



AGRICULTURAL MARKETING CO. LTD.

# ANNUAL REPORT



2024-25





## *We* MOURN...

It has been 10 (ten) years since the passing of Mr. Amjad Khan Chowdhury, yet his legacy continues to inspire countless lives in Bangladesh and beyond. As the visionary founder of PRAN-RFL Group, he transformed the country's agro-processing and corporate sectors with unmatched dedication and innovation. His contributions to industry, education, and social welfare remain a guiding light for future generations. Even after a decade, the void left by his absence is deeply felt, but his ideals and achievements continue to shape Bangladesh's progress.

Amjad Khan Chowdhury was a Bangladeshi Army officer and the founder of the PRAN-RFL Group in Bangladesh. He was a great entrepreneur and one of Bangladesh's food processing industry's pioneers. Bangladesh will have to wait years for a businessman of his caliber. Mr. Chowdhury was a titan of the corporate world, and his life is brimming with lessons for the next generation of business leaders.

He was the visionary founder and CEO of Bangladesh's most diverse group of enterprises, having interests in Real Estate

Housing, Agro Processing, Food, PVC & Plastics, Light Engineering, Electrical & Electronics, and Light Engineering. The businesses have a spotless track record in terms of production and labor management. PRAN Group has an exceptional track record when it comes to creditworthiness. His hobby-horse is promoting a hybrid of Bangladeshi corporate management based on our societal values and current Western and Japanese management styles.

Amjad Khan Chowdhury was the founder and first president of the Real Estate & Housing Association of Bangladesh (REHAB), the Bangladesh Agro-Processors' Association (BAPA), and the Underprivileged Children's Education Programme (UCEP).

He was a member of a number of prestigious trade associations. He was the president of MCCI, the Metropolitan Chamber of Commerce and Industries. Agriculture, rural development, and economics were all topics that he was passionate about.

# TABLE OF CONTENTS

Sl. No.	Particulars	Page No.
01	Why “PRAN”	03
02	About Us	04
03	Performance at a Glance	06
04	Corporate Directory	07
05	Our Vision	08
06	Corporate Mission	08
07	Core Values	08
08	Strategic Objectives	09
09	Our Products	10-12
10	Our Brands	13
11	Director’s Profile	14-17
12	Letter of Transmittal	19
13	5 Years Financial Statistics	20
14	Financial Calendar	21
15	Credit Ratings	22
16	Performance Indicators	23-26
17	Awards	27
18	Certification	28-29
19	Training & Development	30
20	Corporate Social Responsibility (CSR)	31-32
21	Notice of 40 <sup>th</sup> Annual General Meeting	34
22	৪০তম বার্ষিক সাধারণ সভার বিজ্ঞপ্তি	35
23	Speech from the Chairman	36
24	Message from the Managing Director	37
25	Screenshot of 39 <sup>th</sup> Annual General Meeting	38
26	Director’s Report to the Shareholders	39-46
27	শেয়ারহোল্ডারগণের প্রতি পরিচালকমন্ডলীর প্রতিবেদন	48-56
28	Quality Policy	57
29	ESG & Sustainability Strategy	58-60
30	Dividend Distribution Policy	61-62
31	Code of Conduct	63-65
32	Report of the Audit Committee	66
33	Report of the NRC	67-68
34	Management Discussion & Analysis	69-70
35	Statement of Corporate Governance	71
36	Declaration by CEO & CFO	72
37	Certificate of Compliance	73
38	Checklist on Corporate Governance Code	74-83
39	Audited Financial Statements for the year ended 30 June 2025	84-122
40	Proxy Card	123

# WHY PRAN



Program for  
প্রগতি

Rural  
রূপায়নে

Advancement  
অগ্রগামী

Nationally  
নবোদ্যম

We in Bangladesh are blessed with a climate ideally suited to agriculture, specially fruits and vegetables-rich in taste and flavor, sweet, mellow and juicy.

Our deltaic plains are among the most fertile in the world created and drained by the mighty rivers- the Padma, the Jamuna & the Meghna. There is plenty of water. And farming is a way of life to our people.

Our comparative advantage as an economy lies in agriculture. We believe the way to economy prosperity is through agri and agro-business.

PRAN in in testimony to our convictions. It stands for: "Program for Rural Advancement Nationally", or in Bangla "প্রগতি রূপায়নে অগ্রগামী নবোদ্যম"

PRAN is the largest grower and processor of fruits and vegetables in the country.

Our contract growers cultivate the choicest fruits and vegetables which are processed in our modern and hygienic factories to highest quality standards.



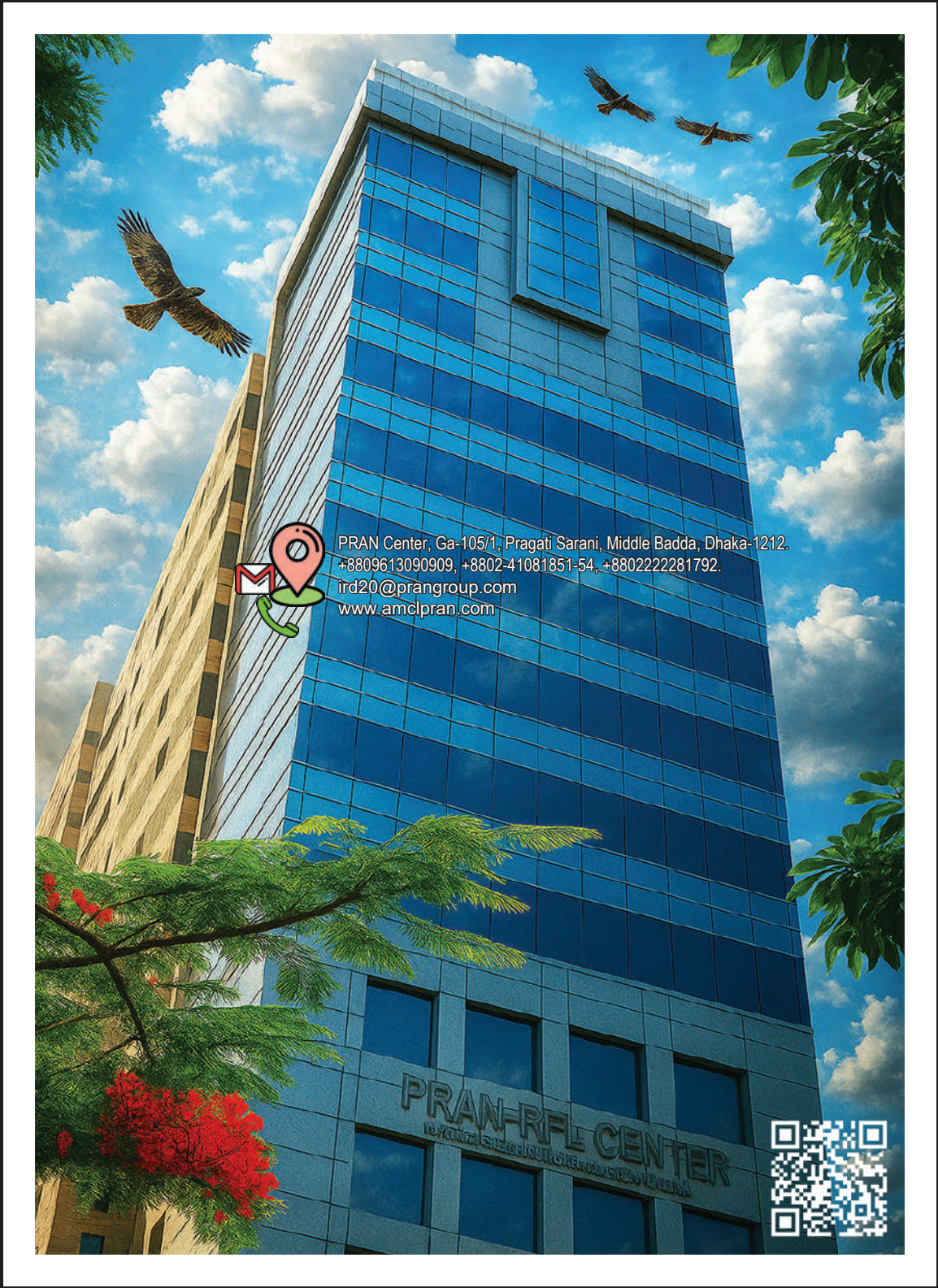
# ABOUT US

PRAN-RFL Group is one of Bangladesh's largest and most-recognized conglomerates, founded in the early 1980s and best known for building the PRAN brand into a major global exporter of processed foods and beverages. The group combines agribusiness (PRAN Foods) with manufacturing (RFL Plastics and others), a broad distribution network, and extensive backward linkages with farmers - a model that helped industrialize food processing in Bangladesh and scale rural contract farming.

One of the group's long-established sister concerns is Agricultural Marketing Company Limited (commonly referred to as AMCL-PRAN). AMCL focuses on processing fruits and vegetables and producing a wide range of consumer food and beverage products - juices, flavored drinks, mineral water, ice pops and mango bars - often using raw materials sourced directly through the group's contract-farming programs. The company emphasizes hygienic, high-tech processing and has highlighted its role as a pioneer of contract farming in Bangladesh.

AMCL's manufacturing footprint is concentrated in central-east Bangladesh: its factory complex is located in the Ghorashal area of Palash in the Narsingdi district (sometimes referenced as Ghagra/Ghorashal, Palash, Narsingdi in company filings and reports). These facilities handle procurement, processing and packaging across multiple formats (Tetra Pak, PET, glass, cans), enabling AMCL to supply both domestic markets and export channels. Operational details and factory addresses appear in the company's annual reports and regulatory filings.

Agricultural Marketing Company Limited is a publicly listed company in Bangladesh - trading under the code AMCL(PRAN) on the country's exchanges - and publishes regular annual reports, dividend announcements and market disclosures for shareholders. As a listed sister concern within the PRAN-RFL family, AMCL combines the commercial advantages of a large consumer brand with the transparency and governance obligations of a publicly traded firm, making it an important bridge between the group's agribusiness sourcing and capital markets.



PRAN Center, Ga-105/1, Pragati Sarani, Middle Badda, Dhaka-1212.  
+8809613090909, +8802-41081851-54, +8802222281792.  
[ird20@prangroup.com](mailto:ird20@prangroup.com)  
[www.amclpran.com](http://www.amclpran.com)

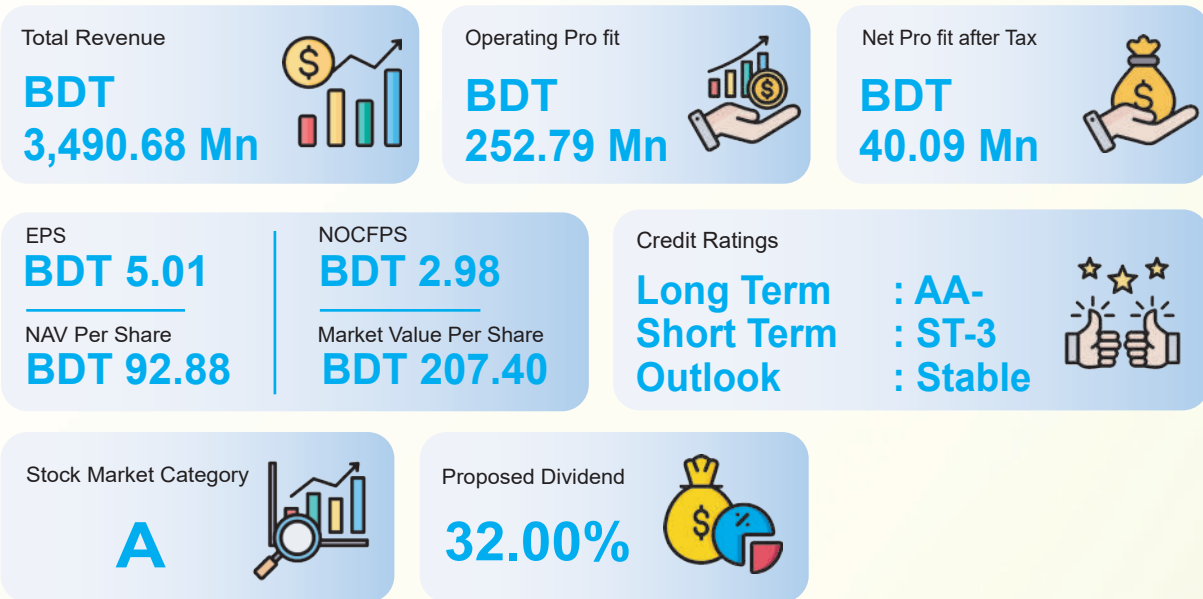
PRAN-RFL CENTER  
RFL GROUP OF INSTITUTIONS



# PERFORMANCE

## AT A GLANCE

### Financial



### Award



### Product & Market



# CORPORATE DIRECTORY



## BOARD OF DIRECTORS

Chairman	:	Mr. Ahsan Khan Chowdhury
Managing Director	:	Mr. Md. Eleash Mridha
Director	:	Mrs. Uzma Chowdhury
Director	:	Mrs. Sabiha Amjad
Independent Director	:	Mr. Rezaul Hasan
Independent Director	:	Mrs. Zakia Sultana



## SENIOR MANAGEMENT

Director Accounts	:	Mr. Chowdhury Atiur Rasul
Director Marketing	:	Mr. Chowdhury Kamruzzaman
Chief Financial Officer	:	Mr. Mohammad Yeamin
Company Secretary (CC)	:	Mr. Muhammad Shariful Islam
Head of Internal Audit	:	Mr. Md. Arafatul Islam



## CONTACT ADDRESSES

REGISTERED/CORPORATE & SHARE OFFICE	:	PRAN Center, Ga-105/1, Middle Badda, Dhaka-1212.
PHONE	:	+8809613090909, +8802-41081851-54,+8802222281792.
MOBILE	:	+88 01769 696201
EMAIL	:	ird20@prangroup.com
WEB ADDRESS	:	www.amclpran.com
FACTORY ADDRESS	:	Ghorashal, Palash, Narshingdi.



## AUDITORS & SCRUTINIZER

STATUTORY AUDITOR	:	S. F. Ahmed & Co., Chartered Accountants House # 51 (2 <sup>nd</sup> Floor), Road # 9, Block # F, Banani, Dhaka-1213.
CGC AUDITOR	:	SARashid & Associates, Chartered Secretaries Noakhali Tower (12 <sup>th</sup> Floor, 13-D), 55/B, Purana Paltan, Dhaka-1000.
INDEPENDENT SCRUTINIZER	:	M. Mohashin & Co., Chartered Secretaries 49/A, Sher-E-Bangla Road (Opposite of Modina Masjid), 4 <sup>th</sup> Floor, Zigatola, Dhaka-1209.



## LEGAL ADVISOR

Mirza Sultan Alraza  
Advocate, Bangladesh Supreme Court  
Mirza S. Alraza & Associates,  
Mahtab Center (15<sup>th</sup> Floor),  
177, Syed Nazrul Islam Saranj, Bijoy Nagar, Dhaka-1000.  
Email: alrazamirza@gmail.com



## LISTING & MEMBERSHIP

LISTING	:	Dhaka Stock Exchange PLC & Chittagong Stock Exchange PLC.
MEMBERSHIP	:	Dhaka Chamber of Commerce & Industry, Metropolitan Chamber of Commerce & Industry & Bangladesh Association of Publicly Listed Companies.



## COMMITTEE

<u>AUDIT COMMITTEE</u>		<u>NOMINATION &amp; REMUNERATION COMMITTEE</u>	
Mr. Rezaul Hasan	- Chairman	Mr. Rezaul Hasan	- Chairman
Mrs. Sabiha Amjad	- Member	Mr. Ahsan Khan Chowdhury	- Member
Mrs. Zakia Sultana	- Member	Mrs. Sabiha Amjad	- Member
Mr. Muhammad Shariful Islam	- Secretary	Mrs. Zakia Sultana	- Member
		Mr. Muhammad Shariful Islam	- Secretary



## MAIN BANKERS

- The Hong Kong & Shanghai Banking Corporation Ltd. (HSBC)
- Commercial Bank of Ceylon PLC
- Bangladesh Krishi Bank
- Standard Chartered Bank Ltd.
- Citi Bank Ltd
- State Bank of India
- IFIC Bank Ltd.
- Bank Asia Ltd.
- Mercantile Bank Ltd.

# OUR VISION



Poverty & hunger are curses.

Our aim is to generate employment & earn dignity & self-respect for our compatriots through profitable enterprises.

# CORPORATE MISSION



## QUALITY & SAFETY FIRST

Deliver safe, nutritious, and high-quality food and allied products that earn consumer trust and promote healthier lifestyles.



## INNOVATION & EXCELLENCE

Continuously innovate in products, processes, and technologies to meet evolving market demands and set new industry benchmarks.



## SUSTAINABILITY & RESPONSIBILITY

Commit to environmentally friendly practices, efficient resource utilization, and social responsibility to ensure long-term positive impact.



## GROWTH & VALUE CREATION

Drive sustainable business growth while creating value for customers, employees, partners, and communities.



# CORE VALUES



Safety



Quality Excellence



Customer Focus



Integrity & Ethics



Teamwork & Collaboration



Innovation & Creativity



Sustainability & Responsibility



Employee Engagement & Development



Continuous Improvement & Learning











Community Engagement & Social Responsibility

# STRATEGIC OBJECTIVES



The strategic objectives of a pioneer food manufacturing company in Bangladesh are to strengthen its leadership in delivering safe, high-quality, and affordable food products, while continuously innovating to meet the evolving tastes and nutritional needs of consumers. The company aims to expand its market presence both locally and globally, enhance operational efficiency through modern technology and sustainable practices, and uphold its responsibility to the environment and society. By investing in workforce development, customer engagement, and robust financial performance, the company seeks to create long-term value for all stakeholders and contribute meaningfully to the nation's economic growth.

<p><b>Quality</b></p>	<p><b>Innovation &amp; Product Development</b></p>	<p><b>Operational Efficiency</b></p>	<p><b>Sustainability</b></p>	<p><b>Market Expansion</b></p>
 <p>Committed to delivering safe, high-quality food products that customers can trust every day.</p>	 <p>Driving growth through continuous innovation and creative product development to meet evolving consumer needs.</p>	 <p>Focused on operational excellence to maximize efficiency, reduce waste, and deliver superior value.</p>	 <p>Dedicated to sustainable practices that protect the planet while nourishing future generations.</p>	 <p>Accelerating market expansion to bring trusted products to more customers across the globe.</p>
<p><b>Customer Engagement</b></p>	<p><b>Financial Performance &amp; Profitability</b></p>	<p><b>Employee &amp; Workforce Development</b></p>		
 <p>Engage with customers through trust, transparency, and meaningful interactions to build lasting relationships.</p>	 <p>Ensure strong financial performance and sustainable profitability to drive growth and long-term value for all stakeholders.</p>	 <p>Invest in people by fostering growth, skill development, and a culture of empowerment for a stronger future.</p>		

# OUR PRODUCTS

## BEVERAGE ITEMS

### Fruit Drinks - Pet Bottle



### Fruit Drinks - Tetra Pack & Can



### Flavored & Milk Added Drinks



### Carbonated Soft & Energy Drinks



### Drinking Water & Additives



### HOT BEVERAGE & POWDER DRINKS ITEMS

#### Coffee Drink



### Tea & Boost Drink



### Powder Soft Drinks



### FRUIT BAR



OUR  
BRAND

PRAN  
Mango Bar

টেকমিষ্টি  
স্বাদের চুইস্ট



# DIRECTOR'S PROFILE

## Mr. Ahsan Khan Chowdhury

Chairman

Mr. Ahsan Khan Chowdhury is the Chairman and Chief Executive Officer of PRAN-RFL Group, one of the largest and most diversified conglomerates in Bangladesh. Born on 6 September 1970, he is the son of the Group's late founder, Mr. Amjad Khan Chowdhury, and Mrs. Sabiha Amjad. He completed his secondary education at St. Joseph High School, Dhaka, and higher secondary education at Notre Dame College, Dhaka, before pursuing his Bachelor's degree from Wartburg College, USA, graduating in 1992.

Mr. Chowdhury joined PRAN-RFL Group in 1992 as a Director and subsequently took on increasing leadership responsibilities within the organization. Following the passing of the Group's founder, he assumed the role of Chairman and Chief Executive Officer, overseeing the strategic direction and global expansion of the company.

Under his leadership, PRAN-RFL has grown into a multinational entity employing over 145,000 people and exporting to more than 145 countries worldwide. The Group's portfolio today spans agro-processing, food and beverage, plastics, light engineering, furniture, and electronics, making it a key contributor to Bangladesh's industrial and export growth.

In addition to his role at PRAN-RFL, Mr. Chowdhury serves as the Chairman of Midland Bank PLC, further extending his contribution to the country's financial sector. His leadership philosophy emphasizes rural industrialization, inclusive economic development, and global competitiveness. By establishing production facilities in various regions across Bangladesh, he has significantly advanced employment opportunities outside major urban centers, aligning the Group's business growth with national development priorities.

Currently he is an active member of premier trade bodies, associations & Clubs in Bangladesh. Mr. Ahsan Khan Chowdhury also holds the position of Chairman/Managing Director/Director of Rangpur Foundry Ltd., Property Development Ltd., PRAN Foods Ltd., PRAN Agro Ltd., Kaligonj Agro Processing Ltd., RFL Plastics Ltd., PRAN Dairy Ltd., Mymensingh Agro Ltd., Banga Building Material, Accessories World Ltd., Career Builders Ltd., Chorka Textile Ltd., Packmat Industries Ltd., Rangpur Metal Industries Ltd., Durable Plastic Ltd., Allplast Bangladesh Ltd., Banga Millers Ltd., Banga Bakers Ltd. & Midland Bank PLC.

Mr. Chowdhury has been widely recognized for his contributions to the private sector. He was named Business Person of the Year 2024 at the Bangladesh Business Awards, organized by DHL and The Daily Star, and received the title of Chief Executive Officer of the Year (FMCG) at the Bangladesh C-Suite Awards. Under his stewardship, PRAN-RFL has consistently achieved national export trophies and established itself as one of Bangladesh's most prominent international brands.

With a clear vision for sustainable growth and global expansion, Mr. Ahsan Khan Chowdhury continues to lead PRAN-RFL Group towards new frontiers, ensuring its role as a driving force in Bangladesh's economy and a respected player in international markets.



### Business Person of the Year 2024

Ahsan Khan Chowdhury has been named Business Person of the Year 2024, recognizing his leadership in expanding one of Bangladesh's largest industrial conglomerates.

The award was presented at the Bangladesh Business Awards 2024, jointly organized by DHL and The Daily Star, on Tuesday evening at the Radisson Blu Dhaka Water Garden.

This year's theme was "Powering the Private Sector. Finance Adviser Dr. Salehuddin Ahmed handed the award to Chowdhury, with Commerce Adviser Sheikh Bashir Uddin also in attendance.



## Mr. Md. Eleash Mridha

Managing Director (Nominated by Property Development Limited)

Mr. Eleash Mridha serves as the Managing Director of Agricultural Marketing Co. Ltd., a concern of PRAN Group, a leading enterprise in Bangladesh's food and agro-industry sector, and part of the broader PRAN-RFL conglomerate. In this capacity, he guides the strategic vision, operational management, and business development initiatives of PRAN, ensuring sustained growth, innovation, and competitiveness in both local and international markets. His leadership is instrumental in aligning PRAN's food processing, export, and agribusiness operations with global quality standards and market demands.

Mr. Mridha has also been acknowledged among his peers in the corporate world. In 2023, he was awarded Managing Director of the Year (FMCG) at the Bangladesh C-Suite Awards in recognition of his leadership in the fast-moving consumer goods sector. Such honours reflect his ability to manage large-scale operations, maintain brand integrity, and drive growth in highly competitive environments.

The Board of Directors of Agricultural Marketing Co. Ltd. appointed Mr. Eleash Mridha as the Managing Director of the company with effect from 30 August, 2015. He has been nominated by M/s. Property Development Limited, shareholder of AMCL-PRAN. Mr. Mridha completed his graduation from the University of Dhaka in 1989 and completed his MBA in Finance. He is well trained professional with a lot of operational experience in various aspects in the company.

## Mrs. Uzma Chowdhury

Director (Nominated by Property Development Limited)

Uzma Chowdhury is a distinguished corporate leader and one of the most prominent professionals within Agricultural Marketing Co. Ltd., as well as PRAN-RFL Group, one of Bangladesh's largest conglomerates. As the Director of AMCL, she has been instrumental in shaping the financial strategies and governance frameworks that support the group's sustainable growth. With her strong financial acumen and strategic outlook, she has played a pivotal role in ensuring transparency, accountability, and long-term value creation across the organization.

She is a certified Public Accountant, (CPA) from state of Taxes, USA. Earlier she completed B.Com (Honors) degree from the Dhaka University in 1995. After that she obtained another Bachelor of Science degree in 1999 from the University of Taxes at Dallas. After successful completion of her Bachelor's program she started her professional career in USA in year 2000 and continued accounting profession for over 7 years in United States. In October 2008, she joined PRAN-RFL group as director at Finance. Property Development Limited nominated her as a Board Member of Agricultural Marketing Co. Ltd. with effect from 27 October, 2016.

She is also recognized for advocating corporate responsibility, women's empowerment in business, and ethical management practices. Through her dedication and vision, she continues to support the expansion and diversification of PRAN-RFL Group, ensuring that the organization remains financially robust and strategically positioned to address the evolving demands of global markets. Her contribution reflects the group's enduring commitment to excellence, innovation, and sustainable business growth.



## Mrs. Sabiha Amjad

Director

Sabiha Amjad is a respected business leader and one of the key figures behind the growth and success of PRAN-RFL Group, one of Bangladesh's largest and most diversified conglomerates. As the wife of the late founder Amjad Khan Chowdhury, she has played a pivotal role in guiding the company's vision, particularly in upholding the values and legacy upon which PRAN-RFL was built.

Mrs. Amjad has a wide 44 years of Directorial and Entrepreneurial experience in her career. For her excellent dynamic leadership in business areas, the group excelled in many directions. Earlier she completed Bachelor in Economics from Punjab University in 1966. She completed her Master's degree in Economics from the University of Dhaka in 1975. She obtained another Master's degree in English from Rajshahi University in the year 1981. She is the director of Rangpur Foundry Ltd. and Agricultural Marketing Co. Ltd. Now she is one of the members of newly formed Audit Committee of the company.

As a guiding force for the new generation of leadership, including her son Ahsan Khan Chowdhury, Chairman and CEO of PRAN-RFL Group, Sabiha Amjad continues to inspire stability, wisdom, and resilience in steering the conglomerate forward. Her contributions reflect a deep commitment to ensuring that PRAN-RFL remains a symbol of trust, growth, and progress for Bangladesh and beyond.

## Mr. Md. Rezaul Hasan

### Independent Director

Md. Rezaul Hasan is a seasoned expert in Customs, Excise, and VAT, with over 30 years of distinguished service at the National Board of Revenue (NBR), Bangladesh. His extensive experience spans policy formulation, VAT law implementation, customs modernization, and regulatory oversight.

As Project Director of the VAT Online Project and Member of VAT Policy, Mr. Hasan was instrumental in automating the VAT system and aligning HS code regulations with international standards. He also played a key role in developing the Trade VAT framework and driving process reengineering within the Central Survey Zone.

In his advisory capacity, Mr. Hasan has worked with prominent organizations such as Robi Axiata, Grameen Bank, and Confidence Group. Notably, he has led major national projects under the Montreal Protocol and Kigali Amendment, where he was responsible for the annual reporting and monitoring of HCFC consumption and imports. His efforts contributed to the development of national licensing and quota systems for controlled substances under UNEP.

Currently the Founder and Chief Consultant at AWR Customs & VAT Consultancy, he continues to advise on tax, environmental compliance, and customs reform. Mr. Hasan holds an MSc in Agriculture from Bangladesh Agricultural University..



## Mrs. Zakia Sultana

### Independent Director

Zakia Sultana is a seasoned professional in the field of Customs, Excise, and VAT Administration with more than three decades of experience driving fiscal policy, trade facilitation, and revenue generation in Bangladesh. She holds both Bachelor's and Master's degrees in Philosophy from the University of Dhaka, which provided her with a strong analytical and critical thinking foundation that has supported her long and distinguished career in public service.

Her career began in the early 1990s at the National Board of Revenue (NBR), where she initially served as Assistant and Deputy Commissioner, directly engaging in revenue collection and the enforcement of VAT and customs regulations. Over time, she advanced through progressively senior roles, including Joint Commissioner, First Secretary, and Commissioner/Director General, where she oversaw key functions such as revenue mobilization, customs operations, and policy execution across major field offices and divisions.

Between 2011 and 2020, she led critical wings of the NBR, including Customs, Excise, and VAT Dhaka North, and the Research and Statistics Wing. In these roles, she was instrumental in strengthening compliance, enhancing revenue forecasting, and facilitating international trade through improved customs operations. Later, as a Member of NBR from 2020 to 2024, she played a pivotal role in VAT policy formulation, digital transformation projects like the National Single Window, and high-level negotiations with international development partners such as the World Bank, ADB, and USAID.



প্রাণ<sup>®</sup>

ম্যাংগো  
ফ্রুট ড্রিংক



200 ml

 / PRANGO

# LETTER OF TRANSMITTAL

Date: December 01, 2025

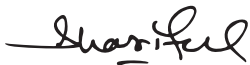
The Investors  
Bangladesh Securities and Exchange Commission  
Dhaka Stock Exchange PLC  
Chittagong Stock Exchange PLC  
Register of Joint Stock Companies and Firms

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

Dear Sir (s),

We are pleased to enclosed a copy of the Annual Report containing the Directors' Report and Auditors' report along with Audited Financial Statements including Statement of Financial Position as at June 30, 2025, Statement of Profit or Loss and other comprehensive Income, Cash Flows, Changes in Equity for the year ended June 30, 2025, along with notes thereon of the Agricultural Marketing Co. Ltd. and all related statements for your kind record and necessary measures.

With best regards,



**Muhammad Shariful Islam**  
Company Secretary (CC)

# 5 YEARS FINANCIAL STATISTICS

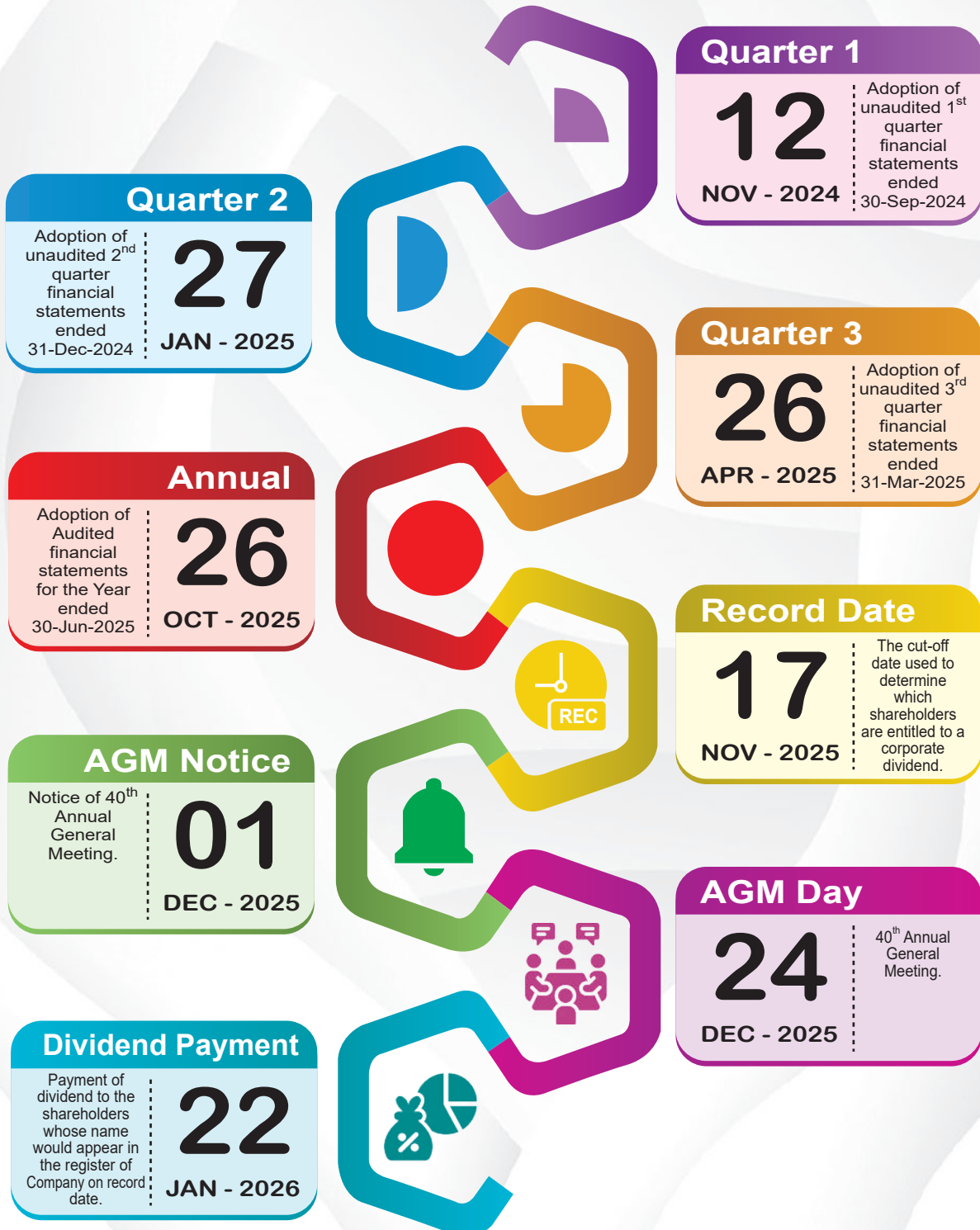
Value in '000 Taka

Particulars	2020-2021	2021-2022	2022-2023	2023-2024	2024-2025
Authorized Capital	500,000	500,000	500,000	500,000	500,000
Paid Up Capital	80,000	80,000	80,000	80,000	80,000
Share Premium	40,000	40,000	40,000	40,000	40,000
Turnover (Gross)	3,312,188	3,596,175	3,717,178	3,870,766	4,123,074
Turnover (Net)	2,948,859	3,153,682	3,226,363	3,306,077	3,490,680
Gross Margin	556,327	596,203	616,596	632,054	667,638
Profit Before Tax	94,336	90,322	88,945	62,825	80,934
Net Profit After Tax	42,992	44,928	43,345	44,112	40,096
Tangible Fixed Assets (Net)	230,009	196,108	189,058	298,358	272,203
Cumulative Reserve & Surplus	553,369	572,721	588,702	607,222	623,045
Shareholders' Equity	673,369	692,721	708,702	727,223	743,045
Dividend Proposed	32%	32%	32%	32%	32%
Return On Paid Up Capital	53.74	56.16	54.18	55.14	50.12
Book Value Per Share (Tk.)	84.17	86.59	88.59	90.90	92.88
Earnings Per Share (Tk.)	5.37	5.62	5.42	5.51	5.01
Market Value Per Share (Tk.)	190.95	275.30	271.30	229.40	207.40
Price Earning Ratio (Times)	35.56	48.98	50.05	41.63	41.40

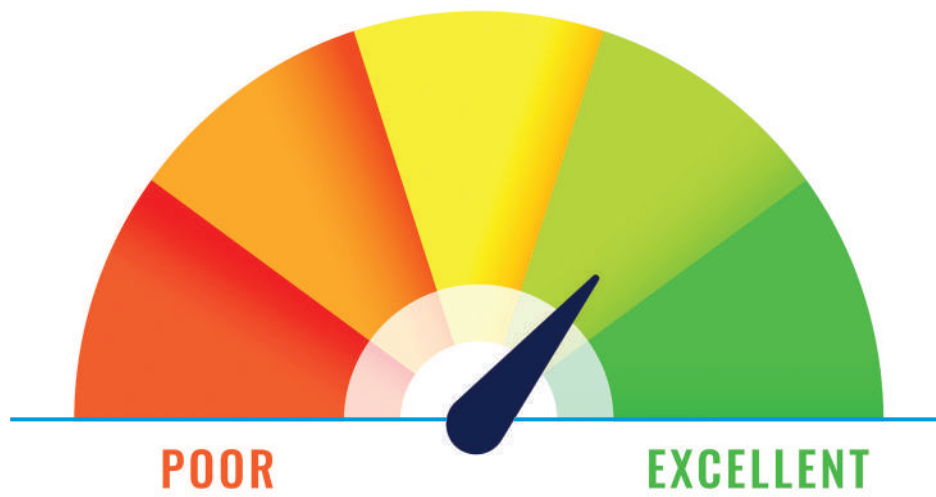
## Number of Shareholders (as on 30<sup>th</sup> June)

General Public	3,582	3,271	4,347	3,875	3,587
ICB Investor's Account	2	3	5	6	7
Financial Institutions	46	46	151	124	81
Sponsors	3	3	3	3	3

# FINANCIAL CALENDAR



# CREDIT RATINGS



Ratings	2024-25	2023-24
Long Term	AA-	AA-
Short Term	ST-3	ST-3
Outlook	STABLE	STABLE

Rated by CRISL on 1<sup>st</sup> December, 2025  
& Valid up to 1<sup>st</sup> December, 2026

Based on Financial Statements for the year ended 30<sup>th</sup> June, 2025

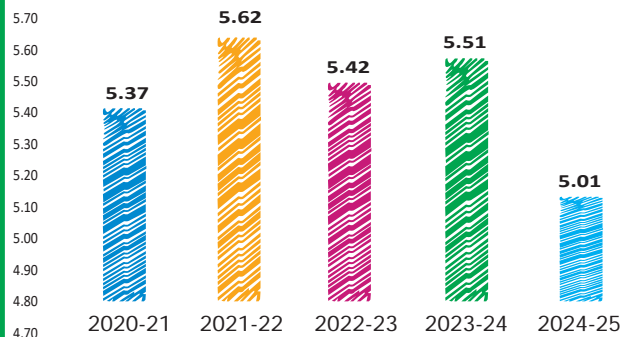


# PERFORMANCE INDICATORS

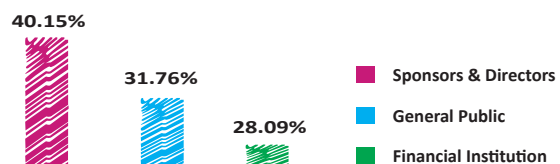
# Graphical Presentation of Some Financial Figures

## EPS Trends of Last 5 Years

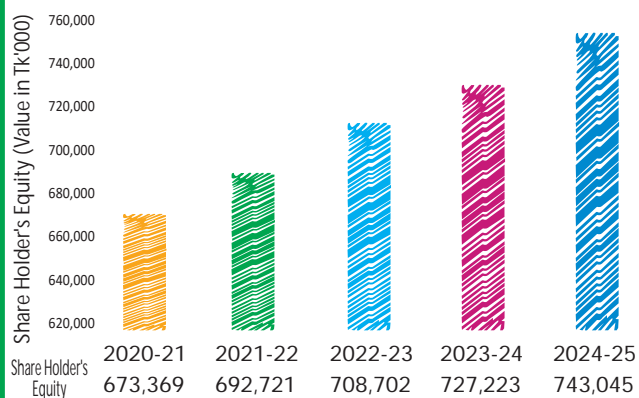
(EPS mentioned in the graphs have been changed along with the face value of shares from Tk. 100/- to Tk.10/-)



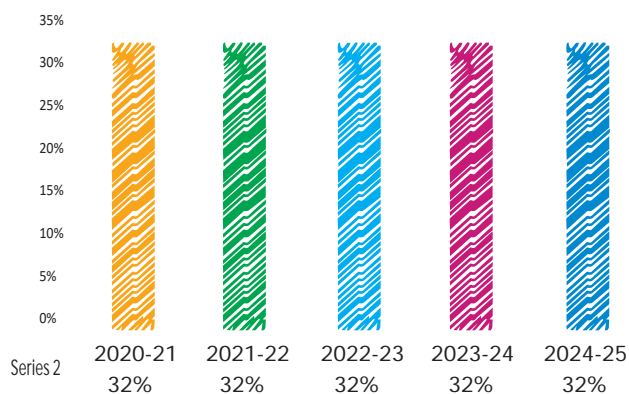
## Ownership Distribution of Share's 2024-25



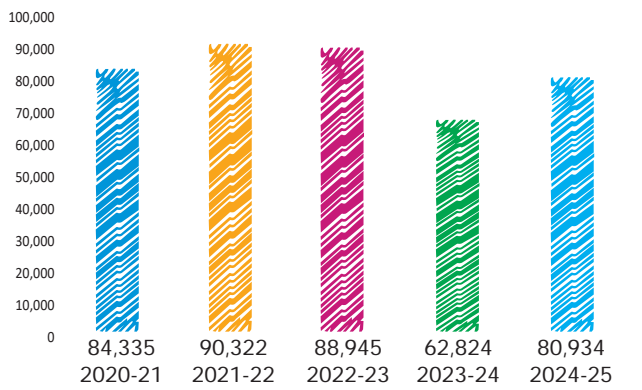
## Growth in Share Holder's Equity



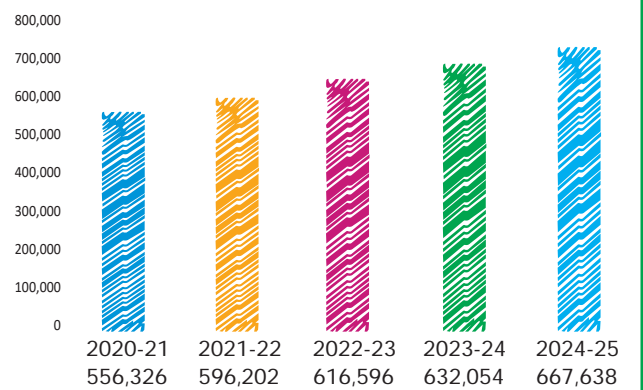
## EPS Trends of Last 5 Years



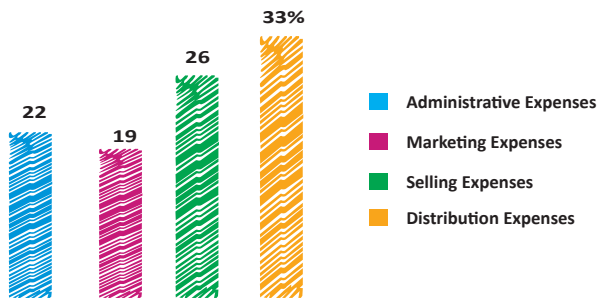
### Earnings Before Interest & Tax (Value in '000 Taka)



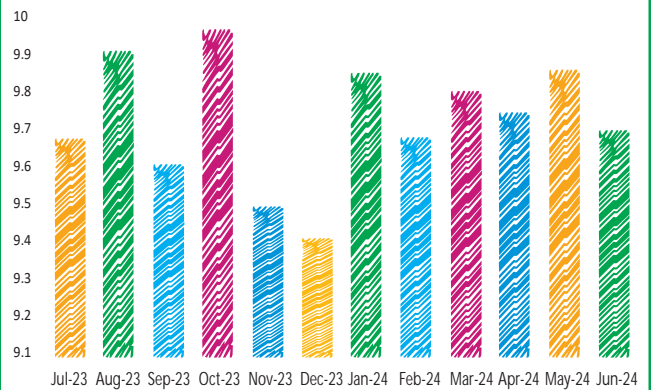
### Gross Margin (In Tk '000)

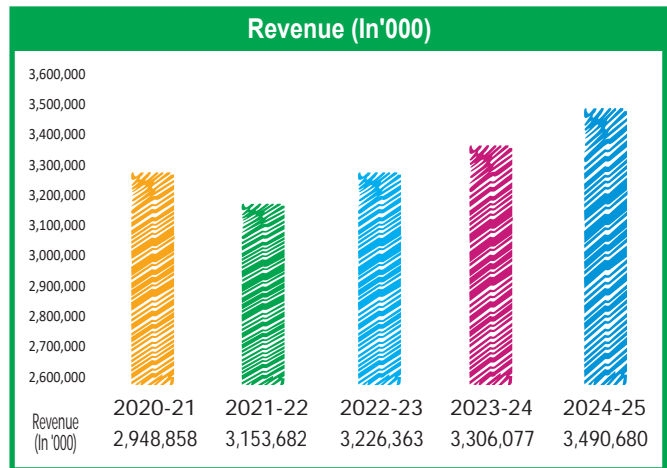
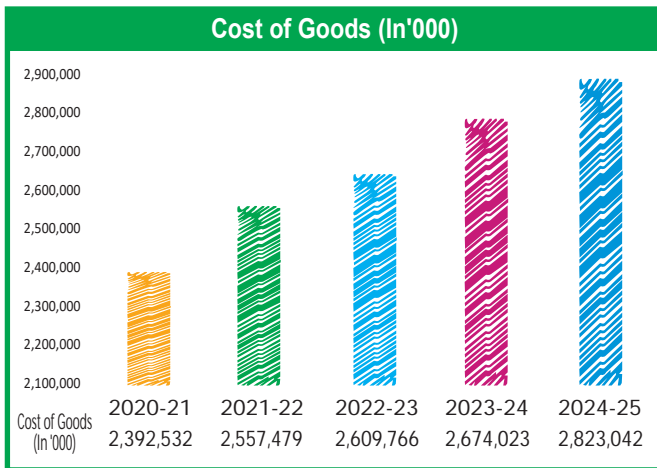
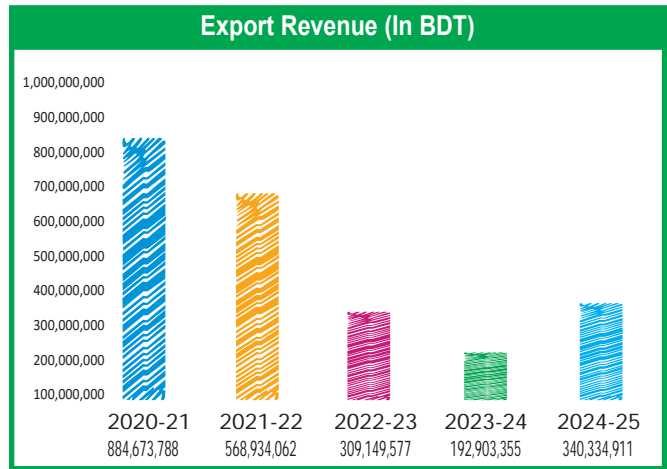
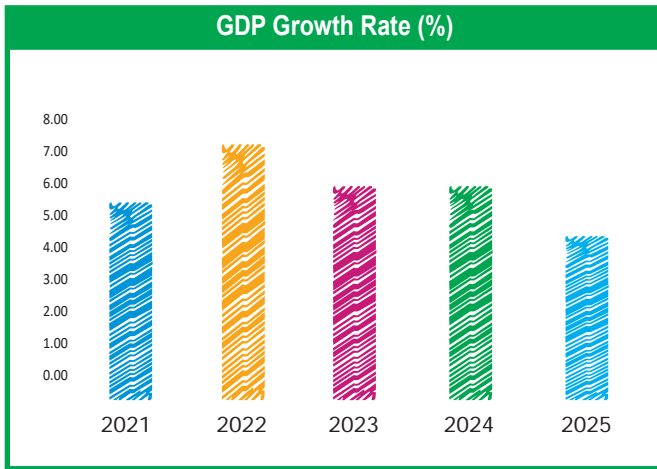


### Expenses Allocation FY : 2024-25



### Inflation Rate (%)





# AWARDS

## National Export Award - Food & Agro Sector

- 2004-05 (Gold)
- 2003-04 (Gold)
- 2002-03 (Gold)
- 2001-02 (Gold)
- 2000-01 (Bronze)
- 1999-00 (Gold)



## SDG Brand Champion Award 2025

Most Sustainable Agricultural Company

- ICSB National Award - Food & Allied Sector
- 2023 (Bronze)
- 2015 (Silver)



## ICMAB Best Corporate Award

- Food & Allied Sector

- 2024 (Bronze)
- 2021 (Silver)
- 2020 (Silver)

Superbrand Awards 2025-26



# CERTIFICATION



মেট্রপলিট্যান চেম্বার অফ কমার্স এণ্ড ইণ্ডাস্ট্রী, ঢাকা  
METROPOLITAN CHAMBER OF COMMERCE AND INDUSTRY, DHAKA

## Membership Certificate

This is to certify that.. **Agricultural Marketing Co. Ltd.**.. PRAN-RFL Centre  
105 Progati Sarani, Middle Badda, Dhaka-1212. is a Member of this Chamber.

