Sustaining Momentum



Annual Report 2025

Linde Bangladesh Limited

Our Vision

We are committed to fulfilling our vision to be the best performing global industrial gases and engineering company, where our people deliver innovative and sustainable solutions for our customers in a connected world.

Our Mission

We live our mission of making our world more productive every day. Through our high-quality solutions, technologies and services we are making our customers more successful and helping to sustain and protect our planet.

Our Strategic Direction

We will work as One Linde to build on our individual and collective strengths across a larger global footprint. We will increase network density in core industrial gas geographies and will execute our robust backlog. We are fully committed to capturing the full value of the merger.

Our Core Values

Safety

We put safety first. We believe all incidents are preventable, and our goal is no harm to people, communities or the environment. We continuously work to improve our safety culture and performance worldwide.

Integrity

We always strive to achieve our goals ethically, and with the highest integrity. We expect transparent and respectful interactions between management, employees and our business partners, consistent with our Code of Business Integrity.

Community

We are committed to improving the communities where we live and work. Our charitable contributions, along with employee volunteerism, support initiatives that make important and sustainable contributions to our world.

Inclusion

We embrace diversity and inclusion in order to attract, develop and retain the best talent and build high-performing teams. By hearing all voices and benefiting from diverse opinions, thoughts and perspectives, we achieve our full promise and potential.

Accountability

We hold ourselves accountable for our performance, individually and collectively. We focus both on what we accomplish and how we accomplish it, and we are committed to delivering on individual and company goals.

Sustaining Momentum

At Linde Bangladesh, breakthrough performance is never accidental. Growth is engineered through clear priorities, targeted investments, and a winning attitude that is renewed every day through disciplined execution, resilience, and leadership at all levels. We apply the same operational rigour to growth as we do to safety and reliability, ensuring that every step forward is sustainable, value accretive, and contributes to sustaining momentum across the business.

Being number one is not a position we claim; it is a standard we earn daily through perseverance, clarity of intent, and the consistent ability to deliver results. In a dynamic operating environment, challenges are not barriers but catalysts - driving us to adapt faster, innovate more effectively, and execute with greater precision. This resilience by design enables us to navigate uncertainty with confidence while sustaining momentum and continuously strengthening our capabilities.

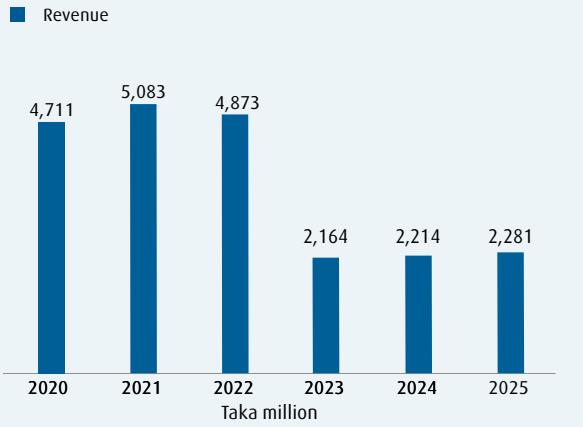
Across the organization, this philosophy translates into accountability at every level. For us, leadership is ultimately defined by outcomes - not intentions. With strong collaboration and a shared commitment to excellence, growth moves beyond strategy into execution, building and sustaining momentum while positioning Linde Bangladesh to deliver long-term value for our customers, partners, and stakeholders.

Financial History.

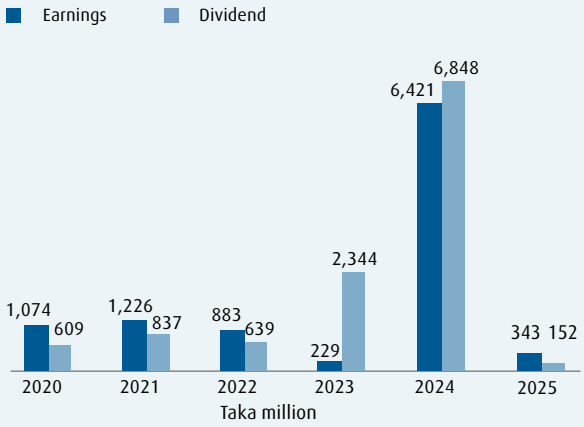
		2020	2021	2022	2023	2024	2025
Revenue	'000 Taka	4,711,417	5,082,840	4,873,004	2,164,337	2,214,080	2,281,481
Profit before tax	''	1,444,876	1,494,345	1,135,084	349,652	7,628,003	432,674
EBITDA	''	1,681,684	1,774,568	1,459,629	580,270	7,977,379	700,669
Taxation	''	(371,267)	(268,569)	(251,789)	147,358	1,231,438	134,685
Deferred tax	''	30,602	(54,617)	1,957	(26,347)	(24,701)	(45,993)
Earnings	''	1,073,609	1,225,776	883,295	228,641	6,421,266	343,982
Final Dividend proposed	''	608,731	837,005	639,168	-	608,731	152,183
Interim Dividend paid	''	-	-	-	23,436,151	6,239,495	-
General reserve *	''	5,261,654	5,867,479	5,896,130	5,497,860	3,337,938	3,048,335
Share capital	''	152,183	152,183	152,183	152,183	152,183	152,183
Revaluation Reserve	''	-	-	-	-	-	-
Shareholder's equity*	''	5,413,837	6,019,662	6,048,313	5,650,043	3,490,121	3,200,517
Net fixed assets	''	3,436,945	3,379,547	3,298,221	2,794,831	2,600,121	2,467,372
Depreciation and impairment	''	309,996	303,062	305,901	259,874	318,183	283,303
Earnings per share		70.55	80.55	58.04	15.02	421.94	22.60
Price earnings ratio-times	Taka	18	20	24	93	2	33
Return on Capital Employed		20	20	15	4	184	11
Gross profit ratio	%	47	46	41	49	47	47
Debt equity ratio-times	%	-	-	-	-	-	-
Current ratio-times		2.57	3.10	3.15	2.88	1.70	1.85
Dividend per share		40.00	55.00	42.00	154	450	10.00
Dividend percentage (%)		400	550	420	1,540	4,500	100
Net assets per share*		355.75	395.55	397.44	371.27	229.34	210.31
Operating cash flow per share		77.70	80.34	37.32	36.33	24.20	24.16

* Adjusted for change in presentation of proposed dividends and includes other component of equity.

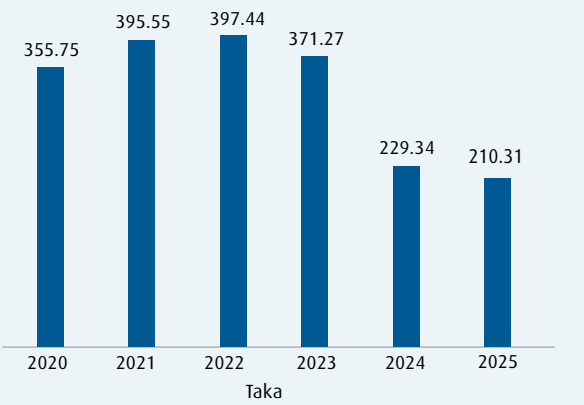
Revenue



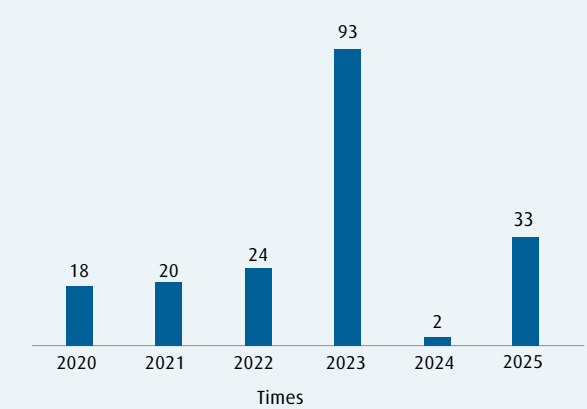
Earnings & dividend



Net assets per share



Price earning ratio*

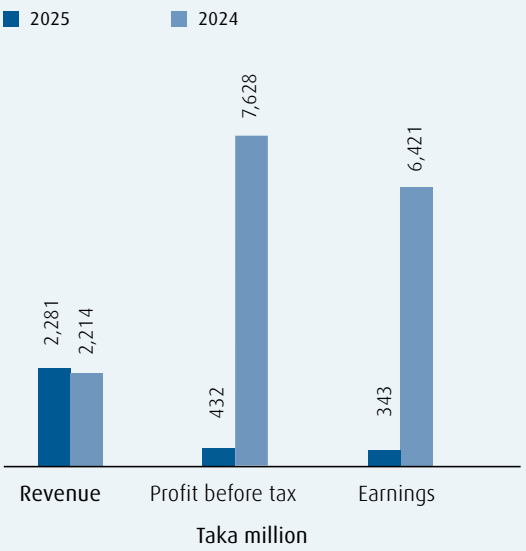


* The revenue and earnings data for this year represent consolidated numbers.

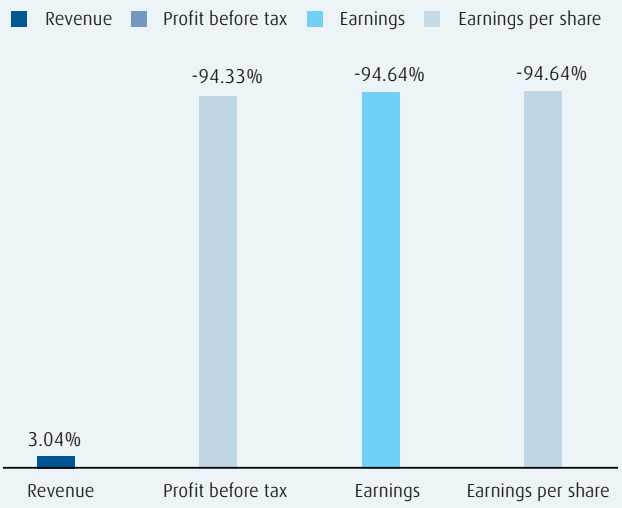
The Year at a Glance.

		2025	2024	Change over 2024
Revenue	'000 Taka	2,281,481	2,214,080	3.04%
Profit before tax	,,	432,674	7,628,003	-94.33%
Earnings	,,	343,982	6,421,266	-94.64%
Earnings per share	Taka	22.60	421.94	-94.64%

Revenue, profit before tax & earnings



Percentage of change over 2024



* The revenue and earnings data for this year represent consolidated numbers.

Statement of Value Added.

	Year ended 31 December			
	2025		2024	
	'000 Taka	%	'000 Taka	%
Turnover (Including VAT)				
Bought in materials	2,623,704		2,565,865	
and services	(1,352,130)		(1,321,584)	
	1,271,573		1,244,281	
Other income including interest on bank deposits	88,407		7,761,772	
Available for distribution	1,359,980	100	9,006,053	100
Distributions				
To Employees in remuneration and benefits	289,723	21%	703,315	8%
To Provider of capital in :				
(a) Interest on borrowings	12,057	1%	1,476	0%
(b) Interim and final dividend (proposed)	152,183	11%	6,848,226	76%
To Government in taxes, VAT, duties and surcharges	430,914	32%	1,558,522	17%
Retained for reinvestment and future growth:				
(a) Depreciation	283,303	21%	321,473	4%
(b) Reserve and surplus	191,799	14%	-426,960	-5%
	1,359,980	100%	9,006,052	100%

Contents.

Inside cover fold-out

Corporate Overview

C2 Corporate Vision, Mission, Strategic direction, Core values & Theme Introduction
C3 Financial History
C4 The Year at a Glance
C4 Statement of Value Added

Shareholders Notice

1 Contents.
2 Corporate History.
3 Corporate Directory.
4 Rejoicing Our Award And Recognition.
5 Some of the photos for the community impact through various Environmental, Social, and Governance initiatives.
7 Notice of Annual General Meeting.

Statutory Reports

8 Company in the Capital Market.
9 Glimpses from 52nd Annual General Meeting.
10 Board of Directors.
14 Chairman's Statement.
17 Report of the Board of Directors.
38 Nomination and Remuneration Committee (NRC) Charter (Terms of Reference).
40 Management's Discussion and Analysis.
42 Corporate Governance.
47 Dividend Distribution Policy Statement.
48 Statement of Directors' Responsibilities.
49 Audit Committee Report.
51 Report on the Nomination & Remuneration Committee (NRC).

Financial Statements

53 Consolidated Independent Auditors' Report to the Shareholders.
56 Independent Auditors' Report to the Shareholders.
59 Consolidated Statement of Financial Position.
60 Consolidated Statement of Profit or Loss and other Comprehensive Income.
61 Consolidated Statement of Changes in Equity.
62 Consolidated Statement of Cash Flow.
63 Statement of Financial Position.
64 Statement of Profit or Loss and other Comprehensive Income.
65 Statement of Changes in Equity.
66 Statement of Cash Flow.
67 Notes to the consolidated and separate financial statements.
100 Linde Bangladesh Limited Annual Report (Bangla)
130 BOC Bangladesh Limited

Additional Information

141 Range of Products and Services.
145 Linde Bangladesh Limited: Form of Proxy.

Corporate History.

Linde plc is a leading industrial gases and engineering company in the world. In October 2018, formed by the merger of Praxair, Inc. and Linde AG, two world-class companies with nearly 140 years of shared history and successful achievements. Today we now operate as One Linde which represents the collective strengths that unite 66,000 employees more than 100 countries to leverage our extensive footprint and capabilities to fully capture the value of this merger.

In the 2025 financial year, it achieved sales of $34 billion ($33 billion in 2024).

Our bequest in Bangladesh

Linde Bangladesh Limited, a member of Linde plc, has been contributing towards the development of the nation as a silent partner. A strong in–built culture with solid work values developed and strengthened Linde Bangladesh over the years which are reflected in the performance of its employees for more than 72 years with continuous expansion in operations and business.

We sell our products to more than 35000 customers from a wide spectrum of industries running from chemicals and petrochemicals to steel. Our team of around 300 trained, motivated and professional members manage 24 hour operations at three major locations across the country to support our customers.

In Linde Bangladesh Limited we are committed to the quality of our products and services. Our motto is to ensure optimum conditions in health, safety and the environment for employees, customers and stakeholders.

Our milestones at a glance

1953 Chittagong Oxygen plant was commissioned.
1973 Bangladesh Oxygen Limited (BOL) Incorporated in the joint stock companies and received government approval as the first full–fledged “Company” of the newly formed country.
1976 First CO2 plant was introduced.
1979 Welding Training Centre started its journey.
1995 The Company changed its name from “Bangladesh Oxygen Limited” to “BOC Bangladesh Limited.”
1995 The Company has commissioned a 30TPD ASU Plant and 1st Welding Production line at Rupganj.
1998 2nd Welding production line at Rupganj was commissioned.
1999 20 TPD Shitalpur plant was acquired.
2000 ASPEN at shitalpur and LPG Bottling plant at Bogra commissioned.
2004 Moved into newly built Corporate Office.
2006 The BOC Bangladesh Limited acquired by the Linde Group, Germany.
2010 Achieved BDT 100 Crore EBITDA.
2011 3rd Welding production line at Rupganj was commissioned.
2011 The Company changed its name from “BOC Bangladesh Limited” to “Linde Bangladesh Limited.”
2012 4th Welding production line at Rupganj was commissioned.
2013 LPG Plant at Bogra decommissioned.
2017 Rupganj 100 TPD ASU plant was commissioned.
2019 36 TPD CO2 plant was commissioned at Rupganj
2023 Formation of Linde Industries Pvt. Ltd. as demerged company for hardgoods business.
2024 Sale of Linde Industries Pvt. Ltd. to ESAB Middle East FZE

Corporate Directory.

Chairman

Mr. Abhijit Banerjee

Independent Director

Mr. Shehzad Munim
Ms. Farzanah Chowdhury

Directors

Mr. Tanjib- Ul Alam
Mr. Milan Sadhukhan
Mr. Rajesh Chand Kaushik

Audit Committee

Mr. Shehzad Munim
Mr. Tanjib-Ul Alam
Ms. Farzanah Chowdhury
Mr. Milan Sadhukhan

Nomination & Remuneration Committee

Mr. Shehzad Munim
Mr. Tanjib-Ul Alam
Ms. Farzanah Chowdhury
Mr. Milan Sadhukhan

Managing Director

Mr. Faridul Hoque Sikder

Chief Financial Officer

Mr. Muhammad Asaduzzaman FCA

Company Secretary

Mr. Abu Mohammad Nisar FCS

Head of Internal Audit

Mr. Imtiaz Mohammed Arafeen

Bankers

The Hongkong and Shanghai Banking Corporation Limited
Standard Chartered Bank Limited

Legal Advisors

Jamali and Morshed

Auditors

Statutory Auditors
Hoda Vasi Chowdhury & Co.
Chartered Accountants

Compliance Auditors
Al-Muqtadir Associates
Chartered Secretaries & Consultants

Factories

Rupganj
Dhuptara, Rupganj
Narayanganj

Shitalpur
Sitakund
Chattogram

Registered Office

Corporate Office
285 Tejgaon I/A
Dhaka1208

Rejoicing Our Award And Recognition.

Linde Bangladesh Limited has consistently been recognised for excellent results and making momentous value for all. We believe these recognitions motivate us to strive to excel further and we are grateful to everyone who have carried the torch and showed the way.

We focus both on what we accomplish and how we accomplish it, and we are committed to delivering on individual and company goals. We are committed to focus of making our world more productive every day.





Mr. Faridul Hoque Sikder, Managing Director and Mr. Abu Mohammad Nisar FCS, Company Secretary received the trophy for Gold Award from Mr. Lutfey Siddiqi, Special Envoy on International Affairs to the Chief Adviser (Adviser Status) and other respected guests.

Some of the photos for the community impact through various Environmental, Social, and Governance initiatives.



One-day RSSP leadership training by Nari Maitree.



Launched the "Empower Women for Work" project in Barisal.



Induction of Annual Sales and Management Conference 2025 at Corporate Office.



Closing session of Annual Sales and Management Conference 2025 at Sundarban, Khulna.

Some of the photos for the community impact through various Environmental, Social, and Governance initiatives.



Corporate office picnic.



Session on Compliance matter.



World quality week celebration at Rupganj site.



Inauguration of Solar installation .

Notice of Annual General Meeting.

Notice is hereby given that the 53rd Annual General Meeting of Linde Bangladesh Limited will be held virtually by using digital platform through the following link https://agmbd.live/lindebd2026, on Wednesday 10 June 2026 at 11:00 am to transact the following business:

1 To receive and adopt the accounts for the year ended 31 December 2025 and the reports of the Auditors and Directors thereon.
2 To declare a Dividend for the year ended 31 December 2025.
3 To elect Directors.
4 To appoint Auditors and fix their remuneration.
5 To appoint Compliance Auditors and fix their remuneration.

By order of the Board



Abu Mohammad Nisar FCS
Company Secretary
Dhaka, 8 April 2026

Registered Office
Corporate Office
285 Tejgaon I/A
Dhaka 1208

Notes:

1 Shareholders whose names will appear in the share register of the Company or in the depository register as on Record Date i.e., 29 April 2026 will be eligible to attend the Annual General Meeting and receive dividend approved.
2 Pursuant to the Bangladesh Securities and Exchange Commission's Order No. SEC/SRMIC/94-231/25 dated 8 July 2020, the AGM will be virtual meeting of the Members, which will be conducted via live webcast by using digital platform.
3 The Members will be able to submit their questions/comments and vote electronically 24 hours before commencement of the AGM and during the AGM. For logging in to the system, the Members need to put their 16-digit Beneficial Owner (BO) ID number and other credential as proof of their identity by visiting the link: https://agmbd.live/lindebd2026.
4 We encourage the Members to log in to the system prior to the meeting. Please allow ample time to login and establish your connectivity. The webcast will start at 10:00 am. Please contact +8802-226603841-44 for any technical difficulties in accessing the virtual meeting.
5 A member eligible to attend the Annual General Meeting is entitled to appoint a proxy to attend and vote on his/her behalf. No person shall act as proxy unless he/she is entitled to be present and vote in his/her own right. The "Proxy Form", duly filled, signed and stamped at BDT 100 must be deposited at the office or e-mail at info.bd@linde.com no later than 72 hours before commencement of the AGM.

Company in the Capital Market.

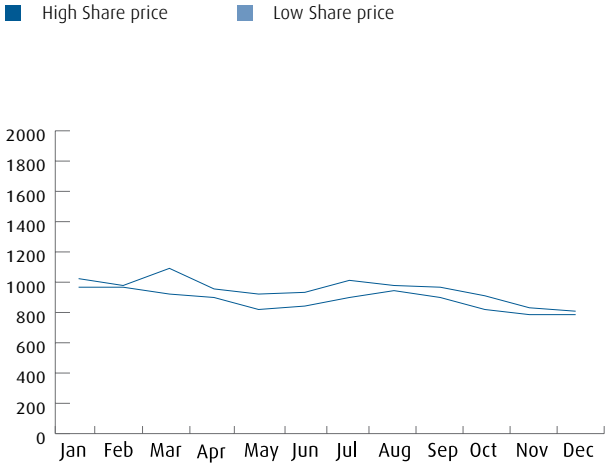
Linde Bangladesh Limited plays a vital role in the capital market with a sustainable economic growth. The Company also continues to have regular communication with Shareholders through the website updates and media publications. The Company conducts Annual General Meeting and publication of Annual Report, Quarterly updates on financial performance. The top practices are monitored by the Company which supports investors to hold up their belief and confidence in the Company.

DSEX, the key index of the DSE, ended at 4,865 points on the last trading day of 2025, decreased by approximately 7% from 5,218 points from beginning of the year. DSE-30, the key index of the DSE, ended at 1,853 points on the last trading day of 2025, down by 5% from 1,942 points from beginning of the year.

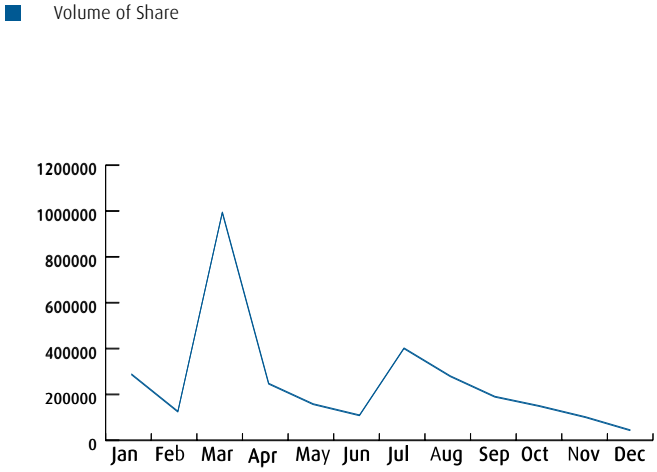
Capital market–based figures

		For the year ended 31 December	
		2025	2024
Number of shares with dividend entitlement for the financial year	No.	152,18,280	152,18,280
Year-end closing price	Tk	750.1	1,019.5
Year high	Tk	1,145	1,800.0
Year low	Tk	735	871.2
Volume	No.	3,226,071	6,588,287
Total dividend for the financial year	Tk million	152.18	6,848.23
Market capitalisation	Tk million	11,415	15,515
Information per share			
Cash dividend	Tk	10.00	450.00
Dividend yield	%	1.33	44.14
Operating cash flow per share	Tk	24.16	24.20
EPS	Tk	22.60	421.94
NAV per share	Tk	210.31	229.34

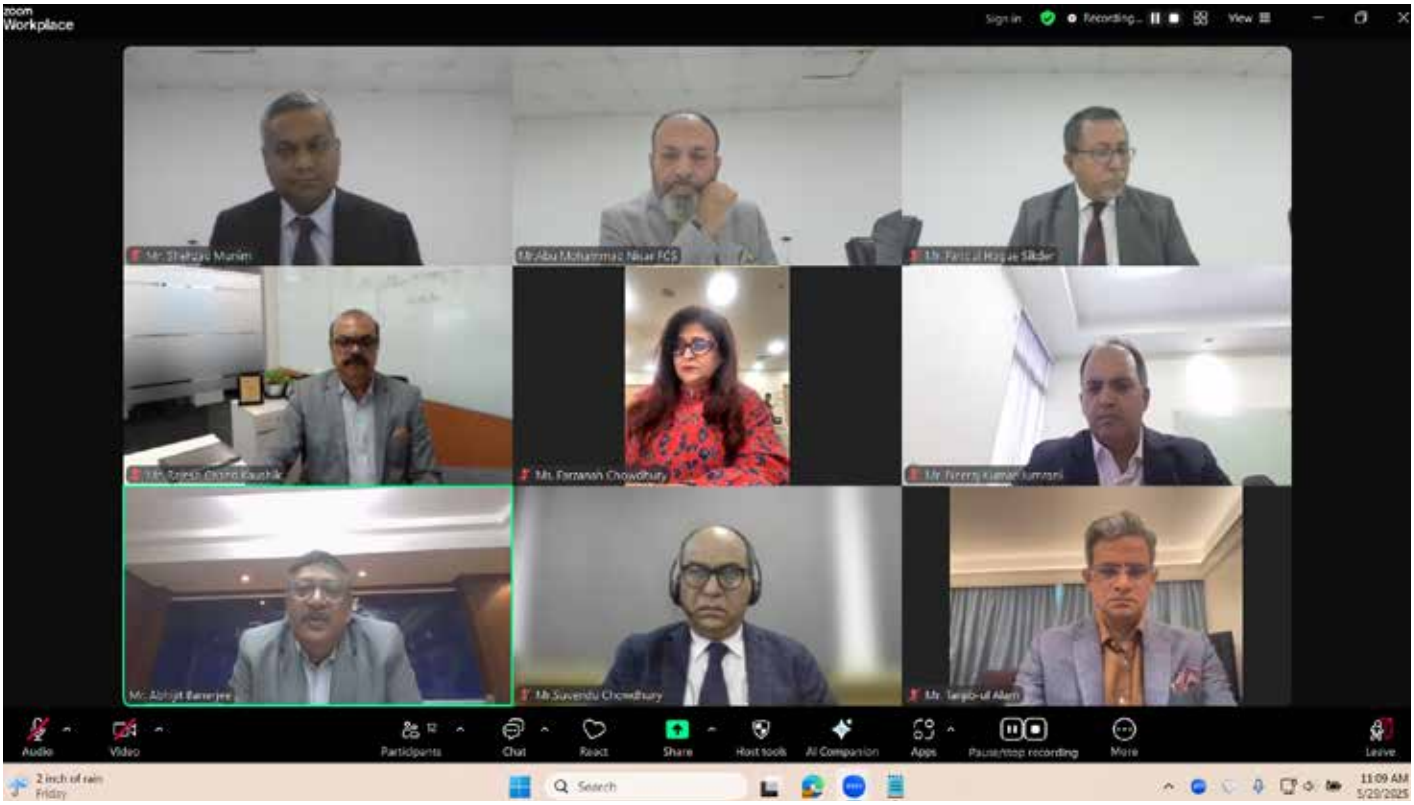
Company high & low share price month wise



Company share volume traded month wise



Glimpses from 52nd Annual General Meeting.



At the 52nd Annual General Meeting held virtually on 29 May 2025



The Managing Director, Independent Director & Company Secretary during the 52nd AGM proceedings



Moderator team at the 52nd Annual General Meeting held on 29 May 2025

Board of Directors.



Abhijit Banerjee

Chairman since January 2025

Mr. Abhijit Banerjee appointed as Chairman of the Board of Linde Bangladesh Limited effective from 27 January 2025. He joined the Board as Director in April 2024.

Mr. Banerjee is the Head of On-Site, RSE, joined Linde India in 2009 and he was Managing Director of Linde India Limited from 2019 to 2025. He has rich experience of about 35 years in manufacturing sector covering design engineering, marketing, project management, business development and strategic account management across reputed companies in India and abroad.

Mr. Banerjee holds a bachelor's degree in chemical engineering from the Indian Institute of Technology, Kharagpur.



Farid Sikder

Managing Director since May 2025

Mr. Farid Sikder was appointed as Managing Director of the Company on 1 May 2025.

Mr. Sikder brings an impressive 38 years of experience across diverse industries namely Pharmaceuticals, Gases & Chemicals, Telecommunications and IT Sectors. Notably he was a part of Linde Bangladesh Limited (formerly BOC) for 12 years from 1997 to 2008.

He started his career with Multinational Pharmaceuticals Company Sanofi (Fisons Pharmaceuticals) in 1988. Throughout his distinguished career, he has held senior leadership positions at Sanofi, Linde, Nokia, GSK and Tiger IT, successfully managing strategic roles in Planning, Marketing, Finance, Corporate and Government Affairs. Most recently, he served as CEO at Tiger IT, demonstrating strong strategic leadership and business expertise.

Mr. Sikder holds an MBA from Institution of Business Administration, University of Dhaka.



Milan Sadhukhan

Joined the Board of Directors in February 2026

Mr. Milan Sadhukhan joined the Board as Director on 16 February 2026. Mr. Milan is the Head of Linde Cluster Region RSA and was appointed as Managing Director of Linde India Limited in January 2026 with oversight of all business functions in India. He leads business growth and operational excellence - overseeing commercial strategy, finance, supply chain, and project execution.

Mr. Milan's career with Linde began in April 2000 when he joined BOC India. Since then, he has held diverse roles in finance and business, including Head of Finance, India in 2011 and Head of Finance, South Asia in 2015. From 2016 to 2019, Milan took on his first international assignment as Head of Controlling, RUK, marking his entry into the European market. Following the Linde-Praxair merger in 2019, he was appointed Head of Finance for ASEAN, and later his responsibilities expanded to include South Asia when the ASEAN and South Asia clusters were combined to form RSE. Over the years, Milan has also served as Head of Shared Services, APAC, Chief Financial Officer at Linde India Limited, and Regional Manager – Investment Controlling at Linde Asia Pte Ltd, managing large-scale investments and M&A projects across South and East Asia.

Mr. Milan has played a pivotal role in Linde's major investments in South Asia, including Air Separation Units for steel complexes and industrial gas supply projects for refineries and chemical industries, and is currently driving initiatives to strengthen Linde's footprint in India's semiconductor and electronics ecosystem.

He holds a Bachelor of Commerce degree in Accounting & Finance from St. Xavier's College, Kolkata, professional qualifications from the Institute of Cost Accountants of India and ICAI, and completed an Executive Program at Saïd Business School, University of Oxford.



Shehzad Munim

Director since 2024

Mr. Shehzad Munim complete his entire education in Bangladesh and he was the student of the first batch of BBA from IBA DU. After his graduation Mr. Shehzad joined British American Tobacco Bangladesh in the marketing department in the year 1997.

Mr. Shehzad had a very successful career within BAT Bangladesh and also worked in BAT New Zealand and Australia. After completing successful international assignments he then returned back to BAT Bangladesh as Marketing Director.

In 2010 he was transferred to BAT Pakistan to assume the Area Head of Marketing role for South Asia. After 16 years of a very successful career Mr. Shehzad was first ever local MD of BAT Bangladesh and ran one of the largest Multinational companies of Bangladesh for 11 years as Managing Director.

Mr. Shehzad is a well known personality within the business community of Bangladesh and he also served as the President of Foreign Investors Chamber of Commerce and Industries for 2 years and acted as the treasurer of the British Business Group. Shehzad is a champion of diversity and inclusion, sustainability and talent development. He is seen as a mentor and coach for many successful talents within corporate sector of south Asia.

During his illustrious career Shehzad has received many local and International awards; including the "CEO/MD of the Year Award" at the first ever Bangladesh C-Suite Award, organized by Bangladesh Brand Forum.



Tanjib-Ul Alam

Director since 2019

Mr. Tanjib-ul Alam, barrister-at-law, has been practicing in Bangladesh since 1997 and in the Appellate Division of the Supreme Court of Bangladesh since 2005. He completed LL.B. Hons. from the University of London in 1996 and was called to the Bar of England from the Lincoln's Inn, UK, in 1997. His area of practice includes arbitration, corporate, cross-border investment, energy, oil and gas, merger and acquisition, project finance, securities and telecommunication. In corporate sector, he has been involved in number of ground-breaking project finance and IPOs in Bangladesh. He has substantial experience in representing energy companies in innumerable arbitrations and litigations, including mergers of energy companies and acted as lead counsel in many syndicated transactions involving rental power projects, and advised many clients during establishment of gas based and coal based power projects.

As legal consultant, Mr. Alam was actively involved in drafting the Bangladesh Energy Regulatory Commission Act, Bangladesh Telecommunication Act, and Information and Communication Technology Act for Bangladesh. He was the Lead Consultant for International Finance Corporation ("IFC") in drafting new Companies Act for Bangladesh. Besides, Mr. Alam has extensive experience of consultancy for Institutional Reform International Inc. (IRIS), USA, World Bank, UNDP and other reputed international organizations on diversified areas of law. Mr. Alam has also been involved as a lawyer in number of leading constitutional law cases during the past decade which have far reaching impact in the rule of law and constitutionalism in the legal history of Bangladesh. Mr. Alam heads the renowned law firm, Tanjib Alam and Associates, based in Dhaka. His law firm, Tanjib Alam and Associates, has acquired the reputation of being one of the most talented team of professionals in Bangladesh having experience of working with world's leading international law firms. Mr. Alam has been serving as a Member of the Board of Directors of Biman Bangladesh Airlines, the national flag carrier airline.



Farzanah Chowdhury

Director since 2024

Ms. Farzanah Chowdhury is the Managing Director & CEO of Green Delta Insurance PLC., one of Bangladesh's largest nonlife insurance company. Her leadership has sustained the company's prominence in the industry through extensive product innovation, driving long-term growth. Green Delta Insurance PLC. pioneered digital insurance in Bangladesh, launching the country's first digital insurance ecosystem in 2023.

Under Ms. Chowdhury's leadership, Green Delta Insurance PLC. and its subsidiaries have grown into a prominent financial services conglomerate, encompassing investment banking, asset management, healthcare, and a global pharmacy chain. As Bangladesh's first female insurance CEO, Ms. Chowdhury has also significantly enhanced financial inclusion via microinsurance, crop insurance, and specialized schemes for marginalized communities.

Committed to sustainability, digital innovation, and universal healthcare, she was recognized as a UN Global Compact Local SDG Pioneer for her initiatives on women's economic security, notably the Nibedita insurance scheme. Her accolades include "Best CEO of the Year – Insurance" at the South Asian Business Excellence Award 2022 and "Woman Leader of the Year" at the Asia Insurance Industry Awards 2019.

A Chartered Insurer (ACII, UK) with an MBA from Monash University and a Master's in Finance from the University of Dhaka, she holds prominent board memberships nationally and globally, including Bata Bangladesh, Dhaka Electric Supply Company (DESCO) Limited, and the World Economic Forum's New Champion Community. In these roles, Ms. Chowdhury champions ESG principles, inclusive growth, and Bangladesh's economic advancement, inspiring innovation and positive change in financial services.



Rajesh Chand Kaushik

Director since 2025

RC Kaushik (RCK) is Head of Sales at Linde India since year 2020 and heading all the verticals along with Onsite business. RCK began his career with Hindusthan Gases & Industries Ltd (HGI), an Aditya Birla Group companies in 1992 as Management Trainee. He joined Praxair India Pvt Ltd., in 1996 in Sales Department and worked in various LOBs. To grow the Package business, Praxair came up with a concept of Unit Business Owner (UBO) in 2004 & RCK was one of the first UBOs in Praxair. In this role, he was responsible of P&L of Package business in East region. RCK was given the role of Sales Director, Western region in India and moved to Praxair Bombay office in March 2008. In October 2009, he was given the responsibility of Vertical Head and transferred to Praxair Corporate office at Bangalore as Head of Package business for India.

Praxair came up with a concept of Regional Vice President (RVP) in mid-2012 and RCK was given the position of RVP and transferred to Kolkata. In this role, he was responsible for all the businesses in East and North regions.

Year 2016 Jan, RCK was given the role of RVP – South region and in few months, added West region also. Later he was made Head of Bulk & Package Gases business for India.

In year 2020, RCK was given the position of Head Sales for merged entity in India heading all the verticals – Bulk, Package, Spec and Healthcare. He was given the additional responsibility of Bangladesh in April 2023. Further in May 2024, Onsite business was added with him.

After completing his graduation in Science, RCK completed his post-graduation in Economics and MBA in marketing before joining HGI.



Abu Mohammad Nisar FCS

Company Secretary

Mr. Abu Mohammad Nisar FCS is the Company Secretary of Linde Bangladesh Limited. He is a Fellow Member (FCS) of the Institute of Chartered Secretaries of Bangladesh (ICSB).

Mr. Nisar has been associated with Linde Bangladesh Limited since the beginning of his career in 1989, when he joined the Company in the Company Secretarial function. Over the course of more than three decades of continuous service, he has gained extensive experience in corporate governance, compliance, and secretarial practices within the organization.

He currently serves as the Company Secretary of Linde Bangladesh Limited and holds the additional responsibility of Company Secretary of BOC Bangladesh, a subsidiary of Linde Bangladesh Limited.

In addition, he acts as Secretary to the Audit Committee as well as the Nomination and Remuneration Committee of the Board.

Chairman's Statement.



Dear Shareholders,

It is my pleasure to welcome you to the 53rd Annual General Meeting of your Company, Linde Bangladesh Limited, and to present the results for the year 2025.

Following changes in the political scenario in 2024, the country has faced significant challenges in stabilizing overall economic activity. Power and utility supplies remained substantially below desired levels until June 2025. However, conditions improved from July onwards, bringing a positive shift in the supply chain. Our plants operated efficiently, ensuring product availability in line with demand and resulting in a 10% higher growth in the second half of the year. Despite several external challenges, the business has continued to move forward with a focused capital plan and strong managerial initiatives. I would like to acknowledge the collective efforts of our teams in restoring the business to a growth trajectory.

Nevertheless, certain uncontrollable factors continue to adversely impact our key markets, particularly in the steel, manufacturing, and food and beverage segments. The Company has implemented strategic initiatives and alternative mitigation measures to manage these headwinds. We remain committed to diligence, building confidence, and unlocking long-term growth through responsible and transparent governance.

For over 72 years, Linde Bangladesh Limited, a member of Linde plc, has made meaningful contributions to the nation's development. Despite weak economic growth and political uncertainty throughout the year, the Company delivered a satisfactory performance in 2025, with industry-leading financial outcomes, best-in-class safety standards, and measurable progress towards sustainability objectives.

Although we fell short of our 2025 Plan targets, sales improved by 3%, with double-digit growth achieved in the second half of the year. Despite significant degrowth in our operating market segments during 2025, your Company maintained a positive year-on-year performance. Profit from operations increased by 41%, of which 17% was driven by higher sales and cost productivity, while the remainder reflects the absence of the one-off impairment of the Shitalpur plant (Note 23) recorded in 2024. Net profit declined due to the recognition of a substantial one-off income from Linde Industries Private Limited (LIPL) in the previous year (Note 25).

Health, safety, and environmental responsibility remain our core values. We are committed to operating in a manner that prevents harm to people, the environment, and the communities in which we operate. All employees and contractors are expected to act in alignment with Linde's values, commitments, and principles.

The year 2025 began with the global campaign "Who Can You Count On", based on our safety principle #3: "We are responsible for our own safety and that of others around us." This initiative emphasizes the importance of colleagues looking out for one another and ensuring safe operations at all times.

Our safety performance remained strong across operational safety, transport safety, process safety, quality, and pharmacovigilance. During the year, we recorded zero major events, zero recordable workday

injuries or illnesses, zero high-severity transport and process safety events, zero high-severity quality events, and zero environmental incidents. This performance was driven by visible leadership, proactive monitoring of leading indicators, strong employee engagement, and robust hazard management programmes.

Linde Bangladesh Limited was awarded a Gold Medal in the Fuel and Power category at the Corporate Governance Excellence Awards 2024 by the Institute of Chartered Secretaries of Bangladesh (ICSB). I take this opportunity to express my sincere appreciation to all employees for their commitment to compliance and their continuous focus on enhancing stakeholder value.

In 2025, the IT team strengthened cybersecurity and streamlined digital platforms in line with the Linde Group's global agenda. Key initiatives included enhanced application security, modernized password policies, and deployment of Windows Hello for Business. Comprehensive vulnerability assessments and the introduction of a centralized dashboard enabled more effective management of cyber risks. The expansion of Zero Trust architecture, along with advanced threat detection and targeted awareness campaigns, further reinforced our security posture.

As part of our CSR initiatives, Linde Bangladesh Limited, in partnership with the Charities Aid Foundation (CAF) America and SAINT-Bangladesh, launched the project "Empower Women for Work" in Sayestabad Union, Barisal Sadar Upazila. The project supports marginalized women engaged in agriculture and small businesses, helping them address poverty, gender inequality, and climate-related challenges. Additionally, in collaboration with Nari Maitree and CAF America, we hosted a leadership training programme under the Rising Stars Scholarship Program (RSSP) at Bishwo Shahitto Kendro, Dhaka, benefiting 29 young participants, with 75% female representation.

The Company remains committed to fostering an inclusive, respectful, and equitable workplace for all employees, irrespective of gender, ethnicity, age, disability, or other diversity dimensions. Strong collaboration across teams continues to cultivate a supportive and positive work environment. The diverse capabilities of our workforce are central to our long-term human resource development strategy.

The Board of Directors ensures that shareholders derive maximum value from their investment through transparent financial reporting and timely disclosure of all material information. The Board also oversees adherence to the Code of Business Integrity and ensures that management, employees, and business partners conduct themselves in accordance with the highest ethical standards.

Looking ahead to 2026, we remain committed to driving growth and achieving our long-term strategic objectives, aligned with national priorities for economic recovery and stability. Our aspiration is to strengthen our leadership position in the gases business in Bangladesh, while continuing to invest in our people, products, and capacity expansion. We firmly believe that the dedication and capability of our workforce remain the cornerstone of our success.

The Directors have recommended a final dividend of Taka 10.00 per share for the year, amounting to a payout of Taka 152.18 million, subject

to approval at the Annual General Meeting. The total dividend payout for the year would amount to Taka 152.18 million.

I am confident that the continued dedication of our Board and employees will enable us to build on our achievements and create sustainable value for all stakeholders.

We extend our sincere gratitude to our customers, shareholders, suppliers, government authorities, bankers, and all stakeholders for their continued support.

Thank you.



Abhijit Banerjee
Dhaka, 8 April 2026

Report of the Board of Directors.

The Board of Directors of Linde Bangladesh Limited is pleased to present the Directors' Report and Auditors' Report together with the Financial Statements of the Company for the year ended 31 December 2025. The Directors' report highlights the key business activities that drove the performance of the Company and presents the necessary disclosures about good corporate governance.

Industry Outlook and Possible Future Developments

The macroeconomic environment in Bangladesh for the year 2025 started recovery but with a slow and uneven pace. The GDP's real growth in FY2025 was only 3.9 percent, less than previous year. Even if this is a partial recovery from the disruptions brought on by political instability, it is still much below the historical norm for the nation and in downward trend. However, from the second half of the year, industries are seen to come up with positive outlook.

When the interim government formed following the July 2024 uprising, macroeconomic stability was weak, experiencing slower growth, higher inflation, reduced investor confidence, and an increase in financial sector vulnerabilities. The accumulated costs of failures prolonged financial mismanagement had undermined the economy's potential. Since then, in 2025, the free fall of the economy has been halted, and some negative trends have been reversed.

In 2025, we witnessed mixed results that included both achievements and failures. We have been impacted by sociopolitical issues on several levels, most notably end-user demand. This had an impact on how well our gases business performed in comparison to the annual plan.

Linde Bangladesh Limited is constantly working to lower its carbon footprint through the use of effective technologies and the promotion of ongoing productivity efforts. As an ethical company, Linde aims to protect its workers, clients, vendors, and the surrounding environment as well.

In 2025, Linde Bangladesh Limited operated in a highly dynamic environment marked by political transition, infrastructure disruptions, power and natural gas volatility, custom delays, and cost escalation driven by currency devaluation. Despite these challenges, our commitment to "Safety First" ensured uninterrupted and reliable supply to healthcare and industrial customers nationwide.

All Distribution Centers progressed toward alignment with Linde global safety protocols, supported by updated Safety Manuals, location-specific Emergency Response Plans, and structured training for loaders and security personnel.

These initiatives resulted in an outstanding milestone of 3,618 consecutive days without any major in-control delivery incidents, reinforcing our benchmark safety performance.

To maintain the momentum of sustained business growth and rising demand, LBL strengthened its supply resilience by leveraging its enhanced regional distribution network, including the operationalization of the Benapole De-Bulking Station (DBS). This strategic infrastructure enabled improved cross-border logistics integration, optimized product flow, and ensured uninterrupted availability while maintaining operational efficiency and cost discipline.

LBL conducted multiple road safety awareness programs for third-party drivers in collaboration with traffic authorities and transporter associations, along with a dedicated school program near the Rupganj ASU plant. LBL showcased advanced safety technologies at industry seminars and extended advisory support to local companies promoting sustainable transport safety practices.

As we move forward, our focus remains on building a resilient, efficient, and scalable distribution network. We are strengthening fleet capability through the addition of new VITTs and refurbishment of existing units to enhance reliability, flexibility, and supply resilience, optimizing the delivery network, and refining the CSCM model to enhance cost efficiency, speed, and scalability. Expansion of Dewar, PCC, and DBS supply chains will further strengthen national reach.

Gases Business performance

During the most challenging of times, the Company revenue was lower, but profit earnings were higher in 2025 compared to previous year due to divestment of the Linde Industries Pvt. Ltd. (LIPL). The Gases Revenue of the Company for the year 2025 was Tk. 2,281m as against Tk. 2,214 m of 2024. The revenue is derived from following segments:

Segments	2025	2024
	MBDT	MBDT
Bulk Gases	771	785
Packaged Gas and Products (PG&P)	510	462
Healthcare	1001	967
	2,281	2,214

Bulk gases comprise liquid industrial oxygen, liquid nitrogen, liquid argon, and liquid carbon dioxide. Packaged Gas and Products business is comprised of compressed industrial gases and Specialty products. The Healthcare business is comprised of various medical gases, medical equipment, and medical pipelines.

Details of business performance for the business segment i.e., Bulk, PG&P (Packaged Gas and Products), and Healthcare are provided in the subsequent sections.

Bulk

In the year 2025, Bulk business has continued facing challenges in the market followed from previous year's headwinds on country's political situation and reduced market demand. However, the business could able to manage the difficulties through strategic product management planning and customer engagement across the year, which helped to close the year with flat growth for base business. The result was aggravated in the second half where H2 revenue grew 4% more than H1. The previous year's strategy on Decap customers were followed this year also while in addition, new bulk LIN project for spice grinding, tyre curing and purging also helped to sustain the growth footprint amidst difficult market conditions.

It is also worth mentioning that the Bulk business has bagged a couple of new orders in hand for 08TPD along with strong prospect pipeline for 15TPD that are expected to contribute to the business in 2026.

PG&P (packaged gas & products)

PG&P revenue increased 10% from the previous year including speciality gases. Although the economic downtrend headwinds affected the overall business environment but capturing the opportunity in SPC sales of Speciality gases and Equipment helped to grow with a continuous supply of Helium and other packaged refrigerant gases. The year also witnessed with new portfolio launching of dewar sales with high revenue numbers.

In the year 2025, PGP has been back in growth trajectory where PGP-IP is expanding its horizon to ship breaking & scrap cutting segments through inclusion of PCC. PGP also bagged couple of new wins for PCC which will give incremental volume for oxygen in 2026.

Healthcare

The healthcare business sustained strong growth momentum throughout the year, closing with revenue 2% above budget and a 7% increase compared to the previous year. This performance was largely driven by the Liquid Medical Oxygen (LMO) segment, supported by existing medical oxygen customers and strengthened by new wins in both the LMO and Compressed Medical Oxygen (CMO) markets. Strategic pricing decisions ensured profitability remained in line with expectations.

Additionally, a significant portion of long-outstanding receivables was collected from government hospitals that further enhanced the company's cash flow position. Looking ahead, the company is pursuing multiple strategies aimed at expanding its compressed gases business, positioning it for continued growth in the future.

Financial Results

Despite all the challenges, the company's 2025 revenue gain over the previous year was satisfactory. Sales and profit from operations increased by 3% and 41% respectively in 2025 compared to the previous year. The profit from operations was 17% higher resulting from higher sales and cost productivity. Also to note that there was a one-off impairment cost of Shitalpur plant (note-23) in prior year. Net profit declined due to one-off income from LIPL in previous year (note-25).

Linde Bangladesh Limited:

Particulars	2025	2024
	MBDT	MBDT
Revenue	2,281	2,214
Cost of Sales	(1,217)	(1,171)
Gross Profit	1064	1043
Operating Expenses	(685)	(774)
Profit from operations	379	269
Net foreign exchange gain/(loss)	11	119
Income from sale of LIPL		7579
Other income/(loss)	50	47
Net finance income	15	16
Profit before contribution to WPPF	455	8,029
contribution to WPPF	(23)	(401)
Profit before taxation	433	7,628

Working Capital Management

Working capital in this year has been optimized mainly due to recovery of debtors and rationalization of inventory.

Risks & Concerns

The Company has a defined business risk assessment process which has been illustrated under the Corporate Governance Chapter and the notes to the Financial Statements.

Minority Shareholders

The minority shareholders' rights and interests have been adequately protected, according to the Board of Directors of Linde Bangladesh Limited, through the implementation of transparent business procedures and appropriate disclosure of significant information about the company. The timely holding of the annual general meeting, the adoption of the annual financial statements, adopt a new policy, the election of new directors, the appointment of statutory and compliance auditors, dividend payments, and other issues requiring the involvement and approval of shareholders. To protect the rights of its minority shareholders and the interests of all stakeholders, the Board of Directors is dedicated to upholding the highest standards of governance that foster honesty, openness, and accountability.

Related Party Transactions

Transactions with related parties are made on arm's length basis and are in the ordinary course of business. Detailed transactions with related parties are described at notes 31 of the Financial Statements of this Annual Report.

Internal Control

The Company maintains a sound internal control system that gives reasonable assurance that the Company's resources are safeguarded, and the financial position of the Company is well managed. The internal control framework is regularly reviewed by the Audit Committee in each meeting and reported to the Board of Directors. The Group Internal Audit team conducts an audit to evaluate the appropriateness of internal control. The findings and subsequent follow-up with remedial status are reported to the Audit Committee and are escalated to the Group Internal Audit. This report further encloses a detailed discussion on Corporate Governance.

Going Concern

The Directors are of the opinion that the Company is a going concern and there are no significant doubts about the Company's ability to continue as a going concern. Accordingly, Financial Statements are prepared on a going concern basis.

Sustainability

Linde Bangladesh Limited is working on sustainability in line with the target of Linde Plc. LBL has presence of more than 72 years in Bangladesh. It is the leading gases & engineering company of the country and working for last 72+ years. Sustainability is integral part of the actions we take.

Sustainability at Linde Plc

Linde's ambitious Sustainable Development targets are our road map and plan for the next several years. The targets are organized in four categories, or Priority Factors, that we consider relevant to the company and its internal and external stakeholders:

Climate Change

Invest and Innovate in Decarbonization

- Invest more than $ 3 billion in internal decarbonization initiatives
- Enable more than two times more greenhouse gases to be avoided per year than are emitted in all Linde operations

Optimize Operational Energy Use and GHG Emissions

- Achieve a 35 percent absolute reduction of Scope 1 and 2 greenhouse gas emissions by 2035
- Achieve 35 percent greenhouse gas intensity improvement versus EBITDA
- More than two times low-carbon power sourcing, primarily from active renewable electricity

Safety, Health & Environment

Environment

- Implement Water Management Plans (WMPs) at high-water use sites in areas of high water stress
- 20% intensity reduction in water withdrawal at high-water-use sites in areas of high-water-stress by 2035
- Achieve Zero Waste to Landfill at 450 sites
- 100% participation Zero Waste globally by 2035

Safety and Health

- Annually achieve operational safety better than industry levels for Lost Workday Case Rate (LWCR) and Total Recordable Case Rate (TRCR)

- Annually achieve Commercial Vehicle Incident Rate (CVIR) of 2.5/ million kilometers driven

Integrity & Compliance

- 100 percent employee certification to Linde's Code of Business Integrity (CBI)

People & Community

Community Engagement

- Complete 550 projects in community engagement
- 100% SD training to employee population by 2028

Linde Bangladesh Limited _Sustainability Initiative-2025

Sustainable Productivity Initiative

Productivity is the measure of efficiency that calculates how many goods, services or tasks are produced by unit resources, such as time, labor or capital (input). It signifies producing more output with the same or fewer inputs.

We successfully explored sustainability in our operations through GHG improvement & green energy & thereby saved 16.3% of our total productivity savings amount of 2025.

Zero Waste

The zero-waste concept is the conservation of resources by means of responsible production, consumption, reuse and recovery of product, packaging and material without burning and with no discharge to land, water or air that threated by the environment or human health.

As part of Linde's commitment to Sustainable Development, Environmental Stewardship and making our world more productive, Linde has developed a Zero Waste program for our facilities across the globe, including both sites and offices.

Our group target of 2028 aspiration is to increase gradually, year by year, and have as many sites as possible achieving Zero Waste status and thus contributing to reducing our impact on the environment.

Linde Bangladesh is working on this. Our major site is under this program and contributing to this by recycling and re-use of waste generated as site.

Green Energy

As part of green initiative and to increase the footprint on the use of renewal energy, there was power purchase agreement (PPA) between Linde Bangladesh Limited and Megaroof Limited in 2024. Megaroof Limited will produce the solar power and Linde Bangladesh Limited will buy the power under the agreement.

In May 2025, the operation of rooftop solar power has been started at Linde Rupganj site. The rated capacity of the solar power plant is 430 KWH. It will not only reduce the cost but also will help to reduce carbon emissions.

Community Engagement

Defensive Driving Technique (DDT) training for third party drivers

Transport safety is one of the biggest challenges for the country. In Linde it is part of "Life Saving Rules". Linde Bangladesh Limited is following as system for transport safety vehicle compliance & driver compliance, defensive driving technique, duty and driving hour management, fatigue management, vehicle tracking system, use of in cab camera, AI based distribution management, PPE, Pre & Post- departure check, road risk assessment, transport mock drill etc.

As part of community engagement, we also feel responsible for other road users including third party drivers. LBL is conducting training on DDT for the third-party driver for their awareness.

Future Plan

The Bangladesh Economic Zones Authority (BEZA) has granted the Company a provisional letter of allotment granting 5 acres of industrial land in the Mirsarai Economic Zone in Chattogram to establish a new manufacturing facility. Company is presently exploring the opportunities for further expansion, depending on the country's economic position and demand in industrial & medical gases, especially in the manufacturing, industrial and healthcare sector.

Remuneration to Directors

Independent and Non-Executive Directors other than Directors who are in the employment by the Linde Group Companies are paid as agreed by the country management.

The remuneration, performance, and related bonuses of Executive Directors are reviewed and approved by the concerned management. The details of the remuneration paid to the Executive Directors during the year are given in notes 28 of the Financial Statements.

Dividends

The Directors recommended a final dividend of Taka 10.00 per share for the year, involving a payout of Taka 152.18 m subject to approval at the Annual General Meeting. The dividend percentage for the year would be 100% and total dividend payout for the year would amount to Taka 152.18 m (Taka 6848.23 m in 2024).

Transfer the Unclaimed Dividends to Capital Market Stabilization Fund (CMSF)

As per the Directive No. BSEC/CMRRCD/2021-386/03 and Bangladesh Securities and Commission Rules (Capital Market Stabilisation Fund) Rules, 2021, if cash dividend remains unpaid or unclaimed for a period of three years from the date of declaration or approval or record date, shall be transferred to CMSF (Capital market Stabilisation Fund). The Company transferred the dividend of BDT 90,29,826.00 (Ninety lac twenty-nine thousand and eight-hundred twenty-six only) that was unclaimed for more than 3 years (of 2021) to CMSF on 29 December 2025.

