

ANNUAL REPORT

2024



Indo-Bangla Pharmaceuticals Ltd.



MISSION

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



VISION

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



Certificate of Registration

ISO 9001:2015

This is to Certify that
Quality Management System of

INDO-BANGLA PHARMACEUTICALS LIMITED

COLLEGE ROAD, BARISAL-8200, BANGLADESH

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

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

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



Director



(Scan to Verify)

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



দি বরিশাল চেম্বার অব কমার্স এন্ড ইন্ডাস্ট্রি

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

সদস্যপদ প্রত্যয়ন পত্র

ক্রমিক নং- 665

এতদ্বারা প্রত্যয়ন করা যাইতেছে যে, মেসার্স ইন্দোসাহালা মলক্ল্যান্ডিউটি ক্যানফু লি:

কম্পেজ্ বোডু বন্ডিকান্ন,

(মালিক/নির্বাহী অংশীদার/পরিচালক প্রতিনিধি/নির্বাহী পরিচালক জনাব স এফ ব্রুন্ড সোসোসকন্ড হক অ্যাক্সিস
(স্বাধীনতা সড়ক পার্কিং স্ট্রাকচার))

একটি প্রকৃত ব্যবসায়ী প্রতিষ্ঠান এবং অত্র চেম্বারের সদস্য। প্রতিষ্ঠানটি অতি সুনারের সহিত

ব্যবসায় নিয়োজিত আছে। উক্ত প্রতিষ্ঠানের সদস্যপদ সংখ্যা

৩৫২

নিবন্ধন সংখ্যা

এবং উহার রজদানী/আমদানী/ইনভেন্টরিং

প্রতিষ্ঠানের সদস্যপদ ৩০শে জুন, ২০২৪-২০২৫ পর্যন্ত বলবৎ থাকিবে।

(স্বাক্ষরিত)



অফিস সীল

সভাপতি



সচিব ৩০/০৬/২৪

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LETTER OF TRANSMITTAL

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

ANNUAL REPORT FOR THE YEAR ENDED JUNE 30, 2024

Dear Sir/Madam (s)

We are pleased to enclose a copy of the Annual Report containing Directors' Report, Auditors' Report along with Audited Financial Statements including Statement of Financial Position as at June 30, 2024, Statement of Profit or Loss and Other Comprehensive Income, Changes in Equity and Cash Flows for the Year ended June 30, 2024 along with notes thereon.

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

Thanking you.

Very truly yours:



Mohi Uddin
Company Secretary
Dated: 12th December, 2024.



INDO-BANGLA PHARMACEUTICALS LIMITED

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

Notice of the 10th Annual General Meeting

Notice is hereby given that the 10th Annual General Meeting of the Members of Indo-Bangla Pharmaceuticals Ltd., will be held on Thursday the 26th December, 2024 at 11:00 a.m. under Hybrid System i.e. online video conferencing (<https://ibp2024.hybridagmbd.net>) as well as physical presence of honorable Shareholders of the Company at Barishal Club Limited, Club Road, Barishal-8200 to transact the following business:

ORDINARY BUSINESS:

- Agenda-1: To receive, consider and adopt the Audited Financial Statements for the year ended 30th June, 2024 together with the report of the Directors' and the Auditors' thereon.
- Agenda-2: To declare dividend for the year ended 30th June, 2024.
- Agenda-3: To elect/re-elect Directors in terms of the relevant provisions of Articles of Association.
- Agenda-4: To re-appoint the Managing Director of the Company.
- Agenda-5: To appoint Statutory Auditors for the year 2024-2025 and to fix their remuneration.
- Agenda-6: To appoint Compliance Auditors for the year 2024-2025 and to fix their remuneration.

SPECIAL BUSINESS:

- Agenda-7: To pass a special resolution in regard to changing the name of the Company from "Indo-Bangla Pharmaceuticals Limited." to "Indo-Bangla Pharmaceuticals PLC." as per provision of the Companies Act, 1994 (2nd amendment 2020) and to amend Clause-I and Article-2(b) of the Memorandum and Articles of Association of the Company.

To consider and if thought fit, to pass, with or without modification(s), following resolution as Special Resolution:

"RESOLVED THAT pursuant to amendment section 11(KA) (2nd amendment 2020) of the Companies Act, 1994 (including any statutory modification or re-enactment thereof, for the time being in force) and all other applicable provisions, if any, of the Companies Act, 1994, subject to approval of the Registrar of Joint Stock Companies and Firms and any other regulatory authorities as may be necessary, consent of the members, be and is hereby, accorded to change the name of the Company from "Indo-Bangla Pharmaceuticals Limited" to "Indo-Bangla Pharmaceuticals PLC."

"FURTHER RESOLVED THAT the Name Clause being Clause-I in the Memorandum of Association of the Company be altered accordingly and substituted by the following clause:

"I. The name of the Company is **Indo-Bangla Pharmaceuticals PLC.**"

"FURTHER RESOLVED THAT in terms of Section 20 of the Companies Act, 1994 the Articles of Association of the Company be altered by deleting the existing name of the Company, Indo-Bangla Pharmaceuticals Limited, wherever appearing, and substituting it with the new name of the Company, "Indo-Bangla Pharmaceuticals PLC".

- Agenda-8: To pass a special resolution in regard to amend Article-49 of the Articles of Association of the Company.

To consider and if thought fit, to pass, with or without modification(s), following resolution as Special Resolution:

"RESOLVED THAT pursuant to provisions of the Section 20 of the Companies Act, 1994 (including any statutory modification or re-enactment thereof, for the time being in force) and all other applicable provisions, if any, of the Companies Act, 1994, subject to approval of the Registrar of Joint Stock Companies and Firms and any other regulatory authorities, as may be required, consent of the members, be and is hereby, accorded to amend the Article-49 of the Articles of Association of the Company."

In Article-49 the following amendments shall be made:

“Article-49. Until otherwise determined, the Quorum for the meeting of the Board of Directors shall be constituted in presence of one-third of the total strength of the Board (any fraction contained in that one-third being rounded off as one), or three (3) Directors, whichever is higher.”

“For the purpose of this Article-49, the expression ‘presence’ shall mean presence either personally or through an Alternate Director in a meeting, including meeting by teleconference or any other method.”

By order of the Board



(Mohi Uddin)
Company Secretary.

04 December, 2024

Notes:

1. The Record Date of the Company was Tuesday the 03 December, 2024.
2. The Annual General Meeting will be conducted under Hybrid System. Members/Shareholders can join with following link at <https://ibp2024.hybridagmbd.net>
3. The members are able to submit their question(s)/comment(s) and vote electronically 24 hours before commencement of the AGM and during the AGM.
4. Details of Special Business are contained in Directors’ Report of the Annual Report 2023-2024.
5. The proxy form must be affixed with requisite revenue stamp and be deposited at the Registered Office of the Company not less than 48 hours before the time fixed for the meeting.
6. The Annual Report is available in the Company’s web site at www.indo-banglapharma.com.

Annual General Meeting 2023

ইন্দো-বাংলা ফার্মাসিউটিক্যালস লিমিটেড



৯তম বার্ষিক সাধারণ সভা

তারিখ: বৃহস্পতিবার ২৮ ডিসেম্বর, ২০২৩ খ্রি.
সময়: সকাল ১১:০০ ঘটিকা





ABOUT INDO-BANGLA PHARMACEUTICALS LTD.

Indo-Bangla Pharmaceuticals Limited, the prevalent pharmaceuticals company in the Country, is a reliable name in the pharmaceuticals sector of Bangladesh. Like most local concern it made its inauguration in a humble way in 1954 founded by Ramlal Vattracharjjo in the heart of Barishal in the name of Indo-Pak Pharmaceutical Works (IPW). At that time, Indo-Pak Pharmaceutical Works started its business aiming to fulfilling the basic healthcare demand of the people of Bangladesh. After independence, the government took control of the company and it was registered in Bangladesh under the privatization act in the name of Indo-Bangla Pharmaceutical Works. Later in 1982 government sold the company through auction to reputed businessman of Barishal late Alhaj Shamsuddin Talukder and late Alhaj Azizul Haque. They started commercial operation with produced high quality medicine at a reasonable price with a goal to reach the healthcare services to the door step of the common people of Bangladesh as well as all over the world.

On June 18, 2014, Indo-Bangla Pharmaceutical Works converted into a Private Limited Company under the companies Act 1994, vide registration no. C-116665/14. subsequently 21 October 2014, converted into a Public Limited Company and there after became Publicly Listed Company listed with Dhaka and Chittagong Stock Exchange Ltd., in 2018.

Since the established of Indo-Bangla committed to provide high quality medicines, business success with ensure ethical standards and responsible to valuable customer/patient. Our tradition and our values are the foundation of our mission to ensure health, heartiness and happiness for mankind.

We are an ISO 9001:2015 certified company and committed to improving the quality of human life by enabling people to do more, feel better and live longer. We also believe and adhere to values like Quality, Knowledge and Responsibility in all aspects of its operation and earned respect and recognition of its valued customers as well as to emphasize on the quality of product, process and services leading to grow of the company imbued with good governance practices.

CORPORATE INFORMATION

<ul style="list-style-type: none"> Registered name of the company Indo-Bangla Pharmaceuticals Ltd. 	<ul style="list-style-type: none"> Import Identification Number 260 306120000319
<ul style="list-style-type: none"> Company Logo  	<ul style="list-style-type: none"> Export Identification Number 260306210000519
<ul style="list-style-type: none"> Year of Establishment 1954 as Indo-Pak Pharmaceutical Works. 	<ul style="list-style-type: none"> Authorized Capital BDT 1500 million
<ul style="list-style-type: none"> Legal Form A Private Limited Company incorporated in Bangladesh on June 18, 2014 under The Companies Act, 1994 (Reg. no. C-116665/14) and converted into Public Limited Company on October 21, 2014. The company was listed with Dhaka and Chittagong Stock Exchange on October 2018. 	<ul style="list-style-type: none"> Paid-up Capital BDT 1162 million
<ul style="list-style-type: none"> Converted Public Limited Company 21-Oct-14 	<ul style="list-style-type: none"> Nature of Business The Company is engaged in manufacturing and selling of all kinds of medicine (excluding Antibiotic), medical preparations drugs & chemicals (Human Health). The Company applied for permission for production and selling of veterinary medicine also.
<ul style="list-style-type: none"> Registered Office 729, College Road, Barishal Sadar, Barishal-8200. 	<ul style="list-style-type: none"> Statutory Auditor M/s. Shafiq Basak & Co. Chartered Accountants
<ul style="list-style-type: none"> Corporate Office Plot No. # 183 (7th Floor), Block # B, Ahmed Akbar Sobhan Road, Bashundhara R/A, Baridhara, Dhaka-1229. 	<ul style="list-style-type: none"> Compliance Auditor M/S. Mohammadullah & Associates, Chartered Secretaries and Management Consultant
<ul style="list-style-type: none"> Factory Address 729, College Road, Barishal Sadar, Barishal-8200. 	<ul style="list-style-type: none"> Listing Dhaka Stock Exchange Ltd. Chittagong Stock Exchange Ltd.
<ul style="list-style-type: none"> Tax Identification Number 681332543219 	<ul style="list-style-type: none"> Membership Bangladesh Association of Pharmaceutical Industries (BAPI). Bangladesh Association of Publicly Listed Companies (BAPLC). Barisal Chamber of Commerce and Industry (BCCI).
<ul style="list-style-type: none"> VAT Registration Number 000204424-0804 	<ul style="list-style-type: none"> For the Financial Year 2022-2023 No Dividend Recommended 28 October, 2023.
<ul style="list-style-type: none"> Website Address www.indo-banglapharma.com 	<ul style="list-style-type: none"> Record Date for 8th AGM 19 November, 2023
<ul style="list-style-type: none"> E-mail Address info@indo-banglapharma.com, 	<ul style="list-style-type: none"> 9th Annual General Meeting 28 December, 2023
<ul style="list-style-type: none"> Phone 09678777995, 0431-61028, 0431-2174977 	



BOARD OF DIRECTORS



AZIZA YEASMIN
Chairman

MRS. AZIZA YEASMIN, is a Director of the Company since 2014 and has been appointed as Chairman. She is daughter of late Azizul Huq, Founder of Indo-Bangla Pharmaceuticals Works, converted into a Private Limited Company under the companies Act 1994, on 21 October 2014, after than converted into a Public Limited Company and become Publicly Listed Company in 2018. She obtained Bachelor's degree from National University and has a rich experience of more than 16 years in the pharmaceuticals sector.

Board Committee(s) served on

Mrs. Aziza Yeasmin does not hold membership in any sub-committee of the Board.

Mr. A F M Anowarul Huq has been serving as the Director of the Board of Indo-Bangla Pharmaceuticals Ltd., since 2014 and was appointed as the Managing Director in 2014 and Further that he has been re-appointed as Managing Director in 2019 for an another tenure.

Mr. A F M Anowarul Huq is one of the successful entrepreneurs of the country and he is the son of late Azizul Huq, founder of Indo-Bangla Pharmaceuticals Works. Mr. Huq has a prosperous experience of more than 26 years in Pharmaceuticals, Shipping, apparels as well as others family Business.

Mr. Huq has a strong understanding of suppliers and consumer strategy. Apart from her active involvement in the management and executive decision making of the company, he is the leading force of the Marketing and Procurement Department and has taken the responsibility to update it. Indo-Bangla Pharmaceuticals Limited continues to move forward with his expertise in strategic marketing and brand development.

Mr. Huq believes in exploiting and fostering the talent, integrity, creativity and teamwork of people in achieving sustainable business results. Mr. Huq oversees the management of Indo-Bangla Pharmaceuticals Ltd., as the Managing Director with his professional, creative and result-driven approach.

Mr. Huq was a Former President of Rotary club of Barisal Mid Town; Apex club of Barisal; Chairman of Employers Committee of UCEP, Barisal; Director of the Barisal Chamber of Commerce & Industry; Director of FBCCI. At present he is the member of Ghatail Golf Club (GGC), Bangladesh Association of Publicly Listed Companies (BAPLC), Bangladesh Association of Pharmaceuticals Industries (BAPI), Barisal Chamber of Commerce and Industry (BCCI), lifetime member of Barisal Club Ltd, Barisal; Diabetic Hospital, Barisal; Red Crescent, Barisal; Heart Foundation, Barisal; Anjuman-E Hemayat-E Islam, Barisal.



A.F.M. ANOWARUL HUQ.
Managing Director

BOARD OF DIRECTORS



MD. SHARIQUL ANAM

Director

Mr. Md. Shariqul Anam

Appointed to the Board of Indo-Bangla Pharmaceuticals Ltd. in the year 2024, Nominated by Investment Corporation of Bangladesh (ICB).

Board Committee(s) served on

Mr. Md. Shariqul Anam is the Member of the Audit Committee and the Nomination and Remuneration Committee of Indo-Bangla Pharmaceuticals Limited.

Directorship(s) in other companies

Mr. Md. Shariqul Anam is also Director of Aramit Ltd., And BD Thai Aluminium Ltd.

Mr. Shariqul Anam is currently serving as the Deputy General Manager at the Trustee Division and SPV Unit at the Investment Corporation of Bangladesh (ICB). He has been in this position since January 2, 2023, bringing over 28 years of experience in the financial sector, reflecting his unwavering dedication to professional excellence.

Mr. Anam was born on July 20, 1971, in Dhaka, Bangladesh, Mr. Anam is the son of A.T.M. Khairul Anam and Begum Sultana Anam.

Mr. Anam began his academic journey at Ideal High School in Motijheel, Dhaka, where he completed his SSC in 1986 with a first division. He continued at Dhaka City College, achieving his HSC in 1988, also with a first division. He earned his B.Com (Honors) in Finance and Banking and an M.Com in Finance from the University of Dhaka in 1992 and 1993, respectively. In 2018, he furthered his education by obtaining a Postgraduate Diploma in Capital Market (PGDCM) from the Bangladesh Institute of Capital Market, earning a CGPA of 3.58.

Throughout his extensive career, Mr. Anam has held several key positions within the Investment Corporation of Bangladesh. Before his current role, he served as Deputy General Manager in various divisions, including Planning and Research, Secretaries, and Business Development. His career with ICB began on November 1, 1995, and over the years, he has consistently demonstrated leadership and expertise in financial management. He was promoted to Deputy General Manager/System Manager (Grade-3) on June 11, 2020.

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

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

BOARD OF DIRECTORS



A.K.M.HARUNER RASHID
Independent Director

Mr. A.K.M.Haruner Rashid, CEO & Lead Consultant of Haruner Rashid & Associates (Chartered Secretaries & Management Consultants) was appointed as an Independent Director of the company in 2023.

Board Committee(s) served on

Mr. A.K.M.Haruner Rashid is the Chairman of the Audit Committee and the Nomination and Remuneration Committee of Indo-Bangla Pharmaceuticals Ltd.

Directorship(s) in other companies

Currently Mr. A.K.M.Haruner Rashid is also Independent Director of JAGO Corporation PLC.

Mr. A.K.M. Haruner Rashid was born in 16 January 1957 and completed B.Com (Hon's) and M.Com (Accounting); M.Com (Management); L.L.B. Mr. Rashid is Fellow Member of the Institute of Chartered Secretaries of Bangladesh (ICSB).

Mr. Rashid has more than 35 years of experience. Worked as Registrar of Bangladesh Board of Unani and Ayurvedic Systems of Medicine, established under the Bangladesh Unani and Ayurvedic Practitioners Ordinance, 1983 from 1998 to 2019. At the same time performed functions as the Secretary and Controller of Examinations under section 15(3) and 21(4) respectively of the said Ordinance.

Mr. Rashid Visited many countries and participated various seminars, conferences and training programs. Honorary Adviser of Pragyan International University, Ranchi, India.

Member of different social organizations. Working in the field of corporate, education, health, orphanage, peace etc. Obtained many awards from home and abroad.



HAFIZA YEASMIN
Director

MRS. HAFIZA YEASMIN, is a sponsor Director of Indo-Bangla Phagla Pharmaceuticals Limited since 2014. She had been serving as Chairman from 28 October, 2021 to 28 October, 2023. She is daughter of late Azizul Huq, Founder of Indo-Bangla Pharmaceutical Works, converted into a Private Limited Company under the companies Act 1994, on 21 October 2014, after than converted into a Public Limited Company and become Publicly Listed Company in 2018. She has a business experiences of more than 19 years in the pharmaceuticals sector.

Board Committee(s) served on

Mrs. Hafiza Yeasmin is the Member of the Audit Committee and Nomination and Remuneration Committee (NRC).

MANAGEMENT APPARATUS



BOARD OF DIRECTORS

1. MRS. AZIZA YEASMIN -CHAIRMAN
2. MR. A.F.M. ANOWARUL HUQ - MANAGING DIRECTOR
3. MR. MD. SHARIQUL ANAM - DIRECTOR
4. MRS. HAFIZA YEASMIN - DIRECTOR
5. MR. A.K.M.HARUNER RASHID - INDEPENDENT DIRECTOR

AUDIT COMMITTEE

1. MR. A.K.M.HARUNER RASHID -CHAIRMAN
2. MR. MD. SHARIQUL ANAM - MEMBER
3. MRS. HAFIZA YEASMIN - MEMBER

NOMINATION AND REMUNERATION COMMITTEE

1. MR. A.K.M.HARUNER RASHID -CHAIRMAN
2. MR. MD. SHARIQUL ANAM - MEMBER
3. MRS. HAFIZA YEASMIN - MEMBER

COMPANY SECRETARY, CFO & HIAC

1. MR. MOHI UDDIN, QCS - COMPANY SECRETARY.
2. MR. MD. NURAY ALOM SIDDIQUE - CHIEF FINANCIAL OFFICER
3. MR. MD. ABUBAKAR SIDDIQUE - HEAD OF INTERNAL AUDIT & COMPLIANCE

MANAGEMENT TEAM

1. MR. A.F.M. ANOWARUL HUQ - MANAGING DIRECTOR
2. MR. R I CHOWDHURY - GENERAL MANAGER, MARKETING
3. MS. DILRUBA BEGUM - PLANT MANAGER
4. MR. PIJUSH LAL GUHA - HEAD OF QUALITY ASSURANCE DEPT.
5. MR. MD. MIZANUR RAHMAN - HEAD OF ADMINISTRATION

STATUTORY AUDITORS

M/S. SHAFIQ BASAK & CO. CHARTERED ACCOUNTANTS

COMPLIANCE AUDITORS

M/S. MOHAMMADULLAH & ASSOCIATES.
CHARTERED SECRETARIES AND MANAGEMENT CONSULTANT

LEGAL ADVISOR

MR. MD. MONIRUJJAMAN, ADVOCATE
M/S. KABIR & ASSOCIATES
MR. MD. SHAHADAT HOSSAIN, Consultant

CHAIRMAN'S STATEMENT



Bismillahir Rahamanir Rahim
Respected Shareholders,
Assalamu Alaikum Wa Rahmatullah.

I am pleased to welcome you all at this 10th Annual General Meeting of the Indo-Bangla Pharmaceuticals Ltd and submit the Directors' Report containing, as required by Laws and Regulations, Financial Statements for the year 2023-2024 and other related statements of the Company.

The provision of law offers us a scope to meet at the Annual General Meeting of the Shareholders to consider and approve the Directors' Report containing, inter alia, financial statements and operational performance. The occasion gives us an opportunity to meet, greet and exchange views of the owners of the Company. In this auspicious occasion we would like to present to you the Annual Report for the year 2023-2024 along with the Audited Financial Statements, the Auditors' Report and the Directors' Report thereon for the year ended 30th June, 2024.

As per condition No. 1(5) (XXV) of the Corporate Governance Code, 2018 issued by Bangladesh Securities and Exchange Commission (BSEC), the management's discussion and analysis representing detail analysis of the Company' position and operation along with a brief discussion of changes the financial statements for the year ended 2023-2024, among others, centering on: -

- ❖ Turnover amounting to Tk. 176,642,457 for the year ended 30th June, 2024 as compared to Tk. 374,482,590 for the previous year, decreased by 52.83%.
- ❖ Net Profit before tax stood Tk. (27,909,103) for the year ended 30th June, 2024 which was Tk. 24,572,708 in the year 2022-2023.
- ❖ Net Profit after tax stood Tk. (40,979,225) for the year ended 30th June, 2024 which was Tk. 8,407,134 in the year 2022-2023.

- ❖ Net Asset Value (NAV) per share stood Tk. 13.60 for the year ended 30th June, 2024 which was Tk. 13.96 in the year 2022-2023, decreased by 2.57%
- ❖ Earnings per share (EPS) stood Tk. (0.35) for the year ended 30th June, 2024 which was Tk. 0.07 in the year 2022-2023.

Taking into account the financial performance of the company your Board of Directors has recommended 0.10% Cash Dividend for the year ended 30th June, 2024 which was 0% for the year ended 30th June, 2023.

Bangladesh's economy has faced a number of challenges in recent years, and as we enter 2025, these challenges continue to persist. Despite many challenges, Bangladesh is inching ahead in doing business climate index and other socioeconomic indices and had made remarkable progress in the growth rate of GDP and has already entered the socio-economic classification of Lower Middle Income Group targeting to reach higher Middle Income Group by 2021 and Higher Income Group by 2041. As a result GDP growth continues, the per capita income would rise leading to higher health care expenditures by families as well as the government. This is expected to augment the demand for pharmaceuticals at a higher rate than the existing level.

