21	F.R. Jute Mills LTD	372,000

The Company has no permanent advisor and consultant.

- (j) Changes in the key management persons during the last three years. Any change otherwise than by way of retirement in the normal course in the senior key management personnel particularly in charge of production, planning, finance and marketing during the last three years prior to the date of filing the information memorandum. If the turnover of key management personnel is high compared to the industry, reasons should be discussed:

The following changes have been made in the senior key management personnel during the last three years:

Name of the employee	Position/Designation	Date of Joining/Resigned	Remarks
Mr. Dulal Hossain	Production Manager	7-Feb-20	Newly appointed
Md.Abdur Rahman	Manager (Admin)	1-Sep-20	Newly appointed
H M A Mannan	Manager (Maintenance)	1-Sep-20	Newly appointed
Md. Shohel Ahamed	CFO	2-Nov-21	Newly appointed
Z M Majnu Hossain (Jewel)	Commercial Manager	5-Sep-20	Newly appointed
Md. Awal Newaz	Marketing Manager (Foreign Trade)	1-Sep-21	Newly appointed

(k) A profile of the sponsors including their names, father's names, age, personal addresses, educational qualifications, and experiences in the business, positions or posts held in the past, directorship held, other ventures of each sponsor and present position:

Name, Father's Name, Age & Personal Address		Educational Qualification	Experience (Years)	Position/Post		Holding in other Venture
				Past	Present	
Name:	Md. Maftun Haque	B.Com	20 Years	Sponsor & Managing Director	Sponsor & Managing Director	Not involved in other organization
Father's Name:	Md. Mahfuzul Haque					
Age:	48 Years					
Personal Address:	Hossain Shah Road, Daulatpur, Khulna					
Name:	Mrs. Salma Akter	H.S.C	10 Years	Sponsor & Chairman	Sponsor & Chairman	Not involved in other organization
Father's Name:	M.A. Satter					
Age:	44 Years					
Personal Address:	Hossain Shah Road, Daulatpur, Khulna					

- (l) If the present directors are not the sponsors and control of the issuer was acquired within five years immediately preceding the date of filing prospectus details regarding the acquisition of control, date of acquisition, terms of acquisition, consideration paid for such acquisition etc.

The following directors are not the sponsors of the Company and control of the issuer was acquired in following manner:

Name	Acquisition of Control	Date of Acquisition	Terms of Acquisition	Consideration paid for such Acquisition
Md. Matiar Rahman	8-Feb-20	8-Feb-20	N/A	Cash
Mst. Siuli Begum	8-Feb-20	8-Feb-20	N/A	Cash
Sharajit Roy (Pallab)	19-Jun-22	-	N/A	Appoint as an Independent Director

- (m) If the sponsors or directors do not have experience in the proposed line of business, the fact explaining how the proposed activities would be carried out or managed:

All the directors have adequate knowledge to carry out this line of business.

- (n) Interest of the key management persons:

There is no other interest with the key management persons except remuneration/salary received by them.

- (o) All interests and facilities enjoyed by a director, whether pecuniary or non-pecuniary:

Facilities whether pecuniary or non-pecuniary enjoyed by the Directors will remain unchanged during the publication period of the Prospectus.

- (p) Number of shares held and percentage of share holding (pre issue):

Sl.	Name of Director	Position	Number of Shares Held	%
				Pre-IPO
1	Md. Maftun Haque	Managing Director	23,898,484	43.24%
2	Mrs. Salma Akter	Chairman	6,600,880	11.94%
3	Md. Matiar Rahman	Director	2,587,000	4.68%
4	Mst. Siuli Begum	Director	2,548,000	4.61%
5	Sharajit Roy (Pallab)	Independent Director	-	0.00%
Total			35,634,3654	64.48%

- (q) Change in board of directors during last three years:

SL.	Name of the Director	Date of first Directorship	Date of retirement	Present Status as on 30.06.2023
1	Md. Matiar Rahman	8-Feb-20	11th AGM in 2024	Director
2	Mst. Siuli Begum	8-Feb-20	11th AGM in 2024	Director
3	Sharajit Roy (Pallab)	19-Jun-22	12th AGM in 2025	Independent Director

- (r) Director's engagement with similar business:

None of the Directors are involve with similar business.

## CHAPTER (IX)

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# CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS

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(a) TO WHOM IT MAY CONCERN

This is to certify that the Financial Statements of Eshana Non Woven Fabrics (ind) Ltd. furnished for our audit does not have any transaction during the last five years, or any proposed transaction, between the issuer and any of the following persons:

- (i) Any director or sponsor or executive officer of the issuer;
- (ii) Any person holding 5% or more of the outstanding shares of the issuer;
- (iii) Any related party or connected person of any of the above persons;

Except the transactions described in the following table:

Name and Position	Nature of Transaction	Amount in (BDT)									
		30 June, 2023		30 June, 2022		30 June, 2021		30 June, 2020		30 June, 2019	
		Total Amount	Accrued	Total Amount	Accrued	Total Amount	Accrued	Total Amount	Accrued	Total Amount	Accrued
Md. Maftun Haque (Managing Director)	Remuneration	1,200,000	100,000	1,200,000	100,000	1,200,000	100,000	900,000	75,000	900,000	75,000
	Board Meeting Fee	10,000	-	14,000	-	7,000	-	5,000	-	4,000	-
	Loan	5,500,000	5,500,000	-	-	-	-	-	-	-	-
	Land Purchase	-	-	-	-	-	-	10,892,000	-	-	-
Mrs. Salma Akter (Chairman)	Remuneration	-	-	-	-	-	-	-	-	-	-
	Board Meeting Fee	10,000	-	12,000	-	6,000	-	5,000	-	4,000	-
Mst. Siuli Begum (Director)	Remuneration	-	-	-	-	-	-	-	-	-	-
	Board Meeting Fee	8,000	-	10,000	-	5,000	-	2,000	-	-	-
Md. Matiar Rahman (Director)	Remuneration	-	-	-	-	-	-	-	-	-	-
	Board Meeting Fee	8,000	-	10,000	-	5,000	-	2,000	-	-	-
Sharajit Roy Pallab (Independent Director)	Remuneration	-	-	-	-	-	-	-	-	-	-
	Board Meeting Fee	8,000	-	-	-	-	-	-	-	-	-

Place: Dhaka;  
Date: October 21, 2023

Sd/-  
Fouzia Haque, FCA  
Partner  
FAMES & R  
Chartered Accountants



- (b) Any transaction or arrangement entered into by the issuer or its subsidiary or associate or entity owned or significantly influenced by a person who is currently a director or in any way connected with a director of either the issuer company or any of its subsidiaries or holding company or associate concerns, or who was a director or connected in any way with a director at any time during the last three years prior to the issuance of the prospectus;

There is no transaction or arrangement entered into by the issuer or its subsidiary or associate or entity owned or significantly influenced by a person who is currently a director or in any way connected with a director of either the issuer company or any of its subsidiaries or holding company or associate concerns, or who was a director or connected in any way with a director at any time during the last three years prior to the issuance of the prospectus except the transaction mentioned in CHAPTER (IX) (a).

- (c) Any loans either taken or given from or to any director or any person connected with the director, clearly specifying details of such loan in the prospectus, and if any loan has been taken from any such person who did not have any stake in the issuer, its holding company or its associate concerns prior to such loan, rate of interest applicable, date of loan taken, date of maturity of loan. and present outstanding of such loan.

No such loan was taken or given from or to Directors or any person connected with the Directors of Eshana Non Woven Fabrics (ind) Ltd.

# CHAPTER (X)

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## EXECUTIVE COMPENSATION

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- (a) The total amount of remuneration or salary or perquisites paid to the top five salaried officers of the issuer in the last accounting year and the name and designation of each such officer:

SL	Name	Designation	Remuneration/salaries (Tk.) For the year ended 30.06.2023
1	Md. Maftun Haque	Managing Director	1,200,000
2	Md. Shohel Ahamed	CFO	816,000
3	Sheikh Emdadul Islam	General Manager	690,000
4	Sk. Rabiul Islam	Company Secretary	630,000
5	Mr. Dulal Hossain	Production Manager	585,000

- (b) Aggregate amount of remuneration paid to all directors and officers as a group during the last accounting year:

SL.	Particular	Nature of Transaction	Amount (in Taka)
			For the year ended 30.06.2023
1	Directors	Remuneration	-
2	Managing Director	Remuneration	1,200,000
3	Directors	Board Meeting Fee	44,000
4	Officers and staffs	Salary and Allowances	29,574,800

- (c) If any shareholder director received any monthly salary or perquisite or benefit it must be mentioned along with date of approval in AGM or EGM, terms thereof and payments made during the last accounting year:

Md. Maftun Haque, Managing Director is received Tk. 100,000.00 per month. This remuneration was approved in the Annual General Meeting (AGM) dated December 26, 2020.

- (d) The board meeting attendance fees received by the director including the managing director along with date of approval in AGM or EGM:

The board meeting attendance fees received by the director including the managing director which was approved as per Articles of Association.

- (e) Any contract with any director or officer providing for the payment of future compensation:

There is no such contract between the Company and any of directors or officers regarding any future compensation to be made to them.

- (f) If the issuer intends to substantially increase the remuneration paid to its directors and officers in the current year, appropriate information regarding thereto:

The Company has no plan for substantially increasing remuneration to its directors and/or officers except for those that are paid as annual increment to their salaries.

- (g) Any other benefit or facility provided to the above persons during the last accounting year:

No other benefit or facility provided to the above persons during the last accounting year.

## CHAPTER (XI)

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### OPTIONS GRANTED TO DIRECTORS, OFFICERS AND EMPLOYEES

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Eshana Non Woven Fabrics (ind) Ltd. did not grant any options to its directors, officers and/or any other employees for the purpose of issuing shares.

## CHAPTER (XII)

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### TRANSACTION WITH THE DIRECTORS AND SUBSCRIBERS TO THE MEMORANDUM

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- (a) The names of the directors and subscribers to the memorandum, the nature and amount of anything of value received or to be received by the issuer from the above persons, or by the said persons, directly or indirectly, from the issuer during the last five years along with the description of assets, services or other consideration received or to be received;

The Directors and subscribers to the memorandum of association have received the following benefits directly or indirectly from the issuer during the last five years:

i. Remuneration:

Name	Nature of relationship	30-Jun-19	30-Jun-20	30-Jun-21	30-Jun-22	30-Jun-23
		Amount in Taka				
Md. Maftun Haque	Managing Director	900,000	900,000	1,200,000	1,200,000	1,200,000

ii. Board meeting fees:

Name	Nature of relationship	30-Jun-19	30-Jun-20	30-Jun-21	30-Jun-22	30-Jun-23
		Amount in Taka				
Md. Maftun Haque	Managing Director	4,000	5,000	7,000	14,000	10,000
Mrs. Salma Akter	Chairman	4,000	5,000	6,000	12,000	10,000
Md. Matiar Rahman	Director	-	2,000	5,000	10,000	8,000
Mst. Siuli Begum	Director	-	2,000	5,000	10,000	8,000
Sharajit Roy (Pallab)	Independent Director	-	-	-	-	8,000

iii. Assets (Land):

Transferor	Transferee	Relations	Deed No.	Date of acquisition	Area of land (decimal)	Deed Value (Tk.)	Selling Price (Tk.)	method used to determine the price
Md. Maftun Haque	Eshana Non Woven Fabrics (ind) Ltd.	Managing Director	1991	14-May-13	50.50	900,000	900,000	At competitive market price
			2271	4-Jun-13	140.00	1,550,000	1,550,000	
			2354	11-Jun-13	38.80	430,000	430,000	
			2569	11-Nov-19	56.00	10,892,000	10,892,000	
Total					285.30	13,772,000	13,772,000	

iv. Allotment of shares against fund:

The Directors and subscribers to the memorandum of association have received allotment of shares against share money deposit during the last five years.

- (b) If any assets were acquired or to be acquired within next two financial years from the aforesaid persons, the amount paid for such assets and the method used to determine the price shall be mentioned in the prospectus, and if the assets were acquired by the said persons within five years prior to transfer those to the issuer, the acquisition cost thereof paid by them.

Eshana Non Woven Fabrics (ind) Ltd. has received the following fund or assets from its Directors and subscribers to the memorandum during the last five years:

i. Fund against allotment of shares:

Eshana Non Woven Fabrics (ind) Ltd. has received share money deposit against allotment of shares from the Directors and subscribers to the memorandum of association during the last five years.

ii. Assets (Land): Eshana Non Woven Fabrics (ind) Ltd. has acquired land from Md. Maftun Haque against cash payment.

Transferor	Transferee	Relations	Deed No.	Date of acquisition	Area of land (decimal)	Deed Value (Tk.)	Selling Price (Tk.)	method used to determine the price
Md. Maftun Haque	Eshana Non Woven Fabrics (ind) Ltd.	Managing Director	1991	14-May-13	50.50	900,000	900,000	At competitive market price
			2271	4-Jun-13	140.00	1,550,000	1,550,000	
			2354	11-Jun-13	38.80	430,000	430,000	
			2569	11-Nov-19	56.00	10,892,000	10,892,000	
Total					285.30	13,772,000	13,772,000	

## CHAPTER (XIII)

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# OWNERSHIP OF THE COMPANY'S SECURITIES

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a) The names, addresses, BO ID Number of all shareholders of the company before IPO, indicating the amount of securities owned and the percentage of the securities represented by such ownership, in tabular form:

Sl.	Name of the Shareholders	Position	Address	BO IDs	Number of Shares Held	Pre IPO %
1	Md. Maftun Haque	Managing Director	Deana Uttar Para, Hossain Shah Road, Daulatpur, Khulna	1201900075673757	23,898,485	43.24%
2	Salma Akter Lipi	Chairman	Deana Uttar Para, Hossain Shah Road, Daulatpur, Khulna.	1201900075673765	6,600,880	11.94%
3	Md. Matiar Rahman	Director	North Zone B/8, BIDD Road, Khalishpur, Khulna.	1201900075673770	2,587,000	4.68%
4	Mst. Siuli Begum	Director	North Zone B/8, BIDD Road, Khalishpur, Khulna.	1201900075673791	2,548,000	4.61%
5	Mehrin Afroz Eshana	Shareholder	Deana Uttar Para, Hossain Shah Road, Daulatpur, Khulna.	1201900075673781	6,553,399	11.86%
6	Md. Kamal Hossain	Shareholder	Flat-C-7, 48-49-Kakril, Ramna, Dhaka	1606060076233591	240,500	0.44%
7	Md. Rafiqul Islam Bhuiyaan	Shareholder	Asst. Horticulturist, Heartculture, Balagate, Bandarban sadar, Bandarban	1606060068905263	130,000	0.24%
8	Md. Momin Uddin Mozumder	Shareholder	Islambagh, Gulakandile, Rupgonj, Narayanganj	1605640068339949	1,780,001	3.22%
9	Muhammad Maksudul Haque	Shareholder	Shanta Industries Limited, Plot-198-201, DEPZ, Ganakbari, Saver, Dhaka	1204030071798239	2,000,001	3.62%
10	Md. Abdur Rashid	Shareholder	H-12, Vill-14, Shakertaker, pc Culture Housing Socity, P.O- Mohammadpur-1207, Dhaka	1606060068889215	130,000	0.24%
11	Tahamina Akter	Shareholder	20, Arjatpara, Mohakhali, Tejgaon, Dhaka	1201480068066614	750,001	1.36%
12	Sabiha Ahmed	Shareholder	House-4, Road-2/2, Banani, Dhaka	1201480073664180	100,000	0.18%
13	Kaniz Fatema	Shareholder	House--11, Road-17, Sector-12, Uttara, Dhaka	1201480073664239	100,000	0.18%
14	Ful Rani Das	Shareholder	Mayer Achol, 295/2/6 Saherunbag, Sipahibag, Khilgaon, Dhaka	1204460015413718	300,000	0.54%
15	S. M. Zahid Bin Faruque	Shareholder	48-49, Kakrail, Flat-A8, Ramna, Dhaka	1201480064561018	1,300,000	2.35%
16	Most. Nayma Anjuman Akhi	Shareholder	170-Fokirapool, 5th Floor, Dhaka	1201480067987863	650,000	1.18%
17	Sajib Kumar Saha	Shareholder	6/1/A (ground floor), Segun Bagicha, Dhaka	1205000075514117	100,000	0.18%
18	M.H Shohag	Shareholder	House No # 3,4,5,7,8,9, Road no # 11, Sector # 10, Flat # D2, Uttara, Dhaka	1204780067476408	100,000	0.18%
19	Md. Tofayel Ahmmed	Shareholder	232, Tejgaon I/A, Dhaka-1208	1605170075663031	339,999	0.62%

20	Nusrat Jahan Moutuse	Shareholder	Golden Chowdhury Hight, House-8/6, Road-4, Block-E, Dania, Kadamtali, Dhaka	1606060075504425	260,000	0.47%
21	Amima Sazneen	Shareholder	Deana Uttar Para, Hossain Shah Road, Daulatpur, Khulna	1204910042670549	100,000	0.18%
22	Md. Sabbir Ahmed	Shareholder	House: 5/16, Road: Humayan Road, Mohammadpur, Dhaka-1207	1202240058948546	50,000	0.09%
23	Kazi Api	Shareholder	Vill - South Gazirchot, Post - North Gazirchot, P.S-Savar, Dhaka	1201480068129457	2,300,000	4.16%
24	Rehan Uddin	Shareholder	385 Matbar Bari, Shaheenbag, West Nakhalpara, Tejgaon, Dhaka	1606060068017481	100,000	0.18%
25	Nurjahan	Shareholder	G-25, Estern Housing, South Banassre, Rampura	1201480064786866	750,000	1.36%
26	Asif Iqbal Chowdhury	Shareholder	802, Monipuripara, Mirpur, Dhaka.	1202550062704401	750,000	1.36%
27	A.S.M. Maksud Kamal	Shareholder	Vill+Post: Lahar Kandi, PS: Lakshmipur Sadar, Dist: Lakshmipur	1206250076139055	250,000	0.45%
28	Md. Moallem Hossain	Shareholder	78/1 Monipori Para, Tejgaon, Dhaka	1203570059189617	250,000	0.45%
29	Mohammad Ali Mia	Shareholder	Flat no: 2/5, House no: 22, Road no: 06, Dhanmondi, Dhaka	1206350075494890	250,000	0.45%
Total					55,268,266	100.00%

b) There shall also be a table showing the name and address, age, experience, BO ID Number, TIN number, numbers of shares held including percentage, position held in other companies of all the directors before the public issue:

Sl.	Name of Director, Address, Age & Experience	No. of Share	%	Position held in Other Organization	
			Pre-IPO	Other Organization	Position
1	Name: Md. Maftun Haque <i>Managing Director</i> Address: Hossain Shah Road, Daulatpur, Khulna Age: 48 Years Experience: 20 Years BO ID No.: 1201900075673757 TIN No.: 129352361683	23,898,484	43.24%	Not involved in other organization	-
2	Name: Mrs. Salma Akter <i>Chairman</i> Address: Hossain Shah Road, Daulatpur, Khulna Age: 44 Years Experience: 10 Years BO ID No.: 1201900075673765 TIN No.: 485519617809	6,600,880	11.94%	Not involved in other organization	-
3	Name: Md. Matiar Rahman <i>Director</i> Address: North Zone B, Plot-8, South Kashipur, BIDD Road, Khalishpur, Khulna Age: 54 Years Experience: 12 Years BO ID No.: 1201900075673770 TIN No.: 157727575991	2,587,000	4.68%	Not involved in other organization	-

4	Name: Mst. Siuli Begum <i>Director</i> Address: North Zone B, Plot-8, South Kashipur, BDC Road, Khalishpur, Khulna Age: 40 Years Experience: 3 Years BO ID No.: 1201900075673791 TIN No.: 287795538193	2,548,000	4.61%	Not involved in other organization	-
5	Name: Sharajit Roy (Pallab) <i>Independent Director</i> Address: House No. 11/2 B, Sonadanga Main Road, PO: Khulna GPO-9000, Sonadanga, Khulna Age: 66 Years Experience: 42 Years BO ID No.: - TIN No.: -	-	-	Not involved in other organization	-

c) The average cost of acquisition of equity shares by the directors certified by the auditors:

Eshana Non Woven Fabrics (ind) Ltd. has been allotted in face value & in cash & other than cash (Bonus) and the average cost of acquisition of equity by the directors is Tk. 10.00 each. Necessary particulars of shareholdings, allotment date and consideration are given below:

Date	Allotment/ Transfer	Md. Maftun Haque	Mrs. Salma Akter	Md. Matiar Rahman	Mst. Siuli Begum	Sharajit Roy (Pallab)	Consideration	Face value of Share (Tk.)
		Managing Director	Chairman	Director	Director	Independent Director		
11-Apr-13	Allotment	127,500	22,500	-	-	-	Cash	10.00
12-Jun-13	Allotment	255,000	45,000	-	-	-	Cash	10.00
8-Feb-20	Allotment	18,000,950	5,010,100	1,990,000	1,960,000	-	Cash	10.00
30-Dec-21	Allotment	5,515,034	1,523,280	597,000	588,000	-	Cash	10.00
Total		23,898,484	6,600,880	2,587,000	2,548,000	-		

The Company has changed the face value of its ordinary share from Tk. 100.00 to Tk. 10.00 by passing a special resolution in its extraordinary general meeting held on December 17, 2019 and necessary amendments in capital clause of the Memorandum and Articles of Association were made accordingly.

Place: Dhaka;  
Date: October 21, 2023

Sd/-  
Fouzia Haque, FCA  
Partner  
FAMES & R  
Chartered Accountants

d) A detail description of capital built up in respect of shareholding (name-wise) of the issuer's sponsors or directors. In this connection, a statement to be included: -

Md. Maftun Haque  
*Managing Director*

Date of Allotment/ Transfer of fully paid- up shares	Consideration	Nature of issue	No. of Equity shares	Face value	Issue Price/Acquisition Price/Transfer Prices	Cumulative no. of Equity shares	% Pre-issue paid up capital	% Post issue paid up capital	Sources of fund
11-Apr-13	Cash	Ordinary Share	127,500	10.00	10.00	127,500	43.24%	28.03%	Own Source
12-Jun-13	Cash		255,000	10.00	10.00	382,500			
8-Feb-20	Cash		18,000,950	10.00	10.00	18,383,450			
30-Dec-21	Bonus		5,515,034	10.00	10.00	23,898,484			

Mrs. Salma Akter  
*Chairman*

Date of Allotment/ Transfer of fully paid- up shares	Consideration	Nature of issue	No. of Equity shares	Face value	Issue Price/Acquisition Price/Transfer Prices	Cumulative no. of Equity shares	% Pre-issue paid up capital	% Post issue paid up capital	Sources of fund
11-Apr-13	Cash	Ordinary Share	22,500	10.00	10.00	22,500	11.94%	7.74%	Own Source
12-Jun-13	Cash		45,000	10.00	10.00	67,500			
8-Feb-20	Cash		5,010,100	10.00	10.00	5,077,600			
30-Dec-21	Bonus		1,523,280	10.00	10.00	6,600,880			

Md. Matiar Rahman  
*Director*

Date of Allotment/ Transfer of fully paid- up shares	Consideration	Nature of issue	No. of Equity shares	Face value	Issue Price/Acquisition Price/Transfer Prices	Cumulative no. of Equity shares	% Pre-issue paid up capital	% Post issue paid up capital	Sources of fund
8-Feb-20	Cash	Ordinary Share	1,990,000	10.00	10.00	1,990,000	4.68%	3.03%	Own Source
30-Dec-21	Bonus		597,000	10.00	10.00	2,587,000			

Mst. Siuli Begum  
Director

Date of Allotment/ Transfer of fully paid- up shares	Consideration	Nature of issue	No. of Equity shares	Face value	Issue Price/Acquisition Price/Transfer Prices	Cumulative no. of Equity shares	% Pre-issue paid up capital	% Post issue paid up capital	Sources of fund
8-Feb-20	Cash	Ordinary Share	1,960,000	10.00	10.00	1,960,000	4.61%	2.99%	Own Source
30-Dec-21	Bonus		588,000	10.00	10.00	2,548,000			

Sharajit Roy (Pallab)  
Independent Director

Date of Allotment/ Transfer of fully paid- up shares	Consideration	Nature of issue	No. of Equity shares	Face value	Issue Price/Acquisition Price/Transfer Prices	Cumulative no. of Equity shares	% Pre-issue paid up capital	% Post issue paid up capital	Sources of fund
N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A

e) Detail of shares issued by the company at a price lower than the issue price:

All the shares are issued by the Company at face value of Tk. 10.00 before this issue.

f) History of significant (5% or more) changes in ownership of securities from inception:

Date	Allotment/Transfer	Md. Maftun Haque	Mrs. Salma Akter
		No. of Share	
11-Apr-13	Allotment	127,500	22,500
12-Jun-13	Allotment	255,000	45,000
8-Feb-20	Allotment	18,000,950	5,010,100
30-Dec-21	Allotment	5,515,034	1,523,280
Total		23,898,484	6,600,880

## CHAPTER (XIV)

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# CORPORATE GOVERNANCE

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- a) A disclosure to the effect that the issuer has complied with the requirements of Corporate Governance Code of the Commission;

The Company declares that it has been complied with the requirements of the applicable regulations of Corporate Governance Code of Bangladesh Securities and Exchange Commission (BSEC) and accordingly constitutes several committees under the board for good governance. A certificate of compliance from competent authority has been incorporated accordingly.

Sd/-

Md. Maftun Haque  
Managing Director  
Eshana Non Woven Fabrics (ind) Ltd.

- b) A compliance report of Corporate Governance requirements certified by competent authority;

Report to the Shareholders of ESHANA NON WOVEN FABRICS (ind) LTD. on compliance on the Corporate Governance Code.

We have examined the compliance status to the Corporate Governance Code by ESHANA NON WOVEN FABRICS (ind) LTD. for the period ended 30th June 2023. This Code relates to the Notification No. BSEC/CMRRCD/2006-158/207/Admin/80, Dated: 3 June 2018 of the Bangladesh Securities and Exchange Commission.

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

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

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

- (a) The Company has complied with the conditions of the Corporate Governance Code as stipulated in the above mentioned Corporate Governance Code issued by the Commission. Except under conditions number 1(7)(b), 6(5)(C) & 8.
- (b) The Company has complied with the provisions of the relevant Bangladesh Secretarial Standards (BSS) as adopted by the Institute of Chartered Secretaries of Bangladesh (ICSB) as required by this Code;
- (c) Proper books and records have been kept by the company as required under the Companies Act, 1994, the securities laws and other relevant laws ; and
- (d) The governance of the company is satisfactory.

Place: Dhaka  
Dated: 21st October 2023

Sd/-  
For Podder & Associates  
Jayanta Kumer Podder  
Cost & Management Accountants

**ESHANA NON WOVEN FABRICS (ind) LTD**  
**Status of Compliance with the Corporate Governance Code (CGC)**  
**For the year ended 30th June 2023**

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

(Report under Condition No. 9)

Condition No.	Title	Complied	Not Complied	Remarks (IF ANY)
1	Board of Directors			
1(1)	Size of the Board of Directors			
	The total number of the board members of the company shall not be less than 5 (five) and more than 20 (twenty)	√		
1(2)	Independent Directors			
1(2)(a)	At least one fifth (1/5) of the total number of directors in the company's board shall be independent directors.	√		The boards of Directors are comprised of 5 Directors including One (01) Independent Director
1(2)(b)	<i>For the purpose of this clause 'independent director' means a director-</i>			
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;	√		
1(2)(b)(ii)	who is not a sponsor of the company and is not connected with the company's any sponsor or director or nominated director or shareholder of the company or any of its associates, sister concerns, subsidiaries and parents or holding entities who holds one percent (1%) or more shares of the total paid up shares of the company on the basis of family relationship and his or her family members shall not hold above mentioned shares in the company;	√		
1(2)(b)(iii)	who has not been an executive of the company in immediately preceding 2 (two) financial years;	√		
1(2)(b)(iv)	who does not have any other relationship, whether pecuniary or otherwise, with the company or its subsidiary or associated companies;	√		
1(2)(b)(v)	who is not a member or TREC (Trading Right Entitlement Certificate) holder, director or officer of any stock exchange;	√		
1(2)(b)(vi)	who is not a shareholder, director excepting independent director or officer of any member or TREC holder of stock exchange or an intermediary of the capital market;	√		
1(2)(b)(vii)	who is not a partner or an executive or was not a partner or an executive during the preceding 3 (three) years of the concerned company's statutory audit firm or audit firm engaged in internal audit services or audit firm conducting	√		

	special audit or professional certifying compliance of this Code;			
1(2)(b)(viii)	who is not independent director in more than 5 (five) listed companies;	√		
1(2)(b)(ix)	who has not been convicted by a court of competent jurisdiction as a defaulter in payment of any loan or any advance to a bank or a Non-Bank Financial Institution (NBFi);	√		
1(2)(b)(x)	who has not been convicted for a criminal offence involving moral turpitude;	√		
1(2)(c)	The independent director(s) shall be appointed by the Board and approved by the shareholders in the Annual General Meeting (AGM);	√		
1(2)(d)	The post of independent director(s) cannot remain vacant for more than 90 (ninety) days;	√		
1(2)(e)	The tenure of office of an independent director shall be for a period of 3 (three) years, which may be extended for 1 (one) tenure only.	√		
1(3)	Qualification of Independent Director			
1(3)(a)	Independent Director shall be a knowledgeable individual with integrity who is able to ensure compliance with financial laws, regulatory requirements and corporate laws and can make meaningful contribution to business;	√		
1(3)(b)	Independent Director shall have following qualifications			
1(3)(b)(i)	Business leader who is or was a promoter or director of an unlisted company having minimum paid up capital of Tk. 100.00 million or any listed company or a member of any national or international chamber of commerce or business association;	-	-	-
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;	√	-	-
1(3)(b)(iii)	Former official of government or statutory or autonomous or regulatory body in the position not below 5th Grade of the national pay scale, who has at least educational background of bachelor degree in economics or commerce or business or law;	-	-	-
1(3)(b)(iv)	University Teacher who has educational background in Economics or Commerce or Business Studies or Law;	-	-	-
1(3)(b)(v)	Professional who is or was an advocate practicing at least in the High Court Division of Bangladesh Supreme Court or a Chartered Accountant or Cost and Management Accountant or Chartered Financial Analyst or Chartered Certified Accountant or Certified Public Accountant or Chartered Management Accountant or Chartered Secretary or equivalent qualification;	-	-	-
1(3)(c)	The independent director shall have at least 10 (ten) years of experiences in any field mentioned in clause (b);	√		

1(3)(d)	In special cases, the above qualifications or experiences may be relaxed subject to prior approval of the Commission;			No such issue arose
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 and/ or Chief Executive Officer (CEO) of the company shall be filled by different individuals;	√		
1(4)(b)	The Managing Director (MD) and/ or Chief Executive Officer (CEO) of a listed company shall not hold the same position in another listed company;	√		
1(4)(c)	The Chairperson of the Board shall be elected from among the non-executive directors of the company;	√		
1(4)(d)	The Board shall clearly define respective roles and responsibilities of the chairperson and the Managing Director and/ or Chief Executive Officer;	√		
1(4)(e)	In the absence of the chairperson of the Board, the remaining members may elect one of themselves from non-executive directors as Chairperson for that particular Board's meeting; the reason of absence of the regular Chairperson shall be duly recorded in the minutes.	√		
1(5)	The Directors' Report to Shareholders:			
	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):-			
1(5)(i)	An industry outlook and possible future developments in the industry;	√		
1(5)(ii)	The Segment-wise or product-wise performance;	√		
1(5)(iii)	Risks and concerns including internal and external risk factors, threat to sustainability and negative impact on environment, if any;	√		
1(5)(iv)	A discussion on Cost of Goods sold, Gross Profit Margin and Net Profit Margin, where applicable;	√		
1(5)(v)	A discussion on continuity of any Extra-Ordinary activities and their implications (gain or loss);	√		
1(5)(vi)	A detailed discussion on related party transactions along with a statement showing amount, nature of related party, nature of transactions and basis of transactions of all related party transactions;	√		
1(5)(vii)	A statement of utilization of proceeds raised through public issues, rights issues and/or any other instruments;	√		No such issue arose
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;	√		No such issue arose
1(5)(ix)	An explanation on any significant variance that occurs between Quarterly Financial performance and Annual Financial statements;	√		No such issue arose
1(5)(x)	A statement of remuneration paid to the directors including independent directors	√		Independent Directors have not received any remuneration

1(5)(xi)	The financial statements prepared by the management of the issuer company present fairly its state of affairs, the result of its operations, cash flows and changes in equity;	√		
1(5)(xii)	Proper books of account of the issuer company have been maintained;	√		
1(5)(xiii)	Appropriate accounting policies have been consistently applied in preparation of the financial statements and that the accounting estimates are based on reasonable and prudent judgment;	√		
1(5)(xiv)	International Accounting Standards (IAS) or International Financial Reporting Standards (IFRS), as applicable in Bangladesh, have been followed in preparation of the financial statements and any departure there from has been adequately disclosed;	√		
1(5)(xv)	The system of internal control is sound in design and has been effectively implemented and monitored;	√		
1(5)(xvi)	Minority shareholders have been protected from abusive actions by, or in the interest of, controlling shareholders acting either directly or indirectly and have effective means of redress;	√		
1(5)(xvii)	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;	√		
1(5)(xviii)	An explanation that significant deviations from the last year's operating results of the issuer company shall be highlighted and the reasons thereof shall be explained;	√		
1(5)(xix)	Key operating and financial data of at least preceding 5 (five) years shall be summarized;	√		
1(5)(xx)	An explanation on the reasons if the issuer company has not declared dividend (cash or stock) for the year;	-	-	Business Expansion & Re-investment
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;	√		
1(5)(xxii)	The total number of Board meetings held during the year and attendance by each director;	√		
1(5)(xxiii)	A report on the pattern of shareholding disclosing the aggregate number of shares (along with name-wise details where stated below) held by:-			
1(5)(xxiii)(a)	Parent or Subsidiary or Associated Companies and other related parties (name-wise details);	√		
1(5)(xxiii)(b)	Directors, Chief Executive Officer, Company Secretary, Chief Financial Officer, Head of Internal Audit and Compliance and their spouses and minor children (name-wise details);	√		
1(5)(xxiii)(c)	Executives; and	√		
1(5)(xxiii)(d)	Shareholders holding ten percent (10%) or more voting interest in the company (name-wise details);	√		
1(5)(xxiv)	In case of the appointment or reappointment of a director, a disclosure on the following information to the shareholders:-			
1(5)(xxiv)(a)	a brief resume of the director	√		
1(5)(xxiv)(b)	nature of his or her expertise in specific functional areas;	√		

