

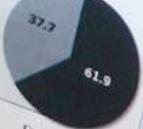
DIRECTORS' REPORT TO THE SHAREHOLDERS



• La ENVIPE 2011 muestra una población víctima atribuible a la delincuencia de tiempo y la delictiva.



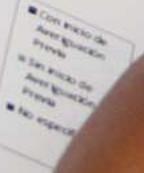
Condición de denuncia del delito



Causas atribuibles a la autoridad

Causas atribuibles a la autoridad	2010	2011
Otras Causas	61.2	63.2
No	36.3	35.9
Otro resultado	2.6	0.8

Del total de las denuncias que en el 53.2% en el 2011, esta cifra fue...



Dear Valued Shareholders,

Assalamu-alikum,

The Directors have pleasure in submitting Directors' Report together with the Auditors Report and Audited Financial Statements of your Company for the year ended 30 June 2025. They also placed before you the overall business scenario for the year 2024-2025.

The Directors' Report is prepared as per companies act 1994 u/s 184 and in compliance with the Corporate Governance of the Bangladesh Securities and Exchange Commission's notification no SEC/CMRRCD/2006-158/207/Admin/80: dated 03 June 2018, the Directors' report that:

Business Operations

The company has aim to maintain uninterrupted production in the factory. As a result, during the year it has produced total 5,093 MT Yarn of which Carded Yarn 2,368 MT, Combed Yarn 2,725 MT and aggregate earning revenue of Tk. 2,320,055,751. The production capacity utilized in 2024-2025 remained almost stable which is approximately 75.42 % of its install capacity.

Financial Results

During the year the company achieves gross profit of TK. 179,784,514 and net profit during the year at Tk. 20,990,944. The earnings per share (EPS) and net asset value per share (NAV) is Tk. 0.21 and Tk. 33.63 respectively.

Dividend

The Board of Directors recommend 10% Cash Dividend to the general shareholders other than Sponsors and Directors Shareholders of the company for the year ended 30th June 2025, subject to the approval of the shareholders in the 20th Annual General Meeting. The dividend will be paid to the shareholders whose names appear in the Central depository system (CDS) as on 01 December, 2025 on record date.

Directors' Appointment & Re-appointment

The name of the present Directors is mentioned in this report. As per section 91(2) and regulation 79 of first schedule of the Companies Act 1994 and Articles 130 of Articles Association of the company, Mr. Md. Toufiqul Islam, Director of the company shall retire in the 20th Annual General Meeting by rotation and being eligible, he has offered his candidature to be re-appointed as per Articles 132 of the Articles of Association of the company. A brief resume, nature of expertise, the name of company in which Mr. Md. Toufiqul Islam hold directorship is also presented on this report (Page 51).

Independent Director's appointment:

A No objection certificate (NOC) has been issued against the proposal for appointment of Mohammad Shams-Ul- Islam as independent Director by the BSEC. The consent was issued through a letter vide no. BSEC/ICA/CG/2023/107/183 dated 17 April, 2025. The proposal for appointment of Mohammad Shams-Ul- Islam has been submitted before the shareholders for their kind approval. His short Bio is available on page no 52.

Directors' remuneration and related party transactions

The party is related to the company if the party cast significant influence over the subject matters and also holding the controlling power of the management affairs of the company and any transaction made during the year with the party related therewith is termed as related party transaction as per IAS-24 "Related Party Disclosure". During the year under audit related party transactions were made that which has influenced the company's business. The details of related party transactions during the year along with the relationship is illustrated below in accordance of IAS 24 :

