Apex

APEX FOOTWEAR LTD.
INTEGRATED ANNUAL REPORT 2024-2025





REMEMBERING

MR. SYED MANZUR ELAHI

FOUNDING CHAIRMAN, APEX GROUP

The Board of Directors, Management Committee and all employees of the Company expresses its profound grief and heartfelt sorrow at the passing of Founding Chairman,
Mr. Syed Manzur Elahi, on March 12, 2025.

Mr. Syed Manzur Elahi was not only a pioneering entrepreneur but also a visionary leader whose values of integrity, respect, and humanity profoundly shaped the culture and ethos of our organization. His contributions extended far beyond the Company—he was a national icon, a mentor to many, and a tireless advocate for ethical leadership and sustainable development in Bangladesh. The void left by his absence is immeasurable, both professionally and personally.



LETTER OF **RECOGNITION**

"Congratulations to the APEX Team on this updated 2025 Sustainability Report which highlights the commitment to build a factual, data driven Sustainable long-term project. We look forward to continue building a collaboration aiming to measure our shared impacts in order to minimize & mitigate them to continuously improve the sustainability value of our products"

DECATHLON

Francis LE PECHOUX

Francis LE PECHOUX
Operational Process Manager
- Purchase, FIC BGD



TABLE OF CONTENTS

4 Sustainability Reporting Mandate
5 Executive Summary
6 Global & Local Recognition
8 **APEX BUSINESS APPROACH** Product and supply Chain, Environment , People and community
9 Materiality Test
10 Material mapping
11 **APEX MATERIAL & SDGS** Apex SDGs Target Status
15 Corporate Directory
17 **APEX FOOTWEAR LTD. A SYED MANZUR ELAHI ENTERPRISE** Purpose & Mission
18 Values
19 Apex Product
20 Our Sustainability Journey
22 Stakeholders & Apex
24 **MARKET PRESENCE: DOMESTIC** Brands From The House of Apex
26 International Brands
28 International Market Presence
30 **APEX SUSTAINABILITY HIGHLIGHTS**
34 Apex Value Chain
36 Design For Circularity
37 **GOVERNANCE & REPORTS** Profile of the Directors
41 Report of the Directors
54 Management Discussion & Analysis
57 Report of Audit Committee
61 Report of Nomination & Remuneration Committee
63 Report on Risk Management
65 Report on Corporate Governance
70 Dividend Distribution Policy
72 Status of Compliance with the Corporate Governance Code
84 Corporate Governance Code Certificate
85 Value Added Statement
86 Key Financial Highlights
87 MD & CFO Certification on Financial Statements
88 Independent Auditor's Report
91 Financial Statements
118 Information for Shareholders
120 Redressal of Shareholders Complaint
OUR IMPACT AREAS: STRATEGIES & INITIATIVES
123 **PRODUCT & SUPPLY CHAIN** Design Responsibly
124 Design Responsibly -CEB
125 Produce Responsibily
Traceability
126 Sell Responsibly
127 Material Management-IQC Process-CCR
128 Localization
129 Ensure 100% FSC Packing solution
130 **ENVIRONMENTAL SUSTAINABILITY** Reduce Energy Consumption
132 Carbon footprint: -65% CO2e Reduction Plan
134 Solar & Green Power Purchase
135 Minimum waste-Circular Economy
136 Impactful Waste recycling
137 Waste Management
138 RSL & Chemical Management
139 Water Management
140 Treatment & Recycle
141 Biodiversity
142 **PEOPLE & COMMUNITY ENGAGEMENT** Medical Center
Childcare Center
144 Freedom of Association
146 L&D
147 Diversity & Inclusion
148 Employee engagement
149 Preventing Discrimination
Do More for Community
150 Fight Communicable Diseases
Forced Labor
Group Insurance
151 Grievance procedure
Confidential information
Intellectual property
152 **GOOD GOVERNANCE** Company Organogram-Board of Directors
153 Board Sub-Committee-Audit Committee, NRC
Membership
154 Financial Overview-Export & Domestic Business
156 Contribution to National Exchequer, Conflict of Interest
157 GRI Disclosures
162 SASB Disclosures
163 Notice of AGM
164 Proxy Form

SUSTAINABILITY REPORTING MANDATE

Period and Reporting methods:
Period: 1st July-2024 to 30th June-2025
Reporting cycle: Annual
Most recently Published report: Apex Sustainability report-2022
Reporting Guidelines followed: GRI Standard
Communication channels:
Mohammad Rafiqul Islam
ESG Projects Lead
+880 1713363059
rafiq@apexfootwearltd.com

Reporting content and Boundaries-Commitment on ESG and transparency:

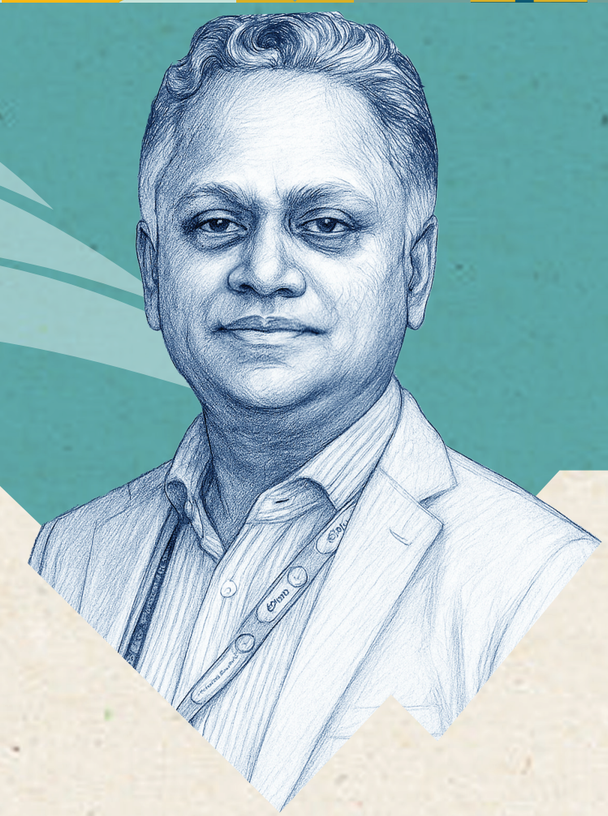
The content of the report is based on the People and community, environment, governance and product & Supply Chain sustainability practices at Apex Footwear Limited. Classifying of the Aspects has been as per the guidelines of Global Reporting Initiative (GRI) and indicators have been selected based on the availability of information on those practices. Some of the sustainability projects of Apex are beneficial to the organization itself and some others are benefiting the community as well. We have tried to create meaningful connection between the sustainability practices of Apex with the reporting guidelines of GRI.

This is our 3rd report on Sustainability, adhering to the GRI Standards, our previous ones also followed the GRI's Universal Sustainability Reporting Guidelines. Through this report we have focused our insights on setting goals, measuring performance and managing change in order to implement better performances. We would like to take our sustainability reporting practice to the next level by continuous improvement in our future endeavors in reporting.

Through this report, Apex continues its journey in Sustainability reporting on the People and community, environment, governance and product & Supply Chain sustainability dimensions of its business activities. Apex is committed to report transparently on how it manages its performance on considered areas.

Global Reporting Initiative

EXECUTIVE SUMMARY



The year 2025 marks another defining chapter for Bangladesh — a nation that continues to navigate complex global & domestic currents with remarkable resilience. From volatile energy prices to inflationary pressures and geopolitical tension, Bangladesh has maintained steady progress, driving growth and sustainability. Our story as a country remains one of determination and adaptability.

Despite global and local disruptions, Bangladesh's GDP is projected to grow by nearly 5%, supported by its emerging manufacturing base and expanding export industries. Export diversification in and beyond textiles, leather goods, and footwear continues, with manufacturing shifting from purely price seeking towards value creation. Our nation is investing steadily in renewable energy, climate resilience, and next-generation infrastructure. As a result, Bangladesh is regarded as one of the most climate-adapted countries globally—proof that ambition backed by collective effort yields impact.

Apex Footwear Limited (Apex), since 1990, has been synonymous with pioneering change. Apex was a forerunner to help transform Bangladesh's global identity from being a source of leather (raw material/ intermediate product) to a manufacturing destination for finished product i.e., footwear—competing on value, quality, design, and sustainable manufacturing. What began by leveraging our labour cost advantage evolved into long-term competitiveness driven by innovation, capability building, scale and sustainability. Bangladesh has landed on the global sourcing map for footwear and leather goods—and Apex has played its role in that.

In the last three decades, our purpose has remained constant: **honest growth**. We have invested consistently to meet and exceed global environmental and social compliance standards. The journey that began with the first private Effluent Treatment Plant in the footwear industry in 1996 achieved new milestones including the first **WRAP Gold certified footwear factory**, first **LWG Gold rated tannery**, and adoption of GRI-aligned sustainability reporting. FY 2024–25 marked further progress: expanding 100% traceability of key raw materials, increasing recycled and bio-based component use, FSC-certified packaging, closed-loop waste reduction, rainwater harvesting, transformation into renewable energy and robust governance initiatives - placing Apex on track on its emission reduction roadmap.

Despite macro and micro economic headwinds, Apex has maintained financial resilience. Export growth is encouraging, supported by new customers and new markets as well as enhanced product development capabilities. Operational efficiency initiatives improved productivity, while prudent financial discipline safeguarded profitability. We continue to invest in our people— expanding skill development, advancing gender inclusion, improving workplace safety, and strengthening community engagement.

Looking ahead, the macroeconomic climate will remain volatile. Bangladesh continues to navigate tight foreign currency reserves, elevated import costs, and high inflation. At the same time, global sourcing strategies are shifting as international brands diversify supply chains beyond traditional hubs. This creates opportunity for Bangladesh—and for Apex. Our vertically integrated structure, sustainability focus, traceability, and skilled workforce position us to be a preferred partner for companies seeking responsible, cost-efficient, and ESG-compliant production.

With a focus on product led marketing, design-led innovation, and operational efficiency, Apex remains committed to building a business that is **financially viable, environmentally sustainable, socially responsible, and inclusive.**

Apex continues to grow—but not at the expense of people or the planet. We believe growth must be honest, and sustainability is part of the Apex way.

"Our biggest challenge in this new century is to take an idea that seems abstract – sustainable development – and turn it into a reality for the world's people"
-Kofi Annan,

SYED NASIM MANZUR
Managing Director,
Apex Footwear Ltd

GLOBAL & LOCAL RECOGNITION

ENVIRONMENTAL RECOGNITION

LEED GOLD
The most widely used green building rating system in the world

LWG GOLD
The Leather Working Group (LWG) is the global body for compliance and environmental certification in the leather and leather goods sector

Higg Index
Ensure the standards for assessing environmental (FEM) & social (FSLM) sustainability in the supply chain

Amfori BEPI
Improving environmental performance in global supply chain

Environmental Management System
ISO 14001:2015

ZDHC
Zero Discharge of Hazardous Chemicals

Green Factory Award
FY/ 2020 & FY/2023

EAC(Energy Attribute Certificate -5000 MWh/Y-2025

GRS & RCS Certification

SOCIAL RECOGNITION

ALLIANCE
Ensuring Building Safety

Amfori BSCI
Trade with Purpose by Improving social performance

ISO 45001:2018
Occupational Health & Safety Management System

SEDEX
Improved working conditions in global supply chain

WRAP GOLD
Promoting safe, lawful, humane, and ethical manufacturing around the world

SOCIAL & LABOR CONVERGENCE
Social & Labor Convergence Program

GOVERNANCE RECOGNITION

Best Brand Award
Consecutive 04 years

MCCI AWARD
Metropolitan Chamber of Commerce and industry Dhaka (MCCI). Its primary responsibility is to promote trade, commerce and industry in the country

GSV (Global Security Verification) **CERTIFICATE**

National AWARD
2nd HIGHEST TAX PAYER
FY/2017-18 to FY/2022-23

National AWARD
HIGHEST VAT PAYER
FY/2013-14
FY/2014-15

Occupational Health & Safety Award Y/2018

BSEC's Corporate Governance Code Compliance Certificate

Footwear Retailer of the Year FY/2024 & 2025

Sustainability Initiative of the Year
– FY/2024 & 2025
Bangladesh (Retail Asia Awards)

Fashion Design Council Participation
– Bangladesh Fashion Week

SATRA Certified Lab and Leather Grading Certification

BIS Certification
IS-15844 Part-1 &2
IS-6721
IS-17043 Part-2



APEX BUSINESS APPROACH

PRODUCT & SUPPLY CHAIN, ENVIRONMENT, PEOPLE & COMMUNITY

In the late 1990s, two decades after the birth of Bangladesh, Apex Footwear began to redefine its mission. While committed to delivering stylish and quality footwear, the company also recognized the need to innovate and think differently. At a time when global conversations were shifting toward conserving resources and protecting the planet, Apex placed sustainability at the core of its journey.

From the beginning, Apex focused on reducing environmental impact across operations. Materials were sourced responsibly, and durability became central to product design. Partnerships were built with suppliers who shared the same passion for sustainable practices. Recognizing the urgency of waste reduction, sustainable packaging, emission control, and transparent supply chains, Apex embraced the idea of a circular economy. By applying innovative methods, discarded fragments were reused in production, lowering carbon emissions that typically burden the industry.

Design also played a crucial role. With nearly 1,000 SKUs produced each season, Apex explored ways to reuse production waste in new designs. A landmark step came with the establishment of Bangladesh's first full-phase, LWG Gold Rated Effluent Treatment Plant in Shafipur, ensuring responsible leather production. Shoes were crafted not only to be fashionable but also durable, allowing customers to enjoy products that could truly stand the test of time.

Beyond manufacturing, Apex invested in energy efficiency. Factory operations were optimized with technology to cut energy consumption and reduce emissions. Each measure taken aligned with the vision of a greener and more responsible future.

Transparency and collaboration became equally important. Apex introduced strict inspection processes and standards to make sure every partner in the supply chain understood and applied sustainable practices.

Through these efforts, Apex Footwear earned trust and recognition both locally and internationally. Customers embraced the brand not just for design and comfort but also because each purchase symbolized a step toward sustainability. In staying true to this path, Apex has proven that profitability and responsibility can coexist, inspiring others in the industry to follow suit.



SUSTAINABLE DEVELOPMENT GOALS

Adopted by the United Nations in 2015, the Sustainable Development Goals (SDGs) outline 17 global priorities to tackle today's most urgent social, economic, and environmental challenges. They aim to end poverty and hunger, improve health and education, advance gender equality, and reduce inequalities across societies. The SDGs also call for sustainable economic growth, climate action, and the protection of ecosystems.

Central to this agenda is the recognition that progress requires collective effort. Governments, businesses, and communities must work together, as no single actor can solve these challenges alone. By aligning policies and practices with the SDGs, countries and stakeholders worldwide are striving to build a more inclusive, equitable, and sustainable future for all.

See more detail in subject page # 13, 14

MATERIALITY TEST

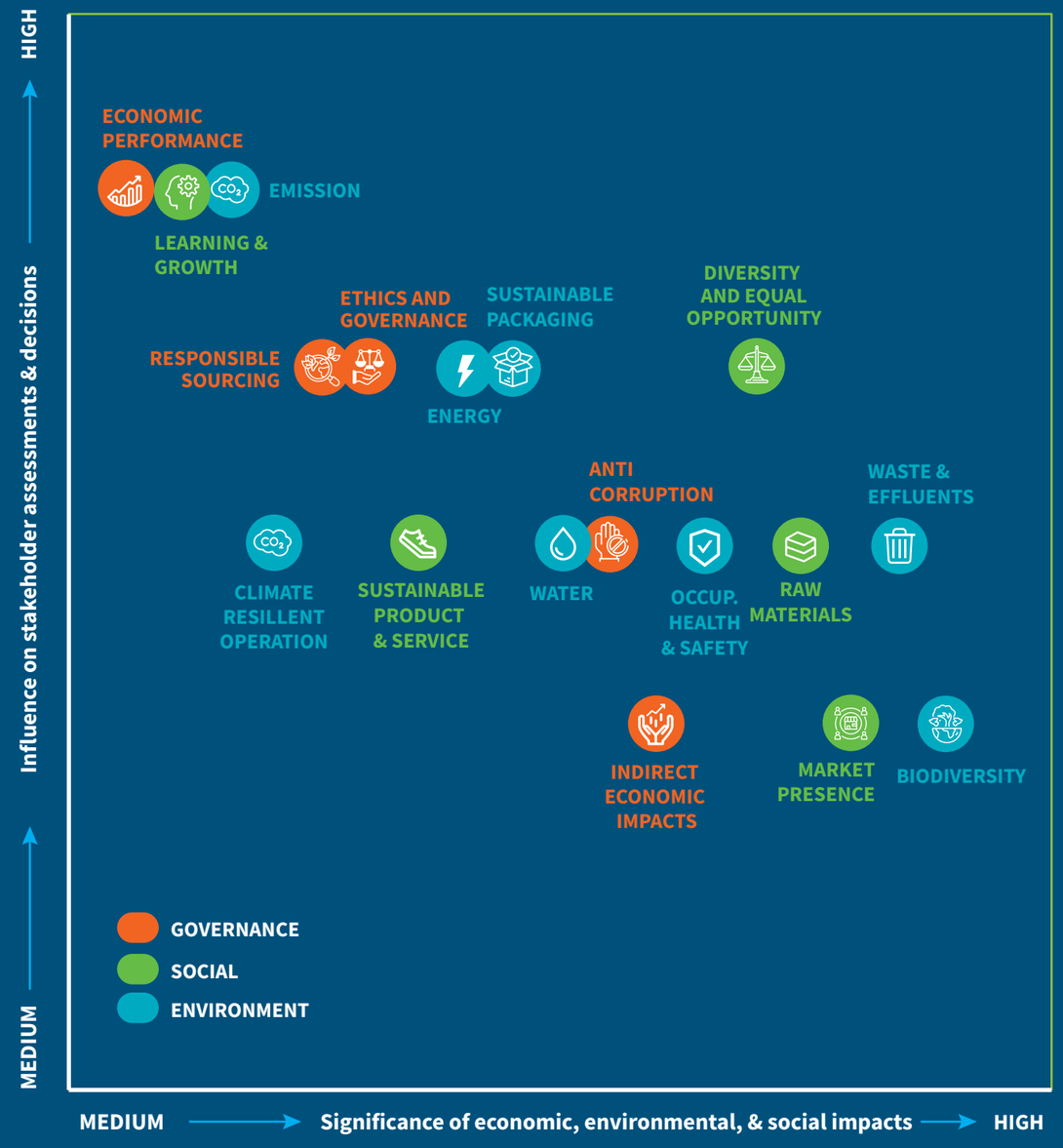
Category	Aspects	Sustainability impacts, risks, or opportunities	Sustainability interests, topics, & indicators raised by stakeholders	Future challenges for the sector, reported by peers & competitors	Legal compliance	Organizational values, policies & strategies	Total	priority SDGs	Additional Material SDGs
GOVERNANCE	Economic performance	•	•	•	•	•	•••••	8	12, 9
	Anti corruption	•	•	•	•	•	•••••	16	8, 10
	Indirect Economic Impacts	•	•	•	•	•	•••••	8	1, 9, 10, 12, 17
	Responsible Sourcing	•	•	•	•	•	•••••	12	15, 17, 8
	Ethics and Governance	•	•	•	•	•	•••••	16	10
ENVIRONMENTAL	Energy	•	•	•	•	•	•••••	7, 13	3, 9, 12
	Waste & Effluents	•	•	•	•	•	•••••	12, 6	3, 13, 14, 15
	Climate Resillent Operation	•	•	•	•	•	•••••	13, 9	7, 12, 8, 15
	Water	•	•	•	•	•	•••••	6	3, 12, 13, 14, 15
	Sustainable Packaging	•	•	•	•	•	•••••	12, 13	8, 9
	Biodiversity	•	•	•	•	•	•••••	14, 15	6, 12, 13
	Emission	•	•	•	•	•	•••••	7, 13	
SOCIAL	Occupational Health & Safety	•	•	•	•	•	•••••	3	5, 10, 12
	Raw Materials	•	•	•	•	•	•••••	12, 9	13, 14, 15, 8
	Learning and Growth	•	•	•	•	•	•••••	4, 5	10, 9, 17
	Sustainable Product & Service	•	•	•	•	•	•••••	12, 9	7, 8, 13, 14, 15
	Market presence	•	•	•	•	•	•••••	8	10, 12, 17
	Diversity & Equal opportunity	•	•	•	•	•	•••••	5, 10	4, 16, 17

MATERIALITY MAPPING

Materiality serves as a lens through which we identify the issues that matter most for effective and responsible management. It is a dynamic process that helps us evaluate and prioritize non-financial factors—particularly those related to environmental and social impact—within the context of our business objectives, leadership vision, and overall performance.

At Apex, materiality assessment lies at the core of our sustainability framework, along with target setting, performance management, and transparent disclosure. Together, these pillars shape our sustainability strategy and reporting practices. Through materiality assessments, we systematically analyze and rank key issues based on their relevance to both our stakeholders and our business operations.

This approach enables us to align sustainability priorities with our long-term goals, ensuring that every action contributes meaningfully to value creation and positive impact. The following matrix presents Apex's current materiality mapping, highlighting the focus areas that will guide our sustainability initiatives in the years ahead.





APEX MATERIAL AND SDGS

As the world advances on its journey toward achieving the Sustainable Development Goals (SDGs), Apex Footwear has embarked on its own parallel path. Our commitment to the SDGs is reflected across our entire value chain—from responsibly sourcing raw materials to delivering the final product to our customers. At every stage, we design our processes and workflows with sustainability in mind, ensuring that environmental and social responsibility remain deeply embedded in our operations.

From the 17 SDGs, Apex has identified and prioritized those most relevant to our industry and business model. This focused approach allows us to make tangible progress where we can create the greatest impact while contributing to the broader global sustainability agenda.

While Apex continues to deliver value to shareholders and stakeholders, our purpose—"Honest Growth"—remains at the heart of what we do. This philosophy emphasizes transparency, integrity, and accountability, shaping long-term relationships built on trust. We believe that true business success lies in balancing profitability with purpose and progress.

Apex is also embracing the vision of Sustainable Industry 4.0, emphasizing innovation, technology, and research to transform manufacturing processes. By adopting smart and efficient production systems, we aim to make our operations more flexible, resilient, and environmentally responsible. These advancements not only enhance productivity but also reduce waste, emissions, and overall environmental impact.

Through these ongoing efforts, Apex contributes to the global transition toward a low-carbon, climate-resilient economy. Each pair of shoes we produce represents more than just craftsmanship—it embodies our commitment to sustainable development and responsible business.

This report outlines Apex's alignment with the SDGs, our strategies for integrating them into daily operations, and the measurable impacts of our sustainability journey. By aligning our goals with global priorities, Apex continues to walk confidently toward a future that values people, the planet, and shared prosperity.



APEX'S SDGs' TARGET STATUS

GREEN: Indicates that the goal has been Satisfactory

BLUE : Current Targets

YELLOW: In progress

3.9# By 2030, substantially reduce the number of deaths and illnesses from hazardous chemicals and air, water and soil pollution and contamination

4.3# Ensure equal access for all women and men to affordable and quality technical, vocational and tertiary education, including university.

4.4# Substantially increase the number of youth and adults who have relevant skills, including technical and vocational skills, for employment, decent jobs and entrepreneurship.

5.5# Ensure women's full and effective participation and equal opportunities for leadership at all levels of decision-making in political, economic and public life.

6.3# By 2030, improve water quality by reducing pollution, eliminating dumping and minimizing release of hazardous chemicals and materials, halving the proportion of untreated wastewater and substantially increasing recycling and safe reuse globally

6.4# By 2030, substantially increase water-use efficiency across all sectors and ensure sustainable withdrawals and supply of freshwater to address water scarcity and substantially reduce the number of people suffering from water scarcity

7.2# By 2030, increase substantially the share of renewable energy in the global energy mix

7.3# Double the global rate of improvement in energy efficiency.

8.2# Achieve higher levels of economic productivity through diversification, technological upgrading and innovation, including through a focus on high-value added and labour intensive sectors

8.4# Improve progressively, through 2030, global resource efficiency in consumption and production and endeavour to decouple economic growth from environmental degradation, in accordance with the 10-Year Framework of Programmes on Sustainable Consumption and Production, with developed countries taking the lead

8.5# By 2030, achieve full and productive employment and decent work for all women and men, including for young people and persons with disabilities, and equal pay for work of equal value

9.2# Promote inclusive and sustainable industrialization and, by 2030, significantly raise industry's share of employment and gross domestic product, in line with national circumstances, and double its share in least developed countries

9.4# By 2030, upgrade infrastructure and retrofit industries to make them sustainable, with increased resource-use efficiency and greater adoption of clean and environmentally sound technologies and industrial processes, with all countries taking action in accordance with their respective capabilities

9.5# Enhance scientific research, upgrade the technological capabilities of industrial sectors in all countries, in particular developing countries, including, by 2030, encouraging innovation and substantially increasing the number of research and development workers per 1 million people and public and private research and development spending

10.2# By 2030, empower and promote the social, economic and political inclusion of all, irrespective of age, sex, disability, race, ethnicity, origin, religion or economic or other status

10.3# Ensure equal opportunity and reduce inequalities of outcome, including by eliminating discriminatory laws, policies and practices and promoting appropriate legislation, policies and action in this regard

10.4# Adopt policies, especially fiscal, wage and social protection policies, and progressively achieve greater equality

12.2# By 2030, achieve the sustainable management and efficient use of natural resources

12.4# By 2020, achieve the environmentally sound management of chemicals and all wastes throughout their life cycle, in accordance with agreed international frameworks, and significantly reduce their release to air, water and soil in order to minimize their adverse impacts on human health and the environment

12.5# By 2030, substantially reduce waste generation through prevention, reduction, recycling and reuse

12.6# Encourage companies, especially large and transnational companies, to adopt sustainable practices and to integrate sustainability information into their reporting cycle

13.2# Integrate climate change measures into national policies, strategies and planning

13.3# Improve education, awarenessraising and human and institutional capacity on climate change mitigation, adaptation, impact reduction and early warning

14.1# By 2025, prevent and significant reduce marine pollution of all kinds, in particular from land-based activities, including marine debris and nutrient pollution

15.1# By 2020, ensure the conservation, restoration and sustainable use of terrestrial and inland freshwater ecosystems and their services, in particular forests, wetlands, mountains and drylands, in line with obligations under international agreements

16.1# Significantly reduce all forms of violence and related death rates everywhere

16.3# Promote the rule of law at the national and international levels and ensure equal access to justice for all

16.5# Substantially reduce corruption and bribery in all their forms

17.6# Enhance North-South, South-South and triangular regional and international cooperation on and access to science, technology and innovation and enhance knowledge sharing.

17.7# Promote the development, transfer, dissemination and diffusion of environmentally sound technologies.

17.17# Encourage and promote effective public, public-private and civil society partnerships, building on the experience and resourcing strategies of partnerships

CORPORATE DIRECTORY

BOARD OF DIRECTORS

- **Golam Mainuddin** — Chairperson & Independent Director
- **Syed Nasim Manzur** — Managing Director
- **Niranjan Chandra Debnath** — Director
- **Munize Manzur** — Director
- **Sheela R Rahman** — Independent Director

AUDIT COMMITTEE

- Sheela R Rahman — Chairperson
- Niranjan Chandra Debnath — Member
- Munize Manzur — Member

NOMINATION & REMUNERATION COMMITTEE

- Sheela R Rahman — Chairperson
- Munize Manzur — Member
- Syed Nasim Manzur — Member

STATUTORY AUDITORS
M/s. M.J. Abedin & Co.
Chartered Accountants

CORPORATE GOVERNANCE COMPLIANCE AUDITORS
M/s. Haruner Rashid & Associates
Chartered Secretaries

CREDIT RATING COMPANY
Credit Rating Information and Services Ltd.

TAX ADVISOR
ATM Kamal Uddin
Partner, Section & Clause pc

LEGAL ADVISORS

- Barrister Syed Afzal Hasan Uddin — Advocate, Supreme Court of Bangladesh
- Muhammad Mohsen Rashid — Advocate, Supreme Court of Bangladesh

BANKERS

- Bank Asia
- City Bank
- Dhaka Bank PLC.
- Dutch-Bangla Bank PLC
- Bank Alfalah
- State Bank of India
- Mercantile Bank PLC
- Prime Bank PLC
- Premier Bank
- Jamuna Bank PLC
- Eastern Bank PLC.
- Midland Bank
- United Finance PLC
- Modhumoti Bank PLC
- Bengal Commercial Bank
- NRB Bank

REGISTERED OFFICE

House No. 06, Road No. 137, Block-SE(D),
Gulshan-1. Dhaka-1212, Bangladesh
Email: info@apexfootwearltd.com
Phone: +88 02 55044841 (Hunting)
Fax: +88 02 55044843
Web: www.apexfootwearltd.com

FACTORY

EXPORT UNIT

Ward No. 07, Holding No. G-66, Chandra
Kaliakoir Municipality, Kaliakoir, Gazipur.

DOMESTIC UNIT

Ward No. 08, Holding No. D-53/5, East Chandra
Kaliakoir Municipality, Kaliakoir, Gazipur.



APEX FOOTWEAR LTD.
A SYED MANZUR ELAHI ENTERPRISE

Established on January 4, 1990, Apex Footwear has been a trailblazer in Bangladesh's footwear industry for over three decades. As a publicly listed company on both the Dhaka and Chattogram Stock Exchanges, Apex stands among the leading shoemakers in South Asia, setting benchmarks for quality, innovation, and reliability.

With a robust presence in major international markets—including Europe, North America, and Japan—as well as a strong footprint in the domestic market, Apex has earned recognition as a trusted name in global footwear manufacturing.

Our unwavering commitment to quality and customer satisfaction defines the Apex brand. Every product reflects our dedication to craftsmanship, precision, and care. This focus has enabled Apex to secure approximately 7% of Bangladesh's annual leather footwear exports, underscoring our contribution to the country's growing presence in the global footwear trade.

Driven by a spirit of continuous improvement, Apex continues to innovate, ensuring that every step forward strengthens our reputation as a leader in sustainable and high-quality footwear production.

Sustainability has always been an integral part of Apex Footwear's identity. In recent years, we have strengthened this commitment by realigning our strategies with the United Nations Sustainable Development Goals (SDGs). Recognizing the vital role of sustainable development, Apex continues to embed responsible practices across every aspect of its operations—from sourcing and production to distribution and customer engagement.

At Apex, we believe that excellence and sustainability are inseparable. Guided by innovation, quality, and customer satisfaction, we are shaping a future where our products not only enhance lives but also contribute meaningfully to a more resilient and sustainable world.

PURPOSE

HONEST GROWTH

Apex has been built on the foundation of honest growth. To build and retain the trust of our employees, customers, and stakeholders

MISSION

> Ensure Sustainable Growth
> Vendor of Choice for our Customers
> Shareholders' Value Creation
> Compliant with Best Global Practices & Standards
> Responsible Corporate Citizen



VALUES
ICURES

COURAGE

We continuously challenge ourselves with the strength of conviction to achieve excellence. We perceive opportunity in the face of every adversity and lead change through innovation.

INTEGRITY

We live with integrity with ourselves, our customers, our stakeholders and our community through our products and services. We embrace accountability and behave in an honest, fair, and ethical manner.



RESPECT

We value and respect our colleagues, customers, stakeholders, competitors and community. We provide an environment for the free and open expression of ideas, opinions and beliefs and uphold inclusiveness irrespective of gender, race, age, religion, hierarchy, ethnicity or disability.

URGENCY

We believe in doing what needs to be done immediately, without being asked and in the most thorough way possible in order to create change.

EMPOWERMENT

We empower people through providing the right environment and a level playing field to perform their responsibilities. We believe in empowering the society by empowering our people.

SUSTAINABILITY

We are committed to continuously improve our greater practices for paving the path towards creating Economic, Social & Environmental sustainability. We want to create businesses that are financially viable, environmentally sustainable, socially responsible, and most importantly in tune with our aspirations for a more inclusive and equitable society.

APEX PRODUCT
LEATHER AND SYNTHETIC FOOTWEAR

1991–98 SALARYMAN'S SHOE

- Genuine leather (full-grain/top-grain)
- Leather Vamp & Quarter
- Leather/fabric lining



2000–13 ITALIAN CONNECTION

DRESS, CASUAL, SPORTS, WATERPROOF, OUTDOOR & WORKING

- Padded collar with zipper, lace, buckle-strap
- Thermoplastic Rubber outsole, PU, EVA
- Durable steel shank



2014–16 ENROUTE TO CHINA

- Premium top grain leather upper
- Slip-On Design
- Visible stitching around the toe area



2017–21 RAPID GROWTH

- Synthetic mesh upper
- Textile, mesh, synthetic lining



2022–25 BRAVE NEW WORLD

- Steel & composite plate midsole for safety footwear
- Rigid composite Toe cap
- Waterproof material, coated textile, sealed seam stitching



OUR SUSTAINABILITY JOURNEY







1990
Incorporation of the company

1993
4,000 prs/day
Investment in backward linkage
Listed with DSE

1995
Listed with CSE

1996
Established ETP

1997
Launched the retail as Gallerie Apex

2000
Initiated own brands-
Apex & Moochie

2003
FRANCO 1st best- selling product W/ 10+ Yrs lifecycle

2006
Factory Direct Model

2008
Expand production to **15,000 prs/day**

2009
Revenue growth up to **186%**

2010
Start factory for retail business
Member of UN Global Compact

2012
Launched **10 private labels** in all categories
Launched 1st International brand Dr. Mauch
WRAP Gold-1st ever in BD for footwear industries

2013
Project Independence
Corporate **Re-branding**

2014
5.5m prs/year produced
1st BSCI certification

2015
SEDEX membership

2016
Zlabels best performer Award-Logistics

2017
WRAP Gold Certification
LWG Gold - 1st ever in BD
Launched e-commerce with Apex4u.com

2018
ALLIANCE Certified
Launched the **largest retail** in South Asia at Bashundhara City, Dhaka
Retail business covered all 64 districts of BD

2019
Established Chrome recovery plant
C-TPAT OHS best award
Recognition of Apex color "Chaa" in ModEurop color club conference
"Joyeeta" - 100 female sales personnel in retail
HIGG Member

2020
Re-launch of athletic brand SPRINT
LEED Gold Certification
Started sports footwear for Decathlon France

2021
Received Green Factory award
Published 1st Sustainability Report
Most loved retail shoe brand award in Bangladesh

2022
GSV (Global Security Verification) Audited GREEN Factory
WRAP GOLD certificate
Member in GRI (Global Reporting Initiative)

2023
Most Loved Retail Shoe Brand – Bangladesh
amfori BSCI "A" Rating
SATRA Certified In-House Lab
Green Factory Award, 2023.

2024
Green Power Produced-25-28% from total consumption
LWG Gold
Higg FEM
WRAP
SATRA Certified Lab & Leather Grading Certification
BIS certifications -04 categories

2025
Retail Asia Awards-Singapore
Sustainability Initiative of the Year – Bangladesh (Retail Asia Awards)
GRS certification
RCS Certification
500 Stores Nationwide

STAKEHOLDERS AND APEX

At Apex Footwear, we believe that collaboration is key to meaningful progress. As a public limited company, Apex values the involvement of all relevant stakeholders, suppliers, and service providers. We recognize that early and continuous engagement fosters mutual understanding and leads to better decision-making.

As global Environmental, Social, and Governance (ESG) standards continue to evolve, Apex regularly evaluates these developments and adapts them to our business context. Multi-stakeholder feedback serves as a compass, helping us enhance product quality, strengthen supplier relationships, and reduce environmental impact.

Through ongoing surveys, consultations, and open dialogue, we ensure that our practices remain aligned with stakeholder expectations. This engagement not only builds trust but also drives sustainable growth. By listening to diverse perspectives, Apex gains valuable insight and differentiation in an ever-changing market. Collaboration is embedded in our culture—decision-making is shared, transparent, and rooted in our shared purpose.



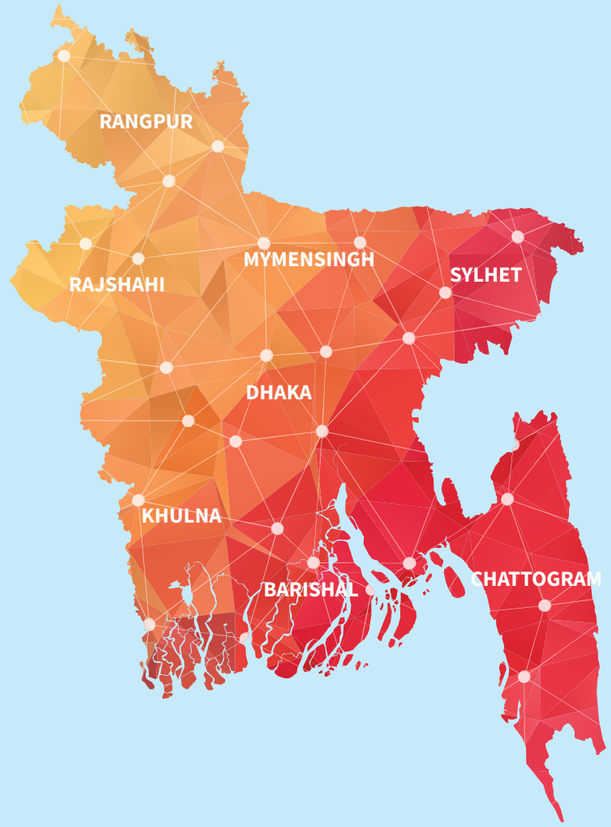


MARKET PRESENCE
DOMESTIC

Apex Footwear has changed the footwear domestic industry by pioneering a national house grown footwear retail brand that is dedicated to providing consumer choice. Since 1997, we have steadily built a loyal customer base of more than three million people—reflecting the nation's evolving lifestyles, demand for style and comfort and appreciation for quality local products.

At Apex, we recognize that one size never fits all. To meet diverse consumer preferences, we offer ten distinct private-label brands, offering a complete range of footwear, accessories, and lifestyle products—all under one roof. Whether our customers seek bold, trend-driven fashion or timeless classics, Apex provides styles that resonate with every personality and occasion.

Our extensive retail network spans the country, ensuring that customers have convenient access to the latest collections from both our in-house and global partner brands. Through this strong retail presence, and our e-commerce, wholesale, franchise and institutional channels, Apex redefines the footwear experience in Bangladesh—bringing international quality and design excellence closer to home.



FRANCHISE STORES	RETAIL STORES	RETAIL ACROSS	ANNUAL GROWTH (VALUE)
338	249	64 DISTRICTS	9.31%

TOTAL REGISTERED CUSTOMER (RETAIL, FRANCHISE, E-COMMERCE)
54,82,794

BDT 11,105.57 MN
ANNUAL REVENUE FY/24-25

24.45 MN
PRS SALE ANNUALLY

BRANDS FROM THE HOUSE OF APEX

Apex

Apex offers an array of men's shoes, sandals and accessories from the finest quality leather and craftsmanship wrapped in comfort, for those who value authenticity and originality.

VENTURINI

Venturini is an exclusively designed dress and casual footwear and accessories collection, made to suit the individualistic taste and luxurious lifestyle of a man who defines success.

maverick

Maverick is the definitive casual lifestyle brand with unique and trend-breaking designs for the fashionably-relaxed, independent spirit.

twinkler

For the active, fun-loving kids of today, Twinkler provides a wide range of designs that are fashionable, comfortable and durable.

MOOCHIE

Moochie is the exclusively designed line of shoes and accessories for ladies who have a distinctive taste. Bold, attractive and sensual - a Moochie is elegance personified, designed to incite desire.

SPRINT

Sprint activewear is a brand that complements the active, outgoing and contemporary lifestyle of today's youth.

School Smart

SchoolSmart is the range of children's school shoes made from materials that are lightweight and blend comfort with durability.

nino rossi

Nino Rossi is a footwear and accessories brand that creates beautiful products for everyday wear with a combination of effortless style and comfort.

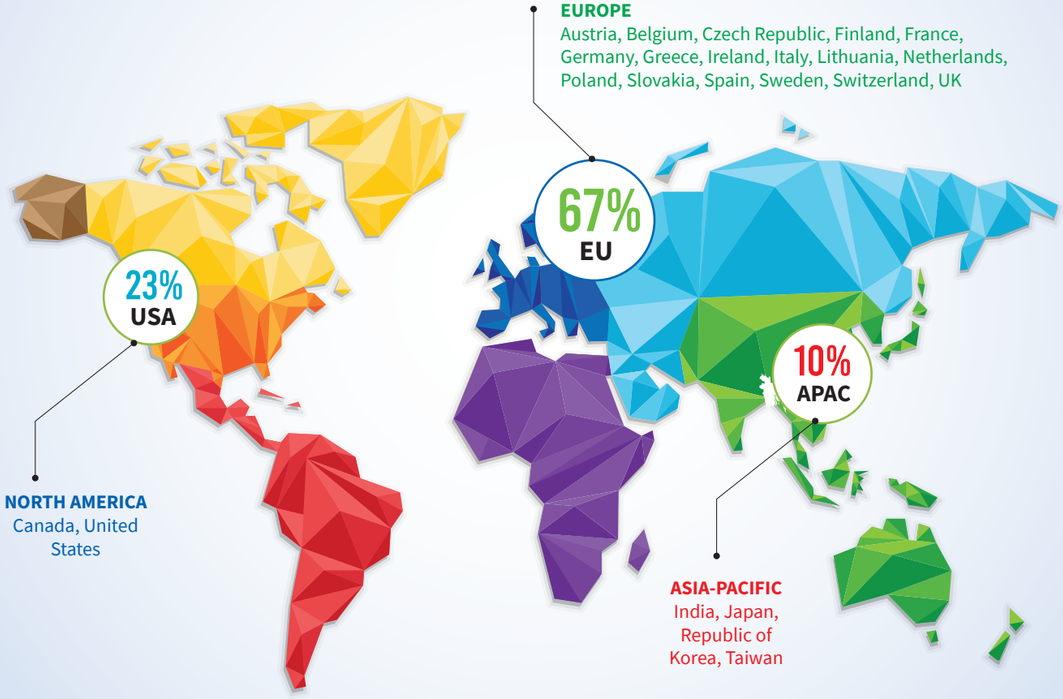
INTERNATIONAL BRANDS

At Apex stores, options are not limited only to its own private label brands. Apex offers a growing portfolio of iconic brands in the footwear and lifestyle space in Bangladesh, including NIKE, ASICS, ADIDAS and IPANEMA.



INTERNATIONAL
MARKET PRESENCE

Since its inception in 1990, Apex Footwear has established itself as Bangladesh's first and leading exporters of leather shoes. Over the years, Apex has built a strong international presence, exporting footwear for 55 global brands. As of FY24-25, the company achieved an annual export volume of 3.59 million pairs and a turnover exceeding USD 49.75 million. Apex launched its exports with Japan, then focused on EU for two decades. Looking ahead, Apex is charting a new course in the global market—anchored in design innovation, advanced product capability, and sustainability. While consolidating our stronghold in Europe, we are strategically expanding our reach into North America, Asia, and other emerging markets, further strengthening our position as a trusted global brand from Bangladesh.



55
CUSTOMERS

3.59M
PRS

$49.75
TURNOVER



Apex

SUSTAINABILITY HIGHLIGHTS

FY-2024-2025



PRODUCT AND SUPPLY CHAIN

NON-LEATHER LINING (REACH & CADs complied)
12%
15%
20%

RECYCLED COUNTER
40%
55%
75%

RECYCLED GLASS WOOL
87%
87%
100%

LWG SOURCED LEATHER
96%
99%
100%

RECYCLED SYNTHETIC
16%
36%
50%

LACE (GOATS,GRS, OEKO-TEX, RCS Certified)
10%
17%
20%

TOE-PUFF RECYCLED MATERIAL
60%
65%
100%

RECYCLED STROBEL
87%
87%
100%

INSOLE RECYCLED MATERIAL
33.80%
55%
60%

SHANK BOARD RECYCLED MATERIAL
100%
100%

LOCALIZATION
49.84%
55%

RE-CYCLED TPR
49.64tons
42.042tons
50 tons

TRACEABILITY (LEATHER)
50%
64%
75%

SUPPLY CHAIN AUDIT
50% leather supplier audited
60%
75%

FSC CERTIFIED PACKAGING
14.01%
100%
100%

ADHESIVE (WATER BASED)
12.48%
30%

PRODUCT AND SUPPLY CHAIN

PEOPLE & COMMUNITY ENGAGEMENT

ENVIRONMENTAL SUSTAINABILITY

ENVIRONMENTAL SUSTAINABILITY

SOLAR PANEL
- 2.94 MWh Installed
- 30% green power consumed
- 30% (MWh) more

EAC
- 773 MWh Purchased
- 5000 Mwh green electricity purchased for 2025/26/27
- 5000 MWh

HAZARDOUS WASTE
- 297.8 Tons Co-processed
- 8.09 tons of Hazardous waste recycled
- 20% (Ton) more recycled

WATER
- 1594 m3 saved
- 6151.575 m3 overused
- 10,000 m3

RECYCLED MATERIAL
- 451 Tons
- 1,116 Tons
- 30% more

RE-USED WASTAGE
- No. of Cutting board to sewing table: 20
- 20 Monthly
- 25 Monthly

ELECTRICITY
- 1298.54 MWh saved
- 943.58 MWh overused
- 1500 MWh

RAINWATER HARVESTING
- 4,225,000 LTR
- 4,225,000 LTR
- 5,000,000 LTR

GHG EMISSION
- 8,171.49 Ton
- -65% (Ton) reduced

PET TO PRODUCT
- 3127 pairs

CHEMICAL MANAGEMENT
- Member of ZDHC

RECYCLED PU
- 1.7 Ton
- 5 Ton

SBTi
- Member
- Near term targets

SCIENCE BASED TARGETS
DRIVING AMBITIOUS CORPORATE CLIMATE ACTION

RECYCLED EVA
- 74,000 pairs

PEOPLE AND COMMUNITY ENGAGEMENT

TRAINING AND EDUCATION
- 20,686 man-hrs
- 42, 016 man-hrs
- 45,000+ man-hrs

WOMEN EMPOWERMENT
- “Anindita”
- 10% women in mid-senior management
- 13% women in mid-senior management

FEMALE EMPLOYMENT
- 40%
- 40.30%
- 42%

OCCUPATIONAL HEALTH & SAFETY
- Fight against communicable diseases
- Free medicine: 71310 persons
- 100% workforce under OHS

TARGET BY 2027

CURRENT STATUS

PREVIOUS STATUS

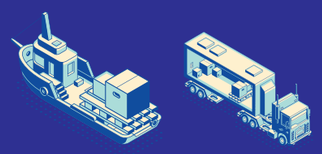
APEX VALUE CHAIN

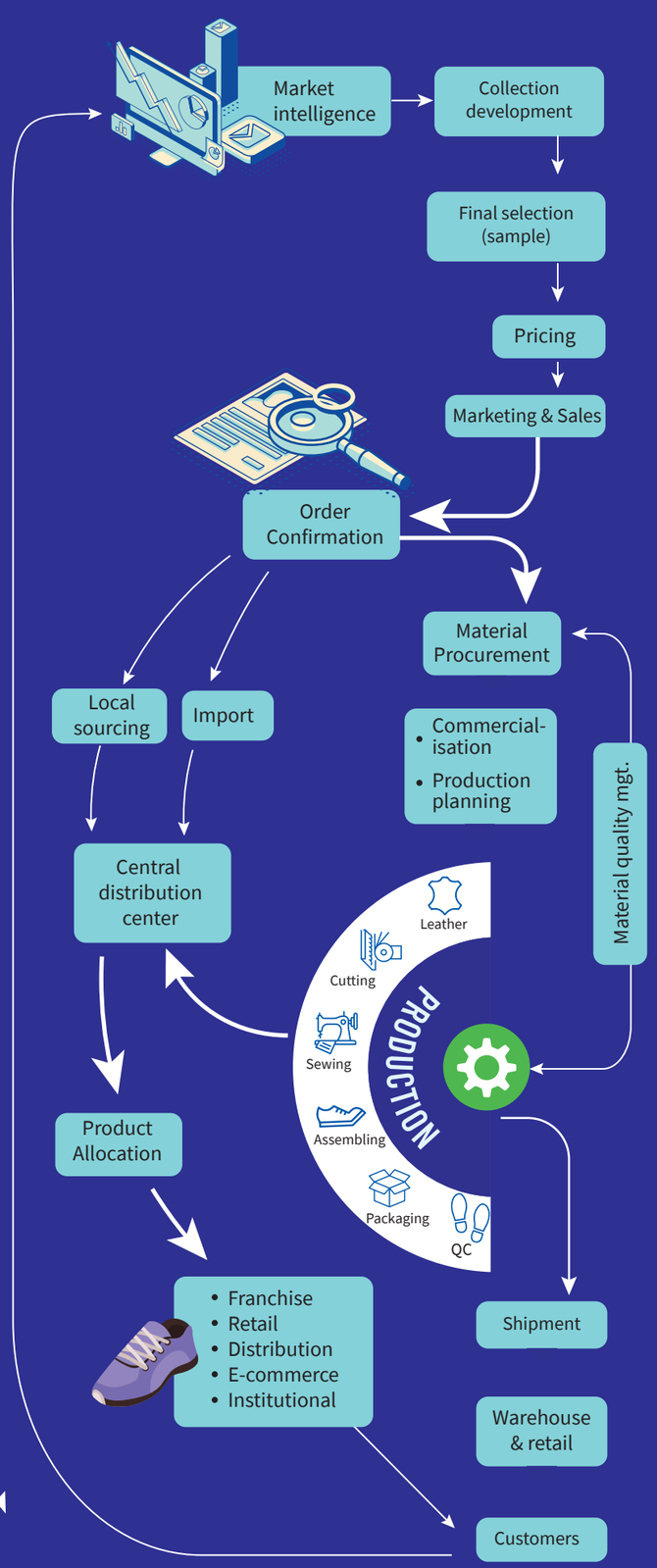
A value chain represents the full sequence of activities involved in creating a product—from sourcing raw materials to delivering the finished goods to customers. In an era of intense global competition and evolving consumer expectations, optimizing the value chain is vital for efficiency and long-term growth. Apex Footwear recognizes this importance and has designed its value chain to ensure superior quality, product diversity, and exceptional customer service across both domestic and international markets.

At the heart of Apex's value chain is a deep commitment to ethical employment practices. We provide safe and inclusive workplaces, fair wages, and continuous development opportunities for all employees. In material sourcing, Apex prioritizes responsibility and sustainability, considering material origins, ecological impact, and the use of recycled or eco-friendly inputs wherever possible.

Through disciplined management of manufacturing operations, we maintain smooth production, effective inventory control, and efficient resource utilization. Our financial discipline supports supply chain stability, while robust quality assurance systems, continuous improvement, and customer feedback loops ensure consistent product excellence.

Timely delivery is achieved through careful planning, logistics, and strong partnerships with export customers. With a vertically integrated supply chain, Apex maintains full control over quality and sustainability—delivering products that meet global standards while upholding our social and environmental responsibilities.





NB: The chart refers to the value chain process flow only. Domestic and Export operations take place in distinctively separate locations.

APEX VALUE CHAIN

Apex Footwear's modern manufacturing complex integrates tanning, component manufacturing (including insoles, outsoles, toe-puffs, and counters), and shoe production units under one roof. This vertically integrated setup ensures efficiency and consistency across every stage of production.

Our facility is equipped with 120 cutting machines for precision cutting, 24 sewing lines, and 12 assembly lines, giving us a rated single-shift production capacity of 9,000 pairs of shoes per day.

In addition, a dedicated sports shoe production unit within the same campus operates with three assembly lines, capable of producing an additional 5,000 pairs per shift. Every material is meticulously selected to meet customer specifications and comply with international quality standards.

Apex is deeply committed to responsible sourcing. Our raw materials come from sustainable tanneries that are either Leather Working Group (LWG)-rated or aligned with globally recognized

environmental practices. The tanning unit imports 100% traceable wet blue leather exclusively from LWG Gold-rated tanneries, while select finished leathers are sourced from LWG-rated partners in Europe and Asia.