Additional statements on regulatory disclosure

The Directors of the Company have included the other following disclosures:

I. The financial statements prepared by the management of the Company present fairly its state of affairs, the result of its operations, cash flows, and changes in equity;

II. Proper books of accounts of the Company have been maintained;

III. Appropriate accounting policies have been consistently applied in the preparation of the financial statements and the accounting estimates are based on reasonable and prudent judgment;

IV. All deviations from the last year's operating results of the Company have been highlighted under the above Financial Results;

V. The summarized key operating and financial data of at least preceding five years (2020-2025) is set out in page # 25;

VI. All transactions with related parties have been made on a commercial basis and the basis was the principle of "Arm's Length Transactions". Related party transactions have been presented in notes to the Financial Statements;

VII. There is no extra-ordinary gain or loss during the year;

VIII. An explanation of any significant variance that occurs between Quarterly Financial performances and Annual Financial Statements;

IX. During the year, the Company has paid a total of Tk 680,000 as Board meeting attendance fees. The remuneration of Directors has been mentioned in the Notes to the Financial Statements;

The Directors also report that:

a) The Managing Director and Chief Financial Officer have certified to the Board that they have reviewed the financial statements for the year and to the best of their knowledge believe that these statements do not contain any materially untrue statements or omit any material fact or contain statements that might be misleading.

b) The Managing Director and Chief Financial Officer have certified to the Board that they have reviewed the financial statements for the year and to the best of their knowledge 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.

c) The Managing Director and Chief Financial Officer 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 are fraudulent, illegal, or violation of the Company's Code of Conduct.

Reserves

The Directors propose to transfer net profit for the year Taka 319.13 m to General Reserve.

Directors

The present directors are named on pages 10 to 13 of this report.

Proposals for retirement and re-election of Directors at the 53 Annual General Meeting under Articles 81, 87 of the Articles of Association of the Company:

a) Under the provisions no. 81 of these Articles, at the Ordinary Meeting in each subsequent year, one-third of the directors for the time being or, if the number is not three or a multiple of three, then the number nearest to one-third shall retire from office.

Following member (s) will retire and re-elected at the 53 Annual General Meeting:

Mr. Tanjib-ul Alam and Mr. Rajesh Chand Kaushik shall retire from the Board by rotation at the 53 Annual General Meeting under Article 81 of the Articles of Association of the Company. All the retiring Directors, being eligible, are proposed for re-election at the 53 Annual General Meeting.

b) Under the provisions no. 87 of these Articles, any casual vacancy occurring in the Board of Directors may be filled up by the directors, but any person (other than the Managing Director) so chosen shall retain his office only until the next following Ordinary Meeting of the Company, at the close of which he shall retire, but he shall be eligible for re-election at that meeting:

Mr. Milan Sadhukhan, having been appointed to the Board since the previous Annual General Meeting under the provision of Article 87, also retires and being eligible, offers himself for re-election.

The Board of Directors appointed Mr. Milan Sadhukhan as Non-Executive Director in place of Mr. Neeraj Kumar Jumrani on 16 February 2026.

Mr. Neeraj Kumar Jumrani retired from the position of Director of the Company on 15 February 2026. The Board of Directors would like to put on record its appreciation of Mr. Jumrani' s contribution to the Company during the tenure that he was with the Company.

Contribution to National Exchequer

Total payment of duty and taxes to National Exchequer in 2025 was Tk 648 m as against Tk. 2,135 m for 2024.

Statutory Auditors

Hoda Vasi Chowdhury & Co., Chartered Accountants, being eligible, offer themselves for reappointment.

Compliance Auditors

The Compliance Auditor of the Company, Al-Muqtadir Associates, Chartered Secretaries, have audited for the year ended 31 December 2025. As per BSEC's new code, the professional who will provide the certificate of compliance with this Corporate Governance Code shall be appointed by the shareholders in the annual general meeting. In compliance with BSEC order # BSEC/CMRRCD/2006-158/207/Admin/80 dated 3 June 2018, it is necessary to appoint Compliance auditors for the Company. Al-Muqtadir Associates, Chartered Secretaries, have expressed their willingness to be appointed as Compliance Auditors of Linde Bangladesh Limited. The Board recommends the appointment of Al-Muqtadir Associates, Chartered Secretaries as Compliance Auditors of the Company for the year 2026 subject to the approval of the shareholders in the 53 Annual General Meeting at a fee of BDT Taka 100,000 excluding VAT only.

On behalf of the Board of Directors,
Dhaka, 8 April 2026



Abhijit Banerjee
Director and Chairman



Faridul Hoque Sikder
Managing Director

Committees.

Audit Committee

The Board has constituted an Audit Committee for the Company according to the conditions of BSEC guidelines. The composition of Audit Committee as at 31 December 2025 is as follows:

Chairman	Mr. Shehzad Munim	Independent Director
Member	Ms. Farzanah Chowdhury	Independent Director
Member	Mr. Tanjib-Ul Alam	Nominated Director
Member	Mr. Milan Sadhukhan	Nominated Director
Secretary	Mr. Abu Mohammad Nisar FCS	Company Secretary
In Attendance	Mr. Imtiaz Mohammed Arafeen	Country Head of Internal Audit

Nomination and Remuneration (NRC) Committee

The Board has constituted Nomination and Remuneration (NRC) Committee for the Company according to the conditions of BSEC guidelines. The composition of NRC Committee as at 31 December 2025 is as follows:

Chairman	Mr. Shehzad Munim	Independent Director
Member	Ms. Farzanah Chowdhury	Independent Director
Member	Mr. Tanjib-Ul Alam	Nominated Director
Member	Mr. Milan Sadhukhan	Nominated Director
Secretary	Mr. Abu Mohammad Nisar FCS	Company Secretary



Country Leadership Team (from left to right): Ms. Umme Habiba, Head of Human Resources, Mr. Shafiqur Rahman, Head of Healthcare Sales, Mr. Muhammad Asaduzzaman, Chief Financial Officer, Mr. Faridul Hoque Sikder, Managing Director, Mr. Chowdhury Nurur Rahman, Head of PGP & Gases Sales, Mr. Md. Khurram Bin Mondol, Head of Distribution, and Mr. Mohammad Baaque Billah, Head of SHEQ.

Country Leadership Team

The Board of Directors is duly assisted by the senior management of the Company, namely the Country Leadership Team (CLT). The Managing Director leads the CLT which comprises of the following head of functions:

Chairman	Mr. Faridul Hoque Sikder	Managing Director
Member	Mr. Muhammad Asaduzzaman	Chief Financial Officer
Member	Mr. Chowdhury Nurur Rahman	Head of PGP & Gases Sales
Member	Mr. Shafiqur Rahman	Head of HealthCare Sales
Member	Mr. Mohammad Baaque Billah	Head of SHEQ
Member	Mr. Md. Khurram Bin Mondol	Head of Distribution
Member	Ms. Umme Habiba	Head of Human Resources

Safety Council Team

Safety Council Team, this forum works to support safety related programs and try to improve the safety performance and culture. The objective of the team is to monitor the country leading and lagging indicator of safety and also other safety related issues. The Managing Director leads the Safety Council Team which comprises of 14 members as follows:

Head of Safety, Health, Environment and Quality (SHEQ)	On site Plant Manager
Country leadership team	Operation Manager
Head of all Functions	Customer Engineer Service Manager
Transport Safety Manager	

Key Financial History.

Key Operating and Financial data of five years preceding the year ended 31 December 2025.

		2020	2021	2022	2023	2024	2025
Revenue	'000 Taka	4,711,417	5,082,840	4,873,004	2,164,337	2,214,080	2,281,481
Profit before tax	''	1,444,876	1,494,345	1,135,084	349,652	7,628,003	432,674
EBITDA	''	1,681,684	1,774,568	1,459,629	580,270	7,977,379	700,669
Taxation	''	(371,267)	(268,569)	(251,789)	147,358	1,231,438	134,685
Deferred tax	''	30,602	(54,617)	1,957	(26,347)	(24,701)	(45,993)
Earnings	''	1,073,609	1,225,776	883,295	228,641	6,421,266	343,982
Final Dividend proposed	''	608,731	837,005	639,168	-	608,731	152,183
Interim Dividend paid	''	-	-	-	23,436,151	6,239,495	-
General reserve *	''	5,261,654	5,867,479	5,896,130	5,497,860	3,337,938	3,048,335
Share capital	''	152,183	152,183	152,183	152,183	152,183	152,183
Revaluation Reserve	''	-	-	-	-	-	-
Shareholder's equity*	''	5,413,837	6,019,662	6,048,313	5,650,043	3,490,121	3,200,517
Net fixed assets	''	3,436,945	3,379,547	3,298,221	2,794,831	2,600,121	2,467,372
Depreciation and impairment	''	309,996	303,062	305,901	259,874	318,183	283,303
Earnings per share		70.55	80.55	58.04	15.02	421.94	22.60
Price earnings ratio-times	Taka	18	20	24	93	2	33
Return on Capital Employed		20	20	15	4	184	11
Gross profit ratio	%	47	46	41	49	47	47
Debt equity ratio-times	%	-	-	-	-	-	-
Current ratio-times		2.57	3.10	3.15	2.88	1.70	1.85
Dividend per share		40.00	55.00	42.00	154	450	10.00
Dividend percentage (%)		400	550	420	1,540	4,500	100
Net assets per share*		355.75	395.55	397.44	371.27	229.34	210.31
Operating cash flow per share		77.70	80.34	37.32	36.33	24.20	24.16

* Adjusted for change in presentation of proposed dividends and includes other component of equity.

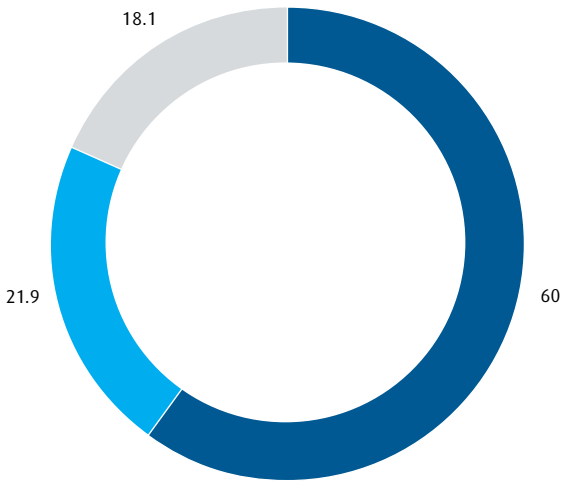
Shareholding Pattern and Percentage.

Shareholding Pattern

Director's Name	No. of shares		
	2023	2024	2025
Mr. Faridul Hoque Sikder (Managing Director)	22	22	22
Ms. Farzanah Chowdhury (Independent Director)	0	550	550
Executive Name			
Mr. Abu Mohammad Nisar FCS (Company Secretary)	28	28	28
CFO, HIAC and other executives (none of their spouse and	Nil	Nil	Nil
minor children hold any shares)			
10% or above shareholding : Name			
The BOC Group Limited UK, which is fully owned by Linde AG, Germany	9,130,968	9,130,968	9,130,968
ICB Unit Fund/Investment Corp. of Bangladesh*	1,166,179	886,412	886,412
Parent, Subsidiary, Associated Companies			
Linde plc, incorporated in Ireland, a new ultimate holding Company			
BOC Group Limited of United Kingdom (UK) and Linde AG of Germany, both are fellow subsidiaries			
BOC Bangladesh Limited, Subsidiary Company			

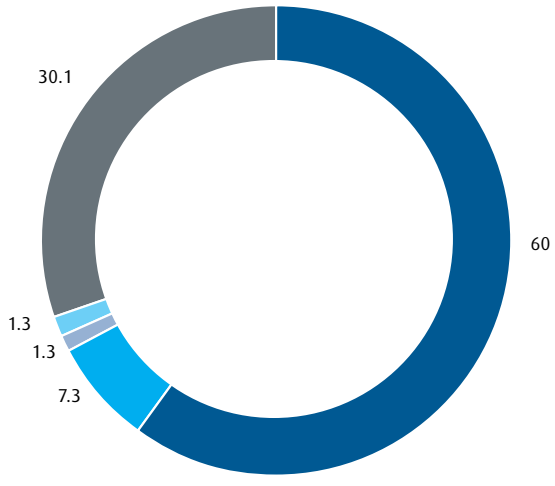
Percentage of shareholdings – institutes & publics

- The BOC Group Limited (60.0)
- Various Institutes (21.9)
- Public (18.1)



Percentage of shareholdings – various companies & others

- The BOC Group Limited (60)
- Investment Corporation of Bangladesh (7.3)
- Pubali Bank Securities Limited (1.3)
- Sadharan Bima Corporation (1.3)
- Other Shareholders (30.1)



Meetings.

Board Meetings

During the period the Board met six times.

	Name of the Directors	No. of Attendence
1	Mr. Abhijit Banerjee- Chairman	6
2	Mr. Faridul Hoque Sikder	3
3	Mr. Bibhabasu Sengupta (Resigned on 30 April 2025)	3
4	Mr. Tanjib-Ul Alam	6
5	Mr. Shehzad Munim	6
6	Ms. Farzanah Chowdhury	6
7	Mr. Neeraj Kumar Jumrani (Resigned on 15 February 2026)	6
8	Mr. Rajesh Chand Kaushik	3
9	Mr. Milan Sadhukhan (Appointed Director on 16 February 2026 in place of Mr. Neeraj Kumar Jumrani)	0

Audit Committee Meetings

There were four meetings during the period.

	Name of the Members	No. of Attendence
1	Mr. Shehzad Munim -Chairman (Independent Director)	4
2	Mr. Tanjib-Ul Alam	4
3	Ms. Farzanah Chowdhury (Independent Director)	3
4	Mr. Neeraj Kumar Jumrani (Resigned on 15 February 2026)	4
6	Mr. Milan Sadhukhan (Appointed Director on 16 February 2026 in place of Mr. Neeraj Kumar Jumrani)	0

Nomination and Remuneration Committee Meetings

There were two meetings during the period.

	Name of the Members	No. of Attendence
1	Mr. Shehzad Munim -Chairman (Independent Director)	2
2	Mr. Tanjib-Ul Alam	2
3	Ms. Farzanah Chowdhury	1
4	Mr. Neeraj Kumar Jumrani (Resigned on 15 February 2026)	2
5	Mr. Milan Sadhukhan (Appointed Director on 16 February 2026 in place of Mr. Neeraj Kumar Jumrani)	0

Annexure A.

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

Declaration by CEO and CFO

8 April 2026

The Board of Directors
Linde Bangladesh Limited
Corporate Office
285 Tejgaon Industrial Area
Dhaka-1208, Bangladesh

Subject: Declaration on Financial Statements for the year ended on 31 December 2025

Dear Sirs,

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

1. The Financial Statements of Linde Bangladesh Limited for the year ended on 31 December 2025 have been prepared in compliance with International Accounting Standards (IAS) or International Financial Reporting Standards (IFRS), as applicable in the Bangladesh and any departure there from has been adequately disclosed;
2. The estimates and judgments related to the financial statements were made on a prudent and reasonable basis, in order for the financial statements to reveal a true and fair view;
3. The form and substance of transactions and the Company's state of affairs have been reasonably and fairly presented in its financial statements;
4. To ensure above, the Company has taken proper and adequate care in installing a system of internal control and maintenance of accounting records;
5. Our internal auditors have conducted periodic audits to provide reasonable assurance that the established policies and procedures of the Company were consistently followed; and
6. The management's use of the going concern basis of accounting in preparing the financial statements is appropriate and there exists no material uncertainty related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern.

In this regard, we also certify that:

i. We have reviewed the financial statements for the year ended on 31 December 2025 and that to the best of our knowledge and belief:
   (a) These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
   (b) These statements collectively present true and fair view of the Company's affairs and are in compliance with existing accounting standards and applicable laws.
ii. There are, to the best of knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or in violation of the code of conduct for the Company's Board of Directors or its members.

Sincerely yours,



Faridul Hoque Sikder
Managing Director



Muhammad Asaduzzaman
Chief Financial Officer

Annexure B.

Al-Muqtadir Associates
Chartered Secretaries & Consultants

efforts umpteenth : প্রয়াস অন্তহীন

Business Office :
House # 406, Apartment - 6
Road: 08, Block - D
Bashundhara R/A, Dhaka - 1229
Bangladesh

Phone : 01730 340 340
e-mail: muqtadir@muqtadirbd.com
g-mail: akamuqtadir@gmail.com
VAT Reg: 19041063900
BIN No : 000179575-0202

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

Report to the Shareholders of Linde Bangladesh Limited on compliance on the Corporate Governance Code

We have examined the compliance status to the Corporate Governance Code by Linde Bangladesh Limited (hereinafter refer to as "the Company") for the year ended on 31 December 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 (BSEC).

Such compliance with the Corporate Governance Code is the responsibility of the Company. Our examination was limited to the procedures and implementation thereof as adopted by the Management in ensuring compliance to the conditions of the Corporate Governance Code. This is a scrutiny and verification and an independent audit on compliance of the conditions of the Corporate Governance Code as well as the provisions of relevant Bangladesh Secretarial Standards (BSS) as adopted by Institute of Chartered Secretaries of Bangladesh (ICSB) in so far as those standards are not inconsistent with any condition of this Corporate Governance Code.

We state that we have obtained all the information and explanations, which we have required, and after due scrutiny and verification thereof, we report that, in our opinion and subject to the remarks and observations as reported in the connected Compliance Statement :

(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 standard of governance in the Company is satisfactory.

This report, however, is no endorsement about quality of contents in the Annual Report of the Company for the year 2025.

Al-Muqtadir Associates
Chartered Secretaries & Consultants

A.K.A. Muqtadir FCS
CEO & Chief Consultant

Dhaka, 8 April 2026

Annexure C.

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

Status of compliance with the conditions imposed by the Commission's Notification No. BSEC/CMRRCD/2006-158/207/Admin/80, dated 3 June 2018 and Notification No. BSEC/CMRRCD/2009-193/66/PRD/148 dated 16 October 2023 issued under section 2CC of the Securities and Exchange Ordinance, 1969 (XVII of 1969):

(Report under Condition No. 9).

Condition No.	Title	Compliance Status Put (✓) in the appropriate column: Complied	Not Complied	Remarks (if any)
1.00	Board of Directors.			
1.1	Board's Size: Board members should not be less than 5(five) and more than 20 (twenty).	✓		Board comprised of 7 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)	✓		Two Independent Directors (ID) in the Board
1.2 (b) (i)	Who either does not hold any share in the company or holds less than one percent (1%) shares of the total paid-up shares of the company.	✓		As declared by the IDs
1.2 (b) (ii)	who is not a sponsor of the company or is not connected with the company's any sponsor or director or nominated director or shareholder of the company or any of its associates, sister concerns, subsidiaries and parents or holding entities who holds one percent (1%) or more shares of the total paid-up shares of the company on the basis of family relationship and his or her family members also shall not hold above mentioned shares in the company: Provided that spouse, son, daughter, father, mother, brother, sister, son-in-law and daughter-in-law shall be considered as family members;	✓		Do
1.2 (b) (iii)	who has not been an executive of the company in immediately preceding 2 (two) financial years;	✓		Do
1.2 (b) (iv)	who does not have any other relationship, whether pecuniary or otherwise, with the Company or its subsidiary/associated companies.	✓		Do
1.2 (b) (v)	who is not a member or TREC (Trading Right Entitlement Certificate) holder, director or officer of any stock exchange;	✓		Do
1.2 (b) (vi)	who is not a shareholder, director excepting independent director or officer of any member or TREC holder of stock exchange or an intermediary of the capital market;	✓		Do
1.2 (b) (vii)	who is not a partner or an executive or was not a partner or an executive during the preceding 3 (three) years of the concerned Company's statutory audit firm or audit firm engaged in internal audit services or audit firm conducting special audit or professional certifying compliance of this Code;	✓		Do
1.2 (b) (viii)	Not an Independent Director in more than five listed companies	✓		Do
1.2 (b) (ix)	who has not been convicted by a court of competent jurisdiction as a defaulter in payment of any loan to a bank or a Non-Bank Financial Institution (NBFI);	✓		Do
1.2 (b) (x)	who has not been convicted for a criminal offence involving moral turpitude.	✓		Do
1.2 (c)	The independent director (s) shall be appointed by the board of directors and approved by the shareholders in the Annual General Meeting (AGM).	✓		Appointed by Board and duly approved at the AGM
1. 2 (d)	The post of independent director (s) cannot remain vacant for more than 90 (ninety) days.	✓		No such case in the year
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) term only. Provided that a former independent director may be considered for reappointment for another tenure after a time gap of one tenure, i.e., three years from his or her completion of consecutive two tenures [i.e. six years]: Provided further that the independent director shall not be subject to retirement by rotation as per of under section 18 of the Companies Act, 1994.	✓		The IDs are in their regular term of office
1.3	Qualification of Independent Director.			
1.3 (a)	Independent Director shall be a knowledgeable individual with integrity who is able to ensure compliance with financial, regulatory and corporate laws and can make meaningful contribution to business.	✓		As declared by the IDs
1.3 (b)	Independent director shall have following qualifications			
1.3 (b) (i)	Business Leader who is or was a promoter or director of an unlisted Company having minimum paid-up capital of Tk. 100.00 million or any listed Company or a member of any national or international chamber of commerce or business association; or	✓		Do
1.3 (b) (ii)	Corporate Leader who is or was a top level executive not lower than Chief Executive Officer or Managing Director or Deputy Managing Director or Chief Financial Officer or Head of Finance or Accounts or Company Secretary or Head of Internal Audit and Compliance or Head of Legal Service or a candidate with equivalent position of an unlisted Company having minimum paid up capital of Tk. 100.00 million or of a listed Company; or	✓		Do

Condition No.	Title	Compliance Status Put (✓) in the appropriate column: Complied	Not Complied	Remarks (if any)
1.3 (b) (iii)	Former 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; or			Not Applicable
1.3 (b) (iv)	University Teacher who has educational background in Economics or Commerce or Business Studies or Law; or			Not Applicable
1.3 (b) (v)	Professional who is or was an advocate practicing at least in the High Court Division of Bangladesh Supreme Court or a Chartered Accountant or Cost and Management Accountant or Chartered Financial Analyst or Chartered Certified Accountant or Certified Public Accountant or Chartered Management Accountant or Chartered Secretary or equivalent qualification;			Not Applicable
1.3 (c)	The independent director shall have at least 10 (ten) years of experiences in any field mentioned in clause (b);	✓		As declared by the IDs
1.3 (d)	In special cases, the above qualifications or experiences may be relaxed subject to prior approval of the Commission.			No such case in year
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;	✓		They are different individuals
1.4 (b)	The Managing Director (MD) and/or Chief Executive Officer (CEO) of a listed Company shall not hold the same position in another listed Company;	✓		Compliance declared by the incumbent
1.4 (c)	The Chairperson of the Board shall be elected from among the non-executive directors of the Company;	✓		He is a non-executive diretor
1.4 (d)	The Board shall clearly define respective roles and responsibilities of the Chairperson and the Managing Director and/or Chief Executive Officer;	✓		Their roles and responsibilities are clearly defined
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 case in the reporting year
1.5	The Directors' Report to Shareholders.			
1.5 (i)	Industry outlook and possible future developments in the industry;	✓		Stated in the Directors' Report
1.5 (ii)	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;	✓		Do
1.5 (iv)	A discussion on Cost of Goods sold, Gross Profit Margin and Net Profit Margin, where applicable;	✓		Do
1.5 (v)	A discussion on continuity of any extraordinary activities and their implications (gain or loss).	✓		Do
1.5 (vi)	A detailed discussion on related party transactions along with a statement showing amount, nature of related party, nature of transactions and basis of transactions of all related party transactions;	✓		Do
1.5 (vii)	A statement of utilization of proceeds raised through public issues, rights issues and/or any other instruments;			Not Applicable
1.5 (viii)	An explanation if the financial results deteriorate after the Company goes for Initial Public Offering (IPO), Repeat Public Offering (RPO), Rights Offer, Direct Listing, etc.			Not Applicable
1.5 (ix)	An explanation on any significant variance that occurs between Quarterly Financial performances and Annual Financial Statements;	✓		Stated in the Directors' Report
1.5 (x)	A statement of remuneration paid to the directors including independent directors;	✓		Do
1.5 (xi)	A statement that the financial statements prepared by the management of the issuer Company present fairly its state of affairs, the result of its operations, cash flows and changes in equity;	✓		Do
1.5 (xii)	A statement that proper books of account of the issuer Company have been maintained;	✓		Do
1.5 (xiii)	A statement that appropriate accounting policies have been consistently applied in preparation of the financial statements and that the accounting estimates are based on reasonable and prudent judgment;	✓		Do
1.5 (xiv)	A statement that International Accounting Standards (IAS) or International Financial Reporting Standards (IFRS), as applicable in Bangladesh, have been followed in preparation of the financial statements and any departure there from has been adequately disclosed;	✓		Do
1.5 (xv)	A statement that the system of internal control is sound in design and has been effectively implemented and monitored;	✓		Do

Condition No.	Title	Compliance Status Put (✓) in the appropriate column: Complied	Not Complied	Remarks (if any)
1.5 (xvi)	A statement that minority shareholders have been protected from abusive actions by, or in the interest of, controlling shareholders acting either directly or indirectly and have effective means of redress;	✓		Do
1.5 (xvii)	A statement that there is no significant doubt upon the issuer Company's ability to continue as a going concern, if the issuer Company is not considered to be a going concern, the fact along with reasons there of shall be disclosed;	✓		Do
1.5 (xviii)	An explanation that significant deviations from the last year's operating results of the issuer Company shall be highlighted and the reasons thereof shall be explained;	✓		Do
1.5 (xix)	A statement where key operating and financial data of at least preceding 5 (five) years shall be summarized;	✓		Do
1.5 (xx)	An explanation on the reasons if the issuer Company has not declared dividend (cash or stock) for the year;			Dividend duly declared
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;	✓		Stated in the Directors' Report
1.5 (xxii)	The total number of Board meetings held during the year and attendance by each director;	✓		Do
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:-			Do
1.5 (xxiii) (a)	Parent or Subsidiary or Associated Companies and other related parties (name-wise details);	✓		Do
1.5 (xxiii) (b)	Directors, Chief Executive Officer, Company Secretary, Chief Financial Officer, Head of Internal Audit and Compliance and their spouses and minor children (name-wise details);	✓		Do
1.5 (xxiii) (c)	Executives; and	✓		Do
1.5 (xxiii) (d)	Shareholders holding ten percent (10%) or more voting interest in the Company (name wise details)	✓		Do
1.5 (xxiv)	In case of the appointment or reappointment of a director, a disclosure on the following information to the shareholders:			Do
1.5 (xxiv) (a)	A brief resume of the director;	✓		Do
1.5 (xxiv) (b)	Nature of his/her expertise in specific functional areas; and	✓		Do
1.5 (xxiv) (c)	Names of companies in which the person also holds the directorship and the membership of committees of the Board;	✓		Do
1.5 (xxv)	A Management's Discussion and Analysis signed by CEO or MD presenting detailed analysis of the company's position and operations along with a brief discussion of changes in the financial statements, among others, focusing on:			Do
1.5 (xxv) (a)	Accounting policies and estimation for preparation of financial statements;	✓		Do
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 case in the reporting 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;	✓		Stated in the Directors' Report
1.5 (xxv) (d)	Compare such financial performance or results and financial position as well as cash flows with the peer industry scenario;			Not Applicable
1.5 (xxv) (e)	Briefly explain the financial and economic scenario of the country and the globe;	✓		Stated in the Directors' Report
1.5 (xxv) (f)	Risks and concerns issues related to the financial statements, explaining such risk and concerns mitigation plan of the Company; and	✓		Do
1.5 (xxv) (g)	Future plan or projection or forecast for Company's operation, performance and financial position, with justification thereof, i.e., actual position shall be explained to the shareholders in the next AGM;	✓		Do
1.5 (xxvi)	Declaration or certification by the CEO and the CFO to the Board as required under condition No. 3(3) shall be disclosed as per Annexure-A; and	✓		Do
1.5 (xxvii)	The report as well as certificate regarding compliance of conditions of this Code as required under condition No. 9 shall be disclosed as per Annexure-B and Annexure-C.	✓		Do
1.6	Meeting 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.	✓		Bangladesh Secretarial Standards (BSS) duly implemented

Condition No.	Title	Compliance Status Put (✓) in the appropriate column: Complied	Not Complied	Remarks (if any)
1.7	Code of Conduct for the Chairperson, other Board members and Chief Executive Officer.			
1.7 (a)	The Board shall lay down a code of conduct, based on the recommendation of the Nomination and Remuneration Committee (NRC) at condition No. 6, for the Chairperson of the Board, other board members and Chief Executive Officer of the Company;	✓		The NRC recommended Board code of conduct is in place
1.7 (b)	The code of conduct as determined by the NRC shall be posted on the website of the Company including, among others, prudent conduct and behaviour; confidentiality; conflict of interest; compliance with laws, rules and regulations; prohibition of insider trading; relationship with environment, employees, customers and suppliers; and independency.	✓		Do
2	Governance of Board of Directors of Subsidiary Company.			
2 (a)	Provisions relating to the composition of the Board of the holding Company shall be made applicable to the composition of the Board of the subsidiary Company;	✓		Same Governance for the subsidiaries as well
2 (b)	At least 1 (one) independent director on the Board of the holding Company shall be a director on the Board of the subsidiary Company;	✓		Do
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;	✓		Do
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;	✓		Do
2 (e)	The Audit Committee of the holding Company shall also review the financial statements, in particular the investments made by the subsidiary Company.	✓		The Audit Committee performed as per CG guidelines
3	Managing Director (MD) or Chief Executive Officer (CEO), Chief Financial Officer (CFO), Head of Internal Audit and Compliance (HIAC) and Company Secretary (CS).			
3 .1	Appointment.			
3.1 (a)	The Board shall appoint a Managing Director (MD) or Chief Executive Officer (CEO), a Company Secretary (CS), a Chief Financial Officer (CFO) and a Head of Internal Audit and Compliance (HIAC);	✓		The positions are duly replenished
3.1 (b)	The positions of the Managing Director (MD) or Chief Executive Officer (CEO), Company Secretary (CS), Chief Financial Officer (CFO) and Head of Internal Audit and Compliance (HIAC) shall be filled by different individuals;	✓		The are different individuals
3.1 (c)	The MD or CEO, CS, CFO and HIAC of a listed Company shall not hold any executive position in any other Company at the same time;	✓		The guidelines are meticulously followed
3.1 (d)	The Board shall clearly define respective roles, responsibilities and duties of the CFO, the HIAC and the CS;	✓		
3.1 (e)	The MD or CEO, CS, CFO and HIAC shall not be removed from their position without approval of the Board as well as immediate dissemination to the Commission and stock exchange(s).	✓		No such case in the reporting year
3.2	Requirement to attend Board of Directors' Meeting.			
3. 2 (i)	The MD or CEO, CS, CFO and HIAC of the Company shall attend the meetings of the Board: Provided that the CS, CFO and/or the HIAC shall not attend such part of a meeting of the Board which involves consideration of an agenda item relating to their personal matters.	✓		In practice
3.3	Duties of Managing Director (MD) or Chief Executive Officer (CEO) and Chief Financial Officer (CFO)			Do
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; and	✓		Stated in the Directors' Report
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;	✓		Do
3.3 (b)	The MD or CEO and CFO shall also certify that there are, to the best of knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or in violation of the code of conduct for the Company's Board or its members;	✓		Do
3.3 (c)	The certification of the MD or CEO and CFO shall be disclosed in the Annual Report.	✓		Do
4	Board of Directors' Committee.			
4 (i)	Audit Committee; and	✓		Do
4 (ii)	Nomination and Remuneration Committee	✓		Do
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;	✓		In practice

Condition No.	Title	Compliance Status Put (✓) in the appropriate column: Complied	Not Complied	Remarks (if any)
5 (1) (b)	The Audit Committee shall assist the Board in ensuring that the financial statements reflect true and fair view of the state of affairs of the Company and in ensuring a good monitoring system within the business;	✓		The AC performed as per CG Codes
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.	✓		Do
5.2	Constitution of the Audit committee.			
5.2 (a)	The Audit Committee shall be composed of at least 3 (three) members;	✓		AC is comprised of 4 members
5.2 (b)	The Board shall appoint members of the Audit Committee who shall be nonexecutive directors of the Company excepting Chairperson of the Board and shall include at least 1 (one) independent director;	✓		The AC is constituted as per the CG Code
5.2 (c)	All members of the audit committee should be "financially literate" and at least 1 (one) member shall have accounting or related financial management background and 10 (ten) years of such experience;	✓		Do
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 1 (one) month from the date of vacancy in the Committee to ensure continuity of the performance of work of the Audit Committee;			No such case in the reporting year
5.2 (e)	The Company secretary shall act as the secretary of the Committee;	✓		In practice
5.2 (f)	The quorum of Audit Committee meeting shall not constitute without at least 1 (One) independent director.	✓		Do
5.3	Chairperson of the Audit Committee.			
5.3 (a)	The Board shall select 1 (one) member of the Audit Committee to be Chairperson of the Audit Committee, who shall be an independent director;	✓		Do
5.3 (b)	In the absence of the Chairperson of the Audit Committee, the remaining members may elect one of themselves as Chairperson for that particular meeting, in that case there shall be no problem of constituting a quorum as required under condition No. 5(4)(b) and the reason of absence of the regular Chairperson shall be duly recorded in the minutes.	✓		No such case in the reporting year
5.3 (c)	Chairperson of the Audit Committee shall remain present in the Annual General Meeting (AGM): Provided that in absence of Chairperson of the Audit Committee, any other member from the Audit Committee shall be selected to be present in the annual general meeting (AGM) and reason for absence of the Chairperson of the Audit Committee shall be recorded in the minutes of the AGM.	✓		He was present in the Annual General Meeting
5.4	Meeting of the Audit Committee.			
5.4 (a)	The Audit Committee shall conduct at least its four meetings in a financial year: Provided that any emergency meeting in addition to regular meeting may be convened at the request of any one of the members of the Committee;	✓		Four meetings duly held
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.	✓		Practiced as per the CG Code
5.5	Role of Audit Committee.			
5.5 (a)	Oversee the financial reporting process;	✓		Do
5.5 (b)	Monitor choice of accounting policies and principles;	✓		Do
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;	✓		Do
5.5 (d)	oversee hiring and performance of external auditors;	✓		Do
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;	✓		Do
5.5 (f)	Review along with the management, the annual financial statements before submission to the Board for approval;	✓		Do
5.5 (g)	Review along with the management, the quarterly and half yearly financial statements before submission to the Board for approval;	✓		Do
5.5 (h)	Review the adequacy of internal audit function;	✓		Do
5.5 (i)	Review the Management's Discussion and Analysis before disclosing in the Annual Report;	✓		Do

Condition No.	Title	Compliance Status Put (✓) in the appropriate column: Complied	Not Complied	Remarks (if any)
5.5 (j)	Review statement of all related party transactions submitted by the management;	✓		Do
5.5 (k)	Review Management Letters or Letter of Internal Control weakness issued by statutory auditors;	✓		Do
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; and	✓		Do
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 purposes stated in relevant offer document or prospectus approved by the Commission: Provided that the management shall disclose to the Audit Committee about the uses or applications of the proceeds by major category (capital expenditure, sales and marketing expenses, working capital, etc.), on a quarterly basis, as a part of their quarterly declaration of financial results: Provided further that on an annual basis, the Company shall prepare a statement of the proceeds utilized for the purposes other than those stated in the offer document or prospectus for publication in the Annual Report along with the comments of the Audit Committee			Not Applicable
5.6	Reporting of the Audit Committee.			
5.6 (a)	Reporting the Board of Directors.			
5.6 (a) (i)	The Audit Committee shall report on it activates to the Board;	✓		Report submitted
5.6 (a) (ii) (a)	Report on conflicts of interest;	✓		No such case in reporting year
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;	✓		Do
5.6 (a) (ii) (c)	Suspected infringement of laws, regulatory compliances including securities related laws, rules and regulations; and	✓		Do
5.6 (a) (ii) (d)	Any other matter which the Audit Committee deems necessary shall be disclosed to the Board immediately;	✓		Do
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 case in the reporting year
5.7	Reporting to the Shareholders and General Investors.			
	Report on activities carried out by the Audit Committee, including any report made to the Board under condition No. 5(6)(a)(ii) above during the year, shall be signed by the Chairperson of the Audit Committee and disclosed in the annual report of the issuer Company.	✓		The AC Report is duly presented in the Annual Report
6	Nomination and Remuneration Committee (NRC).			
6.1	Responsibility to the Board of Directors.			
6.1 (a)	The Company shall have a Nomination and Remuneration Committee (NRC) as a subcommittee of the Board;	✓		In practice
6.1 (b)	The NRC shall assist the Board in formulation of the nomination criteria or policy for determining qualifications, positive attributes, experiences and independence of directors and top level executive as well as a policy for formal process of considering remuneration of directors, top level executive;	✓		The NRC performed as per the CG Codes
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).	✓		Do
6.2	Constitution of the NRC.			
6.2 (a)	The Committee shall comprise of at least three members including an independent director;	✓		The NRC is comprised of 4 members
6.2 (b)	At least 02 (two) members of the Committee shall be non-executive directors;	✓		In practice
6.2 (c)	Members of the Committee shall be nominated and appointed by the Board;	✓		In practice
6.2 (d)	The Board shall have authority to remove and appoint any member of the Committee;	✓		In practice
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 in the reporting year

Condition No.	Title	Compliance Status Put (✓) in the appropriate column: Complied	Not Complied	Remarks (if any)
6.2 (f)	The Chairperson of the Committee may appoint or co-opt any external expert and/or member(s) of staff to the Committee as advisor who shall be non-voting member, if the Chairperson feels that advice or suggestion from such external expert and/or member(s) of staff shall be required or valuable for the Committee;			No such case in the reporting year
6.2 (g)	The Company secretary shall act as the secretary of the Committee;	✓		In practice
6.2 (h)	The quorum of the NRC meeting shall not constitute without attendance of at least an independent director;	✓		Practiced as per the CG Code
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.	✓		No such case in the reporting year
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;	✓		Practiced as per the CG Code
6.3 (b)	In the absence of the Chairperson of the NRC, the remaining members may elect one of themselves as Chairperson for that particular meeting, the reason of absence of the regular Chairperson shall be duly recorded in the minutes;			No such case in the reporting year
6.3 (c)	The Chairperson of the NRC shall attend the annual general meeting (AGM) to answer the queries of the shareholders:	✓		The NRC Chairman attended the AGM
	Provided that in absence of Chairperson of the NRC, any other member from the NRC shall be selected to be present in the annual general meeting (AGM) for answering the shareholder's queries and reason for absence of the Chairperson of the NRC shall be recorded in the minutes of the AGM.			No such case in the reporting year
6.4	Meeting of the NRC.			
6.4 (a)	The NRC shall conduct at least one meeting in a financial year;	✓		Performed as per guidelines
6.4 (b)	The chairperson of the NRC may convene any emergency meeting;	✓		No such case
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);	✓		Practiced as per the CG Code
6.4 (d)	The proceedings of each meeting of the NRC shall duly be recorded in the minutes and such mines shall be confirmed in the next meeting.	✓		Do
6.5	Role of NRC.			
6.5 (a)	NRC shall be independent and responsible or accountable to the Board and to the shareholders;	✓		Do
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	✓		Do
6.5 (b) (i) (b)	The relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and	✓		Do
6.5 (b) (i) (c)	The 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;	✓		Do
6.5 (b) (ii)	Devising a policy on Board's diversity taking into consideration age, gender, experience, ethnicity, educational background and nationality;	✓		Do
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;	✓		Do
6.5 (b) (iv)	Formulating the criteria for evaluation of performance of independent directors and the Board;	✓		Do
6.5 (b) (v)	Identifying the Company's needs for employees at different levels and determine their selection, transfer or replacement and promotion criteria; and	✓		Do
6.5 (b) (vi)	Developing, recommending and reviewing annually the Company's human resources and training policies;	✓		Do
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.	✓		The NRC Report is duly presented in the Annual Report
7	External or Statutory auditors.			
7.1	The issuer Company shall not engage its external or statutory auditors to perform the following services of the Company, namely:			

Condition No.	Title	Compliance Status Put (✓) in the appropriate column: Complied	Not Complied	Remarks (if any)
7.1 (i)	Appraisal or valuation services or fairness opinions;	✓		The code was duly followed
7.1 (ii)	Financial information systems design and implementation;	✓		Do
7.1 (iii)	Book-keeping or other services related to the accounting records or financial statements;	✓		Do
7.1 (iv)	Broker-dealer services;	✓		Do
7.1 (v)	Actuarial services;	✓		Do
7.1 (vi)	Internal audit services or special audit services;	✓		Do
7.1 (vii)	Any service that the Audit Committee determines;	✓		Do
7.1 (viii)	Audit or certification services on compliance of corporate governance as required under condition No. 9(1); and	✓		Do
7.1 (ix)	Any other service that creates conflict of interest;	✓		Do
7.2	No partner or employees of the external audit firms shall possess any share of the Company they audit at least during the tenure of their audit assignment of that Company; his or her family members also shall not hold any shares in the said Company: Provided that spouse, son, daughter, father, mother, brother, sister, son-in-law and daughter-in-law shall be considered as family members;	✓		Do
7.3	Representative of external or statutory auditors shall remain present in the Shareholders' Meeting (Annual General Meeting or Extraordinary General Meeting) to answer the queries of the shareholders.	✓		In practice
8	Maintaining a website by the Company.			
8.1	The Company shall have an official website linked with the website of the stock exchange.	✓		In practice
8.2	The Company shall keep the website functional from the date of listing.	✓		In practice
8.3	The Company shall make available the detailed disclosures on its website as required under the listing regulations of the concerned stock exchange(s).	✓		In practice
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 conditions of Corporate Governance Code of the Commission and shall such certificate shall be disclosed in the Annual Report.	✓		Practiced as per the CG Guidelines and the Certificate is presented 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.	✓		The professional is duly appointed at the AGM
9.3	The directors of the Company shall state, in accordance with the Annexure-C attached, in the directors' report whether the Company has complied with these conditions or not.	✓		The Annexure-C is presented in the Report

Nomination and Remuneration Committee (NRC) Charter (Terms of Reference).

1. Introduction

In pursuance of the Bangladesh Securities and Exchange Commission's Notification No. BSEC/CMRRCD/2006-158/207/Admin/80 dated 3 June 2018 (Corporate Governance Code) issued by Bangladesh Securities and Exchange Commission in exercise of the power conferred by section 2CC of the Securities and Exchange Ordinance 1969, the Board of Directors ("Board") of the Linde Bangladesh Limited ("Company") has constituted the Nomination and Remuneration Committee ("Committee") as a sub Committee of the Board.

In compliance with Condition No. 6(1)(c) of the aforesaid notification, the Board of the Company has formulated this Terms of Reference of the Committee.

2. Objective

The primary objectives of this Terms of Reference is to define the scope of work of the Committee and govern a framework for the Committee.

3. Membership of the Committee

3.1 Composition

The Committee comprises of the followings:

i. The Committee shall comprise of at least three members including an Independent Director.

ii. All members of the Committee shall be Non-Executive Directors.

3.2 Membership

i. Members of the Committee shall be nominated and appointed by the Board through resolution.
ii. The Board shall have authority to remove and appoint any member of the Committee.
iii. In case of death, resignation, disqualification, or removal of any member of the Committee or in any other cases of vacancies which makes the number of the Committee members to be lower than the 3 (three) persons the Board shall fill the vacancy within 180 (one hundred eighty) days of occurring such vacancy in the Committee.
iv. The term of the member of the Committee shall be continued unless terminated by the Board of Directors.
v. The Committee shall have access to adequate internal and external resources. The Chairperson of the Committee may appoint or co-opt any external and/or internal expert to the Committee as advisor who shall be non-voting member, if the Chairperson feels that advice or suggestion from such external expert and/or member(s) of staff shall be required or valuable for the Committee.

3.3 Secretary

The company secretary shall act as the secretary of the Committee.

4. Administrative Matters

4.1 Meeting

The committee will meet as often as the Committee members deem necessary in order to fulfil their role. However, it is intended that the Committee shall conduct at least one meeting in a financial year.

4.2 Convening and Notice of Meeting

i. The Chairperson and the Secretary may convene any meeting upon receiving request from any member of the Committee.

ii. Notice shall be given to every member of the Committee of every meeting at the member's advised address.

4.3 Quorum

The quorum of the meeting of the Committee 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.

4.4 Chairperson

i. The Board shall select 1 (one) member of the Committee to be Chairperson of the Committee, who shall be an Independent Director.
ii. In the absence of the Chairperson of the Committee, the remaining members may elect one of themselves from Independent Directors as Chairperson for that particular meeting, the reason of absence of the regular Chairperson shall be duly recorded in the minutes.
iii. The Chairperson of the Committee shall attend the Annual General Meeting (AGM) to answer the queries of the shareholders.
v. In absence of Chairperson of the Committee, any other member from the Committee shall be selected to be present in the AGM for answering the shareholder's queries and reason for absence of the Chairperson of the Committee shall be recorded in the minutes of the AGM.

4.5 Minutes

i. The proceedings of each meeting of the Committee shall duly be recorded in the minutes by the Company Secretary and, such minutes shall be confirmed in the next meeting of the Committee. All minutes

of the Committee must be entered into a minute book maintained for that purpose.

ii. The minutes of any meeting of the Committee shall be presented at the next Board Meeting following the Committee Meeting.

4.6 Voting

i. Every member of the Committee shall have one vote while voting on any resolution.

ii. Matters arising for determination at Committee meetings shall be decided by a majority of votes of members present and voting and any such decision shall for all purposes be deemed a decision of the Committee.

iii. In the case of equality of votes, the Chairman of the meeting will have a casting or second vote.

4.7 Attendance Fees

No member of the Committee 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.

4.8 Reporting

i. The Committee shall report on its activities to the Board. The Company shall disclose the Nomination and Remuneration policy and the evaluation criteria and activities of the Committee during the year at a glance in its Annual Report.

ii. The Committee shall immediately report to the Board of any material matter arising out of the Committee meeting.

5. Role and Responsibilities

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

i. Review and recommend the size and composition of the Board to the Board, including review of Board succession plans and the succession of the Chairman.
ii. 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.
iii. 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.
iv. Review and recommend to the Board the policy on Board's diversity taking into consideration age, gender, experience, ethnicity, educational background and nationality.
v. Review the Code of Conduct of Board on a periodic basis and recommend any amendments for Board consideration.
vi. Ensure that an effective induction process is in place for any newly appointed Director and regularly review its effectiveness.
vii. Identifying the company's needs for employees at different levels and determine their selection, transfer or replacement and promotion criteria.
viii. Developing, recommending and reviewing annually the company's human resources and training policies.
ix. Review and recommend a policy to Board relating to the remuneration of the Directors and top level executive, considering the following:
a. The level and composition of remuneration is reasonable and sufficient to attract, retain and motivate suitable Directors to run the company successfully,
b. The relationship of remuneration to performance is clear and meets appropriate performance benchmarks, and
c. 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.
x. Assist the Board to formulate the criteria for evaluation of performance of the Board including Independent Director.
xi. Review and recommend to the Board the meeting attendance fees for the Non-Executive Directors of the Board.
xii. Recommend a report to the Board on activities of the Committee during the financial year.
xiii. 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.

6. Review

6.1 Review the charter as and when required in line with BSEC guideline and discuss any necessary or desirable amendments to ensure it remains consistent with the Board's objectives, current laws and best practice.
6.2 Ensure that the charter is approved or re approved by the Board.

Management's Discussion and Analysis.

Overview

Linde Bangladesh Limited, a member of Linde plc, is a leading multinational company in the Industrial and Medical gases business and has been contributing towards the development of the nation as a silent partner. A strong in-built culture with solid work values developed and strengthened Linde Bangladesh Limited over the years which are reflected in the performance of its employees for more than 72 years with continuous expansion in operations and business.

(a) Accounting policies and estimation for preparation of financial statements

The financial records have been compiled in accordance with the (International Financial Reporting Standards (IFRS), the Companies Act, 1994, the Securities and Exchange Rules, 2020, as well as additional rules and regulations in Bangladesh. According to the Securities and Exchange Rules, 2020, cash flows from operating activities are produced using the direct method.

The financial statements have been prepared on a historical cost basis, except for debt and equity financial assets and contingent consideration that have been measured at fair value. The financial statements provide comparative information in respect of the previous period.

International Accounting Standards (IAS) International Financial Reporting Standards (IFRS), as applicable in Bangladesh, have been followed in preparation of the financial statements.

See accounting policies in note 3 of financial statements and the estimates on the director's report for more information.

(b) Changes in accounting policies and estimation

There were no major changes in the in the accounting policies and estimates. The company has followed the same accounting policies and estimates used in the previous year and there were no material changes observed. Moreover, appropriate accounting policies have been consistently applied in preparation of the financial statements. Please see note 3 of the financial statements for more information.

(c) Comparative analysis of financial performance, operational performance

Sales increased by 3% in 2025 compared to the previous year. The Profit from operations increased by 41% out of which 17% came from higher sales and cost productivity. And the rest is the impact of one-off impairment cost of Shitalpur plant (Note-23) charged in the prior year 2024. The Net profit declined due to substantial one-off income from LIPL in previous year (Note-25).

Financial and Operational Performance

Particulars	2025	2024	2023	2022	2021
	MBDT	MBDT	MBDT	MBDT	MBDT
Revenue	2,281	2,214	2,164	4,873	5,083
Cost of Sales	(1,217)	(1,171)	(1,104)	(2,867)	(2,761)
Gross Profit	1,064	1043	1,061	2,006	2,322
Operating Expenses	(685)	(774)	(732)	(808)	(793)
Profit from operations	379	269	328	1,198	1,529
Net foreign exchange gain (loss)	11	119	(7)	(34)	(4)
Income from sale of LIPL		7,579	-	-	-
Other income	50	47	9	12	25
Net finance income	15	16	38	18	23
Profit before contribution to WPPF	455	8,029	368	1,195	1,573
contribution to WPPF	(23)	(401)	(18)	(60)	(79)
Profit before taxation	433	7,628	350	1,135	1,494
Movement of Cash Flow					
Cash generated from operating activities	491	501	853	876	1,546
Income Tax paid	(123)	(133)	(300)	(308)	(323)
Interest received	27	17	42	16	24
Net cash from operating activities	368	368	553	568	1,223
Net cash from investing activities	(128)	7,757	(110)	(207)	1,320
Net cash from financing activities	(684)	(8,782)	(762)	(842)	(689)
Net increase in cash and cash equivalents	(444)	(657)	(320)	(481)	1,854
Cash & cash equivalents at beginning of the year	1560	2,204	2,520	2,999	1,145
Cash and cash equivalents at end of the year	1116	1,560	2,204	2,520	2999
Dividend					
Profit after tax	344	6,421	229	883	1226
Earnings per share (BDT)	22.60	421.94	15.02	58.04	80.55
Final Dividend proposed	152	6,848	2,344	639	837
Stock ratio	-	-	-	-	-
Number of shares	15,218	15,218	15,218	15,218	15,218
Dividend per share (BDT)	10	450.00	154.00	42.00	55.00
Price earnings ratio-times	33	2	93	24	20
Dividend yield (%)	1.33	44.14	11.02	3.00	3.48
Cash and cash equivalents at end of the year	1,116	1,560	2,204	2,520	2,999

• The data for this year represent consolidated numbers.

(d) Comparison of financial performance with the peer industry scenario

Linde Bangladesh Limited's business nature differs significantly from other listed companies on the stock exchanges. Due to its unique operational and business model, comparing its financial position and cash flow with those of other companies would not be meaningful or relevant.

(e) Financial and economic scenario of the global and the country economy

Global Economic Scenario:

The global economy is navigating through a complex landscape of challenges and opportunities. The International Monetary Fund (IMF) projected a moderate growth in GDP at 3%. The slowdown is attributed to lingering trade tensions, rising debt levels, and various geo-political tensions including imposing reciprocal tariffs from USA.

Trade conflict between large economies continues to impact global trade, with large nations imposing tariffs on each other's goods. This has resulted in disrupted supply chains, higher production costs, and decreased consumer spending.

Rising debt levels, particularly in emerging markets, pose a significant risk to economic stability. Climate change also remains a pressing concern, with increasing frequency and severity of natural disasters affecting economic activity.

Despite these challenges, there are pockets of growth and opportunity. The digital economy continues to expand, driven by advancements in technology and innovation. Emerging markets, such as India and Africa, offer promising prospects for investment and growth.

Economy of Bangladesh

Following the July 2024 insurrection, the economy is currently experiencing slower growth, higher inflation, reduced investor confidence, and an increase in financial sector vulnerabilities.

Bangladesh's macroeconomic conditions for the fiscal year 2025 show a precarious and uneven recovery. One of the macroeconomic issues that persists the most is inflation. However, in November 2025, headline inflation decreased to 8.29 percent, primarily due to a slowdown in food prices rather than a general easing of pricing pressures throughout the economy. As 2025 draws to a close amid historic political developments and unresolved economic strains.

(f) Risks and concerns issues related to the financial statements

Linde Bangladesh Limited has risk management systems in place. These are continually being updated and adapted by the Company under guidance of Linde Group. The effectiveness of these systems is reviewed by group internal auditor and statutory auditor and the Board of Directors. The management of the Company conducted risk assessments on business and made mitigation plan to eliminate risks. The audit committee supports the Board in monitoring activities of management and deals with risk management issues. The audit procedures include a review of the system for early identification of risks. The Audit Committee Updates Board on annual and periodical financial statements in detail prior to its publications.

(g) Future plan or projection or forecast for Company's operation, performance and financial position

The Bangladesh Economic Zones Authority (BEZA) has granted the Company a provisional letter of allotment granting 5 acres of industrial land in the Mirsarai Economic Zone in Chattogram to establish a new manufacturing facility. Company is presently exploring the opportunities for further expansion, depending on the country's economic position and demand in industrial & medical gases, especially in the manufacturing, industrial and healthcare sector.

(h) Related party transactions

The company conducts transactions with related parties in a manner consistent with arm's length standards and in the normal course of business. Any transactions with related parties are fully disclosed in the company's Annual Report, specifically in note 31 of the Financial Statements. This note provides a detailed breakdown of all transactions made with related parties, including the nature of the transactions, the amounts involved, and any terms and conditions. The company takes great care to ensure that all transactions with related parties are conducted fairly and transparently, and that they do not present any conflicts of interest. By providing this information to shareholders and other stakeholders, the company aims to maintain accountability and transparency in its dealings with related parties, and to promote trust and confidence in its operations.



(Faridul Hoque Sikder)
Managing Director

Dhaka, 8 April 2026

Corporate Governance.

Corporate governance practices

Sound corporate governance is fundamental to a company's long term success. The Board of Directors of Linde Bangladesh Limited is firmly committed to upholding principles of sound corporate governance. The Board's Management and supervision of actions are always guided by a strong sense of responsibility. Board of Directors continues to follow developments in this area and adapt corporate governance practices as appropriate and beneficial for the Company. The main objective of corporate governance is creation of lasting value for stakeholders. Linde's success has always been built on close and effective cooperation between Board of Directors ability to serve shareholder interest, open communication within the company, proper accounting and auditing and responsible approach to risk, statutory regulations and internal control practices.

Linde Bangladesh Limited follows the Corporate Governance Code promulgated by the Bangladesh Securities and Exchange Commission vide Bangladesh Securities and Exchange Commission Notification No. BSEC/CMRRCD/2006-158/207/Admin/80 dated 3 June 2018.

Role of the Board of Directors

The Board of Linde Bangladesh Limited is responsible for managing the company and overseeing its general business activities. Its action and decisions are made in the best interests of the company, which includes the interests of shareholders, employees, customers and other stakeholder groups. Its aim is to create lasting value for stakeholders. Responsibilities of the Board is steered by the regulations contained in the Memorandum and Articles of Association of the Company, the Companies Act 1994, relevant valid regulations, Codes of Corporate Governance of BSEC, Listing Regulations of Exchanges, corporate best practices of the Country and Company's Codes of Conduct. The Board of Linde Bangladesh Limited comprises of 7 members of whom 2 members are independent directors, 1 member is an executive director, 4 are Linde nominated directors. The Board members include persons of high caliber with professional and academic qualification having experience in private and public sector operations. The Board of Directors reviews business performance in each meeting and approves periodical and annual financial results for publication. Board approves the annual plan, capital expenditure for the year and passes resolution at meetings held on a regular basis.

