

ANNUAL REPORT 2024-2025



AMBEE PHARMACEUTICALS PLC

LETTER OF TRANSMITTAL

To
Valued Shareholders of Ambee Pharmaceuticals PLC
Bangladesh Securities and Exchange Commission
Registrar of Joint Stock Companies & Firms
Dhaka Stock Exchange PLC
Chittagong Stock Exchange PLC

Subject: Annual Report for the year ended 30 June 2025

Dear sir(s)

We are pleased to present the notice of the 49th Annual General Meeting, along with the Annual Report of Ambee Pharmaceuticals PLC for the year ended 30 June 2025. The enclosed report includes the Audited Financial Statements comprising The Statement of Financial Position as of 30 June 2025, The Statement of Profit or Loss and Other Comprehensive Income, The Statement of Changes in Equity, and The Statement of Cash Flows, accompanied by the relevant notes for your reference and records.

Thank you.

Yours sincerely,



Mohammad Amir Hossain
Company Secretary
Date: October 30, 2025

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AMBEE PHARMACEUTICALS PLC
184/1, Tejgaon Industrial Area, Dhaka-1208

Date: October 30, 2025

NOTICE OF THE 49TH ANNUAL GENERAL MEETING

Notice is hereby given that the 49th Annual General Meeting of the Shareholders of Ambee Pharmaceuticals PLC will be held on **Thursday the 18th December, 2025 at 11.00 AM** by using Digital Platform through the link: www.ambeepharma.com to transact the following business:

AGENDA

Ordinary Business:

01. To receive, consider and adopt the Audited Annual Accounts of the Company for the year ended on June 30, 2025 together with the Auditors' and Directors' Report thereon.
02. To consider and approve the Dividend for the year ended 30th June, 2025.
03. To elect Directors in terms of the relevant provision of the Articles of Association.
04. To appoint Auditors for the year 2025-2026 and to fix their remuneration.
05. To appoint Corporate Governance Compliance Auditor for the year 2025-2026 and to fix their remuneration.

Special Business:


06. To appoint a Women Independent Director for a period of 3 years.

By the order of the Board



(Mohammad Amir Hossain)
Company Secretary

Notes:

- i. The Members whose name appeared in the Members' / Depository Register on Record Date i.e.; **Thursday the 20th November, 2025** will be eligible to attend / participate and vote in the Annual General Meeting through digital platform.
- ii. A member entitled to attend/ participate and vote at the Annual General Meeting may appoint a proxy to attend and vote in his/her stead. The scanned copy of the proxy form duly affixed with a revenue stamp of Tk. 20.00 must be e-mailed to cs.amir@ambeepharma.com not later than 48 hours before the day of the Annual General Meeting.
- iii. Pursuant to the Bangladesh Securities and Exchange Commission Order No. SEC/SRMIC/94-231/91 dated 31 March, 2021, the AGM of the Company will be conducted through **Digital Platform**.
- iv. The link for participating in the AGM through a digital platform will be notified to the e-mail addresses provided in the Beneficiary Owners (BO) account of the respective Members held with Depository Participant (DP).
- v. Members who changed/amended their e-mail addresses or opened new e-mail addresses after the Record Date are requested to e-mail the details to cs.amir@ambeepharma.com along with full name, Folio/BO ID to receive the digital platform meeting invitation.
- vi. The Annual Report 2024-2025 will be forwarded to the e-mail addresses of the shareholders available in their Beneficiary Owners (BO) account maintained with Depository Participant (DP). The Annual Report 2024-2025 and proxy form will be available in the Company's website www.ambeepharma.com
- vii. The members will be able to submit their question/comment electronically **72** hours before the AGM.
- viii. Members are requested to notify 12-digit Taxpayer's Identification Number (E-TIN) through their respective Depository Participants.
- ix. For logging into the system, the members need to put their BO ID/Folio number and other credentials as proof of their identity through the <https://agmbd.live/ambeepharma2025> (<http://ambeepharma.com>) and QR Code 
- x. No gift/ gift coupon/ food box/ benefit in cash or kind shall be distributed/ paid at the AGM as per Circular No. SEC/CMRRCD/2009-193/154, dated October 24, 2013.

Management Apparatus

THE BOARD OF DIRECTORS:

| | |
|---------------------------------|---------------------------|
| Mr. Aziz Mohammad Bhai | : Chairman |
| Mrs. Kazi Tanzzina Ferdous | : Managing Director & CEO |
| Mrs. Sakina Miraly | : Director |
| Mrs. Nurjehan Hudda | : Director |
| Mrs. Naureen Aziz Mohammad Bhai | : Director |
| Mr. Lazlo Nemes | : Director (Medimpex) |
| Ms. Georgina Gruber | : Director (Medimpex) |
| Mr. Osman Haidar | : Independent Director |
| Dr. Shafiqul Ameen | : Independent Director |

AUDIT COMMITTEE:

| | |
|--|------------|
| Mr. Osman Haidar, Independent Director | : Chairman |
| Dr. Shafiqul Ameen, Independent Director | : Member |
| Mr. Nurjehan Hudda, Director | : Member |

NOMINATION AND REMUNERATION COMMITTEE:

| | |
|--|------------|
| Mr. Osman Haidar, Independent Director | : Chairman |
| Dr. Shafiqul Ameen, Independent Director | : Member |
| Mr. Nurjehan Hudda, Director | : Member |

MANAGEMENT COMMITTEE:

| | |
|----------------------------|------------|
| Mrs. Kazi Tanzzina Ferdous | : Chairman |
| Mrs. Nurjehan Hudda | : Member |
| Mrs. Sakina Miraly | : Member |
| Mr. A.K.M. Khairul Aziz | : Member |


CORPORATE OFFICIALS:

| | |
|---------------------------|--------------------------------|
| Mr. A.K.M. Khairul Aziz | : Chief Financial Officer |
| Mr. Mohammad Amir Hossain | : Company Secretary |
| Mr. Md. Mizanur Rahman | : General Manager |
| Mr. Md. Hasanul Kabir | : Head of Accounts |
| Mr. Tamim Iraz Haque | : Head of Internal Audit (HIA) |

AUDITORS:

M/S. Shafiq Basak & Co.

Chartered Accountants


 House # 42 (1st Floor), Road # 1, Block # A,
Niketon, Gulshan-1, Dhaka-1212

BANKERS:


Agrani Bank PLC

 Amin Court Corporate Branch
62-63, Motijheel C/A, Dhaka-1000


United Commercial Bank PLC

 Tejgaon Branch
Shanta Western Tower (Level-3), 186, Tejgaon
Gulshan Link Road, Tejgaon I/A, Dhaka-1208

Eastern Bank PLC


 Gulshan Branch
100, Gulshan Avenue, Gulshan-1, Dhaka-1212

Dutch-Bangla Bank PLC

 315/B, Shahid Tajuddin Sarani, PS - Tejgaon I/A,
Dhaka

INSURERS:

এক্সপ্রেস ইন্স্যুরেন্স লিমিটেড **Express Insurance Limited**


 Al-Razi Complex (9th & 10th floor) 166-
167, Shahid Syed Nazrul Islam Sharani, Bijoy
Nagar, Dhaka-1000.

LISTING:


 Dhaka Stock Exchange PLC

 Chittagong Stock Exchange PLC


FACTORY/REGISTERED OFFICE

 184/1, Tejgaon Industrial Area, Dhaka-1208

HEAD OFFICE

 184/1, Tejgaon Industrial Area, Dhaka-1208

PHONE:

 8870777, 8870788, Fax: 8870799

WEBSITE:

 www.ambeepharma.com

E-MAIL:

 info@ambeepharma.com

Board of Directors



Mr. Aziz Mohammad Bhai
Chairman



Mrs. Sakina Miraly
Director



Mrs. Kazi Tanzina Ferdous
Managing Director & CEO



Mrs. Nurjehan Hudda
Director



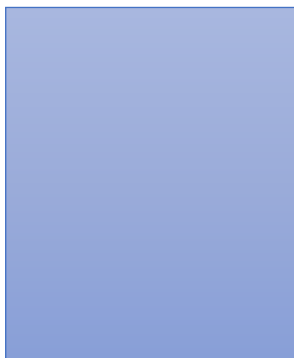
Mr. Osman Haidar
Independent Director



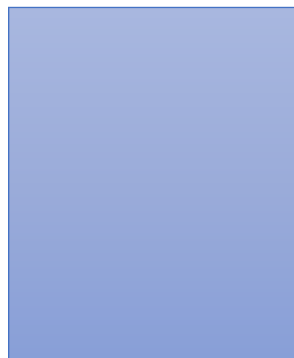
Mrs. Naureen Aziz Mohammad Bhai
Director



Dr. Shafiqul Ameen
Independent Director



Mr. Laszlo Nemes
Director



Ms. Georgina Gruber
Director

Pictures on 48th Annual General Meeting

AMBEE PHARMACEUTICALS PLC 48th Annual General Meeting-2024
৪৮তম বার্ষিক সাধারণ সভা-২০২৪

24th December-24, Tuesday, 11:00 am
২৪শে ডিসেম্বর-২৪, মঙ্গলবার, সকাল ১১:০০ ঘটিকা

Total Shareholders' Attendance: 227; Total Shares: 1652891;

Comjagat Technologies Logout



Agenda 5

Comments/মন্তব্য 7

Agenda-01 / আলোচ্যসূচী-০১

To receive, consider and adopt the audited accounts of the Company for the year ended on June 30, 2024 together with the Auditors' and Directors' Report thereon.

৩০ জুন, ২০২৪ তারিখে সমাপ্ত বছরের জন্য কোম্পানির নিরীক্ষিত হিসাবসমূহ, নিরীক্ষকগণের প্রতিবেদন এবং পরিচালকমণ্ডলীর প্রতিবেদন গ্রহণ, বিবেচনা এবং অনুমোদন।

Favor/পক্ষে **100%**
16,40,194

Against/বিপক্ষে **0%**
0

Comments/মন্তব্য 7

Thanks for All Dec 24, 1:37

BISHWAJIT GHOSH.

Dec 24, 9:57

৪৮ তম বার্ষিক সাধারণ সভা য় সকল কে লাল গোলাপ শুভেচ্ছা ও অভিনন্দন। পাশে আছি সব সময়। বিশ্বজিৎ ঘোষ।

+880 1919-131707
Ambee Pharmaceuticals PLC.

Shareholders' User Guide
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Annual Report 2023-24
GOCON v 2.18.0

AMBEE PHARMACEUTICALS PLC 48th Annual General Meeting-2024
৪৮তম বার্ষিক সাধারণ সভা-২০২৪

24th December-24, Tuesday, 11:00 am
২৪শে ডিসেম্বর-২৪, মঙ্গলবার, সকাল ১১:০০ ঘটিকা

Total Shareholders' Attendance: 227; Total Shares: 1652891;

Comjagat Technologies Logout



Agenda 5

Comments/মন্তব্য 7

Agenda-01 / আলোচ্যসূচী-০১

To receive, consider and adopt the audited accounts of the Company for the year ended on June 30, 2024 together with the Auditors' and Directors' Report thereon.

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Favor/পক্ষে **100%**
16,40,194

Against/বিপক্ষে **0%**
0

Comments/মন্তব্য 7

Thanks for All Dec 24, 1:37

BISHWAJIT GHOSH.

Dec 24, 9:57

৪৮ তম বার্ষিক সাধারণ সভা য় সকল কে লাল গোলাপ শুভেচ্ছা ও অভিনন্দন। পাশে আছি সব সময়। বিশ্বজিৎ ঘোষ।

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Ambee Pharmaceuticals PLC.

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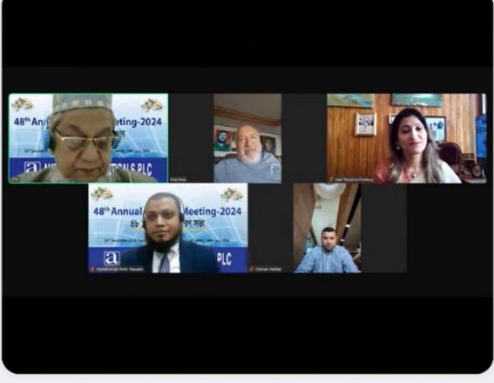
Annual Report 2023-24
GOCON v 2.18.0

AMBEE PHARMACEUTICALS PLC 48th Annual General Meeting-2024
৪৮তম বার্ষিক সাধারণ সভা-২০২৪

24th December-24, Tuesday, 11:00 am
২৪শে ডিসেম্বর-২৪, মঙ্গলবার, সকাল ১১:০০ ঘটিকা

Total Shareholders' Attendance: 227; Total Shares: 1652891;

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Agenda 5

Comments/মন্তব্য 7

Agenda-05/ আলোচ্যসূচী-০৫

To appoint Corporate Governance Compliance Auditor for the year 2024-2025 and to fix their remuneration.

২০২৪-২০২৫ অর্থবছরের জন্য কর্পোরেট গভর্নেন্স কমপ্রায়েন্স নিরীক্ষক নিয়োগ এবং তাদের সম্মানী নির্ধারণ।

Favor/পক্ষে **100%**
16,40,133

Against/বিপক্ষে **0%**
0

Comments/মন্তব্য 7

Thanks for All Dec 24, 1:37

BISHWAJIT GHOSH.

Dec 24, 9:57

৪৮ তম বার্ষিক সাধারণ সভা য় সকল কে লাল গোলাপ শুভেচ্ছা ও অভিনন্দন। পাশে আছি সব সময়। বিশ্বজিৎ ঘোষ।

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Annual Report 2023-24
GOCON v 2.18.0

Chairman's Message to the Shareholders

Ladies and Gentlemen,

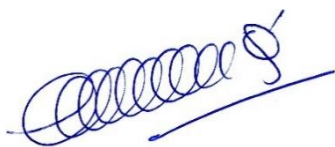
On behalf of the Board of Directors of Ambee Pharmaceuticals PLC, I am honored to welcome you all to the 49th Annual General Meeting of the Company. I would like to express my sincere appreciation for your continued trust, confidence, and support throughout the year.

The fiscal year **2024–2025** brought its own set of economic and operational challenges, including persistent volatility in foreign exchange markets and rising costs of raw and packaging materials. Despite these obstacles, your company has remained steadfast in its commitment to operational discipline and financial prudence. I am pleased to inform you that the Company achieved a **pre-tax profit of Tk. 72.99 lac**, reflecting a disciplined effort across all departments under the leadership of our management team.

As we navigate an increasingly competitive and cost-intensive business environment, maintaining adequate liquidity remains essential to sustaining operations and supporting future growth. In balancing these financial requirements with our dedication to shareholder value, the Board has recommended a dividend that aligns with the long-term interests of our esteemed shareholders.

Looking forward, we remain cautiously optimistic. The Board and management are actively pursuing initiatives to streamline operations, enhance productivity, and explore new opportunities for sustainable growth. Although challenges remain, I am confident that, with collective determination, we will continue to strengthen the Company's position in the pharmaceutical sector.

In closing, I extend my heartfelt thanks to our respected shareholders, dedicated employees, valued stakeholders, regulatory authorities, banks, financial institutions, and government agencies for their continued cooperation and support. Let us move ahead together with renewed purpose and optimism for the future of Ambee Pharmaceuticals PLC.



Aziz Mohammad Bhai
Chairman
October 30, 2025

তারিখঃ অক্টোবর ৩০, ২০২৫ ইং

পরিচালক মন্ডলীর প্রতিবেদন

বিসমিল্লাহির রাহমানির-রাহিম

সম্মানিত শেয়ারহোল্ডারবৃন্দ

আসসালামু আলাইকুম

আমরা পরিচালনা পর্ষদের পক্ষ থেকে এমবি ফার্মাসিউটিক্যালস পিএলসি এর ৪৯তম বার্ষিক সাধারণ সভায় অতি আনন্দের সাথে আপনাদেরকে স্বাগত জানাচ্ছি এবং আপনাদের কোম্পানির ৩০শে জুন ২০২৫ তারিখে সমাপ্ত বৎসরের নিরীক্ষিত হিসাবপত্র আপনাদের সামনে উপস্থাপন করছি।

কার্য তৎপরতা

আলোচ্য বৎসরে আন্তর্জাতিক এবং স্থানীয় বাজারে কাঁচা মাল ও মোড়গ সামগ্রীর ক্রমাগত মূল্যবৃদ্ধি এবং মুদ্রার মান ওঠানামা সত্ত্বেও আমাদের নীট বিক্রয় হয়েছে ২৩.০৬ কোটি টাকা যা গত বৎসরের (২০২৩-২০২৪) তুলনায় ০৫.১৩% বেশি। এ বৎসর কোম্পানী নিট মুনাফা হয়েছে ৫৩.০৯ লক্ষ টাকা যাহাতে শেয়ার প্রতি আয় (ইপিএস) হয়েছে ২.২১ টাকা যা গত বৎসর ছিল ৪.০৩ টাকা। এ বৎসর ব্যয় বৃদ্ধির প্রবণতা থাকার সত্ত্বেও ব্যবস্থাপনা কতৃপক্ষ তাঁদের ক্রয় বিক্রয় উৎপাদন মজুদ মাল ও অর্থনৈতিক কার্যক্রমের দক্ষ ব্যবস্থাপনার দ্বারা যুক্তিসঙ্গত পরিমাণ প্রাক-কর পূর্ব মুনাফা ৭২.৯৯ লক্ষ টাকা অর্জন করতে সক্ষম হয়েছেন। ব্যবস্থাপনা পর্ষদ কোম্পানির বিপণন কার্যক্রম আরও শক্তিশালী ও গতিশীল করার জন্য নিয়মিত প্রচেষ্টা চালিয়ে যাচ্ছে, যাতে আমাদের পণ্যের প্রতি ভোক্তাদের আস্থা বৃদ্ধি পায় এবং ধারাবাহিকভাবে বিক্রয় ও মুনাফার প্রবৃদ্ধি নিশ্চিত করা যায়।

দৃষ্টিভঙ্গি

এমবি ফার্মাসিউটিক্যালস পিএলসি সবসময়ই দায়িত্বশীল ব্যবসায়িক চর্চা, নৈতিক মানদণ্ড এবং টেকসই উন্নয়নকে মূল ভিত্তি হিসেবে বিবেচনা করে। আলোচ্য বৎসরে বৈশ্বিক অর্থনৈতি অনিশ্চয়তা, সামাজিক-পরিবেশগত চ্যালেঞ্জ, কাঁচামালের মূল্যবৃদ্ধি এবং বাজারের অস্থিরতা সত্ত্বেও কোম্পানি তার দীর্ঘমেয়াদি উন্নয়ন কৌশলের প্রতি অটল ছিল।

কোম্পানির লক্ষ্য শুধু আর্থিক প্রবৃদ্ধি অর্জন নয়, বরং উৎপাদন, বিপণন, সম্পদ ব্যবস্থাপনা এবং মানবসম্পদ উন্নয়নে টেকসই চর্চা অনুসরণ করা। পরিবেশবান্ধব কার্যক্রম, শক্তির শাস্ত্রীয় ব্যবহার, বর্জ্য ব্যবস্থাপনায় উন্নয়ন, কর্মপরিবেশের নিরাপত্তা এবং নিয়মানুগ অনুশীলনকে আমরা অত্যন্ত গুরুত্ব দিয়ে থাকি। পাশাপাশি, সমাজের প্রতি দায়বদ্ধতার অংশ হিসেবে আমরা মানসম্মত ও নিরাপদ ওষুধ উৎপাদনে প্রতিশ্রুতিবদ্ধ, যাতে রোগী ও ভোক্তাদের আস্থাকে আরও সুদৃঢ় করা যায়।

মানবসম্পদই কোম্পানির সবচেয়ে মূল্যবান সম্পদ - এ বিশ্বাস থেকে কর্মীদের দক্ষতা বৃদ্ধি, প্রশিক্ষণ, ন্যায়সংগত সুযোগ এবং স্বাস্থ্য ও নিরাপত্তা নিশ্চিত করতে কোম্পানি ধারাবাহিক পদক্ষেপ গ্রহণ করে যাচ্ছে। প্রযুক্তি উন্নয়ন ও ডিজিটাল ব্যবস্থাপনার সমন্বয়ের মাধ্যমে ব্যবসায়িক দক্ষতা ও উৎপাদনশীলতা বৃদ্ধিতেও আমরা প্রতিশ্রুতিবদ্ধ।

আমাদের দৃষ্টিভঙ্গি হলো - উচ্চ নৈতিকতার মান বজায় রেখে, পরিবেশ ও সমাজের প্রতি দায়িত্বশীল থেকে, প্রযুক্তি-নির্ভর ও দক্ষ ব্যবস্থাপনার মাধ্যমে একটি টেকসই ও প্রতিযোগিতামূলক ফার্মাসিউটিক্যাল প্রতিষ্ঠান হিসেবে প্রতিষ্ঠিত হওয়া।

ঝুঁকি ও উদ্বেগ

ফার্মাসিউটিক্যালস শিল্প স্বভাবগতভাবে বিভিন্ন ধরনের ঝুঁকির মধ্যে পরিচালিত হয় - যেমন রাজনৈতিক অস্থিরতা, কাঁচামাল ও বৈদেশিক মুদ্রার দামের ওঠানামা, প্রযুক্তিগত পরিবর্তন, পরিবেশগত বিধিনিষেধ এবং আইনি বাধ্যবাধকতা। এসব ঝুঁকি ব্যবসায়িক কার্যক্রমে সরাসরি বা পরোক্ষ প্রভাব ফেলতে পারে।

পরিচালনা পর্ষদ ঝুঁকি ব্যবস্থাপনাকে অত্যন্ত গুরুত্ব দিয়ে থাকে। ঝুঁকির ধরন ও সম্ভাব্য প্রভাব পর্যালোচনা করে ব্যবস্থাপনা প্রয়োজনীয় নিয়ন্ত্রন ব্যবস্থা গ্রহণ করে, যাতে কোম্পানির কার্যক্রম স্বাভাবিক ও স্থিতিশীল থাকে। আর্থিক বিবরণীতে বিভিন্ন আর্থিক ঝুঁকি সম্পর্কে বিস্তারিত ব্যাখ্যা প্রদান করা হয়েছে।

আন্তঃ সম্পর্কিত লেনদেন সমূহ

অডিট কমিটি নিয়মিতভাবে আন্তঃসম্পর্কিত লেনদেনসমূহ পর্যালোচনা করেছে, যাতে এগুলো নীতিমালা-সম্মত, স্বচ্ছ এবং ন্যায্য থাকে। আর্থিক বছরের বিভিন্ন পর্যায়ে লেনদেনগুলো যাচাই করা হয় এবং প্রয়োজনীয় পর্যবেক্ষণ নিশ্চিত করা হয়। আর্থিক বিবরণীর নোট নং ৩৩ - এ সকল আন্তঃসম্পর্কিত লেনদেনের বিস্তারিত তথ্য উপস্থাপন করা হয়েছে।

