NPOLY™
NATIONAL POLYMER
আস্থা ও নির্ভরতায়

ANNUAL REPORT
2024-2025



NATIONAL POLYMER INDUSTRIES PLC.



National Productivity and Quality Excellence Award - 2021

Awarded by the Ministry of Industry of the Government of Bangladesh in recognition of contribution to increase the productivity and quality of the company in Large Industry Category (Plastic) of Bangladesh.

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LETTER OF TRANSMITTAL

December 14, 2025

The Shareholders
Bangladesh Securities and Exchange Commission
Registrar of Joint Stock Companies & Firms
Dhaka Stock Exchange PLC.
Chittagong Stock Exchange PLC.

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

Dear Sir(s)

We are pleased to enclose herewith the Annual Report of National Polymer Industries PLC. together with the Audited Financial Statements comprising the Statement of Financial Position, Statement of Profit or Loss and Other Comprehensive Income, Statement of Changes in Equity and Statement of Cash Flows for the year ended June 30, 2025 along with the notes thereon and other relevant reports and statements for your kind information and records.

Yours sincerely
For National Polymer Industries PLC.



(Md. Abdul Maleque)
Company Secretary

NOTICE OF THE 38TH ANNUAL GENERAL MEETING (AGM)

Notice is hereby given that the 38th Annual General Meeting (AGM) of National Polymer Industries PLC. will be held on **Tuesday, December 30, 2025 at 11:00 AM** (Bangladesh Standard Time) virtually by using the **Digital Platform (Link: https://nationalpolymer.bdvirtualagm.com)** to transact the following businesses:

AGENDA

1. To receive, consider and adopt the Audited Financial Statements of the company for the year ended June 30, 2025 together with the reports of the Directors and the Auditors thereon;
2. To declare dividend for the year ended June 30, 2025;
3. To elect/re-elect Directors of the Company;
4. To approve the appointment of Independent Director(s) of the Company;
5. To appoint Statutory Auditors of the Company for the year 2025-2026 and to fix their remuneration;
6. To appoint Corporate Governance Compliance Auditors for the year 2025-2026 and to fix their remuneration.

Dated: Dhaka
December 07, 2025

By order of the Board

(Md. Abdul Maleque)
Company Secretary

Notes:

1. **The 'Record Date' was on November 16, 2025.** The Shareholders, whose names were recorded in the Depository Register on the Record Date, i.e. November 16, 2025. are eligible to join and vote in the AGM and to receive dividend.
2. The Shareholder entitled to join and vote at the AGM may appoint a Proxy to join and vote on his/her behalf. The Proxy Form, duly completed and stamped with a revenue stamp of Tk. 100 must be deposited at the Shares Department of the Company or the scanned copy of the proxy form must be sent through the email: **np3@npoly.net** not later than 48 hours before the time fixed for the AGM.
3. Pursuant to the BSEC Notification No. BSEC/CMRRCD/2006-158/208/Admin/81; dated 20 June 2018, the soft copy of Annual Report 2024-2025 will be sent to the shareholders through their email addresses as available in their BO Accounts on the record date. The soft copy Annual Report 2024-2025 will also be available at the Company's website at: **www.nationalpolymer.net.** The Shareholders can also collect the printed copy of the same from the Company's Shares Department.
4. The Corporate Shareholders are required to send their authorization letter through the email: **np3@npoly.net** to join the meeting at least 48 hours before the commencement of the meeting.
5. The AGM Link: https://nationalpolymer.bdvirtualagm.com will be sent to the respective shareholders through their e-mail addresses and also through SMS to their mobile numbers as available in their BO Accounts on the record date.
6. The Shareholders will be able to submit their questions/comments and vote electronically before 48 hours of commencement of the AGM and during the AGM.

COMPANY AT A GLANCE

National Polymer Industries PLC was incorporated as a Public Limited Company in 1987 and commenced commercial operations in the same year. The Company was listed on the Dhaka Stock Exchange in 1991 and on the Chittagong Stock Exchange in 1995. It currently operates with an authorized capital of Tk. 3,000.00 million and a paid-up capital of Tk. 729.84 million. Over its 38 years journey, National Polymer has earned a strong reputation as a trusted and respected brand in the market.

National Polymer is actively engaged in manufacturing a wide range of plastic products for building, construction, sanitation and irrigation applications. Its production facilities combine skilled manpower with modern technology and state-of-the-art machinery to ensure operational excellence.

Today, National Polymer remains a prominent market player, backed by a strong brand image, high-quality products, focused sales and marketing efforts and a well-established record of timely delivery. To meet the rising demand both in domestic and international, the Company has expanded its production capacity from initial 500 MT to 75,500 MT.

Driven by its commitment to serving customers, shareholders and other stakeholders, the Company emphasizes continuous improvement and operational excellence. National Polymer has diversified its product range and continues to grow as one of Bangladesh's leading industrial conglomerates. Its extensive distribution network covers the entire country, enabling effective nationwide reach.

National Polymer upholds stringent quality standards and provides highly professional services to meet the customers' expectation. Its dedication to quality has earned it internationally recognized certifications, including ISO 9001:2015 (Quality Management System), ISO 14001:2015 (Environmental Management System) and ISO 45001:2018 (Occupational Health and Safety Management System), certified by A Cube TIC Ltd., UK. The Company is also certified under IS 4985:2021 and IS 13592:2013 by the Bureau of Indian Standards.

In recognition of its contributions to increase the industrial productivity and quality, National Polymer Industries PLC. received the 1st Prize of the National Productivity and Quality Excellence Award 2021 under the Large Industry Category (Plastic) from the Ministry of Industries, Government of Bangladesh. The Company has also been honored with the Excellence Award 2025 as the Pioneer of Pipe & Fittings Manufacturing in Bangladesh by the Digital Media Forum.

VISION, MISSION, OBJECTIVES AND CORE VALUES

VISION

Our vision is to establish NATIONAL POLYMER INDUSTRIES PLC. as a role model in the Plastic Industry of Bangladesh with innovative quality products, services and solutions.

MISSION

Our corporate mission is to be the eminent manufacturer of the best quality products for our existing and potential customers through:

- Product leadership;
- Excellent value; and
- Superior quality services.

OBJECTIVES

- To promote quality products with the objective of setting a benchmark for industry practice;
- To promote and develop standards, specifications and practices that help to ensure the proper use of plastic products;
- To enhance knowledge and awareness of contemporary plastic pipeline technologies amongst the specifiers, installers and users; and
- To achieve excellence in people through creativity, research & development.

CORE VALUES

Commitment:

- Shareholders: Create sustainable value for our shareholders by utilizing an honest and efficient business methodology;
- Customers: Render quality services to our customers by using the state-of-the-art technology, offering diversified quality products to fulfill their needs to the best of our abilities;
- Employees: Be reliant on the inherent talents of the employees, work together to attain goal and reward the skills and talents of everyone at the work place; and
- Community: To serve the society through employment generation with equal opportunities, support the community and be a responsible corporate citizen.

Accountability:

- We are accountable to provide with the quality products & services to our valued customers along with meeting the regulatory requirements and ethical business practices.

Respectfulness:

- We are always respectful to our customers, shareholders & other stakeholders. We always appreciate comments & suggestions from our valued stakeholders.

CORPORATE DIRECTORY

BOARD OF DIRECTORS

Mr. Golam Murshed	Chairman
Mr. Riad Mahmud	Managing Director
Ms. Mahmuda Akhter	ICB Nominated Director
Ms. Sherina Idrish	Independent Director
Mr. Md. Sahadat Hossain	Independent Director

AUDIT COMMITTEE

Mr. Md. Sahadat Hossain	Chairman
Ms. Sherina Idrish	Member
Ms. Mahmuda Akhter	Member

NOMINATION AND REMUNERATION COMMITTEE (NRC)

Ms. Sherina Idrish	Chairman
Mr. Md. Sahadat Hossain	Member
Ms. Mahmuda Akhter	Member
Mr. Golam Murshed	Member
Mr. Riad Mahmud	Member

CHIEF FINANCIAL OFFICER

Mr. Bidhan Kumar Saha

COMPANY SECRETARY

Mr. Md. Abdul Maleque

HEAD OF INTERNAL AUDIT & COMPLIANCE

Mr. Mohammad Shoujat Hossain

MANAGEMENT COMMITTEE

Mr. Riad Mahmud	Managing Director
Engr. Md. Lokman Hakim	Chief Operating Officer
Mr. Bidhan Kumar Saha	Chief Financial Officer
Mr. Md. Abdul Maleque	Company Secretary
Mr. Mohammad Shoujat Hossain	Head of Internal Audit & Compliance
Mr. Md. Almas Hossain Khan	Head of HR & Administration

OTHER CORPORATE INFORMATION

Date of Incorporation:	26 July 1987
Legal Form:	Public Limited Company
Listing Status:	Listed with DSE in 1991 & CSE in 1995
Authorized Capital:	Tk. 3,000.00 Million
Paid-up Capital:	Tk. 729.84 Million
No. of Paid up Shares:	72,983,668
Nature of Business:	Manufacturer & Supplier of Plastic Products

Membership	BPGMEA, BAPLC, DCCI & KBCCI
Certification	ISO 9001: 2015, 14001: 2015 & 45001: 2018 certified by 'A Cube TIC Ltd'., UK and IS 4985: 2021 & IS 13592: 2013 certified by the 'Bureau of Indian Standards'.
Award	1st Prize of National Productivity and Quality Excellence Award-2021 in Large Industry Category (Plastic) of Bangladesh awarded by the Ministry of Industry, Bangladesh and Excellence Award 2025 as the Pioneer of Pipe & Fittings Manufacturing in Bangladesh by the Digital Media Forum.
Statutory Auditor	Islam Quazi Shafique & Co. Chartered Accountants,
Compliance Auditor	Artisan Chartered Accountants
Legal Adviser	Mr. Reazul Karim, Barrister Advocate, Supreme Court of Bangladesh
Major Banking Partners	Standard Chartered Bank Prime Bank PLC. Bank Asia PLC. BRAC Bank PLC. ONE Bank PLC. Community Bank Bangladesh PLC. Mutual Trust Bank PLC. Dhaka Bank PLC. IDLC Finance PLC.
Major Insurance Partners	Mercantile Islami Insurance PLC. Bangladesh National Insurance Co. Ltd.
Corporate Head Office Address	NPOLY HOUSE, GA-99/3 Pragati Shoroni Middle Badda, Dhaka-1212 Phone: (8802) 58812926, (8802) 58813039 Fax: (8802) 58814967 E-mail: info@nationalpolymer.net Website: www.nationalpolymer.net
Registered Office and Factory Address	Squibb Road, Nishat Nagar Tongi I/A, Tongi, Gazipur-1711 Phone: (8802) 9812307, (8802) 9815754 E-mail: factorynpil@nationalpolymer.net

BRIEF PROFILE OF THE BOARD OF DIRECTORS



Golam Murshed

Chairman

Mr. Golam Murshed son of Late Golam Azam and late Amina Khatun was born in 1953. He completed his Graduation from the University of Dhaka in 1974. After completing his academic career, Mr. Murshed joined his family business. He is a dynamic businessman and has a vast experience in plastic sector. He is one of the founders of National Polymer Industries PLC. He has been with National Polymer Industries PLC since its inception as the Sponsor Director and contributing a lot for the development of the Company. Currently, he is performing his duties and responsibilities as the Chairperson of the Board. In addition, Mr. Murshed is the proprietor of "GM Trading", a renowned trading business of plastic raw materials. Apart from the Chairperson of the Board of Directors, he is the Member of Nomination & Remuneration Committee (NRC) of the company.

Riad Mahmud

Managing Director



Mr. Riad Mahmud obtained his academic qualification on Bachelor of Science (B.Sc) in Chemical Engineering from the University of Texas at Austin in 1994 and Master of Business Administration (MBA) from the University of Melbourne, Australia in 1999. After completing his academic career, Mr. Mahmud worked in the senior positions, including as a CEO in different organizations in Sydney, London and New York.

Returning from abroad, Mr. Mahmud, who is the Sponsor Shareholder of National Polymer Industries PLC., joined the Board of the Company in 2007 as a Director and subsequently was appointed as the Managing Director of the company in 2008. Since then he has been leading the company very successfully.

In addition to Board Member, Mr. Mahmud is the Member of Nomination & Remuneration Committee (NRC) of the company.

Apart from National Polymer Industries PLC, Mr. Mahmud holds the following positions:

- President of Bangladesh Association of Publicly Listed Companies (BAPLC).
- Chairman of Diamond Life Insurance Company Ltd.
- Honorary Consul of 'The Republic of Georgia' as appointed by the Government of the People's Republic of Bangladesh and the Government of the Republic of Georgia.
- Taught the Masters Level Business courses at the School of Business and Economics at the North South University, the most prestigious private university in Bangladesh.
- General Body Member of FBCCI.
- Member of American Society of Chemical Engineers.



Mahmuda Akhter

Director, Nominated by ICB

Ms. Mahmuda Akhter was born in 1968 in a respectable Muslim family. She holds BSS (Hons.) and MSS in Economics from Dhaka University. She also obtained M. Ed degree from Dhaka University. In order to further hone her skills, she completed MBA (Major in Finance) from Daffodil International University. She is a Diplomat Associate of the Institute of Bankers Bangladesh (DAIBB).

Ms. Mahmuda started her career as a Senior Officer in the Investment Corporation of Bangladesh (ICB), the state owned renowned financial institution in Bangladesh on 1st November 1995 and served in various capacities including the General Manager of Administration and Operation wings and other departmental & divisional heads of the ICB for around 30 years. She enriched her career through participating in various training programs, seminars and symposiums on capital market and other related fields. She has diverse experience in Investment Banking, Entrepreneurship Development, Asset Management, Economic and Business Research, Securities Analysis, Portfolio Management, Risk Management etc.

Currently, she is performing her duties and responsibilities as the Chief Executive Officer (CEO) of the ICB Asset Management Company Ltd., a subsidiary company of Investment Corporation of Bangladesh (ICB).

Ms. Mahmuda joined the Board of National Polymer Industries PLC on May 24, 2023 as the Nominated Director on behalf of the Investment Corporation of Bangladesh (ICB).

In addition to the Board Member, she is the Member of Audit Committee and Nomination & Remuneration Committee (NRC).

Sherina Idrish

Independent Director



Ms. Sherina Idrish, Senior Lecturer, Department of Marketing and International Business, School of Business and Economics, North South University, Dhaka was born in 1983 in a respectable Muslim family. She obtained Bachelor of Business Administration degree from the North South University, Dhaka in 2006 and Master of Business degree from the Monash University, Melbourne, Australia in 2011. Ms. Idrish having a long 18 years of experience including 13 years in university teaching profession has been appointed as an Independent Director in the Board of Directors of National Polymer Industries PLC. Her educational and professional background is as follows:

Educational Qualification:

- Master of Business major in Advanced Marketing, Monash University, Melbourne, Australia (July 2010 - December 2011).
- Bachelor of Business Administration major in Marketing, North South University, Dhaka, Bangladesh (September 2001-August 2006).

Academic Reward: Summa Cum Laude, North South University, Dhaka.

Professional Experience:

- Senior Lecturer, Department of Marketing and International Business, School of Business and Economics, North South University, Dhaka (2017- Present).
- Lecturer, Department of Marketing and International Business, School of Business and Economics North South University, Dhaka (2012-2016).
- Assistant Editor, PURPLE Magazine, Dhaka (2007-2012).
- Director-Marketing, Hypoid Fashions Pvt. Limited, Dhaka (2008-2009).
- Deputy Manager, Marketing and Merchandizing, ETC Fashion Exclusives, ETC Fashion Exclusives A concern of Ascent Group, Dhaka (2007-2008).

Additional Activities Involvement:

- Mentors of Coordinators Team , North South University, Dhaka (2017 – present).
- Chairman of Internal Documentation Team, North South University, Dhaka (2017– present).
- Coordinator, Strategic Marketing, North South University, Dhaka (2021 – present).
- Coordinator, Content Team, North South University, Dhaka (2021).
- Member of the Student Engagement and Support Committee, North South University, Dhaka (2016-2017).

Based on her brilliant academic and professional background, the Board of Directors of National Polymer Industries PLC. has appointed Ms. Sherina Idrish as an Independent Director for a period of 03 (three) years with effect from 29th April 2025 to 28th April 2028 as per the BSEC's Notification dated 4th April 2024 and Condition No. 1(3)(b)(iv) and 1(3)(c) of the BSEC's Corporate Governance Code-2018.

In addition to the Board Member, she is the Chairman of Nomination & Remuneration Committee (NRC) and Member of Audit Committee.

Md. Sahadat Hossain

Independent Director



Mr. Md. Sahadat Hossain, Advocate, Supreme Court of Bangladesh was born in Puthia, Rajshahi in a respectable Muslim family in 1989. He obtained his Bachelor of Laws with Honours (LL. B) from the Stamford University, Bangladesh in 2012 and Master of Laws (LL.M) from the University of Rajshahi in 2013. Mr. Hossain, having more than 10 years of professional experience as a Corporate Leader, has been appointed as an Independent Director in the Board of Directors of National Polymer Industries PLC. His educational and professional background is as follows:

Educational Qualification:

- Master of Laws (LL.M) from the University of Rajshahi.
- Bachelor of Laws with Honours (LL. B) from the Stamford University, Bangladesh.

Professional Experience:

- Membership of Supreme Court of Bar Association.
- Membership of Dhaka Taxes Bar Association.
- Enrolled as an Advocate to practice before the Hon'ble High Court Division of the Supreme Court of Bangladesh.
- Enrolled as an Advocate to practice before any Court subordinate to the Hon'ble High Court Division of Bangladesh Supreme Court.

Additional Activities Involvement:

- Currently practicing as an Advocate before the Hon'ble High Court of the Supreme Court of Bangladesh.
- Served as the Head of Legal & Estate Department in Provita Group.
- Served as the Deputy Manager of Legal & Compliance Department in JMS Composite Limited.

Based in his excellent academic and professional background, which complies with the Condition No. 1(3)(b)(ii) and 1(3)(c) of the BSEC's Corporate Governance Code-2018, Mr. Md. Sahadat Hossain has been appointed as an Independent Director in the Board of Directors of National Polymer Industries PLC. for a period of 03 (three) years with effect from 2nd November 2025 to 1st November 2028.

In addition to the Board Member, he is the Chairman of Audit Committee and Member of Nomination & Remuneration Committee (NRC).

MESSAGE FROM THE CHAIRMAN

Dear Shareholders and Well-Wishers,
Assalamualaikum!

It is my honor and privilege to welcome you to the 38th Annual General Meeting (AGM) of National Polymer Industries PLC. On this important occasion, I am pleased to present the Annual Report for the financial year 2024-2025, which provides a comprehensive view of our financial performance, regulatory compliance, corporate governance practices, and dividend declaration for our valued shareholders.

For more than three decades, National Polymer Industries PLC (NPOLY) has been a pioneering manufacturer in Bangladesh's plastics sector. Through continuous innovation, unwavering commitment to quality and strong relationships with our stakeholders, NPOLY has earned the reputation of a trusted and respected brand name in the domestic market. We remain steadfast in our mission to deliver high-quality, durable and environment friendly products to our valued customers, while ensuring sustainable value creation for all stakeholders.

Dear Shareholders, over the past few years, both the national and global economies have been experiencing the unprecedented challenges including the COVID-19 pandemic, the Russia-Ukraine war and the Middle-East conflicts, all of which have intensified economic pressure worldwide.

Bangladesh, too, has faced a challenging economic environment throughout the year, shaped by global uncertainties and domestic political unrest. Additionally, the July'2024 uprising and the severe flood in the south-eastern region during the financial year created significant socio-economic strain, further affecting the country's business climate.

Our company, like many others, experienced considerable challenges as our business is closely aligned with the construction and infrastructure development projects, particularly the real estate sector's reduced activities affected our performance severely. Moreover, the slowdown in local government development projects, one of our major revenue drivers, reduced government spending resulted in a notable decline in both revenue and net profit during the year under review.

Dear Shareholders, we are always sincere to safeguard the shareholders' investment. So, despite these adverse circumstances, the Board of Directors declared 5% cash dividend for the general shareholders, excluding the Sponsors Directors of the company, which will be distributed to the shareholders duly after having your approval in the AGM.

In National Polymer, we remain firmly committed to upholding the highest standards of corporate governance through continuously ethical practices, transparency, accountability, integrity, and reliability across all operations, reinforcing our commitment to maximizing the long-term value of the shareholders.

In conclusion, I would like to express my heartfelt appreciation to our shareholders, regulatory authorities, valued clients, business partners, and all stakeholders for their continued trust and support. I also extend my sincere gratitude to my fellow board members, the management team, and every employee of National Polymer Industries PLC. for their dedication, perseverance, and contribution toward the company's progress.

Thank you all, and my best wishes for the future.

(Golam Murshed)
Chairman

MESSAGE FROM THE MANAGING DIRECTOR

Respected Shareholders
Assalamualaikum

It is my privilege to address you on the occasion of the 38th Annual General Meeting (AGM) of National Polymer Industries PLC. As we reflect on the events of the past financial year, I am grateful for the opportunity to share the Company's operational performance, the challenges we encountered and the measures we have taken to navigate an exceptionally difficult business environment.

The past few years have reshaped the global and national economic landscapes that a few could have anticipated. The combined impact of the COVID-19 pandemic, the Russia–Ukraine war and prolonged conflicts in the Middle East continued to disrupt the global markets. These events created significant volatility in supply chains, elevated the prices of essential commodities such as energy, food, transportation and industrial raw materials.

Alongside these external shocks, Bangladesh experienced substantial domestic pressures during the financial year. The political unrest following the July'2024 uprising and the severe flood in the south-eastern region of the country caused widespread damage to infrastructure, livelihoods, and communications. These challenges collectively intensified economic instability and dampened business confidence across the country.

Our business is directly affected due to the country's construction activities slowed down drastically with many private and government projects facing delay or suspension as we are closely related to the construction and infrastructure sectors including the real estate and public development projects. Inflationary pressures have further weakened the market demand. As a result, the Company's revenue declined by approximately 23% in FY 2024-2025 compared to the previous year. Despite this decline, we continued to meet up our fixed operating expenses and financial commitments to our stakeholders, which led to a significant reduction in net profit.

Despite these challenges, we remained focused on resilience and strategic adaptation by strengthening operational efficiency, optimizing resources, and enhancing cost discipline. Looking ahead, we are committed to exploring new growth opportunities, improving our product mix, and reinforcing relationships with customers and business partners. With collective effort and prudent decision-making, we are confident in our ability to emerge stronger in the coming years.

In closing, I would like to extend my sincere appreciation to our respected shareholders, valued customers, suppliers, government bodies, regulators, banks, financial institutions, and all other stakeholders for their continued trust and support. I am also deeply grateful to the Honorable Board of Directors, the management team, and every employee of the company for their dedication, teamwork, and perseverance throughout this challenging period.

Thanking you all.



Riad Mahmud
Managing Director

DIRECTORS' REPORT

DEAR SHAREHOLDERS

The Board of Directors of National Polymer Industries PLC. is pleased to welcome you to the 38th Annual General Meeting (AGM) of the company and to report you on the overall performance of the Company for the year ended on June 30, 2025 in compliance with section 184 of the Companies Act, 1994 and the Condition No. 1(5) of the Bangladesh Securities and Exchange Commission Notification No. SEC/CMRRCD/2006-158/207/Admin/80 dated 03 June 2018, as follows:

National Polymer Industries PLC. was incorporated as a Public Limited Company in 1987 under the Companies Act, 1994 and was listed in the Stock Exchanges (DSE & CSE) 1991 and 1995 respectively. The Company's name has been changed from National Polymer Industries Limited to National Polymer Industries PLC. in 2023. The Company is actively engaged in manufacturing and supplying a wide range of plastic products for water supply, sanitation, construction and agricultural applications.

BUSINESS OVERVIEW

Over the past few years, both the global and national economies have faced a series of unprecedented challenges, including the COVID-19 pandemic, Russia-Ukraine war and the Middle-East conflicts, all of which have intensified economic pressure worldwide. These crises have triggered widespread supply chain disruptions, volatile commodity prices and increased costs in essential sectors such as food, energy and industrial raw materials.

In addition to global challenges, Bangladesh's economy has experienced a considerable instability during the year under review. The political unrest following the July'2024 uprising, coupled with a devastating flood in the south-eastern region caused severe damage to lives, livelihoods and infrastructure. These factors collectively exerted significant strain on the country's overall socio-economic condition and business environment.

Our business is closely related to the construction sector including the real estate and public development projects. During the year, our business is directly affected as the country's construction activities slowed down severely with many private and government projects facing delay or suspension for unstable socio-economic condition of the country. Inflationary pressures have further weakened the market demand. As a result, the Company's revenue declined by approximately 23% in FY 2024-2025 compared to the previous year. Despite this decline, we continued to meet up our fixed operating expenses and financial commitments to our stakeholders, which led to a significant reduction in net profit. As per the audited financial statements for the FY 2024-2025, the key financial information is as follows:

Particulars	2024-2025	2023-2024
Revenue	5,614,933,873	7,271,200,538
Cost of Goods Sold	(4,828,397,815)	(6,202,883,796)
Gross profit	786,536,057	1,068,316,743
Operating expenses	(325,679,357)	(364,724,623)
Foreign exchange loss/gain	(37,917,253)	(84,520,232)
Finance expenses	(378,080,299)	(406,910,870)
Profit before WPPF and tax	64,225,695	220,048,203
Net Profit	5,017,990	165,942,514
EPS	0.07	2.27

APPROPRIATION OF PROFIT

Particulars	Amount in Taka	
	30 June 2025	30 June 2024
Retained earnings brought forward	**692,765,419**	626,023,056
Net Profit for the year	5,017,990	165,942,514
Total profit available for appropriation	**697,783,409**	**791,965,570**
Proposed appropriation: -		
Cash Dividend Paid	(76,632,851)	(76,632,851)
Tax adjustment against assessment (FY 2020-2021)	-	(22,567,300)
Retained earnings carried forward	**621,150,558**	**692,765,419**

DECLARATION OF DIVIDEND

The Board of Directors of the company is always sincere to provide with a good return to the shareholders. Considering the overall business situation, the Board of Directors has recommended 5% Cash Dividend from the retained earnings of the company for the year ended on 30 June 2025 for the General Shareholders and Investment Corporation of Bangladesh (ICB) excluding the Sponsor Directors. The declared dividend will be distributed to the shareholders, whose names have been recorded in the Register of Members/Depository Register on the Record Date, i.e. 16 November 2025 within the stipulated time after having approval of the shareholders in the Annual General Meeting (AGM).

ELECTION/RE-ELECTION OF DIRECTOR(S)

According to section 91(2) of the Companies Act, 1994 and clause no. 128 & 130 of the Articles of Association of the Company, one third of the total number of Directors of the Board retire and re-elect every year. Accordingly, Ms. Mahmuda Akhter, Director Nominated by Investment Corporation of Bangladesh (ICB) retired from the Board this year and is eligible for re-election. Upon her consent, the Board of Directors has re-elected her for the next term, subject to approval of the shareholders in this AGM. In terms of Condition No. 1(5)(xxiv) of the BSEC's Notification dated 03 June, 2018, her brief resume, expertise and the name of companies in which she holds the directorship and the membership of committees of the Board is disclosed in the profile of Directors as stated in page no. 09 of the annual report.

APPOINTMENT OF INDEPENDENT DIRECTOR(S)

In compliance with the BSEC's Corporate Governance Code, the Board of Directors has appointed Ms. Sherina Idrish, Senior Lecturer of the Department of Marketing and International Business of the North South University, Dhaka and Mr. Md. Sahadat Hossain, Advocate, Supreme Court of Bangladesh as the Independent Directors of the company for a period of 03 (three) years, subject to approval of the shareholders in the AGM. In terms of Condition No. 1(5)(xxiv) of the BSEC's Notification dated 03 June, 2018, their brief resumes, expertise and the name of companies in which they hold the directorship and the membership of committees of the Board is disclosed in the profile of Directors as stated in page no. 10 & 11 of the annual report.

APPOINTMENT OF STATUTORY AUDITORS

M/s. Islam Quazi Shafique & Co. Chartered Accountants audited the financial statements of the company for the FY 2024-2025. As per the Section No. 210 of the Companies Act 1994 and Regulation 15(2) of the DSE Listing Regulations, 2015, Islam Quazi Shafique & Co. Chartered Accountants is eligible for re-appointment and so they have expressed their willingness for re-appointment as the Statutory Auditors of the company for the next FY 2025-2026 with their existing remuneration of Tk. 300,000/- (Taka three lac only) excluding VAT. Considering the BSEC's panel enlistment and decent professional records, M/s. Islam Quazi Shafique & Co., Chartered Accountants has been appointed as the Statutory Auditors of the company for the next FY 2025-2026, subject to the approval of the shareholders in the AGM.

APPOINTMENT OF CORPORATE GOVERNANCE COMPLIANCE AUDITOR

M/s. Artisan, Chartered Accountants acted as the Corporate Governance Compliance Auditors of the company for the FY 2024-2025. Being eligible, they have expressed their willingness for re-appointment as the Corporate Governance Compliance Auditor for the next FY 2025-2026 with their existing remuneration of Tk. 35,000/- (Taka thirty five thousand only) excluding VAT. Considering their decent professional records, M/s. Artisan, Chartered Accountants has been appointed as the Corporate Governance Compliance Auditor of the company for the next FY 2025-2026, subject to the approval of the shareholders in the AGM.

HUMAN RESOURCES

In real sense, National Polymer believes that the employees are the best resources for the organization and their motivation is very important for the growth and development of the organization because of their active participation to the productivity. National Polymer Industries PLC. places emphasis on nurturing homegrown talent. The company encourages employees to participate in key management positions and has established a clear succession policy for every department. The company has established a training and development department dedicated for continuous training & improvement of the workforce.

CORPORATE SOCIAL RESPONSIBILITY

As a corporate citizen, National Polymer endeavors to discharge its responsibilities towards the society and the environment. Our social responsibilities includes our valued customers, employees, shareholders, business associates and other stakeholders. The Board of Directors is aware of the social development as part of the corporate social responsibility (CSR), especially in the areas of race-religion-regional equality, non-employment of child labor, donation to the flood victims, educational and charitable institutions, prevention of environmental pollution etc. We do believe that our business objectives are not only to maximize the profitability but also to contribute to the society. The Company's CSR Policy is disclosed in the Annual Report.

CORPORATE GOVERNANCE

Corporate Governance is the system of rules, regulations, practices and processes by which a company is directed, operated, monitored and controlled with a view to achieving its long-term corporate success and sustainable growth. As good corporate governance is one of the valuable assets of an organization, National Polymer is committed to ensuring the good governance system through the culture of compliance with all applicable regulatory rules & regulations, accountability, transparency, well-understood policies & procedures. The details of corporate governance are discussed in the corporate governance statement.

