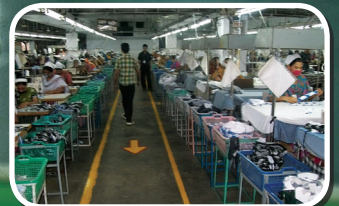


Annual Report 2013-2014

বার্ষিক প্রতিবেদন ২০১৩-২০১৪



Desh Garments Limited

ANNUAL REPORT

2013-2014



Desh Garments Limited

TABLE OF CONTENTS

1.	LETTER OF TRANSMITTAL	3
2.	NOTICE TO SHAREHOLDERS FOR AGM	4
3.	CORPORATE GOVERNANCE	5-6
4.	MANAGEMENT APPARATUS	7
5.	CORPORATE HISTORY	8
6.	CORPORATE OPERATIONAL RESULTS	8
7.	DIRECTORS' REPORT TO SHAREHOLDERS	9 -11
8.	CORPORATE GOVERNANCE COMPLIANCE REPORT	12-15
9.	AUDIT COMMITTEE REPORT	16
10.	AUDITORS' REPORT	17
11.	FINANCIAL STATEMENTS:	
	a) STATEMENT OF FINANCIAL POSITION AS AT 30 JUNE 2014	18
	b) STATEMENT OF COMPREHENSIVE INCOME	19
	c) STATEMENT OF CASH FLOWS	20
	d) STATEMENT OF CHANGES IN EQUITY	21
12.	NOTES TO THE FINANCIAL STATEMENTS	22-40
13.	SCHEDULE OF FIXED ASSETS	41-42
14.	PROXY FORM	43-44

LETTER OF TRANSMITTAL

To
All Shareholders
Bangladesh Securities and Exchange Commission
Registrar of Joint Stock Companies & Firms
Dhaka Stock Exchange Ltd.

Sub : Annual Report for the year ended on 30th June, 2014.

Dear Sir(s),

We are pleased to enclose a copy of the Annual Report together with the Audited Accounts including Statement of Financial Position as at June 30, 2014, Statement of Comprehensive Income, Statement of Cash Flows, Statement of Changes in Equity for the year ended on 30 June, 2014, along with notes thereon and all related consolidated Financial Statements for your kind information, records and necessary advise.

Yours faithfully,

Sd/-
K. Moulic
Company Secretary

Dated : 30th November, 2014

Desh Garments Limited

Notice of the Thirtyseventh Annual General Meeting

Notice is hereby given that the Thirtyseventh Annual General Meeting of the Shareholders of Desh Garments Limited will be held on Sunday the 28th December, 2014 at 12.15 p.m. in the Auditorium of Muktijuddha Shmritee Milonayaton, Institution of Diploma Engineers Bangladesh, 160/A, Kakrail, V.I.P. Road, Dhaka-1000 to transact the following business :

01. To receive, consider and adopt the Audited Accounts of the Company for the year ended on 30th June, 2014 together with Report of the Directors and Auditors thereon.
02. To declare dividend.
03. To approve the resignation of Mr. Chitta Ranjan Mazumder, FCA as independent Director and the appointment of Mr. B.M. Nurul Azim, FCA, as independent Director by the Board of Directors.
04. To elect Directors.
05. To appoint auditors for the year 2014-2015 and to fix their remuneration

By order of the Board

Dated : Dhaka
28 October 2014

Sd/-
(K. Moulic)
Company Secretary

Notes:

The **Record Date** is 17 November, 2014.

Members of the company whose names appear in the register of members upto record date to be entitled to dividend for the year 2013-2014 to be approved by the Shareholders in the Annual General Meeting.

Any member of the company entitled to attend and vote at the above meeting may appoint a Proxy to attend and vote on his/her behalf. The Proxy Form duly affixing Revenue Stamp of Tk. 20.00 must be submitted at the Registered Office (Share Department) of the company not later than 48 hours before the time appointed for the meeting.

Admittance to the meeting venue will be on production of the attendance slip. Shareholders are requested not to be accompanied by child or guest.

The Shareholders are requested to notify change of address, if any.

Written queries, if any, expected to be replied at the Annual General Meeting on the Audited Accounts for the year ended 30th June 2014 should reach the Head Office (Share Department) of the company at least 7 (seven) days before the meeting for convenience and appropriate explanation.

CORPORATE GOVERNANCE

The Company follows the guidelines No. SEC/CMRRCD/2006-158/134/Admin/44 dated 07/08/2012 issued by the Bangladesh Securities and Exchange Commission (BSEC). The company's internal control and reporting procedures are adequate and effective. Corporate Governance involves decision making process for any corporate body as a going concern for the benefit of all concerned, present and future. The involvement of the entrepreneur in all these areas invokes decision making governance on a continuous basis. These aspects of governance are shared by the Board of Directors, Executive Management, operational participants, workers and others in fulfillment of the common goals that converge in increasing the benefits of all stakeholders.

The organisms through which the corporate governance functions are carried out as under:

a) **Constitution:**

Board of Directors, the top management echelon, consisting of the founding entrepreneurs/ successors and Independent Directors, provide the policy and strategic support and direction for the entire range of the corporate activities. The Board of Directors now consist of five members including the Independent Directors. However, the present Board of Directors consists persons with varied education and experience which provides a balancing character in decision making process. The Board is reconstituted every year at each Annual General Meeting with one-third of the members retiring by rotation.

b) **Role & Responsibilities:**

The main role of the Board of Directors, which is the highest level of authority, is to provide general superintendence, oversee the operations and control the affairs of the company through appropriate delegations of authority and accountability processes via the lines of command. The Board of Directors, in fulfillment of its responsibility hold periodic meetings, at least once a quarter and provide appropriate decisions / directions to the executive management. The Board of Directors also remains responsible for ensuring overall hazard free and friendly working environment in the factory and offices.

c) **Relationship with shareholders & public:**

The shareholders as owners, are to be provided with material information on the company's operation, half-yearly and annually, the latter at the Annual General Meeting. They are also provided with routine services by the Company Secretary. The Board is, however, responsible to the public for publication of any Price Sensitive Information as per Bangladesh Securities And Exchange Commission regulation. A Company Secretary is in-charge for all these responsibilities.

Desh Garments Limited

d) **Audit Committee of Board:**

The Board of Directors has constituted an Audit Committee of the Board consisting of three directors. The Audit Committee is headed by the Independent Director, Mr. Ranjit Chakraborty, MBA and a Senior Banker of the country and vastly experienced in company matter. Other members are Mrs. Rokeya Quader, Director and Miss Vidiya Amrit Khan, Director. The Audit Committee carries out its responsibilities as per provisions of law and submits its report to the Board of Directors from time to time. The Audit Committee also co-ordinates with the internal and external auditors as and when required. The Audit Committee also ensures compliance of requirements of Bangladesh Securities And Exchange Commission and other agencies.

e) **Executive Management:**

The executive management is led by the Managing Director, CEO who is appointed by the Board of Directors for a term of five years (renewable) with the approval of shareholders in the Annual General Meeting. The Managing Director is supported by professional, well educated, trained and experienced team consisting of Executive Directors, General Managers and host of Senior Executives in the hierarchy of Management.

f) **Independent Directors:**

We are pleased to inform you that Mr. Chitta Ranjan Mazumder, FCA, resigned on 14-07-14 because of his personal Pre-Occupation. Mr. Beg Md. Nurul Azim, FCA as eminent Chartered Accountants of the Country has been appointed on 13-08-2014 as in his place. Mr. Beg Md. Nurul Azim, FCA is a knowledgeable person with integrity and capable to ensure compliance with financial, regulatory and corporate laws and can make meaningful contributions to the conduct of the business of the company and also safeguard the interest of the shareholders. With this appointment the number of Directors of Desh Garments Limited is now 5 Directors which is the requirement of Board's Size as per Bangladesh Securities & Exchange Commission Notification No. SEC/CMRRCD/2006-158/134/Admin/44 dated 7th August, 2012 stand fully complied with.

Desh Garments Limited

MANAGEMENT APPARATUS:

A. Board of Directors:

- Mrs. Rokeya Quader - Chairman
- Mr. Omar Quader Khan - Managing Director
- Miss Vidiya Amrit Khan - Director
- Mr. Beg Md. Nurul Azim, FCA - Independent Director
(Appointed on 13-08-2014)
- Mr. Chitta Ranjan Mazumder, FCA - Independent Director
(Resigned on 14-07-2014)
- Mr. Ranjit Chakraborty, MBA - Independent Director

B. Audit Committee:

- Mr. Ranjit Chakraborty, MBA - Chairman
- Mrs. Rokeya Quader - Member
- Miss Vidiya Amrit Khan - Member

C. Management Committee:

- Mr. Omar Quader Khan - Chairman
- Miss Vidiya Amrit Khan - Member
- Mr. K. Moulic - Member

D. Senior Corporate Officials:

- Mr. K. Moulic - Company Secretary
- Mr. Nazmul Huda Mullick - Chief Financial Officer
- Mr. A.Z.M. Ahsanullah - Head of Internal Audit

Auditors:

M/s. Shafiq Basak & Co.
Chartered Accountants
Shatabdi Centre (6th Floor)
292, Inner Circular Road
Fakirapool, Dhaka-1000.

Banker:

National Bank Limited, Dhaka.

Legal Advisors:

Barrister Rafique Ul Huq
M/s. Huq & Company
47/1, Purana Paltan, Dhaka.

Insurance:

M/s. Desh General Insurance Co.Ltd.
Jiban Bima Bhaban (5th Floor),
10, Dilkusha C/A., Dhaka-1000.

Listing:

Dhaka Stock Exchange Ltd.
Dhaka.

REGISTERED OFFICE

Desh Garments Limited
Awal Centre (7th Floor)
34, Kemal Ataturk Avenue, Road No.17
Banani C/A., Dhaka-1213.
Tel : 9822019, 9822314

FACTORY

53/A, Kalurghat Industrial Area
Chittagong.