আর্থিক ফলাফল

কোম্পানীর ৩০ শে জুন, ২০২৫ সমাপ্ত বৎসরের আর্থিক ফলাফল পূর্ববর্তী বৎসরের সহিত তুলনামূলক সার-সংক্ষেপ নিম্নরূপঃ

| বিবরণ | ২০২৪-২০২৫ | ২০২৩-২০২৪ |
|---------------------------------|-------------|-------------|
| গ্রস টার্নওভার | ২৬৩,৫৭৩,১০১ | ২৫২,১৯৯,০৪১ |
| নিট টার্নওভার | ২৩০,৫৫১,০২৩ | ২১৯,৩০৩,৫১৪ |
| গ্রস মুনাফা | ১০৯,৪৩১,৩৩০ | ১১৪,১৭২,৭৬৭ |
| কর পূর্ব মুনাফা | ৭,২৯৯,৩৬৯ | ১১,৮৩২,৫৫৭ |
| কর বাবদ প্রভিশন | ১৮,৪০৬,৫৩৩ | ২৫,১৬৩,৮৯৩ |
| কর পরবর্তী মুনাফা | ৫,৩০৯,৩৯৪ | ৯,৬৮৩,৪৮৭ |
| গ্রস মার্জিন | ৪১.৫২% | ৪৫.২৭% |
| কর পূর্ব নিট মার্জিন | ৩.১৭% | ৫.৪০% |
| কর বাদ নিট মার্জিন | ২.৩০% | ৪.৪২% |
| ইপিএস (আরনিং পার শেয়ার) (টাকা) | ২.২১ | ৪.০৩ |

কোয়ালিফাই ইস্যু সম্বন্ধে
প্রভিডেন্ড ফান্ড

আর্থিক প্রতিবেদন টিকা # ২০.০০ অনুযায়ী কোম্পানি প্রভিডেন্ড ফান্ডের নিকট ১,৯১৬,৩৫৮ টাকা দেনা আছে যা বিগত বছরসমূহ হতে আগত জের। প্রতিবেদনে আরও উল্লেখ আছে যে, নিরীক্ষা বছরের মধ্যে কোম্পানি প্রভিডেন্ড ফান্ডে কোন আর্থিক অবদান প্রদান করেনি। চলতি বছরের অর্থনৈতিক চাপে - মূলত কাঁচামাল মূল্যের বৃদ্ধি ও বৈদেশিক মুদ্রার ওঠানামার কারণে - কোম্পানি বকেয়া ফান্ড পরিশোধ বা চলতি বছরের অবদান প্রদান করতে সক্ষম হয়নি। তবে, বোর্ড বিষয়টিকে একটি প্রাধান্যপূর্ণ কমপ্লায়েন্স বিষয় হিসেবে বিবেচনা করেছে। সেক্ষেত্রে, কোম্পানি ইতিমধ্যেই (১) সময়সীমাবদ্ধ পুনঃপরিশোধ পরিকল্পনা প্রণয়ন এবং (২) নগদ প্রবাহ ব্যবস্থাপনা শক্তিশালীকরণ ব্যবস্থা গ্রহণ করেছেন যাহাতে বিষয়টি দ্রুততম সময়ের মধ্যে সমাধান করা সম্ভব হয়।

কোম্পানির শেয়ার ক্রয়ে বিনিয়োগ

আর্থিক প্রতিবেদন এর টিকা # ৬.০০ অনুযায়ী কোম্পানির Bengal Meat Processing Industries Ltd.- এ মোট ৫২,৬০৪,৬০৩ টাকা (পাঁচ কোটি ছাব্বিশ লক্ষ চার হাজার ছয়শত তিন টাকা) বিনিয়োগ রয়েছে, যার মধ্যে ৪৬,১০০,০০০ টাকা (চার কোটি একষট্টি লক্ষ টাকা) ১২ জানুয়ারি ২০১৭ থেকে ৩০ জুন ২০২৪ পর্যন্ত অধিগ্রহণ করা হলেও পূর্ববর্তী আর্থিক বিবরণীতে তা যথাসময়ে রেকর্ড বা প্রকাশ করা হয়নি। কোম্পানি এ বিষয়ে দুঃখ প্রকাশ করেছে।

বিগত সময়ে তথ্য হস্তান্তর, রেকর্ড সংরক্ষণ এবং দলিলপত্র ব্যবস্থাপনায় সীমাবদ্ধতার কারণে বিনিয়োগটি সঠিক সময়ে প্রতিফলিত করা সম্ভব হয়নি। বর্তমান বছরে ৬৫০,৪৬০ (ছয় লক্ষ পঞ্চাশ হাজার চারশত ষাটটি) টি রাইট শেয়ারের বিপরীতে ৬,৫০৪,৬০৩ (পঁয়ষট্টি লক্ষ চার হাজার ছয়শত তিন টাকা) টাকা পরিশোধ করা হলেও, এ শেয়ার আর্থিক বছর ২০২৪-২০২৫ সময়সীমার পরে এবং অডিট চলাকালীন সময়সীমার পরে ইস্যু হয়। ফলে বিনিয়োগ সম্পর্কিত মূল সার্টিফিকেট সরবরাহ করা না গেলেও কোম্পানি আনুষ্ঠানিক প্রয়োজনীয় পত্রাদি সরবরাহ করেছে।

স্বচ্ছতা এবং IFRS অনুযায়ী সঠিক আর্থিক প্রতিবেদন নিশ্চিত করার উদ্দেশ্যে চলতি বছরে এই বিনিয়োগ যথাযথভাবে হিসাবভুক্ত করা হয়েছে।

“Investment in Shares” ডেবিট এবং “Liabilities for Other Finance – Ambee Ltd” ক্রেডিট করে।

এছাড়া, বিনিয়োগকারী প্রতিষ্ঠান হতে কোনো লভ্যাংশ ঘোষণা না করার কারণে এখনো ডিভিডেন্ড আয় স্বীকৃত হয়নি। ভবিষ্যতে লভ্যাংশ ঘোষণা হলেই তা সময়মত রেকর্ড করা হবে।

কোম্পানির বোর্ড এবং ব্যবস্থাপনা কর্তৃপক্ষ অঙ্গীকার করেছে যে

১. ভবিষ্যতে সকল বিনিয়োগ IFRS অনুযায়ী সময়মতো রেকর্ড, পরিমাপ ও প্রকাশ করা হবে;
 ২. সকল শেয়ার, রাইট শেয়ার এবং সংশ্লিষ্ট দলিলপত্র যথাযথভাবে সংরক্ষণ ও উপস্থাপন করা হবে;
 ৩. এ ধরনের বিলম্ব বা ত্রুটি যাতে পূনরায় না ঘটে, সে বিষয়ে কঠোর নজরদারি ও অভ্যন্তরীণ নিয়ন্ত্রণ জোরদার করা হবে;
 ৪. আর্থিক বিবরণীতে সম্পূর্ণ স্বচ্ছতা ও কমপ্লায়েন্স বজায় রাখতে কোম্পানি প্রতিশ্রুতিবদ্ধ।
- অডিটরের পর্যবেক্ষণকে কোম্পানি আন্তরিকভাবে মূল্যায়ন করেছে এবং ভবিষ্যতে আরও উন্নত আর্থিক প্রতিবেদন নিশ্চিত করতে প্রতিশ্রুতিবদ্ধ।

লভ্যাংশ

আলোচ্য সমাপ্ত বৎসর ৩০শে জুন ২০২৪ ইং এর সার্বিক আর্থিক অবস্থা বিবেচনা করে, পরিচালনা পর্ষদ এই বছরে ১০% নগদ লভ্যাংশ প্রদানের সুপারিশ করেছেন (২০২৩-২০২৪ এ ১০%)। উল্লেখযোগ্য যে, এ বছরের প্রস্তাবিত লভ্যাংশ কোম্পানির সতর্ক আর্থিক নীতির প্রতিফলন, যা শেয়ারহোল্ডারদের পুরস্কৃত করার পাশাপাশি টেকসই উন্নয়ন লক্ষ্যে কোম্পানির কার্যক্রম স্থিতিশীল রাখার ভারসাম্য নিশ্চিত করে।

পরিচালক

কোম্পানীর আর্টিকেল অব এসোসিয়েশনের ১১৯ অনুচ্ছেদ অনুযায়ী পরিচালক জনাবা নুরজাহান হুদা এবং জনাবা সাকিনা মিরালী এই বার্ষিক সভায় অবসর গ্রহণ করেছেন এবং অনুচ্ছেদ ১২১ অনুসারে যোগ্য বিধায় তাঁরা সকলে পুনঃনিয়োগের ইচ্ছা জ্ঞাপন করেছেন।

পুনঃ নিয়োগ পরিচালকদের প্রোফাইল

জনাবা নুরজাহান হুদা ২০০০ সাল থেকে এমবি ফার্মাসিউটিক্যালস্ পিএলসি এর পরিচালক হিসেবে দায়িত্ব পালন করে আসছেন। তিনি কোম্পানির প্রতিষ্ঠাতা চেয়ারম্যান মরহুম মোহাম্মদ ভাইয়ের মেয়ে। নুরজাহান হুদা ঢাকা বিশ্ববিদ্যালয় থেকে স্নাতক সম্পন্ন করেছেন। তিনি ৫টি প্রাইভেট লিমিটেড কোম্পানির পরিচালক, সেগুলো হলো ম্যানটিকোর টেকনোলজি লিমিটেড, ম্যানটিকোর ইঞ্জিনিয়ারিং লিমিটেড, এমকো হোল্ডিং লিঃ, বেঙ্গল পেট্রোলিয়াম লিঃ এবং অক্সাস ইন্টারপ্রাইজ লিঃ। তাঁর ফার্মাসিউটিক্যালস্, প্রযুক্তি এবং হাউজিং পণ্যগুলিতে ২০ বছরেরও বেশি সময় ব্যবসায়িক অভিজ্ঞতা রয়েছে। তিনি প্রচুর দেশে ও বিদেশে ভ্রমণ করেছেন।

জনাবা সাকিনা মিরালি ২০০৫ সাল থেকে এমবি ফার্মাসিউটিক্যালস্ পিএলসি এর পরিচালক হিসেবে দায়িত্ব পালন করে আসছেন। তিনি কোম্পানির প্রতিষ্ঠাতা চেয়ারম্যান মরহুম মোহাম্মদ ভাইয়ের মেয়ে। সাকিনা মিরালি ঢাকা বিশ্ববিদ্যালয় থেকে স্নাতক সম্পন্ন করেছেন। তিনি ৫টি প্রাইভেট লিমিটেড কোম্পানির পরিচালক, সেগুলো হলো ম্যানটিকোর টেকনোলজি লিমিটেড, ম্যানটিকোর ইঞ্জিনিয়ারিং লিমিটেড, এমকো হোল্ডিং লিঃ, বেঙ্গল পেট্রোলিয়াম লিঃ এবং অক্সাস ইন্টারপ্রাইজ লিঃ। তাঁর ফার্মাসিউটিক্যালস্, প্রযুক্তি এবং হাউজিং পণ্যগুলিতে ১৫ বছরেরও বেশি সময় ব্যবসায়িক অভিজ্ঞতা রয়েছে। তিনি একজন ভাল উপদেষ্টা এবং সামাজিক কর্মী। তিনি প্রচুর দেশে ও বিদেশে ভ্রমণ করেছেন।

নিরীক্ষকঃ

কোম্পানির বর্তমান নিরীক্ষক মেসার্স শফিক বাসক এন্ড কোং, চার্টার্ড অ্যাকাউন্ট্যান্টস, বাড়ী নং ৪২ (২য় তলা), রোড নং ১, ব্লক-এ, নিকেতন, গুলশান-১, ঢাকা-১২১২, যিনি কোম্পানীর ৪৭তম বার্ষিক সাধারণ সভায় কোম্পানির নিরীক্ষক হিসেবে নিয়োগ প্রাপ্ত হন। তিনি ২০২৩-২০২৪ এবং ২০২৪-২০২৫ অর্থবছরের জন্য নিরীক্ষকের দায়িত্ব পালন করেছেন এবং অর্থবছর ২০২৫-২০২৬ সালের নিরীক্ষক হিসেবে পেশাগত ফি ৩,৫০,০০০/- (তিন লক্ষ পঞ্চাশ হাজার) টাকায় পুনঃনিয়োগের আগ্রহ প্রকাশ করেন। কোম্পানির পরিচালনা পর্ষদ তা সুপারিশ করেন।

কর্পোরেট গভর্নেন্স অডিটর :

কোম্পানির বর্তমান কর্পোরেট গভর্নেন্স অডিটর মেসার্স হুদা এন্ড কোং ৪৭তম বার্ষিক সাধারণ সভায় কোম্পানির কর্পোরেট গভর্নেন্স অডিটর হিসেবে নিয়োগ প্রাপ্ত হন। তিনি ২০২৩-২০২৪ এবং ২০২৪-২০২৫ অর্থবছরের জন্য কর্পোরেট গভর্নেন্স অডিটর হিসেবে দায়িত্ব পালন করেছেন এবং অর্থবছর ২০২৫-২০২৬ সালের কর্পোরেট গভর্নেন্স অডিটর হিসেবে দায়িত্ব পালনের জন্য পুনঃনিয়োগের আশ্রয় প্রকাশ করেন। কোম্পানির পরিচালনা পর্যদ তা সুপারিশ করেন।

কর্পোরেট গভর্নেন্স কোডঃ

কর্পোরেট ব্যবস্থাপনা হচ্ছে সুনামগরিকত্বের চর্চা, যার মাধ্যমে পরিচালক পর্যদ কোম্পানির পরিচালনা করেন, জবাবদিহিতার দৃষ্টিভঙ্গি নিয়ে ও শেয়ারহোল্ডার এবং শেয়ার সংশ্লিষ্ট ব্যক্তিবর্গের প্রতি সদাচরন করেন। সংযুক্তি (৩) এর মাধ্যমে সিকিউরিটিজ এন্ড এক্সচেঞ্জ কমিশন এর নোটিফিকেশন নং বিএসসিই/সিএমআরআরসিডি/২০০৬-১৫৮/২০৭/প্রশাসন/৮০, তারিখ ০৩ জুন ২০১৮ ইং এর নিরিখে কোম্পানির কর্পোরেট ব্যবস্থাপনা কোড এর অবস্থা সংযুক্ত করা হয়েছে।

স্বীকৃতি

পরিচালক মন্ডলী কোম্পানীর সকল কর্মচারীকে তাদের সহযোগিতা এবং কঠোর পরিশ্রমের জন্য ধন্যবাদ জ্ঞাপন করেছেন এবং কোম্পানীর শেয়ারহোল্ডার, গ্রাহক, সরবরাহকারী এবং বাংলাদেশ সিকিউরিটিজ এন্ড এক্সচেঞ্জ কমিশন, ঢাকা স্টক এক্সচেঞ্জ পিএলসি, চট্টগ্রাম এক্সচেঞ্জ পিএলসি, ঔষধ প্রশাসন জাতীয় রাজস্ব বোর্ড অন্যান্য সরকারী সংস্থাসমূহ ব্যাংক ও অর্থনৈতিক প্রতিষ্ঠানের সহযোগিতার জন্য ধন্যবাদ জ্ঞাপন করেছেন। সকলের মিলিত প্রচেষ্টায় কোম্পানী আগামীতেও সাফল্যের ধারায় এগিয়ে যাবে সে আশাবাদ ব্যক্ত করছি।

আল্লাহ হাফেজ।

পরিচালক মন্ডলীর পক্ষে,

K. Ferdous

(মিসেস কাজী তানজিনা ফেরদৌস)
ব্যবস্থাপনা পরিচালক ও সিইও

J. Huda

(মিসেস নুরজাহান হুদা)
পরিচালক

Date: October 30, 2025

DIRECTORS' REPORT

In the Name of Allah, the Most Gracious, the Most Merciful

Honorable Shareholders,

Assalamu Alaikum,

On behalf of the Board of Directors, we are pleased to welcome you to the **49th Annual General Meeting** of **Ambee Pharmaceuticals PLC**, and we present before you the audited financial statements for the year ended **30 June 2025**.

Operational Performance

During the year under review, despite continued price increases of raw materials and packaging materials in both international and local markets and fluctuations in currency exchange rates, our **net sales stood at Tk. 23.06 crore**, which is **5.13% higher** than that of the previous year (2023–2024). This year, the Company earned a **net profit of Tk. 53.09 lakh**, resulting in an **EPS of Tk. 2.21**, compared to Tk. 4.03 in the previous year. Despite the rising trend of expenses, the management team successfully achieved a **reasonable pre-tax profit of Tk. 72.99 lakh** through efficient management of procurement, sales, production, inventory, and financial operations. The Board continues its regular efforts to further strengthen and energize the Company's marketing activities to enhance consumer confidence in our products and ensure sustained growth in sales and profitability.

Vision

Ambee Pharmaceuticals PLC has always upheld responsible business practices, ethical standards, and sustainable development as its core guiding principles. During the year under review—despite global economic uncertainty, socio-environmental challenges, rising raw material costs, and market volatility—the Company remained committed to its long-term development strategy.

Our objective is not only to achieve financial growth but also to adopt sustainable practices in production, marketing, resource management, and human resource development. We prioritize environmentally conscious activities, energy-efficient operations, improved waste management, workplace safety, and strict regulatory compliance. We are committed to producing high-quality and safe medicines to strengthen patient and consumer trust.

Believing that human resources are the Company's most valuable asset, we continue to enhance employee skills, provide training, ensure equal opportunities, and promote health and safety. We are also committed to improving operational efficiency and productivity through technological advancement and digital management integration.

Our vision is to become a sustainable and competitive pharmaceutical company—upholding the highest ethical standards, acting responsibly towards society and the environment, and operating through technology-driven and efficient management.

Risks and Concerns

The pharmaceutical industry naturally operates under various risks—such as political instability, fluctuations in raw material prices and foreign exchange rates, technological changes, environmental regulations, and legal obligations. These risks may directly or indirectly affect business operations.

The Board places strong emphasis on risk management. The types of risks and their potential impacts are reviewed, and appropriate control measures are implemented to ensure stable and uninterrupted operations. Details of various financial risks have been explained in the financial statements.

Related Party Transactions

The Audit Committee regularly reviewed related party transactions to ensure that they remain compliant, transparent, and fair. These transactions were examined at various stages throughout the financial year, with necessary oversight ensured. Details of all related party transactions have been presented in **Note 33** of the financial statements.

Key Financial Highlights

A comparative summary of key financial highlights for the year ended **30 June 2025** is presented below:

| Particulars | <u>2024-2025</u> | <u>2023-2024</u> |
|--------------------------------|-------------------------|-------------------------|
| Gross Revenue | 263,573,101 | 252,199,041 |
| Net Revenue | 230,551,023 | 219,303,514 |
| Gross Profit | 109,431,330 | 114,172,767 |
| Operating Profit | 7,299,369 | 11,832,557 |
| Net Profit Before Tax | 18,406,533 | 25,163,893 |
| Net Profit After Tax | 5,309,394 | 9,683,487 |
| Financial Ratios | | |
| Gross Margin (%) | 41.52% | 45.27% |
| Operating Margin (%) | 3.17% | 5.40% |
| Net Margin (%) | 2.30% | 4.42% |
| Earnings Per Share (EPS) (Tk.) | 2.21 | 4.03 |

Regarding Qualify Issues:**Provident Fund:**

As per Note 20.00 of the financial statements, the Company has an outstanding payable of **Tk. 1,916,358** to the Provident Fund, carried forward from previous years. The report also states that no contributions were made to the Provident Fund during the audit year.

Due to economic pressures this year—primarily increased raw material costs and currency fluctuations—the Company was unable to settle the outstanding fund or make current-year contributions. However, the Board considers this a priority compliance matter. Accordingly, the Company has already implemented (1) A time-bound repayment plan, and (2) Strengthened cash flow management so that the issue can be resolved at the earliest.

Investment in Shares

As per Note 6.00, the Company has a total investment of **Tk. 52,604,603** in Bengal Meat Processing Industries Ltd. Of this, **Tk. 46,100,000** was acquired between 12 January 2017 and 30 June 2024 but was not recorded or disclosed in previous financial statements. The Company regrets for this significant oversight.

Due to shortcomings in information transfer, record-keeping, and documentation in earlier periods, the investment could not be reflected timely. In the current year, an amount of **Tk. 6,504,603** was paid against **650,460 right shares**, although these shares were issued only after the financial year 2024–2025 and during the audit process. While the primary share certificate could not be presented, relevant supporting documents were provided.

To ensure transparency and accurate financial reporting under IFRS, this year the investment was properly recognized by debiting “Investment in Shares” and crediting “Liabilities for Other Finance – Ambee Ltd.” Since no dividend has been declared by the investee company, dividend income has not yet been recognized; it will be recorded timely upon declaration.

The Board and management commit to:

1. Timely recognition, measurement, and disclosure of all future investments under IFRS;
2. Proper preservation and presentation of all share-related documents;
3. Strong internal control to prevent recurrence of such delay;
4. Maintaining full transparency and compliance in financial reporting.

The Company values the auditor’s observations and remains committed to further improving financial reporting quality.

Dividend

Considering the overall financial position of the year ended 30 June 2025, the Board has recommended a **10% cash dividend** (same as 2023–2024). This proposed dividend reflects the Company’s prudent financial policy, balancing shareholder returns with long-term sustainability.

Directors

According to Article 119 of the Articles of Association, **Ms. Nurjehan Hudda** and **Ms. Sakina Miraly** retire at this AGM, and under Article 121, being eligible, they have offered themselves for reappointment.

Profiles of Directors seeking Reappointment

Mrs. Nurjehan Hudda has been serving as a Director of Ambee Pharmaceuticals PLC since 2000. She is the daughter of the company’s founding Chairman, late Mr. Mohammad Bhai. She completed her graduation from the University of Dhaka. She is also a director of five private limited companies, namely— Manticore Technology Limited, Manticore Engineering Limited, AMCO Holding Ltd., Bengal Petroleum Ltd. and Oxus Enterprise Ltd. Mrs. Hudda has over 20 years of business experience in the pharmaceutical, technology, and housing sectors. She has traveled extensively both at home and abroad.

Mrs. Sakina Miraly has been serving as a Director of Ambee Pharmaceuticals PLC since 2005. She is the daughter of the company’s founding Chairman, late Mr. Mohammad Bhai. She completed her graduation from the University of Dhaka. She is also a director of five private limited companies, namely— Manticore Technology Limited, Manticore Engineering Limited, AMCO Holding Ltd., Bengal Petroleum Ltd. and Oxus Enterprise Ltd. Mrs. Miraly has more than 15 years of business experience in the pharmaceutical, technology, and housing sectors. She is known as an excellent advisor and an active social worker. She has also traveled to many countries around the world.

Auditor:

The current auditor, **M/S Shafique Basak & Co., Chartered Accountants**, appointed at the 47th AGM, completed the audits of FY 2023–2024 and FY 2024–2025. They have expressed willingness to be reappointed as the auditor for FY 2025–2026 at a professional fee of **Tk. 350,000 (Taka Three Lac Fifty Thousand only)**, which the Board has recommended.

Corporate Governance Auditor:

The current Corporate Governance Auditor, **M/S Huda & Co.**, appointed at the 47th AGM, completed the audits for FY 2023–2024 and FY 2024–2025. They have expressed willingness to be reappointed for FY 2025–2026, which the Board has recommended.