1(5)(xxiv)(c)	names of companies in which the person also holds the directorship and the membership of committees of the Board;	√		
1(5)(xxv)	Management's Discussion and Analysis signed by CEO or MD presenting detailed analysis of the company's position and operations along with a brief discussion of changes in the financial statements, among others, focusing on:			
1(5)(xxv)(a)	accounting policies and estimation for preparation of financial statements;	√		
1(5)(xxv)(b)	changes in accounting policies and estimation, if any, clearly describing the effect on financial performance or results and financial position as well as cash flows in absolute figure for such changes;	√		
1(5)(xxv)(c)	comparative analysis (including effects of inflation) of financial performance or results and financial position as well as cash flows for current financial year with immediate preceding five years explaining reasons thereof;	√		
1(5)(xxv)(d)	compare such financial performance or results and financial position as well as cash flows with the peer industry scenario;	√		
1(5)(xxv)(e)	briefly explain the financial and economic scenario of the country and the globe;	√		
1(5)(xxv)(f)	risks and concerns issues related to the financial statements, explaining such risk and concerns mitigation plan of the company;	√		
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;	√		
1(5)(xxvii)	The report as well as certificate regarding compliance of conditions of this Code as required under condition No. 9 shall be disclosed as per Annexure-B and Annexure-C.	√		
1(6)	Meetings of the Board of Directors:			
	The company shall conduct its Board meetings and record the minutes of the meetings as well as keep required books and records in line with the provisions of the relevant Bangladesh Secretarial Standards (BSS) as adopted by the Institute of Chartered Secretaries of Bangladesh (ICSB) in so far as those standards are not inconsistent with any condition of this Code.	√		
1(7)	Code of Conduct for the Chairperson, other Board members and Chief Executive Officer			
1(7)(a)	The Board shall lay down a code of conduct, based on the recommendation of the Nomination and Remuneration Committee (NRC) at condition No. 6, for the Chairperson of the Board, other board members and Chief Executive Officer of the company;	√		
1(7)(b)	The code of conduct as determined by the NRC shall be posted on the website of the company including, among others, prudent conduct and behavior; confidentiality; conflict of interest; compliance with laws, rules and regulations; prohibition of insider trading; relationship with		√	Will be complied while listing

	environment, employees, customers and suppliers; and independency.			
2	Governance of Board of Directors of Subsidiary Company	ENWFIL (ESHANA NON WOVEN FABRICS (ind) LTD) does not have any 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;	-	-	N/A
2(b)	At least 1 (one) independent director on the Board of the holding company shall be a director on the Board of the subsidiary company;	-	-	N/A
2(c)	The minutes of the Board meeting of the subsidiary company shall be placed for review at the following Board meeting of the holding company;	-	-	N/A
2(d)	The minutes of the respective Board meeting of the holding company shall state that they have reviewed the affairs of the subsidiary company also;	-	-	N/A
2(e)	The Audit Committee of the holding company shall also review the financial statements, in particular the investments made by the subsidiary company.	-	-	N/A
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;	√		
3(1)(d)	The Board shall clearly define respective roles, responsibilities and duties of the CFO, the HIAC and the CS;	√		
3(1)(e)	The MD or CEO, CS, CFO and HIAC shall not be removed from their position without approval of the Board as well as immediate dissemination to the Commission and stock exchange(s).	√		
3(2)	Requirement to attend Board of Directors' Meetings:			
	The MD or CEO, CS, CFO and HIAC of the company shall attend the meetings of the Board provided that CS, CFO and HIAC shall not attend such part of a meetings of the Board relating to their personal matter.	√		
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 subcommittees:			
4(i)	Audit Committee	√		
4(ii)	Nomination and Remuneration Committee	√		
5	Audit Committee			
5(1)	Responsibility to the Board of Directors			
5(1)(a)	The company shall have an Audit Committee as a sub-committee of the Board;	√		
5(1)(b)	The Audit Committee shall assist the Board in ensuring that the financial statements reflect true and fair view of the state of affairs of the company and in ensuring a good monitoring system within the business;	√		
5(1)(c)	The Audit Committee shall be responsible to the Board; the duties of the Audit Committee shall be clearly set forth in writing.	√		
5(2)	Constitution of the Audit Committee			
5(2)(a)	The Audit Committee shall be composed of at least 3 (three) members;	√		
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 1 (one) month from the date of vacancy in the Committee to ensure continuity of the performance of work of the Audit Committee;	√		
5(2)(e)	The company secretary shall act as the secretary of the Committee;	√		
5(2)(f)	The quorum of the Audit Committee meeting shall not constitute without at least 1 (one) independent director.	√		



5(3)	Chairperson of the Audit Committee			
5(3)(a)	The Board shall select 1 (one) member of the Audit Committee to be Chairperson of the Audit Committee, who shall be an independent director;	√		
5(3)(b)	In the absence of the Chairperson of the Audit Committee, the remaining members may elect one of themselves as Chairperson for that particular meeting, in that case there shall be no problem of constituting a quorum as required under condition No. 5(4)(b) and the reason of absence of the regular Chairperson shall be duly recorded in the minutes.			No such Incidence arose
5(3)(c)	Chairperson of the Audit Committee shall remain present in the Annual General Meeting (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	√		
5(4)(b)	The quorum of the meeting of the Audit Committee shall be constituted in presence of either two members or two third of the members of the Audit Committee, whichever is higher, where presence of an independent director is a must.	-	-	
5(5)	Role of Audit Committee: The Audit Committee shall:-			
5(5)(a)	Oversee the financial reporting process;	√		
5(5)(b)	monitor choice of accounting policies and principles;	√		
5(5)(c)	monitor Internal Audit and Compliance process to ensure that it is adequately resourced, including approval of the Internal Audit and Compliance Plan and review of the Internal Audit and Compliance Report;	√		
5(5)(d)	oversee hiring and performance of external auditors;	√		
5(5)(e)	hold meeting with the external or statutory auditors for review of the annual financial statements before submission to the Board for approval or adoption;	√		
5(5)(f)	review along with the management, the annual financial statements before submission to the Board for approval;	√		
5(5)(g)	review along with the management, the quarterly and half yearly financial statements before submission to the Board for approval;	√		
5(5)(h)	review the adequacy of internal audit function;	√		
5(5)(i)	review the Management's Discussion and Analysis before disclosing in the Annual Report;	√		
5(5)(j)	review statement of all related party transactions submitted by the management;	√		
5(5)(k)	review Management Letters or Letter of Internal Control weakness issued by statutory auditors;	√		
5(5)(l)	oversee the determination of audit fees based on scope and magnitude, level of expertise deployed and time required for effective audit and evaluate the performance of external auditors;	√		
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			No such Incidence arose

	Commission:			
5(6)	Reporting of the Audit Committee			
5(6)(a)	Reporting to the Board of Directors			
5(6)(a)(i)	The Audit Committee shall report on its activities to the Board.	√		
5(6)(a)(ii)	The Audit Committee shall immediately report to the Board on the following findings, if any:-			
5(6)(a)(ii)(a)	report on conflicts of interests;			No such Incidence arose
5(6)(a)(ii)(b)	suspected or presumed fraud or irregularity or material defect identified in the internal audit and compliance process or in the financial statements;			No such Incidence arose
5(6)(a)(ii)(c)	suspected infringement of laws, regulatory compliances including securities related laws, rules and regulations;			No such Incidence arose
5(6)(a)(ii)(d)	any other matter which the Audit Committee deems necessary shall be disclosed to the Board immediately;			No such Incidence arose
5(6)(b)	Reporting to the Authorities:			
	If the Audit Committee has reported to the Board about anything which has material impact on the financial condition and results of operation and has discussed with the Board and the management that any rectification is necessary and if the Audit Committee finds that such rectification has been unreasonably ignored, the Audit Committee shall report such finding to the Commission, upon reporting of such matters to the Board for three times or completion of a period of 6 (six) months from the date of first reporting to the Board, whichever is earlier.			No such reportable incidence arose
5(7)	Reporting to the Shareholders and General Investors:			
	Report on activities carried out by the Audit Committee, including any report made to the Board under condition 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.	√		
6	Nomination and Remuneration Committee (NRC)			
6(1)	Responsibility to the Board of Directors			
6(1)(a)	The company shall have a Nomination and Remuneration Committee (NRC) as a subcommittee of the Board;	√		
6(1)(b)	The NRC shall assist the Board in formulation of the nomination criteria or policy for determining qualifications, positive attributes, experiences and independence of directors and top level executive as well as a policy for formal process of considering remuneration of directors, top level executive;	√		
6(1)(c)	The Terms of Reference (ToR) of the NRC shall be clearly set forth in writing covering the areas stated at the condition No. 6(5)(b).	√		
6(2)	Constitution of the NRC			
6(2)(a)	The Committee shall comprise of at least three members including an independent director;	√		
6(2)(b)	All members of the Committee shall be non-executive directors;	√		
6(2)(c)	Members of the Committee shall be nominated and appointed by the Board;	√		

6(2)(d)	The Board shall have authority to remove and appoint any member of the Committee;	√		
6(2)(e)	In case of death, resignation, disqualification, or removal of any member of the Committee or in any other cases of vacancies, the board shall fill the vacancy within 180 (one hundred eighty) days of occurring such vacancy in the Committee;			No such Incidence arose
6(2)(f)	The Chairperson of the Committee may appoint or co-opt any external expert and/or member(s) of staff to the Committee as advisor who shall be non-voting member, if the Chairperson feels that advice or suggestion from such external expert and/or member(s) of staff shall be required or valuable for the Committee;			No such Incidence arose
6(2)(g)	The company secretary shall act as the secretary of the Committee;	√		
6(2)(h)	The quorum of the NRC meeting shall not constitute without attendance of at least an independent director;	√		
6(2)(i)	No member of the NRC shall receive, either directly or indirectly, any remuneration for any advisory or consultancy role or otherwise, other than Director's fees or honorarium from the company.	√		
6(3)	Chairperson of the NRC			
6(3)(a)	The Board shall select 1 (one) member of the NRC to be Chairperson of the Committee, who shall be an independent director;	√		
6(3)(b)	In the absence of the Chairperson of the NRC, the remaining members may elect one of themselves as Chairperson for that particular meeting, the reason of absence of the regular Chairperson shall be duly recorded in the minutes;			No such Incidence arose
6(3)(c)	The Chairperson of the NRC shall attend the annual general meeting (AGM) to answer the queries of the shareholders.	√		
6(4)	Meeting of the NRC			
6(4)(a)	The NRC shall conduct at least one meeting in a financial year;	√		
6(4)(b)	The Chairperson of the NRC may convene any emergency meeting upon request by any member of the NRC;	-	-	No such Incidence arose
6(4)(c)	The quorum of the meeting of the NRC shall be constituted in presence of either two members or two third of the members of the Committee, whichever is higher, where presence of an independent director is must as required under condition No. 6(2)(h);	√		
6(4)(d)	The proceedings of each meeting of the NRC shall duly be recorded in the minutes and such minutes shall be confirmed in the next meeting of the NRC.	√		
6(5)	Role of the NRC			
6(5)(a)	NRC shall be independent and responsible or accountable to the Board and to the shareholders;	√		
6(5)(b)	NRC shall oversee, among others, the following matters and make report with recommendation to the Board;	√		
6(5)(b)(i)	formulating the criteria for determining qualifications, positive attributes and independence of a director and recommend a	√		

	policy to the Board, relating to the remuneration of the directors, top level executive, considering the following:			
6(5)(b)(i)(a)	the level and composition of remuneration is reasonable and sufficient to attract, retain and motivate suitable directors to run the company successfully;	√		
6(5)(b)(i)(b)	the relationship of remuneration to performance is clear and meets appropriate performance benchmarks;	√		
6(5)(b)(i)(c)	remuneration to directors, top level executive involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the company and its goals;	√		
6(5)(b)(ii)	devising a policy on Board's diversity taking into consideration age, gender, experience, ethnicity, educational background and nationality;	√		
6(5)(b)(iii)	identifying persons who are qualified to become directors and who may be appointed in top level executive position in accordance with the criteria laid down, and recommend their appointment and removal to the Board;	√		
6(5)(b)(iv)	formulating the criteria for evaluation of performance of independent directors and the Board;	√		
6(5)(b)(v)	identifying the company's needs for employees at different levels and determine their selection, transfer or replacement and promotion criteria;	√		
6(5)(b)(vi)	developing, recommending and reviewing annually the company's human resources and training policies;	√		
6(5) (c)	The company shall disclose the nomination and remuneration policy and the evaluation criteria and activities of NRC during the year at a glance in its annual Report.		√	Will be complied while listing
7	External or Statutory Auditors			
7(1)	The issuer company shall not engage its external or statutory auditors to perform the following services of the company, namely:-			
7(1)(i)	appraisal or valuation services or fairness opinions;	√		
7(1)(ii)	financial information 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);	√		
7(1)(ix)	any other service that creates conflict of interest.	√		No such incident arose
7(2)	No partner or employees of the external audit firms shall possess any share of the company they audit at least during the tenure of their audit assignment of that company; his or her family members also shall not hold any shares in the said company	√		
7(3)	Representative of external or statutory auditors	√		

	shall remain present in the Shareholders' Meeting (AGM or EGM) 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.		√	Will be complied while listing
8(2)	The company shall keep the website functional from the date of listing.		√	Will be complied while 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).		√	Will be complied while listing
9	Reporting and Compliance of Corporate Governance			
9(1)	The company shall obtain a certificate from a practicing Professional Accountant or Secretary (Chartered Accountant or Cost and Management Accountant or Chartered Secretary) other than its statutory auditors or audit firm on yearly basis regarding compliance of conditions of Corporate Governance Code of the Commission and shall such certificate shall be disclosed in the Annual Report.	√		
9(2)	The professional who will provide the certificate on compliance of this Corporate Governance Code shall be appointed by the shareholders in the annual general meeting.	√		
9(3)	The directors of the company shall state, in accordance with the Annexure-C attached, in the directors' report whether the company has complied with these conditions or not.	√		

- c) Details relating to the issuer's audit committee and remuneration committee, including the names of committee members and a summary of the terms of reference under which the committees operate.

The name of audit committee members and remuneration committee members are as follows:

Audit Committee Members Name	Nomination and Remuneration Committee Members Name
<ul style="list-style-type: none"> <li>• Sharajit Roy (Pallab) (Independent Director) Chairman of the committee</li> <li>• Md. Matiar Rahman - Member</li> <li>• Mst. Siuli Begum - Member</li> <li>• Sk. Rabiul Islam - Company Secretary</li> </ul>	<ul style="list-style-type: none"> <li>• Sharajit Roy (Pallab) (Independent Director) Chairman of the committee</li> <li>• Md. Matiar Rahman - Member</li> <li>• Mst. Siuli Begum - Member</li> <li>• Sk. Rabiul Islam - Company Secretary</li> </ul>

The terms of reference of the audit committee have been agreed upon as follows:

- To review all internal and external audit report.
- To recommend the statutory annual audited financial statements to the Board of Directors for approval.
- To review the finding of the internal and external auditors.
- To review and approve the Annual "Audit Plan" of the Internal Audit Department.
- To monitor the implementation of the recommendations of the Internal and External auditors.
- To review the performance of the external auditors and make recommendations to the Board regarding their appointment and fees.
- To review the quarterly, half yearly and annual financial statements before submission to the Board, focusing particularly on.
- To review the company's statement on internal control systems prior to endorsement by the Board.
- The company secretary shall be the secretary of the audit committee.

The terms of reference of the remuneration committee have been agreed upon as follows:

- To assist the Board in developing and administering a fair and transparent procedure for setting policy on the remuneration of directors and senior management of the Company
- Determining the remuneration packages
- Review the Annual Confidential Report (ACR) of senior management of the company
- Review and oversee the Company's overall human resources strategy.

## CHAPTER (XV)

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# VALUATION REPORT OF SECURITIES PREPARED BY THE ISSUE MANAGER

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The valuation report of securities offered is prepared and justified by the issue managers, Sonali Investment Limited and Uttara Finance Capital Management Limited on the basis of the financial and all other information pertinent to the Issue.

Qualitative and Quantitative factors for Valuation:

Qualitative Justification:

- 10 years plus experience of the Management;
- Expert management professionals;
- In depth business process analysis skills;
- It's low debt-company;
- Latest machine and technology used for the products;
- There is good product mix.

Quantitative Justification:

The issue price at Tk. 10.00 each is justified as details below:

Particulars	Amount (in Tk.)
Method 1: Net Asset Value (NAV) per share/Equity based valuation	19.80
Method 2: Historical Earnings based valuation	38.21

Method 1: Share price on Net Asset Value (NAV)/Equity based valuation

Sl. No.	Particulars	Amount (in Tk.)
a)	Share Capital	552,682,660
b)	Retained Earnings	541,459,158
Total Shareholders' Equity (A)		1,094,141,818
Number of Share Outstanding as on June 30, 2023 (B)		55,268,266
Net Asset Value per share (without revaluation reserve) as per Audit Report as on June 30, 2023 (A/B)		19.80

Method 2: Historical Earnings based value per share

Earnings based Value per share based on Overall Market P/E

Year	No. of Share	Profit after Tax	Weight (%)	Weighted Average Net Profit after Tax
30-Jun-19	450,000	72,091,263	0.0023	165,503
30-Jun-20	42,514,050	70,366,958	0.2169	15,262,046
30-Jun-21	42,514,050	118,226,832	0.2169	25,642,481
30-Jun-22	55,268,266	128,362,685	0.2820	36,193,130
30-Jun-23	55,268,266	246,426,588	0.2820	69,482,416
Total	196,014,632	635,474,326	1.0000	146,745,576
Weighted Average Profit after Tax				146,745,576
No. of shares outstanding before IPO				55,268,266
Diluted EPS based on weighted Average of Net Profit after Tax				2.66
Overall Market P/E (Considering Lesser P/E of 14.39 & 20.93 is 14.39)				14.39
Earnings based Value per share				38.21



Calculation of Average Price Earnings of Market & Engineering Sector:

Particulars	Jun-23	Jul-23	Aug-23	Average
Overall Market P/E	14.34	14.44	14.39	14.39
Engineering Sector P/E	21.02	20.91	20.87	20.93

Considering Lesser P/E of 14.39 & 20.93 is 14.39

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*Source: DSE Monthly Review.*

The management of the Company in consultation with the Issue Managers has set the issue price at Tk. 10.00 each at par value.

Sd/-  
Md. Shawkat Jahan Khan  
Managing Director  
Sonali Investment Limited

Sd/-  
Mohammad Shahinur Rahman  
Managing Director  
Uttara Finance Capital Management Limited

## CHAPTER (XVI)

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### DEBT SECURITIES

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The Company has not issued or is planning to issue any debt security within six months.

## CHAPTER (XVII)

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### **PARTIES INVOLVED AND THEIR RESPONSIBILITIES**

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Major Parties Involved		Responsibilities of the Parties
(a) Issue Managers	(1) Sonali Investment Limited (2) Uttara Finance Capital Management Limited	The Issue Manager(s) is responsible to comply with all the requirements as per Bangladesh Securities and Exchange Commission (Public Issue) Rules, 2015 including preparation and disclosures made in the prospectus and other responsibilities as mentioned in the due diligence certificate.
(b) Underwriters	(1) Sonali Investment Limited (2) Uttara Finance Capital Management Limited (3) ICB Capital Management Limited & (4) Islami Bank Capital Management Limited	The Underwriter(s) is responsible to underwrite the public offering on a firm-commitment basis as per requirement of Bangladesh Securities and Exchange Commission (Public Issue) Rules 2015. In case of under-subscription collectively by up to 35% in an initial public offer, the unsubscribed portion of securities shall be taken up by the underwriter(s).
(c) Statutory Auditors	FAMES & R Chartered Accountants	Auditors' responsibility is to express an opinion on the financial statements based on the audit. Auditors conducted the audit in accordance with Bangladesh Standards on Auditing (BSA). Those standards required to comply with relevant ethical requirements and plan and perform the audit to obtain reasonable assurance whether the financial statements are free from material misstatement. An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, consider internal control relevant to the entity's preparation and fair presentation of the financial statements 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 entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.
(d) Cost Auditors		N/A
(e) Valuer		N/A
(f) Credit Rating Company		N/A

## CHAPTER (XVIII)

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# MATERIAL CONTRACTS

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(a) Major agreements entered into by the Issuer:

The following are material agreements have been entered into by the Company:

1. Underwriting Agreements between the Company and the Underwriters;
  - i. Sonali Investment Limited
  - ii. Uttara Finance Capital Management Limited
  - iii. ICB Capital Management Limited
  - iv. Islami Bank Capital Management Limited
2. Issue Management Agreement between the Company and;
  - i. Sonali Investment Limited
  - ii. Uttara Finance Capital Management Limited

(b) Material parts of the agreements:

Contract	Material parts of the agreements	
Underwriting agreements with  (1) Sonali Investment Limited (2) Uttara Finance Capital Management Limited (3) ICB Capital Management Limited (4) Islami Bank Capital Management Limited	Signing Date:	With Sonali Investment Limited, Uttara Finance Capital Management Limited, ICB Capital Management Limited & Islami Bank Capital Management Limited: October 22, 2023
	Tenure:	This Agreement shall be valid until completion of subscription of shares and unless this Agreement is extended or earlier terminated in accordance with the terms of this Agreement.
	Principal Terms and Condition:	<ol style="list-style-type: none"><li>(i) The IPO shall stand cancelled if at least 65% of the IPO is not subscribed.</li><li>(ii) In case of under subscription, underwriters shall take the under-subscribed securities up to 35% of the IPO.</li><li>(iii) Notwithstanding anything contained in the agreement in case of inconsistency between the provision of the agreement and the Bangladesh Securities and Exchange Commission (Public Issue) Rules, 2015, the Public Issue Rules shall prevail.</li><li>(iv) Prior to publication of the prospectus, the Company shall have obtained consent from the Bangladesh Securities and Exchange Commission permitting the issue as described in Article 2.01 and providing for payment of underwriting commission 0.50% (zero point five zero percent) on the amount underwritten.</li><li>(v) The Issuer shall within 10 (Ten) days of the closure of subscription call upon the underwriter in writing with a copy of said writing to the Bangladesh Securities and Exchange Commission, to subscribe for the shares not subscribed by the closing date and to pay for in cash in full for such unsubscribed shares within 15 (Fifteen) days of the date of said notice and the said amount shall have to be credited into shares subscription account within the said period.</li><li>(vi) In any case within 7 (seven) days after the expiry of the aforesaid 15 (fifteen) days, the Company shall send proof of subscription and payment by the Underwriters to the Commission.</li></ol>

		In the case of failure by the underwriter to pay for the shares within the stipulated time, the Company/Issuer will be under no obligation to pay any underwriting commission under this Agreement.
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Contract	Material parts of the agreements	
<p>Issue Management Agreements with</p> <p>i. Sonali Investment Limited</p> <p>ii. Uttara Finance Capital Management Limited</p>	Signing Date:	With Sonali Investment Limited, Uttara Finance Capital Management Limited: August 20, 2023
	Tenure:	This Agreement shall be valid until completion of subscription of shares and unless this Agreement is extended or earlier terminated in accordance with the terms of this Agreement
	Principal Terms and Condition:	<p>(i) According to Article 2.2; the scope of the services to be rendered by the ISSUE MANAGER to the ISSUER under this agreement shall cover Regulatory Compliance, Underwriting Co-operation and after consent tasks.</p> <p>(ii) According to Article 2.3; The ISSUE MANAGER takes the responsibility to take such steps as are necessary to ensure completion of allotment and dispatch of letters of allotment and refund warrants to the applicants according to the basis of allotment approved by the Bangladesh Securities and Exchange Commission. The ISSUER undertakes to bear all expenses relevant to share application processing, allotment, and dispatch of letters of allotment and refund warrant. The ISSUER shall also bear all expenses related to printing and issuance of share certificate and connected govt. stamps and hologram expenses.</p> <p>(iii) According to Article 3.1; without prejudice ISSUER hereby declares that it agrees to comply with all statutory formalities under Companies Act, Guidelines issued by Bangladesh Securities and Exchange Commission and other relevant status to enable it to make the issue.</p> <p>(iv) According to Article 6.1; The ISSUE MANAGER hereby undertake to keep in strict compliance all information (whether written or oral) proprietary documents and data secured in connection with or as a result of this Agreement (Confidential Information) and shall limit the availability of such information to employees, who have a need to see and use it for the express and limited purpose stated in this Agreement.</p> <p>(v) According to Article 8.1; The Issuer and ISSUE MANAGER shall ensure compliance of the Bangladesh Securities and Exchange Commission (Public Issue) Rules, 2015, The Listing Regulations of Stock Exchanges, The Companies Act, 1994, the Securities and Exchange (Amendment) Act, 2012 and other relevant rules, regulations, practices, directives, guidelines etc.</p>

(c) Fees payable to different parties

Commission for underwriters:

Sl.	Name of the Parties	Role	Underwritten Amount	Underwriting Commission	Fees Payable
1	Sonali Investment Limited	Underwriter	26,250,000	131,250	0.50% on 35% of the Total IPO amount (i.e., Tk. 525,000.00)
2	Uttara Finance Capital Management Limited		26,250,000	131,250	
3	ICB Capital Management Limited		26,250,000	131,250	
4	Islami Bank Capital Management Limited		26,250,000	131,250	
Total			105,000,000	525,000	

Fees for Issue Managers:

Name of the Parties	Role	Issue Management Fee	Fees Payable
Sonali Investment Limited	Issue Manager	2,000,000	1% of the public offer amount
Uttara Finance Capital Management Limited		1,000,000	
Total		3,000,000	



## CHAPTER (XIX)

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### LITIGATIONS, FINE OR PENALTY

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- (a) The following litigations including outstanding litigations against the issuer or any of its directors and fine or penalty imposed by any authority:

The issuer or any of its directors was not involved in any of the following type of legal proceedings mentioned below;

- (i) Litigation involving Civil Laws: No cases filed against the company or any of its directors.
- (ii) Litigation involving Criminal Laws: No cases filed against the company or any of its directors.
- (iii) Litigation involving Securities, Finance and Economic Laws: No cases filed against the company or any of its directors.
- (iv) Litigation involving Labor Laws: No cases filed against the company or any of its directors.
- (v) Litigation involving Taxation (Income tax, VAT, Customs Duty and any other taxes or duties): No cases filed against the company or any of its directors.
- (vi) Litigation involving any other Laws: No cases filed against the company or any of its directors.

- (b) Cases including outstanding litigations filed by the Company or any of its directors:

There are no cases including outstanding case filed by the issuer or any of its directors to any of the following types of legal proceedings mentioned below;

- (i) Litigation involving Civil Laws: No cases filed by the company or any of its directors.
- (ii) Litigation involving Criminal Laws: No cases filed by the company or any of its directors.
- (iii) Litigation involving Securities, Finance and Economic Laws: No cases filed by the company or any of its directors.
- (iv) Litigation involving Labor Laws: No cases filed by the company or any of its directors.
- (v) Litigation involving Taxation (Income tax, VAT, Customs Duty and any other taxes or duties): No cases filed by the company or any of its directors.
- (vi) Litigation involving any other Laws: No cases filed by the company or any of its directors.

## CHAPTER (XX)

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# RISK FACTORS AND MANAGEMENT'S PERCEPTIONS ABOUT THE RISKS

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(i) Internal risk factors may include, among others:

- a) Credit Risk: This is the risk of default on a debt that may arise because of default by the borrower to pay the loan. In operating any business there is always credit risk lies in the business. As there is always lending and borrowing between parties in the form of money and goods.

*Management Perception:* Eshana Non Woven Fabrics (ind) Ltd. is involved in manufacturing and exporting of the wide range of Non Woven and Woven Fabrics which is use for making PPE, Surgical gown, Industrial gown, Musk, Non Woven Bags, Cushion cover and Garments Accessories etc. Company sells product through LC. As we have credit policy for sales, management works efficiently so that operating cycle can be efficient.

- b) Liquidity Risk: The risk that a company may be unable to meet short term financial demands. This usually occurs due to the inability to convert its current assets to cash without a loss of capital or income. Liquidity is a common phenomenon of the business.

*Management Perception:* Finance is an arts and science of managing fund so that it can manage working capital in efficient way. Eshana Non Woven Fabrics (ind) Ltd. is also doing its level best to manage working capital management in efficient way to maintain liquidity risk. Management is dealing with accounts payable, inventory and accounts receivable efficiently.

- c) Risk associated with the issuer's interest in subsidiaries, joint ventures and associates: If the subsidiaries make loss, it affects parent company's balance sheet. In case of associate, there is chance of decline value of investment in associate company. As for joint venture, a joint venture (JV) is a business arrangement in which two or more parties agree to pool their resources for the purpose of accomplishing a specific task. This task can be a new project or any other business activity. In a joint venture (JV), each of the participants is responsible for profits, losses and costs associated with it.

*Management Perception:* Eshana Non Woven Fabrics (ind) Ltd has no subsidiary, joint ventures and associates.

- d) Significant revenue generated from limited number of customers, losing any one or more of which would have a material adverse effect on the issuer: There is risk involved in having limited number of customer and losing of that particular customer has negative impact on company's sales and cash flow as well.

*Management Perception:* The Company is always keen to find out new buyers which boost up the sales. We are not dependent on any particular or limited number of customers to operate our business.

- e) Dependency on a single or few suppliers of raw materials, failure of which may affect production adversely: There is also risk involved in having limited number of suppliers as well. Single or few suppliers may exploit the company by price hike, untimely delivery and low quality of product.

*Management Perception:* We have many suppliers to import our raw materials.

- f) More than 20% revenue of the issuer comes from sister concern or associate or subsidiary: Having 20% revenue generation from sister concern or associate or subsidiary makes issuer dependent on others companies. Hence, there is dependency risk.

*Management Perception:* We do not have sister concern, associate or subsidiary.

- g) Negative earnings, negative cash flows from operating activities, declining turnover or profitability, during last five years, if any: Negative earning and negative operating cash flow is risk the going concern risk for the entity.

*Management Perception:* We have been operating our business efficiently. The company doesn't have any negative earnings, negative cash flows from operating activities, declining profitability, over the last five years.

- h) Loss making associate/subsidiary/group companies of the issuer: When associate/subsidiary/group companies of the issuer are loss making, it affects the issuer and there is negative impact on cash flow of issuer and Balance Sheet as well.

*Management Perception:* We do not have associate, subsidiary or any group of companies.

- i) Financial weakness and poor performance of the issuer or any of its subsidiary or associates: Financial weakness and poor performance of the issuer have negative impact on the company. As a result, it will be tough to pay loan interest, debt service and dividend. Future growth will be hampered.

*Management Perception:* Sales is one of the key indicators of success of a business if there is good margin of profit. Eshana Non Woven Fabrics (ind) Ltd. has been generating stable sales growth.

- j) Decline in value of any investment: If investment value decline, it will reduce the profit and assets as well.

*Management Perception:* Eshana Non Woven Fabrics (ind) Ltd. does not have any investment.

- k) Risk associated with useful economic life of plant and machinery, if purchased in second hand or reconditioned: There is obsolescence risk relating to plant and machinery. If the machinery is purchased in second hand or reconditioned, there high risk of repair and maintenance which has impact on profitability of the company.

*Management Perception:* The machineries that are used for Eshana Non Woven Fabrics (ind) Ltd. are new and branded machineries for overall operation.

- l) Adverse effect on future cash flow if interest free loan given to related party or such loans taken from directors may recall: It is loan given and taken from related party and directors as well. If company gives such loan without interest to related party, there is interest burden for the company if the money was taken as loan. On the other hand, if such loans are taken from directors, it will have an impact on the cash flow to pay off the loan to the Directors.

*Management Perception:* We do not provide any interest free loan to related party. We also did not take any loan from Directors.

- m) Potential conflict of interest, if the sponsors or directors of the issuer are involved with one or more ventures which are in the same line of activity or business as that of the issuer and if any supplier of raw materials or major customer is related to the same sponsors or directors: In these cases, there is high chance of compromise among the related companies because of conflict of Interest.

*Management Perception:* There is no potential conflict of interest as no sponsors or directors are involved in same line activity.

- n) Related party transactions entered into by the company those may adversely affect competitive edge: Related party transaction of the issuer creates conflict of interest which reduces the competitive advantage of the issuer.

*Management Perception: There is no related party transaction.*

- o) Any restrictive covenants in any shareholders' agreement, sponsors' agreement or any agreement for debt or preference shares or any restrictive covenants of banks in respect of the loan/ credit limit and other banking facilities: All information must be known to the potential investor so that investor's interest may not be hampered in future. So, any restrictive covenants, if it goes against potential investors, will make investors in jeopardy.

*Management Perception: There are no restrictive covenants in any shareholders' agreement, sponsors' agreement or any agreement relating to debt or preference shares or any restrictive covenants of Banks in respect of loan or credit limit and other banking facilities.*

- p) Business operations may be adversely affected by strikes, work stoppages or increase in wage demands by employees: In such case, company's business operation will be hampered.

*Management Perception: In our operating history, our business operation has been running smoothly. Our employees are pleased with the different incentive packages for our employees. Because we believe that employees are very important part of the business.*

- q) Seasonality of the business of the issuer: It is the risk involving that company is not doing business round the year.

Management Perception: The business is not seasonal and business operation runs round the year.

- r) Expiry of any revenue generating contract that may adversely affect the business: This is the risk of losing customers affecting future sales.

*Management Perception: We are export-oriented company and there are many customers of our company. As a result, expiry of any revenue generating contracts will not affect our business.*

- s) Excessive dependence on debt financing which may adversely affect the cash flow: Excessive dependence on debt causes huge interest burden of the company and high risk of insolvency that may result in bankruptcy.

*Management Perception: Our Company is not dependent on any excessive debt financing.*

- t) Excessive dependence on any key management personnel absence of whom may have adverse effect on the issuer's business performance: Excessive dependence on key management affects the business if the management is changed in future, which will create vacuum. Besides, if the key management personnel are of bad intention, excessive dependence will also affect the business.

*Management Perception: The organizational structure is well organized in such a way that if any key management person leaves the company, there will not have impact on Company's overall performance as other team members of his nearest position capable of taking the responsibility.*

- u) Enforcement of contingent liabilities which may adversely affect financial condition: It is the future burden of liabilities that the investors will take on their shoulders. Contingent liabilities reduced the assets or create obligation to pay the liabilities.

*Management Perception: We do not have any contingent liabilities which may adversely affect financial condition.*

- v) Insurance coverage not adequately protect against certain risks of damages: Insurance ensures and protects to deal with uncertainty of future material loss/damage. So, insurance coverage is important for the business.

*Management Perception: The Company has fire insurance coverage for its valuable assets to provide adequate protection.*

- w) Absence of assurance that directors will continue its engagement with Company after expiry of lock in period: Directors run the company with the accumulated finance from public and other financing source. If directors discontinue running the business, there will be negative impact on business and share price as well.

*Management Perception: Our directors are involved in the business for long time and they will continue the business after expiry of lock in period.*

- x) Ability to pay any dividends in future will depend upon future earnings, financial condition, cash flows, working capital requirements and capital expenditure: Dividend payment is highly dependent on company's ability to generate profit. If company cannot earn good amount of profit from operation, it is unlikely to pay dividend.

*Management Perception: The Company has been earning profit and a profitable entity. We are in belief that we will be able to pay dividend from our profit.*

- y) History of non-operation, if any and short operational history of the issuer and lack of adequate background and experience of the sponsors: If there is any non-operation of the company, it creates negative impression. Apart from this, short operation history indicates company is gathering knowledge and expertise to be competitive in the market.

*Management Perception: There was no non-operation history of the company. The company has employed experienced people to run the business under good leadership in the board.*

- z) Risks related to engagement in new type of business, if any: If it is new business, there is risk of viability of the new business.

*Management Perception: The company is planning to start an extension unit, i.e. Woven Manufacturing unit. Management have learned that it will be viable business in the country for its huge demand.*

- aa) Risk in investing the securities being offered with comparison to other available investment options: If the issue price goes down after floating, there is investment risk for the potential investors.

*Management Perception: Eshana Non Woven Fabrics (ind) Ltd. is a profitable entity and business growth will continue in the long run. There is presence of certain degree of risk associated with investing in the securities in the capital market. The potential investors are requested to carefully read the prospectus and understand the business potential of the company before making investment decision.*

bb) Any penalty or action taken by any regulatory authorities for non-compliance with provisions of any law: *It creates a negative impression on the issuer.*

*Management Perception: There were no such penalties or action taken by any regulatory authorities for non-compliance with provisions of any law.*

cc) Litigations against the issuer for Tax and VAT related matters and other government claims, along with the disclosures of amount, period for which such demands or claims are outstanding, financial implications and the status of the case: *It creates a negative impression on the issuer.*

*Management Perception: We did not have any litigation relating to Tax, VAT or other government claims against of our company.*

dd) Registered office or factory building or place of operation is not owned by the issuer: Factory building should be owned by the company. Otherwise, there is risk of hike in factory rent in the years to come and threat of shifting the factory as well.

