



ANNUAL REPORT 2025



Indo-Bangla Pharmaceuticals PLC.



OUR MISSION

"TO PROVIDE INNOVATIVE AND QUALITY MEDICINES TO IMPROVE THE HUMAN BEINGS IN ARENA OF HEALTH IN NEED FOR BEST TREATMENTS"

"BE ON THE FOREFRONT OF CHANGING HEALTHCARE ENVIRONMENT TURNING INNOVATIVE SCIENCE TOWARDS ESTEEMED NEW TREATMENT REFERENCES"



OUR VISION



Certificate of Registration

ISO 9001:2015

This is to Certify that
Quality Management System of

INDO-BANGLA PHARMACEUTICALS LIMITED

COLLEGE ROAD, BARISAL-8200, BANGLADESH

has been assessed and found to conform to the requirements of
ISO 9001:2015
for the following scope :

MANUFACTURING, MARKETING AND SALES OF PHARMACEUTICAL PRODUCTS
(TABLETS, DRY POWDER, SYRUP, CAPSULE ETC.)

Certificate No	: 24EQMK28		
Initial Registration Date	: 16/02/2024	Issuance Date	: 16/02/2024
Date of Expiry	: 15/02/2027		
1st Surv. Due	: 16/01/2025	2nd Surv. Due	: 16/01/2026



Director



(Scan to Verify)

Certificate Verification: The Certification Validity can be checked at www.aqcworld.com at Clients Directory.
Certificate is the property of Assurance Quality Certification LLC (AQC) located at Sharjah Media City, SHAMS, Sharjah, UAE.
Email: info@aqcworld.com and shall be returned immediately when demanded.
*Validity of the Certificate is subject to successful completion of surveillance audit on or before of due date.



দি বরিশাল চেম্বার অব কমার্স এন্ড ইন্ডাস্ট্রি

গণপ্রজাতন্ত্রী বাংলাদেশ সরকারের বাণিজ্য মন্ত্রণালয়ের স্বীকৃতিপ্রাপ্ত
(১৯৬১ সনের ট্রেড অরগানাইজেশন অধ্যাদেশ অনুযায়ী)
স্ব-রোড (নাঞ্জিরের পুল), বরিশাল।

সদস্যপদ প্রত্যয়ন পত্র

1061

ক্রমিক নং-

এতদ্বারা প্রত্যয়ন করা যাইতেছে যে, মেসার্স ইন্ডো-স্বাং না ফার্মাকিউটিকালস্ লিমিঃ

ফার্মেসি রোড বরিশাল,

(মালিক/নির্বাহী অংশীদার/পরিচালক প্রতিনিধি/নির্বাহী পরিচালক জনাব এ.এফ.এ.এ. আনোয়ারুল হক সানিয়ার
একটি প্রকৃত ব্যবসায়ী প্রতিষ্ঠান এবং অত্র চেম্বারের সদস্য। প্রতিষ্ঠানটি অতি সুনামের সহিত ক্রমিক
নং

ব্যবসায় নিয়োজিত আছে। উক্ত প্রতিষ্ঠানের সদস্যপদ সংখ্যা ১০০

এবং উহার রঙানী/আমদানী/ইনভেন্টিং

নিবন্ধন সংখ্যা

১৫০

প্রতিষ্ঠানটির সদস্যপদ ৩০শে জুন, ২০২৫-২৬ পর্যন্ত বলবৎ থাকিবে।



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TABLE OF CONTENTS

05	Letter of Transmittal
06	Notice of the 11 th Annual General Meeting
09	Company Profile & Corporate Information
11	The Board of Directors
16	Management Apparatus
17	Chairman's Statement
18	Message from the Managing Director's
20	Corporate Governance
26	Products Portfolio & Manufacturing Capabilities
30	Corporate Social Responsibilities
31	Corporate Operational Results
32	Directors' Report to the Shareholders
46	Management's Discussion & analysis
51	Dividend Distribution Policy
55	Unclaimed/Unsettled Dividend
56	Statement of Directors' on Financial Reports
57	Directors' Appointment/ Re-Appointment
59	Shareholding Pattern
60	Report on the Activities of the Audit Committee
62	Report on the Activities of the NRC
65	Managing Director & CFO's Declaration
66	Certificate on Compliance of Corporate Governance Guidelines
67	Corporate Governance Compliance Report
81	Independent Auditors' Report
85	Statement of Financial Position
86	Statement of Profit or Loss and Other Comprehensive Income
87	Statement of Changes in Equity
88	Statement of Cash Flows
89	Notes to the Financial Statements
108	Proxy Form & Attendance Slip

LETTER OF TRANSMITTAL

All Shareholders
Bangladesh Securities and Exchange Commission
Dhaka Stock Exchange PLC
Chittagong Stock Exchange PLC
Registrar of Joint Stock Companies & Firm

ANNUAL REPORT FOR THE YEAR ENDED JUNE 30, 2025

Dear Sir/Madam (s)

We are pleased to enclose a copy of the Annual Report containing Directors' Report, Auditors' Report along with Audited Financial Statements including Statement of Financial Position as at June 30, 2025, Statement of Profit or Loss and Other Comprehensive Income, Changes in Equity and Cash Flows for the Year ended June 30, 2025 along with notes thereon.

We in our endeavor have tried our best to make fair disclosures on our financial & non-financial matter as part of our integrated reporting for your kind perusal and record.

Thanking you.

Very truly yours:



Md. Mohi Uddin
Company Secretary
Dated: 08th December, 2025.



INDO-BANGLA PHARMACEUTICALS PLC.

729, College Road, Barisal Sadar, Barisal-8200.

Notice of the 11th Annual General Meeting

Notice is hereby given that the 11th Annual General Meeting of the Members of Indo-Bangla Pharmaceuticals PLC., will be held on Tuesday the 30th December, 2025 at 11:00 a.m. under Hybrid System i.e. online video conferencing (<https://ibp2025.hybridagmbd.net>) as well as physical presence of honorable Shareholders of the Company at Barishal Club Limited, Club Road, Barishal-8200 to transact the following business:

- Agenda-1:** To receive, consider and adopt the Audited Financial Statements for the year ended 30th June, 2025 together with the report of the Directors' and the Auditors' thereon.
- Agenda-2:** To declare dividend for the year ended 30th June, 2025.
- Agenda-3:** To elect/re-elect Directors in terms of the relevant provisions of Articles of Association.
- Agenda-4:** To confirm the appointment of the Independent Directors.
- Agenda-5:** To appoint Statutory Auditors for the year 2025-2026 and fix the remuneration.
- Agenda-6:** To appoint Compliance Auditors for the year 2025-2026 and fix the remuneration.

By order of the Board

(Md. Mohi Uddin)
Company Secretary.

08 December, 2025

Notes:

1. The Record Date of the Company was **Sunday, 07 December 2025.**
2. The Annual General Meeting will be conducted under Hybrid System. Members/Shareholders can join with following link at <https://ibp2025.hybridagmbd.net>
3. The members are able to submit their question(s)/comment(s) and vote electronically 24 hours before commencement of the AGM and during the AGM.
4. The proxy form must be affixed with requisite revenue stamp and be deposited at the Registered Office of the Company not less than 48 hours before the time fixed for the meeting.
5. The Annual Report is available in the Company's website at www.indo-banglapharma.com

Annual General Meeting 2024

ইন্দো-বাংলা ফার্মাসিউটিক্যালস লিমিটেড



১০তম বার্ষিক সাধারণ সভা

হাইব্রিড প্ল্যাটফর্ম

তারিখ: বৃহস্পতিবার ২৬ ডিসেম্বর, ২০২৪ খ্রি.

সময়: সকাল ১১:০০ ঘটিকা







INDO-BANGLA PHARMACEUTICALS PLC

Indo-Bangla Pharmaceuticals PLC. is a prominent and trusted name in Bangladesh’s pharmaceutical industry. Founded in 1954 by Ramlal Vattracharjjo in the heart of Barisal, the company began as Indo-Pak Pharmaceutical Works (IPW) with a vision to meet the basic healthcare needs of the people of the East Pakistan.

Following Bangladesh’s independence, the government took control of the company and re-registered it under the name Indo-Bangla Pharmaceutical Works under the Privatization Act. In 1982, the company was privatized and acquired through auction by respected Barisal-based entrepreneurs Late Alhaj Shamsuddin Talukder and Late Alhaj Azizul Haque. Under their leadership, the company resumed commercial operations, producing high-quality medicines at affordable prices with the mission to make healthcare accessible to the common people of Bangladesh and eventually, global markets.

On June 18, 2014, the company was incorporated as a Private Limited Company under the Companies Act 1994 (Reg. No. C-116665/14), and later, on October 21, 2014, it became a Public Limited Company. In 2018, it was officially listed on both the Dhaka and Chittagong Stock Exchanges.

Today, Indo-Bangla Pharmaceuticals PLC. is a GMP (Good Manufacturing Practice) -compliant company operating under the guidelines of the World Health Organization (WHO) and certified by the Directorate General of Drug Administration (DGDA), Bangladesh. This certification ensures that all manufacturing processes strictly follow international standards for quality, safety, and efficacy.

Indo-Bangla Pharmaceuticals PLC. is also an ISO 9001:2015 certified company, driven by core values of Quality, Knowledge, and Responsibility. Indo-Bangla Pharmaceuticals PLC. commitment to ethical practices, customer well-being, and continuous innovation underpins its mission: to ensure better health, heartiness, and happiness for people—locally and globally. Indo-Bangla Pharmaceuticals PLC. operate on the pillars of Quality, Knowledge, and Responsibility, and uphold the highest ethical standards across all operations. With a legacy of trust and a mission to improve health and well-being, Indo-Bangla Pharmaceuticals PLC. continues to grow—driven by innovation, integrity, and a deep commitment to serve humanity.



CORPORATE INFORMATION

<ul style="list-style-type: none"> • Registered name of the company Indo-Bangla Pharmaceuticals PLC. 	<ul style="list-style-type: none"> • Import Identification Number 260 306120000319
<ul style="list-style-type: none"> • Company Logo  	<ul style="list-style-type: none"> • Export Identification Number 260306210000519
<ul style="list-style-type: none"> • Year of Establishment 1954 as Indo-Pak Pharmaceutical Works. 	<ul style="list-style-type: none"> • Authorized Capital BDT 1500 million
<ul style="list-style-type: none"> • Legal Form A Private Limited Company incorporated in Bangladesh on June 18, 2014 under The Companies Act, 1994 (Reg. no. C-116665/14) and converted into Public Limited Company on October 21, 2014. The company was listed with Dhaka and Chittagong Stock Exchanges on October 2018. 	<ul style="list-style-type: none"> • Paid-up Capital BDT 1162 million
<ul style="list-style-type: none"> • Converted Public Limited Company 21-Oct-14 	<ul style="list-style-type: none"> • Nature of Business The Company is engaged in manufacturing and selling of all kinds of medicine (excluding Antibiotic), medical preparations drugs & chemicals (Human Health). The Company applied for permission for production and selling of veterinary medicine also.
<ul style="list-style-type: none"> • Registered Office 729, College Road, Barishal Sadar, Barishal-8200. 	<ul style="list-style-type: none"> • Statutory Auditor M/s. Shafiq Basak & Co. Chartered Accountants
<ul style="list-style-type: none"> • Corporate Office Plot No. # 183 (7th Floor), Block # B, Ahmed Akbar Sobhan Road, Bashundhara R/A, Baridhara, Dhaka-1229. 	<ul style="list-style-type: none"> • Compliance Auditor M/S. Mohammadullah & Associates, Chartered Secretaries and Management Consultant
<ul style="list-style-type: none"> • Factory Address 729, College Road, Barishal Sadar, Barishal-8200. 	<ul style="list-style-type: none"> • Listing Dhaka Stock Exchange PLC. Chittagong Stock Exchange PLC.
<ul style="list-style-type: none"> • Tax Identification Number 681332543219 	<ul style="list-style-type: none"> • Membership Bangladesh Association of Pharmaceutical Industries (BAPI). Bangladesh Association of Publicly Listed Companies (BAPLC). Barisal Chamber of Commerce and Industry (BCCI).
<ul style="list-style-type: none"> • VAT Registration Number 000204424-0804 	<ul style="list-style-type: none"> • For the Financial Year 2023-2024 0.10% Cash Dividend
<ul style="list-style-type: none"> • Website Address www.indo-banglapharma.com 	<ul style="list-style-type: none"> • Record Date for 10th AGM 03 December, 2024
<ul style="list-style-type: none"> • E-mail Address info@indo-banglapharma.com, 	<ul style="list-style-type: none"> • 10th Annual General Meeting 26 December, 2024
<ul style="list-style-type: none"> • Phone 09678777995, 0431-61028, 0431-2174977 	



BOARD OF DIRECTORS



Mrs. Aysha Siddika
Chairman

Mrs. Aysha Siddika is a founding sponsor of Indo-Bangla Pharmaceuticals PLC and has been instrumental in its establishment and growth. She served as the first Chairman of the Company, laying the foundation for its strategic vision and corporate governance framework.

She resigned from the Board on 28 July 2016 and was reappointed as Director on 16 August 2020, serving until 28 October 2021. On 3 December 2024, Mrs. Siddika was appointed as Director and assumed the role of Chairman, guiding the Company with her strategic insight and visionary leadership.

Mrs. Siddika holds a Master's degree and possesses extensive experience in the pharmaceutical sector, bringing a deep understanding of industry dynamics, regulatory compliance, and business strategy.

As Chairman, she focuses on strengthening governance, promoting ethical practices, and driving sustainable growth, while fostering transparency, accountability, and long-term value for all stakeholders. Her leadership continues to inspire the Board and management team to uphold excellence and innovation across all aspects of the Company's operations.

Mrs. Aziza Yeasmin has been serving as a Director of Indo-Bangla Pharmaceuticals PLC. since 2014. She is the daughter of Late Alhaj Azizul Huq, one of the pioneering entrepreneurs who acquired and revitalized Indo-Bangla Pharmaceuticals Works following its privatization in 1982. Her family legacy and extensive industry knowledge have been instrumental in guiding the Company's strategic direction.

Mrs. Yeasmin holds a Bachelor's degree from the National University and has accumulated over 17 years of professional experience in the pharmaceutical sector, covering business strategy, operations, regulatory compliance, and corporate governance. She has played a key role in shaping the Company's policies, enhancing operational efficiency, and ensuring adherence to WHO-GMP standards and other regulatory requirements.

Throughout her tenure, she has contributed to strengthening corporate governance, supporting sustainable growth initiatives, and promoting ethical and transparent business practices. Her leadership aligns with the Company's core values of Quality, Knowledge, and Responsibility, and her vision continues to support Indo-Bangla Pharmaceuticals PLC's mission of delivering better health, heartiness, and happiness to people—locally and globally.

Mrs. Aziza Yeasmin does not hold membership in any sub-committee of the Board of Directors of Indo-Bangla Pharmaceuticals PLC.



Mrs. Aziza Yeasmin
Director

BOARD OF DIRECTORS



Mr. A.F.M. Anowarul Huq.
Managing Director

Mr. A.F.M. Anowarul Huq has been a Director of Indo-Bangla Pharmaceuticals PLC. since 2014 and was first appointed as Managing Director in the same year. In recognition of his dynamic and result-driven leadership, he was reappointed as Managing Director in 2019 & 2024. He is the son of the late Azizul Huq, the esteemed founder of Indo-Bangla Pharmaceuticals Works, and has played a vital role in upholding and advancing his father's legacy.

A visionary entrepreneur, Mr. Huq brings over 27 years of diversified business experience spanning the pharmaceutical, shipping, apparel, and other family business sectors. His in-depth understanding of market dynamics, including supplier networks and consumer behavior, has significantly contributed to the company's growth and competitive positioning. He is instrumental in driving the company's strategic planning, and also leads the Marketing and Procurement divisions, focusing on modernization, branding, and innovation.

Known for his people-centric leadership approach, Mr. Huq emphasizes integrity, teamwork, and talent development to foster a high-performance culture.

Under his stewardship, Indo-Bangla Pharmaceuticals PLC. has evolved into a resilient, growth-oriented, and forward-looking organization with a focus on quality, sustainability, and operational excellence.

Beyond his corporate responsibilities, Mr. Huq has held numerous distinguished positions, including:

Former President, Rotary Club of Barisal Midtown

Former President, Apex Club of Barisal

Former Chairman, Employers Committee, UCEP Barisal

Former Director, Barisal Chamber of Commerce & Industry (BCCI)

Former Director, Federation of Bangladesh Chambers of Commerce & Industry (FBCCI)

He is currently associated with several professional and social organizations, including:

Member, Ghatail Golf Club (GGC)

Member, Bangladesh Association of Publicly Listed Companies (BAPLC)

Member, Bangladesh Association of Pharmaceuticals Industries (BAPI)

Member, Barisal Chamber of Commerce & Industry (BCCI)

Lifetime Member, Barisal Club Ltd.

Lifetime Member, Diabetic Association, Barisal

Mr. Huq continues to provide visionary leadership, driving innovation and strategic transformation across the organization.

BOARD OF DIRECTORS



Mr. Md. Shariqul Anam
Director

Mr. Md. Shariqul Anam appointed to the Board in the year 2024, Nominated by Investment Corporation of Bangladesh (ICB).

Mr. Md. Shariqul Anam is the Member of the Audit Committee and the Nomination and Remuneration Committee of Indo-Bangla Pharmaceuticals PLC. He is also directors of Aramit Ltd and BD Thai Aluminum Ltd.

Mr. Md. Shariqul Anam is currently serving as the Deputy General Manager at the Trustee Division and SPV Unit at the Investment Corporation of Bangladesh (ICB). He has been in this position since January 2, 2023, bringing over 29 years of experience in the financial sector, reflecting his unwavering dedication to professional excellence. Mr. Anam was born in July 20, 1971, in Dhaka, Bangladesh, Mr. Anam is the son of A.T.M. Khairul Anam and Begum Sultana Anam.

Mr. Anam began his academic journey at Ideal High School in Motijheel, Dhaka, where he completed his SSC in 1986 with a first division. He continued at Dhaka City College, achieving his HSC in 1988, also with a first division.

He earned his B.Com (Honors) in Finance and Banking and M.Com in Finance from the University of Dhaka in 1992 and 1993, respectively. In 2018, he furthered his education by obtaining a Postgraduate Diploma in Capital Market (PGDCM) from the Bangladesh Institute of Capital Market.

Throughout his extensive career, Mr. Anam has held several key positions within the Investment Corporation of Bangladesh. Before his current role, he served as Deputy General Manager in various divisions, including Planning and Research, Secretaries, and Business Development. His career with ICB began on November 1, 1995, and over the years, he has consistently demonstrated leadership and expertise in financial management. He was promoted to Deputy General Manager on June 11, 2020.

Mr. Anam has also participated in various training sessions, workshops, and seminars, both domestically and internationally, on topics such as Corporate Governance, Financial Statement Analysis, and Total Quality Management. These experiences have significantly contributed to his deep understanding of the financial sector.

Mr. Md. Shariqul Anam's professional journey at the Investment Corporation of Bangladesh exemplifies his commitment, skill, and profound expertise in the financial industry, making him an invaluable asset to the organization.

BOARD OF DIRECTORS



Mrs. Hafiza Yeasmin
Director

Mrs. Hafiza Yeasmin is a Sponsor Director of Indo-Bangla Pharmaceuticals PLC. playing a pivotal role in the Company's formation and strategic growth since its incorporation in 2014. She is the daughter of the late Azizul Huq, the distinguished Founder of Indo-Bangla Pharmaceuticals Works, which was later converted into a Private Limited Company under the Companies Act, 1994 on 21 October 2014, and subsequently became a Publicly Listed Company in 2018.

Mrs. Yeasmin served as the Chairman of the Board from 28 October 2021 to 28 October 2023, during which she provided visionary leadership and guided the Company toward enhanced governance, compliance, and sustainable progress.

With over 20 years of business experience in the pharmaceutical sector, Mrs. Yeasmin contributes significantly to policy formulation and strategic oversight.



Mr. A.K.M. Haruner Rashid
Independent Director

Mr. A.K.M. Haruner Rashid, FCS is a seasoned professional in governance, regulatory affairs, and corporate advisory. Appointed as an Independent Director of Indo-Bangla Pharmaceuticals PLC. in 2023, he plays a key role in strengthening board oversight and ensuring sound corporate governance practices. He also serves as the Chairman of the Audit Committee and the NRC of the Company.

He is the CEO & Lead Consultant of Haruner Rashid & Associates, a well-regarded consultancy firm specializing in governance, compliance, and management advisory. He also holds independent directorships at JAGO Corporation Ltd.

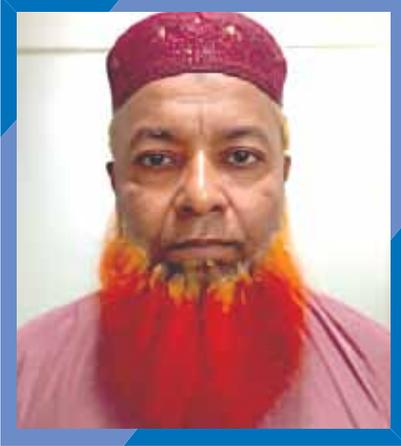
Born on January 16, 1957, Mr. Rashid holds B.Com (Hons.), M.Com (Accounting), M.Com (Management), and LL.B degrees. He is a Fellow Member (FCS) of the Institute of Chartered Secretaries of Bangladesh (ICSB).

With more than 36 years of diverse professional experience, he has served in significant regulatory roles, including as the Registrar, Secretary, and Controller of Examinations of the Bangladesh Board of Unani and Ayurvedic Systems of Medicine (1998–2019). His contributions in policy implementation, institutional development, and academic administration are widely recognized.

Mr. Rashid has participated in numerous international conferences, seminars, and training programs, gaining broad exposure to global governance and management practices. He is also the Honorary Adviser to Pragyan International University, India, and is actively engaged in social initiatives related to education and community welfare.

He has received several national and international awards for his contributions to governance, education, and social development. His experience, leadership, and commitment to ethical practices continue to add significant value to Indo-Bangla Pharmaceuticals PLC.

BOARD OF DIRECTORS



Mr. Md. Nazrul Islam, FCS
Independent Director

Mr. Md. Nazrul Islam, FCS, is a distinguished corporate professional with over 30 years of extensive experience in accounting, finance, audit, taxation, and corporate governance. He holds an M.Com in Accounting, an LL.B, and is a Fellow Member of the Institute of Chartered Secretaries of Bangladesh (ICSB). He is also a qualified Income Tax Practitioner (ITP) and VAT Consultant and has completed the Knowledge Level and part of the Application Level of Chartered Accountancy.

Mr. Islam currently serves as General Manager (Accounts, Finance, Audit and Corporate Affairs) at Opex & Sinha Textile Group, one of Bangladesh's largest industrial conglomerates, overseeing financial strategy, internal control, audit compliance, risk management, budgeting, project feasibility studies, and corporate governance across diversified business units.

Earlier, he held pivotal positions at Marie Stopes Bangladesh and Proshika

Manobik Unnayan Kendra, leading internal audits, financial reporting, and compliance systems, ensuring operational transparency and efficiency. He has also provided consultancy and training in financial management, audit, and corporate compliance to partner organizations and NGOs.

As an Independent Director of Indo-Bangla Pharmaceuticals PLC, Mr. Islam brings strategic insight, ethical leadership, and deep governance expertise, strengthening the Company's compliance framework, risk oversight, and long-term sustainable growth. He does not hold any shares in the Company. He also serves as the Member of the Audit Committee of the Company.



Mrs. Israt Jahan Rimi, FCS
Independent Director

Mrs. Israt Jahan Rimi, FCS, is a highly accomplished professional with strong expertise in corporate governance, human resources, and administrative leadership. She is a Fellow Member of the Institute of Chartered Secretaries of Bangladesh (ICSB) and a General Member of the Bangladesh Society for Human Resource Management (BSHRM).

She holds both an MBA in Marketing and a BBA in Finance and Management Information Systems from IBAIS University, Bangladesh, and a First-Class Diploma in Human Resource Management from the Institute of Personnel Management (IPM).

Mrs. Rimi began her career with Singapore Airlines Cargo and later served for nearly two decades at Expeditors (Bangladesh) Limited, a global logistics organization, where she held senior roles in HR and administration before resigning to expand her professional engagements.

Currently, she serves as an Independent Director of Sonargaon Textiles Limited alongside Indo-Bangla Pharmaceuticals PLC, contributing her governance insight, leadership acumen, and commitment to ethical business practices. She also serves as the Member of the Nomination and Remuneration Committee (NRC) of the Company.

She has attended international HR conferences in Singapore, Hong Kong, and Bangladesh and is an active member of Bishwo Shahitto Kendro and a donor of Quantum Foundation. Her interests include reading, traveling, and networking. She does not hold any shares in the Company.

Stronger Together

BOARD OF DIRECTORS

1. Mrs. Aysha Siddika -Chairman
2. Mr. A.F.M. Anowarul Huq -Managing Director
3. Mrs. Aziza Yeasmin -Director
4. Mrs. Hafiza Yeasmin -Director
5. Mr. Md. Shariqul Anam -Director
6. Mr. A K M Haruner Rashid, FCS -Independent Director
7. Mr. Md. Nazrul Islam, FCS -Independent Director
8. Mrs. Israt Jahan Rimi, FCS -Independent Director

AUDIT COMMITTEE

1. Mr. A K M Haruner Rashid, FCS (independent Director) -Chairman
2. Mr. Md. Shariqul Anam Director -Member
3. Mr. Md. Nazrul Islam, FCS Independent Director -Member
4. Mr. Md. Mohi Uddin Company Secretary -Secretary

NOMINATION AND REMUNERATION COMMITTEE

1. Mr. A K M Haruner Rashid, FCS (independent Director) -Chairman
2. Mr. Md. Shariqul Anam Director -Member
3. Mr. Israt Jahan Rimi, FCS Independent Director -Member
4. Mr. Md. Mohi Uddin Company Secretary -Secretary

COMPANY SECRETARY, CFO & HIAC

1. Mr. Syed Md. Nazmus Shakib -Chief Financial Officer
2. Mr. Md. Mohi Uddin -Company Secretary
3. Mr. Md. Abubakar Siddique -Head of Internal Audit & Compliance

MANAGEMENT TEAM

1. Mr. A.F.M. Anowarul Huq -Managing Director
2. Mr. Md. Abdullah Al Mamun -Plant Manager
3. Mr. Md. Al-Amin Hawlader -Head of Production
4. Mr. Md. Mizanur Rahman -Factory-in Charge
5. Mr. Md. Wahidul Islam -Head of Marketing
6. Mr. Pijush Lal Guha -Head of Quality Assurance

STATUTORY AUDITORS

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

COMPLIANCE AUDITORS

M/s. Mohammadullah & Associates, Chartered Secretaries and Consultants
Suit: B6, Samota Tower, House: 47/B, Road: 2, Chand Housing, Mohammadpur, Dhaka-1207.

LEGAL ADVISOR

Mr. Md. Monirujjaman, Advocate
Mr. Md. Shahadath Hossain
Mr. Md. Enamul Kabir

From The Chairman



Dear Shareholders,
Ladies and Gentlemen

It is my pleasure to welcome you all to the 11th Annual General Meeting of Indo-Bangla Pharmaceuticals PLC. On behalf of the Board of Directors, I am pleased to present the Annual Report for the year 2024–2025, including the Directors' Report, the Audited Financial Statements, and the Auditor's Report for the year ended 30 June 2025, as required under applicable laws and regulations.

The Annual General Meeting provides us with an invaluable opportunity to place before our esteemed shareholders the operational performance and financial results of the Company. It is also a forum for meaningful engagement, allowing us to meet, exchange views, and receive guidance from the valued owners of the Company.

In accordance with Condition No. 1(5)(XXV) of the Corporate Governance Code, 2018 issued by the Bangladesh Securities and Exchange Commission (BSEC), a detailed Management Discussion and Analysis has been included in this Annual Report. A brief overview of key financial indicators for the year ended 30 June 2025 is presented below:

- **Net Revenue:** Tk. 184,177,513 for 2024–2025, compared to Tk. 176,642,457 in the previous year, representing a growth of Tk. 7,535,056 or 4.26%.
- **Net Profit Before Tax:** Loss of Tk. 25,832,795 in 2024–2025, an improvement of Tk. 2,076,308 or 7.44%, compared to a loss of Tk. 27,909,103 in 2023–2024.
- **Net Profit After Tax:** Loss of Tk. 36,831,741 for the year, compared to a loss of Tk. 40,979,225 in the previous year, marking an improvement of Tk. 4,147,484 or 10.12%.
- **Earnings Per Share (EPS):** EPS improved to Tk. (0.32) from Tk. (0.35), reflecting an increase of Tk. 0.03 or 8.57%.
- **Net Asset Value (NAV) per Share:** Stood at Tk. 12.53, compared to Tk. 13.60 in 2023–2024, showing a decline of 7.87%.

Although the Company continued to incur losses, the year-on-year improvements in key performance indicators demonstrate resilience and gradual recovery from operational constraints.

Considering the financial performance and future outlook, the Board of Directors has recommended a 0.15% cash dividend for the year ended 30 June 2025, an increase from 0.10% declared for the previous year.

Bangladesh's economy continues to face multifaceted challenges, including inflationary pressure, global economic slowdown, and constraints in external financing. Despite these obstacles, the country has made significant progress in business climate indicators, socio-economic development, and GDP growth. Bangladesh has successfully transitioned into the Lower Middle Income category and is progressing toward achieving Upper Middle Income status by 2031 and High Income status by 2041.

Growth in per capita income, improved health awareness, and rising healthcare expenditure—both public and private—are expected to contribute to sustained growth in the pharmaceutical sector. This creates a positive outlook for companies involved in essential, affordable, and high-quality healthcare products.

At Indo-Bangla Pharmaceuticals PLC, we remain committed to delivering high-quality, affordable healthcare solutions to all segments of society, particularly the economically disadvantaged. Our strategic focus continues to emphasize long-term value creation for shareholders through innovation, operational efficiency, and product excellence.

We firmly believe that with your continued support, guidance, and cooperation, the Company will overcome challenges and achieve stronger performance in the coming years.

I would like to express my deep appreciation to the management team and all employees for their dedication and hard work throughout the year. I extend my heartfelt gratitude to our valued Shareholders, Customers, Healthcare Professionals, Suppliers, and all other stakeholders.

We also acknowledge with sincere thanks the support from the Bangladesh Securities and Exchange Commission (BSEC), Dhaka Stock Exchange PLC., Chittagong Stock Exchange PLC., Central Depository Bangladesh Limited (CDBL), Registrar of Joint Stock Companies and Firms (RJSC), and various Government agencies.

Thank you all for your unwavering trust and continued support.

With the best wishes.

(Aysha Siddika)
Chairman

From The Managing Director



Dear Shareholders,
Ladies and Gentlemen,

It is my great pleasure to welcome you all to the 11th Annual General Meeting of Indo-Bangla Pharmaceuticals PLC. I extend my sincere thanks to each of you for attending this important gathering, held in compliance with the Companies Act, the Bangladesh Securities and Exchange Commission (BSEC) regulations, and other corporate governance requirements.

As mandated, the Audited Financial Statements for FY 2024–2025, along with the Independent Auditor's Report, the Audit Committee Report chaired by an Independent Director, the Directors' Report on the operations of the Company, and other statutory disclosures including future outlook, have already been provided to you. I trust these documents have enabled you to review and assess the Company's overall performance during the reporting period.

On behalf of my fellow Board members, I express my heartfelt gratitude for your continued support, trust, and cooperation. It is an honour for me to present, on behalf of the Board of Directors, the Annual Report 2024–2025 for your review, valuable observations, and approval at this AGM.

Despite these improvements, profitability remained constrained due to elevated production costs and limited sales growth. Financial and Operational Performance

A summary of key financial indicators for the year ended 30 June 2025 is presented below:

- **Net Revenue:** Tk. 184,177,513 compared to Tk. 176,642,457 in 2023–2024, representing a growth of 4.26%.
- **Net Profit Before Tax:** Loss of Tk. 25,832,795, showing an improvement of 7.44% compared to a loss of Tk. 27,909,103 in the previous year.
- **Net Profit After Tax:** Loss of Tk. 36,831,741, compared to a loss of Tk. 40,979,225 in 2023–2024 — an improvement of 10.12%.
- **Earnings Per Share (EPS):** Improved to Tk. (0.32) from Tk. (0.35), an increase of 8.57%.
- **Net Asset Value (NAV) per Share:** Tk. 12.53, compared to Tk. 13.60 in 2023–2024 — a decrease of 7.87%.

Reasons for Variations in Turnover, EPS, and NOCFPS

During FY 2024–2025, turnover increased by 4.27%, but growth remained limited due to restrictions on opening Letters of Credit (L/Cs) for importing essential raw materials. Our primary financing bank, First Security Islami Bank PLC (FSIBL), experienced a severe liquidity crisis, which adversely affected production flow, inventory availability, and overall market demand for our products.