Looking ahead, Apex aims to further increase the share of sustainable materials in its products—reinforcing our long-term vision of responsible growth and environmental stewardship.
(See also: Sustainability at Apex – Page #124)



DESIGN FOR CIRCULARITY - APEX INITIATIVE

Circular design offers a compelling vision for a sustainable future, emphasizing the need for a shift in our approach to production and consumption. In an era marked by environmental challenges and a growing awareness of the finite nature of our resources, the concept of circular design has emerged as mission critical. Circular design is a holistic approach that aims to create products, systems, and processes that are regenerative by design, minimizing waste and maximizing the longevity of resources. Apex considers this concept and designs a shoe as below:

See more details at design responsibly-CEB, Page #124

SUSTAINABLE FEATURE **MATERIAL FEATURE**

SUSTAINABLE MATERIAL
100%

LOCAL SOURCING
95%



FOAM, TOEPUFF, COUNTER
RECYCLED

LEATHER
LWG SOURCING

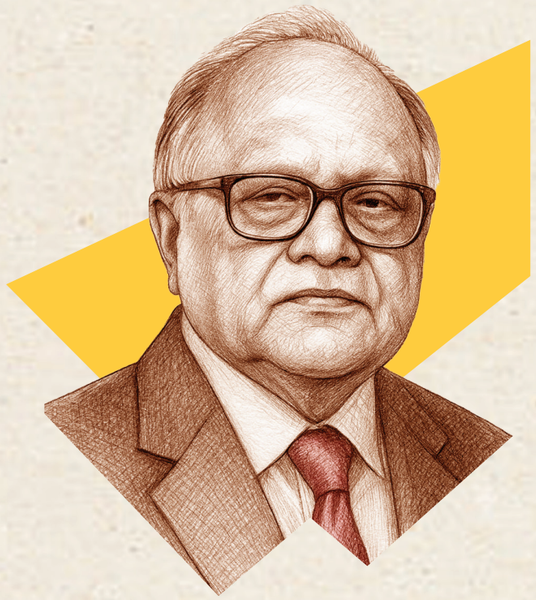
VAMP. QUARTER
BIODEGRADABLE

PACKING
FSC CERTIFIED



GOVERNANCE & REPORTS

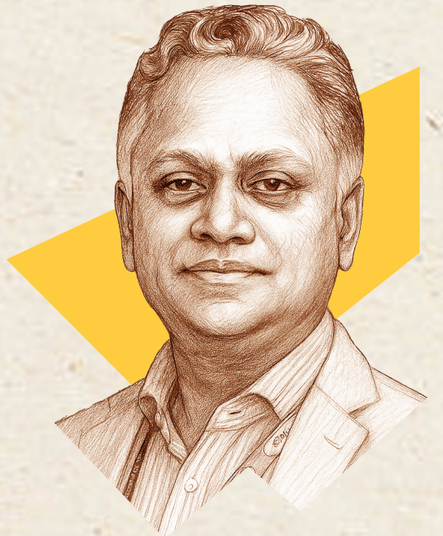
PROFILE OF THE DIRECTORS



GOLAM MAINUDDIN

CHAIRPERSON
AND INDEPENDENT DIRECTOR
DATE OF APPOINTMENT - 01 MAY 2023

Mr. Golam Mainuddin has been elected as Chairperson of the Board of Directors of Apex Footwear Limited in addition to his responsibility as an Independent Director. Mr. Golam Mainuddin was the Chairman of British American Tobacco Bangladesh Plc (2008—2024) for the last 16 years and retired in the year 2024. After obtaining his Master of Science (First class first) from Dhaka University in the year 1967, Mr. Mainuddin pursued the first 25 years of his career in the agro-based industry followed by corporate management over the last 26 years. He was appointed as Director of BAT BD in the year 1986.The company then created a new position of Deputy Managing Director for him in the year 1997 and continued to carry out different responsibility till his retirement. Over the 42 years in BAT Bangladesh and holding different responsibility, he was instrumental in bringing level playing field and discipline in the Tobacco Industry.
He is also the Director of ACI Plc and independent Director of ACI Formulations Plc. He is the Director and Chairman of Membership and Finance committee of MCCI. Previously Mr. Mainuddin served as the Director of IIFC-ERD-Ministry of Finance Govt. of Bangladesh over 10 years in addition to being the Vice-Chairman of Bangladesh Employer's Federation and the Director of FBCCI for four terms .To recognize his contributions in the Business Industry ,he was also declared a CIP since 2010. He awarded with the 'Life Time achievement Award' by Asia's Best employer brand award organization-CMO Asia in 2018.
In addition his academic and scholastic achievements from Dhaka University, He continued to attend and participate in many seminars and courses to enhance his skills and knowledge . These include training related to effective negotiations in area of rapid change at Harvard, Building relationship that works at Wharton Business School, Presentation and Media handling skills conducted by BBC and number of other Management and Product Development courses in the UK. He has recently published a book called 50 Years in Multinational companies where he documents his extraordinary journey showcasing his unwavering dedication, exemplary leadership and significant contributions to the corporate arena.

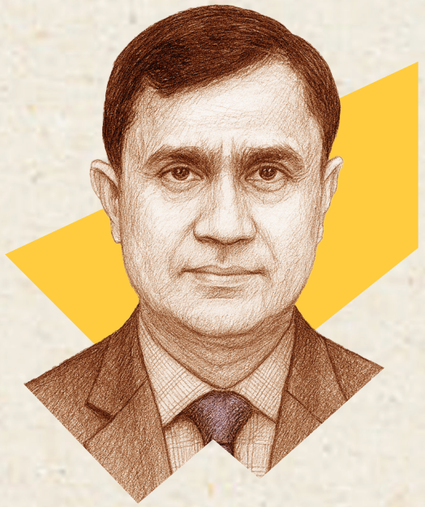


SYED NASIM MANZUR

MANAGING DIRECTOR
DATE OF APPOINTMENT - 12 DEC 1999
LAST RE-APPOINTMENT - 25 MAR 2022
COMMITTEE MEMBERSHIP -
NOMINATION & REMUNERATION COMMITTEE

Mr. Syed Nasim Manzur graduated in Economics in Entrepreneurial Management from the Wharton School of the University of Pennsylvania in 1990. He is the Chairperson of Apex Tannery Ltd., Blue Ocean Footwear Ltd., Landmark Footwear Ltd., Apex Pharma Ltd., Quantum Consumer Solutions Ltd., Apex Investments Ltd., Sunbeams School Ltd., Grey Advertising Bangladesh Ltd., Apex Enterprises Ltd. He also serves as Director of Mutual Trust Bank PLC, International Publications Ltd., Biman Bangladesh Airlines, Infrastructure Investment Facilitation Company (IIFC) and Progeny Technologies Ltd. Mr. Nasim also servers as the member of Board of Trustees, BRAC University and appointed as a Honorary Senior Fellow of Bangladesh Institute of Development Studies. In addition to that he is the President of the Leathergoods And Footwear Manufacturers & Exporters Association of Bangladesh (LFMEAB). He was the Chairperson of Pioneer Insurance Co. Ltd. and was the Vice President of Bangladesh Association of Publicly Listed Companies (BAPLC).

Mr. Nasim an avid art enthusiast and takes keen interest in promoting art and culture through the Society for Promotion of Bangladesh Art (SPBA). He is also an Executive Member of an internationally acclaimed Non Government Organization called FRIENDSHIP which provides health and educational services in remote and inaccessible chars of the Northern region of the Country through self propelled floating hospitals and riverine ambulances. He is the past President of Metropolitan Chamber of Commerce and Industry (MCCI) and is a regular guest speaker at the National Defence College (NDC), Mirpur, Dhaka.

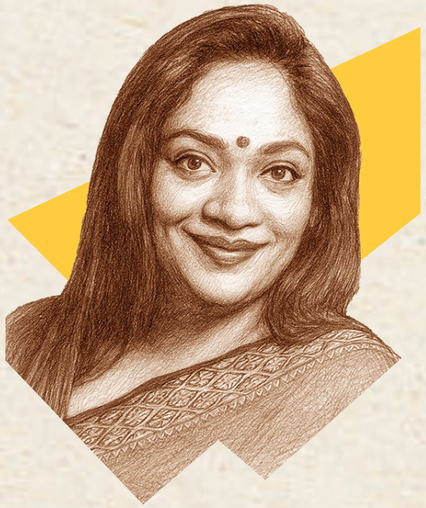


NIRANJAN CHANDRA DEBNATH

DIRECTOR
DATE OF APPOINTMENT - 09 MAR 2025
COMMITTEE MEMBERSHIP -
AUDIT COMMITTEE

Mr. Niranjan Chandra Debnath joined the Board of Apex Footwear Limited in March, 2025 as the Nominated Director of the Investment Corporation of Bangladesh (ICB) after taking over the charge of Investment Corporation of Bangladesh (ICB) as the Managing Director on 20 February 2025. Prior to joining ICB, he served Rajshahi Krishi Unnayan Bank (RAKUB) as the Managing Director, Sonali Bank PLC as the Deputy Managing Director & Chief Anti-Money Laundering Compliance Officer (CAMLCO) and BASIC Bank Limited as the Deputy Managing Director & Chief Financial Officer (CFO). Mr. Niranjan Chandra Debnath started his banking career as an Assistant Manager at BASIC Bank Limited in 1997 and worked extensively across all key areas of banking in diverse capacities. Mr. Debnath has completed his postgraduation in Accounting from Chittagong University. He achieved CMA degree from the Institute of Cost and Management Accountants of Bangladesh and he is a fellow member (FCMA) of ICMAB. He has also obtained CGMA and CMA degrees from the Chartered Institute of Management Accountants (CIMA), UK. He is a Diplomaed Associate of IBB. Mr. Niranjan Chandra Debnath participated in various training programs and seminars at home and abroad and travelled widely at different countries of Europe and Asia.

Mr. Debnath also serves as the Director of Unilever Consumer Care Ltd., National Tea Company Limited (NTC), Central Depository Bangladesh Ltd., Apex Tannery Limited, The ACME Laboratories Ltd., Heidelberg Cement Bangladesh Limited.



MUNIZE MANZUR

DIRECTOR
DATE OF APPOINTMENT - 25 NOV 1999
LAST RE-APPOINTMENT -28 NOV 2023
COMMITTEE MEMBERSHIP -
AUDIT COMMITTEE, NOMINATION & REMUNERATION COMMITTEE

Ms. Munize Manzur, is a distinguished educational & corporate leader and accomplished literary figure in Bangladesh, obtained her Bachelor degree in English Literature from Bryn Mawr College and a Master's in Broadcasting, Telecommunication, and Mass Media from Temple University, Philadelphia, Pennsylvania, USA.

As Managing Director of Sunbeams School Ltd., she leads one of the country's foremost institutions committed to academic excellence and holistic development and a member of the Governing Body, she plays a key role in policy formulation and institutional strategy. Despite her extensive administrative responsibilities, Ms. Munize remains a passionate and dedicated to teacher English. In the corporate arena, Ms. Manzur serves as Director of Pioneer Insurance, and was a founding Director of Mutual Trust Bank PLC, where she served several key committees as chairman.

A former Literary Editor at The Daily Star, she authored an anthology that was published in 2013, reflecting her distinctive literary voice. Ms. Munize Manzur, is a member of Board Audit Committee and Nomination & Remuneration Committee of Apex Footwear Ltd.



SHEELA R RAHMAN

INDEPENDENT DIRECTOR
DATE OF APPOINTMENT - 24 DEC 2024
COMMITTEE MEMBERSHIP -
AUDIT COMMITTEE, NOMINATION & REMUNERATION COMMITTEE

Barrister Sheela R Rahman is a legal professional in Bangladesh with extensive experience in Bangladesh's legal and corporate sectors. A qualified Advocate of the Appellate Division of the Supreme Court of Bangladesh, she was called to the Bar of England and Wales by Lincoln's Inn, London. Her career spans diverse roles as an in-house counsel, litigator, and legal consultant, reflecting her versatile expertise.
At present, Barrister Rahman is the Director of Legal & Compliance at BRAC, a prominent non-governmental organisation. She also holds the position of Independent Director on the Board of Directors of Marico Bangladesh Ltd.
Barrister Rahman has a strong background in corporate governance, banking, corporate finance, and regulatory compliance. Her previous experience includes senior roles at leading law firms such as Rokanuddin Mahmud & Associates and Syed Ishtiaq Ahmed & Associates. She later established her own practice, Maxima.Legal, providing bespoke legal services. She was also consultant to multilateral organisations, including International Finance Corporation (IFC), where she provided legal expert advisory services on corporate governance work and assessments for various types of enterprises in the South Asian region, complementing board oversight on environmental and social matters.
Ms. Rahman co-authored an inclusive comparison of corporate governance laws in South Asia and a code of corporate governance published by the Bangladesh Enterprise Institute, reflecting her profound knowledge and commitment to promoting best practices in the field of corporate governance.

পরিচালকমন্ডলীর প্রতিবেদন

প্রিয় শেয়ারহোল্ডারবৃন্দ,
আমি পরিচালকমন্ডলীর পক্ষ থেকে আপনাদের কোম্পানী এপেক্স ফুটওয়্যার লিমিটেডের এই ৩৫তম বার্ষিক সাধারণ সভায় সকলকে স্বাগত জানাচ্ছি এবং সেই সাথে কোম্পানীর ৩০ জুন ২০২৫ সমাপ্ত বছরের নিরীক্ষিত আর্থিক বিবরণী, নিরীক্ষকের প্রতিবেদনসহ কোম্পানীর বার্ষিক প্রতিবেদন সানন্দে উপস্থাপন করছি।

২০২৪ এ বৈশ্বিক পাদুকা শিল্পের অবস্থা

২০২৪ সনে বৈশ্বিক পাদুকা রপ্তানির পরিমাণ এবং উৎপাদন গত বছরের তুলনায় যথাক্রমে ৪.৬ শতাংশ এবং ৬.৯ শতাংশ বৃদ্ধি পেয়েছে। তবে, ২০২৪ সনে বৈশ্বিক পাদুকা উৎপাদন ২৩.৯ বিলিয়ন জোড়ায় উন্নীত হয়েছে, যা পূর্ববর্তী বছরের তুলনায় ৬.৬৩ শতাংশ প্রবৃদ্ধি নির্দেশ করে।

- ২০২৪ সনে বিশ্ব পাদুকার রপ্তানী ১৪.৮ বিলিয়ন জোড়ায় উন্নীত হয়েছে।
- ২০২৪ সনে বিশ্বব্যাপী পাদুকার উৎপাদন ৬.৯ শতাংশ বৃদ্ধি পেয়েছে।
- বিশ্বব্যাপী পাদুকার ভৌগলিকগত উৎপাদনের ক্ষেত্রে এশিয়ার অবস্থান ছিলো ৮৮ শতাংশ, যার পরের অবস্থানে ছিলো দক্ষিন আমেরিকা ৫ শতাংশ, আফ্রিকা ৩.২ শতাংশ এবং ইউরোপ ২.৩ শতাংশ।
- ২০২৪ সনে বিশ্বব্যাপী পাদুকা রপ্তানীতে ৬২.২ শতাংশ রপ্তানী করে চীন তার শীর্ষস্থান ধরে রেখেছে।
- ২০২৪ সনে মার্কিন যুক্তরাষ্ট্রে অভ্যন্তরীন পাদুকার ব্যবহার পূর্ববর্তী বছরের তুলনায় ৯.৮ শতাংশ বৃদ্ধি পেয়েছে।
- ২০২৪ সনে ইউরোপে পাদুকার সবচেয়ে বড় রপ্তানীকারক হিসেবে জার্মানী তার শীর্ষস্থান ধরে রেখেছে।
- ২০২৪ সনে প্রতি পাদুকার গড় রপ্তানী মূল্য ছিলো ১১.৪৭ মার্কিন ডলার।

২০২৪ সনে বৈশ্বিক পাদুকা বাজারের মূল্য ছিল ৪৬৩.৮৭ বিলিয়ন মার্কিন ডলার। এশিয়া-প্যাসিফিক অঞ্চল ৩২.০৭ শতাংশ শেয়ার নিয়ে বৈশ্বিক বাজারে আধিপত্য বজায় রেখেছে। চীন ও ভারতের বৃহৎ উৎপাদন সক্ষমতা, ক্রয়ক্ষমতা বৃদ্ধি, দ্রুত নগরায়ণ এবং ই-কমার্সের বিকাশ এই অঞ্চলের আধিপত্য বজায় রাখার মূল কারণ। অন্যদিকে, ইউরোপের অংশীদারিত্ব সামান্য বৃদ্ধি পেয়ে ২০২৪ সনে ১৩.৫ শতাংশে উন্নীত হয়েছে।

২০২৪ সনে বৈশ্বিক পাদুকার ব্যবহার

বৈশ্বিক পাদুকার ব্যবহার বিশ্ব অর্থনীতি, জনসংখ্যার আকার ও আয়ের দ্বারা প্রভাবিত হয়। বৈশ্বিক পাদুকা ব্যবহারে এশিয়ার অংশীদারিত্ব ৪৯ শতাংশ থেকে বৃদ্ধি পেয়ে ৫৫.৫ শতাংশে উন্নীত হয়েছে, এবং এই হার আরও বৃদ্ধি পাবে বলে ধারণা করা হচ্ছে। এই প্রবৃদ্ধির পরও, এশিয়ায় মাথাপিছু পাদুকা ব্যবহার অন্যান্য অঞ্চলের তুলনায় অনেক কম - বছরে মাত্র ২.৫ জোড়া। অন্যদিকে, ইউরোপের বৈশ্বিক পাদুকা ব্যবহারের অংশীদারিত্ব ক্রমাগত হ্রাস পাচ্ছে। ২০২৪ সনে প্রথমবারের মতো উত্তর আমেরিকা পাদুকা ব্যবহারে ইউরোপকে ছাড়িয়ে গেছে। অপরপক্ষে, আফ্রিকায় পাদুকা ব্যবহার এখনও সীমিত থাকলেও দীর্ঘমেয়াদে তা প্রবৃদ্ধির সম্ভাবনা রয়েছে।

পরিমাণের হিসাবে শীর্ষ ১০ পাদুকা ব্যবহারকারী দেশসমূহের তালিকা নিম্নরূপ:

ক্রম	দেশ	বিশ্বব্যাপী শেয়ার
১.	চীন	১৮.৬%
২.	ভারত	১৩.৩%
৩.	মার্কিন যুক্তরাষ্ট্র	৯.৮%
৪.	ইউরোপিয়ান ইউনিয়ন	৯.৬%
৫.	ব্রাজিল	৩.২%
৬.	জাপান	২.৯%
৭.	পাকিস্তান	২.৮%
৮.	ইন্দোনেশিয়া	২.২%
৯.	বাংলাদেশ	১.৯%
১০.	রাশিয়া	১.৮%

সূত্র: দ্যা ওয়ার্ল্ড ফুটওয়্যার ২০২৫ ইয়ারবুক

২০২৪ সনে শীর্ষ ১০ পাদুকার রপ্তানীকারক দেশসমূহ

২০২৩ সনে পাদুকা রপ্তানীতে শীর্ষ ১০ দেশের তালিকায় থাকা প্রায় সকলেরই ২০২৪ সনে পূর্ববর্তী বছরের তুলনায় রপ্তানিতে প্রবৃদ্ধি লক্ষ্য করা যায়। সামান্য কিছু পরিবর্তন ছাড়া, তালিকায় সকলের অবস্থান প্রায় অপরিবর্তনীয়। নেদারল্যান্ডস তার হারানো অবস্থান পুনরুদ্ধার করে ৯ম স্থানে উঠে এসেছে, স্পেন তালিকার শীর্ষ ১০ থেকে বাদ পড়েছে। এছাড়া, তুরস্ককে অতিক্রম করে ভারত ৫ম স্থানে উঠে এসেছে।

ক্রম	দেশ	জোড়া (মিলিয়ন)	বিশ্বব্যাপী শেয়ার
১.	চীন	৯২০৩	৬২.২০%
২.	ভিয়েতনাম	১৫৮৩	১০.৭%
৩.	ইন্দোনেশিয়া	৬০১	৪.১%
৪.	জার্মানী	৩৫১	২.৪%
৫.	ভারত	২৬৬	১.৮%
৬.	তুরস্ক	২৩৮	১.৬%
৭.	বেলজিয়াম	২১৬	১.৫%
৮.	কম্বোডিয়া	২০৭	১.৪%
৯.	নেদারল্যান্ডস	১৮৫	১.৩%
১০.	ইতালী	১৮৫	১.২%

সূত্র: দ্যা ওয়ার্ল্ড ফুটওয়্যার ২০২৫ ইয়ারবুক

শীর্ষ পাদুকা উৎপাদনকারী দেশসমূহ

বৈশ্বিক পাদুকা শিল্পে এশীয় দেশগুলো উৎপাদনে তাদের আধিপত্য বজায় রেখেছে। চীন বিশ্বের মোট পাদুকার অর্ধেকেরও বেশি উৎপাদন করে তার শীর্ষস্থান ধরে রেখেছে। চীনের এই শক্তিশালী অবস্থান মূলত তার বৃহৎ উৎপাদন অবকাঠামো, সক্ষমতা এবং বিস্তৃত সাপ্লাই চেইনের ব্যবস্থাপনার কারণে।

নিম্নে পরিমাণের ভিত্তিতে বিশ্বের শীর্ষ ১০টি পাদুকা উৎপাদনকারী দেশের তালিকা দেওয়া হলো:

ক্রম	দেশ	বিশ্বব্যাপী শেয়ার (%)
১.	চীন	৫৪.৩ %
২.	ভারত	১২.৫ %
৩.	ভিয়েতনাম	৬.৫ %
৪.	ব্রাজিল	৩.৯ %
৫.	পাকিস্থান	২.৬ %
৬.	ইন্দোনেশিয়া	২.১ %
৭.	বাংলাদেশ	২.১ %
৮.	তুরস্ক	১.৯ %
৯.	কম্বোডিয়া	০.৯ %
১০.	মেক্সিকো	০.৯ %

সূত্র: দ্যা ওয়ার্ল্ড ফুটওয়্যার ২০২৫ ইয়ারবুক

বিশ্ব পাদুকা বাজারে প্রভাব

সাম্প্রতিক বছরগুলোতে প্রযুক্তিনির্ভর পাদুকার বৈশ্বিক চাহিদা ধারাবাহিকভাবে বৃদ্ধি পেয়েছে। প্রযুক্তি-সচেতন ভোক্তারা এখন স্মার্ট পাদুকার প্রতি আকৃষ্ট হচ্ছেন, যেগুলোতে রয়েছে ট্র্যাকিং সুবিধা, ন্যাভিগেশন সহায়তা এবং মিউজিক অ্যাপের মতো ফিচার। উদাহরণস্বরূপ, জানুয়ারি ২০২৩ সনে ভারতের ব্র্যান্ড Ajanta Shoes, "NAVIGATOR" নামে স্মার্ট পাদুকা বাজারে নিয়ে আসে, যাতে জাইরোস্কোপিক প্রযুক্তি, মিউজিক অ্যাপ অ্যাক্সেস, শনাক্তকরণ এবং ওয়ার্কআউট ট্র্যাকিং সুবিধাসমূহ সংযুক্ত ছিলো। এছাড়াও, স্মার্ট পাদুকা এখন ক্রমবর্ধমানভাবে ফিটনেস ট্র্যাকিং ও স্বাস্থ্য পর্যবেক্ষণের জন্য ব্যবহৃত হচ্ছে।

পরিবেশ সুরক্ষা সম্পর্কে ভোক্তাদের ক্রমবর্ধমান সচেতনতা পরিবেশবান্ধব পণ্যের চাহিদা বাড়িয়ে তুলছে, এর মধ্যে টেকসই পাদুকা বিশেষভাবে উল্লেখযোগ্য, যা প্রাকৃতিক তুলা, রাবার এবং পুনর্ব্যবহৃত প্লাস্টিকের মতো উপকরণ দিয়ে তৈরি হয়। পরিবেশে এসকল পণ্যের প্রভাব ন্যূনতম, ফলে পরিবেশ-সচেতন ভোক্তাদের কাছে এগুলো অত্যন্ত জনপ্রিয় হয়ে উঠেছে।

বৈশ্বিক পাদুকা শিল্পে যুক্তরাষ্ট্রের শুল্ক নীতির প্রভাব

সম্প্রতি রাষ্ট্রপতি ট্রাম্পের নির্বাহী আদেশ অনুযায়ী, ৭ আগস্টের পর যুক্তরাষ্ট্রে প্রেরিত সকল পণ্যের উপর নতুন কাস্টম শুল্ক আরোপ করা হয়েছে। ইউরোপীয় ইউনিয়নে এই নতুন শুল্ক নীতির প্রভাব সবচেয়ে কম। বেশিরভাগ দেশসমূহকে বিদ্যমান শুল্কের ওপর ১০ শতাংশ থেকে ৩০ শতাংশ পর্যন্ত অতিরিক্ত শুল্ক দিতে হবে। তবে ইউরোপীয় ইউনিয়নের জন্য একটি বিশেষ ছাড় প্রযোজ্য, তাদের ১৫ শতাংশ শুল্ক পূর্ববর্তী শুল্কের সঙ্গে সংযোজিত হবে না।

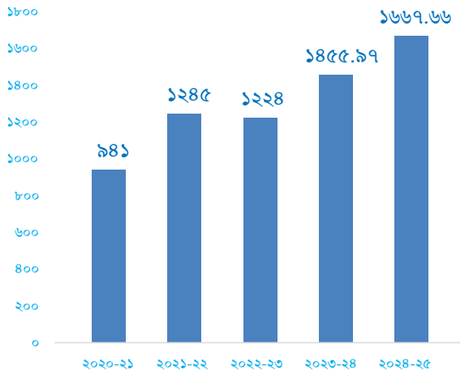
অন্যদিকে, এশিয়ার প্রধান পাদুকা উৎপাদনকারী দেশগুলো বেশ কঠিন পরিস্থিতির সম্মুখীন। নতুন শুল্কারোপ বিদ্যমান শুল্কের সঙ্গে সংযুক্ত হবে। ভারতের রপ্তানিতে মোট ৫০ শতাংশ শুল্ক আরোপিত হবে, ভিয়েতনাম ও বাংলাদেশের ক্ষেত্রে ২০ শতাংশ, আর ইন্দোনেশিয়া, কম্বোডিয়া এবং পাকিস্তানের ক্ষেত্রে শুল্ক হার হবে ১৯ শতাংশ। এই বৈষম্যমূলক শুল্কনীতি এশিয়ান রপ্তানিকারকদের জন্য বড় চ্যালেঞ্জ সৃষ্টি করেছে।

বাংলাদেশের চামড়া এবং পাদুকা খাত

২০২৪-২৫ অর্থবছরে বাংলাদেশ বিশ্বের প্রায় ১১১টি দেশে চামড়া ও পাদুকা পন্য রপ্তানি করেছে যা মোট রপ্তানির ৩.৪৫ শতাংশ। ২০২৪-২৫ অর্থবছরে চামড়া, চামড়াজাত পণ্য, চামড়াজাত পাদুকা এবং সিনথেটিক পাদুকার মোট রপ্তানি আয় ছিল ১.৬৭ বিলিয়ন মার্কিন ডলার, যা আগের বছরের তুলনায় ১৪.৫৪ শতাংশ বৃদ্ধি পেয়েছে। গত বছরের তুলনায় ১২৮ মিলিয়ন মার্কিন ডলারের বেশি মূল্যের চামড়াজাত পাদুকা রপ্তানি করা হয়েছে।

- চামড়াজাত পাদুকা থেকে রপ্তানী আয় হয়েছে ৬৭২ মিলিয়ন মার্কিন ডলার, যা পূর্ববর্তী বছরের তুলনায় ২৩.৫৪ শতাংশ বৃদ্ধি পেয়েছে।
- অন্যান্য (Non-leather) পাদুকা হতে রপ্তানী আয় হয়েছে ৫২২.৫৯ মিলিয়ন মার্কিন ডলার, যা পূর্ববর্তী বছরের তুলনায় ২৫.৩৭ শতাংশ বৃদ্ধি পেয়েছে।

রপ্তানীকৃত চামড়া, চামড়াজাত পণ্য এবং পাদুকা
(মিলিয়ন মার্কিন ডলারে)



টেকসই ও ভবিষ্যৎ প্রবৃদ্ধির জন্য বৈচিত্র্যপূর্ণ বাজার খুবই গুরুত্বপূর্ণ। মার্কিন যুক্তরাষ্ট্রের বাজারে বাংলাদেশের চামড়া, চামড়াজাত পণ্য ও অন্যান্য পাদুকা রপ্তানীর উচ্চ প্রবৃদ্ধির সম্ভাবনা রয়েছে। মার্কিন যুক্তরাষ্ট্রের শীর্ষস্থানীয় ব্র্যান্ড এবং খুচরা বিক্রেতারা বর্তমানে বাংলাদেশের সাথে কাজ করতে আগ্রহী। কিন্তু একটি দেশের বৈশ্বিক বাজার অংশীদারিত্ব অর্জনের সক্ষমতা নির্ভর করে নিজ দেশের প্রতিযোগীতামূলক সক্ষমতা, বৈদেশিক নীতি, পরিবর্তনশীলতার গতি, পণ্য এবং কারখানার সার্বিক মানদন্ড ও সরবরাহ ব্যবস্থার উপর।

রপ্তানি উন্নয়ন ব্যুরো কর্তৃক প্রকাশিত তথ্য অনুযায়ী, ২০২৪ থেকে ২০২৫ সনে চামড়া খাত থেকে রপ্তানি আয় হয়েছে ১.৬৭ বিলিয়ন মার্কিন ডলার, যা পূর্ববর্তী বছরের একই সময়ের তুলনায় ১৪.৫৪ শতাংশ বৃদ্ধি পেয়েছে।

এপেক্স ফুটওয়্যার এর ২০২৪-২৫ সনের ব্যবসা পর্যালোচনা

রপ্তানী ব্যবসা

২০২৪-২৫ সনে বিশ্বব্যাপী ক্রমবর্ধমান মূল্যস্ফীতি, যুক্তরাষ্ট্রের নতুন শুল্কনীতি, পণ্যের মূল্য বৃদ্ধি এবং ভোক্তাদের আচরণ পরিবর্তনের কারণে, এই সময়টিতে কোম্পানীর রপ্তানী ব্যবসা মোটেই অনুকূলে ছিলো না। একদিকে কারখানার উৎপাদন সক্ষমতা ব্যবহার নিশ্চিত করতে এবং অন্যদিকে ইউরোপ, জাপান এবং উত্তর আমেরিকার ক্রেতাদের নিকট থেকে ন্যূনতম যুক্তিসঙ্গত রপ্তানীর আদেশ পেতে এপেক্স ফুটওয়্যারকে এ সময়টিতে অনেক সংগ্রাম করতে হয়েছে।

পূর্ববর্তী বছরের একই সময়ের তুলনায় এ বছর জুলাই ২০২৪ থেকে ডিসেম্বর ২০২৪ পর্যন্ত এপেক্সের রপ্তানী বিক্রয় ৩৫.১৮ শতাংশ বৃদ্ধি পেয়েছে, যা পরিমানের হিসাবে ৪৭৮,২৫২ জোড়া বৃদ্ধি পেয়েছে। অন্যদিকে জানুয়ারী ২০২৫-জুন ২০২৫ পর্যন্ত মোট রপ্তানী বিক্রয় বৃদ্ধি পেয়েছে ২৫.৭১ শতাংশ যা পরিমানের হিসাবে ৩৬২,৯০২ জোড়া বৃদ্ধি পেয়েছে পূর্ববর্তী বছরের একই সময়ের তুলনায়।

২০২৪-২৫ সনে এপেক্স ১,২৬৭,৫৭২ জোড়া টেক্সটাইল অ্যাথলেটিক্ ফুটওয়্যার রপ্তানী করেছে যা পূর্ববর্তী বছরের তুলনায় ৫৩.২৭ শতাংশ বৃদ্ধি পেয়েছে।

মোট রপ্তানি ২০২৩-২৪ সালের ২,৭৬৭,৭৫৫ জোড়া থেকে বৃদ্ধি পেয়ে ২০২৪-২৫ সালে ৩,৬০৮,৯০৯ জোড়ায় উন্নীত হয়েছে।

ত্রৈমাসিক ভিত্তিতে গত বছরের তুলনায় এ বছরের প্রবৃদ্ধি/হ্রাস এর শতকরা হার ছিলো নিম্নরূপঃ

ত্রৈমাসিক সময়কাল	রপ্তানী (জোড়া)	রপ্তানী (রাজস্ব)
১ম প্রান্তিক	৪৪.৫৯%	৩৬.৮২%
২য় প্রান্তিক	২৬.৪১%	৫৬.১৫%
৩য় প্রান্তিক	৩১.৮০%	৩৮.৭৭%
৪র্থ প্রান্তিক	২১.১৩%	২৬.১৮%
মোট	**৩০.৩৯%**	**৩৭.৫৭%**

স্থানীয় ব্যবসা

২০২৪-২০২৫ সনে স্থানীয় পাদুকা বাজারে এপেক্স এর পণ্য বিক্রয় সম্মানজনক ভাবে বৃদ্ধি পেয়েছে। ২০২৪-২০২৫ সনে স্থানীয় বাজারে বিক্রয়ের পরিমাণ ৯৪৬.০২ মিলিয়ন টাকা যা পূর্ববর্তী অর্থবছরের তুলনায় ৯.৩১ শতাংশ বৃদ্ধি পেয়েছে। পূর্ববর্তী অর্থবছরের তুলনায় ২০২৪-২০২৫ অর্থবছরে পরিমাণের হিসাবে চামড়াজাত পণ্যের বিক্রয় বৃদ্ধি পেয়েছে ১৬.০৩ শতাংশ এবং সিনথেটিক্ পণ্যের বিক্রয় বৃদ্ধি পেয়েছে ৩ শতাংশ ও অন্যান্য পণ্য এর বিক্রয় ৯ শতাংশ বৃদ্ধি পেয়েছে।

ত্রৈমাসিক ভিত্তিতে গতবছরের তুলনায় স্থানীয় পাদুকা ব্যবসায় প্রবৃদ্ধি/হ্রাস এর হার ছিলো নিম্নরূপঃ

ত্রৈমাসিক সময়কাল	রাজস্ব (টাকা)	রাজস্ব (%)
১ম প্রান্তিক	১৮৪.৮২ মিলিয়ন	৯.১৩%
২য় প্রান্তিক	৩৫৪.০০ মিলিয়ন	১৫.৬৯%
৩য় প্রান্তিক	১০৯০.৩০ মিলিয়ন	৩৫.৬৩%
৪র্থ প্রান্তিক	(৬৮৩.১০) মিলিয়ন	(২৪.২৪)%
মোট	**৯৪৬.০২ মিলিয়ন**	**৯.৩১%**

পাদুকা শিল্পের ভবিষ্যৎ অবস্থা

- পাদুকা শিল্পে এশিয়া তার মজবুত অবস্থান ধরে রেখেছে, যেখানে প্রতি ১০ জোড়া পাদুকার মধ্যে প্রায় ৯ জোড়া তৈরী হয় এশিয়াতে - যা বৈশ্বিক উৎপাদনের ৮৮ শতাংশ।
- ২০২৫ সনে বৈশ্বিক পাদুকা বাজারের আয় ৪৯৫.৪৬ বিলিয়ন মার্কিন ডলারে উন্নীত হবে বলে ধারণা করা হচ্ছে, যেখানে বার্ষিক প্রবৃদ্ধির হার (CAGR 2025-2032) হবে ৬.৮৮ শতাংশ। মার্কিন যুক্তরাষ্ট্র ২০২৫ সনে, ১০১.৩৬ বিলিয়ন মার্কিন ডলার আয় করে বৈশ্বিক বাজারে শীর্ষস্থানে থাকবে।
- বৈশ্বিক পরিবেশ সচেতনতা বৃদ্ধির কারণে ইউরোপীয় বাজার আগামী বছরগুলোতে উচ্চ প্রবৃদ্ধি হবে বলে আশা করা হচ্ছে। এর ফলে জৈব তুলা, পুনর্ব্যবহারযোগ্য প্লাস্টিক এবং প্রাকৃতিক রাবার দিয়ে তৈরি পরিবেশবান্ধব পাদুকার গ্রহণযোগ্যতা বাড়ছে।
- অনলাইন/ই-কমার্স খাতটি দ্রুততম বার্ষিক প্রবৃদ্ধি (CAGR) অর্জন করবে বলে ধারণা করা হচ্ছে। পাদুকা ব্র্যান্ডগুলো তাদের ব্যবসা সম্প্রসারণের জন্য অনলাইন খুচরা বিক্রয় চ্যানেলকে অগ্রাধিকার দিচ্ছে, অন্যদিকে ভোক্তারাও সহজলভ্যতা ও সুবিধার কারণে অনলাইন কেনাকাটার প্রতি বেশি আগ্রহী হচ্ছেন।
- অন্যান্য ব্যবসার ন্যায় কাঁচামাল ও জ্বালানী খাতে ক্রমাগত মূল্য বৃদ্ধির কারনে পাদুকা খাতও ব্যাপকভাবে ক্ষতিগ্রস্থ হয়। পাদুকা বিশেষজ্ঞদের মতে, ক্রমাগত মূল্য বৃদ্ধির এই ধারা পাদুকার মূল্য নির্ধারণে ভূমিকা রাখবে।
- বিশ্বব্যাপী টেকসই পাদুকার চাহিদা ক্রমাগত বৃদ্ধি পাওয়ায় ইতালি ও স্পেনের মত দেশসমূহ উদ্ভাবনী পরিবেশবান্ধব উপকরণ এবং উৎপাদন পদ্ধতির মাধ্যমে নেতৃত্ব দিচ্ছে।
- ২০২৫ সনে বৈশ্বিক পাদুকা বাজারে "Casual Footwear" এর অংশীদারিত্ব থাকবে সর্বাধিক। এর কারণ হলো বহুমুখী ব্যবহার, আরামদায়কতা, দৈনন্দিন ফ্যাশন এবং ফিটনেস এর সঙ্গে সামঞ্জস্যপূর্ণতা।

২০২৫-২০২৬ সনের জন্য এপেক্স ফুটওয়্যার লিমিটেড নিম্নলিখিত বিষয়গুলোকে যথাযথ গুরুত্বের সাথে বিবেচনায় রেখেছেঃ

১. পণ্যের মূল্য বৃদ্ধির সাথে মুনাফার সামঞ্জস্য বিধান।
২. রপ্তানী বাণিজ্যে মার্কিন যুক্তরাষ্ট্র, ভারত, জাপান, মধ্যপ্রাচ্য ও ইউরোপীয় ইউনিয়নের বাজারকে প্রাধাণ্য প্রদান।
৩. কর্মদক্ষতা বৃদ্ধির পাশাপাশি সামগ্রিকভাবে উৎপাদনশীলতার উন্নয়ন নিশ্চিত করণ।
৪. স্থানীয় ব্যবসার জন্য 'Omni-channel' ব্যবহারের সক্ষমতা আরও শক্তিশালী করতে হবে।
৫. পরিচালন দক্ষতাসহ মুনাফা বৃদ্ধির জন্য ব্র্যান্ডসহ নতুন ক্রেতা/বাজারের শ্রেনীবিন্যাস নিয়ে কাজ করতে হবে।
৬. Non- Footwear ব্যবসায় বিনিয়োগ ও সম্প্রসারণের চেষ্টা করতে হবে।
৭. কর্মীদের মান উন্নয়নের লক্ষ্যে ক্রমাগত প্রশিক্ষণ ও উন্নয়ন প্রচেষ্টা অব্যাহত রাখতে হবে।
৮. আমাদের নিজস্ব ব্র্যান্ডগুলোর উন্নয়নসহ বৈশ্বিক ব্র্যান্ডের সাথে কাজ করার লক্ষ্যে বিনিয়োগ বৃদ্ধি করতে হবে।
৯. প্রতিষ্ঠানে যথাযথ প্রযুক্তি, স্বয়ক্রিয়তা ও ডিজিটালাইজেশন এ বিনিয়োগ করতে হবে।
১০. টেকসই প্রবৃদ্ধির ক্ষেত্রে সর্বোচ্চ মান অর্জন করতে হবে।
১১. সর্বোস্তরে মজুত পণ্যের পরিমান হ্রাস করার জন্য 'Supply Chain Management' কে শক্তিশালী করতে হবে।

জুলাই ২০২৪ থেকে কোম্পানীর উল্লেখযোগ্য অর্জনসমূহ

- **'Retail Asia Awards 2025'- দুটি ক্যাটাগরিতে সম্মাননা অর্জন করেছেঃ**
  - Footwear Retailer of the Year – Bangladesh
  - Sustainability Initiative of the Year - Bangladesh
- কোম্পানী Worldwide Responsible Accredited Production (WRAP) কমপ্লায়েন্স এ গোল্ড সনদ অর্জন করেছে।
- কোম্পানী "Best Loyalty Campaign Category" তে "Bangladesh Retail Award-2024" অর্জন করেছে।
- কোম্পানীর ট্যানারী ইউনিট LWG কর্তৃক নিরীক্ষায় Gold ক্যাটাগরিতে Traceability: 100% এর সনদ অর্জন করেছে।
- 'Retail Shoe' খাতে "Best Brand Award Bangladesh-2024" সম্মাননা অর্জন করেছে।

তুলনামূলক বার্ষিক ফলাফল (জুলাই - জুন)

	২০২৪-২৫	২০২৩-২৪	পরিবর্তন (+/-)
বিক্রয় (মিলিয়ন টাকায়)	১৭,৭৩৪.৩১	১৪,৯৭৮.১৬	+ ১৮.৪০%
মোট মুনাফা (মিলিয়ন টাকায়)	৫,১৩১.৬১	৪,৫৪০.৮৯	+ ১৩.০১%
পরিচালন মুনাফা (মিলিয়ন টাকায়)	১,৭০৩.৮০	১,২৭৮.৭০	+ ৩৩.২৫%
কর পরবর্তী মুনাফা (মিলিয়ন টাকায়)	১৩৫.৫৭	১৭৬.৪৩	- ২৩.১৬%
শেয়ার প্রতি আয় (পূর্ণ টাকায়)	৮.৬২	১১.২২	- ২৩.২০%
শেয়ার প্রতি নীট পরিচালন নগদ প্রবাহ (পূর্ণ টাকায়)	৫৬.৪৮	১৬৫.৮৮	- ৬৫.৯৫%
শেয়ার প্রতি নীট সম্পদ মূল্য (পূর্ণ টাকায়)	৪৩৬.৬৮	৪৩১.২৪	+ ১.২৬%

২০২৫ সনে COGS ১.৩৮ শতাংশ বৃদ্ধি পাওয়ায় শেয়ার প্রতি আয় (EPS) গত বছরের তুলনায় ২.৬০ টাকা হ্রাস পেয়েছে। ২০২৪-২০২৫ অর্থবছরে আয়কর ব্যয় ও প্রভিশন ছিলো ৬৪.১৯ শতাংশ যা গত অর্থবছরের তুলনায় ৩৫.২৩ শতাংশ বৃদ্ধি পেয়েছে। ফাইন্যান্স অ্যাক্টের মাধ্যমে প্রবর্তিত সংশোধিত করহার অনুযায়ী স্থানীয় বাজারে বিক্রয়ের বিপরীতে কর প্রভিশন ৪০ শতাংশ বৃদ্ধি পেয়েছে।

২০২৪-২৫ সনে ৫.০৭ কোটি টাকা গত বছরের তুলনায় আয়কর প্রদান বৃদ্ধি পাওয়ায় শেয়ার প্রতি নিট পরিচালন নগদ প্রবাহ (NOCFPS) ২০২৩-২৪ সনে ১৬৫.৮৮ টাকা থেকে হ্রাস পেয়ে ২০২৪-২৫ সনে ৫৬.৪৮ টাকায় পৌঁছেছে।

মোট সম্পদের প্রবৃদ্ধি হওয়ায় প্রতি শেয়ারে কোম্পানির নিট সম্পদমূল্য (NAVPS) গত বছরের তুলনায় ১.২৬ শতাংশ বৃদ্ধি পেয়েছে।

২০২৩-২৪ অর্থবছরের তুলনায় ২০২৪-২৫ অর্থবছরের লক্ষ্যনীয় পরিবর্তনাদির বিশ্লেষণ

রপ্তানি বিক্রয় মূল্যের ভিত্তিতে বেড়েছে	৩৭.৫৭%
রপ্তানি বিক্রয় পরিমাণের ভিত্তিতে বেড়েছে	৩০.৩৯%
স্থানীয় বিক্রয় মূল্যের ভিত্তিতে বেড়েছে	৯.৩১%
স্থানীয় বিক্রয় পরিমাণে ভিত্তিতে বেড়েছে	৫.৮৬%
মোট মুনাফা বেড়েছে	১৩.০১%

স্বার্থসংশ্লিষ্ট প্রতিষ্ঠানের সাথে লেনদেন

এ বিষয়ে কোম্পানীর নিরীক্ষিত আর্থিক প্রতিবেদনের নোট নং ৩১ এ International Accounting Standards (IAS) ২৪ অনুসারে বিস্তারিত বর্ণনা করা হয়েছে। উক্ত লেনদেন ব্যতিত অর্থবছরে কোম্পানীর কোন পরিচালক বা স্বার্থসংশ্লিষ্ট অন্যান্য কোম্পানীর সাথে কোন লেনদেন সংগঠিত হয়নি।

জুন ২০২৪ সনের তুলনায় জুন ২০২৫ সনের শেষে কোম্পানীর আর্থিক অবস্থায় পরিবর্তনের মূখ্য বিষয়গুলোর উপর আলোকপাত

- **সম্পদ, স্থাপনা ও সরঞ্জামাদি**

  এই বছরে সম্পদ, স্থাপনা ও সরঞ্জামাদি বৃদ্ধি পেয়েছে ৬৫৪.৭৮ মিলিয়ন টাকার সমপরিমাণ, যার মধ্যে বিল্ডিং খাতে বেড়েছে ৮৩০.৯৪ মিলিয়ন টাকা, যন্ত্রপাতি খাতে কমেছে ৭৫.০৮ মিলিয়ন টাকা, যানবাহন খাতে হ্রাস পেয়েছে ৩.৭৬ মিলিয়ন টাকা, অফিস সরঞ্জামাদিতে বেড়েছে ১৯.৫০ মিলিয়ন টাকা, কম্পিউটার এবং প্রিন্টার্স খাতে কমেছে ১.৯২ মিলিয়ন টাকা, আসবাবপত্রে কমেছে ১৫.২৪ মিলিয়ন টাকা, কম্পিউটার সফটওয়্যার খাতে কমেছে ১২.৫০ মিলিয়ন টাকা এবং দোকানের সাজ-সজ্জায় ৮৭.১৬ মিলিয়ন টাকা হ্রাস পেয়েছে।

- **অসম্পন্ন মূলধনী বিনিয়োগ**

  এই বছরে এ ধরণের বিনিয়োগ বেড়েছে ৮.০৩ মিলিয়ন টাকা, যার মধ্যে ভবন নির্মাণ খাতে কমেছে ১১.৩৫ মিলিয়ন টাকা, যন্ত্রপাতি খাতে বেড়েছে ১৯.৩৮ মিলিয়ন টাকা।

- **মজুতসমূহ**

এ বছর শেষে মজুতের পরিমাণ বেড়েছে ২,১৯১.৪৩ মিলিয়ন টাকা যা জুন ২০২৪ সময়ের তুলনায় ১৬.৬১ শতাংশ বৃদ্ধি পেয়েছে। জুন ২০২৪ এর তুলনায় জুন ২০২৫ শেষে চামড়া ও অন্যান্য কাঁচামালের মজুত বেড়েছে ২৮৩.১৩ মিলিয়ন টাকা, তৈরীকৃত পাদুকা ও অন্যান্য পণ্যের মজুত বেড়েছে ১,১৬০.৫৮ মিলিয়ন টাকা, আনুষঙ্গিক সরঞ্জামাদি ও উপাদানসমূহের মজুত বেড়েছে ৬৫৯.০৮ মিলিয়ন টাকা, প্যাকিং সংক্রান্ত পণ্যের মজুত বেড়েছে ৬৪.৬৪ মিলিয়ন টাকা এবং উৎপাদনের বিভিন্ন স্তরে **(অসম্পন্ন মূলধনী বিনিয়োগ)** মজুত বেড়েছে ২৪.০১ মিলিয়ন টাকা।

- **ব্যবসায়িক পাওনাসমূহ**

ব্যবসায়িক ও অন্যান্য পাওনা ২০২৪ সালের জুন মাসের শেষে থাকা স্থিতির তুলনায় ০.৩৯ শতাংশ বা ৬.৭১ মিলিয়ন টাকা হ্রাস পেয়েছে। নিরাপত্তা নিশ্চিতকরণ ও বিগত বছরগুলোর পাওনার শতভাগ আদায়ের নিরিখে সকল পাওনাকেই আদায়যোগ্য বলে ধরে নেওয়া যায়।

- **দীর্ঘ মেয়াদী দায়**

দীর্ঘ মেয়াদী দায় (Non-Current Liabilities) বৃদ্ধি পেয়েছে ০.৭৩ শতাংশ বা ৫০.৬০ মিলিয়ন টাকা, যার মধ্যে রয়েছে - ভবন, যন্ত্রপাতি ও অন্যান্য স্থায়ী ব্যয়ের জন্য মূলধনী ব্যয়ের দীর্ঘমেয়াদি ঋণ ৫৫.২৬ মিলিয়ন টাকা হ্রাস, IFRS 16-Lease Accounting-এর প্রভাব হিসেবে ৭০.২৬ মিলিয়ন টাকা বৃদ্ধি, এবং অবসর সুবিধা দায় (গ্র্যাচুইটি) হিসেবে ৩৫.৫৯ মিলিয়ন টাকা বৃদ্ধি।

- **স্বল্পকালীণ সময়ে পরিশোধনীয় ঋণ**

স্বল্পকালীণ সময়ে পরিশোধনীয় ঋণ (Short Term Borrowings) বৃদ্ধি পেয়েছে ১৫.৩৯% বা ১,৯৮০.৭৯ মিলিয়ন টাকা, যা মূলত হয়েছে- নতুন আউটলেট ও ডিপোর লিজদাতাদের কাছে অগ্রিম/জমা প্রদান, মেয়াদোত্তীর্ণ লিজ ভাড়া চুক্তির নবায়ন, এবং স্থানীয় বাজারে চাহিদা বৃদ্ধির সম্ভাবনা বিবেচনায় প্রস্তুত পণ্যের মজুদ রক্ষার্থে।

মুনাফার বন্টন

	মিলিয়ন টাকায়
সংরক্ষিত মুনাফা তহবিল এর ব্যালেন্স জুলাই ১, ২০২৪	১,৯৩৭.০৯
বাদ: ২০২৩-২৪ এর নগদ লভ্যাংশের জন্য ব্যবহৃত	(৫০.০২)
বাদ: ২০২৩-২৪ এর স্টক লভ্যাংশের জন্য ব্যবহৃত	(১৪.২৯)
যোগ: ২০২৪-২৫ সনের কর পরবর্তী মুনাফা	১৩৫.৫৭
বন্টনযোগ্য সংরক্ষিত মুনাফা তহবিলের ব্যালেন্স	২,০০৮.৩৫

