

# Directors' Report

For the year ended 30 June 2025

## DEAR SHAREHOLDERS,

On behalf of the Board of Directors of The ACME Laboratories Ltd., I warmly welcome you to the 49th Annual General Meeting of our esteemed company. We deeply appreciate your presence as valued shareholders and stakeholders, and we thank you for your continued support throughout the past year.

At this Annual General Meeting, we are proud to present the Directors' Report and Audited Financial Statements for the financial year ending on 30th June 2025. This report contains information about the company's performance, financial health, and strategic initiatives during the past year. The preparation of these reports is in accordance with the following regulatory requirements:

1. Section 184 of the Companies Act, 1994.
2. Rule 12 and the schedule thereunder of the Bangladesh Securities and Exchange Rules, 1987.
3. Bangladesh Securities and Exchange Commission Notification No. BSEC/CMRRCD/2006-158/207/ Admin/ 80, dated 03 June 2018, including all its amendments.

## PROFIT AND ITS APPROPRIATION

Particulars	(BDT in million)	
	2024-2025	2023-2024
Net Profit after Tax	2,428.603	2,456.181
Adjustment for depreciation on revaluation surplus	45.590	45.887
Profit brought forward from previous year	12,653.559	10,849.777
Total Profit Available for appropriation	15,127.752	13,351.845

### Appropriation

Cash Dividend for the year 2023-2024 (Comparative year 2022-2023)	(740.605)	(698.286)
Closing Retained Earnings at the year- end (before proposed Dividend)	14,387.147	12,653.559
Proposed cash dividend for the year 2024-2025 @ 35%	(740.605)	(740.606)
Retained earnings after Proposed Dividend	13,646.542	11,912.953

## INDUSTRY OUTLOOK AND POSSIBLE FUTURE DEVELOPMENT

The pharmaceutical industry remains one of the success stories of Bangladesh, continuing to thrive over the last four decades. As one of the most developed, knowledge-based, and technology-driven sectors, it plays a crucial role in contributing to the country's economy.

During 2024-25, Bangladesh's economy presents a mixed landscape of challenges and opportunities, demonstrating resilience with steady growth amid global uncertainties. Rising costs and supply chain fluctuations impact consumer purchasing power and investment decisions, while the pharmaceutical industry benefits from increased international demand, enhancing export revenues. Strong investments in infrastructure and technology foster economic development and innovation. However, ongoing political tensions undermine investor confidence, economic disparities persist, and environmental challenges threaten various sectors, complicating sustainable growth efforts.

Bangladesh's pharmaceutical market reached an estimated value of USD 3.3 billion in 2025, according to IQVIA, reflecting continued growth with a projected compound annual growth rate (CAGR) of around 8%. The industry now exports pharmaceutical products to more than 150 countries, with local manufacturers meeting approximately 97% of the domestic demand. In 2025, the sector's export earnings are estimated to have exceeded USD 220 million, driven by rising local consumption, diversification of export destinations, and sustained investment in research and development (R&D).

The sustained growth of Bangladesh's pharmaceutical sector continues to be driven primarily by strong performance from local manufacturers, supported by favorable government policies, robust economic growth, a rising population, and increasing income levels. Additional contributing factors include the expansion of modern healthcare facilities, low labor costs, heightened health awareness, changing lifestyles, and longer life expectancy. Together, these elements have made the pharmaceutical industry more resilient and sustainable, creating significant opportunities for further investment, expansion, and technological advancement. The labor cost in Bangladesh remains 3 to 4 times lower than that of China and India, enabling the production of high-quality medicines at affordable prices for both domestic and global markets.

Under the WTO-TRIPS exemption effective until 2033, Bangladesh, as an LDC, continues to enjoy patent

waivers for pharmaceuticals. This advantage enables local manufacturers to produce medicines at lower costs, keeping drug prices affordable and accessible to the wider population.