*Management Perception: Our factory building is owned and corporate is in the factory premises.*

ee) Lack of renewal of existing regulatory permissions/ licenses: In this case company is not following the law to renew its all licenses.

*Management Perception: There is no such issue relating to lack of existing regulatory permissions/licenses.*

ff) Failure in holding AGM or declaring dividend or payment of interest by any listed securities of the issuer or any of its subsidiaries or associates: Failure in holding AGM or declaring dividend indicates the lack of compliance to the regulatory rules. Failure of payment of interest indicate the poor cash generation to the company to pay interest and debt service. The overall impression will be negative for the company.

*Management Perception: There is no incident of failure in holding AGM or declaring dividend or payment of interest by the issuers.*

gg) Issuances of securities at lower than the IPO offer price within one year: The management ultimate goal is to maximize the wealth of the company. If share price goes up, it maximizes wealth of the company. On the other hand, if share price goes down, it minimizes the wealth of the company.

*Management Perception: Eshana Non Woven Fabrics (ind) Ltd. has not issued securities at lower than IPO offer price within one year.*

hh) Refusal of application for public issue of any securities of the issuer or any of its subsidiaries or associates at any time by the Commission: If any refusal happened in the above cases, it will create negative impression to the issuer.

*Management Perception: Such cases did not happen for our company.*

(ii) External risk factors may include among others:

a) Interest Rate Risks: When interest rate fluctuates, it causes interest risk. Companies who have debt financing are exposed to this risk highly.

*Management Perception: The Management of the Company is always aware of the interest rate. If the interest rate increases the cost of the credit fund will increase. At present, business communities are getting loan at single digit, which is almost fixed for couple of*



years. Moreover, we are not highly dependent on credit financing. Hence, interest rate risk is in tolerable limit.

- b) Exchange Rate Risks: Foreign exchange risk or currency risk is a financial risk that exists when a financial transaction is denominated in a currency other than that of the base currency of the company. This risk arises when investment's value changed due to the changes in currency exchange rates.

*Management Perception: Our foreign currency reserve has been hovering around 40 billion. In order to make stable foreign currency rate, Bangladesh Bank always in effort to cool the foreign exchange rate so that garments and textile industries are not affected by foreign exchanges risk. As a result, all industries, who are exposed to foreign currency risk, are in stable position. As for our business, foreign exchange risk lies that we will mitigate through adjusting our product prices.*

- c) Industry Risks: Industry risk is related with the factors affecting the company such as Raw Material, labor, demand of the product, government policy to the sector, competitor's rivalry.

*Management Perception: Eshana Non Woven Fabrics (ind) Ltd. is aware of the above fact. Industry risk is inherent in any kind of business. At the moment, our industry is in favoring position for operating business. As we supply different line of products, mostly daily necessity product, it will diversify our risk.*

- d) Economic and Political risks: This risk can be described as the likelihood that an investment will be affected by macroeconomic conditions such as government regulation, exchange rates, or political stability. In other words, while financing a project, the risk that the output of the project will not produce adequate revenues for covering operating costs and repaying the debt obligations. In a nutshell, economic risk refers to the risk that a venture will be economically unsustainable due to various reasons.

*Management Perception: Bangladesh economy is enjoying 6% plus economic growth though it was hampered in fiscal year 2019-20 due to covid-19. Earlier, our expected economic growth by the government is over 8%. As a result, huge development work is underway by the government. Hence, huge expensive infrastructure has been under construction that will create employment and per capita income is going up as well. As economy is expanding, so is our business viability and profitability.*

Political risks: Bangladesh experienced with political unrest for over the years. Political instability hampers the smooth operation of business.

*Management Perception: Our political situation as of today is calm. Government has been in effort to maintain business friendly situation for over a decade. As a result, all are getting the economic benefit.*

- e) Market and Technology-related Risks;

Market risks: *Eshana Non Woven Fabrics (ind) Ltd.* is operating in a free market economy regime. The company might have to face stiff competition from its competitors.

*Management perception: Market risk is dealt with efficiently by the experienced management.*

Technology-related risks: Technology always plays a vital role for each and every type of business. Innovation of new and cost effective technology can increase productivity and reduce costs of production. On the other hand, obsolete technology may have a negative impact on the business.

Management perception: As a company, we have to keep pace with the latest technological advancement. Management is aware of recent technological developments in manufacturing the products.

- f) Potential or existing government regulations: Potential or existing Govt. regulations may hamper the smooth operation of the industry.

*Management perception: We are enjoying good atmosphere in operating our business. Government regulations are favorable to promote business and employment. Unless any policy change that may negatively and materially affect the industry as a whole, the business of the Company is expected not to be affected significantly.*

- g) Potential or existing changes in global or national policies: Policies from government has a positive or negative impact on any company along with existing changes in globally.

*Management perception: Nowadays global and national policies do not change without prior notice. For potential changes in policies, local and global leaders consider different issues including industries opinion. We are optimistic that if any policies change unpredictably, we can improvise with new policies without hampering our smooth operation. Moreover, the management is always concerned about the prevailing and unforeseen future changes in the global or national policy and equipped them to respond appropriately and timely to safeguard its interest.*

- h) Statutory clearances and approvals those are yet to be received by the issuer: Statutory clearance and approval is imperative for any business to start off. There are many statutory clearances and approvals need from the regulatory authority in order to be monitored, controlled and guided.

*Management Perception: Eshana Non Woven Fabrics (ind) Ltd. has been running its business for long time. The company has collected all the statutory clearance to operate the business. Hence, there are no as such risks for the Company.*

- i) Competitive condition of the business: *Eshana Non Woven Fabrics (ind) Ltd.* is operating in a free market economy. The company has to face stiff competition from its competitors.

*Management Perception: Bangladesh is a densely populated country and labor force are abundant that is conducive for business. As a result, all the companies get benefited with cheap labor cost. As for our business, easy entry into the business is difficult because of heavy investment. The existing competitive position has been managed through quality products, services and strong long-term relationship.*

- j) Complementary and supplementary products/services which may have an impact on business of the issuer: Complementary goods or services that are used in conjunction with another goods or services. Usually, the complementary goods have no value when consumed alone, but when combined with another good or service, it adds to the overall value of the offering. Complementary goods are used together. For example, if we have a car, we also need petrol to run the car.

*Management Perception: The Company has not faced any challenges relating to complementary and supplementary products. Management are concerned with the issue. In future, if necessary, management may diversify the product to be competitive over the competitors.*

## CHAPTER (XXI)

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### DESCRIPTION OF THE ISSUE

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(a) Issue Size: Taka 300,000,000.00

(b) Number of securities to be issued;

The Company will offer 30,000,000 Ordinary Shares.

(c) Authorized capital and paid-up capital;

Particular	Amount in Tk.
Authorized Capital 86,000,000 Ordinary Share of Tk.10.00 each	860,000,000.00
Issued, Subscribed and Paid up Capital Before IPO 55,268,266 Ordinary Shares of Taka 10.00 each	552,682,660.00
Initial Public Offering through Fixed Price Method 30,000,000 Ordinary Shares of Taka 10.00 each	300,000,000.00
Post IPO Paid up Capital	852,682,660.00

(d) Face value, premium and offer price per unit of securities;

Face value per Share	Tk. 10.00 each
Premium	-
Offer Price per Share	Tk. 10.00 each

(e) Number of securities to be entitled for each category of applicants;

Particulars	Allocation (%)	No. of Ordinary Shares	Nominal Value & Issue Price (Tk.)	Issue Amount (Tk.)	
A. Eshana Non Woven Fabrics (ind) Ltd. employees and others	15%	4,500,000	10.00	45,000,000	
B. Remaining Portion dedicated for Eligible Investors & General Public (GP)	85%	25,500,000	10.00	255,000,00	
Total	100%	30,000,000	10.00	300,000,000	
B. Allocation of the Remaining Portion 25,500,000 shares for Eligible Investors & General Public (GP)					
Eligible investors (EI)	EI excluding mutual funds and CIS	20%	5,100,000	10.00	51,000,000
	Mutual Funds and CISs	5%	1,275,000	10.00	12,750,000
General public (GP)	NRB	5%	1,275,000	10.00	12,750,000
	Others	70%	17,850,000	10.00	178,500,00
Total	100%		10.00	255,000,00	

Provided that out of 5% (five percent) quota for mutual funds, asset manager of any Exchange Traded Fund (ETF) shall get 1% (one percent) quota and the rest 4% (four percent) shall be distributed among the mutual funds.

Provided further that in case of under-subscription or non-subscription by asset manager of any Exchange Traded Fund (ETF) for the said 1% (one percent) quota, non-subscribed or under-subscribed portion of securities shall be added to the quota for mutual funds.

Provided further that in case of under-subscription collectively up to 35% (thirty five percent) of a public issue, the unsubscribed portion of securities shall be taken up by the underwriter(s).

Provided further that in case of under-subscription collectively above 35% (thirty five percent), the public issue shall be cancelled.

(f) Holding structure of different classes of securities before and after the issue;

Sl. No.	Category of Shareholders	No. of Ordinary Shares Hold		Percentage of Holding	
		Pre-IPO	Post-IPO	Pre-IPO	Post-IPO
1	Director & Sponsor	35,634,365	35,634,365	64.48%	41.79%
2	Institutional	-	5,100,000	0.00%	5.98%
3	Mutual Funds and CIS	-	1,275,000	0.00%	1.50%
4	Individual	19,633,901	41,983,901	35.52%	49.24%
5	Non Resident Bangladeshis (NRBs)	-	1,275,000	0.00%	1.50%
Total		55,268,266	85,268,266	100.00%	100.00%

(g) Objective of the issue including financing requirements and feasibility in respect of enhanced paid-up capital.

Proceeds from Initial Public Offering (IPO) will be used for acquisition and installation of machineries & equipment; building and other construction; partial loan pay off.

Sl.	Particulars	Amount (BDT)
1	Acquisition and installation of machineries & equipment	151,953,180
2	Building and other construction	54,746,820
3	Partial loan pay off [Rupali Bank Ltd., Shams Building Corporate Branch, Khulna]	79,700,000
Total		286,400,000

Feasibility report is not required by us since we will expand the existing project.

## CHAPTER (XXII)

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### USE OF PROCEEDS

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- (a) Use of net proceeds of the offer indicating the amount to be used for each purpose with head-wise break-up;

Sources of Fund:

Particulars	Amount in BDT
Number of Shares issue under Initial Public Offering (IPO)	30,000,000
Issue price -at par	10
<b>Total Amount</b>	<b>300,000,000</b>

Proceeds from Initial Public Offering (IPO) will be used for acquisition and installation of machineries & equipment; building and other construction; partial loan pay off and for IPO Expenses.

Sl.	Particulars	Amount (BDT)
1	Acquisition and installation of machineries & equipment	151,953,180
2	Building and other construction	54,746,820
3	Partial loan pay off [Rupali Bank Ltd., Shams Building Corporate Branch, Khulna]	79,700,000
4	IPO Expenses (Details breakdown is at page no. 65)	13,600,000
	<b>Total</b>	<b>300,000,000</b>

1) Acquisition and installation of machineries & equipment:

Sl.	Name of Supplier	Country of Origin	Machine Model	Description	Qty (Pcs)	Unit Price in USD	Total Amount in USD	Exchange Rate	Total Amount in BDT
1	Lohia Corp Ltd.	India	Model"lofil 80/8 HT"	Spin-draw-wind line for PP Multifilament Yarn	1	259,000	259,000	111	28,749,000
			Model Nova 62-HF	Circular Loom With Standard Accessories	9	39,000	351,000	111	38,961,000
			Model Nova 8-HF	Circular Loom with standard Accessories	3	69,000	207,000	111	22,977,000
			Model Nova 10-HF	Circular Loom with standard Accessories	3	86,000	258,000	111	28,638,000
				Sea Freight				50,000	111
2	Kristeel Shinwa Industries Limited	India	KEI-96-D/EE, Single Deck, Double Sided	Kriston Two-For-One Twisting Machine for Twisting FDY PPMF yarn	1	57,000	57,000	111	6,327,000
3	Zhuji Meidusha Trading Co. Ltd	China	Model: MT1200	Non Woven Bag Making Machine	1	18,500	18,500	111	2,053,500
			Model: SJ-150	Recycling Machine	1	24,500	24,500	111	2,719,500
				Sea Freight			2,000	111	222,000
Total							1,227,000		136,197,000
Installation & Others expenses			(L/C Commission & Other Charges, Insurance, Other customs related charges C & F Commission and Other Charges, Installation charges, Carrying Charge						15,756,180
Total Cost of Machinery									151,953,180



2) Building and other construction:

Sl.	Particulars	Amount in Tk.
i.	3-Storeyed 2310 sft. per floor (on Foundation of 3-Storeyed) Factory Building (Building Type: RCC Building)	18,661,413
ii.	3-Storeyed 2622 sft. per floor (on Foundation of 3-Storeyed) Factory Building (Building Type: RCC Building)	21,667,174
iii.	3-Storeyed 1742 sft. per floor (on Foundation of 3-Storeyed) Factory Building (Building Type: RCC Building)	14,418,233
Total		54,746,820

i. Details of 3-Storeyed 2310 sft. per floor (on Foundation of 3-Storeyed) Factory Building (Building Type: RCC Building):

Name of work (Civil Work)	Item Name	Size	Quantity			Unit Rate (Tk.)	Amount (Tk.)
<b>Ground Floor</b>							
	M.S Plate	6	mm	8000	kg	95	760000
	Deck Sheet	22	gauge	2310	sft	120	277200
3" C.C --Proportion (1:2:4) & R.C.C Slab 6" with 100% Sylhet Sand & Stone Chips	M.S Rod	10	mm	4,000	kg	95	380,000
		12	mm	3,000	kg	95	285,000
	cement			760	bag	550	418,000
	Sand			1,100	cft	50	55,000
	C.Aggregate	Stone		1,900	cft	210	399,000
1st Floor Beam--Proportion (1:1.5:3) with 100% Sylhet Sand & Stone Chip	M.S Rod	10	mm	1,800	kg	95	171,000
		20	mm	2,300	kg	95	218,500
		16	mm	1,100	kg	95	104,500
	cement			420	bag	550	231,000
	Sand			410	cft	50	20,500
C.Aggregate	3/4 Bolder		1,250	cft	210	262,500	
Boundary Wall & Flat Solling	1st class Brick			17,000	nos	14	238,000
	cement			35	bag	550	19,250
	sand	Plaster		180	cft	50	9,000
Ceiling Plaster, Inner & Outer Plaster	cement			75	bag	550	41,250
	sand			400	cft	75	30,000
Lintel	M.S Rod	8	mm	480	kg	95	45,600
	cement			10	bag	550	5,500
	Sand			20	cft	50	1,000
	C.Aggregate	Khoa		70	cft	210	14,700
						<b>Total</b>	<b>3,986,500</b>

Name of work (Civil Work)	Item Name	Size	Quantity				Unit Rate (Tk.)	Amount (Tk.)
<b>Ground Floor</b>								
	M.S Plate	6	mm	8000		kg	95	760000
	Deck Sheet	22	gauge	2310		sft	120	277200
3" C.C --Proportion (1:2:4) & R.C.C Slab 6" with 100% Sylhet Sand & Stone Chips	M.S Rod	10	mm	4,000		kg	95	380,000
		12	mm	3,000		kg	95	285,000
	cement			760		bag	550	418,000
	Sand			1,100		cft	50	55,000
	C.Aggregate	Stone		1,900		cft	210	399,000
1st Floor Beam--Proportion (1:1.5:3) with 100% Sylhet Sand & Stone Chip	M.S Rod	10	mm	1,800		kg	95	171,000
		20	mm	2,300		kg	95	218,500
		16	mm	1,100		kg	95	104,500
	cement			420		bag	550	231,000
	Sand			410		cft	50	20,500
C.Aggregate	3/4 Bolder		1,250		cft	210	262,500	
Boundary Wall & Flat Solling	1st class Brick			17,000		nos	14	238,000
	cement			35		bag	550	19,250
	sand	Plaster		180		cft	50	9,000
Ceiling Plaster,Inner & Outer Plaster	cement			75		bag	550	41,250
	sand			400		cft	75	30,000
Lintel	M.S Rod	8	mm	480		kg	95	45,600
	cement			10		bag	550	5,500
	Sand			20		cft	50	1,000
	C.Aggregate	Khoa		70		cft	210	14,700
						Total		3,986,500
Name of work (Civil Work)	Item Name	Size	Quantity				Unit Rate (Tk.)	Amount (Tk.)
<b>Ground Floor</b>								
	M.S Plate	6	mm	8000		kg	95	760,000
	Deck Sheet	22	gauge	2310		sft	120	277,200
3" C.C --Proportion (1:2:4) & R.C.C Slab 6" with 100% Sylhet Sand & Stone Chips	M.S Rod	10	mm	4,000		kg	95	380,000
		12	mm	3,000		kg	95	285,000
	cement			760		bag	550	418,000
	Sand			1,100		cft	50	55,000
	C.Aggregate	Stone		1,900		cft	210	399,000

1st Floor Beam--Proportion (1:1.5:3) with 100% Sylhet Sand & Stone Chip	M.S Rod	10	mm	1,800	kg	95	171,000
		20	mm	2,300	kg	95	218,500
		16	mm	1,100	kg	95	104,500
	cement			420	bag	550	231,000
	Sand			410	cft	50	20,500
	C.Aggregate	3/4 Bolder		1,250	cft	210	262,500
Boundary Wall & Flat Solling	1st class Brick			17,000	nos	14	238,000
	cement			35	bag	550	19,250
	sand	Plaster		180	cft	50	9,000
Ceiling Plaster, Inner & Outer Plaster	cement			75	bag	550	41,250
	sand			400	cft	75	30,000
Lintel	M.S Rod	8	mm	480	kg	95	45,600
	cement			10	bag	550	5,500
	Sand			20	cft	50	1,000
	C.Aggregate	Khoa		70	cft	210	14,700
						Total	3,986,500
<b>Roof</b>							
R.C.C Slab 6" Proportion (1:2:4) with 100% Sylhet Sand & Brick Chips	M.S Rod	10	mm	2,800	kg	95	266,000
		12	mm	2,000	kg	95	190,000
	cement			270	bag	550	148,500
	Sand			700	cft	50	35,000
C.Aggregate	Khoa		1,400	cft	210	294,000	
Column 3', Stair Column -Proportion (1:1.5:3) with 100% Sylhet Sand & Stone Chip	M.S Rod	10	mm	300	kg	95	28,500
		16	mm	850	kg	95	80,750
	cement			20	bag	550	11,000
	Sand			32	cft	50	1,600
stone			65	cft	210	13,650	
Foam Concrete On Roof				3,200	sft	210	672,000
Brick Work (Parapet Wall)	1st class Brick			2,800	nos	14	39,200
	cement			13	bag	550	7,150
	sand			70	cft	50	3,500
Over Head Tank & Stair Slab 5" Proportion (1:2:4) with 100% Sylhet Sand & Brick Chips	M.S Rod	10	mm	1,750	kg	95	166,250
		12	mm	1,100	kg	95	104,500
	cement			70	bag	550	38,500
	Sand			180	cft	50	9,000
C.Aggregate	Khoa		350	cft	210	73,500	

						Total	2,182,600
*Tiles, Marble/ Granite work & other finishing works (Details are attach below)							1,400,000
*Plumbnig/Sanitary Works Including Labour Cost							249,400
*Paint Works							428,000
*Doors (By Processed Wood like gamari/ segun/ meheguni & plastic door for toilet )							142,330
SS Stair Railing				178	sft	750	133,583
Window Thai Glass With Mosquite Net				1,200	sft	350	420,000
Grill				1,200	sft	150	180,000
Sub-Total							2,953,313
Site Engineer & Care Taker Salary	Civil	Engr.=20000,C. Taker=10000			6 Month		180,000
Labour Cost	Civil		6,930	sft	200		1,386,000
Sub-Total							1,566,000
Total Cost of Construction							18,661,413

ii. Details of 3-Storeyed 2622 sft. per floor (on Foundation of 3-Storeyed) Factory Building (Building Type: RCC Building):

Name of work (Civil Work)		Item Name	Size	Quantity			Unit Rate (Tk.)	Amount (Tk.)
<b>Ground Floor</b>								
		M.S Plate	6	mm	10000	kg	95	950,000
		Deck Sheet	22	gauge	2622	sft	120	314,640
3" C.C --Proportion (1:2:4) & R.C.C Slab 6" with 100% Sylhet Sand & Stone Chips		M.S Rod	10	mm	5,000	kg	95	475,000
			12	mm	4,000	kg	95	380,000
		cement			840	bag	550	462,000
		Sand			1,125	cft	50	56,250
		C.Aggregate	Stone		2,100	cft	210	441,000
1st Floor Beam--Proportion (1:1.5:3) with 100% Sylhet Sand & Stone Chip		M.S Rod	10	mm	2,145	kg	95	203,775
			20	mm	2,200	kg	95	209,000
			16	mm	1,200	kg	95	114,000
		cement			450	bag	550	247,500
		Sand			410	cft	50	20,500
C.Aggregate	3/4 Bolder		1,500	cft	210	315,000		
Boundary Wall & Flat Solling		1st class Brick			20,000	nos	14	280,000
		cement			40	bag	550	22,000
		sand	Plaster		200	cft	50	10,000
Ceiling Plaster,Inner & Outer Plaster		cement			85	bag	550	46,750
		sand			427	cft	75	32,025
Lintel		M.S Rod	8	mm	500	kg	95	47,500
			cement			12	bag	550
		Sand			25	cft	50	1,250
		C.Aggregate	Khoa		78	cft	210	16,380
							<b>Total</b>	<b>4,651,170</b>
<b>First Floor</b>								
Name of work (Civil Work)		Item Name	Size	Quantity			Unit Rate (Tk.)	Amount (Tk.)
		M.S Plate	6	mm	10000	kg	95	950,000
		Deck Sheet	22	gauge	2622	sft	120	314,640
3" C.C --Proportion (1:2:4) & R.C.C Slab 6" with 100%		M.S Rod	10	mm	5,000	kg	95	475,000
			12	mm	4,000	kg	95	380,000

Sylhet Sand & Stone Chips	cement			840	bag	550	462,000
	Sand			1,125	cft	50	56,250
	C.Aggregate	Stone		2,100	cft	210	441,000
1st Floor Beam--Proportion (1:1.5:3) with 100% Sylhet Sand & Stone Chip	M.S Rod	10	mm	2,145	kg	95	203,775
		20	mm	2,200	kg	95	209,000
		16	mm	1,200	kg	95	114,000
	cement			450	bag	550	247,500
	Sand			410	cft	50	20,500
	C.Aggregate	3/4 Bolder		1,500	cft	210	315,000
Boundary Wall & Flat Solling	1st class Brick			20,000	nos	14	280,000
	cement			40	bag	550	22,000
	sand	Plaster		200	cft	50	10,000
Ceiling Plaster, Inner & Outer Plaster	cement			85	bag	550	46,750
	sand			427	cft	75	32,025
Lintel	M.S Rod	8	mm	500	kg	95	47,500
	cement			12	bag	550	6,600
	Sand			25	cft	50	1,250
	C.Aggregate	Khoa		78	cft	210	16,380
						Total	4,651,170

Name of work (Civil Work)		Item Name	Size	Quantity			Unit Rate (Tk.)	Amount (Tk.)
Second Floor								
		M.S Plate	6	mm	10000	kg	95	950,000
		Deck Sheet	22	gauge	2622	sft	120	314,640
3" C.C --Proportion (1:2:4) & R.C.C Slab 6" with 100% Sylhet Sand & Stone Chips	M.S Rod	10	mm	5,000	kg	95	475,000	
		12	mm	4,000	kg	95	380,000	
	cement			840	bag	550	462,000	
	Sand			1,125	cft	50	56,250	
	C.Aggregate	Stone		2,100	cft	210	441,000	
1st Floor Beam--Proportion (1:1.5:3) with 100% Sylhet Sand & Stone Chip	M.S Rod	10	mm	2,145	kg	95	203,775	
		20	mm	2,200	kg	95	209,000	
		16	mm	1,200	kg	95	114,000	
	cement			450	bag	550	247,500	
	Sand			410	cft	50	20,500	
	C.Aggregate	3/4 Bolder		1,500	cft	210	315,000	

Boundary Wall & Flat Solling	1st class Brick			20,000	nos	14	280,000
	cement			40	bag	550	22,000
	sand	Plaster		200	cft	50	10,000
Ceiling Plaster, Inner & Outer Plaster	cement			85	bag	550	46,750
	sand			427	cft	75	32,025
Lintel	M.S Rod	8	mm	500	kg	95	47,500
	cement			12	bag	550	6,600
	Sand			25	cft	50	1,250
	C.Aggregate	Khoa		78	cft	210	16,380
						Total	4,651,170
<b>Roof</b>							
R.C.C Slab 6" Proportion (1:2:4) with 100% Sylhet Sand & Brick Chips	M.S Rod	10	mm	3,400	kg	95	323,000
		12	mm	2,300	kg	95	218,500
	cement			300	bag	550	165,000
	Sand			750	cft	50	37,500
	C.Aggregate	Khoa		1,500	cft	210	315,000
Column 3', Stair Column - Proportion (1:1.5:3) with 100% Sylhet Sand & Stone Chip	M.S Rod	10	mm	320	kg	95	30,400
		16	mm	900	kg	95	85,500
	cement			20	bag	550	11,000
	Sand			35	cft	50	1,750
	stone			70	cft	210	14,700
Foam Concrete on Roof				3,657	sft	210	767,970
Brick Work (Parapet Wall)	1st class Brick			3,000	nos	14	42,000
	cement			13	bag	550	7,150
	sand			70	cft	50	3,500
Over Head Tank & Stair Slab 5" Proportion (1:2:4) with 100% Sylhet Sand & Brick Chips	M.S Rod	10	mm	1,800	kg	95	171,000
		12	mm	1,200	kg	95	114,000
	cement			80	bag	550	44,000
	Sand			200	cft	50	10,000
	C.Aggregate	Khoa		400	cft	210	84,000
						Total	2,445,970
*Tiles, Marble/ Granite work & other finishing works (Details are attach below)							1,648,854
*Plumbnig/Sanitary Works Including Labour Cost							260,565

*Paint Works							528,912
*Doors (By Processed Wood like gamari/ segun/ meheguni & plastic door for toilet)							142,330
SS Stair Railing				245	sft	750	183,833
Window Thai Glass With Mosquite Net				1,440	sft	350	504,000
Grill				1,440	sft	150	216,000
Sub-Total							3,484,494
Site Engineer & Care Taker Salary	Civil			Engr.=20000,C. Taker=10000		7 Month	210,000
Labour Cost	Civil			7,866	sft	200	1,573,200
Sub-Total							1,783,200
Total Cost of Construction							21,667,174



iii. Details of 3-Storeyed 1742 sft. per floor (on Foundation of 3-Storeyed) Factory Building (Building Type: RCC Building):

Name of work (Civil Work)		Item Name	Size	Quantity			Unit Rate (Tk.)	Amount (Tk.)
<b>Ground Floor</b>								
3" C.C --Proportion (1:2:4) & R.C.C Slab 6" with 100% Sylhet Sand & Stone Chips	M.S Plate	6	mm	6,000	kg	95	570,000	
	Deck Sheet	22	gauge	1,742	sft	120	209,040	
	M.S Rod	10	mm	2,600	kg	95	247,000	
		12	mm	2,400	kg	95	228,000	
	cement			600	bag	550	330,000	
	Sand			900	cft	50	45,000	
	C.Aggregate	Stone		1,600	cft	210	336,000	
1st Floor Beam--Proportion (1:1.5:3) with 100% Sylhet Sand & Stone Chip	M.S Rod	10	mm	1,200	kg	95	114,000	
		20	mm	1,700	kg	95	161,500	
		16	mm	800	kg	95	76,000	
	cement			400	bag	550	220,000	
	Sand			400	cft	50	20,000	
	C.Aggregate	3/4 Bolder		1,150	cft	210	241,500	
Boundary Wall & Flat Soling	1st class Brick			12,000	nos	14	168,000	
	cement			35	bag	550	19,250	
	sand	Plaster		170	cft	50	8,500	
Ceiling Plaster,Inner & Outer Plaster	cement			70	bag	550	38,500	
	sand			350	cft	75	26,250	
Lintel	M.S Rod	8	mm	400	kg	95	38,000	
	cement			8	bag	550	4,400	
	Sand			18	cft	50	900	
	C.Aggregate	Khoa		65	cft	210	13,650	
						<b>Total</b>	<b>3,115,490</b>	
<b>Ground Floor</b>								
Name of work (Civil Work)		Item Name	Size	Quantity			Unit Rate (Tk.)	Amount (Tk.)
<b>Ground Floor</b>								
		M.S Plate	6	mm	6000	kg	95	570,000
		Deck Sheet	22	gauge	1742	sft	120	209,040
3" C.C --Proportion (1:2:4) & R.C.C Slab 6" with 100% Sylhet Sand &		M.S Rod	10	mm	2,600	kg	95	247,000
			12	mm	2,400	kg	95	228,000

Stone Chips	cement			600	bag	550	330,000
	Sand			900	cft	50	45,000
	C.Aggregate	Stone		1,600	cft	210	336,000
1st Floor Beam--Proportion (1:1.5:3) with 100% Sylhet Sand & Stone Chip	M.S Rod	10	mm	1,200	kg	95	114,000
		20	mm	1,700	kg	95	161,500
		16	mm	800	kg	95	76,000
	cement			400	bag	550	220,000
	Sand			400	cft	50	20,000
	C.Aggregate	3/4 Bolder		1,150	cft	210	241,500
Boundary Wall & Flat Soling	1st class Brick			12,000	nos	14	168,000
	cement			35	bag	550	19,250
	sand	Plaster		170	cft	50	8,500
Ceiling Plaster, Inner & Outer Plaster	cement			70	bag	550	38,500
	sand			350	cft	75	26,250
Lintel	M.S Rod	8	mm	400	kg	95	38,000
	cement			8	bag	550	4,400
	Sand			18	cft	50	900
	C.Aggregate	Khoa		65	cft	210	13,650
						Total	3,115,490

Name of work (Civil Work)	Item Name	Size	Quantity			Unit Rate (Tk.)	Amount (Tk.)
<b>Ground Floor</b>							
3" C.C --Proportion (1:2:4) & R.C.C Slab 6" with 100% Sylhet Sand & Stone Chips	M.S Plate	6	mm	6000	kg	95	570000
	Deck Sheet	22	gauge	1742	sft	120	209040
	M.S Rod	10	mm	2,600	kg	95	247,000
		12	mm	2,400	kg	95	228,000
	cement			600	bag	550	330,000
	Sand			900	cft	50	45,000
	C. Aggregate	Stone		1,600	cft	210	336,000
1st Floor Beam--Proportion (1:1.5:3) with 100% Sylhet Sand & Stone Chip	M.S Rod	10	mm	1,200	kg	95	114,000
		20	mm	1,700	kg	95	161,500
		16	mm	800	kg	95	76,000
	cement			400	bag	550	220,000
	Sand			400	cft	50	20,000
	C. Aggregate	3/4 Bolder		1,150	cft	210	241,500

Boundary Wall & Flat Solling	1st class Brick			12,000	nos	14	168,000
	cement			35	bag	550	19,250
	sand	Plaster		170	cft	50	8,500
Ceiling Plaster, Inner & Outer Plaster	cement			70	bag	550	38,500
	sand			350	cft	75	26,250
Lintel	M.S Rod	8	mm	400	kg	95	38,000
	cement			8	bag	550	4,400
	Sand			18	cft	50	900
	C.Aggregate	Khoa		65	cft	210	13,650
						Total	3,115,490
<b>Roof</b>							
R.C.C Slab 6" Proportion (1:2:4) with 100% Sylhet Sand & Brick Chips	M.S Rod	10	mm	1,500	kg	95	142,500
		12	mm	1,000	kg	95	95,000
	cement			200	bag	550	110,000
	Sand			400	cft	50	20,000
	C.Aggregate	Khoa		900	cft	210	189,000
Column 3', Stair Column - Proportion (1:1.5:3) with 100% Sylhet Sand & Stone Chip	M.S Rod	10	mm	250	kg	95	23,750
		16	mm	800	kg	95	76,000
	cement			20	bag	550	11,000
	Sand			32	cft	50	1,600
	stone			65	cft	210	13,650
Foam Concrete On Roof				1,700	sft	210	357,000
Brick Work (Parapet Wall)	1st class Brick			2,400	nos	14	33,600
	cement			13	bag	550	7,150
	sand			70	cft	50	3,500
Over Head Tank & Stair Slab 5" Proportion (1:2:4) with 100% Sylhet Sand & Brick Chips	M.S Rod	10	mm	1,200	kg	95	114,000
		12	mm	900	kg	95	85,500
	cement			70	bag	550	38,500
	Sand			170	cft	50	8,500
	C.Aggregate	Khoa		300	cft	210	63,000
						Total	1,393,250
*Tiles, Marble/ Granite work & other finishing works (Details are attach below)							1,200,000
*Plumbnig/Sanitary Works Including Labour Cost							249,400

*Paint Works							328,000
*Doors (By Processed Wood like gamari/ segun/ meheguni & plastic door for toilet)							142,330
SS Stair Railing				178	sft	750	133,583
Window Thai Glass With Mosquite Net				800	sft	350	280,000
Grill				800	sft	150	120,000
Sub-Total							2,453,313
Site Engineer & Care Taker Salary	Civil			Engr.=20000, C. Taker=10000		6 Month	180,000
Labour Cost	Civil			5,226	sft	200	1,045,200
Sub-Total							1,225,200
Total Cost of Construction							14,418,233

- (b) Utilization of the total amount of paid-up capital and share premium, if any, including the sponsors' contribution and capital raised of the issuer at the time of submission of prospectus, in details with indication of use of such funds in the financial statements;

Tk. 1,500,000.00 (Taka Fifteen Lac), Tk. 3,000,000.00 (Taka Thirty Lac), Tk. 335,560,500.00 (Taka Thirty-Three Crore Fifty-Five Lac Sixty Thousand Five Hundred), Tk. 85,080,000.00 (Taka Eight Crore Fifty Lac Eighty Thousand) and Tk. 127,542,160.00 (Taka Twelve Crore Seventy-Five Lac Forty-Two Thousand One Hundred Sixty) totaling Tk. 552,682,660.00 (Taka Fifty-Five Crore Twenty Six Lac Eighty Thousand Six Hundred Sixty) has been raised prior to the public issue on dated 11-Apr-13, 12-Jun-13, 8-Feb-20, 6-May-20 and 30-Dec-21 respectively. The last allotment was through bonus share of Tk. 127,542,160.00 and rest of Tk. 425,140,500.00 was used for the Company and their indication of use in the financial statements are as follows:

Accounting Year	Items	Amount in BDT	Reflected in Cash Flows
30-Jun-2013	Fixed Assets	28,80,000	In the statement of Cash Flows, this amount is included as cash paid to acquisition of Property, Plant and Equipment, others in the head of Operating Activities & Investing Activities.
	Preliminary Expenses	1,98,095	
30-Jun-2014	Fixed Assets	6,51,571	In the statement of Cash Flows, this amount is included as cash paid to employees, suppliers, Cash paid for Capital Work in Progress in the head of Operating Activities & Investing Activities.
	Working Capital	49,805	
30-Jun-2015	Fixed Assets	55,82,529	In the statement of Cash Flows, this amount is included as cash paid to acquisition of Property, Plant and Equipment, Capital Work in Progress in the head of Investing Activities.
30-Jun-2016	Fixed Assets	2,81,17,466	In the statement of Cash Flows, this amount is included as cash paid to acquisition of Property, Plant and Equipment, Capital Work in Progress, suppliers under the head of Cash flows from Operating Activities & investing activities.
	Working Capital	62,415	
30-Jun-2017	Fixed Assets	1,03,85,738	In the statement of Cash Flows, this amount is included as cash paid to acquisition of Property, Plant and Equipment, Capital Work in Progress, suppliers under the head of Cash flows from Operating Activities & investing activities.
	Working Capital	12,24,90,340	
30-Jun-2018	Working Capital	7,49,92,541	In the statement of Cash Flows, this amount is included as cash paid to Suppliers under the head of Operating Activities.
30-Jun-2019	Fixed Assets	41,57,526	In the statement of Cash Flows, this amount is included as cash paid to Suppliers, cash paid to Long Term Borrowings, Short Term Borrowings, Cash paid for acquisition of Property, Plant and Equipment and Capital Working Progress under the head of Operating Activities, Investing Activities and Financing Activities.
	Bank Loan Paid	70,00,000	
	Working Capital	8,34,92,474	
30-Jun-2020	Fixed Assets	38,50,000	In the statement of Cash Flows, this amount is included as cash paid to Short Term Borrowings, Cash paid for acquisition of Property, Plant and Equipment and Capital Working Progress under the head of Operating Activities, Investing Activities and Financing Activities.
	Working Capital	8,12,30,000	
Total		425,140,500	

- (c) If one of the objects is an investment in a joint venture, a subsidiary, an associate or any acquisition, details of the form of investment, nature of benefit expected to accrue to the issuer as a result of the investment, brief description of business and financials of such venture;

The Company has no objects to investment in such type of ventures by using Use of IPO proceeds.