লভ্যাংশ

পরিচালকমন্ডলী ২০২৪-২৫ সনের জন্য চূড়ান্তভাবে ৫০% লভ্যাংশ প্রদানের সুপারিশ করেছে। এই ৫০% লভ্যাংশের মধ্যে রয়েছে ২৫% নগদ লভ্যাংশ, প্রতি শেয়ারে ২.৫০ টাকা এবং ২৫% শেয়ার লভ্যাংশ, অর্থাৎ প্রতি ১০০ শেয়ারের বিপরীতে ২৫টি বোনাস শেয়ার। ২৫% নগদ লভ্যাংশের মোট পরিমাণ ৩৯,৩০৬,০৯৩ টাকা, যার মধ্যে ৩৭,২১৫,৮৬৩ টাকা ডিভিডেন্ড ইকুয়ালাইজেশন ফান্ড থেকে প্রদান করা হবে এবং অবশিষ্ট ২,০৯০,২৩০ টাকা চলতি বছরের কর-পরবর্তী মুনাফা থেকে প্রদান করা হবে। প্রস্তাবিত লভ্যাংশটি কোম্পানির বার্ষিক সাধারণ সভায় অনুমোদন সাপেক্ষে শেয়ারহোল্ডারদের মধ্যে বিতরণ করা হবে।

পরিচালকদের নিয়োগ ও পুনঃনিয়োগ

কোম্পানীর পরিচালকমন্ডলীর নিয়োগ, অবসর এবং পুনঃনিয়োগ কোম্পানীর সংঘবিধি, কোম্পানী আইন এবং সংশ্লিষ্ট অন্যান্য আইনের সমন্বয়ে হয়ে থাকে। কোম্পানির সংঘবিধির অনুচ্ছেদ ১১৩, ১১৪ ও ১১৫ অনুযায়ী পরিচালক জনাব নিরঞ্জন চন্দ্র দেবনাথ এই বার্ষিক সাধারণ সভায় অবসর গ্রহণ করবেন এবং যোগ্য বিধায় পুনঃনির্বাচিত হওয়ার জন্য ইচ্ছা প্রকাশ করেছেন।

বাংলাদেশ সিকিউরিটিজ অ্যান্ড এক্সচেঞ্জ কমিশনের কর্পোরেট গভর্নেন্স কোড-২০১৮ অনুযায়ী, একজন স্বতন্ত্র পরিচালকের মেয়াদকাল তিন বছর, যা আরেক দফার জন্য নবায়নযোগ্য। মিসেস পারভীন মাহমুদ এফসিএ-এর স্বতন্ত্র পরিচালক হিসেবে মেয়াদ উত্তীর্ণ হওয়ায়, পরিচালনা পর্ষদ মিজ্ শীলা আর রহমান-কে কোম্পানির নতুন স্বতন্ত্র পরিচালক হিসেবে নিয়োগ দিয়েছে, যা এই ৩৫তম বার্ষিক সাধারণ সভায় শেয়ারহোল্ডারদের অনুমোদনের জন্য উপস্থাপন করা হয়েছে।

অবসরপ্রাপ্ত ও পুনঃনিয়োগ এবং নবনিযুক্ত স্বতন্ত্র পরিচালকের সংক্ষিপ্ত জীবনবৃত্তান্তসহ স্বার্থ সংশ্লিষ্ট প্রতিষ্ঠানের তথ্য পরিচালনা পর্ষদের প্রোফাইল অংশ ও সংযোজনী-৪ এ উল্লেখ করা হয়েছে।

সংবিধিবদ্ধ নিরীক্ষকের পুনঃনিয়োগ

মেসার্স এম. জে. আবেদিন অ্যান্ড কো., চার্টার্ড একাউন্ট্যান্টস, কোম্পানির বর্তমান সংবিধিবদ্ধ নিরীক্ষক, এই বার্ষিক সাধারণ সভায় অবসর গ্রহণ করেছেন এবং পুনঃনিয়োগ প্রাপ্তির জন্য প্রস্তাব করেছেন। পরিচালকমন্ডলী ২৫ সেপ্টেম্বর ২০২৫ তারিখে অনুষ্ঠিত সভায় সুপারিশ করেছে যে, মেসার্স এম. জে. আবেদিন অ্যান্ড কো., চার্টার্ড একাউন্ট্যান্টস ২০২৫-২৬ অর্থবছরের জন্য কোম্পানির সংবিধিবদ্ধ নিরীক্ষক হিসেবে পুনঃনিয়োগ করা সহ অডিট ফি হিসেবে ৬,০০,০০০ টাকা (ছয় লাখ টাকা) প্রদানের সুপারিশ করেছেন।

নিরীক্ষকের আর্থিক বিবরণী সংক্রান্ত মতামত

পরিচালকমন্ডলী ২৫ সেপ্টেম্বর ২০২৫ তারিখের সভায় ৩০ জুন ২০২৫ সমাপ্ত বছরের আর্থিক বিবরণীর উপর সংবিধিবদ্ধ নিরীক্ষকের সংশোধিত মতামত আলোচনা করেছেন। পরিচালকমন্ডলী লক্ষ্য করেছেন যে, কারখানা ভবন নির্মাণের জন্য ব্যবহৃত দীর্ঘমেয়াদি ঋণের সুদের অংশকে মূলধনীকরণের সিদ্ধান্তটি অত্যন্ত কঠিন ও ব্যতিক্রম পরিস্থিতিতে গৃহিত হয়েছিল। জুলাই আন্দোলনের পর সরকার পরিবর্তনের কারণে দেশে রাজনৈতিক অস্থিরতা ও অনিশ্চয়তা দেখা দেয়। ফলে কোম্পানির স্থানীয় ও রপ্তানী উভয় ব্যবসায়িক কার্যক্রম মারাত্মকভাবে ক্ষতিগ্রস্ত হয়। অর্থবছরের প্রথমার্ধে কারখানা বন্ধ থাকায় অধিকাংশ কার্যদিবসেই উৎপাদন স্থগিত ছিল। পরবর্তীতে, কার্যক্রম পুনরায় শুরু হলে বাজারের চাহিদা মেটানোর জন্য কোম্পানি বাজেটের তুলনায় বেশি পরোক্ষ ব্যয় বহন করেছে। বিস্তারিত ব্যাখ্যা আর্থিক বিবরণীর নোট নং ৩.২-এ প্রদান করা হয়েছে।

কমপ্লায়েন্স নিরীক্ষকের নিয়োগ

পরিচালকমন্ডলী ২৫ সেপ্টেম্বর ২০২৫ তারিখে অনুষ্ঠিত সভায় আজিজুর রহমান অ্যান্ড অ্যাসোসিয়েটস, চার্টার্ড সেক্রেটারিজ, কোম্পানির কর্পোরেট গভর্নেন্স কোড এর অডিটের জন্য ২০২৫-২৬ অর্থবছরের কমপ্লায়েন্স নিরীক্ষক হিসেবে নিয়োগ প্রদানের সুপারিশ করেছেন।

বাংলাদেশ সিকিউরিটিজ অ্যান্ড এক্সচেঞ্জ কমিশনের কমপ্লায়েন্স

বাংলাদেশ সিকিউরিটিজ অ্যান্ড এক্সচেঞ্জ কমিশনের ১৯৬৯ সনের অধ্যাদেশের ২সিসি ধারা অনুযায়ী ২০১৮ সালের ৩রা জুন তারিখের কমিশনের প্রজ্ঞাপন নং বিএসইসি/সিএমআরআরসিডি/২০০৬-১৫৮/২০৭/এডমিন/৮০ এর ৫ নং শর্ত অনুযায়ী কমপ্লায়েন্স প্রতিবেদন এই বার্ষিক প্রতিবেদনে সংযুক্ত করা হয়েছে।

মান নির্ধারণ প্রতিবেদন

ক্রেডিট রেটিং ইনফরমেশন অ্যান্ড সার্ভিসেস লিমিটেড (CRISL) এপেক্স ফুটওয়্যার লিমিটেড (AFL)-কে দীর্ঘমেয়াদী ঋণের ক্ষেত্রে "AA" (ডাবল এ) এবং স্বল্পমেয়াদী ঋণের ক্ষেত্রে "ST-3" মান প্রদান করেছে। উল্লিখিত মান নির্ধারিত হয়েছে ৩০ জুন ২০২৪ পর্যন্ত নিরীক্ষিত আর্থিক বিবরণী এবং ২০২৪-২৫ অর্থবছরের প্রথম ত্রৈমাসিকের প্রকাশিত অনিরীক্ষীত আর্থিক তথ্য ও অন্যান্য প্রাসঙ্গিক তথ্যের ভিত্তিতে। উপরোক্ত মান পুনঃনিশ্চিত করা হয়েছে কোম্পানির স্থিতিশীল ব্যবসায়িক কার্যক্রম, ভালো উৎপাদন সুবিধা, অভিজ্ঞ ব্যবস্থাপনা দল, বিতরণ নেটওয়ার্ক, রপ্তানি দক্ষতা ইত্যাদি ধারাবাহিকভাবে অক্ষুন্ন রাখার কারণে। তবে কিছু সীমাবদ্ধতা রয়েছে, যেমন ঋণভিত্তিক মূলধনী কাঠামো, মধ্যম লাভজনকতা, বাজারে উল্লেখযোগ্য প্রতিযোগিতা, মুদ্রার বিনিময় হার এবং পণ্যের অকেজো হওয়ার ঝুঁকি।

দীর্ঘ মেয়াদে এ ধরনের মানপ্রাপ্ত প্রতিষ্ঠানসমূহকে উচ্চমানের বলে ধরে নেয়া হয়। এরূপ প্রতিষ্ঠানসমূহ নিরাপদ বিনিয়োগ আকর্ষনে সক্ষম এবং ভাল ঋণগ্রহীতা হিসেবে বিবেচিত। এমন মানপ্রাপ্ত ব্যবসায়িক প্রতিষ্ঠান দৃঢ় ঋণ ব্যবস্থাপনার পরিচায়ক। এধরণের প্রতিষ্ঠানে বিনিয়োগে ঝুঁকি অত্যন্ত কম এবং তা মূলতঃ দেশের অর্থনৈতিক অবস্থার উপর নির্ভরশীল। স্বল্প মেয়াদী ঋণের ক্ষেত্রে এ প্রতিষ্ঠানের মান সঠিক সময়ে ঋণ পরিশোধে সর্বোচ্চ নিরাপত্তার পরিচায়ক।

CRISL প্রতিষ্ঠানটিকে "স্থিতিশীল অবস্থা" হিসাবে নির্ধারণ করে এবং আশাব্যক্ত করে যে অদূর ভবিষ্যতেও কোম্পানী এই মৌলিকত্ব বজায় রাখতে সক্ষম হবে। ক্রেডিট রেটিং রিপোর্ট নং- সিআরআইএসএল/কম/৭৫৬০/২৪, তারিখ ২৩ ডিসেম্বর, ২০২৪, পৃষ্ঠা-১।

স্বীকৃতি

পরিচালকমন্ডলীর পক্ষ থেকে আমি সম্মানিত শেয়ারহোল্ডারগণের প্রতি তাদের সহযোগিতা ও সমর্থনের জন্য কৃতজ্ঞতা প্রকাশ করছি এবং সেই সাথে আমাদের পণ্য ও প্রতিষ্ঠানের উপর গভীর আস্থা রাখার জন্য ক্রেতাদের জানাই ধন্যবাদ। এছাড়া আমি বিশেষভাবে ধন্যবাদ জানাই এপেক্স ফুটওয়্যার লিমিটেডের সকল কর্মচারীকে, যাদের দায়িত্ববোধ, ত্যাগ এবং কঠোর পরিশ্রমের কারণে আমরা ২০২৪-২৫ অর্থবছরে সফল ফলাফল অর্জন করতে পেরেছি। পরিশেষে ভবিষ্যতে কোম্পানীর টেকসই উন্নয়নের চালিকা শক্তি হিসাবে আপনাদের সকলের সার্বক্ষণিক সহযোগিতা এবং সমর্থন কামনা করছি।

পরিচালকমন্ডলীর পক্ষে

গোলাম মইন উদ্দিন
চেয়ারপারসন

সেপ্টেম্বর ২৫, ২০২৫
ঢাকা

REPORT OF THE DIRECTORS

DEAR SHAREHOLDERS,

On behalf of the Board of Directors of Apex Footwear Limited, I welcome you all to this 35th Annual General Meeting of your Company and have the pleasure of presenting the Annual Report along with the Audited Financial Statements for the year ended 30 June 2025.

STATE OF GLOBAL FOOTWEAR INDUSTRY IN 2024

In 2024, global footwear exports experienced a 4.6% increase in volume compared to the previous year. Global footwear production recovered, increasing by 6.9%. However, Global footwear production in 2024 reached 23.9 billion pairs represents an increase over the previous year.

- World footwear exports reached 14.8 billion pairs in 2024.
- Worldwide footwear production increased by 6.9% in 2024.
- In terms of geographical distribution, Asia's contribution towards production was 88%, followed by South America 5.0%, Africa 3.2% and Europe 2.3%.
- China remained the leading footwear exporter in 2024 with a 62.2% global market share.
- In 2024, USA's domestic footwear consumption reached to 9.8%, year on year.
- In 2024, Germany remained Europe's largest footwear exporter.
- In 2024, the average export price per pair of footwear dipped to USD 11.47.

The global footwear market was valued at USD 463.87 billion in 2024. Asia Pacific dominated the market with a 32.07% share, supported by strong manufacturing bases in China and India, rising disposable incomes, rapid urbanization, and the growth of e-commerce across the region. In contrast, Europe's share saw a modest increase, reaching 13.5% in 2024.

GLOBAL FOOTWEAR CONSUMPTION IN 2024

Structural forces such as demographic shifts and economic development continue to shape global footwear consumption patterns in gradual but decisive ways. Asia's share of global consumption has risen from 49% to 55.5%, a figure that is expected to grow further. Despite this increase, per capita consumption in Asia remains relatively low at just 2.5 pairs per year – well below levels seen in other regions. In contrast, Europe's share of global consumption has been steadily declining. In 2024 for the first time, Europe fell behind North America which leads the world in per capita footwear consumption. Meanwhile, consumption in Africa remains subdued but is projected to expand over the long term.

The following top 10 footwear consumer countries in terms of volume.

RANK	COUNTRY	WORLD SHARE
1	China	18.6%
2	India	13.3%
3	USA	9.8%
4	European Union	9.6%
5	Brazil	3.2%
6	Japan	2.9%
7	Pakistan	2.8%
8	Indonesia	2.2%
9	Bangladesh	1.9%
10	Russian Fed.	1.8%

Source: The World Footwear 2025 Yearbook

TOP 10 FOOTWEAR EXPORTERS IN 2024

The following top 10 footwear exporting nations all experienced an increase in export volumes in 2024 compared to last year. However, the composition of the list remained largely unchanged, with only minor shifts in ranking. Netherlands regained his lost place, securing 9th position, displacing the Spain from the top 10. Additionally, India surpassed Türkiye to be ranked 5th.

RANK	COUNTRY	PAIRS (MILLIONS)	WORLD SHARE
1	CHINA	9203	62.20%
2	VIETNAM	1583	10.7%
3	INDONESIA	601	4.1%
4	GERMANY	351	2.4%
5	INDIA	266	1.8%
6	TURKIYE	238	1.6%
7	BELGIUM	216	1.5%
8	CAMBODIA	207	1.4%
9	NETHERLANDS	185	1.3%
10	ITALY	185	1.2%

Source: The World Footwear 2025 Yearbook

TOP FOOTWEAR PRODUCING COUNTRIES

The global footwear industry continues to be dominated by the Asian countries. According to the World Footwear 2025 Yearbook, China remains in the top, manufacturing more than half of the world's footwear. China's position is largely supported by its vast manufacturing infrastructure, economies of scale, and an extensive supply chain ecosystem that enables both mass production and cost efficiency.

The following top 10 footwear manufacturing countries in terms of volume:

RANK	COUNTRY	WORLD SHARE
1	China	54.3%
2	India	12.5%
3	Vietnam	6.5%
4	Brazil	3.9%
5	Pakistan	2.6%
6	Indonesia	2.1%
7	Bangladesh	2.1%
8	Türkiye	1.9%
9	Cambodia	0.9%
10	Mexico	0.9%

IMPACTS ON GLOBAL FOOTWEAR MARKET

In recent years, global demand for technologically advanced footwear has grown steadily. Tech-savvy customers are particularly drawn to smart shoes equipped with features such as activity tracking, navigation assistance, and music control. For example, in January 2023, Ajanta Shoes, an India-based brand, launched the NAVIGATOR, a smart shoe integrated with gyroscopic technology, music app access, fall detection, and workout tracking. Moreover, smart shoes are increasingly being used for fitness tracking and health monitoring.

Growing consumer awareness of environmental protection is driving demand for eco-friendly products, including sustainable footwear made from materials such as organic cotton, natural rubber, and recycled plastics. These products have minimum environmental impact, which makes them highly appealing for eco-conscious consumers.

GLOBAL FOOTWEAR INDUSTRY OVERVIEW AMID US TARIFFS

Following President Trump's recent executive order imposing new customs tariffs on all products shipped to the United States after August 7, the European Union emerges as the least affected region. While most countries will face additional tariffs ranging from 10% to 30% on top of existing duties, the EU benefits from a specific exemption: its 15% tariff will not be cumulative with historical tariffs.

By contrast, major footwear-producing countries in Asia will be hit harder, with new tariffs stacking on top of existing ones. Exports from India will face a total tariff of 50%, Vietnam and Bangladesh 20%, while Indonesia, Cambodia, and Pakistan will each be subject to 19%. This uneven application underscores significant challenges for Asian exporters, who dominate global footwear production.

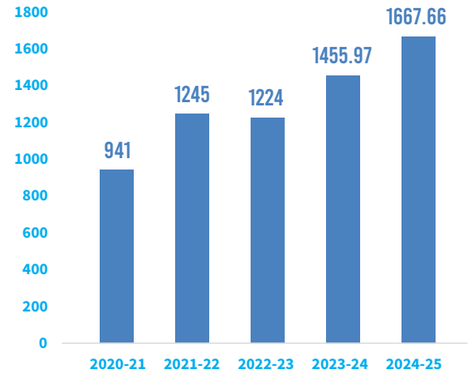
BANGLADESH LEATHER & FOOTWEAR SECTOR

Bangladesh exported leather and footwear to 111 countries and this sector contributed 3.45% of the overall export in FY 2024-2025. Total sectoral exports for leather, leather products, leather footwear and non-leather footwear were USD 1.67 billion which are 14.54% increase compared to last year. More than USD 128 million of leather footwear was exported compared to last year.

- Leather footwear export has increased by almost 23.54% over the same period last year with a value of more than USD 672 million exports.
- Non-leather footwear accounted for USD 522.59 million worth of export with almost 25.37% increase over same period last year.

EXPORT OF LEATHER, GOODS & FOOTWEAR

(IN MILLION USD)



Diversifying markets is very important to sustain future growth. Bangladesh has very high growth potential in leather goods, leather and synthetic footwear exports to the US market. Leading US brands and retailers are looking more now at Bangladesh for sourcing, but the country's ability to gain market share will depend on the competitiveness, foreign policy, speed to market, standards and also supply chain.

According to the data released by the Export Promotion Bureau of the Government of Bangladesh, from 2024 to 2025, the country's total sectoral exports amounted to USD 1.67 billion, an increase of 14.54% compared to the same period of the previous year.

APEX FOOTWEAR BUSINESS: 2024-25 IN REVIEW

EXPORT BUSINESS

2024-25 was an exceptionally challenging year in terms of global footwear demand that was worsened by rising inflation, US reciprocal tariff issue, weak consumer demand in key markets such as Europe and Japan and changed consumer behavior across the world. Apex struggled to ensure smooth order flow from its major customers in Europe, Asia Pacific and North America throughout the year to fill its capacity.

Apex export sales in Jul 2024-Dec 2024 increased by 35.18% equivalent to 478,252 pairs more compared to the same period last year. Whereas, from Jan 2025 - June 2025, export quantity increased by 25.71% equivalent to 362,902 pairs more, compared to the same period last year.

Apex exported total 1,267,572 pairs of textile athletic footwear during the year 2024-25, which was an increase in 53.27% compared to the same period last year.

Total export in 2024-25 increased to 3,608,909 pairs from 2,767,755 pairs in 2023-24.

The table below represents quarterly increase/decrease in percentage, year on year, in exports:

QUARTER	EXPORT PAIRS	EXPORT REVENUE
Q1	44.59%	36.82%
Q2	26.41%	56.15%
Q3	31.80%	38.77%
Q4	21.13%	26.18%
Total	30.39%	37.57%

DOMESTIC BUSINESS

Apex achieved moderate growth in its domestic sales during the year 2024-25. Domestic sales has increased by Tk. 946.02 million which was equivalent to 9.31% growth, year on year. In volume terms during the year 2024-25, leather product sales increased by 16.03% and synthetic sales increased by 3% & other product sales increased by 9%, compared to the same period last year.
The table below reflects quarterly increase/decrease in local sales, year on year:

QUARTER	REVENUE (TAKA)	REVENUE
Q1	184.82 million	9.13%
Q2	354.00 million	15.69%
Q3	1,090.30 million	35.63%
Q4	(683.10 million)	(24.24%)
Total	946.02 million	9.31%

FUTURE OUTLOOK OF THE INDUSTRY

- Manufacturing in the footwear industry continues to be strongly concentrated in Asia, where almost 9 out of every 10 pairs are produced accounting for 88% of global production.
- The global footwear market is predicted to witness a revenue of USD 495.46 billion in 2025, with an annual growth rate of 6.88% (CAGR 2025-2032). In terms of revenue generation, USA leads the global market with USD 101.36bn in 2025
- The European market is projected to grow at a high rate in the forthcoming years, backed by growing sustainability awareness, which increases the adoption of eco-friendly footwear made from materials such as organic cotton, recyclable plastic, and natural rubber.
- The online/e-commerce segment is projected to register the fastest CAGR, driven by both supply- and demand-side factors. Footwear brands are increasingly prioritizing online retail channels to expand. While consumers are showing a stronger preference for online shopping due to its convenience.
- The prices of materials and energy have been increasing rapidly and have severely affected the footwear business like all others. Most footwear experts stated that the prices of footwear will be significantly impacted by these cost increases over the year.
- As the demand for sustainable footwear continues to increase worldwide. Countries like Italy and Spain are leading the way with innovative eco-friendly materials and production methods.
- By type, casual footwear is projected to hold the largest market share in 2025, driven by its versatility, comfort, and strong alignment with everyday fashion preferences and the growing popularity of athleisure lifestyles.

APEX FOOTWEAR WILL FOCUS ON THE FOLLOWING AREAS IN 2025-26

1. Value growth and margin protection
2. Pivot to US, India, Japan, Middle East, and EU markets
3. Drive efficiency and productivity gains
4. Strengthen Omni-channel capability for local business
5. Target brands and customers which offer to allow higher operational efficiency or higher margins
6. Develop and invest in non-footwear opportunities
7. Accelerate continuous learning and developing best-in-class people
8. Continue to invest in our own brands and partner with global brands
9. Invest in appropriate technology, automation and digitalization across the organization
10. Attain best in class sustainability standards
11. Drive supply chain management to reduce inventory at all stages of our operations

APEX FOOTWEAR MILESTONES SINCE JULY 2024

- Achieved the 'Retail Asia Awards 2025' in two categories: "Footwear Retailer of the Year - Bangladesh" and "Sustainability Initiative of the Year - Bangladesh".
- The Company achieved Worldwide Responsible Accreditation Production (WRAP) Gold Certificate of compliance.
- Achieved "Bangladesh Retail Award-2024" in "Best Loyalty Campaign Category".
- Tannery Unit of the Company has been rated as 'GOLD' in LWG Environmental Stewardship audit with Physical Traceability: 100%.
- Awarded "Best Brand Award Bangladesh-2024" in retail shoe category.

AGGREGATED PERFORMANCE SUMMARY – YEAR ON YEAR (JULY-JUNE)

	BDT in Million (except per share value)		
	2024-25	2023-24	CHANGES
Sales	17,734.30	14,978.16	+18.40%
Gross Profit	5,131.61	4,540.89	+13.01%
Profit from Operations	1,703.80	1,278.70	+33.25%
Profit after Tax	135.57	176.43	-23.16%
Earnings Per Share	8.62	11.22	-23.17%
Net Operating Cash Flow Per Share (NOCFPS)	56.48	165.88	-65.95%
Net Asset Value Per Share (NAVPS)	436.68	431.24	+1.26%

Earnings Per Share (EPS) decreased by Tk. 2.60, primarily due to an increase in the COGS by 1.38% compared to the last year. The income tax expense and provision for FY 2024–2025 stood at 64.19% of profit before tax, a significant increase compared to 35.23% in FY 2023–2024. Similarly, the tax provision against domestic sales increased by 40%, driven by the revised tax rate introduced through the Finance Act.

The Net Operating Cash Flow per Share (NOCFPS) declined to Tk. 56.48 from Tk. 165.88 due to higher payment of income tax amounting to Tk. 5.07 crore compared to the last year.

Company's net asset value per share (NAVPS) increased by 1.26% compared with last year due to increase in combined assets than combined liabilities YoY.

KEY PERFORMANCE INDICATORS: 2024-25 VERSUS 2023-24

Export Sales increased in value in Taka	37.57%
Export Sales increased in volume in pairs	30.39%
Domestic Sales increased in value in Taka	9.31%
Domestic Sales increased in volume in pairs	5.86%
Gross Profit increased	13.01%

RELATED PARTY TRANSACTION

There were no such significant transactions to report between the Company and the Director(s), the management, the sister concerns or the relatives except those are disclosed in the financial statements in Note No. 31 as per requirements of IAS 24.

HIGHLIGHTS ON CHANGES IN FINANCIAL POSITION AT THE END OF JUNE 2025 ON JUNE 2024

Property, Plant & Equipment:

During the year, net increase in Property, Plant & Equipment was Tk. 654.78 million, out of which Tk. 830.94 million increased in Buildings, Tk. 75.08 million decreased in Plant & Machinery, Tk. 3.77 million decreased in Vehicles, Tk. 19.50 million increased in Office Equipment, Tk. 1.92 million decreased in Computers & Printers, Tk. 15.24 million decreased in Furniture & Fittings, Tk. 12.50 million decreased in Computer Software and Tk. 87.16 million decreased in Outlet Decoration.

Capital Work-in-Progress:

During the year, Capital Work-in-Progress increased by Tk. 8.03million, out of which Tk. 11.35 million decreased in Building and Tk. 19.38 million increased in Plant and Machinery.

Inventories:

Inventories increased by Tk. 2,191.43 million, which is equivalent to 16.60% increase versus 2024 June end balance. Stock of Raw Materials increased by Tk. 283.13 million; Stock of Finished Shoes & Other Products increased by Tk. 1,160.58 million; Stock of Accessories & Components increased by Tk. 659.08 million; Stock of Packing Materials increased by Tk. 64.64 million and inventory in different stages of production (Work-in-Process) increased by Tk. 24.01 million.

Accounts Receivable:

Accounts Receivable decreased by 0.39% equivalent to Tk. 6.71 million compared to the balance of 2024 June end and all Receivables are considered good in terms of security and previous collection history.

Non-Current Liabilities:

Non-Current Liabilities increased by 0.73% equivalent to Tk. 50.60 million which comprises of Tk. 55.26 million decrease in long term borrowings for capital expenditure towards buildings, machinery and other fixed nature expenditure; Tk. 70.26 million increased for the impact of IFRS 16: Lease Accounting and also Tk. 35.59 million increased in retirement benefit obligation (gratuity amount).

Short Term Borrowings:

Short Term Borrowings increased by 15.39% equivalent to Tk. 1,980.79 million mainly for advance/deposit to the lessors of our new outlets and depots, for renewal of matured lease rental agreements and for holding finished goods inventory considering the growth potential in our local business.

APPROPRIATION OF PROFITS

	Tk. in million
Retained Earnings Balance on July 1, 2024	1,937.09
Less: Amount used for 2023-24 Cash Dividend	(50.02)
Less : Amount used for 2023-24 Stock Dividend	(14.29)
Add : Profit after Tax for the year 2024-25	135.57
Retained Earnings available for Appropriation	2,008.35

DIVIDEND

The Board of Directors has recommended 50% dividend as final for the year 2024-25. This 50% dividend includes cash dividend @ 25% equivalent to Tk. 2.50 per share and stock dividend @25% equivalent to 25 bonus shares for every 100 shares. In respect of the 25% cash dividend amounting to Tk. 39,306,093/-, Tk. 37,215,863/- be paid from the Dividend Equalization Fund, while the remaining Tk. 2,090,230/- be paid from the current year's after-tax profit. The recommended dividend will be distributed amongst the eligible shareholders after the approval in this Annual General Meeting of the Company.

DIRECTORS APPOINTMENT AND RE-APPOINTMENT

The appointment, retirement and re-appointment of Directors of the Company is governed by the Articles of Association, Companies Act and other related legislations. Mr. Niranjan Chandra Debnath, Director retired at this Annual General Meeting as per Articles 113, 114 & 115 of Articles of Association of the Company and being eligible, offered herself for re-election.

Pursuant to Bangladesh Securities and Exchange Commission's Corporate Governance Code-2018, the tenure of office of an Independent Director shall be a period of three years, which may be extended for another term. Due to expiration of tenure as Independent Director of Ms. Parveen Mahmud FCA, the Board of Directors has appointed Ms. Sheela R Rahman as Independent Director of the Company and it is placed in this 35th Annual General Meeting for approval by the shareholders.

Brief profiles of the retiring and newly appointed Director and the names of the Companies/Institutions where they have interest is mentioned in the profile of Board of Directors and annexure-4 as well.

RE-APPOINTMENT OF STATUTORY AUDITOR

M/s. M.J. Abedin & Co., Chartered Accountants, the present statutory auditor of the Company, retired at this Annual General Meeting, being eligible, offered themselves for re-appointment. The Board in its meeting held on 25 September 2025 recommended to re-appoint M/s. M.J. Abedin & Co., Chartered Accountants as the Statutory Auditor of the Company for the year 2025-26 at a remuneration of Tk. 6,00,000/- (Taka six lac) only.

AUDITOR'S OPINION REGARDING FINANCIAL STATEMENTS

The Board in its meeting held on 25 September 2025, discussed the Independent Auditor's modified opinion on the Financial Statements for the year ended 30 June 2025. The Board noted that the decision to capitalize the interest payment part during the year against long-term loan used for factory buildings construction was made under extremely difficult and unusual circumstances. The country experienced political instability and uncertainty following the change of government during the July movement. Consequently, the Company's business operations both domestic and export were severely affected. Factory units had to be closed, and production was suspended for most working days during the first half of FY 2024–25. As a result, to meet market demand once operations resumed, the Company incurred higher overtime costs than budgeted. A detailed explanation regarding the basis and rationale has been explained in the Note no. 3.2 of the Financial Statements.

APPOINTMENT OF COMPLIANCE AUDITOR

The Board in its meeting held on 25 September 2025 recommended to appoint Azizur Rahman & Associates, Chartered Secretaries, as the compliance auditor of the Company to audit the 'Corporate Governance Code' for the year 2025-26.

BANGLADESH SECURITIES AND EXCHANGE COMMISSION COMPLIANCE

The compliance status certification and report has been presented at this annual report in pursuance of the Condition No. 5 of Corporate Governance Code of Bangladesh Securities and Exchange Commission's Notification No. BSEC/CMRRCD/2006-158/207/Admin/80 dated 03 June 2018 issued by Bangladesh Securities and Exchange Commission.

CREDIT RATING REPORT

Credit Rating Information and Services Limited (CRISL) has reaffirmed "AA" (pronounced as double A) rating in the Long Term and "ST-3" rating in the Short Term to Apex Footwear Limited (AFL). The above ratings have been based on its audited financials up to June 30, 2024 along with the published unaudited financials for the first quarter of 2024-25 and other relevant quantitative and qualitative information up to the date of the rating. The above ratings have been reassigned due to consistent maintenance of its fundamentals such as stable business performance, good production facilities, experienced management team, good distribution network, good export performance and so forth. The above ratings however are constrained to some extent by debt-based capital structure, moderate profitability, significant competition in the market, risk of exchange rate and product obsolescence among other factors.

The Long Term rating indicates that entities rated in this category are adjudged to be of high quality, offer higher safety and have high credit quality. This level of rating indicates a corporate entity with a sound credit profile and without significant problems. Risks are modest and may vary slightly from time to time because of economic conditions. The Short Term rating indicates high certainty of timely repayment. Liquidity factors are strong and supported by good fundamental protection factors. Risk factors are very small.

CRISL also placed the entity under "Stable Outlook" believing that the concern will be able to maintain existing fundamentals in the foreseeable future. Credit Rating Report # CRISL/Com/7560/24 dated December 23, 2024, Page-1.

ACKNOWLEDGEMENT

On Behalf of the Board, I would like to acknowledge the continued support and cooperation from our valued shareholders, and the confidence and trust our customers have bestowed in our products and Company. I would like to particularly thank all Apex Footwear employees for their commitment, sacrifice, and hard work that have enabled us to achieve results during the year 2024-25. We look forward to your continued cooperation and support as the driving force for honest and sustainable growth of the Company in the future.

On behalf of the Board



Golam Mainuddin
Chairperson

September 25, 2025
Dhaka

ANNEXURE-1

Pursuant to Bangladesh Securities and Exchange Commission's Notification on 'Corporate Governance Code' dated 03 June 2018, the Directors also report that:

- Extraordinary gain or loss occurred during the financial year has been explained;
- Details of risk management process has been discussed on the Management's Discussion & Analysis;
- Details of related party transactions has been presented in Note No. 31 in the Notes to the financial statements;
- The Company's IPO and Right share issue were made in 1993 and 1994 respectively. No further issue of any instrument was made during the year;
- Significant variance that occurs between quarterly financial performance and annual financial statements have been explained;
- The amount of total remuneration to Directors including Independent Directors has been presented in Note No. 31.01 in the Notes to the financial statements;
- The financial statements of the Company fairly present its state of affairs, result of its operations, cash flows and changes in equity;
- Proper books of accounts of the Company have been maintained;
- Appropriate accounting policies have been followed in preparation of the financial statements and that the accounting estimates are based on reasonable and prudent judgment;
- The financial statements were prepared in accordance with IAS/IFRS and any departure thereof has been adequately disclosed;
- The internal control system is sound in design and has been effectively implemented and monitored;
- There are no significant doubts about the Company's ability to continue as a going concern;
- Significant deviations from the previous year in operating results of the Company have been highlighted and reasons thereof have been explained;
- Rights and interest of minority shareholders have been protected by means of proper disclosure of material information of the Company;
- Key operating and financial data of at least preceding 5 (five) years have been summarized in this Annual Report;
- No bonus or stock dividend has been declared as interim dividend during the year;
- The number of Board meetings and attendance of Directors during the year 2024-2025 has been presented in Annexure-2;
- The pattern of shareholding as on 30 June 2025 has been presented in Annexure-3.
- A report on Management's Discussion and Analysis has been presented in this Annual Report.
- Certification under the Corporate Governance Code the Managing Director and Chief Financial Officer on the financial reporting has been presented in this Annual Report.
- Status of compliance of conditions of BSEC's Corporate Governance Code dated 03 June 2018 has been presented in the Annual Report.
- Certificate regarding compliance condition of BSEC's Corporate Governance Code dated 03 June 2018 has been presented in the Annual Report.

ANNEXURE-2

Directors Meeting & Attendance: During the financial year 2024-2025 under review a total 05 (five) Board meetings were held. The Chief Financial Officer, Company Secretary and Head of Internal Audit and Compliance were present in all the Board Meetings. The attendance by each Director is mentioned below:

NAME OF THE DIRECTORS	POSITION	NO. OF MEETINGS HELD DURING HIS/ HER TENURE	MEETING ATTENDED	REMARKS
Mr. Syed Manzur Elahi	Ex Chairperson	04	04	Ceased to be member of the Board of Directors due to death on 12 March 2025
Mr. Golam Mainuddin	Chairperson & Independent Director	05	05	Appointed as Chairperson vide Board meeting dated 23 April 2025
Mr. Syed Nasim Manzur	Managing Director	05	05	Continuing
Mr. Md. Abul Hossain	Ex Director	04	04	Discontinued vide letter dated 26.02.2025 from ICB
Ms. Munize Manzur	Director	05	05	Continuing
Ms. Parveen Mahmud, FCA	Ex Independent Director	03	03	Expired the office tenure on 15 Nov 2024
Ms. Sheela R Rahman	Independent Director	02	02	Appointed vide Board meeting dated 23 December 2024
Mr. Niranjan Chandra Debnath	Director	01	01	Appointed vide circular resolution dated 09 March 2025

ANNEXURE-3

Pattern of Shareholding: As at 30 June 2025

Name & Description of Shareholders		Shares Held	% of Holding
A. Parent/Subsidiary/Associated/Related Parties:			
Apex Tannery Limited		1,91,043	1.22
Apex Enterprises Limited		Nil	---
Pioneer Insurance Company Limited		Nil	---
Apex Pharma Limited		Nil	---
B. Directors/MD/CS/CFO/HIAC and their Spouses and Minor Children:			
Mr. Golam Mainuddin	- Chairman & Independent Director	Nil	---
Mr. Syed Nasim Manzur	- Managing Director	1,656,040	10.53
Ms. Munize Manzur	- Director	1,142,964	7.27
Mr. Niranjan Chandra Debnath	- Director (Nominee of ICB)	1,968,895	12.52
Ms. Sheela R Rahman	- Independent Director	Nil	---
Mr. Dilip Kajuri	- Chief Financial Officer	Nil	---
Mr. Md. Omar Faruque	- Company Secretary	Nil	---
Mr. Mohammad Khabir Hossain	- Head of Internal Audit & Compliance	Nil	---
C. Executives:			
Mr. Firoze Mohammad	- Chief Executive Officer (Domestic Unit)	Nil	---
Mr. Salman Abbass Khan	- General manager	Nil	---
Mr. Quazi Salahuddin Mahmud	- General Manager	Nil	---
Mr. Md. Azam Khan	- Chief Manufacturing Officer	Nil	---
Mr. Md. Mizanur Rahman	- General Manager	Nil	---
D. Shareholders who hold 10% or more:		Nil	---
E. Other shareholders who hold less than 10%:		1,07,63,495	68.46
		1,57,22,437	**100**

ANNEXURE-4

Sl. No.	Name of Director	Directorship
1.	Mr. Niranjan Chandra Debnath	Apex Tannery Ltd. ICB Capital Management Ltd. Unilever Consumer Care Ltd. National Tea Company Ltd. Central Depository Bangladesh Ltd. The ACME Laboratories Ltd. Heidelberg Cement Bangladesh Ltd.
2.	Ms. Sheela R Rahman	Marico Bangladesh Ltd.

MANAGEMENT DISCUSSION AND ANALYSIS

For over three decades, Apex has been at the forefront of the footwear industry, producing and exporting high-quality products to major markets worldwide, including Europe, North America, and Asia-Pacific region, while also dominating the domestic market in Bangladesh. As a versatile partner, we offer both Original Equipment Manufacturing and Original Design Manufacturing services with sustainability, creating private-label and branded footwear that meets the highest global standards.

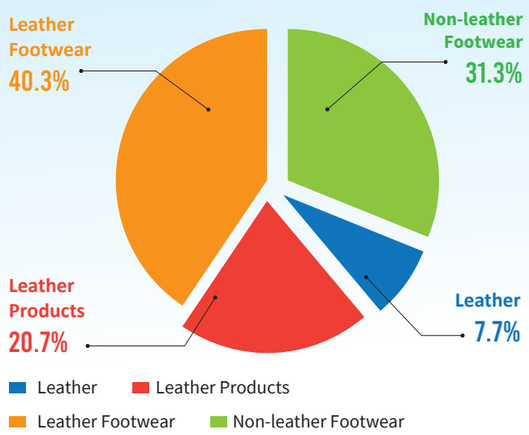
Besides, Apex has spent more than two and a half decades establishing a powerful domestic footprint in Bangladesh by leveraging multiple channels, including a nationwide network of largest retail stores, franchises, wholesale, institutional, and e-commerce.

The company's operations are distinguished by its vertically integrated and sustainable manufacturing model, supported by core competencies in leather development and product design. Our greatest asset is our team of over eleven thousand dedicated professionals, whose passion drives our continued success.

OVERVIEW

Footwear industry including leather and leather goods is the country's second-largest contributor to Bangladesh's export earnings after the RMG sector. Bangladesh recorded 3.45% share in the global leather and leather goods market. In FY 2024-25, this sector earned a total of around USD 1.67 billion, which was an increase of 14.5 % compared to the same period last year. This was also a significant increase driven by robust growth in both leather and non-leather footwear. Leather, leather products, and leather footwear export increased 10.2% valued at USD 1,145 million over the same period last year. Additionally, non-leather footwear export witnessed a positive trend, increased 25.4% over the same period last year amounting USD 522.6 million. Vietnam and Germany's footwear export grew by 13% and 10% in value respectively over the previous year. On the other hand, average export price of footwear prices decreased 4.26% after a decade of steady growth.

STRUCTURE OF THE INDUSTRY FY'25



KEY FINANCIAL HIGHLIGHTS

The key financial performance indicators of the Company are sales revenue, cost of goods sold, gross profit, operating profit, pre-tax profit, earnings per share, net asset value per share, and NOCFPS.

Our aggregated sales revenue for the year 2024-25 increased by 18.40% to BDT 17,734.30 million (2023-24: BDT 14,978.16 million).

Export sales revenue for the year 2024-25 increased by 37.57% to BDT 1,807.13 million (2023-24: BDT 4,818.61 million).

Domestic sales revenue for the year 2024-25 increased by 9.31% to BDT 17,734.31.55 million (2023-24: BDT 10,159.55 million).

During the year 2024-25 our cost of goods sold increased by 20.75% in terms of net sales revenue compared with the previous year.

Gross profit for the year 2024-25 increased by 13.01 % to BDT 5,131.61 million (2023-24: BDT 4,540.89 million).

Earnings per share decreased to BDT 8.62 in 2024-25 (2023-24: BDT 11.22), due to increase in Cost of Goods Sold and increase in income tax expenses and provision.

Net asset value per share increased to BDT 5.44 in 2024-25 (2023-24: BDT 431.24), due to increase in current assets BDT 1,777.19 million compared with the previous year.

Net operating cash flow per share (NOCFPS) decreased by BDT 56.48 in 2024-25 (2023-24: BDT 165.88). The main reason behind the increase in NOCFPS for the year 2024-25 were significant increase in payments against purchase and overheads and more Income Tax payment compared with previous year.

RISK MANAGEMENT

In the financial statements of the year 2024-25, we have applied accounting principles and policies in respect of all the areas consistently. All the estimates/provisions considered for preparation of financial statements against the expenditure required to settle the obligation at the date of statement of financial position. We are always concerned about any credit risk, liquidity risk, market risk, currency risk and interest rate risk which can affect our business and shareholders value. Management has a credit policy in place and exposure to credit risk is monitored on an ongoing basis. Credit risk exposures from financial assets are very nominal and with regards to liquidity risk, the Company ensures that it has sufficient cash and cash equivalents to meet expected operational expenses, including financial obligations through dynamic cash flow forecasting and ensuring sufficient liquidity to meet all obligations in time. Currency risk is prevalent in our business especially for export, along with changes in competitors foreign exchange rates, changes in tariff rates, changes in import/ export policies of any foreign country, all of this can impact our business and management is constantly seeking best possible ways to mitigate such risks. Interest rate risk arises due to changes in interest rates on borrowings. There was no foreign currency loan, subject to floating rates of interest; for local borrowings there was no such interest rate risk during the year and our banking partners work closely with us to offer the most competitive pricing due to our credit worthiness and financial track record.

CHANGES IN ACCOUNTING POLICIES AND ESTIMATION

The accounting policies applied are consistent with those applied in the previous financial year.

COMPARATIVE FINANCIAL PERFORMANCE WITH PEER COMPANIES:

BDT in Million except indicated otherwise

PARTICULARS	APEX FOOTWEAR LTD.	BATA SHOE COMPANY (BD) LTD.	LEGACY FOOTWEAR PLC.
	Audited (12 months- as on 30 June 2025)	Unaudited (6 months- till 30 June 2025)	Unaudited (9 months- till 31 March 2025)
Revenue	17,734.31	5,166.60	28.40
Gross Profit	5,131.61	2,349.74	(2.23)
Profit/(Loss) before Tax	378.65	393.48	(4.22)
Net Profit/(Loss) after Tax	135.57	271.84	(6.08)
Paid up Capital	157.22	136.80	430.79
Shareholders' Equity	6,865.74	3,140.87	474.72
Earnings Per Share (Taka)	8.62	19.87	(0.14)
Net Asset Value	6,865.74	3,140.87	474.72
Net Asset Value Per Share (Taka)	436.68	229.60	11.02
Net Operating Cash Flow Per Share (Taka)	56.48	29.35	0.21
Price Earnings Ratio (times)	23.60	40.39	(419.28)

Source: Based on published data as available on website of peer companies

COMPARATIVE ANALYSIS OF KEY FINANCIALS

Comparative analysis of key financial performance and financial position (including effects of inflation) as well as cash flows for the current financial year along with the immediately preceding five years:

	2024-25	2023-24	2022-23	2021-22	2020-21	2019-20
Export Revenue Increase/(Decrease) %	37.57	(32.50)	35.01	4.01	(12.87)	(28.91)
Local Revenue Increase/(Decrease) %	9.31	8.11	22.24	15.06	11.80	(21.39)
Gross Profit Increase/(Decrease)%	13.01	2.35	19.50	8.46	1.26	(3.22)
Profit from Operations Increase/(Decrease)%	33.25	1.52	28.42	(10.02)	(0.71)	20.59
Profit before Tax Increase/(Decrease)%	39.01	(22.18)	52.67	(9.44)	18.25	(1.75)
Profit after Tax Increase/(Decrease)%	(23.20)	5.56	20.91	31.25	66.55	(48.49)
Non-Current Assets Increase/(Decrease) %	5.28	47.85	2.37	12.80	3.50	58.61
Non-Current Liabilities Increase/(Decrease) %	0.73	(11.03)	0.68	37.45	52.67	123.26
Shareholders' Equity Increase/(Decrease) %	1.26	117.75	4.20	3.42	2.75	0.05
Net Asset Value Per Share in BDT	1.26	474.37	217.85	229.96	244.58	249.95
Net Operating Cash Flow Per Share in BDT	(65.95)	182.55	24.75	29.94	145.24	144.14

FINANCIAL AND ECONOMIC SCENARIO OF THE COUNTRY & GLOBAL

In the 2024-25 period, Bangladesh's economy faced slower growth, with the Bangladesh Bureau of Statistics (BBS) estimating 3.97% GDP growth and the World Bank projecting 3.3%. Global economic growth decelerated to 2.3% in 2025, the slowest since 2008, driven by rising trade barriers and policy uncertainty.

The current economic crisis in Bangladesh is largely driven by the global economic and political crises.
Bangladesh's average inflation rate for the fiscal year 2024-25 was 10.03%, a slight increase from the previous fiscal year. While inflation eased in the latter half of the fiscal year, particularly in June 2025, it remained a double-digit concern throughout most of the period, peaking at 11.66% in July 2024.

The central bank's hasty bank merger initiatives and continuation of its financial support for some weak Shariah-based banks drew heavy criticism, with both being blamed for fueling inflation. Besides, external factors like supply chain disruptions and food cartels caused commodity prices to rise globally.
Bangladesh's economy for 2024-25 faced a bleak outlook due to political instability, high inflation, and weakened investor confidence, leading to downgraded growth forecasts by major institutions like the World Bank and Asian Development Bank.

FEW QUICK POINTS ABOUT ECONOMIC SCENARIO OF BANGLADESH (2024-25)

- During the last fiscal year, the exchange rate of the Bangladesh Taka against the US dollar depreciated by 3.89%, compared to the depreciation of 8.17% in FY24. Based on figures released by the Export Promotion Bureau (EPB), export revenue growth reached to USD 48,283.93 million which is 8.58% more compare to the same period last year.
- In 2025, Remittance growth reaching a record USD 30.33 billion for the full fiscal year 2024-25, a 26.80% rise from the previous year. This growth was driven by a combination of factors including the reduction of illegal money transfers (Hundi), higher exchange rates, and a record number of overseas migrants.
- In 2025, after a continuous decline in the two consecutive years, the import of goods in the country registered a modest growth last fiscal year (FY25).
- Despite policy efforts, the foreign exchange market has witnessed challenges like high inflation, exacerbated by supply chain disruptions and geopolitical issues, remained a concern.
- Inflation in Bangladesh during 2024-25 was primarily driven by soaring food prices, linked to supply chain, structural issues like weak governance and cartels in the food market. Other contributing factors included a depreciating Taka against the dollar, raising import costs, and high energy costs.

Syed Nasim Manzur
Managing Director

REPORT OF AUDIT COMMITTEE

Apex Footwear Limited has an Audit Committee of the Board of Directors, in compliance with the Notification of Bangladesh Securities and Exchange Commission (BSEC) No. BSEC/CMRRCD/2006-158/207/Admin/80 dated June 03, 2018. All Members of the Audit Committee are financially literate and are able to analyze and interpret financial statements to effectively discharge their duties and responsibilities as Members of the Audit Committee. The terms of reference of the Audit Committee have been determined by the Board in accordance with the BSEC Notification.

COMPOSITION OF AUDIT COMMITTEE



ROLE AND RESPONSIBILITIES OF THE AUDIT COMMITTEE

The Audit Committee's role flows directly from the Board's oversight function and the purpose, authority, composition, duties and responsibilities of the Audit Committee are delineated in its terms of reference. Some of the major responsibilities of the Audit Committee are as follows:

- Reviewing the form and content and monitoring the integrity of the Company's annual, half-yearly and quarterly financial statements and other financial results and upon its satisfaction of the review, recommend the same to the Board for approval.
- Reviewing the adequacy and effectiveness of financial reporting process, internal control system, risk management, auditing matters, and the Company's processes for monitoring compliance with laws and regulations and the codes of conduct.
- Recommending to the Board the appointment, reappointment, audit fee and any question of resignation or dismissal of the external and corporate governance compliance auditors.
- Exercising its oversight of the work of internal audit. Reviewing the effectiveness of internal audit function including performance, structure, adequacy of resources, and compliance with professional standards. Examining audit findings and material weaknesses and monitoring implementation of audit action plans and recommendations.
- Reviewing the corrective measures taken by the Management as regards the incidents relating to fraud-forgery, deficiencies in internal control or other similar issues detected by Internal and External Auditors and Inspectors of the Regulatory Authorities and inform the Board on a regular basis.
- Reviewing and evaluating the factors related to the independence of the External Auditors and assist them in preserving their independence.

AUTHORITY

The Audit Committee is authorized by the Board to review any activity as per its terms of reference. It is authorized to seek any information it requires from, and require the attendance at any of its meetings of, any Director or Member of Management, and all other employees are expected to cooperate with any request made by the Committee.

The Head of Internal Audit & Compliance (HIAC) reported to the Audit Committee, and HIAC attended the Audit Committee Meeting as a permanent invitee. The Managing Director and Head of Finance attend the meetings by invitation. Further the Company Secretary attends the Committee's meetings as the Secretary of the Committee. The Committee is also authorized to have information and advice from the Company's Legal Advisors, Tax Consultant, Statutory Auditor and Compliance Auditor if required.

MEETINGS AND ATTENDANCE

The Committee held on four meetings during the year under review.
The Board Audit Committee member's attendance for the year 2024-2025 is as follows:

Name of the Member	Position	No. of meetings held during his /her tenure	Meeting attended	% of attendance	Remarks
Mr. Golam Mainuddin Independent Director	Ex Chairperson of Audit Committee	4	4	100%	Tenure of a member of the Committee expired on 24 April 2025
Ms. Parveen Mahmud, FCA Independent Director	Ex Member of Audit Committee	2	2	100%	Expired the office tenure on 15 Nov 2024
Ms. Sheela R Rahman Independent Director	Chairperson of Audit Committee	2	2	100%	Appointed as the Chairperson of the Committee on 24 April 2025
Ms. Munize Manzur Non-Executive Director	Member of Audit Committee	4	4	100%	Continuing
Mr. Niranjan Chandra Debnath Non-Executive Director	Member of Audit Committee	NIL	N/A	N/A	Appointed as a member of the Committee on 24 April 2025)
Mr. Md. Omar Faruque Company Secretary	Secretary of Audit Committee	4	4	100%	Continuing

ACTIVITIES CARRIED OUT DURING THE YEAR ENDED ON 30TH JUNE 2025

In accordance with the 'Audit Committee Charter', the Audit Committee worked and evaluated items that were raised for consideration as well as discussed issues related to key events of every financial reporting cycle:

FINANCIAL REPORTING

• Reviewed the annual audited financial statements for the year ended June 30th, 2025 and the quarterly financial statements ended September 30th, 2024, December 31st, 2024; March 31st, 2025; of the Company.