Board meeting

The Board of Linde Bangladesh Limited met 6 times in 2025. In the Board Meeting the actions and decisions are geared towards the best interests of the Company taking into account the concerns of shareholders, employees, customers and other stakeholders. Board meetings were held under section # 96 of Companies Act 1994 and Bangladesh Securities and Exchange Commission (BSEC) regulations regarding Board meeting were complied with. The company conducts its Board meetings and records the minutes of the meetings as well as keeps 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). Director's attendance in the Board meeting is shown in ⇨ page # 27 of the Report of the Board of Directors.

Audit Committee

Linde Bangladesh Limited has an Audit Committee as a sub-Committee of the Board of Directors. The aims of the establishment of an Audit Committee is to create efficiency in the operations and to add value to the organization.

The Audit Committee is appointed by the Board of Directors to assist the Board in discharging its oversight responsibilities by reviewing:

- the financial reporting process to ensure the balance, transparency and integrity of published financial information so that the financial statements reflect true and fair view of the state of affairs of the company;
- the effectiveness of the company's internal financial control and risk management system as well as the effectiveness of the internal audit and compliance function to ensure sound monitoring system within the business;
- the independent audit process including recommending the appointment and assessing the performance of the external auditor.

In performing its duties, the Committee maintains effective working relationships with the Board of Directors, management, and the external and internal auditors. The Audit Committee is responsible to the Board of Directors according to the duties and responsibilities assigned by the Board of Directors. To perform his or her role effectively, each Committee member needs to develop and maintain his or her skills and knowledge, including an understanding of the committee's responsibilities and of the company's business, operations and risks. A separate report on activities of the Audit Committee is attached at ⇨ page # 49 of this report pursuant to condition # 5(7) of the Corporate Governance Code of 3 June 2018.

Nomination and Remuneration Committee (NRC)

The Nomination & Remuneration Committee of Linde Bangladesh Limited is appointed by the Board of Directors, as required by the Corporate Governance Code of Bangladesh Securities and Exchange Commission (BSEC) notification. The NRC consist of four members, of whom two are an independent directors and rest two are nominated directors.

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 (NRC) Committee shall, at least once 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. The policy of NRC is attached at page # 38 of this report pursuant to condition # 6.5(c) of the Corporate Governance Code of 3 June 2018.

Chairperson and Managing Director/CEO of the Company are different persons

To reinforce compliance of the Corporate Governance Code of 1(4), Chairperson of the Board and Managing Director/CEO of the Company are different individuals with different roles and responsibilities as defined by the Board. The Managing Director (MD) and/or Chief Executive Officer (CEO) of a listed company shall not hold the same position in another listed company. The Chairperson and Managing Director of the Board is to be balanced to ensure that its members collectively possess the knowledge, skills and professional experience necessary to enable them to discharge their duties in a fit and proper manner. The Chairperson is a Non-Executive Director while the Managing Director/CEO is an Executive Director. The Chairperson and Managing Director/CEO ensures that the Board is functioning in accordance with the Memorandum and Articles of Association of the Company as well as other applicable laws.

Role of the Chairperson

The Chairperson of the Board shall be elected by the Board of Directors from among the non-executive directors of the company. 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. The purpose of the role is to make the board excellent and to take personal responsibility for the level of quality in the boardroom, to improve and maximize the governance process, thus protecting the shareholders assets and ensuring decent return on their investment. A brief of the roles and responsibilities of the Chairperson is as follows:

- The Chairperson's responsibility is defined by the Board as directed by BSEC Corporate Governance code.
- Responsible for overseeing the board meetings as well as the executive sessions of independent directors, organizing and coordinating the board's activities.
- The Chairperson confirms that the Board is functioning in harmony with the Memorandum and Articles of Association of the Company as well as other pertinent laws.
- Reviewing and evaluating the performance of the Managing Director and the other board members.
- Ensure that all statutory and legal compliance is strictly adhered.
- Ensure internal Linde compliance in all aspects of the business.
- Work closely with the Board of Directors, Global, Regional, Cluster and Country Leadership Team, Regional Partners; in country teams; external organizations including industry and legislative bodies.

Role of the Managing Director and CEO

The directors shall appoint Managing Director & CEO for such period and upon such terms as they think fit. The purpose of the role is to drive profitable growth in Linde's business, identify new business opportunities, align the organisation internally and implement the industry best practices within the Company as per approved objective. The Managing Director works closely with the Board of Directors, Global, Regional, Cluster and Country Leadership Team, Functional Heads, Regional Partners; in country teams; external organizations including industry and legislative bodies. A brief of the roles and responsibilities of the Managing Director & CEO is as follows:

- Delivering company's over-all financial and non-financial targets (profit and loss management, safety, quality, regulatory compliance, customer service KPI's, DSO, etc.).
- Provide over-all leadership and management in business in terms of sales, marketing, local product management, pricing, trademark, branding and regulatory compliance.
- Reporting of key business qualitative and quantitative performance indicators across relevant departments and management levels.
- Develop in-depth understanding of the existing trend of local market, value chain, customer segments and competitors within the market sector and incorporate those into company's business strategies.
- Review organization and succession planning to ensure business continuity within the team.
- Ensure internal Linde compliance in all aspects of the business.

Role of the Chief Financial Officer (CFO)

The Chief Financial Officer (CFO) shall be appointed by the directors for such time, at such remuneration and upon such conditions as they may think fit, and any Chief Financial Officer so appointed may be removed by them. The Corporate Governance Code # 3 issued by BSEC requires a listed company to appoint a Chief Financial Officer who shall not hold any executive position in any other company at the same time. The Chief Financial Officer of a company has overall responsibility for the strategic planning, implementation, managing and running of all the finance activities of the company, including business planning, budgeting, forecasting, risk and governance as well as negotiations. The CFO job description should also implement company's overall financial policy to achieve Company's short and long term financial goals. A brief of the roles and responsibilities of the Chief Financial Officer is as follows:

- Formulates and administers financial policy and develops best financial practices in the Company.
- Draws strategy to maintain smooth cash flow throughout the year.
- Ensures that all rules and regulations of the Company, the Statutory/ Regulatory bodies, the Company laws, Security & Exchange Rules are fully in compliance.
- Supports and monitors activities of Share and Finance Departments and provide shareholders' appropriate services.

- Assists and advises the Managing Director of the Company in matters of financial decisions and briefs the Board members with finance related information.
- Leads the budget preparation process and finalises it.
- Establishes standardised systems and processes for various financial operations and ensures development of standard operating procedures.
- Creates a culture of financial discipline by ensuring the implementation of management and financial management systems and processes across the organization.
- Present the financials to the Board and Country Leadership team.
- Manages key financial risks including that of Treasury and Insurance and update the Board time to time.
- Formulates and administers financial policy & accounting practices and reporting system in the Company.
- Strives to achieve cost control through judicious control over the commercial planning, contracts and taxation matters.

Role of the Company Secretary

The Secretary shall be appointed by the directors for such time, at such remuneration and upon such conditions as they may think fit, and any Secretary so appointed may be removed by them. The purpose of this position is to guide company directors about the operation of the company, including compliance with legal and statutory requirements to achieve Company's short and long term goals. The Corporate Governance Code # 3 issued by BSEC requires a listed company to appoint a full-fledged Company Secretary who shall not hold any executive position in any other company at the same time. Company Secretary should work closely with Board of Directors, different committee members, shareholders, regulatory authorities and all functional heads of the company. The Company Secretary plays an important role in ensuring that a company and its directors both comply with Company law. The Company Secretary shall organise 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 these Code and guided by the regulations contained in the Memorandum and Articles of Association of the Company, the Companies Act, 1994, relevant applicable regulations, BSEC Codes of Corporate Governance, Listing Regulations of the exchanges and other generally accepted corporate best practices.

Being a governance official, the Company Secretary drives for corporate compliance and provides support to the Chairman, other members of the Board and the Managing Director to ensure effective functioning of the Board. The Company Secretary organises and attends all Board and Committee meetings and ensures that deliberations on all issues are properly minuted decisions recorded and are duly communicated across the respective authority lines for necessary information and actions. A brief of the roles and responsibilities of the Company Secretary is as follows:

- Convening and servicing annual general meeting (AGM), Extra-Ordinary general meetings (EGM) including producing agendas, taking minutes; conveying decisions etc.
- Providing support to committees and working parties such as the Board of Directors, Audit Committee etc.
- Implementing procedural/administrative systems as directed.
- Handling correspondence before and after meetings.
- Ensuring policies are kept current, are approved, and that company members are aware of their implications.
- Prepare various management reports for Board Directors.
- Collating information and report accordingly as directed on company matters.
- Providing legal/financial advice during and outside of meetings.
- Ensure that all regulatory requirements and reporting are strictly adhered.
- Maintaining current awareness about company law.
- Keeping the register of shareholders updated and liaising with them on behalf of the company.

Role of the Head of Internal Audit & Compliance (HIAC)

The internal audit function of Linde, Region of South and East Asia (RSE) conducts at regular intervals efficiency and effectiveness of the risk management and internal control on all activities of the Company. They also carryout internal audit on all functions of the Company like, Operations, Distributions, Sales and Marketing, Finance, Treasury system, Information Service. Internal Auditor submits their observation on weaknesses and non compliance of company's practices and statutory provisions. The Head of Internal Audit and Compliance is responsible for the internal control system and reporting to the Audit Committee regarding deviations from accounting and internal control system. The internal auditors embark on a comprehensive audit of all functional areas and operations and their findings are referred to the Audit Committee of the Board for due appraisal with the BSEC guideline.

The Head of Internal Audit and Compliance (HIAC), performs group-wide independent, objective assurance and consulting activities in order to add value and improve the organisation's operations. Fulfils the country level Audit Committee requirements in the role of Country Head of Internal Audit which is a statutory requirement of the local country Companies Act. LBL has made relevant mandatory disclosures in its financial statements under the regulatory framework, including compliance with the provisions of International Financial Reporting Standards (IFRS) as adopted in Bangladesh. Besides that, it submits all the reports/statements regularly which are required to be sent to the regulators as well as the other stakeholders of the Company. A brief of the roles and responsibilities of the Head of Internal Audit and Compliance (HIAC) is as follows:

- Present project status updates to members of the Audit Committee.
- Convey key issues identified, the risks associated, the recommendations required and the management comments.
- Describe the severity of findings and how it impacts the respective country financial performance.
- Present feedback on investigations and outcomes.

- Handle all queries regarding Internal Audit as raised in the Audit Committee meeting or requested by the chairperson.
- Ensure stakeholder appreciation for the work done by Internal Audit.
- Achieve good understanding of the country operations and business models.
- Engage with the country leadership to build good working relations.
- Interact with the External Auditors as required to understand their challenges and risks identified in the company.
- Conduct annual risk assessments and feedback to the Head of Audit to incorporate in the risk based audit plans.
- Ensure the agreed audit plans are delivered for the respective country/ies.

Annual General Meeting

The shareholders assert their rights as conferred by the articles of association during the Annual General Meeting by exercising their right to vote. Each share entitles the shareholder to one vote.

The Annual General Meeting takes place within the first six months after end of the accounting year. Notice of Annual General Meeting together with the annual reports and documents as required by Companies Act. is sent to the shareholders, fourteen days, prior to the meeting.

Shareholders who cannot attend the Annual General Meeting have the option to exercise their vote through a proxy to another member of the Company. The proxy form duly filled in to be submitted to the Corporate Office of the Company within 72 hours before the meeting.

Corporate Governance Compliance Report

In accordance of the requirement of Bangladesh Securities and Exchange Commission Notification No. BSEC/CMRRCD/2006-158/207/Admin/80, dated 3 June 2018. Corporate Governance Compliance Report is attached in Annexure C.

Corporate and financial reporting framework

- The financial statements prepared by the management of the company present fairly, its state of affairs, the result of its operations, cash flows and changes in equity.
- Proper books of account of the company have been maintained.
- Appropriate accounting policies have been consistently applied in preparation of the financial statements and the accounting estimates are based on reasonable and prudent judgment.
- International Accounting Standards (IAS) International Financial Reporting Standards (IFRS), as applicable in Bangladesh, have been followed in preparation of the financial statements.
- The Company has implemented a sound system of internal control which ensures reasonable assurance to restrict material misstatement in financial statement. The internal control system is reviewed by the Group Internal auditor help updates Management and Audit Committee on the status of internal control.

Internal control

Sound internal control process is defined and practiced for all activities of the Company.

Group Internal Audit team conducts audit to evaluate appropriateness of internal control. The findings and subsequent remedial status are reported to the Audit Committee. Migration of data processing at Linde Global Services, Manila (LGSM -Share service) has strengthened internal control on accounting and data processing. Under the share service arrangement, Country Finance is responsible for preparing source data for Financial and Treasury Accounting and bill processing. On the other hand, LGSM is responsible for data editing, verifying and processing and uploading in online banking network. After uploading processed file in HSBC network by LGMS, signatories of the bank, authorise the cheques electronically per delegation of authority (DOA). However, depending on the situations in urgent cases, payments are made by in-house cheques after it being processed by LGSM. Under share service arrangement data ownership remained with country finance. LGSM is also responsible for reconciliation of General Ledger Accounts, Accounts Receivable, Accounts Payable and Bank reconciliation etc. The schedule and reconciliation are vetted by country finance. Country Finance and controlling functions are responsible for providing information for management discussion.

Internal audit

The internal audit function of Linde, Region of South and East Asia (RSE) conducts at regular intervals efficiency and effectiveness of the risk management and internal control on all activities of the Company. They also carryout internal audit on all functions of the Company like, Operations, Distributions, Sales and Marketing, Finance, Treasury system, Information Service etc. Internal Auditor submits their observation on weaknesses and non compliance of company's practices and statutory provisions. Each observation states the facts, weaknesses and recommendations for improvement. A direct responsible individual (DRI) is made for each observation and followed up by the Group internal auditor till recommendations are implemented. Internal audit activity is reviewed by the Audit Committee.

Risk management

Linde Bangladesh Limited has risk management systems in place. These are continually being updated and adapted by the Company under guidance of Linde Group. The effectiveness of these systems is reviewed by group internal auditor and statutory auditor and the Board of Directors. The management of the Company made risk assessment on business and made risk mitigation plan to eliminate risks. The audit committee supports the Board in monitoring activities of management and deals with risk management issues.

Statutory Audit

The Company prepares and publishes its annual financial statements and interim financial statements in accordance with Bangladesh Financial

Reporting Standards (BFRS) as adopted by the Institute of Chartered Accountants of Bangladesh (ICAB). The annual and periodical financial statements are prepared by the management and reviewed by the Audit Committee. Financial statements are audited by the statutory auditor in accordance with Bangladesh Audit Standard as promulgated by the ICAB. As per these regulations, auditors are appointed by Shareholders at each Annual General Meeting (AGM) and their remuneration is also fixed by the Shareholders at the same AGM. Appropriate structure is in place as per corporate governance best practices to ensure independence of statutory auditors. Statutory auditors are changed every three years in compliance with the Bangladesh Securities and Exchange Commission (BSEC) regulations.

The audit procedures include a review of the system for early identification of risks. The Audit Committee Updates Board on annual and periodical financial statement in detail prior to its publications.

Compliance Audit

Compliance audit of the company is ruled by the Corporate Governance Code # 9(1) issued by BSEC on 3 June 2018, which states that 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. The company shall obtain a certificate from a practicing Professional Accountant or Secretary (Chartered Accountant or Cost and Management Accountant or Chartered Secretary) other than its statutory auditors or audit firm on yearly basis regarding compliance of conditions of Corporate Governance Code of the Commission and such certificate shall be disclosed in the Annual Report. To ensure good governance a Compliance Certificate is obtained from licensed practicing professionals who certify that the company has duly complied with all the regulatory requirements as stipulated by the Bangladesh Securities and Exchange Commission (BSEC). The Compliance Certificate is available on at ⇨ page # 29 in this Report.

Declaration of CEO and the CFO regarding Financial Statements

A separate statement pertaining to due diligence of the Chief Executive Officer (CEO) and Chief Financial Officer (CFO) as required under Corporate Governance Code of BSEC is presented in Annexure-A on ⇨ page # 28 of this report.

Employee

Total number of employees in the Linde Bangladesh Limited on 31 December 2025 was 88 (31 December 2024: 97). The Company paid salary and wages Taka 267 million (31 December 2024 Taka 302 million) during the year under review. The strategy of Company is to attract, develop and promote the best employee, build long term loyalty to the Company which is the most important prerequisite for long term success of the Company. Training arrangements were made throughout the year for people development. Through occupational safety and health protection measures, Linde Bangladesh Limited help its employee to stay healthy and protects them from risks that might arise from the work they perform for the Company.

Compliance with laws

Company respects the provisions of the law and complies with those in business practices. Each employee of the Company must learn provisions of the law that applies to their job. The Board of the Company ensures that all provisions of the law are complied with in a timely manner. Any non compliance is immediately addressed.

Code of Ethics

The Code of Ethics is structured to reflect the expectation of all stakeholders of the Company. Each employee of the Company must learn and comply with the standards and laws that applies to their job. Company actively monitors standards set out in the code. Code of Ethics covers:

- Making ethical decision.
- Dealing with customers, suppliers and markets.
- Dealing with shareholders.
- Dealing with employees.
- Dealing with the public.

Corporate website

The Company developed an information website under corporate governance responsibility, where public information related to the Company is placed for interested group like shareholders, employees, customers and other stakeholders.

Information which are hosted in Company Website are shown below:

- Annual Financial Statements.
- Periodical Financial Statements.
- Dividends
- Managements of the Company.
- Price Sensitive information.
- Notifications etc

The link of Company website is www.linde.com.bd.

Dividend Distribution Policy Statement.

Introduction

The Board of Directors of Linde Bangladesh Limited (the "Company"), herein after referred as "the Board", has approved the Dividend Distribution Policy of the Company ("the Policy") and shall disclose the same in the annual reports and on the website of the Company.

The Dividend Distribution Policy is prepared and adopted in compliance with the provisions of the Directive No. BSEC/CMRRCD/2021-386/03 dated 14 January, 2021 of the Bangladesh Securities and Exchange Commission (BSEC) about dividend declaration, pay off, disbursement and compliance.

Purpose

The Dividend Distribution Policy ("the policy") prepared and adopted the principles to ascertain amounts that can be distributed to shareholders as dividend by the Company as well as enable the Company strike balance between pay-out and retained earnings, in order to address future needs of the Company.

Definitions

The Company's Board of Directors shall be responsible for generating all proposed resolutions on the declaration and payment of dividends. The Company's Board of Directors shall be responsible for generating all proposed resolutions on the declaration and payment of dividends. The Board of Directors may in its discretion declare an interim Dividend based on profits arrived at as per quarterly or half yearly unaudited financial results. Where no final dividend is declared, the interim Dividend (if any) shall be regarded as the final dividend in the AGM.

The Company decides to distribute dividends among its Shareholders in proportion to the amount paid-up on shares they hold in the form of Cash or Stock (Bonus) dividend. Therefore, dividend declared will be distributed amongst all shareholders, based on their shareholding on the record date. The time, place and procedure for payment of Dividends shall be publicly communicated to shareholders in advance of the register Record Date or closure date and payment date.

Final dividends will generally be recommended by the Board once a year, after the announcement of the full year results and before the Annual General Meeting (AGM) of the shareholders, as may be permitted by the Articles of Association of the Company as well as applicable provisions of the Companies Act, 1994 and Rules framed thereunder, BSEC Regulations, Tax Regulations, and other applicable legislation.

The Company has had a consistent dividend policy that balances the objective of appropriately rewarding shareholders through dividends and to support the future growth.

As in the past, subject to the provisions of the applicable law, the Company's dividend payout will be determined based on available financial resources, investment requirements etc.

Declaration and Payment of Dividends

Dividend is the share of the profit that a Company decides to distribute among its Shareholders based on availability of profits/profit growth/ liquidity position/diversification/expansion of the Company. The dividend policy of the Company is to distribute to its shareholders surplus funds from its distributable profits and/or general reserves, as may be determined by the Board of Directors, subject to:

- Internal Factors
  - i. The Company Profits earned during the financial year;
  - ii. Cash flow position of the Company;
  - iii. Accumulated reserves;
  - iv. Earnings steadiness;
  - v. Future cash requirements for growth/expansion;
  - vi. Long term investments;
  - vii. Acquisition of brands and businesses;
  - viii. Current and future leverage and incomparable circumstances, contingent liabilities,
  - ix. Working capital requirements;

- External Factors
  - i. Investor's expectation and other relevant factors
  - ii. Business cycles,
  - iii. Industry outlook for the future years;
  - iv. Economic environment;
  - v. Change in regulatory provisioning requirements;
  - vi. Additional such criteria as the Board may deem fit from time to time;

Amendment

This Policy Statement shall be effective from the date of execution and may be amended from time to time and approved by the Board of Directors of the Company.

Disclosures

The Dividend Distribution Policy shall be disclosed on the Company's website & a web-link thereto shall be provided in the Annual Report.

Disclaimer

The above Policy Statement does not represent a commitment on the future Dividends of the Company but represents a general guidance on the Dividend Policy.

Authority of Policy Approval

This policy was approved by the Company's Board on 21 October 2021.

Statement of Directors' Responsibilities.

Financial statements and accounting records

Linde Bangladesh Limited Directors are responsible for approving the Annual Report and its financial statements for the year ended 31 December 2025 in accordance with applicable law and regulations.

The Management is required to prepare the financial statements in accordance with the International Accounting Standards (IAS), International Financial Reporting Standards (IFRS), the Companies Act 1994, the Securities and Exchange Rules 1987 and the regulations of the Dhaka, Chittagong Stock Exchanges. Under Company Law the Directors must not approve the accounts unless they are satisfied that financial statement reflects a true and fair view of the state of affairs of the Company and of the profit or loss of the Company for the year.

The Directors are legally responsible for ensuring fair presentation of financial statements, which comprises of the statement of financial position as at 31 December 2025, and the statement of comprehensive income, statement of changes in equity and statement of cash flows for the year then ended, and a summary of significant accounting policies and other explanatory notes and related consolidated financial statements of Linde Bangladesh Limited and its subsidiaries.

To the best of our knowledge, and in accordance with the applicable reporting principles, the financial statements including consolidated financial statements have been prepared and presented to ensure that:

- These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading.
- These statements together, present a true and fair view of the company's state of affairs and are in compliance with existing accounting standards and applicable laws.
- No transactions entered into by the company during the year, which are fraudulent, illegal, or violation of the company's code of ethics.

The Auditors of the Company have examined financial statements made available by the Board of Directors together with all relevant financial records and express their opinion in their report in ⇨ page # 53-58 of the Annual Report.

On behalf of the Board of Directors,

Dhaka, 8 April 2026

Abhijit Banerjee
Chairman

Faridul Hoque Sikder
Managing Director

Audit Committee Report.

The Members of the Audit Committee of Linde Bangladesh Limited are appointed by the Board of Directors, as recommended by Bangladesh Securities and Exchange Commission (BSEC) notification. The Audit Committee ensures that the best corporate governance(s) are followed the Company, and it is a sub-committee of the Board. As on 31 December 2025 the Audit Committee consisted of four members, of which two were Independent Directors and the other two were Nominated Directors. Meetings of the Committee were attended by the Managing Director, Chief Financial Officer of the company on invitation.

The Composition of the Audit Committee

The terms of reference of Audit Committee have been set up by the Board of Directors in accordance with BSEC notification.

Composition of Audit Committee as on 31 December 2025:

Mr. Shehzad Munim	Chairman, Independent Director
Mr. Tanjib-Ul Alam	Member, Non-Executive Director
Ms. Farzanah Chowdhury	Member, Independent Director
Mr. Neeraj Kumar Jumrani	Member, Non-Executive Director
Mr. Abu Mohammad Nisar FCS	Secretary

Composition of Audit Committee as on the date of Audit Report:

Mr. Shehzad Munim	Chairman, Independent Director
Mr. Tanjib-Ul Alam	Member, Non-Executive Director
Ms. Farzanah Chowdhury	Member, Independent Director
Mr. Neeraj Kumar Jumrani (Resigned on 15 February 2026)	Member, Non-Executive Director
Mr. Milan Sadhukhan (Appointed on 16 February 2026 in place of Mr. Neeraj Kumar Jumrani)	Member, Non-Executive Director
Mr. Abu Mohammad Nisar FCS	Secretary

Four (4) meetings of Audit Committee were held during the year under review. Attendance of members in the meeting are as follows::

Name of members	No. of Attendance
Mr. Shehzad Munim	4
Mr. Tanjib-Ul Alam	4
Ms. Farzanah Chowdhury	3
Mr. Neeraj Kumar Jumrani (Resigned on 15 February 2026)	4
Mr. Milan Sadhukhan (Appointed on 16 February 2026 in place of Mr. Neeraj Kumar Jumrani)	0

In all meetings the internal auditor gave presentation to the committee which covered the internal audit plan, number of audits carried out during the year, audit observations, audit recommendations and the status of its implementation. Audit Committee also met external auditor to discuss their observations on statutory audit and their recommendations for improvement. The Committee also reviewed the Financial Statement of the subsidiary company of BOC Bangladesh Limited.

Terms of Reference

The functions and responsibilities of the Committee are distinctly outlined in its Terms of Reference (ToR). The Board must provide its permission before any changes to the duties and responsibilities can be made. They are evaluated on a regular basis and may be made as needed for the business, in accordance with BSEC notifications.

Role of Audit Committee

The Audit Committee is empowered with Boards oversight responsibility to investigate any activity within its terms of reference. The Committee reports to Board of Directors as per terms of reference, on the activities assigned. The role of the committee includes:

- Review the financial statement with respect to presentation, disclosure and accuracy of data.
- Monitor and review effectiveness of internal and external audit.
- Review effectiveness of the financial internal control of the company.
- Review effectiveness of risk management system of the company.
- Review ethical standard and procedures to ensure compliance with regulatory and financial reporting requirements.
- Any other activities as per audit committee charter.

Meeting

There were four meetings during the period. The quorum shall be not less than two directors, one of whom, at least, shall be an independent director.

The audit committee may invite such other persons (e.g., the CEO, CFO, internal auditor) to its meetings, as it deems necessary. The external auditor shall normally attend the meetings of the committee at which it communicates audit risks and planning and the full year results. Company Secretary shall act as the secretary of the committee.

Activities carried out by the Audit Committee

Audit Committee acted as per guideline mentioned in the charter of the Committee. The Committee reviewed effectiveness of internal control and external audit procedures and reports thereon. The Audit Committee regularly updates the Board of Directors on their observations and status of control environment. The members of Audit Committee were apprised duly by:

- The external auditor on accounting policies, internal controls, compliance of statutory provisions of law and other regulatory authorities, Compliance of Bangladesh Accounting Standards and appropriateness of disclosure in the Financial Statements. The committee reviewed the audit findings and management responses.
- The Chief Financial Officer on financial performance of the company for the period under review.

Main activities of the Audit Committee (AC) during the reporting period

The Audit Committee performed the following functions during the year under review:

a) Reviewed and recommended to the Board the quarterly, half yearly and annual financial statements of the Company for the year under review.
b) Reviewed the Accounting procedures with a view to ascertaining that the international Financial Reporting Standard (IFRS) has been applied in maintaining books and records.
c) Reviewed the Internal and External Inspection & Audit Report with a view to implementing the suggestions of Internal and External Auditors in respect of Internal Control structure and techniques.
d) Reviewed the Management Letter from the external auditors in their presence.
e) Reviewed the performance of the statutory/external auditors.
f) Considered and made recommendation to the Board on the appointment and remuneration of the statutory and compliance auditors.
g) Reviewed the adequacy of internal audit plan and functions, monitored progress and effected revisions, if and when necessary.
h) Reviewed the draft Directors' Report of the year under report.
i) Reviewed the Management Discussion and Analysis statement of the Company for the year.
j) Reviewed the draft Annual Report to be tabled at the next Annual General Meeting.
k) Reviewed the related party transactions to ensure that no material 'conflict of interest' exists in the system.
l) Reviewed compliance of the codes of conduct of the company.
m) Reviewed the statement of compliance prepared under the CG Codes.
n) Reviewed the 'Certificate of Compliance' from the CG Compliance Auditor.
o) Reviewed to minimize expenditures in all operational activities where possible.
p) Reviewed the financial statements and capital investment, if any, made by the Subsidiary Companies.
q) Reviewed the Report of the Audit Committee to ensure that:
    - The AC performed as a true sub-committee of the Board,
    - It had the required number of members in it with two Independent Directors,
    - Board appointed Independent Director was the Chairman of AC,
    - The members had true *financial literacy* in them,
    - The AC meetings were held with required quorum as per the CG guidelines,
    - Four meetings were held in the year under review to meet the requirement,
    - The Company Secretary performed as the secretary to the Committee, and
    - The Chairperson of AC attended the AGM of the year as required.

Reporting

Pursuant to condition # 5(6)(a) of the Corporate Governance Code-2018 issued by BSEC, the Committee reports that it did not find any conflict of interest, any fraud, irregularity or material defect in the internal control system. There also are no infringement of laws rules and regulations.

After due verification Audit Committee formed the opinion that adequate financial control and procedures are in place to provide reasonable assurance that the company's resources are safeguarded and the financial position of the Company is well managed.

On behalf of the Audit Committee



Shehzad Munim
Chairman

Dhaka, 8 April 2026

Report on the Nomination & Remuneration Committee (NRC).

The Members of the Nomination & Remuneration Committee of Linde Bangladesh Limited are 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 two are an independent directors and rest two are nominated directors.

Pursuant to code 6.5(c) of the codes of corporate governance, the formation, framework, polices and activities of the Nomination & Remuneration Committee are 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 and top level executives. 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 Directors 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

As on 31 December 2025 the Nomination and Remuneration Committee consisted of four members, of which two were an Independent Directors and the other two were Nominated Directors.

Composition of Nomination and Remuneration Committee as on 31 December 2025:

Mr. Shehzad Munim	Chairman, Independent Director
Mr. Tanjib-Ul Alam	Member, Non-Executive Director
Ms. Farzanah Chowdhury	Member, Independent Director
Mr. Neeraj Kumar Jumrani	Member, Non-Executive Director
Mr. Abu Mohammad Nisar FCS	Secretary

Composition of Nomination and Remuneration Committee as on the date of Audit Report:

Mr. Shehzad Munim	Chairman, Independent Director
Mr. Tanjib-Ul Alam	Member, Non-Executive Director
Ms. Farzanah Chowdhury	Member, Independent Director
Mr. Neeraj Kumar Jumrani (Resigned on 15 February 2026)	Member, Non-Executive Director
Mr. Milan Sadhukhan (Appointed on 16 February 2026 in place of Mr. Neeraj Kumar Jumrani)	Member, Non-Executive Director
Mr. Abu Mohammad Nisar FCS	Secretary

Linde NRC Policy

The principal objective of establishing a Nomination and Remuneration Committee (NRC) of the Board of Directors, is to create efficiency in the operations and to add value to the organization. To that end, the basic purpose of NRC is to assist the Board in formulation of the nomination criteria or strategy for determining qualifications, positive attributes, experiences and independence of directors and top-level executives as well as a policy for formal process of considering remuneration of directors and top-level executives. The primary emphasis is given in crafting a process for developing skills and future-fit capabilities of all Linde employees. The NRC shall be independent, but responsible and accountable to the Board and to the shareholders.

As per policy, the NRC shall oversee, among others, the following matters and make report with recommendation to the Board of Directors:

(1) Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board of Directors' a policy, relating to the remuneration of the directors, key managerial personnel and other employees of the Company.
(2) Devising a policy on Board diversity;
(3) Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board of Directors their appointment and removal.
(4) Formulation of criteria for evaluation of performance of the Board members and Independent Directors;

(5) Identifying the Company's needs for employees at different levels and determining their selection, transfer/replacement and promotion criteria;
(6) To develop, recommend and review annually the Company's human resources and training policies.

The Company shall disclose the nomination and remuneration policy (NRC Policy) and the activities of NRC during the year at a glance in its Annual Report as per requirements of the CG Codes.

Main activities of NRC during the year under review

The Nomination and Remuneration Committee (NRC) performed the following functions during the year under review:

a. Reviewed the Terms of Reference of the Committee,
b. Reviewed the background qualifications, positive attributes and level of independence of the Board members and Independent Directors,
c. Reviewed the mix & composition and overall performance of the Board and Committees,
d. Reviewed and recommended the induction of new Director/ Independent Director in the Board,
e. Reviewed the vacancy positions and/or new positions, if any,
f. Reviewed the frequency of meetings of the Committee in a year.
g. Reviewed the yearly report of NRC to ensure that:
   - The NRC performed as a true sub-committee of the Board,
   - It had the required number of members in it with one Independent Director,
   - Board selected Independent Director was the Chairman of NRC,
   - All members of NRC were non-executive directors,
   - The NRC meetings were held with required quorum as per the CG guidelines,
   - None received any remuneration other than their routine fees,
   - The Company Secretary performed as the secretary to the Committee,
   - Minutes were duly prepared and confirmed in the following meeting of NRC, and
   - The Chairman of NRC attended the AGM of the year as required.

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:

i. Review and recommend the size and composition of the Board, including review of Board succession plans and the succession of the Chairman.
ii. 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.
iii. 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.
iv. Review and recommend to the Board the policy on Board's diversity taking into consideration age, gender, experience, ethnicity, educational background and nationality.
v. Review the Code of Conduct of Board on a periodic basis, and recommend any amendments for Board consideration.
vi. Ensure that an effective induction process is in place for any newly appointed Director and regularly review its effectiveness.
vii. Identifying the company's needs for employees at different levels and determine their selection, transfer or replacement and promotion criteria.
viii. Developing, recommending and reviewing annually the company's human resources and training policies.
ix. Review and recommend a policy to Board relating to the remuneration of the Directors and top level executive, considering the following:
   a. The level and composition of remuneration is reasonable and sufficient to attract, retain and motivate suitable Directors to run the company successfully,
   b. The relationship of remuneration to performance is clear and meets appropriate performance benchmarks, and
   c. 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.
x. Assist the Board to formulate the criteria for evaluation of performance of the Board including Independent Director.
xi. Review and recommend to the Board the meeting attendance fees for the Non-Executive Directors of the Board.
xii. Recommend a report to the Board on activities of the Committee during the financial year.
xiii. 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.



Shehzad Munim
Chairman

Dhaka, 8 April 2026

Consolidated Independent Auditors' Report to the Shareholders.

Report on the Audit of the consolidated Financial Statements

Opinion

We have audited the consolidated financial statements of Linde Bangladesh Limited and its subsidiary (hereinafter referred to as "the Group"), which comprise the consolidated statement of financial position as at 31 December 2025, consolidated statement of profit or loss and other comprehensive income, consolidated statement of changes in equity and consolidated statement of cash flows for the year then ended and a summary of significant accounting policies and other explanatory information.

In our opinion, the accompanying consolidated financial statements give a true and fair view of the consolidated financial position of the Group as at 31 December 2025, and of its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with International Financial Reporting Standards (IFRSs) and other applicable laws and regulations.

Basis for Opinion

We have 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 Consolidated Financial Statements section of our report. We are independent of the Group in accordance with the International Ethics Standards Board for Accountants' Code of Ethics for Professional Accountants (IESBA Code) together with ethical requirements that are relevant to our audit of the consolidated financial statements in Bangladesh and we have fulfilled other ethical responsibilities in accordance with these ethical requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matters

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the consolidated financial statements of the year. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. For each matter below, our description of how our audit addressed the matter is provided in that context.

We have fulfilled the responsibilities described in the Auditor's Responsibilities for the Audit of the Consolidated Financial Statements section of our report, including in relation to these matters.

Accordingly, our audit included the performance of procedures designed to respond to our assessment of the risks of material misstatements of the consolidated financial statements. These results of our audit procedures, including the procedures performed to address the matters below, provide the basis for our audit opinion on the accompanying consolidated financial statements.

1. Revenue recognition

Revenue recognition has significant and wide influence on the consolidated financial statements. The Group reported revenue for the amount of BDT 2,281,481,646 for the year.

Revenue is recognized when the amounts and the related costs are reliably measured and the performance obligation is satisfied through passing of control to the customers. Revenue from the sale of goods is recognized at the time when the goods are dispatched for delivery to the distributor or handed over to its customers and revenue from providing services is recognized after the services are provided to customers. Since sales contracts include many different terms, there is considerable risk due to the complexity of the systems necessary for properly recording and identifying revenue and the risk of incorrect timing of revenue recognition.

Refer to note 21 to the consolidated financial statements for relevant disclosures regarding revenue.

How our audit addressed the key audit matter

- We assessed the reporting environment of the Group as well as other relevant systems supporting the accounting of revenue;
- We examined customer invoice (Mushak 6.3), VAT submission form (Mushak 9.1) and receipts of payment on a test basis;
- We examined the ERP system (SAP) which generated sales register and compared it with Mushak 6.3;
- We summarized Mushak 9.1, month wise sales and cross-checked with consolidated financial statements;
- We obtained and reviewed supporting documents for sales transactions recorded;
- We assessed whether sufficient disclosure has been given; and
- We tested the timing of revenue recognition as well as cut off checked.

2) Property, plant and equipment

Included on the consolidated financial statements is the Group's property, plant and equipment balance of BDT 2,430,966,000 as at 31 December 2025.

Property, plant and equipment include the Group's long-term assets, which flow economic benefits to the entities for more than one year. Property, plant and equipment measured at historical cost less accumulated depreciation as per IAS-16 "Property, plant and equipment".

The carrying value of property, plant and equipment represents a significant portion of the Group's assets which includes function of depreciation charges that involves estimation. Therefore, it has been considered as a significant area of management's judgment and requires special attention. There is also a risk that the impairment charges may not have been recognized.

Refer to note 5 to the consolidated financial statements for relevant disclosures regarding property, plant and equipment.

How our audit addressed the key audit matter

- We understood, evaluated and validated management's key controls over property, plant and equipment;
- We reviewed the basis of recognition, measurement and valuation of assets;
- We checked ownership of the major assets;
- We checked the capital work-in-progress (CWIP) and its transfer to property, plant and equipment;
- We performed physical asset verification during our audit; and
- We reviewed the Group's assumptions in relation to recoverable amounts of the major property, plant and equipment to identify if there is any requirement of recognition of impairment.

Reporting on Other Information

Management is responsible for the other information. The other information comprises all of the information in the Annual Report other than the consolidated financial statements and our auditor's report thereon. The Annual Report is expected to be made available to us after the date of this auditor's report.

Our opinion on the consolidated 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 consolidated financial statements, our responsibility is to read the other information identified above when it becomes available and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

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

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

Management is responsible for the preparation and fair presentation of the consolidated financial statements in accordance with International Financial Reporting Standards (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 the consolidated financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements, management is responsible for assessing the Group'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 Group or to cease operations or has no realistic alternative but to do so.

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

Auditor's Responsibilities for the Audit of the Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated 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 consolidated financial statements.

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

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control;
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of internal control;
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management;
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group'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 consolidated 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 Group to cease to continue as a going concern;

- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation; and
- Obtain sufficient appropriate audit evidence regarding the consolidated financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the Group's audit. We remain solely responsible for our audit opinion.

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

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

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

Report on Other Legal and Regulatory Requirements:

In accordance with the Companies Act, 1994 and International Standards on Auditing (ISAs), we also report the following:

a. We have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit and made due verification thereof;
b. In our opinion, proper books of account as required by law have been kept by the Group so far as it appeared from our examination of those books;
c. The consolidated statement of financial position and the statement of profit or loss and other comprehensive income along with the annexed notes 1 to 44 dealt with by the report are in agreement with the books of account; and
d. The expenditures incurred and payments made were for the purposes of the Group's affairs.



A F Nesaruddin, FCA
Enrolment # 469
Senior Partner
Firm Reg. # CAF-001-057
Hoda Vasi Chowdhury & Co
Chartered Accountants
Dhaka, Bangladesh
Date, 8 April 2026

Independent Auditors' Report to the Shareholders.

Report on the Audit of the Financial Statements

Opinion

We have audited the financial statements of Linde Bangladesh Limited (hereinafter referred to as "the Company"), which comprise the statement of financial position as at 31 December 2025, statement of profit or loss and other comprehensive income, statement of changes in equity and statement of cash flows for the year ended 31 December 2025 and a summary of significant accounting policies and other explanatory information.

In our opinion, the accompanying financial statements give a true and fair view of the financial position of the Company as at 31 December 2025, and of its financial performance and its cash flows for the year then ended in accordance with International Financial Reporting Standards (IFRSs) and other applicable laws and regulations.

Basis for Opinion

We have 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) together with ethical requirements that are relevant to our audit of the financial statements in Bangladesh and we have fulfilled other ethical responsibilities in accordance with these ethical requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matters

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the financial statements of the year. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. For each matter below, our description of how our audit addressed the matter is provided in that context.

We have fulfilled the responsibilities described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report, including in relation to these matters.

Accordingly, our audit included the performance of procedures designed to respond to our assessment of the risks of material misstatements of the financial statements. These results of our audit procedures, including the procedures performed to address the matters below, provide the basis for our audit opinion on the accompanying financial statements.

1) Revenue recognition

Revenue recognition has significant and wide influence on financial statements. The Company reported revenue for the amount of BDT 2,281,481,464 for the year.

Revenue is recognized when the amounts and the related costs are reliably measured and the performance obligation is satisfied through passing of control to the customers. Revenue from the sale of goods is recognized at the time when the goods are dispatched for delivery to the distributor or handed over to its customers and revenue from providing services is recognized after the services are provided to customers. Since sales contracts include many different terms, there is considerable risk due to the complexity of the systems necessary for properly recording and identifying revenue and the risk of incorrect timing of revenue recognition.

Refer to note 21 to the financial statements for relevant disclosures regarding revenue.

How our audit addressed the key audit matter

- We assessed the reporting environment of the Company as well as other relevant systems supporting the accounting of revenue;
- We examined customer invoice (Mushak 6.3), VAT submission form (Mushak 9.1) and receipts of payment on a test basis;
- We examined the ERP system (SAP) which generated sales register and compared it with Mushak 6.3;
- We summarized Mushak 9.1, month wise sales and cross-checked with financial statements;
- We obtained and reviewed supporting documents for sales transactions recorded;
- We assessed whether sufficient disclosure has been given; and
- We tested the timing of revenue recognition as well as cut off checked.

2) Property, plant and equipment

Included on the financial statements is the Company's property, plant and equipment balance of BDT 2,430,966,000 as at 31 December 2025.

Property, plant and equipment include the Company's long-term assets, which flow economic benefits to the entities for more than one year. Property, plant and equipment measured at historical cost less accumulated depreciation as per IAS-16 "Property, plant and equipment".

The carrying value of property, plant and equipment represents a significant portion of the Company's assets which includes function of depreciation charges that involves estimation. Therefore, it has been considered as a significant area of management's judgment and requires special attention. There is also a risk that the impairment charges may not have been recognized.

Refer to note 5 to the financial statements for relevant disclosures regarding property, plant and equipment.

How our audit addressed the key audit matter

- We understood, evaluated and validated management's key controls over property, plant and equipment;
- We reviewed the basis of recognition, measurement and valuation of assets;
- We checked ownership of the major assets;
- We checked the capital work-in-progress (CWIP) and its transfer to property, plant and equipment;
- We performed physical asset verification during our audit; and
- We reviewed the Company's assumptions in relation to recoverable amounts of the major property, plant and equipment to identify if there is any requirement of recognition of impairment.

Reporting on Other Information

Management is responsible for the other information. The other information comprises all of the information in the Annual Report other than the financial statements and our auditor's report thereon. The Annual Report is expected to be made available to us after the date of this auditor's report.

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 identified above when it becomes available and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

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

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

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

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

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

Auditor's Responsibilities for the Audit of the Financial Statements

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

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

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

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of internal control;

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management;

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

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

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

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

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

Report on Other Legal and Regulatory Requirements

In accordance with the Companies Act, 1994 and International Standards on Auditing (ISAs), we also report the following:

a. We have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit and made due verification thereof;
b. In our opinion, proper books of account as required by law have been kept by the Company so far as it appeared from our examination of those books;
c. The statement of financial position and the statement of profit or loss and other comprehensive income along with the annexed notes 1 to 44 dealt with by the report are in agreement with the books of account; and
d. The expenditures incurred and payments made were for the purposes of the Company's affairs.



A F Nesaruddin, FCA
Enrolment # 469
Senior Partner
Firm Reg. # CAF-001-057
Hoda Vasi Chowdhury & Co
Chartered Accountants
Dhaka, Bangladesh
Date, 8 April 2026
DVC: 2604150469AS291057

Consolidated Statement of Financial Position.

	Notes	As at 31 December 2025 '000 Taka	2024 '000 Taka
Assets			
Property, plant and equipment		2,430,966	2,562,364
Right-of-use (RoU) assets		36,406	37,757
Advances, deposits and prepayments	10.A	163,629	226,679
Total non-current assets		2,631,001	2,826,800
Inventories		339,667	387,156
Trade and other receivables		771,651	855,534
Advances, deposits and prepayments	10.A	114,538	139,012
Cash and cash equivalents	11.A	1,115,535	1,559,584
Advance income tax, net		157,996	169,732
Total current assets		2,499,387	3,111,018
Total assets		5,130,388	5,937,818
Equity			
Share capital	12	152,183	152,183
Other component of equity		(76,013)	(51,159)
Retained earnings		3,123,533	3,388,299
Equity attributable to owners of the parent company		3,199,703	3,489,323
Non-controlling interest		(0.22)	(0.22)
Total equity		3,199,703	3,489,322
Liabilities			
Employee benefits non-current portion		99,659	87,621
Deferred tax liabilities		199,945	253,153
Lease liabilities-non current portion		21,899	23,228
Other non-current liabilities		260,117	255,370
Total non-current liabilities		581,620	619,372
Lease liabilities-current portion		3,544	5,954
Employee benefits-current portion		32,702	21,340
Trade and other payables		1,113,886	1,083,554
Provision for expenses		88,660	535,672
Unclaimed dividends		110,273	182,603
Total current liabilities		1,349,065	1,829,123
Total liabilities		1,930,685	2,448,495
Total equity and liabilities		5,130,388	5,937,818
Net Assets Value (NAV) Per Share	39.A	210.25	229.28

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

As per our report of same date



Faridul Hoque Sikder
Managing Director



Shehzad Munim
Director



Muhammad Asaduzzaman
Chief Financial Officer



Abu Mohammad Nisar
Company Secretary



A F Nesaruddin, FCA
Enrolment # 469
Senior Partner
Firm Reg. # CAF-001-057
Hoda Vasi Chowdhury & Co.
Chartered Accountants

Dhaka, 8 April 2026

Consolidated Statement of Profit or Loss and other Comprehensive Income.

		For the year ended 31 December	
		2025	2024
	Notes	'000 Taka	'000 Taka
Revenue		2,281,481	2,214,080
Cost of sales		(1,217,280)	(1,171,247)
Gross profit		1,064,201	1,042,833
Operating expenses	23.A	(685,121)	(773,721)
Profit from operations		379,080	269,112
Net foreign exchange gain		11,103	118,666
Other income		49,937	46,741
Income from sale of LIPL		-	7,579,341
Net finance income		15,309	15,548
Profit before WPPF provision		455,429	8,029,408
Provision for WPPF		(22,772)	(401,474)
Profit before tax		432,657	7,627,934
Income tax expenses		(88,692)	(1,206,737)
Profit after tax for the year		343,965	6,421,197
Other comprehensive income/(loss)			
Remeasurement of defined benefit liability, net of tax		(32,070)	2,480
Related tax		7,216	(558)
Other comprehensive (loss)/income for the year, net of tax		(24,854)	1,922
Total comprehensive income for the year		319,111	6,423,119
Profit attributable to			
Owners of the parent company		343,965	6,421,197
Non-controlling interests		-	-
		343,965	6,421,197
Total comprehensive income attributable to			
Owners of the parent company		319,111	6,423,119
Non-controlling interests		-	-
		319,111	6,423,119
Earnings per share (EPS) in taka	40.A	22.60	421.94

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

As per our report of same date



Faridul Hoque Sikder
Managing Director



Shehzad Munim
Director



Muhammad Asaduzzaman
Chief Financial Officer



Abu Mohammad Nisar
Company Secretary



A F Nesaruddin, FCA
Enrolment # 469
Senior Partner
Firm Reg. # CAF-001-057
Hoda Vasi Chowdhury & Co.
Chartered Accountants

Dhaka, 8 April 2026

Consolidated Statement of Changes in Equity.

	Attribuatable to owners of the Company				
	Share capital	Other component of equity	General reserve/ retained earnings	Non-controling interests	Total equity
	'000 Taka	'000 Taka	'000 Taka	'000 Taka	'000 Taka
Balance as on 01 January 2025	152,183	(51,159)	3,388,299	(0.22)	3,489,323
Comprehensive income for the year					-
Profit for the year	-	-	343,965	(0.04)	343,965
Other comprehensive (loss)/Profit for the year	-	(24,854)	-	-	(24,854)
Total comprehensive income for the year	-	(24,854)	343,965	(0.04)	319,111
Transaction with owners of the Group					
Contributions and distributions					
Payment of interim dividend for the year 2024	-	-	(608,731)	-	(608,731)
Total transaction with the owners of the Group	-	-	(608,731)	-	(608,731)
Balance as on 31 December 2025	152,183	(76,013)	3,123,533	(0.26)	3,199,702
Balance as on 01 January 2024	152,183	(53,081)	5,550,211	(0.19)	5,649,314
Comprehensive income for the year					
Profit for the year	-	-	6,421,197	(0.04)	6,421,197
Other comprehensive profit/(loss) for the year	-	1,922	-	-	1,922
Total comprehensive income for the year	-	1,922	6,421,197	(0.04)	6,423,119
Transaction with owners of the Group					
Contributions and distributions					
Payment of final dividend for the year 2023	-	-	(2,343,615)	-	(2,343,615)
Payment of interim dividend for the year 2024	-	-	(6,239,495)	-	(6,239,495)
Total transaction with the owners of the Group	-	-	(8,583,110)	-	(8,583,110)
Balance as on 31 December 2024	152,183	(51,159)	3,388,298	(0.22)	3,489,322

Consolidated Statement of Cash Flow.

	Notes	For the year ended 31 December 2025 '000 Taka	2024 '000 Taka
A. Cash flow from operating activities			
Cash receipts from customers		2,375,992	2,241,540
Cash paid to suppliers and employees		(1,885,408)	(1,740,801)
Cash generated from operating activities		490,584	500,739
Income tax paid		(122,949)	(132,502)
Net cash from operating activities		367,635	368,237
B. Cash flow from investing activities			
Payment for acquisition of property, plant and equipment		(156,044)	(209,696)
Proceeds from sale of property, plant and equipment		770	1,625
Net proceeds from sale of share of LIPL		-	7,947,624
Interest received		27,366	17,038
Net cash (used in)/ generated from investing activities		(127,909)	7,756,592
C. Cash flow from financing activities			
Dividend paid		(681,061)	(8,778,870)
Repayment of lease obligation		(2,715)	(3,310)
Net cash used in financing activities		(683,776)	(8,782,180)
Net decrease in cash and cash equivalents (A+B+C)		(444,049)	(657,351)
Cash and cash equivalents as at 01 January		1,559,584	2,204,380
Effect of movements in exchange rates on cash held		-	12,555
Cash and cash equivalents as at 31 December		1,115,535	1,559,584
Net operating cash flow per share (NOCFPS) (in Taka)	41.A	24.16	24.20

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

Statement of Financial Position.

	Notes	As at 31 December 2025 '000 Taka	2024 '000 Taka
Assets			
Property, plant and equipment	5	2,430,966	2,562,364
Right-of-Use (RoU) assets	6	36,406	37,757
Investment in subsidiaries	7	20	20
Advances, deposits and prepayments	10	163,629	226,679
Total non-current assets		2,631,021	2,826,820
Inventories	8	339,667	387,156
Trade and other receivables	9	771,651	855,534
Advances, deposits and prepayments	10	115,230	139,687
Cash and cash equivalents	11	1,115,515	1,559,564
Advance income tax, net	19	157,996	169,732
Total current assets		2,500,058	3,111,672
Total assets		5,131,079	5,938,493
Equity			
Share capital	12.2	152,183	152,183
Other component of equity		(76,013)	(51,159)
Retained earnings		3,124,348	3,389,097
Total equity		3,200,517	3,490,120
Liabilities			
Employee benefits non-current portion	13	99,659	87,621
Deferred tax liabilities	14.2	199,945	253,153
Lease liabilities-non current portion	15	21,899	23,228
Other non-current liabilities	16	260,117	255,370
Total non-current liabilities		581,619	619,372
Lease liabilities-current portion	15	3,544	5,954
Employee benefits-current portion	13	32,702	21,340
Trade and other payables	17	1,113,886	1,083,554
Provision for expenses	18	88,536	535,548
Unclaimed dividends	20	110,273	182,603
Total current liabilities		1,348,941	1,828,999
Total liabilities		1,930,561	2,448,371
Total equity and liabilities		5,131,079	5,938,493
Net Asset Value (NAV) per share	39	210.31	229.34

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

As per our report of same date

Faridul Hoque Sikder
Managing Director

Shehzad Munim
Director

Muhammad Asaduzzaman
Chief Financial Officer

Abu Mohammad Nisar
Company Secretary

A F Nesaruddin, FCA
Enrolment # 469
Senior Partner
Firm Reg. # CAF-001-057
Hoda Vasi Chowdhury & Co.
Chartered Accountants
DVC: 2604150469AS291057

Dhaka, 8 April 2026

Statement of Profit or Loss and other Comprehensive Income.

		For the year ended 31 December	
		2025	2024
	Notes	'000 Taka	'000 Taka
Revenue	21	2,281,481	2,214,080
Cost of sales	22	(1,217,280)	(1,171,247)
Gross profit		1,064,201	1,042,833
Operating expenses	23	(685,104)	(773,652)
Profit from operations		379,097	269,181
Net foreign exchange gain		11,103	118,666
Other income	24	49,937	46,741
Income from sale of LIPL	25	-	7,579,341
Net finance income	26	15,309	15,548
Profit before WPPF provision		455,446	8,029,477
Contribution to workers' profit participation fund (WPPF)	27	(22,772)	(401,474)
Profit before tax		432,674	7,628,003
Income tax expenses	14	(88,692)	(1,206,737)
Profit after tax for the year		343,982	6,421,266
Other comprehensive income/(loss)			
Remeasurement of defined benefit liability, net of tax		(32,070)	2,480
Related tax		7,216	(558)
Other comprehensive income/(loss) for the year, net of tax		(24,854)	1,922
Total comprehensive income for the year		319,128	6,423,188
Earnings per share (EPS) (in Taka)	40	22.60	421.94

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

As per our report of same date

Faridul Hoque Sikder Managing Director	Shehzad Munim Director	Muhammad Asaduzzaman Chief Financial Officer	Abu Mohammad Nisar Company Secretary	A F Nesaruddin, FCA Enrolment # 469 Senior Partner Firm Reg. # CAF-001-057 Hoda Vasi Chowdhury & Co. Chartered Accountants DVC: 2604150469AS291057

Dhaka, 8 April 2026

Statement of Changes in Equity.

