

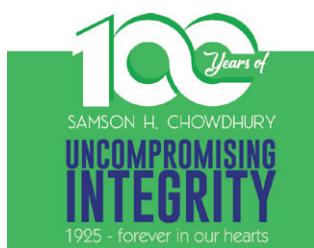


2024-2025



# ANNUAL REPORT

Year Ended June, 2025



Year Ended June, 2025

Annual Report



SQUARE  
67 years  
ago



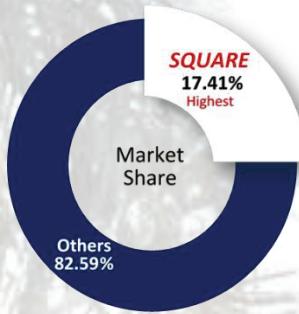
Established 67 years ago in the district of Pabna, Bangladesh, of the then East Pakistan, under the leadership of late **Mr. Samson H Chowdhury**, Square Pharmaceuticals has grown from its modest beginnings into the nation's largest and most trusted pharmaceutical company, and the leader of Bangladesh's pharmaceutical sector, guided by innovation, quality, and ethical governance.

In pursuit of our honorable founder's vision, we continue to drive development and expansion, strengthening our local presence, extending our global reach, and embracing advanced ideas and technologies to enhance our contribution to the public health at home and abroad.

With the trust of our stakeholders and the dedication of our people, we remain committed to shaping a healthier, brighter, and more prosperous future.

O Almighty bless us all.

Square Pharmaceuticals PLC.



# Key Highlights

Standalone

Net Revenue

**0.31%**

2024-25: BDT **59.98** Billion

2023-24: BDT **59.79** Billion

Domestic Revenue

**0.09%**

2024-25: BDT **57.45** Billion

2023-24: BDT **57.40** Billion

Export Revenue

**5.59%**

2024-25: BDT **2.53** Billion

2023-24: BDT **2.39** Billion

Profit (After Tax)

**5.47%**

2024-25: BDT **14.74** Billion

2023-24: BDT **15.59** Billion

Dividend Payout

**9.09%**

2024-25: BDT **10.64** Billion

2023-24: BDT **9.75** Billion

Earnings Per Share

**5.47%**

2024-25: BDT **16.63** per share

2023-24: BDT **17.59** per share

Net Asset Value Per Share

**4.50%**

2024-25: BDT **124.71** per share

2023-24: BDT **119.35** per share

Net Operating Cash Flow

**10.03%**

2024-25: BDT **15.92** Billion

2023-24: BDT **17.70** Billion

\* Profit and EPS has declined due to transfer of several products to Square Lifesciences Ltd., a virtually wholly owned subsidiary (99.95%) for strategic reasons.

However, the Consolidated Profit and EPS increased by **14.54%** over the previous year.



# ANNUAL REPORT

Year ended 30 June 2025

## 2024-2025



## Important Items of this Report

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SQUARE PHARMACEUTICALS PLC.

Square Centre  
48 Mohakhali Commercial Area  
Dhaka, Bangladesh

Since 1958

## About Us

**SQUARE** Pharma, the largest pharmaceuticals company in the Country, is a trusted name in the pharmaceuticals sector of Bangladesh. Like most indigenous concerns, it made its debut in a humble way in 1958 as a Partnership Firm under the leadership of the Late Mr. Samson H Chowdhury. The next year, 12 workers inhabited a 3,000 sq. ft. facility, produced the first EASTON'S syrup, and made a turnover of Tk. 55,000.

In 1964, the Partnership Firm converted into a Private Limited Company, then in 1991, converted into a Public Limited Company and became Publicly Listed Company in 1995.

**SQUARE** today symbolizes a name - a state of mind. From its inception in 1958, it has today burgeon into one of the top line conglomerates in Bangladesh.

**SQUARE** Pharma, the flagship company, is holding a strong leadership position (#1) in the pharmaceutical industry of Bangladesh since 1985.

It has extended its range of services towards the highway of the global market. It pioneered exports of medicines from Bangladesh in 1987 and has been exporting antibiotics and other pharmaceutical products. This extension in business and services has manifested the credibility of **SQUARE** Pharma.

**SQUARE** Pharma emphasizes the quality of products, processes, and services leading to the growth of the company imbued with good governance practices.

**SQUARE** Pharma's consolidated net turnover during the year 2024-2025 was BDT 76.29 billion (US\$ 621.75 million) a growth rate of about 8.83%. Market share about 17.41% and having around 15,934 employees across the country and abroad. **SQUARE** Pharma is not enjoying bank loans since FY 2018-2019.

The market capitalization of **SQUARE** Pharma is around BDT 185.18 billion (US \$1.51 billion), which places it 1<sup>st</sup> in ranking in the pharmaceuticals sector.



[www.squarepharma.com.bd](http://www.squarepharma.com.bd)

**SQUARE**  
PHARMACEUTICALS  
PLC.

# VISION & MISSION

## VISION

We view business as a means to the material and social wellbeing of the investors, employees and the society at large, leading to accretion of wealth through financial and moral gains as a part of the process of the human civilization.

## MISSION

Our Mission is to produce and provide quality & innovative healthcare relief for people, maintain stringently ethical standard in business operation also ensuring benefit to the shareholders, stakeholders and the society at large.

## OBJECTIVE

Our objectives are to conduct transparent business operation based on market mechanism within the legal & social framework with aims to attain the mission reflected by our vision.

## CORPORATE FOCUS

Our vision, our mission and our objectives are to emphasize on the quality of product, process and services leading to growth of the company imbued with good governance practices.





# SQUARE PHARMACEUTICALS PLC.

Square Centre  
48 Mohakhali Commercial Area  
Dhaka, Bangladesh

To  
The Members  
Bangladesh Securities and Exchange Commission  
Registrar of Joint Stock Companies & Firms  
Dhaka Stock Exchange PLC.  
Chittagong Stock Exchange PLC.

## Annual Report for the year ended June 30, 2025

Dear Sir(s)

We are pleased to enclose a copy of the Annual Report containing the Directors' Report and Auditors' Report along with Audited Financial Statements including the Statement of Financial Position as at June 30, 2025, Statement of Profit or Loss and Other Comprehensive Income, Changes in Equity and Cash Flows for the year ended June 30, 2025 along with notes thereon and all related Consolidated and Subsidiary Financial Statements for your record and necessary measures.

With best regards.

Khandaker Habibuzzaman  
Company Secretary

Dated: 23 November, 2025

## WE STRIVE FOR

We in SQUARE, strive, above all, for top quality health care products at the least cost reaching the lowest rungs of the economic class of people in the country. We value our social obligations.

We owe our shareholders and strive for protection of their capital as well as ensure highest return and growth of their assets.