We, striving all, for highest quality health care products at the low cost reaching the lowest rungs of the economic class of people in the country. Our business policy and our priority is to drive long term value for investors through renewed focus on innovation and improving performance of Company to ensure maximum shareholders return and believe that the future the management of the Company would be ensured by your dynamic cooperation and suggestion.

I would like to express my sincere acknowledgement to the contribution made by the management team and employees of all levels for their tireless efforts. I also would like to express my heartfelt gratitude to our valued Shareholders, Customers, healthcare professionals, Suppliers, Bangladesh Securities and Exchange Commission (BSEC), Dhaka Stock Exchange (DSE), Chittagong Stock Exchange (CSE), Central Depository Bangladesh Limited (CDBL), Registrar of Joint Stock Companies and Firms (RJSC), Government agencies and all concerned for their continued support.

With the best Wishes

(Aziza Yeasmin)
Chairman

MESSAGE FROM THE MANAGING DIRECTOR



Dear Shareholders, Ladies and Gentlemen,

It is a pleasure for me to meet and welcome you all at the 10th Annual General Meeting of the Company and thank you for attending the auspicious gathering which is being held as part of Compliance of the Regulations of the Companies Act, Bangladesh Securities and Exchange Commission and other provisions of Corporate Culture. As required, the Audited Financial Statements pertaining to the FY 2023- 2024 along with Independent Auditor's Report and related report from the Audit Committee of the Board which is Chaired by an Independent Director, Report of the Directors on the operation and management of the affairs of the Company, proposals of the Management/Board of Directors on statutory requirement as well as future outlook etc, as embodied therein, have been sent to you in advance, which I hope, has offered you the scope of screening of the performance of the Company. I feel your review of the activities, operations and the resultant effect on the operating and financial results.

On behalf of my fellow board members, I express my earnest thanks and profound gratitude to you all for your enormous support and coordination.

It is a great pleasure for me to be empowered to submit, on behalf of the Board of Directors, the Annual Report 2023-2024 containing the Directors' Report and Financial Statements for your kind review and observation, if any and approval thereof by you at this 10th Annual General Meeting.

- ❖ Turnover amounting to Tk. 176,642,457 for the year ended 30th June, 2024 as compared to Tk. 374,482,590 for the previous year, decreased by 52.83%.

- ❖ Net Profit before tax stood Tk. (27,909,103) for the year ended 30th June, 2024 which was Tk. 24,572,708 in the year 2022-2023.
- ❖ Net Profit after tax stood Tk. (40,979,225) for the year ended 30th June, 2024 which was Tk. 8,407,134 in the year 2022-2023.
- ❖ Net Asset Value (NAV) per share stood Tk. 13.60 for the year ended 30th June, 2024 which was Tk. 13.96 in the year 2022-2023, decreased by 2.57%
- ❖ Earnings per share (EPS) stood Tk. (0.35) for the year ended 30th June, 2024 which was Tk. 0.07 in the year 2022-2023.

Significant Deviation in Turnover, Earning per Shares (EPS) and NOCFPS

During the year 2023-2024, Net Sales Revenue, Net Profit before Tax, Net Profit after Tax decreased by 52.83%, 213.58% and 587.43% respectively, over the previous year 2022-2023.

During the year 2023-2024, Net Asset Value (NAV) per share, Earnings per share (EPS) and Net Operating cash Flows Per share (NOCFPS) decreased by 2.58%, 600% and 53.97% respectively, over the previous year 2022-2023.

Due to liquidity crisis on the financial market, we faced difficulties in importing as much raw materials as we desired, which hampered our production as well as sales. The rising price of the dollar is further increasing import costs, leading to a decline in the demand for our products on the market.

The main reason of sloping down Earning per Share (EPS) is dropping turnover by 52.83% in comparison to previous year. Earnings per Share (EPS) has decreased due to increase in cost of goods sold and other expenses. Cost of Goods Sold has increased significantly which has decreased net profit and the underlying reason for such decrease was the considerable increase in price of raw materials, unprecedented foreign exchange loss incurred because of the USD to BDT conversion rate and increase in supplier's payment and advance payment made to the bank against LC. Net Operating Cash Flow per Share (NOCFPS) has been decreased due to increase in payment for cost and expenses during July 2023 to June 2024.

Taking into account the financial performance of the company your Board of Directors has recommended 0.10% Cash Dividend for the year ended 30th June, 2024 which was 0% for the year ended 30th June, 2023.

Accounting Policies and Estimation for preparation of Financial Statements

The accounting policies and estimation for the preparation of financial statements of the Company has been mentioned note no. 2.06 of the notes to the Financial Statements and other explanatory information.

Changes in Accounting Policies and estimation

No changes in accounting policies and estimation which effect on financial performance or results and financial position as well as cash flow in absolute figure for such changes was observed in the year under review and description on the issue is stated in the notes to the Financial Statements and other explanatory information of the Annual report.

Comparative Analysis of Financial Performance and Operational Performance

Comparative analysis of financial performance or result and financial position as well as cash flows for current financial year with immediate preceding five years has been explained with reason thereof in the page no. 32 of the Annual report, 2024.

The financial and Economic scenario of Bangladesh and Global Position as under:

From being one of the poorest nations at birth in 1971, Bangladesh reached lower-middle income status in 2015. Stable macroeconomic conditions underpinned an average annual real GDP growth of 6.4 percent between 2010 and 2023. Poverty declined from 11.8 percent in 2010 to 5.0 percent in 2022, based on the international poverty line of \$2.15 a day (using 2017 Purchasing Power Parity and a comparable welfare series). Similarly, moderate poverty declined from 49.6 percent in 2010 to 30.0 percent in 2022, based on the international poverty line of \$3.65 a day (using 2017 PPP). Moreover, human development outcomes improved along many dimensions, like a reduction in infant mortality and stunting, and an increase in literacy rates and access to electricity. Despite these gains, inequality has slightly narrowed in rural areas and widened in urban areas.

At a crossroads to upper middle income, Bangladesh faces intertwined challenges in the short and medium terms. Bangladesh's economic growth over the past decade has faced significant challenges in recent years. Real GDP growth is estimated to have moderated to 5.2 percent in FY24 down from 5.8 percent in FY23. Inflation has remained elevated, financial sector vulnerabilities worsened, and pressure on the external sector persisted. Growth is expected to rebound gradually over the medium-term.

To achieve its vision of attaining upper middle-income status, Bangladesh needs to create jobs through a competitive business environment, increase human capital and build a skilled labor force, build efficient infrastructure, and establish a policy environment that attracts private investment.

Development priorities include diversifying exports beyond the RMG sector; resolving financial sector vulnerabilities; making urbanization more sustainable and strengthening public institutions, including fiscal reforms to generate more domestic revenue for development. Addressing infrastructure gaps would accelerate growth. Addressing vulnerability to climate change and natural disasters will help Bangladesh to continue to build resilience to future shocks. Pivoting towards green growth would support the sustainability of development outcomes for the next generation.

Opportunities in Pharmaceuticals Sector in Bangladesh

The pharmaceutical industry in Bangladesh is moving forward with great potential as 98% of the country's total demand for medicine is being met by domestic institutions. In addition to meeting the domestic demand, the companies also export medicines to several countries of the world. Besides, Bangladesh ranks 71st out of 134 countries in the world in terms of global pharmaceutical exports. Apart from allopathic medicines, Bangladesh also produces homeopathic, unani, and ayurvedic medicines. At present, there are about 257 pharmaceutical companies in Bangladesh which manufacture about 80 percent of generic drugs. With a market value of about 3 billion, it currently accounts for about 1.83 percent of Bangladesh's GDP that contributes to the country's pharmaceutical industry.

Challenges in Near Future

As a least developed country, Bangladesh would get patent exemption on pharmaceutical products till 2033 as per the TRIPS agreement with the World Trade Organization. However, since Bangladesh is looking forward to graduating from LDC by 2026, Bangladesh is likely to lose the patent exemption facility 7 years before the expiration date. Which may stop the development of the pharmaceutical industry in Bangladesh because if Bangladesh loses the benefits of the TRIPS agreement, pharmaceutical companies will have to enact new patent laws. As a result, manufacturing of many types of generic medicine is likely

to cease. If domestic manufacturers want to maintain production of these medicines, they may have to pay royalties on patents. As a result, the overall price of medicine in Bangladesh may increase. Otherwise companies will face patent violations and exports will be severely hampered. One of the biggest issues in Bangladesh's pharmaceutical industry is that the country's pharmaceutical companies are not paying much attention to research. As a result, there is a lack of innovation in the domestic pharmaceutical sector. Apart from this, one of the major threats in the pharmaceutical industry of Bangladesh is counterfeit and substandard medicines. Although there are strict standards on the quality of medicines exported abroad, there is a large supply of counterfeit medicines in the domestic market. As a result, quality producers are losing huge dividends every year. In addition, most of the raw materials used in the manufacture of medicines have to be imported from outside the country which if produced in the country, the pharmaceutical industry will be able to be more self-sufficient, and manufacturing costs can be further reduced.

Therefore, I would like to promise you that, our hard effort to increase the company's growth, wealth as well as to maximize the shareholder's equity will continue as before. Our effective and efficient management with skilled labor stands the main value drivers force of company. We strongly believe that the growth of the company, market stability as well as exercise good corporate governance of the Company will gradually rise in future by utilizing our optimum capacity through better corporate strategy.

I conclude by expressing my thanks to all employees of Indo-Bangla Pharmaceuticals Limited for the hard work they have put in during the last year. On behalf of the Board, I convey my sincere appreciation to our valued Business Partners, the Healthcare Professionals and Institutes, Suppliers and Government Authorities for their trust and continued support to the Company.

Finally, I pray to Almighty Allah to bless us with success and help us in our endeavor marching towards a bright future and benevolence to our people as a whole.



(A. F. M. Anowarul Huq)

Managing Director



CORPORATE GOVERNANCE

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

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

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

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

Corporate Governance Principle

- **Transparency:** Business operation and other activities are transparent in all respect.

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

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

BOARD OF DIRECTORS

❖ Constitution

The Board of Directors consist of Five (5) members including the Independent Directors with versatile knowledge, professional skills and experience which provides a balancing character in decision making process. There is a clear division of responsibilities between the Chairman's functions and that of Managing Director. The Chairman is mainly responsible for chairing the Board Meeting as well as the Annual General Meeting. On the other hand, the Managing Director is responsible for implementing and coordinating the Company's corporate and commercial programs to achieve its business objectives.

The active members of the Board of Directors are as follows:

Name	Position
Mrs. Aziza Yeasmin	Chairman
Mr. A.F.M. Anowarul Huq	Managing Director
Md. Shariqul Anam	Director
Mrs. Hafiza Yeasmin	Director
Mr. A.K.M. Haruner Rashid, LL.B, FCS	Independent Director

During the year under review the board held 7 (Seven) meetings to transact various agenda.

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

ROLE AND RESPONSIBILITIES:

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

The Board of Directors take special care in designing and articulating productivity and compensation plans of employees and workers and rewarding them appropriately on the basis of quality and quantity of performance as an incentive. Board also remains responsible for removal of operational hazards to life and health of workers, friendly environmental work condition and social relationship as demanded of good citizen in a country. The Board has authorized the formation of a number of Committees to implement the stated policies and activities. The Committees are: Audit Committee, NRC Committee. The Audit Committee ensures that adequate internal checks & balances supported by adequate MIS are in place for detection of errors frauds and other deficiencies. The other

responsibilities include inter alia, not being limited to, the prevention of conflict of interest between the company and its Directors officials, customers, suppliers, government and any other interest groups and detect or remove any scope of insider trading in the company's stock. The Audit Committee also ensures compliance of requirements of BSEC and other agencies. The details about Audit Committee including composition, responsibilities, meetings, reporting and activities carried by the Audit Committee is disclosed in the Annual Report in "Report of the Audit Committee".

RELATIONSHIP WITH SHAREHOLDERS AND GENERAL PUBLIC:

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

RELATIONSHIP WITH SUPPLIERS:

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

RELATIONSHIP WITH GOVERNMENT:

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

RELATIONSHIP WITH FINANCIERS/BANKERS:

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

CORPORATE SOCIAL RESPONSIBILITIES (CSR):

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

CODE OF CONDUCT:

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

SEPARATE ROLE OF THE CHAIRMAN AND MANAGING DIRECTOR

The positions of Chairman of the Board and the Managing Director of the Company are filled by different individuals who are member of the Board. The Chairman of the Board elected from the non-executive directors of the company as per requirement of Bangladesh Securities and Exchange Commission (BSEC). Mrs. Aziza Yeasmin is the Chairman of the Company and responsible for the functions of the Board while Mr. A. F. M. Anowarul Huq is the Managing Director serves as the Chief Executive Officer of the Company.

Chairperson's core responsibilities:

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

Managing Director's core Responsibilities:

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

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

The following executives have been appointed as Chief

Financial Officer, Company Secretary, and Head of Internal Audit Compliance of the Company as per requirement of the Corporate Governance Code of Bangladesh Securities and Exchange Commission:

Name	Position
Md. Nuray Alom Siddique	CFO
Mr. Mohi Uddin, QCS	Company Secretary
Mr. Md. Abubakar Siddique	HIAC

BOARD OF DIRECTOR'S COMMITTEE:

AUDIT COMMITTEE

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

The Audit Committee is comprised by the following Non-Executive Directors including 1 (one) Independent Directors:

Name	Position
Mr. A.K.M. Haruner Rashid, LL.B, FCS. Independent Director	Chairman
Md. Shariqul Anam Director	Member
Mrs. Hafiza Yeasmin Director	Member

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

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

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

NOMINATION AND REMUNERATION COMMITTEE:

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

Name	Position
Mr. A.K.M. Haruner Rashid, LL.B, FCS.	Chairman
Md. Shariqul Anam	Member
Mrs. Hafiza Yeasmin	Member
In attendance	- Chairman - Managing Director - External Advisor by invitation - Any Non-Executive Director are shall be entitled to attend the committee's meetings.

Mr. Mohi Uddin, QCS Company Secretary is the Secretary to the nomination and Remuneration Committee. The number of the meeting held during year ended June 30, 2024 were 5(Five).

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

EXECUTIVE MANAGEMENT:

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

OTHER GOVERNANCE APPARATUS:

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

❖ Independent Director

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

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

Mr. A.K.M. Haruner Rashid, LL.B, FCS, Obtained many awards from home and abroad. He is Fellow Member of the Institute of Chartered Secretaries of Bangladesh (ICSB).

❖ Financial Auditors

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

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

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

❖ Compliance Auditors

The compliance auditors is responsible in certification on compliance of conditions of Corporate Governance Code 2018 of Bangladesh Securities and Exchange Commission as well as the provisions of relevant Bangladesh Secretarial Standards of Institute of Chartered Secretaries of Bangladesh. The Board of Directors recommended the appointment of M/S. Mohammadullah & Associates, Chartered Secretaries and Management Consultant as the Compliance Auditor of the Company for the Financial Year 2024-2025 subject to approval of the shareholders at the forthcoming 10th Annual General Meeting of the company."

❖ Legal Advisers

In order to avail the best legal services for Good Corporate Governance, the company has empaneled the following legal professionals:

Mr. Md. Monirujjaman, Advocate

M/S. Kabir & Associates, Tax Consultant

Mr. Md. Shahadat Hossain, Consultant

The expertise of the above named professionals have had long term fundamental support to the company's Good Governance efforts.

❖ Bankers

The degree of efficient business operation largely depends on the quality of efficiency of banking services received by the company. Efficient banking service brings down cost of operations. On the other hand, cost of financial services and interest on the lending by the banks are also required to be the minimum. With this end of view, the company has established long term business relation-ship with the banks namely First Security Islami Bank Ltd., Sonali Bank Ltd., Dutch-Bangla Bank Ltd., Pubali Bank Ltd., Social Islami Bank Ltd., and Islami Bank Ltd., who provide most efficient service at minimum cost that benefit the shareholders.

The company has neither ever defaulted in any commitment with its Bankers nor did get entangled in legal dispute at any court premises.

❖ Insurer

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

❖ Internal Audit and Control:

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

Shareholders' Relationship:

Corporate Governance issues include how major policy decisions are made in business corporations, how various stakeholders can influence the process, who is held accountable for performance and what performance standards are applied.

As shareholders belong to the most important stakeholders, ownership structure has an impact on the balance of power among shareholders. Though sponsors usually hold majority shares required for ordinary resolutions, public shareholders have a definite role and influence in the passing of special resolutions required for changes in the business object, sale of business/productive assets, merger and amalgamation, winding up or dissolution and amendments to Memorandum and Articles of Association for protection of minority interest up to 72.06% of the shareholdings. The position of shareholders as on 30th June, 2024 indicates that the sponsors of the company do not hold the required shareholdings (75%) for passing special resolutions. This allows the public shareholders (individuals & institutions) to play an effective role in protecting their legal corporate rights. The Company holds regularly as per law the Annual General Meeting with adequate notice and disclosures in the Directors' Report and the Auditors' Report on Accounts/Notes and resolutions are passed with consensus and unanimity. All reasonable and practicable suggestions are implemented with good grace. Special Resolutions are passed in General Meeting with due notices periods. All enquiries are attended by the Company Secretary. Where necessary, Internal Audit Committee investigates matters of significant merit for consideration by the Management Committee/Managing Director/Audit Committee of Board of Directors as the case may be. The Shareholders as owners are provided with material information on the Company's operation quarterly and annually. They are also provided routine services by the Company Secretary in any company matters which is permissible. The Board is however responsible to the Shareholders as well as investors for publication of price sensitive information as per regulations of Bangladesh Securities and Exchange Commission.

Total No of Shares	11,62,05,178	100%
General Public	65,272,539	56.17%
Sponsor & Director	32,462,284	27.94%
Foreigners	00000	0.00%
Institutions	18,470,355	15.89%

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

Dividend Distribution Policy:

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

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

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

Corporate Socialization:

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

- ❖ Barisal Chamber of Commerce & Industries (BCCI).

- ❖ Dhaka Stock Exchange PLC. (DSE)
- ❖ Chittagong Stock Exchange PLC. (CSE)
- ❖ Bangladesh Association of Publicly Listed Companies (BAPLC)
- ❖ Central Depository Bangladesh Limited (CDBL).
- ❖ Bangladesh association of Pharmaceutical Industries (BAPI)

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

Secretarial Standard:

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

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

Compliances:

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

Publication of Price Sensitive Information (PSI)		
During the reviewed period 2023-2024, Indo-Bangla Pharmaceuticals Limited have published in national daily and online newspapers for following information as Price Sensitive Information and Notice to the Stakeholders:		
Disclosure	Publication date	Newspaper for publication
Major financial indicators for the year ended June, 2023 and 9th AGM related disclosure	28 October, 2023	<ul style="list-style-type: none"> • Desh Rupantar • The Bangladesh Today • Businessjournal24.com
Publication of First Quarter (Q1) financial result period ended 30 September, 2023	14 November, 2023	<ul style="list-style-type: none"> • The Bangladesh Today • Desh Rupantar • Deshprotikkhan
Notice for the 9th Annual General Meeting	07 December, 2023	<ul style="list-style-type: none"> • The Bangladesh Today • Desh Rupantar • Stockmarketbd
Annual Report Disbursement Notice	13 December, 2023	<ul style="list-style-type: none"> • The Bangladesh Today • Desh Rupantar
Publication regarding Virtual AGM	28 December, 2023	<ul style="list-style-type: none"> • The Bangladesh Today • Desh Rupantar • Businessseyebd.com
PSI on Credit Rating	02 January, 2024	<ul style="list-style-type: none"> • The Bangladesh Today • Desh Rupantar
Publication of Second Quarter (Q2) financial result period ended 31 December, 2023	30 January, 2024	<ul style="list-style-type: none"> • Desh Rupantar • The Bangladesh Today • Desh Protikkhon
Publication of Third Quarter (Q3) financial result period ended 31 March, 2024	30 April, 2024	<ul style="list-style-type: none"> • The Bangladesh Today • Desh Rupantar • Stocknewsbd



Since 1954 Indo-Bangla is working for the healthcare development of Bangladesh to ensure health, heartiness and happiness for mankind.

www.indo-banglapharma.com



WE OFFER

Indo- Bangla Pharma currently produces more than 90 brands and applied for 06 new Brand. Indo-Bangla Pharma's portfolio encompasses various the categories, including analgesics, respiratory, cardiovascular, central nervous system, dermatology, gastrointestinal etc. The company has sound expertise with specialized and advanced drug delivery systems that have created strong differentiation. Many of its brands remain consistent leaders in their respective therapeutic categories and the company continuously reviews and expands its product portfolio in order to ensure that people have access to newer, better treatment options at affordable cost. The expanding portfolio, including high value, differentiated, and difficult to copy products will continue to drive strong growth in the coming days.



MANUFACTURING CAPABILITIES

In line of International standards, our state of the manufacturing facilities is spread across a 37.40 decimals area located near the heart of Barisal city, Barisal, which houses facilities for manufacturing tablets, capsules, intravenous fluids, liquids, suppositories, injectable as well as the bulk paracetamol production unit. There are also water purifying and liquid nitrogen generation facilities. Currently being Constructing with large capacity to provide to the emergent demand.



QUALITY COMPLIANCE:

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

QUALITY CONTROL:

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

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

RESEARCH & DEVELOPMENT

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

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

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

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



OUR PEOPLE

Indo-BanglaPharmaceuticals’ success and accomplishments story lies on 224 strong & skilled workforces, who have stood by the company through thick and thin. The IBPL workforce is charged with the life-force from highly skilled and dedicated professionals. People are our most valuable assets and we always recognize that the the essence of this company and their collective resolve to excel- will propel us forward to reach new heights. We seek to provide a workplace that inspires people to be the best they can be. Our ability to transform ourselves is driven by a strong emphasis on employee empowerment at every level.