- (d) If IPO proceeds are not sufficient to complete the project, then source of additional fund must be mentioned. In this connection, copies of contract to meet the additional funds are required to be submitted to the Commission. The means and source of financing, including details of bridge loan or other financial arrangement, which may be repaid from the proceeds of the issue along with utilization of such funds;

IPO proceeds are sufficient to complete the project.

- (e) A schedule mentioning the stages of implementation and utilization of funds received through public offer in a tabular form, progress made so far, giving details of land acquisition, civil works, installation of plant and machinery, the approximate date of completion of the project and the projected date of full commercial operation etc. The schedule shall be signed by the Chief Executive Officer or Managing Director, Chief Financial Officer and Chairman on behalf of Board of Directors of the issuer;

Sl. No.	Projects	Progress made so Far	Approximate date of Completion of the projects	Projected date of full commercial operation
1	Land Acquisition	No land is required to be acquired	-	-
2	Acquisition and installation of machineries & equipment	After receiving of IPO fund	Within 18 months after receiving IPO fund	Within 3 months of the completion of the project
3	Building and other construction	Building and other construction will be started after receiving of IPO fund		
4	Partial loan pay off	After receiving of IPO fund		

Sd/-  
Md. Maftun Haque  
Managing Director

Sd/-  
Md. Shohel Ahamed  
Chief Financial Officer

Sd/-  
Mrs. Salma Akter  
Chairman,

On behalf of Board

- (f) If there are contracts covering any of the activities of the issuer for which the proceeds of sale of securities are to be used, such as contracts for the purchase of land or contracts for the construction of buildings, the issuer shall disclose the terms of such contracts, and copies of the contracts shall be enclosed as annexure to the prospectus;

There is no such contract yet to be engaged by the Company.

- (g) If one of the objects of the issue is utilization of the issue proceeds for working capital, basis of estimation of working capital requirement along with the relevant assumptions, reasons for raising additional working capital substantiating the same with relevant facts and figures and also the reasons for financing short with long term investments and an item-wise break-up of last three years working capital and next two years projection;

No objects of the issue are utilization of the issue proceeds for working capital.

- (h) Where the issuer proposes to undertake one or more activities like diversification, modernization, expansion, etc., the total project cost activity-wise or project-wise, as the case may be;

The Company has planned to expand its existing projects by acquiring and installing of machineries & equipment; building and other construction; partial loan pay off, which have been mentioned in Use of IPO proceeds and projects Implementation schedule.

- (i) Where the issuer is implementing the project in a phased manner, the cost of each phase, including the phases, if any, which have already been implemented;

The Company has planned to implement to the existing projects by using IPO proceeds after receiving the funds, which have been mentioned in Use of IPO proceeds and projects Implementation schedule.

- (j) The details of all existing or anticipated material transactions in relation to utilization of the issue proceeds or project cost with sponsors, directors, key management personnel, associates and group companies;

There is no existing or anticipated material transaction in relation to utilization of the issue proceeds or project cost with sponsors, directors, key management personnel, associates and group companies.

- (k) Summary of the project appraisal or feasibility report by the relevant professionals not connected with the issuer, issue manager and registrar to the issue with cost of the project and means of finance, weaknesses and threats, if any, as given in the appraisal or feasibility report.

Feasibility report is not required by us since we will expand the existing project.

# CHAPTER (XXIII)

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## LOCK-IN

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(i) Ordinary shares of the issuer, at the time of according consent to the public issue, shall be subject to lock-in, from the first trading day at the exchange in the following manner:

- (a) shares held by sponsors, directors and shareholders holding 10% (ten percent) or more, for 03 (three) years;
- (b) in case, any existing sponsor or director of the issuer transfers any share to any person, those transferred shares, for 03 (three) years;
- (c) shares allotted to any person, before 4 (four) years or more of according consent to the public issue, other than the persons mentioned in clause (a) and (b), for 01 (one) year;
- (d) shares held by alternative investment funds, for 01 (one) year;
- (e) shares held by any person, other than the shares mentioned in clause (a), (b), (c) and (d) above, for 02 (two) years.

(ii) The following table indicates the Lock-In status of the shareholders of Eshana Non Woven Fabrics (ind) Ltd.:

Sl.	Name of the Shareholders	Position	BO IDs	Number of Shares			Total Number of Shares	Pre IPO %
				Lock-in period				
				3 Yrs.	2 Yrs.	1 Yr.		
1	Md. Maftun Haque	Managing Director	1201900075673757	23,898,485	-	-	23,898,485	43.24%
2	Salma Akter Lipi	Chairman	1201900075673765	6,600,880	-	-	6,600,880	11.94%
3	Md. Matiar Rahman	Director	1201900075673770	2,587,000	-	-	2,587,000	4.68%
4	Mst. Siuli Begum	Director	1201900075673791	2,548,000	-	-	2,548,000	4.61%
5	Mehrin Afroz Eshana	Shareholder	1201900075673781	-	6,553,399	-	6,553,399	11.86%
6	Md. Kamal Hossain	Shareholder	1606060076233591	-	240,500	-	240,500	0.44%
7	Md. Rafiqul Islam Bhuiyaan	Shareholder	1606060068905263	-	130,000	-	130,000	0.24%
8	Md. Momin Uddin Mozumder	Shareholder	1605640068339949	-	1,780,001	-	1,780,001	3.22%
9	Muhammad Maksudul Haque	Shareholder	1204030071798239	-	2,000,001	-	2,000,001	3.62%
10	Md. Abdur Rashid	Shareholder	1606060068889215	-	130,000	-	130,000	0.24%
11	Tahamina Akter	Shareholder	1201480068066614	-	750,001	-	750,001	1.36%
12	Sabiha Ahmed	Shareholder	1201480073664180	-	100,000	-	100,000	0.18%
13	Kaniz Fatema	Shareholder	1201480073664239	-	100,000	-	100,000	0.18%
14	Ful Rani Das	Shareholder	1204460015413718	-	300,000	-	300,000	0.54%
15	S. M. Zahid Bin Faruque	Shareholder	1201480064561018	-	1,300,000	-	1,300,000	2.35%
16	Most. Nayma Anjuman Akhi	Shareholder	1201480067987863	-	650,000	-	650,000	1.18%
17	Sajib Kumar Saha	Shareholder	1205000075514117	-	100,000	-	100,000	0.18%
18	M.H Shohag	Shareholder	1204780067476408	-	100,000	-	100,000	0.18%
19	Md. Tofayel Ahmmed	Shareholder	1605170075663031	-	339,999	-	339,999	0.62%
20	Nusrat Jahan Moutuse	Shareholder	1606060075504425	-	260,000	-	260,000	0.47%
21	Amima Sazneen	Shareholder	1204910042670549	-	100,000	-	100,000	0.18%

22	Md. Sabbir Ahmed	Shareholder	1202240058948546	-	50,000	-	50,000	0.09%	
23	Kazi Api	Shareholder	1201480068129457	-	2,300,000	-	2,300,000	4.16%	
24	Rehan Uddin	Shareholder	1606060068017481	-	100,000	-	100,000	0.18%	
25	Nurjahan	Shareholder	1201480064786866	-	750,000	-	750,000	1.36%	
26	Asif Iqbal Chowdhury	Shareholder	1202550062704401	-	750,000	-	750,000	1.36%	
27	A.S.M. Maksud Kamal	Shareholder	1206250076139055	-	250,000	-	250,000	0.45%	
28	Md. Moallem Hossain	Shareholder	1203570059189617	-	250,000	-	250,000	0.45%	
29	Mohammad Ali Mia	Shareholder	1206350075494890	-	250,000	-	250,000	0.45%	
Total					35,634,365	17,383,901	-	55,268,266	100.00%

## CHAPTER (XXIV)

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### MARKETS FOR THE SECURITIES BEING OFFERED

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## Stock Exchanges:

The issuer shall apply to all the relevant exchanges in Bangladesh within seven working days from the date of consent for public offer accorded by the Commission.



Dhaka Stock Exchange Limited (DSE)  
9/F, Motijheel C/A, Dhaka-1000; and



Chittagong Stock Exchange Limited (CSE)  
CSE Building, 1080 Sheikh Mujib Road, Chittagong.

## Declaration about Listing of Shares with Stock Exchanges:

None of the Stock Exchanges, if for any reason, grant listing within 75 days from the closure of subscription, any allotment in terms of this prospectus shall be void and the Company shall refund the subscription money within fifteen days from the date of refusal for listing by the stock exchange, or from the date of expiry of the said 75 (seventy-five) days, as the case may be.

In case of non-refund of the subscription money within the aforesaid fifteen days, the Company directors, in addition to the issuer company, shall be collectively and severally liable for refund of the subscription money, with interest at the rate of 2% (two percent) per month above the bank rate, to the subscribers concerned.

The issue managers, in addition to the issuer Company, shall ensure due compliance of the above mentioned conditions and shall submit compliance report thereon to the Commission within seven days of expiry of the aforesaid fifteen days' time period allowed for refund of the subscription money.

## Trading and Settlement;

Trading and Settlement Regulation of the stock exchanges will apply in respect of trading and settlement of the shares of the Company.

THE ISSUE SHALL BE PLACED IN "N" CATEGORY

## CHAPTER (XXV)

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### DESCRIPTION OF SECURITIES OUTSTANDING OR BEING OFFERED

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All types of securities outstanding or being offered with date or proposed date of such issue and to whom those are offered, number of securities and issue or offer price along with the following information:

(a) Dividend, voting and preemption rights;

The Share Capital of the company is divided into Ordinary Shares, carrying equal rights to vote and receive dividend in terms of the relevant provisions of the Companies Act 1994 and the Articles of Association of the company. All Shareholders shall have the usual voting rights in person or by proxy in connection with, among others, election of Directors & Auditors and other usual agenda of General Meeting – Ordinary or Extra-ordinary. On a show of hand, every shareholder presents in person and every duly authorized representative of a shareholder present at a General Meeting shall have one vote and on a poll every shareholder present or by proxy shall have one vote for every share held by him or her.

In case of any additional issue of shares for raising further capital the existing shareholders shall be entitled to Right Issue of shares in terms of the guidelines issued by the BSEC from time to time.

(b) Conversion and liquidation rights;

In terms of provisions of the Companies Act 1994, Articles of Association of the Company and other relevant rules in force, the shares of the Company are freely transferable. The Company shall not charge any fee for registering transfer of shares. No transfer shall be made to a firm, an infant or person of unsound mind.

(c) Dividend policy;

- i. The profit of the Company, subject to any special right relating thereto created or authorized to be created by the Memorandum and subject to the provisions of the Articles of Association, shall be divisible among the members in proportion to the amount of capital paid-up on the shares held by them respectively.
- ii. No large dividend shall be declared than is recommended by the Directors, but the Company in its General Meeting may declare a smaller dividend. The declaration of Directors as to the amount of Net profit of the Company shall be conclusive.
- iii. No dividend shall be payable except out of the profits of the Company or any other undistributed profits. Dividend shall not carry interest as against the Company.
- iv. The Directors may from time to time pay the members such interim dividend as in their judgment the financial position of the Company may justify.
- v. A transfer of shares shall not pass the right to any dividend declared thereon before the registration of transfer.
- vi. No limitation in payment of dividend is stipulated in any debt instrument or otherwise.

(d) Other rights of the securities holders;

In terms of the provisions of the Companies Act 1994, Articles of Association of the Company and other relevant rules in force, the shares of the Company are transferable. The Company shall not charge any fee, other than Government duties for registering transfer of shares. No transfer shall be made to a minor or person of unsound mind.

The Directors shall present the financial statements as required under the law & International Accounting Standard. Financial statements will be prepared in accordance with the International Accounting Standards consistently applied throughout the subsequent periods and present with the objective of providing maximum disclosure as per law and International Accounting Standard to the shareholders regarding the financial and operational position of the company. The shareholders shall have the right to receive all periodical statement and reports, audited as well as un audited, published by the company from time to time.

The shareholder holding minimum of 10% shares of paid-up capital of the company shall have the right to requisition extra ordinary General Meeting of the company as provided for the section 84 of the Companies Act 1994.

# CHAPTER (XXVI)

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## FINANCIAL STATEMENTS

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- (a) The latest financial statements prepared and audited by any of the Commission's panel of auditors in adherence to the provisions of the Securities and Exchange Rules, 1987, the কোম্পানি আইন, ১৯৯৪, International Financial Reporting and Auditing Standards as adopted in Bangladesh from time to time and any other law as applicable;

Independent Auditors' Report  
To the Shareholders of  
ESHANA NON WOVEN FABRICS (ind) LTD.  
Report on the Audit of the Financial Statements.

**Opinion**

We have audited the Financial Statements of ESHANA NON WOVEN FABRICS (ind) LTD. which comprise the Statement of Financial Position as at June 30, 2023, and Statement of Profit or Loss & Other Comprehensive Income, Statement of Changes in Equity and Statement of Cash Flows for the year then ended, and notes to the Financial Statements, including a summary of significant accounting policies and other explanatory information.

In our opinion, the accompanying Financial Statements give true and fair view, in all material respects, of the Financial Position of the company as at June 30, 2023, and its financial performance and its cash flows for the year then ended in accordance with International Financial Reporting Standards (IFRS), The Companies Act 1994, The Securities and Exchange Rules 2020 and other applicable laws and regulations.

**Basis for Opinion**

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

**Key Audit Matters**

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

Risk	Revenue Recognition
<p><b>Our response to the risk</b></p> <p>We identified revenue recognition as key audit matter and a significant risk of material misstatement because of the risk related to the timing and accuracy of the recognized amounts of revenue. The total revenue generated for the year ended was Taka 1,601,457,373/-</p> <p>There is also a risk that revenue may be overstated /understated due to the timing differences.</p>	<p>➤ Our audit procedures comprised the testing of internal controls in connection with the revenue recognition including the application controls in the most important IT applications impacting the financial reporting. We performed analytical procedures that focused on analyzing the development of turnover. In addition, we performed audit procedures such as compared revenue transactions near year end to the supporting documentation, analyzed general ledger journal entries in order to identify abnormal entries as well as compared trade receivables to the payments received.</p>

<p>We focused on this area as recognition of revenue involves significant judgment and estimates made by management including whether contracts contain multiple performance obligations which should be accounted for separately and the most appropriate method for recognition of revenue for identified performance obligations. This comprises allocation of consideration to the individual performance obligations of multi-element contracts as noted above, assessing whether performance obligations under supply and installation contracts are satisfied at a point in time or over time.</p>	<ul style="list-style-type: none"> <li>➤ We tested the relevant internal controls used to ensure the completeness, accuracy and timing of revenue recognized.</li> <li>➤ We read a sample of contracts to assess whether the method for recognition of revenue was relevant and consistent with IFRS-15 and had been applied consistently. We focused on contract classification, allocation of income and cost to the individual performance obligations and timing of transfer of controls. Where a contract contained multiple elements, we considered Management's judgments as to whether they comprised performance obligations that should be accounted for separately and in such cases, challenged the judgments made in the allocation of the consideration to each performance obligation.</li> </ul>
<p><i>Please see to the Statement of profit or loss &amp; other Comprehensive Income.</i></p>	
<p><b>Valuation of Inventory</b></p>	
<p>As at June 30, 2023 the reported amount of inventory is Tk. 479,294,728/- held in warehouse.</p> <p>On the reporting date, inventories are carried at the lower of cost and net realizable value. As such, the companies apply judgment in determining the appropriate values of inventory in accordance with International Accounting Standards.</p> <p>Considering the risk as stated above the valuation of Inventory is a key audit matter to the Financial Statements.</p>	<p>We verified the appropriateness of, management's assumptions applied in calculating the value of the inventory as per International Accounting Standard (IAS) by:</p> <ul style="list-style-type: none"> <li>➤ Evaluating the design and implementation of key inventory controls operating across the factory, warehouse</li> <li>➤ We have collected inventory count data sheet and relevant certification of inventories which indicates inventory items were maintained in good condition and maintaining all compliances.</li> <li>➤ Reviewing the historical accuracy of inventory provisioning and the level of inventory write-offs during the year</li> <li>➤ Obtaining a detailed review with the subsequent sales to compare with the net realizable value.</li> </ul>
<p><i>Please see note no. 07 to the Financial Statements</i></p>	
<p><b>Valuation of Tangible Fixed Assets</b></p>	
<p>The carrying value of the tangible fixed assets is Tk. 946,895,025/- as at June 30, 2023. The valuation of tangible fixed assets was identified as a key audit matter due to significance of this balance to the Financial Statements.</p> <p>The expenditures are classified as an asset, if it is probable that the future economic benefits associated with the item will flow to the entity and the cost of the item can be measured reliably.</p> <p>The useful lives of tangible fixed assets items are based on management's estimates regarding the period over which an asset is</p>	<p>Our audit included the following procedures:</p> <ul style="list-style-type: none"> <li>➤ We assessed whether the accounting policies in relation to the capitalization of expenditures are in compliance with IASs and found them to be consistent.</li> <li>➤ We obtained a listing of capital expenditures incurred during the year and, on a sample basis, checked whether the items were procured during the year.</li> <li>➤ We evaluated whether the useful lives determined and applied by the management were in line with the nature of assets, the physical condition of the assets and its uses.</li> <li>➤ We checked whether the depreciation of tangible fixed assets items was commenced</li> </ul>

<p>expected to be available for use. The estimates of the useful life of the assets is a matter of judgments based on the experience of the entity with similar assets and also take into consideration the physical condition of the assets.</p>	<p>from the date of ready to use and found the depreciation had been started accordingly.</p>
<p><i>Please see note no. 03 to the Financial Statements</i></p>	
<p><b>Long Term Loan &amp; Short Term Loan</b></p>	
<p>As at June 30, 2023 the reported amount of total Term loan (Long &amp; Current portion) is Tk. 79,780,700/-and Short Term Borrowing is Tk. 741,545,940/- respectively.</p> <p>The company may face difficulties due to unfavorable movement in interest rate &amp; monetary policy that may result in short-term and cash flow crisis.</p>	<p>We have tested the design and operating effectiveness of key controls focusing on the following:</p> <ul style="list-style-type: none"> <li>➤ Obtaining an understanding of and assessing the design and operating effectiveness of controls designed to ensure the proper use of loan</li> <li>➤ We verified sanction letter, loan schedule bank statements to confirm the loan outstanding and found that the balance had been reported in the Financial Statements accurately.</li> <li>➤ We checked the financial expenses and classification of loan and repayment schedule on a test basis as well.</li> <li>➤ We checked the recording date of transactions and found the recording date is in line with the loan disbursement date.</li> </ul>
<p><i>Please see note no. 13, 16, &amp; 18 to the Financial Statements</i></p>	
<p><b>Recoverability Assessment of Trade Receivable</b></p>	
<p>The total amount of Account Receivable is Tk. 370,092,817/- at 30 June 2023. There are significant large numbers of individual customers. Customers in different business segments and jurisdictions are subject to their independent business risk.</p> <p>The increasing challenges over the economy and operating environment in developing the software and sale of service during the year have increased the risks of default on receivables from the customers. In particular, in the event of insolvency of customers, the company is exposed to potential risk of financial loss when the customers fail to meet their contractual obligations in accordance with the requirements of the agreements.</p> <p>Accordingly, we identified the recoverability of Receivables as a key audit matter because of the significance of Receivables to Company's Financial Position and because of the significant degree of management judgment involved in evaluating the adequacy of the allowance for doubtful debts.</p>	<p>Our audit procedures of assess the recoverability of trade receivables including the following:</p> <ul style="list-style-type: none"> <li>➤ Tested the accuracy of aging of Receivables at year end on a sample basis;</li> <li>➤ Evaluating the Company's policy for making allowance for doubtful debts with reference to the requirements of the prevailing accounting standards;</li> <li>➤ Assessing the classification of account receivables in the debtors ageing report by comparison with sales invoice and other underlying documentation on a taste basis;</li> <li>➤ Assessed the recoverability of the debtors on a sample basis through our evaluation of management's assessment with reference to the credit profile of the customers, historical payment pattern of customers and</li> <li>➤ Inspecting subsequent bank receipts from customers and other relevant underlying documentation relating to account receivable balances at June 30,2023;</li> </ul>
<p><i>Please see note no. 08 to the Financial Statements</i></p>	
<p><b>Valuation of Work in progress</b></p>	
<p>The work-in-progress as at June 30, 2023 was</p>	<p>➤ We tested the design and operating</p>

<p>of Tk. 22,014,153/- which we considered key audit matter to the financial statements due to its nature.</p> <p>Our audit procedures involves significant judgment and estimates made by Management including, whether contracts contain multiple performance obligations and these are transferred to assets based on those obligations and contracts.</p>	<p>effectiveness of the company's controls over the recognition of the work in progress to relevant category of assets that are critical to financial reporting.</p> <ul style="list-style-type: none"> <li>➤ We assessed the processes and controls put in place by the company over the work in progress to be transferred as assets and whether economic benefits is to flow to the company at the time of its recognition.</li> <li>➤ Overall, we consider the measurement inputs and assumptions used by management to be in line with our expectations and to lie also within a range that we consider reasonable.</li> <li>➤ Finally assessed the appropriateness and presentation of disclosures against relevant accounting standards.</li> </ul>
<p><i>Please see note no. 04 to the Financial Statements</i></p>	

#### Other Information

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

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

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

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

Management is responsible for the preparation and fair presentation of the Financial Statements in accordance with IFRSs, The Companies Act 1994, The Securities and Exchange Rules 2020 and other applicable laws and regulations and for such internal control as management determines is necessary to enable the preparation of Financial Statements that are free from material misstatement, whether due to fraud or error. The Companies Act, 1994 require the management to ensure effective internal audit, internal control and risk management functions of the company.

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

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

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

Our objectives are to obtain reasonable assurance about whether the Financial Statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's

report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these Financial Statements.

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 accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the Financial Statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the Financial Statements, including the disclosures, and whether the Financial Statements represent the underlying transactions and event in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the company to express an opinion on the Financial Statements *we* are responsible for the direction, supervision and performance of the company audit. We are solely responsible for our audit opinion.

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

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

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

*Report on other Legal and Regulatory Requirements*

In accordance with the Companies Act 1994, and The Securities and Exchange Rules 2020 and relevant notifications issued by Bangladesh Securities and Exchange Commission, we also report that:

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

Date: October 18, 2023  
Place: Dhaka

Sd/-  
Fouzia Haque, FCA  
Partner  
FAMES & R  
Chartered Accountants  
DVC # 2310181032AS539297

ESHANA NON WOVEN FABRICS (ind) LTD.  
STATEMENT OF FINANCIAL POSITION  
AS AT JUNE 30, 2023

Particulars	Notes	Amount in Taka	
		June 30, 2023	June 30, 2022
<b>ASSETS</b>			
Non-Current Assets		977,007,178	539,725,091
Property, Plant and Equipment	3.00	946,895,025	534,603,530
Capital Work-in-Progress	4.00	22,014,153	5,049,561
Intangible Assets	5.00	48,000	72,000
Right-of-Use Assets	6.00	8,050,000	-
Current Assets		1,039,741,729	607,824,009
Inventories	7.00	479,294,728	186,783,917
Trade and Other Receivables	8.00	370,092,817	324,271,501
Advance, Deposits and Prepayments	9.00	46,168,239	36,988,628
Cash and Cash Equivalents	10.00	144,185,945	59,779,963
<b>Total Assets</b>		<b>2,016,748,907</b>	<b>1,147,549,100</b>
<b>SHAREHOLDERS' EQUITY AND LIABILITIES</b>			
Shareholders' Equity		1,094,141,818	847,828,980
Share Capital	11.00	552,682,660	552,682,660
Retained Earnings	12.00	541,459,158	295,146,320
Non-Current Liabilities		78,250,398	62,375,116
Long Term Borrowings-Net off Current Portion	13.00	47,706,046	34,614,612
Lease Liabilities Net of Current Portion	14.00	1,714,194	4,097,048
Deferred Tax Liability	15.00	28,830,158	23,663,456
Current Liabilities		844,356,691	237,345,004
Short Term Borrowings	16.00	741,545,940	179,519,925
Liabilities for Expenses	17.00	66,816,797	28,820,462
Current Portion of Long Term Borrowings	18.00	32,074,654	25,822,734
Current Portion of Lease Liabilities	14.00	2,434,930	2,021,663
Trade and Other Payables	19.00	1,484,370	1,160,220
<b>Total Shareholders' Equity and Liabilities</b>		<b>2,016,748,907</b>	<b>1,147,549,100</b>
Net Asset Value (NAV) Per Share	28.00	19.80	15.34

The accounting policies and explanatory notes are an integral part of the Financial Statements.

Sd/-  
Chairman

Sd/-  
Managing Director

Sd/-  
Company Secretary

Sd/-  
Chief Financial Officer

Signed in terms of our separate report of even date annexed.

Dated : 18 October, 2023  
Place : Dhaka

Sd/-  
Fouzia Haque, FCA  
Partner  
FAMES & R  
Chartered Accountants  
DVC # 2310181032AS539297

ESHANA NON WOVEN FABRICS (ind) LTD.  
STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME  
FOR THE YEAR ENDED JUNE 30, 2023

Particulars	Notes	Amount in Taka	
		June 30, 2023	June 30, 2022
Revenue	20.00	1,601,457,373	803,906,920
Less: Cost of goods sold	21.00	1,248,772,235	627,387,449
Gross Profit		352,685,138	176,519,471
Less: Operating Expenses	22.00	13,937,545	10,579,513
Profit from Operation		338,747,593	165,939,958
Add: Other Income	23.00	5,173,804	330,859
Less: Financial Expense	24.00	48,455,033	19,304,093
Profit before Contribution to WPPF		295,466,364	146,966,724
Less: Contribution to WPPF	25.00	14,069,827	6,998,415
Profit before Income Tax		281,396,537	139,968,309
Less: Income Tax Expenses		34,969,949	11,605,624
Current Tax	26.00	29,803,247	14,006,846
Deferred Tax	15.01	5,166,702	(2,401,222)
Net Profit after Tax		246,426,588	128,362,685
Basic Earnings Per Share (EPS)	27.00	4.46	2.32

The accounting policies and explanatory notes are an integral part of the Financial Statements.

Sd/- Chairman                      Sd/- Managing Director                      Sd/- Company Secretary                      Sd/- Chief Financial Officer

Signed in terms of our separate report of even date annexed.

Dated : 18 October, 2023  
Place: Dhaka

Sd/-  
Fouzia Haque, FCA  
Partner  
FAMES & R  
Chartered Accountants  
DVC # 2310181032AS539297



ESHANA NON WOVEN FABRICS (ind) LTD.  
STATEMENT OF CHANGES IN EQUITY  
FOR THE YEAR ENDED JUNE 30, 2023

(Amount in Taka)

Particulars	Share Capital	Retained Earnings	Total
Balance as at July 01, 2022	552,682,660	295,146,320	847,828,980
Adjustment of Transition to IFRS Leases	-	(113,750)	(113,750)
Net profit for the year	-	246,426,588	246,426,588
Balance as at June 30, 2023	552,682,660	541,459,158	1,094,141,818

ESHANA NON WOVEN FABRICS (ind) LTD.  
STATEMENT OF CHANGES IN EQUITY  
FOR THE YEAR ENDED JUNE 30, 2022

(Amount in Taka)

Particulars	Share Capital	Retained Earnings	Total
Balance as at July 01, 2021	425,140,500	294,325,795	719,466,295
Issuance of bonus share	127,542,160	(127,542,160)	-
Net profit for the year	-	128,362,685	128,362,685
Balance as at June 30, 2022	552,682,660	295,146,320	847,828,980

Sd/-  
Chairman

Sd/-  
Managing Director

Sd/-  
Company Secretary

Sd/-  
Chief Financial Officer

Dated : 18 October, 2023

Place : Dhaka

ESHANA NON WOVEN FABRICS (ind) LTD.  
STATEMENT OF CASH FLOWS  
FOR THE YEAR ENDED JUNE 30, 2023

Particulars	Notes	Amount in Taka	
		June 30, 2023	June 30, 2022
<b>Cash Flow from Operating Activities :</b>			
Cash receipts from customers		1,555,935,251	695,651,854
Cash paid to Suppliers		(1,444,914,254)	(551,466,878)
Cash paid to Employees		(33,227,802)	(20,959,001)
Cash paid to Others		(47,603,138)	(30,924,224)
Cash Generated from Operation		30,190,057	92,301,751
Cash received from Other Income		4,642,556	331,323
Income Tax paid		(29,806,446)	(14,032,999)
Net Cash Generated from Operating Activities		5,026,167	78,600,075
<b>Cash Flow from Investing Activities :</b>			
Acquisition of Property, Plant and Equipment		(19,142,578)	(5,154,806)
Capital Work- in- Progress		(436,998,391)	(57,031,816)
Net Cash Used in Investing Activities		(456,140,969)	(62,186,622)
<b>Cash Flows from Financing Activities :</b>			
Net Payment for Financial Expenses		(43,542,363)	(26,431,761)
Payment against Lease Liability		(2,017,041)	(2,333,835)
Interest Expenses Lease Liability		(521,235)	-
Net Received in Short Term Borrowing		562,026,015	61,341,462
Net Received /(Payment) Long Term Borrowing		19,343,354	(9,957,310)
Net Cash Flow from Financing Activities		535,288,730	22,618,556
Increase/Decrease in Cash and Cash Equivalent		84,173,928	39,032,009
Cash & Cash equivalents at beginning of the year		59,779,963	20,675,526
Foreign Exchange Gain/(loss)		232,054	72,428
Cash & Cash equivalents at the end of the year		144,185,945	59,779,963
Net Operating Cash Flows per Share (NOCFPS)	29.00	0.09	1.42

The accounting policies and explanatory notes are an integral part of the Financial Statements.

Sd/-  
Chairman

Sd/-  
Managing Director

Sd/-  
Company Secretary

Sd/-  
Chief Financial Officer

Dated : 18 October, 2023

Place : Dhaka

**ESHANA NON WOVEN FABRICS (ind) LTD.**  
**Notes, Comprising Significant Accounting Policies and Other Explanatory Information**  
**for the year ended June 30, 2023**

- 1.00 Significant Accounting Policies and Other Material Information:
- 1.01 Legal form of the Company  
The company namely "Eshana Non Woven Fabrics (Ind) Ltd." was incorporated on 11<sup>th</sup> April, 2013 vide registration No. KHC-1183/13 as a private limited company in Bangladesh under the Companies Act 1994. Subsequently the company was converted into Public Limited Company in the EGM held on dated 8<sup>th</sup> February, 2020.
- 1.02 Registered Office of the Company  
The registered office & factory of the Company are located at Pachular Ghat, City Bypass Road, Teligate, Arongghata, Khulna-9203, Bangladesh.
- 1.03.1 Nature of the business  
The principal activities of the Company are to carry on the business of manufacturing and exporting of the wide area of Non Woven and Woven Fabrics which is used for making PPE, Surgical gown, Industrial gown Musk, Non Woven and Woven Bags, Cushion cover and Garments Accessories etc.
- 2.00 Basis of Preparation and Presentation of Financial Statements:
- 2.01 Statement of Compliance  
The Financial Statements of the Company are prepared on a going concern basis under historical cost convention and in accordance with the International Accounting Standards (IASs), International Financial Reporting Standards (IFRSs), The requirements of Financial Reporting Act, 2015, the Securities and Exchange Rules, 2020, the Companies Act, 1994, Income Tax Act, 2023, Income Tax Rules, 1984, Value Added Tax and Supplementary Duty Act, 2012, Value Added Tax and Supplementary Duty Rules, 2016, Bangladesh Labour Act, 2006 (Amended up to 2018) and other laws and regulations in the country.
- 2.02 Accrual Basis  
The financial statements have been prepared on accrual basis of accounting except cash flows information.
- 2.03 Functional and Presentational Currency and Level of Precision  
These financial statements are prepared in Bangladeshi Taka (BDT.), which is the company's functional and presentational currency. All financial information is presented in BDT currency and has been rounded off to the nearest integer.
- 2.04 Use of Estimates and Judgments  
The preparation of these financial statements is in conformity with IASs/ IFRSs which require management to make judgments, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. Estimates and underlying assumptions are reviewed on an ongoing basis and used for accounting of certain terms such as provision for expenses and depreciation.
- 2.05 Presentation of Financial Statements  
The presentation of this financial statement is done in accordance with the guidelines provided by IAS-1 Presentation of Financial Statements.
- 2.06 Comparative Information  
Comparative information has been disclosed in respect of previous year for all numeric information in the financial statements and also the narrative and descriptive information where it is relevant for understanding of the current year's financial statements.

## 2.07 Going Concern

Management have assessed the going concern assumptions during the preparation of the financial statements of the company, Management believe that no events or conditions give rise to doubt about the ability of the company to continue in operation in the foreseeable future. This conclusion is drawn based on knowledge of the company, the estimated economic outlook and related identified risks and uncertainties. It has been concluded that it is reasonable to apply the going concern concept as the underlying assumption for the financial statements.

The company has adequate resources to continue its operation for the foreseeable future. The current credit facilities and resources of the company provides sufficient fund to meet the present requirements of its existing business.

## 2.08 Application of International Accounting Standards (IASs) and International Financial Reporting Standards (IFRSs)

Following IASs and IFRSs are applicable for the preparation and presentation of financial statements for the period under audit.

### IASs

IAS 1	Presentation of Financial Statements;
IAS 2	Inventories;
IAS 7	Statement of Cash Flows;
IAS 8	Accounting Policies, Changes in Accounting Estimates and Errors;
IAS 10	Events after the Reporting Period;
IAS 12	Income Taxes;
IAS 16	Property, Plant and Equipment;
IAS 19	Employee Benefits;
IAS 21	The Effects of Changes in Foreign Exchange Rates;
IAS 23	Borrowing Costs;
IAS 24	Related Party Disclosures;
IAS 32	Financial Instruments: Presentation;
IAS 33	Earnings per Share;
IAS 36	Impairment of Assets;
IAS 37	Provisions, Contingent Liabilities and Contingent Assets;
IAS 38	Intangible Assets;
IAS 39	Financial Instruments: Recognition and Measurement.

### IFRSs

IFRS 7	Financial Instruments: Disclosures
IFRS 8	Operating Segments
IFRS 9	Financial Instruments
IFRS 13	Fair Value Measurement
IFRS 15	Revenue from Contracts with Customer
IFRS 16	Leases

## 2.09 Responsibility for Preparation and Presentation of Financial Statements

The Board of Directors is responsible for the preparation of financial statements under section 183 of the Companies Act, 1994 and in accordance with an applicable financial reporting framework.