Corporate Governance Code:

Corporate governance embodies the practice of good citizenship, where the Board of Directors manages the company with a sense of accountability while ensuring fairness to shareholders and stakeholders. The status of compliance with the Corporate Governance Code, as per the Bangladesh Securities and Exchange Commission (BSEC) Notification No. BSEC/CMRRCD/2006-158/207/Admin/80 dated June 3, 2018, is detailed in Annexure (3).

Acknowledgement:

The Board expresses its heartfelt appreciation to all employees for their cooperation and hard work. We also thank the shareholders, customers, suppliers, Bangladesh Securities and Exchange Commission, Dhaka Stock Exchange PLC, Chittagong Stock Exchange PLC, Directorate General of Drug Administration, National Board of Revenue, other government bodies, banks, and financial institutions for their continued support. With collective efforts, we look forward to achieving greater success in the future.

Allah Hafez.

For and on behalf of the Board of Directors,

Handwritten signature of K. Ferdous in black ink.

(Mrs. Kazi Tazzina Ferdous)
Managing Director & CEO

Handwritten signature of Nurjehan Hudda in black ink.

(Mrs. Nurjehan Hudda)
Director

ANNEXURE-1

The Directors also report that:

- The Financial Statement of the Company presents true and fair view of Company's state of affairs, result of its operations, cash flows and changes in equity.
- Proper books of accounts as required by law have been maintained.
- Appropriate accounting policies have been followed in formulating the Financial Statements and Accounting estimates were reasonable and prudent.
- The Financial Statements was prepared in accordance with International Accounting Standard (IAS) as applicable in Bangladesh.
- The Internal Control system is sound in design and effectively implemented and monitored.
- There are no significant doubts upon the company's ability to continue as a going concern.
- There is no significant deviation from the operating result of the last year.
- The number of board meetings and the attendance of directors during the year 2024-2025 were as follows:

| Name of Directors | Position | Meeting Held | Attended | Remarks |
|----------------------------|-------------------------|---------------------|-----------------|----------------|
| Mr. Aziz Mohammad Bhai | Chairman | 12 | 11 | |
| Mrs. Kazi Tanzzina Ferdous | Managing Director & CEO | 12 | 12 | |
| Mrs. Sakina Miraly | Director | 12 | 10 | |
| Mrs. Nurjehan Hudda | Director | 12 | 10 | |
| Mrs. Naureen Aziz Md. Bhai | Director | 12 | 9 | |
| Mr. Laszlo Nemes | Director (Medimpex) | 12 | - | |
| Ms. Georgina Gruber | Director (Medimpex) | 12 | - | |
| Mr. Osman Haidar | Independent Director | 12 | 12 | |
| Mr. Shafiqul Ameen | Independent Director | 12 | 11 | |

All the Directors attended the meetings through Digital/Virtual Platform

- The pattern of shareholding (along with name wise detail) of Parent/Subsidiary/Associated Companies and other Related Parties, Directors, Chief Executives Officer, Company Secretary, Chief Financial Officer, Head of Internal Audit and their spouses and minor children, Executives, shareholders holding 10% or more voting interest in the company as at 30 June, 2025 were as stated in Annexure-II.
- Securities and Exchange Commission compliance report is enclosed herewith as ANNEXURE-III.
- Key operating and financial data of last five years have been presented in summarized form in ANNEXURE-IV.

ANNEXURE-II

Pattern of Shareholding as on 30 June, 2024

| Particulars | Nos. Shareholding | Percentage | Remark |
|---|--------------------------|-------------------|---------------|
| Parent Company | - | - | |
| Associated Companies: | - | - | |
| Directors: | | | |
| Mr. Aziz Mohammad Bhai | 1,447,149 | 60.30% | |
| Mrs. Kazi Tazzina Ferdous | 48,000 | 2.00% | |
| Mrs. Nurjehan Hudda | 48,120 | 2.01% | |
| Mrs. Sakina Miraly | 48,000 | 2.00% | |
| Mrs. Naureen Aziz Mohammad Bhai | 48,000 | 2.00% | |
| M/s. Medimpex, Hungary | 214,790 | 8.95% | |
| Represented by: | | | |
| Mr. Laszlo Nemes | | | |
| Ms. Georgina Gruber | - | - | |
| Chief Financial Officer (CFO) and his Spouse and Minor Children: | - | - | |
| Company Secretary (CS) and his Spouse and Minor Children: | - | - | |
| Head of Internal Audit (HIA) and his Spouse and Minor Children: | - | - | |
| Executives (Top five salaried person other than CEO, CFO, CS, HIA): | | | |
| 1. Mr. Md. Mizanur Rahman- General Manager | | | |
| 2. Mr. Md. Hasanul Kabir- Head of Accounts | - | - | |
| 3. Mr. Md. Rafiqul Islam- Head of HR | - | - | |
| 4. Mr. Md. Shabir Hossain - IMD Manager | - | - | |
| 5. Mr. Md. Tareq Mahmud – Production Manager | | | |
| Shareholders Holding 10% or more voting right: | | | |
| -Mr. Aziz Mohammad Bhai | 1,447,149 | 60.30% | |

HUDA & CO.
Chartered Accountants

House No. 51, Road No. 13,
Sector – 13, Uttara Model
Town, Dhaka

Tel : 7911445

**Report to the Shareholders on
Compliance of Corporate
Governance Code to the Shareholders' of
Ambee Pharmaceuticals PLC**

We have examined the compliance status to the Corporate Governance Code by **Ambee Pharmaceuticals PLC** for the year ended on **30 June 2025**. This Code relates to the Notification No. **BSEC/CMRRCD/2006-158/207/Admin/80** dated **03 June 2018** of the Bangladesh Securities and Exchange Commission.

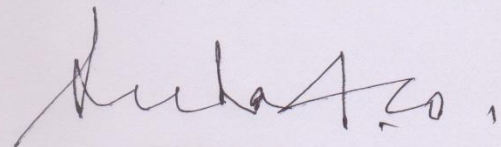
Such compliance with the Corporate Governance Code is the responsibility of the Company. Our examination was limited to the procedures and implementation thereof as adopted by the Management in ensuring compliance to the conditions of the Corporate Governance Code.

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.

Dated, Dhaka
26 October 2025



HUDA & CO
Chartered Accountants

ANNEXURE- III

Status of compliance of **Ambee Pharmaceuticals PLC** with the Conditions imposed by BSEC’s Notification on Corporate Governance Code No. BSEC/CMRRCD/2006-158/207/Admin/80 dated 03 June 2018 issued under Section 2CC of the Securities and Exchange Ordinance, 1969 is presented below:

| Condition No. | Title | Compliance Status (Put \sqrt in the appropriate column) | | Remarks (if any) |
|----------------|---|---|--------------|------------------|
| | | Complied | Not complied | |
| 1 | Board of Directors | | | |
| 1(1) | Size of the Board of Directors (Number of Board members – minimum 5 and maximum 20). | \sqrt | | |
| 1(2) | Independent Directors | | | |
| 1(2)(a) | At least one fifth (1/5) of the total number of Directors shall be Independent Directors. | \sqrt | | |
| 1(2)(b) | Independent Director means a director | | | |
| 1(2)(b)(i) | Does not hold any share or holds less than 1% shares of the total paid-up shares of the company. | \sqrt | | |
| 1(2)(b)(ii) | Not a sponsor of the company or not connected with the company’s any sponsor/director/nominated director/shareholder/associates/sister concerns/subsidiaries and parents or holding entities who holds 1% or more shares of the total paid-up shares of the company on the basis of family relationship and his/her family member also shall not hold said mentioned shares in the company. | \sqrt | | |
| 1(2)(b)(iii) | Not been an executive of the company in immediately preceding 2 (two) financial years. | \sqrt | | |
| 1(2)(b)(iv) | Does not have any other relationship, whether pecuniary or otherwise, with the company/subsidiary/associated companies. | \sqrt | | |
| 1(2)(b)(v) | Not a member or TREC holder, director or officer of any stock exchange. | \sqrt | | |
| 1(2)(b)(vi) | 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. | \sqrt | | |
| 1(2)(b)(vii) | 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 conducting special audit or professional certifying compliance of the Code. | \sqrt | | |
| 1(2)(b)(viii) | Not be an independent director in more than 5 (five) listed companies. | \sqrt | | |
| 1(2)(b)(ix) | Not been convicted by a court of competent jurisdiction as a defaulter in payment of any loan or advance to a bank or NBFI. | \sqrt | | |
| 1(2)(b)(x) | Not been convicted for a criminal offence involving moral turpitude. | \sqrt | | |
| 1(2)(c) | Appointed by the Board and approved by the shareholders in the Annual General Meeting (AGM) | \sqrt | | |

| Condition No. | Title | Compliance Status (Put \checkmark in the appropriate column) | | Remarks (if any) |
|---------------|--|--|--------------|---------------------------|
| | | Complied | Not complied | |
| 1(2)(d) | Not remain vacant for more than 90 (ninety) days. | \checkmark | | No such event in the year |
| 1(2)(e) | The office tenure of an Independent Director shall be for a period of 3 (three) years, which may be extended for 1 (one) term only. | \checkmark | | |
| 1.3 | Qualification of Independent Director | | | |
| 1(3)(a) | Shall be a knowledgeable individual with integrity who is able to ensure compliance with financial, regulatory and corporate laws and can make meaningful contribution to the business. | \checkmark | | |
| 1(3)(b)(i) | Business Leader: Promoter or director of an unlisted company having minimum paid-up capital of Tk. 100 million or any listed company or a member of any national or international chamber of commerce or business association. | --- | --- | Not applicable |
| 1(3)(b)(ii) | Corporate Leader: Top level executive not lower than Chief Executive Officer /Managing Director/Deputy Managing Director/Chief Financial Officer/Head of Finance or Accounts/Company Secretary/Head of Internal Audit and Compliance/Head of Legal Service or a person with equivalent position of an unlisted company having minimum paid-up capital of Tk. 100 million or of a listed company. | --- | --- | Not applicable |
| 1(3)(b)(iii) | Former Govt. Official: Government or statutory or autonomous or regulatory body in the position not below 5th Grade of the national pay scale having educational background of bachelor degree in economics or commerce or business or law. | --- | --- | Not applicable |
| 1(3)(b)(iv) | University Teacher: Having educational background in economics or commerce or business studies or law. | --- | --- | Not applicable |
| 1(3)(b)(v) | Professional: An advocate practicing in the High Court Division of Bangladesh Supreme Court or a Chartered Accountant or Cost and Management Accountant or Chartered Financial Analyst or Chartered Certified Accountant or Certified Public Accountant or Chartered Management Accountant or Chartered Secretary or equivalent qualification. | --- | --- | Not applicable |
| 1(3)(c) | Shall have at least 10 (ten) years of experiences as mentioned in clause 1(3)(b)(1) to (v). | \checkmark | | |
| 1(3)(d) | In special cases, the above qualifications may be relaxed subject to prior approval of the Commission. | --- | --- | None |

| Condition No. | Title | Compliance Status (Put ✓ in the appropriate column) | | Remarks (if any) |
|---------------|--|---|--------------|--|
| | | Complied | Not complied | |
| 1(4) | Duality of Chairperson of the Board of Directors and Managing Director | | | |
| 1(4)(a) | Chairperson of the Board and the Managing Director of the company shall be filled by different individuals. | √ | | |
| 1(4)(b) | The Managing Director 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. | √ | | |
| 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. | √ | | Included in the Directors' Report |
| 1(5)(ii) | The segment-wise or product-wise performance. | √ | | Company operates in a single product segment |
| 1(5)(iii) | Risks and concerns. | √ | | Included in the Director Report |
| 1(5)(iv) | Discussion on Cost of Goods sold, Gross Profit Margin and Net Profit Margin. | √ | | - Do - |
| 1(5)(v) | Discussion on continuity of an extraordinary activities and their implications (gain or loss). | √ | | - Do - |
| 1(5)(vi) | Disclosure for related party transactions. | √ | | - Do - |
| 1(5)(vii) | Utilization of proceeds from public issues, rights issues and/or any other instruments. | | | Not applicable |
| 1(5)(viii) | Explanation if the financial results deteriorate after the company goes for IPO, RPO, Rights Share Offer, Direct Listing, etc. | | | No such case |
| 1(5)(ix) | Explanation on any significant variance that occurs between Quarterly Financial performances and Annual Financial Statements. | --- | --- | Not applicable |
| 1(5)(x) | Disclosure for remuneration paid to the directors including independent directors. | √ | | |
| 1(5)(xi) | Fairness of financial statements. | √ | | |
| 1(5)(xii) | Maintenance of proper books of accounts. | √ | | |
| 1(5)(xiii) | Adoption of appropriate accounting policies and estimates. | √ | | |
| 1(5)(xiv) | Followed IAS or IFRS as applicable in preparation of the financial statement and departure there from has been adequately disclosed. | √ | | |
| 1(5)(xv) | Internal control system is sound in design and has been effectively implemented and monitored. | √ | | |

| Condition No. | Title | Compliance Status (Put \checkmark in the appropriate column) | | Remarks (if any) |
|--------------------|--|--|--------------|------------------|
| | | Complied | Not complied | |
| 1(5)(xvi) | The interest of the minority shareholders has been duly protected. | \checkmark | | |
| 1(5)(xvii) | Going concern (ability to continue as a going concern). | \checkmark | | |
| 1(5)(xviii) | Highlighted and explain significant deviations from the last year's operating results. | \checkmark | | |
| 1(5)(xix) | Key operating and financial data of at least preceding 5 (five) years shall be summarized. | \checkmark | | |
| 1(5)(xx) | Reasons for non-declaration of dividend. | | | Not applicable |
| 1(5)(xxi) | No bonus share or stock dividend has been declared as interim dividend during the year. | \checkmark | | |
| 1(5)(xxii) | Total number of Board meetings held during the year and attendance by each director. | \checkmark | | |
| 1(5)(xxiii) | Pattern of shareholding and name wise details (disclosing aggregate number of shares) | | | |
| 1(5)(xxiii)(a) | Parent or Subsidiary or Associated Companies and other related parties. | \checkmark | | |
| 1(5)(xxiii)(b) | Directors, MD, CS, CFO, HIA and their spouses and minor children. | \checkmark | | |
| 1(5)(xxiii)(c) | Executives (top five (5) other than mentioned 1(5)(xxiii)(b). | \checkmark | | |
| 1(5)(xxiii)(d) | Shareholders holding ten percent (10%) or more voting interest. | \checkmark | | |
| 1(5)(xxiv) | In case of the appointment/reappointment of a director, disclose | | | |
| 1(5)(xxiv)(a) | A brief resume of the director. | \checkmark | | |
| 1(5)(xxiv)(b) | Expertise in specific functional areas. | \checkmark | | |
| 1(5)(xxiv)(c) | Holding the directorship and the membership of committees of the Board other than APL. | \checkmark | | |
| 1(5)(xxv) | Management's Discussion and Analysis | | | |
| 1(5)(xxv)(a) | Accounting policies and estimation for preparation of financial statements. | \checkmark | | |
| 1(5)(xxv)(b) | Changes in accounting policies and estimation, if any, disclose the effects on financial results and position as well cash flows. | \checkmark | | |
| 1(5)(xxv)(c) | Comparative analysis of financial results and position as well as cash flows for current year with immediately preceding five years. | \checkmark | | |
| 1(5)(xxv)(d) | Compare financial results and positions as well as cash flows with the peer industry. | \checkmark | | |
| 1(5)(xxv)(e) | Discussion on financial and economic scenario of the country and the global. | \checkmark | | |
| 1(5)(xxv)(f) | Risks and concerns issues related to the financial statements. | \checkmark | | |
| 1(5)(xxv)(g) | Future plan or projection or forecast for company's operation, performance and financial position. | \checkmark | | |
| 1(5)(xxvi) | Declaration on Financial Statements for the year ended on 30 June 2024 by the MD and the CFO to the Board. | \checkmark | | |

| Condition No. | Title | Compliance Status (Put √ in the appropriate column) | | Remarks (if any) |
|---------------|--|---|--------------|---|
| | | Complied | Not complied | |
| 1(5)(xxvii) | The report and the certificate regarding compliance of conditions of Corporate Governance Code. | √ | | |
| 1(6) | Meetings of the Board of Directors | | | |
| | Meeting of the Board of Directors and record the minutes as well as keep required statutory books and records in line with the relevant provisions of Bangladesh Secretarial Standards (BSS) duly adopted by Institute of Chartered Secretaries of Bangladesh (ICSB). | √ | | |
| 1(7) | Code of Conduct (CoC) for Board of Directors | | | |
| 1(7)(a) | The Board shall lay down a code of conduct, for the Chairperson of the Board, other board members and Managing Director. | √ | | Available in the Company's website |
| 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. | √ | | Available in the Company's website |
| 2 | Governance of Board of Directors of Subsidiary Company | | | |
| 2(a) | The composition of the Board of the holding company shall be made applicable to the composition of the Board of Directors of the subsidiary company. | --- | --- | Not applicable, since there is no subsidiary. |
| 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. | --- | --- | Not Applicable |
| 2(c) | Submission of Minutes to the holding company. | --- | --- | Not Applicable |
| 2(d) | Review of Minutes by the holding company. | --- | --- | Not Applicable |
| 2(e) | The Audit Committee of the holding company shall also review the financial statements, in particular the investments made by the subsidiary company. | --- | --- | Not Applicable |
| 3 | Managing Director (MD), Chief Financial Officer (CFO), Head of Internal Audit (HIA) and Company Secretary (CS) | | | |
| 3(1) | Appointment | | | |
| 3(1)(a) | The Board shall appoint a Managing Director (MD), a Company Secretary (CS), a Chief Financial Officer (CFO) and a Head of Internal Audit (HIA). | √ | | |
| 3(1)(b) | The positions of the MD, CS, CFO, HIA shall be filled by different individuals. | √ | | |
| 3(1)(c) | The MD, CS, CFO and HIA of a listed company shall not hold any executive position in other company. | √ | | |

| Condition No. | Title | Compliance Status (Put \checkmark in the appropriate column) | | Remarks (if any) |
|----------------|---|--|--------------|------------------|
| | | Complied | Not complied | |
| 3(1)(d) | The Board shall clearly define respective roles, responsibilities and duties of CFO, HIA and CS. | \checkmark | | |
| 3(1)(e) | With Board's approval the MD, CS, CFO and HIA are removed from their position and immediate dissemination to the commission and stock exchanges. | \checkmark | | |
| 3(2) | The MD, CS, CFO and HIA of the company shall attend the meetings of the Board except such part of the meeting which involves an agenda relating to their personal matters. | \checkmark | | |
| 3(3)(a) | The MD and CFO shall certify to the board that they have reviewed financial statements for the year 2022-2023 and 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. | \checkmark | | |
| 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. | \checkmark | | |
| 3(3)(b) | 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 code conduct for Board of Directors. | \checkmark | | |
| 3(3)(c) | The certification of the MD and CFO shall be disclosed in the Annual Report. | \checkmark | | |
| 4 | Board of Directors' Committee | | | |
| 4(i) | Audit Committee | \checkmark | | |
| 4(ii) | Nomination and Remuneration Committee (NRC) | \checkmark | | |
| 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. | \checkmark | | |
| 5(1)(b) | 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. | \checkmark | | |
| 5(1)(c) | Responsible to the Board and the duties of the Audit Committee shall be clearly set forth in writing. | \checkmark | | |
| 5(2) | Constitution of the Audit Committee | | | |
| 5(2)(a) | Shall be composed of at least 3 (three) members. | \checkmark | | |
| 5(2)(b) | The Board shall appoint members of the Committee who shall be non-executive directors of the company excepting Chairperson of the Board and shall include at least 1 (one) independent director. | \checkmark | | |

| Condition No. | Title | Compliance Status (Put √ in the appropriate column) | | Remarks (if any) |
|---------------|--|---|--------------|--------------------------|
| | | Complied | Not complied | |
| 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) | Casual vacancy shall be filled by the Board not later than 1 (one) month from the date of vacancy. | --- | --- | No such case in the year |
| 5(2)(e) | The company secretary shall act as the secretary of the Committee. | √ | | |
| 5(2)(f) | The quorum of the Committee meeting shall not constitute without at least 1 (one) independent director. | √ | | |
| 5(3) | Chairperson of the Audit Committee | | | |
| 5(3)(a) | The Board shall select 1 (one) member of the Audit Committee to be Chairperson of the 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 and the reason of absence of the regular Chairperson shall be duly recorded in the minutes. | √ | | No such case In the year |
| 5(3)(c) | Chairperson of the Audit Committee shall remain present in the Annual General Meeting (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. | √ | | |
| 5(4)(b) | The quorum of the meeting of the Audit Committee shall be constituted in presence of either two members or two-third of the members of the Audit Committee, whichever is higher, where presence of an independent director is a must. | √ | | |
| 5(5) | Role of Audit Committee | | | |
| 5(5)(a) | Oversee the financial reporting process. | √ | | |
| 5(5)(b) | Monitor choice of accounting policies and principles. | √ | | |
| 5(5)(c) | Monitor Internal Audit and Compliance process to ensure that it is adequately resourced, including approval of the Internal Audit and Compliance Plan and review of the Internal Audit and Compliance Report. | √ | | |
| 5(5)(d) | Oversee hiring and performance of external auditors. | √ | | |
| 5(5)(e) | Hold meeting with the statutory auditors for review of the annual financial statements before submission to the Board for approval. | √ | | |
| 5(5)(f) | Review along with the management, the annual financial statements before submission to the Board for approval. | √ | | |
| 5(5)(g) | Review along with the management, the quarterly and half yearly financial statements before submission to the Board for approval. | √ | | |

| Condition No. | Title | Compliance Status (Put \checkmark in the appropriate column) | | Remarks (if any) |
|----------------|---|--|--------------|--------------------------|
| | | Complied | Not complied | |
| 5(5)(h) | Review the adequacy of internal audit function. | \checkmark | | |
| 5(5)(i) | Review the Management's Discussion and Analysis before disclosing in the Annual Report. | \checkmark | | |
| 5(5)(j) | Review all related party transactions. | \checkmark | | |
| 5(5)(k) | Review Management Letters or Letter of Internal Control weakness issued by statutory auditors. | --- | --- | No such case in the year |
| 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. | \checkmark | | |
| 5(5)(m) | Oversee whether IPO proceeds utilized as per the published Prospectus. | --- | --- | Not applicable |
| 5(6) | Reporting of the Audit Committee | | | |
| 5(6)(a)(i) | The Audit Committee shall report on its activities to the Board. | \checkmark | | |
| 5(6)(a)(ii)(a) | Report on conflicts of interests. | | | Not applicable |
| 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. | --- | --- | Not applicable |
| 5(6)(a)(ii)(c) | Report on suspected infringement of laws, regulatory compliances including securities related laws, rules and regulations. | --- | --- | Not applicable |
| 5(6)(a)(ii)(d) | Report on any other matter deems necessary shall be disclosed to the Board immediately. | --- | --- | Not applicable |
| 5(6)(b) | Reporting to BSEC (If any material impact on the financial condition and results of operation, unreasonably ignored by the Board and management). | --- | --- | Not applicable |
| 5(7) | Reporting to the shareholders of Audit Committee activities, which shall be signed by the Chairperson of the committee and disclosed in the Annual Report. | \checkmark | | |
| 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. | \checkmark | | |
| 6(1)(b) | 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. | \checkmark | | |
| 6(1)(c) | The Terms of Reference (ToR) of the NRC shall be clearly set forth in writing. | --- | --- | Still under preparation |