PRODUCT MANAGEMENT:

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

MARKETING:

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



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

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






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

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

PRODUCT PORTFOLIO



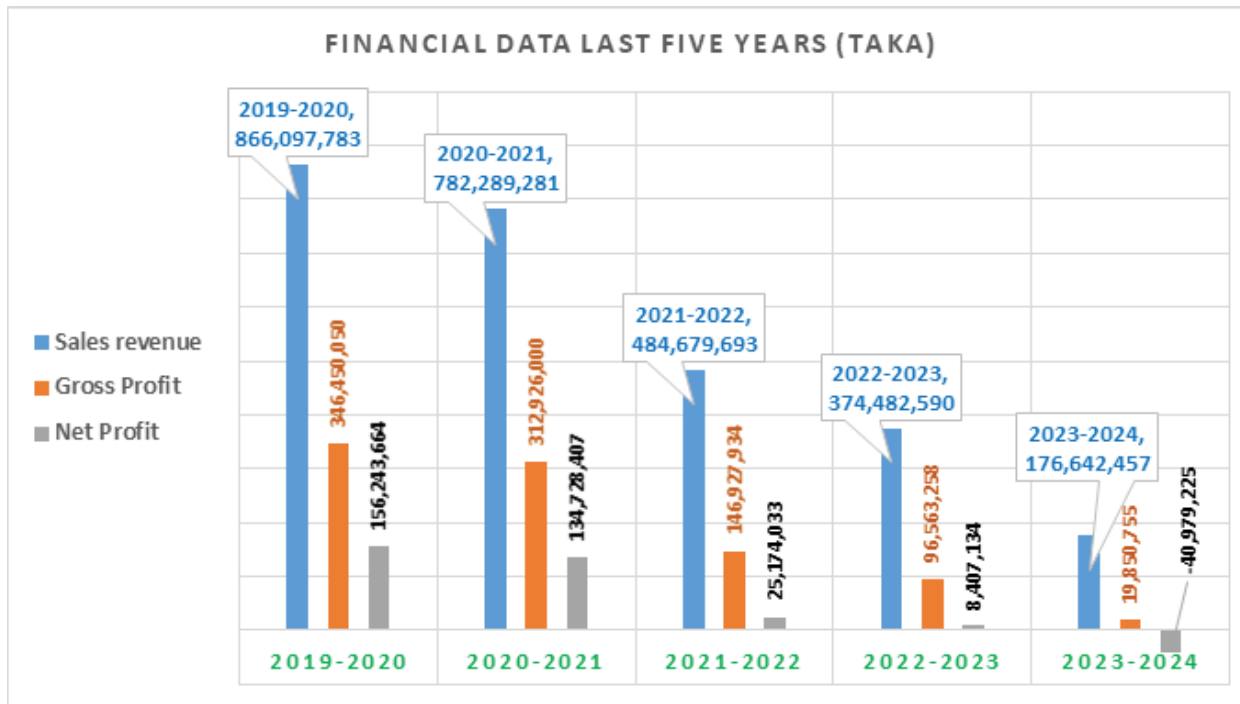
Group	Trade Name	Generic Name
		Omeprazole BP (Enteric Coated Pellets)
	Capsule Indonix 20	Esomeprazole Magnesium Trihydrate USP equivalent to Esomeprazole 20mg (as enteric coated pellets)
Analgesics-Antipyretics		Paracetamol BP Caffeine BP
	Tablet Paramol 500 mg	Paracetamol BP
	Suspension Paramol	Paracetamol BP
		
Anthelmintic	Tablet Albendox 400mg	Albendazole USP
Anti-Asthmatic Preparations	Tablet Indokast 10	Montelukast Sodium
Gastroprokinetic & Antiemetic Preparations	Tablet I-Pedom 10mg	Domperidone Maleate BP

Group	Trade Name	Generic Name
Antiprotozoal Preparations	 Tablet Metrol 400 mg	Metronidazole BP
	Tablet Metrol 200 mg	Metronidazole Benzoate BP
Non-Hormone Sex Stimulant Drugs	Tablet Makmaul Sanagra -50mg	Sildenafil Citrate BP
	Tablet Makmaul Sanagra -100mg 	Sildenafil Citrate BP
Non-steroidal Anti-inflammatory Drugs Preparation	Tablet Inket 	Ketorolac Tromethamine USP
	Capsule I-Cin 25 mg	Indomethacin BP
	Capsule Indofenac-TR	Diclofenac Sodium BP Timed Release Pellets
	Tablet Indoprox E Plus	Naproxen BP & Esomeprazole Magnesium Trihydrate BP
	Tablet Indofenac-50	Diclofenac Sodium BP
STEROIDS	Tablet Daxtrin 0.5 mg	Dexamethasone BP
	Tablet I-Solone 5 mg	Prednisolone BP
Vitamins & Minerals	Tablet Riboflavine	Riboflavin BP
	Tablet Calfresh-M 	Calcium Carbonate BP, Vitamin D3, Magnesium Oxide BP, Zinc Oxide BP, Cupric Oxide Ph.Gr., Manganese Sulphate Manahydrate BP, Boron Citrate Ph.Gr.
	Tablet Indocal-D 	Calcium Carbonate BP.

CORPORATE OPERATIONAL RESULTS

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

Financial Highlights.



Operational Result	Amount in Taka				
	2023-24	2022-23	2021-22	2020-21	2019-20
Net Sales Revenue	176,642,457	374,482,290	484,679,693	782,239,281	866,097,783
Gross Profit	19,850,755	96,563,258	146,927,934	312,936,000	346,450,050
Profit from Operation	(28,162,913)	24,681,093	32,503,411	177,952,858	222,667,522
Net Profit before tax	(27,909,103)	24,572,708	31,720,563	169,343,500	217,005,550
Net Profit after Tax	(40,979,225)	8,407,134	25,174,033	134,728,407	156,243,664
Net Operating Cash Flow per Share	0.29	0.63	0.79	1.33	1.54
Financial Position	2023-24	2022-23	2021-22	2020-21	2019-20
Non-Current Assets	1,326,160,930	1,344,573,299	1,354,903,129	1,295,291,134	1,126,809,674
Current Assets	495,939,118	531,196,611	538,891,584	595,555,779	612,456,404
Shareholder's Equity	1,580,842,948	1,621,822,173	1,625,035,557	1,625,418,375	1,517,598,176
Current Liability	100,153,105	124,803,247	154,198,259	157,253,535	126,947,217
Non-Current Liability	141,103,996	129,144,490	114,560,897	108,175,003	94,720,685
Key Financial Ratio	2023-24	2022-23	2021-22	2020-21	2019-20
Current Ratio	4.95	4.25	3.49	3.57	4.82
Quick Ratio	3.33	2.82	1.61	2.38	1.89
Net Income Ratio (%)	-23.19%	2.24%	5.19%	17.22%	18.04%
Return on Equity (%)	-2.59%	0.52%	1.55%	8.57%	10.80%
Earnings Per Share	(0.35)	0.07	0.22	1.18	1.37

DIRECTOR'S REPORT TO THE SHAREHOLDERS

To the Members for the 12th months period ended 30 June, 2024



Bismillahir Rahmanir Rahim
Distinguished Shareholders,

The Board of Directors of the Company is delighted to present the Audited Financial Position, Statements of Profit or Loss and other Comprehensive Income, Statement of Cash Flows and Statement of Changes in Equity along with the Auditors Report thereon, Report to the Shareholders for the financial year ended 30 June 2024 before the honorable Members (Shareholders).

The Directors' Report is presented in accordance with the provisions of section 184 of the Companies Act 1994, Rule 12 (and the Schedule there under) of the Bangladesh Securities and Exchange Rules, 2020, Corporate Governance Code, 2018 of Bangladesh securities and exchange Commission and International Accounting Standards-1 as adopted by The Financial Reporting Council, Bangladesh.

OPERATIONS AND THE STATE OF AFFAIRS OF INDO-BANGLA PHARMACEUTICALS LIMITED.

As per condition No. 1(5) (XXV) of the Corporate Governance Code, 2018 issued by Bangladesh Securities and Exchange Commission (BSEC), the management's discussion and analysis representing detail analysis of the Company' position and operation along with a brief discussion of changes the financial statements for the year ended 2023-2024, among others, centering on: -

Financial Results Overview

- ❖ **Revenue:** Revenue from operations decreased by 52.83% to Tk. 176,642,457 for the year ended 30th June, 2024 against Tk. 374,482,590 of the previous year.
- ❖ **Net Profit before Tax:** Net Profit before tax stood Tk. (27,909,103) for the year ended 30th June, 2024 which was Tk. 24,572,708 in the year 2022-2023.
- ❖ **Net Profit after Tax:** Net Profit after tax stood Tk. (40,979,225) for the year ended 30th June, 2024 which was Tk. 8,407,134 in the year 2022-2023.
- ❖ **Net Asset Value (NAV):** Net Asset Value (NAV) per share stood Tk. 13.60 for the year ended 30th June, 2024 which was Tk. 13.96 in the year 2022-2023, decreased by 2.57%
- ❖ **Earnings per share (EPS):** Earnings per share (EPS) stood Tk. (0.35) for the year ended 30th June, 2024 which was Tk. 0.07 in the year 2022-2023.

- ❖ **Dividend:** 0.10% Cash Dividend for the year ended 30th June, 2024 which was 0% for the year ended 30th June, 2023.

SECTORAL GROWTH

In Bangladesh, Pharmaceuticals is one of the fastest growing sectors with great potential as 98% of the country's total demand for medicine is being met by domestic pharmaceuticals. In addition to meeting the domestic demand, the companies also export medicines to several countries across the world. The Pharmaceuticals Industry of Bangladesh is paying the second largest revenue to the Government's exchequer.

Pharmaceuticals industries in the country has grown tremendously over the past few decades. So that the country can continue to produce a wide range of medicines at competitive costs and enjoys comparative advantage in the sector as cheap labor and raw materials, a favorable World Trade Organization (WTO) regime and adequate supply of skilled manpower.



In the 1950s, certain multinational companies (MNCs) and local companies began developing the pharmaceutical industry in Bangladesh. After independence in 1971, Bangladesh, classified as a least-developed country, was granted a patent exemption within the pharmaceutical sector in accordance with the British Patents and Designs Act of 1911. As a result, the production of generic medicine in the country began to increase. However, the growth of the pharmaceutical industry began in the 1980s. In 1981, there were 166 licensed pharmaceutical factories in Bangladesh. However, the country's pharmaceutical production was then dominated by 8 multinational companies and they supplied 75% of the country's medicine. At that time, 25 medium-sized domestic pharmaceutical companies Produced 15% and 133 companies produced the remaining 10%. All these companies used

locally from raw materials imported in foreign currency worth BDT 60 crore annually. Despite having 16 local pharmaceutical companies in the country, medicines worth BDT 30 crore were imported from abroad every year.

Over the decades, the sector transitioned from being import-dependent to one of the leading industries in the country. Today, Bangladesh is largely self-sufficient in pharmaceuticals, producing 98% of the medicines needed for the domestic market. The industry is home to around 300 companies. It also mentioned that current export of Bangladeshi medicines to over 150 countries.

The pharmaceuticals sector in Bangladesh has witnessed significant growth during the 2023- 2024 period, driven by a variety of factors. One of the primary contributors to this expansion is the increased domestic demand for pharmaceutical products. The country's growing population, coupled with rising awareness of healthcare needs, has amplified the demand for medicines, particularly for managing chronic diseases such as diabetes, hypertension, and cardiovascular conditions. The aftermath of the COVID-19 pandemic has further accentuated the importance of healthcare, leading to the heightened focus on medical preparedness and infrastructure, which in turn has positively impacted the pharmaceutical industry.

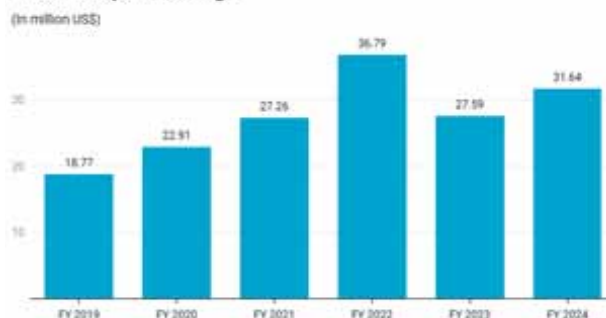
The pharmaceutical market of Bangladesh is expected to surpass \$6 billion by 2025 with an absolute growth of 114 per cent from its 2019 levels. The pharmaceutical market has been witnessing excellent growth in recent years, and it is expected to have a compound annual growth rate of more than 12 per cent during the 2019-2025 period.

Export growth has been another significant driver. Bangladesh has been positioning itself as an emerging player in the global pharmaceutical market, exporting to regions like Africa, Southeast Asia, and the Middle East. The country's ability to produce high-quality generic medicines at relatively lower costs has made it competitive internationally. Additionally, the accreditation of several Bangladeshi companies by the World Health Organization (WHO) has bolstered the country's prospects in entering more regulated markets, including Europe and the U.S.

The notable change that attracted the world towards the country's market status is the consequence of innovation in science and research and development sector. This has surprisingly transformed the curve of the overall ratio or contribution of Bangladesh pharmaceutical market at the global level.

Bangladesh ranks 71st out of 178 countries in the world in terms of global pharmaceutical exports. Bangladesh's pharmaceutical industry accounts for 1.83% of the country's GDP.

Pharma Export Earnings



PHARMACEUTICAL MARKET FUTURE OPPORTUNITY

Bangladesh pharmaceutical market had been largely dependent on the imports as well as on multinational companies for meeting the needs of the local population. However, in recent times local pharmaceutical companies have emerged as the game-changer by contributing more than 90% of the overall available medicines in the market. Bangladesh Pharmaceutical Market Future Opportunity Outlook 2025 Highlights:

- ✓ Bangladesh Pharmaceutical Market Opportunity: More Than US\$ 6 Billion by 2025
- ✓ Share Of Local Pharmaceutical Companies: >90%
- ✓ Share of Generics Drugs in Pharmaceutical Market: >75%
- ✓ Leading Drugs Market Insight by Availability, Dosage & Price Analysis
- ✓ Number of Ongoing Clinical Studies: > 300 Clinical Studies
- ✓ Pharmaceutical Exports Opportunity: > US\$ 450 Million by 2025

The pharmaceutical market of Bangladesh is expected to surpass \$6 billion by 2025 with an absolute growth of 114 per cent from its 2019 levels as Bangladesh's economy is growing with increased per capita income in 2023-2024 of \$2784, while life expectancy increased to 73.82 years, a 0.34% increase from 2023. Improved healthcare facilities and diagnosis with modern technology and rapid growth of chronic diseases due to change in lifestyle and environment factors are other reasons for the growth of domestic drug market. Bangladesh can become a global player by targeting the pharma emerging market which is expected to grow up by 3-6% Compound Annual Growth Rate (CAGR) for the next 5 years. But, we have to adopt modern technologies like ML (Machine Learning), AI (Artificial Intelligence) & Bio pharma to compete with developed markets. However, upgraded pharmaceutical policy support is very essential to stay and compete in the global market.

Government support has played a crucial role in facilitating the sector's growth. Through favorable regulatory policies, grants for R&D and etc., the government has created a conducive environment for the pharma

ceutical industry to flourish. Bangladesh's national strategy to reduce dependence on imported medicines and promote local production, including the manufacturing of active pharmaceutical ingredients (APIs), has also strengthened the domestic pharmaceuticals sector.

OTC pharmaceuticals provide affordable medical opportunities, not only for the healthcare system but also for consumers in order to meet their everyday healthcare needs. The COVID-19 pandemic had various impacts on OTC business. The rising awareness of self-care drove the growth in some prescription oriented markets having OTC potentiality also; such as PPI (8.55%), Antihistamine (16.84%), Calcium (17.84%) and Antileukotriene Antiasthma (16.84%). However, growing cautiousness and hygiene regulations led to a reduction in demand for cough and cold products (-5.11%) & expectorants (-5.57%).



CHALLENGES IN NEAR FUTURE

As a least developed country, Bangladesh would get patent exemption on pharmaceutical products till 2033 as per the TRIPS agreement with the World Trade Organization. However, since Bangladesh is looking forward to graduating from LDC by 2026, Bangladesh is likely to lose the patent exemption facility 7 years before the expiration date. Which may stop the development of the pharmaceutical industry in Bangladesh because if Bangladesh loses the benefits of the TRIPS agreement, pharmaceutical companies will have to enact new patent laws. As a result, manufacturing of many types of generic medicine is likely to cease. If domestic manufacturers want to maintain production of these medicines, they may have to pay royalties on patents. As a result, the overall price of medicine in Bangladesh may increase. Otherwise companies will face patent violations and exports will be severely hampered. One of the biggest issues in Bangladesh's pharmaceutical industry is that the country's pharmaceutical companies are not paying much attention to research. As a result, there is a lack of innovation in the domestic pharmaceutical sector. Apart from this, one of the major threats in the pharmaceutical industry of Bangladesh is counterfeit and substandard medicines. Although there are strict standards on the quality of medicines exported abroad, there is a large supply of counterfeit medicines in the domestic market. As a

result, quality producers are losing huge dividends every year. In addition, most of the raw materials used in the manufacture of medicines have to be imported from outside the country which if produced in the country, the pharmaceutical industry will be able to be more self-sufficient, and manufacturing costs can be further reduced.

INDO-BANGLA PHARMACEUTICALS LIMITED LOOKS FOR A BETTER FUTURE

Indo-Bangla Pharmaceuticals Ltd, is a reliable name in the pharmaceuticals sector of Bangladesh, works relentlessly to move forward with a targeted vision to be on the forefront of changing healthcare environment turning innovative science towards esteemed new treatment preferences. Indo-Bangla steps forward with the pre-determined vision to achieve excellence in manufacturing and marketing of pharmaceuticals products and trying to extending its business in abroad as well. New technology, new invention, new products as well as new project are the rhythm of life of pharmaceuticals Company. Since, Indo-Bangla Pharmaceuticals Ltd., is well aware of the adoption new technology and has taken a number of ambitious initiatives and business strategy to meet the upcoming demand. The management is highly concerned about continuous development of operational efficiency, both qualitatively and quantitatively by updating and upgrading technical processes, research, and training at the manufacturing facilities at each level.

QUALITY CONTROL

Indo-Bangla Pharmaceuticals Ltd.'s management focuses a high priority on preserving and enhancing the quality of its medicines according to WHO GMP standards at every stage of manufacturing and handling. Following up on all expiry-dated product withdrawals from the market is done on a regular basis through careful inspection and monitoring. The quality control facilities include a high grade standard laboratory facility, computerized equipment and tools, and a team of highly experienced and well-trained research workers dedicated to achieving ethical and moral goals without compromise.

Indo-Bangla Pharmaceuticals Limited has a separate Galenical laboratory for research and development, equipped with all the necessary machineries & equipment of current GMP standard in small scale for the team to develop products. IBPL Quality Control Department guide and support in analytical development. Quality Control Department is equipped with highly sophisticated instruments like UPLC, Gas Chromatography, Atomic absorption spectrophotometer, FTIR, etc. A highly sophisticated microbiology laboratory has been setup to cater to the need for quality control of regular products as well as control of all the different biological products that the company produces.

ADOPT NEW TECHNOLOGY

Indo-Bangla Pharmaceuticals Ltd., is striving to upgrade and adopt new from market of all expiry dated products through technology in production, quality control, distribution and administration of its products to produce new generation drugs as the faster growth of new and lifesaving drugs to customers/patients. During the year (2021-2022) the company invested a substantial amount in improving its Laboratory facilities, R&D Scale-up facilities etc. Indo-Bangla Pharmaceuticals Limited places total emphasis on maintaining and improving of quality of its products following GMP standards of WHO by following strictly laid down criterion at every level of production and handling. Indo-Bangla Pharmaceuticals Limited also follows-up withdrawals close inspection and surveillance. The quality control facilities include a high standard laboratory, computerizing equipment's and tools and a term of high qualified research personnel who are able maintain high standards.

RISK AND CONCERNS

Different types of risk and concern in Pharmaceuticals industries are- Tariffs and international trade restrictions, Insufficient raw material production facilities, Absence of bioequivalence test facility, Lack of modern drug testing laboratory.

Marketing strategy- Pharmaceutical industries are now in high-end development trend that is being carried out by leading companies. Increasingly, many companies are competing with new pharmaceutical industries. As a result, the success of pharmaceutical industries largely depends on the efficiency and effectiveness of the highly trained and qualified medical promotion officers.

Problems regarding export, Contest in the Bangladeshi pharmaceutical market, Rivalry among existing firms, Threat of new entrants, Threat of substitute products, bargaining power of buyers, Bargaining power of suppliers. Changes in the existing global or national policies can have either positive or negative impacts for the company. Any insufficiency or price hike of raw materials due to change in policy in the international market might hamper the production and profitability. Changes in currency exchange rates might also affect the pricing and thereby the profitability of the Company. Similarly, risks factors of the industry depend on the Government polices as well.

However, the industry is also exporting abroad. Currently, formulations are exported to 92 countries around the world. The major destinations for Bangladeshi medicines are Myanmar, Sri Lanka and Kenya, while nearly 50 countries import Bangladeshi medicines regularly.

PROJECT AT KALIAKOIR, GAZIPUR.

In order to meet increased demand of existing products as well as to achieve long term sustainable growth of the Indo-Bangla Pharmaceuticals Ltd., by including new technology and produce new generation drugs, IndoBangla Pharmaceuticals Ltd., has undertaken a courageous step in setting up a new production plant at kaliakoir, Gazipur, which is under construction as well as conceptual designs of new project has been started and civil work had also been started.

In this connection company purchased 5.0614 acres land, "Bainanama Agreement" was made earlier for purchase of more 5.22 acres land situated at Fulbaria, Kaliakoir, Gazipur.

OPERATIONS AND STATE OF AFFAIRS OF THE COMPANY:

The operating financial results of the Company for the year 2023-2024 as compared to previous year, are summarized below:

Particular	2023-2024 Taka	2022-2023 Taka	Increased (%)	Decreased (%)
Net Sales Revenue	176,642,457	374,482,590	-	52.83%
Costs of Sales	156,791,702	277,919,331	-	43.58%
Gross Profit	19,850,755	96,563,258	-	79.44%
Financial Expenses	4,403,049	5,231,224	-	15.83%
Non-Operating Income	253,810	1,120,250	-	77.34%
Net Profit (Before Tax)	-27,909,103	24,572,708	-	213.58%
Provision for Taxation	13,070,122	16,165,573	-	19.15%
Net Profit (After Tax)	-40,979,225	8,407,134	-	587.43%
Gross Profit Margin	11.24%	25.78%		
Net Profit Margin (Before Tax)	-15.80%	6.56%		
Net Profit Margin (After Tax)	-23.20%	2.24%		
(EPS) Earnings Per Share	-0.35	0.07		

- ❖ Turnover amounting to Tk. 176,642,457 for the year ended 30th June, 2024 as compared to Tk. 374,482,590 for the previous year, decreased by 52.83%.
- ❖ Net Profit before tax stood Tk. (27,909,103) for the year ended 30th June, 2024 which was Tk. 24,572,708 in the year 2022-2023.
- ❖ Net Profit after tax stood Tk. (40,979,225) for the year ended 30th June, 2024 which was Tk. 8,407,134 in the year 2022-2023.
- ❖ Net Asset Value (NAV) per share stood Tk. 13.60 for the year ended 30th June, 2024 which was Tk. 13.96 in the year 2022-2023, decreased by 2.57%
- ❖ Earnings per share (EPS) stood Tk. (0.35) for the year ended 30th June, 2024 which was Tk. 0.07 in the year 2022-2023.

During the year 2023-2024, Net Sales Revenue, Net Profit before Tax, Net Profit after Tax decreased by 52.83%, 213.58% and 587.43% respectively, over the previous year 2022-2023.

During the year 2023-2024, Net Asset Value (NAV) per share, Earnings per share (EPS) and Net Operating cash Flows Per share (NOCFPS) decreased by 2.58%, 600% and 53.97% respectively, over the previous year 2022-2023.

Net Sales Revenue during the year has decreased by 52.84% from BDT 484,679,693 to BDT 374,482,590 in comparison to previous year. Due to the dollar shortage on the financial market, we faced difficulties in importing as much raw materials as we desired, which hampered our production as well as sales. The rising price of the dollar is further increasing import costs, leading to a decline in the demand for our products on the market.