• Reviewed all the draft financial statements of the Company prior to submission to the Board of Directors for approval. The review was to ensure that the financial reporting and disclosures were in compliance with:

- The Securities laws
- The Companies Act, 1994
- International Accounting Standards (IAS)
- International Financial Reporting Standards (IFRS)
- Any conflict of interest and other relevant legal and regulatory requirements



EXTERNAL & CORPORATE GOVERNANCE COMPLIANCE AUDIT

• The Committee met with External Auditors at the conclusion of their audits in the absence of Management and also reviewed their findings of observations and the Management's response thereto.
• Reviewed with the External Auditors about the scope of their audit, audit strategies and audit plans.
• Reviewed the external audit reports and areas of concern highlighted to the Management and the Management's responses to the findings of the External Auditors.
• Reviewed the performance, appointment process and audit fees based on scope of work and magnitude of the external auditors.
• Reviewed the appointment process and audit fees based on scope of work and magnitude of the corporate governance compliance auditors.

RELATED PARTY TRANSACTIONS

Reviewed any related party transactions (Note No. 31 to the financial statements ended 30 June 2025), which had not raised any conflict of interest with the Company, including any transaction, procedure or conduct raising questions of management integrity.

INTERNAL AUDIT

• Reviewed the audit plans including the audit methodology in assessing and rating risks of auditable areas to ensure adequate scope and comprehensive coverage on the audit activities of the Company.
• Reviewed the effectiveness of the audit process, resource requirements and assessed the performance of the Internal Audit Department. The competence and performance of the Head of Internal Audit was also reviewed.
• Reviewed the internal audit reports which encompassed the audit issues, audit recommendations and Management's responses to these recommendations. Improvement actions in the area of internal controls, systems and efficiency enhancements suggested by the Internal Auditors were discussed together with Management.
• Reviewed the implementation of these recommendations through follow-up audit reports to ensure all key areas were addressed.
• Suggested additional improvement opportunities in the areas of internal control, systems and efficiency improvement.

REPORTING OF THE COMMITTEE

On discharging its responsibilities, the Audit Committee has ensured the following:

• Financial statements have been prepared and presented in compliance with all laws, regulations & standards as applicable.

• Adequate controls and procedures are in place to provide reasonable assurance that the Company's assets are safeguarded and that the financial position of the Company is adequately managed.

• That the Management discussion and Analysis is reviewed as per the Corporate Governance Code. Observations, findings and suggestions of the Committee were communicated to the Board of Directors and the Board of Directors took appropriate measures on the reports.

GOVERNANCE STATUS WITH CORPORATE GOVERNANCE (CG) CODE

- **THE AUDIT COMMITTEE:**
  - A sub-committee of the Board
  - Assisted and reported to the Board
  - Constituted with required members along with Independent Directors
- **COMPOSITION OF THE COMMITTEE:**
  - All members are financially literate along with more than 10 years of such experience
  - Out of three members one is Independent Director
  - Independent Director servers as the chairman of the Committee
- **ACTIVITIES OF THE COMMITTEE:**
  - The Chairman of the Committee attended the AGM of the Company
  - Four meetings were conducted in 2024-25
  - Terms of reference were approved by the Board as per CG code

RECOMMENDATIONS



On behalf of the Audit Committee

Sheela R. Rahman

Sheela R Rahman
Independent Director
Chairperson of the Audit Committee
September 24, 2025, Dhaka

REPORT OF **NOMINATION AND REMUNERATION COMMITTEE**



The Board of Directors of Apex Footwear Limited has duly constituted the Nomination and Remuneration Committee (NRC) as per Bangladesh Securities and Exchange Commission's Notification on Corporate Governance Code-2018. The NRC is a sub-committee of the Board of Directors of Apex Footwear Limited. The NRC assists the Board in formulating the nomination criteria/policy for determining the qualification, positive attributes, experiences and independence of directors and senior-level executives as well as a policy for a formal process of considering the remuneration of directors and senior-level executives.

TERMS OF REFERENCE

The Nomination and Remuneration Committee has performed its duties as assigned by the Board of Directors, and as defined in the Charter of the NRC formulated in accordance with the Notification of the Bangladesh Securities and Exchange Commission's Corporate Governance Code-2018.

POLICY

There is a detailed policy formulated by the Nomination and Remuneration Committee based on Corporate Governance Code which, inter alia, includes all the guidelines as recommended by the regulator.

COMPOSITION

The Nomination and Remuneration Committee of Apex Footwear Limited is comprised of three non-executive Directors of the Board including an Independent Director. The composition of the present NRC is as follows:

Ms. Sheela R Rahman	Independent Director	Chairperson
Ms. Munize Manzur	Non-Executive Director	Member
Mr. Syed Nasim Manzur	Executive Director	Member

QUALIFICATION

The members of Nomination and Remuneration Committee of Apex Footwear Limited possess adequate knowledge on business management and corporate governance matters. The detailed qualifications of the existing members of the Committee are set out on profile of directors mentioned in this Annual Report.

AUTHORITY

The Nomination and Remuneration Committee is authorized by the Board to review any activity within the business as per its terms of reference. The Committee is authorized to seek any information it requires from, and requires the attendance at any of its meetings of, any Director or Member of Management, and all employees are expected to cooperate with any request made by the Committee. The Managing Director and Head of Human Resources and Administration attend the meetings by invitation. The Head of Finance/CFO attends the meetings, as and when invited. the Company Secretary attends the Committee's meeting as the Secretary of the Committee.

ROLES AND RESPONSIBILITIES

The roles and responsibilities of the Nomination and Remuneration Committee flow directly from the Board's oversight functions. The purpose, authority, duties, and responsibilities of NRC are delineated in its terms of reference. The prime
responsibilities of the NRC, among others are as follows:

- The Committee shall be independent, responsible, and accountable to the Board and the shareholders.
- Formulating the criteria / policy for fixing up fair remuneration for directors and senior management which need to be vetted and accepted by the Board of Directors.
- Obtaining the Board's approval for recruiting suitable candidates to fill the vacancies or to add more competent people from time to time in the Company's Board and in the senior management position to remain compliant and to strengthen the senior management team.
- Establish the criteria for Board membership and to formulate the standard and transparent process for selection of Directors.
- To ensure that there is diversity in the Board structure.
- Developing the succession plans of Board members and senior-level executives.
- Review major changes and developments in the Company's remuneration, recruitment, retention and termination policies and procedures.
- Reporting to the Board of Directors on the Committee's activities and findings.

MEETINGS AND ATTENDANCE

The Committee held one meeting during the year under review. The Nomination and Remuneration Committee member's attendance for the year 2024-2025 is as follows:

Name of the Member	Position	No. of meetings held during his /her tenure	Meeting attended	% of attendance	Remarks
Ms. Parveen Mahmud, FCA Independent Director	Ex Chairperson of NRC	1	1	100%	Expired the office tenure on 15 Nov 2024
Ms. Sheela R Rahman Independent Director	Chairperson of NRC	NIL	N/A	N/A	Appointed as the Chairperson of the Committee on 24 December 2024
Ms. Munize Manzur Non-Executive Director	Member of NRC	1	1	100%	Continuing
Mr. Syed Nasim Manzur Executive Director	Member of NRC	NIL	N/A	N/A	Appointed as a member of the Committee on 24 April 2025
Mr. Md. Omar Faruque Company Secretary	Secretary of NRC	1	1	100%	Continuing

ACTIVITIES CARRIED OUT DURING FINANCIAL YEAR 2024-2025

In accordance with the 'Terms of Reference' of Nomination and Remuneration Committee, the Committee carried out the following activities during the financial year 2024-2025:

- Reviewed the report of Nomination and Remuneration Committee.
- Reviewed the recommendation of non-executive director who was to resign by rotation and eligible for re-election/re-appointment as per the provisions of the Articles of Association of the Company.
- Reviewed the recommendation of independent Director who was appointed as per the Corporate Governance Code-2018.
- Reviewed its charter to satisfy itself that they enable the Committee to fulfill its responsibilities.
- Reviewed and evaluated the company's human resources status and the learning and development programs of the Company.
- Reviewed the scope and electiveness of internal human resource functions and adequacy of it.
- Overseen other issues within the Terms of Reference of the NRC.

GOVERNANCE STATUS WITH CORPORATE GOVERNANCE (CG) CODE

- The Nomination and Remuneration Committee (NRC) is a sub-committee of the Board.
- The Committee assisted and reported to the Board.
- The Committee was constituted with required members along with Independent Directors.
- The Independent Director serves as the Chairperson of the Committee.
- The Company Secretary performed as the Secretary of the Committee.
- The Chairperson of the Committee attended the AGM of the Company.
- The Committee met one time in 2024-25.
- The Terms of Reference (ToR) were approved by the Board as per CG code.

On behalf of the Nomination and Remuneration Committee

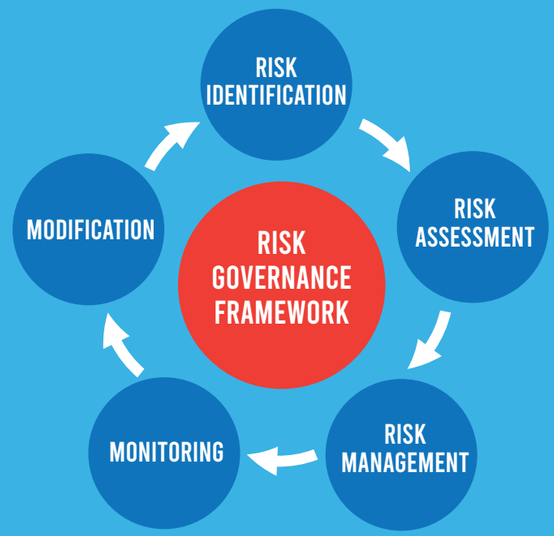
Sheela R. Rahman

Sheela R Rahman
Independent Director
Chairperson of the Nomination and Remuneration Committee
September 24, 2025, Dhaka

REPORT ON RISK MANAGEMENT

RISK MANAGEMENT SYSTEM

Risk is an inherent and inevitable element of every business operation. Apex Footwear Ltd. is committed to managing its risk in a proactive manner. Though risks cannot be eliminated but an effective risk management plan ensures that risks are reduced, avoided, retained or shared. The risk management team diligently monitors our risk profile and assesses the efficiency of our risk management strategies. Our comprehensive approach integrates risk management seamlessly into our operational framework, complemented by a strong internal financial control system.



APEX'S PRINCIPAL RISKS AND THEIR MITIGATION:

ECONOMIC & POLITICAL ENVIRONMENT

ABOUT	CONSEQUENCES	MITIGATION
Changes in the economic and political environment as well as other external factors that may impact our business.	Changes in the external environment could have a significant impact on the demand for our products and supply chain.	We continue to closely monitor political and macroeconomic developments. We maintain a balanced retail sales profile across key sales region.

CYBER SECURITY

ABOUT	CONSEQUENCES	MITIGATION
New and emerging technologies bring unprecedented threats of hacking and cyber-attacks.	Breach of IT security leading to data privacy breach, loss of records, made inaccessible, corrupted or accessed by unauthorized users.	Uses standardized back-up tools, services and procedures to safeguard information and data are stored at two or more diverse locations. Security policies and procedures for critical applications are regularly reviewed and updated, with clear communication to users who are educated on their adherence.

TALENT & CAPABILITY

ABOUT	CONSEQUENCES	MITIGATION
Recruiting competitive workforce, and properly incentivize existing staff to achieve Company's strategy.	Inability to attract and retain competent personnel will have a significant impact over our business strategy, operations and market share	Identify, nurture and groom managerial talent for future leadership roles. Introduced 'Apex's Awards for Excellence' to recognize exemplary performance and promote desired behavior in the organization.

SAFE WORKING ENVIRONMENT

ABOUT	CONSEQUENCES	MITIGATION
Safe working environment ensures well-being of workforce.	Failure to provide safe working environment lead to loss of working time, injury and civil claims.	We have a health & safety – Plan, DO, Check & Act framework for managing risk in the workplace. We have ensured workplace safety compliance with local and international regulations, guidelines and best practices.

CLIMATE CHANGES

ABOUT	CONSEQUENCES	MITIGATION
Global warming, excessive use of non-renewable natural resources and unplanned urbanization are causing climate changes.	Climate changes may adversely impact the demand of our products. People may like to spend more on life saving commodities rather life-style items.	We continuously thrive to reduce our environmental footprint by developing products with higher efficiency that reduces the CO2 Emission.

INTELLECTUAL PROPERTY RIGHTS PROTECTION

ABOUT	CONSEQUENCES	MITIGATION
Protection of IP rights is necessary in order to prevent counterfeiting and unautho-rized use by third party.	The third party could copy of our products from which we derive competitive advantage.	We have a dedicated team to protect our IP by means of registered Trademarks, Design, Copyrights.

REGULATIONS & COMPLIANCE

ABOUT	CONSEQUENCES	MITIGATION
Changes in international and domestic laws, rules, governmental policies, taxation rules, technical specifications, and trade policies.	Incur additional compliance cost.	Mitigating risks through regular review of legal compliances. Implemented an enterprise-wide compliance management system, and effectively tracking and managing regulatory and internal compliance requirements.

EXCHANGE RATE

ABOUT	CONSEQUENCES	MITIGATION
Devaluation of BDT against foreign currency may have an impact on financial performance.	Fluctuations in currency may impact the cost of production and sales revenue, owing to our import and export presence.	Managing interest rate risk through strategies including maintaining an optimal mix of different loan types and maturities.

COMMODITY PRICE

ABOUT	CONSEQUENCES	MITIGATION
This have an direct impact on the performance & profitability.	Increase/frequent changes in raw material prices may impact profitability resulting in lower margin.	Managing risks associated with raw material procurement by employing a dual approach, sourcing both internationally and locally. Managing price fluctuation risks through combination of forward and spot bookings, inventory management, proactive vendor development practices and judiciously implemented price adjustments.

REPORT ON
CORPORATE GOVERNANCE



The Board of Directors of Apex Footwear Limited (AFL) and the Management of the Company are committed to achieving high standards of corporate governance through increasing transparency, accountability, better risk assessment and mitigation and compliance with Bangladesh Securities and Exchange Commission's Notification on "Corporate Governance Code" dated 03 June 2018.

CORPORATE GOVERNANCE PRINCIPLE

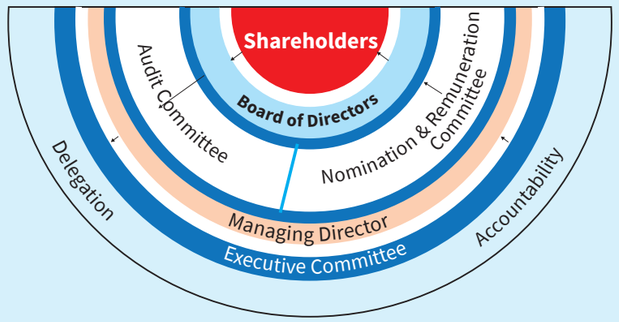
The core corporate governance principles of Apex Footwear Limited are stipulated below:

RULES OF LAW	Management and operations are governed in line with the relevant laws, regulations, terms of reference and board decisions.
TRANSPARENCY	Business operations and activities are transparent in all respect.
ACCOUNTABILITY	All concerned parties, including the Board and management, are aware of their duties and responsibilities.
PARTICIPATION	Recognition of the rights of the stakeholders to participate in the Company activities.
VALUE FOR MONEY	All investments and resources utilization meet targeted financial and economic returns.

CORPORATE GOVERNANCE MODEL OF AFL

The diagram below describes the governance framework at Apex Footwear Limited. It shows the interaction between our shareholders and the Board, demonstrates how the Board Committee structure facilitates the relationship between the Board and the Managing Director and illustrates the flow of delegation from shareholders. We have robust processes in place to ensure the delegation flows through the Board and its committees to the Managing Director, the Executive Committee (ExCo) and entire the organization. At the same time, accountability flows upwards from the Company to shareholders. Thereby ensuring alignment with their interests. While the senior management has responsibility for the day-to-day management of the Company, the ExCo retains responsibility for planning, controlling and directing the activities of the Company, including strategic, investment and operational decisions and recommendations to the Board.

FRAMEWORK



COMPLIANCE STATEMENT

Apex Footwear Limited being a listed company in both the Dhaka & Chittagong stock exchanges is committed to maintaining the highest standards of Corporate Governance. The guidelines and practices of the Company is in compliance with the applicable laws and regulations of the country. Furthermore, we comply with the Bangladesh Securities and Exchange Commission's Notification on "Corporate Governance Code", dated 03 June 2018.

THE BOARD OF DIRECTORS

The Board of Directors is the supreme authority in the Company's affairs and oversees the management and governance of the Company, and monitors the performance of the Management, reviews the financial reporting systems and approves the financial statements. The Board remains focused achieving superior performance and long-term & sustainable growth to meet the stakeholders' expectations with sound corporate governance. All Directors have distinguished themselves in their field of expertise and where relevant have advised the Board on the Company's business activities and strategic development.

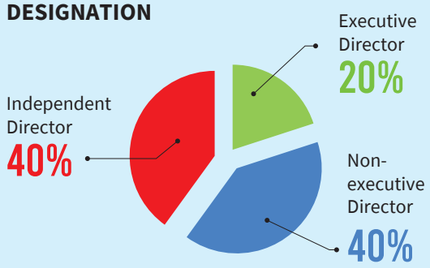
Key points reserved for the Board are as under:

- Setting strategic objectives and providing input into and final approval of overall strategic direction;
- Monitoring financial performance including approving business plans, annual operating and capital expenditure, budgets, funding strategy and financial statements;
- Establishing, monitoring and evaluating the effectiveness of internal controls, risk management and compliance issues;
- Establishing and maintaining a code of conduct of all Board Members.

COMPOSITION OF THE BOARD

The Board composition is based on the Company's Articles of Association and guidelines of regulatory authorities. The Board of Apex Footwear comprises five Directors (including the Chairman), of whom one is Executive and four are Non-Executive Directors. Two of the Non-Executive Directors are Independent Directors. The composition of the Board, the balance between Executive and Non-Executive representation, and the caliber of Non-Executive Directors ensure that power is appropriately balanced within the Board. The Board composition is regularly reviewed to ensure adequate diversity.

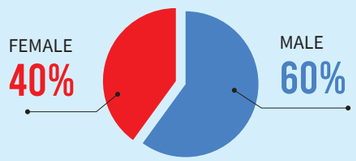
DESIGNATION



AVERAGE TENURE OF INDEPENDENT DIRECTORS (YEARS)



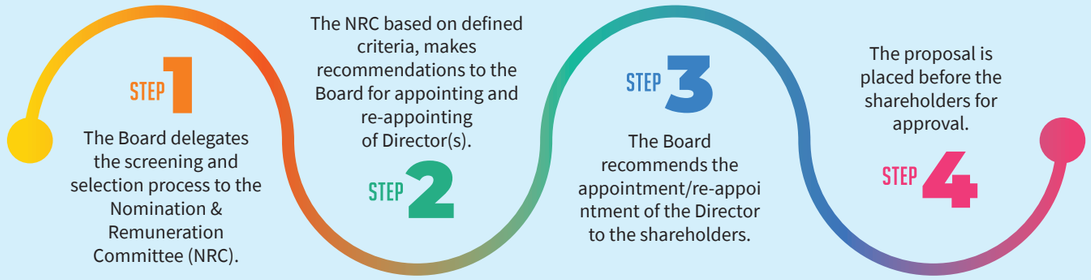
GENDER DIVERSITY



AVERAGE AGE (YEARS)



DIRECTORS' APPOINTMENT, RETIREMENT AND RE-APPOINTMENT



BOARD'S SUB-COMMITTEES

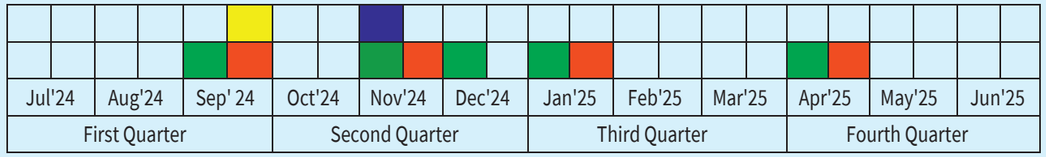
The Board's sub-committees are formed and their members are appointed by the Board of Directors. The objective of these committees is to assist the Board in supervising the actual operations of the Company, by reviewing any issues that are submitted by the Senior Management and making recommendations to the Board for their final review. The Board reserves the right to form/re-form the committees from time to time as necessary. The Board also laid down specific terms of reference of the committees. In accordance with the BSEC's Notification on Corporate Governance Code-2018 following two sub-committees were formed.

SUB-COMMITTEE	COMPOSITION	MANDATE
Audit Committee	• 1 Independent Director • 2 Non-executive Director • Chaired by an Independent Director	Support the Board in ensuring the integrity of financial statements, management of business risk, internal control and compliance, and conduct of business in accordance with policy.
Nomination and Remuneration Committee	• 1 Independent Director • 1 Non-executive Director • 1 Executive Director • Chaired by an Independent Director	• Provide recommendations on suitable candidates for appointment/re-appointment to the Board, ensuring that the Board has a diverse and appropriate balance of skills and experience. • Responsible for determining the framework and policy on the terms of engagement and remuneration.

MEETINGS AND ATTENDANCE

Percentage for attendance of Directors was 100% of the Board and Sub-Committee Meetings held during the financial year, with the majority having full attendance. This reflects Board members' commitment and dedication in fulfilling their duties and responsibilities. Directors who were unable to attend particular meetings, placed their application for leave which was duly recorded and approved.

BOARD, BOARD COMMITTEES AND ANNUAL GENERAL MEETINGS HELD IN FY: 2024-2025:



Board of Directors Meeting	Nomination and Remuneration Committee
Board Audit Committee Meetings	Annual General Meeting

CODE OF CONDUCT

The Board has laid down a 'Code of Conduct' for the Board members of the Company based on the recommendation of the Nomination and Remuneration Committee. The Board members have certified that they have received, read, understood and affirmed compliance with the codes as framed to ensure and practice sound corporate governance of the Company.

INTERNAL CONTROL

The Board is responsible for the Company's system of internal controls and its effectiveness. The internal control system has been designed to mitigate the Company's risk exposure; to facilitate the effectiveness and efficiency of operations; to safeguard the assets against loss and misappropriation; to maintain proper accounting records for producing reliable financial information and to ensure compliance with applicable laws and regulations.

The Board Audit Committee is established to, inter-alia, review internal control issues identified by the internal audit department, external auditors, regulatory authorities and Management, and to evaluate the adequacy and effectiveness of the Company's risk management and internal control systems.

DISCLOSURE OF DIRECTORS' REMUNERATION

The Directors do not get any performance based remuneration, incentive or allowance. The Board members get only fees for attending Board/ Board Committees meeting to the maximum of Tk. 25,000/-per meeting. The remuneration package of the Managing Director is determined by the Board.

SEPARATE ROLE OF THE CHAIRPERSON AND MANAGING DIRECTOR

The Chairman and the Managing Director of Apex Footwear Limited are different persons selected from the Board of Directors. There is a clear division of responsibilities between the Chairperson and the Managing Director. The respective responsibilities borne by the Chairperson and the Managing Director are:

CHAIRPERSON'S CORE RESPONSIBILITIES

- Determines broad strategic direction;
- Provides leadership of the Board;
- Encouraging a culture of openness to foster a high-performing team of Directors that operates effectively;
- Facilitating the relationship between the Board and the Managing Director;
- Maintains effective communication between the Board, Management of the Company and shareholders generally.

MANAGING DIRECTOR'S CORE RESPONSIBILITIES

- Provides leadership for the management;
- Oversees the realization by the Company of the objectives determined by the Board;
- Provides information to the Board as is necessary to enable the Board to monitor the performance of management;
- Leads the management of the Company's relationship with its stakeholders;
- Puts in place programs for Management development and succession;
- Establishes and maintains proper internal controls and risk mitigation;
- Discharges such duties and authorities as may be delegated in writing to him by the Board.

ROLE OF THE CHIEF FINANCIAL OFFICER, COMPANY SECRETARY AND HEAD OF INTERNAL AUDIT & COMPLIANCE

The Chief Financial Officer, the Company Secretary and the Head of Internal Audit & Compliance of the Company are three separate persons as per BSEC's Corporate Governance Code. The Chief Financial Officer, the Company Secretary, and the Head of Internal Audit & Compliance also attend the Board Meetings as per Corporate Governance Code of BSEC. The Head of Internal Audit & Compliance is responsible for reporting to the Board Audit Committee of Apex Footwear Ltd. regarding any deviations from the internal control systems of the Company.

ANNUAL GENERAL MEETING

A key part of our approach to governance involves ensuring that shareholder's views are being heard and understood. Through Annual General Meeting, the Company provides updated information to the shareholders on the Company's performance along with offering shareholders the opportunity to ask questions and vote. The Chairperson, Directors including Independent Directors, Managing Director, as well as key members of management team are present and available to answer questions. The Chairperson of Audit Committee, Nomination and Remuneration Committee and the Auditors both external and compliance attend the AGM.

DIVIDEND

The Board of Directors of the Company has recommended 25% Cash Dividend and 25% Stock Dividend for the financial year ended 30 June 2025 subject to the declaration by shareholders at the 35th AGM. The dividend, if declared, will be paid within 30 days of Meeting.

MEANS OF COMMUNICATION AND DISCLOSURE

The quarterly, half-yearly, annual financial statements, information sensitive to share price, and annual reports are communicated to shareholders and regulators in a timely and accurate manner. In this connection, interim & annual results and other price sensitive information have been published in two national daily newspapers, one in Bangla and another in English and also published the same in online newspapers and in the website of the Company i.e.www.apexfootwearltd.com.

PUBLICATION OF PRICE SENSITIVE INFORMATION (PSI)

During the reviewed period, we have published in national dallies and online newspapers the following material information, Notice and PSI to the shareholders:

DISCLOSURE	PUBLICATION DATE	NEWSPAPER FOR PUBLICATION
Major financial indicators for the year ended on June 30, 2024 and 34th AGM related disclosure	01 October 2024	• The Daily Financial Express • The Daily Samakal • Stock Market BD
Notice for 34th Annual General Meeting	06 November 2024	• The Daily Financial Express • The Daily Samakal
Publication of 1st quarter financial results ended on September 30, 2024	13 November 2024	• The Daily Financial Express • The Daily Samakal • Stock Market BD
Annual Report disbursement notice	14 November 2024	• The Daily Financial Express • The Daily Samakal • Share Biz Korcha
Notice for unpaid/unclaimed/unsettled cash dividend	19 December 2024	• The Daily Financial Express • The Daily Samakal
Disclosure of Credit Rating Report	23 December 2024	• The Daily Financial Express • The Daily Samakal • Stock News BD
Publication of 2nd quarter financial results ended on December 31, 2024	27 January 2025	• The Daily Financial Express •The Daily Samakal • Share Biz Korcha
Publication of 3rd quarter financial results ended on March 31, 2025	24 April 2025	• The Daily Financial Express • The Daily Samakal • Arthosuchak

WEBSITE

Listing Regulations, 2015 of both DSE and CSE and BSEC's Notification on Corporate Governance Code and Financial Reporting and Disclosure emphasized the functional website of the issuer as one of the means to communicate with the investors and other stakeholders. Apex Footwear Limited is compliant with the rules and regulations and uploaded all relevant information within the stipulated time-lines.

PARTICULARS	STATUS ON WEBSITE
Affairs of the Company	Available
Profile & Photograph of Board of Directors & Senior Management	Available
Code of Conduct for Board Members	Available
Quarterly & Annual Audited Financial Statements	Available
The Latest Directors' Report	Available
Price Sensitive Information & Material Information	Available
Shareholding position	Available
Declaration for Buy/Sale of Sponsor/Director and its Status	Available
Status of Compliance with the Corporate Governance Code	Available
Unclaimed Dividend Information	Available
Dividend Distribution Policy	Available
Dividend Distribution Compliance Report	Available
Principles on Disclosure of Material information and Price Sensitive information	Available
Contact information for Investor Relations	Available

APPOINTMENT OF COMPLIANCE AUDITOR

According to BSEC Notification dated 03 June 2018 on Corporate Governance Code, the professional who will provide the certificate on compliance of 'Corporate Governance Code' for the year 2025-26 shall be appointed by the shareholders at 35th Annual General Meeting. The Board in its meeting held on 25 September 2025 recommended the shareholders to re-appoint M/s. Azizur Rahman & Associates, Chartered Secretaries as the compliance auditors of the Company for the year 2025-26.

APPOINTMENT OF STATUTORY AUDITORS

The Statutory Auditor is appointed by the shareholders in the AGM. Based on the recommendation of the Board Audit Committee, the Board of Directors of Apex Footwear Limited in its meeting held on 25 September 2025 recommends to the Shareholders for appointment of M.J. Abedin & Co., Chartered Accountants as statutory auditors for the year 2025-26.

INDEPENDENCE OF STATUTORY AUDITORS

The Company's statutory auditors are prohibited from non-audit services as prescribed by the BSEC's Notification dated 03 June 2018. Tax and other professional services of the Company are conducted by separate professional individual/firms to ensure the Auditors' independence. Mr. ATM Kamal Uddin, Partner, Section & Clause pc retains for company taxation services while Mohammad Mohsen Rashid, Advocate, Supreme Court of Bangladesh and Syed Afzal Hasan Uddin, Barrister, Advocate, Supreme Court of Bangladesh provide the necessary legal services to the Company.

COMPLIANCE WITH RULES, REGULATIONS AND LAWS

The leather footwear industry is subject to very high and dynamic compliance standards and Apex is continuously striving to achieve best in class standards to become a vendor of choice. Apex as a listed Company, operates in compliance with multiple local laws and regulations from different agencies like BIDA, EPB, BSEC, RJSC, NBR, Tax & VAT authorities and so forth. Our internal processes and policies are all designed in line with these requirements.

DIVIDEND DISTRIBUTION POLICY



BACKGROUND & OBJECTIVE

Pursuant to Bangladesh Securities and Exchange Commission's Directive No. BSEC/CMRRCD/2021-386/03 dated January 14, 2021, it becomes mandatory for Apex Footwear Ltd. (the Company) to have a Dividend Distribution Policy (this Policy) and to disclose in the Company's website and in the Annual Report. The Board of Directors of the Company has adopted this Policy for Shareholders of the Company for dividend distribution and management of unpaid and unclaimed dividend.

The objective of the Policy is to provide guidance to stakeholders on the dividend distribution framework adopted by the Company. The Board of Directors of the Company shall consider this Policy when resolving on dividends, always in compliance with the provisions of the Act, notifications/directives issued by the BSEC, Income Tax Ordinance, and other applicable legal provisions.

DECLARATION OF DIVIDEND

Subject to the provisions of the Act, dividend shall be declared and paid out of:

• Profits of the Company for the year for which the dividend is to be paid after setting off carried over previous losses and depreciation not provided in the previous year(s).
• Undistributed profits of the previous financial years after providing for depreciation in accordance with law and remaining undistributed.
• Out of a & b both.

In the event of inadequacy or absence of profits in any financial year, the Company may declare dividend out of free reserves and/or from dividend equalization fund subject to the compliance with the Act and Rules.

The Board may declare Interim Dividend(s) for any financial year, (July to June), at its discretion, to be paid to the shareholders of the Company. Before declaring Interim Dividend, the Board shall consider the quarterly and/or half yearly financial position of the Company for the payment of such Dividend.

In case no final dividend is declared, interim dividend paid during the year, if any, will be regarded as final dividend in the AGM.

PARAMETERS TO BE CONSIDERED WHILE RECOMMENDING/DECLARING DIVIDEND

The Board of Directors of the Company while declaring or recommending dividend will consider following factors, whereas, all these factors are of equal important and no single or group of factors supersedes any other factor or group of factors:

A) EXTERNAL FACTORS

• To retain a reasonable portion of profits to build up reserves, in case of adverse economic scenario.
• Considering the industry outlook and evaluating the market trends.
• The Board shall consider the restrictions, if any, imposed by the Act and other applicable laws with regard to declaration of dividend in order to ensure compliance with the applicable laws.
• Dividend distribution tax and/or any tax deduction at source as required by tax regulations, applicable at the time of declaration of dividend may impact the decision with regard to dividend declaration.
• Other factors beyond control of the Management like natural calamities, fire, etc. effecting operations of the Company may impact the decision with regard to dividend declaration.

B) INTERNAL FACTORS

• Profits earned during the financial year and the retained profits of the previous years or losses suffered in the past years.
• Accumulated reserves.
• Earnings Per Share.
• Cash flow position and treasury position of the Company keeping in view the total debt to equity ratio.
• Future capital expenditure requirement of the Company.
• Working capital requirement of the Company.
• Corporate actions including mergers, acquisition of brands/business and additional investments including expansion plans and investment in subsidiaries/associates of the Company.
• Investment in technology, learning & development and Research & Development.
• Such other factors and/or material events which the Company's Board may consider.

SHAREHOLDERS OF THE COMPANY MAY NOT EXCEPT DIVIDEND UNDER THE FOLLOWING CIRCUMSTANCES

• When the Company undertakes or proposes to undertake a significant expansion project requiring higher allocation of capital;
• Significantly higher working capital requirements adversely impacting free cash flow;
• When the Company undertakes any acquisitions or joint ventures requiring significant allocation of capital;
• In the event of inadequacy of profits or the Company has incurred losses;
• Any rules, Directive or guidance issued by BSEC on declaration or distribution of dividend.

UTILIZATION OF RETAINED EARNINGS

The Board of Directors of the Company may retain its earnings in order to make better use of the funds available and increase the value of the stakeholders in the long run. The retained earnings of the Company may be used in any of the following ways:

- Capital expenditure;
- Declaration of dividend;
- Issue of bonus shares;
- Diversification of business;
- Capacity Expansion;
- Repayment of debts;
- Buy-back of shares/capital reduction;
- Other permissible usage as per Acts and regulations.

UNCLAIMED/UNPAID/UNDISTRIBUTED DIVIDEND

Pursuant to the Bangladesh Securities and Exchange Commission's Directive No. BSEC/CMRRCD/2021-386/03 dated 14 January 2021, the Company shall maintain a dedicated Bank Account for dividend, where unpaid or unclaimed dividend shall be kept for a period of 3 (three) years from the date of declaration or approval date or record date. After elapse of the aforesaid period, if any Dividend remains unpaid/unclaimed/undistributed/unsettled, such Dividend along with accrued interest, if any, shall be transferred to a Fund maintained by Bangladesh Securities and Exchange Commission.

PROCEDURE FOR CLAIMING UNPAID DIVIDEND

The Company shall follow the procedures as mentioned below for claiming of unpaid or unclaimed Dividend:

• Shareholders are required to make an Application for Unpaid Dividend" in the format set out (Annexure-A) in this Policy. The Application Form shall be available on the Company's website.
• Shareholders may apply in person and/or authorized person at the Share Department of the Company or submit their application via email to sharedept@apexfootwearltd.com.
• Unpaid Dividends will be paid upon verification of the shareholder's relevant BO ID information, cell phone number, signature and email address maintained with the Central Depository of Bangladesh Limited (CDBL). If the said information/documents satisfied, then unclaimed dividends will be paid through issuance of warrant /BEFTN/ other banking channels within 15(Fifteen) working days.
• For the avoidance of doubt, all dividend payments shall be subject to applicable taxes and shall not bear any interest or whatsoever.

PARAMETERS FOR VARIOUS CLASSES OF SHARES

At present, the Company does not have any other class of shares (including shares with differential voting rights/preference shares) other than equity shares. In the absence of any other class of shares and/or shares with differential voting rights, the entire distributable profit for the purpose of declaration of dividend is considered for the equity shareholders.

AMENDMENTS / MODIFICATIONS

To the extent of any change/amendment is required in terms of any applicable law or change in regulations, the regulations would prevail over the Policy, and the provisions in the policy would be modified in due course to make it consistent with law. Such amended Policy shall be placed before the Board for noting and necessary ratification.

STATUS OF COMPLIANCE WITH THE CORPORATE GOVERNANCE CODE (CGC)

Status of compliance for the period ended 30th June 2025 of Apex Footwear Limited with the conditions imposed by Bangladesh Securities and Exchange Commission (BSEC) vide Notification No. BSEC/CMRRCD/2006-158/207/Admin/80 dated 03 June 2018 and it's latest amendments issued under section 2CC of the Securities and Exchange Ordinance, 1969

(Report under Condition No. 9)

Condition No.	Title	Compliance Status (Put √ in the appropriate column)		Remarks (if any)
		Complied	Not Complied	
1	**Board of Directors**			
1(1)	The total number of members of a company`s Board of Directors (hereinafter referred to as "Board") shall not be less than 5 (five) and more then 20 (twenty).	√		The Board of Directors of Apex footwear Limited is comprised of 05 (Five) Directors.
1(2)	**Independent Directors**			
1(2)(a)	At least 2 (two) directors or one-fifth (1/5) of the total number of directors in the company's Board, whichever is higher, shall be independent directors; any fraction shall be considered to the next integer or whole number for calculating number of independent director(s): Provided that the Board shall appoint at least 1(one) female independent director in the Board of Directors of the company;	√		There are 02 (two) Independent Directors in the board of the company, of them 01(one) is female.
1(2)(b)	**Without contravention of any provision of any other laws, for the purpose of this clause, an "independent director" means a director –**			
1(2)(b)(i)	Who either does not hold any share in the Company or holds less than one percent (1%) shares of the total paid-up shares of the Company.	√		As declared by the Independent Directors.
1(2)(b)(ii)	Who is not a sponsor of the Company or is not connected with the Company's any sponsor or director or nominated director or shareholder of the Company or any of its associates, sister concerns, subsidiaries and parents or holding entities who holds one percent (1%) or more shares of the total paid-up shares of the Company on the basis of family relationship and his or her family members also shall not hold above mentioned shares in the Company. Provided that spouse, son, daughter, father, mother, brother, sister, son-in-law and daughter-in-law shall be considered as family members.	√		Do
1(2)(b)(iii)	Who has not been an executive of the Company in immediately preceding 2 (two) financial years.	√		Do
1(2)(b)(iv)	Who does not have any other relationship, whether pecuniary or otherwise, with the Company or its subsidiary or associated Companies.	√		Do
1(2)(b)(v)	Who is not a member or TREC (Trading Right Entitlement Certificate) holder, director or officer of any stock exchange.	√		Do
1(2)(b)(vi)	Who is not a shareholder, director excepting independent director or officer of any member or TREC holder of Stock Exchange or an intermediary of the capital market.	√		Do
1(2)(b)(vii)	Who is not a partner or an executive or was not a partner or an executive during the preceding 3 (three) years of the concerned Company's statutory audit firm or audit firm engaged in internal audit services or audit firm conducting special audit or professional certifying compliance of this Code.	√		Do
1(2)(b)(viii)	Who is not independent director in more than 5 (five) listed companies.	√		Do

Condition No.	Title	Compliance Status (Put √ in the appropriate column)		Remarks (if any)
		Complied	Not Complied	
1(2)(b)(ix)	who has not been reported as a defaulter in the latest Credit Information Bureau (CIB) report of Bangladesh Bank for nonpayment of any loan or advance or obligation to a bank or a financial institution.	√		Do
1(2)(b)(x)	Who has not been convicted for a criminal offence involving moral turpitude.	√		Do
1(2)(c)	The independent director(s) shall be appointed by the Board and approved by the shareholders in the Annual General Meeting (AGM): Provided that the Board shall appoint the independent director, subject to prior consent of the Commission, after due consideration of recommendation of the Nomination and Remuneration Committee (NRC) of the company.	√		Appointed by the Board and will be approved at AGM
1(2)(d)	The post of independent director(s) cannot remain vacant for more than 90 (ninety) days.	√		Vacancy is filled within the time limit
1(2)(e)	The tenure of office of an independent director shall be for a period of 3 (three) years, which may be extended for 1 (one) tenure only. Provided that a former independent director may be consider for reappointment for another tenure after a time gap of one tenure, i.e., three years from his or her completion of consecutive two tenures [i.e. six years].	√		
1(3)	**Qualification of Independent Director:**			
1(3)(a)	Independent director shall be a knowledgeable individual with integrity who is able to ensure compliance with financial laws, regularity requirements and corporate laws and can make meaningful contribution to the business.	√		The Qualification and background of the ID's are commensurate to the requirements of the position and are stated in the Directors profile.
1(3)(b)	**Independent Director shall have following qualifications:**			
1(3)(b)(i)	Business Leader who is or was a promoter or director of an unlisted company having minimum paid-up capital of Tk.100.00 million or any listed company or a member of any national or international chamber of commerce or registered business association; or	√		
1(3)(b)(ii)	Corporate Leader who is or was a top level executive not lower than Chief Executive Officer or Managing Director or Deputy Managing Director or Chief Financial Officer or Head of Finance or Accounts or Company Secretary or Head of Internal Audit and Compliance or Head of Legal Service or a candidate with equivalent position of an unlisted Company having minimum paid-up-capital of Tk. 100.00 million or of a listed Company; or	-		Not applicable
1(3)(b)(iii)	Former or existing official of government or statutory or autonomous or regulatory body in the position not below 5th Grade of the national pay scale, who has at least educational background of bachelor degree in economics or commerce or business or Law: Provided that in case of appointment of existing official as independent director, it requires clearance from the organization where he or she is in service; or	-		Not applicable
1(3)(b)(iv)	University Teacher who has educational background in Economics or Commerce or Business Studies or Law; or	-		Not applicable
1(3)(b)(v)	Professional who is or was an advocate practicing at least in the High Court Division of Bangladesh Supreme Court or a Chartered Accountant or Cost and Management Accountant or Chartered Financial Analyst or Chartered Certified Accountant or Certified Public Accountant or Chartered Management Accountant or Chartered Secretary or equivalent qualification.	√		

Condition No.	Title	Compliance Status (Put √ in the appropriate column)		Remarks (if any)
		Complied	Not Complied	
1(3)(c)	The independent director shall have at least 10 (ten) years of experiences in any field mentioned in clause (b).	√		
1(3)(d)	In special cases, the above qualifications or experiences may be relaxed subject to prior approval of the Commission.	-		None
1(4)	**Duality of Chairpersons of the Board of Directors and Managing Director or Chief Executive Officer:**			
1(4)(a)	The positions of the Chairpersons of the Board and the Managing Director (MD) and /or Chief Executive Officer (CEO) of the Company shall be filled by different individuals.	√		The Chairman of the Board and Managing Director are filled by different person.
1(4)(b)	The Managing Director (MD) and / or Chief Executive Officer (CEO) of a listed Company shall not hold the same position in another listed Company.	√		The Managing Director does not hold the same position of any other listed company
1(4)(c)	The Chairperson of the Board shall be elected from among the non-executive directors of the Company.	√		The Chairman is elected from the independent directors
1(4)(d)	The Board shall clearly define respective roles and responsibilities of the Chairperson and the Managing Director and / or Chief Executive Officer.	√		
1(4)(e)	In the absence of the Chairperson of the Board, the remaining members may elect one of themselves from non-executive directors as Chairperson for that particular Board's meeting; the reason of absence of the regular Chairperson shall be duly recorded in the minutes.	-		Chairperson of the Board Meeting was elected from the independent directors
1(5)	**The Directors' Report to Shareholders:**			
1(5)(i)	An industry outlook and possible future developments in the industry.	√		Included in the Director's Report
1(5)(ii)	The segment-wise or product-wise performance.	√		Do
1(5)(iii)	Risks and concerns including internal and external risk factors, threat to sustainability and negative impact on environment, if any.	√		Do
1(5)(iv)	A discussion on Cost of Goods Sold, Gross Profit Margin and Net Profit Margin, where applicable.	√		Do
1(5)(v)	A discussion on continuity of any extraordinary activities and their implications (gain or loss).	√		Do
1(5)(vi)	A detailed discussion on related party transactions along with a statement showing amount, nature of related party, nature of transactions and basis of transactions of all related party transactions.	√		Do
1(5)(vii)	A statement of utilization of proceeds raised through public issues, rights issues and / or any other instruments.	√		Do
1(5)(viii)	An explanation if the financial results deteriorate after the Company goes for Initial Public Offering (IPO), Repeat Public Offering (RPO), Rights Share Offer, Direct Listing, etc.	-		No such event
1(5)(ix)	An explanation on any significant variance that occurs between Quarterly Financial performances and Annual Financial Statements.	√		Included in the Director's Report
1(5)(x)	A statement of remuneration paid to the directors including independent directors.	√		Do
1(5)(xi)	A statement that the financial statements prepared by the management of the issuer Company present fairly its state of affairs, the result of its operations, cash flows and changes in equity.	√		Do

Condition No.	Title	Compliance Status (Put √ in the appropriate column)		Remarks (if any)
		Complied	Not Complied	
1(5)(xii)	A statement that proper books of account of the issuer Company have been maintained.	√		Do
1(5)(xiii)	A statement that appropriate accounting policies have been consistently applied in preparation of the financial statements and that the accounting estimates are based on reasonable and prudent judgment.	√		Do
1(5)(xiv)	A statement that International Accounting Standards (IAS) or International Financial Reporting Standards (IFRS), as applicable in Bangladesh, have been followed in preparation of the financial statements and any departure there from has been adequately disclosed.	√		Do
1(5)(xv)	A statement that the system of internal control is sound in design and has been effectively implemented and monitored.	√		Do
1(5)(xvi)	A statement that minority shareholders have been protected from abusive actions by, or in the interest of, controlling shareholders acting either directly or indirectly and have effective means of redress.	√		Do
1(5)(xvii)	A statement that there is no significant doubt upon the issuer Company's ability to continue as a going concern, if the issuer Company is not considered to be a going concern, the fact along with reasons there of shall be disclosed.	√		Do
1(5)(xviii)	An explanation that significant deviations from the last year's operating results of the issuer Company shall be highlighted and the reasons thereof shall be explained.	√		Do
1(5)(xix)	A statement where key operating and financial data of at least preceding 5 (five) years shall be summarized.	√		
1(5)(xx)	An explanation on the reasons if the issuer Company has not declared dividend (cash or stock) for the year.	-		Not applicable
1(5)(xxi)	Board's statement to the effect that no bonus share or stock dividend has been or shall be declared as interim dividend.	-		No bonus share or stock dividend declared as interim dividend
1(5)(xxii)	The total number of Board meeting held during the year and attendance by each director.	√		Disclosed in the Director's Report
1(5)(xxiii)	**A report on the pattern of shareholding disclosing the aggregate number of shares (along with name-wise details where stated below) held by:**			
1(5)(xxiii)(a)	Parent or Subsidiary or Associated Companies and other related parties (name-wise details).	√		Included in the Director's report
1(5)(xxiii)(b)	Directors, Chief Executive Officer, Company Secretary, Chief Financial Officer, Head of Internal Audit and Compliance and their spouses and minor children (name-wise details).	√		Do
1(5)(xxiii)(c)	Executives; and [Executives means top salaries person other than Directors, CEO, CS, CFO & HIAC]	√		Do
1(5)(xxiii)(d)	Shareholders holding ten percent (10%) or more voting interest in the Company (name-wise details).	√		Do
1(5)(xxiv)	**In case of the appointment or reappointment of a director, a disclosure on the following information to the shareholders:**			
1(5)(xxiv)(a)	A brief resume of the director.	√		
1(5)(xxiv)(b)	Nature of his her expertise in specific functional areas.	√		
1(5)(xxiv)(c)	Names of companies in which the person also holds the directorship and the membership of committees of the Board.	√		

Condition No.	Title	Compliance Status (Put √ in the appropriate column)		Remarks (if any)
		Complied	Not Complied	
1(5)(xxv)	**A Management's Discussion and Analysis signed by CEO or MD presenting detailed analysis of the Company's position and operations along with a brief discussion of changes in the financial statements, among others, focusing on:**			
1(5)(xxv)(a)	Accounting policies and estimation for preparation of financial statements.	√		
1(5)(xxv)(b)	Changes in accounting policies and estimation, if any, clearly describing the effect on financial performance or results and financial position as well as cash flows in absolute figure for such changes.	-		Not applicable
1(5)(xxv)(c)	Comparative analysis (including effects of inflation) of financial performance or results and financial position as well as cash flows for current financial year with immediate preceding five years explaining reasons thereof.	√		
1(5)(xxv)(d)	Compare such financial performance or results and financial position as well as cash flows with the peer industry scenario.	√		
1(5)(xxv)(e)	Briefly explain the financial and economic scenario of the Country and the globe.	√		
1(5)(xxv)(f)	Risks and concerns issues related to the financial statements, explaining such risk and concerns mitigation plan of the Company.	√		
1(5)(xxv)(g)	Future plan or projection or forecast for Company's operation, performance and financial position, with justification thereof, i.e., actual position shall be explained to the shareholders in the next AGM.	√		
1(5)(xxvi)	Declaration or certification by the CEO and the CFO to the Board as required under condition No. 3(3) shall be disclosed as per Annexure-A.	√		
1(5)(xxvii)	The report as well as certificate regarding compliance of conditions of this Code as required under condition No. 9 shall be disclosed as per Annexure-B and Annexure-C.	√		
1(5)(xxviii)	The Directors' report to the shareholders does not require to include the business strategy or technical specification related to products or services, which have business confidentiality.	√		
1(6)	**Meetings of the Board of Directors:**			
	The Company shall conduct its Board Meetings and record the minutes of the meetings as well as keep required books and records in line with the provisions of the relevant Bangladesh Secretarial Standards (BSS) as adopted by the Institute of Chartered Secretaries of Bangladesh (ICSB) in so far as those standards are not inconsistent with any condition of this Code.	√		
1(7)	**Code of Conduct for the Chairperson, other Board members and Chief Executive Officer:**			
1(7)(a)	The Board shall lay down a code of conduct, based on the recommendation of the Nomination and Remuneration Committee (NRC) at condition No. 6, for the Chairperson of the Board, other Board members and Chief Executive Officer of the Company.	√		
1(7)(b)	The code of conduct as determined by the NRC shall be posted on the website of the Company including, among others, prudent conduct and behavior; confidentially; conflict of interest, compliance with laws, rules and regulations; prohibition of insider trading; relationship with environment, employees, customers and suppliers; and independency.	√		
2	**Governance of Board of Directors of Subsidiary Company:**			
2(a)	Provisions relating to the composition of the Board of the holding Company shall be made applicable to the composition of the Board of the subsidiary Company.	-		Not applicable, since there is no subsidiary of Apex Footwear Ltd.
2(b)	At least 1 (one) independent director on the Board of the holding Company shall be a director on the Board of the subsidiary Company.	-		Not applicable