Earnings Per Share (EPS) showed improvement mainly due to a reduction in net loss compared to the previous year.

Net Operating Cash Flow Per Share (NOCFPS) increased significantly to Tk. 0.50 from Tk. 0.29 owing to stronger receivable collections and improved working capital management.

Dividend Recommendation

Considering the financial performance, the Board of Directors has recommended a 0.15% Cash Dividend for the year ended 30 June 2025, compared to 0.10% declared in the previous year.

Accounting Policies & Estimations

The Company's accounting policies and estimations used in preparing the Financial Statements have been disclosed in Note 2.06 along with other explanatory notes.

Changes in Accounting Policies and Estimations

No changes in accounting policies or estimations that materially affected the financial position, performance, or cash flows of the Company were observed during the year under review.

Comparative Performance Analysis

A year-by-year comparative analysis of financial and operational performance for the current year against the previous five years has been presented in detail on page 31 of the Annual Report 2025, along with explanations for significant changes.

Economic Outlook: Bangladesh and Global Context

Bangladesh has continued its long-term development progress, though recent years have seen slower momentum. After over a decade of strong growth, GDP expansion softened to around 5% in FY24, driven by global economic uncertainty, high inflation, and pressure on the financial and external sectors. Poverty reduction and improvements in health, education, and infrastructure remain notable achievements, but sustaining growth now requires deeper reforms.

The country faces key challenges including elevated inflation, foreign exchange pressure, weak private investment, financial sector vulnerabilities, and climate risks. Strengthening governance, improving the business environment, diversifying exports beyond RMG, and building human capital will be critical as Bangladesh moves toward Upper Middle-Income aspirations.

Opportunities in the Pharmaceutical Sector

The pharmaceutical industry in Bangladesh continues to expand with strong potential. The sector currently meets 98% of domestic demand for medicines and exports to numerous international markets. Bangladesh ranks 71st globally among pharmaceutical exporting nations.

With approximately 257 pharmaceutical companies producing 80% of generic medicines locally, the industry contributes around 1.83% of GDP, with a current market size of nearly USD 3 billion.

Development of non-allopathic medicines—homeopathic, unani, and ayurvedic—also produces further growth opportunities.

Challenges in the Near Future

The sector faces major challenges, particularly regarding the TRIPS Agreement. Although Bangladesh is exempt from pharmaceutical patent obligations until 2033, the planned graduation from LDC status in 2026 may curtail this privilege, resulting in:

- Increased production costs due to royalty payments
- Discontinued production of certain generic medicines
- Reduced export competitiveness
- Potential patent infringement risks
- Other key challenges include:
- Insufficient research and innovation in the domestic market
- Counterfeit and substandard medicines affecting consumer trust
- Heavy dependence on imported raw materials, limiting self-sufficiency and increasing manufacturing costs

Despite these hurdles, we remain committed to enhancing growth, strengthening market presence, maximizing shareholder equity, and upholding sound corporate governance. With the signing of an export agreement with Salar Yousafzai to supply medicines to Afghanistan, the Company has opened a new avenue of export potential, which is expected to contribute to future revenue growth and global market positioning. Our skilled and dedicated workforce, efficient management practices, and strategic direction continue to be the driving forces of the Company.

I extend my sincere appreciation to all employees of Indo-Bangla Pharmaceuticals PLC. for their dedication and hard work throughout the year. My gratitude also goes to our valued Business Partners, Healthcare Professionals and Institutions, Suppliers, and Government Authorities for their continued trust and cooperation.

Finally, I pray to Almighty Allah for His blessings, guidance, and success in the coming years as we strive to contribute to a prosperous future for our shareholders and our nation.

With the best wishes.



(A. F. M. Anwarul Huq)
Managing Director



Corporate Governance Indo-Bangla Pharmaceuticals PLC.

The Board of Directors of Indo-Bangla Pharmaceuticals PLC. and the Management of the Company are committed for achieving high standards of Corporate Governance through increasing transparency, accountability and compliance with Bangladesh Securities and Exchange Commission's Notification dated 30 June, 2018.

Corporate Governance refers to the procedures through which any corporate entity makes decisions as a going concern for the benefit of all parties involved, both present and future. These decisions may be classified into four categories, namely policy and strategy, operations and execution, performance and assessment, and asset sharing between current and future generations.

The involvement of the entrepreneur in all these areas invokes decision making governance on a continuous basis, the degree of involvement being variable with the extent of delegation of authority top down and reporting for accountability bottom up of the Management echelon. These aspects of governance are shared by the Board of Directors, Executive Management, operational participants and workers and others in fulfillment of the common goals that converge in increasing the benefits of all stakeholders.

To this end entire corporate governance efforts are blended with "good governance practices" as ethically and morally acceptable standards under a given socio politico environmental phenomenon of our society in which we work, live and exist.

Corporate Governance Principle

- **Transparency:** Business operation and other activities are transparent in all respect.
- **Accountability:** All concerned parties, including the Board of Directors and Management of Indo-Bangla Pharmaceuticals PLC, are aware of their duties and responsibilities.

- **Rule of Law:** Management and Operations are governed in line with the relevant Laws, Regulations, Terms of References (ToR), and Board of Directors decisions.
- **Participation:** Recognition of the right of the shareholders as well as stakeholders to participate in the Company's activities.
- **Value of Money:** All investments and resources utilization meet targeted financial and economic returns.

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

BOARD OF DIRECTORS

• Constitution

The Board of Directors consist of Eight (8) members including 3 Independent Directors with versatile knowledge, professional skills and experience which provides a balancing character in decision making process. There is a clear division of responsibilities between the Chairman's functions and that of Managing Director. The Chairman is mainly responsible for chairing the Board Meeting as well as the Annual General Meeting. On the other hand, the Managing Director is responsible for implementing and coordinating the Company's corporate and commercial programs to achieve its business objectives. The active members of the Board of Directors are as follows:

Name	Position in the Board
Mrs. Aysha Siddika	Chairman
Mr. A.F.M. Anowarul Huq	Managing Director
Mrs. Aziza Yeasmin	Director
Mrs. Hafiza Yeasmin	Director
Mr. Md. Shariqul Anam	Director
Mr. A K M Haruner Rashid, FCS	Independent Director
Mr. Md. Nazrul Islam, FCS	Independent Director
Mrs. Israt Jahan Rimi, FCS	Independent Director

During the year under review the board held 6 (Six) meetings to transact various agenda.

The Board is re constituted every year at each Annual General Meeting when one-third of the members retire and seek re-election. A director is liable to be removed if the conditions of the Articles of Association and the provisions of the Companies Act 1994 are not fulfilled.

ROLE AND RESPONSIBILITIES:

The main role of the Board of Directors, which is the highest level of authority, is to provide general superintendence, oversee the operations and control the affairs of the company through appropriate delegation and accountability processes via the lines of command. However, the Board of Directors hold the ultimate responsibility & accountability with due diligence for conducting the activities of the company as per provisions of law in the interest of the shareholders, the stakeholders, the state and the society. The Board of Directors, in fulfillment of its responsibility hold periodic meetings, at least once a quarter and provide appropriate decisions/ directions to the Executive Management. Such meetings usually consider operational performance, financial results, review of budgets, capital expenditure proposals for BMRE or new projects/divisions/product lines, procurement of funds by issue of shares or borrowing, procurement of raw materials, plant & machinery, pricing of products/ discounts, recruitment, training and promotion of officers, approval of audited accounts and distribution of dividends and other interest of the stakeholders including the employees and workers.

The Board of Directors take special care in designing and articulating productivity and compensation plans of employees and workers and rewarding them appropriately on the basis of quality and quantity of performance as an incentive. Board also remains responsible for removal of operational hazards to life and health of workers, friendly environmental work condition and social relationship as demanded of good citizen in a country. The Board has authorized the formation of a number of Committees to implement the stated policies and activities.

The Committees are: Audit Committee, NRC Committee. The Audit Committee ensures that adequate internal checks & balances supported by adequate MIS are in place for detection of errors frauds and other deficiencies. The other responsibilities include inter alia, not being limited to, the prevention of conflict of interest between the company and its Directors officials, customers, suppliers, government and any other interest groups and detect or remove any scope of insider trading in the company's stock. The Audit Committee also ensures compliance of requirements of BSEC and other agencies. The details about Audit Committee including composition, responsibilities, meetings, reporting and activities carried by the Audit Committee is disclosed in the Annual Report in "Report of the Audit Committee".

RELATIONSHIP WITH SHAREHOLDERS AND GENERAL PUBLIC:

The shareholders as owners, are required to be provided with material information on the company's operation quarterly, half-yearly and annually, the latter at the AGM. They are also provided routine services by the Company Affairs Division in matters of their various queries, shares related queries, payment of dividends etc. The Board is however responsible to the public for publication of any price sensitive information as per BSEC regulation. A qualified Chartered Secretary is in charge for all these responsibilities as Company Secretary.

RELATIONSHIP WITH SUPPLIERS:

As the company has to import plant and machinery and almost all the raw materials from abroad, it maintains cordial and mutually beneficial interest with its international as well as local suppliers. This has enabled the company to avoid any legal disputes in international/local courts and enhanced the company's image as a good customer.

RELATIONSHIP WITH GOVERNMENT:

In its role on accountability to the government, the Board of Directors ensure payment of all dues to government in the form of import duty, custom duty and port charges, VAT, Corporate Taxes and other levies as and when they become due on the basis of actual operations and make sure to avoid corruption. This has enabled the Company to enhance its contribution to the National Exchequer on a progressive rate year after year.

RELATIONSHIP WITH FINANCIERS/BANKERS:

The Board oversees the financial transactions and ensures to meet company's commitments to the lenders without default. This has resulted in securing lower interest rates from them.

CORPORATE SOCIAL RESPONSIBILITIES (CSR):

The Board of Directors is also awoken of the Corporate Social Responsibilities (CSR) especially in the areas of gender equality, race, religion, regional equality, non-employment of child labor, human rights, environmental pollution, social-marketing, social activities.

CODE OF CONDUCT:

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

SEPARATE ROLE OF THE CHAIRMAN AND MANAGING DIRECTOR

The positions of Chairman of the Board and the Managing Director of the Company are filled by different individuals who are member of the Board. The Chairman of the Board

elected from the non-executive directors of the company as per requirement of Bangladesh Securities and Exchange Commission (BSEC). Mrs. Aysha Siddika is the Chairman of the Company and responsible for the functions of the Board while Mr. A. F. M. Anowarul Huq is the Managing Director serves as the Chief Executive Officer of the Company.

Chairperson’s core responsibilities:

- ❑ Determines board strategic declaration;
- ❑ Provides leadership for the Board;
- ❑ Encourages a culture of openness to foster a high performing team of Directorship that operates effectively;
- ❑ Facilitates the relationship between the Board and the Managing Director;
- ❑ Maintains effective communication between the Board, Management of the Company and shareholders generally.

Managing Director’s core Responsibilities:

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

CHIEF FINANCIAL OFFICER, COMPANY SECRETARY AND HEAD OF INTERNAL AUDIT AND COMPLIANCE:

The following executives have been appointed as Chief Financial Officer, Company Secretary, and Head of Internal Audit Compliance of the Company as per requirement of the Corporate Governance Code of Bangladesh Securities and Exchange Commission:

Name	Position
Mr. Syed Md. Nazmus Shakib	Chief Financial Officer
Mr. Md. Mohi Uddin	Company Secretary
Mr. Md. Abubakar Siddique	Head of Internal Audit & Compliance (HIAC)

BOARD OF DIRECTOR’S COMMITTEE: AUDIT COMMITTEE

The Board has formed an Audit Committee of the Board consisting of three (3) member to assist the Board in ensuring that the financial statements reflect true and fair view of the state of affairs of the company and ensuring a good monitoring system within the business.

The Audit Committee is comprised by the following Non-Executive Directors including Independent Directors:

Name	Position in the Committee
Mr. A K M Haruner Rashid, FCS Independent Director	Chairman
Mr. Md. Shariqul Anam Director	Member
Mr. Md. Nazrul Islam Independent Director	Member
Mr. Md. Mohi uddin	secretary

Mr. Mohi Uddin, QCS Company Secretary is the Secretary to the Audit Committee. The Committee met 4 (four) times during the year under review. The details of the Audit Committee including background, composition, responsibilities, meeting, reporting and activities carried out by the Audit Committee is disclosed in this Annual Report in “Report of the Audit Committee”

The Audit Committee carries out its responsibilities as per the provisions of law through convening meetings and submitting its report to the Board of Directors as and when required.

The Audit Committee shall also co-ordinate with the Internal and external Auditors as and when required. The Audit Committee ensures that adequate internal checks & balances supported by adequate MIS are in place for detection of errors frauds and other deficiencies. The other responsibilities include inter alia, not being limited to, the prevention of conflict of interest between the company and its Directors officials, customers, suppliers, government and any other interest groups and detect or remove any scope of insider trading in the company's stock. The Audit Committee also ensures compliance of requirements of BSEC and other agencies.

NOMINATION AND REMUNERATION COMMITTEE:

The Board of Directors has formed a Nomination and Remuneration Committee (NRC) of the Board, which is comprised by the following Non-Executive Directors:

Name	Position in the Committee
Mr. A K M Haruner Rashid, FCS Independent Director	Chairman
Mr. Md. Shariqul Anam Director	Member
Mrs. Israt Jahan Rimi, FCS Independent Director	Member
In attendance	-Chairman -Managing Director -External Advisor by invitation -Any Non-Executive Director are shall be entitled to attend the committee’s meetings.

Mr. Mohi Uddin, QCS Company Secretary is the Secretary to the nomination and Remuneration Committee. The number of the meeting held during year ended June 30, 2025 were 2(Two).

The terms of reference of the Nomination & Remuneration Committee inter alia include to determine the Company's policy on specific remuneration packages for executive directors, to review, recommend and/or approve remuneration to whole-time Directors, to review and approve the Remuneration Policy of the Company, to formulate criteria for evaluation of Independent Directors and the Board, to devise a by the Board of Directors from time to time.

EXECUTIVE MANAGEMENT:

The Executive Management is led by the Managing Director who is appointed by the Board of Directors for a term of 5 years (renewable) with the approval of shareholders in the Annual General Meeting. The Managing Director is supported by professional, well educated, trained and experienced team consisting of Directors, General Managers and a host of Senior Executives in the hierarchy of management. The Board has approved an organogram with modern features ensuring clear lines of delegation of authority and reporting for accountability for effective decision making evaluation of performance on merit for both rewarding and disciplinary action. The Executive Management is responsible for preparation of budgetary segment plans/ sub segment plans for every cost/profit centers and are held accountable for performance therefore. The Executive Management is aided by committee(s)/sub-committee(s) in carrying out its functions.

OTHER GOVERNANCE APPARATUS:

The Company, in its efforts for Corporate Good Governance Practices, uses a series of top ranking professional service providers including Legal experts, Bankers, Insurers and Technical experts who continuously assist the Board of Directors and the Executive Management in properly discharging their duties to all the shareholders, stakeholders, the Government and the public as highlighted below:

❖ Independent Directors

In compliance of the Bangladesh Securities and Exchange Commission (BSEC) Regulations on Good Governance, the Board of Directors as empowered by the Regulations, appointed **Mr. A.K.M. Haruner Rashid, FCS, Mr. Md. Nazrul Islam, FCS & Mrs. Israt Jahan Rimi, FCS** as non-shareholding Independent Directors with the expectation that their expertise would help contribute to the further disclosure and protect the interests of the stakeholders, investors in general and smaller investors in particular:

Mr. A.K.M. Haruner Rashid, LL.B, FCS, Worked as Registrar of Bangladesh Board of Unani and Ayurvedic Systems of Medicine, established under the Bangladesh Unani and Ayurvedic Practitioners Ordinance, 1983 from 1998 to 2019. At the same time performed functions as the Secretary and Controller of Examinations under section 15(3) and 21(4) respectively of the said Ordinance. Visited many countries and participated various seminars, conferences and training programs. Honorary Adviser of Pragyan International University, Ranchi, India.

Mrs. Israt Jahan Rimi, FCS, is a highly accomplished professional with strong expertise in corporate governance, human resources, and administrative leadership. She is a Fellow Member of the Institute of Chartered Secretaries of Bangladesh (ICSB) and a General Member of the Bangladesh Society for Human Resource Management (BSHRM).

Mr. Md. Nazrul Islam, FCS, is a distinguished corporate professional with over 30 years of extensive experience in accounting, finance, audit, taxation, and corporate governance. He holds an M.Com in Accounting, an LL.B, and is a Fellow Member of the Institute of Chartered Secretaries of Bangladesh (ICSB). He is also a qualified Income Tax Practitioner (ITP) and VAT Consultant and has completed the Knowledge Level and part of the Application Level of Chartered Accountancy.

❖ Financial Auditors

The role of the auditors in certification of the financial statement is the most significant aspect of Corporate Governance and protection of interest of investors. As evident from the Annual Reports, the company rigidly follows the Companies Act, Rules of Bangladesh Securities and Exchange Commission, listing regulations, code of International Financial Reporting Standards (IFRS), International Accounting Standards (IAS) and International Standard of Auditing (ISA) with legally required disclosures of Accounts and Financial Statements.

All this has been possible due to the high level capability and integrity of M/s. Shafiq Basak & Co., Chartered Accountants whose unchallenging performance has played a very trustworthy role in the protection of interest of the investors.

M/s. Shafiq Basak & Co., Chartered Accountants is the Statutory Auditor appointed by its Shareholders in the Annual General Meeting.

❖ Compliance Auditors

The compliance auditors is responsible in certification on compliance of conditions of Corporate Governance Code 2018 of Bangladesh Securities and Exchange Commission as well as the provisions of relevant Bangladesh Secretarial Standards of Institute of Chartered Secretaries of Bangladesh. The Board of Directors recommended the appointment of M/S. Mohammadullah & Associates, Chartered Secretaries and Management Consultant as the Compliance Auditor of the Company for the Financial Year 2025-2026 subject to approval of the shareholders at the forthcoming 11th Annual General Meeting of the company.

❖ Legal Advisers

In order to avail the best legal services for Good Corporate Governance, the company has empaneled the following legal professionals: Mr. Md. Monirujjaman, Advocate M/S. Kabir & Associates, Tax Consultant Mr. Md. Shahadat Hossain, Consultant The expertise of the above named professionals have had long term fundamental support to the company's Good Governance efforts.

❖ Bankers

The degree of efficient business operation largely depends on the quality of efficiency of banking services received by the company. Efficient banking service brings down cost of operations. On the other hand, cost of financial services and interest on the lending by the banks are also required to be the minimum. With this end of view, the company has established long term business relationship with the banks namely First Security Islami Bank PLC., Sonali Bank PLC., Dutch-Bangla Bank Ltd., Pubali Bank PLC., Social Islami Bank PLC., and Islami Bank PLC., who provide most efficient service at minimum cost that benefit the shareholders. The company has neither ever defaulted in any commitment with its Bankers nor did get entangled in legal dispute at any court premises.

❖ Insurer

Insurance services cover certain operational risks which are required by law/business practices to be covered by legitimate insurance service providers for protection of the interest of the company and the investors. To this end, the company has to select insurer with the most efficient, reputed and financially sound history so that claims, if any, are settled promptly and the premium rates are market competitive. The company, based on these considerations, is maintaining insurance business relationships with the highly reputed and publicly listed insurance companies namely Islami Insurance Bangladesh Ltd., The company has not yet faced any dispute over any claims and the company enjoys special premium rates which protects the interest of the investors.

❖ Internal Audit and Control:

The Indo-Bangla Pharmaceuticals Limited considers that internal audit is one of the important regular function of the Company. The Company has an independent internal audit department under control of the Audit Committee of the Board. Department of Internal Audit and Control gives effort to bring a methodical disciplined approach to evaluate and improve the effectiveness of the organization's risk management process, system of the internal control and governance.

Shareholders' Relationship:

Corporate Governance issues include how major policy decisions are made in business corporations, how various stakeholders can influence the process, who is held accountable for performance and what performance standards are applied. As shareholders belong to the most important stakeholders, ownership structure has an impact on the balance of power among shareholders. Though sponsors usually hold majority shares required for ordinary resolutions, public shareholders have a definite role and influence in the passing of special resolutions required for changes in the business object, sale of business/ productive assets, merger and amalgamation, winding up or dissolution and amendments to Memorandum and Articles of Association for protection of minority interest up to 75.57% of the shareholdings. The position of shareholders

as on 30th June, 2024 indicates that the sponsors of the company do not hold the required shareholdings (75%) for passing special resolutions. This allows the public shareholders (individuals & institutions) to play an effective role in protecting their legal corporate rights. The Company holds regularly as per law the Annual General Meeting with adequate notice and disclosures in the Directors' Report and the Auditors' Report on Accounts/Notes and resolutions are passed with consensus and unanimity. All reasonable and practicable suggestions are implemented with good grace. Special Resolutions are passed in General Meeting with due notices periods. All enquiries are attended by the Company Secretary. Where necessary, Internal Audit Committee investigates matters of significant merit for consideration by the Management Committee/Managing Director/Audit Committee of Board of Directors as the case may be. The Shareholders as owners are provided with material information on the Company's operation quarterly and annually. They are also provided routine services by the Company Secretary in any company matters which is permissible. The Board is however responsible to the Shareholders as well as investors for publication of price sensitive information as per regulations of Bangladesh Securities and Exchange Commission.

Shareholding Position as on 30 June, 2025

Total No of Shares	11,62,05,178	100%
General Public	61,386,566	52.83%
Sponsor & Director	28,388,490	24.43%
Foreigners	0000	0.00%
Institutions	26,430,122	22.74%

The Company has also a web site to provide permissible information, notices, price sensitive information, financial reports, disclosures and others for the Shareholders and interested investors.

Dividend Distribution Policy:

Ethics is an ingredient of Good Governance and involves a determination of what is right and what is wrong and deals with things to be sought and things to be avoided with way of life and the end of life. Ethics invokes the management of the environment within which we function from a perspective broader than, but obviously inclusive of, the current cohort. Since the corporate environment is in theory an infinitely lived entity owned by finitely lived shareholders, a governance ethic must represent a system

that serves the needs of the current ownership while preserving the ability of the corporation to sustain itself and benefit future cohorts.

The corporate ethic must necessarily promote efficiency in coexisting with the environment to generate the quality of life for a current cohort and yet also provide an equity that does not disadvantage a future cohort by the decisions of a current cohort.

As an environmental ethic analogy, those living today naturally believe in dividend payouts today with less

regard for the consequence tomorrow and those living tomorrow would prefer dividend payouts tomorrow without regard for the sacrifices we make today to allow their greater consumption tomorrow. Based on the above concept, the company is committed to show a stable policy of distribution (cash outlay) of the accretion wealth (profits) between the current and the future generation of shareholders. This would enable the company to enhance its capital wealth and sustain for perpetuity of existence, benefiting both the present cohorts and the progeny. Future generation of shareholders. This would enable the company to enhance its capital wealth and sustain for perpetuity of existence, benefiting both the present cohorts and the progeny.

Corporate Socialization:

In order to play a model role for Good Governance characteristics in the corporate sector, the company has become members of chamber

- ❖ Barisal Chamber of Commerce & Industries (BCCI).
- ❖ Dhaka Stock Exchange PLC. (DSE)
- ❖ Chittagong Stock Exchange PLC. (CSE)

- ❖ Bangladesh Association of Publicly Listed Companies (BAPLC)
- ❖ Central Depository Bangladesh Limited (CDBL).
- ❖ Bangladesh association of Pharmaceutical Industries (BAPI)

These memberships have provided scope to the company for improvement of Corporate Governance Practices for the benefit of the shareholders as well as stakeholders.

Secretarial Standard:

Indo-Bangla Pharmaceuticals PLC., try their best maintaining of the Secretarial Standard on meetings of the Board of Directors, Members (shareholders), Minutes and Dividend issued by the Institute of Chartered Secretaries of Bangladesh.

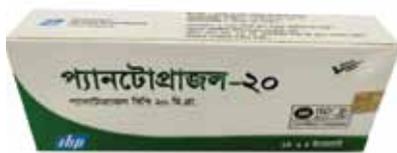
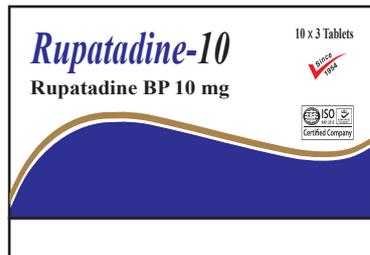
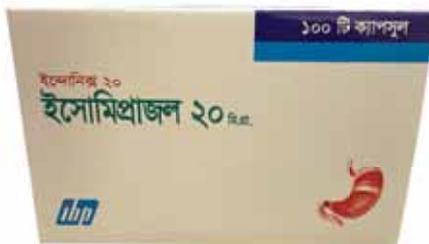
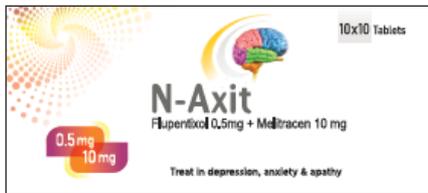
A qualified Chartered Secretary is in charge for maintaining of the Secretarial Standard.

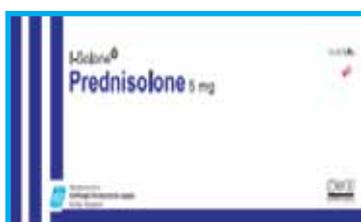
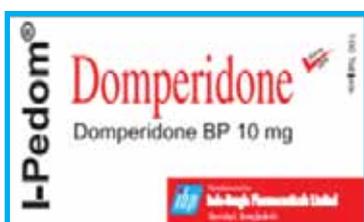
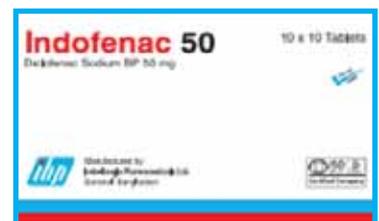
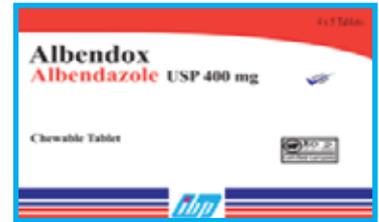
Compliances:

Indo-Bangla Pharmaceuticals PLC., has an established procedure to ensure compliance with all applicable statutory and regulatory requirements. Respective officers are responsible for ensuring proper compliance with applicable laws and regulations

Publication of Price Sensitive Information (PSI)		
During the reviewed period 2024-2025, Indo-Bangla Pharmaceuticals PLC. have published in national daily and online newspapers for following information as Price Sensitive Information and Notice to the Stakeholders:		
Disclosure	Publication date	Newspaper for publication
Major financial indicators for the year ended June, 2024 and 10 th AGM related disclosure	13 November, 2024	<ul style="list-style-type: none"> • Daily Sharebiz • The Bangladesh Today • sharebazarnews
Publication of First Quarter (Q1) financial result period ended 30 September, 2024	23 December, 2024	<ul style="list-style-type: none"> • The Bangladesh Today • Daily Sharebiz • Sharebazarnews.com
Notice for the 10 th Annual General Meeting	04 December, 2024	<ul style="list-style-type: none"> • The Bangladesh Today • Daily Sharebiz • Stockmarketbd
Annual Report Disbursement Notice	21 December, 2024	<ul style="list-style-type: none"> • The New Nation • Daily Sharebiz
Publication regarding General Information	08 December, 2024	<ul style="list-style-type: none"> • The Bangladesh Today • Desh Protikkhon • Businessseyebd.com
PSI on Credit Rating	31 December, 2024	<ul style="list-style-type: none"> • The Bangladesh Today • Desh Rupantar
Publication of Second Quarter (Q2) financial result period ended 31 December, 2024	31 January, 2025	<ul style="list-style-type: none"> • Desh Rupantar • The Bangladesh Today • Banijjo Sangbad
Publication of Third Quarter (Q3) financial result period ended 31 March, 2025	30 April, 2025	<ul style="list-style-type: none"> • The Bangladesh Today • Daily Sharebiz • Stockmarketbd

PRODUCT PORTFOLIO





WE OFFER

Indo-Bangla Pharmaceutical PLC has more than 90 approved products, of which 36 products are currently in commercial production, and has additionally applied for 02 new brands. The Company manufactures a diverse range of essential pharmaceutical tablets and capsules, including Omeprazole, Esomeprazole, Dexamethasone, Domperidone, Metronidazole, Montelukast, Paracetamol, Sildenafil Citrate, and several other widely used formulations.

With strong expertise in specialized and advanced drug-delivery systems, Indo-Bangla Pharma has created meaningful differentiation in the market, and many of its products continue to hold leading positions within their respective therapeutic segments. The Company regularly reviews and expands its portfolio to ensure that people have access to newer, more effective, and affordable treatment options.

The expanding range—featuring high-value, differentiated, and difficult-to-copy products—will continue to drive robust growth in the coming years.

MANUFACTURING CAPABILITIES

In line with international standards, our state-of-the-art manufacturing facilities are situated on 37.40 decimals of land near the heart of Barisal city. The complex is built to GMP standards and includes dedicated units for tablet and capsule manufacturing, along with a specialized bulk paracetamol production unit that strengthens our backward integration. The facility is supported by advanced purified water generation and liquid nitrogen production systems, ensuring consistency, quality, and efficiency across all manufacturing operations.

We produce a wide range of essential pharmaceutical tablets and capsules, including Omeprazole, Esomeprazole, Dexamethasone, Domperidone, Metronidazole, Montelukast, Paracetamol, Sildenafil Citrate, and several other widely used formulations.

To meet increasing market demand, the Company is currently expanding its manufacturing capacity with enhanced infrastructure and modern technologies.



QUALITY COMPLIANCE:

To preserve and improve patient health by consistently delivering high quality, safe and effective specialty pharmaceutical products and services, that meet or exceed customer expectations. IBPL is committed to successful deploying company's Quality Policy to all aspects of activities - assuring continued high quality, usefulness and effectiveness of products for our customers. Having an experienced workforce, equipped with continuing education and training in emerging Quality techniques and philosophy.

QUALITY CONTROL:

We have a separate Galenical laboratory for R & D, equipped with all the necessary machineries & equipment of current GMP standard in small scale for the team to develop products.

IBPL Quality Control Department guide and support in analytical development. Quality Control Department is equipped with highly sophisticated instruments like UPLC, Gas Chromatography, Atomic absorption spectrophotometer, FTIR, etc. A highly sophisticated microbiology laboratory has been setup to cater to the need for quality control of regular products as well as control of all the different biological products that the company produces.

RESEARCH & DEVELOPMENT

As commitment to discovery and development of drug, IBPL has an ironic and unique pipeline that is persistently surfacing.

A part from the hundreds of different drug contenders and new technologies under our investigation in our laboratories, we significantly identify and strictly prioritize those with the greatest potential to deliver newstandards of care—critical for ourc ommitment to produce the best therapies.

our intent to develop drugs that accurately target biological processes in patients with specific disease profiles, with companion diagnostics to identify those people who will receive most benefit.

We proactively utilize external resources and specialist excellence at every stage of the R&D process – enabling us to deliver as many innovative new drugs as possible. In the drug discovery & development phase, we partner and collaborate with public and private organizations to harness complementary capabilities to medicalscience.



OUR PEOPLE

Indo-BanglaPharmaceuticals' success and accomplishments story lies on 209 strong & skilled workforces, who have stood by the company through thick and thin. The IBPL workforce is charged with the life-force from highly skilled and dedicated professionals. People are our most valuable assets and we always recognize that the the essence of this company and their collective resolve to excel- will propel us forward to reach new heights. We seek to provide a workplace that inspires people to be the best they can be. Our ability to transform ourselves is driven by a strong emphasis on employee empowerment at every level.

PRODUCT MANAGEMENT:

The Product Management Department lies in the center of all marketing activities. A dedicated team with excellent professional background comprising Pharmacists, Biochemists, MBAs and Microbiologists work in this department. They formulate the strategies to uphold the market share of company's products, select and introduce new products to keep the company growing and develop promotional materials for the sales people to win in the market.

MARKETING:

The marketing Department plays an important part, as they do the implementation part of all strategies. A team with highly skilled sales people work throughout the country to bring in success for the company. Team spirit remains as the key to success of the sales department of Indo-Bangla Pharmaceuticals PLC.



CORPORATE SOCIAL RESPONSIBILITIES

As our strategic commitment; corporate social Responsibility (CSR) is an integral part of our company and continually guided by ethical values to operate responsibly in socio-economic context. We truly believe one can only be affluent if one generates value not just for the company but also for the society. We contribute to society by supporting the communities to achieve sustainability and growth by improving the health and well being.

The company believes in enriching the lives of people by providing innovative high quality medicines with affordable price. We strongly believe in stirring the lives of people of employees by giving them the scope of growth and achievement, providing fair employment conditions and having a safe & health environment.

