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ANNUAL REPORT 2024-25

CENTRAL
Pharmaceuticals Ltd.
ISO 9001-2008


CERTIFICATE
ESQR
CENTRAL PHARMACEUTICALS
In recognition of its outstanding commitment, support and efforts to endorse and improve achievements in Quality management is hereby declared the winner of the
ESQR's Quality Achievements Award 2015
in the
GOLD CATEGORY
With all honors, rights and privileges thereto pertaining. In testimony whereof, the corresponding signature and seal have been affixed this day, June 14, 2015, in London, the UK.
Executive Director
ESQR's Quality Achievements Award 2015
Central Pharmaceuticals
London, the UK

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LETTER OF TRANSMITTAL

All Valued Shareholders
Bangladesh Securities & Exchange Commission (BSEC)
Registrar of Joint Stock Companies & Firms of Bangladesh
Dhaka Stock Exchange Limited
Chittagong Stock Exchange Limited.

Sub: Annual Report for the year ended 30 June, 2025.

Dear Sir (s),

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

With best regards,

Yours faithfully,

(Md. Tajul Islam)
Company Secretary

Message from Chairman

Bismillahir Rahmanir Raheem
Respected Shareholders, Colleagues, Distinguished guests, Ladies and Gentlemen,
Assalamu Alaikum Wa Rahmatullah.

It gives me great pleasure to welcome you all the Shareholders to the 45th Annual General Meeting of the Company and share with you the Annual Report containing audited Financial Statements & Report for the year ended 30 June, 2025 and the Company's performance during the year.

During the year under review, this is evident from the performance of the Company under an efficient management with full support & contribution of you and the Board of Directors that the Company is achieving a high degree of prosperity. I also would like to take this opportunity to thanks Bangladesh Securities & Exchange Commission (BSEC), Dhaka Stock Exchange PLC, Chittagong Stock Exchange PLC, Registrar of Joint Stock Companies & Firms, Central Depository Bangladesh Limited, Banks, Insurers. Financial Institutions & the Society at large who considered the Company as their own.

Net turnover of the company is Tk. 3.30 crores which is 11.49% increase from the previous year. This increase has been made utilization of maximum capacity, manufacturing of sophisticated new products havings high profile margin and good management policies for reducing the overall manufacturing over head Cost. During the year the earning per share (EPS) is Tk.(0.18). In consideration of that, The Board Directors recommended No dividend during the year ended 30 June, 2025.

However, I would like to assure you that, our hard effort to increase the shareholders equity will continue as before. Our efficient management & skilled labor stands the main driving force of the Company. We strongly believe that the financial growth and market stability of the Company will gradually rise in future by utilizing our optimum capacity through better marketing policy.

Thanking you all with wishes of a peaceful prosperity and good health. May the Almighty bless us in all our endeavors.

(Morsheda Ahmed)
Chairman

Our Principal Products and Services

Central Pharmaceuticals Ltd. (CPL) is producing and marketing finished formulation products for general Peoples, Hospitals, Clinic. Govt. Organizations, NGO'S, and Corporations consisting of 72 medicines approved by the Drug Administration of Bangladesh that prevent, treat and cure diseases across a significant range of therapeutic areas as approved by drug Administration of Bangladesh that prevent, treat and cure diseases across a significant rang of the therapeutic areas as approved by drug Administration. Central Pharma's portfolio encompasses various therapeutic Categories including Gastrointestinal, Anti-infective Vitamins & Minerals, Allergy Cough and Cold. Analgesic and Musculoskeletal, Dermatological, Anti Diabetic Oral Rehydration Salt etc.

Gastrointestinal



The company has one of the strongest product lines for treating gastrointestinal disorders.

In treatment of ulcer. GERD and other hyper acidity disorders. In the segment of Proton Pump Inhibitors (PPI's), OC-20 (Omeprazole), PC-20 (Pantoprazole) is doing well.

Anti-infective



Central Pharma is doing well in this category offering broader portfolio of antibiotics from fluoroquinolone and macrolide groups and key brands in these categories are Central Pharma's top most brand Notable among them are AZITOR (Azithromycin), ARIGRAM (Erythromycin), NEOFLOX (Ciprofloxacin).

Vitamins & Minerals



CYTAPLEX, CENTRAL GOLD, C-BZ, OST. PEREX. VITA-C, FEROFOL-Z are the major brands. The company is enjoying a healthy growth in this segment. Central Pharma also offers CENET (Calcium Carbonate) and DOS (Calcium + Vitamin D3) which represent another key segment for the company.

Central Pharma offers Vitamins & Minerals which represent another key segment for the company.

Allergy Cough and Cold



Among the cough preparations M BOSS (Ambroxol) is other popular brand in this category.

Analyesic and Musculoskelnal



Central Pharma offers CENTAMOL (Paracetamol) and CENTAMOL PLUS (Paracetamol & Caffeine) which are the growing brands for Central Pharma.

Osteoarthritis, rheumatoid arthritis, muscle spasm, pain of musculoskeletal origin limit the activities of daily life of millions of patients. The wide range of products in the musculoskeletal category are ACELON (Aceclofenac), DICLON (Diclofenac), IBEN (ibuprofen), KPR (Ketorolac) which are consistently performing well.

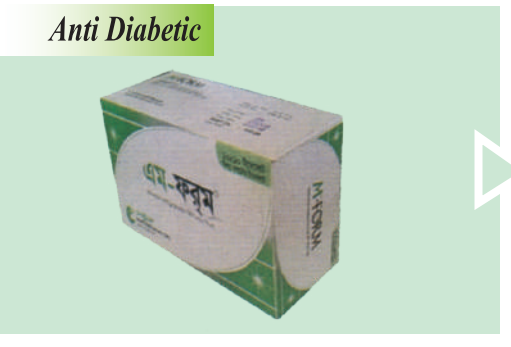
Dermatological



Central Pharma's range of products in the skin care category offers easy and convenient solution to a wide range of skin diseases like fungal and bacterial infections, eczema, atopic dermatitis, other inflammatory skin diseases requiring corticosteroid therapy, acne, psoriasis etc.

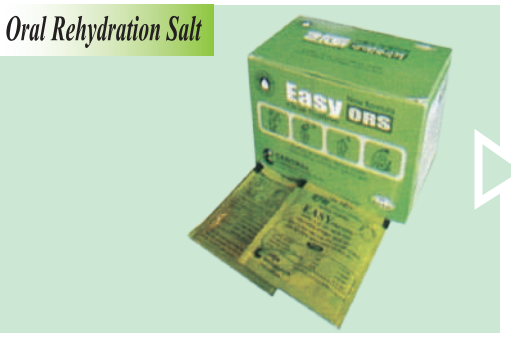
FLUJALE (Fluconazole) and BENZALIC (Benzoic Acid & Salicylic Acid) are Central Pharma's antifungal brand. (CEDOL. Metronidazole) is Central Pharma's antiprotozoal brand.

Anti Diabetic



Central Pharma offers GL-80 (Gliclazide), M-FORM (Metformin). PGT Pioglitazone) which are the anti-diabetic brands.

Oral Rehydration Salt



Central Pharma introduces oral saline EASY ORS and EASY ORS PLUS",

Non-steroidal Anti-inflammatory (NSAID)



Etoricoxib 90 mg and 120 mg:
Etoricoxib 90mg Tablet and Etoricoxib 120mg Tablet (Etoricoxib INN) are non-steroidal anti-inflammatory (NSAID) brands of Central Pharmaceuticals Ltd.

Anti-Histamine



Fexotrol 120mg and 180mg Tablet:
Fexotrol 120mg tablet and Fexotrol 180mg tablet (Fexofenadine Hydrochloride USP) are second generation anti-histamine brands of Central Pharmaceuticals Ltd.

Anti-Asthamatic



Montelukast 10mg Tablet:
Montelukast 10mg Tablet is a brand of Central Pharmaceuticals Ltd., which is a leukotriene recaptor antagonist, used for the maintenance treatment of asthma.

Anti-Histamine



Rupatadine 10mg Tablet:
Rupatadine 10mg tablet (Rupatadine INN) is a second-generation antihistamine brand of Central Pharmaceuticals Ltd.

NSAID Non-steroidal Anti-inflammatory

Tolfenamic Acid 200mg Tablet:
Tolfenamic Acid 200mg tablet (Tolfenamic Acid BP) is a non-steroidal anti-inflamatory (NSAID) brand of Central Pharmaceuticals Ltd

Notice of the 45th Annual General Meeting

Notice is hereby given that the 45th Annual General Meeting (AGM) of the Shareholders of Central Pharmaceuticals Ltd. (CPL) will be held on Tuesday, 30th December, 2025 at 11:30 A.M., at Hall patio, Gulshan club Limited. House # NWJ/2/A, Bir Uttom Sultan Mahmud Road,(old-50) Gulshan-02, Dhaka-1212, Bangladesh, to transact the following businesses: This meeting will be arranged by hybrid category.

AGENDA

1. To receive, consider and adopt the audited Financial Statements of the Company for the year ended 30 June, 2025 together with the Reports of the Directors' and the Auditors' thereon.
2. To declare Dividend for the year ended 30 June, 2025 as recommended by the Board of Directors,
3. To elect/re-elect Directors in terms of the relevant provisions of articles of Association of the company.
4. To consider appointment of Statutory Auditors for the year ending 30 June, 2026 and to fix their remuneration.
5. To appoint the compliance auditors in the year ending 30 June, 2026 and to fix their remuneration.
6. To transact any other business with the permission of the Chair.

By the Order of the Board,



(Md. Tajul Islam)
Company Secretary
Dated: 04 December, 2025

Notes:

i. Share holders whose names appeared at the record date i.e. 27th November, 2025 in the share register of the Company or in the Depository Register on that date will be eligible, to attend and vote at the Annual General Meeting.

ii. The Annual Report 2024-2025 of the company will be available at the company's website at www.centralpharmabd.com.

Special Notes:

As per BSEC Notification No. SEC/CMRRCD/2009-193/154 dated October 24, 2013 "No benefit in cash or kind, other than in the form of cash dividend, or stock dividend, shall be paid to the holders of the equity security".

Link: https://cpl.bdvirtualagm.com

Directors' Report to the Shareholders

Dear Shareholders,
Assalamu Alaikum,

We have the pleasure to welcome you all on behalf of the Board of Directors of Central Pharmaceuticals Ltd. (CPL.) to We have the pleasure to welcome you all on behalf of the Board of Directors of Central Pharmaceuticals Ltd. (CPL.) to the 45th Annual General Meeting of the Company. In line with the requirements of the compliance with section 184 of the Companies Act 1994, Stock Exchanges Regulations, 1987 and BSEC Notification dated 07 August, 2012, our Company has been presenting Directors' Report covering the financial results and other developments during the financial year ended 30 June, 2025.

Background:

Central Pharmaceuticals Ltd. was incorporated in 13 November, 1980 as a 'Private' Company limited by shares and registered with the Registrar of Joint Stock Companies & Firms of Bangladesh under the Companies Act, 1913 vide Registration No. C-8514(353). On 20 December, 2010 the Company registered itself as a Public Limited Company under the Companies, Act 1994. The Company receipt consent for raising capital through IPO from Bangladesh Securities & Exchange Commission on 18 April, 2013. On completion of IPO compliance, the Company is listed with both Dhaka Stock Exchange PLC (DSE) and Chittagong Stock Exchange PLC (CSE) at 22 July, 2013 and 15 July, 2013 respectively and trading of the share of the Company has been started from 14 August, 2010.

Financial Results:

The overall operating financial results of the company for the year 2024-2025 as compared to previous year are summarized as follows:

Particulars	2024-2025 Taka	2023-2024 Taka
Turn over	3,30,58,631	2,96,00,666
Cost of Goods Sold	(4,40,59,175)	(5,00,16,305)
Gross Profit/ (Loss)	(1,10,00,544)	(2,04,15,639)
Operating Expenses	(1,17,03,820)	(2,78,86,478)
Administrative Expenses	(1,13,36,781)	(2,48,65,420)
Selling & Distribution Expenses	(3,60,580)	(30,11,916)
Operating Income	(2,27,04,364)	(4,83,02,117)
Other Income	6,486	5879
Financial Expenses	(6,459)	(9142)
Net Profit/ (Loss) before WPPF	(2,26,97,878)	(4,82,96,238)
Contribution to WPPF	-	-
Net Profit/(Loss) before Tax	(2,26,97,878)	(4,82,96,238)
Income Tax Expenses	7,16,159	58,75,033
Current Tax	(1,98,352)	(1,77,604)
Deferred Tax	9,14,511	60,52,637
Net Profit/ (Loss) after Tax	(2,19,81,720)	4,24,21,205
EPS	**(0.18)**	**(0.35)**

Risk & Concerns:

Pharmaceuticals industry faces many of the challenges like lack of power, labor unrest, political unrest resulting hartal causing disruption of production and cost of fund. Moreover, risks and concern of the industry solely depends on the upcoming government policy as well. Details financial risks are also explained in the note no 47 of the financial statements.

Segment-wise or product wise performances:
Product wise sales performances are given below:

Particulars	30.06.2025		30.06.2024	
	Qty. (Box)	Amount (Tk.)	Qty. (Box)	Amount (Tk.)
Tablet	256650	1,80,75,053	230205	1,62,12,774.00
Capsule	273884	1,49,83,578	245664	1,33,87,892.00
Liquid	-	-	-	-
Ointment	-	-	-	-
Total		**3,30,58,631.00**		**2,96,00,666.00**

However, Product wise capacity utilization is given in note no 48(c) of the financial statements.

Industry outlook and possible future developments in the industry:
We are committed to provide sustainable solutions to the health care challenges. Our business is successfully operated and our services towards nation are smoothly run by the efficient field forces. We always stick to our belief and focused ideas and activities to make our dream true. At the same time, we are equally focused on low production cost and high-quality products. All of our initiatives are directed towards the value creation for our shareholders and customers.

We never compromised with the quality for last three decades. As a result, Central Pharmaceutical Ltd. Won many award from Domestic & Abroad. Central Pharmaceuticals Ltd. won the International Quality Summit Award in the Gold category in New York (USA) in the presence of Leaders and representatives from 49 countries in the International Quality Summit convention. The prestigious award is presented in recognition of Quality and Excellence in New York (Marriott Marquis Hotel) USA.

We have honored to inform all of our Shareholders, Suppliers, Doctors, Chemists, End users, Bankers and all of our Well-Wisher's that Central achieved another very prestigious International Award in Quality & management spheres "Best Enterprise". This is in recognition of our excellent business reputation, effective management & constant growth of the industry. The prestigious award presented at the Oxford Town Hall, Oxford, UK-during the Business Meeting with the representative of UK Business Elite (13-15 October 2014).

Besides this award, the Managing Director of Central Pharmaceuticals Ltd. has already achieved some other awards like "Atish Diponkar Gold Medal", "Sher-E-Bangla Gold Medal" from Sher-E-Bangla Research Institute. "Humanity award" from Asian Human Rights Institute and "Personality award" from Commitment Cultural Academy etc.

Cost of Goods Sold:
This year cost of goods sold was Tk. 44.06 million (133.27% of sales) as compared to last year's cost of goods sold of TK. 50.02 million (168.97% of sales).

Gross Profit:
Gross Profit earned during the year was Tk. (11.00) million as against last year's gross profit of Tk. (20.42) million.

Net Profit/(Loss):
The company earned net profit during the year amounting to Tk (21.98) million as compared to last year's net profit of Tk. (42.42) million.

Extra Ordinary Gain or Loss:
During the year, there is an interest gain (other income) of Tk. 6486 compared to last year other income Tk. 5879

Related Party Transaction:
The company has no related party transactions as per IAS-24. Details are given in the note 36 of the financial statements.

Utilization of Proceeds from IPO:
An Utilization of proceeds from public issues is subject to previous accounting year and it was compiled accordingly. No right share has issued or other financial instrument has existed in the accounting year.

Significant Variance between Quarterly and Annual Financial Statements:

No significant variations have occurred between quarterly and final financial results of the Company during the year under report.

Remuneration to Directors:

No remuneration paid to directors.

Directors' Declaration as to Financial Statements:

The Directors are responsible for the governance of the Company and as part of preparation and presentation of the financial statements. The Directors also report that:

a) The financial statements prepared by the management of the Company present a true and fair view of Company state of affairs, result of its operation, cash flows and changes in equity;

b) Proper books of accounts as required by law have been maintained;

c) Appropriate accounting policies have been followed in formulating the financial statements and accounting estimates are reasonable and prudent;

d) The financial statements were prepared in accordance with Bangladesh Accounting Standards (BASs) and Bangladesh, Financial Reporting Standards (BFRSs);

e) The CEO and CFO have certified to the Board that they have reviewed the financial statements and believe that these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;

f) The CEO and CFO have certified to the Board that they have reviewed the financial statements and believe that 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;

g) The CEO and CFO have further certified to the Board that there are to the best of their knowledge and belief no transactions entered into by the Company during the year which is fraudulent, illegal or in violation of the Company's codes of conduct.

Directors' Election & Re-appointment:

As per the Articles of Association of the Company Mr. Munsur Ahamed shall retire in the 45th Annual General Meeting by rotation and being eligible, offer themselves for re-election.

Disclosure of Information of the Directors who seek re-appointment in the ensuing AGM. Mr. Munsur Ahamed, Managing Director.

Mr. Munsur Ahamed, The Managing Director of the company, was born in 1967. He is a commerce Graduate (Hon's) and Masters in Management from Dhaka University. He also Completed MBA and M.Phil. from Dhaka University. The key visionary person of this company, has a very strong background in product marketing. Under the leadership CPL manufacture high quality medicine in Bangladesh. He has Sufficient knowledge to Develop a pharmaceuticals industry, vision and hard work will propel this organization a 21 century's standard true global company. He has 30 years long experience in the pharmaceuticals industries and he visited 20 countries of the world for business purposes (India, Thailand, Japan, China, United Kingdom, Germany and the USA (etc.) He is a member of Dhaka Chamber of Commerce & Industry. Bangladesh Association of Pharmaceuticals Industries, Dhaka University Club, Life member of Dhaka University MBA Association, Member of Management Net, Dhaka University Alumni Association, Permanent Member of Dhaka Boat Club Ltd.

Other regulatory disclosures:

The Company is aware of its various risks and concerns,' many regulatory fronts and is prepared to meet those by systematic control;
No transactions with related parties have been made during the year.
The Company IPO was made in the year 2012-2013;
From inception, the financial results of the Company have continued to grow as reflected in the yearly financial statements of the Company;
As per IAS-1 presentation of financial statements, Interest income from IPO proceeds has been presented as extraordinary gain in the financial statements;
No significant variations have occurred between quarterly and final financial results of the Company during the year 2024-2025;

During the year the Company has paid no amount as Board meeting attendance fees.
All significant deviations from the previous year in operating results of the company have been highlighted and reasons thereof have been explained.
The key operating and financial data for the last five years have been disclosed;
The Company has declared No dividend for the year 2024-2025
During the year ended 30 June, 2025 total of 8 (eight) Board meetings were held which met the regulatory requirements in the respect. The attendance records of the directors are shown in this report.
Shareholding patterns of the Company as on 30 June, 2025 are shown in the Directors report; The directors profiles have been included in the Annual Report as per BSEC guidelines.

Internal Control:

The System of internal control is sound in design and has been effectively implemented and monitored.

Going Concern:

The Directors are of the opinion that the Company is a going concern. Therefore, the Company adopted the going concern basis in preparing these financial statements.

Environmental Role:

The Company maintains a high standard of pollution free environment as per GMP Regulations standards/Government laws/WHO Standards.

Workers Profit Participation Fund:

5% of the Company's net profit will be contributed to WPPF as per provisions of Bangladesh Labour Act (Amendments), 2013. But this year company has no profit. So no WPPF is transferred.