We strive for best compensation to all the employees who constitute the back-bone of the management and operational strength of the company through a pay-package composing salary/wages, allowances, bonuses, profit participation, leave salary and superannuation & retirement benefits.

We strive for the best co-operation of the creditors & debtors the banks & Financial Institutions who provide Financial support when we need them, the suppliers of raw materials & suppliers who offer them at the best prices at the opportune moments, the providers of utilities-power, gas & water etc. and the customers who buy our products & services by redeeming their claim in time by making prompt payment and by distributing proper product on due dates to our customers.

We strive for fulfillment of our responsibility to the government through payment of entire range of due taxes, duties and claims by various public agencies like municipalities etc.

We strive, as responsible citizen, for a social order devoid of malpractices, anti-environmental behaviors, unethical and immoral activities and corruptive dealings.

We strive for equality between sexes, races, religions and regions in all spheres of our operation without any discriminatory treatment.

## SQUARE

We strive for practicing good-governance in every sphere of activities covering inter alia not being limited to, disclosure & reporting to share-holders, holding AGM in time, distribution of dividends and other benefits to shareholders, reporting/dissemination of price sensitive information, acquisition of shares by insiders, recruitment & promotion of staff, procurement & supplies, sale of assets etc. all that directly and indirectly affect the interest of concerned groups - the shareholders, the creditors, suppliers, employees, government and the public in general.

We strive for an environment free from pollution and poisoning.

We strive for the achievement of millennium development goals for the human civilization.





# SQUARE PHARMACEUTICALS PLC.

Square Centre  
48 Mohakhali Commercial Area  
Dhaka, Bangladesh

## NOTICE TO THE MEMBERS

### Dear Members

Notice is hereby given that the 59<sup>th</sup> Annual General Meeting of the Members of Square Pharmaceuticals PLC. will be held on Monday the 15th December, 2025 at 10:00 a.m. under the virtual platform through the link <https://agmbd.live/squarepharma2025> 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 reports of the Directors' and the Auditors' thereon.
- Agenda-2: To declare a dividend for the year ended 30<sup>th</sup> June, 2025.
- Agenda-3: To elect Directors in terms of the relevant provision of the Articles of Association.
- Agenda-4: To appoint Statutory Auditors for the year 2025-2026 and fix the remuneration.
- Agenda-5: To appoint the Compliance Auditor for the year 2025-2026 and fix the remuneration.
- Agenda-6: To confirm the appointment of the Female Independent Director.
- Agenda-7: To re-appoint the Managing Director of the Company.

By order of the Board

Khandaker Habibuzzaman  
Company Secretary

23 November, 2025

#### Notes:

- i) The proxy form must be affixed with the requisite revenue stamp and be deposited at the Registered Office of the Company not less than 48 hours before the time fixed for the meeting.
- ii) Members are requested to submit to the Company's Share Office on or before 10<sup>th</sup> December 2025, their written option to receive dividends. In case of non-submission of such option with the stipulated time, the dividend will be paid off as deemed appropriate by the Company.
- iii) The Annual Report is available on the Company's website at [www.squarepharma.com.bd](http://www.squarepharma.com.bd)

# The Authority

## Board of Directors

### Chairman

**Mr. Samuel S Chowdhury**  
Non-Executive Director



Appointed to the Board in the year 1990.  
Appointed as Chairman in the year 2012.  
MBA from the Trinity University, USA.  
Eldest Son of Late Samson H Chowdhury  
(Founder Chairman).

Chairman of Square Pharmaceuticals Kenya EPZ  
Ltd., Square Lifesciences Ltd., Square Hospitals  
Ltd., Square Toiletries Ltd., Square Food &  
Beverages Ltd., Square Fashions Ltd., Square  
Denims Ltd., Square Apparels Ltd., Square Air  
Ltd., Mediacom Ltd., Maasranga

Communications Ltd. (Maasranga TV), and other 13 companies under Square  
Group. Managing Director of Square Textiles PLC. (Listed).

### Vice Chairman

**Mrs. Ratna Patra**  
Executive Director



Appointed to the Board in the year 2007.  
Appointed as Vice Chairman in the year 2012.  
Arts Graduate from the University of Dhaka.  
Only Daughter of Late Samson H Chowdhury  
(Founder Chairman)

Vice Chairman of Square Pharmaceuticals Kenya EPZ  
Ltd., Square Lifesciences Ltd., Square Hospitals Ltd.,  
Square Textiles PLC. (Listed), Square Toiletries Ltd.,  
Square Fashions Ltd., Square Denims Ltd., Square  
Apparels Ltd., Square Air Ltd., Mediacom Ltd.,  
Maasranga Communications Ltd. (Maasranga TV), and  
other 8 companies under Square Group.

### Managing Director

**Mr. Tapan Chowdhury**  
Executive Director



Appointed to the Board in the year 1980.  
Appointed as Managing Director in the year 1995.  
Science Graduate from the University of Dhaka.  
Diploma in Marketing & Management, UK.  
2<sup>nd</sup> son of Late Samson H Chowdhury  
(Founder Chairman).

Chairman of Square Textiles PLC. (Listed)  
and Square Health Ltd.

Director of Square Pharmaceuticals Kenya EPZ Ltd.,  
Square Lifesciences Ltd., Square Hospitals Ltd., Square  
Toiletries Ltd., Square Food & Beverages Ltd., Square  
Fashions Ltd., Square Denims Ltd., Square Apparels Ltd., Square Air Ltd., Mediacom

Ltd., Maasranga Communications Ltd. (Maasranga TV) and other 15 companies  
under Square Group.

The Board of Directors  
is made up of the  
following veteran  
Members:

**Mr. Samuel S Chowdhury**  
Chairman  
Shareholding 9.50%

**Mrs. Ratna Patra**  
Vice Chairman  
Shareholding 8.98%

**Mr. Tapan Chowdhury**  
Managing Director  
Shareholding 9.65%

**Mr. Anjan Chowdhury**  
Director  
Shareholding 9.40%

**Mr. Kazi Iqbal Harun**  
Director  
Shareholding 6.07%

**Mr. Abul Kalam Azad**  
Independent Director  
Non shareholding

**Mr. Muhammadul Haque**  
Independent Director  
Non shareholding



### Director

**Mr. Anjan Chowdhury**  
Non-Executive Director

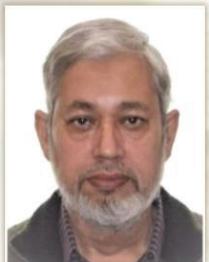


Appointed to the Board in the year 1990.  
BBA from the University of South Florida, USA.  
Youngest son of Late Samson H Chowdhury  
(Founder Chairman).