Membership No . 154

Date of Issue : 10th February 2025

Date of Expiry : 31st December 2025



  
Signature

Md. Masudar Rahman  
Deputy Secretary-General

CHAMBER BUILDING

122-124, Motijheel C.A., Dhaka- 1000, Phone: 9565208-10, 9574129-31, Fax: 880-2-9565211-12, E-mail: sg@mccibd.org; info@mccibd.org, Website: www.mccibd.org

**BANGLADESH ASSOCIATION OF PUBLICLY LISTED COMPANIES**

**Renewed Certificate**

*This is to certify that*

**AGRICULTURAL MARKETING COMPANY LIMITED**

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

*This certificate remains current until 31st December, 2025.*

Ref. No: CM-2025/085

Date of issue : February 5, 2025

**BAPLC**

  
Secretary General

# TRAINING & DEVELOPMENT

Company introduced training for the directors as a part sustainable company performance. Company maintains a consistent culture in the business regarding active search, creative designs, and implementation of effective methods for enhancing and recognizing outstanding performance of the company. Training participants includes board members, Executive Directors and other operational directors. In house training conduct on business innovation and new ideas.

Employee training and development focus on employees to become better at their jobs and overcome performance gap that are based on lack of

knowledge or skills. This can help organizations and teams be more productive and obtain improved business outcomes, leading to a competitive advantage over other companies. To educate workers about safety and security, efficiency and develop skills if needed company arrange varies effective programs.

Agricultural Marketing Co. Ltd. always believes that an expertise workforce can always contributing in the economic growth of the country. To build an expert workforce, AMCL has carefully designed training program and sequentially executed post training assessment to measure the effectiveness of training.



# CORPORATE SOCIAL RESPONSIBILITY

CSR can help improve various aspects of society as well as promote a positive brand image for companies. Corporate responsibility programs can also raise morale in the workplace. Agricultural Marketing Co. Ltd. (AMCL) is always eager to contribute to the society considering environmental impacts, ethical responsibility, philanthropic endeavors, and financial responsibilities.







# Tea



চাহিলেই  
চা  
মখন তখন



# NOTICE OF 40<sup>TH</sup> ANNUAL GENERAL MEETING

## AGRICULTURAL MARKETING CO. LIMITED

PRAN Center, GA-105/1, Middle Badda, Dhaka-1212

Notice is hereby given that the 40<sup>th</sup> Annual General Meeting of Agricultural Marketing Co. Ltd. will be held on Wednesday, 24<sup>th</sup>, December 2025 at 09:30 AM through Digital Platform through the Link <http://amcl.digitalagmbd.net> to transact the following business :

### AGENDA

- 1 . To receive, consider and adopt the Audited Financial Statements for the year ended 30<sup>th</sup> June 2025 together with the Auditors' report thereon and the Directors' Report.
- 2 . To elect Director as per Articles of Association of the Company.
- 3 . To declare Dividend as recommended by the Board of Directors.
- 4 . To appoint Statutory Auditors and fix their remuneration.
- 5 . To appoint Corporate Governance Auditors and fix their remuneration.
- 6 . To approve mutual transactions of temporary loans and/or corporate guarantee with sister concerns.
- 7 . To approve the appointment of Independent Director(s) as recommended by the Board of Directors.

By the order of the Board,



**Muhammad Shariful Islam**  
Company Secretary (Current Charge)

December 01, 2025

### NOTES:

- a. The record date was 17.11.2025 members whose names appeared in the Depository Register/ Share Register at the close of business on the Record Date will be entitled to attend the AGM and vote thereat and receive dividend, if any, and to nominate proxy on his/her/its behalf.
- b. Soft copy of the Annual Report along with the proxy form will be sent to the e-mail addresses of the shareholders available in the BO/Folio accounts and may be downloaded from company's website: [www.amclpran.com](http://www.amclpran.com). The Annual Report along with the Proxy Form may also be collected from the Share Department of the Company.
- c. The AGM shall be held through Digital Platform at <http://amcl.digitalagmbd.net>, so the shareholders are requested to join the AGM through the said link. Link shall be opened for voting 48 hours before commencement of the AGM and webcast will start at 9:30 AM on 24.12.2025.
- d. Phone No. for any technical assistance related to attending the AGM is: 01769696228.
- e. Shareholders are advised to send questions/comments on any issue related to the AGM to the email address [idr3@prangroup.com](mailto:idr3@prangroup.com) before 48 hours from commencement of the AGM.



# ৪০তম বার্ষিক সাধারণ সভার বিজ্ঞপ্তি

## এগ্রিকালচারাল মার্কেটিং কোম্পানী লিমিটেড

প্রাণ সেক্টার, গি-১০৫/১ মধ্যবাড্ডা, ঢাকা-১২১২

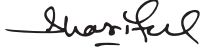
জানানো যাচ্ছে যে, এগ্রিকালচারাল মার্কেটিং কোম্পানী লিমিটেড-এর ৪০তম বার্ষিক সাধারণ সভা আগামী ২৪ ডিসেম্বর ২০২৫ তারিখ বুধবার সকাল ০৯.৩০ টায় ডিজিটাল প্ল্যাটফর্মে <http://amcl.digitalagmbd.net> লিংকের মাধ্যমে নিম্ন বর্ণিত বিষয় সমূহ আলোচনা ও সিদ্ধান্ত গ্রহণের নিমিত্তে অনুষ্ঠিত হবে :

### আলোচ্যসূচী

- ৩০ জুন, ২০২৫ তারিখে সমাপ্ত বছরের নিরীক্ষিত আর্থিক হিসাব বিবরণী ও এর উপর নিরীক্ষকদের প্রতিবেদন এবং পরিচালকমণ্ডলীর প্রতিবেদন গ্রহন, বিবেচনা ও অনুমোদন।
- কোম্পানীর সংঘ বিধি অনুযায়ী পরিচালক নির্বাচন।
- পরিচালক পর্ষদের সুপারিশ মোতাবেক লভ্যাংশ ঘোষণা।
- নিরীক্ষক নিয়োগ ও তাদের পারিশ্রমিক নির্ধারণ।
- প্রাতিষ্ঠানিক সুশাসন নিরীক্ষক নিয়োগ ও তাদের পারিশ্রমিক নির্ধারণ।
- সহপ্রতিষ্ঠান সমূহের সাথে সাময়িক ঋণ এবং অথবা কর্পোরেট গ্যারান্টি সম্পর্কিত পারস্পরিক লেনদেন অনুমোদন।
- পরিচালক পর্ষদের সুপারিশ মোতাবেক স্বতন্ত্র পরিচালকগণের নিয়োগের অনুমোদন।

পরিচালকমণ্ডলীর আদেশক্রমে,

তারিখঃ ০১.১২.২০২৫ ইং

  
মোহাম্মদ শরিফুল ইসলাম  
কোম্পানী সচিব (ভারপ্রাপ্ত)

### দ্রষ্টব্যঃ

- কোম্পানীর 'রেকর্ড ডেট' ছিল ১৭.১১.২০২৫। রেকর্ড ডেটে ব্যবসায়িক লেনদেন শেষে যে সকল সদস্যদের নাম কোম্পানীর ডিপোজিটরি রেজিস্টারে/শেয়ার রেজিস্টারে অন্তর্ভুক্ত রয়েছে কেবল তারাই বার্ষিক সাধারণ সভায় (এজিএম-এ অংশগ্রহণ ও ভোট প্রদান এবং লভ্যাংশ (যদি থাকে) প্রাপ্তির যোগ্য বিবেচিত হবেন এবং তার পক্ষে প্রক্সি মনোনীত করতে পারবেন।
- প্রক্সি ফরমসহ বার্ষিক প্রতিবেদনের প্রতিলিপি শেয়ারহোল্ডারদের বিও/ ফলিও অ্যাকাউন্টে উল্লিখিত ই-মেইল ঠিকানায় পাঠানো হবে এবং কোম্পানীর ওয়েবসাইট: [www.amclpran.com](http://www.amclpran.com) থেকে করে ডাউনলোড করা যাবে। এছাড়া বার্ষিক প্রতিবেদন ও প্রক্সি ফরম কোম্পানীর শেয়ার বিভাগ থেকে সংগ্রহ করা যাবে।
- এজিএম <http://amcl.digitalagmbd.net> লিংকের মাধ্যমে ডিজিটাল প্ল্যাটফর্মে অনুষ্ঠিত হবে বিধায় শেয়ারহোল্ডারদেরকে উক্ত লিংকের মাধ্যমে এজিএম-এ অংশ গ্রহণের জন্য অনুরোধ করা যাচ্ছে। এজিএম-এর প্রস্তাবিত সিদ্ধান্তের উপর ভোট প্রদানের জন্য এজিএম শুরুর ৪৮ ঘন্টা আগে উক্ত লিংক চালু করা হবে এবং এজিএম-এর ওয়েব-কাস্ট ২৪ ডিসেম্বর ২০২৫ তারিখ সকাল ০৯:৩০ টায় শুরু হবে।
- এজিএম-এ অংশগ্রহণ করার ক্ষেত্রে কোন কারিগরি সাহায্যের জন্য ফোন নম্বর : ০১৭৬৯৬৯৬২২৮।
- এজিএম-এর যে- কোন বিষয়ে প্রশ্ন/মন্তব্য সভা শুরুর ৪৮ ঘন্টা পূর্বে [idr3@prangroup.com](mailto:idr3@prangroup.com) এই ঠিকানায় প্রেরণ করার জন্য শেয়ারহোল্ডারদেরকে অনুরোধ করা যাচ্ছে।



# SPEECH FROM THE CHAIRMAN

“  
Our commitment to  
Maintaining the highest  
standards in quality,  
innovation and sustainability.”

“

## Dear Shareholders,

On behalf of the Board of Directors, I am pleased to welcome you to the 40th Annual General Meeting of Agricultural Marketing Co. Ltd. and present our performance and achievements for the fiscal year ending 30th June 2025.

This has been another year of consistency growth and continued success for our company, despite the challenges faced by the food manufacturing sector. Our commitment to maintaining the highest standards in quality, innovation, and sustainability has helped us navigate market complexities while positioning ourselves for long-term success.

Our revenue and profitability have shown a growth, and we have continued to expand our product range and strengthen our market position.

In recognition of this performance and as a gesture of our appreciation for your continued support, the Board of Directors has recommended a cash dividend of 32% for the year ended 30th June 2025. This dividend is subject to your approval at upcoming AGM.

Looking ahead, we are confident that the future holds even greater promise. Our focus will remain on product diversification, technological advancement, and expansion into new export markets to ensure long-term sustainable growth. We are also committed to enhancing efficiency,

improving supply chain management, and prioritizing environmental and social responsibilities in all our operations. With the continued cooperation of our shareholders, employees, and partners, I believe Agricultural Marketing Co. Ltd. will move forward with renewed strength and vision, achieving even greater success in the years to come.

As always, we remain focused on further enhancing the company's operational efficiencies, exploring new growth opportunities, and adapting to the evolving market landscape. With the support of our shareholders, we are confident that Agricultural Marketing Co. Ltd. will continue to thrive in the coming years.

I would like to take this opportunity to express my sincere gratitude to all shareholders, employees, customers, suppliers and regulatory authorities for your trust, dedication, and hard work in contributing to our continued success.

May Allah bless us all with success, good health and happiness.



**Mr. Ahsan Khan Chowdhury**  
Chairman

”

# MESSAGE FROM THE MANAGING DIRECTOR

“

Together, we will continue to build on our legacy and achieve new heights.



“

## Dear Respected Shareholders,

As we approach the 40th Annual General Meeting of Agricultural Marketing Co. Ltd., I am pleased to welcome you and share our continued success and optimism for the future of the company. The financial year 2024-2025 has been a year of steady growth and solid achievements.

We generate a sales revenue of Tk. 3,490.68 million, which represents a 5.56% growth over the previous year. This growth reflects the dedication of our team and customer satisfactions all over the world.

We look forward to your continued support and active participation as we embark on the next chapter of growth and success for Agricultural Marketing Co. Ltd. Together, we will continue to build on our legacy and achieve new heights.

It is with great pride and gratitude that I reflect on the remarkable journey of Agricultural Marketing Co. Ltd. Over the years, our company has evolved from a modest initiative into one of the most trusted and dynamic organizations in the country's agro-processing and consumer goods sector. Through continuous innovation, strong ethical values, and a commitment to quality, we have strengthened our market presence both domestically and internationally. Our dedicated workforce, loyal partners, and valued customers have been the driving force behind every milestone we have achieved.

As we look to the future, AMCL remains focused on sustainable growth, technological advancement, and diversification. We aim to expand our global footprint while ensuring that our products continue to enhance the lives of consumers and support the agricultural economy of Bangladesh. With innovation at our core and excellence as our goal, we are confident that the coming years will bring even greater opportunities for growth and impact. Together, we will continue to build a stronger, more resilient, and more prosperous future for AMCL and all its stakeholders.

I also express my sincere gratitude to all of our Employees, Stakeholders, Investors, Shareholders, Customers, Bankers, Bangladesh Securities & Exchange Commission, Dhaka Stock Exchange PLC, Chittagong Stock Exchange PLC, Registrar of Joint Stock Companies and Firms, National Board of Revenue, Central Depository Bangladesh Limited, Government agencies, authorities for their support and cooperation.

Thank you for your trust and confidence in our leadership.

Sincerely,

**Mr. Md. Eleash Mridha**  
Managing Director

”

# SCREENSHOT OF 39<sup>TH</sup> ANNUAL GENERAL MEETING 2024



# DIRECTORS' REPORT TO THE SHAREHOLDERS

FOR THE YEAR ENDED 30 JUNE 2025

The Board of Directors of Agricultural Marketing Co. Limited (AMCL) welcomes all of you to the 40<sup>th</sup> Annual General Meeting of the company. It is our utmost pleasure to submit before you the glimpse of operational activities, audited financial statements with auditor's report and the compliance report of the compliance auditor for the year ended on 30 June 2025 for your consideration, approval and adoption. Company's current business situation has been elaborated and compared considering prevailing economic condition of the country.

## BUSINESS OPERATION REVIEW

It is our objective to provide safe and standard food including other products at a reasonable cost and the operational strategy been set according to the goals that fixed earlier. Therefore, various components like Production, Sales, Marketing, Distribution worked together to achieve target. To overcome local and global sales challenges and to maintain previous business growth, marketing cost have been increased proportionately. Products have been improved to keep the consumers' faith intact. To keep sustainable growth, there is always a pressure to reduce manufacturing cost. Therefore, management has implemented continuous improvement programs throughout the year and the assets been utilized to its optimum. This year production capacity was same. The drinks production capacity was 279,212,000. This year juice and drinks production was 132,878,908 Pcs/Pkt which is about 47.59 percent of total capacity.

Management ensured optimization of company's equipment usage and tried to maximize actual production in the reporting year. To operate those production equipment, human resources of the company has been utilized to their full potential. Financial cost for the reporting year was 16.26 cr whereas it was 15.45 cr in the last year. Considering the entire unfavorable factors for manufacturing and marketing of food business, Net Revenue increased Tk. 349 cr from Tk. 330.6 cr which is 5.56 percent higher than the last year's proceed. The percentage of production capacity for the products of the company is listed below:

2024-25	Production Capacity	Production	Difference	Capacity Utilized
Juice, Drinks & others	279,212,000	132,878,908	(146,333,092)	47.59%
Mineral Water	33,830,000	23,689,046	(10,140,954)	70.02%
Soft Drinks	13,650,000	8,361,516	(5,288,484)	61.26%
Icc pop, Candy, robust and Others	31,720,000	26,036,781	(5,683,219)	82.08%

## EXPORT OF GOODS

The management team worked hard to earn more revenue by exporting the goods. In spite of global unrest, political, environmental and unavoidable circumstances, company was able

to earn greater revenues from previous year in foreign exports. This year the export earning was Tk 34.03 cr. The Management of the company took some necessary strategies to develop the foreign exports in upcoming days to increase the export revenue.

## SALES AND DISTRIBUTION

Distribution plays a vital role to fulfill the consumers' demand on due time and helps the sales team to achieve its target. Company always gives priority to the sales activity to generate revenue. To achieve such target, a strong distribution network should be ensured to fulfill the sales target and satisfy the customers. Effective marketing promotions has an impact on sales growth and the distribution has to perform the delivery within shortest possible of time. To achieve all the objectives of sales and distribution, budget has been increased in the reporting year.

## SOCIO-ECONOMIC POSITION OF COUNTRY: INDUSTRY PERSPECTIVE

The industrial sector have faced significant difficulties in the past few of years especially the regime change in July has a great impact on economic activities. Due to intense competition, small businesses in this area cannot thrive. One of the main barriers for expansion is lack of power and gas. Other key barriers include lack of investment, poor infrastructure, and a lack of investment that would discourage new investment. Advantageous natural circumstances, and strong government support in the form of timely feedback and financial availability is crucial. Due to the war in various areas of the world, and disruptions in the global supply chain, the sector was unable to grow at the same rate as it had in prior years. Though net worth of the company is positive over the past years. The pace of economic activity was little bit slow throughout this time due to high inflation.

## OPERATIONAL PERFORMANCE

We are happy to inform you that, regardless of economic and stiff competition during the reviewing year, AMCL (PRAN) made a gross sale of Tk. 349 cr. as against Tk. 330.6 cr. during the previous year. This is about 18.5 cr more than that of last year. The cost of production and marketing has increased proportionately due to inflation. Costs of other raw materials for packaging like resin, tetra packs foil etc. along with shipping cost increased substantially. Management reviewed the wages of the workers' according to the existing labor law and increased over the previous rate to meet up inflation. This has an adverse impact on the cost of production. We wanted to cover up the costs by increasing sales, but also tried to avoid hiking of price of our consumer goods. Most of our demandable product price was reasonable in the last fiscal year. In the face of the adverse situation company earned Tk. 9.01 Cr. operating profit and Tk. 4 Cr. net profit, after deducting Workers Profit Participation Fund (WPPF) and Corporate Tax including deferred tax.

The comparatives on the financial performance of the Company for twelve-month period to June 30, 2025 are presented below:

Particulars	30-Jun-25 (Taka)	30-Jun-24 (Taka)	% Increase/decrease
Revenue	3,490,680,591	3,306,077,584	5.56%
Cost of Sales	2,823,042,312	2,674,023,177	5.57%
Gross Profit	667,638,279	632,054,407	5.63%
Operating Expense	414,848,462	392,846,115	5.60%
Net Profit (Before Tax)	80,934,031	62,824,858	28.28%
Provision for Tax	40,837,947	18,712,663	118.24%
Net Profit after Tax	40,096,084	44,112,195	(9.10%)

In addition to that Earning per Share (EPS) of the company for this year is Tk. 5.01 based on outstanding 80,00,000 shares of Tk.10 each.

### CREDIT RATING

Credit Rating Information and Services Limited (CRISL) has been assigned to rate the company. The rating of the Company was "AA-" in the long term and "ST-3" in the short term along with a stable outlook in consideration of its audited financials up to June 30, 2025 and other relevant quantitative as well as qualitative information up to the date of rating declaration.

### APPROPRIATION OF PROFIT

Considering the financial results of the Company, the Directors are pleased to report you their recommendations for appropriation of earnings for the year under review. The appropriations are as follows:

Particulars	(Amount in Taka)	
	30-June-2025	30-June-2024
Net Profit after Tax	40,096,084	44,112,195
Add: Accumulated Surplus (brought forward)	594,307,573	575,765,175
<b>Profit Available for appropriation</b>	<b>634,403,657</b>	<b>619,877,370</b>
Less previous year adjustment	Nil	Nil
Add Depreciation on Revalued Asset/ Excess Depreciation transferred, net of tax	27,325	30,203
Less Proposed Dividend @ 32%	(25,600,000)	(25,600,000)
<b>Balance Carried forward</b>	<b>608,830,982</b>	<b>594,307,573</b>

### DECLARATION OF DIVIDEND

The Directors confirms that no stock dividend or bonus share has been declared during the year or shall be declared in future as interim dividend. A stable Dividend policy is followed by the management considering benefits of the shareholders' and safeguarding their valuable investment. Considering business conditions and growth, the Board of Directors proposed and recommended for declaration of Cash Dividend for the year 2024-25 at the rate of 32% percent for our valued investors after reviewing the Company's profitability & stability. This will involve an amount of Tk. 25,600,000 for the accounting year 2024-25.

### RESPONSIBILITY OF CEO & CFO FINANCIAL DISCLOSURES

As per Corporate Governance Code, Chief Executive Officer (CEO)/ Managing Director (MD) should not hold the same position in any other organization. Following that it is the responsibility of the Chief Executive Officer (CEO)/ Managing Director (MD) and Chief Financial Officer (CFO) to examine and certify that the financial statement is free from materially untrue, misleading statement and omission of material fact along with re-presenting a true and fair view of company's affairs to their best knowledge and belief before placing it to the board. After their review, they have certified to the board regarding true and fairness of financial facts and figures during preparation of this financial statements. The board in its meeting held on October 26, 2025, recorded that the MD/CEO and CFO jointly submitted their certification as was required under condition no 1(5)(xxvi) of the Corporate Governance Code of BSEC. This certification is shown in this report (page no. 72).

### COMPANY PRODUCTS

Agricultural Marketing Co. Limited produces consumable products using the agro-commodity and various beverages. It includes a comprehensive range of raw and finished goods under the classification of agro and agricultural products. The company produces different types and brands of Juice, Drinks & others. It includes PRAN Fruit Juice, PRAN Mango Juice, PRAN Orange Flavour, PRAN Litchi Flavour, PRAN Orange Plus, PRAN Mango Plus, Robust, PRAN Rose Water, PRAN Synthetic Vinegar, Total Milk Tea, Safe Tasty Salted, Kofi House. Mineral Water includes PRAN Drinking Water, Soft Drinks includes Maxx Lemon, PRAN Maxx Cola, Maxx Orange, Braver, Bulldozer, Cheer Up, Robust and others includes PRAN Mango Bar and others. Category-wise products of AMCL is published in the page no. 10-12 of this Annual Report.

### HUMAN RESOURCES MANAGEMENT

The long-term success of the Company depends on its capacity to attract, retain and develop employees. This enables the business to ensure its growth on a continuing basis. Each new member joining in Agricultural Marketing Company Ltd. (AMCL) has to become a participant in developing a sustainable quality culture which implies a commitment to the organization and a sense for continuous improvement leaving no room for complacency.

Agricultural Marketing Company Ltd. is committed to ensure a talent based, transparent, fair and equal employment opportunity in all of its sections. The Talent Management System is very scientific, which ensures that talented people take the lead and bring the organization onward to compete in the global market.

Training is another secret behind the high-performing Human Resources of AMCL. We conduct Training Need Assessment (TNA) and organize Need Based Training for each and every individual team members of AMCL. This year we have conducted training on Career Planning, Employee Motivation, Team Building, Grievance Handling, Fire and Electrical Safety, Chemical Safety, Workplace Safety, Computer Literacy, Personal Development etc. We have also conducted customized training for the electricians, plumbers, welders, lathe men, drivers in different phases.

### COMPLIANCE MANAGEMENT

Compliance management is a critical component of the internal control process for any business and a prerequisite for assessing compliance with corporate performance standards. In Agricultural Marketing Company Limited (AMCL) we try our level best

to keep up with the growing industry and its reforming compliance standards by prioritizing our assessment and evaluation system in buyer's compliance, export compliance and social compliance. And therefore at those fundamental points we have to cut off an amount of foreseeable profit.

### PROTECTION OF MINORITY SHAREHOLDER

The interests of minority shareholders have been duly protected by the company in accordance with the Condition No. 1(5) (xvi) of the Corporate Governance Code 2018 of Bangladesh Securities and Exchange Commissions (BSEC).

### PRODUCTION ACTIVITY VIA TECHNOLOGY UTILIZATION

Factory's production capacity is being increased by increasing efficiency and skills in terms of quality and quantity through the acquisition of modern technology, research, and training. Overall investment increased during the fiscal year under review by introducing some time-saving products and installing some cutting-edge technology and equipment.

### INTERNAL CONTROL AND COMPLIANCE

Internal control over financial reporting is meant to provide reasonable assurance about the dependability of company's financial statements and the process by which those statements are prepared.

Even the success of the corporation is dependent on how effective the internal control system is within the organization. The ultimate duty for building a successful system of internal control rests with the board. The corporation adopts the decentralization philosophy to ensure internal control over risk management, financial control, and compliance legislation. It was created to manage the risk of failure while also achieving the company's goal. To maintain internal control and compliance, the corporation established an internal audit department and recruited a head of internal audit.

#### Basic policy of AMCL on Internal Control System

- AMCL has created a framework to ensure that performance and duties of senior management and employees of the company are in compliance with relevant laws and regulations as well as the articles of incorporation.
- Adequacy of Internal Control system is constant on the basis of management.
- A framework to ensure an efficient performance of duties by directors of the company.
- A framework aimed at preservation and control of information relating to the performance of duties by functional heads.
- A framework including rules and preventing actions concerning the risks.
- A framework to ensure effective audit actions by the internal audit team and reporting regularly to Audit Committee.

### CORPORATE SOCIAL RESPONSIBILITY (CSR)

In the annual report pictures have been shared of tree plantation and participation in different social programs which was arranged in the factory premises.

Employees and their immediate family take part in many community welfare initiatives of the Company. On those activities prizes and appreciation are given to the deserving participants.

### CLIMATE-RELATED FINANCIAL REPORTING

Agricultural Marketing Co. Ltd. acknowledges that climate-related risks and opportunities directly influence the long-term sustainability of its food processing operations. As climate variability affects agricultural yields, supply chain stability, water availability, and energy costs, the company is progressively strengthening its climate-related financial reporting in alignment with global best practices. AMCL is assessing both physical risks-such as extreme weather events affecting raw material sourcing-and transition risks arising from evolving environmental regulations, carbon-reduction requirements, and market expectations for sustainable products. At the same time, the company is identifying opportunities in renewable energy integration, efficient water and waste management systems, climate-resilient sourcing models, and low-carbon manufacturing technologies. By enhancing climate data measurement, scenario analysis, and transparent disclosure practices, AMCL aims to safeguard operational resilience, support responsible resource management, and deliver sustained value to its stakeholders.

### ESG & SUSTAINABILITY

Agricultural Marketing Co. Ltd. is deeply committed to advancing its Environmental, Social and Governance (ESG) performance as part of its long-term sustainability vision. As a leading food processing company, the Group prioritizes responsible sourcing, efficient use of natural resources, reduction of waste, and continual investment in cleaner technologies to minimize environmental impact. AMCL places strong emphasis on social responsibility through ensuring food safety, maintaining high standards of employee welfare, promoting community nutrition programs, and supporting thousands of farmers across Bangladesh through fair and inclusive contract-farming initiatives. Company's governance framework is anchored in transparency, ethical business conduct, and robust compliance practices that safeguard stakeholder interests. By integrating ESG principles across its value chain, AMCL strives to build a resilient, responsible, and future-ready organization that contributes meaningfully to sustainable development. The ESG & Sustainability Report described on this Annual Report page no. 58-60.

### CORPORATE GOVERNANCE PRACTICE

Company has developed its Corporate Governance framework based on Bangladesh Securities and Exchange commission (BSEC) Corporate Governance Guideline, The Companies Act 1994, Listing Regulations, standards of business ethics, politics and guideline of the company, various laws of the land and local and global best practice. The proportion of Independent Director is appropriate as per BSEC guideline. The total number of board member is six and two of them are independent directors. As the Company has significant presence in the capital market & also in business operation, it abides by the guidelines of the relevant regulators and authorities. Board meetings are conducted following Bangladesh Secretarial Standard (BSS) along with other standards. Books of meeting minutes are preserved in the registered office as per BSS. The compliance auditor inspect the reward keeping process of the company and certificates later on. For maintaining compliance properly AMCL received CG award from ICSB as well as ICMA best corporate award in this year.

As practiced earlier, company re-appointed M/S. SARashid & Associates (Chartered Secretaries) for the year 2024-25 to examine the compliance status of the company. For appropriate reporting of governance under 9(1), a statement on status of compliance has been annexed to this

report. Auditor will provide a certification under condition 9(2) of Corporate Governance Code after completing the examination and their documentary satisfaction.

### TRAINING AND DEVELOPMENT

Company introduced training for the directors as a part of sustainable performance. Company maintains a consistent culture in the business regarding active search, creative designs, and implementation of effective methods for enhancing and recognizing outstanding performance of the company. Training participants includes board members, Executive Directors and other operational directors. In house training conducted on business innovation and new ideas.

Employee training and development focus on employees to become better at their jobs and overcome performance gap that are based on lack of knowledge or skills. This can help organizations and teams be more productive and obtain improved business outcomes, leading to a competitive advantage over other companies.

To educate workers about safety and security, efficiency and develop skills if needed company arrange various effective programs.

### RISK MANAGEMENT

Risk management is a process of thinking systematically about all possible risks, problems or disasters before they happen and setting up procedures that will avoid the risk, or minimize its impact, or cope with its impact. It is basically setting up a process where we can identify the risk and set up strategy to control or deal with it. It is also about making a realistic evaluation of the true level of risk. Company's aim on risk management:

- Achieve and maintain a reduced cost of risk without placing the institute in a position of risk exposure that could have a significant impact on its financial security and its mission.
- Evaluate and assess all risks of loss and need related insurance.
- Whenever possible, modify or eliminate identifiable conditions and practices which may cause loss.
- Protect the interest off all other stakeholders.
- Below steps is followed by the company during its Risk Management
- **Identification:** Risk identification is a key component of a robust framework. This means understanding the risk profile and identifying and assessing the significant risks contained within it.
- **Impact Assessment:** It is concerned with assessing probability and impact of individual risks, taking into account any interdependencies or other factors outside the immediate scope under investigation.
- **Mitigation:** The ultimate purpose of our risk identification and analysis are to prepare for risk mitigation. Mitigation includes reduction of the likelihood that a risk event will occur and reduction of the effect of a risk event if it does occur.
- **Monitoring:** Management also keep a clear picture of any project developing in reality and based on the picture risk management planning is framed. Management maintains a track of the identified risks, monitor the effectiveness of your risk responses and identify new or changed risks. This means having effective reporting mechanisms in place and ensuring that risk is covered in all key reports and reviews.
- **Review:** The Company carried out risk audit by its internal staff and external service providers as well. A risk audit provides a measure of independence and perspective. In our risk audit we focus on compliance with standards, procedures and legislative requirements.

### EXPANSION & FUTURE OBJECTIVES

A company operation plan is inextricably linked to the team and management plan sections. The engine that drives the business machine is the operation plan. When operations and management expanded their production lines to enhance capacity within the factory premises a few years ago, an operation plan became effective. It is now imperative to ramp up production and sales within the existing production capability. We are attempting to expand our business both locally and globally in response to client demand. The operational units are working on it and examining the potential locations. The R&D team is working hard, and newer products will be introduced to company's portfolio in the coming days. Newer export regions are being explored in order to increase export earnings.

### APPOINTMENT OF DIRECTORS

The board of directors have adopted the criteria for appointment of any directors including independent directors as per BSEC guideline along with section 91(2) of the companies Act 1994, not less than one third of the total number of directors of every company retire from the position in the Annual General Meeting and if eligible may be re-elected. In this meeting Mrs. Uzma Chowdhury shall retire from her directorship as per article 123 &129 of the Articles of the Association. Accordingly being eligible can offer herself for re-election as per Article 130. Board members are well qualified and have significant experience to run such organization. Most of the board members running the business over decades. The brief resume along with required information of the directors is given under the Directors' Profile in page no. 14-17 of this Annual Report.

### COMPLIANCE WITH THE LABOUR LAWS

In order to maintain labor friendly atmosphere in all aspects, the company duly comply with Bangladesh Labour Act, 2006 (As amended 2025) and other laws and regulations applicable to the Company along with ensure prevention of child employment. The company also maintains proper distribution of company's WPPF.

### DIRECTORS' DECLARATION REGARDING FINANCIAL STATEMENTS AND RELATED RESPONSIBILITIES

According to condition 1(5)(xi) of CGG 2018, the directors of the company are responsible for preparation and true and fair presentation of financial statements. This responsibility includes designing, implementing and maintaining internal control relevant to the preparation and fair presentation of financial statements those are free from material misstatement whether due to fraud or error, selecting and applying appropriate accounting policies. In that capacity, the Directors confirm to the best of their knowledge that-

- (i) The financial statements prepared by the management of the company present fairly its state of affairs, the result of its operations, cash flows and changes in equity.
- (ii) Proper books of accounts have been maintained.
- (iii) Appropriate accounting policies have been consistently applied in preparation of the financial statements and the accounting estimates are based on reasonable and prudent judgment.
- (iv) The International Accounting Standards (IAS) or International Financial Reporting Standards (IFRS), as applicable in Bangladesh have been followed in preparation of the financial statements.
- (v) The internal control of is sound in design and has been effectively implemented and monitored.

- (vi) Minority shareholders have been protected from abusive actions by, or in the interest of, controlling shareholders acting either directly or indirectly and have effective means of redress.
- (vii) There is no significant doubt upon the company's ability to continue as a going concern.
- (viii) Key operating and financial data of at least preceding 5 (five) years has been summarized and disclosed in this report.
- (ix) No bonus share or stock dividend has been paid or shall be declared as interim dividend.

**APPLICATION OF IAS/IFRS IN FINANCIAL STATEMENTS**

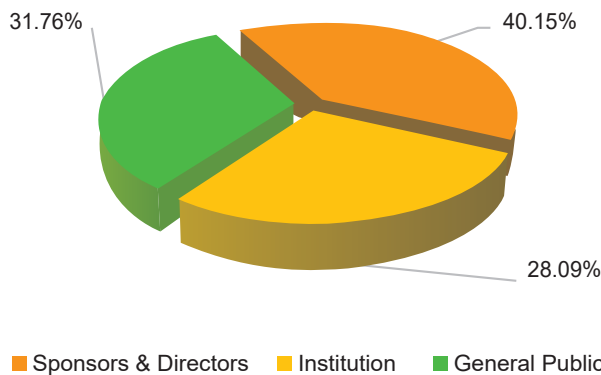
International Accounting Standards (IAS), and International Financial Reporting Standard (IFRS) provide basis, structure, guideline and the requirement for their content for presenting financial statement and this financial statement has been prepared following those standards. Statement of compliance has been mentioned in notes to the Financial Statements.

**IMPLEMENTATION OF IAS, IFRS AND OTHER APPLICABLE LAWS AND REGULATIONS**

The Board of Directors of the company is in charge of ensuring the disclosure of the company's true financial status, as well as the compilation and maintenance of all forms of statutory statements in accordance with the Bangladesh Securities and Exchange Commission (BSEC) and the Companies Act, 2015. All financial reports must be prepared in compliance with International Accounting Standards (IAS) by the Board of Directors. IFRS, as well as any other applicable rules and legislation. The roles and responsibilities of the Directors in providing the financial report are discussed on the report.

**LATEST SHAREHOLDING PATTERN**

The board is presenting the shareholding structure as below:



Securities and Exchange Commission has imposed a condition to disclose the Shareholding by the individuals having relation with the company in condition no: 1.5(xxiii):

**i) Parent/Subsidiary/Associated Companies and other related parties**

Name of the Shareholders	Status	Shares held	%
Property Development Ltd. (Represented by Mr Eleash Mridha)	-	1,380,130	17.25%

**ii) Directors:**

Name of the Shareholders	Status	Shares held	%
Mr. Ahsan Khan Chowdhury	Chairman	1,632,000	20.40%
Mr. Md. Eleash Mridha (1,000 shares in the own name & Nominee Director of Property Development Ltd.)	Managing Director & Chief Executive Officer	1,000	0.0125%
Mrs Sabiha Amjad	Director	2,00,000	2.5%
Mrs. Uzma Chowdhury (33,000 shares in the own name & Nominee Director of Property Development Ltd.)	Director	33,000	0.041%
Mr. Md. Abdus Salam FCA (Completed his term on 07.07.2025)	Independent Director	-	-

**iii) Chief Executive Officer, Chief Financial Officer, Company Secretary, Head of Internal Audit and their Spouses and Minor Children:**

Name of the Shareholders	Status	Shares held	%
Mr. Md. Eleash Mridha	Chief Executive Officer	1,000	0.0125%
Mr. Mohammad Yeamin	Chief Financial Officer	-	-
Mr. Muhammad Shariful Islam	Company Secretary	-	-
Mr. Sumit Saha	Head of Internal Audit	-	-

**iv) Shareholding status of top 5 salaried employees other than CEO, CS, CFO & HIAC**

Name of the Shareholders	Status	Shares held	%
Mr. Md. Muniruzzaman	Chief Operating Officer	-	-
Mr. Md. Tanzir Helal	CSCO (SCM)	-	-
Mr. Md. Nurul Haque Porosh	DGM (Marketing)	-	-
Mr. Md. Moazzem Hosen	AGM (Accounts)	-	-
Mr. Tusher Kanti Kar	Asst. Finance Controller (Accounts)	-	-

**v) Shareholders holding 10% or more voting interest in the Company**

Name of the Shareholders	Status	Shares held	%
Mr. Ahsan Khan Chowdhury	Chairman	1,632,000	20.40%
Property Development Ltd. (Represented by Mr Eleash Mridha)	-	1,380,130	17.25%

**FINANCIAL REPORT, ACCOUNTABILITY AND TRANSPARENCY**

The Board of Directors fulfilled its responsibilities by preparing and publishing the quarterly and annual financial statement within fiscal

period, as well as company's operational performance during the year under review. Before submitting these reports to the Board for approval, the audit committee, a subcommittee of the Board, assessed their fairness, exactness, transparency, and thoroughness.

The company published quarterly (unaudited accounts) as per notification of the Bangladesh Securities and Exchange Commission (BSEC) and the Listing Regulations, 2015 of the Dhaka Stock Exchange Ltd. (DSE) and Chittagong Stock Exchange (CSE) through Company's website, Newspapers, and Online News portal and submitted the report to BSEC, DSE, CSE and other regulatory authorities.

### RELATED PARTY TRANSACTIONS

The business related party transaction as well as vendors payment of the company is being made based on the business principles and as per International Accounting Standard IAS. During the year under review, the standard, nature and the manner of related party transactions in the ordinary course of business carried out arm's length basis at commercial rates with its related parties were reflected transparently in the financial statements.

### AUDIT COMMITTEE

As per BSEC's notification no. BSEC/CMRRCD/2006-158/207/Admin/80 dated 3 June, 2018, the audit committee consisting of three members including one Independent directors having prominent reputation and versatile knowledge and experience have been working effectively. The audit committee done detailed discussion and analysis on its report as directed by BSEC and the board with regards to internal audit system, preparation of annual financial report and the observations of external auditors. As there was no evidence of mistakes, dissemblance or information contrary to the truth, the financial report was considered as realistic and transparent, report of the audit committee is presented in the Annual Report (page no. 66). Chairman of the audit committee attend in the AGM.

### BENEFICIARY INSIDER TRADING PROHIBITION

Insider trading is completely prohibited within the company. Following the prevailing rules of the company directors, employees and concerned parties and its beneficiaries are prohibited to insider trading.

### INDEPENDENT DIRECTOR

Mr. Md. Abdus Salam, FCA has completed his two terms as Independent Director on 7<sup>th</sup> July 2025. According to BSEC Notification No. BSEC/CMRRCD/2009-193/66/PRD/148, dated 16<sup>th</sup> October, 2023 and BSEC/CMRRCD/2009-193/76/PRD/151, dated 4<sup>th</sup> April, 2024, the board of Directors has appointed Mr. Md. Rezaul Hasan and Mrs. Zakia Sultana with effect from 6<sup>th</sup> October 2025. They have also been appointed as members (Mr. Md. Rezaul Hasan appointed as chairman) of Nomination and Remuneration Committee and Audit Committee as well. Initially the have been appointed in the company's board as Non-executive Independent Director for a term of 3 years. The appointment shall be approved in the upcoming Annual General Meeting of the company.

### SENIOR MANAGEMENT

Chief Executive Officer (CEO), Chief Financial Officer (CFO), Company Secretary (CS) & Chief Operating Officer (COO) all are well qualified with good professional experience and education.

### ALLEGIANCE TO THE LAWS

The state's laws, as well as other relevant corporate and industry norms and regulations, have all been fully followed with utmost care, and prompt action on these matters have been ensured. The business is dedicated to continuing to follow by all laws and regulations issued by regulatory organizations and other governing entities. BSEC and other listing regulation is followed fully by the company which has also linked with company website mentioning regulators.

### STATUTORY PAYMENTS

All statutory payments in relation to the employees and the government have dully been made up to date. Last year all taxes duly paid on time to govt treasury.

Income Year	Assessment Year	Tax Assessment Status
2023-24	2024-25	Retrun submitted u/s. 170
2022-23	2023-24	Retrun submitted u/s. 170
2021-22	2022-23	Completed

### COMPLIANCE TO THE LAWS OF THE CAPITAL MARKET

The company has strictly complied with all laws, regulations, and instructions promulgated from time to time by the Bangladesh Securities and Exchange Commission (BSEC), the Dhaka Stock Exchange PLC. (DSE), the Chittagong Stock Exchange PLC. (CSE), and other relevant authorities since it was listed on both stock and exchanges.

