বার্ষিক প্রতিবেদন
২০২৪-২০২৫



জিল বাংলা সুগার মিলস্ লিমিটেড
ZEAL BANGLA SUGAR MILLS LIMITED
দেওয়ানগঞ্জ, জামালপুর।

হাত বাড়ালেই পাওয়া যাচ্ছে প্যাকেটজাত



আখের চিনি

১০০% হালাল ও প্রাকৃতিক

আখ থেকে দেশীয় চিনিকলে উৎপাদিত স্বাস্থ্যসম্মত চিনি

'আখের চিনি'র বৈশিষ্ট্য

- অন্য চিনি থেকে বহুগুণ মিষ্টতার ফলে ব্যয় সাশ্রয়ী
- পুষ্টিমানে ও স্বাদে অতুলনীয়
- শিশুখাদ্যের উপযোগী ও স্বাস্থ্যকর
- হাইড্রোজ, বোন চারকোল ও ক্ষতিকর
- কেমিক্যালমুক্ত দেশি চিনি
- সম্পূর্ণ স্বয়ংক্রিয় মেশিনে হাতের স্পর্শবিহীন উৎপাদিত ও প্যাকেটকৃত

পুষ্টিমান (প্রতি ১০০ গ্রাম)

ক্যালসিয়াম	-১৬০.৩২ মিঃগ্রাম
পটাসিয়াম	-১৪২.০৯ মিঃ গ্রাম
ফসফরাস	- ২.০৫ মিঃ গ্রাম
আয়রন	- ০.৪২ মিঃ গ্রাম
ম্যাগনেসিয়াম	- ০.১৫ মিঃ গ্রাম
সোডিয়াম	- ০.০৫ মিঃ গ্রাম
ভিটামিন	- বি2 ০.১৯ মিঃ গ্রাম
কোলেস্টেরল	- ০০
এনার্জি	- ৩৫৭ কিলোক্যালরি

পুষ্টিমানে সকল চিনির সেরা "আখের চিনি"
সবাই মিলে কিনি
পরিবারকে সুস্থ ও সবল রাখি।



প্রস্তুতকারক
বাংলাদেশ চিনি ও খাদ্য শিল্প করপোরেশন
৩ দিলকুশা, বা/এ, ঢাকা-১০০০। ই-মেইল: cbsfic@gmail.com

জিল বাংলা সুগার মিলস্ লি.

দেওয়ানগঞ্জ, জামালপুর

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জিল বাংলা সুগার মিলস্ লিমিটেড

পরিচালকমন্ডলী

চেয়ারম্যান	:	জনাব রশিদুল হাসান
পরিচালক	:	ড.আব্দুল আলীম খান
পরিচালক	:	মোহাম্মদ সাঈদুর -উর-রহমান
পরিচালক	:	
পরিচালক	:	জীবন্নাহার
পরিচালক (Independent)	:	ড. ফিরোজ ইকবাল ফারুকী এফসিএস
ব্যবস্থাপনা পরিচালক	:	মোঃ তরিকুল আলম

অন্যান্য তথ্য

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নিরীক্ষক	:	মেসার্স খান ওহাব শফিক রহমান এন্ড চার্টার্ড অ্যাকাউন্ট্যান্টস রুপালি বীমা ভবন, ৭ রাজউক এভিনিউ মতিঝিল,ঢাকা।
কমপ্লায়েন্স অডিটর	:	মেসার্স শামসুদ্দীন অ্যান্ড আসোসিয়েটস হাউজ # ০১-রোড #০৫ ব্লক# ই, বসিলা সিটি,মোহাম্মদ, ঢাকা-১২০৭।
রেজিস্টার্ড অফিস	:	জিল বাংলা সুগার মিলস্ লি. পোঃ-দেওয়ানগঞ্জ, জেলা- জামালপুর!
শেয়ার অফিস	:	চিনিশিল্প ভবন (৬ষ্ঠ তলা) ৩, দিলকুশা বাণিজ্যিক এলাকা, ঢাকা-১০০০।
কারখানা	:	দেওয়ানগঞ্জ, জেলা- জামালপুর।
ব্যাংকার্স	:	সোনালী ব্যাংক পিএলসি, শিল্প ভবন কর্পোরেট শাখা, মতিঝিল বাণিজ্যিক এলাকা, ঢাকা-১০০০। জনতা ব্যাংক পিএলসি, দিলকুশা কর্পোরেট শাখা, দিলকুশা বাণিজ্যিক এলাকা, ঢাকা-১০০০। সোনালী ব্যাংক পিএলসি, দেওয়ানগঞ্জ সুগার মিল শাখা, দেওয়ানগঞ্জ,জামালপুর।



রশিদুল হাসান
চেয়ারম্যান
বাংলাদেশ চিনি ও খাদ্য শিল্প করপোরেশন

বাণী

জিল বাংলা সুগার মিলস লি. এর ৩৭ তম বার্ষিক সাধারণ সভায় সবাইকে স্বাগত। শিল্প মন্ত্রণালয়ের অধীন বাংলাদেশ চিনি ও খাদ্য শিল্প করপোরেশন পরিচালিত জিল বাংলা সুগার মিলস্ লি. ১৯৫৮ সালে যাত্রা শুরু করে। ১৯৮৮ সালে কোম্পানিটি পুঁজিবাজারে তালিকাভুক্ত হয়।

চিনি উৎপাদনের প্রধান কাঁচামাল হচ্ছে আখ। বিভিন্ন প্রতিকূলতা সত্ত্বেও সরকারি সহায়তায় চিনি উৎপাদন অব্যাহত আছে। বর্তমান সরকারের বিভিন্ন পদক্ষেপ, যেমন: আধুনিক যন্ত্রপাতি ও প্রযুক্তির ব্যবহার, আধুনিক ট্র্যাক্টর, হার্ভেস্টার, অটোমেটেড সেচ ব্যবস্থা, চিনি উৎপাদনে নতুন উন্নত জাতের আখ উদ্ভাবন, পোকামাকড় নিয়ন্ত্রণ এবং ফসলের স্বাস্থ্য পর্যবেক্ষণের জন্য ড্রোনের ব্যবহার, কৃষকদের সহজ শর্তে ঋণ প্রদান ও বিভিন্ন প্রকার বীজ, সার, কিটনাশক, ঔষধ প্রদান কৃষকদের কৃষি কাজকে সহজ এবং দ্রুত করেছে। সরকার কৃষকদের আধুনিক কৃষি প্রযুক্তি সম্পর্কে সচেতন করতে নিয়মিত প্রশিক্ষণ কার্যক্রমও পরিচালনা করছে। এতে কৃষকরা নতুন প্রযুক্তি, ফসল ব্যবস্থাপনা, এবং কৃষি বিষয়ে আরও দক্ষ হচ্ছেন। এছাড়াও উন্নত জাতের বীজ ব্যবহারসহ প্রযুক্তি ব্যবহার, যেমন- কৃষি খামার যান্ত্রিক করার পদক্ষেপ নেয়া হচ্ছে। ফলশ্রুতিতে আখের উৎপাদন বৃদ্ধির সাথে সাথে চিনি উৎপাদন বৃদ্ধি পাবে এবং উৎপাদন খরচও ক্রমান্বয়ে কমে আসবে।

আখের চিনি স্বাস্থ্যসম্মত, গুণগত মানসম্পন্ন ও উৎকৃষ্ট। মানবদেহের জন্য উপকারি। বাজারে এ চিনির চাহিদাও অনেক বেশি। ভোক্তার চাহিদার পরিপ্রেক্ষিতে এ মিলের উৎপাদিত চিনি প্যাকেটজাত করে সারাদেশে সরবরাহ করা হচ্ছে। মিলটি চিনির পাশাপাশি উপজাত পণ্য হিসেবে চিটাগুড়, প্রেসমাড ও ছোবড়া উৎপাদন করে। চিটাগুড় গোখাদ্য হিসাবে স্থানীয়ভাবে এবং কেরু এ্যান্ড কোম্পানী (বাংলাদেশ) লিঃ এর কাঁচামাল এবং ছোবড়া জ্বালানি হিসাবে ও প্রেসমাড বায়োগ্যাস হিসাবে ব্যবহৃত হয়।

কোম্পানিটি প্রতিবছর বিপুল পরিমান শুল্ক, আয়কর এবং ভ্যাট সরকারি কোষাগারে প্রদান করে জাতীয় উন্নয়নে গুরুত্বপূর্ণ অবদান রাখাসহ কর্মসংস্থানের সুযোগ সৃষ্টি এবং আখচাষি তথা শ্রমিক-কর্মচারীগণের অর্থনৈতিক সমৃদ্ধির কাজ অব্যাহত রেখেছে। দেশের প্রত্যন্ত অঞ্চলে প্রতিষ্ঠিত হওয়ায় মিলটিকে কেন্দ্র করে অনেক নতুন-নতুন রাস্তা-ঘাট, ব্যবসা- প্রতিষ্ঠান ও অবকাঠমো নির্মিত হয়েছে। যোগাযোগ ব্যবস্থাসহ আর্থসামাজিক উন্নয়নে মিলটি গুরুত্বপূর্ণ ভূমিকা রাখছে।

আমি জিল বাংলা সুগার মিলস্ লি. এর উত্তরোত্তর সমৃদ্ধিতে কোম্পানির শেয়ারহোল্ডার, আখচাষি, শ্রমিক, কর্মকর্তা/কর্মচারী, ঢাকা স্টক এক্সচেঞ্জ পিএলসি ও বাংলাদেশ সিকিউরিটিজ অ্যান্ড এক্সচেঞ্জ কমিশনসহ সংশ্লিষ্ট সকলকে আন্তরিক ধন্যবাদ জ্ঞাপন করছি।

রশিদুল হাসান

জিল বাংলা সুগার মিলস্ লিমিটেড

শেয়ার অফিস, চিনিশিল্প ভবন, ৩ দিলকুশা বা/এ, ঢাকা-১০০০

রেজিস্টার্ড অফিস : জিল বাংলা সুগার মিলস্ লিমিটেড
পো ঃ দেওয়ানগঞ্জ চিনিকল, জেলা- জামালপুর।

শেয়ার অফিস : চিনিশিল্প ভবন (৬ষ্ঠ তলা)
৩ দিলকুশা বা/এ, ঢাকা-১০০০।

কারখানা : দেওয়ানগঞ্জ, জামালপুর।

৩৭ তম বার্ষিক সাধারণ সভার বিজ্ঞপ্তি

জিল বাংলা সুগার মিলস্ লিমিটেড এর সম্মানিত শেয়ারহোল্ডারগণের জ্ঞাতার্থে জানানো যাচ্ছে যে, কোম্পানি'র ৩৭তম বার্ষিক সাধারণ সভা নিম্নলিখিত বিষয়াদি সম্পাদনকল্পে ১৫ ডিসেম্বর ২০২৫/৩০ অগ্রহায়ণ ১৪৩২ তারিখ রোজ সোমবার সকাল ৯:৩০ ঘটিকায় হাইব্রিড প্লাটফর্মে চিনিশিল্প ভবন (৯ম তলা), ৩ দিলকুশা, ঢাকা অনুষ্ঠিত হবে।
সভার লিংক: https://zealbangla37agm.hybridagmbd.net

১। ৩০ জুন ২০২৫ তারিখে সমাপ্ত অর্থবছরের নিরীক্ষিত স্থিতিপত্র, লাভ-লোকসান হিসাব, নিরীক্ষকদের প্রতিবেদন এবং পরিচালকমন্ডলীর প্রতিবেদন গ্রহণ ও অনুমোদন।
২। পরিচালকমন্ডলীর সুপারিশকৃত ২০২৪-২৫ অর্থবছরের জন্য নো ডিভিডেন্ড ঘোষণা।
৩। অবসরগ্রহণকারী পরিচালকমন্ডলীর নির্বাচন/পুনঃনির্বাচন।
৪। ২০২৫-২০২৬ অর্থবছরের জন্য বহিঃ নিরীক্ষক নিয়োগ ও তাঁদের পারিশ্রমিক নির্ধারণ।
৫। ২০২৪-২০২৫ অর্থবছরের জন্য Compliance Auditor নিয়োগের কার্যোত্তর অনুমোদন।
৬। ২০২৫-২০২৬ অর্থবছরের জন্য Compliance Auditorনিয়োগ ও তাঁদের পারিশ্রমিক নির্ধারণ।

কোম্পানি বোর্ডের আদেশক্রমে

(মোহাম্মদ মেকিসেদ মিয়া)
কোম্পানি সচিব

তারিখ : ১৭ নভেম্বর ২০২৫

দ্রষ্টব্য:

- বাংলাদেশ সিকিউরিটিজ অ্যান্ড এক্সচেঞ্জ কমিশনের Directive, dated: the 10 March 2021 অনুসরণে কোম্পানির বার্ষিক সাধারণ সভা হাইব্রিড প্লাটফর্মে অনুষ্ঠিত হবে।
- কোম্পানি'র শেয়ার লেনদেন (ক্রয়-বিক্রয়) ১৩ -১১-২০২৫ তারিখ বন্ধ ।
- কোম্পানি'র বার্ষিক সাধারণ সভায় যোগদান এবং অংশগ্রহণের বিস্তারিত পদ্ধতি যথাসময়ে শেয়ারহোল্ডারদের ই-মেইল আইডিতে জানানো হবে। এটি কোম্পানি'র ওয়েব সাইট zbsm.bsfic.gov.bd >শেয়ার সংক্রান্ত তথ্যাদিতে পাওয়া যাবে।
- বার্ষিক সাধারণ সভায় শেয়ারহোল্ডারদের পক্ষে যোগদান ও ভোটদানের জন্য উপযুক্ত প্রতিনিধি (প্রক্সি) নিযুক্ত করতে পারবেন। প্রক্সি ফরম সঠিকভাবে পূরণ করে কোম্পানির শেয়ার অফিসের ই মেইল: zbsmagm33@gmail.com এ সভা আরম্ভ হওয়ার ৭২ ঘন্টা পূর্বে প্রেরণ করতে হবে।
- কোম্পানি'র বার্ষিক সাধারণ সভার আলোচ্যসূচির ওপর শেয়ারহোল্ডারগণ আগাম প্রশ্ন শেয়ার অফিসের ই-মেইল zbsmagm33@gmail.com এ প্রেরণ করতে পারবে।
- সভা আরম্ভ হওয়ার ১৫ মিনিট পূর্বে শেয়ারহোল্ডারদের Log in করার জন্য উৎসাহিত করছি।
- ভার্চুয়ালি বার্ষিক সাধারণ সভায় অংশগ্রহণের ক্ষেত্রে যে-কোনো কারিগরি/প্রযুক্তিগত অসুবিধার জন্য ০১৭৩২৮৯০৬৮১ অথবা ০১৮১৮-০৫৩১৪৫ নম্বরে যোগাযোগ করতে পারবেন।
- সম্মানিত শেয়ারহোল্ডারগণের মধ্যে যারা সরাসরি অংশগ্রহণ করবেন তাঁদের চিনিশিল্প ভবন (৯ম তলা) , ৩ দিলকুশা, ঢাকা উপস্থিত থাকার জন্য অনুরোধ করা হলো।
- সম্মানিত শেয়ারহোল্ডারগণের মধ্যে যারা ভার্চুয়ারি অংশগ্রহণ করবেন তাদের উল্লিখিত লিংক এ Log in করার জন্য উৎসাহিত করছি।
- ২০২৪-২০২৫ অর্থবছরের বার্ষিক প্রতিবেদন শেয়ারহোল্ডাগনের ই-মেইল ঠিকানায় পাঠানো হবে এবং কোম্পানি'র ওয়েবসাইট zbsm.bsfic.gov.bd>শেয়ার সংক্রান্ত ফোল্ডারে পাওয়া যাবে।

বি: দ্র: " সম্মানিত শেয়ারহোল্ডারদের সদয় অবগতির জন্য জানানো যাচ্ছে যে, বাংলাদেশ সিকিউরিটিজ অ্যান্ড এক্সচেঞ্জ কমিশনের বিধি মোতাবেক বার্ষিক সাধারণ সভায় কোনো প্রকার উপহার/খাবার/যাতায়াত ভাতা প্রদানের ব্যবস্থা থাকবে না। "

জিল বাংলা সুগার মিলস্ লিমিটেড

পরিচালকমন্ডলীর প্রতিবেদন (২০২৪-২০২৫ অর্থবছর)

বিসমিল্লাহির রাহমানির রাহিম

শিল্প মন্ত্রণালয়ের অধীন বাংলাদেশ চিনি ও খাদ্য শিল্প করপোরেশন (বিএসএফআইসি) পরিচালিত জিল বাংলা সুগার মিলস্ লিমিটেডের ৩৭ তম বার্ষিক সাধারণ সভায় সম্মানিত শেয়ারহোল্ডারবৃন্দ, পরিচালকমন্ডলী, কর্মকর্তা,কর্মচারী, শ্রমিক এবং উপস্থিত সুধীবৃন্দ আসসালামু আলাইকুম।

সম্মানিত শেয়ারহোল্ডারবৃন্দ:

বাংলাদেশ সিকিউরিটিজ অ্যান্ড এক্সচেঞ্জ কমিশনের জারিকৃত নির্দেশনার আলোকে ৩৭ তম বার্ষিক সাধারণ সভা হাইব্রিড সিস্টেম (Hybrid System) এ অনুষ্ঠিত হচ্ছে। এক্ষেত্রে আপনাদের সহযোগিতা ও উপস্থিতি আশা করছি। আপনাদের আন্তরিক ও উষ্ণ উপস্থিতি আমাদেরকে উৎসাহিত ও সম্মানিত করেছে। প্রতিষ্ঠানের পক্ষ থেকে সরাসরি এবং ডিজিটাল প্লাটফর্মে উপস্থিত সকলকে জানাই আন্তরিক অভিনন্দন।

শিল্প মন্ত্রণালয়ের অধীন বাংলাদেশ চিনি ও খাদ্য শিল্প করপোরেশন পরিচালিত জিল বাংলা সুগার মিলস্ লি. ১৯৫৮ সালে যাত্রা শুরু করে। ১৯৮৮ সালে কোম্পানিটি পুঁজিবাজারে তালিকাভুক্ত হয়।

১। সুধীবৃন্দ:

আমি এখন ৩০-০৬-২০২৫ খ্রি. তারিখ সমাপ্ত অর্থবছরে কোম্পানি'র সামগ্রিক কর্মকান্ড, আর্থিক অবস্থা এবং নিরীক্ষিত হিসাব বিবরণী সংক্ষিপ্তভাবে আপনাদের অবগতির জন্য উপস্থাপন করছি।

২। উৎপাদন:

বিবরণ	২০২৪-২৫ অর্থবছর		২০২৩-২৪ অর্থবছর	
	লক্ষ্যমাত্রা	অর্জন	লক্ষ্যমাত্রা	অর্জন
আখ মাড়াই (মে.টন)	৬৫০০০.০০	৭২০৬৯.০২	৬০০০০.০০	৪৪৯৮৮.০০
চিনি উৎপাদন (মে.টন)	৪৫৫০.০০	৪৫৯৯.০০	৪২০০.০০	২৭১৭.৫০
রিকভারি হার (%)	৭.০০	৬.৩৮	৭.০০	৬.০৪

APA অনুযায়ী ৬৫০০০ মে.টন আখ প্রাপ্তির লক্ষ্যমাত্রা নির্ধারণ হওয়ায় মিল কর্তৃপক্ষের প্রস্তাবনা ও সদর দপ্তরের নির্দেশনায় গত ০৬/১২/২০২৪ খ্রি. মাড়াই কার্যক্রম শুরু হয়। ২০২৩-২৪ রোপণ মৌসুমে আখ রোপণ এবং মুড়ি আখ ক্ষেত পরিচর্যার পর পর্যাপ্ত খরা হয়। এতে আখের ফলন বৃদ্ধি ব্যহত হয়। পরবর্তীতে আগস্টে এবং অক্টোবরে অধিক বৃষ্টিপাতের কারণে আখে ভেজিটেটিভ গ্রোথ হওয়ায় আখ ওজনে বৃদ্ধি পায় এবং সুক্রোজ ফরমেশন কম হয়। APA অনুযায়ী চিনি আহরণ হার জুলাই'২৪ এ নির্ধারণ করা হলেও অধিক রিকোভারি সম্পন্ন আখ আবাদ, সেচ, পরিচর্যা, সার, কীটনাশক ইত্যাদি সঠিক সময়ে প্রয়োগ করা হলেও রোপণ পরবর্তী সময়ে অনাবৃষ্টি এবং পরবর্তীতে জলাবদ্ধতা, শৈত্যপ্রবাহসহ বিভিন্ন প্রতিকূলতার কারণে জমিতে দন্ডায়মান আখে সুক্রোজ ফরমেশন কম হওয়ায় লক্ষ্যমাত্রা অনুযায়ী রিকোভারি অর্জিত হয়নি। অর্থাৎ ২০২৪-২৫ মৌসুমে চিনি আহরণ হার ৭.০০% এর স্থলে ৬.৩৮% হয়েছে। অত্র মিলের শ্রমিক, কর্মচারী ও কর্মকর্তাগণের নিরলস উৎপাদনমুখী প্রচেষ্টা ও মনিটরিং এর ফলে গড় রিকোভারি ৬.৩৮% হয়েছে এবং চিনি উৎপাদন লক্ষ্যমাত্রা অনুযায়ী অর্জিত হয়েছে।

৩।বিক্রয়:

বিবরণ	২০২৪-২০২৫ অর্থবছর (কোটি টাকায়)	২০২৩-২০২৪ অর্থবছর (কোটি টাকায়)
চিনি	২৪.৪৪	২১.০৯
মোলাসেস	৪.৫২	৩.২২
মোট	২৮.৯৬	২৪.৩১

২০২৪-২০২৫ অর্থবছরে চিনি ও মোলাসেস বিক্রয় করে রাজস্ব আয় হয়েছে ২৮.৯৬ কোটি টাকা। যা পূর্ববর্তী বছরের তুলনায় ৪.৬৫ কোটি টাকা অর্থাৎ ১৯.১৩ % বেশি হয়েছে।

৪। বিক্রিত পণ্যের ব্যয়:

বিবরণ	২০২৪-২০২৫ অর্থবছর (কোটি টাকায়)	২০২৩-২০২৪ অর্থবছর (কোটি টাকায়)
বিক্রিত পণ্যের ব্যয়	৩৬.৭৩	৩৫.৫৪

২০২৪-২০২৫ অর্থবছরে বিক্রিত পণ্যের ব্যয় ৩৬.৭৩ কোটি টাকা। যা পূর্ববর্তী বছরের তুলনায় ১.১৯ কোটি টাকা অর্থাৎ ৩.৩৫% বেশি। পূর্ববর্তী বছরের তুলনায় আখের মুল্য বৃদ্ধি ও চিনি উৎপাদন বৃদ্ধি পাওয়ায় বিক্রিত পন্যের ব্যয় কিছুটা বৃদ্ধি পেয়েছে।