Name of the Party	Relationship with the Company	Nature of transaction	June 30,2025	June 30,2024
			Transacted amount in BDT	Transacted amount in BDT
Md. Rafiqul Islam	MD & Shareholder	Board Meeting Fee	-	25,000
		Remuneration	-	-
Md. Shofiqul Islam	Director & Shareholder	Board Meeting Fee	-	5,000
Md. Toufiqul Islam	Director & Shareholder	Board Meeting Fee	-	-
Md.Toriqul Islam	Director & Shareholder	Board Meeting Fee	-	-
Md. Rabiul Haque	Nominated Director	Board Meeting Fee	20,000.00	25,000
Md. Iftikhar-Uz-Zaman	Independent Director	Board Meeting Fee	-	5,000
Md. Shams Ul Islam	Independent Director	Board Meeting Fee	5,000.00	-
A.K.M Delwer Hussain	Independent Director	Board Meeting Fee	15,000.00	10,000
Aman Tex Ltd.	Common Director	Sales	2,166,969,326	1,499,547,447
		Receivables	109,002,590	108,464,207
Aman Packaging & Accessories Ltd	Common Director	Purchase	920,000	2,150,690
		Payable	1,402,935	5,350,935
Aman Packaging Ltd	Common Director	Purchase	1,920,620	2,209,506
		Payable	3,048,495	4,627,875
Anwara Mannan Textile Mills Ltd	Common Director	Loan	(65,886,642)	(19,951,470)
		Interest Receivable	106,339,293	106,339,293
Aman Cement Mills unit-2 Ltd	Common Director	Loan	-	34,874,176
		Interest Receivable	42,509,575	42,509,575
Aman Jute Fibrous Ltd	Common Director	Loan	-	-
		Interest Receivable	29,444,918	29,444,918
Aman Feed Ltd.	Common Director	Loan	-	-
		Interest Payable	2,165,750	2,165,750
Aman Cold Storage Ltd	Common Director	Loan	20,210,803	34,210,803
		Interest Receivable	10,400,915	10,400,915
Akin Carrier Ltd	Common Director	Loan	-	-
		Interest Payable	27,839,939	27,839,939
Aman Food Limited.	Common Director	Loan	30,959,207	31,198,967
		Interest Receivable	6,659,662	6,659,662
Aman Tex Ltd.	Common Director	Loan	-	53,859,051
		Interest Receivable	23,486,259	23,486,259
Islam Brothers & Co.	Common Director	Loan	110,560,254	(92,303,444)
		Interest Payable	7,517,604	7,517,604
Aman Food & Beverage Ltd	Common Director	Loan	-	-
		Interest Receivable	198,107	198,107

KEY OPERATING AND FINANCIAL DATA OF AT LEAST PRECEDING 5 (FIVE) YEARS:

	2025	2024	2023	2022	2021
ASSETS EMPLOYED					
Total Assets	5,100,816,228	5,604,338,341	5,377,234,732	5,651,568,039	5,862,975,551
Total Current Assets	3,376,690,468	3,833,783,985	3,585,472,694	3,810,096,316	3,966,382,479
Property Plant & Equipment	1,724,125,760	1,769,809,890	1,791,075,072	1,841,471,723	1,896,593,072
Inventories	1,130,609,045	1,841,956,530	1,556,733,285	1,827,697,536	1,379,263,067
Accounts Receivable	309,395,820	497,380,379	509,380,890	227,524,768	672,816,338
FINANCED BY					
Share Capital	1,008,333,330	1,008,333,330	1,008,333,330	1,008,333,330	1,008,333,330
Revaluation Reserve	273,726,130	265,382,238	265,382,238	265,382,238	265,382,238
Retained Earnings	1,533,684,423	1,553,568,841	1,629,633,659	1,693,726,075	1,651,987,377
REVENUE AND PROFIT					
Revenue Earned	2,320,055,751	1,922,869,489	2,201,134,850	1,665,266,413	1,624,746,802
Gross Profit	179,784,514	153,385,273	175,435,843	183,339,364	327,747,295
Net Profit Before Tax	36,523,190	7,077,447	(64,881,904)	104,370,898	149,525,566
Net Profit After Tax	20,990,944	(25,231,485)	(95,207,841)	76,411,658	125,918,326

UNCLAIMED/UNSETTLED DIVIDEND 2017 TO 2024

The unclaimed/unsettled cash dividend for the year from 2017 to 2021 has been deposited to the Capital Market Stabilization (CMS) Fund as instructed by the Bangladesh Securities and Exchange Commission.

Summary of unclaimed/unsettled cash dividend transferred to CMS Fund (year-wise):

Deposited to CMS Fund:	Amount in Taka
2017-2018	390,480.75
2018-2019	503,794.05
2019-2020	540,396.70
2020-2021	467,249.86
Total Deposited to CMS Fund	1,901,921.36

Unclaimed/unpaid or Undistributed Cash Dividend hold by company (year-wise):

SL#	Financial Year	Sponsor Directors/Directors Unclaimed/Undistributed Cash Dividend Amount (BDT.)	General Shareholders Unclaimed/Undistributed Cash Dividend Amount (BDT.)	Unclaimed/Undistributed Cash Dividend Amount (BDT.)
01	2018-2019	17,280,000.00		17,280,000.00
02	2019-2020	3,240,000.00		3,240,000.00
03	2021-2022		289,930.95	289,930.95
04	2022-2023		231,484.95	231,484.95
05	2023-2024		202,057.95	202,057.95
Grand Total		20,520,000.00	723,473.85	21,243,473.85