CDBL Activities:

All activities are being carried out in electronic system through the CDBL mode by keeping accounts of securities, transferring the necessary instruments and all works of ownership transfer except physical document handover. Since inception, the shares of CPL are being exchanged in both the stock exchanges. The shareholders of the Company are enjoying all facilities as per the rules set by the Bangladesh Securities and Exchange Commission (BSEC).

Dividend:

The board of directors has recommended No dividend for the shareholders out of accumulated profit for the year ended 30 June, 2025 (subject to the approval in the forthcoming AGM) whose names will appear in the share register of the company and/or depository register of CDBL as on record date i.e 27 November, 2025.

Directors Meeting & Attendance:

During the year ended 30 June, 2025 the Board of Directors held 08 meetings : Directors who attended the Board meeting are shown below:

	Name of Directors	Attended
1	Mrs. Morsheda Ahmed	08
2	Mr. Munsur Ahamed	08
3	Mr. Md. Abdul Motaleb	07
4	Mr. Md. Nazrul Islam	06
5	Mr. Md. Shafique Islam	08

Appointment of Auditors:

As per requirements of law current statutory auditors of Central Pharmaceuticals Ltd. M/S Ashrafuddin & co. chartered accountants will retire at the 45th Annual General Meeting. And they have expreesd willingness to continue with us as External Auditor. M/S Ashraf Uddin & co. chartered accountants have expressed their willingness to be appointed for the year 2025-2026 as external auditor which is based on suggestion of the Audit Committee. The committee recommend for appointment of M/S Ashraf Uddin & CO. chartered accountants, 142/B, Green Road (4th & 5th Floor) Dhaka-1215, Bangladesh. As the statutory auditor of the company for the year 2025-2026 and continuation up to the next AGM at a fees of TK. 2,00,000 (Two Lac Only). Excluding vat.

And the Audit Committee also recommended for appointment of Corporate Governance Compliance Auditors M/S. HG & Associates, chartered secretaries, House 50 (3rd Floor) Road #9/A, Satmasjid Road, Dhanmondi, Dhaka-1207. For the year 2025-2026, And request to the share holders to approve the appointment.

Our Clarifications regarding Basis for Qualified opinion;

1.Books of plant and property. It is maintained, we did not provide the auditor the Original land deed which was being the custody of bank against loan (Janata Bank PLC, Local office, Dhaka.)

2.Inventories, stock and supplies proper documents are available, but a list of spare parts is maintained, spare parts register is not maintained in future we will maintain the same.

3.Advance deposits and pre-payments shown Tk. 28,70,58,459/- here AIT is Tk. 28,66,21,459 and others Tk. 4,37,000. AIT matter is under process with NBR.

4.Accounts receivable Tk. 6,89,04,410/-
We are trying to realize the amount, But many of them resigned from their job and we are unable to trace out them, But we are trying, And we filed cases in the respective court against those person.

5.Cash and cash equivalents Tk. 12,34,285/- It is true and fair, Last year the auditor did not consider the paid bill, which was cash in hand.

6.Long term Loan tk. 23,19,77,819/- and 3,64,96,932/-, The company has failed to pay the Loan installment in due time, Due to Lack of production and working capital. Marketing procedure is hampered seriously, and still now we are not stand easily, so that we failed to pay the loan installment in due time.

7. Deferred tax liabilities Tk. 3,03,05,419/- Deferred Tax calculation is provided, we will try in future to provide it.
We did not make any provision on account of impairment of assets on revaluation against Tk. 1,05,90,063/- due to Lack of net profit.

8. Sundry creditors Tk.1,92,49,508/- which is fully confirmed, but short of time we are failed to send confirmation letter towards them.

9.Un claimed dividend Tk. 8,59,383/- and IPO proceeds Tk.59,62,694/- is not transferred to CMSF due to availability of cash. Now the company is facing serious hardship.

10.National Board of Revenue (NBR) clamed taxes Tk. 98,82,45,451/- for various assessment years, it is fully ex-parte order, But very Recently NBR is reduced the Demant to Tk 386225101/- Dated 30-07-2025, Letter No: SA-441/kha-21/2024-25/533.

11.National Board of revenue (NBR) froze our Bank accounts, so we operate our Business by cash transactions majority and we opened a bank account with Islami bank Bangladesh limited to operate our business. We made Our maximum transactions in credit So, we are unable to deduct tax at source perfectly.

12.Company has negative retained earnings almost equal to paid-up capital, Management has failed to manage fresh fund. We have no sufficient working capital, we are unable to in crease turn over, cost of goods sold is higher be cause low turn over and machineries depreciation is added with COGS.
In fine lack of working capital and lack of cash flows we are unable to operate the company perfectly.

Al though we did not follow all the rules and regulations but we will try our best to follow all rules and regulations in future.

Audit Committee:
As per directives of BSEC Notification No. BSEC/CMRRCD/2006-158/207/Admin/80, Date: 3 June 2018 the Audit Committee formed by the Board of Directors Consisting of 03 (Three) members including Independent Director as Chairman of the committee with two other Directors having prominent reputation and versatile experience in the industry has been working regularly. The report of the audit committee was included in the annual report for 2024-2025.

The audit committee has met four times during this year and the committee members' attendance record is disclosed below:

	Name	Status	Attended
1	Mr. Md Abdul Motaleb	Chairman	04
2	Md. Nazrul Islam.	Member	04
3	Md. Shafiqul Islam.	Member	04

Pattern of Shareholding as on 30 June, 2025:

SL. No	Name of the Shareholders	Status	Shares held	%
i.	Patern/Subsidiary/associated Companies and other related parties		Nil	Nil
ii.	Directors			
	Mrs. Morsheda Ahmed	Chairman	2397841	2.00
	Mr. Munsur Ahamed	Managing Director	6791793	5.67
	Mr. Md. Nazrul Islam	Independent Director	Nil	Nil
	Mr. Md. Shafiqul Islam	Independent Director	Nil	Nil
	Md. Abdul Motaleb	Independent Director	Nil	Nil
iii.	Chief Executive Officer, Chief Financial Officer, Company Secretary, Chief Internal Auditor and their Spouses and Minor Childrens			
	Mr. Munsur Ahamed	Managing Director	**6791793**	**5.67**
	Mrs. Morsheda Ahmed	Director Admin.	**2397841**	**2.00**
	Md. Mizanur Rahman	Chief Financial Officer	Nil	Nil
	Md. Tajul Islam	Company Secretary	Nil	Nil
	Nayem Dhali	Chief Internal Auditor	Nil	Nil
iv.	Executives			
v.	Shareholders holding 10% or more voting interest in the Company			
	Mr. Munsur Ahamed	Managing Director	**9189634**	**7.67**

Nomination and remuneration committee (NRC)

Sl No.	Name	Designation	Status in the Committee
01.	Mr. Md. Abdul Motaleb	Independ Director	Chairman
02.	Md. Nazrul Islam	Independ Director	Member
03.	Md. Shafiqul Islam	Independ Director	Member

Employees Provident Fund Committee

Sl No.	Name	Designation	Status in the Committee
01.	Morsheda Ahmed	Chairman	Chairman
02.	Munsur Ahamed	Managing Director	Member
03	Md. Tajul Islam	CS	Member
04	Md. Mizanur Rahman	CFO	Member
05	Md. Imanur Rahman	Manager (BD)	Member by Proposal
06	Kh. Abdullah	Manager (Estate)	Member by Proposal

Workers Profit Participation fund Committee

SL. No.	Name	Designation	Status in the Committee
01.	Munsur Ahamed	Managing Director	Chairman
02.	Md. Tajul Islam	CS	Member
03	Md. Mizanur Rahman	CFO	Member
04	Nayem Dhali	CIA	Member
05	Md. Imanur Rahman	Manager (BD)	Member

Profit Appropriation:

Due to fall of sales, high price of Raw materials manufacturing cost highly, highly maintenance cost, and various negative impact, we are unable to get profit. The EPS of 2024-2025 is (0.18). And make the retained earnings negative during the year ended 30 June, 2025. For the above reasons, the board of Directors Declared No Dividend for the year ended 30 June 2025.

Key Operating and Financial Data:

The summarized key operating financial data of five years annexed with the report.

Corporate Governance:

Corporate governance is the practice of good citizenship, through which the company is governed by the board, while keeping in view its accountability to shareholders. A statement in pursuance to clause 1.5, report of compliance, audit committee report as per clause 3.5, certificate from professional accountants as per clause 7 (i) and a status of compliance as per clause 7 (ii) of the BSEC Notification No. SEC/CMRRCD/2006-158/134/Admin/44 dated 07 August, 2012 are disclosed.

Acknowledgement:

The Board of Directors would like to extend its gratitude and appreciation to all shareholders and other stakeholders of the Company for their wholehearted support and guidance to the Company that led to many achievements. The Board also recognizes the contributions received from banks & financial institutions, insurance companies, National Board of Revenue (NBR), Bangladesh Securities and Exchange Commission (BSEC), Dhaka Stock Exchange PLC (DSE), Chittagong Stock Exchange PLC (CSE), Central Depository Bangladesh Limited (CDBL), Drug Administration, various Government authorities, suppliers, vendors, healthcare professionals, customers, end users, press and media, business partners, all of our employees and lastly the individuals and agencies who have helped us accomplished what we are today.

Thank you all and with best regard for and on behalf of the Board.



(Morsheda Ahmed)
Chairman

Five Years Operational Results

(Figures in thousand Tk.)

Particulars	2024-2025	2023-2024	2022-2023	2021-2022	2020-2021
Opening Data:					
Turnover	33058	29600	29329	25998	148151
Gross Profit	(11000)	(20416)	(28908)	(37468)	29249
Operating Profit	(11703)	(48302)	(47860)	(53351))	6684
Net Profit before Tax	(22698)	(48296)	(47866)	(70816)	(14763)
Net Profit after Tax	(21982)	(42421)	(43957)	(68248)	(8601)
Statement of Financial Position Date:					
Authorized Capital	3,000,000	3000000	3000000	3,000,000	3,000,000
Paid-up Capital	1198008	1198008	1198008	1198008	1198008
Revaluation Reserve	732690	732690	514848	514848	514848
Reserve & Surplus	(1107383	(1085401)	(1042980)	(998890)	(930642)
Shareholders' Equity	823316	845298	669877	713965	782082
Fixed Assets	1049669	1060693	877484	904231	933990
Other Non-Current Assets	83	92	103	114	127
Total Non-Current Assets	1049752	1060785	877586	904345	934117
Current Assets	379202	379868	390245	407156	430585
Total Assets	1428954	1440653	1267831	1311502	1364702
Long Term Liabilities	261369	262283	268336	272420	267226
Current Liabilities	344280	333072	329619	325247	315393
Total Equity & Liabilities	1428954	1440653	1267831	1311502	1364702
Financial Ratios:					
Gross Profit Ratio (%)	(33.27%)	(68.97%)	(98.56%)	(144.12%)	19.74%
Operating Profit Ratio (%)	(35.40%)	(163.18%)	(163.18%)	(205.21%)	4.51%
Net Profit Ratio (%)	(66.50%)	(143.31%)	(149.88%)	(262.51%)	(5.81%)
Debit equity Ratio	0.74	0.70	0.89	0.84	0.74
Return on Equity (%)	(2.67)	(5.02)	(6.56%)	(9.56%)	(1.10%)
Current Ratio	1.10	1.14	1.18	1.25	1.37
Other Data:					
Net Asset Value (NAV) Per Share	6.87	7.06	5.59	5.96	6.53
Earnings per Share (EPS)	(0.18)	(0.35)	(0.37)	(0.57)	(0.07)
Net operating cash flows per share (NOCFPS)	(0.00)	(0.02)	(0.00)	(0.01)	0.01
Dividend per Share	NO	NO	NO	No	No
Number of Shareholders	14219	13538	13538	13508	10801
Face Value per Share	10	10	10	10	10
Number of employees	76	74	74	75	119

Corporate Review
Management Apparatus

(a) Board of Directors:

Mrs. Morsheda Ahmed	:	Chairman
Mr. Munsur Ahamed	:	Managing Director
Md. Abdul Motaleb	:	Independent Director
Mr. Md. Nazrul Islam	:	Independent Director
Md. Shafiqul Islam	:	Independent Director

(b) Audit Committee:

Mr. Md.Abdul Motaleb	:	Chairman
Md. Nazrul Islam	:	Member
Md. Shafiqul Islam	:	Member

(c) Senior Corporate Officials

Md. Tajul Isalm	:	Company Secretary
Md. Mizanur Rahman	:	Chief Financial Officer
Nayem Dhali	:	Chief of Internal Audit

(d) Statutory Auditors:
Ashrafuddin & Co.
Chartered Accountants

(e) Corporate Governance Compliance Auditors
Podder & Associates.
Cost & Management Accountants

(f) Bankers:
Janata Bank Ltd.
Social Islami Bank Ltd.
Islami Bank Bangldesh Ltd.

(g) Insurers:
Northern General Insurance Co. Ltd.

(h) Listing:
Dhaka Stock Exchange PLC.
Chittagong Stock Exchange PLC.

(i) Registered & Share Office:
2-A/1, South-West Darus Salam Road, Mirpur-01, Dhaka-1216.

(j) Factory:
2-A/1, South-West Darus Salam Road, Mirpur-01, Dhaka-1216.

Corporate History

Date of Incorporation	:	18 November, 1980
Date of Commencement of Production	:	01 December: 1980
Date of Conversion to Public Ltd. Company	:	20 December 2010
Year of Initial Public Offering (IPO)	:	2013
Listing date with DSE	:	22 July 2013
Listing date with CSE	:	15 July 2013
Trading date with Stock Exchanges	:	14 August, 2013 (DSE & CSE)
Authorized Capital	:	Tk 3,000 Million.
Paid-up Capital	:	Tk, 1198.00 Million
Numbers of Employees (30 June, 2025)	:	76

RESPONSIBILITY STATEMENT OF Managing Director (MD) & CHIEF FINANCIAL OFFICER (CFO)

(Including duties as per condition no.6 of Corporate Governance Guidelines)

The financial statements are prepared in accordance with Bangladesh Accounting Standard and in compliance with the Companies Act 1994, the Securities and Exchange Commission Rules, 1987 and the Listing Regulations of Dhaka and the Chittagong Stock Exchange.

The management of an enterprise has primarily responsible for the preparation and presentation of the Financial Statements. To ensure that we have introduced proper internal control system. We have designed such control or caused such control to be designed under our supervision, to ensure that material information relating to the company is made known to us and for safeguarding the Company's assets and preventing and detecting fraud and error.

We have evaluated the effectiveness of the Company's internal control system and are satisfied that the internal control system were effective as of the end of the period under review. Moreover significant estimates and accounting policies that involve a high degree of complexity and judgment were discussed with our external auditors and the Audit Committee of the Board.

We certify to the Board that:

1) We have reviewed the Financial Statements for the year under review and that to the best of our knowledge and belief:
   (a) These statements do not contain any material untrue statement or omit any material fact or contain statements that might be misleading:
   (b) 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.

2) There are, to the best of our knowledge and belief, no transactions entered into by the company during the year which are fraudulent, illegal or violation of the company's code of conduct.

(Munsur Ahamed)
Managing Director

(Md. Mizanur Rahman)
Chief Financial Officer

AUDIT COMMITTEE REPORT
FOR THE YEAR ENDED 30 JUNE, 2025

The Audit Committee of Central Pharmaceuticals Ltd. (CPL)	Comprises of the following persons
Md. Abdul Motaleb, Independent Director	Chairman
Md. Nazrul Islam, Independent Director	Member
Md. Shafiqul Islam, Independent Director	Member

The Audit Committee met four times during the year. All the member were present in all the meetings of the committee. Besides, Company Secretary who supported the committee as well permanent invitees to the meetings were the CFO and Head of Internal Audit. Relevant heads of other functions and representative(s) of External Audit were also invited as required.

The scope of Audit Committee
As provided in clause 5.5 of the Securities and Exchange Commission Notification dated June 03, 2018.

Activities during the year ended 30 June, 2025:

a) Overseeing the financial reporting process;
b) Monitored Internal Control Risk Management Process. A separate Internal Control Team is in place to insure effective performance of internal Control activities:
c) Committee recommended M/S ASHRAFUDDIN & CO. chartered accountants for appointment of the external auditors of the Company for the year ended 30 June, 2026
d) Reviewed the financial statements of the Company for the year ended 30 June, 2025 and being satisfied the critical accounting policies, significant judgments and practices used by this Company are complaint with the required laws and regulations, also confirmed by the external auditor in their independent report, recommended to the Board for adoption;
e) Reviewed and recommended to the Board of Directors to approve the annual, half yearly and quarterly financial statements;
f) Reviewed the related party transactions entered into by the Company for the year ended 30 June, 2025;
g) Reviewed the Management Letters issued to the Company from the external auditors for the year ended 30 June, 2025 together with management response to the findings;
h) Reviewed utilization of fund raised through IPO by the Company (if any).
i)Where appropriate, reported the findings on the following:
i) Conflict of interests;
ii) Suspected or presumed fraud or irregularity or material defect in the internal control system;
iii) Suspected infringement of laws, including securities related laws, rules and regulations; and
iv) Any other matters which should be disclosed to the Board of Directors immediately,
j) Approved audit plan and resource allocation for the Internal Audit Services.
k) Reviewed and adequacy of Internal Audit activities carried out during the year.
l) Reviewed the Internal Audit Reports and monitored implementation of Audit Action Plans to improve Internal Control Systems.



(Md. Abdul Motaleb)
Chairman, Audit Committee

Report on the Nomination & Remuneration Committee (NRC)

The Nomination & Remuneration Committee of Central Pharmaceuticals Limited is appointed by the Board of Directors, as required by Corporate Governance Code of Bangladesh Securities and Exchange Commission (BSEC) notification. The NRC consists of four members, of whom one is independent director who is the chairman of the committee and other three are non-executive directors. Company Secretary is the secretary of the committee.
Pursuant to code 6.5(c) of the codes of corporate governance, the Nomination & Remuneration Policy of the Company is presented hereunder at a glance:

Nomination & Remuneration Committee (NRC)

The Nomination & Remuneration Committee (NRC) was set up with clear terms of reference. The NRC shall assist the Board in formulation of the nomination criteria or policy for determining qualifications, positive attributes, experiences and independence of directors and top-level executive as well as a policy for formal process of considering remuneration of directors, top level executive. The Nomination and Remuneration Committee (NRC) shall conduct at least one meeting a year, consider its own act and terms of reference to ensure that it is functioning at maximum usefulness and recommend any updates necessary to the Board for consent.

During the year, NRC recommended all Directors including Independent Director and Managing director to the Board as required to identify individuals who are qualified to become Directors in accordance with the nomination criteria laid down, and recommend their appointment/ re-appointment and removal to the Board.

The Composition of the NRC

The Board of Directors has appointed the Nomination & Remuneration Committee comprising four members including of whom one is independent director who is the chairman of the committee and other three are senior executive officers. Company Secretary is the secretary of the committee. The following members of the Committee are:

Sl No.	Name	Designation	Status in the Committee
01	Md. Abdul Motaleb	Independent Director	Chairman
02	Md. Nazrul Islam	Independent Director	Member
03	Md. Shafiqul Islam	Independ Director	Member
	Md. Tajul Islam	Company Secretary	Secretary

The Responsibilities of the Nomination Committee

The Committee shall be independent and responsible or accountable to the Board and to the Shareholders. The responsibilities of the Committee are as follows:

- Review and recommend the size and composition of the Board, including review of Board succession plans and the succession of the Chairman.
- Review and recommend a policy to the Board relating to the nomination criteria for determining qualifications, positive attributes, experiences and Independence of Directors and top level executives.