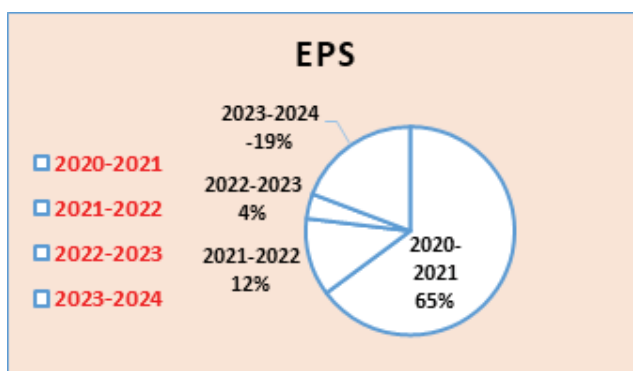
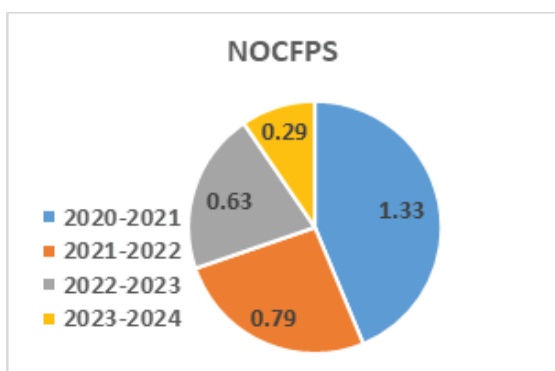
The reasons, for Significant Deviation in Earning per Shares (EPS) and NOCFPS

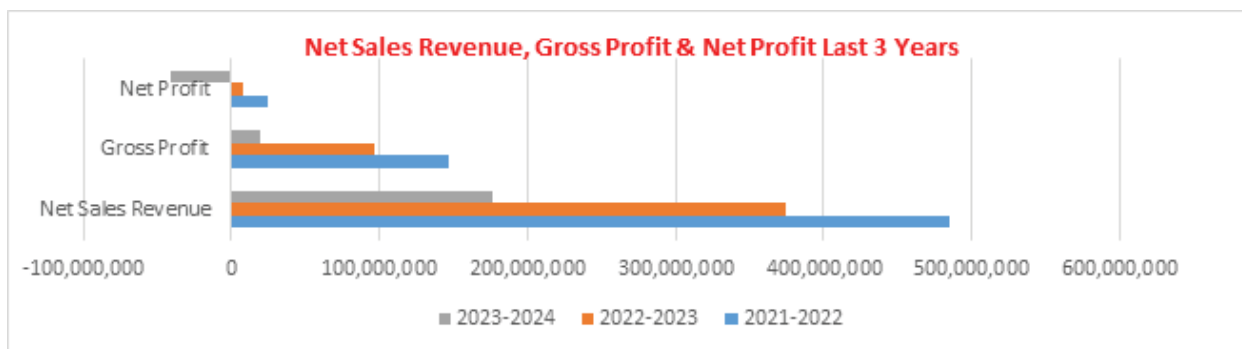
The main reason of sloping down Earning per Share (EPS) is dropping turnover by 52.84% in comparison to previous year. Earnings per Share (EPS) has decreased due to increase in cost of goods sold and others expenses. Cost of Goods Sold has increased significantly which has decreased net profit and the underlying reason for such decrease was the considerable increase in price of raw materials, unprecedented foreign exchange loss incurred because of the USD to BDT conversion rate and increase in supplier's payment. Net Operating Cash Flow per Share (NOCFPS) has been decreased due to increase in payment for cost and expenses during July 2023 to June 2024.

Discussion on EPS & NOCFPS

The Company's Revenues from operations were TK. 176,642,457 for the year ended 30th June, 2024 as compared to TK. 374,482,590 for the previous year, a decrease by 52.84%.

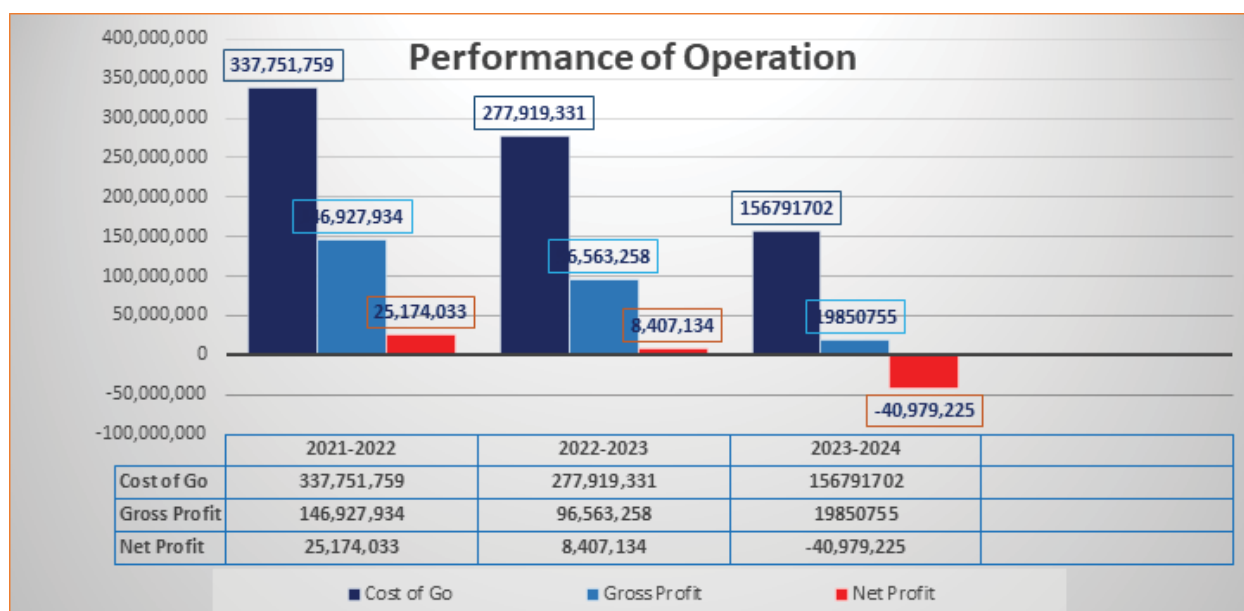
The company has made Net Loss of TK. (40,979,225) for the year under review as compared to TK. 8,407,134 for the previous year. Earnings per Share (EPS) of Tk. (0.35), Net Asset Value (NAV) per share of Tk. 13.60, and Net Operating Cash Flows Per share (NOCFPS) of Tk. 0.29 for the year ended on June 30, 2024 as against Tk. 0.07, Tk. 13.96 and Tk. 0.63 respectively for the same period of the previous year.





DISCUSSION ON COST OF GOODS SOLD, GROSS PROFIT MARGIN AND NET PROFIT MARGIN SHOWN BELOW:

Profit from Operation	30-June-2024		30-June-2023	
	Amount	Percentage	Amount	Percentage
Turnover	176,642,457	100.00	374,482,590	100.00
Cost of Goods Sold	156,791,702	88.76	277,919,331	74.22
Gross Profit	19,850,755	11.23	96,563,258	25.78
Net Profit for the year	(40,979,225)	(23.19)	8,407,134	2.24



DIVIDEND

The Company has invested a substantial amount for expansion of capacity as well as diversification of products and business. Taking into account the financial performance of the company Board of Directors has recommended 0.10% Cash Dividend for the year ended 30th June, 2024 [i.e. Tk. 0.01 (paise one) for holding 1 (one) Share of Tk. 10 (taka ten) each] which was 0% Dividend for the year ended 30th June, 2023.

SEGMENT WISE REPORTING

The company operates only in one segment, which is manufacturing and selling of all kinds of medicine (excluding Antibiotic), medical preparations drugs & chemicals (Human Health). The Company applied for permission for production and selling of veterinary medicine also.

DISCUSSION ON CONTINUITY OF EXTRAORDINARY GAIN OR LOSS

Extraordinary gains or losses refer to irregular and infrequent gain or loss and which is not part of the Company's ordinary/day to day operations. As for the Company, there was no such gain or loss during the year ended June 30, 2024.

RELATED PARTY TRANSACTION

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

(a) Remuneration

Name	Designation	Nature of Transaction	Amount in (BDT)	
			2023-2024	2022-2023
Mr. A.F.M. Anowarul Huq	Managing Director	Remuneration	3,900,000	4,800,000

(b) Board of Directors & Board of Directors' Committee Meeting Fee

Name	Designation	Nature of Transaction	Amount in (BDT)	
			2023-2024	2022-2023
Mrs. Aziza Yeasmin	Chairman	Board Meeting Fee	40000	-
Mr. A.F.M. Anowarul Huq	Managing Director		70,000	90,000
Mrs. Hafiza Yeasmin	Director		100,000	90,000
Mrs. Fatima Parvin	Director		60,000	90,000
Md. Golam Rabbani	Director		140,000	90,000
Md. Shariqul Anam	Director		10000	-
Md. Iftikhar-Uz-Zaman	Independent Director		30,000	90,000
Mr. A K M Haruner Rashid	Independent Director		130000	-

BOARD OF DIRECTORS SIZE

The number of members of the Board of Directors stands at 5 (including one Independent Director) which are within the limits given by the BSEC Notification.

SL	Name	Position	Remarks
1.	Mrs. Aziza Yeasmin	Chairman	Appointed as Director and elected new Chairman in the Board of the Company on 28th October, 2023.
2.	Mr. A.F.M. Anowarul Huq	Managing Director	Continuing
3.	Mrs. Hafiza Yeasmin	Director	Continuing
4.	Mr. Md. Golam Rabbani	Director	Membership was vacated due to appointment of Md. Shariqul Anam as Nominee Director in place of Md. Golam Rabbani.
5.	Md. Shariqul Anam	Director	Appointed as Nominee Director on 30th April, 2024
6.	Mrs. Fatima Parvin	Director	Membership was vacated due to resignation from the Board on 28 October 2023.
7.	Mr. Md. Iftikhar-Uz-Zaman	Independent Director	Membership was vacated due to resignation from the Board on 17 September 2023.
8.	Mr. A.K.M. Haruner Rashid, LL.B, FCS	Independent Director	Appointed as Independent Director in the Board of the Company on 17 September 2023.

SL	Name	Position
1.	Mrs. Aziza Yeasmin	Chairman
2.	Mr. A.F.M. Anowarul Huq	Managing Director
3.	Mr. Md. Shariqul Anam (Nominated By ICB)	Director
4.	Mrs. Hafiza Yeasmin	Director
5.	Mr. A.K.M. Haruner Rashid, LL.B, FCS	Independent Director

DIRECTORS INVOLVED IN OTHER COMPANIES

SL	NAME	POSITION	DIRECTORSHIP/OWNERSHIP WITH OTHER COMPANIES.	
			COMPANIES	POSITION
1.	Mrs. Aziza Yeasmin	Chairman	-	
2.	Mr. A. F. M. Anowarul Huq	Managing Director		
3.	Mr. Md. Shariqul Anam (Nominated By ICB)	Director	- Aramit Ltd. - BD Thai Aluminium Ltd.	Director
4.	Mrs. Hafiza Yeasmin	Director	-	
5.	Mr. A.K.M. Haruner Rashid, LL.B, FCS	Independent Director	- JAGO Corporation PLC.	Independent Director

ELECTION OF DIRECTORS

Mrs. Hafiza Yeasmin, Director retires as per Article-55, 56, 57 of the Articles of Association of the company, has retired and, being eligible, has offered herself for re-election. Brief resume and other information of the above mentioned director are depicted in Annexure-II.

RE-APPOINTMENT OF THE MANAGING DIRECTOR

The Board of Directors has re-appointed Mr. A. F. M. Anowarul Huq as Managing Director. The Board of Directors recommended his reappointment at its meeting on June 06, 2024. A brief resume and other information of the above mentioned Managing Director is depicted in Annexure-II.

APPOINTMENT OF DIRECTOR

The Board of Directors has appointed Md. Shariqul Anam as a Nominee Director of the Company in place of Md. Golam Rabbani, as nominated by Investment Corporation of Bangladesh (ICB) vide their letter no. ICB/SADI/14.73/1514/3179 dated: 27 February, 2024. A brief resume and other information of the above-mentioned directors is depicted in Annexure-II.

DIRECTOR'S REMUNERATION

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

REMUNERATION

Name	Designation	Nature of Transaction	Amount in (BDT)	
			2023-2024	2022-2023
Mr. A.F.M. Anowarul Huq	Managing Director	Remuneration	3,900,000	4,800,000

APPOINTMENT OF STATUTORY AUDITORS

M/s. Shafiq Basak & Co., Chartered Accountants, of Shatabdi Center (6 th Floor), 292, Inner Circular Road, Fakirapool, Motijheel, Dhaka, was the Statutory Auditor for the year 2023-2024 and submitted qualified Report on Financial Statements of Indo-Bangla Pharmaceuticals Ltd., for the year ended 30 June, 2024.

M/s. Shafiq Basak & Co. is retiring at this Annual General Meeting and being eligible, have offered themselves for reappointment as Statutory Auditors of the Indo-Bangla Pharmaceuticals Ltd., for the year 2024-2025.

The Board of Directors recommended their reappointment at its meeting on November 12, 2024.

M/s. Shafiq Basak & Co., Chartered Accountants, submitted Qualified Report on Financial Statements of Indo-Bangla Pharmaceuticals Ltd., for the year ended 30 June, 2024 as following Matter:

Basis for Qualified Opinion

- Note No.3.00 Property, Plant and Equipment.
- Note No. 4.00 Capital Work in Progress.

3. Note No.5.00 Inventories.
4. Note No.18.00 Sales Revenue.

Emphasis of Matter

1. Note No. 13.00 Unclaimed Dividend Payables Tk. 14,813,593.00
2. Note No. 19.01 Material Consumed.

APPOINTMENT OF COMPLIANCE AUDITORS

As per the requirement of Bangladesh Securities and Exchange Commission (BSEC) Notification No. BSEC/CMRRCD/2006-158/207/Admin/80 dated 3 June, 2018, the Company shall obtain a certificate from a practicing Professional Accountant or Secretary other than its Statutory Auditors or Audit firm on yearly basis.

M/S. Mohammadullah & Associates, Chartered Secretaries and Consultants, Suite: B6, Samata Tower, House: 47/B, Road: 2, Chand housing, Mohammadpur, Dhaka-1207, was the Compliance Auditors for the year 2023-2024 and presented a Certificate of Compliance for the year ended 30 June, 2024 under the conditions of the Corporate Governance Code 2018 of the Bangladesh Securities Exchange Commission.

M/S. Mohammadullah & Associates, Chartered Secretaries and Consultants, who is retiring at this Annual General Meeting and being eligible, have offered themselves for reappointment as Compliance Auditors for the year 2024- 2025 of Indo-Bangla Pharmaceuticals Limited.

The Board of Directors recommended their reappointment at its meeting on November 12, 2024.

SPECIAL BUSINESS

1. To pass a special resolution in regard to changing the name of the Company from “Indo-Bangla Pharmaceuticals Limited.” to “Indo-Bangla Pharmaceuticals PLC.” as per provision of the Companies Act, 1994 (2nd amendment 2020) and to amend Clause-I and Article-2(b) of the Memorandum and Articles of Association of the Company.

The Board of Directors in its meeting held on 3rd December, 2024 has adopted the following resolution in order to comply with the provisions of the Companies Act, 1994 (2nd amendment 2020).

Therefore, if thought fit, the shareholders are requested to pass the following resolutions adopted by the Board of Directors as special resolutions:

“RESOLVED THAT pursuant to amendment section 11(KA) (2nd amendment 2020) of the Companies Act, 1994 (including any statutory modification or re-enactment thereof, for the time being in force) and all other applicable provisions, if any, of the Companies Act, 1994, subject to approval of the Registrar of Joint Stock Companies and Firms and any other regulatory authorities as may be necessary, consent of the members, be and is hereby, accorded to change the name of the Company from “Indo-Bangla Pharmaceuticals Limited” to “Indo-Bangla Pharmaceuticals PLC.”

“FURTHER RESOLVED THAT the Name Clause being Clause-I in the Memorandum of Association of the Company be altered accordingly and substituted by the following clause:

“I. The name of the Company is **Indo-Bangla Pharmaceuticals PLC.**”

“**FURTHER RESOLVED THAT** in terms of Section 20 of the Companies Act, 1994 the Articles of Association of the Company be altered by deleting the existing name of the Company, Indo-Bangla Pharmaceuticals Limited, wherever appearing, and substituting it with the new name of the Company, “Indo-Bangla Pharmaceuticals PLC”.

2. To pass a special resolution in regard to amend Article-49 of the Articles of Association of the Company.

The Board of Directors in its meeting held on 3rd December, 2024 has adopted the following resolution in order to comply with the provisions of the Companies Act, 1994 (2nd amendment 2020).

Therefore, if thought fit, the shareholders are requested to pass the following resolutions adopted by the Board of Directors as special resolutions:

“**RESOLVED THAT** pursuant to provisions of the Section 20 of the Companies Act, 1994 (including any statutory modification or re-enactment thereof, for the time being in force) and all other applicable provisions, if any, of the Companies Act, 1994, subject to approval of the Registrar of Joint Stock Companies and Firms and any other regulatory authorities, as may be required, consent of the members, be and is hereby, accorded to amend the Article-49 of the Articles of Association of the Company.”

In Article-49 the following amendments shall be made:

“**Article-49.** Until otherwise determined, the Quorum for the meeting of the Board of Directors shall be constituted in presence of one-third of the total strength of the Board (any fraction contained in that one-third being rounded off as one), or three (3) Directors, whichever is higher.”

“For the purpose of this Article-49, the expression ‘presence’ shall mean presence either personally or through an Alternate Director in a meeting, including meeting by teleconference or any other method.”

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

As per corporate governance code of BSEC, the company has allocated the responsibilities of the officials as Follows:

SL	Name	Position
1.	Mr. Mohi Uddin, QCS	Company Secretary
2.	Md. Nuray Alom Siddique	Chief Financial Officer
3.	Mr. Md. Abubakar Siddique	Head of Internal Audit and Compliance (HIAC)

AUDIT COMMITTEE

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

The Audit Committee carries out its responsibilities as per the provisions of law and submits its report to the Board of Directors from time to time. The Audit Committee shall also co-ordinate with the Internal and external Auditors as and when required. The Audit Committee ensures that adequate internal checks & balances supported by adequate MIS are in place for detection of errors frauds and other deficiencies. The other responsibilities include inter alia, not being limited to, the prevention of conflict of interest between the company and its Directors officials, customers, suppliers, government and any other interest groups and detect or remove any scope of insider trading in the company's stock. The Audit Committee also ensures compliance of requirements of BSEC and other regulatory. During the year 2023-2024 under review, the Committee held four meetings.

The Audit Committee of Indo-Bangla Pharmaceuticals limited is comprised of 3 (three) Members of the Board of Directors including 1 (one) Independent Directors. The composition of the present members of Audit Committee as follows:

SL	Name	Position
1.	Mr. A.K.M. Haruner Rashid, LL.B, FCS Independent Director	Chairman
2.	Md. Shariqul Anam Non-Executive Director	Member
3.	Mrs. Hafiza Yeasmin Non-Executive Director	Member
4.	Mr. Mohi Uddin, QCS	Secretary

MEETINGS AND ATTENDANCE OF AUDIT COMMITTEE

During the year 2023-2024 under review, the Committee held four meetings. The attendance of the Member at these meeting is outlined below:

SL	Position	No. of Meeting held during his/her tenure	Meetings Attend	Remarks
Md. Iftikhar-Uz-Zaman (Independent Director)	Chairman	4	0	Membership was vacated due to resignation from the Board with effect from 17th September, 2023.
A.K.M. Haruner Rashid, FCS (Independent Director)	Chairman	4	4	Continuing
Md. Golam Rabbani (Non-Executive Director)	Member	4	4	Membership was vacated due to appointment of Md. Shariqul Anam as Nominee Director in place of Md. Golam Rabbani.
Md. Shariqul Anam (Non-Executive Director)	Member	4	0	Appointed as Member of the Audit Committee on 30th April, 2024
Mrs. Fatima Parvin (Non-Executive Director)	Member	4	1	Membership was vacated due to resignation from the Board with effect from on 28th October, 2023.
Mrs. Hafiza Yeasmin (Non-Executive Director)	Member	4	0	Appointed as Member of the Audit Committee on 28th October, 2023
Mohi Uddin	Secretary	4	4	Continuing

NOMINATION AND REMUNERATION COMMITTEE (NRC)

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

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

The Nomination and Remuneration Committee of Indo-Bangla Pharmaceuticals Ltd., is comprised of three (3) non-executive Directors of the Board including an Independent Director. The Chairperson of the Committee is an Independent Director of the Company the composition of the present NRC is as follows:

SL	NAME	POSITION
1.	Mr. A.K.M. Haruner Rashid, LL.B, FCS (Independent Director)	-Chairman
2.	Md. Shariqul Anam (Non-Executive Director)	-Member
3.	Mrs. Hafiza Yeasmin (Non-Executive Director)	-Member
4.	In Attendance	-Chairman -Managing Director -External Advisers – by invitation -Any Non-Executive Director shall be entitled to attend the Committee's meetings.
5.	Mr. Mohi Uddin, QCS	Secretary

Mr. Mohi Uddin, QCS Company Secretary is the Secretary to the nomination & Remuneration Committee. The number of the meeting held during year ended June 30, 2024 were 5 (five). Mr. Mohi Uddin, Company Secretary attends the Committee's meeting as the Secretary of the Committee. The Managing Director and Head of Human Resources and Administration attends the meeting by invitation. The Chief Financial Officer attends the meeting as and when invited.

MEETING & ATTENDANCE OF NOMINATION AND REMUNERATION COMMITTEE (NRC)

During the year 2023-2024 under review, the Committee held two meetings. The attendance of the Member at these meeting is outlined below:

SL	Position	No. of Meeting held during his/her tenure	Meetings Attend	Remarks
Md. Iftikhar-Uz-Zaman (Independent Director)	Chairman	5	1	Membership was vacated due to resignation from the Board with effect from 17th September, 2023.
A.K.M. Haruner Rashid, FCS (Independent Director)	Chairman	5	4	Appointed as Chairman of the NRC on 17th September, 2023
Md. Golam Rabbani (Non-Executive Director)	Member	5	4	Membership was vacated due to appointment of Md. Shariqul Anam as Nominee Director in place of Md. Golam Rabbani.
Md. Shariqul Anam (Non-Executive Director)	Member	5	0	Appointed as Member of the NRC on 30th April, 2024
Mrs. Fatima Parvin (Non-Executive Director)	Member	5	2	Membership was vacated due to resignation from the Board with effect from on 28th October, 2023.
Mrs. Hafiza Yeasmin (Non-Executive Director)	Member	5	1	Appointed as Member of the NRC on 28th October, 2023
Mohi Uddin	Secretary	5	5	Continuing

MAINTANING WEBSITE

Listing Regulation, 2015 of the Dhaka and Chittagong Stock Exchange and Bangladesh Securities and Exchange Commission (BSEC) Notification on Corporate Governance Code and Financial Reporting and Disclosure emphasized the functional website of the issuer as one of the means to communicate with the investors and other stakeholders. Indo-Bangla Pharmaceuticals Limited is compliant with the rules and regulations and updated all relevant information within the stipulated time-lines.