Note: Details shown in the company website: www.amancotton.com

Number of Board meeting held in 2024-2025 (1st July 2024 to 30th June 2025)

The number of meetings of the Board held during the accounting year, and the attendance of Directors at those meeting is disclosed in the as follows:

Name of the Directors	Attendance	Remarks
Md. Rafiqul Islam	4	
Md. Rabiul Haque	4	
A.K.M Delwer Hussain, FCMA	3	Appointment dated: 14/11/2024
Mohammad Shams-Ul-Islam	1	Appointment dated: 27/04/2025

Number of Audit Committee meeting held in 2024-2025 (1st July 2024 to 30th June 2025)

The number of meetings of the Board held during the accounting year, and the attendance of Directors at those meeting is disclosed in the as follows:

Name of the Directors	Attendance	Remarks
A.K.M Delwer Hussain, FCMA	3	
Md. Rafiqul Islam	4	
Md. Rabiul Haque	4	
Shariful Islam, CMA(Final), Member Secretary	4	

Auditors

Aziz Halim Khair Choudhury, Chartered Accountants as the external auditor of the company for the year ended 30th June 2025 which approved by the shareholders in its 19th Annual General Meeting. The present auditor of the company, Aziz Halim Khair Choudhury, Chartered Accountants, has completed audit for the year 2024-2025 and they will retire in the 20th Annual General Meeting. The present auditor completed their audit for the period of three consecutive years as per regulatory compliance. Arun & Company, Chartered Accountants expressing their interest to appoint as the statutory auditor of the company for the financial year 2025-2026. The audit committee has reviewed and recommended to appointment of Arun & Company, Chartered Accountants with a remuneration of Tk. 450,000 (Four Lac Fifty Thousand) only for the financial year 2025-2026 and Rahman Sayd Zillur & Co., Chartered Accountants recommended to re-appointment as Corporate Governance Auditor with a remuneration of Tk. 90,000.00 only for the year ended 30th June 2026 of the company, both the appointments are subject to the approval of the shareholders in its upcoming Annual General Meeting.

The Pattern of Shareholding:

Name wise details	No. of Shares
(a) Parent/subsidiary/Associated Companies and other related parties:	
Aman Seeds Storage Ltd.	32,00,000
(b) Directors, Chief Executive Officer, Company Secretary, Chief Financial Officer, Head of Internal Audit:	
Md. Rafiqul Islam, Director	15,600,000
Md. Shofiqul Islam, Director	15,600,000
Md. Toufiqul Islam, Director	15,600,000
Md. Rabiul Haque, Nominated Director	Nil
Mr. Md. Aminul Islam, FCMA, CFO	Nil
Mr. Shariful Islam, CMA (Final), Company Secretary	Nil
Senior Corporate Executives	Nil
(c) Shareholders holding ten percent (10%) or more voting interest in the company:	
Md. Rafiqul Islam	15,600,000
Md. Shofiqul Islam	15,600,000
Md. Toufiqul Islam	15,600,000
Md. Toriqul Islam	19,816,000

INDUSTRY OUTLOOK AND POSSIBLE FUTURE DEVELOPMENTS

Aman Cotton Fibrous PLC. (AMAN COTTON FIBROUS PLC.) is primarily engaged in manufacturing of high-quality cotton yarn in Bangladesh and marketing and selling of product in the domestic market as deemed export. The installation of a high-capacity air conditioning and filtration plant has enabled the mill to meet the international standards. The Company manufactures 100% cotton Carded; Combed & Semi-combed ring spun grey yarn for knitting as well as weaving. From the beginning of operation of AMAN COTTON FIBROUS PLC., it has managed to comply with the international standards of management, which was reflected to attain of ISO 9001:2008 Certificate. Aman Cotton Fibrous PLC. Possesses an installed capacity of producing 6,780 MT of cotton yarn per year. All the machinery imported from Germany, Switzerland, Italy, Japan & China are contemporary, hi-tech and high-speed most modern machines to spin the finest quality cotton yarn conforming to global standards. The management has a plan to expansion its existing project by acquisition & installation of brand-new European machineries and increasing its existing production capacity.

Product-wise Performance

The Company mainly produces 2 (Two) categories of yarn such as Carded Yarn and Combed Yarn. The mentioned categorized yarn productions are varied on the market demand and it is determined by the management of the company. Among the total sales, the following yarn products contribute largely:

Product Name	Sales During the Year 2024-2025 (MT)	Percentage (%)
Yarn-Carded	2,845	48.37%
Yarn-Combed	3,037	51.63%
Total	5,882	100.00

Risk and Concern

Aman Cotton Fibrous PLC operates in a highly competitive local industry that is influenced by various internal and external factors, each having direct and indirect impacts on investment and performance. The management carefully evaluates key risk factors, including interest rate risk, exchange rate risk, currency fluctuations, industry and market risks, as well as operational risks. To mitigate these risks, the company has implemented several proactive initiatives.