| Condition No. | Title | Compliance Status (Put \checkmark in the appropriate column) | | Remarks (if any) |
|---------------|--|--|--------------|--------------------------|
| | | Complied | Not complied | |
| 6(2) | Constitution of the NRC | | | |
| 6(2)(a) | The Committee shall comprise of at least three members including an independent director. | \checkmark | | |
| 6(2)(b) | All members of the Committee shall be non-executive directors. | \checkmark | | |
| 6(2)(c) | Members of the Committee shall be nominated and appointed by the Board. | \checkmark | | |
| 6(2)(d) | The Board shall have authority to remove and appoint any member of the Committee. | \checkmark | | |
| 6(2)(e) | Casual vacancy shall be filled by the Board within 180 days of occurring such vacancy. | --- | --- | No such case in the year |
| 6(2)(f) | The Chairperson of the Committee may appoint or co-opt any external expert and/or member(s) of staff to the Committee as advisor who shall be non-voting member, if the Chairperson feels that advice or suggestion from such external expert and/or member(s) of staff shall be required or valuable for the Committee. | --- | --- | No such case in the year |
| 6(2)(g) | The company secretary shall act as the secretary of the Committee. | \checkmark | | |
| 6(2)(h) | The quorum of the NRC meeting shall not constitute without attendance of at least an independent director. | \checkmark | | |
| 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. | \checkmark | | |
| 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. | \checkmark | | |
| 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. | \checkmark | | No such case in the year |
| 6(3)(c) | The Chairperson of the NRC shall attend the annual general meeting (AGM) to answer the queries of the shareholders. | --- | --- | |
| 6(4) | Meeting of the NRC | | | |
| 6(4)(a) | The NRC shall conduct at least one meeting in a financial year. | \checkmark | | |
| 6(4)(b) | The Chairperson of the NRC may convene any emergency meeting upon request by any member of the NRC. | \checkmark | | Not applicable |

| Condition No. | Title | Compliance Status (Put \checkmark in the appropriate column) | | Remarks (if any) |
|---------------|---|--|--------------|-------------------------|
| | | Complied | Not complied | |
| 6(4)(c) | The quorum of the meeting of the NRC shall be constituted in presence of either two members or two third of the members of the Committee, whichever is higher, where presence of an independent director is must. | \checkmark | | |
| 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. | \checkmark | | |
| 6(5) | Role of the NRC | | | |
| 6(5)(a) | NRC shall be independent and responsible or accountable to the Board and to the shareholders. | \checkmark | | |
| 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. | \checkmark | | |
| 6(5)(b)(i)(b) | The relationship of remuneration to performance is clear and meets appropriate performance benchmarks. | \checkmark | | |
| 6(5)(b)(i)(c) | Remuneration to directors, top level executive involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the company and its goals. | \checkmark | | |
| 6(5)(b)(ii) | Devising a policy on Board's diversity taking into consideration age, gender, experience, ethnicity, educational background and nationality. | \checkmark | | |
| 6(5)(b)(iii) | Identifying persons who are qualified to become directors and who may be appointed in top level executive position in accordance with the criteria laid down, and recommend their appointment and removal to the Board. | \checkmark | | |
| 6(5)(b)(iv) | Formulating the criteria for evaluation of performance of independent directors and the Board. | \checkmark | | |
| 6(5)(b)(v) | Identifying the company's needs for employees at different levels and determine their selection, transfer or replacement and promotion criteria. | \checkmark | | |
| 6(5)(b)(vi) | Developing, recommending and reviewing annually the company's human resources and training policies. | \checkmark | | |
| 6(5)(c) | Disclose the nomination and remuneration policy and the evaluation criteria and activities of NRC during the year at a glance in its annual report. | --- | --- | Still under preparation |
| 7 | External or Statutory Auditors | | | |
| 7(1)(i) | Non- engagement in appraisal or valuation services or fairness opinions. | \checkmark | | |
| 7(1)(ii) | Non-engagement in designing and implementation of Financial Information System. | \checkmark | | |

| Condition No. | Title | Compliance Status (Put √ in the appropriate column) | | Remarks (if any) |
|---------------|---|---|--------------|--|
| | | Complied | Not complied | |
| 7(1)(iii) | Non-engagement in Book Keeping or other services related to the accounting records or financial statements. | √ | | |
| 7(1)(iv) | Non-engagement in Broker-Dealer services. | √ | | |
| 7(1)(v) | Non-engagement in Actuarial services. | √ | | |
| 7(1)(vi) | Non-engagement in Internal Audit or special audit services. | √ | | |
| 7(1)(vii) | Non-engagement in any other services that the Audit Committee determines. | √ | | |
| 7(1)(viii) | Non-engagement in audit or certification services on compliance of Corporate Governance as required under condition no. 9(1). | √ | | |
| 7(1)(ix) | Non-engagement of any other service that creates conflict of interest. | √ | | |
| 7(2) | No partner or employees of the external audit firms shall possess any share of the company during the tenure of their assignment; his or her family members also shall not hold any shares in the said company. | √ | | |
| 7(3) | Representative of external or statutory auditors shall remain present in the Shareholders' Meeting to answer the queries of the shareholders. | √ | | |
| 8 | Maintaining a website by the Company | | | |
| 8(1) | The company shall have an official website linked with the website of the stock exchange. | √ | | |
| 8(2) | The company shall keep the website functional from the date of listing. | √ | | |
| 8(3) | The company shall make available the detailed disclosures on its website as required under the listing regulations of the concerned stock exchange(s). | √ | | |
| 9 | Reporting and Compliance of Corporate Governance | | | |
| 9(1) | The company shall obtain a certificate from a practicing Professional Accountant or Secretary (Chartered Accountant or Cost and Management Accountant or Chartered Secretary) other than its statutory auditors or audit firm on yearly basis regarding compliance of conditions of Corporate Governance Code of the Commission and shall such certificate shall be disclosed in the Annual Report. | √ | | |
| 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. | √ | | A separate agenda to be provided in the ensuing AGM. |
| 9(3) | The directors of the company shall attach the compliance status in the directors' report whether the company has complied with these conditions or not. | √ | | |

ANNEXURE-IV

Key operating and financial data of last five years have been presented below in summarized form:

| Particulars | (Taka in Lakh) | 2024-2025 | 2023-2024 | 2022-2023 | 2021-2022 | 2020-2021 |
|--|--------------------|-----------|-----------|-----------|-----------|-----------|
| Turnover (Net) | " " " | 2,306 | 2,193 | 1,981 | 1,810 | 9,898 |
| Cost of Goods Sold | " " " | 1,211 | 1,051 | 950 | 887 | 599 |
| Gross Profit | " " " | 1,094 | 1,142 | 1,031 | 923 | 391 |
| Operating Expenses | " " " | 1,014 | 998 | 882 | 757 | 456 |
| Financial Expenses | " " " | 4 | 19 | 37 | 58 | 58 |
| Operating Income | " " " | 81 | 144 | 149 | 102 | (123) |
| Net Profit before WPPF | " " " | 77 | 125 | 112 | 107 | (123) |
| Contribution to WPPF | " " " | 4 | 6 | 6 | 5 | - |
| Net profit (BT) | " " " | 73 | 118 | 107 | 102 | (123) |
| Provision for Income-Tax | " " " | 184 | 252 | 315 | 22 | (7) |
| Deferred Tax | " " " | 7 | 16 | 10 | 1 | 3 |
| Net Profit (AT) | " " " | 53 | 97 | 91 | 81 | (130) |
| Total Assets | " " " | 7,336 | 5,899 | 5,141 | 5,041 | 4,214 |
| Total Fixed Assets | " " " | 1,560 | 851 | 876 | 950 | 996 |
| Total Current Assets | " " " | 5,776 | 5,048 | 4,264 | 4,091 | 3,219 |
| Total Current Liabilities | " " " | 6,972 | 5,558 | 4,846 | 4,443 | 3,681 |
| Current Ratio | (Tk.) | 1 | 1 | 1 | 1 | 1 |
| Shareholders' Equity | (Tk. in Lakh) | 323 | 294 | 233 | 527 | 448 |
| Earnings Per Share (EPS) | (Per Value Tk. 10) | 2.21 | 4.03 | 3.79 | 3.36 | (5.42) |
| Dividend Per Share (DPS) | (Tk.) | 1.00 | 1.00 | 1.5 | 1 | - |
| MP(DSE) Year End | (Tk.) | 816.50 | 670.00 | 551.4 | 525 | 410 |
| PER (Year End) | (Tk.) | 369 | 166 | 146 | 156 | 385 |
| Others: | | | | | | |
| -Number of shares | (No.) | 2,400,000 | 2,400,000 | 2,400,000 | 2,400,000 | 2,400,000 |
| -Number of shareholders | (No.) | 1,791 | | 2,124 | | 2,558 |
| Number of Employees (Including day laborers) | (No.) | 474 | 529 | 477 | 710 | 487 |

Report of the Audit Committee

I am pleased to present the report of the Audit Committee of Ambee Pharmaceuticals PLC in pursuance with the Corporate Governance Guidelines of Bangladesh Securities and Exchange Commission (BSEC).

The Audit Committee of Ambee Pharmaceuticals PLC is comprised of three members of the Board of Director and Company Secretary of the Company.

The Composition of present Audit Committee is as under:

- | | |
|---|---------------------------|
| 1. Mr. Osman Haidar, Independent Director | Chairman of the Committee |
| 2. Dr. Shafiqul Ameen, Independent Director | Member of the Committee |
| 3. Mrs. Nurjehan Hudda, Director | Member of the Committee |

The Company Secretary, Mr. Mohammad Amir Hossain shall act as the Secretary of the Audit Committee.

The scope of Audit Committee: (1) Review and recommended to the Board to approve the quarterly, half yearly and annual financial statements prepared for statutory purpose. (2) Reviewing with the management and statutory and internal auditors, the adequacy of internal control system. (3) Review statement of significant related party transactions submitted by the management. (4) Reviewing the Company's financial and risk management policies. (5) Reviewing Management letters issued by statutory auditors.

Activities carried out by the Audit Committee: The Committee reviewed and discussed the Financial Report preparation and the external audit report. The committee found adequate arrangement to present a free & fair view of the activities and the financial status of the company and did not find any material deviation, discrepancies or any adverse finding/observation in the areas of reporting.



(Osman Haidar)
Chairman of the Committee
October 30, 2025

Report of the Nomination and Remuneration Committee (NRC)

I am pleased to present the report of the NRC Committee of Ambee Pharmaceuticals PLC in pursuance with the Corporate Governance Guidelines of Bangladesh Securities and Exchange Commission (BSEC).

The NRC Committee of Ambee Pharmaceuticals PLC is comprised of three members of the Board of Directors and Company Secretary as the act of Secretary.

The Composition of present NRC Committee is as under:

- | | |
|---|---------------------------|
| 1. Mr. Osman Haidar, Independent Director | Chairman of the Committee |
| 2. Dr. Shafiqul Ameen, Independent Director | Member of the Committee |
| 3. Mrs. Nurjehan Hudda, Director | Member of the Committee |

The Company Secretary, Mr. Mohammad Amir Hossain shall act as the Secretary of the NRC Committee.

Scope of the NRC: (1) The NRC shall recommend a policy to the Board relating to the remuneration of the directors, top level executive. (2) devising a policy on Board's diversity taking into consideration age, gender, experience, ethnicity, educational background and nationality.(3) Who are qualified to become directors and who may be appointed in top level execute in accordance with the criteria laid down, and recommended their appointment and removal to the Board.(4) Identifying the company's needs for employees at different levels and determine their selection, transfer or replacement and promotion criteria.(5) developing, recommending and reviewing annually the company's human resources and training policies.

Activities carried out by the NRC: The Nomination and Remuneration Committee (NRC) as a sub-committee of the Board. The NRC assisted the Board in formulation of the Nomination Criteria.

A handwritten signature in black ink, appearing to read 'Osman Haidar'.

(Osman Haidar)
Chairman of the Committee
October 30, 2025

Ambee Pharmaceuticals PLC

Declaration by MD and CFO

October 30, 2025

To
THE BOARD OF DIRECTORS
Ambee pharmaceuticals PLC
184/1, Tejgaon Industrial Area
Tejgaon, Dhaka-1208

Sub: Declaration on Financial Statements for the year ended on 30 June 2025.

Dear Sirs,

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


- (1) The Financial Statements of Ambee Pharmaceuticals PLC for the year ended on 30 June 2025 have been prepared in compliance with International Accounting Standards (IAS) or International Financial Reporting Standards (IFRS), as applicable in the Bangladesh and any departure there from has been adequately disclosed;
- (2) The estimates and judgments related to the Financial Statements were made on a prudent and reasonable basis, in order for the Financial Statements to reveal a true and fair view;
- (3) The form and substance of transactions and the Company's state of affairs have been reasonably and fairly presented in its financial statements;
- (4) To ensure above, the Company has taken proper and adequate care in installing a system of internal control and maintenance of accounting records;
- (5) Our Internal Auditors have conducted periodic audits to provide reasonable assurance that the established policies and procedures of the company were consistently followed; and
- (6) The Management's use of the going concern basis of accounting in preparing the Financial Statements is appropriate and there exists no material uncertainty related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern.

In this regard, we also certify that:

- A) We have reviewed the Financial Statements for the year ended June 30, 2025 and that to the best of our knowledge and belief;
 - i) These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;

ii) These statements collectively present true and fair view of the company's affairs and are in compliance with existing accounting standards and applicable laws.

B) 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.



(A.K.M. Khairul Aziz)
Chief Financial Officer



(Mrs. Kazi Tanzzina Ferdous)
Managing Director & CEO

INDEPENDENT AUDITORS' REPORT
TO THE SHAREHOLDERS OF
AMBEE PHARMACEUTICALS PLC

Report on the Audit of the Financial Statements**Opinion**

We have audited the financial statements of **AMBEE PHARMACEUTICALS PLC**. (the “Company”), which comprise the Statement of Financial Position as of 30th June 2025 and Statement of Profit or Loss and Other Comprehensive Income, Statement of Changes in Equity and Statement of Cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies.

In our opinion, except for the effects of the matters described in the ***Basis for Qualified Opinion*** section of our report, the accompanying financial statements of the Company give a true and fair view of the financial position of the Company as at 30th June 2025, and of its financial performance and its cash flows for the year then ended in accordance with International Financial Reporting Standards (IFRSs), the Companies Act 1994, the Securities and Exchange Rules 1987 and other applicable laws and regulations.

Basis for Qualified Opinion

- a) As disclosed in note # 20.00, Tk. 1,916,358 is shown as Payable to Provident Fund, carried forward from prior years. Although the fund is a recognized fund (Note 3.07 (a)), no contributions have been made during the year under audit.
- b) As disclosed in Note 6.00, the company has an investment of Tk. 52,604,603 in Bengal Meat Processing Industries Ltd, including 4,610,000 acquired between 12th January 2017 to 30th June 2024 but those were not previously recorded & disclosed in the financial statements. Moreover, during the year under audit, the company has paid Tk. 6,504,603 against issuance of 650,460 no. right shares which are yet to be issued. No paper regarding the investment in shares including right shares could be shown to us except a photocopy of certificate issued by Bengal Meat Processing Industries Ltd. During the current year, the company recognized these shares by debiting Investment in Shares and crediting Liabilities for Other Finance - Ambee Ltd. This delayed recognition is a departure from IFRS requirements relating to the timely recognition and measurement of financial assets. Furthermore, no dividend income has been recognized to date, based on a declaration from the investee, which creates uncertainty regarding the recoverability and valuation of this investment. No satisfactory explanation could be given to us for non-disclosure of the above investment in previous years.

Emphasis of Matter

We refer note no.20.00 which needs attention of the management details of the same have been disclosed in note 20.01.

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 Bangladesh, and we have fulfilled our other ethical responsibilities in accordance with these ethical requirements and the IESBA Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our qualified opinion and Disclaimer of opinion.

Independent Auditor's Report (continued)

Shafiq Basak & Co.
Chartered Accountants

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, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

| Valuation of Property, Plant and Equipment (PPE) | |
|---|---|
| See Note 4.00 to the financial statements | |
| The key audit matter | How the matter was addressed in our audit |
| <p>The carrying value of the PPE was Tk. 102,560,566 as of 30 June 2025.</p> <p>Expenditures are capitalized if they create new assets or enhance the existing assets, and expensed if they relate to repair or maintenance of the assets. Classification of the expenditures involves judgment. The useful lives of PPE items are based on management's estimates regarding the period during which the assets or its significant components will be used. The estimates are based on historical experience and market practice and take into consideration the physical condition of the assets.</p> <p>The valuation of PPE was identified as a key audit matter due to the significance of this balance to the financial statements and that there is significant measurement uncertainty involved in this valuation.</p> | <p>Our audit included the following procedures: We assessed whether the accounting policies in relation to the capitalization of expenditures follow IFRS and found them to be consistent.</p> <p>We obtained a listing of capital expenditures incurred during the year and on a sample basis, checked whether the items were procured based on internal purchase order that had been properly approved by the responsible individuals.</p> <p>We inspected a sample of invoices and L/C documents to determine whether the classification between capital and revenue expenditure was appropriate.</p> <p>We evaluated whether the useful lives determined and applied by the management were in line with historical experience and the market practice.</p> <p>We checked whether the depreciation of PPE items was commenced timely, by comparing the date of the reclassification from capital work in progress to ready for use, with the date of the act of completion of the work.</p> |

| Implementation of IFRS 16 Leases | |
|--|---|
| See Note 5.00 to the financial statements | |
| The key audit matter | How the matter was addressed in our audit |
| <p>The Right of use (ROU) of Tk. 823,195 as of 30th June 2025 IFRS 16 modifies the accounting treatment of operating leases at inception, with the recognition of a right of use (ROU) on the leased assets and of a liability for the lease payments over the lease contract term. With respect to operating leases of premises used by the Company, at inception of the lease, the lessee receives a right of using the premises, in exchange of a lease debt, using an implicit discount rate.</p> <p>All leasing arrangements within the scope of IFRS 16 are identified and appropriately included in the calculation of the transitional impact and specific assumptions applied to determine the discount rates for lease are appropriate.</p> | <p>We reviewed appropriateness of management's application of IFRS 16 and assessment of the impact on the financial statements. Our audit procedures included testing classification and measurement of right-of-use assets and lease liabilities in accordance with IFRS 16. We checked the present value calculation for lease.</p> <p>We reviewed loan agreements and made calculation to ascertain the appropriateness of the incremental borrowing rate used. We also examined the accuracy and appropriateness of accounting adjustments in the financial statements arising from the adoption of IFRS 16 as well as verified the sufficiency and appropriateness of disclosures in the financial statements.</p> |

| | |
|---|--|
| Valuation of Inventory | |
| See Note 6.00 to the financial statements | |
| The key audit matter | How the matter was addressed in our audit |
| <p>The inventory of Tk. 210,799,122 as of 30th June 2025 held in factory, depots and outlets.</p> <p>Inventories are carried at the lower of cost and net realizable value.</p> <p>Since the value of Inventory is significant to the Financial Statements and there is significant measurement uncertainty involved in this valuation, the valuation of inventory was significant to our audit.</p> | <p>We verified the appropriateness of management’s assumptions applied in calculating the value of the inventory by:</p> <ul style="list-style-type: none"> • Evaluating the design and implementation of key inventory controls operating across the factory. • Attending inventory counts and reconciling the counts results to the inventory listings to test the completeness of data. • Evaluating, on a sample basis, whether inventories were stated at the lower of cost or net realizable value at the reporting date by comparing the sales prices of inventories after the reporting date; and • Evaluating the adequacy of financial statement disclosure as per IAS – 2. |
| Cash & Cash Equivalents | |
| See Note 12.00 to the financial statements | |
| The key audit matter | How the matter was addressed in our audit |
| <p>Cash & Cash Equivalents Tk. 32,641,615 as of 30th June 2025 represents Cash in Hand and Cash with banks at the close of business of the company which can be used without any obligation.</p> <p>As those are liquid funds, as per practice it is important to confirm and verify the actual balances of cash & cash equivalent.</p> | <ul style="list-style-type: none"> • We could not physically verify the cash in hand at branches except that of Head Office. However, the cash balance is duly certified by the management. • We send 7 letters to cover 14 bank accounts to confirm their balances as on 30th June 2025 directly to us, but we have received confirmations accordingly. |
| Deferred Tax Liability | |
| See Note 16.00 to the financial statements | |
| The key audit matter | How the matter was addressed in our audit |
| <p>The Deferred Tax Liability balance was Tk. 3,849,700 as of 30th June 2025.</p> <p>Significant management judgment is required in relation to deferred tax Liability as it is dependent on forecasts of future profitability over several years.</p> <p>There is significant measurement uncertainty involved in this valuation and therefore it was significant to our audit.</p> | <p>We carried out the following substantive testing to address the related risk:</p> <ul style="list-style-type: none"> • We obtained an understanding, evaluated the design and tested the operational effectiveness of the Company’s key controls over the recognition and measurement of deferred tax Liability assumptions used in estimating the Company’s future taxable income. • We also assessed the completeness and accuracy of the data used for the estimations of future taxable income. • We assessed key assumptions, controls, recognition and measurement of Deferred Tax Liability. <p>We also assessed the appropriateness of presentation of disclosure against IAS-12 Income Taxes.</p> |

Independent Auditor's Report (continued)