Managing Director of Square Toiletries Ltd., Square Food & Beverages Ltd., Square Texcom Ltd., Square Air Ltd., Mediacom Ltd., Maasranga Communications Ltd. (Maasranga TV) and Square Securities Management Ltd.  
Director of Square Textiles PLC. (Listed), Square Pharmaceuticals Kenya EPZ Ltd., Square Hospitals Ltd., Square Lifesciences Ltd., Square Fashions Ltd., Square Denims Ltd., Square Apparels Ltd., and other 8 companies under Square Group.

### Director

**Mr. Kazi Iqbal Harun**  
Non-Executive Director



Appointed to the Board in the year 1990.  
M.Sc. in Applied Chemistry, Rajshahi University  
Son of late Dr. Kazi Harunur Rashid,  
(One of the Founder Director)

Director of Square Toiletries Ltd.

The Board of Directors status in accordance with the Constitution and Law:

### Constitution

Not less than 3 or more than 11

### Type of Mandate

Unitary Board of 7 (seven) Directors

### Female Member

1 (one)

### Male Member

6 (six)

### Non-Executive Director

3 (Three)

### Executive Director

2 (two)

### Independent Director

2 (two)

### Board Meeting during the year 2024-2025

12 (Twelve)

### Independent Director

**Mr. Abul Kalam Azad**



Appointed to the Board in the year July 2023.  
Commerce Graduate from the University of Chittagong.  
Fellow Member (FCA) of Institute of Chartered Accountants of Bangladesh.  
Founding Principal and Sole Practitioner of Azad Abul Kalam & Co., Chartered Accountants, since 2008 and Founding Partner and Sole Practitioner of Azad Zamir & Co., Chartered Accountants since 1984.  
Independent Director of Square Textiles PLC  
Former Independent Director, Envoy Textiles Ltd.

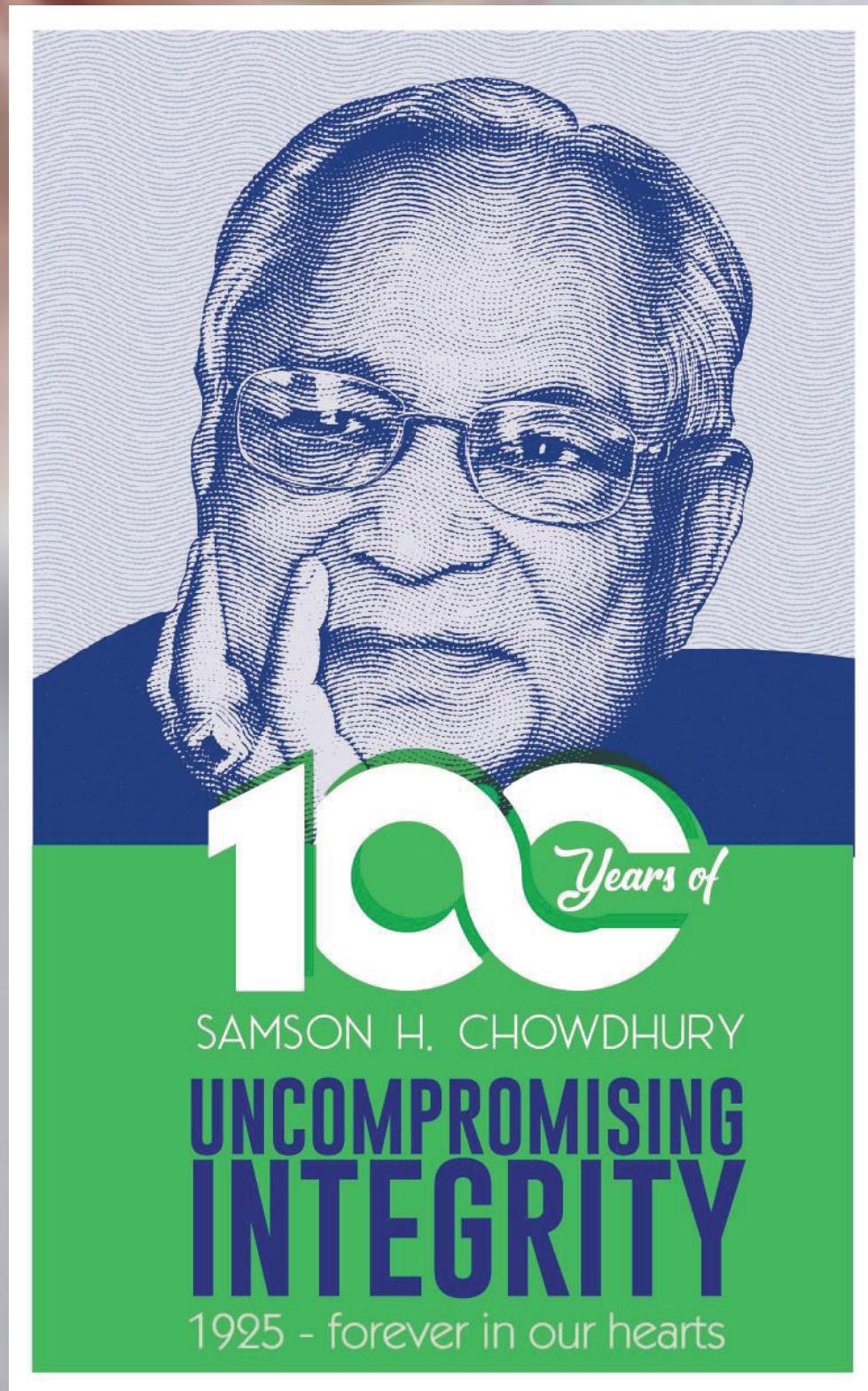
### Independent Director

**Mr. Muhammadul Haque**



Appointed to the Board in the year April 2024.  
MBA, IBA, University of Dhaka.  
Veteran Marketer, Former Executive Director Marketing (CMO) of Square Pharmaceuticals PLC.  
Independent Director of Square Textiles PLC.

# The Founder



## FROM THE CHAIRMAN

Dear Shareholders,  
Ladies and Gentlemen

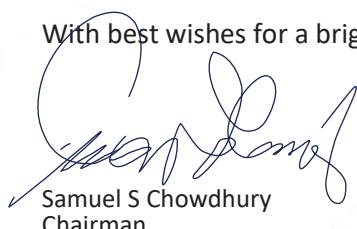
I am under the emotional pressure of heart and head to recall with gratitude the legacy of late Samson H Chowdhury, the Founding Father of the "SQUARE GROUP" on the occasion of every Annual General Meeting of the honorable Shareholders. I feel it my obligation to inform them of the position of the events of the year under review and throw a tinge of light on the expected business operations that are knowable or unknown under the vicious social disorders that are continuously happening in the world of wars and are thrashed on the shoulders of the human and all living beings exceeding all the events of all the ages.