Bangladesh's pharmaceutical sector is rapidly evolving as a growing export hub, with several leading local companies obtaining regulatory approvals from the U.S. FDA and European authorities, enabling entry into developed markets. At the same time, local manufacturers are strategically expanding their footprint in price-sensitive regions such as Africa. To strengthen the industry's backward linkage, the government has established an environment-friendly Active Pharmaceutical Ingredient (API) Industrial Park at Gazaria, Munshiganj, where 42 plots have been allocated to 28 major drug manufacturers. Most top-ranking companies have secured plots, and several have already commenced construction, marking a significant step toward reducing API import dependency and enhancing self-sufficiency in the coming years. Details of our API Project has been discussed in page no. 66-67.

### **COST OF GOODS SOLD, GROSS PROFIT MARGIN AND NET PROFIT MARGIN**

During the year, the company achieved significant revenue growth of 12.54%. Cost of Goods Sold (COGS) for FY 2024-2025 was BDT 20,752.183 million, or 57.75% of revenue, compared to BDT 18,676.834 million (58.49%) in the previous year. Gross Profit Margin rose to 42.25% from 41.51%, while Net Profit Margin decreased slightly to 6.76% from 7.69%. It appears that the company has been able to reduce the Cost of Goods Sold as a percentage of revenue in the most recent financial year. This improvement in cost management has led to an increase in the Gross Profit Margin. The reduction in COGS as a percentage of revenue reflects improved cost management, boosting Gross Profit Margin. It's important for the company to continue monitoring and managing its costs effectively to sustain and potentially improve its profit margins in the future. However, the Net Profit Margin has seen a slight decrease, which could be due to various factors like increased operating expenses and other financial considerations.

### **EXTRAORDINARY ACTIVITIES**

During the period under review, there were no extraordinary activities to report. All operations and events remained within the scope of routine activities and adhered to standard procedures without any significant deviations or notable occurrences.

### **RELATED PARTY TRANSACTIONS DISCLOSURES**

The Company carried out a number of transactions with related parties in the normal course of business and on arm's length basis. The Directorship of the company is mostly in common. Details of the transactions are provided

in the note 40 of Financial Statements for the year ended 30 June 2025.

### **PRESENT STATUS OF ACTIVE PHARMACEUTICALS INGREDIENTS (API)**

Details regarding Present Status of Active Pharmaceuticals Ingredients (API) has been given in page no. 66-67.

### **SUBSEQUENT RESULTS AFTER INITIAL PUBLIC OFFERING (IPO)**

The company listed its securities on Dhaka and Chittagong Stock Exchanges in 2016, issuing 50 million ordinary shares at BDT 10 each, raising BDT 409.60 crore, including premium. The funds were fully utilized by January 2022. The IPO marked a key milestone, with no further instruments issued during the financial year. Financial performance has improved post-IPO, as highlighted on page 53 under "Financial Highlights for the Last 5 Years," reflecting increased investor confidence and capital growth.

### **REMUNERATION PAID TO THE DIRECTORS INCLUDING INDEPENDENT DIRECTORS**

During the year 2024-2025, a remuneration of BDT 45,600,000 has been paid to the whole time Directors of the Company. The Company did not pay any remuneration to its Independent Directors except sitting fees for attending at the meetings of the Board of Directors and respective committees to whom they are members. A Statements regarding payment of remuneration to its Directors is as under:

(Amount in BDT)

<b>Particulars</b>	<b>2024-2025</b>	<b>2023-2024</b>
Director	45,600,000	45,600,000
Independent Director	-	-

### **FAIRNESS OF THE FINANCIAL STATEMENTS**

The financial statements together with the notes thereon have been drawn up in conformity with the Companies Act, 1994 and Securities & Exchange Rules, 1987. These statements fairly present the company's state of affairs, the results of its operations, cash flow and changes in equity. In compliance with the requirement of the Bangladesh Securities and Exchange Commission (BSEC) Corporate Governance Code; dated: June 3, 2018, Chief Executive Officer and Chief Financial Officer have given the declaration about the fairness of the financial statements, which is shown on page no. 135-136 of the report.