Shafiq Basak & Co.
Chartered Accountants

| | |
|--|---|
| Workers Profit Participation Fund: | |
| See Note 22.00 to the financial statements | |
| The key audit matter | How the matter was addressed in our audit |
| <p>As per section 234(1)(b) of Bangladesh Labor Act 2006 (as amended in 2013) 5% of the annual net profit must be allocated to workers profit participation and welfare funds within nine months from the end of the financial year. Of this amount, 80% is to be transferred to the Worker's participation fund and 10% to the worker's welfare fund. The remaining 10% must be paid to the worker's welfare Foundation fund under the Bangladesh Workers' welfare foundation act 2006. Further, two-thirds of the workers' participation fund is to be distributed in cash to eligible employees and one-third invested in accordance with Section 242 of the Act.</p> <p>Due to the regulatory requirements and judgement involved in calculating and distributing the funds, this area was considered significant for our audit.</p> | <p>We reviewed the provision, distribution, and compliance requirements relating to WPPF and WWF and identified certain instances of non-compliance with the Labour Act 2006 (as amended in 2013)</p> <p>During the year, Tk. 10,496,466 was distributed to eligible employees. However, an undistributed balance remains outstanding, and interest on this amount has been recognized in the accounts.</p> <p>Distribution, of WPPF fund has been made without following the required rules of WPPF Fund.</p> |
| Revenue Recognition | |
| See Note 24.00 to the financial statements | |
| The key audit matter | How the matter was addressed in our audit |
| <p>At year end the company reported total revenue of BDT 230,551,023 (2024: BDT 219,303,514) Revenue recognition has a significant and wide influence on the financial statements. Revenue is recognized when the amounts and the related costs are reliably measured, and the performance obligation is complete through passing of control to the customers. Revenue from the sale of goods is recognized at the time when the goods are dispatched for delivery to the customer.</p> <p>We identified revenue recognition as a key audit matter because revenue is one of the key performance indicators of the Company and therefore there is an inherent risk of manipulation of the timing of recognition of revenue by management to meet specific targets or expectations.</p> | <p>Our audit procedures in this area included, among others:</p> <ul style="list-style-type: none"> • We understood, evaluated and validated the key controls related to the Company's sales process from end to end, from contracts approval and sign-off, recording of sales, all the way through to cash receipts and customers' outstanding balances. • Furthermore, we tested the sales transactions recognized shortly before and after the statement of financial position date, including the sales returns recorded after that date, to test whether sales transactions were recorded in the correct reporting periods. • Finally, we assessed the appropriateness and presentation of disclosures against IFRS 15 Revenue from Contracts with Customers. |
| Transactions with Related Parties | |
| See Note 33.00 to the financial statements | |
| The key audit matter | How the matter was addressed in our audit |
| <p>We considered the related party transactions to be significant to the audit due to the risk that if these transactions are not conducted at arm's length, and/or the accounting treatment of the rights and obligations of these transactions are not correct, it could influence the results of the financial statement.</p> <p>Furthermore, for financial reporting purposes, IAS 24 related party disclosure, requires complete and appropriate disclosure of transactions with related parties.</p> | <p>Our audit procedures included, among others, the following:</p> <ul style="list-style-type: none"> • We obtained an understanding of the process for identifying related party transactions. • We verified that the transactions are approved in accordance with internal procedures including involvement of key personnel at the appropriate level. |

| | |
|--|---|
| Transactions with Related Parties | |
| See Note 33.00 to the financial statements | |
| The key audit matter | How the matter was addressed in our audit |
| | <ul style="list-style-type: none"> • We checked the acquisitions to supporting documents including external valuations around the acquisition date to evaluate the managements’ assertions that the transactions were at arm’s length. • We evaluated the business rationale of the transactions. • We evaluated the rights and obligations per the terms and conditions of the agreements and assessed whether the transactions were recorded appropriately; and <p>We determined whether the directors have disclosed relationships and transactions in accordance with IAS 24.</p> |
| Contingent Liabilities | |
| See Note 38.00 to the financial statements | |
| The key audit matter | How the matter was addressed in our audit |
| <p>The Company is subject to several significant claims and litigations. The amounts of claims are significant and estimates of the amounts of provisions or contingent liabilities are subject to significant management judgment. These claims and regulatory matters are uncertain in timing of resolutions and amount or consequences.</p> <p>These claims and litigation matters were a key audit matter due to the amounts involved, potential consequences and the inherent difficulty in assessing the outcome. The assessment of whether or not a liability should be recognized involves judgment from management.</p> | <p>We obtained an understanding, evaluated the design and tested the operational effectiveness of the Company’s key controls over the legal provision and contingencies process.</p> <p>We enquired to those charged with governance to obtain their view on the status of the litigation.</p> <p>We enquired of the Company’s internal legal counsel for the litigation and inspected internal notes and reports.</p> <p>We assessed the methodologies on which the provision amounts are based, recalculated the provisions, and tested the completeness and accuracy of the underlying information.</p> <p>We also assessed the Company’s provisions and contingent liabilities disclosure.</p> |
| Contingent Liabilities | |
| The key audit matter | How the matter was addressed in our audit |
| <p>Our audit procedures have a focus on information technology systems and controls due to the pervasive nature and complexity of the IT environment, the large volume of transactions processed in numerous locations daily and the reliance on automated and IT dependent manual controls.</p> <p>Our areas of audit focus included user access management, developer access to the production environment and changes to the IT environment. These are key to ensuring IT dependent and application-based controls are operating effectively.</p> | <p>We tested the design and operating effectiveness of the Company’s IT access controls over the information systems that are critical to financial reporting. We tested IT general controls (Logical access, changes management and aspects of IT operational controls). This included testing that requests for access to systems were appropriately reviewed and authorized.</p> <p>We tested the Company’s periodic review of access rights. We inspected requests of changes to systems for appropriate approval and authorization. We considered the control environment relating to various interfaces, configuration and other application layer controls identified as key to our audit.</p> |

Independent Auditor's Report (continued)

*Shafiq Basak & Co.
Chartered Accountants*

Other Information

Balance Confirmation of Accounts Receivable & Sundry Creditors:

- a) A detailed list and contact information for the respective parties were not provide to us. Consequently, we were unable to circulate balance confirmation requests for direct verification of balances as of 30 June 2025.
- b) Due to the above limitation, we are unable to obtain sufficient appropriate audit evidence regarding the accuracy and completeness of the se balances and therefore cannot express an opinion on their correctness.

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

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

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

If, based on such work we perform, we conclude that there is a material misstatement of this other information, we are required to communicate the matter to those charged with governance.

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

Management is responsible for the preparation and fair presentation of the financial statements of the Company in accordance with IFRSs, The Companies Act 1994, The Securities and Exchange Rules 1987 and other applicable laws and regulations and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company 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 are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with International Standards on Auditing (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 internal controls of the Company.

Independent Auditor's Report (continued)

Shafiq Basak & Co.
Chartered Accountants

- 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.

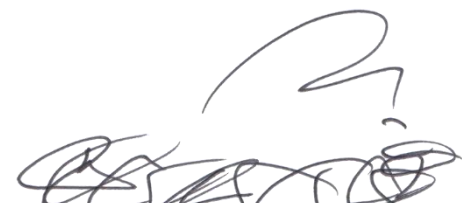
We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

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

Report on other Legal and Regulatory Requirements

In accordance with the Companies Act 1994, The Securities and Exchange Rules 1987 and relevant notifications issued by Bangladesh Securities and Exchange Commission, we also report that:

- a) We have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit and made due verification thereof.
- b) In our opinion, proper books of accounts as required by law have been kept by the Company in computerized excel sheet so far as it appeared from our examination of those records.
- c) The Company's Statement of Financial Position and Statement of Profit or Loss and Other Comprehensive Income dealt with by this report are in agreement with the books of accounts and.
- d) The expenditures incurred and payment made were for the purpose of the Company's business for the year.

A handwritten signature in black ink, appearing to read 'Sarwar Mahmood', written over a circular stamp or seal.

(Sarwar Mahmood FCA)

Partner

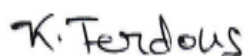
Shafiq Basak & Co.
Chartered Accountants
DVC: 2511090239AS143965

Place: Dhaka
Dated: 09 November 2025

AMBEE PHARMACEUTICALS PLC
Statement of Financial Position
As at 30th June 2025

| Particulars | Notes | Amount in Taka | |
|--|--------------|--------------------|--------------------|
| | | 30 June 2025 | 30 June 2024 |
| ASSETS | | | |
| Non-Current Assets | | 155,988,364 | 85,101,743 |
| Property, Plant & Equipment | 4.00 | 102,560,566 | 83,833,723 |
| Right-of-Use Asset (ROU) | 5.00 | 823,195 | 1,268,020 |
| Investment in Shares | 6.00 | 52,604,603 | - |
| Current Assets: | | 577,568,806 | 504,843,148 |
| Inventories | 7.00 | 210,799,122 | 221,913,784 |
| Short Term Investment (FDR) | 8.00 | 100,000,000 | - |
| Accounts Receivable | 9.00 | 194,837,808 | 180,645,492 |
| Advance Income Tax | 10.00 | 21,146,980 | 21,296,958 |
| Advances, Deposits and Pre-payments | 11.00 | 18,143,281 | 48,245,246 |
| Cash & Cash Equivalents | 12.00 | 32,641,615 | 32,741,668 |
| Total Assets | | 733,557,170 | 589,944,891 |
| EQUITY & LIABILITIES | | | |
| Shareholders' Equity | | 32,334,070 | 29,424,676 |
| Share Capital | 13.00 | 24,000,000 | 24,000,000 |
| Tax-Holiday Reserve | 14.00 | 5,134,154 | 5,134,154 |
| Retained Earnings | 15.00 | 3,199,916 | 290,522 |
| Non-Current Liabilities | | 4,051,248 | 4,757,595 |
| Deferred Tax Liability | 16.00 | 3,849,700 | 4,513,016 |
| Lease Finance (Non-Current Portion) | 17.01 | 201,548 | 244,579 |
| Current Liabilities and Provision | | 697,171,852 | 555,762,620 |
| Lease Finance (Current Portion) | 17.01 | 237,242 | 596,456 |
| Creditors for Goods & Others | 18.00 | 6,125,490 | 5,587,452 |
| Liabilities for Expenses | 19.00 | 7,543,004 | 7,111,693 |
| Liabilities for Other Finance | 20.00 | 661,122,119 | 499,182,072 |
| Provision for Income Tax | 21.00 | 18,406,533 | 25,163,893 |
| Workers Participation and Welfare Fund | 22.00 | 3,310,067 | 13,120,582 |
| Advance Received Against Export Sales | - | - | 4,624,955 |
| Unclaimed Dividend | 23.00 | 427,397 | 375,518 |
| Total Equity and Liabilities | | 733,557,170 | 589,944,891 |
| Net Asset Value (NAV) Per Share | 29.00 | 13.47 | 12.26 |

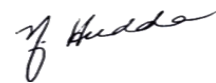
The accounting policies and other notes 1.00 to 40.00 & Schedule-A to B form an integral part of the Financial Statements. The Financial statements were authorized for issue by the Board of Directors on 30-10-2025 and signed on its behalf by:



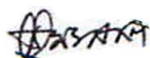
Kazi Tanzzina Ferdous
Managing Director & CEO



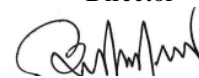
Sakina Miraly
Director



Nurjehan Hudda
Director




A.K.M. Khairul Aziz
Chief Financial Officer



Mohammad Amir Hossain
Company Secretary

Signed in terms of our separate report of even date annexed

Place: Dhaka
Date: 09 November 2025

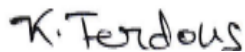


(Sarwar Mahmood FCA)
Partner
Shafiq Basak & Co.
Chartered Accountants
DVC: 2511090239AS143965

AMBEE PHARMACEUTICALS PLC
Statement of Profit or Loss and Other Comprehensive Income
For the year ended 30th June 2025

| Particulars | Notes | Amount in Taka | |
|--|--------------|----------------------|---------------------|
| | | 30 June 2025 | 30 June 2024 |
| Revenue (Net) | 24.00 | 230,551,023 | 219,303,514 |
| Cost of Goods Sold | 25.00 | (121,119,693) | (105,130,747) |
| Gross Profit | | 109,431,330 | 114,172,767 |
| Operating Expenses | | (101,357,216) | (99,790,596) |
| Administrative Expenses | 26.00 | (17,636,581) | (17,758,371) |
| Selling, Distribution & Marketing Expenses | 27.00 | (83,720,635) | (82,032,226) |
| Profit from Operations | | 8,074,114 | 14,382,169 |
| Financial Expenses | 28.00 | (390,568) | (1,926,848) |
| Profit before contribution to WPWF | | 7,683,546 | 12,455,322 |
| Contribution to WPWF | 22.00 | (384,177) | (622,766) |
| Profit before Tax | | 7,299,369 | 11,832,557 |
| Income Tax Expenses | | (1,989,975) | (2,149,070) |
| Income Tax Expenses- Current Year | 21.00 | (2,653,291) | (3,759,478) |
| Deferred Tax (Expenses)/ Income | 16.00 | 663,316 | 1,610,408 |
| Net Profit after Tax | | 5,309,394 | 9,683,487 |
| Earnings Per Share (EPS) Basic | 30.00 | 2.21 | 4.03 |

The accounting policies and other notes 1.00 to 40.00 & Schedule-A to B form an integral part of the Financial Statements. The Financial statements were authorized for issue by the Board of Directors on 30-10-2025 and signed on its behalf by:



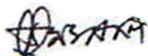
Kazi Tanzzina Ferdous
 Managing Director & CEO



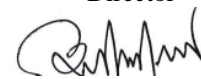
Sakina Miraly
 Director



Nurjehan Hudda
 Director



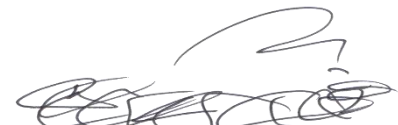
A.K.M. Khairul Aziz
 Chief Financial Officer



Mohammad Amir Hossain
 Company Secretary

Signed in terms of our separate report of even date annexed

Place: Dhaka
 Date: 09 November 2025



(Sarwar Mahmood FCA)
 Partner
 Shafiq Basak & Co.
 Chartered Accountants
 DVC: 2511090239AS143965

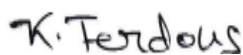
AMBEE PHARMACEUTICALS PLC
Statement of Changes in Equity
For the year ended 30th June, 2025

| Particulars | Amount in Taka | | | |
|--------------------------------------|-------------------|---------------------|-------------------|-------------------|
| | Share Capital | Tax Holiday Reserve | Retained Earnings | Total |
| Balance as on 01 July 2024 | 24,000,000 | 5,134,154 | 290,522 | 29,424,676 |
| Cash Dividend for the year 2023-2024 | - | - | (2,400,000) | (2,400,000) |
| Net Profit during the year after Tax | - | - | 5,309,394 | 5,309,394 |
| Balance as on 30 June 2025 | 24,000,000 | 5,134,154 | 3,199,916 | 32,334,070 |

For the year ended 30th June, 2024

| Particulars | Amount in Taka | | | |
|--------------------------------------|-------------------|---------------------|-------------------|-------------------|
| | Share Capital | Tax Holiday Reserve | Retained Earnings | Total |
| Balance as on 01 July 2023 | 24,000,000 | 5,134,154 | (5,792,964) | 23,341,190 |
| Cash Dividend for the year 2022-2023 | - | - | (3,600,000) | (3,600,000) |
| Net Profit for the year after Tax | - | - | 9,683,487 | 9,683,487 |
| Balance as on 30 June 2024 | 24,000,000 | 5,134,154 | 290,522 | 29,424,676 |

The accounting policies and other notes 1.00 to 40.00 & Schedule-A to B form an integral part of the Financial Statements. The Financial statements were authorized for issue by the Board of Directors on 30-10-2025 and signed on its behalf by:



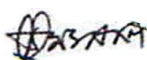
Kazi Tanzzina Ferdous
 Managing Director & CEO



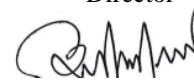
Sakina Miraly
 Director



Nurjehan Hudda
 Director




A.K.M. Khairul Aziz
 Chief Financial Officer



Mohammad Amir Hossain
 Company Secretary

Signed in terms of our separate report of even date annexed

Place: Dhaka
 Date: 09 November 2025

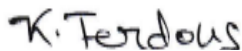


(Sarwar Mahmood FCA)
 Partner
 Shafiq Basak & Co.
 Chartered Accountants
 DVC: 2511090239AS143965

AMBEE PHARMACEUTICALS PLC
Statement of Cash Flows
For the year ended 30th June, 2025

| Particulars | Notes | Amount in Taka | |
|---|--------------|----------------------|---------------------|
| | | 30 June 2025 | 30 June 2024 |
| A) Cash Flows from Operating Activities: | | | |
| Cash Receipts from Customers & Others | 7.00 | 216,358,707 | 174,601,977 |
| Payments for Costs, Expenses & Others | | (188,732,373) | (224,108,062) |
| Cash Generated from Operating Activities | | 27,626,334 | (49,506,085) |
| Finance Expenses | | (390,568) | (1,926,848) |
| Income Tax Paid | | (5,501,195) | (14,490,261) |
| Net Cash Generated from Operating Activities | 32.00 | 21,734,571 | (65,923,194) |
| B) Cash Flows from Investing Activities: | | | |
| Purchase of Property, Plant & Equipment | | (23,794,746) | (2,201,280) |
| Short Term Investment (FDR) | | (100,000,000) | - |
| Investment in Share | | (52,604,603) | - |
| Net Cash (Used in)/Generated from Investing Activities | | (176,339,349) | (2,201,280) |
| C) Cash Flows from Financing Activities: | | | |
| Other Finance | | 161,940,047 | 81,819,882 |
| Short Term Borrowings | | - | (11,480,430) |
| Advance Received against Export Sales | | (4,624,955) | 4,624,955 |
| Lease Finance | | (402,245) | 714,636 |
| Dividend Paid | | (2,348,121) | (3,380,834) |
| Net Cash Used in Financing Activities | | 154,564,727 | 72,298,209 |
| D) Net Change in Cash and Cash Equivalents (A+B+C) | | (100,053) | 4,173,735 |
| E) Opening Cash and Cash Equivalents | | 32,741,668 | 28,567,933 |
| F) Closing Cash and Cash Equivalents (D+E) | 10.00 | 32,641,615 | 32,741,668 |
| Net Operating Cash Flow Per Share (NOCFPS) | 31.00 | 9.06 | (27.47) |

The accounting policies and other notes 1.00 to 40.00 & Schedule-A to B form an integral part of the Financial Statements. The Financial statements were authorized for issue by the Board of Directors on 30-10-2025 and signed on its behalf by:



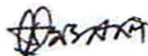
Kazi Tanzzina Ferdous
Managing Director & CEO



Sakina Miraly
Director



Nurjehan Hudda
Director




A.K.M. Khairul Aziz
Chief Financial Officer



Mohammad Amir Hossain
Company Secretary

Signed in terms of our separate report of even date annexed

Place: Dhaka
Date: 09 November 2025


(Sarwar Mahmood FCA)
 Partner
 Shafiq Basak & Co.
 Chartered Accountants
 DVC: 2511090239AS143965

AMBEE PHARMACEUTICALS PLC

Notes to the Financial Statements

For the year ended 30th June, 2025

1.00 Background and Introduction:

1.01 Incorporation and Legal Status

The Ambee Pharmaceuticals PLC. was incorporated in Bangladesh as a public company on 4th February, 1976 vide Certificate of Incorporation No. C-4714/132 of 1975-1976. It commenced commercial operation in 1978 and went for public issue of shares in 1986. The shares of the Company are listed in the Dhaka and Chittagong Stock Exchanges of Bangladesh.

The registered office and the manufacturing plant of the company is located at 184/1, Tejgaon I/A, Dhaka-1208, Bangladesh.

1.02 Nature of Business

The nature of business of the company is to manufacture, buy, sell, export, or otherwise deal in all kinds of drugs, medicines, Pharmaceuticals, chemicals, medical or any other preparations and to refine, manipulate or treat all such substances used in pharmaceutical industry and to do all such acts necessary in connection with any business or chemists, druggists, chemical and medicine manufacturers, pharmacists etc.

2.00 Basis of Preparation of Financial Statements:

2.01 Basis of Measurement:

The financial statements have been prepared on the Historical Cost Convention. The financial statements therefore, do not take into consideration the effect of inflation.

2.02 Statement of Compliance:

The Financial statements have been prepared in compliance with disclosures and presentational requirement of:

- Bangladesh Securities and Exchange Rules, 2020
- The Income Tax Act, 2023 with subsequent amendments;
- The Value Added Tax Act, 2012 with subsequent amendments
- The Value Added Tax Rules, 2012 with subsequent amendments;
- The Labor Act, 2006 with subsequent amendments in 2013
- The Labor Law Rules 2015; and
- Others as applicable

2.03 Compliance with International Financial Reporting Standards:

| IAS | Title | Remarks |
|------------|--|----------------|
| IAS 1 | Presentation of Financial Statements | Complied |
| IAS 2 | Inventory | Complied |
| IAS 7 | Statement of Cash Flows | Complied |
| IAS 8 | Accounting Policies, Changes in Accounting Estimates and Errors | Complied |
| IAS 10 | Events after the Reporting Period | Complied |
| IAS 12 | Income Taxes | Complied |
| IAS 16 | Property, Plant and Equipment | Complied |
| IAS 17 | Leases | Complied |
| IAS 19 | Employee Benefits | Complied |
| IAS 20 | Accounting for Government Grants and Disclosure of Government Assistance | N/A |
| IAS 21 | The Effects of Changes in Foreign Exchange Rates | N/A |
| IAS 23 | Borrowing Costs | Complied |
| IAS 24 | Related Party Disclosures | Complied |
| IAS 26 | Accounting and Reporting by Retirement Benefit Plans | N/A |
| IAS 27 | Separate Financial Statements | N/A |
| IAS 28 | Investments in Associates and Joint Ventures | N/A |
| IAS 31 | Interests in Joint Ventures | N/A |
| IAS 32 | Financial Instruments: Presentation | Complied |
| IAS 33 | Earnings per Share | Complied |
| IAS 34 | Interim Financial Reporting | Complied |
| IAS 36 | Impairment of Assets | Complied |
| IAS 37 | Provisions, Contingent Liabilities and Contingent Assets | Complied |

| IAS | Title | Remarks |
|---------|--|----------|
| IAS 38 | Intangible Assets | Complied |
| IAS 39 | Financial Instruments: Recognition and Measurement | Complied |
| IAS 40 | Investment Property | N/A |
| IAS 41 | Agriculture | N/A |
| IFRS 1 | First Time Adoption | N/A |
| IFRS 2 | Share Based Payment | N/A |
| IFRS 3 | Business Combinations | N/A |
| IFRS 4 | Insurance Contracts | N/A |
| IFRS 5 | Non-Current Assets Held for Sale and Discontinued Operations | N/A |
| IFRS 6 | Exploration for and Evaluation of Mineral Resources | N/A |
| IFRS 7 | Financial Instruments: Disclosures | Complied |
| IFRS 8 | Operating Segments | N/A |
| IFRS 10 | Consolidated Financial Statements | N/A |
| IFRS 11 | Joint Arrangements | N/A |
| IFRS 12 | Disclosure of Interest in Other Entities | Complied |
| IFRS 13 | Fair Value Measurement | Complied |
| IFRS 14 | Regulatory Deferral Accounts | N/A |
| IFRS 15 | Revenue from contracts with customers | Complied |
| IFRS 16 | Leases | Complied |

2.03 Reporting Period

The financial statements cover the period of 12 months from July 01, 2024 to June 30, 2025.

2.04 Functional and Presentation Currency

The financial statements are prepared and presented in Bangladesh Currency (Taka), which is the Company's functional currency. Figures have been rounded off to the nearest Taka except where indicated otherwise.

2.05 Comparative Information:

Comparative information has been disclosed for all numerical information in the financial statements and also the narrative and descriptive information where it is relevant for understanding of the current period's financial statements.

Comparative information has been rearranged, wherever considered necessary, to ensure better presentation and comparability with the current year.

2.06 Use of Estimates and Judgements:

The preparation of financial statements in conformity with International Financial Reporting Standards (IFRSs) including International Accounting Standards (IASs) 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, and for contingent assets and liabilities that require disclosure, during and at the date of the financial statements.

Actual results may differ from these estimates. Estimates and underlying assumptions are reviewed on an ongoing basis. Any revision of accounting estimates is recognized in the period in which the estimate is revised and in any future periods affected.

In particular, the key areas of estimation, uncertainty and critical judgments in applying accounting policies that have the most significant effect on the amounts recognized in the financial statements include depreciation, inventory valuation, current and deferred taxes, accrued expenses and other payables.

3.00 Significant Accounting Policies

The Company has consistently applied the following accounting policies to all periods presented in these financial statements.