Condition No.	Title	Compliance Status (Put √ in the appropriate column)		Remarks (if any)
		Complied	Not Complied	
2(c)	The minutes of the Board meeting of the subsidiary Company shall be placed for review at the following Board meeting of the holding Company.	-		Not applicable
2(d)	The minutes of the respective Board meeting of the holding Company shall state that they have reviewed the affairs of the subsidiary Company also.	-		Not applicable
2(e)	The Audit Committee of the holding Company shall also review the financial statements, in particular the investments made by the subsidiary Company.	-		Not applicable
3	**Managing Director (MD) or Chief Executive Officer (CEO), Chief Financial Officer (CFO), Head of Internal Audit and Compliance (HIAC) and Company Secretary (CS).**			
3(1)	**Appointment**			
3(1)(a)	The Board shall appoint a Managing Director (MD) or Chief Executive Officer (CEO), a Company Secretary (CS), a Chief Financial Officer (CFO), and a Head of Internal Audit and Compliance (HIAC).	√		
3(1)(b)	The position of the managing Director (MD) or Chief Executive Officer (CEO), Company Secretary (CS), Chief Financial Officer (CFO), and Head of Internal Audit and Compliance (HIAC) shall be filied by different individuals.	√		They are different individuals
3(1)(c)	The MD or CEO, CS, CFO and HIAC of a listed Company shall not hold any executive position in any other Company at the same time. Provided that CFO or CS of any listed company may be appointed for the same position in any other listed or non-listed company under the same group for reduction of cost or for technical expertise, with prior approval of the Commission. Provided further that the remuneration and perquisites of the said CFO or CS shall be shared by appointing companies proportionately.	√		
3(1)(d)	The Board shall clearly define respective roles, responsibilities and duties of the CFO, the HIAC and the CS.	√		
3(1)(e)	The MD or CEO, CS, CFO and HIAC shall not be removed from their position without approval of the Board as well as immediate dissemination to the Commission and stock exchange(s).	-		No such event in the reporting year
3(2)	**Requirement to attend Board of Directors' Meetings:**			
3(2)	The MD or CEO, CS, CFO and HIAC of the company shall attend the meetings of the Board: Provided that the CS, CFO and/or the HIAC shall not attend such part of a meeting of the Board which involves consideration of an agenda item relating to their personal matters.	√		
3(3)	**Duties of Managing Director (MD) or Chief Executive Officer (CEO) and Chief Financial Officer CFO) :**			
3(3)(a)	The MD or CEO and CFO shall certify to the Board that they have reviewed financial statements for the year and that to the best of their knowledge and belief.	√		The MD & CFO duly certified the Board as given in the Annual Report
3(3)(a)(i)	These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading.	√		
3(3)(a)(ii)	These statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards and applicable laws.	√		
3(3)(b)	The MD or CEO and CFO shall also certify that there are, to the best of knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or in violation of the code of conduct for the Company's Board or its members.	√		

Condition No.	Title	Compliance Status (Put √ in the appropriate column)		Remarks (if any)
		Complied	Not Complied	
3(3)(c)	The certification of the MD or CEO and CFO shall be disclosed in the Annual Report.	√		
4	**Board of Directors' Committee:**			
4(i)	For ensuring good governance in the Company, The Board shall have at least following sub-committees: Audit Committee; and	√		
4(ii)	Nomination and Remuneration Committee.	√		
5	**Audit Committee:**			
5(1)	Responsibility to the Board of Directors			
5(1)(a)	The Company shall have an Audit Committee as a sub-committee of the Board.	√		
5(1)(b)	The Audit committee shall assist the Board in ensuring that the financial statements reflect true and fair view of the state of affairs of the Company and in ensuring a good monitoring system within the business.	√		
5(1)(c)	The Audit Committee shall be responsible to the Board; the duties of the Audit Committee shall be clearly set forth in writing.	√		
5(2)	**Constitution of the Audit Committee (AC)**			
5(2)(a)	The Audit Committee shall be composed of at least 3 (three) members.	√		The Audit Committee comprised of 3 (three) members.
5(2)(b)	The Board shall appoint members of the Audit Committee who shall be non-executive directors of the Company excepting Chairpersons of the Board and shall include at least 1 (one) independent director.	√		
5(2)(c)	All members of the audit committee should be "financially literate" and at least 1(one) member shall have accounting or related financial management background and 10 (ten) years of such experience.	√		
5(2)(d)	When the term of service of any Committee member expires or there is any circumstance causing any Committee member to be unable to hold office before expiration of the term of service, thus making the number of the Committee members to be lower than the prescribed number of 3 (three) persons, the Board shall appoint the new Committee member to fill up the vacancy immediately or not later than 60 (sixty) days from the date of vacancy in the Committee to ensure continuity of the performance of work of the Audit Committee.	-		New member is appointed before 60 days from the date of vacancy.
5(2)(e)	The Company Secretary shall act as the secretary of the Committee.	√		
5(2)(f)	The quorum of the Audit Committee meeting shall not constitute without at least 1 (one) independent director.	√		
5(3)	**Chairperson of Audit Committee:**			
5(3)(a)	The Board shall select 1 (one) member of the Audit Committee to be Chairperson of the Audit Committee, who shall be an independent director.	√		Ms. Sheela R Rahman, Independent Director, is the Chairperson of the Audit Committee.
5(3)(b)	In the absence of the Chairperson of the Audit Committee, the remaining members may elect one of themselves as Chairperson for that particular meeting, in that case there shall be no problem of constituting a quorum as required under condition No. 5(4)(b) and the reason of absence of the regular Chairperson shall be duly recorded in the minutes.	-		No such event in the reporting year

Condition No.	Title	Compliance Status (Put √ in the appropriate column)		Remarks (if any)
		Complied	Not Complied	
5(3)(c)	Chairperson of the Audit Committee shall remain present in the Annual General Meeting (AGM). Provided that in absence of Chairperson of the Audit Committee, any other member from the Audit Committee shall be selected to be present in the annual general meeting (AGM) and reason for absence of the Chairperson of the Audit Committee shall be recorded in the minutes of the AGM.	√		
5(4)	**Meeting of the Audit Committee:**			
5(4)(a)	The Audit Committee shall conduct at least its four meetings in a financial year. Provided that any emergency meeting in addition to regular meeting may be convened at the request of any one of the members of the committee.	√		The Audit Committee conducted four meetings during the reporting year 2024-25
5(4)(b)	The quorum of the meeting of the Audit Committee shall be constituted in presence of either two members or two-third of the members of the Audit Committee, whichever is higher, where presence of an independent director is a must.	√		
5(5)	**Role of Audit Committee:**			
	The Audit Committee shall: -			
5(5)(a)	Oversee the financial reporting process.	√		
5(5)(b)	Monitor choice of accounting policies and principles.	√		
5(5)(c)	Monitor Internal Audit and Compliance process to ensure that it is adequately resourced, including approval of the Internal Audit and Compliance Plan and review of the Internal Audit and Compliance Report.	√		
5(5)(d)	Oversee hiring and performance of external auditors.	√		
5(5)(e)	Hold meeting with the external or statutory auditors for review of the annual financial statements before submission to the Board for approval or adoption;	√		
5(5)(f)	Review along with the management, the annual financial statements before submission to the Board for approval.	√		
5(5)(g)	Review along with the management, the quarterly and half yearly financial statements before submission to the Board for approval.	√		
5(5)(h)	Review the adequacy of internal audit function.	√		
5(5)(i)	Review the Management's Discussion and Analysis before disclosing in the Annual Report.	√		
5(5)(j)	Review statement of all related party transactions submitted by the management.	√		
5(5)(k)	Review Management Letters or Letter of Internal Control weakness issued by the statutory auditors.	-		
5(5)(l)	Oversee the determination of audit fees based on scope and magnitude, level of expertise deployed and time required for effective audit and evaluate the performance of external auditors.	√		

Condition No.	Title	Compliance Status (Put √ in the appropriate column)		Remarks (if any)
		Complied	Not Complied	
5(5)(m)	Oversee whether the proceeds raised through Internal Public Offering (IPO) or Repeat Public Offering (RPO) or Rights Share Offer have been utilized as per the purposes stated in relevant offer document or prospectus approved by the Commission. Provided that the management shall disclose to the Audit Committee about the uses or applications of the proceeds by major category (capital expenditure, sales and marketing expenses, working capital etc.), on a quarterly basis, as a part of their quarterly declaration of financial results. Provided further that on an annual basis, the company shall prepare a statement of the proceeds utilized for the purposes other than those stated in the offer document or prospectus for publication in the Annual Report along with the comments of the Audit Committee.	-		Not applicable
5(6)	**Reporting of the Audit Committee:**			
5(6) (a)	**Reporting to the Board of Directors**			
5(6)(a)(i)	The Audit Committee shall report on its activities to the Board.	√		
5(6)(a)(ii)	**The Audit Committee shall immediately report to the Board on the following findings, if any:**			
5(6)(a)(ii)(a)	Report on conflicts of interests.	-		Not applicable
5(6)(a)(ii)(b)	Suspected or presumed fraud or irregularity or material defect identified in the internal audit and compliance process or in the financial statements.	-		Not applicable
5(6)(a)(ii)(c)	Suspected infringement of laws, regulatory compliances including securities related laws, rules and regulations.	-		Not applicable
5(6)(a)(ii)(d)	Any other matter which the Audit Committee deems necessary shall be disclosed to the Board immediately.	-		Not applicable
5(6)(b)	**Reporting to the Authorities:**			
	If the Audit Committee has reported to the Board about anything which has material impact on the financial condition and results of operation and has discussed with the Board and the management that any rectification is necessary and if the Audit Committee finds that such rectification has been unreasonable ignored, the Audit Committee shall report such finding to the Commission, upon reporting of such matters to the Board for three times or completion of a period 6 (six) months from the date of first reporting to the Board, whichever is earlier.	-		Not applicable
5.(7)	**Reporting to the Shareholders and General Investors:**			
	Report on activities carried out by the Audit Committee, including any report made to the Board under condition No. 5(6)(a)(ii) above during the year, shall be signed by the Chairperson of the Audit Committee and disclosed in the annual report of the issuer Company.	√		Audit Committee report duly given in the Annual Report
6	Nomination and Remuneration Committee (NRC):			
6(1)	Responsibility to the Board of Directors			
6(1)(a)	The Company shall have a Nomination and Remuneration Committee (NRC) as a sub-committee of the Board.	√		
6(1)(b)	The NRC shall assist the Board in formulation of the nomination criteria or policy for determining qualifications, positive attributes, experiences and independence of directors and top level executive as well as a policy for formal process of considering remuneration of directors, top level executive.	√		The NRC duly discharged its responsibilities

Condition No.	Title	Compliance Status (Put √ in the appropriate column)		Remarks (if any)
		Complied	Not Complied	
6(1)(c)	The Terms of Reference (ToR) of the NRC shall be clearly set forth in writing covering the areas stated at the condition No. 6(5) (b).	√		
6(2)	**Constitution of the NRC**			
6(2)(a)	The Committee shall comprise of at least three members including an independent director.	√		
6(2)(b)	At least 02 (two) members of the Committee shall be non-executive directors.	√		
6(2)(c)	Members of the Committee shall be nominated and appointed by the Board.	√		
6(2)(d)	The Board shall have authority to remove and appoint any member of the Committee.	√		
6(2)(e)	In case of death, resignation, disqualification, or removal of any member of the Committee or in any other cases of vacancies, the board shall fill the vacancy within 180 (one hundred eighty) days of occurring such vacancy in the Committee.	√		Vacancy is filled within the time limit.
6(2)(f)	The Chairperson of the Committee may appoint or co-opt any external expert and/ or member(s) of staff to the Committee as advisor who shall be non-voting member, if the Chairperson feels that advice or suggestion from such external expert and / or member(s) of staff shall be required or valuable for the Committee.	-		No such event in the reporting year
6(2)(g)	The Company Secretary shall act as the secretary of the Committee.	√		
6(2)(h)	The quorum of the NRC meeting shall not constitute without attendance of at least an independent director.	√		
6(2)(i)	No member of the NRC shall receive, either directly or indirectly, any remuneration for any advisory or consultancy role or otherwise, other than Director's fees or honorarium from the Company.	√		
6(3)	**Chairperson of the NRC:**			
6(3)(a)	The Board shall select 1 (one) member of the NRC to be Chairperson of the Committee, who shall be an independent director.	√		
6(3)(b)	In the absence of the Chairperson of the NRC, the remaining members may elect one of themselves as Chairperson for that particular meeting, the reason of absence of the regular Chairperson shall be duly recorded in the minutes.	-		No such event in the reporting year
6(3)(c)	The Chairperson of the NRC shall attend the annual general meeting (AGM) to answer the queries of the shareholders. Provided that in absence of Chairperson of the NRC, any other member from the NRC shall be selected to be present in the annual general meeting (AGM) for answering the shareholder's queries and reason for absence of the Chairperson of the NRC shall be recorded in the minutes of the AGM.	√		
6(4)	**Meeting of the NRC:**			
6(4)(a)	The NRC shall conduct at least one meeting in a financial year.	√		One meeting held
6(4)(b)	The Chairperson of the NRC may convene any emergency meeting upon request by any member of the NRC.	-		No such event in the reporting year
6(4)(c)	The quorum of the meeting of the NRC shall be constituted in presence of either two members or two third of the members of the Committee, whichever is higher, where presence of an independent director is must as required under condition No. 6(2) (h).	√		

Condition No.	Title	Compliance Status (Put √ in the appropriate column)		Remarks (if any)
		Complied	Not Complied	
6(4)(d)	The proceedings of each meeting of the NRC shall duly be recorded in the minutes and such minutes shall be confirmed in the next meeting of the NRC.	√		
6(5)	**Role of the NRC:**			
6(5)(a)	NRC shall be independent and responsible or accountable to the Board and to the shareholders.	√		
6(5)(b)	**NRC shall oversee, among others, the following matters and make report with recommendation to the Board:**			
6(5)(b)(i)	Formulating the criteria for determining qualifications, positive attributes and independence of a director and recommend a policy to the Board, relating to the remuneration of the directors, top level executive, considering the following.	√		
6(5)(b)(i)(a)	The level and composition of remuneration is reasonable and sufficient to attract, retain and motivate suitable directors to run the Company successfully.	√		
6(5)(b)(i)(b)	The relationship of remuneration to performance is clear and meets appropriate performance benchmarks.	√		
6(5)(b)(i)(c)	Remuneration to directors, top level executive involves a balance between fixed and incentive pay reflection short and long-term performance objectives appropriate to the working of the Company and its goal.	√		
6(5)(b)(ii)	Devising a policy on Board's diversity taking into consideration age, gender, experience, ethnicity, educational background and nationality.	√		
6(5)(b)(iii)	Identifying persons who are qualified to become directors and who may be appointed in top level executive position in accordance with the criteria laid down, and recommended their appointment and removal to the Board.	√		
6(5)(b)(iv)	Formulating the criteria for evaluation of performance of independent directors and the Board.	√		
6(5)(b)(v)	Identification the Company's needs for employees at different levels and determine their selection, transfer or replacement and promotion criteria.	√		
6(5)(b)(vi)	Developing, recommending and reviewing annually the Company's human resource and training policies.	√		
6(5)(c)	The Company shall disclose the nomination and remuneration police and the evaluation criteria and activities of NRC during the year at a glance in its annual report.	√		
7	**External or Statutory Auditors:**			
7(1)	**The issuer Company shall not engage its external or statutory auditors to perform the following services of the Company, namely.**			
7(1)(i)	Appraisal or valuation service or fairness opinions.	√		As declared by the Statutory Auditor
7(1)(ii)	Financial information systems design and implementation.	√		Do
7(1)(iii)	Book-keeping or other services related to the accounting records or financial statements.	√		Do
7(1)(iv)	Broker-dealer services.	√		Do

Condition No.	Title	Compliance Status (Put √ in the appropriate column)		Remarks (if any)
		Complied	Not Complied	
7(1)(v)	Actuarial services.	√		Do
7(1)(vi)	Internal audit services or special audit services.	√		Do
7(1)(vii)	Any services that the Audit Committee determines.	√		Do
7(1)(viii)	Audit or certification services on compliance of corporate governance as required under condition No. 9(1).	√		Do
7(1)(ix)	Any other service that creates conflicts of interest.	√		Do
7(2)	No partner or employees of the external audit firms shall possess any share of the Company they audit at least during the tenure of their audit assignment of that Company; his or her family members also shall not hold any shares in the said Company. Provided that spouse, son, daughter, father, mother, brother, sister, son-in-law and daughter-in-law shall be considered as family members.	√		Do
7(3)	Representative of external or statutory auditors shall remain present in the Shareholders' Meeting (Annual General Meeting or Extraordinary General Meeting) to answer the queries of the shareholders.	√		Do
8	**Maintaining a website by the Company:**			
8(1)	The Company shall have an official website linked with the website of the stock exchange.	√		www.apexfootwearltd.com
8(2)	The Company shall keep the website functional from the date of listing.	√		
8(3)	The Company shall make available the detailed disclosures on its website as required under the listing regulations of the concerned stock exchange(s).	√		
9	**Reporting and Compliance of Corporation Governance:**			
9(1)	The Company shall obtain a certificate from a practicing Professional Accountant or Secretary (Chartered Accountant or Cost and Management Accountant or Chartered Secretary) other than its statutory auditors or audit firm on yearly basis regarding compliance of conditions of Corporate Governance Code of the Commission and shall such certificate shall be disclosed in the Annual Report.	√		The certification is given in the Annual Report
9(2)	The professional who will provide the certificate on compliance of this Corporate Governance Code shall be appointed by the shareholders in the annual general meeting.	√		Appointed at AGM
9(3)	The directors of the Company shall state, in accordance with the Annexure-C attached, in the directors' report whether the Company has complied with these conditions or not.	√		Given in the Annual Report

Haruner Rashid & Associates
Chartered Secretaries & Management Consultants

REPORT TO THE SHAREHOLDERS OF APEX FOOTWEAR LIMITED ON COMPLIANCE WITH THE CORPORATE GOVERNANCE CODE

We have examined the compliance status to the Corporate Governance Code by **Apex Footwear Limited** for the year ended 30th June, 2025. This Code relates to the Notification No. BSEC/CMRRCD/2006-158/207/Admin/80 dated June 03, 2018 and its latest amendments issued under section 2CC of the Securities and Exchange Ordinance, 1969 of the Bangladesh Securities and Exchange Commission.

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

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

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

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

Haruner Rashid & Associates
Chartered Secretaries

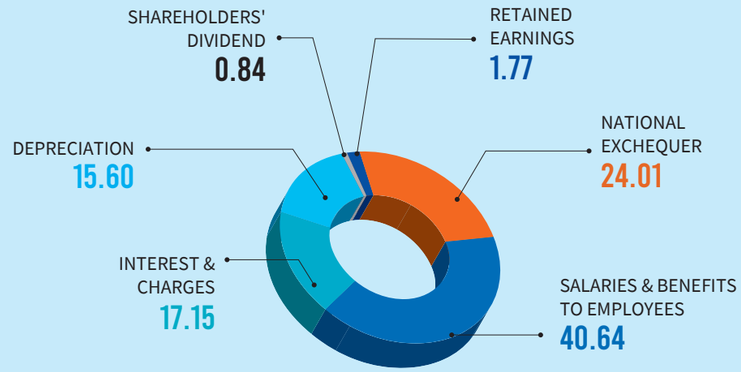
Place: Dhaka
Date : October 23, 2025

A.K.M. Haruner Rashid, LL.B, FCS
CEO & Consultant

Address: 152/1, Tejkunipara, Bijoy Sarani Link Road, Dhaka-1215
Mobile: +8801711-105322, +8801730-728605 (Mominur)
E-maiil: hrashbd@gmail.com, hrashid.associates@gmail.com
www.hracsfirm.com

VALUE ADDED STATEMENT

For the period ended 30 June 2025



JULY'24 -JUNE'25

BDT IN MILLION

	July'24 - June'25		July'23 - June'24	
SOURCE OF FUND				
Revenue	19,243.06		16,225.45	
Bought in Materials and Services	(11,589.00)		(9,573.57)	
Other Income	8.83		19.05	
Value Added	**7,662.89**		**6,670.93**	
APPLICATION OF FUND		%		%
National Exchequer	1,839.52	24.01	1,513.73	22.69
Salaries & Benefits to Employees	3,114.06	40.64	2,614.04	39.19
Interest & Charges	1,314.05	17.15	1,011.00	15.16
Depreciation	1,195.36	15.60	1,297.26	19.45
Shareholders' Dividend	64.32	0.84	58.47	0.88
Retained Earnings	135.57	1.77	176.43	2.64
	7,662.89	**100.00**	**6,670.93**	**100.00**

KEY FINANCIAL HIGHLIGHTS

BDT in Million except where indicated otherwise

	12 MONTHS ENDED				
	2024-2025	**2023-2024**	**2022-2023**	**2021-2022**	**2020-2021**
Authorized Capital	**500.00**	500.00	500.00	500.00	500.00
Issued, Subscribed & Paid up Capital	**157.22**	142.93	129.94	118.13	112.50
Revenue (Net)	**17,734.31**	14,978.16	16,535.87	12,974.60	11,764.08
Gross Profit	**5,131.61**	4,540.89	4,436.44	3,712.78	3,423.04
Profit before Tax	**378.65**	272.41	350.04	229.28	253.19
Profit after Tax	**135.57**	176.43	167.14	138.23	105.31
Non-Current Assets	**13,119.11**	12,460.98	8,428.26	8,232.93	7,298.78
Current Assets	**17,849.00**	16,071.81	16,100.28	12,169.31	10,306.93
Shareholders' Equity	**6,865.74**	6,780.20	3,113.77	2,987.98	2,889.13
Non- Current Liabilities	**6,980.27**	6,929.68	7,788.58	7,736.24	5,628.59
Current Liabilities	**17,122.10**	14,822.91	13,626.19	9,678.02	9,087.99
Net Current Assets	**726.90**	1,248.90	2,474.09	2,491.29	1,218.94
Current Ratio (Times)	**1.04**	1.08	1.18	1.26	1.13
Quick Ratio (Times)	**0.14**	0.19	0.22	0.23	0.18
Interest Coverage Ratio (Times)	**1.30**	1.27	1.38	1.30	1.31
Price Earning Ratio (Times)	**23.60**	19.36	24.45	25.52	26.38
Return on Shareholders' Fund (%)	**1.97**	2.60	5.37	4.63	3.65
Cash Dividend per Share (%)	**25.00**	35.00	35.00	35.00	35.00
Stock Dividend per Share (%)	**25.00**	10.00	10.00	10.00	5.00
Earning per Share (Taka)	**8.62**	11.22	11.69	11.70	8.92
Market Value per Share at year end (Taka)	**203.40**	238.90	314.40	271.50	235.30
Net Asset Value per Share (Taka)	**436.68**	431.24	217.85	252.95	244.58
Net Operating Cash Flow per Share (Taka)	**56.48**	165.88	24.75	29.94	145.24

MD & CFO CERTIFICATION ON FINANCIAL STATEMENTS

Date: 25 September 2025

The Board of Directors
Apex Footwear Limited
House No. 06, Road No. 137
Block-SE(D), Gulshan-1
Dhaka-1212

SUBJECT: DECLARATION ON FINANCIAL STATEMENTS FOR THE YEAR ENDED ON 30 JUNE 2025.

Dear Sirs,

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

(1) The Financial Statements of Apex Footwear Limited for the year ended on 30 June 2025 have been prepared in compliance with International Accounting Standards (IAS) or International Financial Reporting Standards (IFRS), as applicable in the Bangladesh and any departure there from has been adequately disclosed;

(2) The estimates and judgments related to the financial statements were made on a prudent and reasonable basis, in order for the financial statements to reveal a true and fair view;

(3) The form and substance of transactions and the Company's state of affairs have been reasonably and fairly presented in its financial statements;

(4) To ensure above, the Company has taken proper and adequate care in installing a system of internal control and maintenance of accounting records;

(5) Our internal auditors have conducted periodic audits to provide reasonable assurance that the established policies and procedures of the Company were consistently followed; and

(6) The Management's use of the going concern basis of accounting in preparing the financial statements is appropriate and there exists no material uncertainty related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern.

In this regard, we also certify that: -

(i) We have reviewed the financial statements for the year ended on 30 June 2025 and that to the best of our knowledge and belief:

(a) These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;

(b) These statements collectively present true and fair view of the Company's affairs and are in compliance with existing accounting standards and applicable laws.

(ii) There are, to the best of knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or in violation of the code of conduct for the Company's Board of Directors or its members.

Sincerely yours,

(Syed Nasim Manzur)
Managing Director

(Dilip Kajuri)
Chief Financial Officer

MOORE

M. J. ABEDIN & CO
এম. জে. আবেদীন এন্ড কোং
Chartered Accountants

National Plaza, 3rd Floor
109 Bir Uttam C. R. Datta Road
Dhaka - 1205, Bangladesh
T +088 02 9666508, 9675340
E audit@mjabedin.com
www.mjabedin.com

INDEPENDENT AUDITOR'S REPORT

To the shareholders of Apex Footwear Limited

Report on the Audit of the Financial Statements

Qualified Opinion

We have audited the financial statements of Apex Footwear Limited (the "Company"), which comprise the statement of financial position as at 30 June 2025, and the statement of profit or loss and other comprehensive income, statement of changes in equity and statement of cash flows for the year then ended, and notes to the financial statements, including material accounting policy information.

In our opinion, except for the effects of the matter described in the Basis for Qualified Opinion section of our report, the accompanying financial statements of the company give a true and fair view of the financial position of the company as at 30 June 2025, and of its financial performance and its cash flows for the year then ended in accordance with International Financial Reporting Standards (IFRSs).

Basis for Qualified Opinion

Property, Plant and Equipment include borrowing costs amounting to BDT 827,155,544, which have been capitalized without complying with paragraph 22 of IAS 23, as explained in note 3.2, resulting in net profit and total assets being overstated by the same.

We conducted our audit in accordance with International Standards on Auditing (ISAs). Our responsibilities under those standards are further described in the Auditor's Responsibilities for the audit of the Financial Statements section of our report. We are independent of the company in accordance with the International Ethics Standards Board for Accountants Code of Ethics for Professional Accountants (IESBA Code), Bangladesh Securities and Exchange Commission (BSEC), and we have fulfilled our other ethical responsibilities in accordance with the IESBA Code and the Institute of Chartered Accountants of Bangladesh (ICAB) Bye-Laws. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our qualified opinion.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of the most significance in our audit of the financial statements for the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

The Key Audit Matter	How the matter was addressed in our audit
1. REVENUE RECOGNITION	
See Note 22 to the financial statements	
Revenue from sale of goods is recognized when performance obligations are satisfied by transferring control of a promised good to a customer (both individual customers and institutions) and the control transfers at a point in time. Revenue is measured at net value Added Tax (VAT), discounts and incentives earned by customers/distributors. A substantial part of Company's revenue relates to retail sales through a large number of retail outlets across the country and comprises high volume of transactions, which increase the risk of revenue being recognized inappropriately. A robust process for recording sales revenue is critical in order to mitigate risk of error and fraud. In addition to that, there is an inherent risk of manipulation of the timing of revenue recognition by management to meet specific targets or expectations. Considering the above-mentioned factors, appropriateness and completeness of revenue recognition has been considered as a key audit matter. The Company has reported total revenue of BDT Tk. 17,734.31 million (2024: BDT TK. 14,978.16 million) for the year ended 30 June 2025.	Our audit procedures in this area included, among others: • Understanding and evaluating the design and implementation of key internal financial controls related to the Company's revenue recognition and testing the operating effectiveness of such controls. • Testing the sales transactions recognized shortly before and after the statement of financial position date, to test whether sales transaction was recorded in the correct reporting periods. • Substantive testing of revenue recorded over the period using sampling techniques, by examining the underlying documents such as sales orders, invoices, outbound delivery notes and standard price list of the Company. • Substantive procedures to check whether discounts and incentives (offsets to revenue) are recognized completely and accurately. • Tested the completeness of journal entries compared to financial statements; as well as if there are any exceptions in the debit accounts of sales recognition that were not related to cash and bank, trade receivables or advances from customers.

2. EXISTENCE AND VALUATION OF INVENTORY	
See Note 9 to the financial statements	
Inventory is kept and distributed from different locations across the country, increasing the susceptibility to loss or misappropriation. There is a risk that the entity's inventory may not be completely or accurately recorded, leading to potential misstatements in the financial statements. Additionally, the inventory may not physically exist, or its condition (such as being obsolete or damage) may not be properly identified, which could impact its valuation. These factors create significant challenges in ensuring that the inventory is fairly presented in the financial statements. Therefore, the existence and valuation of inventory are considered a key audit matter. The Company had inventory of BDT Tk. 15,386.99 million (2024: BDT TK. 13,195.56 million) at 30 June 2025, held in factory, warehouse and retail stores.	Our audit procedures in this area included, among others: • Evaluating the key controls related to the Company's inventory process and observing the process of managements year-end inventory count. • Attending inventory counts to verify the existence and assess the condition of inventory, including identifying obsolete or damaged items, and reconciling the count results with the inventory listings to test the completeness of the data. • Assessing the methodology and judgement used by management for the inventory costing and valuation. • Testing on a sample basis, the net realizable value of inventories at the year-end by computing the carrying value with their subsequent selling prices and costs to sell subsequent to the year-end.

Other Matter

The financial statements of the Company as at and for the year ended 30 June 2024 were audited by another auditor who expressed an unmodified opinion on those financial statements on 30 September 2024.

Other Information

Management is responsible for the other information. The other information comprises all of the information in the Annual Report but does not include the financial statements and our auditor's report thereon.

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of Management and Those Charged with Governance for the Financial Statements and Internal Controls

Management is responsible for the preparation and fair presentation of the financial statements in accordance with IFRSs, the Companies Act, 1994, the Securities and Exchange Rules, 2020 and other applicable laws and regulations and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with ISAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

• Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

• Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.

• Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

• Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

• Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on other Legal and Regulatory Requirements

In accordance with the Companies Act 1994 and the Securities and Exchange Rules 2020, we also report the following:

a) we have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit and made due verification thereof;
b) in our opinion, proper books of accounts as required by law have been kept by the Company so far as it appeared from our examination of these books;

c) the statement of financial position and statement of profit or loss and other comprehensive income dealt with by the report are in agreement with the books of accounts and returns; and

d) The expenditure incurred was for the purposes of the Company's business.

Dated, Dhaka
25 September 2025

M. J. ABEDIN & CO
Chartered Accountants
Firm Reg. No. CAF-001-111

Kamrul Abedin FCA, Partner
Enroll. No. 527
DVC: 2509290527AS911922

An independent member firm of
Moore Global Network Limited

APEX FOOTWEAR LIMITED

Statement of Financial Position

As at 30 June 2025

	Notes	30-Jun-25 Taka	30-Jun-24 Taka
ASSETS			
Non-Current Assets		13,119,111,325	12,460,981,805
Property, Plant and Equipment	4.00	10,277,114,587	9,622,334,113
Right of Use Asset	5.00	2,764,219,681	2,772,202,793
Capital Work-in-Progress	6.00	32,762,024	24,733,541
Investment in CDBL	7.00	1,569,450	1,569,450
Deferred Tax Asset	8.01	43,445,583	40,141,908
Current Assets		17,849,003,044	16,071,809,149
Inventories	9.00	15,386,995,545	13,195,561,600
Accounts Receivable and Others	10.00	1,686,401,621	1,693,106,279
Advances, Deposits and Prepayments	11.00	693,853,181	1,109,487,044
Cash and Cash Equivalents	12.00	81,752,697	73,654,226
Total Assets		30,968,114,369	28,532,790,954
EQUITY AND LIABILITIES			
Shareholders' Equity		6,865,743,555	6,780,196,018
Share Capital	13.00	157,224,370	142,931,250
Share Premium	14.00	68,804,919	68,804,919
Dividend Equalization Fund	15.00	37,215,863	37,215,863
Revaluation Surplus	16.00	4,594,146,151	4,594,146,151
Retained Earnings		2,008,352,252	1,937,097,835
Non-Current Liabilities		6,980,270,258	6,929,683,282
Long Term Borrowings - Net off Current Maturity	17.00	3,947,237,371	4,002,494,836
Lease Liability - Net off Current Portion	5.01	2,642,345,075	2,572,085,390
Retirement Benefit Obligations - Gratuity		390,687,812	355,103,056
Current Liabilities and Provisions		17,122,100,556	14,822,911,654
Short Term Borrowings	18.00	14,846,391,381	12,865,603,397
Long Term Borrowings - Current Portion	17.00	436,575,176	473,382,988
Trade Payables	19.00	583,154,494	620,245,743
Liabilities for Services	20.00	135,504,867	112,652,029
Liabilities for Expenses		467,831,225	334,713,500
Interest Payables		393,350,476	166,326,116
Lease Liability-Current Portion	5.01	257,548,328	248,215,739
Unclaimed Dividend	21.00	1,744,609	1,772,142
Total Equity and Liabilities		30,968,114,369	28,532,790,954
Net Asset Value (NAV) Per Share, Restated	29.00	436.68	431.24

The accompanying notes form an integral part of these financial statements.

Md. Omar Faruque
Company Secretary

Niranjan Chandra Debnath
Director

Syed Nasim Manzur
Managing Director

M. J. ABEDIN & CO.
Chartered Accountants
Registration Number: CAF-001-111
DVC: 2509290527AS911922

Place : Dhaka
Dated : 25 September 2025

APEX FOOTWEAR LIMITED

Statement of Profit or Loss and Other Comprehensive Income

For the year ended 30 June 2025

Amount in Taka | Amount in Taka

	Notes	01 July 2024 - 30 June 2025			01 July 2023 - 30 June 2024		
		Export Unit	Domestic Unit	Total	Export Unit	Domestic Unit	Total
Revenue (Net)	22.00	6,628,737,529	11,105,570,231	17,734,307,760	4,818,608,269	10,159,548,448	14,978,156,717
Cost of Goods Sold	23.00	(5,711,589,545)	(6,891,104,775)	(12,602,694,321)	(4,050,201,255)	(6,387,061,293)	(10,437,262,548)
Gross Profit		917,147,984	4,214,465,456	5,131,613,439	768,407,014	3,772,487,155	4,540,894,169
Operating Expenses		(379,787,279)	(3,048,021,881)	(3,427,809,160)	(340,969,835)	(2,921,225,425)	(3,262,195,260)
Administrative Expenses	24.00	(134,381,698)	(309,438,394)	(443,820,092)	(138,284,299)	(284,264,321)	(422,548,620)
Marketing, Selling & Distribution	25.00	(245,405,581)	(2,738,583,487)	(2,983,989,068)	(202,685,536)	(2,636,961,104)	(2,839,646,640)
Profit from Operating Activities		537,360,705	1,166,443,575	1,703,804,279	427,437,179	851,261,730	1,278,698,909
Other Income	26.00	3,800,451	5,029,899	8,830,350	6,370,516	12,679,412	19,049,928
Finance Cost		(396,468,215)	(917,584,287)	(1,314,052,502)	(346,533,683)	(664,467,922)	(1,011,001,605)
Profit before WPPF & Tax		144,692,941	253,889,187	398,582,127	87,274,012	199,473,220	286,747,232
Contribution to WPPF		(7,234,647)	(12,694,459)	(19,929,106)	(4,363,701)	(9,973,661)	(14,337,362)
Profit before Tax		137,458,294	241,194,728	378,653,021	82,910,311	189,499,559	272,409,870
Income Tax:		(133,742,941)	(109,336,603)	(243,079,544)	(49,424,636)	(46,550,461)	(95,975,097)
Current Tax Expense	27.00	(133,742,941)	(112,640,279)	(246,383,220)	(49,424,636)	(58,456,633)	(107,881,269)
Deferred Tax Income	8.03	-	3,303,676	3,303,676	-	11,906,172	11,906,172
Net Profit after Tax		3,715,353	131,858,125	135,573,476	33,485,675	142,949,098	176,434,772
Other Comprehensive Income:							
Revaluation surplus on property, plant and equipment				-	3,197,709,000	485,067,200	3,682,776,200
Related tax		-	-		(127,908,360)	(19,402,688)	(147,311,048)
Total Comprehensive Income, net of tax		3,715,353	131,858,125	135,573,476	3,103,286,315	608,613,610	3,711,899,924
Earnings per share, Restated	28.00			8.62			11.22

The accompanying notes form an integral part of these financial statements.

Md. Omar Faruque Company Secretary	Niranjan Chandra Debnath Director	Syed Nasim Manzur Managing Director

M. J. ABEDIN & CO.
Chartered Accountants
Registration Number: CAF-001-111
DVC: 2509290527AS911922

Place : Dhaka
Dated : 25 September 2025

APEX FOOTWEAR LIMITED

Statement of Changes in Equity

For the year ended 30 June 2025

Amount in Taka

	Share Capital	Share Premium	Dividend Equalization Fund	Revaluation Surplus	Retained Earnings	Total
Balance as on 01 July 2023	129,937,500	68,804,919	37,215,863	1,058,680,999	1,819,134,938	3,113,774,219
Cash Dividend for the year 2022-23	-	-	-	-	(45,478,125)	(45,478,125)
Stock Dividend for the year 2022-23	12,993,750	-	-	-	(12,993,750)	-
Land Revaluation Surplus for the year 2023-24				3,535,465,152		3,535,465,152
Net Profit for the Year after Tax	-	-	-	-	176,434,772	176,434,772
Balance as on 30 June 2024	142,931,250	68,804,919	37,215,863	4,594,146,151	1,937,097,835	6,780,196,018
Balance as on 01 July 2024	142,931,250	68,804,919	37,215,863	4,594,146,151	1,937,097,835	6,780,196,018
Cash Dividend for the year 2023-24	-	-	-	-	(50,025,938)	(50,025,938)
Stock Dividend for the year 2023-24	14,293,120	-	-	-	(14,293,120)	-
Net Profit for the Year after Tax	-	-	-	-	135,573,476	135,573,476
Balance as on 30 June 2025	157,224,370	68,804,919	37,215,863	4,594,146,151	2,008,352,252	6,865,743,555

The accompanying notes form an integral part of these financial statements.

Md. Omar Faruque Company Secretary	Niranjan Chandra Debnath Director	Syed Nasim Manzur Managing Director

APEX FOOTWEAR LIMITED

Statement of Cash Flows

For the year ended 30 June 2025

	Amount in Taka	
	01 July 2024 - 30 June 2025	01 July 2023 - 30 June 2024
A) Cash Flow from Operating Activities		
Cash Receipts from Customers and Others	17,744,984,095	14,778,795,028
Cash Paid to Suppliers, Employees and Others	(16,656,468,727)	(12,021,088,407)
Cash Generated from Operating Activities	1,088,515,368	2,757,706,621
Income Tax Paid	(200,436,917)	(149,704,745)
Net Cash Generated from Operating Activities	888,078,451	2,608,001,876
B) Cash Flow from Investing Activities		
Advance and Acquisition of Property, Plant & Equipment	(786,353,479)	(854,593,326)
Proceeds from sale of Property, Plant & Equipment	4,108,444	1,277,848
Net Cash Used in Investing Activities	(782,245,035)	(853,315,478)
C) Cash Flow from Financing Activities		
Loan Received	2,883,253,373	1,734,152,981
Loan Repaid	(994,530,666)	(1,690,976,137)
Lease Payment	(850,126,267)	(885,147,182)
Interest Paid	(1,087,028,143)	(878,420,347)
Dividend Paid	(50,053,471)	(45,357,835)
Net Cash Generated/(Used) in Financing Activities	(98,485,174)	(1,765,748,520)
Net Increase/(Decrease) in Cash & Cash Equivalents (A+B+C)	7,348,242	(11,062,122)
Cash and Cash Equivalents at 1 July	73,654,226	82,754,449
Effect of Exchange Rate Changes on Cash & Cash Equivalents	750,229	1,961,899
Cash and Cash Equivalents at 30 June	81,752,697	73,654,226
Net Operating Cash Flow Per Share, Restated (NOCFPS)	56.48	165.88

The accompanying notes form an integral part of these financial statements.

Md. Omar Faruque Company Secretary	Niranjan Chandra Debnath Director	Syed Nasim Manzur Managing Director

APEX FOOTWEAR LIMITED

Notes to the Financial Statements

For the year ended 30 June 2025

1.00 Background and Introduction

1.1 Incorporation and legal status

Apex Footwear Limited (hereinafter referred to as "Apex" or "the Company") is a Company limited by shares. The Company was incorporated in Bangladesh on 04 January 1990, registered with the Registrar of Joint Stock Companies and Firms. The Company is listed with Dhaka Stock Exchange Limited since 11 July 1993 and Chittagong Stock Exchange Limited since 22 October 1995. On 27 December 2006, The Company's name was changed to Apex Adelchi Footwear Limited and on 15 December 2013, subsequently the Company's name has been rechanged to Apex Footwear Limited.

The registered office of the Company is at House # 6, Road # 137, Block SE (D), Gulshan - 1, Dhaka - 1212, Bangladesh and the Company has two individual production units; one is hundred percent dedicated for export namely Export unit and dedicated for domestic market namely Domestic unit which are located at Chandra, Shafipur, Kaliakoir, Gazipur.

1.2 Nature of business

The Company is currently engaged in footwear business, having two individual production units namely Export unit and Domestic unit engaged in manufacturing and selling footwear products within and outside Bangladesh territory under the administration and supervision of the Customs Bond Commissionerate of the National Board of Revenue (NBR). Domestic unit is dedicated for manufacturing footwear products for selling in the domestic market which is in operation under the administration and supervision by the Value Added Tax (VAT) of National Board of Revenue (NBR). Moreover, the Company's Domestic unit has been outsourcing some footwear and fashionable products and selling the same along with its own products through its own Retail Outlets, Retail Sale Dealers and Wholesale Dealers.

2.0 Basis of preparation of financial statements

2.1 Statement of compliance

In accordance with the requirement of the gazette notification issued by The Financial Reporting Council (FRC) on 22 November 2020, the financial statements have been prepared in accordance with International Financial Reporting Standards (IFRSs).

The Company also complied with the requirements of following laws and regulations from various Government bodies:

i. Bangladesh Securities and Exchange Rules 2020;
ii. The Companies Act, 1994;
iii. The Income Tax Act, 2023; and
iv. The Value Added Tax and Supplementary Duty Act, 2012;

The title and format of these financial statements follow the requirements of IFRSs which are to some extent different from the requirement of the Companies Act, 1994. However, such differences are not material and in the view of management, IFRS format gives a better presentation to the shareholders.

Details of the Company's accounting policies including changes during the year, if any, are included in Note 3.

2.2 Reporting period

The financial statements cover 12 months period from 01 July 2024 to 30 June 2025.

2.3 Authorization for issue

The financial statements have been authorized for issue by the Board of Directors on 25 September 2025.

2.4 Functional and presentation currency

The financial statements are prepared and presented in Bangladesh Currency (Taka), which is the Company's functional and presentation currency. Figures have been rounded off to the nearest Taka except where indicated otherwise.

2.5 Comparative information

Comparative information has been disclosed for all numerical information in the financial statements and also the narrative and descriptive information where it is relevant for understanding of the current period's financial statements. Comparative information has been rearranged wherever considered necessary to ensure better presentation and comparability with the current period.

2.6 Basis of measurement

The financial statements of the Company have been prepared on historical cost basis except for certain assets which are stated either at revalued amount or fair market value as explained in the accompanying notes.

2.7 Use of judgments and estimates

In preparing these financial statements, management has made judgements, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates.
Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to estimates are recognised prospectively.

(a) Judgements

Information about judgements related to lessee accounting under IFRS 16 made in applying accounting policies that have the most significant effects on the amounts recognised in the financial statements is described in Note 9 .

(b) Assumptions and estimation uncertainties

Information about assumptions and estimation uncertainties at 30 June 2025 that have a significant risk of resulting in a material adjustment to the carrying amounts of assets and liabilities in the next twelve month period is included in the following notes:

Note 4	Property, Plant and Equipment
Note 5	Right-of-use assets
Note 5.01	Lease Liabilities
Note 6	Capital Work-in-Progress
Note 8	Deferred Tax Asset
Note 9	Inventories
Note 10	Accounts Receivable and Others
Note 11.02	Provision for Income Tax
Note 36	Commitments
Note 37	Contingent Liabilities

3.00 Significant accounting policies

The accounting policies set out below have been applied consistently to all periods presented in these financial statements. IFRS 16 Leases has been effective from earlier year.

Set out below is an index of the significant accounting policies, the details of which are available on the current and following pages

Note 3.1	Property, plant and equipment
Note 3.1.5	Impairment
Note 3.1.6	Capital work-in-progress
Note 3.2	Borrowing cost
Note 3.3	Accounts receivable and others
Note 3.4	Inventories
Note 3.5	Provisions
Note 3.6	Employee benefits
Note 3.7	Share premium
Note 3.8	Revenue recognition
Note 3.9	Investment Income
Note 3.10	Leases
Note 3.11	Financial Instruments
Note 3.12	Income Tax Expense
Note 3.13	Earnings per share (EPS)
Note 3.14	Foreign currency transactions
Note 3.15	Proposed dividend
Note 3.16	Events after reporting period
Note 3.17	Statement of cash flows
Note 3.18	Going Concern
Note 3.19	General

3.1 Property, plant and equipment

3.1.1 Recognition and measurement

Items of property, plant and equipment are measured at cost less accumulated depreciation except land which has been subsequently measured under the revaluation model in compliance with the requirements of IAS 16: "Property, Plant and Equipment". When revalued assets are disposed of, the amounts included in the revaluation surplus are transferred to retained earnings.

The cost of acquisition of an asset comprises of its purchase price and directly attributable costs of bringing the asset to its working condition for its intended use inclusive of inward freight, duties and non-refundable taxes.

3.1.2 Subsequent cost

Subsequent to initial recognition, cost of replacing part of an item of property, plant and equipment is recognized in the carrying amount of the item if it is probable that the future economic benefits embodied within the part will flow to the Company and its cost can be measured reliably. All other repair and maintenance expenses are charged in the statement of profit or loss and other comprehensive income as they are incurred.

3.1.3 Depreciation

Land is held on freehold basis and is not depreciated considering the infinite life. In respect of all other fixed assets, depreciation is charged using the straight-line method. Depreciation is charged on assets from when the assets are available for use while no depreciation is charged in the month of disposal. The Company reviews the non-current assets' useful life every year and there is no change in the estimated useful life.

The depreciation rates for the current and the previous year are as follows:

Particulars	Depreciation Rate 30-Jun-25	Depreciation Rate 30-Jun-24
Buildings	2.00%	2.00%
Plant and machinery	15.00%	15.00%
Vehicles	20.00%	20.00%
Office equipment	20.00%	20.00%
Computers and printers	33.33%	33.33%
Furniture and fittings	20.00%	20.00%
Computer software	33.33%	33.33%
Outlet decoration	20.00%	20.00%

Depreciation methods, useful lives and residual values are reviewed at each reporting date and adjusted if appropriate. No significant adjustment in

respect of items of property, plant and equipment was done in the reporting period.

3.1.4 Retirements and disposals

On disposal of fixed assets, the cost and accumulated depreciation are eliminated and gain or loss on such disposal is reflected in the statement of profit or loss and other comprehensive income, which is determined with reference to the net book value of the assets and net sale proceeds or realized amount.

3.1.5 Impairment

The Company assesses at each reporting date whether there is any indication that an asset may be impaired. If any such indication exists, the Company estimates the recoverable amount of the asset and impairment loss is recognized in the statement of profit or loss and other comprehensive income. There is no impairment loss during the year under review.

3.1.6 Capital work-in-progress

The non-current assets which are not ready for use at the year end, are shown as capital work-in-progress and subsequently those assets would have to be transferred to property, plant and equipment when all the necessary works are completed.

3.2 Borrowing cost

Borrowing costs are recognized as expenses in the period in which they are incurred unless capitalization of such is allowed under IAS 23: "Borrowing Costs".

The Company has decided to capitalise a specific portion of loan interest as on 30 June 2025. This interest was incurred against long term loans availed to finance construction of factory buildings for which work has been completed in previous years. The Company was unable to utilise these assets as efficiently as expected and hence sufficient revenue was not generated to charge this interest. The reason for this is that FY 2024-2025 has been an exceptionally challenging year due to the political turmoil affecting both local and international markets. Factory and some retail outlets had to be closed during the initial period affecting both production and sales. Moreover, the increase in interest rates last year has further increased the debt service burden on the Company.

The departure from IAS 23 during the current year has been made in accordance with para 19 of IAS 1 which permits the departure of any requirement of IAS (under extremely rare circumstances) if the Management concludes that complying with any requirement of IAS would be so misleading that it would conflict with the objectives of financial statements. The Company has departed from the requirement of para 22 of IAS 23 in order to achieve a fair presentation and in order to avoid any confusion within the users of financial statements. In this instance, compliance with IAS 23 would mislead the existing and potential lenders, investors and other stakeholders of the Company in making their decisions. The Company is confident that the existing asset base can be utilised more efficiently in the years to come to generate sufficient revenue to charge off all interest expenses that might be incurred at that time. Thus, taking such a huge impact in the Statement of Profit or Loss and Other Comprehensive Income in the current period based on IAS 23 would have a dire impact on the profitability of the Company and would jeopardize the confidence of its relevant stakeholders. To avoid any misunderstanding of the stakeholders about the financial health of the Company, the Company has departed from the requirements of IAS 23 in the current year.

3.3 Accounts receivable and others

Accounts receivable are initially recognized at invoice amounts which is the fair value of the consideration given in return. These assets are subsequently measured at amortised cost using the effective interest method less allowance for impairment loss of receivable using expected credit loss model.

Provisions for doubtful debts are made where there is evidence of a risk of non-payment, taking into account aging, previous experience as well as general economic conditions and ultimately the prospects of realisability.

3.4 Inventories

Inventories are carried at the lower of cost and net realizable value as prescribed by IAS 2: "Inventories". Cost is determined on a weighted average cost basis. Net realizable value of the finished goods is determined at selling price in the ordinary course of business less costs to sell, while raw materials and packing materials as well as accessories and components are valued at cost including expenses incurred for acquiring the inventories.

3.5 Provisions

A provision is recognized in the financial statements when the Company has a legal or constructive obligation as a result of a past event, it is probable that an outflow of economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. Provision is ordinarily measured at the best estimate of the amount to be required to settle the present obligation at the date of statement of financial position.

3.6 Employee benefits

(i) Short-term employee benefits

Short-term employee benefits are expensed as the related service is provided. A liability is recognised for the amount expected to be paid if the Company has a present legal or constructive obligation to pay this amount as a result of past service provided by the employee and the obligation can be estimated reliably.

The Company operates a defined contributory provident fund and gratuity plans for its eligible permanent employees. The eligibility is determined

according to the terms and conditions set forth in respective deeds. The details of employee benefits are as under:

(ii) Defined contribution plan (provident fund)

The Company has a recognized provident fund scheme where the employees contribute 7.5% of their basic salary with equal contribution by the Company for employees eligible to be members of the fund in accordance with the rules of the provident fund constituted under an irrevocable trust. The provident fund is considered as defined contribution plan being managed by a Board of Trustees.

The Company recognizes contribution to defined contribution plan as an expense when an employee has rendered services against such contribution. The legal and constructive obligation is limited to the amount it agrees to contribute to the fund.

(iii) Defined benefit plan (gratuity)

The Company operates unfunded gratuity scheme, provision in respect of which is made annually covering all permanent eligible employees. Employees are entitled to gratuity benefit after completion of minimum five years of service in the Company. The defined benefit plan (gratuity) is a retirement benefit plan under which amounts to be paid as retirement benefits are determined by reference to employees' earnings and year of services.

Actuarial valuation was not conducted during the year to determine gratuity provision. However, the management believes that there is no likely significant deviation from the current provision.

(iv) Contribution to workers' profit participation / welfare funds

The Company operates funds for workers as "Workers' Profit Participation Fund" and provides 5% of it's profit before charging such expense have been transferred to this fund as per provisions of section 234 of the Labour Act 2006 (amended in 2018) .

(v) Insurance scheme

Employees of the Company are covered under group insurance scheme.

3.7 Share premium

The share premium shall be utilized in accordance with the provisions of the Companies Act, 1994 and as per direction of the Securities and
Exchange Commission in this respect.

3.8 Revenue recognition

Revenue is measured based on the consideration specified in a contract with a customer. The Company recognises revenue when it transfers control over a good or service to a customer. The following table provide information about the nature and timing of the satisfaction of performance obligations in contracts with customer:

Types of product or services	Revenue recognition under IFRS 15
Sale of goods	Revenue is recognised when or as a performance obligation is satisfied by transferring a good to a customer, either at a point in time or over time. A good is 'transferred' when or as the customer obtains control of it. Customers obtain control of goods at point of delivery or over time. The entity assesses whether it transfers control over time by following prescribed criteria for satisfying performance obligation. If none of the criteria is met then the entity recognizes revenue at point of time at which it transfers control of the goods to the customer. Revenue is measured net of value added tax, trade discount, returns and allowances (if any). In case of cash delivery, revenue is recognised when delivery is made and cash is received by the Company.