	Attributable to owners of the Company			
	Share capital	Other component of equity	General reserve/ retained earnings	Total equity
	'000 Taka	'000 Taka	'000 Taka	'000 Taka
Balance as on 01 January 2025	152,183	(51,159)	3,389,097	3,490,120
Comprehensive income for the year				
Profit for the year	-	-	343,982	343,982
Other comprehensive income for the year	-	(24,854)	-	(24,854)
Total comprehensive income for the year	-	(24,854)	343,982	319,128
Transaction with owners of the Company				
Contributions and distributions				
Payment of final dividend for the year 2024	-	-	(608,731)	(608,731)
Total transaction with the owners of the Company	-	-	(608,731)	(608,731)
Balance as on 31 December 2025	152,183	(76,013)	3,124,348	3,200,518
Balance as on 01 January 2024	152,183	(53,081)	5,550,941	5,650,043
Comprehensive income for the year				
Profit for the year	-	-	6,421,266	6,421,266
Other comprehensive loss for the year	-	1,922	-	1,922
Total comprehensive income for the year	-	1,922	6,421,266	6,423,188
Transaction with owners of the Company				
Contributions and distributions				
Payment of final dividend for the year 2023	-	-	(2,343,615)	(2,343,615)
Payment of interim dividend for the year 2024	-	-	(6,239,495)	(6,239,495)
Total transaction with the owners of the Company	-	-	(8,583,110)	(8,583,110)
Balance as on 31 December 2024	152,183	(51,159)	3,389,097	3,490,120

Statement of Cash Flow.

	Notes	For the year ended 31 December 2025 '000 Taka	2024 '000 Taka
A. Cash flow from operating activities			
Cash receipts from customers		2,375,992	2,241,540
Cash paid to suppliers and employees		(1,885,391)	(1,740,732)
Cash generated from operating activities		490,601	500,807
Income tax paid		(122,949)	(132,502)
Net cash generated from operating activities		367,653	368,305
B. Cash flow from investing activities			
Payment for acquisition of property, plant and equipment		(156,044)	(209,696)
Proceeds from sale of property, plant and equipment		770	1,625
Net proceeds from sale of share of LIPL		-	7,947,624
Interest received		27,366	17,038
Net cash (used in)/generated from investing activities		(127,908)	7,756,592
C. Cash flow from financing activities			
Dividend paid		(681,061)	(8,778,870)
Repayment of lease obligation		(2,715)	(3,310)
Paid to subsidiary		(17)	(69)
Net cash used in financing activities		(683,793)	(8,782,249)
Net decrease in cash and cash equivalents (A+B+C)		(444,049)	(657,351)
Cash and cash equivalents as at 01 January		1,559,564	2,204,360
Effect of movements in exchange rates on cash held		-	12,555
Cash and cash equivalents as at 31 December		1,115,515	1,559,564
Net operating cash flow per share (NOCFPS) (in Taka)	41	24.16	24.20

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

Notes to the consolidated and separate financial statements.

As at and for the year ended 31 December 2025

1. Reporting entity

1.1 Company profile

Linde Bangladesh Limited (the Company) is a public limited and listed Company, limited by shares and was incorporated in Bangladesh in 1973 under the Companies Act 1913 (replaced by the Companies Act 1994). The Company became a listed entity in the year 1976 and 1996 in Dhaka Stock Exchange and Chittagong Stock Exchange respectively. The address of the registered office is 285 Tejgaon I/A, Dhaka-1208, Bangladesh. The Company is a subsidiary of the BOC Group Limited of United Kingdom which is fully owned by Linde AG of Germany.

A global merger of Linde AG, Germany and Praxair, Inc. USA has taken place on 31 October 2018. In this respect, Linde plc, a company incorporated in Ireland has become the new holding company of both Linde AG and Praxair, Inc. and as such Linde plc is now the new ultimate holding company of Linde Bangladesh Limited.

The Company's principal activities are the manufacturing and supplying of industrial and medical gases, anesthesia and ancillary equipment. The Company also earns rentals from cylinders used by the customers and from vacuum insulated evaporators installed at customers premises.

Pursuant to the recent amendment to the Companies Act, 1994 incorporating amendments, among others, is to change of the word 'Limited' by the word 'PLC' in case of Public Limited Companies including listed ones. Necessary formalities are in progress in implementing these changes.

BOC Bangladesh Limited ("BOC") is a wholly owned subsidiary of the Company which is not in operation.

In 2023, The Company underwent with a demerger of its Hardgoods Business. The Hardgoods Business has been transferred to the resulting company, LIPL. The effective date of the demerger is 1 January 2023, as per the order from the Honorable High Court Division of the Supreme Court of Bangladesh dated 14 August 2023. Following the order, all the employees along with their future benefits were transferred to LIPL on 5th October 2023 and from 1st November 2023, LIPL has started the operations in its own name.

The Company entered into a Sale and Purchase Agreement (SPA) with ESAB Group for sale of 138,290,500 equity shares of LIPL previosuly held by Linde Bangladesh Limited. Subsequently, all the shares of LIPL was transferred to ESAB Group on 02 July 2024 as mentioned in Note 25.

These consolidated financial statements comprise the Company and its subsidiary (together referred to as "the Group").

1.2 Nature of business

The Company's principal activities are manufacturing and supply of industrial and medical gases. The Company also earns rental from cylinders used by the customers and from Vacuum Insulated Evaporators (VIE) installed at customers' premises. The Company also provides services related to its products.

2. Basis of Accounting

These financial statements have been prepared in accordance with International Financial Reporting Standards (IFRSs). The Company also follows relevant circulars of Bangladesh Securities Exchange Commission (BSEC) and sock exchanges (DSE,CSE). Details of the Company's accounting policies, including changes thereto, are included in Note 44.

They were authorised for issue by the Company's board of directors on 8 April 2026.

2.1 Functional and presentational currency

These financial statements are presented in Bangladeshi Taka (Taka/Tk/BDT), which is the Company's functional currency.

All amounts have been rounded to the nearest thousand, unless otherwise indicated. As a result of these rounding off, in some instances the total may not match the sum of individual balances; and

Previous year's figures have been rearranged wherever considered necessary to conform to the current year's presentation.

2.2 Basis of measurement

These financial statements have been prepared on accrual basis following going concern concept under historical cost convention. The gratuity scheme is measured based on actuarial valuation.

3. Going concern

The accompanying financial statements have been prepared on a going concern assumption that the Company will continue in operation over the foreseeable future. The Company has neither any intention nor any legal or regulatory compulsion to liquidate or curtail materially the scale of any of its operations. The Company has adequate resources to continue in operation for the foreseeable future and the current resources of the Company provide sufficient funds and attributable credit facilities to meet the present requirements of its existing business.

4. Use of judgments and estimates

In preparing these financial statements, management has made judgements and estimates that affect the application of the Company's accounting policies and the reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revision to estimates are recognised prospectively.

(A) Judgments

Information about judgments made in applying accounting policies that have the most significant effects on the amounts recognized in the financial statements is included in the following notes:

Note 6 and 44(Q)	Right-of-use (RoU) assets
Note 15 and 44(Q)	Lease term: whether the company is reasonably certain to exercise extension option.

(B) Assumptions and estimation uncertainties

Information about assumptions and estimation uncertainties at the reporting date that have a significant risk of resulting in a material adjustment to the carrying amounts of assets and liabilities within the next financial year is included in the following note:

Note 14 and 44(D)	Uncertain tax treatment
Note 5 and 44(F)	Useful life and residual value of property, plant and equipment
Note 8 and 44(E)	Provision for inventory obsolescence
Note 9. and 44(H)	Provision for trade receivable

5. Property, plant and equipment

See accounting policy in Note 44(F)

5.1 Reconciliation of carrying amount:

Particulars	Freehold land	Freehold Buildings	Buildings on leasehold land	Plant machinery and cylinders	Motor vehicles	Furniture fixtures and equipment	Computers hardware	Capital work in progress	Total
	'000 Taka	'000 Taka	'000 Taka	'000 Taka	'000 Taka	'000 Taka	'000 Taka	'000 Taka	'000 Taka
Cost									
Balance at 01 January 2024	75,080	521,487	100,735	4,464,662	146,450	86,780	69,220	140,937	5,605,352
Additions	-	-	17,692	158,996	4,318	7,485	10,164	127,164	325,817
Disposals/transfers	-	(4,121)	-	(89,325)	(2,650)	(155)	(6,186)	(198,654)	(301,092)
Transfer to LIPL	-	-		(11,778)		-		-	(11,778)
Balance at 31 December 2024	75,080	517,366	118,427	4,522,555	148,118	94,110	73,197	69,447	5,618,300
Balance at 01 January 2025	75,080	517,366	118,427	4,522,555	148,118	94,110	73,197	69,447	5,618,300
Additions	-	-	-	112,919	25	7,624	-	158,120	278,688
Disposals/transfers	-	-	-	(7,595)	(44,680)	-	(25,882)	(120,568)	(198,725)
Balance at 31 December 2025	75,080	517,366	118,427	4,627,879	103,464	101,733	47,316	106,998	5,698,263
Accumulated depreciation									
Balance at 01 January 2024	-	160,088	67,680	2,352,668	131,189	65,907	61,802	-	2,839,333
Depreciation	-	18,038	2,387	230,012	5,830	3,747	3,637	-	263,651
Impairment (Note 5.3)	-	20,351	-	29,697	-	272	-	4,211	54,532
Disposals/transfers	-	(4,121)	-	(88,243)	(2,650)	(155)	(6,186)	-	(101,356)
Transfer to LIPL	-	-	-	(224)	-	-	-	-	(224)
Balance at 31 December 2024	-	194,355	70,067	2,523,910	134,369	69,770	59,252	4,211	3,055,936
Balance at 01 January 2025	-	194,355	70,067	2,523,910	134,369	69,770	59,252	4,211	3,055,936
Depreciation	-	17,103	3,451	244,793	6,000	4,919	5,410	-	281,677
Disposals/transfers	-	-	-	(87)	(44,680)	-	(25,549)	-	(70,317)
Balance at 31 December 2025	-	211,459	73,518	2,768,616	95,690	74,690	39,113	4,211	3,267,297
Carrying amounts									
At 1 January 2024	75,080	361,400	33,055	2,111,994	15,262	20,873	7,418	140,937	2,766,019
At 31 December 2024	75,080	323,011	48,360	1,998,645	13,749	24,339	13,945	65,235	2,562,364
At 31 December 2025	75,080	305,907	44,909	1,859,263	7,774	27,043	8,203	102,787	2,430,966

	Note	2025 '000 Taka	2024 '000 Taka
5.2. Allocation of depreciation			
Cost of sales	22.1.1	199,767	188,351
Operating expenses	23	81,909	75,300
		281,677	263,651

5.3. Impairment loss

Considering the condition of Shitalpur ASU plant, the Board of Directors at its meeting held on 31 October 2024 had decided to impair assets (building, machineries and office equipment) of the noted plant. Cost of the assets impaired is BDT 139,196,621 and WDV as on 31 December 2024 is BDT 62,040,542. Based on the experience, management has estimated recoverable amount to be BDT 7,500,000. However, the actual salvage value will be recognized at the time of actual transaction in due course. The plant was sold this year on June 2025 for a total value of BDT 36,686,000 which is shown in Note 24.

6. Right-of-Use (RoU) assets

See accounting policy in Note 44(Q)

	Note	2025 '000 Taka	2024 '000 Taka
Cost			
Balance at 01 January		67,169	59,376
Additions to right-of-use assets		6,767	7,577
Lease adjustments		(1,831)	216
Closing balance		72,105	67,169
Accumulated depreciation			
Balance at 01 January		29,412	30,564
Depreciation charged		1,626	3,290
Lease adjustment		4,661	(4,442)
Closing balance		35,699	29,412
Written down value		36,406	37,757

7. Investment in subsidiaries

BOC Bangladesh Limited		20	20

8. Inventories

See accounting policy in Note 44(E)

Raw materials		29,652	31,722
Finished goods		231,542	222,606
Goods in transit		35,153	70,174
Maintenance spares		105,671	115,175
Provision for inventory obsolescence	8.1	(62,351)	(52,521)
		339,667	387,156

8.1 Provision for Inventory obsolesence

Balance as at 01 January		52,521	42,072
Provision/(reversal) during the year		9,830	10,449
		62,351	52,521

In view of innumerable items of inventory and diversified units of measurement, it is not feasible to disclose quantities against each item.

9. Trade and other receivables

See accounting policy in Note 44(H)

Trade receivables		836,174	915,682
Interest receivables		1,531	-
Other receivables		81,554	57,403
Provision for trade receivables	9.1	(147,608)	(117,551)
		771,651	855,534

9.1 Provision for trade receivable

Balance as at 01 January		117,551	92,054
Provision made/(reversal) for trade receivables		30,058	25,496
		147,608	117,551

10. Advances, deposits and prepayments

Loans and advances to employees		10,387	16,983
Advances to suppliers		560	560
Deposits and prepayments		207,494	300,950
VAT current account		59,725	47,198
Current account with subsidiaries - BOC Bangladesh Limited		692	675
		278,859	366,366
Non-current		163,629	226,679
Current		115,230	139,687
		278,859	366,366

	Note	2025 '000 Taka	2024 '000 Taka
10(A). Advances, deposits and prepayments (consolidated)			
Non-current		163,629	226,679
Current		114,538	139,012
		278,167	365,691
Above amounts are unsecured, but considered good.			
11. Cash and cash equivalents			
See accounting policy in Note 44(H)			
Cash in hand		1,870	773
Cash at bank		403,645	1,548,791
Fixed deposits with banks*		710,000	10,000
		1,115,515	1,559,564
*There is lien on one fixed deposit of BDT 10,000,000.			
11.1 Reconciliation of net operating Cash flows			
Net profit before tax		432,674	7,628,003
Add: Items not involving movement of cash			
- Depreciation on property, plant and equipment	5	281,677	263,651
- Impairment loss on PPE		-	54,532
- Gain on disposal of property, plant and equipment	24	(437)	(543)
- Finance costs	26	679	1,490
- Interest income	26	(27,366)	(17,038)
" - Provision for workers profit participation fund (WPPF)"	27	22,772	401,474
- Provision/(reversal) for trade receivables	23	30,058	(11,445)
- Bad debt written off	23	3,622	36,941
- Provision for gratuity	13.1.1	18,250	18,990
- Income from sale of LIPL	25	-	(7,579,341)
- Cost associated to sale of LIPL	25	-	(143,858)
		329,255	(6,975,147)
A. Cash generated from operations before changes in working capital		761,929	652,856
Changes in working capital:			
- Inventories		47,489	95,078
- Trade and other receivables		113,942	25,725
- Advances, deposits and prepayments		24,457	(69,614)
- Other non-current liabilities		4,747	9,329
- Provision for expenses		(61,813)	(2,717)
- Trade and other payables		28,256	(167,772)
- Intercompany receivable		-	-
B. Total changes in working capital		157,078	(109,972)
C. Cash generated from operating activities (A+B)		919,007	542,884
Less: Payments made during the period			
- Tax paid		(122,949)	(132,502)
- Interest paid		(11)	(14)
- Workers profit participation fund (WPPF) paid		(401,474)	(18,403)
- Gratuity paid		(26,920)	(23,660)
D. Total payment		(551,354)	(174,579)
Net cash inflows from operating activities (C+D)		367,653	368,305

	Note	2025 '000 Taka	2024 '000 Taka
11.A. Cash and cash equivalents (Consolidated)			
Linde Bangladesh Limited		1,115,515	1,559,564
BOC Bangladesh Limited		20	20
		1,115,535	1,559,584
11.A.1 Reconciliation of net operating Cash flows (Consolidated)			
Net profit before tax		432,657	7,627,934
Add: Items not involving movement of cash			
- Depreciation on property, plant and equipment		281,677	263,651
- Amortization on intangible assets		-	-
- Impairment loss on PPE		-	54,532
- Loss on disposal of property, plant and equipment		(437)	(543)
- Finance costs		679	1,490
- Interest income		(27,366)	(17,038)
- Provision for workers profit participation fund (WPPF)		22,772	401,474
- Provision/(reversal) for trade receivables		30,058	(11,445)
- Bad debt written off		3,622	36,941
- Provision for gratuity		18,250	18,990
- Income from sale of LIPL		-	(7,579,341)
- Cost associated to sale of LIPL		-	(143,858)
		329,255	(6,975,146)
A. Cash generated from operations before changes in working capital		761,912	652,789
Changes in working capital:			
- Inventories		47,489	95,078
- Trade and other receivables		113,942	25,725
- Advances, deposits and prepayments		24,457	(69,614)
- Other non-current liabilities		4,747	9,329
- Provision for expenses		(61,813)	(2,717)
- Trade and other payables		28,256	(167,774)
- Intercompany receivable		-	-
B. Total changes in working capital		157,078	(109,974)
C. Cash generated from operating activities (A+B)		918,990	542,816
Less: Payments made during the period			
- Tax paid		(122,949)	(132,502)
- Interest paid		(11)	(14)
- Workers profit participation fund (WPPF) paid		(401,474)	(18,403)
- Gratuity paid		(26,920)	(23,660)
D. Total payment		(551,354)	(174,579)
Net cash inflows from operating activities (C+D)		367,636	368,237

	Note	2025 '000 Taka	2024 '000 Taka
12. Equity attributable to owners of the Company/Share capital			
12.1 Authorised capital:			
20,000,000 ordinary shares of BDT 10 each		200,000	200,000
12.2 Issued, subscribed and paid up capital			
3,616,902 ordinary shares of BDT 10 each issued for cash		36,169	36,169
999,498 ordinary shares of BDT 10 each issued for consideration other than cash		9,995	9,995
10,601,880 bonus shares of BDT 10 each		106,019	106,019
		152,183	152,183

12.3 Percentage of shareholdings:	%		Value ('000 Taka)	
	2025	2024	2025	2024
The BOC Group Limited	60.0	60.0	91,310	91,310
Investment Corporation of Bangladesh (ICB)	7.2	7.3	11,028	11,045
Sadharan Bima Corporation (SBC)	1.3	1.3	2,047	2,047
Pubali Bank Securities Limited	1.3	1.3	2,023	2,023
Other shareholders	30.1	30.1	45,775	45,758
	100	100	152,183	152,183

12.4 Classification of shareholders by holding:	Number of holders		Total holding (%)	
Holdings	2025	2024	2025	2024
Less than 500 shares	12,928	13,400	6.74	7.04
500 to 5,000 shares	1,154	1,162	9.29	9.18
5,001 to 10,000 shares	43	58	1.99	2.66
10,001 to 20,000 shares	51	42	4.56	3.81
20,001 to 30,000 shares	10	7	1.65	1.20
30,001 to 40,000 shares	5	4	1.16	0.96
40,001 to 50,000 shares	4	3	1.26	0.93
50,001 to 100,000 shares	3	5	1.43	2.31
100,001 to 1,000,000 shares	6	6	11.88	11.88
Over 1,000,000 shares	1	1	60.04	60.03
	14,205	14,688	100.00	100.00

	Note	2025 '000 Taka	2024 '000 Taka
13. Employee benefits			
See accounting policy in Note 44(M)			
Gratuity scheme	13.1	132,361	108,961
Employee benefits non-current portion		99,659	87,621
Employee benefits current portion		32,702	21,340
		132,361	108,961
15.1. Gratuity scheme			
Amount recognised in the statement of financial positions			
Defined benefit obligation	13.1.1	132,431	108,991
Fair value of plan assets*		(70)	(30)
		132,361	108,961

*Gratuity scheme was unfunded in 2020 and a fund was formed in 2021 when approval from NBR was received on 15 July 2021. The Company has maintained the plan asset through a separate bank account in Standard Chartered Bank.

13.1.1. Movement in defined benefit obligations

	2025			2024		
	Defined benefit obligation	Fair value of plan assets	Net defined (asset)/ liability	Defined benefit obligation	Fair value of plan assets	Net defined (asset)/ liability
	'000 Taka	'000 Taka	'000 Taka	'000 Taka	'000 Taka	'000 Taka
Balance at 1 January	108,991	(30)	108,961	116,141	(30)	116,111
Included in profit or loss						-
Past service costs	-	-	-	-	-	-
Current service costs	6,000	-	6,000	6,880	-	6,880
Interest cost	12,290	-	12,290	12,110	-	12,110
Interest income	-	(40)	(40)	-	-	-
	18,290	(40)	18,250	18,990	-	18,990
Included in OCI						
Demographic assumption	340	-	340	-	-	-
Financial assumption	31,400	-	31,400	(7,790)	-	(7,790)
Experience adjustment	330	-	330	5,310	-	5,310
Actuarial loss on plan assets	-	-	-	-	-	-
	32,070	-	32,070	(2,480)	-	(2,480)
Other						
Contribution paid by the employer	(26,920)	26,920	-	(23,660)	23,660	-
Benefits paid	-	(26,920)	(26,920)	-	(23,660)	(23,660)
	(26,920)	-	(26,920)	(23,660)	-	(23,660)
Balances at 31 December	132,431	(70)	132,361	108,991	(30)	108,961

B. Significant actuarial assumptions	2025	2024
Discount rate	9.50%	12.50%
Salary escalation rate	8.00%	8.5% for 2025 and 6% thereafterr
Withdrawal rate	Age 20-50 years: 3.5%; 1% thereafter	
Mortality rate	* Bangladesh Assured Lives Mortality (2015-2018)	

* Willis Towers Watson is appointed as the actuary for Linde Bangladesh Limited. Actuary considered this table as no such mortality statistics is available for Bangladesh.

C. Summary of principal rules of the plan	
Plan sponsor	Linde Bangladesh Limited
Nature of benefit	Defined benefit plan
Applicable salary	Last drawn monthly basic salary
Vesting schedule	6 months
Normal retirement age	60 years
Maximum limit	Not applicable
Benefits formula	Service length
More than 6 months and less than 10 years	30 days basic for each year
10 years and above	45 days basic for each year
In case an employee completes 11 years of services and attains 57 years of age, he/she will be entitled to 2 basic x no of years in services	60 days basic for each year

	2025	2024
	'000 Taka	'000 Taka
D. Expected cash flow for following year		
Expected employer's contribution for next year	32,740	21,340
Expected benefit payments for the year ended		
Year 1	32,740	21,340
Year 2	6,020	32,370
Year 3	20,420	6,380
Year 4	4,930	21,190
Year 5	2,410	8,040
Next 5 years	52,310	60,190

E. Sensitivity analysis		
A change of 0.5% in discount rate or future salary escalation rate will result a variation in Defined Benefit Obligation as below, considering that the other conditions will reamin constant:		
Increase of discount rate	(4,030)	(2,320)
Increase in future salary growth	4,340	2,590
Decrease of discount rate	4,030	2,450
Decrease in future salary growth	(4,100)	2,460

	Note	2025 '000 Taka	2024 '000 Taka
14. Income tax expense			
See accounting policy in Note 44(D)			
Amounts recognised in profit or loss			
Income tax expense			
Current tax expense		134,685	1,231,438
Deferred tax income	14(1)	(45,993)	(24,701)
		88,692	1,206,737

	Note	Rate	2025 '000 Taka	Rate	2024 '000 Taka
14.1 Reconciliation of effective tax rate					
Profit before income tax			432,674		7,628,003
Income tax		22.50%	97,352	20.00%	1,525,601
Factors affecting the tax charge for current period					
Non-deductible expenses		15.56%	67,326	1.17%	89,378
Admissible expenses		(6.93%)	(29,993)	(0.46%)	(35,462)
Differential tax rate for capital gain		0.00%	-	(5.06%)	(386,160)
Movement of temporary differences		(10.63%)	(45,993)	(0.32%)	(24,701)
Prior year adjustment		0.00%	-	0.50%	38,081
Total income tax expense		20.50%	88,692	15.82%	1,206,737

14.2. Movement in deferred tax balances

Deferred tax liabilities have been recognised and measured in accordance with the provision of IAS -12:"Income Taxes".

	Opening balance	Recognised in profit or loss	"Recognised in OCI"	Closing balance	Deferred tax assets	Deferred tax liabilities
31 December 2025	'000 Taka	'000 Taka	'000 Taka	'000 Taka	'000 Taka	'000 Taka
Property, plant and equipment	(309,090)	(40,102)	-	(268,988)	-	(268,988)
Intangible assets	3,824	-	-	3,824	3,824	-
ROU assets	(1,929)	20	-	(1,949)	-	(1,949)
Lease liabilities	681	-	-	681	681	-
Provision for inventory obsolescence	6,891	(976)	-	7,867	7,867	-
Impairment loss allowance on trade receivables	20,348	(6,763)	-	27,111	27,111	-
Employee benefits	26,122	1,829	(7,216)	31,509	31,509	-
Net deferred tax assets/(liabilities)	(253,153)	(45,993)	(7,216)	(199,945)	70,992	(270,937)
31 December 2024						
Property, plant and equipment	(334,882)	(25,792)	-	(309,090)	-	(309,090)
Intangible assets	3,433	(391)	-	3,824	3,824	-
ROU assets	(6,483)	(4,553)	-	(1,929)	-	(1,929)
Lease liabilities	3,759	3,078	-	681	681	-
Provision for inventory obsolescence	9,466	2,575	-	6,891	6,891	-
Impairment loss allowance on trade receivables	20,712	364	-	20,348	20,348	-
Employee benefits	26,122	-	558	26,122	-	26,122
Net deferred tax assets (liabilities)	(277,873)	(24,720)	558	(253,153)	31,745	(284,898)

	Note	2025 '000 Taka	2024 '000 Taka
15. Lease liabilities - leases as lessee			
See accounting policy in Note 44(Q)			
The Company takes lease of warehouses and sales center premises. The leases typically run for specific years, with an option to renew the lease after that date. Lease payments are renegotiated time to time to reflect market rentals.			
A. Reconciliation of carrying amount			
Opening balance		29,182	16,708
Additions		3,400	2,999
Interest accrued		679	1,476
Repayment		(2,715)	(3,310)
Adjustment during the year		(5,103)	11,308
		25,443	29,182
Lease liabilities-non current portion		21,899	23,228
Lease liabilities- current portion		3,544	5,954
		25,443	29,182
B. Amounts recognized in profit or loss			
Interest on lease liabilities		679	1,476
Depreciation on right-of-use assets		1,626	3,290
		2,306	4,766
C. Amounts recognized in statement of cash flows			
Total cash outflows for leases		(2,715)	(3,310)
16. Other non-current liabilities			
See accounting policy in Note 44(H)			
Cylinder security deposit		260,117	255,370
Cylinder security deposit from customers is a liability of continuing nature raised through daily business operation.			
17. Trade and other payables			
See accounting policy in Note 44(H)			
Inter-company payables		260,300	169,648
Trade payables		144,312	210,638
Payables for capital items		7,734	5,658
Advances from customers		43,597	57,677
Others*		657,942	639,932
		1,113,886	1,083,554
* The Board of Directors of the Company, at a meeting held on 27 April 2016, approved the transfer of lease entitlement of land at Tejgaon site, Dhaka measuring 2.31 acres. The money has already been received but the transfer through the execution of transfer deed is in process.			
18. Provision for expenses			
See accounting policy in Note 44(K)			
Accrued expenses		44,137	58,287
Accrued employee benefits		21,613	75,774
Workers' profit participation fund	18.1	22,786	401,488
		88,536	535,548
18.1 Workers' profit participation fund			
See accounting policy in Note 44(L)			
Opening balance		401,488	18,417
Provision made during the period/year	27	22,772	401,474
		424,260	419,891
Payment during the period/year		(401,474)	(18,403)
		22,786	401,488

	Note	2025 '000 Taka	2024 '000 Taka
18.A Provision for expenses (consolidated)			
Accrued expenses		44,262	58,411
Accrued employee benefits		21,613	75,774
Workers' profit participation fund	18.1	22,786	401,488
		88,660	535,673
19. Advance income tax, net			
See accounting policy in Note 44(D)			
Advance income tax	19.1	(285,362)	(1,378,574)
Provision for income tax	19.2	127,366	1,208,842
		(157,996)	(169,732)
19.1 Advance income tax			
Balance as at 1 January		1,378,574	224,793
Payment made u/s- 64 and 74		-	1,158,480
Withholding tax		122,949	132,502
Tax adjusted for prior years		(1,216,161)	(137,201)
Balance as at 31 December		285,362	1,378,574
19.2 Provision for Income Tax			
Balance as at 1 January		1,208,842	114,605
Add: Provision made during the year	14	134,685	1,231,438
		1,343,527	1,346,043
Less: Adjustment during the year		(1,216,161)	(137,201)
Balance as at 31 December		127,366	1,208,842
20. Unclaimed dividend			
The ageing of unclaimed dividends at the reporting date was:			
Within 1 year		7,252	165,907
Up to 1 year to 2 years		68,363	7,429
Up to 2 years to 3 years		27,176	9,267
Above 3 years*		7,482	-
		110,273	182,603
20.1 Dividend payable to The BOC Group Ltd.		-	-
Dividend payable to others		110,273	182,603
		110,273	182,603

*As per the Directive No. BSEC/CMRRCD/2021-386/03 and Bangladesh Securities and Commission Rules (Capital Market Stabilisation Fund) Rules, 2021, if cash dividend remains unpaid or unclaimed for a period of three years from the date of declaration or approval or record date, it shall be transferred to CMSF (Capital market Stabilisation Fund). The Company transferred the dividend of BDT 9,029,826 (Ninety lac twenty-nine thousand and eight-hundred twenty-six only) that was unclaimed for more than 3 years (of 2021) to CMSF on 29 December 2025.

21. Revenue

See accounting policy in Note 44(A)

	UOM	2025 Quantity '000	2025 Amount '000 Taka	2024 Quantity '000	2024 Amount '000 Taka
ASU gases	M3	30,228	1,395,696	24,552	1,284,449
Dissolved acetylene	M3	79	100,571	76	98,932
Others	-	-	785,214	-	830,699
			2,281,481		2,214,080

	Note	2025	2024
		'000 Taka	'000 Taka
22. Cost of sales			
Opening inventories of manufactured products		15,267	22,145
Cost of goods manufactured	22.1	1,155,349	1,119,994
Closing inventories of manufactured products		(31,173)	(15,267)
Cost of sales of manufactured products		1,139,444	1,126,872
Cost of trading products		77,836	44,375
		1,217,280	1,171,247
22.1 Cost of goods manufactured			
Raw and packing materials consumed	22.1.2	437,315	406,182
Manufacturing overhead	22.1.1	358,142	335,271
Fuel and power		359,892	378,541
		1,155,349	1,119,994
22.1.1 Manufacturing overhead			
Salaries, wages and staff welfare		63,108	69,875
Depreciation on property, plant and equipment	5.2	199,767	188,351
Repair and maintenance		52,554	41,582
Insurance		6,647	5,752
Travelling and conveyance		2,141	1,978
Training expenses		-	21
Vehicle running expenses		7,258	5,080
Telephone, telex and fax		324	139
Printing, postage, stationery and office supplies		386	1,154
Consultancy fees		1,297	494
Inventory provision		9,830	10,449
Inventory written off		5,969	4,438
Sundry factory expenses		8,861	5,958
		358,142	335,271

22.1.2 Raw and packing materials consumed

	Unit of measurement	Opening stock		Purchase		Closing stock		Consumption		% of total consumption
		Quantity	Cost	Quantity	Cost	Quantity	Cost	Quantity	Cost	
		MT '000	'000 Taka	MT '000	'000 Taka	MT '000	'000 Taka	MT '000	'000 Taka	
For the year ended 31 December 2025										
Calcium carbide	M. Ton	59	7,852	292	35,428	92	11,546	259	31,734	7.26
Others*			23,870		407,817		18,106		405,581	92.74
Total 2025			31,722		443,245		29,652		437,315	100.00
For the year ended 31 December 2024										
Calcium carbide	M. Ton	141	21,956	205	26,353	59	7,852	287	40,457	9.96
Others*			26,500		363,095		23,870		365,725	90.04
Total 2024			48,456		389,449		31,722		406,182	100.00

*Others include imported liquids, different types of chemicals, lubricants and packing materials purchased from local market and abroad.

23. Operating expenses	Note	2025 '000 Taka	2024 '000 Taka
Salaries, wages and staff welfare		203,843	231,966
Depreciation on property, plant and equipment	5.2	81,909	75,300
Depreciation on right-of-use asset	6	1,626	3,290
Impairment loss on property, plant and equipment	5	-	54,532
Fuel and power		2,436	1,112
Repair and maintenance		23,181	23,418
Insurance		4,672	2,971
Delivery expenses		170,000	168,553
Rent, rates and taxes		13,140	16,741
Travelling and conveyance		5,157	5,577
Training expenses		98	98
Telephone, telex and fax		3,135	3,554
Global information service		23,958	34,129
Outsourcing service charge		4,379	4,611
Printing, postage, stationery and office supplies		6,423	6,060
Advertising and promotion		4,018	4,026
Provision/(reversal) made for trade receivables	9.1	30,058	(11,445)
Bad debts written off		3,622	36,941
Legal and professional charge		7,576	35,062
Fees paid to auditors		600	600
Technology license agreement fees	23.1	80,754	54,113
Bank charges		6,285	9,235
Entertainment		548	280
Sundry office expenses		7,685	12,928
		685,104	773,652
23.1 Technology license agreement fees			
Prior year true-up*		12,309	-
For current year		68,444	54,113
		80,754	54,113

'*'Previously the Royalty agreement was with The BOC Group, UK where it was 3% of sales net of some deductions and the amount provided for 2024 was considering the given formula, which was BDT 54m. Subsequently, the beneficiary was changed to Linde AG, Germany with a new agreement called "Technology Licence Agreement" and the fees to be charged was 3% of disclosed turnover which was effective from 1 January 2024. As per the new agreement the amount was BDT 66m, hence a true-up of BDT 12m was provided in the current year.

	Note	2025 '000 Taka	2024 '000 Taka
23.A Operating expenses (Consolidated)			
Salaries, wages and staff welfare		203,843	231,966
Depreciation on property, plant and equipment	5.2	81,909	75,300
Depreciation on right-of-use asset	6	1,626	3,290
Impairment loss on property, plant and equipment	5	-	54,532
Fuel and power		2,436	1,112
Repair and maintenance		23,181	23,418
Insurance		4,672	2,971
Delivery expenses		170,000	168,553
Rent, rates and taxes		13,140	16,741
Travelling and conveyance		5,157	5,577
Training expenses		98	98
Telephone, telex and fax		3,135	3,554
Global information service		23,958	34,129
Outsourcing service charge		4,379	4,611
Printing, postage, stationery and office supplies		6,423	6,060
Advertising and promotion		4,018	4,026
Provision/(reversal) made for trade receivables		30,058	(11,445)
Bad debts written off		3,622	36,941
Legal and professional charge		7,576	35,062
Fees paid to auditors	23.A.1	617	669
Technology license agreement fees		80,754	54,113
Bank charges		6,285	9,235
Entertainment		548	280
Sundry office expenses		7,685	12,928
		685,121	773,721

23.A.1 Fees paid to auditors (consolidated)			
Audit fees - Linde Bangladesh Limited		600	600
Audit fees - BOC Bangladesh Limited		17	69
		617	669

24. Other income			
Gain on disposal of property, plant and equipment	24.1	437	543
Rental income from house property		2,370	3,335
Scrap sales and others		47,130	42,864
		49,937	46,741

24.1 Gain on disposal of property, plant and equipment			
A. Proceeds from sales of property, plant and equipment		770	1,625
B. Carrying amount			
Cost of property, plant and equipment		70,649	102,438
Accumulated depreciation		(70,316)	(101,356)
		332	1,082
C. Gain on disposal (A-B)		437	543

	Note	2025 '000 Taka	2024 '000 Taka
25. Income from sale of LIPL			
Sale proceeds		-	9,106,100
Investment in LIPL		-	(1,382,901)
Gross income from sale of LIPL		-	7,723,199
Cost associated to sale		-	(143,858)
		-	7,579,341

Pursuant to the order of the High Court Division of the Supreme Court of Bangladesh, the Board took the decision in its 276th meeting held on 27 May 2024 for conversion of the inter-company balance increasing the share (investment) base to 138,290,500 shares. Thereafter, the Company entered into a Sale and Purchase Agreement (SPA) with ESAB Group, UAE for disposal of the entire 138,290,500 equity shares held by the Company. The sale of shares has been approved by the Shareholders in the Extra-Ordinary General meeting held on 23 June 2024 and the shares were finally disposed of on 02 July 2024.

26. Net finance income			
See accounting policy in Note 44(B)			
Finance income		27,366	17,038
Finance costs		(11,378)	(14)
Interest expenses for lease		(679)	(1,476)
		15,309	15,548

27. Contribution to workers profit participation fund (WPPF)			
See accounting policy in Note 44(L)			
Profit before contribution to WPPF		455,446	8,029,477
Applicable contribution rate		5%	5%
		22,772	401,474

28. Directors' remuneration			
Fees for attending board meeting		680	720
Salaries and benefits		20,021	12,778
		20,701	13,498

29. Financial instruments – Fair values and risk management

29.A. Accounting classifications and fair values

The following table shows the carrying amounts and fair values of financial assets and financial liabilities. It does not include fair value information for financial assets and financial liabilities not measured at fair value if the carrying amount is a reasonable approximation of fair value.

		Carrying amount						
	Note	Fair value - hedging instruments	Mandatorily at FVTPL-Others	FVOCI-debt instruments	FVOCI-equity instruments	Financial assets at amortised cost	Other financial liabilities	Total amount
		'000 Taka	'000 Taka	'000 Taka	'000 Taka	'000 Taka	'000 Taka	'000 Taka
31 December 2025								
Financial assets not measured at fair value								
Investment in subsidiary	7	–	–	–	-	20	–	20
Trade and other receivables	9	–	–	–	-	771,651	–	771,651
Cash and cash equivalents (excluding cash in MFS)	11	–	–	–	-	1,113,645	–	1,113,645
		–	–	–	-	1,885,316	–	1,885,316
Financial liabilities not measured at fair value								
Other non-current liabilities	16	–	–	–	–	–	260,117	260,117
Trade and other payables*	17	–	–	–	–	–	449,761	449,761
		–	–	–	–	–	709,878	709,878
31 December 2024								
Financial assets not measured at fair value								
Investment in subsidiary	7	–	–	–	-	20	–	20
Trade and other receivables	9	–	–	–	-	855,534	–	855,534
Cash and cash equivalents (excluding cash in hand)	11	–	–	–	-	1,558,791	–	1,558,791
		–	–	–	-	2,414,345	–	2,414,345
Financial liabilities not measured at fair value								
Other non-current liabilities	16	–	–	–	–	–	255,370	255,370
Trade and other payables*	17	–	–	–	–	–	419,429	419,429
		–	–	–	–	–	674,799	674,799

* Advances against transfer of lease entitlement as referred in note number 17 is not of financial liabilities nature.

The Company has not disclosed the fair values for financial instruments such as trade and other receivables, cash and cash equivalents, investment in subsidiaries, trade and other payables, and other non-current liabilities because their carrying amounts are a reasonable approximation of fair values.

B. Financial risk management

The Group has exposure to the following risks from its use of financial instruments:

- Credit risk (See (B)(ii));
- Liquidity risk (See (B)(iii)); and
- Market risk (See (B)(iv)).

i. Risk management framework

The Board of Directors has overall responsibility for the establishment and oversight of the Company's risk management framework. The Company's risk management policies are established to identify and analyse the risks faced by the Company, to set appropriate risk limits and controls, and to monitor risks and adherence to limits. Risk management policies and systems are reviewed regularly to reflect changes in market conditions and the Company's activities.

ii. 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 from customers.

The carrying amount of financial assets represents the maximum credit exposure.

Trade and other receivables

The Company's exposure to credit risk is influenced mainly by the individual characteristics of each customer. However, management also considers the factors that may influence the credit risk of its customer base, including the default risk associated with the industry and country in which customers operate.

The management has established a credit policy under which each new customer is analysed individually for creditworthiness before the Company's standard payment and delivery terms and conditions are offered. Management's review includes external ratings, if they are available, financial statements, credit agency information, industry information, and in some cases bank references. Sale limits are established for each customer and reviewed which represent the maximum outstanding amount of credit sale without requiring approval from the Committee; these limits are reviewed as per HPO (High Performance Organisation) guideline of Linde Group in each quarter. Customers who fail to meet the Company's benchmark creditworthiness may transact with the Company only on a cash/deposit scheme basis.

The Company has established a provision policy for doubtful debts in alignment with it's Group Policy. This represents the Company's estimate of incurred losses of trade receivables. The Company provides for ECL (Expected Credit Loss) rate of trade receivables which are overdue less than 365 days and 100% of trade receivables which are more than 365 days. Loss rate for healthcare customers is applied on gross trade receivable to work out provisions.

In monitoring customer credit risk, customers are grouped according to their credit characteristics, including whether they are an individual or a legal entity, whether they are wholesale, retail or end-user customers, their geographic location, industry, trading history with the Company and existence of previous financial difficulties.

Exposure to credit risk for trade and other receivables

At 31 December 2025, the maximum exposure to credit risk for trade and other receivables was as follows:

	Note	2025 '000 Taka	2024 '000 Taka
Trade receivables		836,174	915,682
Provision for trade receivables		(147,608)	(117,551)
		688,565	798,131
Cash at bank		1,113,645	1,558,791
		1,802,210	2,356,922

Ageing of trade and other receivables at the reporting date			
The aging of trade receivables at the year end was:			
Invoiced 0-30 days		68,157	393,218
Invoiced 31-60 days		30,896	78,299
Invoiced 61-90 days		20,889	15,075
Invoiced 91-180 days		37,261	15,452
Invoiced 181-365 days		78,591	56,621
Invoiced and above 365 days		600,379	357,018
		836,174	915,682

Cash and cash equivalents

The Company held cash and cash equivalents of BDT 802,656 thousand at 31 December 2025 (December 2024: BDT 915,682 thousand), which represents its maximum credit exposure on these assets. The cash and cash equivalents are held with different banks which are rated from AA3 to AAA, based on ratings by Credit Rating Agency of Bangladesh (CRAB) and Credit Rating Information and Services Limited (CRISL).

The maximum exposure to credit risk is represented by the carrying amount of each financial asset in the statement of financial position.

iii. Liquidity risk

Liquidity risk is the risk that the Company will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The Company's objective when managing liquidity is to ensure, as far as possible, that it will always have sufficient liquidity to meet its liabilities when due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Company's reputation.

Typically, the Company ensures that it has sufficient cash and cash equivalents to meet expected operational expenses, including financial obligations through the preparation of the cash flow forecast, based on timeline of payment of the financial obligation and accordingly arranging for sufficient liquidity/fund to make the expected payment within due date. Moreover, the company seeks to maintain short term lines of credit with scheduled commercial banks to ensure payment of obligation in the event that there is insufficient cash to make the required payment. In extremely stressed conditions, the Company may get support from the parent company in the form of shareholder's loan/capital contribution.

Exposure to liquidity risk

The followings are the remaining contractual maturities of financial liabilities at the reporting date. The amounts are gross and undiscounted, and include contractual interest payments and exclude the impact of netting agreements.

Particulars	Contractual cash flows						
31 December 2025	Carrying amount	Total	2 months or less	2–12 months	1–2 years	2–5 years	More than 5 years
Non-derivative financial liabilities	'000 Taka	'000 Taka	'000 Taka	'000 Taka	'000 Taka	'000 Taka	'000 Taka
Trade payables	144,312	186,529	131,350	27,179	10,126	15,230	2,643
Inter-company payables	260,300	218,083	49,165	158,907	3,743	6,269	-
Payables for capital items	7,734	7,622	7,621	-	-	1	-
Lease liabilities	25,443	31,796	839	4,106	3,694	11,812	11,344
	437,789	444,030	188,975	190,192	17,563	33,313	13,987
31 December 2024							
Non-derivative financial liabilities							
Trade payables	210,638	221,927	158,483	14,530	22,667	26,247	-
Inter-company payables	169,648	158,359	52,183	76,831	29,346	-	-
Payables for capital items	5,658	5,658	4,764	85	25	785	-
Lease liabilities	29,182	29,182	680	3,312	6,571	9,622	8,996
	415,127	415,127	216,110	94,758	58,609	36,654	8,996

iv. Market risk

Market risk is the risk that changes in market prices - e.g. foreign exchange rates, interest rates and equity prices that will affect the Company's income or the value of its holdings of financial instruments. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimising the return.

a) Currency risk

The Company is exposed to transactional foreign currency risk to the extent that there is a mismatch between the currencies in which sales, purchases, receivables and borrowings are denominated and the respective functional currencies of the Company. The functional currency of the Company is primarily Taka.

Majority of the Company's foreign currency transactions are denominated in USD, Euro, SGD and GBP and relate to the procurement of raw materials and capital items from abroad. The Company also has exposure in foreign currencies relating to some services. The Company also earns foreign currencies from export and deemed export of goods and services.

Exposure to currency risk

The summary quantitative data about the company's exposure to currency risk as reported to the management of the company is as follows.

	'000 BDT	'000 USD	'000 INR	'000 THB	'000 GBP	'000 EUR	'000 SGD
As at 31 December 2025							
A. Foreign currency denominated assets							
Trade receivables	-	-	-	-	-	-	-
Inter-company receivables	-	-	-	-	-	-	-
Cash at bank	453	4	-	-	-	-	-
	453	4	-	-	-	-	-
B. Foreign currency denominated liabilities							
Trade payables	(15,403)	(84)	-	-	-	(36)	-
Inter-company payables	(94,030)	(571)	-	-	-	(169)	-
	(109,433)	(655)	-	-	-	(205)	-
Net statement of financial position exposure (A-B)	(108,979)	(651)	-	-	-	(205)	-
As at 31 December 2024							
A. Foreign currency denominated assets							
Trade receivables	-	-	-	-	-	-	-
Inter-company receivables	-	-	-	-	-	-	-
Cash at bank	598,298	5,003	-	-	-	-	-
	598,298	5,003	-	-	-	-	-
B. Foreign currency denominated liabilities							
Trade payables	(14,704)	(86)	-	-	-	(36)	-
Inter-company payables	(88,077)	(518)	-	-	(4)	-	(292)
	(102,781)	(604)	-	-	(4)	(36)	(292)
Net statement of financial position exposure (A-B)	495,518	4,400	-	-	(4)	(36)	(292)

The following significant exchange rates have been applied during the year:	Average rate		Year end spot rate	
Exchange rate in taka	2025	2024	2025	2024
US Dollar (USD) 1	121.67	115.36	122.17	119.58
Great Britain Pound (GBP) 1	160.43	147.48	164.63	149.66
EURO (EUR) 1	137.49	124.80	143.51	123.80
SGD 1	93.12	86.35	95.05	87.56

Foreign exchange rate sensitivity analysis for foreign currency expenditures

A reasonably possible (assume 5%) strengthening/(weakening) of foreign currencies against functional currency as at 31 December 2025 would have affected the measurement of financial instruments denominated in a foreign currency and affected equity and profit or loss by the amounts shown below. This analysis assumes that all other variables, in particular interest rates, remain constant and ignores any impact of forecast sales and purchases.

	Profit or loss		Equity	
Particulars	Strengthening	Weakening	Strengthening	Weakening
	'000 Taka	'000 Taka	'000 Taka	'000 Taka
31 December 2025				
USD	(3,979)	3,979	3,183	(3,183)
EUR	(1,470)	1,470	1,176	(1,176)
GBP	-	-	-	-
SGD	-	-	-	-
31 December 2024				
USD	26,304	(26,304)	(21,044)	21,044
EUR	(220)	220	176	(176)
GBP	(29)	29	24	(24)
SGD	(1,279)	1,279	1,023	(1,023)

	2025	2024
	'000 Taka	'000 Taka
Foreign exchange gain/(loss)		
Foreign exchange gain/(loss)	11,103	118,666

b) Interest rate risk

Interest rate risk is the risk that arises due to changes in interest rates. The Company is not exposed to fluctuations in interest rates as it has no floating interest rate bearing financial liability as at the reporting date. The Company has not entered into any agreement involving derivative instrument at the reporting date.

Exposure to interest rate risk

The interest rate profile of the Company's interest - bearing financial instruments as reported to the management of the Company is as follows.

Fixed rate instruments		
Financial assets - Fixed deposits with banks	710,000	10,000
Financial liabilities	-	-
	710,000	10,000
Floating rate instruments		
Financial assets	-	-
Financial liabilities	-	-
	-	-

c) Commodity risk

Commodity risk refers to the uncertainties of future market values and of the size of the future income, caused by the fluctuation in the prices of commodities. As the Company purchases MS wire, blended power, Calcium carbide and other raw materials, it is exposed to risks arising from the purchase of these materials for use in production. Commodity price risk is managed by supply contracts with suppliers.

C) Capital management

Capital management refers to implementing policies and measures to maintain sufficient capital, assessing the Company's internal capital adequacy to ensure that the Company's operation is a going concern. Capital consists of share capital, general reserve and revaluation reserve. All major investment and operational decisions with exposure to certain amount are evaluated and approved by the board. The Board of Directors monitors the level of dividends to ordinary shareholders.

30. Non-controlling interest (NCI)

The following table summarises the information relating to the Group's subsidiary:

	BOC	Intra-group eliminations	Total	'000 Taka
31 December 2025				
NCI percentage	0.05%	-	-	-
Non-current assets	-	–	-	-
Current assets	20,000		20,000	20
Non-current liabilities	-	–	-	-
Current liabilities	(796,500)	–	(796,500)	(797)
Net assets	(776,500)	–	(776,500)	(777)
Net assets attributable to NCI	(388)	–	(388)	(0.39)
Revenue	-	–	-	-
Loss	(69,000)	–	(69,000)	(69)
OCI	-	–	-	-
Total comprehensive income	(69,000)	-	(69,000)	(69)
Loss allocated to NCI	(35)	–	(35)	(0.04)
OCI allocated to NCI	-	–	-	-
Cash flows from operating activities	-	–	-	-
Cash flows from investing activities	-	–	-	-
Cash flows from financing activities	-	–	-	-
Net increase in cash and cash equivalents	-	–	-	-
31 December 2024				
NCI percentage	0.05%	-	-	-
Non-current assets	-	–	-	-
Current assets	20,000		20,000	20
Non-current liabilities	-	–	-	-
Current liabilities	(799,250)	–	(799,250)	(799)
Net assets	(779,250)	–	(779,250)	(779)
Net assets attributable to NCI	(390)	–	(390)	(0.39)
Revenue	-	–	-	(69)
Loss	(69,000)	–	(69,000)	(69)
OCI	-	–	-	-
Total comprehensive income	(69,000)	-	(69,000)	(69)
Loss allocated to NCI	(35)	–	(35)	(0.04)
OCI allocated to NCI	-	–	-	-
Cash flows from operating activities	-	–	-	-
Cash flows from investing activities	-	–	-	-
Cash flows from financing activities	-	–	-	-
Net increase in cash and cash equivalents	-	–	-	-

31. Related party transactions

A. Parent and ultimate controlling party

BOC Group Limited of United Kingdom (UK) has 60% shareholding of the Company which is fully owned by Linde AG of Germany. In 2018, Linde AG of Germany has merged with Praxair, Inc. USA and a new company Linde Plc has been incorporated in Ireland and as such Linde plc is the new ultimate holding company of Linde Bangladesh Limited.

	Note	2025 '000 Taka	2024 '000 Taka
B Transaction with key management personnel			
Key management personnel compensation:			
Directors' remuneration	28	20,701	13,498

C Other related party transactions			31 December 2025	2024	2025	31 December 2024
Name of party	Nature of relationship	Nature of transactions	Transaction for the year		Balance outstanding as at	
InterCompany payables			'000 Taka	'000 Taka	'000 Taka	'000 Taka
BOC Limited - ENG (Gases)	Fellow Subsidiary	Purchase of goods	-	-	-	537
BOC Group Ltd.	Holding Company	Technical assistance fee	80,754	54,113	134,867	54,113
BOC Group Ltd.	Holding Company	Dividend	365,239	5,149,866	-	-
Linde AG, Linde Gas Headquarters	Holding Company of BOC Group Ltd.	Global IS fee	23,958	34,129	23,958	-
Linde Gas Asia Pte. Ltd.- ROHQ	Fellow Subsidiary	Service fee	-	-	-	18,116
Linde Gas Singapore Pte. Ltd.	Fellow Subsidiary	Purchase of goods	-	425	1,159	2,874
Linde India Ltd.	Fellow Subsidiary	Purchase of goods and assets	176,490	104,609	98,279	91,980
Linde Malaysia Sdn Bhd	Fellow Subsidiary	Purchase of goods and assets	899	1,171	-	-
Linde (Thailand) Public Company Limited	Fellow Subsidiary	Service fee	1,540	8,033	-	638
Linde Business Solutions Center	Fellow Subsidiary	Service fee	4,531	6,811	-	1,389
Linde Engineering India Pvt. Ltd.	Fellow Subsidiary	Purchase of goods and assets	-	-	2,038	-
			653,411	5,359,157	260,300	169,648
InterCompany receivables						
BOC Bangladesh Limited	Subsidiary	Payment of expenses	17	69	692	675
			17	69	692	675

32. Remittance made in foreign currency		2025		2024	
	Currency	'000 FC	'000 Taka	'000 FC	'000 Taka
Dividend paid to The BOC Group, UK	USD	2,994	365,236	42,916	5,149,866
Linde Gas Asia Pte. Ltd.	SGD	234	21,422	293	24,793
Green Circle Inc	USD	3.60	439	-	-
International Halal Certification	USD	2.65	323	-	-
Tecknotrove	USD	3.57	435	-	-
Linde Malaysia Sdn. Bhd.	USD	-	-	0	4
R V Briggs And Co Private Limited	USD	0.26	31	0	40
Ernst Young Gmbh	EUR	-	-	29	-
Linde India Ltd, India	USD	1,445	176,561	10	1,103
Linde Ag, Germany	EUR	-	-	530	65,111
Data Online, Llc	USD	7	841	5	619
Willis Tower Watson, India	USD	1	176	6	655
Linde (Thailand) Public Co Limited	USD	18	2,197	11	1,350
TAF paid to The BOC Group, UK	USD	-	-	1,310	174,617
Crown Relocations, Hong Kong	EUR	-	-	-	-
Nicco Engineering Services Limited	USD	-	-	18	3,116
LBSC, Philippines	USD	39	4,772	75	8,828
Smart Gas, Singapore	USD	-	-	7	735
		4,748	572,434	45,210	5,430,837

The BOC Group Ltd., UK is a non-resident shareholder which holds 9,130,968 shares in this Company. Dividend paid to The BOC Group Ltd., UK includes final dividend of USD 2,994 thousand for the year 2025.

33. Receipt in foreign currency

Name of customer/vendor	Nature of receipt	2025		2024	
		'000 USD	'000 Taka	'000 USD	'000 Taka
Uniglory Cycle Component Ltd.	Deemed export	52	6,298	9	1,071
Meghna Alloytech Ltd.	Deemed export	172	20,868	364	41,807
Alca Industries Limited	Deemed export	60	7,213	117	13,428
Total		283	34,379	490	56,307

	2025	2024
	'000 Taka	'000 Taka
34. Value of imports calculated on CIF basis		
Raw materials	95,514	81,752
Components and spare parts	19,267	28,424
Capital goods	19,016	81,078
	133,798	191,254
35. Commitments and contingencies		
a. Commitments		
i. Contracted but not accounted for	94,429	76,370
ii. Approved but not contracted for	78,341	262,169
iii. Outstanding letters of credit	233,915	169,263
iv. Sale of asset*	-	-
	406,684	507,802

* The Board of Directors (BoD) has approved the sale of industrial land measuring 2.31 acres located at Tejgaon, which is currently in process.

b. Contingencies		
Disputed tax and VAT related issues	228,686	113,632
Guarantees and acceptances*	94,429	124,104
	323,114	237,736

*These includes bank guarantees to third parties, shipping guarantees, others guarantee, utility guarantee, performance bond, security bond and bank acceptance.

35.1 Credit facilities available as at 31 December		
The Hongkong and Shanghai Banking Corporation Limited	570,000	875,790
Standard Chartered Bank PLC	600,000	1,200,000
BRAC Bank PLC	1,000,000	1,000,000
	2,170,000	3,075,790

Agreement with The Hongkong and Shanghai Banking Corporation Limited (Credit facility)

As per renewed agreement executed on 07 January 2025 between Linde Bangladesh Limited and The Hongkong and Shanghai Banking Corporation Limited (HSBC), the Company has been availing credit facilities. The terms and conditions are as follows:

Facility limit: BDT 570 million (BDT Five hundred and Seventy million).