## **BOOKS OF ACCOUNTS**

Proper books of accounts have been maintained by the Company as per Section 181 of Companies Act, 1994.

## **CONSISTENCY OF APPROPRIATE ACCOUNTING POLICIES**

Accounting policies adopted by the Company have been consistently applied in preparation of the Financial Statements and that the accounting estimates are based on reasonable and prudent judgement. The accounting policies adopted and applied by the Company are appropriate in view of the nature of its business operations of the Company.

## **APPLICATION OF INTERNATIONAL ACCOUNTING STANDARDS (IAS) OR INTERNATIONAL FINANCIAL REPORTING STANDARDS (IFRS)**

The International Accounting Standards (IAS) or International Financial Reporting Standards (IFRS), Bangladesh Securities and Exchange Rules, 1987, Stock Exchanges (Listing) Regulations, 2015 and as applicable any other laws in Bangladesh, have been duly followed by the Company in preparation of the financial statements and any departure there from has been adequately disclosed.

## **INTERNAL CONTROL**

The Company maintains a robust and well-structured system of internal control, which is effectively implemented and continuously monitored to ensure operational efficiency, accuracy, and compliance. Both internal and external auditors regularly evaluate the system to verify its effectiveness. The Company remains committed to strengthening internal controls through ongoing review, technological integration, and timely improvements to uphold the highest standards of governance and accountability.

## **INTEREST OF MINORITY SHAREHOLDERS**

The Company's management consistently upholds a strong commitment to protecting the interests of minority shareholders. It ensures that they are safeguarded from any unfair or abusive actions by controlling shareholders, whether direct or indirect. Furthermore, the Company has established an effective grievance redress mechanism to address any such concerns promptly and fairly, reinforcing its dedication to transparency, equity, and good corporate governance..

## **GOING CONCERN**

There is no doubt upon the Company's ability to continue as a going concern; accordingly, the financial statements of the Company have been prepared on going concern basis.

## **SIGNIFICANT DEVIATIONS FROM THE LAST YEAR'S OPERATING RESULTS OF THE COMPANY**

No Significant deviation has been occurred from the last years operating results of the company.

## KEY OPERATING AND FINANCIAL DATA OF LAST PRECEDING 5 (FIVE) YEARS

A statement of key operating and financial data of last preceding 5 (five) years are as under:

### Financial Highlights For last 5 Years

BDT in million

Particulars	2024-2025	2023-2024	2022-2023	2021-2022	2020-2021
<b>Statement of Profit or Loss</b>					
Revenue	35,936.86	31,931.63	26,947.71	23,858.41	20,770.14
Cost of Goods Sold	20,752.18	18,676.83	16,016.00	14,394.05	12,719.82
Gross Profit	15,184.68	13,254.80	10,931.71	9,464.36	8,050.32
Profit before Taxation	3,359.86	3203.72	2,893.24	2,693.14	2,073.50
Profit after Taxation	2,428.60	2,456.18	2,303.59	2,110.89	1,569.23
<b>Statement of Financial Position</b>					
Share Capital	2,116.02	2,116.02	2,116.02	2,116.02	2,116.02
Share Premium	5,127.60	5,127.60	5,127.60	5,127.60	5,127.60
Revaluation Surplus	4,925.97	4,971.56	5,017.45	5,136.05	5,183.84
Gain/(Loss) on Marketable Securities (Unrealized)	3.78	3.63	4.81	6.04	8.41
Tax Holiday Reserve	179.46	179.46	179.46	179.46	179.46
Retained Earnings	14,387.15	12,653.56	10,849.78	9,124.95	7,495.26
<b>Key Ratios</b>					
Number of shares	211.60	211.60	211.60	211.60	211.60
Earnings per share (Taka)	11.48	11.61	10.89	9.98	7.42
Current Ratio - (Times)	1.15	1.11	1.12	1.12	1.14
Net operating cash flow per share (Taka)	15.04	9.24	5.95	5.37	12.72
Net Asset Value Per Share (Taka)	126.37	118.39	110.09	102.50	95.04
NP Margin	6.76%	7.69%	8.55%	8.85%	7.56%

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

The Company always maintains Consistent Dividend Policy and has been paying Dividend constantly. During the year, the Company proposed 35% Cash Dividend to its Shareholders.