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

SUBSIDIARY COMPANY

The company has no subsidiary company.

CORPORATE GOVERNANCE

Corporate Governance is the practice of good citizenship, through which the Company is governed by the Board, keeping in view its accountability to the stakeholders and to the society. In accordance with the requirement of Bangladesh Securities and Exchange Commission (BSEC) Notification No. BSEC/CMRRCD/2006-158/207/Admin/80 dated 3 June, 2018, a statement in pursuance to Clause 1 (5), resume of the Directors who shall be appointed, Audit Committee Report as per clause 5 (7), Certificate from the CEO & CFO to the Board, Certificate on Compliance of Condition of Corporate Governance Code & Status of Compliance in depicted in the Annexure-I, II, III, IV, A, B & C respectively.

MINORITY SHAREHOLDERS INTEREST

In compliance with Condition No. 1(5) (xvi) of the Corporate Governance Code 2018 of BSEC, the Board hereby confirms that the interests of the minority shareholders have been duly protected by the Company.

ENVIRONMENTAL ROLE

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

CREDIT RATING

The Emerging Credit Rating Ltd (ECRL) has affirmed the credit of 'BBB' (Stable) for Long Term and 'ST-3' for Short Term on the basis of financial and other relevant quantitative and qualitative information of the Company.

GOING CONCERN

While approving the financial statements, the directors have made appropriate inquiries and analyzed the significant financial, operating as well as other indicators for enabling them to understand the ability of the Company to continue its operation for a conceivable period. Directors are confident and have a reasonable expectation that the Company has adequate resources to continue its operation consistently for the predictable future. Therefore, the company adopted the going concern basis in preparing the financial statement.

MANAGEMENT'S DISCUSSION AND ANALYSIS

Management's Discussion and Analysis signed by the Managing Director presenting detailed analysis of the Company's position and operations along with a brief discussion of changes in the financial statements and other requirements of the Corporate Governance Code is disclosed in Page No of this report.

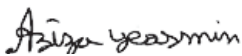
MANAGEMENT GRATITUDE

Finally, on behalf of the Board, I would like to take this opportunity to thank all the employees of Indo-Bangla Pharmaceuticals Ltd for their tremendous efforts. I would also like to express sincere gratitude to the shareholders as well as all Stakeholders of the company for their continued support.

The Board is also grateful to the Officers, Staff, Workers, Customers, Creditors, Banks, Insurance Companies, Utility Providers, BSEC, DSE, CSE, CDBL and the Government of Bangladesh and other business partner for their cooperation extended to the Company during the year.

Thanking you.

On behalf of the Board of Directors



Aziza Yeasmin
Chairman

REPORT ON MANAGEMENT'S DISCUSSION & ANALYSIS

Pursuant to the Corporate Governance Code 2018 [Condition # 1 (5) (xxv)] of the Bangladesh Securities and Exchange Commission, the Management's Discussion & Analysis for the year ended 30 June, 2024 has been depicted hereunder:

ACCOUNTING POLICIES AND ESTIMATION FOR PREPARATION OF FINANCIAL STATEMENTS:

Indo-Bangla Pharmaceuticals Ltd., follows International Financial Reporting Standards (IFRS) and International Accounting Standards (IAS) along with prevailing local rules and regulations applicable for preparation of financial statements. Detail description of accounting policies and estimation used for preparation of the financial statements of Indo-Bangla Pharmaceuticals Ltd., are disclosed in the Notes No. 2 to the Standalone Financial Statements (Page No. 67).

CHANGES IN ACCOUNTING POLICIES AND ESTIMATION:

Indo-Bangla Pharmaceuticals Ltd., has been following consistent policies and estimation and there is no such changes in accounting policies or estimations which had a material impact on financial statements.

COMPARATIVE ANALYSIS OF FINANCIAL AND OPERATIONAL PERFORMANCE:

Turnover amounting to Tk. 176,642,457 for the year ended 30th June, 2024 as compared to Tk. 374,482,590 for the previous year, decreased by 52.83%. Net Profit before tax stood Tk. (27,909,103) for the year ended 30th June, 2024 which was Tk. 24,572,708 in the year 2022-2023. Net Profit after tax stood Tk. (40,979,225) for the year ended 30th June, 2024 which was Tk. 8,407,134 in the year 2022-2023.

Net Asset Value (NAV) per share stood Tk. 13.60 for the year ended 30th June, 2024 which was Tk. 13.96 in the year 2022-2023, decreased by 2.57%. Earnings per share (EPS) stood Tk. (0.35) for the year ended 30th June, 2024 which was Tk. 0.07 in the year 2022-2023.

EXPLANATION ON SIGNIFICANT VARIANCE

THE REASONS, FOR SIGNIFICANT DEVIATION IN GROSS REVENUE

Net Sales Revenue during the year has decreased by 52.83% from BDT 374,482,590 to BDT 176,642,457 in comparison to previous year. Due to the dollar shortage on the financial market, we faced difficulties in importing as much raw materials as we desired, which hampered our production as well as sales. The rising price of the dollar is further increasing import costs, leading to a decline in the demand for our products on the market.

THE REASONS, FOR SIGNIFICANT DEVIATION IN EARNING PER SHARES (EPS) AND NOCFPS

The main reason of sloping down Earning per Share (EPS) is dropping turnover by 52.83% (Net Profit on 30 June, 2024 is BDT- (40,979,225) that was BDT 8,407,134 for the year ended 30 June, 2023) in comparison to previous year. Earnings per Share (EPS) has decreased due to increase in cost of goods sold. Cost of Goods Sold has increased significantly which has decreased net profit and the underlying reason for such decrease was the considerable increase in price of raw materials, unprecedented foreign exchange loss incurred because of the USD to BDT conversion rate and increase in supplier's payment and advance payment made to the bank against LC. Net Operating Cash Flow per Share (NOCFPS) has been decreased due to increase in payment for cost and expenses during July 2023 to June 2024.

The Gross Profit and Net Profit before Tax decreased during FY 2023-2024 at 79.44% and 213.58% respectively over the previous year. However, the Cost of Goods Sold decreased at 93.58% over previous year which decrease Gross Profit and Operating Profit of the Company. The Net Profit After Tax, decreased by 587.43% over the previous year.

Particulars	2023-2024	2022-2023	2021-2022	2020-2021	2019-2020
Turnover	176,642,457	374,482,590	484,679,693	782,239,281	866,097,783
Gross Profit	19,850,755	96,563,258	146,927,934	312,936,000	346,450,050
Profit from Operation	(28,162,913)	24,681,093	32,503,411	177,952,858	222,667,522
Net Profit before tax	(27,909,103)	24,572,708	31,720,563	169,343,500	217,005,550
Net Profit after Tax	(40,979,225)	8,407,134	25,174,033	134,728,407	156,243,664
Financial Position	2023-2024	2022-2023	2021-2022	2020-21	2019-20
Non-Current Assets	1,326,160,930	1,344,573,299	1,354,903,129	1,295,291,134	1,126,809,674
Current Assets	495,939,118	531,196,611	538,891,584	595,555,779	612,456,404
Shareholder's Equity	1,580,842,948	1,621,822,173	1,625,035,557	1,625,418,375	1,517,598,176
Current Liability	100,153,105	124,803,247	154,198,259	157,253,535	126,947,217
Non-Current Liability	141,103,996	129,144,490	114,560,897	108,175,003	94,720,685
Key Financial Ratio	2023-2024	2022-2023	2021-2022	2020-2021	2019-20
Current Ratio	4.95	4.25	3.49	3.79	4.82
Quick Ratio	3.33	2.82	1.61	1.71	1.89
Debt to Equity Ratio		0.027	0.046	0.096	-
Net Income Ratio (%)	-23.19%	2.24%	5.19%	17.22%	18.04%
Return on Equity (%)	-2.59%	0.52%	1.55%	8.57%	10.80%
Ordinary Shares Information	2023-2024	2022-2023	2021-2022	2020-2021	2019-20
Shares Outstanding (in Nos.)	116,205,178	116,205,178	116,205,178	113,737,140	111,507,000
Face Value per Share	10	10	10	10	10
Dividend Cash (In %)	0.10%	0%	1%	4%	4.5%
Dividend Stock (In %)	0%	0%	0%	3%	2%
Dividend Payout (Cash + Stock) in taka	1,162,052	-	11,620,518	50,237,231	49,209,608
NAV-Net Asset Value per Share	13.60	13.96	13.98	14.29	13.61
NOCFPS-Net Operating Cash Flow per Share	0.29	0.63	0.79	1.33	1.54
EPS-Earnings per Share	(0.35)	0.07	0.22	1.18	1.37

KEY FINANCIAL HIGHLIGHTS

The key financial performance indicators of the company are sales revenue, cost of goods sold, gross profit, operating profit, profit before tax, earnings per shares, net asset value per share, and NOCFPS. Our sales revenue for the year 2023-2024 decreased by 52.83% to 176,642,457 for the year ended 30th June, 2024 as compared to Tk. 374,482,590 for the previous year. However, the Cost of Goods Sold decreased at 43.58% over previous year which decrease Gross Profit and Operating Profit of the Company.

The company has made Net Loss of TK. (40,979,225) on for the year 2023-2024 under review as compared to TK. 8,407,134 for the previous year. Earnings Per Share (EPS) of Tk. (0.35), NAV per share of Tk. 13.60, and NOCFPS of Tk. 0.29 for the year ended on June 30, 2024 as against Tk. 0.07, Tk. 13.96 and Tk. 0.63 respectively for the same period of the previous year.

RISK MANAGEMENT

In the financial statements of the year 2023-2024, we have applied accounting principles and policies in respect of all the areas consistently. All the provisions considered for preparation of the financial statements against the expenditure

required to settle the obligation at the date of statement of financial position. We are always concerned that about any credit risk, liquidity risk, market risk and interest rate risk which can affect our business and shareholders value. Management has a credit policy in place and exposure to credit risk is monitored on an ongoing basis. Credit risk exposures from financial assets are very nominal and with regards to liquidity risk, the Company ensures that it has sufficient cash and cash equivalents to meet expected operational expenses, including financial obligations through dynamic cash flow forecasting and ensuring sufficient liquidity to meet all obligations in time. Interest rate risk arises due to changes in interest rates on borrowings.

FINANCIAL AND ECONOMIC SCENARIO OF BANGLADESH AND THE GLOBAL (IN BRIEF):

Bangladesh has an impressive track record of growth and poverty reduction. It has been among the fastest growing economies in the world over the past decade, supported by a demographic dividend, strong ready-made garment (RMG) exports, and stable macroeconomic conditions. Continued recovery in exports and consumption will help growth rates pick up to 5.82 percent in fiscal year 2023-24.

Bangladesh tells the world a remarkable story of poverty reduction and development. From being one of the poorest nations at birth in 1971 with per capita GDP tenth lowest in the world, Bangladesh reached lower-middle-income status in 2015. It is on track to graduate from the UN's Least Developed Countries (LDC) list in 2026. Poverty declined from 43.5 percent in 1991 to 14.3 percent in 2016, based on the international poverty line of \$1.90 a day (using 2011 Purchasing Power Parity exchange rate). Moreover, human development outcomes improved along many dimensions.

You are aware that the war between Russia and Ukraine began on February 24, 2022 and the global economy has entered a new terrain of uncertainty. The war-induced challenges have surfaced on various fronts. The war has happened at a time when the world had just started to recover from the fallout caused by more than two years of the Covid-19 pandemic. But the recovery is facing inflationary pressure due to supply shortages in the face of higher demands, as countries begin to expand economic activities. The ongoing war has created a new shock for the world. Supply disruptions and financial sanctions pose serious economic challenges. With no signs of reconciliation between Russia and Ukraine, the global economic implications will be much more severe.

In addition to fuel prices, costs of other imported products have also gone up significantly. This will push the production costs up, resulting in higher prices for consumers. Being a trading country and highly import-dependent for fuel and industrial raw materials, many companies facing trouble in opening LCs since banks are unwilling to open LCs due to forex shortages. Part of the crisis heightened due to the Bangladesh Bank's maintaining lags in exchange rates. Price stability largely depends on a stable exchange rate. Despite many efforts and initiatives by the government and Bangladesh Bank regarding forex management, the situation is still gloomy.

Other development priorities include diversifying exports beyond the RMG sector; deepening the financial sector; making urbanization more sustainable and strengthening public institutions. Addressing infrastructure gaps would accelerate growth and reduce spatial disparities in opportunities across regions and within cities. Addressing vulnerability to climate change and natural disasters will help Bangladesh to continue to build resilience to future shocks. Pivoting towards green growth would support the sustainability of development outcomes for the next generation.

OPPORTUNITIES IN PHARMACEUTICALS SECTOR

With a market value of about 3 billion, it currently accounts for about 1.83 percent of Bangladesh's GDP that contributes to the country's pharmaceutical industry. According to a report by the Directorate General of Drug Administration (DGDA), there are currently 257 licensed pharmaceutical factories in Bangladesh. From which, 150 factories are continuing to operate as usual, meeting about 98 percent of the total demand of the country. At present, 90% of the country's total pharmaceutical market is under local manufacturers and the remaining 10% is under multinational institutions. Bangladesh currently manufactures more than 450 generic drugs for 5,300 registered brands as well as meet the demand of 4% of the country's anti-cancer drugs. About 80 per cent of the medicines currently manufactured in Bangladesh are generic drugs, and the remaining 20 per cent are patented drugs.

CHALLENGES IN NEAR FUTURE

As a least developed country, Bangladesh would get patent exemption on pharmaceutical products till 2033 as per the TRIPS agreement with the World Trade Organization. However, since Bangladesh is looking forward to graduating from

LDC by 2026, Bangladesh is likely to lose the patent exemption facility 7 years before the expiration date. Which may stop the development of the pharmaceutical industry in Bangladesh because if Bangladesh loses the benefits of the TRIPS agreement, pharmaceutical companies will have to enact new patent laws. As a result, manufacturing of many types of generic medicine is likely to cease. If domestic manufacturers want to maintain production of these medicines, they may have to pay royalties on patents. As a result, the overall price of medicine in Bangladesh may increase. Otherwise companies will face patent violations and exports will be severely hampered. One of the biggest issues in Bangladesh's pharmaceutical industry is that the country's pharmaceutical companies are not paying much attention to research. As a result, there is a lack of innovation in the domestic pharmaceutical sector. Apart from this, one of the major threats in the pharmaceutical industry of Bangladesh is counterfeit and substandard medicines. Although there are strict standards on the quality of medicines exported abroad, there is a large supply of counterfeit medicines in the domestic market. As a result, quality producers are losing huge dividends every year. In addition, most of the raw materials used in the manufacture of medicines have to be imported from outside the country which if produced in the country, the pharmaceutical industry will be able to be more self-sufficient, and manufacturing costs can be further reduced.

Business ranking, rising one point compared to last year. The country's Logistics Performance Index has dropped over the last two years, signaling a significant concern for local and foreign investors. One of the most densely populated economies in the world, Bangladesh has continued making impressive strides in achieving social development goals for its 165.55 million citizens. The resilience of the country's economy is commendable. However, sound economic policy must be implemented to mitigate under performance of the financial sector, diversify exports and create better employment opportunities by increasing private investment. It also requires to mitigate the infrastructure bottlenecks, insufficient power and gas supplies, bureaucratic corruption, political instability, natural calamities and a lack of skilled workers.

FUTURE PLAN OR PROJECTION OR FORECAST:

The Management of Indo-Bangla Pharmaceuticals Limited is very sincere in adoption of necessary feasible plans and strategy in respect of sustainability in its performances and financial position and to continue the operations for foreseeable future.

Thanking You.



(A. F. M. Anowarul Huq)

Managing Director

Indo-Bangla Pharmaceuticals Ltd.

DIVIDEND DISTRIBUTION POLICY

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



1.0 OBJECTIVE

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

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

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

2.0 REGULATORY FRAMEWORK

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

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

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

3.0 DEFINITIONS

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

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

"the Company" means Indo-Bangla Pharmaceuticals Ltd.

"AGM" means Annual General Meeting

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

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

"Shares" means Ordinary Equity Shares.

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

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

4.00 TYPES OF DIVIDEND

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

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

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

5.00 DECLARATION OF DIVIDEND

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

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

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

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

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

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

6.01 EXTERNAL FACTORS:

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

6.02 INTERNAL FACTORS:

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

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

7.00 FINANCIAL PARAMETERS FOR DECLARING DIVIDEND

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

8.00 UTILIZATION OF RETAINED EARNINGS

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

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

9.00 PARAMETERS FOR VARIOUS CLASSES OF SHARES

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

10.00 CIRCUMSTANCES IMPACTING DIVIDEND PAYMENT

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

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

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

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

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

12.00 UNCLAIMED/UNPAID/UNDISTRIBUTED DIVIDEND

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

13.00 PROCEDURE FOR CLAIMING UNPAID DIVIDEND

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

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

14.00 DISCLOSURE

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

15.00 EFFECTIVE DATE

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

16.00 AMENDMENTS/MODIFICATIONS

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

Unclaimed/unsettled Dividend 2018-2023

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

Corporate
Governance

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

Summary of unclaimed/unsettled stock dividend:

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

Summary of unclaimed/unsettled cash dividend year-wise:

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

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

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

STATEMENT OF DIRECTORS ON FINANCIAL REPORTS

Annexure- I To the Directors Report

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

- The financial statements together with notes thereon have been drawn up in conformity with the Companies Act, 1994 and The Securities and Exchange Rules 1987. The Financial Statement of the Company present true and fair view of the Company's state of affairs, result of its operations, cash flows and changes in equity.
- Proper books of accounts of the company as required prevailing Law have been maintained.
- Appropriate accounting policies have been applied consistently in preparation of the financial statements and the accounting estimates are based on reasonable and prudent judgment.
- The Financial Statement was prepared in accordance with International Accounting Standards (IAS)/ International Financial Reporting Standards (IFRS)/Bangladesh Accounting Standard (BAS).
- The internal control system is sound in design and is effectively implemented and monitored.
- Minority shareholders have been protected from abusive actions by, or in the interest of, controlling shareholders acting either directly or indirectly and have effective means of redress.
- There is no significant doubt about the Company's ability to continue as a going concern.
- There is no significant deviation from the last year's operating result of the Company.
- The system of internal control is sound and has been implemented and monitored effectively.
- Remuneration of Directors including Independent Director have been shown in Note No. 34(b) in the Notes of standalone Account.
- The key operating and financial data for the last five years. (Page-35)

Board Meeting and Attendance 2023-2024

Under Condition # 1(5)(xxii) of CGC, 2018

The number of Board meeting and the Attendance of Directors during the year 2023-2024 were as follows:

Name of the Directors	Position	Meeting held	Attended
1 Mrs. Aziza Yeasmin*	Chairman	7	4
2 Mr. A.F.M. Anowarul Huq	Managing Director	7	7
3 Mrs. Hafiza Yeasmin	Director	7	7
4 Mrs. Fatima Parvin	Director	7	3
5 Md. Golam Rabbani	Director	7	6
6 A.K.M. Haruner Rashid, FCS**	Independent Director	7	5
7 Md. Iftikhar-Uz-Zaman***	Independent Director	7	2
8 Md. Shariqul Anam****	Nominee Director	7	1

* Mrs. Aziza Yeasmin Appointed as Director and elected new Chairman in the Board of the Company on 28 October, 2023.

** A.K.M. Haruner Rashid, FCS appointed as Independent Director to the Board of Directors of the Company on 17 September, 2023.

*** Md. Iftikhar-Uz-Zaman resigned from the office of the Board of Directors on 17th September, 2023.

**** Md. Shariqul Anam appointed as Nominee Director nominated by Investment Corporation of Bangladesh (ICB) in place of Md. Golam Rabbani on 30 April, 2024.

DIRECTORS PROFILE

Who are seeking appointment

Under Condition # 1(5)(xxiv)(a) of CGC

Annexure- II
To the Directors Report



Mr. A. F. M. Anowarul Huq has been serving as the Director of the Board of Indo-Bangla Pharmaceuticals Ltd., since 2014 and was appointed as the Managing Director in 2014 and Further that he has been re-appointed as Managing Director in 2019 for an another tenure.

Mr. A. F. M. Anowarul Huq is one of the successful entrepreneurs of the country and he is the son of late Azizul Huq, founder of Indo-Bangla Pharmaceuticals Works. Mr. Huq has a prosperous experience of more than 26 years in Pharmaceuticals, Shipping, apparels as well as others family Business.

Mr. Huq has a strong understanding of suppliers and consumer strategy. Apart from her active involvement in the management and executive decision making of the company, he is the leading force of the Marketing and Procurement Department and has taken the responsibility to update it. Indo-Bangla Pharmaceuticals Limited continues to move forward with his expertise in strategic marketing and brand development.

Mr. Huq believes in exploiting and fostering the talent, integrity, creativity and teamwork of people in achieving sustainable business results. Mr. Huq oversees the management of Indo-Bangla Pharmaceuticals Ltd., as the Managing Director with his professional, creative and result-driven approach.

Mr. Huq was a Former President of Rotary club of Barisal Mid Town; Apex club of Barisal; Chairman of Employers Committee of UCEP, Barisal; Director of the Barisal Chamber of Commerce & Industry; Director of FBCCI. At present he is the member of Ghatail Golf Club (GGC), Bangladesh Association of Publicly Listed Companies (BAPLC), Bangladesh Association of Pharmaceuticals Industries (BAPI), Barisal Chamber of Commerce and Industry (BCCI), lifetime member of Barisal Club Ltd, Barisal; Diabetic Hospital, Barisal; Red Crescent, Barisal; Heart Foundation, Barisal; Anjuman-E Hemayat-E Islam, Barisal.

MRS. HAFIZA YEASMIN, is a sponsor Director of Indo-Bangla Phagla Pharmaceuticals Limited since 2014. She had been serving as Chairman from 28 October, 2021 to 28 October, 2023. She is daughter of late Azizul Huq, Founder of Indo-Bangla Pharmaceutical Works, converted into a Private Limited Company under the companies Act 1994, on 21 October 2014, after than converted into a Public Limited Company and become Publicly Listed Company in 2018. She has a business experiences of more than 19 years in the pharmaceuticals sector.



Board Committee(s) served on

Mrs. Hafiza Yeasmin is the Member of the Audit Committee and Nomination and Remuneration Committee (NRC).

**Md. Shariqul Anam**

Director.

Appointed to the Board of Indo-Bangla Pharmaceuticals Ltd. in the year 2024, Nominated by Investment Corporation of Bangladesh (ICB).

Board Committee(s) served on

Mr. Md. Shariqul Anam is the Member of the Audit Committee and the Nomination and Remuneration Committee of Indo-Bangla Pharmaceuticals Limited.

Directorship(s) in other companies

Mr. Md. Shariqul Anam is also Director of Aramit Ltd., And BD Thai Aluminium Ltd.

Mr. Md. Shariqul Anam is currently serving as the Deputy General Manager at the Trustee Division and SPV Unit at the Investment Corporation of Bangladesh (ICB). He has been in this position since January 2, 2023, bringing over 28 years of experience in the financial sector, reflecting his unwavering dedication to professional excellence.