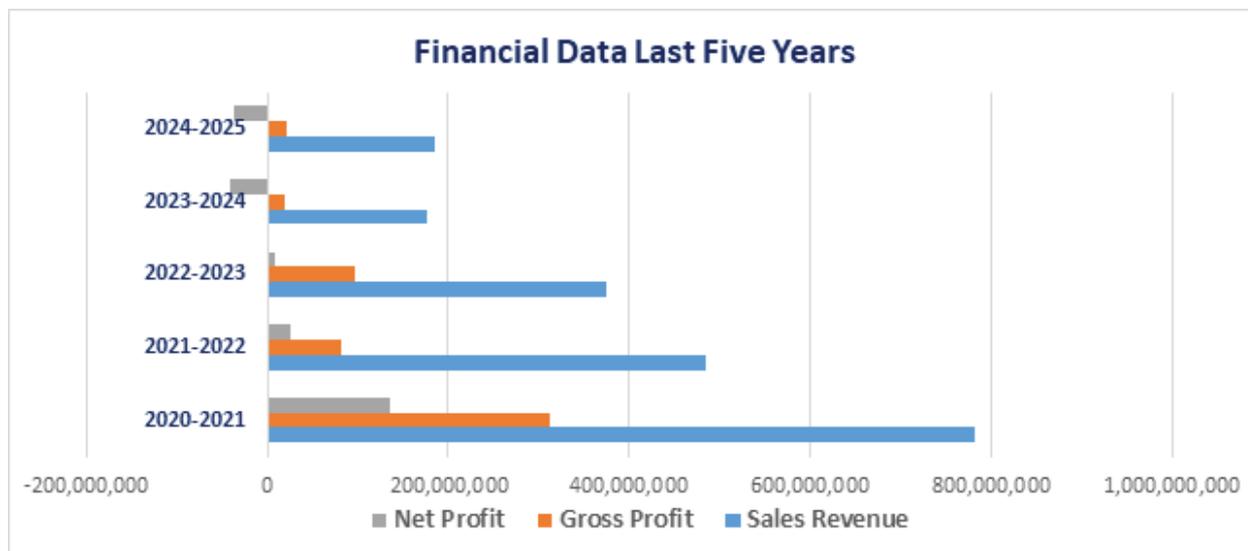
We support charitable projects in area of healthcare through Rotary, support various Mosque, School and NGOs in selected programs, arrange & participate medical camps and consistently reach out beyond the boundaries of our company to touch societies in which we work. We assist and provide aid in the event of disasters and other emergency situations.

We demonstrate our commitment towards environment by following environment friendly practices across the organization and ensuring manufacturing facilities continuously reducing impact on the environment.

Corporate Operational Results (5 Years)

Summary of key operating and financial data for the least preceding 5 (Five) years are as follows:

Financial Highlights.



Operational Result	Amount in Taka				
	2024-25	2023-24	2022-23	2021-22	2020-21
Turnover (Net Revenue)	184,177,513	176,642,457	374,482,590	484,679,693	782,239,281
Cost of Goods Sold (COGS)	163,154,222	156,791,702	277,919,332	337,751,759	469,303,281
Gross Profit	21,023,291	19,850,755	96,563,258	82,451,523	312,936,000
Operating Expenses	46,955,986	48,013,667	71,882,165	82,451,523	134,983,142
Profit from Operation	(25,932,695)	(28,162,913)	24,681,093	32,503,411	177,952,858
Net Profit Before Tax	(25,832,795)	(27,909,103)	24,572,708	31,720,563	169,343,500
Net Profit After Tax	(36,831,741)	(40,979,225)	8,407,134	25,174,033	134,728,407
Net Profit Margin (%)	-20.00%	-23.21%	2.24%	5.19%	17.22%
Earnings Per Share (EPS)	(0.32)	(0.35)	0.07	0.22	1.18
Net Operating Cash Flow Per Share (NOCFPS)	0.50	0.29	0.63	0.79	1.33
Net Asset Value (NAV) per Share	12.53	13.60	13.96	13.98	14.29
Current Ratio (Times)	3.62	4.95	4.25	3.49	3.79
Debt to Equity Ratio (Times)	0.018	0.027	0.046	0.096	0.10
Return on Equity (ROE)	-2.53%	-2.59%	0.52%	1.55%	8.57%
Current Assets	425,847,942	495,939,118	531,196,611	538,891,584	595,555,779
Shareholder's Equity	1,456,282,611	1,580,842,948	1,621,822,173	1,625,035,557	1,625,418,375
Current Liability	117,585,399	100,153,105	124,803,247	154,198,259	157,253,535
Non-Current Liability	150,241,186	141,103,996	129,144,490	114,560,897	108,175,003
Shares Outstanding (Nos.)	116,205,178	116,205,178	116,205,178	116,205,178	113,737,140
Face Value per Share	10	10	10	10	10
Dividend-Cash (In %)	0.15	0.10%	0%	1%	4%
Dividend-Stock (In %)	0%	0%	0%	0%	3%
Dividend Payout (Cash + Stock) in taka	1,743,078	1,162,052	-	11,620,518	50,237,231

DIRECTOR'S REPORT TO THE SHAREHOLDERS

To the Members for the 12th months period ended 30 June, 2025



Bismillahir Rahmanir Rahim
Distinguished Shareholders,

The Board of Directors of the Company is pleased to present the Audited Financial Statements, including the Statement of Financial Position, Statement of Profit or Loss and Other Comprehensive Income, Statement of Cash Flows, and Statement of Changes in Equity, together with the Auditors' Report thereon, for the financial year ended 30 June 2025, before the honorable Members (Shareholders) of the Company.

This Directors' Report has been prepared in accordance with the provisions of Section 184 of the Companies Act, 1994, Rule 12 and the relevant Schedule of the Bangladesh Securities and Exchange Rules, 2020, the Corporate Governance Code, 2018 issued by the Bangladesh Securities and Exchange Commission, and in compliance with International Accounting Standards (IAS/IFRS) as adopted by the Financial Reporting Council, Bangladesh

OPERATIONS AND STATE OF AFFAIRS OF INDO-BANGLA PHARMACEUTICALS PLC.

In compliance with Condition No. 1(5)(XXV) of the Corporate Governance Code, 2018, the Board presents the Management's Discussion and Analysis of the Company's performance, operations, and key developments for the year ended 30th June, 2025. This analysis explains the drivers behind financial results, operational challenges, and strategic measures taken by the management, with comparisons to the previous financial year (2023–2024).

Financial Performance Overview

Despite a challenging operating environment, Indo-Bangla Pharmaceuticals PLC. demonstrated resilience and strategic discipline during the year under review.

Key financial indicators compared to the preceding year are presented below:

❖ **Revenue Growth:** Revenue from operations reached Tk. **184,177,513**, reflecting a 4.26% increase over Tk. **176,642,457** in 2023–2024. The growth was driven by higher sales volumes and selective price adjustments, despite supply chain disruptions and LC-related delays. This indicates strong market demand resilience and effective sales strategies.

Profitability:

❖ **Net Loss before Tax:** Tk. (25,832,795), marginally improved from Tk. (27,909,103) in 2023–2024, due to improved gross margins and better operational efficiency.

❖ **Net Loss after Tax:** Tk. (36,831,741), compared to Tk. (40,979,225) last year. The reduction in net loss reflects lower income tax expenses and cost control initiatives, despite ongoing external challenges.

Shareholder Value:

❖ **Net Asset Value (NAV) per Share:** Tk. 12.53, down from Tk. 13.60 in 2023–2024, reflecting a 7.87% decrease due to reduced retained earnings from net losses.

❖ **Earnings Per Share (EPS):** Tk. (0.32), slightly improved from Tk. (0.35), aligned with reduced net loss.

❖ **Dividend:** In view of the Company incurring a net loss of Tk. 36,831,741 for the year ended 30 June 2025 and considering the overall financial position and the Company's working capital needs, 0.15% cash dividend was recommended for 2024–2025 (compared to 0.10% cash dividend in 2023–2024).

Operational Factors and Strategic Insights

The Company's operational performance during the year was significantly influenced by external financial constraints beyond management's control. The Company's principal banker, First Security Islami Bank PLC (SIBL), experienced a severe liquidity and financial crisis, which restricted the opening of Letters of Credit (LCs) for import of essential raw materials.

In fact, no L/C was opened through FSIBL during the entire financial year 2024–2025, which severely disrupted the Company's supply chain and production continuity.

To sustain operations, management took proactive measures by opening LCs through other banks using fully adjusted LC funds, reflecting a strong commitment to business continuity and financial integrity. However, this process led to increased cash outflows, delayed raw material procurement, and temporary underutilization of production capacity, which collectively impacted revenue growth and profitability.

Despite these challenges, the Company's management focused on enhancing operational efficiency, controlling overhead expenses, and strengthening cash flow management.

These disciplined measures not only helped contain losses but also stabilized financial performance, enabling the Company to achieve positive momentum toward recovery.

The submission for approval of three new products during the year further demonstrates the Company's strategic agility and market responsiveness. These new products are expected to contribute meaningfully to revenue and profitability in the coming years.

Sectorial Growth and Industry Overview (FY 2024-2025)

The pharmaceutical industry of Bangladesh continues to be one of the most dynamic and rapidly expanding sectors of the national economy. During the financial year 2024-2025, the sector maintained robust growth momentum despite macroeconomic and liquidity challenges, reaffirming its role as a strategic pillar of Bangladesh's industrial and export landscape.

Bangladesh now meets nearly 98% of its total domestic demand for medicines through local manufacturing, underscoring the sector's self-sufficiency and technological advancement. Moreover, the industry's footprint extends far beyond national borders.

Bangladeshi pharmaceutical products are now exported to over 150 countries across Asia, Africa, the Middle East, Europe, and Latin America. The sector remains the second-largest contributor to the Government's revenue, trailing only the ready-made garments industry, and continues to generate thousands of high-skilled employment opportunities nationwide.

Historical Transformation

Over the decades, Bangladesh's pharmaceutical industry has evolved from a small, import-dependent base in the 1950s into a globally competitive hub for quality generics. This transformation was catalyzed by the country's WTO patent exemption for least-developed countries, the Bangladesh National Drug Policy of 1982, and the availability of skilled, low-cost human resources. Local companies have progressively invested in modern facilities, automation, and R&D, making the sector one of the most technologically sophisticated in South Asia.



Sectorial Performance in FY 2024-2025

During FY 2024-2025, the pharmaceutical market of Bangladesh continued its expansion curve, driven by multiple reinforcing factors:

- ❖ **Rising Healthcare Demand:** The growing population, urbanization, and increased health awareness have led to sustained demand for medicines addressing chronic conditions such as diabetes, hypertension, and cardiovascular diseases.
- ❖ **Export Diversification:** Continuous accreditation by international regulators (including WHO, UK-MHRA, and EU authorities) has strengthened Bangladesh's position in highly regulated export markets.
- ❖ **Government Policy Support:** Incentives for Active Pharmaceutical Ingredient (API) production, backward linkage industries, and healthcare infrastructure have bolstered investment confidence.
- ❖ **Innovation & R&D Focus:** Companies have increasingly prioritized product diversification and technological up gradation, ensuring long-term competitiveness.
- ❖ **Post-Pandemic Adaptation:** The sector has demonstrated resilience by enhancing supply chain agility, focusing on product quality, and expanding into newer therapeutic segments.

According to market projections, the Bangladesh pharmaceutical market is expected to surpass USD 6 billion by 2025, reflecting an absolute growth of 114% from 2019 levels and a compound annual growth rate (CAGR) exceeding 12% during the 2019-2025 period. The industry currently contributes around 1.83% to Bangladesh's GDP and ranks 71st among 178 countries in global pharmaceutical exports—testament to its growing global significance.

Overview-Indo-Bangla Pharmaceuticals PLC.

Within this dynamic national framework, Indo-Bangla Pharmaceuticals PLC continues to consolidate its position as a reliable and quality-focused pharmaceutical manufacturer. The Company operates in a competitive but high-potential environment, leveraging its established brand equity, advanced production capabilities, and commitment to excellence. While sectorial growth remained strong in FY 2024-2025, the Company's operational performance was temporarily affected by severe liquidity constraints in its principal banking partner, which restricted LC openings and disrupted raw material procurement. Despite these challenges, Indo-Bangla Pharmaceuticals PLC. remained steadfast in ensuring continuity of production, efficient fund management, and maintenance of quality standards.

Looking ahead, the Company is strategically positioned to capitalize on sectorial expansion, export opportunities, and product innovation, supported by a strong regulatory reputation and a growing domestic market base.

Strategic Expansion and Export Breakthrough

In pursuit of its long-term vision to transform into a

globally competitive pharmaceutical manufacturer, Indo-Bangla Pharmaceuticals PLC. has achieved a major milestone by entering into a Memorandum of Understanding (MoU) with **Salar Yousafzai Ltd.**, a reputable organization based in Afghanistan, for the export of pharmaceutical products to the Afghan market.

This strategic collaboration marks Indo-Bangla's first step into international export operations, reflecting the Company's strong commitment to expanding its geographic reach, enhancing foreign currency earnings, and contributing to the Government's vision of transforming Bangladesh into a pharmaceutical export hub.

Under this **MoU**, **Salar Yousafzai Ltd.** will act as the exclusive agent for Indo-Bangla Pharmaceuticals PLC. in Afghanistan for a period of 15 years (2025–2040), renewable by mutual consent. Each shipment will maintain a minimum order value of USD 150,000, with payment terms structured at 40% advance through TT and 60% prior to shipment. Exports will be conducted on a Free on Board (FOB), Chittagong basis, ensuring efficient delivery and strong control over logistics and compliance.

The signing of this MoU represents more than a business deal — it is a strategic breakthrough that opens a new avenue for sustainable growth. It will enable the Company to:

- ❖ Strengthen its international market presence and brand recognition;
- ❖ Diversify its revenue base beyond the domestic market;
- ❖ Build long-term foreign trade relationships; and
- ❖ Enhance overall shareholder value through export-driven profitability in future years.

This initiative reflects the Board's forward-looking strategy to transform Indo-Bangla Pharmaceuticals PLC. into a globally recognized pharmaceutical player, leveraging its commitment to quality, innovation, and regulatory compliance to access new regional and international markets.



Pharmaceutical Market – Future Opportunity

The Bangladesh pharmaceutical industry continues to be one of the most dynamic and fastest-growing sectors of the economy. Local manufacturers now meet over 98% of

national medicine demand, while exports are rapidly expanding to new international markets — signaling a strong outlook for sustainable growth.

Market Expansion

- ❖ **Projected Market Size:** Expected to exceed USD 6 billion by 2025, showing an absolute growth of 114% from 2019 levels.
- ❖ **Growth Momentum:** The sector is forecasted to maintain a CAGR above 12% during 2019–2025, driven by robust domestic demand and export expansion.

Domestic Strength

- ❖ **Local Leadership:** Local pharmaceutical companies now contribute more than 90% of total market supply.
- ❖ **Generics Dominance:** Generic drugs account for over 75% of the market.
- ❖ **Research Growth:** Over 300 active clinical studies are currently ongoing, reinforcing Bangladesh's R & D capacity and innovation pipeline.

Export Potential

- ❖ **Rising Exports:** Export revenue is projected to cross USD 450 million by 2025.
- ❖ **Global Reach:** Bangladeshi medicines are now exported to 150+ countries, including Asia, Africa, and the Middle East.
- ❖ **International Recognition:** WHO and global regulatory accreditations strengthen access to regulated markets such as the EU and USA.

Growth Drivers

- ❖ **Economic Uplift:** Rising per capita income (USD 2,820 in FY 2024–2025) and life expectancy (73.82 years) enhance healthcare spending.
- ❖ **Chronic Disease Growth:** Increasing prevalence of diabetes, hypertension, and cardiovascular diseases fuels sustained medicine demand.
- ❖ **Government Support:** Policy initiatives for API production, R&D incentives, and export promotion are bolstering sector resilience. Innovation & Technology
- ❖ **Adopting Modern Tech:** Integration of Artificial Intelligence (AI), Machine Learning (ML), and Biopharmaceutical innovations to enhance production and research efficiency.
- ❖ **Future-Focused Development:** Strong emphasis on formulation advancement, quality assurance, and value-added therapeutic categories.



OTC Market Opportunity

- ❖ Self-Care Growth: Rising health awareness is boosting Over-The-Counter (OTC) demand.
- ❖ High-Growth Segments: Significant growth observed in antihistamines (+16.8%), calcium supplements (+17.8%), and anti-asthma products (+16.8%).
- ❖ Shifting Consumer Behavior: Expanding OTC markets create new revenue streams for domestic pharmaceutical players.

Strategic Outlook

With continued economic growth, technological advancement, and supportive government policy, Bangladesh is poised to emerge as a global pharmaceutical hub. Indo-Bangla Pharmaceuticals PLC aims to leverage these opportunities through:

- Strategic product diversification
- Market expansion into regulated territories
- Strengthened R&D and export partnerships

Together, these initiatives will drive sustainable growth, competitiveness, and long-term shareholder

Challenges in the Near Future

The pharmaceutical industry of Bangladesh is approaching a critical transitional phase that presents several strategic challenges requiring immediate attention and long-term planning:

1. Loss of TRIPS Patent Exemption:

Following Bangladesh's expected graduation from the Least Developed Country (LDC) category in 2026, the existing patent exemption on pharmaceutical products under the TRIPS Agreement is likely to end seven **years earlier than 2033**. This may compel local manufacturers to obtain licenses or pay royalties for patented molecules, leading to increased production costs, higher medicine prices, and potential constraints on export growth.

2. Inadequate Research and Development (R&D):

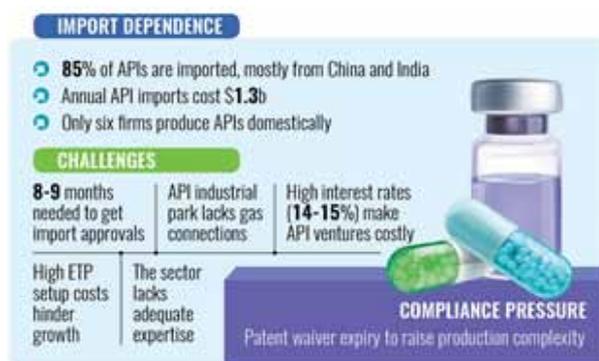
The industry remains heavily dependent on generic formulations, with limited investment in research and innovation. The absence of significant R&D initiatives restricts the development of new molecules, advanced drug delivery systems, and bio-pharmaceutical products essential for long-term competitiveness.

3. Prevalence of Counterfeit and Substandard Medicines:

The circulation of counterfeit and substandard drugs in the domestic market continues to pose a serious challenge. This not only erodes consumer confidence but also adversely affects the reputation and profitability of compliant and quality-driven pharmaceutical companies.

4. Dependence on Imported Active Pharmaceutical Ingredients (APIs):

A substantial portion of raw materials used in domestic production is sourced from abroad. This dependency exposes manufacturers to volatility in global prices, foreign exchange fluctuations, and supply chain disruptions. Strengthening local API production capabilities remains essential for achieving self-sufficiency and cost competitiveness.



5. Rising Regulatory and Compliance Demands:

With post-LDC graduation, Bangladeshi pharmaceutical companies must align with stringent international quality, environmental, and intellectual property standards. This will require substantial investments in technological modernization, skilled workforce development, and advanced quality assurance systems.

INDO-BANGLA PHARMACEUTICALS PLC LOOKS FOR A BETTER FUTURE

Indo-Bangla Pharmaceuticals PLC, a trusted name in Bangladesh's pharmaceutical sector, continues its relentless pursuit of excellence with a clear vision to remain at the forefront of the evolving healthcare landscape. The Company is committed to transforming innovative science into effective treatment solutions that address the diverse needs of patients and healthcare professionals.

Guided by its long-term vision, Indo-Bangla strives for excellence in the manufacturing and marketing of high-quality pharmaceutical products while expanding its business operations beyond national boundaries. Innovation, advanced technology, new product development, and new ventures remain the driving forces of the Company's sustainable growth.

Being fully aware of the importance of adopting

modern technology, Indo-Bangla has undertaken several ambitious initiatives and strategic business plans to meet future challenges and opportunities. The management remains highly focused on enhancing operational efficiency—both qualitatively and quantitatively—through continuous improvement of technical processes, research, and employee training at all levels of its manufacturing operations.

QUALITY CONTROL

Indo-Bangla Pharmaceuticals PLC. places utmost importance on maintaining product quality in compliance with WHO GMP standards at every stage of manufacturing and handling. The Company operates a modern Quality Control Laboratory equipped with advanced instruments such as UPLC, Gas Chromatography, Atomic Absorption Spectrophotometer, and FTIR.

- **GMP Certification:** Indo-Bangla Pharmaceuticals PLC is a WHO-GMP certified company, ensuring global standard compliance.
- **Strict Compliance:** Maintains GMP standards at every stage of manufacturing and handling.
- **Modern Laboratory:** Equipped with advanced instruments such as UPLC, Gas Chromatography, Atomic Absorption Spectrophotometer, and FTIR.
- **R&D Support:** Separate Galenical Laboratory for research and product development under GMP-standard facilities.
- **Microbiology Laboratory:** Ensures quality control for both regular and biological products.
- **Continuous Monitoring:** Regular inspection and market surveillance, including withdrawal of expired products.
- **Skilled Team:** Experienced professionals dedicated to maintaining uncompromising product quality and patient safety.

ADOPTING NEW TECHNOLOGY

Indo-Bangla Pharmaceuticals PLC. continually strives to adopt the latest technologies across production, quality control, distribution, and administration to deliver next-generation and life-saving medicines efficiently to patients.

During the year 2024–2025, the Company made significant investments in upgrading its laboratory facilities and R&D scale-up infrastructure. Indo-Bangla maintains a strong focus on ensuring the highest product quality by strictly following WHO-GMP standards at every stage of manufacturing and handling.

The Company's quality control setup includes a state-of-the-art laboratory, computerized equipment, and a team of highly qualified research professionals, dedicated to upholding uncompromising standards. Regular inspections, market surveillance, and follow-up on product withdrawals further reinforce Indo-Bangla's commitment to safety and excellence

RISK AND CONCERNS

The pharmaceutical industry faces a range of risks and challenges that can impact operations, growth, and profitability. Key risk areas include:

- **Regulatory and Trade Risks:** Tariffs, international trade restrictions, and changes in global or national policies may affect production, pricing, and profitability.
- **Raw Material and Production Constraints:** Insufficient local raw material production and reliance on imports may lead to supply shortages or price fluctuations.
- **Infrastructure Limitations:** Absence of bioequivalence testing facilities and limited modern drug testing laboratories can hinder product development and regulatory compliance.
- **Market Competition:** Intense competition in the domestic pharmaceutical sector, rivalry among existing firms, threat of new entrants, and substitute products require efficient marketing strategies.
- **Human Resource Dependency:** The success of pharmaceutical marketing heavily depends on the performance of highly trained and qualified medical promotion officers.
- **Financial Risks:** Currency exchange rate fluctuations, raw material price hikes, and other macroeconomic factors can affect production costs and profitability.

Despite these challenges, the industry continues to expand its global footprint. Bangladeshi pharmaceutical formulations are currently exported to 150 countries, with major destinations including Myanmar, Sri Lanka, and Kenya, and regular exports to numerous other markets worldwide.

PROJECT AT KALIAKOIR, GAZIPUR

To meet the growing demand for existing products and support long-term sustainable growth, Indo-Bangla Pharmaceuticals PLC. has undertaken a strategic initiative to establish a new production facility at Kaliakoir, Gazipur. This facility will incorporate advanced technology to manufacture next-generation medicines, ensuring the Company remains at the forefront of the pharmaceutical industry.

As part of this initiative, the Company has purchased 5.0614 acres of land at Fulbaria, Kaliakoir, Gazipur. The project is currently at the planning and conceptual design stage, and land development has commenced, while civil construction work has not yet started.

This project reflects Indo-Bangla's commitment to innovation, capacity expansion, and meeting the evolving health-care needs of patients both domestically and internationally.

Auditors' Qualified Opinion and Board's Response

The Independent Auditors, Shafiq Basak & Co., Chartered Accountants, have issued a Qualified Opinion on the Financial Statements for the year ended 30 June 2025, citing insufficient documentation for CWIP, incomplete inventory and costing records, non-availability of bank books, and an unexplained difference between reported sales and bank deposits, along with non-submission of VAT documents. They also emphasized the need for stronger accounting controls, proper preservation of fixed asset records, and the transfer of unclaimed dividends.

The qualification relates to the following matters:

Capital Work in Progress: Adequate supporting documents for CWIP of Tk. 33.22 million (including Tk. 6.06 million transferred to fixed assets) were not available for verification.

Inventories: Finished Goods and WIP registers were not properly maintained, certain items were omitted, and costing records were not provided, limiting compliance with IAS 2.

Cash and Cash Equivalents: Bank books/registers were not provided, preventing verification of bank balances and transactions.

Sales Revenue: A material difference of Tk. 60.67 million was noted between gross sales and bank deposits, and VAT returns and related documents were not presented.

Emphasis of Matter

The Auditors also highlighted that:

- Books of accounts are maintained mainly through Excel worksheets, lacking adequate accounting controls.
- Supporting documents for land development costs under Property, Plant & Equipment were not preserved.
- Unclaimed Dividend of Tk. 14.81 million from FY 2018–2019 to 2021–2022 remains outstanding and requires transfer as per BSEC directives.

The Board has taken note of these observations and initiated corrective steps, including strengthening documentation, formalizing inventory and costing systems, ensuring proper maintenance of bank and cash records, updating sales and VAT reconciliations, and arranging the required transfer of unclaimed dividends. The Board remains committed to improving internal controls, compliance, and financial transparency.

KEY FINANCIAL PERFORMANCE AND REVIEW– YEAR ENDED 30 JUNE 2025

The operating financial results of the Company for the year 2024–2025 as compared to previous year, are summarized

Particular	30 June 2025	30 June 2025	Change (BDT)	Increase / Decrease	% Change
Net Revenue	184,177,513	176,642,457	7,535,056	Increase	+4.26%
Cost of Goods Sold (COGS)	163,154,222	156,791,702	6,362,520	increase	+4.06%
Gross Profit	21,023,291	19,850,755	1,172,536	Increase	+5.90%
Operating Expenses	46,955,986	48,013,667	(1,057,681)	decrease	-2.20%
Net Loss (Before Tax)	(25,832,795)	(27,909,103)	2,076,308	Increase	+7.44%
Net Loss (After Tax)	(36,831,741)	(40,979,225)	4,147,484	Increase	+10.12%
Gross Profit Margin (%)	11.42%	11.23%	0.19%	Increase	+1.69%
Net Profit Margin Before Tax (%)	-14.03%	-15.80%	1.77%	Increase	+11.20%
Net Profit Margin After Tax (%)	-20.00%	-23.21%	3.21%	Increase	+13.83%
Earnings Per Share (EPS)	(0.32)	(0.35)	0.03	Increase	+8.57%

The operating financial results of the Company for the year ended 30 June 2025, as compared to the previous year ended 30 June 2024, are summarized below:

- **Net Revenue:** For the year ended 30 June 2025, net revenue amounted to **Tk. 184,177,513**, compared to Tk. **176,642,457** in 2024, showing an increase of Tk. 7,535,056 or +4.26%.

The increase was primarily driven by higher sales volume and moderate price adjustments despite supply chain constraints.

- **Cost of Goods Sold (COGS):** COGS for the year ended 30 June 2025 was Tk. 163,154,222, up from Tk. 156,791,702 in the previous year — an increase of Tk. 6,362,520 or +4.06%, mainly reflecting higher input and raw material costs.
- **Gross Profit:** The Company achieved a gross profit of Tk. 21,023,291 in 2025, compared to Tk. 19,850,755 in 2024 — an increase of Tk. 1,172,536 or +5.90%.

The gross profit margin improved slightly to 11.42% (2025) from 11.23% (2024), an increase of 0.19 percentage points (+1.69%).

- **Operating Expenses:** Operating expenses for the year ended 30 June 2025 were Tk. 46,955,986, a decrease of Tk. 1,057,681 or -2.20% from Tk. 48,013,667 in 2024, indicating improved administrative and cost efficiency.
- **Net Profit (Before Tax):** The Company reported a net loss before tax of Tk. 25,832,795 for 2025, compared to a loss of Tk. 27,909,103 in 2024 — showing an improvement of Tk. 2,076,308 or +7.44%.

The net profit margin before tax improved to -14.03% in 2025 from -15.80% in 2024 (+11.20% improvement).

- **Net Profit (After Tax):** Net loss after tax for the year ended 30 June 2025 was Tk. 36,831,741, compared to Tk. 40,979,225 in 2024 — an improvement of Tk. 4,147,484 or +10.12%.

The net profit margin after tax improved to -20.00% (2025) from -23.21% (2024), reflecting a +13.83% improvement.

- **Earnings Per Share (EPS):** EPS improved to Tk. (0.32) for the year ended 30 June 2025, from Tk. (0.35) in 2024 — an increase of Tk. 0.03 or +8.57%, consistent with the reduced net loss.

The financial results for the year ended 30th June, 2025 indicate growth in revenue and gross profit, while operating expenses were effectively managed. Despite remaining in a net loss position, both pre-tax and post-tax results improved compared to the year ended 30th June, 2024, reflecting positive operational performance and progress towards profitability.

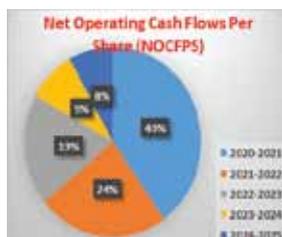
Financial Performance Highlights (EPS, NOCFPS & NAV):

For the year ended 30 June 2025, the Company's Earnings per Share (EPS) improved to Tk. (0.32) from Tk. (0.35) in the previous year, representing a growth of 8.57%. The improvement in EPS mainly resulted from a reduction in net loss during the year due to increased sales revenue and better cost management.

The **Net Operating Cash Flow per Share (NOCFPS)** stood at Tk. 0.50 for the year ended 30 June 2025, compared to Tk. 0.29 in 2024, indicating a 72.41% increase. The improvement was mainly driven by higher cash receipts from customers and better control over supplier and operating payments, resulting in a stronger operating cash inflow position.

The **Net Asset Value (NAV)** per share stood at Tk. 12.53 as on 30 June 2025, down from Tk. 13.60 in the previous year, reflecting a 7.87% decrease. The decline in NAV was primarily due to accumulated losses and prior-year adjustments recorded during the year.

Overall, the Company showed improvement in earnings and operating cash flow, despite a decline in net asset value, reflecting the need for continued efforts toward profitability enhancement and efficient resource utilization.



Discussion on Cost of Goods Sold, Gross Profit Margin, and Net Profit Margin:

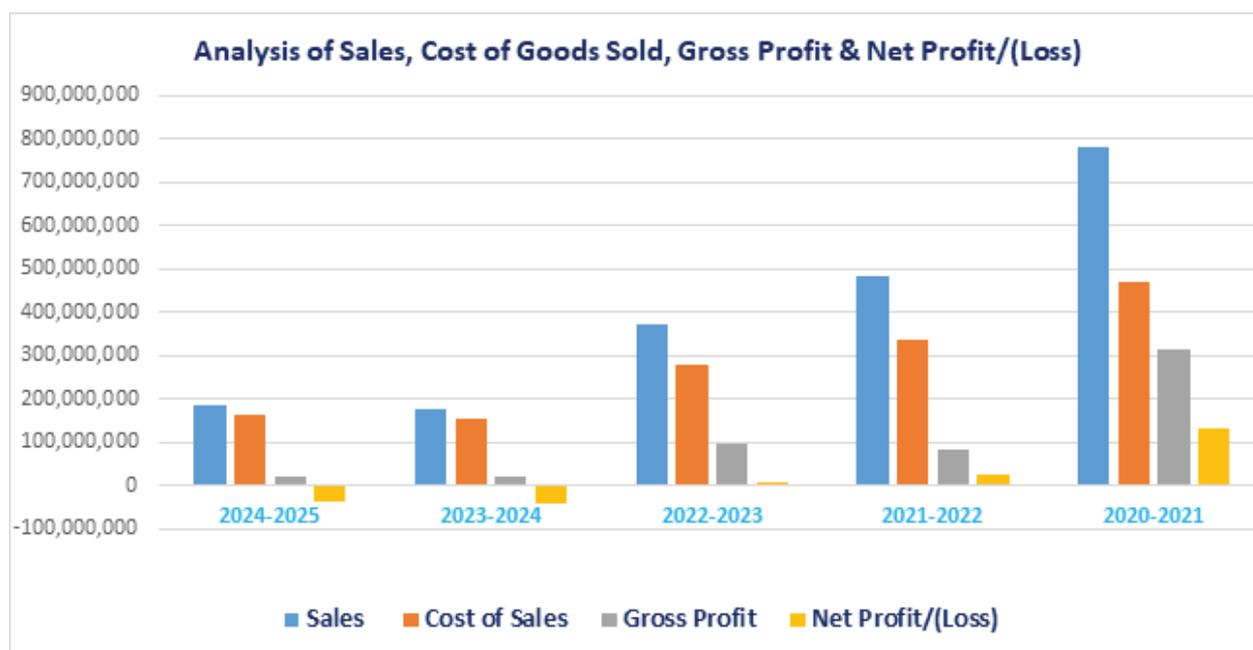
During the year ended 30 June 2025, the Cost of Goods Sold (COGS) amounted to Tk. 163,154,222, compared to Tk. 156,791,702 in the previous year, showing an increase of Tk. 6,362,520 (4.06%). The increase in COGS was consistent with the growth in sales revenue, reflecting stable production costs and efficient procurement management.