THE BOARD OF DIRECTORS ALSO REPORTS AS PER CONDITION NO. 1(5) OF THE BSEC'S CORPORATE GOVERNANCE CODE-2018 AS FOLLOWS:

INDUSTRY OUTLOOK AND POSSIBLE FUTURE DEVELOPMENT

The plastic sector, one of the most dynamic and strategically important industrial segments in Bangladesh, contributes significantly to the country's economic growth and industrial diversification. Despite prevailing macroeconomic challenges including inflationary pressures, increased import costs, and slowdown in marker demand, this sector continues to demonstrate resilience, adaptability and sustained potential for expansion.

At present, the plastic industry contributes approximately 1% to the national GDP and nearly 1.5% to total export earnings. With around 6,000 small, medium, and large enterprises operating across the country, the sector provides employment to an estimated 1.5 million people, directly supporting national socio-economic development.

Given the increasing domestic consumption, rising industrial demands and gradual diversification of export products, Bangladesh's plastic sector holds strong potential for further expansion and deeper contribution to the national economy.

National Polymer Industries PLC. (NPOLY) has been operating as one of the pioneer manufacturing entities in Bangladesh's

plastic industry for over three decades. The Company manufactures a wide range of plastic products for water supply, sanitation, construction and agricultural applications and thereby contributes to the country's infrastructure & agriculture development and industrial growth. Through consistent innovation, quality assurance and commitment to sustainability, National Polymer has established itself as a trusted and reputed brand in the domestic market. The company remains steadfast in its mission to deliver high-quality, durable, and environment-friendly products to its valued customers, ensuring long-term value creation for all stakeholders.

Despite the challenging economic environment, National Polymer has maintained operational efficiency and continued to strengthen its market presence through modernization, process improvement and customer-focused initiatives. Beyond national borders, the Company's products have also gained recognition in international markets, contributing to foreign exchange earnings and enhancing Bangladesh's reputation as a growing hub for quality industrial products.

SEGMENT WISE OR PRODUCT WISE PERFORMANCE

The Company's operation is carried out and managed as a single operating segment for manufacturing and marketing of plastic products for water supply, sanitation and building solutions.

RISKS AND CONCERNS

Risk and concern is the inherent element of any business operation. Like other industries, National Polymer Industries PLC. is also exposed to various risks and uncertainties that may affect its profitability, growth and long-term sustainability. The Management regularly monitors, assesses and identifies the potential risks and threats and takes appropriate measures to minimize the impact through proactive risk management practices. A detailed discussion on the risk management systems of National Polymer is mentioned in the Management Discussion and Analysis.

A DISCUSSION ON COST OF GOODS SOLD, GROSS PROFIT AND NET PROFIT.

During this year the company's revenue declined by 23% due to stuck-off the country's construction and development works for ongoing political unrest resulting weaker market demand. The cost of goods sold (COGS) decreased by 22% compared to previous years. Throughout the year under-utilization of production capacity, fixed operating expenses, high finance cost etc. have affected the net profit significantly. Almost every aspect of costs incurred is high against the revenue generation than the comparative year. As per the audited financial statements for the year ended on June 30, 2025, a comparative view is given below:

Amount in Taka

Particulars	2024-2025	2023-2024
Cost of Goods Sold	4,828,397,815	6,202,883,796
Gross profit	786,536,057	1,068,316,743
Net Profit	5,017,990	165,942,514

CONTINUITY OF ANY EXTRA-ORDINARY ACTIVITIES

During the year ended on June 2025, the Company did not encounter any extraordinary gain or loss requiring adjustment or disclosure in the financial statements, excepting the adverse impact of July'24 uprising, political unrest and natural disaster (flood), resulting the decrease of revenue and net profit.

RELATED PARTY TRANSACTIONS

A detail discussion on related party transactions along with statement showing amount, nature of related party, nature of transactions and basis of transactions are stated in note no. 49.00 of the financial statements.

UTILIZATION OF PROCEEDS RAISED THROUGH PUBLIC ISSUES, RIGHTS ISSUES AND/OR ANY OTHER INSTRUMENTS

No such event occurred during the financial year.

EXPLANATION IF THE FINANCIAL RESULTS DETERIORATE AFTER THE COMPANY GOES FOR IPO, RPO, RIGHTS SHARE OFFER, DIRECT LISTING ETC.

No such event occurred during the year.

SIGNIFICANCE VARIANCE BETWEEN QUARTERLY FINANCIAL STATEMENTS AND ANNUAL FINANCIAL STATEMENTS.

No significant variance occurred during the financial year 2024-2025 between quarterly financial performances and annual financial performances.

REMUNERATION PAID TO THE DIRECTORS INCLUDING THE INDEPENDENT DIRECTOR(S)

The Directors of National Polymer Industries PLC get only board meeting fees, but not any remuneration, bonus or any other form, excepting the Managing Director's salary for his direct participation to the company's day to day operations. Honorarium (meeting fees) paid to the Directors including the Independent Directors is disclosed in notes 46 & 49 of the financial statements.

FAIRNESS OF FINANCIAL STATEMENTS

The financial statements prepared by the Management of the National Polymer Industries PLC. present fairly its state of affairs, result of its operations, cash flows and changes in equity.

MAINTENANCE OF PROPER BOOKS OF ACCOUNT

Proper books of account of the company have been maintained.

ADOPTION OF APPROPRIATE ACCOUNTING POLICIES

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.

COMPLIANCE WITH IAS AND IFRS IN PREPARATION OF FINANCIAL STATEMENTS

The Board of Directors of the company is entrusted to ensure the disclosure of the actual financial position and preparation and maintenance of all types of statutory statements as per the BSEC's regulations and the Companies Act, 1994. The Board of Directors ensures 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.

INTERNAL CONTROL SYSTEM

National Polymer Industries PLC. has a well-defined internal control system to ensure smooth business operations. The internal control system ensures reasonable assurance of the internal checking system of monetary transactions and safeguarding of assets. The internal control systems are reviewed by the Internal Audit & Compliance Department and reported to the Audit Committee regularly. The internal control system ensures the receiving of quality raw materials, stores & spares of non-current assets and production of quality products for the customers. The quality of the goods are tested by the recognized testing authorities.

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

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

b. Establish and review the effective management system that includes planning, organizing and supervising culture in the factory as well as at the head office.

SHAREHOLDERS RIGHTS AND PROTECTION OF MINORITY INTEREST

National Polymer Industries PLC. always upholds the interests of shareholders' rights regardless of their shareholdings. The Company encourages the communication with the shareholders throughout the year and welcomes their participation and opinion at the shareholders' meeting. The company communicates to the shareholders minimum three ways regarding its business, financial position and earnings during the year. These include:

- Quarterly and Annual Financial Statements;
- Price Sensitive Disclosures;
- Annual General Meeting.

ABILITY TO CONTINUE AS A GOING CONCERN

There are no significant doubts upon the Company's ability to continue as a going concern.

SIGNIFICANT DEVIATIONS IN OPERATING RESULTS COMPARED TO LAST YEAR

During the FY 2024-2025, the Company experienced a significant decline of revenue and net profit compared to the previous year. This is mainly due to drop of sales for declining of market demand in context of political unrest following July'24 uprising.

KEY OPERATING AND FINANCIAL DATA OF PRECEDING FIVE YEARS

The comparative key operating and financial data of preceding five years is presented in page no. 27

EXPLANATION ON THE REASONS IF THE COMPANY HAS NOT DECLARED DIVIDEND (CASH OR STOCK) FOR THE YEAR

No such event occurred since the inception of the company.

INTERIM DIVIDEND

No bonus share or stock dividend has been or shall be declared as interim dividend.

NUMBER OF BOARD MEETINGS HELD DURING THE YEAR AND ATTENDANCE

During the FY 2024-2025 the Board of Directors met 06 (six) times. The details of board meetings and attendance are as follows:

Sl No.	Name	Position	Meetings Held	Meetings Attended
1	Mr. Golam Murshed	Non-executive Sponsor Director & Chairman	6	6
2	Mr. Riad Mahmud	Sponsor Director & Managing Director	6	6
3	Ms. Mahmuda Akhter	ICB Nominated Director	6	6
4	Mr. Mohammed Ariful Islam	Independent Director	6	6
5	Dr. Mohammad Mahboob Rahman	Independent Director	6	4
6	Ms. Sherina Idrish	Independent Director	6	1

PATTERN OF SHAREHOLDING

Pattern of shareholding of the company is disclosed in page no. 35 of the annual report.

INFORMATION RELATING TO THE APPOINTMENT OR RE-APPOINTMENT OF DIRECTOR(S)

With regard to the appointment or re-appointment of Director(s), the company follows its Articles of Association, Companies Act, 1994 and other related rules and legislations issued from time to time by the Regulators. The information (brief resume, nature of his expertise and name of companies in which he/she holds the directorship and the membership of committees of the Board) in case of such appointment or re-appointment has been disclosed in the Profile of Directors (Page No. 8-11 of the Annual Report).

MANAGEMENT'S DISCUSSION AND ANALYSIS

Management's discussion and analysis is disclosed in page no. 21-26 of the Annual Report.

DECLARATION BY THE CEO AND THE CFO

Declaration or certification by the CEO and the CFO is disclosed in page no. 56 of the Annual Report.

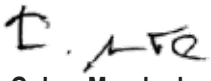
REPORT AS WELL AS CERTIFICATE ON COMPLIANCE OF CONDITIONS OF CORPORATE GOVERNANCE CODE

The report as well as certificate regarding compliance of conditions of corporate governance code as per condition No. 9 provided by M/s Artisan, Chartered Accountants is disclosed in page no. 57 of the Annual Report.

Appreciation

The Board of Directors has expressed its sincere thanks and appreciation to the Hon'ble shareholders, valued customers, regulators, bankers and financial institutions for their support, co-operation and guidance towards the company's business endeavors. The Board also expressed its heartfelt thanks to the Management Team as well as all the employees of the company whose perseverance, professionalism and hard works contribute a lot in achieving the company's objectives.

For and on behalf of the Board of Directors



Golam Murshed
Chairman

MANAGEMENT'S DISCUSSION AND ANALYSIS

The Management team headed by the Managing Director of National Polymer Industries PLC. is responsible for day-to-day operations of the company under the supervision of the Board of Directors. In compliance with the Condition No. 1(5)(xxv) of the Corporate Governance Code as issued by the BSEC vide its Notification No. BSEC/CMRRCD/2006-158/207/Admin/80; dated 03 June 2018, a brief discussion and analysis of the Management on the overall performance of the company is given below:

The Plastic Sector in Bangladesh

The plastic sector is one of the most dynamic and strategically important industrial segments in Bangladesh, contributing significantly to the country's economic growth and industrial diversification. Despite prevailing macroeconomic challenges-including inflationary pressures, increased import costs and slowdown in global demand, this sector continues to demonstrate resilience, adaptability and sustained potential for expansion.

At present, the plastic industry contributes approximately 1% to the national GDP and nearly 1.5% to total export earnings. With around 6,000 small, medium, and large enterprises operating across the country, the sector provides employment to an estimated 1.5 million people, directly supporting national socio-economic development.

The industry produces more than 2,500 types of plastic products, catering to diverse sectors such as packaging, construction, agriculture, pharmaceuticals, textiles, consumer goods and electronics. Approximately 17% of total output is exported, reflecting the sector's growing international competitiveness and alignment with global market standards.

Given the increasing domestic consumption, rising industrial demand and gradual diversification of export products, Bangladesh's plastic sector holds strong potential for further expansion and deeper contribution to the national economy.

National Polymer Industries PLC.

National Polymer Industries PLC. (NPOLY) has been one of the pioneer manufacturing entities in Bangladesh's plastic industry for over three decades. The Company manufactures a wide range of plastic products for water supply, sanitation, construction and agricultural applications, thereby contributing to the country's infrastructure development and industrial & agricultural growth.

Through consistent innovation, quality assurance and commitment to sustainability, National Polymer has established itself as a trusted and reputed brand in the domestic market. The Company remains steadfast in its mission to deliver high-quality, durable and environment-friendly products to its valued customers, ensuring long-term value creation for all stakeholders.

Despite the challenging economic environment, National Polymer has maintained operational efficiency and continued to strengthen its market presence through modernization, process improvement and customer-focused initiatives. Beyond national borders, the Company's products have also gained recognition in international markets, contributing to foreign exchange earnings and enhancing Bangladesh's reputation as a growing hub for quality industrial products.

With a continued focus on innovation, sustainability and customer satisfaction, National Polymer Industries PLC. remains committed to supporting Bangladesh's industrial advancement and contributing to the nation's economic resilience and prosperity.

Financial Analysis

Over the past few years, both the national and global economies have faced a series of unprecedented challenges, including the COVID-19 pandemic, the Russia-Ukraine war and ongoing conflicts in the Middle East, all of which have intensified economic pressure worldwide. These crises have triggered widespread supply chain disruptions, volatile commodity prices and increased costs in essential sectors such as food, energy and industrial raw materials.

In addition to global challenges, Bangladesh's economy has experienced considerable instability during the year under

review. The political unrest following the July'2024 uprising, coupled with a devastating flood in the south-eastern region caused severe damage to lives, livelihoods, and infrastructure. These factors collectively exerted significant strain on the country's overall socio-economic condition and business environment.

As our operation is closely related to the construction industry, particularly the real estate sector and government infrastructure development projects, the political and economic disruptions during the year severely impacted the business activities. The near-halt in construction and infrastructure projects, along with persistent inflationary pressure, further weakened the market demand. Consequently, during FY 2024-2025, the Company's revenue declined approximately by 23% compared to the previous fiscal year.

In addition to these challenges, the Company has continued to meet its fixed operating expenses and financial obligations on a timely manner.

In response to these circumstances, the Management has undertaken a series of strategic and adaptive measures aimed at ensuring operational continuity, cost optimization and financial stability. The Company remains steadfast in its commitment to maintaining a sustainable and resilient business model, despite the ongoing economic adversities.

As per the audited financial statements for the year ended June 30, 2025, the comparative key financial indicators of the Company are presented below:

Amount in Taka

Particulars	FY 2024-2025	FY 2023-2024
Revenue	5,614,933,872	7,271,200,538
Cost of Goods Sold	(4,828,397,815)	(6,202,883,796)
Gross Profit	786,536,057	1,068,316,743
Operating Expenses	(325,679,357)	(364,724,623)
Other Income	19,366,547	7,887,186
Foreign Exchange Loss/Gain	(37,917,253)	(84,520,232)
Financial Expenses	(378,080,299)	(406,910,870)
Profit before WPPF & Tax	64,225,695	220,048,203
Provision of WPPF	(3,058,366)	(10,478,486)
Provision for Tax	(56,149,339)	(43,627,203)
Net Profit	5,017,990	165,942,514

Accounting Policies and Estimations for Preparation of Financial Statements

National Polymer Industries PLC. has complied with the International Accounting Standards (IAS) and International Financial Reporting Standards (IFRS) as applicable in Bangladesh, as well as Bangladesh Securities Exchange Rules,1987.

Changes in Accounting Polices and Estimations

The Company has been following the consistent accounting policies and estimations and there is no changes in such policies or estimations in preparation of the financial statements for the FY 2024-2025 that might have the effect on the financial performance or results and the financial position as well as cash flows of the company.

Comparative Analysis of Financial Performance as well as Cash flow for Current Financial year with Immediately Preceding Five Years

- **Financial Performance**

Amount in Taka

Particulars	2024-2025	2023-2024	2022-2023	2021-2022	2020-2021	2019-2020
Revenue	5,614,933,872	7,271,200,538	6,476,878,342	5,065,419,290	4,487,233,362	3,432,956,238
Gross Profit	786,536,057	1,068,316,743	1,138,386,680	878,089,648	722,746,812	602,184,319
Net Profit	5,017,990	165,942,514	152,591,224	213,125,047	182,359,683	150,255,924
Shareholders' Equity & Reserves	2,163,707,330	2,235,322,191	2,168,579,828	2,088,837,494	1,968,392,471	1,309,083,706
Total Assets	8,075,888,998	8,399,760,913	7,380,776,390	6,436,583,095	6,039,806,394	4,504,502,778
Total Current Assets	3,790,970,934	3,998,299,912	3,749,702,909	3,695,085,575	3,800,465,040	2,630,779,173
Total Current Liabilities	3,588,539,578	4,172,225,101	3,420,947,375	3,086,641,598	2,537,027,922	2,567,038,848
Current Ratio (Time)	1.05	0.96	1.10	1.20	1.49	1.02

- **Cash Flow Movement**

Amount in Taka

Particulars	2024-2025	2023-2024	2022-2023	2021-2022	2020-2021	2019-2020
Net Cash flows from operating activities	593,783,587	210,668,174	476,205,928	350,904,602	(279,563,437)	243,025,271
Net cash flows used in investing activities	(141,624,511)	(958,241,997)	(1,160,157,967)	(754,070,576)	(555,563,812)	(266,072,645)
Net cash flows from financing activities	(551,786,065)	683,175,548	538,242,557	69,810,249	1,266,948,919	84,368,037
Net increase/Decrease in cash and cash equivalents	(99,626,989)	(64,398,275)	(145,709,482)	(333,355,725)	431,821,670	61,320,663
Opening cash and cash equivalents	149,996,326	214,394,601	360,104,084	693,459,809	261,638,140	200,317,476
Closing cash and cash equivalents	50,369,337	149,996,326	214,394,602	360,104,083	693,459,810	261,638,140
Net operating cash flows per share	8.14	2.89	6.52	4.81	(4.33)	6.66

Comparative Analysis of Financial Performance as well as Cash flow for Current Financial year with the Peer Industry Scenario.

National Polymer Industries PLC. listed with the Stock Exchanges is a manufacturing company that manufactures and markets a wide range of plastic products for water supply, sanitation, construction and agricultural applications in a large scale. There is only another plastic products manufacturing company listed with the Stock Exchanges named 'Aziz Pipes Ltd.' that is not currently active with its production. So, the comparison with regard to financial performance and financial position as well as cash flows with the peer industry (Aziz Pipes Ltd.) is not possible.

Financial and Economic Scenario of the Country and the Globe

- **Global Economic Scenario**

  The global economy has shown notable resilience despite multiple shocks in recent years, including the COVID-19 pandemic, geopolitical conflicts, persistent inflationary pressures and monetary tightening across major economies.

Global trade has been gradually recovering and the downward trend in international investment is beginning to ease. With inflation rates moderating, several central banks have initiated interest rate cuts, while fiscal policies in many economies remain accommodative, supporting a slow but steady global recovery.

However, the world economy continues to face a combination of short-term disruptions and long-term structural challenges, resulting in subdued growth momentum and heightened downside risks. Of particular concerns are the tariff policies introduced by the US Administration in 2025, which have imposed widespread trade restrictions. These measures have the potential to undermine multilateral trade rules, spark retaliatory trade actions and hinder global economic recovery by intensifying uncertainty in global markets.

According to the International Monetary Fund (IMF), global economic growth is projected at 3.0% in 2025 and 3.1% in 2026, reflecting factors such as front-loaded trade activities ahead of tariff implementation, stronger financial conditions and fiscal expansion in key economies. While global inflation is anticipated to decline further, inflation in the United States is expected to remain above target levels. The key risks to global growth include escalating trade barriers, geopolitical tensions and policy uncertainties across advanced and emerging economies.

National Economic Scenario

The Bangladesh economy has also been navigating a complex and challenging environment over the past few years, driven by both global economic uncertainties and domestic political transitions. In addition to external shocks, the country experienced significant internal disruptions following the July'2024 uprising and devastating flood in the south-eastern region, which caused widespread damages to infrastructure, livelihoods, and overall economic activities.

The student-led movement in mid-2024, which evolved into a nationwide mass uprising, brought about major political changes, leading to the formation of an interim government headed by Professor Muhammad Yunus. Upon assuming office, the interim government prioritized economic stabilization and initiated a series of reform measures focusing on financial governance, institutional accountability and electoral reforms with the objective of restoring confidence in the economy and governance systems.

According to the Bangladesh Bureau of Statistics (BBS), the country's Gross Domestic Product (GDP) growth rate stood at 3.97% in FY 2024-2025, compared to 4.22% in FY 2023-2024. The IMF projects Bangladesh's economy to grow by 3.8% in FY 2025 and 5.4% in FY 2026, while the Asian Development Bank (ADB) forecasts 3.9% and 5.1%, respectively, indicating a gradual rebound in the latter fiscal year. These downward revisions reflect the combined effects of political uncertainty, tight fiscal conditions, and stress within the banking sector.

According to the Bangladesh Bank, the average annual inflation rate rose to 10.03% in FY 2024-2025, up from 9.73% in FY 2023-2024. This increase was primarily driven by supply chain disruptions, depreciation of the local currency, inadequate market information flow and heightened competition in the wholesale market.

Despite these challenges, the government's reform efforts and the resilience of key sectors such as manufacturing, agriculture and remittances are expected to support gradual stabilization of the economy in the coming years.

Risk and Concern Issues and Mitigation Plan

Risk and concern is inherent element of any business operation. Like other industries, National Polymer Industries PLC. is also exposed to various risks and uncertainties that may affect its profitability, growth, and long-term sustainability. The Management regularly monitors, assesses, and identifies potential risks and threats, and takes appropriate measures to minimize their impact through proactive strategies and sound risk management practices.

The key risks and concerns relevant to the Company along with their corresponding mitigation strategies are outlined below:

- **Industry Risk**

  Industry risk primarily arises from increased competition due to the entry of new players into the market and the presence of existing competitors offering similar products. The plastics industry in Bangladesh is expanding rapidly, attracting new investors and businesses, which may intensify competition and exert pressure on pricing and market share.

Mitigation Plan

National Polymer Industries PLC has been maintaining a strong market position in the plastics sector through its advanced technology, modern machinery, and experienced workforce. The Company's team of seasoned professionals continuously works to enhance operational efficiency, cost competitiveness, and product innovation.

National Polymer remains an industry leader and pioneer in adopting new technologies and production processes. The Company has well-defined policies and strategic measures to address competitive challenges and to respond effectively to new market entrants. Furthermore, its large-scale production capacity and well-established brand reputation ("NPOLY") as a producer of high-quality plastic products create significant entry barriers for new competitors.

- **Credit Risk**

Credit risk refers to the potential financial loss that may arise from the failure of customers or other counterparties to fulfill their contractual payment obligations. This risk is primarily associated with the Company's accounts receivable and other financial exposures resulting from normal business operations.

Mitigation Plan

National Polymer Industries PLC has a well-defined credit policy in place to manage and minimize exposure to credit risk. The Company conducts comprehensive credit evaluations of customers prior to extending credit facilities and continuously monitors outstanding receivables to ensure timely collections.

The Company also adheres to standardized business processes and credit assessment procedures to maintain financial discipline and reduce the likelihood of default. Where applicable, adequate security instruments, such as Bank Guarantees, are obtained against receivables to safeguard the Company's interests.

- **Liquidity Risk**

Liquidity risk refers to the potential inability of a company to meet its short-term financial obligations as they become due, which may result in financial losses or disruptions in business operations.

Mitigation Plan

The Management of National Polymer Industries PLC maintains a strong focus on liquidity management to ensure the Company's ability to meet all financial and operational commitments in a timely manner. A detailed cash flow forecast is prepared on a regular basis, considering the timing of inflows and outflows, to anticipate liquidity needs accurately.

To ensure adequate liquidity, the Company maintains a prudent balance of cash and cash equivalents and arranges sufficient working capital to cover operational expenses and financial obligations as they arise. In addition, short-term credit facilities are maintained with reputable commercial banks to provide financial flexibility and ensure uninterrupted payment capability in the event of temporary cash shortages.

- **Market Risk**

Market risk refers to the potential adverse impact of unfavorable market conditions on the Company's sales, revenue, and profitability. Such risks typically arise from a decline in product demand, changes in consumer preferences, or increased competition, all of which may affect the Company's overall business performance.

Mitigation Plan

National Polymer Industries PLC enjoys a strong and well-established brand presence in the domestic market, which provides a significant competitive advantage even during challenging market conditions. The Company's products cater to essential sectors of the economy, and given the steady growth of Bangladesh's economy, the demand for quality plastic products is expected to remain robust.

To further mitigate market-related risks, the Company's Research and Development (R&D) team continuously works to innovate and diversify the product portfolio in line with changing customer needs and market trends. This commitment to innovation and adaptability has enabled National Polymer to maintain consistent revenue growth over the past several years, reinforcing its resilience and market leadership position.

- **Exchange Rate Risk**

Exchange rate risk arises from fluctuations in foreign currency exchange rates, which may adversely affect the Company's costs, operations, and profitability. This risk becomes significant when the Bangladeshi Taka depreciates against major foreign currencies such as the U.S. Dollar or the Euro, leading to higher import costs for raw materials and components.

Mitigation Plan

National Polymer Industries PLC imports a substantial portion of its raw materials from overseas suppliers, with payments denominated in international currencies. To minimize the potential impact of currency volatility, the Company makes prudent projections of exchange rates while preparing financial offers and determining procurement schedules.

Additionally, the Company adopts hedging measures, including the use of Forward Contracts with its LC-opening banks, to lock in exchange rates and mitigate exposure to foreign exchange losses. These proactive financial management practices help stabilize cost structures and protect profitability against adverse currency movements.

- **Interest Rate Risk**

Interest rate risk refers the potential changes in interest rates that may affects the business of the company. If the rate of interest on the outstanding borrowings increases, the finance cost of the company may increase, affecting its future liability.

Mitigation Plan

National Polymer has legal contracts with its banks for fixing up the rate of interest on both near and mid-term borrowings. These contracts are renewed periodically after negotiation with the banks. Being an excellent borrower to its banks, the Company negotiates the interest rates downwards if the market rate falls below its contract rates. We always keep our keen eyes on interest rate trends in the market with a view to negotiating with the lenders and taking competitive advantage in time.

- **Technology Related Risk**

Technology always plays a vital role for the existence of any industry concern, ensuring to minimize the production cost in various aspects and better services to the customers. The production facilities of a company are based on currently available technologies.

Mitigation Plan

National Polymer enjoys the access to advanced technologies in its production lines. It has adopted the most advanced machineries and technologies for its production and is considered as the pioneer for introducing the most efficient technologies as and when it is available in the world markets. Moreover, it's highly experienced engineering team is always ready to keep the machineries well-maintained to achieve the most efficient production output.

- **Employee Turnover Risk**

The turnover of the key managerial personnel, executives and officers may have adverse impact on business, operating results and future growth.

Mitigation Plan

The Company places the priority on developing human resources. Importance is given to on-the-job, in-house and external training programs for employees to enhance their knowledge curve. The Company arranges training programs for its core personnel on continuous basis to cope with the growing challenges and changing working environment. It also offers competitive emoluments and amicable working environment to the employees to encourage the professionalism.

- **Compliance Risk**

Compliance risk is the potential loss that may arise from an organization's non-compliance with laws, regulations, code of conduct or organizational standards of practice.

Mitigation Plan

National Polymer believes that compliance with the laws and regulations is very important towards the sustainable growth of business. Therefore, compliance with the rules and regulations is the top priority in running the business effectively. The Management of the Company has given utmost importance to ensure proper compliance with all applicable laws and regulations through a culture of accountability, transparency and well-understood policies and procedures.

Future Plan or Projection

The usage of PVC products is increasing day by day in various sectors, including the supply of safe drinking water, modern sanitation system, eco-friendly green building system, modern irrigation system etc. Thus, the Management of the company is working relentlessly with a view to satisfying the customers providing them with high quality innovative products such as eco-friendly green building pipe, durable composite pipe, high pressure industrial pipe, solar energy-based water supply system and specialized irrigation pipe.

For and on behalf of the Management

Riad Mahmud
Managing Director

COMPARATIVE KEY OPERATING AND FINANCIAL DATA OF PRECEDING 5 YEARS

Amount in Taka

Particulars	2024-2025	2023-2024	2022-2023	2021-2022	2020-2021
Revenue	5,614,933,872	7,271,200,538	6,476,878,342	5,065,419,290	4,487,233,362
Cost of Goods Sold	4,828,397,815	6,202,883,796	5,338,491,661	4,187,329,642	3,764,486,550
Gross Profit	786,536,057	1,068,316,743	1,138,386,680	878,089,648	722,746,812
Profit Before Tax	61,167,329	209,569,718	191,452,494	266,406,310	235,302,816
Net Profit	5,017,990	165,942,514	152,591,224	213,125,047	182,359,683
Earnings Per Share	0.07	2.27	2.09	2.92	2.82
Authorized Capital	3,000,000,000	3,000,000,000	3,000,000,000	3,000,000,000	3,000,000,000
Paid up Capital	729,836,680	729,836,680	729,836,680	729,836,680	729,836,680
No. of Ordinary Shares Outstanding	72,983,668	72,983,668	72,983,668	72,983,668	72,983,668
Shareholders' Equity & Reserve	2,163,707,330	2,235,322,191	2,168,579,828	2,088,837,494	1,968,392,471
Non-Current Liabilities	2,323,642,090	1,992,213,620	1,791,181,687	1,261,104,003	1,534,386,000
Current Liabilities	3,588,539,578	4,172,225,101	3,420,947,375	3,086,641,598	2,537,027,922
Total Equity and Liabilities	8,075,888,998	8,399,760,913	7,380,708,890	6,436,583,095	6,039,806,394
Non-Current Assets	4,284,918,064	4,401,461,001	3,631,005,981	2,741,497,520	2,239,341,353
Current Assets	3,790,970,934	3,998,299,912	3,749,702,909	3,695,085,575	3,800,465,041
Total Assets	8,075,888,998	8,399,760,913	7,380,708,890	6,436,583,095	6,039,806,394
NAV Per Share	29.65	30.63	29.71	28.62	30.49
NOCFPS	8.14	2.89	6.52	4.81	(4.33)
Market Price Per Share (0n 30 June 2025)	27.8	39.30	51.00	53.30	57.40
Dividend (Cash)	5.00% (Recommended)	10.50%	10.50%	10.50%	10.00%
Current Ratio	1.06	.96	1.10	1.20	1.50
Gross Profit Ratio (%)	14.01	14.69	17.58	17.33	16.11
Net Profit Ratio (%)	0.09	2.28	2.36	4.21	4.06
Debt - Equity Ratio	2.70	2.72	2.37	2.01	1.99

* Deferred Tax Liability not considered

STATEMENT OF CORPORATE GOVERNANCE

Corporate Governance is the system of rules, regulations, practices and processes by which an organization is directed, operated, monitored and controlled with a view to achieving its long-term corporate success and sustainable growth. National Polymer Industries PLC. is committed to maintaining the highest standards of corporate governance across the company for balancing the interests of its shareholders and other stakeholders. The corporate governance framework of the company is developed based on the regulatory rules, regulations and guidelines issued from time to time. The details of the governance status of our company are as follows:

BOARD OF DIRECTORS

The Board of Directors of National Polymer Industries PLC. consists of the eminent and qualified persons, who provide necessary leadership for achieving the long-term business objectives. The Board of Directors ensures that the activities of the company are conducted in accordance with the highest ethical standards for the best interests of all stakeholders. In compliance with the BSEC'S Corporate Governance Code-2018, the Board of Directors of National Polymer Industries PLC is Comprised of 05 (five) members, including 02 (two) Independent Directors of which 01 (one) is the female Independent Director. All the members of the Board have vast experience and competence to lead the company effectively. The details about the Directors have been stated in the 'Profile of Directors' section in the annual report.