The company places strong emphasis on minimizing its dependence on bank borrowings. Since Aman Cotton Fibrous PLC maintains a solid equity base and primarily secures long-term financing at fixed interest rates, the management believes that any potential fluctuations in interest rates would have a minimal impact on the company's overall performance.

As part of its operations, the company imports a portion of its raw materials from international markets, although these materials are also available locally. Procurement decisions are made based on a combination of factors such as raw material prices in both domestic and foreign markets, lead times, and movements in foreign exchange rates. Given the company's strong financial position and profitability, foreign exchange fluctuation risks are not considered material in the case of Letter of Credit (LC) settlements.

Operational risks may arise periodically in the course of business activities, often as a result of human error or process inefficiencies. Aman Cotton Fibrous PLC manages these risks through a robust control-based environment, reinforced by periodic internal audits and continuous monitoring of external operational risk events. This approach ensures alignment with industry best practices and enables the company to learn from and adapt to lessons derived from operational challenges within the textile sector.

Analysis of Cost of Goods sold, Gross Profit Margin and Profit Margin:

(a) Cost of Goods Sold:

Current period's cost of goods sold was Tk. 2,140,271,237 as compared to last year cost of goods sold of Tk. 1,769,484,215. This is due to the fact that there has been increased in the cost of goods sold during the reporting period. During the reporting period total 5,093 MT Yarn of which Carded Yarn 2,368 MT, Combed Yarn 2,725 MT. Production capacity was utilized during the reporting period 75.42 %.

(b) Gross Profit:

The company has achieved a turnover Tk. 2,320,055,751 during the year ended 30th June 2025 and gross profit earned Tk. 179,784,514.

(c) Net Profit:

Net profit (after tax) earned during the period was Tk. 20,990,944.

STATEMENTS OF UTILIZATION OF PROCEED RAISED THROUGH PUBLIC ISSUES:

The company has already been utilized IPO proceeds fund for meet up of IPO expenses, partial loan repayment and acquisition & installation of machinery is under process of purchasing up to 2025. The shareholders of Aman Cotton Fibrous PLC. approved the extension of time for Utilization of Unutilized fund within the AGM of 2028 or 31st December 2028 (which even comes earlier) in its 19th Annual General Meeting (AGM).

Going Concern:

The Directors are of the opinion that the company is a going concern. Accordingly, Financial Statements are prepared on a going concern basis.

The system of Internal Control:

As there is always degree of uncertainty ahead of our operation, the Board of Directors assures its shareholders that the company has a competent risk management process to ensure that the system of internal control is sound in design and has effectively implemented and monitored. Although it is possible that all risks to the business are not known at present, the company takes reasonable steps to identify material risks that may hamper business results. The company then systematically reviews these risks in light of the changing internal and external environmental in order to assess that control that are in place are adequate to address those risks. This report further encloses a detailed discussion on the internal control framework under the statement of Internal Control.

Human Resource

The development of human resources continues to be a fundamental aspect of our organizational policy and a key source of strength. The company regularly arranges both in-house and external training programs to enhance the skills and capabilities of its employees. Aman Cotton Fibrous PLC is committed to fostering a harmonious, safe, and supportive work environment that encourages growth, motivation, and productivity. The company firmly believes that a skilled and dedicated workforce is essential to driving operational excellence and sustaining long-term profitability.

Environmental policies and practices

Aman Cotton Fibrous PLC. has formulated its environmental and occupational health and safety policies to ensure sustainable and environmentally responsible utilization of resources. The management of Aman Cotton Fibrous PLC. has been giving the top priority to effective use of raw materials and reducing air and water pollution. The company continues to stay committed to 'Fresh Air' by taking water treatment plan, cleaning and safety measures, planting trees and giving in house training sessions to our employees on environmental awareness and conservation.

Directors Declaration as to Financial Statements:

Declaration has been given Annexure-A [As per condition No. 1(5)(xxvi)]. Please see the Annexure-A. page no 40.

Acknowledgement

The Board would like to thank all stakeholders, including investors, suppliers, banks, insurance companies, Registrar of Joint Stock Companies & Firms, Stock exchanges, CDBL, Bangladesh Securities and Exchange Commission and various government authorities for their continued support to Aman Cotton Fibrous PLC.



Md. Shofiqul Islam
Chairman