3.01 Property, Plant and Equipment

3.1.1 Recognition and Measurement

Items of Property, Plant and Equipment excluding land are measured at cost less accumulated depreciation in compliance with the requirements of IAS 16: "Property, Plant and Equipment".

The cost of acquisition of an asset comprises of its purchase price and directly attributable cost of bringing the asset to its working condition for its intended use inclusive of inward freight, duties and non-refundable taxes.

3.1.2 Maintenance Activities

The Company incurs maintenance costs for all its major items of Property, Plant and Equipment. Repair and maintenance costs are charged as expenses when incurred. In the situation where it can be clearly demonstrated that the expenditure has resulted in an increase in the future economic benefit expected to be obtained from the use of the fixed assets, the expenditure is capitalized as an additional cost of the assets.

3.1.3 Depreciation

- a) Land is held on freehold basis and is not depreciated considering the infinite life.
b) In respect of all other PPE, depreciation is charged using Reducing Balance Method.
c) Full month depreciation is charged on assets from when the assets are available for use, while no depreciation is charged in the month of disposal.
d) The Company reviews the non-current assets' useful life every year and there is no change in the estimated useful life.

The depreciation rate for the current and the previous years are as follows:

| Particulars | Rate of Depreciation | |
|-------------------------|----------------------|--------------|
| | 30 June 2025 | 30 June 2024 |
| Factory Building | 10% | 10% |
| Plant & Machinery | 20% | 20% |
| Deep Tube Well | 10% | 10% |
| Diesel Generating Set | 15% | 15% |
| Loose Tools | 10% | 10% |
| Laboratory Equipment | 10% | 10% |
| Electrical Installation | 10% | 10% |
| Laboratory Glassware | 10% | 10% |
| Production Equipment | 10% | 10% |
| Transport and Vehicles | 20% | 20% |
| Motor Cycle | 20% | 20% |
| Furniture and Fixtures | 10% | 10% |
| Office Equipment | 10% | 10% |
| Office By-Cycles | 20% | 20% |
| Books | 10% | 10% |

3.1.4 Retirements and Disposals:

On disposal of PPE, the cost and accumulated depreciation are eliminated and gain or loss on such disposal is reflected in the Statement of Profit or Loss and Other Comprehensive Income, which is determined with reference to the net book value of the assets and net sale proceeds or realized amount.

3.1.5 Impairment

The Company assesses at each reporting date whether there is any indication that an asset may be impaired. If any such indication exists, the Company estimates the recoverable amount of the asset and impairment loss is recognized in the statement of profit or loss and other comprehensive income. There is no impairment loss during the year under review.

3.1.6 Capital Work-in-Progress:

The non-current assets which are not ready for use at the year end, are shown as capital work-in-progress and subsequently those assets would have to be transferred to property, plant and equipment when all the necessary works are completed.

3.02 Right of Use Asset (ROU):

All leasing arrangements except those having less than 12 months of useful life and underlying asset values of less than Taka 425,000 when new, have been capitalized as "right-of-use" asset with a corresponding financial liability on the financial position.

Leased assets are capitalized from the start date of the lease agreement at the present value of the future lease payments, based on the rate of interest entered in the asset master data. Low value (<Taka 425,000) and short-term leases (<12months) have been excluded from the recognition requirements and charged to statement of profit or loss as rental costs. Lease reassessment and lease modification to increase/decrease the value of an asset depending on a change in scope of lease agreement can be made if necessary.

The asset is written off on a straight-line basis over the tenure of the lease agreements. Hence, the useful life of any lease assets depends on the periods the assets can be used. The useful life of such assets are dependent on individual agreement and can vary from one agreement to another.

3.03 Borrowing Cost:

Borrowing costs are recognized as expenses in the period in which they are incurred unless capitalization of such is allowed under IAS 23: "Borrowing Costs".

3.04 Accounts Receivable and Others:

Accounts receivable are initially recognized at invoice amounts which is the fair value of the consideration given in return.

Provisions for doubtful debts are made where there is evidence of a risk of non-payment, taking into account aging, previous experience as well as general economic conditions and ultimately the prospects of realizability.

3.05 Inventories:

Inventories are carried at the lower of cost and net realizable value as prescribed by IAS 2: "Inventories". Cost is determined on a weighted average cost basis. Net realizable value of the finished goods is determined at selling price in the ordinary course of business less costs to sell, while raw and packing materials as well as accessories and components are valued at cost including expenses incurred for acquiring the inventories.

3.06 Provisions:

A provision is recognized in the financial statements when the Company has a legal or constructive obligation as a result of a past event, it is probable that an outflow of economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. Provision is ordinarily measured at the best estimate of the amount to be required to settle the present obligation at the date of statement of financial position.

3.07 Employee Benefits:

The Company operates a defined contributory provident fund and Workers' Participation and Welfare Fund for its eligible permanent employees. The eligibility is determined according to the terms and conditions set forth in respective deeds. The details of employee benefits are as under:

a) Provident Fund (Defined Contribution Plan):

The Company has a recognized provident fund scheme (Defined Contribution Plan) for employees of the Company eligible to be members of the fund in accordance with the rules of the provident fund constituted under an irrevocable Trust. All permanent employees contribute a certain percentage of their basic salary to the provident fund and the Company also makes equal contribution.

The Company recognizes contribution to defined contribution plan as an expense when an employee has rendered services against such contribution. The legal and constructive obligation is limited to the amount it agrees to contribute to the fund.

b) Contribution to Workers' Participation and Welfare Fund:

This represents 5% of net profit before tax contributed by the Company as per provisions of the Labour Act, 2006 with subsequent amendments and is transferred to Ambee Pharmaceuticals Limited Workers' Participation and Welfare Fund. The trustee of the fund manages the distribution of the WPWF according to the guidelines of the Labour Act, 2006 with subsequent amendments

3.08 Revenue Recognition:

The Company recognizes as revenue the amount that reflects the consideration to which the Company expects to be entitled to receive in exchange for goods or services when (or as) it transfers control to the customer. To achieve that core principle, this standard (IFRS 15) establishes a five-step model as follows:

- Identify the contract with a customer;
- Identify the performance obligations in the contract;
- Determine the transaction price;
- Allocate the transaction price to the performance obligations in the contract; and
- Recognize revenue when (or as) the entity satisfies a performance obligation.

Considering the five steps model, the Company recognizes revenue when (or as) the Company satisfies a performance obligation by transferring a promised goods to a customer. Goods are considered as transfer when (or as) the customer obtains control of that goods. Revenue from sale of goods is measured at the fair value of the consideration received or receivable net off returns and allowances, trade discounts, rebates and Value Added Tax (VAT).

3.09 Leases:

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

Company as a Lessee

The Company applies a single recognition and measurement approach for all leases, except for short-term leases and leases of low-value assets. The Company recognizes lease liabilities to make lease payments and right-of-use assets representing the right to use the underlying assets.

i) Right of Use Assets (ROU)

The Company recognizes right-of-use assets at the commencement date of the lease (i.e., the date the underlying asset is available for use). Right-of-use assets are measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any measurement of lease liabilities. The cost of right-of-use assets includes the amount of lease liabilities recognized and lease payments made at or before the commencement date.

ii) Lease Liabilities

At the commencement date of the lease, the Company recognizes lease liabilities measured at the present value of lease payments to be made over the lease term. In calculating the present value of lease payments, the Company uses its incremental borrowing rate at the lease commencement date because the interest rate implicit in the lease is not readily determinable. After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made. In addition, the carrying amount of lease liabilities is remeasured if there is a modification, a change in the lease term, a change in the lease payments or a change in the assessment of an option to purchase the underlying asset.

iii) Short-Term Leases and Leases of Low-Value Assets

The Company does not apply the recognition and measurement requirements of IFRS 16 to short-term leases (leases of less than 12 months maximum duration). It also does not apply the recognition and measurement requirements of IFRS 16 to leases for which the underlying assets are low value (i.e., less than Taka 425,000 when new). Lease payments on short-term leases and leases of low-value assets are recognized as expense on a straight-line basis over the lease term.

3.10 Income Tax Expense:**(a) Current Tax**

Income tax expense for current year is recognized on the basis of Company's computation based on the best estimated assessable profit for the year at the applicable tax rate pursuant to provisions of Income Tax Act, 2023. The tax rates for the period are applied based on the enacted tax rates in the relevant Finance Acts.

(b) Deferred Tax

Deferred tax is provided on temporary differences arising between the tax base of assets and liabilities and their carrying amounts in the financial statements in accordance with the provisions of IAS 12: "Income Taxes". Current ruling tax rate is used in the determination of deferred tax.

(c) Provision for Income Tax & Assessment Position:

The assessment of the company has been completed up to the assessment year 2023-2024 (Accounting year 30-06-2023). Except assessment years 2005-2006, 2010-2011, 2011-2012, 2012-2013 and 2014-2015. The provision for Income tax and Advance Income Tax for these assessment years has been shown in note 18.00 and note 07.00 separately.

3.11 Earnings Per Share (EPS):

This has been calculated in compliance with the requirements of IAS 33: "Earnings per share". Earnings per share equals the basic earnings divided by the weighted average number of ordinary shares outstanding during the period.

3.12 Foreign Currency Transactions:

Foreign currency transactions are recorded at the applicable rates of exchange ruling at the transaction date.

The monetary assets and liabilities, denominated in foreign currencies at the financial position date are translated at the applicable rates of exchange ruling at that date. Exchange differences are treated as revenue/expense in compliance with the provisions of IAS 21: "The Effects of Changes in Foreign Exchange Rates".

3.13 Statement of Cash Flows:

The statement of cash flows has been prepared in accordance with the requirements of IAS 7: "Statement of Cash Flows". The cash generated from operating activities has been reported using the direct method as prescribed by the Securities and Exchange Rules, 2020 and following the benchmark treatment of IAS 7, whereby major classes of gross cash receipts and gross cash payments from operating activities are disclosed.

In accordance with the gazette notification dated 08 August 2018 from Bangladesh Securities and Exchange Commission, an additional disclosure on reconciliation of net cash flows from operating activities making adjustments for non-cash items, non-operating and net changes in operating accruals has been provided in note 32.00.

| Notes Sl. No. | Particulars | Note Ref. No. | Amount in Taka | |
|------------------|---|---------------|--------------------|--------------------|
| | | | 30 June 2025 | 30 June 2024 |
| 4.00 | Property Plant & Equipment: | | | |
| | (A) Cost | | 255,965,473 | 232,170,727 |
| | Opening Balance | | 232,170,727 | 229,969,447 |
| | Addition during the year | | 23,794,746 | 2,201,280 |
| | Adjustment during the year | | - | - |
| | (B) Accumulated Depreciation | | 153,404,907 | 148,337,004 |
| | Opening Balance | | 148,337,004 | 142,493,912 |
| | Addition during the year | | 5,067,903 | 5,843,092 |
| | Adjustment during the year | | - | - |
| | Written Down Value(A-B) | | 102,560,566 | 83,833,723 |
| | Details of Property Plant & Equipment are shown in Schedule-A | | | |
| 5.00 | Right of Use Asset (ROU), Net: | | | |
| | Opening Balance | | 1,268,020 | 137,342 |
| | Addition during the year | | - | 1,334,475 |
| | | | 1,268,020 | 1,471,817 |
| | Depreciation charged during the year | 26.00 | (444,825) | (203,797) |
| | Closing Balance | | 823,195 | 1,268,020 |
| 6.00 | Investment in Share | | | |
| | Bengal Meat Processing Industries Ltd | | 52,604,603 | - |
| | | | 52,604,603 | - |
| | During the year, the Company acquired 5,260,460 ordinary shares of Bengal Meat Processing Industries Ltd. at a total cost of Tk. 52,604,603. Ownership of the shares has been duly transferred to the Company. The investment has been recognized at cost, in accordance with the requirements of IFRS 9 – Financial Instruments, as the shares are unquoted equity instruments for which no active market exists to determine a reliable fair value. Accordingly, the investment is carried at cost less impairment, if any, as at the reporting date. | | | |
| 7.00 | Inventories | | | |
| | Raw materials | | 52,913,643 | 34,287,452 |
| | Packing materials | | 31,723,240 | 31,025,478 |
| | Promotional materials | | 548,710 | 425,874 |
| | Work-in-process | | 7,703,550 | 18,754,257 |
| | Finished goods | | 117,909,979 | 133,534,859 |
| | Materials-in-transit | | - | 3,885,864 |
| | Closing Balance | | 210,799,122 | 21,913,784 |
| 8.00 | Short Term Investment (FDR): | | | |
| | Mutual Trust Bank Ltd, A/c. No: 1306011168567 | | 50,000,000 | - |
| | Dutch Bangla Bank PLC., A/c. No. | | 50,000,000 | - |
| | | | 100,000,000 | - |
| 9.00 | Accounts Receivables: | | | |
| | Opening Balance | | 180,645,492 | 135,943,955 |
| | Addition during the year | 24.00 | 230,551,023 | 219,303,514 |
| | | | 411,196,515 | 355,247,469 |
| | Received during the year | | (216,358,707) | (174,601,977) |
| | Closing Balance | | 194,837,808 | 180,645,492 |
| | Details of Accounts Receivable are given below: | | | |
| | Above Six Months | | 98,098,349 | 96,587,452 |
| | Below Six Months | | 96,739,459 | 84,058,040 |
| | | | 194,837,808 | 180,645,492 |
| | Accounts receivable is considered good in terms of security and previous collection history. Party wise balance of receivables are not available. | | | |

| Notes Sl. No. | Particulars | Note Ref. No. | Amount in Taka | |
|------------------|---|---------------|-------------------|-------------------|
| | | | 30 June 2025 | 30 June 2024 |
| 10.00 | <u>Advance Income Tax:</u> | | | |
| | Opening Balance | | 21,296,958 | 19,578,293 |
| | Addition during the year | | 3,609,500 | 4,354,463 |
| | | | 24,906,458 | 23,932,756 |
| | | | (3,759,478) | (2,635,798) |
| | | | 21,146,980 | 21,296,958 |
| 11.00 | <u>Advances, Deposits and Prepayments</u> | | | |
| | i) Advances | | 18,097,566 | 45,949,457 |
| | Advances to Staff (Salary & Travelling) | | 3,884,521 | 3,658,741 |
| | Advance Rent | | 180,000 | 180,000 |
| | Against Purchases and Expenses | | 13,935,059 | 31,238,640 |
| | Bengal Steel Works Limited | | - | 10,774,090 |
| | Ambee Films Limited | | 97,986 | 97,986 |
| | ii) Deposits | | 20,715 | 2,270,789 |
| | L/C Margin | | - | 2,250,074 |
| | Guarantee Margin | | 20,715 | 20,715 |
| | iii) Prepayments | | 25,000 | 25,000 |
| | WASA | | 25,000 | 25,000 |
| | Total (i to iii) | | 18,143,281 | 48,245,246 |
| 12.00 | <u>Cash and Cash Equivalents:</u> | | | |
| | Cash in Hand | 12.01 | 30,003,633 | 31,169,675 |
| | Cash at Bank | 12.02 | 57,415 | 57,415 |
| | In-Operative Accounts | 12.03 | 2,580,567 | 1,514,578 |
| | | | 32,641,615 | 32,741,668 |
| 12.01 | <u>Cash in Hand:</u> | | | |
| | Head Office | | 17,806 | 40,272 |
| | Factory | | 11,892 | 42,957 |
| | DASC | | 33,679 | 109,156 |
| | DBSC | | 2,458,741 | 2,363,123 |
| | MNSC | | 3,158,720 | 3,165,777 |
| | BGSC | | 3,069,852 | 3,282,221 |
| | RJSC | | 3,144,571 | 3,090,180 |
| | RNSC | | 3,025,604 | 3,268,671 |
| | BLSC | | 3,060,210 | 3,267,815 |
| | KLSC | | 2,987,524 | 3,178,354 |
| | CMSC | | 3,222,050 | 3,181,027 |
| | CGSC | | 2,767,963 | 3,043,657 |
| | SLSC | | 3,045,021 | 3,136,465 |
| | | | 30,003,633 | 31,169,675 |
| | The above balances are certified by a cash custody certificate. | | | |
| 12.02 | <u>In-Operative Accounts:</u> | | | |
| | Agrani Bank Ltd. Press Br. Club Acc-892-4 | | 321 | 321 |
| | Agrani Bank Ltd. Chatterwari Road Br. Acc-1840 | | 397 | 397 |
| | Agrani Bank Ltd. Cumilla Br. CA Acc-52982 | | 99 | 99 |
| | Habib Bank Ltd. Dhaka. Acc-5133-72 | | 6 | 6 |
| | Sonali Bank Custom House Br. CD-A-3 | | 25,327 | 25,327 |
| | Arab Bangladesh bank Ltd. Acc-1962 | | 29,349 | 29,349 |
| | First Security Bank Ltd. Dhaka. Acc-1100724-9 | | 100 | 100 |
| | Agrani Bank, Battala Br. Barisal. Acc-33002491 | | 816 | 816 |
| | Agrani Bank Ltd. Central Road br. Rangpur. C/A Acc-4752 | | 1,000 | 1,000 |
| | | | 57,415 | 57,415 |

| Notes Sl. No. | Particulars | Note Ref. No. | Amount in Taka | |
|------------------|--|---------------|------------------|------------------|
| | | | 30 June 2025 | 30 June 2024 |
| 12.03 | Cash at Bank | | | |
| | Eastern Bank Ltd., Gulshan Branch Dhaka, A/C # 104-107-0000-139 | | 28,842 | 29,532 |
| | Eastern Bank Ltd., Gulshan Branch Dhaka, A/C # 104-107-0004854 | | 3,059 | 3,749 |
| | Sonali Bank Ltd., Gulshan Branch Dhaka, A/C # 33004754 | | 211,431 | 212,237 |
| | Sonali Bank Ltd., Gulshan New North Circle Branch, A/C # 011633002105 | | 13,070 | 4,582 |
| | Agrani Bank Ltd, Amin Court Branch, CD A/C # 0004263 | | 56,075 | 56,880 |
| | Agrani Bank Ltd, Amin Court Branch, Dividend A/C # 0001724 | | 1,258,819 | 700,710 |
| | United Commercial Bank Ltd., CD A/C # 0951101000002665 (Dormant) | | 233,779 | 234,619 |
| | United Commercial Bank Ltd., Tejgaon Branch, CD A/C # 1041101000000972 | | 704,415 | 206,235 |
| | Dutch-Bangla Bank Ltd., A/c. No. 2271100018251 | | 2,592 | 2,710 |
| | Dutch-Bangla Bank Ltd., A/c. No. 2271100018272 | | 2,715 | 2,575 |
| | Dutch-Bangla Bank Ltd., A/c. No. 2271100018267 | | 2,803 | 2,218 |
| | Dutch-Bangla Bank Ltd., A/c. No. 2271100020748 | | 2,770 | - |
| | Dutch-Bangla Bank Ltd., A/c. No. 2271100106537 | | 2,701 | - |
| | Padma Bank Ltd., A/c. No. 0060111000147 | | 57,496 | 58,531 |
| | | | 2,580,567 | 1,514,578 |

Above balances have been confirmed with the respective bank statements & certificates.

| | | | | |
|--------------|--|--|--------------------|--------------------|
| 13.00 | Share Capital | | | |
| | a) Authorized | | | |
| | 30,000,000 Ordinary Shares of Taka 10 each | | 300,000,000 | 300,000,000 |
| | b) By Cash Issued Subscribed and Paid-Up Capital | | | |
| | i) 1,821,008 Ordinary Shares of Tk. 10 each fully Paid Up in cash. | | 18,210,080 | 18,210,080 |
| | ii) Other than Cash | | | |
| | 178,992 Ordinary Shares of Tk. 10 each paid-up in full for consideration other than cash | | 1,789,920 | 1,789,920 |
| | c) By issue of Bonus Share | | | |
| | 400,000 Bonus Shares of Tk.10 each Issued for the year 2013 | | 4,000,000 | 4,000,000 |
| | | | 24,000,000 | 24,000,000 |

13.01 Composition of Shareholdings

| Particulars | 30 June 2025 | | 30 June 2024 | |
|----------------------------------|------------------|---------------|------------------|---------------|
| | No. of Shares | % | No. of Shares | % |
| Sponsors, Directors & Associates | 1,639,269 | 68.30 | 1,639,269 | 68.30 |
| ICB & Institutions | 207,792 | 8.66 | 130,372 | 5.43 |
| Foreign Investors | 214,790 | 8.95 | 214,790 | 8.95 |
| General Public | 338,149 | 14.09 | 415,569 | 17.32 |
| | 2,400,000 | 100.00 | 2,400,000 | 100.00 |

13.02 The distribution schedule showing the number of shareholders' and their shareholdings in Percentage has been disclosed as a requirement of the "Listing Regulation" of Dhaka and Chittagong Stock Exchanges as on 30th June, 2025.

| Range of Holdings | No. of Shareholders | No. of Shares | Holdings (%) |
|-----------------------------|---------------------|------------------|---------------|
| 01 to 500 shares | 1,696 | 113,201 | 4.72 |
| 501 to 5,000 shares | 77 | 100,030 | 4.17 |
| 5,001 to 10,000 shares | 7 | 50,733 | 2.11 |
| 10,001 to 20,000 shares | 2 | 22,400 | 0.93 |
| 40,001 to 50,000 shares | 4 | 192,120 | 8.01 |
| 50,001 to 100,000 shares | 3 | 259,577 | 10.82 |
| 100,001 to 1,000,000 shares | 1 | 214,790 | 8.95 |
| Over 1,000,000 shares | 1 | 1,447,149 | 60.30 |
| | 1,791 | 2,400,000 | 100.00 |

13.03 The share is listed in the Dhaka and Chittagong Stock Exchange On 30.06.2025 each share was quoted at Tk 816.50/- in the Dhaka Stock Exchange Ltd. and Tk 800.00 the Chittagong Stock Exchange Ltd.