### DIRECTOR'S REMUNERATION

The Company fixed remuneration for the Board members for attending the Meeting. The members of the BoD of the Company having shares do not receive any remuneration or reimburse any expense for attending the Board Meeting held during the year. The statements of remuneration paid to the director as below:

Name of the Director	Position	Remuneration
Ahsan Khan Chowdhury	Chairman	-
Md. Eleash Mridha	Managing Director	-
Uzma Chowdhury	Director	-
Mrs. Sabiha Amjad	Director	-
Md. Abdus Salam FCA Completed his term on 07.07.2025	Independent Director	50,000/-

### DIRECTORS' MEETING ATTENDANCE

The meeting of the BoD are held periodically to have proper direction, supervision and control on company's policy and strategy. All the directors considered the meetings as vital one for company's development and growth. The board regularly monitor the exercise of the decisions given in the meeting. The board meetings are conducted, minutes kept and books and records are maintained in compliance with Bangladesh Secretarial Standards (BSS), as adopted by ICSB.

Number of Board Meeting and the Attendance of Directors during the year 30<sup>th</sup> June, 2025 were as follows:

Name of the Director	Position	Meeting Held	Attendance
Ahsan Khan Chowdhury	Chairman	10	10
Md. Eleash Mridha	Managing Director	10	10
Uzma Chowdhury	Director	10	08
Mrs. Sabiha Amjad	Director	10	06
Md. Abdus Salam FCA Completed his term on 07.07.2025	Independent Director	10	10

### CODE OF CONDUCT

The Board members of Agricultural Marketing Co. Limited are committed to operate the business with integrity. To ensure transparency & accountability of the directors, the members of the Board have adopted a code of conduct. This code is applicable for new member inclusion in the Board and a compliance status is kept for necessary records at registered office of the company. The Directors are responsible for maintaining ethical code of conduct in relation to business & regulations from the govt. authorities. Compliance of Code of Conduct is reported by the members to the board annually. Code of conduct have been published in the page no. 63-65 of this report and also posted in the website.

### WORKERS OFFICERS RELATIONSHIPS

All levels of officials and employees at the Agricultural Marketing Company Limited have a strong commitment to their work environment and maintain polite, cordial relationships, which has expedited the organization's growth and productivity.

### NOMINATION AND REMUNERATION COMMITTEE

According to code 6 of the Corporate Governance Guideline, the board of directors need to form a committee on Nomination and Remuneration. There should have at least one Independent Director including non executive directors and total member of the committee will be at least 03 (three) where the independent director would be the Chairman. The board of directors of AMCL state that the conditions as stated in Code 6 of the Corporate Governance Guidelines has been properly complied. The report of the NRC is shown in the page no. 67 & 68 of this Annual Report.

### WHISTLE BLOWING POLICY

The company's whistleblowing policy provides transparency in all aspects, including risk management and spotting any forgery or embezzlement. Through this policy employee becomes enable to report management on any wrong doing and give feedback.

### DIVIDEND DISTRIBUTION POLICY

The Board believes that it is in the best interest of the company to draw up a long term and predictable dividend policy. The objective of the policy is to allow the shareholders to make informed investment decisions.

In compliance with the Directive No. BSEC/CMRRCD/ 2021-386/03 dated 14 January, 2021 of the Bangladesh Securities and Exchange

Commission (BSEC). The Board of directors of Agricultural Marketing Co. Ltd. has formulated "The Dividend Distribution Policy" about dividend declaration. Pay off, disbursement and compliance and disclosed the same publishing in the company's annual report and official website as a guiding framework for the shareholders. Company's Dividend distribution policy is stated in the page no. 61 & 62 of this Annual Report.

### TRANSFERRING UNCLAIMED DIVIDEND TO CAPITAL MARKET STABILIZATION FUND (CMSF)

Pursuant to the Bangladesh Securities and Exchange Commission's (BSEC) directive no. BSEC/CMRRCD/2021-386/03 dated, January 14, 2021 and Bangladesh Securities and Exchange Commission Capital Market Stabilization Fund Rules, 2021, the Company transferred the amount held against unclaimed or undistributed or unsettled dividend for the previous years. The matter is duly noted and adopted by the board of the company in its Board meeting and disclosed the same as event after reporting period. Year wise unclaimed/undistributed/unsettled dividend amount is stated in the Audit Report.

### RE-APPOINTMENT OF STATUTORY AUDITORS

The existing auditor M/s. S. F. Ahmed & Co., Chartered Accountants, has completed 2<sup>nd</sup> year of their engagement and is going to retire at this Annual General Meeting and being eligible for re-appointment for consecutive 3<sup>rd</sup> year, the Board considering the section 210 of the Companies Act 1994 and other applicable provisions relating to reappointment of existing auditor, M/s. S. F. Ahmed & Co., Chartered Accountants, are hereby recommended by the board to reappoint as auditor of the company for the year 2025-26 and to hold office till the conclusion of the next Annual General Meeting.

### COMPLIANCE AUDITORS' RE-APPOINTMENT

As per Corporate Governance Code of Bangladesh securities and Exchange commission (BSEC). M/s. SARashid & Associates, Chartered Secretaries in practice audited the compliance status of the company for the year 2024-25. M/s. SARashid & Associates, Chartered Secretaries in practice going to retire at this AGM. Being eligible as per Corporate Governance Code. The existing auditor offered themselves to be re appointment as compliance auditors for the year 2025-26.

The Board of Directors recommended for the reappointed of M/S. SARashid & Associates, Chartered Secretaries as the compliance auditors of the company for the year 2025-26.

### INDEPENDENT SCRUTINIZER

As per BSEC's Directive no. BSEC/CMRRCD/2009-193/08 Dated-March 10, 2021, the Board of Directors in its Board meeting held on 26.10.2025 appointed M/s. M. Mohashin & Co., Chartered Secretaries as an Independent Scrutinizer to observe the 40<sup>th</sup> AGM of the company to be held on 24.12.2025 ensuring the facility to exercise the shareholder's (holders of paper shares or dematerialized shares) voting rights on the resolution proposed to be considered at the general meeting.

The due process of election and detailed information of voting results shall be authenticated by Independent Scrutinizer, M/s. M. Mohashin & Co., Chartered Secretaries and be reported of the same to the BSEC within the stipulated time after conclusion of AGM.

### RELATION AND COMMUNICATION WITH THE SHAREHOLDERS

The company hold Annual General Meetings (AGMs) regularly in accordance with the Companies Act of 1994, during which shareholders are informed about company's status, important activities, and development efforts done during the fiscal year under review. As a result, shareholders, concerned groups, and the general public receive timely information about the company. The company's shareholders can redress all necessary information and complaints from our Investors' Relation Department by land phone, mobile phone, e-mail service, and internet (www.amclpran.com).

### INDUSTRIAL PROSPECTS AND FUTURE SUSTAINABLE DEVELOPMENT

In the fiscal year under review, AMCL attempted to maintain the continuity of its productivity and the highest ethical standards of business activities, favoring the principles of sustainable development.

In a competitive business environment, the company has been able to maintain its client satisfaction by offering high-quality items at reasonable prices. The corporation places the utmost priority on expanding commercial activities by supplying products on demand while keeping future challenges based on modern technologies in mind.

Company's outlook in terms of a general review of the future prospects has been mentioned in the Annual report.

### SEGMENT INFORMATION

Quantitative disclosure of company's product disclosed as follows. Information has been segmented as -

- i) Production Capacity and Actual Production
- ii) Sales
- iii) Finished Goods

The segmented information about company's products are displayed under the notes to the financial statements in this report and is consistent with the total sales value for the purposes of evaluating performance.

### GOING CONCERN

The Board of Directors of AMCL has thoroughly analyzed the past business operations and financial statements and has assured that there is a reasonable possibility of the company's going concern recognition. The management has prepared the company's financial statements on the basis of going concern calculations and has made due inquiry to ascertain that the company has sufficient resources to carry on its business operations in the foreseeable future.

### EXTRA ORDINARY EVENTS

No event of extra ordinary gain or loss occurred during the reporting period which would require adjustment or disclosure in the financial statements.

### UTILIZATION OF PROCEEDS FROM PUBLIC ISSUE

In terms of disclosing the use of proceeds from public issues, no such occurrence of collecting funds from public issues occurred during the fiscal period that would necessitate adjustment or disclosure in this annual report.

### EMPLOYEE PARTICIPATION & ENGAGEMENT

In terms of employee job satisfaction. AMCL always describes the level of enthusiasm and dedication towards the job holder. By awarding employees in different categories monthly. Company engage everyone to perform highly to their respective area. Company always welcome participations of the employee and be recognized as "Employee of the Month" award for outstanding performance for each month. Providing books in terms of motivation and boosting up involvement of the employees to develop themselves. For example: "GOOD to GREAT", "DARE to LEAD".

### VARIANCE IN QUARTERLY AND ANNUAL FINANCIAL PERFORMANCE

In terms of disclosing variances within the fiscal year, no such reporting is required for management when there is a considerable difference between quarterly financial performance and annual financial statements.

### APPRECIATION

We would like to express our heartfelt appreciation and gratitude to our valued investors, consumers, patrons, media, well-wishers, banks, insurance companies, securities & exchange commission, Dhaka Stock Exchange, Chittagong Stock Exchange, Government regulatory agencies, Central Depository Bangladesh Limited, and all business associates for their trust, continued support & cooperation, and guidance, which will serve as a constant source of encouragement in the days ahead.

The directors also express their heartfelt gratitude to the management and employees for their sincere and dedicated service in contributing to the company's success.

We would like to express our heartfelt gratitude to all stockholders for their support this year.

On behalf of the Board of directors -



**Ahsan Khan Chowdhury**

Chairman  
Agricultural Marketing Co. Limited



শ্রদ্ধা  
স্বাস্থ্য

  
**BULL DOZER**  
250 ml | CARBONATED BEVERAGE

# শেয়ারহোল্ডারগণের প্রতি পরিচালকমন্ডলীর প্রতিবেদন

৩০ জুন ২০২৫ সমাপ্ত বছরের জন্য

এগ্রিকালচারাল মার্কেটিং কোম্পানী লিমিটেড (এএমসিএল) এর পরিচালনা পর্ষদ কোম্পানীর ৪০তম বার্ষিক সাধারণ সভা (এজিএম) এ আপনাদেরকে স্বাগত জানাচ্ছে। আপনাদের সদয় বিবেচনা ও অনুমোদনের জন্য ৩০ জুন ২০২৫ ইং তারিখে সমাপ্ত বছরের কোম্পানীর পরিচালনা কার্যক্রম, নিরীক্ষিত আর্থিক বিবরণী, নিরীক্ষকের প্রতিবেদন এবং প্রাতিষ্ঠানিক সুশাসন নিরীক্ষকের প্রতিবেদন আপনাদের সামনে উপস্থাপন করতে পেরে আমরা আনন্দিত। দেশের বর্তমান অর্থনৈতিক অবস্থা বিবেচনা করে এই বার্ষিক প্রতিবেদনে ব্যবসার বর্তমান পরিস্থিতি তুলে ধরতে চেষ্টা করা হয়েছে।

## ব্যবসায়িক কার্যক্রম পর্যালোচনা

বর্তমান সময়ে আমাদের লক্ষ্য ও কর্ম কৌশল হচ্ছে মানসম্মত নিরাপদ খাদ্য ও অন্যান্য পণ্য নায্যামু ল্যেসরবরাহ করা। সুতরাং উল্লেখিত উদ্দেশ্যে এবং ব্যবসায় সফলতা অর্জনের জন্য কোম্পানীর উৎপাদন, বিক্রয়, বিপনন ও বিতরণ বিভাগ একযোগে কাজ করেছে। স্থানীয় ও বৈশ্বিক চ্যালেঞ্জ উত্তরণে বিক্রয় এলাকা ও পূর্বের ব্যবসা ধরে রাখার জন্য বিপনন খরচ উল্লেখযোগ্য হারে বৃদ্ধি পেয়েছে। ভোক্তাদের আস্থা অক্ষুণ্ণ রাখতে পণ্যের মানোন্নয়ন করা হয়েছে। পণ্যের গুণগত প্রবৃদ্ধি ধরে রাখার জন্য উৎপাদন খরচ কমাতে প্রতিনিয়ত চাপ বাড়ছে। এক্ষেত্রে পরিচালনা পর্ষদ সম্পদের সর্বোচ্চ ব্যবহার নিশ্চিত করতে বছরজুড়ে বিভিন্ন কর্মসূচী বাস্তবায়ন করেছে।

এ বছর উৎপাদন ক্ষমতা বৃদ্ধি পেয়েছে। গত বৎসর আমাদের জুস ও পানীয় উৎপাদন ক্ষমতা ছিল ২৭৯,২১২,০০০ পিস/প্যাকেট। এ বছর আমাদের জুস ও পানীয় উৎপাদন ছিল ১৩২,৮৭৮,৯০৮ পিস/প্যাকেট, যা এ বৎসরের পূর্ণ উৎপাদন ক্ষমতার প্রায় ৪৭.৫৯ শতাংশ।

ব্যবস্থাপনা পর্ষদ কোম্পানীর যন্ত্র পাতি ব্যবহার নিশ্চিত করে এই বছরে প্রকৃত উৎপাদন ক্ষমতা সর্বাধিক বাড়ানোর চেষ্টা করেছে এবং উৎপাদন বৃদ্ধির জন্য যন্ত্রপাতির সৃষ্টি ব্যবহার নিশ্চিত করে মানব সম্পদের পূর্ণ সম্ভবনাকে কাজে লাগিয়েছে। এ বছর আর্থিক খাতে মোট ব্যয় ছিল ১৬.২৬ কোটি যা গত বছর ছিল ১৫.৪৫ কোটি। খাদ্য উৎপাদন ও বাজারজাতকরণের প্রতিকূল অবস্থা বিবেচনায় এনে এ বছরের মোট আয় ছিল ৩৪৯ কোটি টাকা যা গত বছরের মোট আয় ৩৩০.৬ কোটি টাকা থেকে ৫.৫৬ শতাংশ বেশি।

কোম্পানীর পণ্যের উৎপাদন ক্ষমতা এবং প্রকৃত উৎপাদনের শতকরা হার নিম্নে দেয়া হলোঃ

২০২৪-২৫	উৎপাদন ক্ষমতা	উৎপাদন	বৃদ্ধি/হ্রাস	শতকরা উৎপাদন
ফলের রস, পানীয় ও অন্যান্য	২৭৯,২১২,০০০	১৩২,৮৭৮,৯০৮	(১৪৬,৩৩৩,০৯২)	৪৭.৫৯%
বিশুদ্ধ পানি	৩৩,৮৩০,০০০	২৩,৬৮৯,০৪৬	(১০,১৪০,৯৫৪)	৭০.০২%
কোমল পানীয়	১৩,৬৫০,০০০	৮,৩৬১,৫১৬	(৫,২৮৮,৪৮৪)	৬১.২৬%
আইস পপ, রোবস্ট এবং অন্যান্য	৩১,৭২০,০০০	২৬,০৩৬,৭৮১	(৫,৬৮৩,২১৯)	৮২.০৮%

## পণ্য রপ্তানি

ব্যবস্থাপনা প্রতিনিধিরা কঠোর পরিশ্রমের মাধ্যমে পণ্য রপ্তানী করে পর্যাপ্ত রপ্তানী আয় অর্জন করেছে। কিন্তু এ বৎসরেও দেশের রাজনৈতিক, পরিবেশগত এবং অন্যান্য প্রতিবন্ধকতার কারণে কোম্পানি তার বৈদেশিক রপ্তানি থেকে আশানুরূপ আয় অর্জন করতে পারেনি। বৈদেশিক রপ্তানি হতে এই বৎসর কোম্পানির আয় হয়েছে ৩৪.০৩৯ কোটি টাকা। তাই পরিচালনা পর্ষদ সামনের দিনগুলোতে কোম্পানির বৈদেশিক রপ্তানি বাড়ানোর জন্য কিছু প্রয়োজনীয় কৌশল গ্রহন করেছে।

## বিক্রয় ও বিতরণ

বিতরণ ব্যবস্থা ভোক্তার যথাযথ চাহিদা পূরণে গুরুত্বপূর্ণ ভূমিকা পালন করে এবং বিক্রয় দলকে তার চাহিদা অর্জনে সহায়তা করে। কোম্পানী সবসময় আয় বৃদ্ধির জন্য বিক্রয় কার্যক্রমকে অগ্রাধিকার প্রদান করে। এ লক্ষ্য অর্জনে, গ্রাহকদের সন্তুষ্টির মাধ্যমে একটি শক্তিশালী বিতরণ নেটওয়ার্ক নিশ্চিত করা হয়েছে। কার্যকরী বিপনন প্রচারগুলো বিক্রয় বৃদ্ধির উপর প্রভাব ফেলে এবং স্বল্পসময়ের মধ্যে সরবরাহ করতে সক্ষম হয়। বিক্রয় ও বিতরণের সকল লক্ষ্য অর্জনের জন্য এ বছরে এ খাতে বাজেট বৃদ্ধি পেয়েছে।

## দেশের আর্থ-সামাজিক অবস্থায়ঃ শিল্পখাত

দেশের উৎপাদন শিল্প বিগত কয়েক বছর বিভিন্ন প্রকার সমস্যার সম্মুখীন হয়েছে বিশেষ করে দেশের শাসন ব্যবস্থা পরিবর্তন অর্থ নীতিতে ব্যপক প্রভাব ফেলেছে। ব্যবসা তীব্র প্রতিদ্বন্দ্বিতার কারণে ছোট ব্যবসা গুলো তাদের অবস্থান টিকিয়ে রাখতে কষ্টের সম্মুখীন হচ্ছে। বিদ্যুৎ এবং গ্যাসের অভাবসহ বিভিন্ন বাধার সম্মুখীন হচ্ছে। ব্যবসার মূল বাধা গুলোর মধ্যে অন্যতম হলো বিনিয়োগের অভাব এবং দুর্বল অবকাঠামো। এই বাধাগুলো থেকে পরিত্রান পেতে হলে সরকারি সহযোগিতা প্রয়োজন। এছাড়াও পৃথিবীর বিভিন্ন অঞ্চলে যুদ্ধের কারণে বিশ্বব্যাপী খাদ্য সরবরাহ খাতে আগের বছর এর তুলনায় একই হারে বৃদ্ধি পায়নি। উচ্চ মুদ্রাস্ফীতির কারণে পূর্ববর্তী বছরের তুলনায় দেশের আর্থ সামাজিক কার্যক্রম কিছুটা ধীরগতি পরিলক্ষিত হয়।

## পরিচালনা কার্যক্রমের পর্যালোচনা

পর্যালোচনাধীন বছরের অর্থনীতির নিম্নগামী প্রবণতা এবং কঠিন প্রতিযোগিতা কার্যক্রম সত্ত্বেও আমরা আপনাদেরকে আনন্দের সাথে জানাচ্ছি যে, এএমসিএল- (প্রাণ) এ বছরে ৩৪৯ কোটি টাকার মোট বিক্রয় সম্পন্ন করে যা পূর্ববর্তী বছরের মোট বিক্রয় ৩৩০.৬ কোটি টাকা হতে ১৮.৫ কোটি টাকা বেশি। একই সাথে বিপনন ও উৎপাদন খরচ বৃদ্ধি পেয়েছে। প্যাকেজিং এর অন্যান্য কাঁচামাল যেমন রেসিন, টেট্রা প্যাক ফয়েল ইত্যাদির খরচ আনুপাতিকহারে বৃদ্ধি পেয়েছে। বিদ্যমান শ্রম আইন মোতাবেক কর্তৃপক্ষ শ্রমিকদের মজুরী পর্যালোচনা ও সমন্বয় করেছেন। উৎপাদন খরচের উপর এর একটি প্রভাব আছে। কোম্পানি বিক্রয় বৃদ্ধির মাধ্যমে খরচ সমন্বয়ের আদলে ব্যবসা করার ফলস্বরূপ আমাদের ভোগ্যপণ্যের মূল্য বৃদ্ধি না করার চেষ্টা করেছে। গত অর্থ বছরে আমাদের পণ্যের মূল্য প্রায় স্থিতিশীল ছিল। বিরূপ অবস্থার মুখেও আমাদের কোম্পানি, ৯.০১ কোটি টাকা পরিচালন মুনাফা এবং শ্রমিকদের মুনাফায় অংশগ্রহণকারী তহবিল (ডিলিউপিপিএফ) এবং বিলম্বিত কর সহ কর্পোরেট করবাদের ৪ কোটি টাকা নীট মুনাফা অর্জন করেছে।

জুন ৩০, ২০২৫ তারিখ পর্যন্ত ১২ মাসে কোম্পানীর আর্থিক সক্ষমতার তুলনামূলক বিবরণ নিম্নে উপস্থাপন করা হলো:

বিবরণ	৩০-জুন-২০২৫ (টাকা)	৩০-জুন-২০২৪ (টাকা)	% বৃদ্ধি/হ্রাস
বিক্রয়	৩,৪৯০,৬৮০,৫৯১	৩,৩০৬,০৭৭,৫৮৪	৫.৫৬%
বিক্রিত পণ্যের খরচ	২,৮২৩,০৪২,৩১২	২,৬৭৪,০২৩,১৭৭	৫.৫৭%
মোট মুনাফা	৬৬৭,৬৩৮,২৭৯	৬৩২,০৫৪,৪০৭	৫.৬৩%
পরিচালন খরচ	৪১৪,৮৪৮,৪৬২	৩৯২,৮৪৬,১১৫	৫.৬০%
নীট মুনাফা (কর পরিশোধের পূর্বে)	৮০,৯৩৪,০৩১	৬২,৮২৪,৮৫৮	২৮.৮২%
কর	৪০,৮৩৭,৯৪৭	১৮,৭১২,৬৬৩	১১৮.২৪%
কর পরিশোধিত পরবর্তী মুনাফা	৪০,০৯৬,০৮৪	৪৪,১১২,১৯৫	(৯.১০%)

এর সাথে আরো উল্লেখ্য যে, অত্র বছরে কোম্পানীর ১০ টাকা মূল্যমানের ৮,০০০,০০০ শেয়ারের প্রতি অর্জিত আয় হয়েছে ৫.০১ টাকা। কর পরবর্তী নীট মুনাফা ছিল গতবছর থেকে ৯.১০ শতাংশ কম।

### ক্রেডিট রেটিং

ক্রেডিট রেটিং ইনফরমেশন অ্যান্ড সার্ভিসেস লিমিটেড (CRISL) কোম্পানির রেটিং প্রদানের দায়িত্ব প্রাপ্ত প্রতিষ্ঠান। কোম্পানির রেটিং দীর্ঘ মেয়াদে "AA-" এবং স্বল্পমেয়াদে "ST-3" নির্ধারিত হয়েছে, যার দৃষ্টিভঙ্গি স্থিতিশীল (Stable Outlook)। এই রেটিং নির্ধারণ করা হয়েছে ৩০ জুন ২০২৫ পর্যন্ত নিরীক্ষিত আর্থিক প্রতিবেদন এবং রেটিং ঘোষণার তারিখ পর্যন্ত অন্যান্য প্রাসঙ্গিক পরিমাণগত ও গুণগত তথ্যের ভিত্তিতে।

### মুনাফা উপযোজন

কোম্পানির আর্থিক ফলাফল বিবেচনা করে আপনাদেরকে জানানো যাচ্ছে যে, মুনাফা উপযোজনের সুপারিশ সমূহ পর্যালোচনাদায়ী। উপযোজন সমূহ নিচে দেওয়া হল:

বিবরণ	(পরিমাণ টাকায়)	
	৩০-০৬-২০২৫	৩০-০৬-২০২৪
কর কর্তনের পর নীট মুনাফা	৪৪,১১২,১৯৫	৪৪,১১২,১৯৫
যোগ্য পুঞ্জীভূত উদ্বৃত্ত (আনীত)	৫৭৫,৭৬৫,১৭৫	৫৭৫,৭৬৫,১৭৫
উপযোজনের জন্য প্রাপ্ত মুনাফা	৬১৯,৮৭৭,৩৭০	৬১৯,৮৭৭,৩৭০
বাদ গত বছরের সমন্বয়	-	-
পূর্ণ মূল্যায়িত সম্পদের অবচয়	৩০,২০৩	৩০,২০৩
প্রস্তাবিত লভ্যাংশ	(২৫,৬০০,০০০)	(২৫,৬০০,০০০)
উদ্বৃত্ত হিসাবে স্থানান্তর	৫৯৪,৩০৭,৫৭৩	৫৯৪,৩০৭,৫৭৩

### লভ্যাংশের ঘোষণা

পরিচালকগণ এই মর্মে নিশ্চিত করেন যে, ২০২৪-২৫ অর্থ বৎসরে কোন প্রকার ষ্টক লভ্যাংশ/বোনাস শেয়ার ঘোষিত হয়নি এবং ভবিষ্যতেও অন্তর্বর্তী কালীন লভ্যাংশের ঘোষণা করা হবেনা। বিনিয়োগকারীদের স্বার্থ এবং তাদের মূল্যবান বিনিয়োগের সুরক্ষা বিবেচনা করে ব্যবস্থাপনা পর্যদ একটি স্থিতিশীল

লভ্যাংশ নীতি অনুসরণ করে। ব্যবসায়ের অবস্থা ও প্রবৃদ্ধি বিবেচনা করে পরিচালনা পর্যদ ২০২৪-২৫ অর্থ বছরে জন্য ৩২% হারে নগদ লভ্যাংশের ঘোষণার জন্য প্রস্তাব ও সুপারিশ করেছে। এটা ২০২৪-২৫ অর্থ বছরের জন্য এখাতে ২৫,৬০০,০০০ টাকা অন্তর্ভুক্ত করবে।

### প্রধান নির্বাহী কর্মকর্তা ও প্রধান অর্থ কর্মকর্তার আর্থিক প্রকাশনার দায়বদ্ধতা

কোম্পানীর আর্থিক প্রতিবেদন পেশ করার পূর্বে তা নিরীক্ষা ও পর্যালোচনার জন্য প্রধান নির্বাহী কর্মকর্তা (সিইও) এবং প্রধান অর্থ কর্মকর্তা (সিএফও) প্রাথমিকভাবে তদারকি করেন। যদি তাদের পর্যালোচনা কোন অযৌক্তিক বা ভুল বিবরণ পাওয়া যায়, তাহলে তারা বোর্ডকে তা অবহিত করবেন। তাদের পর্যালোচনার পরে, তারা বোর্ড কে আর্থিক প্রতিবেদনের নিরপেক্ষতা ও সত্যতা সম্পর্কে প্রত্যয়নপত্র প্রদান করেছেন (সংযুক্তি-এ) ২৬ অক্টোবর, ২০২৫ তারিখে অনুষ্ঠিত বোর্ড সভায় প্রধান নির্বাহী কর্মকর্তা (সিইও)/এমডি এবং প্রধান অর্থ কর্মকর্তা (সিএফও) কর্তৃক যৌথভাবে প্রত্যয়নপত্র দাখিল করেন, যা বিএসইসি ওরা জুন, ২০১৮ সালের প্রাতিষ্ঠানিক সুশাসন নির্দেশনা চাহিদা মোতাবেক ছিল। নীতিমালার ১(৫) (২৬) অনুসারে সংযুক্তি এ হিসাবে অত্র প্রতিবেদনে প্রত্যয়নপত্র প্রকাশ করা হয়েছে। এই প্রত্যয়নপত্রটি বার্ষিক প্রতিবেদনে দেখানো হয়েছে (পৃষ্ঠা-৭২)।

### কোম্পানীর পণ্য

এখি কালচারাল মার্কেটিং কোম্পানী লিমিটেড কৃষি উপকরণ থেকে প্রস্তুতকৃত পণ্য তৈরী করে থাকে। কোম্পানীর বিভিন্ন প্রকার ও নামের জুস এবং পানীয়, বিশুদ্ধ পানি, কোমল পানীয় ও অন্যান্য পণ্য উৎপাদন করে থাকে। আমাদের জুস ও পানীয় ট্রেটা প্যাক, কাঁচের বোতল, পেট বোতল ও ক্যান এর মাধ্যমে বাজারজাত করা হয়। কোম্পানি দুই ধরনের পানীয় তৈরী করে থাকে একটি হচ্ছে প্রাকৃতিক স্বাদযুক্ত পানীয় ও অপরটি কোমল পানীয়। আমাদের পণ্য উৎপাদনে নতুন যোগ হয়েছে লিটল স্টার ম্যাংগো ড্রিংকস্ অরেঞ্জ ড্রিংকস্, ব্রেভার, রোবাস্ট সহ অন্যান্য পণ্য। এএমসিএল-এর বিভাগভিত্তিক পণ্যের তালিকা এই বার্ষিক প্রতিবেদনের ১০-১২ নং পৃষ্ঠায় প্রকাশ করা হয়েছে।

### মানবসম্পদ ব্যবস্থাপনা

কোম্পানির দীর্ঘ মেয়াদী সাফল্য নির্ভর করে এর কর্মীদেরকে আকর্ষণীয় উন্নতির উদাহরণ হিসাবে সৃষ্টি করে উন্নয়নের যাত্রাপথের সঙ্গী করে নেওয়ার মাধ্যমে। এই প্রক্রিয়ায় ব্যবসার অব্যাহত উন্নতি নিশ্চিত হয়। এএমসিএল এ যোগদান করার প্রত্যেক নতুন কর্মীকে কোম্পানির টেকসই উন্নয়নের অংশীদার হিসাবে ধরা হয়। যা নির্দেশ করে অঙ্গীকার ও বাধ্যনীয় অগ্র গতি, এগ্রিকালচারাল মার্কেটিং কোম্পানী লিমিটেড সর্ব ক্ষেত্রে মেধাভিত্তিক স্বচ্ছ, সুষ্ঠু ও সমান কর্মসংস্থানের সুযোগ নিশ্চিত করতে প্রতিশ্রুতি গতিবদ্ধ। দক্ষ ব্যবস্থাপনা পদ্ধতি অনেক বেশি বিজ্ঞানসম্মত। আন্তর্জাতিক বাজারকে সফলভাবে পরিচালনা করতে এবং প্রতিষ্ঠানকে সামনের দিকে এগিয়ে নিয়ে যাওয়ার জন্য এই সকল মেধাবী জনশক্তি নেতৃত্ব নিচ্ছে। কোম্পানির এই সকল উচ্চমান সম্মান জনশক্তির পিছনে রয়েছে যথাযথ প্রশিক্ষণ, আমরা প্রতিষ্ঠানের প্রত্যেক সদস্যদেও জন্য তাদের প্রয়োজন মাথায় রেখে প্রশিক্ষনের ব্যবস্থা করে থাকে যেখানে প্রশিক্ষণের কার্যকারিতা মূল্যায়িত হয়। এ বছর আমরা পেশাগত পরিকল্পনা, কর্মীদের প্রেরণা, দলগত ব্যবস্থাপনা, অভিযোগ ব্যবস্থাপনা, অগ্নি ও বৈদ্যুতিক নিরাপত্তা, রাসায়নিক দ্রব্যাদি থেকে নিরাপত্তা, কর্ম পরিবেশের নিরাপত্তা, কম্পিউটার শিক্ষা, ব্যক্তিগত মানোন্নয়ন এর উপর প্রশিক্ষণের আয়োজন করেছি। আমরা আমাদের কর্মীদের মধ্যে থেকে বুকিপূর্ণ কাজে নিয়োজিত যেমন ইলেকট্রিশিয়ান, পাষার, ওয়েল্ডার, লেদম্যান, ড্রাইভার এবং অন্যান্যদের তাদের উপযোগী প্রশিক্ষণ প্রদান করেছি।

## আদেশ প্রতিপালন ব্যবস্থাপনা

যে কোন ব্যবসার অভ্যন্তরীণ নিয়ন্ত্রণে আদেশ প্রতিপালন ব্যবস্থাপনা অত্যন্ত জরুরী অংশ এবং ব্যবসায়িক মান অর্জনের পূর্বশর্ত। এএমসিএল চেষ্টা করে পরিমাপ ও মূল্যায়ন পদ্ধতিকে দেশের দ্রুত বর্ধনশীল বাজার এর সাথে সমন্বয় রাখতে এবং ক্রেতা আধিকার রক্ষা, ভোক্তা ও রপ্তানি আইন কানুন মেনে চলতে।

## উৎপাদন কার্যক্রম ও প্রযুক্তি ব্যবহার

কোম্পানি উৎপাদন কার্যে ব্যবহৃত মেশিনের উৎপাদন ক্ষমতা, কর্মদক্ষতা, উৎপাদনশীলতা ও গুণগতমান বৃদ্ধির লক্ষ্যে উন্নত প্রযুক্তি সংযোজন, গবেষণা পরিচালনা এবং প্রশিক্ষণ কার্যক্রম অব্যাহত রেখেছে। সর্বাধুনিক ও উন্নত মানের মেশিনারিজ ও যন্ত্রপাতি ক্রয় ও স্থাপন এবং বেশ কিছু নতুন পণ্য বাজারজাতকরণের মাধ্যমে কোম্পানির সার্বিক বিনিয়োগ বৃদ্ধি পেয়েছে যা কোম্পানির অনুত্তরীণ উৎস ও ব্যাংক বিনিয়োগের মাধ্যমে নির্বাহ করা হয়েছে।

## কোম্পানীর অভ্যন্তরীণ নিয়ন্ত্রণ

কার্যকর অভ্যন্তরীণ নিয়ন্ত্রণ করার কারণ কোম্পানির অর্থনৈতিক প্রতিবেদন ও প্রতিবেদন তৈরী প্রক্রিয়ায় স্বচ্ছতা সম্পর্কে নিশ্চিত হওয়া। এমনকি কোম্পানির মধ্যে কিরস্প অভ্যন্তরীণ নিয়ন্ত্রণ ব্যবস্থা। কার্যকর আছে তার কোম্পানির সফলতা নির্ভর করে। কার্যকর অভ্যন্তরীণ নিয়ন্ত্রণ পদ্ধতি প্রতিষ্ঠা করতে বোর্ডই চূড়ান্ত দায়িত্বশীল। ঝুঁকি ব্যবস্থা, আর্থিক নিয়ন্ত্রণ এবং আইনের পরিপালন সংক্রান্ত অভ্যন্তরীণ নিয়ন্ত্রণ নিশ্চিত করতে কোম্পানি বিকেন্দ্রীকরণ মূলনীতি অনুসরণ করে। বার্ষিকতার ঝুঁকি ব্যবস্থাপনা করতে এবং কোম্পানির লক্ষ্য অর্জনের উদ্দেশ্যে এটি তৈরী করা হয়েছে। কোম্পানি অভ্যন্তরীণ নিরীক্ষা বিভাগ প্রতিষ্ঠা করেছে এবং অভ্যন্তরীণ নিরীক্ষা প্রধান নিয়োগ দিয়েছেন, যাতে করে অভ্যন্তরীণ নিয়ন্ত্রণ ও কোম্পানিতে তার বাস্তবায়ন নিশ্চিত করা যায়।

## এএমসিএল এর অভ্যন্তরীণ নিয়ন্ত্রণ ব্যবস্থার মূলনীতিঃ

- এএমসিএল এর অবকাঠামোর মাধ্যমে নিশ্চিত করেছে কার্য নির্বাহী পর্বদের এবং এর কর্মীদের দায়িত্ব ও কর্মক্ষমতা আইন ও রেগুলেশনের সাথে এবং কোম্পানির অভ্যন্তরীণ নিয়ন্ত্রণ ব্যবস্থার অনুযায়ী হয়।
- ব্যবস্থাপনার মূল্যায়নের ভিত্তিতে অভ্যন্তরীণ নিয়ন্ত্রণ ব্যবস্থা যথাযথ ও কার্যকর রয়েছে।
- পরিচালকদের কর্মক্ষমতা নিশ্চিত করার জন্য প্রয়োজনীয় অবকাঠামো।
- পরিচালকদের কর্মক্ষমতার তথ্য সংরক্ষণ ও ব্যবহার করার জন্য প্রয়োজনীয় অবকাঠামো।
- কোম্পানির ক্ষতি ব্যবস্থাপনা সম্পর্কিত নিয়মগুলো ব্যবহার করার মত অবকাঠামো।
- নিরীক্ষকদের কাজ নিশ্চিত করা এবং অডিট কমিটির কাছে প্রতিবেদনের অবকাঠামো।

## করপোর্টেট সামাজিক দায়বদ্ধতা

বার্ষিক প্রতিবেদন এ যথাক্রমে বৃক্ষরোপন কর্মসূচি, বন্যারথদের মাঝে ত্রান বিতরণ কর্মসূচি ও অন্যান্য সামাজিক কর্মসূচি সম্পর্কিত কিছু ছবি প্রদান করা হয়েছে। এছাড়াও কোম্পানি তার সকল কর্মকর্তা ও কর্মচারীদের পরিবারকে কোম্পানির বিভিন্ন অনুষ্ঠানে অংশগ্রহণের সুযোগ করে দেওয়ার মাধ্যমে পারস্পরিক সম্পর্ক গড়ে তোলার চেষ্টা করেছে।

## জলবায়ু-সম্পর্কিত আর্থিক প্রতিবেদন

এগ্রিকালচারাল মার্কেটিং কোঃ লিঃ দৃঢ়ভাবে উপলব্ধি করে যে জলবায়ু পরিবর্তনজনিত ঝুঁকি ও সম্ভাবনাসমূহ খাদ্য প্রক্রিয়াজাতকরণ শিল্পের দীর্ঘমেয়াদি

টেকসই প্রবৃদ্ধিকে গভীরভাবে প্রভাবিত করে। জলবায়ুর বৈচিত্র কৃষি উৎপাদন, সরবরাহ শৃঙ্খলা স্থিতিশীলতা, পানির ব্যবহার এবং জ্বালানি ব্যয়ের উপর প্রত্যক্ষ প্রভাব ফেলায়, কোম্পানি বৈশ্বিক অনুশীলনের সঙ্গে সামঞ্জস্য রেখে তার জলবায়ু-সম্পর্কিত আর্থিক প্রতিবেদন কাঠামোকে আরও উন্নত ও শক্তিশালী করে চলেছে।

এএমসিএল নিয়মিতভাবে দুই ধরনের ঝুঁকি মূল্যায়ন করে - শারীরিক ঝুঁকি, যেমন চরম আবহাওয়ার ফলে কাঁচামাল সংগ্রহ ও সরবরাহ ব্যাহত হওয়া; এবং রূপান্তর ঝুঁকি, যেমন পরিবেশগত নীতিমালার পরিবর্তন, কার্বন নিঃসরণ হ্রাসের বাধ্যবাধকতা এবং টেকসই পণ্যের প্রতি বাজারের ক্রমবর্ধমান চাহিদা। পাশাপাশি কোম্পানি নবায়নযোগ্য শক্তির ব্যবহার, দক্ষ পানি ও বর্জ্য ব্যবস্থাপনা, জলবায়ু-সহনশীল কাঁচামাল সরবরাহ মডেল এবং কম-কার্বন প্রযুক্তিনির্ভর উৎপাদনের মতো সম্ভাবনাময় সুযোগ সমূহও চিহ্নিত করেছে।

জলবায়ু-সম্পর্কিত তথ্য পরিমাপের সমতা বৃদ্ধি, দৃশ্যকল্পভিত্তিক ঝুঁকি মূল্যায়ন এবং স্বচ্ছ ও দায়িত্বশীল প্রকাশনার মান উন্নত করার মাধ্যমে এএমসিএল তার কার্যক্রমের দীর্ঘমেয়াদি স্থিতিস্থাপকতা নিশ্চিত করতে, সম্পদ ব্যবস্থাপনাকে আরও দায়িত্বশীল করতে এবং সকল স্টেকহোল্ডারের জন্য টেকসই মূল্য সৃষ্টিতে অঙ্গীকারবদ্ধ।

## ইএসজি ও স্থায়িত্ব

এগ্রিকালচারাল মার্কেটিং কোঃ লিঃ তার দীর্ঘমেয়াদি স্থায়িত্ব অঙ্গীকারের অংশ হিসেবে পরিবেশগত, সামাজিক ও প্রশাসনিক (ইএসজি) মানোন্নয়নে গভীরভাবে প্রতিশ্রুতিবদ্ধ। একটি শীর্ষস্থানীয় খাদ্য প্রক্রিয়াজাতকারী প্রতিষ্ঠান হিসেবে কোম্পানি দায়িত্বশীল কাঁচামাল সংগ্রহ, প্রাকৃতিক সম্পদের দক্ষ ব্যবহার, বর্জ্য হ্রাস এবং পরিবেশবান্ধব প্রযুক্তিতে ধারাবাহিক বিনিয়োগের মাধ্যমে পরিবেশগত প্রভাব কমাতে নিরলসভাবে কাজ করে যাচ্ছে।

সামাজিক দায়বদ্ধতার ক্ষেত্রে এএমসিএল সর্বোচ্চ গুরুত্ব প্রদান করে থাকে। খাদ্য নিরাপত্তা নিশ্চিতকরণ, কর্মীদের কল্যাণ ও নিরাপদ কর্মপরিবেশ বজায় রাখা, পুষ্টি-উন্নয়নমূলক কমিউনিটি কার্যক্রম পরিচালনা এবং সারা দেশের হাজারো কৃষককে ন্যায্য ও অন্তর্ভুক্তিমূলক চুক্তিভিত্তিক কৃষি ব্যবস্থার মাধ্যমে সহায়তা প্রদান এর অন্তর্ভুক্ত।

কোম্পানির শাসন কাঠামো স্বচ্ছতা, নৈতিক ব্যবসায়িক অনুশীলন এবং দৃঢ় নিয়ন্ত্রকমূলক সম্মতির ওপর ভিত্তি করে গঠিত, যা স্টেকহোল্ডারদের স্বার্থ সুরায় গুরুত্বপূর্ণ ভূমিকা পালন করে। সম্মিলিতভাবে মূল্য শৃঙ্খলের প্রতিটি স্তরে ইএসজি নীতিমালা একীভূত করে এএমসিএল একটি অধিকতর স্থিতিশীল, দায়িত্বশীল ও ভবিষ্যত-প্রস্তুত প্রতিষ্ঠান হিসেবে নিজে গড়ে তুলতে প্রতিশ্রুতিবদ্ধ যা দেশের টেকসই উন্নয়নে তাৎপর্যপূর্ণ অবদান রাখবে। এই বার্ষিক প্রতিবেদনের পৃষ্ঠা নং ৫৮-৬০-এ ইএসজি ও স্থায়িত্ববিষয়ক পূর্ণাঙ্গ প্রতিবেদন উপস্থাপিত হয়েছে।

## প্রাতিষ্ঠানিক সুশাসন অনুশীলন

বাংলাদেশ সিকিউরিটিজ একচেঞ্জ কমিশন (বিএসইসি) এর প্রাতিষ্ঠানিক সুশাসন নির্দেশিকা (সিজিজি), কোম্পানি আইন ১৯৯৪, ঢাকা এবং চট্টগ্রাম স্টক একচেঞ্জের নিয়মকানুন ছাড়াও অভ্যন্তরীণ ও আন্তর্জাতিক নির্দেশনা, চর্চা ও আইনের উপর ভিত্তি করে কোম্পানি প্রাতিষ্ঠানিক সুশাসন অবকাঠামো গড়ে তুলছে। পুঁজিবাজারে এবং ব্যবসায়িক কার্যক্রমে কোম্পানির লক্ষণীয় উপস্থিতি বিদ্যমান আছে। এটি সংশ্লিষ্ট নিয়ন্ত্রকারী কর্তৃপক্ষের দেয়া নির্দেশনা পালন করে থাকে। পরিচালনা পর্বদের মোট সদস্য সংখ্যা ছয় (৬) জন, যার মধ্যে দুই (২) জন স্বাধীন পরিচালক।

কোম্পানির মূলধন বাজারে উল্লেখযোগ্য উপস্থিতি এবং ব্যবসায়িক কার্যক্রমের পরিধি বিবেচনায় সংশ্লিষ্ট নিয়ন্ত্রক সংস্থা ও কর্তৃপক্ষের সকল

নির্দেশনা যথাযথভাবে অনুসরণ করে থাকে। পরিচালনা পর্ষদের সভাসমূহ বাংলাদেশ সেক্রেটারিয়াল স্ট্যান্ডার্ড (বিএসএস) সহ অন্যান্য প্রাসঙ্গিক মানমন্ড অনুযায়ী অনুষ্ঠিত হয়। সভার কার্যবিবরণী বিএসএস অনুযায়ী কোম্পানির নিবন্ধিত কার্যালয়ে সংরক্ষিত থাকে। কমপ্লায়েন্স অডিটর কোম্পানির রেকর্ড সংরক্ষণ প্রক্রিয়া পরিদর্শন করেন এবং পরবর্তীতে প্রয়োজনীয় সার্টিফিকেট প্রদান করেন। সঠিকভাবে কমপ্লায়েন্স বজায় রাখার ফলে এ বছর এএমসিএল আইসিএসবি কর্তৃক করপোরেট গভর্ন্যান্স অ্যাওয়ার্ড এবং আইসিএমএবি কর্তৃক বেস্ট করপোরেট অ্যাওয়ার্ড অর্জন করেছে।