Despite the despicable situation that exist almost in every segment of business and its management our company had continued to make a normal stride despite effects of COVID-19 followed by international financial crises, to retain its position of number "ONE" in the sector due to, amongst others, tenacious efforts of the Management Team headed by the Managing Director, Mr. Tapan Chowdhury, whose personal skill and style have had a positive impact on growth in investments, turnover though with a marginal fall in the earnings per share. However, the Board of Directors decided to recommend a higher rate (120%) of dividend for the year (2024-2025), considering the current fragile financial conditions of the Capital Market.

Before I conclude, I would like to thank all the Shareholders, various Government Agencies including the Directorate General of Drug Administration, Bangladesh Bank, National Board of Revenue, Directorate of Health Services whose role in creating favorable policy decisions from time to time have had an appreciable impact on the growth of the Health Sector, as well as Regulating Authorities such as Bangladesh Securities and Exchange Commission, Controller of Insurance, and other related institutions for their cooperation and support to our company and the sector in general.

With hopes for better days for all of us.

With best wishes for a bright and healthy life.



Samuel S Chowdhury  
Chairman

**14** Brands  
are TOP  
Out of the 50 brands  
of Pharma Sector



# Corporate Operational Results

Square Pharmaceuticals PLC.

5 Years  
Standalone

Figures in '000					
Business Results:	2024-2025	2023-2024	2022-2023	2021-2022	2020-2021
Net Revenue	59,979,146	59,794,585	58,419,085	55,798,183	49,169,800
Cost of Goods Sold	34,128,756	32,526,764	30,384,777	27,958,027	24,800,036
Gross Profit	25,850,390	27,267,821	28,034,308	27,840,156	24,369,764
Net Profit (Before Tax)	19,296,472	19,887,843	21,097,122	21,024,560	18,755,933
Net Profit (After Tax)	14,739,291	15,591,372	16,470,228	16,417,497	14,743,265
Net Assets Value (NAV)	110,553,246	105,795,120	100,516,964	93,007,355	82,217,575
Total Assets	122,951,021	112,009,915	104,755,128	97,535,187	86,602,384
Bank Borrowings	-	-	-	-	-
Current Assets	72,813,872	69,735,986	70,169,515	62,748,424	54,945,934
Current Liabilities	11,544,572	5,589,046	3,212,078	3,349,091	3,109,956
Current Ratio	6.31	12.48	21.85	18.74	17.67
Net Assets Value (NAV) per Share	124.71	119.35	113.39	104.92	92.75
Net Operating Cash Flow per Share	17.96	19.96	9.17	13.93	12.27
EPS-Earnings per Share (SPL)	16.63	17.59	18.58	18.52	16.63
EPS-Earnings per Share (Consolidated)	27.04	23.61	21.41	20.48	17.99
EPS at Original Capital at IPO	1,473.93	1559.14	1,647.02	1,641.75	1,474.33
Quoted Price per Share - DSE	208.90	210.90	210.20	216.70	215.50
Quoted Price per Share - CSE	208.50	211.50	209.80	216.90	215.60
Price Earnings Ratio-DSE (Time)	12.56	11.99	11.31	11.70	12.96
Price Earnings Ratio-CSE (Time)	12.54	12.02	11.29	11.71	12.96
Market Capitalization-DSE (in billion)	185.18	186.95	186.33	192.09	191.03
Market Capitalization-CSE (in billion)	184.83	187.48	185.98	192.27	191.12
No. of Shares Outstanding	886,451,010	886,451,010	886,451,010	886,451,010	886,451,010
Face Value per Share	10.00	10.00	10.00	10.00	10.00
Dividend (Cash)	120%	110%	105%	100%	60%
Dividend (Stock)	0%	0%	0%	0%	0%
Dividend Payout (in '000)	10,637,412	9,750,961	9,307,736	8,864,510	5,318,706
Shareholders:	2024-2025	2023-2024	2022-2023	2021-2022	2020-2021
Sponsors/Directors	5	5	5	5	5
Financial & Other Institution	1,039	1,126	1,141	1,126	1,211
Foreign Investors	54	60	67	70	90
General Public	62,052	66,885	84,464	75,363	75,233
Total	63,150	68,080	85,677	76,564	76,539
Employees:	2024-2025	2023-2024	2022-2023	2021-2022	2020-2021
Executives	6,949	6,565	6,191	5,747	5,205
Non Executives	2,746	2,696	2,746	2,514	2,746
Workers	6,242	3,192	3,566	2,938	2,559
Total	15,937	12,453	12,503	11,199	10,510



## FROM THE MANAGING DIRECTOR

Dear Shareholders,  
Ladies and Gentlemen

I would consider it as a default if I do not recall the contribution of our Founding Sponsor/Chairman late Samson H Chowdhury whose faith and feeling led the Company to the peak in the industry.

It is a pleasure for me to welcome you and place before you the Report of the Directors for the year 2024-2025 containing all information required by various laws duly audited/certified/verified for the Company as a standalone as well as consolidated one.

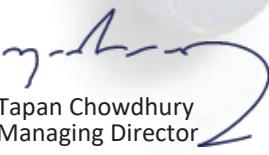
The year 2024-2025, as various observers, analysts and professional institutions/academics find, has been passing through a perilous emphysema never felt by the economy ever since its birth.

The period had seen investment stagnation (both Local & foreign), higher inflation, growing unemployment, higher interest rate on borrowing, negative effect on the governments revenue from a fallen trade. The situation is now being threatened by a winking of price rise of fuel/oil that would bury the prospect of any opportunity of recovery in any developing country in not a distance future.

While referring to the annexed statements containing various information, including several ones with analyses, I feel happy to report to you that despite volatility in the international/domestic market situation due, especially to the Ukraine and the Middle East War, food/oil price crises, internal financial crises, the Company had succeeded in retaining its position "ONE" in the country with growth in almost all parameters. This had been largely possible due to growth in investments, internally as well as externally, intensifying efforts by the dedicated army of skilled and well-trained officers/staff. I am sure they deserve more encouragement for further growth in investment and operations in the future too.

While concluding, I would thank all concerned agencies of the Government involved in our operations and seek more support and cooperation in the future so that Shareholders and Stakeholders would feel more confident in investing their savings through the capital market which is sine-qua-non to economic development.

With the best wishes.

  
Tapan Chowdhury  
Managing Director

34

New Products Added  
In 2024-2025



# Milestone of Excellence

1958-2025

## 1958 >>>

- 1958 - Year of Establishment**  
(As Partnership Firm)
- 1964 - Incorporated as a Private Limited Company.
- 1974 - Technical Collaboration with Janssen Pharmaceuticals of Belgium, a subsidiary of Johnson & Johnson Int'l Ltd., USA.
- 1985 - Market leadership in the pharma market of Bangladesh among all national and multinational companies.
- 1987 - Pioneer in pharmaceutical export from Bangladesh
- 1991 - Converted into Public Limited Company.
- 1994 - Initial Public Offer (IPO) of Ordinary Shares
- 1995 - Production of pharmaceuticals bulk (API) product by Chemical Division.  
  