Purpose: Working capital

Interest Rate: 12.00%

Security: Demand promissory note, letter of continuation for BDT 570 million and letter of comfort from Linde AG.

Agreement with Standard Chartered Bank (Credit facility)

As per agreement executed on 19 May 2025 between Linde Bangladesh Limited and Standard Chartered Bank Bangladesh, the company has been availing credit facility. The terms and conditions are as follows:

Facility limit: BBDT 600 million (BDT Six hundred million)

Purpose: Working capital

Interest Rate: 13% per annum

Security: Demand promissory note and letter of continuation for BDT 600 million

Agreement with BRAC Bank Limited (Credit facility)
Facility limit: BDT 1,000 million (BDT One Thousand million)
Purpose: Working capital
Interest Rate: N/A
Security: 100% Cash Margin

Agreement with Commercial Bank of Cylon (Credit facility)
Facility limit: Based on Margin
Purpose: Working capital
Interest Rate: N/A
Security: 100% Cash Margin

36. Production capacity

Major products	Unit of measurement	Normal capacity for the year	Production for the year	Remarks
ASU Gases	M3	26,937	21,766	Due to unstable power
Carbon-dioxide	M. Ton	13	4	Due to lower market demand
Dissolved Acetylene	M3	300	73	Due to lower market demand

37. Proceeds from disposal of property, plant and equipment

	Cost	Accumulated depreciation	Carrying amount	Sales proceeds
	'000 Taka	'000 Taka	'000 Taka	'000 Taka
Plant and machinery	9,577	9,577	-	170
Furniture and fixtures			-	
Computer hardware	13,319	13,319	-	600
Motor vehicle	44,680	44,680		
Cylinders:				
Sold	3,073	2,740	332	-
Total 2025	70,649	70,316	332	770
Total 2024	102,438	101,356	1,082	1,625

	2025	2024
	'000 Taka	'000 Taka
38. Number of employees engaged for drawing remuneration		
(a) Above Taka 3,000 per month	88	97
(b) Below Taka 3,000 per month	-	-
	88	97
39. Net Asset Value (NAV)		
Total assets	5,131,079	5,938,493
Total non-current liabilities	(581,619)	(619,372)
Total current liabilities	(1,348,941)	(1,828,999)
Net assets	3,200,519	3,490,122
Number of ordinary shares of Taka 10 each (in thousand)	15,218	15,218
Net asset value (NAV) per share (in BDT)	210.31	229.34
39(A) Net Asset Value (NAV) (consolidated)		
Total assets	5,130,388	5,937,818
Total non-current liabilities	(581,620)	(619,372)
Total current liabilities	(1,349,065)	(1,829,123)
Net assets	3,199,703	3,489,323
Number of ordinary shares of Taka 10 each (in thousand)	15,218	15,218
Net asset value (NAV) per share (in BDT)	210.25	229.28

	2025	2024
	'000 Taka	'000 Taka
40. Earnings per share		
Basic earnings per share		
Profit attributable to the ordinary shareholders	343,982	6,421,266
Number of ordinary shares outstanding during the year	15,218	15,218
Basic earnings per share (EPS)	22.60	421.94
Diluted earnings per share		
No diluted earnings per share is required to be calculated for the year as there was no potentially dilutive ordinary shares during the year. So both basic and diluted earning per share are same.		
40.A Basic earnings per share (consolidated)		
Profit attributable to the ordinary shareholders	343,965	6,421,197
Number of ordinary shares outstanding during the year	15,218	15,218
Basic earnings per share (EPS)	22.60	421.94
40.B Basic earnings per share (EPS)		
Profit attributable to the ordinary shareholders	343,965	6,421,197
Less: income from sale of shares of LIPL	-	7,579,341
Related WPPF of sale of share	-	378,967
Related tax	-	1,158,480
Total profit	343,965	379,303
Number of ordinary shares outstanding during the year	15,218	15,218
Basic earnings per share (EPS)	22.60	24.92
41. Net operating cash flow per share (NOCFPS)		
Cash flows from operating activities as per statement of cash flows	367,653	368,305
Number of ordinary shares outstanding during the year	15,218	15,218
Net operating cash flow per share (NOCFPS)	24.16	24.20
41.A Net operating cash flow per share (NOCFPS) (consolidated)		
Cash flows from operating activities as per statement of cash flows	367,635	368,237
Number of ordinary shares outstanding during the year	15,218	15,218
Net operating cash flow per share (NOCFPS)	24.16	24.20

42. Events after the reporting date

The Board of Directors has recommended final dividend at 100% (BDT 10 per share) for the year ended 31 December 2025, amounting to BDT 152.18 million in its 291st meeting of the Board of Directors held on 08 April 2026.

43. Standards issued but not yet effective

A number of new standards are effective for periods beginning after 01 January 2025 and earlier application is permitted. However, the Company has not early adopted the new or amended standards in preparing these financial statements.

The following amended standards and interpretations are not expected to have a significant impact on the Company's financial statements:

- Lease Liability in a Sale and Leaseback (Amendments to IFRS 16)
- Lack of Exchangeability (Amendments to IAS 21)

44. Material accounting policies

The Company has consistently applied the following accounting policies to all periods presented in these financial statements, except if mentioned otherwise.
A. Revenue from contracts with customers
B. Finance income and finance costs
C. Foreign currency transactions
D. Income tax
E. Inventories
F. Property, plant and equipment
G. Intangibles
H. Financial instruments
I. Share capital
J. Impairment
K. Provisions
L. Workers' profit participation fund
M. Employee benefit
N. Reporting period
O. Earnings per share
P. Statement of cash flows
Q. Leases
R. Contingencies
S. Events after the reporting period
T. Segment reporting

A. Revenue from contracts with customers

Type of product and service
Industrial and medical gases, installation of Vacuum Insulated Evaporators (VIE), rental of cylinders and VIEs and other services related to its products.

Revenue recognition from sale of goods
Revenue from sale of goods is measured at fair value of the consideration received or receivable, net of returns, allowances and trade discounts at the time of delivery of goods. Revenue is recognised when the significant risks and rewards of ownership have been transferred to the buyer, recovery of the consideration is probable, the associated costs and possible return of goods can be estimated reliably, there is no continuing management involvement with the goods, and the amount of revenue can be measured reliably. This usually occurs at the time of delivery of goods along with invoice.

Invoices are usually paid instantly in case of cash sales or payable as per credit terms offered by the Company.

Services
Revenue from services rendered is recognised in profit or loss in proportion to the stage of completion of the transaction at the reporting date. Cylinder rent is partially recognised on cash basis.

Revenue from the rental of VIEs and cylinders is recognised over time and invoice for rental of VIE are raised monthly.

B. Finance income and finance costs
Finance income comprises of interest income on funds placed in fixed deposit. Interest income is recognised on accrual basis.

Finance expenses comprise of interest expense on overdraft, bank charges and interest expense on lease liabilities. All finance expenses are recognised in profit or loss.

C. Foreign currency transactions
Transactions in foreign currencies are translated into the functional currency (BDT) at exchange rates ruling at the dates of transactions in accordance with IAS-21 "The Effects of Changes in Foreign Exchange Rates." Exchange rate difference at the statement of financial position date are charged/credited to statement of profit or loss and other comprehensive income. This Schedule requires all exchange gains and losses arising from foreign currency borrowings, taken to finance acquisition of construction of fixed assets, to be credited/ charged to the cost/value of such assets.

The financial statements are presented in BDT, which is company's functional currency. Transactions in foreign currencies are recorded in the books at the exchange rate prevailing on the date of the transaction. Monetary assets and liabilities denominated in foreign currencies at reporting date are translated into (BDT) at the exchange

rates ruling at the statement of financial position date. Non-monetary assets and liabilities denominated in foreign currencies, stated at historical cost, are translated into (BDT) at the exchange rate ruling at the date of transaction. Exchange differences arising on the settlement of monetary items or on translating monetary items at the end of the reporting period are recognised in profit or loss.

D. Income tax

Income tax expense comprises current and deferred tax. Current tax and deferred tax are recognised in profit or loss except to the extent that it relates to a business combination, or items recognised directly in equity or in other comprehensive income.

i. Current tax

Current tax is the expected tax payable or receivable on the taxable income or loss for the year, using tax rates enacted or substantively enacted at the reporting date, and any adjustment to tax payable in respect of previous years. The amount of current tax payable or receivable is the best estimate of the tax amount expected to be paid or received that reflects uncertainty related to income taxes, if any. It is measured using tax rates enacted or substantively enacted at the reporting date. The Company qualifies as a “Publicly Traded Company”, as defined in income tax law. The applicable tax rate for the Company is 20%. Provision for taxation has been made on this basis which is compliant with the Finance Act 2024.

Current tax assets and liabilities are offset only if certain criteria are met."

ii. Deferred tax

Deferred tax is recognized in respect of temporary differences between the carrying amount of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. Deferred tax is not recognized for:

"- temporary differences on the initial recognition of assets or liabilities in a transaction that is not a business combination and that affects neither accounting nor taxable profit or loss;
- temporary differences related to investments in subsidiaries, associates and joint arrangements to the extent that the Group is able to control the timing of the reversal of the temporary differences and it is probable that they will not reverse in the foreseeable future; and
- taxable temporary differences arising on the initial recognition of goodwill."

Temporary difference in relation to right-of-use assets and a lease liability for a specific lease is regarded as a net package (the lease) for the purpose of recognising deferred tax.

Deferred tax assets are recognized for unused tax losses, unused tax credits and deductible temporary differences to the extent that it is probable that future taxable profits will be available against which they can be used. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realized; such reductions are reversed when the probability of future taxable profits improves.

Deferred tax is measured at the tax rates that are expected to be applied to the temporary differences when they reverse, using tax rates enacted or substantively enacted at the reporting date.

The measurement of deferred tax reflects the tax consequences that would follow from the manner in which the Company expects, at the reporting date, to recover or settle the carrying amount of its assets and liabilities.

E. Inventories

Inventories are measured at lower of cost and net realisable value. Net realisable value is the estimated selling price in the ordinary course of business, less the estimated cost of completion and selling expenses. Inventories consist of raw materials, spare parts, work-in-process, goods in transit and finished goods. The cost of inventories is based on weighted average cost method, and includes expenditure incurred in acquiring the inventories, production or conversion costs, and other costs incurred in bringing them to their existing location and condition. In the case of manufactured inventories, cost includes an appropriate share of production overheads based on normal operating capacity.

F. Property, plant and equipment

i. Recognition and measurement

"Property, plant and equipment (PPE) is recognised as an asset if it is probable that future economic benefits associated with the asset will flow to the entity and the cost of the item can be measured reliably. Items of property, plant and equipment, excluding freehold land, freehold building and leasehold building, are measured at cost less accumulated depreciation and accumulated impairment losses. Freehold land is measured at cost. Freehold buildings and leasehold buildings are measured at cost less accumulated depreciation. Cost includes expenditure that is directly attributable to the acquisition of the assets, bringing the assets to the location and condition necessary for it to be capable of operating in the manner intended by management."

If significant parts of an item of property, plant & equipment have different useful lives, then they are accounted for as separate items (major components) of property, plant & equipment. Any gain or loss on disposal of an item of property, plant & equipment is recognised in profit or loss.

ii. Subsequent costs

The cost of replacing part of an item of property, plant and equipment is recognised 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 costs of the day-to-day maintenance of property, plant and equipment are recognised in the profit and loss account as incurred.

iii. Depreciation

"Linde Bangladesh Limited uses the month placed in service depreciation convention for all property, plant and equipment. Using this convention, depreciation begins in the month the asset is placed in service regardless of which day within the month the asset is placed in service. All purchased items are placed in service and being depreciated from the month of capitalisation. In case of disposals, depreciation is charged up to the immediate previous month of disposal.

No depreciation is charged on freehold land and capital work in progress. Depreciation is charged on all other items of property, plant and equipment on straight line method. The rates of depreciation vary according to the estimated useful lives of the items of property, plant and equipment. The estimated useful lives for depreciation are as follows:"

	Useful lives
Freehold buildings	25 years and 40 years
Plant, machinery and cylinders (including storage tank and vacuum insulated evaporator)	10-20 years
Motor vehicles	5 years
Furniture, fixtures and equipment	5-10 years
Computer hardware	5 years

iv. Derecognition

An asset is derecognised on disposal or when no future economic benefits are expected from its use and disposal. Gains or losses arising from the derecognition of an asset are determined as the difference between net disposal proceeds and the carrying amount of the assets and are recognised in profit or loss.

v. Asset under construction

Asset under construction represents the cost incurred for acquisition and/or construction of items of property, plant and equipment that are not ready for use which is measured at cost. These are transferred to the property, plant and equipment on the completion of the projects.

G.Intangibles

Recognition and measurement

Intangible assets are measured at cost less accumulated amortisation and accumulated impairment loss, if any. Intangible asset is recognised when all the conditions for recognition as per IAS 38: Intangible assets are met. The cost of the intangible assets comprises its purchase price, import duties and non-refundable taxes and any directly attributable cost of preparing the asset for its intended use.

Subsequent expenditure

Subsequent expenditure is capitalised only when it increases the future economic benefits embodied in the specific asset to which it relates. All other expenditures are recognised in profit or loss, when incurred.

Amortisation

Amortisation is recognised in profit or loss on a straight line basis over the estimated useful lives of the intangible assets, from the month they are available for use. Enterprise Resource Plan (ERP) software and other software are amortised at the rate of 12.50% and 33.33% respectively.

H.Financial instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

Financial assets

The Company initially recognises receivables and deposits on the date that they are originated. All other financial assets are recognised initially on the date at which the Company becomes a party to the contractual provisions of the transaction.

The Company derecognises a financial asset when the contractual rights or probabilities of receiving the cash flows from the asset expire, or it transfers the rights to receive the contractual cash flows on the financial asset in a transaction in which substantially all the risks and rewards of ownership of the financial asset are transferred.

Financial assets include cash and cash equivalents, trade receivable, long term receivables and deposits.

(i) Cash and cash equivalents
Cash and cash equivalents comprise cash in hand, cash at bank and fixed deposits having maturity of three months or less which are available for use by the Company without any restriction.

(ii) Trade receivables
Trade receivables represent the amounts due from customers for delivering goods or rendering services. Trade receivable is initially recognised at nominal value which is the fair value of the consideration given in return.
After initial recognition, allowances for trade receivables are calculated applying the rates under ECL method for different ageing buckets (in days) for the current year are as follows:

Ageing bucket (days)	31 December 2025	31 December 2024
Invoiced 0-30 days	8.2%	41.4%
Invoiced 31-60 days	3.7%	2.7%
Invoiced 61-90 days	2.5%	1.8%
Invoiced 91-180 days	4.5%	5.7%
Invoiced 181-365 days	9.4%	10.6%
Invoiced and above 365 days	71.8%	37.8%

(iii) Investment
Investment comprise of fixed deposit maturity of more than three months which are available for use by the company without any restriction. The Company has positive intent and ability to hold FDR investment to maturity, and such financial assets are classified as held to maturity. These assets are initially recognised at fair value plus any directly attributable transaction costs. Subsequent to initial recognition, they are measured at amortised cost using effective interest method.

(iv) Investment in subsidiary
Investment in subsidiary represent investment in the equity of BOC Bangladesh Limited and Linde Industries Pvt Ltd is presented in the financial statement at cost.

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

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

Financial liabilities include trade and other payables, and other non-current liabilities.

I. Share capital
Ordinary shares issued by the Company are classified as equity.

J. Impairment

i. Financial assets
"The Company recognises loss allowances for ECLs on:
- financial assets measured at amortised cost;
- debt investments measured at FVOCI; and
- contract assets.

Loss allowances for financial assets measured at amortised cost are deducted from the gross carrying amount of the assets."

"Loss allowances for trade receivables and contract assets are always measured at an amount equal to lifetime ECLs.

When determining whether the credit risk of a financial asset has increased significantly since initial recognition and when estimating ECLs, the Company considers reasonable and supportable information that is relevant and available without undue cost or effort. This includes both quantitative and qualitative information and analysis, based on the Company's historical experience and informed credit assessment and including forward-looking information."

Measurement of ECLs
ECLs are a probability-weighted estimate of credit losses. Credit losses are measured as the present value of all cash shortfalls (i.e. the difference between the cash flows due to the entity in accordance with the contract and the cash flows that the Company expects to receive). ECLs are discounted at the effective interest rate of the financial asset."

ii) Non-financial assets
The carrying amounts of the Company's non-financial assets (other than inventories) are reviewed at each reporting date to determine whether there is any indication of impairment. If any such indication exists, then the asset's recoverable amount is estimated in order to determine the extent of impairment loss (if any).

The recoverable amount of an asset or CGU is the greater of its value in use and its fair value less costs to sell. Value in use is based on the estimated future cash flows, discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset or CGU.

Impairment losses are recognised in profit or loss. An impairment loss is reversed only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation, if no impairment loss had been recognised.

K. Provisions
"A provision is recognised in the statement of financial position when the Company has a legal or constructive obligation as a result of past event and it is probable that an outflow of economic benefits will be required to settle the obligation and the amount of the provision can be measured reliably in accordance with IAS 37- "Provisions, Contingent Liabilities and Contingent Assets".

The amount recognised is the best estimate of the consideration required to settle the present obligation at the reporting date, taking into account the risks and uncertainties surrounding the obligation at the date. Where a provision is measured using the cash flows estimated to settle the present obligation, its carrying amount is determined based on the present value of those cash flows.

L. Workers' profit participation fund
The Company provides 5% of its net profit before tax as a contribution to workers' profit participation fund and charges such expense in accordance with The Bangladesh Labour Act 2006 (as amended in 2018).

M. Employee benefit
The Company maintains both defined contribution plan (provident fund) and a defined benefit plan (gratuity fund) for its eligible permanent employees. A liability is recognised for the amount expected to be paid if the Company has a present legal or constructive obligation to pay this amount as a result of past service provided by the employee and the obligation can be estimated reliably. Accordingly, necessary provision is made for the amount of annual leave encashment based on the latest basic salary. The eligibility is determined according to the terms and conditions set forth in the respective deeds as approved by the National Board of Revenue (NBR), where applicable. This benefit is applicable for employees as per service rules.

i. Defined contribution plan (provident fund)
Defined contribution plan is a post employment benefit plan under which the Company provides benefits for all of its permanent employees. The recognised Employees' Provident Fund is being considered as defined contribution plan as it meets the recognition criteria specified for this purpose. All permanent employees contribute 13.5% of their basic salary to the provident fund and the Company also makes equal contribution. This fund is recognised by the National Board of Revenue (NBR).

The Company recognises contribution to defined contribution plan as an expense when an employee has rendered required services. The legal and constructive obligation is limited to the amount it agrees to contribute to the fund. Obligations are created when they are due.

ii. Defined benefit plans (gratuity scheme)
The Company operates a funded gratuity scheme for its permanent employees, under which an employee is entitled to the benefits depending on the length of services and last drawn basic salary.

Projected Unit Credit method is used to measure the present value of defined benefit obligations and related current and past service cost and mutually compatible actuarial assumptions about demographic and financial variables are used.

iii. Short-term employee benefits
Short term employee benefit obligations are measured on an undiscounted basis and are expensed as the related service is provided. Provision is made for leave accrued during the year but not availed by employees. The amount is arrived at with reference to the latest basic salary of each employee and unutilised leave.

N. Reporting period
The financial period of the Company covers one year from 1 January to 31 December. These financial statements were prepared for twelve months from 1 January to 31 December 2025.

O. Earnings per share
The Company presents basic and diluted (when dilution is applicable) earnings per share (EPS) data for its ordinary shares.

Basic EPS is calculated by dividing the profit or loss attributable to ordinary shareholders of the Company by weighted average number of ordinary shares outstanding during the period, adjusted for the effect of change in number of shares for bonus issue, share split and reserve split.

P. Statement of cash flows
Statement of Cash Flows (Cash Flow Statement) is prepared under direct method in accordance with IAS-7 "Statement of Cash Flows" as required by the Bangladesh Securities and Exchange Rules 1987.

Q. Leases
The Company has initially applied IFRS 16 from 1 January 2019.

At inception of a contract, the Company assesses whether a contract is, or contains, a lease. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

i. As a lessee
The Company recognises a right-of-use asset and a lease liability at the lease commencement date. The right-of-use asset is initially measured at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or before the commencement date, plus any initial direct costs incurred and an estimate of costs to dismantle and remove the underlying asset or to restore the underlying asset or the site on which it is located, less any lease incentives received.

The right-of-use asset is subsequently depreciated using the straight-line method from the commencement date to the end of the lease term. In addition, the right-of-use asset is periodically reduced by impairment losses, if any, and adjusted for certain remeasurements of the lease liability.

The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted using the interest rate implicit in the lease or, if that rate cannot be readily determined, the Company's incremental borrowing rate. Generally, the Company uses its incremental borrowing rate as the discount rate.

Lease payments included in the measurement of the lease liability comprise fixed payments, including in-substance fixed payments.

The lease liability is measured at amortised cost using the effective interest method. It is remeasured when there is a change in future lease payments arising from a change in an index or rate, if there is a change in the Company's estimate of the amount expected to be payable under a residual value guarantee, or if the Company changes its assessment of whether it will exercise a purchase, extension or termination option or if there is a revised in substance fixed lease payments.

When the lease liability is remeasured in this way, a corresponding adjustment is made to the carrying amount of the right-of-use asset, or is recorded in profit or loss if the carrying amount of the right-of-use asset has been reduced to zero.

The Company presents right-of-use assets and lease liabilities in the statement of financial position.

Short-term leases and leases of low-value assets

Currently the Company has no such short-term lease or lease of low value asset. The Company will not recognise right-of-use assets and lease liabilities for short-term leases that have a lease term of 12 months or less and leases of low-value assets. The Company will recognise the lease payments associated with these leases as an expense on a straight-line basis over the lease term as applicable.

ii. As a lessor
There is no such lease for which the Company accounted for a lessor.

R Contingencies

i. Contingent liability
A contingent liability is a possible obligation that arises from past events and whose existence will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company; or a present obligation that arises from past events but is not recognised because it is not probable that an outflow of resources embodying economic benefits will be required to settle the obligation; or the amount of the obligation cannot be measured with sufficient reliability.

Contingent liabilities are not recognised in the statement of financial position of the Company. Moreover, contingencies arising from claims, litigations, assessments, fines, penalties, etc. are recorded when it is probable that a liability has been incurred and the amount can be reasonably estimated.

ii. Contingent asset
Contingent asset is a possible asset that arises from past events and whose existence will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the entity.

The Company does not recognise contingent asset.

S. Events after the reporting period

Events after the statement of financial position date that provide additional information about the Company's position at the statement of financial position are reflected in the financial statements. Events after statement of financial position date that are non-adjusting events are disclosed in the notes when material.

T. Segment reporting

A segment is a distinguishable component of the Company that is engaged in providing products or services within a particular economic environment. Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision maker. The Company regards its Board of Directors as its chief operating decision maker, as the Board is responsible for allocating resources, assesses performances and makes strategic decision.

উন্নয়নের ধারাবাহিকতা

বার্ষিক প্রতিবেদন ২০২৫
লিন্ডে বাংলাদেশ লিমিটেড

Linde

সূচীপত্র

সংক্ষিপ্ত কর্পোরেট বিবরণ

১০২ আর্থিক ইতিবৃত্ত
১০৩ এক নজরে সারা বছর
১০৩ মূল্য সংযোজিত বিবরণ

শেয়ারহোল্ডারগণের বিজ্ঞপ্তি

১০৪ কর্পোরেট ইতিহাস
১০৫ কর্পোরেট নির্দেশিকা
১০৬ বার্ষিক সাধারণ সভার বিজ্ঞপ্তি

স্ট্যাটুটরি প্রতিবেদন

১০৭ পুঁজিবাজারে কোম্পানি
১০৮ পরিচালনা পর্ষদ
১১২ সভাপতির বিবৃতি
১১৪ পরিচালকমন্ডলীর প্রতিবেদন
১১৯ ব্যবস্থাপনা কর্তৃপক্ষের আলোচনা ও বিশ্লেষণ

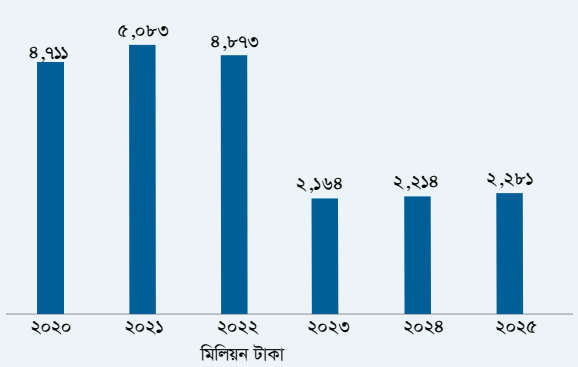
আর্থিক প্রতিবেদন

১২১ প্রধান আর্থিক ইতিবৃত্ত
১২২ কনসলিডেটেড আর্থিক অবস্থার বিবরণ
১২৩ কনসলিডেটেড লাভ ও ক্ষতি এবং অন্যান্য কমপ্রিহেনসিভ আয়ের বিবরণ
১২৪ কনসলিডেটেড ইক্যুইটি পরিবর্তনের বিবরণ
১২৫ কনসলিডেটেড নগদ অর্থ প্রবাহের বিবরণ
১২৬ আর্থিক অবস্থার বিবরণ
১২৭ লাভ ও ক্ষতি এবং অন্যান্য কমপ্রিহেনসিভ আয়ের বিবরণ
১২৮ ইক্যুইটি পরিবর্তনের বিবরণ
১২৯ নগদ অর্থ প্রবাহের বিবরণ

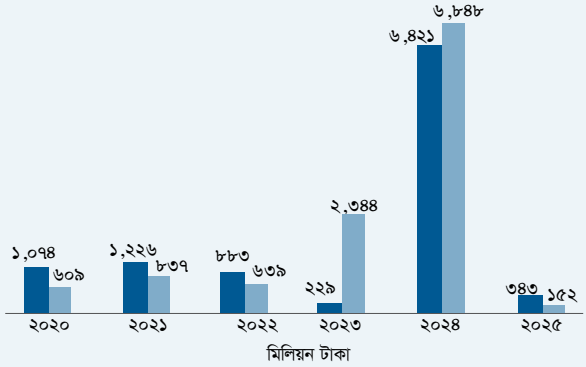
আর্থিক ইতিবৃত্ত

		২০২০	২০২১	২০২২	২০২৩	২০২৪	২০২৫
রেভিনিউ	টাকা '০০০	৪,৭১১,৪১৭	৫,০৮২,৮৪০	৪,৮৭৩,০০৪	২,১৬৪,৩৩৭	২,২১৪,০৮০	২,২৮১,৪৮১
কর-পূর্ব মুনাফা	"	১,৪৪৪,৮৭৬	১,৪৯৪,৩৪৫	১,১৩৫,০৮৪	৩৪৯,৬৫২	৭,৬২৮,০০৩	৪৩২,৬৭৪
ইবিআইটিডিএ (EBITDA)	"	১,৬৮১,৬৮৪	১,৭৭৪,৫৬৮	১,৪৫৯,৬২৯	৫৮০,২৭০	৭,৯৭৭,৩৭৯	৭০০,৬৬৯
কর বরাদ্দ	"	(৩৭১,২৬৭)	(২৬৮,৫৬৯)	(২৫১,৭৮৯)	১৪৭,৩৫৮	১,২৩১,৪৩৮	১৩৪,৬৮৫
বিলম্বিত কর	"	৩০,৬০২	(৫৪,৬১৭)	১,৯৫৭	(২৬,৩৪৭)	(২৪,৭০১)	(৪৫,৯৯৩)
আয়	"	১,০৭৩,৬০৯	১,২২৫,৭৭৬	৮৮৩,২৯৫	২২৮,৬৪১	৬,৪২১,২৬৬	৩৪৩,৯৮২
প্রস্তাবিত চূড়ান্ত লভ্যাংশ	"	৬০৮,৭৩১	৮৩৭,০০৫	৬৩৯,১৬৮	-	৬০৮,৭৩১	১৫২,১৮৩
অন্তর্বর্তীকালীন লভ্যাংশ প্রদান	"	-	-	-	২৩,৪৩৬,১৫১	৬,২৩৯,৪৯৫	-
সাধারণ সংরক্ষিত তহবিল	"	৫,২৬১,৬৫৪	৫,৮৬৭,৪৭৯	৫,৮৯৬,১৩০	৫,৪৯৭,৮৬০	৩,৩৩৭,৯৩৮	৩,০৪৮,৩৩৫
শেয়ার মূলধন	"	১৫২,১৮৩	১৫২,১৮৩	১৫২,১৮৩	১৫২,১৮৩	১৫২,১৮৩	১৫২,১৮৩
পুনঃমূল্যায়ন বাবদ সংরক্ষণ	"	-	-	-	-	-	-
শেয়ারহোল্ডারদের ইক্যুইটি	"	৫,৪১৩,৮৩৭	৬,০১৯,৬৬২	৬,০৪৮,৩১৩	৫,৬৫০,০৪৩	৩,৪৯০,১২১	৩,২০০,৫১৭
নিট স্থায়ী সম্পত্তি	"	৩,৪৩৬,৯৪৫	৩,৩৭৯,৫৪৭	৩,২৯৮,২২১	২,৭৯৪,৮৩১	২,৬০০,১২১	২,৪৬৭,৩৭২
অবচয় এবং ক্ষতি	"	৩০৯,৯৯৬	৩০৩,০৬২	৩০৫,৯০১	২৫৯,৮৭৪	৩১৮,১৮৩	২৮৩,৩০৩
শেয়ারপ্রতি আয়	টাকা	৭০.৫৫	৮০.৫৫	৫৮.০৪	১৫.০২	৪২১.৯৪	২২.৬০
পি ই রেশিও-টাইমস		১৮	২০	২৪	৯৩	২	৩৩
কর্মচারী হতে মূলধন ফেরত	%	২০	২০	১৫	৪	১৮৪	১১
মোট মুনাফার আনুপাতিক হার	%	৪৭	৪৬	৪১	৪৯	৪৭	৪৭
ইক্যুইটি দেনা বাবদ আনুপাতিক হার-টাইমস		-	-	-	-	-	-
চলতি আনুপাতিক হার-টাইমস		২.৫৭	৩.১০	৩.১৫	২.৮৮	১.৭০	১.৮৫
শেয়ারপ্রতি লভ্যাংশ	টাকা	৪০.০০	৫৫.০০	৪২.০০	১৫৪	৪৫০	১০.০০
লভ্যাংশ	%	৪০০	৫৫০	৪২০	১,৫৪০	৪,৫০০	১০০
শেয়ারপ্রতি নিট সম্পত্তি	টাকা	৩৫৫.৭৫	৩৯৫.৫৫	৩৯৭.৪৪	৩৭১.২৭	২২৯.৩৪	২১০.৩১
শেয়ারপ্রতি পরিচালনা থেকে নগদ প্রবাহ	"	৭৭.৭০	৮০.৩৪	৩৭.৩২	৩৬.৩৩	২৪.২০	২৪.১৬

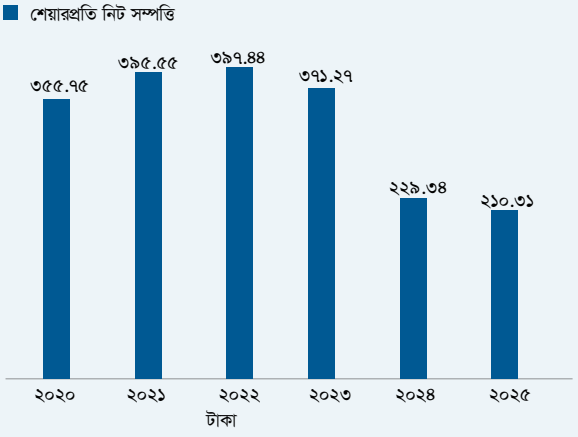
রেভিনিউ



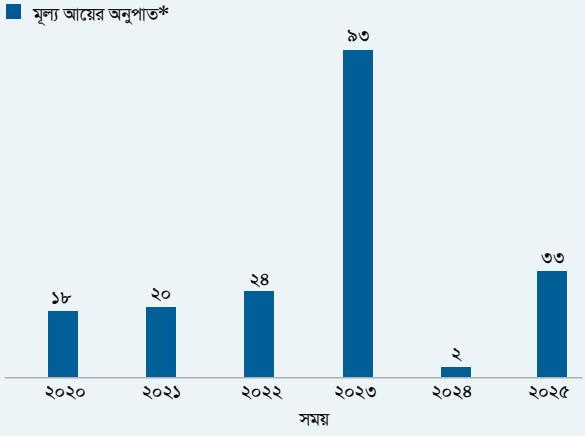
আয় ও লভ্যাংশ



শেয়ারপ্রতি নিট সম্পত্তি



মূল্য আয়ের অনুপাত

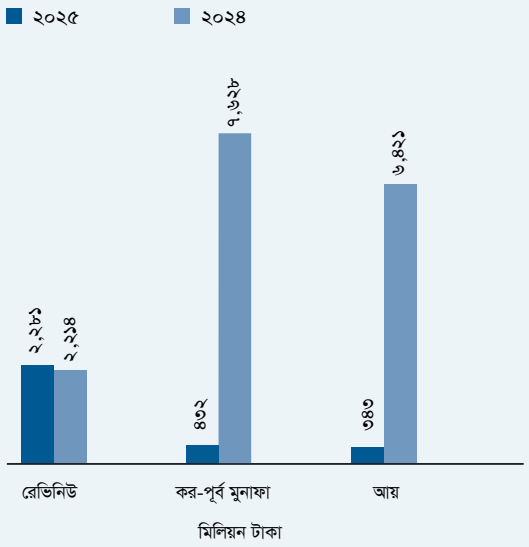


*প্রস্তাবিত লভ্যাংশ এবং ইক্যুইটির অন্যান্য উপাদানের অন্তর্ভুক্তির সমন্বয় সাধন।

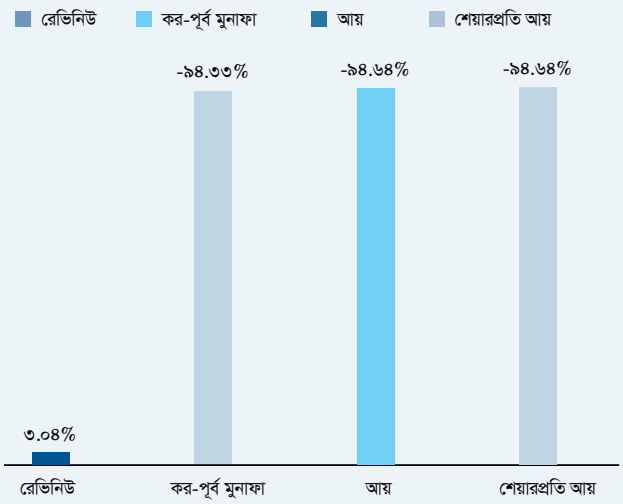
এক নজরে সারা বছর

		২০২৫	২০২৪	২০২৪ এর তুলনায় পরিবর্তন
রেভিনিউ	টাকা '০০০	২,২৮১,৪৮১	২,২১৪,০৮০	৩.০৪%
কর-পূর্ব মুনাফা	,,	৪৩২,৬৭৪	৭,৬২৮,০০৩	-৯৪.৩৩%
আয়	,,	৩৪৩,৯৮২	৬,৪২১,২৬৬	-৯৪.৬৪%
শেয়ারপ্রতি আয়	টাকা	২২.৬০	৪২১.৯৪	-৯৪.৬৪%

রেভিনিউ, কর-পূর্ব মুনাফা ও আয়



২০২৪ এর তুলনায় পরিবর্তন %



মূল্য সংযোজিত বিবরণ

	৩১শে ডিসেম্বর তারিখে সমাপ্ত বছরের			
	২০২৫		২০২৪	
	টাকা '০০০	%	টাকা '০০০	%
মূল্য সংযোজন				
টার্ণওভার (করসহ)	২,৬২৩,৭০৪		২,৫৬৫,৮৬৫	
মালামাল ক্রয় এবং সেবাসমূহ	(১,৩৫২,১৩০)		(১,৩২১,৫৮৪)	
	১,২৭১,৫৭৩		১,২৪৪,২৮১	
ব্যাংক জমা বাবদ সুদসহ অন্যান্য আয়/(ক্ষতি)	৮৮,৪০৭		৭,৭৬১,৭৭২	
বিতরণযোগ্য	১,৩৫৯,৯৮০	১০০	৯,০০৬,০৫৩	১০০
বিতরণ				
কর্মচারিবৃন্দকে-পারিশ্রমিক ও সুযোগ সুবিধা বাবদ	২৮৯,৭২৩	২১%	৭০৩,৩১৫	৮%
মূলধন সরবরাহকারীদেরকে:				
(ক) ঋণের উপর সুদ	১২,০৫৭	১%	১,৪৭৬	০%
(খ) অন্তর্বর্তীকালীন ও চূড়ান্ত লভ্যাংশ (প্রস্তাবিত)	১৫২,১৮৩	১১%	৬,৮৪৮,২২৬	৭৬%
সরকারকে কর, ভ্যাট, শুল্ক এবং অধিকর বাবদ	৪৩০,৯১৪	৩২%	১,৫৫৮,৫২২	১৭%
পুনঃ বিনিয়োগ এবং প্রবৃদ্ধির জন্য রক্ষিত:				
(ক) অবচয়	২৮৩,৩০৩	২১%	৩২১,৪৭৩	৪%
(খ) সংরক্ষণ এবং উদ্বৃত্ত	১৯১,৭৯৯	১৪%	-৪২৬,৯৬০	-৫%
	১,৩৫৯,৯৮০	১০০%	৯,০০৬,০৫২	১০০%

কর্পোরেট ইতিহাস

লিন্ডে পিএলসি বিশ্বে একটি শীর্ষ স্থানীয় শিল্পজাত গ্যাস ও প্রকৌশল কোম্পানী। ২০১৮ সালের অক্টোবর মাসে দুটি বিশ্বমানের কোম্পানি প্রাক্‌জাইর এবং লিন্ডে এজি কোম্পানির সাথে একীভূত হয়ে প্রায় ১৪০ বছরের সফল সাফল্য এবং ইতিহাস বহন করে। বর্তমানে আমরা ওয়ান লিন্ডে হিসেবে কাজ করি যা এই সংহতকরণের মান পুরোপুরি নিয়ন্ত্রণ করতে আমাদের বিস্তৃত পদক্ষেপ এবং ক্ষমতা অর্জনের জন্য আশি হাজার কর্মকর্তা-কর্মচারি একশতটির অধিক দেশকে একত্রিত করার সম্মিলিত শক্তির প্রতিনিধিত্ব করে।

২০২৫ অর্থবছরে মোট বিক্রয়ের পরিমাণ ছিল ৩৪ বিলিয়ন ইউএসডি (যা ২০২৪ সালে ছিল ৩৩ বিলিয়ন ইউএসডি)।

বাংলাদেশে আমাদের উত্তরাধিকার

লিন্ডে পিএলসি একটি সদস্য প্রতিষ্ঠান লিন্ডে বাংলাদেশ লিমিটেড একটি নীরব অংশীদার হিসেবে দেশের উন্নয়নে অবদান রেখে যাচ্ছে। কর্ম-সম্পর্কিত মূল্যবোধে ঋদ্ধ একটি জোরালো নিজস্ব সংস্কৃতি বহু বছরের দীর্ঘ পরিক্রমায় লিন্ডে বাংলাদেশের অবস্থান সুদৃঢ় করার পাশাপাশি প্রতিষ্ঠানটিকে করেছে সমৃদ্ধ আর সুদীর্ঘ বাহাত্তর বছরেরও অধিককাল ব্যাপী এর কর্মকর্তা-কর্মচারীদের দক্ষতার পাশাপাশি এর কার্যক্রম ও ব্যবসায়ের অব্যাহত বিস্তারের মধ্য দিয়ে এই সমৃদ্ধির প্রতিফলন ঘটেছে।

আমরা আমাদের পণ্যসমূহ ৩৫,০০০-এরও অধিক গ্রাহকের নিকট বিক্রয় করে থাকি। এসব গ্রাহকের মধ্যে রয়েছে রাসায়নিক দ্রব্যাদি ও পেট্রো কেমিক্যাল হতে শুরু করে ইস্পাত শিল্প-কারখানার মত ব্যাপক পরিসর ও বৈচিত্রের শিল্প-কারখানাসমূহ। ৩০০ এর মতো প্রশিক্ষিত, কর্মোদ্দীপ্ত ও পেশাদার সদস্যসমৃদ্ধ আমাদের টিম আমাদের গ্রাহকদের সেবা প্রদানের লক্ষ্যে দেশব্যাপী তিনটি বড় আকারের লোকেশনে ২৪ ঘন্টা আমাদের কার্যক্রম পরিচালনা করে থাকেন।

লিন্ডে বাংলাদেশ লিমিটেডে আমরা আমাদের পণ্য ও সেবার গুণগত মান বজায় রাখায় প্রতিশ্রুতিবদ্ধ। আমাদের উদ্দেশ্য হলো আমাদের কোম্পানিতে কর্মরত ব্যক্তিবর্গ, গ্রাহক ও সংশ্লিষ্ট পক্ষসমূহের জন্য স্বাস্থ্য, নিরাপত্তা ও পরিবেশগত ক্ষেত্রে সর্বোত্তম অবস্থা নিশ্চিত করা।

এক নজরে আমাদের অগ্রগতির উল্লেখযোগ্য ধাপসমূহ:

১৯৫৮	পাকিস্তান অক্সিজেন লিমিটেড
১৯৭৩	বাংলাদেশ অক্সিজেন লিমিটেড (বিওএল) নাম পরিগ্রহ করে। জয়েন্ট স্টক অব কোম্পানিজ-এ অন্তর্ভুক্ত হয় এবং নবগঠিত দেশের প্রথম পূর্ণাঙ্গ কোম্পানি হিসেবে সরকারের অনুমোদন লাভ করে।
১৯৭৬	প্রথম CO_2 প্ল্যান্ট চালু করা হয়।
১৯৭৯	ওয়েল্ডিং প্রশিক্ষণ কেন্দ্র যাত্রা শুরু করে।
১৯৯৫	কোম্পানির নাম “বাংলাদেশ অক্সিজেন লিমিটেড” হতে “বিওসি বাংলাদেশ লিমিটেড-এ পরিবর্তিত হয়।
১৯৯৭	রূপগঞ্জস্থ এএসইউ প্ল্যান্ট স্থাপন করা হয়।
১৯৯৯	২০ টিপিডি উৎপাদন স্থাপনাসহ শীতলপুর প্ল্যান্ট চালু করা হয়।
২০০০	এ্যাসপেন (ASPEN) এবং এলপিজি বোতলজাতকরণ প্ল্যান্ট স্থাপন।
২০০৪	নবনির্মিত কর্পোরেট কার্যালয়ে গমন।
২০০৬	লিন্ডে গ্রুপ, জার্মানী কর্তৃক অধিগ্রহণ।
২০১০	বাংলাদেশী মুদ্রায় একশ কোটি টাকা মুনাফা অর্জন।
২০১১	কোম্পানির নাম “বিওসি বাংলাদেশ লিমিটেড” হতে “লিন্ডে বাংলাদেশ লিমিটেড”-এ পরিবর্তন।
২০১৩	বগুড়ার এলপিজি বোতলজাতকরণ প্ল্যান্ট বিক্রয়।
২০১৭	রূপগঞ্জস্থ ১০০ টিপিডি রূপগঞ্জ প্ল্যান্ট স্থাপন করা হয়।
২০১৯	রূপগঞ্জস্থ ৩৬ টিপিডি CO_2 প্ল্যান্ট চালু করা হয়।
২০২৩	হার্ডগুডস ব্যবসার জন্য ডিমার্জড কোম্পানি লিন্ডে ইন্ডাস্ট্রিজ প্রাইভেট লিমিটেডের গঠন।
২০২৪	ইসাব মিডল ইস্ট এফজেডই-এর কাছে লিন্ডে ইন্ডাস্ট্রিজ প্রাইভেট লিমিটেডের বিক্রয়।

কর্পোরেট নির্দেশিকা

সভাপতি

জনাব অভিজিৎ ব্যানার্জী

ব্যবস্থাপনা পরিচালক

জনাব ফরিদুল হক সিকদার

স্বতন্ত্র পরিচালক

জনাব শেহজাদ মুনিম
মিস ফারজানাহ চৌধুরী

চীফ ফিনান্সিয়াল অফিসার

জনাব মুহাম্মদ আসাদুজ্জামান এফসিএ

পরিচালক

জনাব তানজিব-উল আলম
জনাব মিলান সাধুকান
জনাব রাজেশ চাঁদ কৌশিক

কোম্পানি সচিব

জনাব আবু মোহাম্মদ নিছার এফসিএস

অডিট কমিটি

জনাব শেহজাদ মুনিম
জনাব তানজিব-উল আলম
মিস ফারজানাহ চৌধুরী
জনাব মিলান সাধুকান

হেড অফ ইন্টারনাল অডিট

জনাব ইমতিয়াজ মোহাম্মদ আরাফীন

মনোনয়ন ও সম্মানী কমিটি (এনআরসি)

জনাব শেহজাদ মুনিম
জনাব তানজিব-উল আলম
মিস ফারজানাহ চৌধুরী
জনাব মিলান সাধুকান

ব্যাংকসমূহ

দি হংকং এন্ড সাংহাই ব্যাংকিং কর্পো: লি:
স্ট্যান্ডার্ড চার্টার্ড ব্যাংক লি:

আইন উপদেষ্টা

জামালি এন্ড মোর্শেদ

অডিটর

স্ট্যাটুটরী অডিটর
হোদা ভাসি চৌধুরী এন্ড কো
চার্টার্ড একাউনটেন্টস্

কমপ্লায়েন্স অডিটর
আল-মুক্তাদির এসোসিয়েটস
চার্টার্ড সেক্রেটারিজ এন্ড কনসালটেন্টস

ফ্যাক্টরীসমূহ

রূপগঞ্জ
ধুপতারা, রূপগঞ্জ
নারায়ণগঞ্জ
শীতলপুর
সীতাকুন্ড
চট্টগ্রাম

রেজিস্ট্রিকৃত কার্যালয়

কর্পোরেট অফিস
২৮৫ তেজগাঁও শি/এ
ঢাকা ১২০৮

বার্ষিক সাধারণ সভার বিজ্ঞপ্তি

এতদ্বারা এই মর্মে বিজ্ঞপ্তি প্রদান করা যাচ্ছে যে, লিন্ডে বাংলাদেশ লিমিটেড-এর ৫৩তম বার্ষিক সাধারণ সভা ভার্চুয়্যাল ডিজিটাল প্ল্যাটফর্ম-এ নিম্নলিখিত লিংক-এ https://agmbd.live/lindebd2026, আগামী ১০ জুন, ২০২৬, রোজ বুধবার, সকাল ১১:০০ টায় অনুষ্ঠিত হবে। সভার আলোচ্যসূচী নিম্নরূপঃ

১. ৩১ ডিসেম্বর ২০২৫ সমাপ্ত বছরের হিসাব, অডিটরদের এবং পরিচালকমন্ডলীর প্রতিবেদন গ্রহণ ও অনুমোদন।
২. ৩১ ডিসেম্বর ২০২৫ সমাপ্ত বছরের জন্য লভ্যাংশ ঘোষণা।
৩. পরিচালক নির্বাচন।
৪. অডিটর নিয়োগ ও সম্মানী নির্ধারণ।
৫. কমপ্লায়েন্স অডিটর নিয়োগ ও সম্মানী নির্ধারণ।

পরিচালকমন্ডলীর আদেশক্রমে

আবু মোহাম্মদ নিছার এফসিএস
কোম্পানি সচিব
৮ এপ্রিল ২০২৬

রেজিষ্ট্রিকৃত কার্যালয়
কর্পোরেট অফিস
২৮৫ তেজগাঁও শি/এ
ঢাকা ১২০৮

টীকা

১. যে সকল শেয়ারহোল্ডারগণের নাম রেকর্ড ডেট ২৯ এপ্রিল ২০২৬ পর্যন্ত কোম্পানির সদস্য বহি কিংবা ডিপোজিটরী বহিতে বৈধভাবে থাকবে তাদের হস্তান্তরিত শেয়ারসমূহের জন্য উক্ত শেয়ার গ্রহীতা সাধারণ সভায় যোগদানের এবং লভ্যাংশ লাভের যোগ্য বলে বিবেচিত হবেন।
২. বাংলাদেশ সিকিউরিটিজ এবং এক্সচেঞ্জ কমিশনের আদেশ অনুযায়ী অর্ডার নম্বর এসইসি/এসআরএমআইসি/৯৪-২৩১/২৫, তারিখ ৮ই জুলাই ২০২০, এজিএম সদস্যদের ভার্চুয়াল সভা হবে যা ডিজিটাল প্ল্যাটফর্ম ব্যবহার করে লাইভ ওয়েবকাস্টের মাধ্যমে পরিচালিত হবে।
৩. সদস্যগণ এজিএম শুরুর ২৪ ঘন্টা আগে এবং এজিএম চলাকালীন ইলেক্ট্রনিকালি তাদের প্রশ্ন/মন্তব্য জমা দিতে এবং ভোট দিতে সক্ষম হবেন। সিস্টেমে লগ ইন করার জন্য, সদস্যদের লিংক https://agmbd.live/lindebd2026-টি পরিদর্শন করে তাদের পরিচয়ের প্রমাণ হিসাবে তাদের ১৬-সংখ্যার বেনিফিশিয়াল ওউনার (বিও) আইডি নম্বর এবং অন্যান্য ক্রীডেনশিয়াল স্থাপন করতে হবে।
৪. সভা শুরুর পূর্বেই আমরা সদস্যগণদের সিস্টেমে লগইন করতে উৎসাহিত করি। অনুগ্রহপূর্বক সিস্টেমে লগ ইন এবং সংযোগ স্থাপনের জন্য যথাযথ সময় দিয়ে সহযোগিতা করুন। ওয়েবকাস্ট সকাল দশ ঘটিকায় শুরু হবে। ভার্চুয়্যাল সভায় প্রবেশের ক্ষেত্রে প্রযুক্তিগত কোন সমস্যার সম্মূখীন হলে অনুগ্রহ করে +৮৮০২-২২৬৬০৩৮৪১-৪৪ নম্বরে যোগাযোগ করতে অনুরোধ করা যাচ্ছে।
৫. বার্ষিক সাধারণ সভায় যোগদানের যোগ্য সদস্য তাঁর পক্ষে সভায় যোগদান ও ভোট প্রদানের জন্য একজন প্রক্সি নিয়োগ করতে পারেন। নিজ অধিকারে সভায় যোগদান ও ভোট প্রদানে সক্ষম না হলে কোন ব্যক্তি প্রক্সি হিসেবে কাজ করতে পারবেন না। এজিএম শুরুর ৭২ ঘন্টার মধ্যে প্রক্সি ফর্মটি যথাযথভাবে পূরণ, স্বাক্ষরিত এবং ১০০ টাকা স্ট্যাম্পযুক্ত করে অফিসে অথবা ইমেইল info.bd@linde.com এ প্রেরণ করতে হবে।

পুঁজিবাজারে কোম্পানি

লিন্ডে বাংলাদেশ লিমিটেড একটি টেকসই অর্থনৈতিক প্রবৃদ্ধিসমৃদ্ধ পুঁজিবাজারে গুরুত্বপূর্ণ ভূমিকা পালন করে। ওয়েবসাইট হালনাগাদ এবং মিডিয়া প্রকাশনার মাধ্যমে কোম্পানি শেয়ারহোল্ডারগণের সাথেও যোগাযোগ করে। বার্ষিক সাধারণ সভা পরিচালনা, বার্ষিক প্রতিবেদন প্রস্তুত, আর্থিক কর্মক্ষমতা সংক্রান্ত তথ্যের ত্রৈমাসিক হালনাগাদকরণ শীর্ষক চর্চাগুলো কোম্পানি কর্তৃক নজরদারি করা হয়, যার মাধ্যমে কোম্পানির প্রতি বিনিয়োগকারীদের বিশ্বাস ও আস্থা জন্মায়।

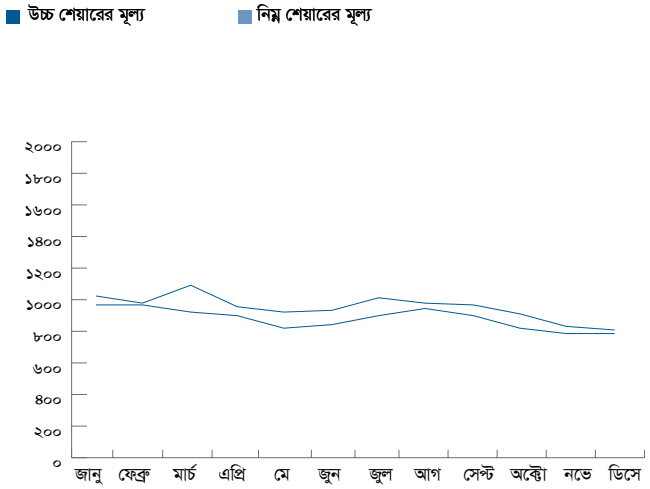
২০২৫ সালের শেষ কার্যদিনে ডিএসইএক্স, ঢাকা স্টক এক্সচেঞ্জের প্রধান সূচক যা এ বছরের শুরুতে ৪,৮৬৫ পয়েন্ট থেকে ৫,২১৮ (৭%) পয়েন্টে হ্রাস পায়। ২০২৫ সালের শেষ কার্যদিনে, ডি এস ই প্রধান সূচক, ডি এস ই-৩০, ১,৮৫৩ (৫%) পয়েন্টে হ্রাস পায় যা এ বছরের শুরুতে ছিল ১,৯৪২ পয়েন্ট।

পুঁজিবাজার ভিত্তিক পরিসংখ্যান

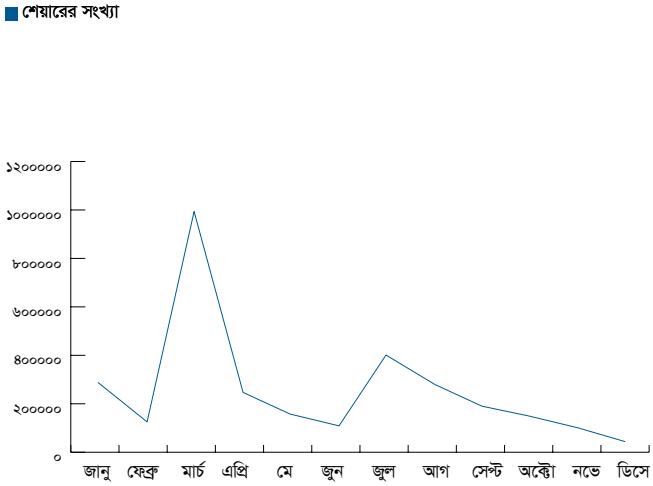
৩১শে ডিসেম্বর তারিখের

		২০২৫	২০২৪
অর্থবছরের লভ্যাংশ প্রদানের শেয়ারের সংখ্যা	সংখ্যা	১৫২,১৮,২৮০	১৫২,১৮,২৮০
বছর শেষের সমাপনী মূল্য	টাকা	৭৫০.১	১,০১৯.৫
এ বছরের উচ্চ মূল্য	টাকা	১,১৪৫	১,৮০০.০
এ বছরের নিম্নমূল্য	টাকা	৭৩৫	৮৭১.২
ভলিউম শেয়ারের পরিমাণ	সংখ্যা	৩,২২৬,০৭১	৬,৫৮৮,২৮৭
অর্থ বছরের মোট লভ্যাংশ	টাকা মিলিয়ন	১৫২.১৮	৬,৮৪৮.২৩
বাজার মূলধন	টাকা মিলিয়ন	১১,৪১৫	১৫,৫১৫
শেয়ারপ্রতি তথ্য			
নগদ লভ্যাংশ	টাকা	১০.০০	৪৫০.০০
লভ্যাংশ ইলড	%	১.৩৩	৪৪.১৪
শেয়ারপ্রতি পরিচালনা থেকে নগদ অর্থ প্রবাহ	টাকা	২৪.১৬	২৪.২০
ইপিএস	টাকা	২২.৬০	৪২১.৯৪
শেয়ারপ্রতি আয়	টাকা	২১০.৩১	২২৯.৩৪