৫। মোট মুনাফা /লোকসান ও নিট মুনাফা/লোকসানের হার:

বিবরণ	২০২৪-২০২৫ অর্থবছর (কোটি টাকায়)	২০২৩-২০২৪ অর্থবছর (কোটি টাকায়)
মোট লোকসান	৪৬.৭৩	৪৪.২৩
নিট লোকসান	৪৭.৩১	৪৪.৬৩

২০২৪-২৫ অর্থবছরে নিট লোকসান ৪৭.৩১ কোটি টাকা। যা পূর্ববর্তী বছরের তুলনায় ২.৬৮ কোটি টাকা অর্থাৎ ৬ % বৃদ্ধি পেয়েছে। ব্যাংকের ঋণের সুদের পরিমাণ, আখের মুল্য বৃদ্ধি এবং মেরামত ও রক্ষণাবেক্ষণসহ উৎপাদন সংশ্লিষ্ট অন্যান্য ব্যয় পাওয়ায় নিট লোকসান বিগত বছরের তুলনায় বৃদ্ধি পেয়েছে।

৬। অতিরিক্ত তথ্য:

ক) সকল বিবরণীতে কোম্পানি সংক্রান্ত বিষয়াবলি, পরিচালনা নীতিমালা, অর্থ প্রবাহ এবং তারল্যের পরিবর্তন সঠিকভাবে উপস্থাপিত হয়েছে;

খ) কোম্পানির হিসাববহিসমূহ যথাযথভাবে সংরক্ষিত হয়েছে;

গ) অভ্যন্তরীণ নিয়ন্ত্রণ ব্যবস্থা যথাযথ ছিল এবং কার্যকর প্রয়োগ ও তত্তাবধান নিশ্চিত করা হয়েছে;

ঘ) কোম্পানির শেয়ারহোল্ডিং পজিশন Annexure -II এ বর্ণিত আছে;

ঙ) পরিচালকমন্ডলীর বোর্ডসভায় উপস্থিতির বিবরণ Annexure –III এ উপস্থাপন করা হয়েছে;
চ) ৫ (পাঁচ) বছরের পরিচালনা ও আর্থিক ফলাফলসমূহের তথ্য Annexure -IV এ উপস্থাপন করা হয়েছে;
ছ) বাংলাদেশ সিকিউরিটিজ অ্যান্ড এক্সচেঞ্জ কমিশনের প্রোফর্মানুযায়ী কর্পোরেট গভার্নেন্স কমপ্লায়েন্স Annexure -C এ বর্ণিত হয়েছে;
জ) সিইও/সিএফ ও এর ঘোষণা সার্টিফিকেট Annexure –A এ উপস্থাপন করা হয়েছে:
ঝ) Related Party Transaction সম্পর্কিত তথ্য আর্থিক বিবরণীর -পাতা - ৩১ এ বর্ণিত আছে।

৭। ত্রৈমাসিক হিসাব এর সঙ্গে বার্ষিক হিসাব এর বিচ্যুতি প্রতিবেদন :

কোম্পানি বার্ষিক প্রতিবেদনের মাধ্যমে আর্থিক বছর শেষে চুড়ান্ত বার্ষিক হিসাব, বছরের শুরু থেকে প্রথম ত্রৈমাসিক হিসাব, অর্ধবার্ষিক হিসাব, তৃতীয় ত্রৈমাসিক হিসাব প্রস্তুত অন্তে পরিচালকমন্ডলীর সমন্বয়ে গঠিত অডিট কমিটির মাধ্যমে সঠিকতা যাচাইপূর্বক নিয়মানুযায়ী বাংলাদেশ সিকিউরিটিজ ও এক্সচেঞ্জ কমিশন, ঢাকা স্টক এক্সচেঞ্জ পিএলসি ও শেয়ারহোল্ডারদের নিকট প্রেরণ করা হয়েছে। প্রথম ত্রৈমাসিক হিসাব, অর্ধবার্ষিক হিসাব, তৃতীয় ত্রৈমাসিক হিসাব এর সাথে চুড়ান্ত বার্ষিক হিসাবে আয়-ব্যয় কিছুটা পার্থক্য পরিলক্ষিত হয়েছে। মূলত: প্রতিবেদনাধীন সময়ের প্রথম ৯ (নয়) মাসে কোম্পানির উৎপাদিত চিনি বিক্রয়ের ক্ষেত্রে সামঞ্জস্য থাকলেও চিনি বিক্রয়ের ক্ষেত্রে প্রথম ৯ (নয়) মাসের তুলনায় শেষ ৩ মাসের বিক্রয় কম হয়েছে। ফলে টার্ণওভার অংকে তারতম্য লক্ষ্য করা গেছে।

৮। চুড়ান্ত হিসাবের ওপর নিরীক্ষকদের মন্তব্য:

হিসাবের ওপর বহিঃনিরীক্ষকের Qualified Opinion & Emphasis of Matter :

১। কোম্পানির পুঞ্জীভুত লসের পরিমাণ ৭০৪,০৬,৯৮,২৭৮/- টাকা লস বৃদ্ধির কারণে কোম্পানিটি চলমান ধারা ক্ষুন্ন হচ্ছে। হিসাব প্রদর্শিত (নোট ১৭,১৮ এবং ২৪) এর দীর্ঘ মেয়াদী দায়-দেনা সম্পর্কিত যথাযথ প্রমাণক পাওয়া যায়নি। দীর্ঘ মেয়াদি দায় পরিশোধ না করা প্রতিনিয়ত অপারেটিং লস এর দরুন কোম্পানিটির চলমান ধারা ব্যাহত হচ্ছে।

২। IAS -16 অনুয়ায়ী কোম্পানিতে যথাযথ Fixed Assets Register করা হয়নি। ফলশ্রুতিতে যথাযথভাবে বাস্তব যাচাই সম্ভব হয়নি । হিসাবে নোট নম্বর ৭ এ আখ চাষী ঋণ বাবদ ২,৪৪,১২,৯২৯ দীর্ঘ দিন যাবত প্রদর্শিত হচ্ছে । এ বিষয়ে তার কোন পূর্ণাঙ্গ Loan Schedule পাওয়া যায়নি।

৩। হিসাব বিবরণীর ১০ নম্বর নোটে প্রদর্শিত ১,৮২,১৮,৬৭৬/- টাকা যার মধ্যে কুষ্টিয়া সুগার মিলস্ লি. এবং রেণউইক যজ্ঞেশ্বর অ্যান্ড কোম্পানি বিডি লি.এর মধ্যে ৬১,২০,৪১০/- টাকা রিকনসিলেশন সম্পন্ন হয়নি।

৪। Third Party এর কাছ থেকে Balance Confirmation পাওয়া যায়নি।

৯। হিসাব সংক্রান্ত নীতিমালা অনুসরণ :

আর্থিক বিবরণী প্রস্তুতকালে হিসাব সংক্রান্ত নীতিমালা যথাযথভাবে অনুসরণ করা হয়েছে। আর্থিকবিবরণী প্রস্তুত কালে বাংলাদেশে প্রযোজ্য হিসাবমানসমুহ অনুসরণ করা হয়েছে। অভ্যন্তরীণ নিয়ন্ত্রণ ব্যবস্থা যথাযথ ছিল এবং কার্যকর প্রয়োগ ও তত্ত্বধান নিশ্চিত করা হয়েছে।

১০। IAS , IFRS সহ অন্যান্য আরোপযোগ্য আইন ও নীতির বাস্তবায়ন :

কোম্পানি আইন ১৯৯৪ এবং বাংলাদেশ সিকিউরিটিজ অ্যান্ড এক্সচেঞ্জ কমিশন রুলস ১৯৮৭ অনুসরণপূর্বক কোম্পানি তার যাবতীয় আর্থিক লেনদেনের হিসাব সংরক্ষণ করা সহ সঠিক আর্থিক অবস্থান প্রকাশ করে। সকল আর্থিক হিসাব International Accounting Standards (IAS), International Financial Reporting Standards (IFRS) সহ অন্যান্য আরোপযোগ্য নীতিসমূহের পূর্ণ অনুসরণপূর্বক হিসাব ও প্রতিবেদন প্রস্তুত করার প্রক্রিয়া নিশ্চিত করা হয়েছে।

১১। লভ্যাংশ :

২০২৪-২০২৫ অর্থবছরে কোম্পানির নিট ৪৭,৩১,৯০,৯১৩ (সাত চল্লিশ কোটি একত্রিশ লক্ষ নব্বই হাজার নয়শতশত তের) টাকা লোকসান হওয়ায় পরিচালকমন্ডলী লভ্যাংশ প্রদানের সুপারিশ করতে পারছে না বলে দুঃখ প্রকাশ করেছে।

১২। পরিচালকদের সম্মানী:

বিবরণ	২০২৪-২০২৫ অর্থবছর (টাকা)	২০২৩-২০২৪ অর্থবছর (টাকা)
পরিচালকবৃন্দের সম্মানী	২,৩০,০০০.০০	২,১০,০০০.০০

২০২৪-২০২৫ অর্থ বছরে পরিচালকবৃন্দকে পরিচালক পর্ষদের ৪টি, অডিট কমিটির ৪টি ও এনআরসি কমিটির ১টি সভায় সম্মানী বাবদ ভ্যাট ও আয়করসহ সর্বমোট ২,৩০,০০০.০০ টাকা প্রদান করা হয়েছে। বিগত ২০২৩-২০২৪ অর্থবছরে পরিচালকবৃন্দের সম্মানী বাবদ ভ্যাট ও আয়করসহ সর্বমোট ২,১০,০০০.০০ টাকা প্রদান করা হয়েছে।

১৩। চলমান ধারা সংক্রান্ত :

যদিও সুদসহ ব্যাংকের দায়-দেনা বৃদ্ধি পেয়েছে এবং কোম্পানির পুঞ্জীভূত লোকসানের অংকও বৃদ্ধি পেয়েছে। এতে কোম্পানির চলমান ধারা বজায় রাখা ঝুঁকিপূর্ণ হিসেবে প্রতীয়মান হলেও স্থায়ী সম্পদ বিদ্যমান থাকায় এবং সরকারি নীতিমালা ও অনুকূলের কারণে প্রতিষ্ঠানটির চলমান ধারা বজায় রাখা ঝুঁকিপূর্ণ নয় ।

১৪। অডিট কমিটি :

বাংলাদেশ সিকিউরিটিজ অ্যান্ড এক্সচেঞ্জ কমিশনের নোটিফিকেশন নং BSEC/CMRRCD/2006-158/207/ Admin/80 dated 03 June 2018 এর নির্দেশনানুযায়ী পরিচালনাপর্ষদ কর্তৃক গঠিত Independent Director সহ ৩ (তিন) সদস্য বিশিষ্ট অডিট কমিটি রয়েছে। অডিট কমিটির চেয়ারম্যান জনাব মোঃ মনিরুল ইসলাম এফসিএমএ । অডিট কমিটি অভ্যন্তরীণ নিরীক্ষা পদ্ধতি, আর্থিক প্রতিবেদন এবং বহিঃনিরীক্ষকদের প্রতিবেদন আলোচনা ও পর্যালোচনাপূর্বক তাঁদের মন্তব্য প্রতিবেদন Annexure -V এ দেয়া হয়েছে ।

১৫। অডিট কমিটির সভা ও যোগদান :

৩০ জুন, ২০২৫ সালের সমাপ্ত বছরে অডিট কমিটির ৪ (চার) টি সভা অনুষ্ঠিত হয়েছে। সভার হাজিরার পরিসংখ্যান বার্ষিক প্রতিবেদনের Annexure –III এ উপস্থাপন করা হয়েছে।

১৬। স্বতন্ত্র পরিচালক : বাংলাদেশ সিকিউরিটিজ ও এক্সচেঞ্জ কমিশনের নোটিফিকেশন নম্বর BSEC/CMRRCD/2006-158/ 207/ Admin/80 dated 03 June 2018 ড. ফিরোজ ইকবাল ফারুকী এফসিএস ও জনাব মনিরুল ইসলাম এফসিএমএ স্বতন্ত্র পরিচালক হিসেবে যথাযথ দায়িত্ব পালন করছেন।

১৭। নমিনেশন অ্যান্ড রিমুনারেশন কমিটি (এনআরসি) গঠন :

বাংলাদেশ সিকিউরিটিজ অ্যান্ড এক্সচেঞ্জ কমিশনের নোটিফিকেশন ৩. জুন ২০১৮ Corporate Governance কোড ৬ অনুযায়ী নমিনেশন অ্যান্ড রিমুনারেশন সাব কমিটি (এনআরসি) গঠন করা হয়েছে। ২০২৪-২৫ অর্থবছরে এনআরসি'র একটি সভা অনুষ্ঠিত হয়েছে। কমিটি প্রতিবেদন Annexure –IX এ উপস্থাপন করা হয়েছে।

১৮। ঝুঁকি ব্যবস্থাপনা :

কোম্পানিটি সরকারি মালিকানাধীন। সরকার জনস্বার্থ রক্ষার্থে অত্যাবশ্যকীয় খাদ্যপণ্য বিবেচনায় এর উৎপাদিত চিনির বিক্রয়মূল্য নির্ধারণ করে থাকে। প্রতিষ্ঠানটির আয়-ব্যয় শিল্প মন্ত্রণালয়ের মাধ্যমে অর্থ মন্ত্রণালয় কর্তৃক মনিটরিং করায় ঝুঁকি ব্যবস্থাপনা সম্পূর্ণ সরকারের নিয়ন্ত্রণাধীন।

১৯। বিধিবদ্ধ পরিশোধসমূহ :

কোম্পানিটি সরকারের শিল্প ও অর্থ মন্ত্রণালয়ের নিয়ন্ত্রণাধীন থাকায় কর্মরত কর্মকর্তা, কর্মচারী ও শ্রমিকদের দেনা-পাওনা সরকারি বিধি বিধানের আলোকে পরিশোধ করা হচ্ছে। এছাড়া অন্যান্য দায়-দেনাসমূহ নিয়মিতভাবে পরিশোধ করা হচ্ছে।

২০। বিএপিএলসি (BAPLC) কার্যক্রম :

এ কোম্পানি বাংলাদেশ অ্যাসোসিয়েশন অব পাবলিক লিস্টেড কোম্পানিজ (BAPLC) এর সদস্য।

২১। কমপ্লায়েন্স সার্টিফিকেট :

বাংলাদেশ সিকিউরিটিজ অ্যান্ড এক্সচেঞ্জ কমিশনের নোটিফিকেশন নং BSEC/CMRRCD/-2006-158/207/ Admin/80, dated 03-June-2018 অনুযায়ী কমপ্লায়েন্স অডিটর হিসেবে জে ইউ আকন্দ অ্যান্ড অ্যাসোসিয়েটসকে ২৩-১২-২০২৪ খ্রি.তারিখে অনুষ্ঠিত কোম্পানি'র ৩৬তম বার্ষিক সাধারণ সভায় ২০২৪-২০২৫ অর্থবছরের জন্য নিয়োগ দেওয়া হয়। ১৯ আগস্ট ২০২৫ তারিখে আইসিএমএবি এর কাউন্সিল কর্তৃক জে ইউ আকন্দ অ্যান্ড অ্যাসোসিয়েটস, কস্ট অ্যান্ড ম্যানেজমেন্ট অ্যাকাউন্ট্যান্টস ফার্ম এর প্রিন্সিপাল জনাব মোঃ জসিম উদ্দিন আকন্দ কে কস্ট অ্যান্ড ম্যানেজমেন্ট অ্যাকাউন্ট্যান্টস আইন, ২০১৮ এর ধারা ১৯ এর উপ-ধারা (খ) অনুযায়ী তাঁর সদস্য পদ ৫ বছরের জন্য বাতিল করা হয়। বিধায় জিল বাংলা সুগার মিলস্ লি.এর ২০২৪-২০২৫ অর্থবছরের জন্য মেসার্স জে ইউ আকন্দ অ্যান্ড অ্যাসোসিয়েটস ফার্মের পরিবর্তে কোম্পানি'র ০১/২০২৫-২০২৬ নম্বর বোর্ড সভার সিদ্ধান্তের আলোকে বিধি অনুযায়ী Compliance Auditor হিসেবে শামসুদ্দীন অ্যান্ড অ্যাসোসিয়েটসকে নিয়োগ দেওয়া হয়েছে। এ ফার্ম অডিট সম্পন্ন করে সার্টিফিকেট প্রদান করেছে যা Annexure - B এ সন্নিবেশিত হয়েছে।

২২। সিডিবিএল (CDBL) কার্যক্রম :

সিডিবিএল এর মাধ্যমে ইলেকট্রনিক পদ্ধতিতে সিকিউরিটিজ এর হিসাবপত্র রাখা হয়েছে, প্রয়োজনীয় দলিলাদি হস্তান্তর করা এবং বস্তুগত কোনো দলিলের হস্তান্তর ব্যতীত মালিকানা পরিবর্তনের কাজ সিডিবিএল এর মাধ্যমে করা হয়। জিল বাংলা সুগার মিলস্ লি. এর শেয়ার ১০-১০-২০১০ তারিখ থেকে ঢাকা স্টক এক্সচেঞ্জ লি. এ উল্লিখিত পদ্ধতিতে লেনদেন হচ্ছে। বিএসইসি'র বিধি অনুযায়ী কোম্পানির শেয়ারহোল্ডারগণ সবরকম সুবিধা ভোগ করছেন।

২৩। সরকারি নীতিমালা অনুযায়ী কর্মকর্তা/ কর্মচারীদের জন্য কল্যাণমুলক কার্যক্রম :

কোম্পানিটি গণপ্রজাতন্ত্রী বাংলাদেশ সরকারের আওতাধীন ও নিয়ন্ত্রণাধীন প্রতিষ্ঠান হওয়ায় সরকারি বিধি বিধান ও নিয়মনীতি যথাযথ অনুসরণ পূর্বক পরিচালিত।

২৪। জাতীয় কোষাগারে অবদান :

কোম্পানি স্বাধীনতা পরবর্তী সময় হতে এ পর্যন্ত বিপুল পরিমাণ শুল্ক, আয়কর এবং ভ্যাট সরকারি কোষাগারে প্রদান করে জাতীয় উন্নয়নে অবদান রেখে আসছে।

২৫। নিরীক্ষক নিয়োগ:

২৩-১২-২০২৪ তারিখে অনুষ্ঠিত কোম্পানির ৩৬তম বার্ষিক সাধারণ সভার সিদ্ধান্ত অনুযায়ী মেসার্স খান ওহাব শফিক রহমান অ্যান্ড কোং, চাটার্ড অ্যাকাউন্ট্যান্টস ফার্মকে ১,০০,০০০/- (এক লক্ষ) টাকা (আয়কর ও ভ্যাট)সহ পারিশ্রমিকে ২০২৪-২০২৫ অর্থবছরের জন্য নিরীক্ষক নিয়োগ করা হয়েছিল। তারা নিরীক্ষাকাজ সম্পন্ন করে হিসাব জমা দিয়েছেন।

২৬। পরিচালক নির্বাচন:

কোম্পানির অ্যাটিক্যালস অব অ্যাসোসিয়েশনের ৯১ নম্বর বিধি ও কোম্পানি আইনের বিধান অনুযায়ী বর্তমানে নিয়োজিত পরিচালকবৃন্দের এক তৃতীয়াংশ ড. আব্দুল আলীম খান, পরিচালক (ইক্ষু উন্নয়ন ও গবেষণা) ও জনাব মোহাম্মদ সাঈদু-উর-রহমান, পরিচালক (উৎপাদন ও প্রকৌশল) জ্যেষ্ঠতার ভিত্তিতে এ সভায় অবসর গ্রহণ করবেন এবং তাঁরা ৯২ নম্বর বিধি অনুযায়ী পুনঃনির্বাচন/মনোনয়নের ইচ্ছা পোষণ করেছেন। তাঁরা পুনঃনির্বাচন/মনোনয়নের যোগ্যতা রাখেন।

২৭। জনবল ব্যবস্থাপনা, মানব সম্পদ উন্নয়ন ও প্রশিক্ষণ:

অনুমোদিত মানব সম্পদ কাঠামো অনুযায়ী কোম্পানিতে মোট ৫৭৬ জন কর্মকর্তা, কর্মচারী ও শ্রমিকের সংস্থান রয়েছে। প্রতিষ্ঠানের মানব সম্পদ উন্নয়ন কর্মসূচির অংশ হিসাবে প্রতি স্তরের কর্মকর্তা, কর্মচারী ও শ্রমিকদের ক্রমান্বয়ে আনুষ্ঠানিক ও অনানুষ্ঠানিক প্রশিক্ষণ দেওয়া হয়ে থাকে।

২৮। ভবিষ্যত কার্যক্রম :

সুগার মিলের লাভ/লোকসান বেশিরভাগ নির্ভর করে আখের ফলন, রিকভারি, প্রাকৃতিক অবস্থা, প্রাকৃতিক পরিবেশ এবং চিনির মুল্যের ওপর। সে পরিপ্রেক্ষিতে আখের উন্নত জাত অবমুক্তকরণসহ বিভিন্ন বিষয়ে গবেষণা/সেমিনার পরিচালনা করে বিশুদ্ধ ইক্ষু জাতসমূহের মাধ্যমে আখচাষ সম্প্রসারন করে গুনগতমানসম্পন্ন আখ উৎপাদন করে মিলকে লাভজনক করার জন্য ৫ (পাঁচ)) বছর মেয়াদি রোড ম্যাপ (Road Map) প্রস্তুত কার্যক্রম সম্পন্ন হয়েছে।

৫ (পাঁচ) বছর মেয়াদি রোড ম্যাপটির সময়কাল ২০২৩-২০২৪ রোপণ মৌসুম (২০২৪-২৫ মাড়াই) হতে শুরু করে ২০২৭-২০২৮ রোপণ মৌসুম (২০২৮-২০২৯ মাড়াই মৌসুম) পর্যন্ত নির্ধারণ করা হয়েছে। ২০২৫-২০২৬ মাড়াই মৌসুমে গড়ে প্রতিদিন ৯০০ মে.টন মাড়াই করে ৭৮ মাড়াই দিবসে ৭০,০০০ হাজার মে.টন আখ ৭.০০ রিকভারিতে ৪৯০০ মে.টন চিনি উৎপাদনের লক্ষ্যমাত্রা নির্ধারণ করা হয়। চিনি উৎপাদন ক্রমান্বয়ে তা বৃদ্ধি পেয়ে ২০২৭-২০২৮ মাড়াই মৌসুমে গড়ে প্রতিদিন ১০০০ মে.টন আখ মাড়াই করে ১৪০ মাড়াই দিবসে ১,৪০,০০০ হাজার মে.টন আখ ৮.৩৫ রিকভারিতে ১১,৬৯০ মে.টন চিনি উৎপাদনের পরিকল্পনা নেয়া হয়েছে। তাছাড়া আখ ক্রয় এবং আখের মূল্য পরিশোধের জন্য Smart Cane Procuremant and Payment System (SCPS) software চালু করা হয়েছে, যার ফলশ্রুতিতে কৃষকদের আখের মূল্য প্রতি বছর সময়মতো এবং সহজভাবে প্রদান রোডম্যাপকে আরো সাফল্যমন্ডিত করবে।