Listing with Dhaka and Chittagong Stock Exchange.
- 1997 - Awarded National Export Trophy for exporting pharmaceuticals.
- 2001 - US FDA/UK MHRA standard pharma factory goes into operation built under supervision of Bovis, UK.

>>> 2001

## 2002 >>>

- 2002 - Enlisted as UNICEF's global suppliers.
- 2006 - Received Bankers' Forum Award for ethical and socially responsible business practices and smooth operations with bankers.
- 2007 - Dhaka Unit got the UK MHRA approval.
- 2009 - Starts manufacturing of insulin, hormone & steroid maintaining quality standard of US FDA & UK MHRA complying with cGMP of WHO.
- 2012 - Dhaka Unit got the 'Therapeutic Goods Administration' (TGA) of Australia approval.
- 2013 - "Samson H Chowdhury Centre of Excellence" starts its journey.
- 2015 - Received USFDA's approval.
- 2016 - Received MCC, South Africa and PIC/S approval.  
Won the HSBC Export Excellence Award.  
Won the ICMAB Best Corporate Award
- 2017 - Received GMP certification from MOH Azerbaijan.  
Won the National Environment Award.

>>> 2017



## 2018 >>>

- 2018 - Awarded National Export Trophy (Gold).
- Won the ICMAB Best Corporate Award.
- Received approval of ANDA of Valsartan for US market.
- Received GMP approval of manufacturing facilities from NPRA, Malaysia.
- Won the National Productivity & Quality Excellence Award.
- 2019 - Won the "President's Award for Industrial Development" as a successful Enterprise in the category of Large Scale Industry.
- Won the Occupational Health and Safety Good Practice Award.
- Awarded National Export Trophy (Gold).
- 2021 - Received special recognition from the Large Taxpayer Unit (LTU) of the National Board of Revenue (NBR) as one of the Top Taxpayers in the Country.
- Received the Bangabandhu Sheikh Mujib Industrial Award 2020 in the category of the country's best largest industries.
- Awarded National Export Trophy (Gold).
- Won the ICMAB Best Corporate Award.
- Won Green Factory Award.

## >>> 2021

## 2022 >>>

- 2022 - Honored as Top Taxpayer with Tax Card in the Pharmaceuticals Sector by the National Board of Revenue (NBR).
- Won The National Productivity & Quality Excellence Award conferred by the Ministry of Industries.
- 2023 - Won the ICMAB Best Corporate Award.
- Received ICSB National Award for Corporate Governance Excellence.
- 2024 - Honored as Top Taxpayer with Tax Card by the National Board of Revenue (NBR).
- Won National Export Trophy.
- Won ICSB National Award for Corporate Governance Excellence.

## >>> 2024

## 2025

- Recognized as an Authorized Economic Operator (AEO) by the National Board of Revenue (NBR).
- Honored with Excellence in Investment Award 2025 by BIDA.



# Together as a Team, We Rise



## Management Committee

---

Mr. Tapan Chowdhury Managing Director	Chairman
Mr. Md. Kabir Reza Head of Accounts & Finance	Member
Mr. Md. Mizanur Rahman Head of Operations	Member
Mr. Md. Atiquzzaman Head of Marketing	Member
Mr. Fakhruл Hasan Head of Human Resource	Member



## Audit Committee

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Mr. Abul Kalam Azad Independent Director	Chairman
Mr. Anjan Chowdhury Director	Member
Mr. Kazi Iqbal Harun Director	Member
Mr. Khandaker Habibuzzaman Company Secretary	Secretary



## Nomination and Remuneration Committee

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Mr. Abul Kalam Azad Independent Director	Chairman
Mr. Anjan Chowdhury Director	Member
Mr. Kazi Iqbal Harun Director	Member
Mr. Khandaker Habibuzzaman Company Secretary	Secretary



## Sustainability Committee

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Mr. Tapan Chowdhury Managing Director	Chairman
Ms. Anika Chowdhury Head of Business Development	Member
Mr. Muhammad Zahangir Alam Chief Financial Officer	Member



## CFO, Company Secretary and HIAC

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Mr. Muhammad Zahangir Alam ACA, FCMA	Chief Financial Officer
Mr. Khandaker Habibuzzaman FCS	Company Secretary
Mr. Sanjit Kumar Nath ACA	Head of Internal Audit & Compliance





## Operational Management Team

Ms. Sanchia Chowdhury	Head of Business Strategy
Mr. Eric S Chowdhury	Head of TSD and SCM
Ms. Anika Chowdhury	Head of Business Development
Mr. Md. Kabir Reza	Head of Accounts & Finance
Mr. Md. Mizanur Rahman	Head of Operations (Pabna Unit)
Mr. M. Nawabur Rahman	Head of Operations & Production (Dhaka Unit)
Mr. Md. Atiquzzaman	Head of Marketing
Mr. Fakhrul Hasan	Head of Human Resource
Mr. Mir Motaher Hossian	Head of Quality Assurance (Dhaka Unit)
Mr. Md. Khairul Alam	Head of Production (Pabna Unit)
Mr. Santosh Sadashiv Chothe	Head of R&D (Pabna Unit)
Mr. Md. Abdur Razzak	Head of Quality Assurance (Pabna Unit)



## Statutory Auditors

M/s. Mahfel Huq & Co.  
Chartered Accountants  
BGIC Tower, 4<sup>th</sup> floor, 34 Topkhana  
Dhaka-1000



## Compliance Auditors

M/s Chowdhury Bhattacharjee & Co.  
Chartered Accountants  
BSEC Bhaban, Level-4, 102 Kazi Nazrul Islam Avenue  
Karwan Bazar, Dhaka 1215.



## Legal Advisor

Mr. Syed Afzal Hasan Uddin, Bar-at-Law  
Ms. Nazia Kabir, Bar-at-Law



## Bankers

Janata Bank PLC.	Standard Chartered Bank
HSBC Ltd.	Citibank N.A
Mercantile Bank PLC.	Prime Bank PLC.
Bank Asia PLC.	Shahjalal Islami Bank PLC.
Eastern Bank PLC.	Commercial Bank of Ceylon PLC.
BRAC Bank PLC.	



Guardian Life Insurance Ltd.  
Pioneer Insurance Co. Ltd.  
Pragati Insurance Co. Ltd.



Dhaka Stock Exchange PLC.  
Chittagong Stock Exchange PLC.

# THE TEN PRINCIPLES OF UN GLOBAL COMPACT



**WE SUPPORT**

The ten principles of Global Compact initiated by the UN Secretary General as have been adopted by Square Pharmaceuticals PLC. are as follows:

## ✿ HUMAN RIGHTS

### Principle 1

Business should support and respect the protection of internationally proclaimed human rights within their sphere of influence; and

### Principle 2

Make sure that they are not complicit in human rights abuses.

