

**Saiham Cotton Mills Ltd.**

**The Key Operating and Financial Data :  
Financial Highlights**

Annexure : I  
(Taka in Million)

Particulars	2017	2016 (2M.)	2016 (12M.)	2015	2014	2013
Turnover	2,989	317	2,486	2,726	1,880	1,982
Gross profit	284	49	225	288	294	377
Net profit after tax	158	25	139	189	200	259
Net cash operating activities	(100)	(34)	326	398	1,208.29	5.85

**Table: Summary of Balance Sheet**

Particulars	2017	2016 (2M.)	2016 (12M.)	2015	2014	2013
Authorized capital	2,000	2,000	2,000	2,000	2,000	2,000
Paid-up capital	1,488	1,488	1,488	1,352	1,352	1,352
Reserve and surplus	1,155	1,133	1,102	1,265	1,165	1,090
Shareholders' equity	3,395	3,373	3,346	3,369	3,268	3,194
Deferred tax liabilities	177	161	158	157	137	139
Non-current liabilities	557	589	607	663	137	139
Current liabilities	1,830	1,555	1,449	1,187	1,643	1,067
Fixed Assets	2,605	2,472	2,476	2,324	2,268	1,192
Other non-current assets	809	948	997	1,073	1,058	1,173
Total non-current assets	3,414	3,420	3,472	3,397	3,326	2,365
Current assets	2,368	2,097	1,929	1,822	1,724	2,036
Book value per share	10	10	10	10	10	10
Earning per share	1.06	0.17	0.93	1.4	1.48	1.92
Dividend per share :						
Cash	12%	10%	-	5%	10%	10%
Stock	-	-	-	10%	-	-
Number of shareholders	13,826	15,931	16,405	18,302	24,446	31,052

**Table : Ratios**

Particulars	2017	2016 (2M.)	2016 (12M.)	2015	2014	2013
Debt to Equity Ratio	0.63	0.64	0.61	0.55	0.54	0.38
Current Ratio	1.29	1.35	1.33	1.54	1.05	1.91
Gross profit/Sales (%)	9.51%	15.37%	9.04%	10.59%	15.64%	19.01%
Operating profit/Sales (%)	3.87%	4.49%	2.68%	5.19%	8.20%	12.03%
Profit after tax/Sales (%)	5.29%	7.80%	5.58%	6.96%	10.65%	13.07%
Return on Asset (%)	0.7%	0.61%	3.20%	4.70%	4.96%	5.99%
Return on Equity (%)	1.17%	0.84%	4.70%	6.61%	7.19%	8.26%

## JAIHAM COTTON MILLS LTD.

### Annexure : II

Status of compliance with the conditions imposed by the Bangladesh Securities and Exchange Commission's notification No. SEC/CMRRCD/2006-158/229/ Admin/44 : dated August 07, 2012

Condition No.	Title	Compliance Status		Remarks (if any)
		Complied	Not Complied	
1.1	Board Size: The number of the board members shall not be less than 5 (five) and more than 20 (twenty)	✓		
<b>1.2</b>	<b>Independent Directors:</b>			
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 relationship, whether pecuniary or otherwise, with the company or its subsidiary /associated companies	✓		
1.2 (ii) d)	Not a member, director, officer of any stock exchange	✓		
1.2 (ii) e)	Not a member, director, officer of any 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 NBFIs	✓		
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	✓		
<b>1.3</b>	<b>Qualification of independent Director (ID)</b>			
1.3 (i)	Knowledge of independent Directors	✓		
1.3 (ii)	Background of Independent Directors	✓		
1.3 (iii)	Special cases for qualifications	✓		
<b>1.4</b>	<b>Individual Chairman of the Board and CEO</b>			
<b>1.5</b>	<b>The Directors Report to Shareholders:</b>			
1.5 (i)	Industry outlook and possible future developments in the industry	✓		

Condition No.	Title	Compliance Status		Remarks (if any)
		Complied	Not Complied	
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, Direct Listing			No such deteriorate
1.5 (ix)	Explanation about significant variance occurs between Quarterly Financial performance annual Financial Statements			No such Variance occurs
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			N/A
1.5 (xx)	Number of board meetings hold during the year and attendance	✓		
<b>1.5 (xxi)</b>	<b>Pattern of shareholding:</b>			
1.5 (xxi) a)	Parent/Subsidiary/Associated Companies and other related parties	✓		
1.5 (xxi) b)	Directors, CEO, CS, CFO, HIA and their spouses and minor children	✓		
1.5 (xxi) c)	Executive	✓		
1.5 (xxi) d)	10% or more voting interest	✓		
<b>1.5 (xxii)</b>	<b>Appointment /re-appointment of director:</b>			
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	✓		
<b>2.1</b>	<b>Appointment of CFO,HIA and CS:</b>			

