

**Report on "Scheme of Merger/Amalgamation, Calculation of Merger
Consideration and Independent Valuation of Shares" of
Samin Food & Beverage Inds. And Textile Mills Limited ("SAMINTL")
and
R.N. Spinning Mills Limited ("RNSPIN")**

As of 30 June 2021

**FAMES & R
Chartered Accountants
Sharaqa Mac, H-3/1, & 3/2 (Flat-2A)
Bijoynagar, Dhaka-1000**

Ref: FAMES/SAMINTL_RNSPIN/M-2021/15

30 December, 2021

The Board of Directors
R.N. Spinning Mills Limited
House No: 11, Road No: 12
Niketon, Gulshan-1, Dhaka

The Board of Directors
Samin Food & Beverage Inds. and Textile Mills Limited
House No: 11, Road No: 12
Niketon, Gulshan-1, Dhaka

Report on "Scheme of Merger/Amalgamation, Calculation of Merger Consideration and Independent Valuation of Shares" of Samin Food & Beverage Inds. and Textile Mills Limited ("SAMINTL") and R.N. Spinning Mills Limited ("RNSPIN")..

Reference: Appointment letter ref.: SAMINTL/2021/05 dated 10 November, 2021 & RNSPIN/2021/031 dated 10 November, 2021.

Dear Sir(s),

We are pleased to submit the reports for the purpose of merger of Samin Food & Beverage Inds. and Textile Mills Limited ("SAMINTL") and R.N. Spinning Mills Limited ("RNSPIN") based on the Independent Share Valuations of SAMINTL and RNSPIN.

The report contains the following -

1. Scheme of Merger/Amalgamation of Samin Food & Beverage Inds. and Textile Mills Limited ("SAMINTL") and R.N. Spinning Mills Limited ("RNSPIN").
2. Calculation of Merger Consideration.
3. Independent Valuation of Shares of Samin Food & Beverage Inds. and Textile Mills Limited.
4. Independent Valuation of Shares of R.N. Spinning Mills Limited.

We would like to take the opportunity to express our sincere thanks and deep appreciation to the management of Samin Food & Beverage Inds. and Textile Mills Limited ("SAMINTL") and R.N. Spinning Mills Limited ("RNSPIN") for the courtesy and cooperation extended to our representatives in the successful accomplishment of our assignment.

Thanking you.
Yours faithfully,


Md. Abdur Rashid, FCA

Partner
ICAB Enrollment no.: 474
FAMES & R
Chartered Accountants

**SCHEME OF AMALGAMATION/MERGER
OF
SAMIN FOOD & BEVERAGE INDS. AND TEXTILE MILLS LIMITED (SAMINTL)
AND
R.N. SPINNING MILLS LIMITED (RNSPIN)**

A. GENERAL

1. This Scheme of Amalgamation (hereinafter referred to as the "Scheme") provides for the amalgamation of Samin Food & Beverage Inds. and Textile Mills Limited ("SAMINTL") and R.N. Spinning Mills Limited ("RNSPIN") pursuant to Sections 228 and 229 of the Companies Act, 1994 ("the Act") and other related provisions of the Companies Act, 1994 (the "**Merger**"), in accordance with which R.N. Spinning Mills Limited ("RNSPIN") shall be the surviving corporation of the Merger and the separate corporate existence of the Samin Food & Beverage Inds. and Textile Mills Limited ("SAMINTL") shall cease thereafter.

2. Definitions and Interpretations

2.1. In this Scheme, unless repugnant to the meaning or context thereof, the expressions used herein shall have the following meanings:

- (a) "**The Act**" means the Companies Act, 1994 including any amendments thereto.
- (b) "**Appointed Date**" means the last date of a quarter in the financial year as determined by the Board prior to approval of the Scheme or any other date as may be determined by the Hon'ble High Court Division.
- (c) "**Assets**" or "**Undertakings**" means and includes all the undertakings, the entire businesses, all the properties (whether movable or immovable, tangible or intangible), lands, buildings, plant, roads and pavements, machinery and equipment, capital works in progress, furniture, fixtures, office equipment, appliances, vehicles, other fixed assets, all stocks, investments of all kinds (including shares, scripts, debentures, or bonds), advances, deposits, prepayments, debtors, receivables, book debit, cash and cash equivalents. Balances with banks on any deposit or other accounts, financial assets, leases, bond license, import-export permits, environmental clearance, tenancies, contingent rights or benefits. Agreements, contracts, powers, approvals, allotments, authorities, permits, consents, Quotas, rights, entitlements, licenses (industrial or otherwise) or any other benefits, patents, trademarks, copyrights, design right and other intellectual property rights, rights to use and avail of telephones, telexes, facsimiles, email, internet connections and installations, utilities, gas connection, WASA, electricity and other services, all files, records, papers, manuals, programs, data, catalogues, sales and advertising materials, software and other records, whether in Bangladesh or abroad.



- (d) **"Business"** means the business of Spinning Mills to produce all types of Cotton, Acrylic, Viscose and CVC yarn of different qualities for selling or export to 100% export oriented dyeing / Textiles / garments industries and export thereof and other activities as mentioned in the both Company's memorandum and articles of association.
- (e) **"Effective Date" or "coming into effect of this Scheme" or "effectiveness of this Scheme"** means the day on which the conditions specified in Clause 25 of this Scheme have been fulfilled.
- (f) **"Surviving Company" or "RNSPIN"** means, R.N. Spinning Mills Limited ("RNSPIN"), a public company limited by shares, listed with stock exchanges incorporated under the Companies Act. 1994 and having its registered office and factory location at Plot # 100-107 & 127-134, Comilla Export Processing Zone, Comilla, Bangladesh. Corporate Office at House No. # 11, 5th Floor, Unit # 5B, Road # 12, , Block # F, Niketon, Gulshan-1, Dhaka- 1212, Bangladesh
- (g) **"Merged Company" or "SAMINTL"** means of Samin Food & Beverage Inds. and Textile Mills Limited ("SAMINTL") a public company limited by shares incorporated under the Companies Act. 1994 and having its registered office and factory at 1 East Rampura, 5th Floor, D.I.T. Road, Rampura, Dhaka. Corporate Office at House No. # 11, Road # 12, , Block # F, Niketon, Gulshan-1, Dhaka- 1212, Bangladesh.
- (h) **"Board of Directors"** means the board of directors of the both Company, Samin Food & Beverage Inds. and Textile Mills Limited ("SAMINTL") and R.N. Spinning Mills Limited ("RNSPIN") or both as the context may require.
- (i) **"Scheme"** means this Scheme of Amalgamation in its present form or with any modification(s) approved, imposed, or directed by the High Court or the Shareholders of either party.
- (j) **"Governmental Authority"** means any supranational, national, municipal or local court, administrative body or other governmental or quasi-governmental entity or authority, or any stock exchange, wherever located.
- (k) **"Liabilities"** means secured and unsecured debts (whether in Taka or in foreign currencies), all liabilities, duties and obligations, along with any charge, encumbrance, lien or security thereon.

B. RATIONALE FOR AMALGAMATION

3. The Merger of Samin Food & Beverage Inds. and Textile Mills Limited ("SAMINTL") and R.N. Spinning Mills Limited ("RNSPIN") is proposed in order to develop the management efficiency and potential for further growth and expansion of the market and to improve synergies, vertical integration, optimize resources and increase fund raising capabilities.

4. The Merger accordingly would, inter alia, have the following benefits:

- a. Both the Company, Samin Food & Beverage Inds. and Textile Mills Limited ("SAMINTL") and R.N. Spinning Mills Limited ("RNSPIN"), have good alliance between themselves and they also have corporate office in same location at House- 11, Road- 12, Block- F, Niketon, Gulshan-1, Dhaka- 1212. Thus, the amalgamation will ensure focused management in combined entity thereby resulting in efficiency of management.
- b. The amalgamation will also result in administrative and operational rationalization. Organization efficiencies, reduction in overheads and other expenses and optimal utilization of various resources.
- c. The amalgamation will result in not only pooling of efficient human resources and putting them to optimal utilization for the growth of the post-merger entity but also attracting efficient manpower by the post-merger entity.
- d. The rationale for continuing with two separate entities no longer exists and it is considered prudent and more appropriate to consolidate similar line of business in one entity. Such restructuring will lead to simplification of group structure by joining backward linkage industry with industry involved in production of final products, thus enabling focus on core competencies.
- e. Consolidate the managerial expertise of the companies' involved thereby giving additional strength to the operations and management of the amalgamated company resulting into expansion of the existing business.
- f. Result in enhanced leveraging capability of the combined entity, which in turn will allow the combined entity to undertake new venture or future expansion strategies and to tap bigger opportunities in the industry.
- g. The scheme envisages transfer of entire undertaking of the both Companies as a going concern to the Amalgamated/post-merger Company and is in the interest of its shareholders, creditors, employees and all concerned.



C. CAPITAL

5. The summary of share capital of Samin Food & Beverage Inds. and Textile Mills Limited ("SAMINTL") as of 30 June, 2021 and as of 22 December 2021 is as follows:

Share Capital	30.06.2021 (Amount in Taka)	22.12.2021 (Amount in Taka)
Authorized capital divided into 250,000,000 Ordinary Shares of Tk 10 each	2,500,000,000	2,500,000,000
Issued, Subscribed and paid up capital (Tk 10 each fully paid-up)	1,200,989,900	2,331,865,840

A description of the share capital (Schedule- X and Form-XV dated 29.09.2021 & 22.12.2021) and balance sheet enclosed herewith as Schedule- I. There has been no other change in the capital structure of SAMINTL subsequent to 30th June 2021 except the share allotment dated 29.09.2021 & 22.12.2021 following prescribed Form- XV as enclosed with the Schedule- I.

6. The summary of share capital of R.N. Spinning Mills Limited ("RNSPIN"), as of 30th June, 2021 is as under:

Share Capital	(Amount in Taka)
Authorized capital divided into 500,000,000 ordinary shares of Taka 10/= each	5,000,000,000
Issued, Subscribed and paid up capital (392,544,834 Ordinary Shares of Tk. 10/- each fully paid-up)	3,925,448,340

A description of the share capital (schedule X and balance sheet) are enclosed herewith as Schedule- II. There has been no change in the capital structure of RNSPIN subsequent to 30th June 2021.

D. TRANSFER AND VESTING

7. *Vesting of the Business*

Upon the Effective Date, the Business of Samin Food & Beverage Inds. and Textile Mills Limited ("SAMINTL") shall be vested in the name of R.N. Spinning Mills Limited ("RNSPIN") by virtue of and in accordance with this Scheme (subject to such conditions and limitations as the Shareholders of the parties (by mutual agreement) and/or the High Court, may impose), notwithstanding any terms in any agreement prohibiting such vesting and/or imposing any limitations on the circumstances in which any parts of the Business may be vested.

8. Vesting of Assets

Without generality to the above clause 7, unless otherwise excluded under this Scheme.

- (a) On the Effective Date and with effect from the Appointed Date and subject to the provisions of this Scheme, the Assets of the both Company (Samin Food & Beverage Inds. and Textile Mills Limited ("SAMINTL") and R.N. Spinning Mills Limited ("RNSPIN")) shall, pursuant to Section 229 (2) of the Act, without any further act, instrument or deed, be and stand vested in and/or be deemed to have been and stand vested in the Company named R.N. Spinning Mills Limited ("RNSPIN") as a going concern so as to become as and from the Appointed Date, a part and parcel of the assets, rights, title, interests and authorities of the merged Companies.
- (b) Without prejudice to sub-clause 8(a) above, in respect of such of the Assets as are movable in nature or are otherwise capable of transfer by manual delivery or by endorsement and/or delivery, the same may be so transferred by the Samin Food & Beverage Inds. and Textile Mills Limited ("SAMINTL"), and upon such transfer, become the property, assets, rights, title, interest, and authorities of the R.N. Spinning Mills Limited ("RNSPIN").
- (c) For the avoidance of doubt, all the licenses, assignments, entitlements, permits, quotas, approvals, permissions, registrations, incentives, loans, subsidies, concessions, grants, rights, claims, leases, gas connection, WASA connection, electricity connection, tenancies and other benefits or privileges enjoyed or conferred upon or held or availed of by and all rights and benefits that have accrued, which may accrue to Samin Food & Beverage Inds. and Textile Mills Limited ("SAMINTL") shall, pursuant to the provisions of Section 229 (2) of the Act, without any further act, instrument or deed, be and stand vested in and available to the R.N. Spinning Mills Limited ("RNSPIN") so as to become as and from the Appointed Date the licenses, permits, quotas, approvals, permissions, incentives, loans, subsidies, concessions, grants, rights, claims, leases, tenancies and other benefits or privileges of the post-merger Company and shall remain valid, effective and enforceable on the same terms and conditions to the extent permissible under law. It is hereby clarified that all inter party transactions between any/or all of Samin Food & Beverage Inds. and Textile Mills Limited ("SAMINTL") and R.N. Spinning Mills Limited ("RNSPIN") shall be considered as intra party transactions for all purposes from the Appointed Date.
- (d) Any Assets (including all rights, interests, licenses, permits, quotas, approvals, permissions, registrations, incentives, loans, subsidies, concessions, grants, claims, leases, tenancies and other benefits or privileges enjoyed or conferred upon or held or availed of by and all rights and benefits that have accrued or may accrue) which have or may accrue to the Samin Food & Beverage Inds. and Textile Mills Limited ("SAMINTL") after the Appointed Date and prior to the Effective Date in connection with or in relation to the Business shall, pursuant to the provisions of Section 229 (2) of the Act, without any further act, instrument or deed, be and stand vested in or deemed to have been vested in and available to the R.N. Spinning Mills



Limited ("RNSPIN") and shall remain valid, effective and enforceable on the same terms and conditions to the extent permissible under law.

9. *Transfer of Liabilities*

Upon the Effective Date and with effect from the Appointed Date and subject to further terms and conditions with regard to the extent of Liabilities as may be agreed between the Shareholders and/or the Creditors of both the Companies, Samin Food & Beverage Inds. and Textile Mills Limited ("SAMINTL") and R.N. Spinning Mills Limited ("RNSPIN").

- (a) All Liabilities of Samin Food & Beverage Inds. and Textile Mills Limited ("SAMINTL"), shall pursuant to the provisions of Section 229 (2) of the Act, without any further act, instrument or deed, be and stand transferred to and vested in or deemed to have been transferred to and vested in, so as to become the Liabilities of the R.N. Spinning Mills Limited ("RNSPIN"), and further that it shall not be necessary to obtain the consent of any third party or other person who is a party to any contract or arrangement by virtue of such Liabilities have arisen in order to give effect to the provisions of this Clause. It is clarified that in so far as the assets of the Samin Food & Beverage Inds. and Textile Mills Limited ("SAMINTL") are concerned, the security or charge over such assets of any part thereof, relating to any loans, debentures or borrowings, shall, without any further act or deed continue to relate to such assets or any part thereof, after the Effective Date and shall not relate to or be available as security in relation to any, or any part of, the assets of the R.N. Spinning Mills Limited ("RNSPIN"), save to the extent warranted by the terms of the existing security arrangements to which any offer the Samin Food & Beverage Inds. and Textile Mills Limited ("SAMINTL") and R.N. Spinning Mills Limited ("RNSPIN") are party, and consistent with the joint obligations assumed by them under such arrangement.
- (b) (i) Where applicable. all debentures, bonds, notes or other debt securities of the Samin Food & Beverage Inds. and Textile Mills Limited ("SAMINTL"), whether convertible into shares or otherwise (hereinafter referred to ("the Samin Food & Beverage Inds. and Textile Mills Limited's Securities")), shall, pursuant to the provisions of Section 229 (2) of the Act, without any further suit, Instrument or deed become securities of the R.N. Spinning Mills Limited ("RNSPIN") and all right, powers, duties and obligations in relation thereto shall be and stand transferred to and vested in or deemed to have been transferred to and vested in and shall be exercised by or against the R.N. Spinning Mills Limited ("RNSPIN") as if it were the post merger Company in respect of the Samin Food & Beverage Inds. and Textile Mills Limited ("SAMINTL")'s securities so transferred.
- (ii) Loans, advances and other obligations (including any guarantees, letters of credit or any other instruments or arrangements which may give rise to contingent liabilities in any form), if any, due or which may at any time in future become due between the Samin Food & Beverage Inds. and Textile Mills Limited ("SAMINTL") and R.N. Spinning Mills Limited ("RNSPIN") shall stand discharged and there shall no liability in that behalf on either party.



- (iii) Where applicable, any debentures or notes or other debt securities, if any, issued by the R.N. Spinning Mills Limited ("RNSPIN") and held by the Samin Food & Beverage Inds. and Textile Mills Limited ("SAMINTL"), and vice versa, shall, unless sold or transferred by the Samin Food & Beverage Inds. and Textile Mills Limited ("SAMINTL") and R.N. Spinning Mills Limited ("RNSPIN"), as the case may be, at any time prior to the Effective Date, stand cancelled as on the Effective Date, and shall be of no legal effect and the Samin Food & Beverage Inds. and Textile Mills Limited ("SAMINTL") and R.N. Spinning Mills Limited ("RNSPIN"), as the case may be, shall have no further obligation in that behalf.
- (c) (i) Where any of the Liabilities of the Samin Food & Beverage Inds. and Textile Mills Limited ("SAMINTL") as on the Appointed Date transferred to the R.N. Spinning Mills Limited ("RNSPIN") have been discharged by the Samin Food & Beverage Inds. and Textile Mills Limited ("SAMINTL") after the Appointed Date and prior to the Effective Date, such discharge shall be deemed to have been for and on account of the Samin Food & Beverage Inds. and Textile Mills Limited ("SAMINTL").
- (ii) All loans raised and utilized and all Liabilities incurred or undertaken by the Samin Food & Beverage Inds. and Textile Mills Limited ("SAMINTL") in relation to or in connection with the Business after the Appointed Date and prior to the Effective Date shall be deemed to have been raised, used, incurred or undertaken for and on behalf of the R.N. Spinning Mills Limited ("RNSPIN") and to the extent they are outstanding on the Effective Date, shall, upon the Effective Date, pursuant to the provisions of Section 229 (2) of the Act, without any further act, instrument or deed be and stand transferred to or vested in or be deemed to have been transferred to or vested in the R.N. Spinning Mills Limited ("RNSPIN") and shall become the Liabilities of the R.N. Spinning Mills Limited ("RNSPIN") which shall meet, discharge and satisfy the same.
- (iii) All assets, rights, title, interests and authorities accrued to and/or acquired by the Samin Food & Beverage Inds. and Textile Mills Limited ("SAMINTL") in relation to or in connection with the Business after the Appointed Date and prior to the Effective Date shall be deemed to have been accrued to and/or acquired for and on behalf of the R.N. Spinning Mills Limited ("RNSPIN") and shall, upon the Effective Date pursuant to the provisions of Section 229 (2) of the Act, without any further act, instrument ordered be and stand transferred to or vested in or be deemed to have been transferred to or vested in the R.N. Spinning Mills Limited ("RNSPIN") to the extent and shall become the assets, rights, title, interests and authorities of the R.N. Spinning Mills Limited ("RNSPIN").