## ✿ LABOR STANDARDS

### Principle 3

Businesses should uphold the freedom of association and the effective recognition of the right to collective bargaining.

### Principle 4

The elimination of all forms of forced and compulsory labor.

### Principle 5

The effective abolition of child labor and

### Principle 6

Eliminate discrimination in respect of employment and occupation.

## ✿ ENVIRONMENT

### Principle 7

Business should support a precautionary approach to environmental challenges.

### Principle 8

Undertake initiatives to promote greater environmental responsibility; and

### Principle 9

Encourage the development and diffusion of environmentally friendly technologies.

## ✿ ETHICAL STANDARDS

### Principle 10

Business should work against corruption in all its forms, including extortion and bribery.



To the Members

## DIRECTORS' REPORT

Year ended June 2025



The Board of Directors of the Square Pharmaceuticals PLC. is honored to present its Report for the financial year ended 30 June 2025 before the honorable Members (Shareholders).

This Directors' Report has been prepared in compliance with Section 184 of the Companies Act 1994, Rule 12 of the Bangladesh Securities and Exchange Rules 2021, the Corporate Governance Code 2018 of the Bangladesh Securities and Exchange Commission, and IAS-1 as adopted by The Financial Reporting Council, Bangladesh.

## OVERVIEW - PHARMACEUTICAL SECTOR

The pharmaceutical industry in Bangladesh continued its strong performance during FY 2024-25, maintaining its position as one of the country's fastest-growing sectors and a key contributor to the economy. The industry currently meets approximately 98% of national medicine demand (BIDA, 2024), emphasizing its vital role in healthcare self-sufficiency.

## Pharma Industry in Bangladesh

**~98%**

Currently meets the national medicine demand.

During FY 2024-25, the domestic market of pharmaceuticals experienced robust growth. According to IQVIA data, the domestic pharmaceutical market in Bangladesh reached USD 3.37 billion by the end of Q2 2025 (April-June 2025), reflecting a 12.4% growth compared to the same period in the previous year.

In the first half of FY 2024-25, the seven largest pharmaceutical companies collectively reported

revenues of Tk. 116.00 billion, representing an increase of about 9.4% compared to the same period in the previous year.

The export segment also recorded positive performance, with earnings rising to US\$ 213 million, reflecting a growth of roughly 4% over FY 2023-24. These exports now reach over 100 countries, and Bangladesh's branded generics continue to gain international recognition for their affordability and quality.

The growth of the sector has been driven by multiple factors, including rising income levels, greater awareness of healthcare, and the increasing prevalence of chronic diseases such as diabetes and cardiovascular conditions. Expansion into new export markets, along with the strong performance of major companies in the country, further drove this growth.

In addition, the supportive policy environment, including the government's initiative to establish an Active Pharmaceutical Ingredient (API) Industrial Park, is expected to reduce dependence on imported raw materials and strengthen backward linkage capacity (BIDA, 2024).

Despite these positive developments, the industry faces certain challenges. The sector still depends on imports for nearly 90% of its APIs and raw materials, making it vulnerable to global supply disruptions and currency fluctuations. Rising production costs due to inflation and currency depreciation have added pressure on profit margins.

Additionally, with Bangladesh's upcoming graduation from LDC status in 2026, some flexibilities under the TRIPS regime will gradually be phased out, requiring greater focus on innovation, patent compliance, and licensing strategies.



Overall, the outlook for the pharmaceuticals sector in Bangladesh remains highly positive. The domestic market is projected to surpass Tk. 1.00 trillion within this decade, while export earnings are expected to continue their upward trajectory. Sustained investment in research and development, regulatory compliance, high-value products such as biosimilars and vaccines, and market diversification will be key to maintaining growth and strengthening Bangladesh's position as a competitive player in the global pharmaceutical industry.

#### **INDUSTRY OUTLOOK**

Bangladesh's pharmaceuticals industry continues to expand steadily, driven by strong domestic demand, growing exports, and supportive government policies. The sector earned about US\$213 million from exports in FY 2024-25, reflecting its rising global presence despite some moderation in growth. Ongoing investments in API production and the development of the Munshiganj API Park are expected to reduce import dependence and strengthen competitiveness. The industry also benefits from the WTO's patent exemption for LDCs until 2033, allowing local firms to produce generics at lower cost. However, the upcoming LDC graduation and stricter regulatory standards will require higher compliance and innovation. Overall, the outlook remains positive, with continued growth expected through capacity enhancement, export diversification, and policy support.

#### **OVERVIEW - SQUARE PHARMA**

Square Pharmaceuticals PLC operates as Bangladesh's leading drug manufacturer, primarily focusing on generic medicines, basic chemicals, and animal-health products. In the year ended June 2025, the company reported a consolidated turnover of about BDT 91.45 billion, representing approximately 17.41%

market share and consolidated growth of around 14.54% over the previous year.

On a standalone basis, net revenue rose modestly 0.31% to BDT 59.98 billion. At the same time, profit after tax declined 5.47% to BDT 14.74 billion, compared to the prior year, mainly due to strategic product transfers to its subsidiary, Square Lifesciences Ltd.

During the first half of the 2024-25 financial year (July–December 2024), consolidated revenue increased by about 6.09% and net profit grew by nearly 12.90% compared to the same period last year.

However, in the first quarter (July–September) of financial year 2024-25, the company experienced a slight year-on-year revenue dip of 0.36% to BDT 17.75 billion, attributed to supply disruptions caused by political unrest and floods.

On the balance-sheet side as at 31 December 2024, total consolidated assets reached BDT 145.57 billion, up from BDT 132.64 billion in June 2024, with property, plant and equipment rising to BDT 30.16 billion.

Square Pharmaceuticals PLC. has continued to operate virtually debt-free for its core operations, with no bank loans reported since FY 2018-19.

Operationally, Square is also pursuing a significant BDT 6.5 billion investment plan under a BMRE (Balancing, Modernisation, Rehabilitation & Expansion) program to upgrade capacity and capture future growth opportunities.

The business remains heavily domestic-market oriented, though its export operations are growing and the export revenue rose to BDT 2.53 billion in the financial year under review.

However, Square Pharma maintains strong operational performance and market leadership, reinforced by solid financial footing, ongoing



capacity enhancements, and measured export expansion, while facing a short-term challenge of margin and revenue pressure from external disruptions and strategic portfolio realignment.