২৯। সামাজিক দায়বদ্ধতা:

জিবাসুমি পরিবেশ ও সমাজের প্রতি দায়িত্ব পালনে প্রতিশ্রুতিবদ্ধ কোম্পানি'র কর্মকর্তা, কর্মচারী ও শ্রমিকদের ব্যক্তিগত পর্যায়ে পরিবেশ ও সমাজের প্রতি দায়িত্বশীল আচরন করতে উৎসাহিত করা হয়। সম্পাদিত সামাজিক কার্যক্রমসমূহ নিম্নরুপ:

১) কর্মক্ষেত্রকে পরিবেশবান্ধব রাখা।

২) প্রধান কার্যালয়ে ১টি যাকাত ফান্ড রয়েছে। যাকাত ফান্ডে কোম্পানির পক্ষ থেকে কর্মকর্তা, কর্মচারী ও শ্রমিকরা তাদের নিজস্ব অর্থ থেকে যাকাত ফান্ডে দান করে থাকে।

৩) জিবাসুমিতে প্রতিষ্ঠালগ্ন হতে প্রাইমারি ও হাই স্কুল রয়েছে। যেখানে মিল ও মিলজোনের আশেপাশের অধিবাসিদের সন্তানদের শিক্ষা কার্যক্রম নিশ্চিতের মাধ্যমে ভবিষ্যৎ প্রজন্মকে শিক্ষার আলোর সন্ধান দেওয়া হচ্ছে।

৪) মিল প্রাঙ্গণে একটি চিকিৎসালয় আছে। যেখানে মিলের কর্মকর্তা, কর্মচারী, শ্রমিক ও মিলের পার্শ্ববর্তী এলাকার মানুষের চিকিৎসা সেবা নিশ্চিত করা হয়।

৩০। পরিবেশ সংরক্ষণ:

পরিবেশগত বিধি-বিধান মেনে কোম্পানি পরিচালনা করা হচ্ছে। কারখানার চারদিকের রাস্তা পরিস্কার-পরিচ্ছন্ন ও উন্নয়নে জিবাসুমি সক্রিয়ভাবে অংশগ্রহণ করে থাকে। কোথাও এক ইঞ্চি খালি জায়গা রাখা হচ্ছে না, যেখানে খালি জায়গা আছে সেখানেই গাছ লাগানো হচ্ছে তারই ফলশ্রুতিতে কারখানার অব্যবহৃত জমিতে বনজ, ফলজ বৃক্ষরোপণের মাধ্যমে বনায়ন কার্যক্রমের পাশাপাশি ফুলের বাগান পরিচর্যা কার্যক্রম অব্যাহত আছে। ডেঙ্গু প্রতিরোধে মশার বিস্তার যাতে না হয় সেদিকে খেয়াল রেখে কারখানার চারপাশ নিয়মিত পরিস্কার করা হয়।

৩১। বার্ষিক কর্মসম্পাদন চুক্তি বাস্তবায়ন (এপিএ):

প্রাতিষ্ঠানিক দক্ষতা বৃদ্ধি, স্বচ্ছতা ও জবাবদিহি জোরদার করা, সুশাসন সংহতকরণ এবং সম্পদের যথাযথ ব্যবহার নিশ্চিতকরণের লক্ষ্যে রূপকল্প ও অভিলক্ষ্য অর্জনে উৎপাদনশীলতা নিরবচ্ছিন্ন রাখতে সরকারের নির্দেশনা মোতাবেক ২০২৫-২০২৬ অর্থবছরের শুরুতেই নিদিষ্ট সময়ের মধ্যে নির্ধারিত ছকে পরিকল্পনা প্রণয়নপূর্বক বিএসএফইসি'র সঙ্গে ২০২৫-২০২৬ অর্থবছরের বার্ষিক কর্মসম্পাদন চুক্তি বাস্তবায়ন (এপিএ) চুক্তি সম্পাদিত হয়েছে।

৩২। শুদ্ধাচার কৌশল ও উদ্ভাবনী উদ্যোগ বাস্তবায়ন:

জাতীয় শুদ্ধাচার কৌশল বাস্তবায়নের লক্ষ্যে কোম্পানি'র কর্মপরিকল্পনা ও পরিবীক্ষণ কাঠামো প্রণয়ন করা হয়। তদানুযায়ী প্রাতিষ্ঠানিক ব্যবস্থা, দক্ষতা ও নৈতিকতা উন্নয়ন, শুদ্ধাচার প্রতিষ্ঠার সহায়ক/আইন/বিধি/প্রজ্ঞাপন/পরিপত্র প্রয়োগ/বাস্তবায়ন, তথ্য অধিকার সম্পর্কিত কার্যক্রম, উদ্ভাবনী উদ্যোগ ও সেবা পদ্ধতি সহজীকরণ ও জবাবদিহি নিশ্চিতকরণ; প্রতিষ্ঠানে সংশ্লিষ্ট কার্যক্রম বাস্তবায়ন করা হচ্ছে।

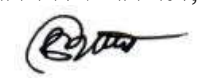
৩৩। জাতীয় দিবস উদযাপন:

জিল বাংলা সুগার মিলস্ লি. জাতীয় দিবসসমূহ যথাযথ মর্যাদা ও শ্রদ্ধার সঙ্গে পালন করে থাকে।

কোম্পানির শ্রমিক, কর্মচারী ও ব্যবস্থাপনা কর্তৃপক্ষ নানাবিধ প্রতিকূল অবস্থার মধ্যে নিরলস পরিশ্রম দ্বারা যে অবদান রেখেছেন তার জন্য বোর্ডের পক্ষ থেকে তাঁদেরকে ধন্যবাদ জ্ঞাপন করছি এবং ভবিষ্যতে কোম্পানির কর্মকান্ডে অধিকতর অবদান রাখার জন্য আহবান জানাচ্ছি। কোম্পানির সম্মানিত গ্রাহক, শেয়ারহোল্ডারসহ সকলের আন্তরিক সহযোগিতার কথা আমরা শ্রদ্ধার সাথে স্মরণ করি এবং সর্বশক্তিমান পরম করুণাময়ের নিকট কোম্পানির ভবিষ্যৎ উন্নতি ও সমৃদ্ধি কামনা করি।

ধন্যবাদ।

পরিচালকমন্ডলীর পক্ষে,



(রশিদুল হাসান)
চেয়ারম্যান
বিএসএফআইসি

ANNEXURE-I

Directors report to the financial statements as per section 184 of company act 1994.

The Director also report that:

- The financial statements of the company present true and fair view of company's state of affairs result of its operation, cash flows and changes in equity.
- Books of Accounts have been maintained properly as required by the law.
- Appropriate accounting policies have been consistently applied in formulating the financial statements and accounting estimates were reasonable applied and prudent.
- The financial statements are prepared in accordance with International Accounting Standard (IAS) as applicable in Bangladesh.
- Internal Control System is sound in design and implemented and monitored effectively.
- There is no significant doubts upon the company's ability to continue as a going concern as the company is under the control of the Government.

ANNEXURE-II

Pattern of shareholding position: June 30,2025

As per revised Corporate Governance Code under section 1.5(xxiii) issued by BSEC.

SL.No.	Name of Shareholder	Status	Number of shares	% of shareholding
i	Parent/Subsidiary/Associates and other related parties		N/A	N/A
ii	Directors			
1	Dr.Lipika Bhadra, Chairman (Grade-01)	Director(Nominated)	-	-
2	A.T. M. Kamrul Islam Tang	Director(Nominated)	-	-
3	Md.Moniruzzan Miah	Director(Nominated)	-	-
4	Eng. Ataur Rahman Khan (Grade-02)	Director(Nominated)	-	-
5	Jiban Nahar	Director(Nominated)	-	-
6	Md. Abul Kalam Azad	Director(Nominated)	-	-
7	Dr.Abdul Aleem khan	Director(Nominated)	-	-
8	Mohammad Sayeed -Ur- Rahman	Director(Nominated)	-	-
9	Md. Monirul Islam FCMA	Director(Independent)	-	-
10	Dr. Feroz Iqbal Faruque FCS	Director(Independent)	-	-
11	Mohammad Mosaruf Hossain	Managing Director	-	-
iii	CEO/CFO/CS/Head of Internal Audit and their Spouses and Minor Children		N/A	N/A
iv	Executives		N/A	N/A
v	Shareholders holding 10% or more voting interest in the company		N/A	N/A

Annexure-(III)

Attendance at Board Meeting during the year 2024-2025

As per revised Corporate Governance Guideline under section 1.5(xxii) issued by BSEC.

Composition	Position	No.of Board Meeting held during the year	No. of Board Meeting attendance
Dr.Lipika Bhadra, Chairman (Grade-01)	Chairman	4	4
A.T. M. Kamrul Islam Tang	Director	4	3
Md.Moniruzzan Miah	Director	4	1
Eng. Ataur Rahman Khan (Grade-02)	Director	4	1
Jiban Nahar	Director	4	4
Md. Abul Kalam Azad	Director	4	3
Dr.Abdul Aleem khan	Director	4	2
Mohammad Sayeed -Ur- Rahman	Director	4	1
Md. Monirul Islam FCMA	Independent Director	4	4
Dr. Feroz Iqbal Faruque FCS	Independent Director	4	4
Mohammad Mosaruf Hossain	Managing Director	4	4

Audit Committee Meeting and Attendance during the year 2024-2025

Name of the Audit Committee Members	Position	No.of Audit Committee Meeting held during the year	No. of Audit Committee Meeting attendance
Md Monirul Islam FCMA	Chairman	4	4
Md.Moniruzzan Miah Md.	Member	4	2
Abul Kalam Azad	Member	4	2
Jiban Nahar	Member	4	4

Annexure-(IV)

Five Years Key Operating and Financial Data

As per revised Corporate Governance Guideline under section 1.5(xix) issued by BSEC

Particulars	2024-2025	2023-2024	2022-2023	2021-2022	2020-2021
Operating Data:					
Revenue	289598399	243,106,470	345,665,924	311,450,924	330,944,931
Gross Profit/Loss	77666411	-112,280,138	-195,102,300	-170,232,673	-163,499,059
Net OperatingProfit/Loss	467324816	-442,343,873	-531,062,470	-526,213,172	-6,86,827,742
Net Profit/Loss after Tax	473190913	-446’319,766	-534,419,024	-529,632,169	-69,58,47,993
Earning Per Share	78.87	-74.39	-89.07	-88.27	-115.97
Balance Sheet Data:					
Shareholder’s Equity	6835157581	-6380,366,668	-5,952,446,902	-5,434,227,879	-490,45,95,709
Total Fixed Assets	1020669341	147,245,048	140,818,910	124,107,733	121,275,351
Total Current Assets	865397697	515,694,104	313,454,775	270,779,573	358,015,884
Total Long Tern Liabilities	4633214809	3906,188,944	3,398,711,661	2,966,755,303	2,671,716,136
Total Current Liabilities	3222612113	3137,116,876	3,008,008,926	2,862,359,881	2,712,170,807
Other Data:					
Crushing Days	83	52	41	44	72
Cane Crush (M.T.)	72069.02	44,988	35,171.66	35,698.05	58,951.40
Sugar Production (M.T.)	4599.00	2717.50	2322	2,498.00	3908.50
Recovery Rate	6.38	6.04	6.61	7.00	6.64
Share Outstanding	6000000	6000000	6000000	6000000	6000000
Face Value (Taka)	10	10	10	10	10
Current Ratio (Time)	0.19	0.16	.10	0.095	0.13
Debt Equity Ratio(Time)	1.15	1.10	-1.08	-1.07	-1.10
Gross Profit Ratio (%)	-26.82	-46.19	-56.44	- 54.65	- 49.40

ANNEXURE-V

Report of the Audit Committee

Report of the audit committee on June 30, 2025.As required by the revised Corporate Governance Code under section 5.7 issued by BSEC.

Dear Shareholder's,

Assalamu Alikum Wa-Rahmatullah

The formation and operation of the Audit Committee is based on the underlying corporate laws and regulations, currently accepted best practice and latest corporate governance of Bangladesh Securities and Exchange Commission (BSEC).

Composition of the Committee

In accordance with the requirements of Corporate Governance Guidelines of BSEC, the Audit Committee of Zeal Bangla Sugar Mills Ltd.(ZBSM) consists of 3(three) members from the Board of Directors including one Independent Director. The Company Secretary is working as member secretary of the committee.

Committee Meeting

The committee held 4 (four) meetings during the financial year 2024-2025.Audit Committee examined and reviewed the Statement of financial position along with other financial statements of the company during the year submitted by M/S Khan Wahab Shafique Rahman & Co. Chartered Accountants and recommended to the place before the Board Meeting.

Role & Responsibilities of the Audit Committee

1. Review and examined the draft balance sheet, financial statement and recommended to place before Board of Directors for their consideration and approval.
2. Review the quarterly and 1st quarter financial statements of accounts for proper submission of the same to the shareholders and regulatory authorities.
3. Audit Committee reviews the integrity of financial statements of the Company to ensure that these reflect true and fair view of the company's state of the year ended 30th June 2025.
4. Reviewing Management and Internal Auditor's report on the effectiveness of systems for internal financial control, financial reporting and risk management.
5. Reporting to the Board of Directors on internal audit finding from time to time considering the significance of the issues.

Committee Report Summary

The Audit Committee carried out its responsibilities in accordance with its terms of reference. The main activities carried out by the Committee were as follows:

1. Oversee the financial reporting process.
2. Worked with the Management to step up the Internal audit Function.
3. Monitor choice of accounting policies and principles..
4. Reviewed the external audit report for the Company with the external Auditor.
5. Reviewed along with the management, quarterly, half yearly and the annual financial statements before submission to the Board for approval.
6. Made recommendation to increase operational efficiency and to ZBSM profitable by increasing production and sales to reduce average overhead expense of product.

On behalf of the Committee

Md Munirul Islam,FCMA
Chairman
Audit Committee

Annexure-VI

Brief Resume of the Directors

Directors who seek re-appointment and newly appointed of Independent Director as per revised Corporate Governance Code under section 1.5 (xxiv) issued by BSEC.

Rashidul Hassan, Chairman

Presently Rashidul Hassan holds the position of Chairman at Bangladesh Sugar & Food Industries Corporation (BSFIC) under the administrative control of Ministry of Industries. He was born in 1967 His father's name is Md. Abdullah and mother's name is Jahan Ara Siddique. He obtained his bachelor degree in Civil Engineering from BUET in 1992 and completed his masters degree in Civil Engineering from Florida International University, USA in 2001. Mr. Hassan joined in Bangladesh Civil Service (Public Works Cadre) in November, 1995. He successfully completed a number of professional trainings and courses in home and abroad & worked in different capacity in the Dhaka Mass Transit Company Limited, UNDP,Ministry of Railways, Bridges Division, Ministry of Industries. He attended and participated in many foreign trainings and visited several countries.

Dr Abdul Aleem Khan (Joint Secretary):

Dr Abdul Aleem Khan, Joint Secretary to the Government of the People's Republic of Bangladesh is now working as a Director (Crop Development and Research). He is also the Board Of Member as a nominated directors of Sugar Mills Limited. He was born in 1971 in Tangail district. He obtained his B.S.S (Hon's), M.S.S (Thesis) and Pd D from Jahangirnagar University, dhkaka, Bangladesh. Dr Aleem joined in BCS (Administration) in May, 2001 He also completed various professional trainings and courses in home and abroad. Dr Aleem worked as Assistant Commissioner in Naogan and Narsingdi and worked as Assistant Commissioner (Land) in Jamalpur and Manikganj district. He worked as Upazila Nirbahi Officer in Raninagar upazila, Naogaon district. Dr Aleem worked at different capacities in Ministry of Home and Affairs, Ministry of Defence, Ministry of Science and Technology, Ministry of Housing and Public Works.

Mohammad Sayeed-Ur-Rahman (Joint Secretary) Director (Production & Engineering).

Mohammad Sayeed-Ur-Rahman, Joint Secretary to the Government of the people's Republic of Bangladesh, is working as Director (Production & Engineering) of Bangladesh Sugar & Food Industry Corporation (BSFIC) under the administrative control of Ministry of Industries. He is also at the board of directors as a nominated director of Sugar Mills Limited. He was born in 1975 in Noakhali district. His father's name is Mohammad Ali Akbar and mother's name is Saleha Akbar. He has completed his Honors and Master degree in English Literature and later acquired Master in Public Policy and Governmence (MPPG) degree from North South University, Dhaka under NORAD Master scholarship program. He successfully completed post graduate diploma in ICT from Bangladesh computer council. Later he completed certificate course on Broadband Connectivity and Network from China. Diploma in Advanced Software from India. He joined Bangladesh civil service (Administration cadre) in 2003 as Assistant Commissioner at Khulna collectorate and later he was posted in Comilla Collectorate. After that he worked as Assistant Commissioner (Land) in Debidwar, Comilla. He worked as Upazila Nirbahi officer in Daudkandi. Comilla. He worked at different capacities in different ministries and organizations namely Ministry of Information and Communication Technology, Ministry of Science and Technology, Local Government division, Ministry of Agriculture and Bangladesh television.

Mr.Azharul Islam, Director (Marketing & Finance):

Azharul Islam is working as the Director (Marketing **& Finance**). He was born in Shariatpur district. He has obtained Doctor of veterinary Medicine and M.S degree from Bangladesh Agricultural University, Mymensingh. Mr. Islam joined in Bangladesh Civil service (Administration) in 2006. He worked as Assistant commissioner, Assistant Commissioner (Land), Upazilla Nirbahi Officer, Additional deputy commissioner and Deputy director, Local government in different districts of the country. He was awarded public Administration award in 2022. He visited India, Australia, Singapore, and Malaysia.

Md. Tari Kul Alam, Managing Director

Md. Tari Kul Alam is currently working as the Managing Director of Zeal Bangla Sugar Mills Ltd. under Bangladesh Sugar and Food Industries Corporation (BSFIC) and also nominated as Director of Zeal Bangla Sugar Mills Ltd. He was born in 1978 in Jashore District of Khulna Division. His Father's name is Late Ahmed Ali Goldar and Mother's name is Salema Khatun. He has obtained Bachelor of Science and Master of Science (Thesis Group) in Chemistry from Jahangirnagar University, Savar, Dhaka. He started his carrier at Bangladesh Sugar and Food Industries Corporation in 2005 as Assistant Manager (Production) at Faridpur Sugar Mills Ltd., Modhukhali, Faridpur. He served various position as Assistant Manager (Laboratory) and Deputy Manager (Production) of Faridpur Sugar Mills Ltd., Modhukhali, Faridpur; Deputy Manager (Foreign Liquor) and Manager (Foreign Liquor) of Distillery of Carew & Co. (BD) Ltd., Darsana, Chuadanga; Manager (Planning & Development) and Manager (Board) as additional Charge, Manager (Production) and Deputy General Manager (Production) of Bangladesh Sugar and Food Industries Corporation, Head Office, Dhaka.

ANNEXURE-VII

Compliance of Notification No. SEC/CMRRCD/2006-158/207/Admin /80 dated 03,June, 2018

1. Board of Directors:

1.1 Board Size:

Zeal Bangla Sugar Mills Ltd. Board of Director consists of 08 (eight) members including 2 (two) Independent Directors which complies with the requirements by the regulations of BSEC.

1.2 Independent Directors:

(i) The requirement as prescribed under the sub-clause (a) of BSEC Notification under reference has been fulfilled except appointed female independent director.

(ii) The requirement as prescribed under the sub-clause (b) of BSEC Notification under reference has been fulfilled except appointed female independent director.

(iii) The appointment of Independent Director has been approved by the Board of Directors and shall be approved by the Shareholders in the Annual General Meeting (AGM).

(iv) A code of conduct of all Board members and a record of compliance of the code has been maintained.

(v) The tenure of Independent Director nominated shall be 3(three) years which may be extended for 1 (one) term only.

1.3 Qualification of Independent Director (ID):

(i) Appointed Independent Directors (ID) are highly knowledgeable and qualified person.

(ii) They are able to ensure compliance with financial, regulatory and corporate laws and can make meaningful contribution to business of the company.

(iii) No relaxation of the qualification of ID is required.

1.4 Duality of Chairperson of the Board of Directors and Managing Director or Chief Executive Officer:

Different individuals have been appointed for the post of the Chairperson of the Board and Managing Director or Chief Executive Officer of the Company. Their roles and responsibilities have been defined clearly.

1.5 The Director's Report to Shareholders:

All requirements have been fulfilled properly.

1.6 Meeting of the Board of Directors:

The Company conducts its Board Meeting and fulfilled all requirements according to the Notification of BSEC guidelines.

1.7 Code of Conduct for the Chairperson, other Board members and Chief Executive Officer:

All requirements have been fulfilled properly.

2. **Governance of Board of Directors of Subsidiary Company:**
There is no Subsidiary Company of Zeal Bangla Sugar Mills Ltd.

3. **Managing Director (MD) or Chief Executive Officer (CEO), Chief Financial Officer (CFO) Head of Internal Audit and Compliance (HIAC) and Company Secretary (CS):**
Four persons have been appointed for the post of MD or CEO, CFO, HIAC and the CS. The MD or CEO, CFO, HIAC and the CS attend the meeting regularly and fulfill all duties.

4. **Board of Directors Committee**
For ensuring good governance in the company, the Board has two sub committees:
(i) Audit Committee. and
(ii) Nomination and Remuneration Committee

5. **Audit Committee:**
The Board has constituted an Audit Committee as a sub-committee of the Board for the Company according to the notification of BSEC guidelines.

5.1. Constitution of the Audit Committ
The Audit Committee comprises of 3(three) members including 1(one) Independent Director. All the members of the Committee are literate on financial management and able to analyze and interpret financial statements effectively. The company Secretary acts as Secretary of the committee.

5.2. Chairman of Audit Committee:
The Independent Director has been appointed as the Chairman of the Audit Committee. He also attend the Annual General Meeting following the BSEC guidelines.

5.3. Meeting of the Audit Committee:
The Audit Committee shall conduct at least four meetings in a financial year.

5.4. Role of Audit Committee:
The Committee has performed its duties and responsibilities according to the guidlines given by BSEC.