Mr. Anam was born in July 20, 1971, in Dhaka, Bangladesh, Mr. Anam is the son of A.T.M. Khairul Anam and Begum Sultana Anam.

Mr. Anam began his academic journey at Ideal High School in Motijheel, Dhaka, where he completed his SSC in 1986 with a first division. He continued at Dhaka City College, achieving his HSC in 1988, also with a first division. He earned his B.Com (Honors) in Finance and Banking and an M.Com in Finance from the University of Dhaka in 1992 and 1993, respectively. In 2018, he furthered his education by obtaining a Postgraduate Diploma in Capital Market (PGDCM) from the Bangladesh Institute of Capital Market, earning a CGPA of 3.58.

Throughout his extensive career, Mr. Anam has held several key positions within the Investment Corporation of Bangladesh. Before his current role, he served as Deputy General Manager in various divisions, including Planning and Research, Secretaries, and Business Development. His career with ICB began on November 1, 1995, and over the years, he has consistently demonstrated leadership and expertise in financial management. He was promoted to Deputy General Manager/System Manager (Grade-3) on June 11, 2020.

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

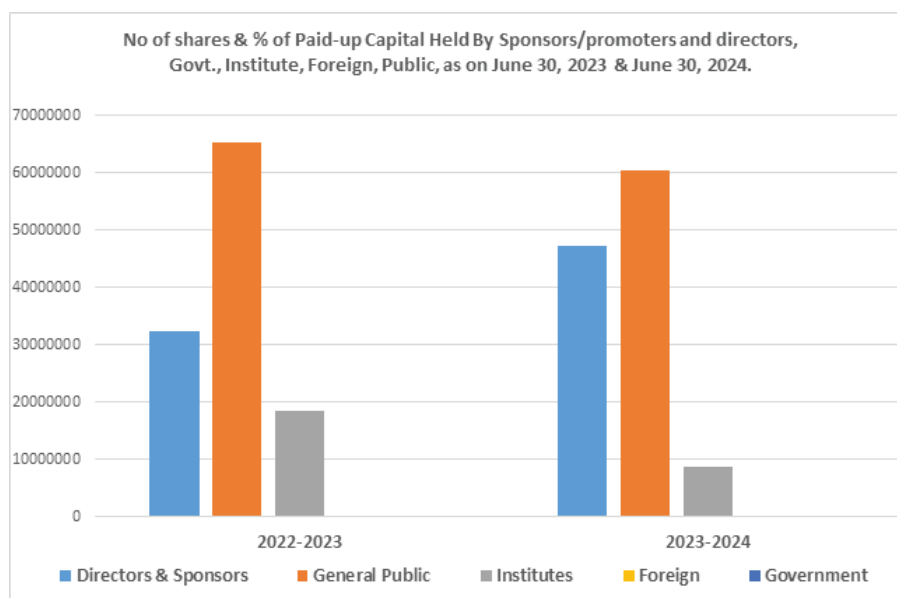
Mr. Md. Shariqul Anam's professional journey at the Investment Corporation of Bangladesh exemplifies his commitment, skill, and profound expertise in the financial industry, making him an invaluable asset to the organization.

PATTERN OF SHAREHOLDING as on 30 June 2024

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

Annexure- III
To the Directors' Report

	Name of the Shareholders	Status	Share held	%
i.	Parent/Subsidiary /Associated Companies and other related parties	-	-	-
ii.	Directors, Chief Executive Officer, Company Secretary, Chief Financial Officer, Head of Internal Audit and Compliance and their spouses and minor children:			
	Mrs. Aziza Yeasmin	Chairman	2,452,074	2.11%
	Mr. A.F. M. Anowarul Huq	Managing Director	18,656,062	16.05%
	Mrs. Hafiza Yeasmin	Director	2,452,074	2.11%
	Investment Corporation of Bangladesh (ICB) Represent by Md. Shariqul Anam	Director	64,50,000	5.55%
	Mrs. Aysha Siddika	Sponsor	2,452,074	2.11%
	Mr. A.K.M. Haruner Rashid	Independent Director	-	-
	Md. Nuray Alom Siddique	Chief Financial Officer	-	-
	Mr. Mohi Uddin QCS	Company Secretary	-	-
	Mr. Md. Abubakar Siddique	Head of Internal Audit and Compliance	-	-
iii.	Executives:			
	Mrs. Dilruba Begum	Plant Manager	-	-
	Mr. Mizanur Rahman	Head of Administration.	-	-
	Mr. Pijush Lal Guha	Head of Quality Assurance.		
	Mr. R I Chowdhury	Head of Marketing		
iv.	Shareholders holding 10% or more voting interest in the company			
	Mr. A.F. M. Anowarul Huq	Managing Director	18,656,062	16.05%
	Investment Corporation of Bangladesh (ICB) Represent by Md. Shariqul Anam	Director	64,50,000	5.55%





REPORT OF AUDIT COMMITTEE FOR THE YEAR 2023-2024

Annexure- IV
To The Directors' Report

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

MEMBER OF THE AUDIT COMMITTEE

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

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

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

THE SCOPE OF AUDIT COMMITTEE WAS DEFINED AS UNDER:

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

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

MAJOR ACTIVITIES CARRIED OUT DURING THE YEAR OF 2023-2024:

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

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

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

AUTHORITY

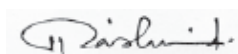
The Audit Committee is a committee of the Board as a sub-committee of the Board and responsible to the Board; the Committee has delegated authority from the Board in respect of the functions and power set out in its Terms of Reference. It is authorized to seek any information it requires from and require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

MEETINGS AND ATTENDANCE

During the year 2023-2024 under review, the Committee held four meetings. The attendance of the Member at these meetings is outlined below:

SL	Position	No. of Meeting held during his/her tenure	Meetings Attend	Remarks
Md. Iftikhar-Uz-Zaman (Independent Director)	Chairman	4	0	Membership was vacated due to resignation from the Board with effect from 17th September, 2023.
A.K.M. Haruner Rashid, FCS (Independent Director)	Chairman	4	4	Continuing
Md. Golam Rabbani (Non-Executive Director)	Member	4	4	Membership was vacated due to appointment of Md. Shariqul Anam as Nominee Director in place of Md. Golam Rabbani.
Md. Shariqul Anam (Non-Executive Director)	Member	4	0	Appointed as Member of the Audit Committee on 30th April, 2024
Mrs. Fatima Parvin (Non-Executive Director)	Member	4	1	Membership was vacated due to resignation from the Board with effect from on 28th October, 2023.
Mrs. Hafiza Yeasmin (Non-Executive Director)	Member	4	0	Appointed as Member of the Audit Committee on 28th October, 2023
Mohi Uddin	Secretary	4	4	Continuing

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



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

Chairman, Audit Committee.

Date: 12 November, 2024

REPORT OF NOMINATION AND REMUNERATION COMMITTEE (NRC)

For the year 2023-2024

Annexure- V
To The Directors' Report

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

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

"the Company" means Indo-Bangla Pharmaceuticals Ltd.

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

"Director" means Member of the Board.

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

NOMINATION AND REMUNERATION COMMITTEE:

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

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

TERMS OF REFERENCES

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

COMPOSITION

The Nomination and Remuneration Committee of Indo-Bangla Pharmaceuticals Ltd., is comprised of three (3) non-executive Directors of the Board including an Independent Director. The Chairperson of the Committee is an Independent Director of the Company the composition of the present NRC is as follows:

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

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

QUALIFICATION

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

ROLE AND RESPONSIBILITIES

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

- The Committee shall be independent, responsible and accountable to the Board and the Shareholders.
- Recommend a policy to the Board relating to the remuneration of the Directors, and top level executives;
- Recommend a policy on Board's diversity taking into consideration age, gender, experience, education and nationality;
- Formulate the criteria for determining qualification and independence of Directors;
- Identify persons who are qualified to become Directors and in top level executives and recommend their appointment and removal;
- Formulate the criteria for evaluation of performance of Independent Directors;

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

NOMINATION, RECRUITMENT AND SELECTION STANDARDS

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

EVALUATION CRITERIA

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

AUTHORITY

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

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

ACTIVITIES OF THE NRC CARRIED OUT DURING THE REPORTING PERIOD

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

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

REMUNERATION FOR BOARD OF DIRECTORS.

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

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

AMENDMENTS TO THE POLICY

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

VALIDATION OF THE POLICY

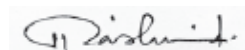
This policy on Nomination and Remuneration of Directors and Top Level Executives of the Company has been formulated by the Nomination and Remuneration Committee and has been approved by the Board of Directors of Indo-Bangla Pharmaceuticals Ltd

MEETINGS AND ATTENDANCE

During the year 2023-2024 under review, the Committee held five meetings. The attendance of the Member at these meeting is outlined below:

SL	Position	No. of Meeting held during his/her tenure	Meetings Attend	Remarks
Md. Iftikhar-Uz-Zaman (Independent Director)	Chairman	5	1	Membership was vacated due to resignation from the Board with effect from 17th September, 2023.
A.K.M. Haruner Rashid, FCS (Independent Director)	Chairman	5	4	Appointed as Chairman of the NRC on 17th September, 2023
Md. Golam Rabbani (Non-Executive Director)	Member	5	4	Membership was vacated due to appointment of Md. Shariqul Anam as Nominee Director in place of Md. Golam Rabbani.
Md. Shariqul Anam (Non-Executive Director)	Member	5	0	Appointed as Member of the NRC on 30th April, 2024
Mrs. Fatima Parvin (Non-Executive Director)	Member	5	2	Membership was vacated due to resignation from the Board with effect from on 28th October, 2023.
Mrs. Hafiza Yeasmin (Non-Executive Director)	Member	5	1	Appointed as Member of the NRC on 28th October, 2023
Mohi Uddin	Secretary	5	5	Continuing

For and on behalf of the Nomination and Remuneration Committee of Indo-Bangla Pharmaceuticals Ltd.



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

Chairman

Nomination and Remuneration Committee.

12 November, 2024

DECLARATION BY CEO AND CFO

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

Annexure-A
Report to the Shareholders

The Board of Directors
Indo-Bangla Pharmaceuticals Ltd.
Bashundhara R/A, Baridhara,
Dhaka-1229

Date: 30 November, 2024

Subject: Declaration on Financial Statements for the year ended on 30 June, 2024.

Dear Sirs,


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


1. The Financial Statements of Indo-Bangla Pharmaceuticals Ltd. for the year ended on 30th June, 2024 have been prepared in compliance with International Accounting Standards (IAS) or International Financial Reporting Standards (IFRS), as applicable in the Bangladesh and any departure there from has been adequately disclosed;
2. The estimates and judgments related to the financial statements were made on a prudent and reasonable basis, in order for the financial statements to reveal a true and fair view;
3. The form and substance of transactions and the Company's state of affairs have been reasonably and fairly presented in its financial statements;
4. To ensure above, the Company has taken proper and adequate care in installing a system of internal control and maintenance of accounting records;
5. Our internal auditors have conducted periodic audits to provide reasonable assurance that the established policies and procedures of the Company were consistently followed; and
6. The management's use of the going concern basis of accounting in preparing the financial statements is appropriate and there exists no material uncertainty related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern.

In this regard, we also certify that: -

- (i) We have reviewed the financial statements for the year ended on 30th June, 2024 and that to the best of our knowledge and belief:
 - (a) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - (b) these statements collectively present true and fair view of the Company's affairs and are in compliance with existing accounting standards and applicable laws.
- ii) There are, to the best of knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or in violation of the code of conduct for the company's Board of Directors or its members.

Sincerely yours,


(A F M Anowarul Huq)
Managing Director


(Md. Nuray Alom Siddique)
Chief Financial Officer

CERTIFICATE ON COMPLIANCE

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

Annexure –B

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



MOHAMMADULLAH & ASSOCIATES CHARTERED SECRETARIES & CONSULTANTS

Office
Suite: B6, Samoto Tower
House: 47/B, Road: 2, Chand Housing
Mohammadpur, Dhaka-1207

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

Report to the Shareholders of Indo-Bangla Pharmaceuticals Limited on

Compliance with the Corporate Governance Code

We have examined the compliance status to the Corporate Governance Code by **Indo-Bangla Pharmaceuticals Limited** for the year ended **30th June, 2024**. This Code relates to the Notification No. BSEC/CMRRCD/2006-158/207/Admin/80 dated June 03, 2018 and its latest amendments issued under section 2CC of the Securities and Exchange Ordinance, 1969 of the Bangladesh Securities and Exchange Commission.

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

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

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

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

Mohammadullah & Associates
Chartered Secretaries

Place: Dhaka
Date: November 21, 2024

Shaikh Mohammadullah FCS MBA (IBA) LLB
CEO & Consultant

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

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

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

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

(Report under Condition No. 9)

Condition No.	Title	Compliance Status (Put ✓ in the appropriate column)		Remarks (if any)
		Complied	Not Complied	
1	Board of Directors			
1(1)	The total number of members of a company's Board of Directors (hereinafter referred to as "Board") shall not be less than 5 (five) and more than 20 (twenty).	✓		
1(2)	Independent Directors			
1(2)(a)	At least 2 (two) directors or one-fifth (1/5) of the total number of directors in the company's Board, whichever is higher, shall be independent directors; any fraction shall be considered to the next integer or whole number for calculating number of independent director(s): Provided that the Board shall appoint at least 1(one) female independent director in the Board of Directors of the company;		✓	There is 1 (one) ID out of 5 (Five) Directors
1(2)(b)	Without contravention of any provision of any other laws, for the purpose of this clause, an "independent director" means a director –			
1(2)(b)(i)	Who either does not hold any share in the Company or holds less than one percent (1%) shares of the total paid-up shares of the Company.	✓		
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 reported as a defaulter in the latest Credit Information Bureau (CIB) report of Bangladesh Bank for nonpayment of any loan or advance or obligation to a bank or a financial institution.	√		
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): Provided that the Board shall appoint the independent director, subject to prior consent of the Commission, after due consideration of recommendation of the Nomination and Remuneration Committee (NRC) of the company.	√		
1(2)(d)	The post of independent director(s) cannot remain vacant for more than 90 (ninety) days.	-		N/A
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 consider 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].	√		
1(3)	Qualification of Independent Director :			
1(3)(a)	Independent director shall be a knowledgeable individual with integrity who is able to ensure compliance with financial laws, regularity requirements and corporate laws and can make meaningful contribution to the business.	√		
1(3)(b)	Independent Director shall have following qualifications :			
1(3)(b)(i)	Business Leader who is or was a promoter or director of an unlisted company having minimum paid-up capital of Tk.100.00 million or any listed company or a member of any national or international chamber of commerce or registered business association; or	-		N/A
1(3)(b)(ii)	Corporate Leader who is or was a top level executive not lower	√		

	than Chief Executive Officer or Managing Director or Deputy Managing Director or Chief Financial Officer or Head of Finance or Accounts or Company Secretary or Head of Internal Audit and Compliance or Head of Legal Service or a candidate with equivalent position of an unlisted Company having minimum paid-up-capital of Tk. 100.00 million or of a listed Company; or			
1(3)(b)(iii)	Former or existing official of government or statutory or autonomous or regulatory body in the position not below 5 th Grade of the national pay scale, who has at least educational background of bachelor degree in economics or commerce or business or Law: Provided that in case of appointment of existing official as independent director, it requires clearance from the organization where he or she is in service; or	√		
1(3)(b)(iv)	University Teacher who has educational background in Economics or Commerce or Business Studies or Law; or	-		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.	√		
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 Chairpersons of the Board of Directors and Managing Director or Chief Executive Officer:			
1(4)(a)	The positions of the Chairpersons of the Board and the Managing Director (MD) and /or Chief Executive Officer (CEO) of the Company shall be filled by different individuals.	√		
1(4)(b)	The Managing Director (MD) and / or Chief Executive Officer (CEO) of a listed Company shall not hold the same position in another listed Company.	√		
1(4)(c)	The Chairperson of the Board shall be elected from among the non-executive directors of the Company.	√		
1(4)(d)	The Board shall clearly define respective roles and responsibilities of the Chairperson and the Managing Director and / or Chief Executive Officer.	√		
1(4)(e)	In the absence of the Chairperson of the Board, the remaining members may elect one of themselves from non-executive directors as Chairperson for that particular Board's meeting; the reason of absence of the regular Chairperson shall be duly recorded in the minutes.	√		
1(5)	The Directors' Report to Shareholders:			
1(5)(i)	An industry outlook and possible future developments in the industry.	√		
1(5)(ii)	The segment-wise or product-wise performance.	√		

1(5)(iii)	Risks and concerns including internal and external risk factors, threat to sustainability and negative impact on environment, if any.	√		
1(5)(iv)	A discussion on Cost of Goods Sold, Gross Profit Margin and Net Profit Margin, where applicable.	√		
1(5)(v)	A discussion on continuity of any extraordinary activities and their implications (gain or loss).	-		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.	-		N/A
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.	-		N/A
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.	-		N/A
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;	√		
1(5)(xxii)	The total number of Board meeting held during the year and attendance by each director.	√		
1(5)(xxiii)	A report on the pattern of shareholding disclosing the aggregate number of shares (along with name-wise details where stated below) held by:			
1(5)(xxiii)(a)	Parent or Subsidiary or Associated Companies and other related parties (name-wise details).			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).			N/A
1(5)(xxiii)(c)	Executives; and [Executives means top salaries person other than Directors, CEO, CS, CFO & HIAC]	√		
1(5)(xxiii)(d)	Shareholders holding ten percent (10%) or more voting interest in the Company (name-wise details).	√		
1(5)(xxiv)	In case of the appointment or reappointment of a director, a disclosure on the following information to the shareholders:			
1(5)(xxiv)(a)	A brief resume of the director.	√		
1(5)(xxiv)(b)	Nature of his her expertise in specific functional areas.	√		
1(5)(xxiv)(c)	Names of companies in which the person also holds the directorship and the membership of committees of the Board.	√		
1(5)(xxv)	A Management's Discussion and Analysis signed by CEO or MD presenting detailed analysis of the Company's position and operations along with a brief discussion of changes in 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.	√		
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.	√		
1(5)(xxv)(g)	Future plan or projection or forecast for Company's operation, performance and financial position, with justification thereof, i.e., actual position shall be explained to the shareholders in the next AGM.	√		
1(5)(xxvi)	Declaration or certification by the CEO and the CFO to the Board as required under condition No. 3(3) shall be disclosed as per Annexure-A .	√		
1(5)(xxvii)	The report as well as certificate regarding compliance of conditions of this Code as required under condition No. 9 shall be disclosed as per Annexure-B and Annexure-C .	√		
1(5)(xxviii)	The Directors' report to the shareholders does not require to include the business strategy or technical specification related to products or services, which have business confidentiality.	√		
1(6)	Meetings of the Board of Directors :			
	The Company shall conduct its Board Meetings and record the minutes of the meetings as well as keep required books and records in line with the provisions of the relevant Bangladesh Secretarial Standards (BSS) as adopted by the Institute of Chartered Secretaries of Bangladesh (ICSB) in so far as those standards are not inconsistent with any condition of this Code.	√		
1(7)	Code of Conduct for the Chairperson, other Board members and Chief Executive Officer:			
1(7)(a)	The Board shall lay down a code of conduct, based on the recommendation of the Nomination and Remuneration Committee (NRC) at condition No. 6, for the Chairperson of the Board, other Board members and Chief Executive Officer of the Company.	√		
1(7)(b)	The code of conduct as determined by the NRC shall be posted on the website of the Company including, among others, prudent conduct and behavior; confidentiality; conflict of interest, compliance with laws, rules and regulations; prohibition of insider trading; relationship with environment, employees, customers and suppliers; and independency.	√		
2	Governance of Board of Directors of Subsidiary Company :			
2(a)	Provisions relating to the composition of the Board of the holding Company shall be made applicable to the composition of the Board of the subsidiary Company.	-		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 position of the managing Director (MD) or Chief Executive Officer (CEO), Company Secretary (CS), Chief Financial Officer (CFO), and Head of Internal Audit and Compliance (HIAC) shall be filled by different individuals.	√		
3(1)(c)	The MD or CEO, CS, CFO and HIAC of a listed Company shall not hold any executive position in any other Company at the same time. Provided that CFO or CS of any listed company may be appointed for the same position in any other listed or non-listed company under the same group for reduction of cost or for technical expertise, with prior approval of the Commission. Provided further that the remuneration and perquisites of the said CFO or CS shall be shared by appointing companies proportionately.	√		
3(1)(d)	The Board shall clearly define respective roles, responsibilities and duties of the CFO, the HIAC and the CS.	√		
3(1)(e)	The MD or CEO, CS, CFO and HIAC shall not be removed from their position without approval of the Board as well as immediate dissemination to the Commission and stock exchange(s).	√		
3(2)	Requirement to attend Board of Directors' Meetings:			
3(2)	The MD or CEO, CS, CFO and HIAC of the company shall attend the meetings of the Board: Provided that the CS, CFO and/or the HIAC shall not attend such part of a meeting of the Board which involves consideration of an agenda item relating to their personal matters.	√		
3(3)	Duties of Managing Director (MD) or Chief Executive Officer (CEO) and Chief Financial Officer (CFO) :			
3(3)(a)	The MD or CEO and CFO shall certify to the Board that they have reviewed financial statements for the year and that to the best of their knowledge and belief.	√		

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

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

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

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

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.	-		N/A
6(3)(c)	The Chairperson of the NRC shall attend the annual general meeting (AGM) to answer the queries of the shareholders. Provided that in absence of Chairperson of the NRC, any other member from the NRC shall be selected to be present in the annual general meeting (AGM) for answering the shareholder,s queries and reason for absence of the Chairperson of the NRC shall be recorded in the minutes of the AGM.	√		
6(4)	Meeting of the NRC:			
6(4)(a)	The NRC shall conduct at least one meeting in a financial year.	√		
6(4)(b)	The Chairperson of the NRC may conven any emergency meeting upon request by any member of the NRC.	√		
6(4)(c)	The quorum of the meeting of the NRC shall be constituted in presence of either two members or two third of the members of the Committee, whichever is higher, where presence of an independent director is must as required under condition No. 6(2) (h).	√		
6(4)(d)	The proceedings of each meeting of the NRC shall duly be recorded in the minutes and such minutes shall be confirmed in the next meeting of the NRC.	√		
6(5)	Role of the NRC:			
6(5)(a)	NRC shall be independent and responsible or accountable to the Board and to the shareholders.	√		
6(5)(b)	NRC shall oversee, among others, the following matters and make report with recommendation to the Board:			
6(5)(b)(i)	Formulating the criteria for determining qualifications, positive attributes and independence of a director and recommend a policy to the Board, relating to the remuneration of the directors, top level executive, considering the following.	√		
6(5)(b)(i)(a)	The level and composition of remuneration is reasonable and sufficient to attract, retain and motivate suitable directors to run the Company successfully.	√		

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

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



শফিক বসাক এন্ড কোং
SHAFIQ BASAK & CO.

CHARTERED ACCOUNTANTS

Partners:

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

Qualified Opinion

We have audited the financial statement of **Indo-Bangla Pharmaceuticals Limited** (the company), which comprise the statement of financial position as at 30 June 2024 along with the statement of profit or loss and other comprehensive income and statement of changes in equity and statement of cash flows for the year then ended, and notes to the financial statement, including a summary of significant accounting policies and other explanatory information.