#### Financial Result - **CONSOLIDATED**

- > **Net Revenue:** The Consolidated Revenue from core operations increased by 8.83% to Tk. 76.29 billion in 2024-2025 against Tk. 70.10 billion of the previous year.
- > **Net Profit & EPS:** Net Profit for the year grew by 14.54% to Tk. 23.97 billion in 2024-2025 as compared to Tk. 20.93 billion of the previous year. EPS (Earnings per Share) stood at Tk. 27.04 in 2024-2025 as against Tk. 23.61 of the previous year.
- > **Retained Earnings:** Retained Earnings stood at Tk. 126.89 billion with an increase of 11.17% in 2024-2025 against Tk. 114.14 billion in 2023-2024.

#### Financial Result - **STANDALONE**

- > **Net Revenue:** The standalone revenue from core operations reached Tk. 59.98 billion with a growth of 0.31% in 2024-2025 as against Tk. 59.79 billion of the previous year.
- > **Net Profit & EPS:** Net Profit after tax declined by 5.47% to Tk. 14.74 billion in 2024-2025 as compared to Tk. 15.59 billion for the previous year. EPS stood at Tk. 16.63 as against Tk. 17.59 of the previous year.
- > **Retained Earnings:** Retained Earnings stood at Tk. 100.05 billion with an increase of 5.25% in 2024-2025 against Tk. 95.06 billion in 2023-2024.

Square Pharmaceuticals PLC. experienced a decline in its standalone Profit and EPS during the year under review due to the transfer of its several products to Square Lifesciences Ltd. (SLL), a virtually wholly owned subsidiary (99.95%) for strategic purposes.

However, the consolidated Profit and EPS remain unaffected by this transfer and have experienced a positive growth of 14.54% with respect to the previous year.

#### Top Position

Square Pharmaceuticals PLC. has maintained its leading (Number #1) position in the country's pharmaceutical industry for decades. Consistent, notable growth across its operational, financial, and profitability metrics drives this sustained success.

#### Top in Pharma Sector

**+185.18 billion**  
Market Capitalization  
Square Pharma

#### Pharma Plant

The Management of Square Pharma is always very careful regarding the improvement of operational efficiency in both qualitative and quantitative terms by updating and enhancing technological procedures, research, and training at each level of production facilities.

The Company made substantive investments at both of the plants during the year as detailed below:

	Taka in million	
Assets	2024-25	2023-24
Land	310.88	383.09
Building	39.79	54.45
Plant & Machinery	239.07	100.09
Laboratory	81.52	51.17
Others	721.37	129.94
Total	1,392.62	718.75

These investments were financed entirely from internally generated funds.



## Financial Results at a Glance

The Company's standalone financial results for the year ended June 30, 2025, as compared to the previous year, are summarized below:

Particulars	2024-2025 Taka	2023-2024 Taka	% ↑↓
Gross Revenue	71,078,863,350	70,996,702,736	0.12↗
Net Revenue	59,979,145,993	59,794,584,816	0.31↗
Cost of Goods Sold	34,128,756,032	32,526,763,732	4.93↗
Gross Profit	25,850,389,961	27,267,821,084	5.20↘
Operating Expenses	15,842,490,191	13,779,816,910	14.97↗
Net Profit (Before Tax)	19,296,471,728	19,887,843,068	2.97↘
Income Tax Expenses	4,557,180,566	4,296,471,162	6.07↗
Net Profit (After Tax)	14,739,291,162	15,591,371,906	5.47↘
Gross Profit Margin	43.10%	45.60%	5.48↘
Net Profit Margin (Before Tax)	32.17%	33.26%	3.27↘
Net Profit Margin (After Tax)	24.57%	26.07%	5.74↘
EPS (Earning Per Share)	Tk. 16.63	Tk. 17.59	5.47↘
EPS Consolidated	Tk. 27.04	Tk. 23.61	14.53↗
EPS on IPO Paid-up Capital	Tk. 1,473.93	Tk. 1,559.14	5.47↘

Due to the strategic transfer of some of its products to Square Lifesciences Ltd. (SLL), a virtually wholly owned subsidiary (99.95%), Square Pharmaceuticals PLC. (SPL) reported a decline in its standalone profit and EPS during the reviewed year.

However, the consolidated Profit and EPS remain unaffected by this transfer and have experienced a positive growth of 14.54% with respect to the previous year.

During the financial year 2024-2025, standalone Net Revenue rose by 0.31% and Net Profit (BT), Net Profit (AT), and EPS fell by 2.97%, 5.47%, and 5.47% respectively over the previous year.

The Company earned "Other Operating Income" of Tk. 3,778.69 million and "Income from Investment" of Tk. 6,474.70 million (depicted in Note 26 & 27 of the standalone

accounts) and the Net Profit Margin (AT) declined by 5.47% over the previous year.

The standalone EPS stood at Tk. 16.63 from Tk. 17.59 in 2023-2024, representing a 5.47% decrease over the previous year, while the consolidated EPS rose by 14.54% to Tk. 27.04 in 2024-2025, increased from Tk. 23.61 in 2023-2024.

**+9.09%** in 2024-25 Dividend Payout





### Quality Control

Square Pharma's management focuses a high priority on preserving and enhancing the quality of its goods as 'life-science' biology, according to WHO GMP standards at every stage of manufacturing and handling.

Following up on all expiry-dated product withdrawals from the market is done on a regular basis through careful inspection and monitoring.

The quality control facilities include a high-grade standard laboratory facility, computerized equipment and tools, and a team of highly experienced and well-trained research workers dedicated to achieving ethical and moral goals without compromise. Square and the Nation are really proud of them.

### Technology

Square is always striving to strengthen and integrate new technologies in the areas of production, quality control, distribution, and patient administration.

During the year 2024-2025 an amount of Tk. 81.52 million invested in improving its laboratory facilities in line with new inventions of process/production.

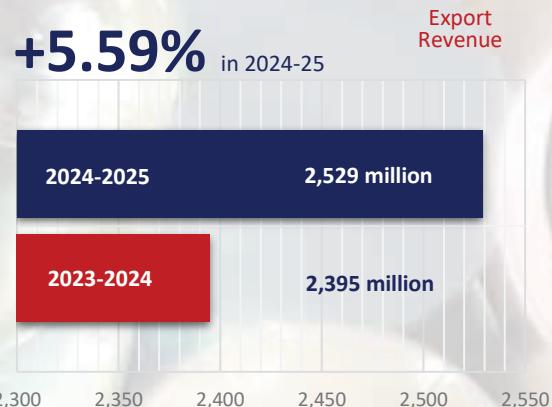
### Export

Square Pharma's export market covers more than 40 countries and it has undertaken all possible endeavors for increasing the export from the current facilities.

During the year under review, total exports amounted to Tk. 2,528.85 million against Tk. 2,394.97 million, an increase of 5.59% over the previous year.