NOMINATION AND ELECTION PROCESS OF BOARD MEMBERS

The members of the company who vote in the Annual General Meeting (AGM) hold the ultimate authority to elect the directors of the board. According to Section 91 of the Companies Act 1994, all directors of National Polymer Industries PLC are elected by the members in the general meeting. This election stipulates that at least one-third of the total number of directors of the board must be subject to retirement by rotation. The Independent Directors are nominated and appointed in accordance with regulations set by the Bangladesh Securities and Exchange Commission (BSEC). As per the BSEC'S Corporate Governance Code, the Nomination and Remuneration Committee (NRC) recommends the appointment of independent directors, which is then approved by the Board of Directors, subject to prior consent of the BSEC. Finally, it is approved by shareholders at the AGM.

BOARD MEETING AND ATTENDANCE

The Company conducts the board meetings and records the minutes of the meetings in line with the provisions of the relevant secretarial standards as adopted by the Institute of Chartered Secretaries of Bangladesh (ICSB). The Board of Directors of National Polymer Industries PLC met 06 (six) times during the year 2024-2025 to transact various agendas. The Board Meetings and attendance by the board members have been disclosed in the Directors' Report.

ROLES & RESPONSIBILITIES OF THE BOARD OF DIRECTORS

The Board of Directors being the highest governing authority within the management structure holds the ultimate responsibility and accountability with due diligence for leading the company to achieve the expected financial results, ensures business sustainability and generate value for the shareholders. The major roles and responsibilities of the Board are as follows:

- The Board of Directors provides effective guidance and directions to ensure that the robust policies and procedures are maintained properly to achieve the business objectives.
- The Board of Directors reviews the adequacy of internal control and risk management systems of the company and confirms the implementation of the mitigation measures to manage the risks and ensures integrity in the company's accounting and financial reporting systems through compliance with all relevant laws and regulations.
- The Board of Directors has a fiduciary responsibility to protect the assets of the shareholders and to ensure a decent return to their investments.
- The Board of Directors provides appropriate decisions/directions on the matters, which are legally required to be considered and decided, such as approval of the quarterly un-audited financial statements, annual audited financial statements, declaration of dividends, appointment/re-appointment of Directors and Auditors etc.

- The Board of Directors also oversees and monitors the operational performance, corporate strategies, business plans, annual budgets, capital expenditure proposals for modernization and expansion of projects/product lines, procurement of plant & machineries, raw materials, arrangement or borrowing of funds etc.
- The Board of Directors monitors the appointment of the top management and review the management succession planning to ensure the effectiveness of governance practices to expedite the overall business performance of the company.
- In compliance with the Condition No. 1(5) of the Corporate Governance Code-2018 and Section 184 of the Companies Act, 1994, the Board of Directors has disclosed its report before the shareholders, which is an integral part of the Annual Report.

CHAIRPERSON OF THE BOARD AND MANAGING DIRECTOR

As per the BSEC's Corporate Governance Code-2018, the positions of the Chairperson of the Board and the Managing Director are held by the different individuals. The roles and responsibilities of the Chairperson and the Managing Director are defined clearly. The Chairperson of the Board is responsible for the functions of the Board and the Managing Director is responsibilities for day to day operations of the Company under the supervation of the board of directors.

CHAIRPERSON OF THE BOARD

The Chairperson leads the Board to work properly for the long-term benefits of the company. He is responsible for ensuring the effectiveness of the Board and good governance practices and procedures and to promote the highest standards of integrity throughout the company. Mr. Golam Murshed is the Chairperson of the Board, who leads the Board properly with a view to achieving the company's long-term success and goal.

ROLES & RESPONSIBILITIES OF THE CHAIRPERSON

In compliance with the BSEC'S Corporate Governance Code-2018, the roles and responsibilities of the Chairperson have been clearly defined by the Board of Directors. The major responsibilities of the Chairperson are mentioned as follows:

- The primary role of the Chairperson is to preside over the meeting of the Board of Directors and the meeting of the Shareholders (AGM/EGM).
- The Chairperson confirms that the Board is constituted and is operating its activities in accordance with the Memorandum and Articles of Association of the company along with other legislations.
- The Chairperson consulting with the Managing Director and the Company Secretary sets the Board Meeting Schedule and Agenda to discuss and approve along with other Board Members in the Board Meeting.
- Representing the company from the highest level, the Chairperson also maintains relationships with the relevant stakeholders in consultation with the Board as well as the Managing Director/CEO for ensuring that an appropriate balance is maintained between the interests of shareholders and other stakeholders.
- As a Chairperson of the Board, he neither personally possesses the jurisdiction to apply policy making or executive authority nor he participates in or interfere with the administration or operational and/or routine affairs of the company.
- The Chairperson may assume any responsibility, if the Board assigns within the purview of the relevant rules, regulations, acts and articles.
- Eligible to exercise casting vote.

MANAGING DIRECTOR

The Managing Director is in charge of overall operations and is responsible for day-to-day operations of the company as the Chief Executive. Mr. Riad Mahmud is the Managing Director of the company, who delivers his leadership to ensure the proper execution of the Board's strategies and decisions.

ROLE & RESPONSIBILITIES OF THE MANAGING DIRECTOR

In compliance with the BSEC'S Corporate Governance Code-2018, the roles and responsibilities of the Managing Director

have been clearly defined by the Board of Directors. The major roles and responsibilities of the Managing Director are mentioned below:

- The Managing Director is responsible for driving the overall business operations, effective implementation of strategies and business objectives as decided by the Board of Directors with a view to upholding the shareholder's value.
- The Managing Director acts reasonably to ensure that the company operates its business as per the Articles of Association (AoA), decisions made by the Board and the Shareholders as well as the policies, procedures and applicable regulatory legislations.
- The Managing Director also communicates, on behalf of the company, to the employees, Government Authorities, Regulators, Shareholders and other Stakeholders through the Company Secretary.

INDEPENDENT DIRECTORS

In compliance with the Condition No. 1(2) of the Corporate Governance Code-2018, the Board of Directors of National Polymer Industries PLC. has appointed two Independent Directors including one female Director named: Ms. Sherina Idrish, Senior Lecturer, Marketing & International Business Department, North South University, Dhaka and Mr. Md. Sahadat Hossain, Advocate, Supreme Court of Bangladesh. The Independent Directors are free from any business or other relationships with the company that might materially interfere or affect the exercise of their independent judgments.

CRITERIA FOR APPOINTMENT OF INDEPENDENT DIRECTORS

National Polymer Industries PLC adheres to the selection criteria for Independent Directors as established by the Bangladesh Securities and Exchange Commission (BSEC) in the Corporate Governance Code-2018.

The board of directors appointed the qualified Bangladeshi citizen as independent director of the company who:

1. Doesn't hold any share of National Polymer Industries PLC.
2. 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;
3. Has not been an executive of the company in immediately preceding 2 (two) financial years;
4. Does not have any other relationship, whether pecuniary or otherwise, with the company;
5. Is not a member or TREC holder, director or officer of any stock exchange;
6. 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;
7. Is not a partner or an executive or was not a partner or an executive during the preceding 03 (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 CG Code-2018;
8. Is not independent director in more than 5 (five) listed companies;
9. Has not been reported as a defaulter in the latest CIB report of Bangladesh Bank for non-payment of any loan or advance or obligation to a bank or a financial institution; and
10. Has not been convicted for a criminal offence involving moral turpitude.

CHIEF FINANCIAL OFFICER (CFO)

As per the BSEC's Corporate Governance Code-2018, the Board of Directors has appointed the Chief Financial Officer (CFO) of the company, who performs his defined roles and responsibilities. Mr. Bidhan Kumah Saha, who has a long service experience and expertise in the field of Accounts & Finance, has been performing his responsibilities as the Chief Financial Officer (CFO) of the company. The Chief Financial Officer oversees the overall financial management of the company, ensures the accuracy of budgetary and financial control systems and also monitors the financial performance of the company. The Chief Financial Officer also ensures that the Board receives accurate, timely and clear information in respect of the company's financial performance and position. He is also responsible to comply with the appropriate accounting standards and financial reporting standards and other regulatory requirements in relation to the preparation of the financial statements. The Chief Financial Officer attends the meetings of the Board of Directors as required under the Condition No. 3(2) of the Corporate Governance Code-2018.

COMPANY SECRETARY

As per the BSEC's Corporate Governance Code-2018, the Board of Directors has appointed the Company Secretary, whose roles and responsibilities are defined clearly. Mr. Md. Abdul Maleque having a long service experience in field of secretarial and compliance issues has been performing his duties and responsibilities as the Company Secretary. The core responsibility of the Company Secretary is to ensure the compliance with the Acts, Rules, Regulations, Notifications, Guidelines, Orders/Directives etc. issued by the Regulators as applicable to conduct the business activities of the company. The Company Secretary also maintains necessary liaison with the Regulatory Authorities, Shareholders and other Stakeholders on the matters of corporate interests in a transparent manner and acts as a bridge between the Board, Management and Shareholders to facilitate the good governance within the company. He also ensures that the Board receives timely information in advance of the Board Meeting to ensure effective discussion and decision. The Company Secretary attends the meetings of the Board of Directors as required under the Condition No. 3(2) of the Corporate Governance Code-2018.

HEAD OF INTERNAL AUDIT & COMPLIANCE

As per the BSEC's Corporate Governance Code-2018, the Board of Directors has appointed the Head of Internal Audit & Compliance of the company, who performs his respective roles and responsibilities. Mr. Mohammad Shoujat Hossain, who has long 15 years of experience in the field of Internal Audit & Compliance has been acting as the Head of Internal Audit & Compliance of the company. The head of internal audit (HIA) plays a vital role in delivering his responsibilities assessing the adequacy and effectiveness of governance systems and reducing the risk and giving an evidence-based opinion on all aspects of governance, risk management and internal control systems as per International Standards of Auditing (ISA). He also makes recommendations to the Management and the Audit Committee about the improvement of operational, financial, compliance and internal control systems of the company. He assists the Management in identifying the risks associated with the company and how to mitigate such risks. The Head of Internal Audit & Compliance attends the Board Meeting as required under the Condition No. 3(2) of the BSEC's Corporate Governance Code 2018.

MANAGEMENT TEAM

The Management Team headed by the Managing Director plays a significant role in managing the business as per the norms of the corporate governance and the Company's Code of Conduct. The Management Team drives the responsibilities with a view to implementing the Board's strategies, policies and decisions. The Management Team meets every month to discuss on the operational issues to address the business challenges and recommends how to overcome such challenges to attain the company's business objectives.

SUB-COMMITTEES OF THE BOARD

In compliance with the Corporate Governance Code-2018, the Board of National Polymer Industries PLC. has constituted 'Audit Committee' and 'Nomination and Remuneration Committee (NRC)'. Each Committee operates with the defined Terms of Reference (ToR) as approved by the Board of Directors.

AUDIT COMMITTEE

In accordance with the guidelines of the BSEC's Corporate Governance Code-2018, the Board of Directors has constituted the 'Audit Committee' as a sub-committee of the Board, comprising of the 03 (three) Members of the Board. Two of them are Independent Directors and another member is the Non-executive Director of the Board. The Audit Committee is headed by Mr. Md. Sahadat Hossain, the Independent Director of the Board. As per regulatory requirements, all the Members of the Audit Committee are well-conversant regarding the financial, regulatory and corporate laws and are able to analyze the financial statements to effectively discharge their duties and responsibilities. The key responsibilities and activities of the Audit Committee are stated in the report of the Audit Committee.

NOMINATION AND REMUNERATION COMMITTEE (NRC)

In accordance with the guidelines of the BSEC's Corporate Governance Code-2018, the Board of Directors has constituted the 'Nomination and Remuneration Committee (NRC)' as a sub-committee of the Board, comprising of the 05 (five) members of the Board. Two of them are Independent Directors of the Board. The Committee is headed by Ms. Sherina Idrish, who is

the Independent Director of the Board. All the Members being well-experienced with integrity are able to contribute to the company in ensuring the compliance with the financial laws, regulatory and corporate laws. The key responsibilities and activities of the Nomination and Remuneration Committee (NRC) are stated in the report of the Nomination and Remuneration Committee.

RISK MANAGEMENT COMMITTEE

The Company has formed the Risk Management Committee headed by the Head of Internal Audit & Compliance. The Risk Management Committee is responsible for monitoring the overall risk management framework, the financial reporting processes, compliance processes, performance of the Auditors and overseeing the audit programs. The Risk Management Committee is also responsible to examine the efficiency of the company's internal control processes for managing the key risk areas and recommends the Management about the risk level and implementation of the risk management procedures, internal control systems and review the nature and level of insurance coverage.

PURCHASE COMMITTEE

The Purchase Committee of the Company is comprised of the experienced officials of the company. Among others, the followings are the main responsibilities of the Purchase Committee:

- To evaluate the received proposal and find out the effectiveness of each proposal.
- To prepare the report on the basis of evaluation of the purchase proposal with recommendation and send for obtaining approval from the competent authority.
- To supervise the entire procurement activities.

HEALTH, SAFETY, SECURITY AND ENVIRONMENT COMMITTEE

National Polymer Industries PLC., as a manufacturing company, always gives priority on health, safety, security and environmental issues of the company. The Company has constituted the Safety Committee headed by the Head of Human Resources Department. The Committee meets regularly to identify, monitor and implement the matters relating to the health, safety, security and environmental issues of the company.

STATUTORY AUDIT

The appointment of the Statutory Auditors and their activities are regulated by the Companies Act, 1994, Securities & Exchange Rules, 1987 and the BSEC's Corporate Governance Code, 2018. As per these regulations, the Auditor is appointed by the Shareholders at the Annual General Meeting of the company and their remuneration is also fixed by the Shareholders. The Audit Committee meets with the Statutory Auditor to ensure that the Auditor acts independently. Islam Quazi Shafique & Co. Chartered Accountants acted as the Statutory Auditor of the company for the year ended on 30 June 2025.

CORPORATE GOVERNANCE COMPLIANCE AUDIT

The appointment of the Corporate Governance Compliance Auditors and their functions are regulated by the BSEC's Corporate Governance Code, 2018. The Company appointed M/s Artisan, Chartered Accountants as the Corporate Governance Compliance Auditors, who has provided the certificate on compliance with Conditions of Corporate Governance Code-2018 for the year ended on 30 June 2025 after due inspection of all relevant documents. The corporate governance certificate is disclosed in this annual report.

INTERNAL AUDIT AND CONTROL

Internal Audit functions support the company to evaluate and improve the effectiveness of risk management and internal control systems through a systematic and disciplined approach with a view to achieving the company's objectives. The Internal Audit Department regularly conducts audit based on the quarterly and yearly audit plans. The effective internal control mechanism is built by the company to reduce the risks of error and fraud. The internal control system is reviewed by the internal audit functions and reported to the Management and the Audit Committee regularly.

DIVIDEND DISTRIBUTION POLICY

In compliance with the BSEC's Directive No. BSEC/CMRRCD/2021-386/03 dated 14 January 2021, the Board of Directors of National Polymer Industries PLC. has formulated the Dividend Distribution Policy. The objective of this policy is to lay down the criteria to be considered by the Board of Directors before declaring dividend and ensuring proper distribution of dividend to the shareholders of the company. The Dividend Distribution Policy is disclosed in this Annual Report.

NRC POLICY

In compliance with the BSEC's Corporate Governance Code 2018, the Board of Directors has formulated a Nomination and Remuneration Policy for determining the qualifications, positive attributes, experiences and independence of the Directors and the Top Level Executives of the company. The Nomination and Remuneration Policy of the Company is disclosed in this Annual Report.

INSIDER TRADING POLICY

The Board of Directors of the company has adopted the 'Insider Trading Policy' as per the BSEC's Insider Trading Prohibition Rules, 2022. This Policy has outlined, among others, the restrictions on trading of securities by the insiders, who have inside information relating to securities or financial instruments of the company. This Policy has also specified the nature of disclosure of Price Sensitive Information (PSI) and Material Information (MI) of the company. This Policy has been disclosed in the official website of the company.

CODE OF CUNDUCT

Company's Code of Conduct is a policy that outlined the principles and standards, which is followed by all employees of the company and the third parties acting on behalf of the company. In pursuance of the BSEC's Corporate Governance Code-2018, the Board of Directors of National Polymer Industries PLC. adopted a Code of Conduct for securing good business ethics in all aspects of its activities. The Code of Conduct is available in the website of the Company at www.nationalpolymer.net.

COMMUNICATION WITH THE SHAREHOLDERS AND THE STAKEHOLDERS

The Board of Directors acknowledges the importance of effective communication between the Board and Shareholders, Regulators and other Stakeholders at large to provide a clear and complete picture of the company's business performance, financial position and revenue generation. The Company encourages regular communications with the shareholders and welcomes their participation at the shareholders' meetings (AGM & EGM). The shareholders are provided with the quarterly and annual financial statements, annual report, AGM/EGM notice, price sensitive information, material information and/or any other permissible information, which the Company considers as its principal communication with them. The Shareholders are also provided with the routine services by the Company Secretarial & Shares Department.

COMPLIANCE WITH LABOUR LAW

The Company is committed to maintaining compliance with labor laws and relevant regulations. Each year, management of the company expresses gratitude to all employees for their contributions by providing benefits from the Workers' Profit and Participation Fund (WPPF). This initiative not only recognizes labor's hard work but also fosters a sense of success and teamwork within the organization. The employment of child labor for factory or office work is a clear violation of the Labor Law, 2006. To ensure compliance, the company actively discourages child labor and strictly prohibits its use in recruitment processes. The Management is committed to upholding the standards and promoting a safe and ethical workplace for all employees.

CORPORATE SOCIAL RESPONSIBILITY

As a corporate citizen, National Polymer endeavors to discharge its responsibilities towards the society and the environment. Our social responsibilities includes our valued customers, employees, shareholders, business associates and other stakeholders. The Board of Directors is aware of the social development as part of the corporate social responsibility (CSR), especially in the areas of race-religion-regional equality, non-employment of child labor, donation to the flood victims,

educational and charitable institutions, prevention of environmental pollution by tree plantation within the factory area etc. We do believe that our business objectives are not only to maximize the profitability but also to contribute to the society.

CORPORATE SOCIALIZATION/ MEMBERSHIP

In order to play a model role for Good Governance characteristics in the corporate sector, the company has become a member of the country's leading stock exchanges, chambers, and associations namely: Dhaka Chamber of Commerce & Industries (DCCI), Bangladesh Plastic Goods Manufacturers and Exporters Association (BPGMEA), Bangladesh Association of Publicly Listed Companies (BAPLC), Dhaka and Chittagong Stock Exchanges, Korea Bangladesh Chamber of Commerce and Industries (KBCCI). These memberships have provided scope to the company for the improvement of Corporate Governance Practices for the benefits of the stakeholders.

RELATIONSHIP WITH THE SUPPLIERS

As the Company has to import capital machineries and raw materials, it maintains cordial and mutual beneficial relationship with its international as well as local suppliers. This enables the company to avoid any legal disputes with the suppliers and enhances the Company's image as a good customer.

INVESTORS' RELATION DEPARTMENT

National Polymer Industries PLC maintains a designated Investor Relations Department led by Company Secretary. Company's Investors' Relation Department is always ready to address any queries regarding minority shareholders' interests. Additionally, investors can find updated information on the company's official website, which also serves as an archive of historical data relevant to their interests.

COMPANY WEBSITE

The official website of the company is a comprehensive reference on the company's management, vision, mission, products, promotions, value added statements, investors' relation, sales network and other events. The Shareholders can easily understand about the financial details, shareholding patterns, corporate benefits, status of dividend payments etc. through the 'Investor Relations' section of the company's website at **www.nationalpolymer.net.**

PATTERN OF SHAREHOLDING

[Under condition No.1(5)(xxiii)]

a. Parent or Subsidiary or Associated Companies and other related parties (name-wise details): **N/A**

b. Directors, Chief Executive Officer, Company Secretary, Chief Financial Officer, Head of Internal Audit & Compliance and their spouses and minor children (name-wise details):

Sl No.	Name	Position	No. of shares held	Percentage (%)
1	Mr. Golam Murshed	Sponsor Director & Chairperson	3,782,840	5.18%
2	Mr. Riad Mahmud	Sponsor Director & Managing Director	3,603,773	4.94%
3	Ms. Mahmuda Akhter	ICB Nominated Director	12,095,242	16.57%
4	Late Shamsul Abedin Akhand & Mrs. Khaleda Akhand (Joint Account)	Sponsor	32,31,611	4.43%
5	Mr. Rohel Mahmud	Sponsor	7,26,202	1.00%
6	Mrs. Razia Morshed	Sponsor	304,082	0.42%
7	Mrs. Khaleda Akhand	Sponsor	9,069	0.01%
8	Ms. Sherina Idrish	Independent Director	Nil	-
9	Mr. Md. Sahadat Hossain	Independent Director	Nil	-
10	Mr. Bidhan Kumar Saha	Chief Financial Officer	Nil	-
11	Mr. Md. Abdul Maleque	Company Secretary	Nil	-
12	Mr. Mohammad Shoujat Hossain	Head of Internal Audit & Compliance	Nil	-
Shares held by the spouses and minor children of the above persons:				
13	Mr. Ehsanul Karim	Son of Mr. Golam Murshed & Mrs. Razia Morshed	250,000	0.34%
14	Spouses and minor children of other Directors, MD, CFO, CS and HIAC	-	Nil	-

c. Shareholding of Executives (Top five salaried employees), other than the Directors, CEO, CFO, CS and HIAC): Nil

d. Shareholders holding ten percent (10%) or more voting interest in the Company (name-wise details):

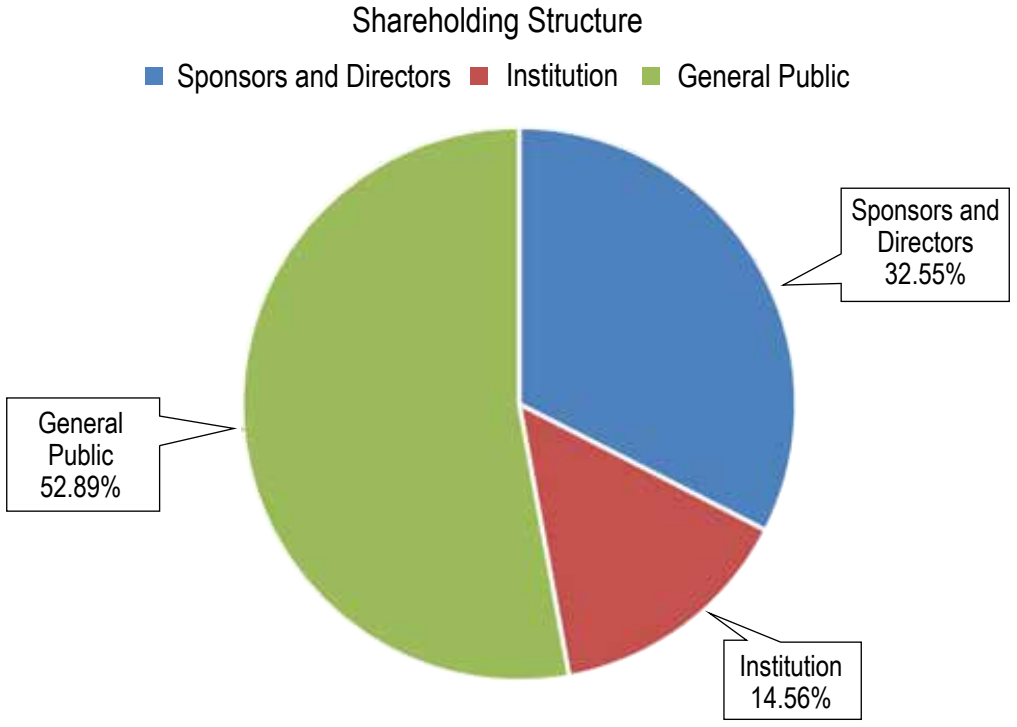
Sl No.	Name	No. of shares held	Percentage (%)
1	Ms. Mahmuda Akhter Director, Nominated by ICB	12,095,242	16.57%

Shareholding of Directors & Sponsors: 23,752,819 (32.55%)
Shareholding of General Shareholders: 49,230,849 (67.45%)
Total number. of Shares of the Company: 72,983,668 (100%)

SHAREHOLDING STRUCTURE

Authorized Capital BDT 3,000 Million
Paid-up Capital BDT 729.84 Million
Paid-up Shares 72,983,668 Nos
Face Value of Per Share BDT 10.00

Particulars	Number of Shareholders	Number of Shares	Percentage (%)
Sponsors & Directors	07	23,752,819	32.55
Government	0	0	-
Institution	145	10,623,098	14.56
Foreign	0	0	-
General Public	9,450	38,607,751	52.89
Total	**9,602**	**72,983,668**	**100**



REPORT OF THE AUDIT COMMITTEE

In terms of the BSEC'S Corporate Governance Code, 2018 issued vide its Notification No. BSEC/CMRRCD/2006-158/207/Admin/80; dated June 03, 2018, the Board of Directors of National Polymer Industries PLC has constituted the Audit Committee as a sub-committee of the Board. The Audit Committee is responsible to and reports to the Board of Directors. It assists the Board in ensuring that the financial statements reflect true and fair view of the state of affairs of the company and good governance system within the company.

COMPOSITION OF THE AUDIT COMMITTEE

The Audit Committee National Polymer Industries PLC. is comprised of 03 (three) members. All the members of the Audit Committee are the Non-Executive Directors of the Board and the Chairman of the Audit Committee is an Independent Director. The Company Secretary acts as the Secretary of the Audit Committee. Currently, the Audit Committee is comprised of the following members:

Sl No.	Name	Status in the Board	Position in the Audit Committee
1	Mr. Md. Sahadat Hossain	Independent Director	Chairman
2	Ms. Sherina Idrish	Independent Director	Member
3	Ms. Mahmuda Akhter	Director, Nominated by ICB	Member

ROLES AND RESPONSIBILITIES OF THE AUDIT COMMITTEE

The Audit Committee assists the Board in fulfilling its responsibilities more effectively. The functions of the Audit Committee are regulated by the BSEC's corporate governance guidelines. In addition to other responsibilities, which may be assigned from time-to-time by the Board, the Audit Committee is responsible for the followings:

- Oversee the financial reporting process;
- Monitor choice of accounting policies and principles;
- Monitor Internal Audit & Compliance processes 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;
- Oversee hiring and performance of external auditors;
- Hold meeting with the external auditors for review the annual financial statements before submission to the Board for approval;
- Review along with the Management, the annual financial statements before submission to the Board for approval;
- Review along with the Management, the quarterly and half-yearly financial statements before submission to the Board for approval;
- Review the adequacy of internal audit functions;
- Review the Management's Discussion and Analysis before disclosing in the Annual Report;
- Review the statement of all related party transactions submitted by the Management;
- Review the Management Letters or Letter of Internal Control weakness issued by statutory auditors;
- 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
- 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.

MEETING OF THE AUDIT COMMITTEE

During the financial year ended on 30 June 2025, the Audit Committee held 04 (four) meetings, which is in compliance with the regulatory requirements. The proceedings of the Audit Committee meetings have been recorded and reported to the Board of Directors regularly.

Audit Committee meetings and attendance are stated below:

Sl No.	Name	Position	Meetings Attended
1	Mr. Mohammed Ariful Islam	Independent Director & Chairman of the Audit Committee	4/4
2	Dr. Mohammad Mahboob Rahman	Independent Director & Member the Audit Committee	3/4
3	Ms. Mahmuda Akhter	ICB Nominated Director & Member of the Audit Committee	4/4

SUMMARY OF ACTIVITIES DURING THE YEAR

The Audit Committee carried out the following activities during the year ended on June 30, 2025:

Review of Regulatory Compliance:

The Audit Committee reviewed whether the Company's operational procedures are in place to ensure the compliance with the rules and regulations framed by the Regulatory Authorities. The Committee is satisfied that the company duly complies with the rules and regulations issued by the Regulators.

Review of Financial Reporting Process:

The Committee reviewed whether proper books of accounts have been maintained and appropriate accounting standards, financial reporting standards and other necessary regulatory requirements have been followed in preparation of the financial statements. Thereafter, the Committee is satisfied that the appropriate accounting policies and principles have been followed in preparation of the financial statements of the company.

The Committee also reviewed along with the management:

- The annual audited financial statements for the year ended June 30, 2025 and recommended the Board for approval;
- The quarterly un-audited financial statements for the year and recommended the Board for approval.

Review of Internal Audit and Control System:

The Audit Committee reviewed the internal audit plans for the year and assessed the internal audit functions and found that the Company has an adequately resourced internal control system to ensure smooth business operations. The Audit Committee also reviewed the internal audit reports, audit recommendations and management response related to these recommendations and the actions taken to improve the system of internal control. The Committee is in opinion that the internal control framework is sound in design which gives reasonable assurance that the Company's resources are safeguarded and financial position is well managed.

Review of External Audit Performances:

- The Audit Committee along with the External Auditors reviewed the annual audited financial statements and recommended the Board for approval;
- The Audit Committee reviewed the performance and Independence status of External Auditors;
- The Audit Committee reviewed the hiring processes of external auditors, determination of audit fees based on scope and magnitude, level of expertise deployed and time required for effective audit.

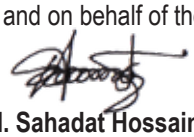
Review of Management's Discussion and Analysis:

The Audit Committee reviewed the Management's Discussion and Analysis for the year ended 30 June 2025 and recommended to publish the same in the Annual Report 2024-2025.

Acknowledgement

The Audit Committee expressed its sincere thanks to the Board Members, Management Team, External and Internal Auditors for their support and cooperation in carrying out its duties and responsibilities effectively.