মাস অনুযায়ী কোম্পানির উচ্চ ও নিম্ন শেয়ারের মূল্য



মাস অনুযায়ী কোম্পানির শেয়ার লেনদেন



পরিচালনা পর্ষদ



অভিজিৎ ব্যানার্জী

২০২৫ সালের জানুয়ারি হতে চেয়ারম্যান

জনাব অভিজিৎ ব্যানার্জিকে ২৭ জানুয়ারি ২০২৫ তারিখে লিন্ডে বাংলাদেশ লিমিটেড-এর বোর্ডের চেয়ারম্যান হিসেবে নিয়োগ দেওয়া হয়েছে। তিনি ২০২৪ সালের এপ্রিল মাসে পরিচালক মণ্ডলীর একজন পরিচালক হিসেবে যোগদান করেন।

জনাব ব্যানার্জী অন-সাইট, আরএসই-এর প্রধান, ২০০৯ সালে লিন্ডে ইন্ডিয়ায় যোগ দেন এবং তিনি ২০১৯ থেকে ২০২৫ পর্যন্ত লিন্ডে ইন্ডিয়া লিমিটেডের ম্যানেজিং ডিরেক্টর হিসেবে নিযুক্ত ছিলেন।

তাঁর প্রায় ৩৫ বছরের সমৃদ্ধ অভিজ্ঞতা রয়েছে উৎপাদন খাতে, যার মধ্যে রয়েছে ডিজাইন ইঞ্জিনিয়ারিং, বিপণন, প্রকল্প ব্যবস্থাপনা, ব্যবসা উন্নয়ন এবং কৌশলগত হিসাব ব্যবস্থাপনা। তিনি ভারত ও বিদেশের বিভিন্ন খ্যাতনামা প্রতিষ্ঠানে এসব ক্ষেত্রে কাজ করেছেন।

জনাব ব্যানার্জি ইন্ডিয়ান ইনস্টিটিউট অব টেকনোলজি, খড়গপুর থেকে কেমিক্যাল ইঞ্জিনিয়ারিং-এ স্নাতক ডিগ্রি অর্জন করেছেন।



ফরিদ সিকদার

২০২৫ সালের মে হতে ব্যবস্থাপনা পরিচালক

জনাব ফরিদ সিকদার ১ মে ২০২৫ তারিখে কোম্পানির ব্যবস্থাপনা পরিচালক হিসেবে নিয়োগপ্রাপ্ত হন।

জনাব সিকদার বিভিন্ন খাতে যেমন ওষুধ শিল্প, গ্যাস ও রাসায়নিক, টেলিযোগাযোগ এবং তথ্যপ্রযুক্তি - দীর্ঘ ৩৮ বছরের অভিজ্ঞতা অর্জন করেছেন। তিনি ১৯৯৭ থেকে ২০০৮ সাল পর্যন্ত ১২ বছর লিন্ডে বাংলাদেশ লিমিটেড (পূর্বে বিওসি)-এ কর্মরত ছিলেন।

তিনি ১৯৮৮ সালে মাল্টিন্যাশনাল ফার্মাসিউটিক্যালস কোম্পানি সানোফি (Fisons ফার্মাসিউটিক্যালস) থেকে তার কর্মজীবন শুরু করেন। দীর্ঘ কর্মজীবনে তিনি সানোফি, লিন্ডে, নকিয়া নেটওয়ার্কস, জিএসকে এবং টাইগার আইটি-তে শীর্ষ নেতৃত্বের বিভিন্ন পদে দায়িত্ব পালন করেছেন। এসব প্রতিষ্ঠানে তিনি আর্থিক ব্যবস্থাপনা, সরকারি সম্পর্ক, কর্পোরেট গভর্ন্যান্স, পরিকল্পনা ও বিপণন সংক্রান্ত কৌশলগত দায়িত্ব দক্ষতার সঙ্গে পালন করেছেন। সর্বশেষ তিনি টাইগার আইটি-তে প্রধান নির্বাহী কর্মকর্তা (সিইও) হিসেবে দায়িত্ব পালন করেছেন, যেখানে তিনি প্রমাণ করেছেন তাঁর দক্ষ নেতৃত্ব ও ব্যবসায়িক প্রজ্ঞা।

তিনি ঢাকা বিশ্ববিদ্যালয়ের ব্যবসায় প্রশাসন ইনস্টিটিউট (আইবিএ) থেকে এমবিএ ডিগ্রি অর্জন করেছেন।



মিলান সাধুকান

ফেব্রুয়ারি ২০২৬ এ কোম্পানির পরিচালনা পরিষদে যোগদান করেন

জনাব মিলান সাধুকান ১৬ ফেব্রুয়ারি ২০২৬ তারিখে পরিচালক হিসেবে পরিচালনা পর্ষদে যোগদান করেন। তিনি লিন্ডে-র ক্লাস্টার রিজিয়ন আরএসএ-এর প্রধান। এছাড়া, জানুয়ারি ২০২৬ সালে তিনি লিন্ডে ইন্ডিয়া লিমিটেড - এর ব্যবস্থাপনা পরিচালক হিসেবে নিযুক্ত হন এবং ভারতের সকল ব্যবসায়িক কার্যক্রমের সার্বিক তত্ত্বাবধানের দায়িত্ব গ্রহণ করেন। তিনি ব্যবসার বৃদ্ধি এবং পরিচালনগত উৎকর্ষতা নিশ্চিত করতে বাণিজ্যিক কৌশল, অর্থনীতি, সরবরাহ চেইন এবং প্রকল্প বাস্তবায়নের দায়িত্ব পরিচালনা করেন। তাঁর কর্মজীবন শুরু হয় ২০০০ সালের এপ্রিল মাসে, যখন তিনি বিওসি ইন্ডিয়ায় যোগ দেন। এরপর থেকে তিনি ফাইন্যান্স ও ব্যবসার বিভিন্ন গুরুত্বপূর্ণ পদে কাজ করেছেন, যার মধ্যে রয়েছে ২০১১ সালে ভারতের ফাইন্যান্স প্রধান এবং ২০১৫ সালে দক্ষিণ এশিয়ার ফাইন্যান্স প্রধান হিসেবে দায়িত্ব পালন।

২০১৬ থেকে ২০১৯ সাল পর্যন্ত তিনি কন্ট্রোলিং প্রধান, RUK হিসেবে তাঁর প্রথম আন্তর্জাতিক নিয়োগে কাজ করেন, যা তাঁকে ইউরোপীয় বাজারে কাজ করার সুযোগ দেয়। ২০১৯ সালে Linde - Praxair একীভবনের পর তাঁকে আসিয়ান অঞ্চলের ফাইন্যান্স প্রধান হিসেবে নিয়োগ দেওয়া হয় এবং পরে তাঁর দায়িত্বের পরিধি বৃদ্ধি পেয়ে দক্ষিণ এশিয়াও অন্তর্ভুক্ত হয়, যখন আসিয়ান ও দক্ষিণ এশিয়ার ক্লাস্টার একত্রিত হয়ে RSE গঠিত হয়। কর্মজীবনের বিভিন্ন পর্যায়ে তিনি APAC অঞ্চলে শেয়ার্ড সার্ভিসেস প্রধান, লিন্ডে ইন্ডিয়া লিমিটেডের চিফ ফাইন্যান্সিয়াল অফিসার এবং লিন্ডে এশিয়া প্রাইভেট লিমিটেডের রিজিওনাল ম্যানেজার – ইনভেস্টমেন্ট কন্ট্রোলিং হিসেবে কাজ করেছেন, যেখানে তিনি দক্ষিণ ও পূর্ব এশিয়ায় বৃহৎ বিনিয়োগ ও M&A প্রকল্প পরিচালনা করেন।

দক্ষিণ এশিয়ায় লিন্ডের গুরুত্বপূর্ণ বিনিয়োগে মিলান গুরুত্বপূর্ণ ভূমিকা পালন করেছেন, যার মধ্যে রয়েছে স্টিল কমপ্লেক্সের জন্য এয়ার সেপারেশন ইউনিট এবং রিফাইনারি ও রাসায়নিক শিল্পের জন্য শিল্প গ্যাস সরবরাহ প্রকল্প। বর্তমানে তিনি ভারতের সেমিকন্ডাক্টর ও ইলেকট্রনিক্স ইকোসিস্টেমে লিন্ডের উপস্থিতি শক্তিশালী করার উদ্যোগ চালাচ্ছেন। তিনি কলকাতার সেন্ট জেভিয়ার্স কলেজ থেকে অ্যাকাউন্টিং ও ফাইন্যান্সে ব্যাচেলর অব কমার্স ডিগ্রি অর্জন করেছেন এবং ইন্সটিটিউট অব কস্ট অ্যাকাউন্ট্যান্টস অব ইন্ডিয়া ও আইসিএআই থেকে পেশাদার যোগ্যতা অর্জন করেছেন। এছাড়া তিনি ইউনিভার্সিটি অব অক্সফোর্ডের সাইদ বিজনেস স্কুল (Saïd Business School) থেকে একটি এক্সিকিউটিভ প্রোগ্রাম সম্পন্ন করেছেন।



শেহজাদ মুনিম

২০২৪ সাল হতে পরিচালক

জনাব শেহজাদ মুনিম বাংলাদেশেরই বিভিন্ন শিক্ষা প্রতিষ্ঠানে তার সম্পূর্ণ শিক্ষা জীবন সম্পন্ন করেছেন এবং তিনি ঢাকা বিশ্ববিদ্যালয়ের ব্যবসায় প্রশাসন ইনস্টিটিউট (আইবিএ)-এর প্রথম ব্যাচের বিবিএ শিক্ষার্থী ছিলেন। স্নাতক সম্পন্ন করার পর ১৯৯৭ সালে তিনি ব্রিটিশ আমেরিকান টোব্যাকো বাংলাদেশ (বিএটিবি)-এর মার্কেটিং বিভাগে যোগ দেন।

জনাব শেহজাদ বিএটি বাংলাদেশে একটি সফল ক্যারিয়ার গড়ে তোলেন এবং পরবর্তীতে বিএটি নিউজিল্যান্ড ও অস্ট্রেলিয়াতেও গুরুত্বপূর্ণ দায়িত্বে কাজ করেন। সফল আন্তর্জাতিক দায়িত্বপালনের পর তিনি ব্যাট বাংলাদেশে মার্কেটিং ডিরেক্টর হিসেবে ফিরে আসেন। ২০১০ সালে তিনি ব্যাট পাকিস্তানে বদলি হন এবং দক্ষিণ এশিয়ার এরিয়া হেড অব মার্কেটিং-এর দায়িত্ব গ্রহণ করেন।

১৬ বছরের অত্যন্ত সফল ক্যারিয়ারের ধারাবাহিকতায় জনাব শেহজাদ বি এ টি বাংলাদেশের প্রথম স্থানীয় ব্যবস্থাপনা পরিচালক (এমডি) হিসেবে নিয়োগপ্রাপ্ত হন এবং টানা ১১ বছর ধরে বাংলাদেশের অন্যতম বৃহৎ বহুজাতিক কোম্পানিটি সফলভাবে পরিচালনা করেন।

জনাব শেহজাদ বাংলাদেশের ব্যবসায়িক অঙ্গনে একজন সুপরিচিত ব্যক্তিত্ব। তিনি দুই বছর ফরেন ইনভেস্টরস চেম্বার অব কমার্স অ্যান্ড ইন্ডাস্ট্রিজ (এফআইসিসিআই)-এর প্রেসিডেন্ট ছিলেন এবং ব্রিটিশ বিজনেস গ্রুপের ট্রেজারার হিসেবেও দায়িত্ব পালন করেন।

শেহজাদ মুনিম ডাইভারসিটি ও ইনক্লুশন, টেকসই উন্নয়ন এবং প্রতিভা বিকাশের একজন দৃঢ় সমর্থক। দক্ষিণ এশিয়ার কর্পোরেট জগতে অনেক সফল পেশাজীবীর জন্য তিনি একজন পরামর্শদাতা ও মেন্টর হিসেবে পরিচিত।

তার গৌরবময় ক্যারিয়ারে তিনি দেশীয় ও আন্তর্জাতিক পর্যায়ে বহু পুরস্কারে ভূষিত হয়েছেন। এর মধ্যে উলেখযোগ্য হলো বাংলাদেশের প্রথম সি-সুইট অ্যাওয়ার্ডএ "সিইও/এমডি অব দ্য ইয়ার" পুরস্কার, যা বাংলাদেশ ব্র্যান্ড ফোরাম আয়োজন করে।



তানজিব-উল আলম

২০২৫ সাল হতে পরিচালক

ব্যারিষ্টার-এই-ল জনাব তানজিব-উল আলম ১৯৯৭ সাল হতে বাংলাদেশে আইন পেশায় নিযুক্ত রয়েছেন এবং ২০০৫ সাল হতে বাংলাদেশের সুপ্রীম কোর্টের আপিল বিভাগে দায়িত্ব পালন করেছেন। তিনি ১৯৯৬ সালে ইউনিভার্সিটি অব লন্ডন হতে এলএলবি (অনার্স) ডিগ্রি সম্পন্ন করেন এবং ১৯৯৭ সালে যুক্তরাজ্যের লিংকন ইন হতে বার অব ইংল্যান্ডে যোগদানের আমন্ত্রণ পান। তিনি যে সকল ক্ষেত্রের আইনী দিকসমূহ নিয়ে কাজ করেন সেগুলো হলো: সালিশ-মীমাংসা, কর্পোরেট, ক্রস বর্ডার বা দেশের বাহিরে বিনিয়োগ, বিদ্যুৎ, তেল ও গ্যাস, মার্জার ও এক্যুইজিশন, প্রকল্প অর্থায়ন, সিকিউরিটিজ এবং টেলিযোগাযোগ। কর্পোরেট খাতে বাংলাদেশে তিনি বেশ কতগুলো গুরুত্বপূর্ণ প্রকল্প অর্থায়ন ও আইপিও কার্যক্রম পরিচালনায় সম্পৃক্ত রয়েছেন। বিদ্যুৎ ও জ্বালানি কোম্পানি সমূহের একীভূতকরণসহ সালিশ-মীমাংসা ও আইনী যুদ্ধে জ্বালানি ও বিদ্যুৎ কোম্পানিসমূহের প্রতিনিধি হিসেবে দায়িত্ব পালনের তাঁর ব্যাপক অভিজ্ঞতা রয়েছে। পাশাপাশি রেন্টাল পাওয়ার প্রকল্প সমূহের বহু সিন্ডিকেট লেনদেনের ক্ষেত্রে তিনি শীর্ষ পরামর্শক হিসেবে দায়িত্ব পালন করেন। এছাড়াও গ্যাসভিত্তিক ও কয়লাভিত্তিক বিদ্যুৎ প্রকল্পসমূহ প্রতিষ্ঠাকালে বহু ক্লায়েন্টকে তিনি যথাযথ পরামর্শ প্রদান করেন।

একজন আইন পরামর্শক হিসেবে জনাব তানজিব-উল আলম বাংলাদেশ এনার্জি রেগুলেটরী কমিশন এ্যাক্ট, বাংলাদেশ টেলিযোগাযোগ আইন এবং বাংলাদেশের জন্য তথ্য ও যোগাযোগ প্রযুক্তি আইন-এর খসড়া প্রস্তুতকরণে সক্রিয়ভাবে সম্পৃক্ত ছিল। তিনি বাংলাদেশের জন্য নতুন কোম্পানি আইনের অধীন আন্তর্জাতিক ফিন্যান্স কর্পোরেশন (আইএফসি) প্রণয়নে নেতৃত্ব স্থানীয় পরামর্শক হিসেবে ভূমিকা পালন করেন। উপরন্তু, জনাব আলম ইনস্টিটিউশনাল রিফর্ম ইন্টারন্যাশনাল ইনকর্পোরেশন (আইআরআইএস) ইউএসএ, বিশ্ব ব্যাংক, ইউএনডিপি এবং অন্যান্য বিখ্যাত আন্তর্জাতিক সংগঠনের সাথে আইন সম্পর্কিত বিভিন্ন ক্ষেত্রে কাজ করার ব্যাপক অভিজ্ঞতায় ঋদ্ধ। বিগত দশকে বেশ কতগুলো গুরুত্বপূর্ণ সাংবিধানিক আইন বিষয়ক মামলার আইনজীবি হিসেবে সম্পৃক্ত ছিলেন, যা বাংলাদেশের আইনের ইতিহাসে আইনের শাসন ও সাংবিধানিকতার উপর সুদূরপ্রসারী প্রভাব রেখেছে। জনাব আলম ঢাকাস্থ তানজিব আলম এন্ড এ্যাসোসিয়েটস নামক বিখ্যাত আইন সংস্থার প্রধান হিসেবে দায়িত্ব পালন করছেন। তাঁর আইন ব্যবসায় প্রতিষ্ঠান তানজিব আলম এন্ড এ্যাসোসিয়েটস বাংলাদেশের সবচেয়ে মেধাবী পেশাজীবিদের অন্যতম একটি সংগঠন হিসেবে সুপরিচিত এবং বিশ্বের শীর্ষস্থানীয় আন্তর্জাতিক আইন ব্যবসায় প্রতিষ্ঠাসমূহের সাথে কাজ করার অভিজ্ঞতায় সমৃদ্ধ। জনাব আলম বাংলাদেশের জাতীয়-পতাকাবাহী বিমান সংস্থা বিমান বাংলাদেশ এয়ারলাইনস-এর পরিচালকমন্ডলীর সদস্য হিসেবে দায়িত্ব পালন করছেন।



ফারজানাহ চৌধুরী

২০২৪ সাল হতে পরিচালক

মিস ফারজানাহ চৌধুরী গ্রিন ডেল্টা ইন্স্যুরেন্স পিএলসি.-এর ব্যবস্থাপনা পরিচালক ও প্রধান নির্বাহী কর্মকর্তা (সিইও)। গ্রিন ডেল্টা ইন্স্যুরেন্স বাংলাদেশের বৃহত্তম নন-লাইফ ইন্স্যুরেন্স কোম্পানিগুলোর অন্যতম। তার নেতৃত্বে কোম্পানিটি দীর্ঘমেয়াদি প্রকৃদ্ধির মাধ্যমে শিল্পে শীর্ষস্থান বজায় রেখেছে এবং পণ্যের নতুনত্বে উলেখযোগ্য অগ্রগতি সাধন করেছে।

২০২৩ সালে, তার নেতৃত্বে গ্রিন ডেল্টা ইন্স্যুরেন্স বাংলাদেশে প্রথম ডিজিটাল ইন্স্যুরেন্স ইকোসিস্টেম চালু করে, যা দেশে ডিজিটাল ইন্স্যুরেন্স খাতের পথিকৃত হিসেবে প্রতিষ্ঠানটিকে প্রতিষ্ঠিত করে। বর্তমানে গ্রিন ডেল্টা ইন্স্যুরেন্স পিএলসি. এবং এর সহযোগী প্রতিষ্ঠানসমূহ বিনিয়োগ ব্যাংকিং, অ্যাসেট ম্যানেজমেন্ট, স্বাস্থ্যসেবা ও একটি বৈশ্বিক ফার্মেসি চেইনসহ একটি সমন্বিত আর্থিক পরিষেবা গোষ্ঠীতে পরিণত হয়েছে।

বাংলাদেশের প্রথম নারী ইন্স্যুরেন্স সিইও হিসেবে মিস চৌধুরী আর্থিক অন্তর্ভুক্তি বৃদ্ধিতে গুরুত্বপূর্ণ ভূমিকা রেখেছেন। তিনি মাইক্রোইন্স্যুরেন্স, ফসল বিমা ও প্রান্তিক জনগোষ্ঠীর জন্য বিশেষ বিমা কর্মসূচি চালু করেছেন, যা বিশেষভাবে প্রশংসিত হয়েছে।

টেকসই উন্নয়ন, ডিজিটাল উদ্ভাবন ও সর্বজনীন স্বাস্থ্যসেবার প্রতি তার প্রতিশ্রুতির জন্য তাকে জাতিসংঘ গ্লোবাল কমপ্যাক্ট "লোকাল এসডিজি পায়োনিয়ার" হিসেবে স্বীকৃতি দেওয়া হয়েছে, বিশেষত নারীর অর্থনৈতিক নিরাপত্তার জন্য প্রবর্তিত "নিবেদিতা" বিমা কর্মসূচির জন্য।

তার প্রাপ্ত পুরস্কারগুলোর মধ্যে রয়েছে:২০২২ সালে সাউথ এশিয়ান বিজনেস এক্সেলেন্স অ্যাওয়ার্ডে "বেস্ট সিইও অব দ্য ইয়ারু ইন্স্যুরেন্স" ২০১৯ সালে এশিয়া ইন্স্যুরেন্স ইন্ডাস্ট্রি অ্যাওয়ার্ডসে "উইম্যান লিডার অব দ্য ইয়ার"।

তিনি যুক্তরাজ্যের অ্যাসোসিয়েশন অব চার্টার্ড ইনস্যুরার্স (এসিআইআই)-এর চার্টার্ড ইনস্যুরার এবং মোনাশ বিশ্ববিদ্যালয় থেকে এমবিএ ডিগ্রি ও ঢাকা বিশ্ববিদ্যালয় থেকে ফাইন্যান্সে মাস্টার্স ডিগ্রি অর্জন করেছেন। মিস চৌধুরী দেশি-বিদেশি বিভিন্ন গুরুত্বপূর্ণ প্রতিষ্ঠানের পরিচালনা পর্ষদের সদস্য, যার মধ্যে রয়েছে: বাটা বাংলাদেশ, ঢাকা ইলেকট্রিক সাপ্লাই কোম্পানি (ডেসকো) লিমিটেড এবং ওয়ার্ল্ড ইকোনমিক ফোরামের নিউ চ্যাম্পিয়ন কমিউনিটি।

এসব ভূমিকায় তিনি পরিবেশ, সামাজিক ও প্রশাসনিক (ই এস জি) নীতিমালা, অন্তর্ভুক্তিমূলক প্রবৃদ্ধি ও বাংলাদেশের অর্থনৈতিক উন্নয়নের অগ্রদূত হিসেবে কাজ করে চলেছেন, এবং আর্থিক খাতে উদ্ভাবন ও ইতিবাচক পরিবর্তনের অনুপ্রেরণা যোগাচ্ছেন।



রাজেশ চাঁদ কৌশিক

২০২৫ সাল হতে পরিচালক

রাজেশ চাঁদ কৌশিক ২০২০ সাল থেকে লিন্ডে ইন্ডিয়ায় সেলসের প্রধান এবং অনসাইট ব্যবসাসহ সমস্ত ভের্টিকেলের নেতৃত্ব দিচ্ছেন। রাজেশ চাঁদ কৌশিক তাঁর কর্মজীবন শুরু করেন ১৯৯২ সালে অদাদিত্য বিড়লা গ্রুপের অধীনস্থ হিন্দুস্থান গ্যাসেস অ্যান্ড ইন্ডাস্ট্রিজ লিমিটেড (এইচজিআই)-এ ম্যানেজমেন্ট ট্রেইনি হিসেবে। ১৯৯৬ সালে তিনি প্র্যাক্সেয়ার ইন্ডিয়া প্রাইভেট লিমিটেড-এ সেলস বিভাগে যোগ দেন এবং বিভিন্ন লাইন অব বিজনেসে (এলওবি) কাজ করেন। ২০০৪ সালে প্র্যাক্সেয়ার প্যাকেজ ব্যবসা সম্প্রসারণের লক্ষ্যে ইউনিট বিজনেস ওনার (ইউবিও) নামে একটি ধারণা চালু করে এবং রাজেশ কৌশিক ছিলেন প্রথম ইউবিও -দের একজন। এই ভূমিকায় তিনি পূর্বাঞ্চলের প্যাকেজ ব্যবসার লাভ-লোকসান (পিওএল) পরিচালনার দায়িত্বে ছিলেন। ২০০৮ সালের মার্চ মাসে তাঁকে ভারতের পশ্চিমাঞ্চলের সেলস ডিরেক্টর হিসেবে নিযুক্ত করা হয় এবং তিনি মুম্বাই অফিসে স্থানান্তরিত হন। ২০০৯ সালের অক্টোবর মাসে তাঁকে ভার্টিক্যাল হেড হিসেবে নিযুক্ত করা হয় এবং ব্যাঙ্গালোরের প্র্যাক্সেয়ার কর্পোরেট অফিসে ভারতের প্যাকেজ ব্যবসার প্রধান হিসেবে স্থানান্তরিত করা হয়।

২০১২ সালের মাঝামাঝি সময়ে প্র্যাক্সেয়ার রিজিওনাল ভাইস প্রেসিডেন্ট (আরভিপি) পদের সূচনা করে এবং রাজেশ কৌশিককে এই পদে নিযুক্ত করে কলকাতায় স্থানান্তর করে। এই দায়িত্বে তিনি পূর্ব ও উত্তর ভারতের সকল ব্যবসার দায়িত্বে ছিলেন।

২০১৬ সালের জানুয়ারিতে তিনি দক্ষিণ ভারতের আরভিপি হিসেবে নিয়োগ পান এবং কয়েক মাসের মধ্যেই পশ্চিম ভারতও তাঁর অধীনে যুক্ত হয়। পরে তিনি ভারতের বাল্ক ও প্যাকেজ গ্যাস ব্যবসার প্রধান হন, যতক্ষণ না প্র্যাক্সেয়ার এবং লিন্ডে একীভূত হয়।

২০২০ সালে, ভারতে একীভূত প্রতিষ্ঠানে তাঁকে বাল্ক, প্যাকেজ, স্পেশালিটি এবং হেলথকেয়ারসহ সকল ভার্টিকালের সেলস বিভাগের প্রধান হিসেবে নিযুক্ত করা হয়। এপ্রিল ২০২৩ থেকে তাঁকে বাংলাদেশের অতিরিক্ত দায়িত্ব দেওয়া হয়। মে ২০২৪ থেকে তিনি ভারতে অনসাইট ব্যবসারও নেতৃত্ব দিচ্ছেন।

বিজ্ঞানে স্নাতক সম্পন্ন করার পর, রাজেশ কৌশিক অর্থনীতিতে স্নাতকোত্তর এবং মার্কেটিং-এ এমবিএ সম্পন্ন করেন, এরপর তিনি এইচজিআই -তে যোগ দেন।



আবু মোহাম্মদ নিছার এফসিএস

কোম্পানি সেক্রেটারি

জনাব আবু মোহাম্মদ নিছার, এফসিএস, লিন্ডে বাংলাদেশ লিমিটেডের কোম্পানি সেক্রেটারি। তিনি ইনস্টিটিউট অফ চার্টার্ড সেক্রেটারিজ অফ বাংলাদেশ (আইসিএসবি)-এর ফেলো মেম্বার (এফসিএস)।

জনাব নিছার, ১৯৮৯ সাল থেকে লিন্ডে বাংলাদেশ লিমিটেডের সাথে যুক্ত আছেন। কর্মজীবনের শুরুতেই তিনি কোম্পানিটির সেক্রেটারিয়াল ফাংশনে যোগ দেন। দীর্ঘ তিন দশকেরও বেশি সময়ের অভিজ্ঞতায় তিনি প্রতিষ্ঠানের কর্পোরেট গভর্নেন্স, কমপ্লায়েন্স এবং সেক্রেটারিয়াল প্র্যাকটিসে গভীর দক্ষতা অর্জন করেছেন।

বর্তমানে তিনি লিন্ডে বাংলাদেশ লিমিটেডের কোম্পানি সেক্রেটারি হিসেবে দায়িত্ব পালন করছেন। পাশাপাশি তিনি কোম্পানির সাবসিডিয়ারি বিওসি বাংলাদেশ -এরও কোম্পানি সেক্রেটারি হিসেবে অতিরিক্ত দায়িত্বে রয়েছেন।

এর পাশাপাশি, তিনি অডিট কমিটি এবং মনোনয়ন ও সম্মাননা কমিটির সেক্রেটারি হিসেবেও কাজ করছেন।

সভাপতির বিবৃতি



সম্মানিত শেয়ারহোল্ডারগণ,

আপনাদের কোম্পানি, লিন্ডে বাংলাদেশ লিমিটেড এর ৫৩তম বার্ষিক সাধারণ সভায় আপনাদের স্বাগত জানাতে পেরে এবং ২০২৫ সালের জন্য কোম্পানির ফলাফল আপনাদের সামনে উপস্থাপন করতে পেরে আমি আনন্দিত ।

২০২৪ সালে রাজনৈতিক পরিবর্তনের পর দেশটি অর্থনৈতিক স্থিতিশীলতা বজায় রাখতে নানা চ্যালেঞ্জের মুখোমুখি হয়। জুন ২০২৫ পর্যন্ত বিদ্যুৎ ও ইউটিলিটি সরবরাহ প্রত্যাশার তুলনায় কম থাকলেও জুলাই থেকে পরিস্থিতির উন্নতি শুরু হয় এবং সরবরাহ ব্যবস্থায় ইতিবাচক পরিবর্তন আসে। এই সময়ে আমাদের প্লান্টগুলো দক্ষতার সঙ্গে পরিচালিত হওয়ায় চাহিদা অনুযায়ী উৎপাদন ও সরবরাহ নিশ্চিত করা সম্ভব হয়েছে, যার ফলে বছরের দ্বিতীয়ার্ধে ১০% প্রবৃদ্ধি অর্জিত হয়েছে। বহিরাগত নানা চ্যালেঞ্জ সত্ত্বেও, সুপরিকল্পিত মূলধন ব্যবস্থাপনা ও শক্তিশালী ব্যবস্থাপনা উদ্যোগের মাধ্যমে ব্যবসা এগিয়ে চলেছে। ব্যবসাকে পুনরায় প্রবৃদ্ধির ধারায় ফিরিয়ে আনতে আমাদের টিমের সম্মিলিত প্রচেষ্টা বিশেষভাবে প্রশংসার দাবিদার।

তবে, কিছু অনিয়ন্ত্রণযোগ্য কারণ এখনও আমাদের প্রধান বাজারগুলোকে নেতিবাচকভাবে প্রভাবিত করছে, বিশেষ করে ইস্পাত, উৎপাদনশিল্প এবং খাদ্য ও পানীয় খাতে। এসব প্রতিকূল পরিস্থিতি মোকাবিলায় কোম্পানি কৌশলগত উদ্যোগ এবং বিকল্প প্রশমনমূলক ব্যবস্থা গ্রহণ করেছে। দায়িত্বশীল ও স্বচ্ছ পরিচালনার মাধ্যমে আমরা নিষ্ঠার সঙ্গে কাজ করে আস্থা গড়ে তোলা এবং দীর্ঘমেয়াদি প্রবৃদ্ধির সুযোগ সৃষ্টি করতে প্রতিশ্রুতিবদ্ধ।

৭২ বছরেরও বেশি সময় ধরে লিন্ডে বাংলাদেশ লিমিটেড, যা লিন্ডে পিএলসি -এর একটি সদস্য প্রতিষ্ঠান, দেশের উন্নয়নে গুরুত্বপূর্ণ অবদান রেখে আসছে। সারা বছরজুড়ে দুর্বল অর্থনৈতিক প্রবৃদ্ধি ও রাজনৈতিক অনিশ্চয়তা থাকা সত্ত্বেও, কোম্পানিটি ২০২৫ সালে সন্তোষজনক ব্যবসায়িক ফলাফল অর্জন করেছে। পাশাপাশি শিল্পখাতে শীর্ষস্থানীয় আর্থিক সাফল্য, সর্বোচ্চ মানের নিরাপত্তা ব্যবস্থা এবং টেকসই উন্নয়ন লক্ষ্যমাত্রা অর্জনে উল্লেখযোগ্য অগ্রগতি নিশ্চিত করেছে।

যদিও আমরা ২০২৫ সালের নির্ধারিত লক্ষ্যমাত্রা পূরণ করতে পারিনি, তবুও বিক্রয় ৩% বৃদ্ধি পেয়েছে এবং বছরের দ্বিতীয়ার্ধে দ্বি-অঙ্কের প্রবৃদ্ধি অর্জিত হয়েছে। ২০২৫ সালে আমাদের পরিচালনাধীন বাজার খাতগুলোতে উল্লেখযোগ্য মন্দা থাকা সত্ত্বেও, কোম্পানিটি বছরওয়ারি ইতিবাচক প্রবৃদ্ধি বজায় রাখতে সক্ষম হয়েছে। পরিচালন মুনাফা ৪১% বৃদ্ধি পেয়েছে, যার মধ্যে ১৭% এসেছে বিক্রয় বৃদ্ধি ও ব্যয় দক্ষতা বৃদ্ধির ফলে। অবশিষ্ট অংশটি মূলত ২০২৪ সালে শীতলপুর প্ল্যান্টের এককালীন অবচয়জনিত ক্ষতি (নোট ২৩) অন্তর্ভুক্ত না থাকার কারণে হয়েছে। তবে আগের বছরে Linde Industries Private Limited (LIPL) থেকে উল্লেখযোগ্য এককালীন আয় (নোট ২৫) স্বীকৃত হওয়ায়, তুলনামূলকভাবে নিট মুনাফা হ্রাস পেয়েছে।

স্বাস্থ্য, নিরাপত্তা এবং পরিবেশগত দায়বদ্ধতা আমাদের মূল মূল্যবোধের অংশ। আমরা এমনভাবে কার্যক্রম পরিচালনা করতে প্রতিশ্রুতিবদ্ধ, যাতে মানুষ, পরিবেশ এবং যেসব সম্প্রদায়ে আমরা কাজ করি তাদের কোনো ক্ষতি না হয়। সকল কর্মী ও ঠিকাদারের কাছে প্রত্যাশা করা হয় যে তারা লিন্ডের মূল্যবোধ, অঙ্গীকার এবং নীতিমালার সঙ্গে সামঞ্জস্য রেখে কাজ করবেন।

২০২৫ সালের শুরুতে বৈশ্বিক প্রচারণা “Who Can You Count On” চালু করা হয়, যা আমাদের নিরাপত্তা নীতিমালা #৩ — “আমরা নিজের এবং আমাদের আশপাশের অন্যদের নিরাপত্তার জন্য দায়বদ্ধ” — এর ওপর ভিত্তি করে গড়ে উঠেছে। এই উদ্যোগের মাধ্যমে সহকর্মীদের পারস্পরিক সহযোগিতা, একে অপরের নিরাপত্তার প্রতি সচেতনতা এবং সর্বদা নিরাপদ কার্যক্রম নিশ্চিত করার গুরুত্ব তুলে ধরা হয়েছে।

কার্যক্রমগত নিরাপত্তা, পরিবহন নিরাপত্তা, প্রক্রিয়াগত নিরাপত্তা, গুণগত মান এবং ফার্মাকোভিজিল্যান্স—সব ক্ষেত্রেই আমাদের নিরাপত্তা কার্যক্রম শক্তিশালী অবস্থানে ছিল। বছরজুড়ে আমরা কোনো বড় ধরনের ঘটনা, কর্মদিবসে রেকর্ডযোগ্য আঘাত বা অসুস্থতা, উচ্চ-ঝুঁকিপূর্ণ পরিবহন ও প্রক্রিয়াগত নিরাপত্তা ঘটনা, গুরুতর গুণগত ত্রুটি কিংবা পরিবেশগত দুর্ঘটনার সম্মুখীন হইনি। দৃশ্যমান নেতৃত্ব, অগ্রগামী সূচকের সক্রিয় পর্যবেক্ষণ, কর্মীদের শক্তিশালী সম্পৃক্ততা এবং কার্যকর ঝুঁকি ব্যবস্থাপনা কর্মসূচির ফলে এই সাফল্য অর্জিত হয়েছে।

লিন্ডে বাংলাদেশ লিমিটেডকে ২০২৪ সালে ইনস্টিটিউট অফ চার্টার্ড সেক্রেটারিজ অফ বাংলাদেশ (ICSB) কর্তৃক “কর্পোরেট গভর্ন্যান্স এক্সিলেন্স ২০২৪”-এর জ্বালানি ও শক্তি বিভাগে গোল্ড মেডেল অর্জন করেছে। এই অর্জন কোম্পানির সুশাসন চর্চার একটি গুরুত্বপূর্ণ

স্বীকৃতি। কর্মীদের কমপ্লায়েন্সের প্রতি প্রতিশ্রুতি এবং স্টেকহোল্ডারদের মূল্য বৃদ্ধিতে তাদের ধারাবাহিক অবদানের জন্য আন্তরিক কৃতজ্ঞতা জানানো হয়েছে।

২০২৫ সালে আইটি টিম লিন্ডে পিএলসি- এর বৈশ্বিক পরিকল্পনার সঙ্গে সামঞ্জস্য রেখে সাইবার নিরাপত্তা জোরদার এবং ডিজিটাল প্ল্যাটফর্ম উন্নত করেছে। এ সময় অ্যাপ্লিকেশন নিরাপত্তা বৃদ্ধি, পাসওয়ার্ড নীতিমালা আধুনিকীকরণ এবং Windows Hello for Business চালু করা হয়। পাশাপাশি ভলনারেবিলিটি অ্যাসেসমেন্ট, সেন্ট্রালাইজড ড্যাশবোর্ড, শূন্য বিশ্বাস আর্কিটেকচারের সম্প্রসারণ, উন্নত থ্রেট ডিটেকশন এবং সচেতনতা কার্যক্রমের মাধ্যমে সাইবার ঝুঁকি ব্যবস্থাপনা আরও শক্তিশালী করা হয়েছে।

লিন্ডে বাংলাদেশ লিমিটেড-এর সিএসআর কার্যক্রমের অংশ হিসেবে চ্যারিটিজ এইড ফাউন্ডেশন (CAF) আমেরিকা এবং সেইন্ট বাংলাদেশ- এর সহযোগিতায় বরিশালের সায়েস্তাবাদ ইউনিয়নে "Empower Women for Work" প্রকল্প চালু করা হয়েছে, যা প্রান্তিক নারীদের দারিদ্র্য, লিঙ্গ বৈষম্য ও জলবায়ু চ্যালেঞ্জ মোকাবিলায় সহায়তা করছে। একই সঙ্গে নারী মৈত্রী এবং চ্যারিটিজ এইড ফাউন্ডেশন আমেরিকা- এর সহযোগিতায় ঢাকার বিশ্ব সাহিত্য কেন্দ্র -এ রাইসিং ষ্টার স্কলারশিপ প্রোগ্রাম (RSSP) এর অধীনে ২৯ জন তরুণের জন্য লিডারশিপ ট্রেনিং অনুষ্ঠিত হয়, যেখানে ৭৫% অংশগ্রহণকারী নারী ছিলেন।

লিন্ডে বাংলাদেশ লিমিটেড একটি অন্তর্ভুক্তিমূলক, সম্মানজনক ও সমতাভিত্তিক কর্মপরিবেশ গড়ে তুলতে প্রতিশ্রুতিবদ্ধ, যেখানে লিঙ্গ, জাতি, বয়স, প্রতিবন্ধকতা বা অন্যান্য বৈচিত্র্যের ভিত্তিতে কোনো বৈষম্য নেই। বিভিন্ন টিমের মধ্যে শক্তিশালী সহযোগিতা একটি ইতিবাচক ও সহায়ক কর্মপরিবেশ তৈরি করছে, এবং কর্মীবাহিনীর বৈচিত্র্যময় দক্ষতা কোম্পানির দীর্ঘমেয়াদি মানবসম্পদ উন্নয়ন কৌশলের মূল ভিত্তি হিসেবে কাজ করছে।

লিন্ডে বাংলাদেশ লিমিটেড -এর পরিচালনা পর্ষদ স্বচ্ছ আর্থিক প্রতিবেদন ও গুরুত্বপূর্ণ তথ্য সময়মতো প্রকাশের মাধ্যমে শেয়ারহোল্ডারদের সর্বোচ্চ মূল্য নিশ্চিত করে এবং ব্যবসায়িক সততা নীতিমালা অনুসরণ তদারকি করে, যাতে ব্যবস্থাপনা, কর্মী ও অংশীদাররা সর্বোচ্চ নৈতিক মান বজায় রেখে কাজ করে।

২০২৬ সালের দিকে অগ্রসর হতে আমরা অর্থনৈতিক পুনরুদ্ধার ও স্থিতিশীলতার জন্য জাতীয় অগ্রাধিকারের সঙ্গে সামঞ্জস্য রেখে প্রবৃদ্ধি অর্জন এবং দীর্ঘমেয়াদি কৌশলগত লক্ষ্য পূরণে প্রতিশ্রুতিবদ্ধ। আমাদের লক্ষ্য হলো বাংলাদেশে গ্যাস ব্যবসায় নেতৃত্বের অবস্থান আরও শক্তিশালী করা, পাশাপাশি আমাদের জনবল, পণ্য এবং উৎপাদন সক্ষমতায় বিনিয়োগ অব্যাহত রাখা। আমরা দৃঢ়ভাবে বিশ্বাস করি যে আমাদের কর্মীবাহিনীর নিষ্ঠা ও দক্ষতাই আমাদের সাফল্যের মূল ভিত্তি।

পরিচালনা পর্ষদ বছরের জন্য প্রতি শেয়ারে ১০.০০ টাকা চূড়ান্ত লভ্যাংশ সুপারিশ করেছে, যা মোট ১৫২.১৮ মিলিয়ন টাকা বিতরণের সমান। তবে এই লভ্যাংশটি বার্ষিক সাধারণ সভায় অনুমোদনের ওপর নির্ভরশীল। অনুমোদিত হলে, বছরের মোট লভ্যাংশ বিতরণও ১৫২.১৮ মিলিয়ন টাকা হবে।

আমি বিশ্বাস করি যে আমাদের পরিচালনা পর্ষদ ও কর্মীদের অব্যাহত নিষ্ঠা আমাদের অর্জনের ওপর ভিত্তি করে আরও অগ্রগতি নিশ্চিত করবে এবং সকল স্টেকহোল্ডারের জন্য টেকসই মূল্য সৃষ্টি করবে।

আমরা আমাদের গ্রাহক, শেয়ারহোল্ডার, সরবরাহকারী, সরকারি কর্তৃপক্ষ, ব্যাংকার এবং সকল স্টেকহোল্ডারের প্রতি তাদের অব্যাহত সমর্থনের জন্য আন্তরিক কৃতজ্ঞতা প্রকাশ করছি।

ধন্যবাদ সবাইকে।

অভিজিৎ ব্যানার্জী
ঢাকা, ৮ এপ্রিল ২০২৬

পরিচালকমন্ডলীর প্রতিবেদন

লিন্ডে বাংলাদেশ লিমিটেড এর পরিচালকমন্ডলী ২০২৫ সালে ৩১শে ডিসেম্বর সমাপ্ত বছরের আর্থিক বিবৃতির পাশাপাশি পরিচালকমন্ডলীর প্রতিবেদন এবং নিরীক্ষকদের প্রতিবেদন উপস্থাপন করতে পেরে আনন্দিত। কোম্পানির সাফল্যকে গতিশীল করার ক্ষেত্রে যেসব মূখ্য কার্যক্রম অবদান রেখেছে পরিচালকমন্ডলীর প্রতিবেদনে সেগুলো প্রতিভাত হয়েছে ও পাশাপাশি এই প্রতিবেদনে সুষ্ঠু কর্পোরেট পরিচালনা ব্যবস্থা সম্পর্কিত প্রয়োজনীয় তথ্য সন্নিবেশিত হয়েছে।

শিল্প সম্ভাবনা ও সম্ভাব্য ভবিষ্যৎ উন্নয়ন

২০২৫ সালে বাংলাদেশের সামষ্টিক অর্থনৈতিক পরিবেশ পুনরুদ্ধারের পথে এগোতে শুরু করলেও এর গতি ছিল ধীর ও সীমিত। ২০২৫ অর্থবছরে দেশের জিডিপির মূল প্রবৃদ্ধি দাঁড়ায় ৩.৯ শতাংশ, যা আগের বছরের তুলনায় কম। যদিও রাজনৈতিক অস্থিতিশীলতার কারণে সৃষ্ট বিঘ্ন থেকে আংশিক পুনরুদ্ধার হয়েছে, তবুও এই প্রবৃদ্ধি দেশের ঐতিহাসিক গড়ের তুলনায় অনেক নিচে এবং একটি নিম্নমুখী প্রবণতার ইঙ্গিত দেয়। তবে বছরের দ্বিতীয়ার্ধ থেকে বিভিন্ন শিল্পখাতে ইতিবাচক মনোভাব ও পুনরুজ্জীবনের লক্ষণ পরিলক্ষিত হয়েছে।

জুলাই ২০২৪-এর আন্দোলনের পর গঠিত অন্তর্বর্তীকালীন সরকারের সময়ে দেশের সামষ্টিক অর্থনৈতিক স্থিতিশীলতা দুর্বল হয়ে পড়ে। এই সময়ে প্রবৃদ্ধি মন্থর ছিল, মূল্যস্ফীতি উচ্চ পর্যায়ে অবস্থান করছিল, বিনিয়োগকারীদের আস্থা হ্রাস পায় এবং আর্থিক খাতে ঝুঁকি বৃদ্ধি পায়। দীর্ঘদিনের আর্থিক অব্যবস্থাপনার ফলে সৃষ্ট কাঠামোগত দুর্বলতার খরচ অর্থনীতির সামগ্রিক সম্ভাবনাকে ক্ষতিগ্রস্ত করে। তবে ২০২৫ সালে এসে অর্থনীতির অবনমন প্রবণতা অনেকটাই নিয়ন্ত্রণে আনা সম্ভব হয়েছে এবং কিছু নেতিবাচক ধারা উল্টে যেতে শুরু করেছে।

২০২৫ সালে আমরা মিশ্র ফলাফল প্রত্যক্ষ করেছি, যেখানে সাফল্য ও সীমাবদ্ধতা—উভয়ই বিদ্যমান ছিল। বিভিন্ন স্তরে সামাজিক ও রাজনৈতিক পরিস্থিতির প্রভাব আমাদের কার্যক্রমে প্রতিফলিত হয়েছে, যার মধ্যে চূড়ান্ত ব্যবহারকারীর চাহিদার পরিবর্তন ছিল সবচেয়ে গুরুত্বপূর্ণ। এর ফলে আমাদের গ্যাস ব্যবসার কর্মদক্ষতা বার্ষিক পরিকল্পনার তুলনায় প্রভাবিত হয়েছে।

লিন্ডে বাংলাদেশ লিমিটেড কার্যকর প্রযুক্তির ব্যবহার এবং ধারাবাহিক উৎপাদনশীলতা উন্নয়নের উদ্যোগের মাধ্যমে তার কার্বন পদচিহ্ন হ্রাসে নিরলসভাবে কাজ করে যাচ্ছে। একটি দায়িত্বশীল ও নৈতিক প্রতিষ্ঠান হিসেবে, লিন্ডে তার কর্মচারী, গ্রাহক, সরবরাহকারী এবং পরিবেশের সুরক্ষা নিশ্চিত করতে প্রতিশ্রুতিবদ্ধ।

২০২৫ সালে লিন্ডে বাংলাদেশ লিমিটেড একটি অত্যন্ত গতিশীল ও চ্যালেঞ্জপূর্ণ পরিবেশে কার্যক্রম পরিচালনা করেছে। এই সময়ে রাজনৈতিক পরিবর্তন, অবকাঠামোগত বিঘ্ন, বিদ্যুৎ ও প্রাকৃতিক গ্যাস সরবরাহের অস্থিরতা, কাস্টমস প্রক্রিয়ায় বিলম্ব এবং মুদ্রার অবমূল্যায়নের ফলে ব্যয় বৃদ্ধি পরিস্থিতিকে জটিল করে তোলে। তবে এসব প্রতিকূলতার মাঝেও "নিরাপত্তা প্রথম" নীতির প্রতি আমাদের অঙ্গীকার অটুট ছিল, যার ফলে দেশের বিভিন্ন প্রান্তে স্বাস্থ্যসেবা ও শিল্পখাতের গ্রাহকদের কাছে নিরবচ্ছিন্ন ও নির্ভরযোগ্য সরবরাহ নিশ্চিত করা সম্ভব হয়েছে।

সমস্ত ডিস্ট্রিবিউশন সেন্টার লিন্ডের বৈশ্বিক নিরাপত্তা প্রটোকলের সাথে সামঞ্জস্যপূর্ণ হতে ধারাবাহিকভাবে অগ্রসর হয়েছে। এ প্রক্রিয়াটি আপডেটকৃত সেফটি ম্যানুয়াল, অবস্থানভিত্তিক জরুরি প্রতিক্রিয়া পরিকল্পনা এবং লোডার ও নিরাপত্তা কর্মীদের জন্য কাঠামোবদ্ধ প্রশিক্ষণ কর্মসূচির মাধ্যমে আরও সুদৃঢ় করা হয়েছে।

এই উদ্যোগগুলোর ফলস্বরূপ ৩,৬১৮ দিন ধরে কোনো বড় নিয়ন্ত্রণযোগ্য বিতরণ-সংক্রান্ত দুর্ঘটনা না ঘটার এক উল্লেখযোগ্য মাইলফলক অর্জিত হয়েছে, যা আমাদের মানদণ্ডভিত্তিক নিরাপত্তা কার্যক্ষমতাকে আরও সুদৃঢ় করেছে।

মাত্রাতীত ব্যবসায়িক প্রবৃদ্ধি এবং ক্রমবর্ধমান চাহিদার সাথে তাল মিলিয়ে চলতে, এলবিএল তার উন্নত আঞ্চলিক বিতরণ নেটওয়ার্ককে কার্যকরভাবে কাজে লাগিয়ে সরবরাহের স্থিতিশীলতা আরও জোরদার করেছে। এর অংশ হিসেবে বেনাপোল ডি-বাল্কিং স্টেশন (DBS) চালু করা হয়েছে। এই কৌশলগত অবকাঠামো উন্নয়ন সীমান্ত-পারাপার লজিস্টিকসকে আরও দক্ষভাবে সংযুক্ত করতে, পণ্যের প্রবাহকে সর্বোত্তমভাবে ব্যবস্থাপনা করতে এবং অপারেশনাল দক্ষতা ও খরচ নিয়ন্ত্রণ বজায় রেখে নিরবচ্ছিন্ন প্রাপ্যতা নিশ্চিত করতে গুরুত্বপূর্ণ ভূমিকা রেখেছে।

এলবিএল তৃতীয় পক্ষের চালকদের জন্য ট্রাফিক কর্তৃপক্ষ এবং পরিবহন সমিতির সঙ্গে সহযোগিতায় একাধিক সড়ক নিরাপত্তা সচেতনতা কর্মসূচি পরিচালনা করেছে। পাশাপাশি রূপগঞ্জ ASU প্ল্যান্টের নিকট একটি নিবেদিত স্কুল কর্মসূচিও চালু করা হয়েছে। এলবিএল শিল্প সেমিনারসমূহে উন্নত নিরাপত্তা প্রযুক্তি উপস্থাপন করেছে এবং টেকসই পরিবহন নিরাপত্তা অনুশীলনকে উৎসাহিত করে এমন স্থানীয় কোম্পানিগুলোর জন্য পরামর্শ সহায়তাও প্রদান করেছে।

আমরা সামনে এগিয়ে যাওয়ার সঙ্গে সঙ্গে আমাদের লক্ষ্য হলো একটি স্থিতিশীল, কার্যকরী এবং প্রসারযোগ্য বিতরণ নেটওয়ার্ক গড়ে তোলা। এ লক্ষ্যে আমরা নতুন VITTS সংযোজন এবং বিদ্যমান ইউনিটগুলোর সংস্কারের মাধ্যমে আমাদের ফ্লিটের সক্ষমতা বৃদ্ধি করছি, যাতে নির্ভরযোগ্যতা, নমনীয়তা এবং সরবরাহের স্থিতিশীলতা আরও উন্নত হয়। একইসঙ্গে আমরা বিতরণ নেটওয়ার্ক অপ্টিমাইজ করছি এবং খরচের কার্যকারিতা, গতি ও প্রসারযোগ্যতা বাড়ানোর জন্য CSCM মডেলকে আরও পরিমার্জিত করছি। Dewar, PCC এবং DBS সরবরাহ চেইনের সম্প্রসারণ আমাদের জাতীয় পর্যায়ের ঘাটতি পূরণের সক্ষমতাকে আরও শক্তিশালী করবে।

ব্যবসায় ফলাফল

সর্বাধিক চ্যালেঞ্জিং সময়ে কোম্পানির আয় তুলনামূলকভাবে কম ছিল। তবে ২০২৫ সালে লাভের পরিমাণ আগের বছরের তুলনায় বৃদ্ধি পায়, যা মূলত Linde Industries Pvt. Ltd. (LIPL)-এর সম্পদ বিক্রয়ের কারণে সম্ভব হয়।

কোম্পানির গ্যাস আয় ২০২৫ সালে ছিল ২,২৮১ কোটি টাকা, যা ২০২৪ সালের ২,২১৪ কোটি টাকার তুলনায় বেশি। এই আয় বিভিন্ন খাত থেকে অর্জিত হয়েছে, যার বিবরণ নিম্নরূপঃ

খাত সমূহ	২০২৫	২০২৪
	মিলিয়ন টাকা	মিলিয়ন টাকা
বাল্ক গ্যাসসমূহ	৭৭১	৭৮৫
প্যাকেজড গ্যাস ও পণ্যসমূহ (পিজিএন্ডপি)	৫১০	৪৬২
হেলথকেয়ার	১০০১	৯৬৭
	২,২৮১	২,২১৪

বাল্ক গ্যাসের আওতায় রয়েছে তরল শিল্পজাত অক্সিজেন, তরল নাইট্রোজেন, তরল আর্গন ও কার্বন-ডাই অক্সাইড। প্যাকেজড গ্যাস, পণ্যসমূহ ব্যবসায়ের মধ্যে রয়েছে এবং কম্প্রেসড ইন্ডাস্ট্রিয়াল গ্যাস। চিকিৎসা কাজে ব্যবহৃত গ্যাস, চিকিৎসা সরঞ্জামাদি এবং চিকিৎসা পাইপলাইন স্বাস্থ্যসেবা খাতের অন্তর্ভুক্ত।

ব্যবসায়ের ফলাফলের বিষয়ে আরো ভালোভাবে অবগত হওয়ার সুবিদার্থে বাল্ক পিজি এন্ড পি (প্যাকেজড গ্যাস ও পণ্যসমূহ) এবং স্বাস্থ্যসেবা শীর্ষক ব্যবসায় খাতসমূহে এ ব্যাপারে বিস্তারিত তথ্য উপস্থাপন করা হয়েছে।

বাল্ক

২০২৫ সালে বাল্ক ব্যবসা বাজারে বেশ কিছু চ্যালেঞ্জের মুখোমুখি হয়, যা পূর্ববর্তী বছরের দেশের রাজনৈতিক পরিস্থিতি এবং বাজারে নিম্ন চাহিদার প্রভাব থেকে উদ্ভত । তবে, ব্যবসাটি সারা বছর ধরে কৌশলগত পণ্য ব্যবস্থাপনা পরিকল্পনা এবং কার্যকর গ্রাহক যোগাযোগের মাধ্যমে এসব চ্যালেঞ্জ সফলভাবে মোকাবিলা করতে সক্ষম হয়, ফলে মুল

ব্যবসা বছরের শেষে স্থিতিশীল প্রবৃদ্ধি অর্জন করে। ফলাফল বিশেষভাবে দ্বিতীয়ার্ধে আরও ইতিবাচক ছিল, যেখানে দ্বিতীয় প্রান্তিক এর আয় প্রথম প্রান্তিক -এর তুলনায় ৪% বৃদ্ধি পায়। এছাড়াও, গত বছরের DECAP গ্রাহক কৌশল এ বছরও অব্যাহত রাখা হয়, এবং নতুন বাল্ক LIN প্রকল্পসমূহ—যেমন মসলা পিষা, টায়ার কিউরিং এবং পার্জিং —কঠিন বাজার পরিস্থিতিতেও ব্যবসার প্রবৃদ্ধি ধরে রাখতে গুরুত্বপূর্ণ ভূমিকা পালন করে।