## 2.10 Components of Financial Statements

According to IAS 1 Presentation of Financial Statements the complete set of financial statements includes the following components:

- a) Statement of Financial Position;
- b) Statement of Profit or Loss and Other Comprehensive Income;
- c) Statement of Changes in Equity;
- d) Statement of Cash Flows;
- e) Notes, Comprising Significant Accounting Policies and Other Explanatory Information.

## 2.11 Significant Accounting Policies

The accounting policies set out below has been applied in presenting these financial statements.

### i. Inventories

In compliance with the requirements of IAS 2 Inventories, the inventories have been valued at cost or net realizable value whichever is lower, which is consistent with the previous period's practice. Net realizable value is based on estimated selling price in the ordinary course of business less any further cost expected to be incurred to make the sale.

### ii. Property, Plant and Equipment:

#### Recognition and Measurement

The cost of an item of property, plant and equipment is recognized as an asset if, and only if it is probable that future economic benefits will flow to the entity; and the cost of the item can be measured reliably. Items of property, plant and equipment are measured at cost less accumulated depreciation and accumulated impairment losses, if any.

All Property, Plant and Equipment (PPE) are stated at cost less accumulated depreciation as per IAS 16 Property, Plant and Equipment. The cost of acquisition of an asset comprises of its purchase price and any directly attributable cost of bringing the asset to its working condition for its intended use inclusive of inward freight, duties and non-refundable taxes.

#### a) Subsequent cost

The 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 costs can be measured reliably. The day to day maintaining cost on PPE is recognized in the Statements of Profit or Loss and Other Comprehensive Income as incurred.

#### b) Depreciation

Depreciation on Property, Plant and Equipment has been computed during the year using the reducing balance method except Land and land development. Depreciation has been charged on addition when the related Property, Plant and Equipment are available for use.

Depreciation has charged as following rates:

Name of Assets	Rate	Rate
	June 30, 2023	June 30, 2022
Land and Land Development	0%	0%
Factory Shed, Building and Other Civil Construction	2.5%	2.5%
Plant & Machinery	5%	5%
Furniture and Fixture	10%	10%
Air Condition	10%	10%
Factory Equipment	10%	10%
Office Equipment	10%	10%
Electrical Equipment and Installation	10%	10%
Generator	10%	10%
Fire Equipment	10%	10%
Deep Tube Well	10%	10%
Vehicle	10%	10%

c) Capital Work-in-progress

Capital work-in-progress represents the cost incurred for acquisition and/or construction of items of property, plant and equipment such as (i) Factory Shed, Building & Other Civil Construction (ii) Plant and Machinery (iii) Electrical Equipment and Installation that were not available for use at the end of 30<sup>th</sup> June, 2023 and these are stated at cost. No depreciation has charged on capital working progress as per ISA 16 Property, Plant and Equipment.

d) Capitalization of borrowing costs

Borrowing costs that are directly attributable to acquisition, construction or production of a qualifying asset included in the cost of those assets in compliance with IAS 23 Borrowing Costs. However, capitalization of borrowing costs is ceased when acquisition of relevant asset is completed.

e) Retirement and Disposals

An asset is derecognized 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 assets and is recognized as gain or loss from disposal of the asset under other income in the Statement of Profit or Loss and Other Comprehensive Income. Depreciation has been charged on disposal assets up to the date of disposal. There is no such retirement on disposals of assets during the year.

f) Impairment of Assets:

The carrying values of all Property, Plant and Equipment are reviewed for impairment on annual basis to assess whether there is any indication that the assets might be impaired. It is confirmed that no such fixed assets have been impaired during the year and for this reason no provision has been made for impairment of assets as per IAS 36 Impairment of Assets.

iii Intangible Assets

a) Recognition and measurement

Intangible assets that are acquired by the Company and have finite useful life are measured at cost less accumulated amortization and accumulated impairment loss, if any. Intangible assets are recognized as an asset if, and only if: it is probable that expected future economic benefits that are attributable to the asset will flow to the Company; and the cost of the item can be measured reliably. The cost of an intangible asset comprises its purchase price, import duties and non-refundable taxes (if any) and any directly attributable cost of preparing the asset for its intended use.

b) Subsequent cost

Subsequent expenditure on intangible assets is capitalized only if it is probable that it will increase the future economic benefits associated with the specific asset.

c) De-recognition

Intangible assets are derecognized from the statement of financial position on disposal or when no future economic benefits are expected from their use or disposal. The gain or loss arising from the de recognition of an intangible asset is recognized in the statement of profit or loss and other comprehensive income at the time of de-recognition.

d) Amortization

Intangible assets are amortized on straight line method from the date when asset is available for use over its estimated useful life. The amount of amortization has been presented under the Statement of Profit or Loss and Other Compressive Income.

Rate of amortization on software is as under:

Particulars	June 30, 2023
Software	20%

## 2.12 Financial Instruments

A financial instrument is any contract that gives rise to a financial asset to one entity and a financial liability or equity instrument to another entity as per IFRS 9 Financial Instruments.

### Financial Assets

Financial assets of the company include cash and cash equivalents and accounts receivables. The company initially recognizes receivable on the date they are originated. All other financial assets are recognized initially in the date at which the company becomes a party to the contractual provisions of the transaction. The company derecognizes a financial asset when, and only when the contractual rights or probabilities of receiving the cash flows from the asset expire or it transfer the rights to receive the contractual cash flows on the financial asset in a transaction in which substantially all the risk and reward of ownership of the financial assets are transferred.

### Financial Liabilities

Financial liabilities are recognized initially on the transaction date at which the Company becomes a party to the contractual provisions of the liability. The company derecognizes a financial liability when its contractual obligation is discharged or cancelled or expires.

Financial liabilities include liabilities for expenses, liabilities for capital expenditure, bank loans and other current liabilities.

## 2.13 Advances, Deposits and Prepayments

Advances are initially measured at cost. After initial recognition, advances are carried at cost less deductions, adjustments or charges to other account heads such as PPE or inventory or expenses. Deposits are measured at payment value without any adjustment for time value.

Prepayments are initially measured at cost. After initial recognition, prepayments are carried at cost less charges to Statement of Profit or Loss and Other Comprehensive Income on accrual basis.

## 2.14 Cash and Cash Equivalents

Cash and cash equivalents comprises cash in hand, cash at bank and other short term deposits which are available for use by the company without any restriction. There is insignificant risk of change in value of the same.

## 2.15 Statement of Cash Flows

Statement of Cash Flows has been prepared in accordance with IAS 7 Statement of Cash Flows and the cash flows from the operating activities have been presented under direct method considering the provisions of Paragraph 19 of IAS 7 which provides that "Entities are encouraged to report cash flows from operating activities using the direct method" and as per requirement of the Securities and Exchange Rules, 2020.

As per Bangladesh Securities and Exchange Commission Notification No. BSEC/CMRRCD/2006/158/208/Admin/81 dated 08 August 2018, Cash Flows from operating activities have been reconciled with net income using the indirect method.

## 2.16 Income Tax

Income tax expense comprises of current and deferred tax. Income tax expense is recognized in the Statement of Profit or Loss and Other Comprehensive Income and accounted in accordance with the requirements of IAS 12 Income Taxes.

### Current Tax

Current tax is the expected tax payable on the taxable income for the period, 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 in compliance with Income Tax Act, 2023 and Finance Act 2023.

#### Deferred Tax

The company has decided to adopt policy of recognition of deferred tax in accordance with the International Accounting Standard (IAS-12), Deferred tax is calculated on temporary difference between the carrying value of fixed assets as per financial statements and the corresponding income tax written down value. Deferred tax is calculated at the effective income tax rate prevailing at the statement of financial position date.

#### 2.17 Related Party Disclosures

The company carried out a number of transactions with related parties. The information as required by IAS 24 Related Party Disclosures has been disclosed in a separate note to the financial statements.

#### 2.18 Borrowing Costs

Interest and other cost incurred in the company in connection with the borrowing of fund are recognized as expenses in the year in which they are incurred and the borrowings cost related to acquisition or construction of a qualifying asset as per IAS 23 Borrowing Costs.

#### 2.19 Earnings Per Share (EPS)

The company calculates its Earnings per Share (EPS) in accordance with IAS 33 Earnings per Share and Financial Reporting Council (FRC) gazette notification, which has been shown on the face of the Statement of Profit or Loss and Other Comprehensive Income.

#### Basic Earnings

This represents profit or loss at the end of the year attributable to ordinary shareholders of the company.

#### Basic Earnings Per Share

This has been calculated by dividing profit or loss attributable to ordinary shareholders of the company by the weighted average number of ordinary shares outstanding during the year.

#### Diluted Earnings Per Share

No diluted earnings per share are required for the year since there is no scope of dilution of share during the year under review.

#### 2.20 Provisions, accruals and contingencies

##### Provisions

Provisions are recognized in the financial statements in line with the International Accounting Standards IAS 37 Provisions, Contingent liabilities and Contingent Assets, when:

- a. The company has a present obligation (legal or constructive) as a result of a past events;
- b. It is probable (i.e., more likely than not) that an outflow of resources embodying economic benefits will be required to settle the obligations; and
- c. A reliable estimate can be made of the amount of the obligation.

##### Accruals

Accruals are liabilities to pay for goods or services that have been received or supplied but have not been paid, invoiced or formally agreed with the supplier, including amount due to employees.

##### Contingencies

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



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

**2.21 Accounts Receivables**

The amount of receivable is lying with various party of the company. Accounts receivables have been stated at their nominal value. Accounts receivables are accrued in the ordinary course of business. The amounts of Accounts receivables are secured by debtor's personal security and considered good. Therefore, no provision was made for bad debt during the year. No amount was due by the Directors (including Managing Director) or any other official of the company.

**2.22 Employee Benefit**

The company maintains Short Term Employee Benefits as per IAS 19 Employee Benefits. The cost of employee benefit is charged of as revenue expenditure in the period to which the contributions relate.

**Short Term Employee Benefits**

Short-term employee benefits include wages, salaries, festival bonuses etc. Obligations for such benefits are measured on an undiscounted basis and are expensed as the related service is provided.

**Workers Profit Participation Fund (WPPF)**

The company has created a fund for workers "Workers Profit Participation Fund (WPPF)" as per Bangladesh Labour Act, 2006 (Amended up to 2018) by 5% of profit before tax but after charging such expenses.

**2.23 Other Income**

Other income derived from foreign currency Fluctuation, Wastage sales and Interest on SND accounts.

**2.24 Foreign Currency Transaction**

Foreign currency transactions are translated into Bangladeshi Taka at the exchange rates ruling at the transaction dates according to IAS 21: "The Effect of Changes in Foreign Exchange Rates". Monetary assets and liabilities denominated in the foreign currencies are translated at prevailing rates on the balance sheet (financial position) date. Non-monetary assets and liabilities denominated in foreign currencies, which are related at historical cost, are translated into Bangladesh Taka at the exchange date ruling at the date of transactions. Foreign exchange fluctuation gain/losses are charged to the statement of profit or loss and other comprehensive Income for the respective period.

**2.25 Events after the Reporting Period**

Events after the reporting period are those events, favorable and unfavorable, that occur between the end of the reporting period and the date when the financial statements are authorized for issue. Two types of events can be identified:

**Adjusting Events:** - those that provide evidence of conditions that existed at the end of the reporting period.

**Non adjusting Events:** - those that are indicative of conditions that arose after the reporting period.

Management of the company has taken close look whether any events after the reporting period exist that need to take into account during the preparation of financial statements. No event after the reporting period exists and management has prepared the financial statements in accordance.

2.26 **Authorization Date for Issuance of Financial Statements:**  
The financial statements have been authorized by the Board of Directors on dated 01 October, 2023.

2.27 **Operating Segments**  
The chief operating decision maker of the company, together with other senior management personnel, reviewed the financial information of the products such as revenue, expenses and allocation of resources. The company performed its operation on aggregate basis and manages the operations as a single operating segment. Hence, it is felt that segment reporting is not required to be disclosed as per IFRS 8 Operating Segments.

2.28 **Impairment**  
**Financial assets**  
The company considers evidence of impairment for financial assets at both a specific asset and collective asset level at each reporting date. Financial assets are impaired if objective evidence indicates that a loss event has occurred after the initial recognition of the asset, and that the loss event had a negative effect on the estimated future cash flows of that asset that can be estimated reliably.

Objective evidence that financial assets are impaired can include default or delinquency by a debtor, indications that a debtor will enter bankruptcy, etc. accordingly, 100% provision will be made over the amount such outstanding.

**Non-financial assets**

The carrying amounts of the company's non-financial assets (tangible and intangible) are reviewed at each reporting date to determine whether there is any indication of impairment. If any such indication exists, then the asset's recoverable amount is estimated in order to determine the extent of impairment loss (if any).

Impairment losses recognized in prior periods are assessed at each reporting date for any indications that the loss has decreased or no longer exists. An impairment loss is reversed if there has been a change in the estimates used to determine the recoverable amount. An impairment loss is reversed only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortization, if no impairment loss had been recognized.

2.29 **Measurement of Fair Values**  
When measuring the fair value of an asset or a liability, the company uses market observable data as far as possible. Fair values are categorized into different levels in a fair value hierarchy based on the inputs used in the valuation techniques as follows:

- a) Level 1: quoted prices (unadjusted) in active markets for identical assets or liabilities.
- b) Level 2: inputs other than quoted prices included in level 1 that are observable for asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).
- c) Level 3: inputs for the asset or liability that are not based on observable market data (unobservable inputs).

If the inputs used to measure the fair value of an asset or a liability might be categorized in different levels of the fair value hierarchy, then the fair value measurement is categorized in its entirety in the same level of the fair value hierarchy as the lowest level input that is significant to the entire measurement. The Company recognizes transfers between levels of the fair value hierarchy at the end of the reporting period during which the change has occurred.

2.30 **Financial Risk Management**  
Eshana Non Woven Fabrics (ind) Ltd.'s activities expose it to a variety of financial risk and those activities involve the analysis, evaluation, acceptance and management of some degree of risk or combination of risk. Taking risk is core to the financial business, and

operational risks are an inevitable consequence of being in business. Eshana Non Woven Fabrics (ind) Ltd.'s aim is therefore to achieve an appropriate balance between risk and return and minimize potential adverse effects on Eshana Non Woven Fabrics (ind) Ltd.'s financial performance.

Eshana Non Woven Fabrics (ind) Ltd.'s risk management policies are designed to identify and analyze these risks, to set appropriate risk limits and controls, and to monitor the risk and adherence to limits by means of reliable and up- to- date information systems. Eshana Non Woven Fabrics (ind) Ltd. regularly reviews its risk management policies and systems to reflect changes in markets as well as service quality. The Company has exposure to the following risks from its use of financial instruments:

#### Credit Risk

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations which arises principally from the Company's receivable from customers and balances with banks including short-term deposit.

Customer credit risk, where appropriate, is assessed by using qualitative and quantitative criteria. Outstanding accounts receivable is regularly monitored and appropriate impairment charge, if applicable, is considered as per Company's policy.

Credit risk relating to balances with banks is managed by treasury department in accordance with the Company's policy.

#### Liquidity Risk

Liquidity risk is the risk that the Company may encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or other financial assets or liabilities. The Company's approach to managing liquidity risk is to ensure, as far as possible, that it will always have sufficient liquidity and arrangements in place to meet its liabilities when due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to Company's reputation.

#### Market Risk

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

### 2.31 Revenue from Contracts with Customers

In compliance with the requirements of IFRS-15 "Revenue from Contracts with Customers", an entity shall account for a contract with a customer only when all of the following criteria are met:

- a) Identify the contract with the customer
- b) Identify the performance obligations in the contract
- c) Determine the transaction price
- d) Allocate the transaction price
- e) Recognize revenue when (or as) a performance obligation is satisfied.

We have recognized revenue when all the recognition criteria are met. Summary of item wise impact of IFRS 15 is not required as the company has recognized revenue on goods upon satisfying the above criteria as per previous practice. Since the Company is engaged in the export business and all their sales are backed by irrevocable L/Cs, there is virtually no scope of returns. As a result, the Company does not make a sales return allowance at the end of the year.

2.32 Leases:

The entity has adopted IFRS 16 from 01 July, 2022 and have been reviewed Lease Asset (Vehicle) in light of the new rules in IFRS 16. On adoption of IFRS 16 the entity recognizes a right-of-use asset and a lease liability. The lease liability is measured at the present value of the lease payments that are not paid at date of 01 July, 2022 discounted using the incremental borrowing rate. Subsequently, right-of-use asset is adjusted for depreciation and lease liability is adjusted for interest and lease payments. The lease payment are split into a principal and interest portion which are both presented in the statement of cash flows. Depreciation has been charged on right-of use assets on straight line method during the lease period. Incremental borrowing rate is @ 9%.

2.33 General

- i) The figure has been rounded off to the nearest taka.
- ii) The financial Statements have been prepared covering twelve months from 01 July 2022 to 30 June, 2023.

		Amount in Taka	
		June 30, 2023	June 30, 2022
3.00	Property, Plant and Equipment		
	Cost:		
	Opening Balance	612,786,078	563,904,597
	Add: Addition during the year	449,035,254	59,381,481
	Total Assets Value at cost	<u>1,061,821,332</u>	<u>623,286,078</u>
	Accumulated Depreciation:		
	Opening Balance	87,396,298	69,462,981
	Add: Depreciation Charged for the year	27,530,009	19,219,567
	Total Accumulated Depreciation	<u>114,926,307</u>	<u>88,682,548</u>
	Written Down Value	<u>946,895,025</u>	<u>534,603,530</u>
	The details of above have been shown in Annexure-A		
4.00	Capital Work-In-Progress		
	Factory Shed, Building & Other Civil Construction		
	Opening Balance	5,049,561	13,335,702
	Add: Addition made during the year	10,367,901	43,550,406
	Less: Transfer to appropriate asset category	11,254,742	51,836,547
	Closing balance	<u>4,162,720</u>	<u>5,049,561</u>
	Plant & Machinery		
	Opening Balance	-	-
	Add: Addition made during the year	405,579,254	1,807,300
	Add: Interest Capitalized	758,879	-
	Less: Transfer to appropriate asset category	390,143,067	1,807,300
	Closing balance	<u>16,195,066</u>	<u>-</u>
	Electrical Equipment and Installation		
	Opening Balance	-	-
	Add: Addition made during the year	30,151,234	582,828
	Less: Transfer to appropriate asset category	28,494,867	582,828
	Closing balance	<u>1,656,367</u>	<u>-</u>
	Total	<u>22,014,153</u>	<u>5,049,561</u>
5.00	Intangible Assets		
	Cost		
	Opening Balance	120,000	120,000
	Add: Addition during the year	-	-
	Total Assets Value at cost	<u>120,000</u>	<u>120,000</u>
	Accumulated Amortization		
	Opening Balance	48,000	24,000
	Add: Amortization charged during the year	24,000	24,000
	Total Accumulated Amortization	<u>72,000</u>	<u>48,000</u>
	Written Down Value	<u>48,000</u>	<u>72,000</u>
	The details of above have been shown in Annexure-B		
6.00	Right-of-Use Assets		
	Opening balance (Calculated during the year)	9,100,000	-
	Less: Depreciation Expenses	1,050,000	-
	Closing balance	<u>8,050,000</u>	<u>-</u>
7.00	Inventories		
	This is made up as follows:		
	Raw Materials	(Note # 21.01) 465,979,190	174,821,473
	Work in Process	(Note # 21.00) 1,954,759	1,765,475
	Finished Goods	(Note # 21.00) 10,854,774	9,752,141
	Core Paper	(Note # 21.03) 311,247	286,169
	Spare Parts & Store Items	(Note # 21.04) 194,758	158,659
	Balance	<u>479,294,728</u>	<u>186,783,917</u>
8.00	Trade and Other Receivables		
	Trade Receivables	(Note # 8.01) 370,092,817	324,271,501
	Balance	<u>370,092,817</u>	<u>324,271,501</u>

8.01 Trade Receivables		
Opening Balance	324,166,332	215,911,266
Add: Export during the year	1,601,457,373	803,906,920
	1,925,623,705	1,019,818,186
Less: Collection/Realization during the year	1,555,935,251	695,651,854
Closing Balance	369,688,454	324,166,332
Add: Foreign Currency Fluctuation gain /(Loss)	404,363	105,169
Balance	370,092,817	324,271,501

The details of Trade Receivables have been shown in Annexure-C

The classification of receivables as required by the Schedule XI Part I, Para 4, of the Companies Act, 1994 are given below:

i) Receivables considered good in respect of which the company is fully secured;	370,092,817	324,271,501
ii) Receivables considered good for which the company holds no security other than the debtor's personal security;	-	-
iii) Receivables considered doubtful or bad;	-	-
iv) Receivable due by directors or other officers of the company or any of them either severally or jointly with any other person or receivables due by firms or private companies respectively in which any director is a partner or a director or a member to be separately stated;	-	-
v) Receivables due by companies under the same management.	-	-
vi) The maximum amount due by directors or other officers of the company at any time during the year.	-	-
Total	370,092,817	324,271,501

Ageing of Trade Receivables

More than six months	-	-
Less than six months	370,092,817	324,271,501
Total	370,092,817	324,271,501

#### 9.00 Advance, Deposits and Prepayments

Advance to Employees		350,500	632,141
Advance Income Tax	(Note # 9.01)	29,571,955	13,789,725
Security Deposit	(Note # 9.02)	2,800,000	480,000
Prepaid Insurance	(Note # 9.03)	3,553,356	2,402,539
L/C Margin Machinery		1,625,353	11,278,848
L/C Margin Raw Materials		8,267,075	8,405,375
Balance		46,168,239	36,988,628

The classification of Advances, Deposits & Prepayments as required by the Schedule XI, Part I, Para 6 of the Companies Act, 1994 are given below:

i) Advance, deposits & prepayment considered good and in respect of which the company is fully secured;	45,817,739	36,356,487
ii) Advance, deposits & prepayment considered good for which the company holds no security other than the debtor's personal security;	-	-
iii) Advance, deposits & prepayment considered doubtful or bad;	-	-
iv) Advance, deposits & prepayment due by directors or other officers of the company or any of them either severally or jointly with any other person or Advance, deposits & prepayment due by firms or private companies respectively in which any director is a partner or a director or a member to be separately stated;	-	-
v) Advance, deposits & prepayment due by companies under the same management;	-	-
vi) The maximum amount due by directors or other officers of the company at any time during the year.	350,500	632,141
Total	46,168,239	36,988,628

9.01	Advance Income Tax		
	Opening Balance	13,789,725	15,024,533
	Add: Tax deduction at source during the year	29,404,454	13,602,225
	Add: Tax deduction at source at the time of bank interest income	1,001	-
	Add: AIT at the time of Car fitness renewal	166,500	187,500
		<u>43,361,680</u>	<u>28,814,258</u>
	Add: Tax paid for the assessment year (2021-2022)	-	243,274
	Add: Tax paid for the assessment year (2022-2023)	234,491	-
		<u>43,596,171</u>	<u>29,057,532</u>
	Less: Adjustment for the assessment year (2021-2022)	-	15,267,807
	Less: Adjustment for the assessment year (2022-2023)	14,024,216	-
	Sub Total	<u>29,571,955</u>	<u>13,789,725</u>
9.02	Security Deposit		
	Power Distribution Co. Ltd. (PDB) (Electricity)	2,800,000	480,000
	Sub Total	<u>2,800,000</u>	<u>480,000</u>
9.03	Prepaid Insurance		
	Insurance for Raw Materials	482,163	263,828
	Insurance for Machinery	90,371	1,016,585
	Prepaid Insurance for Factory (Fire) (Note # 9.03.01)	2,980,822	1,110,420
	Prepaid Insurance (Car Insurance) (Note # 9.03.02)	-	11,706
	Sub Total	<u>3,553,356</u>	<u>2,402,539</u>
9.03.01	Prepaid Insurance for Factory (Fire)		
	Opening Balance	1,110,420	849,933
	Add: Addition during the year	4,000,000	1,480,560
	Less: Adjustment during the year	2,129,598	1,220,073
	Closing Balance	<u>2,980,822</u>	<u>1,110,420</u>
9.03.02	Prepaid Insurance (Car Insurance)		
	Opening Balance	11,706	195,371
	Add: Addition during this year	-	23,411
	Less: Adjustment this year	11,706	207,077
	Closing Balance	<u>-</u>	<u>11,706</u>
10.00	Cash and Cash Equivalents		
	Cash in Hand	481,005	416,630
	Cash at Bank :		
	Rupali Bank Ltd., A/C No # 2741020010928	538,638	47,337,558
	Dhaka Bank Ltd., A/C No # 2522	58	58
	Jamuna Bank Ltd., A/C No # 1001000963454 (Old-0080-0210002972)	1,433	2,123
	United Commercial Bank Limited, A/C No # 0032112000001752	17,134	26,733
	The Premier Bank Ltd., A/C No # 010111100018914	815	1,505
	Rupali Bank Limited, A/C No # 2741028000001	108,941,695	11,301,718
	United Commercial Bank Limited, A/C No # 0032181000000016	-	462,500
	Pubali Bank Limited, A/C No # 0098901080893	13,959	9,673
	Standard Bank Limited, A/C No # 09233000448	1,172,712	77,825
	Standard Bank Limited, A/C No # 11047000001	33,011,869	-
	Prime Bank Limited, A/C No # 2107111019690	2,500	-
	Bank Asia Limited, A/C No # 02533001761	1	1
	SBAC Bank Ltd., A/C No # 0038111002750	300	300
	SBAC Bank Ltd., A/C No # 0067111001363	3,827	143,339
	Total	<u>144,185,945</u>	<u>59,779,963</u>
11.00	Share Capital	552,682,660	552,682,660
11.01	Authorized Capital		
	This is made up as follows:		
	86,000,000 Ordinary Shares of Tk.10/- Each	860,000,000	860,000,000

11.02	Issued, Subscribed & Paid-up Capital			
	4,500,000 Ordinary Shares of Tk. 10/- Each Fully Paid-Up		4,500,000	4,500,000
	33,556,050 Ordinary Shares of Tk. 10/- Each Fully Paid-Up 2020		335,560,500	335,560,500
	8,508,000 Ordinary Shares of Tk. 10/- Each Fully Paid-Up 2020		85,080,000	85,080,000
	12,754,216 Ordinary Shares of Tk.10/-each issued as fully paid-up bonus share		127,542,160	127,542,160
	Total		552,682,660	552,682,660
	The company split the Face Value of its Share from Tk. 100/- to Tk. 10/-as on Date: 17.12.2019			
11.03	Shareholding Position			
			30 June 2023	30 June 2022
	Name of Shareholders	Designation	No. of Share	No. of Share
	Md. Maftun Haque	Managing Director	23,898,484	23,898,484
	Mrs. Salma Akter	Chairman	6,600,880	6,600,880
	Mst. Siuli Begum	Director	2,548,000	2,548,000
	Md. Matiar Rahman	Director	2,587,000	2,587,000
	Others	Shareholder	19,633,902	19,633,902
	Total	100.00%	55,268,266	55,268,266
12.00	Retained Earnings			
	Opening Balance		295,146,320	294,325,795
	Less: Adjustment of Transition to IFRS Leases		113,750	-
			295,032,570	294,325,795
	Less: Issuance of bonus share		-	127,542,160
	Add: Net profit for the year		246,426,588	128,362,685
	Balance		541,459,158	295,146,320
13.00	Long Term Borrowings			
	Particulars			
	Project Loan			
	Rupali Bank Ltd. A/C: 708	(Note # 13.01)	31,546,425	60,437,346
	Rupali Bank Ltd. A/C: 859	(Note # 13.02)	48,234,275	-
			79,780,700	60,437,346
	Less: Current Portion of Long Term Borrowing		32,074,654	25,822,734
	Long Term Borrowings-Net off Current Portion		47,706,046	34,614,612
13.01	Rupali Bank Ltd. A/C: 708			
	Opening Balance		60,437,346	70,394,656
	Less: Loan Payment during the year		28,890,921	9,957,310
	Closing Balance		31,546,425	60,437,346
13.02	Rupali Bank Ltd. A/C: 859			
	Opening Balance		-	-
	Add: Addition during the year		48,234,275	-
	Less: Loan Payment during the year		-	-
	Closing Balance		48,234,275	-
14.00	Lease Liabilities			
	Opening balance (Calculated during the year)		6,118,711	8,500,000
	Add: Interest Expenses		521,235	-
	Less: Lease Payments		2,490,822	2,381,289
	Closing balance		4,149,124	6,118,711
	Less: Current Portion of Lease Liabilities		2,434,930	2,021,663
	Lease Liabilities Net of Current Portion		1,714,194	4,097,048
15.00	Deferred Tax Liability			
			28,830,158	23,663,456
			28,830,158	23,663,456
	A. Calculation of Deferred Tax for PPE			
	Written down value as per Accounting Base		946,895,025	534,603,530
	Less: Written down value as per Tax Base		710,554,185	337,432,065
	Temporary Difference on PPE		236,340,840	197,171,465
	C. Calculation of Deferred Tax for Intangible Asset			
	Written down value as per Accounting Base		48,000	72,000
	Less: Written down value as per Tax Base		38,400	48,000
	Temporary Difference on Intangible Assets		9,600	24,000



B. Calculation of Deferred Tax for PPE		
Written down value of ROU - Assets as per Accounting Base	8,050,000	-
Less: Written Down Value of Lease Liability	4,149,124	-
Temporary Difference for Lease	3,900,876	-
Total Temporary Difference (A+B+C)	240,251,316	197,195,465
Deferred Tax Liability @ 12%	28,830,158	23,663,456
Deferred Tax Liability	28,830,158	23,663,456
15.01 Deferred Tax Income		
Deferred Tax Liability	28,830,158	23,663,456
Less: Opening Deferred Tax Liability	23,663,456	26,064,678
Deferred Tax (Income)/Expenses	5,166,702	(2,401,222)
16.00 Short Term Borrowings		
i) Rupali Bank Ltd. A/C: 132 (CC Hypo)	50,000,000	49,268,129
ii) Rupali Bank Ltd. COVID-19 Revolving Refinance Scheme	-	-
iii) Rupali Bank Ltd. Business Loan (Continuous) Slab Wise	15,000,000	15,000,000
iv) Inland Bill Purchase	143,925,162	47,215,000
v) Standard Bank Ltd. (Upas Loan)	316,873,535	-
vi) Rupali Bank Ltd. (Payment Against Document)	-	27,884,736
vii) Rupali Bank Ltd. (Export Development Fund)	210,247,243	40,152,060
viii) Loan from Director	5,500,000	-
Total	741,545,940	179,519,925
17.00 Liabilities for Expenses		
Wages, Salary and Allowances	2,712,498	1,711,495
Director Remuneration	100,000	100,000
Utility Bill Payable	3,225,758	1,182,144
Internet Bill Payable	5,000	5,000
Income Tax Payable (Note # 17.01)	29,785,877	14,006,846
Interest Payable (Note # 17.02)	9,746,922	4,644,062
WPPF Payable (Note # 17.03)	21,068,242	6,998,415
Audit Fee Payable	172,500	172,500
Total	66,816,797	28,820,462
17.01 Income Tax Payable		
Opening Balance	14,006,846	15,267,807
Add: Charge during the year	29,803,247	14,006,846
	43,810,093	29,274,653
Less: Adjustment for the assessment year (2021-2022)	-	15,267,807
Less: Adjustment for the assessment year (2022-2023)	14,024,216	-
Closing Balance	29,785,877	14,006,846
17.02 Interest Payable		
Interest Payable on Long Term Borrowings (Note # 17.02A)	2,649,670	1,400,151
Interest Payable on Lease Finance (Vehicles) (Note # 17.02B)	-	47,454
Interest Payable on Short Term Borrowings (Note # 17.02C)	7,097,252	3,196,457
Total	9,746,922	4,644,062
17.02A Interest Payable on Long Term Borrowings		
i) Rupali Bank Ltd. A/C: 708	784,981	1,400,151
ii) Rupali Bank Ltd. A/C: 859	1,864,689	-
	2,649,670	1,400,151
i) Rupali Bank Ltd. A/C: 708		
Opening Balance	1,400,151	9,995,832
Add: Interest charged during this year	4,043,909	6,407,009
Less: Interest Payment during the year	4,659,079	15,002,690
Total	784,981	1,400,151
ii) Rupali Bank Ltd. A/C: 859		
Opening Balance	-	-
Add: Interest charged during this year	1,864,689	-
Less: Interest Payment during the year	-	-
Closing Balance	1,864,689	-

17.02B	Interest Payable on Lease Finance (Vehicles)		
	Pubali Bank Ltd. A/C: 464		
	Opening Balance	47,454	-
	Add: Interest charged during the year	-	836,010
	Less: Interest Payment during the year	47,454	788,556
	Total	-	47,454
17.02C	Interest Payable on Short Term Borrowings		
	i. Rupali Bank Ltd. A/C: 132 (CC Hypo)		
	Opening Balance	1,828,030	1,182,256
	Add: Interest charged during the year	2,990,551	2,397,502
	Less: Interest Payment during the year	4,192,938	1,751,728
	Closing Balance	625,643	1,828,030
	ii. Rupali Bank Ltd. COVID-19 Revolving Refinance Scheme		
	Opening Balance	-	352,381
	Add: Interest charged during the year	-	1,017,664
	Less: Interest Payment during the year	-	1,370,045
	Closing Balance	-	-
	iii. Rupali Bank Ltd. Business Loan (Continuous) Slab Wise		
	Opening Balance	7,500	-
	Add: Interest charged during the year	1,321,528	7,500
	Less: Interest Payment during the year	1,011,299	-
	Closing Balance	317,729	7,500
	iv. Rupali Bank Ltd. (Inland Bill Purchase)		
	Opening Balance	768,376	193,807
	Add: Interest charged during the year	15,415,793	859,171
	Add: Interest accrued	1,214,558	768,376
	Less: Interest Payment during the year	16,184,169	1,052,978
	Closing Balance	1,214,558	768,376
	iv. United Commercial Bank Ltd. (UPAS and IDBP)		
	Opening Balance	-	-
	Add: Interest charged during the year	706,017	1,016,219
	Less: Interest Payment during the year	706,017	1,016,219
	Closing Balance	-	-
	v. Rupali Bank Ltd. (Payment Against Document)		
	Opening Balance	592,551	-
	Add: Interest charged during the year	1,732,862	1,915,582
	Less: Interest Payment during the year	2,325,413	1,323,031
	Closing Balance	-	592,551
	vi) Standard Bank Ltd. (Upas Loan)		
	Opening Balance	-	-
	Add: Interest charged during the year	8,283,305	-
	Add: Accrued interest charged during the year	4,939,322	-
	Less: Interest Payment during the year	8,283,305	-
	Closing Balance	4,939,322	-
	vii. Rupali Bank Ltd. (Export Development Fund)		
	Opening Balance	-	-
	Add: Interest charged during the year	6,180,143	4,079,061
	Less: Interest Payment during the year	6,180,143	4,079,061
	Closing Balance	-	-
	Total	7,097,252	3,196,457
17.03	WPPF Payable		
	Opening Balance	6,998,415	-
	Add: Addition during the year	(Note # 25.00) 14,069,827	6,998,415
		21,068,242	6,998,415
	Less: Payment during the year	-	-
	Closing Balance	21,068,242	6,998,415
18.00	Current Portion of Long Term Borrowings		
	Current Portion of Long Term Borrowings	(Note # 13.00) 32,074,654	25,822,734
	Total	32,074,654	25,822,734