For and on behalf of the Audit Committee



(Md. Sahadat Hossain)
Chairman of the Audit Committee

REPORT OF THE NOMINATION AND REMUNERATION COMMITTEE (NRC)

In terms of the BSEC'S Corporate Governance Code, 2018 issued vide its Notification No. BSEC/CMRRCD/2006-158/207/Admin/80; dated June 03, 2018, the Board of Directors of National Polymer Industries PLC. has constituted the Nomination and Remuneration Committee (NRC) as a sub-committee of the Board. The NRC is responsible to and reports to the Board of Directors. The purpose of the NRC is to oversee the company's nomination and remuneration procedures for the Board and the senior management. The Committee performs its responsibilities in accordance with the BSEC's corporate governance guidelines as well as other best practices.

COMPOSITION OF NOMINATION AND REMUNERATION COMMITTEE (NRC)

The Nomination and Remuneration Committee (NRC) National Polymer Industries PLC is comprised of 05 (five) members and the Chairman of the NRC is an Independent Director. The Company Secretary acts as the Secretary of the Nomination and Remuneration Committee (NRC). Currently, the NRC is comprised of the following members:

Sl No.	Name	Status in the Board	Position in the NRC
1	Ms. Sherina Idrish	Independent Director	Chairman
2	Mr. Md. Sahadat Hossain	Independent Director	Member
3	Ms. Mahmuda Akhter	Director, Nominated by ICB	Member
4	Mr. Golam Murshed	Chairperson of the Board	Member
5	Mr. Riad Mahmud	Managing Director	Member

ROLES AND RESPONSIBILITIES OF THE NOMINATION AND REMUNERATION COMMITTEE (NRC)

The Nomination and Remuneration Committee (NRC) assists the Board by overseeing the company's nomination process including the succession planning for the senior management and the Board. In addition to other responsibilities, which may be assigned from time-to-time by the Board, the NRC is responsible for the followings:

(i) Formulating the criteria for determining qualifications, positive attributes and independence of a director and recommend a policy to the Board, relating to the remuneration of the directors and the top level executives, considering the followings:

  (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 executives involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the company and its goals;

(ii) Devising a policy on Board's diversity taking into consideration of age, gender, experience, ethnicity, educational background and nationality;

(iii) Identifying persons who are qualified to become Directors and who may be appointed in top level executive positions in accordance with the criteria laid down, and recommend their appointment and removal to the Board;

(iv) Formulating the criteria for evaluation of performance of Independent Directors and the Board;

(v) Identifying the Company's needs for employees at different levels and determine their selection, transfer or replacement and promotion criteria; and

(vi) Developing, recommending and reviewing annually the company's human resources and training policies;

WORKING PROCEDURES OF NRC

Nomination Criteria

National Polymer Industries PLC follows a systematic nomination procedure considering various factors like-

- NRC Policy of the company;
- Applicable laws, regulations and requirements of the regulatory bodies (e.g. BSEC's Corporate Governance Code and Labour Law, etc.); and
- Previous experience, expertise areas and educational background etc.

Selection Criteria

The recruitment and selection process of National Polymer Industries PLC for the position of Directors, top-level executives and other employees of the Company are as follows:

- **Selection of Directors**

The Nomination and Remuneration Committee (NRC) functions as the sub-committee of the Board to determine the appropriate standards of independence, integrity, high personality, professional ethics, skills and experience in compliance with the Companies Act for the Board as a whole as well as for its individual members with the objective of having the Board with diverse backgrounds and experience.

- **Selection of Independent Director:**

The Independent Director shall have adequate qualifications and knowledge as required by the regulatory body (e.g. BSEC). The Board of Directors appoints Independent Directors upon recommendation of the NRC and consent of the BSEC, which is then approved by shareholders in the Annual General Meeting of the Company.

- **Selection of Top-level Executives:**

The NRC, consulting with the Managing Director & CEO and Human Resources Department (HRD), selects and recommends candidate(s) for the top-level executives. The following factors are considered during selection:

  - Relevant qualifications;
  - Experience; and
  - Skills and leadership.

CRITERIA FOR APPOINTMENT OF MANAGING DIRECTOR, COMPANY SECRETARY (CS), CHIEF FINANCIAL OFFICER (CFO) AND HEAD OF INTERNAL AUDIT & COMPLIANCE (HIAC)

The following factors are considered for appointment of an appropriate person for the position of Managing Director (MD), Company Secretary (CS), Chief Financial Officer (CFO) and Head of Internal Audit & Compliance (HIAC):

- The positions of Managing Director (MD), Company Secretary (CS), Chief Financial Officer (CFO) and Head of Internal Audit & Compliance (HIAC) shall be filled by different individuals;
- The MD, CS, CFO and HIAC shall not hold any executive position in any other company at the same time;

  "Provided that CFO or CS may be appointed for the same position in any other listed or non-listed company under the same group for reduction of cost or for technical expertise, with prior approval of the Commission:

  Provided further that the remuneration and perquisites of the said CFO or CS shall be shared by the appointing companies proportionately;"
- 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).

Other matters to be considered:

- Integrity, qualification, expertise, personality, professional ethics, skills and experience of a person for appointment as Director or at Senior Management level;

PERFORMANCE EVALUATION

Evaluation of performance of Directors and top level executive is carried out by the Nomination and Remuneration Committee yearly or at such intervals as may be considered necessary;

REMUNERATION CRITERIA

The remuneration packages of the employees meet the appropriate performance benchmarks. Remuneration and other pay should be in line with the policies and procedures of the company. The Company sets remuneration packages for its management or top level executives in line with applicable regulations and proper disclosures are given in the Annual Financial Statements and Annual Report.

REMOVAL OF DIRECTORS

Reasons for any disqualification mentioned in the Companies Act, 1994 or any other reasonable ground, the Nomination and Remuneration Committee (NRC) may recommend the Board for removal of a Director or Senior Management Personnel, subject to the provisions and compliance of the said Act, rules and regulations.

RETIREMENT OF DIRECTORS

The Director and Senior Management Personnel shall retire as per the applicable provisions of the Act, Articles of Association and the prevailing policy of the company. The Board will have the discretion to retain the Director or Senior Management Personnel in the same position or otherwise even after attaining the retirement age for the benefit of the company.

MEETING AND ATTENDANCE

During the financial year ended on 30 June 2025, the Nomination and Remuneration Committee (NRC) held 2 (two) meetings, which is in compliance with the regulatory requirements. The proceedings of the Audit Committee meetings have been recorded and reported to the Board of Directors regularly. NRC meetings and attendance are stated below:

Sl No.	Name	Position	Meetings Attended
1	Dr. Mohammad Mahboob Rahman	Independent Director & Chairman of the NRC	2/2
2	Mr. Mohammed Ariful Islam	Independent Director & Member of the NRC	2/2
3	Ms. Mahmuda Akhter	ICB Nominated Director & Member of the NRC	2/2
4	Mr. Golam Murshed	Chairperson of the Board & Member of the NRC	2/2

SUMMARY OF ACTIVITIES DURING THE YEAR

The Nomination and Remuneration Committee (NRC) carried out the following activities during the year ended June 30, 2025:

The NRC reviewed/recommended:

- The appointment of Chief Financial Officer (CFO) of the Company.
- The appointment of Independent Director of the company;
- The election/re-election of Director(s) of the company;
- The performance of Directors including Independent Directors;
- The performance of the Top Level Executives and the compensation package;
- The Company's human resources and training policies.

ACKNOWLEDGEMENT

The Nomination and Remuneration Committee expressed its sincere thanks to the Board and the management team for their continuous support and assistance in discharging its duties and responsibilities effectively.

For and on behalf of the Nomination and Remuneration Committee (NRC)

(Sherina Idrish)
Chairman of NRC

REPORT ON UNCLAIMED DIVIDEND ACCOUNT

As per Condition No. 3 (i) of the BSEC's Directive No. BSEC/CMRRCD/2021-386/03 dated 14 January 2021, the Company maintains separate bank account(s) for distribution of Cash Dividend to the shareholders. The Company also maintains separate Suspense BO account(s) (blocked under block module) for proper distribution of unpaid or unclaimed Stock Dividend/Bonus Shares to the shareholders.

As per Condition No. 3 (vii) of the BSEC's Directive No. BSEC/CMRRCD/2021-386/03 dated 14 January 2021, the Company maintains detailed information of unpaid or unclaimed dividend and rationale thereof, as per BO account number-wise and folio number-wise of the shareholders and published the year-wise summary of unpaid or unclaimed dividend in the website at www.nationalpolymer.net.

The details of transfer of unpaid or unclaimed Cash and Stock Dividend to the CMSF are as follows:

(i) As per the BSEC's Directive No. SEC/SRMIC/165-2020/part-1/182 dated 19 July 2021, the Company transferred the Unpaid or Unclaimed or Undistributed Cash Dividend up to the FY 2020-2021 to the Capital Marker Stabilization Fund's (CMSF) Bank Account.

(ii) As per the BSEC's Directive No. SEC/SRMIC/165-2020/306 dated 24 November 2021, the Company transferred the Unpaid or Unclaimed or Undistributed Stock Dividend/Bonus Shares (from FY 2010-2011 to 2018-2019) and Un-allotted Rights Shares (2009 & 2021) to the Capital Marker Stabilization Fund's BO Account.

The status of unpaid or unclaimed Cash and Stock Dividend as on 30 June 2025 is as follows:

(a) Unpaid or Unclaimed Cash Dividend:

(i) Unpaid or Unclaimed Cash Dividend for the FY 2021-2022: Tk. 3,424,942
(ii) Unpaid or Unclaimed Cash Dividend for the FY 2022-2023: Tk. 3,582,236
(iii) Unpaid or Unclaimed Cash Dividend for the FY 2023-2024: Tk. 3,574,674

(b) Unpaid or Unclaimed Stock Dividend/Bonus Shares: Nil

DIVIDEND DISTRIBUTION POLICY

1. INTRODUCTION

Dividend Distribution Policy is a set of principles/guidelines in relation to declaration and distribution of dividend and matters incidental thereto or connected therewith. The Board of Directors of National Polymer Industries PLC. adopted a policy known as "NPIPLC Dividend Distribution Policy" in compliance with the BSEC's Directive No. BSEC/CMRRCD/2021-386/03 dated 14 January 2021 and Directive No. BSEC/CMRRCD/2009-193 (part-07)/91 dated 13 July 2025. The highlights of the said policy are as follows:

2. OBJECTIVE

The objective of this policy is to lay down the criteria to be considered by the Board of Directors of the Company before declaring dividend and ensuring proper distribution of the declared dividend to the shareholders of the company.

3. DEFINITION OF DIVIDEND

Dividend means distribution of profits by the company to its shareholders in proportion to the amount paid-up on shares held by them. Dividend can be cash or stock in types and can also be final or interim. Dividend to be declared on the basis of audited financial statements regardless of interim or final. The Company can declare dividend after the end of financial year, which is called final dividend. Final dividend is declared on the basis of recommendations of the Board of Directors and the shareholders approve the same at the Annual General Meeting (AGM) of the Company.

The Company can also declare dividend from the current year's profits on either quarterly or semi-annual basis, which is called interim dividend and the Board may, at its discretion, declare an interim dividend out of current profit. No stock dividend shall be declared as interim dividend. The decision about recommending interim dividend and entitlement for such dividend cannot be changed.

4. PARAMETERS FOR DECLARATION OF DIVIDEND

The Board of Directors shall consider the following factors affecting the dividend proposal:

4.01 FINANCIAL PARAMETERS:

- Profits earned during the financial year;
- Profit growth of the company;
- Financial feasibility of the Company;
- Favorable debt equity ratio;
- Company's liquidity position and future cash flow requirements for operations;
- Such other factors and/or material events, which the Board may considers.

4.02 INTERNAL FACTORS:

- Growth rate of past earnings;
- Growth rate of predicted earnings;
- Earnings stability;
- Accumulated reserves;
- History of dividends declared by the Company;
- Working capital requirements;
- Mergers and acquisitions.

4.03 EXTERNAL FACTORS:

- Shareholders' expectations;
- Macroeconomic and business environment;
- Sectorial performance;
- Cost and availability of alternative sources of financing;
- Industry outlook for the future years;
- Government policies or regulatory provisions.

5.00 UTILIZATION OF RETAINED EARNINGS

The Company may utilize the retained earnings of the Company in a manner which is beneficial to the interests of the Company and its stakeholders, including, but not limited to ensuring maintenance of a healthy level of minimum capital adequacy ratios, meeting the Company's future business growth/expansion and strategic plans or such other purposes the Board may deem fit from time to time for the interest of the Company and its stakeholders.

6.00 PROCEDURES FOR PAYMENT OF DIVIDEND

All requisite approvals and clearances, where necessary, shall be obtained before payment of dividend. Dividend shall be paid after having approval from the Shareholders at an Annual General Meeting (AGM) on the basis of recommendation of the Board of Directors, but no dividend shall exceed the amount recommended by the Board of Directors.

No dividend shall be paid other than out of profits for the year or any other undistributed profits of the Company. No dividend shall be declared out of the capital reserve account or the revaluation reserve account or any unrealized gain or out of profit earned prior to the incorporation of the company, if any, or through reducing paid-up capital or through doing anything so that the post-dividend retained earnings become negative or a debit balance.

In case of declaration of stock dividend, the company shall explain the reason for declaring stock dividend and utilization of such retained amount as capital (stock dividend) shall be disclosed in the annual report.

7.00 ENTITLEMENT OF DIVIDEND

The Company shall determine the record date or date of closure of the register of members. The Company shall give notice in advance of at least 14 (fourteen) working days, but not exceeding 30 (thirty) working days to the stock exchange(s) specifying the purpose of the record date. Members, whose names shall appear in the Members'/Depository Register on the Record Date will be eligible to receive dividend.

8.00 DISTRIBUTION OF DIVIDEND

The Company shall pay off the cash or stock dividend (final or interim) to the shareholders within 30 days of declaration or approval or record date, as the case may be. The details of dividend distribution procedures are as follows:

8.01 DISTRIBUTION OF CASH DIVIDEND

Cash dividend shall be distributed in the following manner and procedures:

- The Company shall transfer and keep the total amount of declared cash dividend in a separate bank account maintained solely for the purpose of payment/disbursement of dividend at least 01 (one) day prior to the date of Annual General Meeting (AGM) or immediately after 01 (one) day of record date as declared by the Board of Directors in its meeting.

- The Company shall pay off cash dividend directly to the bank accounts of the entitled shareholders as available in the BO accounts maintained with the Depository Participant (DP), or the bank account as provided by the shareholders in paper form through BEFTN or through bank transfer or any electronic payment system as recognized by the Bangladesh Bank, if not possible to pay off through BEFTN.

- Upon receiving the claim on cash dividend from a stock broker or a merchant banker or a portfolio manager for the margin client or customer who has debit balance or margin loan, or as per intention of the client of stock broker or merchant banker or a portfolio manager, the Company shall pay off such cash dividend to the Consolidated Customer's Bank Account (CCBA) of the stock broker or to the separate bank account of the merchant banker or portfolio manager through BEFTN.

- In case of non-availability of bank account information or not possible to distribute the cash dividend through BEFTN or any electronic payment system, the Company shall issue cash dividend warrant and shall send it by post to the shareholders.

- The company shall pay off cash dividend to the non-resident sponsor, director, shareholder or foreign portfolio investor (FPI), if any, through the security custodian in compliance with the rules and regulations in this regard.

- The Company, immediately after disbursement of cash dividend and issuance a certificate of tax deducted at source, if applicable, shall intimate to the shareholder through a short message service (SMS) to the mobile number or email address as provided in the BO account or as provided by the shareholder.

- The Company shall maintain detailed information of unpaid or unclaimed dividend and rationale thereof, as per BO account member-wise or name-wise or folio number-wise of the shareholder, and shall also disclose the summary of aforesaid information in the annual report and shall also report in the statements of financial position (quarterly/annually) as a separate line item "Unclaimed Dividend Account." The Company shall publish the year-wise summary of its unpaid or unclaimed dividend in the website.

8.02 DISTRIBUTION OF STOCK DIVIDEND

Stock dividend shall be distributed in the following manner and procedures:

- The Company shall credit stock dividend or bonus shares directly to the BO account or issue the bonus share certificate of the entitled shareholders, as applicable, within 30 (thirty) days of declaration or approval or record date, as the case may be, subject to the clearance of the exchange(s) and the Central Depository Bangladesh System (CDBL). The Company shall follow the provisions of 46 of the Dipository Regulation, 2003 for issuance of bonus shares.

- The sale proceeds of fractional bonus share shall be paid off as per rules and regulations of the regulators issued from time to time.

- The Company shall maintain a Suspense BO account for undistributed or unclaimed stock dividend or bonus shares and shall also follow the under mentioned procedures for ensuring the rightful ownership:

- The Company shall send at least 3 (three) reminders to the entitled shareholders;

- The suspense BO account shall be held under Block Module and such undistributed or unclaimed stock dividend or bonus shares shall not be transferred in any manner except for the purpose of allotting the bonus share as and when the allottee approaches to the Company.

- Any corporate benefit in terms of shares accrued on such undistributed or unclaimed stock dividend or bonus shares shall be credited to the Suspense BO account.

- The Company shall, upon receiving application from the allottee and after proper verification of identity and his entitlement, credit the bonus shares lying with the Suspense BO account to the BO account of the allottee, or issue bonus shares to the allottee, as applicable, within 15 (fifteen) days of receiving application with an intimation to the Commission and the Exchange(s).

- Any voting rights on such undistributed or unclaimed stock dividend or bonus shares shall remain suspended till the rightful ownership claim of the shareholder is established.

9. CIRCUMSTANCES UNDER WHICH SHAREHOLDERS MAY OR MAY NOT EXPECT DIVIDEND

The Board may consider not declaring dividend or may recommend a lower payout for a given financial year, after analyzing the prospective opportunities and threats or in the event of challenging circumstances. The portion of profits not distributed among the shareholders as dividend will be used for the business activities of the Company.

10. SUBMISSION OF DIVIDEND COMPLIANCE REPORT

The Company shall submit a compliance report to the Commission and the Exchange(s) in a specified format issued by the regulator within stipulated time of completion of dividend distribution to the entitled shareholders and also publish the said report in the website of the company.

11. UNPAID OR UNCLAIMED OR UNSETTLED CASH AND STOCK DIVIDEND

The Company shall not forfeit any unclaimed cash dividend or stock dividend till the claim becomes barred by the laws of land in force. The Company shall follow the rules and regulations of the Regulator (BSEC) issued from time to time regarding payment or settlement of unpaid or unclaimed cash dividend and stock dividend.

12. CONFLICT IN POLICY

In the event of any conflict between this policy and the existing regulations of Govt. of Bangladesh, BSEC in force, the regulations shall prevail.

13. AMENDMENTS/MODIFICATIONS

The Board is authorized to change or modify this Policy from time to time at its sole discretion and/or in pursuance of any amendments made by any relevant law for the time being in force.

14. DISCLOSURE

This Dividend Distribution Policy shall be disclosed in the Annual Report and on the website of the Company.

NOMINATION AND REMUNERATION POLICY

1. OVERVIEW

Preface

The Nomination and Remuneration Policy of National Polymer Industries PLC. known as "NPI Nomination and Remuneration Policy" is formulated in compliance with the Condition No. 6(5)(c) of the BSEC's Notification No. BSEC/CMRRCD/2006-158/207/Admin/80 dated June 03, 2018. This policy has been formulated by the Nomination and Remuneration Committee (NRC) and approved by the Board of Directors.

Applicability

This Policy shall be applicable for the Directors and top level executives of the Company.

2. TERMS OF REFERENCE (TOR)

The Terms of Reference (TOR) of the Nomination and Remuneration Committee (NRC) have been determined by the Board as per the BSEC Notification. The Nomination and Remuneration Committee (NRC) works as sub-committee of the Board. It assists the Board in formulation of the nomination criteria or policy for determining qualifications, positive attributes, experiences and independence of Directors and top level executives as well as a policy for formal processes of considering the remuneration of Directors and top level executives.

3. CONSTITUTION OF THE NRC

(a) The Committee shall comprise of at least 03 (three) members including an independent director;

(b) At least 02 (two) members of the Committee shall be non-executive directors;

(c) Members of the Committee shall be nominated and appointed by the Board;

(d) The Board shall have authority to remove and appoint any member of the Committee;

(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 and eighty) days of occurring such vacancy in the Committee;

(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;

(g) The company secretary shall act as the secretary of the Committee;

(h) The quorum of the NRC meeting shall not constitute without attendance of at least an independent director;

(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.

4. CHAIRPERSON OF THE NRC

(a) The Board shall select 1 (one) member of the NRC to be Chairperson of the Committee, who shall be an independent director;

(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;

(c) The Chairperson of the NRC shall attend the Annual General Meeting (AGM) to answer the queries of the shareholders:

Provided that in absence of Chairperson of the NRC, any other member from the NRC shall be selected to be present in the annual general meeting (AGM) for answering the shareholder's queries and reason for absence of the Chairperson of the NRC shall be recorded in the minutes of the AGM.

5. MEETING AND QUORUM OF THE NRC

(a) The NRC shall conduct at least one meeting in a financial year;

(b) The Chairperson of the NRC may convene any emergency meeting upon request by any member of the NRC;

(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.

(d) The proceedings of each meeting of the NRC shall duly be recorded in the minutes and such minutes shall be confirmed in the next meeting of the NRC.

6. ROLE OF THE NRC

(a) NRC Shall be independent and responsible or accountable to the Board of Directors and to the Shareholders;

(b) NRC shall oversee, among others, the following matters and make report with recommendation to the Board:

(i) Formulating the criteria for determining qualifications, positive attributes and independence of a Director and recommend a policy to the Board, relating to the remuneration of the Directors, top level executives, 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, 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;

(ii) Devising a policy on Board's diversity taking into consideration of age, gender, experience, ethnicity, educational background and nationality;

(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;

(iv) Formulating the criteria for evaluation of performance of Independent Director(s) and the Board;

(v) Identifying the Company's needs for employees at different levels and determine their selection, transfer or replacement and promotion criteria; and

(vi) Developing, recommending and reviewing annually the Company's human resources and training policies;

7. APPOINTMENT, EVALUATION AND REMOVAL/RETIREMENT OF DIRECTOR, TOP LEVEL EXECUTIVES AND SENIOR MANAGEMENT

(i) Appointment Criteria of Director, Top Level Executive or at Senior Management Level

(a) The NRC shall identify and ascertain the integrity, qualification, expertise and experience of the person for appointment as Director, top level executive or at senior management level and recommend his/her appointment, as per company's policy.

(b) A person possessing adequate qualification, expertise and experience for the position director, top level executive or at senior management level shall be considered for appointment. The NRC has the authority to decide whether qualification, expertise and experience possessed by a person is sufficient/satisfactory for the position.

(ii) Appointment of Independent Director

(a) The Board shall appoint the independent director, subject to prior consent of the Commission, after due consideration of recommendation of the Nomination and Remuneration Committee (NRC) of the company;

(b) NRC ensures the 'independence' and 'qualification' of independent director(s) before recommendation for appointment of independent director(s).

(iii) Evaluation

The Committee shall carry out the evaluation of performance of Directors and top level executives yearly or at such intervals as may be considered necessary.

(iv) Removal

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 Exchanges.

(v) Retirement

The Directors or top level executives shall retire as per Applicable Act., Articles of Association and Policy of the Company. The Board will have the discretion to retain the Director or any top level executive even after attaining the retirement age, considering the benefit of the Company.

8. REMUNERATION TO DIRECTORS AND TOP LEVEL EXECUTIVES

(a) The remuneration to be paid to Managing Director/other Directors as recommended by the NRC and approved by the Board.

(b) The Nomination and Remuneration Committee (NRC) shall make such recommendations to the Board, as it may consider appropriate with regard to remuneration to Managing Director and other Directors.

(c) The Non-Executive Directors/Independent Director(s) shall receive meeting fees as recommended by the Nomination and Remuneration Committee (NRC) and approved by the Board of Directors.

(d) The remuneration to top level executives shall be fixed considering their performances and in accordance with the Company's Policy.

9. IMPLEMENTATION

The NRC may issue guidelines, procedures, formats, reporting mechanism and manuals in supplement and for better implementation of this policy as considered appropriate.

10. DISCLOSURE

As per Condition No. 6(5)(c) of the Corporate Governance Code-2018 issued by the Bangladesh Securities and Exchange Commission, it requires to disclose the Nomination and Remuneration Policy and the evaluation criteria and activities of the NRC during the year at a glance in the annual report of a company.

POLICY ON BOARD'S DIVERSITY

BACKGROUND

As per Condition No. 6(5)(b)(ii) of the Corporate Governance Code-2018 issued by the Bangladesh Securities and Exchange Commission (BSEC), every company listed with the stock exchange in Bangladesh shall have to have a policy on board's diversity; and the Nomination and Rumination Committee (NRC) shall assist the Board of Directors in formulation of such policy. Accordingly, based on the recommendation of the NRC, the Board of Directors of National Polymer Industries PLC. has adopted this policy on board's diversity.

POLICY STATEMENT

The Board of Directors of National Polymer Industries PLC. believes that board's diversity enhances the quality of board's performance and helps to realize the strategic objectives and go for the sustainable development. The Company, through its board nomination process and governance principles, will pursue and evaluate candidates for board membership ensuring broader diversity in its membership taking into consideration of age, gender, experience, ethnicity, educational background, socio-economic status, veteran status, nationality as well as on personal attributes, all round perspective and insights for appropriate decision making. The NRC shall also ensure that the composition of the board meets the requirements of the code and other rules and regulations.

SCOPE OF APPLICATION

The Policy applies to the members of the Board and to the top level employees of the Company.

POLICY REVIEW AND MONITORING

The NRC will review the policy periodically, which will include an assessment of the effectiveness of the policy. The NRC shall do any revision that may be required and recommend the same to the Board for approval.

POLICY ON QUALIFICATIONS, POSITIVE ATTRIBUTES AND INDEPENDENCE OF DIRECTORS

INTRODUCTION

As par Clause 6(5)(b)(i) of Corporate Governance Code-2018, issued by the Bangladesh Securities and Exchange Commission (BSEC), it requires to formulate the criteria for determining qualifications, positive attributes and independence of a director and recommend a policy to the Board, relating to the remuneration of the directors and top level executives. It is the role of the Nomination and Remuneration Committee ('NRC') to formulate the policy under the purview of the corporate governance Code-2018. Accordingly, based on the recommendation of the NRC, the Board of Directors of National Polymer Industries PLC. has adopted this policy.

QUALIFICATION OF DIRECTORS

Holding qualified number of shares other than independent directors is the primary qualification of a director. Moreover, there are some set disqualifications as per companies Act and Memorandum and Articles of Association of the company. A person shall not be capable of being appointed as a director of a company if:-

i. He is found to be of unsound mind by a competent court; or
ii. He is adjudged an insolvent; or
iii. He has applied to be adjudicated as an insolvent and his application is pending; or
iv. He has not paid any calls in respect of shares of the company held by him, whether alone or jointly with others within six months from the date of such calls being made; or
v. He is a minor; or
vi. He or any farm of which he is a partner or any private company of which he is a director accepts a loan or guarantee from the company in contravention of section 103; or
vii. He suspends payments to or compounds with his creditor; or
viii. He being a nominee director is removed by the appointer for any reason whatsoever.

POSITIVE ATTRIBUTES

A director being appointed in the board whether sponsor, shareholder or independent with many other positive attributes shall also:

i. Possess strong leadership skills to guide the company, set strategic direction and inspire teams to achieve goals.
ii. Have the ability to think strategically, foresee market trends and envision the future direction of the company.
iii. Be decisive and able to make tough decisions when necessary, especially during the times of uncertainty or crisis.
iv. Have understanding financial statements, budgeting and financial planning essential for directors to effectively oversee the company's financial health and make informed decisions.
v. Have excellent interpersonal and communication skills;
vi. Have continuous professional development to refresh knowledge and skills.
vii. Have commitment to high standards of ethics, personal integrity and probity;
viii. Have commitment to the promotion of equal opportunities of health and safety in the workplace.

INDEPENDENCE OF INDEPENDENT DIRECTORS

Corporate Governance Code-2018 defines the independence of directors in clause 1(2)(b). As a listed company, National Polymer Industries PLC. shall comply with the following conditions before appointing the Independent Directors:

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;
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;

iii. Who has not been an executive of the company in immediately preceding 2 (two) financial years;
iv. Who does not have any other relationship, whether pecuniary or otherwise, with the company or its subsidiary or associated companies;
v. Who is not a member or TREC (Trading Right Entitlement Certificate) holder, director or officer of any stock exchange;
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;
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 the Corporate Governance Code-2018;
viii. Who is not independent director in more than 5 (five) listed companies;
ix. Who has not been reported as a defaulter in the latest CIB report of Bangladesh Bank for non-payment of any loan or advance or obligation to a bank or a Financial Institution; and
x. Who has not been convicted for a criminal offence involving moral turpitude.

REMUNERATION OF DIRECTORS AND TOP LEVEL EXECUTIVES

i. The level and composition of remuneration shall be reasonable and sufficient to attract, retain and motivate suitable directors to run the company successfully; and
ii. The remuneration to directors, top level executives shall be structured a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the company and its goals;

POLICY REVIEW

Subject to the approval of Board of Directors, the Nomination and Remuneration Committee reserves its right to review and amend this policy, if required, to ascertain its appropriateness as per the needs of the Company. The Policy may be amended by passing a resolution at a meeting of the Nomination and Remuneration Committee.

POLICY ON PERFORMANCE EVALUATION OF INDEPENDENT DIRECTORS AND THE BOARD

1. PREAMBLE

Evaluation provides the board and its committees with the opportunity to consider how group culture, cohesiveness, composition, leadership, meetings information processes and governance policies that influence the performance of the Board. Evaluation of the Board helps to identify areas for potential adjustment and provides an opportunity to remind the directors of the importance of group dynamics and effective board and committee processes in fulfilling the responsibilities of the board and the committees.

This policy is named as 'Policy on Performance Evaluation of the Board and the Directors of National Polymer Industries PLC.' It aims at establishing a procedure for conducting periodical evaluation of the directors' performance and taking the appropriate action plan.

2. LEGAL FRAMEWORK

As par Clause 6(5)(b)(iv) of Corporate Governance Code-2018, issued by the Bangladesh Securities and Exchange Commission (BSEC), it requires to formulate the criteria for evaluation of performance of Independent Directors and the Board as a policy. It is the role of the Nomination and Remuneration Committee ("NRC") to formulate the policy under the purview of the corporate governance Code-2018.