পূর্ববর্তী বছরের ন্যায়, কোম্পানি ২০২৪-২৫ অর্থ বছরের জন্য পুনঃরায় মেসার্স এসএ রশিদ অ্যান্ড অ্যাসোসিয়েটস (চার্টার্ড সেক্রেটারিজ)-কে কোম্পানির কমপ্লায়েন্স অবস্থার পর্যালোচনার জন্য পুনঃনিয়োগ করেছে। গভর্ন্যান্সের ধারা ৯(১)-এর অধীনে যথাযথ প্রতিবেদন প্রদানের উদ্দেশ্যে কমপ্লায়েন্স এর অবস্থা সম্পর্কিত বিবৃতি এই প্রতিবেদনের সাথে সংযুক্ত করা হয়েছে। এছাড়াও অডিটরগণ পর্যালোচনা সম্পন্ন করে তাদের প্রামাণিক সন্তুষ্টির ভিত্তিতে করপোরেট গভর্ন্যান্স কোডের ধারা ৯(২)-এর অধীনে একটি সার্টিফিকেশন প্রদান করবেন।

### প্রশিক্ষণ ও উন্নয়ন পরিকল্পনা

কোম্পানির পরিচালকগণের কর্মক্ষমতা বৃদ্ধি কোম্পানির ব্যবসায়িক অবস্থানকে সুদৃঢ় করার জন্য কোম্পানি বিভিন্ন প্রকার প্রশিক্ষণ ও উন্নয়ন সম্পর্কিত কার্যক্রম পরিচালনা করে থাকে। কোম্পানির প্রত্যেকটি পরিচালককর্মকর্তা ও কর্মচারীর মাঝে সক্রিয় অনুসন্ধান সৃজনশীল পরিকল্পনা ও অসম্মান্য কর্মক্ষমতা বৃদ্ধিতে উল্লেখযোগ্য ভূমিকা পালন করে। পরিচালক, নির্বাহী পরিচালক এবং অন্যান্য অপারেশনাল পরিচালক প্রশিক্ষণে অন্তর্ভুক্ত থাকে।

কর্মকর্তা এবং কর্মচারীদের প্রয়োজনীয়তা এবং কর্মের পরিধির ওপর ভিত্তি করে কর্মদক্ষতা, আত্মবিশ্বাস বাড়ানোর প্রশিক্ষণ দেয়া হয়ে থাকে। এই সকল পদক্ষেপ কোম্পানিকে সামনের দিকে অগ্রসর এবং টেকসই উন্নয়নে উল্লেখযোগ্য ভূমিকা পালন করে।

### ব্যবসায় ঝুঁকি ব্যবস্থাপনা

ঝুঁকি, সমস্যা কিংবা দুর্ঘোষণা সংঘটিত হওয়ার পূর্বে সে ব্যাপারে পদ্ধতিগত চিরন্তন প্রক্রিয়া হলো ঝুঁকি ব্যবস্থাপনা। ঝুঁকি এড়ানো এবং বিরূপ প্রভাব হ্রাসের জন্য পদ্ধতি গ্রহণ করা হবে। এটি একটি মৌলিক প্রক্রিয়া যার মাধ্যমে আমরা ঝুঁকি সনাক্ত করতে পারবো এবং তা মোকাবেলা করার জন্য কৌশল নির্ধারণ করতে পারব। ঝুঁকির প্রকৃত অবস্থার একটি বাস্তবধর্মী মূল্যায়ন প্রস্তুত করাও ঝুঁকি ব্যবস্থাপনা।

### ঝুঁকি ব্যবস্থাপনা ব্যাপারে কোম্পানীর লক্ষ্যঃ

- প্রতিষ্ঠানকে কোনো ঝুঁকিপূর্ণ অবস্থায় না ফেলে ঝুঁকির হ্রাসকৃত খরচ লাভ এবং তা বজায় রাখা।
- ঝুঁকি সংক্রান্ত সকল খরচ এবং সংশ্লিষ্ট বীমা মূল্যায়ন করা।
- যখনই সম্ভব হবে যেসকল অবস্থা এবং রীতি ক্ষতির সৃষ্টি করে সেগুলো পরিবর্তন কিংবা বাদ দিতে হবে।
- সংশ্লিষ্ট সকলের স্বার্থ রক্ষা করা।
- ঝুঁকি ব্যবস্থাপনার সময় কোম্পানী কর্তৃক নিম্ন লিখিত পদক্ষেপসমূহ অনুসরণ করা হয়ঃ
- সনাক্তকরণঃ বড় ধরনের কাঠামোর একটি বড় উপাদান হলো ঝুঁকি সনাক্তকরণ। এর মানে হলো ঝুঁকির ইতিহাস বোঝা এবং এর মধ্যে যে উল্লেখযোগ্য ঝুঁকি রয়েছে তা সনাক্ত এবং মূল্যায়ন করা।

- প্রভাব মূল্যায়নঃ তদন্তাধীন বিষয়ের পরিধির বাইরে যেকোনো অসঙ্গতি বা অন্যান্য বিষয় বিবেচনায় এনে আলাদা ঝুঁকির সম্ভাব্যতা এবং প্রভাবের মূল্যায়ন করা।
- লাঘবঃ আমাদের ঝুঁকি সনাক্তকরণ এবং বিশ্লেষণে বণের চূড়ান্ত উদ্দেশ্য হলো ঝুঁকি লাঘবের জন্য প্রস্তুত হওয়া। ঝুঁকি লাঘবের মধ্যে অন্তর্ভুক্ত রয়েছে ঝুঁকির সম্ভাব্যতা হ্রাসকরণ যেখানে ঝুঁকিপূর্ণ ঘটনা ঘটান সম্ভাবনা রয়েছে এবং ঘটলে ঝুঁকির প্রভাব হ্রাস পাবে।
- তদারকিঃ বাস্তবে যেকোনো প্রকল্প উন্নয়নের একটি সুস্পষ্ট ছবি রাখবে ব্যবস্থাপনা এবং এর ভিত্তিতে ঝুঁকি ব্যবস্থাপনা পরিকল্পনা তৈরি করা হবে। ব্যবস্থাপনা পর্বদ সনাক্তকৃত ঝুঁকিসমূহের তালিকা করে, ঝুঁকির প্রতি নিয়ন্ত্রণ কার্যকারিতা তদারক করে এবং নতুন কিংবা পরিবর্তন ঝুঁকিসমূহ সনাক্ত করে। এর মানে হলো কার্যকর প্রতিবেদন ব্যবস্থা বিদ্যমান থাকা এবং সকল গুরুত্বপূর্ণ প্রতিবেদন ও পর্যবেক্ষণে ঝুঁকি বিবেচনায় নেয়া হয়েছে।
- পর্যালোচনাঃ কোম্পানী নিজস্ব কর্মকর্তা এবং বিভিন্ন সেবা প্রদানকারী সংস্থা দ্বারা ঝুঁকির নিরীক্ষা সম্পন্ন করে। ঝুঁকি নিরীক্ষা একটি স্বতন্ত্র বোধে এবং দৃষ্টিভঙ্গির রূপরেখা প্রদান করে। আমাদের ঝুঁকির নিরীক্ষায় আমরা মান, পদ্ধতি এবং আইনগত আবশ্যিকতার পরিপালনের উপর আলোকপাত করি।

### সম্প্রসারণ ও ভবিষ্যৎ পরিকল্পনা

কোম্পানির পরিচালনা এবং ব্যবস্থাপনা পরিকল্পনা একে ওপরের সাথে ওতপ্রোতভাবে যুক্ত। অপারেশনাল পরিকল্পনাই ব্যবসার চালিকাশক্তি হিসেবে কাজ করে। কয়েক বছর পূর্বে উৎপাদন সক্ষমতা বৃদ্ধির লক্ষ্যে কারখানা প্রাঙ্গণে উৎপাদন লাইন সম্প্রসারণের জন্য একটি কার্যকর অপারেশনাল পরিকল্পনা বাস্তবায়িত হয়। বর্তমানে বিদ্যমান উৎপাদন সক্ষমতার মধ্যে থেকেই উৎপাদন ও বিক্রয় বৃদ্ধি করা অপরিহার্য হয়ে উঠেছে। গ্রাহকের চাহিদার প্রেক্ষিতে দেশীয় ও বৈদেশিক বাজারে ব্যবসা সম্প্রসারণের প্রচেষ্টা অব্যাহত রয়েছে। অপারেশনাল ইউনিটসমূহ এ বিষয়ে কাজ করছে এবং সম্ভাব্য নতুনত্ব যাচাই করছে। গবেষণা ও উন্নয়ন (আর এন্ড ডি) বিভাগ নিরলসভাবে কাজ করছে এবং আগামী দিনে কোম্পানির পণ্যের তালিকায় নতুন পণ্য সংযোজন করা হচ্ছে। রপ্তানি আয় বৃদ্ধির লক্ষ্যে নতুন নতুন রপ্তানি অঞ্চল অন্বেষণ করা হচ্ছে।

### পরিচালক পুনঃ নিয়োগ

কোম্পানি আইন, ১৯৯৪ এর ৯১(২) ধারা মোতাবেক প্রাইভেট লিমিটেড কোম্পানী ব্যতীত প্রত্যেক কোম্পানির পরিচালক বৃন্দের মোট সংখ্যার এক তৃতীয়াংশ বার্ষিক সাধারণ সভায় তাদের পদ থেকে অবসর গ্রহণ করবেন এবং যোগ্য হলে পূর্ণনির্বাচিত হবেন। ফলে সংঘবিধির ১২৩ এবং ১২৯ ধারা মোতাবেক এই সাধারণ সভায় মিসেস উজমা চৌধুরী তার পরিচালক পদ থেকে অবসর গ্রহণ করবেন। তিনি যোগ্য হওয়ায় এই বার্ষিক সাধারণ সভায় ১৩০ ধারা মোতাবেক পূরণীয় নির্বাচিত হতে পারবেন। মিসেস উজমা চৌধুরী সহ অন্যান্য পরিচালক বৃন্দের প্রোফাইল বার্ষিক প্রতিবেদনের ১৪-১৭ নং পৃষ্ঠায় প্রকাশ হয়েছে।

### শ্রম আইনের প্রতিপালন

সকল ক্ষেত্রে শ্রমবান্ধব পরিবেশ বজায় রাখার লক্ষ্যে কোম্পানি যথাযথভাবে বাংলাদেশ শ্রম আইন, ২০০৬ (সংশোধিত ২০২৫) এবং কোম্পানির ক্ষেত্রে প্রযোজ্য অন্যান্য আইন ও বিধিবিধান অনুসরণ করে থাকে। পাশাপাশি শিশু শ্রম প্রতিরোধ নিশ্চিত করা হয়েছে। এছাড়াও কোম্পানি যথাযথভাবে কর্ম চারী অংশগ্রহণমূলক মুনাফা তহবিল (WPPF) এর সুষ্ঠু বন্টন বজায় রাখছে।

**আর্থিক বিবরণী ও সংশ্লিষ্ট দায়িত্ব, সমূহের বিষয়ে পরিচালনা পর্ষদের ঘোষণা**  
প্রাতিষ্ঠানিক সূশাসন নির্দেশনার শর্ত ১(৫) (৯) অনুসারে পরিচালকগণ, একটি সত্য ও সুন্দর আর্থিক বিবরণী প্রস্তুত ও উপস্থাপন করে থাকেন। এই উপস্থাপনা কোম্পানীর অভ্যন্তরীণ নিয়ন্ত্রণ একটি ত্রুটিমুক্ত আর্থিক পরিকল্পনা প্রণয়ন, হিসাব বিজ্ঞানের নীতিমালা নির্ধারণ ও এর বাস্তবায়ন নির্দেশ করে। পরিচালকগণ তাদের সর্বোচ্চ জ্ঞানমতে নিম্নের বিষয়গুলো নিশ্চিত করেন যে-

- কোম্পানীর পরিচালনা পর্ষদ দ্বারা উপস্থিতকৃত আর্থিক বিবরণীতে কোম্পানীর বর্তমান অবস্থা, নগদ প্রবাহ এবং ইকুইটি পরিবর্তনের অবস্থা সম্পর্কে জানানো হয়েছে।
- কোম্পানীর হিসাব পত্র যথাযথভাবে হিসাববহিতে লিপিবদ্ধ করা হয়েছে।
- কোম্পানীর আর্থিক বিবরণী প্রস্তুতের জন্য উপযুক্ত হিসাবরক্ষণ নীতিমালাগুলো ধারাবাহিকভাবে প্রয়োগ করা এবং যুক্তিসংগত ও বিচক্ষণ রায়ের উপর ভিত্তি করে হিসাবরক্ষণ কার্যক্রম অনুমান করা হয়।
- কোম্পানীর আর্থিক বিবরণী প্রস্তুতের জন্য বাংলাদেশে প্রযোজ্য আন্তর্জাতিক হিসাবরক্ষণ বিবরণী (আইএএস) অথবা আন্তর্জাতিক আর্থিক বিবরণী (আইএফআরএস) অনুসরণ করা হয়।
- অভ্যন্তরীণ নিয়ন্ত্রণ ব্যবস্থা প্রদত্ত নকশা অনুযায়ী কার্যকর ভাবে পর্যবেক্ষণ এবং বাস্তবায়ন করা হয়।
- সংখ্যালঘু শেয়ারহোল্ডারগণকে অন্যান্য শেয়ারহোল্ডারগণের প্রত্যক্ষ এবং পরোক্ষ অবমাননাকর আচরণ এবং উক্তি বিভিন্ন ধরনের মানহানিকর কার্যের শিকার হতে রক্ষা করা হয়েছে।
- ব্যবসায়িক কার্যক্রম চালিয়ে যাওয়ার জন্য কোম্পানীর সামর্থ্যের উপর কোন উল্লেখযোগ্য সন্দেহ নেই।
- পূর্ববর্তী ০৫ বছরের পরিচালনা এবং আর্থিক বিবরণী এই প্রতিবেদন এ সংক্ষিপ্ত আকারে উপস্থাপন করা হয়েছে।
- কোন বোনাস শেয়ার/ ষ্টক লভ্যাংশ অন্তবর্তী লভ্যাংশ হিসেবে ঘোষিত হয়নি এবং ভবিষ্যতে ও ঘোষণা করা হবেনা।

### আর্থিক প্রতিবেদনে আইএএস/আইএফআরএস এর প্রয়োগ

কোম্পানীর আর্থিক প্রতিবেদন প্রস্তুতকরণে আন্তর্জাতিক হিসাবরক্ষণ মানদণ্ড (আইএএস)/আন্তর্জাতিক আর্থিক প্রতিবেদন মানদণ্ড (আইএফআরএস)/ বাংলাদেশে প্রযোজ্য আন্তর্জাতিক নিরীক্ষা মানদণ্ড অনুসরণ করা হয়েছে, এবং সেক্ষেত্রে কোন কিছু পরিহার করা হলে, তা যথাযথভাবে প্রকাশ করা হয়েছে। প্রতিপালন বিবরণী আর্থিক বিবরণীতে উল্লেখ করা হয়েছে।

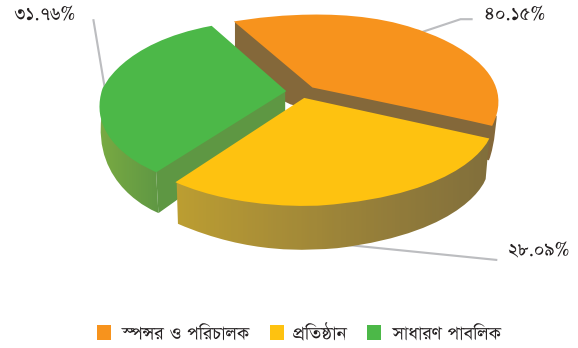
### আইএএস, আইএফআরএস সহ অন্যান্য আরোপযোগ্য আইন ও নীতি সমূহের যথাযথ বাস্তবায়ন

কোম্পানি আইন, ১৯৯৪ এবং বাংলাদেশ সিকিউরিটিস এন্ড এক্সচেঞ্জ কমিশন বিধি, ১৯৮৭ এবং বাংলাদেশ ফিন্যান্সিয়াল রিপোর্টিং এন্ড (এফ আর এ-২০১৫) অনুসরণ পূর্বক কোম্পানি যাতে তার যাবতীয় আর্থিক লেনদেন এর হিসাব সংরক্ষণ করার জন্য সঠিক আর্থিক অবস্থা প্রকাশ করে, তা নিশ্চিত করার দায়িত্ব কোম্পানীর পরিচালনা পর্ষদে। সকল আর্থিক অবস্থা প্রণয়নে আইএএস এবং আইএফআরএস সহ অন্য আরোপ যোগ্য নীতি সমূহের পূর্ণ অনুসরণ পূর্বক প্রস্তুতি প্রক্রিয়ায় পরিচালকগণ এর করণীয় সম্পর্কিত তথ্য রিপোর্ট এ দেয়া হয়েছে।

### বর্তমান শেয়ার ধারণের ধরন

পরিচালনা পর্ষদ ৩০ জুন ২০২৫ তারিখে কোম্পানীর শেয়ারহোল্ডারদের তালিকা

অনুসারে শেয়ার ধারণ উপস্থাপন করেছে যা নিম্নরূপঃ



সিকিউরিটিজ এন্ড এক্সচেঞ্জ কমিশন শেয়ার গ্রহণকারী ব্যক্তিদের সাথে কোম্পানীর সম্পর্কের বিষয় উন্মোচনের জন্য ১.৫(২৩) নং শর্ত আরোপ করেছেঃ

### ক) প্যারেন্ট/সাবসিডিয়ারি/এসোসিয়েটেড কোম্পানি এবং অন্যান্য সংশ্লিষ্ট সংস্থাঃ

শেয়ারহোল্ডারদের নাম	পদ	ধারণকৃত শেয়ার	%
প্রপার্টি ডেভেলপমেন্ট লিঃ (প্রতিনিধিত্ব করছেন জনাব মোঃ ইলিয়াস মুধা)	-	১,৩৮০,১৩০	১৭.২৫%

### খ) পরিচালকবৃন্দঃ

শেয়ারহোল্ডারদের নাম	পদ	ধারণকৃত শেয়ার	%
জনাব আহসান খান চৌধুরী	চেয়ারম্যান	১,৬৩২,০০০	২০.৪০%
জনাব মোঃ ইলিয়াস মুধা (নিজ নামে ১,০০০ শেয়ার এবং প্রপার্টি ডেভেলপমেন্ট লিঃ এর নমিনি পরিচালক)	ব্যবস্থাপনা পরিচালক ও প্রধান নির্বাহী কর্মকর্তা	১,০০০	০.০১২৫%
মিসেস সাবিহা আমজাদ	পরিচালক	২০০,০০০	২.৫%
মিসেস উজমা চৌধুরী (নিজ নামে ৩৩,০০০ শেয়ার এবং প্রপার্টি ডেভেলপমেন্ট লিঃ এর নমিনি)	পরিচালক	৩৩,০০০	০.০৪১%
জনাব মোঃ আব্দুস সালাম, এফসিএ (০৭/০৭/২০২৫ তারিখে মেয়াদকাল সম্পন্ন হয়েছে)	স্বতন্ত্র পরিচালক	-	-

### গ) প্রধান নির্বাহী কর্মকর্তা, প্রধান অর্থ কর্মকর্তা, কোম্পানি সচিব, অভ্যন্তরীণ নিরীক্ষা প্রধান এবং তাদের স্ত্রী ও সন্তানাদিঃ

শেয়ারহোল্ডারদের নাম	পদ	ধারণকৃত শেয়ার	%
জনাব মোঃ ইলিয়াস মুধা	প্রধান নির্বাহী কর্মকর্তা	১,০০০	০.০১২৫%
জনাব মোহাম্মদ ইয়ামিন	প্রধান অর্থ কর্মকর্তা	-	-
জনাব মোহাম্মদ শরিফুল ইসলাম	কোম্পানি সচিব	-	-
জনাব সুমিত সাহা	অভ্যন্তরীণ নিরীক্ষা প্রধান	-	-

ঘ) প্রধান নির্বাহী কর্মকর্তা, প্রধান অর্থ কর্মকর্তা, কোম্পানি সচিব, অভ্যন্তরীণ নিরীক্ষা প্রধান ব্যতীত উচ্চ বেতনভুক্ত ৫ জন কর্মকর্তার শেয়ারের পরিমাণঃ

শেয়ারহোল্ডারদের নাম	পদ	ধারণকৃত শেয়ার	%
জনাব মোঃ মুনিরুজ্জামান	প্রধান পরিচালন কর্মকর্তা	-	-
জনাব মোঃ তানজির হেলাল	সিএসসিও (এসসিএম)	-	-
জনাব মোঃ নুরুল হক পরশ	ডিজিএম (বিপণন)	-	-
জনাব মোঃ মোয়াজ্জেম হোসেন	এসিস্ট্যান্ট জেনারেল ম্যানেজার (হিসাব)	-	-
জনাব তুষার কান্তি কর	সহকারী ফাইন্যান্স কন্ট্রোলার	-	-

ঙ) কোম্পানিতে ১০% ও তার বেশি ভোটাধিকার ধারণকৃত শেয়ারহোল্ডারদের শেয়ারের পরিমাণঃ

শেয়ারহোল্ডারদের নাম	পদ	ধারণকৃত শেয়ার	%
জনাব আহসান খান চৌধুরী	চেয়ারম্যান	১,৬৩২,০০০	২০.৪০%
প্রপার্চি ডেভেলপমেন্ট লিঃ (প্রতিনিধিত্ব করছেন জনাব মোঃ ইলিয়াস মুখা)	-	১,৩৮০,১৩০	১৭.২৫%

### আর্থিক প্রতিবেদন, জবাবদিহি ও স্বচ্ছতা

আলোচ্য অর্থ বছরের প্রথম প্রান্তিক, অর্ধ-বার্ষিক ও তৃতীয় প্রান্তিক এর আর্থিক হিসাব প্রস্তুতি, আর্থিক বছর শেষে বার্ষিক হিসাব কার্যক্রম এর যথাযথ মূল্যায়ন ও প্রকাশের দায়িত্ব পরিচালনা পর্ষদ পালন করে যাচ্ছেন। পরিচালনা পর্ষদ কর্তৃক গঠিত অডিট কমিটি এসব প্রতিবেদন এর তথ্যবলীর সঠিকতা, যথার্থতা, স্বচ্ছতা ও পূর্ণাঙ্গতা নিয়মিত নিরীক্ষা করে থাকেন।

বাংলাদেশ সিকিউরিটিস এন্ড এক্সচেঞ্জ কমিশন এর নোটিফিকেশন এসইসি/সিএমআরআরসিডি/২০০৮-১৮৩/ এডমিন/ ০৩-৩৪, তারিখ ২৭সেপ্টেম্বর, ২০০৯ এবং ঢাকা স্টক এক্সচেঞ্জ লিমিটেড ও চট্টগ্রাম স্টক এক্সচেঞ্জ লিমিটেড এর লিস্টিং রুলস ২০১৫ অনুযায়ী ২০২৩-২৪ অর্থ বছর এর প্রথম প্রান্তিক, অর্ধবার্ষিক ও তৃতীয় প্রান্তিক এর অনিরাঙ্কিত হিসাবে কোম্পানির ওয়েবসাইট, খবরের কাগজ ও অনলাইন নিউস পোর্টালে প্রকাশ করা হচ্ছে এবং কোম্পানি যথারীতি ও নিয়মিত ভাবে বিএসইসি, ডিএসই, সিএসই সহ অন্যান্য নিয়ন্ত্রণকারী প্রতিষ্ঠান সমূহে প্রেরণ করছে।

### সংশ্লিষ্ট পক্ষের লেনদেন

কোম্পানি বিএসইসি'র নির্দেশনা পরিপালন নিশ্চিতকল্পে যথাযথ পদক্ষেপ গ্রহণ করেছে। সংশ্লিষ্ট সকল পক্ষের লেনদেন যাচাই বাছাইয়ের জন্য নিরীক্ষা বিভাগে পাঠানো হয়। পরিচালনা পর্ষদ বিএসইসি কর্তৃক প্রচারিত প্রাতিষ্ঠানিক সুশাসন মূলনীতির চাহিদা অনুসারে বার্ষিক প্রতিবেদনে ব্যবসার সাথে সংশ্লিষ্ট সকলপক্ষের লেনদেনের সম্পর্কিত বিস্তারিত বিবরণ নিরীক্ষা প্রতিবেদনে উল্লেখ করা হয়েছে।

### নিরীক্ষা কমিটি

বাংলাদেশ সিকিউরিটিস এন্ড এক্সচেঞ্জ কমিশন (বিএসইসি)-এর নোটিফিকেশন বিএসইসি/সিএমআরআরসিডি/২০০৬-১৫৮/২০৭/এডমিন/৮০ তারিখ ৩ জুন ২০১৮ অনু সারে, তিন (৩) সদস্যবিশিষ্ট একটি অডিট কমিটি গঠিত হয়েছে, যার মধ্যে একজন স্বাধীন পরিচালক রয়েছেন। স্বাধীন পরিচালকগণ স্বনামধন্য, বহুমাত্রিক জ্ঞান ও অভিজ্ঞতাসম্পন্ন এবং কমিটি কার্যকরভাবে দায়িত্ব পালন করছে।

বিএসইসি ও পরিচালনা পর্ষদের নির্দেশনা অনুযায়ী অডিট কমিটি অভ্যন্তরীণ নিরীক্ষা ব্যবস্থা, বার্ষিক আর্থিক প্রতিবেদন প্রস্তুতি এবং বহিঃনিরীক্ষকের পর্যবেক্ষণসমূহের উপর বিস্তারিত আলোচনা ও বিশ্লেষণ করেছে। কোনো ভুল, বিভ্রান্তি বা তথ্য গোপনের প্রমাণ না পাওয়ায় আর্থিক প্রতিবেদনকে বাস্তবসম্মত ও স্বচ্ছ বলে বিবেচনা করা হয়েছে। অডিট কমিটির প্রতিবেদন এই বার্ষিক প্রতিবেদনের ৬৬ নং পৃষ্ঠায় উপস্থাপিত হয়েছে।

### অভ্যন্তরীণ শেয়ার লেনদেন নিষিদ্ধকরণ বিধিমালা প্রতিপালন

কোম্পানি তার সকল পরিচালক, সকল কর্মকর্তা ও কর্মচারী এবং এর সাথে সংশ্লিষ্ট সবার জন্য শেয়ার লেনদেন এর ক্ষেত্রে বাংলাদেশ সিকিউরিটিজ এন্ড এক্সচেঞ্জ কমিশন এর বিধি অনুসারে বিধিমালা প্রতিপালন কল্পে একটি নীতি নির্ধারণ করেছে। কোম্পানিতে এই নীতিমালা যথাযথ ভাবে পালন করা হচ্ছে।

### স্বতন্ত্র পরিচালক

জনাব মোঃ আব্দুস সালাম, এফসিএ ৭ জুলাই ২০২৫ তারিখে স্বাধীন পরিচালক হিসেবে তাঁর দুই মেয়াদেও দায়িত্ব সফলভাবে সম্পন্ন করেছেন। বাংলাদেশ সিকিউরিটিজ এন্ড এক্সচেঞ্জ কমিশন (বিএসইসি) কর্তৃক জারিকৃত বিএসইসি/সিএমআরআরসিডি/২০০৯-১৯৩/৬৬/পিআরডি/১৪৮, তারিখ ১৬ অক্টোবর ২০২৩ এবং বিএসইসি/সিএমআরআরসিডি/২০০৯-১৯৩/৭৬/পিআরডি/১৫১, তারিখ ০৪ এপ্রিল ২০২৪ অনুসারে পরিচালনা পর্ষদ জনাব মোঃ রেজাউল হাসান এবং মিসেস জাকিয়া সুলতানা-কে ৬ অক্টোবর ২০২৫ হতে স্বাধীন পরিচালক হিসেবে নিয়োগ প্রদান করেছে। তাঁরা উভয়েই কোম্পানির নমিনেশন এন্ড রেয়ুন্যারেশন কমিটি (এনআরসি) এবং অডিট কমিটি-এর সদস্য হিসেবে দায়িত্ব গ্রহণ করেছেন, যেখানে জনাব মোঃ রেজাউল হাসান কমিটির চেয়ারম্যান হিসেবে দায়িত্ব পালন করছেন। প্রাথমিকভাবে তাঁরা কোম্পানির পরিচালনা পর্ষদে ননএক্সিকিউটিভ স্বাধীন পরিচালক হিসেবে তিন (৩) বছরের মেয়াদের জন্য নিয়োগপ্রাপ্ত হয়েছেন। তাঁদের এই নিয়োগ আসন্ন বার্ষিক সাধারণ সভায় (এজিএম) অনুমোদনের জন্য উপস্থাপন করা হবে।

### উর্ধ্বতন ব্যবস্থাপনা

প্রধান নির্বাহী কর্মকর্তা (সিইও), প্রধান অর্থ কর্মকর্তা (সিএফও), কোম্পানি সচিব (সিএস) এবং প্রধান পরিচালন কর্মকর্তা (সিওও) -সকলেই যথাযথ শিক্ষাগত যোগ্যতা, পেশাগত অভিজ্ঞতা ও দক্ষতার সমন্বয়ে কোম্পানির কার্যক্রম পরিচালনায় গুরুত্বপূর্ণ ভূমিকা পালন করছেন।

### আইনের প্রতিশ্রদ্ধা

রাষ্ট্রীয় আইন ও অন্যান্য প্রযোজ্য বিধি বিধানের যথাযথ অনুসরণ ও প্রতিপালনের ক্ষেত্রে সর্বোচ্চ অগ্রাধিকার প্রদান করা হচ্ছে এবং করণীয় বিষয় সমূহ যথাসময়ে ও যথাযথভাবে নিশ্চিত করা হয়েছে। কোম্পানি আইন প্রণয়নকারী কর্তৃপক্ষের বিধি বিধান মেনে চলতে বদ্ধপরিকর। এর বর্ণনা কোম্পানির ওয়েবসাইটে উল্লেখ করা আছে।

### বিধিবদ্ধ পরিশোধসমূহ

কর্মচারী ও সরকারের প্রতি প্রযোজ্য সকল আইনগত পরিশোধ সমূহ যথাসময়ে এবং সম্পূর্ণ ভাবে সম্পন্ন করা হয়েছে। গত অর্থ বছরে সরকারের কোষাগারে সকল প্রাপ্য কর যথাযথভাবে ও নির্ধারিত সময়ে পরিশোধ করা হয়েছে।

আয় বছর	মূল্যায়ন বছর	কর মূল্যায়নের অবস্থা
২০২৩-২৪	২০২৪-২৫	ধারা ১৭০ অনুযায়ী রিটার্ন দাখিল করা হয়েছে
২০২২-২৩	২০২৩-২৪	ধারা ১৭০ অনুযায়ী রিটার্ন দাখিল করা হয়েছে
২০২১-২২	২০২২-২৩	সম্পন্ন হয়েছে

### পুঁজিবাজারের বিধিসমূহ প্রতিপালন

কোম্পানি ঢাকা এন্ড চট্টগ্রাম স্টক এক্সচেঞ্জ লিমিটেড এ তালিকাভুক্ত হওয়ার পর থেকে বাংলাদেশ সিকিউরিটিস এন্ড এক্সচেঞ্জ কমিশন, ঢাকা স্টক এক্সচেঞ্জ লিমিটেড ও চট্টগ্রাম স্টক এক্সচেঞ্জ লিমিটেড সহ এতদসংশ্লিষ্ট অন্যান্য কর্তৃপক্ষ এর সময় সময় ইস্যুকৃত আইন, বিধি ও নির্দেশনা সমূহ যথাযথ ভাবে প্রতিপালন করে যাচ্ছে।

### পরিচালকদের ভাতাপ্রদান

পরিচালনা পর্ষদের সদস্যদের জন্য সভায় অংশগ্রহণের ক্ষেত্রে কোম্পানি ভাতা নির্ধারণ করেছে। তবে পর্বদ এর সদস্য যাদের কোম্পানিতে বিনিয়োগ রয়েছে তারা প্রতিষ্ঠান থেকে সভা বাবদ কোনো প্রকার ভাতা গ্রহণ করেন না। পরিচালককে দেওয়া পারিশ্রমিকের বিবরণ নিম্নরূপঃ

পরিচালকবৃন্দের নাম	পদবি	বার্ষিক ভাতার পরিমাণ
জনাব আহসান খান চৌধুরী	চেয়ারম্যান	-
জনাব ইলিয়াস মুধা	ব্যবস্থাপনা	-
মিসেস উজমা চৌধুরী	পরিচালক	-
মিসেস সাবিহা আমজাদ	পরিচালক	-
জনাব মোঃ আব্দুস সালাম, এফসিএ (০৭/০৭/২০২৫ তারিখে মেয়াদকাল সম্পন্ন হয়েছে)	স্বতন্ত্র পরিচালক	৫০,০০০/-

### সভায় পরিচালকগণের উপস্থিতি

কোম্পানির নীতি ও কৌশলের সঠিক দিকনির্দেশনা, তত্ত্বাবধান এবং নিয়ন্ত্রণ নিশ্চিত করার জন্য পরিচালনা পর্ষদের সভা নিয়মিতভাবে অনুষ্ঠিত হয়। সমস্ত পরিচালক এই সভাগুলোকে কোম্পানির উন্নয়ন ও প্রবৃদ্ধির জন্য অত্যন্ত গুরুত্বপূর্ণ বলে বিবেচনা করেন। পরিচালনা পর্বদ নিয়মিতভাবে সভায় গৃহীত সিদ্ধান্ত গুলোর বাস্তবায়ন পর্যবেক্ষণ করে। পর্বদ সভা বাংলাদেশ সেক্রেটারিয়াল স্ট্যান্ডার্ডস (বিএসএস), যা আইসিএসবি দ্বারা গ্রহণযোগ্য, অনুসারে অনুষ্ঠিত হয়, কার্যবিবরণী সংরক্ষণ করা হয় এবং ও রেকর্ড বই সমূহ যথাযথভাবে রক্ষণাবেক্ষণ করা হয়। ৩০ জুন, ২০২৫ তারিখে শেষ হওয়া অর্থ বছরে পরিচালনা পর্ব দের সভার সংখ্যা এবং পরিচালকদের উপস্থিতির বিবরণ নিম্নরূপঃ

পরিচালকবৃন্দের নাম	পদবি	অনুষ্ঠিত সভা	উপস্থিতি
জনাব আহসান খান চৌধুরী	চেয়ারম্যান	১০	১০
জনাব ইলিয়াস মুধা	ব্যবস্থাপনা পরিচালক	১০	১০
মিসেস উজমা চৌধুরী	পরিচালক	১০	০৮
মিসেস সাবিহা আমজাদ	পরিচালক	১০	০৬
জনাব মোঃ আব্দুস সালাম এফসিএ (০৭/০৭/২০২৫ তারিখে মেয়াদকাল সম্পন্ন হয়েছে)	স্বতন্ত্র পরিচালক	১০	১০

### আচরণবিধি

এগ্রিকালচারাল মার্কেটিং কোম্পানী লিমিটেড এর পরিচালনা পর্ষদের সদস্যরা পূর্বে গ্রহীত আচরণ বিধি অনুসরণে বদ্ধপরিকর। পরিচালকগণের স্বচ্ছতা এবং জবাবদিহিতা নিশ্চিত করতে পরিচালনা পর্ষদের সদস্যরা একটি আচরণবিধি গ্রহণ করেছেন। পরিচালনা পর্ষদে নতুন সদস্য অন্তর্ভুক্তির ক্ষেত্রে এই আচরণবিধি প্রযোজ্য হয় এবং কোম্পানির নিবন্ধিত কার্যালয়ে প্রয়োজনীয় রেকর্ডের জন্য পরিপালন ব্যবস্থা রাখা হয়। সরকারি কর্তৃপক্ষের নিকট থেকে ব্যবসা এবং বিধি-বিধান সংক্রান্ত নৈতিক আচরণবিধি বজায় রাখার জন্য পরিচালকগণ দায়ী। কোম্পানির আচরণবিধি এই বার্ষিক প্রতিবেদনের ৬৩-৬৫ নং পৃষ্ঠায় সন্নিবেশিত হয়েছে এবং কোম্পানির ওয়েবসাইটে প্রকাশ করা হয়েছে।

### কর্মকর্তা, কর্মচারী ও শ্রমিক সুসম্পর্ক

এগ্রিকালচারাল মার্কেটিং কোম্পানী লিমিটেড এ কর্মরত সর্বস্তরের কর্মকর্তা, কর্মচারী এবং শ্রমিকগণের মাঝে কাজের প্রতি এককথতা, নিষ্ঠা, গভীর আন্তরিকতা, অর্থবহ সহযোগিতা ও মর্যাদাপূর্ণ ভ্রাতৃত্ব প্রতীম সুসম্পর্ক বিরাজ করছে যা কোম্পানি উন্নয়ন ও উৎপাদন এর বৃদ্ধিতে প্রতিনিয়ত শক্তি যোগাচ্ছে।

### নমিনেশন ও রেমুনেরেশন কমিটি

করপোরেট গভর্ন্যান্স গাইডলাইন-এর ধারা ৬ অনুযায়ী পরিচালনা পর্ষদকে নমিনেশন ও রেমুনেরেশন কমিটি (এনআরসি) গঠন করতে হয়। কমিটিতে নূন্যতম একজন স্বাধীন পরিচালক থাকা আবশ্যিক, এবং কমিটির মোট সদস্য সংখ্যা কমপক্ষে তিন (৩) জন হবে, যেখানে স্বাধীন পরিচালককে কমিটির চেয়ারম্যান নির্বাচিত করা হবে। এএমসিএল-এর পরিচালনা পর্বদ ঘোষণা করে যে, করপোরেট গভর্ন্যান্স গাইডলাইনের ধারা ৬-এ উল্লিখিত শর্তাবলী যথাযথভাবে অনুসরণ করছে। কমিটির প্রতিবেদন এই বার্ষিক প্রতিবেদনের ৬৭ ও ৬৮ নং পৃষ্ঠায় উপস্থাপন করেছে।

### হুইসেল ব্লোয়িং পলিসি

হুইসেল ব্লোয়িং পলিসি মাধ্যমে কোম্পানি সকল পর্যায়ে স্বচ্ছতা নিশ্চিত করা সহ যেকোনো ধরণের জালিয়াতি বাধা ও ঝুঁকি ব্যবস্থাপনা সাহায্য করে থাকে। এ নীতি অনুসরণে কোম্পানির যেকোনো কর্মকর্তা বা কর্মচারী অন্য কোনো কর্মকর্তা বা কর্মচারীর অস্বাভাবিক ও অসংগতি পূর্ণ কার্যকলাপ সম্পর্কে কর্তৃপক্ষকে কোম্পানি স্বার্থে অবহতি করে থাকে।

### লভ্যাংশ বণ্টন নীতি

পরিচালনা পর্ষদ মনে করে যে, কোম্পানির স্বার্থে দীর্ঘ মেয়াদি ও পূর্বানুমেয় লভ্যাংশ নীতি নির্ধারণ করা অত্যন্ত গুরুত্বপূর্ণ। এই নীতির উদ্দেশ্য হলো শেয়ারহোল্ডারদের যথাযথ ও তথ্যভিত্তিক বিনিয়োগ সিদ্ধান্ত গ্রহণের সুযোগ প্রদান করা।

বাংলাদেশ সিকিউরিটিজ অ্যান্ড এক্সচেঞ্জ কমিশন (বিএসইসি)-এর বিএসইসি/সিএমআরআরসিডি/২০২১-৩৮৬/০৩, তারিখ ১৪ জানুয়ারি ২০২১ অনুযায়ী এগ্রিকালচারাল মার্কেটিং কোম্পানী লিমিটেড-এর পরিচালনা পর্ষদ "লভ্যাংশ বণ্টন নীতি" প্রণয়ন করেছে। এই নীতি ডিভিডেন্ড ঘোষণা, পরিশোধ, বিতরণ এবং কমপ্লায়েন্স সংক্রান্ত বিষয় সমূহকে নিয়ন্ত্রণ করে এবং শেয়ারহোল্ডারদের জন্য দিকনির্দেশক কাঠামো হিসেবে কোম্পানির বার্ষিক প্রতিবেদনে এবং অফিসিয়াল ওয়েবসাইটে প্রকাশ করা হয়েছে। কোম্পানির লভ্যাংশ বণ্টন নীতি এই বার্ষিক প্রতিবেদনের পৃষ্ঠা নং ৬১ ও ৬২-এ উপস্থাপিত হয়েছে।

### ক্যাপিটাল মার্কেট স্ট্যাবিলাইজেশন ফান্ডে (CMSF) লভ্যাংশ স্থানান্তর

বাংলাদেশ সিকিউরিটিজ অ্যান্ড এক্সচেঞ্জ কমিশন (বিএসইসি)-এর

বিএসইসি/সিএমআরআরসিডি/২০২১-৩৮৬/০৩ তারিখ, ১৪ জানুয়ারী, ২০২১ এবং বাংলাদেশ সিকিউরিটিজ অ্যান্ড এক্সচেঞ্জ কমিশন ক্যাপিটাল মার্কেট স্ট্যাবিলাইজেশন ফান্ড রুলস ২০২১ অনুযায়ী কোম্পানি পূর্ববর্তী বছরের অদাবিকৃত, অবশিষ্ট বা নিষ্পত্তিহীন ডিভিডেন্ডের পরিমাণ নির্ধারিত তহবিলে স্থানান্তর করেছে। এই বিষয়টি কোম্পানির পরিচালনা পর্বদের সভায় যথাযথভাবে নথিভুক্ত ও গৃহীত হয়েছে। বছরভিত্তিক অদাবিকৃত/অবশিষ্ট/নিষ্পত্তিহীন ডিভিডেন্ডের পরিমাণ নিরীক্ষা প্রতিবেদনে উপস্থাপিত হয়েছে।

### বিধিবদ্ধ নিরীক্ষকের পুনর্নিয়োগ

বর্তমান নিরীক্ষক মেসার্স এস এফ আহমেদ এন্ড কোং, চার্ট অর্ডার অ্যাকাউন্ট্যান্টস তাদের দ্বিতীয় বছরের নিরীক্ষণ কার্য সম্পন্ন করেছেন এবং বর্তমান বার্ষিক সাধারণ সভায় অবসর গ্রহণ করবেন। কোম্পানি আইন ১৯৯৪-এর ধারা ২১০ এবং বিদ্যমান নিরীক্ষক পুনর্নিয়োগ সংক্রান্ত প্রযোজ্য অন্যান্য বিধান বিবেচনায়, পরিচালনা পর্ষদ মেসার্স এস এফ আহমেদ এন্ড কোং, চার্ট অর্ডার অ্যাকাউন্ট্যান্টস-কে তার ধারাবাহিক তৃতীয় বছরের জন্য কোম্পানির নিরীক্ষক হিসেবে পুনর্নিয়োগের সুপারিশ করেছে, যারা ২০২৫-২৬ অর্থ বছরের জন্য দায়িত্ব পালন করবেন এবং পরবর্তী বার্ষিক সাধারণ সভা পর্যন্ত তাদের দায়িত্ব বহাল থাকবে।

### প্রাতিষ্ঠানিক সুশাসন সনদের নিরীক্ষক পুনর্নিয়োগ

বাংলাদেশ সিকিউরিটিজ অ্যান্ড এক্সচেঞ্জ কমিশন (বিএসইসি) কর্তৃক প্রণীত করপোরেট গভর্নেন্স কোড অনুযায়ী মেসার্স এসএ রশীদ এন্ড এসোসিয়েটস, চার্টার্ড সেক্রেটারিস ২০২৪-২৫ অর্থ বছরের জন্য কোম্পানির কমপ্লায়েন্স অবস্থা নিরীক্ষা করেছে। উল্লেখিত কমপ্লায়েন্স নিরীক্ষক বর্তমান বার্ষিক সাধারণ সভায় অবসর গ্রহণ করবেন। করপোরেট গভর্নেন্স কোড অনুযায়ী পুনর্নিয়োগের যোগ্য হওয়ায় বিদ্যমান নিরীক্ষক ২০২৫-২৬ অর্থ বছরের জন্য কমপ্লায়েন্স নিরীক্ষক হিসেবে পুনর্নিয়োগের ইচ্ছা প্রকাশ করেছেন।

পরিচালনা পর্ষদ ২০২৫-২৬ অর্থ বছরের জন্য কোম্পানির কমপ্লায়েন্স নিরীক্ষক হিসেবে মেসার্স এসএ রশীদ এন্ড এসোসিয়েটস, চার্টার্ড সেক্রেটারিস-কে পুনর্নিয়োগের সুপারিশ করেছে।