3.9 Investment Income

Cash dividend income on investment in shares is recognized on approval of said dividend in the Annual General Meeting. Stock dividend is accounted for at zero value.

3.10 Leases

The Company assesses at contract inception whether a contract is, or contains, a lease. That is, if the contract conveys the right to control the use of an identified asset for a period in exchange for consideration.
Company as a Lessee
The Company applies a single recognition and measurement approach for all leases, except for short-term leases and leases of low-value assets. The Company recognizes lease liabilities to make lease payments and right-of-use assets representing the right to use the underlying assets.

i) Right-of-Use Assets

On 1 July 2020, IFRS 16 has been adopted and all leasing arrangements except those having less than 12 months of useful life and underlying asset values of less than Taka 425,000 when new, have been capitalized as "ROU" asset with a corresponding lease liability on the financial position.
ROU assets are capitalized from the start date of the lease agreement at the present value of the future leased payments, based on the rate of interest entered in the asset master data. Low value (< Taka 425,000) and short term leases (<12 months) have been excluded from the recognition requirements and expensed in operating profit as rental costs. Lease reassessment and lease modification to increase/decrease the value of an asset depending on a change in scope of lease agreement can be made if necessary. The right-of-use assets are depreciated over the shorter of the asset's useful life and the lease term on a straight-line basis. Hence, the useful life of any lease assets depends on the number of periods the assets can be used. The useful life of such assets are dependent on individual agreement and can vary from one agreement to another.

ii) Lease Liabilities

At the commencement date of the lease, the Company recognises lease liabilities measured at the present value of lease payments to be made over the lease term. In calculating the present value of lease payments, the Company uses its incremental borrowing rate at the lease commencement date because the interest rate implicit in the lease is not readily determinable. After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made. In addition, the carrying amount of lease liabilities is remeasured if there is a modification, a change in the lease term, a change in the lease payments or a change in the assessment of an option to purchase the underlying asset.

iii) Short-Term Leases and Leases of Low-Value Assets

The Company does not apply the recognition and measurement requirements of IFRS 16 to short-term leases (leases of less than 12 months maximum duration). It also does not apply the recognition and measurement requirements of IFRS 16 to leases for which the underlying assets are low value (i.e. less than Taka 425,000 when new). Lease payments on short-term leases and leases of low-value assets are recognised as expense on a straight-line basis over the lease term.

3.11 Financial instruments

Non-derivative financial instruments comprise investments in CDBL, accounts receivables and other receivables, cash and cash equivalents, trade payables, share capital and interest-bearing borrowings.

(i) Financial assets

The Company initially recognises receivables and deposits issued on the date when they are originated. All other financial assets are recognized initially on the date at which the Company becomes a party to the contractual provisions of the instrument.

The Company derecognises a financial asset when the contractual rights to the cash flows from the asset expire, or it transfers the rights to receive the contractual cash flows in a transaction in which substantially all of the risks and rewards of ownership of the financial asset are transferred. The Company's financial assets comprise accounts and other receivables, investment in CDBL and cash and cash equivalents.

Accounts receivable and other
Accounts and other receivables are initially recognised at the transaction pri1ce5. These assets are subsequently measured at amortised cost using the effective interest method less allowance for impairment loss of receivables using expected credit loss model.

Investment in CDBL
Investment in CDBL is measured at cost and reviewed for impairment at the reporting date.

Cash and cash equivalents
Cash and cash equivalents comprise of cash balances. Bank overdrafts that are repayable on demand and form an integral part of the Company's cash management are included as a component of Short Term Borrowings for the purpose only of the statement of cash flows.

(ii) Financial Liabilities

The Company initially recognises financial liabilities on the transaction date at which the Company becomes a party to the contractual provisions of the liability. The Company recognises such financial liability when its contractual obligations arising from past events are certain and the settlement of which is expected to result in an outflow from the entity of resources embodying benefits.

The Company derecognises a financial liability when its contractual obligations are discharged or cancelled, or expired.

The Company's financial liabilities comprise trade payables and interest - bearing borrowings.

Trade Payables
Trade payables are recognised at fair value.

Interest-bearing borrowings

Interest-bearing borrowings are recognised initially at fair value less attributable transaction costs. Subsequent to initial recognition, interest bearing borrowings are stated at amortised cost using the effective interest method less any impairment losses.

(iii) Offsetting a financial asset and a financial liability

3.12 Income Tax Expense

Financial assets and financial liabilities are offset and the net amount presented in the statement of financial position when, and only when, the Company has a legal right to offset the amounts and intends either to settle them on a net basis or to realise the asset and settle the liability simultaneously.

(a) Current tax

Income tax expense for current year is recognised on the basis of Company's computation based on the best estimated assessable profit for the year at the applicable tax rate pursuant to provisions of Income Tax Act 2023. The tax rates for the period is applied based on the enacted tax rates in the relevant Finance Act 2025.

(b) Deferred tax

Deferred tax is provided in full, using the balance sheet method, on temporary differences arising between the tax base of assets and liabilities and their carrying amounts in the financial statements in accordance with the provisions of IAS 12: "Income Taxes". Current ruling tax rate is used in the determination of deferred income tax.

No deferred tax was accounted for in these financial statements for the export unit as no temporary difference arises due to the fact that tax deducted at source from export collection is considered to be the final discharge of tax liability as per prevailing tax law.

The Company's existing accounting policy for uncertain income tax treatments is consistent with the requirements of IFRIC 23: ''Uncertainty over Income Tax Treatments'', which became effective on 1 January 2019.

3.13 Earnings per share (EPS)

This has been calculated in compliance with the requirements of IAS 33: "Earnings per share". Earnings per share equals the basic earnings divided by the weighted average number of ordinary shares outstanding during the period. Diluted EPS is determined by adjusting the profit or loss and other comprehensive income attributable to the ordinary shareholders and the weighted average number of ordinary shares outstanding for the effects of all dilutive potential ordinary shares, if any.

This has been shown on the face of profit or loss and other comprehensive income and computation of EPS is stated in the Note 28.

3.14 Foreign currency transactions

Foreign currency transactions are recorded at the applicable rates of exchange ruling at the transaction date.
The monetary assets and liabilities, denominated in foreign currencies at the financial position date are translated at the applicable rates of exchange ruling at that date. Exchange differences are treated as revenue/expense in compliance with the provisions of IAS 21: "The Effects of Changes in Foreign Exchange Rates".

3.15 Proposed dividend

The amount of proposed dividend has not been accounted for but disclosed in the notes to accounts along with dividend per share in accordance with the requirements of IAS 1: "Presentation of Financial Statements". Also, the proposed dividend has not been considered as "Liability" in accordance with the requirements of IAS 10: "Events after the Reporting Period", because no obligation exists at the time of approval of accounts and recommendation of dividend by the Board of Directors.

Dividend proposed by the Board of Directors for the period under review will be accounted for after the approval of shareholders in the Annual General Meeting and in the period of such approval.

3.16 Events after reporting period

Events after reporting period that provide additional information about the Company's position at the date of statement of financial position are reflected in the financial statements. Events after reporting period that are not adjusting events are disclosed in the notes, when material.

3.17 Statement of cash flows

The statement of cash flows has been prepared in accordance with the requirements of IAS 7: "Statement of Cash Flows". The cash generated from operating activities has been reported using the direct method as prescribed by the Securities and Exchange Rules, 2020 and following the benchmark treatment of IAS 7, whereby major classes of gross cash receipts and gross cash payments from operating activities are disclosed.

In accordance with the gazette notification dated 08 August 2018 from Bangladesh Securities and Exchange Commission, an additional disclosure on reconciliation of net profit with cash flows from operating activities making adjustments for non-cash items, non-operating and net changes in operating accruals has been provided under Note 33 in the notes to the accompanying financial statements.

3.18 Going Concern

The Financial Statements of the Company are prepared on a going concern basis. As per management's assessment there are no material uncertainties related to events or conditions which may cast significant doubt upon the Company's ability to continue as a going concern.

3.19 General

(a) Amounts appearing in these financial statements have been rounded off to the nearest Taka; and
(b) Previous year's figure have been rearranged, where necessary, to conform current year's presentation.

Amount in Taka

Particulars	COST / REVALUATION					DEPRECIATION					Written down value as on 30-June-2025
	As on 01-July-2024	Addition during the year	Revaluation during the year	Adjustment during the year	As on 30-June-2025	Rate %	As on 01-July-2024	Charged during the year	Adjustment during the year	As on 30-June-2025	
Land	5,126,400,000	-	-	-	5,126,400,000	-	-	-	-	-	5,126,400,000
Buildings	3,566,729,060	891,419,501	-	-	4,458,148,561	2	636,900,965	60,472,555	-	697,373,520	3,760,775,041
Plant and Machinery	2,562,347,896	125,972,001	-	-	2,688,319,897	15	1,834,669,151	201,052,812	-	2,035,721,963	652,597,934
Vehicles	189,031,663	8,017,064	-	12,545,283	184,503,444	20	152,786,820	11,780,218	12,545,283	152,021,755	32,481,689
Office Equipment	677,611,465	74,499,895	-	-	752,111,360	20	513,024,933	55,003,623	-	568,028,556	184,082,804
Computers and Printers	155,553,136	12,176,562	-	-	167,729,698	33.33	136,533,167	14,090,819	-	150,623,986	17,105,712
Furniture and Fittings	574,796,447	35,651,258	-	-	610,447,705	20	403,946,684	50,893,031	-	454,839,715	155,607,990
Computer Software	123,194,034	-	-	-	123,194,034	33.33	108,105,096	12,504,266	-	120,609,362	2,584,672
Outlet Decoration	2,143,214,490	64,384,614	-	-	2,207,599,104	20	1,710,577,262	151,543,097	-	1,862,120,359	345,478,745
As on 30-June-2025	15,118,878,191	1,212,120,895	-	12,545,283	16,318,453,803		5,496,544,078	557,340,421	12,545,283	6,041,339,216	10,277,114,587

4.00 Property, Plant and Equipment

Note :

(a) Depreciation charged to Cost of Goods Sold (Note - 23.00)
(b) Depreciation charged to Administration (Note - 24.00)
(c) Depreciation charged to Marketing, Selling and Distribution (Note - 25.00)

01 July 2024 - 30 June 2025		
Export Unit Taka	Domestic Unit Taka	Total Taka
144,100,863	117,424,504	261,525,367
16,784,278	127,487,679	144,271,957
-	151,543,097	151,543,097
160,885,141	396,455,280	557,340,421

A. Disposal of Property, Plant and Equipment

30-Jun-2025

In Taka	Vehicles	Total
Cost	12,545,283	12,545,283
Accumulated Depreciation	12,545,283	12,545,283
Writteen down value	-	-
Sales Value	4,108,444	4,108,444
Profit/(loss) on disposal	4,108,444	4,108,444

Amount in Taka

Particulars	COST / REVALUATION				DEPRECIATION				Written down value as on 30-June-2024
	As on 01-July-2023	Addition during the year	Revaluation during the year	As on 30-June-2024	Rate %	As on 01-July-2023	Charged during the year	Adjustment during the year	As on 30-June-2024	
Land	1,443,623,800	-	3,682,776,200	5,126,400,000	-	-	-	-	-	5,126,400,000
Buildings	2,993,631,986	573,097,074	-	3,566,729,060	2	580,850,462	56,050,503	-	636,900,965	2,929,828,095
Plant and Machinery	2,378,001,400	184,346,496	-	2,562,347,896	15	1,607,950,044	226,719,107	-	1,834,669,151	727,678,745
Vehicles	193,123,725	2,835,688	-	189,031,663	20	141,387,553	18,327,017	6,927,750	152,786,820	36,244,843
Office Equipment	600,355,414	77,256,051	-	677,611,465	20	460,924,935	52,099,998	-	513,024,933	164,586,532
Computers and Printers	148,425,488	7,127,648	-	155,553,136	33.33	120,168,159	16,365,008	-	136,533,167	19,019,969
Furniture and Fittings	451,799,931	122,996,516	-	574,796,447	20	362,156,371	41,790,313	-	403,946,684	170,849,763
Computer Software	118,790,434	4,403,600	-	123,194,034	33.33	94,593,562	13,511,534	-	108,105,096	15,088,938
Outlet Decoration	1,977,383,289	165,831,201	-	2,143,214,490	20	1,475,985,683	234,591,579	-	1,710,577,262	432,637,228
As on 30-June-24	10,305,135,467	1,137,894,274	3,682,776,200	15,118,878,191		4,844,016,769	659,455,059	6,927,750	5,496,544,078	9,622,334,113

01 July 2023 - 30 June 2024		
Export Unit Taka	Domestic Unit Taka	Total Taka
169,773,499	112,996,111	282,769,610
26,105,006	115,988,864	142,093,870
-	234,591,579	234,591,579
195,878,505	463,576,554	659,455,059

Note :

(a) Depreciation charged to Cost of Goods Sold (Note - 23.00)
(b) Depreciation charged to Administration (Note - 24.00)
(c) Depreciation charged to Marketing, Selling and Distribution (Note - 25.00)

A. Disposal of Property, Plant and Equipment

30-Jun-2024

In Taka	Vehicles	Total
Cost	6,927,750	6,927,750
Accumulated Depreciation	6,927,750	6,927,750
Written down value	-	-
Sales Value	1,277,848	1,277,848
Profit/(loss) on disposal	1,277,848	1,277,848

	30-Jun-25 Taka	30-Jun-24 Taka
5.00 Right of Use Asset (ROU), Net		
Costs		
Balance as at 1st July	5,106,625,779	5,089,875,501
Add: Acquired during the year	671,808,223	682,968,237
Less: Disposed during the year	(307,692,213)	(666,217,959)
Balance as at 30th June	5,470,741,789	5,106,625,779
Accumulated Depreciation		
Balance as at 1st July	(2,334,422,986)	(2,337,211,818)
Less: Charged during the year	(638,022,305)	(637,803,638)
Add: Disposals	265,923,183	640,592,470
Balance as at 30th June	(2,706,522,108)	(2,334,422,986)
Written Down Value as at 30th June	2,764,219,681	2,772,202,793
5.01 Leases		
Balance as at 1st July	3,158,165,626	3,189,789,573
Add: Addition during the year	561,854,122	584,411,002
Add: Interest accrued	331,905,630	295,570,980
Less: Adjustment	(48,745,764)	(26,458,747)
Less: Payments	(850,126,267)	(885,147,182)
Balance as at 30th June	3,153,053,347	3,158,165,626
Advance against Outlet Rent	(253,159,944)	(337,864,497)
	2,899,893,403	2,820,301,129
Leases		
a) Lease Liabilities Recognized in Statement of Financial Position		
Lease Liability Non Current Portion	2,642,345,075	2,572,085,390
Lease Liability Current Portion	257,548,328	248,215,739
	2,899,893,403	2,820,301,129
b) Amount Recognized in Statement of Profit and Loss		
Interest on Lease Liabilities	331,905,630	295,570,980
Depreciation Expense of ROU Assets	638,022,305	637,803,638
	969,927,935	933,374,618
6.00 Capital Work-in-Progress		
Buildings	5,597,959	16,947,559
Plant and Machinery	27,164,065	7,785,982
	32,762,024	24,733,541
7.00 Investment in Central Depository Bangladesh Ltd. (CDBL)	1,569,450	1,569,450

This represents 571,181 shares (including 414,236 bonus shares) of Taka 10 each.

The share price is unquoted and therefore, no fair value is readily available. As such, this investment has been shown at cost. Impairment test has been carried out at the end of the reporting period and there is no indication of impairment loss.

8.00 Deferred tax asset

Deferred tax asset has been recognized in accordance with the provision of IAS 12: "Income Taxes" based on temporary differences arising due to difference in the carrying amount of the assets or liabilities and their tax base.

		Taka	Taka
8.01	Deferred Tax Asset (Note 8.02)	223,499,342	220,195,667
	Less: Tax on revaluation surplus earlier year	(180,053,759)	(32,742,711)
	Less: Tax on revaluation surplus current year	-	(147,311,048)
		43,445,583	40,141,908
8.02	Balance as at 01 July - Deferred tax asset	220,195,667	208,289,495
	Deferred tax (Income)/Expense for the year (Note 8.03)	(3,303,676)	(11,906,172)
	Balance as at 30 June - Deferred tax asset	223,499,342	196,383,323

	30-Jun-25 Taka	30-Jun-24 Taka

8.03 Deferred Tax (Income)/Expense

	Carrying Amount (Taka)	Tax Base (Taka)	Taxable/(Deductible) Temporary Difference (Taka)
Deferred Tax (Income) / Expense for the year ended 30 June 2025			
Property, Plant and Equipment (excluding land)	2,409,341,218	3,094,064,390	684,723,172
Temporary Difference for IFRS 16 : Lease (12.04)	135,673,722	-	135,673,722
Gratuity Provision	172,933,517	-	172,933,517
Deductible Temporary Difference			**993,330,411**
Applicable tax rate			22.50%
Deferred tax assets as at 30 June 2025			223,499,342
Deferred tax assets as at 30 June 2024			220,195,667
Deferred Tax (Income)/ Expenses for the year ended 30 June 2025			(3,303,676)
Deferred Tax (Income) /Expense for the year ended 30 June 2024			
Property, Plant and Equipment (excluding land)	2,640,897,866	3,439,007,135	798,109,269
Temporary Difference for IFRS 16 : Lease (8.04)	48,098,336	-	48,098,336
Gratuity Provision	132,439,802	-	132,439,802
Deductible Temporary Difference			**978,647,407**
Applicable tax rate			22.50%
Deferred tax assets as at 30 June 2024			220,195,667
Deferred tax assets as at 30 June 2023			208,289,495
Deferred Tax (Income) / Expense for the year ended 30 June 2024			(11,906,172)

8.04	Temporary Difference for IFRS 16 : Lease		
	Right of Use Assets (ROU)	(2,764,219,681)	- (2,764,219,681)
	Lease Liability	2,899,893,403	- 2,899,893,403
			135,673,722

		30-Jun-25 Taka	30-Jun-24 Taka
9.00	Inventories		
	Raw Materials	4,603,350,173	4,320,228,883
	Leather and Synthetics	4,343,669,503	4,106,191,999
	Wet Blue Leather	259,680,670	214,036,884
	Accessories and Components	2,826,819,619	2,167,738,009
	Insole and Outsole	849,413,626	603,766,237
	Other Components	1,547,620,453	1,280,941,071
	Other Accessories	429,785,540	283,030,701
	Packing Materials	422,419,105	357,781,824
	Work-in-Process	1,558,523,769	1,534,510,498
	Leather and Synthetics	671,438,264	663,572,324
	Insole and Outsole	274,665,626	271,989,777
	Other Components	455,100,411	451,281,823
	Other Accessories	28,922,056	27,135,102
	Packing Materials	128,397,412	120,531,472
	Finished Stock	5,975,882,879	4,815,302,386
	Finished Shoes and Other Products	5,975,882,879	4,815,302,386
		15,386,995,545	13,195,561,600

As the Company deals in large number of items which vary in units, item-wise quantity, statement of inventories could not be given.

10.00	Accounts Receivable and Others	1,686,401,621	1,693,106,279

a) Aging of the accounts receivable is given below:

Below six months	1,686,401,621	1,693,106,279
Above six months	-	-

Accounts receivable is considered good in terms of security and previous collection history.

		30-Jun-25 Taka	30-Jun-24 Taka
11.00	Advances, Deposits and Prepayments		
	Advances	415,800,998	740,745,684
	Goods-in-transit	186,415,686	79,158,526
	Purchases and Expenses	132,714,861	95,066,755
	Capital Expenditure	41,226,282	475,022,181
	Salary and Allowances	8,780,956	8,611,843
	Advance Income Tax (Note 11.01)	46,663,213	82,886,379
	Deposits	262,495,874	353,250,050
	L/C Margin Deposit	122,476,947	229,982,776
	Telephone and Others	37,912,903	12,844,188
	Dhaka Polli Bidyut Samity	18,805,277	18,805,277
	Titas Gas	16,166,415	16,037,561
	Outlet, Depot and Office	67,134,332	75,580,248
	Prepayments	15,556,309	15,491,310
	Insurance Premium	14,977,277	14,912,286
	Bond Officer's Allowance	579,032	579,024
		693,853,181	1,109,487,044
11.01	Advance Income Tax		
	Income Year		
	31 December 2011	44,294,795	44,294,795
	31 December 2012	76,871,162	76,871,162
	30 June 2019	22,868,001	112,969,431
	30 June 2020	167,126,244	167,126,244
	30 June 2021	114,608,200	114,608,200
	30 June 2022	134,051,076	134,051,076
	30 June 2023	214,550,738	214,550,738
	30 June 2024	137,596,261	137,596,261
	31 June 2025	200,436,917	-
		1,112,403,394	1,002,067,907
	Less : Provision for Income Tax (Note 11.02)	(1,065,740,181)	(919,181,528)
		46,663,213	82,886,379
	Opening Balance	919,181,528	934,893,311
	Add : Provision made during the year	236,660,083	115,063,342
		1,155,841,611	1,049,956,653
	Less : Tax adjustment made (Note 11.02)	(90,101,430)	(130,775,125)
		1,065,740,181	919,181,528
		46,663,213	82,886,379
11.02	Provision for Income Tax		
	31 December 2011	52,953,426	52,953,426
	31 December 2012	75,677,047	75,677,047
	30 June 2018	-	-
	30 June 2019	-	90,101,430
	30 June 2020	167,126,244	167,126,244
	30 June 2021	122,164,870	122,164,870
	30 June 2022	104,672,299	104,672,299
	30 June 2023	191,422,870	191,422,870
	30 June 2024	115,063,342	115,063,342
	30 June 2025	236,660,083	-
		1,065,740,181	919,181,528
12.00	Cash and Cash Equivalents		
	Cash in Hand	32,202,707	26,423,644
	Head Office	131,682	120,504
	Factory	127,158	44,678
	Cash with Outlets and Depots	31,943,867	26,258,462
	Cash at Bank	49,549,990	47,230,582
	Current Account	18,157,655	23,042,903
	STD Account	3,625,763	2,104,889
	FC USD	15,162,466	16,897,791

	30-Jun-25 Taka	30-Jun-24 Taka
FC EUR	1,323,672	1,674,264
RAD USD	1,315,979	1,058,106
RAD EUR	1,350,076	281,237
SND Account	8,614,379	2,171,392
	81,752,697	73,654,226

	30-Jun-25 Taka	30-Jun-24 Taka
13.00 Share Capital		
Authorised		
50,000,000 Ordinary shares of Taka 10 each	500,000,000	500,000,000
Issued, Subscribed and Paid-up		
5,000,000 Ordinary shares of Taka 10 each paid up in cash	50,000,000	50,000,000
2,500,000 Right shares issued in 1994	25,000,000	25,000,000
3,750,000 Bonus shares issued in 2007	37,500,000	37,500,000
562,500 Bonus shares issued in 2021	5,625,000	5,625,000
1,811,250 Bonus shares issued in 2022	11,812,500	11,812,500
1,299,375 Bonus shares issued in 2023	12,993,750	12,993,750
1,429,312 Bonus shares issued in 2024	14,293,120	-
	157,224,370	142,931,250

Initially the face value of the share was Taka 100 which was subsequently denominated to Taka 10 as on 03 November 2011. Necessary amendments to Memorandum and Articles of Association were duly made by the Company.

ORDINARY SHARES

The shares are listed both in the Dhaka Stock Exchange Limited and Chittagong Stock Exchange Limited quoted at Taka 203.40 (2024: Taka 238.90) and Taka 199 (2024: Taka 238) per share at 30 June 2025.

	30-Jun-25		30-Jun-24	
	No. of shares	%	No. of shares	%
(a) **Composition of Shareholdings**				
Sponsors and Directors	4,958,942	31.54	4,526,469	31.67
Institutions	4,409,582	28.05	3,604,939	25.22
General Public	6,353,913	40.41	6,161,717	43.11
	15,722,437	100.00	14,293,125	100.00

(b) The distribution schedule of the shares as at 30 June 2025 is given below:

Range of Holdings	No. of shareholders	No. of shares	Holdings %
Less than 500 shares	3,626	493,891	3.14
500 to 5000 shares	1,446	2,120,772	13.49
5001 to 10000 shares	106	755,895	4.81
10001 to 20000 shares	56	772,436	4.91
20001 to 30000 shares	11	256,869	1.63
30001 to 40000 shares	8	277,925	1.77
40001 to 50000 shares	8	353,218	2.25
50001 to 100000 shares	11	843,653	5.37
100001 and above shares	24	9,847,778	62.64
	5,296	15,722,437	100.00

	30-Jun-25 Taka	30-Jun-24 Taka
14.00 Share Premium		
Share Premium Received	90,000,000	90,000,000
Less: Accumulated Adjustment	(21,195,081)	(21,195,081)
	68,804,919	68,804,919

The share premium was received at the time of issuing 250,000 right shares of Taka 100 each at a premium of Taka 300 on 12 March 1994. Subsequently, these shares were denominated at Taka 10 each. This amount has been fully utilized as per the Bangladesh Securities and Exchange Commission guidelines.

15.00 Dividend Equalization Fund		
Opening Balance	37,215,863	37,215,863
Addition during the period	-	-
	37,215,863	37,215,863
16.00 Revaluation Reserve		
Opening Balance	4,594,146,151	1,058,680,999
Revaluation Surplus	-	3,682,776,200
Less: Deferred Tax	-	(147,311,048)
	4,594,146,151	4,594,146,151

With reference to the 276th Board Meeting dated 28 April 2024, the Company appointed Malek Siddiqui Wali, Chartered Accountants as the professional valuer of its land properties and approved the revalued amount to be incorporated in the land and land developments of the Company. The valuer issued the revaluation report on 04 June 2024 following the market value approach and, consequently the Board approved the revaluation report and accordingly, the effect of revaluation surplus of Taka 3,682,776,200 was given in the financial statements for the year ended 30 June 2024. Deferred tax on revaluation surplus has been recognized using the tax rate applicable to this surplus.

17.00 Long Term Borrowings- Net off Current Portion		
Dhaka Bank Plc.	399,073,718	403,638,050
The City Bank Plc.	1,547,036,131	1,126,955,871
Dutch-Bangla Bank Plc.	1,885,436,435	2,453,189,022
Bank Asia Plc.	45,952,469	52,045,209
Prime Bank Plc.	247,574,633	278,120,581
Eastern Bank Plc.	136,410,411	2,503,091
United Finance Plc.	1,147,476	41,051,913
Modhumoti Bank Plc.	121,181,274	118,374,087
	4,383,812,547	4,475,877,824
Less: Long term borrowings - Current portion	(436,575,176)	(473,382,988)
	3,947,237,371	4,002,494,836

Facility Details:

Bank	Facilities	Limit (Taka)	Tenor
Dhaka Bank Plc.	Lease/Term /Re-finance finance	700,000,000	2-5 years
The City Bank Plc.	Lease/Term /Re-finance finance	1,584,000,000	2-5 years
Dutch-Bangla Bank Plc.	Lease/Term /Re-finance finance	3,530,000,000	2-5 years
Bank Asia Plc.	Lease/Term /Re-finance finance	180,000,000	2-5 years
Prime Bank Plc.	Lease/Term /Re-finance finance	300,000,000	2-5 years
Eastern Bank Plc.	Lease/Term /Re-finance finance	204,000,000	2-5 years
United Finance Plc.	Lease/Term /Re-finance finance	200,000,000	2-5 years
Modhumoti Bank Plc.	Lease/Term /Re-finance finance	140,000,000	2-5 years

	30-Jun-25 Taka	30-Jun-24 Taka
18.00 Short Term Borrowings		
Overdrafts	8,333,479,149	7,266,077,072
Bank Asia Plc.	600,000,000	598,479,326
The City Bank Plc.	200,000,000	198,864,971
Dhaka Bank Plc.	884,249,118	900,000,000
State Bank of India	1,000,000,000	249,583,055
Mercantile Bank Plc.	1,500,000,000	1,500,000,000
Dutch-Bangla Bank Plc.	1,300,000,000	1,292,058,622
Premier Bank Plc.	1,000,000,000	1,000,000,000
Prime Bank Plc.	500,000,000	492,967,590
Jamuna Bank Plc.	500,000,000	498,452,217
Midland Bank Plc.	150,000,000	148,098,699
Modhumoti Bank Plc.	250,000,000	246,427,346
Eastern Bank Plc.	100,000,000	94,240,244
Bengal Commercial Bank Plc.	49,230,031	46,905,002
NRB Bank Plc.	300,000,000	-
Short Term	6,512,912,232	5,599,526,325
Bank Asia Plc.	1,346,993,588	1,289,163,076
Bank Al Falah Plc.	200,000,000	200,000,000
The City Bank Plc.	1,357,573,011	1,024,064,097
Midland Bank Plc.	650,000,000	648,897,432
State Bank of India	-	750,000,000
Dhaka Bank Plc.	1,394,998,998	600,000,000
Eastern Bank Plc.	689,419,142	587,403,822
Bengal Commercial Bank Plc.	300,000,000	299,997,898
Prime Bank Plc.	473,936,887	200,000,000
NRB Bank Plc.	99,990,606	-
	14,846,391,381	12,865,603,397

Facility Details:

Bank	Facilities	Limit	Maturity	Facilities	Limit
Bank Asia Plc.	Overdraft	600,000,000	Revolving	Short Term Loan	2,900,000,000
The City Bank Plc.	Overdraft	200,000,000	Revolving	Short Term Loan	4,000,000,000
Dhaka Bank Plc.	Overdraft	900,000,000	Revolving	Short Term Loan	1,880,000,000
State Bank of India	Overdraft	1,000,000,000	Revolving	Short Term Loan	-
Prime Bank Plc.	Overdraft	500,000,000	Revolving	Short Term Loan	500,000,000
Eastern Bank Plc.	Overdraft	100,000,000	Revolving	Short Term Loan	900,000,000
Midland Bank Plc.	Overdraft	150,000,000	Revolving	Short Term Loan	650,000,000
Modhumoti Bank Plc.	Overdraft	250,000,000	Revolving	Short Term Loan	50,000,000
Jamuna Bank Plc.	Overdraft	500,000,000	Revolving	Short Term Loan	500,000,000
Bengal Commercial Bank Plc.	Overdraft	50,000,000	Revolving	Short Term Loan	350,000,000
Mercantile Bank Plc.	Overdraft	1,500,000,000	Revolving	Short Term Loan	-
Premier Bank Plc.	Overdraft	1,000,000,000	Revolving	Short Term Loan	-
NRB Bank Plc.	Overdraft	300,000,000	Revolving	Short Term Loan	200,000,000
Dutch-Bangla Bank Plc.	Overdraft	1,300,000,000	Revolving	Short Term Loan	-

Security and Collaterals

1. Registered mortgage of 1,880.50 decimal land with building located at Gazipur;
2. Registered charge with RJSC on all fixed assets of the Company;
3. First ranking charge with RJSC on floating assets of the Company ;
4. Corporate guarantees and personal guarantees of all shareholding directors of the Company;
5. First ranking charge on pari-passu security sharing agreement basis on the floating assets of the Company;
6. Hypothecation of stock of raw materials, work-in-process and finished goods stored in the factory premises, outlets and depots;
7. Sole ownership of the leasehold assets under the banks finance in favour of related banks;
8. Undated/post dated cheque covering the entire facility amount;
9. Charge over current assets of the Company; and
10. Lien on export LC and export documents.

	30-Jun-25 Taka	30-Jun-24 Taka
19.00 Trade Payables		
Suppliers, Contractors and Others	582,855,844	620,151,863
Printing and Stationery	298,650	93,880
	583,154,494	620,245,743
20.00 Liabilities for Services		
Clearing and Forwarding	61,772,429	52,325,831
Sales Commission	73,132,438	59,726,198
Audit Fee	600,000	600,000
	135,504,867	112,652,029
21.00 Unclaimed Dividend		
2020-2021	-	600,294
2021-2022	575,345	579,017
2022-2023	591,976	592,831
2023-2024	577,288	-
	1,744,609	1,772,142

22.00 Revenue	July 2024 - June 2025			July 2023 - June 2024		
	Export Unit Taka	Domestic Unit Taka	Total Taka	Export Unit Taka	Domestic Unit Taka	Total Taka
Revenue from Export	6,628,737,529	-	6,628,737,529	4,818,608,269	-	4,818,608,269
Domestic Sales	-	12,614,321,669	12,614,321,669	-	11,406,844,449	11,406,844,449
Less: Vat	-	(1,508,751,438)	(1,508,751,438)	-	(1,247,296,001)	(1,247,296,001)
	6,628,737,529	11,105,570,231	17,734,307,760	4,818,608,269	10,159,548,448	14,978,156,717

In view of innumerable items of sales and diversified quantities, it is not feasible to disclose the quantities against each items of sale.

23.00 Cost of Goods Sold						
Work-in-Process (Opening)	1,258,445,138	276,065,360	1,534,510,498	1,245,115,301	173,173,002	1,418,288,303
Raw Materials Consumption (Note - 23.01)	1,839,262,184	2,733,264,937	4,572,527,122	1,090,396,950	1,989,987,546	3,080,384,496
Accessories and Components Consumption (Note - 23.02)	1,362,486,612	3,687,707,463	5,050,194,075	904,240,640	2,913,372,754	3,817,613,394
Packing Materials Consumption (Note - 23.03)	279,157,930	440,009,929	719,167,859	252,755,981	310,186,322	562,942,303
Direct Labour	1,195,823,514	561,125,142	1,756,948,656	889,731,915	473,573,594	1,363,305,509
Factory Overhead (Note - 23.04)	760,752,709	428,448,298	1,189,201,007	694,383,841	387,139,242	1,081,523,083
Freight and Forwarding	114,362,005	123,361,994	237,723,999	70,418,220	124,738,975	195,157,195
Depreciation (Note - 4.00 (a))	144,100,863	117,424,504	261,525,367	169,773,499	112,996,111	282,769,610
Total Manufacturing Cost	6,954,390,955	8,367,407,627	15,321,798,583	5,316,816,347	6,485,167,546	11,801,983,893
Work-in-Process (Closing)	(1,258,445,138)	(300,078,631)	(1,558,523,769)	(1,258,445,138)	(276,065,360)	(1,534,510,498)
Cost of Goods Manufacturing	5,695,945,817	8,067,328,996	13,763,274,814	4,058,371,209	6,209,102,186	10,267,473,395
Finished Goods (Opening)	197,724,851	4,617,577,535	4,815,302,386	189,554,897	4,795,536,642	4,985,091,539
Finished Goods Available	5,893,670,668	12,684,906,531	18,578,577,200	4,247,926,106	11,004,638,828	15,252,564,934
Finished Goods (Closing)	(182,081,123)	(5,793,801,756)	(5,975,882,879)	(197,724,851)	(4,617,577,535)	(4,815,302,386)
	5,711,589,545	6,891,104,775	12,602,694,321	4,050,201,255	6,387,061,293	10,437,262,548

23.01 Raw Materials Consumption	July 2024 - June 2025			July 2023 - June 2024		
	Export Unit Taka	Domestic Unit Taka	Total Taka	Export Unit Taka	Domestic Unit Taka	Total Taka
Opening Stock	3,707,620,437	612,608,446	4,320,228,883	3,694,627,221	610,461,582	4,305,088,803
Add: Purchase during the period	2,082,236,876	2,773,411,536	4,855,648,412	1,103,390,166	1,992,134,410	3,095,524,576
Less: Closing Stock	(3,950,595,129)	(652,755,045)	(4,603,350,173)	(3,707,620,437)	(612,608,446)	(4,320,228,883)
	1,839,262,184	2,733,264,937	4,572,527,122	1,090,396,950	1,989,987,546	3,080,384,496

23.02 Accessories and Components Consumption						
Opening Stock	1,643,145,411	524,592,598	2,167,738,009	1,528,900,509	488,118,632	2,017,019,141
Add: Purchase during the period	1,862,070,472	3,847,205,213	5,709,275,685	1,018,485,542	2,949,846,720	3,968,332,262
Less: Closing Stock	(2,142,729,271)	(684,090,348)	(2,826,819,619)	(1,643,145,411)	(524,592,598)	(2,167,738,009)
	1,362,486,612	3,687,707,463	5,050,194,075	904,240,640	2,913,372,754	3,817,613,394

23.03 Packing Materials Consumption						
Opening Stock	177,245,116	180,536,708	357,781,824	227,481,290	174,855,622	402,336,912
Add: Purchase during the period	311,179,239	472,625,901	783,805,140	202,519,807	315,867,408	518,387,215
Less: Closing Stock	(209,266,425)	(213,152,680)	(422,419,105)	(177,245,116)	(180,536,708)	(357,781,824)
	279,157,930	440,009,929	719,167,859	252,755,981	310,186,322	562,942,303

23.04 Factory Overhead						
Salary and Allowances	460,420,788	212,177,226	672,598,014	414,349,480	193,849,109	608,198,589
Electricity	89,220,393	50,476,805	139,697,198	66,649,354	38,504,989	105,154,343
Fuel for Generator	47,405,091	18,198,392	65,603,483	53,822,954	18,035,473	71,858,427
Gas and Water	6,798,822	60,461,597	67,260,419	7,588,582	59,719,788	67,308,370
Paper and Periodicals	17,724	-	17,724	18,226	-	18,226
Insurance Premium	5,477,358	7,556,356	13,033,714	5,568,237	4,819,384	10,387,621
Repairs and Maintenance-Factory	59,961,263	39,443,977	99,405,240	68,458,808	35,775,835	104,234,643
Repairs and Maintenance-Machinery	35,814,032	27,786,661	63,600,693	27,062,489	23,918,799	50,981,288
Conveyance	351,712	489,952	841,664	294,572	370,472	665,044
Printing and Stationery	4,644,498	2,426,373	7,070,871	3,074,973	1,830,844	4,905,817
Vehicle Maintenance	10,309,612	2,574,833	12,884,445	9,341,312	2,707,827	12,049,139
Fuel for Vehicle	6,051,670	968,504	7,020,174	5,773,833	961,170	6,735,003
Guest House Expense	3,705,257	-	3,705,257	3,274,824	-	3,274,824
Rent, Rates and Taxes	11,694,177	3,121,311	14,815,488	10,151,472	3,928,181	14,079,653
Depreciation on Right of Use Asset	15,725,781	-	15,725,781	15,725,781	-	15,725,781
Telephone, Internet, Telex and Fax	3,154,531	2,766,311	5,920,842	3,228,944	2,717,371	5,946,315
	760,752,709	428,448,298	1,189,201,007	694,383,841	387,139,242	1,081,523,083

24.00 Administrative Expenses

Salary and Allowances	74,327,058	73,113,719	147,440,777	70,115,737	68,226,761	138,342,498
Directors Remuneration	8,666,671	17,333,329	26,000,000	8,666,671	17,333,329	26,000,000
Staff Welfare	735,234	675,420	1,410,654	800,501	743,526	1,544,027
Conveyance	228,376	2,978,665	3,207,041	139,388	2,725,750	2,865,138
Printing and Stationery	236,299	790,051	1,026,350	328,617	705,101	1,033,718
Postage and Courier	4,126	217,059	221,185	291	192,398	192,689
Rent, Rates and Taxes	1,616,511	18,522,633	20,139,144	1,507,561	15,205,638	16,713,199
Telephone, Internet, Telex and Fax	1,902,008	1,929,530	3,831,538	1,750,659	1,690,757	3,441,416
Office Maintenance	9,260,435	23,860,151	33,120,586	8,459,885	21,081,522	29,541,407
Electricity	3,099,013	6,060,342	9,159,355	2,882,540	5,508,877	8,391,417
Gas & Water	431,546	345,637	777,183	321,530	405,536	727,066
Fuel and Lubricant	1,922,259	1,709,919	3,632,178	2,018,306	1,933,547	3,951,853
Vehicle Maintenance	4,061,097	4,635,091	8,696,188	4,482,632	4,181,755	8,664,387
Insurance Premium	275,012	457,189	732,201	294,456	456,176	750,632
Audit Fee	200,004	399,996	600,000	200,004	399,996	600,000
Other Professional Fees	522,029	10,260,238	10,782,267	584,160	8,232,079	8,816,239
AGM Expense	213,027	400,002	613,029	198,813	397,626	596,439
Board Meeting Fees	440,840	699,994	1,140,834	421,667	843,333	1,265,000
Depreciation on Right of Use Asset	9,455,875	17,561,750	27,017,625	9,005,875	18,011,750	27,017,625
Depreciation (Note - 4.00 (b))	16,784,278	127,487,679	144,271,957	26,105,006	115,988,864	142,093,870
	134,381,698	309,438,394	443,820,092	138,284,299	284,264,321	422,548,620

25.00 Marketing, Selling and Distribution

Salary and Allowances	8,332,636	502,742,699	511,075,335	7,798,164	470,391,118	478,189,282
Staff Welfare	46,930	-	46,930	155,437	102,341	257,778
Conveyance	19,859	6,329,662	6,349,521	12,121	5,792,218	5,804,339
Entertainment	-	27,678,564	27,678,564	-	26,365,763	26,365,763
Printing and Stationery	51,870	5,287,262	5,339,132	72,135	4,718,754	4,790,889
Postage and Courier	408	868,238	868,646	29	769,592	769,621
Rent, Rates and Taxes	-	135,832,645	135,832,645	-	30,411,321	30,411,321
Telephone, Internet, Telex and Fax	188,111	25,635,187	25,823,298	173,141	22,462,914	22,636,055
Electricity	-	222,378,974	222,378,974	-	205,314,627	205,314,627
Advertisement	124,142	184,135,264	184,259,406	130,620	211,868,050	211,998,670
Fuel and Lubricant	39,230	3,805,950	3,845,180	41,190	4,303,702	4,344,892
Vehicle Maintenance	125,601	10,316,816	10,442,417	138,638	9,307,736	9,446,374
Insurance Premium	52,383	14,782,461	14,834,844	56,087	14,750,320	14,806,407
Export Promotion	49,857,446	-	49,857,446	38,440,715	-	38,440,715
Outlet Expense	-	828,311,262	828,311,262	-	774,642,826	774,642,826
Sales Commission	181,824,304	-	181,824,304	150,282,558	-	150,282,558
Travelling Expense	4,742,661	23,656,507	28,399,168	5,384,701	26,108,012	31,492,713
Depreciation on Right-of-Use Asset	-	595,278,899	595,278,899	-	595,060,231	595,060,231
Depreciation (Note - 4.00 (c))	-	151,543,097	151,543,097	-	234,591,579	234,591,579
	245,405,581	2,738,583,487	2,983,989,068	202,685,536	2,636,961,104	2,839,646,640

26.00 Other Income

Dividend on CDBL Investment	1,142,362	-	1,142,362	1,142,362	-	1,142,362
Interest on Bank Deposit	153,550	540,125	693,675	110,542	270,540	381,082
Profit on Disposal of Non-Current Assets (Note 4.A)	1,010,000	3,098,444	4,108,444	380,080	897,768	1,277,848
Forfeited amount from Provident Fund	467,233	1,391,330	1,858,563	2,675,633	11,511,104	14,186,737
Gain / (Loss) from Foreign Currency Transactions	1,027,306	-	1,027,306	1,961,899	-	1,961,899
Miscellaneous Income	-	-	-	100,000	-	100,000
	3,800,451	5,029,899	8,830,350	6,370,516	12,679,412	19,049,928

27.00 Current Tax

Income Tax Expenses	(125,554,082)	(111,106,001)	(236,660,083)	(54,029,975)	(61,033,367)	(115,063,342)
Tax Income / (Expenses) Previous year	(8,188,859)	(1,534,278)	(9,723,137)	4,605,339	2,576,734	7,182,073
	(133,742,941)	(112,640,279)	(246,383,220)	(49,424,636)	(58,456,633)	(107,881,269)

27.01 Reconciliation of Effective Tax Rate

Regular Tax Rate of the Company	22.50%	22.50%	22.50%	22.50%	22.50%	22.50%
Effect of Exemption and Reduced Rates	-10.50%	0.00%	-10.50%	-10.50%	0.00%	-10.50%
Effect of Minimum Tax, Disallowances and Others	48.00%	23.87%	52.87%	48.00%	8.34%	18.86%
Effect of Deferred Tax on Temporary Difference	0.00%	-1.37%	-0.87%	0.00%	-6.28%	4.37%
Effective Tax Rate	60.00%	45.00%	64.00%	60.00%	24.56%	35.23%

28.00 Earnings per Share

The calculation of basic earnings per share based on profit of the Company attributable to ordinary shareholders and weighted average number of ordinary shares outstanding is as follows:

		30-Jun-25 Taka	30-Jun-24 Taka
28.01	Basic Earnings per Share, Restated		
(a)	Earnings attributable to the Ordinary Shareholders (Net Profit after Tax)	135,573,476	176,434,772
(b)	Opening ordinary shares (Number)	14,293,125	14,293,125
	Impact of bonus share issue- 2023-2024 (Number)	1,429,312	1,429,312
	Weighted average number of ordinary shares at reporting date (Number)	15,722,437	15,722,437
		8.62	11.22
28.02	Diluted earnings per share		

As there was no scope for dilution of shares, no diluted EPS was required to be calculated for the year ended 30 June 2025.

29.00 Net Asset Value

	30-Jun-25 Taka	30-Jun-24 Taka
Non-Current Assets	13,119,111,325	12,460,981,805
Current Assets	17,849,003,044	16,071,809,149
Non-Current Liabilities	(6,980,270,258)	(6,929,683,282)
Current Liabilities	(17,122,100,556)	(14,822,911,654)
	6,865,743,555	6,780,196,018
Weighted average number of ordinary shares at reporting date (Number)	15,722,437	15,722,437
NAV - Per Share at Balance Sheet Date, Restated	436.68	431.24

30.00 Net Operating Cash Flow per Share

	01 July 2024 - 30 June 2025	01 July 2023 - 30 June 2024
Cash Flows from Operating Activities as per Statement of Cash Flows	888,078,451	2,608,001,876
Weighted average number of Ordinary Shares at Reporting Date (Number)	15,722,437	15,722,437
Net Operating Cash Flow - Per Share on Shares at Reporting Date, Restated	56.48	165.88

31.00 Related Party Transactions - Disclosure Under IAS 24

The Company carried out a number of transactions with related parties in the normal course of business. The nature of transactions and their values are shown below:

Name of Related Parties	Nature Of relationships	Nature of Transactions	Transaction during the year		Balance outstanding	
			2024-2025	2023-2024	2024-2025	2023-2024
Apex Tannery Ltd.	Common Director	Lease Rental & Obligations	33,000,000	33,000,000	nil	nil
Pioneer Insurance Company Ltd.	Common Director	Fixed Assets & LC Related	45,588,568	51,642,300	nil	nil
Apex Enterprises Ltd.	Common Director	Lease Rental & Obligations	3,600,000	3,600,000	nil	nil
Apex Pharma Ltd.	Common Director	Buying Medical Products	1,219,718	1,279,915	nil	nil

31.01 Salaries / Perquisites to Directors & Officers

The aggregate amounts paid/provided during the period in respect of directors and officers of the Company as defined in the Securities and Exchange Rules 2020 are disclosed below:

Directors	01 July 2024 - 30 June 2025	01 July 2023 - 30 June 2024
Board Meeting Fees	1,140,834	1,265,000
Director's Remuneration	26,000,000	26,000,000
Accommodation	3,600,000	3,600,000
Officers		
Salary & Allowances	1,331,114,126	1,184,130,831

32.00 Number of Employees

Total number of employees of the Company was 11,446 including 4 expatriates as on 30 June 2025
Total number of employees of the Company was 9,940 including 4 expatriates as on 30 June 2024

33.00 Financial Risk Management

(a) Credit risk

Credit risk is the risk of a financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations and arises principally from the Company's receivables. Management has a credit policy in place and exposure to credit risk is monitored on an ongoing basis. Risk exposures from other financial assets, i.e. cash at bank and other external receivables are nominal.

Exposure to credit risk

Particulars	Note		30-Jun-25	30-Jun-24
Accounts Receivable & Others	14		1,686,401,621	1,693,106,279
Cash & Cash Equivalents	16		81,752,697	73,654,226
			1,768,154,318	1,766,760,505

The aging of trade receivables at the reporting date was:

Particulars		30-Jun-25	30-Jun-24
Dues below 6 months		1,686,401,621	1,693,106,279
Dues over 6 months		-	-

b) Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations when they fall due. The Company's approach to managing liquidity (cash and cash equivalents) is to ensure, as far as possible, that it will always have sufficient liquidity to meet its liabilities when due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Company's reputation. Typically, the Company ensures that it has sufficient cash and cash equivalents to meet expected operational expenses, including financial obligations through preparation of the cash flow forecast, prepared based on time line of payment of the financial obligation and accordingly arrange for sufficient liquidity/fund to make the expected payment within due date.
In extreme stressed conditions, the Company may get support from the related Company in the form of short term financing.

	Amount in Taka	
01 July 2024 - 30 June 2025	6 - 12 Months	Above 12 Months
Trade Payables	583,154,494	-
Short Term Loan from Banks	14,846,391,381	-
Long Term Loan from Banks	436,575,176	3,947,237,371
As at 30 June 2025	15,866,121,051	3,947,237,371
01 July 2023 - 30 June 2024		
Trade Payables	620,245,743	-
Short Term Loan from Banks	12,865,603,397	-
Long Term Loan from Banks	473,382,988	4,002,494,836
As at 30 June 2024	13,959,232,128	4,002,494,836

(c) Market risk

Market risk is the risk that any change in market prices such as foreign exchange rates and interest will affect the Company's income or the value of its holdings of financial instruments. The objective of market risk management is to manage and control market risk exposures within acceptable parameters.

(i) Currency risk

The Company is exposed to currency risk on maximum revenues and purchases such as revenue from foreign customers and import of raw material, machines and equipment. Majority of the Company's foreign currency transactions are denominated in USD and EURO and relate to export, procurement of raw materials, machineries and equipment from abroad.

Particulars	Currency Name		01 July 2024 - 30 June 2025	01 July 2023 - 30 June 2024
Materials & Others	USD		32,507,366	44,345,976
	EURO		93,573	67,161
Export Earnings	USD		51,489,715	45,195,718
	EURO		68,561	64,495

	Exchange rates as at		
Currency Name		30-Jun-25 Taka	30-Jun-24 Taka
USD		121.71	116.93
EURO		141.95	124.27

(ii) Interest rate risk

Interest rate risk is the risk that arises due to changes in interest rates on borrowing. There was no foreign currency loan which is subject to floating rates of interest. Local loans are, however, not significantly affected by fluctuations in interest rates. The Company has not entered into any type of derivative instrument in order to hedge interest rate risk as at the reporting date.

	01 July 2024 - 30 June 2025 Taka	01 July 2023 - 30 June 2024 Taka
33.00 Reconciliation of Net Profit with Cash flows from Operating Activities		
Net Profit after Tax	135,573,476	176,434,772
Adjustments		
Depreciation Charged During the Year	557,340,421	659,455,059
Depreciation on Right of Use Asset	638,022,305	637,803,638
Finance Cost Charged During the Year	1,314,052,502	1,011,001,605
Deferred Tax	(3,303,676)	(11,906,172)
Contribution to WPPF	19,929,106	14,337,362
IFRS 16 and other adjustments	98,455,271	136,412,040
Changes in Working Capital:		
Inventories	(2,191,433,945)	(69,014,750)
Accounts Receivable & Others	6,704,658	(215,171,870)
Advances, Deposits & Prepayments	(54,385,202)	66,247,725
Retirement Benefit Obligations-Gratuity	35,584,756	6,502,856
Trade Payables	(37,091,249)	(5,394,070)
Liabilities for Services	22,852,838	181,502
Liabilities for Expenses	133,117,725	85,912,868
Interest Payables	227,024,360	132,581,258
Unclaimed Dividend	(27,533)	120,290
Paid to WPPF	(14,337,362)	(17,502,237)
Net Cash Generated/(Used) from Operating Activities	888,078,451	2,608,001,876

34.00 Production Capacity & Capacity Utilization

(a) Machine capacity for one shift of 8 hours : Shoes, Sandals & other products 21,452,705 (20,246,607 - 2023-24) pairs/pcs per period (71,509 pairs/pcs per day) (67,490 - 2023-24 pairs/pcs per day).