In our opinion, except for the matters describe in the basis of qualified opinion section of our report the accompanying financial statements of the Company give a true and fair view of the financial position of the company as at 30 June 2024 and of its financial performance and its cash flow for the year then ended in accordance with International Financial Reporting Standards (IFRSs) the company act 1994 and security exchange rules 2020 and other applicable laws and regulation.

Basis for Qualified Opinion

1. Note No.3.00 Property, Plant and Equipment: Tk.1,286,879,880.00

Property, and Equipment ledgers / assets register as on 30th June 2024 have not been provided to us. So, we could not verify the completeness of those assets satisfactorily.

2. Note No. 4.00 Capital Work in Progress: Tk.39,281,050.00

SL#	Particulars	Amount (Taka)
1	Machineries & Equipment	23,090,450.00
2	Civil Works	16,190,600.00
	Total	39,281,050.00

- a) Evidence of expenditure / payment have not been provided to us during our audit period.
b) During our physical verification, the factory management has not been able to show us the above noted capital work in progress.

3. Note No.5.00 Inventories Tk 161,590,782.00

Costing of Row materials, finished goods, work in process have not been provided to us. So, we could not conform the compliance of IAS-2.

4. Note No.18.00 Sales Revenue: Gross Sales: Tk. 203,138,826.00 & VAT @ 15% Tk. 26,496,369.00

As per accounts, gross sales amount is Taka 203,138,826 including VAT amount of taka 26,496,369.00 But, on our scrutiny, it is found that as per twelve (12) months VAT return gross sales amount is Tk. 91,100,950.00 including VAT amount of Taka 11,882,732.00

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



INDEPENDENT MEMBER OF
ABACUS
WORLDWIDE

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Bangladesh, and we have fulfilled our other ethical responsibilities by these ethical requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our qualified opinion.

Emphasis of Matter

1. Note No. 13.00 Unclaimed Dividend Payables Tk. 14,813,593.00

The above amount includes the sum of Taka 12,333,390.00 relating to the year 2018-2019 to 2020-2021. This is the significant issue that the company should have transferred the fund remaining unpaid of unclaimed or unsettled for a period of 03 (three) years as directed or prescribed by the Bangladesh Securities and Commission

2. Note No. 19.01 Material Consumed: Expire date over destroyed Raw Materials Tk. 11,420,347.00

Guidelines regarding expire date over destroyed Raw materials has not been provided to us. The concerned management should follow the guidelines for expire date over destroyed Raw materials

Material uncertainty related to going concern

The Company has incurred loss of Taka 40,979,225.00 for the year 2023-2024, Besides of that the auditor has observed inadequacy of internal control and record keeping. Moreover, the company's financial stability and liquidity are no more resilient with the purview of unforeseen crisis. These circumstances or occurrences suggest that there is considerable uncertainty that could seriously impair the company's capacity to continue operating in the foreseeable future

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

Key Audit Matters

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

Other Information

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

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

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

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

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

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease

operations, or has no realistic alternative but to do so. Those charged with governance are responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs will always detect a material misstatement

when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

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

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

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies 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 company's financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditors' report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a 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. We have not come across any other key audit issue for the year under audit, and as such nothing is reportable.

Report on other Legal and Regulatory Requirements

In accordance with the Companies Act, 1954 and the Securities and Exchange Rules 2000, we also report the following:

- a) We have obtained the latest information and documents which the best of our knowledge and belief was necessary for the purposes of our audit and made due verification there.
- b) In our opinion, available books of account have been kept by the Company and have appeared from our examination of those books.
- c) The statement of financial position and statement of profit or loss and other comprehensive income together with the annexed notes thereto with the report are in agreement with the available books of account and returns, and
- d) The expenditure incurred was assumed for the purposes of the company's business.

Date: November 25, 2025
Dhaka



Md. Shafiqul Islam FCA
Enrolment # 0595
Partner
Shafiq Basak & Co.
Chartered Accountants
DVC: 2411250595AS631766

INDO-BANGLA PHARMACEUTICALS LIMITED
STATEMENT OF FINANCIAL POSITION
As at 30 June, 2024

Particulars	Notes	Amounts in Taka	
		June 30, 2024	June 30, 2023
ASSETS:			
Non-current Assets:		1,326,160,930	1,344,573,299
Property, Plant and Equipment	3.00	1,286,879,880	1,315,423,346
Capital Work In Progress	4.00	39,281,050	29,149,953
Current Assets:		495,939,118	531,196,611
Inventories	5.00	161,590,782	178,611,529
Trade & Other Receivables	6.00	202,261,327	223,651,430
Advance, Deposits and Prepayments	7.00	121,691,581	117,629,867
Cash and Cash equivalents	8.00	10,395,428	11,303,785
TOTAL ASSETS		1,822,100,048	1,875,769,910
EQUITY AND LIABILITIES			
Shareholders' Equity:		1,580,842,948	1,621,822,173
Share Capital	9.00	1,162,051,780	1,162,051,780
Retained Earnings	10.00	418,791,168	459,770,393
NON-CURRENT LIABILITIES		141,103,996	129,144,490
Deferred Tax Liability	11.00	141,103,996	129,144,490
Current Liabilities:		100,153,105	124,803,247
Short Term Loan	12.00	24,200,000	43,610,000
Unclaimed Dividend:	13.00	14,813,593	15,099,614
Provision for WPPF	14.00	-	1,228,635
Trade Payables	15.00	855,971	832,555
Provision for Taxes	16.00	49,966,641	52,459,325
Liabilities for Expenses	17.00	10,316,900	11,573,118
Total Liabilities		241,257,101	253,947,737
TOTAL OWNER'S EQUITY AND LIABILITIES		1,822,100,048	1,875,769,910
Net Asset Value (NAV) Per Share	26.00	13.60	13.96

Annexed notes form an integral part of these financial statements.


Chief Financial Officer



Company Secretary


Director


Managing Director

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

Place: Dhaka
Date: November 25, 2024


Md. Shafiqul Islam FCA
Enrolment # 0595
Partner
Shafiq Basak & Co.
Chartered Accountants
DVC: 2411250595AS631766

INDO-BANGLA PHARMACEUTICALS LIMITED
STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME
For the year ended 30th June, 2024

Particulars	Notes	Amount In BDT	
		June 30,2024	June 30,2023
Net Sales Revenue	18.00	176,642,457	374,482,590
Less: Cost of Sales	19.00	156,791,702	277,919,331
Gross Profit		19,850,755	96,563,258
Less: Operating Expenses:		48,013,667	71,882,165
Administrative Expenses	20.00	35,836,079	37,412,685
Financial Expenses	21.00	4,403,049	5,231,224
Selling & Distributing Expenses	22.00	7,774,539	29,238,255
Profit from Operations		(28,162,913)	24,681,093
Add: Non Operating Income:	23.00	253,810	1,120,250
Profit before Contribution to WPPF & Welfare Fund		(27,909,103)	25,801,343
Less: Contribution to WPPF & Welfare Fund	14.00	-	1,228,635
Profit before Tax		(27,909,103)	24,572,708
Less: Income Tax Expenses:		13,070,122	16,165,573
Current Tax	24.00	1,110,616	1,581,980
Deferred Tax	11.00	11,959,506	14,583,593
Net Profit for the year		(40,979,225)	8,407,134
Earnings per share (EPS)	25.00	(0.35)	0.07

Annexed notes form an integral part of these financial statements.


Chief Financial Officer


Company Secretary


Director


Managing Director

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

Place: Dhaka
Date: November 25, 2024


Md. Shafiqul Islam FCA
Enrolment # 0595
Partner
Shafiq Basak & Co.
Chartered Accountants
DVC: 2411250595AS631766

INDO-BANGLA PHARMACEUTICALS LIMITED
STATEMENT OF CHANGES IN EQUITY

For the year ended 30th June, 2024

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

STATEMENT OF CHANGES IN EQUITY

For the year ended 30th June, 2023

Particulars	Share Capital	Retained Earnings	Total Equity
Balance as at 01 July 2022	1,162,051,780	462,983,777	1,625,035,557
Issue of share Capital (Bonus)	-	-	-
Cash Dividend	-	(11,620,518)	(11,620,518)
Net Profit for the period	-	8,407,134	8,407,134
Balance as at 30 June 2023	1,162,051,780	459,770,393	1,621,822,173

Annexed notes form an integral part of these financial statements.


Chief Financial Officer


Company Secretary


Director


Managing Director

Place: Dhaka
Date: November 25, 2024

INDO-BANGLA PHARMACEUTICALS LIMITED

STATEMENT OF CASH FLOWS

For the year ended 30th June, 2024

Particulars	Notes	Amount in Taka	
		June 30, 2024	June 30, 2023
Cash Flows from Operating Activities			
Cash receipts from customers	28.00	198,031,927	369,764,281
Cash receipts from others income	29.00	253,810	420,250
Cash payment to Suppliers	30.00	(99,918,204)	(199,559,994)
Cash payment to Employees		(32,967,060)	(47,132,814)
Cash payment to Others		(26,640,509)	(44,222,797)
Cash Generate from operation		38,759,964	79,268,926
Cash payment against income Tax		(4,991,166)	(6,319,403)
Net Cash generated from Operating Activities	31.00	33,768,798	72,949,523
Cash Flow from Investing Activities			
Acquisition of property, plant and equipment		-	(6,941,500)
Receive from Sale of land		-	2,700,000
Paid for Capital Work In Progress		(10,131,097)	(23,090,450)
Paid for land (BSCIC Barisal)		-	(16,135,000)
Net Cash used in Investing Activities		(10,131,097)	(43,466,950)
Cash Flows from Financing Activities			
Short Term Loan		(19,410,000)	(31,747,000)
Paid for Interest on Loan		(4,850,036)	(4,722,171)
Paid for Dividend Previous Year		(286,021)	(1,546,841)
Paid for Dividend 2022		-	(8,854,295)
Net Cash Used in Financing Activities		(24,546,057)	(46,870,307)
Net increase/(Decrease) in Cash and Cash equivalents		(908,357)	(17,387,735)
Cash and Cash Equivalents at beginning of the period		11,303,785	28,691,519
Cash and Cash Equivalents on Dividend Accounts		-	
Cash and Cash Equivalent at end of the Period		10,395,428	11,303,785
Net Operating Cash Flows Per Share (NOCFPS)		0.29	0.63

Annexed notes form an integral part of these financial statements.


Chief Financial Officer


Company Secretary


Director

Managing Director

Place: Dhaka
Date: November 25, 2024

INDO-BANGLA PHARMACEUTICALS LIMITED
Notes to the Financial Statements and other explanatory information.
As at and for the year ended June 30, 2024

1.00 REPORTING ENTITY

1.01 Background of the Company

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

1.02 Registered Office of the Company

The registered office of the Company and the Factory is located at 729, College Road, Barisal Sadar, Barisal and having its Corporate office at Polt-183 (7th floor) Block-B, Road-4, Ahmed Akbar Sobhan Road, Basundhara R/A, Baridhara, Dhaka-1229.

1.03 Nature of the business

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

2.00 BASIS OF PREPARATION AND PRESENTATION OF FINANCIAL STATEMENTS:

2.01 Presentation of Financial Statements

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

2.02 Going Concern

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

2.03 Accrual Basis

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

2.04 Reporting Period

The financial Statements have been prepared covering one year from July 01, 2023 to June 30, 2024.

2.05 Components of the Financial Statements

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

- a) Statement of Financial Position as at June 30, 2024;
- b) Statement of Profit or Loss and other Comprehensive Income for the period from 1st July 2023 to 30th June, 2024;
- c) Statement of Changes in Equity for the year ended June 30, 2024;
- d) Statement of Cash Flows for the year ended June 30, 2024; and
- e) Notes comprising a summary of significant accounting policies and other explanatory information.

2.06 Accounting Policies & Estimates

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

2.07 Responsibility for Preparation and Presentation of Financial Statements

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

2.08 Statement of Cash flows

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

2.09 Applicable accounting standards

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

IASs & IFRS:

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

2.10 Property, Plant and Equipment

2.10.1 Recognition and Measurement

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

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

2.10.2 Depreciation

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

Name of Assets	Rate	Rate
	As at 30 th June 2024	As at 30 th June 2023
Land and Land Development	0%	0%
Building	2.50%	2.50%
Civil Works	5%	5%
Machineries & Equipment	3%	3%
Micro biological Lab	3%	3%
Factory Air Condition	10%	10%
Generator	3%	3%
Sub-Station (electricity) 630 KVA	10%	10%
Furniture & Fixture	10%	10%
Office Equipment	10%	10%
SEP Decoration	10%	10%
Office Decoration	10%	10%
Computer	10%	10%
Air Condition	10%	10%
Transport	10%	10%
Water Plant	10%	10%
ETP Plant	10%	10%

2.10.3 Retirement and Disposals

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

2.10.4 Impairment

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

2.11 Revenue Recognition

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

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

2.12 Valuation of Current Assets

Trade and Other Receivable

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

Inventories

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

2.13 Provisions:

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

2.14 Employees' Benefit

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

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

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

a) Short Term Employee Benefit

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

b) Contribution to Workers' Profit Participation and Welfare Funds

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

c) Post Employment Benefit

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

2.15 Advances, Deposits and Prepayments

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

2.16 Functional and Presentational Currency:

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

2.17 Income Tax Expenses:

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

Current Income Tax

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

Deferred Tax

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

2.18 Earnings per Share

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

Basic Earnings

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

Basic Earnings per Share

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

2.19 Financial Instruments

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

Financial Assets

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

Financial Liabilities

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

2.20 Cash and Cash Equivalents

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

2.21 Events after the Reporting Period

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

Adjusting Events are those that provide evidence of conditions that existed at the end of the reporting period.

Non-adjusting Events are those that are indicative of conditions that arose after the reporting period.

2.22 Authorization date for issuing Financial Statements

The financial statements were authorized by the Board of Directors on November 12, 2024.

2.22 Comparative Information

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

2.23 Re-arrangement

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

Re-Statement

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

2.24 Segmental Reporting

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

2.25 Related Party Disclosure

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

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

2.27 General

The figure has been rounded off to the nearest taka.

Indo-Bangla Pharmaceuticals Limited
Notes to the Financial Statements
As at and for the year ended 30 June 2024

Sl. No.	Particulars	Amount in Taka	
		30 June, 2024	30 June, 2023
3.00	Property, Plant and Equipment		
	(A) At Cost		
	Opening balance	1,514,436,616	1,491,995,116
	Add: Addition during the Period	-	24,441,500
	Less: Disposal during the Period	-	(2,000,000)
	Total	1,514,436,616	1,514,436,616
	(B) Accumulated Depreciation		
	Opening balance	199,013,270	160,651,490
	Add: Depreciation Charged for the period	28,543,466	38,361,780
	Less: Adjusted during the period	-	-
	Total :	227,556,736	199,013,270
	WDV as on 30.06.2024 (a-b)	1,286,879,880	1,315,423,346
	A schedule of Property, Plant and Equipment is given in Annexure-A		
4.00	Capital Work In Progress		
	A. Machineries & Equipment:		
	Opening balance:	23,090,450	17,500,000
	Add: Addition during the year		24,090,450
	Less: Transfer to Fixed Assets		(18,500,000)
	Closing Plant & Machinery	23,090,450	23,090,450
	B.Civil Works:		
	Opening balance	6,059,503	6,059,503
	Add: Addition during the year (BSCIC Plot)	10,131,097	-
	Less: Transfer to Fixed Assets of Land & Land Development	-	-
		16,190,600	6,059,503
	Total (A+B)	39,281,050	29,149,953
5.00	Inventories :		
	This consists of the following;		
	Raw Material	55,749,179	61,310,515
	Finished Goods	89,534,270	95,907,530
	Work - in - Process	1,896,045	2,031,250
	Maintenance of Machine & Consumable Items	433,397	625,420
	Packing Materials	13,977,891	18,736,814
	Store-In-Transit	-	-
		161,590,782	178,611,529

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

Sl. No.	Particulars	Amount in Taka	
		30 June, 2024	30 June, 2023
6.00 Trade & Others Receivable:			
	These have arrived at as under:		
	A. Trade Receivable		
	Opening balance	223,651,430	218,933,121
	Add: Sales during the period	176,642,457	374,482,590
	Total	400,293,887	593,415,711
	Less: Recovery	198,032,560	369,764,281
	Closing balance	202,261,327	223,651,430
	Ageing of Accounts Receivable		
	More than six months	67,504,087	
	Less than six month	134,757,240	223,651,430
		202,261,327	223,651,430

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

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

-	-
202,261,327	223,651,430

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

Receivables considered doubtful bad.

-	-
---	---

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

-	-
---	---

Receivables due by common under the same management.

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

-	-
-	-

Total:

202,261,327	223,651,430
--------------------	--------------------

7.00 Advance, deposit and prepayments:

This consists of the following;

Advance

Advance Income Tax 7.01

Advance to Employees

Advance to others 7.02

45,234,970	43,847,105
2,352,954	2,365,500
74,103,657	71,417,262
121,691,581	117,629,867

The classification of Advances, Deposits and Prepayments as required by Schedule-XI, Part-I of the Companies Act, 1994

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

Advance, deposit and pre-payments considered good and company holds no security other than personal security;

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

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

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

Maximum advance, deposit and pre-payments due by Directors or other officers at any time.

121,691,581	117,629,867
-	-
-	-
-	-
-	-
-	-
121,691,581	117,629,867

Sl. No.	Particulars	Amount in Taka	
		30 June, 2024	30 June, 2023
7.01	Advance Tax paid		
	Opening	43,847,105	37,527,702
	Less: Adjustment Income Tax Expenses Assessment year 2015-2016	-	-
	Less: Adjustment Income Tax Expenses Assessment year 2016-2017	-	-
	Less: Adjustment Income Tax Expenses Assessment year 2017-2018	-	-
	Less: Adjustment Income Tax Expenses Assessment year 2018-2019	-	-
	Less: Adjustment Income Tax Expenses Assessment year 2019-2020	-	-
	Add: Advance Tax Paid Assessment year 2020-21	-	500,000
	Add: Advance Tax paid during the year	1,387,865	5,819,403
		45,234,970	43,847,105
7.02	Advance to Others		
	Goods and services	4,238,891	4,236,435
	Tour	262,789	265,350
	Office Rent	300,000	300,000
	Land (Gazipur)	35,940,000	35,940,000
	Land (BSCIC Barisal)	30,635,000	30,635,000
	L/C Margin for Raw-materials	2,679,000	-
	L/C Margin for Machinery	-	-
	Prepaid Insurance	46,529	39,867
	VAT current account	1,447	610
		74,103,657	71,417,262
8.00	Cash and Cash equivalents:		
	These have arrived at as under:		
	Cash in Hand	9,956,994	9,345,065
	Cash at Bank	434,846	1,922,006
	Cash at Dividend Bank Accounts	3,589	36,714
		10,395,428	11,303,785
8.01	Cash at Bank		
		434,846	1,922,006
	Pubali Bank Ltd. Barishal Sadar Branch A/C 0374901054490	47,890	3,651
	Sonali Bank Ltd. Barishal Corporate Branch A/C. 03042-13953	1,825	61,141
	Islami Bank Bangladesh Ltd. Barishal Branch A/C no.205011109-10807	15,727	-
	Dutch-Bangla Bank Ltd. Barisal Branch A/C 1271100014683	18,687	19,377
	Dutch-Bangla Bank Ltd. Bashundhara 1471100016286	30,092	166,126
	First Security Islami Bank Ltd. Bashundhara Br. A/C 0177111-302	178,735	1,376,186
	First Security Islami Bank Ltd. Bashundhara Br. A/C 0177111-315	110,425	262,526
	Social Islami Bank Ltd. A/C 077133-6741	435	1,849
	Eastern Bank Ltd Principal Branch A/C 1011360459420	31,030	31,150
		3,589	36,714
	Dividend Account		
	First Security Islami Bank Ltd. A/C 0177-31-0040	2,382	21,742
	First Security Islami Bank Ltd. A/C 0177-31-0046	1,207	14,972
9.00	Share Capital :		
	Authorized Capital		
	150,000,000 Ordinary Shares of TK.10 each	1,500,000,000	1,500,000,000
	Issued, Subscribed & Paid-up Capital:		
	73,000,000 Ordinary Shares of Tk. 10each	730,000,000	730,000,000
	20,000,000 Shares issued for IPO in 2018	200,000,000	200,000,000
	9,300,000 Bonus Shares issued in 2018	93,000,000	93,000,000
	9,207,000 Bonus Shares issued in 2019	92,070,000	92,070,000
	2,230,140 Bonus Shares issued in 2020	22,301,400	22,301,400
	2,468,038 Bonus Shares issued in 2021	24,680,380	24,680,380
	116,205,178 Ordinary Shares of Tk. 10 each fully paid up.	1,162,051,780	1,162,051,780

Sl. No.	Particulars	Amount in Taka	
		30 June, 2024	30 June, 2023
10.00 Retained Earnings:			
	Opening balance	459,770,393	462,983,777
	Add :Net Profit for the year	(40,979,225)	8,407,134
	Less: Transfer to Share capital	-	-
	Less: Cash Dividend	-	11,620,518
	Total	418,791,168	459,770,393
11.00 Deferred Tax Liability:			
	Carrying Value of Property, Plant & Equipment (Annexure-A)	1,286,879,880	1,315,423,345
	As Tax Base	581,359,900	669,700,894
	Temporary Difference	705,519,979	645,722,451
	Deferred Tax Liabilities @20%	141,103,996	129,144,490
	Less: Opening Deferred Tax Liability	129,144,490	114,560,897
	Add: Addition during the year Tax Rate Change	-	-
	Add: Sale of Assets Depriation Defferance (B-A) @	-	-
	Deferred Tax Liability/Expenses (Income)	11,959,506	14,583,593
12.00 Short Term Loan:			
	Bai Murabaha (Hypo)	19,900,000	20,000,000
	Bai Murabaha (LTR)	4,300,000	23,610,000
	Temporary Loan	-	-
	Total	24,200,000	43,610,000
13.00 Unclaimed Dividend:			
	Dividend payable for the year 2018-2019	2,632,693	2,632,693
	Dividend payable for the year 2019-2020	8,671,594	8,671,594
	Dividend payable for the year 2020-2021	1,029,103	1,029,103
	Dividend payable for the year 2021-2022	2,480,203	2,766,224
	Total	14,813,593	15,099,614
14.00 Provision for WPPF:			
	Opening WPPF	1,228,635	1,586,028
	Add: Addition during the year	-	1,228,635
	Less:Transfer to WPPF Bank Accounts	(1,228,635)	(1,586,028)
	Total	-	1,228,635
	Profit before contribution for WPPF	(27,909,103)	25,801,343
	Provision for contribution @5% Profit After WPPF(For the year)	-	1,228,635
15.00 Trade Payables			
	Opening balance;	832,555	926,961
	Add: Purchase during the year	108,680,512	220,749,372
	Total	109,513,066	221,676,333
	Less: Adjustment during the year	108,657,095	220,843,778
	Closing balance	855,971	832,555
16.00 Provision for Taxes			
	Balance b/d	52,459,325	50,877,345
	Add: Short Provision	-	-
	Less: Adjusted Income Tax Expenses Assessment year 2015-2016	-	-
	Less: Adjusted Income Tax Expenses Assessment year 2016-2017	-	-
	Less: Adjusted Income Tax Expenses Assessment year 2019-2020	-	-
	Add : Provision during the year	1,110,617	1,581,980
	Total	53,569,942	52,459,325
	Income Tax Paid during The Year	3,603,301	-
	Total	49,966,641	52,459,325