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Condition No.	Title	Compliance Status		Remarks (if any)
		Complied	Not Complied	
2.2	Appointment of CFO and CS at the meeting of the Board of Directors	✓		
<b>3</b>	<b>Audit Committee:</b>			
3 (i)	Constitution of Audit Committee	✓		
3 (ii)	Assistance of the Audit Committee to Board of Directors	✓		
3 (iii)	Responsibility of the Audit Committee	✓		
3.1	<b>Constitution of the Audit Committee:</b>			
3.1 (i)	At 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	✓		
3.1 (vi)	Quorum of the Audit Committee	✓		
<b>3.2</b>	<b>Chairman of the Audit Committee</b>			
3.2 (i)	Board of Directors shall select the Chairman	✓		
3.2 (ii)	Chairman of the audit committee shall remain present in the AGM	✓		
<b>3.3</b>	<b>Role of the Audit Committee</b>			
3.3 (i)	Oversee the financial reporting process	✓		
3.3 (ii)	Monitor choice of accounting policies and principals	✓		
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	✓		
<b>3.4</b>	<b>Reporting of the Audit Committee:</b>			
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	✓		
3.4.1 (ii) b)	Material defect in the internal control system	✓		
3.4.1 (ii) c)	Infringement of laws, rules and regulations	✓		

Condition No.	Title	Compliance Status		Remarks (if any)
		Complied	Not Complied	
3.4.1	(ii) d) Any other matter	✓		
<b>3.4.2</b>	<b>Reporting to the Authorities</b>	✓		
<b>3.5</b>	<b>Reporting to the Shareholders and General Investors</b>	✓		
<b>4</b>	<b>Engagement of External/Statutory Auditors:</b>	✓		
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 firm shall not hold any share of the company they audit	✓		
<b>5</b>	<b>Subsidiary Company:</b>			
5 (i)	Compositions of the Board of Directors			N/A
5 (ii)	At least 1 (one) independent director to the subsidiary company			N/A
5 (iii)	Submission of Minutes to the holding company			N/A
5 (iv)	Review of Minutes by the holding company			N/A
5 (v)	Review of Financial Statement by the holding company			N/A
<b>6</b>	<b>Duties of Chief Executive Officer and Chief Financial Officer:</b>			
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	✓		
<b>7</b>	<b>Reporting and Compliance of Corporate Governance:</b>			
7 (i)	Obtain certificate about compliance of conditions of corporate Governance Guidelines	✓		
7 (ii)	annexure attached in the director's report	✓		



**KAZI ZAHIR KHAN & CO.**

CHARTERED ACCOUNTANTS

কাজী জহির খান এন্ড কোং

চার্টার্ড একাউন্ট্যান্টস

**CERTIFICATE OF COMPLIANCE TO THE SHAREHOLDER OF  
Saiham Cotton Mills Ltd.  
(AS REQUIRED UNDER THE BSEC GUIDELINES)**

We have examined compliance to the Bangladesh Securities and Exchange Commission (BSEC) guideline on Corporate Governance by **Saiham Cotton Mills Limited** for the year ended 30<sup>th</sup> June, 2017. These guidelines relate to the Notification no. SEC/CMRRCD/2006-158/Admin/44 dated 7<sup>th</sup> August 2012 of Bangladesh Securities and Exchange Commission (BSEC) on Corporate Governance.

Such compliance to the codes of Corporate Governance is the responsibility of the Company. Our assessment was limited to the procedures and implementation thereof as adopted by the management in ensuring compliance to the conditions of Corporate Governance. This is scrutiny and verification only and not expression of opinion or audit on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations provided to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above mentioned guidelines issued by Bangladesh Securities and Exchange Commission (BSEC).

We also state that such compliance is neither an assurance as to the future viability of the Company nor a certificate on the efficiency or effectiveness with which the Management has conducted the affairs of the Company.

Dated : Dhaka  
October 18, 2017

  
**KAZI ZAHIR KHAN & CO.**  
CHARTERED ACCOUNTANTS