5.5. Reporting of the Audit Committee:
The Audit Committee reports to the Board of Directors time to time. It immediately informs to the Board true and fair view of the financial statements.

5.6. Reporting of the shareholders and General Investors:
The Audit Committee report has been disclosed in the Annual General Meeting of Zeal Bangla Sugar Mills Ltd.

6.00 Nomination and Remuneration Committee (NRC):
The Board has constituted Nomination and Remuneration committee as a sub-committee of the Board for the company according to the notification of BSEC Guidlines.

6.1. Constitution of the NRC:
The NRC Comprises of 3(three) members including 1 (one) Independent Director. All Members of the committee are non-excutive directors and nominated and appointed by the board. The Company Secretary acts as Secretary of the committee.

6.2. Chairperson of the NRC:
The Independent Director has been appointed as the chairperson of the NRC. He also attend the Annual General Meeting following the BSEC guidlines.

6.3. Meeting of the NRC:

The NRC shall conduct at least one meeting in a financial year.

6.4. Role of NRC:

The committee has performed its duties and responsible according to the guidlines given by BSEC.

6.**5 Reporting of the NRC**

The NRC report has been disclsoed in the Anual General Meeting of Zeal Bangla Sugar Mills Ltd.

7. External Statutory Auditors:

The Board has recommended the Statutory Auditor of Zeal Bangla Sugar Mills Ltd.and approved By the Shareholders at the AGM as per BSEC guidelines strictly.

8 .Maintaining a website by the Company:

The Company has official website and disclose information.

9. Reporting and Compliance of Corporate Governance:

The provision of BSEC regulation has been fulfilled regarding the compliance and reporting of corporate governance.

Annexure – VIII

Statement of Management's Discussion and Analysis of Managing Director/CFO under clause 1.5 (XXV).

In accordance with the notification of Bangladesh Securities and Exchange Commission No. BSEC/CMRRCD/2006-158/207/Admin/80 dated 03 June 2018.

As per above clause I undersigned hereby and certify that:

The Company has complied appropriate accounting policies and estimation as per Companies Act 1994, International Accounting Standard (IAS), International Financial Reporting Standard (IFRS) and other applicable Laws and Regulations for preparation of financial statements.

The Selling price of Sugar is lower than higher production cost to higher sugarcane price and lower recovery rate of sugar production, as well as higher interest rate of bank loan. As a result loss incurred during this period and also net operating cash flow and NAV is negative.

Zeal Bangla Sugar mills Ltd. is making significant contribution to the economy through regional development, poverty alleviation and employment.

A Road Map for 5 Years has been drawn up to increase the yield of sugarcane and increase sugar recovery rate to benefit the mills by producing the quality sugarcane through improve varieties of sugarcane.



Md. Tari Kul Alam
Managing Director

Annexure-IX

Report of the Nomination and Remuneration Committee (NRC)
For the year ended on 30 June 2025

Report of the NRC on June 30, 2025. As required by the revised Corporate Governance Code under section 6.5 issued by BSEC.

Dear Shareholder's
Assalamu Alaikum wa-Rahmatullah.
The Nomination and Remuneration Committee (NRC) was constituted by the Board of Directors of Zeal Bangla Sugar Mills Ltd. fulfill the requirements as per the corporate Governance code notification 2018 issued by Bangladesh Securities and Exchange Commission (BSEC) .
The Nomination and Remuneration Committee meeting were attended by the members of the committee and the Managing Director, Chief financial officer and Head of Internal Audit of the company on invitation. The Company Secretary Performed the Secretarial function of the committee. The committee carried out the duties and responsibilities for Nomination and Remuneration policy.

Composition of Nomination and Remuneration Committee:-
In accordance with the requirements of corporate Governance code of (BSEC) the Nomination and Remuneration Committee consist of 3 (three) members from the Board of Directors including one Independent Director. The Company Secretary is working as member secretary of the committee.

Major Activities the Nomination and Remuneration Committee in 2024-2025:
The committee held 1 (one) meeting during the financial year 2024-2025. The major activities of the Nomination and Remuneration Committee in 2024-2025 are stated below-

1) Zeal Bangla Sugar Mills Ltd. is the Concern of Bangladesh Sugar and Food Industries Corporation . This Corporation is governed by Bangladesh Industrial Enterprise (Nationalization) order 2018. Reviewed various activities of Zeal Bangla Sugar Mills Ltd. in the light of Nomination and Remuneration policy of the company i,e Bangladesh Industrial Enterprise (Nationalization) order 2018, Bangladesh Sugar and Food Industries Corporation Employee Service Regulation 1989, National pay scale 2015 and Wages and Productivity Commission 2015.
2) Reviewed annual development steps taken, recommend and review the company's human resources and training policy.
3) Advise the Management to achieve the sales target so that employees may get marketing incentive.

Md Munirul Islam FCMA
Chairman
Nomination and Remuneration Committee

Annexure - A
As per condition No. 1 (5) (XXvi)
Zeal Bangla Sugar Mills Ltd.
Declaration by CEO and CFO

Date: **2**6/**10/2025**
The Board of Directors
Zeal Bangla Sugar Mills Ltd.
Dewanganj, Jamalpur.

Subject: Declaration of Financial Statements for the year ended on 30.06.2025

Dear Sirs,

Pursuant to the condition No. 1(5) (XXvi) imposed vide the Commission's Notification No. SEC/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 Zeal Bangla Sugar Mills Ltd. for the year ended 30 June 2024 have been prepared in compliance with International Accounting Standards (IAS) or International Financial Reporting Standards (IFRS), as applicable in 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 to the financial statements to reveal 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:

1. We have reviewed the financial statements for the year ended 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.
   (c) 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 member.

Sincerely Yours,

Md. Tari Kul Alam
CEO/Managing Director

Sharif Md. Ziaul Haque
Chief Financial Officer (CFO)

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

CORPORATE GOVERNANCE COMPLIANCE CERTIFICATION

Report to the Shareholders
of
Zeal Bangla Sugar Mills Limited
On Compliance of the Corporate Governance Code
For the year ended 30th June 2025

We have examined the compliance status to the Corporate Governance Code by Zeal Bangla Sugar Mills Limited for the year ended on 30th June, 2025. This Code relates to the Notification No: BSEC/CMRRCD 2006-158/207/Admin/80, dated - 3rd June, 2018, of the Bangladesh Securities and Exchange Commission.

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

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

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

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 except under the conditions No.1 (2) (a)(ii).

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
Date: November 14, 2025

Abul Kalam Sumsuddin FCMA
Principal

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

Zeal Bangla Sugar Mills Limited
Corporate Governance Code
For the year ended 30th June 2025

Status of compliance with the conditions imposed by the Commission's Notification No. BSEC/CMRRCD/2006-158/207/Admin/80, dated 3 June 2018 issued under section 2CC of the Securities and Exchange Ordinance, 1969:

(Report under Condition No. 9)

Condition No.	Title	Compliance Status		Remarks (If any)
		Complied	Not Complied	
1.	**Board of Directors: -**			
1(1)	**Size of the Board of Directors** The total number of members of a company's Board of Directors (hereinafter referred to as "Board") shall not be less than 5 (five) and more than 20 (twenty).	√		Total 8 Directors including 2 independent Directors.
1(2)	**Independent Directors** All companies shall have effective representation of independent directors on their Boards, so that the Board, as a group, includes core competencies considered relevant in the context of each company; for this purpose, the companies shall comply with the following: -			
1(2)(a)(i)	At least one-fifth (1/5) of the total number of directors in the company's Board shall be independent directors; any fraction shall be considered to the next integer or whole number for calculating number of independent director(s):	√		The number of independent directors of the company is 02 (Two)
1(2)(a)(ii)	Provided that the Board shall appoint at least 1(one) female independent director in the Board of Directors of the company;		√	In the next AGM, a female independent director will be appointed.
1(2)(b)	For the purpose of this clause "independent director" means a director-			
1(2)(b)(i)	who either does not hold any share in the company or holds less than one percent (1%) shares of the total paid-up shares of the company;	√		
1(2)(b)(ii)	who is not a sponsor of the company 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;	√		
1(2)(b)(iii)	who has not been an executive of the company in immediately preceding 2 (two) financial years;	√		
1(2)(b)(iv)	who does not have any other relationship, whether pecuniary or otherwise, with the company or its subsidiary or associated companies;	√		
1(2)(b)(v)	who is not a member or TREC (Trading Right Entitlement Certificate) holder, director or officer of any stock exchange;	√		
1(2)(b)(vi)	who is not a shareholder, director excepting independent 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 an executive or was not a partner or an executive during the preceding 3 (three) years of the concerned company's statutory audit firm or audit firm engaged in internal audit services or audit firm conducting special audit or professional certifying compliance of this Code;	√		
1(2)(b)(viii)	who is not independent director in more than 5 (five) listed companies;	√		
1(2)(b)(ix)	who has not been convicted by a court of competent jurisdiction as a defaulter in payment of any loan or any advance to a bank	√		

Condition	Title	Compliance Status		Remarks (If
	or a Non-Bank 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);	√		
1(2)(d)	The post of independent director(s) cannot remain vacant for more than 90 (ninety) days; and	√		
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 reappointment for another tenure after a time gap of one tenure, i.e., three years from his or her completion of consecutive two tenures [i.e. six years]: Provided further that the independent director shall not be subject to retirement by rotation as per the Companies Act, 1994.	√		
1(3)	**Qualification of Independent Director: -**			
1(3)(a)	Independent director shall be a knowledgeable individual with integrity who is able to ensure compliance with financial laws, regulatory requirements and corporate laws and can make meaningful contribution to the 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 business association; or	-		N/A
1(3)(b)(ii)	Corporate Leader who is or was a top-level executive not lower than Chief Executive Officer or Managing Director or Deputy Managing Director or Chief Financial Officer or Head of Finance or Accounts or Company Secretary or Head of Internal Audit and Compliance or Head of Legal Service or a candidate with equivalent position of an unlisted company having minimum paid-up capital of Tk. 100.00 million or of a listed company; or	-		N/A
1(3)(b)(iii)	Former official of government or statutory or autonomous or regulatory body in the position not below 5th Grade of the national pay scale, who has at least educational background of bachelor degree in economics or commerce or business or Law; or	√		
1(3)(b)(iv)	University Teacher who has educational background in Economics or Commerce or Business Studies or Law; or	-		N/A
1(3)(b)(v)	Professional who is or was an advocate practicing at least in the High Court Division of Bangladesh Supreme Court or a Chartered Accountant or Cost and Management Accountant or Chartered Financial Analyst or Chartered Certified Accountant or Certified Public Accountant or Chartered Management Accountant or Chartered Secretary or equivalent qualification;	-		N/A
1(3)(c)	The independent director shall have at least 10 (ten) years of experiences in any field mentioned in clause (b);	√		
1(3)(d)	In special cases, the above qualifications or experiences may be relaxed subject to prior approval of the Commission.	-		N/A
1(4)	**Duality of Chairperson of the Board of Directors and Managing Director or Chief Executive Officer: -**			
1(4)(a)	The positions of the Chairperson of the Board and the Managing Director (MD) and/or Chief Executive Officer (CEO) of the company shall be filled by different individuals;	√		
1(4)(b)	The Managing Director (MD) and/or Chief Executive Officer (CEO) of a listed company shall not hold the same position in another listed company;	√		
1(4)(c)	The Chairperson of the Board shall be elected from among the non-executive directors of the company;	√		
1(4)(d)	The Board shall clearly define respective roles and responsibilities of the Chairperson and the Managing Director	√		

Condition	Title	Compliance Status		Remarks (If
	and/or Chief Executive Officer;			
1(4)(e)	In the absence of the Chairperson of the Board, the remaining members may elect one of themselves from non-executive directors as Chairperson for that particular Board's meeting; the reason of absence of the regular Chairperson shall be duly recorded in the minutes.	-		No such event occurred
1(5)	**The Directors' Report to Shareholders** The Board of the company shall include the following additional statements or disclosures in the Directors' Report prepared under section 184 of the Companies Act, 1994 (Act No. XVIII of 1994): -			
1(5)(i)	An industry outlook and possible future developments in the industry;	√		
1(5)(ii)	The segment-wise or product-wise performance;	√		
1(5)(iii)	Risks and concerns including internal and external risk factors, threat to sustainability and negative impact on environment, if any;	√		
1(5)(iv)	A discussion on Cost of Goods sold, Gross Profit Margin and Net Profit Margin, where applicable;	√		
1(5)(v)	A discussion on continuity of any extraordinary activities and their implications (gain or loss);	-		N/A
1(5)(vi)	A detailed discussion on related party transactions along with a statement showing amount, nature of related party, nature of transactions and basis of transactions of all related party transactions;	√		
1(5)(vii)	A statement of utilization of proceeds raised through public issues, rights issues and/or any other instruments;	-		N/A
1(5)(viii)	An explanation if the financial results deteriorate after the company goes for Initial Public Offering (IPO), Repeat Public Offering (RPO), Rights Share Offer, Direct Listing, etc.;	-		N/A
1(5)(ix)	An explanation on any significant variance that occurs between Quarterly Financial performances and Annual Financial Statements;	√		
1(5)(x)	A statement of remuneration paid to the directors including independent directors;	√		
1(5)(xi)	A statement that the financial statements prepared by the management of the issuer company present fairly its state of affairs, the result of its operations, cash flows and changes in equity;	√		
1(5)(xii)	A statement that proper books of account of the issuer company have been maintained;	√		
1(5)(xiii)	A statement that appropriate accounting policies have been consistently applied in preparation of the financial statements and that the accounting estimates are based on reasonable and prudent judgment;	√		
1(5)(xiv)	A statement that International Accounting Standards (IAS) or International Financial Reporting Standards (IFRS), as applicable in Bangladesh, have been followed in preparation of the financial statements and any departure there from has been adequately disclosed;	√		
1(5)(xv)	A statement that the system of internal control is sound in design and has been effectively implemented and monitored;	√		
1(5)(xvi)	A statement that minority shareholders have been protected from abusive actions by, or in the interest of, controlling shareholders acting either directly or indirectly and have effective means of redress;	√		
1(5)(xvii)	A statement that there is no significant doubt upon the issuer company's ability to continue as 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;	√		
1(5)(xviii)	An explanation that significant deviations from the last year's operating results of the issuer company shall be highlighted and the reasons thereof shall be explained;	√		
1(5)(xix)	A statement where key operating and financial data of at least preceding 5 (five) years shall be summarized;	√		
1(5)(xx)	An explanation on the reasons if the issuer company has not declared dividend (cash or stock) for the year;	√		Due to Loss Company has not declared dividend

Condition	Title	Compliance Status		Remarks (If
1(5)(xxi)	Board's statement to the effect that no bonus share or stock dividend has been or shall be declared as interim dividend;	-		N/A
1(5)(xxii)	The total number of Board meetings held during the year and attendance by each director;	√		
1(5)(xxiii)	**A report on the pattern of shareholding disclosing the aggregate number of shares (along with name-wise details were stated below) held by: -**			
1(5)(xxiii) (a)	Parent or Subsidiary or Associated Companies and other related parties (name-wise details);	-		N/A
1(5)(xxiii) (b)	Directors, Chief Executive Officer, Company Secretary, Chief Financial Officer, Head of Internal Audit and Compliance and their spouses and minor children (name-wise details);	√		No Share held
1(5)(xxiii) (c)	Executives; and	-		N/A
1(5)(xxiii) (d)	Shareholders holding ten percent (10%) or more voting interest in the company (name-wise details);	-		N/A
1(5)(xxiv)	**In case of the appointment or reappointment of a director, a disclosure on the following information to the shareholders: -**			
1(5)(xxiv) (a)	a brief resume of the director;	√		
1(5)(xxiv) (b)	nature of his or her expertise in specific functional areas; and	√		
1(5)(xxiv)(c)	names of companies in which the person also holds the directorship and the membership of committees of the Board;	√		
1(5)(xxv)	**A Management's Discussion and Analysis signed by CEO or MD presenting detailed analysis of the company's position and operations along with a brief discussion of changes in the financial statements, among others, focusing on:**			
1(5)(xxv)(a)	accounting policies and estimation for preparation of financial statements;	√		
1(5)(xxv)(b)	changes in accounting policies and estimation, if any, clearly describing the effect on financial performance or results and financial position as well as cash flows in absolute figure for such changes;	-		N/A
1(5)(xxv)(c)	comparative analysis (including effects of inflation) of financial performance or results and financial position as well as cash flows for current financial year with immediate preceding five years explaining reasons thereof;	√		
1(5)(xxv)(d)	compare such financial performance or results and financial position as well as cash flows with the peer industry scenario;	√		
1(5)(xxv)(e)	briefly explain the financial and economic scenario of the country and the globe;	√		
1(5)(xxv)(f)	risks and concerns issues related to the financial statements, explaining such risk and concerns mitigation plan of the company; and	√		
1(5)(xxv)(g)	future plan or projection or forecast for company's operation, performance and financial position, with justification thereof, i.e., actual position shall be explained to the shareholders in the next AGM;	√		
1(5)(xxvi)	Declaration or certification by the CEO and the CFO to the Board as required under condition No. 3(3) shall be disclosed as per **Annexure-A**; and	√		
1(5)(xxvii)	The report as well as certificate regarding compliance of conditions of this Code as required under condition No. 9 shall be disclosed as per **Annexure-B** and **Annexure-C**.	√		
1(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;	√		Code of Conduct are in Website as per BSEC
	The code of conduct as determined by the NRC shall be posted	√		

Condition	Title	Compliance Status		Remarks (If Requirement
1(7)(b)	on the website of the company including, among others, prudent conduct and behavior; confidentiality; conflict of interest; compliance with laws, rules and regulations; prohibition of insider trading; relationship with environment, employees, customers and suppliers; and independency.			
2	**Governance of Board of Directors of Subsidiary Company: -**			
2(a)	Provisions relating to the composition of the Board of the holding company shall be made applicable to the composition of the Board of the subsidiary company;	-		N/A
2(b)	At least 1 (one) independent director on the Board of the holding company shall be a director on the Board of the subsidiary company;	-		N/A
2(c)	The minutes of the Board meeting of the subsidiary company shall be placed for review at the following Board meeting of the holding company;	-		N/A
2(d)	The minutes of the respective Board meeting of the holding company shall state that they have reviewed the affairs of the subsidiary company also;	-		N/A
2(e)	The Audit Committee of the holding company shall also review the financial statements, in particular the investments made by the subsidiary company.	-		N/A
3	**Managing Director (MD) or Chief Executive Officer (CEO), Chief Financial Officer (CFO), Head of Internal Audit and Compliance (HIAC) and Company Secretary (CS).**			
3(1)	**Appointment**			
3(1)(a)	The Board shall appoint a Managing Director (MD) or Chief Executive Officer (CEO), a Company Secretary (CS), a Chief Financial Officer (CFO) and a Head of Internal Audit and Compliance (HIAC);	√		
3(1)(b)	The 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;	√		
3(1)(d)	The Board shall clearly define respective roles, responsibilities and duties of the CFO, the HIAC and the CS;	√		
3(1)(e)	The MD or CEO, CS, CFO and HIAC shall not be removed from their position without approval of the Board as well as immediate dissemination to the Commission and stock exchange(s).	√		
3(2)	**Requirement to attend Board of Directors' Meetings** The MD or CEO, CS, CFO and HIAC of the company shall attend the meetings of the Board: Provided that the CS, CFO and/or the HIAC shall not attend such part of a meeting of the Board which involves consideration of an agenda item relating to their personal matters.	√		
3(3)	**Duties of Managing Director (MD) or Chief Executive Officer (CEO) and Chief Financial Officer (CFO)**			
3(3)(a)	The MD or CEO and CFO shall certify to the Board that they have reviewed financial statements for the year and that to the best of their knowledge and belief:			
3(3)(a)(i)	these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading; and	√		
3(3)(a)(ii)	these statements together present a true and fair view of the company's affairs and are in compliance with existing accounting standards and applicable laws;	√		
3(3)(b)	The MD or CEO and CFO shall also certify that there are, to the best of knowledge and belief, no transactions entered into by the company during the year which are fraudulent, illegal or in violation of the code of conduct for the company's Board or its members;	√		
3(3)(c)	The certification of the MD or CEO and CFO shall be disclosed in the Annual Report.	√		
4	**Board of Directors' Committee: -**			

Condition	Title	Compliance Status		Remarks (If
	For ensuring good governance in the company, the Board shall have at least following sub-committees:			
4(i)	Audit Committee; and	√		
4(ii)	Nomination and Remuneration Committee.	√		
5	**Audit Committee. -**			
5(1)	**Responsibility to the Board of Directors.**			
5(1)(a)	The company shall have an Audit Committee as a sub-committee of the Board;	√		
5(1)(b)	The Audit Committee shall assist the Board in ensuring that the financial statements reflect true and fair view of the state of affairs of the company and in ensuring a good monitoring system within the business;	√		
5(1)(c)	The Audit Committee shall be responsible to the Board; the duties of the Audit Committee shall be clearly set forth in writing.	√		
5(2)	**Constitution of the Audit Committee**			
5(2)(a)	The Audit Committee shall be composed of at least 3 (three) members;	√		
5(2)(b)	The Board shall appoint members of the Audit Committee who shall be non-executive directors of the company excepting 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 1 (one) month from the date of vacancy in the Committee to ensure continuity of the performance of work of the Audit Committee;	√		
5(2)(e)	The company secretary shall act as the secretary of the Committee;	√		
5(2)(f)	The quorum of the Audit Committee meeting shall not constitute without at least 1 (one) independent director.	√		
5(3)	**Chairperson of 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 event occurred
5(3)(c)	Chairperson of the Audit Committee shall remain present in the Annual General Meeting (AGM): Provided that in absence of Chairperson of the Audit Committee, any other member from the Audit Committee shall be selected to be present in the annual general meeting (AGM) and reason for absence of the Chairperson of the Audit Committee shall be recorded in the minutes of the AGM.	√		
5(4)	**Meeting of the Audit Committee**			
5(4)(a)	The Audit Committee shall conduct at least its four meetings in a financial year: Provided that any emergency meeting in addition to regular meeting may be convened at the request of any one of the members of the Committee;	√		
5(4)(b)	The quorum of the meeting of the Audit Committee shall be constituted in presence of either two members or two-third of the members of the Audit Committee, whichever is higher, where presence of an independent director is a must.	√		
5(5)	**Role of Audit Committee**			