(b) Present attainable capacity : The Company at present is capable to run 2 shifts, where by the theoretical capacity stands at 39,944,937 (37,699,587 - 2023-24) pairs/pcs shoes, sandals and other products.

(c) At present the Company is running 2 shifts and the actual capacity utilized is as under:

Period	Pairs/ Pcs			Utilization
	Machine Capacity	Attainable Capacity	Capacity Utilized	%
2024-25	42,905,410	39,944,937	27,496,146	64.09
2023-24	40,493,214	37,699,587	25,887,176	63.93

35.00 Number of Outlets & Depots in Local Market

30 June 2025 : Retail outlets 249, Wholesale dealers 94 and Retail sales dealers 338

30 June 2024 : Retail outlets 247, Wholesale dealers 113 and Retail sales dealers 358

	30-Jun-25 Taka	30-Jun-24 Taka
36.00 Commitments		
a)Outstanding Letters of Credit	350,620,036	310,222,215
b)Capital Expenditure Commitment		
Contracted but not accounted for	38,161,521	29,546,073
Number of proposed outlets	7	9
Approved but not contracted for	15,250,237	25,065,300
37.00 Contingent liabilities		
a) Bank guarantee	30,898,504	43,060,005

b) Income Tax

The Deputy Commissioner of Taxes (DCT) selected the Company for tax audit for the assessment years 2012-13 (income year 2011) and 2013-14 (income year 2012) and disallowed Technical Know how / Design Development expenses and thereby demanded additional taxes arbitrarily. The Company filed appeal before the Commissioner of Taxes (Appeal) and having no favourable judgement subsequently the management filed appeal before the Appellate Tribunal. As the judgment of the Appellate Tribunal went against the Company, the management submitted petition to the Hon'ble High Court of Dhaka, the decision of which is still pending. The litigations involve Taka 35,857,414 and Taka 81,114,782 for the assessment years 2012-13 and 2013-14 respectively. However, the management strongly believes that there are cogent grounds on the allowability of the said expenses which is also supported by lawyers' opinion and hence, no provision is made in these financial statements. Further, it is observed that the tax authority did not disallow this expense which was started charging in the books of accounts of the company from the year 2007 maintaining all the rules and regulations as per local laws and the tax authority has not disallowed this expense on any ground after the assessment year 2013-2014.

38.00 Subsequent events

The Board of Directors in their meeting held on 25 September 2025 have recommended cash dividend at Taka 2.5 per share of Taka 10 each aggregating to Taka 39,306,092 and stock dividend at 25% aggregating to Taka 39,306,092 for the year ended 30 June 2025 subject to approval of the shareholders in the Annual General Meeting scheduled to be held on 26 November 2025.

There are no other events identified after the date of the statement of financial position which require adjustment or disclosure in the accompanying financial statements.

Md. Omar Faruque
Company Secretary

Niranjan Chandra Debnath
Director

Syed Nasim Manzur
Managing Director

INFORMATION FOR SHAREHOLDER

SHARE CAPITAL

- Authorized share capital : Tk. 50,00,00,000 divided into 5,00,00,000 nos. of ordinary shares of Tk. 10 each.
- Issued, subscribed and paid-up capital : Tk. 1,57,224,370 divided into 15722437 nos. ordinary shares of Tk. 10 each.

35TH ANNUAL GENERAL MEETING

Date & Time	Venue	E-voting Time	Link for 35th AGM
Wednesday 26 November 2025 11 am (BST)	Virtual Platform	48 hours before the AGM and during the AGM	https://agmbd.live/ApexFootwear2025

The annual report of the Company for the year 2024-2025 along with the notice of AGM and proxy form are being sent via email to the shareholders.

KEY SHARE INFORMATION

KEY SHARE INFORMATION		
As on 30 June	2025	2024
Total No. of Shareholder	5,297	5,583
DSE Share price (closing) BDT	203.40	238.90
Outstanding shares (No.)	15,722,437	14,293,125
Free float shares (No.)	9,366,654	8,482,611
DSE Market Capitalization (BDT in Million)	3,197.94	3,414.63

SHAREHOLDING STRUCTURE

Sponsor & Director	Institutional Shareholder	Individual	NRB shareholder	Mutual & Unit Fund
31.54%	**23.82%**	**40.28%**	**0.13%**	**4.23%**

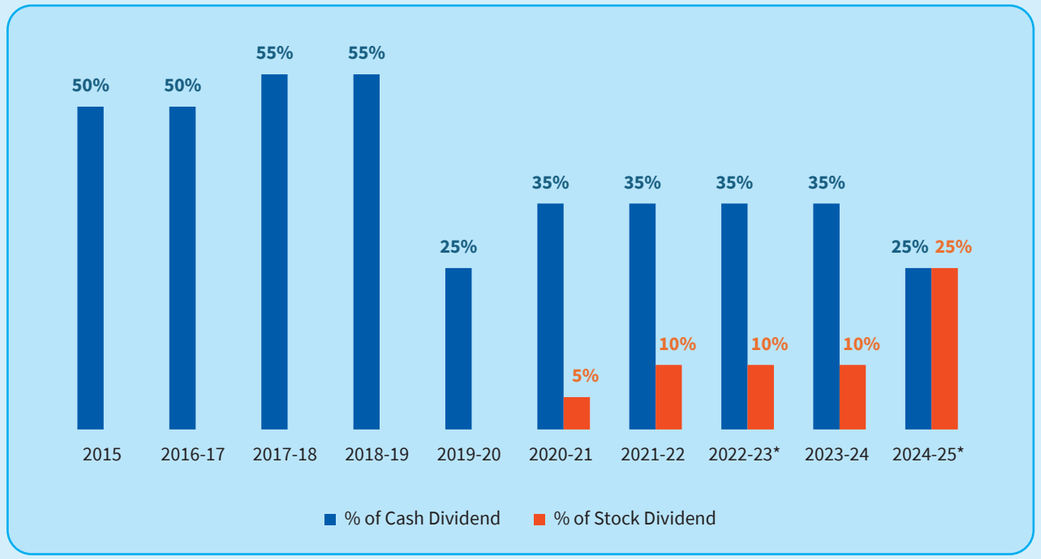
SHARE PRICE SENSITIVE ANALYSIS

The share price in the stock market fluctuates due to various factors such as the Company's performance, overall market sentiment, national economic and political developments, and the condition of the money market. In compliance with listing regulations and other applicable regulatory requirements, Apex Footwear Ltd. ensures that all price-sensitive information is disseminated through proper channels and in a timely manner to all stakeholders.

COMPANY'S SHARE DATA PERFORMANCE (BDT)				
Share price 30 Jun 2025	Share price 30 Jun 2024	Share price 30 Jun 2023	52 Week high (2024-25)	53 Week low (2024-25)
203.40	238.90	314.40	263.30	192.10

DIVIDEND PAYMENT

Apex strives to provide its shareholders with a commendable and sustainable rate of dividend. Since its listing on both the Dhaka and Chittagong Stock Exchanges, the Company has maintained a consistent track record of dividend payments. The following table presents the Company's dividend payment history over the past 10 years.



**Dividend 2024-25 will be disbursed subject to approval at 35th AGM*

WEB PRESENCE

Updated information regarding Apex Footwear Limited can be accessed at the Company's website, www.apexfootwearltd.com.

REDRESSAL OF SHAREHOLDERS COMPLAINT



Apex's investor relations team places high priority against the complaints and queries of the shareholders. The team takes every possible step to address the investors query, complaint, and grievance within the framework of prevailing laws and regulations.

At the end of June, 2025, the Company has 5,296 shareholders and all shareholders are treated equally. Providing comfort to the stakeholders and upholding the corporate image, Apex always looks into the status of redressal of shareholders'/ investors' complaints, grievances and objections. The company believes that to address the problem or complaints promptly strengthening the investors relation with the Company.

APEX'S REDRESSAL SYSTEM COVERS THE FOLLOWING ISSUES

- Non-receipt of dividend warrant, tax certificate, dividend notice.
- Transfer shares from suspense account to the shareholder's BO account.
- After disclosure of 'Price Sensitive Information' assist investors by providing the required information.
- Non-receiving of quarterly accounts, annual report, proxy form.
- Issuing Duplicate share certificate.
- Transmission of shares to the successors of deceased shareholder.
- Dematerialization of share (Converting paper share to electronic share).
- Transfer share certificate (For paper shareholders).
- Providing guidelines to ensure speedy disposal of various requests from time to time.

APEX REDRESSAL PROCESS

Any shareholder who has a complaint related to his/her investment may lodge his/her complaint. The complaint should contain the name, address, BO/Folio number and contact number of the complainant and facts of the case supported by documents, if any. Shareholders can also file the complaints via
e-mail, fax, letter and/or over phone. Apex's investor relations team focus on addressing the complaint within the shortest possible time. The redressal process of Apex is as under:

SEPT-1

Shareholders can register a complaint in writing to the Company Secretary via e-mail or fax, and can also contact the Company's Secretarial Department in person.

SEPT-2

A member of investor relations team acknowledges the complaint and to confirm the identity of shareholders from BO/Folio database.

SEPT-3

Checking and scrutinizing the complaint by a team member of investor relations.

SEPT-4

Getting approval from appropriate authority, if required.

SEPT-5

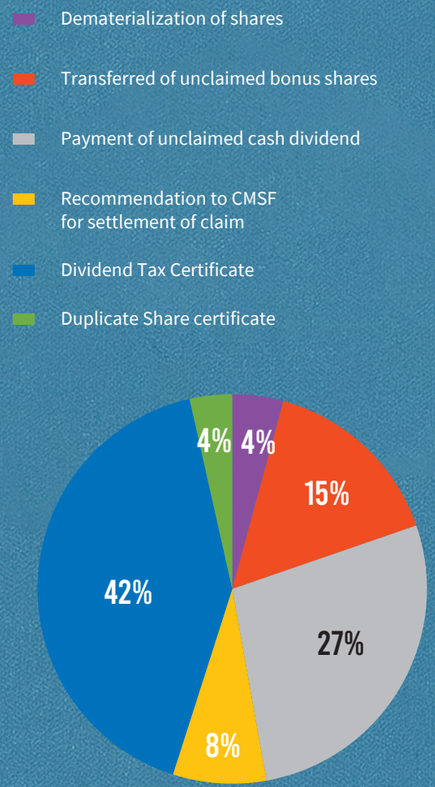
Settlement of complaint and providing necessary information and documents, if any, to the complainant.

REDRESSAL OF COMPLAINTS DURING THE 2024-25

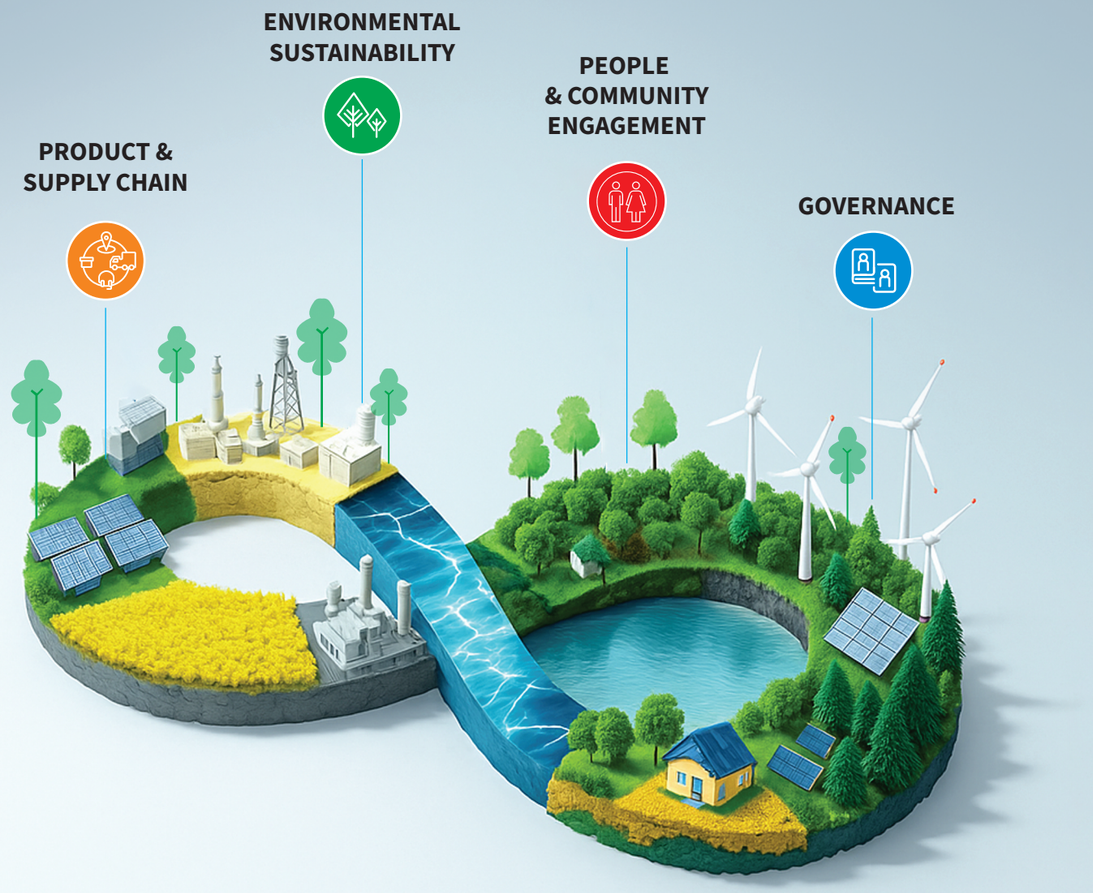
- Provided annual reports to the shareholders from office premises for non-receiving of the same which has been sent earlier to them via email.
- Proactively communicated to the shareholders for collection of unsettled/unclaimed dividend.
- Recommended to Capital Market Stabilization Fund (CMSF) for settlement of claim (dividend) of shareholders.
- Provided dematerialization services.
- Transferred unclaimed bonus shares.
- Transferred unclaimed cash dividend.
- Issued duplicate share certificate.
- Issued dividend tax certificate, dividend notice etc. on demand.

REDRESSAL POINT FOR SHAREHOLDERS COMPLAIN

The Company Secretary
Apex Footwear Ltd.
House No. 06, Road No. 137, Block-SE(D),
Gulshan-1, Dhaka-1212.
E-mail: sharedept@apexfootwearltd.com
Phone: +88 02 55044841, Fax: +88 02 55044843



OUR IMPACT AREAS: **STRATEGIES & INITIATIVES**



PRODUCT AND SUPPLY CHAIN



DESIGN RESPONSIBLY

APEX

We believe that every step of our design process should reflect our responsibility toward people, planet, and progress. Our design philosophy is guided by:

MOVEMENT MAKERS
- i) Impactful Work
- ii) Impactful operation
- iii) Impactful involvement

CIRCULAR BUSINESS
- I) Responsible material use
- II) Waste management
- III) Circular Design

SCALE FOR GOOD
- i) Produce responsible
- ii) Reduce GHG emission
- iii) Responsible use of water
- iv) Responsible material sourcing
- v) Diversity and inclusion
- vi) LCA- material and item
- vii) Product passport



CAPACITY OF DESIGN

DESIGN CAPACITY
80-90 new proto/day
150 samples/day
1500+ SKUs/ season Leather Development
60+ Mold development/Season

DESIGN PHILOSOPHY
Latest trend adoption
ODM | OEM | OBM
Mid to Mid-Upper Segment

SUSTAINABLE MATERIAL
Testing & adopting sustainable materials to reduce environmental impact

DESIGN CAPABILITY
World-class product development capability in Bangladesh.
EU, US and Asian market focused collections

INNOVATION LAB
New Materials
New Constructions
Automation initiatives

DESIGN RESPONSIBLY- CEB

Circular design is a holistic approach that aims to create products, systems, and processes that are regenerative by design, minimizing waste and maximizing the longevity of resources. Apex adopted the same concept to design a fully working prototype which will go into commercial production soon.

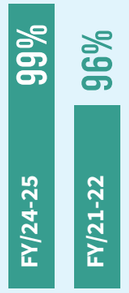


PRODUCE RESPONSIBLY- SUSTAINABLE MATERIALS

All our materials are responsibly sourced from environmentally compliant sources. When it comes to leather, 99% of the leather consumed in our export production and 20% of our domestic operations is already only procured from LWG-certified tanneries across the globe.

LEATHER - PURCHASED
VOL % (SFT)/ LWG SOURCING

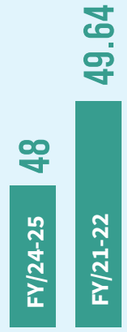
+3 % MORE FROM LAST REPORTING CYCLE



In line with our sustainability goal, we have incorporated recycled TPR into our production, currently accounting for 7%-8% of our total material usage. Our target is to achieve 15% recycled TPR usage by 2027. Additionally, we prioritize the utilization of recycled PVC in the manufacturing of our shoes, amounting to approximately 700 tons used in various footwear for our domestic market.

RECYCLED TPR
VOLUME (TON)

AVG. 3% LESS FROM LAST REPORTING CYCLE



We have taken substantial steps to employ environmentally friendly practices in our packaging. More than 96% of our packaging consists of recycled materials, including outer cartons, inner boxes, wrapping paper, and paper shape keepers(molds). Recognizing the growing demand for FSC-certified packaging solutions, particularly amongst major brands, we are actively transitioning in that direction. During the 2024-2025 fiscal year, 100% of our total packaging solutions achieved FSC certification.
For more detail see page 129 (100% FSC solution)

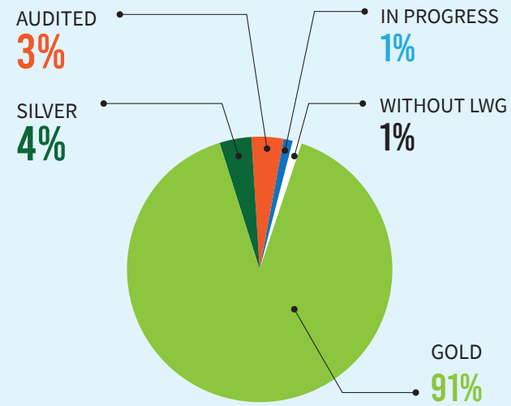
TRACEABILITY



Apex is able to offer visibility over inventory movements across the entire supply chain. By utilizing an integrated system, Apex ensures traceability from the initial raw material order all the way to the shipment of the final shoes. Apex believes that product traceability is a vital capability that enables businesses to monitor their products from start to finish.

In addition to standard product traceability, Apex has already implemented chain traceability. This addressed method enables us to track products both forward and backward in the supply chain - from raw materials stage all the way to the end customer

LEATHER LWG STATUS FY/24-25



SELL RESPONSIBLY



PROMOTING SUSTAINABLE MATERIAL

Apex Footwear Limited is at the forefront of promoting sustainable practices, not only through its product offerings but also in its marketing strategies. Apex actively incorporates various sustainable materials into its finished products, including recycled polyester thread, recycled zipper, eco-friendly insole/shank, and biodegradable toe-puff/counter. We were the first to offer sneakers made out of recycled PET bottles in the domestic market. Apex is dedicated to fostering sustainability, and it actively advocates for it on both B2B and B2C sales platforms, encouraging buyers and consumers to support and embrace this concept when making purchasing decisions.

ENERGY SAVING MODE

Apex fulfills its commitment to energy conservation by implementing measures within its retail and export manufacturing operations. The company has made a conscious decision to reduce energy consumption during off-peak hours, starting with all flagship stores and gradually expanding this practice across its nationwide retail landscape and offices and factories. These initiatives include turning off excess lighting during off-peak hours, maximizing the use of natural daylight where possible, and adjusting temperature and air-conditioner usage to match footfall patterns, particularly during winter times.

ALTERNATE PROMOTIONAL MATERIAL

To reduce the use of paper and PVC materials for promotional purposes, Apex is using alternative mediums of communication. We have plans to roll out augmented reality (AR)-based point-of-purchase (POP) ads inside our stores in 2025-26. This innovative approach will allow us for smart promotion without the need for physical materials. Additionally, Apex is currently in the trial stage of integrating QR code marketing into various parts of its marketing strategy, further reducing the reliance on traditional promotional materials. These forward-thinking initiatives reflect Apex's dedication to sustainable practices throughout its business operations.

Tier-1&2 supplier detail COC, Audit status, Policies, and Environmental standards

For a company to effectively achieve sustainable goals, it is crucial for its supply chain to also be aligned with its objectives. At Apex, we prioritize transparency and workability in this process by ensuring that all our Tier 1 & 2 suppliers are in sync with our sustainability benchmarks. we view them as partners and collaborate closely to keep them achieve the required global standards

SUPPLY CHAIN AUDIT AND STATUS

SUPPLIER TYPE	LEVEL OF CERTIFICATIONS
LEATHER	LWG, ISO 9001, ISO 45001, ISO 26000, SEDEX, SLF, ECO2L Zerfifikat, USDA BioPreferred 100%, Higg FEM Higg FSLM, OEKO-TEX® Standard 100, H&M MR, SLCP, CT-PAT
SYNTHETIC	BSCI, ISO 14001, ISO 9001, ISO 45001, HIGG, OEKO-TEX, INDITEX Social Audit, CT-PAT, GRS, BCI, BSCI
ADHESIVE	ISO 9001, ISO 14001, ISO 45001, Local Environmental Clearence Certification
CHEMICAL	ISO 9001, ISO 14001, ISO 45001
COUNTER	ISO 9001, ISO 14001, ISO 45001, HIGG,
ELASTIC	BSCI
INSOLE	BSCI, ISO 14001, ISO 9001, HIGG FEM, HIGG SLCP, CT-PAT, GRS, SATRA
SHOEBOX	FSC, ISO 9001, BSCI, HIGG FEM, SEDEX, OEKO-TEX, SA8000, Fire Licence,
SHOELACE	GOTS, GRS, OEKO-TEX, RCS, FSC-40-004
TOE-PUFF	BSCI, ISO 14001, ISO 9001, ISO 45001
TRIMS	ISO 9001
ZIPPER	BSCI, ISO 14001, ISO 9001, ISO 45001, ECC, Fire Licence, ZDHC MRSL 3.1, HIGG FSLM, OEKO-TEX, SEDEX
Accessories	ISO 14001, SEDEX, SLCP, GRS
Heel Grip Glasso wool	ISO 9001, ISO 14001, ISO 45001, ISO 50001, GRS
Ornament	CT-PAT, MTC, Pollutant Discharge Permit
Tape	ISO 14001, BSCI, CT-PAT, OEKO-TEX
Thread	ISO 14001, FSLM
Footbed	ISO 14001, BSCI, CT-PAT, OEKO-TEX
Outsole	GRS, GCL, IS0 14001, CT-PAT, OEKO-TEX, BSCI

MATERIAL MANAGEMENT
IQC PROCESS-CCR

12 RESPONSIBLE CONSUMPTION AND PRODUCTION

At Apex Footwear, our mission is CCR: to deliver products that delight our customers through uncompromising quality. The process begins with Incoming Quality Control (IQC)—the very first checkpoint when materials arrive at our factory. Each batch undergoes meticulous inspection by our Quality Assessment (QA) team, following the AQL 2.5 (Acceptable Quality Level) standard, which permits a maximum defect rate of 2.5%.

To ensure superior performance, selected materials are subjected to additional testing in our in-house laboratory. These tests confirm compliance with physical and durability standards before materials are approved for production. Only those that meet our stringent criteria are transferred to the raw material warehouse.

Inside the warehouse, our inventory management team maintains strict discipline through the ABC method—prioritizing materials by importance—and the FIFO (First In, First Out) system to ensure stock freshness and traceability. Any material that fall short of our standards are rejected and quarantined for return or disposal.

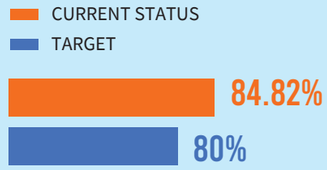
This rigorous, multi-layered approach to quality control ensures that every pair of shoes leaving Apex's production line upholds our commitment to excellence, durability, and customer satisfaction.

> Quality is never an accident; it is always the result of high intention, sincere effort, intelligent direction and skillful execution; it represents the wise choice of many alternatives."
> – William A. Foster.

SUPPLIER PERFORMANCE MANAGEMENT, USING CCR

The component compliance rate (CCR) is a performance measurement system used to evaluate the quality compliance of raw material suppliers. The evaluation is conducted across five (05) parameters, with each parameter carrying a maximum of 20 marks, totaling 100 marks.
Through this system, supplier performance can be assessed to identify consistent performers and highlight areas requiring improvement. The CCR is evaluated after the arrival of raw materials on weekly basis for all incoming materials. This ensures transparency, accountability and continuous monitoring of supplier quality performance.

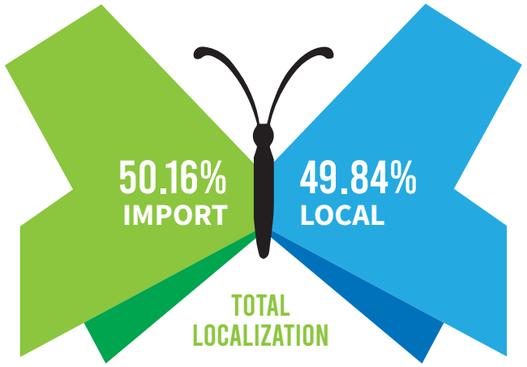
CCR DATA ANALYSIS REPORT
(JULY 2024-JUNE 2025)



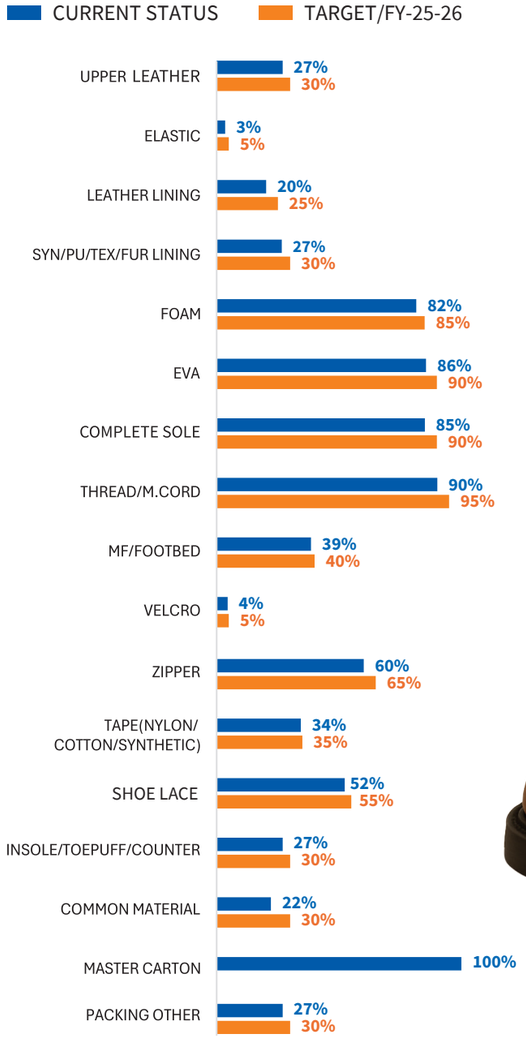
CCR PARAMETERS



LOCALIZATION



CURRENT & FUTURE TARGETS FOR LOCALIZATION



Apex Footwear Limited operated a total material volume of 387.49 M units, comprising both imported and locally sourced inputs. Of this, 194.37 M units (50.2%) were imported materials, while 193.12 M units (49.8%) were sourced locally.

This near-equal balance between international and domestic sourcing reflects Apex's commitment to:

1.Supporting local industries by strengthening the domestic supply base, generating employment, and reducing logistics-related emissions.

2. Maintaining global quality standards through strategic imports of specialized materials not readily available in Bangladesh.

3. Risk diversification by reducing overdependence on either local or international supply channels.

Going forward, Apex aims to increase the share of sustainable and locally available materials, particularly certified leather, recycled synthetics, and responsibly sourced packaging, to further lower environmental footprint and enhance supply chain resilience.



ENSURE 100% FSC PACKING SOLUTION

In line with our commitment to environmental, social, and governance (ESG) responsibility, we are dedicated to preserving the world's forests. As part of this endeavor, we source packaging materials in a responsible manner. Since 2016, Apex has taken significant steps towards achieving this goal by incorporating FSC (Forest Stewardship Council) certified boxes for some of our customers. Our efforts include the procurement of FSC-recycled shoe boxes, which are made entirely from 100% recycled content. Additionally, we utilize FSC Mix outer cartons that consist of 90% recycled materials, sourced from FSC-certified forests and controlled wood sources, ensuring a sustainable supply chain. Also, in response to customer demand, we procure biodegradable poly bags for shoe packaging and ensure that outer cartons are sealed with 100% recycled gum tape.

FSC CERTIFIED BOX USE



We extend our appreciation to Apex Footwear Limited for publishing the Sustainability Report 2025 and for your continued commitment to advancing responsible business practices.

We commend Apex's use and increasing the share of recycled and eco-friendly materials in our products. This aligns with our efforts to provide 100% FSC-certified shoe boxes and eco-friendly tissue paper solutions.

We value supporting your sustainability goals through our responsible production practices.

Yours sincerely,

Md. Saheb Zaman
Factory Manager
Nixon Box Industries Ltd.

PROCUREMENT PRACTICE

At Apex, suppliers play a crucial role in providing essential raw materials. To ensure quality and reliability, we maintain an approved supplier list currently of 31 suppliers, including both direct suppliers and indenters. Our collaborative selection process involves evaluation by our purchase officer and management representative, considering factors like environmental impact to align with sustainable suppliers.

New suppliers at Apex undergo a thorough evaluation by our Leadership team in collaboration with the Head of Procurement. We assess various aspects such as financial stability, production capabilities, quality control measures, and ethical/legal adherence. Only approved suppliers are added to our list. In addition, we promote healthy competition and fair business practices, taking swift action against non-competitive behavior or monopolistic practices to ensure fairness and transparency in our procurement processes.

Besides, continuous improvement is key in our procurement practice. We update our evaluation criteria to maintain high standards. And we foster strong relationships with approved suppliers through open communication. Overall, our rigorous practices ensure a sustainable supply chain, delivering quality products to customers.

SUPPLIER SELECTION



ENVIRONMENTAL SUSTAINABILITY



REDUCE ENERGY CONSUMPTION

Businesses worldwide are facing significant environmental challenges. Climate change looms large, energy demand is soaring, fossil fuels dwindle, raw materials become scarce, and current waste disposal practices teeter on the brink of disaster. It is crucial for companies to reassess their production processes and align their practices with sustainable development.

One of the primary concerns for businesses is energy consumption and its associated greenhouse gas (GHG) emissions. It is essential to minimize potential negative environmental impacts by promoting energy efficiency and the use of renewable energy sources. At Apex, we are pledged to safeguarding both people and the environment while making positive economic contributions. We have implemented an internal energy management system that continuously strives to reduce energy consumption and emissions.

When renovating or constructing new buildings, Apex regularly assesses opportunities to enhance energy efficiency. We proactively consider energy-saving measures and employ energy-efficient technologies throughout our energy supply systems. Our goal is to achieve substantial consumption reduction by 2027. Specifically, we aim to reduce energy consumption by 15% annually and decrease CO2e emissions by 65% relative to our production volume. In addition to our internal energy regulations, we closely follow the energy policies established by the Bangladesh Rural Electrification Board (BREB).

Action speaks louder than words. Through a purposeful blend of strategic targets and energy-saving initiatives, Apex strives to shrink its environmental footprint and actively contribute to a sustainable future.

For more detail see pages# 132-135
CO2e reduction

Water saved through condensate recovery & Rainwater harvesting plant

7.87 M
LITERS

RENEWABLE ENERGY (SOLAR)

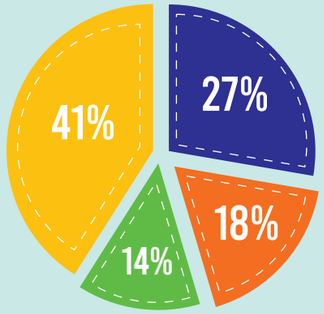
2.94 MWH
INSTALLED

PURCHASED

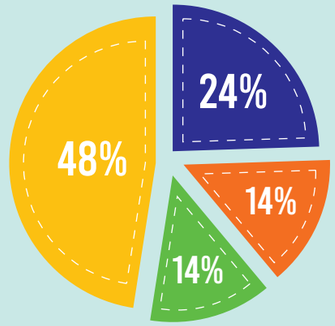
5000 MWH
Y-2025

TOTAL ENERGY CONSUMPTION (FY)

Natural Gas-m3 | Diesel-Ltrs | Solar Power-MWh | Purchased Electricity (Non renewable)-MWh

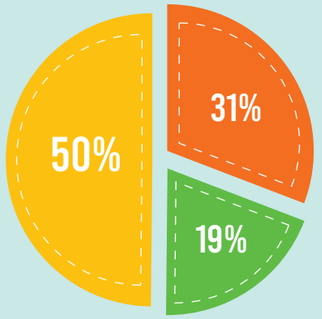


FY23-24

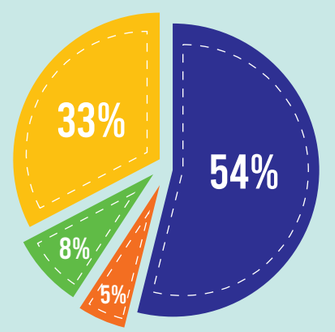


FY24-25

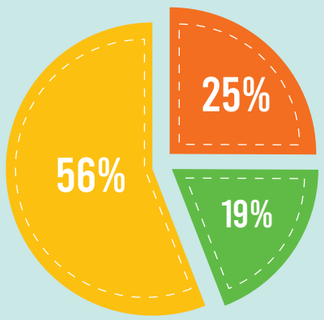
ENERGY CONSUMPTION BY BUSINESS UNIT (FY)



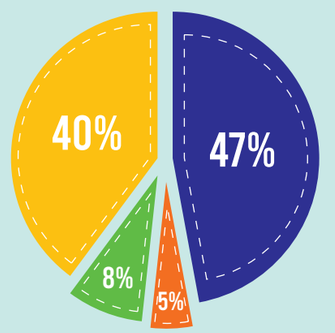
EXPORT UNIT
FY-23-24



DOMESTIC UNIT
FY-23-24



EXPORT UNIT
FY-24-25



DOMESTIC UNIT
FY24-25

CARBON FOOTPRINT

-65%
CO_2e REDUCTION PLAN BY 2027

Every morning, as we read the news, we encounter a wave of climate change stories. The rapid and alarming changes in our climate have a profound impact on our lives and pose a threat to the future of humanity. We all have a role to play in mitigating climate change by reducing carbon emissions. Our carbon footprint represents the total amount of carbon dioxide or carbon dioxide equivalent gasses (CO2e) released into the environment through energy consumption. Unfortunately, a large portion of our energy usage still relies on fossil fuels.

As a footwear manufacturer, we also release CO2e. A study conducted by researchers at MIT revealed that manufacturing footwear components alone accounts for 58% of the carbon footprint, while packaging contributes 16%, assembly, and finishing take up 11%, distribution adds 6%, and the footwear's lifecycle accounts for the remaining 9%.

Moreover, the boundaries of the carbon footprint are typically defined as "cradle to gate" or "cradle to grave." Apex Footwear falls within both categories, considering our export and retail functionality. As a responsible manufacturer, we are committed to transitioning to a circular economy approach known as "cradle to cradle." In pursuit of this goal, we have begun producing recycled TPR, EVA, packaging, latex and PVC materials, totaling 784 tonnes in FY23-24 and 910 tonnes in FY24-25

FOOTWEAR INDUSTRY CARBON FOOTPRINT



58% COMPONENT MANUFACTURE
16% PACKAGING
11% ASSEMBLY
9% END OF LIFE
6% DISTRIBUTION

CRADLE TO GRAVE
CRADLE TO GATE

RAW MATERIALS
TRANSPORT
MANU-FACTURING
DISTRIBUTION
RETAIL
USE
END OF LIFE

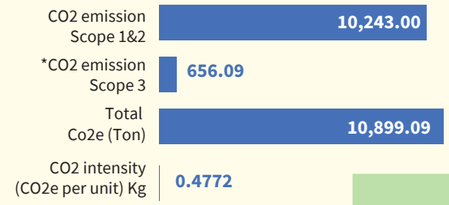


-65% CO2 EMISSION REDUCTION STRATEGY PLAN BY 2027

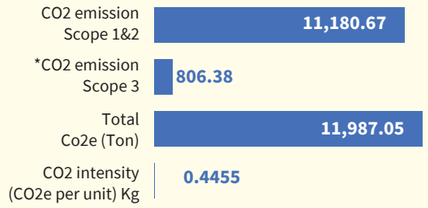
We aim to reduce our carbon footprint by 65% per pair by the end of 2027 and ultimately moving towards carbon neutrality by 2050. Reviewing the data following business channels of Apex, For export unit-Estimated CO2 reduction (intensity) For export unit - estimated CO2 reduction intensity, -0.811 kg per pair (-35%). It is however 51% increased comparing with last reporting cycle. For Domestic unit Estimated Co2 intensity +0.013 Kgs (5%)



CO_2e SCOPE 1,2 & 3/FY23-24

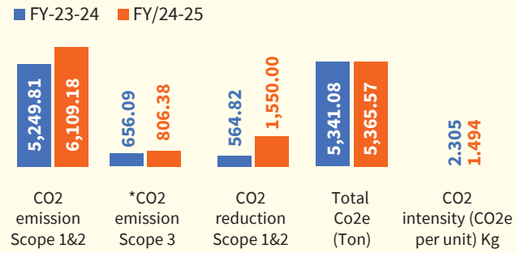


CO_2e SCOPE 1,2 & 3/FY24-25

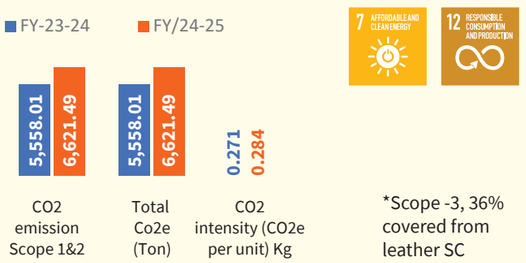


Gross Estimated CO2 reduction (intensity) -0.031 Kgs

CO_2e REDUCTION INTENSITY EXPORT UNIT



CO_2e REDUCTION INTENSITY DOMESTIC UNIT

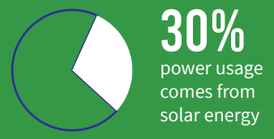


*Scope -3, 36% covered from leather SC

65% REDUCTION PLAN

65% reduction Plan	2026			2027			2028			2029		
	Activity Number	Unit	Vs last year	Activity Number	Unit	Vs last year	Activity Number	Unit	Vs last year	Activity Number	Unit	Vs last year
Total Production volume	3,550,000	Prs	1.09	3,550,000	Prs	1.00	3,550,000	Prs	1.00	3,550,000	Prs	1.00
CO2 emission	3324.20	ton	3.98	1613.19	ton	0.49	1567.28	ton	0.97	1567.28	ton	1.00
CO2 intensity (CO2 per unit)	0.94	kg	3.64	0.45	kg	0.49	0.44	kg	0.97	0.44	kg	1.00
Estimated CO2 reduction (intensity)	**-29%**			**-65%**			**-66%**			**-66%**		

SOLAR AND GREEN POWER PURCHASE



30%
power usage comes from solar energy





PURCHASED RENEWABLE ENERGY CERTIFICATE

SCIENCE BASED TARGETS

QR CODE VERIFICATION
Verify the status of this Redemption Statement by scanning the QR code on the above and entering in the Verification Key below
VERIFICATION KEY
32312205

https://api.evident.app/public/certificates/en/GGcZq3VSSLQRZ%2Fld%2FdyoRsxUU7xZE5FmAj9Yv4QsLKrQcROwMN5k5SxVepg9posz

QR CODE VERIFICATION
Verify the status of this Redemption Statement by scanning the QR code on the above and entering in the Verification Key below
VERIFICATION KEY
43203274

https://api.evident.app/public/certificates/en/N8HH%2FcTyYolRZkpreIKHklweYxwwbxUyZsOWkOv8i3FHdqR1W9JMGg3%2BZS7kc20x

APEX FOOTWEAR

CLIMATE CHANGE ADAPTATION PLAN

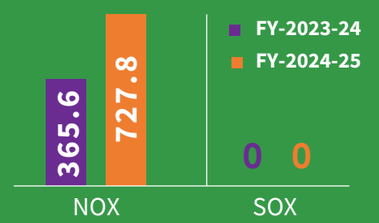
SCOPE 1 – DIRECT EMISSIONS
Energy efficiency upgrades
Transition to renewable/alternative fuels.
Rooftop solar + storage for resilience.
Climate-resilient factory design (flood, storm protection).
Worker heat-safety protocols.

SCOPE 2 – PURCHASED ELECTRICITY
Renewable power sourcing (solar, wind PPAs).
Efficient buildings: LED, smart cooling, ISO 50001.
Green certifications (LEED/BREEAM).

SCOPE 3 – VALUE CHAIN EMISSIONS
Sustainable raw materials (LWG-certified leather, bio-based/recycled alternatives).
Supplier training on energy, water, and chemical efficiency.
Low-carbon logistics (route optimization, EV/hybrid fleets, sea freight).
Circularity: shoe recycling, take-back, durable design.
Consumer awareness for extended product life.

Our focus is beyond CO2 reduction. We are also actively working to measure and reduce the levels of nitrogen oxides (NOx) and sulfur oxides (SOx) within our facility. These atmospheric pollutants are significant contributors to air pollution and are generated through energy transformation, consumption, and industrial processes. By addressing these emissions, we aim to minimize their impact on the environment and human health.

NOX & SOX-KG/YR



MINIMUM WASTE CIRCULAR ECONOMY

Recycle, Reuse, and Reduce- this is our approach to manage waste. We put in our best effort to reduce waste, reuse materials, and recycle whenever possible throughout our production processes. Along the way, we adhere to local regulations and buyer's codes of conduct regarding the collection, handling, and disposal of both hazardous and non-hazardous waste.

Our waste management policy is clearly defined and effectively communicated to all employees, ensuring its consistent implementation companywide. As part of our efforts, we have introduced color-coded wastage bins on the production floor, following guidelines provided by the Department of Environment (DOE). These measures aim to facilitate proper waste disposal and ensure compliance with waste management regulations.

At Apex, we believe in the principles of a circular economy, where waste is minimized, and resources are kept in use for as long as possible.





IMPACTFUL WASTE RECYCLING
PROJECTS IN APEX

LIFECYCLE

WHY IT MATTERS

Extending the life of our products reduces our impact on the environment and delivers even better value to our consumers. We are restoring used or damaged footwear and keeping our products in circulation through recommerce. We also offer an authorized repair service and practical guidance to our domestic consumers help them care for their footwear. We are working to develop more sustainable end-of-life solutions for when our products can no longer be repaired or resold and reach the end of their life. We collaborate with external partners to explore end-of-life solutions where there is currently a lack of options. These efforts are helping move our business towards a more circular model.



OUR COMMITMENTS: USEABLE LIFE

i. Offer options and guidance for wearers to maximise useable life by 2027	ii. All products align to sustainable design criteria by 2030 END-OF-LIFE	iii. 100% products sold to have sustainable end-of-life option by 2040

SUSTAINABLE BY DESIGN

We want sustainability to be built into our footwear at every stage of the product lifecycle. This starts with design. We run a Sustainable Design Training programme for our product creation team. This helps embed our core product principles of timelessness, durability, functionality and sustainable material selection. In FY 24-25, 98% of product creation team members completed this training.

EXTENDING THE LIFE OF OUR FOOTWEAR

Extending the usable life of our footwear helps us minimize our environmental impacts by reducing raw material consumption and post-consumer waste, plus the carbon emissions and other environmental impacts associated with the manufacture of new pairs.

END-OF-LIFE CYCLE- RECYCLING PARTNERSHIPS

We aim to prioritise end-of-life solutions that are as high up our end-of-life waste hierarchy as possible, such as recycling. The footwear industry is faced with difficulties around the availability of local recycling infrastructures and practical circular solutions across different markets. This year we are taking action to tackle these industry-wide challenges through the CEB (Circular economy business) shoe project.
We work with external partners in different locations to recycle footwear, component and others materials that cannot be repaired and resold. We are working with recycling partner GEOCYCLE<, BASE PAPER, STEP LAST to explore opportunities to use waste from the production process to create new materials.

SYNTHETIC
FY 23-24

TOTAL
784 TON
YEAR



RECYCLED MATERIAL

SYNTHETIC
FY 24-25

TOTAL
910 TON
YEAR



WASTE MANAGEMENT
FLOW - CHART



RSL AND CHEMICAL MANAGEMENT

Whether adding vibrant colors to leather and textiles or holding shoes together, chemicals are essential for footwear production. However, chemical management is a must to ensure the safety of workers, consumers, and the environment.
Our chemical management program begins with engaging our raw material suppliers and extends to gathering feedback from end users, a practice we have upheld for over 10 years. This ensures that our chemical management policy remains up-to-date with current legislation and compliance requirements such as REACH, CADS, PROP65, and CPSIA regulations.

As part of our commitment to responsible chemical management, we proactively educate our supply chain on all aspects related to RSL (Restricted Substance List). Transparency is a fundamental principle of our program, and we require all our Tier-1 suppliers to sign the RSL copy, acknowledging their adherence to our standards. We have implemented a structured program to follow up with our business partners, making it a mandatory clause in our Letters of Credit and purchase orders to comply with our chemical management requirements.
Furthermore, we conduct in-house tests on all incoming materials to verify and validate the compliance documentation provided by our suppliers. This end-to-end checking mechanism ensures that only compliant products are released to our valued customers, maintaining the highest standards of quality and safety throughout our supply chain.

IQC IN-HOUSE TEST REPORTS





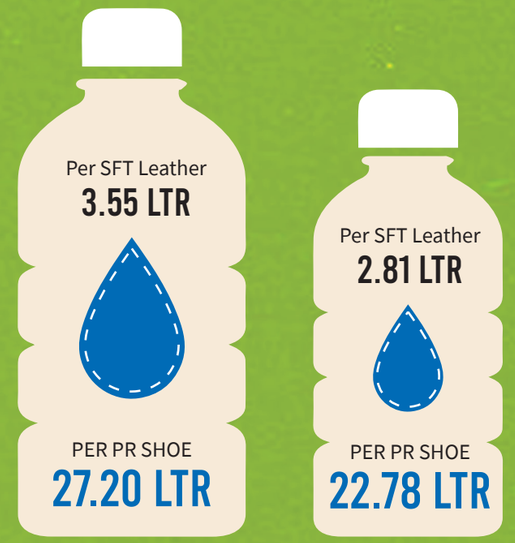
WATER MANAGEMENT

At Apex, we firmly believe that water is a shared invaluable natural resource, and no specific entity should use it solely as they wish. Therefore, we have a responsibility to use water responsibly.

Water resource management is a global concern, covering aspects like future water body development, protection against pollution and overexploitation, and the prevention of conflicts. Effective water resource management aims to optimize water usage while minimizing the environmental shocks caused by its extraction. In Bangladesh, it is crucial to ensure a sustainable water supply and prevent the depletion of this vital resource.
The conservation of water as an essential part of the ecosystem relies on integrated water resource management. The quantity and quality of the ecosystem play a significant role in determining the characteristics of natural resources. Apex is dedicated to contributing to this cause and striving to enhance water efficiency in our production processes.

Currently, our leather production consumes approximately 3.55 liters per square foot, whilst footwear production consumes around 27.20 liters per pair. Our goal is to reduce water consumption in both areas by 5% in the next 2027 year, ensuring our water practices deliver results.

WATER CONSUMPTION

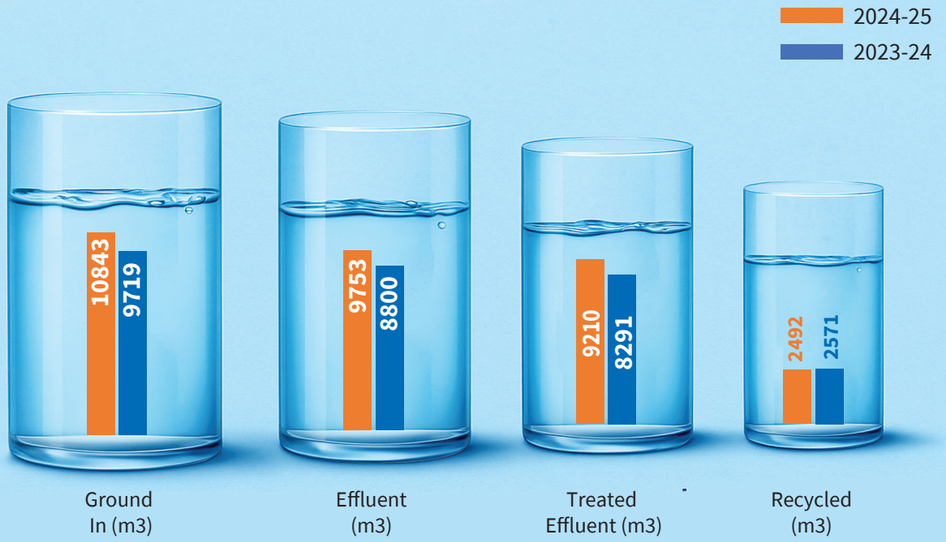


FY-2023-24 **FY-2024-25**

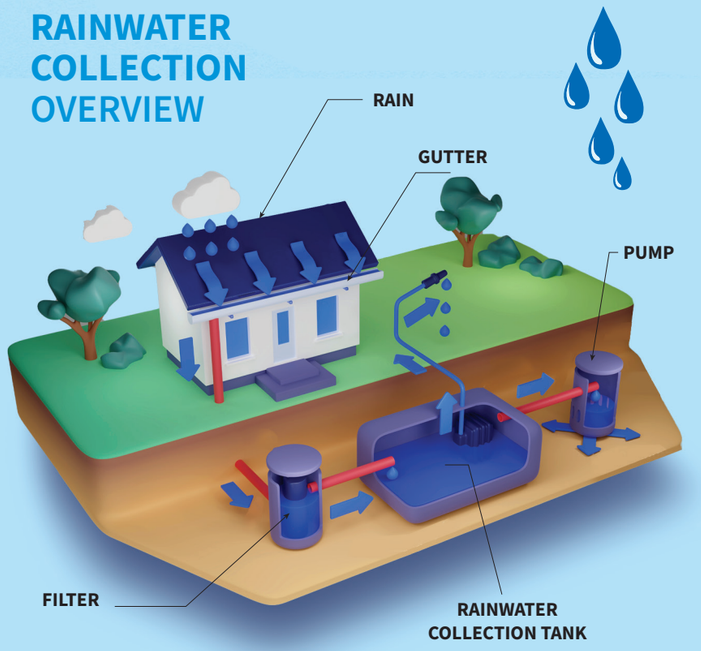
TREATMENT & RECYCLE

Advancing water resource management, Apex takes a proactive approach towards the treatment and recycling of water. To ensure compliance with regulations set by the Department of Environment (ECR 1997), we operate our own Chrome Recovery Plant and Effluent Treatment Plant (ETP). In the previous year (2024-25), we successfully recycled 48.56% of the treated wastewater. Our ongoing efforts aim to further enhance recycling capabilities and achieve an additional 5% recycling target in the coming year.

WATER MANAGEMENT



RAINWATER COLLECTION OVERVIEW



REDUCTION METHODS

- Process re-design with low float/ less water
- Use actual water dosing by metering system (AQUA-MIX)
- Functional use of Condensate recovery & Automatic Blow down systems II Target 1,200,000 liter/yr
- Recycling of treated wastewater II Target additional 5% reduction
- Rainwater harvesting capacity 4,225,000 liter

BIO DIVERSITY



Human activities are exerting increasing pressure on the planet, resulting in resource overconsumption, ecosystem imbalances, and the loss of biodiversity. The 2020 Living Planet Report by WWF revealed an average decline of 68% in global populations of mammals, fish, birds, reptiles, and amphibians since 1970. The report also highlighted that one million animal and plant species are currently at risk of extinction, marking the highest number in human history.