The Gross Profit increased to Tk. 21,023,291 from Tk. 19,850,755 in the previous year, an increase of Tk. 1,172,536 (5.90%). Consequently, the Gross Profit Margin slightly improved to 11.42% in FY 2025 from 11.23% in FY 2024, indicating better cost efficiency and marginal improvement in operational performance.

The Company reported a Net Loss after Tax of Tk. 36,831,741 compared to a Net Loss of Tk. 40,979,225 in the previous year, showing an improvement of Tk. 4,147,484 (10.12%). Accordingly, the Net Profit Margin after Tax improved to -20.00% in FY 2025 from -23.21% in FY 2024, mainly due to reduced financial expenses and lower income tax liability.

Overall, the financial results indicate that while the Company successfully maintained control over production costs and achieved a modest improvement in gross and net margins, profitability remained under pressure due to limited sales growth and continued high operating expenses.

Profit from Operation	30 June 2025 (BDT)	30 June 2024 (BDT)	Change (BDT)	% Change
Net Sales Revenue	184,177,513	176,642,457	7,535,056	+4.26%
Cost of Sales	163,154,222	156,791,702	6,362,520	+4.06%
Gross Profit	21,023,291	19,850,755	1,172,536	+5.90%
Net Profit / (Loss)	(36,831,741)	(40,979,225)	4,147,484	+10.12%



DIVIDEND

During the year ended **30 June 2025**, the Company incurred a net loss of **Tk. 36,831,741**, compared to a **net loss of Tk. 40,979,225** in the previous year, reflecting an improvement of **Tk. 4,147,484** or **10.12%** over the preceding year.

Despite this improvement, the Company's financial position remains tight due to accumulated losses and increased **working capital requirements** necessary to maintain smooth operations and support future growth. Considering these factors, **the Board of Directors has recommended 0.15% cash dividend for the financial year 2024–2025**. In the previous year (2023–2024), the Company declared a **0.10% cash dividend, amounting to Tk. 1,162,052**.

The Board remains confident that continued operational improvements will enhance profitability and support higher dividend payments in the coming years.

SEGMENT WISE REPORTING

The Company operates in a single business segment, which is the manufacturing and marketing of pharmaceutical products. Its operations include the production and sale of a wide range of medicines (excluding antibiotics), primarily focused on human health care.

As of 30 June 2025, the Company has a total of 96 approved pharmaceutical products under the Directorate General of Drug Administration (DGDA), covering various therapeutic categories.

During the year, the Company has also initiated steps to enter the veterinary medicine market as part of its long-term expansion strategy. Necessary internal preparations, feasibility studies, and regulatory documentation are under process to obtain DGDA approval for the production and marketing of veterinary products.

CONTINUITY OF EXTRAORDINARY GAIN OR LOSS

Extraordinary gains or losses refer to events or transactions that are irregular in nature, infrequent in occurrence, and not related to the Company's ordinary course of business.

For the year ended 30 June 2025, the Company did not incur any extraordinary gains or losses. All income and expenses recognized during the year arose from the Company's regular business operations of manufacturing and marketing pharmaceutical products. Similarly, in the previous year ended 30 June 2024, there were no such extraordinary items recorded in the financial statements.

RELATED PARTY TRANSACTIONS

The Company has carried out certain transactions with related parties in the ordinary course of business, which have been disclosed in accordance with the requirements of **Bangladesh Accounting Standard (BAS) 24: Related Party Disclosures**.

During the year ended 30 June 2025, the following related party transactions were recorded:

(a) Remuneration

Name	Designation	Nature of Transaction	Amount in (BDT)	
			2024-2025	2023-2024
Mr. A. F. M. Anowarul Huq	Managing Director	Remuneration	30,00,000	39,00,000

(b) Board of Directors and Committee(s) Meeting Fees

Details of meeting fees paid to the Directors for attending Board Meetings and Committee Meetings during the financial year 2024-2025 are as follows

Name	Designation	Nature of Transaction	Amount in (BDT)	
			2023-2024	2022-2023
1 Ms. Aysha Siddika	Chairman	Board and Committee(s) Meeting Fees	20,000	-
2 Mr. A. F. M. Anowarul Huq	Managing Director		60,000	70,000
3 Ms. Aziza Yeasmin	Director		60,000	40,000
4 Ms. Hafiza Yeasmin	Director		100,000	1,00,000
5 Mr. Md. Shariqul Anam	Director		110,000	10,000
6 Ms. Fatima Parvin	Director		-	30,000
7 Mr. A K M Haruner Rashid, FCS	Independent Director		120,000	1,30,000
8 Mr. Md. Nazrul Islam, FCS	Independent Director		-	-
9 Ms. Israt Jahan Rimi, FCS	Independent Director		-	-

BOARD OF DIRECTORS SIZE

The Board of Directors of Indo-Bangla Pharmaceuticals PLC. consists of eight (8) members, including three (3) Independent Directors. The composition of the Board is in full compliance with the requirements of the Bangladesh Securities and Exchange Commission (BSEC) Corporate Governance Code, ensuring an appropriate balance between executive and independent oversight.

The Board collectively provides strategic direction, ensures effective governance, and oversees the management in achieving the Company's objectives with transparency, accountability, and integrity.

SL	Name	Position	Remarks
1	Ms. Aysha Siddika	Chairman	Appointed as Director and Chairman of the Board on 03 December, 2024
2	Mr. A. F. M. Anowarul Huq	Managing Director	Continuing
3	Ms. Aziza Yeasmin	Director	Continuing
4	Ms. Hafiza Yeasmin	Director	Continuing
5	Mr. Md. Shariqul Anam	Director	Continuing
6	Mr. A K M Haruner Rashid, FCS	Independent Director	Continuing
7	Mr. Md. Nazrul Islam, FCS	Independent Director	Appointed as Independent Director of the Company on 29 September, 2025
8	Ms. Israt Jahan Rimi, FCS	Independent Director	Appointed as Independent Director of the Company on 29 September, 2025

DIRECTORS INVOLVED IN OTHER COMPANIES

SL	NAME	POSITION	DIRECTORSHIP/OWNERSHIP WITH OTHER COMPANIES.	
			COMPANIES	POSITION
1	Ms. Aysha Siddika	Chairman	-	-
2	Mr. A. F. M. Anowarul Huq	Managing Director	-	-
3	Ms. Aziza Yeasmin	Director	-	-
4	Ms. Hafiza Yeasmin	Director	-	-
5	Mr. Md. Shariqul Anam	Director	-Aramit PLC -BD Thai Aluminium Ltd	
6	Mr. A K M Haruner Rashid, FCS	Independent Director	-JAGO Corporation PLC	Independent Director
7	Mr. Md. Nazrul Islam, FCS	Independent Director	-	-
8	Ms. Israt Jahan Rimi, FCS	Independent Director	-Sonargaon Textiles Ltd	Independent Director

ELECTION OF DIRECTORS

In accordance with the Companies Act, 1994, the Corporate Governance Code 2018, and the Article 54-57 of the Articles of Association of the Company, one-third of the Directors (excluding the Chairman, Managing Director, and Independent Directors) are required to retire by rotation at each Annual General Meeting (AGM).

For the year ended 30 June 2025, **Mrs. Aziza Yeasmin**, being the Director with the longest tenure among non-executive, non-independent Directors, is retiring by rotation and has offered herself for re-appointment. The Board recommends her re-election by the shareholders at the forthcoming AGM.

The Chairman, Managing Director, and Independent Directors are not subject to retirement by rotation in accordance with regulatory provisions and the Company's Articles of Association.

A brief resume and other information about the above-mentioned directors are depicted in Annexure-II.

APPOINTMENT OF INDEPENDENT DIRECTORS

In compliance with BSEC Notifications and the Corporate Governance Code 2018, the Company is required to have at least one-fifth of the total number of Directors or two (whichever is higher) as Independent Directors, including at least one female Independent Director.

During the year, the Nomination and Remuneration Committee (NRC) recommended the appointment of **Mrs. Israt Jahan Rimi, FCS as Female Independent Director and Mr. Md. Nazrul Islam, FCS as Independent Director**. The Bangladesh Securities and Exchange Commission (BSEC), vide its letter dated 21 September 2025, accorded consent for their appointments.

The Board of Directors approved their appointments on 29 September 2025 for a tenure of three (3) years, subject to approval by the shareholders at the forthcoming Annual General Meeting (AGM).

A brief resume and other information about the above-mentioned directors are depicted in Annexure-II.

DIRECTORS REMUNERATION

Director's remuneration is shown in the note no. 32 (i) of the notes to the Financial Statements. There is no remuneration for Independent Directors.

Name	Designation	Nature of Transaction	Amount in (BDT)	
			2024-2025	2023-2024
Mr. A. F. M. Anowarul Huq	Managing Director	Remuneration	30,00,000	39,00,000

APPOINTMENT OF STATUTORY AUDITORS

In compliance with the Companies Act, 1994, the Corporate Governance Code, 2018, and the Listing Regulations, 2015, the Board reviewed the appointment of Statutory Auditors for the financial year 2025–2026.

The incumbent auditor, M/s Shafiq Basak & Co., Chartered Accountants, was the Statutory Auditor for the year 2024–2025 and submitted a qualified Report on Financial Statements for the year ended 30 June, 2025 of Indo-Bangla Pharmaceuticals PLC. and has completed the maximum allowable tenure and is therefore ineligible for reappointment.

Following the review of Expressions of Interest from BSEC-approved audit firms, and based on the recommendation of the Audit Committee, the Board considered the proposal to appoint **Habib Sarwar Bhuiyan & Co., Chartered Accountants**, Dom-Inno Domicillo, House No. 121, Road No. 10, Block-C, Flat-B1, Niketon, Gulshan-1, Dhaka, as the Statutory Auditor for FY 2025–2026.

The Board of Directors, in its meeting held on 15 November 2025, approved and recommended their appointment, subject to approval by the shareholders at the forthcoming Annual General Meeting.

APPOINTMENT OF COMPLIANCE AUDITORS

In accordance with BSEC Notification No. BSEC/CMRRC/2006-158/207/Admin/80 dated 3 June 2018, the Company is required to obtain an annual Certificate of Compliance from a practicing professional accountant or secretary, other than its Statutory Auditors.

M/s Mohammadullah & Associates, Chartered Secretaries and Consultants, Suite B6, Samata Tower, House 47/B, Road 2, Chand Housing, Mohammadpur, Dhaka-1207, served as Compliance Auditors for the financial year 2024–2025 and submitted the Certificate of Compliance for the year ended 30 June 2025 under the provisions of the Corporate Governance Code 2018.

M/s Mohammadullah & Associates, Chartered Secretaries and Consultants, who are retiring at the forthcoming Annual General Meeting and being eligible, have offered themselves for reappointment as Compliance Auditors for the financial year 2025–2026 of Indo-Bangla Pharmaceuticals PLC. The Board of Directors recommended their reappointment at its meeting held on November 15, 2025.

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

In compliance with the Corporate Governance Code 2018 of the Bangladesh Securities and Exchange Commission (BSEC), the Company has designated key responsibilities to its officials as follows:

SL	Name	Designation
1	Mr. Md. Mohi Uddin	Company Secretary
2	Mr. Syed Md. Nazmus Shakib	Chief Financial Officer
3	Mr. Md. Abubakar Siddique	Head of Internal Audit and Compliance

AUDIT COMMITTEE

In accordance with **Condition 5 of the Corporate Governance Code, 2018 issued by the Bangladesh Securities and Exchange Commission (BSEC)**, the Board of Directors of Indo-Bangla Pharmaceuticals PLC. has constituted an **Audit Committee** as a sub-committee of the Board to assist in ensuring sound corporate governance, transparency, and integrity in the Company's financial and operational reporting.

The Audit Committee is responsible for monitoring the financial reporting process, reviewing the internal control system, risk management framework, and audit functions, and ensuring compliance with applicable laws, rules, and regulations. It also oversees the relationship with the external and internal auditors and ensures the Company's financial statements present a true and fair view of its affairs.

All members of the Committee are financially literate and capable of understanding financial statements, including the statement of financial position, statement of comprehensive income, statement of changes in equity, and cash flow statement. The Committee also ensures that adequate internal checks and balances are in place to detect errors, frauds, and irregularities and prevent any conflict of interest or insider trading.

During the year 2024–2025, the Audit Committee held four meetings, where it reviewed quarterly and annual financial statements, audit observations, and compliance reports, and provided necessary recommendations to the Board for corrective actions.

The Audit Committee of Indo-Bangla Pharmaceuticals PLC is comprised of the following members:

SL	Name	Position in Committee	Status in the Board
1	Mr. A K M Haruner Rashid, FCS	Chairman	Independent Director
2	Mr. Md. Shariqul Anam	Member	Director
3	Mrs. Hafiza Yeasmin	Member	Director
4	Md. Mohi Uddin	Member-Secretary	Company Secretary

Meetings and Attendance of the Audit Committee

During the financial year 2024–2025, the Audit Committee of Indo-Bangla Pharmaceuticals PLC held four (4) meetings to review and discuss various financial, operational, and compliance matters in line with its terms of reference under the Corporate Governance Code, 2018.

The details of the members' attendance at the meetings are presented below:

Name	Position in Committee	Status in the Board	Number of Meetings Held	Meetings Attended
Mr. A K M Haruner Rashid, FCS	Chairman	Independent Director	4	4
Mr. Md. Shariqul Anam	Member	Director	4	4
Mrs. Hafiza Yeasmin	Member	Director	4	3
Mr. Md. Mohi Uddin	Member-Secretary	Company Secretary	4	4

The Committee actively participated in all meetings, reviewed the quarterly and annual financial statements, examined audit findings, and provided necessary recommendations to the Board for ensuring transparency and strong internal control.

NOMINATION AND REMUNERATION COMMITTEE (NRC)

The Board of Directors of Indo-Bangla Pharmaceuticals PLC. has duly constituted a Nomination and Remuneration Committee (NRC) in compliance with the Corporate Governance Code issued by the Bangladesh Securities and Exchange Commission (BSEC) vide Notification No. BSEC/CMRRCD/2006-158/207/Admin/80 dated 3 June 2018.

The NRC assists the Board in formulating and implementing policies relating to the nomination, appointment, and reappointment of Directors and top-level executives, as well as determining their qualifications, positive attributes, and independence. The Committee also formulates a formal and transparent process for determining the remuneration of Directors and top-level executives of the Company.

During the year under review, the NRC performed its responsibilities as outlined in its Charter and made necessary recommendations to the Board of Directors in matters of appointment, reappointment, and remuneration in accordance with the Corporate Governance Code, 2018.

The Nomination and Remuneration Committee (NRC) of Indo-Bangla Pharmaceuticals PLC. comprises three (3) Non-Executive Directors, including one Independent Director as Chairperson. The composition of the present NRC is as follows:

SL	Name	Position in Committee	Status in the Board
1	Mr. A K M Haruner Rashid, FCS	Chairman	Independent Director
2	Mr. Md. Shariqul Anam	Member	Director
3	Mrs. Hafiza Yeasmin	Member	Director
4	Mr. Md. Mohi Uddin	Member-Secretary	Company Secretary

Meeting and Attendance of Nomination and Remuneration Committee (NRC)

During the financial year 2024–2025, the Nomination and Remuneration Committee (NRC) of Indo-Bangla Pharmaceuticals PLC held two (2) meetings. The attendance of the members at these meetings is outlined below:

Name	Position in Committee	Status in the Board	Number of Meetings Held	Meetings Attended
Mr. A K M Haruner Rashid, FCS	Chairman	Independent Director	2	2
Mr. Md. Shariqul Anam	Member	Director	2	1
Mrs. Hafiza Yeasmin	Member	Director	2	2
Mr. Md. Mohi Uddin	Member-Secretary	Company Secretary	2	2

Mr. Mohi Uddin, QCS, Company Secretary acts as the Secretary to the Committee and attended both meetings. The Managing Director and Head of Human Resources & Administration attended the meetings by invitation, while the Chief Financial Officer attended as and when invited.

MAINTAINING WEBSITE

In compliance with the Listing Regulations 2015 of the Dhaka and Chittagong Stock Exchanges and the Corporate Governance Code 2018 issued by the Bangladesh Securities and Exchange Commission (BSEC), Indo-Bangla Pharmaceuticals PLC maintains a fully functional and regularly updated official website as a key medium of communication with investors and stakeholders.

All financial reports, price-sensitive information, corporate governance disclosures, and other relevant updates are published and updated within the stipulated time to ensure transparency and regulatory compliance.

PARTICULARS (AFFAIRS OF THE COMPANY)	STATUS ON WEBSITE
Code of Conduct for Board Members	Available
Quarterly and Annual Financial Statements	Available
The Directors Report	Available
Price Sensitive Information (PSI)	Available
Shareholding Position	Available
Status of Compliance with the Corporate Governance Code	Available
Dividend Distribution Policy	Available
Annual Report	Available
Unclaimed/Unsettled Dividend	Available
contract Information for Investor Relations	Available

SUBSIDIARY COMPANY

The Company does not have any subsidiary company as of June 30, 2025. All operations and financial activities are carried out directly under Indo-Bangla Pharmaceuticals PLC., and therefore, no consolidated financial statements are required to be prepared for the reporting year.

CORPORATE GOVERNANCE

Corporate governance reflects the Company's commitment to good citizenship and accountability towards its stakeholders and society. Indo-Bangla Pharmaceuticals PLC., is governed by the Board of Directors in line with the BSEC Notification No. BSEC/CMRRCD/2006-158/207/Admin/80 dated 3 June 2018. In compliance with the Notification, the Directors' Report includes the following annexures:

- **Annexure I :** Statement of Directors on Financial Report
- **Annexure II:** Resumes of Directors to be appointed
- **Annexure III:** Pattern of Shareholding as on 30 June, 2025 as per Condition # 1(5)(xxiii) of CGC
- **Annexure IV:** Audit Committee Report as per Clause 5(7)
- **Annexure V:** Nomination and Remuneration Committee Report as per Clause 6(5)(c)
- **Annexure A:** Certificate from the CEO & CFO to the Board
- **Annexure B & C:** Certificate on compliance with Corporate Governance Code and status of compliance

These disclosures demonstrate the Company's adherence to the Corporate Governance Code 2018 and its commitment to transparency, accountability, and ethical management.

MINORITY SHAREHOLDERS' INTEREST

In compliance with Condition No. 1(5)(xvi) of the Corporate Governance Code 2018 issued by the Bangladesh Securities and Exchange Commission (BSEC), the Board of Directors confirms that the interests of minority shareholders have been duly safeguarded throughout the year. The Company ensures transparency in decision-making, fair treatment in dividend distribution, and equitable access to information for all shareholders, thereby upholding good corporate governance practices

ENVIRONMENTAL ROLE

Indo-Bangla Pharmaceuticals PLC., maintains a high standard of environmental responsibility in line with Good Manufacturing Practice (GMP) regulations, World Health Organization (WHO) standards, and applicable national laws. The Company continually monitors its operations to ensure minimal environmental impact, promotes pollution-free processes, and implements sustainable practices in production, waste management, and resource utilization.

CREDIT RATING

The Company's financial stability and operational performance were assessed by Emerging Credit Rating Ltd (ECRL), which reaffirmed the Company's credit ratings as:

'BBB' (Stable) for Long Term
'ST-3' for Short Term

These ratings reflect the Company's strong financial position, operational efficiency, risk management practices, and adherence to regulatory requirements.

GOING CONCERN

While approving the financial statements for the year ended 30 June 2025, the Board of Directors conducted thorough inquiries and reviewed significant financial, operational, and other performance indicators. After careful evaluation, the Directors are confident that the Company has adequate resources, liquidity, and operational capacity to continue its business activities in the foreseeable future. Accordingly, the financial statements have been prepared on a going concern basis, reflecting the Directors' reasonable expectation of the Company's continued operations and ability to meet its obligations.

MANAGEMENT'S DISCUSSION AND ANALYSIS

A Management's Discussion and Analysis (MD&A), signed by the Managing Director, presenting a detailed analysis of the Company's financial position, operational performance, and key developments during the year, along with a discussion on changes in the financial statements, is disclosed on Page [] of this report. The MD&A has been prepared in accordance with the requirements of the Corporate Governance Code 2018 of the Bangladesh Securities and Exchange Commission (BSEC).

MANAGEMENT GRATITUDE

On behalf of the Board of Directors, the Company expresses its sincere gratitude to all employees of Indo-Bangla Pharmaceuticals PLC., for their dedication and hard work throughout the year. The Board also extends heartfelt thanks to the shareholders and all stakeholders for their continued trust and support.

The Board further acknowledges the cooperation and support received from customers, creditors, banks, insurance companies, utility providers, BSEC, DSE, CSE, CDBL, the Government of Bangladesh, and other business partners, which have significantly contributed to the smooth operation and growth of the Company during the year.

Thanking You

On Behalf of the Board of Directors,



(Aysha Siddika)
Chairman

REPORT ON MANAGEMENT'S DISCUSSION & ANALYSIS

Pursuant to the Corporate Governance Code, 2018 [Condition No. 1(5)(xxv)] of the Bangladesh Securities and Exchange Commission, the Management's Discussion and Analysis for the year ended 30 June, 2025 has been depicted hereunder:

ACCOUNTING POLICIES AND ESTIMATION FOR PREPARATION OF FINANCIAL STATEMENTS

Indo-Bangla Pharmaceuticals PLC., has prepared its financial statements in accordance with the Bangladesh Financial Reporting Standards (BFRS) and Bangladesh Accounting Standards (BAS), together with the applicable provisions of the Companies Act, 1994 and other relevant local laws and regulations. Detailed descriptions of accounting policies and estimates used for preparation of the financial statements are disclosed in Note 2 to the Financial Statements (Page No. 89).

CHANGES IN ACCOUNTING POLICIES AND ESTIMATION

The Company has been following consistent accounting policies and estimation methods. There were no significant changes in accounting policies or estimation techniques during the financial year ended 30 June, 2025 that materially impacted the financial statements of the Company.

COMPARATIVE ANALYSIS OF FINANCIAL AND OPERATIONAL PERFORMANCE

- Turnover amounted to Tk. 184,177,513 for the year ended 30 June, 2025, as compared to Tk. 176,642,457 for the previous year, representing an increase of Tk. 7,535,056 or +4.26%.
- Cost of Goods Sold (COGS) stood at Tk. 163,154,222 compared to Tk. 156,791,702 in the previous year, showing an increase of 4.06% due to higher raw material and production costs.
- Gross Profit increased to Tk. 21,023,291 from Tk. 19,850,755, an improvement of Tk. 1,172,536 or +5.90%, and the Gross Profit Margin slightly increased to 11.42% from 11.23% in the previous year
- Operating Expenses decreased marginally by 2.20% to Tk. 46,955,986 compared to Tk. 48,013,667 in the previous year, indicating strong cost discipline in administrative and selling expenses.
- Net Loss before Tax improved to Tk. (25,832,795) compared to Tk. (27,909,103) in the year ended 30 June 2024, an improvement of Tk. 2,076,308 or +7.44%.
- Net Loss after Tax also improved to Tk. (36,831,741) from Tk. (40,979,225), an improvement of Tk. 4,147,484 or +10.12%.
- Earnings Per Share (EPS) stood at Tk. (0.32) for the year ended 30 June 2025 as compared to Tk. (0.35) in the previous year, reflecting an improvement of 8.57%.
- Net Asset Value (NAV) per Share and Net Operating Cash Flow per Share (NOCFPS) will be disclosed in the accompanying financial statements.

KEY FINANCIAL HIGHLIGHTS

Particulars	2024-2025	2023-2024	% Change
Net Revenue	184,177,513	176,642,457	+4.26%
Cost of Goods Sold (COGS)	163,154,222	156,791,702	+4.06%
Gross Profit	21,023,291	19,850,755	+5.90%
Operating Expenses	46,955,986	48,013,667	-2.20%
Net Loss (Before Tax)	(25,832,795)	(27,909,103)	+7.44%
Net Loss (After Tax)	(36,831,741)	(40,979,225)	+10.12%
Gross Profit Margin (%)	11.42%	11.23%	+1.69%
Net Profit Margin Before Tax (%)	-14.03%	-15.80%	+11.20%
Net Profit Margin After Tax (%)	-20.00%	-23.21%	+13.83%
Earnings Per Share (EPS)	(0.32)	(0.35)	+8.57%
Net Operating Cash Flow Per Share (NOCFPS)	0.50	0.29	+72.41
Net Asset Value (NAV) per Share	12.53	13.60	-7.87

EXPLANATION ON SIGNIFICANT VARIANCES

Sales (Net Revenue):

During the year 2024–2025, the Company's net revenue increased to Tk. 184.18 million, compared to Tk. 176.64 million in 2023–2024, showing a growth of Tk. 7.54 million (4.26%). The modest increase in sales was achieved despite persistent liquidity and supply chain challenges that constrained production and delivery capacity.

Gross Profit:

Gross profit for the year rose to Tk. 21.02 million from Tk. 19.85 million in the previous year, reflecting an increase of Tk. 1.17 million (5.90%). The gross profit margin improved slightly to 11.42% from 11.23%, mainly due to effective control of raw material costs and improved production efficiency.

Operating Expenses:

Operating expenses decreased marginally to Tk. 46.96 million from Tk. 48.01 million, indicating effective cost management and tighter administrative control during the year.

Net Profit/Loss Before Tax:

The Company incurred a net loss before tax of Tk. 25.83 million, compared to Tk. 27.91 million in the previous year—an improvement of Tk. 2.08 million (7.44%). The reduction in loss is attributable to better cost control, lower finance expenses, and marginal improvement in operational efficiency.

Net Profit/Loss After Tax:

The net loss after tax stood at Tk. 36.83 million, compared to Tk. 40.98 million in the previous year, reflecting an improvement of Tk. 4.15 million (10.12%). This improvement resulted primarily from reduced tax expenses and improved operational margins.

Earnings Per Share (EPS):

The Company recorded an EPS of Tk. (0.32) for 2024–2025, compared to Tk. (0.35) in the previous year—an improvement of Tk. 0.03 (8.57%). The improvement is due to a lower net loss, as the number of outstanding shares remained constant.

- A marginal increase in net revenue (from BDT 176.64 million to BDT 184.18 million), which contributed to a small increase in gross profit.
- Effective control over operating expenses, which helped reduce the overall net loss.
- The number of shares outstanding remained constant, so the improvement in EPS reflects a genuine reduction in loss rather than dilution effects.

Net Operating Cash Flow Per Share (NOCFPS):

The NOCFPS increased to Tk. 0.50 in 2025, compared to Tk. 0.29 in 2024, reflecting stronger cash generation from operations despite continued accounting losses. The improvement resulted mainly from:

- Higher collection from customers;
- Lower payments to suppliers and financial institutions; and
- Effective working capital management.

Net Asset Value (NAV) per Share:

The NAV per share declined to Tk. 12.53 in 2025, from Tk. 13.60 in 2024, representing a decrease of 7.87%. The decline was primarily due to the net loss of Tk. 36.83 million and prior year adjustment of Tk. 86.57 million, which reduced retained earnings during the year.

RISK MANAGEMENT

The Company follows consistent accounting policies and prudent financial practices to ensure transparency and reliability in financial reporting. Management continuously monitors and manages key risks, including credit, liquidity, market, regulatory, and interest rate risks.

Credit risk is minimized through strict credit policies and continuous monitoring of trade receivables. Liquidity risk is managed by maintaining sufficient cash flow and ensuring timely access to financing facilities. Market risk, including fluctuations in raw material prices and foreign exchange rates, is controlled through strategic sourcing, cost efficiency, and maintaining diversified supplier relationships.

In the pharmaceutical industry, regulatory and compliance risks are significant. The Company ensures full adherence to the guidelines of the Directorate General of Drug Administration (DGDA) and other relevant authorities to mitigate compliance-related risks. Interest rate risk is limited as borrowings remain low and are regularly reviewed in line with market conditions.

Overall, the Company maintains a robust risk management framework to safeguard business operations, ensure product quality, and protect shareholders' value amid changing market and regulatory environments.

Comparative Analysis of Financial and Operational Performance:

The Directors' Report provides an analysis of financial performance and position during the year under review and a detailed comparison of financial performance and position, as well as cash flows, are presented as part of the financial statements, including notes. However, the major areas of financial performance, financial position, as well as cash flows for the immediate preceding 5 (five) years are presented as follows:

Particulars	2024-2025	2023-2024	2022-2023	2021-2022	2020-2021
Turnover (Net Revenue)	184,177,513	176,642,457	374,482,590	484,679,693	782,239,281
Cost of Goods Sold (COGS)	163,154,222	156,791,702	277,919,332	337,751,759	469,303,281
Gross Profit	21,023,291	19,850,755	96,563,258	82,451,523	312,936,000
Operating Expenses	46,955,986	48,013,667	71,882,165	82,451,523	134,983,142
Profit from Operation	(25,932,695)	(28,162,913)	24,681,093	32,503,411	177,952,858
Net Profit Before Tax	(25,832,795)	(27,909,103)	24,572,708	31,720,563	169,343,500
Net Profit After Tax	(36,831,741)	(40,979,225)	8,407,134	25,174,033	134,728,407
Net Profit Margin (%)	-20.00%	-23.21%	2.24%	5.19%	17.22%
Earnings Per Share (EPS)	(0.32)	(0.35)	0.07	0.22	1.18
Net Operating Cash Flow Per Share (NOCFPS)	0.50	0.29	0.63	0.79	1.33
Net Asset Value (NAV) per Share	12.53	13.60	13.96	13.98	14.29
Current Ratio (Times)	3.62	4.95	4.25	3.49	3.79
Debt to Equity Ratio (Times)	0.018	0.027	0.046	0.096	0.10
Return on Equity (ROE)	-2.53%	-2.59%	0.52%	1.55%	8.57%
Current Assets	425,847,942	495,939,118	531,196,611	538,891,584	595,555,779
Shareholder's Equity	1,456,282,611	1,580,842,948	1,621,822,173	1,625,035,557	1,625,418,375
Current Liability	117,585,399	100,153,105	124,803,247	154,198,259	157,253,535
Non-Current Liability	150,241,186	141,103,996	129,144,490	114,560,897	108,175,003
Shares Outstanding (Nos.)	116,205,178	116,205,178	116,205,178	116,205,178	113,737,140
Face Value per Share	10	10	10	10	10
Dividend-Cash (In %)	0.15%	0.10%	0%	1%	4%
Dividend-Stock (In %)	0%	0%	0%	0%	3%
Dividend Payout (Cash + Stock) in taka	1,743,078	1,162,052	-	11,620,518	50,237,231

FINANCIAL AND ECONOMIC SCENARIO OF BANGLADESH AND THE GLOBAL

Bangladesh has continued to demonstrate economic resilience and steady progress during the fiscal year 2024–2025, despite ongoing global uncertainties. The economy maintained a moderate growth trajectory supported by strong performance in the ready-made garment (RMG) sector, robust domestic demand, and government initiatives to stabilize macroeconomic conditions. GDP growth for FY 2024–2025 is estimated at around 5.8%, reflecting gradual recovery in exports and consumption activities.

Over the past decades, Bangladesh has achieved remarkable socioeconomic progress — transforming from one of the poorest nations in 1971 to a lower-middle-income country in 2015. The nation remains on course to graduate from the UN's Least Developed Countries (LDC) category by 2026, supported by continued poverty reduction, rising literacy rates, infrastructural development, and expansion of industrial capacity.

However, the global economy remains under strain due to prolonged geopolitical tensions, particularly the Russia-Ukraine war, which continues to disrupt global supply chains, elevate fuel and commodity prices, and create inflationary pressure worldwide. These factors have significantly impacted import-dependent countries like Bangladesh, leading to higher production costs, foreign exchange shortages, and challenges in opening letters of credit (LCs). The depreciation of the local currency and increased import costs have placed pressure on business margins across several sectors.

Despite various policy interventions by the Government of Bangladesh and Bangladesh Bank — including foreign exchange management, import control measures, and monetary tightening — challenges persist in maintaining exchange rate stability and containing inflation.