3. RESPONSIBILITY AND FREQUENCY

It shall be the duty of the Chairperson of the Nomination and Remuneration Committee (NRC) supported by the Company Secretary to organize the evaluation process and accordingly conclude the steps required to be taken. The evaluation process will be used constructively as a system to improve the independent directors' and the board as a whole. The Company shall undertake annual evaluation either in accordance with calendar year or financial year. Ideally, the same should be as per financial year.

4. BROAD EVALUATION FRAMEWORK AND PARAMETERS

The Board should understand the framework under the Corporate Governance Code-2018 Guideline. Evaluation procedures of the Board shall generally include the followings:

(I) Evaluation of Independent Directors:

The performance evaluation of independent directors shall be done by the entire Board of Directors, excluding the director being evaluated himself. On the basis of the report of performance evaluation, it shall be determined whether to extend or continue the term of appointment of the independent directors. In addition to the parameters laid down for directors, which shall be common for evaluation to Independent Directors also. An independent director shall be evaluated on the following parameters:

a) Maintenance of independence and no conflict of interests;
b) Exercise of objective independent judgment in the best interests of the company;
c) Ability to contribute to and monitor corporate governance practice; and
d) Adherence to the code of conduct for the independent directors.

(II) Evaluation of the Board as a whole

The performance of the Board as a whole shall be evaluated from the reviews/feedback of the directors themselves. They will assess the quality, quantity and timeliness of flow of information between the company management and the Board that is necessary for the Board to effectively and reasonably perform their duties. The evaluation of the

performance of the Board is essentially an assessment of how the Board has performed on following parameters which determines the effectiveness of board:

a) Structure of the Board: Composition, constitution and diversity of the board and that of its Committees, competencies and experience of the members, transparent appointment process, frequency of meetings, procedures.
b) Dynamics and Functioning of the Board: Annual Board Calendar, information availability, interactions and communication with CEO and senior executives, board agenda, cohesiveness and the quality of participation in board meetings;
c) Business Strategy Governance: Board's role in company strategy;
d) Financial Reporting Process, Internal Audit and Internal Controls: The integrity and the robustness of the financial and other controls regarding abusive related party transactions, vigil mechanism and risk management;
e) Monitoring Role: Monitoring of policies, strategy implementation and systems;
f) Supporting and Advisory Role; and
g) The Chairperson's Role.

(III) Evaluation of the Committees

The performance of the Committees shall be evaluated by the Directors, on the basis of the terms of reference of the committee being evaluated. The parameters of reviewing the performance of the Committees, inter alia, are:

a. Discharge of its functions and duties as per its terms of reference;
b. Process and procedures followed for discharging its functions;
c. Effectiveness of suggestions and recommendations received;
d. Size, structure and expertise of the committee; and
e. Conduct of its meetings and procedures followed in this regard.

5. ACTION PLAN

The results of the performance evaluation must be communicated to the concerned people in an appropriate manner, leading to generating an improvement action plan. A post evaluation activity shall prepare a summary report and analysis of the findings highlighting the degree of board effectiveness in each area examined, noting areas of effectiveness as well as areas of concern.

6. POLICY REVIEW

Subject to the approval of Board of Directors, the 'Nomination and Remuneration Committee' reserves its right to review and amend this policy, if required, to ascertain its appropriateness as per the needs of the Company. The Policy may be amended by passing a resolution at a meeting of the Nomination and Remuneration Committee.

7. DISCLOSURE

As per the Condition No. 6(5)(c) of the Corporate Governance Code-2018 issued by the Bangladesh Securities and Exchange Commission it requires to disclose the evaluation criteria in the annual report of a company.

POLICY ON CORPORATE SOCIAL RESPONSIBILITY (CSR)

CSR Vision

National Polymer Industries PLC is committed to being socially accountable to itself, its stakeholders, and the public by practicing Corporate Social Responsibility (CSR). The company strives to go beyond business objectives, addressing social and environmental challenges while promoting ethical behavior in all its operations.

Scope of CSR Activities

As a socially responsible company, National Polymer Industries PLC focuses on the following key areas:

1. **Promoting Girls' Education:** Supporting the establishment and donation of schools and colleges for girls across the country.
2. **Empowering Women:** Providing various skill development training programs to empower women and enhance their economic independence.
3. **Environmental Sustainability:** Contributing to the reduction of carbon footprints and environmental pollution, while investing in initiatives that ensure carbon credits.
4. **Collaboration with Engineering Universities:** Partnering with engineering universities to support academic and research initiatives, and engaging with engineering associations to foster industry growth.
5. **Relief and Livelihood Support:** Assisting victims of natural disasters, helping them rebuild their lives, and ensuring access to safe drinking water in affected areas.
6. **Community Development and Beautification:** Contributing to local community development projects and enhancing public spaces through beautification efforts.
7. **Healthcare for Employees and Communities:** Ensuring access to medical facilities for National Polymer Group employees and the surrounding communities.
8. **Supporting Arts and Culture:** Promoting and supporting cultural and artistic endeavors to enrich society.
9. **Eco-friendly Technology:** Utilizing new and eco-friendly technologies to maximize production efficiency and minimize waste.
10. **Tree Planting Initiatives:** Implementing tree planting projects to establish new forests and restore degraded lands.

This policy is also available on the company's website at www.nationalpolymer.net.

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

NATIONAL POLYMER INDUSTRIES PLC.
DECLARATION BY CEO AND CFO

25 November 2025

The Board of Directors
National Polymer Industries PLC.
NPOLY HOUSE, GA-99/3 Pragati Shoroni
Middle Badda, Dhaka-1212

Subject: Declaration on Financial Statements for the year ended on June 30, 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 03 June 2018 under section 2CC of the Securities and Exchange Ordinance, 1969, we do hereby declare that:

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

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

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

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

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

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

In this regard, we also certify that: -

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

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

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

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

Sincerely yours,

(Riad Mahmud)
Managing Director & CEO

(Bidhan Kumar Saha)
Chief Financial Officer (CFO)

Annexure – B
As Per Condition No.1 (5) (xxvii)

Report to the Shareholders of National Polymer Industries PLC.
on
Compliance on the Corporate Governance Code

Certificate as per Condition No.1(5)(xxvii) of the BSEC Corporate Governance Code

We have examined the compliance status to the Corporate Governance Code by **National Polymer Industries PLC** (the company) for the year ended on 30 June, 2025. This Code relates to the Notification No. BSEC/CMRRCD/2006-158/207/Admin/80 dated 03 June 2018, Notification No.: BSEC/CMRRCD/2009-193/66/PRD/148 dated 16 October 2023 and Notification No.: BSEC/CMRRCD/2009-193/76/PRD/151 dated 04 April 2024 of the Bangladesh Securities and Exchange Commission.

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

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

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

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

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

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

(d) The Governance of the company is satisfactory.

Place: Dhaka, Bangladesh
Date: 30 November 2025

Md. Harun -Or- Rashid FCA (697)
Engagement Partner
ARTISAN
Chartered Accountants

Annexure - C
As Per Condition No.1(5)(xxvii)

STATUS ON COMPLIANCE OF CORPORATE GOVERNANCE CODE

Status of Compliance with the conditions imposed through Bangladesh Securities and Exchange Commission's (BSEC) Notification No.: BSEC/CMRRCD/2006-158/207/Admin/80 dated 03 June 2018, Notification No.: BSEC/CMRRCD/2009-193/66/PRD/148 dated 16 October 2023 and Notification No.: BSEC/CMRRCD/2009-193/76/PRD/151 dated 04 April 2024 issued under section 2CC of the Securities and Exchange Ordinance, 1969 (XVII OF 1969) is present below:

(Report under Condition No. 9)

Condition No.	Title	Compliance Status (Put √ in the appropriate column)		Remarks (if any)
		Complied	Not Complied	
1	**Board of directors:**			
1(1)	The total number of members of a company's Board of Directors (hereinafter referred to as "Board") shall not be less than 5 (five) and more than 20 (twenty).	√		The Board of Directors consists of 5 (five) members.
1.2	**Independent Directors:**			
1(2)(a)	At least 2 (two) directors or one-fifth (1/5) of the total number of Directors in the company's Board, whichever is higher, shall be Independent Directors; any fraction shall be considered to the next integer or whole number for calculating number of independent director(s); Provided that the Board shall appoint at least 1(one) female independent director in the Board of Directors of the company;	√		There are 2 (two) Independent Directors in the Board of Directors including 1 (one) female independent director.
1(2)(b)	**Without contravention of any provision of any other laws, for the purpose of this clause, an "Independent Director" means a director:**			
1(2)(b)(i)	Who either does not hold any share in the company or holds less than one percent (1%) shares of the total paid-up shares of the company;	√		No share is held by the Independent Directors.
1(2)(b)(ii)	Who is not a sponsor of the company or is not connected with the company's any sponsor or director or nominated director or shareholder of the company or any of its associates, sister concerns, subsidiaries and parents or holding entities who holds one percent (1%) or more shares of the total paid-up shares of the company on the basis of family relationship and his or her family members also shall not hold above mentioned shares in the company; Provided that spouse, son, daughter, father, mother, brother, sister, son-in-law and daughter-in-law shall be considered as family members;	√		

Condition No.	Title	Compliance Status (Put √ in the appropriate column)		Remarks (if any)
		Complied	Not Complied	
1(2)(b)(iii)	Who has not been executive of the company in immediately preceding 2 (two) financial years;	√		
1(2)(b)(iv)	Who does not have any other relationship, whether pecuniary or otherwise, with the company or its subsidiary/associated companies;	√		
1(2)(b)(v)	Who is not a member or TREC (Trading, Right Entitlement Certificate) holder, director or officer of any stock exchange;	√		
1(2)(b)(vi)	Who is not a shareholder, director excepting independent director or officer of any member or TREC holder of stock exchange or an intermediary of the capital market;	√		
1(2)(b)(vii)	Who is not a partner or executive or was not a partner or an executive during the preceding 3 (three) years of the concerned company's statutory audit firm or audit firm engaged in internal audit services or audit firm conducting special audit or professional certifying compliance of this Code;	√		
1(2)(b)(viii)	Who is not independent director in more than 5 (Five) listed companies;	√		
1(2)(b)(ix)	Who has not been reported as a defaulter in the latest Credit Information Bureau (CIB) report of Bangladesh Bank for non-payment of any loan or advance or obligation to a bank or a Financial Institution (NBFI); and	√		
1(2)(b)(x)	Who has not been convicted for a criminal offence involving moral turpitude;	√		
1(2)(c)	The Independent Director(s) shall be appointed by the Board and approved by the shareholders in the Annual General Meeting (AGM):	√		2 (two) Independent directors have been newly appointed by the Board subject to approval of the shareholders in the AGM.
	Provided that the Board shall appoint the independent director, subject to prior consent of the Commission, after due consideration of recommendation of the Nomination and Remuneration Committee (NRC).			
1(2)(d)	The post of Independent director(s) cannot remain vacant for more than 90 (ninety) days;	√		No such event occurred
1(2)(e)	The tenure of office of an Independent Director shall be for a period of 3 (three) years, which may be extended for 1 (one) tenure only.	√		
	Provided that a former independent director may be considered for re-appointment 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]			No such event occurred
1.3	**Qualification of Independent Director:**			

Condition No.	Title	Compliance Status (Put √ in the appropriate column)		Remarks (if any)
		Complied	Not Complied	
1(3)(a)	Independent Director shall be a knowledgeable individual with integrity who is able to ensure compliance with financial laws, regulatory requirements and corporate laws and can make meaningful contribution to business.	√		
1(3)(b)	**Independent director shall have following qualifications:**			
1(3)(b)(i)	Business Leader who is or was a promoter or director of an unlisted company having minimum paid-up capital of Tk.100.00 million or any listed company or a member of any national or international chamber of commerce or registered business association; or	N/A		
1(3)(b)(ii)	Corporate Leader who is or was a top level executive not lower than Chief Executive Officer or Managing Director or Deputy Managing Director or Chief Financial Officer or Head of Internal Audit and Compliance or Head of legal Service or a candidate with equivalent position of and unlisted company having minimum paid up capital of Tk. 100.00 million or of a listed company; or	√		
1(3)(b)(iii)	Former or existing official of government or statutory or autonomous or regulatory body in the position not below 5th Grade of the national pay scale, who has at least educational background of bachelor degree in economics or commerce or business or law:	N/A		
	Provided that in case of appointment of existing official as independent director, it requires clearance from the organization where he or she is in service; or			
1(3)(b)(iv)	University Teacher who has educational background in Economics or Commerce or Business Studies or Law; or	√		
1(3)(b)(v)	Professional who is or was an advocate practicing at least in the High Court Division of Bangladesh Supreme Court or a Chartered Accountant or Cost and Management Accountant or Chartered Financial Analyst or Chartered Certified Accountant or Certified Public Accountant or Chartered Management Accountant or Chartered Secretary or equivalent qualification.	N/A		
1(3)(c)	The independent director shall have at least 10 (ten) years of experience in any filed mentioned in clause (b);	√		Independent Directors have requisite experience
1(3)(d)	In special cases, the above qualification or experiences may be relaxed subject to prior approval of the Commission;			No such event occurred
1.4	**Duality of Chairperson of the Board of Directors and Managing Director or Chief Executive Officer:**			

Condition No.	Title	Compliance Status (Put √ in the appropriate column)		Remarks (if any)
		Complied	Not Complied	
1(4)(a)	The position 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;	√		Mr. Golam Murshed is the Chairman who is elected from among the directors and Mr. Riad Mahmud holds the position of Managing Director.
1(4)(b)	The Managing Director (MD) and/or Chief Executive Officer (CEO) of a listed company shall not hold the same position in another listed company;	√		
1(4)(c)	The Chairperson of the Board shall be elected from among the non-executive directors of the Company;	√		
1(4)(d)	The Board shall clearly define respective roles and responsibilities of the Chairperson and the Managing Director and /or Chief Executive Officer;	√		
1(4)(e)	In the absence of the Chairperson of the Board, the remaining members may elect one of themselves from non-executive directors as Chairperson for that particular Boards meeting the reason of absence of the regular Chairperson shall be duly recorded in the minutes;			No such event occurred
1.5	**The Directors' report shall include the following additional statements:**			
1(5)(i)	An Industry outlook & possible future development in the industry;	√		Stated in the Directors' Report
1(5)(ii)	The Segment- wise or product-wise performance	N/A		Do
1(5)(iii)	Risks and concerns including internal and external risk factors, threat to sustainability and negative impact on environment, if any	√		Do
1(5)(iv)	A discussion on Cost of Goods sold, Gross Profit and Net Profit Margin, where applicable	√		Do
1(5)(v)	Discussion on continuity of any Extra-Ordinary activities and their implication (gain or loss)	N/A		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.	√		Disclosed in the Financial Statements
1(5)(vii)	A statement of utilization of proceeds raised through public issues, rights issues and/or any other instruments;			No such event occurred
1(5)(viii)	An explanation if the financial results deteriorate after the company goes for IPO, RPO, Rights Share Offer, Direct listing etc.			No such event occurred

Condition No.	Title	Compliance Status (Put √ in the appropriate column)		Remarks (if any)
		Complied	Not Complied	
1(5)(ix)	An explanation on any significant variance that occurs between Quarterly Financial performances and Annual Financial Statements.			No such event occurred
1(5)(x)	A statement of Remuneration paid to Directors including Independent Directors;	√		Disclosed in the Financial
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;	√		Disclosed in the Directors' Report
1(5)(xii)	A statement that proper books of account of the issuer company have been maintained;	√		Do
1(5)(xiii)	A statement that appropriate accounting policies have been consistently applied in preparation of the financial statements and that the accounting estimates are based on reasonable and prudent judgment;	√		Do
1(5)(xiv)	A statement that International Accounting Standards (IAS) or International Financial Reporting Standards (IFRS), as applicable in Bangladesh have been followed in preparation of the financial statements and any departure there from has been adequately disclosed;	√		Do
1(5)(xv)	A statement that the system of internal control is sound in design and has been effectively implemented and monitored;	√		Do
1(5)(xvi)	A statement that minority shareholders have been protected from abusive actions by, or in the interest of, controlling shareholders acting either directly or indirectly and have effective means of redress;	√		Do
1(5)(xvii)	A statement that there is no significant doubt upon the issuer company's ability to continue as a going concern, if the issuer company is not considered to be a going concern, the fact along with reasons there of shall be disclosed;	√		Do
1(5)(xviii)	An explanation that significant deviations from the last year's operating results of the issuer company shall be highlighted and the reasons thereof shall be explained;	√		Do
1(5)(xix)	As 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;	N/A		Do
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;	√		Do

Condition No.	Title	Compliance Status (Put √ in the appropriate column)		Remarks (if any)
		Complied	Not Complied	
1(5)(xxii)	The total number of Board meetings held during the year and attendance by each director;	√		During the reporting year 6 (six) meetings were convened and the directors attended duly
1(5)(xxiii)	**Pattern of shareholding disclosing the aggregate number of shares held by:**			
	(a) Parent/Subsidiary/Associated Companies and other related parties (Name wise details);	N/A		Disclosed in the Annual Report
	(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);	√		
	(c) Executives; and	N/A		
	(d) Shareholders holding ten percent (10%) or more voting interest in the company (name-wise details)	√		
1(5)(xxiv)	**In case of appointment or re-appointment of a Director, disclosure on the following information:**			
	(a) a brief resume of the Director	√		Disclosed in the Annual Report
	(b) Nature of his /her expertise in specific functional areas; and	√		Do
	(c) Name of companies in which the person also holds the directorship and the membership of committees of that 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:**			
	(a) accounting policies and estimation for preparation of financial statements;	√		Stated in the Directors' Report
	(b) changes in accounting policies and estimation, if any, clearly describe the effect on financial performance or results and financial position as well as cash flows in absolute figures for such changes;	√		Do
	(c) Comparative analysis (including effects of inflation) of financial performance or results and financial position as well as cash flows for current financial year with immediate preceding five years explaining reasons thereof;	√		Do

Condition No.	Title	Compliance Status (Put √ in the appropriate column)		Remarks (if any)
		Complied	Not Complied	
	(d) compare such financial performance or results and financial position as well as cash flows with the peer industry scenario;	N/A		Do
	(e) briefly explain the financial and economic scenario of the country and the globe;	√		Do
	(f) risks and concerns issues related to the financial statements, explaining such risk and concerns mitigation plan of the company;	√		Do
	(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**	√		Disclosed in the Annual Report
1(5)(xxvii)	The report as well as certificate regarding compliance of conditions of this Code as required under condition No. 9 shall be disclosed as per **Annexure-B** and **Annexure-C;**	√		Do
1(5)(xxviii)	The Directors' report to the shareholders does not require to include the business strategy or technical specification related to products or services, which have business confidentiality.	√		
1.6	**Meetings of the Board of Directors**			
	The company shall conduct its Board meetings and record the minutes of the meetings as well as keep required books and records in line with the provisions of the relevant Bangladesh Secretarial Standards (BSS) as adopted by the Institute of Chartered Secretaries of Bangladesh (ICSB) in so far as those standards are not inconsistent with any condition of this Code.	√		
1.7	**Code of Conduct for the Chairperson, other Board members and Chief Executive Officer:**			
1(7)(a)	The Board shall lay down a code of conduct, based on the recommendation of the Nomination and Remuneration Committee (NRC) at condition No. 6, for the Chairperson of the Board, other board members and Chief Executive Officer of the company.	√		
1(7)(b)	The code of conduct as determined by the NRC shall be posted on the website of the company including, among others, prudent conduct and behavior; confidentiality; conflict of interest; compliance with laws, rules and regulations; prohibition of insider trading; relationship with environment, employees, customers and suppliers; and independency.	√		The Code of Conduct has been posted on the Company's website

Condition No.	Title	Compliance Status (Put √ in the appropriate column)		Remarks (if any)
		Complied	Not Complied	
2	**Governance of the Board of Directors of Subsidiary Company:**			
2(a)	Provisions relating to the composition of the Board of Directors the holding company shall be made applicable to the composition of the Board of the subsidiary company;	N/A		The company had no subsidiary companies in the financial year 2024-2025.
2(b)	At least 1 (one) independent director on the Board of the holding company shall be a director on the Board of the subsidiary company;	N/A		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;	N/A		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;	N/A		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	N/A		Do
3	**Managing Director (MD) or Chief Executive Officer (CEO), Chief Financial Officer (CFO), Head of Internal Audit and Compliance (HIAC) and Company Secretary (CS):**			
3(1)(a)	The Board shall appoint a Managing Director (MD) or Chief Executive Officer (CEO), a Company Secretary (CS), a Chief Financial Officer (CFO) and a Head of Internal Audit and Compliance (HIAC);	√		
3(1)(b)	The positions of the Managing Director (MD) or Chief Executive Officer (CEO), Company Secretary (CS), Chief Financial Officer (CFO) and Head of Internal Audit and Compliance (HIAC) shall be filled by different individuals;	√		
3(1)(c)	The MD or CEO, CS, CFO and HIAC of a listed company shall not hold any executive position in any other company at the same time.	√		
	Provided that CFO or CS of any listed company may be appointed for the same position in any other listed or non-listed company under the same group for reduction of cost or for technical expertise, with prior approval of the Commission;			No such event occurred
	Provided further that the remuneration and perquisites of the said CFO or CS shall be shared by the appointing companies proportionately;			
3(1)(d)	The Board shall clearly define respective roles, responsibilities and duties of the CFO, the HIAC and the CS;	√		

Condition No.	Title	Compliance Status (Put √ in the appropriate column)		Remarks (if any)
		Complied	Not Complied	
3(1)(e)	The MD or CEO, CS, CFO and HIAC shall not be removed from their position without approval of the Board as well as immediate dissemination to the Commission and stock exchange(s).			No such event occurred
3.2	**Requirement to attend Board of Directors' Meetings:**			
	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 the company shall not attend such part of a meeting of the Board which involves consideration of an agenda item relating to their personal matters.	√		
3.3	**Duties of Managing Director (MD) or Chief Executive Officer (CEO) and Chief Financial Officer (CFO):**			
3(3)(a)	The MD or CEO and CFO shall certify to the Board that they have reviewed financial statements for the year and that to the best of their knowledge and belief;	√		Disclosed in the Annual Report
	(i) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading; and	√		Do
	(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 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:**			
	For ensuring good governance in the company, the Board shall have at least following sub-committee:			
4(1)	Audit Committee; and	√		
4(2)	Nomination and Remuneration Committee.	√		
5	**Audit Committee**			
5(1)	**Responsibility to the Board of Directors**			
5(1)(a)	The Company shall have an Audit Committee as a sub-committee of the Board;	√		The Company has constituted Audit Committee

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

Condition No.	Title	Compliance Status (Put √ in the appropriate column)		Remarks (if any)
		Complied	Not Complied	
5(3)(c)	Chairperson of the Audit Committee shall remain present in the Annual General Meeting (AGM);	√		
	Provided that in absence of Chairperson of the Audit Committee, any other member from the Audit Committee shall be selected to be present in the annual general meeting (AGM) and reason for absence of the Chairperson of the Audit Committee shall be recorded in the minutes of the AGM.			No such event occurred
5.4	**Meeting of the Audit Committee:**			
5(4)(a)	The Audit Committee shall conduct at least its four meetings in a financial year;	√		4 (four) meeting held in the reporting period.
	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;			No such event occurred
5(4)(b)	The quorum of the meeting of the Audit Committee shall be constituted in presence of either two members or two-third of the members of the Audit Committee, whichever is higher, where presence of an independent director is a must	√		
5.5	**Role of Audit Committee:**			
5(5)(a)	Oversee the financial reporting process;	√		
5(5)(b)	Monitor choice of accounting policies and principles;	√		
5(5)(c)	Monitor internal audit and compliance process to ensure that it is adequately resourced, including approval of the internal Audit and Compliance Plan and review of the Internal Audit and ComplianceReport;	√		
5(5)(d)	Oversee hiring and performance of external auditors;	√		
5(5)(e)	Hold meeting with the external or statutory auditors for review of the annual financial statements before submission to the Board for approval or adoption;	√		
5(5)(f)	Review along with the management, the annual financial statements before submission to the Board for approval;	√		
5(5)(g)	Review along with the management, the quarterly and half yearly financial statements before submission to the Board for approval;	√		

Condition No.	Title	Compliance Status (Put √ in the appropriate column)		Remarks (if any)
		Complied	Not Complied	
5(5)(h)	Review the adequacy of internal audit function;	√		
5(5)(i)	Review the Management's Discussion and Analysis before disclosing in the Annual Report;	√		
5(5)(j)	Review statement of all related party transactions submitted by the management;	√		
5(5)(k)	Review Management Letters or Letter of Internal Control weakness issued by statutory auditors;			No Management Letter is issued by statutory auditor
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	√		
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;			No such event occurred during the year
5.6	**Reporting of the Audit Committee:**			
5(6)(a)	**Reporting to the Board of Directors:**			
5(6)(a)(i)	The Audit Committee shall report on its activities to the Board	√		
5(6)(a)(ii)	**The Audit Committee shall immediately report to the Board on the following findings, if any:**			
	(a) report on conflicts of interests;			No such event occurred
	(b) suspected or presumed fraud or irregularity or material defect identified in the internal audit and compliance process or in the financial statements			Do
	(c) Suspected infringement of laws, regulatory compliances including securities related laws, rules and regulations; and			Do
	(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.			Do

Condition No.	Title	Compliance Status (Put √ in the appropriate column)		Remarks (if any)
		Complied	Not Complied	
5.7	Reporting to the Shareholders and General Investors: Report on activities carried out by the Audit Committee, including any report made to the Board under condition No. 5(6)(a)(ii) above during the year, shall be signed by the Chairperson of the Audit Committee and disclosed in the annual report of the issuer company.	√		Audit committee report is disclosed in the annual report
6	**Nomination and Remuneration Committee (NRC):**			
6(1)	**Responsibility to the Board of Directors:**			
6(1)(a)	The company shall have a Nomination and Remuneration Committee (NRC) as a sub-committee of the Board;	√		The Company has constituted the NRC
6(1)(b)	The NRC shall assist the Board in formulation of the nomination criteria or policy for determining qualifications, positive attributes, experiences and independence of directors and top level executive as well as a policy for formal process of considering remuneration of directors, top level executive;	√		
6(1)(c)	The Terms of Reference (TOR) of the NRC shall be clearly set forth in writing covering the areas stated at the condition No. 6(5)(b)	√		
6.2	**Constitution of the NRC:**			
6(2)(a)	The Committee shall comprise of at least three members including an independent director;	√		The NRC consists of 5 (five) members, whereas two members are independents directors including one female independent director.
6(2)(b)	At least 02 (two) members of the Committee shall be non-executive directors;	√		
6(2)(c)	Members of the Committee shall be nominated and appointed by the Board;	√		
6(2)(d)	The Board shall have authority to remove and appoint any member of the Committee;	√		
6(2)(e)	In case of death, resignation, disqualification, or removal of any member of the Committee or any other cases of vacancies, the board shall fill the vacancy within 180 (one hundred eighty) days of occurring such vacancy in the Committee;	√		

Condition No.	Title	Compliance Status (Put √ in the appropriate column)		Remarks (if any)
		Complied	Not Complied	
6(2)(f)	The Chairperson of the Committee may appoint or co-opt any external expert and/or member(s) of staff to the Committee as advisor who shall be non-voting member, if the Chairperson feels that advice or suggestion from such external expert and/or member(s) of staff shall be required or valuable for the Committee;			No such event occurred
6(2)(g)	The company secretary shall act as the secretary of the Committee;	√		
6(2)(h)	The quorum of the NRC meeting shall not constitute without attendance of at least an independent director;	√		
6(2)(i)	No member of the NRC shall receive, either directly or indirectly, any remuneration for any advisory or consultancy role or otherwise, other than Director's fees or honorarium from the company.	√		
6.3	**Chairperson of the NRC:**			
6(3)(a)	The Board shall select 1 (one) member of the NRC to be Chairperson of the Committee, who shall be an independent director;	√		The Board has appointed Ms. Sherina Idrish, Independent Director as the Chairperson of the NRC.
6(3)(b)	In the absence of the Chairperson of the NRC, the remaining members may elect one of themselves as Chairperson for that particular meeting, the reason of absence of the regular Chairperson shall be duly recorded in the minutes;			No such event occurred
6(3)(c)	The Chairperson of the NRC shall attend the annual general meeting (AGM) to answer the queries of the shareholders;	√		
	Provided that in absence of Chairperson of the NRC, any other member from the NRC shall be selected to be present in the annual general meeting (AGM) for answering the shareholder's queries and reason for absence of the Chairperson of the NRC shall be recorded in the minutes of the AGM.			No such event occurred
6.4	**Meeting of the NRC:**			
6(4)(a)	The NRC shall conduct at least one meeting in a financial year;	√		2 (two) meetings were held in the reporting year.
6(4)(b)	The Chairperson of the NRC may convene any emergency meeting upon request by any member of the NRC;			No such case during the year

Condition No.	Title	Compliance Status (Put √ in the appropriate column)		Remarks (if any)
		Complied	Not Complied	
6(4)(c)	The quorum of the meeting of the NRC shall be constituted in presence of either two members or two third of the members of the Committee, whichever is higher, where presence of an independent director is must as required under condition No. 6(2)(h);	√		
6(4)(d)	The proceedings of each meeting of the NRC shall duly be recorded in the minutes and such minutes shall be confirmed in the next meeting of the NRC.	√		
6.5	**Role of the NRC:**			
6(5)(a)	NRC shall be independent and responsible or accountable to the Board and to the shareholders.	√		
6(5)(b)	**NRC shall oversee, among others, the following matters and make report with recommendation to the Board:**			
6(5)(b)(i)	Formulating the criteria for determining qualifications, positive attributes and independence of a director and recommend a policy to the Board, relating to the remuneration of the directors, top level executive, considering the following:	√		Policy on qualifications, positive attributes and independence of directors is disclosed in the annual report
	(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, top level executive involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the company and its goals;	√		
6(5)(b)(ii)	Devising a policy on Board's diversity taking into consideration age, gender, experience, ethnicity, educational background and nationality;	√		Policy on board's diversity is disclosed in the annual report
6(5)(b)(iii)	Identifying persons who are qualified to become directors and who may be appointed in top level executive position in accordance with the criteria laid down, and recommend their appointment and removal to the Board;	√		
6(5)(b)(iv)	Formulating the criteria for evaluation of performance of independent directors and the Board;	√		Policy on performance evaluation of independent directors and the Board is disclosed in the Annual Report

Condition No.	Title	Compliance Status (Put √ in the appropriate column)		Remarks (if any)
		Complied	Not Complied	
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	√		
6(5)(b)(vi)	Developing, recommending and reviewing annually the company's human resources and training policies.	√		
6(5)(c)	The company shall disclose the nomination and remuneration policy and the evaluation criteria and activities of NRC during the year at a glance in its annual report.	√		NRC Policy and activities is disclosed 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:**			
7(1)(i)	Appraisal or valuation services or fairness opinions;	√		
7(1)(ii)	Financial information systems design and implementation;	√		
7(1)(iii)	Book-keeping or other services related to the accounting records or financial statements;	√		
7(1)(iv)	Broker-dealer services;	√		
7(1)(v)	Actuarial services;	√		
7(1)(vi)	Internal audit services or special audit services;	√		
7(1)(vii)	Any service that the Audit Committee determines;	√		
7(1)(viii)	Audit or certification services on compliance of corporate governance as required under condition No. 9(1); and	√		
7(1)(ix)	Any other service that creates conflict of interest;	√		
7(2)	No partner or employees of the external audit firms shall possess any share of the company they audit at least during the tenure of their audit assignment of that company; his or her family members also shall not hold any shares in the said company;	√		
7(3)	Representative of external or statutory auditors shall remain present in the Shareholders' Meeting (Annual General Meeting or Extraordinary General Meeting) to answer the queries of the shareholders.	√		
8	**Maintaining a website by the Company:**			
8(1)	The company shall have an official website linked with the website of the stock exchange.	√		
8(2)	The company shall keep the website functional from the date of listing.	√		
8(3)	The company shall make available the detailed disclosures on its website as required under the listing regulations of the concerned stock exchange(s).	√		

Condition No.	Title	Compliance Status (Put √ in the appropriate column)		Remarks (if any)
		Complied	Not Complied	
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.	√		Corporate Governance Certificate is disclosed in the Annual Report
9(2)	The professional who will provide the certificate on compliance of this Corporate Governance Code shall be appointed by the shareholders in the annual general meeting.	√		
9(3)	The directors of the company shall state, in accordance with **the Annexure-C** attached, in the directors' report whether the company has complied with these conditions or not.	√		

Independent Auditor's Report to the Shareholders' of National Polymer Industries PLC.