10. *Conduct of Business*

With effect from the Appointed Date and up to the Effective Date:

- (a) The Samin Food & Beverage Inds. and Textile Mills Limited ("SAMINTL") shall carry on and shall be deemed to have carried on all its business and activities as hitherto and shall hold and stand possessed of and shall be deemed to have held and stood possessed of the Business on account of, and for the benefit of and in trust for, the R.N. Spinning Mills Limited ("RNSPIN").
- (b) All the profits, incomes or losses accruing or arising or unabsorbed depreciation or business losses as mentioned in the income tax return to the Samin Food & Beverage Inds. and Textile Mills Limited ("SAMINTL"), or expenditures or losses arising or incurred (including the effect of taxes, if any, thereon) by Samin Food & Beverage Inds. and Textile Mills Limited ("SAMINTL") shall, for all purposes, be treated and be deemed to be and accrue as the profits or incomes or expenditures or taxes of the R.N. Spinning Mills Limited ("RNSPIN"), as the case may be.
- (c) All taxes (including, without limitation, income tax, excise duty, customs duty, service tax, VAT, etc.) paid or payable by the Samin Food & Beverage Inds. and Textile Mills Limited ("SAMINTL") in respect of the operations and/or the profits of Samin Food & Beverage Inds. and Textile Mills Limited ("SAMINTL") before the Appointed Date, shall be on account of the Samin Food & Beverage Inds. and Textile Mills Limited ("SAMINTL") and, in so far distribution tax, sales tax, VAT, excise duty, customs duty, services tax, etc., whether by way of deduction at source, advance tax or otherwise howsoever, by the Samin Food & Beverage Inds. and Textile Mills Limited ("SAMINTL") in respect of the profits or activities or operations of the Samin Food & Beverage Inds. and Textile Mills Limited ("SAMINTL") with effect from the Appointed Date, the same shall be deemed to be the corresponding item paid by the R.N. Spinning Mills Limited ("RNSPIN"), and, shall, in all proceedings, be dealt with accordingly.
- (d) Any refund/credit and rebate under the tax laws/VAT laws due to Samin Food & Beverage Inds. and Textile Mills Limited ("SAMINTL") consequent to the assessment made on Samin Food & Beverage Inds. and Textile Mills Limited ("SAMINTL") and for which no credit is taken in the account as on the date immediately preceding the Appointed Date shall also belong to and be received by the R.N. Spinning Mills Limited ("RNSPIN"). The R.N. Spinning Mills Limited ("RNSPIN") is expressly permitted to revise and expressly permitted to file revise income tax returns, sales tax/VAT tax returns, service tax returns and other tax returns, and to claim refunds/credits, pursuant to the provisions of the Scheme. R.N. Spinning Mills Limited ("RNSPIN") shall be entitled to such tax, benefits including but not limited to minimum tax paid under section 16CCC or 82C of the Income Tax Ordinance, 1984 (as amended, July 2021) and the right to claim credit therefore including the benefit of brought forward losses or un absorbed depreciation as admissible under the provision of the Income Tax Ordinance, 1984 to the extent applicable of the Samin Food & Beverage Inds. and

Textile Mills Limited ("SAMINTL") from taxable profit of the R.N. Spinning Mills Limited ("RNSPIN") with effect from the Appointed Date. The R.N. Spinning Mills Limited ("RNSPIN") shall continue to enjoy the tax benefits/concessions provided to the Samin Food & Beverage Inds. and Textile Mills Limited ("SAMINTL")'s through notifications/circular issued by the concerned authorities.

- (e) Subject to the terms of the Scheme, the transfer and vesting of the Samin Food & Beverage Inds. and Textile Mills Limited ("SAMINTL") as per the provisions of the Scheme shall not affect any transactions or proceedings already concluded by the Samin Food & Beverage Inds. and Textile Mills Limited ("SAMINTL") on or before the Appointed Date or after the Appointed Date till the Effective Date, to the end and intent that the R.N. Spinning Mills Limited ("RNSPIN") adopts all acts, deeds and things made, done and executed by Samin Food & Beverage Inds. and Textile Mills Limited ("SAMINTL") as acts, deeds and things made, done and executed by or on behalf of the R.N. Spinning Mills Limited ("RNSPIN").
- (f) Upon the Scheme coming into effect, all taxes/ cess/ duties, direct and/or indirect taxes, receivable by or on behalf of the Samin Food & Beverage Inds. and Textile Mills Limited ("SAMINTL") including all or any refunds, rebate and claims, including refunds, rebates or claims pending, un absorbed depreciation, accumulated losses as per income tax return of Samin Food & Beverage Inds. and Textile Mills Limited ("SAMINTL") with any Governmental Authority including National Board of Revenue, Income Tax, VAT, Customs and including the right to claim credit for minimum alternate tax and carry forward of accumulated losses (including any unabsorbed depreciation), and unutilized VAT credit, rebate, VAT/AT refund, etc. shall, for all purposes, be treated as the tax/ cess/ duty, liabilities or refunds, rebates, claims, accumulated losses and unutilized VAT credit, rebate, VAT / AT refund etc. of the R.N. Spinning Mills Limited ("RNSPIN"). Accordingly, upon the Scheme becoming effective, the R.N. Spinning Mills Limited ("RNSPIN") shall be permitted to revise, if it becomes necessary, its income tax returns, wealth tax returns, sales tax returns, excise and VAT returns, other statutory returns, and to claim refunds, rebates, set off, credits, pursuant to the provisions of this Scheme for avoidance of doubt, it is hereby declared that all accumulated/accrued loss of income over the past years that are due and attributable to the Samin Food & Beverage Inds. and Textile Mills Limited ("SAMINTL") be vested, by virtue of this Scheme, in the R.N. Spinning Mills Limited ("RNSPIN") as if the said accrued loss has been inherited by operation of law under section 229 of the Companies Act, 1994 and the said amount shall be adjustable against the total income of the R.N. Spinning Mills Limited ("RNSPIN") after coming into effect of the Scheme.
- (g) The R.N. Spinning Mills Limited ("RNSPIN") shall also be permitted to claim refunds/credits in respect of any transaction between the Samin Food & Beverage Inds. and Textile Mills Limited ("SAMINTL") and R.N. Spinning Mills Limited ("RNSPIN") without prejudice to the generality of sub-clause (a) above upon the Scheme becoming effective the Samin Food & Beverage Inds. and Textile Mills Limited ("SAMINTL") shall be permitted to revise, if it

becomes necessary, its income tax returns and related withholding tax certificates, including withholding tax/VAT certificates relating to transactions between the Samin Food & Beverage Inds. and Textile Mills Limited ("SAMINTL") and R.N. Spinning Mills Limited ("RNSPIN"), and to claim refunds, advance tax, VAT/AT and withholding tax credits, and carry forward of accumulated losses (including any unabsorbed depreciation) etc, pursuant to this Scheme.

- (h) All withholding tax, if any paid by the Samin Food & Beverage Inds. and Textile Mills Limited ("SAMINTL") under the Income Tax Ordinance, Value Added Tax Act or any other statute in respect of income of the Samin Food & Beverage Inds. and Textile Mills Limited ("SAMINTL") assessable for the period commencing from Appointed Date shall be deemed to be the tax deducted from/advance tax paid by the R.N. Spinning Mills Limited ("RNSPIN") and credit for such withholding tax shall be allowed to the R.N. Spinning Mills Limited ("RNSPIN") notwithstanding that certificates or receipts or challans for withholding tax/advance tax are in the name of the Samin Food & Beverage Inds. and Textile Mills Limited ("SAMINTL") and not in the name of R.N. Spinning Mills Limited ("RNSPIN").

11. Community of Legal Proceedings

(a). Upon the Effective Date, all suits, actions and proceeding by or against the Samin Food & Beverage Inds. and Textile Mills Limited ("SAMINTL") pending and/or arising on or before the Effective Date shall be continued and be enforced by or against the R.N. Spinning Mills Limited ("RNSPIN") as effectually and in the same manner and to the same extent as if the same had been pending and/or arising by or against the R.N. Spinning Mills Limited ("RNSPIN").

(b). The R.N. Spinning Mills Limited ("RNSPIN") undertakes to have all legal, taxation or other proceedings initiated by or against the Samin Food & Beverage Inds. and Textile Mills Limited ("SAMINTL") referred to in Sub-clause 11(a) above transferred to its name and to have the same continued, prosecuted and enforce by or against the R.N. Spinning Mills Limited ("RNSPIN").

12. Contrasts, Deeds and other Instruments

Upon the Effective Date, and subject to the provisions of this Scheme, all contracts, deeds, bonds, agreements, arrangements and other instruments (including all tenancies, leases, licenses and other assurances in favor of the Samin Food & Beverage Inds. and Textile Mills Limited ("SAMINTL") or powers or authorities granted by or to it) of whatsoever nature to which the Samin Food & Beverage Inds. and Textile Mills Limited ("SAMINTL") is a party or to the benefit of which the Samin Food & Beverage Inds. and Textile Mills Limited ("SAMINTL") is a party or to the benefit of which the Samin Food & Beverage Inds. and Textile Mills Limited ("SAMINTL") may be eligible, and which are subsisting or having effect immediately before the Effect Date, shall without any further act, instrument or deed, be, in full force and effect against or in favor of the R.N. Spinning Mills Limited ("RNSPIN"), as the case may be, and may be enforced fully and effectually as if, instead of the Samin Food & Beverage Inds. and Textile Mills Limited ("SAMINTL"), the R.N. Spinning Mills Limited ("RNSPIN") had been a party or beneficiary or oblige thereto. The R.N. Spinning Mills Limited ("RNSPIN") shall, at any time prior to the Effective Date,



wherever necessary, enter into, and/or issue and/or execute deeds, writing, confirmation, any tripartite arrangements or omissions to which the R.N. Spinning Mills Limited ("RNSPIN") will, if necessary also be a party in order to give formal effect to the provisions of this Clause.

13. Further Assurances

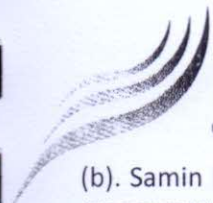
To the extent that the Scheme is not effective in transforming any part of the Business, Assets or Liabilities to the R.N. Spinning Mills Limited ("RNSPIN"), at any time after the Effective Date in accordance with the provision hereof, if so required under any law or otherwise, the Samin Food & Beverage Inds. and Textile Mills Limited ("SAMINTL") and R.N. Spinning Mills Limited ("RNSPIN") shall, enter into, issue or execute deeds, writing, confirmations, any tripartite arrangements, innovations, declarations or other documents with, or in favor of any party to any contract or arrangement to which the Samin Food & Beverage Inds. and Textile Mills Limited ("SAMINTL") are parties or any writings as may be necessary to be executed in order to give formal effect to the provisions of this Scheme. The R.N. Spinning Mills Limited ("RNSPIN") shall be deemed to be authorized to execute any such writings on behalf of the Samin Food & Beverage Inds. and Textile Mills Limited ("SAMINTL") to carry out or perform all such formalities or compliances required for the purposes referred to above on the part of the Samin Food & Beverage Inds. and Textile Mills Limited ("SAMINTL").

14. Saving of concluded transactions

For the avoidance of doubt, the transfer of liabilities and properties and the continuance of proceedings by or against the R.N. Spinning Mills Limited ("RNSPIN") shall not affect any transaction already concluded by the Samin Food & Beverage Inds. and Textile Mills Limited ("SAMINTL") on or after the Appointed Date till the Effective Date, to the end and intent that the R.N. Spinning Mills Limited ("RNSPIN") accepts and adopts all acts, deeds and things done and executed by the Samin Food & Beverage Inds. and Textile Mills Limited ("SAMINTL") in respect thereto as done and executed as done and on behalf of itself.

15. Staff and Employees

(a). Subject to approval of the Merger Scheme by the High Court of Bangladesh, employees of the Samin Food & Beverage Inds. and Textile Mills Limited ("SAMINTL") in service on the Effective Date shall become the employees of the R.N. Spinning Mills Limited ("RNSPIN") on such date without any break or interruption in service and on such terms and conditions that were agreed between the employees and the Samin Food & Beverage Inds. and Textile Mills Limited ("SAMINTL") and subject to business requirements of the R.N. Spinning Mills Limited ("RNSPIN"). The R.N. Spinning Mills Limited ("RNSPIN") undertakes to continue to abide by any agreement/settlement, if any, entered into by the Samin Food & Beverage Inds. and Textile Mills Limited ("SAMINTL") with any of employees.



(b). Samin Food & Beverage Inds. and Textile Mills Limited ("SAMINTL") and R.N. Spinning Mills Limited ("RNSPIN") funds created by the Samin Food & Beverage Inds. and Textile Mills Limited ("SAMINTL") shall, upon the Effective Date and with effect from the Appointed Date, be transferred to the relevant fount of the R.N. Spinning Mills Limited ("RNSPIN") and till such time shall be maintained separately and thereafter, the R.N. Spinning Mills Limited ("RNSPIN") shall be responsible for all purpose whatsoever in relation to the administration or operation of such funds or in relative to the obligation to make contributions to such funds. The R.N. Spinning Mills Limited ("RNSPIN") undertakes to continue to abide by the provisions of any "Trust Deeds" of any such funds.

(c). Subject to any separate agreement of the Shareholders of the parties, upon the Effective Date, all directors of the Samin Food & Beverage Inds. and Textile Mills Limited ("SAMINTL"), will be entitled to directorship in the Post-Merger Company, R.N. Spinning Mills Limited ("RNSPIN"), by virtue of the provisions of the Scheme. This Scheme will not affect the directorship of a person who is already a director in the R.N. Spinning Mills Limited ("RNSPIN") as of the Effective Date.

E. RE- ORGANIZATION OF CAPITAL

16. Following the Effective Date, all existing equity shares of the Samin Food & Beverage Inds. and Textile Mills Limited ("SAMINTL") and R.N. Spinning Mills Limited ("RNSPIN") held either directly or through nominees shall stand cancelled without any further application, act or deed. Following the Effective Date, and in consideration of the vesting of the Business and Assets in accordance with the terms of this Scheme, R.N. Spinning Mills Limited ("RNSPIN"), the post-merger entity, shall without further application, act, instrument or deed, issue and allot to the Shareholders of Samin Food & Beverage Inds. and Textile Mills Limited ("SAMINTL") whose names are recorded in the register of members of the Samin Food & Beverage Inds. and Textile Mills Limited ("SAMINTL") or to any other person as may be nominated by the Shareholders(s), on a date (hereinafter referred to as the "**Record Date**") to be fixed by the Board of Directors of the Samin Food & Beverage Inds. and Textile Mills Limited ("SAMINTL"), up to 233,186,584 ordinary share of Tk 10 each, credited as fully diluted paid- up, in against exchange of up to 233,186,584 shares of the Samin Food & Beverage Inds. and Textile Mills Limited ("SAMINTL")'s total fully paid up equity capital at the Effective Date at a share consideration exchange ratio 1:1 i.e.; 1 new share of RNSPIN for existing 1 share held in SAMINTL or such adjusted number of ordinary shares as may be agreed upon by the Shareholders of both the parties, subject to any amendments required pursuant to Clause 23. Accordingly, subject to the provisions of Clause 7 to 14 and 23 hereof, the Shareholders of the R.N. Spinning Mills Limited ("RNSPIN") shall be entitled up to 70,265,525 new no. ordinary shares of Tk 10 each (post-merger), in against exchange of up to pre-merger 392,544,834 no. of ordinary shares of the R.N. Spinning Mills Limited ("RNSPIN")'s total fully paid up equity capital at the Effective Date at a share consideration exchange ratio of 1 : 0.1790 i.e.; 0.1790 new shares of RNSPIN for existing 1 shares held in RNSPIN or such adjusted number of ordinary shares as may be agreed upon by the Shareholders of both the parties the ("**Consideration Shares**") in determining the value of the shares of each entity, the Board of Directors of the respective entity has relied on the Valuation Reports dated 30.12.2021 prepared by FAMES & R, Chartered Accountants and the said Valuation Reports of the Samin Food & Beverage Inds. and Textile Mills Limited ("SAMINTL") and R.N. Spinning Mills Limited ("RNSPIN") are hereby made part of the Scheme and annexed hereto as Schedule "A". Based on the share exchange ratio, the shares to be issued by RNSPIN (post-merger), to the existing shareholders of the SAMINTL, shall be as set forth in the table below:



Shareholders Name	Samin Food & Beverage Inds. and Textile Mills Limited ("SAMINTL")	R.N. Spinning Mills Limited ("RNSPIN")
	Existing (Pre-merger) number of shares held by different shareholders as of 30 June, 2021 (No. of paid-up Shares)	Number of new shares (Post merger) to be issued by RNSPIN at Exchange Ratio 1 for existing 1 shares held (No. of shares in RNSPIN-Post-Merger Entity)
Mrs. Shirin Faruk	9,920,000	9,920,000
Al-haj Abdul Kader Faruk	8,959,520	8,959,520
Mr. Faiaz Kader	14,430,400	14,430,400
Mr. Rezaur Rahman Rajon	16,164,672	16,164,672
Jahadha Khondoker	960,000	960,000
Nasreen Akter Banu	6,792,640	6,792,640
Rezwana Rahman Rini	15,186,080	15,186,080
Lutfunnesa Begum	15,731,472	15,731,472
Md. Arife Billah	3,200,000	3,200,000
Hosne Ara Begum	23,995,200	23,995,200
Abdul Mabud Masum	1,968,960	1,968,960
Md. Abdul Quyum Mamun	480,000	480,000
Shajadul Mabut Khabir	7,744,160	7,744,160
Md. Masud Hossain Rana	6,508,000	6,508,000
Abid Mustafizur Rahman	8,982,880	8,982,880
Md. Abdul Quddus Amin	480,000	480,000
Hasina Begum	14,471,840	14,471,840
Better Life Hospital Ltd.	2,080,000	2,080,000
M.L. Steel Mills Ltd.	1,600,000	1,600,000
Chong Won ARS Sweater Ltd.	1,600,000	1,600,000
FAR Homes Ltd.	2,248,960	2,248,960
Neptune Hospital & Research Center Ltd.	1,920,000	1,920,000
Rahman & Nesa Hospital and Research Center Ltd.	7,720,000	7,720,000
M.N. Industries Ltd.	1,920,000	1,920,000
Fatin Kader Fardin	18,348,240	18,348,240
Sadman Industries Ltd.	3,523,000	3,523,000
Rajon Industries Ltd.	36,250,560	36,250,560
Total number of shares	233,186,584	233,186,584

On the other hand, based on the share exchange ratio @ 1 : 0.1790, the shares to be issued by RNSPIN, the post-merger entity to the existing shareholders of the RNSPIN shall be as set forth in the table below:

Shareholders Name	R.N. Spinning Mills Limited ("RNSPIN")	R.N. Spinning Mills Limited ("RNSPIN")
	Existing (Pre-merger) number of shares held by different shareholders as of 30 June, 2021	Number of new shares (Post merger) to be issued by RNSPIN at Exchange Ratio 0.1790 for existing 1 shares held
	(No. of paid-up Shares)	(No. of shares in RNSPIN- Post-Merger Entity)
Mrs. Shirin Faruk	58,227,840	10,422,783
Md. Abdul Kader Faruk	7,854,256	1,405,912
Abdul Quayum Mamun	987,135	176,697
Al-Haj Mustafizur Rahman	31,937	5,717
M.L. Dyeing Limited	34,589,966	6,191,604
F & S Industries Limited	16,073,000	2,877,067
General Shareholders	274,780,700	49,185,745
Total number of shares	392,544,834	70,265,525

Note: Figures have been rounded-off to Zero.