During the fiscal year 2024–2025, Indo-Bangla Pharmaceuticals PLC., faced significant challenges arising from the prevailing economic situation. The sharp increase in the cost of imported raw materials, packaging items, and utilities led to higher production costs and lower profitability. In addition, the Company faced severe difficulties in opening letters of credit (LCs) due to the foreign exchange shortage in the banking sector. In particular, the liquidity crisis faced by First Security Islami Bank PLC., (FSIBL), through which the Company maintains its main LC operations, adversely impacted timely import of raw and packing materials, disrupting production schedules and sales performance. Inflationary pressure and reduced consumer purchasing power also weakened overall market demand.

Despite these challenges, the Company remained committed to operational stability through prudent financial management, efficient cost control, and optimization of resources. Management is continuously exploring alternative banking channels and local sourcing options to mitigate such risks in the future and sustain long-term growth and profitability.

OPPORTUNITIES IN THE PHARMACEUTICALS SECTOR

The pharmaceutical industry in Bangladesh continues to be one of the most promising and rapidly expanding sectors of the economy. With an estimated market size of around BDT 6 billion, the industry contributes approximately 1.83% to the country's GDP. According to the Directorate General of Drug Administration (DGDA), there are 257 licensed pharmaceutical factories in operation, of which around 150 are actively manufacturing and meeting nearly 98% of the domestic demand for medicines.

Currently, local pharmaceutical companies dominate about 90% of the total market, while multinational companies account for the remaining 10%. Bangladesh manufactures more than 450 generic drugs across approximately 5,300 registered brands, covering a wide range of therapeutic classes and meeting about 4% of the nation's demand for anti-cancer medicines. Nearly 80% of the drugs produced are generic, while the remaining 20% are patented or specialized formulations.

The pharmaceutical sector presents significant growth opportunities driven by rising healthcare awareness, expanding hospital infrastructure, increasing export potential, and government support through favorable policies and patent exemptions under the TRIPS Agreement until 2033. The upcoming LDC graduation in 2026 also encourages local manufacturers to enhance global competitiveness through compliance with international quality standards, research and development (R&D) investment, and product diversification.

Indo-Bangla Pharmaceuticals PLC., is strategically positioned to capitalize on these opportunities by strengthening its production capacity, expanding product portfolios, and exploring new domestic and export markets to ensure sustainable growth in the coming years.

CHALLENGES IN THE NEAR FUTURE

As Bangladesh approaches its graduation from the Least Developed Countries (LDC) status in 2026, the pharmaceutical industry faces significant challenges. Currently, domestic manufacturers benefit from patent exemptions under the TRIPS Agreement, allowing affordable production of generic medicines. Post-LDC graduation, these exemptions will end earlier than 2033, potentially increasing production costs, requiring royalty payments, and affecting the availability and pricing of certain medicines. Export opportunities may also be constrained without compliance with international patent laws.

Other key challenges include limited investment in research and development, prevalence of counterfeit and substandard medicines, and high dependency on imported raw materials. Broader infrastructural and economic constraints, such as power and gas shortages, bureaucratic inefficiencies, logistics bottlenecks, political instability, and a shortage of skilled workforce, also pose risks to sustainable growth.

Addressing these challenges will require strategic focus on innovation, local raw material production, quality assurance, and efficient supply chain management to maintain competitiveness domestically and globally.

FUTURE PLAN PROJECTION OR FORECAST

The Management of Indo-Bangla Pharmaceuticals PLC., remains committed to implementing feasible and strategic plans to ensure sustainable operational performance and a strong financial position in the foreseeable future. The Company continues to focus on expanding its market presence, improving operational efficiency, and enhancing product quality to maintain competitiveness in the domestic and international pharmaceutical sectors.

In line with its export strategy, the Company has signed an agreement with Salar Yousafzai Ltd., to export medicines to Afghanistan, marking a significant step toward diversifying revenue streams and strengthening its global footprint. The Management will continue to explore similar opportunities to expand exports while ensuring compliance with international regulatory standards and maintaining high-quality production.

Thanking You.



(A. F. M. Anowarul Huq)

Managing Director

Indo-Bangla Pharmaceuticals PLC.

DIVIDEND DISTRIBUTION POLICY

Under Directives No. BSEC/CMRRCD/2021-386/03 Dated, 14 January, 2021.



1.0 OBJECTIVE

The objective of the Dividend Distribution Policy is to ensure the right balance between the quantum of Dividend paid and amount of profits retained in the business for various purposes. Towards this end, the Policy lays down parameters to be considered by the Board of Directors of the Company for declaration of Dividend from time to time.

Dividend is the share of the profit that a Company decides to distribute among its Shareholders in proportion to the amount paid-up on shares they hold in the form of Cash and/or Stock (Bonus). The profits earned by the Company can either be retained in the business or can be distributed among the Shareholders as dividend.

The philosophy of the Company is to maximize the shareholders' wealth in the Company through various means. The Company believes that driving growth creates maximum shareholder value. Thus, the Company would first utilize its profits for working capital requirements, capital expenditure to meet expansion needs, reducing debt from its books of accounts, earmarking reserves for inorganic growth opportunities and thereafter distribute the surplus profits in the form of dividend to the shareholders.

2.0 REGULATORY FRAMEWORK

The Dividend Distribution Policy is prepared and adopted in compliance with the provisions of the Directive No. BSEC/CMRRCD/2021-386/03 dated 14 January, 2021 of the Bangladesh Securities and Exchange Commission (BSEC) about dividend declaration, pay off, disbursement and compliance. It becomes mandatory for Indo-Bangla Pharmaceuticals Limited (the Company) to have a Dividend Distribution Policy (the Policy) and to disclose in the Company's website and in the Annual Report.

The Board of Directors (the Board) will consider the directive while declaring/ recommending dividend on behalf of the Company. The Policy is not an alternative to the decision of the Board for declaring/recommending dividend, which takes into consideration all the relevant circumstances enumerated hereunder or other factors as may be decided by the Board.

The Board of Directors of the Company has adopted this Policy for Shareholders of the Company for dividend distribution and management of unpaid and unclaimed dividend.

3.0 DEFINITIONS

"the Act" shall be means Companies Act 1994 including the Rules made thereunder, as amended from time to time.

"Applicable Laws" shall mean the Companies Act, 1994 and Rules made thereunder, Directive No. BSEC/CMRRCD/2021-386/03 dated 14 January, 2021 of the Securities and Exchange Commission of Bangladesh (BSEC); as amended from time to time and such other act, rules or regulations which provides for the distribution of Dividend

"the Company" means Indo-Bangla Pharmaceuticals PLC.

"AGM" means Annual General Meeting

"Board" means Board of Directors of Indo-Bangla Pharmaceuticals PLC.

"Shareholders" means Members whose name is registered in the Member Register of the Company.

"Shares" means Ordinary Equity Shares.

"Dividend" shall mean Dividend as defined under Companies Act, 1994.

"Policy or this Policy" shall mean the Dividend Distribution Policy.

4.00 TYPES OF DIVIDEND

The Act deals with two types of dividend - Interim and Final.

- **Interim dividend** is the dividend declared by the Board between two AGMs as and when considered appropriate. The Act authorizes the Board to declare interim dividend during any financial year out of the profits for the financial year in which the dividend is sought to be declared and/or out of the surplus in the profit and loss account.

- **Final dividend** is recommended for the financial year at the time of approval of the annual financial statements as well as appropriation of profit. The Board shall have the power to recommend final dividend to the shareholders for their approval at the AGM of the Company. Dividend recommended by the Board of Directors cannot be changed prior to holding of the Annual General Meeting.

5.00 DECLARATION OF DIVIDEND

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

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

Before declaration of dividend, the Company may transfer a portion of its profits to reserves of the Company as may be considered appropriate by the Board of Directors at its discretion.

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

6.0 PARAMETERS/FACTORS TO BE CONSIDERED WHILE RECOMMENDING/DECLARING DIVIDEND:

The decision regarding dividend pay-out is a crucial decision as it determines the amount of profit to be distributed among the shareholders and amount of profit to be retained in business. The circumstances for dividend pay-out decision depends on various external and internal factors, which the Board of Directors shall consider while recommend/ declaring dividend including the following:

6.01 EXTERNAL FACTORS:

- The Board shall endeavor to retain a larger portion of profits to build up reserves, in case of Adverse Economic Scenario.
- The Board shall evaluate the market trends in terms of technological changes mandating investments, competition impacting profits, etc., which may require the Company to conserve resources.
- The Board shall consider the restrictions, if any, imposed by the Act and other applicable laws with regard to declaration of dividend in order to ensure compliance with the applicable laws.
- Dividend distribution tax or any tax deduction at source as required by tax regulations, applicable at the time of declaration of dividend may impact the decision with regard to dividend declaration.
- Other factors beyond control of the Management like natural calamities, fire, etc. effecting operations of the Company may impact the decision with regard to dividend declaration.

6.02 INTERNAL FACTORS:

- Profitability: Profit earned during the financial year and the retained profit of the previous years or losses suffered in the past years.
- Availability and Liquidity of Funds
- Accumulated Reserves
- Earnings Per Share (EPS).
- Working capital requirement of the Company.
- Corporate actions including mergers, acquisition and additional investments including expansion of new projects.
- Investment in technology, learning and development and Research and Development.
- Future Capital Expenditure needs for the existing businesses
- Expansion/Modernization of the business
- Cost of raising funds from alternate sources
- Cost of servicing outstanding debts
- Funds for meeting contingent liabilities
- Mergers and Acquisitions
- Such other factors and/or material events as deemed appropriate by the Board.

Apart from the above factors, the Board also considers past dividend history and sense of shareholders' expectations while determining the rate of dividend. The Board may additionally recommend special dividend in special circumstances.

7.00 FINANCIAL PARAMETERS FOR DECLARING DIVIDEND

The Company is committed to deliver sustainable value to its stakeholders. The Company shall strive to distribute an optimal and appropriate level of the profits among the shareholders in the form of dividend. To keep investment attractive and to ensure capital appreciation for the shareholders, the Company shall also endeavor to provide consistent return over a period of time. While deciding on the dividend, micro and macroeconomic parameters for the country in general and the Company in particular shall also be considered. Taking into consideration the aforementioned factors, the Board shall endeavor to maintain a dividend pay-out.

8.00 UTILIZATION OF RETAINED EARNINGS

Subject to the provisions of the Act and other applicable laws the Board of Directors of the Company may retain its earnings in order to make better use of the funds available and increase the value of the shareholders in the long run. The retained earnings of the Company may be utilized as under:

- Issue of fully paid-up bonus shares
- Declaration of Dividend-Interim or Final
- Augmenting internal resources
- Funding for capital expenditure/expansion plans/acquisition
- Diversification of Business/ capacity Expansion;
- Repayment of debt
- Any other permitted use as per Acts and regulations may be decided by the Board.

9.00 PARAMETERS FOR VARIOUS CLASSES OF SHARES

At present, the Company has only one class of shares - Equity Shares. There is no privilege amongst Equity Shareholders of the Company with respect to dividend distribution.

10.00 CIRCUMSTANCES IMPACTING DIVIDEND PAYMENT

The Company has been paying dividend to its shareholders for last three years and shall endeavor to continue with the dividend payment. Given here in below are some of the circumstances in which shareholders of the Company may or may not expect dividend pay-out:

11.00 SHAREHOLDERS OF THE COMPANY MAY EXPECT DIVIDEND PAY-OUT UNDER THE FOLLOWING CIRCUMSTANCES:

- Adequate profits and liquidity;
- Accumulated profits not warranted for immediate business needs.

11.00 SHAREHOLDERS OF THE COMPANY MAY NOT EXPECT DIVIDEND PAY-OUT UNDER THE FOLLOWING CIRCUMSTANCES:

- When the Company undertakes or propose to undertake a significant expansion project requiring higher allocation of capital;
- Non availability of profits for dividend distribution;
- Significantly higher working capital requirements adversely impacting free cash flow;
- When the Company undertakes any acquisitions or joint ventures requiring significant allocation of capital;
- In the event of inadequacy of profits or the Company incurred losses;
- Adverse economic/market scenario expected in near future;
- Any Rules, directive or guidance issued by Bangladesh securities and Exchange Commission(BSEC) on declaration and distribution of dividend.

12.00 UNCLAIMED/UNPAID/UNDISTRIBUTED DIVIDEND

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

13.00 PROCEDURE FOR CLAIMING UNPAID DIVIDEND

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

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

14.00 DISCLOSURE

This Dividend Distribution Policy shall be disclosed in the Annual Report of the Company and on the Company's website www.indo-banglapharma.com. If the Company proposes to declare dividend on the basis of any additional parameters apart from those mentioned in the Policy or proposes to change the parameters contained in this Policy, it shall disclose such changes along with the rationale for the same in the Annual Report and on the website.

15.00 EFFECTIVE DATE

This Policy has been approved by the Board of Directors of the Company at its meeting held on 17 June, 2021 and shall be effective and applicable for dividend, if any, declared for the Financial Year 2020-21 onwards.

16.00 AMENDMENTS/MODIFICATIONS

The Board may amend, abrogate, modify or revise any or all provisions of this Policy. However, amendments in the Act or in the Listing Regulations shall be binding even if not incorporated in this Policy.

Unclaimed/unsettled Dividend 2018-2023

Under the Directives # BSEC/SRMIC/2021-198/254 dated 19/10/2021 of BSEC

Corporate
Governance

The unclaimed/unsettled stock dividend for the year 2018 and 2019 has been deposited to the Capital Market Stabilization (CMS) Fund as instructed by the Bangladesh Securities and Exchange Commission.

Summary of unclaimed/unsettled stock dividend:

Sl.	Name	BO ID	unclaimed/unsettled Balance
1	MD. MASUM BILLAH	1203130025666759	60
2	MD. KHALID HOSSAIN	1203130025666759	60
3	MUSFIQ UI QUAYOOM	1203130025666759	60
4	SUSHII CHANDRA VOKTA	1201640028783311	1
5	MEHARUN BEGUM CHOWDHURY	1201820053343684	1
6	NOOR MIA	1201820053360733	6
7	MOHAMMED MOHAN MIAH	1202930030208850	18
8	SAKHAWAT HOSSAIN	1203050065620234	1
9	BITHI DAS	1203140009036212	21
10	ABDUL HAMID	1204980060036411	1
11	OBAIDUL HAQUE SAOWDAGAR	1204980060178371	1
12	Fraction		3
	Total		233

Summary of unclaimed/unsettled cash dividend year-wise:

Sl.	Name	unclaimed/unsettled Balance
1	2018-2019	2,632,693.00
2	2019-2020	8,671,594.00
3	2020-2021	1,029,103.00
4	2021-2022	2,766,224.00
	Total	15,099,614.00

As per Bangladesh Securities and Exchange Commission's Notification No. BSEC/CMRRCD/2021-386/03 dated: 14 January, 2021 total amount of cash dividend payable for the above mentioned year was transferred within specific time of declaration by the Board of Directors of the Company separate bank account of the company, dedicated for dividend purpose.

Total amount of unclaimed cash dividend of tk. 15,099,614/- lying with company's dividend account. The total amount of cash dividend was transferred from company's mother account to separate bank account dedicated for dividend purpose so the unclaimed cash dividend was not shown in the Balance Sheet of the company.

STATEMENT OF DIRECTORS ON FINANCIAL REPORTS

Annexure- I To the Directors Report

In accordance with the Bangladesh Securities and Exchange Commission Notification No. BSEC/CMRRCD/2006- 158/207/Admin/80 dated 03 June, 2018 the Directors also report that:

- The financial statements together with notes thereon have been drawn up in conformity with the Companies Act, 1994 and The Securities and Exchange Rules 1987. The Financial Statement of the Company present true and fair view of the Company's state of affairs, result of its operations, cash flows and changes in equity.
- Proper books of accounts of the company as required prevailing Law have been maintained.
- Appropriate accounting policies have been applied consistently in preparation of the financial statements and the accounting estimates are based on reasonable and prudent judgment.
- The Financial Statement was prepared in accordance with International Accounting Standards (IAS)/ International Financial Reporting Standards (IFRS)/Bangladesh Accounting Standard (BAS).
- The internal control system is sound in design and is effectively implemented and monitored.
- Minority shareholders have been protected from abusive actions by, or in the interest of, controlling shareholders acting either directly or indirectly and have effective means of redress.
- There is no significant doubt about the Company's ability to continue as a going concern.
- There is no significant deviation from the last year's operating result of the Company.
- The system of internal control is sound and has been implemented and monitored effectively.
- Remuneration of Directors including Independent Director have been shown in Note No. 32(b) in the Notes of Financial Statements.
- The key operating and financial data for the last five years. (Page 31)

Board Meeting and Attendance 2024-2025

As per Condition # 1(5)(xxii) of the Corporate Governance Code (CGC), 2018, the number of Board meetings held and the attendance of the Directors during the year 2024-2025 were as follows:

Under Condition # 1(5)(xxii) of CGC, 2018, The number of Board meeting and the Attendance of Directors during the year 2022-2023 were as follows:

Name of the Directors	Position	Meeting held	Attended
1 Mrs. Aysha Siddika*	Chairman	6	2
2 Mr. A.F.M. Anowarul Huq	Managing Director	6	6
3 Mrs. Aziza Yeasmin	Director	6	6
4 Mrs. Hafiza Yeasmin	Director	6	5
5 Mr. Md. Shariqul Anam	Director	6	6
6 Mr. A.K.M. Haruner Rashid, FCS	Independent Director	6	6
7 Mr. Md. Nazrul Islam, FCS**	Independent Director	6	-
8 Ms. Israt Jahan Rimi, FCS**	Independent Director	6	-

* Mrs. Aysha Siddika, Appointed as Director and elected new Chairman in the Board of the Company on 03 December, 2024.

** Mr. Md. Nazrul Islam, FCS & Ms. Israt Jahan Rimi, FCS appointed as Independent Directors to the Board of Directors of the Company on 29 September, 2025.

DIRECTORS PROFILE

Who are seeking appointment
Under Condition # 1(5)(xxiv)(a) of CGC

Annexure- II
To the Directors Report

RE-APPOINTMENT OF DIRECTORS



Mrs. Aziza Yeasmin has been serving as a Director of Indo-Bangla Pharmaceuticals PLC. since 2014. She is the daughter of Late Alhaj Azizul Huq, one of the pioneering entrepreneurs who acquired and revitalized Indo-Bangla Pharmaceuticals Works following its privatization in 1982. Her family legacy and extensive industry knowledge have been instrumental in guiding the Company's strategic direction.

Mrs. Yeasmin holds a Bachelor's degree from the National University and has accumulated over 17 years of professional experience in the pharmaceutical sector, covering business strategy, operations, regulatory compliance, and corporate governance. She has played a key role in shaping the Company's policies, enhancing operational efficiency, and ensuring adherence to WHO-GMP standards and other regulatory requirements.

Throughout her tenure, she has contributed to strengthening corporate governance, supporting sustainable growth initiatives, and promoting ethical and transparent business practices. Her leadership aligns with the Company's core values of Quality, Knowledge, and Responsibility, and her vision continues to support Indo-Bangla Pharmaceuticals PLC's mission of delivering better health, heartiness, and happiness to people—locally and globally.

Mrs. Aziza Yeasmin does not hold membership in any sub-committee of the Board of Directors of Indo-Bangla Pharmaceuticals PLC.

APPOINTMENT OF INDEPENDENT DIRECTORS



Mr. Md. Nazrul Islam, FCS, is a distinguished corporate professional with over 30 years of extensive experience in accounting, finance, audit, taxation, and corporate governance. He holds an M.Com in Accounting, an LL.B, and is a Fellow Member of the Institute of Chartered Secretaries of Bangladesh (ICSB). He is also a qualified Income Tax Practitioner (ITP) and VAT Consultant and has completed the Knowledge Level and part of the Application Level of Chartered Accountancy.

Mr. Islam currently serves as General Manager (Accounts, Finance, Audit and Corporate Affairs) at Opex & Sinha Textile Group, one of Bangladesh's largest industrial conglomerates, overseeing financial strategy, internal control, audit compliance, risk management, budgeting, project feasibility studies, and corporate governance across diversified business units.

Earlier, he held pivotal positions at Marie Stopes Bangladesh and Proshika

Manobik Unnayan Kendra, leading internal audits, financial reporting, and compliance systems, ensuring operational transparency and efficiency. He has also provided consultancy and training in financial management, audit, and corporate compliance to partner organizations and NGOs.

As an Independent Director of Indo-Bangla Pharmaceuticals PLC, Mr. Islam brings strategic insight, ethical leadership, and deep governance expertise, strengthening the Company's compliance framework, risk oversight, and long-term sustainable growth. He does not hold any shares in the Company. He also serves as the Member of the Audit Committee of the Company.



Mrs. Israt Jahan Rimi, FCS, is a highly accomplished professional with strong expertise in corporate governance, human resources, and administrative leadership. She is a Fellow Member of the Institute of Chartered Secretaries of Bangladesh (ICSB) and a General Member of the Bangladesh Society for Human Resource Management (BSHRM).

She holds both an MBA in Marketing and a BBA in Finance and Management Information Systems from IBAIS University, Bangladesh, and a First-Class Diploma in Human Resource Management from the Institute of Personnel Management (IPM).

Mrs. Rimi began her career with Singapore Airlines Cargo and later served for nearly two decades at Expeditors (Bangladesh) Limited, a global logistics organization, where she held senior roles in HR and administration before resigning to expand her professional engagements.

Currently, she serves as an Independent Director of Sonargaon Textiles Limited alongside Indo-Bangla Pharmaceuticals PLC, contributing her governance insight, leadership acumen, and commitment to ethical business practices. She also serves as the Member of the Nomination and Remuneration Committee (NRC) of the Company.

She has attended international HR conferences in Singapore, Hong Kong, and Bangladesh and is an active member of Bishwo Shahitto Kendro and a donor of Quantum Foundation. Her interests include reading, traveling, and networking. She does not hold any shares in the Company.

PATTERN OF SHAREHOLDING as on 30 June 2025

Under Condition # 1(5)(xxiii) of CGC

Annexure- III
To the Directors' Report

	Name of the Shareholders	Status	Share held	%
i.	Parent/Subsidiary /Associated Companies and other related parties	-	-	-
ii.	Directors, Chief Executive Officer, Company Secretary, Chief Financial Officer, Head of Internal Audit and Compliance and their spouses and minor children:			
	Mrs. Aysha Siddika	Chairman	2,452,074	2.11%
	Mr. A.F. M. Anowarul Huq	Managing Director	18,656,062	16.05%
	Mrs. Aziza Yeasmin	Director	2,452,074	2.11%
	Mrs. Hafiza Yeasmin	Director	2,452,074	2.11%
	Investment Corporation of Bangladesh (ICB) Represent by Mr. Md. Shariqul Anam	Director	2,376,206	2.04%
	Mr. A.K.M. Haruner Rashid, FCS	Independent Director	-	-
	Mr. Md. Nazrul Islam, FCS	Independent Director	-	-
	Mrs. Israt Jahan Rimi, FCS	Independent Director	-	-
	Mr. Syed Md. Nazmus Shakib	Chief Financial Officer	-	-
	Mr.Md. Mohi Uddin QCS	Company Secretary	-	-
	Mr. Md. Abubakar siddique	Head of Internal Audit and Compliance	-	-
	Mr. Khandakar Mustafizur Rahman	H/O. Mrs. Aziza Yeasmin		
	Mr. Md. Monirujjaman	H/O. Mrs. Hafiza Yeasmin		
iii.	Executives:			
	Mr. Abdullah Al-Mamun	Plant Manager	-	-
	Mr. Md. Al-Amin Hawlader	Head of Production	-	-
	Mr. Md. Mizanur Rahman	Head of Administration.	-	-
	Mr. Pijush Lal Guha	Head of Quality Assurance.		
	Mr. Md. Wahidul Islam	Head of Marketing		
iv.	Shareholders holding 10% or more voting interest in the company			
	Mr. A.F. M. Anowarul Huq	Managing Director	18,656,062	16.05%





REPORT OF AUDIT COMMITTEE

FOR THE YEAR 2024-2025

Annexure- IV To The Directors' Report

The Audit Committee act as a sub-committee of the Board of Directors of Indo-Bangla Pharmaceuticals PLC., in order to assist the Board of Directors in ensuring and fulfilling its oversight responsibilities in compliance with Condition-5 of the Notification of Bangladesh Securities and Exchange Commission (BSEC) No. BSEC/CMRRCD/2006-158/207/Admin/80 dated 3 June, 2018. All members of the audit committee are "financially literate" and having the ability to read and understand the financial statements like statement of financial position, statement of comprehensive income, statement of changes in equity and cash flows statement.

MEMBER OF THE AUDIT COMMITTEE

The Audit Committee of Indo-Bangla Pharmaceuticals PLC., is comprised of 3 (three) Members of the Board of Directors including (One) Independent Directors. The composition of the present members of Audit Committee as follows:

Mr. A.K.M. Haruner Rashid, FCS. Independent Director	Chairman
Mr. Md. Shariqul Anam Non-Executive Director	Member
Mrs. Hafiza Yeasmin Non-Executive Director	Member

Mr. Mohi Uddin, Company Secretary of Indo-Bangla Pharmaceuticals PLC., act as the Secretary to the Committee. The Managing Director and Head of Internal Audit and compliance (HIAC) attends the meetings by invitation as specified in Terms of Reference (ToR) of the Audit Committee

THE SCOPE OF AUDIT COMMITTEE WAS DEFINED AS UNDER:

Role of the Audit Committee directly from the Board of Directors oversight function and the purpose, authority, composition, duties and responsibilities of the Audit Committee are outlined in its terms of references, Key responsibilities of the Audit Committee are as follows:

- Review of the quarterly and annual financial statements of the company prepared for statutory purposes and recommend them to the Board for consideration.
- Oversee and monitor the accounting policies and principles, the risk management process, internal control, auditing issues, and the hiring and performance of external auditors.
- Review the Management's Discussion & Analysis and statement of all Related-Party Transactions to confirm that it complies with all applicable statutory laws and regulations.
- Review the adequacy of the internal audit function and oversee the process of financial reporting.
- Carry on a supervisory role to safeguard the systems of governance and independence of statutory auditors and
- Review and consider the report of internal auditors and statutory auditors' observations on internal control.

MAJOR ACTIVITIES CARRIED OUT DURING THE YEAR OF 2024-2025:

In accordance with the 'Audit Committee Charter' the Audit Committee worked and evaluated items that was raised for consideration as well as discussed issues related to key events of every financial period

- Enhance good practices in financial reporting and risk management.
- Ensure establishment of adequate internal controls and compliance with laws and regulations.
- Reviewed the quarterly and annual financial statements of the Company, ensured their accuracy and recommended them to the Board for consideration.
- Ensured that the statutory auditors' observations have been duly accounted for while preparing annual financial statements before recommending them to the Board for consideration.

- Overseen, reviewed and approved the procedure and task of the internal audit.
- Reviewed the statutory auditors' appointment and remuneration and made a recommendation to the Board.
- Ensure that the preparation, presentation and submission of financial statements have been made in accordance with the prevailing laws, standards and regulations.

AUTHORITY

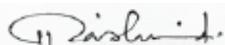
The Audit Committee is a committee of the Board as a sub-committee of the Board and responsible to the Board; the Committee has delegated authority from the Board in respect of the functions and power set out in its Terms of Reference. It is authorized to seek any information it requires from and require the attendance at any of its meetings of any Director, Member of Management. The Committee is also authorized to have any information and advice from the Company's Legal Advisors, Statutory Auditor and Compliance Auditor if required.

MEETINGS AND ATTENDANCE

During the year 2024-2025 under review, the Committee held four meetings. The attendance of the Member at these meetings is outlined below:

Name	Position in Committee	Status in the Board	Number of Meetings Held	Meetings Attended
Mr. A K M Haruner Rashid, FCS	Chairman	Independent Director	4	4
Mr. Md. Shariqul Anam	Member	Director	4	4
Mrs. Hafiza Yeasmin	Member	Director	4	3
Mr. Md. Mohi Uddin	Member-Secretary	Company Secretary	4	4

There are no significant deviations, inconsistencies, or negative findings/observations in the reporting area. The Committee found acceptable arrangements to provide a true and fair impression of the company's operations and financial situation.



(A.K.M. Haruner Rashid, FCS)

Chairman, Audit Committee.

Date: 11 November, 2025

REPORT OF NOMINATION AND REMUNERATION COMMITTEE (NRC)

For the year 2024-2025

Annexure- V
To The Directors' Report

The Nomination and Remuneration Policy is prepared and adopted in compliance with Corporate Governance Code 2018 of Bangladesh Securities and Exchange Commission in view to formulate and recommend proper, fair, transparent and non-discriminatory nomination and remuneration for the Directors and Top Level Executives of the Indo-Bangla Pharmaceuticals PLC. The Nomination and Remuneration Policy of Directors and Top Level Executives has been formulated by the Nomination and Remuneration Committee and has been approved by the Board of Directors of Indo-Bangla Pharmaceuticals PLC.

"NRC or the Committee" means Nomination and Remuneration Committee.

"the Company" means Indo-Bangla Pharmaceuticals PLC.

"Board" means Board of Directors of Indo-Bangla Pharmaceuticals PLC.

"Director" means Member of the Board.

"Top Level Executive" means the Managing Director or Chief Executive Officer, Additional or Deputy Managing Director, Chief Operating Officer, Chief Financial Officer, Company Secretary, Head of Internal Audit and Compliance, Head of Administration and Human Resources or equivalent positions and same level or ranked or salaried officials of the company.

NOMINATION AND REMUNERATION COMMITTEE:

The Board of Directors of Indo-Bangla Pharmaceuticals PLC., has duly constituted a Nomination and Remuneration Committee (NRC), as per the requirement of the Corporate Governance Code of Bangladesh securities and Exchange Commission (BSEC) to shall assist the Board in formulation of the nomination criteria or policy for determining qualifications, positive attributes, experiences and independence of directors and top level executives as well as a policy for formal process of considering remuneration of directors, top level executives.

The statement of Nomination and Remuneration Committee is prepared as per Corporate Governance Code issued by BSEC.

TERMS OF REFERENCES

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

COMPOSITION

The Nomination and Remuneration Committee of Indo-Bangla Pharmaceuticals PLC., is comprised of three (3) non-executive Directors of the Board including an Independent Director. The Chairperson of the Committee is an Independent Director of the Company.

The NRC consists of the following Non-Executive Director of the Board:

Name	Designation
Mr. A.K.M. Haruner Rashid, FCS. Independent Director	Chairman
Mr. Md. Shariqul Anam Non-Executive Director	Member
Mrs. Hafiza Yeasmin Non-Executive Director	Member

Mr. Md. Mohi Uddin, Company Secretary attends the Committee's meeting as the Secretary of the Committee. The Managing Director and Head of Human Resources and Administration attends the meeting by invitation. The Chief Financial Officer attends the meeting as and when invited.

The Terms of Reference of the NRC have been defined and adopted by the Board of Directors of the Company.

QUALIFICATION

The members of Nomination and Remuneration Committee of Indo-Bangla Pharmaceuticals PLC., possess the adequate knowledge and business management and corporate governance matters.

ROLE AND RESPONSIBILITIES

The roles and responsibilities of the Nomination and Remuneration Committee flow directly from the Board's oversight functions. The purpose, authority, composition, duties and responsibilities of the Nomination and Remuneration Committee are delineated in its Charter. Some of the major responsibilities of the NRC are as follows:

- The Committee shall be independent, responsible and accountable to the Board and the Shareholders.
- Recommend a policy to the Board relating to the remuneration of the Directors, and top level executives;
- Recommend a policy on Board's diversity taking into consideration age, gender, experience, education and nationality;

- Formulate the criteria for determining qualification and independence of Directors;
- Identify persons who are qualified to become Directors and in top level executives and recommend their appointment and removal;
- Formulate the criteria for evaluation of performance of Independent Directors;
- Assess that the level and composition of remuneration is reasonable and sufficient to attract, retain and motivate suitable Directors to run the company successfully;
- Evaluate that remuneration to Directors and top level executives involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the company and its goals;
- Identify the company's needs for employees at different levels and determine their selection, transfer or replacement and promotion criteria;
- Recommend and review annually the Company's human resources and training policies;
- Recommend the remuneration policy of the Company, particularly in relation to the yearly increment principle;
- Recommend the Code of Conduct for the Chair of the Board, other Board Members and Chief Executive Officer of the Company and
- Reporting to the Board of Directors on the Committee's activities and findings.

NOMINATION, RECRUITMENT AND SELECTION STANDARDS

Recruitment and selection processes for Board members identify candidates with the most suitable skills, knowledge, experiences and personal values. The NRC is responsible to ensure that the procedures for appointing new Directors are transparent and rigorous. The Board places great emphasis on ensuring its membership reflecting diversity in broader sense. A combination of age, gender, experience, ethnicity, educational background, nationality and other relevant personal attributes in the Board is important in providing a range of perspectives, insights and challenges needed to support right decision making.