### বার্ষিক সাধারণ সভার জন্য স্বাধীন পরীক্ষক নিয়োগ

বাংলাদেশ সিকিউরিটিজ অ্যান্ড এক্সচেঞ্জ কমিশন (বিএসইসি)-এর নির্দেশনা নং বিএসইসি/সিএমআরআরসিডি/২০০৯-১৯৩/০৮ তারিখ- ১০ মার্চ, ২০২১ অনুসারে, কোম্পানির পরিচালনা পর্ষদ তাদের ২৬.১০.২০২৫ তারিখের বোর্ড সভায় মেসার্স মহসিন এন্ড কোং, চার্টার্ড সেক্রেটারিস-কে কোম্পানির ৪০তম বার্ষিক সাধারণ সভা তদারকির জন্য স্বাধীন পরীক্ষক হিসেবে নিয়োগ প্রদান করেছে, যা ২৪.১২.২০২৫ তারিখে অনুষ্ঠিত হবে। উক্ত নিয়োগের উদ্দেশ্য হলো, কাগজ ও ডিম্যাট (ডিম্যাটারালাইজড শেয়ার) শেয়ারধারীদের ভোটাধিকার প্রয়োগের সুযোগ নিশ্চিত করা এবং সাধারণ সভায় উপস্থাপিত প্রস্তাবসমূহে ভোটগ্রহণ প্রক্রিয়াকে নিরপেক্ষভাবে পর্যবেক্ষণ করা।

নির্বাচন প্রক্রিয়ার যথাযথতা এবং ভোটের বিস্তারিত ফলাফল স্বাধীন পরীক্ষক মেসার্স মহসিন এন্ড কোং, চার্টার্ড সেক্রেটারিস কর্তৃক সত্যায়িত হবে এবং সভা সমাপ্তির পরনির্ধারিত সময়ের মধ্যে সংশ্লিষ্ট প্রতিবেদন বিএসইসি-তে দাখিল করা হবে।

### কোম্পানির শেয়ারহোল্ডারদের সহিত সম্পর্ক এবং যোগাযোগ

এএমসিএল কোম্পানি আইন ১৯৯৪ অনুযায়ী নির্ধারিত সময়ে বার্ষিক সাধারণ সভার আয়োজন করে থাকে, এর ফলস্বরূপ কোম্পানির সকল শেয়ারহোল্ডারগণ

কোম্পানির সামগ্রিক অবস্থা, গুরুত্বপূর্ণ কার্যক্রম এবং পর্যালোচনাধীন অর্থবছরে করা উন্নয়ন প্রচেষ্টা সম্পর্কে সময়মতো অবগত হয়ে থাকেন। কোম্পানির সম্মানিত শেয়ারহোল্ডারগণ কোম্পানির ইনভেস্টর রিলেশন বিভাগ থেকে ল্যান্ড ফোন, মোবাইল ফোন, ই-মেইল এবং ইন্টারনেট (www.amclpran.com) এর মাধ্যমে কোম্পানির সমস্ত প্রয়োজনীয় তথ্য এবং অভিযোগের প্রতিকার পেতে পারেন।

### শিল্প সম্ভাবনা এবং ভবিষ্যৎ উন্নয়ন

পর্যালোচনাধীন অর্থবছরে, এএমসিএল তার উৎপাদনশীলতার ধারাবাহিকতা এবং ব্যবসায়িক কার্যক্রমের সর্বোচ্চ নৈতিক মান বজায় রাখার চেষ্টা করেছে। একটি প্রতিযোগিতামূলক ব্যবসায়িক পরিবেশে, কোম্পানি যুক্তিসঙ্গত মূল্যে পণ্য বিক্রয়ের মাধ্যমে ভোক্তার সম্ভব বজায় রাখতে সক্ষম হয়েছে। কোম্পানি আধুনিক প্রযুক্তির উপর ভিত্তি করে ভবিষ্যতের প্রতিবন্ধকতাকে মাথায় রেখে চাহিদা অনুযায়ী পণ্য সরবরাহের মাধ্যমে বাণিজ্যিক কার্যক্রম সম্প্রসারণকে সর্বোচ্চ অগ্রাধিকার দেয়। ভবিষ্যতের সম্ভাবনার একটি সাধারণ পর্যালোচনার পরিপ্রেক্ষিতে কোম্পানির দৃষ্টিভঙ্গি বার্ষিক প্রতিবেদনের উল্লেখ করা হয়েছে।

### পণ্যভিত্তিক তথ্য

এগ্রিকালচারাল মার্কেটিং কোম্পানি লিমিটেড এর নিজস্ব বিক্রয়কেন্দ্র এবং পরিবেশকের মাধ্যমে পণ্য বিক্রয় করে। কোম্পানির পণ্যের প্রকাশিত পরিমাণ নিচে দেওয়া হলো। তথ্য নিম্ন লিখিত উপায়ে ভাগ করা হয়েছে।

- ১) উৎপাদন ক্ষমতা এবং প্রকৃত উৎপাদন
- ২) বিক্রয়
- ৩) উৎপাদিত পণ্য

কোম্পানির পণ্যসমূহের তথ্য যা সর্ব মোট বিক্রয় মূল্যের সাথে সামঞ্জস্যপূর্ণ তার আর্থিক বিবরণীতে উপস্থাপিত হয়েছে।

### চলমান ব্যবসা

এএমসিএল এর পরিচালনা পর্ষদ পূর্বের ব্যবসা পরিচালনা এবং আর্থিক বিবরণী পূর্ণ বিশ্লেষণ করে এই মর্মে নিশ্চয়তা প্রদান করে যে, কোম্পানির চলমান প্রতিষ্ঠান পরিচয়ের জন্য যৌক্তিক সম্ভাবনা রয়েছে। ব্যবস্থাপনা কর্তৃপক্ষ চলমান প্রতিষ্ঠান হিসাব করে কোম্পানির আর্থিক বিবরণী প্রস্তুত করেছেন এবং যথাযথ অনুসন্ধান করেছে যে, আগামী দিনগুলোতে ব্যবসায়িক কার্যক্রম পরিচালনার জন্য কোম্পানী পর্যাপ্ত সম্পদ রয়েছে।

### বিশেষ ঘটনা

এই আর্থিক বিবরণে উন্মোচন বা সমন্বয় করা প্রয়োজন এমন কোন অসাধারণ লাভ বা ক্ষতির ঘটনা প্রতিবেদনের সময়কালে ঘটেনি।

### জনসাধারণ থেকে প্রাপ্ত আয়ের ব্যবহার

এই অর্থ বছরে জনসাধারণ থেকে তহবিল সংগ্রহের কোন ঘটনা ঘটেনি যা আর্থিক বিবরণীতে সমন্বয় বা উল্লেখ করা প্রয়োজন।

### কর্মচারীদের অংশগ্রহণ

যেকোনো প্রয়োজনীয় সিদ্ধান্ত গ্রহণের আগে কর্মচারীদের অংশগ্রহণ সবসময় খোলা রাখা হয়।

### ত্রৈমাসিক এবং বার্ষিক আর্থিক কার্যক্রমের তারতম্য

এই অর্থ বছরে ত্রৈমাসিক আর্থিক কার্যক্রম এবং বার্ষিক আর্থিক কার্যক্রমের মধ্যে এমন কোনো গুরুত্বপূর্ণ তারতম্য ঘটেনি যার জন্য কর্তৃপক্ষের প্রতিবেদন প্রযোজ্য হতে পারে।

### কৃতজ্ঞতা স্বীকার

এগ্রিকালচারাল মার্কেটিং কোম্পানি লিমিটেডের এর পরিচালনা পর্ষদ সকল শ্রদ্ধেয় বিনিয়োগকারী, ভোক্তা সাধারণ, ব্যাংক, ইন্স্যুরেন্স কোম্পানিসমূহ, সিকিউরিটিজ অ্যান্ড এক্সচেঞ্জ কমিশন, ঢাকা স্টক এক্সচেঞ্জ, চট্টগ্রাম এক্সচেঞ্জ, সরকারি নিয়ন্ত্রণ সংস্থাসমূহ, সেন্ট্রাল ডিপোজিটরি বাংলাদেশ লিমিটেড এবং সকল ব্যবসায়িক সহযোগী প্রতিষ্ঠানের উদ্দেশ্য পূরণের লক্ষ্যে তাদের আস্থা, ধারাবাহিক সমর্থন ও সহযোগিতা প্রদানের জন্য আন্তরিক কৃতজ্ঞতা প্রকাশ করেছে।

প্রতিষ্ঠানিক উন্নতিতে অবদান রাখার জন্য পরিচালনা পর্ষদ প্রতিষ্ঠানে কর্মরত আন্তরিক ও আন্তর্নিয়োজিত কর্মকর্তা-কর্মচারীগণের প্রতি ও গভীর কৃতজ্ঞতা প্রকাশ করেছে।

পরিশেষে অব্যাহত সহযোগিতা এবং সমর্থনের জন্য সকল বিনিয়োগকারীদেরকে পরিচালকগণ আন্তরিক ধন্যবাদ জ্ঞাপন করছে।

পরিচালনা পর্ষদের পক্ষে,



আহসান খান চৌধুরী

চেয়ারম্যান

এগ্রিকালচারাল মার্কেটিং কোম্পানি লিমিটেড

# QUALITY POLICY

IT IS THE POLICY OF AGRICULTURAL MARKETING CO. LTD. TO MARKET PRODUCTS OF CONSISTENT QUALITY AT HOME & ABROAD AS PER WORLD STANDARDS PRODUCED HYGIENICALLY IN ACCORDANCE WITH GOOD MANUFACTURING PRACTICES IN STATE-OF-THE-ART PLANTS & PROCESSES, PACKED IN APPROPRIATE PACKAGING AND REMAIN COMMITTED TO THESE OBJECTIVES AT ALL TIMES.

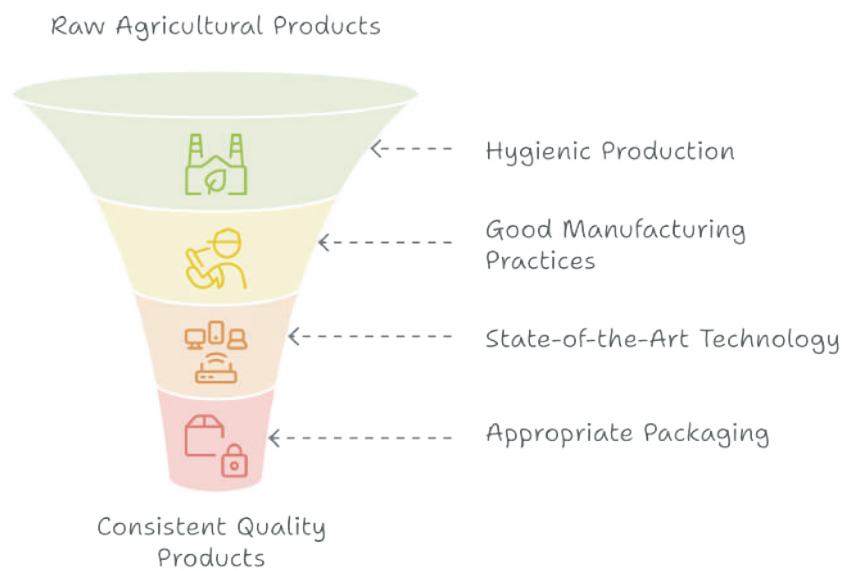
AMCL HAVE ADOPTED ISO-9001 AS THE MODEL FOR THEIR QUALITY MANAGEMENT SYSTEM. ACCORDINGLY A DOCUMENTED SYSTEM OF PROCEDURES AND INSTRUCTIONS HAVE BEEN ESTABLISHED THROUGHOUT THE ORGANISATION DEFINING BUSINESS PROCESSES, RESPONSIBILITIES AND AUTHORITIES.

MANAGEMENT IS COMMITTED TO PROVIDING THE RESOURCES AND CREATING AN ENVIRONMENT IN WHICH EACH EMPLOYEE CAN CONTRIBUTE HIS/HER SKILL, TALANT AND IDEAS IN A NEVER - ENDING PROCESS OF IMPROVEMENT AND INNOVATION IN ALL ASPECTS OF BUSINESS.

3 Aug 99

  
Chief Executive

## Ensuring Consistent Product Quality



# ESG & SUSTAINABILITY STRATEGY

PRAN-RFL Group's overall sustainability strategy was launched as part of its Sustainability 2.0 agenda in 2023. This framework is grounded in the company's purpose to empower the world with essential innovations to thrive and is inspired by the United Nations Sustainable Development Goals (UN SDGs). As a part of the PRAN-RFL Group, Agricultural Marketing Co. Ltd. also follows the Group Sustainability Strategy.

The core mission is to alleviate poverty through empowerment, believing that long-term value is created through organizational vitality, innovation, and connection with employees, communities, consumers, and customers.

## SUSTAINABLE DEVELOPMENT GOALS



The comprehensive strategy focuses on addressing high-priority sustainability issues and is built upon eight interconnected pillars that drive investment and roadmap decisions across the Environmental, Social, and Governance (ESG) spectrum:

### Environment Stewardship Pillars

This section focuses on preserving and conserving the environment, emphasizing sustainable agriculture and manufacturing centered on a Net-Zero target.

Pillar	2030 Goals	Key Actions
<b>1. Product Sustainability</b>	Sustain Market Leadership Build a Portfolio that Benefits Everyone, from Supplier to Consumer Investing in technologies that benefit all stakeholders.	Build robust businesses anchored on strong growth platforms and a future-ready portfolio. Invest in technology and businesses that are profitable, ethical, and provide multi-tier benefits.
<b>2. Resilient Agriculture</b>	<b>100%</b> of the 100,000+ farmers will be integrated and trained in climate-friendly and regenerative agriculture techniques. Be <b>90%</b> locally dependent on agri-product and dairy ingredients.	Promote climate-smart farming and capacity-building initiatives. Aim for zero deforestation and conversion on key commodities by 2030.
<b>3. Packaging Sustainability</b>	<b>20%</b> of plastic packaging to be from recycled products. <b>30%</b> recycling of all plastic waste produced during manufacturing within premises. <b>100%</b> increase in the capacity of the plastic recycling plant.	Invest in sustainable refilling and recycling solutions. Initiate providing recycling and circular economy technology for external businesses.
<b>4. Water Stewardship</b>	<b>30%</b> reduction in Specific Water Consumption across all factories. <b>10%</b> improvement in Crop Water Use Efficiency.	Scale-up Water Recycling and Reuse Potential Equivalent to Net Water Consumption from operations (including RO and Rainwater Harvesting technologies).
<b>5. Energy Stewardship</b>	<b>20%</b> reduction in energy usage subject to operational scaling up. <b>25%</b> of energy consumed in 2030 by factories to be from renewable sources.	Invest in enhancing operational efficiencies. Invest in renewable energy technology and production for internal and external use, aiming to make it affordable and self-sufficient in Bangladesh.



### People & Society Pillars

This section focuses on thriving people and society, covering human capital development, equal opportunity, and community support.

Pillar	2030 Goals	Key Actions
<b>6. Workforce of Tomorrow (Human Rights)</b>	Ensure <b>100%</b> continued compliance with Labor Laws and UN SDGs, and awareness with trainings. Maintain <b>Strategic Partnerships</b> with NGOs/development sectors for meaningful human rights initiatives.	Identify and implement core policies for employees, workers, and suppliers, drawn from the Bill of Human Rights and ILO Core Conventions.
<b>7. Diversity &amp; Inclusion</b>	Ensure <b>100%</b> continued compliance for equal pay for equal work across all stakeholders (farmers, suppliers, manufacturing, leadership, and sales).	Enhance inclusiveness in the agribusiness sector by lifting incomes and skills of farmers, particularly women. Create job opportunities that foster gender diversity and empower individuals through skill development.
<b>8. Giving Back</b>	Address Key Social and Community Needs Create Meaningful Partnerships Climate Awareness and Action	Invest in Education, Healthcare, Community Development, and Environment, including disaster support and climate awareness. Foster partnerships with NGOs and civil societies to achieve SDGs. Build platforms to engage in dialogues and awareness initiatives for potential solutions on climate and instigate action.



### Governance Principles

The entire sustainability strategy is underpinned by a commitment to Governance Principles for Business and Leadership. This involves:

- **Governing Policies & Philosophy:** Anchored on the values of trusteeship, transparency, ethical corporate citizenship, empowerment, and accountability.
- **Sustainability Steering Committee:** Responsible for reviewing policy implementation and progress against the agreed roadmap.
- **Value Chain Management & Framework:** Ensuring sustainability principles are embedded in business strategies and execution plans for superior Triple Bottom Line performance.
- **Stakeholder Engagement:** Actively engaging with a diverse ecosystem of stakeholders, including investors, customers, and communities, to inform strategy and value creation.



This strategic framework guides PRAN-RFL Group's operations to ensure resilience, drive growth, and maximize collective impact across all its businesses.

# DIVIDEND DISTRIBUTION POLICY

## 1.00 INTRODUCTION

This Dividend Distribution Policy has been prepared in compliance with the Directive No. BSEC/CMRRCD/2021-386/03 dated 14 January, 2021 of the Bangladesh Securities and Exchange Commission (BSEC) regarding dividend declaration, pay off, disbursement and compliance. The policy shall not be the alternative to the decision of the Board of Directors rather than elaboration of the recommendation by the board on fixing the appropriate and prudent dividend amount for its Shareholders.

## 2.00 DEFINITIONS

- "the Act" means Companies Act 1994
- "the Company" means Agricultural Marketing Co. Ltd.
- "AGM" means Annual General Meeting
- "Board" means Board of Directors of Agricultural Marketing Co. Ltd.
- "Directive" means Directions from BSEC from time to time on dividend policy.
- "Shareholders" means Members whose name is registered in the Member's Register of the Company.
- "Shares" means Ordinary Equity Shares.
- "Listing Regulation" means Stock Exchange Listing regulation 2015
- "MOA" means Memorandum & Articles of Association
- "Policy" means dividend declaration policy of the company

## 3.00 DIVIDEND

Dividend is the share of the profit that a Company decides to distribute among its Shareholders in proportion to the amount paid-up on shares they hold in the form of Cash and/or Stock (Bonus).

The profits earned by the Company can either be retained in the business or can be distributed among the Shareholders as

### Forms of Dividend

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

" Interim dividend is a dividend payment made before a company's annual general meeting (AGM) and the release of final financial statements. This declared dividend usually accompanies the company's interim financial statements.

" Final dividend refers to the dividend declared by a company's board of directors after the company has issued its full-year financial statements. The final dividend payment is a fixed amount per share of common stock, and is typically made known to the public during the annual shareholders' meeting.

## 4.00 DIVIDEND DECLARATION

Subject to the provisions of the Act and MOA of the company, dividend shall be declared by the company:

- a. In its general meeting
- b. The amount shall not exceed the recommendation.
- c. From its profits for the year for which the dividend is to be paid after setting off carried over previous losses and depreciation not provided in the previous year(s);or
- d. From undistributed profit of the previous financial years after providing for depreciation in accordance with law and are still remaining undistributed; or
- e. Out of c & d both.

Before declaration of dividend, the Company may transfer a portion of its profits to reserves as may be considered appropriate by the Board at its discretion. In the event of inadequacy or absence of profits in any financial year, the Company may declare dividend out of free reserves subject to the compliance with the prevailing Act and Rules.

## 5.00 FACTORS GOVERNING DECLARATION OF DIVIDEND

### 5.01 External Factors:

- The Board shall consider the restrictions, if any, imposed by the Act, other applicable laws and directives with regard to declaration of dividend in order to ensure compliance.
- The Board shall evaluate the market trends in terms of technological changes mandating investments, competition impacting profits, etc., which may require by the Company to conserve resources.
- The Board shall endeavor to retain a larger portion of profits to build up reserves, in case of adverse economic scenario.
- Any tax deduction at source may have impact on the decision at the time of dividend declaration due to any changes in Income Tax Ordinance 1984.
- Other factors beyond control of the Management like natural calamities, fire, etc. effecting operations of the Company may impact the decision with regard to dividend declaration.

### 5.02 Internal Factors:

- Profitability of the current year
- Availability and Liquidity of Funds
- Capital Expenditure needs for the existing businesses
- Expansion/Modernization of the business
- Additional investments in subsidiaries/associates of the Company
- Cost of raising funds from alternate sources and cost of debt.
- Funds for meeting contingent liabilities
- Mergers and Acquisition process
- Any other factor as deemed appropriate by the Board.

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

## **6.00 FINANCIAL PARAMETERS FOR DECLARING DIVIDEND**

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

## **7.00 UTILIZATION OF RETAINED EARNINGS**

Subject to the provisions of the Act and other applicable laws, retained earnings may be utilized as under:

- Issue of fully paid-up bonus shares
- Declaration of dividend-Interim or Final
- Expanding internal resources
- Funding for capital expenditure/expansion plans/acquisition;
- Repayment of debt
- Any other permitted use as may be decided by the Board.

## **8.00 CLASSES OF SHARES**

The Company has only Equity Shares. No privilege amongst Equity Shareholders of the Company has been made with respect to dividend distribution.

## **9.00 CONDITIONS IMPACTING DIVIDEND PAYMENT**

Given here in below are some of the circumstances in which shareholders of the Company may or may not expect dividend pay-out:

### **Expect Dividend:**

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

### **Not Expect Dividend:**

- Non availability of profits for dividend distribution
- Funds available for dividend but need to be conserved due to:
- Business needs;
- Adverse economic /market scenario expected in near future;
- Augmenting internal resources.

## **10.00 DISCLOSURE**

This Dividend Distribution Policy shall be disclosed in the Annual Report of the Company and on the Company's website [www.amclpran.com](http://www.amclpran.com).

If the Company proposes to declare dividend on the basis of any additional parameters apart from those mentioned in the Policy or proposes to change the parameters contained in this Policy, it shall disclose such changes along with the rationale for the same in the Annual Report and on the website.

## **11.00 EFFECTIVE DATE**

This Policy has been approved by the Board of Directors of the Company at its meeting held on 28th December, 2021 and shall be

effective and applicable for dividend, if any.

## **12.00 REVIEW/AMENDMENT**

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

On behalf of the Board of  
Agricultural Marketing Co. Ltd. -



**Mr. Ahsan Khan Chowdhury**  
Chairman

For Board Members  
- adopted by Agricultural Marketing Co. Ltd.

The Board of Directors has adopted the following ethics policy for its Chairman, Board members and Managing Director based on the recommendation of the Nomination and Remuneration Committee (NRC). This policy is intended to provide guidance with ethical issues and a mechanism for addressing unethical conduct.

The Board of Directors (the "Board") has adopted the following Code of Business Conduct and Ethics (the "Code ") for directors of the Company including Chairman and Managing Director. This Code is intended to focus the Board and each member of the board on areas of ethical risk, provide guidance to directors to help them recognize and deal with ethical issues, provide mechanisms to report unethical conduct, and help foster a culture of honesty and accountability. Each director and other top executive must comply with the letter and spirit of this Code.

No code or policy can anticipate every situation that may arise. Accordingly, this Code is intended to serve as a source of guiding principles for directors. Directors are encouraged to bring questions about particular circumstances that may implicate one or more of the provisions of this Code to the attention of the Chairman of the Audit Committee, who may consult with inside or outside legal counsel as appropriate.

Directors who also serve as officers of the Company should read this Code in conjunction with the Company's Employee Manual and the Employee Code of Conduct.

## **1) RESPONSIBILITY OF CHAIRMAN, BOARD MEMBER & MD:**

The Board represents the interests of stockholders, as owners of a corporation in optimizing long-term value by overseeing management performance on the stockholders' behalf. The Board's responsibilities in performing this oversight function include a duty of care and a duty of loyalty.

A director's duty of care refers to the responsibility to exercise appropriate diligence in overseeing the management of the Company, making decisions and taking other actions. In meeting the duty of care, directors are expected to:

- a. Attendance and participation in board and committee meetings: Personal participation is essential. Directors may not vote or participate by proxy.
- b. Remain properly informed about the corporation's business and affairs. Directors should review and devote appropriate time to study board materials.
- c. Reliance on expert knowledge: Incomplete knowledge that makes reliance unwarranted, directors may rely on board committees, management, employees, and professional advisors & experts on the subject.
- d. Make inquiries. Directors should make inquiries about potential problems that come to their attention and follow up until they are reasonably satisfied that management is

- e. addressing them appropriately.
- e. Respond to member inquiries.

A director's duty of loyalty refers to the responsibility to act in good faith and in the Company's best interests, not the interests of the director, a family member or an organization with which the director is affiliated. Directors should not use their positions for personal gain. The duty of loyalty may be relevant in cases of conflict of interest (section B below), and corporate opportunities (section C below).

## **2) CONFLICT OF INTEREST:**

Directors must avoid any conflicts of interest between the director and the Company. Any situation that involves, or may reasonably be expected to involve, a conflict of interest with the Company, should be disclosed promptly to the Chairman of the Board or the Chairman of the Audit Committee.

A "conflict of interest" can occur when a director's personal interest is adverse to - or may appear to be adverse to - the interests of the Company as a whole. Conflicts of interest also arise when a director, or a family member, receives improper personal benefits as a result of his or her position as a director of the Company.

This Code does not attempt to describe all possible conflicts of interest which could develop. Some common conflicts, from which directors must refrain, are mentioned below:

- a. Relationship of Company with third-parties: Directors may not engage in any conduct or activities that are inconsistent with the Company's best interests or that disrupt or impair the Company's relationship with any person or entity with which the Company has or proposes to enter into a business or contractual relationship.
- b. Compensation from non-Company sources: Directors may not accept compensation (in any form) for services performed for the Company from any source other than the Company.
- c. Gifts: Directors and members of their families may not accept gifts from persons or entities who deal with the Company in those cases where any such gift is being made in order to influence the directors' actions as a member of the Board, or where acceptance of the gifts could create the appearance of a conflict of interest.
- d. Personal use of Company assets: Directors may not use Company assets, labor or information for personal use unless approved by the Chairman of the Audit Committee or as part of a compensation or expense reimbursement program available to all directors.

## **3) CORPORATE OPPORTUNITIES:**

Directors are prohibited from:

- a. Taking for themselves personally opportunities related to the Company's business;
- b. using the Company's property, information, or position for personal gain
- c. competing with the Company for business opportunities, provided,

However, if the Company's disinterested directors determine that the Company will not pursue an opportunity that relates to the Company's business, a director may do so.

#### **4) COMPLIANCE WITH LAWS RULES AND REGULATIONS; FAIR DEALINGS:**

Directors shall comply, and oversee compliance by employees, officers and other directors, with laws, rules and regulations applicable to the Company, including insider trading laws. Transactions in Company securities are governed by the Company's Insider Trading Policy. Directors shall oversee fair dealing by employees and officers with the Company's customers, suppliers, competitors and employees.

#### **5) ENCOURAGING THE REPORTING OF ANY ILLEGAL OR UNETHICAL BEHAVIOR:**

Directors should promote ethical behavior and take steps to ensure the Company:

- encourages employees to talk to supervisors, managers and other appropriate personnel when in doubt about the best course of action in a particular situation;
- encourages employees to report violations of laws, rules, regulations or the Company's Employee Handbook/Employee Code of Conduct to appropriate personnel; and
- informs employees that the Company will not allow retaliation for reports made in good faith.

#### **6) PROFESSIONAL CONDUCT:**

Board Members must conduct all dealings with vendors and employees with honesty and fairness, and safeguard information that belongs to the association.

**Confidentiality of Information:** Board Members are responsible for protecting the association's confidential information. As such they may not use confidential information for the benefit of themselves or their relatives. Except when disclosure is duly authorized or legally mandated, no director or board member may disclose confidential information. Confidential information includes, without limitation:

- private personal information of fellow directors and board members,
  - private personnel information of the association's employees, disciplinary actions against members of the association, assessment collection information against members of the association,
  - Legal disputes in which the association is or may be involved-- directors may not discuss such matters with persons not on the board without the prior approval of the association's general counsel. Failure to follow these restrictions could constitute a breach of the attorney- client privilege and loss of confidential information.
- Directors should maintain the confidentiality of information entrusted to them by the Company and any other confidential information about the Company that comes to them, from whatever source, in their capacity as a director, except when disclosure is authorized or legally mandated. For purposes of this Code, "confidential information" includes all non-public information relating to the Company.

**Accuracy of Information:** Board Members may not knowingly misrepresent facts. All association data, records and reports must be accurate and truthful and prepared in a proper manner.

**c. Interaction with Employees:** To ensure efficient management operations, avoid conflicting instructions from the board to management and avoid potential liability, Board Members shall observe the following guidelines:

- i .The president of the board shall serve as liaison between the board and management and provide direction on day to day matters.
- ii .Except for the president, Board Members may not give direction to management, employees or vendors.
- iii .Directors may not contact management after hours unless there is an emergency representing a threat of harm to persons or property.
- iv .If directors or board members are contacted by employees with complaints, the employees shall be instructed to contact management or the board as a whole.
- v .No director may threaten or retaliate against an employee who brings information to the board regarding improper actions of a director or board member.
- vi .Directors and board members are prohibited from harassing or threatening employees, vendors, directors, board members, and owners, whether verbally, physically or otherwise.

**d. Professional Behavior:** Directors and board members are obligated to act with proper decorum. Although they may disagree with the opinions of others on the board, they must act with respect and dignity and not make personal attacks on others. Accordingly, directors and board members must focus on issues, not personalities and conduct themselves with courtesy toward each other and toward employees, managing agents, vendors and members of the association. Directors shall act in accordance with board decisions and shall not act unilaterally or contrary to the board's decisions.

#### **7) SAFEGUARDING OF COMPANY'S ASSET AND FINANCIAL REPORTING:**

- a . The Board and its other members of the company shall be responsible to protect company's assets. It is the responsibility of each member including the Chairman and Managing Director to ensure and to prohibit un-authorized or illegal uses of any of its property whether tangible, intangible, fixed or intellectual by any of the members. The board shall ensure the proper utilization of the asset for the benefit of all the stakeholders and take appropriate measure for optimum utilization avoiding any m i s u s e s .
- b . The preparation of financial statements, compilation of financial records, business records and other financial reporting must be done in line with the national laws, rules and regulations as prescribed by the regulatory authority of the company. Internationally accepted accounting principles must be followed as applicable.

#### **8) WORKING ENVIRONMENT:**

The Board Members and Managing Director are committed to ensure safe working environment for each and every staff of the company without any discrimination. Best practices regarding safe and sound working environment shall be followed to enhance productivity within the employee and to develop good culture. Safety rules for all establishment shall be practiced and the Board shall ensure as well through its internal control policy.

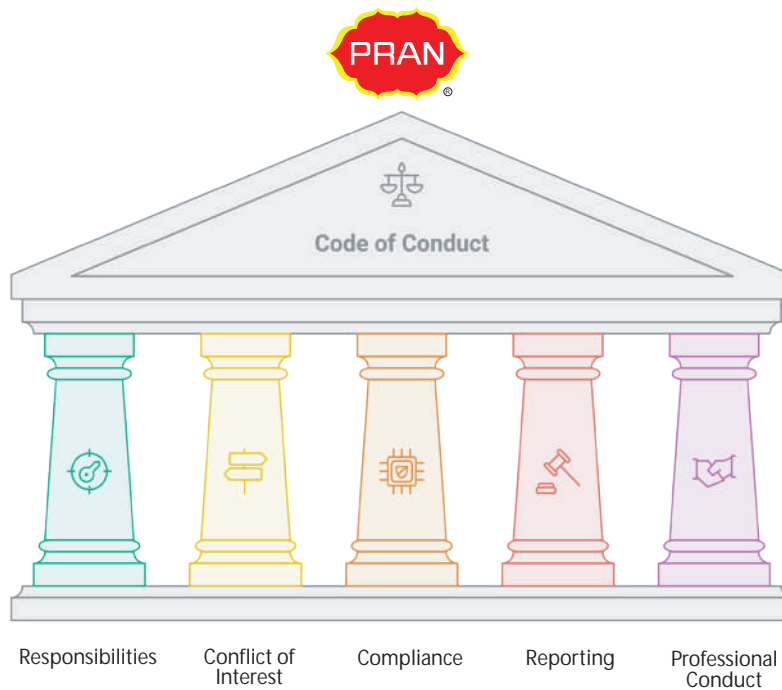
### 9) AMENDMENTS TO THE CODE:

The provisions of this Code can be amended / modified by the Board of Directors of the Company from time to time as per recommendation of the NRC and all such amendments/modifications shall take effect from the date stated therein. NRC shall review all the code as and when necessary or any direction from the regulators.

### 10) COMPLIANCE PROCEDURE:

Directors should communicate any suspected violations of this Code promptly to the Chairman of the Board or the Chairman of the Audit Committee. Violations will be investigated by the Board or by a person or persons designated by the Board and appropriate action will be taken in the event of any violations of the Code.

Any waivers of this Code may only be granted by the Board or the Audit Committee after disclosure of all material facts by the director seeking the waiver. Waivers will only be granted in exigent circumstances and will be disclosed promptly to stockholders.



# REPORT OF THE AUDIT COMMITTEE

- for the year ended on 30<sup>th</sup> June 2025

## CONSTITUTION & COMPOSITION OF THE COMMITTEE

" " The Board has constituted an Audit Committee as a sub-committee of the Board.

" " Present Composition of the Audit Committee is as follows :

Name	Designation	Position in the Committee
Mr. Md. Abdus Salam, FCA	Independent Director	Chairman
Mr. Ahsan Khan Chowdhury	Director	Member
Mrs. Sabiha Amjad	Director	Member

- Mr. Muhammad Shariful Islam, the Company Secretary, acts as the Secretary of the Audit Committee.

## SCOPE/TERMS OF REFERENCE (TOR) OF THE COMMITTEE

- The Board has defined Terms of Reference (TOR) for the Audit Committee.
- The Audit Committee works closely with the Board of Directors as a sub-committee of the Board.
- The Committee submits its report directly to the Board of Directors.

## MEETINGS OF THE AUDIT COMMITTEE

- The Committee had its 4 (four) meetings during the year.
- Attendance of the Members in the meetings was as follows :

Name of the Member	No. of Meetings	
	Held	Attended
Mr. Abdus Salam, FCA	4	4
Mr. Ahsan Khan Chowdhury	4	4
Mrs. Sabiha Amjad	4	4

- " Minutes of the Committee are duly recorded

## FUNCTIONS CARRIED OUT BY THE COMMITTEE

The Functions Carried Out by the Audit Committee during the year were:

Audit Committee, the Committee-

- To oversee the financial reporting process;
- To monitor choice of accounting policies and principles;
- To 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;
- To oversee hiring and performance of external auditors;
- To hold meetings with the external auditors for review of the annual financial statements before submission to the Board for approval or adoption;
- To review, along with the management, the annual financial statements and recommend to the Board for consideration and approval;

To review, along with the management, the financial statements of the first quarter, half year and third quarter and recommend to the Board for consideration and approval;

- To review the adequacy of internal audit function and made suggestions for improvement;
- To review statement of all related party transactions submitted by the management; and
- To 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.

## REPORTING BY THE COMMITTEE TO THE SHAREHOLDER'S AND GENERAL INVESTORS

Pursuant to Condition No. 5(6) of the Corporate Governance Code issued by BSEC, the Committee reports that the committee-

- found adequate arrangement to present a true and fair view of the activities and the financial status of the company; and
- did not find any conflict of interest or any fraud, irregularity or material defect in the Internal Control System and there are no infringement of laws, rules and regulations.
- did not find any potential risk that can be a threat for company's growth.

## RECOMMENDATION TO THE BOARD

The Committee recommended to the Board that-

- The Financial Statements of the Company for the year ended on 30 June 2025 may be approved by the Board; and
- The committee recommended M/s. S. F. Ahmed & Co., Chartered Accountants for re- appointment for the year 2025-26 in the upcoming Shareholder's Meeting as the statutory auditor.

On behalf of the Audit Committee,



**Md. Abdus Salam, FCA**

Chairman of the Audit Committee

# REPORT OF THE NRC

For the year ended on 30<sup>th</sup> June 2025

## FORMATION OF NRC

The Nomination & Remuneration Committee of Agricultural Marketing Co. Ltd. being one of its Board Sub-committee, assists the Board broadly in formulation of policy with regard to determining qualifications, positive attributes, experiences, remuneration of the directors, top level executive of the company.

The Nomination and Remuneration Committee has been constituted by the Board of Directors of the Company as a subcommittee to assist the Board under the Condition No. 6 of the Corporate Governance Code 2018 of Bangladesh Securities and Exchange Commission. NRC is independent and responsible or accountable to the Board of Directors and to the Shareholders of Company.

The NRC consists of the following Non-Executive Director of the Board:

Name of the Members	Status with the Company	Position in the Committee
Mr. Md. Abdus Salam, FCA	Independent Director	Chairman
Mrs. Sabiha Amjad	Director	Member
Mr. Ahsan Khan Chowdhury	Chairman	Member

## THE ACTIVITIES OF THE NRC DURING THE YEAR ARE AS FOLLOWS:

In the year 1<sup>st</sup> July 2024 to 30<sup>th</sup> June 2025 the Committee met once. During the year under review, the Committee carried out the following activities:

- i. Reviewed and ratified the uniform Code of Conduct for the Company, which is also applicable to members of the Board and Key Management Personnel and top-level executives as adopted by the Board.
- ii. Reviewed the core human resources principles and philosophies of the Company including recruitment, and performance evaluation.
- iii. Reviewed Employee Benefits policies to attract job seekers and retain internal talents.
- iv. Reviewed the Company's existing policy relating to the remuneration of Directors and Top Level Executives.
- v. Discussed and decided in regard to formulate the criteria of evaluation of performance of the Board and Independent Directors.
- vi Reviewed the Company's existing Human Resource and Training policies.
- vii Overview of the Nomination and Remuneration policies.

## MAJOR RESPONSIBILITIES OF NRC

The purpose, authority, composition, duties and responsibilities of the Nomination and Remuneration Committee are delineated in its Charter. Some of the major responsibilities of the NRC are as follows:

1. Considering the terms of reference of NRC, as approved by the Board.
2. Formulated and recommend to the Board a set of corporate governance guidelines applicable to the Company.
3. Formulated the Board Performance Evaluation criteria and the committee shall conduct this evaluation in such manner as it deems appropriate.
4. Formulated the criteria for evaluation of independent directors and the Board and carry out the evaluation of every director's performance.
5. Formulated the policy relating to the remuneration of the Directors, top-level executives and all employees of the Company.
6. Formulated the criteria for evaluation of the performance of Independent Directors and the Board Members
7. Identify the criteria for selection, transfer or placement and promotion at different levels of the company
8. Recommend a policy on Board's diversity taking into consideration age, gender, experience, education and nationality.

## OBJECTIVE

The objective of the NRC is to oversee, assist and guide the Board of Directors:-

- To formulate the criteria for determining qualification, positive attributes and independence of a Director and recommend to the Board a policy relating to the remuneration of Directors and Top Level Executives.
- To devise policy on Board's diversity taking into consideration of age, gender, experience, ethnicity, educational background and nationality.
- To the appointment, Fixation of remuneration and removal of Directors and Top Level Executives.
- To formulate the criteria in respect to evaluate performance of the Independent Director and the Board.
- To identify the company's needs for employees at different levels and determine their selection, transfer or replacement and promotion criteria. To develop, recommend and review the company's human resources and training policies.
- To retain, motivate and promote talent and to ensure long term sustainability of talented Top Level Executive and create competitive advantage.
- To recommend Code of Conduct for the Chairman and other Members of the Board and Managing Director.
- To Implement and monitor policies and processes regarding principle of corporate governance.

## MEETING ATTENDANCE

The details of attendance of each member at the NRC meetings during the year 1<sup>st</sup> July 2024 to 30<sup>th</sup> June 2025 are given below:

Members Name	Status with the Committee	Meeting Attended
Mr. Md. Abdus Salam, FCA	Chairman	2/2
Mr. Ahsan Khan Chowdhury	Member	2/2
Mrs. Sabiha Amjad	Member	2/2
Mr. Muhammad Shariful Islam	Secretary	2/2

On behalf of the Nomination and Remuneration Committee.



**Mr. Md. Abdus Salam, FCA**  
Chairman,  
Nomination and Remuneration Committee

## POLICY OF NRC

The Nomination and Remuneration Policy is prepared and adopted in compliance with Corporate Governance Code 2018 of Bangladesh Securities and Exchange Commission in view to formulate and recommend proper, fair, transparent and non-discriminatory nomination on and remuneration for the Directors and Top Level Executives of the Agricultural Marketing

### **NOMINATION AND APPOINTMENT OF DIRECTORS AND TOP LEVEL EXECUTIVES**

The committee is responsible to ensure that the procedures for nomination and appointment of Directors and Top Level Executive are taken place in transparent, rigorous and non-discriminatory way. The committee also responsible to identify and ascertain the combination of age, gender, educational background, experience, knowledge, ethnicity, diversity, nationality and other relevant personal values & attributes for nomination and appointment of Director and Top Level Executives.

### **REMUNERATION FOR DIRECTORS AND TOP LEVEL EXECUTIVES**

The committee shall oversee, review and make report with recommendation to the Board the level and composition of remuneration is reasonable and sufficient to attract, motivate and retain suitable, dependable and skilled Director and Top Level Executive. They also consider and review the relationship of remuneration to performance is clear and meets appropriate performance benchmarks, remuneration to Director and 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.

### **VALIDATION OF THE POLICY**

This policy on Nomination and Remuneration of Directors and Top Level Executives of the Company has been formulated by the Nomination and Remuneration Committee and has been approved by the Board of Directors of Agricultural Marketing Co. Ltd.

### **AMENDMENTS TO THE POLICY**

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

## EVALUATION OF PERFORMANCE

Evaluation of performance of Directors be carried out through completion of a preset confidential questionnaire and/or collective feedback or any other effective criteria adopted by the Board yearly or at such intervals of its work, function and performance as may be considered necessary in order to ascertain the effectiveness and to measure the contribution of the Directors as well as the Top Level Executives of the Company.

# MANAGEMENT'S DISCUSSION & ANALYSIS

Pursuant to the Corporate Governance Code 2018 [Condition # 1(5) (xxv)] of the Bangladesh Securities and Exchange Commission, the Management's Discussion & Analysis for the year ended 30 June 2025 has been depicted hereunder:

## A) ACCOUNTING POLICIES AND ESTIMATION FOR PREPARATION OF FINANCIAL STATEMENTS

All financial reports must be prepared in compliance with the IAS, IFRS, The Companies Act, 1994, Bangladesh Securities and Exchange Rules, 2020, and other applicable laws and regulations in Bangladesh. The financial statements provide comparative

information in respect of the previous period. The detail of the significant accounting policies is available in note 2 of the financial statement.

## B) CHANGES IN ACCOUNTING POLICIES AND ESTIMATION

There was no major change in accounting policies and estimations in FY: 2024-25 except for some amendments and interpretations applied. However, this do not have any material impact on the financial statements of the company. The company has not early adopted any standards, interpretations or amendments that have been issued, but are not yet effective.

## C) COMPARATIVE ANALYSIS OF FINANCIAL PERFORMANCE AND OPERATIONAL PERFORMANCE

(Value in '000' Taka)

Particulars	2019-2020	2020-2021	2021-2022	2022-2023	2023-2024	2024-2025
Authorized Capital	500,000	500,000	500,000	500,000	500,000	500,000
Paid Up Capital	80,000	80,000	80,000	80,000	80,000	80,000
Share Premium	40,000	40,000	40,000	40,000	40,000	40,000
Turnover (Gross)	2,976,941	3,312,188	3,596,175	3,717,178	3,870,766	4,123,074
Turnover (Net)	2,641,268	2,948,859	3,153,682	3,226,363	3,306,077	3,490,680
Gross Margin	494,103	556,327	596,203	616,596	632,054	667,638
Profit Before Tax	68,829	94,336	90,322	88,945	62,825	80,934
Net Profit After Tax	45,579	42,992	44,928	43,345	44,112	40,096
Tangible Fixed Assets (Net)	273,204	230,009	196,108	189,058	298,358	272,203
Cumulative Reserve & Surplus	535,948	553,369	572,721	588,702	607,222	623,045
Shareholders' Equity	655,948	673,369	692,721	708,702	727,223	743,045
Dividend Proposed	32%	32%	32%	32%	32%	32%
Return On Paid Up Capital	56.97	53.74	56.16	54.18	55.14	50.12
Book Value Per Share (Tk.)	81.99	84.17	86.59	88.59	90.90	92.88
Earning Per Share (Tk.)	5.70	5.37	5.62	5.42	5.51	5.01
Market Value Per Share (Tk.)	189.75	190.95	275.3	271.3	229.40	207.40
Price Earning Ratio (Times)	33.29	35.56	48.98	50.05	41.63	41.40

The company's net turnover for the year 2025 increased by 5.58%. The growth was primarily driven by higher volume. The Tax burden of AMCL has increased 118.24% for the year 2024-25. Higher volume compared to last year, along with an incremental material cost globally and impact from currency devaluation have led to an 5.57% increased cost of goods sold for the year. Despite 5.58% higher turnover, gross profit remained flat due to a 5.60% increase in operating expenses compared to last year. The profit after tax for the year is BDT 4.01 crore. The board of directors has recommended 32% (BDT 10 per share) final cash dividend for the year ended 30th June 2025, to be approved at the ensuing 40th Annual General Meeting.