Post-merger Shareholders in the re-structured entity, R.N. Spinning Mills Limited ("RNSPIN"):

Following re-organization of capital, as on the Effective Date, the shareholding structure of the RNSPIN post-amalgamation would be as set forth in the table below:

Shareholders Name	Pre-merger number of shareholdings (existing shares of SAMINTL + RNSPIN)		Post-merger shareholdings (RNSPIN new shares)	
	No. of shares	%	No. of shares	%
Mrs. Shirin Faruk	68,147,840	10.89%	20,342,783	6.704%
Al-haj Abdul Kader Faruk	16,813,776	2.69%	10,365,432	3.416%
Mr. Faiaz Kader	14,430,400	2.31%	14,430,400	4.755%
Mr. Rezaur Rahman Rajon	16,164,672	2.58%	16,164,672	5.327%



Jahadha Khondoker	960,000	0.15%	960,000	0.316%
Nasreen Akter Banu	6,792,640	1.09%	6,792,640	2.238%
Rezwana Rahman Rini	15,186,080	2.43%	15,186,080	5.004%
Lutfunnesa Begum	15,731,472	2.51%	15,731,472	5.184%
Md. Arife Billah	3,200,000	0.51%	3,200,000	1.055%
Hosne Ara Begum	23,995,200	3.83%	23,995,200	7.907%
Abdul Mabud Masum	1,968,960	0.31%	1,968,960	0.649%
Md. Abdul Quayum Mamun	1,467,135	0.23%	656,697	0.216%
Shajadul Mabut Khabir	7,744,160	1.24%	7,744,160	2.552%
Md. Masud Hossain Rana	6,508,000	1.04%	6,508,000	2.145%
Abid Mustafizur Rahman	8,982,880	1.44%	8,982,880	2.960%
Md. Abdul Quddus Amin	480,000	0.08%	480,000	0.158%
Hasina Begum	14,471,840	2.31%	14,471,840	4.769%
Better Life Hospital Ltd.	2,080,000	0.33%	2,080,000	0.685%
M.L. Steel Mills Ltd.	1,600,000	0.26%	1,600,000	0.527%
Chong Won ARS Sweater Ltd.	1,600,000	0.26%	1,600,000	0.527%
FAR Homes Ltd.	2,248,960	0.36%	2,248,960	0.741%
Neptune Hospital & Research Center Ltd.	1,920,000	0.31%	1,920,000	0.633%
Rahman & Nesa Hospital and Research Center Ltd.	7,720,000	1.23%	7,720,000	2.544%
M.N. Industries Ltd.	1,920,000	0.31%	1,920,000	0.633%
Fatin Kader Fardin	18,348,240	2.93%	18,348,240	6.047%
Sadman Industries Ltd.	3,523,000	0.56%	3,523,000	1.161%
Rajon Industries Ltd.	36,250,560	5.79%	36,250,560	11.946%



Al-Haj Mustafizur Rahman	31,937	0.01%	5,717	0.002%
M.L. Dyeing Limited	34,589,966	5.53%	6,191,604	2.040%
F & S Industries Limited	16,073,000	2.57%	2,877,067	0.948%
General Shareholders	274,780,700	43.91%	49,185,745	16.209%
Total	625,731,418	100.00%	303,452,109	100.00%

Note: Figures have been rounded-off to Zero.

Post-merger Shareholding status by Sponsors & Directors in the re-structured entity, R.N. Spinning Mills Limited ("RNSPIN"):

All of the Sponsors & Directors of both the pre-merger entities will continue as Sponsors & Directors in the post-merger entity except F & S Industries Limited. Following re-organization of capital and management board would be held by Sponsors & Directors to comply 30% shareholdings, as on the Effective Date. The shareholding structure of Sponsors & Directors of the RNSPIN post-amalgamation would be as set forth in the table below:

Sponsors & Directors Name	Status	Pre-merger number of shareholdings (existing shares of SAMINTL + RNSPIN)		Post-merger shareholdings (RNSPIN new shares)	
		No. of shares	%	No. of shares	%
Mrs. Shirin Faruk	Sponsor & Director	68,147,840	10.89%	20,342,783	6.704%
Md. Abdul Kader Faruk	Sponsor & Director	16,813,776	2.69%	10,365,432	3.416%
Mr. Faiaz Kader	Director	14,430,400	2.31%	14,430,400	4.755%
Mr. Rezaur Rahman Rajon	Director	16,164,672	2.58%	16,164,672	5.327%
Md. Abdul Quyum Mamun	Sponsor	1,467,135	0.23%	656,697	0.216%
Abid Mustafizur Rahman	Director	8,982,880	1.44%	8,982,880	2.960%
Fatin Kader Fardin	Director	18,348,240	2.93%	18,348,240	6.047%
Al-Haj Mustafizur Rahman	Sponsor	31,937	0.01%	5,717	0.002%
M.L. Dyeing Limited	Director	34,589,966	5.53%	6,191,604	2.040%
F & S Industries Limited	Director		2.57%		

		16,073,000			
Total		195,049,846	31.18%	95,488,425	31.47%

Note: Figures have been rounded-off to Zero.

The position of Chairman and Managing Director of the post-merger entity will be decided upon discussion among the above Board of Directors. Independent Directors are eliminated from the above list for not holding any shares. Required Independent Directors will be appointed or continued as per post-merger requirement in compliance to the Commission's Notification no. SEC/CMRRCD/2006-158/207/Admin/80 dated 3 June 2018.

17. Upon the Effective Date and the issuance of the consideration shares, existing ordinary shares of the R.N. Spinning Mills Limited ("RNSPIN") including those held by the Samin Food & Beverage Inds. and Textile Mills Limited ("SAMINTL"), if any and ordinary shares of the Samin Food & Beverage Inds. and Textile Mills Limited ("SAMINTL") including those held by the R.N. Spinning Mills Limited ("RNSPIN"), if any on the Record Date shall be cancelled and deemed to have been cancelled without any further act or deed, and shall be of no effect on and from the Record Date and no further shares of the R.N. Spinning Mills Limited ("RNSPIN") are required to be issued in lieu thereof, except the shares to be issued as per clause- 16 above.

18. The Consideration Shares issued and allotted by the R.N. Spinning Mills Limited ("RNSPIN") in terms of this Scheme and/or any other agreement between the Shareholders of the Parties shall be subject to the provisions of the memorandum and articles of association of the R.N. Spinning Mills Limited ("RNSPIN") and shall rank pari-passu in all respects with the then existing ordinary shares (converted at 1: 0.1790 ratio) of the R.N. Spinning Mills Limited ("RNSPIN"), including in respect of dividend, if any, that may be declared by the R.N. Spinning Mills Limited ("RNSPIN"), on or after the Effective Date. The issue and allotment of Consideration Shares to the shareholders of the Samin Food & Beverage Inds. and Textile Mills Limited ("SAMINTL") as provided in this Scheme is an integral part of this Scheme and shall be deemed to have been carried out without requiring any further act on the part of the R.N. Spinning Mills Limited ("RNSPIN") or its shareholders and as if all the relevant procedure laid down in all applicable statute has been complied with.

E. DISSOLUTION OF SAMIN FOOD & BEVERAGE INDS. AND TEXTILE MILLS LIMITED

19. Following the Effective Date, all existing equity shares of the Samin Food & Beverage Inds. and Textile Mills Limited ("SAMINTL") and R.N. Spinning Mills Limited ("RNSPIN") Company (including those held by the Samin Food & Beverage Inds. and Textile Mills Limited ("SAMINTL") and R.N. Spinning Mills Limited ("RNSPIN") either directly or through nominees shall stand cancelled without any further application, act or deed. It is clarified that no more new shares shall be issued or payment made in cash whatsoever by the post-merger Company in lieu of such shares of the Samin Food & Beverage Inds. and Textile Mills Limited ("SAMINTL").

20. Following the Effective Date and the issue of ordinary shares in accordance with clauses 16 to 17 above, the Samin Food & Beverage Inds. and Textile Mills Limited ("SAMINTL") shall stand dissolved without winding up, without any further act or deed and the Samin Food & Beverage



Inds. and Textile Mills Limited ("SAMINTL") shall be removed from the register of the Registrar of Joint Stock Companies and Firms.

F. GENERAL TERMS AND CONDITIONS

21. Dividends

With effect from the date of filing of this Scheme with the High Court Division of the Supreme Court of Bangladesh (hereinafter called the "High Court") and up to and including the Effective Date, Samin Food & Beverage Inds. and Textile Mills Limited ("SAMINTL") shall not be entitled to declare and pay dividends, whether interim or final, to its ordinary shareholders in respect of the accounting period prior to the Appointed Date. Upon approval of the Scheme by the Hon'ble High Court Division, the R.N. Spinning Mills Limited ("RNSPIN") shall be entitled to declare dividends including any reserve or income accrued for the past period by aggregating the income of the Samin Food & Beverage Inds. and Textile Mills Limited ("SAMINTL") as that of the R.N. Spinning Mills Limited ("RNSPIN").

22. Accounting Treatment

- (a) From the Effective Date and with effect from the Appointed Date, for the purposes of accounting and dealing with the value of the assets and liabilities of the Samin Food & Beverage Inds. and Textile Mills Limited ("SAMINTL") in the books of the R.N. Spinning Mills Limited ("RNSPIN"), the assets and liabilities of the Samin Food & Beverage Inds. and Textile Mills Limited ("SAMINTL") as appear in their respective financial statements as of the Appointed Date shall be accounted following the accepted applicable accounting principles as prescribed by International Accounting Standards (IAS) and/or International Financial Reporting Standards (IFRS).
- (b) The R.N. Spinning Mills Limited ("RNSPIN") shall record the assets and liabilities of the Samin Food & Beverage Inds. and Textile Mills Limited ("SAMINTL") pursuant to this Scheme at their respective book values as appearing in the books of the Samin Food & Beverage Inds. and Textile Mills Limited ("SAMINTL") and necessary adjustment will be made following the accepted applicable accounting principles as prescribed by International Accounting Standards (IAS) and/or International Financial Reporting Standards (IFRS).
- (c) Any excess/surplus of the net assets of the Samin Food & Beverage Inds. and Textile Mills Limited ("SAMINTL") over the paid-up value of the shares to be issued and allotted by the R.N. Spinning Mills Limited ("RNSPIN"), the post-merger survival entity, pursuant to this Scheme shall be transferred and credited to the "Capital Reserve/Goodwill" in the books of the R.N. Spinning Mills Limited ("RNSPIN").
- (d) In case of any difference in accounting policy between the Samin Food & Beverage Inds. and Textile Mills Limited ("SAMINTL") and R.N. Spinning Mills Limited ("RNSPIN"), a uniform set of accounting policies shall be adopted following the amalgamation. The effects on the financial statements of any changes in accounting policies will be reported in accordance with

International Accounting Standards (IAS) and/or International Financial Reporting Standards (IFRS).

- (e) Notwithstanding anything contained in this clause 22, in preparing the financial statements, the accounts of SAMINTL will be closed and completed whereas the existing shareholders of SAMINTL will hold 76.84% shares of RNSPIN after the merger effective. On the other hand, the accounts of RNSPIN will be completed accordingly whereas the existing shareholders of RNSPIN will hold 23.16% shares of RNSPIN after the merger effective. The profit of SAMINTL will be included in the accounts of RNSPIN, whereas the dividend of post-merger entity, RNSPIN, when declared will be distributed among the post-merger shareholdings status of RNSPIN.

23. Modifications / Amendments of Scheme

- a) This Scheme is subject to the approval of the shareholders in an EGM under the supervision of the Hon'ble Court, and the Board of Directors of the Samin Food & Beverage Inds. and Textile Mills Limited ("SAMINTL") and R.N. Spinning Mills Limited ("RNSPIN") may assent on behalf of all concerned from time to time, any modifications or amendments or additions to this Scheme or to any conditions, which the Shareholders of the parties (as mutually agreed), and/or the High Court, may think fit to approve or impose.
- b) The Board of Directors of the Samin Food & Beverage Inds. and Textile Mills Limited ("SAMINTL") and R.N. Spinning Mills Limited ("RNSPIN") may do and execute all acts, deeds, matters and things necessary for bringing this Scheme into effect, or to review a position relating to the satisfaction of the conditions to this Scheme, and if necessary, to waive any of those (to the extent permissible under the law) for bringing this Scheme into effect.
- c) In relation to condition, limitation, reduction or withdrawal of an existing authorization imposed by a Governmental Authority that could reasonably be expected to have a material adverse impact on the R.N. Spinning Mills Limited ("RNSPIN") as the surviving entity, the Board of Directors of the Samin Food & Beverage Inds. and Textile Mills Limited ("SAMINTL") and R.N. Spinning Mills Limited ("RNSPIN") may, on a mutual consent basis agree to proceed with implementing the Scheme. In such event, if the parties agree on a mutual consent basis to proceed with implementing the Scheme, such a condition, limitation, reduction or withdrawal of an existing authorization by a Governmental Authority, shall not constitute a Burdensome Condition.



24. Conditionality of the Scheme

This Scheme is conditional upon the following being satisfied:

- (a) The Scheme being agreed to by the requisite majority of the members of the Samin Food & Beverage Inds. and Textile Mills Limited ("SAMINTL") and R.N. Spinning Mills Limited ("RNSPIN") as required under the Act and the sanction by the Hon'ble High Court under Section 228 read with Section 229 of the Act and to requisite orders made by the Hon'ble High Court pursuant to Section 228 read with Section 229 of the Act for amalgamation of the Samin Food & Beverage Inds. and Textile Mills Limited ("SAMINTL") and R.N. Spinning Mills Limited ("RNSPIN") and for implementation of this Scheme;
- (b) Such other sanctions and approvals including sanctions and approvals including sanctions of any governmental or regulatory authority including the Bangladesh Securities and Exchange Commission, waiver of requirements under Securities and Exchange (Substantial Acquisition and Takeover) Rules, 2002 (if applicable), creditor, lessor or contracting party as may be required by law or contract in respect of the scheme being obtained; and
- (c) The Samin Food & Beverage Inds. and Textile Mills Limited ("SAMINTL") and R.N. Spinning Mills Limited ("RNSPIN") has complied with the conditions, if any, set out in the no objection certificates of banks and/or financial institutions with whom the Samin Food & Beverage Inds. and Textile Mills Limited ("SAMINTL") and R.N. Spinning Mills Limited ("RNSPIN") has outstanding Liabilities;

each a "Condition" and together, the "Conditions".

25. Effective Date

The Merger shall be deemed to have been effective on the date that all the Conditions have been satisfied and the certified copy of the Order made by the High Court Division is filed with the RJSC for Merger (the "Effective Date").

26. Failure to take effect

In the event of this Scheme failing to take effect finally by effective date or any other later date as may be determined by the Board of Directors of the Samin Food & Beverage Inds. and Textile Mills Limited ("SAMINTL") and R.N. Spinning Mills Limited ("RNSPIN"), is Scheme shall become null and void and in that event, no rights and liabilities wherever shall accrue to or be incurred inter se by parties or their shareholders or creditors or employees or any other person(s), unless the period of validity is extended by the High Court at its discretion.

27. Severability

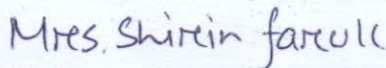
If any part of the Scheme is found to be unworkable for any reason, the same shall not, subject to the decision of the Samin Food & Beverage Inds. and Textile Mills Limited ("SAMINTL") and R.N. Spinning Mills Limited ("RNSPIN"), affect the validity and implementation of the other parts and/or provisions of this Scheme.

28. Withdrawal, Revocations or Cancellation of the Scheme

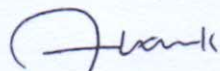
The Boards of Directors of the Samin Food & Beverage Inds. and Textile Mills Limited ("SAMINTL") and R.N. Spinning Mills Limited ("RNSPIN") shall be entitled to withdraw this Scheme prior to the Effective Date. The Boards of Directors of the Samin Food & Beverage Inds. and Textile Mills Limited ("SAMINTL") and R.N. Spinning Mills Limited ("RNSPIN") shall be entitled to revoke, cancel and declare the Scheme of no effect if they are of the view that the coming into effect of the Scheme with effect from the Appointed Date could have adverse implications on the Samin Food & Beverage Inds. and Textile Mills Limited ("SAMINTL") and R.N. Spinning Mills Limited ("RNSPIN").

29. Costs, Charges and Expenses connected with the Scheme

All costs, charges and expenses, including any taxes and duties of the Samin Food & Beverage Inds. and Textile Mills Limited ("SAMINTL") and R.N. Spinning Mills Limited ("RNSPIN") respectively in relation to or in connection with this Scheme and incidental to the completion of the amalgamation of the R.N. Spinning Mills Limited ("RNSPIN") in pursuance of this Scheme shall be borne and paid by the Samin Food & Beverage Inds. and Textile Mills Limited ("SAMINTL").



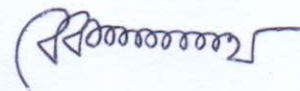
Chairman
Samin Food & Beverage Inds. and Textile Mills Ltd.



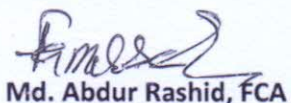
Managing Director
Samin Food & Beverage Inds. and Textile Mills Ltd.