- Assist the Board as required to identify individuals who are qualified to become Directors and who may be appointed in top level executive position in accordance with the nomination criteria laid down, and recommend their appointment/re-appointment and removal to the Board.
- Review and recommend to the Board the policy on Board's diversity taking into consideration age, gender, experience, ethnicity, educational background and nationality.
- Review the Code of Conduct of Board on a periodic basis, and recommend any amendments for Board consideration.
- Ensure that an effective induction process is in place for any newly appointed Director and regularly review its effectiveness.
- Identifying the Company's needs for employees at different levels and determine their selection, transfer or replacement and promotion criteria.
- Developing, recommending and reviewing annually the Company's human resources and training policies.
- Review and recommend a policy to Board relating to the remuneration of the Directors and top level executive, considering the following:
- The level and composition of remuneration is reasonable and sufficient to attract, retain and motivate suitable Directors to run the Company successfully,
- The relationship of remuneration to performance is clear and meets appropriate performance benchmarks, and
- Remuneration to Directors and top level executive 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.
- Assist the Board to formulate the criteria for evaluation of performance of the Board including Independent Director.
- Review and recommend to the Board the meeting attendance fees for the Non-Executive Directors of the Board.
- Recommend a report to the Board on activities of the Committee during the financial year.
- Such other key issues/matters as may be referred by the Board or as may be necessary in view of the provisions of the Country's Laws, Rules and Regulations.

On behalf of the Nomination & Remuneration Committee

(Md. Abdul Motaleb)
Chairman
Nomination & Remuneration Committee (NRC)
Dhaka, 17 November 2025

Code of Conduct
Of the Nomination & Remuneration Committee (NRC)
Central Pharmaceuticals Ltd.

The Nomination & Remuneration Committee of Central Pharmaceuticals Limited is appointed by the Board of Directors, as required by Corporate Governance Code of Bangladesh Securities and Exchange Commission (BSEC) notification. The NRC consists of three members, of whom one is independent director who is the chairman of the committee and other two are non-executive directors. Company Secretary is the secretary of the committee.
Pursuant to code 6.5(c) of the codes of corporate governance, the Nomination & Remuneration Policy of the Company is presented hereunder at a glance:

i) This is a subcommittee of the Board which encompasses by the following:

Sl No.	Name	Designation	Status in the Committee
01	Md. Abdul Motaleb	Independent Director	Chairman
02	Md. Nazrul Islam	Independent Director	Member
03	Md. Shafiqul Islam	Independent Director	Member
	Md. Tajul Islam	Company Secretary	Secretary

ii) NOMINATION AND REMUNERATION POLICY:
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 Central Pharmaceuticals Limited 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 Central Pharmaceuticals Limited

The Nomination and Remuneration Committee has been constituted by the Board of Directors of the Company as a subcommittee to assist the Board under the Condition No. 6 of the Corporate Governance Code 2018 of Bangladesh Securities and Exchange Commission.

NRC is independent and responsible or accountable to the Board of Directors and to the Shareholders of Company. The NRC consists of the following Non-Executive Director of the Board:

Sl No.	Name	Designation	Status in the Committee
01	Md. Abdul Motaleb	Independent Director	Chairman
02	Md. Nazrul Islam	Independent Director	Member
03	Md. Shafiqul Islam	Independent Director	Member
	Md. Tajul Islam	Company Secretary	Secretary

iii) Terms of Reference and objective of the NRC:

The Terms of Reference of the NRC have been defined and adopted by the Board of Directors of the Company. The objective of the NRC is to oversee, assist and guide the Board of Directors:

- To formulate the criteria for determining qualifications, positive attributes and independence of a Director and recommend to the Board a policy relating to the remuneration of Directors and Top Level Executives.
- To devise policy on Board's diversity taking into consideration of age, gender, experience, ethnicity, educational background and nationality.
- To the appointment, fixation of remuneration and removal of Directors and Top Level Executives.
- To formulate the criteria in respect to evaluate performance of the Independent Director and the Board.
- To identify the company's needs for employees at different levels and determine their selection, transfer or replacement and promotion criteria.
- To develop, recommend and review the company's human resources and training policies.
- To retain, motivate and promote talent and to ensure long term sustainability of talented Top Level Executive and create competitive advantage.
- To recommend Code of Conduct for the Chairman and other Members of the Board and Managing Director.
- To Implement and monitor policies and processes regarding principles of corporate governance.

iv) Nomination and Appointment of Directors and Top Level Executives:

The committee is responsible to ensure that the procedures for nomination and appointment of Directors and Top Level Executive are taken place in transparent, rigorous and non-discriminatory way. The committee also responsible to identify and ascertain the combination of age, gender, educational background, experience, knowledge, ethnicity, diversity, nationality and other relevant personal values & attributes for nomination and appointment of Director and Top Level Executives.

v) Remuneration for Directors and Top Level Executives:

The committee shall oversee, review and make report with recommendation to the Board the level and composition of remuneration is reasonable and sufficient to attract, motivate and retain suitable, dependable and skilled Director and Top Level Executive. They also consider and review the relationship of remuneration to performance is clear and meets appropriate performance benchmarks, remuneration to Director and Top Level Executive 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.

vi) 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 Central Pharmaceuticals Limited

vii) Amendments to the Policy:
The Board preserves the rights to amend and review time to time the provisions of the policy depending on the legal and other requirements or for a bonafide purpose.

viii) Evaluation of Performance:
Evaluation of performance of Directors be carried out through completion of a preset confidential questionnaire and/or collective feedback or any other effective criteria adopted by the Board yearly or at such intervals of its work, function and performance as may be considered necessary in order to ascertain the effectiveness and to measure the contribution of the Directors as well as the Top Level Executives of the Company.

ix) 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:

i. Reviewed and recommended the Code of Conduct for the Chairman, other Members of the Board and Managing Director.

ii. Reviewed the Company's existing policy relating to the remuneration of Directors and Top Level Executives.

iii. Discussed and decided in regard to formulate the criteria of evaluation of performance of the Board and Independent Directors.

iv. Reviewed the Company's existing Human Resource and Training policies.



(Md. Abdul Motaleb)
Chairman
Nomination & Remuneration Committee (NRC)
Dhaka, 17 November 2025

PODDER & ASSOCIATES
Cost and Management Accountants
6/A/1 (Ground Floor), Segun Bagicha, Dhaka-1000.
Phone : 02-57160360, 02-57160425, E-mail:info@thepodders.com; podderassociates@yahoo.com
Web: www.thepodders.com

Annexure-B
[Certificate as per condition No. 1(5)(xxvii)]

Report to the Shareholders of Central Pharmaceuticals Limited on compliance on the Corporate Governance Code.

We have examined the compliance status to the Corporate Governance Code by **Central Pharmaceuticals Limited** for the year ended on June 30, 2025. This Code relates to the Notification No. BSEC/CMRRCD/2006-158/207/Admin/80, Dated: 3 June 2018 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 scrutiny and verification and an independent audit on compliance of the conditions of the Corporate Governance Code as well as the provisions of relevant Bangladesh Secretarial Standards (BSS) as adopted by Institute of Chartered Secretaries of Bangladesh (ICSB) in so far as those standards are not inconsistent with any condition of this Corporate Governance Code.

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

(a) The Company has complied with the conditions of the Corporate Governance Code as stipulated in the above mentioned Corporate Governance Code issued by the Commission;

(b) The Company has complied with the provisions of the relevant Bangladesh Secretarial Standards (BSS) as adopted by the Institute of Chartered Secretaries of Bangladesh (ICSB) as required by this Code;

(c) Proper books and records have been kept by the company as required under the Companies Act, 1994, the securities laws and other relevant laws ; and

(d) The Governance of the company is satisfactory.

For Podder & Associates

Jayanta Kumer Podder
Cost & Management Accountants

Place: Dhaka
Dated: November 16, 2025

Corporate Governance | Income Tax Consultancy | Financing Consultancy | Feasibility & Project Profile | Legal Regulatory Service | Cost Audit
I P O Consultancy | VAT Consultancy | Accountancy Service | Foreign Investment Functions | Business Advisory & Outsourcing | Management & Performance Audit
Secretarial Service | Custom & Excises | Business Automation, MIS & AIS | Liasion Office Support Service | Brand Survey & Product Promotion | HR Consultancy & HR Outsourcing

ANNEXURE-C
As Per condition no.1(5)(xxvii)

Central Pharmaceuticals Limited

Status of Compliance with the Corporate Governance Code (CGC)
For the year ended 30th June 2025

Status of compliance with the conditions imposed by the Commission's Notification No.BSEC/CMRRCD/2006-158/207/Admin/80, dated 03 June 2018 issued under section 2CC of the Securities and Exchange Ordinance, 1969:

(Report under Condition No. 9.00)

Condition No.	Title	Compliance Status (Put √ in the appropriate column)		Remarks (if any)
		Complied	Not Complied	
1	**Board of Directors.-**			
1(1)	**Size of the Board of Directors**			
	The total number of members of a company's Board of Directors (hereinafter referred to as "Board") shall not to be less than 5 (five) and more than 20 (twenty).	√		The Boards of Directors are comprised of five 05 (five) Directors
1(2)	**Independent Directors**			
1(2)(a)	At least 2 (two) directors or One-fifth (1/5) of the total number of directors in the company's board, whichever is higher, shall be independent directors; any fraction shall be considered to the next integer or whole number for calculating number of independent director(s):	√		There are 03(Three) Independent Directors
1(2)(a)(i)	``Provided that the Board shall appoint at least 1(one) female independent director in the Board of Directors of the company;	-	-	The company has not yet appointed any female Independent Director.The Company is searching to appoint a female Independent Director within due time.
1(2)(b)	**Without contravention of any provision of an 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;	√		
1(2)(b)(ii)	Who is not a sponsor of the company and 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:	√		
1(2)(b)(iii)	Who has not been an executive of the company in immediately preceding 2 (two) financial years;	√		-
1(2)(b)(iv)	Who does not have any other relationship, whether pecuniary or otherwise, with the company or its subsidiary or associated companies;	√		-
1(2)(b)(v)	Who is not a member or TREC (Trading Right Entitlement Certificate) holder, director or officer of any stock exchange;	√		-
1(2)(b)(vi)	Who is not a shareholder, director excepting independent direct or officer of any member or TREC holder of stock exchange or an intermediary of the capital market;	√		-
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;	√		-
1(2)(b)(viii)	Who is not an independent director in more than 5 (five) listed companies;	√		-
1(2)(b)(ix)	Who has not been reported as a defaulter in the latest Credit Information Bureau (CIB) report of Bangladesh bank for non-payment of any loan or advance or obligation to abank or a financial institution;and"	√		-
1(2)(b)(x)	Who has not been convicted for a criminal offence involving moral turpitude;	√		-
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)(c)(1)	"Provided that the Board shall appoint the independent director, subject to prior consent of the Commission, after due consideration of recommendation of the Nomination and Remuneration Committee(NRC) of the company;"	√	-	
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:	√		-
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, regulatory and corporate laws and can make meaningful contribution to business.	√		-

PODDER & ASSOCIATES

Condition No.	Title	Compliance Status (Put √ in the appropriate column)		Remarks (if any)
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;	-		-
1(3)(b)(iii)	Former or existing official of government or statutory or autonomous or regulatory body in the position not below 5th Grade of the national pay scale, who has at least educational background of bachelor degree in economics or commerce or business or law: Provided that in case of appointment of existing official as independent director, it requires clearance from the organization where he or she is in service;or"	-	-	N/A
1(3)(b)(iv)	University Teacher who has educational background in Economics or Commerce or Business Studies or Law;	-		
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(s) shall have at least 10(ten) years of experiences in any field mentioned in clause (b);	√		-
1(3)(d)	In special cases, the above qualifications or experiences may be relaxed subject to prior approval of the Commission.	-	-	N/A
1(4)	**Duality of Chairperson of the Board of Directors and Managing Director or Chief Executive Officer.-**			
1(4)(a)	The positions of the Chairperson of the Board and the Managing Director (MD) and/or Chief Executive Officer (CEO) of the company shall be filled by 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;	√		-
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.	-	-	No such event arose
1(5)	**The Directors' Report to the Shareholders**			
1(5)(i)	An industry outlook and possible future developments in the industry;	√		-
1(5)(ii)	The Segment-wise or product-wise performance;	√		-
1(5)(iii)	Risks and concerns including internal and external risk factors, threat to sustainability and negative impact on environment, if any;	√		-
1(5)(iv)	A discussion on Cost of Goods sold, Gross Profit Margin and Net Profit Margin, where applicable;	√		-
1(5)(v)	A discussion on continuity of any extraordinary activities and their implications (gain or loss);	-	-	No such event arose
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;	√		-
1(5)(vii)	A statement of utilization of proceeds raised through public issues, rights issues and/or through any others instruments;	-	-	No such case during the year
1(5)(viii)	An explanation if the financial results deteriorate after the company goes for Initial Public Offering (IPO), Repeat Public Offering (RPO), Rights Share Offer, Direct Listing etc.;	-	-	No such case during the year
1(5)(ix)	An explanation on any significant variance that occurs between Quarterly Financial Performance and Annual Financial Statements;	√		-
1(5)(x)	A statement of remuneration paid to the directors including independent directors;	√		-
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;	√		-
1(5)(xii)	A statement that proper books of account of the issuer company have been maintained;	√		-
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;	√		-



Condition No.	Title	Compliance Status (Put √ in the appropriate column)		Remarks (if any)
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;	√		-
1(5)(xv)	A statement that the system of internal control is sound in design and has been effectively implemented and monitored;	√		-
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;	√		-
1(5)(xvii)	A statement that there is no Significant doubt upon the issuer company's ability to continue as going concern, if the issuer 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;	√		
1(5)(xix)	A statement where key operating and financial data of at least preceding 5 (five) years shall be summarized;	√		-
1(5)(xx)	An explanation on the reasons if the issuer company has not declared dividend (cash or stock) for the year;	√	-	Due to loss company has not declared any 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 meetings held during the year and attendance by each director;	√		-
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);	√		-
1(5)(xxiii)(b)	Directors, Chief Executive Officer, Company Secretary, Chief Financial Officer, Head of Internal Audit and Compliance their spouses and minor children (name- wise details);	√		-
1(5)(xxiii)(c)	Executives;	√		-
1(5)(xxiii)(d)	Shareholders holding ten percent (10%) or more voting interest in the company (name-wise details).	√		
1(5)(xxiv)	In case of the appointment or reappointment of a director, a disclosure on the following information to the shareholders:-			
1(5)(xxiv)(a)	a brief resume of the director	√		-
1(5)(xxiv) (b)	nature of his/her expertise in specific functional areas;	√		-
1(5)(xxiv) (c)	Names of companies in which the person also holds the directorship and the membership of committees of the board.	√		-
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 financial statements, among others, focusing on:			
1(5)(xxv)(a)	Accounting policies and estimation for preparation of financial statements;	√		-
1(5)(xxv)(b)	Changes in accounting policies and estimation, if any, clearly describing the effect on financial performance or results and financial position as well as cash flows in absolute figure for such changes;	-	-	No such changes during the year
1(5)(xxv)(c)	Comparative analysis (including effects of inflation) of financial performance or results and financial position as well as cash flows for current financial year with immediate preceding five years explaining reasons thereof;	√		-
1(5)(xxv)(d)	compare such financial performance or results and financial position as well as cash flows with the peer industry scenario;	√		-
1(5)(xxv)(e)	briefly explain the financial and economic scenario of the country and the globe;	√		-
1(5)(xxv)(f)	risks and concerns issues related to the financial statements, explaining such risk and concerns mitigation plan of the company; and	√		-
1(5)(xxv)(g)	future plan or projection or forecast for company's operation, performance and financial position, with justification thereof, i.e., actual position shall be explained to the shareholders in the next AGM;	√		-
1(5)(xxvi)	Declaration or certification by the CEO and the CFO to the Board as required under condition No. 3(3) shall be disclosed as per **Annexure-A**.	√		-
1(5)(xxvii)	The report as well as certificate regarding compliance of conditions of this code as required under condition No. 9 shall be disclosed as per **Annexure-B** and **Annexure-C;**	√		-
1(5)(xxviii)	The Directors' report to the Shareholders does not require to include the business strategy or technical specification related to products or services, which have business confidentiality."	√		-



Condition No.	Title	Compliance Status (Put √ in the appropriate column)		Remarks (if any)
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), 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	√	-	
2	**Governance of Board of Directors of Subsidiary Company:-**	**CPL doesn't have any 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;			N/A
2(b)	At least 1 (one) independent director of 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)(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 positions of the Managing Director (MD) or Chief Executive Officer (CEO), Company Secretary (CS), Chief Financial Officer (CFO) and a 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;	√		-
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 Director's Meetings**			
	The MD or CEO, CS, CFO and HIAC of the company shall attend the meetings of the Board:	√		-
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 violation of the code of conduct for the company's Board or its member;	√		-
3(3)(c)	The certification of the MD or CEO and CFO shall be disclosed in the Annual Report.	√		-
3(3)(c)(i)	'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 reduction of cost or for technical expertise, with prior approval of the commission: Provided further that the remunartion and perquisites of the said CFO or CS shall be shares by appointing companies proportionately;"	√		CFO & CS are different pereson
4.	**Board of Director's Committee.- For ensuring good governance in the company, the Board shall have at least following sub-committees:**			
4(i)	Audit Committee;	√		-
4(ii)	Nomination and Remuneration Committee	√	-	

RODDER & ASSOCIATES

Condition No.	Title	Compliance Status (Put √ in the appropriate column)		Remarks (if any)
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 of Directors 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)(a)	The Audit Committee shall be composed of at least 3 (three) members;	√		Audit Committee (AC) is comprised of 3 (Three) members with 03 (Three) Independent Directors
5(2)(b)	The Board shall appoint members of the audit committee who shall be non-executive directors of the company excepting Chairperson 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 I (one) member shall have accounting or related financial management background and 10(ten)years of such experience;	√		-
5(2)(d)	When the term of service of any Committee member expires or there is any circumstance causing any Committee member to be unable to hold office before expiration of the term of service, thus making the number of the Committee members to be lower than the prescribed number of 3 (three) persons, the Board shall appoint the new Committee member to fill up the vacancy immediately or not later than 60 (sixty) days from the date of vacancy in the Committee to ensure continuity of the performance of work of the Audit Committee;	√		-
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)(a)	The Board of Directors 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 remind present in the Annual General Meeting (AGM):	√		-
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)	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;	√		-



Condition No.	Title	Compliance Status (Put √ in the appropriate column)		Remarks (if any)
5(5)(k)	Review Management Letters or Letter of Internal Control weakness issued by 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)	Oversee whether the proceeds raised through Initial public Offering (IPO) or Repeat public Offering(RPO) or Rights Share offer have been utilized as per the purpose stated in relevant offer document or prospectus approved by the Commission:	-	-	N/A
5(6)	**Reporting of the Audit Committee**			
5(6)(a)	**Reporting to the Board of Directors**			
5(6)(a)(i)	The Audit Committee shall report on its activities to the Board.	√		-
5(6)(a)(ii)	The Audit Committee shall immediately report to the Board of Directors on the following findings, if any:-			
5(6)(a)(ii)(a)	report on conflicts of interests;	-	-	No such Incidence arose
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; control system;	-	-	No such Incidence arose
5(6)(a)(ii)(c)	suspected infringement of laws, regulatory compliances including securities related laws, rules and regulations;	-	-	No such Incidence arose
5(6)(a)(ii)(d)	any other matter which the Audit Committee deems necessary shall be disclosed to the Board immediately;	-	-	No such Incidence arose
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 unreasonably 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 of 6 (six) months from the date of first reporting to the Board, whichever is earlier.	-	-	No such reportable incidence arose
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 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;	-	-	No such case arose
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 form such external expert and/or member(s) of staff shall be required or valuable for the Committee;	-	-	No such occurrence during the year
6(2)(g)	The company secretary shall act as the secretary of the Committee;	√	-	

Condition No.	Title	Compliance Status (Put √ in the appropriate column)		Remarks (if any)
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:	√	-	
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 convene any emergency meeting upon request by any member of the NRC;	-	-	No such case arose after formation of 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; and	√	-	
6(5)(b)(i)(c)	Remuneration to directors, top level executive 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;	√	-	
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 recommend 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)	Identifying 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 resources 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 shall not engage its external or statutory auditors to perform the following services of the company, namely :--			
7(1) (i)	Appraisal or valuation services or fairness opinions;	√		-
7 (1) (ii)	Financial information system design and implementation;	√		-
7 (1) (iii)	Book-keeping or other services related to the accounting records or financial statement;	√		-
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.	√		-



Condition No.	Title	Compliance Status (Put √ in the appropriate column)		Remarks (If any)
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 conflict of interest	√		-
7(2)	No Partner or employees of the external audit firms shall possess any share of the company they audit at least during the tenure of their audit assignment of that company; his or her family members also shall not hold ant shares in the said company:	√		-
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 regulations of the concerned stock exchange(s)	√		-
9.	***Reporting and Compliance of Corporate 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 Corporate Governance Code of the Commission and shall such certificate shall be disclosed 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.	√		
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.	√		-



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Independent Auditor's Report
Central Pharmaceuticals Limited
Report on the Audit of the Financial Statements

Adverse Opinion

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

In our opinion, because of the significance of the matter discussed in the Basis for Adverse Opinion section of our report, the accompanying financial statements do not present fairly the financial position of the Company as at June 30, 2025 and its financial performance and its cash flows for the year then ended in accordance with International Financial Reporting Standards (IFRSs).