We are committed to supporting natural habitats and preserving local species. Moreover, we actively seek opportunities to safeguard and promote biodiversity, leveraging our platforms and partnerships to raise awareness and inspire action. Operating on approximately 59,400 m2 of company-owned land, the Apex Footwear Limited factory is situated approximately 50 km northwest of Dhaka within the Madhupur Tract, which forms part of the Quaternary landscape. This region is characterized by elevated landmasses with reddish oxidized clay. While the immediate vicinity of the factory may not possess high biodiversity value, the Madhupur Sal forest remains a significant ecological asset. Although indigenous species have become scarce in the area, a small patch of Sal forest is conserved within the premises of the Apex factory.

The surrounding area has notable floral species such as Haldu, Korai, Satain, Ronia, Kadam, Dewa, Neem, Shimul, Bet, and Bamboo. Common fauna in the factory's vicinity include birds, amphibians, reptiles, and mammals. The water bodies around the factory are inhabited by water hyacinth, water lettuce, Azolla pinnata, and common duckweeds. Dominant fish species identified in the area include Channa Punctatus, Channa Striatus, Silonia Silondia, Ailia Punctata, Mystus Tengra, and Puntius Aophore. Additionally, there are paddy fields in the peripheral area of the factory.

To address its environmental impact, Apex has implemented its own operational Effluent Treatment Plant (ETP) system, designed with a high capacity to treat the total volume of wastewater generated by the tannery section. The quality of the wastewater is regularly tested in a standard laboratory to ensure compliance with the Department of Environment (DOE) and international effluent standards. Approximately 60-65% of the treated water is safely released into the natural drainage system without causing any negative impact on biodiversity. The remaining treated water is utilized for ETP backwash, chemical dilution, and gardening purposes. Consequently, the habitats surrounding the factory premises remain unaffected. It is worth noting that, apart from the presence of frogs, butterflies, and monkeys, there are no significant numbers of species listed as endangered by the International Union for Conservation of Nature (IUCN) in this area.

Acknowledging the potential impact of its offices and data centers on biodiversity, Apex consistently takes measures to mitigate these impacts and seek opportunities to protect and promote biodiversity where it operates facilities. Additionally, Apex collaborates with local organizations and communities to restore habitats and ecosystems. Importantly, the operational processes of the factory do not disturb the existing red-listed species surrounding the premises; rather, they are safeguarded in accordance with standard industrial operations.

PEOPLE AND COMMUNITY ENGAGEMENT

PEOPLE AND COMMUNITY

At Apex, our focus goes beyond business, production, and efficiency. Our people are at the heart of everything we do, and we prioritize their well-being along with our commitment to the community.



MEDICAL CENTER

To ensure the health and welfare of our employees we have an in-house medical center staffed with registered doctors and nurses. The facility is equipped to treat up to 100 employees per day, providing free medical services during working hours.

FREE TREATMENT & MEDICINE FY/2024-25

TREATMENT	18,048 PERSONS
MEDICINE	71,310 PERSONS

FIRST AID

FY 2023-24	166
FY 2024-25	390

CHILDCARE CENTER

Childcare center accommodation: 91

Our childcare center provides nutritious food and medical facilities for children under the age of 5. We can accommodate up to 80 children at a time, ensuring their well-being. To promote maternal health, we have policies in place that restrict extra work for pregnant employees after 6 months of pregnancy and for 3 months post-birth to facilitate breastfeeding. New mothers visit the daycare center for breastfeeding as per their preference.

MATERNITY

We are committed to safeguarding and supporting pregnant workers as required by law and best practices. We do not discriminate between pregnant and non-pregnant workers in the workplace. We strictly adhere to both the Bangladesh Labor Act and our internal Maternity Policy.

EMPLOYEES ON MATERNITY LEAVE

FY 2023-24	486
FY 2024-25	361

SUPPORTS FOR PREGNANT EMPLOYEES AT APEX:

I. **Early Identification and Support:** Appointed nurses and Welfare officers counsel pregnant employees to attend regular antenatal check-ups in the medical centre.

II. **Maternity Health Card**: Our doctors diligently maintain the company's prescribed maternity health card, ensuring proper monitoring and documentation of the pregnancy.

III. **Considerate Work Environment**: We treat pregnant and sick employees with empathy, considering the nature of their work environment and making necessary accommodations.

IV. **Work Restrictions**: Following our company's doctor's advice, pregnant women are relieved from pressure or hazardous tasks, and we discourage overtime work and night shifts for their well-being.

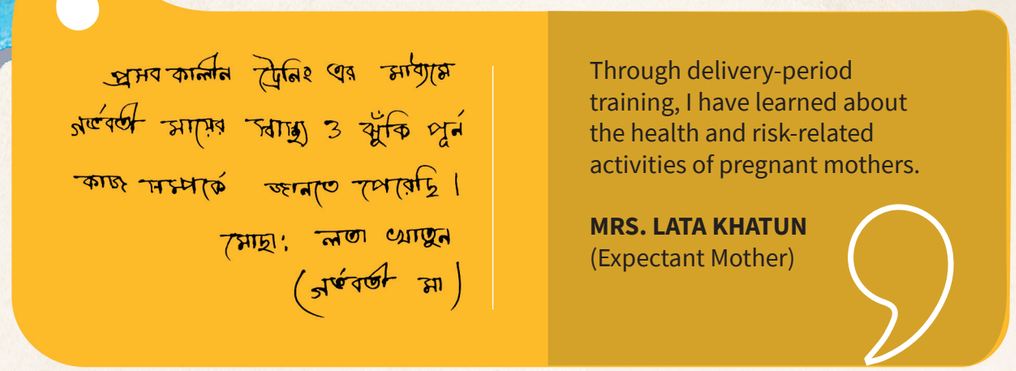
V. **Ergonomic Support**: Specially marked chairs are provided for pregnant employees who work in a standing position, allowing them to rest comfortably during their working hours.

VI. **Nutritional Support:** Regular supply of calcium, iron, and multivitamin tablets or capsules is provided from the company's medical center, catering to the specific clinical needs of pregnant employees.

VII. **Dietary Guidance:** Our doctors pay careful attention to the diet and nutrition of pregnant employees, providing recommendations to ensure their optimal health.

VIII. **Maternity Leave Entitlement:** Maternity Leave (ML) and associated benefits are provided in accordance with the law, ensuring that pregnant employees receive their rightful entitlements.

Total 361 female employees enjoyed maternity leave with the benefit BDT 10.41m. We have also trained 201 pregnant women as part of maternal health awareness.



Through delivery-period training, I have learned about the health and risk-related activities of pregnant mothers.

MRS. LATA KHATUN
(Expectant Mother)

FREEDOM OF ASSOCIATION

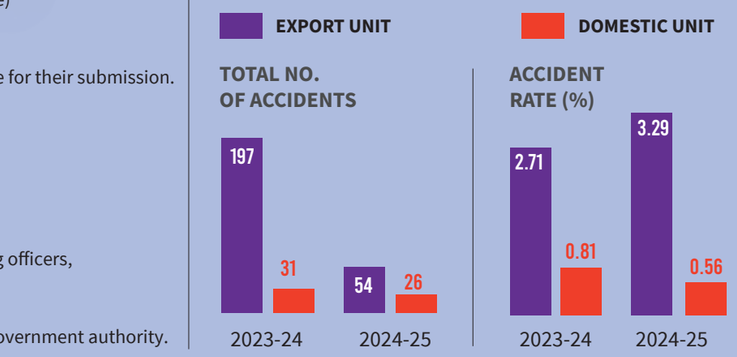
Apart from physical well-being, employees are free to join associations at Apex. Freedom of association is a fundamental human right proclaimed in the Universal Declaration of Human Rights. It is an enabling right that allows for effective participation, ensuring that workers and employers have a voice and representation. This right is essential for the overall functioning of governance structures within organizations. The right of workers and employers to form and join organizations of their choice is integral to the principles of a free and open society.
At Apex, we uphold the principles of freedom of association at all levels of our organization. We adhere to local rules and regulations and arrange elections to ensure the democratic selection of representatives. The most recent election resulted in the formation of the Workers' Participatory Committee (WPC) consisting of 22 members, including 5 females and 17 males.



STEPS FOLLOWED FOR WPC ELECTION AT APEX:

→ Notice for election to labor office, industrial police, and DIEF.
→ Press release to the local newspaper.
→ Creation of the PC (Participatory Committee) election committee.
→ Declaration of the election schedule.
→ Distribution of nomination forms and notice for their submission.
→ Declaration of the draft voter list.
→ Declaration of the final voter list.
→ Evaluation of nomination forms.
→ Declaration of the final candidate list.
→ Sending invitations to visitors.
→ Declaration of the polling agent list.
→ Appointment of returning officers, presiding officers, polling officers, and election invigilators.
→ Declaration of the election results.
→ Submission of application to the relevant government authority.

Furthermore, we have established a Safety Committee responsible for preventing work-related injuries and accidents. This dedicated team ensures that all machine operations are conducted in a safe and responsible manner, minimizing the risk of harm. The Safety Committee is comprised of 12 members, including 6 females and 6 males.



DISABLEMENT	FATAL	HOSPITALIZATION	LOST TIME INJURY	
0	0	7	107	FY 2023-24
1	0	60	381	FY 2024-25

Additionally, we have an Anti-Harassment Committee in place to serve as a responsible grievance mechanism for our factory workforce. This committee actively prevents and addresses any workplace behavior that is not permitted by law. The Anti-Harassment Committee is composed of 9 members, including 8 females and 1 male.

These committees play a crucial role in promoting a safe and inclusive work environment where every individual's rights are protected.

ELECTED COMMITTEES ARE PRESENT IN APEX AS BELOW





"We can maintain good relations between owners and workers through the participation committee. We can express our various problems to the management/owners.

MD. RUBEL HOSSEN
Vice President- participation committee

The Safety Committee participates in risk assessment on the production floor. This committee helps ensure fire safety.

MD. SOHEL RANA
Vice President - Safety Committee

The Anti-Harassment Committee helps ensure equal rights for women and men. We can report our issues and concerns through the hotline.

FATEMA AKTER
Member - Anti-Harassment Committee

L&D (LEARNING AND DEVELOPMENT)

Apex attaches the highest importance to continuous learning and development for its employees. We provide appropriate training and professional growth opportunities to enhance the knowledge, skills, and competencies of our workforce. The Head of each department takes responsibility for ensuring that employees receive relevant training and have the chance to develop their abilities, enabling them to efficiently and effectively carry out their duties.

To promote a culture of integrity and compliance, our security personnel conduct training sessions on human rights policies and procedures, as well as anti-corruption policies and procedures. These sessions also include risk assessments related to corruption. Moreover, all employees receive training on these essential policies and procedures to ensure a well-informed workforce. Apex has established a comprehensive policy that outlines the company's approach to training and development.

As part of our commitment, Apex allocates a budget specifically for training sessions and development activities for employees. This budget covers various costs, such as training courses, certifications, class materials, and related fees and taxes. However, the Head of departments has the authority to waive the reimbursement requirement for employees facing justified hardships beyond their control.

In the previous fiscal year, we conducted a total of 229 training sessions across the company, covering a wide range of topics. These sessions were designed to address the specific needs and interests of our employees, ensuring their continuous growth and professional advancement.





FOCUS AREAS OF 2024-25

- Sales Training 2025 Retail Business (Phase I & II)
- Functional Skills. (SCM, IT, Marketing, Finance, PM, CDC, Internal Audit, Manufacturing)
- Managerial Competency Development Program (Retail, Franchise & Wholesale)
- Diversity, Gender, and Sexual Harassment Awareness Development.
- Compliance, Health & Safety Awareness.
- Non-Management Development Program

PARTICULAR	2023-24	2024-25
Total number of participants in training programs	9,940	9.960
Total Training Programs	126	110
Total Training Hour	66,160	1,11,902
Avg. Training Hour per Employee	6.63	12.4
Avg. Training Hour-Management	29.44	19.4
Avg. Training Hour- Sales	7.3	16.3
Avg. Training Hour-Manufacturing Associates	1.03	2.00

TOTAL TRAINING EXPENSE (BDT)

2023-24	3,112,480
2024-25	5,845,440

DIVERSITY & INCLUSION



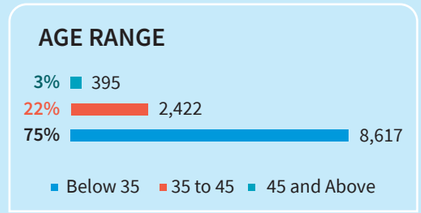
Apex prohibits any discrimination based on race, color, national origin, religion, sex, marital status, pregnancy, parenthood, disability, or financial ability. We believe in Equal Employment Opportunity (EEO), and we have documented policies that cover everything from recruitment to retirement.

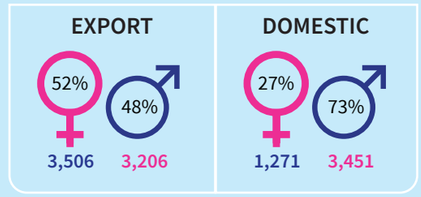
We expect all employees to fully cooperate in upholding our zero-tolerance policy towards discrimination. If any employee believes that another employee has violated our EEO Policy, we encourage them to report the potential violation to the HR General Manager. In 2024-25, no cases of diversity or equal opportunity violations were reported within our organization.

Apex is deeply committed to equal pay for equal work and promoting the empowerment of women in the workplace. To safeguard women's rights and promote a harassment-free workplace, we have an Anti-Harassment Committee. There is also a women's forum called 'Anindita,' where female employees can voice their issues and concerns and also advocate for empowerment within the company. Currently, we have 59 women staff members working at various levels in our factories.



	Man	%	Woman	%
Management	681	90%	76	10%
National Sales	888	93%	66	7%
Production	4,363	49%	4,599	51%
Staff	725	95%	36	5%
Total	6,657	58%	4,777	42%





DIVISION WISE EMPLOYEE RATIO

DIVISION	EXPORT	DOMESTIC	TOTAL	EMP%
RANGPUR	1176	908	2084	18.23%
RAJSHAHI	1574	825	2399	20.98%
DHAKA	2019	952	2971	25.98%
MYMENSINGH	1095	885	1980	17.32%
SYLHET	195	792	987	8.63%
KHULNA	263	122	385	3.37%
BARISHAL	270	111	381	3.33%
CHATTOGRAM	118	125	243	2.13%
FOREIGN STAFF	2	2	4	0.03%

EXPERIENCE WISE EMPLOYEE RATIO

Experience	EXPORT	DOMESTIC	TOTAL	EMP%
0 to 2 Years	3456	2208	5664	50%
3 to 5 Years	930	1925	2855	25%
6 to 11 Years	1125	460	1585	14%
12 to 16 Years	753	106	859	8%
17 to 21 Years	358	18	376	3%
22 to Above	90	5	95	1%

TOTAL HEAD COUNT

11,434

EXPORT	DOMESTIC
6,712	4,722

Mgt.	Sales	Production
757 (7%)	1,252 (11%)	9,425 (82%)

Corporate Office	236
National Sales	1,302
Factory Unit 1	6,664
Factory Unit 2	3,024
CDC	208

EMPLOYEE ENGAGEMENT



WPPF PAYMENT

At Apex, we ensure that compensation and benefits are free from age or gender discrimination. Within the same job grade, everyone receives equal benefits. Additionally, we comply with the Workers' Profit Participation Fund (WPPF) law, allowing all workers in our factory to share in the profit before tax as per law.

FY/2023-24
FY/2024-25
Paid Amount/BDT in Mn

NO OF EMPLOYEE

9965 — 14.33

11434 — 19.92

NB: Next payment due after Dec-2025. (For FY/2024-25)



FIGHT AGAINST DISCRIMINATION

Zero-tolerance policy toward any form of discrimination, and to date, no cases have been recorded within the organization

DO MORE FOR COMMUNITY

AIDS, BENEFITS AND TREE FOR COMMUNITY



56 Tree plantation,
Total number of employees got health checkup service: 165 costing 96355 BDT,
Cervical cancer test: 60 employees,
Awareness on non-communicable diseases: 8 employees,
Free Medical Campaign from East West medical with total patients 547 person
Life insurance and disability coverage:
100% with ensuring financial security
Group insurance, annual paid vacation (15–30 days), and performance bonuses: 100% coverage ensuring motivation and long-term engagement

GRIEVANCE PROCEDURE

HARASSMENT AND GRIEVANCE STATUS

Section	Number of Grievance	Solved	Sexual Harassment	Other Grievance	Action Taken		
					Dismissed	Suspended	Warning Letter
EXPORT UNIT	85	85	3	82	32	0	53
DOMESTIC UNIT	99	99	0	99	0	0	99

HARASSMENT AND GRIEVANCE STATUS

EXPORT UNIT

Area	Qty	Action
Action Taken Against Complaint	85	85
Grievance from Box and Others Channel	74	74
Total	159	159

DOMESTIC UNIT

Area	Qty	Action
Action Taken Against Complaint	99	99
Grievance from Box and Others Channel	24	24
Total	123	123



FIGHT COMMUNICABLE DISEASES

We are committed to ensuring the health and well-being of our employees. As part of health awareness program, Apex always organizes different types of health awareness program round the year.



GROUP INSURANCE

All employees are covered under a comprehensive group insurance policy provided by Guardian Life Insurance Limited. As part of this coverage, Apex ensures that 100% of its employees are protected.

A total of 163 employees participated in the Free Annual Health Checkup program. The checkup included various tests such as Complete Blood Count (CBC), Immunoglobulin E (IGE), Chest X-ray (P/A view), Hepatitis B surface antigen (HBsAg), Stool Routine Examination/Routine Microscopic Examination (RE/RME), Hearing Test, and Eye Test.

Apex contributed a total of BDT 1.46 million to support personal and family treatments, hospitalization, and childbirth expenses for 149 employees. This contribution was aimed at ensuring the well-being of our employees and their families during challenging times.



FORCED LABOR

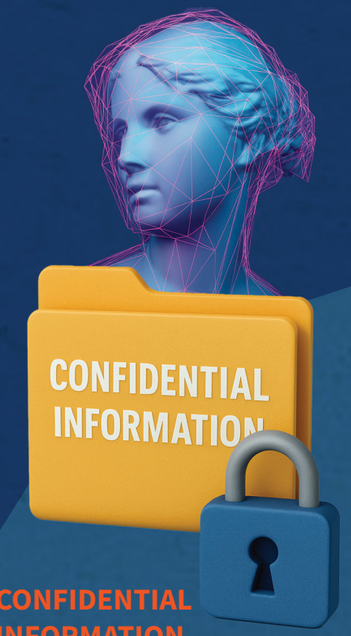
Forced labor, prison labor, or any other kind of involuntary work are strictly prohibited Our working hours and break times strictly adhere to the regulations outlined in the Bangladesh Labor Law, with an average working week of 48 hours across the entire company.

To maintain transparency and accountability, we monitor time registration processes through our HR module in our ERP software.

We do not retain original documents such as academic certificates, National ID Cards, passports, or licenses to bind employees to work against their will. If an employee wishes to change jobs, they are required to provide a minimum notice period of two months as per our employment terms. Likewise, the company has the flexibility to appoint employees based on operational needs.

At Apex, we prioritize the well-being and comfort of our employees. We respect and uphold their fundamental human rights. Furthermore, our employees have the complete freedom to decline any job that they perceive as hazardous. We value their safety and aim to ensure that they can maintain both their physical and mental well-being.

8 DECENT WORK AND ECONOMIC GROWTH



CONFIDENTIAL INFORMATION

We expect our employees to maintain confidentiality with company data. This includes privileged details about members, suppliers, finances, and business plans. Confidential information obtained through employment must not be used for personal gain or external ventures. Upholding this policy ensures the protection of sensitive data and maintains trust.



GRIEVANCE PROCEDURE

Apex has a grievance handling procedure to address employee issues unresolved by direct supervisors. We strive to eliminate the root causes of grievances and adhere to legal frameworks. We review and implement various communication channels to ensure fairness. No discrimination is tolerated in the grievance process.

- **Informal Resolution:** Employees discuss concerns with supervisors.
- **Formal Grievance:** Employees submit written grievances to designated authority.
- **Investigation:** Impartial investigation gathers relevant information.
- **Resolution:** Appropriate actions taken based on investigation findings.
- **Confidentiality and Non-Retaliation:** Privacy is respected, and retaliation is prohibited.
- **Review and Feedback:** Continuous evaluation and improvement.



INTELLECTUAL PROPERTY

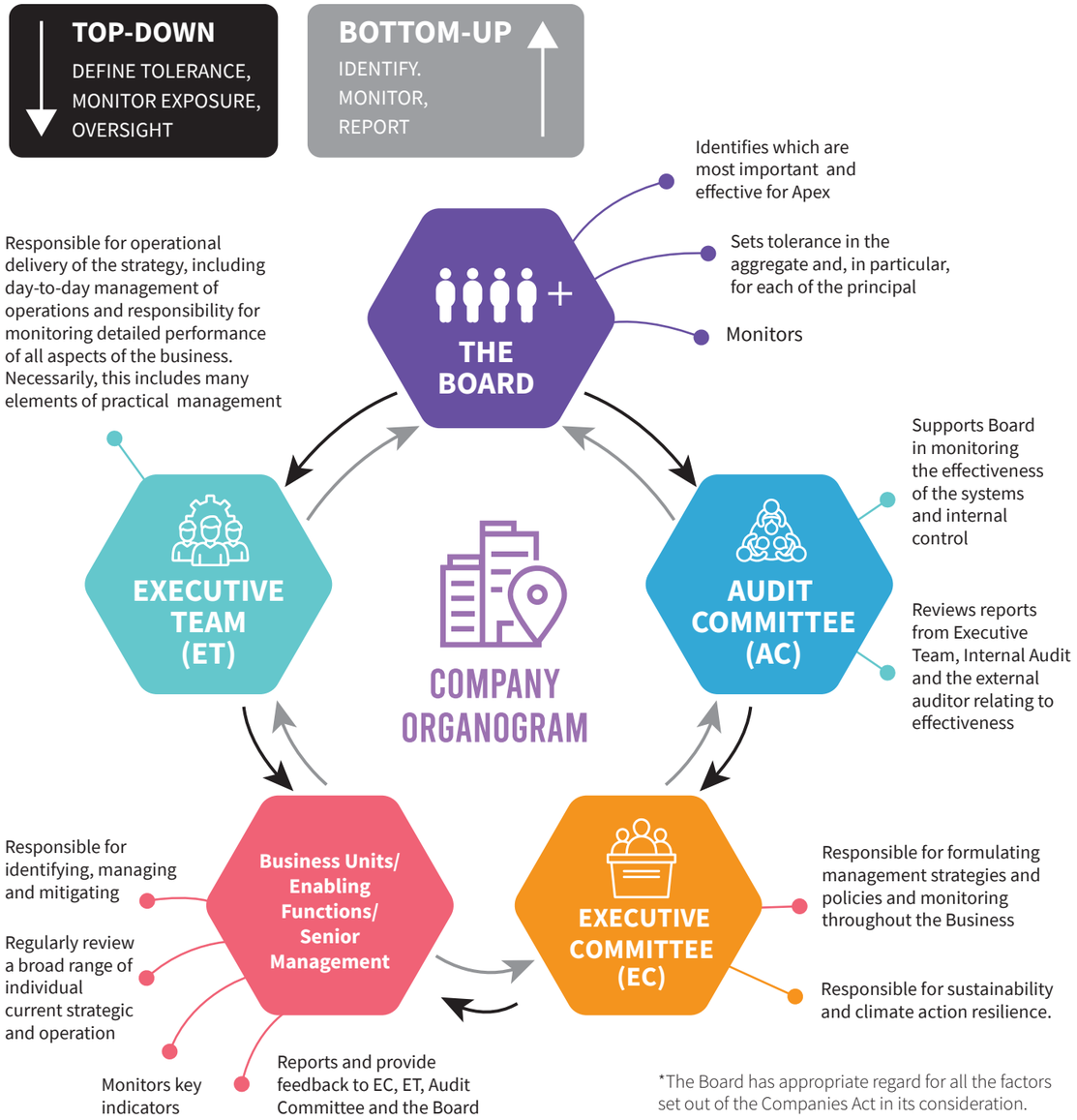
When working at Apex, the employee acknowledges and waives all rights to their intellectual property in favor of Apex. Intellectual property, including trademarks, copyrights, designs, and patents, and any work produced by an employee during their employment at Apex, shall be the exclusive property of Apex.

The term "work" in this policy encompasses the design of shoes, the development of leathers, and related products, as well as any written, creative, or media work. It is important to acknowledge and give proper credit to all source material used in presentations or written documents.

GOOD GOVERNANCE

COMPANY ORGANOGRAM-BOARD OF DIRECTORS

The Board of Directors protects the interests of shareholders, establishing effective management policies, and providing oversight of the company's operations. Comprised of individuals from local communities, the Board ensures sustainable growth while meeting the expectations of stakeholders through sound corporate governance practices.
Each director brings their expertise and experience to advise the Board on the Company's business activities and strategic development. Their distinguished backgrounds contribute to the effective decision-making processes of the Board. Furthermore, the Board diligently reviews and approves the company's financial statements.
To ensure transparency and timely dissemination of information, sensitive and material updates are communicated accurately to stakeholders. The company utilizes various channels such as national daily newspapers, electronic media, online news portals, and its official website, www.apexfootwearltd.com, to publish and share critical information.



*The Board has appropriate regard for all the factors set out of the Companies Act in its consideration.

BOARD SUB-COMMITTEES

The Board of Directors establishes several sub-committees to assist in the effective governance and supervision of the company's operations. These committees comprise members appointed from the Board, including Non-Executive and Independent Directors. Their primary objective is to review issues submitted by Leadership & Senior Management and provide recommendations for the Board's final review. The composition of these committees may be adjusted as necessary over time. Currently, the following two committees have been formed in accordance with the Bangladesh Securities and Exchange Commission's (BSEC) Notification on Corporate Governance Code:





AUDIT COMMITTEE

The Audit Committee consists of three members, including Independent Director. This committee adheres to the BSEC Corporate Governance Code. Barrister Sheela R Rahman, an Independent Director, served as the Chairperson of the committee.

NOMINATION & REMUNERATION COMMITTEE

Formed as a sub-committee of the Board, the Nomination and Remuneration Committee (NRC) assists in formulating criteria and policies for determining the qualifications and independence of Board members and senior-level management. The NRC currently comprises of three Directors, with Barrister Sheela R Rahman an Independent Director, serving as the Chairperson of the committee.

MEMBERSHIP ASSOCIATION

Apex Footwear Limited is actively involved with the below associations as part of the business community

- Bangladesh Association of Publicly Listed Companies
- Leathergoods and Footwear Manufacturers & Exporters Association of Bangladesh
- Metropolitan Chamber of Commerce and Industry, Dhaka
- Japan-Bangladesh Chamber of Commerce and Industry
- Bangladesh Employers Federation
- Bangladesh Paduka Prostutkarak Samity



FINANCIAL OVERVIEW

EXPORT BUSINESS

In the fiscal year 2024-25, Apex witnessed a 8.40% increase in export revenue compared to the previous year. This growth can be attributed to the export of an additional pairs of shoes, resulting in an additional revenue of BDT 1810.13 million from exports.

EXPORT REVENUE (BDT)



DOMESTIC BUSINESS

In our domestic business, we experienced moderate growth in both value and volume. In the year 2024-25, our sales revenue reached BDT 11,105.57 million, representing an increase of 9.31% compared to the previous year. We achieved 16.93% increase in volume terms for leather products and a 2.97% increase in volume terms for synthetic products during the same period.

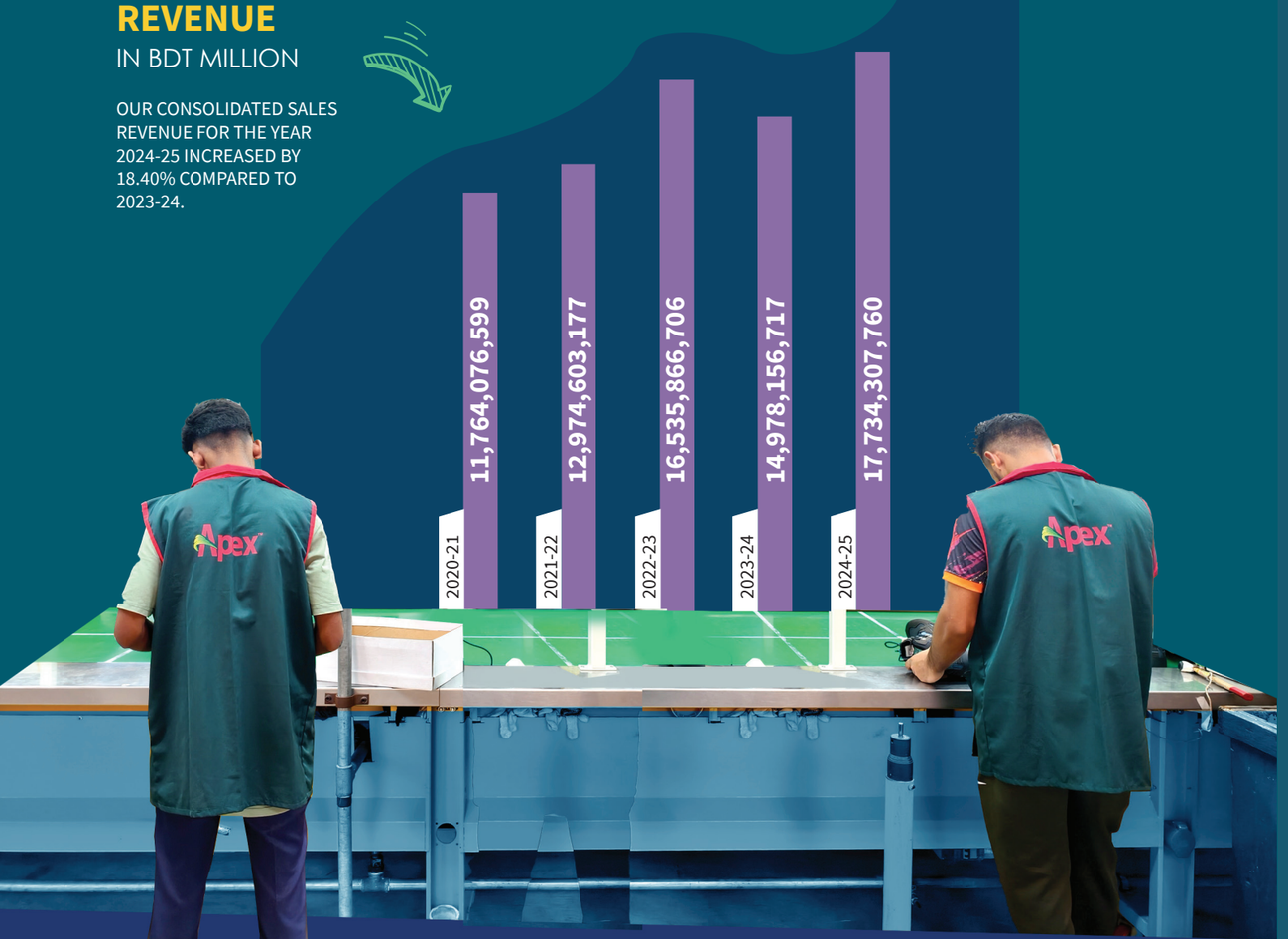
DOMESTIC REVENUE (BDT)



REVENUE

IN BDT MILLION

OUR CONSOLIDATED SALES REVENUE FOR THE YEAR 2024-25 INCREASED BY 18.40% COMPARED TO 2023-24.



This report has been constructed from a disciplined and across the company approach to compliance with all relevant standards, rules, and regulations that govern our operations in Bangladesh. All financial and material information provided has been verified, ensuring transparency and adherence to the highest standards.

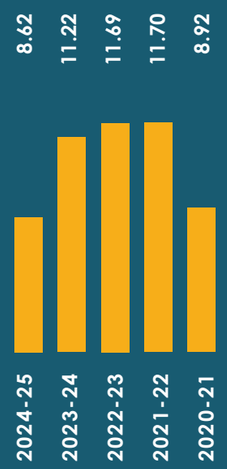
As a publicly listed company, we are subject to the mandatory audit of our financial statements by a reputed Statutory/External Auditor. This year, our audit has been conducted by M/s. M.J. ABEDIN & Co., Chartered Accountants.

In addition, we are subject to corporate governance audits as well. The 'Corporate Governance Code' undergoes a thorough examination each year, by External Compliance Auditors. M/s. Haruner Rashid & Associates, Chartered Secretaries, have conducted the audit this year.

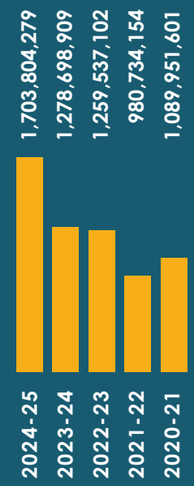
In addition, the leadership and management team provide detailed analyses and explanations of the overall performance of the company.

EARNINGS PER SHARE (EPS)

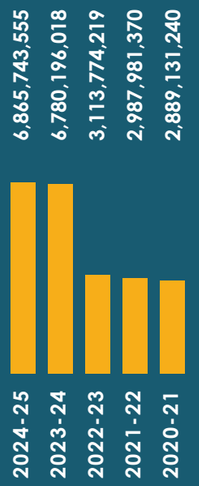
(FIGURES IN TAKA)



OPERATING PROFIT (BDT)



SHARE HOLDERS' EQUITY (BDT)



CONTRIBUTION TO NATIONAL EXCHEQUER

Apex is a leading contributor to the national treasury within the Leather Sector. During the fiscal year 2024-25, Apex made a substantial payment of BDT 1,839.52 million, demonstrating its commitment to fulfilling tax obligations. The finance team ensures adherence to all regulatory requirements including filing tax returns in a timely manner and maintaining meticulous records. In accordance with the Income Tax Act, 2023, Apex ensures that all necessary tax information is submitted to the Government. For Apex, it is also a matter of pride, that we have secured the title of the second-highest taxpayer for four consecutive years, solidifying Apex's reputation as a responsible corporate citizen.



AMOUNT
(BDT IN MILLION)



CONFLICTS OF INTEREST

There was no such significant transaction between the Company and the Directors, the management, the sister concerns or other relatives in the FY:2024-25. Few transactions have been carried out with relevant parties in the normal course of business and within the regulatory threshold.

NAME OF RELATED PARTIES	NATURE OF TRANSACTIONS	AMOUNT (BDT)
Apex Tannery Ltd.	Lease rental & obligations	33,000,000
Pioneer Insurance Co. Ltd.	Fixed assets & LC related	45,588,568
Apex Enterprises Ltd.	Lease rental & Obligations	3,600,000
Apex Pharma Ltd.	Buying medical products	1,219,718

GRI-DISCLOSURES

STATEMENT OF USE	Apex Footwear Limited has reported the information cited in this GRI content index for the period FY/2024-25 with reference to the GRI Standards.
GRI 1 USED	GRI 1: Foundation 2021

GRI STANDARD	DISCLOSURE	Page Number	
GRI 2: General Disclosures 2021	2-1 Organizational details	16, 17, 165	Yes
	2-2 Entities included in the organization's sustainability reporting	16, 17,165	Yes
	2-3 Reporting period, frequency and contact point	4, 165	Yes
	2-4 Restatements of information	30-33, 154-156	Yes
	2-5 External assurance	2, 6, 7	Yes
	2-6 Activities, value chain and other business relationships	34, 35	Yes
	2-7 Employees	147	Yes
	2-8 Workers who are not employees		N/A
	2-9 Governance structure and composition	152	Yes
	2-10 Nomination and selection of the highest governance body	152, 153	Yes
	2-11 Chair of the highest governance body	152, 153	Yes
	2-12 Role of the highest governance body in overseeing the management of impacts	147,152	Yes
	2-13 Delegation of responsibility for managing impacts	152, 153	Yes
	2-14 Role of the highest governance body in sustainability reporting	152, 153	Yes
	2-15 Conflicts of interest	152, 153, 156	Yes
	2-16 Communication of critical concerns	144, 145	Yes
	2-17 Collective knowledge of the highest governance body	152, 153	Yes
	2-18 Evaluation of the performance of the highest governance body	152, 153	Yes
	2-19 Remuneration policies	149, 152	Yes
	2-20 Process to determine remuneration	149	Yes
	2-21 Annual total compensation ratio	149	Yes
	2-22 Statement on sustainable development strategy	30-33	Yes
	2-23 Policy commitments	144, 150, 151	Yes
	2-24 Embedding policy commitments	144, 146, 152	Yes
	2-25 Processes to remediate negative impacts	150, 151, 152	Yes

GRI STANDARD	DISCLOSURE	Page Number	
	2-26 Mechanisms for seeking advice and raising concerns	144, 152	Yes
	2-27 Compliance with laws and regulations		N/A
	2-28 Membership associations	6, 7, 153	Yes
	2-29 Approach to stakeholder engagement	22	Yes
	2-30 Collective bargaining agreements	144	Yes
Disclosure 102: Climate Change 2025	102-1 Transition plan for climate change mitigation	134	Yes
	Disclosure 102-10 Carbon credits	134	Yes
	Disclosure 102-2 Climate change adaptation plan	134	Yes
	Disclosure 102-3 Just transition	148	Yes
	Disclosure 102-4 GHG emissions reduction targets and progress	133	Yes
	Disclosure 102-5 Scope 1 GHG emissions	133	Yes
	Disclosure 102-6 Scope 2 GHG emissions	133	Yes
	Disclosure 102-7 Scope 3 GHG emissions	133, 135	Yes
	Disclosure 102-8 GHG emissions intensity	133	Yes
	Disclosure 102-9 GHG removals in the value chain	133	Yes
GRI 3: Material Topics 2021	3-1 Process to determine material topics	10	Yes
	3-2 List of material topics	10	Yes
	3-3 Management of material topics	9, 10	Yes
GRI 201: Economic Performance 2016	201-1 Direct economic value generated and distributed	154, 155	Yes
	201-2 Financial implications and other risks and opportunities due to climate change	132, 133	Yes
	201-3 Defined benefit plan obligations and other retirement plans	146, 147	Yes
	201-4 Financial assistance received from government		N/A
GRI 202: Market Presence 2016	202-1 Ratios of standard entrylevel wage by gender compared to local minimum wage	146, 147	Yes
	202-2 Proportion of senior management hired from the local community	152, 153	Yes
GRI 203: Indirect Economic Impacts 2016	203-1 Infrastructure investments and services supported	146, 147	Yes
	203-2 Significant indirect economic impacts	149	Yes

GRI STANDARD	DISCLOSURE	Page Number	
GRI 204: Procurement Practices 2016	204-1 Proportion of spending on local suppliers	128, 129	Yes
GRI 205: Anti-corruption 2016	205-1 Operations assessed for risks related to corruption	151	Yes
	205-2 Communication and training about anti-corruption policies and procedures	146, 165	Yes
	205-3 Confirmed incidents of corruption and actions taken		N/A
GRI 206: Anti-competitive Behavior 2016	206-1 Legal actions foranti-competitive behavior, anti-trust, and monopoly practices	128, 129	Yes
GRI 207: Tax 2019	207-1 Approach to tax	156, 165	Yes
	207-2 Tax governance, control, and risk management	156, 165	Yes
	207-3 Stakeholder engagement and management of concerns related to tax	152, 156	Yes
	207-4 Country-by-country reporting		N/A
GRI 301: Materials 2016	301-1 Materials used by weight or volume	35, 124, 125	Yes
	301-2 Recycled input materials used	35, 36, 124	Yes
	301-3 Reclaimed products and theirpackaging materials	129	Yes
GRI 302: Energy 2016	302-1 Energy consumption within the organization	130, 131	Yes
	302-2 Energy consumption outside of the organization	133	Yes
	302-3 Energy intensity	133	Yes
	302-4 Reduction of energy consumption	130	Yes
	302-5 Reductions in energy requirements of products and services	133, 134	Yes
GRI 303: Water and Effluents 2018	303-1 Interactions with water as a shared resource	139	Yes
	303-2 Management of water discharge-related impacts	140	Yes
	303-3 Water withdrawal	139, 140	Yes
	303-4 Water discharge	139, 140	Yes
	303-5 Water consumption	139	Yes
GRI 304: Biodiversity 2016	304-1 Operational sites owned, leased, managed in, or adjacent to, protected areas and areas of high biodiversity value outside protected areas	141	Yes
	304-2 Significant impacts of activities, products and services on biodiversity	141	Yes
	304-3 Habitats protected or restored		N/A
	304-4 IUCN Red List species and national conservation list species with habitats in areas affected by operations		N/A

GRI STANDARD	DISCLOSURE	Page Number	
GRI 305: Emissions 2016	305-1 Direct (Scope 1) GHG emissions	133	Yes
	305-2 Energy indirect (Scope 2) GHG emissions	133	Yes
	305-3 Other indirect (Scope 3) GHG emissions	133, 135	Yes
	305-4 GHG emissions intensity	133	Yes
	305-5 Reduction of GHG emissions	130, 133, 134	Yes
	305-6 Emissions of ozone-depleting substances (ODS)		N/A
	305-7 Nitrogen oxides (NOx), sulfur oxides (SOx), and other significant air emissions	134	Yes
GRI 306: Waste 2020	306-1 Waste generation and significant waste-related impacts	135-137	Yes
	306-2 Management of significant waste-related impacts	135-137	Yes
	306-3 Waste generated	136, 137	Yes
	306-4 Waste diverted from disposal	136	Yes
	306-5 Waste directed to disposal	136, 137	Yes
GRI 308: Supplier Environmental Assessment 2016	308-1 New suppliers that were screened using environmental criteria	126	Yes
	308-2 Negative environmental impacts in the supply chain and actions taken	126	Yes
GRI 401: Employment 2016	401-1 New employee hires and employee turnover	147, 148	Yes
	401-2 Benefits provided to full-time employees that are not provided to temporary or part-time employees		N/A
	401-3 Parental leave	142, 143	Yes
GRI 402: Labor/Management Relations 2016	402-1 Minimum notice periods regarding operational changes	150	Yes
GRI 403: Occupational Health and Safety 2018	403-1 Occupational health and safety management system	144, 145	Yes
	403-2 Hazard identification, risk assessment, and incident investigation	135	Yes
	403-3 Occupational health services	142, 143	Yes
	403-4 Worker participation, consultation, and communication on occupational health and safety	144, 145	Yes
	403-5 Worker training on occupational health and safety	144, 145	Yes
	403-6 Promotion of worker health	142, 144	Yes
	403-7 Prevention and mitigation of occupational health and safety impacts directly linked by business relationships		N/A
	403-8 Workers covered by an occupational health and safety management system	142, 147	Yes
	403-9 Work-related injuries	144	Yes
	403-10 Work-related ill health	144	Yes

GRI STANDARD	DISCLOSURE	Page Number	
GRI 404: Training and Education 2016	404-1 Average hours of training per year per employee	146	Yes
	404-2 Programs for upgrading employee skills and transition assistance programs	146	Yes
	404-3 Percentage of employees receiving regular performance and career development reviews	146	Yes
GRI 405: Diversity and Equal Opportunity 2016	405-1 Diversity of governance bodies and employees	147, 148	Yes
	405-2 Ratio of basic salary and remuneration of women to men	147, 148	Yes
GRI 406: Non-discrimination 2016	406-1 Incidents of discrimination and corrective actions taken	149	Yes
GRI 407: Freedom of Association and Collective Bargaining 2016	407-1 Operations and suppliers in which the right to freedom of association andcollective bargaining may be at risk	144	Yes
GRI 408: Child Labor 2016	408-1 Operations and suppliers at significant risk for incidents of child labor	150	Yes
GRI 409: Forced or Compulsory Labor 2016	409-1 Operations and suppliers atsignificant risk for incidents of forced or compulsory labor	150	Yes
GRI 410: Security Practices 2016	410-1 Security personnel trained in human rights policies or procedures	6, 7, 151	Yes
GRI 411: Rights of Indigenous Peoples 2016	411-1 Incidents of violations involving rights of indigenous peoples	149, 150	Yes
GRI 413: Local Communities 2016	413-1 Operations with local community engagement, impact assessments, and development programs	141, 149	Yes
	413-2 Operations with significant actual and potential negative impacts on local communities		N/A
GRI 414: Supplier Social Assessment 2016	414-1 New suppliers that were screened using social criteria	126, 128, 129	Yes
	414-2 Negative social impacts in the supply chain and actions taken	126, 128, 129	Yes
GRI 415: Public Policy 2016	415-1 Political contributions		N/A
GRI 416: Customer Health and Safety 2016	416-1 Assessment of the health and safety impacts of product and service categories	127, 138	Yes
	416-2 Incidents of non-compliance concerning the health and safety impacts of products and services		N/A
GRI 417: Marketing and Labeling 2016	417-1 Requirements for product and service information and labeling		N/A
	417-2 Incidents of non-compliance concerning product and service information and labeling		N/A
	417-3 Incidents of non-compliance concerning marketing communications		N/A
GRI 418: Customer Privacy 2016	418-1 Substantiated complaints concerning breaches of customer privacy and losses of customer data		N/A

SASB DISCLOSURES

TOPIC	CODE	SASB ACCOUNTING METRICS	PAGE NO.
Management of Chemicals in Products	CG-AA-250a.1	Discussion of processes to maintain compliance with restricted substances regulations	126,138
	CG-AA-250a.2	Discussion of processes to assess and manage risks and/or hazards associated with chemicals in products	126,138
	CG-AA-430a.1	Percentage of (1) Tier 1 supplier facilities and (2) supplier facilities beyond Tier 1 in compliance with wastewater discharge permits and/or contractual agreement	126
	CG-AA-430a.2	Percentage of (1) Tier 1 supplier facilities and (2) supplier facilities beyond Tier 1 that have completed the Sustainable Apparel Coalition's Higg Facility Environmental Module (Higg FEM) assessment or an equivalent environmental	126
Labor Conditions in the Supply Chain	CG-AA-430b.1	Percentage of (1) Tier 1 supplier facilities and (2) supplier facilities beyond Tier 1 that have been audited to a labor code of conduct, (3) percentage of total audits conducted By a third-party auditor	126-128
	CG-AA-430b.2	Priority non-conformance rate and associated corrective action rate for suppliers' labor code of conduct audits	126-128
	CG-AA-430b.3	Description of the greatest (1) labor and (2) environmental, health, and safety risks in the supply chain	126-128
Raw Materials Sourcing	GG-AA-440a.1	Description of environmental and social risks associated with sourcing priority raw materials	126, 127, 128
	GG-AA-440a.2	Percentage of raw materials third-party certified to an environmental and/or social sustainability standard, by standard	126-129
Energy Management in Retail & Distribution	CG-MR-130a.1	(1) Total energy consumed, (2) percentage grid electricity, (3) percentage renewable	130,131
	CG-MR-230a.1	Description of approach to identifying and addressing data security risks	N/A
	CG-MR-230a.2	(1) Number of data breaches, (2) percentage involving personally identifiable information (PII), (3) number of customers affected	N/A
Labor Practices	CG-MR-310a.1	(1) Average hourly wage and (2) percentage of in-store employees earning minimum wage, by region	146,149
	CG-MR-310a.2	(1) Voluntary and (2) involuntary turnover rate for in-store employees	N/A
	CG-MR-310a.3	Total amount of monetary losses as a result of legal proceedings associated with labor law violations	N/A
Workforce Diversity & Inclusion	CG-MR-330a.1	Percentage of gender and racial/ethnic group representation for (1) management and (2) all other employees	147
	CG-MR-330a.2	Total amount of monetary losses as a result of legal proceedings associated with employment discrimination	N/A
Product Sourcing, Packaging & Marketing	CG-MR-410a.1	Revenue from products third-party certified to environmental and/or social sustainability standards	126,138
	CG-MR-410a.2	Discussion of processes to assess and manage risks and/or hazards associated with chemicals in products	138
	CG-MR-410a.3	Discussion of strategies to reduce the environmental impact of packaging	129

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the **35th Annual General Meeting (AGM) of Apex Footwear Limited** will be held on **Wednesday, 26 November 2025 at 11 a.m. (BST)** via digital platform hosted from the Registered Office of the Company to transact the following businesses:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 30 June 2025 and the Reports of the Directors and Auditors thereon.
2. To declare Dividend for the financial year ended 30 June 2025.
3. To elect Director.
4. To approve appointment of Independent Director.
5. To re-appoint Statutory Auditors for the year 2025-26 and to fix their remuneration.
6. To appoint Corporate Governance Compliance Auditor for the year 2025-26.

Dhaka, 04 November 2025

By order of the Board

Md. Omar Faruque
Company Secretary

NOTES:

a) The Record Date of the Company was Monday, 20 October 2025.

b) Pursuant to the Bangladesh Securities and Exchange Commission's Order No. BSEC/ICAD/SRIC/2024/318/87 dated 27 March 2024, the Annual General Meeting will be conducted virtually via digital platform. Members/Shareholders can join virtual AGM from Laptop, PC, Mobile or Tab with following link at **https://agmbd.live/ApexFootwear2025**

c) The members will be able to submit their question(s)/comment(s) and vote electronically 48 hours before commencement of the AGM and during the AGM.

d) The Form of Proxy (scanned copy), duly affixed with a revenue stamp of Tk. 100.00 must be sent via email to Apex Footwear Ltd. at **sharedept@apexfootwearltd.com** not later than 72 hours before the meeting.

e) Pursuant to Bangladesh Securities and Exchange Commission's Notification No. BSEC/CMRRCD/2006-158/208/Admin/81 dated 20 June 2018, the Annual Report 2024-2025 of the Company shall be sent to the respective e-mail addresses of the Shareholders mentioned in their Beneficiary Owner (BO) Accounts with the depository. In case of non-receipt of Annual Report 2024-2025 of the Company via e-mail, Shareholders may collect the same from the Registered Office of the Company by submitting written request beforehand. The Annual Report 2024-2025 can be found/downloaded at www.apexfootwearltd.com.

f) The Shareholders bearing Folio Numbers are requested to submit their BOID details to credit bonus share through CDBL and also requested to provide update bank account details i.e. 13 digits bank account number, 9 digits routing number, 12 digits Taxpayer's Identification Number (TIN), mailing address, email address and cell number to Share Department or email to **sharedept@apexfootwearltd.com** on or before 30 November 2025.

g) In compliance with the Bangladesh Securities and Exchange Commission's Circular No. SEC/CMRRCD/2009-193/154 dated 24 October 2013, No Gift/Gift Coupon/Food Box/Biscuit Box/Cash or kind shall be distributed.

APEX FOOTWEAR LIMITED

Registered Office: House No. 06, Road No. 137
Block- SE(D), Gulshan-1, Dhaka-1212
Bangladesh

FORM OF PROXY

I/We……
of
……
being Member of **Apex Footwear Limited**, hereby appoint……..
of……

as my / our proxy to attend and vote for me / us and on my / our behalf at the **35th Annual General Meeting** of the Company to be held on **Wednesday, 26 November 2025 at 11 a.m.** virtually by using digital platform and /or at any adjournment thereof.

As witness my hand this …….. day of …….. 2025.

(Signature of the Proxy)

(Signature of the Shareholder)
Folio No. / BO ID……
No. of shares held ……..

Signature on
Tk. 100/-

Revenue Stamp

Notes:

1. A Member entitled to attend and vote at the Annual General Meeting may appoint a proxy to attend and vote on his/her behalf. The Proxy Form duly completed must be sent through e-mail to Registered Office at sharedept@apexfootwearltd.com not later than 72 hours before the time fixed for the meeting.

2. Signature of the Shareholder(s) should be in accordance with the specimen signature recorded with the Company.



APEX FOOTWEAR LIMITED
House No. 06, Road no.137, Block-SE(D)
Gulshan-1, Dhaka- 1212, Bangladesh
Ph. +88 02 55044841, Fax: +88 02 55044843
Web: www.apexfootwearltd.com