এটি উল্লেখযোগ্য যে বাল্ক ব্যবসা ৮ TPD-এর জন্য কিছু নতুন অর্ডার পেয়েছে এবং ১৫ TPD-এর জন্য একটি শক্তিশালী সম্ভাব্য পাইপলাইন রয়েছে, যা ২০২৬ সালে ব্যবসায় গুরুত্বপূর্ণ অবদান রাখবে বলে আশা করা হচ্ছে।

পিজিপি (প্যাকেজড গ্যাস ও পণ্য)

PG&P-এর রাজস্ব বিশেষ গ্যাসসমূহ অন্তর্ভুক্ত করে আগের বছরের তুলনায় ১০% বৃদ্ধি পেয়েছে। যদিও অর্থনৈতিক মন্দার কারণে সামগ্রিক ব্যবসায়িক পরিবেশে প্রতিকূল প্রভাব ছিল, তবুও বিশেষ গ্যাস এবং সরঞ্জামের SPC বিক্রয়ে সুযোগ গ্রহণ, পাশাপাশি হিলিয়াম ও অন্যান্য প্যাকেজড রেফ্রিজারেন্ট গ্যাসের ধারাবাহিক সরবরাহ, এই প্রবৃদ্ধি অর্জনে সহায়তা করেছে। এ বছর উচ্চ রাজস্ব অর্জনের পাশাপাশি ডিউয়ার বিক্রির একটি নতুন পোর্টফোলিওও সফলভাবে চালু করা হয়েছে।

২০২৫ সালে PGP পুনরায় প্রবৃদ্ধির ধারায় ফিরে এসেছে। PGP-IP, PCC-এর অন্তর্ভুক্তির মাধ্যমে শিপ ব্রেকিং এবং স্ক্র্যাপ কাটিং সেগমেন্টকে আরও সম্প্রসারিত করেছে। এছাড়াও, PGP PCC-এর জন্য কয়েকটি নতুন চুক্তি অর্জন করেছে, যা ২০২৬ সালে অক্সিজেনের অতিরিক্ত চাহিদা ও সরবরাহ বৃদ্ধিতে গুরুত্বপূর্ণ ভূমিকা রাখবে বলে আশা করা হচ্ছে।

স্বাস্থ্যসেবা

স্বাস্থ্যসেবা ব্যবসা পুরো বছর জুড়ে শক্তিশালী প্রবৃদ্ধির গতি বজায় রেখেছে এবং বাজেটের তুলনায় ২% বেশি রাজস্ব অর্জন করে বছর শেষ করেছে, যা আগের বছরের তুলনায় ৭% বৃদ্ধি নির্দেশ করে। এই পারফরম্যান্স মূলত লিকুইড মেডিকেল অক্সিজেন (LMO) সেগমেন্ট দ্বারা চালিত হয়েছে, যা বিদ্যমান মেডিকেল অক্সিজেন গ্রাহকদের শক্তিশালী সমর্থন এবং LMO ও কমপ্রেসড মেডিকেল অক্সিজেন (CMO) বাজারে নতুন চুক্তি অর্জনের মাধ্যমে আরও সুদৃঢ় হয়েছে। পাশাপাশি কৌশলগত মূল্য নির্ধারণের সিদ্ধান্তের ফলে লাভজনকতা প্রত্যাশার সাথে সামঞ্জস্যপূর্ণভাবে বজায় রাখা সম্ভব হয়েছে।

এছাড়াও, দীর্ঘদিন ধরে বকেয়া থাকা উল্লেখযোগ্য পরিমাণের রিসিভেবল সরকারি হাসপাতাল থেকে সফলভাবে সংগ্রহ করা হয়েছে, যা কোম্পানির নগদ প্রবাহ অবস্থাকে আরও শক্তিশালী করেছে। ভবিষ্যতের দিকে তাকিয়ে, কোম্পানি বিভিন্ন কৌশল বাস্তবায়ন করছে যার লক্ষ্য কমপ্রেসড গ্যাস ব্যবসার সম্প্রসারণ, যা ভবিষ্যতে ধারাবাহিক ও টেকসই প্রবৃদ্ধির জন্য কোম্পানিকে আরও সুদৃঢ়ভাবে অবস্থান দেবে।

আর্থিক ফলাফলসমূহ

সব চ্যালেঞ্জ সত্ত্বেও, ২০২৫ সালে কোম্পানির আয়ের বৃদ্ধি আগের বছরের তুলনায় সন্তোষজনক ছিল। এ বছরে বিক্রয় এবং অপারেশন থেকে লাভ যথাক্রমে ৩% এবং ৪১% বৃদ্ধি পেয়েছে। উচ্চ বিক্রয় কার্যক্ষমতা এবং খরচ উৎপাদনশীলতার কারণে অপারেশন থেকে লাভ ১৭% বেশি হয়েছে। এছাড়াও উল্লেখযোগ্য যে, পূর্ববর্তী বছরে শীতলপুর প্ল্যান্টের (নোট-২৩) জন্য এককালীন ক্ষয়ক্ষতি রেকর্ড করা হয়েছিল। অন্যদিকে, নেট লাভ হ্রাস পেয়েছে কারণ পূর্ববর্তী বছরে LIPL থেকে এককালীন আয় অন্তর্ভুক্ত ছিল (নোট-২৫)।

বিভিন্ন খাত	২০২৫	২০২৪
	মিলিয়ন টাকা	মিলিয়ন টাকা
বিক্রয়	২,২৮১	২,২১৪
বিক্রয় খাতে ব্যয়	(১,২১৭)	(১,১৭১)
মোট মুনাফা	১০৬৪	১০৪৩
পরিচলানা ব্যয়	(৬৮৫)	(৭৭৪)
পরিচালনা হতে প্রাপ্ত মুনাফা	৩৭৯	২৬৯
নিট বৈদেশিক বিনিময় বাবদ ক্ষতি	১১	১১৯
এলআইপিএল বিক্রয় হতে মুনাফা প্রাপ্ত		৭৫৭৯
অন্যান্য আয় /(ক্ষতি)	৫০	৪৭
অর্থায়ন বাবদ নিট আয়	১৫	১৬
ডব্লিউপিপিএফ বাবদ অর্থ পরিশোধ-পূর্ব মুনাফা	৪৫৫	৮,০২৯
ডব্লিউপিপিএফ বাবদ অর্থ পরিশোধ	(২৩)	(৪০১)
করপূর্ব মুনাফা	৪৩৩	৭,৬২৮

কার্যকরী মূলধন ব্যবস্থাপনা

এই বছরে কাজের মূলধন মূলত দেনাদারদের পুনরুদ্ধার এবং ইনভেন্টরি টার্নওভার ত্বরান্বিত হওয়ার কারণে আরও দক্ষভাবে ব্যবহার করা হয়েছে।

ঝুঁকি এবং সংশ্লিষ্ট বিষয়াদি

কোম্পানির ব্যবসায় সংক্রান্ত ঝুঁকি তদারকির জন্য একটি ব্যবস্থা কার্যকর রয়েছে, যা কর্পোরেট সুশাসন অধ্যায় এবং আর্থিক বিবরণীসমূহের টীকাসমূহে সুস্পষ্ট করে বর্ণিত হয়েছে।

সংখ্যালঘু শেয়ারহোল্ডারবৃন্দ

লিন্ডে বাংলাদেশ লিমিটেড এর পরিচালকমন্ডলী বিশ্বাস করেন যে, স্বচ্ছ ব্যবসায় চর্চা ও কোম্পানির গুরুত্বপূর্ণ তথ্যাবলীর যথাযথ প্রকাশের মাধ্যমে সংখ্যালঘু শেয়ারহোল্ডারদের অধিকার ও স্বার্থ সঠিকভাবে সুরক্ষিত করা হয়েছে। বার্ষিক সাধারণ সভার সময়োচিত আয়োজন, বার্ষিক আর্থিক বিবরণী অনুমোদন, নতুন পরিচালকবৃন্দ নির্বাচন এবং সংবিধিবদ্ধ ও কমপ্লায়েন্স নিরিক্ষকদের নিয়োগ ও লভ্যাংশ বাবদ অর্থ পরিশোধ এবং অন্যান্য বিভিন্ন বিষয়ে শেয়ারহোল্ডারদের সম্পৃক্ততা ও অনুমোদন প্রয়োজন। সংখ্যালঘু শেয়ারহোল্ডারদের অধিকারের পাশাপাশি সকল শেয়ারহোল্ডারের স্বার্থ সুরক্ষার লক্ষ্যে সততা, উন্মুক্ততা ও জবাবদিহিতা লালন করে এমন শাসন ব্যবস্থার সর্বোচ্চ মানদন্ড সমুন্নত রাখার ব্যাপারে পরিচালকমন্ডলী নিবেদিত প্রাণ।

সংশ্লিষ্ট পক্ষসমূহের সাথে লেনদেন

'আর্মস লেন্থ' নীতির ভিত্তিতে সংশ্লিষ্ট পক্ষ সমূহের সাথে ব্যবসায়ের সাধারণ ধারা অনুযায়ী লেনদেন সম্পাদিত হয়। সংশ্লিষ্ট পক্ষসমূহের সাথে লেনদেন-এর বিবরন বার্ষিক প্রতিবেদনের টীকা নং ৩১(গ)-এ আর্থিক প্রতিবেদনের বিষয় বর্ননা করা হয়েছে।

অভ্যন্তরীণ নিয়ন্ত্রণ

কোম্পানির একটি সুষ্ঠু অভ্যন্তরীণ নিয়ন্ত্রণ ব্যবস্থা রয়েছে যার মাধ্যমে একটি যৌক্তিক নিশ্চয়তা পাওয়া যায় যে, কোম্পানির সম্পদসমূহ সুরক্ষিত রয়েছে এবং কোম্পানির আর্থিক অবস্থান দৃঢ়। নিরীক্ষা কমিটি এর প্রতিটি সভায় অভ্যন্তরীণ নিয়ন্ত্রণ ব্যবস্থা নিয়মিতভাবে পর্যালোচনা করে এবং পরিচালকমন্ডলীর নিকট এ সংক্রান্ত প্রতিবেদন উপস্থাপন করে থাকে। অভ্যন্তরীণ নিয়ন্ত্রণের যথোপযুক্ততা নিরূপণের লক্ষ্যে গ্রুপ অভ্যন্তরীণ নিরীক্ষা টীম নিরীক্ষা পরিচালনা করে। এ সংক্রান্ত প্রাপ্ত তথ্যাদি ও প্রতিকারমূলক ব্যবস্থার উল্লেখসহ পরবর্তী ফলো-আপ বিষয়ক প্রতিবেদন

নিরীক্ষা কমিটির নিকট উপস্থাপন করা হয় এবং গ্রুপ অভ্যন্তরীণ নিরীক্ষা কমিটির নিকট তা অনতিবিলম্বে প্রেরণ করা হয়। উক্ত প্রতিবেদন কর্পোরেট সুশাসন ব্যবস্থা সংক্রান্ত প্রতিবেদনে বিস্তারিতভাবে অন্তর্ভুক্ত করা হয়।

গোয়িং কনসার্ন বা চলমান প্রতিষ্ঠান

পরিচালকবৃন্দ এই মর্মে মত প্রকাশ করেন যে কোম্পানি একটি গোয়িং কনসার্ন এবং কোম্পানির গোয়িং কনসার্ন হিসেবে বলবৎ থাকার সামর্থ্যের বিষয়ে কোনো উল্লেখযোগ্য সন্দেহ নেই। সেই অনুসারে, আর্থিক বিবরণীসমূহ গোয়িং কনসার্ন ভিত্তিতে প্রস্তুত করা হয়েছে।

টেকসই উন্নয়ন

লিন্ডে বাংলাদেশ লিমিটেড (LBL) লিন্ডে পিএলসি-এর লক্ষ্যের সঙ্গে সামঞ্জস্য রেখে টেকসই উন্নয়নের ওপর গুরুত্ব দিয়ে কাজ করছে। প্রতিষ্ঠানটি বাংলাদেশে ৭২ বছরেরও বেশি সময় ধরে কার্যক্রম পরিচালনা করছে এবং দেশের শীর্ষস্থানীয় গ্যাস ও ইঞ্জিনিয়ারিং কোম্পানি হিসেবে সুপ্রতিষ্ঠিত। এই দীর্ঘ সময়জুড়ে ধারাবাহিক কার্যক্রমের মাধ্যমে LBL শিল্পখাতে গুরুত্বপূর্ণ অবদান রেখে চলেছে। টেকসই উন্নয়ন আমাদের প্রতিটি কার্যক্রম ও সিদ্ধান্তের অবিচ্ছেদ্য অংশ হিসেবে বিবেচিত হয়।

লিন্ডে পিএলসি-তে টেকসই উন্নয়ন

লিন্ডের উচ্চাকাঙ্ক্ষী টেকসই উন্নয়ন লক্ষ্যমাত্রা আমাদের ভবিষ্যৎ পরিকল্পনা ও অগ্রগতির রূপরেখা হিসেবে কাজ করে। এই লক্ষ্যমাত্রাগুলি আগামী কয়েক বছরের জন্য দিকনির্দেশনা প্রদান করে। এগুলো চারটি ক্যাটাগরি বা অগ্রাধিকার উপাদানে বিভক্ত করা হয়েছে, যেগুলো আমরা কোম্পানি এবং এর অভ্যন্তরীণ ও বাহ্যিক স্টেকহোল্ডারদের জন্য অত্যন্ত প্রাসঙ্গিক বলে বিবেচনা করি।

জলবায়ু পরিবর্তন

ডিকার্বনাইজেশনে বিনিয়োগ এবং উদ্ভাবন:

- অভ্যন্তরীণ ডিকার্বনাইজেশন উদ্যোগে ৩ বিলিয়ন ডলারেরও বেশি বিনিয়োগ করা
- এমন ব্যবস্থা নিশ্চিত করা যাতে প্রতি বছরে লিন্ডের সকল কার্যক্রমে উৎপন্ন গ্রীনহাউস গ্যাসের তুলনায় দ্বিগুণ পরিমাণ নির্গমন এড়ানো যায়

কার্যক্রমগত জ্বালানি ব্যবহার ও গ্রিনহাউস গ্যাস নির্গমন

- ২০৩৫ সালের মধ্যে স্কোপ ১ এবং ২ গ্রিনহাউস গ্যাস নির্গমনে ৩৫% হ্রাস অর্জন
- EBITDA-এর তুলনায় গ্রিনহাউস গ্যাস তীব্রতায় ৩৫% উন্নতি অর্জন
- প্রধানত নবায়নযোগ্য বিদ্যুৎ থেকে, দুই গুণেরও বেশি কম-কার্বন শক্তি উৎস নিশ্চিতকরণ

নিরাপত্তা, স্বাস্থ্য ও পরিবেশ

পরিবেশ

- উচ্চ পানি ব্যবহারকারী সাইটগুলোতে পানি-চাপযুক্ত অঞ্চলে Water Management Plans (WMPs) বাস্তবায়ন
- ২০৩৫ সালের মধ্যে উচ্চ জল-চাপযুক্ত অঞ্চলে জল উত্তোলনের তীব্রতা ২০% কমানো
- ৪৫০টি সাইটে ল্যান্ডফিলে শূন্য বর্জ্য (Zero Waste to Landfill) অর্জন
- ২০৩৫ সালের মধ্যে বৈশ্বিকভাবে ১০০% অংশগ্রহণকারী সাইটে শূন্য বর্জ্য লক্ষ্য অর্জন

নিরাপত্তা ও স্বাস্থ্য

- বার্ষিকভাবে অপারেশনাল নিরাপত্তায় শিল্পের মানের চেয়ে ভালো পারফরম্যান্স অর্জন করা, বিশেষ করে লস্ট ওয়ার্কডে কেস রেট (LWCR) এবং মোট রেকর্ডযোগ্য কেস রেট (TRCR) সূচকে উন্নতি নিশ্চিত করা।
- প্রতি মিলিয়ন কিলোমিটার চালিত বাণিজ্যিক যানবাহনের জন্য বার্ষিক ঘটনা হার (CVIR) ২.৫ অর্জন

সততা ও সম্মতি

লিন্ডের ব্যবসায়িক সততার কোড (CBI) অনুযায়ী ১০০% কর্মচারীর সার্টিফিকেশন নিশ্চিত করা

মানুষ ও সম্প্রদায়

- ৫৫০টি কমিউনিটি এনগেজমেন্ট প্রকল্প সম্পন্ন করা
- ২০২৮ সালের মধ্যে কর্মচারীদের ১০০% টেকসই উন্নয়ন (SD) প্রশিক্ষণ নিশ্চিত করা

টেকসই উদ্যোগ-২০২৫

উৎপাদনশীলতা হলো দক্ষতার একটি গুরুত্বপূর্ণ পরিমাপ, যা নির্ধারণ করে নির্দিষ্ট পরিমাণ সম্পদ—যেমন সময়, শ্রম বা মূলধন—ব্যবহার করে কতটুকু পণ্য, পরিষেবা বা কাজ উৎপাদন করা যায়। এটি মূলত একই বা কম ইনপুট ব্যবহার করে বেশি আউটপুট অর্জনের সক্ষমতাকে বোঝায়। উৎপাদকতা একটি প্রতিষ্ঠান বা ব্যবস্থার কার্যকারিতা ও দক্ষতার প্রধান সূচক হিসেবে বিবেচিত হয়, কারণ এর মাধ্যমে বোঝা যায় সম্পদ কতটা সঠিক ও ফলপ্রসূভাবে ব্যবহৃত হচ্ছে।

আমরা আমাদের কার্যক্রমে স্থায়িত্ব নিশ্চিত করার লক্ষ্যে সফলভাবে গ্রিনহাউস গ্যাস (GHG) নির্গমন হ্রাস এবং সবুজ শক্তির ব্যবহার সম্প্রসারণ করেছি। এর ফলে পরিবেশবান্ধব উৎপাদন প্রক্রিয়া নিশ্চিত হওয়ার পাশাপাশি ২০২৫ সালের মোট উৎপাদনশীলতা সঞ্চয়ের ১৬.৩% অর্জন করা সম্ভব হয়েছে।

শূণ্য বর্জ্য

শূন্য-বর্জ্য ধারণা হলো একটি দায়িত্বশীল ও টেকসই ব্যবস্থাপনা পদ্ধতি, যেখানে পণ্য, প্যাকেজিং ও উপাদানসমূহের উৎপাদন, ব্যবহার, পুনঃব্যবহার এবং পুনরুদ্ধারের মাধ্যমে সম্পদ সংরক্ষণ করা হয়। এর মূল উদ্দেশ্য হলো বর্জ্যকে পোড়ানো বা পরিবেশে ফেলে না দিয়ে সর্বোচ্চ পুনর্ব্যবহার নিশ্চিত করা, যাতে ভূমি, পানি বা বাতাসে এমন কোনো ক্ষতিকর নিঃসরণ না ঘটে যা পরিবেশ বা মানব স্বাস্থ্যের জন্য হুমকি সৃষ্টি করতে পারে।

টেকসই উন্নয়ন, পরিবেশগত দায়িত্বশীলতা এবং আমাদের বিশ্বকে আরও উৎপাদনশীল করে তোলার প্রতি লিন্ডে -এর প্রতিশ্রুতির অংশ হিসেবে, লিন্ডে বিশ্বজুড়ে তাদের সকল সুবিধা—যার মধ্যে সাইট এবং অফিস উভয়ই অন্তর্ভুক্ত—এর জন্য একটি শূন্য বর্জ্য (Zero Waste) কর্মসূচি তৈরি করেছে।

আমাদের প্রতিষ্ঠান ২০২৮ সালের মধ্যে ধাপে ধাপে অগ্রসর হয়ে প্রতি বছর আরও বেশি সাইটকে শূন্য-বর্জ্য (Zero Waste) স্থিতি অর্জনে সহায়তা করার লক্ষ্য নির্ধারণ করেছে। এর মাধ্যমে আমরা ক্রমান্বয়ে আমাদের কার্যক্রম সম্প্রসারণ করে পরিবেশের উপর নেতিবাচক প্রভাব কমাতে এবং একটি টেকসই ভবিষ্যৎ গঠনে অবদান রাখতে চাই।

লিন্ডে বাংলাদেশ এই উদ্যোগ বাস্তবায়নে কাজ করছে। আমাদের প্রধান সাইটটি এই প্রোগ্রামের আওতাভুক্ত রয়েছে এবং সেখানে উৎপন্ন বর্জ্য পুনর্ব্যবহার ও পুনঃব্যবহারের মাধ্যমে শূন্য-বর্জ্য লক্ষ্যমাত্রা অর্জনে অবদান রাখছে।

সবুজ শক্তি

সবুজ উদ্যোগের অংশ হিসেবে এবং নবায়নযোগ্য শক্তির ব্যবহার বাড়ানোর লক্ষ্যে ২০২৪ সালে লিন্ডে বাংলাদেশ লিমিটেড ও Megaroof লিমিটেডের মধ্যে একটি পাওয়ার পারচেজ এগ্রিমেন্ট (PPA) স্বাক্ষরিত হয়েছে। এই চুক্তির আওতায় মেগারুফ লিমিটেড সৌর শক্তি উৎপাদন করবে এবং লিন্ডে বাংলাদেশ লিমিটেড চুক্তি অনুযায়ী সেই শক্তি ক্রয় করবে, যা টেকসই জ্বালানি ব্যবহারে গুরুত্বপূর্ণ অবদান রাখবে।

মে ২০২৫-এ লিন্ডে রূপগঞ্জ সাইটে রুফটপ সৌর শক্তি ব্যবস্থা চালু করা হয়েছে। এই সৌর শক্তি কেন্দ্রের সক্ষমতা ৪৩০ কিলোওয়াট-ঘণ্টা। এটি কেবল বিদ্যুৎ খরচ কমাতে সহায়তা করবে না, বরং কার্বন নির্গমন হ্রাসের মাধ্যমে পরিবেশ সংরক্ষণেও গুরুত্বপূর্ণ ভূমিকা রাখবে।

সম্প্রদায়ের সম্পৃক্ততা

তৃতীয় পক্ষের ড্রাইভারদের জন্য DDT প্রশিক্ষণ

পরিবহন নিরাপত্তা দেশের অন্যতম গুরুত্বপূর্ণ চ্যালেঞ্জগুলোর একটি। লিন্ডেতে এটি "লাইফ সেভিং রুলস"-এর অংশ হিসেবে বিশেষ গুরুত্ব পায়। লিন্ডে বাংলাদেশ লিমিটেড পরিবহন নিরাপত্তা নিশ্চিত করার জন্য একটি সমন্বিত ব্যবস্থা অনুসরণ করছে, যার মধ্যে রয়েছে যানবাহন ও ড্রাইভার কমপ্লায়েন্স নিশ্চিতকরণ, প্রতিরক্ষামূলক ড্রাইভিং কৌশল, এবং ড্রাইভিং সময় ও দায়িত্ব ব্যবস্থাপনা। এছাড়াও ক্লান্তি ব্যবস্থাপনা, যানবাহন ট্র্যাকিং সিস্টেম, ইন-ক্যাব ক্যামেরার ব্যবহার এবং এআই-ভিত্তিক বিতরণ ব্যবস্থাপনা কার্যক্রম পরিচালনা করা হচ্ছে। নিরাপত্তা বৃদ্ধির জন্য পিপিই (PPE) ব্যবহার, প্রি ও পোস্ট-ডিপারচার চেক, রাস্তার ঝুঁকি মূল্যায়ন এবং পরিবহন মক ড্রিলও নিয়মিতভাবে বাস্তবায়ন করা হয়।

কমিউনিটি এঙ্গেজমেন্টের অংশ হিসেবে লিন্ডে বাংলাদেশ লিমিটেড তৃতীয় পক্ষের ড্রাইভারসহ অন্যান্য সড়ক ব্যবহারকারীদের নিরাপত্তার প্রতিও দায়িত্বশীল বলে মনে করে। এই লক্ষ্যকে সামনে রেখে এলবিএল তৃতীয় পক্ষের ড্রাইভারদের জন্য ডিফেন্সিভ ড্রাইভিং টেকনিক (DDT) বিষয়ে প্রশিক্ষণ প্রদান করছে, যাতে তাদের সচেতনতা বৃদ্ধি পায় এবং সড়ক নিরাপত্তা আরও নিশ্চিত করা যায়।

ভবিষ্যত পরিকল্পনা

বাংলাদেশ অর্থনৈতিক অঞ্চল কর্তৃপক্ষ (বিইজেডএ) কোম্পানিকে চট্টগ্রামের মিরসরাই অর্থনৈতিক অঞ্চলে একটি নতুন উৎপাদন সুবিধা স্থাপনের জন্য ৫ একর শিল্প জমির একটি প্রাথমিক বরাদ্দপত্র প্রদান করেছে। কোম্পানি বর্তমানে দেশের অর্থনৈতিক অবস্থান এবং শিল্প পণ্যের বিশেষত উৎপাদন, শিল্প ও স্বাস্থ্য খাতে চাহিদার উপর নির্ভর করে আরও সম্প্রসারণের সুযোগগুলি অন্বেষণ করছি।

পরিচালকবৃন্দের সম্মানী

লিন্ডে গ্রুপ কোম্পানিসমূহে কর্মরত পরিচালকবৃন্দ ব্যতিরেকে অন্যান্য স্বতন্ত্র ও অনির্বাহী পরিচালকগণের সম্মানী কান্ট্রি ম্যানেজমেন্ট কর্তৃক অনুমোদিত পন্থায় পরিশোধ করা হয়।

নির্বাহী পরিচালকগণের সম্মানী ভাতা, দক্ষতা ও তৎসংশ্লিষ্ট বোনাস সংশ্লিষ্ট ব্যবস্থাপনা কর্তৃপক্ষ কর্তৃক পর্যালোচনা ও অনুমোদন করা হয়। আলোচ্য বছরে নির্বাহী পরিচালকবৃন্দকে প্রদত্ত সম্মানী ভাতার বিস্তারিত তথ্য আর্থিক বিবরণীসমূহের টীকায় ২৮ নং এ সন্নিবেশিত করা হয়েছে।

লভ্যাংশ

পরিচালকবৃন্দ এ বছরের জন্য প্রতি শেয়ারে ১০.০০ টাকা চূড়ান্ত লভ্যাংশ প্রস্তাব করেছেন, যা বার্ষিক সাধারণ সভায় অনুমোদনের পর মোট ১৫২.১৮ মিলিয়ন টাকা পরিশোধের সঙ্গে সম্পর্কিত। এই বছরে লভ্যাংশের হার হবে ১০০%, এবং মোট লভ্যাংশ পরিশোধের পরিমাণ দাঁড়াবে ১৫২.১৮ মিলিয়ন টাকা (২০২৪ সালে ৬,৮৪৮.২৩ মিলিয়ন টাকা)।

ক্যাপিটাল মার্কেট স্ট্যাবিলাইজেশন ফান্ড-এ দাবিবিহীন লভ্যাংশ স্থানান্তর

নির্দেশিকা নং BSEC/CMRRCD/২০২১-৩৮৬/০৩ এবং বাংলাদেশ সিকিউরিটিজ এক্সচেঞ্জ এন্ড কমিশন রুলস অনুযায়ী (ক্যাপিটাল মার্কেট স্টাবিলাইজেশন ফান্ড) রুলস, ২০২১ অনুযায়ী, যদি ঘোষনার তারিখ অথবা অনুমোদন বা রেকর্ড তারিখ থেকে তিন বছরের জন্য নগদ লভ্যাংশ অপরিশোধিত বা দাবি না করা থাকে, তা সিএমএসএফ (ক্যাপিটাল মার্কেট স্টাবিলাইজেশন ফান্ড) এ স্থানান্তর করতে হবে। কোম্পানি ২০২১ সালের ৩ বছরের বেশি সময় ধরে দাবি না করা ৯০,২৯,৮২৬.০০ টাকা (নব্বই লক্ষ উনত্রিশ হাজার আটশো ছাব্বিশ মাত্র) লভ্যাংশ ২৯ ডিসেম্বর ২০২৫ তারিখে CMSF-এ স্থানান্তর করেছে।

আইনগত তথ্যাদি প্রকাশ বিষয়ক অতিরিক্ত বিবরণীসমূহ:

কোম্পানির পরিচালকবৃন্দ নিম্নোক্ত তথ্যাদি প্রকাশ বিবরণীসমূহে অন্তর্ভূক্ত করেছেন:

- কোম্পানির ব্যবস্থাপনা কর্তৃপক্ষ কর্তৃক প্রস্তুতকৃত আর্থিক বিবরণী এর বিভিন্ন কার্যক্রমের চিত্র, এর কার্যক্রমসমূহের ফলাফল, নগদ অর্থ প্রবাহ এবং ইক্যুইটিতে পরিবর্তন ইত্যাদি নিরপেক্ষভাবে তুলে ধরে;
- কোম্পানির যথাযথ হিসাবরক্ষণ বহিসমূহ রক্ষণাবেক্ষণ করা হয়েছে;
- আর্থিক বিবরণীসমূহ প্রস্তুতের ক্ষেত্রে যথযথ হিসাবরক্ষণ নীতিমালাসমূহ সামঞ্জস্যপূর্ণভাবে প্রয়োগ করা হয়েছে এবং হিসাবরক্ষণ বিষয়ক আনুমানিক হিসাবাদি যৌক্তিক ও প্রাজ্ঞ যাচাইয়ের উপর ভিত্তি করে নির্ধারন করা হয়েছে;
- কোম্পানির বিগত বছরের কার্যক্রম পরিচালনা সংক্রান্ত ফলাফলসমূহ থেকে সংঘটিত সকল ধরনের বিচ্যুতি উপরোক্ত আর্থিক ফলাফলসমূহের আওতায় বিশেষভাবে তুলে ধরা হয়েছে;
- বিগত ন্যুনতম পাঁচ বছরের (২০২০-২০২৫) সার-সংক্ষেপিত গুরুত্বপূর্ণ কার্যক্রম পরিচালনা সংক্রান্ত ও আর্থিক উপাত্ত পৃষ্ঠায় নং ১৮ এ সন্নিবেশিত হয়েছে;
- সংশ্লিষ্ট পক্ষসমূহের সাথে সকল ধরনের লেন-দেন বাণিজ্যিক ভিত্তিতে করা হয়েছে এবং এক্ষেত্রে ভিত্তি ছিল "ঘনিষ্ঠ লেনদেন" এর নীতি। সংশ্লিষ্ট পক্ষসমূহের সাথে লেনদেন বিষয়ক তথ্যাদি আর্থিক বিবরণীসমূহের টীকায় সন্নিবেশিত হয়েছে;
- আলোচ্য বছরে কোন অসাধারণ মুনাফা বা ক্ষতি সাধিত হয়নি;
- যদি ত্রৈমাসিক আর্থিক বিবরণী ও বাৎসরিক আর্থিক বিবরণীতে উল্লেখযোগ্য মাত্রার পার্থক্য পরিলক্ষিত হয় সেক্ষেত্রে কোম্পানির ব্যবস্থাপনা কর্তৃপক্ষ প্রদানে ব্যাখ্যা প্রদান করবেন;
- আলোচ্য বছরে কোম্পানি বোর্ড সভা উপস্থিতি বাবদ মোট ৬,৮০,০০০ টাকা পরিশোধ করেছে। আর্থিক বিবরণীসমূহের টীকায় পরিচালকবৃন্দের সম্মানীভাতা সংক্রান্ত তথ্য উপস্থাপন করা হয়েছে।

পরিচালকবৃন্দ এই মর্মে আরো প্রতিবেদন প্রদান করেন যেঃ

ক) ব্যবস্থাপনা পরিচালক এবং চীফ ফাইনান্সিয়াল অফিসার এই মর্মে বোর্ডের নিকট প্রত্যয়ন করেছেন যে, তারা আলোচ্য বছরের আর্থিক বিবরণীসমূহ পর্যালোচনা করেছেন এবং তাদের সর্বোত্তম জ্ঞানের আলোকে বিশ্বাস করেন যে, এই বিবরণীসমূহে কোন উল্লেখযোগ্য পরিমাণ অসত্য বিবরণীর উল্লেখ নেই অথবা তা হতে কোন গুরুত্বপূর্ণ তথ্য বাদ দেওয়া হয়নি অথবা এতে এমন কোন বিবরণী নেই যা বিভ্রান্তিকর হতে পারে;

খ) ব্যবস্থাপনা পরিচালক এবং চীফ ফাইনান্সিয়াল অফিসার এই মর্মে বোর্ডের নিকট প্রত্যয়ন করেছেন যে, তারা আলোচ্য বছরের আর্থিক বিবরণীসমূহ পর্যালোচনা করেছেন এবং তাদের সর্বোত্তম জ্ঞানের আলোকে বিশ্বাস করেন যে, এই বিবরণীসমূহ সম্মিলিতভাবে কোম্পানির বিভিন্ন কার্যক্রমের একটি সত্য ও ন্যায়সঙ্গত চিত্র তুলে ধরে এবং বিদ্যমান হিসাবরক্ষণ বিধিসমূহ ও কার্যকর আইনসমূহের সাথে সঙ্গতিপূর্ণ;

গ) ব্যবস্থাপনা পরিচালক এবং চীফ ফাইনান্সিয়াল অফিসার এই মর্মে বোর্ডের নিকট আরও প্রত্যয়ন করেছেন যে, এক্ষেত্রে তাদের সর্বোত্তম জ্ঞান ও বিশ্বাস হলো আলোচ্য বছরে কোম্পানি কর্তৃক এমন কোন লেনদেন করা হয়নি যা প্রতারণাপূর্ণ, বেআইনি অথবা কোম্পানির আচরণবিধির পরিপন্থি।

সংরক্ষিত তহবিল

পরিচালকবৃন্দ আলোচ্য বছরে ৩১৯.১৩ মিলিয়ন টাকা নিট মুনাফা সংরক্ষিত তহবিলে স্থানান্তরের প্রস্তাব করেছেন।

পরিচালকবৃন্দ

এই প্রতিবেদনের ১০৮ থেকে ১১১ নম্বর পাতায় বর্তমান পরিচালকদের নাম উল্লেখ করা হয়েছে।

কোম্পানির গঠনতন্ত্রের ৮১ ও ৮৭ অনুচ্ছেদ অনুসারে ৫৩তম বার্ষিক সাধারণ সভায় পরিচালকবৃন্দের অবসর ও পুনঃনির্বাচনের প্রস্তাবনা:

ক) গঠনতন্ত্রের ৮১ নম্বর অনুচ্ছেদের বিধান অনুযায়ী, প্রতি বছর সাধারণ সভায় মোট পরিচালকদের এক-তৃতীয়াংশ অবসর গ্রহণ করবেন অথবা যদি সংখ্যা তিন বা তার গুণিতক না হয়, তবে এক-তৃতীয়াংশের নিকটতম সংখ্যক পরিচালক অবসর নেবেন।
এই অনুচ্ছেদ অনুযায়ী নিম্নোক্ত সদস্য ৫৩তম বার্ষিক সাধারণ সভায় অবসর গ্রহণ করবেন এবং পুনঃনির্বাচনের জন্য প্রার্থী হবেন:

জনাব তানজিব-উল আলম এবং জনাব রাজেশ চাঁদ কৌশিক কোম্পানির সংস্থাপত্রের ধারা ৮১ অনুযায়ী ৫৩তম বার্ষিক সাধারণ সভায় পর্যায়ক্রমে বোর্ড থেকে ইস্তফা দেবেন। একইসাথে, ইস্তফা প্রদানকারী সকল যোগ্য পরিচালককে ৫৩তম বার্ষিক সাধারণ সভায় পুনঃনির্বাচনের জন্য প্রস্তাব করা হয়েছে।

খ) গঠনতন্ত্রের ৮৭ অনুচ্ছেদের বিধান অনুযায়ী, পরিচালনা পর্ষদে কোনো আকস্মিক শূন্যপদ সৃষ্টি হলে, পরিচালকেরা উক্ত পদে কাউকে নিয়োগ দিতে পারেন। তবে ব্যবস্থাপনা পরিচালক ব্যতীত এভাবে নিয়োগপ্রাপ্ত ব্যক্তি পরবর্তী সাধারণ সভা পর্যন্ত পদে বহাল থাকবেন এবং সেই সভার শেষে অবসর গ্রহণ করবেন। তবে তিনি পুনঃনির্বাচনের জন্য যোগ্য থাকবেন:

জনাব মিলান সাধুকান যিনি পূর্ববর্তী বার্ষিক সাধারণ সভার পর গঠনতন্ত্রের ৮৭ অনুচ্ছেদ অনুযায়ী পরিচালনা পর্ষদে নিয়োগপ্রাপ্ত হন, তিনিও অবসর গ্রহণ করছেন এবং পুনঃনির্বাচনের জন্য যোগ্য বিবেচিত হয়েছে।

পরিচালনা পর্ষদ ১৬ ফেব্রুয়ারি ২০২৬ তারিখে জনাব নীরাজ কুমার জুমরানির স্থলাভিষিক্ত হিসেবে জনাব মিলান সাধুকানকে একজন নন-এক্সিকিউটিভ পরিচালক হিসেবে নিয়োগ দেন। জনাব নীরাজ কুমার জুমরানী ১৫ ফেব্রুয়ারি ২০২৬ তারিখে কোম্পানির পরিচালক পদ থেকে অবসর গ্রহণ করেছেন। পরিচালনা পর্ষদ কোম্পানির সঙ্গে তিনি যেসব সময় ছিলেন সেই সময়ে জনাব জুমরানীর কোম্পানির প্রতি অবদানের জন্য তার প্রশংসা নথিভুক্ত করতে আগ্রহী। তাঁর অবদানের জন্য পরিচালনা পর্ষদ আন্তরিক কৃতজ্ঞতা প্রকাশ করছে।

জাতীয় কোষাগারে অবদান

২০২৫ সালে জাতীয় কোষাগারে শুল্ক ও কর বাবদ মোট পরিশোধ ছিল ৬৪৮ মিলিয়ন টাকা, যা ২০২৪ সালের ২,১৩৫ মিলিয়ন টাকা থেকে হ্রাস পেয়েছে।

সংবিধিবদ্ধ নিরীক্ষকবৃন্দ

হোদা ভাসি চৌধুরী অ্যান্ড কোং, চার্টার্ড এ্যাকাউন্টস যোগ্যতাসম্পন্ন হওয়ায় নিয়োগ প্রদান করার ব্যাপারে সুপারিশ করেন।

কমপ্লায়েন্স নিরীক্ষকবৃন্দ

কোম্পানির কমপ্লায়েন্স নিরীক্ষাবৃন্দ আল মুক্তাদির এসোসিয়েটস, চার্টার্ড সেক্রেটারিজ ২০২৪ সালে ৩১ ডিসেম্বর সমাপ্ত বছরের নিরীক্ষা কাজ সম্পন্ন করেছেন। বিএসইসি-এর নতুন বিধি অনুযায়ী এই কর্পোরেট পরিচালনা সংক্রান্ত সনদ যে পেশাদার প্রতিষ্ঠান প্রদান করবে, তাদেরকে বার্ষিক সাধারণ সভায় শেয়ারহোল্ডারগণ কর্তৃক নিয়োগ প্রাপ্ত হতে হবে। BSEC Order # BSEC/CMRRCD/২০০৬-১৫৮/২০৭/Admin/৮০, তারিখ: ৩ জুন ২০১৮ অনুযায়ী কোম্পানির জন্য কমপ্লায়েন্স নিরীক্ষক নিয়োগ করা আবশ্যক। আল মুক্তাদির এসোসিয়েটস, চার্টার্ড সেক্রেটারিজ লিন্ডে বাংলাদেশ লিমিটেডের কমপ্লায়েন্স নিরীক্ষক হিসেবে নিয়োগ পেতে আগ্রহ প্রকাশ করেছেন। বোর্ড ২০২৬ সালের জন্য কোম্পানির কমপ্লায়েন্স অডিটর হিসেবে আল-মুকতাদির অ্যাসোসিয়েটস, চার্টার্ড সেক্রেটারিজ নিয়োগের সুপারিশ করেছে, যা শেয়ারহোল্ডারদের ৫৩তম বার্ষিক সাধারণ সভায় অনুমোদনের বিষয়বস্তু হবে। এই অডিট সেবার জন্য ফি নির্ধারণ করা হয়েছে ভ্যাট ব্যতীত ১,০০,০০০ টাকা।

পরিচালকমন্ডলীর পক্ষে
ঢাকা, ৮ এপ্রিল ২০২৬

অভিজিৎ ব্যানার্জী
পরিচালক ও সভাপতি

ফরিদুল হক সিকদার
ব্যবস্থাপনা পরিচালক

ব্যবস্থাপনা কর্তৃপক্ষের আলোচনা ও বিশ্লেষণ

সার্বিক পর্যালোচনা

লিন্ডে পিএলসির সদস্য লিন্ডে বাংলাদেশ লিমিটেড, শিল্প গ্যাস ব্যবসায় একটি শীর্ষস্থানীয় বহুজাতিক কোম্পানি এবং একটি নীরব অংশীদার হিসেবে জাতির উন্নয়নে অবদান রেখে আসছে। বছরের পর বছর ধরে লিন্ডে বাংলাদেশ দৃঢ় কর্মমূল্যবোধের সাথে একটি শক্তিশালী অন্তর্নিমিত সংস্কৃতি গড়ে তুলেছে এবং শক্তিশালী করেছে, যা ৭২ বছরেরও বেশি সময় ধরে এর কর্মীদের কর্মক্ষমতা এবং কার্যক্রম এবং ব্যবসায়িক ধারাবাহিক সম্প্রসারণের মাধ্যমে প্রতিফলিত হয়েছে।

(ক) আর্থিক বিবরণীসমূহ প্রস্তুত করার ক্ষেত্রে হিসাবরক্ষণ নীতিমালা ও আনুমানিক হিসাব

আন্তর্জাতিক আর্থিক প্রতিবেদন প্রস্তুত মানদন্ড (আই এফ আর এস), কোম্পানিজ অ্যাক্ট ১৯৯৪, সিকিউরিটিজ এন্ড এক্সচেঞ্জ রুলস ২০২০ এর পাশাপাশি বাংলাদেশে বিদ্যমান অন্যান্য আইন এবং নিয়ন্ত্রণমূলক বিধি-বিধান পরিপালন করে আর্থিক দলিলাদি প্রস্তুত করা হয়েছে। সিকিউরিটিজ অ্যান্ড এক্সচেঞ্জ রুলস ২০২০ অনুসারে কার্যক্রম পরিচালনা হতে প্রাপ্ত নগদ অর্থ প্রবাহ সংক্রান্ত বিবরণী প্রত্যক্ষ পদ্ধতির ব্যবহার করে প্রস্তুত করা হয়েছে।

আর্থিক বিবরণীসমূহ ঐতিহাসিক ব্যয় ভিত্তিতে প্রস্তুত করা হয়েছে এবং এক্ষেত্রে দেনা ও ইকুইটি আর্থিক সম্পদসমূহ ও আপৎকালীন বিবেচনা যা ন্যায্য মূল্যে পরিমাপ করা হয়েছে সেগুলো ব্যতিক্রম ধরা হয়েছে। আর্থিক বিবরণীসমূহ বিগত বছরের সাপেক্ষে তুলনামূলক তথ্য প্রদান করে।

আর্থিক বিবরণীসমূহ প্রস্তুতের ক্ষেত্রে বাংলাদেশে প্রয়োগযোগ্য আন্তর্জাতিক হিসাবরক্ষণ মানদন্ড (আইএএস), আন্তর্জাতিক আর্থিক প্রতিবেদন প্রস্তুত মানদন্ড (আইএফআরএস) অনুসরণ করা হয়েছে।

(খ) হিসাবরক্ষণ নীতিমালা ও আনুমানিক হিসাব সংক্রান্ত পরিবর্তনসমূহ

হিসাবরক্ষণ নীতিমালা ও আনুমানিক হিসাবে কোন বড় ধরনের পরিবর্তন নেই। কোম্পানি বিগত বছরের অনুরূপ হিসাবরক্ষণ নীতিমালা ও আনুমানিক হিসাব পদ্ধতি অনুসরণ করেছে এবং এক্ষেত্রে কোন উল্লেখযোগ্য পরিবর্তন পরিলক্ষিত হয়নি। অধিকন্তু, আর্থিক বিবরণীসমূহ প্রস্তুতের ক্ষেত্রে যথাযথ হিসাবরক্ষণ নীতিমালা সুষ্ঠুভাবে প্রয়োগ করা হয়েছে।

(গ) আর্থিক সাফল্য, কার্যক্রম পরিচালনাগত সাফল্যের তুলনামূলক বিশ্লেষণ

২০২৫ সালে আগের বছরের তুলনায় বিক্রয় ৩% বৃদ্ধি পেয়েছে। অপারেশন থেকে লাভ ৪১% বৃদ্ধি পেয়েছে, যার মধ্যে ১৭% এসেছে বেশি বিক্রয় এবং খরচ উৎপাদনশীলতা থেকে। এবং বাকি অংশ হচ্ছে শীতলপুর প্ল্যান্টের একবারের অবমূল্যায়ন খরচের প্রভাব (নোট-২৩) যা পূর্ববর্তী বছর ২০২৪ সালে চার্জ করা হয়েছে। নিট লাভ কমে গেছে পূর্ববর্তী বছরের LIPL থেকে গুরুত্বপূর্ণ একবারের আয়ের কারণে (নোট-২৫)।

আর্থিক এবং অপারেশনাল কর্মক্ষমতা

বিবরণীসমূহ	২০২৫ এমবিডিটি	২০২৪ এমবিডিটি	২০২৩ এমবিডিটি	২০২২ এমবিডিটি	২০২১ এমবিডিটি
রেভিনিউ	২,২৮১	২,২১৪	২,১৬৪	৪,৮৭৩	৫,০৮৩
বিক্রয় খাতে ব্যয়	(১,২১৭)	(১,১৭১)	(১,১০৪)	(২,৮৬৭)	(২,৭৬১)
মোট মুনাফা	১,০৬৪	১০৪৩	১,০৬১	২,০০৬	২,৩২২
পরিচলানা ব্যয়	(৬৮৫)	(৭৭৪)	(৭৩২)	(৮০৮)	(৭৯৩)
কার্যক্রম থেকে মুনাফা	৩৭৯	২৬৯	৩২৮	১,১৯৮	১,৫২৯
নিট বৈদেশিক মুদ্রা লাভ (ক্ষতি)	১১	১১৯	(৭)	(৩৪)	(৪)
LIPL বিক্রি থেকে আয়		৭,৫৭৯	-	-	-
অন্যান্য আয়	৫০	৪৭	৯	১২	২৫
অর্থায়ন ববাদ নিট আয়	১৫	১৬	৩৮	১৮	২৩
ডব্লিউপিপিএফ -তে অবদান রাখার আগে মুনাফা	৪৫৫	৮,০২৯	৩৬৮	১,১৯৫	১,৫৭৩
ডব্লিউপিপিএফ -তে অবদান	(২৩)	(৪০১)	(১৮)	(৬০)	(৭৯)
কর আরোপের আগে মুনাফা	৪৩৩	৭,৬২৮	৩৫০	১,১৩৫	১,৪৯৪
নগদ অর্থ প্রবাহ					
পরিচালনা কর্মকান্ড থেকে নগদ উৎপন্ন	৪৯১	৫০১	৮৫৩	৮৭৬	১,৫৪৬
আয়কর প্রদান	(১২৩)	(১৩৩)	(৩০০)	(৩০৮)	(৩২৩)
সুদ বাবদ আয়	২৭	১৭	৪২	১৬	২৪
পরিচালনা কর্মকান্ড থেকে নিট তহবিল	৩৬৮	৩৬৮	৫৫৩	৫৬৮	১,২২৩
বিনিয়োগ কর্মকান্ড থেকে নিট অর্থ ব্যবহৃত	(১২৮)	৭,৭৫৭	(১১০)	(২০৭)	১,৩২০
আর্থিক কর্মকান্ড থেকে নিট অর্থ ব্যবহৃত	(৬৮৪)	(৮,৭৮২)	(৭৬২)	(৮৪২)	(৬৮৯)
নিট বৃদ্ধি/(হ্রাস) নগদ এবং নগদ সমতুল্যসমূহ	(৪৪৪)	(৬৫৭)	(৩২০)	(৪৮১)	১,৮৫৪
নগদ এবং নগদ সমতুল্যসমূহ- বছরের শুরুতে	১৫৬০	২,২০৪	২,৫২০	২,৯৯৯	১,১৪৫
নগদ এবং নগদ সমতুল্যসমূহ- বছরের শেষে	১১১৬	১,৫৬০	২,২০৪	২,৫২০	২৯৯৯
লভ্যাংশ					
কর পরবর্তী মুনাফা	৩৪৪	৬,৪২১	২২৯	৮৮৩	১২২৬
শেয়ারপ্রতি আয় (BDT)	২২.৬০	৪২১.৯৪	১৫.০২	৫৮.০৪	৮০.৫৫
প্রস্তাবিত চূড়ান্ত লভ্যাংশ	১৫২	৬,৮৪৮	২,৩৪৪	৬৩৯	৮৩৭
স্টক হার	-	-	-	-	-
শেয়ার	১৫,২১৮	১৫,২১৮	১৫,২১৮	১৫,২১৮	১৫,২১৮
শেয়ারপ্রতি লভ্যাংশ (BDT)	১০	৪৫০.০০	১৫৪.০০	৪২.০০	৫৫.০০
পি ই রেশিও-টাইমস	৩৩	২	৯৩	২৪	২০
লভ্যাংশ ঈল্ড (%)	১.৩৩	৪৪.১৪	১১.০২	৩.০০	৩.৪৮
নগদ এবং নগদ সমতুল্যসমূহ- বছরের শেষে	১,১১৬	১,৫৬০	২,২০৪	২,৫২০	২,৯৯৯

*এই বছরের তথ্য একত্রিত সংখ্যার প্রতিনিধিত্ব করে।

(ঘ) সমকক্ষ শিল্প পরিস্থিতির সাথে আর্থিক কর্মক্ষমতার তুলনা

লিন্ডে বাংলাদেশ লিমিটেডের ব্যবসায়িক প্রকৃতি স্টক এক্সচেঞ্জের অন্যান্য তালিকাভুক্ত কোম্পানি থেকে উলেখযোগ্যভাবে ভিন্ন। এর অনন্য কর্মক্ষমতা এবং ব্যবসায়িক মডেলের কারণে, এর আর্থিক অবস্থা এবং নগদ প্রবাহের তুলনা অন্যান্য কোম্পানির সাথে করা অর্থপূর্ণ বা প্রাসঙ্গিক হবে না।

(ঙ) দেশের আর্থিক ও অর্থনৈতিক চিত্র ও বৈশ্বিক অর্থনীতি

বৈশ্বিক অর্থনৈতিক পরিস্থিতি

বিশ্ব অর্থনীতি চ্যালেঞ্জ এবং সুযোগের জটিল প্রেক্ষাপটের মধ্য দিয়ে চলছে। আন্তর্জাতিক মুদ্রা তহবিল (IMF) আংশিক ৩% জিডিপিতে বৃদ্ধি প্রত্যাশা করেছে। এই মন্দার জন্য দায়ী মূলত অব্যাহত বাণিজ্যিক উত্তেজনা, ঋণের বৃদ্ধি এবং বিভিন্ন ভূ-রাজনৈতিক উত্তেজনা, যার মধ্যে রয়েছে মার্কিন যুক্তরাষ্ট্রের পারস্পরিক শুল্ক আরোপ। বৃহৎ অর্থনীতিগুলোর মধ্যে বাণিজ্য সংঘর্ষ বিশ্ব বাণিজ্যে প্রভাব ফেলছে, যেখানে বড় দেশগুলি এক অপরের পণ্যের উপর শুল্ক আরোপ করছে। ফলে সরবরাহ শৃঙ্খলা বিঘ্নিত হচ্ছে, উৎপাদন খরচ বেড়ে যাচ্ছে, এবং ভোক্তা ব্যয় কমেছে। ঋণের বৃদ্ধির স্তর, বিশেষ করে উদীয়মান বাজারে, অর্থনৈতিক স্থিতিশীলতার জন্য একটি গুরুত্বপূর্ণ ঝুঁকি সৃষ্টি করছে। জলবায়ু পরিবর্তনও একটি জরুরি উদ্বেগ হিসেবে বিরাজ করছে, প্রাকৃতিক বিপর্যয়ের ঘনত্ব এবং তীব্রতা বৃদ্ধির কারণে অর্থনৈতিক ক্রিয়াকলাপে প্রভাব পড়ছে।

এই চ্যালেঞ্জগুলো সত্ত্বেও, কিছু উন্নয়ন এবং সুযোগের ক্ষেত্র রয়েছে। প্রযুক্তি এবং উদ্ভাবনের অগ্রগতির দ্বারা পরিচালিত, ডিজিটাল অর্থনীতি সম্প্রসারিত হচ্ছে। উদীয়মান বাজারগুলি, যেমন ভারত এবং আফ্রিকা, বিনিয়োগ এবং বৃদ্ধির জন্য প্রতিশ্রুতিশীল সম্ভাবনা প্রদান করে।।

বাংলাদেশের অর্থনীতি

জুলাই ২০২৪-এর পটপরিবর্তনের পর, অর্থনীতি বর্তমানে ধীরগতির বৃদ্ধি, উচ্চ মুদ্রাস্ফীতি, কম বিনিয়োগকারীর আত্মবিশ্বাস এবং আর্থিক ক্ষেত্রের দুর্বলতার বৃদ্ধির সম্মুখীন হয়েছে। ২০২৫ অর্থবছরের জন্য বাংলাদেশের মহামারীয় অর্থনৈতিক পরিস্থিতি অস্থির এবং অসম পুনরুদ্ধার প্রদর্শন করছে। সবচেয়ে প্রধান মহামারীয় অর্থনৈতিক সমস্যা যার স্থায়ীতা রয়েছে তা হলো মুদ্রাস্ফীতি। তবে, নভেম্বর ২০২৫-এ, প্রধান মুদ্রাস্ফীতি ৮.২৯ শতাংশে কমেছে, মূলত খাদ্যপণ্যের মূল্যের ধীর গতির কারণে, অর্থনীতির সব জায়গায় মূল্য চাপের নরম হওয়ার কারণে নয়। ২০২৫ সালের শেষের দিকে ঐতিহাসিক রাজনৈতিক ঘটনাবলী এবং অর্থনৈতিক চাপের মধ্যে এই সময় শেষ হচ্ছে।

(চ) আর্থিক বিবরণীর সাথে সম্পর্কিত ঝুঁকি ও উদ্বেগের বিষয়সমূহ

লিন্ডে বাংলাদেশ লিমিটেড-এর ঝুঁকি ব্যবস্থাপনা ব্যবস্থা বিদ্যমান রয়েছে এবং সেগুলো নিয়মিত হালনাগাদ ও অভিযোজিত হচ্ছে লিন্ডে গ্রুপের নির্দেশনায়। এই ব্যবস্থাগুলোর কার্যকারিতা গ্রুপের অভ্যন্তরীণ নিরীক্ষক, বৈধ নিরীক্ষক এবং পরিচালনা পর্ষদ দ্বারা পর্যালোচিত হয়।

কোম্পানির ব্যবস্থাপনা ব্যবসার উপর ঝুঁকি মূল্যায়ন করে ঝুঁকি হ্রাসের পরিকল্পনা গ্রহণ করেছে। অডিট কমিটি পরিচালনা পর্ষদকে ঝুঁকি ব্যবস্থাপনা সম্পর্কিত কর্মকাণ্ড পর্যবেক্ষণে সহায়তা করে এবং ঝুঁকি ব্যবস্থাপনা বিষয়াদি তদারকি করে। নিরীক্ষা কার্যক্রমের মধ্যে ঝুঁকির প্রাথমিক শনাক্তকরণ পদ্ধতির পর্যালোচনা অন্তর্ভুক্ত থাকে। অডিট কমিটি বার্ষিক ও পর্যায়ক্রমিক আর্থিক বিবরণী প্রকাশের পূর্বে পরিচালনা পর্ষদকে বিস্তারিতভাবে হালনাগাদ প্রদান করে।