Chairman
R.N. Spinning Mills Limited



Managing Director
R.N. Spinning Mills Limited



Md. Abdur Rashid, FCA
Partner
FAMES & R
Chartered Accountants

Place: Dhaka

Dated: 30 December, 2021

SCHEDULE - A

Ref: SAMINTL_RNSPIN/M-2021/15

30 December, 2021

The Board of Directors
Samin Food & Beverage Inds. and Textile Mills Limited ("SAMINTL")
House No: 11, Road No: 12
Niketon, Gulshan-1, Dhaka

The Board of Directors
R.N. Spinning Mills Limited ("RNSPIN")
House No: 11, Road No: 12
Niketon, Gulshan-1, Dhaka

Report on "Calculation of Merger Consideration and Independent Valuation of Shares" of Samin Food & Beverage Inds. and Textile Mills Limited ("SAMINTL") and R.N. Spinning Mills Limited ("RNSPIN").

Reference: Appointment letter SAMINTL/2021/05 dated 10 November, 2021 & RNSPIN/2021/031 dated 10 November, 2021.

Dear Sir,

We are pleased to submit the report for the purpose of merger of **Samin Food & Beverage Inds. and Textile Mills Limited ("SAMINTL")** and **R.N. Spinning Mills Limited ("RNSPIN")** based on the Independent Share Valuations of SAMINTL and RNSPIN.

The report contains following 3 (Three) Sections-

1. Section-A: Calculation of Merger Consideration.
2. Section-B: Independent Valuation of Shares of Samin Food & Beverage Inds. and Textile Mills Limited ("SAMINTL") as of 30 June 2021.
3. Section-C: Independent Valuation of Shares of R.N. Spinning Mills Limited ("RNSPIN") as of 30 June 2021.

We would like to take the opportunity to express our thanks and deep appreciation to the management of Samin Food & Beverage Inds. and Textile Mills Limited ("SAMINTL") and R.N. Spinning Mills Limited ("RNSPIN") for the courtesies and cooperation extended to our representatives in the successful accomplishment of our assignment.

Thanking you.
Yours faithfully

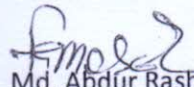

Md. Abdur Rashid, FCA
Partner
Enrollment No.: 474
FAMES & R
Chartered Accountants





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SECTION: A

CALCULATION OF MERGER CONSIDERATION

FOR THE PURPOSE OF MERGER

OF

SAMIN FOOD & BEVERAGE INDS. AND TEXTILE MILLS LIMITED ("SAMINTL")

AND

R.N. SPINNING MILLS LIMITED ("RNSPIN")



1. Introduction

The management of Samin Food & Beverage Inds. and Textile Mills Limited ("SAMINTL") and R.N. Spinning Mills Limited ("RNSPIN") engaged FAMES & R, Chartered Accountants to calculate the merger consideration for the purpose of merger of Samin Food & Beverage Inds. and Textile Mills Limited ("SAMINTL") and R.N. Spinning Mills Limited ("RNSPIN") based on the Independent Share Valuations of SAMINTL and RNSPIN as of 30 June 2021 for the purpose mentioned in the following section of this report.

2. Purpose of the Independent Valuation Share

The purpose of this assignment read as follows:-

"The Board of Directors of both the Companies decided to merge Samin Food & Beverage Inds. and Textile Mills Limited ("SAMINTL") and R.N. Spinning Mills Limited ("RNSPIN") ". The post merger Company will operate in the name and style of 'R.N. Spinning Mills Limited ("RNSPIN")'.

3. Cut-off date

The cut-off date for the purpose of the Calculation of Merger Consideration is 30 June 2021.

4. Summary of Share Price and Exchange ratio:

The independent Valuation of Shares of Samin Food & Beverage Inds. and Textile Mills Limited ("SAMINTL") as of 30 June 2021 (by considering also the subsequent share allotments in cash and bonus shares as adjusted shares with the earnings as on 30.06.2021) has been done and the fair value arrived at BDT 23.0050 per share.

(Refer to "Section: C" of this Report).

The Independent Valuation of Shares of R.N. Spinning Mills Limited ("RNSPIN") as of 30 June 2021 has been done and the fair value arrived at BDT 4.1174 per share.

(Refer to "Section: B" of this Report).

Particulars	RNSPIN	SAMINTL
Fair Value of Shares as on 30 June 2021	BDT 4.1174	BDT 23.0050
Exchange Ratio (RNSPIN : SAMINTL)	1 : 0.1790 or	
	1 : 0.0927 or	
	1 : (0.8125)	

Note: Figures have been rounded-off to four digits after the decimal point.

The exchange ratio for each share of R.N. Spinning Mills Limited ("RNSPIN") with the shares of Samin Food & Beverage Inds. and Textile Mills Limited ("SAMINTL") has been arrived at **1 : 0.1790 or 1 : 0.0927 or 1 : (0.8125)** on the basis of different calculations, and of them exchange ratio **1 : 0.1790** may be adopted since it has been reflecting sophisticated result in each factors to prevail the furthestmost attention of general investors for each part.

5. Merger Considerations:

The exchange ratio as determined above may be used for exchange of the shares of Samin Food & Beverage Inds. and Textile Mills Limited ("SAMINTL") and R.N. Spinning Mills Limited ("RNSPIN") with that of the post-Merger Entity named R.N. Spinning Mills Limited ("RNSPIN"). The list of shareholders with their possible holding of shares in the post-Merger Entity named R.N. Spinning Mills Limited ("RNSPIN") for Samin Food & Beverage Inds. and Textile Mills Limited ("SAMINTL") in exchange of their shares and for R.N. Spinning Mills Limited ("RNSPIN") in exchange of their shares respectively with the agreed exchange ratio is shown in the following table showing Alternative Result- A, Alternative Result- B, Alternative Result- C. among them, Details as per individual shareholders holding of both the entity in the post-merger entity as per 'Alternative Result- A' also presented below:-

Alternative Result-A:

SAMINTL new 1 for existing 1 and RNSPIN new 0.1790 for existing 1 share held:

Capital Structure:	Existing share in Tk.		Proposed share in Tk.
SAMINTL	2,331,865,840	1.00	2,331,865,840
RNSPIN	3,925,448,340	5.59	702,655,250
Total	6,257,314,180		3,034,521,090

Proposed Capital Status:	Existing Taka	%	After Merge Taka	%
SAMINTL:				
Sponsor/director & allied	2,331,865,840	37.27%	2,331,865,840	76.84%
RNSPIN:				
Sponsors/Directors	1,177,641,340	18.82%	210,797,800	6.95%
General Shareholders	2,747,807,000	43.91%	491,857,450	16.21%
	3,925,448,340		702,655,250	
Total	6,257,314,180	100.00%	3,034,521,090	100.00%



Outcome of the alternative-A: SAMINTL shareholders will get new 1 share of post-merger entity for the existing 1 share held and RNSPIN shareholders will get new 1 share of post-merger entity for existing 5.59 shares held.

Alternative Result- B:

SAMINTL new 1 for existing 1 and RNSPIN new 0.0927 for existing 1:

Capital Structure:	Existing share in Tk.		Proposed share in Tk.
SAMINTL	2,331,865,840	1.00	2,331,865,840
RNSPIN	3,925,448,340	10.79	363,889,060
Total	6,257,314,180		2,695,754,900

Outcome of the alternative-B: SAMINTL shareholders will get new 1 share of post-merger entity for the existing 1 share held and RNSPIN shareholders will get new 1 share of post-merger entity for existing 10.79 shares held.

Alternative Result- C:

SAMINTL new 1 for existing 1 and RNSPIN new (0.8125) for existing 1:

Capital Structure:	Existing share in Tk.		Proposed share in Tk.
SAMINTL	2,331,865,840	1.00	2,331,865,840
RNSPIN	3,925,448,340	(0.81)	(4,831,321,030)
Total	6,257,314,180		(2,499,455,190)

Outcome of the alternative-C: SAMINTL shareholders will get new 1 share of post-merger entity for the existing 1 share held and RNSPIN shareholders will get nothing of post-merger entity but to negative.



Recommendation:

Considering possible restructured capital as set out in above calculations, steady of future dividend payout and optimal capital structure, we recommend "Alternative-A" while choose the best alternative. Accordingly, the capital structure may be as set forth subject to the approval of competent approval authorities as per "Alternative- A" are presented as below:

Based on the share exchange ratio as per the **Alternative- A (ratio at 1 : 0.1790)**, the shares to be issued by the post merger entity, R.N. Spinning Mills Limited ("RNSPIN"), to the existing shareholders of the SAMINTL, shall be as set forth in the table below:

Shareholders Name	Samin Food & Beverage Inds. and Textile Mills Limited ("SAMINTL")	R.N. Spinning Mills Limited ("RNSPIN")
	Existing (Pre-merger) number of shares held by different shareholders as of 30 June, 2021 (No. of paid-up Shares)	Number of new shares (Post merger) to be issued by RNSPIN at Exchange Ratio 1 for existing 1 shares held (No. of shares in RNSPIN- Post-Merger Entity)
Mrs. Shirin Faruk	9,920,000	9,920,000
Al-haj Abdul Kader Faruk	8,959,520	8,959,520
Mr. Faiaz Kader	14,430,400	14,430,400
Mr. Rezaur Rahman Rajon	16,164,672	16,164,672
Jahadha Khondoker	960,000	960,000
Nasreen Akter Banu	6,792,640	6,792,640
Rezwana Rahman Rini	15,186,080	15,186,080
Lutfunnesa Begum	15,731,472	15,731,472
Md. Arife Billah	3,200,000	3,200,000
Hosne Ara Begum	23,995,200	23,995,200
Abdul Mabut Masum	1,968,960	1,968,960
Md. Abdul Quyum Mamun	480,000	480,000
Shajadul Mabut Khabir	7,744,160	7,744,160
Md. Masud Hossain Rana	6,508,000	6,508,000
Abid Mustafizur Rahman	8,982,880	8,982,880
Md. Abdul Quddus Amin	480,000	480,000
Hasina Begum	14,471,840	14,471,840
Better Life Hospital Ltd.	2,080,000	2,080,000
M.L. Steel Mills Ltd.	1,600,000	1,600,000
Chong Won ARS Sweater Ltd.	1,600,000	1,600,000
FAR Homes Ltd.	2,248,960	2,248,960

Neptune Hospital & Research Center Ltd.	1,920,000	1,920,000
Rahman & Nesa Hospital and Research Center Ltd.	7,720,000	7,720,000
M.N. Industries Ltd.	1,920,000	1,920,000
Fatin Kader Fardin	18,348,240	18,348,240
Sadman Industries Ltd.	3,523,000	3,523,000
Rajon Industries Ltd.	36,250,560	36,250,560
Total number of shares	233,186,584	233,186,584

On the other hand, based on the share exchange ratio @ 1 : 0.1790, the shares to be issued by RNSPIN, the post-merger entity to the existing shareholders of the RNSPIN shall be as set forth in the table below:

Shareholders Name	R.N. Spinning Mills Limited ("RNSPIN")	R.N. Spinning Mills Limited ("RNSPIN")
	Existing (Pre-merger) number of shares held by different shareholders as of 30 June, 2021	Number of new shares (Post merger) to be issued by RNSPIN at Exchange Ratio 0.1790 for existing 1 shares held
	(No. of paid-up Shares)	(No. of shares in RNSPIN- Post-Merger Entity)
Mrs. Shirin Faruk	58,227,840	10,422,783
Md. Abdul Kader Faruk	7,854,256	1,405,912
Abdul Quayum Mamun	987,135	176,697
Al-Haj Mustafizur Rahman	31,937	5,717
M.L. Dyeing Limited	34,589,966	6,191,604
F & S Industries Limited	16,073,000	2,877,067
General Shareholders	274,780,700	49,185,745
Total number of shares	392,544,834	70,265,525

Note: Figures have been rounded-off to Zero.



6. Post-merger Shareholders in R.N. Spinning Mills Limited ("RNSPIN"):

Following re-organization of capital, as on the Effective Date, the shareholding structure of the RNSPIN post-amalgamation would be as set forth in the table below:

Shareholders Name	Pre-merger number of shareholdings (existing shares of SAMINTL + RNSPIN)		Post-merger shareholdings (RNSPIN new shares)	
	No. of shares	%	No. of shares	%
Mrs. Shirin Faruk	68,147,840	10.89%	20,342,783	6.704%
Al-haj Abdul Kader Faruk	16,813,776	2.69%	10,365,432	3.416%
Mr. Faiaz Kader	14,430,400	2.31%	14,430,400	4.755%
Mr. Rezaur Rahman Rajon	16,164,672	2.58%	16,164,672	5.327%
Jahadha Khondoker	960,000	0.15%	960,000	0.316%
Nasreen Akter Banu	6,792,640	1.09%	6,792,640	2.238%
Rezwana Rahman Rini	15,186,080	2.43%	15,186,080	5.004%
Lutfunnesa Begum	15,731,472	2.51%	15,731,472	5.184%
Md. Arife Billah	3,200,000	0.51%	3,200,000	1.055%
Hosne Ara Begum	23,995,200	3.83%	23,995,200	7.907%
Abdul Mabut Masum	1,968,960	0.31%	1,968,960	0.649%
Md. Abdul Quyum Mamun	1,467,135	0.23%	656,697	0.216%
Shajadul Mabut Khabir	7,744,160	1.24%	7,744,160	2.552%
Md. Masud Hossain Rana	6,508,000	1.04%	6,508,000	2.145%
Abid Mustafizur Rahman	8,982,880	1.44%	8,982,880	2.960%
Md. Abdul Quddus Amin	480,000	0.08%	480,000	0.158%
Hasina Begum	14,471,840	2.31%	14,471,840	4.769%
Better Life Hospital Ltd.	2,080,000	0.33%		0.685%



			2,080,000	
M.L. Steel Mills Ltd.	1,600,000	0.26%	1,600,000	0.527%
Chong Won ARS Sweater Ltd.	1,600,000	0.26%	1,600,000	0.527%
FAR Homes Ltd.	2,248,960	0.36%	2,248,960	0.741%
Neptune Hospital & Research Center Ltd.	1,920,000	0.31%	1,920,000	0.633%
Rahman & Nesa Hospital and Research Center Ltd.	7,720,000	1.23%	7,720,000	2.544%
M.N. Industries Ltd.	1,920,000	0.31%	1,920,000	0.633%
Fatin Kader Fardin	18,348,240	2.93%	18,348,240	6.047%
Sadman Industries Ltd.	3,523,000	0.56%	3,523,000	1.161%
Rajon Industries Ltd.	36,250,560	5.79%	36,250,560	11.946%
Al-Haj Mustafizur Rahman	31,937	0.01%	5,717	0.002%
M.L. Dyeing Limited	34,589,966	5.53%	6,191,604	2.040%
F & S Industries Limited	16,073,000	2.57%	2,877,067	0.948%
General Shareholders	274,780,700	43.91%	49,185,745	16.209%
Total	625,731,418	100.00%	303,452,109	100.00%

Note: Figures have been rounded-off to Zero.



7. Disclaimer

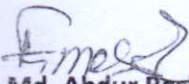
The resulting shareholding situation within the group after the proposed merger activities may require legal attention since the increase or decrease of shareholding of the companies in to each other may affect the controlling of one in to another.

Under this engagement, FAMES & R, Chartered Accountants is not responsible to form any legal explanation or opinion to this connection. Our responsibility is to calculate the merger consideration based on the valuation of shares of the two companies to be merged and post-merger shareholders in RNSPIN. As such, we suggest that advice from competent legal experts should be obtained by Samin Food & Beverage Inds. and Textile Mills Limited ("SAMINTL") and R.N. Spinning Mills Limited ("RNSPIN") to avoid any possible regulatory complexity.

8. General

We would like to place on record our appreciation of the courtesy and cooperation extended to us by the concerned officials of the companies in particular to carry out the assignment.

Thanking you.
Yours faithfully,


Md. Abdur Rashid, FCA
Partner
Enrollment No.: 474
FAMES & R
Chartered Accountants





FAMES & R
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SECTION: B

Independent Valuation of Shares

of

R.N. SPINNING MILLS LIMITED ("RNSPIN")

1. Introduction

R.N. Spinning Mills Limited ("RNSPIN") engaged FAMES & R, Chartered Accountants to conduct the independent valuation of its shares as of 30 June 2021 for the purpose mentioned in the following section of this report.

The user of this report is expected to take in to consideration that the valuation of this nature is a subjective exercise and that it is unlikely to arrive at the same value by other Consultants as it depends on different assumptions, methodology and conditions being considered.

2. Purpose of the Independent Valuation of Share

The purpose of this assignment as mentioned in appointment letter # RNSPIN/2021/031 dated 10 November, 2021 reads as follows-

"The Board of Directors of Samin Food & Beverage Inds. and Textile Mills Limited ("SAMINTL") and R.N. Spinning Mills Limited ("RNSPIN") has decided to merge both the Companies."

3. Cut-off date

The cut-off date for the purpose of the independent valuation of shares of R.N. Spinning Mills Limited ("RNSPIN") is 30 June 2021.

4. About the Company

R.N. Spinning Mills Limited ("RNSPIN") is a publicly traded company limited by shares is domiciled in Bangladesh. The Company was formed and incorporated with the Registrar of Joint Stock Companies and Firms in Bangladesh on November 4, 2004 vide the certificate C-54808 (1493)/04 under Companies Act 1994 as a private company limited by share. The company was converted into a public limited company on February 20, 2007 and started commercial production on August 28, 2007. The company is listed with Dhaka Stock Exchange Limited (DSE) and Chittagong Stock Exchange Limited (CSE) as a publicly quoted company.

1. Year of Incorporation: 2004
2. Year of Commercial Operation: 2007
3. Year of Conversion to Public Limited Company: 2007
4. Year of Listing with Dhaka Stock Exchange Ltd. (DSE): 2010
5. Year of Listing with Chittagong Stock Exchange Ltd. (CSE): 2010

Registered office and factory:

The registered office as well as the production unit is located at Plot # 100-107 & 127-134, Comilla Export Processing Zone, Comilla, Bangladesh. The production unit has been destroyed by fire incident dated 8 April, 2019.