19.00	Trade and Other Payables			
	Payable against Factory Shed, Building & Other Civil Cons.	(Note# 19.01)	308,150	861,647
	Creditors for Goods Supply	(Note# 19.02)	1,176,220	298,573
	Total		<u>1,484,370</u>	<u>1,160,220</u>
19.01	Payable Against Factory Shed, Building & Other Civil Construction			
	M/S. Master Bricks		-	329,372
	M/S. Sheikh Traders		206,050	-
	M/S. National Iron Store		102,100	-
	M/S. Surjo Traders		-	357,182
	M/S. Rupsha Sanitary		-	175,093
	Sub Total		<u>308,150</u>	<u>861,647</u>
19.02	Creditors for Goods Supply			
	Moni Shahin Paper Cone and Tube		1,176,220	-
	International Core Factory Ltd.		-	298,573
	Sub Total		<u>1,176,220</u>	<u>298,573</u>
20.00	Revenue			
	Export		1,601,457,373	803,906,920
	Total		<u>1,601,457,373</u>	<u>803,906,920</u>
21.00	Cost of Goods Sold			
	Raw Materials Consumed	(Note # 21.01)	1,151,357,851	568,010,568
	Manufacturing Overhead	(Note # 21.02)	99,013,771	64,346,916
	Cost of Manufacture		<u>1,250,371,622</u>	<u>632,357,484</u>
	Add: Work in Process-Opening		1,765,475	1,156,487
	Less: Work in Process-Closing		1,954,759	1,765,475
	Cost of production		<u>1,250,182,338</u>	<u>631,748,496</u>
	Less: Sample Expenses		307,470	273,657
	Add: Finished Goods-Opening		9,752,141	5,664,751
	Less: Finished Goods-Closing		10,854,774	9,752,141
	Total Cost of Goods Sold		<u>1,248,772,235</u>	<u>627,387,449</u>
21.01	Raw Materials Consumed			
	Opening Stock of Raw Materials		174,821,473	178,022,200
	Add: Purchase during the year		1,442,515,568	564,809,841
	Raw Materials available for Production		<u>1,617,337,041</u>	<u>742,832,041</u>
	Less: Closing Stock of Raw Materials		465,979,190	174,821,473
	Raw Materials Consumed		<u>1,151,357,851</u>	<u>568,010,568</u>
21.02	Manufacturing Overhead			
	Wages, Salaries and Allowances		22,566,300	12,596,100
	Festival Bonus		1,774,950	1,085,743
	Over-Time		688,540	475,100
	Carrying Charge		7,078,275	6,351,218
	Utility Bill		23,660,327	11,316,588
	Insurance Expenses		2,129,598	1,220,073
	Power and Fuel		2,549,110	2,351,139
	Core Paper	(Note # 21.03)	2,700,799	3,837,994
	Wrapping Charge		236,730	186,321
	C & F Charge		5,788,909	4,838,741
	Medical Expenses		91,786	56,321
	Food & Tiffin Expenses		20,827	11,524
	Labor Charge		609,656	342,871
	Telephone and Mobile Bill		157,016	114,547
	Printing & Stationery Expenses		202,867	167,584
	Spare Parts & Store Items	(Note # 21.04)	652,657	426,845
	Conveyance		35,514	23,524
	Miscellaneous Expenses		273,821	190,245
	Repairs & Maintenance		348,780	303,654
	Depreciation Charge for the Right-of-Use Assets	(Note # 6.00)	1,018,500	-
	Depreciation (Annexure-A)		26,428,809	18,450,784
	Total		<u>99,013,771</u>	<u>64,346,916</u>

21.03	Core Paper			
	Opening Balance		286,169	325,412
	Add: Purchase during the year		2,725,877	3,798,751
			<u>3,012,046</u>	<u>4,124,163</u>
	Less: Closing Balance		311,247	286,169
	Consumption during the year		<u>2,700,799</u>	<u>3,837,994</u>
21.04	Spare Parts & Store Items			
	Opening Balance		158,659	156,254
	Add: Purchase during the year		688,756	429,250
			<u>847,415</u>	<u>585,504</u>
	Less: Closing Balance		194,758	158,659
	Consumption during the year		<u>652,657</u>	<u>426,845</u>
22.00	Operating Expenses			
	Administrative and General Expenses	(Note # 22.01)	10,272,645	7,706,586
	Marketing & Selling Expenses	(Note # 22.02)	3,664,900	2,872,927
	Total		<u>13,937,545</u>	<u>10,579,513</u>
22.01	Administrative and General Expenses			
	Salaries and Allowances		4,443,500	3,151,088
	Festival Bonus		389,500	268,547
	Directors Remuneration		1,200,000	1,200,000
	Board Meeting Attendance Fee		44,000	46,000
	Overseas, Tours and Travelling Expenses		1,019,657	84,587
	Insurance Expenses (Car)		11,706	207,077
	Postage & Stamps		73,574	68,754
	Entertainment		90,147	78,957
	Audit Fees (Including VAT)		172,500	172,500
	Office Maintenance		118,184	105,241
	Photocopy Bill		41,257	32,584
	Printing & Stationery		81,251	75,142
	Newspaper, Books & Periodicals		11,650	11,265
	Internet Bill		60,000	60,000
	Registration, Renewal Expenses		66,470	205,461
	Bank Charges		704,737	547,543
	Legal Expenses		110,000	110,000
	Miscellaneous Expenses		87,547	75,624
	Fuel, Oil & Lubricants		127,548	108,567
	Utility Bill		395,477	365,475
	Telephone & Mobile Bill		142,540	131,587
	Depreciation Charge for the Right-of-Use Assets		31,500	-
	Amortization of Intangible Assets (Annexure- B)		24,000	24,000
	Depreciation (Annexure- A)		825,900	576,587
	Total		<u>10,272,645</u>	<u>7,706,586</u>
22.02	Marketing & Selling Expenses			
	Salaries and Allowances		2,565,000	1,958,743
	Festival Bonus and Incentive		229,000	163,587
	Advertisement		17,250	16,875
	Phone, Fax and Mobile Bill		55,749	52,465
	Carriage Outward		119,649	106,587
	Business Development		55,358	76,842
	Sales Promotion Expenses		40,124	31,975
	Sample Expenses		307,470	273,657
	Depreciation (Annexure- A)		275,300	192,196
	Total		<u>3,664,900</u>	<u>2,872,927</u>
23.00	Other Income			
	Foreign Currency Fluctuation Gain /(Loss)	(Note # 23.01)	1,709,678	330,859
	Wastage Sales		3,457,433	-
	Interest Income from Bank		6,693	-
	Total		<u>5,173,804</u>	<u>330,859</u>
23.01	Foreign Currency Fluctuation Gain /(Loss)			
	Foreign Currency Fluctuation Gain /(Loss) (Realized)		1,305,315	225,690
	Foreign Currency Fluctuation Gain /(Loss) (Unrealized)		404,363	105,169
	Total		<u>1,709,678</u>	<u>330,859</u>

24.00	Financial Expense			
	Interest on Borrowings	(Note # 24.01)	47,933,798	19,304,093
	Interest Expenses on Lease Liability	(Note # 14.00)	521,235	-
	Total		<u>48,455,033</u>	<u>19,304,093</u>
24.01	Interest on Borrowings			
	Interest on Short Term Borrowings			
	Rupali Bank Ltd. A/C: 132 (CC Hypo)		2,990,551	2,397,502
	Rupali Bank Ltd. COVIC-19 Revolving Refinance Scheme		-	1,017,664
	Rupali Bank Ltd. (Inland Bill Purchase)		16,630,351	1,627,546
	Rupali Bank Ltd. Business Loan (Continus) Slab Wise		1,321,528	7,500
	United Commercial Bank Ltd. (UPAS and IDBP)		706,017	1,016,219
	Standard Bank Ltd. (Upas Loan)		13,222,627	-
	Rupali Bank Ltd. (Payment Against Document)		1,732,862	1,915,582
	Rupali Bank Ltd. (Export Development Fund)		6,180,143	4,079,061
			<u>42,784,079</u>	<u>12,061,074</u>
	Interest on Long Term Borrowings			
	Rupali Bank Ltd. A/C: 708		4,043,909	6,407,009
	Rupali Bank Ltd. A/C: 859		1,105,810	-
			<u>5,149,719</u>	<u>6,407,009</u>
	Interest on Long Term Borrowings (Vehicles)			
	Pubali Bank Ltd. A/C : 464		-	836,010
			<u>-</u>	<u>836,010</u>
	Total		<u>47,933,798</u>	<u>19,304,093</u>
25.00	Contribution to WPPF			
	Profit before Contribution to WPPF		295,466,364	146,966,724
	Contribution to WPPF		14,069,827	6,998,415
	As per Bangladesh Labour Act, 2006 (Amendment 2018) the amount is computed @ 5% net profit before Income Tax.			
26.00	Current Tax Expenses			
	Current Tax	(Note # 26.01)	29,785,877	14,006,846
	Short provision for the assessment year 2022-2023		17,370	-
	Total tax on income		<u>29,803,247</u>	<u>14,006,846</u>
26.01	Calculation of Current Tax on Business and Other Income			
	Tax on Business Income			
	Profit before tax as per accounts		281,396,537	139,968,309
	Add: Accounting base Depreciation		27,554,009	19,243,567
	Less: Tax base Depreciation		67,417,734	42,674,512
	Less: Other income		5,173,804	330,859
	Taxable Income		<u>236,359,008</u>	<u>116,206,505</u>
	Tax Rate		12.00%	12.00%
	Tax on Business Income		<u>28,363,081</u>	<u>13,944,781</u>
	And			
	Tax on Other Income @ 27.5%		1,422,796	62,065
	Tax on Other Income		<u>1,422,796</u>	<u>62,065</u>
	Total Tax Expenses on Business and Other Income		<u>29,785,877</u>	<u>14,006,846</u>
26.02	AIT paid during the year			
	Tax deduction at source during the year		29,404,454	13,602,225
	Tax deduction at source at the time of bank interest income		1,001	-
	AIT at the time of Car fitness renewal		166,500	187,500
	Total		<u>29,571,955</u>	<u>13,789,725</u>
26.03	Minimum Tax as per U/S 163			
	Gross Receipts:			
	Sales Revenue		1,601,457,373	803,906,920
	Other Income		4,769,441	225,690
	Total		<u>1,606,226,814</u>	<u>804,132,610</u>
	Minimum Tax @ 0.6%		4,205,394	2,105,366
	Whichever is higher		<u>29,785,877</u>	<u>14,006,846</u>

Out of the above calculation, the higher one (Note: 26.01) is applicable for Current Tax for the year.

27.00	Basic Earnings Per Share		
	Net Profit After Tax	246,426,588	128,362,685
	Number of ordinary shares	55,268,266	55,268,266
	Basic Earnings Per Share (EPS)	4.46	2.32
28.00	Net Asset Value (NAV) per Share		
	Total Assets	2,016,748,907	1,147,549,100
	Less: Non Current Liabilities	78,250,398	62,375,116
	Less: Current Liabilities	844,356,691	237,345,004
	Net Asset Value (NAV)	1,094,141,818	847,828,980
	Number of ordinary shares	55,268,266	55,268,266
	Net Asset Value per (NAV) Share	19.80	15.34
29.00	Net Operating Cash Flows per share (NOCFPS)		
	Net Operating Cash Flows	5,026,167	78,600,075
	Number of ordinary shares	55,268,266	55,268,266
	Net Operating Cash Flows per Share (NOCFPS)	0.09	1.42
30.00	Reconciliation of Net Profit with Cash Flows from Operating Activities (Indirect Method) the requirement of Bangladesh Securities and Exchange Commission notification. BSEC/CMRRCD/2006-158/308/Admin/81, Dated 20 June 2018.		

Particulars	Amount in (Tk.)	Amount in (Tk.)
	June 30, 2023	June 30, 2022
Net Profit before Tax	281,396,537	139,968,309
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation on Property, Plant and Equipment	27,530,009	19,219,567
Amortization of Intangible Assets	24,000	24,000
Depreciation Charge for the Right-of-Use Asset	1,050,000	-
Interest Expense on the Lease Liability	521,235	-
Financial Expense	47,933,798	19,304,093
Increase/(Decrease) in Inventory	(292,510,811)	(1,458,813)
Increase/(Decrease) in Trade and Other Receivables	(45,821,316)	(108,182,175)
Increase/(Decrease) in Trade and Other Payables	877,647	(142,661)
Increase/(Decrease) in Liabilities for Expenses	17,114,444	7,614,431
Increase/(Decrease) in Advances, Deposits and Prepayments	(3,050,876)	16,358,751
	35,064,667	92,705,502
Payment of Income Tax	(29,806,446)	(14,032,999)
Foreign Exchange Gain/(loss)	(232,054)	(72,428)
Net Cash Generated from Operating Activities	5,026,167	78,600,075

31.00 Other Commitments, Contingencies and relevant information  
The requirements of Schedules XI, Para II, Para 3,4,7 & 8 of the Companies Act,1994

31.01 Number of Employee-Schedule XI, Part II, Note 5 of Para 3 :  
Total number of employees are as follows:

Salary (Monthly)	Officer & Staff	Worker	Total Employees
Salary below Tk. 8,500 per month	-	-	-
Salary above Tk. 8,500 per month	21	165	186
Total:	21	165	186

31.02 The requirement of schedule XI, part II, Para 3 (a) : Turnover

Particulars	June 30, 2023
Turnover in BDT.	1,601,457,373
Turnover in Quantity (Pcs, Kg)	10,602,556

31.03 The requirement of schedule XI part II, Para 3 (d) (i) : Raw Materials Consumed

Particulars	June 30, 2023
Raw Material (Value in BDT.)	1,151,357,851
Raw Material Quantities (Kg)	10,262,260

31.04 The requirement of schedule XI part II, Para 3 (d) (ii) : Finished goods

Particulars	June 30, 2023
Opening Quantity (Pcs, Kg)	90,495
Production Quantity (Pcs, Kg)	10,604,583
Closing Quantity (Pcs, Kg)	92,522

31.05 The requirement of schedule XI part-II, Para 4:

SL No.	Particulars	June 30, 2023
(a)	Managerial remuneration paid or payable during the financial year to the directors, including managing director, a managing agent or manager;	1,200,000
(b)	Expenses reimbursed to the managing agent;	Nil
(c)	Commission or other remuneration payable separately to a managing agent or his associate;	Nil
(d)	Commission received or receivable by the managing agent or his associate as selling or buying agent of other concerns in respect of contracts entered into by such concerns with the company;	Nil
(e)	The money value of the contracts for the sale or purchase of goods and materials or supply of services, entered into by the company with the managing agent or his associate during the financial year;	Nil
(f)	Any other perquisites or benefits in cash or in kind;	Nil
(g)	Other allowances and commission including guarantee commission.	Nil
(h)	Pensions etc.-	Nil
	(i) Pensions	Nil
	(ii) Gratuities	Nil
	(iii) Payments from a provident funds, in excess of own subscription and interest thereon	Nil
	(iv) Compensation for loss of office	Nil
	(v) Consideration in connection with retirement from office.	Nil

During the period from 01-07-2022 to 30-06-2023, there were 5 (Five) Board Meeting held. The attendance status of all the meeting is as follows

Name of the Director	Designation	Meeting Hold	Attendance
Md. Maftun Haque	Managing Director	5	5
Mrs. Salma Akter	Chairman	5	5
Mst. Siuli Begum	Director	5	4
Md. Matiar Rahman	Director	5	4
**Sharajit Roy Pallab	Independent Director	5	4

\*\* Sharajit Roy Pallab was appointed as independent director as on 19 June 2022.

31.06 Schedule XI, Part II, Para 6 :

Amount paid to the auditor as fees for service rendered for the year ended June 30, 2022

(a) as auditor; Tk.172,500.00

(b) as advisor, or in any other capacity, in respect of-

(i) taxation matters; Nil

(ii) company law matters; Nil

(iii) management services; Nil and

(c) in any other manner Nil

Audit fees payable for the year ended 30 June, 2023 is Tk.172,500.00

31.07 The requirement of Schedule XI, Part II, Para 7 : Capacity Utilization

The production capacity and utilization of its are as follows:

Particulars	Unit	Installed Capacity Per Annum	Actual Production Per Annum	Percentage of Capacity Utilization
Non Woven Fabrics	Kg.	4,013,400	3,190,459	79.50%
Woven Fabrics	Kg.	2,500,000	1,373,857	54.95%
Plain/ Blister Poly	Kg.	1,093,000	808,181	73.94%
Accessories	Kg.	6,820,000	4,924,249	72.20%
Cushion Covers	Kg.	249,000	170,070	68.30%
Woven Bag	Kg.	650,000	137,767	21.19%
Mask	Pcs.	570,000	-	0.00%
Total:		15,895,400	10,604,583	

31.08 The requirement of schedule XI, Part II, Para 8 of the Companies Act, 1994.

(a) Value of imports calculated on C.I.F basis by the company during the financial year ended June 30, 2023 in respect of raw materials, components of spare parts and capital goods were as follows:

S.L	Particulars	Import
		Amount in BDT
i	Raw Materials	1,442,515,568
ii	Core Paper	-
iii	Components of Spare parts	-

(b) The Company did not have any expenditure in foreign currency during the financial year on account of royalty, know-how, professional consultation fees, interest and other matters.

(c) Value of all imported raw materials, spare parts and components consumed during the financial year and the value of all indigenous raw materials, spare parts and components similarly consumed and the percentage of each to the total consumption:

Particulars	Total Consumption	Imported Taka	Percentage (%)	Local Taka	Percentage (%)
Raw Materials	1,151,357,851	1,151,357,851	100%	-	0%
Spare Parts	652,657	-	0%	652,657	100%
Core Paper	2,700,799	-	0%	2,700,799	100%
Total	1,154,711,307	1,151,357,851		3,353,456	

(d) No amount has been remitted during the year in foreign currencies on account of dividends for non-residents shareholders,

(e) Earnings in foreign exchange classified under the following heads, namely:

(i) Export of goods calculated on F.O.B. basis Tk. 1,601,457,373.00;

(ii) No royalty, know-how, professional and consultation fees were received;

(iii) No interest and dividend received;

(iv) No other income received.



32.00 As per Para-17, IAS- 24:

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

(a) Short-term employee benefits	7,144,000
(b) Post-employee benefits	Nil
(c) Other long term benefits	Nil
(d) Termination benefits	Nil
(e) Share-based payment	Nil

32.01 As per Paragraph 18, IAS 24 Disclosure of Related Party are as follows:

a) The amount of transaction for remuneration and board meeting fee during the year from 01 July 2022 to 30 June 2023 are as follows:

Name	Designation	Particulars	Transaction during the year	Outstanding as on June 30, 2023
Md. Maftun Haque	Managing Director	Remuneration	1,200,000	100,000
		Board Meeting Fee	10,000	-
		Loan	5,500,000	5,500,000
Mrs. Salma Akter	Chairman	Remuneration	-	-
		Board Meeting Fee	10,000	-
Mst. Siuli Begum	Director	Remuneration	-	-
		Board Meeting Fee	8,000	-
Md. Matiar Rahman	Director	Remuneration	-	-
		Board Meeting Fee	8,000	-
Sharajit Roy Pallab	Independent Director	Remuneration	-	-
		Board Meeting Fee	8,000	-
Total:			6,744,000	5,600,000

b) The amount of outstanding balances: Tk. 5,600,000.

i) Their terms and conditions, including whether they are secured, and the nature of the consideration to be provided in settlement; Terms and conditions set by the relevant laws of the deed/agreement signed between the parties.

ii) Details of any guarantees given or received; There is no guarantee given or received.

c) There is no provisions for doubtful debts.

d) The expense recognized during the period in respect of bad or doubtful debts due from related parties: No expenses recognized during the year in respect of bad or doubtful debts.

ESHANA NON WOVEN FABRICS (ind) LTD.  
SCHEDULE OF PROPERTY, PLANT AND EQUIPMENT  
AS AT JUNE 30, 2023

Annexure-A

Particulars	Cost			Rate of Depreciation (%)	Depreciation			Written Down Value as at June 30, 2023
	Balance as on July 01, 2022	Addition during the Year	Balance as on June 30, 2023		Balance as on July 01, 2022	Charge during the Year	Balance as on June 30, 2023	
Land & Land Development	97,956,027	5,924,949	103,880,976	0%	-	-	-	103,880,976
Factory Shed, Building & Other Civil Construction	206,410,775	11,254,742	217,665,517	2.5%	15,309,957	4,823,002	20,132,959	197,532,558
Plant & Machinery	245,583,490	390,143,067	635,726,557	5%	48,930,429	16,649,757	65,580,186	570,146,371
Furniture and Fixture	8,058,101	743,010	8,801,111	10%	2,517,384	574,799	3,092,183	5,708,928
Air Condition	2,417,354	557,000	2,974,354	10%	652,472	177,404	829,876	2,144,478
Factory Equipment	2,431,426	3,457,835	5,889,261	10%	553,173	365,355	918,528	4,970,733
Office Equipment	2,158,542	614,250	2,772,792	10%	706,871	161,751	868,622	1,904,170
Electrical Equipment and Installation	34,761,769	28,494,867	63,256,636	10%	13,805,347	3,724,830	17,530,177	45,726,459
Generator	7,589,609	5,300,000	12,889,609	10%	3,481,486	577,799	4,059,285	8,830,324
Fire Equipment	504,963	36,500	541,463	10%	149,966	38,591	188,557	352,906
Deep Tube Well	1,054,022	-	1,054,022	10%	429,710	62,431	492,141	561,881
Vehicle	3,860,000	2,509,034	6,369,034	10%	859,503	374,290	1,233,793	5,135,241
Balance as on June 30, 2023	612,786,078	449,035,254	1,061,821,332		87,396,298	27,530,009	114,926,307	946,895,025

Allocation of Depreciation:

Particulars	Percentage	Amount in Tk.
Manufacturing Overhead	96%	26,428,809
Administrative and General Expenses	3%	825,900
Marketing & Selling Expenses	1%	275,300
Total	100%	27,530,009

ESHANA NON WOVEN FABRICS (ind) LTD.  
SCHEDULE OF PROPERTY, PLANT AND EQUIPMENT  
AS AT JUNE 30, 2022

Annexure-A

Particulars	Cost			Rate of Depreciation (%)	Depreciation			Written Down Value as at June 30, 2022
	Balance as on July 01, 2021	Addition during the Year	Balance as on June 30, 2022		Balance as on July 01, 2021	Charge during the Year	Balance as on June 30, 2022	
Land & Land Development	97,425,813	530,214	97,956,027	0%	-	-	-	97,956,027
Factory Shed, Building & Other Civil Construction	154,574,228	51,836,547	206,410,775	2.5%	11,618,909	3,691,048	15,309,957	191,100,818
Plant & Machinery	243,776,190	1,807,300	245,583,490	5%	38,620,922	10,309,507	48,930,429	196,653,061
Furniture and Fixture	6,562,141	1,495,960	8,058,101	10%	1,981,898	535,486	2,517,384	5,540,717
Air Condition	1,729,354	688,000	2,417,354	10%	466,427	186,045	652,472	1,764,882
Factory Equipment	2,016,584	414,842	2,431,426	10%	364,179	188,994	553,173	1,878,253
Office Equipment	1,883,872	274,670	2,158,542	10%	554,019	152,852	706,871	1,451,671
Electrical Equipment and Installation	34,178,941	582,828	34,761,769	10%	11,503,469	2,301,878	13,805,347	20,956,422
Generator	7,589,609	-	7,589,609	10%	3,025,028	456,458	3,481,486	4,108,123
Fire Equipment	504,963	-	504,963	10%	110,522	39,444	149,966	354,997
Deep Tube Well	962,902	91,120	1,054,022	10%	366,333	63,377	429,710	624,312
Vehicle	12,700,000	1,660,000	14,360,000	10%	851,275	1,294,478	2,145,753	12,214,247
Balance as on June 30, 2022	563,904,597	59,381,481	623,286,078		69,462,981	19,219,567	88,682,548	534,603,530

Allocation of Depreciation:

Particulars	Percentage	Amount in Tk.
Manufacturing Overhead	96%	18,450,784
Administrative Expenses	3%	576,587
Marketing & Selling Expenses	1%	192,196
Total	100%	19,219,567

ESHANA NON WOVEN FABRICS (ind) LTD.  
SCHEDULE OF INTANGIBLE ASSETS  
AS AT 30 JUNE 2023

Annexure-B

Particulars	Cost			Rate of Depreciation (%)	Amortization			Written Down Value as at June 30, 2023
	Balance as on July 01, 2022	Addition during the Year	Balance as on June 30, 2023		Balance as on July 01, 2022	Charge during the Year	Balance as on June 30, 2023	
Software	120,000	-	120,000	20%	48,000	24,000	72,000	48,000
Balance as on 30 June 2023	120,000	-	120,000		48,000	24,000	72,000	48,000

ESHANA NON WOVEN FABRICS (ind) LTD.  
SCHEDULE OF INTANGIBLE ASSETS  
AS AT 30 JUNE 2022

Annexure-B

Particulars	Cost			Rate of Depreciation (%)	Amortization			Written Down Value as at June 30, 2022
	Balance as on July 01, 2021	Addition during the Year	Balance as on June 30, 2022		Balance as on July 01, 2021	Charge during the Year	Balance as on June 30, 2022	
Software	120,000	-	120,000	20%	24,000	24,000	48,000	72,000
Balance as on 30 June 2022	120,000	-	120,000		24,000	24,000	48,000	72,000

ESHANA NON WOVEN FABRICS (ind) LTD.  
3rd SCHEDULE OF PROPERTY, PLANT AND EQUIPMENT (TAX BASE)  
AS AT JUNE 30, 2023

Annexure-A

Particulars	Cost			Rate of Depreciation (%)	Depreciation			Written Down Value as at June 30, 2023
	Balance as on July 01, 2022	Addition during the Year	Balance as on June 30, 2023		Balance as on July 01, 2022	Charge during the Year	Balance as on June 30, 2023	
Land & Land Development	97,956,027	5,924,949	103,880,976	0%	-	-	-	103,880,976
Factory Shed, Building & Other Civil Construction	206,410,775	11,254,742	217,665,517	10%	91,389,824	12,627,569	104,017,393	113,648,124
Plant & Machinery	245,583,490	390,143,067	635,726,557	10%	155,126,882	48,059,968	203,186,850	432,539,707
Furniture and Fixture	8,058,101	743,010	8,801,111	10%	2,705,621	609,549	3,315,170	5,485,941
Air Condition	2,417,354	557,000	2,974,354	10%	1,241,533	173,282	1,414,815	1,559,539
Factory Equipment	2,431,426	3,457,835	5,889,261	10%	670,410	521,885	1,192,295	4,696,966
Office Equipment	2,158,542	614,250	2,772,792	10%	767,713	200,508	968,221	1,804,571
Electrical Equipment and Installation	34,761,769	28,494,867	63,256,636	10%	23,430,465	3,982,617	27,413,082	35,843,554
Generator	7,589,609	5,300,000	12,889,609	10%	5,600,039	728,957	6,328,996	6,560,613
Fire Equipment	504,963	36,500	541,463	10%	299,254	24,221	323,475	217,988
Deep Tube Well	1,054,022	-	1,054,022	10%	433,312	62,071	495,383	558,639
Vehicle	3,860,000	2,509,034	6,369,034	10%	2,193,960	417,507	2,611,467	3,757,567
Total	612,786,078	449,035,254	1,061,821,332		283,859,013	67,408,134	351,267,147	710,554,185

ESHANA NON WOVEN FABRICS (ind) LTD.  
3rd SCHEDULE OF INTANGIBLE ASSETS (Tax Base)  
AS AT 30 JUNE 2023

Particulars	Cost			Rate of Depreciation (%)	Depreciation			Written Down Value as at June 30, 2023
	Balance as on July 01, 2022	Addition during the Year	Balance as on June 30, 2023		Balance as on July 01, 2022	Charge during the Year	Balance as on June 30, 2023	
Software	120,000	-	120,000	20%	72,000	9,600	81,600	38,400
Total	120,000	-	120,000		72,000	9,600	81,600	38,400

ESHANA NON WOVEN FABRICS (ind) LTD.  
3rd SCHEDULE OF PROPERTY, PLANT AND EQUIPMENT (TAX BASE)  
AS AT JUNE 30, 2022

Annexure-A

Particulars	Cost			Rate of Depreciation (%)	Depreciation			Written Down Value as at June 30, 2022
	Balance as on July 01, 2021	Addition during the Year	Balance as on June 30, 2022		Balance as on July 01, 2021	Charge during the Year	Balance as on June 30, 2022	
Land & Land Development	97,425,813	530,214	97,956,027	-	-	-	-	97,956,027
Factory Shed, Building & Other Civil Construction	154,574,228	51,836,547	206,410,775	10%	78,609,718	12,780,106	91,389,824	115,020,951
Plant & Machinery	243,776,190	1,807,300	245,583,490	20%	132,512,730	22,614,152	155,126,882	90,456,608
Furniture and Fixture	6,562,141	1,495,960	8,058,101	10%	2,110,901	594,720	2,705,621	5,352,480
Air Condition	1,729,354	688,000	2,417,354	20%	947,578	293,955	1,241,533	1,175,821
Factory Equipment	2,016,584	414,842	2,431,426	10%	474,742	195,668	670,410	1,761,016
Office Equipment	1,883,872	274,670	2,158,542	10%	613,176	154,537	767,713	1,390,829
Electrical Equipment and Installation	34,178,941	582,828	34,761,769	20%	20,597,639	2,832,826	23,430,465	11,331,304
Generator	7,589,609	-	7,589,609	20%	5,102,646	497,393	5,600,039	1,989,570
Fire Equipment	504,963	-	504,963	20%	247,827	51,427	299,254	205,709
Deep Tube Well	962,902	91,120	1,054,022	10%	364,344	68,968	433,312	620,710
Vehicle	12,700,000	1,660,000	14,360,000	20%	1,646,200	2,542,760	4,188,960	10,171,040
<b>Total</b>	<b>563,904,597</b>	<b>59,381,481</b>	<b>623,286,078</b>		<b>243,227,501</b>	<b>42,626,512</b>	<b>285,854,013</b>	<b>337,432,065</b>

ESHANA NON WOVEN FABRICS (ind) LTD.  
3rd SCHEDULE OF INTANGIBLE ASSETS (Tax Base)  
AS AT 30 JUNE 2022

Particulars	Cost			Rate of Depreciation (%)	Depreciation			Written Down Value as at June 30, 2022
	Balance as on July 01, 2021	Addition during the Year	Balance as on June 30, 2022		Balance as on July 01, 2021	Charge during the Year	Balance as on June 30, 2022	
Software	120,000	-	120,000	50%	24,000	48,000	72,000	48,000
<b>Total</b>	<b>120,000</b>	<b>-</b>	<b>120,000</b>		<b>24,000</b>	<b>48,000</b>	<b>72,000</b>	<b>48,000</b>

ESHANA NON WOVEN FABRICS (ind) LTD.  
DETAILS OF TRADE RECEIVABLES  
FOR THE YEAR ENDED JUNE 30, 2023

Annexure-C

Sl. No.	Party Name	Address	Amount in Taka	
			June 30, 2023	June 30, 2022
01	Rafia Knitwears	Shukursi, Sarulia, Demra, Dhaka, Bangladesh	14,021,723	7,998,288
02	Hasan Style and Design Ltd.	Boro Bari, Chandora, Madrasha Road, Gasha, National University Gazipur-1704, Bangladesh	-	2,748,603
03	Raan Sports Knit Wear Ltd.	B 388 BSCIC Shasongaon, Fatullah, Narayanganj, Bangladesh	-	2,125,043
04	Hilton Apparels Ltd.	Holding No-06, Mirer Changaon, Ashulia, Savar, Dhaka, Bangladesh	3,231,669	1,614,979
05	Modish Attires Ltd.	Hazi Complex, Narayanganj, Iron Market, Police Line, Fatullah, Narayanganj-1400, Bangladesh	-	17,753,164
06	Amana Knit Fashion	North Masdair, Gabtoli, Fatullah, Narayanganj, Bangladesh	3,715,383	20,511,265
07	Alema Textiles Ltd.	Bashan Sarak, Vogra, Gazipur, BD	-	9,351,054
08	Mim Design Ltd.	Modern Mansion (19th Floor), Motijheel C/A, Dhaka	-	4,480,053
09	M/S. Authentic Knit Wear Ltd.	A 65/66, BSCIC Enayetnagor, Fatullah, Narayanganj-1400, Bangladesh	-	2,975,000
10	Friends Knitwear and Accessories Ltd.	Plot- B6, B7, BASCIC Industrial Area, Konabari, Gazipur, Bangladesh	15,423,999	6,378,800
11	R. N. Knit Tex Ltd.	Malancha Nagar I/A, Road No-02, West Isdair, Fatullah, Narayanganj, Bangladesh	1,733,297	1,530,638
12	United Costume Ltd.	Malancha Nagar I/A, Road No-02, West Isdair, Fatullah, Narayanganj, Bangladesh	2,476,918	3,503,126
13	Amazon Tex Knit Fashion Limited	85, A.C Dhar Road, Kalirbazar, Narayanganj, Bangladesh	-	680,085
14	Maven Fashion Ltd.	168, BJC Godnail Siddirgonj, Narayanganj, Bangladesh	-	1,700,064
15	ADRI Knitwear Ltd.	Gorgoria Bazar, Betjuri, Sreepur, Gazipur, Bangladesh	-	9,478,924
16	Noon Knit Garments	Dhaka	-	1,016,706
17	Conway Knitwear Ltd.	Rashid Manson, North Hazigonj, Pathantali Chowrasta, Fatullah, Narayanganj, Bangladesh	5,278,882	828,835
18	Maya Mithu Fashion Ltd.	Paragaon, Ashulia, Savar, Dhaka	1,083,709	892,500
19	United Apparel Composite Ltd.	Malancha Nagar I/A, Road # 03, West Isdair, Fatullah, Narayanganj, Bangladesh	3,417,699	5,274,288
20	West Apparels Ltd.	C/177, Lucky Bazar, Enayetnagar, Hajiganj, Narayanganj, Bangladesh	-	27,794,086
21	Ahana Knit Composite Ltd.	Lalpur, Post Office Road, Fatullah, Narayanganj, Bangladesh	53,891,636	77,214,068
22	Advance Attire Ltd.	25/2, Shah Ali Bagh, 4th And 5th Floor Mirpur-1, Dhaka-1216, Bangladesh	-	1,700,213