EVALUATION CRITERIA

The evaluation process is led by the Chairman of the Board and assisted by the Company Secretary. The respective line authority of the Directors, Top level Executives sets the performance measurement criteria based on the respective role profile and responsibilities through the annual appraisal process. The NRC is responsible for ensuring the effectiveness of the Board. The Board shall carry out an evaluation once a year of its work, functions, performance as well as monitoring of internal control over financial reporting for the preparation of external financial statements and the safeguarding of assets. Each Director is required to complete a confidential pre-set questionnaire. The evaluation includes a review of the administration of the Board and its committees covering their operations,

agenda, reports, and information produced for consideration, and relationship with Management.

AUTHORITY

The Nomination and Remuneration Committee has carried out its duties with due care, due diligence, transference and independence and as an act of good faith for the betterment of the Company and shareholders.

the Committee has authorized to seek any information if requires from and require the attendance at any of it meetings of any Director, member of Management and all employees are expected to cooperate with any quest made by the Committee.

ACTIVITIES OF THE NRC CARRIED OUT DURING THE REPORTING PERIOD

The NRC carried out the following activities in line with Committee's Terms of Reference during the reporting period:

- Reviewed and recommended the Code of Conduct for the Chairman, other Members of the Board and Managing Director.
- Reviewed the Company's existing policy relating to the remuneration of Directors and Top Level Executives.
- Discussed and decided in regard to formulate the criteria of evaluation of performance of the Board and Independent Directors.
- Reviewed the Company's existing Human Resource and Training policies.

REMUNERATION FOR BOARD OF DIRECTORS.

Each Director shall receive reasonable remuneration from the Company for every meeting attended, plus travelling expenses from and to usual place of residence and an allowance per day for the number of days spent attending, travelling to and returning from Board meetings. The amounts will be determined by the Shareholders at the General Meeting.

- Consider the Terms of Reference (ToR) of NRC as approved by the Board of Directors;
- Formulate the policy relating to the remuneration of the Directors and top-level executives;
- Formulate the criteria for determining qualifications, positive attributes and independence of the Directors;
- Adopt Code of Conduct for the Chairman, Directors and Top-level Executive as per BSEC Notification;

AMENDMENTS TO THE POLICY

The Board preserve the rights to amend and review time to time the provisions of the policy depending on the legal and other requirements or for a bona fide purpose.

VALIDATION OF THE POLICY

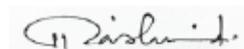
This policy on Nomination and Remuneration of Directors and Top Level Executives of the Company has been formulated by the Nomination and Remuneration Committee and has been approved by the Board of Directors of Indo-Bangla Pharmaceuticals PLC.

MEETINGS AND ATTENDANCE

During the year 2024-2025 under review, the Committee held two meetings. The attendance of the Member at these meeting is outlined below:

Name	Position in Committee	Status in the Board	Number of Meetings Held	Meetings Attended
Mr. A K M Haruner Rashid, FCS	Chairman	Independent Director	2	2
Mr. Md. Shariqul Anam	Member	Director	2	1
Mrs. Hafiza Yeasmin	Member	Director	2	2
Mr. Md. Mohi Uddin	Member-Secretary	Company Secretary	2	2

For and on behalf of the Nomination and Remuneration Committee of indo-Bangla Pharmaceuticals PLC.



(A.K.M. Haruner Rashid, FCS)

Chairman

Nomination and Remuneration Committee.

11 November, 2025

DECLARATION BY CEO AND CFO

Under Condition # 1(5)(xxvi) of CGC

Annexure-A
Report to the Shareholders

The Board of Directors
Indo-Bangla Pharmaceuticals PLC.
729, College Road, Sadar,
Barishal-8200

Date: 11 November, 2025

Subject: Declaration on Financial Statements for the year ended on 30 June, 2025.

Dear Sirs,

Pursuant to the condition No. 1(5)(xxvi) imposed vide the Commission's Notification No. BSEC/ CMRRCD/2006 -158/207/Admin/80 Dated 3 June, 2018 under section 2CC of the Securities and Exchange Ordinance, 1969, we do hereby declare that:

1. The Financial Statements of Indo-Bangla Pharmaceuticals PLC., for the year ended on 30th June, 2025 have been prepared in compliance with International Accounting Standards (IAS) or International Financial Reporting Standards (IFRS), as applicable in the Bangladesh and any departure there from has been adequately disclosed;
2. The estimates and judgments related to the financial statements were made on a prudent and reasonable basis, in order for the financial statements to reveal a true and fair view;
3. The form and substance of transactions and the Company's state of affairs have been reasonably and fairly presented in its financial statements;
4. To ensure above, the Company has taken proper and adequate care in installing a system of internal control and maintenance of accounting records;
5. Our internal auditors have conducted periodic audits to provide reasonable assurance that the established policies and procedures of the Company were consistently followed; and
6. The management's use of the going concern basis of accounting in preparing the financial statements is appropriate and there exists no material uncertainty related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern.

In this regard, we also certify that: -

- (i) We have reviewed the financial statements for the year ended on 30th June, 2025 and that to the best of our knowledge and belief:
 - (a) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - (b) these statements collectively present true and fair view of the Company's affairs and are in compliance with existing accounting standards and applicable laws.
- ii) There are, to the best of knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or in violation of the code of conduct for the company's Board of Directors or its members.

Sincerely yours,


(A F M Anowarul Huq)
Managing Director


(Syed Md. Nazmus Shakib)
Chief Financial Officer

CERTIFICATE ON COMPLIANCE

with the condition No. 1(5)(XVII) of
Corporate Governance Code

Annexure –B

Certificate as per condition
No. 1(5)(xxvii)



MOHAMMADULLAH & ASSOCIATES
CHARTERED SECRETARIES & CONSULTANTS

Office

Suite: 86, Samata Tower
House: 47/B, Road: 2, Chand Housing
Mohammadpur, Dhaka-1207

Office 2

222/1 Tejkunipara
(Opposite of Ahsania Mission Mosque)
Tejgaon-Bijoy Saroni Link Road
Tejgaon, Dhaka-1215.

Contact

Phone: +880 1713 333 224
E-mail: smullah1955@gmail.com

Report to the Shareholders of Indo-Bangla Pharmaceuticals PLC. on Compliance with the Corporate Governance Code

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

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

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

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

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

Mohammadullah & Associates
Chartered Secretaries

Shaikh Mohammadullah FCS MBA (IBA) LLB
CEO & Consultant

Place: Dhaka
Date: November 20, 2025

Mohammadullah & Associates is a Firm of Chartered Secretaries under Certificate of Private issued by institute of Chartered Secretaries of Bangladesh.

**Status of compliance with the Corporate Governance Code (CGC)
Indo-Bangla Pharmaceuticals Limited**

[As per condition No. 1(5) (xxvii)]

Status of compliance for the period ended 30th June 2024 of **Indo-Bangla Pharmaceuticals Limited** with the conditions imposed by **Bangladesh Securities and Exchange Commission (BSEC)** vide Notification No. **BSEC/CMRRCD/2006-158/207/Admin/80** dated **03 June 2018** and it's latest amendments issued under section 2CC of the Securities and Exchange Ordinance, 1969

(Report under Condition No. 9)

Condition No.	Title	Compliance Status (Put ✓ in the appropriate column)		Remarks (if any)
		Complied	Not Complied	
1	Board of Directors			
1(1)	The total number of members of a company's Board of Directors (hereinafter referred to as "Board") shall not be less than 5 (five) and more then 20 (twenty).	✓		The Board of Indo-Bangla Pharmaceuticals PLC. is comprised of 06 (six) Directors including 01 (one) Independent Directors(ID) in the reporting year.
1(2)	Independent Directors			
1(2)(a)	At least 2 (two) directors or one-fifth (1/5) of the total number of directors in the company's Board, whichever is higher, shall be independent directors; any fraction shall be considered to the next integer or whole number for calculating number of independentdirector(s): Provided that the Board shall appoint at least 1(one) female independent director in the Board of Directors of the company;	✓		There is 01 (one) Independent Director in the reporting year. Appointment of another 01 male and 01 female Independent Director adopted following the consent letter of BESEC dated September 21, 2025.
1(2)(b)	Without contravention of any provision of any other laws, for the purpose of this clause, an "independent director" means a director –			
1(2)(b)(i)	Who either does not hold any share in the Company or holds less than one percent (1%) shares of the total paid-up shares of the Company.	✓		The Independent Directors have declared their Compliance.
1(2)(b)(ii)	Who is not a sponsor of the Company or is not connected with the Company's any sponsor or director or nominated director or shareholder of the Company or any of its associates, sister concerns, subsidiaries and parents or holding entities who holds one percent (1%) or more shares of the total paid-up shares of the Company on the basis of family relationship and his or her family members also shall not hold above mentioned shares in the Company. Provided that spouse, son, daughter, father, mother, btother, sister, son-in-law and daughter-in-law shall be considered as family members .	✓		Do
1(2)(b)(iii)	Who has not been an executive of the Company in immediately preceding 2 (two) financial years.	✓		Do
1(2)(b)(iv)	Who does not have any other relationship, whether pecuniary or otherwise, with the Company or its subsidiary or associated Companies.	✓		Do

1(2)(b)(v)	Who is not a member or TREC (Trading Right Entitlement Certificate) holder, director or officer of any stock exchange.	√		Do
1(2)(b)(vi)	Who is not a shareholder, director excepting independent director or officer of any member or TREC holder of Stock Exchange or an intermediary of the capital market.	√		Do
1(2)(b)(vii)	Who is not a partner or an executive or was not a partner or an executive during the preceding 3 (three) years of the concerned Company's statutory audit firm or audit firm engaged in internal audit services or audit firm conducting special audit or professional certifying compliance of this Code.	√		Do
1(2)(b)(viii)	Who is not independent director in more than 5 (five) listed companies.	√		Do
1(2)(b)(ix)	who has not been reported as a defaulter in the latest Credit Information Bureau (CIB) report of Bangladesh Bank for nonpayment of any loan or advance or obligation to a bank or a financial institution.	√		Do
1(2)(b)(x)	Who has not been convicted for a criminal offence involving moral turpitude.	√		Do
1(2)(c)	The independent director(s) shall be appointed by the Board and approved by the shareholders in the Annual General Meeting (AGM):	√		
1(2)(d)	The post of independent director(s) cannot remain vacant for more than 90 (ninety) days.	√		
1(2)(e)	The tenure of office of an independent director shall be for a period of 3 (three) years, which may be extended for 1 (one) tenure only.	√		The independent directors (IDs) are in their 1st term of office
1(3)	Qualification of Independent Director :			
1(3)(a)	Independent director shall be a knowledgeable individual with integrity who is able to ensure compliance with financial laws, regularity requirements and corporate laws and can make meaningful contribution to the business.	√		The qualification and background of IDs justify their abilities as such
1(3)(b)	Independent Director shall have following qualifications :			
1(3)(b)(i)	Business Leader who is or was a promoter or director of an unlisted company having minimum paid-up capital of Tk.100.00 million or any listed company or a member of any national or international chamber of commerce or registered business association; or	-		N/A
1(3)(b)(ii)	Corporate Leader who is or was a top level executive not lower than Chief Executive Officer or Managing Director or Deputy Managing Director or Chief Financial Officer or Head of Finance or Accounts or Company Secretary or Head of Internal Audit and Compliance or Head of Legal Service or a candidate with equivalent position of an unlisted Company having minimum paid-up-capital of Tk. 100.00 million or of a listed Company; or	-		N/A

1(3)(b)(iii)	Former or existing official of government or statutory or autonomous or regulatory body in the position not below 5 th Grade of the national pay scale, who has at least educational background of bachelor degree in economics or commerce or business or Law:	√		
1(3)(b)(iv)	University Teacher who has educational background in Economics or Commerce or Business Studies or Law; or	-		N/A
1(3)(b)(v)	Professional who is or was an advocate practicing at least in the High Court Division of Bangladesh Supreme Court or a Chartered Accountant or Cost and Management Accountant or Chartered Financial Analyst or Chartered Certified Accountant or Certified Public Accountant or Chartered Management Accountant or Chartered Secretary or equivalent qualification.	√		N/A
1(3)(c)	The independent director shall have at least 10 (ten) years of experiences in any field mentioned in clause (b).	√		The Independent Directors have more than 10 (ten) years of experience.
1(3)(d)	In special cases, the above qualifications or experiences may be relaxed subject to prior approval of the Commission.	√		
1(4)	Duality of Chairpersons of the Board of Directors and Managing Director or Chief Executive Officer:			
1(4)(a)	The positions of the Chairpersons of the Board and the Managing Director (MD) and /or Chief Executive Officer (CEO) of the Company shall be filled by different individuals.	√		Chairperson of the board and MD are different individuals.
1(4)(b)	The Managing Director (MD) and / or Chief Executive Officer (CEO) of a listed Company shall not hold the same position in another listed Company.	√		
1(4)(c)	The Chairperson of the Board shall be elected from among the non-executive directors of the Company.	√		
1(4)(d)	The Board shall clearly define respective roles and responsibilities of the Chairperson and the Managing Director and / or Chief Executive Officer.	√		The roles and responsibilities of the Chairperson of the board and CEO are approved in Board Meeting
1(4)(e)	In the absence of the Chairperson of the Board, the remaining members may elect one of themselves from non-executive directors as Chairperson for that particular Board's meeting; the reason of absence of the regular Chairperson shall be duly recorded in the minutes.	√		
1(5)	The Directors' Report to Shareholders:			
1(5)(i)	An industry outlook and possible future developments in the industry.	√		The Director's Report compliance with the guideline
1(5)(ii)	The segment-wise or product-wise performance.	√		Do

1(5)(iii)	Risks and concerns including internal and external risk factors, threat to sustainability and negative impact on environment, if any.	√		Do
1(5)(iv)	A discussion on Cost of Goods Sold, Gross Profit Margin and Net Profit Margin, where applicable.	√		Do
1(5)(v)	A discussion on continuity of any extraordinary activities and their implications (gain or loss).	√		Do
1(5)(vi)	A detailed discussion on related party transactions along with a statement showing amount, nature of related party, nature of transactions and basis of transactions of all related party transactions.	√		The Director's Report compliance with the guideline
1(5)(vii)	A statement of utilization of proceeds raised through public issues, rights issues and / or any other instruments.	-		N/A
1(5)(viii)	An explanation if the financial results deteriorate after the Company goes for Initial Public Offering (IPO), Repeat Public Offering (RPO), Rights Share Offer, Direct Listing, etc.	-		N/A
1(5)(ix)	An explanation on any significant variance that occurs between Quarterly Financial performances and Annual Financial Statements.	√		The Director's Report compliance with the guideline
1(5)(x)	A statement of remuneration paid to the directors including independent directors.	√		Do
1(5)(xi)	A statement that the financial statements prepared by the management of the issuer Company present fairly its state of affairs, the result of its operations, cash flows and changes in equity.	√		Do
1(5)(xii)	A statement that proper books of account of the issuer Company have been maintained.	√		Do
1(5)(xiii)	A statement that appropriate accounting policies have been consistently applied in preparation of the financial statements and that the accounting estimates are based on reasonable and prudent judgment.	√		Do
1(5)(xiv)	A statement that International Accounting Standards (IAS) or International Financial Reporting Standards (IFRS), as applicable in Bangladesh, have been followed in preparation of the financial statements and any departure there from has been adequately disclosed.	√		Do
1(5)(xv)	A statement that the system of internal control is sound in design and has been effectively implemented and monitored.	√		Do
1(5)(xvi)	A statement that minority shareholders have been protected from abusive actions by, or in the interest of, controlling shareholders acting either directly or indirectly and have effective means of redress.	√		Do
1(5)(xvii)	A statement that there is no significant doubt upon the issuer Company's ability to continue as a going concern, if the issuer	√		Do

	Company is not considered to be a going concern, the fact along with reasons there of shall be disclosed.			
1(5)(xviii)	An explanation that significant deviations from the last year's operating results of the issuer Company shall be highlighted and the reasons thereof shall be explained.	√		Do
1(5)(xix)	A statement where key operating and financial data of at least preceding 5 (five) years shall be summarized.	√		Do
1(5)(xx)	An explanation on the reasons if the issuer Company has not declared dividend (cash or stock) for the year.	√		The Board has recommended 0.15% cash dividend .
1(5)(xxi)	Board's statement to the effect that no bonus share or stock dividend has been or shall be declared as interim dividend;	√		N/A
1(5)(xxii)	The total number of Board meeting held during the year and attendance by each director.	√		The Director's Report compliance with the guideline
1(5)(xxiii)	A report on the pattern of shareholding disclosing the aggregate number of shares (along with name-wise details where stated below) held by:			
1(5)(xxiii)(a)	Parent or Subsidiary or Associated Companies and other related parties (name-wise details).	√		The Director's Report compliance with the guideline
1(5)(xxiii)(b)	Directors, Chief Executive Officer, Company Secretary, Chief Financial Officer, Head of Internal Audit and Compliance and their spouses and minor children (name-wise details).	√		Do
1(5)(xxiii)(c)	Executives; and [Executives means top salaries person other than Directors, CEO, CS, CFO & HIAC]	√		Do
1(5)(xxiii)(d)	Shareholders holding ten percent (10%) or more voting interest in the Company (name-wise details).	√		Do
1(5)(xxiv)	In case of the appointment or reappointment of a director, a disclosure on the following information to the shareholders:			
1(5)(xxiv)(a)	A brief resume of the director.	√		
1(5)(xxiv)(b)	Nature of his her expertise in specific functional areas.	√		Do
1(5)(xxiv)(c)	Names of companies in which the person also holds the directorship and the membership of committees of the Board.	√		Do
1(5)(xxv)	A Management's Discussion and Analysis signed by CEO or MD presenting detailed analysis of the Company's position and operations along with a brief discussion of changes in the financial statements, among others, focusing on:			
1(5)(xxv)(a)	Accounting policies and estimation for preparation of financial statements.	√		The Director's Report compliance with the guideline
1(5)(xxv)(b)	Changes in accounting policies and estimation, if any, clearly describing the effect on financial performance or results and financial position as well as cash flows in absolute figure for such changes.	√		Do
1(5)(xxv)(c)	Comparative analysis (including effects of inflation) of financial performance or results and financial position as well as cash flows for current financial year with immediate preceding five years explaining reasons thereof.	√		Do

1(5)(xxv)(d)	Compare such financial performance or results and financial position as well as cash flows with the peer industry scenario.	√		Do
1(5)(xxv)(e)	Briefly explain the financial and economic scenario of the Country and the globe.	√		Do
1(5)(xxv)(f)	Risks and concerns issues related to the financial statements, explaining such risk and concerns mitigation plan of the Company.	√		Do
1(5)(xxv)(g)	Future plan or projection or forecast for Company's operation, performance and financial position, with justification thereof, i.e., actual position shall be explained to the shareholders in the next AGM.	√		Do
1(5)(xxvi)	Declaration or certification by the CEO and the CFO to the Board as required under condition No. 3(3) shall be disclosed as per Annexure-A .	√		Do
1(5)(xxvii)	The report as well as certificate regarding compliance of conditions of this Code as required under condition No. 9 shall be disclosed as per Annexure-B and Annexure-C .	√		Do
1(5)(xxviii)	The Directors' report to the shareholders does not require to include the business strategy or technical specification related to products or services, which have business confidentiality.	√		Do
1(6)	Meetings of the Board of Directors :			
	The Company shall conduct its Board Meetings and record the minutes of the meetings as well as keep required books and records in line with the provisions of the relevant Bangladesh Secretarial Standards (BSS) as adopted by the Institute of Chartered Secretaries of Bangladesh (ICSB) in so far as those standards are not inconsistent with any condition of this Code.	√		
1(7)	Code of Conduct for the Chairperson, other Board members and Chief Executive Officer:			
1(7)(a)	The Board shall lay down a code of conduct, based on the recommendation of the Nomination and Remuneration Committee (NRC) at condition No. 6, for the Chairperson of the Board, other Board members and Chief Executive Officer of the Company.	√		
1(7)(b)	The code of conduct as determined by the NRC shall be posted on the website of the Company including, among others, prudent conduct and behavior; confidentiality; conflict of interest, compliance with laws, rules and regulations; prohibition of insider trading; relationship with environment, employees, customers and suppliers; and independency.	√		
2	Governance of Board of Directors of Subsidiary Company :			
2(a)	Provisions relating to the composition of the Board of the holding Company shall be made applicable to the composition of the Board of the subsidiary Company.	-		There is no subsidiary company
2(b)	At least 1 (one) independent director on the Board of the holding Company shall be a director on the Board of the subsidiary Company.	-		N/A

2(c)	The minutes of the Board meeting of the subsidiary Company shall be placed for review at the following Board meeting of the holding Company.	-		N/A
2(d)	The minutes of the respective Board meeting of the holding Company shall state that they have reviewed the affairs of the subsidiary Company also.	-		N/A
2(e)	The Audit Committee of the holding Company shall also review the financial statements, in particular the investments made by the subsidiary Company.	-		N/A
3	Managing Director (MD) or Chief Executive Officer (CEO), Chief Financial Officer (CFO), Head of Internal Audit and Compliance (HIAC) and Company Secretary (CS).			
3(1)	Appointment			
3(1)(a)	The Board shall appoint a Managing Director (MD) or Chief Executive Officer (CEO), a Company Secretary (CS), a Chief Financial Officer (CFO), and a Head of Internal Audit and Compliance (HIAC).	√		
3(1)(b)	The position of the managing Director (MD) or Chief Executive Officer (CEO), Company Secretary (CS), Chief Financial Officer (CFO), and Head of Internal Audit and Compliance (HIAC) shall be filled by different individuals.	√		
3(1)(c)	The MD or CEO, CS, CFO and HIAC of a listed Company shall not hold any executive position in any other Company at the same time. Provided that CFO or CS of any listed company may be appointed for the same position in any other listed or non-listed company under the same group for reduction of cost or for technical expertise, with prior approval of the Commission. Provided further that the remuneration and perquisites of the said CFO or CS shall be shared by appointing companies proportionately.	√		
3(1)(d)	The Board shall clearly define respective roles, responsibilities and duties of the CFO, the HIAC and the CS.	√		
3(1)(e)	The MD or CEO, CS, CFO and HIAC shall not be removed from their position without approval of the Board as well as immediate dissemination to the Commission and stock exchange(s).	√		
3(2)	Requirement to attend Board of Directors' Meetings:			
3(2)	The MD or CEO, CS, CFO and HIAC of the company shall attend the meetings of the Board: Provided that the CS, CFO and/or the HIAC shall not attend such part of a meeting of the Board which involves consideration of an agenda item relating to their personal matters.	√		
3(3)	Duties of Managing Director (MD) or Chief Executive Officer (CEO) and Chief Financial Officer (CFO) :			
3(3)(a)	The MD or CEO and CFO shall certify to the Board that they have reviewed financial statements for the year and that to the best of their knowledge and belief.	√		

3(3)(a)(i)	These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading.	√		
3(3)(a)(ii)	These statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards and applicable laws.	√		
3(3)(b)	The MD or CEO and CFO shall also certify that there are, to the best of knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or in violation of the code of conduct for the Company's Board or its members.	√		
3(3)(c)	The certification of the MD or CEO and CFO shall be disclosed in the Annual Report.	√		
4	Board of Directors' Committee:			
	For ensuring good governance in the Company, The Board shall have at least following sub-committees:			
4(i)	Audit Committee; and	√		
4(ii)	Nomination and Remuneration Committee.	√		
5	Audit Committee:			
5(1)	Responsibility to the Board of Directors			
5(1)(a)	The Company shall have an Audit Committee as a sub-committee of the Board.	√		
5(1)(b)	The Audit committee shall assist the Board in ensuring that the financial statements reflect true and fair view of the state of affairs of the Company and in ensuring a good monitoring system within the business.	√		
5(1)(c)	The Audit Committee shall be responsible to the Board; the duties of the Audit Committee shall be clearly set forth in writing.	√		
5(2)	Constitution of the Audit Committee (AC)			
5(2)(a)	The Audit Committee shall be composed of at least 3 (three) members.	√		
5(2)(b)	The Board shall appoint members of the Audit Committee who shall be non-executive directors of the Company excepting Chairpersons of the Board and shall include at least 1 (one) independent director.	√		
5(2)(c)	All members of the audit committee should be "financially literate" and at least 1(one) member shall have accounting or related financial management background and 10 (ten) years of such experience.	√		All members are qualified as per BSEC's Guideline
5(2)(d)	When the term of service of any Committee member expires or there is any circumstance causing any Committee member to be unable to hold office before expiration of the term of service, thus making the number of the Committee members to be lower than the prescribed number of 3 (three) persons, the Board shall appoint the new Committee member to fill up the vacancy immediately or not later than 60 (sixty) days from	√		

	the date of vacancy in the Committee to ensure continuity of the performance of work of the Audit Committee.			
5(2)(e)	The Company Secretary shall act as the secretary of the Committee.	√		
5(2)(f)	The quorum of the Audit Committee meeting shall not constitute without at least 1 (one) independent director.	√		
5(3)	Chairperson of Audit Committee:			
5(3)(a)	The Board shall select 1 (one) member of the Audit Committee to be Chairperson of the Audit Committee, who shall be an independent director.	√		
5(3)(b)	In the absence of the Chairperson of the Audit Committee, the remaining members may elect one of themselves as Chairperson for that particular meeting, in that case there shall be no problem of constituting a quorum as required under condition No. 5(4)(b) and the reason of absence of the regular Chairperson shall be duly recorded in the minutes.	√		
5(3)(c)	Chairperson of the Audit Committee shall remain present in the Annual General Meeting (AGM). Provided that in absence of Chairperson of the Audit Committee, any other member from the Audit Committee shall be selected to be present in the annual general meeting (AGM) and reason for absence of the Chairperson of the Audit Committee shall be recorded in the minutes of the AGM.	√		
5(4)	Meeting of the Audit Committee:			
5(4)(a)	The Audit Committee shall conduct at least its four meetings in a financial year. Provided that any emergency meeting in addition to regular meeting may be convened at the request of any one of the members of the committee.	√		
5(4)(b)	The quorum of the meeting of the Audit Committee shall be constituted in presence of either two members or two-third of the members of the Audit Committee, whichever is higher, where presence of an independent director is a must.	√		
5(5)	Role of Audit Committee:			
	The Audit Committee shall:-			
5(5)(a)	Oversee the financial reporting process.	√		
5(5)(b)	Monitor choice of accounting policies and principles.	√		
5(5)(c)	Monitor Internal Audit and Compliance process to ensure that it is adequately resourced, including approval of the Internal Audit and Compliance Plan and review of the Internal Audit and Compliance Report.	√		
5(5)(d)	Oversee hiring and performance of external auditors.	√		
5(5)(e)	Hold meeting with the external or statutory auditors for review of the annual financial statements before submission to the Board for approval or adoption;	√		
5(5)(f)	Review along with the management, the annual financial	√		

	statements before submission to the Board for approval.			
5(5)(g)	Review along with the management, the quarterly and half yearly financial statements before submission to the Board for approval.	√		
5(5)(h)	Review the adequacy of internal audit function.	√		
5(5)(i)	Review the Management's Discussion and Analysis before disclosing in the Annual Report.	√		
5(5)(j)	Review statement of all related party transactions submitted by the management.	√		
5(5)(k)	Review Management Letters or Letter of Internal Control weakness issued by the statutory auditors.	√		
5(5)(l)	Oversee the determination of audit fees based on scope and magnitude, level of expertise deployed and time required for effective audit and evaluate the performance of external auditors.	√		
5(5)(m)	<p>Oversee whether the proceeds raised through Internal Public Offering (IPO) or Repeat Public Offering (RPO) or Rights Share Offer have been utilized as per the purposes stated in relevant offer document or prospectus approved by the Commission.</p> <p>Provided that the management shall disclose to the Audit Committee about the uses or applications of the proceeds by major category (capital expenditure, sales and marketing expenses, working capital etc.), on a quarterly basis, as a part of their quarterly declaration of financial results.</p> <p>Provided further that on an annual basis, the company shall prepare a statement of the proceeds utilized for the purposes other than those stated in the offer document or prospectus for publication in the Annual Report along with the comments of the Audit Committee.</p>	√		
5(6)	Reporting of the Audit Committee:			
5(6) (a)	Reporting to the Board of Directors			
5(6)(a)(i)	The Audit Committee shall report on its activities to the Board.	√		Audit Committee informs board periodically through its minutes which are placed to the board meeting
5(6)(a)(ii)	The Audit Committee shall immediately report to the Board on the following findings, if any:			
5(6)(a)(ii)(a)	Report on conflicts of interests.	-		N/A
5(6)(a)(ii)(b)	Suspected or presumed fraud or irregularity or material defect identified in the internal audit and compliance process or in the financial statements.	-		N/A
5(6)(a)(ii)(c)	Suspected infringement of laws, regulatory compliances including securities related laws, rules and regulations.	-		N/A
5(6)(a)(ii)(d)	Any other matter which the Audit Committee deems necessary shall be disclosed to the Board immediately.	-		N/A
5(6)(b)	Reporting to the Authorities:			

	If the Audit Committee has reported to the Board about anything which has material impact on the financial condition and results of operation and has discussed with the Board and the management that any rectification is necessary and if the Audit Committee finds that such rectification has been unreasonable ignored, the Audit Committee shall report such finding to the Commission, upon reporting of such matters to the Board for three times or completion of a period 6 (six) months from the date of first reporting to the Board, whichever is earlier.	√		N/A
5.7)	Reporting to the Shareholders and General Investors:			
	Report on activities carried out by the Audit Committee, including any report made to the Board under condition No. 5(6)(a)(ii) above during the year, shall be signed by the Chairperson of the Audit Committee and disclosed in the annual report of the issuer Company.	√		
6	Nomination and Remuneration Committee (NRC):			
6(1)	Responsibility to the Board of Directors			
6(1)(a)	The Company shall have a Nomination and Remuneration Committee (NRC) as a sub-committee of the Board.	√		
6(1)(b)	The NRC shall assist the Board in formulation of the nomination criteria or policy for determining qualifications, positive attributes, experiences and independence of directors and top level executive as well as a policy for formal process of considering remuneration of directors, top level executive.	√		
6(1)(c)	The Terms of Reference (ToR) of the NRC shall be clearly set forth in writing covering the areas stated at the condition No. 6(5) (b).	√		
6(2)	Constitution of the NRC			
6(2)(a)	The Committee shall comprise of at least three members including an independent director.	√		
6(2)(b)	At least 02 (two) members of the Committee shall be non-executive directors.	√		
6(2)(c)	Members of the Committee shall be nominated and appointed by the Board.	√		
6(2)(d)	The Board shall have authority to remove and appoint any member of the Committee.	√		
6(2)(e)	In case of death, resignation, disqualification, or removal of any member of the Committee or in any other cases of vacancies, the board shall fill the vacancy within 180 (one hundred eighty) days of occurring such vacancy in the Committee.	√		
6(2)(f)	The Chairperson of the Committee may appoint or co-opt any external expert and/ or member(s) of staff to the Committee as advisor who shall be non-voting member, if the Chairperson feels that advice or suggestion from such external expert and / or member(s) of staff shall be required or valuable for the Committee.	√		

6(2)(g)	The Company Secretary shall act as the secretary of the Committee.	√		
6(2)(h)	The quorum of the NRC meeting shall not constitute without attendance of at least an independent director.	√		
6(2)(i)	No member of the NRC shall receive, either directly or indirectly, any remuneration for any advisory or consultancy role or otherwise, other than Director's fees or honorarium from the Company.	√		
6(3)	Chairperson of the NRC:			
6(3)(a)	The Board shall select 1 (one) member of the NRC to be Chairperson of the Committee, who shall be an independent director.	√		
6(3)(b)	In the absence of the Chairperson of the NRC, the remaining members may elect one of themselves as Chairperson for that particular meeting, the reason of absence of the regular Chairperson shall be duly recorded in the minutes.	√		
6(3)(c)	The Chairperson of the NRC shall attend the annual general meeting (AGM) to answer the queries of the shareholders. Provided that in absence of Chairperson of the NRC, any other member from the NRC shall be selected to be present in the annual general meeting (AGM) for answering the shareholder,s queries and reason for absence of the Chairperson of the NRC shall be recorded in the minutes of the AGM.	√		
6(4)	Meeting of the NRC:			
6(4)(a)	The NRC shall conduct at least one meeting in a financial year.	√		
6(4)(b)	The Chairperson of the NRC may conven any emergency meeting upon request by any member of the NRC.	√		
6(4)(c)	The quorum of the meeting of the NRC shall be constituted in presence of either two members or two third of the members of the Committee, whichever is higher, where presence of an independent director is must as required under condition No. 6(2) (h).	√		
6(4)(d)	The proceedings of each meeting of the NRC shall duly be recorded in the minutes and such minutes shall be confirmed in the next meeting of the NRC.	√		
6(5)	Role of the NRC:			
6(5)(a)	NRC shall be independent and responsible or accountable to the Board and to the shareholders.	√		
6(5)(b)	NRC shall oversee, among others, the following matters and make report with recommendation to the Board:			
6(5)(b)(i)	Formulating the criteria for determining qualifications, positive attributes and independence of a director and recommend a policy to the Board, relating to the remuneration of the directors, top level executive, considering the following.	√		
6(5)(b)(i)(a)	The level and composition of remuneration is reasonable and sufficient to attract, retain and motivate suitable directors to run the Company successfully.	√		

6(5)(b)(i)(b)	The relationship of remuneration to performance is clear and meets appropriate performance benchmarks.	√		
6(5)(b)(i)(c)	Remuneration to directors, top level executive involves a balance between fixed and incentive pay reflection short and long-term performance objectives appropriate to the working of the Company and its goal.	√		
6(5)(b)(ii)	Devising a policy on Board's diversity taking into consideration age, gender, experience, ethnicity, educational background and nationality.	√		
6(5)(b)(iii)	Identifying persons who are qualified to become directors and who may be appointed in top level executive position in accordance with the criteria laid down, and recommended their appointment and removal to the Board.	√		
6(5)(b)(iv)	Formulating the criteria for evaluation of performance of independent directors and the Board.	√		
6(5)(b)(v)	Identification the Company's needs for employees at different levels and determine their selection, transfer or replacement and promotion criteria.	√		
6(5)(b)(vi)	Developing, recommending and reviewing annually the Company's human resource and training policies.	√		
6(5)(c)	The Company shall disclose the nomination and remuneration policy and the evaluation criteria and activities of NRC during the year at a glance in its annual report.	√		
7	External or Statutory Auditors:			
7(1)	The issuer Company shall not engage its external or statutory auditors to perform the following services of the Company, namely.			
7(1)(i)	Appraisal or valuation service or fairness opinions.	√		
7(1)(ii)	Financial information systems design and implementation.	√		
7(1)(iii)	Book-keeping or other services related to the accounting records or financial statements.	√		
7(1)(iv)	Broker-dealer services.	√		
7(1)(v)	Actuarial services.	√		
7(1)(vi)	Internal audit services or special audit services.	√		
7(1)(vii)	Any services that the Audit Committee determines.	√		
7(1)(viii)	Audit or certification services on compliance of corporate governance as required under condition No. 9(1).	√		
7(1)(ix)	Any other service that creates conflicts of interest.	√		No such service provided
7(2)	No partner or employees of the external audit firms shall	√		

	<p>possess any share of the Company they audit at least during the tenure of their audit assignment of that Company; his or her family members also shall not hold any shares in the said Company.</p> <p>Provided that spouse, son, daughter, father, mother, brother, sister, son-in-law and daughter-in-law shall be considered as family members .</p>			
7(3)	Representative of external or statutory auditors shall remain present in the Shareholders' Meeting (Annual General Meeting or Extraordinary General Meeting) to answer the queries of the shareholders.	√		
8	Maintaining a website by the Company:			
8(1)	The Company shall have an official website linked with the website of the stock exchange.	√		
8(2)	The Company shall keep the website functional from the date of listing.	√		
8(3)	The Company shall make available the detailed disclosures on its website as required under the listing regulations of the concerned stock exchange(s).	√		
9	Reporting and Compliance of Corporation Governance:			
9(1)	The Company shall obtain a certificate from a practicing Professional Accountant or Secretary (Chartered Accountant or Cost and Management Accountant or Chartered Secretary) other than its statutory auditors or audit firm on yearly basis regarding compliance of conditions of Corporate Governance Code of the Commission and shall such certificate shall be disclosed in the Annual Report.	√		The certification is given in the Annual Report
9(2)	The professional who will provide the certificate on compliance of this Corporate Governance Code shall be appointed by the shareholders in the annual general meeting.	√		Appointed at AGM
9(3)	The directors of the Company shall state, in accordance with the Annexure-C attached, in the directors' report whether the Company has complied with these conditions or not.	√		Given in the Annual Report



শফিক বসাক এন্ড কোং
SHAFIQ BASAK & CO.