Desh Garments Limited

CORPORATE HISTORY

1. Date of Incorporation : 27th December, 1977
2. Year of Commencement of Business : 1977
3. Date of IPO : 19th June, 1989
4. Date of listing with DSE : 24th September, 1989
5. Authorised Capital : TK.100,000,000.00
6. Paid up Capital : TK.3,37,00,000.00
7. Number of Shareholders : 2,707
8. Number of total Employees : 1,714
9. Main product : Woven Shirts
10. Main Export Market (countries) : USA, Canada, EU

CORPORATE OPERATIONAL RESULTS

Figure in Taka

PARTICULARS	2013-2014	2012-2013	2011-2012	2010-2011	2009-2010
Total Turnover	261,137,471	258,210,120	241,522,863	258,981,091	255,246,569
Gross Profit	20,843,845	18,162,373	15,096,359	16,161,478	15,467,533
Net Profit (AT)	3,553,128	2,962,873	2,414,396	1,048,039	762,615
Earning Per Share (EPS)	1.05	0.88	0.72	3.11	2.26
Dividend Rate (%)	10%	7%	7%	7%	5%
Total Assets	214,121,533	177,322,104	155,197,304	122,307,243	128,794,766
Total Liabilities	(172,863,434)	(136,247,133)	(114,726,206)	(83,261,021)	(89,807,063)
Net Asset Value	41,258,099	41,074,971	40,471,098	39,046,222	38,987,703
N.A.V. Per share	12.24	12.19	12.00	115.86	115.69

Desh Garments Limited

Bismillahir Rahmanir Rahim Directors' Report to Shareholders for the year ended on 30th June, 2014

Dear Shareholders,
Assalamu Alaikum,

I am pleased to welcome you to the 37th Annual General Meeting of the company being held at this pleasant afternoon, at the Auditorium of Muktijuddha Shmritee Milonayaton, Institution of Diploma Engineers Bangladesh, Kakrail, Dhaka. In terms of section 184 of the Companies Act, 1994 and the Rule 12 (and the schedule thereunder) of the Bangladesh Securities and Exchange Rules 1987, I am pleased to present, on behalf of the Board of Directors, the Report of the Directors on the activities of the company together with the Auditors' Report thereon for the year ended on 30th June, 2014 for your kind consideration and approval.

OPERATIONS:

We have completed another year of operations successfully maintaining almost the equivalent level of previous year. We could successfully accomplish raising our export earning to Tk.261,137,471.00 i.e. 1.13% increase over previous year.

During this year, we have taken several steps towards improvement of management efficiency.

In the marketing side, our Director Ms. Vidiya Amrit Khan is directly supervising the total work of order procurement and overseeing the production and delivery on whole time basis.

I am to inform you that Mr. C.R. Mazumder, FCA, Independent Director resigned on 14.07.2014 for personal reasons and Mr. Beg Md. Nurul Azim, FCA an eminent Chartered Accountant of the country was appointed on 13.08.2014 in his place.

In the financial sector, we are continuously taking suggestions and advices from our two Independent Directors, as and when required, specially during preparation of Budget & Financial Plans and also during periodical evaluation of performances.

I am pleased to inform you that our continuous efforts to improve operating performances, has started giving results. You will be pleased to know that during 5 months from July to November, 2014, our actual export earning is US\$2.551 million i.e. Tk.19.38 crore and have further confirmed order of US\$2.24 million i.e. Tk.17.03 crore at hand i.e. total Tk.36.41 crore. We have total export target of US\$7.5 million i.e. Tk.57.00 crore during 2014-2015.

FINANCIAL RESULTS :

Due to control of costs and expenses despite reduced FOB, we have been able to achieve export target and earn a net profit. A summarized comparative results for the years 2012-2013 and 2013-2014 are given below:

	<u>2013-14 (Taka)</u>	<u>2012-13 (Taka)</u>
Turnover	261,137,471	258,210,120
Gross Profit	20,843,845	18,162,373
Operating Profit	2,812,559	1,857,378
Add: Dividend received from CDBL	1,427,953	1,713,543
Net Profit before tax	4,106,581	3,482,475
Net Profit after tax	3,553,128	2,962,873
Earning Per Share (EPS)	1.05	0.88
Net Assets Value (NAV)	12.24	12.19
Face Value of share	10.00	10.00
Operating Cash Flow Per Share	(1.28)	2.30

Desh Garments Limited

Board Meeting and Attendance:

During the year under review (2013-14) 9 Board Meetings were held. The attendance record of the Directors is as follows:

Name of Directors	Position	Meetings held	Attended
Mrs. Rokeya Quader	Chairman	9	9
Mr. Omar Quader Khan	Managing Director	9	9
Miss Vidiya Amrit Khan	Director	9	9
Mr. Ranjit Chakraborty, MBA	Independent Director	9	9
Mr. Chitta Ranjan Mazumder, FCA	Independent Director	9	7

The Directors who could not attend the meetings were granted leave of absence.

Shareholding

The Pattern of shareholding as on 30.06.2014 are as follows:

Sl. No.	Name-wise details	No. of Shareholding	Percentage %	Remarks
	Parent/Subsidiary/Associate Company			
i)	Directors, Company Secretary, Chief Financial Officer, Head of Internal Audit and their spouses and minor children:			
	Directors:			
	Mrs. Rokeya Quader	274,120	8.13	
	Mr. Omar Quader Khan Chief Executive Officer (CEO)	1,172,900	34.80	
	Miss Vidiya Amrit Khan	506,830	15.03	
	Mr. Ranjit Chakraborty, MBA		Independent Director	
	Mr. Chitta Ranjan Mazumder, FCA		Independent Director	
	Company Secretary (CS)	100	-	
	Chief Financial Officer (CFO)	-	-	
	Head of Internal Audit (HIA)	-	-	
ii)	Executives (Top five salaried persons other than CEO, CS, CFO, HIA)			
	Mr. Nurul Islam	-	-	
	Mr. Imam Hossain	-	-	
	Mrs. Jolly Hassan	-	-	
	Mr. Modasser Ahmed	-	-	
	Mr. Alauddin Ahamed	-	-	

Shareholders holding 10% or more voting right

1.	Mr. Omar Quader Khan	1,172,900	34.80	
2.	Miss Vidiya Amrit Khan	506,830	15.03	

The Directors also report that:

The financial statement of the company presented here reflects true and fair view of the company's state of affairs, result of its operations, cash flows and changes in equity.

Desh Garments Limited

Proper Books of Accounts as required by law have been maintained. Appropriate accounting policies have been followed in formulating the financial statements and accounting estimates were reasonable and prudent. The financial statements were prepared in accordance with International Accounting Standard (IAS) as applicable in Bangladesh. The internal control system is sound in design and effectively implemented and monitored. There are no significant doubts upon the company's ability to continue as a going concern.

ACCUMULATED LOSS

The outstanding accumulated loss of the company was Tk.5.28 crore as on 30.06.2014 caused by cyclone and tidal bore of 29-30 April, 1991. As you may be aware the devastating cyclone and tidal bore that lashed the south-east Bangladesh on the night of 29-30 April 1991, our factory was badly damaged. The salty water from tidal bore, rushed into the over factory with tremendous force and inundated up to an average of sft. 5 ft. height inside the factory. Entire machinery, fabrics and accessories, export ready goods stored in the godown and lying on the floor and the fabrics awaiting release from customs at Chittagong Port were all damaged beyond recovery. Our accumulated loss as on 30.06.1991 stood at Tk.6.56 crore. No insurance claim was received as the damage was caused by cyclone not covered in the fire policy. In spite of our best efforts no sort of loan or any other financial assistance was received from any source.

It took time to mobilize fund for procurement of new machines to re-start production. In 1993-94 we started with 2 lines of new machines and were able to raise same to 5 lines and go into economic level production during 1993-94 and earn profit. Since 1995-96 we have been operating profitability, gradually raising the number of lines to 8 by 2010-2011 mostly out of own cash generation. Starting from 1992-1993 till 2013-2014, excepting one year 1994-95, every year we earned profit.

DIVIDEND

The Profit After Tax earned during the financial year under report is Tk. 35,53,128.00 which is meagre to set off the aforesaid accumulated losses of previous years. The directors, however, recommend Tk.1.00 dividend per share of Tk.10/= each, total of which comes to Tk. 33,70,000/= from the profit of the current financial year payable to all shareholders of the company.

MANAGING DIRECTOR'S REMUNERATION

The Managing Director and other Directors have not drawn any remuneration during the year under report.

RETIREMENT OF DIRECTOR BY ROTATION

Ms. Vidiya Amrit Khan is due to retire by rotation as per Article 122 of the Articles of Association of the Company and being eligible she seeks re-election as per Article 124.

APPOINTMENT OF AUDITORS

M/s. Shafiq Basak & Co., Chartered Accountants, retire at this Annual General Meeting and MABS & J Partners have expressed their willingness as per their offer letter No. D-03/MABSJ/2014-15 dated 27.10.2014. Auditors are required to be appointed at this Annual General Meeting and fix their remuneration.

MANAGEMENT APPRECIATION

We take this opportunity to thanks all our shareholders, well wishers, banks and business associates for their sincere co-operation and understanding.

We also thanks the workers, staff and officers of the company for their sincere work.

The status of compliance required to be presented by the company in pursuance to Notification No.SEC/CMRRCD/2006-158/134/Admin/44 of August 07, 2012 issued by the Bangladesh Securities And Exchange Commission is given in Annexure.-02 and Audit Committee Report for the year 2013-2014 is also enclosed vide Annexure.-03.

Thanking you,

Sd/-

Rokeya Quader

Chairman

Dated: 28/10/2014



Rahman Mostafa Alam & Co.
Chartered Accountants



**Certificate on compliance of conditions of corporate governance guidelines to
the shareholders of**

Desh Garments Limited

We have examined the compliance of conditions of corporate governance guidelines of the Bangladesh Securities and Exchange Commission (BSEC) by Desh Garments Limited for the year ended on June 30, 2014 as stipulated in clause 7(i) of the BSEC notification no. SEC/CMRRECD/2006-158/134/Admin/44 dated August 07, 2012.