Condition	Title	Compliance Status		Remarks (If
	The Audit Committee shall: -			
5(5)(a)	Oversee the financial reporting process;	√		
5(5)(b)	monitor choice of accounting policies and principles;	√		
5(5)(c)	monitor Internal Audit and Compliance process to ensure that it is adequately resourced, including approval of the Internal Audit and Compliance Plan and review of the Internal Audit and Compliance Report;	√		
5(5)(d)	oversee hiring and performance of external auditors;	√		
5(5)(e)	hold meeting with the external or statutory auditors for review of the annual financial statements before submission to the Board for approval or adoption;	√		
5(5)(f)	review along with the management, the annual financial statements before submission to the Board for approval;	√		
5(5)(g)	review along with the management, the quarterly and half yearly financial statements before submission to the Board for approval;	√		
5(5)(h)	review the adequacy of internal audit function;	√		
5(5)(i)	review the Management's Discussion and Analysis before disclosing in the Annual Report;	√		
5(5)(j)	review statement of all related party transactions submitted by the management;	√		
5(5)(k)	review Management Letters or Letter of Internal Control weakness issued by statutory auditors;	√		
5(5)(l)	oversee the determination of audit fees based on scope and magnitude, level of expertise deployed and time required for effective audit and evaluate the performance of external auditors; 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: Provided that the management shall disclose to the Audit Committee about the uses or applications of the proceeds by major category (capital expenditure, sales and marketing expenses, working capital, etc.), on a quarterly basis, as a part of their quarterly declaration of financial results: Provided further that on an annual basis, the company shall prepare a statement of the proceeds utilized for the purposes other than those stated in the offer document or prospectus for publication in the Annual Report along with the comments of the Audit Committee.	-		N/A
5(6)	**Reporting of the Audit Committee**	-		
5(6)(a)	**Reporting to the Board of Directors**			
5(6)(a)(i)	The Audit Committee shall report on its activities to the Board.	√		
5(6)(a)(ii)	**The Audit Committee shall immediately report to the Board on the following findings, if any: -**			
5(6)(a)(ii)(a)	report on conflicts of interests;	-		No such event occurred
5(6)(a)(ii)(b)	suspected or presumed fraud or irregularity or material defect identified in the internal audit and compliance process or in the financial statements;	-		No such event occurred
5(6)(a)(ii)(c)	suspected infringement of laws, regulatory compliances including securities related laws, rules and regulations; and	-		No such event occurred
5(6)(a)(ii) (d)	any other matter which the Audit Committee deems necessary shall be disclosed to the Board immediately;	-		No such event occurred
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	-		N/A

Condition	Title	Compliance Status		Remarks (If
	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.			
5(7)	**Reporting to the Shareholders and General Investors** Report on activities carried out by the Audit Committee, including any report made to the Board under condition No. 5(6)(a)(ii) above during the year, shall be signed by the Chairperson of the Audit Committee and disclosed in the annual report of the issuer company.	√		
6	**Nomination and Remuneration Committee (NRC). -**			
6(1)	**Responsibility to the Board of Directors**			
6(1)(a)	The company shall have a Nomination and Remuneration Committee (NRC) as a sub-committee of the Board;	√		
6(1)(b)	The NRC shall assist the Board in formulation of the nomination criteria or policy for determining qualifications, positive attributes, experiences and independence of directors and top-level executive as well as a policy for formal process of considering remuneration of directors, top level executive;			As per Govt. rules
6(1)(c)	The Terms of Reference (ToR) of the NRC shall be clearly set forth in writing covering the areas stated at the condition No. 6(5)(b).	√		
6(2)	**Constitution of the NRC**			
6(2)(a)	The Committee shall comprise of at least three members including an independent director;	√		
6(2)(b)	All members of the Committee shall be non-executive directors;	√		
6(2)(c)	Members of the Committee shall be nominated and appointed by the Board;	√		
6(2)(d)	The Board shall have authority to remove and appoint any member of the Committee;	√		
6(2)(e)	In case of death, resignation, disqualification, or removal of any member of the Committee or in any other cases of vacancies, the board shall fill the vacancy within 180 (one hundred eighty) days of occurring such vacancy in the Committee;	-		No such event occurred
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;	√		
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.	-		Will be attending in upcoming AGM
6(4)	**Meeting of the NRC**			
6(4)(a)	The NRC shall conduct at least one meeting in a financial year;	√		

Condition	Title	Compliance Status		Remarks (If
6(4)(b)	The Chairperson of the NRC may convene any emergency meeting upon request by any member of the NRC;	-		No such event occurred
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:		√	The company follows govt. & BSFIC rules & regulations
6(5)(b)(i)(a)	the level and composition of remuneration is reasonable and sufficient to attract, retain and motivate suitable directors to run the company successfully;	√		
6(5)(b)(i)(b)	the relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and	√		
6(5)(b)(i)(c)	remuneration to directors, top level executive involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the company and its goals;	√		
6(5)(b)(ii)	devising a policy on Board's diversity taking into consideration age, gender, experience, ethnicity, educational background and nationality;	√		
6(5)(b)(iii)	identifying persons who are qualified to become directors and who may be appointed in top level executive position in accordance with the criteria laid down, and recommend their appointment and removal to the Board;	√		
6(5)(b)(iv)	formulating the criteria for evaluation of performance of independent directors and the Board;	√	-	
6(5)(b)(v)	identifying the company's needs for employees at different levels and determine their selection, transfer or replacement and promotion criteria; 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.	√		
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: Provided that spouse, son, daughter, father, mother, brother,	√		

Condition	Title	Compliance Status		Remarks (If
	sister, son-in-law and daughter-in-law shall be considered as family members.			
7(3)	Representative of external or statutory auditors shall remain present in the Shareholders' Meeting (Annual General Meeting or Extraordinary General Meeting) to answer the queries of the shareholders.	√		
8	**Maintaining a website by the Company. -**			
8(1)	The company shall have an official website linked with the website of the stock exchange.	√		
8(2)	The company shall keep the website functional from the date of listing.	√		
8(3)	The company shall make available the detailed disclosures on its website as required under the listing regulations of the concerned stock exchange(s).	√		
9	**Reporting and Compliance of 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.	√		Required Certificate has been obtained from **Samsuddin & Associates**, Cost and Management Accountants for the year ended 30th June 2025.
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 (AGM).	√		
9(3)	The directors of the company shall state, in accordance with the Annexure-C attached, in the directors' report whether the company has complied with these conditions or not.	√		

INDEPENDENT AUDITOR'S REPORT
TO THE SHAREHOLDERS OF
ZEAL BANGLA SUGAR MILLS LIMITED
REPORT ON THE AUDIT OF THE FINANCIAL STATEMENTS

QUALIFIED OPINION

We have audited the accompanying financial statements of Zeal Bangla Sugar Mills Limited (the Company), which comprise the statement of financial position as at 30 June 2025, and statement of Profit or Loss and other comprehensive income, statement of changes in equity and statement of cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies.
In our opinion, except for the effects of the matters described in the Basis for Qualified Opinion section of our report, the accompanying financial statements present fairly, in all material respects, the financial position of Zeal Bangla Sugar Mills Limited as at 30 June 2025, and of its financial performance and its cash flows for the year then ended in accordance with International Financial Reporting Standards (IFRSS), the Companies Act 1994, the Securities and Exchange Rules 2020 and other applicable laws and regulations.

BASIS FOR QUALIFIED OPINION

1. The Company has been incurring losses for a prolonged period, resulting in an accumulated loss of BDT (7,039,539,882) as at 30 June 2025. Along with that, its total liabilities exceeded its total assets by BDT (6,833,999,185), indicating a severe capital deficiency and financial distress. As disclosed in Notes 17, 18, and 24 of the financial statements, the Company continues to carry significant long-outstanding loan balances, including Bank Loan (Agriculture), Long-Term Loan (Secured), and Short-Term Loan, amounting in total 467.93 crores of taka. It has been observed that no principal or interest payments have been made against these loans for a prolonged period, and the Company has defaulted on multiple loan repayments during the fiscal years 2007, 2018, 2019, and 2020. Furthermore, as per Note 18, the Company has reported various loans such as SM & RFS (Seed Multiplication & Research Farm Scheme), ADP Loan for BMRE and Mill Extension, and Golden Handshake Loan (Government), for which adequate supporting documentation was not made available to us during the course of our audit. Due to the absence of sufficient and appropriate audit evidence, we were unable to verify the completeness and accuracy of these loan balances. These circumstances, together with the continuing operating losses, accumulated deficit, and prolonged default in loan repayments, indicate the existence of material uncertainty that may cast significant doubt on the Company's ability to continue as a going concern without continued financial support from the Government.

2. We were unable to obtain sufficient appropriate audit evidence regarding the property, plant and equipment presented under Note 4 of the financial statements. The Company did not provide a proper fixed asset register, asset tagging, or relevant valuation documents. Consequently, we were also unable to perform physical verification of the assets. This is a departure from IAS 16 – Property, Plant and Equipment, which requires proper documentation and control over fixed assets for reliable measurement and disclosure. Therefore, we could not verify the existence, valuation, or completeness of the fixed assets reported in Note 4.

3. As per Note #7.00 and Annexure-G, ZBSM's advances to cane growers amount to BDT 85,445,033, with BDT 24,412,929 carried forward long-time. These relate to operating advances rather than financial assets. We were unable to obtain detailed loan schedules. Consequently, significant uncertainty exists over the realization of these balances, and we cannot fully confirm their accuracy in the financial statements.

4. As disclosed in Note 10, the current account with BSFIC enterprises shows a total receivable balance of BDT 18,218,676. Out of this, we were unable to obtain supporting documentation for BDT 6,120,410 related to Renewick Jagswer & Co. and Kusita Sugar Mills Ltd. Furthermore, third-party confirmation requests were sent to all parties reflected in the financial statements, but only two confirmations have been received yet. Consequently, we were unable to verify the existence and accuracy of the said balances.

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

EMPHASIS OF MATTERS

We draw the attention to the following matters:

a. Note No. 8.00 Advance Income Tax Tk. 6,478,320.00

Advance Income Tax, amounting to Tk. 6,478,320.00 has been accumulated from the financial year 1991-1992 to 1993-1994 & 2024-2025 out of which Taka 2,219,614.00 from the financial year 1991-1992 is remain unadjusted till 30 June 2025.

b. Note No. 14.00 Equity Fund Tk. 90,725,636.00

Equity Fund Tk. 90,725,636.00 is shown in the statement of Financial Position as on 30th June 2025. We are only provided Ledger accounts balance but did not provide supporting evidence for payments.

c. Note No. 19.03 Creditors for other Finance

i) Provident Fund

Particulars	Amount in BDT
Provident Fund (Permanent)	29,825,180
Provident Fund (Seasonal)	11,957,564
Provident Fund (Head Office)	670,754
Provident Fund (Other Mills)	641,341

Our Observation is as follows:

i) The above amounts are carried for forward since long to the Zeal Bangla Sugar Mills Limited Employees Provident Fund.

d. Note No. 23.00 provision for doubtful advances Tk. 783,879.00

It is disclosed that a provision for doubtful advances amounting to Tk. 783,879.00 has been carried forward since 1993-1994. According to IFRS 09, there is a requirement to measure and recognize lifetime Expected Credit Loss (ECL) for financial assets exhibiting significantly increased credit loss.

e. Confirmation Letter sent but not received:

This confirmation is requested in accordance with ISA 505 – External Confirmations, which requires auditors to obtain direct written verification from third parties regarding the accuracy and existence of balances or transactions in the Company's financial statements.

- **Trade and Other Receivables (Note -06)**
  - i. BSFIC
  - ii. Bangladesh Army
- **Current Account with BSIFC Enterprises Receivables (Note-10)**
  - i. Renwick Jagswer & Co.
  - ii. Kushtia Sugar Mills Ltd
  - iii. Carew & Company Ltd
  - iv. Setabgonj Sugar Mills Limited
  - v. Pabna Sugar Mills Ltd
- **Long Term Loan (Secured) (Note-18)**
  - i. Sonali Bank Cash Credit A/C no-213 loan amount Tk. 150,494,185.65

- **Current Account with BSIFC Enterprises Payables (Note-21)**
  i. Joypurhat Sugar Mills Ltd
  ii. Panchagar Sugar Mills Ltd
  iii. Rangpur Sugar Mills Ltd
  iv. Thakurgoan Sugar Mills Ltd
  v. Natore Sugar Mills Ltd
  vi. Mobarakgonj Sugar Mills Ltd

Our opinion is not modified in respect of these above matters.

Key Audit Matters

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

Risk	Our response to the risk
1. Property, Plant and Equipment – Valuation and Existence (Note 4)	
The Company has significant balances of Property, Plant and Equipment. However, we were unable to obtain sufficient appropriate audit evidence regarding the existence, valuation and completeness of these assets. The Company did not provide a proper fixed asset register, asset tagging, or relevant valuation documents. Consequently, we were also unable to perform physical verification of the assets.	➢ We requested but were not provided with a proper fixed asset register, asset tagging or relevant valuation documents. ➢ Physical verification of the assets could not be performed due to the lack of supporting documentation and controls. ➢ We were unable to verify the mathematical accuracy of depreciation calculations, useful lives, and residual values for most of the assets; however, depreciation on additions made during the year was found to be calculated mathematically. ➢ Consequently, we could not obtain assurance over the existence, valuation, or completeness of the PPE reported in Note 4.
2. Inventories – Valuation and Non-compliance with IAS 2 (Note 5)	
The Company's inventories of molasses, sugar, and work in process are valued based on press tender rates and government orders, which is a departure from the requirement of IAS 2 Inventories to measure them at the lower of cost and net realizable value. This non-compliant valuation method involves significant judgment and has a material effect on the carrying value of inventories and the cost of goods sold.	➢ We evaluated the Company's inventory valuation methodology and identified the departure from IAS 2. ➢ We assessed the financial impact of this departure on the financial statements. ➢ We ensured that the non-compliance with IAS 2 was adequately disclosed in the financial statements as per the requirements of IAS 1. ➢ We performed procedures to test the mathematical accuracy of the inventory valuation calculations based on the stated method.
3. Trade Receivables – Recoverability and Confirmation (Note 6)	
The Company has significant trade receivables. The assessment of their recoverability and the associated expected credit loss (ECL) is a key audit matter. This risk is heightened as external confirmation requests sent to major debtors, including BSFIC and Bangladesh Army, were not returned.	➢ We performed analytical procedures, including aging analysis, on the trade receivables balance. ➢ We inspected subsequent cash receipts to assess collection history for a sample of receivables. ➢ External confirmation requests were sent to

	major debtors; however, no responses were received. ➢ We were unable to obtain sufficient appropriate alternative audit evidence to validate the existence, accuracy, and recoverability of these significant balances, nor the adequacy of the ECL provision.
4. Loans and Advances to Cane Growers – Verification of Current Year Additions (Note 7)	
The Company's loans and advances to cane growers include a total balance of BDT 8,54,45,033 as at 30 June 2025. This comprises: BDT 2,44,12,929 - Long-outstanding balance (pre-2011) BDT 6,10,32,104 - Current year additions While we obtained and verified the grower-wise schedule for the long-outstanding balance of BDT 2,44,12,929, we were unable to obtain the detailed grower-wise schedule for the current year additions of BDT 6,10,32,104. This limitation prevents us from verifying the existence, accuracy, proper authorization, and classification of these significant current year advances, and from assessing whether they meet the recognition criteria as recoverable assets.	➢ We obtained and verified the complete grower-wise schedule for the long-outstanding balance of BDT 2,44,12,929, confirming its composition and aging. ➢ We requested but were not provided with the detailed grower-wise schedule for current year additions of BDT 6,10,32,104. ➢ We performed alternative procedures including reviewing general ledger entries and bank payment records, but these were insufficient to verify individual loan components. ➢ We were unable to confirm whether these current year advances were properly authorized, actually disbursed to genuine cane growers, and appropriately classified as current assets. ➢ The lack of detailed schedule prevented us from assessing the recoverability and proper cut-off of these significant current year additions.
5. Related Party Receivables – Existence and Accuracy (Note 10)	
The current account with BSFIC enterprises shows a total receivable balance of BDT 1,82,18,676. We were unable to obtain supporting documentation for BDT 61,20,410 of this balance. Furthermore, third-party confirmation requests sent to the relevant enterprises were not returned.	➢ We requested supporting documentation for the entire balance; however, documents for BDT 61,20,410 related to specific enterprises were not provided. ➢ External confirmation requests were sent to all parties reflected in Note 10, but responses were received from only two parties ➢ We were unable to perform satisfactory alternative audit procedures to validate the existence and accuracy of these receivables. ➢ Therefore, we were unable to obtain sufficient audit evidence for a significant portion of this related party balance.
6. Bank Loans – Completeness, Accuracy and Disclosure (Note 17)	
The Company has significant agricultural bank loans. It has been observed that no principal or interest payments have been made for a prolonged period, and the Company has a history of defaults. This raises concerns about the completeness, accuracy, and disclosure of these liabilities and their terms.	➢ We obtained and read available loan agreements to understand the terms and conditions. ➢ We recalculated interest expense for a sample of loans based on the available terms. ➢ We noted the disclosures regarding the default history and lack of recent repayments. ➢ We also obtained direct confirmations from

	all relevant banks for the loan balances disclosed in Note 17. ➢ However, despite obtaining confirmations, the prolonged non-payment and recurring defaults limited our ability to verify the reasonableness of accrued interest and assess the Company's compliance with the original loan terms.
7. Long-Term Borrowings – Verification of Supporting Documentation (Note 18)	
The Company has reported various long-term loans, including SM & RFS, ADP Loan, and Golden Handshake Loan. For these specific borrowings, adequate supporting documentation was not made available to us during the audit.	➢ We requested loan agreements, bank statements, and relevant correspondence for all loans disclosed under Note 18. ➢ Supporting documentation was obtained only for Sonali Bank Cash Credit A/C 213 (Block) and additions during the year under Operating Loan (Received from Government). ➢ However, we did not receive any third-party confirmations directly from the respective lenders. ➢ Consequently, we were unable to verify the completeness, accuracy, and validity of the remaining loan balances reported in Note 18.
8. Related Party Payables (Current Account with BSFIC) – Confirmation and Completeness (Note 20)	
The Company has a significant payable balance to its related party, Bangladesh Sugar and Food Industries Corporation (BSFIC), as disclosed in Note 20.	➢ We obtained and reviewed the supporting records to understand the nature of the transactions with BSFIC. ➢ We also obtained the ledger, reconciliation statement, and third-party confirmation from BSFIC. ➢ Based on the documentation and confirmation received, we were able to verify the accuracy and completeness of the payable balance reported in Note 20.
9. Employee Benefit Provisions – Adequacy and Actuarial Assumptions (Note 22)	
The provision for leave pays and gratuity is material. Its calculation is complex and involves significant actuarial assumptions, such as discount rates and future salary increases. Small changes in these assumptions can have a material effect on the provision.	➢ We obtained the employee-wise schedule for leave pay and gratuity from management. ➢ We checked the accuracy and consistency of the schedule with the figures disclosed in the financial statements. ➢ We found the schedule to be properly prepared and the related provision to be appropriately presented as per the financial statements.
10. Revenue Recognition – Cut-off and Accuracy (Note 25)	
Revenue from sugar and molasses sales is material to the financial statements. There is a risk that revenue is not recorded in the correct accounting period (cut-off) or at the correct amount, given the various sales channels and pricing mechanisms.	➢ We tested the operating effectiveness of controls over the revenue recognition process, including sales invoicing and recording. ➢ We performed substantive testing by selecting a sample of sales transactions before and after the year-end and verifying them to supporting documentation, such as

	sales invoices and delivery notes. ➢ We performed analytical procedures on sales trends by volume and value, investigating any significant or unexpected fluctuations. ➢ We tested the mathematical accuracy of a sample of sales invoices.
11. Cost of Goods Sold – Accuracy and Allocation (Note 26)	
The cost of goods sold is a significant expense. Its calculation is complex, involving the valuation of inventory and the allocation of direct and indirect production costs. The use of a non-IAS 2 compliant method for inventory valuation further increases this risk.	➢ We evaluated the Company's cost accounting system and the methods used to allocate overhead costs to production. ➢ We tested the cost accumulation for a sample of production batches by tracing costs to supporting documentation. ➢ We reperformed calculations for overhead allocation rates for a sample of periods. ➢ We analytically reviewed the components of cost of goods sold and investigated significant or unexpected variances from expectations.
12. Interest Expense – Completeness and Accuracy (Note 29)	
The Company has significant borrowings with complex terms. There is a risk that interest expense is not completely or accurately recorded, especially given the history of non-payment and the potential for penalty interest or restructuring.	➢ We recalculated interest expense for a sample of loans based on the principal amount, interest rate, and period stipulated in the loan agreements. ➢ We tested the accrual for interest payable at the year-end by verifying the calculation and supporting schedules. ➢ We performed analytical procedures, comparing the average debt balance and the effective interest rate to the total interest expense recorded. ➢ We verified the authorization and reviewed the accounting treatment for any capitalized interest.

Other Information

Management is responsible for the other information. The other information comprises all of the information other than the financial statements and our auditor's report thereon.

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

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

When we read the annual report, if we conclude that there is a material misstatement therein, we are required to communicate the matter to the board of directors of the Company.

Other Matters

The financial statements of the company for the year ended 30 June 2024 were audited by Shafiq Basak & Co. Chartered Accountants who expressed a qualified opinion on those statements.

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

Management is responsible for the preparation and fair presentation of the financial statements in accordance with IFRSS, the Companies Act 1994, the Securities and Exchange Rules 2020 and other applicable laws and regulations and for such internal control as management determines is necessary to

enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.
In preparing the financial statements, management is responsible for assessing the Zeal Bangla Sugar Mills Limited 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 WATA Chemicals Limited 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 reason- ably 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 through- out 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 but not for the purpose expressing an opinion on the effectiveness of the company's internal control.

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

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

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

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditors' report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a 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 2020 and other applicable laws and regulations, we also report the following:

a) we have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit and made due verification thereof except those mentioned in basis for adverse opinion para;
b) in our opinion, proper books of accounts as required by law have been kept by the company so far as it appeared from our examination of these books except those mentioned in basis for adverse opinion para;
c) the statements of financial position and statements of profit or loss and other comprehensive income dealt with by the report are in agreement with the books of accounts and returns except those mentioned in basis for adverse opinion para; and
d) The expenditure incurred and payments made were for the purposes of the company's business.