## E) FINANCIAL AND ECONOMIC SCENARIO OF THE COUNTRY AND THE GLOBE ECONOMY

### BANGLADESH ECONOMIC OUTLOOK FOR 2025:

- **Growth:** Bangladesh's GDP growth slowed in FY2024-25 to ~3.7-3.8%, down from ~4.2% the year before. The IMF points to production disruptions, a tighter policy mix and higher uncertainty as drivers.

## D) COMPARISON OF FINANCIAL PERFORMANCE WITH THE PEER INDUSTRY SCENARIO

(Value in '000' Taka)

Particulars	Agricultural Marketing Co. Ltd. (2024-25)	Peer Industry Scenario (2024-25)
Revenue	3,490,680	2,156,207
Gross profit	667,638	225,426
Profit Before Tax	80,934	81,477
Net profit after tax	40,096	36,539
Net assets value	92.88	126.05
Earnings per shares	5.01	6.41
NOCFPS	2.98	(59.16)

### ● Inflation & monetary policy

- » Inflation has fallen from earlier double-digit levels but remained elevated (~8.2% y/y in October 2025) (monthly CPI sources show October around 8.1-8.2%). The central bank has kept a relatively tight stance to anchor expectations.
- » The Bangladesh Bank has been maintaining a tight policy stance (policy/repo rate movements in 2024-25 included hikes and later reductions; most recently policy rate decisions have kept rates high to tame inflation and stabilize FX). Local coverage notes policy rate decisions and an H1 FY26 tight stance.

- **External sector (reserves & remittances)**
  - » Reserves show some volatility depending on the calculation method: media reports cite figures around \$26-31 billion (IMF/Bangladesh Bank methods differ). Recent weeks in Nov-2025 saw headlines of reserves roughly in the \$26-31bn range reflecting settlement flows and methodology differences.
  - » Remittance inflows have strengthened in 2025 - mid-November data show substantial year-on-year gains (double-digit in some mid-month tallies), providing relief to external financing pressures.
- **Fiscal/public finance:** The government fiscal deficit widened in FY25 relative to prior years (monthly fiscal reports and analysis cite higher budget deficits and elevated borrowing needs). The World Bank/IMF discussions stress fiscal consolidation and debt-management reforms as part of medium-term stabilization.
- **IMF program & financing:** Bangladesh remains under IMF support arrangements; recent IMF reviews cleared disbursements (mid-2025 reviews and a statement in November 2025). The IMF projects a modest recovery in FY2025-26 (IMF expects growth to accelerate to ~4.9% in FY2026).

#### GLOBAL ECONOMIC OUTLOOK FOR 2025:

- **Overall growth picture:** IMF (WEO Oct/Nov 2025) projects global growth ~3.2% in 2025, easing slightly to ~3.1% in 2026 - advanced economies growing slowly (~1.5%) while EMDEs remain faster but still moderate (~4%+). The IMF revised 2025 a touch upward vs earlier in 2025 but flagged downside risks.
- **Major country trends:**
  - » **United States:** resilient growth (IMF around ~2.0% for 2025) helped by strong investment - particularly AI-related capex - which has cushioned a sharper slowdown.
  - » **China:** growth projected lower than earlier cycles (around mid-4% in 2025) with ongoing property sector concerns and financial stability vulnerabilities.
  - » **Euro area/UK/Japan:** modest recoveries in parts of Europe; central banks navigating slower growth while trying to bring inflation back to target.
- **Inflation & central banks:** Global inflation has broadly eased from acute peaks in 2022-24 but remains uneven. Central banks in many economies have moved from aggressive tightening to cautious easing in places where disinflation is making progress (policy stances are diverging across countries).

#### F) RISKS AND CONCERNS ISSUES RELATED TO THE FINANCIAL STATEMENTS

The company has a series of policies, practices and controls in place in relation to the financial reporting and consolidation process, which are designed to address key financial reporting risks, including risks arising from changes in the business or accounting standards. The finance director is required to confirm annually that all information relevant to the company audit has been provided to the board of directors through the audit committee and that reasonable steps have been taken to ensure full disclosure in response to requests for information from the

external auditor. In addition, it is standard practice for the finance director to fully review account reconciliations on a bi-annual basis. The effectiveness of the company's financial reporting controls is assessed through self-certification as part of the control navigator exercise described earlier. The integrity of the company's public financial reporting is further supported by several processes and steps to provide assurance over the completeness and accuracy of the content including review and recommendation by the audit committee and review and approval by the board.

#### G) FUTURE PLAN OR PROJECTION OR FORECASTS

A company operations plan is inextricably linked to the team and management plan sections. The engine that drives the business machine is the operation plan. When operations and management expanded their production lines to enhance capacity within the factory premises a few years ago, an operation plan became effective. It is now imperative to ramp up production and sales within the existing production capability. We are attempting to expand our business both locally and globally in response to client demand. The operational units are working on it and examining the potential locations. The R&D team is working hard, and newer products will be introduced to company's portfolio in the coming days. Newer export regions are being explored in order to increase export earnings.

#### H) RELATED PARTY TRANSACTIONS

The business related party transaction as well as vendors payment of the company is being made based on the business principles and as per international accounting standard IAS. During the year under review, the standard, nature and the manner of related party transactions in the ordinary course of business carried out arm's length basis at commercial rates with its related parties were reflected transparently in the financial statements.



**Mr. Md. Eleash Mridha**  
Managing Director  
Agricultural Marketing Co. Ltd.

26<sup>th</sup> October 2025  
Dhaka, Bangladesh

# STATEMENT OF CORPORATE GOVERNANCE

(as on 30 June, 2025)

Agricultural Marketing Co. Ltd. believes that corporate governance is the combination of rules, processes and laws by which businesses are operated, regulated and controlled. The term includes the internal and external factors that affect the interests of a company's stakeholders, including shareholders, customers, suppliers, government regulators and management.

## Board Composition

The board of directors of the company is five (5) including Chairman, Managing Director, Director, Nominee Director and Independent Director.

## Roles and Responsibilities of the Board

The board of directors ensures the company has sufficient, well-managed resources in its operation, helping it set broad goals and supporting the executive team's responsibilities, concentration of shareholding among the board members.

## Qualification of Independent Director

The Independent Director is knowledgeable and he can ensure compliance with financial laws, regulatory requirements and corporate laws. The qualification of Independent director is shown in Director's Profile.

## Appointment of Independent Director

The appointment criteria for Independent Director has been followed according to the status of compliance of the CGC, 2018 imposed by Bangladesh Securities and Exchange Commissions and it has been disclosed in the annual report (Annexure-C). BSEC's directive regarding appointment of female Independent Director in the company is under process and shall be completed within timely manner.

## Written policy for Induction of Directors

The induction of directors refers to the process of introducing newly appointed board members and their roles and responsibilities within the company or organization. This process typically aims to equip directors with the knowledge and tools needed to effectively contribute to the governance and strategic direction of the organization. A comprehensive director induction program usually includes:

- Introduction to the Company
- Governance and Legal Responsibilities
- Board Processes and Policies
- Strategic and Financial Insights
- Ongoing Education and Support

Induction ensures that directors are well-prepared to make informed decisions and contribute meaningfully to the company's success and sustainability. A written policy on induction of directors have been maintained by the company for newly appointed directors.

## CEO/MD's Evaluation

Performance of a CEO/MD is the performance of the company. Therefore, the Board meets once in a year with MD on company's performance evaluation. This evaluation reflects MD's performance as a whole.

## Transparent Board Nomination and Election Process

The company have a Nomination and Remuneration Committee (NRC) for transparent Board Nomination and Election Process.

## Findings in Auditors' Report

M/s. S. F. Ahmed & Co., Chartered Accountant was the auditor of the company for FY 2024-25. They have placed there report and no adverse remarks found in the Auditor's Report.

## Payment to vendors on time

AMCL has regularly paying its vendors payment within the time frame. No major claim found unpaid during this period.

## Meeting of the Board of Directors

The Company conducted its Board Meeting and recorded the minutes of the meeting as well as keep required books and records as per provisions of Bangladesh Secretarial Standard (BSS).

## Code of Conduct of the Chairperson, other Board member and CEO

The Board of Directors laid down a code of conduct of the Chairperson, other Board member and CEO as per relevant provision. The written code of conduct has been published in this annual report.

## Secretarial Standard

The company maintains the Secretarial Standards on meetings of the Board of Directors, Members (shareholders), Minutes, Dividend and others applicable standard as issued by the Institute of Chartered Secretaries of Bangladesh. A partly qualified Chartered Secretary is in charge of maintaining of the Secretarial Standard.

## MD/CEO, CFO, HIAC and CS.

The Board of Directors appointed Managing Director, Chief Financial Officer, Head of Internal Audit and Company Secretary. The Board also clearly defines respective roles, responsibilities and duties of them. The Managing Director or CEO does not hold same position in any other listed company.

## Audit Committee

For ensuring good governance in the Company, an audit committee has been formed and it is full functional. The audit committee composed of three (3) member of the Board of Directors and Chairperson of the Audit Committee is Independent Director of the Company.

## Roles & Responsibility of Company Secretary & HIAC

The Company Secretary of AMCL is highly educated along with professional qualification and vast experience in the compliance issues. He has only responsible person for compliance and regulatory affairs management in the company. The role and responsibilities of Head of Internal Audit includes ensuring internal control.

# DECLARATION BY CEO AND CFO

ANNEXURE-A

**The Board of Directors**  
Agricultural Marketing Co. Ltd.  
PRAN Center, Ga-105/1,  
Middle Badda, Dhaka-1212.

**Date:** October 26, 2025

**Subject:** Declaration on Agricultural Financial Statements for the year ended on June 30, 2025.

Dear Sirs,

According 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 Agricultural Marketing Co. Ltd. for the year ended on June 30, 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 therefrom has been adequately disclosed;
2. The estimates and judgments related to the financial statements were made on a prudent and reasonable basis, 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 the above, the Company has taken proper and adequate care in installing a system of internal control and maintenance of accounting records;
5. Our internal auditors have conducted periodic audits to provide reasonable assurance that the established policies and procedures of the Company were consistently followed; and
6. The management's use of the going concern basis of accounting in preparing the financial statements is appropriate and there exists no material uncertainty related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern.

**In this regard, we also certify that:-**

- i) We have reviewed the Financial Statements for the year ended on June 30, 2025, and to the best of our knowledge and belief:
  - a) These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
  - b) These statements collectively present a true and fair view of the Company's affairs and comply with existing accounting standards and applicable laws.
- ii) There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year, which is fraudulent, illegal, or in violation of the code of conduct for the company's Board of Directors or its members.

Sincerely yours,



**Mr. Md. Eleash Mridha**  
Managing Director



**Mr. Md. Yeamin Hossain**  
Chief Financial Officer

## **SARashid & Associates** (Chartered Secretaries)

Noakhali Tower (12th Floor, 13-D)  
55/B Purana Paltan, Dhaka-1000, Bangladesh  
Phone: +88 02 22 33 83 847, +88 01 755 944 966  
Email: sarashid12000@yahoo.com, sarashidnasso@gmail.com

**S. Abdur Rashid FCS**  
MBS, MBA (Finance), PGDHRM, LLB, FIPM  
Chartered Secretary in Practice  
Private Practice Certificate No.: 003

### **Report to the Shareholders of Agricultural Marketing Company Limited on Compliance on the Corporate Governance Code**

We have examined the compliance status to the Corporate Governance Code by Agricultural Marketing Company Limited 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

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

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

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

Place: Dhaka  
Dated: 30 November 2025



For SARashid  
S ARashid & Associates

  
S. Abdur Rashid FCS  
Chartered Secretary in Practice

# CHECKLIST ON CORPORATE GOVERNANCE CODE

## ANNEXURE-C

Status of compliance with the conditions imposed by the Commission's Notification No. SEC/CMRRCD/2006-158/207/Admin/80, dated 3<sup>rd</sup> June 2018 issued under section 2CC of the Securities and Exchange Ordinance, 1969.(Report under Condition No. 9)  
(Report under Condition No. 9)

Condition No.	Title	Compliance Status (put tick in appropriate column)		Remarks (if any)
		Complied	Not Complied	
1	<b>Board of Directors:</b>			
1(1)	Board's Size ( Number of Board members to be 5-20)	✓		
1(2)	<b>Independent Directors:</b>			
1(2) (a)	At least 2 (two) directors or one-fifth (1/5) of the total number of directors in the company's Board, whichever is higher, shall be independent directors; any fraction shall be considered to the next integer or whole number for calculating number of independent director(s):  Provided that the Board shall appoint at least 1 (one) female independent director in the Board of Directors of the company;	✓		Mr. Rezaul Hasan & Mrs. Zakia Sultana has been appointed as Independent Directors of the company for upcoming 03 years dated on. 10.11.2025 (this appointment will be approved by shareholders in upcoming annual General Meeting)
1(2) (b) (i)	Who either does not hold any share in the company or holds less than one percent (1%) shares of total paid-up shares of the Company;	✓		
1(2) (b) (ii)	Who is not a sponsor of the company and is not connected with the company's any sponsor or director or nominated director or shareholder of the company or any of its associates, sister concerns, subsidiaries and parents or holding entities who holds one percent (1%) or more shares of the total paid-up shares of the company on the basis family relationship and his or her family members also shall not hold above mentioned shares in the company.	✓		
1(2) (b) (iii)	Who has not been an executive of the company in immediately preceding 2 (two) financial years;	✓		
1(2) (b) (iv)	Who does not have any other relationship, whether pecuniary or otherwise, with the company or its subsidiary or associated companies;	✓		
1(2) (b) (v)	Who is not a member or TREC (Trading Right Entitlement Certificate) holder, director, or officer of any stock exchange;	✓		
1(2) (b) (vi)	Who is not a shareholder, director excepting independent director or officer of any member or TREC holder or stock exchange or an intermediary of the capital market;	✓		
1(2) (b) (vii)	Who is not a partner or an executive or was not a partner or an executive during the preceding 3(three) years of the concerned company's statutory audit firm or audit firm engaged in internal audit services or audit firm conducting special audit or professional certifying compliance of this code;	✓		
1(2) (b) (viii)	Who is not an independent director in more than 5(five) listed companies;	✓		
1(2) (b) (ix)	who has not been reported as a defaulter in the latest Credit Information Bureau (CIB) report of Bangladesh Bank for nonpayment of any loan or advance or obligation to a bank or a financial institution; and	✓		
1(2) (b) (x)	Who has not been convicted for a criminal offence involving moral turpitude.	✓		
1(2) (c)	The Independent Director's shall be appointed by the board of directors and approved by the shareholders in the Annual General Meeting (AGM):  Provided that the Board shall appoint the independent director, subject to prior consent of the Commission, after due consideration of recommendation of the Nomination and Remuneration Committee (NRC) of the company;	✓		

Condition No.	Title	Compliance Status (put tick in appropriate column)		Remarks (if any)
		Complied	Not Complied	
1(2)(d)	The post of independent director(s) cannot remain vacant for more than 90 (ninety) days.	✓		Appointment of independent director processed within stipulated time but confirmation received from BSEC dated on 10.11.2025
1(2)(e)	The tenure of office of an independent director shall be for a period of 3 (three) years, which may be extended for 1 (one) term only;	✓		
1(3)	<b>Qualification of Independent Director</b>			
1(3)(a)	Independent Director 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 business.	✓		
1(3)(b)(i)	Business Leader who is or was a promoter or director of an unlisted company having minimum paid-up capital of Tk.100.00 million or any listed company or a member of any national or international chamber of commerce or registered business association; or			N/A
1(3)(b)(ii)	Corporate Leader who is or was a top-level executive not lower than Chief Executive Officer or Managing Director or Deputy Managing Director or Chief Financial Officer or Head of Finance or Accounts or Company Secretary or Head of Internal Audit and Compliance or Head of Legal Service or a candidate with equivalent position of an unlisted company having minimum paid up capital of Tk. 100.00 million or of a listed company;			N/A
1(3)(b)(iii)	Former or existing official of government or statutory or autonomous or regulatory body in the position not below 5th Grade of the national pay scale, who has at least educational background of bachelor degree in economics or commerce or business or Law ;  Provided that in case of appointment of existing official as independent director, it requires clearance from the organization where he or she is in service; or	✓		Mr. Rezaul Hasan & Mrs. Zakia Sultana are Former Govt. Official and Retired as member of NBR.
1(3)(b)(iv)	University Teacher who has educational background in Economics or Commerce or Business Studies or Law ;			N/A
1(3)(b)(v)	Professional who is or was an advocate practicing at least in the High Court Division of Bangladesh Supreme Court or a Chartered Accountant or Cost and Management Accountant or Chartered Financial Analyst or Chartered Certified Accountant or Certified Public Accountant or Chartered Management Accountant or Chartered Secretary or equivalent qualification;			N/A
1(3)(c)	The Independent Director(s) shall have at least 10 (ten) years' experience in any field mentioned in clause (b);	✓		
1(3)(d)	In special cases, the above qualifications or experience may be relaxed subject to prior approval of the Commission.	✓		Prior approval of BSEC regarding qualification of both Independent Directors have been obtained.
1(4)	<b>Duality of Chairperson of the Board of Director and Managing Director or Chief Executive Officer</b>			
1(4)(a)	The positions of the Chairperson of the Board and Managing Director (MD) and / or Chief Executive Officer (CEO) of the Company shall be filled by different individuals;	✓		
1(4)(b)	The Managing Director (MD) and / or Chief Executive Officer (CEO) of a listed company shall not hold the same position in another listed company;	✓		

Condition No.	Title	Compliance Status (put tick in appropriate column)		Remarks (if any)
		Complied	Not Complied	
1(4)(c)	The Chairperson of the Board shall be elected from among the non-executive directors of the company;	✓		
1(4)(d)	The Board shall clearly define respective roles and responsibilities of the chairperson and the Managing Director and/or Chief Executive Officer;	✓		
1(4)(e)	In the absence of the Chairperson of the Board, the remaining members may elect one of themselves from non-executive directors as Chairperson for that particular Board's meeting; the reason of absence of the regular Chairperson shall be duly recorded in the minutes.			N/A
1(5)	<b>The Director's Report to Shareholders</b>			
1(5) (i)	Industry outlook & possible future developments in the Industry.	✓		
1(5) (ii)	Segment wise performance or product wise performance.	✓		
1(5) (iii)	Risks and concerns including internal and external risk factors, threat to sustainability and negative impact on environment, if any;	✓		
1(5) (iv)	A Discussion on Cost of Goods Sold, Gross Profit Margin and Net profit Margin, where applicable;	✓		
1(5) (v)	A Discussion on continuity of any Extra-Ordinary activities and their implications (gain or loss);			N/A
1(5) (vi)	A detailed discussion on related party transactions along with a statement showing amount, nature of related party, nature of transactions and basis of transactions and basis transactions of all related party transactions;	✓		
1(5) (vii)	A statement Utilization of proceeds raised through Public Offering (IPO), Repeat Public Offering (RPO), Rights share Offer, Direct listing, etc;			N/A
1(5) (viii)	An explanation if the financial results deteriorate after the Company goes for Initial Public Offering (IPO), Repeat Public Offering (RPO), Rights Shares Offer, Direct Listing etc.			N/A
1(5) (ix)	An explanation on any significant variance that occurs between Quarterly Financial Performance and Annual Financial Statements;			N/A
1(5) (x)	A statement of remuneration paid to the Directors including Independent Directors;	✓		
1(5) (xi)	A statement that the financial statements prepared by the management of the issuer company present fairly its state of affairs, the result of its operations, cash flows and changes in equity;	✓		
1(5) (xii)	A statement that proper books of account of the issuer company have been maintained;	✓		
1(5) (xiii)	A statement that appropriate accounting policies have been consistently applied in preparation of the financial statements and that the accounting estimates are based on reasonable and prudent judgment;	✓		
1(5) (xiv)	A statement that International Accounting Standards (IAS) or International Financial Reporting Standards (IFRS), as applicable in Bangladesh, have been followed in preparation of the financial statements and any departure there from has been adequately disclosed;	✓		
1(5) (xv)	A statement that the system of internal control is sound in design and has been effectively implemented and monitored;	✓		
1(5) (xvi)	A statement that minority shareholders have been protected from abusive actions by, or in the interest of, controlling shareholders acting either directly or indirectly and have effective means of redress.	✓		
1(5) (xvii)	A statement that there is no significant doubt upon the issuer company's ability to continue as going concern, that fact along with reasons there of shall be disclosed;	✓		
1(5) (xviii)	As explanation that significant deviations from the last year's operating results of the issuer company shall be highlighted and the reasons thereof shall be explained;			N/A

Condition No.	Title	Compliance Status (put tick in appropriate column)		Remarks (if any)
		Complied	Not Complied	
1(5) (xix)	A statement w here key operating and financial data of at least preceding 5 (five) years shall be summarized;	✓		
1(5) (xx)	An explanation on the reasons if the issuer company has not declared dividend (cash or stock) for the year;			N/A
1(5) (xxi)	Board's statement to the effect that no bonus share or stock dividend has been or shall be declared as interim dividend;	✓		
1(5) (xxii)	The total number of Board Meetings held during the year and attendance by each director;	✓		
1(5) (xxiii)	A report on the pattern of shareholding disclosing the aggregate number of shares (along w ith name-w ise details w here stated below ) held by:			
1(5) (xxiii) (a)	Parent or Subsidiary or Associated Companies and other related parties (name w ise details)	✓		
1(5) (xxiii) (b)	Directors, Chief Executive Officer, Company Secretary, Chief Financial Officer, Head of Internal Audit and Compliance their spouses and minor children (name w ise details)	✓		
1(5) (xxiii) (c)	Executives	✓		
1(5) (xxiii) (d)	Shareholders holding ten percent (10%) or more voting interest in the company (name w ise details).	✓		
1(5)(xxiv)	In case of the appointment or reappointment of a director, a disclosure on the follow ing information to the shareholders:			
1(5)(xxiv)(a)	A brief resume of the Director	✓		
1(5)(xxiv)(a)	Nature of his/her expertise in specific functional areas;	✓		
1(5)(xxiv)(b)	Name of the companies in w hich the person also holds the directorship and the membership of committees of the board.	✓		
1(5)(xxv)	A management's Discussion and Analysis signed by CEO or MD presenting details analysis of the company's position and operations along w ith brief discussion of changes in financial statements, among others, focusing on:			
1(5)(xxv)(a)	Accounting policies and estimation for preparation of financial statements;	✓		
1(5)(xxv)(b)	Changes in accounting policies and estimation, if any clearly describing the effect on financial performance or results and financial position as w ell as cash flow s in absolute figure for such changes;	✓		
1(5)(xxv)(c)	Comparative analysis (including effects of inflation) of financial performance or results and financial position as w ell as cash flow s for current financial year w ith immediately preceding five years explaining reasons thereof;	✓		
1(5)(xxv)(d)	Compare such financial performance or results and financial position as w ell as cash flow s w ith the peer industry scenario;	✓		
1(5)(xxv)(e)	Briefly explain the financial economic scenario of the country and the globe;	✓		
1(5)(xxv)(f)	Risks and concerns issues related to the financial statements, explaining such risk and concerns mitigation plan of the company;	✓		
1(5)(xxv)(g)	Future plan or projection or forecast for company's operation, performance and financial position, w ith justification thereof, i.e., actual position shall be explained to the shareholders in the next AGM;	✓		
1(5)(xxvi)	Declaration or certification by the CEO and the CFO to the Board as required under condition No. 3(3) shall be disclosed as per Annexure-A.	✓		
1(5)(xxvii)	The report as w ell as certification regarding compliance of conditions of this code as required under condition 9 shall be disclosed as per Annexure-B and Annexure-C;	✓		
1(5)(xxviii)	The Directors' report to the shareholders does not require to include the business strategy or technical specification related to products or services, w hich have business confidentiality.	✓		
1(6)	<b>Meetings of the Board of Directors</b> The company shall conduct its board meeting and record the minutes of the meetings as w ell as keep required books and records in line w ith the provisions of the relevant Bangladesh Secretarial Standards (BSS) as adopted by the Institute of Chartered Secretaries of Bangladesh (ICSB) in so far as those standards are not inconsistent w ith any condition of this code	✓		

Condition No.	Title	Compliance Status (put tick in appropriate column)		Remarks (if any)
		Complied	Not Complied	
1(7)	Code of Conduct for the Chairperson, other Board Members and Chief Executive Officer			
1(7)(a)	The Board shall lay down a code of conduct based on the recommendation of the Nomination and Remuneration Committee (NRC), for the Chairperson of the Board, other board members and Chief Executive Officer of the Company;	✓		
1(7)(b)	The code of conduct as determined by the NRC shall be posted on the website of the company	✓		
2	Governance of Board of Directors of Subsidiary Company			
2(a)	Provision relating to the composition of the Board of the holding company shall be made applicable to the composition of the Board of the subsidiary company;			N/A
2(b)	At least 1 (one) independent director of the Board of holding company shall be a director on the Board of the subsidiary company;			N/A
2(c)	The minutes of the Board Meeting of the subsidiary company shall be placed for review at the following Board meeting of the holding company;			N/A
2(d)	The minutes of the respective Board Meeting of the holding company shall state that they have reviewed the affairs of the subsidiary company also;			N/A
2(e)	The Audit Committee of the Company shall also review the financial statements, in particular the investments made by the subsidiary company.			N/A
3	Managing Director (MD) or Chief Executive Officer (CEO), Chief Financial Officer (CFO), Head of Internal Audit and Compliance (HIAC) and Company Secretary (CS)			
3(1)(a)	The Board shall appoint a Managing Director (MD) or Chief Executive Officer (CEO), a Company Secretary (CS), a Chief Financial Officer (CFO) and a Head of Internal Audit and Compliance (HIAC);	✓		
3(1)(b)	The positions of the Managing Director (MD) or Chief Executive Officer (CEO), a Company Secretary (CS), Chief Financial Officer (CFO) and a Head of Internal Audit and Compliance (HIAC) shall be filled by different individuals;	✓		
3(1)(c)	The MD or CEO, CS, CFO and HIAC of a listed company shall not hold any executive position in any other company at the same time:  Provided that CFO or CS of any listed company may be appointed for the same position in any other listed or non-listed company under the same group for reduction of cost or for technical expertise, with prior approval of the Commission:  Provided further that the remuneration and perquisites of the said CFO or CS shall be shared by appointing companies proportionately;	✓		
3(1)(d)	The Board shall clearly define respective roles, responsibilities and duties of the CFO, the HIAC and the CS;	✓		
3(1)(e)	The MD or CEO, CS, CFO and HIAC shall not be removed from their position without approval of the Board as well as immediate dissemination to the Commission and Stock Exchange(s).			N/A
3(2)	<b>Requirement to attend Board of Director's Meetings</b> The MD or CEO, CS, CFO and HIAC of the company shall attend the meetings of the Board	✓		
3(3)	Duties of Managing Director (MD) or Chief Executive Officer (CEO) and Chief Financial Officer (CFO)			
3(3)(a)	The MD or CEO and CFO shall certify to the Board that they have reviewed financial statements for the year and that to the best of their knowledge as belief:			

Condition No.	Title	Compliance Status (put tick in appropriate column)		Remarks (if any)
		Complied	Not Complied	
3(3) (a) (i)	These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading	✓		
3(3) (a) (ii)	These statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards and applicable law s;	✓		
3(3) (b)	The MD or CEO and CFO shall also certify that there are, to the best of know ledge and belief, no transaction s entered into by the company during the year w hich are fraudulent illegal or violation of the code of conduct for the company's Board or its member;	✓		
3(3) (c)	The certification of the MD or CEO and CFO shall be disclosed in the Annual Report.	✓		
<b>4</b>	<b>Board of Director's Committee. For ensuring good governance in the Company, the Board shall have at least follow ing sub-committee:</b>			
4 (i)	Audit Committee;	✓		
4 (ii)	Nomination and Remuneration Committee	✓		
<b>5</b>	<b>Audit Committee-</b>			
<b>5 (1)</b>	<b>Responsibility to the Board of Directors.</b>			
5 (1) (a)	The Company shall have an Audit Committee as a sub-committee of the Board;	✓		
5 (1) (b)	The Audit Committee shall assist the Board of Directors 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 w ithin the business;	✓		
5(1) (c)	The Audit Committee shall be responsible to the Board; the duties of the Audit Committee shall be clearly set forth in w riting.	✓		
5(2) (a)	The Audit Committee shall be composed of at least 3 (three) members;	✓		
5 (2) (b)	The Board shall appoint members of the audit committee w ho shall be non-executive directors of the company exchallng Chairperson of the Board and shall include at least 1 (one) Independent Director;	✓		
5 (2) (c)	All members of the audit committee should be "financially literate" and at least (one) member shall have accounting or related financial management background and 10 (ten) years of such experience;	✓		
5 (2) (d)	When the term of service of any Committee member expires or there is any circumstance causing any Committee member to be unable to hold office before expiration of the term of service, thus making the number of the Committee members to be lower than the prescribed number of 3 (three) persons, the Board shall appoint the new Committee member to fill up the vacancy immediately or not later than 60 (sixty) days from the date of vacancy in the Committee to ensure continuity of the performance of work of the Audit Committee;	✓		
5 (2) (e)	The Company Secretary shall act as the Secretary of the Committee.	✓		
5 (2) (f)	The Quorum of the Audit Committee meeting shall not constitute w ithout at least 1 (one) independent director.	✓		
5 (3) (a)	The Board of Directors shall select 1 (one) member of the Audit Committee to be Chairperson of the Audit Committee, w ho shall be an Independent Director;	✓		
5 (3) (b)	In the absence of the Chairperson of the Audit Committee, the remaining members may elect one of themselves as Chairperson for that particular meeting. In that case there shall be no problem of constitution a quorum as required under condition No. 5(4)(b) and the reason of absence of the regular chairperson shall be duly recorded in the minutes.			N/A

Condition No.	Title	Compliance Status (put tick in appropriate column)		Remarks (if any)
		Complied	Not Complied	
5 (3) (c)	Chairperson of the Audit Committee shall remain present in the Annual General Meeting (AGM)	✓		
5 (4) (a)	The Audit Committee shall conduct at least its four meeting in a financial year. Provided that any emergency meeting in addition to regular meeting may be convened at the request of any one of the members of the Committee;	✓		
5 (4) (b)	The quorum of the meeting of the Audit Committee shall be constituted in presence of either two members or two third of the members of the Audit Committee, whichever is higher, where presence of an independent director is a must.	✓		
<b>5 (5)</b>	<b>The Audit Committee shall:</b>			
5 (5) (a)	Oversee the Financial reporting process;	✓		
5 (5) (b)	Monitor choice of accounting policies and principles;	✓		
5 (5) (c)	Monitor Internal Audit and Compliance process to ensure that it is adequately resourced, including approval of the Internal Audit and compliance plan and review of the Internal Audit and Compliance Report;	✓		
5 (5) (d)	Oversee hiring and performance of External auditors.	✓		
5 (5) (e)	Hold meeting with the external or statutory auditors for review of the annual financial statements before submission to the Board for approval or adoption;	✓		
5 (5) (f)	Review along with the management, the annual financial statements before submission to the Board for approval;	✓		
5 (5) (g)	Review along with the management, the quarterly and half yearly financial statements before submission to the board for approval;	✓		
5 (5) (h)	Review the adequacy of internal audit function;	✓		
5 (5) (i)	Review the Management's Discussion and Analysis before disclosing in the annual report;	✓		
5 (5) (j)	Review statement of all related party transactions submitted by the management;	✓		
5 (5) (k)	Review Management Letters or Letter of Internal Control weakness issued by statutory auditors.			N/A
5 (5) (l)	Oversee the determination of audit fees based on scope and magnitude, level of expertise deployed and time required for effective audit and evaluate the performance of external auditors;	✓		
5 (5) (m)	Oversee whether the proceeds raised through Initial Public Offering (IPO) or Repeat Public Offering, or Rights Share Offer have been utilized as per the purpose stated in relevant offer document or prospectus approved by the Commission:			N/A
5 (6) (a)	<b>Reporting of the Audit Committee</b>			
5 (6)	<b>Reporting to the Board of Directors</b>			
5 (6) (a) (i)	The Audit Committee shall report on its activities to the Board.	✓		
5(6)(a)(ii)	<b>The Audit Committee shall immediately report to the Board of Directors on the following findings, if any:</b>			
5(6)(a)(ii)(a)	Report on conflicts of interests;			N/A
5(6)(a)(ii)(b)	Suspected or presumed fraud or irregularity or material defect identified in the internal audit and compliance process or in the financial statements; control system;			N/A
5(6)(a)(ii)(c)	Suspected infringement of laws, regulatory compliance including securities related laws, rules and regulations;			N/A
5(6)(a)(ii)(d)	Any other matter which the Audit Committee deems necessary shall be disclosed to the Board immediately;			N/A
<b>5 (6) (b)</b>	<b>Reporting to the Authorities:</b> If the Audit Committee has reported to the Board about anything which has material impact on the financial condition and results of operation and has discussed with the Board and the management that any rectification is necessary and if the Audit Committee finds that such rectification has been unreasonably ignored, the Audit Committee shall report such finding to the Commission, upon reporting of such matters to the Board for three times or completion of a period of 6 (six) months from the date of first reporting to the Board, whichever is earlier.			N/A

Condition No.	Title	Compliance Status (put tick in appropriate column)		Remarks (if any)
		Complied	Not Complied	
5 (7)	<b>Reporting to the Shareholders and General Investors:</b> Report on activities carried out by the Audit Committee, including any report made to the Board under condition 5(6)(a)(ii) above during the year, shall be signed by the Chairperson of the Audit Committee and disclosed in the annual report of the issuer company.	✓		
<b>6</b>	<b>Nomination and Remuneration Committee (NRC).</b>			
<b>6 (1)</b>	<b>Responsibility to the Board of Directors</b>			
6 (1) (a)	The company shall have a Nomination and Remuneration Committee (NRC) as a sub-committee of the Board;	✓		
6 (1) (b)	The NRC shall assist the Board in formulation of the nomination criteria or policy for determining qualifications, positive attributes, experiences and independence of directors and top-level executive as well as a policy for formal process of considering remuneration of directors, top level executive;	✓		
6 (1) (c)	The Terms of Reference (ToR) of the NRC shall be clearly set forth in writing covering the areas stated at the condition No. 6. (5) (b).	✓		
<b>6 (2)</b>	<b>Constitution of the NRC</b>			
6 (2) (a)	The Committee shall comprise of at least three members including an Independent Director;	✓		
6. (2) (b)	At least 02 (two) members of the Committee shall be non-executive directors;	✓		
6 (2) (c)	Members of the Committee shall be nominated and appointed by the Board;	✓		
6 (2) (d)	The Board shall have authority to remove and appoint any member of the Committee;	✓		
6 (2) (e)	In case of death, resignation, disqualification, or removal of any member of the Committee or in any other cases of vacancies, the board shall fill the vacancy within 180 (one hundred eighty) days of occurring such vacancy in the Committee;			N/A
6 (2) (f)	The Chairperson of the Committee may appoint or co-opt any external expert and/or member(s) of staff to the committee as advisor who shall be non-voting member, if the Chairperson feels that advice or suggestion from such external expert and/or member(s) of staff shall be required or valuable for the Committee;			N/A
6 (2) (g)	The Company Secretary shall act as the secretary of the Committee;	✓		
6 (2) (h)	The quorum of the NRC meeting shall not constitute without attendance of at least an Independent Director;	✓		
6 (2) (i)	No member of the NRC shall receive, either directly or indirectly, any remuneration for any advisory or consultancy role or otherwise, other than Director's fees or honorarium from the Company.	✓		
<b>6 (3)</b>	<b>Chairperson of the NRC</b>			
6 (3) (a)	The Board shall select 1 (one) member of the NRC to be Chairperson of the Committee, who shall be an independent director;	✓		
6 (3) (b)	In the absence of the Chairperson of the NRC, the remaining members may elect one of themselves as Chairperson for that particular meeting, the reason of absence of the regular Chairperson shall be duly recorded in the minutes;			N/A
6 (3) (c)	The Chairperson of the NRC shall attend the annual general meeting (AGM) to answer queries of the shareholders;	✓		
<b>6 (4)</b>	<b>Meeting of the NRC</b>			
6 (4) (a)	The NRC shall conduct at least one meeting in a financial year;	✓		

Condition No.	Title	Compliance Status (put tick in appropriate column)		Remarks (if any)
		Complied	Not Complied	
6 (4) (b)	The Chairperson of the NRC may convene any emergency meeting upon request by any member of the NRC;			N/A
6 (4) (c)	The quorum of the meeting of the NRC shall be constituted in presence of either two members or two third of the members of the Committee, whichever is higher, where presence of an independent director is must as required under condition no. 6.(2)(h);	✓		
6 (4) (d)	The proceedings of each meeting of the NRC shall duly be recorded in the minutes and such minutes shall be confirmed in the next meeting of the NRC.	✓		
<b>6(5)</b>	<b>Role of the NRC</b>			
6(5) (a)	NRC shall be independent and responsible or accountable to the Board and to the shareholders;	✓		
6(5) (b)	NRC shall oversee among others, the following matters and make report with recommendation to the Board:			
6(5) (b) (i)	Formulating the criteria for determining qualifications, positive attributes and independence of a director and recommend a policy to the Board, relating to the remuneration of the directors, top level executive, considering the following:			
6(5)(b)(i)(a)	The level and composition of remuneration is reasonable and sufficient to attract, retain and motivate suitable directors, to run the company successfully;			Will be complied with
6(5)(b)(i)(b)	The relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and			TOR of NRC includes this Role
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;			TOR of NRC includes this Role
6(5)(b)(ii)	Devising a policy on Board's diversity taking into consideration age, gender, experience, ethnicity, educational background and nationality;			TOR of NRC includes this Role
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;			TOR of NRC includes this Role
6(5)(b)(iv)	Formulating the criteria for evaluation of performance of independent directors and the Board;			TOR of NRC includes this Role
6(5)(b)(v)	Identifying company's needs for employees at different levels and determine their selection, transfer or replacement and promotion criteria;			TOR of NRC includes this Role
6(5)(b)(vi)	Developing recommending and reviewing annually the company's human resources and training policies;			TOR of NRC includes this Role
6(5)(c)	The Company shall disclose the nomination and remuneration policy and the evaluation criteria and activities of NRC during the year at a glance in its annual report.	✓		A Report on activities of NRC is disclosed in the Annual Report
<b>7</b>	<b>External or Statutory Auditors</b>			
7(1)	The issuer shall not engage is external statutory auditors to perform the following services of the company namely:			
7(1)(i)	Appraisal or valuation services fairness opinions;	✓		
7(1)(ii)	Financial information system design and implementation;	✓		
7(1)(iii)	Book-keeping or other services related to the accounting records or financial statement;	✓		
7(1)(iv)	Broker-dealer services;	✓		
7(1)(v)	Actuarial services;	✓		
7(1)(vi)	Internal audit services of special audit services;	✓		
7(1)(vii)	Any services that the Audit Committee determines.	✓		
7(1)(viii)	Audit or certification services on compliance of corporate governance as required under condition No. 9(1);	✓		
7(1)(ix)	Any other service that creates conflict of interest	✓		
7(2)	No partner or employees of the external audit firms shall possess any share of the Company they audit at least during the tenure of their audit assignment of that company; his or her family members also shall not hold any shares in the said company.	✓		

Condition No.	Title	Compliance Status (put tick in appropriate column)		Remarks (if any)
		Complied	Not Complied	
7(3)	Representative of external or statutory auditors shall remain present in the shareholders' Meeting (Annual General Meeting or Extraordinary General Meeting) to answer the queries of the shareholders.	✓		
<b>8</b>	<b>Maintaining Website by the Company</b>			
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 regulations of the concerned stock exchange(s).	✓		
<b>9</b>	<b>Reporting and Compliance of Corporate Governance</b>			
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 Corporate Governance Code of the Commission and shall such certificate shall be disclosed in the Annual Report.	✓		
9(2)	The professional who will provide the certificate on compliance of this Corporate Governance Code shall be appointed by the Shareholders in the annual general meeting.	✓		
9(3)	The directors of the company shall state, in accordance with the Annexure-C attached, in the directors' report whether the company has complied with these conditions or not.	✓		



# Financial Statement 30<sup>th</sup> June 2025



## **Independent Auditor's Report to the shareholders of Agricultural Marketing Company Limited Report on the Audit of the Financial Statements**

### **Opinion**

We have audited the financial statements of Agricultural Marketing Company Limited (the "company") which comprise the statement of financial position as at 30 June 2025 and the statement of profit or loss and other comprehensive income, statement of changes in equity and statement of cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies

In our opinion, the accompanying financial statements give a true and fair view of the financial position of the company as at 30 June 2025 and of its financial performance and its cash flows for the year ended in accordance with International Financial Reporting Standards (IFRSs), the Companies Act 1994, the Securities and Exchange Rules 2020 and other applicable laws and regulations.

### **Basis for Opinion**

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

### **Emphasis of Matter**

We draw attention to Note-5 and Annexure-1 of the financial statements, which disclose the carrying amount of property, plant, and equipment (PPE) as of 30 June 2025, amounting to Taka 272,203,149, out of which the revalued amount represents Taka 15,149,578.

The company had revalued its land, factory building, machinery & equipment and vehicles on 10 December 1996, and subsequent increases in the net carrying amount were recognized in their respective years as additions to valuation. As per IAS 16.31 and IAS 16.34, those assets under the revaluation model should be revalued with sufficient regularity (i.e in every three or five years) to ensure that the carrying amount does not differ materially from that which would be determined using fair value at the end of the reporting period.

Our opinion is not modified in respect of this matter.