14.00 Tax Holiday Reserve: **5,134,154** **5,134,154**

This was created out of profit during Tax-Holiday period to invest in the same undertaking or in any new industrial undertaking or in stocks and shares of a public company or in government bonds or securities or for other purposes as specified in this respect as one of the conditions of granting Tax Holiday. But no such investment has been made.

| Notes Sl. No. | Particulars | Note Ref. No. | Amount in Taka | |
|------------------|---|-------------------|-------------------|-------------------|
| | | | 30 June 2025 | 30 June 2024 |
| 15.00 | <u>Retained Earnings</u> | | | |
| | Opening Balance | | 290,523 | (5,792,964) |
| | Addition during the year | | 5,309,394 | 9,683,487 |
| | | | 5,599,917 | 3,890,523 |
| | Dividend Paid during the year (2023-2024) | | (2,400,000) | (3,600,000) |
| | | | 3,199,917 | 290,523 |
| 16.00 | <u>Deferred Tax Liabilities:</u> | | | |
| | Carrying value of depreciable PPE-As per Accounts | Schedule-A | 52,311,025 | 33,584,182 |
| | Tax Base Value | Schedule-B | (35,585,652) | (13,953,316) |
| | | | 16,725,373 | 19,630,866 |
| | Temporary difference for IFRS 16: Lease | | 384,405 | 426,985 |
| | Tax Base Value | | - | - |
| | | | 384,405 | 426,985 |
| | Net taxable temporary difference- Liabilities | | 17,109,779 | 20,057,851 |
| | Tax Rate | | 22.50% | 22.50% |
| | Deferred Tax Liability- Closing | | 3,849,700 | 4,513,016 |
| | Deferred Tax Liability- Opening | | 4,513,016 | 6,123,425 |
| | Deferred Tax (Expenses)/Income for the year | | 663,316 | 1,610,408 |
| 16.01 | The temporary difference figure has been computed by deducting ROU Assets from Lease liabilities and multiply by 22.5% tax rate thereon in order to calculate deferred tax (assets)/liability value. | | | |
| 17.00 | <u>Lease Finance:</u> | | | |
| | Loan From Lease Finance | | - | - |
| | Current Portion of long-term loan being payable within one year | | - | - |
| | | | - | - |
| 17.01 | <u>Leases:</u> | | | |
| | Opening Balance as at 1st July, 2024 | | 841,035 | 126,399 |
| | Addition during the year | | - | 1,154,475 |
| | Interest Accrued during the year | | 88,795 | 140,223 |
| | | | 929,830 | 1,421,097 |
| | Payments during the year | | (491,040) | (580,062) |
| | Closing Balance | | 438,790 | 841,035 |
| | Lease Liabilities Recognized in Statement of Financial Position | | | |
| | Lease Liability - Net off Current Maturity | | 201,548 | 244,579 |
| | Lease Liability - Current Maturity | | 237,242 | 596,456 |
| | | | 438,790 | 841,035 |
| 18.00 | <u>Creditors for Goods & Others:</u> | | | |
| | This represents amounts due to various suppliers of raw, packing and stores materials, the ageing of which liability is as follows: | | | |
| | Above six months | | - | - |
| | Below six months | | 6,125,490 | 5,587,452 |
| | | | 6,125,490 | 5,587,452 |
| 19.00 | <u>Liabilities for Expenses:</u> | | | |
| | This represents provision for various expenses (e.g., remuneration and allowances, salaries and wages, utilities bill etc.), which have fallen due as on 30th June, 2025, ageing of which liability is as follows | | | |
| | Above six months | | - | - |
| | Below six months | | 7,543,004 | 7,111,693 |
| | | | 7,543,004 | 7,111,693 |
| | <u>Details of above balance are given below:</u> | | | |

| Notes Sl. No. | Particulars | Note Ref. No. | Amount in Taka | |
|---|---|-------------------------------|--------------------|--------------------|
| | | | 30 June 2025 | 30 June 2024 |
| | Salary, wages & Allowance | | 4,728,426 | 5,450,381 |
| | Electricity, Gas & Water | | 725,487 | 681,615 |
| | Audit Fees | | 402,500 | 402,500 |
| | Telephone & Internet Bill | | 87,541 | 74,601 |
| | TA/DA/Other | | 549,403 | 502,596 |
| | TDS Payable | | 1,049,647 | - |
| | | | 7,543,004 | 7,111,693 |
| 20.00 | <u>Liabilities for other Finance:</u> | | | |
| | Employees Income Tax | | 701,137 | 701,137 |
| | Provident Fund Payable | | 1,916,358 | 1,916,358 |
| | Mr. Aziz Mohammad Bhai | | 193,093,891 | 190,093,891 |
| | Mrs. Kazi Tanzina Ferdous | | - | 1,000,000 |
| | Ambee Limited | | 308,148,651 | 282,469,031 |
| | Bengal Steel Works Ltd | | 137,260,427 | - |
| | Others Payable | 20.01 | 20,001,655 | 20,001,655 |
| | | | 661,122,119 | 499,182,072 |
| 20.01 | Out of the total balance of Tk. 661,122,119, an amount of Tk. 193,093,891 is payable to Aziz Mohammad Bhai, Chairman of the Company, as disclosed in Note # 33.00 'Related Party Transactions.' Additionally, an amount of Tk. 20,001,665 as interest payable under 'Others Payable' has been carried forward from previous years which may not be payable. Amount payable to Ambee Limited represents temporary interest free loan which is supported by a certificate from Ambee Limited. | | | |
| 21.00 | <u>Provision for Income Tax:</u> | | | |
| | Opening Balance | | 25,163,893 | 31,540,212 |
| | Provision for the year | 21.01 | 2,653,291 | 3,759,478 |
| | Adjustment during the year | | 27,817,184 | 35,299,690 |
| | | | (9,410,651) | (10,135,798) |
| | Closing Balance | | 18,406,533 | 25,163,893 |
| 21.01 | <u>Current Year's Tax Provision</u> | | | |
| | Profit before tax for the Year | | 7,299,369 | 11,832,556 |
| | Business Income | | | |
| | Provision for Inadmissible Items and Possible Add-backs | | 1,587,542 | 1,458,586 |
| | Accounting Depreciation | | 5,067,903 | 5,843,092 |
| | Tax Base Depreciation | | (2,162,410) | (2,425,442) |
| | Taxable Income | | 11,792,404 | 16,708,792 |
| | Total Tax Expense | | - | - |
| | Tax on Business Income 22.5% | | 2,653,291 | 3,759,478 |
| Year wise Tax Provision are given below | | | | |
| | <u>Assessment years</u> | <u>Accounting Year</u> | | |
| | 2004-2005 | 30-06-2004 | - | 1,651,173 |
| | 2005-2006 | 30-06-2005 | 4,722,496 | 8,722,496 |
| | 2010-2011 | 30-06-2010 | 2,302,815 | 2,302,815 |
| | 2011-2012 | 30-06-2011 | 2,637,588 | 2,637,588 |
| | 2012-2013 | 30-06-2012 | 2,228,549 | 2,228,549 |
| | 2014-2015 | 30-06-2014 | 3,861,794 | 3,861,794 |
| | 2024-2025 | 30-06-2024 | - | 3,759,478 |
| | 2025-2026 | 30-06-2025 | 2,653,291 | - |
| | | | 18,406,533 | 25,163,893 |

| Notes Sl. No. | Particulars | Note Ref. No. | Amount in Taka | |
|------------------|---|---------------------|--------------------|--------------------|
| | | | 30 June 2025 | 30 June 2024 |
| 22.00 | <u>Workers Profit Participation Fund (WPPF)</u> | | | |
| | Opening Balance | | 13,120,582 | 11,713,039 |
| | Provision during the year | | 384,177 | 622,766 |
| | Interest during the year @ 11.5% | 28.00 | 301,773 | 1,347,000 |
| | | | 13,806,533 | 13,682,805 |
| | Paid during the year | | (10,496,466) | (562,223) |
| | Closing Balance | | 3,310,067 | 13,120,582 |
| 23.00 | <u>Unclaimed Dividend</u> | | | |
| | The following figures represent the dividends for which the warrants are either lying with the shareholders and have not been presented as yet by them to the bank for encashment or have been returned to the company undelivered due to change of address of those shareholders and their new address have not yet been communicated to the company. Under instruction from SEC, press advertisements were made to collect the past dividend warrants but many shareholders are yet turn up to collect their respective warrants. | | | |
| | Opening Balance | | 375,518 | 1,356,352 |
| | Add: Dividend during the year | | 2,400,000 | 3,600,000 |
| | | | 2,775,518 | 4,956,352 |
| | Less: Dividend paid during the year | 2,063,334 | | |
| | Dividend Tax paid during the year | 284,787 | 2,348,121 | 3,580,834 |
| | Less: Transfer to Capital Market Stabilization Fund (CMSF) | | - | 1,000,000 |
| | | | 427,397 | 375,518 |
| 24.00 | <u>Revenue</u> | | | |
| | Local Sales | | 253,169,262 | 252,199,041 |
| | Value Added Tax (VAT) | | 33,022,078 | 32,895,527 |
| | | | 220,147,184 | 219,303,514 |
| | Export Sales during the year | | 10,403,839 | - |
| | | | 230,551,023 | 219,303,514 |
| 24.01 | <u>Sales Quantity:</u> | | | |
| | | UOM | Qty | |
| | Tablet | Pcs | 48,886,949 | 110,546,054 |
| | Capsules | Pcs | 36,216,702 | 104,534,920 |
| | Liquids | Bottles | 345,968 | 5,833,598 |
| | Ointment | Pcs | 4,078 | 39,720 |
| | Injection | Ampoule | 1,019,588 | 9,596,731 |
| | | | 86,473,285 | 230,551,023 |
| | | | | 219,303,514 |
| 25.00 | <u>Cost of Goods Sold:</u> | | | |
| | Work-in-process (Opening) | | 18,754,257 | 15,875,426 |
| | Raw materials consumed | 25.01 | 33,346,129 | 57,651,809 |
| | Packing materials consumed | 25.02 | 27,878,533 | 33,007,194 |
| | Promotional materials consumed | 25.03 | 812,808 | 1,080,294 |
| | Factory overhead | 25.04 | 30,443,003 | 29,370,254 |
| | Depreciation | Schedule - A | 3,218,507 | 3,799,182 |
| | Work-in-process (Closing) | | (7,703,550) | (18,754,257) |
| | Cost of production | | 106,749,687 | 122,029,901 |
| | Stock of finished goods (Opening) | | 133,534,859 | 117,661,579 |
| | Stock of finished goods (Closing) | | (117,909,979) | 133,534,859 |
| | Cost of free samples | | (1,254,874) | (1,025,874) |
| | | | 121,119,693 | 105,130,747 |
| 25.01 | <u>Raw Materials Consumption</u> | | | |
| | Opening Stock | | 34,287,452 | 24,058,754 |
| | Purchase | | 51,972,320 | 67,880,507 |
| | Closing Stock | | (52,913,643) | (34,287,452) |
| | | | 33,346,129 | 57,651,809 |

Raw materials consumption is 79.11% imported.

| Notes Sl. No. | Particulars | Note Ref. No. | Amount in Taka | |
|------------------|--|----------------------------|--------------------------|--------------------------|
| | | | 30 June 2025 | 30 June 2024 |
| 25.02 | <u>Packing Materials Consumed</u> | | | |
| | Opening Stock | | 31,025,478 | 28,763,547 |
| | Purchase | | 28,576,295 | 35,269,125 |
| | Closing Stock | | (31,723,240) | (31,025,478) |
| | | | <u>27,878,533</u> | <u>33,007,194</u> |
| | Packing materials consumed is 0% imported. Particulars in respect of quantity of each packing materials as well as value of each class of packing materials are not given as number of items as well as classes of items are large. | | | |
| 25.03 | <u>Promotional Materials Consumed:</u> | | | |
| | Opening Stock | | 425,874 | 445,874 |
| | Purchase | | 935,644 | 1,060,294 |
| | Closing Stock | | (548,710) | (425,874) |
| | | | <u>812,808</u> | <u>1,080,294</u> |
| | Particulars in respect of quantity of each promotional materials as well as value of each class of promotional materials are not given as number of items as well as classes of items are large. | | | |
| 25.04 | <u>Factory Overhead:</u> | | | |
| | Salary, wages and allowances | | 24,603,184 | 22,641,384 |
| | Overtime allowances | | 146,001 | 591,897 |
| | Car Expenses | | 137,184 | 582,134 |
| | Electricity, Gas and Water | | 4,691,591 | 4,387,111 |
| | Conveyance | | 43,369 | 56,811 |
| | Entertainment | | 17,931 | 51,798 |
| | Printing and Stationery | | 101,700 | 137,795 |
| | Repairs and maintenance | | 177,073 | 385,692 |
| | Telephone & Mobile | | 86,321 | 142,012 |
| | Indirect materials-Packing | | 172,985 | 194,150 |
| | Uniform | | - | 6,699 |
| | License Renewal | | 186,876 | - |
| | General Expenses | | - | 76,414 |
| | Washing & Laundry Expenses | | 15,113 | 49,957 |
| | Power & Fuel | | 63,675 | 66,400 |
| | | | <u>30,443,003</u> | <u>29,370,254</u> |
| 26.00 | <u>Administrative Expenses</u> | | | |
| | Salary and Allowances | | 11,111,595 | 11,855,678 |
| | Car Expenses | | 252,586 | 290,909 |
| | Bank Charges | | 126,397 | 72,672 |
| | Conveyance | | 110,361 | 176,375 |
| | Entertainment | | 117,522 | 211,649 |
| | Printing and Stationery | | 116,618 | 152,891 |
| | Electricity, Gas and Water | | 1,172,895 | 1,096,779 |
| | Repairs and Maintenance | | 25,899 | 98,840 |
| | Telephone & Mobile | | 570,602 | 505,172 |
| | Fees and Commissions | | 109,445 | 120,547 |
| | Membership Subscription | | 330,609 | 328,950 |
| | Govt. Fees | | 151,730 | - |
| | Audit Fees (Statutory) | | 402,500 | 402,500 |
| | Insurance Premium | | 620,053 | 45,872 |
| | Legal and Professional Charges | | 18,000 | 22,410 |
| | AGM Expenses | | 98,460 | 93,550 |
| | Advertisement & Publicity | | 7,088 | 35,871 |
| | Depreciation | | 1,849,396 | 2,043,910 |
| | Depreciation on Right of Use Asset | Schedule-A 5.00 | 444,825 | 203,797 |
| | | | <u>17,636,581</u> | <u>17,758,372</u> |

| Notes Sl. No. | Particulars | Note Ref. No. | Amount in Taka | |
|------------------|---|---------------|-------------------|-------------------|
| | | | 30 June 2025 | 30 June 2024 |
| 27.00 | <u>Selling, Distribution and Marketing Expenses</u> | | | |
| | Salary and Allowances | | 63,759,112 | 65,033,327 |
| | Overtime Allowance | | 149,080 | - |
| | Rent, Rates and Taxes | | 432,000 | 687,542 |
| | Incentive | | 672,764 | 687,556 |
| | Car Expenses | | - | 87,542 |
| | Bank charges | | 316,856 | 306,864 |
| | Commercial Booking Cost | | 424,106 | 792,625 |
| | Conveyance | | 213,300 | 252,487 |
| | Entertainment | | 14,910 | 24,955 |
| | Printing and Stationery | | 196,514 | 113,734 |
| | Repairs and maintenance | | 84,525 | 18,091 |
| | Telephone | | 324,768 | 82,795 |
| | Electricity, Gas and Water | | 277,514 | 262,487 |
| | Commission Charge | | - | 110,547 |
| | TA/DA of MR and others | | 5,622,915 | 5,590,889 |
| | License & Renewals | | 72,352 | - |
| | Power & Fuel | | 35,929 | - |
| | Clinical Fees | | 471,500 | - |
| | Meeting/Conference/Training expenses | | 76,380 | 45,872 |
| | Indirect materials-Packing | | 640,490 | - |
| | Delivery Van expenses | | 110,167 | 80,554 |
| | Delivery expenses | | 7,337,470 | 6,948,872 |
| | Free Sample | | 2,487,983 | 905,487 |
| | | | 83,720,635 | 82,032,226 |
| 28.00 | <u>Financial Expenses</u> | | | |
| | Interest on Overdraft/LTR | | - | 579,848 |
| | Interest on Lease Finance | | 88,795 | - |
| | Interest on WPWF | 22.00 | 301,773 | 1,347,000 |
| | | | 390,568 | 1,926,848 |
| 29.00 | <u>Net Assets Value (NAV) Per Share:</u> | | | |
| | Non-Current Assets | | 155,988,364 | 85,101,743 |
| | Current Assets | | 577,568,806 | 504,843,148 |
| | Non-Current Liabilities | | 4,051,248 | 4,757,595 |
| | Current Liabilities | | 697,171,852 | 555,762,620 |
| | | | 32,334,070 | 29,424,676 |
| | Total number of ordinary shares | | 2,400,000 | 2,400,000 |
| | | | 13.47 | 12.26 |
| 30.00 | <u>Earnings Per Share (EPS)</u> | | | |
| | Earning attributable to the Ordinary Shareholders (Net Profit/Loss after tax) | | 5,309,394 | 9,683,487 |
| | Weighted average number of Ordinary shares outstanding during the year | | 2,400,000 | 2,400,000 |
| | | | 2.21 | 4.03 |
| 31.00 | <u>Net Operating Cash Flow Per Share (NOCFPS)</u> | | | |
| | Cash flows from net operating activities as per statement of cash flows | | 21,734,571 | (65,923,194) |
| | Weighted average number of ordinary shares outstanding during the year | | 2,400,000 | 2,400,000 |
| | | | 9.06 | (27.47) |

| Notes Sl. No. | Particulars | Note Ref. No. | Amount in Taka | |
|------------------|---|---------------|-------------------|---------------------|
| | | | 30 June 2025 | 30 June 2024 |
| 32.00 | <u>Cash Flow from Operating Activities (Indirect Method):</u> | | | |
| | Reconciliation of Net Profit with Cash Flows from Operating Activities making adjustment for non-cash items, for non-operating items and for the Net changes in Operating Activities (as required under the provision of Notification No. BSEC/CMRRCD/2006-158/208/Admin/81 dated 20 June 2018 issued by Bangladesh Securities and Exchange Commission) | | | |
| | Net Profit after Tax | | 5,309,394 | 9,683,487 |
| | Adjustments | | 5,512,728 | 6,046,889 |
| | Depreciation on Property, Plant & Equipment | | 5,067,903 | 5,843,092 |
| | Depreciation on Right of Use Asset | | 444,825 | 203,797 |
| | Changes in Working Capital | | 10,912,449 | (81,653,568) |
| | Increase in Inventories | | 11,114,662 | (24,665,859) |
| | Increase in Accounts Receivable & Others | | (14,192,316) | (45,625,603) |
| | Increase in Advances, Deposits & Prepayments | | 30,101,965 | (4,755,931) |
| | Increase in Advances Income Tax | | 149,978 | (1,718,665) |
| | Decrease in Creditor for Goods | | 538,038 | 605,469 |
| | Decrease in Liabilities for Expenses | | 431,311 | 1,086,206 |
| | Increase in Provision for Income Tax | | (7,420,676) | (7,986,728) |
| | Increase in Worker Profit Participation Fund | | (9,810,515) | 1,407,543 |
| | Net Cash Generated from Operating Activities | | 21,734,571 | (65,923,194) |

33.00 Related Party Transactions- Disclosure Under IAS 24:

The Company has entered into transactions with other entities that fall within the definition of related party as contained in IAS-24 "Related Party Disclosures". The Company opines those terms of related party transactions do not significantly differ from those that could have been obtained from third parties. Total transactions of the significant related parties as at 30 June 2025 were as follows:

| Name of the Party | Relations hip | Nature of Transaction | Notes | Opening Balance | Addition during the year | Adjustment during the year | Closing Balance |
|----------------------------|-------------------|---------------------------------|-------|--------------------|--------------------------|----------------------------|--------------------|
| Bengal Steel Works Limited | Group Concern | Inter Company Loan/ Receivables | 9.00 | (10,774,090) | 148,034,517 | - | 137,260,427 |
| Ambee Films Limited | Group Concern | Inter Company Loan/ Receivables | 9.00 | 97,986 | - | - | 97,986 |
| Kazi Tazzina Ferdous | Managing Director | Inter Company Loan/ Receivables | 18.00 | 1,000,000 | - | 1,000,000 | - |
| Ambee Limited | Group Concern | Inter Company Loan/ Receivables | 18.00 | 282,469,031 | 45,679,620 | 20,000,000 | 308,148,651 |
| Aziz Mohammad Bhai | Chairman | Inter Company Loan/ Receivables | 18.00 | 193,093,891 | - | - | 193,093,891 |
| Total: | | | | 465,886,818 | 193,714,137 | 21,000,000 | 638,600,955 |

Note: Out of total amount of Tk. 308,148,651 of Ambee Limited from the above table, The amount of Tk. 45,679,620 is included from the running year 2025. Company will take permission from the shareholders in the next Annual General Meeting.

34.00 Salaries / Perquisites to Directors & Officers:

During the year, the amount of compensation paid to Key Management Personnel including Board of Directors is as under (As Para 17 of IAS 24 Related Party Disclosures):

| | | |
|------------------------------|--------------------|-------------------|
| Short Term Employee Benefits | 99,473,891 | 96,616,374 |
| Post- Employment Benefits | - | - |
| Other Long-Term Benefits | - | - |
| Termination Benefits | - | - |
| Bonus | 2,877,452 | 2,914,015 |
| Total | 102,351,343 | 99,530,389 |

There is no other benefits provided by the company to its's employees other than a contribution Provident Fund Scheme.

| Notes Sl. No. | Particulars | Note Ref. No. | Amount in Taka | |
|------------------|-------------|---------------|----------------|--------------|
| | | | 30 June 2025 | 30 June 2024 |

34.01 Directors Remuneration:
During the year total remuneration paid to directors amounting to Tk. Nil.

34.02 Number of Employees:
Total number of employees of the Company was 474 as on 30 June, 2025.
Total number of employees of the Company was 529 as on 30 June, 2024.

35.00 Financial Risk Management:

(a) 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 is monitored on an ongoing basis. Risk exposures from other financial assets, i.e., cash at bank and other external receivables are nominal.

Exposure to Credit Risk

| | | | |
|------------------------------|--------------|--------------------|--------------------|
| Accounts Receivable & Others | 9.00 | 194,837,808 | 180,645,492 |
| Cash & Cash Equivalents | 12.00 | 32,641,615 | 32,741,668 |
| | | 227,479,423 | 213,387,160 |

The aging of Trade Receivables at the reporting date was:

| | | |
|---------------------|--------------------|--------------------|
| Dues below 6 months | 96,739,459 | 84,058,040 |
| Dues over 6 months | 98,098,349 | 96,587,452 |
| | 194,837,808 | 180,645,492 |

b) Liquidity Risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations when 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 equivalents to meet expected operational expenses, including financial obligations through preparation of the cash flow forecast, prepared based on 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.

(c) Market risk

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

(i) Currency risk

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

(ii) Interest rate risk

Interest rate risk is the risk that arises due to changes in interest rates on borrowing. There was no foreign currency loan which is subject to floating rates of interest. Local loans are, however, not significantly affected by fluctuations in interest rates. The Company has not entered into any type of derivative instrument in order to hedge interest rate risk as at the reporting date.

36.00 Production Capacity & Capacity Utilization:

| Products | On single shift basis | | Remarks |
|----------------------------|-----------------------|-------------------|----------------------|
| | Production Capacity | Actual Production | |
| Tablet group (Pcs) | 1,250,000 | 1,180,000 | As per market demand |
| Capsule group (Pcs) | 500,000 | 45,000 | As per market demand |
| Suspension group (Bottles) | 10,000 | 8,500 | -do- |
| Injectable (Ampoules) | 35,000 | 32,000 | -do- |
| Tube | 8,500 | 7,000 | -do- |

37.00 Capital Expenditure Commitment:

The Board of Directors of the company adopted the following decisions with regard to Capital Expenditures:
There was no material capital expenditure authorized by the Board but not contracted for at 30 June 2025.

| Notes Sl. No. | Particulars | Note Ref. No. | Amount in Taka | |
|------------------|---|---------------|--------------------------------------|--------------------------------------|
| | | | 30 June 2025 | 30 June 2024 |
| 38.00 | <u>Contingent Liabilities</u> There may arise contingent liability for unassessed income tax cases pending with Tax Department. | | | |
| 39.00 | <u>Payments made in Foreign Currency:</u> Import of Raw material Import of Packing material | | 40,634,473 - <u>40,634,473</u> | 51,753,067 - <u>51,753,067</u> |

No other expenses including royalty, technical expert and professional advisory fees, interest etc. was incurred or paid in foreign currencies except as stated above.