Dated, Dhaka
22 OCT 2025

Khan Wahab Shafique Rahman & Co.
Chartered Accountants
Signed by: Md. Abu Sina FCA
Senior Partner
Enrolment No: 619
Firm Registration No: 11970 E.P.
DVC: 2510220619AS572800

ZEAL BANGLA SUGAR MILLS LIMITED

Statement of Financial Position

As at 30 June 2025

PARTICULARS	Notes	Amount in BDT	
		June 30,2025	**June 30,2024**
ASSETS:			
Non-Current Assets		**155,271,644**	**147,245,048**
Property, Plant & Equipment	4.00	155,271,644	147,245,048
Current Assets		**865,397,697**	**515,694,104**
Inventories	5.00	681,984,666	319,054,503
Trade & Other Receiveables	6.00	15,755,717	899,237
Loans & Advances	7.00	87,973,737	89,073,937
Advance Income Tax	8.00	6,478,320	6,159,881
Advance Deposits & pre-payment	9.00	856,311	856,311
Current Account with BSFIC Enterprises	10.00	18,218,676	12,556,039
Cash & Cash Equivalents	11.00	54,130,270	87,094,196
Total Assets		**1,020,669,341**	**662,939,152**
EQUITY & LIABILITIES:			
Shareholder's Equity :		**(6,835,157,581)**	**(6,380,366,668)**
Share Capital	12.00	60,000,000	60,000,000
Capital Reserve	13.00	1,815,056	1,815,056
Equity Fund	14.00	90,725,636	90,725,636
Grants (Phase - I & II)	15.00	53,000,005	34,600,005
Retained Earnings	16.00	(7,040,698,278)	(6,567,507,365)
Non-current Liabilities		**4,633,214,809**	**3,906,188,944**
Bank loan (Agriculture)	17.00	2,779,834,424	2,539,156,644
Long Term Loan (Secured)	18.00	1,839,954,954	1,353,261,753
Deferred Tax Liability Annexure - I		13,425,431	13,770,547
Current Liabilities		**3,222,612,113**	**3,137,116,876**
Creditors	19.00	253,826,688	233,321,130
Current Account with BSFIC	20.00	2,440,527,139	2,392,840,428
Current Account with BSFIC Enterprises (Payable)	21.00	12,975,330	23,171,001
Provision for Leave Pay & Gratuity	22.00	454,944,981	427,446,342
Provision for Doubtful Advances	23.00	783,879	783,879
Short Term Loan	24.00	59,554,097	59,554,097
Total Liabilities		**7,855,826,922**	**7,043,305,820**
Total Shareholder's Equity & Liabilities:		**1,020,669,341**	**662,939,152**
Net Asset Value (NAV) Per Share		**(1,139.19)**	**(1,063.39)**

The annexed notes form an integral part of these financial statements

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

Subject to our separate report of even date.

Dated, Dhaka
22 OCT 2025

Khan Wahab Shafique Rahman & Co.
Chartered Accountants
Signed by: Md. Abu Sina FCA
Senior Partner
Enrolement No.: 619
Firm's Registration No.: 11970 E.P.
DVC: 2510220619AS572800

ZEAL BANGLA SUGAR MILLS LIMITED

Statement of Profit or Loss and Other Comprehensive Income

For the year ended 30 June 2025

PARTICULARS	Notes	Amount in BDT	
		June 30, 2025	**June 30, 2024**
Sales	25.00	289,598,399	243,106,470
Less: Cost of Goods Sold	26.00	(367,264,810)	(355,386,608)
Gross Profit / Loss for the Year		**(77,666,411)**	**(112,280,138)**
Less: Operating Expenses			
Salaries and Allowances (Adm) Annexure-B		67,251,483	69,580,103
Administrative Expenses	27.00	11,242,645	10,427,312
Selling and Distribution Expenses	28.00	2,063,690	988,041
Audit Fees		200,000	150,000
Interest on Loan	29.00	323,030,675	260,852,961
Depreciation Annexure-C		604,261	533,488
		404,392,754	**342,531,905**
Operating Profit / Loss for the Year		**(482,059,165)**	**(454,812,043)**
Add : Income from Experimental Farm		2,254,883	2,519,451
Add : Miscellaneous Income	30.00	12,479,466	9,948,719
Less : Worker's Profit Participation Fund		-	-
Profit Before Tax		**(467,324,816)**	**(442,343,873)**
Less:Current Tax	31.00	6,211,213	4,263,977
Less: Deffered Tax Expense/(Income) Annexure-I		(345,116)	(288,085)
Net profit/Loss for the Year		**(473,190,913)**	**(446,319,766)**
Other comprehensive income			-
Total comprehensive income for the year		**(473,190,913)**	**(446,319,766)**
Earnings Per Share (EPS)		**(78.87)**	**(74.39)**

The annexed notes form an integral part of these financial statements

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

Subject to our separate report of even date.

Dated, Dhaka
22 OCT 2025

Khan Wahab Shafique Rahman & Co.
Chartered Accountants
Signed by: Md. Abu Sina FCA
Senior Partner
Enrolement No.: 619
Firm's Registration No.: 11970 E.P.
DVC: 2510220619AS572800

ZEAL BANGLA SUGAR MILLS LTD

Statement of Changes in Equity

For the year ended 30 June 2025

Pariculars	Paid up Capital Taka	Capital Reserve Taka	Equity Fund Taka	Grants Taka	Accumulated Losses Taka
Balance as on 1st July 2024	60,000,000	1,815,056	90,725,636	34,600,005	(6,567,507,365)
Net profit/loss for the year	-	-	-		(473,190,913)
Addition during the year				18,400,000	
Balance as on 30 June 2025	**60,000,000**	**1,815,056**	**90,725,636**	**53,000,005**	**(7,040,698,278)**

Statement of Changes in Equity

For the year ended 30 June 2024

Pariculars	Paid up Capital Taka	Capital Reserve Taka	Equity Fund Taka	Grants Taka	Accumulated Losses Taka
Balance as on 1st July 2023	60,000,000	1,815,056	90,725,636	16,200,005	**(6,121,187,599)**
Net profit/loss for the year	-	-	-	-	(446,319,766)
Government Grants received during the year				18,400,000	
Balance as on 30 June 2024	**60,000,000**	**1,815,056**	**90,725,636**	**34,600,005**	**(6,567,507,365)**

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

ZEAL BANGLA SUGER MILLS LIMITED

Statement of Cash Flows

For the year ended 30 June 2025

PARTICULARS	Amount in BDT	
	June 30, 2025	**June 30, 2024**
A. Cash Flows From Operating Activities:		
Cash received from customers and others	274,741,919	243,205,308
Cash paid to suppliers and other exp.	(1,090,443,735)	(620,145,864)
Cash paid for Bank Interest	-	-
Income tax paid	-	-
Net Cash (Used In)/Generated By Operating Activities	**(815,701,816)**	**(376,940,556)**
B. Cash Flows From Investing Activities		
Loan to cane growers, net	8,540,582	(21,725,755)
Acquisition of Fixed Assets	(19,260,384)	(16,344,177)
Net Cash (Used In)/Generated By Investing Activities	**(10,719,802)**	**(38,069,932)**
C. Cash Flows From Financing Activities		
Long Term Loan Net	727,370,981	507,765,368
Short Term Loan		-
Grant received	18,400,000	18,400,000
Current Account with BSFIC, net	47,686,711	(110,035,097)
Net Cash (Used In)/Generated By Financing Activities	**793,457,692**	**416,130,271**
D. Increase/(Decrease) In Cash And Cash Equivalents (A+B+C)	(32,963,926)	**1,119,783**
Opening Cash and Cash Equivalents	87,094,196	85,974,413
Exchange Gain or Loss		-
Closing Cash & Cash Equivalents	**54,130,270**	**87,094,196**
Net Operating Cash Flow Per Share (NOCFPS)	**(135.95)**	**(62.82)**

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

1.00 LEGAL STATUS AND ACTIVITIES OF THE COMPANY

2.00 Domicile, Legal Form and Country of incorporation:

Zeal Bangla Sugar Mills Ltd. Was incorporated on May 16, with RJSC Reg. Number C1913 in the year 1963 as a public Limited company Act 1913. The Company is Listed with the Dhaka Stock Exchange (DSC)

3.00 Nature of the Business Activities:

The main activities of the company during the year under audit were to produce sugar from sugarcane and molasses as by-product. Both sugar and molasses were sold out in the local market to growers, employees, Ministry of defense and others.

i) Address of Registered Office and Mills:

The registered office of the Company and the mill is located at Dewanganj, Jamalpur.

ii) Number of Employees:

The total number of employees at the end of the year is 858. Details are as under:

Particulars	Number of Employees
Permanent	309
Seasonal	317
Master role	232
Total	**858**

3.01 Statement of compliance

The financial statements of the company have been prepared in accordance with International Accounting Standards (IAS) and International Financial Reporting Standrads (IFRS) as issued by the International Accounting Standards Board (IASB) and Adopted by Financial Reporting Council.The compliance status of these ISA's and IFRS's are as follows.

IAS /IFRS	Name of the Standard	Compliance
IAS 1	Presentation of Financial Statements	Complied
IAS 2	Inventories	Complied
IAS 7	Statements of Cash Flows	Complied
IAS 8	Accounting Policies, Chamges in Accounting Estimates and Errors	Complied
IAS 10	Events After the Reporting Period	Complied
IAS 12	Income Taxes	Complied
IAS 16	Property, Plant and Equipments	Complied
IAS 19	Employee Benefits	Complied
IAS 20	Accounitng for Government Grants and Disclosure of Government Assistance	Complied
IAS 21	The Effects of Changes in Foreign Exchange Rates	Not Applicable
IAS 23	Borrowing Costs	Complied
IAS 24	Related Party Disclosure	Complied
IAS 26	Accounitng and Reporting by Retirement Benefit Plans	Complied
IAS 27	Separate Financial Statements	Not Applicable
IAS 28	Investment in Associates and Joint ventures	Not Applicable
IAS 29	Financial Reporting in Hyperinflationary Economics	Not Applicable
IAS 32	Financial Instruments: Disclosure and Presentation	Not Applicable
IAS 33	Earnings Per Share	Complied
IAS 34	Interim Financial Reporting	Not Applicable
IAS 36	Impirament of Assets	Complied
IAS 37	Provisions, Contingent Liabilities and Contingent Assets	Not Applicable
IAS 38	Intangible Assets	Complied
IAS 39	Financial Instruments: Recognition and Measurement	Not Applicable
IAS 40	Investment Property	Not Applicable
IAS 41	Agriculture	Not Applicable
IFRS 1	First time adoption of International Financial Reporting Standards	Not Applicable
IFRS 2	Share Based Payment	Not Applicable
IFRS 3	Business Combinations	Not Applicable
IFRS 4	Insurance Contracts	Not Applicable
IFRS 5	Non-Current Assets Held for Sale and Discontinued Operations	Not Applicable
IFRS 6	Explanation for and Evaluation of Mineral Resources	Not Applicable
IFRS 7	Financial Instruments: Disclosures	Complied
IFRS 8	Operating Segments	Not Applicable
IFRS 9	Financial Instruments	Complied
IFRS 10	Consolidated Financial Satements	Not Applicable

IFRS 11	Joint Arrangements	Not Applicable
IFRS 12	Disclosure of Interests in Others Entites	Complied
IFRS 13	Fair value Measurement	Complied
IFRS 14	Regulatory Deferral Accounts	Not Applicable
IFRS 15	DVC: 2510220619AS572800	Complied
IFRS 16	Leases	Not Applicable

Compliance with other regulatory requirements

The Company complied with the requirements of following laws and regulations from various government bodies:
a) The Companies Act, 1994;
b) The Income Tax and amendment thereon;
c) The Income Tax Law, 2023;
d) The Value Added Tax and Supplementary Duty Act 2012:
e) The Value Added Tax and Supplementary Duty Rule 2016:
f) The Stamp Act, 1899:
g) The Bangladesh Labor Act, 2006 and amended in 2015. The Bangladesh Labor Rules, 2010:
h) The Bangladesh Securities and Exchange Ordinance, 1969;
i) The Bangladesh Securities and Exchange Rules, 1987;
j) Listing Regulations of Dhaka and Chittagong Stock Exchanges;
k) The Income Tax Act, 2023.

3.02 SPECIFIC ACCOUNTING POLICIES-DISCLOSURE UNDER IAS-1 " PRESENTATION OF FINANCIAL

3.03 Basis of Measurement used in preparing the financial Ptinciple:

The element of financial statements have been measured on "Historical Cost" convention and on accrual basis in accordence the company Act. 1994, the securities And exchange rules 1987, listing regulation of DSE and International Accounting Standards(IAS) and International Financial Reporting Standard (IFRS) and BSEC guidelines.

3.04 Recognition of property, Plant and equipment and Depreciation-IAS-16

Property, Plant and Equipment are stated at their cost less accumulated depreciation in accordence with IAS-16 "Property, Plant and Equipment ". Cost of acquisition or construction and capitalization as per requirements of companies Act. 1994. Expenditure for repaires and maintenance are recognized as expenses; major , replacements, renewals and betterments are capitalized.

3.05 Cash and cash Equivalents

Cash and cash equivalents include cash in hand, balance and deposits with financial institutions that are readily convertible into known amounts of cash and which are subject to an insignificant risk of changes in value.

3.06 Depreciation:

No depreciation is charged on Land and Land development. Depreciation is commenced when the asset is in the location and condition necessary for it to be capable of operating in the manner intended. Property plant and equipment of the company are depreciated using reducing balance method. Depreciation is expressed in terms of percentage of cost of the related assets. The depreciation rates per annum applicable to different categories of property. plant and equipment are as follows:

Asset category **Rate of depreciation**	**Rate of depreciation**
1. Building on Freehold Land	5%
2. 1 No. Steel Tank (BMRE)	3%
3. Plant & Machinery	10%
4. Office Equipment and Electrical Installation	10%
5. Vehicles & Transport	5%
6. Furniture, Fixture & Office Equipment	10%
7. Sundry Assets	10%

3.07 Inventories -IAS-2:

Inventories comprise raw materials, work in process, finished goods, packing materials, stores and spares. Molasses and goods in transit, The valuation of stores & spares has been made at Weighted average cost price. Store in transit has been valued at actual price. The value of work in process has been calculated at 100% of raw material. The valuation of finished sugar has been made by the price of Govt. order no 36.04.0000.036.99.002.18 (part 1)/ 107, dated 12.10.2023 and molasses has been made by the latest press tender reference no ZBSM/commercial/sales-5/2025/1794, dated 29.04.2025.

3.08 Trade Debtors:

These are are carried at original invoice amount. This is considered good and collectible.

3.09 Creditors and Accrued Expenses:

Liabilities are recognized for amounts to be paid in the future for goods and services received, whether or not billed by the supplier.

3.1 Taxation:

Income Tax

Tax provision has been made during the period on the basis of Turnover as per Section 163 Para 5 of Income Tax Law, 2023 since the company sustained loss.

Deferred Tax

The company has recognized deferred tax using balance sheet method in compliance with the provisions of IAS 12: Income Taxes. The company's policy of recognition of deferred tax assets labilities is based on temporary differences (taxable or deductible) between the carrying amount Book value) of assets and liabilities for financial reporting purpose and its tax base, and accordingly, deferred tax income/expenses has been considered to determine net profit after tax. A deferred tax asset is recognized to the extent that it is probable that future taxable profit will be available, against which temporary differences can be utilized. Deferred tax assets are reviewed at cach reporting date and reduced to the extent that it is no longer probable that the related tax benefit will be realized.

3.11 Borrowing Cost:

Borrowing costs as charged as expenses under the head interest on loan (IAS-23)

3.12 Revenue Recognition:

Sales are recognized when products are deliverd. Sales comprise sales of suger and molasses and sales are shown in the financial statements of the company after excluding VAT and other duty (IFRS-15)

3.13 Cash Flow Statement:

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

3.14 Accounting of Sugar Cane Wastage:

Sales proceeds of Bagasse's and Mud are included in the miscellanious income.

3.15 ADDITIONAL INFORMATION OF FINANCIAL STATEMENTS:

3.15.1 Responsibilities for preparation and presentation of Financial Statements:

The Management is responsible for the preparation and presentation of Financial Statements under Section 183 of the Companies Act. 1994 and as per the provisions of "The Framework for the preparation of Financial Statements" issued by the International Accounting Standards(IAS).

3.15.2 Components of Financial Statements:

According to the International Accounting Standard (IAS 1) " Presentatation of Financial Statements" the complete set of Financial Statements included the following components:

i) Statements of Financial Position as at June 30, 2025.
ii) Statements of Profit and Loss and comprehensive Income for the period ended June 30, 2025.
iii) Statements of Changes in Equity for the period ended June 30, 2025.
iv) Statement of Cash Flows for the period ended June 30, 2025.
v) Accounting policies and Explanatory notes as at and for the year ended 30 June 2025

3.16 Reporting Period:

Financial Statements of the company covers one Financial year from 01.07.2024 to 30.06.2025.

3.17 Reporting Currency and Level of precision:

The figure in the financial Statements represent Bangladesh Currency TAKA (BDT.) which have been rounded off the nearest taka except where indicates otherwise.

3.18 Comparative Information:

Previous year's figure has been rearranged in line with current year's figures to make financial data comparative for fair presentation of Financial Statements.

3.19 Contingent Liabilities:

All known liabilities as of balance sheet date have been provided for and included in the financial statements. There are no contingent liabilities of Zeal Bangla Sugar Mills Ltd.

3.20 Post Balance Sheet:

Events:

There were no material events occuring after the balance sheet date.

Events after the reporting period

Events after the reporting period that provide additional information about the Company's position at the reporting date or those that indicate the going concern assumption is not appropriate are reflected in the financial statements. Amounts recognized in the financial statements are adjusted for events after the reporting period that provide evidence of conditions that existed at the end of the reporting period. No adjustment is given in the financial statements for events after the reporting period that are indicative of conditions that arose after the reporting period. Material non-adjusting events are disclosed in the financial statements.

Sl. No	Particulars		Amount in BDT	
			June 30, 2025	June 30, 2024
4.00	**Property, Plant & Equipment**			
	A. Cost/revaluation			
	Opening balance		381,980,092	365,635,915
	Addition during the year		19,260,384	16,344,177
	Disposal/adjustment during the year		-	-
	Total		**401,240,476**	**381,980,092**
	B. Accumulated Depreciation			
	Opening balance		234,735,044	224,817,005
	Depreciation for the year		11,233,788	9,918,039
	Disposal/adjustment during the year		-	-
	Total		**245,968,832**	**234,735,044**
	Net book value (A-B)		**155,271,644**	**147,245,048**
5.00	**Inventories**			
	Stock of Spares		72,689,100	64,254,416
	Stores in Transit		3,947,037	15,969,932
	Fertilizer and Insecticides		13,377,354	19,864,607
			90,013,491	**100,088,955**
	Finised Goods:			
	Sugar 3738.68M.Ton @ tk125,000 &3.64 M			
			469,465,870	135,727,500
	Ton @1,40,000 7.049M.Ton @230,000			
	Molasses 3861.94M Ton@TK 31510		121,689,729	82,449,128
			591,155,599	**218,176,628**
	Work in Process		815,576	788,920
	Total		**681,984,666**	**319,054,503**

The valuation of finished sugar has been made by the price of Govt. order no: 36.04.0000.036.99.002.18 (part 1)/ 107, dated 12.10.2023 and molasses has been made by the latest press tender reference no: ZBSM/commercial/sales-5/2025/1794, dated 29.04.2025.

6.00	**Trade and Other Receiveables**			
	Trade Debtors	6.01	15,633,980	777,500
	Sundry Debtors, Douthful of Recovery	6.02	121,737	121,737
	Total		**15,755,717**	**899,237**
6.01	**Trade Debtors**			
	Sugar:			
	Bsfic		41,980	777,500
	Ration shop		75,000	-
	Bangladesh army		15,517,000	-
			15,633,980	**777,500**
6.02	**Sundry Debtors Doubtful of Recovery**			
	1. Mr. Shah Alam, Ex-CDA		61,231	61,231
	2. Mr. Jamat Ali, Ex-CDA		60,506	60,506
			121,737	**121,737**
7.00	**Loans & Advance**			
	Advance against Motor-cycle & Bi-cycle		450,812	263,300
	Advance against Salary		955,063	953,418
	Advance against Expenses		836,143	347,401
	Cane Grower's Loan (Annexure-G)		85,445,033	87,498,362
	Advance against TA/DA		5,736	9,964
	Advance to cane account		280,950	1,492
	Advance to cane department		-	-
	Total		**87,973,737**	**89,073,937**
8.00	**Advance Income Tax**			

Sl. No	Particulars	Amount in BDT	
		June 30, 2025	June 30, 2024
	Financial Year :		
	1991-1992	440,882	440,882
	1993-1994	1,778,732	1,944,224
	1994-1995	-	774,975
	2023-2024	-	2,999,800
	2024-2025	4,258,706	-
	Total	**6,478,320**	**6,159,881**

Tax Deducted at source from the sales of sugar supplied to Ministry of Defense of GOB 1% on total sales bill.

9.00	**Advance Deposits & pre-payment**		
	National Board of Revenue	677,811	677,811
	Bangladesh Power Development Board	140,500	140,500
	Bangladesh Oxygen Limited	37,000	37,000
	Central Excise Land Custom	1,000	1,000
	Total	**856,311**	**856,311**
	Grand Total	**856,311**	**856,311**

i. Deposits with national board of revenue Tk. 677,811.00 represents the payment against the capacity taxation for the period from 1966-67 to 1969-70. The management is trying to realize the amount form NBR or to adjust the same with liability of pre-liberation excise duty of Tk. 606,680.83 and distribution cost, etc.
ii. The amount Tk.140,500 represents the security money paid to power development board for installation of electricity supply to the project from Dewangonj bazzer
iii. Deposit with Bangladesh Oxygen Limited amount Tk. 37,000 was paid to Bangladesh Oxygen Limited as security.