Basis for Adverse Opinion

The Company has assumed that it has adequate resources to continue its operations for the foreseeable future. However, the company has negative retained earnings almost equal to paid-up capital and management has failed to manage fresh fund to generate sufficient operating cash flows to meet current obligations. The Company has also failed to repay its outstanding bank loans, the National Board of Revenue (NBR) has raised substantial tax demands against it and the cost of goods sold exceeds turnover due to the impact of high fixed costs and limited production capacity. The Company has not renewed its drug licence. Moreover, the Company failed to pay key statutory and regulatory fees like DSC Listing Fees and CDBL Fees which may result in regulatory sanctions, including penalties, suspension of trading privileges, or possible delisting from the stock exchange. These situations indicate that a material uncertainty exists that may cast significant doubt on the Company's ability to continue as a going concern. The financial statements do not adequately disclose this fact.

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 ethical responsibilities in accordance with the IESBA Code and the Institute of Chartered Accountants of Bangladesh (ICAB) Bye Laws. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our adverse opinion.

1. Refer to **Note No. 3.00 Property, plant & equipment Tk. 1,049,669,062/-**: The Company's assets tag number did not match with the Fixed Assets Register. However, we could not verify the fixed assets physically. Furthermore, they failed to provide us the original copy of land deed which was in the custody of Jamata Bank PLC as per their statement. As a result, it was not possible for us to verify the ownership title of the company.

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2. Refer to **Note No. 5.00 Inventories Tk. 10,327,489/-**: We attended the year-end physical inventory count and found the quantities to be properly recorded. However, the price declaration has not been updated since 2020, indicating that the valuation may not reflect current market conditions. In addition, the net realizable value (NRV) reported in the closing inventory statement and the financial statements does not appear to have been determined in accordance with the requirements of IAS 2 (Inventories).

3. Refer to **Note No. 6.00 Spare parts and supplies Tk. 11,675,560/-**: We have attended the year end counting of inventories and found stock of raw materials, packing materials and finished goods in order. But the management of the factory failed to provide us the schedule of stock and show us the physical existence of stock of spare parts and supplies Tk. 11,675,560/-. Therefore, we could not conclude whether the balance was free of material misstatement.

4. Refer to **Note No. 7.00 Advances, Deposits & Pre-payments Tk. 287,060,405/-** : Out of which Tk. 286,623,405/- was for Advance Income Tax. Management could not provide us any evidence in support of this balance. Therefore, it was not possible for us to conclude whether the opening balance of this head was free of material misstatement or not.

5. Refer to **Note No. 8.00 Accounts Receivable Tk. 68,904,410/-**: There was an opening balance of Tk. 73,253,141/- against Accounts Receivable. The company failed to provide us the detailed address to the customers. Therefore, it was not possible for us to send balance confirmation letters to the customers which prevents us from concluding that the balances are free of material misstatement. Furthermore, the company has written off a portion irrevocable debt of Tk. 4,651,320/-; however, they failed to provide us any basis for this write-off or a schedule of clients whose balances were uncollectible.

6. Refer to **Note No. 10.00 Share Capital Tk. 1,198,008,440/-**: According to the Bangladesh Securities and Exchange Commission (BSEC) directive No. **SEC/CMRRCD/2009-193/155/Admin/80**, dated 10 December 2020, and in continuation of previous directives No. **SEC/CMRRCD/2009-193/45** dated 15 May 2011 and No. **SEC/CMRRCD/2009-193/50/Admin** dated 12 July 2011, the Sponsors and Directors of every listed company are required to jointly hold a minimum of 30% of the paid-up capital of the company at all times. Whereas, the company has only **tk. 119,800,844/- of Paid-Up Capital** and the **sponsor and director to public subscription ratio is 14.96 : 85.04**

7. Refer to **Note No. 13.00 & 15.00 Long term loan Tk. 231,977,819/- & 36,496,932/-:** The Company had taken three loans from Janata Bank Local office, Dhaka. The reported balance was carried forward before 30th June 2022, without any change. We requested direct confirmation of these balances from the bank; however, no response was received as of 11 November 2025. Management also failed to provide us the present status of the loan. Management neither repaid any instalment of the loan nor did they book provision for interest. In absence of sufficient and appropriate evidence, it was not possible for us to conclude whether the balances are free of material misstatement or not.

Ashraf Uddin & Co. Dhaka Chartered Accountants

8. Refer to **Note No. 14.00 Deferred Tax Liabilities Tk. 30,305,419/-**: In the prior year, an impairment loss of Tk. 10,590,063/- on revalued assets had not been recognized for deferred tax expenses. In the current year, management has also not made any provision for deferred tax on the revaluation or impairment of assets. As a result, it was not possible for us to conclude whether the deferred tax liabilities are fairly stated and free from material misstatement.

9. Refer to **Note No. 16.00 Sundry Creditors Tk. 19,249,508/-:** There was an opening balance of 8,817,252/- against sundry creditors. The company failed to provide us the ageing, detailed address. Therefore, it was not possible for us to send confirmation letters to the suppliers that refrain us to conclude the balance is free of material misstatement.

10. Refer to **Note No. 17.01 & 18.00 Unclaimed dividend and provision for IPO proceeds Tk. 859,383/- & 5,962,694/-:** The balances were caring forward before 30th June, 2022. As per notification BSEC/ CMRRCD/ 2021- 391 (20/admin/121. Date- 01st June, 2021) and BSEC/ CMRRCD/ 2021-386/ 03 Date- 14th January, 2021 "If any balance of dividend or IPO fund remains unpaid or unclaimed for period of three years from the date of declaration or approval or record date as the case may be shall be transferred to the Capital Market Stabilization Fund (CMSF). But the amount was not transferred yet.

11. Refer to **Note No. 19.00 Provision for Tax Liabilities Tk. 280,575,304/-:** The amount was caring forward before 30th June, 2022 almost without any change. But, the National Board of Revenue has claimed Taxes Tk. 988,245,451/- from the assessment year 2007-2008 to 2020-2021 vide letter no. 178456845965/ circle- 155/2021-2022 Date- 15th March, 2022. But the company had neither settled the issue with NBR nor had they maintained any provision for Tk. 707,670,147 /- as demanded by NBR. However, based on the Company's appeal, NBR has subsequently reduced the demand to Tk. 386,225,101/- (Letter No. Outstanding Claims/SA-441/KHA-21/2024-25/533, dated 30 July 2025) but they have made no adjustments of the amount as per IAS 10.

12. Refer to **Note No. 20.00 Turnover Tk. 33,058,631/-:** Management provided monthly VAT return **(9.1)** reconciling reported sales with the financial statements. However, they failed to provide us any authentic sales invoices or other documentation to substantiate the transactions recorded therein. Furthermore, all sales transactions were conducted in cash and no product-wise reconciliation or detailed supporting schedules were maintained. In absence of sufficient appropriate audit evidence, we were unable to verify the occurrence, completeness, accuracy and cut-off of the Company's revenue. As a result, it was not possible for us to conclude whether the revenue is fairly stated in accordance with IAS 18/IFRS 15 Revenue from Contracts with Customers.

13. Refer to **Note No. 21.00 & 22.00 Cost of Goods Sold & Administrative Expenses of Tk. 44,059,175/- & 11,336,781/-:** The Company incurred and recorded its expenses in cash and failed to provide adequate supporting documentation for these transactions. As a result, it was not possible to confirm the authenticity of the transactions. Moreover, we observe that the company has not deducted Tax at source against its expenditures including purchase of raw materials. On the other hand, so much Tax was deducted that was not paid into the exchequer or made provision as payable.

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Other Information

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

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

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

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

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. As described in the Basis for Adverse Opinion section above, the Company did not disclose that the Company has been unable to conclude re-negotiations or obtain replacement financing and is considering filing for bankruptcy, which casts significant doubt on its going concern. Accordingly, we have determined that other information related to these is materially misstated.

Key Audit Matters (KAM)

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the current year. During the course of the audit, we considered Valuation of Property, plant & equipment, Advance, deposit & prepayments, Accounts receivables, Long term loan, Provision for Tax and Turnover as key audit matters and we applied the following procedure in respect of these:

Description of the Key Audit Matter	Auditor's Approach Toward KAM
Valuation of Property, Plant and Equipment (PPE) Tk. 1,060,692,715/- (Note No. 3.00)	
As refer to notes **03.00** to the financial statements Property, Plant and Equipment includes the company's long-term assets, which flow economic benefits to the entity for more than one year. PPE is measured at cost less accumulated depreciation. The carrying value of PPE represents a significant portion of total assets, which amounts to Tk. **1,049,669,062/-** for the company at the reporting date.	We have tested the design and operating effectiveness of key control over PPE. Our audit procedures included, among others, considering the impairment risk of the assets. The following are our audit procedures on the carrying value and impairment risk of PPE: ➢ Reviewing the basis of recognition, measurement of assets; ➢ Observing procedures of assets acquisition, depreciation and disposal; ➢ Checking ownership of the asset's addition;

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	➢ Performing due physical asset verification on a sample basis at the year-end; ➢ Checking the estimated rates of depreciation being used and assessing their fairness; ➢ Evaluating the Company's assumption in relation to recoverable amounts of the major PPE to identify if there is any requirement of recognition of impairment; and ➢ Finally, assessing the appropriateness and presentation of disclosures against relevant accounting standards.
Advance, deposit & prepayments Tk. 287,060,405/- **(Note No. 7.00)**	
As refer to notes **07.00** to the financial statements Advance, deposit & prepayments includes the company's short-term assets, which flow economic benefits to the entities more than one year. Advance, deposit & prepayments are measured at. The carrying value of Advance deposit & prepayments represents a significant portion of total assets, which amounts to Tk. **287,060,405/-** for the company at the reporting date. Advances may have been recorded even if they were not being paid, Challan, pay order etc may not be valid Security deposits may have been expired or matured Advances may have been realised but still they may be shown.	Our audit procedures for assessing the recoverability of trade receivables include the following: ➢ Ensure that advance deposits and prepayments are properly valued, classified, and verified. ➢ Ensure that the recoverable amount of advances, deposits, and prepayments is not less than their carrying amount. ➢ Ensure that disclosures are made in accordance with the applicable International Financial Reporting Standards (IFRS). ➢ Verify the terms and conditions of the advances by checking the agreement and legal documents. ➢ Ensure that closing balances match the general ledger. ➢ For items that have been stuck up for a considerable period of time, inquire about their status from the management.
Accounts Receivable Tk. 68,904,410/- **(Note No. 8.00)**	
The total amount of Account Receivable is Taka **68,904,410/-** at 30 June 2025. There are significant large numbers of individual customers. Customers in different business segments and jurisdictions are subject to their independent business risk. The increasing challenges over the economy and operating environment in	Our audit procedures of assess the recoverability of trade receivables including the following: ➢ Tested the accuracy of aging of receivables at year end on a sample basis; ➢ Evaluating the Company's policy for making allowance for doubtful debts with reference to the requirements of the

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developing the sale of goods during the year have decreased the risks of default on receivables from the customers. In particular, in the event of insolvency of customers, the company is exposed to potential risk of financial loss when the customers fail to meet their contractual obligations in accordance with the requirements of the agreements. Accordingly, we identified the recoverability of receivables as a key audit matter because of the significance of receivables to company's Financial Position and because of the significant degree of management judgment involved in evaluating the adequacy of the allowance for doubtful debts.	prevailing accounting standards; ➢ Assessing the classification of account receivables in the debtors ageing report by comparison with sales invoice and other underlying documentation on a test basis; ➢ Assessed the recoverability of the debtors on a sample basis through our evaluation of management's assessment with reference to the credit profile of the customers, historical payment pattern of customers and ➢ Inspecting subsequent bank receipts from customers and other relevant underlying documentation relating to account receivable balances at June 30, 2025
Long term loan Tk. 231,977,819/- & 36,496,932/- **(Note No. 13.00 & 15.00)**	
As at June 30, 2025, the reported amount of total Term loan (Long & Current portion) is Taka **Tk. 231,977,819/- & 36,496,932/-** respectively. The company may face difficulties due to unfavourable movement in interest rate & monetary policy that may result in short term and cash flow crisis.	We have tested the design and operating effectiveness of key controls focusing on the following: ➢ Obtaining an understanding of and assessing the design and operating effectiveness of controls designed to ensure the proper use of loan ➢ We verified sanction letter, loan schedule bank statements to confirm the loan outstanding and found that the balance had been reported in the Financial Statements accurately. ➢ We checked the financial expenses and classification of loan and repayment schedule on a test basis as well. We checked the recording date of transactions and found the recording date is in line with the loan disbursement date.
Provision for Tax Liabilities Tk. 280,575,304/- **(Note No. 19.00)**	
Provision for income tax requires the consideration of incomes from both 'Turnover' and 'gross external incoming' in accordance with the Income Tax Ordinance (ITA 2023). As per the ITA 2023, tax has to be calculated on the higher base comparing the income from 'Turnover ' The Company herein has made provision	We reviewed the tax calculation workflows and related details; our substantive testing procedures included the following: ➢ We have tested if tax was calculated on the higher base by comparing the incomes from 'Turnover'. ➢ We have checked the return submitted to the NBR ➢ We also checked the demand notice of

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for taxation amounting to **TK. 280,575,304/-** for the year ended 30 June **2025** whereas it was **TK. 280,376,952/-** in the year **2024.**	the NBR We have checked pay-order, challan of withholding tax certificate where available.
Revenue Recognition – Turnover Tk. 33,058,631/- (Note No. 20.00)	
During the year, the Company recognized sales turnover of **Tk. 33,058,631/-** Sales revenue recognized by the Company as per IFRS: 15, 'Revenue from Contracts with Customers' & Company Policy. Revenue is recognized based on point of delivery and when relevant performance obligations are satisfied. The company adopted **IFRS: 15 'Revenue from Contracts with Customers'** as continued from last year. We considered sales revenue as an item of significant audit areas during our audit because of its predominance in determining the financial performance of the Company. Sales includes cash collection from customers,	Our audit procedures included the following to test the design and operating effectiveness of key control focusing on: ➢ Segregation of duties in invoice creation and modification. ➢ Timing of revenue recognition considering step by step procedure ➢ Our substantive procedure in relation to revenue recognition and measurement comprise the following: ➢ Obtaining understanding and documenting the process of revenue recognition and measurement followed by the company. ➢ Tracing performance obligation stipulate and contract with invoice and delivery challan issued to evaluate point of recognition and measurement. ➢ Testing the Occurrence and accuracy of sales revenue recognized by inspecting source documents such as contracts made with customers, delivery challans and VAT challans. ➢ Assessing accuracy and comparing revenue recognized during the year with VAT returns submitted to the VAT authority. ➢ Finally assessing the appropriateness.

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

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

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Auditor's Responsibilities for the Audit of the Financial Statements

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

As part of an audit in accordance with ISAs, we exercise professional judgment and maintain professional scepticism 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 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 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 Company's financial statements, including the disclosures and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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

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

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's

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report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

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

a. We have received all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit and made due verification thereof except for those issues as mentioned in the basis of our adverse opinion;

b. In our opinion, proper books of accounts as required by law have not been kept by the company so far as it appeared from our examinations of those books.

c. The Statement of Financial Position and Statement of Profit or Loss & Other Comprehensive Income dealt with by the report are in agreement with the books of accounts and returns except for those issues as mentioned in the basis of our adverse opinion, and

d. Because of the effect of the matters described in the basis of our adverse opinion, we could not confirm whether the expenditure incurred was for the purpose of the Company's business.