Report on the Audit of the Financial Statements

Opinion

We have audited the financial statements of National Polymer Industries PLC. (the "Company"), which comprise the Statement of Financial Position as at June 30, 2025 along with the Statement of Profit or Loss and Other Comprehensive Income, Statement of Changes in Equity and Statement of Cash Flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information.

In our opinion, the accompanying financial statements present fairly, in all material respects, the financial position of the company as at June 30, 2025 and of its financial performance and its cash flows for the year then ended in accordance with International Financial Reporting Standards (IFRSs).

Basis for Opinion

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

Key Audit Matters

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

Revenue Recognition	
Risks	**Our Response to the Risks**
The company reported total revenue of BDT 5,614,933,872 in the financial year which was BDT 7,271,200,538 in the immediate previous period. Therefore, we can see a steep downfall of sales during the current audit period creating a risk concern that sales may be understated due to either miscalculation or manipulation. Revenue is generated from both local and export sales. In which, VAT is applicable only on local sales. Therefore, there is a risk of inaccurate calculation of sales or VAT amount being reported to VAT authority. Sales recognized based on export sales made during the year is material and considered to be complex and judgmental. Therefore, there is a risk of revenue being misstated as a result of faulty estimations over discounts, incentives and rebates.	We have tested the design and operating effectiveness of key controls focusing on the following: • Calculation of discounts, incentives and rebates; • Segregation of duties in invoice creation and modification; and • Posting of transactions in proper accounts • Timing of revenue recognition. Our substantive procedures in relation to the revenue recognition comprises the following: • Obtaining Sales Ledger, Export and Local Sales Schedules along with supporting documents which then, cross-checked with each-other to find out if supporting documents support the Ledger balances. • Checking Journal Postings and obtaining supporting documentation for sales transactions recorded either side of

There is also a risk that revenue may be overstated due to fraud through manipulation of the discounts, incentives and rebates recognized resulting from the pressure local management may feel to achieve performance targets. ***[See note 32.00 to the financial statements]***	year end as well as credit notes issued after the year end date to determine whether revenue was recognized in the correct period; • Agreeing a sample of claims and rebate accruals to supporting documentation. • Cross-checked with monthly VAT Returns to check if proper amounts with accurate VAT amounts were reported to the authority. • Critically assessing manual journals posted to revenue to identify unusual or irregular items; and • Finally assessed the appropriateness and presentation of disclosures against relevant accounting standards.
Existence and Valuation of Inventories	
Risks	**Our Response to the Risks**
The company had inventories of BDT 1,326,014,704 as on June 30, 2025, held mostly in warehouses, the rest in transit. There is a common risk that actual quantities of inventory held in warehouses may differ from the quantity reported in the financial statements. Inventory value is measured at the lower of cost and net realizable value. As a result, the Directors apply judgment in determining the appropriate values for value in use and working progress. The provision of Work-in-Progress is calculated within the company's accounting systems using an automated process. Where local systems require manual interfaces and inputs, there is a risk that inappropriate management override and/or error may occur. There is also a risk that purchase amount shown of inventory items may not be accurate due to miscalculation or manipulation of price, discounts and returns recognized in the financial statements. Also, different rates of VAT are applicable on purchases which could lead to miscalculation of VAT payable to the authority. ***[See note 8.00 to the financial statements]***	We challenged the appropriateness of management's assumptions applied in calculating the value of the inventory provisions and their existence by: • Evaluating the design and implementation of key inventory controls operating across the company, including those at a sample of distribution centers, warehouses and branches; • Confirming existence of the inventory items by doing extensive physical inventory counting right after the year-end and reconciling it with the closing balances. • Comparing the net realizable value, obtained through a detailed review of sales subsequent to the year end, to the cost price of a sample of inventories and comparison to the associated provision to assess whether inventory provisions are complete; and • Challenging the completeness of inventory provisions through assessing actual and forecast sales of inventory lines to assess whether provisions for slow-moving/obsolete stock are valid and complete. • Obtaining Purchase Ledger, Import and Local Purchase Schedules along with supporting documents which then, cross-checked and re-calculated with each-other and monthly VAT Returns to find out if supporting documents support the Ledger balances as well as the reported figures in VAT Returns.
Recognition and Measurement of Property, Plant and Equipment	
Risks	**Our Response to the Risks**
The carrying value of the PPE is Tk. 4,188,350,374 as at June 30, 2025. The valuation of PPE excluding land and land development are measured at cost less accumulated depreciation. Land and Land Development are revalued on May 04, 2015 amounting to Tk. 597,312,000.	In order to obtain the accuracy, completeness and existence of the measurement of Property, Plant & Equipment, we have tested the following key control activities: • Conducting physical verification of fixed assets. • Checking the fixed assets register for property, plant and equipment.

The useful lives of PPE items are based on management's estimates regarding the period over which an asset is expected to be available for use. The estimates of useful life of the assets are a matter of judgment based on the experience of the entity with similar assets and also take into consideration the physical condition of the assets. There is also a common risk that fixed assets shown in financial statements may not exist partially, or at all. ***[See note 4.00 to the financial statements]***	• Assessed the legal right and obligations of property, plant and equipment. • Assessed the control activities of Property, Plant and Equipment. • Assessed whether the accounting policies in relation to the capitalization of expenditures are in compliance with IFRSs. Our substantive procedure in relation to the property, plant and equipment's recognition and measurements are following: • Checking the purchase and adjustments with the relevant supporting bills and vouchers. • Verifying the hard copy of fixed assets register. • Verifying the calculation process of depreciation. • Checking the appropriateness of presentation and disclosure.

Long-Term Loans

Risks	Our Response to the Risks
As at June 30, 2025, the reported amount of total Long-term Loan is Tk. 1,839,039,419 (Total of current and non-current portion). The company borrowed fund from various banks and WPPF for the purpose of acquisition of non-current assets and working capital as well. ***[See note 19.00 to the financial statements]***	In order to obtain the accuracy, completeness and correctness of measurement of Long-Term Loan, we have followed the following key and control activities: • Obtaining company's ledger accounts of loans. • Checking the bank statements. • Checking the loan agreement or loan sanction documents. Our substantive procedure in relating to the Loan-term Loan's recognition and measurement are following: • Checking the bank statement also with the opening balance. • Checking the recording of the transaction. • Obtaining bank certificates and confirmations and cross-checked with balances. • Verifying the sanction letter, loan schedule bank statements to confirm the loan outstanding and found the balance shown in the financial statements accurately. • Checking the financial expenses and classification of loan and repayments schedule as well.

Inter-Company Loan

Risks	Our Response to the Risks
As at June 30, 2025, the reported amount of total Long-Term loan is Tk. 686,666,658 (Total of current and non-current portion). The company borrowed fund from National Fittings & Accessories Limited (sister concern) for the purpose of acquisition of non-current assets and working capital as well. ***[See note 22.00 to the financial statements]***	Our substantive procedure in relating to the Inter-company Loan recognition and measurement are following: • Checking the bank statement also with the opening balance. • Obtaining certificate from the concern. • Checking the recording of the transaction. • Checking the financial expenses and classification of loan and repayments schedule as well.

Inter-Company Loan

Risks	Our Response to the Risks
As at June 30, 2025, the reported amount of total Long-Term loan is Tk. 686,666,658 (Total of current and non-current portion). The company borrowed fund from National Fittings & Accessories Limited (sister concern)	Our substantive procedure in relating to the Inter-company Loan recognition and measurement are following: • Checking the bank statement also with the opening balance. • Obtaining certificate from the concern.

for the purpose of acquisition of non-current assets and working capital as well. ***[See note 22.00 to the financial statements]***	• Checking the recording of the transaction. • Checking the financial expenses and classification of loan and repayments schedule as well.
Trade and Other Receivables	
Risks	**Our Response to the Risks**
The total amounts of Trade and Other Receivables reported are Tk. 1,232,441,320 from clients and customers in different business segments and jurisdiction is subject to their independent business risk. There is a risk that closing balances of individual clients may be misrepresented due to manipulation or just human error through improper recognition, calculation etc. ***[See note 9.00 to the financial statements]***	In order to obtain the accuracy, completeness and correctness of accounts receivable, we have followed the following key and control activities: • Obtaining the detailed ledger of accounts receivable, along with aging schedule. • Obtaining Sales Schedules of beginning and closing few weeks of the period. Our substantive procedure in relating to the accounts receivable recognition and measurement are following: • Checking the opening balance with the ledger and schedules. • Agreeing posting in correct period by checking sales documents. • Confirming balances by issuing confirmation letters to third parties and customers.
Management's Consideration of the Potential Impact of July'2024 Uprising	
Risks	**Our Response to the Risks**
The company's revenue declined by 22.78% during the financial year 2024–2025 compared to the same period of the previous year. This decline was primarily due to the forced shutdown of operations caused by unrest and ensuing political instability, natural disasters (floods), and the overall adverse socio-economic conditions of the country. In addition, the construction industry particularly the development works were severely affected by the slowdown in government spending. As a result of these combined factors, the company's net profit dropped significantly by 96.98% during the financial year. Management's assessments and evaluations on the whole situation along with their estimates and judgements are critical to the outcomes of these considerations with particular focus on the company's ability to continue as going concern for at least the next financial period. As a result of the vast impact of the revolution on all business sectors and financial markets, we have determined management's consideration on the matter along with their estimations and judgements to be a key audit matter.	• We obtained management's latest forecasts, estimations and financial analysis underlying their going concern assessment and tested the integrity and reliability of the data as well as their accuracy and relativity. • We challenged management on the key assumptions and subjected the forecasts and analysis to additional stress testing to confirm that the management have considered a balanced range of outcomes in their assessment of the impact that the company has already faced and the future potential impact of the same. • The Management will also provide explanations on the impact in their public price sensitive information report.

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.

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

Management is responsible for the preparation and fair presentation of the financial statements of the company in accordance with IFRSs as explained in note 1 to 3 and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

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

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

Auditor's Responsibilities for the Audit of the Financial Statements

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

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

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances.
- 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 financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the company to cease to continue as a going concern.

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

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 communicates with those charged with governess, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor 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, the Securities and Exchange Rules 1987 and other applicable laws and regulations, we also report that:

(i) 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;

(ii) 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;

(iii) the company's statement of financial position and statement of profit or loss and other comprehensive income together with the annexed notes dealt with by the report are in agreement with the books of account and returns; and

(iv) the expenditure incurred, except as noted above, were to the purpose of company business.



Place: Dhaka
Date: October 25, 2025
DVC: 2510250165AS946686

Quazi Shafiqul Islam, FCA
Enrolment No- 0165
Islam Quazi Shafique & Co.
Chartered Accountants

National Polymer Industries PLC.
Statement of Financial Position
As at June 30, 2025

Particulars	Notes	Amount in Taka	
		30.06.2025	30.06.2024
ASSETS			
A. Non-Current Assets			
Property, Plant & Equipment	4	4,188,350,374	4,312,083,652
Investment in Subsidiary Company	5	-	-
FDR Investment	6	96,567,690	81,754,603
Capital Work-in-Progress (CWIP)	7	-	7,622,746
		4,284,918,064	**4,401,461,001**
B. Current Assets			
Inventories	8	1,326,014,704	1,349,756,554
Trade & Other Receivables	9	1,232,441,320	1,383,273,609
Advance, Deposits & Pre-payments	10	458,163,450	494,870,967
Advance Income Tax	11	720,941,183	617,787,453
Accrued Interest Receivable on FDR	12	3,040,940	2,615,003
Inter-Company Receivables	13	-	-
Cash & Cash Equivalents	14	50,369,337	149,996,326
		3,790,970,934	**3,998,299,912**
Total Assets (A+B)		**8,075,888,998**	**8,399,760,913**
EQUITY & LIABILITIES			
C. Shareholders' Equity & Reserves			
Share Capital	15	729,836,680	729,836,680
Share Premium	16	316,459,170	316,459,170
Revaluation Reserve	17	496,260,922	496,260,922
Retained Earnings	18	621,150,558	692,765,419
		2,163,707,330	**2,235,322,191**
D. Non-Current Liabilities			
Long-Term Loan (Non-Current Maturity)	19.1	1,429,490,421	844,728,616
Deferred Tax Liability	20	79,485,014	79,485,014
Zero Coupon Bonds	21	498,000,000	498,000,000
Inter-Company Loan (Non-Current Maturity)	22	316,666,654	569,999,990
		2,323,642,090	**1,992,213,620**
E. Current Liabilities			
Short-Term Loan	23	1,776,869,935	2,934,109,539
Long-Term Loan (Current Maturity)	19.2	409,548,997	66,997,413
Bank Overdraft	24	558,500,550	533,243,940
Accounts Payable	25	127,392,967	129,541,047
Unclaimed Dividend Account	26	10,581,852	10,870,802
Loan from Directors	27	2,839,135	-
Inter-Company Loan (Current Maturity)	28	370,000,004	253,333,336
Provision for Expenses	29	137,828,698	97,880,803
WPPF & Welfare Fund	30	3,058,366	10,478,486
Provision for Taxation	31	191,919,074	135,769,735
		3,588,539,578	**4,172,225,101**
Total Equity & Liabilities (C+D+E)		**8,075,888,998**	**8,399,760,913**
Net Asset Value (NAV) Per Share	44	**29.65**	**30.63**

The accompanying policies and explanatory notes form an integral part of these financial statements

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

Signed in terms of our report of even date annexed

Quazi Shafiqul Islam, FCA
Enrollment No: 0165
Islam Quazi Shafique & Co.
Chartered Accountants

Dated; Dhaka
October 25, 2025
DVC:2510250165AS946686

National Polymer Industries PLC.

Statement of Profit or Loss and Others Comprehensive Income

For the year ended June 30, 2025

Particulars	Notes	Amount in Taka	
		30.06.2025	30.06.2024
Revenue	32	5,614,933,872	7,271,200,538
Less: Cost of Goods Sold	33	(4,828,397,815)	(6,202,883,796)
Gross Profit		**786,536,057**	**1,068,316,743**
Less: Operating Expenses			
Administrative Expenses	35	(170,193,399)	(208,566,598)
Selling and Distribution Expenses	36	(155,485,958)	(156,158,025)
Profit from Operations		**460,856,699**	**703,592,120**
Add/(Less): Other Income/Expenses			
Other Income	37	19,366,547	7,887,186
Foreign Exchange Gain/(Loss)	38	(37,917,253)	(84,520,232)
Financial Expenses	39	(378,080,299)	(406,910,870)
Profit before WPPF and Taxation		**64,225,695**	**220,048,203**
Less: Provision for Workers Profit Participation Fund (WPPF)	40	(3,058,366)	(10,478,486)
Profit before Taxation		**61,167,329**	**209,569,718**
Less: Provision for Tax	41	(56,149,339)	(43,627,203)
Net Profit/(Loss) after Tax		**5,017,990**	**165,942,514**
Other Comprehensive Income/(Loss) for the year			
Actuarial Loss on Defined Benefit Plan		-	-
Total Comprehensive Income/(Loss) for the year		**5,017,990**	**165,942,514**
Basic Earnings Per Share (EPS)	43	**0.07**	**2.27**

The accompanying policies and explanatory notes form an integral part of these financial statements

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

Signed in terms of our report of even date annexed

Quazi Shafiqul Islam, FCA
Enrollment No: 0165
Islam Quazi Shafique & Co.
Chartered Accountants

Dated; Dhaka
October 25, 2025
DVC:2510250165AS946686

National Polymer Industries PLC.

Statement of Changes in Equity

For the year ended June 30, 2025

Particulars	Amount in Taka				
	Share Capital	Share Premium	Revaluation Reserve	Retained Earnings	Total
Balance as at July 01, 2024	729,836,680	316,459,170	496,260,922	692,765,419	2,235,322,191
Cash Dividend Paid (FY: 2023-24)	-	-	-	(76,632,851)	(76,632,851)
Profit Earned during the year	-	-	-	5,017,990	5,017,990
Balance as at June 30, 2025	**729,836,680**	**316,459,170**	**496,260,922**	**621,150,558**	**2,163,707,330**

Statement of Changes in Equity

For the year ended June 30, 2024

Particulars	Amount in Taka				
	Share Capital	Share Premium	Revaluation Reserve	Retained Earnings	Total
Balance as at July 01, 2023	729,836,680	316,459,170	496,260,922	626,023,056	2,168,579,828
Cash Dividend Paid (FY: 2022-23)	-	-	-	(76,632,851)	(76,632,851)
Tax Adjustment against Assessment (FY: 2020-2021)	-	-	-	(22,439,842)	(22,439,842)
AIT at Port (Import Stage) Disallowed (FY:2020-2021)	-	-	-	(127,458)	(127,458)
Profit Earned during the year	-	-	-	165,942,514	165,942,514
Balance as at June 30, 2024	**729,836,680**	**316,459,170**	**496,260,922**	**692,765,419**	**2,235,322,191**

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

National Polymer Industries PLC.

Statement of Cash Flows

For the year ended June 30, 2025

Particulars	Amount in Taka	
	30.06.2025	30.06.2024
A. Cash Flows from Operating Activities		
Collection from Sales and Others	5,785,132,709	7,192,523,897
Payment to Suppliers, Employees and Others	(4,808,853,916)	(6,370,629,637)
	976,278,792	**821,894,260**
Income Tax Paid	(103,153,730)	(211,410,575)
Foreign Exchange Gain/(Loss)	(37,917,253)	(84,520,232)
Financial Expenses	(241,424,223)	(315,295,278)
Net Cash provided by Operating Activities	**593,783,587**	**210,668,174**
B. Cash Flows from Investing Activities		
Acquisition of Property, Plant & Equipment	(126,811,424)	(745,543,029)
Investment/Encashment in FDR	(14,813,087)	(43,154,139)
Investment in Subsidiary Company	-	-
Capital Work-in-Progress (CWIP)	-	(169,544,828)
Net Cash used in Investing Activities	**(141,624,511)**	**(958,241,997)**
C. Cash Flows from Financing Activities		
Proceeds from Long-Term Loan	1,053,567,629	516,010,518
Payment of Long-Term Loan	(126,254,240)	(124,823,420)
Bond Subscription	-	-
Loan from Directors	2,839,135	-
Cash Dividend Paid (FY: 2022-2023)	-	(76,632,851)
Cash Dividend Paid (FY: 2023-2024)	(76,632,851)	-
Increase/(Decrease) in Short-Term Loan	(1,131,982,994)	713,570,229
Increase/(Decrease) in Inter-Company Loan Receivable	-	-
Payment of Inter-Company Loan (Syndicate)	(136,666,668)	(253,333,336)
Interest paid on Long-Term Loan	(136,656,076)	(91,615,592)
Net Cash provided by Financing Activities	**(551,786,065)**	**683,175,548**
Net Increase/(Decrease) in Cash during the year (A+B+C)	(99,626,989)	(64,398,275)
Opening Cash & Cash Equivalents	149,996,326	214,394,601
Closing Cash & Cash Equivalents	**50,369,337**	**149,996,326**
Net Operating Cash Flows per Share (NOCFPS)	**8.14**	**2.89**

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

1.0 Corporate History of the Reporting Entity

1.1 Legal Status of the Company

National Polymer Industries PLC. (the "Company") was incorporated under the Company Act, 1994 as a Public Limited Company by shares on June 26, 1987 and its shares are listed in the Stock Exchange (both in Dhaka and Chittagong Stock Exchange Ltd.) in Bangladesh during the year 1991 and 1995 respectively. The Limited company change name **National Polymer Industries Limited** to **National Polymer Industries PLC.** under the Company Act, 1994 section 11, sub-section (7) on February 19, 2023. It's incorporation number is C-16602.

1.2 Address of Registered Office and Principal Place of Business

The Company's registered office is located at Squib Road, Nishatnagar, Tongi, Gazipur.

1.3 Nature of Business

The Company owns and operates PVC Pipes, PVC Water Tanks, PVC Doors and Bottle grade PVC Compound Manufacturing Plant, produces and markets the same in the local and foreign markets.

1.4 Number of Employees

The number of employees at year-end were 1374 and the Board of Directors has 05 members.

1.5 Licenses, Registration and Approval of Different Authority

License & Registration achieved from the office of the Chief Controller of Export & Import, Dhaka City Corporation, Gazipur City Corporation, Customs, Excise & VAT Commissionerate, Dhaka (North), National Board of Revenue, etc.

Approval & Certification received from the Department of Environment, Department of Labour, Department of Fire Service & Civil Defense, Department of Patent, Design & Trademark, Director General of Health Services, Bangladesh Investment Development Authority (ex. Board of Investment), Bangladesh Small & Cottage Industries Corporation (BSCIC) etc.

2.0 Basis of Preparation, Presentation and Disclosures of Financial Statements

2.1 Statement of Compliance

These financial statements have been prepared and the disclosure of information are made in accordance with International Accounting Standards (IASs) and the International Financial Reporting Standards (IFRSs) as adopted in Bangladesh by the Institute of Chartered Accountants of Bangladesh (ICAB), the Companies Act 1994, the Securities and Exchange Ordinance 1969, the Securities and Exchange Rules 1987 and other relevant local Laws as applicable. The Statement of Financial Position and the Statement of Profit or Loss and Other Comprehensive Income have been prepared according to International Accounting Standard (IAS) 1: Presentation of Financial Statements on accrual basis of accounting following going concern assumption under Generally Accepted Accounting Principles and practices in Bangladesh. The Statement of Cash Flows is prepared according to IAS 7: Statement of Cash Flows has been presented under direct method as required by the Bangladesh Securities and Exchange Rules 1987.

i) Application of International Accounting Standards (IASs) and International Financial Reporting Standards (IFSRs)

The following IASs and IFRSs are applicable for the preparation of financial statements of the company for the year under:

Name of the Accounting Standards	Reference	Status
First-time adoption of International Financial Reporting Standards	IFRSs-I	Not applicable
Share Based Payment	IFRSs-2	Not applicable
Business Combinations	IFRSs-3	Not applicable
Non-current Assets Held for Sale and Discontinued Operations	IFRSs-5	Not applicable
Exploration for and Evaluation of Mineral Resources	IFRSs-6	Not applicable
Financial Instruments: Disclosures	IFRSs-7	Applied
Operating Segments	IFRSs-8	Not applicable
Financial Instruments	IFRSs-9	Applied
Consolidated Financial Statements	IFRSs-10	Not applicable

Name of the Accounting Standards	Reference	Status
Joint Arrangements	IFRSs-11	Not applicable
Disclosure of Interest in other Entities	IFRSs-I2	Not applicable
Fair Value Measurement	IFRSs-I3	Not applicable
Regulatory Deferral Accounts	IFRSs-I4	Not applicable
Revenue from Contracts with Customers	IFRSs-I5	Applied
Leases	IFRSs-I6	Not applicable
Insurance Contracts	IFRSs-I7	Not applicable
Presentation of Financial Statements	IASs-1	Applied
Inventories	IASs-2	Applied
Statement of Cash Flows	IASs-7	Applied
Accounting Policies, Changes in Accounting Estimates and Errors	IASs-8	Applied
Events after the Reporting Period	IASs-10	Applied
Income Taxes	IASs-12	Applied
Property, Plant and Equipment	IASs-16	Applied
Employee Benefits	IASs-19	Applied
Accounting for Government Grants and Disclosure of Government Assistance	IASs-20	Applied
The Effects of Changes in Foreign Exchange Rates	IASs-21	Applied
Borrowing Costs	IASs-23	Applied
Related Party Disclosures	IASs-24	Applied
Investments in Associates	IASs-28	Not applicable
Earnings per Share	IASs-33	Applied
Interim Financial Reporting	IASs-34	Applied
Intangible Assets	IASs-38	Not Applicable
Financial instruments: Recognition and Measurement	IASs-39	Applied

ii) Compliances of Other Local Laws and Regulations

In addition, the Company is also required to comply with the following major legal provisions:

- The Securities & Exchange Rules, 1987;
- International Accounting Standards (IASs) or International Financial Reporting Standards (IFRSs) as applicable in Bangladesh
- Financial Reporting Act, 2015
- The Listing Rules of Dhaka Stock Exchanges Ltd.
- The Listing Rules of Chittagong Stock Exchanges Ltd.
- Income Tax Ordinance 1984 and Rules
- The Income Tax Act, 2023
- The VAT and Supplementary Duty Act, 2012
- The VAT and Supplementary Duty Rules, 2016
- The Value Added Tax Act, 1991
- The Value Added Tax Rules, 1991
- The Customs Act 1969
- The Bangladesh Labor Act 2006 (Amendment in 2013)
- The Bangladesh Labor Rules (Amendment in 2015)
- Other relevant Local Laws and Rules

2.2 Basis for Measurement

The financial statements have been prepared on historical cost basis except for certain assets which are stated either at revalued amount or fair market value as explained in the accompanying notes and, therefore, do not take into consideration the effect of inflation.

2.3 Accrual Basis Accounting

The Financial Statements have been prepared, except for Cash Flow Statements, using the accrual basis of accounting. Under this concept, the company recognises items as assets , liabilities, equity, income and expenses when they satisfy the definitions and recognition criteria for those elements as per related accounting standard and framework.

2.4 Functional and Presentation Currency

These financial statements are presented in Bangladesh currency (Tk./Taka/ BDT), which is both the functional and the presentation currency of the Company. All financial information presented in Taka has been rounded off to the nearest integer.
Transactions denominated in foreign currencies are translated into Bangladeshi Taka and recorded at rates of exchange ruling on the date of transaction in accordance with IAS 21 "The Effects of Changes in Foreign Exchange Rates".

2.5 Going Concern

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

2.6 Use of Estimates and Judgments

The preparation of Financial Statements in conformity with International Accounting Standards (IASs) or International Financial Reporting Standards (IFRSs) requires the management to make estimates and assumptions that affect the amounts of assets, liabilities, revenue, costs, expenses and other comprehensive income/(loss) that are reported in the Financial Statements and accompanying disclosures.

These estimates are based on management's best knowledge of current events, historical experience, actions that the company may undertake in future and on various other assumptions that are believed to be reasonable under circumstances.

2.7 Reporting Period

The Financial Statements covers the period from July 01, 2024 to June 30, 2025.

2.8 Component of Financial Statements

The components of these Financial Statements in accordance with the framework of IAS 1: Presentation of Financial Statements comprises the following:

i) Statement of Financial Position;
ii) Statement of Profit or Loss and Other Comprehensive Income;
iii) Statement of Changes in Equity;
iv) Statement of Cash Flows; and
v) Notes, comprising a summary of significant accounting policies and other explanatory information

2.9 Comparative Information and It's Rearrangement

Comparative information have been disclosed in respect of the previous year for all numerical information in the financial statements including narrative and descriptive information when it is relevant for understanding of the current year's financial statements.

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

3.0 Summery of Significant Accounting Policies

The accounting policies for the Company set out below, which comply with International Financial Reporting Standard (IFRSs), International Accounting Standards (IASs), the Companies Act 1994 and Rules & Regulations of Bangladesh Securities & Exchange Commission which have been applied consistently to all periods presented in these financial statements

3.1 Property, Plant & Equipment (PPE)

Property, Plant & Equipment are recognized if it is probable that future economic benefits associated with the assets will flow to the company and the cost of the assets can be reliably measured. The cost of acquisition of an asset comprises its purchase price and any directly attributable cost of bringing the assets to its working condition for its intended use inclusive of inward freight, duties, non-refundable taxes and un-allocated expenditures etc.

Subsequent Costs

The cost of replacing part of an item of Property, Plant and Equipment's is recognized in the carrying amount of an 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 servicing of Property, Plant and Equipment are recognized in the Statement of Comprehensive Income as incurred.

Depreciation

Depreciation is provided on the cost of the assets after commissioning, over the period of their expected useful lives, in accordance with the provisions of IASs 16: Property, Plant and Equipment Depreciation is charged on addition during the period when it is available for use. Depreciation is charged on all fixed assets except land and land development on reducing balance method at the following rates:

Particular of Assets	Rate of Depreciation
Factory Building, Factory Laboratory	10%
Office, Administrative & Godown Shed	10%
Factory Boundary Wall	10%
Plant and Machinery & Local Machinery	20%
Furniture and Fixtures	10%
Office Equipment	10%
Vehicles	20%
Titas Gas Installation	10%
Gas Generator & Diesel Generator	20%
Machine Shed & Steel Rack	10%

Retirements and Disposals

When fixed assets are sold, the cost and accumulated depreciation are eliminated and revenue gain or loss (if any) is reflected in the Statement of Comprehensive Income that is determined on the basis of net book value of the assets and net sales proceeds or realized amount.

3.3 Capital Work-in-Progress

Capital work in progress consists of acquisition costs of plant and machinery, capital components and related installation cost until the date placed in service. In case of import of components, capital work in progress is recognized when risks and rewards associated with such assets are transferred to the company, that is, at the time of shipment is confirmed by the supplier.