The compliance of conditions of corporate governance guidelines as stated in the aforesaid notification and reporting of the status of compliance is the responsibility of the management of Desh Garments Limited. Our examination for issuing this certification was limited to the checking of procedure and implementation thereof, adopted by Desh Garments Limited for ensuring the compliance of conditions of corporate governance and correct reporting of compliance status on the attached statement on the basis of evidence gathered and representation received.

To the best of our information and according to the explanations given to us, we certify that, as reported on the attached status of compliance statement, Desh Garments Limited has complied with conditions of corporate governance stipulated in the above mentioned BSEC notification dated August 07, 2012.

Dated: Dhaka
October 28, 2014


Rahman Mostafa Alam & Co.
Chartered Accountants

CORPORATE GOVERNANCE COMPLIANCE REPORT

Status of compliance with the conditions imposed by the Securities and Exchange Commission's notification No.SEC/CMRRCD/2006-158/129/Admin/43: dated July 03, 2012.

Condition No.	Title	Compliance Status		Remarks (if any)
		Complied	Not Complied	
1.1	Board's Size : The number of the Board members shall not be less than 5 (five) and more than 20 (Twenty)	√		
1.2	Independent Director:			
1.2 (i)	One fifth (1/5) of the total number of directors.	√		
1.2 (ii) a)	Does not hold any share or holds less than 1% shares of the total paid-up shares	√		
1.2 (ii) b)	Not connected with any sponsor/director/ shareholder who holds 1% or more shares of the total paid-up shares on the basis of family relationship.	√		
1.2 (ii) c)	Does not have any other relationship, whether pecuniary or otherwise, with the company or its subsidiary/associated companies	√		
1.2 (ii) d)	Not a member, director or officer of any stock exchange	√		
1.2 (ii) e)	Not a shareholder, director or officer of any member of stock exchange or an intermediary of the capital market	√		
1.2 (ii) f)	Not a partner or an executive or was not a partner or an executive during the preceding 3 (three) years of any statutory audit firm.	√		
1.2 (ii) g)	Not be an independent director in more than 3 (three) listed companies;	√		
1.2 (ii) h)	Not been convicted by a court of competent jurisdiction as a defaulter in payment of any loan to a bank or a NBF	√		
1.2 (ii) i)	Not been convicted for a criminal offence involving moral turpitude	√		
1.2 (iii)	Nominated by the Board of Directors and approved by the shareholders in the AGM	√		
1.2 (iv)	Not remain vacant for more than 90 (ninety) days.	√		
1.2 (v)	Board shall lay down a code of conduct of all Board members and annual compliance of the code to be recorded	√		
1.2 (vi)	Tenure of office of an Independent Director shall be for a period of 3 (three) years, which may be extended for 1 (one) term only.	√		
1.3	Qualification of Independent Director (ID):			
1.3 (i)	Knowledge of Independent Directors	√		
1.3 (ii)	Background of Independent Directors	√		
1.3 (iii)	Special cases for qualifications			No such incident
1.4	Individual Chairman of the Board and CEO	√		
1.5	The Directors' Report to Shareholders:			
1.5 (i)	Industry outlook and possible future developments in the industry	√		

Desh Garments Limited

1.5 (ii)	Segment-wise or product-wise performance	√		
1.5 (iii)	Risks and concerns	√		
1.5 (iv)	Discussion on Cost of Goods sold, Gross Profit Margin and Net Profit Margin	√		
1.5 (v)	Discussion on continuity of any Extra-Ordinary gain or loss	√		
1.5 (vi)	Basis for related party transactions	√		
1.5 (vii)	Utilization of proceeds from public issues, rights issues and / or through any others	√		
1.5 (viii)	Explanation if the financial results deteriorate after the company goes for IPO, RPO, Rights Offer and Direct Listing.			No such incident happened
1.5 (ix)	Explanation about significant variance occurs between Quarterly Financial Performance and Annual Financial Statements			No such incident happened
1.5 (x)	Remuneration to Directors including Independent Directors	√		
1.5 (xi)	Fairness of Financial Statement	√		
1.5 (xii)	Maintenance of proper books of accounts	√		
1.5 (xiii)	Adoption of appropriate accounting policies and estimates	√		
1.5 (xiv)	Followed IAS, BAS, IFRS and BFRS in preparation of financial statements	√		
1.5 (xv)	Soundness of internal control system	√		
1.5 (xvi)	Ability to continue as a going concern	√		
1.5 (xvii)	Significant deviations from the last year's	√		
1.5 (xviii)	Key operating and financial data of at least preceding 5 (five) years	√		
1.5 (xix)	Reasons for not declared dividend			Not applicable
1.5 (xx)	Number of board meetings held during the year and attendance	√		
1.5 (xxi)	Pattern of Shareholding:			
1.5(xxii) a)	Parent/Subsidiary/Associated Companies and other related parties	√		
1.5(xxii) b)	Directors, CEO, CS, CFO, HIA and their spouses and minor children	√		
1.5(xxii) c)	Executives	√		
1.5(xxii) d)	10% or more voting interest	√		
1.5(xxii)	Appointment/re-appointment of director:			
1.5(xxii) a)	Resume of the director	√		
1.5(xxii) b)	Expertise in specific functional areas	√		
1.5(xxii) c)	Holding of directorship and membership of committees of the board other than this company.	√		
2.1	Appointment of CFO, HIA and CS:			
2.2	Attendance of CFO and the CS at the meeting of the Board of Directors	√		
3.	Audit Committee :			
3 (i)	Constitutions of Audit Committee	√		
3 (ii)	Assistance of the Audit Committee to Board of Directors	√		
3 (iii)	Responsibility of the Audit Committee	√		
3.1	Constitution of the Audit Committee:			
3.1 (i)	As least 3 (three) members	√		
3.1 (ii)	Appointment of members of the Audit Committee	√		
3.1 (iii)	Qualification of Audit Committee members	√		
3.1 (iv)	Term of Service of Audit Committee members	√		
3.1 (v)	Secretary of the Audit Committee	√		

Desh Garments Limited

3.1 (vi)	Quorum of the Audit Committee	√		
3.2	Chairman of the Audit Committee:			
3.2 (i)	Board of Directors shall select the Chairman.	√		
3.2 (ii)	Chairman of the audit committee shall remain present in the AGM.	√		
3.3	Role of Audit Committee:			
3.3 (i)	Oversee the financial reporting process	√		
3.3 (ii)	Monitor choice of accounting policies and Principles	√		
3.3 (iii)	Monitor Internal Control Risk management process	√		
3.3 (iv)	Oversee hiring and performance of external auditors	√		
3.3 (v)	Review the annual financial statements before submission to the board for approval	√		
3.3 (vi)	Review the quarterly and half yearly financial statements before submission to the board for approval	√		
3.3 (vii)	Review the adequacy of internal audit function	√		
3.3 (viii)	Review statement of significant related party transactions	√		
3.3 (ix)	Review Management Letters/ Letter of Internal Control weakness issued by statutory auditors	√		
3.3 (x)	Disclosure about the uses/ applications of funds raised by IPO/RPO/Right issue	√		
3.4	Reporting of the Audit Committee:			
3.4.1	Reporting to the Board of Directors:			
3.4.1 (i)	Activities of Audit Committee	√		
3.4.1(ii) a)	Conflicts of interests			No such incident
3.4.1(ii) b)	Material defect in the internal control system			No such incident
3.4.1(ii) c)	Infringement of laws, rules and regulations			No such incident
3.4.1(ii) d)	Any other matter			No such incident
3.4.2	Reporting to the Authorities	√		
3.5	Reporting to the Shareholders and General Investors	√		
4.	Engagement of External/Statutory Auditors:			
4 (i)	Appraisal or valuation services or fairness opinions	√		
4 (ii)	Financial information systems design and implementation	√		
4 (iii)	Book-keeping	√		
4 (iv)	Broker-dealer services	√		
4 (v)	Actuarial services	√		
4 (vi)	Internal Audit Services	√		
4 (vii)	Services that the Audit Committee Determines	√		
4 (viii)	Audit firms shall not hold any share of the company they audit	√		
5.	Subsidiary Company:			
5 (i)	Composition of the Board of Directors			Not applicable
5 (ii)	At least 1 (one) Independent Director to the subsidiary company			Not applicable
5 (iii)	Submission of Minutes to the holding company			Not applicable
5 (iv)	Review of Minutes by the holding company			Not applicable
5 (v)	Review of Financial Statement by the holding company			Not applicable
6.	Duties of Chief Executive Officer and Chief Financial Officer:			
6 (i) a)	Reviewed the materially untrue of the financial statement	√		
6 (i) b)	Reviewed about compliance of the accounting standard	√		
6 (ii)	Reviewed about fraudulent, illegal or violation of the company's code of conduct	√		
7.	Reporting and Compliance of Corporate Governance:			
7 (i)	Obtain certificate about compliance of conditions of Corporate Governance Guidelines	√		
7 (ii)	Annexure attached in the Directors' Report	√		

AUDIT COMMITTEE REPORT

For the year 2013-2014

The Audit Committee consists of the following members:

Mr. Ranjit Chakraborty, MBA	Chairman
Mrs. Rokeya Quader	Member
Miss Vidiya Amrit Khan	Member

The scope of Audit Committee was defined as under:

- a. Review and recommend to the Board to approve the financial statements prepared for statutory purpose;
- b. Report to the Board of Directors on internal audit findings from time to time considering the significance of the issues;
- c. Carry on a supervision role to safeguard the system of governance and independence of statutory auditors; and
- d. Review and consider the internal report and statutory auditors' observations on internal control.