## BONUS OR STOCK DIVIDEND DECLARED AS INTERIM DIVIDEND

No Bonus share or stock dividend has been declared by the Board as an interim dividend during the Financial Year 2024-2025.

## BOARD MEETINGS AND ATTENDANCE BY EACH DIRECTOR

Six Board Meetings were held during the year under review. The attendance records of the Directors are mentioned below: The members of the Board of Directors are as follows:

Name of Directors	Position	No. of Meetings held	No. of Meetings attended
Mrs. Nagina Afzal Sinha	Chairman	06	06
Mr. Mizanur Rahman Sinha	Managing Director	06	06
Dr. Jablur Rahman Sinha	Deputy Managing Director	06	06
Mrs. Jahanara Mizan Sinha	Deputy Managing Director	06	06
Ms. Tasneem Sinha	Deputy Managing Director	06	02
Mr. Tanveer Sinha	Director	06	04
Mrs. Sabrina Juned	Director	06	06
Mr. Fahim Sinha	Director	06	06
Mr. Das Deba Prashad	Independent Director	06	06
Mr. Ehsan Ul Fattah	Independent Director	06	06
Mr. Kazi Sanaul Hoq	Independent Director	06	06
*Mr. Md. Abul Hossain	Nominee Director of ICB	06	04
**Mr. Niranjan Chandra Debnath	Nominee Director of ICB	06	00

\*Mr. Md. Abul Hossain, former Nominated Director, withdrawn nomination by ICB from the Board of The ACME Laboratories Ltd. with effect from February 20, 2025. Which approved by the Board in its 162nd Meeting held on 28 April 2025.

\*\*As per the nomination by the Investment Corporation of Bangladesh (ICB), the Board of Directors of The ACME Laboratories Ltd., in its 162nd meeting held on 28 April 2025, approved the appointment of Mr. Niranjan Chandra Debnath, Managing Director of ICB, as ICB's Nominee Director on the Board of the Company.

## A REPORT ON THE PATTERN OF SHAREHOLDING AS AT 30 JUNE 2025

A report on the pattern of shareholding as at 30 June 2025, disclosing the aggregate numbers of shares (along with name-wise details) is stated below:

As on 30 June 2025

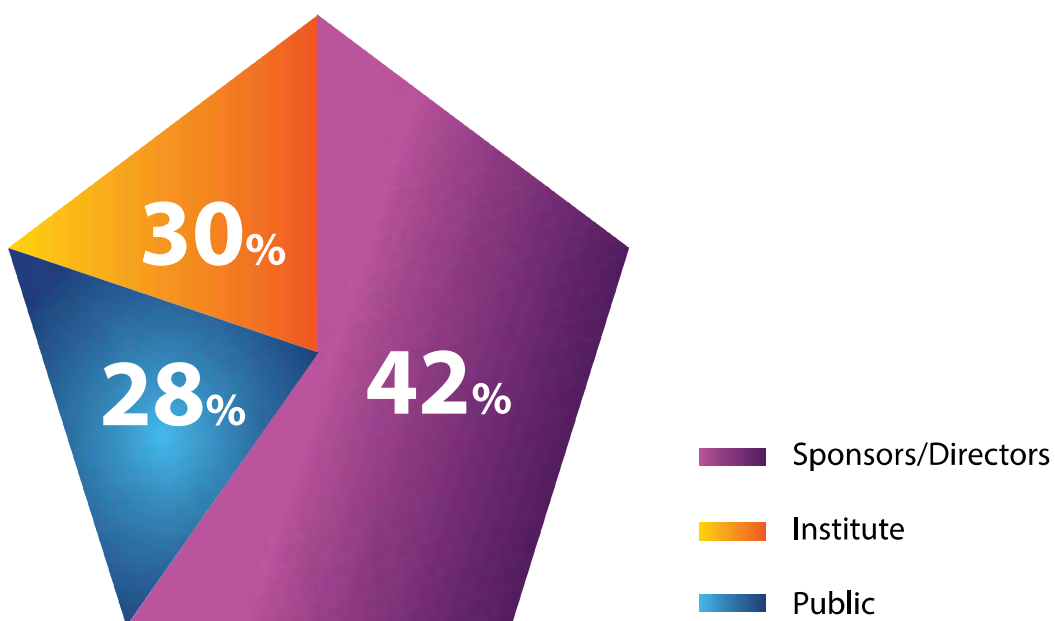
SI No.	Name and Particulars	Designation	Number of holding
<b>A. Parent or Subsidiary or Associated Companies and other related parties:</b>			
01.	The ACME Laboratories Ltd. does not have any Parent, Subsidiary, or Associated Companies as at 30 June 2025 and other related parties do not hold any shares of the Company.		
<b>B. (I) Directors and their spouses and minor children (name-wise details):</b>			
01.	Mrs. Nagina Afzal Sinha	Chairman	11,888,433
02.	Mr. Fahim Sinha, S/O Mrs. Nagina Afzal Sinha	Director	9,375,961
03.	Mrs. Sabrina Juned, D/O Mrs. Nagina Afzal Sinha	Director	9,102,613
04.	Mr. Mizanur Rahman Sinha	Managing Director	8,574,000
05.	Mrs. Jahanara Mizan Sinha, W/O Mr. Mizanur Rahman Sinha	Deputy Managing Director	5,290,000
06.	Ms. Tasneem Sinha, D/O Mr. Mizanur Rahman Sinha and Mrs. Jahanara Mizan Sinha	Deputy Managing Director	9,761,300
07.	Mr. Tanveer Sinha, S/O Mr. Mizanur Rahman Sinha and Mrs. Jahanara Mizan Sinha	Director	9,600,659
08.	Dr. Jabilur Rahman Sinha	Deputy Managing Director	4,860,696
09.	Hasina Jabil Sinha, W/O Dr. Jabilur Rahman Sinha	Shareholder	3,641,245
10.	Mr. Das Deba Prashad	Independent Director	N/A
11.	Mr. Ehsan Ul Fattah	Independent Director	N/A
12.	Mr. Kazi Sanaul Hoq	Independent Director	N/A
13.	Mr. Niranjana Chandra Debnath	Nominee Director of ICB & ICB's holding	15,893,484
<b>B. (II) CIAE, ED &amp; CFO, Company Secretary and their spouses and minor children (name-wise details):</b>			
01.	Md. Hasibur Rahman	Additional DMD and Chief Internal Audit Executive (CIAE)	60,180
02.	Kazi Mohammed Badruddin, FCA, FCMA	Executive Director & Chief Financial Officer	N/A
03.	Mr. Masudur Rahman Bhuiyan, FCS, and his spouse including minor child	Company Secretary	N/A
<b>C. Executives</b>			
01.	Mr. Md. Hasibur Rahman	Additional Deputy Managing Director	60,180
02.	Kazi Mohammed Badruddin, FCA, FCMA	Executive Director & Chief Financial Officer	N/A
03.	Dr. Syed A.M. Mustafij Billah	Executive Director- Plant Operation	N/A
04.	Mr. Md. Ferdous Khan	Executive Director- Sales Management & Distribution	N/A
05.	Mr. Asad Quader Shamsuddin	Director- Engineering Division	N/A
<b>D. Shareholders holding ten percent (10%) or more voting interest in the company (name-wise details)</b>			
01.	There is no shareholder who holds 10% or more shares of The ACME Laboratories Ltd.		