Mohammad Shibbir Hossain, FCA
Partner
Ashraf Uddin & Co.
Chartered Accountants
DVC: 2511111048AS485840

Date: November 11, 2025
Place: Dhaka

Ashraf Uddin & Co. Dhaka Chartered Accountants

CENTRAL PHARMACEUTICALS LIMITED
STATEMENT OF FINANCIAL POSITION
AS AT 30 JUNE 2025

Particulars	Note	Amount in Taka 30 June 2025	Amount in Taka 30 June 2024
ASSETS			
Non-Current Assets			
Property, Plant & Equipment	3.00	1,049,669,062	1,060,692,715
Intangible Assets	4.00	83,244	92,494
		1,049,752,306	**1,060,785,209**
Current Assets			
Inventories	5.00	10,327,489	4,993,418
Spare Parts & Supplies	6.00	11,675,560	12,800,136
Advances, Deposits & Pre-payments	7.00	287,060,405	287,058,459
Accounts Receivable	8.00	68,904,410	73,253,141
Cash & Cash Equivalents	9.00	1,234,285	1,763,101
		379,202,149	**379,868,255**
TOTAL ASSETS		**1,428,954,455**	**1,440,653,464**
SHAREHOLDERS' EQUITY & LIABILITY			
Shareholders' Equity			
Share Capital	10.00	1,198,008,440	1,198,008,440
Revaluation Reserve	11.00	732,690,537	732,690,537
Retained Earnings	12.00	(1,107,382,834)	(1,085,401,114)
		823,316,144	**845,297,864**
Non-Current Liabilities			
Long Term Loan	13.00	231,977,819	231,977,819
Deferred Tax Liabilities	14.00	29,390,909	30,305,419
		261,368,727	**262,283,238**
Current Liabilities			
Current Portion of Long Term Loan	15.00	36,496,932	36,496,932
Sundry Creditors	16.00	19,249,508	8,817,252
Liabilities for Expenses	17.00	1,125,764	559,150
Cash Dividend payables	17.01	859,383	859,383
Others Payable	18.00	5,962,694	5,962,694
Provision for Tax Liabilities	19.00	280,575,304	280,376,952
		344,269,585	**333,072,362**
Total Liabilities		**605,638,312**	**595,355,600**
TOTAL SHAREHOLDERS' EQUITY & LIABILITY		**1,428,954,455**	**1,440,653,464**
Net Asset Value per Share	**29.00**	**6.87**	**7.06**

The accompanying notes 1 to 48 form an integral part of these financial Statements
Signed as per our separate report of the same date

Company Secretary | **Managing Director** | **Chairman**

Mohammad Shibbir Hossain FCA
Partner
Ashraf Uddin & Co.
Chartered Accountants
DVC: 2511111048AS485840

Date: November 11, 2025
Place: Dhaka

Ashraf Uddin & Co. Dhaka Chartered Accountants

CENTRAL PHARMACEUTICALS LIMITED
STATEMENT OF PROFIT OR LOSS & OTHER COMPREHENSIVE INCOME
FOR THE YEAR ENDED 30 JUNE 2025

Particulars	Note	Amount in Taka 2024-2025	Amount in Taka 2023-2024
Turnover	20.00	33,058,631	29,600,666
Cost of Goods Sold	21.00	(44,059,175)	(50,016,305)
Gross Profit/(Loss)		**(11,000,544)**	**(20,415,639)**
Less: Operating Expenses			
Administrative Expenses	22.00	(11,336,781)	(24,865,420)
Selling & Distribution Expenses	23.00	(360,580)	(3,011,916)
Financial Expenses	24.00	(6,459)	(9,142)
		(11,703,820)	**(27,886,478)**
Net Operating Income		**(22,704,364)**	**(48,302,117)**
Add: Non-Operating Income			
Other Income	25.00	6,486	5,879
Profit before contribution to WPPF		**(22,697,878)**	**(48,296,238)**
Less: Contribution to WPPF	26.00	-	-
Net Profit/(Loss) before Tax		**(22,697,878)**	**(48,296,238)**
Less: Provision for Current Tax			
Current Tax	27.00	(198,352)	(177,604)
Deferred Tax	27.01	914,511	6,052,637
		716,159	**5,875,033**
Net Profit/(Loss) after Tax		**(21,981,720)**	**(42,421,205)**
Earnings per Share	28.00	**(0.18)**	**(0.35)**

The accompanying notes 1 to 48 form an integral part of these financial Statements
Signed as per our separate report of the same date

Company Secretary **Managing Director** **Chairman**

Mohammad Shibbir Hossain FCA
Partner
Ashraf Uddin & Co.
Chartered Accountants
DVC: 2511111048AS485840

Date: November 11, 2025
Place: Dhaka

Ashraf Uddin & Co. Chartered Accountants Dhaka

CENTRAL PHARMACEUTICALS LIMITED
STATEMENT OF CHANGES IN EQUITY
FOR THE YEAR ENDED 30 JUNE 2025

Amount in Taka

Particulars	Share Capital	Revaluation Reserve	Retained Earnings	Total
Balance as on 01-07-2024	1,198,008,440	732,690,537	(1,085,401,114)	845,297,863
Addition During the year	-	-	-	-
Net profit (after tax) transferred from statement of Profit or (Loss) & Other Comprehensive Income	-	-	(21,981,720)	(21,981,720)
Balance as on 30-06-2025	**1,198,008,440**	**732,690,537**	**(1,107,382,834)**	**823,316,144**

For the year ended 30 June, 2024

Amount in Taka

Particulars	Share Capital	Revaluation Reserve	Retained Earnings	Total
Balance as on 01-07-2023	1,198,008,440	732,690,537	(1,042,979,910)	887,719,068
Net profit (after tax) transferred from statement of Profit or (Loss) & Other Comprehensive Income			(42,421,205)	(42,421,205)
Balance as on 30-06-2024	**1,198,008,440**	**732,690,537**	**(1,085,401,114)**	**845,297,863**

Company Secretary | Managing Director | Chairman

Ashraf Uddin & Co. Chartered Accountants Dhaka

CENTRAL PHARMACEUTICALS LIMITED
STATEMENT OF CASH FLOWS
FOR THE YEAR ENDED 30 JUNE 2025

Particulars	Note	Amount in Taka 30 June 2025	Amount in Taka 30 June 2024
A. Cash Flows from Operating Activities			
Collection from Customers & Others	31.01	32,762,528	32,498,411
Payment to Supplier & Others		(33,282,939)	(29,531,418)
Income Tax Paid	31.02	1,946	(1,763)
Net Cash Generated from Operating Activities		**(518,465)**	**2,965,230**
B. Cash Flows from Investing Activities			
Acquisition of Property Plant & Equipment		-	-
Net Cash used in Investing Activities		-	-
C. Cash Flows from Financing Activities			
Long Term Loan Receipt/(Repayment)		-	-
Short Term Loan Receipt/(Repayment)		-	-
Financial Expenses		(6,459)	(9,142)
Net Cash Generated from Financing Activities		**(6,459)**	**(9,142)**
E. Net Cash Increase in Cash & Cash Equivalents (A+B+C)		**(524,924)**	**2,956,088**
F. Cash & Cash Equivalents at the Beginning of the year		1,763,101	1,192,987
G. Cash & Cash Equivalents at the End of the year (E+F)		**1,238,177**	**1,763,101**
Net Operating Cash Flows per Share	30.00	**(0.00)**	**0.02**

ompany Secretary | Managing Director | Chairman

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Central Pharmaceuticals Limited

Notes, Comprising a Summary of Significant Accounting Policies and Other Explanatory Information

For the period ended 30 June 2025

1.00 The Company & It's Operations:

1.01 Legal form of the Company:
The Company was incorporated in 13 November, 1980 as a 'Private' Company limited by shares and registered with the Registrar of Joint Stock Companies & Firms of Bangladesh under the Companies Act, 1913 vide Registration No. C-8514(353). On 20 December 2010, the Company registered itself as a Public Limited Company under the Companies Act, 1994.

The Company is listed with both Dhaka Stock Exchange Limited (DSE) and Chittagong Stock Exchange Limited (CSE) at 22 July 2013 and 15 July 2013 respectively and trading of the share of the Company has been started from 14 August 2013.

1.02 Address of the Registered & Corporate Office:
The registered, corporate office and its factory is situated in its own premises at 2-A/1, South-West Darus Salam Road, Mirpur-01, Dhaka-1216.

1.03 Nature of Business Activities:
The principal activities of the Company throughout the period continued to be manufacturing and marketing of quality medicine.

2.00 Summary of Significant Accounting & Valuation Principles:

2.01 Basis of Preparation & Presentation of the Financial Statements:
The financial statements have been prepared and the disclosures of information were made in accordance with the requirements of the Companies Act, 1994, IAS and IFRS. The Statement of Financial Position and Statement of Comprehensive Income have been prepared according to IAS-1 "Presentation of Financial Statements" based on accrual basis of accounting following going concern assumption under generally accepted accounting principles and practices in Bangladesh and Statement of Cash Flows according to IAS-7 "Statement Cash Flows".

2.02 Accounting Convention & Assumption:
The financial statements are prepared under the historical cost convention.

2.03 Principal Accounting Policies:
The specific accounting policies have been selected and applied by the Company's management for significant transactions and events that have a material effect within the Framework for preparation and presentation of the financial statements. Financial statements have been prepared and presented in compliance with IAS-1 "Presentation of Financial Statements". The previous year's figures were formulated according to the same accounting principles. Compared to the previous year, there were no significant changes in the accounting and valuation policies affecting the financial position and performance of the Company. However, changes made to the presentation are explained in the note for each respective item. Accounting and valuation methods are disclosed for reasons of clarity. The Company classified the expenses using the function of expenses method as per IAS-1.

Ashraf Uddin & Co. Chartered Accountants Dhaka

2.03.1 Legal Compliance:

The financial statements have been prepared and the disclosures of information were made in accordance with the requirements of the Companies Act, 1994, Securities and Exchange Rules 1987, Listing Regulations of Dhaka Stock Exchange Limited (DSE) and Chittagong Stock Exchange Limited (CSE) and IASs. On the basis of these regulations, International Accounting Standards (IAS) & International Financial Reporting Standards (IFRS) were applied with the applicable standards at the Statement of Financial Position date.

2.03.2 Critical Accounting Estimates, Assumptions & Judgments:

The preparation of the financial statements are in conformity with IFRS requires the use of certain critical accounting estimates. It also requires management to exercise its judgment in the process of applying the Company's accounting policies.

2.04 Going Concern:

The Company has adequate resources to continue in operation for the foreseeable future. For this reasons the directors continue to adopt going concern basis in preparing the financial statements. The current credit facilities and resources of the Company provides sufficient fund to meet the present requirements of existing business.

2.05 Off Setting:

"In compliance to IAS-1 and IAS-32, offsetting is done for a particular vendor or customer when the following conditions are met:

- Each of the two parties owes the other determinable amounts;
- The entity has the right to set off against the amount owed by other party;
- The entity intends to offset;
- The right of setoff is legally enforceable."

2.06 Components of the Financial Statements:

According to the International Accounting Standards (IAS)-1 "Presentation of Financial Statements" the complete set of Financial Statements includes the following components":

- Statement of Financial Position as at 30 June 2025;
- Statement of Profit or Loss and Other Comprehensive Income for the period ended 30 June 2025;
- Statement of Changes in Equity for the period ended 30 June 2025;
- Statement of Cash Flows for the period ended 30 June 2025 &
- Accounting Policies and Explanatory Notes.

2.07 Application of Standards:

The following IASs are applicable for the financial statements for the year under review:

IAS-1 Presentation of Financial Statements;
IAS-2 Inventories;
IAS-7 Cash Flow Statements;
IAS-8 Accounting Policies, Changes in Accounting Estimates and Errors;
IAS-10 Events after the Balance Sheet Date;
IAS-12 Income Taxes;
IAS-16 Property, Plant & Equipment;
IAS-18 Revenue;
IAS-21 The effect of changes in foreign exchange rates.
IAS-23 Borrowing Costs;
IAS-24 Related Parties Disclosure;
IAS-33 Earnings per Share;
IAS-34 Interim Financial Reporting;
IAS-36 Impairment of Assets;

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IAS-37	Provisions, Contingent Liabilities and Contingent Assets;
IAS-38	Intangible Assets;
IFRS-1	First time adoption of International Financial Reporting Standards.
IFRS-7	Financial Instruments: Disclosures;
IFRS-9	Financial Instruments;
IFRS-13	Fair Value Measurement;
IFRS-15	Revenue from Contracts with Customers.

2.08 Property, Plant & Equipment:

a. Recognition and Measurement:
In compliance with IAS-16 (Property, Plant & Equipment) items of Property, Plant & Equipment (PPE), excluding land are initially measured at cost less accumulated depreciation and accumulated impairment losses, if any. Land is measured at cost. The cost of an item of PPE comprises its purchase price, import duties and non-refundable taxes after deducting trade discount and rebates and any costs directly attributable to bringing the assets to the location and condition necessary for it to be capable of operating in the intended manner.

b. Capitalization of Borrowing Cost:
Finance costs that are directly attributable to the construction of plants are included in the cost of those plants in compliance with IAS-23: Borrowing Cost, allowed alternative treatment.

c. Subsequent Costs:
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 cost can be measured reliably. The cost of the day to day maintaining cost on PPE are recognized in the Statement of Comprehensive Income as incurred.

d. Depreciation:
No depreciation is charged on land and land development.
Consistently, depreciation is provided on diminishing balance method based on written down value at which the asset is carried in the books of account. Depreciation continues to be provided until such time as the written down value is reduced to Taka one.
Each item of PPE is depreciated from the date in which the asset comes into use or capitalized. In case of disposals, no depreciation is charged in the month of disposal.
The depreciation/amortization rate(s) are as follows:

Category of Fixed Assets	Rate %
Land & Land Development	-
Factory Buildings	10
Plant & Machinery	10
Generator	10
Office Decoration	10
Office Equipment	10
Furniture & Fixtures	10
Motor Vehicle	10
Books	-
Laboratory Test Equipment	15

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e. Retirements and Disposals:
An asset is derecognized on disposal or when no future economic benefits are expected from its use and subsequent disposal. Gains or losses 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 asset and is recognized as gain and loss from disposal of asset under other income in the Statement of Comprehensive Income.

2.09 Intangible Assets:
Intangible assets includes IT software which is used to maintain Company's accounts. It also includes Share Management Software and Website.

a. Recognition and Measurement:
Intangible assets are measured at cost less accumulated amortization and accumulated impairment loss, if any. It is recognized if it is probable that future economic benefits that are attributable to the asset will flow to the enterprise and cost of the assets can be measured reliably as required by IAS-38: Intangible assets. The cost of the Intangible assets comprises its purchase price and any costs directly attributable to the assets.

b. Subsequent Costs:
Subsequent expenditure is capitalized only when it increases the future economic benefits embodied in the specific asset to which it relates. All other expenditures are recognized in the Statement of Comprehensive Income when incurred.

c. Amortization:
Amortization is recognized in the Statement of Comprehensive Income on diminishing balance method based on written down value at which the asset is carried in the books of account. Amortization continues to be provided until such time as the written down value is reduced to Taka one.

2.10 Impairment of Assets:
All assets have been reviewed according to IAS-36 and it was confirmed that no such assets have been impaired during the period and for this reason no provision has been made for impairment of assets.

2.11 Inventories:
Inventories are assets held for sale in the ordinary course of business, in the process of production for such sale or in the form of materials or supplies to be consumed in the production process. Inventories are stated at the lower of cost or net realizable value in compliance to the requirements of Para 21 and 25 of IAS-2. Costs including an appropriate portion of fixed and variable overhead expenses are assigned inventories by the method most appropriate to the particular class of inventory. Net realizable value represents the estimated selling price for the inventories less all estimated cost of completion and cost necessary to make the sale. Item wise valuation is as follows:

Category of Inventories	**Basis of Valuation**
Raw & Packing Materials	At Weighted Average Cost
Work-in-Progress	At Standard Cost
Finished Goods	At Standard Cost

Standard cost comprises value of materials, standard activity cost and overheads.

2.12 Cash & Cash Equivalents:
Cash & cash equivalents include cash in hand, cash at banks, term deposits which are available for use by the Company without any restrictions. There is an insignificant risk of change in value of the same.

2.13 Accounts Receivable:
Receivables are carried at original invoice amount. This is considered good for collection and therefore, no amount was written off as bad debt and no debt was considered doubtful to provide for.

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2.14 Creditors & Accrued Expenses:

2.14.1 Trade & Other Payables:

Liabilities are recorded at the amount payable for settlement in respect of goods and services received by the Company.

2.14.2 Provision:

The preparation of financial statements are in conformity with Bangladesh Accounting Standards, IAS-37 Provisions, Contingent Liabilities and Contingent Assets requires management to make estimates and assumptions that affect the reported amounts of revenues and expenses, assets and liabilities, and the disclosure requirements for contingent assets and liabilities during and at the date of the financial statements.

2.15 Employees' Benefit:

Employees of the Company are entitled to get the following benefits from the Company:

a. **Festival Bonus:**
The Company gives 02 festival bonuses to its permanent employees in a year.

b. **Workers' Profit Participation Fund:**
This represents 5% of the net profit after charging such contribution but before tax contribution by the Company as per provisions of Bangladesh Labour Act (Amendments), 2013 and is payable to the workers as define in the said Law.

2.16 Authorization date for issuing Financial Statements:

The financial statements were authorized by the Board of Directors on 27 October 2025 for issue after completion of review.

2.17 Income Tax:

2.17.1 Current Tax:

Provision for taxation has been made as per rates prescribed in the Finance Act and the Income Tax Ordinance, 1984 on profit made by the company. As per IAS-12 Income Tax provision has been made during the year as the company earned taxable income.

2.17.2 Deferred Tax:

Deferred tax is recognized on differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit and are accounted for using the Statement of Financial Position as liability method. Deferred tax liabilities are generally recognized for all taxable temporary differences and deferred tax assets are generally recognized for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilized. CPL recognized deferred tax liabilities for all taxable temporary differences.

2.18 Contingent Liabilities & Assets:

Contingent liabilities and assets are current or possible obligations or assets, arising from past events and whose existence is due to the occurrence or non-occurrence of one or more uncertain future events which are not within the control of the Company. In accordance with IAS-37 Provision, Contingent Liabilities and Contingent Assets are disclosed in the notes to the financial statements.

2.19 Revenue Recognition:

Moment of recognition, amount to be recognized and disclosures requirements of revenue has been made as per IAS-18 "Revenue Recognition".

- The company recognized sales when products are invoiced and dispatched to the buyers;

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- Interest income on bank deposit and short-term investments is recognized on receipts or due basis;
- Other income is recognized on receipt or due basis.

Revenue from sales is exclusive of VAT.

2.20 Borrowing Costs:
In compliance with the requirements of IAS-23 "Borrowing Costs", borrowing costs of operational period on long term loan and short-term loan facilities from commercial banks was charged off as revenue expenditure as they incurred.

2.21 Foreign Currency Translation:
Transactions in foreign currencies are translated to Bangladesh Taka at the foreign exchange rate ruling at the date of the transaction. Monetary assets and liabilities are converted at the rates prevailing at the Statement of Financial Position date. Non-monetary assets and liabilities denominated in foreign currencies, stated at historical cost are translated into Bangladesh Taka at the exchange rate ruling at the date of transaction.

2.22 Statements of Cash Flows:
Statement of Cash Flows is prepared principally in accordance with IAS-7: Cash Flow Statements and the cash flows from operating activities have been presented under direct method.

2.23 Statement of Changes in Equity:
The Statement of Changes in Equity reflects information about the increase or decrease in net assets or wealth.

2.24 Earnings per Share:
The Company calculates Earnings per Share (EPS) in accordance with IAS-33: "Earning per Share", which has been shown on the face of Statement of Profit or Loss and Other Comprehensive Income, and the computation of EPS is stated in the note.

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

2.24.2 Basic Earnings per Share:
This has been calculated by dividing the basic earnings by weighted average number of ordinary shares outstanding during the period.

2.24.3 Diluted Earnings per Share:
No diluted EPS is required to be calculated for the year, as there was no scope for dilution during the period under review.

2.25 Comparative:
Financial statements are presented as IAS-1 ''Presentation of Financial Statements" and previous year's figures have been restated due to changes in some accounting policies as per IAS-8 ''Accounting Policies, Changes in Accounting Estimates and Errors''.

2.26 Reporting Period:
The financial statements cover 01 (One) year from 01 July 2024 to 30 June2025.

2.27 Segment Reporting:
No segmental reporting is applicable for the company as required by IAS-14: "Segment Reporting" as the company operates in a single industry segment and within a single geographical territory.

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2.28 Related Party Transactions:

The objective of IAS-24 'Related Party Disclosures' is to ensure that an entity's financial statements contain the disclosures necessary to draw attention to the possibility that its financial position and profit or loss may have been affected by the existence of related parties and by transactions and outstanding balances with such parties.

Parties are considered to be related if one party has the ability to control the other party or to exercise significant influence or joint control over the other party in making financial and operating decisions.

A party is related to an entity if: [IAS-24] directly, or indirectly through one or more intermediaries, controls, is controlled by, or is under common control with, the entity has an interest in the entity that gives it significant influence over the entity, has joint control over the entity, the party is a member of the key management personnel of the entity or its parent, the party is a close member of the family of any individual, the party is an entity that is controlled, jointly controlled or significantly influenced by or for which significant voting power in such entity resides with, directly or indirectly, any individual and the party is a post-employment benefit plan for the benefit of employees of the entity.

The Company transacts with related parties and recognize as per IAS-24 'Related Party Disclosures'. Related party transactions have been disclosed under Note -38.

2.29 Interest paid and other Expenses:

Interest paid and other expenses are recognized on accrual basis. But, the bank charged no interest during the period for rescheduling process.

2.30 Repair upkeep and Maintenance Charges:

There are usually absorbed as revenue charges as and when incurred.

2.31 Preparation of Financial Position:

The Board of Directors of the company is responsible for preparing & presentation of financial position of The Company.

2.32 Bank Account:

We have no bank Account except mentioned bank Account in the Financial position of the company.

2.33 General:

Wherever considered necessary, previous period's figures have been rearranged for the purpose of comparison;

Figures appearing in the financial statements have been rounded off to the nearest Taka.