Activities carried out during the year:

Four meetings of the Audit Committee were held during the year 2013-2014, first one in November 2013, second one in January 2014, third one in April 2014 and last one in October 2014. In the first three meetings, un-audited quarterly statement of financial position and statement of comprehensive income were discussed and examined in details. In the last meeting held on 28 October 2014, the audited Accounts for the year 2013-2014 was discussed and examined in details.

Through holding of meetings as above, the Committee reviewed and discussed the internal control and audit systems, justifications and correctness of the expenditures incurred and income earned. The Committee found adequate arrangement to present a true and fair view of the activities and the financial status of the Company and didn't find any material deviation, discrepancies or any adverse finding/observation in the areas of reporting.

Sd/-

Ranjit Chakraborty, MBA
Chairman
Audit Committee

Dated : October 28, 2014

Desh Garments Limited

AUDITOR'S REPORT TO THE SHAREHOLDERS

We have audited the annexed Statement of Financial Position of DESH GARMENTS LIMITED, as of June 30, 2014 and its Statement of Comprehensive Income, Statement of Cash Flows and Statement of Changes in Equity for the year ended as on that date together with the accompanying Notes thereto.

Respective Responsibilities of the Management and the Auditors:

The preparation of this Financial Statement is the responsibility of the company's management. Our responsibility is to express an independent opinion on this Financial Statement based on our audit.

Scope:

We conducted our audit in accordance with BSA. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.

Opinion:

In our opinion, the accounts are maintained according to the Bangladesh Accounting Standard (BAS) and Financial statement prepared and reported in accordance with the Bangladesh Financial Reporting Standard (BFRS) and give a true and fair view of the state of the Company's affairs as of June 30, 2014 and of the results of its operations for the year then ended and comply with the Companies Act, 1994.

We also report that:

- (i) We have obtained all the information, explanations and documents which to the best of our knowledge and belief were necessary for the purpose of our audit and made due verification thereof.
- (ii) The Company management has followed relevant provision of law and rules in managing the affairs of the Company and that proper books of account, records and other statutory books have been properly maintained.
- (iii) The Statement of Financial Position and Statement of Comprehensive Income, Statement of Changes in Equity are in agreement with the said books of account maintained by the Company and examined by us while the Cash Flow Statement conforms with the presentation laid out in the Bangladesh Financial Reporting Standard (BFRS); and
- (iv) The expenditure incurred and payments made were for the purpose of the Company's business for the year.

Dated : Dhaka
The October 28, 2014.

Sd/-
(SHAFIQ BASAK & CO.)
Chartered Accountants

Desh Garments Limited

STATEMENT OF FINANCIAL POSITION AS AT 30 JUNE 2014 (UNIT NOS. 1 & 2)

Figure in Taka

NET ASSETS	NOTES	30 JUNE '14	30 JUNE '13
SOURCES OF FUNDS :			
Shareholders' equity		41,258,099	41,074,971
Share capital	38	33,700,000	33,700,000
Tax Holiday Reserve	39	7,272,808	7,272,808
General Reserve	40	1,477,579	1,477,579
Capital Reserve	41	51,620,221	51,620,221
Retain Earnings		(52,812,509)	(52,995,637)
Total Taka:		41,258,099	41,074,971
APPLICATION OF FUNDS :			
Non-Current Assets		97,401,153	99,034,518
Property, Plant & Equipment	20	97,401,153	98,926,843
Preliminary Expenses	21	-	107,675
Current Assets		116,720,380	78,287,586
Inventories	22	56,454,377	15,979,546
Investment in Shares	23	5,711,810	5,711,810
Loans, Advances and Deposits	24	1,533,632	10,666,890
Income Tax Deduction at Source	25	12,440,821	10,222,069
Cash and Bank Balances	26	40,579,740	35,707,271
Current Liabilities and Provisions		(172,863,434)	(136,247,133)
Loans and Overdrafts	27	(49,857,812)	(37,135,525)
Liabilities for Goods	28	(88,198,413)	(67,245,856)
Accrued Expenses	29	(19,576,374)	(19,095,200)
Creditors	30	(2,893,373)	(3,367,023)
Unclaimed Dividend	31	(237,960)	(237,960)
Dividend Payable	32	(6,305,365)	(4,935,885)
Employees' Provident Fund	33	(208,367)	(208,367)
Provision for Income Tax	34	(2,215,770)	(1,662,317)
Proposed Dividend	35	(3,370,000)	(2,359,000)
Net Current Assets		(56,143,054)	(57,959,547)
Total Taka:		41,258,099	41,074,971

The accounting policies and other notes form an integral part of the Financial Statements.

The Financial Statements were authorised for issue by the Board of Directors on 28.10.2014 and signed its behalf by :

Sd/-
ROKEYA QUADER
Chairman

Sd/-
OMAR QUADER KHAN
Managing Director

Sd/-
K MOULIC
Company Secretary

AUDITORS' REPORT TO THE SHAREHOLDERS :

This is the Statement of Financial Position referred to in our report of even date :

Shatabdi Centre (6th Floor)
292, Inner Circular Road,
Fakirapool, Motijheel, Dhaka-1000

Dated : 28 October, 2014

Sd/-
(SHAFIQ BASAK & CO.)
Chartered Accountants

Desh Garments Limited

STATEMENT OF COMPREHENSIVE INCOME FOR THE YEAR ENDED 30 JUNE 2014 (UNIT NOS. 1 & 2)

Figure in Taka

Particulars :	NOTES	30 JUNE '14	30 JUNE '13
TURNOVER	42	261,137,471	258,210,120
COST OF GOODS SOLD	43	240,293,626	240,047,747
GROSS PROFIT		20,843,845	18,162,373
OPERATING EXPENSES :			
Administrative, Selling & Financial Expenses	46	18,031,286	16,304,995
OPERATING PROFIT		2,812,559	1,857,378
Contribution to W. P. & Welfare Fund		133,931	88,447
		2,678,628	1,768,932
Add: Cash Dividend		1,427,953	1,713,543
NET PROFIT BEFORE TAX		4,106,581	3,482,475
Less: Income Tax Provision		553,453	519,602
NET PROFIT AFTER TAX		3,553,128	2,962,873
Proposed Dividend/Paid			
Dividend @ 10% to all shareholders		3,370,000	2,359,000
		183,128	603,873
Profit upto last year		12,563,734	11,959,861
		12,746,862	12,563,734
Exceptional loss due to 29 April 1991 devastating cyclone		(65,559,371)	(65,559,371)
Profit/(Loss) Carried Forward		(52,812,509)	(52,995,637)
Earnings Per Share (EPS) – Basic	48	1.05	0.88

The accounting policies and other notes form an integral part of the Financial Statements.

The Financial Statements were authorised for issue by the Board of Directors on 28.10.2014 and signed on its behalf by:

Sd/-
Rokeya Quader
Chairman

Sd/-
Omar Quader Khan
Managing Director

Sd/-
K Moulic
Company Secretary

AUDITORS' REPORT TO THE SHAREHOLDERS :

This is the Statement of Comprehensive Income referred to in our report of even date :

Shatabdi Centre (6th Floor)
292, Inner Circular Road,
Fakirapool, Motijheel, Dhaka-1000

Dated : 28 October, 2014

Sd/-
(SHAFIQ BASAK & CO.)
Chartered Accountants

Desh Garments Limited

STATEMENT OF CASH FLOWS FOR THE YEAR ENDED 30 JUNE 2014

Particulars	Figure in Taka	
	30 JUNE '14	30 JUNE '13
Cash Flows from Operating Activities		
Collections from Turnover & Others	262,565,424	263,836,457
Payment for Cost & Expenses	(264,656,223)	(253,686,765)
Tax paid	(2,218,752)	(2,407,338)
	(4,309,551)	7,742,354
Cash Flows from Investing Activities		
Tangible Fixed Asset Acquired	(2,550,747)	(1,044,880)
Cash Flows from Financing Activities		
Received From Bank Loan and Others	15,622,287	6,380,992
Other Loan Repaid	(2,900,000)	(550,000)
Dividend paid	(989,520)	(989,520)
	11,732,767	4,841,472
Increase/(Decrease) in Cash and Cash Equivalents	4,872,469	11,538,946
Cash and Cash Equivalents at Opening	35,707,271	24,168,325
Cash and Cash Equivalents at Closing	TK. 40,579,740	35,707,271

The accounting policies and other notes form an integral part of the Financial Statements.
The Financial Statements were authorised for issue by the Board of Directors on 28.10.2014 and signed on its behalf by:

Sd/-
Rokeya Quader
Chairman

Sd/-
Omar Quader Khan
Managing Director

Sd/-
K Moulic
Company Secretary

AUDITORS' REPORT TO THE SHAREHOLDERS :

This is the Statement of Cash Flows referred to in our report of even date :

Shatabdi Centre (6th Floor)
292, Inner Circular Road,
Fakirapool, Motijheel, Dhaka-1000
Dated : 28 October, 2014

Sd/-
(SHAFIQ BASAK & CO.)
Chartered Accountants

Desh Garments Limited

STATEMENT OF CHANGES IN EQUITY

FOR THE YEAR ENDED 30 JUNE 2014

Particulars	Share Capital	Tax Holiday Reserve	General Reserve	Capital Reserve	Retained Earnings	Total Amount (TK.)
At 01 July 2013	33,700,000	7,272,808	1,477,579	51,620,221	(52,995,637)	41,074,971
Net Profit for 2013-14	-	-	-	-	3,553,128	3,553,128
Proposed Dividend 2013-14	-	-	-	-	(3,370,000)	(3,370,000)
At 30 June 2014	33,700,000	7,272,808	1,477,579	51,620,221	(52,812,509)	41,258,099

FOR THE YEAR ENDED 30 JUNE 2013

Particulars	Share Capital	Tax Holiday Reserve	General Reserve	Capital Reserve	Retained Earnings	Total Amount (TK.)
At 01 July 2012	33,700,000	7,272,808	1,477,579	51,620,221	(53,599,510)	40,471,098
Net Profit for 2012-13	-	-	-	-	2,962,873	2,962,873
Proposed Dividend 2012-13	-	-	-	-	(2,359,000)	(2,359,000)
At 30 June 2013	33,700,000	7,272,808	1,477,579	51,620,221	(52,995,637)	41,074,971

The Notes 1 to 49 form an integral part of these financial statements.