CHARTERED ACCOUNTANTS

Partners:

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INDEPENDENT AUDITORS' REPORT TO THE SHAREHOLDERS OF INDO-BANGLA PHARMACEUTICALS PLC.

Qualified Opinion

We have audited the financial statements of Indo-Bangla Pharmaceuticals PLC. (the Company), which comprise the statement of financial position as at 30 June 2025 along with the statement of profit or loss and other comprehensive income and statement of changes in equity and statement of cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information.

In our opinion, except for the effects of the matters describe in the basis of qualified opinion section of our report the accompanying financial statements of the Company present fairly of the financial position of the Company as at 30 June 2025 and of its financial performance and its cash flows for the year then ended in accordance with International Financial Reporting Standards (IFRSs) the company act 1994 and security exchange rules 2020 and other applicable laws and regulations.

Basis for Qualified Opinion

1. Note: 5.00 Capital Work in Progress: Taka 33,221,547.00

No verifiable proof or supporting documentation was provided to confirm the existence of the Capital Work in Progress (CWIP) amounting to Taka 33,221,547.00 as well as transferred to Fixed Assets to the amount Taka 6,059,503.00. Accordingly, we could not obtain reasonable assurance regarding the existence and valuation of the CWIP reported in the financial statements.

2. Note No. 6.00 Inventories: Tk. 103,569,933.00

- The Finished Goods Register has not been properly maintained. Certain entries were omitted, such as the item "Calfresh – M Tablet" (Quantity: 37,050 units; Value: Taka 7,780,500) for the year ended 30 June 2025.
- The Work-in-Process (WIP) records were found to be maintained only in an Excel worksheet. No formal WIP register for the year ended 30 June 2025 was available for verification.
- Costing of raw materials, finished goods, work in process have not been provided to us. So, we could not conform the compliance of IAS-2.

3. Note No. 9.00 Cash and Cash equivalents: Tk. 4,353,276.00

The bank book/ registers have not been provided to us for verification. Consequently, we were unable to obtain sufficient and appropriate audit evidence regarding bank transactions and balances, and could not verify the same reported in the financial statements.

4. Note No. 18.00 Sales Revenue: Tk. 184,177,513.00

Particulars	Taka
Gross Sales	211,804,140.00
Less: VAT	27,626,627.00
Net Sales Revenue	184,177,513.00



INDEPENDENT MEMBER OF
ABACUS
WORLDWIDE

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In Practice Since 1993

- a) Gross Sales for the year were reported at Taka 211,804,140, while total bank deposits recorded amounted to Taka 151,135,367. A material difference of Taka 60,668,773 exists between the total sales and bank deposits, and clarification for this variance was not provided.
- b) Additionally, VAT returns against sales and VAT deposits to the government treasury were not provided.

We conducted our audit in accordance with International Standards on Auditing (ISAs). Our responsibilities under those standards are further described in the Auditors' Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the company in accordance with the International Ethics Standards Board for Accountants' Code of Ethics for Professional Accountants (IESBA Code) together with the ethical requirements that are relevant to our audit of the financial statements in Bangladesh, and we have fulfilled our other ethical responsibilities by these ethical requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our qualified opinion.

Emphasis of Matter

- a) The books of accounts and ledgers related to the financial statements should be maintained in a proper manner. Instead, they are being maintained through Excel worksheets, which may not ensure adequate accounting control or accurate reflection of transactions in the financial statements.
- b) **Note No. 3.00 Property, Plant & Equipment: Tk. 1,264,563,706.00**
Fixed Register has been prepared during the year 2024-2025. It was noted that supporting evidence relating to land development costs was not preserved by the company.
- c) **Note No. 14.00 Unclaimed Dividend: Tk. 14,8000,807.00**
The above amount includes Taka 14,813,593.00 relating to the years 2018–2019 to 2021–2022. This represents a significant issue, as the Company is required, under the directives of the Bangladesh Securities and Exchange Commission, to transfer any funds that remain unpaid, unclaimed, or unsettled for a period of three years.

Material uncertainty related to going concern

The Company has incurred losses of Taka 36,831,741.00 for the year 2024–2025 and Taka 40,979,225.00 for the year 2023–2024. In addition, we have observed inadequacies in internal control and record-keeping. Furthermore, the Company's financial stability and liquidity are insufficient to withstand unforeseen crises. These conditions indicate the existence of a material uncertainty that may cast significant doubt on the Company's ability to continue as a going concern in the foreseeable future.

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

Key Audit Matters

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

Other Information

The other information comprises all of the information in the Annual Report other than the financial statements and our auditor's report thereon. We have not been provided the Director's report and other information contained within the annual report except the financial statements to the date of our auditor's report. We expect to obtain the remaining reports of the Annual report after the date of our auditor's report. Management is responsible for the other information.

In connection with our audit of financial statements, our responsibility is to read the other information identified above when it becomes available and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. Our opinion on the financial statements does not cover other information and we do not express form of assurance conclusion thereon.

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

Management is responsible for the preparation and fair presentation of the financial statements in accordance with International Financial Reporting Standards (IFRSs) the companies act 1994, the security exchange rules 2020 and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

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

Auditor's Responsibilities for the Audit of the Financial Statements

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

As part of an audit in accordance with International Standards on Auditing (ISAs), we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies internal control that we identify during our audit. We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the company's financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditors' report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a manner should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication. We have not come across any other key audit issue for the year under audit, and as such nothing is reportable.

Report on other Legal and Regulatory Requirements

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

- a) We have obtained all the available information and explanations which to the best of our knowledge and belief was necessary for the purposes of our audit and made due verification thereof;

- b) In our opinion, available books of account as required by law have been kept by the Company so far as it appeared from our examination of those books;
- c) The statement of financial position and statement of profit or loss and other comprehensive income together with the annexed notes dealt with by the report are in agreement with the available books of account and returns; and
- d) The expenditure incurred was assumed for the purposes of the company's business.

Date: December 08, 2025
Dhaka



Md. Ashraful Haque FCA
Enrolment # 0976
Partner
Shafiq Basak & Co.
Chartered Accountant
DVC: 2512080976AS999861

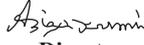
INDO-BANGLA PHARMACEUTICALS PLC.
STATEMENT OF FINANCIAL POSITION
As at 30 June, 2025

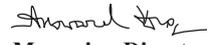
Particulars	Notes	Amounts in Taka	
		30 June 2025	30 June 2024
ASSETS:			
Non-current Assets:		1,298,261,253	1,326,160,930
Property, Plant and Equipment	3.00	1,264,563,706	1,286,879,880
Intangible Assets	4.00	476,000	-
Capital Work In Progress	5.00	33,221,547	39,281,050
Current Assets:		425,847,942	495,939,118
Inventories	6.00	103,569,933	161,590,782
Trade & Other Receivables	7.00	196,238,245	202,261,327
Advance, Deposits and Prepayments	8.00	121,696,790	121,691,581
Cash and Cash equivalents	9.00	4,342,975	10,395,428
TOTAL ASSETS		1,724,109,195	1,822,100,048
EQUITY AND LIABILITIES			
Shareholders' Equity:		1,456,282,611	1,580,842,948
Share Capital	10.00	1,162,051,780	1,162,051,780
Retained Earnings	11.00	294,230,830	418,791,168
NON-CURRENT LIABILITIES		150,241,186	141,103,996
Deferred Tax Liability	12.00	150,241,186	141,103,996
Current Liabilities:		117,585,399	100,153,105
Short Term Loan	13.00	20,000,000	24,200,000
Unclaimed Dividend	14.00	14,800,807	14,813,593
Trade Payables and Other Payable	15.00	18,473,871	855,971
Provision for Taxes	16.00	51,828,396	49,966,641
Liabilities for Expenses	17.00	12,482,325	10,316,901
Total Liabilities		267,826,586	241,257,101
TOTAL OWNER'S EQUITY AND LIABILITIES		1,724,109,195	1,822,100,048
Net Asset Value (NAV) Per Share	26.00	12.53	13.60

Annexed notes form an integral part of these financial statements.


Chief Financial Officer


Company Secretary


Director


Managing Director

Signed in terms of our separate report of even date annexed.

Date: December 08, 2025
Dhaka


Md. Ashraful Haque FCA
Enrolment # 0976
Partner
Shafiq Basak & Co.
Chartered Accountant
DVC: 2512080976AS999861

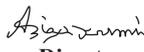
INDO-BANGLA PHARMACEUTICALS PLC.
STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME
For the year ended 30th June, 2025

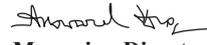
Particulars	Notes	Amount In BDT	
		30 June 2025	30 June 2024
Net Sales Revenue	18.00	184,177,513	176,642,457
Less: Cost of Sales	19.00	163,154,222	156,791,702
Gross Profit		21,023,291	19,850,755
Less: Operating Expenses:		46,955,986	48,013,667
Administrative Expenses	20.00	29,859,919	35,836,079
Financial Expenses	21.00	1,872,462	4,403,049
Selling & Distributing Expenses	22.00	15,223,605	7,774,538
Profit from Operations		(25,932,695)	(28,162,913)
Add: Non Operating Income:	23.00	99,900	253,810
Profit before Contribution to WPPF & Welfare Fund		(25,832,795)	(27,909,103)
Less: Contribution to WPPF & Welfare Fund		-	-
Profit before Tax		(25,832,795)	(27,909,103)
Less: Income Tax Expenses:		10,998,946	13,070,122
Current Tax	24.00	1,861,755	1,110,617
Deferred Tax	12.00	9,137,191	11,959,506
Net Profit for the year		(36,831,741)	(40,979,225)
Earnings per share (EPS)	25.00	(0.32)	(0.35)

Annexed notes form an integral part of these financial statements.


Chief Financial Officer


Company Secretary


Director


Managing Director

Signed in terms of our separate report of even date annexed.

Date: December 08, 2025
Dhaka


Md. Ashraf Haque FCA
Enrolment # 0976
Partner
Shafiq Basak & Co.
Chartered Accountant
DVC: 2512080976AS999861

INDO-BANGLA PHARMACEUTICALS PLC.
STATEMENT OF CHANGES IN EQUITY
For the year ended 30th June, 2025

Particulars	Share Capital	Retained Earnings	Total Equity
Balance as at 01-07-2024	1,162,051,780	418,791,168	1,580,842,948
Issue of share Capital (Bonus)	-	-	-
Prior year adjustment		(86,566,545)	(86,566,545)
Cash Dividend	-	(1,162,052)	(1,162,052)
Net Profit for the period	-	(36,831,741)	(36,831,741)
Balance as at 30-06-2025	1,162,051,780	294,230,830	1,456,282,610

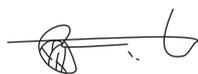
INDO-BANGLA PHARMACEUTICALS PLC.
STATEMENT OF CHANGES IN EQUITY
For the year ended 30th June 2024

Particulars	Share Capital	Retained Earnings	Total Equity
Balance as at 01-07-2023	1,162,051,780	459,770,393	1,621,822,173
Issue of share Capital (Bonus)	-	-	-
Cash Dividend	-	-	-
Net Profit for the period	-	(40,979,225)	(40,979,225)
Balance as at 30-06-2024	1,162,051,780	418,791,168	1,580,842,948

Annexed notes form an integral part of these financial statements.



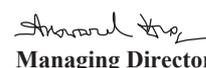
Chief Financial Officer



Company Secretary



Director



Managing Director

Date: December 08, 2025
Dhaka

INDO-BANGLA PHARMACEUTICALS PLC.
STATEMENT OF CASH FLOWS

For the year ended 30th June, 2025

Particulars	Notes	Amount in Taka	
		30 June 2025	30 June 2024
Cash Flows from Operating Activities			
Cash receipts from customers	28.00	190,200,595	198,031,927
Cash receipts from others income	29.00	99,900	253,810
Cash payment to Suppliers	30.00	(48,289,278)	(99,918,204)
Cash payment to Employees		(34,333,397)	(32,967,060)
Cash payment to Others		(49,228,891)	(26,640,509)
Cash Generate from operation		58,448,929	38,759,964
Cash payment against income Tax		-	(4,991,166)
Net Cash generated from Operating Activities	31.00	58,448,929	33,768,798
Cash Flow from Investing Activities			
Acquisition of property, plant and equipment		(560,000)	-
Paid for Capital Work In Progress		-	(10,131,097)
Net Cash used in Investing Activities		(560,000)	(10,131,097)
Cash Flows from Financing Activities			
Short Term Loan		(4,200,000)	(19,410,000)
Paid for Interest on Loan		(1,872,462)	(4,850,036)
Paid for other financing activities		(56,706,868)	-
Paid for Dividend Previous Year		(1,162,052)	(286,021)
Net Cash Used in Financing Activities		(63,941,382)	(24,546,057)
Net increase/(Decrease) in Cash and Cash equivalents		(6,052,453)	(908,357)
Cash and Cash Equivalents at beginning of the period		10,395,428	11,303,785
Cash and Cash Equivalents on Dividend Accounts		-	-
Cash and Cash Equivalent at end of the Period		4,342,975	10,395,428
Net Operating Cash Flows Per Share (NOCFPS)		0.50	0.29

Annexed notes form an integral part of these financial statements.


Chief Financial Officer


Company Secretary


Director


Managing Director

Date: December 08, 2025
Dhaka

INDO-BANGLA PHARMACEUTICALS PLC.

Notes to the Financial Statements and other explanatory information.

As at and for the year ended June 30, 2025

1.00 REPORTING ENTITY

1.01 Background of the Company

Indo-Bangla Pharmaceuticals Limited was incorporated as a private Limited Company under the Companies Act-1994 on 18 June 2014 vide registration no.C-116665/14 through takeover of M/S, Indo-Bangla Pharmaceutical Works, a proprietorship business since pre-liberation period. The company has been converted into public limited company on 21-10-2014. Registered office of the company and Factory is at Aziz Bhaban, College Road, Barisal. Authorized capital of the company is Tk.1, 500,000,000 divided into 150,000,000 ordinary shares of Tk.10 each. Paid up capital of the company Tk.1,162,051,780 divided into 116,205,178 ordinary shares of Tk. 10 each.

1.02 Registered Office of the Company

The registered office of the Company and the Factory is located at 729, College Road, Barisal Sadar, Barisal and having its corporate office at Polt-183 (7 floor) Block-B, Ahmed Akbar Sobhan Road, Basundhara R/A, Baridhara, Dhaka-1229.

1.03 Nature of the business

The Company is engaged in manufacturing and selling of all kinds of medicine (excluding Antibiotic), medical preparations drugs & chemicals (Human Health) with due approval of Drug Administration Authority. The company applied for permission for production and selling of veterinary medicine also.

2.00 BASIS OF PREPARATION AND PRESENTATION OF FINANCIAL STATEMENTS:

2.01 Presentation of Financial Statements

The Financial Statements of the Company are prepared on a going concern Basis under historical cost convention and in accordance with the International Accounting Standards (IAS), International Financial Reporting Standards (IFRS), the Companies Act, 1994, the Securities and Exchange Rules, 2020 and other laws & regulation in Bangladesh applicable to the Company.

2.02 Going Concern

The company has adequate resources to continue its operation for the foreseeable future. The current credit facilities and resources of the company provides sufficient fund to meet the present requirements of its existing business. As such, the directors intended to adopt the going concern Basis in preparing the financial statements.

2.03 Accrual Basis

The financial statements have been prepared, except Statements of Cash Flows, using the accrual Basis of accounting.

2.04 Reporting Period

The financial Statements have been prepared covering one year from July 01, 2024 to June 30, 2025.

2.05 Components of the Financial Statements

According to IFRS-1 "presentation of the Financial Statements" the complete set of financial statements includes the following components;

- a) Statement of Financial Position as at June 30, 2025;
- b) Statement of Profit or Loss and other Comprehensive Income for the period from 1st July 2024 to 30 June, 2025;
- c) Statement of Changes in Equity for the year ended June 30, 2025;
- d) Statement of Cash Flows for the year ended June 30, 2025; and
- e) Notes comprising a summary of significant accounting policies and other explanatory information.

2.06 Accounting Policies & Estimates

The preparation of these financial statements is in conformity with IAS and IFRS which require management to make judgments, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. Estimates and underlying assumptions are reviewed on an ongoing basis and used for accounting of certain terms such as provision for expenses and depreciation.

2.07 Responsibility for Preparation and Presentation of Financial Statements

The Board of Directors is responsible for the preparation of financial statements under section 183 of the Companies Act, 1994 and as per the provision of "the Framework for the preparation and Presentation of Financial Statements" issued by the International Accounting Standards (IASs) and Bangladesh Securities and Exchange Commission (BSEC) guideline.

2.08 Statement of Cash flows

Statement of Cash flows have been prepared in accordance with IAS-7 "Statement of Cash Flows" and the cash flows from the operating activities have been presented under direct method considering the provisions of Paragraph 19 of IAS-7 which provides that "Entities are encouraged to report cash flows from operating activities using the direct method".

2.09 Applicable accounting standards

The following IAS and IFRS are applicable for the financial statements for the year under review:

IASs & IFRSs:

IAS-1	Presentation of Financial Statements
IAS-2	Inventories
IAS-7	Statements of Cash flows
IAS-8	Accounting Policies, Changes in Accounting Estimates and Errors
IAS-10	Events after the Reporting Period
IAS-12	Income Taxes
IAS-16	Property, Plant and Equipment
IAS-19	Employee Benefits
IAS-24	Related Party Disclosures
IAS-32	Financial Instruments Presentation
IAS-33	Earnings Per Share
IAS-36	Impairment of Assets
IAS-37	Provisions, Contingent Liabilities and Contingent Assets
IFRS 7	Financial Instruments: Disclosures
IFRS 8	Operating Segments
IFRS 9	Financial Instruments
IFRS 15	Revenue from Contracts with Customers
IFRS 16	Lease;

2.10 Property, Plant and Equipment

2.10.1 Recognition and Measurement

All Property, Plant and Equipment are stated at cost less accumulated, depreciation as per IAS- 16 "Property, Plant and Equipment". The cost of acquisition of an asset comprises of its purchase price and any directly attributable cost of bringing the asset to its working condition for its intended use inclusive of inward freight, duties and non-refundable taxes.

The cost of replacing part of an item of property, plant and equipment is recognized in the carrying amount of the item if it is probable that the future economic benefits embodied within the part will flow to the Company and its costs can be measured reliably. The cost of the day to day maintaining cost on PPE is recognized in the Statements of Profit or Loss and other Comprehensive Income as incurred.

2.10.2 Depreciation

Depreciation on Property, Plant and Equipment other than Land has been computed during the year using the reducing balance method. Depreciation has been charged on addition when the related Property, Plant and Equipment are available for use as per management intention. Depreciation has been charged at following rates:

Name of Assets	Rate	Rate
	As at 30 June 2025	As at 30 June 2024
Land and Land Development	0%	0%
Building	2.50%	2.50%
Civil Works	5%	5%
Machineries & Equipment	2%	3%
Micro biological Lab	3%	3%
Factory Air Condition	10%	10%
Generator	3%	3%
Sub-Station (electricity) 630 KVA	10%	10%
Furniture & Fixture	10%	10%
Office Equipment SEP Decoration	10%	10%
Office Decoration	10%	10%
Computer	10%	10%
Air Condition	10%	10%
Transport	10%	10%
Water Plant	10%	10%
ETP Plant	10%	10%

2.10.3 Retirement and Disposals

An asset is derecognized on disposal or when no future economic benefits are expected from its use and subsequent disposal. Gain or loss arising from the retirement or disposal of an asset is determined as the difference between the net disposal proceeds and the carrying amount of the assets and is recognized as gain or loss from disposal of asset under other income in the statement of profit or loss and other comprehensive income.

2.10.4 Impairment

All fixed assets have been reviewed and it was confirmed that no such fixed assets have been impaired during the period and for this reason no provision has been made for Impairment of assets as per IAS 36.

2.11 Revenue Recognition

As per IFRS-15: "Revenue from Contracts with Customers" the company accounts for a contract with a customer only when all of the following criteria are met:

- a) The parties to the contract have approved the contract (in writing, orally or in accordance with other customary business practices) and are committed to perform their respective obligations;
- b) The company can identify each party 's rights regarding the goods or services to be transferred;
- c) The company can identify the payment terms for the goods or services to be transferred
- d) The contract has commercial substance (Ie, the risk, timing or amount of the entity 's future cash flows is expected to change as a result of the contract); and
- e) It is probable that the company will collect the consideration to which it will be entitled in exchange for the goods or services that will be transferred to the customer.

2.12 Valuation of Current Assets

Trade and Other Receivable

These are carried forward at their original invoiced value amount and represents net realizable value. Management considered the entire bills receivable as good and is collectable and therefore, no amount has been provided for as bad debt in the current year's account.

Inventories

In compliance with the requirements of IAS-2 "Inventories", the Inventories have been valued at Cost or Net Realizable value whichever is lower, which is consistent with the previous period's practice. Net realizable value is based on estimated selling price in the ordinary course of business less any further cost expected to be incurred to make the sale.

Provisions:

Provisions were made considering risk and un-certainties at best estimate of the probable expenditure that would require to meet the current obligation at the date of statement of financial position.

2.14 Employees' Benefit

The company maintains defined benefit plan for its eligible permanent employees. The eligibility is determined according to the terms and conditions set forth in the respective deeds.

The company has accounted for and disclosed employee benefits in compliance with the provisions of IAS 19: "Employee Benefits",

The cost of employee benefit is charged off as revenue expenditure in the year to which the contributions relate. The company's employee benefits include the following.

a) Short Term Employee Benefit

Short-term employee benefits include wages, salaries, festival bonuses etc. Obligations for such benefits are measured on an undiscounted basis and are expensed as the related service is provided.

b) Contribution to Workers' Profit Participation and Welfare Funds

This represents 5% of net profit before tax but after charging such expenses by the company as per provisions of the Bangladesh Labor Act, 2006, & Bangladesh Labor (amendment) Act, 2013.

c) Post Employment Benefit

The Nomination and Remuneration Committee (NRC), a sub-committee of Board formed to ensure good governance in the company as per Corporate Governance Code in notification No. BSEC/CMRRCD/2006 of Bangladesh Securities and Exchange Commission reviewed all post employee benefits to comply with IAS 19.

2.15 Advances, Deposits and Prepayments

Advances are initially measured at cost. After initial recognition advances are carried at cost less deductions, adjustments or charges to other account heads such as PPE of Inventory etc.

2.16 Functional and Presentational Currency:

The financial statements are prepared in Bangladeshi Taka which is the Company's functional currency.

2.17 Income Tax Expenses:

Income Tax expense comprises current and deferred tax. It is recognized in profit or loss except to the extent that it relates to items recognized directly in equity and profit or loss.

Current Income Tax

Current income tax is excepted tax payable on the taxable income for the year and any short fall of provision for previous years. The company (IBPL) is a "Publicly Traded Company"; hence Tax rate is applicable @ 20%.

Deferred Tax

Deferred tax expenses are considered for taxable temporary differences may arise for the reporting year, adjustments for prior years accumulated differences and changed in tax rate.

2.18 Earnings per Share

The company calculates Earnings per Share (EPS) in accordance with IAS-33 "Earnings per Share" which has been shown on the face of the Profit or Loss and other Comprehensive Income,

Basic Earnings

This represents profit or loss at the end of the period attributable to ordinary shareholders of the entity.

Basic Earnings per Share

This has been calculated by dividing profit or loss attributable to ordinary shareholders of the entity by the weighted average number of ordinary shares outstanding during the year

2.19 Financial Instruments

A financial instrument is any contract that gives rise to a financial asset to one entity and a financial liability or equity instrument to another entity as per IAS-32 "Financial Instruments Recognition and Measurement."

Financial Assets

Financial assets of the company include cash and cash equivalents, Trade receivables and other receivables. The company initially recognizes a financial asset in its statement of financial position when, and only when, the company becomes a party to the contractual provision of the instrument. The company derecognizes a financial asset when, and only when; the contractual rights to the cash flows from the financial asset expire or transfer the contractual rights to receive the cash flows of the financial asset.

Financial Liabilities

Financial liabilities of the company include trade payables and liabilities for expenses. The company initially recognizes a financial liability in its statement of financial position when, and only when, the company becomes a party to the contractual provision of the instrument. The company derecognizes a financial liability from its statement of financial position when, and only when, it is extinguished, that is when the obligation specified in the contract is discharged or cancelled or expires.

2.20 Cash and Cash Equivalents

According to IAS-7 'Statement of Cash Flows', cash comprises cash in hand, short term deposit and highly liquid investments that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in values.

2.21 Events after the Reporting Period

Events after the reporting period are those events, favorable and unfavorable, that occur between the end of the reporting period and the date when the financial statements are authorized for issue. Two types of events can be identified:

Adjusting Events are those that provide evidence of conditions that existed at the end of the reporting period. Non-adjusting Events are those that are indicative of conditions that arose after the reporting period.

2.22 Authorization date for issuing Financial Statements

The financial statements were authorized by the Board of Directors on November 15, 2025.

2.22 Comparative Information

Comparative Information has been disclosed in the respect of previous year for all numeric information in the financial statements and also the narrative and descriptive information where it is relevant for understanding of the current year's financial statement.

2.23 Re-arrangement

Previous year figure has been re-arranged whenever considered necessary to ensure comparability with the current year presentation as per IAS-8: "Accounting Policies, Changes in Accounting Estimates and Errors".

Re-Statement

In finalizing the financial statements for the year ended June 30, 2023 some figures of previous year were restated to confirm the provisions of IAS-8: "Accounting Policies, Changes in Accounting Estimates and Errors". During the year the following accounting errors has been rectified in compliance with IAS -8.

2.24 Segmental Reporting

The company essentially provides similar products to customers across the country and the products essentially have the similar risk profile. As there is a single business and geographic segment within which the company operates as such no segment reporting is felt necessary.

2.25 Related Party Disclosure

The company carried out a number of transactions with related parties in the normal course of business and on arms' length basis. The information as required by IAS-24: Related Party Disclosures has been disclosed in a separate note to the financial statements.

2.26 IFRS 16: Leases introduces a single, on-balance sheet lease accounting model for lessees. A lessee recognizes a right-to-use asset representing its right to use the underlying asset and a lease liability representing its obligation to make lease payments. There are recognition exemptions for short-term leases and leases of low-value items. Lessor accounting remains similar to the current standard- i.e. lessors continue to classify leases as finance or operating leases. The standard is effective for annual periods beginning on or after 1 January 2019, but also with permission for early adoption.

2.27 General

The figure has been rounded off to the nearest taka.

Indo-Bangla Pharmaceuticals PLC.
Notes to the Financial Statements
As at and for the year ended 30 June 2025

Particulars	Amount in Taka	
	30 June'2025	30 June'2024
3.00 Property, Plant and Equipment		
These have arrived at as under:		
(A) At Cost		
Opening balance	1,514,436,616	1,514,436,616
Add: Addition during the Period	6,059,503	-
Less: Disposal during the Period	-	-
Total	1,520,496,119	1,514,436,616
(B) Accumulated Depreciation		
Opening balance	227,556,736	199,013,270
Add: Depreciation Charged for the period	28,375,677	28,543,466
Less: Adjusted during the period	-	-
Total :	255,932,413	227,556,736
WDV as on 30.06.2025 (a-b)	1,264,563,706	1,286,879,880
A schedule of Property, Plant and Equipment is given in Annexure-A		
4.00 Intangible Assets		
These have arrived at as under:		
(A) At Cost		
Opening balance	-	-
Add: Addition during the Period	560,000	-
Less: Disposal during the Period	-	-
Total	560,000	-
(B) Amortization		
Opening balance	-	-
Add: Charged for the period	84,000	-
Less: Adjusted during the period	-	-
Total :	84,000	-
WDV as on 30.06.2025 (a-b)	476,000	-
A schedule of Intangible Assets is given in Annexure-A		
5.00 Capital Work In Progress		
These have arrived at as under:		
A. Machineries & Equipment:		
Opening balance:	23,090,450	23,090,450
Add: Addition during the year	-	-
Less: Transfer to Fixed Assets	-	-
Closing Plant & Machinery	23,090,450	23,090,450
B.Civil Works:		
Opening balance	16,190,600	6,059,503
Add: Addition during the year (BSCIC Plot)	-	10,131,097
Less: Transfer to Fixed Assets	(6,059,503)	-
	10,131,097	16,190,600
Total (A+B)	33,221,547	39,281,050

Particulars	Amount in Taka	
	30 June'2025	30 June'2024
6.00 Inventories :		
This consists of the following;		
Raw Material	9,409,207	55,749,179
Finished Goods	83,126,708	89,534,270
Work - in - Process	3,002,000	1,896,045
Maintenance of Machine & Consumable Items	921,933	433,397
Packing Materials	7,110,085	13,977,891
	103,569,933	161,590,782

Inventories in hand have been valued at lower of cost or/and net realizable value as per IAS-2 and have been certified by management.