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Notes	Particulars	Amount (TK) 30 June 2025	Amount (TK) 30 June 2024
3.00	**Property, Plant & Equipment:**		
A.	**Cost:**		
	Opening Balance	1,690,440,278	1,472,597,830
	Add: Addition during the year	-	-
		1,690,440,278	**1,472,597,830**
B.	**Revaluation**		
	Opening Balance	-	-
	Add: Addition during the year	-	217,842,448
		-	217,842,448
C.	**Depreciation & Others**		
	Opening Balance	619,157,500	595,114,125
	Add: Addition during the year	21,613,716	24,043,375
		640,771,216	**619,157,500**
D.	**Impairment Loss**		
	Opening Balance		-
	Add: Addition during the year	-	10,590,063
		-	**10,590,063**
	Written down value (A+B+C-D)	**1,049,669,062**	**1,060,692,715**
	***Details are given in Annexure-A with the report.**		
4.00	**Intangible Assets:**		
A.	**Cost:**		
	Opening Balance	327,500	327,500
	Add: Addition during the year	-	-
		327,500	**327,500**
B.	**Depreciation:**		
	Opening Balance	235,006	224,729
	Add: Addition during the year	9,250	10,277
		244,256	**235,006**
	Written down value (A-B)	**83,244**	**92,494**
	Details are given in Annexure-B with the report.		
5.00	**Inventories:**		
	Finished Goods	2,283,105	173,370
	Raw Materials	1,977,880	693,117
	Packing Materials	3,382,894	1,613,741
	Work-in-Process	2,683,610	2,513,190
		10,327,489	**4,993,418**
	At the end of the year physical verification of Inventories was carried out by the Company management. The basis of valuation is stated in Note-2.11.		
6.00	**Spare Parts & Supplies:**		
	Spare Parts	11,675,560	12,800,136
		11,675,560	**12,800,136**
7.00	**Advances, Deposits & Pre-payments:**		
	Advance against Salary	-	-
	Advance Income Tax Note-7.01	286,623,405	286,621,459
	Advance to Others	-	-
	Deposits:		
	Security Deposit-Electricity	382,000	382,000
	Security Deposit-WASA (Deep Tube well)	55,000	55,000
	Total	**287,060,405**	**287,058,459**

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Notes	Particulars	Amount (TK) 30 June 2025	Amount (TK) 30 June 2024
7.01	**Advance Income Tax**		
	Opening Balance	286,621,459	286,619,696
	Add: Addition during the year	1,946	1,763
		286,623,405	**286,621,459**
	Less: Adjustment	-	-
		286,623,405	**286,621,459**

Advance: These advances are un-secured but good and subsequently realized and/or adjusted.

Deposits: These balances represent security deposits made by the Company for electric connection, WASA, Office & Deport. rent etc.

In the opinion of the Directors, all current assets, investments, loans and advances are on realization in the ordinary course of business, a value at least equal to the amounts at which they are stated in the Statement of Financial Position.

There is no claim against the Company, which can be acknowledged as debt.

No amount was due by the Directors (including Managing Director) and managing agents of the Company and any of them severally or jointly with any other person.

8.00	**Accounts Receivable:**		
	Opening Balance	73,253,141	80,397,556
	Add: Sales made during the year	33,058,631	29,600,666
		106,311,772	**109,998,222**
	Less: Received during the year	(32,756,042)	(32,492,532)
	Less: Bad Debts	(4,651,320)	(4,252,549)
		68,904,410	**73,253,141**
	Receivables against sales comprises followings:		
	Dhaka Sales Center	68,904,410	73,253,141
	Total	**68,904,410**	**73,253,141**

The above amounts are unsecured but good and have been subsequently realized. Except the provision was made for bad debt during the year under review.

No amount was due by the Directors (including Managing Director) or any other official of the Company.

Aging of the above receivables is given below:

Particulars	up to 1 month	1-3 months	3 to above	Total
Accounts Receivable	2,833,172	5,148,901	60,922,337	68,904,410
Total	**2,833,172**	**5,148,901**	**60,922,337**	**68,904,410**

9.00	**Cash & Bank Balances:**		
	Cash in Hand (Including all Depots)	2,082	537,936
	Cash at Bank:		
	Janata Bank Ltd., Local Office Br., (A/C No.-C.D 0100001407729)	507,265	508,455
	Janata Bank Ltd., Local Office Br., (A/C No.-STD 0100001434599)	14,313	15,047
	Janata Bank Ltd., Local Office Br., (A/C STD 0100001435081) IPO	149,491	146,666
	Janata Bank Ltd., Local Office Br., (A/C USD 0100198764242) (IPO)	547,353	529,814
	Janata Bank Ltd., Local Office Br., (A/C No.-BP 0100198746171) (IPO)	10,013	9,400
	Prime Bank Ltd. Motijheel Br. (A/C No. C.D 10411090062596)	-	-
	Islami Bank Bangladesh Limited; A/C-20502090100378300; Shyamoly Br.	3,768	15,783
	Social Islami Bank Ltd., Principal Br. (A/C No. 0021330449918)	-	-
	Total	**1,234,285**	**1,763,101**

The bank balances have been confirmed and reconciled with respective bank statements.

Cash in hand has been verified by the Management at the close of the year and a cash custody certificate was furnished to the Auditors.

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Notes	Particulars	Amount (TK) 30 June 2025	Amount (TK) 30 June 2024
10.00	**Share Capital:**		
	Authorized Capital:		
	300,000,000 Ordinary Shares of Tk. 10.00 each	3,000,000,000	3,000,000,000
	Issued, Subscribed and Paid-up:		
	119,800,844 Ordinary Shares of Tk. 10.00 each fully paid-up	1,198,008,440	1,198,008,440

Split of Face Value of Share:
A special resolution is passed and duly certified from RJSC dated 24 December, 2009 to adopt a new Articles of Association. By the said special resolution, the Company's face value of share is reduced from Tk. 100 to Tk. 10.

Shareholding Position is as follows:

Sl. No.	Name of shareholders	Percentage of Shareholdings		Number of Shares	
		30 June 2025	30 June 2024	30 June 2025	30 June 2024
1	Directors/Sponsors	7.67	25.89	9,189,634	31,014,634
2	Financial Institutions	7.29	12.82	8,734,346	15,357,574
3	General Public	85.04	61.29	101,876,864	73,428,636
Total		**100.00**	**100.00**	**119,800,844**	**119,800,844**

Details of the Shareholding is given below:
The distribution schedule showing the number of Shareholders and their shareholding in percentage has been disclosed below as the requirement of the "Listing Regulation" of Dhaka and Chittagong Stock Exchange Limited.

Range of holdings in number of Shares	No. of Shareholders		Holding %	
	30 June 2025	30 June 2024	30 June 2025	30 June 2024
Less than 500 shares	1,519	2,741	0.38	0.35
500 to 5,000 shares	9,336	7,786	16.74	12.88
5,001 to 10,000 shares	2,233	1,383	9.81	8.75
10,001 to 20,000 shares	543	897	13.24	11.01
20,001 to 30,000 shares	167	275	9.33	5.78
30,001 to 40,000 shares	146	142	10.61	4.20
40,001 to 50,000 shares	131	83	6.75	3.22
50,001 to 100,000 shares	86	138	9.14	8.06
100,001 to 1,000,000 shares	56	87	16.33	14.65
1,000,001 to 10,000,000 shares	2	5	7.67	16.83
10,000,001 to above shares	-	1	-	14.27
Total	**14,219**	**13,538**	**100.00**	**100.00**

Option on Un-Issued Shares:
There is no option regarding the authorized capital not yet issued but can be used to increase the paid-up capital through the issuance of new shares against cash contribution and bonus.

Market Price:
The shares of the Company are listed with both the Dhaka and Chittagong Stock Exchange and quoted at Tk. 10.40 per share and Tk. 10.40 per share in the Dhaka and Chittagong Stock Exchange respectively on 30 June, 2025.

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Notes	Particulars	Amount (TK) 30 June 2025	Amount (TK) 30 June 2024

11.00 Revaluation Reserve:

The Company revalued it's land and land development on 31 March, 2014 by Malek Siddik Wali & Co., Chartered Accountants for 1st time subsequently the company revalued all fixed assets 27 March 2024 by Rahman Mostafa Alam & Co. to reflect the up to date value of land and land development in the financial statements as at 30 June, 2023. Details of the revaluation of land and land development is given below:

Particulars	Net Book Value Taka	Revalued Amount in Taka	Value increase due to Revaluation
Land & Land Development	123,731,463	856,422,000	732,690,537
Total	**123,731,463**	**856,422,000**	**732,690,537**

12.00 Retained Earnings:

Opening Balance	(1,085,401,114)	(1,042,979,910)
Add: Profit during the year	(21,981,720)	(42,421,205)
Less: Cash dividend paid	-	-
Add: Prior year adjustment	-	-
Add: Interest weaver on Bank Loan for re-schedule	-	-
	(1,107,382,834)	**(1,085,401,114)**

13.00 Long Term Loan:

Janata Bank Ltd., Local Office Br., Dhaka A/C No. 0100206078124	3,766,293	3,766,293
Janata Bank Ltd., Local Office Br., Dhaka A/C No. 0100195236873	129,869,524	129,869,524
Less: Current Portion	(17,905,932)	(17,905,932)
Janata Bank Ltd., Local Office Br., Dhaka A/C No. 0100206092194	134,838,934	134,838,934
Less: Current Portion	(18,591,000)	(18,591,000)
	231,977,819	**231,977,819**

The details of the loan is as under:
Nature: Long Term Project Loan (BMRE)
Sanction Limit: 159,688,000
Expiry Date: 30-09-2032
Interest Rate: 9.00%
Security: 34.30 katha land at 2A/1, South-West Darus Salam Road, Mirpur-1, Dhaka-1216.
The grace period of this re-scheduled loan is of 12 months and first installment will be started from 31 December, 2021. The term loan facility shall be repaid in equal 36 quarterly installments on repayment dates commencing from the immediate quarter-end upon the expiry of the grace period.

The details of the loan is as under:
Nature: CC Hypo (Working Capital)
Sanction Limit: 100,000,000
Expiry Date: 30-09-2031
Interest Rate: 9.00% (Variable)
Renewal Status: Renewed
Security: 34.30 katha land at 2A/1, South-West Darus Salam Road, Mirpur-1, Dhaka-1216 and personal guarantee of every Director.

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Notes	Particulars	Amount (TK) 30 June 2025	Amount (TK) 30 June 2024
14.00	**Deferred Tax Liabilities:**		
	Opening Balance	30,305,419	36,358,056
	Add: (Reduction)/addition during the year	(914,511)	(6,052,637)
		29,390,909	**30,305,419**
15.00	**Current Portion of Long Term Loan:**		
	Janata Bank Ltd., Local Office Br., Dhaka A/C No. 0100195236873	17,905,932	17,905,932
	Janata Bank Ltd., Local Office Br., Dhaka A/C No. 0100206092194	18,591,000	18,591,000
		36,496,932	**36,496,932**

The amount represents current maturity of Project Loan obtained from Janata Bank Ltd., Local Office Br., Dhaka which are payable within next 12 (twelve) months from the date of Statement of Financial Position.

16.00	**Sundry Creditors:**		
	Bright International	208,669	208,669
	Brothers Trading	603,068	635,068
	Exotic Foils	90,427	90,427
	Nazmul & Brothers	2,076,780	1,176,780
	Prime Chemicals	127,555	127,555
	Refat Aluminum	76,517	76,517
	Roto Smart	276,755	276,755
	Spectrum Commi.	13,849	38,849
	Alok Trading	5,639,247	
	ACI Ltd.	100,000	130,000
	Blusky Ltd.	310,762	368,842
	Bagdad Plastic	339,960	212,040
	Chem Fine	-	
	Dhaka Foil Corp.	2,456,770	
	Global Business Cor.	-	
	Impex Corporation	-	
	Padma Cap Manu.	-	39,222
	Mohammadia Trading	-	579,530
	Nice Pack Ltd.	-	32,500
	Novo Healthcare	-	57,950
	Rasayan Ghar		
	Metro Foils Ltd.	-	1,255,753
	Sarkar Drugs	-	195,602
	Sobij Traders	-	262,000
	Relaiable Printers	-	-
	Dhaka Advertising	-	190,750
	New Star	-	40,000
	Zhaofing Ltd.	-	57,920
	M & S International	-	910,000
	PharmaPack BD	-	484,474
	Advocate Fee	-	62,000
	Pharma Associates	6,929,149	808,049
	MM Karigor Karkhana	-	100,000
	Hamim Drugs	-	-
	Ayesha Medical	-	50,000
	Roy & Sons	-	50,000
	Cash Loan from Rakibul Ahasan (Director)	-	300,000
		19,249,508	**8,817,252**

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Notes	Particulars	Amount (TK) 30 June 2025	Amount (TK) 30 June 2024

This represents amount payable to suppliers of raw materials, packing materials etc. All suppliers were paid on a regular basis.

17.00 Liabilities for Expenses:

Gas Bill-Factory	30,642	25,489
Electricity-Factory	788,026	237,970
Internet Bill	33,350	-
WASA Bill-Factory	43,746	62,577
Telephone-Factory	-	3,114
Audit Fees	230,000	230,000
	1,125,764	**559,150**

Most of the outstanding liabilities have subsequently been paid;
No liabilities in the Statement of Financial Position are at a value less than the amount at which it is repayable at the date of the Statement of Financial Position.

17.01 Cash Dividend payable: **859,383** **859,383**

Cash Dividend payable represents unclaimed Cash Dividend payable Tk 859,383 for 583 shareholders.

18.00 Others Payable:

Payable for IPO Proceeds	5,962,694	5,962,694
Total	**5,962,694**	**5,962,694**

Payable for IPO proceeds consists of subscription money of 1,198 applicants.

19.00 Provision for Tax Liabilities:

Opening Balance	280,376,952	280,199,348
Add: Addition during the year	198,352	177,604
	280,575,304	**280,376,952**
Less: Adjustment	-	-
	280,575,304	**280,376,952**

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Notes	Particulars		Amount (Tk) 2024-2025	Amount (Tk) 2023-2024
20.00	**Turnover:**			
	Local Sales (Net)		33,058,631	29,600,666
			33,058,631	**29,600,666**
	Sales has been slightly increased than last year as per normal course of business.			
21.00	**Cost of Goods Sold:**			
	Raw Material Consumed	(Note-21.01)	14,128,021	16,211,868
	Packing Material Consumed	(Note-21.02)	1,413,239	2,433,815
	Direct Expenses	(Note-21.03)	3,627,094	2,494,675
	Manufacturing Overhead	(Note-21.04)	27,170,976	28,961,092
			46,339,330	**50,101,450**
	Opening Work-in-Process		2,513,190	1,665,283
			48,852,520	**51,766,733**
	Less: Closing Work-in-Process		(2,683,610)	(2,513,190)
			46,168,910	**49,253,543**
	Opening Finished Goods		173,370	936,132
	Finished Goods available for Sale		**46,342,280**	**50,189,675**
	Less: Closing Finished Goods		(2,283,105)	(173,370)
			44,059,175	**50,016,305**
21.01	**Raw Material Consumed:**			
	Opening Stock of Raw Materials		693,117	1,827,368
	Add: Purchase of Raw Materials		15,412,784	15,077,617
			16,105,901	**16,904,985**
	Less: Closing Stock of Raw Materials		(1,977,880)	(693,117)
			14,128,021	**16,211,868**
21.02	**Packing Materials Consumed:**			
	Opening Stock of Packing Materials		1,613,741	2,367,464
	Add: Purchase of Packing Materials		3,122,392	1,680,092
			4,736,133	**4,047,556**
	Less: Closing Stock of Packing Materials		(3,382,894)	(1,613,741)
			1,353,239	**2,433,815**
21.03	**Direct Expenses:**			
	Wages & Salary		3,512,314	2,442,565
	Bonus		114,780	52,110
			3,627,094	**2,494,675**
21.04	**Manufacturing Overhead:**			
	WASA Bill		274,132	215,633
	Gas Bill		108,365	183,901
	Electricity Bill		3,690,425	2,692,689
	Telephone			4,152
	Factory Maintenance		1,273,844	487,970
	Machinery Maintenance		111,233	486,257
	Fooding Cost			
	Spare Parts Consumption		1,124,576	2,001,160
	Carriage Inward		43,481	33,508
	Depreciation		20,544,920	22,855,822
			27,170,976	**28,961,092**

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22.00	**Administrative Expenses:**		
	Salary & Allowances	3,674,780	5,357,931
	Remmuneration	-	335,000
	Bonus	233,540	368,580
	Traveling & Conveyance	84,354	244,743
	Stationery	176,311	251,751
	Mobile Bill	91,380	125,480
	Internet Bill	106,550	79,950
	Renewal & Registration	83,000	80,148
	Postage & Telegram	34,000	-
	Stamp & Taxes	109,000	-
	Car Fuel	165,000	-
	Newspaper	12,600	-
	Office Maintenance	8,400	368,160
	Entertainment	40,500	142,999
	Repairs & Maintenance	128,000	193,051
	AGM Expenses	354,000	229,200
	Audit Fees	230,000	230,000
	Miscellaneous Expenses	64,000	245,050
	Legal Expenses	12,000	128,835
	Bad Debts	4,651,320	4,252,549
	Depreciation on Fixed Assets	1,068,796	1,187,553
	VAT Expenses	-	444,100
	Impairment Loss	-	10,590,063
	Amortization of Intangible Assets	9,250	10,277
		11,336,781	**24,865,420**

23.00	**Selling & Distribution Expenses:**		
	Salary & Allowances	-	1,132,765
	Sales Promotion & Business Development	-	538,000
	Bonus	-	180,100
	Carriage Outward	360,580	295,451
	Mobile Bill	-	401,200
	Postage	-	4,500
	TA/DA	-	410,900
	Utility	-	49,000
	Promotional & Literature Items Written Off	-	-
		360,580	**3,011,916**

24.00	**Financial Expenses:**		
	Janata Bank Ltd., Local Office Br., Dhaka A/C No. 0100195236873		-
	Janata Bank Ltd., Local Office Br., Dhaka A/C No. 0100206092194		-
	Janata Bank Ltd., Local Office Br., Dhaka A/C No. 0100206078124		-
	Bank Charges & Commission	6,459	9,142
		6,459	**9,142**

25.00	**Other Income:**		
	Interest received from SND A/C with Janata Bank Ltd.	594	571
	Interest received from STD A/C with Janata Bank Ltd. (IPO)	5,892	5,308
		6,486	**5,879**

26.00 **Contribution to Workers' Profit Participation Fund:**

This represents 5% of the net profit after charging such contribution but before tax contribution by the Company as per provisions of Bangladesh Labour Act (Amendments), 2013.

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27.00	**Income Tax Expenses:**		
	Current Tax (Note-27.01)	198,352	177,604
	Deferred Tax (Note-27.02)	(914,511)	(6,052,637)
		(716,159)	**(5,875,033)**
27.01	**Current Tax:**		
	Calculation of Current Tax:		
	Corporate Tax on 22.50% and/or 25%	-	-
	Turnover Tax is 0.60%	198,352	177,604
	Current Tax is Higher on the above, so current tax is	**198,352**	**177,604**
27.02	**Deferred Tax:**		
	Closing Deferred Tax Liabilities	29,390,908	30,305,419
	Opening Deferred Tax Liabilities	(30,305,419)	(36,358,056)
	Current year Deferred Tax	**(914,511)**	**(6,052,637)**
28.00	**Earnings per Share (EPS):**		
	The Computation of EPS is given below:		
	Earning attributable to the Shareholders (net profit after tax)	21,981,719	(42,421,205)
	Number of Shares outstanding during the year	119,800,844	119,800,844
	Earnings per Share (EPS)	**(0.18)**	**(0.35)**

EPS has been decreased due to increase in loss made as per normal course of business.