The Financial Statements were authorized for issue by the Board of Directors on 28.10.2014 and signed on its behalf by :

Sd/-
Rokeya Quader
Chairman

Sd/-
Omar Quader Khan
Managing Director

Sd/-
K Moulic
Company Secretary

AUDITORS' REPORT TO THE SHAREHOLDERS :

This is the Statement of Changes in Equity referred to in our report of even date :

Shatabdi Centre (6th Floor)
292, Inner Circular Road,
Fakirapool, Motijheel, Dhaka-1000

Dated : 28 October, 2014

Sd/-
(SHAFIQ BASAK & CO.)
Chartered Accountants

Desh Garments Limited

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 JUNE 2014 FORMING AN INTEGRAL PART OF THE FINANCIAL STATEMENTS

A. Compliance with the requirements of notification of the Securities and Exchange Commission dated 04.06.2008 under reference # SEC/CMMRPC/2008-181/53/Adm/03/28.

1. Notes to the financial statements marked from C-1 to C-18 out line the policies are unambiguous with respect to the reporting frame work on which the accounting policies are based.
2. The accounting policies on all material areas have been stated clearly in the notes marked from C-1 to C-18.
3. The accounting standards that underpin the policies adopted by the company can be found in the following places of the notes to the financial statements:

SL. No.	Applicable Accounting Standards	Note reference
01.	IAS/BAS – 1	04.00
02.	IAS/BAS – 2	06.00
03.	IAS/BAS – 7	07.00 & 08.00
04.	IAS/BAS – 12	10.01
05.	IAS/BAS – 16	05.00
06.	IAS/BAS – 18	11.00
07.	IAS/BAS – 21	12.00
08.	IAS/BAS – 33	13.00 & 48.00
09.	IAS/BAS – 36	14.00

4. The financial statements are in compliance with the Bangladesh Financial Reporting Standards (BFRS) which are adapted from the International Financial Reporting Standards (IFRS) issued by the International Accounting Standards Board (IASB).

AND

5. The Standards and reporting framework used in the financial statements do not differ from IFRS (BFRS) issued by IASB.

Desh Garments Limited

B. Legal status and nature of the company – Disclosure under IAS 1 as adopted by The Institute of Chartered Accountants of Bangladesh as BAS 1 “Presentation of Financial Statements”

Domicile, Legal Form and Country of Incorporation

Desh Garments Limited (hereinafter referred to as “The Company”) was incorporated in Bangladesh as a public company limited by shares on 27.12.1977. The Company owns two 100% export oriented industrial Units. Unit No. 01 has an installed capacity of 216,000 dozs in single shift. During the year under review the production in Unit No. 01 could not be restored after extensive damage of machinery and equipment in April, 1991 by the devastating cyclone, hence no export was made from Unit No. 01 production. Unit No. 02 has a production capacity of 128,000 dozs is double shift against which it has, during the year, utilized 68.08% Shortfall in utilisation of production capacity was due to non-availability of sufficient export orders.

Address of Registered Office and Principal Place of Business

The principal place of business is the registered office at 34, Kemal Ataturk Avenue, Banani C/A, Dhaka-1213, Bangladesh and the factories are located at Kalurghat, Chittagong.

Principal Activities And Nature of Operations

The company owns and operates industrial plants for manufacturing of ready made garments and sales thereof.

Number of Employees

On the payroll of the Company, there were 45 officers 51 Staff and 1,618 permanent / badly / contractual workers.

		<u>Taka</u>
i)	1,714 Staff/Officers/Employees drew yearly salary & allowances of Tk. 36,000 or more.	74,520,797
ii)	- Staff/ Officers/Technicians and many other casual workers drew yearly salary/wages & allowances less than Tk. 36,000	-
	<u>1,714</u>	<u>74,520,797</u>

Desh Garments Limited

C. Significant Accounting Policies-Disclosures.

1.00 Compliance with International Accounting Standards (IASs):

The financial Statements have been prepared in compliance with requirements of IASs as adopted by the Institute of Chartered Accountants of Bangladesh (ICAB) and applicable in Bangladesh.

2.00 Compliance with Local Laws:

The financial statements have been prepared in compliance with requirements of the Companies Act, 1994, the Securities and Exchange Rules, 1987 and other relevant local laws and rules.

3.00 Measurement Bases used in preparing the Financial Statements:

The elements of financial statements have been measured on “Historical Cost” basis, which is one of the most commonly adopted base as provided in *“the frame-work for the preparation and presentation of financial statements” issued by the International Accounting Standards Committee (IASC).*

4.00 Components of the Financial Statements:

According to the International Accounting Standard (IAS) 1 as adopted by ICAB as BAS 1 “Presentation of Financial Statements”, the complete set of Financial Statements includes the following components.

- (i) Statement of Financial Position as at 30 June 2014.
- (ii) Statement of Comprehensive Income for the year ended 30 June 2014.
- (iii) Statements of Changes in Equity for the year ended 30 June 2014.
- (iv) Statement of Cash Flows for the year ended 30 June 2014.
- (v) Accounting policies and explanatory notes.

5.00 Specific accounting policies selected and applied for significant transactions and events:

Recognition of Property, Plant and Equipment and Depreciation

Property, Plant and Equipment are stated at their cost less accumulated depreciation in accordance with IAS 16 as adopted by ICAB as BAS 16 “Property, Plant and Equipment”. Cost represents cost of acquisition or construction and capitalization of pre-production expenditure including interest during construction periods. No depreciation is charged on land and land development. Depreciation has been charged on additions from the date of when the related assets are ready for use. Depreciation on all other fixed assets is computed using the diminishing balance method in amounts sufficient to write off depreciable assets over their estimated useful economic lives. Expenditure of maintenance and repairs are expensed; major replacements, renewals and betterments are capitalized.

Desh Garments Limited

The depreciation rates applicable to the principal categories are :

Factory Building and other Construction	20 %
Plant and Machinery	15 %
Office Equipment.....	15 %
Furniture and Fixtures	10 %
Transport and Vehicles	20 %
Other Assets	5% to 20%

6.00 Inventories:

Inventories comprise raw materials; work in process and finished goods. They are stated at the lower of cost and net realizable value on consistent basis in accordance with IAS 2 as adopted by ICAB as BAS 2 "Inventories". Net realizable value is based on estimated selling price less any further costs expected to be incurred for completion and disposal.

7.00 Cash and Cash Equivalents:

According to IAS 7 as adopted by ICAB as BAS 7 "Statement of Cash Flows", cash comprises cash in hand and demand deposit and, cash equivalents are short term, highly liquid investments that are readily convertible to known amount of cash and which are subject to an insignificant risk of changes in value. IAS 1 "Presentation of Financial Statements" also provides that cash and cash equivalents are those which have no restriction in use considering the provision of IAS 7 and IAS 1. Cash in hand and bank balances have been considered as cash and cash equivalents.

8.00 Statement of Cash Flows:

Statement of Cash Flows is prepared principally in accordance with IAS 7 as adopted by ICAB as BAS 7 "Statement of Cash Flows" and the cash flow from the operating activities have been presented under direct method as prescribed by the Securities and Exchange Rules, 1987 and considering the provision of paragraph 19 of IAS 7 which provides that "enterprises are encouraged to report cash flow from operating activities using the direct method"

9.00 Accounting Convention and Basis:

These accounts are prepared under historical cost convention, except for re-valuation of fixed assets taken into account in 1995-96, on an accrual basis assuming that the Company will continue as a going concern for the foreseeable future.

10.00 Taxation:

Taxation is provided in accordance with fiscal regulations applicable. The company is publicly traded company as per the Income Tax Ordinance, 1984. The company qualifies for being treated as a "Publicly Traded Company". The company is 100% export oriented garments industry for which the rate of tax at 10% has been applied for profit on Garments business and 20% for Dividend Income while making provision for income tax.

Desh Garments Limited

10.01 Discloser under BAS -12:

Deferred Tax Liability has not been considered in case of this Garments Industry because the amount of tax deducted / collected at source from export bills is treated as the final tax liability under the Income Tax Ordinance from the financial year 2005-06, irrespective of the operational results. During the financial year 2013-14 the total amount of tax deducted / collected at source is Tk. 22,18,752.00

11.00 Revenue Recognition:

The revenue during the year represents revenue arising from C.M. received and sales of readymade garments items which are recognized when deliveries are made, against the sales order received from the respective customer and after satisfying all the conditions for revenue recognition as provided in IAS 18 "Revenue Recognition"

12.00 Foreign Currency Translation:

Transactions denominated in foreign currencies are translated into Bangladesh Taka and recorded at rates of exchange ruling on the date of transaction in accordance with IAS 21 as adopted by ICAB as BAS 21 "The Effects of Changes in Foreign Currency Rates".

13.00 Earning Per Share (EPS):

The company calculates Earnings Per Share (EPS) in accordance with IAS 33 as adopted by ICAB as BAS 33 "Earnings Per Share" which has been shown on the face of Statement of Comprehensive Income and the computation of EPS is stated in Note-47.

Basic Earnings

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

Basic Earnings Per Share

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

Diluted Earnings Per Share

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

14.00 Assets of the Company:

As all assets of the company shown in the financial statement that are within the scope of BAS-36 are in physical existence and valued at no more than their recoverable amount following International Accounting Standards adopted in Bangladesh, disclosures with regard to "Impairment of Assets" as per BAS-36 have not been considered necessary.

15.00 Tax Holiday:

Tax holiday period of "Unit No. 01" and "Unit No. 02" have expired.. Consolidated Statement of Comprehensive Income and Statement of Financial Position have been prepared in conformity with the Securities & Exchange Rule, 1987.