Corporate Office:

House No. # 11, 5th Floor, Unit # 5B, Road # 12, , Block # F, Niketon, Gulshan-1, Dhaka- 1212, Bangladesh
Phone: +88-02-48810053, Fax: +88-02-48810054
Email: rnspringing@gmail.com, Website: www.rnspringingmills.com

Capital structure:

Particulars	Taka
Authorized Capital 500,000,000 ordinary shares of Taka 10/= each.	5,000,000,000
Issued, subscribed, called-up and paid-up capital 392,544,834 Ordinary Shares of Tk 10/= each fully paid-up	3,925,448,340

Name of the Sponsors and Directors:

The existing Sponsors and Directors of RNSPIN are as follows:

Sl. No.	Name	Position	No. of shares held	% of total share
1	Al-Haj Mustafizur Rahman	Sponsor	31,937	0.01%
2	Abdul Quayum Mamun	Sponsor	987,135	0.25%
3	M.L. Dyeing Limited (Represented by Md. Humayun Kabir)	Chairman	34,589,966	8.81%
4	Md. Abul Kashem	Managing Director	-	-
5	Md. Abdul Kader Faruk	Sponsor & Director	7,854,256	2.00%
6	Mrs. Shirin Faruk	Director	58,227,840	14.83%
7	F & S Industries Limited (Represented by Md. Obaydul Huq)	Director	16,073,000	4.09%
8	Mr. Omar Faruque	Independent Director	-	-
		Total	117,764,134	30.00%

5. Business Set-up of the company

Nature of Business activities

The principal activities of the Company are to carry on the business of Textile Spinning Mills to produce 100% Synthetic Yarn / Acrylic Yarn and Cotton Yarn for 100% export oriented Dyeing / Textiles industries and export thereof. Production and operation of the company has been shut down since 8th April, 2019 due to fire incident.

Leased Assets

The company has 2 lease arrangements for 30 years with Bangladesh Export Processing Zone Authority (BEPZA) for industrial plot # 100-107 & 127-134 in Cumilla EPZ. The total area is 32,000 Sq. meter.

Fire Incident at Company's factory and shut down of production:

A massive fire incident has been occurred on 8th April, 2019 at the factory of R.N. Spinning Mills Ltd. at Comilla EPZ. Company's factory including building and other constructions, raw materials and finished yarns in the factory, plant and machineries etc. were damaged by the fire incident. Company's production has been shut down since the date of fire incident. No assessment result has been finalized/communicated yet from the insurance company and there is no estimation of exact amount to be recovered from the insurance company as on the cutoff date that have been reflected in the audited financial statement for the year ended 30 June 2021.

6. Disclaimer

This report is produced on a strictly confidential basis and is intended for the sole use of the management and to their desire and is not to be published, used, circulated, quoted or otherwise referred to for any purpose nor is this report to be filed with, reproduced, copied, disclosed or referred to in whole or in part in any document.

Except where we have agreed expressly in writing to the contrary, we will not accept any liability or responsibility to any other party to whom our report shown or into whose hands may come. Furthermore, we accept no duty or responsibility and deny any liability to the company in relation to this report whether or not this report influences any of your decisions.

7. Scope of Work

The scope of work for the independent valuation of shares of the company considered to be the related clause of the Public Issue Rules 2015 issued by Bangladesh Securities and Exchange Commission (BSEC). According to clause 14 (D) of Annexure-E of the rules, price of a share should be valued considering following four methods:

- I. Net Asset Value of Historical or Current Costs.
- II. Earning Based Value calculated on the basis of weighted average of net profit after tax for immediate preceding five years or such shorter period during which the issuer was in commercial operation.
- III. Projected Earnings for the next three accounting year with rational of the projection if not in commercial operation and
- IV. Average Market price per share of similar stocks for the last one year immediately prior to the offer for common stocks, market price per share of common stock of the issuer for the aforesaid period.

We found and considered Average of Market Price of RNSPIN for last one year (01.07.2020-30.06.2021)-quoted more effective to attain the purpose of the share valuation assignment.



8. Limitation to scope of work

Projected/Forecasted Earnings is not used for the valuation as the company is/was in commercial operation since 2007. In addition, the following reasons for not considering the Projected/Forecasted Earnings can be listed-

- Forecasted Financial Information is uncertain and depending on several uncontrollable economic factors.
- One may perform the quantitative and qualitative forecasting methods but it is impossible to foresee the unforeseeable.
- One can use as sophisticated technique as possible but it will still may not give an accurate prediction.
- Complex regression analysis and neural network methods are often used to determine a forecast but none of them are precisely accurate.

For the matters discussed above, conservatively, we can avoid Projected/Forecasted Earnings to determine the share price of the company.

9. Work Approach and Valuation Mythology

Work Approach

Our approach to the accomplishment of the assignment included:

- a. Entrance meeting with key officials of the company to start the assignment.
- b. FAMES & R team was given reasonable understanding of the functionalities of the company, its goals and achievements.
- c. Developed a work plan and work strategy on the basis of the understanding gained from the discussion meeting.
- d. Mobilized resource persons and organized the team for efficient conduct of the assignment.
- e. Briefed FAMES & R team members so that all the members of the team can understand as to what are their specific duties and responsibilities regarding the accomplishment of said assignment.
- f. The team started collecting all relevant data and work on those.
- g. The Engagement Partner, Consultants, Engagement Manager and the team held in-house discussion to select suitable methodology among the practiced valuation methodologies across the business world.
- h. Studied widely used international share valuation methods and selected suitable methods for this assignment.
- i. Prepared a draft report under direct guidance of the Engagement Partner and shared with the management.
- j. Finalized the report incorporating necessary inputs came out during discussion on draft.



Valuation Methodology

- a. FAMES & R considered required methods to determine the value of the shares of the company considering the valuation purpose, operation of the company and other relevant surrounding situations or facts.
- b. We found and considered historical information based valuation viz, Net Asset Value (NAV) method of valuation and Earning Based Valuation (EBV) method of valuation and Average market price per share of RNSPIN for the last one year as it has been quoted. Among them Average market price per share of RNSPIN for the last one year are more effective to attain the purpose of the valuation.
- c. As each valuation method requires specific procedure to calculate the share value and no one share valuation method is definitive, the best way to determine overall value is to use a number of relevant methods and to find out suitable weighted average value from the outcome of different valuation methods. But as the Net Asset Value (NAV) method of valuation and Earning Based Valuation (EBV) method of valuation particularly declined mostly the comparative valuation or ratio in considering the better interest of general investors, thus among the all valuation methods that we have examined, we have considered the Average market price per share of RNSPIN for the last one year are more effective to attain the purpose of the valuation to retain the effective interest of general investors.
- d. The calculation of valuation of shares is subject to a number of assumptions and judgment.
- e. During the valuation work, FAMES & R team used audited financial statements of the company. FAMES & R team collected, analyzed and processed financial data and other non-financial information that were required to carry-out the assignment.
- f. FAMES & R estimated the value of the shares of the company by applying the methods which we deemed appropriate.
- g. Historical financial information were collected from Audited Financial Statements of the company and market information were collected from official website of Dhaka Stock Exchange Limited (DSE) and published report /reviews by the Dhaka Stock Exchange Limited.
- h. The results of our valuation analysis is expressed as the Conclusion of Value.

10. Statement of Assumptions and Limiting Conditions

This independent valuation of shares of the company is subject to the following assumptions and limiting conditions:

- a. The information presented to the audited financial statements considered for the purpose of the valuation assignment reflects the results of R.N. Spinning Mills Limited ("RNSPIN"). for the year 2016-17, 2017-18, 2018-19, 2019-2020 and 2020-2021.
- b. The information provided by the company has been accepted as correct without further verification and we express no opinion on that information.
- c. This valuation is valid only for the purpose specified in this report.
- d. This valuation assumes that R.N. Spinning Mills Limited ("RNSPIN") will continue to operate as a going concern and that the character of its present business will remain intact.
- e. The valuation contemplated facts and conditions existing in the valuation date.
- f. Events and conditions occurring after that date have not been considered and we have no obligations to update our report for such events and conditions.

- g. We have assumed the company is compliant with all applicable laws and regulations prevailing in the country.
- h. We have assumed that no hazardous conditions or materials exist which could affect the subject business. We are not qualified to establish the absence of such conditions or materials nor do we assume the responsibility for discovering the same.
- i. The valuation analysis and conclusion of value presented in the report are for the purpose of this engagement only.
- j. We are not required to give testimony in court or be present during any hearings or depositions with reference to the company being valued unless previous arrangements have been made.
- k. This report is valid only for the date specified herein.

11. Sources of Information

The following Audited Financial Statements were considered as source of the financial information for the share valuation assignments:

Accounting Year	Accounting Period	Auditors	Data used for Share Valuation	Source of Data
2016-2017	July to June	AHMAD & AKHTAR	2016-2017	Audited FS
2017-2018	July to June	AHMAD & AKHTAR	2017-2018	Audited FS
2018-2019	July to June	Mahfel Huq & Co.	2018-2019	Audited FS
2019-2020	July to June	Shiraz Khan Basak & Co.	2019-2020	Audited FS
2020-2021	July to June	Kazi Zahir Khan & Co.	2020-2021	Audited FS

In addition, FAMES & R team collected market information from official website of Dhaka Stock Exchange Limited and published report/reviews by the Dhaka Stock Exchange Limited.

12. Share Valuation Methods Used

As indicated in the preceding paragraph, we had very meticulous study on the selection of methodology that might be applicable for the assignment under consideration. After careful review of different methods, we have considered Net Asset Value (NAV) method, Earning Based Valuation (EBV) method and Average market price per share of RNSPIN for the last one year of valuation while fix the value of the share. RNSPIN has been a quoted company of which shares have been trading in the Stock Exchanges of Bangladesh. Finally we have considered Average market price per share of RNSPIN for the last one year of valuation because it's represent the highest value/ratio to retain the best interest of general investors. We believe that under the given circumstances, the shown method of share valuation would give effective result to attain the purpose of the valuation of shares of R.N. Spinning Mills Limited (RNSPIN).

13. Summary of Valuation

We have used the results obtained from different methods of share valuation mentioned above and assigned equal weights to each result and calculated our estimate of the business value as individual or the sum of these weighted values. The independent value per share of R.N. Spinning Mills Limited ("RNSPIN") as at 30 June 2021 may be considered as follows:-

Valuation of Shares	Amount	References
Net Asset Value per Share (NAV)	BDT 0.15	Annexure- A
Earning Based Value (EBV) per share	BDT (60.34)	Annexure- B
Average of Market Price of RNSPIN for last one year (01.07.2020-30.06.2021)-quoted	BDT 4.1174	Annexure- C
Average Price per share	<u>BDT (18.6909)</u>	

Average Price per share BDT (18.6909) is negative, and it should not be considered for share valuation and to determine the corresponding ratio. Hence, Average market price per share of RNSPIN for the last one year of valuation may be considered because it's represented the highest value/ratio to retain the better interest of general shareholders. So, we may consider BDT 4.1174 per share value for R.N. Spinning Mills Limited ("RNSPIN") as at the valuation cut-off date may be considered.


14. Concluding Remarks

We have arrived at the per share value for R.N. Spinning Mills Limited ("RNSPIN") based on data provided by the Management and have used our best professional judgments in reaching conclusion. This conclusion is subject to the Statement of Assumptions and Limiting Conditions presented earlier in this report.

Based on the results of these valuation methods along with consideration of other relevant data, we have estimated the value per share of R.N. Spinning Mills Limited ("RNSPIN") at BDT 4.1174 as at the valuation cut-off date.

Thanking you.

Yours faithfully,



Md. Abdur Rashid, FCA
Partner
Enrollment No.: 474
FAMES & R
Chartered Accountants

ANNEXURE- A

Share Valuation Method: Net Asset Value (NAV) Method

Particulars	June 30, 2021 Amount (in BDT)
Share Capital	3,925,448,340
Retained Earnings	(4,466,852,335)
Share Premium	599,780,490
Total Shareholder's Equity or Net Assets Value as at 30.06.2021	58,376,495
Total Number of Shares Outstanding as of 30 June, 2021	392,544,834
Net Asset Value per share (NAV)	0.15



ANNEXURE- B

Share Valuation Method: Earning Based Valuation (EBV) Method

Year	No. of Shares	Net Profit After Tax	Weight of No. of Shares	Weighted Average of Net Profit after tax
30-Jun-17	297,382,450	298,936,708	0.1623	48,528,686
30-Jun-18	356,858,940	206,267,154	0.1948	40,181,913
30-Jun-19	392,544,834	(6,071,114,792)	0.2143	(1,300,953,170)
30-Jun-20	392,544,834	(344,939,466)	0.2143	(73,915,600)
30-Jun-21	392,544,834	(69,865,896)	0.2143	(14,971,264)
Total	1,831,875,892	(5,980,716,292)	1.0000	(1,301,129,434)
No. of Shares outstanding				392,544,834
Diluted EPS based on weighted Average of Net Profit After Tax				(3.31)
Six months average sector P/E **				18.21
Earnings based value per share				(60.34)

**Calculation of Average Price Earnings Ratio of Sector P/E:

Sl #	Month End	Sector P/E
1	January 31, 2021	17.64
2	February 28, 2021	17.20
3	March 31, 2021	16.75
4	April 30, 2021	15.27
5	May 31, 2021	18.43
6	June 30, 2021	23.94
Total of 6 months		109.23
Average P/E for 6 months		18.21

Source: DSE Monthly Review.



ANNEXURE- C

Share Valuation Method: Average of Market Price of RNSPIN for last one year (01.07.2020-30.06.2021)-quoted

RNSPIN

Last one year market price

SI#	DATE	TRADING CODE	CLOSEP*
1	6/30/2021	RNSPIN	5.2
2	6/29/2021	RNSPIN	5
3	6/28/2021	RNSPIN	4.9
4	6/27/2021	RNSPIN	4.8
5	6/24/2021	RNSPIN	4.9
6	6/23/2021	RNSPIN	5
7	6/22/2021	RNSPIN	5
8	6/21/2021	RNSPIN	5.1
9	6/20/2021	RNSPIN	4.8
10	6/17/2021	RNSPIN	4.9
11	6/16/2021	RNSPIN	5
12	6/15/2021	RNSPIN	5.1
13	6/14/2021	RNSPIN	5.2
14	6/13/2021	RNSPIN	5.3
15	6/10/2021	RNSPIN	4.9
16	6/9/2021	RNSPIN	4.9
17	6/8/2021	RNSPIN	4.7
18	6/7/2021	RNSPIN	4.7
19	6/6/2021	RNSPIN	4.7
20	6/3/2021	RNSPIN	4.7
21	6/2/2021	RNSPIN	4.7
22	6/1/2021	RNSPIN	4.7
23	5/31/2021	RNSPIN	4.7
24	5/30/2021	RNSPIN	4.7
25	5/27/2021	RNSPIN	4.7
26	5/25/2021	RNSPIN	4.7
27	5/24/2021	RNSPIN	4.7
28	5/23/2021	RNSPIN	4.7





29	5/20/2021	RNSPIN	4.7
30	5/19/2021	RNSPIN	4.7
31	5/18/2021	RNSPIN	4.7
32	5/17/2021	RNSPIN	4.7
33	5/16/2021	RNSPIN	4.8
34	5/12/2021	RNSPIN	4.7
35	5/11/2021	RNSPIN	4.5
36	5/9/2021	RNSPIN	4.4
37	5/6/2021	RNSPIN	4.3
38	5/5/2021	RNSPIN	4.2
39	5/4/2021	RNSPIN	4.2
40	5/3/2021	RNSPIN	4.2
41	5/2/2021	RNSPIN	4.2
42	4/29/2021	RNSPIN	4.2
43	4/28/2021	RNSPIN	4.2
44	4/27/2021	RNSPIN	4.2
45	4/26/2021	RNSPIN	4.2
46	4/25/2021	RNSPIN	4.2
47	4/22/2021	RNSPIN	4.2
48	4/21/2021	RNSPIN	4.1
49	4/20/2021	RNSPIN	4.1
50	4/19/2021	RNSPIN	4.1
51	4/18/2021	RNSPIN	4.1
52	4/15/2021	RNSPIN	4
53	4/13/2021	RNSPIN	3.9
54	4/12/2021	RNSPIN	3.8
55	4/11/2021	RNSPIN	3.7
56	4/8/2021	RNSPIN	3.7
57	4/7/2021	RNSPIN	3.7
58	4/6/2021	RNSPIN	3.7
59	4/5/2021	RNSPIN	3.7
60	4/4/2021	RNSPIN	3.7
61	4/1/2021	RNSPIN	3.7
62	3/31/2021	RNSPIN	3.7
63	3/29/2021	RNSPIN	3.8
64	3/28/2021	RNSPIN	3.7
65	3/25/2021	RNSPIN	3.7
66	3/24/2021	RNSPIN	3.7





67	3/23/2021	RNSPIN	3.7
68	3/22/2021	RNSPIN	3.8
69	3/21/2021	RNSPIN	3.8
70	3/18/2021	RNSPIN	3.8
71	3/16/2021	RNSPIN	3.8
72	3/15/2021	RNSPIN	3.8
73	3/14/2021	RNSPIN	3.9
74	3/11/2021	RNSPIN	3.9
75	3/10/2021	RNSPIN	3.8
76	3/9/2021	RNSPIN	3.9
77	3/8/2021	RNSPIN	3.9
78	3/7/2021	RNSPIN	3.9
79	3/4/2021	RNSPIN	4
80	3/3/2021	RNSPIN	4
81	3/2/2021	RNSPIN	4.1
82	3/1/2021	RNSPIN	3.8
83	2/28/2021	RNSPIN	3.9
84	2/25/2021	RNSPIN	3.9
85	2/24/2021	RNSPIN	3.9
86	2/23/2021	RNSPIN	3.8
87	2/22/2021	RNSPIN	3.9
88	2/18/2021	RNSPIN	3.8
89	2/17/2021	RNSPIN	3.9
90	2/16/2021	RNSPIN	3.9
91	2/15/2021	RNSPIN	3.8
92	2/14/2021	RNSPIN	3.9
93	2/11/2021	RNSPIN	3.8
94	2/10/2021	RNSPIN	3.9
95	2/9/2021	RNSPIN	4
96	2/8/2021	RNSPIN	3.9
97	2/7/2021	RNSPIN	3.9
98	2/4/2021	RNSPIN	3.9
99	2/3/2021	RNSPIN	3.9
100	2/2/2021	RNSPIN	4
101	2/1/2021	RNSPIN	3.9
102	1/31/2021	RNSPIN	3.9
103	1/28/2021	RNSPIN	3.9
104	1/27/2021	RNSPIN	4