### **Key Audit Matters**

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

Risk	How our audit addressed the key audit matters
Revenue recognition	
<p>Revenue recognition has significant and wide range of influence on financial statements. The accompanying financial statements of the company reported revenue for the year ended 30 June 2025 of Taka 3,490,680,591.</p> <p>The company is engaged in manufacturing and marketing of various food products across a number of geographical areas in Bangladesh and outside Bangladesh. We have specifically focused to cut-off and occurrence for revenue recorded within 30 June 2025. Pressures to meet stakeholders' expectations could provide incentives to record revenues where controls of the goods have not passed.</p> <p>Under IFRS 15, revenue is recognized when a performance obligation is satisfied by transferring control over a promised good or service.</p> <p>Goods are considered as transferred 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 of returns and allowances, trade discounts, rebates and Value Added Tax (VAT).</p> <p>See note no. 3.12, 3.13 and 23 to the financial statements.</p>	<p>Our procedures included obtaining an understanding of management's process of the recognition and recording of revenue. We tested the transactions on sample basis to verify whether the balances were accounted for in accordance with the provisions of IFRS 15.</p> <p>For the revenue recognized throughout the year, we tested selected key controls, including results of the reviews of management, for their operating effectiveness and performed procedures to gain sufficient audit evidence on the accuracy of the accounting for customer contracts and related financial statement captions.</p> <p>We assessed the design and implementation of these controls. We visited to various sales depots and tested a sample of individual sales transactions and traced to dispatch notes and subsequent cash receipt or other supporting documents. We performed analytical review to identify any unusual or one-off material revenue transactions.</p> <p>We tested a sample of individual sales transactions and traced to dispatch notes and subsequent cash receipt or other supporting documents.</p> <p>With regard to the implementation of IFRS 15 "Revenue from Contract with Customers", we verified management's conclusion from assessing different types of contracts and the accuracy of the accounting policies in light of the industry specific circumstances and our understanding of the business.</p> <p>We have reviewed the VAT Return (Mushak 9.1) to ensure its consistency with the turnover reported in the financial statements.</p> <p>We have reviewed that there were no sales return. The sales were recognized when the performance obligation is satisfied by transferring control.</p> <p>We have assessed the reasonableness of the basis of the consideration received or receivable net of returns and allowances, trade discounts, rebates and Value Added Tax (VAT).</p> <p>We tested the accuracy of the accounting treatment and finally assessed the appropriateness and presentation of disclosures against relevant accounting standards.</p>

Inventory	
<p>At the reporting date, the carrying value of inventory amounted to Taka 914,458,572 that is about 51% of total assets. Inventories were considered as a key audit matter as inventory valuation involves management judgement.</p> <p>Inventories consisting of raw materials, work in progress and finished goods are valued at lower of cost and net realizable value. Cost of inventories include expenditure incurred in acquiring the inventories, production or conversion costs and other costs incurred in bringing them to their existing location and condition.</p> <p>Cost of inventories is determined by using weighted average method. Where necessary, allowance is provided for damage, obsolete and slow-moving items to adjust the carrying amount of inventories to the lower of cost and net realizable value.</p> <p>Net realizable value is based on estimated selling price in the ordinary course of business less the estimated costs of completion and the estimated costs necessary to make the sale.</p> <p>The associated disclosure is included within Note 3.5 and 6.</p>	<p>We assessed the appropriateness of management's assumptions applied in calculating the value of the inventory and related provisions by:</p> <ul style="list-style-type: none"> <li>● Evaluating the design and implementation of key inventory controls operating across the company in respect of inventory management.</li> <li>● Attending the physical inventory counts as on 30 June 2025 and reconciling the count results to the inventory listings to test the completeness of data.</li> <li>● Reviewing the inventory costing procedures and methodology.</li> <li>● Comparing the net realizable value, obtained through a detailed review of sales subsequent to the year-end, to the cost price of a sample of inventories and comparison to the associated provision to assess whether inventory provisions are complete.</li> <li>● Reviewing the historical accuracy of inventory provisioning, and the level of inventory write-offs during the year.</li> <li>● Assessing the completeness of inventory provisions through assessing actual and forecast sales of inventory lines to assess whether provisions for slow moving/obsolete stock are valid and complete.</li> <li>● Verifying that the standard costs used for valuation are based on accurate and up-to-date data, including material cost, labor cost, and overheads and adjustment of the variances accordingly.</li> </ul>
Property, plant and equipment, capital work in progress and borrowing cost	
<p>At the reporting date, the carrying value of the company's property, plant and equipment amounted to Taka 272,203,149. The valuation of property, plant, and equipment was identified as a key audit matter due to the significance of this balance to the financial statements, as well as the significance of management's judgements in determining its valuation.</p> <p>Inherent risks associated with property, plant and equipment:</p> <ul style="list-style-type: none"> <li>● Property, plant and equipment may include assets that should have been derecognized following sale, other transfer of rights or abandonment.</li> <li>● Expenditure that should have been recognized as property, plant and equipment but has not been so recognized, including capitalized finance costs.</li> <li>● Depreciation may have been incorrectly calculated.</li> </ul> <p>Potential misstatements in property, plant, and equipment on account of frauds and errors:</p> <ul style="list-style-type: none"> <li>● Purchase of an asset at an inflated price especially from a related party.</li> <li>● Wrong write-off of the asset as scrap, obsolescence, missing, donated, or destroyed.</li> <li>● Expenditures for repairs and maintenance recorded as property, plant and equipment or vice versa.</li> <li>● Capitalization of expenditure which are not normally attributable to the cost of the property, plant and equipment.</li> <li>● Recording of an asset purchased, which in effect has not actually been received by the entity at all</li> </ul> <p>Please see no. 3.1 and 5.</p>	<p>Our audit procedures to assess the carrying value of property, plant &amp; equipment and capital work in progress included the following:</p> <p>We assessed whether the accounting policies in relation to the capitalization of expenditures are in compliance with IAS 16 and found them to be consistent.</p> <p>We evaluated the assumptions made by management in the determination of useful lives to ensure that these are consistent with the principles of IAS 16- Property, Plant and Equipment and compared each class of asset in the current year to the prior year to determine whether there are any significant changes in the useful life of assets, and considered the reasonableness of changes based on our knowledge of the business and the industry.</p> <p>We obtained a list 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 verified a sample of invoices and LC documents to determine whether the classification between capital and operating 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 acquisition and disposal.</p> <p>We reviewed the reclassification from capital work in progress to ready for use, with the date of the act of completion of the work.</p> <p>We assessed whether the costs capitalised met the recognition criteria set forth in IAS 23: Borrowing Costs, in relation to the capitalization of borrowing costs.</p>

## Reporting on Other Information

Management is responsible for the other information. The other information comprises the information included in the Annual Report, other than the financial statements and our auditors' report thereon.

Our opinion on the financial statements does not cover the other information and, except to the extent otherwise explicitly stated in our report, we do not express any form of assurance conclusion thereon.

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

If we identify such material inconsistencies or apparent material misstatement, we are required to determine whether there is a material misstatement in the financial statements or a material misstatement of the other information. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in respect of these matters.

### **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 in accordance with IFRSs, the Companies Act 1994, the Securities and Exchange Rules 2020 and other applicable laws and regulations and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

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

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

### **Auditor's Responsibilities for the Audit of the Financial Statements**

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

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

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

financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

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

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's 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 and the Securities and Exchange Rules 2020 and relevant notifications issued by Bangladesh Securities and Exchange Commission, we also report the following:

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

Firm's Name : S.F. Ahmed & Co., Chartered Accountants

Firm's Registration No : 10898 E.P, under Partnership Act 1932

Signature : *S. F. Ahmed & Co.*

Engagement Partner Name : Md. Enamul H Choudhury, FCA, Senior  
Partner/Enrollment No.471

DVC Number : 2510260471AS109118

Date : 26 October 2025




**AGRICULTURAL MARKETING COMPANY LIMITED**  
**Statement of Financial Position**  
**as at 30 June 2025**

	Notes	Amount in Taka	
		30-Jun-25	30-Jun-24
<b>ASSETS</b>			
<b>Non-Current Assets</b>		<b>275,796,685</b>	<b>302,637,398</b>
Property, Plant & Equipment	5	272,203,149	298,358,016
Right of Use Assets	5.A	3,593,536	4,279,382
<b>Current Assets</b>		<b>1,523,156,747</b>	<b>1,339,351,553</b>
Inventories	6	914,458,572	853,318,297
Trade Receivables	7	129,327,158	50,904,204
Advances, Deposits & Prepayments	8	458,257,362	416,884,051
Cash & Cash Equivalents	9	21,113,655	18,245,001
<b>Total Assets</b>		<b>1,798,953,432</b>	<b>1,641,988,951</b>
<b>EQUITY AND LIABILITIES</b>			
<b>Shareholders' Equity</b>		<b>743,045,353</b>	<b>727,223,023</b>
Share Capital	10	80,000,000	80,000,000
Share Premium	11	40,000,000	40,000,000
Revaluation Surplus	12	14,214,371	12,915,450
Retained Earnings	13	608,830,982	594,307,573
<b>Non Current Liabilities</b>		<b>78,815,069</b>	<b>119,565,576</b>
Deferred Tax Liability	14	9,700,700	12,482,349
Lease Liability	15	1,542,380	1,629,121
Term Loan	16	67,571,989	105,454,106
<b>Current Liabilities</b>		<b>977,093,010</b>	<b>795,200,352</b>
Current Portion of Lease Liability	15	2,005,440	2,611,260
Current Portion of Term Loan	16	21,234,996	-
Short Term Credit Facilities	17	867,207,575	684,829,250
Trade Payable	18	5,899,897	4,421,812
Liabilities for Expenses	19	64,449,947	83,197,132
Security Deposit Payable	20	10,316,500	14,284,300
Workers' Profit Participation Fund (WPPF) Payable	21	4,046,702	3,863,661
Unclaimed Dividend	22	1,931,953	1,992,937
<b>TOTAL LIABILITIES</b>		<b>1,055,908,079</b>	<b>914,765,928</b>
<b>TOTAL EQUITY AND LIABILITIES</b>		<b>1,798,953,432</b>	<b>1,641,988,951</b>
Net Assets Value (NAV) Per Share with Revaluation	34	<b>92.88</b>	<b>90.90</b>
Net Assets Value (NAV) Per Share without Revaluation	34	<b>91.10</b>	<b>89.29</b>

*The annexed accounting policies and other notes form an integral part of the financial statements.*

  
**Muhammad Shariful Islam**  
 Company Secretary

  
**Mohammad Yeamin**  
 Chief Financial Officer

  
**Md. Eleash Mridha**  
 Managing Director

  
**Ahsan Khan Chowdhury**  
 Chairman

*Signed in terms of our report of even date annexed*

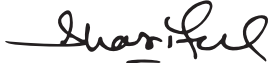



Dated: Dhaka,  
 26 October 2025

  
**Md. Enamul Haque Choudhury, FCA**  
 Senior Partner  
 S. F. Ahmed & Co.  
 Chartered Accountants  
 DVC No.: 2510260471AS109118

**AGRICULTURAL MARKETING COMPANY LIMITED**  
**Statement of Profit or Loss and Other Comprehensive Income**  
**for the year ended 30 June 2025**

	Notes	Amount in Taka	
		30-Jun-25	30-Jun-24
Turnover	23	3,490,680,591	3,306,077,584
Cost of Goods Sold	24	(2,823,042,312)	(2,674,023,177)
<b>Gross Profit</b>		<b>667,638,279</b>	<b>632,054,407</b>
<b>Expenses</b>		<b>(414,848,462)</b>	<b>(392,846,115)</b>
Administrative Expenses	25	91,389,603	86,342,699
Marketing Expenses	26	107,816,950	102,779,987
Selling Expenses	27	80,504,942	74,034,606
Distribution Expenses	28	135,136,967	129,688,823
<b>Operating Profit</b>		<b>252,789,817</b>	<b>239,208,292</b>
Less : Financial Expenses	29	(162,678,992)	(154,559,006)
<b>Operating Profit After Financial Expenses</b>		<b>90,110,825</b>	<b>84,649,286</b>
Other Income/ (Loss)	30	(5,130,092)	(17,960,767)
<b>Profit Before WPPF &amp; Tax</b>		<b>84,980,733</b>	<b>66,688,519</b>
Contribution to Worker's Participation & Welfare Funds		(4,046,702)	(3,863,661)
<b>Profit Before Taxation</b>		<b>80,934,031</b>	<b>62,824,858</b>
<b>Provision for Income Tax</b>		<b>(40,837,947)</b>	<b>(18,712,663)</b>
Current Tax	31	42,293,350	15,988,423
Deferred Tax	14	(1,455,403)	2,724,240
<b>Total Comprehensive Income for the Year</b>		<b>40,096,084</b>	<b>44,112,195</b>
<b>Earnings Per Share (EPS)</b>	32	<b>5.01</b>	<b>5.51</b>

*The annexed accounting policies and other notes form an integral part of the financial statements.*

 <b>Muhammad Shariful Islam</b> Company Secretary	 <b>Mohammad Yeamin</b> Chief Financial Officer	 <b>Md. Eleash Mridha</b> Managing Director	 <b>Ahsan Khan Chowdhury</b> Chairman
--	--	--	--

*Signed in terms of our report of even date annexed*

Dated: Dhaka,  
26 October 2025

*S. F. Ahmed & Co.*  
**Md. Enamul Haque Choudhury, FCA**  
 Senior Partner  
 S. F. Ahmed & Co.  
 Chartered Accountants  
 DVC No.: 2510260471AS109118

**AGRICULTURAL MARKETING COMPANY LIMITED**

Statement of Changes in Equity  
for the year ended 30 June 2025

Particulars	Amount in Taka					Total
	Share Capital	Share Premium	Revaluation Surplus	Retained Earnings		
	1	2	3	4	5=(1+2+3+4)	
<b>Balance as on 30 June 2023</b>	80,000,000	40,000,000	12,936,953	575,765,175		708,702,128
Net Profit After Tax	-	-	-	44,112,195		44,112,195
Adjustment for Deferred Tax Against Revaluation of Assets (Note: 12)	-	-	8,700	-		8,700
Excess Depreciation Transferred, Net of Tax (Note: 12)	-	-	(30,203)	30,203		-
Dividend for the Year 2022-2023	-	-	-	(25,600,000)		(25,600,000)
<b>Balance as on 30 June 2024</b>	80,000,000	40,000,000	12,915,450	594,307,573		727,223,023
<b>Balance as on 30 June 2024</b>	80,000,000	40,000,000	12,915,450	594,307,573		727,223,023
Net Profit After Tax	-	-	-	40,096,084		40,096,084
Adjustment for Deferred Tax Against Revaluation of Assets (Note: 12)	-	-	1,326,246	-		1,326,246
Excess Depreciation Transferred, Net of Tax (Note: 12)	-	-	(27,325)	27,325		-
Dividend for the Year 2023-2024	-	-	-	(25,600,000)		(25,600,000)
<b>Balance as on 30 June 2025</b>	80,000,000	40,000,000	14,214,371	608,830,982		743,045,353

*The annexed accounting policies and other notes form an integral part of the financial statements.*

  
Muhammad Shariful Islam

Company Secretary



Muhammad Yeamim

Chief Financial Officer



Md. Eleash Mridha

Managing Director



Ahsan Khan Chowdhury

Chairman

Dated: Dhaka,  
26 October 2025

*S. F. Enamul Haque*

Md. Enamul Haque Choudhury, FCA

Senior Partner

S. F. Ahmed & Co.

Chartered Accountants


DVC No.: 251026047IAS109118


## AGRICULTURAL MARKETING COMPANY LIMITED

### Statement of Cash Flows for the year ended 30 June 2025


	Notes	Amount in Taka	
		30-Jun-25	30-Jun-24
<b>Cash Flows From Operating Activities</b>			
Cash Received from Customers		4,053,591,710	3,894,191,724
Cash Paid to Suppliers		(2,535,094,150)	(2,441,855,228)
Income Tax Paid		(67,425,244)	(57,734,233)
Cash Paid to Employees & Others		(1,427,192,813)	(1,296,685,677)
<b>Net Cash (used in)/ Generated from Operating Activities</b>		<b>23,879,503</b>	<b>97,916,586</b>
<b>Cash Flows from Investing Activities</b>			
Acquisition of Property, Plant & Equipment		-	(134,969,921)
Capital Work-in-Progress (Machinery)		-	36,670,458
<b>Net Cash (used in)/ Generated from Investing Activities</b>		<b>-</b>	<b>(98,299,463)</b>
<b>Cash Flows from Financing activities</b>			
Short Term Loans		182,378,325	83,139,374
Long Term Loans		(16,647,121)	91,757,500
Interest Paid		(159,248,722)	(150,528,169)
Repayment of Lease Liability		(3,322,410)	(2,748,135)
Dividend Paid		(25,660,984)	(25,231,579)
<b>Net Cash (used in)/ Generated from Financing Activities</b>		<b>(22,500,912)</b>	<b>(3,611,009)</b>
Increase/(Decrease) in Cash & Cash Equivalents		1,378,591	(3,993,886)
Cash & Cash Equivalents at Opening		18,245,001	21,196,194
Effect of Exchange Rate Fluctuations on Realised Gain/(Loss)		1,490,063	1,042,693
<b>Closing Cash and Cash Equivalents at Reporting Date</b>		<b>21,113,655</b>	<b>18,245,001</b>
<b>Closing Cash and Cash Equivalents Represent</b>			
Cash and Cash Equivalents	9.00	21,113,655	18,245,001
		<b>21,113,655</b>	<b>18,245,001</b>
<b>Net Operating Cash Flows Per Share (NOCFPS)</b>	33.00	<b>2.98</b>	<b>12.24</b>

*The annexed accounting policies and other notes form an integral part of the financial statements.*

  
**Muhammad Shariful Islam**  
Company Secretary

  
**Mohammad Yeamin**  
Chief Financial Officer

  
**Md. Eleash Mridha**  
Managing Director

  
**Ahsan Khan Chowdhury**  
Chairman

*Signed in terms of our report of even date annexed*

Dated: Dhaka,  
26 October 2025

  
**Md. Enamul Haque Choudhury, FCA**  
Senior Partner  
S. F. Ahmed & Co.  
Chartered Accountants  
DVC No.: 2510260471AS109118

## Agricultural Marketing Company Limited

Notes to the Financial Statements  
as at and for the year ended 30 June 2025

### 1. The Background and Business Activities of the Company

#### 1.1 Status of the Company

Agricultural Marketing Company Limited (AMCL) (herein after referred to as AMCL or the Company) was incorporated in Bangladesh on 15 May 1985 as a Private Limited Company under the Companies Act, 1913 and subsequently on 22 June 1993 the company was converted into a Public Limited Company. The Company went into public in 1996 and its shares are listed with the Dhaka Stock Exchange Limited and Chittagong Stock Exchange Limited. The Company's registered office is situated at PRAN-RFL Centre, 105 Middle Badda, Progoti Sharani, Dhaka-1212 and the industrial unit is located at Ghagra, Ghorashal, Narsingdi, BIN# 000622006-0306.

#### 1.2 Nature of Business

The Company is engaged in manufacturing and marketing of various food products and to import, export, buy, sell and deal in raw materials of all kinds directly or indirectly connected with the manufacturing of above mentioning products.

### 2. Basis of Preparation of Financial Statements

#### 2.1 Statement of Compliance

The Financial Reporting Act, 2015 (FRA) was enacted in 2015. The Financial Reporting Council (FRC) under the FRA has been formed in 2017 and has since then adopted International Accounting Standards (IASs) and International Financial Reporting Standards (IFRSs) as the applicable Financial Reporting Standards for public interest entities such as listed entities with effect from 2 November 2020.

Accordingly, the financial statements have been prepared in accordance with IFRSs (including IASs) and the Companies Act, 1994. The title and format of these financial statements follow the requirements of IFRSs which are to some extent different from the requirement of the Companies Act, 1994. However, such differences are not material and in the view of management, IFRS format gives a better presentation to the shareholders.

#### 2.2 Other Regulatory Compliance

In addition to the above, Agricultural Marketing Company Limited is also required to comply and has complied with the following laws and regulations:

- The Companies Act 1994;
- The Securities and Exchange Commission Act 2020;
- The Securities and Exchange Commission Rules 2020;
- The Income Tax Act 2023;
- The Income Tax Rules 2023;
- The Value Added Tax & Supplementary Duty Act 2012;
- The Value Added Tax & Supplementary Duty Rules 2016;
- The Bangladesh Labor Act 2006 (Amended in 2015);
- Customs Act 1969;
- Negotiable Instrument Act 1881.

#### 2.3 Basis of Measurement

These financial statements have been prepared under the historical cost convention applying accrual basis of accounting in accordance with International Financial Reporting Standards (IFRSs).

#### 2.4 Components of Financial Statements

The financial statements of the Company consist of the following components:

- Statement of Financial Position;
- Statement of Profit or Loss and Other Comprehensive Income;
- Statement of Changes in Equity;
- Statement of Cash Flows and
- Notes to the Financial Statements.

## 2.5 Use of Estimates and Judgments

The preparation of financial statements in conformity with the IFRS including IASs requires management to make judgments, estimates and assumptions that affect the reported amounts of revenues and expenses, assets and liabilities, and the disclosure of contingent assets and liabilities at the date of and during the reporting period. Due to the inherent uncertainty involved in making estimates, actual result reported could differ from those estimates. Judgments: In the process of applying the accounting policies, management has made the judgments, which have the most significant effect on the amounts recognised in the financial statements.

## 2.6 Reporting Period

These financial statements of the company cover a period of twelve months from 01 July 2024 to 30 June 2025.

## 2.7 Going Concern

Management has assessed AMCL's ability to continue as a going concern and is satisfied that AMCL has access to resources to continue in business for the foreseeable future. Furthermore, management is not aware of any material uncertainties that may cast significant doubt upon the ACML's ability to continue as a going concern. Therefore, the financial statements continue to be prepared on the going concern basis.

## 2.8 Authorisation for Issue

The financial statements were authorized for issue by the Board of Directors on 26 October 2025.

## 3. Significant Accounting Policies

Following are the accounting policies relating to recognition and valuation of items in financial statements which are material and critical in determining the company's results of operations for the year and as on the financial position date and are consistent with those adopted in the financial statements for the previous year.

### 3.1 Property, Plant and Equipment (PPE)

#### 3.1.1 Recognition and Measurement

Property, plant and equipment are stated at cost or revalued amount, if any, less accumulated depreciation in compliance with International Accounting Standard (IAS)-16: Property, Plant and Equipment. The cost of acquisition of an asset comprises its purchase price and any directly attributable cost of bringing the asset to its location and condition for its intended use inclusive of inward freight, duties and non-refundable taxes.

#### 3.1.2 Subsequent Costs

The cost of replacing a part of an item of property, plant and equipment is recognized in the carrying amount of the item if it is probable that future economic benefits associated with the item will flow to the entity and the cost of the item can be measured reliably. All other repair and maintenance costs are charged to the Statement of Profit or Loss and Other Comprehensive Income during the financial period in which they incurred.

#### 3.1.3 Depreciation

Land is held on a freehold basis and is not depreciated considering the unlimited life. In respect of all other fixed assets, depreciation is provided using the reducing balance method. No depreciation is charged for land and capital work-in-progress. The Company follows this policy consistently from past years.

Rates of depreciation are as follows:

Particulars	Rate (%)
Factory Building	10
Machinery and Equipments	10
Furniture and Fixtures	10
Tools and Accessories	20
Vehicles	10
Office Equipment	10
Plastic Container	10
Other Fixed Assets	10
Right of use Assets	Allocated throughout the lease term

Depreciation on addition of fixed assets has been charged in compliance with Para 55 of IAS- 16.

### 3.1.4 Retirement and Disposal

On retirement or otherwise disposal of fixed assets, the cost and accumulated depreciation are eliminated and any gain or loss on such disposal is reflected in the Profit or Loss & Other Comprehensive Income Statement which is determined with reference to the net book value of the assets and the net sales proceeds.

### 3.2 Capital Work in Progress

Machinery and equipment under Property, plant and equipment have been accounted for as capital work-in-progress until installation is completed. Capital work-in-progress is stated at cost and not depreciated. Depreciation on capital work-in-progress commences when the assets are ready for their intended use.

### 3.3 Leases

Leases are recognised as right-of-use assets and corresponding liabilities at the inception of a contract and measured in accordance with IFRS 16. The right-of-use assets are depreciated over the shorter of the asset's useful life and the lease term on a straight-line basis. At the commencement date, lease liabilities are measured at an amount equal to the present value of the lease payments for the underlying right-of-use assets during the lease term. The lease payments are discounted using the interest rate implicit in the lease, if that rate can be readily determined, or the Company's incremental borrowing rate. Each lease payment is allocated between the liability and finance cost. Payments associated with all short-term leases (with a lease term of 12 months or less) and certain leases of all low-value assets are recognised on a straight-line basis as an expense in profit or loss.

### 3.4 Financial Assets

Financial assets of the company include cash and cash equivalents, accounts receivable and other receivables. The company initially recognizes receivable on the date they are originated. All others financial assets are recognized initially on the date at which the company becomes a party to the contractual provisions of the transaction. The company derecognizes a financial asset when, and only when the contractual rights or probabilities of receiving the cash flows from the asset expire or it transfer the rights to receive the contractual cash flows on the financial asset in a transaction in which substantially all the risk and rewards of ownership of the financial asset are transferred.

### 3.5 Inventories

#### 3.5.1 Nature of Inventories

Inventories consist of raw materials (flavour, acid, vitamin premise, aseptic pack, aluminum can, non-dry creamer, foil, coffee powder, food colour, coconut water powder etc.) packing stuff, store and spares etc.

#### 3.5.2 Valuation of Inventory

Inventories are carried at the lower of cost and net realizable value as prescribed by IAS 2: Inventories. Cost is determined using weighted average method. The cost of inventories comprises of all costs of purchase, costs of conversion and other costs incurred in the normal course of business in bringing the inventories to their present location and condition. Costs of conversion include all direct costs excluding interest expense. Net realizable value is based on estimated selling price less any further costs expected to be incurred to make the sale. Cost of Finished Goods include material and conversion cost. Cost of work- in process includes material cost.

### 3.6 Current Assets

#### a) Trade receivable

Trade receivable are created at original invoice amount less any provisions for doubtful debts. Provisions are made where there is evidence of a risk of non-payment, taking into account ageing, previous experience and general economic conditions. When a trade receivable is determined to be uncollectible it is written off, firstly against any provision available and then to the income statement. Subsequent recoveries of amounts previously provided for are credited to the income statement

#### b) Advances, deposits and prepayments

After initial recognition advances are carried at cost less deductions, adjustments or charges to other account heads Deposits are measured at payment value which are expected to be recovered after completion of certain period or purpose, i.e Utilities Connection Purpose, Deposit against contracts. Prepayments are initially measured at cost. After initial recognition prepayments are carried at cost less charges for the period.

#### c) Other current assets

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

#### **d) Cash and cash equivalents**

Cash in hand and cash at banks have been considered as the cash and cash equivalents for preparation of these financial statements as there were insignificant risk of changes in value of the same.

#### **3.7 Financial Liabilities**

Financial liabilities are recognized initially on the transaction date at which the company becomes a party to the contractual provisions of the liability. The company derecognizes a financial liability when its contractual obligations are discharged or cancelled or expired. Financial liabilities include payable for expenses, liability for capital expenditure and other current liabilities.

##### **Trade and Other Payables**

Trade & other payables are recognized when its contractual obligation arising from past events are certain and the settlement of which is expected to result in an outflow from the company of resources embodying economic benefits. Trade & other payables are recognized initially at fair value.

#### **3.8 Share Capital**

Paid-up Capital represents total amount contributed by the Shareholders. Holders of Ordinary shares are entitled to vote at shareholders' meetings. In the event of winding up of the Company, Ordinary shareholders rank after all other shareholders and creditors and are full entitled to any residual proceeds of liquidation.

#### **3.9 Loans and Borrowings**

Borrowings repayable after twelve months from the date of statement of financial position are classified as non-current liabilities whereas the portion of borrowings repayable within twelve months from the date of statement of financial position, unpaid interest and other charges are classified as current liabilities.

#### **3.10 Provisions**

A provision is recognized in the statement of financial position as per IAS 37 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 expenditure required to settle the present obligation at the date of statement of financial position. Where the effect of time value of money is material, the amount of provision is measured at the present value of the expenditures expected to be required to settle the obligation.

#### **3.11 Impairment**

##### **(a) Financial assets**

Trade receivables and other receivables are reviewed at each reporting date to determine whether there is any objective evidence of impairment. Financial assets are impaired if objective evidence indicates that a loss event has occurred after the initial recognition of the asset and that the loss event had a negative effects on the estimated future cash flows of that asset, that can be estimated reliably. Objective evidence that financial assets are impaired can include default or delinquency by a debtor, indications that a debtor or issuer will enter bankruptcy etc.

##### **(b) Non-financial assets**

An asset is impaired when its carrying amount exceeds its recoverable amount. The company reviews at each reporting date whether there is any indication that an asset may be impaired. If any such indication exists, the company estimates the recoverable amount of the asset. The recoverable amount of an asset is the higher of its fair value less costs to sell and its value in use.

Carrying amount of the assets is reduced to its recoverable amount by recognizing an impairment loss if, and only if, the recoverable amount of the asset is less than its carrying amount. Impairment loss is recognized immediately in profit or loss and other comprehensive income, unless the asset is carried at revalued amount. Any impairment loss of a revalued asset shall be treated as a revaluation decrease.

#### **3.12 Revenue recognition**

In accordance with the provisions of the IFRS-15: 'Revenue from Contracts with Customers'; revenue from contracts with customers represents the amount that reflects the considerations to which entity expects to be entitled in exchange for goods supplied and service provided to customers during the year. Revenue from contracts with customers is recognized in the statement of profit or loss and other comprehensive income when the performance obligation (supply of promised goods and services) is satisfied. Performance obligation is satisfied at a point in time when customer obtains the control of goods and services. Revenue is recognized as per 5 step model of IFRS 15 as follows:

- i. Identify the contract(s) with a customer;
- ii. Identify the performance obligations in the contract;
- iii. Determine the transaction price;
- iv. Allocate the transaction price to the performance obligations in the contract; and
- v. Recognise revenue when (or as) the entity satisfies a performance obligation.

### 3.13 Related Party Transaction and Adjustment with Revenue

The amount of sales reported in the VAT return (Mushak 9.1) exceeds the service revenue reported in the Statement of Profit or Loss by BDT 289,116,046. The difference arises because the Company receives gas from Titas Gas Transmission and Distribution Company Limited (TGTDC) and supplies a portion of that gas to Pran Foods Limited (PFL), billing them through Mushak 6.3. Such billing is included in the VAT return as revenue; however, it is not recognized as service revenue in the financial statements, as it represents reimbursement of costs payable to TGTDC rather than income earned by the Company. The difference also includes proceeds from scrap sales, which are recorded under other income in the financial statements but reported as sales in the VAT return.

### 3.14 Income Tax Expense

Income tax expenses comprise current and deferred taxes. Income tax expenses are recognized in the statement of profit and loss and other comprehensive income except to the extent that it relates to items recognized directly in equity, or in other comprehensive income.

#### 3.14.1 Current Tax

Income tax expense is recognized in statement of Profit or Loss & Other Comprehensive Income. Current tax is the expected tax payable on the total taxable income for the year using tax rates enacted or substantially enacted as of reporting date and any adjustment to tax payable in respect of previous years. The Company is a Publicly Traded Company as per Income Tax Law and provision for tax has duly been made. The rate of tax considered is 12% on export income and 22.5% on local income.

#### 3.14.2 Deferred Tax

The company has recognized deferred tax using balance sheet method in compliance with the provisions of IAS 12: "Income Taxes". The company's policy of recognition of deferred tax assets/ liabilities is based on temporary differences (Taxable or deductible) between the carrying amount (Book value) of assets and liabilities for financial reporting purpose and its tax base, and accordingly, deferred tax income/expenses has been considered to determine net profit after tax and earnings per share (EPS).

A deferred tax asset is recognized to the extent that it is probable that future taxable profit will be available, against which temporary differences can be utilized. Deferred tax assets are reviewed at each reporting date and reduced to the extent that it is no longer probable that the related tax benefit will be realized.

### 3.15 Financial Expenses

Financial expenses comprise interest expense on long term loan, short term loan, finance lease and bank commission and charges, etc. All such costs are recognized in the statement of profit or loss and other Comprehensive Income except those are capitalized in accordance with IAS- 23: Borrowing Costs.

### 3.16 Other Corporate Debt, Accounts Payable, Trade and Other Liabilities

These liabilities are carried at the anticipated settlement amount in respect of goods and services received, whether or not billed by the supplier.

### 3.17 Employee Benefits

#### (a) Contribution to Workers' Profit Participation and Welfare Fund.

The Company makes a regular allocation of 5% on profit before tax to this fund and payment is made to the workers as per provision of chapter 15 of Bangladesh Labor Act, 2006 (Amended 2015).

#### (b) Other Benefits

AMCL does not offer any other employee benefits like provident fund, gratuity etc. to the employees.

### 3.18 Earnings Per Share (EPS)

The company presents basic and diluted (when dilution is applicable) earnings per share (EPS) for its ordinary shares. Basic EPS is calculated by dividing the profit or loss attributable to ordinary shareholders of the company by the weighted average number of ordinary shares outstanding during the year, adjusted for the effect of change in number of shares for bonus issue, share split and reverse split as per IAS 33. Diluted EPS is determined by adjusting the profit or loss

attributable to ordinary shareholders and the weighted average number of ordinary shares outstanding, for the effects of all dilutive potential ordinary shares. However, dilution of EPS is not applicable for these financial statements as there was no dilutive potential ordinary shares during the relevant years.

### 3.19 Foreign Currency Transactions

The financial statements are presented in Bangladeshi Taka (Tk./BDT), which is the company's functional currency. Transactions in foreign currencies are recorded in the books at the exchange rate prevailing on the date of the transaction. Assets and liabilities in foreign currencies as on the reporting date are converted into Bangladeshi taka at the closing rate. Exchange gain or loss is recognised in Statement of Profit or Loss and Other Comprehensive Income as per IAS 21: The Effects of Changes in Foreign Exchange Rates.

### 3.20 Statement of Cash Flows

Statement of cash flows is prepared principally in accordance with IAS-7: Cash Flow Statement and the cash flows from operating activities are presented under direct method. A reconciliation of net profit with cash flows from operating activities under indirect method is also given.

### 3.21 Share Premium

The Share Premium shall be utilized in accordance with provisions of the Companies Act, 1994 and as directed by the Securities and Exchange Commission in this respect.

The Section 57 of the Companies Act, 1994 provides that the share premium account may be applied by the company in following ways:

- in paying up unissued shares of the company to be issued to members of the company as fully paid bonus shares;
- in writing off the preliminary expenses of the company;
- in writing off the expenses or the commission paid or discount allowed on any issue of shares or debentures of the company; and
- in providing for the premium payable on the redemption of any redeemable preference shares or of any debentures of the company.

In this respect, a statutory notification was issued in 1992 by the Controller of Capital Issues (now the Securities and Exchange Commission), allowing the above stated utilization of share premium including one additional purpose in adjusting or amortizing of intangible assets, subject to prior approval. The said notification also provides that the fund of the premium account is to be utilized in order of priority.

### 3.22 Events After the Reporting Period

Events after the reporting period that provide additional information about the Company's position at the date of statement of financial position or those that indicate the going concern assumption is not appropriate are reflected in the financial statements. There are no material events that had occurred after the reporting period to the date of issue of these financial statements, which could affect the figures presented in the financial statements.

### 3.23 Comparative Information

Comparative information has been disclosed in respect of year 2023-2024 for all numerical information of the financial statements and also the narrative and descriptive information when it is relevant for understanding of the current period's financial statements.

### 3.24 Compliance with Financial Reporting Standards as Applicable in Bangladesh:

As per Para-12 of Securities & Exchange Rule-1987, with the following International Accounting Standards (IASs) and International Financial Reporting Standards (IFRS) as adopted by The Institute of Chartered Accountants of Bangladesh (ICAB) and subsequently adopted by the Financial Reporting Council, Bangladesh in preparing the financial statements.

Sl. No.	IAS No.	IAS Title	Compliance Status
1	1	Presentation of Financial Statements	Complied
2	2	Inventories	Complied
3	7	Statement of Cash Flows	Complied
4	8	Accounting Policies, Changes in Accounting Estimates and Errors	Complied
5	10	Events after the Reporting Period	Complied
6	12	Income Taxes	Complied
7	16	Property, Plant & Equipment	Complied
8	19	Employee Benefits	Complied
9	20	Accounting for Government Grants and Disclosure of Government Assistance	Not Applicable
10	21	The Effects of Changes in Foreign Exchange Rates	Complied
11	23	Borrowing Cost	Complied
12	24	Related Party Disclosures	Complied
13	26	Accounting and Reporting by Retirement Benefit Plans	Not Applicable
14	27	Separate Financial Statements	Complied
15	28	Investments in Associates and joint ventures	Not Applicable
16	29	Financial Reporting in Hyperinflationary Economics	Not Applicable
17	31	Interest in Joint Ventures	Not Applicable
18	32	Financial Instruments: Presentation	Complied
19	33	Earnings per Share	Complied
20	34	Interim Financial Reporting	Complied
21	36	Impairment of Assets	Complied
22	37	Provisions, Contingent Liabilities and Contingent Assets	Complied
23	38	Intangible Assets	Not Applicable
24	40	Investment Property	Not Applicable
25	41	Agriculture	Not Applicable

Sl. No.	IAS No.	IAS Title	Compliance Status
1	1	First-time adoption of International Financial Reporting Standards	Not Applicable
2	2	Share-based Payment	Not Applicable
3	3	Business Combinations	Not Applicable
4	4	Insurance Contracts	Not Applicable
5	5	Non-current Assets Held for Sale and Discontinued Operations	Not Applicable
6	6	Exploration for and Evaluation of Mineral Resources	Not Applicable
7	7	Financial Instruments: Disclosures	Complied
8	8	Operating Segments	Complied
9	9	Financial Instrument	Complied
10	10	Consolidated Financial Statements	Complied
11	11	Joint Arrangements	Not Applicable
12	12	Disclosure of Interests in other Entities	Complied
13	13	Fair Value Measurement	Complied
14	14	Regulatory Deferral Accounts	Not Applicable
15	15	Revenue from Contracts with Customers	Complied
16	16	Lease	Complied

#### 4 General

The financial statements are presented in Bangladeshi Taka which is both functional currency and presentation currency of the Company. Figures appearing in these financial statements have been rounded off to the nearest Taka.

Amount in Taka	
30-Jun-25	30-Jun-24
<b>5 Property, Plant &amp; Equipment</b>	
<b>A. Cost/Revaluation</b>	
Opening Balance	1,292,071,272
Add: Addition During the Year	1,157,101,351
	134,969,921
<b>1,292,071,272</b>	<b>1,292,071,272</b>
<b>B. Accumulated Depreciation</b>	
Opening Balance	993,713,256
Add: Charged During the Year	968,042,686
	26,154,867
<b>1,019,868,123</b>	<b>993,713,256</b>
<b>272,203,149</b>	<b>298,358,016</b>

Schedule of Property, Plant and Equipment is Given in Annexure-1

The land, factory building, machinery & equipment and vehicle were revalued by M/S Golam Mostafa & Associates as of 10 December 1996.

#### 5.A Right of Use Assets

##### a. Cost/Revaluation

Opening Balance	14,128,036	17,790,352
Add: Addition During the Year	2,236,340	1,445,201
Less: Adjustment for Early Settlement	-	(5,107,517)
<b>16,364,376</b>	<b>14,128,036</b>	

##### b. Accumulated Depreciation

Opening Balance	9,848,654	7,454,552
Add: Charged During the Year	2,922,186	2,394,102
<b>12,770,840</b>	<b>9,848,654</b>	

##### c. Written Down Value (a-b)

<b>3,593,536</b>	<b>4,279,382</b>
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The company has rent agreements for depots,warehouse and head office used in the business. Rent agreements with a non-cancellable term of more than one year have been recognised as right-of-use assets. Short term rent agreements have been charged directly to expense.

#### 6 Inventories

This Consists of as Follows :

i. Raw Materials	(Note : 6.1)	854,865,322	801,297,371
ii. Work-In-Process	(Note : 6.2)	10,037,854	8893194
iii. Finished Goods	(Note : 6.3)	49,555,396	43127732
		<b>914,458,572</b>	<b>853,318,297</b>

##### 6.1 Raw Materials

Opening Balance	801,297,371	715,784,587
Add: Addition During the Year	2,536,572,235	2,426,526,303
	<b>3,337,869,606</b>	<b>3,142,310,890</b>
Less : Consumed During the Year	2,483,004,284	2,341,013,519

### Raw Materials Consists of the Followings:

This Consists of the Followings:

Raw & Chemical Materials

Packing Materials

Store & Spares

<b>854,865,322</b>	<b>801,297,371</b>
427,432,661	400,774,791
418,884,008	394,076,704
8,548,653	6,445,876
<b>854,865,322</b>	<b>801,297,371</b>

### 6.2 Work-In-Process

Opening Balance

Add: Materials used During the Year

Add: Factory Overhead (Note 24.1)

Less : Transferred to Cost of Goods Manufactured During the Year

8,893,194	8,423,194
2,483,004,284	2,341,013,519
347,610,352	345,063,703
<b>2,839,507,830</b>	<b>2,694,500,416</b>
2,829,469,976	2,685,607,222
<b>10,037,854</b>	<b>8,893,194</b>

### 6.3 Finished Goods

Opening Balance

Add: Cost of Goods Manufactured During the Year

Less : Cost of Goods Sold During the Year

43,127,732	31,543,687
2,829,469,976	2,685,607,222
<b>2,872,597,708</b>	<b>2,717,150,909</b>
2,823,042,312	2,674,023,177
<b>49,555,396</b>	<b>43,127,732</b>

### 7 Trade Receivables

Opening Balance

Add : Sales During the Year

Less : Collection During the Year

**Closing Balance During the Year**

50,904,204	93,711,871
4,123,230,651	3,870,766,852
<b>4,174,134,855</b>	<b>3,964,478,723</b>
4,044,807,697	3,913,574,519
<b>129,327,158</b>	<b>50,904,204</b>

The increase in trade receivables during the last three months is primarily due to higher export sales. The corresponding collections have not yet been realized as of the reporting date, which has resulted in an increase in receivable balances and had a negative impact on net operating cash flow.

Disclosure as Per Section 185, Schedule-XI, Part-1, of Companies Act, 1994

i. Debts Considered Good and Fully Secured

ii. Debts Considered Good and Hold no Security Other than Debtors' Personal Security.

iii. Debts Considered Doubtful/bad

iv. Debts Due by Directors/Officers of the Company

v. Debts Due by the Company's under Same Management

129,327,158	50,904,204
Nil	Nil
Nil	Nil
Nil	Nil
<b>129,327,158</b>	<b>50,904,204</b>

## 7.1 Ageing of Account Receivables

Less than 06 months	78,945,525	50,904,204
More than 06 but less than 12 months	50,381,633	-
More than 12 months	-	-
	<b>129,327,158</b>	<b>50,904,204</b>

## 8 Advances, Deposits & Prepayments

This is Considered Good and Consists of as Follows :

Advances (Note-8.1)	377,150,899	337,225,294
Deposits	78,103,382	76,826,782
Prepayments (Note-8.2)	3,003,081	2,831,975
	<b>458,257,362</b>	<b>416,884,051</b>

### 8.1 Advance Includes as Follows :

Mercandise in Transit	52,349,453	60,774,078
Advance Against Income Tax (Note-8.1.1)	247,091,707	221,959,813
VAT	67,818,759	43,940,593
SD	8,072,192	9,072,815
Purchase	1,818,788	1,477,995
	<b>377,150,899</b>	<b>337,225,294</b>

#### 8.1.1 Advance Against Income Tax

Opening Balance	308,814,600	271,456,860
Add: Addition During the Year	67,425,244	57,734,233
	<b>376,239,844</b>	<b>329,191,093</b>
Less : Prior Year Adjustments	37,391,869	20,376,493
	<b>338,847,975</b>	<b>308,814,600</b>
Less: Income Tax Payable (Note-8.1.2)	91,756,268	86,854,787
	<b>247,091,707</b>	<b>221,959,813</b>

#### 8.1.2 Income Tax Payable

Opening Balance	86,854,787	91,242,857
Add : Provision made During the Year	42,293,350	15,988,423
	<b>129,148,137</b>	<b>107,231,280</b>
Less : Adjusted During the Year	37,391,869	20,376,493
	<b>91,756,268</b>	<b>86,854,787</b>

## 8.2 Prepayments

Opening Balance	2,831,975	1,727,826
Addition During the Year	2,663,081	2,831,975
	<b>5,495,056</b>	<b>4,559,801</b>
Less : Adjustment During the Year	2,491,975	1,727,826
	<b>3,003,081</b>	<b>2,831,975</b>

## 9 Cash & Cash Equivalent

This Consists of as Follows:

In Hand	(Note-9.1)	1,658,126	1,784,880
At Banks	(Note-9.2)	19,455,529	16,460,121
		<b>21,113,655</b>	<b>18,245,001</b>

### 9.1 Cash in Hand

Head Office		471,334	329,608
Factory		1,186,792	1,455,272
		<b>1,658,126</b>	<b>1,784,880</b>

### 9.2 Cash at Bank

In Local Currency Accounts	(Not : 9.2.1)	9,149,012	5,621,169
In Foreign Currency Accounts	(Not : 9.2.2)	10,306,516	10,838,952
		<b>19,455,529</b>	<b>16,460,121</b>

#### 9.2.1 In Local Currency

Name of the Bank	Branch	Account Number	9,149,012	5,621,169
Agrani Bank	Gulshan	02 00013100873	(150,000)	825
Bangladesh Krishi Bank	Local Principle	4001 0210032973	4,547,450	5,000
Bank Asia	Scotia Branch	007 33004954	-	6,094
Eastern Bank Ltd	Gulshan	10 410604211 71	388	4,175
HSBC	Motijheel	001 152158 067	3,243,995	3,903,740
Mercantile Bank Ltd.	Motijheel	11 1911115270 496	7,678	25,940
Prime Bank Ltd	Motijheel	21 04117018144	53,332	67,962
Pubali Bank Ltd.	Foreign Exchange	29 05901048176	1,445,652	1,607,238
State Bank of India	Motijheel	51 602207200 01	517	195

#### 9.2.2 In Foreign Currency

Name of the Bank	Branch	Account Number	10,306,516	10,838,952
Bangladesh Krishi Bank	Motijheel	40 0100180025 20	49,293	389,419
Bank Asia Ltd.	Foreign Exchange	007 420008 51	-	20,655
Bank Asia Ltd.	Foreign Exchange	0747000151	-	47,303
CITI Bank Ltd.	Gulshan	02 200242 033	340,486	7,432,179
Mercantile Bank Ltd	Motijheel	111 9150162350 13	79,682	3,861
Mercantile Bank	Motijheel	116 0000000219	44,640	56,341
Standard Chartered Bank	Motijheel	42 7534566 01	9,792,415	2,889,194

Amount in Taka	
30-Jun-25	30-Jun-24

## 10 Share Capital

### Authorized Capital

50,000,000 Ordinary Shares of Tk.10 Each

500,000,000	500,000,000
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### Issued, Subscribed and Paid up Capital

8,000,000 Ordinary Shares of Tk.10 Each Fully Paid in Cash

80,000,000	80,000,000
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## 10.1 Composition of Shareholdings

	30-Jun-25		30-Jun-24	
	No of Shares	%	No of Shares	%
Sponsors & Directors	3,212,130	40.15%	3,212,130	40.15%
General Public	2,540,572	31.76%	2,734,713	34.18%
Financial Institutions	2,247,298	28.09%	2,053,157	25.66%
	<b>8,000,000</b>	<b>100.00%</b>	<b>8,000,000</b>	<b>100.00%</b>

## 10.2 This Distribution Schedule of the Shares as at 30 June 2025 is Given Below :

Range of Holdings	No. of Share holders	No. of Shares	Holdings %
Up to 500	3,016	383,291	4.79%
501-5000	571	833,354	10.42%
5001-10000	44	332,416	4.16%
10001-20000	18	256,832	3.21%
20001-30000	8	187,891	2.35%
30001-40000	4	143,000	1.79%
40001-50000	1	50,000	0.63%
50001-100000	4	303,693	3.80%
100001-800000	10	2,502,293	31.28%
Out of Range	2	3,007,230	37.59%
	<b>3,678</b>	<b>8,000,000</b>	<b>100.00%</b>

The shares are listed with Dhaka Stock Exchange Limited & Chittagong Stock Exchange Limited and quoted at Taka 207.40 and Taka 205.00 respectively on closing date.