Desh Garments Limited

16.00 Risk and uncertainties for use of estimates in preparation of financial statements:

The preparation of financial statements in conformity with the International Accounting Standards requires management to make estimates and assumption that affects the report, amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and revenue and expenses during the period reported. Actual results could differ from those estimates. Estimates are used for accounting of certain terms such as long term contracts, provision for doubtful accounts, depreciation and amortization, employees' benefit plans, taxes reserves and contingencies.

17.00 Sundry Debtors:

There are no Debtors at the end of the year.

18.00 Additional Information:

18.01 Responsibility for preparation and presentation of Financial Statements:

The Board of Directors is responsible for the preparation and presentation of Financial Statements under Section 183 of the Companies Act, 1994 and as per the provision of "the framework for the preparation and presentation of financial statements" issued by the International Accounting Standards Committee (IASC).

18.02 Reporting Period:

Financial Statements of the company cover one financial year from 01 July 2013 to 30 June 2014.

18.03 Comparative Information:

Comparative information have been disclosed in respect of the financial year 2012-2013 for all numerical information in the financial statements and also the narrative and descriptive information when it is relevant for understanding of the current year's financial statements.

Figures of the financial year 2012-2013 have been rearranged whenever considered necessary to ensure comparability with the current year

18.04 Turnover:

Turnover comprises export sales of the company.

18.05 Commission:

No commission has been paid to sales agents during the year under audit.

18.06 Brokerage or Discount:

The company did not pay any brokerage or discount other than the conventional trade discount against sales.

Desh Garments Limited

18.07 Due by the Directors:

Nothing was due by Directors (including Managing Director), Managers, and other officers of the Company or by associated undertakings and any of them severally or jointly with any other persons rather, interest free loan of Tk. 1,03,46,778 has been taken from Managing Director to meet up day to day expenses of the company.

18.08 Miscellaneous Expenses:

Miscellaneous Expenses does not exceeding 1% of total revenue.

18.09 Audit Fee:

As per decision taken in the 36th Annual General Meeting of the company held on 18-12-2013 the auditors' remuneration of Tk. 80,000 has been provided in the accounts which is the sum to be paid to auditors as their fixed remuneration for 2013-2014. During the year nothing has been paid to the auditors for any other services rendered.

18.10 Board Meeting & Members:

There were 5 members in the Board of Directors of the Company and 9 Board Meetings were held in the year under review.

18.11 Acknowledgement of Claims:

There was no claim against the company not acknowledged as debt as on 30 June 2014.

18.12 Credit Facility not availed of:

There was no general credit facilities other than those are stated in "Note-27" were available to the company under any contract to be availed of at the Statement of Financial Position date.

18.13 Transactions with Related Parties / Associated Undertakings:

There were no transactions with related parties during the year ended 30 June 2014.

18.14 Going Concern:

There is no significant doubt upon the company's ability to continue as going concern.

18.15 Trade Creditors and other Current Liabilities:

Liabilities are recognized for amounts to be paid in the future for goods and services received, whether or not billed by the supplier.

18.16 Reporting Currency and level of precision:

The figures in the financial statements represent Bangladesh currency (Taka), which have been rounded off to the nearest Taka.

19.00 RATIO AND LIQUIDITY:

19.01 Gross Profit:

The gross profit earned during the year is 7.98 % as against the gross profit earning of 7.03% with Export Proceeds during the preceding year.

Desh Garments Limited

19.02 Liquidity :

	<u>30 June 2014</u>	<u>30 June 2013</u>
Liquid Assets	60,266,003	62,308,040
Current Liabilities and Provisions	(172,863,434)	(136,247,133)
Net Liquid Assets	(112,597,431)	(73,939,093)
Other Current Assets	56,454,377	15,979,546
Net Current Assets	(56,143,054)	(57,959,574)

19.03 Current Ratio :

	<u>30 June 2014</u>	<u>30 June 2013</u>
Current Assets	116,720,380	78,287,586
Current Liabilities and Provisions	(172,863,434)	(136,247,133)
Ratio	0.68 : 1.00	0.57 : 1.00
Standard Ratio	2.00 : 1.00	2.00 : 1.00

19.04 Operating Ratio :

	<u>30 June 2014</u>	<u>30 June 2013</u>
Turnover	261,137,471	258,210,120
Cost of Goods Sold	240,293,626	240,047,747
Add : Administrative, Selling & Financial Exp.	18,031,286	16,304,995
	258,324,912	256,352,742
Ratio	98.92:100.00	99.28:100.00

19.05 Others :

	<u>30 June 2014</u>	<u>30 June 2013</u>
Net Assets Value (NAV)	12.24	12.19
Net Operating Cash Flow per Share	-1.28	2.3

Desh Garments Limited

20.00 TANGIBLE FIXED ASSETS : TK. 97,401,153

The figures have been arrived at as under:

	<u>30 June 2014</u>	<u>30 June 2013</u>
At Cost 01 July 2013		
Unit No. 01	80,846,002	80,846,002
Unit No. 02	67,008,191	65,963,311
	147,854,193	146,809,313
Addition during the year		
Unit No. 01	-	-
Unit No. 02	2,550,747	1,044,880
	2,550,747	1,044,880
Total	150,404,940	147,854,193
Less : Accumulated depreciation		
Unit No. 01	7,371,512	7,347,899
Unit No. 02	45,632,275	41,579,451
	53,003,787	48,927,350
Written down value	<u><u>97,401,153</u></u>	<u><u>98,926,843</u></u>

Details have been shown in Annexure 'A-1 & A-2'

21.00 PRELIMINARY EXPENSES :

	<u>30 June 2014</u>	<u>30 June 2013</u>
The break-up is as follows:		
Preliminary Expenses (as per last account)	107,675	134,594
Less: Written off	107,675	26,919
	<u><u>-</u></u>	<u><u>107,675</u></u>

22.00 INVENTORIES : TK. 56,454,377

The detailed break up of the amount is as follows:

a) FABRICS

Sl.	Name	Unit	Quantity	Value in Taka
1	M/s. Kohl's Tony Hawk	Yards	408,915	40,554,678
2	N.Y Sourcing	Yards	24,588	2,438,522
3	N.T.S Fashion	Yards	45,878	4,550,036
	Total		479,381	47,543,236

b) ACCESSORIES ASSORTED 1,094,904

c) FINISHED GOODS 7,816,237

Total (a + b + c) 56,454,377

Desh Garments Limited

23.00 INVESTMENT IN SHARE: TK. 5,711,810

	<u>30 June 2014</u>	<u>30 June 2013</u>
Balance As Per Last Account	5,711,810	5,711,810
	<u>5,711,810</u>	<u>5,711,810</u>

This balance represent investment made on central depository bangladesh limited for 5,71,181 share @ Tk.10 each.

24.00 LOANS, ADVANCES AND DEPOSIT (CONSIDERED GOOD): TK. 1,533,632

These represent as follows :

	<u>30 June 2014</u>	<u>30 June 2013</u>
Advance against purchase	1,233,875	10,367,133
Security Deposits	299,757	299,757
	<u>1,533,632</u>	<u>10,666,890</u>

These do not include any advance paid either to subsidiary companies or to associated companies /sister concern.

24.01 Security Deposits: Tk. 299,757

The amount of security deposits is comprised of the following:

	<u>30 June 2014</u>	<u>30 June 2013</u>
Deposit with T & T Board	51,152	51,152
Deposit with GPO Franking Machine	1,755	1,755
Deposit with BGSL (For gas)	126,850	126,850
Deposit with PDB (For electricity)	120,000	120,000
	<u>299,757</u>	<u>299,757</u>

25.00 INCOME TAX DEDUCTED AT SOURCE : TK. 12,440,821

The break up of the amount is as under :

	<u>30 June 2014</u>	<u>30 June 2013</u>
Balance as per last account	10,222,069	7,814,731
Add : During the year	2,218,752	2,407,338
	<u>12,440,821</u>	<u>10,222,069</u>

This balance represents income tax deducted at source by bank as per section - 53(BB) of the Income Tax Ordinance 1984. Income Tax liability might to be adjusted against that advance but no adjustment has not yet been made.

Desh Garments Limited

26.00 CASH AND BANK BALANCES : TK. 40,579,740

The break up of the amount is as under :

		<u>30 June 2014</u>	<u>30 June 2013</u>
Cash in hand	26.01	670,485	916,251
Cash at Banks	26.02	39,909,255	34,791,020
		<u>40,579,740</u>	<u>35,707,271</u>

26.01 Cash in Hand : Tk. 670,485

The amount comprises of the following :

		<u>30 June 2014</u>	<u>30 June 2013</u>
At Head Office		669,570	830,714
At Factory		915	85,537
		<u>670,485</u>	<u>916,251</u>

26.02 Cash at Bank : Tk. 39,909,255

The break up of the amount is as under :

		<u>30 June 2014</u>	<u>30 June 2013</u>
Agrani Bank, Dhaka		49,135	49,135
Eastern Bank Ltd., Dhaka		8,180	8,180
National Bank Ltd., Dhaka		2,102	3,770
National Bank Ltd., Chittagong		8,331	540
Sonali Bank, Dhaka		1,799	1,799
Sonali Bank, Kalurghat, Chittagong		8,652	8,652
Sonali Bank, Kalurghat, Chittagong		1,000	1,000
National Bank Ltd., MOB A/C		39,618,331	34,179,693
Standard Chartered Bank, Chittagong		33,838	33,838
Mercantile Bank Ltd., Dhaka		177,887	504,413
		<u>39,909,255</u>	<u>34,791,020</u>

27.00 LOANS AND OVERDRAFT : TK. 49,857,812

The break up of the amount is as under:

		<u>30 June 2014</u>	<u>30 June 2013</u>
Bank Loans and Overdraft	27.01	39,511,034	23,888,747
Directors Loan (Unsecured)	27.02	10,346,778	13,246,778
		<u>49,857,812</u>	<u>37,135,525</u>

Desh Garments Limited

27.01 BANK LOANS AND OVERDRAFT : TK. 39,511,034

The Figure consists of as follows:

	<u>30 June 2014</u>	<u>30 June 2013</u>
P/C (Packing credit) (NBL)	10,688,817	8,773,954
Loan General (NBL)	10,127,408	6,949,362
Loan General (NBL)	18,694,808	8,165,431
	<u>39,511,034</u>	<u>23,888,747</u>

Packing Credit from National Bank Limited (NBL) is secured by hypothecation of stocks and export bill.