## COMPOSITION OF SHAREHOLDING POSITION

The shareholding Position as at 30 June 2025 of the Company is given below:

As at 30 June 2025

Name of the Shareholders	Designation	No. of Shares	% of holding
Mrs. Nagina Afzal Sinha	Chairman	11,888,433	5.62%
Mr. Mizanur Rahman Sinha	Managing Director	8,574,000	4.05%
Dr. Jabilur Rahman Sinha	Deputy Managing Director	4,860,696	2.30%
Mrs. Jahanara Mizan Sinha	Deputy Managing Director	5,290,000	2.50%
Ms. Tasneem Sinha	Deputy Managing Director	9,761,300	4.61%
Mr. Tanveer Sinha	Director	9,600,659	4.54%
Mr. Fahim Sinha	Director	9,375,961	4.43%
Mrs. Sabrina Juned	Director	9,102,613	4.30%
Mrs. Parveen Akhter Khanam	Sponsor Shareholder	5,319,158	2.51%
Mrs. Khurshid Jahan Dabir	Sponsor Shareholder	725	0.00%
Investment Corporation of Bangladesh (ICB & ICB's holding)	Shareholder	15,893,484	7.51%
Institute	Shareholder	63,265,663	29.90%
Foreign	Shareholder	10,090	0.00%
General Public	Shareholder	58,658,918	27.72%
<b>Total</b>		<b>211,601,700</b>	<b>100%</b>



## RE-APPOINTMENT OF MANAGING DIRECTOR

in accordance with the provisions of the Companies Act, 1994, the Articles of Association of the Company, and other applicable laws, the Board hereby approves the re-appointment of Mr. Mizanur Rahman Sinha as the Managing Director of The ACME Laboratories Ltd. for a further term of five years with effect from 13 August 2025, subject to final approval by the shareholders at the forthcoming Annual General Meeting.

## ROTATION OF DIRECTORS

Mrs. Nagina Afzal Sinha, Mrs. Jahanara Mizan Sinha, Dr. Jabilur Rahman Sinha, Mr. Fahim Sinha, members of the Board of Directors of the Company, shall retire from the Board in the forthcoming 49th Annual General Meeting as per clauses no. 148 & 149 of the Articles of Association of the company, because of the longest duration in office since their last election.

As per clause no 150 of the Articles of Association of the Company, being eligible, all the above-mentioned directors shall be re-elected as directors by the approval of the shareholders of the company in its forthcoming 49th Annual General Meeting. A brief resume of the Directors including their expertise and Directorship/Membership with other companies/Committees are provided in the Directors' profile section of this Annual Report on page no. 44-51.

## APPOINTMENT OF NOMINATED DIRECTOR

On 19 March 2025, The ACME Laboratories Ltd. has received the board approval copy of Investment Corporation of Bangladesh (ICB) regarding the recommendation of the induction of Mr. Niranjana Chandra Debnath, Managing Director of ICB, as its Nominee Director on the Board of The ACME Laboratories Ltd., in place of Mr. Md. Abul Hossain, who retired from ICB effective from 20 February 2025.

Subsequently, in compliance with the Companies Act 1994, the Corporate Governance Code of the BSEC and companies policy, the Board of Directors of The ACME Laboratories Ltd., in its 162nd meeting held on Monday, 28 April 2025, approved the withdrawal of Mr. Md. Abul Hossain's nomination from the Board, effective 20 February 2025, and also approved the appointment of Mr. Niranjana Chandra Debnath as ICB's Nominee Director, effective 28 April 2025.

## MANAGEMENT DISCUSSION SIGNED BY CEO OR MD FOCUSING ON THE COMPANY'S POSITION AND OPERATIONS

A management discussion and analysis signed by the CEO or MD presenting a detailed analysis of the Company's position and operations along with a brief discussion of changes in the Financial Statements has been presented on Page no. 62-64.