105	1/26/2021	RNSPIN	3.9
106	1/25/2021	RNSPIN	3.9
107	1/24/2021	RNSPIN	4
108	1/21/2021	RNSPIN	4.1
109	1/20/2021	RNSPIN	4.1
110	1/19/2021	RNSPIN	4.1
111	1/18/2021	RNSPIN	4.1
112	1/17/2021	RNSPIN	4.1
113	1/14/2021	RNSPIN	4.3
114	1/13/2021	RNSPIN	4.6
115	1/12/2021	RNSPIN	4.9
116	1/11/2021	RNSPIN	4.5
117	1/10/2021	RNSPIN	4.1
118	1/7/2021	RNSPIN	4
119	1/6/2021	RNSPIN	3.9
120	1/5/2021	RNSPIN	3.9
121	1/4/2021	RNSPIN	3.9
122	1/3/2021	RNSPIN	4
123	12/30/2020	RNSPIN	3.9
124	12/29/2020	RNSPIN	3.8
125	12/28/2020	RNSPIN	3.8
126	12/27/2020	RNSPIN	3.7
127	12/24/2020	RNSPIN	3.8
128	12/23/2020	RNSPIN	3.8
129	12/22/2020	RNSPIN	3.8
130	12/21/2020	RNSPIN	3.8
131	12/20/2020	RNSPIN	3.8
132	12/17/2020	RNSPIN	3.8
133	12/15/2020	RNSPIN	3.9
134	12/14/2020	RNSPIN	3.9
135	12/13/2020	RNSPIN	4.1
136	12/10/2020	RNSPIN	3.9
137	12/9/2020	RNSPIN	3.9
138	12/8/2020	RNSPIN	3.8
139	12/7/2020	RNSPIN	3.7
140	12/6/2020	RNSPIN	3.8
141	12/3/2020	RNSPIN	3.7
142	12/2/2020	RNSPIN	3.7



143	12/1/2020	RNSPIN	3.7
144	11/30/2020	RNSPIN	3.7
145	11/29/2020	RNSPIN	3.7
146	11/26/2020	RNSPIN	3.7
147	11/25/2020	RNSPIN	3.7
148	11/24/2020	RNSPIN	3.8
149	11/23/2020	RNSPIN	3.7
150	11/22/2020	RNSPIN	3.8
151	11/19/2020	RNSPIN	3.7
152	11/18/2020	RNSPIN	3.7
153	11/17/2020	RNSPIN	3.7
154	11/16/2020	RNSPIN	3.7
155	11/15/2020	RNSPIN	3.8
156	11/12/2020	RNSPIN	3.8
157	11/11/2020	RNSPIN	3.8
158	11/10/2020	RNSPIN	3.8
159	11/9/2020	RNSPIN	3.9
160	11/8/2020	RNSPIN	3.8
161	11/5/2020	RNSPIN	3.9
162	11/4/2020	RNSPIN	4
163	11/3/2020	RNSPIN	3.9
164	11/2/2020	RNSPIN	4
165	11/1/2020	RNSPIN	4
166	10/29/2020	RNSPIN	3.9
167	10/28/2020	RNSPIN	3.8
168	10/27/2020	RNSPIN	3.8
169	10/25/2020	RNSPIN	4
170	10/22/2020	RNSPIN	4
171	10/21/2020	RNSPIN	4.1
172	10/20/2020	RNSPIN	4.1
173	10/19/2020	RNSPIN	4.1
174	10/18/2020	RNSPIN	4.2
175	10/15/2020	RNSPIN	4.4
176	10/14/2020	RNSPIN	4.3
177	10/13/2020	RNSPIN	4.4
178	10/12/2020	RNSPIN	4.3
179	10/11/2020	RNSPIN	4.3
180	10/8/2020	RNSPIN	4.6



181	10/7/2020	RNSPIN	4.4
182	10/6/2020	RNSPIN	4.2
183	10/5/2020	RNSPIN	4.2
184	10/4/2020	RNSPIN	4.4
185	10/1/2020	RNSPIN	4.6
186	9/30/2020	RNSPIN	4.7
187	9/29/2020	RNSPIN	4.8
188	9/28/2020	RNSPIN	4.9
189	9/27/2020	RNSPIN	4.9
190	9/24/2020	RNSPIN	5.1
191	9/23/2020	RNSPIN	5
192	9/22/2020	RNSPIN	4.9
193	9/21/2020	RNSPIN	5.2
194	9/20/2020	RNSPIN	5.3
195	9/17/2020	RNSPIN	4.9
196	9/16/2020	RNSPIN	5
197	9/15/2020	RNSPIN	4.7
198	9/14/2020	RNSPIN	5.2
199	9/13/2020	RNSPIN	4.8
200	9/10/2020	RNSPIN	4.4
201	9/9/2020	RNSPIN	4
202	9/8/2020	RNSPIN	3.8
203	9/7/2020	RNSPIN	3.9
204	9/6/2020	RNSPIN	3.9
205	9/3/2020	RNSPIN	3.8
206	9/2/2020	RNSPIN	4
207	9/1/2020	RNSPIN	3.8
208	8/31/2020	RNSPIN	3.9
209	8/27/2020	RNSPIN	4
210	8/26/2020	RNSPIN	4
211	8/25/2020	RNSPIN	3.8
212	8/24/2020	RNSPIN	3.9
213	8/23/2020	RNSPIN	4
214	8/20/2020	RNSPIN	4.3
215	8/19/2020	RNSPIN	4.1
216	8/18/2020	RNSPIN	4.5
217	8/17/2020	RNSPIN	4.7
218	8/16/2020	RNSPIN	4.4





219	8/13/2020	RNSPIN	4
220	8/12/2020	RNSPIN	3.9
221	8/10/2020	RNSPIN	3.8
222	8/9/2020	RNSPIN	3.9
223	8/6/2020	RNSPIN	3.7
224	8/5/2020	RNSPIN	3.7
225	8/4/2020	RNSPIN	3.7
226	8/3/2020	RNSPIN	3.7
227	7/30/2020	RNSPIN	3.7
228	7/29/2020	RNSPIN	3.7
229	7/28/2020	RNSPIN	3.7
230	7/27/2020	RNSPIN	3.7
231	7/26/2020	RNSPIN	3.7
232	7/23/2020	RNSPIN	3.7
233	7/22/2020	RNSPIN	3.7
234	7/21/2020	RNSPIN	3.7
235	7/20/2020	RNSPIN	3.7
236	7/19/2020	RNSPIN	3.7
237	7/16/2020	RNSPIN	3.7
238	7/15/2020	RNSPIN	3.7
239	7/14/2020	RNSPIN	3.7
240	7/13/2020	RNSPIN	3.7
241	7/12/2020	RNSPIN	3.7
242	7/9/2020	RNSPIN	3.7
243	7/8/2020	RNSPIN	3.7
244	7/7/2020	RNSPIN	3.7
245	7/6/2020	RNSPIN	3.7
246	7/5/2020	RNSPIN	3.7
247	7/2/2020	RNSPIN	3.7
Total			1,017.00
Trading Days in a year			247
Average			4.1174

SECTION: C

Independent Valuation of Shares

of

**Samin Food & Beverage Inds. and Textile Mills Limited
("SAMINTL")**



1. Introduction

Samin Food & Beverage Inds. and Textile Mills Limited ("SAMINTL") engaged FAMES & R, Chartered Accountants to conduct the independent valuation of its shares as of 30 June 2021 in order to use the result for the purpose to merge Samin Food & Beverage Inds. and Textile Mills Limited ("SAMINTL") and R.N. Spinning Mills Limited ("RNSPIN") as mentioned in the following section of this report.

The user of this report is expected to take in to consideration that the valuation of this nature is a subjective exercise and that it is unlikely to arrive at the same value by other Consultants as it depends on different assumptions, methodology and conditions being considered.

2. Purpose of the Independent Valuation of Share

The purpose of this assignment as mentioned in SAMINTL appointment letter # SAMINTL/2021/05 dated 10 November, 2021 reads as follows-

"The Board of Directors of Samin Food & Beverage Inds. and Textile Mills Limited ("SAMINTL") and R.N. Spinning Mills Limited ("RNSPIN") has decided to merge both the Companies."

3. Cut-off date

The cut-off date for the purpose of the independent valuation of shares of Samin Food & Beverage Inds. and Textile Mills Limited ("SAMINTL") is 30 June 2021.

4. About the Company

Incorporation	As Private Limited Company	October 24, 2010 & Reg. no. C- 87734/10
Converted to Public Limited Company	October 25, 2021	
Commencement year of Commercial Operation	2018-2019	
Registered Office	M.L. Tower, 1 East Rampura, D.I.T. Road, Dhaka- 1219	
Factory Address	Mohona, Vabanipur, Gazipur Sadar, Gazipur, Bangladesh	
Corporate Office Address	House # 11, Road # 12, Block # F, Niketon, Gulshan-1, Dhaka-1212.	
Nature of Business	The principal activities of the company are to carry on the business of spinning mills to manufacture all types of Cotton, Viscose and CVC yarn for export to 100% export oriented dyeing/textiles industries and export thereof.	

Capital structure and history of capital raising:

Particulars	No. of Shares	Face Value (Tk.)	Amount in Taka
Authorized Capital	250,000,000	10.00	2,500,000,000
Paid up capital	233,186,584	10.00	2,331,865,840

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

Particulars of Allotment	Date of Allotment	Form of Consideration (No. of Shares)			Considering Face Value Tk.10 each	Paid-up Capital Taka
		In cash	Other than in cash	Bonus		
First (subscriber to the Memorandum & Articles of Association at the time of incorporation)	24-Oct-10	1,000,000	-	-	10.00	10,000,000
Second	05-05-18	8,500,000	-	-	10.00	85,000,000
Third	29-06-20	110,578,990	-	-	10.00	1,105,789,900
Fourth	10-05-21	20,000	-	-	10.00	200,000
Fifth	29-09-21	41,028,200	-	-	10.00	410,282,000
Sixth	22-12-21	-	-	72,059,394	10.00	720,593,940
Total		161,127,190	-	72,059,394	10.00	2,331,865,840

Name of the Sponsors and Directors:

Directors:

Sl. No.	Name	Position
1	Mrs. Shirin Faruk	Sponsor & Chairman
2	Mr. Abdul Kader Faruk	Sponsor & Managing Director
3	Mr. Abid Mustafizur Rahman	Director
4	Mr. Faiaz Kader	Director
5	Mr. Rezaur Rahman Rajon	Director
6	Mr. Fatin Kader Fardin	Director

5. Business Set-up of the company

Samin Food & Beverage Inds. and Textile Mills Limited ("SAMINTL") has been incorporated in 2010. Commercial operation has been started since the FY 2018-2019 for the production of Viscose, CVC, and Cotton yarn having 79,848 spindles capable of manufacturing 17,500,000 Kg. of yarn per year. Samin Food & Beverage Inds. and Textile Mills Limited ("SAMINTL") uses sophisticated machinery and equipment mostly imported from Germany, Switzerland, Vietnam, Belgium, India, Korea, UAE and China to spin the finest quality Viscose, CVC, and Cotton yarn conforming to global standards.

Details of Land of the company:

Sl No.	Deed No.	Date	RS Dag No.	Land Area (Decimal)
1	26207	07.11.2010	6002/6006/6009/6133/6004/6003/5315	393.50
2	26208	07.11.2010	6007/6005/6001	108.00
3	29502	29.12.2010	6002	11.00
4	1725	25.01.2011	6005	24.90
5	2751	13.02.2011	5315/5316	61.00
6	29727	30.12.2010	6133/6008	127.75
7	29708	30.12.2010	6002/5315/6001/5314	120.25
8	4541	05.04.2016	6015	53.00
9	13336	18.07.2012	6011	30.90
10	10778	06.10.2015	6013	31.00
11	13100	29.11.2015	6010	11.2746
12	944	13.01.2011	5316	35.00
13	13124	29.11.2015	5312/5313/5315	106.50
14	7421	01.06.2017	6010	6.42
15	3256	12.03.2017	6123	9.90
16	14759	22.11.2016	6011/6123	13.125
17	16354	21.12.2016	6010	11.27
18	7186	28.05.2017	6010	12.65
19	19519	13.10.2011	6134/6136	4.44

Total	1,171.88
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6. Disclaimer

This report is produced on a strictly confidential basis and is intended for the sole use of the management and to their desire and is not to be published, used, circulated, quoted or otherwise referred to for any purposes nor is this report to be filed with, reproduced, copied, disclosed or referred to in whole or in part in any document.

Except where we have agreed expressly in writing to the contrary, we will not accept any liability or responsibility to any other party to whom our report shown or into whose hands may come. Furthermore, we accept no duty or responsibility and deny any liability to the company in relation to this report whether or not this report influences any of your decisions.

7. Scope of Work

The scope of work for the independent valuation of shares of the company considered to be the related clause of the Public Issue Rules 2015 issued by Bangladesh Securities and Exchange Commission (BSEC). According to clause 14 (D) of Annexure-E of the rules, price of a share should be valued considering following four methods:

- V. Net Asset Value of Historical or Current Costs.
- VI. Earning Based Value calculated on the basis of weighted average of net profit after tax for immediate preceding five years or such shorter period during which the issuer was in commercial operation.
- VII. Projected Earnings for the next three accounting year with rational of the projection if not in commercial operation and
- VIII. Average Market price per share of similar stocks for the last one year immediately prior to the offer for common stocks, market price per share of common stock of the issuer for the aforesaid period.

We found and considered Net Asset Value (NAV) and Earning Based Valuation (EBV) more effective to attain the purpose of the share valuation assignment. SAMINTL is not a quoted company.

8. Limitation to scope of work

Projected/Forecasted Earnings is not used for the valuation as the company is in commercial operation since the year of 2018-2019. In addition, the following reasons for not considering the Projected/Forecasted Earnings can be listed-

- Forecasted Financial Information is uncertain and depending on several uncontrollable economic factors.
- One may perform the quantitative and qualitative forecasting methods but it is impossible to foresee the unforeseeable.
- One can use as sophisticated technique as possible but it will still may not give an accurate prediction.
- Complex regression analysis and neural network methods are often used to determine a forecast but none of them are precisely accurate.

For the matters discussed above, conservatively, we can avoid Projected/Forecasted Earnings to determine the share price of the company.

Samin Food & Beverage Inds. and Textile Mills Limited ("SAMINTL") is a non-listed public limited company and as such there is no published market price for the shares. The value of the ordinary shares will need to be calculated based on other available information using formulae, estimates and judgements. So conservatively, we can avoid independent valuation of shares of the company as per Average Market Price.

9. Work Approach and Valuation Methodology

Work Approach

Our approach to the accomplishment of the assignment included:

- a. Entrance meeting with key officials of the company to start the assignment.
- b. FAMES & R team was given reasonable understanding of the functionalities of the company, its goals and achievements.
- c. Developed a work plan and work strategy on the basis of the understanding gained from the discussion meeting.
- d. Mobilized resource persons and organized the team for efficient conduct of the assignment.
- e. Briefed FAMES & R team members so that all the members of the team can understand as to what are their specific duties and responsibilities regarding the accomplishment of said assignment.
- f. The team started collecting all relevant data and work on those.
- g. The Engagement Partner, Consultants, Engagement Manager and the team held in-house discussion to select suitable methodology among the practiced valuation methodologies across the business world.
- h. Studied widely used international share valuation methods and selected suitable methods for this assignment.
- i. Prepared a draft report under direct guidance of the Engagement Partner and shared with the management.
- j. Finalized the report incorporating necessary inputs came out during discussion on draft.

Valuation Methodology

- a. FAMES & R considered required methods to determine the value of the shares of the company considering the valuation purpose, operation of the company and other relevant surrounding situations or facts.
- b. We found and considered historical information based valuation viz, Net Asset Value (NAV) method of valuation and Earning Based Valuation (EBV) method of valuation more effective to attain the purpose of the valuation.

- c. As each valuation method requires specific procedure to calculate the share value and no one share valuation method is definitive, the best way to determine overall value is to use a number of relevant methods and find out suitable weighted average value from the outcome of different valuation methods.
- d. The calculation of valuation of shares is subject to a number of assumptions and judgment.
- e. During the valuation work, FAMES & R team used audited financial statements of the company. FAMES & R team collected, analyzed and processed financial data and other non-financial information that were required to carry-out the assignment
- f. FAMES & R estimated the value of the shares of the company by applying the methods which we deemed appropriate.
- g. Historical financial information were collected from Audited Financial Statements of the company and market information were collected from official website of Dhaka Stock Exchange Limited (DSE) and published report /reviews by the Dhaka Stock Exchange Limited.
- h. The results of our valuation analysis is expressed as the Conclusion of Value.

10. Statement of Assumptions and Limiting Conditions

This independent valuation of shares of the company is subject to the following assumptions and limiting conditions:

- a. The information presented to the audited financial statements considered for the purpose of the valuation assignment reflects the results of Samin Food & Beverage Inds. and Textile Mills Limited ("SAMINTL") for the year 2016-17, 2017-18, 2018-19, 2019-2020 and 2020-2021.
- b. The information provided by the company has been accepted as correct without further verification and we express no opinion on that information.
- c. This valuation is valid only for the purpose specified in this report.
- d. This valuation assumes that Samin Food & Beverage Inds. and Textile Mills Limited ("SAMINTL") will continue to operate as a going concern and that the character of its present business will remain intact.
- e. The valuation contemplated facts and conditions existing in the valuation date.
- f. Events and conditions occurring after that date have not been considered and we have no obligations to update our report for such events and conditions.
- g. We have assumed the company is compliant with all applicable laws and regulations prevailing in the country.
- h. We have assumed that no hazardous conditions or materials exist which could affect the subject business. We are not qualified to establish the absence of such conditions or materials nor do we assume the responsibility for discovering the same.
- i. The valuation analysis and conclusion of value presented in the report are for the purpose of this engagement only.
- j. We are not required to give testimony in court or be present during any hearings or depositions with reference to the company being valued, unless previous arrangements have been made.
- k. This report is valid only for the date specified herein.



11. Sources of Information

The following Audited Financial Statements were considered as source of the financial information for the share valuation assignments:

Accounting Year	Accounting Period	Auditor	Data used for Share Valuation	Source of Data
2016-2017	July to June	Mohammad Ata Karim & Co.	2016-2017	Audited FS
2017-2018	July to June	Mohammad Ata Karim & Co.	2017-2018	Audited FS
2018-2019	July to June	Mohammad Ata Karim & Co.	2018-2019	Audited FS
2019-2020	July to June	Kazi Zahir Khan & Co.	2019-2020	Audited FS
2020-2021	July to June	Kazi Zahir Khan & Co.	2020-2021	Audited FS

In addition, FAMES & R team collected market information from official website of Dhaka Stock Exchange Limited and published report/reviews by the Dhaka Stock Exchange Limited.

12. Share Valuation Methods Used

As indicated in the preceding paragraph, we had very meticulous study on the selection of methodology that might be applicable for the assignment under consideration. After careful review of different methods, we have considered Net Asset Value (NAV) method and Earning Based Valuation (EBV) method of valuation. We believe that under the given circumstances, these two methods of share valuation would give effective result to attain the purpose of the valuation of shares of Samin Food & Beverage Inds. and Textile Mills Limited ("SAMINTL").