40.00 Going Concern:
The financial statements of the Company are prepared on a going concern basis. As per management assessment there are no material uncertainties related to events or conditions which may cast significant doubt upon Company’s ability to continue as a going concern. The management is not aware of any other material uncertainties that may cast significant doubt upon the Company’s ability to continue as a going concern, which is most unlikely though yet considering overall perspectives.

41.00 Subsequent Events-Disclosures under IAS 10 “Events after the Balance Sheet Date”
Proposed Dividend
Subsequent to the statement of financial position date, the Board of Directors in their meeting held on 30-10-2025 recommended 10% cash dividend (i.e., taka 1.00 for each share of taka 10.00) for the year ended 30th June 2025. The proposal is subject to the shareholders' approval at the forthcoming AGM.

Excepting to that, no circumstances have arisen since the date of statement of financial position which would require adjustment to, or disclosure in, the financial statements or notes thereto.


42.00 Approval of the Financial Statements:
These financial statements were authorized for issue in accordance with the resolution of the Company's Board of Directors in its meeting held on 30-10-2025.




Kazi Tanzzina Ferdous
Managing Director & CEO



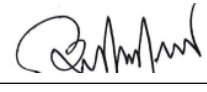
Sakina Miraly
Director



Nurjehan Hudda
Director



A.K.M. Khairul Aziz
Chief Financial Officer



Mohammad Amir Hossain
Company Secretary

Signed in terms of our separate report of even date annexed

Place: Dhaka
Date: 09 November 2025



(Sarwar Mahmood FCA)
Partner
Shafiq Basak & Co.
Chartered Accountants
DVC: 2511090239AS143965

Shafiq Basak & Co.
Chartered Accountants

AMBEE PHARMACEUTICALS PLC.
Schedule of Property, Plant & Equipment
For the year ended 30th June 2025

| Particulars | Cost | | | Depreciation | | | Written Down Value as on 30.06.2025 | | |
|-------------------------------------|--------------------------|--------------------------|----------------------------|--------------------------|--------|--------------------------|-------------------------------------|----------------------------|-------------------------|
| | Balance as on 01.07.2024 | Addition during the Year | Adjustment the during year | Balance as on 30.06.2025 | Rate % | Balance as on 01.07.2024 | | Adjustment during the year | Charged during the Year |
| Existing Units -1 | | | | | | | | | |
| Land | 49,033,738 | - | - | 49,033,738 | - | - | - | - | 49,033,738 |
| Leasehold Land | 1,215,803 | - | - | 1,215,803 | - | - | - | - | 1,215,803 |
| Factory Building | 26,326,964 | - | - | 26,326,964 | 10 | 16,992,797 | - | 933,417 | 17,926,213 |
| Plant and Machinery | 62,248,702 | 23,590,846 | - | 85,839,548 | 20 | 54,064,086 | - | 1,636,923 | 55,701,009 |
| Deep Tube Well | 1,368,000 | - | - | 1,368,000 | 10 | 1,235,714 | - | 13,229 | 1,248,942 |
| Diesel Generating Set | 446,500 | - | - | 446,500 | 15 | 402,979 | - | 6,528 | 409,507 |
| Loose Tools | 98,001 | - | - | 98,001 | 10 | 96,100 | - | 190 | 96,290 |
| Laboratory Equipment | 3,977,036 | - | - | 3,977,036 | 10 | 2,757,088 | - | 134,771 | 2,891,859 |
| Electrical Installation | 556,455 | - | - | 556,455 | 10 | 361,504 | - | 19,495 | 380,999 |
| Laboratory Glassware | 41,626 | - | - | 41,626 | 10 | 41,557 | - | 7 | 41,564 |
| Production Equipment | 1,220,541 | - | - | 1,220,541 | 10 | 974,911 | - | 24,563 | 999,474 |
| Transport and Vehicles | 12,530,135 | - | - | 12,530,135 | 20 | 11,428,517 | - | 220,324 | 11,648,840 |
| Motor Cycle | 38,662,774 | - | - | 38,662,774 | 20 | 32,827,561 | - | 1,167,043 | 33,994,604 |
| Furniture and Fixtures | 3,510,681 | - | - | 3,510,681 | 10 | 2,972,871 | - | 53,781 | 3,026,652 |
| Office Equipment | 14,723,986 | 203,900 | - | 14,927,886 | 10 | 11,166,133 | - | 407,825 | 11,573,958 |
| Office By-cycles | 15,962 | - | - | 15,962 | 20 | 15,867 | - | 19 | 15,886 |
| Books | 98,060 | - | - | 98,060 | 10 | 94,020 | - | 404 | 94,424 |
| Sub Total | 216,074,963 | 23,794,746 | - | 239,869,709 | | 135,431,706 | - | 4,618,518 | 140,050,224 |
| Injectable (Ampoule) Unit -2 | | | | | | | | | |
| Factory Building | 3,627,409 | - | - | 3,627,409 | 10 | 1,841,404 | - | 178,600 | 2,020,005 |
| Plant and Machinery | 9,221,953 | - | - | 9,221,953 | 20 | 7,934,609 | - | 257,469 | 8,192,078 |
| Production Equipment | 80,500 | - | - | 80,500 | 10 | 71,046 | - | 945 | 71,992 |
| Transport and Vehicles | 2,235,000 | - | - | 2,235,000 | 20 | 2,218,954 | - | 3,209 | 2,222,163 |
| Furniture and Fixture | 930,903 | - | - | 930,903 | 10 | 839,286 | - | 9,162 | 848,448 |
| Sub Total | 16,095,764 | - | - | 16,095,764 | | 12,905,300 | - | 449,385 | 13,354,685 |
| Balance on 30 June 2025 | 232,170,727 | 23,794,746 | - | 255,965,473 | | 148,337,004 | - | 5,067,903 | 153,404,907 |
| Balance on 30 June 2024 | 229,969,447 | 2,201,280 | - | 232,170,727 | | 142,493,912 | - | 5,843,092 | 148,337,006 |

| |
|-------------------|
| 30-06-2025 |
| 3,218,507 |
| 1,849,396 |
| 5,067,903 |

Note : Depreciation Charged to :
(a) Cost of Goods Sold (Note-25.00)
(b) Administrative Expenses (Note-26.00)

Shafiq Basak & Co.
Chartered Accountants

AMBEE PHARMACEUTICALS PLC.
Property, Plant & Equipment
Depreciation Schedule as per Income Tax
For the year ended 30th June 2025

Schedule-B

| Particulars | WDV As on 01.07.2024 | Addition during year | Adjustment during year | As on 30.06.2025 | Rate % | Depreciation | WDV as on 30.06.2025 |
|-------------------------------------|----------------------|----------------------|------------------------|-------------------|----------|------------------|----------------------|
| Existing Units -1 | | | | | | | |
| Land | - | - | - | - | - | - | - |
| Leasehold Land | - | - | - | - | - | - | - |
| Factory Building | 847,022 | - | - | 847,022 | 10 | 84,702 | 762,320 |
| Plant and Machinery | 844,021 | 23,590,846 | - | 24,434,867 | 20 | 168,804 | 24,266,063 |
| Loose Tools | 369 | - | - | 369 | 10 | 37 | 332 |
| Laboratory Equipment | 1,406,111 | - | - | 1,406,111 | 10 | 153,387 | 1,252,724 |
| Electrical Installation | 51,341 | - | - | 51,341 | 10 | 5,134 | 46,206 |
| Laboratory Glass Ware | 289 | - | - | 289 | 10 | 29 | 260 |
| Production Equipment | 41,003 | - | - | 41,003 | 10 | 4,100 | 36,903 |
| Transport and Vehicles | 938,639 | - | - | 938,639 | 20 | 187,728 | 750,911 |
| Motorcycle | 5,697,980 | - | - | 5,697,980 | 20 | 1,139,596 | 4,558,384 |
| Furniture and Fixtures | 459,894 | - | - | 459,894 | 10 | 45,989 | 413,904 |
| Office Equipment | 3,504,968 | 203,900 | - | 3,708,868 | 10 | 350,497 | 3,358,371 |
| Office By-cycles | 27 | - | - | 27 | 20 | 5 | 22 |
| Books | 1,139 | - | - | 1,139 | 10 | 114 | 1,025 |
| Sub Total | 13,792,802 | 23,794,746 | - | 37,587,548 | | 2,140,123 | 35,447,425 |
| Injectable (Ampoule) Unit -2 | | | | | | | |
| Factory Building | 22,964 | - | - | 22,964 | 10 | 2,296 | 20,668 |
| Plant and Machinery | 55,923 | - | - | 55,923 | 20 | 11,185 | 44,738 |
| Production Equipment | 1,023 | - | - | 1,023 | 10 | 102 | 921 |
| Transport and Vehicles | 6,435 | - | - | 6,435 | 20 | 1,287 | 5,148 |
| Furniture and Fixture | 74,168 | - | - | 74,168 | 10 | 7,417 | 66,752 |
| Sub Total | 160,513 | - | - | 160,513 | | 22,287 | 138,226 |
| Grand Total | 13,953,316 | 23,794,746 | - | 37,748,062 | - | 2,162,410 | 35,585,652 |

Product List of Ambee Pharmaceuticals PLC

| BRAND NAME | DOSAGE FORM | GENERIC NAME & STRENGTH | |
|-----------------|-------------|--|----------------|
| TABLET | | | |
| Aces Plus | Tablet | Antioxidant Vitamin Plus Multimineral | |
| Act | Tablet | Paracetamol | 500 mg |
| Act Plus | Tablet | Paracetamol + Caffeine | 500 mg + 65 mg |
| Actizen | Tablet | Cetirizine | 10 mg |
| Adorex | Tablet | Domperidone Maleate | 10 mg |
| Afuvin | Tablet | Griseofulvin | 500 mg |
| Amason | Tablet | Dexamethasone | 0.5mg |
| Ambeecal | Tablet | Calcium Carbonate | 500mg |
| Ambeecal -D | Tablet | Calcium carbonate + Vitamin D3 | |
| Ametrol-VT | Tablet | Metronidazole + Miconazole Nitrate | 100 mg |
| AMBFEX | Tablet | Fexofenadine Hydrochloride | 120 mg |
| AMBFEX | Tablet | Fexofenadine Hydrochloride | 180 mg |
| AMBKUST | Tablet | Montelukast Sodium USP | 10 mg |
| Aminophylline | Tablet | Aminophylline | 100 mg |
| Antac | Tablet | Ranitidine | 150 mg |
| A-Rox | Tablet | Roxithromycin | 150 mg |
| A-Rox | Tablet | Roxithromycin | 300 mg |
| Arolak | Tablet | Ketorolac Tromethamine | 10 mg |
| Calcitate | Tablet | Calcium Lactate | 300 mg |
| C-Bon | Tablet | Ascorbic Acid | 250 mg |
| Cerenin | Tablet | Vinpocetine | 5 mg |
| Diphedan | Tablet | Phenytoin | 100 mg |
| Dopegyt | Tablet | Methyldopa | 250 mg |
| Folac | Tablet | Folic Acid | 5 mg |
| Hiflox | Tablet | Ciprofloxacin | 500 mg |
| Hiflox | Tablet | Ciprofloxacin | 750 mg |
| Hiflox -XR | Tablet | Ciprofloxacin | 1000 mg |
| Hitflam | Tablet | Diclofenac Sodium | 50 mg |
| Hitflam SR | Tablet | Diclofenac Sodium | 100 mg |
| Klion | Tablet | Metronidazole | 200 mg |
| Klion | Tablet | Metronidazole | 400 mg |
| Lexlo | Tablet | Levofloxacin Hemihydrate | 500 mg |
| Lexlo | Tablet | Levofloxacin Hemihydrate | 250 mg |
| Lotas | Tablet | Losartan Potassium | 50 mg |
| Lotas Plus | Tablet | Losartan Potassium + Hydrochlorothiazide | 50 + 12.5mg |
| Mespa | Tablet | Mebeverine Hydrochloride | 135 mg |
| Mycin | Tablet | Erythromycin Estolate | 500 mg |
| Myzid | Tablet | Azithromycin Dihydrate | 250 mg |
| Myzid | Tablet | Azithromycin Dihydrate | 500 mg |
| Nalidex | Tablet | Nalidixic Acid | 500 mg |
| Naproxin | Tablet | Naproxen | 250 mg |
| Naproxin | Tablet | Naproxen | 500 mg |
| Noctin | Tablet | Nitrazepam | 5 mg |
| Nomigran | Tablet | Sumatriptan succinate | 50 mg |
| Nomigran | Tablet | Sumatriptan succinate | 100 mg |
| Nop | Tablet | Lisinopril dihydrate | 5 mg |
| No-spa | Tablet | Drotaverine | 40 mg |
| Nostis | Tablet | Glucosamine + Chondroitin Sulphate | 250+ 200mg |
| Perol | Tablet | Haloperidol | 5 mg |
| Prednisolone | Tablet | Prednisolone | 5 mg |
| Prednisolone | Tablet | Prednisolone | 5 mg |
| Rem | Tablet | Bromazepam | 3 mg |
| Seduxen | Tablet | Diazepam | 5 mg |
| Soma-DS | Tablet | Co-trimoxazole | 960 mg |
| Stomacid | Tablet | Antacid | 650 mg |
| Sural | Tablet | Ethambutol | 400 mg |
| Sera | Tablet | Sertraline Hcl | 50 mg |
| Triben | Tablet | Albendazole | 400 mg |
| Trofurit | Tablet | Frusemide | 40 mg |
| Verospiron | Tablet | Spirolactone | 25 mg |
| Verospiron Plus | Tablet | Spirolactone + Frusemide | 50 + 20 mg |
| Perol | Tablet | Haloperidol | 5 mg |
| Vitex-M | Tablet | Multi Vitamin with Minerals | |
| Vitex Gold | Tablet | Multivitamin + Multimineral (A-Z) | |
| Vitex Gold | Tablet | Multivitamin + Multimineral (A-Z) | |
| CAPSULE | | | |
| Afluzole | Capsule | Fluconazole | 150 mg |
| Afluzole | Capsule | Fluconazole | 50 mg |
| Aluctin | Capsule | Flurazepam | 30 mg |
| Ambeeclox | Capsule | Cloxacillin | 500 mg |
| Ambeexin | Capsule | Amoxycillin | 250 mg |

| BRAND NAME | DOSAGE FORM | GENERIC NAME & STRENGTH | |
|-----------------------|-------------|--|---------------|
| Doxilin | Capsule | Doxycycline | 100 mg |
| Ferritin-TR | Capsule | Ferrous sulphate + Folic Acid | 150mg+ 500mcg |
| Fluxin | Capsule | Flucloxacillin | 250 mg |
| Fluxin | Capsule | Flucloxacillin | 500 mg |
| Lap | Capsule | Lansoprazole Pellets 8.5% | 30 mg |
| Mycef | Capsule | Cephadrine BP/USP | 500 mg |
| Om | Capsule | Omeprazole BP | 20 mg |
| Om | Capsule | Omeprazole BP | 40 mg |
| Tricef | Capsule | Cefixime Compacted | 200 mg |
| Tetram | Capsule | Tetracycline Hcl | 250 mg |
| Vitex | Capsule | Vitamin B-complex | |
| X-PRO Capsule | Capsule | Esomeprazole | 20 mg |
| X-PRO Capsule | Capsule | Esomeprazole | 40 mg |
| LIQUID | | | |
| Act PD | Liquid | Paracetamol (Micro.) | 80 mg |
| Act | Liquid | Paracetamol | 60 ml |
| Actizen | Liquid | Cetirizine Dihydrochloride | 60 ml |
| Adorex PD | Liquid | Domperidone | 15 ml |
| Adorex | Liquid | Domperidone | 100 ml |
| Adorex | Liquid | Domperidone | 60 ml |
| Afluzole | Liquid | Fluconazole | 50 mg |
| Ambeexin DS | Liquid | Amoxycillin | 100 ml |
| Ambeexin PD | Liquid | Amoxycillin | 15 ml |
| Antac | Liquid | Ranitidine HCl | 75mg |
| A-Rox PS | Liquid | Roxithromycin BP | 50 mg |
| Codex | Liquid | Cough Syrup | 100 ml |
| Dextromethorphan ELX. | Liquid | Dextromethorphan | 100 ml |
| Diphedan | Liquid | Phenytoin | 100 ml |
| Fluxin DS | Liquid | Flucloxacillin | 100 ml |
| Hiflox PS | Liquid | Ciprofloxacin | 60 ml |
| Klion | Liquid | Benzoyl Metronidazole | 60 ml |
| Mycef | Liquid | Cephadrine BP/USP | 15 ml |
| Mycef | Liquid | Cephadrine BP/USP | 100 ml |
| Mycef DS | Liquid | Cephadrine BP/USP | 100 ml |
| Mycin | Liquid | Erythromycin Ethyl Succinate | 125mg |
| Nalidex | Liquid | Nalidixic Acid | 50 ml |
| Nilkof | Liquid | Dextromethorphan Hydrobromide +Pseudoephedrine +Triprolidine Hcl | 100 ml |
| Progan Elixir | Liquid | Promethazine | 100 ml |
| Stomacid Suspension | Liquid | Antacid | 200 ml |
| Sumetrolim Suspension | Liquid | Co-Trimoxazole | 60 ml |
| Triben Suspension | Liquid | Albendazole | 10 ml |
| Tricef Suspension | Liquid | Cefixime micronized | 100 mg |
| Vitex Syrup | Liquid | Vitamin B-Complex | 100 ml |
| Vitex Syrup | Liquid | Vitamin B-Complex | 200 ml |
| Zinc -S Syrup | Liquid | Zinc Sulphate Monohydrate | 100 ml |
| TUBE | | | |
| Cinon | Cream | Halcinonide | 5 gm |
| Fungakil | Cream | Fluocinolone acetonide | 5 gm |
| Fungakil | Oint | Fluocinolone acetonide | 5 gm |
| Hitflam gel | Gel | Diclofenac sodium | 10 gm |
| INJECTION | | | |
| Aminophylline | Injection | Aminophylline | 125 mg |
| Antac injection | Injection | Ranitidine | 50 mg |
| Arolak | Injection | Ketorolac Tromethamine | 30 mg |
| Arolak | Injection | ketorolac Tromethamine | 10 mg |
| Calcium Ambee | Injection | Calcium Gluconate | 500 mg |
| Hitflam | Injection | Diclofenac Sodium | 75 mg |
| No-Spa | Injection | Drotaverine | 40 mg |
| Perol | Injection | Haloperidol | 5 mg |
| Seduxen | Injection | Diazepam | 10 mg |
| Trofurit | Injection | Frusemide | 20 mg |
| Vitex injection | Injection | Vitamin B-Complex | |

Depot Address

| | |
|----|--|
| 1 | Depot Name : Dhaka A Sales Center & Dhaka B Sales Center Depot in Charge : Mr. Amir Uddin Mobile : 01888814601; 01912016669 Email Address : depo_njsd@ambeepharma.com Depot Address : 322/1, Block-C Khilgaon, PO+PS-Khilgaon, Dhaka-1229 |
| 2 | Depot Name : Khulna Sales Center Depot in Charge : Md. Arifuzzaman Mobile : 01888814606 Email Address : depo_klsd@ambeepharma.com Depot Address : 47 Khanjahan Ali Road, Khulna |
| 3 | Depot Name : Barishal Sales Center Depot in Charge : Khalilur Rahman Mobile : 01888814607 Email Address : depo_blsd@ambeepharma.com Depot Address : 885 Monikunjo C&B Road, Halem Ali collage, Chowmatha, Barishal |
| 4 | Depot Name : Rangpur Sales Center Depot in Charge : Selim Khan Mobile : 01888814609 Email Address : depo_rnsd@ambeepharma.com Depot Address : 39/01, Cant. Road, Lalkutir Mour, Dhap, Rangpur |
| 5 | Depot Name : Bogura Sales Center Depot in Charge : Md. Ariful Islam Mobile : 01888814603 Email Address : depo_bgsd@ambeepharma.com Depot Address : Holding # 442, Ward # 07, Banomali Deb Lane, Joleswaritola, Bogura. |
| 6 | Depot Name : Sylhet Sales Center Depot in Charge : Nazmul Hassan Mobile : 01888814604, Email Address : depo_slsd@ambeepharma.com Depot Address : House No- 24/1, Jalalabad R/A, Amborkhana, Sylhet |
| 7 | Depot Name : Mymensingh Sales Center Depot in Charge : AHM Shamsul Alam Mobile : 01888814602 Email Address : depo_mnsd@ambeepharma.com Depot Address : Sumsun Nahar Villa, 37 Kachari Road, Mymensingh. |
| 8 | Depot Name : Comilla Sales Center Depot in Charge : Mowdud Ahammad Mobile : 01888814605 Email Address : depo_cmsd@ambeepharma.com Depot Address : 211/12 Hazi Shahidur Rahman Manjil, West Bagichagaon, Main Road, Station Road, Neloy Society, Cumilla. |
| 9 | Depot Name : Chittagong Sales Center Depot in Charge : Md. Shakhawat Hossain Mobile : 01888814608 Email Address : depo_cgasd@ambeepharma.com Depot Address : House No #113, Paira Road No# 10, O/R Nizam Residence Area, Chittagaong. |
| 10 | Depot Name : Rajshahi Sales Center Depot in Charge : Md. Rezwon Ahmed Mobile : 01888814900 Email Address : depo_rjsd@ambeepharma.com Depot Address : 193/3, Uposhohor, Rajshahi |



**AMBEE PHARMACEUTICALS PLC
FORM OF PROXY**

I/We----- of -----
-----being a shareholder of
Ambee Pharmaceuticals PLC hereby appointed Mr./Mrs./Miss-----

-----another member of the Company as my/our proxy to attend and vote for
me/us and on my/our behalf at the 49th Annual General Meeting of the Company to held on -----
----- and at any adjournment of the meeting or any poll that may be taken in
consequence thereof.

As witness my/our hand this -----day of -----2025

Signature of Proxy-----

Signature of Shareholder-----

Shareholder's Folio-----

Affix
Revenue
Stamp (Tk. 20.00)

NOTES:

A member entitled to attend a General Meeting is entitled to appoint a proxy to attend and vote instead of him. No person shall act as a proxy (except for a Corporation) unless he is entitled to be present and vote in his own right.

This instrument appointing a proxy should be signed by the member or by his attorney duly authorized in writing. If the member is a corporation its common seal (if any) should be affixed to the instrument.

The instrument appointing a proxy together with the power of Attorney (if any) under which it is signed or a notarial certified copy thereof should be deposited at the Registered Office not less than 48 hours before the time of holding of the meeting.

AMBEE PHARMACEUTICALS PLC
SHAREHOLDER'S ATTENDANCE SLIP

I hereby record my presence at the 49th Annual General Meeting of Ambee Pharmaceuticals PLC on-----

-----Name of Shareholder-----

Shareholder's Folio/BOID No.----- Signature-----

Name of Proxy (in block letters) -----

Signature of Proxy-----



AMBEE PHARMACEUTICALS PLC

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