3.4 Inventory

Inventories are measured at lower of cost and net realizable value in accordance with IASs-2 (Inventories). The cost of inventories includes expenditure incurred for acquiring the inventories, production or conversion costs and other costs in bringing them to their existing location and condition. In the case of manufactured inventories and work in progress, cost includes an appropriate share of production overheads based on normal operating capacity. Raw materials in transit are valued at cost. Net realizable value is the estimated selling price in the ordinary course of business less the estimated costs of completion and selling expenses. The weighted average cost method has been used to determine the value of inventory.

3.5 Financial Instruments:

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

i) Financial Assets:

Financial assets of the company include cash and cash equivalent, trade and other receivables, other long term receivables and deposits. The company initially recognizes the financial assets when and only when the company becomes a party to the contractual provisions of the transaction. All other financial assets are recognized initially on the date at which the company becomes a party to the contractual provisions of the transactions. The company derecognizes the financial asset when and only when the contractual rights or probabilities of receiving the 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 assets are transferred.

i)(a) Accounts Receivables:

These are carried at original invoice amount. This considered good and collectable, and therefore, no amount was written off as bad debt and no debt was considered doubtful to provide for.

i)(b) Cash and Cash Equivalents:

According to IASs 7 “Statement of Cash Flows”, cash comprises cash in hand and demand deposit and, cash equivalents are short term, highly liquid investments that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value. IASs 1 “Presentation of Financial Statements” provides that Cash and Cash Equivalents are not restricted in use. Considering the provisions of IASs 7 and IASs 1 cash in hand and bank balances have been considered as cash and cash equivalents.

Other Current Assets:

Other current assets have a value on realization in the ordinary course of business that is at least equal to the amount at which they are stated in the Statement of Financial Position.

ii) Financial Liabilities:

The company initially recognizes the financial liabilities when and only when the company becomes a party to the contractual provisions of the transaction. The company derecognizes the financial liabilities when its contractual obligations are discharged or cancelled or expired. Financial liabilities include payable for expenses, liability for capital expenditures, Finance lease obligation, loans and borrowings and other current liabilities.

ii)(a) Finance Lease Obligation:

Leases in terms of which the entity assumes substantially all the risks and rewards of ownership are classified as finance lease. Upon initial recognition, the leased asset is measured at an amount equal to the lower of its fair value and the present value of minimum lease payments. Subsequent to initial recognition, the asset is accounted for in accordance with the accounting policy applicable to that asset.

ii)(b) Loans and Borrowings:

Principal amounts of the loans and borrowings are stated at their amortized amount. Borrowings repayable after twelve months from the date of Statement of Financial Position are classified as non-current liabilities whereas the portion of borrowings repayable within twelve months from the date of statement of financial position, unpaid interest and other charges are classified as current liabilities.

ii)(c) Accounts Payables:

The company recognizes a financial liability when its contractual obligations arising from past events are certain and the settlement of which is expected to result in an outflow from the entity of resources embodying benefits.

3.6 Impairment:

i. Financial Assets

Trade receivable is assessed at each reporting date to determine whether there is objective evidence that it is impaired. Trade receivable is impaired if objective evidence indicates that a loss event has occurred after the initial recognition of the assets and that the loss had a negative effect on the estimated future cash flows of that asset that can be estimated reliably.

ii. Non-Financial Assets

An asset is impaired when its carrying amount exceeds its recoverable amount. The company assesses at each reporting date whether there is any indication that an asset may be impaired. If any such indication exists, the company estimates the recoverable amount of the asset. The recoverable amount of an asset is the higher of its fair value less costs to sell and its value in use. Carrying amount of the assets is reduced to its recoverable amount by recognizing an impairment loss if the recoverable amount of the asset is less than its carrying amount. Impairment loss is recognized immediately in profit or loss unless the asset is carried at revalued amount. Any impairment loss of a revalued asset shall be treated as a revaluation decrease.

3.7 Taxation

Income tax expense comprises of current and deferred taxes. It is recognized in the Statement of Comprehensive Income and accounted for in accordance with the requirements of IASs 12: Income Taxes.

i. Current Taxation

The tax currently payable is based on the Taxable profit for the year and any adjustment to tax payable in respect of previous year. The company is a Publicly Traded Company. As per the Income Tax Act 2023 the rate of taxation applied at the rate of 20.00%.

ii. Deferred Taxation

The company does not require to compute deferred tax on PPE, because it charges depreciation as per method, conditions and rate(s) as specified in the 3rd Schedule of the Income Tax Ordinance, 1984. Depreciation has been charged on all items of Fixed Assets except for Land and Land Development on Reducing Balance Method. During the period, there were no temporary difference/s between Tax Base and Carrying Amount of an Asset or Liability.

3.8 Revaluation Reserve

Revaluation reserve arose from the revaluation of land and land development which were revalued on June 25, 2006 by M/S. GEOTECH Survey company (pvt) Ltd, a firm of professional valuers on the basis of market price prevailing in the country. The difference between revaluation and actual book value has been reported in accounts under the head Revaluation Reserve.

The company has revaluated (under 'Fair Value' method) its own land in the year of 2015 located at Squib Road, Tongi Industrial Area, Gazipur by independent valuer Mahfel Huq & Co. The area of the land is 311.10 Decimals. Book value of the land was Taka 67,411,905. After valuation, this is increased to 597,312,000. Revalued amount is Taka 529,900,095.

Particulars	Taka
Revalued Amount as on 4 May 2015	597,312,000
Book Value as on Revaluation date	(67,411,905)
Revaluation Reserve without Charging Capital Gain	529,900,095
Deferred Tax Liability @15% on Tk. 529,900,095	(79,485,014)
	450,415,081
Add: Opening Balance of Revaluation Reserve	45,845,841
Revaluation Reserve	**496,260,922**

3.9 Tax Holiday Reserve

The Company enjoyed five years Tax Holiday for Unit-I up to February 28, 1995 while for Unit–II for a period of five years ended on April 30, 2000, Unit-III for a period of five years ended on June 30, 2003 and Unit-IV for a period of five years ended on December 31, 2005. The Company does not currently enjoy any Tax Holyday Benefit.

3.10 Provisions, Accrued Expenses and Other Payables

Provisions and accrued expenses are recognized in the Financial Statements in line with the International Accounting Standard (IASs)-37 “Provisions, Contingent Liabilities and Contingent Assets” when

- the company has a legal or constructive obligation as a result of past event.
- it is probable that an outflow of economic benefit will be required to settle the obligation.
- a reliable estimate can be made of the amount of the obligation.

3.11 Contingent Liabilities

The Company does not have any contingent liabilities as on the reporting date.

3.12 Revenue (Turnover) from Sales

Net sale comprises the invoiced value of goods supplied by the company and consists of Sales of manufactured goods excluding Value Added Tax (VAT).

Revenue Recognition

The revenue is recognized after satisfying all the following conditions for revenue recognition as provided in IFRSs 15 “Revenue Recognition”;

i. The company has transferred to the buyer the significant risks and rewards of ownership of the goods;

ii. The Company retains neither continuing managerial involvement to the degree usually associated ownership nor effective control over the goods sold;

iii. The amount of revenue can be measured reliably;

iv. It is probable that the economic benefits associated with the transaction will flow to the company;

v. The cost incurred or to be incurred in respect of the transaction can be measured reliably.

Other non-operating income has been recognized on accrual basis.

3.13 Borrowing Cost

Borrowing cost is recognized as expense in the period in which they are incurred unless capitalization of such is allowed under IAS-23 Borrowing cost.

3.14 Earnings Per Share

The Company calculates Earnings Per Shares (EPS) in accordance with IAS-32 & 33 "Diluted Earnings Per Share" & “Earnings per Shares” which has been shown on the face of Statement of Comprehensive Income and, the computation of EPS is stated in Note 42 Earning per share (EPS) has been computed by dividing the profit after tax (PAT) by the number of ordinary shares outstanding as on June 30, 2024 as per IAS-33 “Earnings per Shares”.

3.15 Basic Earnings/Loss

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

3.16 Statement of Cash Flows

Statement of Cash Flows is prepared principally in accordance with IAS 7 "Statement of Cash Flows" and the cash flow from the operating activities have been presented under direct method as prescribed by the Securities and Exchange Rules 1987 and considering the provision of Paragraph 19 of IAS 7 which provides that "Enterprise are Encouraged to Report Cash Flow From Operating Activities Using the Direct Method".

3.17 Dividend for the 2024-2025

After the reporting period, the Board of Directors recommended 5% cash dividend excluding sponsor directors which will be recognized in the accounts as and when approved by the shareholders in the Annual General Meeting.

3.18 Events after the Reporting Period:

Events after the reporting period that provide additional information about the company's position at the date of statement of Financial Position or those that indicate the going concern assumption is not appropriate are reflected in the financial statements. Events after reporting that are not adjusting events are disclosed in the notes when material.

3.19 Human Resources

Particulars	2024-25	2023-24
Officers	723	728
Staff	275	263
Skilled and Unskilled Workers	376	443
Total	**1374**	**1434**

3.20 Employee Benefit

i. Defined Benefit Plan

The Company maintains an Unfunded Gratuity Scheme and deduct when retirement benefits are paid by the company. The employees are entitle to gratuity benefit after completion of minimum 5 years service in the company.

ii. Employee's Group Insurance

The company also has a Group Insurance Scheme for its permanent employees, premium for which is being charged to Statement of Comprehensive Income annually as per the insurance policy.

3.21 Directors' Responsibility Statement

The Board of Directors is responsible for the preparation and presentation of the Financial Statements under section 183 of the Companies Act, 1994 and as per the provision of 'The Framework for the Preparation and Presentation of Financial Statements' issued by the International Accounting Standards Committee (IASC).

3.22 Deviation of Revenue & EPS

Taking some cost control measure COGS increased from 85.31% to 85.99% though raw material price was high. But during this period, Earnings Per Share (EPS) has been increased significantly compared to the previous period due to decreased of Foreign Exchange Loss compared to the previous period.

3.23 Deviation of NOCF

Net Operating Cash Flows is just the resultant figure of Cash Inflows and Outflows from Operating Activities. Therefore, Net Operating Cash Flows increases, if only Cash Inflows is higher than Cash Outflows in a particular period and vice versa.

Net Operating Cash Flows has been increased Tk. 2.89 to Tk. 8.14 because of decreased Income Tax Paid, financial expenses, Foreign Exchange Loss otherwise there were no significant deviation found.

3.24 General

i. Figures have been rounded off to the nearest taka.

ii. Previous period's/year's figures have been rearranged wherever considered necessary to ensure comparability with the current year.

iii. The Company publishes its quarterly accounts as per IASs 34 "Interim Financial Reporting" and the Bangladesh Securities and Exchange Commission (BSEC) Notification No. BSEC/CMRRCD/2006-158/208/Admin/81 dated 20 June 2018.

Note	Particulars	Sub-Note	Amount in Taka	
			30.06.2025	30.06.2024
4.0	**Property, Plant & Equipment**			
	A. At Cost			
	Opening Balance		6,516,646,521	4,979,263,431
	Add: Addition during the year		134,434,170	1,537,383,089
			6,651,080,691	**6,516,646,521**
	Less: Sale of Fixed Assets		-	-
			6,651,080,691	**6,516,646,521**
	B. Accumulated Depreciation			
	Opening Balance		**2,204,562,869**	**2,017,765,892**
	Add: Charged during the year		258,167,448	186,796,977
			2,462,730,317	**2,204,562,869**
	Written Down Value as at June 30, 2025 (A-B)		**4,188,350,374**	**4,312,083,652**
	A Schedule of Property, Plant & Equipment is shown in Annexure-A			
5.0	**Investment in Subsidiary Company**			
	Npoly Trading Ltd. (99,000 shares of Tk. 10.00 each)		-	990,000
	Less: Investment Loss for Winding-up the Company		-	(400,673)
			-	**589,327**
	Less: Transfer to Advance, Deposits and Pre-payments.		-	(589,327)
	Closing Balance		**-**	**-**
	As per 27 March, 2024 final Winding-up form 8 issue no. 5620. The investment will be returned from Npoly Trading Ltd.			

6.0 FDR Investment

Name of Institute or Bank	FDR No.	Maturity Date	Interest Rate	Amount	Amount
IPDC Finance PLC.	2592	08 July 2025	9.25%	3,400,995	3,223,480
IPDC Finance PLC.	8901	13 Jan 2025	9.25%	10,002,795	9,405,822
IPDC Finance PLC.	7574	28 Nov 2024	9.25%	10,171,011	9,562,040
IPDC Finance PLC.	2590	01 Aug 2024	9.25%	6,812,801	6,405,828
IPDC Finance PLC.	1625	28 May 2025	9.25%	3,648,171	3,393,282
IPDC Finance PLC.	39005	25 Apr 2025	9.25%	5,696,866	5,309,000
IPDC Finance PLC.	48077	13 Feb 2025	9.25%	3,219,000	3,000,000
IPDC Finance PLC.	48495	27 Feb 2025	9.25%	3,219,000	3,000,000
IPDC Finance PLC.	48496	28 Feb 2025	9.25%	3,219,000	3,000,000
IPDC Finance PLC.	49922	22 Apr 2025	9.25%	26,830,000	25,000,000
IPDC Finance PLC.	50564	02 May 2025	9.25%	3,219,000	3,000,000
IPDC Finance PLC.	51073	20 May 2025	9.25%	3,219,000	3,000,000
Community Bank Bangladesh PLC.	116	16 Aug 2024	9.50%	2,858,025	2,672,329
Bank Asia PLC.	5440	06 Nov 2025	9.25%	11,052,027	-
City Bank Limited	228001	18 May 2025	3.50%	-	767,822
City Bank Limited	345001	31 Jul 2024	9.75%	-	1,015,000
Closing Balance				**96,567,690**	**81,754,603**

7.0	**Capital Work-in-Progress (CWIP)**		
	Capital Machinery in Transit	7,622,746	98,861,427
	Add: Addition during this period	-	7,622,746
		7,622,746	**106,484,173**
	Less: Transferred to Plant and Machinery during the year	(7,622,746)	(98,861,427)
		-	**7,622,746**
	Opening Balance of Advance on Civil Construction	-	483,931,919
	Add: Addition during this period	-	161,922,082
		-	**645,854,001**
	Less: Transferred to Factory Building during the year	-	(645,854,001)
		-	**-**
	Opening Balance of Advance on Land & Land Development	-	47,124,633
	Add: Addition during this period	-	-
		-	**47,124,633**
	Less: Transferred to Land & Land Development during the year	-	(47,124,633)
		-	**-**
	Closing Balance	**-**	**7,622,746**
8.0	**Inventories**		
	Raw Materials	615,542,751	640,856,586
	Work in Process	55,409,072	55,687,510
	Finished Goods	639,987,711	633,651,199
	Stores and Spares	8,501,194	11,364,993
	Stock in Transit	690,509	1,102,323
	Packing Materials	5,883,467	7,093,943
	Closing Balance	**1,326,014,704**	**1,349,756,554**

Note	Particulars	Sub-Note	Amount in Taka	
			30.06.2025	30.06.2024

9.0 Trade & Other Receivables

Receivables against Sales & others	1,232,441,320	1,383,273,609
Closing Balance	**1,232,441,320**	**1,383,273,609**

Day Range	30.06.2025	30.06.2024
Below 30 days	805,753,658	904,365,792
Below 90 days	374,253,793	420,056,830
Below 180 days	49,051,039	55,054,149
Above 180 Below 1 Year	3,382,830	3,796,838
Total	**1,232,441,320**	**1,383,273,609**

a) This is unsecured, considered good and is falling due within one year.
b) No amount is considered doubtful or bad and therefore no provision is made in the Financial Statements.
c) No amount is due by any Director or other Officer of the company and any of them severally or jointly with any other person.

10.0 Advance, Deposit & Pre-payments

Advance to Suppliers		
Opening Balance	263,280,064	207,428,185
Add: Addition during this period	1,562,724,323	1,901,101,338
	1,826,004,387	**2,108,529,523**
Less: Bill Adjustment	(1,549,940,822)	(1,845,249,459)
	276,063,565	**263,280,064**
Advance to Employees	12,613,121	10,885,875
Advance against Brand Development	-	-
Other Receivables	-	862,048
	288,676,686	**275,027,987**
Deposits:		
Security Deposit	12,526,753	11,759,573
BG Margin & LC Margin	135,189,395	180,332,427
Deposit for Utilities	-	-
	147,716,148	**192,092,000**
Prepayments:		
Prepaid Rent	19,028,403	27,581,891
Value Added Tax (VAT)	2,742,213	169,089
	21,770,616	**27,750,980**
Closing Balance	**458,163,450**	**494,870,967**

a) Employees advance of Tk. 12,613,121 includes advance to officers mostly for official purpose.
b) No amount is due by the Directors, including Managing Director or officer of the company and any of them severally or jointly with any other person except as stated in (a) above.

11.0 Advance Income Tax

Opening Balance	617,787,453	604,297,617
Add: Additions during the year		
AIT Paid at Port (Import Stage)	54,256,646	122,164,941
AIT Paid (Export, Local & Others)	45,192,014	87,168,448
AIT on Vehicles	1,236,000	1,236,000
AIT on Bangladesh Bank Cash Assistance	814,600	297,170
AIT on FDR Interest	1,654,470	544,017
	720,941,183	**815,708,192**
Less: Adjustments during the year		
AIT at Port (Import Stage) Disallowed (FY: 2020-2021)	-	(127,458)
AIT Refund up to FY: 2020-2021	-	(122,410,305)
Prior Year Adjustment on Income Tax Assessment (FY: 2020-2021)	-	(75,382,976)
Closing Balance	**720,941,183**	**617,787,453**

12.0 Accrued Interest Receivable on FDR

Name of Institute or Bank	Interest Rate	FDR No.	Maturity Date	30.06.2025	30.06.2024
IPDC Finance PLC.	9.25%	2592	08 July 2025	307,697	292,454
IPDC Finance PLC.	9.25%	8901	13 Jan 2026	425,872	348,402
IPDC Finance PLC.	9.25%	7574	28 Nov 2025	556,758	454,786
IPDC Finance PLC.	9.25%	2590	01 Aug 2025	574,935	468,942
IPDC Finance PLC.	9.25%	1625	28 May 2025	30,510	29,145
IPDC Finance PLC.	9.25%	39005	25 Apr 2025	95,286	88,798
IPDC Finance PLC.	9.25%	48077	13 Feb 2025	111,761	104,918
IPDC Finance PLC.	9.25%	48495	27 Feb 2025	100,340	94,274
IPDC Finance PLC.	9.25%	48496	28 Feb 2025	99,524	93,514
IPDC Finance PLC.	9.25%	49922	22 Apr 2025	469,157	437,158
IPDC Finance PLC.	9.25%	50564	02 May 2025	48,131	44,856
IPDC Finance PLC.	9.25%	51073	20 May 2025	33,447	44,856
Community Bank Bangladesh Ltd.	9.50%	116	16 Aug 2024	33,474	31,171
Bank Asia PLC.	9.25%	5440	06 Nov 2025	154,047	-
City Bank Limited	3.50%	228001	18 May 2025	-	31,299
City Bank Limited	9.75%	345001	31 Jul 2025	-	50,430
Closing Balance				**3,040,940**	**2,615,003**

13.0 Inter-Company Receivables

Npoly Trading Ltd.	-	272,721
Less: Transfer to Advance, Deposit and Pre-payments.	-	(272,721)
Closing Balance	**-**	**-**

14.0 Cash & Cash Equivalents

Cash in Hand	14,178,441	6,874,898
Cash at Bank (Note: 14.1)	36,190,896	143,121,428
Closing Balance	**50,369,337**	**149,996,326**

14.1

Bank Name	Branch	A/C No.		
AB Bank Limited	Gulshan Circle-2	CD-885000	568,640	(78,069)
Agrani Bank Limited	Gulshan -1	CD-2926	33,841	664,471
Agrani Bank Limited	Nawabpur Corp.	COR-06621	-	135,914
Agrani Bank Limited	Rangpur	SND- 20440	213,435	10,080
Al-Arafa Islami Bank Ltd.	Pagati Sharoni	CD-8812	(199,250)	(2,973,378)
Bank Asia Limited	Mohakhali	CD-238	17,011	330,074
Bank Asia Limited	Mohakhali	CD-1540	-	25,424
Bengal Commercial Bank Ltd.	Gulshan Corp.	CD-2436	225	1,260
BRAC Bank Limited	Gulshan Br.	CD-51001	-	476,423
Citizens Bank Ltd.	Gulshan Corp.	SND-00027	7,324	8,644
City Bank Limited	Dhanmondi	CD-28001	28,873	338,054
City Bank Limited	Foreign Exchange	CD-5001	99,709	1,475,914
Community Bank Bangladesh Ltd.	Gulshan	CD-8101	27,495	5,000
Community Bank Bangladesh Ltd.	Gulshan	CD-8301	17,361	17,623
Dutch Bangla Bank Limited	Pagati Sharoni	CD-3803	8,918,143	23,378,315
Dutch Bangla Bank Limited	Muradpur, ct.	CD-4628	57,128	7,905
Dutch Bangla Bank Limited	Comilla	CD-2219	253,914	2,485
Dutch Bangla Bank Limited	Bhaluka	SND-224	2,555	-
Dhaka Bank Limited	Gulshan Circle-2	CD-0148	850,204	1,953,402
Dhaka Bank Limited	Gulshan Circle-2	SND-2821	222	218
Eastern Bank Ltd.	Gulshan Circle-2	CD-22731	905,788	495,468
First Security Islami Bank PLC.	Corporate Branch, Dhaka	SND-72	1,888,471	
IFIC Bank Ltd.	Pagati Sharoni	CD-22041	799,654	4,847,725
Islami Bank Bangladesh Limited	Kawran Bazar	CD-12804	405,547	254,353
Islami Bank Bangladesh Limited	Badda	CD-3204	727,197	738,646
Islami Bank Bangladesh Limited	Takerhut	CD-3400	1,283,838	358,660
Jamuna Bank Limited	Gulshan	CD-13615	928,169	20,438,763
Janata Bank Limited	Gulshan-1	CD-71210	149,573	(1,368,452)
Midland Bank Ltd.	Gulshan	CD-6032	18,006	48,651
Modhumati Bank Limited	Gulshan	CD-00070	82,873	357,431
Mutual Trust Bank Limited	Banani	CD-07295	1,393,433	1,711,541
National Bank Limited	Gulshan	CD-69629	3,396,949	16,238,422
NCC Bank Ltd.	Dhanmondi	CD-00320	87,815	1,479,609
NCC Bank Ltd.	Bashundhara	SND-00491	103,207	716,694
NRBC Bank Ltd.	Gulshan	SND-00135	266,668	140,328
One Bank Limited	Dhanmondi	CD-87001	30,794	32,264
One Bank Limited	Banani	SND - 01831	5,122,869	26,472,785
One Bank Limited	Agrabad	CD - 05414	131,607	277,004
One Bank Limited	Agrabad	SND - 01974	2,705	12,684

Note	Particulars		Sub-Note	Amount in Taka	
				30.06.2025	30.06.2024
	One Bank Limited	Gulshan North	CD-2290	341	-
	Premier Bank Limited	Gulshan Circle-2	CD-00033	4,435	-
	Premier Bank Limited	Gulshan Circle-2	CD-01072	1,133,156	373,099
	Prime Bank Limited	Gulshan Circle-2	CD-22889	(20,426,374)	2,887,065
	Prime Bank Limited	Gulshan-2 (Dividend Acc 19-20)	SND-26085	3,574,674	1,083
	Prime Bank Limited	Gulshan-2 (Dividend Acc 20-21)	SND-27750	-	3,703,126
	Prime Bank Limited	Gulshan-2 (Dividend Acc 21-22)	SND-29738	3,424,942	3,533,239
	Prime Bank Limited	Gulshan-2 (Dividend Acc)	SND-32862	3,582,236	3,634,436
	Prime Bank Limited	Gulshan Circle-2	FC-8788	6,136,079	1,623,745
	Prime Bank Limited	Gulshan	CD-5221	4,526	1,095,628
	Prime Bank Limited	Gulshan	SND-31711	103,119	1,946
	Pubali Bank Limited	Pagati Sharoni	CD-0255	1,678,627	(1,883,555)
	Rupali Bank PLC..	Gulshan Corporate	SND-55	32,880	-
	Rocket	Pragati Sarani	Enterprise-4304	-	-
	Rocket	Pragati Sarani	Enterprise-4307	-	-
	Shahajalal Islami Bank Limited	Satmosjeed Road	CD-01639	280,472	35,273
	Shahajalal Islami Bank Limited	Gulshan-1	SND- 00130	25,000	25,000
	Shahajalal Islami Bank Limited	Gulshan South	SND- 01398	4,138,169	501,225
	Social Islami Bank Limited	Pagati Sharoni	SND - 00028	75,757	3,125,667
	Sonali Bank Limited	Gulshan-1	CD-0735	220,672	42,032
	Sonali Bank Limited	Bogra College road	CD-0574	7,405	9,502
	Sonali Bank Limited	Custom House	SND - 03053	4,902	4,902
	South Bangla agriculture Bank Ltd.	Pagati Sharoni	CD-0254	(1,418,949)	521,379
	Standard Chartered Bank	Gulshan-2	CD-25804	256,054	318,254
	Standard Bank Limited	Gulshan-1	CD-3814	147,189	344,238
	Trust Bank Ltd.	Gulshan Corp. Br.	CD-16474	96,654	7,128
	Trust Bank Ltd.	Gulshan-1	CD-1414	1,130,416	493,671
	United Commercial Bank Limited	Tongi	CD-03100	2,084,213	22,939,123
	Uttara Bank Limited	Gulshan-1	CD-0012	1,272,309	751,887
	Closing Balance			**36,190,896**	**143,121,428**

15.0 Share Capital

Authorized:		
300,000,000 Ordinary Shares of Taka 10 each	**3,000,000,000**	**3,000,000,000**
Issued, Subscribed and Paid-up Capital:		
I) 134,0000 Ordinary Shares of Taka 10 each	13,400,000	13,400,000
II) 134,0000 Rights Shares of Taka 10 each (1:1)	13,400,000	13,400,000
III) 536,0000 Rights Shares of Taka 10 each (1:2)	53,600,000	53,600,000
IV) 6,388,845 Bonus Shares of Taka 10 each	63,888,450	63,888,450
V) 2,597,192 Bonus Shares of Taka 10 each	25,971,920	25,971,920
VI) 3,405,207 Bonus Shares of Taka 10 each	34,052,070	34,052,070
VII) 4,086,248 Bonus Shares of Taka 10 each	40,862,480	40,862,480
VIII) 5,393,848 Bonus Shares of Taka 10 each	53,938,480	53,938,480
IX) 6,580,494 Bonus Shares of Taka 10 each	65,804,940	65,804,940
X) 1:1 Right Shares of Taka 10 each	364,918,340	364,918,340
	729,836,680	**729,836,680**

Composition of Shareholding:	30.06.2025		30.06.2024	
	Quantity	%	Quantity	%
Sponsors/Directors	23,752,819	32.55	25,295,134	34.66
Financial Institutions	10,623,098	14.56	10,224,834	14.01
General	38,607,751	52.90	37,463,700	51.33
	72,983,668	**100**	**72,983,668**	**100**

Name wise shareholding position of Sponsors/ Directors:

Name	Position	Shareholding Qty.	%
Mr. Golam Murshed	Chairman	3,782,840	5.18
Mr. Riad Mahmud	Managing Director	3,603,773	4.94
Ms. Mahmuda Akhter	ICB Nominated Director	12,095,242	16.57
Mr. Rohel Mahmud	Sponsor	726,202	1.00
Mrs. Razia Morshed	Sponsor	304,082	0.42
Mrs. Khaleda Akhand	Sponsor	9,069	0.01
Late Shamsul Abedin Akhand and Mrs. Khaleda Akhand (Joint Account)	Sponsor	3,231,611	4.43
Total		**23,752,819**	**32.55**

Note	Particulars	Sub-Note	Amount in Taka	
			30.06.2025	30.06.2024

Classification of Shareholders by holdings:	Number of Holders		Number of Holders	
Holdings	30-06-2025	30-06-2024	30-06-2024	30-06-2023
1 to 500	3,995	3,997	42%	41%
501 to 1,000	1,486	1,670	15%	17%
1,001 to 5,000	2,635	2,579	27%	27%
5,001 to 50,000	1,342	1,253	14%	13%
50,001 to above	144	145	1%	2%
	9,602	**9,644**	**100%**	**100%**

16.0 Share Premium

Total 536,000 shares of Taka 250 each (January, 2009)	134,000,000	134,000,000
Total 36,491,834 shares of Taka 05 each (February, 2021)	182,459,170	182,459,170
Closing Balance	**316,459,170**	**316,459,170**

17.0 Revaluation Reserve

Opening Balance	496,260,922	496,260,922
Add: Land Revalued during this year	-	-
	496,260,922	496,260,922
Less: Deferred Tax on Land Revaluation	-	-
Closing Balance	**496,260,922**	**496,260,922**

On 4th May 2015, the company has revaluated its own land located at Squib Road, Tongi Industrial Area, Gazipur by independent valuer Mahfel Huq & Co. Chartered Accountants. The area of the land is 311.10 Decimals. (Details in Note- 3.8)

18.0 Retained Earnings

Opening Balance	692,765,419	626,023,056
Add: Profit during the year	5,017,990	165,942,514
	697,783,409	**791,965,571**
Less: Adjustments during the year		
Payment of Stock Dividend	-	-
Cash Dividend Paid (2023-24 & 2022-2023 FY)	(76,632,851)	(76,632,851)
AIT at Port (Import Stage) Disallowed (2020-2021 FY)	-	(127,458)
Tax Adjustment against assessment (2020-2021 FY)	-	(22,439,842)
Closing Balance	**621,150,558**	**692,765,419**

19.0 Long-Term Loan

Prime Bank PLC.

Opening Balance	14,446,098	87,479,277
Add: Received during the year	-	-
	14,446,098	**87,479,277**
Less: Paid during this year	(14,446,098)	(73,033,179)
Closing Balance	**-**	**14,446,098**
Less: Current Maturity within one year	-	(14,446,098)
	-	**-**

Bank Asia PLC.

Opening Balance	392,017,912	421,559,654
Add: Received during the year	199,205,456	-
	591,223,367	**421,559,654**
Less: Paid during this year	(49,951,917)	(29,541,742)
Closing Balance	**541,271,451**	**392,017,912**
Less: Current Maturity within one year	(145,801,969)	(48,844,739)
	395,469,481	**343,173,173**

IDLC Finance PLC.