(ছ) কোম্পানির ভবিষ্যৎ পরিকল্পনা, কর্মক্ষমতা ও আর্থিক অবস্থার পূর্বাভাস

বাংলাদেশ ইকোনোমিক জোনস অথরিটি (BEZA) চট্টগ্রামের মিরসরাই অর্থনৈতিক অঞ্চলে একটি নতুন উৎপাদন সুবিধা স্থাপনের জন্য কোম্পানিকে ৫ (পাঁচ) একর শিল্প জমি বরাদ্দের জন্য একটি প্রাথমিক অনুমোদনপত্র প্রদান করেছে। কোম্পানি বর্তমানে দেশের অর্থনৈতিক অবস্থা এবং শিল্প পণ্যের চাহিদার উপর ভিত্তি করে ভবিষ্যতে আরও সম্প্রসারণের সুযোগ অনুসন্ধান করছে, বিশেষত উৎপাদন, শিল্প এবং স্বাস্থ্য খাতে।

(জ) সংশ্লিষ্ট পক্ষের সঙ্গে লেনদেন

কোম্পানি সংশ্লিষ্ট পক্ষগুলোর সাথে লেনদেন এমনভাবে পরিচালনা করে যা আর্মস লেংথ মানদণ্ডের (Arms Length Standard) সাথে সামঞ্জস্যপূর্ণ এবং স্বাভাবিক ব্যবসায়িক কার্যক্রমের মধ্যেই সম্পন্ন হয়। সংশ্লিষ্ট পক্ষগুলোর সাথে যেকোনো লেনদেন কোম্পানির বার্ষিক প্রতিবেদনে সম্পূর্ণভাবে প্রকাশ করা হয়, বিশেষ করে আর্থিক বিবৃতির নোট ৩১-এ। এই নোটে সংশ্লিষ্ট পক্ষগুলোর সাথে সম্পাদিত সমস্ত লেনদেনের বিস্তারিত বিবরণ প্রদান করা হয়েছে, যার মধ্যে লেনদেনের প্রকৃতি, সংশ্লিষ্ট অর্থের পরিমাণ এবং যেকোনো শর্তাবলী অন্তর্ভুক্ত রয়েছে।

কোম্পানি নিশ্চিত করে যে সংশ্লিষ্ট পক্ষগুলোর সাথে সকল লেনদেন ন্যায্য ও স্বচ্ছভাবে পরিচালিত হয় এবং এতে কোনো স্বার্থের সংঘাত সৃষ্টি না হয়। শেয়ারহোল্ডার এবং অন্যান্য স্টেকহোল্ডারদের কাছে এই তথ্য প্রদান করে, কোম্পানিটি তার সংশ্লিষ্ট পক্ষগুলোর সাথে লেনদেনে জবাবদিহিতা ও স্বচ্ছতা বজায় রাখতে এবং তার কার্যক্রমের প্রতি আস্থা ও বিশ্বাস বৃদ্ধি করতে চায়।

ফরিদুল হক সিকদার
ব্যবস্থাপনা পরিচালক

ঢাকা, ৮ এপ্রিল ২০২৬

প্রধান আর্থিক ইতিবৃত্ত

২০২৫ সালের ৩১শে ডিসেম্বর পূর্ববর্তী পাঁচ বছরের কার্যক্রম পরিচালনা সংক্রান্ত ও আর্থিক প্রধান উপাত্তসমূহ:

		২০২০	২০২১	২০২২	২০২৩	২০২৪	২০২৫
রেভিনিউ	টাকা '০০০	৪,৭১১,৪১৭	৫,০৮২,৮৪০	৪,৮৭৩,০০৪	২,১৬৪,৩৩৭	২,২১৪,০৮০	২,২৮১,৪৮১
কর-পূর্ব মুনাফা	"	১,৪৪৪,৮৭৬	১,৪৯৪,৩৪৫	১,১৩৫,০৮৪	৩৪৯,৬৫২	৭,৬২৮,০০৩	৪৩২,৬৭৪
ইবিআইটিডিএ (EBITDA)	"	১,৬৮১,৬৮৪	১,৭৭৪,৫৬৮	১,৪৫৯,৬২৯	৫৮০,২৭০	৭,৯৭৭,৩৭৯	৭০০,৬৬৯
কর বরাদ্দ	"	(৩৭১,২৬৭)	(২৬৮,৫৬৯)	(২৫১,৭৮৯)	১৪৭,৩৫৮	১,২৩১,৪৩৮	১৩৪,৬৮৫
বিলম্বিত কর	"	৩০,৬০২	(৫৪,৬১৭)	১,৯৫৭	(২৬,৩৪৭)	(২৪,৭০১)	(৪৫,৯৯৩)
আয়	"	১,০৭৩,৬০৯	১,২২৫,৭৭৬	৮৮৩,২৯৫	২২৮,৬৪১	৬,৪২১,২৬৬	৩৪৩,৯৮২
প্রস্তাবিত চূড়ান্ত লভ্যাংশ	"	৬০৮,৭৩১	৮৩৭,০০৫	৬৩৯,১৬৮	-	৬০৮,৭৩১	১৫২,১৮৩
অন্তর্বর্তীকালীন লভ্যাংশ প্রদান	"	-	-	-	২৩,৪৩৬,১৫১	৬,২৩৯,৪৯৫	-
সাধারণ সংরক্ষিত তহবিল	"	৫,২৬১,৬৫৪	৫,৮৬৭,৪৭৯	৫,৮৯৬,১৩০	৫,৪৯৭,৮৬০	৩,৩৩৭,৯৩৮	৩,০৪৮,৩৩৫
শেয়ার মূলধন	"	১৫২,১৮৩	১৫২,১৮৩	১৫২,১৮৩	১৫২,১৮৩	১৫২,১৮৩	১৫২,১৮৩
পুনঃমূল্যায়ন বাবদ সংরক্ষণ	"	-	-	-	-	-	-
শেয়ারহোল্ডারদের ইক্যুইটি	"	৫,৪১৩,৮৩৭	৬,০১৯,৬৬২	৬,০৪৮,৩১৩	৫,৬৫০,০৪৩	৩,৪৯০,১২১	৩,২০০,৫১৭
নিট স্থায়ী সম্পত্তি	"	৩,৪৩৬,৯৪৫	৩,৩৭৯,৫৪৭	৩,২৯৮,২২১	২,৭৯৪,৮৩১	২,৬০০,১২১	২,৪৬৭,৩৭২
অবচয় এবং ক্ষতি	"	৩০৯,৯৯৬	৩০৩,০৬২	৩০৫,৯০১	২৫৯,৮৭৪	৩১৮,১৮৩	২৮৩,৩০৩
শেয়ারপ্রতি আয়	টাকা	৭০.৫৫	৮০.৫৫	৫৮.০৪	১৫.০২	৪২১.৯৪	২২.৬০
পি ই রেশিও-টাইমস		১৮	২০	২৪	৯৩	২	৩৩
কর্মচারী হতে মূলধন ফেরত	%	২০	২০	১৫	৪	১৮৪	১১
মোট মুনাফার আনুপাতিক হার	%	৪৭	৪৬	৪১	৪৯	৪৭	৪৭
ইক্যুইটি দেনা বাবদ আনুপাতিক হার-টাইমস		-	-	-	-	-	-
চলতি আনুপাতিক হার-টাইমস		২.৫৭	৩.১০	৩.১৫	২.৮৮	১.৭০	১.৮৫
শেয়ারপ্রতি লভ্যাংশ	টাকা	৪০.০০	৫৫.০০	৪২.০০	১৫৪	৪৫০	১০.০০
লভ্যাংশ	%	৪০০	৫৫০	৪২০	১,৫৪০	৪,৫০০	১০০
শেয়ারপ্রতি নিট সম্পত্তি	টাকা	৩৫৫.৭৫	৩৯৫.৫৫	৩৯৭.৪৪	৩৭১.২৭	২২৯.৩৪	২১০.৩১
শেয়ারপ্রতি পরিচালনা থেকে নগদ প্রবাহ	"	৭৭.৭০	৮০.৩৪	৩৭.৩২	৩৬.৩৩	২৪.২০	২৪.১৬

কনসলিডেটেড আর্থিক অবস্থার বিবরণ

		৩১শে ডিসেম্বর তারিখের	
		২০২৫	২০২৪
	টীকা	টাকা '০০০	টাকা '০০০
সম্পত্তিসমূহ			
সম্পত্তি, প্ল্যান্ট এবং সরঞ্জাম		২,৪৩০,৯৬৬	২,৫৬২,৩৬৪
সম্পত্তির সঠিক ব্যবহার (আরওইউ)		৩৬,৪০৬	৩৭,৭৫৭
অগ্রিম, জমা এবং আগাম পরিশোধ	১০.ক	১৬৩,৬২৯	২২৬,৬৭৯
যে সম্পত্তিসমূহ চলতি নহে		২,৬৩১,০০১	২,৮২৬,৮০০
মজুদ সামগ্রী		৩৩৯,৬৬৭	৩৮৭,১৫৬
বাণিজ্য ও অন্যান্য প্রাপ্যসমূহ		৭৭১,৬৫১	৮৫৫,৫৩৪
অগ্রিম, জমা এবং আগাম পরিশোধ	১০.ক	১১৪,৫৩৮	১৩৯,০১২
নগদ এবং নগদ সমতুল্যসমূহ	১১.ক	১,১১৫,৫৩৫	১,৫৫৯,৫৮৪
নেট চলতি সম্পদ কর		১৫৭,৯৯৬	১৬৯,৭৩২
চলতি সম্পত্তিসমূহ		২,৪৯৯,৩৮৭	৩,১১১,০১৮
মোট সম্পত্তিসমূহ		৫,১৩০,৩৮৮	৫,৯৩৭,৮১৮
ইক্যুইটি			
শেয়ার মূলধন	১২	১৫২,১৮৩	১৫২,১৮৩
ইক্যুইটির অন্যান্য উপাদান		(৭৬,০১৩)	(৫১,১৫৯)
সাধারণ সংরক্ষিত তহবিল/রক্ষিত আয়		৩,১২৩,৫৩৩	৩,৩৮৮,২৯৯
কোম্পানির স্বত্বাধিকারীর অনুকূলে অর্জনযোগ্য ইক্যুইটি		৩,১৯৯,৭০৩	৩,৪৮৯,৩২৩
নিয়ন্ত্রণ-বহির্ভূত সুদ		(০.২২)	(০.২২)
মোট ইক্যুইটি		৩,১৯৯,৭০৩	৩,৪৮৯,৩২২
দায়সমূহ			
কর্মচারিদের কল্যাণ সুবিধাদি-অবর্তমান অংশ		৯৯,৬৫৯	৮৭,৬২১
বিলম্বিত কর দায়সমূহ		১৯৯,৯৪৫	২৫৩,১৫৩
ইজারাকৃত দায়-অবর্তমান অংশ		২১,৮৯৯	২৩,২২৮
অন্যান্য যে দায়সমূহ চলতি নহে		২৬০,১১৭	২৫৫,৩৭০
যে দায়সমূহ চলতি নহে		৫৮১,৬২০	৬১৯,৩৭২
ইজারাকৃত দায়-বর্তমান অংশ		৩,৫৪৪	৫,৯৫৪
কর্মচারিদের কল্যাণ সুবিধাদি-বর্তমান অংশ		৩২,৭০২	২১,৩৪০
বাণিজ্য ও অন্যান্য প্রদেয়		১,১১৩,৮৮৬	১,০৮৩,৫৫৪
খরচ বাবদ বরাদ্দ		৮৮,৬৬০	৫৩৫,৬৭২
দাবীবিহীন লভ্যাংশ		১১০,২৭৩	১৮২,৬০৩
মোট চলতি দায়সমূহ		১,৩৪৯,০৬৫	১,৮২৯,১২৩
মোট দায়সমূহ		১,৯৩০,৬৮৫	২,৪৪৮,৪৯৫
মোট ইক্যুইটি এবং দায়সমূহ		৫,১৩০,৩৮৮	৫,৯৩৭,৮১৮
শেয়ার প্রতি নিট সম্পদ মূল্য (এনএভি)	৩৯.ক	২১০.২৫	২২৯.২৮

সংযুক্ত নোটগুলি এই আর্থিক বিবৃতির একটি অবিচ্ছেদ্য অংশ।

একই তারিখে আমাদের প্রতিবেদন অনুযায়ী

ফরিদুল হক সিকদার
ব্যবস্থাপনা পরিচালক

শেহজাদ মুনিম
পরিচালক

মুহাম্মদ আসাদুজ্জামান
প্রধান হিসাব কর্মকর্তা

আবু মোহাম্মদ নিছার
কোম্পানি সচিব

এ এফ নেসারউদ্দিন, এফসিএ
এনরোলমেন্ট #৪৬৯
সিনিয়ার পার্টনার
কোম্পানির রেজি. # সিএএফ-০০১-০৫৭
হোদা ভাসি চৌধুরী অ্যান্ড কোং
চার্টার্ড অ্যাকাউন্ট্যান্টস

ঢাকা, ৮ এপ্রিল ২০২৬

কনসলিডেটেড লাভ ও ক্ষতি এবং অন্যান্য কমপ্রিহেনসিভ আয়ের বিবরণ

		৩১শে ডিসেম্বর তারিখে সমাপ্ত বছরের	
		২০২৫	২০২৪
	টীকা	টাকা '০০০	টাকা '০০০
রেভিনিউ		২,২৮১,৪৮১	২,২১৪,০৮০
বিক্রিত পণ্যের খরচ		(১,২১৭,২৮০)	(১,১৭১,২৪৭)
মোট মুনাফা		১,০৬৪,২০১	১,০৪২,৮৩৩
পরিচালনা ব্যয়	২৩.ক	(৬৮৫,১২১)	(৭৭৩,৭২১)
পরিচালনাসমূহ হতে মুনাফা		৩৭৯,০৮০	২৬৯,১১২
নিট বৈদেশিক বিনিময় বাবদ আয়/ক্ষতি		১১,১০৩	১১৮,৬৬৬
অন্যান্য আয়		৪৯,৯৩৭	৪৬,৭৪১
LIPL বিক্রি থেকে আয়		-	৭,৫৭৯,৩৪১
নিট আর্থিক আয়		১৫,৩০৯	১৫,৫৪৮
শ্রমিকদের মুনাফা অংশীদারিত্ব তহবিল গঠন-পূর্ব মুনাফা		৪৫৫,৪২৯	৮,০২৯,৪০৮
শ্রমিকদের মুনাফা অংশিদারিত্ব তহবিল		(২২,৭৭২)	(৪০১,৪৭৪)
কর পূর্ব মুনাফা		৪৩২,৬৫৭	৭,৬২৭,৯৩৪
আয়কর বাবদ খরচ		(৮৮,৬৯২)	(১,২০৬,৭৩৭)
বছরের কর-পরবর্তী মুনাফা		৩৪৩,৯৬৫	৬,৪২১,১৯৭
অন্যান্য কমপ্রিহেনসিভ আয়/ক্ষতি			
আইটেম গুলি পুনবায় শ্রেনীবদ্ধ করা হবে না লাভ ক্ষতির জন্য		(৩২,০৭০)	২,৪৮০
সম্পর্কিত কর		৭,২১৬	(৫৫৮)
নির্ধারিত কল্যাণ দায়সমূহ, করের সীমা		(২৪,৮৫৪)	১,৯২২
মোট কমপ্রিহেনসিভ এ বছরের জন্য		৩১৯,১১১	৬,৪২৩,১১৯
মুনাফা হতে অর্জন			
কোম্পানির মালিকানা		৩৪৩,৯৬৫	৬,৪২১,১৯৭
অনিয়ন্ত্রিত সুদসমুহ		-	-
		৩৪৩,৯৬৫	৬,৪২১,১৯৭
মোট কমপ্রিহেনসিভ আয় হতে অর্জন:			
কোম্পানির মালিকানা		৩১৯,১১১	৬,৪২৩,১১৯
অনিয়ন্ত্রিত সুদসমুহ		-	-
		৩১৯,১১১	৬,৪২৩,১১৯
শেয়ারপ্রতি মৌলিক আয়	৪০.ক	২২.৬০	৪২১.৯৪

সংযুক্ত নোটগুলি এই আর্থিক বিবৃতির একটি অবিচ্ছেদ্য অংশ।

একই তারিখে আমাদের প্রতিবেদন অনুযায়ী

ফরিদুল হক সিকদার
ব্যবস্থাপনা পরিচালক

শেহজাদ মুনিম
পরিচালক

মুহাম্মদ আসাদুজ্জামান
প্রধান হিসাব কর্মকর্তা

আবু মোহাম্মদ নিছার
কোম্পানি সচিব

এ এফ নেসারউদ্দিন, এফসিএ
এনরোলমেন্ট #৪৬৯
সিনিয়ার পার্টনার
কোম্পানির রেজি. # সিএএফ-০০১-০৫৭
হোদা ভাসি চৌধুরী অ্যান্ড কোং
চার্টার্ড অ্যাকাউন্ট্যান্টস

ঢাকা, ৮ এপ্রিল ২০২৬

কনসলিডেটেড ইক্যুইটি পরিবর্তনের বিবরণ

	কোম্পানির স্বত্তাধিকারীর অনুকূলে অর্জন				
	শেয়ার মূলধন	ইক্যুইটির অন্যান্য উপাদান	সংরক্ষিত তহবিল/ রক্ষিত আয়	অনিয়ন্ত্রিত সুদসমুহ	মোট ইক্যুইটি
	টাকা '০০০	টাকা '০০০	টাকা '০০০	টাকা '০০০	টাকা '০০০
১লা জানুয়ারি ২০২৫-এ উদ্বৃত্ত	১৫২,১৮৩	(৫১,১৫৯)	৩,৩৮৮,২৯৯	(০.২২)	৩,৪৮৯,৩২৩
এ বছরের মোট কমপ্রিহেনসিভ আয়					-
এ বছরের মুনাফা	-	-	৩৪৩,৯৬৫	(০.০৪)	৩৪৩,৯৬৫
এ বছরের অন্যান্য কমপ্রিহেনসিভ ক্ষতি	-	(২৪,৮৫৪)	-	-	(২৪,৮৫৪)
এ বছরের মোট কমপ্রিহেনসিভ আয়	-	(২৪,৮৫৪)	৩৪৩,৯৬৫	(০.০৪)	৩১৯,১১১
গ্রুপের মালিকদের সাথে লেনদেন					
অবদান এবং বিতরণ					
২০২৪ সালের জন্য চূড়ান্ত লভ্যাংশ প্রদান	-	-	(৬০৮,৭৩১)	-	(৬০৮,৭৩১)
গ্রুপের মালিকদের সাথে মোট লেনদেন	-	-	(৬০৮,৭৩১)	-	(৬০৮,৭৩১)
৩১ ডিসেম্বর ২০২৫ তারিখের হিসাবে উদ্বৃত্ত	১৫২,১৮৩	(৭৬,০১৩)	৩,১২৩,৫৩৩	(০.২৬)	৩,১৯৯,৭০২
১লা জানুয়ারি ২০২৪-এ উদ্বৃত্ত	১৫২,১৮৩	(৫৩,০৮১)	৫,৫৫০,২১১	(০.১৯)	৫,৬৪৯,৩১৪
এ বছরের মোট কমপ্রিহেনসিভ আয়					
এ বছরের মুনাফা	-	-	৬,৪২১,১৯৭	(০.০৪)	৬,৪২১,১৯৭
এ বছরের অন্যান্য কমপ্রিহেনসিভ লাভ	-	১,৯২২	-	-	১,৯২২
এ বছরের মোট কমপ্রিহেনসিভ আয়	-	১,৯২২	৬,৪২১,১৯৭	(০.০৪)	৬,৪২৩,১১৯
গ্রুপের মালিকদের সাথে লেনদেন					
অবদান এবং বিতরণ					
২০২৩ সালের জন্য চূড়ান্ত লভ্যাংশ প্রদান	-	-	(২,৩৪৩,৬১৫)	-	(২,৩৪৩,৬১৫)
২০২৪ সালের জন্য চূড়ান্ত লভ্যাংশ প্রদান	-	-	(৬,২৩৯,৪৯৫)	-	(৬,২৩৯,৪৯৫)
গ্রুপের মালিকদের সাথে মোট লেনদেন	-	-	(৮,৫৮৩,১১০)	-	(৮,৫৮৩,১১০)
৩১ ডিসেম্বর ২০২৪ তারিখের হিসাবে উদ্বৃত্ত	১৫২,১৮৩	(৫১,১৫৯)	৩,৩৮৮,২৯৮	(০.২২)	৩,৪৮৯,৩২২

কনসলিডেটেড নগদ অর্থ প্রবাহের বিবরণ

		৩১শে ডিসেম্বর তারিখে সমাপ্ত বছরের	
		২০২৫	২০২৪
	টীকা	টাকা '০০০	টাকা '০০০
ক. পরিচালনা কর্মকান্ড থেকে নগদ প্রবাহ			
গ্রাহক ও অন্যান্যদের নিকট হতে নগদ প্রাপ্তি		২,৩৭৫,৯৯২	২,২৪১,৫৪০
কর্মচারি ও সরবরাহকারীদের নগদ অর্থ প্রদান		(১,৮৮৫,৪০৮)	(১,৭৪০,৮০১)
পরিচালনা কর্মকান্ড থেকে নগদ উৎপন্ন		৪৯০,৫৮৪	৫০০,৭৩৯
আয়কর প্রদান		(১২২,৯৪৯)	(১৩২,৫০২)
পরিচালনা কর্মকান্ড থেকে নিট তহবিল		৩৬৭,৬৩৫	৩৬৮,২৩৭
খ. বিনিয়োগ কর্মকান্ড থেকে নগদ প্রবাহ			
সম্পত্তি, প্ল্যান্ট এবং সরঞ্জাম একীভূত বাবদ প্রদান		(১৫৬,০৪৪)	(২০৯,৬৯৬)
সম্পত্তি, প্ল্যান্ট এবং সরঞ্জাম বিক্রয়লব্ধ টাকা		৭৭০	১,৬২৫
LIPL-এর শেয়ার বিক্রি থেকে নিট আয়		-	৭,৯৪৭,৬২৪
সুদ বাবদ আয়		২৭,৩৬৬	১৭,০৩৮
বিনিয়োগ কর্মকান্ড থেকে নিট অর্থ ব্যবহৃত		(১২৭,৯০৯)	৭,৭৫৬,৫৯২
গ. আর্থিক কর্মকান্ড থেকে নগদ প্রবাহ			
লভ্যাংশ প্রদান		(৬৮১,০৬১)	(৮,৭৭৮,৮৭০)
ইজারা দায়সমূহ বাবদ ফেরত		(২,৭১৫)	(৩,৩১০)
আর্থিক কর্মকান্ড থেকে নিট অর্থ ব্যবহৃত		(৬৮৩,৭৭৬)	(৮,৭৮২,১৮০)
ঘ. নিট বৃদ্ধি নগদ এবং নগদ সমতুল্যসমূহ (ক+খ+গ)		(৪৪৪,০৪৯)	(৬৫৭,৩৫১)
১ জানুয়ারী তারিখের হিসাবে নগদ এবং নগদ সমতুল্য		১,৫৫৯,৫৮৪	২,২০৪,৩৮০
নগদ অথের উপর বিনিময় হারের ওঠানামার প্রভাব		-	১২,৫৫৫
৩১ ডিসেম্বর তারিখের হিসাবে নগদ এবং নগদ সমতুল্য		১,১১৫,৫৩৫	১,৫৫৯,৫৮৪
শেয়ারপ্রতি পরিচালনা থেকে নগদ প্রবাহ (NOCFPS)	৪১.ক	২৪.১৬	২৪.২০

আর্থিক অবস্থার বিবরণ

		৩১শে ডিসেম্বর তারিখে সমাপ্ত বছরের	
		২০২৫	২০২৪
	টীকা	টাকা '০০০	টাকা '০০০
সম্পত্তিসমূহ			
সম্পত্তি, প্ল্যান্ট এবং সরঞ্জাম	৫	২,৪৩০,৯৬৬	২,৫৬২,৩৬৪
সম্পত্তির সঠিক ব্যবহার (আরওইউ)	৬	৩৬,৪০৬	৩৭,৭৫৭
সাবসিডারি বিনিয়োগ	৭	২০	২০
অগ্রিম, জমা এবং আগাম পরিশোধ	১০	১৬৩,৬২৯	২২৬,৬৭৯
যে সম্পত্তিসমূহ চলতি নহে		২,৬৩১,০২১	২,৮২৬,৮২০
মজুদ সামগ্রী	৮	৩৩৯,৬৬৭	৩৮৭,১৫৬
বাণিজ্য ও অন্যান্য প্রাপ্যসমূহ	৯	৭৭১,৬৫১	৮৫৫,৫৩৪
অগ্রিম, জমা এবং আগাম পরিশোধ	১০	১১৫,২৩০	১৩৯,৬৮৭
নগদ এবং নগদ সমতুল্যসমূহ	১১	১,১১৫,৫১৫	১,৫৫৯,৫৬৪
নিট চলতি সম্পদ কর	১৯	১৫৭,৯৯৬	১৬৯,৭৩২
চলতি সম্পত্তিসমূহ		২,৫০০,০৫৮	৩,১১১,৬৭২
মোট সম্পত্তিসমূহ		৫,১৩১,০৭৯	৫,৯৩৮,৪৯৩
ইক্যুইটি			
শেয়ার মূলধন	১২.২	১৫২,১৮৩	১৫২,১৮৩
ইক্যুইটির অন্যান্য উপাদান		(৭৬,০১৩)	(৫১,১৫৯)
সাধারণ সংরক্ষিত তহবিল/রক্ষিত আয়		৩,১২৪,৩৪৮	৩,৩৮৯,০৯৭
মোট ইক্যুইটি		৩,২০০,৫১৭	৩,৪৯০,১২০
দায়সমূহ			
কর্মচারিদের কল্যাণ সুবিধাদি-অবর্তমান অংশ	১৩	৯৯,৬৫৯	৮৭,৬২১
বিলম্বিত কর দায়সমূহ	১৪.২	১৯৯,৯৪৫	২৫৩,১৫৩
ইজারাকৃত দায়-অবর্তমান অংশ	১৫	২১,৮৯৯	২৩,২২৮
অন্যান্য যে দায়সমূহ চলতি নহে	১৬	২৬০,১১৭	২৫৫,৩৭০
যে দায়সমূহ চলতি নহে		৫৮১,৬১৯	৬১৯,৩৭২
ইজারাকৃত দায়-বর্তমান অংশ	১৫	৩,৫৪৪	৫,৯৫৪
কর্মচারিদের কল্যাণ সুবিধাদি-বর্তমান অংশ	১৩	৩২,৭০২	২১,৩৪০
বাণিজ্য ও অন্যান্য প্রদেয়	১৭	১,১১৩,৮৮৬	১,০৮৩,৫৫৪
খরচ বাবদ বরাদ্দ	১৮	৮৮,৫৩৬	৫৩৫,৫৪৮
দাবীবিহীন লভ্যাংশ	২০	১১০,২৭৩	১৮২,৬০৩
মোট চলতি দায়সমূহ		১,৩৪৮,৯৪১	১,৮২৮,৯৯৯
মোট দায়সমূহ		১,৯৩০,৫৬১	২,৪৪৮,৩৭১
মোট ইক্যুইটি এবং দায়সমূহ		৫,১৩১,০৭৯	৫,৯৩৮,৪৯৩
শেয়ার প্রতি নিট সম্পদ মূল্য (এনএভি)	৩৯	২১০.৩১	২২৯.৩৪

সংযুক্ত নোটগুলি এই আর্থিক বিবৃতির একটি অবিচ্ছেদ্য অংশ।

একই তারিখে আমাদের প্রতিবেদন অনুযায়ী

ফরিদুল হক সিকদার
ব্যবস্থাপনা পরিচালক

শেহজাদ মুনিম
পরিচালক

মুহাম্মদ আসাদুজ্জামান
প্রধান হিসাব কর্মকর্তা

আবু মোহাম্মদ নিছার
কোম্পানি সচিব

এ এফ নেসারউদ্দিন, এফসিএ
এনরোলমেন্ট #৪৬৯
সিনিয়ার পার্টনার
কোম্পানির রেজি. # সিএএফ-০০১-০৫৭
হোদা ভাসি চৌধুরী অ্যান্ড কোং
চার্টার্ড অ্যাকাউন্ট্যান্টস
ডিভিসিঃ২৬০৪১৫০৪৬৯AS২৯১০৫৭

ঢাকা, ৮ এপ্রিল ২০২৬

লাভ ও ক্ষতি এবং অন্যান্য কমপ্রিহেনসিভ আয়ের বিবরণ

		৩১শে ডিসেম্বর তারিখে সমাপ্ত বছরের	
		২০২৫	২০২৪
	টীকা	টাকা '০০০	টাকা '০০০
রেভিনিউ	২১	২,২৮১,৪৮১	২,২১৪,০৮০
বিক্রিত পণ্যের খরচ	২২	(১,২১৭,২৮০)	(১,১৭১,২৪৭)
মোট মুনাফা		১,০৬৪,২০১	১,০৪২,৮৩৩
পরিচালনা ব্যয়	২৩	(৬৮৫,১০৪)	(৭৭৩,৬৫২)
পরিচালনাসমূহ হতে মুনাফা		৩৭৯,০৯৭	২৬৯,১৮১
নিট বৈদেশিক বিনিময় বাবদ ক্ষতি		১১,১০৩	১১৮,৬৬৬
অন্যান্য আয়	২৪	৪৯,৯৩৭	৪৬,৭৪১
LIPL বিক্রি থেকে আয়	২৫	-	৭,৫৭৯,৩৪১
নট আর্থিক আয়	২৬	১৫,৩০৯	১৫,৫৪৮
শ্রমিকদের মুনাফা অংশীদারিত্ব তহবিল গঠন-পূর্ব মুনাফা		৪৫৫,৪৪৬	৮,০২৯,৪৭৭
শ্রমিকদের মুনাফা অংশিদারিত্ব তহবিল	২৭	(২২,৭৭২)	(৪০১,৪৭৪)
কর পূর্ব মুনাফা		৪৩২,৬৭৪	৭,৬২৮,০০৩
আয়কর বাবদ খরচ	১৪	(৮৮,৬৯২)	(১,২০৬,৭৩৭)
বছরের কর-পরবর্তী মুনাফা		৩৪৩,৯৮২	৬,৪২১,২৬৬
অন্যান্য কমপ্রিহেনসিভ আয়			
আইটেম গুলি পুনবায় শ্রেনীবদ্ধ করা হবে না লাভ ক্ষতির জন্য		(৩২,০৭০)	২,৪৮০
সম্পর্কিত কর		৭,২১৬	(৫৫৮)
নির্ধারিত কল্যাণ দায়সমূহ, করের সীমা		(২৪,৮৫৪)	১,৯২২
মোট কমপ্রিহেনসিভ এ বছরের জন্য		৩১৯,১২৮	৬,৪২৩,১৮৮
শেয়ারপ্রতি মৌলিক আয়	৪০	২২.৬০	৪২১.৯৪

সংযুক্ত নোটগুলি এই আর্থিক বিবৃতির একটি অবিচ্ছেদ্য অংশ।

একই তারিখে আমাদের প্রতিবেদন অনুযায়ী

ফরিদুল হক সিকদার
ব্যবস্থাপনা পরিচালক

শেহজাদ মুনিম
পরিচালক

মুহাম্মদ আসাদুজ্জামান
প্রধান হিসাব কর্মকর্তা

আবু মোহাম্মদ নিছার
কোম্পানি সচিব

এ এফ নেসারউদ্দিন, এফসিএ
এনরোলমেন্ট #৪৬৯
সিনিয়ার পার্টনার
কোম্পানির রেজি. # সিএএফ-০০১-০৫৭
হোদা ভাসি চৌধুরী অ্যান্ড কোং
চার্টার্ড অ্যাকাউন্ট্যান্টস
ডিভিসিঃ২৬০৪১৫০৪৬৯AS২৯১০৫৭

ঢাকা, ৮ এপ্রিল ২০২৬

ইক্যুইটি পরিবর্তনের বিবরণ

	কোম্পানির স্বত্তাধিকারীর অনুকূলে অর্জন			
	শেয়ার মূলধন	ইক্যুইটির অন্যান্য উপাদান	সংরক্ষিত তহবিল/ রক্ষিত আয়	মোট ইক্যুইটি
	টাকা '০০০	টাকা '০০০	টাকা '০০০	টাকা '০০০
১লা জানুয়ারি ২০২৫-এ উদ্বৃত্ত	১৫২,১৮৩	(৫১,১৫৯)	৩,৩৮৯,০৯৭	৩,৪৯০,১২০
এ বছরের মোট কমপ্রিহেনসিভ আয়				
এ বছরের মুনাফা	-	-	৩৪৩,৯৮২	৩৪৩,৯৮২
এ বছরের অন্যান্য কমপ্রিহেনসিভ (ক্ষতি)/আয়	-	(২৪,৮৫৪)	-	(২৪,৮৫৪)
এ বছরের মোট কমপ্রিহেনসিভ আয়	-	(২৪,৮৫৪)	৩৪৩,৯৮২	৩১৯,১২৮
গ্রুপের মালিকদের সাথে লেনদেন				
অবদান এবং বিতরণ				
২০২৪ সালের জন্য চুড়ান্ত লভ্যাংশ প্রদান	-	-	(৬০৮,৭৩১)	(৬০৮,৭৩১)
গ্রুপের মালিকদের সাথে মোট লেনদেন	-	-	(৬০৮,৭৩১)	(৬০৮,৭৩১)
৩১ ডিসেম্বর ২০২৫ তারিখের হিসাবে উদ্বৃত্ত	১৫২,১৮৩	(৭৬,০১৩)	৩,১২৪,৩৪৮	৩,২০০,৫১৮
১লা জানুয়ারি ২০২৪-এ উদ্বৃত্ত	১৫২,১৮৩	(৫৩,০৮১)	৫,৫৫০,৯৪১	৫,৬৫০,০৪৩
এ বছরের মোট কমপ্রিহেনসিভ আয়				
এ বছরের মুনাফা	-	-	৬,৪২১,২৬৬	৬,৪২১,২৬৬
এ বছরের অন্যান্য কমপ্রিহেনসিভ আয়/(ক্ষতি)	-	১,৯২২	-	১,৯২২
এ বছরের মোট কমপ্রিহেনসিভ আয়	-	১,৯২২	৬,৪২১,২৬৬	৬,৪২৩,১৮৮
গ্রুপের মালিকদের সাথে লেনদেন				
অবদান এবং বিতরণ				
২০২৩ সালের জন্য চূড়ান্ত লভ্যাংশ প্রদান	-	-	(২,৩৪৩,৬১৫)	(২,৩৪৩,৬১৫)
২০২৪ সালের জন্য অন্তর্বর্তীকালীন লভ্যাংশ প্রদান	-	-	(৬,২৩৯,৪৯৫)	(৬,২৩৯,৪৯৫)
গ্রুপের মালিকদের সাথে মোট লেনদেন	-	-	(৮,৫৮৩,১১০)	(৮,৫৮৩,১১০)
৩১ ডিসেম্বর ২০২৪ তারিখের হিসাবে উদ্বৃত্ত	১৫২,১৮৩	(৫১,১৫৯)	৩,৩৮৯,০৯৭	৩,৪৯০,১২০

নগদ অর্থ প্রবাহের বিবরণ

		৩১শে ডিসেম্বর তারিখে সমাপ্ত বছরের	
		২০২৫	২০২৪
	টীকা	টাকা '০০০	টাকা '০০০
ক. পরিচালনা কর্মকান্ড থেকে নগদ প্রবাহ			
গ্রাহক ও অন্যান্যদের নিকট হতে নগদ প্রাপ্তি		২,৩৭৫,৯৯২	২,২৪১,৫৪০
কর্মচারি ও সরবরাহকারীদের নগদ অর্থ প্রদান		(১,৮৮৫,৩৯১)	(১,৭৪০,৭৩২)
পরিচালনা কর্মকান্ড থেকে নগদ উৎপন্ন		৪৯০,৬০১	৫০০,৮০৭
আয়কর প্রদান		(১২২,৯৪৯)	(১৩২,৫০২)
পরিচালনা কর্মকান্ড থেকে নিট তহবিল		৩৬৭,৬৫৩	৩৬৮,৩০৫
খ. বিনিয়োগ কর্মকান্ড থেকে নগদ প্রবাহ			
সম্পত্তি, প্ল্যান্ট এবং সরঞ্জাম একীভূত বাবদ প্রদান		(১৫৬,০৪৪)	(২০৯,৬৯৬)
সম্পত্তি, প্ল্যান্ট এবং সরঞ্জাম বিক্রয়লব্ধ টাকা		৭৭০	১,৬২৫
LIPL-এর শেয়ার বিক্রি থেকে নিট আয়		-	৭,৯৪৭,৬২৪
সুদ বাবদ আয়		২৭,৩৬৬	১৭,০৩৮
বিনিয়োগ কর্মকান্ড থেকে নিট অর্থ ব্যবহৃত		(১২৭,৯০৮)	৭,৭৫৬,৫৯২
গ. আর্থিক কর্মকান্ড থেকে নগদ প্রবাহ			
লভ্যাংশ প্রদান		(৬৮১,০৬১)	(৮,৭৭৮,৮৭০)
ইজারা দায়সমূহ বাবদ ফেরত		(২,৭১৫)	(৩,৩১০)
সাবসিডিয়ারিকে অর্থ প্রদান করা হয়েছে		(১৭)	(৬৯)
আর্থিক কর্মকান্ড থেকে নিট অর্থ ব্যবহৃত		(৬৮৩,৭৯৩)	(৮,৭৮২,২৪৯)
ঘ. নিট হ্রাস নগদ এবং নগদ সমতুল্যসমূহ (ক+খ+গ)		(৪৪৪,০৪৯)	(৬৫৭,৩৫১)
১ জানুয়ারী তারিখের হিসাবে নগদ এবং নগদ সমতুল্য		১,৫৫৯,৫৬৪	২,২০৪,৩৬০
নগদ অর্থের উপর বিনিময় হারের ওঠানামার প্রভাব		-	১২,৫৫৫
৩১ ডিসেম্বর তারিখের হিসাবে নগদ এবং নগদ সমতুল্য		১,১১৫,৫১৫	১,৫৫৯,৫৬৪
শেয়ারপ্রতি পরিচালনা থেকে নগদ প্রবাহ (NOCFPS)	৪১	২৪.১৬	২৪.২০

Audited Accounts of Subsidiary Company

BOC Bangladesh Limited

Independent Auditor's Report and Financial Statements
as at and for the year ended 31 December 2025

Contents.

132 Report of the Board of Directors.

133 Independent Auditors' Report to the Shareholders.

134 Statement of Financial Position.

136 Statement of Profit or Loss and other Comprehensive Income.

137 Statement of Changes in Equity.

138 Statement of Cash Flow.

139 Notes to the Financial Statements.

Report of the Board of Directors.

The Directors are pleased to present the audited accounts of the Company for the year ended 31 December 2025.

Operations

The Company has not carried out any business during the year ended 31 December 2025.

Financial Results

During the year under review the Company did not earn any Revenue (in 2024 Revenue earned was Taka nil). Pre-tax and Post-tax loss for the year was Taka 17,250 and Taka 69,000 respectively (Taka 69,000 and Taka 69,000 in 2023 for both Pre-tax and Post-tax).

Dividend

No dividend is being recommended by the Directors for the year under review.

Reserves

The loss of Taka 17,250 has been adjusted against Reserve and Surplus balance brought forward.

Directors

Mr. C Muralidhara retires under Article 35 of the Articles of Association of the Company and being eligible, offers himself for re-election.

Mr. Muhammad Asaduzzaman having been appointed to the Board since the last Annual General Meeting under the provision of Article 37 also retires and being eligible, offers himself for re-election.

Auditors

The Auditors, Hoda Vasi Chowdhury & Co., Chartered Accountants, being eligible, offer themselves re-appointment.

Dhaka, 8 April 2026



Faridul Hoque Sikder
Chairman

Independent Auditors' Report to the Shareholders.

Report of the Audit of the Financial Statements

Opinion

We have audited the financial statements of BOC Bangladesh Limited (hereinafter referred to as "the Company"), which comprise the statement of financial position as at 31 December 2025, statement of profit or loss and other comprehensive income, statement of changes in equity and statement of cash flows for the year ended 31 December 2025 and a summary of significant accounting policies and other explanatory information.

In our opinion, the accompanying financial statements give a true and fair view of the financial position of the Company as at 31 December 2025, and of its financial performance and its cash flows for the year then ended in accordance with International Financial Reporting Standards (IFRSs) and other applicable laws and regulations.

Basis for Opinion

We have 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) together with ethical requirements that are relevant to our audit of the financial statements in Bangladesh and we have fulfilled other ethical responsibilities in accordance with these ethical requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion..

Material Uncertainty Related to Going Concern

We draw attention to note # 3 to the accompanying financial statements where the management has explained that the parent of the Company, Linde Bangladesh Limited, has confirmed to provide financial support to the Company in the foreseeable future whenever it is required. During the year, the Company incurred a net loss of BDT 17,250 and as of the date, the Company's accumulated losses stood at BDT 816,500. As stated in note # 3, these events and conditions indicate that a material uncertainty exists that may cast significant doubt on the Company's ability as going concern.

Our opinion is not modified in respect of this matter.

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

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

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

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

Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement,

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

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

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

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of internal control;

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management;

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

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

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

Report on Other Legal and Regulatory Requirements

In accordance with the Companies Act, 1994 and International Standards on Auditing (ISAs), we also report the following:

a. We have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit and made due verification thereof;

b. In our opinion, proper books of account as required by law have been kept by the Company so far as it appeared from our examination of those books;

c. The statement of financial position and the statement of profit or loss and other comprehensive income along with the annexed notes 1 to 12 dealt with by the report are in agreement with the books of account; and

d. The expenditures incurred and payments made were for the purposes of the Company's affairs.

Dhaka, 8 April 2026



A F Nesaruddin, FCA
Enrolment # 469
Senior Partner
Firm Reg. # CAF-001-057
Hoda Vasi Chowdhury & Co
Chartered Accountants
DVC: 2604150469AS291042

Statement of Financial Position.

	Notes	as at 31 December 2025	2024
		Taka	Taka
ASSETS			
Non-current assets		-	-
Current assets			
Cash and cash equivalents		20,000	20,000
		20,000	20,000
Total assets		20,000	20,000
EQUITY AND LIABILITIES			
Shareholders' equity			
Share capital	7	20,000	20,000
Accumulated losses		(816,500)	(799,250)
		(796,500)	(779,250)
Non-current liabilities		-	-
Current liabilities			
Current account with Linde Bangladesh Limited	8	692,250	675,000
Provision for tax	9	-	-
Provision for expenses	10	124,250	124,250
		816,500	799,250
Total liabilities		816,500	799,250
Total equity and liabilities		20,000	20,000

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

Dhaka, 8 April 2026

As per our report of same date



Faridul Hoque Sikder
Chairman



Muhammad Asaduzzaman
Managing Director



Abu Mohammad Nisar
Company Secretary



A F Nesaruddin, FCA
Enrolment # 469
Senior Partner
Firm Reg. # CAF-001-057
Hoda Vasi Chowdhury & Co
Chartered Accountants
DVC: 2604150469AS291042

Statement of Profit or Loss and other Comprehensive Income.

	Note	for the year ended 31 December 2025 Taka	2024 Taka
Revenue		-	-
Cost of sales		-	-
Gross profit		-	-
Operating expenses	11	(17,250)	(69,000)
Loss before tax		(17,250)	(69,000)
Income tax expenses		-	-
Loss for the year		(17,250)	(69,000)
Other comprehensive income		-	-
Total comprehensive loss for the period		(17,250)	(69,000)

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

Dhaka, 8 April 2026

As per our report of same date

Faridul Hoque Sikder
Chairman

Muhammad Asaduzzaman
Managing Director

Abu Mohammad Nisar
Company Secretary

A F Nesaruddin, FCA
Enrolment # 469
Senior Partner
Firm Reg. # CAF-001-057
Hoda Vasi Chowdhury & Co
Chartered Accountants
DVC: 2604150469AS291042

Statement of Changes in Equity.

	Attributable to the owners of the Company		
	Share capital	Accumulated loss	Total equity
	Taka	Taka	Taka
Balance at 01 January 2025	20,000	(799,250)	(779,250)
Loss for the year	-	(17,250)	(17,250)
Other comprehensive income for the year	-	-	-
Balance as at 31 December 2025	20,000	(816,500)	(796,500)
Balance at 01 January 2024	20,000	(730,250)	(710,250)
Loss for the year	-	(69,000)	(69,000)
Other comprehensive income for the year	-	-	-
Balance as at 31 December 2024	20,000	(799,250)	(779,250)

Dhaka, 8 April 2026

As per our report of same date

Faridul Hoque Sikder
Chairman

Muhammad Asaduzzaman
Managing Director

Abu Mohammad Nisar
Company Secretary

Statement of Cash Flow.

	for the year ended 31 December	
	2025	2024
	Taka	Taka
Cash flows from operating activities		
Loss before tax	(17,250)	(69,000)
Cash flows from operations before changes in working capital	(17,250)	(69,000)
Changes in working capital		
Provision for expenses	-	-
Sundry creditors	-	-
Increase in current account with Linde Bangladesh Limited	17,250	69,000
Net cash from operating activities	-	-
Net cash from investing activities	-	-
Net cash from financing activities	-	-
Net increase in cash and cash equivalents	-	-
Cash and cash equivalents at begining of the year	20,000	20,000
Cash and cash equivalents at end of the year	20,000	20,000

Dhaka, 8 April 2026

As per our report of same date

Faridul Hoque Sikder
Chairman

Muhammad Asaduzzaman
Managing Director

Abu Mohammad Nisar
Company Secretary

Notes to the Financial Statements.

1. Reporting entity

1.1 Company profile

BOC Bangladesh Limited ("the Company") was incorporated as a private limited company on 16 February 2012. The address of the registered office is 285, Tejgaon I/A, Dhaka-1208, Bangladesh. The Company is a subsidiary of Linde Bangladesh Limited.

1.2 Nature of business

The Company has not carried out any business activity during the year.

2. Basis of accounting

These financial statements have been prepared in accordance with International Financial Reporting Standards (IFRSs). These were authorised for issue by the Board of Directors on 8 April 2026.

The Company has consistently (otherwise as stated) applied the following accounting policies to all periods presented in these financial statements.
A. Income tax
B. Share capital
C. Provisions
D.Reporting period

A. Income tax

Current tax is the expected tax payable or receivable on the taxable income or loss for the year, using tax rates enacted or substantively enacted at the reporting date, and any adjustment to tax payable in respect of previous years. The amount of current tax payable or receivable is the best estimate of the tax amount expected to be paid or received that reflects uncertainty related to income taxes, if any. It is measured using tax rates enacted or substantively enacted at the reporting date. The applicable tax rate for the Company is 27.5%. Provision for taxation has been made on this basis which is compliant with the Finance Act, 2024.

B. Share capital

Only ordinary shares are classified as equity. Incremental cost directly attributable to the issue of ordinary shares are recognised as a deduction from equity, income tax relating to the transaction costs of an equity transaction is accounted for in accordance with IAS 12.

Paid up share capital represents total amount contributed by the shareholders. Holders of ordinary shares are entitled to receive dividends as declared from time to time and are entitled to vote at shareholders' meetings.

C. Provisions

A provision is recognised in the statement of financial position when the Company has a legal or constructive obligation as a result of past event and it is probable that an outflow of economic benefits will be required to settle the obligation and the amount of the provision can be measured reliably in accordance with IAS 37- "Provisions, Contingent Liabilities and Contingent Assets".

The amount recognised is the best estimate of the consideration required to settle the present obligation at the reporting date, taking into account the risks and uncertainties surrounding the obligation at the date. Where a provision is measured using the cash flows estimated to settle the present obligation, its carrying amount is determined based on the present value of those cash flows.

D. Reporting period

The financial period of the Company covers one year from 01 January to 31 December. These financial statements were prepared for twelve months from 01 January to 31 December 2025.

3. Going concern assumption

The financial statements of the Company are prepared on a going concern basis. The Company has no business activity for more than 5 years. The accumulated loss of the Company is BDT 816,500 resulting in negative equity of BDT 796,500. These events indicate a material uncertainty which may cast significant doubt on the Company's ability to continue as going concern.

However, the parent of the Company, Linde Bangladesh Limited has confirmed to provide financial support to the Company in the foreseeable future whenever it is required and at least for a period of twelve months. Hence, going concern basis for preparing these financial statements has been considered to be appropriate.

4. Functional and presentation currency

These financial statements are presented in BDT/Taka/Tk, which is the functional currency of the Company. All amounts have been rounded to the nearest BDT/Taka/Tk, unless otherwise indicated.

5. Basis of measurement

The financial statements have been prepared on the historical cost basis. Historical cost is generally based on the fair value of the consideration given in exchange for goods and services.

6. Accounting standards issued but not yet effective

A number of new accounting standards are effective for annual periods beginning after 31 December 2024 and earlier application is permitted. However, the Company has not early adopted the following new or amended accounting standards in preparing these financial statements.

The following new and amended accounting standards are not expected to have a significant impact on the Company's financial statements:
- Lease Liability in a Sale and Leaseback (Amendments to IFRS 16); and
- Lack of Exchangeability (Amendments to IAS 21).

		31 December 2025	31 December 2024
7.	**Share capital**	Taka	Taka
	Authorised capital:		
	10,000 ordinary shares of Tk 10 each	100,000	100,000
	Issued, subscribed and paid up capital:		
	2,000 ordinary shares of Tk 10 each	20,000	20,000

Shareholding position:

	2025		2024	
Name of shareholders	No. of share	Value (Tk.)	No. of share	Value (Tk.)
Linde Bangladesh Limited	1,999	19,990	1,999	19,990
Mr. Faridul Hoque Sikder	1	10	1	10
	2,000	20,000	2,000	20,000

		31 December 2025	31 December 2024
		Taka	Taka
8.	**Current account with Linde Bangladesh Limited**		
	Current account with Linde Bangladesh Limited	692,250	675,000
9.	**Provision for tax**	-	-

As per the Income Tax Act, 2023, the Company has to pay tax at the rate applicable to the Company subject to a minimum tax at the rate of 0.60% of the gross receipts from all sources for that year. Since the Company had no receipts from any source during the year, no tax is provided for.

10.	**Provision for expense**		
	Audit fees	57,250	57,250
	Tax consultancy fees	55,750	55,750
	Others	11,250	11,250
		124,250	124,250
11.	**Operating expenses**		
	Audit fees	17,250	17,250
	Tax consultancy fees	-	51,750
		17,250	69,000

12. **Events after the reporting period**

Events after the statement of financial position date that provide additional information about the Company's position at the statement of financial position date are reflected in the financial statements,if any. Events after statement of financial position date that are non-adjusting events are disclosed in the notes when material.

Range of Products and Services.



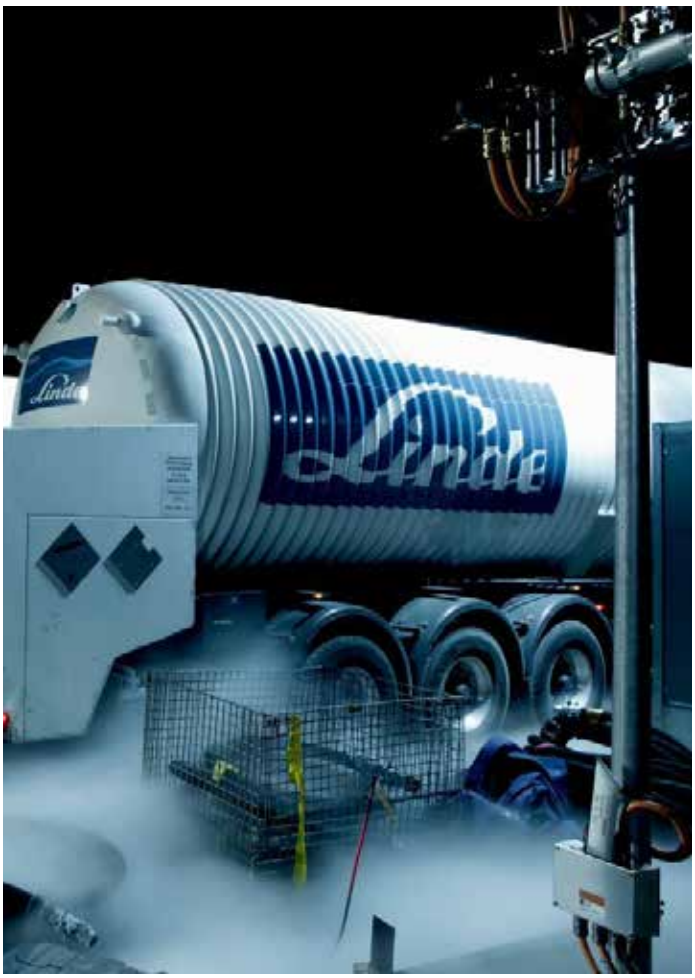
Industrial gases

- Liquid oxygen
- Liquid nitrogen
- Liquid argon
- Liquid carbon dioxide
- Compressed oxygen
- Compressed nitrogen
- Compressed argon
- CORGON (Shielding Gas)
- Lamp gas
- Dissolved acetylene
- Carbon dioxide
- Dry ice
- Hydrogen
- Compressed air
- Refrigerant gases
- Fire suppression gas & system
- Helium
- Sulphur hexafluoride
- Sulphur dioxide
- Special gases & gas mixtures
- Any other gas on request

Medical gases & equipment

- Medical oxygen liquid
- Medical oxygen compressed
- Nitrous oxide
- Entonox
- Sterilizing gases
- Medical Carbon-di-Oxide
- Medical Compressed Air
- Medical Gases Cylinders
- Oxytherapy Set
- Oxygen Concentrator
- Humidifier
- Medical Gases Pipeline Items
- Other Medical Gases on Request




Linde









Linde Bangladesh Limited: Form of Proxy.

I/We ..... (name)

of ..... (address)

being a shareholder of Linde Bangladesh Limited hereby appoint, another member of the Company.

* Mr/Mrs/Miss ..... (name)

of ..... (address)

as my proxy, to attend on my/our behalf at the 53rd Annual General Meeting (Virtual) of the Company to be held on Wednesday 10 June 2026 at 11:00 am and at any adjournment of the meeting or any poll that may be taken in consequence thereof and to vote on my behalf as he /she thinks fit on all Resolutions.

As witness my/our hand this ..... day of ..... 2026.

.....	.....	.....	.....
Signed (shareholder/s)	Folio/BO ID #	Signed (Proxy)	Folio BO ID #

Affix revenue stamp Tk.100.00
(Also see notes on reverse)

Linde Bangladesh Limited

Shareholder's attendance slip
I hereby record my presence at the 53rd Annual General Meeting (Virtual) of Linde Bangladesh Limited on Wednesday 10 June 2026.

.....	.....	.....
Name	Folio/BO ID #	Signature

Notes

1 A member eligible to attend the Annual General Meeting is entitled to appoint a proxy to attend and vote on his/her behalf. No person shall act as proxy unless he/she is entitled to be present and vote in his/her own right. The "Proxy Form", duly filled, signed and stamped at BDT 100 must be sent through email to Linde Bangladesh Limited Share Office at info.bd@linde.com no later than 72 hours before commencement of the AGM.

Notes.

Published by

Linde Bangladesh Limited
Corporate Office
285 Tejgaon Industrial Area, Dhaka 1208, Bangladesh
Phone +88 02 226603841-44
www.linde.com.bd