10.00	**Current account with BSFIC Ent.(Receivable)**		
	Name of Enterprise		
	Renwick Jagswer & Co.	4,994,217	4,947,784
	Mobarakgonj Sugar Mills Ltd	-	8,964
	Kushtia Sugar Mills Ltd	1,126,193	1,126,193
	Carew & Company Ltd	167,245	
	Setabgonj Sugar Mills Limited,	6,171,363	6,171,363
	Faridpur Sugar Mills Ltd	24,847	24,847
	Shympur Sugar Mills Ltd	5,220,912	276,888
	Pabna Sugar Mills Ltd	513,899	-
	Total	**18,218,676**	**12,556,039**
11.00	**Cash & Cash Equivalents**		
	Cash in Hand	4	16
	Cash at Banks	54,130,266	87,094,180
	Total	**54,130,270**	**87,094,196**
11.01	**Cash at Banks**		
	STD A/C # 1, Sonali Bank , D.S. Mills Branch	1,580,382	1,781,274
	Sales Collection A/C # P-2/5 with Sonali Bank, D.S. Mills Branch	26,935,597	27,136,287
	Janata Bank, Dilkusha, Dhaka A/C # 513	664,128	645,005
	Sonali Bank, Shilpa Bhaban Branch , Dhaka A/C # 662	1,475	1,475
	Sonali Bank, Shilpa Bhaban Branch , Dhaka A/C # 338	1,766,712	10,996,679
	Rupali bank ,Melandah Branch,Jamalpur	22,082,890	26,203,925
	Zbsm Revolving Fund	1,099,082	20,329,535
	Total	**54,130,266**	**87,094,180**
12.00	**Share Capital**	**60,000,000**	**60,000,000**
12.01	**Authorized Capital:**		
	50,000,000 Ordinary Share of TK 10 each	500,000,000	500,000,000

Sl. No	Particulars		Amount in BDT	
			June 30, 2025	June 30, 2024
12.02	**Issued, Subscribed & Paid Up Capital:**			
	Name of Subscriber			
	BSFIC 3,060,000 shares		30,600,000	30,600,000
	General Public 2,940,000 shares		29,400,000	29,400,000
			60,000,000	**60,000,000**

Classification of shares by number of shares held

Level of Share Holding	Number of Shareholders	Number of Shares	Total holding (%)
Less than 500 shares	4707	441,019	7.35
501 to 5,000 shares	477	762,325	12.71
5,001 to 10,000 shares	32	243,183	4.05
10,001 to 20,000 shares	21	336,853	5.61
20,001 to 30,000 shares	6	153,147	2.55
30,001 to 40,000 shares	4	134,254	2.24
40,001 to 50,000 shares	2	92,143	1.54
50,001 to 100,000 shares	1	75,970	1.27
100,001 to 1,000,000 shares	2	701,106	11.69
Over 1,000,000 shares	1	3,060,000	51.00
Total	**5253**	**6,000,000**	**100**

13.00	**Capital Reserve**			
	Balance as on 1st July 2024		1,815,056	1,815,056
	Add : Addition during the Year		-	-
			1,815,056	1,815,056
	Less : Adjustment made during the Year		-	-
	Balance as on 30 June 2025		**1,815,056**	**1,815,056**
14.00	**Equity Fund**			
	Received from Government for SM & RFS	14.01	2,070,996	2,070,996
	Quasi Equity		88,207,140	88,207,140
	Integrated Cane Development Program		447,500	447,500
			90,725,636	**90,725,636**

14.01 Quasi-Equity Loan (Interest Free)

The above amount represents the net valuation gain made by the company through calculating net worth by a professional firm M/S Basu Banarjee & Co Chartered Accountants on 24th March 1988

Summary of calculation is given below :

Calculation of revalued net worth :	Original Cost	Revalued Value
Total Assets	171,716,682	290,864,262
Less : Total Liabilities	144,672,950	142,657,522
Net Worth	**27,043,732**	**148,206,740**

The above net worth constituted as follows :

Share Capital	60,000,000
Quasi- Equity Loan (Revaluation Surplus)	88,207,140
	148,207,140

It is noted that the net valuation gain has been account under the head of Quasi - Equity Loan (Interest Free)

15.00 Grants

The above amount was received from Government for Intensive

	53,000,005	34,600,005
	53,000,005	34,600,005
Balance as on 30th June 2025	**53,000,005**	**34,600,005**

16.00 Retained Earnings

Sl. No	Particulars		Amount in BDT	
			June 30, 2025	June 30, 2024
	Opening Balance		(6,567,507,365)	(6,121,187,599)
	Total comprehensive income for the year		(473,190,913)	(446,319,766)
	Total		**(7,040,698,278)**	**(6,567,507,365)**
17.00	**Bank Loan (Agriculture)**			
	Sonali Bank, D.S.Mills Branch, Agricultural Loan A/.C#		388,212,558	372,067,338
	Sonali Bank, D.S.Mills Branch, Agricultural Loan A/.C#		512,981,787	483,898,039
	Sonali Bank, D.S. Mills Branch , Agricultural Loan A/C #		570,131,962	510,812,908
	Sonali Bank, D.S. Mills Branch , Agricultural Loan A/C #		651,941,539	584,117,083
	Sonali Bank, D.S. Mills Branch , Agricultural Loan A/C #		656,566,578	588,261,276
	Total		**2,779,834,424**	**2,539,156,644**
18.00	**Long Term Loan (Secured)**			
	SM & RFS (Seed Multiplication & Research Farm Scheme)		566,470	566,470
	Sonali Bank Cash Credit A/C . 213 (Block)		150,494,185	150,494,185
	ADP loan for BMRE (Balancing , Modernization, Replacement) and Extension of Mills		7,563,610	7,203,438
	Golden Handshake loan received from Bangladesh Govt.		33,524,627	31,627,007
	Operating loan (Received From Govt)		1,647,806,062	1,163,370,653
	Total		**1,839,954,954**	**1,353,261,753**
18.01	**Sonali Bank Cash Credit A/c No-213**			
	Balance as on 1st July 2024		150,494,185	150,494,185
	Add. Loan received from Bank		-	-
	Add: Interest Charged during the year			
			150,494,185	150,494,185
	Less : Repayment made during the year		-	-
	Balance as on 30 June 2025		**150,494,185**	**150,494,185**
18.02	**ADP loan for BMRE (Balancing , Modernization, Replacement) and Extension of Mills**			
	Balance as on 1st July 2024		7,203,438	6,860,418
	Add: Interest Charged during the year		360,172	343,020
			7,563,610	7,203,438
	Less : Repayment made during the year		-	-
	Balance as on 30 June 2025		**7,563,610**	**7,203,438**
18.03	**Golden Handshake loan received from Bangladesh Govt.**			
	Balance as on 1st July 2024		31,627,007	29,836,799
	Add: Interest Charged during the year		1,897,620	1,790,208
			33,524,627	31,627,007
	Less : Repayment made during the year		-	-
	Balance as on 30 June 2025		**33,524,627**	**31,627,007**
	This account has been introduce from 2005-2006			
18.04	**Operating Loan (Received From Govt)**			
	Balance as on 1st July 2024		1,163,370,653	854,313,153
	Add: Addition during the year		426,266,876	266,341,842
	Add: Interest Charged during the year		58,168,533	42,715,658
			1,647,806,062	1,163,370,653
	Less : Repayment made during the year		-	-
	Balance as on 30 June 2025		**1,647,806,062**	**1,163,370,653**
19.00	**Creditors**			
	Creditos for Good Supplied	19.01	40,077,240	38,982,799

Sl. No	Particulars		Amount in BDT	
			June 30, 2025	June 30, 2024
	Creditors for Expenses	19.02	24,090,221	22,087,733
	Creditors for other finance	19.03	189,659,227	172,250,598
	Total		**253,826,688**	**233,321,130**

19.01 Creditors for Goods Supplied

Suppliers Current A/C	39,649,940	38,982,799
received for molasses	424,800	
received for sugar sales	2,500	
Total	**40,077,240**	**38,982,799**

19.02 Creditors for Expenses

Provision for Tax	19.02.01	23,809,969	21,862,733
Audit fees		280,252	225,000
Total:		**24,090,221**	**22,087,733**

19.02.01 Provision for Tax

Opening balance	21,862,733	17,598,756
Add: during the year	6,211,213	4,263,977
Less: adjustment	4,263,977	
Total	**23,809,969**	**21,862,733**

19.03 Creditors for other finance:Tk.

Sundry Creditors		4,482,318	3,922,629
Unpaid cane price		1,384,066	913,227
Welfare fund		413,140	(368,660)
Supplier VAT		552,847	57,823
Staff Security		2,123,033	23,033
Security deposit (contructors Suppliers Dealer)		5,719,240	4,977,660
Provident Fund (Permanent)		29,825,180	33,245,799
Provident Fund (Seasonal)		11,957,564	11,590,818
Provident Fund (Head Offce)		670,754	2,455,233
Provident Fund (Other Mills)		641,341	868,468
Education Cess		894,794	489,353
Suppliers Income Tax		361,216	83,168
Sugar Sales Income Tax		-	-
Salary Income Tax		204,823	221,351
Revenue Stamp		86,212	106,582
Interest Payable	19.03.01	120,213,890	98,287,320
Salary Payable		9,515,704	9,486,307
Provision for Doubtful Debts		121,737	121,737
Source VAT(15%Molasses)		267,314	
Source Tax(10%Molasses)			
STP Subsidy A/C			5,768,750
VAT(15%Molasses)		68884	
Sugar Sales Income Tax		155170	
Total		**189,659,227**	**172,250,598**

Provision for Doubtful Debts Tk.121,737 was made from agriculture loan which is distributed to cane growers by two Ex-CDA of the mill for long year ago. After that the amount was not recovered fully from cane growers and also the said outstanding loan remained unrecovered. Eventually the loan amount was treated as Provision for Doubtful Debts.

19.03.01 Interest Payable:Tk.

Agril Credit A/C- 673000010	8,047,610	14,408,390
Agril Credit A/C- 673000011	14,516,874	18,732,126
Agril Credit A/C-673000012	29,634,526	19,772,741
Agril Credit A/C-462000006	33,887,229	22,606,918

Sl. No	Particulars		Amount in BDT	
			June 30, 2025	June 30, 2024
	Agril Credit A/C-462000007		34,127,651	22,767,145
	Total		**120,213,890**	**98,287,320**
20.00	**Current Account With BSFIC**			
	Balance as on 1st July 2024		2,392,840,429	2,502,875,525
	Add. Addition during the year		539,112,481	340,911,752
			2,931,952,910	2,843,787,277
	Less: Adjustment during the year		491,425,771	450,946,849
	Balance as on 30 June 2025		**2,440,527,139**	**2,392,840,428**
21.00	**Current account with BSFIC Enterprise (Payable)**			
	Name of Enterprises:			
	Joypurhat Sugar Mills Ltd		6,299,227	6,256,167
	Panchagar Sugar Mills Ltd		828,736	802,489
	Rangpur Sugar Mills Ltd		812,039	3,353,228
	Pabna Sugar Mills Ltd			689,287
	Thakurgoan Sugar Mills Ltd		371,372	234,492
	Natore Sugar Mills Ltd		374,453	842,083
	North Bengal Sugar Mills Ltd.		2,398,906	2,103,623
	Shampur Sugar Mills Ltd			
	Carew & Company Ltd			7,151,192
	Rajshahi Sugar Mills Ltd		1,738,440	1,738,440
	Mobarakgonj Sugar Mills Ltd		152,157	
	Total		**12,975,330**	**23,171,001**
22.00	**Provision of Leave Pay of Gratuity:Tk.**			
	Balance as on 1st July 2024		427,446,342	235,484,404
	Add. Provision for the year @ 30% of Basic Pay		100,800,653	233,743,179
			528,246,995	469,227,583
	Less: Payment/Adjustment made during the year		73,302,014	41,781,241
	Balance as on 30 June 2025		**454,944,981**	**427,446,342**
23.00	**Provision for Doubtful Advances**		783,879	783,879
	This amount has been carrying from 1993-1994. It includes Tk. 210,002.00 for 1993-1994 & Tk. 573,877.00 for 2007-2008.			
24.00	**Short Term Loan**			
	Cash Credit-246		59,554,097	59,554,097
			59,554,097	**59,554,097**
	Balance as on 1st July 2024		59,554,097	59,554,097
	Add: Loan Received from Bank		-	-
	Add:Interest and Charges during the year		-	-
			59,554,097	59,554,097
	Less: Repayment made during the year		-	-
	Balance as on 30 June 2025		**59,554,097**	**59,554,097**
25.00	**Sales**			
	Quantity in Metric Ton			
	1. Sugar 1929.90		244,417,650	210,885,410
	2.Molasses 1418.81	25.01	45,180,749	32,221,060
	Total		**289,598,399**	**243,106,470**
25.01	**Molasses**			
	Gross Sales		56,240,523	38,811,733
	Less : Vat @ 15% & VDS @15%		11,059,774	6,590,673
			11,059,774	6,590,673
	Total		**45,180,749**	**32,221,060**

Sl. No	Particulars		Amount in BDT	
			June 30, 2025	June 30, 2024
26.00	**Cost of Goods Sold**			
	Stock as on 1st July 2024			
	Sugar 1065.58M.Ton @ tk 1,25,000 &11.00 M.Ton@2,30,000		135,727,500	3,241,800
	Molasses 1832.04 M.ton @ tk 45004		82,449,128	34,506,050
			218,176,628	37,747,850
	Add: Cost of Production	26.01	740,243,781	535,815,386
			958,420,409	**573,563,236**
	Less : Stock as on 30 June'2025			
	Sugar 3738.68M.Ton @ tk125,000 &			
	3.64M.Ton @1,40,000&7.049@2,30,000		469,465,870	135,727,500
	Molasses 3861.94M Ton@TK 31510		121,689,729	82,449,128
			591,155,599	218,176,628
			367,264,810	**355,386,608**
26.01	**Cost of Production**			
	Opening Work in Process		788,920	603,395
	Add. Purchase of Sugarcane		435,430,997	248,156,008
	Other Direct Expenses:			
	Procurement Expenses	26.01.01	7,616,610	5,391,889
	Production store and Packing Materials	26.01.02	10,492,843	8,284,168
	Factory Salaries and Wages (Annexure-B)	26.01.03	226,371,190	219,019,726
	Factory Repairs and Maintenance	26.01.04	27,635,734	26,601,931
	Insurance		280,404	468,224
	Fuel and Power	26.01.05	18,861,638	15,739,505
	Depreciation (Annexure-c)	26.01.06	10,428,682	9,207,231
	Other Factory Overhead	26.01.07	3,152,339	3,132,229
			304,839,440	287,844,903
	Less: Closing work in process (Annexure -D)		815,576	788,920
	Total		**740,243,781**	**535,815,386**
26.01.01	**Procurement Expenses**			
	Loading and Unloading		6,613,695	4,575,121
	Other Indirect Materials		420,532	431,646
	Bonus for Cane Hauling		582,383	385,122
	Total		**7,616,610**	**5,391,889**
26.01.02	**Production store and Packing Materials**			
	Packing Materials		3,640,413	2,084,675
	Lime		2,325,963	1,484,917
	Sulfer		2,153,846	1,990,789
	Other Chemicals		2,372,621	2,723,787
	Total		**10,492,843**	**8,284,168**
26.01.03	**Salaries and Wages (Annexure-B)**			
	Cane Procurement		18,219,426	29,324,862
	Transport		27,140,265	24,303,034
	Mechanical		55,631,209	47,200,197
	Chemical		30,609,950	23,410,183
	Steam Genration		13,342,347	11,570,801
	Power		8,034,415	8,328,401
	Electrical Maintaince		20,617,459	13,009,290
	Civil		4,209,161	6,593,521
	Cane Development		48,566,958	55,279,437
	Total		**226,371,190**	**219,019,726**

Sl. No	Particulars	Amount in BDT	
		June 30, 2025	June 30, 2024
26.01.04	**Repairs and Maintenance**		
	Cane Procurement	772,033	808,241
	Transport	5,529,238	5,581,343
	Mechanical	11,859,322	11,986,772
	Chemical	447,806	455,312
	Steam Generation	3,971,705	2,992,225
	Power	463,120	650,137
	Electrical Maintenance	1,933,732	1,457,208
	Civil	2,639,756	2,631,653
	Cane Development	19,022	39,040
	Total	**27,635,734**	**26,601,931**
26.01.05	**Fuel and Power**		
	Transport	9,573,115	7,007,256
	Mechanical	3,544,700	2,597,064
	Chemical		1,330
	Steam Generation	853,520	1,156,247
	Power	1,424,264	1,598,684
	Electrical Maintenance	3,144,899	3,150,819
	Cane Development	321,140	228,105
	Total	**18,861,638**	**15,739,505**
26.01.06	**Depreciation: (Annexure-C)**		
	Cane Procurement	624,153	551,050
	Transport	729,235	643,825
	Mechanical	3,874,488	3,420,690
	Chemical	1,781,591	1,572,922
	Steam Generation	995,254	878,686
	Power	1,026,938	906,660
	Electrical Maintenance	1,083,780	956,844
	Cane Development	313,243	276,554
	Total	**10,428,682**	**9,207,231**
26.01.07	**Other Factory Overhead**		
	Other Indirect Materials	117,157	203,553
	Rent, Rate and Taxes	640,570	668,638
	Cane Development Expenses	1,578,615	1,539,058
	Traveling Expenses	632,608	530,453
	Inaugural , Ceremonial and Entertainment	183,389	190,527
	Total	**3,152,339**	**3,132,229**
27.00	**Administrative Expenses**		
	Staff and Labor Welfare	1,180,099	1,038,334
	Training Expenses	188,145	142,303
	Repairs and Maintenance	518,059	579,330
	Other Indirect Materials	326,733	265,099
	Rent, Rate and Taxes	1,551,845	1,443,387
	Travelling and Conveyance	798,979	392,026
	Postage and Telegram	179,969	140,330
	Inaugural, Ceremonial and Entertainment	285,632	348,240
	Advertising and Publicity	1,651,219	1,404,930
	Bank Charges	45,121	123,894
	Insurance	3,053,084	3,234,198
	Legal Expenses	349,156	182,326
	AGM, Borad Meeting Expenses	521,820	504,450
	Miscellaneous Expenses	124,047	241,868
	Guest House Exp.	468,737	386,597
	Total	**11,242,645**	**10,427,312**

Sl. No	Particulars	Amount in BDT	
		June 30, 2025	June 30, 2024
28.00	**Selling and Distribution Expenses**		
	Stocking and Loading	1,850,393	799,363
	Depreciation	200,845	177,320
	Advertising and Publicity	12,452	11,358
	Total	**2,063,690**	**988,041**
29.00	**Interest on Loan**		
	Sonali Bank, Shilpo Bhaban Branch , Motijheel, Dhaka		
	Cash Credit A/C 213,246	-	
	Interest on ADP Loan	360,172	343,020
	Golden Handshake Laon	1,897,620	1,790,208
	Agril Credit A/C- 673000010	9,784,440	30,358,373
	Agril Credit A/C- 673000011	24,868,496	39,468,695
	Agril Credit A/C-673000012	69,180,839	41,661,323
	Agril Credit A/C-462000006	79,104,767	47,633,069
	Agril Credit A/C-462000007	79,665,808	47,970,676
	Interest on BSFIC Loan		8,911,939
	Interest on Operating loan	58,168,533	42,715,658
	Total	**323,030,675**	**260,852,961**
30.00	**Miscellaneous Income**		
	House Rent Deduction from Salary	9,740	31,569
	Rent from Market	599,530	322,300
	Sale of Bagasses and Press Mud	3,339,332	776,776
	Forfeiture of Security Money	169,517	290,764
	Transport hire charge	29,140	6,000
	Sundries Income	125,324	595,367
	Discount received	154,415	25,220
	Interest Income from Cane Growers Loan	7,174,457	7,398,593
	Sales of Scrap	716,533	502,130
	Interesat received	161,478	
	Total	**12,479,466**	**9,948,719**
31.00	**Provision for Tax**		
	Sugar Sales	244,417,650	210,885,410
	Molasses Sales (Net Value)	45,180,749	32,221,060
		289,598,399	243,106,470
		1.00%	0.60%
	Tax on Gross Receipts	**2,895,984**	**1,458,639**
	Tax on other Income	3,315,229	2,805,338
	Total	**6,211,213**	**4,263,977**
32.00	**Calculation of Net Asset Value Per Share (NAV)**		
	Net Asset	(6,835,157,581)	(6,380,366,668)
	Weighted average number of share outstanding	6,000,000	6,000,000
		(1,139.19)	**(1,063.39)**
33.00	**Earnings per share**	**(78.87)**	**(74.39)**
	Basic earnings per share		
	Profit attributable to ordinary shareholder	(473,190,913)	(446,319,766)
	Weighted average number of share outstanding	6,000,000	6,000,000
	EPS	**(78.87)**	**(74.39)**

Sl. No	Particulars	Amount in BDT	
		June 30, 2025	June 30, 2024
34.00	**Reconcilation of Net Operating Cash Flow Under Indirect Method:**		
	Cash Flow From Operating Activities		
	Operating Profit / Loss	(473,190,913)	(442,343,873)
	Depreciation Expenses	11,233,789	9,918,039
	Adjustment to Reconcile net income		
	to net cash provided by operating activities:		
	Increase/Decrease in Trade and Other Receiveables	(14,856,480)	98,838
	Increase/Decrease in Inventories	(369,417,416)	(189,472,035)
	Increase/Decrease in Loans & Advances	(953,129)	310,942
	Increase/Decrease in Advance Income Tax	(318,439)	(2,999,800)
	Increase/Decrease in Current Accounts		
	with BSFIC Enterprises	(5,662,637)	12,668,264
	Increase/Decrease in Creditors	20,505,557	38,221,341
	Increase/Decrease in Provision for leave & gratuity	27,498,639	191,961,938
	Increase/Decrease in Current Accounts		
	with BSFIC Enterprises (Payable)	(10,195,671)	4,695,790
	Deferred Tax Liability	(345,116)	
		(815,701,816)	**(376,940,556)**

		30-Jun-25	30-Jun-24	Remarks
35.00	**Key Ratios**			
	1. Debt-Equity Ratio	(1.10)	(1.08)	Unsatifactory
	2. Current Ratio	0.16	0.10	Unsatifactory
	3. Quick Ratio	0.06	0.06	Unsatifactory
	4. Asset Turnover Ratio	0.37	0.76	Unsatifactory
	5. Inventory Turnover Ratio	1.56	3.39	Unsatifactory
	7. Sales to Working Capital Ratio	(0.09)	(0.13)	Unsatifactory
	8. Working Capital	(2621422772)	(2694554151)	Unsatifactory
	9. Earning Per Share	(78.87)	(74.43)	Unsatifactory
	10. NOCFS	(135.95)	(62.82)	Unsatifactory
	11. Net Assets Value per share (NAVPS)	(1139.19)	(1063.39)	Unsatifactory

Significant Deviation:

1. Earnings Per Share (EPS) has negatively increased due to: Net loss i.e. cost of production increased than that of previous year
2. Net Operating Cash Flow Per Share (NOCFPS) has negatively increased due to increased of cash paid to supplier and other expenses than that of previous year.
3. Net Assets Value Per Share (NAVPS) has negatively increased due to total liability increased than that of previous year.