Sl. No.	Particulars	Amount in Taka	
		30 June, 2024	30 June, 2023
17.00	Liabilities for Expenses :		
	Telephone Bill	115	347
	Electricity Bill	280,603	329,941
	Directors Remuneration	250,000	400,000
	Salary & Wages	2,133,410	2,743,072
	Greatuty	5,503,385	5,503,385
	Interest on Short Term Loan	806,940	1,253,925
	Audit Fees	287,500	287,500
	Others	1,054,948	1,054,948
		10,316,900	11,573,118
18.00	Net Sales Revenue:		
	Gross Sales	203,138,826.00	430,654,978
	Less: VAT @ 15%	26,496,369.00	56,172,388
	Net Sales revenue	176,642,457.00	374,482,590
19.00	Cost of Sales :		
	This has been arrived as under;		
	Raw Material Consumed 19.01	86,398,087	177,157,243
	Add: Work in process (Opening)	2,031,250	2,191,000
	Less: Work in Process (Closing)	1,896,045	2,031,250
	Total Consumption	86,533,292	177,316,993
	Add: Manufacturing Overhead 19.02	44,366,116	62,811,607
	Add: Direct expenses 19.03	20,387,711	47,179,394
	Cost of Production	151,287,120	287,307,994
	Add: Finished Goods (Opening balance)	95,907,530	87,442,427
	Finished Goods Available	247,194,650	374,750,421
	Less: Finished Goods (Closing)	89,534,270	95,907,530
	Less: Sample Costs	868,678	923,560
	Cost of Sales	156,791,702	277,919,331
19.01	Material Consumed :		
	Opening balance	61,310,515	73,228,004
	Add: Material Purchased	92257098	165,239,754
	Import	22,417,296	137,482,055
	Local	69,839,802	27,757,699
	Less: Closing Materials	55,749,179	61,310,515
	Expire date over destroyed Raw Materials	11,420,347	-
	Total	86,398,087	177,157,243
19.02	Manufacturing Overhead:		
	Salary & Wages	9,922,404	13,153,195
	Cork & Cap	499,035	1,032,150
	Carton & Label	716,283	1,525,630
	Hand Glove, Tape, Gum Etc	84,915	167,250
	Accessories	663,070	1,546,250
	Apron & Uniform	-	325,680
	Carriage Inward	449,231	941,537
	Water bill	5,301	6,820
	Washing Expenses	7,661	9,486
	Maintenance of Machine & Consumable Items 19.02.01	1,046,373	1,855,812
	Electricity Bill Factory	3,816,777	3,913,369
	Staff Fooding	1,611,272	3,036,526
	Fuel & Oil for Generator	256,412	544,400
	Maintenance of Factory Building	556,710	667,269
	Insurance Expense	232,538	219,266
	Depreciation (Annexure-A)	24,498,134	33,866,967
	Total	44,366,116	62,811,607

Sl. No.	Particulars	Amount in Taka	
		30 June, 2024	30 June, 2023
19.02.01	Maintenance of Machine & Consumable Items		
	Opening balance	625,420	752,450
	Purchase during the period	854,350	1,728,782
	Closing balance	(433,397)	(625,420)
	Consumption	1,046,373	1,855,812
19.03	Direct expenses :		
	Delivery Charges	45,104	675,245
	Packing Materials 19.03.01	20,327,987	46,091,614
	Medical Bag Expenses	14,620	412,535
	Total	20,387,711	47,179,394
19.03.01	Packing Materials		
	Opening balance	18,736,814	11,047,592
	Purchase during the period	15,569,064	53,780,836
	Less: Packing Materials(Closing balance)	(13,977,891)	(18,736,814)
	Consumption	20,327,987	46,091,614
20.00	Administrative Expenses		
	Salary & allowance	10,889,793	16,992,923
	Director Remuneration	3,900,000	4,800,000
	Board Meeting Fee	570,000	450,000
	Travelling & Conveyance	570,820	699,671
	Entertainment for Drugs, Legal Expenses & Others	677,448	1,440,725
	Entertainment for Office (Staff Fooding)	-	405,995
	Staff Fooding	369,082	811,200
	Office Rent	759,000	759,000
	Printing & Stationery	460,057	832,650
	News Paper & Megazine	65,661	116,640
	Post & Telegram	13,694	320,655
	License & Legal Fee	189,049	189,049
	Telephone & Mobile Bill	157,244	252,000
	Internet Bill	120,000	120,000
	Audit Fee	287,500	287,500
	Company Secretarial, Regulatory Fee and AGM Expenses	331,607	1,691,478
	Electricity Bill & others charge	180,291	221,540
	Maintenance of Transport	278,430	925,000
	Fuel & Oil	190,809	303,428
	Bank Charge	50,712	349,868
	Others expenses	309,204	948,550
	Expire date over destroyed Raw Materials	11,420,347	-
	Depreciation (Annexure-A)	4,045,332	4,494,813
	Total	35,836,079	37,412,685

Sl. No.	Particulars	Amount in Taka	
		30 June, 2024	30 June, 2023
21.00	Financial expenses		
	Interest On Bai Murabaha (Hypo)	1,927,127	2,010,766
	Interest On Bai Murabaha (LTR)	2,475,922	3,220,458
	Total	4,403,049	5,231,224
22.00	Selling & Distributing Expenses		
	Salary & allowance	4,788,717	7,782,571
	Incentive Bonus	95,580	330,000
	Dealer's Commission	127,690	14,400,000
	TA & DA of Field Staff	158,030	423,120
	Carriage Outward/ Fuel & oil	712,913	1,395,764
	Packing Materials-Selling & Distribution	681,173	1,525,360
	Sales Promotion	100,102	350,000
	Training & seminar Expenses	-	152,350
	Depot Rent	-	690,000
	Garage Rent	-	30,000
	Entertainment for Conference	-	250,000
	Gift & Presentation(Promotional Materials)	143,130	420,530
	Sample expense	868,678	923,560
	Travelling & Conveyance/ Deport Delivery	98,526	565,000
		7,774,539	29,238,255
23.00	Non Operating Income:		
	Misc Sales	253,810	420,250
	Profit/(Loss) on Sale of Fixed Assets	-	700,000
		253,810	1,120,250
24.00	Current Tax:		
	Profit before tax as per account	(27,909,103)	24,572,708
	Accounting depreciation	28,543,466	38,361,780
	Tax base depreciation	(90,340,994)	(111,279,745)
	Non Operating Income	(253,810)	(420,250)
	Taxable profit	(89,960,440)	(48,765,507)
	Current Tax@0.6% on Turnover Minimum Tax	1,059,855	1,497,930
	Add: Tax on Non Operating Income @ 20%	50,762	84,050
		1,110,616	1,581,980
25.00	Basic Earnings Per Share :		
	This has been calculated in compliance with the requirements of IAS 33: Earnings Per Share, is		
	The composition of earnings per shares (EPS) is given below:		
	Earnings Per Share (EPS)		
	Net profit for the year	(40,979,225)	8,407,134
	Weighted Average number of ordinary shares outstanding	116,205,178	116,205,178
	Earnings Per Share (EPS)	(0.35)	0.07
	Weighted Average Number of Shares		
	73000000	73,000,000	73,000,000
	20000000	20,000,000	20,000,000
	9300000	9,300,000	9,300,000
	9207000	9,207,000	9,207,000
	2230140	2,230,140	2,230,140
	2468038	2,468,038	2,468,038
	Weighted Average Number of Shares	116,205,178	116,205,178

Sl. No.	Particulars	Amount in Taka	
		30 June, 2024	30 June, 2023
26.00	Net Assets Value Per Share :		
	The composition of net assets value per share is given below:		
	Total Assets	1,822,100,048	1,875,769,910
	Less: Non-Current Liabilities+Current Liabilities	241,257,101	253,947,737
	Net Assets Value	1,580,842,947	1,621,822,173
	Number of ordinary shares outstanding	116,205,178	116,205,178
		13.60	13.96
27.00	Net Operating Cash Flows Per Share (NOCFPS)		
	Net Cash from operating activities	33,768,798	72,949,523
	Weighted Average Number of Shares	116,205,178	116,205,178
		0.29	0.63
28.00	Cash receipts from customers		
	Opening receivable	223,651,430	218,933,121
	Add: Sales during the year	176,642,457	374,482,590
	Less: Closing receivable	(202,261,960)	(223,651,430)
		198,031,927	369,764,281
29.00	Cash receipts from others income		
	Misc. Sales	253,810	420,250
		253,810	420,250
30.00	Cash payment to suppliers		
	Purchase (RM,spare,packing)	108,680,512	214,324,972
	Opening Accounts Payable	832,555	926,961
	Closing Accounts Payable	(855,971)	(832,555)
	Opening Advance goods	(4,236,435)	(19,095,819)
	Closing Advance goods	6,917,891	4,236,435
	Expire date over destroyed Raw Materials	(11,420,347)	-
		99,918,204	199,559,994
31.00	Reconciliation of Net Profit with cash flows from Operating Activities:		
	Profit before Tax	(27,909,102)	24,572,708
	Add: Depreciation on property, plant and equipment	28,543,466	38,361,780
		634,364	62,934,488
	Add/(Less):		
	Add: Increase/Decrease in Trade & Other Receivables	21,390,103	(4,718,309)
	Add: Increase/Decrease in Inventories	17,020,747	2,474,344
	Add: Increase in Trade Payables	23,417	(94,406)
	Less: Increase/Decrease in Liabilities for Expenses	(1,256,218)	2,424
	Less: Increase/Decrease in Liability for contribution to W.P.P.F	(1,228,635)	(357,393)
	Less : Increase in Advance, Deposit & Prepayments	(4,061,714)	8,177,152
	Add/(Less): Capital Gain or Loss for Sale of land	-	(700,000)
	Add: Paid for Interest on Loan & Bank charge	4,850,035	5,231,224
	Less: Income Tax Paid	(3,603,301)	-
		33,134,434	10,015,035
		33,768,798	72,949,523

Sl. No.	Particulars	Amount in Taka	
		30 June, 2024	30 June, 2023

32.00 Related parties disclosure:

Key Management Personnel:

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

No.	Particulars	30.06.2024	30.06.2023
(a)	Managerial Allowances paid or payable during the period to the directors, including managing directors, a managing agent or manager;	3,900,000	4,800,000
(b)	Expenses reimbursed to Managing Agent;	Nil	Nil
(c)	Commission or Remuneration payable separately to a managing agent or his associate;	Nil	Nil
(d)	Commission received or receivable by the managing agent or his associate as selling or buying agent of other concerns in respect of concerns with the company; contracts entered into by such	Nil	Nil
(e)	The money value of the contracts for the sale or purchase of goods and materials or supply of services, entered into by the company with the managing agent or his associate during the financial period;	Nil	Nil
(f)	Any other perquisite or benefits in cash or in kind stating, approximate money value where applicable;	Nil	Nil
(g)	Other allowances and commission including guarantee commission;	Nil	Nil
(h)	Pensions etc.	Nil	Nil
	(i) Pensions;	Nil	Nil
	(ii) Gratuities;	Nil	Nil
	(iii) Payments from a provident funds, in excess of own subscription and interest thereon;	Nil	Nil
	(iv) Compensation for loss of office;	Nil	Nil
	(v) Consideration in connection with retirement from office.	Nil	Nil
(i)	Share Based payments	Nil	Nil

Related parties Transactions:

The company carried out a number of transactions with related parties. The following are the

(a) Remuneration				
Name	Designation	Nature of Transaction	Amount in (BDT)	
			2023-2024	2022-2023
Mr. A.F.M Anowarul Huq	Managing Director	Remuneration	3,900,000	4,800,000

Sl. No.	Particulars	Amount in Taka	
		30 June, 2024	30 June, 2023

(b) Board Meeting fee

Name	Designation	Nature of Transaction	Amount in (BDT)	
			2023-2024	2022-2023
Mrs. Aziza Yeasmin	Ex-Chairman	Board Meeting fee	40,000	-
Mr. A.F.M Anowarul Huq	Managing Director		70,000	90,000
Mrs. Aysha Siddika	Director		-	-
Mrs. Hafiza Yeasmin	Chairman		100,000	90,000

Sayedra Huq	Director	-	-
Fatima Parvin	Director	60,000	90,000
Mizanur Rahman	Director	-	-
Md. Golam Rabbani	Director	140,000	90,000
Iftikhar Uz zaman	Independent Director	30,000	90,000
S.M. Harun Or Rashid	Independent Director	130,000	-
Md. Monirujjaman	Independent Director	-	-

(c) Short Term Loan

Name	Designation	Nature of Transaction	Amount in (BDT)	
			2023-2024	2022-2023
Mr. A.F.M Anowarul Huq	Managing Director	Temporary Loan	-	-

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

Employees	2024	2023
Number of employees whose salary was below Tk. 3,000	-	-
Number of employees whose salary was above Tk. 3,000	152	194

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

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

The company did not import any raw and packing materials at CIF price in 2023 and 2024. All purchase of raw materials by the company was at C&F price.

During the period 1st July 2023 to 30th June 2024 total Value of import in respect of raw materials stands equivalent USD 200,450.0 on CIF basis. Details are as follows:

Particulars	Amount In BDT	
	2024	2023
Import of raw Materials	22,417,296	137,482,055
Import of Packing Materials	6,424,400	19,273,200
Import of Capital goods	-	-
Total	28,841,696	156,755,255

Sl. No.	Particulars	Amount in Taka	
		30 June, 2024	30 June, 2023

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

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

For the year 30 June 2024

Raw Materials	Imported	Indigenous	Total
Opening balance	53,465,325	7,845,190	61,310,515
Add: Purchase during the year	22,417,296	69,836,802	92,254,098
	75,882,621	77,681,992	153,564,613
Less: Closing balance	40,916,723	14,832,456	55,749,179
Consumption during the year	34,965,898	62,849,536	97,815,434
Percentage of total Consumption during the year	46.08%	80.91%	63.70%

Spare Parts

	Imported	Indigenous	Total
Opening balance	-	625,420	625,420
Add: Purchase during the year	-	854,350	854,350
	-	1,479,770	1,479,770
Less: Closing balance	-	433,397	433,397
Consumption during the year	-	1,046,373	1,046,373
Percentage of total Consumption during the year	-	70.71%	70.71%

Packing Materials

	Imported	Indigenous	Total
Opening balance	1,235,680	17,501,134	18,736,814
Add: Purchase during the year	6,424,400	9,144,664	15,569,064
	7,660,080	26,645,798	34,305,878
Less: Closing balance	1,023,568	12,954,323	13,977,891
Consumption during the year	6,636,512	13,691,475	20,327,987
Percentage of total Consumption during the year	86.6%	51.4%	86.6%

For the year 30 June 2023

Raw Materials:	Imported	Indigenous	Total
Opening balance	70,201,450	3,026,554	73,228,004
Add: Purchase during the year	137,482,055	27,757,699	165,239,754
	207,683,505	30,784,253	238,467,758
Less: Closing balance	53,465,325	7,845,190	61,310,515
Consumption during the year	154,218,180	22,939,063	177,157,243
Percentage of total Consumption during the year	74.26%	74.52%	74.29%

Sl. No.	Particulars	Amount in Taka	
		30 June, 2024	30 June, 2023

	Imported	Indigenous	Total
Spare Parts			
Opening balance	-	752,450	752,450
Add: Purchase during the year	-	1,728,782	1,728,782
	-	2,481,232	2,481,232
Less: Closing balance	-	625,420	625,420
Consumption during the year	-	1,855,812	1,855,812
Percentage of total Consumption during the year	-	74.79%	74.79%

	Imported	Indigenous	Total
Packing Materials			
Opening balance	7,512,540	3,535,052	11,047,592
Add: Purchase during the year	19,273,200	34,507,636	53,780,836
	26,785,740	38,042,688	64,828,428
Less: Closing balance	1,235,680	17,501,134	18,736,814
Consumption during the year	25,550,060	20,541,554	46,091,614
Percentage of total Consumption during the year	95.39%	54.00%	71.10%

(d) No amount was remitted during the year in foreign currencies on account of dividend to non-residents shareholders. It is mentioned that the company does not have any non-resident shareholders.

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

Heads	30.06.2024	30.06.2023
i. export of goods on FOB basis	Nil	Nil
ii. Royalty, know-how, professional and consultation fees	Nil	Nil
iii. Interest and dividend	Nil	Nil
iv. Other income	Nil	Nil
Total	Nil	Nil

35.00 Events after the Reporting Period

The Board of Directors at its board meeting held on 12 November 2024 recommended 0.10% cash dividend for the year ended 30 June 2024. This dividend is subject to final approval by the shareholders at the forthcoming annual General Meeting (AGM) of the company.

36.00 Financial Risk Management

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

Credit Risk

Liquidity Risk

Market Risk

Credit Risk

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

Liquidity Risk

Sl. No.	Particulars	Amount in Taka	
		30 June, 2024	30 June, 2023

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

Trade and Other Payables (Notes: 14)	855971.33	738148.51
Total	855971.33	738148.51

Market Risk

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

(a) Currency risk

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

(b) Interest rate risk

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

37.00 Compensation of Key Management Personnel

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

Particulars	Amounts in Taka	
	30-Jun-24	30-Jun-23
Short-term employee benefits*	3,900,000	3150000
Post-employment benefits	-	
Other long-term benefits	-	
Termination benefits	-	
Share-based payments	-	
Total	3,900,000	3,150,000

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

INDO-BANGLA PHARMACEUTICALS LIMITED
Schedule of Property Plant & Equipment
As at 30th June, 2024

Particulars	COST				Rate	DEPRECIATION				Written Down Value as on 30.06.2024
	Balance as on 01.07.2023	Addition during the Period	Disposal during the period	Total Cost as at 30.06.2024		Balance as on 01.07.2023	Adjusted during the period	Charge during the period	Total Cost as at 30.06.2024	
	Land & Land Development	160,112,933	-	-		160,112,933	0%	-	-	
Building	236,168,819	-	-	236,168,819	2.5%	32,668,575	5,087,506	37,756,081	198,412,738	
Civil Works	16,082,250	-	-	16,082,250	5%	2,363,618	685,932	3,049,550	13,032,700	
Machineries & Equipment	987,188,018	-	-	987,188,018	2%	128,504,738	17,173,665.60	145,678,404	841,509,614	
Micro biological Lab	19,074,415	-	-	19,074,415	3%	2,292,331	503,463	2,795,793	16,278,622	
Factory Air Condition	6,525,480	-	-	6,525,480	10%	2,736,470	378,901	3,115,371	3,410,109	
Air Compressor	2,325,900	-	-	2,325,900	10%	729,228	159,667	888,895	1,437,005	
Generator	10,603,229	-	-	10,603,229	3%	1,602,793	270,013	1,872,806	8,730,423	
Sub-Station (electricity) 630 KVA	5,941,500	-	-	5,941,500	10%	49,513	49,512.50	99,025	5,842,475	
Furniture & Fixture	14,446,419	-	-	14,446,419	10%	6,121,087	832,533	6,953,620	7,492,799	
Office Equipment	4,962,146	-	-	4,962,146	10%	2,630,465	233,168	2,863,633	2,098,513	
SEP Decoration	15,620,100	-	-	15,620,100	10%	6,108,038	951,206	7,059,244	8,560,856	
Office Decoration	6,011,150	-	-	6,011,150	10%	2,114,594	389,656	2,504,250	3,506,900	
Computer	1,307,990	-	-	1,307,990	10%	401,429	90,656	492,085	815,905	
Air Condition	354,170	-	-	354,170	10%	169,212	18,496	187,708	166,462	
Transport	23,253,762	-	-	23,253,762	10%	7,957,592	1,529,617	9,487,209	13,766,553	
Water Plant	2,512,960	-	-	2,512,960	10%	1,458,257	105,470	1,563,727	949,233	
ETP Plant	1,945,375	-	-	1,945,375	10%	1,105,331	84,004	1,189,335	756,040	
Balance as on 30 June, 2024	1,514,436,616	-	-	1,514,436,616		199,013,270	28,543,466	227,556,737	1,286,879,880	
Balance as on 30 June, 2023	1,491,995,116	24,441,500	2,000,000	1,514,436,616		160,651,491	38,361,780	199,013,271	1,315,423,345	

Allocation of Depreciation

Factory	24,498,134
Administration	4,045,332
	28,543,466



INDO-BANGLA PHARMACEUTICALS LIMITED

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

PROXY FORM

I/We.....

of.....

being ashareholders of Indo-Bangla Pharmaceuticals Limited and entitle to vote, hereby appoint

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

as my/our proxy to attend and vote for me/us and on my/our behalf at the 10th Annual General Meeting of the Company to be held on 26th December, 2024 at 11:00 a.m. under Hybrid System i.e. online video conferencing (<https://ibp2024.hybridagmbd.net>) as well as physical presence of honorable Shareholders of the Company at Barishal Club Limited, Club Road, Barishal-8200 and/ or at any adjournment thereof.

As witness my hand this.....day of.....2024

Revenue Stamp
Tk. 20.00

(Signature of the Shareholder)

(Signature of Proxy)

BO ID No.

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Notes:

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



INDO-BANGLA PHARMACEUTICALS LIMITED

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

ATTENDANCE SLIP FOR HYBRID REGISTRATION

I do hereby record my/our attendance at the 10th Annual General Meeting of the Company to be held on 26th December, 2024 at 11:00 a.m. under Hybrid System i.e. online video conferencing (<https://ibp2024.hybridagmbd.net>) as well as physical presence of honorable Shareholders of the Company at Barishal Club Limited, Club Road, Barishal-8200

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

BO ID:

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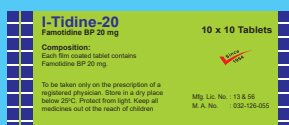
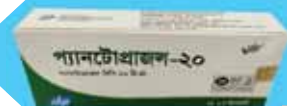
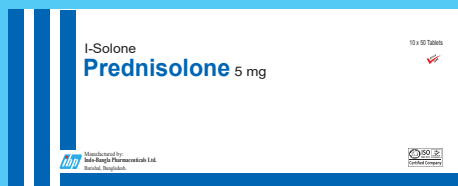
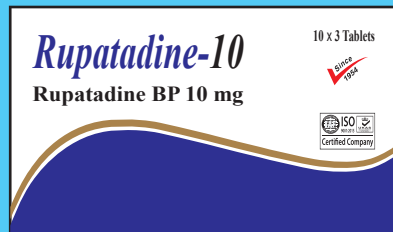
Signature.....

Date.....

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



Corporate Office: Plot#183 (7th Floor) Block#B
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 E-mail : info@indo-banglapharma.com
 Web : www.indo-banglapharma.com
Factory : College Road, Barisal, Phone: 0431-61028, 0431-2174977.



Production
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