29.00	**Net Asset Value (NAV) per Share:**		
	The Computation of NAV is given below:		
	Net Assets	823,316,144	845,297,863
	Number of Shares outstanding during the year	119,800,844	119,800,844
	Net Asset Value per Share (NAV)	**6.87**	**7.06**

NAV has been increased due to increase in net assets during the year.

30.00	**Net Operating Cash Flows per Share (NOCFPS):**		
	The Computation of NOCPS is given below:		
	Net Cash Generated from Operating Activities	(522,357)	2,965,230
	Weighted average number of Shares	119,800,844	119,800,844
	Net Operating Cash Flows per Share (NOCFPS)	**(0.00)**	**0.02**

The NOCFPS has been increased due to collection of receivables.

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30.01	**Reconciliation of Net Profit with Cash Flows from Operating Activities:**		
	This is made up as follows:		
	Net Profit/(Loss) after Tax	**(21,981,719)**	**(43,957,312)**
	(As per Statement of Profit or Loss and Other Comprehensive Income)		
	Add/(Less) Adjustments:	**28,667,046**	**37,846,792**
	Depreciation on Fixed Assets	21,622,966	13,463,589
	Change in Inventories	(5,334,071)	1,802,829
	Change in Spare Parts & Supplies	(1,124,576)	2,001,160
	Change in Advances, Deposits & Pre-payments	(1,946)	(1,763)
	Change in Accounts Receivable	4,348,731	7,144,415
	Change in Deferred Tax Liabilities	(914,511)	(6,052,637)
	Change in Sundry Creditors	10,432,256	4,206,013
	Change in Liabilities for Expenses	(566,614)	253,828
	Change in Dividend payable	-	-
	Change in Others Payable	-	9,142
	Change Provision for Tax Liabilities	198,352	4,252,549
	Impairment Loss	-	177,604
	Financial Expenses	6,459	10,590,063
	Cash Flows from Operating Activities	**(522,357)**	**(4,574,413)**
	(As per Statement of Cash Flows)		
31.00	**Related Notes for Statement of Cash Flows:**		
31.01	**Collection from Customers & Others:**		
	Turnover from P/L	33,058,631	29,600,666
	Change in Accounts Receivable	(302,589)	2,891,866
	Non Operating Income	6,486	5,879
		32,762,528	**32,498,411**
31.02	**Cash Paid to Others**		
	Income Tax Paid	1,946	1,763
		1,946	**1,763**

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32.00 Commission, Brokerage or Discount:

No brokerage and discount against sales was paid during the year.

33.00 Payment made in Foreign Currency:

No expenses including Royalty, Technical Experts & Professional Advisory Fees and Interest etc. were incurred or paid in foreign currencies during the financial year.

34.00 Finance Lease Commitment:

As at 30-06-2025, there was no lease commitment under finance lease.

35.00 Claim not Acknowledged as debt:

There was no claim against the company acknowledged as debt as on 30 June, 2025.

36.00 Related Party Transactions:

The Company has no related party transactions as per IAS-24 "Related Party Disclosures" for the year ended 30 JUNE 2025.

Name of the Directors	Designation	Basic Salary	Others	Total
Mr. Munsur Ahamed	Managing Director	-	-	-
Total		-	-	-

Compensation package of key management personnel:

Particulars	Amount
Short-term employee benefit	-
Post employee benefit	-
Other long-term benefit	-
Termination benefit	-
Share-based payment	-
Total	-

Details break-down of related party transaction:

a) The amount of Transactions:

Name of party	Relation/Basis of Control	Purpose	Amount
Munsur Ahamed	Managing Director of the Company	Executive Compensation	-

b) The amount of outstanding Balance:

Name of party	Outstanding Balance	Terms & Condition	Detail of Guarantee
Mr. Munsur Ahamed	Nil	Nil	Nil

c) Provision for doubtful debts related to the amount of outstanding Balance:

Name of party	Outstanding Balance	Provision for Doubtful Debts
Mr. Munsur Ahamed	Nil	Nil

d) The expense recognized as bad or doubtful debts:

Name of party	Outstanding Balance	Bad or Doubtful Debts
Mr. Munsur Ahamed	Nil	Nil

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(a) no compensation was made to the Managing Director of the company except as stated above
(b) no amount was spent by the company for compensating any member of the Board of Directors except as stated in above.

37.00 Attendance Status of Board Meeting of Directors

During the year ended 30 June, 2025 there were eight Board Meetings were held. The attendance status of all the meetings is as follows:

Name of the Directors	Designation	Meeting held	Attendance
Mrs. Morsheda Ahmed	Chairman	08	08
Mr. Munsur Ahamed	Managing Director	08	08
Mohammad Abdul Motaleb	Independent Director	08	07
Md. Nazrul Islam Bhuiyan	Independent Director	08	07
Md. Shafiqul Islam	Independent Director	08	06

38.00 Payment/Perquisites to Directors:

During the year no other compensation was allowed by the company to the Directors except executive compensation received by Chairman as Director (Admin.) and Managing Director.
No amount of money was expended by the company for compensating any member of the board special services rendered other than the above.
No board meeting attendance fees was paid to the Directors of the Company.

39.00 Audit Fees:

Auditors remuneration comprises annual audit fees only.

40.00 Un-availed Credit Facilities:

There are no credit facilities available to the Company under any contract (other than credit available in ordinary course of business) at the Statement of Financial Position date .

41.00 No board meeting attendance fees has been given to the Board of Directors.

42.00 Contingent Liabilities:

a. The company has a contingent liability aggregating Taka 7,382,136 claimed by VAT Authority as VAT & penalty on differential amount of sales against production during the year May, 2005 to June, 2008. The Company has made deposition several times to concern VAT Authority with proper grounds protesting the claim. As such the Company has filed petition to the High Court which is Subjudice.

Commissioner, Customs Excise & VAT, Dhaka-West Dhaka issued a show cause notice demanding VAT on

b. The company has another contingent liability aggregating Taka 204,878,950 claimed by VAT Authority as VAT & penalty on differential amount of sales against production during the year 2010-2011 to 2014-2015. The Company has made deposition several times to concern VAT Authority with proper grounds protesting the claim. As such the Company has filed petition to the High Court which is Subjudice. There is no updated status till 04 November 2025.

c. The company has another contingent liability aggregating Taka17,864,965 claimed by VAT Authority as VAT & Penalty on differential amount of sales against production during the year October 2014 to January 2017. The Company has made deposition several times to concern VAT Authority with proper grounds protesting the claim. As such the Company has filed petition to the High Court which is Subjudice.There is no updated status till 04 November 2025.

43.00 Internal Control:

The following steps have been taken for implementation of an effective internal control procedure of the company:

a. A strong internal control and compliance division has been formed with a view to establish a well designated system of internal control;

b. Regular review of internal audit reports with a view to implement the suggestion of internal auditors in respect of internal control technique;

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c. To establish an effective management system that includes planning, organizing and supervising culture in the factory as well as at head office.

44.00 Segment Reporting:

As there is single business and geographic segment within the company operates as such no segment reporting is felt necessary.

45.00 General:

All the figures in the financial statements represent Bangladeshi taka currency (BDT) rounded off to the nearest figure.

The comparative information has been disclosed of 2024-2025 for all numerical information in the financial statements and also the narrative and descriptive information as found relevant for understanding of the current years financial statements.

To facilitate comparison, certain relevance balances pertaining to the previous year have been rearranged or reclassified whenever considered necessary to conform to current year presentation.

46.00 Events after reporting period:

The is no significant events after reporting period.

47.00 Financial Risk Measurement:

The management of Company has overall responsibility 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 risks for its use of financial instruments.

-Credit risk;
-Liquidity risk;
-Market risk;
- Currency 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 is monitored on an ongoing basis. 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 cash and cash equivalent to meet expected operational expenses including financial obligations 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.

Market risk:

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

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.

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48.00 Disclosure as per requirement of Schedule XI, Part II of the Companies Act, 1994:

A. Disclosure as per requirement of Schedule XI, Part II, Note 5 of Para 3:
Employee position of the company as at 30 June, 2025:

Salary (Monthly)	Officer & Staff		Worker	Total Employees
	Factory	Head Office		
Below Tk. 8,000/-	15	-	36	51
Above Tk. 8,000/-	24	1	-	25
for the year ended 30-06-2025	**39**	**1**	**36**	**76**
for the year ended 30-06-2024	**38**	**1**	**35**	**74**

B. Disclosure as per requirement of Schedule XI, Part II, Para 4:

Name of Directors	Designation	Basic Salary	Others	Total payment on 30-06-2025	Total payment on 30-06-2024
Mrs. Morsheda Ahmed	Chairman	-	-	-	-
Mr. Munsur Ahamed	Managing Director	-	-	-	-
Mrs. Arjuman Naziz	Independent Director	-	-	-	-
Mr. Md. Abdur Rahman (Rakib)	Independent Director	-	-	-	-
Mr. Abdul Motalab	Independent Director	-	-	-	
Total		-	-	-	-

Period of payment to Directors is from 01 July 2024 to 30 June 2025.
The above Directors of the company did not take any benefit from the Company and the follows:
a. Expenses reimbursed to the managing agent-Nil
b. Commission or other remuneration payable separately to a managing agent or his associate-Nil
c. 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 such concerns with the company-Nil
d. The money value of the contracts for the sale or purchase of goods and materials or supply of services, enter into by the company with the managing agent or his associate during the financial year-Nil
e. Any other perquisites or benefits in cash or in kind stating-Nil
f. Other allowances and commission including guarantee commission-Nil
Pensions, etc.-
1) Pensions-Nil
2) Gratuities-Nil
3) Payment from Provident Fund-Nil
4) Compensation for loss of office-Nil
5) Consideration in connection with retirement from office-Nil

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C. Disclosure as per requirement of Schedule XI, Part II, Para 7:

Details of production capacity utilization:

Item	Unit	Production Capacity	Actual Production	Capacity Utilization
Tablet & Capsule	Million Pcs	160	38.70	24.19%
Liquid & Ointment	Million Pcs	-	-	0.00%

D. Disclosure as per requirement of Schedule XI, Part II, Para 8:

Raw materials, spare parts, packing materials and capital machinery:

Items	Total Purchase (BDT)	Consumption (BDT)	% of consumption of
Raw Materials	15,412,784	14,128,021	91.66%
Spare Parts	-	1,124,576	0.00%
Packing Materials	3,122,392	1,353,239	43.34%
Total	**18,535,176**	**16,605,836**	

i) The company has not incurred any expenditure in foreign currencies for the period from 01 July 2024 to 30 June 2025 on account of royalty, know-how, professional fees, consultancy fees and interest;

ii) The company has not earned any foreign exchanges for royalty, know-how, professional fees, consultancy fees and interest;

iii) No export has been made during the period from 01 July 2024 to 30 June 2025.

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E. Disclosure as per requirement of Schedule XI, Part II, Para 3:

Requirements under Condition No.	Compliance status of disclosure of Schedule XI, Part II, Para 3
3(i)(a) The turnover.	Complied
3 (i)(b) Commission paid to the selling agent.	Not Applicable
3(i)(c) Brokerage and discount on sales, other than the usual trade discount	Not Applicable
3(i)(d)(i) The value of the raw materials consumed, giving item wise as possible.	Complied
3(i)(d)(ii) The opening and closing stocks of goods produced.	Complied
3(i)(e) In the case of trading companies, the purchase made and the opening and closing stocks.	Complied
3(i)(f) In the case of companies rendering or supplying services, the gross income derived from services rendered or supplied.	Not Applicable
3(i)(g) Opening and closing stocks, purchases and sales and consumption of raw materials with value and quantity break-up for the company, which falls under one or more categories i.e. manufacturing and/or trading.	Complied
3(i)(h) In the case of other companies, the gross income derived under different heads	Not Applicable
3(i)(i) Work-in-progress, which have been completed at the commencement and at the end of the accounting period.	Complied
3(i)(j) Provision for depreciation, renewals or diminution in value of fixed assets.	Complied
3(i)(k) Interest on the debenture paid or payable to the Managing Director, Managing Agent and Manager.	Not Applicable
3(i)(l) Charge of income tax and other taxation on profits.	Complied
3(i)(m) Revised for repayment of share capital and repayment of loans.	Complied
3(i)(n)(i) Amount set aside or proposed to be set aside, to reserve, but not including provisions made to meet any specific liability, contingency or commitment, know to exist at the date as at which the balance sheet is made up.	Not Applicable
3(i)(n)(ii) Amount withdrawn from above mentioned reserve	
3(i)(o)(i) Amount set aside to provisions made for meeting specific liabilities, contingencies of commitments.	Not Applicable
3(i)(o)(ii) Amount withdrawn from above mentioned provisions, as no longer required.	Not Applicable
3(i)(p) Expenditure incurred on each of the following items, separately for each item: (i) Consumption of stores and spare parts (ii) Power and Fuel (iii) Rent (iv) Repairs of Buildings (v) Repairs of Machinery (vi) (1) Salaries, wages and bonous (2) Contribution to provident and other funds (3) Worksmen and staff welfare expenses to the extent not adjusted from any previous provision or reserve.	Complied

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F. Disclosure of Advances, Deposits and Pre-payments of Schedule XI of the Companies Act, 1994:

The details break-up of Advances, Deposits and Pre-payments as per requirement of Schedule XI of the Companies Act, 1994 as stated below:

Particulars	30 June 2025	30 June 2024
Advances, Deposits and Pre-payments exceeding 6 months	287,060,405	287,058,459
Advances, Deposits and Pre-payments not exceeding 6 months	Nil	Nil
Other Advances, Deposits & Pre-payments less provision	Nil	Nil
Advances, Deposits and Pre-payments considered good and secured	Nil	Nil
Advances, Deposits and Pre-payments considered goods without security	Nil	Nil
Advances, Deposits and Pre-payments considered doubtful or bad	Nil	Nil
Advances, Deposits and Pre-payments due by Directors	Nil	Nil
Advances, Deposits and Pre-payments due by other officers (against salary)	-	-
Advances, Deposits and Pre-payments due from companies under same management	-	-
Maximum Advances, Deposits & Pre-payments due by Directors	Nil	Nil
Maximum Advances, Deposits & Pre-payments due by Officers at any time	Nil	Nil

These financial statements should be read in conjunction with the annexed notes and were approved by the Board of Directors on 04 November 2025 and were signed on its behalf by :

Ashraf Uddin & Co. Chartered Accountants

CENTRAL PHARMACEUTICALS LIMITED

Schedule of Property, Plant & Equipment
for the year ended 30 June 2025

Annexure-A

Particulars	Cost				Depreciation				Written down value as at 30 June 2024
	Balance as at 01 July 2024	Addition during the year	Revaluation Reserve	Balance as at 30 June 2025	Rate %	Balance as at 01 July 2024	Charged during the year	Balance as at 30 June 2025	
Land & Land Development	856,422,000	-	-	856,422,000	-	-	-	-	856,422,000
Factory Building	188,011,368	-	-	188,011,368	10%	132,711,867	5,529,950	138,241,817	49,769,551
Plant & Machinery	573,454,000	-	-	573,454,000	10%	431,938,044	14,151,596	446,089,640	127,364,360
Electric Equipment	8,641,920	-	-	8,641,920	10%	4,312,557	432,936	4,745,493	3,896,427
Office Decoration	17,682,707	-	-	17,682,707	10%	12,512,623	517,008	13,029,631	4,653,076
Office Equipment	9,381,223	-	-	9,381,223	10%	7,981,610	139,961	8,121,571	1,259,652
Furniture & Fixture	13,086,326	-	-	13,086,326	10%	9,155,172	393,115	9,548,287	3,538,039
Motor Vehicle	4,537,506	-	-	4,537,506	10%	4,350,384	18,712	4,369,096	168,410
Books	158,399	-	-	158,399	0%	-	-	-	158,399
Laboratory Test Equipment	19,064,829	-	-	19,064,829	15%	16,195,243	430,438	16,625,681	
As at 30-06-2025	**1,690,440,278**	**-**	**-**	**1,690,440,278**		**619,157,500**	**21,613,716**	**640,771,216**	**1,047,229,914**
As at 30-06-2024	**1,472,597,830**	**-**	**217,842,448**	**1,690,440,278**		**595,114,125**	**34,633,438**	**629,747,563**	**1,060,692,715**

#REF!

Allocation of Depreciation:	Amount (Tk) 2024-2025	Amount (Tk) 2023-2024
Impairment Loss	-	10,590,063
Manufacturing Overhead	20,544,920	22,855,822
Administrative	1,068,796	1,187,553
Total	**21,613,716**	**34,633,438**

CENTRAL PHARMACEUTICALS LIMITED

Schedule of Intangible Assets
for the year ended 30 June 2025

Particulars	Cost				Depreciation				Written down value as at 30 June 2024
	Balance as at 01 July 2024	Addition during the year	Revaluation Reserve	Balance as at 30 June 2025	Rate %	Balance as at 01 July 2024	Charged during the year	Balance as at 30 June 2025	
IT Software-Accounting Software	75,000	-	-	75,000	10%	53,819	2,118	55,937	19,063
Share Management Software	200,000	-	-	200,000	10%	143,514	5,649	149,163	50,837
Website Development	52,500	-	-	52,500	10%	37,673	1,483	39,156	13,344
As at 30-06-2025	**327,500**	**-**	**-**	**327,500**		**235,006**	**9,250**	**244,256**	**83,244**
As at 30-06-2024	**327,500**	**-**	**-**	**327,500**		**224,729**	**10,277**	**235,006**	**92,494**

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CENTRAL PHARMACEUTICALS LIMITED

Deferred Tax Shedule
for the year ended 30 June 2025

Annexure-A

Particulars	Cost				Depreciation				Written down value as at 30 June 2025
	Balance as at 01 July 2024	Addition during the year	Revaluation Reserve	Balance as at 30 June 2025	Rate %	Balance as at 01 July 2024	Charged during the year	Balance as at 30 June 2025	
Land & Land Development	638,579,552	-	217,842,448	856,422,000	-	-	-	-	856,422,000
Factory Building	188,011,368	-	-	188,011,368	10%	170,973,637	1,703,773	172,677,410	15,333,958
Plant & Machinery	573,454,000	-	-	573,454,000	10%	527,261,262	4,619,274	531,880,536	41,573,464
Electric Equipment	8,641,920	-	-	8,641,920	10%	7,945,798	69,612	8,015,410	626,510
Office Decoration	17,682,707	-	-	17,682,707	10%	16,080,287	160,242	16,240,529	1,442,178
Office Equipment	9,381,223	-	-	9,381,223	10%	8,531,089	85,013	8,616,102	765,121
Furniture & Fixture	13,086,326	-	-	13,086,326	10%	11,900,433	118,589	12,019,022	1,067,304
Motor Vehicle	4,537,506	-	-	4,537,506	10%	4,172,002	36,550	4,208,552	328,954
Books	158,399	-	-	158,399	25%	150,646	1,938	152,584	5,815
Laboratory Test Equipment	19,064,829	-	-	19,064,829	10%	17,337,160	172,767	17,509,927	
As at 30-06-2025	**1,472,597,830**	**-**	**217,842,448**	**1,690,440,278**		**764,352,314**	**6,967,758**	**771,320,072**	**917,565,304**
As at 30-06-2024	**1,472,597,830**	**-**	**217,842,448**	**1,690,440,278**		**756,609,928**	**7,742,386**	**764,352,314**	**926,087,964**