13. Summary of Valuation

We have used the results obtained from two methods of share valuation mentioned above and assigned equal weights to each result and calculated our estimate of the business value as the sum of these weighted values. The independent value per share of Samin Food & Beverage Inds. and Textile Mills Limited ("SAMINTL") as at 30 June 2021 on the basis of restated shares may be considered as follows:-

Valuation of Shares	Amount	References
Net Asset Value per Share (NAV)	BDT 11.11	Annexure- D
Earning Based Value (EBV) per share	BDT 34.90	Annexure- E
Average Price per share	<u>BDT 23.0050</u>	

We may consider BDT 23.0050 per share value for Samin Food & Beverage Inds. and Textile Mills Limited ("SAMINTL") as at the valuation cut-off date may be considered.

14. Concluding Remarks

We have arrived at the per share value for Samin Food & Beverage Inds. and Textile Mills Limited ("SAMINTL") based on data provided by the Management and have used our best professional judgments in reaching conclusion. This conclusion is subject to the Statement of Assumptions and Limiting Conditions presented earlier in this report.

Based on the results of these valuation approach and methods along with consideration of other relevant data, we have estimated the value per share of Samin Food & Beverage Inds. and Textile Mills Limited ("SAMINTL") at BDT 23.0050 as at the valuation cut-off date.

Thanking you.

Yours faithfully,


Md. Abdur Rashid, FCA
Partner
Entollment No.: 474
FAMES & R
Chartered Accountants

ANNEXURE- A

Share Valuation Method: Net Asset Value (NAV) Method

Particulars	June 30, 2021 Amount (in TK.)	Adjusted/ (restated) as per June 30, 2021 Earnings (in TK.)
Share Capital	1,200,989,900	2,331,865,840
Retained Earnings	979,705,816	259,111,876
Total Shareholder's Equity or Net Assets	2,180,695,716	2,590,977,716
Number of Shares outstanding	120,098,990	233,186,584
Net Asset Value per share	18.16	11.11

Source: Audited Financial Statements as of 30 June, 2021 & subsequent allotment of shares.



ANNEXURE- B

Share Valuation Method: Earning Based Valuation (EBV) Method

Year	No. of Shares	Net Profit After Tax	Weight of No. of Shares	Weighted Average of Net Profit after tax
30-Jun-19	9,500,000	130,255,839	0.0262	3,411,102
30-Jun-20	120,078,990	334,583,237	0.3310	110,750,358
6/30/2021 (adjusted share)**	233,186,584	517,764,538	0.6428	332,820,291
Total	362,765,574	982,603,614	1.0000	446,981,751
No. of Shares outstanding				233,186,584
Dilutedt EPS based on weighted Average of Net Profit After Tax				1.92
Six months average sector P/E ***				18.21
Earnings based value per share				34.90

**Note:

Adjusted shares for restatement with earnings as on 30.06.2021:	
Shares as on 30.06.2021	120,098,990
New allotment in cash consideration on 29.09.2021	41,028,200
New allotment by Stock Dividend on 22.12.2021	72,059,394
Total	233,186,584

***Calculation of Average Price Earnings Ratio of Sector P/E:

Sl #	Month End	Sector P/E
1	January 31, 2021	17.64
2	February 28, 2021	17.20
3	March 31, 2021	16.75
4	April 30, 2021	15.27
5	May 31, 2021	18.43
6	June 30, 2021	23.94
Total of 6 months		109.23
Average P/E for 6 months		18.21

Source: DSE Monthly Review.

Schedule-I

Schedule - X
(See Section 36)
ANNUAL SUMMARY OF SHARE CAPITAL AND LIST OF SHAREHOLDERS
DIRECTORS AS REQUIRED BY PART I OF THE ORDINANCE

Summary of share capital and share of **SAMIN FOOD & BEVERAGE INDS. AND TEXTILE MILLS LTD. CHANGED FROM SAMIN FOOD & BEVERAGE INDUSTRIES LTD.**, Reg No. C-87734, Reg Date: 24-OCT-10, Entity Address: M.L. Tower (5th floor), 1 no, East Rampura, D.I.T. Road, Dhaka, Bangladesh, Dhaka made up to the **22nd** day of **December 2021** (being the day of the first general meeting in)

Nominal share capital Tk. 250,00,00,000.00 divided into 25,00,00,000 shares of Tk. 10.00 each.

1. Total number of shares taken up to the 22nd day of December, 2021 which (number must agree with total shown in the list as held by existing members).	23,31,86,584
2. Number of shares issued subject to payment wholly in cash	23,31,86,584
3. Number of shares issued as fully paid-up otherwise than in cash.....	
4 (a) Number of shares issued as partly paid-up to the extent of per Share otherwise than in cash	
(b) Extent payment to be made per share otherwise than in cash	
5,6,7 There has been called up on each of shares 10.00 of Class Ordinary Share	
8 Total amount received on calls	233,18,65,840.00
9 (a) Total amount received along with application for Shares	
(b) Numbers of Shares allotted on application	
10 Total amount; if any, agreed to be considered as paid on Shares which have been issued a fully paid up otherwise than in cash	
11 Total amount, if any, agreed to be considered as paid on Shares which have been issued as partly paid up to the extent of per share.....	
12 Total amount of calls unpaid	
13 Total amount if any, of sums paid or allowed in respected of shares or debentures since date of last summary	
(a) as commission	
(b) as discount	
14 (a) Total number of shares forfeited if any	
(b) Total money paid thereon	
15 Total amount of shares and stock for which share-warrants are outstanding	
16 Total amount of share-warrants issued and surrendered respectively since date of last summary.....	
17 Number of Shares or amount of stock comprised in each share-warrant	
18 Total amount of debt due from the Company in respect of all mortgages and shares which are required to be registered with the Registrar under the Companies Act, 199400

Notes :

- (a) When there are shares of different kinds or amounts (e.g. preference and ordinary of Tk. 200 or Tk. 100) state the numbers and nominal value separately.
 (b) Where various amounts have been called there are shares of different kinds, state separately.
 (b) Where various amounts have been received or forfeited, as well as on existing shares. State the agree gate number of share forfeiture

19. List of persons shares in on **SAMIN FOOD & BEVERAGE INDS. AND TEXTILE MILLS LTD. CHANGED FROM SAMIN FOOD & BEVERAGE INDUSTRIES LTD. the 22nd day of December , 2021** and of persons who have held shares therein at any time since the date of the Last Return. showing their names and addresses and an account of the shares so held.

NAMES ADDRESS AND OCCUPATIONS

ACCOUNTS OF SHARES

Sl.	Folio in Register Ledger containing Particulars	Name	Father's/ Husband's Name	Address and Nationality	Occupation/ Caste	Number of Shares held by Existing Members at the Date of Return.	Particulars of Shares Transferred since the Date of Last Return by Persons who are Still Members		Particulars of Shares Transferred since the Date of Last return by Persons who have Ceased to be Members.		Remarks
							Number	Date of Registration of Transfer	Number	Date of Registration of Transfer	
1		Faiaz Kader	Abdul Kader Faruk	22/A Chamelibag, Shantinagar, Dhaka, Bangladesh	Business	14430400					
2		Rezaur Rahman Rajon	Abdul Kader Faruk	35/7/A, Pirshaheber Goli, Shantingor, Dhaka, Bangladesh	Business	16164672					
3		Jahadha Khondoker	Khondoker Jafor Sadek	House-37, Road-1, Block-A, Banasree, Rampura, Dhaka, Bangladesh	Business	960000					Received 300,000 shares from Md. Masud Hossain Rana 28.06.2021
4		Nasreen Akter Bannu	W/O- Abdul Kader Faruk	35/7/A, Pirshaheber Goli, Shantingor, Dhaka, Bangladesh	Business	6792640					
5		Rezwana Rahman Rini	Abdul Kader Faruk	35/7/A, Pirshaheber Goli, Shantingor, Dhaka, Bangladesh	Business	15186080					

			Shantinagar, Dhaka, Bangladeshi						Transferor 1,759,200 Shares to Abdul Kader Faruk
7	Md. Arife Billah	Mustafizur Rahman	208 Shahid Syed Nazrul Islam Sarani, Dhaka, Bangladeshi	Business	3200000	1759200	28-JUN-21		
8	Hosne Ara Begum	W/O- Abdul Kader Faruk	4 No. Nouratan Colony, 1/B Monorama Apartment, Shantinagar, Dhaka, Bangladeshi	Business	23995200				Received 930,600 shares from Md. Abul Khair Manik on 28.06.2021
9	Abdul Mabut Masum	Mustafizur Rahman	32/6, East Noyatola, Shantinagar, Dhaka, Bangladeshi	Business	1968960				
10	Md. Abdul Qyum Mamun	Mustafizur Rahman	237-238, Malibag Bazar, Shantinagar, Dhaka, Bangladeshi	Business	480000				
11	Shajadul Mabut Khair	Mustafizur Rahman	32/6, East Noyatola, Shantinagar, Dhaka, Bangladeshi	Business	7744160				
12	Md. Masud Hossain Rana	Md. Delwar Hossain Molla	Hena Monil, Muslim Graveyard Road, Kotoali, Barisal, Bangladeshi	Business	6508000	300000	28-JUN-21		Transferor 300000 shares to Jahadha Khondoker
13	Abid Mustafizur Rahman	Abdul Kader Faruk	4 No. Nouratan Colony, 1/B Monorama Apartment, Shantinagar, Dhaka, Bangladeshi	Business	8982880				
14	Md. Abdul Quddus Amin	Mustafizur Rahman	32/6, East Noyatola, Shantinagar, Dhaka, Bangladeshi	Business	480000				
15	Hasina	Mustafizur	32/6, East	Business	14471840				



	Begum	Rahman	Noyatola, Shantinagar, Dhaka, Bangladeshi							Transferor 5700000 shares to Rajon Industries Ltd.
16	Md. Abdul Mannan	Late- Nuru Box Ukil	Village - Panchkathi, Post- Haturia, Gosairhat, Shariatpur, Shariatpur, Bangladeshi	Business	0					
17	Better Life Hospital Ltd.		1 East Rampura, DIT Road, Dhaka, Bangladeshi	Business	2080000					
18	M. L. Steel Mills Ltd.		1 East Rampura, DIT Road, Dhaka, Bangladeshi	Business	1600000					
19	Chong Won ARS Sweater Ltd.		63, North Jatrabari, Dhaka- 1204 , Dhaka, Bangladeshi	Business	1600000					
20	FAR Homes Ltd.		1 East Rampura, DIT Road, Dhaka, Dhaka, Bangladeshi	Business	2248960					
21	M. N. Industries Ltd.		House- 11, Road- 12, Block- F, Niketon, Gulshan-1, Dhaka- 1212, Dhaka, Bangladeshi	Business	1920000					
22	Neptune Hospital & Research Center Ltd.		63, North Jatrabari, Dhaka, Bangladeshi	Business	1920000					
23	Rahman & Nesa Hospital and Research Center Ltd.		147, Shantinagar, Paltan, Dhaka, Bangladeshi	Business	7720000					
24	Fatin Kader Fardin	Abdul Kader Faruk	House- 56, Road- 01, Block- A, Niketan, Gulshan-1, Dhaka, Bangladeshi	Business	18348240					Received 5,128,900 shares from Md. Mahfuzul Islam 28.06.2021
				Business	3523000					

				Sadar, Gazipur, Bangladeshi						Transferor 4606600 shares to Rajon Industries Ltd.	
26		Shiakh Ataul Haque	Late- Shaikh Enamul Haque	House B-35/F-9, Babar Road, Jahuri Moholla, Mohammadpur, Dhaka, Bangladeshi	Business	0			4606600	28-JUN-21	Received 6,100,000 shares from Md. Abul Khair Manik, 4,606,600 shares from Shiakh Ataul Haque & 5700000 shares from Md. Abdul Mannan on 28.06.2021
27		Rajon Industries Ltd.		Kornogop, Rupshi, Rupganj, Narayanganj, Bangladeshi	Business	36250560					Transferor 930,600 shares to Abdul Mabut Masum & 6,100,000 shares to Rajon Industries Ltd.
28		Md. Abul Khair Manik	Late Fazel Ahammed	GPL-41, Hazi Kalim Uddin Road, Middle Badda, Dhaka, Bangladeshi	Business	0					Transferor 5,128,900 shares to Fatin Kader Fardin & 1,618,600 shares to Mrs. Shirin Faruk.
29		Md. Maftuzul Islam	Md. Ziaul Kalm	House- 966, Road- 14, Baitul Aman Housing Society, Mohammadpur, Dhaka, Bangladeshi	Business	0					

30	MRS SHIRIN FARUK	W/O-ABDUL KADER FARUK	22/A, Chamlibagh, Dhaka, Bangladeshi	Business	9920000				Received 1,618,600 shares from Md. Mahfuzul Islam & 881,400 Shares Nazmul Shakhaat Hossen on 28.06.2021
31	AL-HAJ ABDUL KADER FARUK	AL-HAI MUSTAFIZUR RAHMAN	22/A, Chamlibagh, Dhaka, Bangladeshi	Business	8959520				Received 1,759,200 shares from Md. Arife Billah & 740,800 Shares Nazmul Shakhaat Hossen on 28.06.2021
32	Nazmul Shakhaat Hossen		Village & Post-Monohordi, Monohordi City Corporation, Narsingdi, Bangladeshi	Business	0				Transferor 881,400 shares to MRS SHIRIN FARUK & 740,800 shares to Abdul Kader Faruk

20. Names and Addresses of the persons who are the Directors of the SAMIN FOOD & BEVERAGE INDS. AND TEXTILE MILLS LTD. CHANGED FROM SAMIN FOOD & BEVERAGE INDUSTRIES LTD. on the 22nd day of December, 2021

Name	Address
Faiaz Kader	22/A Charnelbag, Shantinagar, Dhaka
Rezaur Rahman Rajon	35/7/A, Pirshabeber Goli, Shantinagar, Dhaka
Abid Mustafizur Rahman	4 No. Nouratan Colony, 1/B Monorama Apartment, Shantinagar, Dhaka
Fatin Kader Fardin	House- 56, Road- 01, Block- A, Niketan, Gulshan- 1, Dhaka
MRS SHIRIN FARUK	22/A, Chamlibagh, Dhaka
AL-HAJ ABDUL KADER FARUK	22/A, Chamlibagh, Dhaka



21. Names and Addresses of the persons who are the Managing Director, Managing Agents or Managers and Auditors of the **SAMIN FOOD & BEVERAGE INDS. AND TEXTILE MILLS LTD. CHANGED FROM SAMIN FOOD & BEVERAGE INDUSTRIES LTD.** on the **22nd** day of **December , 2021**

Name	Address
KAZI ZAHIR KHAN & CO.	281/3 Jafarabad (sankor), Ground Floor, West Dhanmondi Dhaka-1207, Dhaka
AL-HAJ ABDUL KADER FARUK	22/A, Chamlibagh, Dhaka

I **AL-HAJ ABDUL KADER FARUK** do hereby certify that --
a) The above list and Summary truly and correctly states the facts as they stood on the **22nd** day of **December , 2021**
b) The Company has not since the date of its incorporation last Return issued any invitation to the public to subscribe for any shares or debentures of the Company (in case of private company); and
c) The excess of the number of its members beyond fifty shown in the list are the persons who are in the employment for the Company, (in case of private company).

Second SignatorySD/-.....

Name : MRS SHIRIN FARUK
Position : Chairman
Address : 22/A, Chamlibagh, Dhaka
District : Dhaka

Signed bySD/-.....

Name : AL-HAJ ABDUL KADER FARUK
Position : Managing Director
Address : 22/A, Chamlibagh, Dhaka
District : Dhaka





**Form-XV
RETURN OF ALLOTMENT**

THE COMPANIES ACT, 1994
(See Section 151)

of the Company

SAMIN FOOD & BEVERAGE INDS. AND TEXTILE
MILLS LTD. CHANGED FROM SAMIN FOOD &
BEVERAGE INDUSTRIES LTD., Reg No. C-87734

Address:

M.L. Tower (5th floor), 1 no , East Rampura,
D.I.T. Road, Dhaka, Bangladesh , Dhaka

of Allotments of the

ordinary 4,10,28,200 shares 10.00

of the following date/dates*

29/SEP/2021

far pursuant to section 151-KA

ated for filing by

Mr. Abdul Kader Faruk

is allotted payable in cash :-

Number	Nominal Amount	Due and Payable..... called Up per share (including Application) and Allotment	Paid Up (excluding Premiums on Shares and Calls in Advance)	
			Per Share	Total
(1)	(2)	(3)	(4)	(5)
4,10,28,200	41,02,82,000.00	10.00	10.00	41,02,82,000.00

allotted for a consideration other than cash :-

al Amount

Tk.

t to be treated as paid up on each share

Tk.

nsideration for which such shares have been allotted is as follows :-

Tk.

er of shares issued At a Discount (Vide Section 151-KHA) :

al Amount of the shares so issued

Tk.

nt of discount per share

Tk.

p per share

Tk.

rt date or date of the Allotments.

tinguish be given preference, ordinary, or other description shares, specifying
mable Preference Shares. If any in all cases

Name, Address and Description of the Allottees

NAME IN FULL	ADDRESS	Number of Shares Allotted		
		Preference	Ordinary	Other Kinds
Name:Sadman Industries Ltd. Father's Name: eTin:436043327253	Mahona, Bhabanipur, Gazipur Sadar, Gazipur , Gazipur		35,23,000	
Name:Rezwana Rahman Rini Father's Name:Abdul Kader Faruk eTin:851300750680	35/7/A, Pirshaheber Goli, Shantingar, Dhaka , Dhaka		1,00,00,000	
Name:Rajon Industries Ltd.	Kornogop, Rupshi, Rupganj, Narayanganj ,			





9/2021	Father's Name: eTin:864448191807	Dhaka	Business	1,00,00,000	
9/2021	Name: Hosne Ara Begum Father's Name: W/O- Abdul Kader Faruk eTin:632084141810	4 No. Nouratan Colony, 1/B Monoroma Apartment, Shantinagar, Dhaka- 1217 , Dhaka	Business	15,95,200	
9/2021	Name: Fatin Kader Fardin Father's Name: Abdul Kader Faruk eTin:864580584972	House- 56, Road- 01, Block- A, Niketan, Gulshan- 1, Dhaka , Dhaka	Business	1,01,10,000	
9/2021	Name: Rahman & Nesa Hospital and Research Center Ltd. Father's Name: eTin:642607869595	147, Shantinagar, Paltan, Dhaka- 1217 , Dhaka	Business	58,00,000	

Signed by: **Mr. Abdul Kader Faruk**
Position : **Managing Director**



ঢাকা
অফিসিয়াল মুদ্রা
স্বাক্ষর করা হইল।

(Handwritten signature)

(মুহাম্মদ শাহিনুল ইসলাম)
সহকারী রেজিস্ট্রার
রেজিস্ট্রারের পক্ষে
স্বাক্ষর ও মোহর

(Handwritten signature)

Form-XV
RETURN OF ALLOTMENT

THE COMPANIES ACT, 1994
(See Section 151)

Name of the Company
SAMIN FOOD & BEVERAGE INDS. AND
TEXTILE MILLS LTD. CHANGED FROM SAMIN
FOOD & BEVERAGE INDUSTRIES LTD., Reg No.
C-87734

Entity Address:
M.L. Tower (5th floor), 1 no , East Rampura,
D.I.T. Road, Dhaka, Bangladesh , Dhaka

Return of Allotments of the
Made of the following date/dates*
72059394 Bonus Share 10.00
22/DEC/2021

Registrar pursuant to section 151-KA
Presented for filing by
Abdul Kader Faruk

1. **Shares allotted payable in cash :-

Number (1)	Nominal Amount (2)	Due and Payable..... called Up per Share (including Application) and Allotment (3)	Paid Up (excluding Premiums on Shares and Calls in Advance)	
			Per Share (4)	Total (5)
Bonus Share : 7,20,59,394	72,05,93,940.00	10.00	10.00	72,05,93,940.00

2. Shares allotted for a consideration other than cash :-

Number
Nominal Amount
Amount to be treated as paid up on each share
The consideration for which such shares have been allotted is as follows :-
TK.
TK.
TK.