23	Nirzhor Knitwear Ltd.	Holding No.139, Block- C, Road No. 02, Nayamati Pagla, Fatullah, Narayanganj-1421, Bangladesh	-	850,553
24	Saadatia Sweaters Ltd.	Diakhali, Molla Bazar, Ashulia, Savar.	-	1,516,804
25	Dowas-Land Apparels Ltd.	Horihar Para , Panchabati, Fatullah, Narayanganj, Bangladesh	-	25,500,213
26	Satil Knitwear (Pvt) Ltd.	Plot-B/329-330 BSCIC I/A Fatullah, Narayanganj, Bangladesh	3,187,081	1,955,021
27	MS Mapel Knit Wears Ltd.	Fatullah Fabrics Building (4th Floor ), Post Office Road, Fatullah, Narayanganj, Bangladesh	8,143,559	1,871,275
28	Siraj Apparels (Pvt) Ltd.	Plot No: A-120,121, BACIC Shilpa Nagar, Fatullah, Narayanganj, Bangladesh	-	8,500,170
29	New Resuli Apparels	H 14/1, Bhuyan Para, Chowdhury Bari, Godnail, Siddirganj, Narayanganj-1400, Bangladesh	2,124,968	1,360,021
30	Zara Style Ltd.	Plot No. A-87, Shashongaon Enayetnagar, BSCIC, Fatullah, Narayanganj, Bangladesh	3,451,301	1,955,000
31	DK Textile Ltd.	House No. 15, Road No. 68/A, Gulshan-2, Dhaka, Bangladesh	19,726,914	6,904,125
32	Knit Garden	Hossain And Co. Road, North Isdair, Fatullah, Narayanganj, Bangladesh	13,676,554	2,975,000
33	Keen Apparels Limited	Kashipur ( Adjacent To Kashipur New Bridge), Fatullah, Narayanganj, Bangladesh	-	1,700,064
34	Aztec Fashions Ltd.	535, Uttarkhan Rajabari, Atipara Bazar, Uttarkhan, Dhaka-1230, Bangladesh	-	4,250,531
35	Muna Saaj Design	Mahmudpur, Bhuigor, Fatullah, Narayanganj, Bangladesh	7,569,235	3,377,322
36	Handz Clothing BD Limited	433/1, Nanduain-Maqsterbari, Gazipur Sadar, Gazipur, Bangladesh	-	3,442,521
37	F.K Textile Mills	203/1, Godnail Road, Arambag, Siddirganj, Narayanganj	-	2,975,000
38	Fashion Point Lid.	Plot No. S-41-42 BSCIC Industrial Estate, Konabari, Gazipur, Bangladesh	-	1,700,213
39	DIRD Composite Textiles Ltd.	Shathiabari, Dhaladia, Rajendrapur, Sreepur, Gazipur, Bangladesh	-	7,515,445
40	Jabon Apparels Ltd.	Plot-A-15, BSCIC 17A Shasongaon, Fatullah, Narayanganj, Bangladesh	10,150,948	6,452,775
41	FM Knitwear Ltd.	Village-Tengra, Post: Sarulia-1361, Thana-Demra, Dhaka	-	2,550,021
42	Lodestar Fashion Ltd.	Industrial Plot No. N-16, Sec-14, Mirpur, Dhaka-1216, Bangladesh	-	1,266,011
43	Triple Seven Apparels Ltd.	Sujat Plaza-2, Sujat Nagar, Pallabi, Mirpur-12, Dhaka	-	26,386,911
44	Ultimate Fashions Ltd.	Mouja-Gouripur, Ashulia, Savar, Dhaka, Bangladesh	-	1,611,558
45	Century Apparels Ltd.	Holding No.01, Block-B, DN Road, West Masdair, Fatullah, Narayanganj, Bangladesh	2,382,643	-
46	Shristy Fashion Ltd.	Hariharpara (Gafur Super Complex), Enayetnagar, Fatullah, Narayanganj - 1421	12,370,655	-
47	Diamond Knit-Fashion Ltd.	A/57 BSCIC, Shasongaon, Enayetnagar, Fatullah, Narayanganj.	5,449,645	-



48	Best Dress Wear Ltd.	Bhorari, Rajfulbaria, Savar, Dhaka. Bangladesh	4,506,356	-
49	Fine Tex Knitwears Ltd.	North Masdair, Gabtoly, Fatullah, Narayanganj.	1,082,680	-
50	East Coast Knit Wear (Pvt) Ltd.	Shiachar, Takkarhath, Fatullah, Narayanganj, Bangladesh	4,820,098	-
51	Reactive Dress Maker Ltd.	Plot # B-390-393, Bscic I/A, Shasongoan, Fatullah, Narayanganj	542,859	-
52	S.Islam Home and Fashion Ltd.	Savar, Dhaka	10,254,971	-
53	Heaven Textile Mills	Barpa, Karnogop, Ruppjonj, Narayanganj.	8,491,616	-
54	Azmat Fashions Ltd.	M-2, Section-7, Mirpur, Dhaka	5,326,269	-
55	Glorius Sun Fashion Garments Ltd.	Hossain Plaza, 1, Dewan Idris Road, Zirabo, Asulia, Dhaka.	3,758,594	-
56	Future Knit Composite Ltd.	Gazipur	942,578	-
57	SBM Concerns Ltd.	Gognagar, Moshinaband, Narayanganj Sadar-1400, Narayanganj.	5,985,061	-
58	Unique Handicrafts Ltd.	Plot-1590, Mirza Ibrahim Road, 37/C, Kunia, National University, Gazipur-1704.	2,536,245	-
59	Amana Knitex Ltd.	Masdair Gorostan Rd, Fatullah, Narayanganj.	15,530,169	-
60	Emiz Fashion	Fatullah, Narayanganj	4,069,794	-
61	Anzir Terry Towels Ltd.	Ashulia, Savar	696,144	-
62	Jahara Fashion Ltd.	Konabari, Gazipur	2,142,087	-
63	Stitch Village Ltd.	Plot-B-336/337 BSCIC Hosiery I/A, Shasongaon, Fatullah, Narayanganj.	3,296,483	-
64	Red and Green Textile Ltd.	Gazipur	1,459,113	-
65	M/S Reefan Sweater Cottage	Jatrabari, Dhaka	961,074	-
66	Fashion Runway Co. Ltd.	Konabari, Gazipur	3,202,459	-
67	Nemcon Design Ltd.	109, Hazigonj, Fatullah, Narayanganj-1400.	5,278,882	-
68	S. R. Apparels	Plot No A-79, BSCIC Industrial Area, Fatullah, Narayanganj.	4,913,282	-
69	Fyne Knitwear Ltd.	Hossain Ahmed Road, West Isdair, Fatullah, Narayanganj.	3,231,518	-
70	Ananna Knitex Ltd.	80 No North Masdair Ketab Nagar, Fatullah, Narayanganj.	2,100,347	-
71	Thasina Apparels Ltd.	Ashulia, Savar	7,010,327	-
72	Friends Knit Fashion Ltd.	32/34, Isha Kha Road, Narayanganj.	2,702,149	-
73	Vigbyor Fashion Ltd.	New-129/B, Nagar Khanpur, Narayanganj, Bangladesh.	1,437,785	-
74	Sawda Fashion	Dhaka	1,669,490	-
75	Rose Garden Apparels Ltd.	Fatullah, Narayanganj	1,071,086	-
76	M.S. Fashion Year	Narayanganj	1,621,047	-

77	Shipra Fashion Ltd.	Shailat, Ward # 2, Nij Mawna, Shreepur, Gazipur, Dhaka	10,816,775	-
78	Winner Apparels	Narayanganj	3,029,232	-
79	Texture Knit Wear Limited.	Plot A-45, BSCIC I/A, Shasongaon, Fatullah, Narayanganj.	3,307,148	-
80	Export Touch Fashion Ltd.	Mirpur, Dhaka	3,245,093	-
81	Jabe Apparels Ltd.	Dhaka BD	2,598,324	-
82	Nassa Taipei Denims Ltd.	Cumilla DB	674,476	-
83	Buildex Knit Composite Ltd.	Savar, Dhaka	2,262,753	-
84	Pacific Export	Narayanganj	2,174,996	-
85	Pratik Apparels Ltd.	Dhaka	1,778,874	-
86	Apparel Chain BD Ltd.	Fatullah, Narayanganj	2,165,279	-
87	SRB Fashion Ltd.	Badda, Dhaka	1,106,898	-
88	Saaf Sweaters Ltd.	29 Boro Dewra, Nishatnagar, Fakir Market, Tongi, Gazipur, Dhaka	2,016,916	-
89	Rafi Knitwear Ltd.	1751/1, Polagach Road, Khailkoir (Uttar), National University-1704, Gazipur City Corporation, Gazipur.	9,091,516	-
90	Unioun Handicrafts Ltd.	Gazipur, Dhaka	2,170,514	-
91	Gulf Knitting and Textile Ltd.	40 International Medical College Road, Sataish, Tongi, Gazipur.	1,739,932	-
92	Savar Sweaters Ltd.	Plot 12P and 13P, Global Knitwear Building (Sweater Complex), Kalurghat Heavey I/A, Chittagong.	6,824,389	-
93	Acelon Knit Fashion Ltd.	House: 72 (Old), 86 (New), New Sirajuddowla Road, Khanpur (Inside Kumudini Welfare Trust), Narayanganj.	8,124,195	-
94	Best Maker Fashion Wear Ltd.	Plot A 147, BSCIC Industrial Estate, Shashongaon, Fatullah, Narayanganj, Bangladesh.	2,274,775	-
95	Genetic Fashions Ltd.	Holding No. 1, Ward No. 7, Uttar Gazirchat, Alia Madrasha, Ashulia, Savar, Dhaka	1,137,387	-
Total Tk.			369,688,454	324,166,332

ESHANA NON WOVEN FABRICS (ind) LTD.  
 DETAILS OF RAW MATERIALS INVENTORY  
 FOR THE YEAR ENDED JUNE 30, 2023

Annexure-D

Sl. No.	Items Name	Opening Balance as on 01.07.2022		Closing Balance as on 30.06.2023	
		Quantity (Kg.)	Amount	Quantity (Kg.)	Amount
1	Marlex Polypropylene Resin HGX-030 SP	911,005	106,417,590	2,212,420	261,021,364
2	Caco3	-	-	5,676	484,932
3	PP : Mangpol-HR003	30,652	3,965,603	-	-
4	PP Homopolymer (Fiber Grade) Tairipro PP S 1040	15,365	1,956,794	-	-
5	PP Non Woven Grade RH-38	30,215	4,007,665	-	-
6	LLDPE JF19010	103,215	10,083,331	-	-
7	PP Grade: PM 602	74,778	8,784,314	103,772	12,314,572
8	PP Grade: L670M	71,556	9,979,497	100,051	13,990,076
9	NSY114G	237,731	29,626,679	-	-
10	Calcium Carbonate (Uncoated) (NW)	-	-	24,611	1,269,077
11	Co-Polymer Grade: L670M	-	-	55,128	7,599,828
12	LDPE 4024WN	-	-	31,379	4,271,177
13	LLDPE	-	-	63,988	8,815,271
14	LLDPE (Grade: SABIC 218WJ )	-	-	302,447	37,697,527
15	Masterbatch (CMB) (Pest-3 & Red-7)	-	-	4,922	521,744
16	Polypropylene	-	-	67,003	7,825,100
17	Polypropylene (Grade: 1101SC) (Nonwoven)	-	-	60,911	6,974,243
18	Polypropylene (Grade: H350FG)	-	-	63,988	7,347,334
19	Polypropylene 1102K	-	-	49,424	5,868,543
20	Polypropylene H030SG	-	-	25,830	3,093,340
21	Polypropylene H03ML	-	-	16,379	1,951,196
22	Polypropylene H35FBF	-	-	87,860	10,525,550
23	Polypropylene NSY114G	-	-	342,992	39,367,449
24	Polypropylene RH03	-	-	157,621	18,766,268
25	PP Grade: 1102K (Yarn)	-	-	18,273	1,918,447
26	PP Grade: 3375 RM (Lamination)	-	-	24,365	3,345,978
27	PP H030SG	-	-	34,963	4,187,115
28	PP NSY114G	-	-	25,346	3,035,355
29	PP Y-130	-	-	27,986	3,366,532
30	White Masterbatch	-	-	4,922	421,171
	Total Taka	1,474,517	174,821,473	3,912,257	465,979,190

ESHANA NON WOVEN FABRICS (ind) LTD.  
DETAILS OF FINISHED GOODS  
FOR THE YEAR ENDED JUNE 30, 2023

Annexure-E

Sl. No.	Name of Products	Opening Balance as on 01.07.2022		Closing Balance as on 30.06.2023	
		(Pcs, Kg.)	Amount	(Pcs, Kg.)	Amount
1	Non Woven Fabrics	41,256	4,916,525	39,300	4,779,055
2	Woven Fabrics	-	-	12,400	1,261,819
3	Plain Blister Poly	2,147	224,174	1,460	193,240
4	Accessories	35,814	3,961,579	34,863	4,077,917
5	Cushion Covers	2,078	332,511	2,148	338,138
6	Woven Bag	-	-	2,351	204,605
7	Mask	9,200	317,351	-	-
	<b>Total</b>	<b>90,495</b>	<b>9,752,141</b>	<b>92,522</b>	<b>10,854,774</b>

ESHANA NON WOVEN FABRICS (ind) LTD.  
DETAILS OF EXPORT  
FOR THE YEAR ENDED JUNE 30, 2023

Annexure-F

Sl. No.	Name of Products	2023	
		Qty (Pcs, Kg.)	Amount
1	Non Woven Fabrics	3,192,415	497,852,771
2	Woven Fabrics	1,361,457	177,668,955
3	Plain/ Blister Poly	808,868	137,294,487
4	Accessories	4,925,200	738,801,530
5	Cushion Covers	170,000	34,319,479
6	Woven Bag	135,416	15,113,510
7	Mask	9,200	406,640
	<b>Total</b>	<b>10,602,556</b>	<b>1,601,457,373</b>

- (b) Information as is required under section 186 of the কোম্পানি আইন, ১৯৯৪ relating to holding company;

This information is not applicable for ENFIL.

- (c) Selected ratios as specified in Annexure-D;

Auditor's certificate regarding calculation of EPS and Ratios

This is to certify that Eshana Non woven Fabrics (ind) Ltd. has maintained the following ratios as computed on the basis of the audited financial statements for the year ended June 30, 2023, 2022, 2021, 2020 and 2019.

Particulars	30-Jun-23	30-Jun-22	30-Jun-21	30-Jun-20	30-Jun-19
	Ratio				
<b>I. Liquidity Ratios:</b>					
(i) Current Ratio	1.23x	2.56x	2.74x	2.30x	1.86x
(ii) Quick Ratio	0.61x	1.62x	1.39x	1.38x	1.01x
<b>II. Operating Efficiency Ratios:</b>					
(i) Accounts Receivable Turnover Ratio	4.61x	2.98x	3.75x	2.90x	2.98x
(ii) Inventory Turnover Ratio	3.75x	3.37x	3.47x	2.84x	4.19x
(iii) Asset Turnover Ratio	1.01x	0.76x	0.79x	0.64x	0.81x
<b>III. Profitability Ratios:</b>					
(i) Gross Margin Ratio	22.02%	21.96%	21.92%	21.86%	21.85%
(ii) Operating Profit Ratio	21.15%	20.64%	20.77%	20.67%	20.74%
(iii) Net Profit Ratio	15.39%	15.97%	16.02%	12.95%	12.49%
(iv) Return on Assets Ratio	15.58%	12.11%	12.62%	8.30%	10.06%
(v) Return on Equity Ratio	25.38%	16.38%	17.90%	19.78%	97.18%
(vi) Earnings Per Share (EPS)	4.46x	2.32x	2.14x	1.91x	23.83x
(vii) Earnings before interest, taxes, depreciation and amortization (EBITDA) margin	22.87%	23.04%	23.07%	23.33%	23.19%
<b>IV. Solvency Ratios:</b>					
(i) Debt to Total Assets Ratio	0.41x	0.21x	0.20x	0.28x	0.79x
(ii) Debt to Equity Ratio	0.75x	0.29x	0.27x	0.42x	5.70x
(iii) Times Interest Earned Ratio	6.99x	8.60x	9.12x	3.70x	3.68x
(iv) Debt Service Coverage Ratio	11.85x	7.02x	10.54x	3.98x	2.77x
<b>V. Cash Flow Ratios:</b>					
(i) Net Operating Cash Flow per Share (NOCFPS)	0.09x	1.42x	1.22x	3.71x	12.42x
(ii) NOCFPS to EPS Ratio	0.02x	0.61x	0.57x	1.95x	0.52x

Sd/-  
Fouzia Haque, FCA  
Partner  
FAMES & R  
Chartered Accountants

Place: Dhaka  
Date: October 21, 2023

Ratio Calculation											
Particulars	Formula	30-Jun-23		30-Jun-22		30-Jun-21		30-Jun-20		30-Jun-19	
		Calculation	Ratio	Calculation	Ratio	Calculation	Ratio	Calculation	Ratio	Calculation	Ratio
<b>I. Liquidity Ratios:</b>											
(i) Current Ratio	Current Assets/Current Liabilities	1,039,741,729 844,356,691	1.23x	607,824,009 237,345,004	2.56x	465,393,295 170,136,913	2.74x	441,964,953 191,979,129	2.30x	438,300,254 236,236,956	1.86x
(ii) Quick Ratio	(Current Assets-Inventories-Advance, Deposit & Prepayments)/Current Liabilities	514,278,762 844,356,691	0.61x	384,051,464 237,345,004	1.62x	236,764,852 170,136,913	1.39x	264,687,248 191,979,129	1.38x	239,128,801 236,236,956	1.01x
<b>II. Operating Efficiency Ratios:</b>											
(i) Accounts Receivable Turnover Ratio	Net Sales/Average Accounts Receivables	1,601,457,373 347,182,159	4.61x	803,906,920 270,180,414	2.98x	737,893,803 196,951,104	3.75x	543,281,606 187,241,273	2.90x	577,167,491 193,723,876	2.98x
(ii) Inventory Turnover Ratio	Cost of Goods Sold /Average Inventory	1,248,772,235 333,039,323	3.75x	627,387,449 186,054,511	3.37x	576,184,111 165,939,060	3.47x	424,526,409 149,668,706	2.84x	451,040,343 107,749,007	4.19x
(iii) Asset Turnover Ratio	Net Sales/Average Total Assets	1,601,457,373 1,582,149,004	1.01x	803,906,920 1,060,407,856	0.76x	737,893,803 936,827,265	0.79x	543,281,606 847,865,111	0.64x	577,167,491 716,519,363	0.81x
<b>III. Profitability Ratios:</b>											
(i) Gross Margin Ratio	Gross Profit/Net Sales	352,685,138 1,601,457,373	22.02%	176,519,471 803,906,920	21.96%	161,709,692 737,893,803	21.92%	118,755,197 543,281,606	21.86%	126,127,148 577,167,491	21.85%
(ii) Operating Profit Ratio	Operating Profit/Net Sales	338,747,593 1,601,457,373	21.15%	165,939,958 803,906,920	20.64%	153,249,239 737,893,803	20.77%	112,269,243 543,281,606	20.67%	119,719,535 577,167,491	20.74%
(iii) Net Profit Ratio	Net Profit after Tax/Net Sales	246,426,588 1,601,457,373	15.39%	128,362,685 803,906,920	15.97%	118,226,832 737,893,803	16.02%	70,366,958 543,281,606	12.95%	72,091,263 577,167,491	12.49%
(iv) Return on Assets Ratio	Net Profit after Tax/Average Total Assets	246,426,588 1,582,149,004	15.58%	128,362,685 1,060,407,856	12.11%	118,226,832 936,827,265	12.62%	70,366,958 847,865,111	8.30%	72,091,263 716,519,363	10.06%
(v) Return on Equity Ratio	Net Profit after Tax/Average Total Shareholders Equity	246,426,588 970,985,399	25.38%	128,362,685 783,647,638	16.38%	118,226,832 660,352,879	17.90%	70,366,958 355,735,733	19.78%	72,091,263 74,186,373	97.18%
(vi) Earnings Per Share (EPS)	Net Profit after Tax/Weighted Average Number of Ordinary Shares Outstanding	246,426,588 55,268,266	4.46x	128,362,685 55,268,266	2.32x	118,226,832 55,268,266	2.14x	70,366,958 36,919,749	1.91x	72,091,263 3,024,598	23.83x
(vii) Earnings before interest, taxes, depreciation and amortization (EBITDA) margin	EBITDA/Net Sales	366,301,602 1,601,457,373	22.87%	185,183,525 803,906,920	23.04%	170,267,314 737,893,803	23.07%	126,724,342 543,281,606	23.33%	133,833,312 577,167,491	23.19%
<b>IV. Solvency Ratios:</b>											
(i) Debt to Total Assets Ratio	Total Debt/Total Assets	825,475,764 2,016,748,907	0.41x	246,075,982 1,147,549,100	0.21x	197,073,119 973,266,613	0.20x	253,016,683 900,387,917	0.28x	628,024,358 795,342,305	0.79x
(ii) Debt to Equity Ratio	Total Debt/Total Equity	825,475,764 1,094,141,818	0.75x	246,075,982 847,828,980	0.29x	197,073,119 719,466,295	0.27x	253,016,683 601,239,462	0.42x	628,024,358 110,232,004	5.70x
(iii) Times Interest Earned Ratio	EBIT/Financial Expenses	338,747,593 48,455,033	6.99x	165,939,958 19,304,093	8.60x	153,249,239 16,800,555	9.12x	112,269,243 30,381,811	3.70x	119,719,535 32,555,747	3.68x
(iv) Debt Service Coverage Ratio	Net Operating Profit / Total Debt Service	366,301,602 30,907,962	11.85x	185,183,525 26,384,307	7.02x	170,267,314 16,148,345	10.54x	126,724,342 31,836,011	3.98x	133,833,312 48,376,619	2.77x
<b>V. Cash Flow Ratios:</b>											
(i) Net Operating Cash Flow per Share (NOCFPS)	Net Operating Cash Flow/ Number of Ordinary Shares Outstanding	5,026,167 55,268,266	0.09x	78,600,075 55,268,266	1.42x	67,256,530 55,268,266	1.22x	137,103,488 36,919,749	3.71x	37,575,932 3,024,598	12.42x
(ii) NOCFPS to EPS Ratio	Net Operating Cash Flow per Share/EPS	0.09 4.46	0.02x	1.42 2.32	0.61x	1.22 2.14	0.57x	3.71 1.91	1.95x	12.42 23.83	0.52x

Comparison ratios with the industry average ratios of the same periods:

There are no listed similar companies in the exchanges. So, it is not possible to compare the ratios with the industry.

- (d) Auditors report under Section 135(1), Para 24(1) of Part II of Schedule III of the কোম্পানি আইন, ১৯৯৪. The report shall include comparative income statements and balance sheet and aforementioned ratios for immediate preceding five accounting years of the issuer. If the issuer has been in commercial operation for less than five years, the above mentioned inclusion and submission will have to be made for the period since commercial operation;

Auditors' report Under Section-135 (1) and Para-24(1) of Part-II of Schedule-III of the Companies Act, 1994

We have examined the financial statements of Eshana Non woven Fabrics (ind) Ltd. for the year ended June 30, 2023, 2022, 2021, 2020 and 2019. Financial Statement for the year ended June 30, 2023, 2022 was audited by us, June 30, 2021, 2020, 2019 were audited by Ashraf Uddin & Co. In pursuance of Section-135 (1) and Para-24 (1) of Part-II of Schedule-III of the Companies Act, 1994, our report is as under:

A) Statements of Assets and Liabilities of the Company are as under:

Particulars	Amount in Taka				
	30-Jun-23	30-Jun-22	30-Jun-21	30-Jun-20	30-Jun-19
<b>ASSETS:</b>					
Non-Current Assets:	977,007,178	539,725,091	507,873,318	458,422,964	357,042,051
Property, Plant and Equipment	946,895,025	534,603,530	494,441,616	424,949,425	356,465,316
Capital Work-in-Progress	22,014,153	5,049,561	13,335,702	33,473,539	576,735
Intangible Assets	48,000	72,000	96,000	-	-
Right-of-Use Assets	8,050,000	-	-	-	-
Current Assets	1,039,741,729	607,824,009	465,393,295	441,964,953	438,300,254
Inventories	479,294,728	186,783,917	185,325,104	146,553,015	152,784,397
Trade and Other Receivables	370,092,817	324,271,501	216,089,326	177,812,882	196,669,664
Advances, Deposits and Prepayments	46,168,239	36,988,628	43,303,339	30,724,690	46,387,056
Cash and Cash Equivalents	144,185,945	59,779,963	20,675,526	86,874,366	42,459,137
<b>Total Assets</b>	<b>2,016,748,907</b>	<b>1,147,549,100</b>	<b>973,266,613</b>	<b>900,387,917</b>	<b>795,342,305</b>
<b>SHARE HOLDERS' EQUITY &amp; LIABILITIES:</b>					
Shareholders' Equity	1,094,141,818	847,828,980	719,466,295	601,239,462	110,232,004
Share Capital	552,682,660	552,682,660	425,140,500	425,140,500	4,500,000
Retained Earnings	541,459,158	295,146,320	294,325,795	176,098,962	105,732,004
Non-Current Liabilities	78,250,398	62,375,116	83,663,406	107,169,325	448,873,345
Share Money Deposit	-	-	-	-	335,560,500
Long Term Borrowings-Net off Current Portion	47,706,046	34,614,612	51,223,728	84,813,710	94,864,664
Lease Finance-Net off Current Portion (Vehicles)	1,714,194	4,097,048	6,375,000	-	-
Deferred Tax Liability	28,830,158	23,663,456	26,064,678	22,355,615	18,448,181
Current Liabilities	844,356,691	237,345,004	170,136,913	191,979,129	236,236,956
Short Term Borrowings	741,545,940	179,519,925	118,178,463	149,032,045	178,428,266
Liabilities for Expenses	66,816,797	28,820,462	29,547,207	21,393,170	25,433,720
Current Portion of Long Term Borrowings	32,074,654	25,822,734	19,170,928	19,170,928	19,170,928
Current Portion of Lease Finance (Vehicles)	2,434,930	2,021,663	2,125,000	-	-
Trade and Other Payables	1,484,370	1,160,220	1,115,315	2,382,986	13,204,042
<b>Total Shareholders' Equity and Liabilities</b>	<b>2,016,748,907</b>	<b>1,147,549,100</b>	<b>973,266,613</b>	<b>900,387,917</b>	<b>795,342,305</b>
Net Asset Value (NAV) per share	19.80	15.34	16.92	14.14	244.96

B) The statements of operating results of the Company is as follow:

*Amount in Taka*

Particulars	01 Jul 2022 to 30 Jun 2023	01 Jul 2021 to 30 Jun 2022	01 Jul 2020 to 30 Jun 2021	01 Jul 2019 to 30 Jun 2020	01 Jul 2018 to 30 Jun 2019
Revenue	1,601,457,373	803,906,920	737,893,803	543,281,606	577,167,491
Cost of Goods Sold	1,248,772,235	627,387,449	576,184,111	424,526,409	451,040,343
Gross Profit	352,685,138	176,519,471	161,709,692	118,755,197	126,127,148
Operating Expenses	13,937,545	10,579,513	8,460,453	6,485,954	6,407,614
Administrative and General Expenses	10,272,645	7,706,586	5,872,621	4,345,915	4,295,229
Marketing & Selling Expenses	3,664,900	2,872,927	2,587,833	2,140,039	2,112,385
Profit from Operation	338,747,593	165,939,958	153,249,239	112,269,243	119,719,535
Other Income	5,173,804.00	330,859.00	755,019	705,804	462,176
Financial Expense	48,455,033	19,304,093	16,800,555	30,381,811	32,555,747
Profit before Contribution to WPPF	295,466,364	146,966,724	137,203,703	82,593,236	87,625,964
Contribution to WPPF	14,069,827	6,998,415	-	-	-
Profit Before Tax	281,396,537	139,968,309	137,203,703	82,593,236	87,625,964
Income Tax Expenses	34,969,949	11,605,624	18,976,870	12,226,278	15,534,701
Current Tax	29,803,247	14,006,846	15,267,807	8,318,843	10,308,397
Deferred Tax	5,166,702	(2,401,222)	3,709,063	3,907,434	5,226,304
Net Profit After Tax	246,426,588	128,362,685	118,226,832	70,366,958	72,091,263
Earnings Per Share (Basic)	4.46	2.32	2.14	1.91	23.83
Earnings Per Share (Diluted)	4.46	2.32	2.14	1.27	1.30

\*Considering the latest number of shares i.e. 55,268,266 for all years in calculating Diluted Earnings Per Share (EPS)



C) Dividend declared:

Particulars	30-Jun-23	30-Jun-22	30-Jun-21	30-Jun-20	30-Jun-19
Cash Dividend	Nil	Nil	Nil	Nil	Nil
Stock Dividend (Bonus Share)	Nil	Nil	30%	Nil	Nil

- D) Eshana Non Woven Fabrics (ind) Ltd. is a public limited company, incorporated in Bangladesh bearing registration no. KHC-1183/13 dated April 11, 2013 and converted as a public limited company dated February 08, 2020.
- E) The Company started its commercial operation in October 01, 2016.
- F) The Company has no subsidiary as on the balance sheet date.
- G) No proceeds or part of the proceeds of the issue of shares would be applied directly by the company in the purchase of any business.
- H) The Company did not prepare any statement of accounts for the period subsequent to June 30, 2023.
- I) Figures related to previous years have been re-arranged whenever considered necessary.

Sd/-  
Fouzia Haque, FCA  
Partner  
FAMES & R  
Chartered Accountants

Place: Dhaka  
Date: October 21, 2023

(e) Financial spread sheet analysis for the latest audited financial statements;

Eshana Non woven Fabrics (ind) Ltd.  
Statement of Financial Position  
As at June 30, 2023

Particulars	Amount	Percentage on Total Asset	Grand Total
<b>ASSETS</b>			
<b>NON-CURRENT ASSETS</b>	977,007,178		48.44%
Property, Plant and Equipment	946,895,025	46.95%	
Land & Land Development	103,880,976	5.15%	
Factory Shed, Building & Other Civil Construction	197,532,558	9.79%	
Plant & Machinery	570,146,371	28.27%	
Furniture and Fixture	5,708,928	0.28%	
Air Condition	2,144,478	0.11%	
Factory Equipment	4,970,733	0.25%	
Office Equipment	1,904,170	0.09%	
Electrical Equipment and Installation	45,726,459	2.27%	
Generator	8,830,324	0.44%	
Fire Equipment	352,906	0.02%	
Deep Tube Well	561,881	0.03%	
Vehicle	5,135,241	0.25%	
Capital Work-in-Progress	22,014,153	1.09%	
Intangible Assets	48,000	0.00%	
Right-of-Use Assets	8,050,000	0.40%	
<b>CURRENT ASSETS</b>	1,039,741,729	51.56%	51.56%
Inventories	479,294,728	23.77%	
Raw Materials	465,979,190	23.11%	
Work in Process	1,954,759	0.10%	
Finished Goods	10,854,774	0.54%	
Core Paper	311,247	0.02%	
Spare Parts & Store Items	194,758	0.01%	
Trade and Other Receivables	370,092,817	18.35%	
Advances, Deposits and Prepayments	46,168,239	2.29%	
Advance to Employees	350,500	0.02%	
Advance Income Tax	29,571,955	1.47%	
Security Deposit	2,800,000	0.14%	
Prepaid Insurance	3,553,356	0.18%	
L/C Margin Machinery	1,625,353	0.08%	
L/C Margin Raw Materials	8,267,075	0.41%	
Cash and Cash Equivalent	144,185,945	7.15%	
<b>Total Assets</b>	<b>2,016,748,907</b>		<b>100.00%</b>
<b>SHAREHOLDERS' EQUITY AND LIABILITIES</b>			
<b>SHAREHOLDER'S EQUITY</b>	1,094,141,818		54.25%
Share Capital	552,682,660	27.40%	
Retained Earnings	541,459,158	26.85%	
<b>NON-CURRENT LIABILITIES</b>	78,250,398		3.88%
Long Term Borrowings-Net off Current Portion	47,706,046	2.37%	
Lease Finance-Net off Current Portion (Vehicles)	1,714,194	0.08%	

Deferred Tax Liability	28,830,158	1.43%	
<b>CURRENT LIABILITIES</b>	<b>844,356,691</b>		<b>41.87%</b>
Short Term Borrowings	741,545,940	36.77%	
Liabilities for Expenses	66,816,797	3.31%	
Wages, Salary and Allowances	2,712,498	0.13%	
Director Remuneration	100,000	0.00%	
Utility Bill Payable	3,225,758	0.16%	
Internet Bill Payable	5,000	0.00%	
Income Tax Payable	29,785,877	1.48%	
Interest Payable	9,746,922	0.48%	
W.P.P.F Payable	21,068,242	1.04%	
Audit Fee Payable	172,500	0.01%	
Current Portion of Long Term Borrowings	32,074,654	1.59%	
Current Portion of Lease Liabilities	2,434,930	0.12%	
Trade and Other Payables	1,484,370	0.07%	
<b>Total Equity and Liabilities</b>	<b>2,016,748,907</b>		<b>100.00%</b>

Eshana Non woven Fabrics (ind) Ltd.  
Statement of Profit or Loss and Other Comprehensive Income  
For the year ended June 30, 2023

Particulars	For the year ended Jun 30, 2023	Percentage on Total Turnover	Grand Percentage
Revenue	1,601,457,373		100%
Revenue	1,601,457,373		
Less: Cost of Goods Sold	1,248,772,235		77.98%
Raw Materials Consumed	1,151,357,851	71.89%	
Manufacturing Overhead	99,013,771	6.18%	
Cost of Manufacture	1,250,371,622	78.08%	
Add: Work in Process-Opening	1,765,475	0.11%	
Less: Work in Process-Closing	1,954,759	0.12%	
Cost of production	1,250,182,338	78.07%	
Less: Sample Expenses	307,470	0.02%	
Add: Finished Goods-Opening	9,752,141	0.61%	
Less: Finished Goods-Closing	10,854,774	0.68%	
Total Cost of Goods Sold	1,248,772,235	77.98%	
Gross Profit	352,685,138		22.02%
Less: Operating Expenses	13,937,545	0.87%	
Administrative and General Expenses	10,272,645	0.64%	
Marketing & Selling Expenses	3,664,900	0.23%	
Profit from Operation	338,747,593		21.15%
Add: Other Income	5,173,804	0.32%	
Less: Financial Expense	48,455,033	3.03%	
Profit before Contribution to WPPF	295,466,364		18.45%
Less: Contribution to WPPF	14,069,827	0.88%	
Profit before Income Tax	281,396,537		17.57%
Less: Income Tax Expenses	34,969,949	2.18%	
Current Tax	29,803,247	1.86%	
Deferred Tax	5,166,702	0.32%	
Net Profit after Tax	246,426,588		15.39%

- (f) Earnings Per Share (EPS) on fully diluted basis (with the total existing number of shares) in addition to the weighted average number of shares basis. Future projected Net Income should not be considered while calculating the weighted average EPS;

*As per audited financial statement for the year ended June 30, 2023*

Particulars	Amount in Taka
Net Profit After Tax	246,426,588
Total existing number of Share	55,268,266
Weighted average number of Share	55,268,266
Earnings per Share (EPS)-Fully Diluted Basis	4.46
Earnings per Share (EPS)-Weighted average no. of Share basis	4.46

- (g) All extra-ordinary income or non-recurring income coming from other than core operations should be shown separately while showing the Net Profit as well as the Earnings Per Share;

*As per audited financial statement for the year ended June 30, 2023*

Particulars	Amount in Taka
Profit Before Tax	281,396,537
Less: Other Income	5,173,804
Profit before Income Tax except Other Income	276,222,733
Less: Income Tax Expense	34,969,949
Net Profit After Tax	241,252,784
No. of shares	55,268,266
Earnings per Share (EPS)	4.37

- (h) Quarterly or half-yearly EPS should not be annualized while calculating the EPS;

This information is not applicable for ENFIL.

- (i) Net asset value (with and without considering revaluation surplus or reserve) per unit of the securities being offered at the date of the latest audited statement of financial position.

The Company has not revalued any of its assets.

*As per audited financial statement for the year ended June 30, 2023*

Particulars	Amount in Taka
Share Capital	552,682,660
Retained Earnings	541,459,158
Total Shareholders' Equity (without revaluation reserve)	1,094,141,818
Total Number of Ordinary Share	55,268,266
Net Assets Value (NAV) (without revaluation reserve) at BDT 10.00 per share	19.80

- (j) The Commission may require the issuer to re-audit the audited financial statements, if any deficiency or anomaly is found in the financial statements. In such a case, cost of audit should be borne by the concerned issuer.

If require, ENFIL will bear the cost of audit.

(k) Following statements for the last five years or any shorter period of commercial operation certified by the auditors:-

(i) Statement of long term and short term borrowings including borrowing from related party or connected persons with rate of interest and interest paid or accrued;

Certification on Statement of long term and short term borrowings including borrowing from related party or connected persons with rate of interest and interest paid or accrued of ESHANA NON WOVEN FABRICS (ind) LTD.