There were no general nature or credit facilities available to the company under any contract which was not availed of at the date of Statement of Financial Position.

27.02 DIRECTORS LOAN (UNSECURED): TK. 10,346,778

The Figure consists of as follows:

<u>30 June 2014</u>	<u>30 June 2013</u>
10,346,778	13,246,778
<u>10,346,778</u>	<u>13,246,778</u>

This loan has been taken from Managing Director of the company, which is non-interest bearing, for meet up day to day expenses.

28.00 LIABILITIES FOR GOODS : TK. 88,198,413

This represents import bills payable to foreign / local suppliers against different letter of credits at the close of the business on 30 June, 2014. The details are as follows :

Sl. No.	Name of Party	Amount in Taka
1	M/S Samwon Trading	88,198,413
	Total Amount :	88,198,413

Desh Garments Limited

29.00 ACCRUED EXPENSES : TK. 19,576,374

This is made up as follows:

	<u>30 June 2014</u>	<u>30 June 2013</u>
Audit fee	80,000	80,000
Salary, wages and others	19,028,038	18,546,864
Income Tax payable	468,336	468,336
Tk.	<u>19,576,374</u>	<u>19,095,200</u>

30.00 CREDITORS TK. 2,893,373

This is made up as follows:

	<u>30 June 2014</u>	<u>30 June 2013</u>
Workers profit participation & W. F. F 30.01	2,762,038	2,628,107
Sundry Creditors	131,335	738,916
Tk.	<u>2,893,373</u>	<u>3,367,023</u>

30.01 Worker's Profit Participation & Welfare Fund : Tk. 2,762,038

The break up of the amount is as follows :

	<u>30 June 2014</u>	<u>30 June 2013</u>
Balance as per last year	2,628,107	2,539,660
Contribution during the year	133,931	88,447
Tk.	<u>2,762,038</u>	<u>2,628,107</u>

In our opinion, necessary steps to be taken to distribute the amounts as per law.

31.00 UNCLAIMED DIVIDEND TK. 237,960

The break up of the amount is as follows :

	<u>30 June 2014</u>	<u>30 June 2013</u>
For June 30, 1996	118,660	118,660
For June 30, 1997	119,300	119,300
Tk.	<u>237,960</u>	<u>237,960</u>

32.00 DIVIDEND PAYABLE : TK. 6,305,365

This consists of the following :

	<u>30 June 2014</u>	<u>30 June 2013</u>
Dividend declared long before and	2,837,980	2,837,980
Dividend declared in 1997	1,980,400	1,980,400
Dividend payable for 2004 & 2005	117,505	117,505
Dividend Payable for 2013	1,369,480	-
Tk.	<u>6,305,365</u>	<u>4,935,885</u>

Desh Garments Limited

- ★ Directors decided not to withdraw the dividend due to them till improvement of financial position of the company, so that normal business activities remain un-disturbed with required cash flow.

33.00 EMPLOYEES PROVIDENT FUND : TK. 208,367

This has been brought forward from previous account.

34.00 PROVISION FOR INCOME TAX: TK. 22,15,770

The break up of the amount is as under :

	<u>30 June 2014</u>	<u>30 June 2013</u>
2000-2001	85,502	85,502
2003-2004	127,002	127,002
2005-2006	84,427	84,427
2006-2007	204,346	204,346
2007-2008	86,585	86,585
2008-2009	95,358	95,358
2009-2010	66,202	66,202
2010-2011	84,735	84,735
2011-2012	116,449	116,449
2012-2013	192,109	192,109
2013-2014	519,602	519,602
2014-2015	553,453	-
	<u>2,215,770</u>	<u>1,662,317</u>

35.00 PROPOSED DIVIDEND : TK. 33,70,000

The Board of Directors recommended @ 10% Dividend to all Shareholders for the financial year 2013-14.

36.00 AUTHORISED CAPITAL : TK. 100,000,000

The company has an Authorized Capital of Tk. 100,000,000 divided into 10,000,000 ordinary shares of Tk. 10 each.

37.00 Shareholders' Equity TK. 41,258,099

It represents the share capital, tax holiday reserve, general reserve, capital reserve and retains earnings.

Desh Garments Limited

38.00 ISSUED, SUBSCRIBED AND PAID-UP CAPITAL : TK. 33,700,000

a) It represents the paid up capital of the company consisting of 3,370,000 ordinary shares of Tk. 10 each issued for cash and fully paid up.

b) Composition of Shareholders

	Particulars	2014			2013		
		No. of Shares	Value of shares	%	No. of Shares	Value of shares	%
1.	Directors & Sponsors	1,956,400	19,564,000	58.05	1,956,400	19,564,000	58.05
2.	Other companies /institutions	254,100	2,541,000	7.54	228,600	2,286,000	6.79
3.	General shareholders	1,159,500	11,595,000	34.41	11,85,000	11,850,000	35.16
	Total	3,370,000	33,700,000	100.00	3,370,000	33,700,000	100.00

38.01 The percentage of shareholding by different categories of shareholders are as follows:

NO. OF HOLDERS	HOLDINGS	TOTAL HOLDING %
2,304	Less than 500 shares	9.81
361	501 - 5,000 "	15.60
19	5,001 - 10,000 "	3.83
15	10,001 - 20,000 "	6.36
3	20,001 - 30,000 "	2.49
1	30,001 - 40,000 "	0.96
-	40,001 - 50,000 "	-
1	50,001 - 1,00,000 "	2.97
3	Over 1,00,000 "	57.98
2,707		100.00

39.00 TAX HOLIDAY RESERVE : TK. 7,272,808

It represents accumulated Special Reserve U/S 45 of Income Tax Ordinance 1984 as follows:

	<u>30 June, 2014</u>	<u>30 June, 2013</u>
Unit No. 01	2,248,331	2,248,331
Unit No. 02	5,024,477	5,024,477
Tk.	<u><u>7,272,808</u></u>	<u><u>7,272,808</u></u>

Desh Garments Limited

40.00 GENERAL RESERVE : TK. 1,477,579

This is as per last account.

41.00 CAPITAL RESERVE : TK. 51,620,221

This is the carry forward balance emanating through revaluation of fixed assets taken into account in 1996-97.

42.00 TURNOVER/EXPORT PROCEEDS : TK. 261,137,471

Turnover comprises of export sales for the year ended 30 June 2014.

43.00 COST OF GOODS SOLD : TK. 240,293,626

The break up of the amount is as follows :

<u>Particulars</u>	<u>Note</u>	<u>30 June, 2014</u>	<u>30 June, 2013</u>
Materials consumed	44	161,748,420	163,039,776
Factory overheads	45	81,037,551	75,540,539
Depreciation		2,820,237	3,067,432
		<u>245,606,208</u>	<u>241,647,747</u>
Add : Opening Stock of Finished Goods		2,503,655	903,655
		<u>248,109,863</u>	<u>242,551,402</u>
Less : Closing Stock of Finished Goods		7,816,237	2,503,655
Total Tk.		<u>240,293,626</u>	<u>240,047,747</u>

44.00 RAW MATERIALS CONSUMED : TK. 161,748,420

The break up of the amount is as follows :

<u>Particulars</u>	<u>30 June, 2014</u>	<u>30 June, 2013</u>
Opening Stock	13,475,891	4,105,538
Add : Purchases	196,910,669	172,410,129
	<u>210,386,560</u>	<u>176,515,667</u>
Less: Closing Stock	48,638,140	13,475,891
Total Tk.	<u>161,748,420</u>	<u>163,039,776</u>

Desh Garments Limited

45.00 FACTORY OVERHEADS : TK. 81,037,551

The break-up of the amount is as follows:

SI No	Particulars	30 June 2014	30 June 2013
1	Salary & Allowances	9,857,600	8,191,776
2	Wages	57,705,453	53,882,066
3	Carriage Inward	63,850	28,730
4	Labor Charge	225,558	144,936
5	Conveyance	100,956	135,760
6	Entertainment	2,580	1,296
7	C & F Expenses	3,622,440	3,544,810
8	Repairs and Maintenance	1,379,810	1,279,050
9	Electricity, Gas & Generator Fuel	5,766,263	5,858,259
10	Photocopy, Printing & Stationery	330,416	448,292
11	Telephone Bill, Mobile & Internet	78,832	72,368
12	Miscellaneous Expenses	19,725	46,547
13	Postage, Stamp & Courier	155,970	171,868
14	Medical & Workers Welfare	1,343,490	1,446,113
15	WASA Bill	118,898	112,898
16	Newspapers & Journals	2,810	3,180
17	Rest House Expenses	99,692	81,315
18	Fees & Forms	113,902	48,275
19	New Year Expenses	49,306	43,000
	Total Tk.	<u>81,037,551</u>	<u>75,540,539</u>

Desh Garments Limited

46.00 ADMINISTRATIVE, SELLING AND FINANCIAL EXPENSES : TK. 18,031,286

The break-up of the amount is as follows:

SI No	Particulars	30 June 2014	30 June 2013
1	Salary of Management & Non-management	6,957,744	6,786,985
2	Electricity & WASA	395,395	315,402
3	Printing, Stationery & Photocopy	33,088	68,992
4	Maintenance and Fuel for Vehicles and Others	247,492	595,080
5	Postage, Stamps and Courier	98,495	96,527
6	Audit Fees	80,000	80,000
7	Travelling & Conveyance	268,705	265,250
8	Advertisement	2,500	8,783
9	AGM Expenses	540,635	581,636
10	Export Expenses	1,245,302	1,230,900
11	Bank Interest, Charges and Commission	4,793,222	3,207,991
12	Legal Consultancy & Professional Fee	5,000	5,000
13	Entertainment	4,465	1,809
14	Forwarding Expenses	597,996	555,458
15	Fees & Forms	105,035	93,835
16	Insurance Premium	520,507	469,856
17	Donation & Subscription	1,495	4,267
18	Miscellaneous Expenses	3,505	5,805
19	BGMEA Fee	12,000	12,000
20	Telephone, Telex, Fax, Mobile & Internet	152,302	132,992
21	Rest House Rent	212,198	196,000
22	Land Development Tax	390,329	200,000
23	Depreciation	1,256,201	1,363,508
24	Preliminary Expenses Written off	107,675	26,919
	Total Tk.	18,031,286	16,304,995

Desh Garments Limited

47.00 BASIC EARNINGS PER SHARE (EPS) :

The computation of EPS is given below :

	<u>30 June 2014</u>	<u>30 June 2013</u>
a) Earnings attributable to the Ordinary Shareholders	3,553,128	2,962,873
b) Weighted average of number of Ordinary Shares Outstanding during the year	<u>3,370,000</u>	<u>3,370,000</u>
EPS Basic	<u>1.05</u>	<u>0.88</u>

48.00 THERE WAS NO CONTINGENT LIABILITY AS ON 30-06-2014.

49.00 THERE WAS NO CLAIM AGAINST THE COMPANY WHICH IS TO BE ACKNOWLEDGED AS DEBT AS ON 30-06-2014.

Sd/-
Rokeya Quader
Chairman

Sd/-
Omar Quader Khan
Managing Director

Sd/-
K Moulic
Company Secretary

Dhaka-1000.
Dated : 28 October, 2014

Desh Garments Limited

Unit - 01

Annexure - "A-1"

Particulars	Cost				Depreciation			Written down value as on 30 June 2014	
	Balance as at 01 July 2013	Addition during the year	Total as on 30 June 2014	Value for Depreciation Charge	Rate	Balance as on 01 July 2013	Charged during the Year		Total as on 30 June 2014
Land and Land Development	30,484,000	-	30,484,000	-	-	-	-	-	30,484,000
Factory Building	40,226,400	-	40,226,400	16,389	20%	568,028	3,278	568,306	39,658,094
Plant & Machinery	3,022,500	-	3,022,500	28,966	15%	2,992,738	4,345	2,997,083	25,417
Electrical Installation	2,997,436	-	2,997,436	30,797	15%	383,168	4,620	387,787	2,609,649
Office Equipment	1,077,499	-	1,077,499	16,551	15%	1,060,510	2,483	1,062,992	14,507
Furniture & Fixture	1,001,858	-	1,001,858	45,083	10%	956,274	4,508	960,783	41,075
Motor vehicle	622,176	-	622,176	2,350	20%	619,708	470	620,178	1,998
Road, Bridge and Fencing	1,273,700	-	1,273,700	18,322	20%	631,668	3,664	635,333	638,367
Electrical Appliances	125,487	-	125,487	1,410	15%	124,040	212	124,251	1,236
Crockeries and Cutlries	14,946	-	14,946	173	20%	14,765	35	14,800	146
Total Taka	80,846,002	-	80,846,002	160,041		7,347,899	23,614	7,371,512	73,474,490

Depreciation has been charged to :

Taka

Production

16,530

Administration

7,084

TK.

23,614

Sd/-

(SHAFIQ BASAK & CO.)

Chartered Accountants

Desh Garments Limited

Schedule of Fixed Assets as on 30 June 2014.

Unit - 02

Annexure - "A-2"

Particulars	Cost			Depreciation			Written down value as on 30 June 2014
	Balance as on 01 July 2013	Addition during the year	Total as on 30 June 2014	Rate	Balance as on 01 July 2013	Charged During the Year	Total as on 30 June 2014
Factory Building	987,127	-	987,127	20%	967,457	3,934	971,391
Plant & Machinery	48,948,138	1,884,000	50,832,138	15%	31,633,268	2,738,530	34,371,799
Electrical Installation	694,316	-	694,316	15%	609,463	12,728	622,191
Office Equipment	669,660	91,795	761,455	15%	514,990	36,970	551,960
Furniture & Fixture	2,137,991	46,406	2,184,397	10%	939,023	122,217	1,061,240
Motor Vehicle	2,590,000	-	2,590,000	20%	1,950,022	127,996	2,078,018
Crockeries and Cutleries	1,666	-	1,666	20%	1,632	7	1,639
Boiler and Water Softener	443,297	-	443,297	15%	416,264	4,055	420,319
Generator	7,412,522	46,406	7,458,928	15%	2,145,284	797,047	2,942,331
Tools and Equipment	34,561	-	34,561	10%	26,837	772	27,609
Fire Extinguisher	249,483	187,640	437,123	15%	106,564	35,511	142,075
Computer & Computer Software	1,779,430	294,500	2,073,930	20%	1,430,944	128,597	1,559,541
Power Substation	1,060,000	-	1,060,000	20%	837,702	44,460	882,162
Total Taka :	67,008,191	2,550,747	69,558,938		41,579,451	4,052,824	45,632,275
							23,926,663

Depreciation has been charged to :
 Production 2,803,707
 Administration 1,249,117

Taka
 4,052,824

Sd/-
 (SHAFIQ BASAK & CO.)
 Chartered Accountants

Desh Garments Limited

The Directors
Desh Garments Limited

PROXY FORM

I/We,
of
being a member of Desh Garments Limited hereby appoint
Mr./Mrs.
of
as my/our proxy to attend and vote for me/us on my/our behalf at the 37th Annual General Meeting of the
Company to be held on the 28th December, 2014 at 12.15 p.m. or at any adjournment thereof. As witness
my/our hand this day of December, 2014 signed by the said in presence of Mr./Mrs.
.....
of

(Signature of the Proxy)
Dated

(Signature of the Shareholder)
Folio/B.O. No.
Dated

Revenue Stamp of Tk. 20.00

(Signature of witness & date)

- Note :
1. A member entitled to attend and vote at the 37th Annual General Meeting may appoint a proxy to attend and vote in his/her stead.
 2. The proxy form, duly stamped, must be deposited at the Registered Office of the Company not later than 48 hours before the time appointed for the meeting.

Signature verified

Desh Garments Limited ATTENDANCE SLIP

(Please complete this slip and hand over at the entrance of the Hall)

I hereby record my attendance at the 37th Annual General Meeting held on the 28th December, 2014 at 12.15 p.m. in Dhaka.

Name of the Member/Proxy

Folio/B.O. No.

Signature
(Shareholder/Proxy)

Desh Garments Limited

পরিচালকবৃন্দ
দেশ গার্মেন্টস লিমিটেড

প্রক্সি ফর্ম

আমি/আমরা, ঠিকানা
..... দেশ গার্মেন্টস লিমিটেড-এর শেয়ারহোল্ডার হিসাবে এতদ্বারা
জনাব/জনাবা ঠিকানা
.....কে
আগামী ২৮ই ডিসেম্বর, ২০১৪ইং তারিখে দুপুর ১২.১৫ মিনিটে অনুষ্ঠিতব্য কোম্পানীর ৩৭তম বার্ষিক সাধারণ সভায় এবং পরবর্তী মূলতবী
সভায় আমার/আমাদের পক্ষে ভোট প্রদানের জন্য নিযুক্ত করিলাম। ২০১৪ইং সনেরডিসেম্বর তারিখে আমার/আমাদের সম্মুখে
স্বাক্ষরী হিসেবে জনাব/জনাবা ঠিকানা
.....এর উপস্থিতিতে স্বাক্ষর করিলেন।

প্রতিনিধির স্বাক্ষর
তাং

শেয়ারহোল্ডার স্বাক্ষর
ফলিও/বিও নং--
তাং

২০.০০ টাকার
রেভিনিউ স্ট্যাম্প

(স্বাক্ষরী স্বাক্ষর ও তারিখ)

- বিঃ দ্রঃ ১। একজন সদস্য যিনি ৩৭তম বার্ষিক সাধারণ সভায় উপস্থিত হইবার এবং ভোট দিবার যোগ্য, তিনি তাঁহার পক্ষে উপস্থিত
থাকিবার জন্য এবং ভোট দেওয়ার জন্য একজন প্রক্সি নিযুক্ত করিতে পারিবেন।
২। প্রক্সি ফর্ম যথাযথ রেভিনিউ স্ট্যাম্পসহ কোম্পানীর রেজিষ্টার্ড অফিসে সাধারণ সভার নির্ধারিত সময়ের অন্তত পক্ষে ৪৮ ঘন্টা
পূর্বে জমা দিতে হইবে।

স্বাক্ষর পরীক্ষিত

দেশ গার্মেন্টস লিমিটেড উপস্থিতির রশিদ

(এ রশিদটি পূরণ করে সভা কক্ষে জমা দিতে হইবে)

২৮ই ডিসেম্বর, ২০১৪ তারিখে দুপুর ১২.১৫ মিনিটে ঢাকায় অনুষ্ঠিত কোম্পানীর ৩৭তম বার্ষিক সাধারণ সভায় আমার উপস্থিতি এতদ্বারা
তালিকাভুক্ত করা হইল।

সদস্যের নাম/প্রতিনিধির নাম.....

ফলিও/বিও নং.....

স্বাক্ষর
(শেয়ার হোল্ডার/প্রতিনিধি)



Desh Garments Limited

REGISTERED OFFICE:

AWAL CENTRE (7TH FLOOR), PLOT # 34, KEMAL ATATURK AVENUE, ROAD # 17
BANANI C/A, DHAKA-1213, BANGLADESH. PHONE: 9822019, 9822314

w w w . d e s h g r o u p . c o m