## 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

Declaration or certification by the CEO and the CFO to the Board is appended in this Annual Report under Annexure A, Page no. 135-136.

## THE REPORT AS WELL AS THE CERTIFICATE REGARDING COMPLIANCE WITH THE CONDITIONS OF THIS CODE AS REQUIRED UNDER CONDITION NO. 9.

The report, as well as certificate regarding compliance of conditions of this code as required under condition No. 9, has been presented under Annexure - B and Annexure - C in the page no. 138-151 respectively.

## APPOINTMENT OF AUDITORS

The Existing Statutory Auditor of The Company, M/s Pinaki & Company, Chartered Accountants (REANDA International, An Association of Independent Accounting Firms), has conducted their Audit for the Financial Year 2024-2025. They will retire at this Annual General Meeting and being eligible offered themselves for reappointment as Statutory Auditor of the Company for the Financial Year 2025-2026 at a remuneration of BDT 650,000 (Six Lac fifty thousand) only including AIT excluding VAT, subject to the approval of the shareholders in its forthcoming 49th Annual General Meeting.

## APPOINTMENT OF COMPLIANCE AUDITORS

The existing compliance Auditors of the Company M/s. M. Z. Islam & Co., Chartered Accountants, retire at this Annual General Meeting and being eligible have offered themselves for re-appointment as Compliance Auditors of the Company for the financial year 2025-2026 with a remuneration of BDT 50,000 (Taka Fifty Thousand) only including Income Tax, subject to the approval of the Shareholders in its forthcoming 49th Annual General Meeting.

## CONTRIBUTION TO NATIONAL EXCHEQUER

During the year 2024-2025, your Company paid BDT 680.26 Crore to the National Exchequer in the form of Corporate Income Tax and Value Added Tax (VAT) and Import Duties.

## CORPORATE GOVERNANCE

Corporate Governance refers to the framework of principles, policies, and practices through which the Board of Directors guides and oversees the Company's operations. It is built on the core values of transparency, accountability, integrity, and fairness. Strong corporate governance not only ensures

ethical management and operational excellence but also enhances investor confidence and stakeholder trust. By upholding these standards, the Company promotes sustainable growth, financial stability, and long-term value creation for all stakeholders.

To further strengthen corporate governance for the benefit of investors and the capital market, the Bangladesh Securities and Exchange Commission (BSEC) issued Corporate Governance Code vide notification No. BSEC/CMRRCD/2006-158/207/Admin/80 dated 3 June 2018, along with four subsequent amendments via following notifications:

- 5 February 2020 (No. BSEC/CMRRCD/2009-193/1/Admin/102)
- 5 February 2020 (No. BSEC/CMRRCD/2009-193/3/Admin/104),
- 16 October 2023 (No. BSEC/CMRRCD/2009-193/66/PRD/148), and
- 4 April 2024 (No. BSEC/CMRRCD/2009-193/76/PRD/151).

These notifications introduced additional requirements to enhance corporate governance practices. The compliance status of this Code by The ACME Laboratories Ltd., along with all latest amendments, is presented in Annexure C, on Page 138–151 of this Annual Report. As per condition number 1(5)(XXVII) of the said code a compliance certificate also presented in Annexure B, on Page 137 of this Annual Report

## CORPORATE SOCIALIZATION

In order to play a model role for Good Governance characteristics in the corporate sector, the company has become a member of the country's leading chamber and market regulators:

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

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

## BOARD OF DIRECTORS

The Board of Directors is the highest governance body of the Company and represents the interests of all shareholders and stakeholders, irrespective of who elected its Directors. The Board of the Company comprises 12 (twelve) Directors, of whom 8 (Eight) Directors are Shareholder Directors, 1

(one) nominee Director and 3 (three) Independent Directors. Independent Directors are appointed as per the provision of the Corporate Governance Codes of the Bangladesh Securities and Exchange Commission (BSEC). The Board's essential role is to approve the Company's strategy and oversee compliance.