Attendance at Board Meeting during the year 2024-25

Composition	Position	No.of Board Meeting held during the year	No.of Board Meeting attendance
Dr. Lipika Bhadra (Grade-01)	Chairman	4	4
Mr. A.T. M. Kamrul Islam Tang	Director	4	3
Md. Moniruzzaman Miah	Director	4	1
Eng. Ataur Rahman Khan (Grade-02)	Director	4	1
Jiban Nahar	Director	4	4
Mohammad Mosaruf Hossain	Director	4	4
Md. Abul Kalam Azad	Director	4	3
Dr.Abdul Alim Khan	Director	4	2
Mohammad Sayeed -Ur Rahamn	Director	4	1
Md .Monirul Islam, FCMA	Independent Director	4	4
Dr. Feroz Iqbal Faruque FCS	Independent Director	4	4

ZEAL BANGLA SUGAR MILLS LTD

Related party Disclosure

For the year ended 30 June 2025

Name Related Party	Nature of Relationship	Opening Balance		Transaction during the year		Balance	
		Dr.	**Cr.**	**Dr.**	**Cr.**	**Dr.**	**Cr.**
Joypurhat Sugar Mills Ltd	Inter Transaction		6,256,167		43,060	-	6,299,227
Setabgonj Sugar Mills Limited	Inter Transaction	6,171,363				6,171,363	
Carew & Company Ltd	Inter Transaction		7,151,192	22,491,003	15,172,566	167,245	
Panchagar Sugar Mills Ltd	Inter Transaction		802,489		26,247		828,736
Faridpur Sugar Mills Ltd	Inter Transaction	24,847				24,847	
Rangpur Sugar Mills Ltd	Inter Transaction		3,353,228	2,605,785	64,596		812,039
Rajshahi Sugar Mills Ltd	Inter Transaction		1,738,440				1,738,440
Pabna Sugar Mills Ltd	Inter Transaction		689,287	1,231,636	28,450	513,899	
Thakurgoan Sugar Mills Ltd	Inter Transaction		234,492	29,340	166,220		371,372
Renwick Jagswer & Co.	Inter Transaction	4,947,784		5,845,678	5,799,245	4,994,217	
Kushtia Sugar Mills Ltd	Inter Transaction	1,126,193				1,126,193	
Natore Sugar Mills Ltd	Inter Transaction		842,083	662,580	194,950		374,453
North Bengal Sugar Mills Ltd.	Inter Transaction		2,103,624		295,283		2,398,907
Mobarakgonj Sugar Mills Ltd	Inter Transaction	8,964			161,121		152,157
Shympur Sugar Mills Ltd	Inter Transaction	276,888		5,025,260	81,236	5,220,912	
Bangladesh Sugar & food Industries Corporation	Inter Transaction		2,392,840,428	491,425,771	539,112,481		2,440,527,138
Total		**12,556,039**	**2,416,011,430**	**529,317,053**	**561,145,455**	**18,218,676**	**2,453,502,469**

Key Management Personnel Compensation

Name	**Designation**	**Basic Salary (Annual)**	**House Rent (Annual)**	**Education Allowance (Annual)**	**Medical Allowance (Annual)**	**Grows Salary Amount (Annual)**
Md.Rabbik Hasan	Managing Director	171,672		1,200	3,600	176,472
Md.Mosaruf hossain	Managing Director	714,240		4,800	14,400	733,440
Sharif Mohammad Ziaul Haque	Chief Financial officer	821,520		12,000	18,000	851,520
		1,707,432	**-**	**18,000**	**36,000**	**1,761,432**

ZEAL BANGLA SUGAR MILLS LIMITED
Schedule of Property, Plant and Equipment
As at and for the year ended 30 June 2025

Annexure-A
Amount in BDT

Category of assets	Cost or revaluation				Rate (%)	Depreciation				Net Book Value as at 30 June 2025
	Balance as at 1 July 2024	Addition	Disposal/ Adjustment	Balance as at 30 June 2025		Balance as at 1 July 2024	Charged during the year	Adjustment during the year	Balance as at 30 June 2025	
Cost										
Tangible Assets			-							
Freehold Land	14,107,800		-	14,107,800					-	14,107,800
Building on Freehold Land	48,947,011	1,446,864	-	50,393,875	2.5%-5%	37,680,537	565,495		38,246,032	12,147,843
1 No. Steel Tank (BMRE)	3,420,000		-	3,420,000	3%	1,720,366	42,490		1,762,856	1,657,144
Plant & Machinery	186,071,834	4,227,126		190,298,960	10%	120,782,069	6,689,856		127,471,925	62,827,036
Office Equipment and Electrical Installation	22,648,264	13,586,394	-	36,234,658	10%	13,128,952	1,436,205		14,565,157	21,669,501
Vehicles & Transport	89,007,878		-	89,007,878	5%	50,193,140	1,940,736		52,133,876	36,874,002
Furniture , Fixture & Office Equipment	3,329,090		-	3,329,090	10%	3,091,597	23,749		3,115,346	213,744
Sundry Assets	8,127,922			8,127,922	10%	3,732,669	439,525		4,172,194	3,955,728
As at 30 June 2025	**375,659,799**	**19,260,384**	-	**394,920,183**		**230,329,330**	**11,138,056**	-	**241,467,386**	**153,452,797**
Other Tangible Assets										
Seed Multiplication & Research Farm Scheme	2,483,814			2,483,814	5%	850,173	81,687		931,860	1,810,128
Integrated Cane Development Program (ICDP)	132,000			132,000	5%	45,182	4,340		49,522	96,197
ICDS- Phase -I (Buildings)	646,875			646,875	5%	455,539	9,567		465,106	212,006
ICDS- Phase -II (Buildings)	3,053,380			3,053,380	5%	3,053,375			3,053,375	5
As at 30 June 2025	**6,316,069**			**6,316,069**		**4,404,269**	**95,594**		**4,499,863**	**1,816,206**
Cattle Grand Plant				-					-	-
As at 30 June 2025	**4,224**			**4,224**	**5%**	**1,445**	**138**		**1,583**	**2,641**
				-					-	-
Grand Total As at 30 June 2025	**381,980,092**	**19,260,384**	-	**401,240,476**	**0**	**234,735,044**	**11,233,788**	-	**245,968,832**	**155,271,644**

ZEAL BANGLA SUGAR MILLS LTD
Schedule of Salary & Wages

For the year ended 30 June 2025

Annexure-B

Allocation	Note	30-Jun-25	30-Jun-24
Manufacturing (Cost of Goods Sold)	26.01.03	226,371,190	219,019,726
Administrative	P/L A/C	67,251,483	69,580,103
Total		**293,622,673**	**288,599,829**

Schedule Of Depreciation

For the year ended 30 June 2025

Annexure-C

Allocation	Note	30-Jun-25	30-Jun-24
Manufacturing (Cost of Goods Sold)	26.01.06	10,428,682	9,207,231
Administrative	P/L A/C	604,261	533,488
Selling and Distribution	1.34	200,845	177,320
Total		**11,233,788**	**9,918,039**

Working In Process

For the year ended 30 June 2025

Annexure-D

Particulars	Quantity/ Value
1. Cane Crushed (M.T)	72,069.00
2. Sugar Production (M.T)	4,599.00
3. Working In Process (M.T)	8.67
4. Recovery (%)	6.38
6. Cane under process (M.T)	136
7. Cost of Cane under the process (Tk.)	807,160.00
8.Cost of chemical under process (TK)	8,416.00
8. Total work In Process Valueation (Tk.)	815,576.00

Schedule of Sugar Sales

For the year ended 30 June 2025

Annexure-E

Particulars	Quantity/ M.T	Value
1. Police	1311.60	**163,950,000**
2. Ration	30.50	**4,107,500**
3. Free Sale	95.60	**12,388,730**
4. H O	134.00	**17,682,400**
5. Defence	292.00	**38,014,020**
6.Growers	66.20	**8,275,000**
Total :	**1929.90**	**244,417,650**

ZEAL BANGLA SUGAR MILLS LTD

Schedule of Molasses Sales

For the year ended 30 June 2025

Annexure-F

Steel Tank	**1418.81(M.T)**

Net Value	**56,240,523.00**
VAT 30.00%	**11,059,774.00**
Total Taka	**45,180,749.00**

Cane Growers Loan

For the Year ended 30 June 2025

Annexure-G

Particulars	Parincipal	Interest	Total Loan	Recovery during the year 2024-25	Balance as on 30-06-205
Upto 2022-23	24,456,947		24,456,947	44,018	24,412,929
2023-24	55,788,863	7,252,552	63,041,415	63,041,415	0
2024-25	53,891,483	7,140,621	61,032,104		61,032,104
					85,445,033

Schedule of stock of Spares

For the Year ended 30 June 2025

Annexure-H

Code No	Particulars	June 30 2024	June 30 2023
1	Construction materials	845,829	762,343
2	Iron, steel and Non-Ferus	2,852,960	3,172,435
3	Pipe, tubes and fitting	4,160,336	3,411,720
4	Refactories	2,713,522	4,296,572
5	Fuel, Oil and Lubricant	3,338,809	3,502,866
6	Production Materials	2,419,054	3,819,721
7	Paints and Vernishes	71,049	101,881
8	General Hardware	843,189	830,798
9	Loose tools	272,995	280,647
10	Domestic Equipment	28,154	17,636
11	Furniture & fixture	-	-
12	Cord Rops and Chains	87,591	82,586
13	Packing Materials	750,886	845,507
14	Chemical and Lab Equipment	251,384	251,384
15	Medical Supplies		7,832
16	Printing and stationary	676,024	529,579
17	Mechanical Spares	44,407,616	33,962,760
18	Electrical Spares	3,968,318	3,805,738
19	Office Equipment		199
20	Miscellaneous Store Mat	1,880,254	1,477,771
21	Transport/Garag Spares	3,121,130	3,267,541
22	Sub Total	**72,689,100**	**64,427,516**
	Fertilizer & Pesticides	13,377,354	19,691,507
	Total	**86,066,454**	**84,119,023**

ZEAL BANGLA SUGAR MILLS LTD

Deferred Tax Calculations

For the year ended June 30, 2025

Annexure-I

Deferred Tax Liability:

Opening balance	13,770,547
Closing Balance	13,425,431
Deferred Tax expenses / (Income)	**(345,116)**

Deferred Tax Calculation

	Accounts Base	**Tax Base**	**Difference**
WDV of Fixed Assets	155,271,644	95,603,061	59,668,583
Total	**155,271,644**	**95,603,061**	**59,668,583**

Deferred Tax Liability @22.5%	13,425,431

Deferred tax is related to taxable temporary timing differences on account of depreciation on property, plant and equipment.

ZEAL BANGLA SUGAR MILLS LTD
Schedule of Fixed Assets (Tax Base)
For the year ended June 30, 2025

(Annexure-J)

SL. No.	Particulars	C O S T			Total	Rate	Charged for the year	Written down Value as on 30.06.2025
		Opening Balance as on 01.07.2024	Addition during the Period	Disposal during the Period				
	Tangible Assets							
1	Freehold Land (Building and Other)	8,303,630	-	-	8,303,630	-	-	8,303,630
2	Building on Freehold Land (Factory Building 50%)	8,730,168	1,446,864	-	10,177,032	10%	1,017,703	9,159,329
3	Office and Dometory	408,858		-	408,858	10%	40,886	367,972
4	Plant & Machinery	43,617,892	4,227,126	-	47,845,018	10%	4,784,502	43,060,516
5	Equipment	7,732,096	13,586,394	-	21,318,490	10%	2,131,849	19,186,641
6	Furniture	226,769		-	226,769	10%	22,677	204,092
7	Vehicle	12,667,364		-	12,667,364	10%	1,266,736	11,400,628
8	Sundry Assets	4,355,837		-	4,355,837	10%	435,584	3,920,253
	Total	**86,042,614**	**19,260,384**	-	**105,302,998**		**9,699,937**	**95,603,061**

ZEAL BANGLA SUGAR MILLS LTD

Againg Schdule Leave pay & gratuity Provision

For the year ended 30 June 2025

Annexure-K

Particulars	Amount	Year	Time Period
	50,469,610		1 YEAR OR LESS
	196,179,269	2023-2024	1 year
	76,341,761	2022-2023	2 year
	52,934,621	2021-2022	3 years
	1,147,367	Up to 2020-2021	4 years or more
Total	**377,072,628**		

Againg Schdule Leave pay & gratuity Payable

For the year ended 30 June 2025

Annexure-L

Particulars	Amount	Year	Time Period
	329,418	2014	11 Years
		2015	10 Years
	849,730	2016	9 Years
		2017	8 Years
	23,726	2018	7 Years
	3,049,289	2019	6 Years
	2,510,519	2020	5 Years
	5,876,190	2021	4 Years
	14,633,204	2022	3 Years
	19,816,148	2023	2 Years
	18,189,018	2024	1 Year
	12,595,111	2025	6 Month or more
Total	**77,872,353**		

***Aging schedule of supplier current account (Note 19.01)**

Period	Amount
Above five year	37,500,000
Below one year	2,149,940
	39,649,940.00

***Aging schedule of cycle & motor cycle (Note 07)**

Period	Amount
One to Five years	139,826
One Year	310,986
	450,812

***Aging schedule of advance against salary (Note 07)**

Period	Amount
Above five years	54,908
One to five years	561,664
Below one year	338,491
	955,063

***Aging schedule of advance against expense (Note 07)**

Period	Amount
Above five years	127,014
Below one year	709,129
	836,143

***Aging schedule of advance against Ta/ Da (Note 07)**

Period	Amount
Below one year	5,736
	5,736

***Aging schedule of trade debtors (Note 6.01)**

Period	Amount
Below one year	15,633,980
	15,633,980

জিল বাংলা সুগার মিলস্ লিমিটেড

শেয়ার অফিস : চিনিশিল্প ভবন (৬ষ্ঠ তলা) ৩, দিলকুশা বা/এ, ঢাকা-১০০০

প্রতিনিধি পত্র

শেয়ার সংখ্যা	ফলিও/বিও নম্বর

আমি/আমরা ..... ঠিকানা .....
জিল বাংলা সুগার মিলস্ লি. এর শেয়ারহোল্ডার হিসেবে ১৫-১২-২০২৫ তারিখে হাইব্রিড প্লাটফর্ম লিংক : https://zealbangla37agm.hybridagmbd.net এর মাধ্যমে অনুষ্ঠিতব্য কোম্পানির ৩৭তম বার্ষিক সাধারণ সভায় এবং পরবর্তী মুলতবী সভায় আমার/আমাদের পক্ষে ভোট প্রদানের প্রতিনিধি নিযুক্ত করলাম।

২০ টাকার
রেভিনিউ ষ্ট্যাম্প

প্রতিনিধির স্বাক্ষর ..... শেয়ার হোল্ডারের স্বাক্ষর .....

বি:দ্র:

(১) একজন সদস্য যিনি বার্ষিক সাধারণ সভায় উপস্থিত হওয়ার যোগ্য, তিনি তাঁর পক্ষে উপস্থিত থাকার জন্য এবং ভোট দেওয়ার জন্য একজন প্রতিনিধি নিযুক্ত করার ও যোগ্য প্রতিনিধি নিযুক্তির পত্র অবশ্যই সদস্যের স্বাক্ষর অথবা তাঁর নিকট হতে লিখিতভাবে যথাযথ ক্ষমতাপ্রাপ্ত অ্যাটর্ণি কর্তৃক স্বাক্ষরিত হতে হবে। প্রতিনিধি পত্র কোম্পানির শেয়ার অফিসের ই-মেইল : zbsmagm33@gmail.com এ সভা আরম্ভ হওয়ার ৭২ ঘণ্টা পূর্বে প্রেরণ করতে হবে।

(২) যদি সদস্য কোনো কোম্পানি বা করপোরেশনের হয় সে ক্ষেত্রে এর কমন সিল (যদি থাকে) প্রতিনিধি পত্রে দিতে হবে। এ পত্র এবং তৎসহ "পাওয়ার অব অ্যাটর্ণি" যার বলে উক্ত "প্রতিনিধি পত্র" সহি করা হয়েছে তা নোটারি পাবলিক কর্তৃক সত্যায়িত কপি কোম্পানির শেয়ার অফিসের ই-মেইল: zbsmagm33@gmail.com এ সভা আরম্ভ হওয়ার ৭২ ঘন্টা পূর্বে প্রেরণ করতে হবে।

.....

জিল বাংলা সুগার মিলস্ লিমিটেড

৩৭ তম বার্ষিক সাধারণ সভা

তারিখ : ১৫ ডিসেম্বর ২০২৫, সকাল : ৯:৩০ ঘটিকা

হাইব্রিড প্লাটফর্ম লিংক : https://zealbangla36agm.hybridagmbd.net

হাজিরা পত্র

আমি ১৫-১২-২০২৫ তারিখে অনুষ্ঠিতব্য জিল বাংলা সুগার মিলস্ লি. এর ৩৭ তম বার্ষিক সাধারণ সভায় আমার উপস্থিতি লিপিবদ্ধ করলাম।

শেয়ারহোল্ডারের নাম .....স্বাক্ষর.....

শেয়ার সংখ্যা..... ফলিও/বিও নম্বর.....

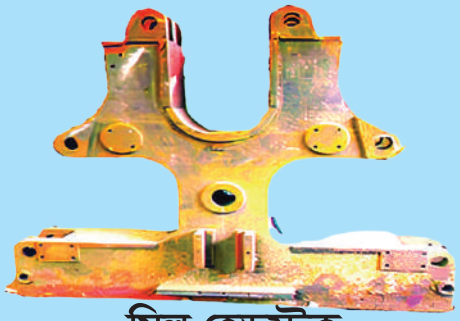
প্রতিনিধির নাম ..... স্বাক্ষর.....

জিল বাংলা সুগার মিলস্ লিমিটেড এর
৩৭তম বার্ষিক সাধারণ সভার সফলতা কামনা করছি।

আমাদের উৎপাদিত পণ্য



মিল রোলার



মিল হেডস্টক



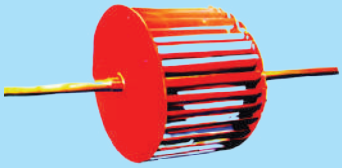
ম্যাসকিট পাম্প



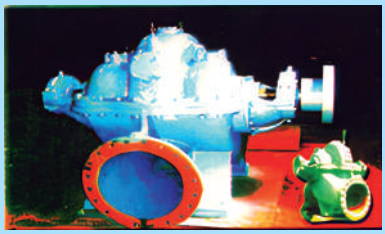
মোলাসেস পাম্প



সেন্ট্রিফিউগ্যাল পাম্প

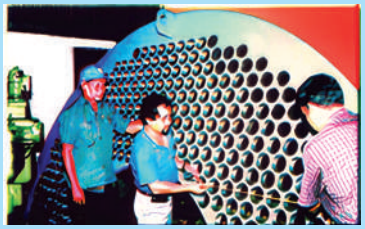


আই.ডি/এফ.ডি ফ্যান



সেন্ট্রিফিউগ্যাল পাম্প (Q=0.5-30.31 M³/Min, H= 25- 35 M)

সেন্ট্রিফিউগ্যাল পাম্প (স্প্লিট টাইপ)



রেণউইকের তৈরী হিট একচেঞ্জার (প্যান ক্যালেন্ড্রিয়া) টিউব প্লেটের মাপ পরীক্ষা করা হচ্ছে

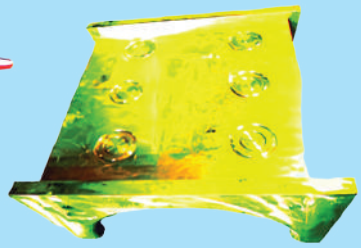
হিট এক্সচেঞ্জার (প্যান ক্যালেন্ড্রিয়া)



কনডেন্সার



সালফার বার্নার



গান মেটাল জার্নাল বিয়ারিং



ট্রেইলার

রেণউইক, যজ্ঞেশ্বর অ্যান্ড কোং (বিডি) লিঃ, কুষ্টিয়া
RENWICK, JAJNESWAR & CO. (BD) LTD., KUSHTIA

বাংলাদেশের ঐতিহ্যবাহী শিল্প প্রতিষ্ঠান

কেরু এ্যান্ড কোম্পানী (বাংলাদেশ) লিঃ এর

উৎপাদিত চিনি, ভিনেগার, ডিনেচার্ড স্পিরিট ও অন্যান্য ডিস্টিলারী পণ্য ব্যবহার করুন

১। চিনিঃ-

- আখ হতে উৎপাদিত স্বাস্থ্যসম্মত ও নিরাপদ কেরুজ চিনি বাজারে পাওয়া যাচ্ছে।
- কেরুজ উৎপাদিত দেশীয় চিনি ১ কেজি / ২ কেজি প্যাকেটে বাজারজাত হচ্ছে।

২। ভিনেগার ঃ



- কেরুজ মল্টেড ও সাদা ভিনেগার বাজারের সেরা।
- গুণে মানে ও স্বাদে অতুলনীয়।
- আচার, সস্ সংরক্ষণে অদ্বিতীয়।
- সুস্বাদু সালাদ তৈরিতে সর্বোত্তম।
- পরিপাকে সাহায্যকারী।

৩। ডিনেচার্ড স্পিরিট ঃ-



- কেরুজ ডিনেচার্ড স্পিরিট গুণে মানে অতুলনীয়।
- বার্ণিশের কাজে কেরুর ডিনেচার্ড স্পিরিট ব্যবহার করুন।

৪। কেরুজ জৈবসার ঃ-



- মাটির স্বাস্থ্য উন্নত করে এবং মাটির বুনট ও গঠন উন্নত করে।
- মাটির পানির ধারণ ক্ষমতা বৃদ্ধি করে।
- মাটিতে বায়ু চলাচল বৃদ্ধি করে ও মাটির তাপমাত্রা নিয়ন্ত্রণ করে।
- গাছের পুষ্টি ভান্ডার হিসেবে কাজ করে।
- মাটির অম্ল ও ক্ষারের সমতা বিধান করে।
- মাটির দূষণ নিয়ন্ত্রণ করে পরিবেশের ভারসাম্য রক্ষা করে।
- কেরুজ জৈবসার দেশের একমাত্র সালফার সমৃদ্ধ জৈবসার-এ সার শতকে ২-৩ কেজি হারে প্রয়োগ করলে বাড়তি কোন সালফার ব্যবহার করতে হবে না।

৫। কেরুজ হ্যান্ড স্যানিটাইজার



হাত এবং ত্বক জীবাণুমুক্তকরণে হ্যান্ড স্যানিটাইজার
একটি দ্রুত ক্রিয়াশীল জীবাণুনাশক সলিউশন।

৬। আমাদের উৎপাদিত অন্যান্য ডিস্টিলারী পণ্য ব্যবহার করুন।

কেরুর পণ্য
গুণে মানে অনন্য

"বীমা ফসল হিসেবে অধিক আখ আবাদ করে অধিক লাভবান হউন।"

কেরুর পণ্য
কিনে হউন ধন্য

বহুমুখি সেবার মাধ্যমে আমরা জনগণের বন্ধু হতে চাই।

কেরু এ্যান্ড কোম্পানী (বাংলাদেশ) লিঃ

(বাংলাদেশ চিনি ও খাদ্য শিল্প করপোরেশনের একটি প্রতিষ্ঠান)

ডাকঘর ঃ দর্শনা, জেলাঃ চুয়াডাঙ্গা।।