CENTRAL PHARMACEUTICALS LIMITED

Deferred Tax Shedule
for the year ended 30 June 2025

Particulars	Cost				Depreciation				Written down value as at 30 June 2025
	Balance as at 01 July 2024	Addition during the year	Revaluation Reserve	Balance as at 30 June 2025	Rate %	Balance as at 01 July 2024	Charged during the year	Balance as at 30 June 2025	
IT Software-Accounting Software	75,000	-	-	75,000	10%	73,512	149	73,661	1,339
Share Management Software	200,000	-	-	200,000	10%	196,034	397	196,431	3,569
Website Development	52,500	-	-	52,500	10%	51,459	104	51,563	937
As at 30-06-2025	**327,500**	**-**	**-**	**327,500**		**321,005**	**650**	**321,655**	**5,845**
As at 30-06-2024	**327,500**	**-**	**-**	**327,500**		**320,283**	**722**	**321,005**	**6,495**

Ashraf Uddin & Co. Chartered Accountants Dhaka

Calculation of Deferred Tax Liabilities as on 30 June, 2025:

Particulars	Carrying Amount	Tax Base	Tax Rate Temporary Difference	22.50% DTL (+) / DTA (-)
NON-CURRENT AND CURRENT ASSETS				
Property, Plant & Equipment	1,049,669,062	919,120,206	130,548,856	29,373,493
Intangible Assets	83,244	5,845	77,399	17,415
Deferred Tax Liability				**29,390,908**

So, Deferred Tax Expense/(Income) for the period from 01 July, 2024 to 30 June, 2025 is as follows:

Deferred Tax Liability as on 30 June, 2025	29,390,908
Deferred Tax Liability as on 30 June, 2024	30,305,419
Deferred Tax (Income) for the year ended 30 June, 2025	**(914,511)**

Ashraf Uddin & Co. Chartered Accountants Dhaka

Schedule of Spare Parts & Supplies
for the year ended 30 June, 2025

Inventories: 10,327,489.00

Finished Goods

Sl. No	Product Name	Quantity/Batch (Pcs)	Stock Value
1	Acelon-100 mg Tablet	380	22800
2	Antrin Tablet	13445	470575
3	Azitor-500 mg Tablet	4883	756865
4	Centamol Plus Tablet	90	8550
5	Central Gold Tablet (Pot)	2234	134040
6	DOS Tablet	64	5120
7	DP Done-10 mg Tablet	17187	515610
8	Etoricoxib-120 mg	705	42300
9	Etoricoxib-90 mg	223	13380
10	Fexotrol 120 mg Tab.	284	26980
11	Fexotrol 180 mg Tab.	71	3905
12	Flujale Capsule	99	4455
13	KPR-10mg Tablet	725	32625
14	Montelukast-10	113	5650
15	Neoflox-500 mg Tablet	206	19570
16	OC-20 Capsule	630	63000
17	PC-20 Tablet	789	23670
18	Rupatadine-10 mg	47	2820
19	Tolfenamic Acid	112	8400
20	VIA-FIL-20mg Tab.	113	3390
21	Vita-C Tablet	294	49,980
22	Cenet Tab	30	69,420
	Total		**2283105**

Raw Materials

Sl. No.	Name of Materials Active	Quantity (kg/pcs)	Value.(Taka)
1	Ascorbic Acid	107.800	97020/-
2	Ascorbic Acid (Coated)	10.100	8080/-
3	Boron Citrate	0.644	4508/-
4	Calcium Carbonate	21.300	1704/-
5	Chromium Chloride	0.212	2544/-
6	Cupric Oxide	0.510	3570/-
7	Ferrous Sulphate (Dried)	20.174	3228/-
8	Folic Acid	0.320	2560/-
9	Lulers	0.744	3720/-
10	Magnesium Oxide	7.800	7020/-

Sl. No.	Name of Materials Active	Quantity (kg/pcs)	Value.(Taka)
11	Nickel (11) Sulphate Heptahydrate	0.136	3200/-
12	Nicotinamide	5.400	4320/-
13	Potasium chloride	106.820	20296/-
14	Putaxium lodide	0.045	1350/-
15	Pyridoxine HCIV	20.400	71680/-
16	Riboflavine Plaint Via B	15.620	46060/-
17	Sod. Ascorbate	269.200	255740/-
18	Sodium chloride	4.635	927/-
19	Sodium Metavanadium	0.200	10200/-
20	Sodium Molybdate-z-hydrate	0.050	3510/-
21	Sodium Selenate AR Anhy.	0.080	5881/-
22	Stanus chioride (Tin)	0.075	
23	Thiamine Mononitrated(Vit-B1)	22.900	34350/-
24	Vitamin A Acetate	2.650	17225/-
25	Vitamin Bio (1%) Cyanocobalamin	23.103	
26	Vitamin D3 Dry	16.098	64392/-
27	Vitamin E Acetate	4.810	10101/-
28	Vitamin-K	1.340	33500/-
29	Zinc Oxide BP	8.820	8820/-
30	Arrosil-200	10.90	8720/-
31	Avicel PH-101	50.588	30353/-
32	Avicel-102	1.00	
33	Croscarmellose Sodium	37.987	56980/-
34	Crospovidone	12.100	12100/-
35	Di-Calcium Phosphate	97.305	17028/-
36	Gum Accacia	32.300	16150/-
37	Lactose Monohydrate	791.265	316506/-
38	Magnesium Stearate	19.800	7920/-
39	Mannitol	12.600	75657-
40	Methocel k15	25.00	17500/-
41	Maize Starch	271.697	27170/-
42	Povidone K-30	186.486	205135/-
43	Pregelatinized Starch	3.873	5810/-
44	Sodium Starch Glycolate	62.100	55890/-
45	Sugar/Sucrose	249.200	37380/-
46	Talc powder	87.495	10500/-
47	Tween-80	8.800	6160/-
48	Eudragit L-100	9.800	26460/-
49	Green lake colour	8.436	59052/-
50	Hydroxy Propyl Methyl Cellulose (H.P.M.C.)	49.100	83470/-
51	Polyethylene Glycol-6000 (P.E.G.-6000)	24.800	24800/-
52	Sodium Lauryl sulphate	0.986	9860/-
53	Titanium Di-Oxide	16.112	19334/-
54	Brown Lack Colour	1.483	17796/-
55	Blue Ccolour	0.991	11892/-
56	FDC Red No-40	0.371	1855/-

Sl. No.	Name of Materials Active	Quantity (kg/pcs)	Value.(Taka)
57	Lemon Yellow colour	1.247	3741/-
58	Orange Flavour Dry	17.192	68768/-
59	Orange Red Colour	0.496	2480/-
60	Pink Colour	1.228	14736/-
61	Quinoline Yellow Lack Colour	2.00	6000/-
62	Raspberry Red Colour	0.966	11592/-
63	Vanilla Flavour	0.818	9816/-
64	OC-20 Cap. Empty Shell	180000	28500/-
65	Sucralose	3.493	15719/-
	Total Value		**1977880/-**

Packing Materials

Sl. No.	Name of Materials	Quantity (kg/pce)	Value.(Taka)
1	Antrin Tab. Aln. Foil	14.00	14000/-
2	Antrin Tab. Carton	14000	56000/-
3	Acelon Tab. Als. Foil	56.500	56500/-
4	Azitor 10 Tab. Alu. Print Foil	58.00	58000/-
5	Azitor 10 Tab. Carton	1000	5000/-
6	Benzalic Oint, tube	4436	17744/-
7	Centamol PlusTab. Alu. Print Foil	16.700	16700/-
8	Centamol Plus Tab. Carton (Small) Red	2603pes	8700/-
9	Centamol Plus Tab. Carton (Small)white	6700pcs	26800/-
10	Centamol Plus Tab. Carton (Big) white	3500pcs	22750/-
11	Centamol Plus Tab. Carton (Small)white	13075pcs	52300/-
12	Centamol Plus Tab. Carton (Big) white	5795pcs	37668/-
13	Cenet Tab. Alu. Print Foil	25.200	25200/-
14	Cenet Tab. Carton	1000	4000
15	Central Gold Tab. Pot with Cap	7000	50400
16	Central Gold 30Tab. Carton	22400	89600/-
17	Central Gold 30Tab. Label	17000	34000/-
18	C-BZ Syp. Carton	15000	37500/-
19	C-BZ Syp. Label	5917	2366/-
20	C- BZ Syp. Literature	37362	14944/-
21	Dp-Done Tab, Carton		6400/-
22	Dos Tab. Pot with Cap	4000	28000/-
23	Dos Tab. Label	2209	882/-
24	Dos Tab. Label (new)	6000	
25	Dos Tab. Strip Foil (new)	47.00	47000/-
26	Dos Tablet Strip Carton	2000	1000/-
27	Diclon-50 Tab. Alu. Print Foil	254.520	254520/-
28	Diclon-50 Tab. Carton	2200	4400/-
29	Diclon-SR Cap. Alu. Print Foil	83.48	83480/-
30	Diclon-SR Cap. Carton	7888	19720/-
31	Easy ORS Strip Foil	5.00	
32	Etoricoxib-120mg Tab Print Foil	28.00	28000/-

Sl. No.	Name of Materials	Quantity (kg/pce)	Value.(Taka)
33	Etoricoxib-90mg Tab Print Foil	15.00	15000/-
34	Etoricoxib-90mg Tab. Carton	12000	36000/-
35	Ferofol-Z Cap. Alu. Print Foil	43.00	43000/-
36	Ferofol-Z Cap. Carton	5000	15000/-
37	Flujale Cap. Alu. Print Foil	60.00	60000/-
38	Flujale Cap. Carton	3333	133321
39	Fexotrol-120 Tablet Print Foil	20.00	20000/-
40	Fexotrol-120 Tablet Carton	12000	
41	Fexotrol-180 Tablet Print Foil	17.00	17000/-
42	Fexotrol-180 Tablet Carton	1500	9750/-
43	G1-80-Tab. Alu. Foil	40.920	30683/-
44	K.P.R Tab. Alu. Print Foil	47.00	4700/-
45	K.P.R Tab. Carton	5000	20000/-
46	K.P.R Tab. Carton (New)	28000	112000/-
47	Karbon-5 mg Tab. Alu. Print Foil	20.00	20000/-
48	M-Form Tab. Alu. Foil	21.61	16200/-
49	Montilukast-10 Tablet Print Foil	29.00	29000/-
50	Neoflox Tab. Alu. Print Fojl	29.800	29502/-
51	Neoflox Tab. Carton	60000	210000/-
52	OC-20 Cap. Carton	15000	75000/-
53	O.S.T Tab. Alu. Print Foil	9.600	9600/-
54	PC-20 Tab. Carton	26100	194400/-
55	Rupatadine Tab. Print Foil	23.00	23000/-
56	Rupatadine Tab. Carton	20000	75000/-
57	Tolfenamic Print Foil	20.00	20000/-
58	Tolfenamic Carton	7600	22800/-
59	Vita-CTab. Carton	5000	35000/-
60	Via-Fil-20mg Tab. Alu. Print Foil	28.05	21000/-
61	Via-Fil-20mg Tab Catton	16750	586251/-
62	Via-Fil-10mg Tab. Alu. Print Foil	27.460	20595/-
63	Via-Gram 100mg Tab. Alu Print Foil	400	3000/-
64	Via-Gram 100mg Tab. Carton	600	1800/-
65	Via-Gram 50mg Tab. Als Print Foil	31.670	27750/-
66	Master Carton (Acelon)	375	24375/-
67	Master Carton (Common)	775	50,375/-
68	Master Carton (Centamol Plus)	50	2250-
69	Master Carton (Neoflox)	250	11250/-
70	Master Carton (Des Pot)	150	4800
71	Master Carton (Dos Boxes)	450	15000/-
72	P.V.C-219 mm (Transprant)	340.00	88470/-
73	P.V.C-206 mm (Transprant)	1554.500	416606/
74	P.V.C-195mm (Transprant	70.00	18900/-
75	P.V.C-165mm (Transprant)	60.700	15479/-
76	Aln-Al219/220 mm Foil	49.700	49700/-
77	Als-Alu208 mm Foil	157,200	157200/-
78	Alu. Print Round Foil	1.400	1680/-
79	225ml O/A Glass Bottle	4320	21600/-

Sl. No.	Name of Materials	Quantity (kg/pce)	Value.(Taka)
80	100ml R/C Pet Bottle	4335	21675/-
81	75ml R/A Glass Bottle new	444	2220/-
82	28mm P.P Cap (Normal)	60000	66000/-
83	28mm P.P Cap (Higher hight)	16000	17600/-
	Total Value		**3382894/-**

Work in Process

Sl. No.	Product Name	Quantity/Batch (pcs)	Stock Value
1	Acelon-100mg Tab	9000	540000/-
2	Neoflox-500mg Tab	5987	568765/-
3	KPR-10mg Tab	6250	281250/-
4	Fexotrol-120mg Tab	4140	393300/-
5	Rupatadine-10mg Tab	7786	467160/-
6	Flujale Cap.	2667	120015/-
7	Centamol Plus	3296	313120/-
	Total		**2683610/-**

Schedule of Spare Parts & Supplies
for the year ended 30 June, 2025

Spare Parts & Supplies:

Sl. No	Product Name	Quantity/Batch (Pcs)	Stock Value
A	**Hoong A1**		
1.	Guid Real	4 set	522.720
2	Forming Plate		
3	Sealing Plate		
4	Cooling Plate		
5	Air Plate		
6	Cuter	2 set	486,178
B	**Fluid Bed dryer 60 kg**		
1	Trolley Deying Pan	6 set	787,500
2	Finger Bag	8 set	300,000
C	**Fluid Bed dryer 30 kg**		
1	Trolley Deying Pan	5 set	726,000
2	Finger Bag	7 set	262,500
D	**Hand Capsule Machine**		
1	Casing Plate	2 set	25,500
2	Loader Plate	3 set	23,625
E	**Liquid Filling Machine**		
1	Star Wheel	7 set	218,750
2	Channel	4 set	62,500
F	**Hoong A 2 (Alu-Alu set)**		
1	Guid Real	3 set	1,162,500
2	Forming Plate		
3	Sealing Plate		
4	Cooling Plate		
5	Air Plate		
6	Cuter	3 set	689,700
G	**Strip Machine 1**		
1	Hopper	2 set	133,100
2	Dish	1 set	37,500
3	Channel Chute	2 set	62,500
4	Sealing Roller	3 set	112.500
H	**Strip Machine 2**		
1	Hopper	1 set	66,550
2	Dish	2 set	75,000
3	Channel Chute	3 set	93,750
4	Sealing Roller	1 set	37,500
I	**Hoong A 3 (Alu-Alu set)**		
1	Guid Real	3 set	762,483
2	Forming Plate		
3	Sealing Plate		
4	Cooling Plate		
5	Air Plate		
6	Cuter	5 set	17.54,805

J	**Strip Machine 4**		
1	Hopper	5 set	332,750
2	Dish	2 set	75,000
3	Channel Chute	3 set	93,750
4	Sealing Roller	2 set	75,000
K	**Tablet Compression Machine 1 (China)**		
1	Punch	2 set	589,270
2	Hopper	2 set	87,500
3	Channel	2 set	31,250
4	Feed Frame	1 set	29,375
L	**Strip Machine 3**		
1	Hopper	2 set	199.650
2	Dish	2 set	75,000
3	Channel Chute	1 set	31,250
4	Sealing Roller	2 set	75,000
M	**Coating Machine 1 (China)**		
1	Pump	1 set	181.500
2	Spray Gun	2 set	187,500
N	**Tablet Compressin Machine (Clit)**		
1	Punch	1 set	1,70,000
2	Hopper	3 set	131,250
3	Channel	2 set	31,250
4	Feed Frame	3 set	90,000
O	**Tablet Compressin Machine (Manesty)**		
1	Punch	1 set	2,90,400
2	Hopper	5 set	2,18,750
3	Channel	2 set	34,000
4	Feed Frame	2 set	87,500
	Others		**1.55.454**
	Total		**1.16.75.560**

Detailed Break-up of Share Issued

Up to 30 June,2025

Date	Particulars	No. Shares Increased	Face Value	Increased Value (in Taka)	Cumulative Paid up Capital (in Taka)
13.11.1980	As per MOA & AOA	600	100	60,000	60,000
26.12.1982	Capital Raising	21,900	100	2,190,000	2,250,000
24.06.2010	Capital Raising	9,775,000	10	97,750,000	100,000,000
06.12.2011	Capital Raising	38,000,000	10	380,000,000	480,000,000
27.06.2013	Initial Public Offering	14,000,000	10	140,000,000	620 000,000
20.11.2013	15% Bonus	9,300,000	10	93,000,000	713 000,000
23.10.2014	15% Bonus Shares + 5% Cash	10,695,000	10	106,950,000	819,950,000
13.12.2015	15% Bonus	12,299,250	10	12,299,2500	942,942,500
11.12.2016	10% Bonus Shares	9,429,425	10	9,429,4250	1,037,236,750
27.12.2017	10% Bonus Shares	10,372,367	10	10,372,3670	1,140,960,420
29.12.2018	5% Bonus Shares	5,704,802	10	5,704,8020	1,198,008,440
30.12.2019	1% Cash.	-	10	-	1,198,008,440
30.12.2020	No Dividend	-	10	-	1,198,008,440
30.12.2021	No Dividend	-	10	-	1,198,008,440
29.12.2022	No Dividend	-	10	-	1,198,008,440
28.12.2023	No Dividend	-	10	-	1,198,008,440
30.12.2024	No Dividend	-	10	-	1,198,008,440

Shareholder's Note :

CENTRAL PHARMACEUTICALS LTD.

Registered office: 2-A/1, South-West Darus Salam Road, Mirpur-01, Dhaka-1216.

PROXY FORM

I/We.....
of.....
being a member of Central Pharmaceuticals Limited do hereby appoint.

Mr./Mrs/Miss..... of ..... as my proxy to attend and vote for me/us and on my/our behalf at the 45th Annual General Meeting of the company, to be held on the Tuesday, 30 December, 2025 at 11:30 A.M., Hall Patio, Gulshan Club Limited. House # Nwj/2/A, Bir Uttom Sultan Mahmud road,Gulshan-02, Dhaka-1212, Bangladesh. This meeting will be arranged by hybrid Category,
As witness my / our hand this Tuesday, 30 December, 2025.

AFFIX 10 TK STAMP

(Signature of the proxy)

Dated: .....

(Signature of the Shareholder)
Reg. Folio/BOID #
Dated: .....

NOTE:

1) A member entitled to attend and vote at the 45th Annual General Meeting may appoinr at Proxy to attend and vote in his/her stead. 2) The Proxy Form, duly completed, stamped and signed must be deposited at least 48 hours before the meeting at the company's Registered Office.

Link: https://cpl.bdvirtualagm.com

CENTRAL PHARMACEUTICALS LTD.

Registered office: 2-A/1, South-West Darus Salam Road, Mirpur-01, Dhaka-1216.

ATTENDANCE SLIP

I/ do herby record my attendance at the 45th Annual General Meeting being held on the Tuesday, 30 December, 2025 at 11:30 A.M., Hall Patio, Gulshan Club Limited. House # Nwj/2/A, Bir Uttom Sultan Mahmud road,Gulshan-02, Dhaka-1212, Bangladesh. This meeting will be arranged by hybrid category.

Name of Member/Proxy .....

Folio/BO No | | | | | | | | | | | | | | | | | |

Note:

Signature
Dated: .....

(i) Share holders attending the meeting in person or by Proxy are requested to complete the attendance Slip.
(ii) Signature of shareholder should confirm to the specimen signature recorded with the company.
(iii) Please bring this attendance slip with you. Admission into the meeting room will not be allowed without it

Link: https://cpl.bdvirtualagm.com


Certificate
Best Enterprise
CENTRAL PHARMACEUTICALS LTD.
Has been recognized as one of 'Best Enterprises'
in the field of pharmacy, Bangladesh
The Socrates Committee



Central Pharmaceuticals Ltd.

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