## AUDIT COMMITTEE

In compliance with the condition, # 5 of the Corporate Governance Code of Bangladesh Securities and Exchange Commission (BSEC) vide reference no. BSEC/CMRRCD/2006-158/207/Admin/80; dated: 3 June 2018, the audit committee of the Company is functioning as a sub-committee of the Board. The main aim of the Audit Committee is to assist the Board in ensuring that the Financial Statements reflect a true and fair view of the state of the affairs of the Company. The committee also assists the Board with regard to the strategies adopted to manage business-related risks and continuously oversees the internal control environment of operations. Mr. Md. Abul Hossain, former Nominated Director, retired from the Board with effect from February 20, 2025. As he was also a member of the Audit Committee, his retirement necessitated the reconstitution of the Audit Committee. Accordingly, the Audit Committee was reconstituted by the Board in its 161st Meeting, held on Monday, March 17, 2025, with effect from the same date. The reconstituted Audit Committee is as follows:

Sl.	Name	Position in Audit Committee	Position in Board
01.	Mr. Das Deba Prashad	Chairman	Independent Director
02.	Mr. Kazi Sanaul Hoq	Member	Independent Director
03.	Mr. Ehsan Ul Fattah	Member	Independent Director
04.	Mr. Masudur Rahman Bhuiyan, FCS	Secretary to the committee	Company Secretary

## NOMINATION AND REMUNERATION COMMITTEE (NRC)

In compliance with the condition, # 6 of the Corporate Governance Code of Bangladesh Securities and Exchange Commission (BSEC) vide reference no. BSEC/CMRRCD/2006-158/207/ Admin/80; dated: 3 June 2018 the Nomination and Remuneration Committee (NRC) of the Company is functioning. The Nomination and Remuneration Committee is a Sub-Committee of the Board, NRC assists the Board in the formulation of the nomination criteria or policy for determining qualifications, positive attributes, experiences and independence of directors as well as a policy for a formal process of considering remuneration of

directors and top-level executives. Mr. Md. Abul Hossain, former Nominated Director, retired from the Board with effect from February 20, 2025. As he was also a member of the Nomination and Remuneration Committee (NRC), his retirement necessitated the reconstitution of the NRC. Accordingly, the NRC was reconstituted by the Board in its 161st Meeting, held on Monday, March 17, 2025, with effect from the same date. The reconstituted Nomination and Remuneration Committee (NRC) is as follows:

Sl.	Name	Position in NRC	Position in Board
01.	Mr. Das Deba Prashad	Chairman	Independent Director
02.	Mrs. Jahanara Mizan Sinha	Member	DMD & Non Executive Director
03.	Mr. Ehsan Ul Fattah	Member	Independent Director
04.	Mr. Kazi Sanaul Hoq	Member	Independent Director
05.	Mr. Masudur Rahman Bhuiyan, FCS	Secretary to the committee	Company Secretary

## APPRECIATION

The Board of Directors expresses its sincere appreciation to all Shareholders, Doctors, Customers, Bankers, Suppliers, Vendors, Insurance Companies, and Employees for their continued trust and support. The Board also extends its gratitude to regulatory and oversight bodies, including the Bangladesh Securities and Exchange Commission (BSEC), Dhaka Stock Exchange PLC (DSE), Chittagong Stock Exchange PLC (CSE), Central Depository Bangladesh Ltd. (CDBL), National Board of Revenue (NBR), Directorate General of Drug Administration & Licensing Authority (DGDA), Registrar of Joint Stock Companies and Firms (RJSC), and Insurance Development and Regulatory Authority (IDRA), for their guidance and cooperation. The Board looks forward to their continued support and collaboration in the years ahead.

On behalf of the Board,



**Nagina Afzal Sinha**  
Chairman