Opening Balance	491,212,019	513,460,518
Add: Received during the year	64,223,535	-
	555,435,555	**513,460,518**
Less: Paid during this year	(61,856,225)	(22,248,499)
Closing Balance	**493,579,330**	**491,212,019**
Less: Current Maturity within one year	(102,611,674)	(3,706,576)
	390,967,656	**487,505,443**

Note	Particulars	Sub-Note	Amount in Taka	
			30.06.2025	30.06.2024
	Dhaka Bank PLC.			
	Opening Balance		-	-
	Add: Received during the year		457,144,493	-
			457,144,493	**-**
	Less: Paid during this year		-	-
	Closing Balance		**457,144,493**	**-**
	Less: Current Maturity within one year		(81,366,161)	-
			375,778,332	-
	Mutual Trust Bank PLC.			-
	Opening Balance		-	-
	Add: Received during the year		330,694,145	-
			330,694,145	-
	Less: Paid during this year		-	-
	Closing Balance		**330,694,145**	-
	Less: Current Maturity within one year		(79,769,193)	-
			250,924,952	-
	Loan from WPPF			-
	Opening balance		14,050,000	**11,500,000**
	Add: Received during the year		2,300,000	2,550,000
			16,350,000	**14,050,000**
	Less: Paid during this year		-	-
	Closing Balance		**16,350,000**	**14,050,000**
	Current Maturity within one year		-	-
			16,350,000	**14,050,000**
19.1	**Long-Term Loan (Non-current Maturity)**			
	Prime Bank PLC.		-	-
	Bank Asia PLC.		395,469,481	343,173,173
	IDLC Finance PLC.		390,967,656	487,505,443
	Dhaka Bank PLC.		375,778,332	-
	Mutual Trust Bank PLC.		250,924,952	-
	Loan from WPPF		16,350,000	14,050,000
	Closing Balance		**1,429,490,421**	**844,728,616**
19.2	**Long-Term Loan (Current Maturity)**			
	Prime Bank PLC.		-	14,446,098
	Bank Asia PLC.		145,801,969	48,844,739
	IDLC Finance PLC.		102,611,674	3,706,576
	Dhaka Bank PLC.		81,366,161	-
	Mutual Trust Bank PLC.		79,769,193	-
	Loan from WPPF		-	-
	Closing Balance		**409,548,997**	**66,997,413**
	Total Long-Term Loan		**1,839,039,419**	**911,726,029**

Name of Institute	Branch	Sanction No.	Issue Date
Standard Chartered Bank	Motijheel	BA8/10836628/SCB/UC	29-Feb-2022
Prime Bank Ltd.	Gulshan-1	Prime/CAD/CNIB/2024/132	19 May 2024
IDLC Finance Limited	Gulshan-1	IDLC/CAD/LRCORP/GLN/2022/2127, 2128, 2129, 2130, 2131	19 Dec 2022
Bank Asia Limited	Mohakhali	BA/CO/CRM/Board/MIO/2025/028202500068	30 Jun 2025
Dhaka Bank PLC.	Gulshan Cor.	DBPLC/GCB/CR/2025/691(A)	30 Jun 2025
Mutual Trust Bank PLC.	Banani	MTB/CAD/0034005094/NPIL/2025/2071	02 Jun 2025

Security against Facilities

a) Registered Mortgage over Factory Land and Building on pari-passu basis between Standard Chartered Bank, BRAC Bank, One Bank Ltd, Commercial Bank of Ceylon Ltd., Prime Bank Limited, Mutual Trust Bank PLC. and The City Bank PLC. of which area of Land is 146.90 decimals located at Kathaldia, Tongi, Gazipur.

b) Demand Promissory Note & Letter of Continuation.

c) Un-dated Cheque(s) supported by Irrevocable Letter of Authority & Memorandum of Deposit.

d) Personal Guarantee of the Sponsor Directors.

e) Syndicate Loan (Bank Asia & IDLC) 1263.00 decimals land at located Hobirbari, Vhaliuka, Mymensingh and 78.45 decimals land located at Poddobila, korpara, Gopalgong

20.0 Deferred Tax Liability

Deferred tax liability has been calculated on the revaluation surplus of land. On 4th May 2015, the company has revaluated its own land located at Squib Road, Tongi Industrial Area, Gazipur by independent valuer Mahfel Huq & Co. The area of the land is 311.10 Decimals. Book value of the land was Taka 67,411,905. After valuation, this is increased to 597,312,000. Revalued amount is Taka 529,900,095.

The company does not require to compute deferred tax on PPE, because it charges depreciation as per method, conditions and rate/s as specified in the 3rd Schedule of the Income Tax Ordinance, 1984. Depreciation has been charged on all items of Fixed Assets except for Land and Land Development on Reducing Balance Method. During the period, there were no temporary difference/s between Tax Base and Carrying Amount of an Asset or Liability.

	Amount in Taka	
	30.06.2025	30.06.2024
Revaluation Surplus on Land & Land Development		
Deferred Tax Liability @ 15%.	529,900,095	529,900,095
Closing Balance	**79,485,014**	**79,485,014**

21.0 Zero Coupon Bonds

Fund from Zero Coupon Bonds	498,000,000	498,000,000
Closing Balance	**498,000,000**	**498,000,000**

22.0 Inter-Company Loan (Non-Current Maturity)

National Fittings & Accessories Limited		
Opening Balance	823,333,326	1,076,666,662
Add: Received during the year	-	-
	823,333,326	**1,076,666,662**
Less: Paid during this year	(136,666,668)	(253,333,336)
Closing Balance	**686,666,658**	**823,333,326**
Current Maturity within one year	(370,000,004)	(253,333,336)
	316,666,654	**569,999,990**

Company take Inter-Company Loan from National Fittings & Accessories Ltd. for settling down higher rate Bank loan and NBFI loan as per approval as a syndicate loan from Standard Chartered Bank Ltd.

23.0 Short-Term Loan

Loan against Trust Receipt (LTR)	112,300,354	1,348,759,912
Short Term Finance (STF)	1,664,569,581	1,585,349,627
Total Short-Term Loan	**1,776,869,935**	**2,934,109,539**

Name of Institute	Branch	Sanction No.	Issue Date
Standard Chartered Bank Limited	Motijheel	BA8/10836628/SCB/UC	29-Feb-2022
Prime Bank Limited	Gulshan-1	Prime/CAD/CNIB/2024/132	19 May 2024
IDLC Finance Limited	Gulshan	IDLC/CAD/LRCORP/GLN/2020/1612	01-Dec-2020
One Bank Limited	Banani	OBL/BB/CR/SA/256/2023	06 June 2023
Community Bank Bangladesh Ltd.	Gulshan	CBBL/HO/CAD/2024/1916	01 Dec 2024
BRAC Bank Limited	Shatmosjeed Road	CAD-Dhaka/NH/01161151/2025/179	23 Apr 2025
Bank Asia	Mohakhali	BA/CO/CRM/Board/MIO/2025/028202500068	30 Jun 2025

Security against Facilities

a) Registered Mortgage over Factory Land and Building on pari-passu basis between Standard Chartered Bank, BRAC Bank, One Bank Ltd, Commercial Bank of Ceylon Ltd., Prime Bank Limited, Mutual Trust Bank PLC. and The City Bank PLC. of which area of Land is 146.90 decimals located at Kathaldia, Tongi, Gazipur.

b) Demand Promissory Note & Letter of Continuation.

c) Un-dated Cheque(s) supported by Irrevocable Letter of Authority & Memorandum of Deposit.

d) Personal Guarantee of the Sponsor Directors.

24.0 Bank Overdraft

Name of Bank	Branch	Account No.		
Standard Chartered Bank	Motijheel	01124925801	37,116,544	40,312,981
Bank Asia	Mohakhali	02833001520	-	31,840,880
BRAC Bank Limited	Satmasjid Road	201161151001	20,513,656	16,598,920
Community Bank Bangladesh Ltd.	Gulshan Branch	0070315928701	32,183,100	30,971,782
Dhaka Bank	Gulshan Corp.	1201750000104	33,480,844	31,665,863
One Bank Limited	Banani	0181020003524	321,545,502	279,162,502
Prime Bank Limited	Gulshan Branch	2118759023032	113,660,905	102,691,013
Closing Balance			**558,500,550**	**533,243,940**

Note	Particulars	Sub-Note	Amount in Taka	
			30.06.2025	30.06.2024
25.0	**Accounts Payable**			
	Payable against Carriage Outwards		7,799,268	5,328,087
	Gratuity Payable		2,015,305	2,561,200
	Gas Bill Payable		85,069,356	65,976,366
	Mobile Bill Payable		-	778,366
	Directors Remuneration Payable		600,000	600,000
	Electricity Bill		6,609,089	12,631,739
	Local Supplier		25,299,949	21,836,383
	Non-refunded Rights Share Subscription Money-2021		-	38,520
	Employer's Contribution to Provident Fund		-	19,790,385
	Closing Balance		**127,392,967**	**129,541,047**
26.0	**Unclaimed Dividend Account**			
	Unclaimed Cash Dividend for the FY: 2020-2021		-	3,703,126
	Unclaimed Cash Dividend for the FY: 2021-2022		3,424,942	3,533,239
	Unclaimed Cash Dividend for the FY: 2022-2023		3,582,236	3,634,436
	Unclaimed Cash Dividend for the FY: 2023-2024		3,574,674	-
	Closing Balance		**10,581,852**	**10,870,802**

**Including interest and other deduction.*

Tk. 3,705,000.00 & Tk. 38,520 Unclaimed dividend transfer to Capital Marketing Stabilization Fund (CMSF) as per BSEC's Directive No. BSEC/ CMRRCD/2021-386/03 Dated 14 January 2021 and Accounts Pay Cheque No. 5551929 from Prime Bank Ltd. Date February 31, 2025, Accounts Pay Cheque No. 1284794 from Brac Bank Ltd. Date February 31, 2025.

27.0	**Loan from Directors**			
	(Riad Mahmud)			
	Opening Balance		-	-
	Add: Received during the year		2,839,135	-
			2,839,135	**-**
	Less: Paid during this year		-	-
	Closing Balance		**2,839,135**	**-**
28.0	**Inter-Company Loan (Current Maturity)**			
	National Fittings & Accessories Limited			
	Current Maturity for the next year		370,000,004	253,333,336
	Closing Balance		**370,000,004**	**253,333,336**
29.0	**Provision for Expenses**			
	Staff Salary Payable		13,288,890	19,818,237
	Audit Fees Payable		345,000	345,000
	Interest payable on Bond		120,132,348	75,219,633
	WPPF Interest		2,062,223	517,500
	VDS payable		1,004,467	994,522
	TDS Payable		995,771	985,912
	Closing Balance		**137,828,698**	**97,880,803**
30.0	**Workers Profit Participation Fund (WPPF)**			
	Opening Balance		10,478,486	9,572,625
	Add: Provision during the year		3,058,366	10,478,486
			13,536,852	**20,051,111**
	Less: WPPF Disbursed to Beneficiary		(10,478,486)	(9,572,625)
	Closing Balance		**3,058,366**	**10,478,486**

Tk. 1,047,849.00 has been paid through Pay Order No. 2135304 Dated: 18.03.2025 for the FY-2023-2024 to the Bangladesh Labour Welfare Foundation.

31.0	**Provision for Taxation**			
	Opening Balance		135,769,735	145,085,666
	Add: Provision for the year (Note: 41)		56,149,339	43,627,203
			191,919,074	**188,712,869**
	Less: Tax Adjustment against assessment (FY: 2020-2021)		-	(52,943,134)
	Closing Balance		**191,919,074**	**135,769,735**

Note	Particulars	Sub-Note	Amount in Taka	
			30.06.2025	30.06.2024
32.0	**Revenue**			
	Total Local Sales		6,422,650,142	8,290,981,573
	Less: VAT Paid during the year		(837,736,975)	(1,081,432,379)
	Net Local Sales		**5,584,913,167**	**7,209,549,194**
	Add: Export Sales		30,020,705	61,651,344
	Total		**5,614,933,872**	**7,271,200,538**

Supplementary duty is not applicable, VAT on export are zero rated, VAT on local sales are 15% for manufacturer (Section 3 & 7 of VAT Act, 2012)

		Quantity (MT)	Quantity (MT)
	Quantity (MT) - Sales		
	Opening Stock	6,582	6,557
	Add: Production during the year	48,833	62,966
	Goods available for Sale	55,415	69,523
	Less: Closing Stock of Finished Goods	(6,632)	(6,582)
	Sales during the year	**48,783**	**62,941**

33.0	**Cost of Goods Sold**		
	Opening Stock of Raw Materials	640,856,586	610,139,148
	Add: Purchase during the year	3,970,679,857	5,385,811,200
	Less: Closing Stock of Raw Materials	(615,542,751)	(640,856,586)
	Raw Materials used in Production	**3,995,993,692**	**5,355,093,762**
	Add: Manufacturing Overhead	805,714,984	796,693,973
	Consumption of Packing Materials	32,747,213	54,578,688
	Total Production Costs	**4,834,455,889**	**6,206,366,424**
	Add: Opening Work-in-Process	55,687,510	54,595,598
	Less: Closing Work-in-Process	(55,409,072)	(55,687,510)
	Costs of Goods Manufactured	**4,834,734,327**	**6,205,274,512**
	Add: Opening Stock of Finished Goods	633,651,199	631,260,483
	Goods available for Sales	**5,468,385,526**	**6,836,534,995**
	Less: Closing Stock of Finished Goods	(639,987,711)	(633,651,199)
	Cost of Goods Sold	**4,828,397,815**	**6,202,883,796**

33.1 Raw Material used in Production

	2024-2025		2023-2024	
	Quantity (MT)	Taka	Quantity (MT)	Taka
Opening Stock	8,320	640,856,586	7,896	610,139,148
Add: Purchase during the year	49,633	3,970,679,857	69,947	5,385,811,200
	57,953	4,611,536,443	77,843	5,995,950,348
Less: Closing Stock	(7,694)	(615,542,751)	(8,320)	(640,856,586)
	50,259	**3,995,993,692**	**69,523**	**5,355,093,762**

33.2 Closing Stock of Finished Goods (Quantity and Value):

	2024-2025		2023-2024	
	Quantity MT	Value (TK)	Quantity MT	Value (TK)
Finished Goods	**6,632**	**639,987,711**	**6,582**	**633,651,199**

Note	Particulars	Sub-Note	Amount in Taka	
			30.06.2025	30.06.2024
34.0	**Manufacturing Overhead**			
	Salary & Wages		137,375,075	131,350,426
	C&F Commission Expenses		151,139	2,032,840
	Conveyance		192,985	194,479
	Entertainment		684,072	7,457,417
	Fuel and Lubricant Vehicle (Factory)		606,629	1,038,559
	Carriage Inward		5,914,920	5,629,530
	House Rent (Engineers & Officers)		553,100	1,580,400
	Insurance Premium (Fire)		15,591,148	9,324,084
	Internet Bill		226,780	151,200
	Labour Charges (Unload)		7,043,204	20,004,365
	Factory Rent		7,669,769	10,894,416
	License and Renewal Fee		4,687,094	419,156
	Medical Expenses		151,839	22,502
	Municipal and Land Tax		2,780,538	2,438,544
	Office Maintenance Expense		594,208	1,094,616
	Papers & Periodicals		154,500	210,000
	Postage & Stamps		9,908	53,815
	Power & Fuel		371,780,874	422,167,166
	Printing Expenses		5,410	3,043,261
	Stationery		165,063	167,340
	TA/DA Expenses		93,063	51,170
	Telephone & Mobile Bill		658,642	981,147
	Travelling Expenses		413,546	197,579
	Vehicle Maintenance		48,744	69,527
	Warehouse Rent		-	-
	Depreciation	**Note: 4**	248,162,734	176,120,435
	Total		**805,714,984**	**796,693,973**
35.0	**Administrative Expenses**			
	Salary & Allowances		107,596,012	127,436,582
	Annual Listing Fees		839,312	971,812
	Audit Fees		345,000	345,000
	Managing Directors' Remuneration & Perquisites	**Note: 46**	7,200,000	6,240,000
	Bank Guarantee Commission		1,344,984	2,061,823
	CDBL Bill & Service Charge		-	-
	Conveyance		963,727	868,395
	Courier Expenses		108,735	172,515
	Credit Rating Service		96,750	96,750
	Depreciation	**Note: 4**	10,004,713	10,676,542
	Directors' Board Meeting Fees		428,000	396,000
	EGM & AGM Exp.		227,194	163,550
	Electric, WASA Bills, GAS Bills		2,074,654	2,110,128
	Employer's Contribution Recognized Provident Fund		-	16,411,133
	Entertainment & Staff Food		3,067,738	2,854,857
	Expenses for Bond Issue and others		345,000	-
	Professional Charges & Fees		1,856,425	2,602,500
	Fire Fighting Expenses		-	233,581
	Fuel Bills for Vehicle		4,808,230	4,958,882
	Group Insurance		233,200	30,282
	ID card and Uniform Expense		225,124	222,948
	Internet Bill		758,902	704,470
	License Renewal Fee, Rates & Taxes		949,391	2,168,970
	Office Maintenance		2,213,493	2,184,947
	Office Rent		17,067,150	18,409,200
	Printing Expenses		100,419	241,714
	Recruitment Exp.		378,078	491,362
	Stationery Expenses		140,367	99,694
	TA/DA Expenses		1,505,930	1,086,763
	Telephone & Mobile Bill		1,302,632	1,927,642
	Training & Development		310,421	257,000
	Vehicle Maintenance		3,701,819	2,141,555
	Total		**170,193,399**	**208,566,598**

Note	Particulars	Sub-Note	Amount in Taka	
			30.06.2025	30.06.2024
36.0	**Selling and Distribution Expenses**			
	Advertisement & Publicity		4,933,828	4,070,687
	Conveyance		243,650	187,877
	Entertainment		822,947	826,477
	Fuel Bills for Vehicle		964,719	1,068,875
	Godown Rent		2,318,400	2,789,440
	Incentive		32,029,252	37,782,965
	Courier Expenses		408,445	202,311
	C&F Charges-Export		212,919	446,300
	Printing Expenses		358,636	-
	Promotional Expenses		1,264,181	683,120
	Sales Conference/ Meeting		7,205,804	8,327,851
	Stationery Expenses		241,405	263,353
	R&D Sample Expenses		7,404	89,810
	Internet Bill		265,618	92,124
	Telephone & Mobile Bill		4,538,339	5,911,621
	Tender & Testing Expenses		805,295	1,329,832
	Transport / Carriage Outwards		56,200,719	56,025,034
	Oversees & Traveling Expenses		40,506,645	34,566,207
	Vehicle Maintenance		2,157,752	1,494,141
	Total		**155,485,958**	**156,158,025**
37.0	**Other Income**			
	Bangladesh Bank Cash Assistance on Export		8,146,000	2,971,700
	Interest on FDR Investment		8,179,607	2,701,156
	Loss on Subsidy Investments		-	(400,673)
	Accrued Interest Receivable on FDR		3,040,940	2,615,003
	Total		**19,366,547**	**7,887,186**
38.0	**Foreign Exchange Gain/(Loss)**			
	Foreign Exchange Gain		1,256,409	14,198,850
	Foreign Exchange Loss		(39,173,661)	(98,719,082)
	Total		**(37,917,253)**	**(84,520,232)**
39.0	**Financial Expenses**			
	Bank Charges		11,364,968	11,470,983
	Interest on Short-Term Loan:			
	Interest on OD		66,178,560	57,772,071
	Interest on LTR Loan		103,689,935	102,499,927
	Interest on STF Loan		60,190,760	143,552,296
			230,059,254	**303,824,295**
	Interest on Long-Term Loan & Bond:			
	Interest on Long-Term Loan		91,743,364	46,702,880
	Bond Interest		44,912,712	44,912,712
			136,656,076	**91,615,592**
	Total		**378,080,299**	**406,910,870**
40.0	**Workers Profit Participation Fund (WPPF)**			
	Profit before WPPF and Taxation		64,225,695	220,048,203
	Allocation for WPPF @ 5%		**3,058,366**	**10,478,486**
41.0	**Provision for Taxation**			
	Profit before Tax	**Note: 41.01**	12,233,466	41,913,943
	Turnover Tax	**Note: 41.02**	56,149,339	43,627,203
	Advance Tax	**Note: 41.03**	44,989,721	-
	Provision for Taxation		**56,149,339**	**43,627,203**

Minimum Income Tax has been consider as per Section 163 of Income Tax Act, 2023. Tax Rate is 20.00% on PBIT, Turnover Tax is @ of 1.00% and Advance Income Tax, which is higher.

41.01	**Profit before Tax**			
	Net Profit Before Tax		61,167,329	209,569,718
	Applicable Tax Rate		20.00%	20.00%
			12,233,466	**41,913,944**

Note	Particulars	Sub-Note	Amount in Taka	
			30.06.2025	30.06.2024
41.02	**Turnover Tax**			
	Revenue (Note: 32)		5,614,933,872	7,271,200,538
	Applicable Tax Rate		1.00%	0.60%
			56,149,339	**43,627,203**
41.03	**Advance Tax**			
	AIT Paid on Export Sales		280,348	-
	AIT Paid on Local Sales		43,473,373	-
	AIT on Vehicles		1,236,000	-
			44,989,721	**-**
42.0	**Net Operating Cash Flow**			
	Under Direct method:			
	Revenue		5,614,933,872	7,271,200,538
	Opening Trade Debtors		1,383,273,609	1,296,309,109
			6,998,207,481	8,567,509,647
	Closing Trade Debtors		(1,232,441,320)	(1,383,273,609)
			5,765,766,161	7,184,236,038
	Other Income		19,366,547	8,287,859
	Collection from Sales and Others		**5,785,132,709**	**7,192,523,897**
	Cost of Goods Sold		(4,828,397,815)	(6,202,883,796)
	Administrative & Selling Expenses		(325,679,358)	(364,724,623)
	Depreciation		258,167,448	186,796,977
	Interest on LTR & STF Loan		(241,424,223)	(315,295,278)
	AIT Paid at Port (Import/Export Stage & Vehicles)		(103,153,730)	(211,410,575)
	AIT Refund (FY 20-21)		-	122,410,305
	WPPF Disbursed to Beneficiary		(10,478,486)	(9,572,625)
	Foreign Exchange Gain/(Loss)		(37,917,253)	(84,520,232)
	Provision for Expenses		39,947,895	45,304,459
	Unclaimed Dividend Account		(288,950)	(1,487,110)
	Accrued Interest Receivable on FDR		(425,937)	(1,281,144)
	(Increase)/Decrease in Inventories		23,741,850	(31,532,622)
	Increase/(Decrease) in Other Current Liabilities		(2,148,080)	65,478,390
	(Increase)/Decrease in Other Current Assets		36,707,517	(179,137,849)
	Payment to Suppliers, Employees and Others		**(5,191,349,121)**	**(6,981,855,724)**
	Net Cash Flows from Operating Activities		**593,783,587**	**210,668,174**
43.0	**Earnings Per Share (EPS)**			
	Net Profit After Tax		5,017,990	165,942,514
	Number of Shares outstanding		72,983,668	72,983,668
			0.07	**2.27**
44.0	**Net Asset Value Per Share (NAV)**			
	Net Asset Value		2,163,707,330	2,235,322,191
	Weighted Average Number of Shares		72,983,668	72,983,668
			29.65	**30.63**
45.0	**Net Operating Cash Flow Per Share (NOCFPS)**			
	Net Operating Cash Flow		593,783,587	210,668,174
	Weighted Average Number of Shares		72,983,668	72,983,668
			8.14	**2.89**
46.0	**Director's Remuneration and Perquisites**			
	Mr. Riad Mahmud		7,200,000	6,240,000
			7,200,000	**6,240,000**

47.0 Capacity Utilization

Capacity of Production in M. Ton per year		Utilization (MT)	
		30.06.2025	30.06.2024
Current and last year's Installed Capacity is 75,500 M.Ton	Installed Capacity	75,500 M.Ton	75,500 M.Ton
	Current Year Production	48,833	62,966
	Rate	64.68%	83.40%

48.0 Contingent Liability

(I) There was no contingent liability as on 30 June, 2025.
(II) There was no claim against the company, not acknowledged as debt as on 30 June, 2025.
(III) There was no credit facility available to the company under any contract.
(IV) There was no bank guarantee issued by the company on behalf of their directors or the company itself except bank loan.
The following amounts has been demanded by VAT Authority as per their departmental audit objection against which cases have been filed in Tribunal and Court. It is probable that the judgment will be in favor of the company.

Period	Amount	Status
July' 1998 to April' 2000	5,148,712	Writ petition no. 7442 of 2003 in the Honorable Supreme Court of Bangladesh, High Court
January' 2006 to June' 2008	11,646,222	Writ petition no. 1755 of 2009 in the Honorable Supreme Court of Bangladesh, High Court
January' 2006 to June' 2008	4,545,225	Filed a case with Honorable Appellate Tribunal for proper judgment which is under
July' 2008 to December' 2008	7,534,439	Writ petition no. 3288 of 2009 in the Honorable Supreme Court of Bangladesh, High Court

All of these ceases are stayed till disposal of Rule.

49.0 Related Party Transactions

Parties are considered to be related if one party has the ability to control the other party or exercise significant influence over the other party in making financial and operational decision and include associated companies with or without common directors and key management personnel. The Company has entered into transactions with other entities in normal course of business that fall within the definition of related party as per IAS 24: Related Party Disclosures.

Related Party & Relationship	Nature of Transactions	Total Transaction 2023-2024	Outstanding Balance	
			2024-2025	2023-2024
Mr. Riad Mahmud, Managing Director (Note: 45)	Remuneration	7,200,000	600,000	600,000
Directors Board Meeting Fees		428,000	-	-
National Fittings & Accessories Limited, Npolymer Construction Limited Common Management (Note: 22 & 28)	**Inter-Company Loan Payable**	**Movement**		
	Opening Balance	823,333,326	-	-
	Received during the year	-	-	-
	Paid during the year	(136,666,668)	686,666,658	823,333,326
			687,266,658	**823,933,326**

50.0 Number of Employees Engaged

As per the Schedule XI of the Companies Act, 1994, the number of employees (including contractual employees) engaged for the whole year or part thereof who received a total remuneration of Taka 96,000/- per annum or Taka 8,000/-per month were Nil at the end of June 2025 as against Nil in 2024

The number of employees engaged for the whole year	1,374 Person
The number of Board of Directors	5 Person
	1,379 Person

National Polymer Industries PLC.

Schedule of Property, Plant and Equipment
For the year ended June 30, 2025

Annexure: A
Amount in Taka

Particulars	Cost				Rate (%)	Depreciation				Written Down Value as on June 30, 2025
	Opening Balance as on July 01, 2024	Additions during the year	Adjustment/Sales during the year	Closing Balance as on June 30, 2025		Opening Balance as on July 01, 2024	Charged during the year	Adjustment during the year	Closing Balance as on June 30, 2025	
Land & Land Development										
Cost	1,395,206,801	-	-	1,395,206,801	-	-	-	-	-	1,395,206,801
Revaluation	575,745,936	-	-	575,745,936	-	-	-	-	-	575,745,936
Factory Buildings	933,036,202	-	-	933,036,202	10.0%	160,208,393	77,282,781	-	237,491,174	695,545,028
Plant & Machinery	3,083,521,928	89,012,949	-	3,172,534,877	10.0%	1,754,729,358	138,938,375	-	1,893,667,733	1,278,867,144
Godown Shed & Steel Rack	35,174,845	-	-	35,174,845	10.0%	29,885,229	528,962	-	30,414,190	4,760,655
Factory Laboratory	179,420	-	-	179,420	20.0%	176,796	525	-	177,320	2,100
Factory Boundary Wall	4,045,053	-	-	4,045,053	10.0%	3,450,475	59,458	-	3,509,933	535,120
Generator	249,469,922	-	-	249,469,922	20.0%	103,049,596	29,284,065	-	132,333,661	117,136,260
Titas Gas Installation	2,288,132	40,452,371	-	42,740,503	10.0%	1,884,040	2,068,569	-	3,952,609	38,787,894
Furniture & Fixtures	9,693,913	464,300	-	10,158,213	10.0%	5,533,921	451,073	-	5,984,994	4,173,219
Vehicles	166,647,653	2,427,500	-	169,075,153	10.0%	108,649,522	5,818,435	-	114,467,957	54,607,196
Office Equipment	46,325,716	553,650	-	46,879,366	10.0%	27,885,638	1,890,758	-	29,776,395	17,102,970
Computer Equipment	15,311,000	1,523,400	-	16,834,400	25.0%	9,109,901	1,844,448	-	10,954,349	5,880,051
Balance as on June 30, 2025	**6,516,646,521**	**134,434,170**	**-**	**6,651,080,691**		**2,204,562,869**	**258,167,448**	**-**	**2,462,730,317**	**4,188,350,374**
Balance as on June 30, 2024	**4,979,263,431**	**1,537,383,089**	**-**	**6,516,646,521**		**2,017,765,892**	**186,796,977**	**-**	**2,204,562,869**	**4,312,083,652**

Allocation of Depreciation:

Manufacturing Overhead	248,162,734
Administrative Expenses	10,004,713
	258,167,448

BANGLADESH ASSOCIATION OF PUBLICLY LISTED COMPANIES

Renewed Certificate

This is to certify that

NATIONAL POLYMER INDUSTRIES PLC.

is an Ordinary Member of Bangladesh Association of Publicly Listed Companies and is entitled to all the rights and privileges appertaining thereto.

This certificate remains current until 31st December, 2025.

Ref. No: **CM-2025/138**

Date of issue : **March 9, 2025**

BAPLC

Secretary General

NATIONAL POLYMER INDUSTRIES PLC.

NPOLY HOUSE: GA-99/3 Pragati Shoroni, Middle Badda, Dhaka-1212.

FORM OF PROXY

I/We.....

of .....

being the Member of National Polymer Industries PLC. hereby appoint

Mr./Mrs..... of

..... as my/our proxy in my/our absence to attend and vote on my/our behalf at the 38th Annual General Meeting (AGM) of the Company to be held on Tuesday, 30 December 2025 at 11:00 AM virtually by using the Digital Platform and/or at any adjournment thereof.

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

_____
(Signature of the Shareholder)

BO/Folio No.															

_____
(Signature of the Proxy)

Revenue Stamp of Tk. 100.00

Notes:

1. A member entitled to attend and vote at the Annual General Meeting (AGM) may appoint a proxy to attend and vote on his/her behalf. The proxy form duly completed must be sent through the e-mail: **np3@npoly.net** or to the Shares Department of the Company at least 48 hours before the commencement of the AGM.
2. Signature of the shareholder(s) should be in accordance with the specimen signature recorded with the Company/CDBL system.

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