## 11 Share Premium

This represents share premium received in 1997 against right issue of 400,000 shares of Tk. 100 each. Face value of all shares has been converted from Tk. 100 each to Tk. 10 each. The share premium money shall be utilised for the purposes mentioned in the Companies Act, 1994 and Securities and Exchange Ordinance, 1969.

## 12 Revaluation Surplus

Opening Balance	12,915,450	12,936,953
Deferred Tax income/(expense)	1,326,246	8,700
Excess Depreciation Transferred to Retained Earnings	(27,325)	(30,203)
	<b>14,214,371</b>	<b>12,915,450</b>

### 13 Retained Earnings

Opening Balance	594,307,573	575,765,175
Add: Addition During the Year	40,096,084	44,112,195
Add : Depreciation on Revalued Assets	27,325	30,203
	<b>634,430,982</b>	<b>619,907,573</b>
Less : Dividend	25,600,000	25,600,000
<b>Closing Balance</b>	<b>608,830,982</b>	<b>594,307,573</b>

### 14 Deferred Tax Liability

Opening Balance	12,482,349	9,766,809
Deferred Tax (income)/expense Recognised Through Profit or Loss	(1,455,403)	2,724,240
Deferred Tax (income)/expense Charged Through Changes in Equity	(1,326,246)	(8,700)
<b>Closing Balance</b>	<b>9,700,700</b>	<b>12,482,349</b>

During the year, it was identified that deferred tax on revaluation of land had previously been calculated on the total revalued amount of the land instead of the revaluation surplus. As a result, the Deferred Tax Liability had been overstated and the Revaluation Surplus had been understated in the prior year's financial statements.

In compliance with the requirements of IAS 8: Accounting Policies, Changes in Accounting Estimates and Errors, the Company has corrected this error during this year.

## 14.1 Deferred Tax Liability

	Jul'24-Jun'25			Jul'23-Jun'24
	Carrying Amount (Accounts base)	Tax Base	Taxable Temporary Difference	Taka
Sales-Export	340,334,911			
Sales-Local	3,150,345,680			
<b>Total Revenue</b>	<b>3,490,680,591</b>			
Fixed Assets-Tax Base	194,429,375			
Fixed Assets-Accounts Base	235,079,966			
<b>Export</b>				
Property, Plant and Equipment Excluding Land & Land Development	22,919,863	18,956,505	3,963,358	2,715,665
<b>Local</b>				
Property, Plant and Equipment Excluding Land & Land Development	212,160,103	175,472,870	36,687,233	43,826,820
<b>Revaluation</b>				
Revaluation Reserve for Land and Land Development	-	-	14,836,383	36,809,988
Revaluation Reserve for Assets Other than Land and Land Development	-	-	313,195	347,994
<b>Right of use Assets</b>				
Export			350,363	249,694
Local			3,243,173	4,029,688
<b>Lease Obligation</b>				
Export			(345,906)	(247,418)
Local			(3,201,914)	(3,992,963)
<b>Total Taxable Temporary Difference</b>			<b>55,845,885</b>	<b>83,739,468</b>
<b>Applicable Rate:</b>				
Export			12.00%	12.00%
Local			22.50%	22.50%
Revaluation Reserve for Land and Land Development			6.00%	6.00%
Revaluation Reserve for Other Assets			22.50%	22.50%
Deferred Tax Liability as of 30 June 2025- Export			475,603	325,880
Deferred Tax Liability as of 30 June 2025- Local			8,254,627	9,861,035
Deferred Tax Liability as of 30 June 2025-Revaluation Reserve for Land			890,183	2,208,599
Deferred Tax Liability as of 30 June 2025- Revaluation Reserve for Other Assets			70,469	78,299
Deferred Tax Liability as of 30 June 2025- ROU Export			42,044	29,963
Deferred Tax Liability as of 30 June 2025 - ROU Local			729,714	906,680
Deferred Tax Assets as of 30 June 2025 - Lease Obligation Export			(41,509)	(29,690)
Deferred Tax Assets as of 30 June 2025 - Lease Obligation Local			(720,431)	(898,417)
<b>Total</b>			<b>9,700,700</b>	<b>12,482,349</b>
<b>Export</b>				
Deferred Tax Liability as of 30 June 2025			476,138	326,153
Deferred Tax Liability as of 30 June 2024			326,153	399,680
<b>Deferred Tax Expense for the Period Ended 30 June 2025 (a)</b>			<b>149,985</b>	<b>(73,527)</b>

### Local

Deferred Tax Liability as of 30 June 2025	8,263,910	9,869,298
Deferred Tax Liability as of 30 June 2024	9,869,298	7,071,531
<b>Deferred Tax Income for the Period Ended 30 June 2025 (b)</b>	<b>(1,605,388)</b>	<b>2,797,767</b>
<b>Total Deferred Tax Income (a+b), (Charge to Profit and Loss Account)</b>	<b>(1,455,403)</b>	<b>2,724,240</b>
<b>Revaluation Reserve for Land and Land Development</b>		
Deferred Tax Liability as of 30 June 2025	890,183	2,208,599
Deferred Tax Liability as of 30 June 2024	2,208,599	2,208,599
<b>Deferred Tax Expense/ (income) for the Period Ended 30 June 2025</b>	<b>(1,318,416)</b>	<b>-</b>
<b>Revaluation Reserve for Other Assets</b>		
Deferred Tax Liability as of 30 June 2025	70,469	78,299
Deferred Tax Liability as of 30 June 2024	78,299	86,999
<b>Deferred Tax Income for the Period Ended 30 June 2025</b>	<b>(7,830)</b>	<b>(8,700)</b>
<b>Total Deferred Tax Income (Charge to Changes in Equity)</b>	<b>(1,326,246)</b>	<b>(8,700)</b>
<b>Excess Depreciation Transferred, Net of Tax</b>		
Excess Depreciation	34,799	38,666
Less: Related Tax	7,474	8,463
<b>Transfer to Retained Earnings</b>	<b>27,325</b>	<b>30,203</b>

Amount in Taka	
30-Jun-25	30-Jun-24

### 15 Lease Liability

Opening Balance	4,240,381	10,546,300
Add: Addition During the Year	2,236,340	1,445,201
Less: Adjustment for Early Settlement	-	(5,486,852)
Add: Interest Expenses	393,509	483,867
	<b>6,870,230</b>	<b>6,988,516</b>
Less : Paid During the Year	3,322,410	2,748,135
<b>Closing Balance of Lease Liability</b>	<b>3,547,820</b>	<b>4,240,381</b>
Less : Current Portion	2,005,440	2,611,260
<b>Non-Current Portion</b>	<b>1,542,380</b>	<b>1,629,121</b>

### 16 Long Term Credit Facilities

Name of Loan Provider	Type of Credit Facility	Amount in Taka	Amount in Taka
Commercial Bank of Ceylon	Term Loan	88,806,985	105,454,106
		<b>88,806,985</b>	<b>105,454,106</b>
Less: Current portion of Term Loan		21,234,996	-
		<b>67,571,989</b>	<b>105,454,106</b>

### 17 Short Term Credit Facilities

Name of Loan Provider	Account Number	Type of Credit Facility	Amount in Taka	Amount in Taka
Bangladesh Krishi Bank	4001-0134002051	OD & STL	5,005,296	79,030,693
Bank Asia Ltd.	007 3001125	OD & STL	11,978,810	154,872,644
City NA		OD & STL	68,603,402	2,577
Commercial Bank of Ceylon	111897 7000	OD & STL	653,115,509	52,998,842
HSBC	001 052158 011	OD & STL	365,242	38,640,720
IFIC Bank Ltd.	1109240994 121	OD & STL	(527,682)	24,672,247
Mercantile Bank Ltd	Time Loan	OD & STL	9,301,186	7,663,067
Standard Chartered Bank	017534566 02	OD & STL	94,159,027	246,192,145
State Bank of India	051 60220740001	OD & STL	25,206,785	80,756,315
			<b>867,207,575</b>	<b>684,829,250</b>

Security : The loans are secured by a common charge over the Company's current assets, which serve as security to all consortium banks equally.

### 18 Trade Payable

Period Below 06 Month	5,899,897	4,421,812
	<b>5,899,897</b>	<b>4,421,812</b>

This balance represents trade payables to regular suppliers of raw materials, packing materials, and other related items. Payments to these suppliers are made on a regular basis in the normal course of business.

**Ageing of the Above Payables is Given Below:**

Less than 06 months	5,899,897	4,421,812
More than 06 but less than 12 months	-	-
More than 12 months	-	-
	<b>5,899,897</b>	<b>4,421,812</b>

**19 Provision for Expenses**

Salary and Allowances	28,838,647	28,034,481
Audit Fee	325,000	300,000
Utility	35,286,300	37,256,651
SD Payable & VAT	-	17,500,000
Licence Fees	-	106,000
	<b>64,449,947</b>	<b>83,197,132</b>

**20 Security Deposit Payable**

This is Made up as Follows:

Security Deposit Payable of Distributor	-	1,067,800
Security Deposit Payable of Bottle	8,457,500	11,357,500
Payable of Coffee Machine & Refrigerator	1,859,000	1,859,000
	<b>10,316,500</b>	<b>14,284,300</b>

**21 Workers' Profit Participation Fund**

Opening Balance	3,863,661	4,447,279
Add: Addition During the Year	4,046,702	3,863,661
	<b>7,910,363</b>	<b>8,310,940</b>
Less : Paid During the Year	3,863,661	4,447,279
<b>Closing Balance</b>	<b>4,046,702</b>	<b>3,863,661</b>

**22 Unclaimed Dividend**

The Break-up is as Under:

2018-2019	-	342,044
2019-2020	625,511	625,511
2020-2021	112,278	112,278
2021-2022	544,683	544,683
2022-2023	668,006	710,465
2023-2024	606,986	-
	<b>2,557,464</b>	<b>2,334,981</b>
Less : Payment to Capital Market Stabilisation Fund (CMSF)	625,511	342,044
	<b>1,931,953</b>	<b>1,992,937</b>

Note : BDT 112,278 has been transferred subsequently to CMSF as required by BSEC Notification dated 06 July 2021.

	Amount in Taka			2023-2024 Total Taka
	2024-2025			
	Export	Local	Total	
<b>23 Turnover</b>				
Sales- Local (Note 23.1)			3,150,345,680	3,113,174,229
Sales-Export (Note 23.2)			340,334,911	192,903,355
			<b>3,490,680,591</b>	<b>3,306,077,584</b>
<b>23.1 Sales- Local</b>				
Sales with VAT & SD			3,798,299,908	3,677,863,497
Less: VAT			(533,141,212)	(473,539,751)
Supplementary Duty			(114,813,016)	(91,149,517)
<b>Net Sales</b>			<b>3,150,345,680</b>	<b>3,113,174,229</b>
<b>23.2 Sales-Export</b>				
Export			324,774,723	147,446,541
Cash Incentive			15,560,188	45,456,814
			<b>340,334,911</b>	<b>192,903,355</b>

**Note:** Gas Transfers are Excluded from Sales.

#### 24 Cost of Goods Sold

Opening Stock	35,798,708	765,498,663	801,297,371	715,784,587
Add : Net Purchase	238,979,065	2,297,593,170	2,536,572,235	2,426,526,303
Less : Closing Stock	(25,100,726)	(829,764,596)	(854,865,322)	(801,297,371)
<b>Materials Consumed</b>	<b>249,677,047</b>	<b>2,233,327,237</b>	<b>2,483,004,284</b>	<b>2,341,013,519</b>
Add : Opening WIP	1,246,886	7,646,308	8,893,194	8,423,194
Add : Factory Overhead (Note: 24.1)	33,891,369	313,718,983	347,610,352	345,063,703
Less : Closing WIP	(1,862,825)	(8,175,029)	(10,037,854)	(8,893,194)
<b>Cost of Goods Manufactured</b>	<b>282,952,477</b>	<b>2,546,517,499</b>	<b>2,829,469,976</b>	<b>2,685,607,222</b>
Add : Opening Finished Goods	1,476,326	41,651,406	43,127,732	31,543,687
Cost of Goods Available for Sale	284,428,803	2,588,168,905	2,872,597,708	2,717,150,909
Closing Stock of Finished Goods	(2,607,425)	(46,947,971)	(49,555,396)	(43,127,732)
<b>Total COGS</b>	<b>281,821,378</b>	<b>2,541,220,934</b>	<b>2,823,042,312</b>	<b>2,674,023,177</b>

#### 24.1 Factory Overhead

Salaries, Allowances & Wages	13,722,586	127,024,552	140,747,138	154,123,435
Carriage, Loading & Unloading	2,070,685	19,167,509	21,238,194	19,585,499
Travel & Conveyance	230,888	2,137,235	2,368,123	2,234,078
Printing & Stationery	177,602	1,643,990	1,821,592	1,652,997
Repairs & Maintenance	276,501	2,559,458	2,835,959	2,850,446
Depreciation	2,512,486	23,257,085	25,769,571	25,242,463
Factory Employees Food	141,662	1,311,311	1,452,973	1,297,297

Postage & Telephone	191,275	1,770,553	1,961,828	1,868,408
Power & Fuel	12,775,692	118,259,532	131,035,224	118,663,125
Testing Fees	40,150	371,648	411,798	388,489
Fees & Renewals	107,552	995,569	1,103,121	999,176
Medical & Sanitation	98,505	911,824	1,010,329	941,889
Uniform & Gloves	28,988	268,329	297,317	280,488
Insurance Premium	444,317	4,112,868	4,557,185	3,935,913
Cold Storage Expenses	1,072,480	9,927,520	11,000,000	11,000,000
	<b>33,891,369</b>	<b>313,718,983</b>	<b>347,610,352</b>	<b>345,063,703</b>
<b>25 Administrative Expenses</b>				
Salaries & Allowances	5,798,469	67,814,155	73,612,624	69,731,424
Travel & Conveyance	164,272	1,921,190	2,085,462	2,234,078
Printing & Stationery	79,715	932,281	1,011,996	826,504
Postage	37,070	433,546	470,616	553,996
Communication Expense	255,243	2,985,109	3,240,352	3,036,684
Repairs & Maintenance	149,390	1,747,143	1,896,533	2,015,897
Books & Periodicals	3,321	38,838	42,159	50,958
Fuel & Electricity	332,395	3,887,423	4,219,818	4,022,705
Entertainment	77,237	903,303	980,540	951,749
Office Rent	11,663	136,407	148,070	216,000
Fees & Renewals	97,169	1,136,407	1,233,576	974,240
Insurance	39,886	466,469	506,355	400,438
Audit Fees	25,600	299,400	325,000	300,000
Depreciation	62,664	732,865	795,529	193,688
Rent, Rates & Taxes	612	7,158	7,770	6,285
Medical & Sanitation	31,784	371,725	403,509	456,131
AGM Expenses	32,272	377,422	409,694	371,922
	<b>7,198,762</b>	<b>84,190,841</b>	<b>91,389,603</b>	<b>86,342,699</b>
<b>26 Marketing Expenses</b>				
Salaries & Allowances	3,034,309	35,486,800	38,521,109	37,450,193
Travel & Conveyance	205,788	2,406,730	2,612,518	2,730,600
Printing & Stationery	79,715	932,284	1,011,999	826,503
Postage	26,262	307,137	333,399	412,761
Communication Expense	288,817	3,377,766	3,666,583	3,592,388
Advertisement	-	57,935,085	57,935,085	54,089,419
Sample Expenses	-	3,736,257	3,736,257	3,678,123
	<b>3,634,891</b>	<b>104,182,059</b>	<b>107,816,950</b>	<b>102,779,987</b>
<b>27 Selling Expenses</b>				
Salaries & Allowances	5,121,849	59,900,964	65,022,813	58,749,611
Travel & Conveyance	242,856	2,840,241	3,083,097	3,218,723
Printing & Stationery	132,858	1,553,802	1,686,660	1,396,290
Postage	59,098	691,168	750,266	728,414
Communication Expense	202,104	2,363,644	2,565,748	2,600,497
Employee Training/ Welfare	23,908	279,614	303,522	339,273
Sales Incentive	-	7,092,836	7,092,836	7,001,798
	<b>5,782,673</b>	<b>74,722,269</b>	<b>80,504,942</b>	<b>74,034,606</b>

## 28 Distribution Expenses

Salaries & Allowances	3,746,543	43,816,506	47,563,049	44,148,226
Travel & Conveyance	129,514	1,514,691	1,644,205	1,677,120
Printing & Stationery	95,658	1,118,733	1,214,391	1,053,314
Postage	38,305	447,988	486,293	501,280
Communication Expense	186,266	2,178,420	2,364,686	2,202,420
Repairs & Maintenance	477,797	5,587,922	6,065,719	6,919,732
Fuel & Electricity	722,867	8,454,065	9,176,932	9,690,684
Depreciation	197,867	2,314,086	2,511,953	2,628,521
Warehouse Rent	21,495	251,385	272,880	293,412
Carriage Outwards & Loading	1,977,314	54,457,103	56,434,417	54,031,515
Freight and Forwarding Expenses	7,402,442	-	7,402,442	6,542,599
	<b>14,996,068</b>	<b>120,140,899</b>	<b>135,136,967</b>	<b>129,688,823</b>

## 29 Financial Expenses

Interest on Working Capital Loan	12,544,027	146,704,695	159,248,722	150,528,169
Interest Expenses on Lease Obligation	30,997	362,512	393,509	483,867
Bank Charge & Other Financial Exp.	239,206	2,797,555	3,036,761	3,546,970
	<b>12,814,230</b>	<b>149,864,762</b>	<b>162,678,992</b>	<b>154,559,006</b>

## 30 Other Loss/ Income

Scrap Sales	-	156,020	156,020	258,555
Exchange Gain/ Loss-Realised	(5,930,346)	-	(5,930,346)	(6,783,269)
Exchange Gain/Loss on Cash Held	1,490,063	-	1,490,063	1,042,693
Exchange Gain/Loss -un-Realised	(845,829)	-	(845,829)	(12,858,081)
Gain/(Loss) on Lease Modification	-	-	-	379,335
	<b>(5,286,112)</b>	<b>156,020</b>	<b>(5,130,092)</b>	<b>(17,960,767)</b>

## 31 Income Tax Expense

Income Tax for the Year (Note: 31.1)	4,070,436	31,538,562	35,608,998	25,033,457
Add: Prior year Adjustment (A.Y-2022-2023)	526,527	6,157,825	6,684,352	(9,045,034)
	<b>4,596,963</b>	<b>37,696,387</b>	<b>42,293,350</b>	<b>15,988,423</b>

### 31.1 Calculation of Current Tax

	Export	Local	Total
Sales	340,334,911	3,150,345,680	3,490,680,591
Net Profit Before Taxation	8,381,711	72,552,320	80,934,031
Other Income	-	(156,020)	(156,020)
Depreciation Accounts Base	2,441,106	23,678,962	26,120,068
Depreciation Tax Base	(2,018,979)	(19,584,288)	(21,603,267)
Depreciation of Revalued Assets	3,252	31,547	34,799
<b>Taxable Net Profit</b>	<b>8,807,090</b>	<b>76,522,521</b>	<b>85,329,611</b>
Tax Rate	12.00	22.50	
<b>a. Regular Tax</b>	<b>1,056,851</b>	<b>17,217,567</b>	
Minimum Tax Rate	1.00	1.00	
<b>b. Minimum Tax</b>	<b>3,403,349</b>	<b>31,503,457</b>	
<b>c. AIT on Export &amp; CI</b>	<b>4,070,436</b>	<b>-</b>	
Higher of (A, B & C)	<b>4,070,436</b>	<b>31,503,457</b>	<b>35,573,893</b>
d. Tax on Other Income	-	35,105	35,105
<b>Provision for the Year:</b>	<b>4,070,436</b>	<b>31,538,562</b>	<b>35,608,998</b>

Amount in Taka	
2024-2025	2023-2024

### 32 Earning Per Share

Net Profit Attributable to the Ordinary Shareholders (Tk.)	40,096,084	44,112,195
Weighted Average Number of Shares	8,000,000	8,000,000
Basic Earning Per Share (EPS)	<b>5.01</b>	<b>5.51</b>

Earnings per share (EPS) declined compared to the previous year, primarily due to a higher tax expenses imposed during the current year.

### 33 Net Operating Cash Flow Per Share (NOCFPS)

Net Cash Flow from Operating Activities	23,879,503	97,916,586
Weighted Average Number of Shares	8,000,000	8,000,000
Net Operating Cash Flow Per Share (NOCFPS)	<b>2.98</b>	<b>12.24</b>

The Net Operating Cash Flow per Share has been decreased due to increased export sales in the last three months, outstanding collection have risen, and also over payment to suppliers, income tax & employees and others as compared to previous year. We hope the net operating cash flow increased after collecting export outstanding collection.

### 34 Net Asset Value (NAV) Per Share

Net Asset Value (NAV) with Revaluation Surplus (A)	743,045,353	727,223,023
Revaluation Surplus	(14,214,371)	(12,915,450)
Net Asset Value (NAV) Without Revaluation Surplus (B)	<b>728,830,982</b>	<b>714,307,573</b>
Number of Ordinary Shares Outstanding (C)	8,000,000	8,000,000
Net Asset Value (NAV) Per Share with Revaluation Surplus (A÷C)	<b>92.88</b>	<b>90.90</b>
Net Asset Value (NAV) Per Share without Revaluation Surplus (B÷C)	<b>91.10</b>	<b>89.29</b>

### 35 Reconciliation of Cash Flows from Operating Activities

<b>Net Profit Before Tax</b>	<b>80,934,031</b>	<b>62,824,858</b>
<b>Adjustments for:</b>		
Depreciation	26,154,867	25,670,570
Gain on Lease Modification	-	(379,335)
Interest on Lease Liability	393,509	483,867
Effect of Exchange Rate Fluctuations on un-realised Gain	(1,490,063)	(1,042,693)
Depreciation on ROU Assets	2,922,186	2,394,102
Payment of Interest	159,248,722	150,528,169
Payment/(Adjustment) of Income Tax	(42,293,350)	(15,988,423)
<b>Changes in Working Capital:</b>		
Inventories	(61,140,275)	(97,566,829)
Trade Receivable	(78,422,954)	42,807,667
Advance, Deposit & Prepayments	(41,373,311)	(83,776,983)
Trade Payable	1,478,085	(15,328,925)
Security Deposit Payable	(3,967,800)	(4,831,048)
Provision for Expenses	(18,747,185)	32,705,207
Workers' Profit Participation Fund (WPPF) & WF Payable	183,041	(583,618)
<b>Net Cash Flow From Operating Activities</b>	<b>23,879,503</b>	<b>97,916,586</b>

### 36 Financial Risk Management

The company has exposure to the following risks from its use of financial instruments:

- Credit risk
- Liquidity risk
- Market risk
- Currency risk
- Interest rate risk

The Board of Directors has overall responsibility for establishing and overseeing the company's risk management framework. The Board oversees how management monitors compliance with risk management policies and procedures and reviews the adequacy of the framework in relation to the risks faced by the company.

#### 36.1 Credit Risk

Credit risk is the risk of financial loss to the company if a customer or counterparty to a financial instrument fails to meet its contractual obligations. It arises principally from the company's receivables from customers and its investment securities.

##### Exposure to Credit Risk

The maximum exposure to credit risk at the reporting date was:

	Amount in Taka	
	30-Jun-25	30-Jun-24
Trade Receivables	129,327,158	50,904,204
Advance, Deposits & Prepayment	458,257,362	416,884,051
Cash and Cash Equivalents	21,113,655	18,245,001
	<b>608,698,175</b>	<b>486,033,256</b>
<b>(a) Aging of Trade and Other Receivables</b>		
Less Than 06 Months	78,945,525	50,904,204
More than 06 months but less than 12 months	50,381,633	-
More than 12 months	-	-
	<b>129,327,158</b>	<b>50,904,204</b>

##### (b) Credit Exposure by Credit Rating

	At at 30 June 2025	
	Amount	(%)
Trade Receivables	129,327,158	21.25%
Advance, Deposit & Prepayments	458,257,362	75.28%
Cash and Cash Equivalents	21,113,655	3.47%

### 36.2 Liquidity Risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. The Company's approach to managing liquidity is to ensure, as far as possible, that it always has sufficient liquidity to meet its liabilities when due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to its reputation.

Typically, the Company ensures that it has sufficient cash and cash equivalents to meet expected operational expenses, including the servicing of financial obligations, by preparing cash flow forecasts based on the payment timelines of its financial commitments. Liquidity or funding is arranged accordingly to ensure that payments are made on or before their due dates.

In addition, the Company seeks to maintain short-term lines of credit with scheduled commercial banks to ensure the timely payment of obligations in the event of a shortfall in available cash. Liquidity requirements are assessed in advance through cash flow projections, and credit facilities are negotiated accordingly.

### 36.3 Market Risk

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

### 36.4 Currency Risk

The Company is exposed to currency risk on purchases of raw materials and export sales receivables that are denominated in currencies other than its functional currency, which is primarily the U.S. Dollar. The effects of foreign currency purchases are significant to the Company as of 30 June 2025, the Company has not entered into any derivative instruments to hedge its foreign currency risk. Gains or losses arising from foreign currency transactions are accounted for in accordance with IAS 21.

### 36.5 Interest Rate Risk

Interest rate risk is the risk that arises from changes in interest rates on borrowings. However, local currency loans are not significantly affected by fluctuations in interest rates, as the rates are below market rates. As at the reporting date, the Company has not entered into any derivative instruments to hedge interest rate risk.

### 36.6 Accounting Classification and Fair Values

Fair value of financial assets and liabilities together with carrying amount shown in the statement of financial position are as follows:

#### Loans and Receivables

Trade Receivables  
Cash and Cash Equivalents

30-Jun-25	
Carrying Amount	Fair Value
129,327,158	129,327,158
21,113,655	21,113,655

#### Liabilities Carried at Amortized Costs

Lease Liability  
Current Portion of Lease Obligation  
Trade Payable  
Other Liabilities

1,542,380	-
2,005,440	-
5,899,897	5,899,897
90,445,802	90,445,802

#### Loans and Receivables

Trade Receivables  
Cash and Cash Equivalents

30-Jun-24	
Carrying Amount	Fair Value
50,904,204	50,904,204
18,245,001	18,245,001

#### Liabilities Carried at Amortized Costs

Lease Liability  
Current Portion of Lease Obligation  
Trade Payable  
Other Liabilities

1,629,121	-
2,611,260	-
4,421,812	4,421,812
115,820,379	115,820,379

### 37 Contingent Liabilities/ Off Balance Sheet Items

#### 37.1 Commitments

The Company has corporate guarantee as commitment amounting Taka 597,50 (Crore) as at 30 June 2025.

#### 37.2 Claims not Acknowledged

There was no claim against the company not acknowledged as debt as at 30 June 2025.

### 38 (i) Related Party Disclosures

Name of Directors/ Shareholders	Status in AMCL	Name of the firms/companies in which interested is the proprietor, partner, director, managing agent, guarantor, employee etc.	Status in interested entity	(%) of holding/ interest in the concern as on 30.06.2025
Ahsan Khan Chowdhury	Chairman	Rangpur Foundry Ltd.	Chairman	24.87%
		Property Development Ltd.	Director	23.34%
		PRAN Foods Ltd.	Director	96.93%
		PRAN Agro Ltd.	Director	39.99%
		Kaligonj Agro Processing Ltd.	Director	2.78%
		RFL Plastics Ltd.	Director	99.85%
		PRAN Dairy Ltd.	Director	82.64%
		Mymensingh Agro Ltd.	Director	9.96%
		Career Builders Ltd.	Director	15.00%
		Chorka Textile Ltd.	Director	20.13%
		Packmat Industries Ltd.	Director	43.14%
		Rangpur Metal industries Ltd.	Director	11.23%
		Durable Plastic Ltd.	Director	13.69%
		Durable Petro Chemical Ltd.	Director	49.83%
		Banga Millers Ltd.	Director	0.17%
		Banga Bakers Ltd.	Director	0.028%
		AKC (Pvt) Ltd.	Director	87.50%
		Get Well Ltd.	Director	6.25%
		Advace Trims Soluton BD Ltd.	Director	54.22%
		Sylvan Technologies Ltd.	Chairman	98.70%
Gonga Foundry Ltd.	Director	6.96%		
Advance Personal Care Ltd.	Director	99.34%		
RFL Electronic Ltd.	Director	0.76%		
Md. Eleash Mridha	Managing Director	Property Development Ltd	Director	0.02%
		Advance Personal Care Ltd.	Chairman	0.14%
		Kaligonj Agro Processing Ltd.	Chairman	0.00%
		Banga Millers Ltd.	Chairman	0.01%
		Banga Bakers Ltd.	Chairman	0.00%
		Chorka Textile Ltd.	Chairman	0.02%
		Mymensingh Agro Ltd.	Chairman	0.00%
		PRAN Agro Ltd.	Chairman	0.00%
		PRAN Foods Ltd.	Chairman	0.00%
		Packmat Industries Ltd.	Chairman	2.16%
		Sylvan Technologies Ltd.	Chairman	0.04%

Name of Directors/ Shareholders	Status in AMCL	Name of the firms /companies in which interested is the proprietor, partner, director, managing agent, guarantor, employee etc.	Status in interested entity	(%) of holding/ interest in the concern as on 30.06.2025
Uzma Chowdhury	Director Finance	Rangpur Foundry Ltd.	Director	0.04%
		Property Development Ltd.	Chairman	0.03%
		PRAN Foods Ltd.	Director	1.99%
		PRAN Agro Ltd.	Director	0.005%
		Kaliganj Agro Processing Ltd.	Director	0.005%
		RFL Plastics Ltd.	Director	0.02%
		Chorka Textile Ltd.	Director	0.013%
		Packmat Industries Ltd.	Director	2.16%
		Rangpur Metal industries Ltd.	Director	0.001%
		Durable Plastic Ltd.	Director	0.03%
		Banga Millers Ltd.	Director	0.0008%
		Banga Bakers Ltd.	Director	0.0001%
		Get Well Ltd.	Director	0.001%
		Advance Trims Solution BD Ltd	Director	0.020%
		Sylvan Technologies Ltd.	Director	0.0002%
		Gonga Foundry Ltd.	Director	0.000%
Advance Personal Care Ltd.	Director	0.14%		
RFL Electronics Ltd.	Director	0.001%		
Sabiha Amjad	Director	Rangpur Foundry Ltd.	Director	2.50%
		Career Builders Ltd.	Director	8.00%

## (ii) Related Party Transactions

(a) Corporate guarantee issued to related parties under the resolution of Board of Directors were as follows:

In favour of	On behalf of	Amount in Crore (Taka)	Purpose
Hongkong & Shanghai Banking Corporation	Pran Agro Ltd.	230.00	Working capital
Standard Chartered Bank	Pran Dairy Ltd.	80.00	Term loan & Working Capital
Standard Chartered Bank	Pran Dairy Ltd.	77.50	Term loan & Working Capital
Citi Bank NA	Pran Foods Ltd.	210.00	Working capital
		<b>597.50</b>	

(b) Corporate guarantee received from related parties under the resolution of Board of Directors were as

In favour of	On behalf of	Amount in Crore (Taka)	Purpose
Hongkong & Shanghai Banking	Habigonj Agro Ltd.	52.00	Working capital
Standard Chartered Bank	Pran Dairy Ltd	200.00	
Bank Asia	Property Development	235.00	
Citi Bank NA	Pran Foods Ltd	80.00	
Bangladesh Krishi bank	Pran Foods Ltd	15.00	
Hongkong & Shanghai Banking	Pran Foods Ltd	52.00	
		<b>634.00</b>	

### (c) Other Related party Transactions During the Year

During the period, the Company carried out a number of transactions with related parties in the normal course of business. The name of the related parties and nature of the transactions have been set out in accordance with the provisions of International Accounting Standard 24 Related Party Disclosures.

			Transaction Value		Outstanding Value	
			30-Jun-25	30-Jun-24	30-Jun-25	30-Jun-24
Name of the Company	Relationship	Name of Transaction	Amount in Taka (Crore)	Amount in Taka (Crore)	Amount in Taka (Crore)	Amount in Taka (Crore)
Banga Building Materials	Sister Concern	Expenses/Purchase	0.51	0.41	-	-
Pran Agro Ltd.	Sister Concern	Expenses/Purchase	28.90	28.63	-	-
Pran Dairy Ltd.	Sister Concern	Expenses/Purchase	44.54	57.21	-	-
Pran Foods Ltd.	Sister Concern	Expenses/Purchase	40.41	28.76	-	-
Habigonj Agro Ltd.	Sister Concern	Expenses/Purchase	22.77	33.38	-	-
Mymensing Agro Ltd.	Sister Concern	Expenses/Purchase	14.83	5.01	-	-

### 39 Disclosure as per Schedule XI, Part II, Para 3 of the Companies Act 1994 :

The company had 1,903 permanent employees as on 30 June 2025 and 1,877 permanent employees as on 30 June 2024 and a varying number of seasonal and temporary workers as required. All permanent employees receive remuneration in excess of taka 36,000 per annum each.

#### Location of Employee

Head Office Staffs

Plant Staffs

	Number of Staff	
	30-Jun-25	30-Jun-24
Head Office Staffs	1,038	927
Plant Staffs	865	950
	<b>1,903</b>	<b>1,877</b>

### 40 Disclosure as per Schedule XI, Part II, Para 4 of the Companies Act 1994 Regarding Payments/perquisites to Directors

- No compensation/ perquisite was allowed by the Company to the Directors of the Company.
- The rate at which Directors are entitled to draw board meeting attendance fees is Tk. 1,500 per Director per meeting. But no meeting fee was drawn.
- No amount of Money was expended by the company for compensating any member of the Board for special services.

### 41 Disclosure as Per Schedule XI, Part II, Para 7 of the Companies Act 1994

Name of Items	Production units in Pcs/ Pkt (different sizes)		
	Capacity	Production	% of utilization
Juice, Drinks & Others	279,212,000	132,878,908	47.59%
Mineral Water	33,830,000	23,689,046	70.02%
Soft Drinks	13,650,000	8,361,516	61.26%
Ice Pop, Candy, Robust and Others	31,720,000	26,036,781	82.08%

**Product details: Juice, Drinks & Others includes** PRAN Fruit Juice, PRAN Mango Juice, PRAN Orange Flavour, PRAN Litchi Flavour, PRAN Orange Plus, PRAN Mango Plus, Robust, PRAN Rose Water, PRAN Synthetic Vinegar, Total Milk Tea, Safe Tasty Salted, Kofi House. **Mineral Water includes** PRAN Drinking Water, **Soft Drinks includes** Maxx Lemon, PRAN Maxx Cola, Maxx Orange, Braver, Bulldozer, Cheer Up and **Ice Pop, Candy, Robust and Others includes** PRAN Choco Choco, Milky Stick King, Fruto Toffee, PRAN Frooto Candy and others.

#### 42 Disclosure as Per Schedule XI, Part II, Para 8 (e) of the Companies Act 1994

During the year, export sales include Tk. 324,774,723 equivalent to US \$ 2,714,415 (Tk. 147,446,541 equivalent to US \$ 1,340,636 for the year ended 30 June 2024).

#### 43 Tax Assessment Status

Accounting year	Assessment year	Status
2023-2024	2024-2025	Submitted-Under Section 170.
2022-2023	2023-2024	Submitted-Under Section 170.
2021-2022	2022-2023	Completed

#### 44 Events After the Reporting Period


##### Amount to be Distributed as Dividend


The Board of Directors have recommended 32% cash dividend for the year ended 30 June 2025 in their board meeting held on 26 October 2025 subject to approval of the shareholders in the Annual General Meeting. The financial statements for the year ended 30 June 2025 do not include the effect of cash dividend which will be accounted for the period when the shareholders' right to receive the payment is established.


##### Other Events


There are no other material events identified after the statement of financial position date which require adjustment or disclosure in these financial statements.

Events after statement of financial position date that provide additional information about the Company's position at the statement of financial position date are reflected in the financial statements. Events after statement of financial position date that are non-adjusting events are disclosed in the notes when material.

  
**Muhammad Shariful Islam**  
 Company Secretary

  
**Mohammad Yeamin**  
 Chief Financial Officer

  
**Md. Eleash Mridha**  
 Managing Director

  
**Ahsan Khan Chowdhury**  
 Chairman

**AGRICULTURAL MARKETING CO LTD**  
Property, Plant & Equipment

Particulars	COST / VALUATION			Rate of Dep. %	DEPRECIATION			Written Down Value as on 30-Jun-2025
	Balance as on 01-July-2024	Addition During the Year	Total cost as on 30-Jun-2025		Balance as on 01-July-2024	Charged During the Year	Total cost as on 30-Jun-2025	
<b>Original Value</b>								
Land & Land Development	21,973,605	-	21,973,605	-	-	-	-	21,973,605
Factory Building	163,498,571	-	163,498,571	10%	3,577,162	131,304,114	32,194,457	32,194,457
Machinery & Equipment	971,216,139	-	971,216,139	10%	749,824,810	771,963,943	199,252,196	199,252,196
Furniture & Fixtures	2,391,217	-	2,391,217	10%	2,298,267	2,307,562	83,655	83,655
Tools & Accessories	272,417	-	272,417	20%	271,779	271,907	510	510
Vehicles	71,042,060	-	71,042,060	10%	67,525,782	67,877,410	3,164,650	3,164,650
Office Equipment	2,743,438	-	2,743,438	10%	2,499,705	2,524,078	219,360	219,360
Plastic Container	10,392,058	-	10,392,058	10%	10,293,662	10,303,502	88,556	88,556
Other Fixed Assets	22,217,888	-	22,217,888	10%	22,132,797	22,141,306	76,582	76,582
<b>Sub-total</b>	<b>1,265,747,393</b>	<b>-</b>	<b>1,265,747,393</b>		<b>982,573,754</b>	<b>1,008,693,822</b>	<b>257,053,571</b>	<b>257,053,571</b>
<b>Revalued Amount</b>								
Land & Land Development	14,836,383	-	14,836,383	-	-	-	-	14,836,383
Factory Building	5,024,125	-	5,024,125	10%	4,731,974	4,761,189	262,936	262,936
Machinery & Equipment	6,127,838	-	6,127,838	10%	6,071,995	6,077,579	50,259	50,259
Vehicles	335,533	-	335,533	10%	335,533	335,533	-	-
<b>Sub-Total</b>	<b>26,323,879</b>	<b>-</b>	<b>26,323,879</b>		<b>11,139,502</b>	<b>11,174,301</b>	<b>15,149,578</b>	<b>15,149,578</b>
<b>Net Book Value as on 30 June 2025</b>	<b>1,292,071,272</b>	<b>-</b>	<b>1,292,071,272</b>		<b>993,713,256</b>	<b>1,019,868,123</b>	<b>272,203,149</b>	<b>272,203,149</b>
<b>Net Book Value as on 30 June 2024</b>	<b>1,157,101,351</b>	<b>134,969,921</b>	<b>1,292,071,272</b>		<b>968,042,686</b>	<b>993,713,256</b>	<b>298,358,016</b>	<b>298,358,016</b>
<b>Right of use Asset as on 30 June 2025</b>	<b>14,128,036</b>	<b>2,236,340</b>	<b>16,364,376</b>		<b>9,848,654</b>	<b>12,770,840</b>	<b>3,593,536</b>	<b>3,593,536</b>
<b>Right of use Asset as on 30 June 2024</b>	<b>17,790,352</b>	<b>(3,662,316)</b>	<b>14,128,036</b>		<b>7,454,552</b>	<b>9,848,654</b>	<b>4,279,382</b>	<b>4,279,382</b>

Amount in Taka	
30-Jun-25	30-Jun-24
25,769,571	25,242,463
795,529	193,688
2,511,953	2,628,521
<b>29,077,053</b>	<b>28,064,672</b>
26,154,867	25,670,570
621,210	-
2,300,976	2,394,102
<b>29,077,053</b>	<b>28,064,672</b>

**Allocation of Depreciation**

Factory Overhead (Note-24.1)  
Administrative Expenses (Note-25)  
Distribution Expenses (Note-28)

**Depreciation Comprises**

Depreciation of Property, Plant & Equipments  
Depreciation of Right of Use Assets-HO  
Depreciation of Right of Use Assets-WH

**Total Depreciation Allocation**

## AGRICULTURAL MARKETING COMPANY LIMITED

Statement of Profit or Loss and Other Comprehensive Income  
for the year ended 30 June 2025

	Notes	2024-2025			2023-2024
		Export	Local	Total	Total Taka
<b>Sales</b>	23	340,334,911	3,150,345,680	3,490,680,591	3,306,077,584
Cost of Goods Sold	24	(281,821,378)	(2,541,220,934)	(2,823,042,312)	(2,674,023,177)
<b>Gross Profit</b>		<b>58,513,533</b>	<b>609,124,746</b>	<b>667,638,279</b>	<b>632,054,407</b>
<b>Expenses</b>		<b>(31,612,394)</b>	<b>(383,236,068)</b>	<b>(414,848,462)</b>	<b>(392,846,115)</b>
Administrative Expenses	25	7,198,762	84,190,841	91,389,603	86,342,699
Marketing Expenses	26	3,634,891	104,182,059	107,816,950	102,779,987
Selling Expenses	27	5,782,673	74,722,269	80,504,942	74,034,606
Distribution Expenses	28	14,996,068	120,140,899	135,136,967	129,688,823
<b>Operating Profit</b>		<b>26,901,139</b>	<b>225,888,678</b>	<b>252,789,817</b>	<b>239,208,292</b>
Financial Expenses	29	(12,814,230)	(149,864,762)	(162,678,992)	(154,559,006)
<b>Operating Profit After Financial Expenses</b>		<b>14,086,909</b>	<b>76,023,916</b>	<b>90,110,825</b>	<b>84,649,286</b>
Other Income	30	(5,286,112)	156,020	(5,130,092)	(17,960,767)
<b>Net Profit before WPPF &amp; Tax</b>		<b>8,800,797</b>	<b>76,179,936</b>	<b>84,980,733</b>	<b>66,688,519</b>
Contribution to Workers' Participation & Welfare Fund		(419,086)	(3,627,616)	(4,046,702)	(3,863,661)
<b>Profit Before Taxation</b>		<b>8,381,711</b>	<b>72,552,320</b>	<b>80,934,031</b>	<b>62,824,858</b>
<b>Provision for Income Tax</b>		<b>(4,455,064)</b>	<b>(36,382,883)</b>	<b>(40,837,947)</b>	<b>(18,712,663)</b>
Current Tax		4,596,963	37,696,387	42,293,350	15,988,423
Deferred Tax		(141,899)	(1,313,504)	(1,455,403)	2,724,240
<b>Surplus for the Year</b>		<b>3,926,647</b>	<b>36,169,437</b>	<b>40,096,084</b>	<b>44,112,195</b>



**Agricultural Marketing Co. Ltd.**  
**PRAN Centre, GA-105/1, Middle Badda, Dhaka-1212**  
**PROXY FORM**

This proxy card is used for the 40<sup>th</sup> AGM of the shareholders of Agricultural Marketing Co. Ltd. It will be held on Wednesday, December 24, 2025 at 09.30 a.m. on the virtual system by using a digital platform through the following link <https://amcl.digitalagmbd.net>

I/We.....

having BO # 

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Of.....to be me/our proxy to attend

and vote on my/our behalf at the 40<sup>th</sup> AGM of the shareholder of Agricultural Marketing Co. Ltd. will be held on Wednesday, December 24, 2025 st 09.30 am. on the virtual system by using a digital platform through the following link <https://amcl.digitalagmbd.net> and at any adjournment thereof.



.....  
Signature of the Proxy

.....  
Signature of the Shareholder(s)

Notes: This form of proxy, duly completed, must be deposited at least 48 hours before the meeting at the Company share department at PRAN Center, Ga-105/1, Middle Badda, Dhaka-1212, praxy will be invalid if not signed and stamped as shown above.

The signature of the shareholder should agree with the specimen signature registered by the Company.



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# Export Destinations Around the **Globe**



**AGRICULTURAL MARKETING CO. LTD.**

**Corporate Headquarters:**

PRAN Center, Ga-105/1 Pragati Sarani  
Middle Badda, Dhaka-1212, Bangladesh  
Phone: +88-02-222281792, Fax: +88-02-8837464  
Web: [www.amclpran.com](http://www.amclpran.com)