7.00 Trade & Others Receivable:

These have arrived at as under:

A. Trade Receivable

Opening balance

Add: Sales during the period

Total

Less: Recovery

Closing balance (Trade Receivable) A schedule of Ageing of Accounts Receivable

More than six months

Less than six month

202,261,327	223,651,430
184,177,513	176,642,457
386,438,840	400,293,887
190,200,595	198,032,560
196,238,245	202,261,327
39,247,649	67,504,087
156,990,596	134,757,240
196,238,245	202,261,327

The classification of receivables as required by the schedule XI of the Companies Act, 1994 are given below:

Receivable considered good in respect of which the company is fully secured.

Receivable considered good in respect of which the company holds no security other than the debtor personal security.

Receivables considered doubtful bad.

Receivable due by directors or others or other officers of the company or any of them either severly or jointly with any other person or debts due by firms or private companies respectively in which any director is a partner or a director or a member.

Receivables due by common under the same management.

The maximum amount of receivable due by any director or other officer of the company at any time during the period.

Total:

-	-
196,238,245	202,261,327
-	-
-	-
-	-
-	-
196,238,245	202,261,327

8.00 Advance, deposit and prepayments:

This consists of the following;

Advance

Advance Income Tax

Advance to Employees

Advance to others

45,774,546	45,234,970
59,618	2,352,954
75,862,626	74,103,657
121,696,790	121,691,581

The classification of Advances, Deposits and Prepayments as required by Schedule-XI, Part-I of the Companies

Advance, Deposit and pre-payments considered good and fully secured;

Advance, deposit and pre-payments considered good and company holds

Advance, deposit and pre-payments considered doubtful and bad;

Advance, deposit and pre-payments due by directors or other officers;

Advance, deposit and pre-payments due from companies under common

Maximum advance, deposit and pre-payments due by Directors or other

121,696,790	121,691,581
-	-
-	-
-	-
-	-
-	-
121,696,790	121,691,581

Particulars	Amount in Taka	
	30 June'2025	30 June'2024
8.01 Advance Tax paid		
Opening	45,234,970	43,847,105
Add: Tax Paid against Transport	267,000	-
Add: Tax Paid against Import	272,576	-
Add: Advance Tax paid during the year	-	1,387,865
Less: Adjustment During the year for Assessment Year	-	-
	45,774,546	45,234,970
8.02 Advance to Others		
Goods and services	-	4,238,891
Tour	-	262,789
Office Rent	300,000	300,000
Land (Gazipur)	35,940,000	35,940,000
Land (BSCIC Barisal)	30,635,000	30,635,000
L/C Margin for Raw-materials	8,943,562	2,679,000
Prepaid Insurance	34,578	46,529
VAT current account	9,486	1,447
	75,862,626	74,103,657
9.00 Cash and Cash equivalents:		
These have arrived at as under:		
Cash in Hand	2,672,670	9,956,994
Cash at Bank	1,652,012	434,846
Cash at Dividend Bank Accounts	18,293	3,589
	4,342,975	10,395,428
9.01 Cash at Bank		
	1,652,012	434,846
Pubali Bank Ltd. Barishal Sadar Branch A/C 0374901054490	6,998	47,890
Sonali Bank Ltd. Barishal Corporate Branch A/C. 03042-13953	5,604	1,825
Islami Bank Bangladesh Ltd. Barishal Branch A/C no.205011109-10807	14,577	15,727
One Bank Ltd. Barisal Branch A/C no.04903	7,362	-
Krishi Bank Ltd A/C No-982	2,166	-
Mutual Trust Bank A/C-80334	1,452,828	-
Dutch-Bangla Bank Ltd. Barisal Branch A/C 1271100014683	17,997	18,687
Dutch-Bangla Bank Ltd. Bashundhara 1471100016286	1,411	30,092
Prime bank A/C no. 16828	9,655	-
First Security Islami Bank Ltd. Bashundhara Br. A/C 01771111-302	2,863	178,735
First Security Islami Bank Ltd. Bashundhara Br. A/C 01771111-315	99,645	110,425
Social Islami Bank Ltd. A/C 077133-6741	-	435
Eastern Bank Ltd Principal Branch A/C 1011360459420	30,906	31,030
	18,293	3,589
Dividend Account		
First Security Islami Bank Ltd. A/C 0177-31-0040	1,397	2,382
First Security Islami Bank Ltd. A/C 0177-31-0046	16,896	1,207

Particulars	Amount in Taka	
	30 June'2025	30 June'2024
10.00 Share Capital :		
Authorized Capital		
150,000,000 Ordinary Shares of Tk. 10 each	1,500,000,000	1,500,000,000
Issued, Subscribed & Paid-up Capital:		
73,000,000 Ordinary Shares of Tk. 10each	730,000,000	730,000,000
20,000,000 Shares issued for IPO in 2018	200,000,000	200,000,000
9,300,000 Bonus Shares issued in 2018	93,000,000	93,000,000
9,207,000 Bonus Shares issued in 2019	92,070,000	92,070,000
2,230,140 Bonus Shares issued in 2020	22,301,400	22,301,400
2,468,038 Bonus Shares issued in 2021	24,680,380	24,680,380
116,205,178 Ordinary Shares of Tk. 10 each fully paid up.	1,162,051,780	1,162,051,780
11.00 Retained Earnings:		
This amount consists of as follows:		
Opening balance	418,791,168	459,770,393
Add :Net Profit for the year	(36,831,741)	(40,979,225)
Less: Transfer to Share capital	-	-
Less : Adjustment	(86,566,545)	-
Less: Cash Dividend	(1,162,052)	-
	294,230,830	418,791,168
12.00 Deferred Tax Liability:		
This amount consists as follows:		
Carrying Value of Property, Plant & Equipment (Annexure-A) As Tax Base	1,264,563,705	1,286,879,880
Temporary Difference	513,357,773	581,359,900
	751,205,932	705,519,979
Deferred Tax Liabilities @20%	150,241,186	141,103,996
Less: Opening Deferred Tax Liability	141,103,996	129,144,490
Add: Addition during the year Tax Rate Change	-	-
Add: Sale of Assets Depriation Defferance (B-A) @	-	-
Deferred Tax Liability/Expenses (Income)	9,137,191	11,959,506
13.00 Short Term Loan:		
Bai Murabaha (Hypo)	20,000,000	19,900,000
Bai Murabaha (LTR)	-	4,300,000
Total:	20,000,000	24,200,000
14.00 Unclaimed Dividend:		
Dividend payable for the year 2018-2019	2,632,693	2,632,693
Dividend payable for the year 2019-2020	8,671,594	8,671,594
Dividend payable for the year 2020-2021	1,029,103	1,029,103
Dividend payable for the year 2021-2022	2,480,203	2,480,203
Dividend payable for the year 2023-2024	51,600	-
Paid during the year	(64,386)	-
	14,800,807	14,813,593

Particulars	Amount in Taka	
	30 June'2025	30 June'2024
15.00 Trade Payables		
Trade payable	17,405,594	855,971
Other Payable	1,068,277	-
Closing balance	18,473,871	855,971
15.01 Other Payable		
Tax Deduction at source	147,977	-
Other supplier payable	920,300	-
	1,068,277	-
16.00 Provision for Taxes		
This has been arrived as at under;		
Balance b/d	49,966,641	52,459,325
Add: Short Provision	-	-
Less: Excess Provision	-	-
Less: Adjusted Income Tax Expenses Assessment year	-	-
Add : Provision during the year	1,861,755	1,110,617
	51,828,396	53,569,942
Income Tax Paid during The Year	-	3,603,301
	51,828,396	49,966,641
17.00 Liabilities for Expenses :		
This consists of the following		
Telephone Bill	-	115
Electricity Bill	175,370	280,603
Office Rent	550,000	-
Directors Remuneration	4,500,000	250,000
Salary & Wages	1,884,020	2,133,410
Gratuity	-	5,503,385
Regulatory Fees	2,865,911	-
Land Tax Expense	15,240	-
Central Depository Bangladesh Limited	212,000	-
Banladesh Association of Pharmaceuticals Industries	82,000	-
Banladesh Association of Publicly Listed Company	100,000	-
Galaxy Corporation	70,000	-
Interest on Short Term Loan	1,740,284	806,940
Audit Fees	287,500	287,500
Others	-	1,054,948
	12,482,325	10,316,901

		Amount in BDT	
		30 June 2025	30 June 2024
18.00	Net Sales Revenue:		
	Gross Sales	211,804,140	203,138,825
	Less: VAT @ 15%	27,626,627	26,496,369
	Net Sales revenue	184,177,513	176,642,457
19.00	Cost of Sales :		
	This has been arrived as under;		
	Raw Material Consumed	87,532,653	86,398,087
	Add: Work in process (Opening)	1,896,045	2,031,250
	Less: Work in Process (Closing)	3,002,000	1,896,045
	Total Consumption	86,426,698	86,533,292
	Add: Manufacturing Overhead	42,152,959	44,366,117
	Add: Direct expenses	28,732,790	20,387,711
	Cost of Production	157,312,448	151,287,120
	Add: Finished Goods (Opening balance)	89,534,270	95,907,530
	Finished Goods Available	246,846,718	247,194,650
	Less: Finished Goods (Closing)	83,126,708	89,534,270
	Less: Sample Costs	565,788	868,678
	Cost of Sales:	163,154,222	156,791,702
19.01	Material Consumed :		
	Opening balance	55,749,179	61,310,515
	Add: Material Purchased	41,192,681	92,257,098
	Import	6,609,474	22,417,296
	Local	34,583,207	69,839,802
	Less: Closing Materials	9,409,207	55,749,179
	Expire date over destroyed Raw Materials	-	11,420,347
	Total	87,532,653	86,398,087
19.02	Manufacturing Overhead:		
	Salary & Wages	9,610,683	9,922,404
	Cork & Cap	244,600	499,035
	Carton & Label	205,350	716,283
	Hand Glove, Tape, Gum Etc	-	84,915
	Accessories	-	663,070
	Carriage Inward	721,543	449,231
	Water bill	-	5,301
	Factory Rent	975,000	-
	QC and Lab Maintaince	12,700	-
	Washing Expenses	-	7,661
	Maintenance of Machine & Consumable Items	464,024	1,046,373
	Electricity Bill Factory	2,868,323	3,816,777
	Staff Fooding	1,789,080	1,611,272
	Fuel & Oil for Generator	204,298	256,412
	Maintenance of Factory Building	83,280	556,711
	Insurance Expense	239,200	232,538
	Depreciation (Annexure-A)	24,734,878	24,498,134
	Total	42,152,959	44,366,117

		Amount in BDT	
		30 June 2025	30 June 2024
19.02.01	Maintenance of Machine & Consumable Items		
	Opening balance	433,397	625,420
	Purchase during the period	952,560	854,350
	Closing Balance	(921,933)	(433,397)
	Total	464,024	1,046,373
19.03	Direct expenses :		
	Delivery Charges	128,718	45,104
	Packing Materials	28,604,072	20,327,987
	Medical Bag Expenses	-	14,620
	Total	28,732,790	20,387,711
19.03.1	Packing Materials		
	Opening balance	13,977,891	18,736,814
	Purchase during the period	21,736,266	15,569,064
	Less: Packing Materials (Closing balance)	(7,110,085)	(13,977,891)
	Consumption	28,604,072	20,327,987
20.00	Administrative Expenses		
	Salary & allowance	13,591,148	10,889,793
	Director Remuneration	3,000,000	3,900,000
	Board Meeting Fee	470,000	570,000
	Travelling & Conveyance	122,709	570,820
	Business Development, Legal Expenses & Others	1,509,138	677,448
	Entertainment	492,246	-
	Office Repair & Maintainance Expense	683,735	-
	Staff Fooding	294,815	369,082
	Office Rent	660,000	759,000
	Printing & Stationery	253,969	460,057
	News Paper & Megazine	127,605	65,661
	Postage, courier & Telegram	17,478	13,694
	License & Renewal Fee	683,255	189,049
	Legal & Professional fees	811,331	-
	Telephone & Mobile Bill	189,450	157,244
	Internet Bill	128,300	120,000
	Audit Fee	287,500	287,500
	Company Secretarial, Regulatory Fee and AGM Expenses	1,292,737	331,607
	Annual Subscription and report fees	389,000	-
	Electricity, Gas & others charge	166,408	180,291
	Maintenance of Transport	172,717	278,430
	Fuel & Oil	602,761	190,809
	Land Tax expenses	15,240	-
	Bank Charge	126,163	50,712
	Others expenses	47,415	309,204
	Expire date over destroyed Raw Materials	-	11,420,347
	Amortization (Annexure-A)	84,000	-
	Depreciation (Annexure-A)	3,640,799	4,045,332
	Total	29,859,919	35,836,079
21.00	Financial expenses		
	Interest On Bai Murabaha (Hypo)	1,872,462	1,927,127
	Interest On Bai Murabaha (LTR)	-	2,475,922
	Total:	1,872,462	4,403,049

		Amount in BDT	
		30 June 2025	30 June 2024
22.00	Selling & Distributing Expenses		
	Salary & allowance	3,034,552	4,788,717
	Incentive Bonus	7,847,624	95,580
	Dealer's Commission	174,030	127,690
	Tour and TA & DA of Field Staff	219,107	158,030
	Carriage Outward/ Fuel & oil	1,070,590	712,913
	Packing Materials-Selling & Distribution	-	681,173
	Sales Promotion	124,000	100,102
	CSR & Donation Expense	895,120	-
	Garage Rent	61,100	-
	Service Charge Software & Others	156,000	-
	Gift & Presentation	1,040,000	143,129
	Sample expense	14,863	868,678
	Miscellaneous expenses	578,790	-
	Medical Expense	7,829	-
	Travelling & Conveyance/ Deport Delivery	-	98,526
		15,223,605	7,774,538
23.00	Non Operating Income:		
	Misc Sales	99,900	253,810
		99,900	253,810
24.00	Current Tax:		
	Profit before tax as per account	(25,832,795)	(27,909,103)
	Accounting depreciation	28,375,677	28,543,466
	Tax base depreciation	(74,061,630)	(90,340,994)
	Non Operating Income	(99,900)	(253,810)
	Taxable profit	(71,618,648)	(89,960,440)
	Current Tax @ 1% on Turnover Minimum Tax	1,841,775	1,059,855
	Add: Tax on Non Operating Income @ 20%	19,980	50,762
		1,861,755	1,581,980
25.00	Basic Earnings Per Share :		
	This has been calculated in compliance with the requirements of IAS 33: Earnings Per Share, is the basic		
	The composition of earnings per shares (EPS) is given below:		
	Earnings Per Share (EPS)		
	Net profit for the year	(36,831,741)	(40,979,225)
	Weighted Average number of ordinary shares outstanding	116,205,178	116,205,178
	Earnings Per Share (EPS)	(0.32)	(0.35)
	Weighted Average Number of Shares		
	73000000 Shares	73,000,000	73,000,000
	20000000 Shares	20,000,000	20,000,000
	9300000 Shares	9,300,000	9,300,000
	9207000 Shares	9,207,000	9,207,000
	2230140 Shares	2,230,140	2,230,140
	2468038 Shares	2,468,038	2,468,038
	Weighted Average Number of Shares	116,205,178	116,205,178

		Amount in BDT	
		30 June 2025	30 June 2024
26.00	Net Assets Value Per Share :		
	The composition of net assets value per share is given below:		
	Total Assets	1,724,109,195	1,822,100,048
	Less: Non-Current Liabilities+Current Liabilities	267,826,586	241,257,101
	Net Assets Value	1,456,282,609	1,580,842,947
	Number of ordinary shares outstanding	116,205,178	116,205,178
		12.53	13.60
27.00	Net Operating Cash Flows Per Share (NOCFPS)		
	Net Cash from operating activities Notes: 32	58,448,929	33,768,798
	Weighted Average Number of Shares	116,205,178	116,205,178
		0.50	0.29
28.00	Cash receipts from customers		
	Opening receivable	202,261,327	223,651,430
	Add: Sales during the year	184,177,513	176,642,457
	Less: Closing receivable	(196,238,245)	(202,261,327)
		190,200,595	198,032,560
29.00	Cash receipts from others income		
	Misc. Sales	99,900	253,810
		99,900	253,810
30.00	Cash payment to suppliers		
	Purchase (RM,spare,packing)	63,881,507	108,680,512
	Opening Accounts Payable	855,971	832,555
	Closing Accounts Payable	(18,473,871)	(855,971)
	Opening Advance goods	(6,917,891)	(4,236,435)
	Closing Advance goods	8,943,562	6,917,891
	Expire date over destroyed Raw Materials	-	(11,420,347)
		48,289,278	99,918,204
31.00	Reconciliation of Net Profit with cash flows from Operating Activities:		
	Profit before Tax	(25,832,795)	(27,909,103)
	Add: Depreciation on property, plant and equipment	28,459,677	28,543,466
		2,626,882	634,363
	Add/(Less):		
	Add: Decrease in Trade & Other Receivables	6,023,082	21,390,103
	Add: Decrease in Inventories	57,893,890	17,020,747
	Add: Increase in Trade Payables	17,617,900	23,417
	Less: Increase in Liabilities for Expenses	2,165,425	(1,256,218)
	Less: Decrease in Liability for contribution to W.P.P.F	-	(1,228,635)
	Less : Decrease in Advance, Deposit & Prepayments	(5,209)	(4,061,714)
	Add/(Less): Capital expenditures	6,059,503	-
	Add: Paid for Interest on Loan	1,872,462	4,850,035
	Less: adjustment	(35,805,006)	-
	Less: Income Tax Paid	-	(3,603,301)
		55,822,047	33,134,434
		58,448,929	33,768,797

Amounts in Taka	
30 June 2025	30 June 2024

32.00 Related parties disclosure:

Key Management Personnel:

As per Schedule-XI, part-II, Para 4 of the Companies Act, 1994, the profit and loss account will give by way of a note detailed information, showing separately the following payments provided or made during the financial year to the directors, including managing director, the managing agents or manager, if any, by the company, subsidiaries of the company and any other person:-

No.	Particulars	30.06.2025	30.06.2024
(a)	Managerial Allowances paid or payable during the period to the directors, including managing directors, a managing agent or manager;	3,000,000	3,900,000
(b)	Expenses reimbursed to Managing Agent;	Nil	Nil
(c)	Commission or Remuneration payable separately to a managing agent or his associate;	Nil	Nil
(d)	Commission received or receivable by the managing agent or his associate as selling or buying agent of other concerns in respect of contracts entered into by such concerns with the company;	Nil	Nil
(e)	The money value of the contracts for the sale or purchase of goods and materials or supply of services, entered into by the company with the managing agent or his associate during the financial period;	Nil	Nil
(f)	Any other perquisite or benefits in cash or in kind stating, approximate money value where applicable;	Nil	Nil
(g)	Other allowances and commission including guarantee commission;	Nil	Nil
(h)	Pensions etc.	-	-
	(i) Pensions;	Nil	Nil
	(ii) Gratuities;	Nil	Nil
	(iii) Payments from a provident funds, in excess of own subscription and interest thereon;	Nil	Nil
	(iv) Compensation for loss of office;	Nil	Nil
	(v) Consideration in connection with retirement from office.	Nil	Nil
(i)	Share Based payments	Nil	Nil

Related parties Transactions:

The company carried out a number of transactions with related parties. The following are the related parties transactions of the Indo-Bangla Pharmaceuticals Ltd has been disclosed as required by IAS 24 Related Party Disclosures.

(a) Remuneration				
Name	Designation	Nature of Transaction	Amount in (BDT)	
			2024-2025	2023-2024
Mr. A.F.M Anowarul Huq	Managing Director	Remuneration	3,000,000	3,900,000

(b) Board Meeting fee				
Name	Designation	Nature of Transaction	Amount in (BDT)	
			2024-2025	2023-2024
Mrs. Aysha Siddika	Chairman	Board Meeting fee	20,000	
Mr. A.F.M Anowarul Huq	Managing Director		60,000	70,000
Mrs. Aziza Yeasmin	Director		60,000	40,000
Mrs. Hafiza Yeasmin	Director		100,000	100,000
Md. Shariqul Anam	Director		110,000	-
A K M Haruner Rashid, FCS	Independent Director		120,000	130,000
Md. Nazrul Islam, FCS	Independent Director		-	-
Mrs. Israt Jahan Rimi, FCS	Independent Director			
Fatima Parvin	Director			60,000
Md. Golam Rabbani	Director (Representative of ICB)			140,000
Ifikhar-Uz-Zaman	Independent Director			30,000

Amounts in Taka	
30 June 2025	30 June 2024

33.00 The requirements of schedule XI, Part II, note-5 Para 3, of the company Act.1994.

Employees	2025	2024
Number of employees whose salary was below Tk. 3,000.00	-	-
Number of employees whose salary was above Tk. 3,000.00	127	152

34.00 Disclosure as per Schedule XI, Part – II, Para 8 of the companies Act, 1994.

a) Import of raw materials and packing materials on CIF basis are as follows:

The company import any raw and packing materials at CIF price in 2024-2025. All purchase of raw materials by the company was at C&F price.

During the period 1st July 2024 to 30th June 2025 total value of import in respect of raw materials stand equivalent USD 45,600 on CIF basis. Details are as follows:

Particulars	Amount In BDT	
	2025	2024
Import of raw Materials	6,609,474	22,417,296
Import of Packing Materials	-	6,424,400
Import of Capital goods	-	-
Total:	6,609,474	28,841,696

b) The Company did not incur any expenditure in foreign currency during the financial year on account of royalty, Know-how, professional Consultation fees, Interest and other matters.

(c) The value of both imported and Indigenous raw materials, Spare parts, Packing materials and Consumption thereof are as follows;

Amounts in Taka	
30 June 2025	30 June 2024

For the year 30 June 2025

Raw Materials:	Imported	Indigenous	Total
Opening balance	40,916,723	14,832,456	55,749,179
Add: Purchase during the year	6,609,474	34,583,207	41,192,681
	47,526,197	49,415,663	96,941,860
Less: Closing balance	-	9,409,207	9,409,207
Consumption during the year	47,526,197	40,006,456	87,532,653
Percentage of total Consumption during the year	100.00%	80.96%	90.29%
Spare Parts	Imported	Indigenous	Total
Opening balance	-	433,397	433,397
Add: Purchase during the year	-	952,560	952,560
	-	1,385,957	1,385,957
Less: Closing balance	-	921,933	921,933
Consumption during the year	-	464,024	464,024
Percentage of total Consumption during the year	0.00%	33.48%	33.48%
Packing Materials	Imported	Indigenous	Total
Opening balance	1,023,568	12,954,323	13,977,891
Add: Purchase during the year	-	21,736,266	21,736,266
	1,023,568	34,690,589	35,714,157
Less: Closing balance	-	7,110,085	7,110,085
Consumption during the year	1,023,568	27,580,504	28,604,072
Percentage of total Consumption during the year	100.00%	79.50%	80.09%

For the year 30 June 2024

Raw Materials:	Imported	Indigenous	Total
Opening balance	53,465,325	7,845,190	61,310,515
Add: Purchase during the year	22,417,296	69,836,802	92,254,098
	75,882,621	77,681,992	153,564,613
Less: Closing balance	40,916,723	14,832,456	55,749,179
Consumption during the year	34,965,898	62,849,536	97,815,434
Percentage of total Consumption during the year	46.08%	80.91%	63.70%
Spare Parts	Imported	Indigenous	Total
Opening balance	-	625,420	625,420
Add: Purchase during the year	-	854,350	854,350
	-	1,479,770	1,479,770
Less: Closing balance	-	433,397	433,397
Consumption during the year	-	1,046,373	1,046,373
Percentage of total Consumption during the year	0.00%	70.71%	70.71%
Packing Materials	Imported	Indigenous	Total
Opening balance	1,235,680	17,501,134	18,736,814
Add: Purchase during the year	6,424,400	9,144,664	15,569,064
	7,660,080	26,645,798	34,305,878
Less: Closing balance	1,023,568	12,954,323	13,977,891
Consumption during the year	6,636,512	13,691,475	20,327,987
Percentage of total Consumption during the year	86.64%	51.38%	59.26%

(d) No amount was remitted during the year in foreign currencies on account of dividend to non-residents shareholders.

It is mentioned that the company does not have any non-resident shareholders.

(e) Earnings in foreign exchange classified under the following heads:

Heads	30.06.2025	30.06.2024
i. Export of goods on FOB basis	Nil	Nil
ii. Royalty, know-how, professional and consultation fees	Nil	Nil
iii. Interest and dividend	Nil	Nil
iv. Other income	Nil	Nil
Total:	Nil	Nil

Amounts in Taka	
30 June 2025	30 June 2024

35.00 Events after the Reporting Period

The Board of Directors at its board meeting held on 15 November 2025 recommended Cash 0.15% Cash for all Shareholders of the paid up Capital for the year ended 30 June 2025. This dividend is subject to final approval by the shareholders at the forthcoming annual General Meeting (AGM) of the company.

36.00 Financial Risk Management

The management of company has overall for the establishment and oversight of the company's risk management framework. Risk management policies, procedures and systems are reviewed regularly to reflect changes in market conditions and the company's activities. The company has exposure to the following risk for its use of financial instruments.

Credit Risk

Liquidity Risk

Market Risk

Credit Risk

Credit risk is the risk of a financial loss to the company if a customer or counterparty to a financial instrument fails to meet its contractual obligations and arises principally from the company's receivables. Management has a credit policy in place and exposure to credit risk monitored on an ongoing basis. As at 30th June 2022 substantial part of the receivables are those from its related company and subject to insignificant credit risk. Risk exposures from other financial assets. i.e. Cash at bank and other external receivables are nominal.

Liquidity Risk

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

Trade and Other Payables (Notes: 14)

Total

Amounts in Taka	
30-Jun-25	30-Jun-24
18,473,871	738,149
18,473,871	738,149

Market Risk

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

(a) Currency risk

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

(b) Interest rate risk

Interest rate risk is the risk that arises due to changes in interest rates on borrowing. The foreign currency loan is subject to floating rates of interest. Local loans are, however, not significantly affected by fluctuations in interest rate risk. The company has not entered into any type of derivative instrument in order to hedge interest rate risk as at the reporting date.

37.00 Compensation of Key Management Personnel

During the period, Compensation of key management personnel in total has been set below in accordance with the provisions of IAS 24: Related Party Disclosures.

	Amounts in Taka	
	30-Jun-25	30-Jun-24
Short-term employee benefits*	3,000,000	3,900,000
Post-employment benefits	-	-
Other long-term benefits	-	-
Termination benefits	-	-
Share-based payments	-	-
Total	3,000,000	3,900,000

*Short-term employee benefits comprise of Directors' remuneration that has been fixed up by the BOD having regard to the performance of the individuals and market trends.

INDO-BANGLA PHARMACEUTICALS PLC
Schedule of Property Plant & Equipment
As at 30th June, 2025

Annexure-A

Particulars	COST				Rate	DEPRECIATION				Written Down Value as on 30.06.2025
	Balance as on 01.07.2024	Addition during the Period	Disposal during the period	Total Cost as at 30.06.2025		Adjusted during the period	Charge during the period	Total Cost as at 30.06.2025		
Land & Land Development	160,112,933	-	-	160,112,933	0%	-	-	-	-	160,112,933
Building	236,168,819	-	-	236,168,819	2.5%	37,756,081	4,960,318	42,716,399	42,716,399	193,452,420
Civil Works	16,082,250	6,059,503	-	22,141,753	5%	3,049,550	954,610	4,004,160	4,004,160	18,137,593
Machineries & Equipment	987,188,018	-	-	987,188,018	2%	145,678,404	16,830,192	162,508,596	162,508,596	824,679,422
Micro biological Lab	19,074,415	-	-	19,074,415	3%	2,795,793	488,359	3,284,152	3,284,152	15,790,263
Factory Air Condition	6,525,480	-	-	6,525,480	10%	3,115,371	341,011	3,456,382	3,456,382	3,069,098
Air Compressor	2,325,900	-	-	2,325,900	10%	888,895	143,700	1,032,596	1,032,596	1,293,304
Generator	10,603,229	-	-	10,603,229	3%	1,872,806	261,913	2,134,719	2,134,719	8,468,510
Sub-Steation (electricity) 630 KVA	5,941,500	-	-	5,941,500	10%	99,025	584,248	683,273	683,273	5,258,228
Furniture & Fixture	14,446,419	-	-	14,446,419	10%	6,953,620	749,280	7,702,900	7,702,900	6,743,519
Office Equipment	4,962,146	-	-	4,962,146	10%	2,863,633	209,851	3,073,484	3,073,484	1,888,662
SEP Decoration	15,620,100	-	-	15,620,100	10%	7,059,244	856,086	7,915,330	7,915,330	7,704,770
Office Decoration	6,011,150	-	-	6,011,150	10%	2,504,250	350,690	2,854,940	2,854,940	3,156,210
Computer	1,307,990	-	-	1,307,990	10%	492,085	81,591	573,675	573,675	734,315
Air Condition	354,170	-	-	354,170	10%	187,708	16,646	204,354	204,354	149,816
Transport	23,253,762	-	-	23,253,762	10%	9,487,209	1,376,655	10,863,865	10,863,865	12,389,897
Water Plant	2,512,960	-	-	2,512,960	10%	1,563,727	94,923	1,658,650	1,658,650	854,310
ETP Plant	1,945,375	-	-	1,945,375	10%	1,189,335	75,604	1,264,939	1,264,939	680,436
Balance as on 30 June,2025	1,514,436,616	6,059,503	-	1,520,496,119		227,556,737	28,375,677	255,932,414	255,932,414	1,264,563,705
Balance as on 30 June,2024	1,514,436,616	-	-	1,514,436,616		199,013,270	-	227,556,737	227,556,737	1,286,879,880

Intangible Assets

Particulars	Balance as on 01.07.2024	Addition	Disposal	Total Cost as at 30.06.2025	Rate	Balance as on 01.07.2024	Adjusted	Charge during the period	Total Cost as at 30.06.2025	WDV as on 30.06.2024
Accounting Software	-	560,000	-	560,000	0	-	-	84,000	84,000	476,000

Allocation of Depreciation

Factory	24,734,878
Administration	3,640,799
	28,375,677



INDO-BANGLA PHARMACEUTICALS PLC.
729, College Road, Barisal Sadar, Barisal-8200.

PROXY FORM

I/We.....
of.....
being ashareholders of Indo-Bangla Pharmaceuticals PLC., and entitle to vote, hereby appoint

Mr./Mrs./Miss.....
.....

as my/our proxy to attend and vote for me/us and on my/our behalf at the 11th Annual General Meeting of the Company to be held on 30th December, 2025 at 11:00 a.m. under Hybrid System i.e. online video conferencing (<https://ibp2025.hybridagmbd.net>) as well as physical presence of honorable Shareholders of the Company at Barishal Club Limited, Club Road, Barishal-8200 and/ or at any adjournment thereof.

As witness my hand this.....day of.....2025

Revenue
Stamp
Tk. 20.00

(Signature of the Shareholder)

(Signature of Proxy)

BO ID No.

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Notes:

1. A Member entitled to attend and vote at the Annual General Meeting may appoint a proxy to attend and vote on his/her behalf. The Proxy Form duly completed must be sent through email to Registered Office at info@indo-banglapharma.com not letter 48 hours before the time fixed for the meeting.
2. Signature of the shareholder(s) should be in accordance with the specimen signature recorded with the company/.



INDO-BANGLA PHARMACEUTICALS PLC.
729, College Road, Barisal Sadar, Barisal-8200.

ATTENDANCE SLIP FOR HYBRID REGISTRATION

I do hereby record my/our attendance at the 11th Annual General Meeting of the Company to be held on 30th December, 2025 at 11:00 a.m. under Hybrid System i.e. online video conferencing (<https://ibp2025.hybridagmbd.net>) as well as physical presence of honorable Shareholders of the Company at Barishal Club Limited, Club Road, Barishal-8200

Name of the Member/Shareholder/ Proxy.....

BO ID:

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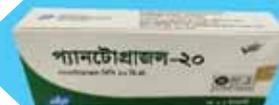
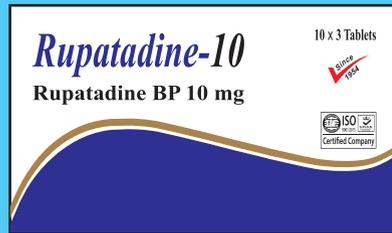
Signature.....

Date.....

N.B.: Shareholders attending the Meeting in person or by Proxy under hybrid AGM are requested to complete the Attendance Slip and deposit the same at the Registered Office of the company before the meeting.



Corporate Office: Plot# 183 (7th Floor) Block#B
 Ahmed Akbar Sobhan Road, Basundhara R/A, Baridhara
 Dhaka-1229. Phone- 09678777995.
 E-mail : info@indo-banglapharma.com
 Web : www.indo-banglapharma.com
Factory : College Road, Barisal, Phone: 0431-61028, 0431-2174977.



Production
 Galaxy Corporation
 Phone: 438802-41071114