3. **
Number of shares issued At a Discount (Vide Section 151-
KHA)



Nominal Amount of the shares so issued
 Amount of discount per share
 Paid up per share

Tk.
 Tk.
 Tk.

*Insert date or date of the Allotments.
 **Distinguish be given preference, ordinary, or other description shares, specifying redeemable Preference Shares. If any in all cases

Name, Address and Description of the Allottees

DATE OF ALLOTMENT	NAME IN FULL	ADDRESS	DESCRIPTION	Number of Shares Allotted		
				Preference	Ordinary	Other Kinds
22/12/2021	Name: Abdul Mabut Masum Father's Name: Md. Mustafizur Rahman eTin: 415467965839	32/6, East Noyatola, Shantinagar , Dhaka	Business		7,38,360	
22/12/2021	Name: Md. Abdul Quyum Mamun Father's Name: Md. Mustafizur Rahman eTin: 427623933952	237-238, Malibag Bazar, Shantinagar , Dhaka	Business		1,80,000	
22/12/2021	Name: Md. Abdul Quddus Amin Father's Name: Md. Mustafizur Rahman eTin: 145068324415	32/6, East Noyatola, Shantinagar , Dhaka	Business		1,80,000	
22/12/2021	Name: Chong Won ARS Sweater Ltd. Father's Name: eTin: 173899148581	63, North Jatrabari , Dhaka	Business		6,00,000	
22/12/2021	Name: FAR Homes Ltd. Father's Name: eTin: 122534476812	1 East Rampura, DIT Road , Dhaka	Business		8,43,360	
22/12/2021	Name: REZWANA RAHMAN RINI Father's Name: eTin: 851300750680	22/A,Chamilibagh,Shantinagor, Dhaka . , Dhaka	Business		19,44,780	
22/12/2021	Name: Abid Mustafizur Rahman Father's Name: Abdul Kader Faruk eTin: 851477152763	4 No. Nouratan Colony, 1/B Monorama Apartment, Shantinagar , Dhaka	Business		33,68,580	



22/12/2021	Name: Shajadul Mabut Khabir Father's Name: Md. Mustafizur Rahman eTin:	32/6, East Noyatola, Shantinagar , Dhaka	Business	29,04,060	
22/12/2021	Name: Better Life Hospital Ltd. Father's Name: eTin: 712056644398	1 East Rampura, DIT Road , Dhaka	Business	7,80,000	
22/12/2021	Name: M. N. Industries Ltd. Father's Name: eTin: 754443951919	House- 11, Road- 12, Block- F, Niketon, Gulshan-1, Dhaka	Business	7,20,000	
22/12/2021	Name: Fatin Kader Fardin Father's Name: Abdul Kader Faruk eTin: 864580584972	House- 56, Road- 01, Block- A, Niketan, Gulshan- 1 , Dhaka	Business	30,89,340	
22/12/2021	Name: Mrs. Shirin Faruk Father's Name: late- Haris Uddin eTin: 176393386128	22/A Chamelbag, Shantinagar, Dhaka- 1217 , Dhaka	Business	37,20,000	
29/12/2021	Name: Abdul Kader Faruk Father's Name: Md. Mustafizur Rahman eTin: 878719611234	22/A Chamelbag, Shantinagar, Dhaka- 1217 , Dhaka	Business	33,59,820	
22/12/2021	Name: Rezaur Rahman Rajon Father's Name: Abdul Kader Faruk eTin: 851300750680	35/77/A, Pirshabeher Goli, Shantingar, Dhaka , Dhaka	Business	60,61,752	
22/12/2021	Name: Lutfunnesa Begum Father's Name: late. Nazmul Haque eTin: 373244808302	32/6, East Noyatola, Shantinagar, Dhaka- 1217 , Dhaka	Business	58,99,302	
22/12/2021	Name: Rahman & Nesa Hospital and Research Center Ltd. Father's Name: eTin:	147, Shantinagar, Paltan , Dhaka	Business	7,20,000	
22/12/2021	Name: Faiyaz Kader Father's Name: Abdul Kader Faruk eTin: 177548532818	22/A Chamelbag, Shantinagar, Dhaka- 1217 , Dhaka	Business	54,11,400	
22/12/2021	Name: Hosne Ara Begum Father's Name: W/o.	4 No. Nouratan Colony, 1/B Monorama Apartment, Shantinagar , Dhaka	Business	84,00,000	



	Abdul Kader Faruk eTin:63084141810				
22/12/2021	Name: Jahadha Khondoker Father's Name: Khondoker Jafar Sadek eTin:111510480421	House-37, Road-1, Block-A, Banasree, Rampura, Dhaka-1219, Dhaka	Business	3,60,000	
22/12/2021	Name: Nasreen Akter Banu Father's Name: Md. Ziaul Karim eTin:575810326975	35/77/A, Pirshahaber Goli, Shantingar, Dhaka	Business	25,47,240	
22/12/2021	Name: Md. Arife Billah Father's Name: Md. Mustafizur Rahman eTin:270121950213	208 Shahid Syed Nazrul Islam Sarani, Bijoy Nagar, Dhaka	Business	12,00,000	
22/12/2021	Name: Neptune Hospital & Research Center Ltd. Father's Name: eTin:	63, North Jatrabari, Dhaka	Business	7,20,000	
22/12/2021	Name: Rajon Industries Ltd. Father's Name: eTin:864448191807	Kornogop, Rupshi, Rupgani, Narayanganj	Business	98,43,960	
22/12/2021	Name: Hasina Begum Father's Name: Md. Mustafizur Rahman eTin:246484635021	32/6, East Noyatola, Shantinagar, Comilla	Business	54,26,940	
22/12/2021	Name: M.L. Steel Mills Ltd. Father's Name: eTin:537243789512	1 East Rampura, DIT Road, Cox's Bazar	Business	6,00,000	
22/12/2021	Name: Md. Masud Hossain Rana Father's Name: Md. Delwar Hossain Molla eTin:632719642503	Hena Monjil, Muslim Graveyard Road, Kotoali, Barisal	Business	24,40,500	

Signed by: **Abdul Kader Faruk**
Position : **Managing Director**

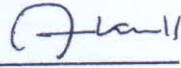
SAMIN FOOD & BEVERAGE INDS. AND TEXTILE MILLS LTD.
STATEMENT OF FINANCIAL POSITION

AS AT JUNE 30, 2021

Particulars	Notes	Amount in Taka	
		30-06-2021	30-06-2020
ASSETS			
Non Current Assets			
Property, Plant & Equipment	4	2,825,673,763	2,998,979,538
Total Non-Current Assets		2,825,673,763	2,998,979,538
Current Assets			
Inventories	5	337,716,723	213,628,997
Trade Receivables	6	1,357,767,718	958,718,541
Advance, Deposits and Prepayments	7	41,042,169	19,691,661
Investments	8	355,119,245	239,500,000
Cash and Cash equivalents	9	65,676,375	211,279,740
Total Current Assets		2,157,322,230	1,642,818,939
Total Assets		4,982,995,993	4,641,798,477
EQUITY AND LIABILITIES			
Capital and Reserves			
Share Capital	10	1,200,989,900	1,200,789,900
Retained Earnings	11	979,705,816	461,941,278
		2,180,695,716	1,662,731,178
Non Current Liabilities			
Long Term Borrowings	12	1,111,999,550	1,334,876,877
Deferred Tax	13	103,651,293	52,273,506
		1,215,650,843	1,387,150,383
Current Liabilities			
Trade Payables	14	583,641,017	690,483,912
Short Term Borrowings	15	892,310,605	827,724,864
Income Tax Payable	16	70,849,053	30,065,513
Creditor & Accrues	17	39,848,759	43,642,627
Total Current Liabilities		1,586,649,434	1,591,916,916
Total Equity and Liabilities		4,982,995,993	4,641,798,477
Net Asset Value per share	25	18.16	13.85

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

Mrs. Shirin Faruk
Chairman


Managing Director


Chief Financial Officer

Signed as per our annexed report on even date.

Place : Dhaka
Dated : December 06, 2021



Kazi Zahir Khan & Co.
Chartered Accountants



Schedule-II

Schedule - X

(See Section 36)
 ANNUAL SUMMARY OF SHARE CAPITAL AND LIST OF SHAREHOLDERS
 DIRECTORS AS REQUIRED BY PART I OF THE ORDINANCE

Summary of share capital and share of **R.N. Spinning Mills Ltd.**, Reg No. C-54808, Reg Date: 04-NOV-04, Entity Address: M. L. TOWER, 1 EAST RAMPURA, D. I. T. ROAD, DHAKA 1000, Dhaka made up to the **21st day of December 2021**
 (being the day of the first general meeting in)

Nominal share capital Tk. 500,00,00,000.00 divided into 50,00,00,000 shares of Tk. 10.00 each.

1.	Total number of shares taken up to the 21st day of December, 2021 which (number must agree with total shown in the list as held by existing members).	39,25,44,834
2.	Number of shares issued subject to payment wholly in cash	39,25,44,834
3.	Number of shares issued as fully paid-up otherwise than in cash.....	
4.	(a) Number of shares issued as partly paid-up to the extent of per Share otherwise than in cash	
	(b) Extent payment to be made per share otherwise than in cash	
5,6,7	There has been called up on each of shares 10.00 of Class Ordinary Share	
8.	Total amount received on calls	392,54,48,340.00
9.	(a) Total amount received along with application for Shares	
	(b) Numbers of Shares allotted on application	
10.	Total amount; if any, agreed to be considered as paid on Shares which have been issued a fully paid up otherwise than in cash	
11.	Total amount, if any, agreed to be considered as paid on Shares which have been issued as partly paid up to the extent of per share.....	
12.	Total amount of calls unpaid	
13.	Total amount if any, of sums paid or allowed in respected of shares or debentures since date of last summary	
	(a) as commission	
	(b) as discount	
14.	(a) Total number of shares forfeited if any	
	(b) Total money paid thereon	
15.	Total amount of shares and stock for which share-warrants are outstanding	
16.	Total amount of share-warrants issued and surrendered respectively since date of last summary.....	
17.	Number of Shares or amount of stock comprised in each share-warrant	
18.	Total amount of debt due from the Company in respect of all mortgages and shares which are required to be registered with the Registrar under the Companies Act, 1994	



Notes :

- (a) When there are shares of different kinds or amounts (e.g. preference and ordinary of Tk. 200 or Tk. 100) state the numbers and nominal value separately.
 (b) Where various amounts have been called there are shares of different kinds, state separately.
 (b) Where various amounts have been received or forfeited, as well as on existing shares. State the agree gate number of share forfeiture

19. List of persons shares in on **R.N. Spinning Mills Ltd. the 21st day of December, 2021** and of persons who have held shares therein at any time since the date of the Last Return. showing their names and addresses and an account of the shares so held.

Sl.	Folio in Register Ledger containing Particulars	Name	Father's/Husband's Name	Address and Nationality	Occupation/Caste	Number of Shares held by Existing Members at the Date of Return.	ACCOUNTS OF SHARES				Remarks	
							Particulars of Shares Transferred since the Date of Last Return by Persons who are Still Members	Number	Date of Registration of Transfer	Particulars of Shares Transferred since the Date of Last return by Persons who have Ceased to be Members.		Number
1		AL HAJ MUSTAFIZUR RAHMAN	Late Abdur Kadir	32/6, East Nayatola, Santinagor, Poltone, Dhaka, Bangladesh	Business	31937						
2		ABDUL KADER FARUK	Al-haj Mustafizur Rahman	House-22/A, Chamlibagh, P.O-Shantinagor, Dhaka, Bangladesh	Business	7854256						
3		ABDUL QUAYUM MAMUN	Alhaj Mustafizur Rahman	House-237-238, Balibagh Bazar, P.O-Shantinagor, Motijheel, Dhaka, Bangladesh	Business	987135						
4		MRS. SHIRIN FARUK	W/O. Abdul Kader Faruk	House-22/A, Chamlibagh, P.O-Shantinagor, Dhaka, Bangladesh	Business	58227840						
5		M.L. Dyeing Limited		M.L. Tower (5th Floor) 1 East Rampura, DIT-Road, Dhaka, Bangladesh	Business	34589966						
6		General		N/A Bangladesh	Business	3272700700						

7	F & S Industries Limited	Village: Mir Kutir Chao, Post Office: Mura Para, Thana: Rugganj, Narayanganj, Bangladeshi	Business	16073000					
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20. Names and Addresses of the persons who are the Directors of the **R.N. Spinning Mills Ltd.** on the **21st** day of **December , 2021**

Name	Address
ABDUL KADER FARUK	House-22/A, Chamlibagh, P.O-Shantinagor, Dhaka
MRS. SHIRIN FARUK	House-22/A, Chamlibagh, P.O-Shantinagor, Dhaka
Md. Abul Kashem	House- Kerani Bari, Vill- Dighal Gao, P.O- Cumilla Cantonment, P.S- Cumilla Sadar, Comilla, Comilla
Mr. Omar Faruque	House-70/1, Joginagar Road, Sutrapur, Wari, Dhaka
Md. Humayun Kabir (Director Marketing Of M.L. Dyeing Ltd.) Representative of M.L. Dyeing Ltd.	House-35, Road-03, Banasree, Rampura, Dhaka
Md. Obaydul Huq (Representative of-F & S Industries Limited)	Village: Mir Kutir Chao, Post Office: Mura Para, Thana: Rugganj, Narayanganj

21. Names and Addresses of the persons who are the Managing Director, Managing Agents or Managers and Auditors of the **R.N. Spinning Mills Ltd.** on the **21st** day of **December , 2021**

Name	Address
Md. Abul Kashem	House- Kerani Bari, Vill- Dighal Gao, P.O- Cumilla Cantonment, P.S- Cumilla Sadar, Comilla, Comilla
KAZI ZAHIR KHAN & CO.	Shamsunnahar Complex, (8th Floor), Flat-9B, 31/C/1, Topkhana Road Segunbagicha, Dhaka-1000, Dhaka

I **Md. Abul Kashem** do hereby certify that --
a) The above list and Summary truly and correctly states the facts as they stood on the **21st** day of **December , 2021**
b) The Company has not since the date of its incorporation last Return issued any invitation to the public to subscribe for any shares or debentures of the Company (in case of private company); and
c) The excess of the number of its members beyond fifty shown in the list are the persons who are in the employment for the Company, (in case of private company).

Second SignatorySD/-.....

Name : ABDUL KADER FARUK
Position : Director

Address : House-22/A, Chamlibagh, P.O-Shantinagor
District : Dhaka

Signed bySD/-.....

Name : Md. Abul Kashem
Position : Managing Director

Address : House- Kerani Bari, Vill- Dighal Gao, P.O- Cumilla Cantonment, P.S- Cumilla Sadar
District : Dhaka

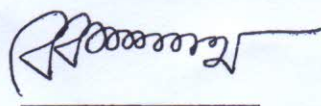


R. N. SPINNING MILLS LIMITED
Statement of Financial Position
As at 30 June 2021

Particulars	Notes	Amount in Taka	
		30 June 2021	30 June 2020
ASSETS			
Non-Current Assets		360,128,911	376,178,267
Property, Plant & Equipment	3.00	336,246,983	352,296,339
Security Deposits	4.00	23,881,928	23,881,928
Current Assets		90,815,488	168,204,603
Inventories	5.00	-	42,442,741
Bills Receivables	6.00	14,854,280	93,407,811
Advances, Deposits and Prepayments	7.00	12,112,909	25,770,473
Cash and Cash Equivalents	8.00	62,098,299	4,833,579
STD Account (IPO)	9.00	1,750,000	1,750,000
Total Assets		450,944,399	544,382,871
SHAREHOLDERS' EQUITY AND LIABILITIES			
Capital and Reserves		58,376,495	128,242,391
Ordinary Shares	10.00	3,925,448,340	3,925,448,340
Share Premium	11.00	599,780,490	599,780,490
Retained Earnings	12.00	(4,466,852,335)	(4,396,986,439)
Non-Current Liabilities		50,670,890	59,994,050
Lease Liability	13.00	45,331,883	47,048,492
Deferred Tax	14.00	5,339,006	12,945,557
Current Liabilities		341,897,014	356,146,430
Creditors and Accrued	15.00	20,392,183	19,974,030
Bills Payables	16.00	-	-
Short Term Loan	17.00	309,061,931	314,949,907
Income Tax Payable	18.00	10,692,900	19,472,493
Refundable Deposit (IPO)	19.00	1,750,000	1,750,000
Total Shareholders' Equity & Liabilities		450,944,399	544,382,871
Net Asset Value (NAV) Per Share	20.00	0.15	0.33

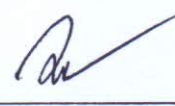
The annexed notes form an integral part of these financial statements


Chairman


Managing Director


Director

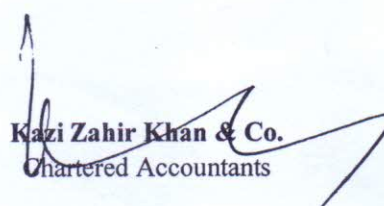

Company Secretary


Chief Financial Officer

Signed as per our annexed report on even date.

Dated: October 31, 2021
Place: Dhaka




Kazi Zahir Khan & Co.
Chartered Accountants