After due verification, we certify that the long term and short term borrowing including borrowing from related party or connected persons of ESHANA NON WOVEN FABRICS (ind) LTD. from 01 July, 2018 to 30 June, 2023 made up as follows:

For the year ended 30 June, 2023

Name of Party	Nature of Relationship	Nature of Borrowing	Balance as 30 June, 2023	Interest Rate	Interest Paid (BDT)	Interest Accrued (BDT)
Rupali Bank Limited	Lender	Long Term	31,546,425	9.00%	4,659,079	784,981
Rupali Bank Limited	Lender	Long Term	48,234,275	9.00%	-	1,864,689
Sub-Total			79,780,700		4,659,079	2,649,670
Pubali Bank Ltd.	Lender	Lease Finance	4,149,124	9.00%	521,235	-
Sub-Total			4,149,124		521,235	-
Rupali Bank Limited	Lender	Short Term- CC Hypo	50,000,000	9.00%	4,192,938	625,643
Rupali Bank Limited	Lender	Short Term- Business Loan (Continuous) Slab Wise	15,000,000	9.00%	1,011,299	317,729
Rupali Bank Limited	Lender	Short Term-Inland Bill Purchase	143,925,162	9.00%	16,184,169	1,214,558
Rupali Bank Limited	Lender	Short Term- PAD	-	9.00%	2,325,413	-
Rupali Bank Limited	Lender	Short Term-Export Development Fund	210,247,243	4.00%	6,180,143	-
United Commercial Bank Limited	Lender	UPAS and IDBP	-	9.00%	706,017	-
Standard Bank Limited	Lender	Short Term-Upas Loan	316,873,535	9.00%	8,283,305	4,939,322
Loan from Director	Lender	Short Term Loan	5,500,000	0.00%	-	-
Sub-Total			741,545,940		38,883,284	7,097,252
Grand Total			825,475,764		44,063,598	9,746,922

For the year ended 30 June, 2022

Name of Party	Nature of Relationship	Nature of Borrowing	Balance as 30 June, 2022	Interest Rate	Interest Paid (BDT)	Interest Accrued (BDT)
Rupali Bank Limited	Lender	Long Term	60,437,346	9.00%	15,002,690	1,400,151
Sub-Total			60,437,346		15,002,690	1,400,151
Pubali Bank Ltd.	Lender	Lease Finance	6,118,711	9.00%	788,556	47,454
Sub-Total			6,118,711		788,556	47,454
Rupali Bank Limited	Lender	Short Term- CC Hypo	49,268,129	9.00%	1,751,728	1,828,030
Rupali Bank Limited	Lender	Short Term- COVID-19 Revolving Refinance Scheme	-	9.00%	1,370,045	-
Rupali Bank Limited	Lender	Short Term- Business Loan (Continus) Slab Wise	15,000,000	9.00%	-	7,500
Rupali Bank Limited	Lender	Short Term- Inland Bill Purchase	47,215,000	9.00%	1,052,978	768,376
United Commercial Bank Limited	Lender	Short Term- (LDBP)	-	9.00%	1,016,219	-
Rupali Bank Limited	Lender	Short Term- PAD	27,884,736	9.00%	1,323,031	592,551
Rupali Bank Limited	Lender	Short Term- Export Development Fund	40,152,060	3.00%	4,079,061	-
Sub-Total			179,519,925		10,593,061	3,196,457
Grand Total			246,075,982		26,384,307	4,644,062

For the year ended 30 June, 2021

Name of Party	Nature of Relationship	Nature of Borrowing	Balance as 30 June, 2021	Interest Rate	Interest Paid (BDT)	Interest Accrued (BDT)
Rupali Bank Limited	Lender	Long Term	70,394,656	9.00%	7,770,018	9,995,832
Sub-Total			70,394,656		7,770,018	9,995,832
Pubali Bank Ltd.	Lender	Lease Finance	8,500,000	9.00%	-	-
Sub-Total			8,500,000		-	-
Rupali Bank Limited	Lender	Short Term- CC Hypo	5,911,911	9.00%	1,545,288	1,182,256
Rupali Bank Limited	Lender	Short Term- COVID-19 Revolving Refinance Scheme	14,995,978	9.00%	652,228	352,381
Rupali Bank Limited	Lender	Short Term- Inland Bill Purchase	29,850,000	9.00%	1,000,000	193,807
United Commercial Bank Limited	Lender	Short Term- (LDBP)	28,023,182	9.00%	468,814	-
Rupali Bank Limited	Lender	Short Term- Export Development Fund	39,397,392	2.00%	4,711,997	-
Sub-Total			118,178,463		8,378,327	1,728,444
Grand Total			197,073,119		16,148,345	11,724,276

For the year ended 30 June, 2020

Name of Party	Nature of Relationship	Nature of Borrowing	Balance as 30 June, 2020	Interest Rate	Interest Paid (BDT)	Interest Accrued (BDT)
Rupali Bank Limited	Lender	Long Term	103,984,638	9.00%	13,068,394	8,878,368
Sub-Total			103,984,638		13,068,394	8,878,368
Rupali Bank Limited	Lender	Short Term- CC Hypo	49,134,541	9.00%	3,342,012	1,236,243
Rupali Bank Limited	Lender	Short Term- Inland Bill Purchase	13,286,000	9.00%	7,726,073	838,929
United Commercial Bank Limited	Lender	Short Term- (IDBP)	42,124,343	9.00%	4,624,636	118,827
Rupali Bank Limited	Lender	Short Term- Export Development Fund	44,487,161	2.00%	3,074,896	-
Sub-Total			149,032,045		18,767,616	2,193,999
Grand Total			253,016,683		31,836,011	11,072,367

For the year ended 30 June, 2019

Name of Party	Nature of Relationship	Nature of Borrowing	Balance as 30 June, 2019	Interest Rate	Interest Paid (BDT)	Interest Accrued (BDT)
Rupali Bank Limited	Lender	Long Term	114,035,592	11.00%	26,463,715	10,992,776
Sub-Total			114,035,592		26,463,715	10,992,776
Rupali Bank Limited	Lender	Short Term- CC Hypo	50,000,000	11.00%	5,634,158	1,070,278
Rupali Bank Limited	Lender	Short Term- Inland Bill Purchase	17,597,000	11.00%	6,508,421	604,094
United Commercial Bank Limited	Lender	Short Term- (IDBP)	13,969,907	11.00%	1,627,905	438,894
Jamuna Bank Ltd	Lender	LDBP		11.00%	5,655,026	-
Rupali Bank Limited	Lender	Short Term- Export Development Fund	96,861,359	2.00%	2,487,395	-
Sub-Total			178,428,266		21,912,904	2,113,266
Grand Total			292,463,858		48,376,619	13,106,042

The above information is certified on the basis of books of accounts, records and supporting bank statements for the period from 01 July, 2018 to 30 June, 2023. It's noted that there was no borrowing from related party or connected person during the period.

Sd/-

Fouzia Haque, FCA

Partner

FAMES & R

Chartered Accountants

Date: October 21, 2023

Place: Dhaka

(ii) Statement of principal terms of secured loans and assets on which charge have been created against those loans with names of lenders, purpose, sanctioned amount, rate of interest, primary security, collateral or other security, re-payment schedule and status;

Certification on Statement of principal terms of secured loans and assets on which charge have been created against those loans with names of lenders, purpose, sanctioned amount, rate of interest, primary security, collateral or other security, re-payment schedule and status of ESHANA NON WOVEN FABRICS (ind) LTD.

After due verification, we certify that the principal terms of secured loans as per loan agreement and assets on which charge have been created against those loans of ESHANA NON WOVEN FABRICS (ind) LTD. from 01 July, 2018 to 30 June, 2023 were as follows:

Long Term Borrowings

Particulars	30 June, 2023	30 June, 2022	30 June, 2021	30 June, 2020	30 June, 2019
Names of lenders	Rupali Bank Ltd.				
Purpose	Civil construction & Machinery procurement				
Sanctioned amount	15.48 Crore	15.48 Crore	15.48 Crore	15.48 Crore	15.48 Crore
Rate of interest	9.00%	9.00%	9.00%	9.00%	11.00%
Primary security	Personal Guarantee of directors				
Collateral asset	267.05 decimal land with construction				
Re-payment schedule	Quarterly	Quarterly	Quarterly	Quarterly	Quarterly
Status ( Subtotal outstanding balance Tk.)	31,546,425	60,437,346	70,394,656	103,984,638	114,035,592
Names of lenders	Rupali Bank Ltd.				
Purpose	Civil construction & Machinery procurement				
Sanctioned amount	31.00 Crore				
Rate of interest	9.00%				
Primary security	Personal Guarantee of directors				
Collateral asset	138.48 decimal land with construction and machinery				
Re-payment schedule	Quarterly	Quarterly	Quarterly	Quarterly	Quarterly
Status ( Subtotal outstanding balance Tk.)	48,234,275	-	-	-	-
Status (Outstanding balance Tk.)	79,780,700	60,437,346	70,394,656	103,984,638	114,035,592

Lease Finance

Particulars	30 June, 2023	30 June, 2022	30 June, 2021	30 June, 2020	30 June, 2019
Names of lenders	Pubali Bank Limited				
Purpose	For lease finance facility for Recondition Toyota Land Cruiser Prado				
Sanctioned amount	8,500,000	8,500,000	8,500,000	-	-
Rate of interest	9.00%	9.00%	9.00%	-	-
Primary security	Personal Guarantee of directors				
Collateral asset	Mortgage vehicle, post dated signed MICR cheques				
Re-payment schedule	Monthly	Monthly	Monthly		
Status (Outstanding balance Tk.)	4,149,124	6,118,711	8,500,000	-	-

Short Term Borrowings

Particulars	30 June, 2023	30 June, 2022	30 June, 2021	30 June, 2020	30 June, 2019
Names of lenders	Rupali Bank Ltd.				
Purpose	To purchase raw materials, LC (sight/EDF), working capital				
Sanctioned amount	45 Crore	41.50 Crore	41.50 Crore	35 Crore	30 Crore
Rate of interest	9.00% & 4.00%	9.00%, 4.50% & 3.00%	9.00%, 4.50% & 2.00%	9.00% & 2.00%	11.00% & 2.00%
Primary security	Hypothecation of machineries and stock				
Collateral asset	(267.05+138.48)= 405.53 decimal land with construction, Goods & inventory				
Re-payment schedule	Quarterly	Quarterly	Quarterly	Quarterly	Quarterly
Status ( Subtotal outstanding balance Tk.)	419,172,405	179,519,925	90,155,281	106,907,702	164,458,359

Particulars	30 June, 2023	30 June, 2022	30 June, 2021	30 June, 2020	30 June, 2019
Names of lenders	United Commercial Bank Ltd.				
Purpose	To purchase raw materials, LC (sight), working capital				
Sanctioned amount	N/A	N/A	5 Crore	5 Crore	5 Crore
Rate of interest	-	-	9.00%	9.00%	11.00%
Primary security	Hypothecation of stock				
Collateral asset	Goods & inventory				
Re-payment schedule	Quarterly	Quarterly	Quarterly	Quarterly	Quarterly
Status ( Subtotal outstanding balance Tk.)	-	-	28,023,182	42,124,343	13,969,907
Names of lenders	Standard Bank Ltd.				
Purpose	Importing Raw Material, Capital Machinery & Spare Parts, Negotiate accepted Export Bill				
Sanctioned amount	55.00 Crore	N/A	N/A	N/A	N/A
Rate of interest	9.00%	-	-	-	-
Primary security	Lien of Export LC, Acceptance and Payment Confirmation of LC issuing Bank.				
Collateral asset	Directors Personal Land (63.00+168.25)=231.25 Decimal.				
Re-payment schedule	90 Days, 180 Days	N/A	N/A	N/A	N/A
Status ( Subtotal outstanding balance Tk.)	316,873,535	-	-	-	-
Status (Total outstanding balance Tk.)	736,045,940	179,519,925	118,178,463	149,032,045	178,428,266

The above information is certified on the basis of books of accounts, records and supporting bank statements and documents for the period from 01 July, 2018 to 30 June, 2023.

Date: October 21, 2023  
Place: Dhaka

Sd/-  
Fouzia Haque, FCA  
Partner  
FAMES & R  
Chartered Accountants

(iii) Statement of unsecured loans with terms and conditions;

Certification on statement of unsecured loans with terms and conditions of ESHANA NON WOVEN FABRICS (ind) LTD.

This is to certify that based on the books of record and related document, there was Tk. 55.00 lac unsecured loan of ESHANA NON WOVEN FABRICS (ind) LTD. for the period from 01 July, 2018 to 30 June, 2023.

Date: October 21, 2023  
Place: Dhaka

Sd/-  
Fouzia Haque, FCA  
Partner  
FAMES & R  
Chartered Accountants



- (iv) Statement of inventories showing amount of raw material, packing material, stock-in-process and finished goods, consumable items, store and spares parts, inventory of trading goods etc.;

Certification on statement of inventories showing the amount of raw material, packing material, stock-in process and finished goods, consumable items, store and spare parts, inventory of trading goods etc. of ESHANA NON WOVEN FABRICS (ind) LTD.

After due verification, we certify that the statement of inventories showing amount of raw material, packing material, stock-in process and finished goods, consumable items, store and spare parts, inventory of trading goods etc. of ESHANA NON WOVEN FABRICS (ind) LTD. from 01 July, 2018 to 30 June, 2023 were as follows:

Particulars	Amount in Taka				
	30 June, 2023	30 June, 2022	30 June, 2021	30 June, 2020	30 June, 2019
Raw Materials	465,979,190	174,821,473	178,022,200	130,747,836	134,134,009
Work in Process	1,954,759	1,765,475	1,156,487	3,676,431	4,126,547
Finished Goods	10,854,774	9,752,141	5,664,751	11,469,547	12,475,821
Consumable Items (Core Paper)	311,247	286,169	325,412	532,654	1,021,473
Spare Parts & Store Items	194,758	158,659	156,254	126,547	1,026,547
<b>Total</b>	<b>479,294,728</b>	<b>186,783,917</b>	<b>185,325,104</b>	<b>146,553,015</b>	<b>152,784,397</b>

The above information is certified on the basis of books of accounts, records and other supporting documents for the period from 01 July, 2018 to 30 June, 2023.

Sd/-  
Fouzia Haque, FCA  
Partner  
FAMES & R  
Chartered Accountants

Date: October 21, 2023  
Place: Dhaka

(v) Statement of trade receivables showing receivable from related party and connected persons;

Certification on statement of trade receivables showing receivable from related party and connected persons of ESHANA NON WOVEN FABRICS (ind) LTD.

After due verification, we certify that the statement of trade receivables showing receivable from related party and connected persons of ESHANA NON WOVEN FABRICS (ind) LTD. from 01 July, 2018 to 30 June, 2023 were as follows:

Particulars	Amount in Taka				
	30 June, 2023	30 June, 2022	30 June, 2021	30 June, 2020	30 June, 2019
General (Including unrealized foreign exchange gain)	370,092,817	324,271,501	216,089,326	177,812,882	196,669,664
From related party	-	-	-	-	-
From connected persons	-	-	-	-	-
Total	370,092,817	324,271,501	216,089,326	177,812,882	196,669,664

The above information certifies on the basis of books of accounts, record and other related documents. We also certify that, no amount receivable from related party and connected person.

Date: October 21, 2023

Place: Dhaka

Sd/-  
Fouzia Haque, FCA  
Partner  
FAMES & R  
Chartered Accountants

(vi) Statement of any loan given by the issuer including loans to related party or connected persons with rate of interest and interest realized or accrued;

Certification on statement of any loan given by the issuer including loans to related party or connected persons with rate of interest and interest realized or accrued by the ESHANA NON WOVEN FABRICS (ind) LTD.

This is to certify that, according to books of accounts, records and other supporting documents of ESHANA NON WOVEN FABRICS (ind) LTD. (issuer), no loan given by the issuer including loans to related party and connected persons during the period from 01 July, 2018 to 30 June, 2023.

Date: October 21, 2023

Place: Dhaka

Sd/-  
Fouzia Haque, FCA  
Partner  
FAMES & R  
Chartered Accountants

(vii) Statement of other income showing interest income, dividend income, discount received, other non operating income;

Certification on statement of other income showing interest income, dividend income, discount received, other-non operating income of ESHANA NON WOVEN FABRICS (ind) LTD.

After due verification, we certify that the statement of other income showing interest income, dividend income, discount received and other non-operating income of ESHANA NON WOVEN FABRICS (ind) LTD. from 01 July, 2018 to 30 June, 2023 were as follows:

Particular	Amount in Taka				
	30 June, 2023	30 June, 2022	30 June, 2021	30 June, 2020	30 June, 2019
Interest Income	6,693	-	-	-	-
Dividend Income	-	-	-	-	-
Discount Received	-	-	-	-	-
Other Non-Operating Income	5,167,111	330,859	755,019	705,804	462,176
Total	5,173,804	330,859	755,019	705,804	462,176

The above balance is certified on the basis of books of account records and other supporting documents during the period from 01 July, 2018 to 30 June, 2023.

Date: October 21, 2023

Place: Dhaka

Sd/-  
Fouzia Haque, FCA  
Partner  
FAMES & R  
Chartered Accountants

(viii) Statement of turnover showing separately in cash and through banking channel;

Certification on statement of turnover showing separately in cash and through banking channel of ESHANA NON WOVEN FABRICS (ind) LTD.

After due verification, we certify that the turnover showing separately in cash and through banking channel of ESHANA NON WOVEN FABRICS (ind) LTD. from 01 July, 2018 to 30 June, 2023 were as follows:

Particular	Amount in Taka				
	30 June, 2023	30 June, 2022	30 June, 2021	30 June, 2020	30 June, 2019
In Cash	-	-	-	-	-
Through banking channel	1,601,457,373	803,906,920	737,870,538	543,219,306	576,295,316
Total Turnover	1,601,457,373	803,906,920	737,870,538	543,219,306	576,295,316

The above balance is certified on the basis of books of account records and other supporting documents during the period from 01 July, 2018 to 30 June, 2023.

Date: October 21, 2023

Place: Dhaka

Sd/-  
Fouzia Haque, FCA  
Partner  
FAMES & R  
Chartered Accountants

(ix) Statement of related party transaction;

Certification on statement of related party transactions of ESHANA NON WOVEN FABRICS (ind) LTD.

After due verification, we certify that the status of related party transactions of ESHANA NON WOVEN FABRICS (ind) LTD. from 01 July, 2018 to 30 June, 2023 were as follows:

Name and Position	Nature of Transaction	Amount in Taka														
		30 June, 2023			30 June, 2022			30 June, 2021			30 June, 2020			30 June, 2018		
		Total Amount	Accrued	Payment	Total Amount	Accrued	Payment	Total Amount	Accrued	Payment	Total Amount	Accrued	Payment	Total Amount	Accrued	Payment
Md. Maftun Haque (Managing Director)	Remuneration	1,200,000	100,000	1,200,000	1,200,000	100,000	1,200,000	1,200,000	100,000	1,175,000	900,000	75,000	900,000	900,000	75,000	900,000
	Board Meeting Fee	10,000	-	10,000	14,000	-	14,000	7,000	-	7,000	5,000	-	5,000	4,000	-	4,000
	Loan	5,500,000	5,500,000	-	-	-	-	-	-	-	-	-	-	-	-	-
	Land Purchase	-	-	-	-	-	-	-	-	-	10,892,000	-	10,892,000	-	-	-
Mrs. Salma Akter (Chairman)	Board Meeting Fee	10,000	-	10,000	12,000	-	12,000	6,000	-	6,000	5,000	-	5,000	4,000	-	4,000
Mst. Siuli Begum (Director)	Board Meeting Fee	8,000	-	8,000	10,000	-	10,000	5,000	-	5,000	2,000	-	2,000	-	-	-
Md. Matiar Rahman (Director)	Board Meeting Fee	8,000	-	8,000	10,000	-	10,000	5,000	-	5,000	2,000	-	2,000	-	-	-
Sharajit Roy Pallab (Independent Director)	Board Meeting Fee	8,000	-	8,000	-	-	-	-	-	-	-	-	-	-	-	-
<b>Total</b>		<b>6,744,000</b>	<b>5,600,000</b>	<b>1,244,000</b>	<b>1,246,000</b>	<b>100,000</b>	<b>1,246,000</b>	<b>1,223,000</b>	<b>100,000</b>	<b>1,198,000</b>	<b>11,806,000</b>	<b>75,000</b>	<b>11,806,000</b>	<b>908,000</b>	<b>75,000</b>	<b>908,000</b>

The above balance is certified on the basis of books of accounts, records and other supporting documents for the period from 01 July, 2018 to 30 June, 2023.

Date: October 21, 2023  
Place: Dhaka

Sd/-  
Fouzia Haque, FCA  
Partner  
FAMES & R  
Chartered Accountants

- (x) Reconciliation of business income shown in tax return with net income shown in audited financial statements;

Certification regarding reconciliation of business income shown in tax return with net income shown in audited financial statements of ESHANA NON WOVEN FABRICS (ind) LTD.  
from 01 July, 2018 to 30 June, 2023

This is to certify that the business income of ESHANA NON WOVEN FABRICS (ind) LTD. as per audited financial statements and income are shown in the tax return for the last five years were as follows:

Particulars	30 June, 2023	30 June, 2022	30 June, 2021	30 June, 2020	30 June, 2019
Net income before tax as per Audited Financial Statements (Including other income)	281,396,537	139,968,309	137,203,703	82,593,236	87,625,963
Add: Accounting Depreciation		19,243,567	17,018,075	14,455,099	14,113,777
	Not due till date	159,211,876	154,221,778	97,048,336	101,739,741
Less: Tax Depreciation		42,674,512	53,209,580	46,609,940	43,978,370
Income shown in Tax Return	-	116,537,364	101,012,198	50,438,396	57,761,371

Sd/-  
Fouzia Haque, FCA  
Partner  
FAMES & R  
Chartered Accountants

Date: October 21, 2023

Place: Dhaka

- (xi) Confirmation that all receipts and payments of the issuer above Tk.5,00,000/- (five lac) were made through banking channel;

Certification on confirmation that all receipts and payments of the issuer above Tk. 500,000/- (Five Lac) were made through Banking Channel

This is to certify that all receipts and payments except petty cash of ESHANA NON WOVEN FABRICS (ind) LTD. above Tk. 500,000 (Five Lac) were made through banking channel from 01 July, 2018 to 30 June, 2023.

Sd/-  
Fouzia Haque, FCA  
Partner  
FAMES & R  
Chartered Accountants

Date: October 21, 2023

Place: Dhaka

- (xii) Confirmation that Bank Statements of the issuer are in conformity with its books of accounts;

Certification on confirmation that Bank Statements of ESHANA NON WOVEN FABRICS (ind) LTD. are in conformity with its books of accounts

This is to certify that the bank statements of ESHANA NON WOVEN FABRICS (ind) LTD. from 01 July, 2018 to 30 June, 2023 are in conformity with its books of accounts.

Date: October 21, 2023

Place: Dhaka

Sd/-  
Fouzia Haque, FCA  
Partner  
FAMES & R  
Chartered Accountants

- (xiii) Statement of payment status of TAX, VAT and other taxes or duties; and

Certification on statement of payment status of Tax, VAT and other taxes or duties of ESHANA NON WOVEN FABRICS (ind) LTD. from 01 July, 2018 to 30 June, 2023

This is to certify that based on the books of record and related document of ESHANA NON WOVEN FABRICS (ind) LTD . payment status of Tax, VAT and other taxes or duties are as follows:

Particular	Amount in Taka				
	30 June, 2023	30 June, 2022	30 June, 2021	30 June, 2020	30 June, 2019
Tax	29,806,446	14,032,999	15,450,364	9,338,748	9,244,067
VAT	Nil	Nil	Nil	Nil	Nil
Others Taxes/Duties	-	-	-	-	-
Total	29,806,446	14,032,999	15,450,364	9,338,748	9,244,067

Date: October 21, 2023

Place: Dhaka

Sd/-  
Fouzia Haque, FCA  
Partner  
FAMES & R  
Chartered Accountants

## CHAPTER (XXVII)

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### CREDIT RATING REPORT

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As per Section 3 of Credit Ratings Companies Rules, 1996, no credit rating report is required by the Company. Moreover, as per Bangladesh Securities and Exchange Commission (Public Issue) Rules, 2015, the issuer/issue has been rated by a credit rating company registered with the Commission for book-building method only.

## CHAPTER (XXVIII)

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# PUBLIC ISSUE APPLICATION PROCEDURE

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#### Step-1 (Applicant)

1. An applicant for public issue of securities shall submit application/buy instruction to the Stockbroker/Merchant Banker where the applicant maintains customer account, within the cut-off date (i.e., the subscription closing date), which shall be the 25th (twenty fifth) working day from the date of publication of abridged version of prospectus.
2. The application/buy instruction may be submitted in prescribed paper or electronic form, which shall contain the Customer ID, Name, BO Account Number, Number of Securities applied for, Total Amount and Category of the Applicant. At the same time:
  - a. Other than non-resident Bangladeshi (NRB) and Foreign applicants shall make the application money and service charge available in respective customer account maintained with the Stockbroker/Merchant Banker. No margin facility, advance or deferred payment is permissible for this purpose. In case the application is made through a margin account, the application money shall be deposited separately and the Stockbroker/Merchant Banker shall keep the amount segregated from the margin account, which shall be refundable to the applicant, if become unsuccessful.
  - b. Non-resident Bangladeshi (NRB) and Foreign applicants shall submit bank drafts (FDD), issued in favor of the Issuer for an amount equivalent to the application money, with their application to the concerned Stockbroker/Merchant Banker. A Non-resident Bangladeshi (NRB) and Foreign applicant may also submit a single draft against 02(two) applications made by him/her, i.e. one in his/her own name and the other jointly with another person. The draft (FDD) shall be issued by the Bank where the applicant maintains Foreign Currency account debiting the same account and provide the customer with a certificate mentioning the FC account number which has been debited to issue the FDD. The applicant shall also submit the certificate with their application. No banker shall issue more than two drafts from any Foreign Currency account for any public issue. At the same time, the applicant shall make the service charge available in respective customer account maintained with the Stockbroker/Merchant Banker.
  - c. Eligible investors shall submit application through the electronic subscription system of the exchange(s) and deposit the full amount intended to subscribe by the method as determined by the exchange(s).

#### Step-2 (Intermediary)

3. The Stockbroker/Merchant Banker shall maintain a separate bank account only for this purpose namely "Public Issue Application Account". The Stockbroker/Merchant Banker shall:
  - a. post the amount separately in the customer account (other than NRB and Foreign applicants), and upon availability of fund, block the amount equivalent to the application money;
  - b. accumulate all the application/buy instructions received up to the cut-off date, deposit the amount in the "Public Issue Application Account" maintained with its bank within the first banking hour of next working day of the cut-off date;
  - c. instruct the banker to block the account for an amount equivalent to the aggregate application money and to issue a certificate in this regard.
4. Banker of the Stockbroker/Merchant Banker shall block the account as requested for, issue a certificate confirming the same and handover it to the respective Stockbroker/Merchant Banker.

5. For Non-resident Bangladeshi (NRB) and Foreign applicants, the Stockbroker/Merchant Banker shall prepare a list containing the draft information against the respective applicant's particulars.
6. The Stockbroker/Merchant Banker shall prepare category-wise lists of the applicants containing Customer ID, Name, BO Account Number and Number of Securities applied for, and within 03 (three) working days from the cut-off date, send to the respective Exchange, the lists of applicants in electronic (text format with tilde '~' separator) format, the certificate(s) issued by its banker, the drafts and certificates received from Non-resident Bangladeshi (NRB) and Foreign applicants and a copy of the list containing the draft information.
7. On the next working day, the Exchanges shall provide the Issuer with the information received from the Stockbroker/Merchant Bankers, the drafts and certificates submitted by Non-resident Bangladeshi (NRB) and Foreign applicants and the list containing the draft information. Exchanges shall verify and preserve the bankers' certificates in their custody.
8. The application/buy instructions shall be preserved by the Stockbroker/Merchant Bankers up to 6 months from listing of the securities with exchange.

#### Step-3 (Issuer)

9. The Issuer shall prepare consolidated list of the applications and send the applicants' BOIDs in electronic (text) format in a CDROM to CDBL for verification. The Issuer shall post the consolidated list of applicants on its website and websites of the Exchanges. CDBL shall verify the BOIDs as to whether the BO accounts of the applicants are active or not.
10. On the next working day, CDBL shall provide the Issuer with an updated database of the applicants containing BO Account Number, Name, Addresses, Parents Name, Joint Account and Bank Account information along with the verification report.
11. After receiving verification report and information from CDBL, the Issuer shall scrutinize the applications, prepare category wise consolidated lists of valid and invalid applications and submit report of final status of subscription to the Commission and the Exchanges within 10 (ten) working days from the date of receiving information from the Exchanges.
12. The Issuer and the issue manager shall conduct category wise lottery with the valid applications within 03 (three) working days from the date of reporting to the Commission and the Exchanges, if do not receive any observation from the Commission or the Exchanges.
13. The Issuer and issue manager shall arrange posting the lottery result on their websites within 06 (six) hours and on the websites of the Commission and Exchanges within 12 (twelve) hours of lottery.
14. Within 02 (two) working days of conducting lottery, the Issuer shall:
  - a. send category wise lists of the successful and unsuccessful applicants in electronic (text format with tilde '~' separator) format to the respective Exchange.
  - b. send category wise lists of unsuccessful applicants who are subject to penal provisions as per conditions of the Consent Letter issued by the Commission in electronic (text format with tilde '~' separator) format to the Commission and Exchanges mentioning the penalty amount against each applicant.
  - c. issue allotment letters in the names of successful applicants in electronic format with digital signatures and send those to respective Exchange in electronic form.
  - d. send consolidated allotment data (BOID and number of securities) in electronic text format in a CDROM to CDBL to credit the allotted shares to the respective BO accounts.

#### Step-4 (Intermediary)

15. On the next working day, Exchanges shall distribute the information and allotment letters to the Stockbroker/Merchant Bankers concerned in electronic format and instruct them to:
  - a. remit the amount of successful (other than NRB and Foreign) applicants to the Issuer's respective Escrow Account opened for subscription purpose, and unblock the amount of unsuccessful applicants;
  - b. send the penalty amount of other than NRB and Foreign applicants who are subject to penal provisions to the Issuer's respective Escrow Accounts along with a list and unblock the balance application money;
16. On the next working day of receiving the documents from the Exchanges, the Stockbrokers/Merchant Banker shall request its banker to:
  - a. release the amount blocked for unsuccessful (other than NRB and foreign) applicants;
  - b. remit the aggregate amount of successful applicants and the penalty amount of unsuccessful applicants (other than NRB and foreign) who are subject to penal provisions to the respective 'Escrow' accounts of the Issuer opened for subscription purpose.
17. On the next working day of receiving request from the Stockbrokers/Merchant Bankers, their bankers shall unblock the amount blocked in the account(s) and remit the amount as requested for to the Issuer's 'Escrow' account.
18. Simultaneously, the stockbrokers/Merchant Bankers shall release the application money blocked in the customer accounts; inform the successful applicants about allotment of securities and the unsuccessful applicants about releasing their blocked amounts and send documents to the Exchange evidencing details of the remittances made to the respective 'Escrow' accounts of the Issuer. The unblocked amounts of unsuccessful applicants shall be placed as per their instructions. The Stockbroker/Merchant Banker shall be entitled to recover the withdrawal charges, if any, from the applicant who wants to withdraw the application money, up to an amount of Tk. 5.00 (five) per withdrawal.
19. All drafts submitted by NRB or Foreign applicants shall be deposited in the Issuer's respective 'Escrow' accounts and refund shall be made by the Issuer by refund warrants through concerned stockbroker or merchant banker or transfer to the applicant's bank account (FC account which has been debited to apply by NRB or foreign applicants) through banking channel within 10 (ten) working days from the date of lottery.

#### Miscellaneous:

20. The Issuer, Issue Manager, Stockbrokers and Merchant Bankers shall ensure compliance of the above.
21. The bank drafts (FDD) shall be issued considering TT Clean exchange rate of Sonali Bank Ltd. on the date of publication of abridged version of prospectus.
22. Amount deposited and blocked in the "Public Issue Application Account" shall not be withdrawn or transferred during the blocking period. Amount deposited by the applicants shall not be used by the Stockbrokers/Merchant Bankers for any purpose other than public issue application.
23. The Issuer shall pay the costs related to data transmission, if claimed by the Exchange concerned up to an amount of Tk. 200,000.00 (taka two lac) for a public issue.

24. The Stockbroker/Merchant Bankers shall be entitled to a service charge of Tk.5.00 (taka five) only per application irrespective of the amount or category. The service charge shall be paid by the applicant at the time of submitting application.
25. The Stockbroker/Merchant Banker shall provide the Issuer with a statement of the remittance and drafts sent.
26. The Issuer shall accumulate the penalty amount recovered and send it to the Commission through a bank draft/payment order issued in favor of the Bangladesh Securities and Exchange Commission.
27. The concerned Exchange are authorized to settle any complaints and take necessary actions against any Stockbroker/Merchant Banker in case of violation of any provision of the public issue application process with intimation to the Commission.

All eligible Stock Brokers and Merchant Bankers shall receive the IPO Subscription.

The IPO subscription money collected from successful applicants (other than NRB applicants) by the Stockbrokers/Merchant Bankers will be remitted to the Company's Corp. AWCA Account No. 09233000486 with Standard Bank Ltd., Khan Jahan Ali Branch, Khulna for this purpose.

The IPO subscription money collected from successful NRB applicants in US Dollar or UK Pound Sterling or EURO shall be deposited to three FC accounts opened by the Company for IPO purpose are as follows:

Sl.	Name of the A/C	Account No.	Type of A/C	Currency	Bank & Branch
1	Eshana Non Woven Fabrics (ind) Ltd.	008C2900004	FC A/C	USD	Standard Bank Ltd., Khan Jahan Ali Branch, Khulna
2		008C2900005		EURO	
3		008C2900006		GBP	

APPLICATION FORM

পুঁজিবাজারে বিনিয়োগ ঝুঁকিপূর্ণ। জেনে ও বুঝে বিনিয়োগ করুন।

Interested persons are entitled to a prospectus, if they desire, and that copies of prospectus may be obtained from the issuer and the issue managers.

ESHANA NON WOVEN FABRICS (ind) LTD.

APPLICATION FOR PUBLIC ISSUE

Date:

Name of applicant	:														
Client Code	:														
BO ID No.	:														
Category of applicant	:														
Name of the Company/Fund	:														
Number of Shares/Units	:	..... Shares of Tk. .... each													
Total amount in Tk.	:														
Amount in word	:														
Mode of payment	:														
Cheque/Draft information	:														

\_\_\_\_\_  
Signature of  
Applicants

\_\_\_\_\_  
Signature of  
Authorized Officer

# CHAPTER (XXIX)

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## OTHERS

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## DECLARATION REGARDING COST AUDIT

This is to inform you that Ministry of Commerce in its Gazette dated 12 January, 2003 ordered 5 listed companies in the stock exchanges from power sector and 6 listed companies in the stock exchanges from jute sector would be under Cost Audit Compliance. Later on, 3 December, 2009 Ministry of Commerce issued Gazette by which 42 listed companies in the stock exchanges from Garments and Textiles sector, 12 listed companies in the stock exchanges from Pharmaceutical sector and all state-owned companies involved in manufacturing of Chemical Fertilizer would be under Cost Audit Compliance.

Since Eshana Non Woven Fabrics (ind) Ltd. is not bracketed in above mentioned companies, Cost Audit by Professional Accountant is not applicable for "Eshana Non Woven Fabrics (ind) Ltd.".

Sd/-  
Md. Maftun Haque  
Managing Director  
Eshana Non Woven Fabrics (ind) Ltd.

Sd/-  
Md. Shohel Ahamed  
Chief Financial Officer  
Eshana Non Woven Fabrics (ind) Ltd.

Sd/-  
Md. Shawkat Jahan Khan  
Managing Director  
Sonali Investment Limited

Sd/-  
Mohammad Shahinur Rahman  
Managing Director  
Uttara Finance Capital Management Limited

Date: October 19, 2023