Square Pharmaceuticals Kenya EPZ Ltd. and Square Lifesciences Ltd., subsidiaries of Square Pharmaceuticals PLC., have also

started their export operation for some export markets and completed regulatory inspection successfully. This will have a significant contribution to Square's export revenue earnings in the near future.



### Contribution to the National Exchequer

Square Pharma contributed a total sum of Tk. 15,082,978,082 to the National Exchequer.

This includes Tk. 188,592,285 as a contribution as duty/taxes towards machinery & spare parts imports. The contribution constitutes 25.15% of the sales revenue (net) in 2024-2025.

### Product Development

34 new products have been added over the time period under consideration, all of which have received positive feedback from medical experts and consumers, 16 items have been discarded owing to superior generic alternatives, limited market size, and regulatory compliance and 45 products have been transferred to Square Lifesciences Ltd. (SLL) as a strategic movement.

The product development status of the Company as of 30<sup>th</sup> June, 2025 along with the addition and deletion position of the products are attached on page number 29.



### Output/Capacity Utilization

The overall capacity utilization of the plant operation during the year 2024-2025 has been presented in page number 29.



### CORPORATE GOVERNANCE

#### Subsidiary & Associate Companies

Square Pharmaceuticals PLC. has, at present, 3 (three) subsidiaries and 3 (three) associate companies, which are as follows:

##### **SUBSIDIARIES:**

**SPL Kenya:** Square Pharmaceuticals Kenya EPZ Ltd.

SPL Kenya is involved in manufacturing and selling generic pharmaceutical medicine in Kenya and the East African Community. It is a fully owned subsidiary of Square Pharmaceuticals PLC.

The paid-up capital of SPL Kenya in BDT is Tk. 664,000,000 while Tk. 321,742,688 has been advanced as a Share Money Deposit.

The Directors' Report for the year ended 30 June, 2025 of SPL Kenya, together with the Audited Financial Statements is included in this Annual Report.

##### **SLL:** Square Lifesciences Ltd.

Square Lifesciences Ltd., incorporated as a pharmaceuticals manufacturing company under the Companies Act, 1994 on 13<sup>th</sup> February, 2020 is a subsidiary of Square Pharmaceuticals PLC.

Square Pharma holds 9,995,000 ordinary shares of Tk. 100.00 each of SLL out of its paid-up 10,000,000 ordinary shares.

The Directors' Report for the year ended 30 June, 2025 of SLL together with the Audited Financial Statements is included in this Annual Report.

##### **SPI, PHL:** Samson Pharma Inc, Philippines

Samson Pharma Inc., Philippines, incorporated as a pharmaceuticals manufacturing company under the Corporation Code of the Philippines on 20<sup>th</sup> September, 2023 is a subsidiary of Square Pharmaceuticals PLC.

The paid-up capital of SPI, PHL in BDT is Tk. 25,149,898 while Tk. 27,380,107 has been advanced as a Share Money Deposit as of 30 June, 2025. Square Pharma holds 139,998 ordinary shares out of its paid-up 140,000 ordinary shares.

The Directors' Report for the year ended 30 June, 2025 of SPI, PHL together with the Audited Financial Statements is included in this Annual Report.

##### **ASSOCIATES:**

**STxL:** Square Textiles PLC.

Square Textile PLC. is a 100% export-oriented yarn manufacturer, fully operational and profitable concern, and a publicly listed company.

Square Pharma holds 91,436,677 ordinary shares (46.36%) of Tk. 10/- each including bonus shares. An investment of Tk. 225,129,795.00 was made for the above-mentioned shares, the cost per share stood at Tk. 2.46 per share (considering cost-free Bonus Shares).

The market value of the said shares as on 30 June, 2025 was Tk. 4,471,253,505.30 @ Tk. 48.90 per share. STxL recommended a cash dividend of @32% for the year 2024-2025.



#### **SHL: Square Hospitals Ltd.**

Square Hospital is a tertiary care hospital and the leading contributor of private healthcare services in Bangladesh, a private limited company in full operation, and a sister concern of Square Group.

Square Pharma holds 199,750 ordinary shares of Tk. 1,000.00 each, 49.94% of the capital of SHL. The Investment for the said shares was Tk. 210,750,000.00 @ 1,055.07 per share.

SHL earned a Revenue and Net Profit of Tk. 6,872.60 million and 626.53 million respectively for the year ended 30 June, 2025 and it didn't recommend any dividend due to the new expansion plan, upgradation and replacement of existing hospital equipment with modern ones.

#### **SFL: Square Fashions Ltd.**

SFL is a 100% export-oriented, ready-made garment manufacturer, a private company limited by shares and fully in operation, and a sister concern of Square Group.

Square Pharma holds 462,000 ordinary shares of Tk. 100.00 each and 48.63% of the capital of SFL. The investment cost for the said shares was Tk. 151.20 million @ Tk. 327.27 (average) per share.

SFL earned a Revenue and Net Profit of Tk. 34,319.97 million and 4,710.43 million respectively during the year 2024-2025 and EPS stood at Tk. 4,958.35.

SFL didn't recommend dividends in the reviewed financial year to support its future expansion and diversification.

#### **Investment in Marketable Securities & Other Long Term Assets**

Square Pharma invested Tk. 10,061.53 million in the Marketable Securities, which is depicted in the Note # 6 of the standalone financial statement.

The portfolio registered a loss of Tk. 589.62 million due to the capital market faced volatility from global economic pressures, high inflation, and currency depreciation in the year under review.

Apart from that, Square Pharma has an investment of Tk. 10,222.62 million in unquoted Equity Shares, Subordinate Bonds, Govt. Securities and Zero Coupon Bonds as of 30 June, 2025.

Square Pharma analyzes each investment opportunity diligently and allocates resources with the utmost priority to achieving an optimized return.

Detailed on the investment is available in Note # 7 of the standalone financial statement.

#### **Extraordinary Activities**

The Company did not undertake or continue any extraordinary or adventurous activities during the year under review.

#### **Risk and Concern**

Square Pharmaceuticals PLC remains consistently sincere and diligent in identifying key business risks and implementing effective mitigation measures. The Company recognizes that risk monitoring is a continuous process and therefore maintains close oversight of socio-economic conditions, strategic investment policies, product pricing strategies, long-term planning, international trade barriers, and other factors that could adversely affect its business operations.

#### **Consolidation of Financial Statement**

Square Pharma, being the parent of 3 (three) subsidiaries, pursuant to the regulations of the Bangladesh Securities and Exchange Commission (BSEC), prepares consolidated financial statements as per IFRS-10 in order to reflect shareholders' aggregated benefits and the value of the investment.

The consolidated financial statements are included in this Annual Report.



## Appropriation of Profit

The Board of Directors in its meeting held on 22<sup>nd</sup> October, 2025 has recommended a cash dividend @ 120% of the paid-up capital and appropriated the Net Profit earned during the year 2024-2025 in the following manner:

	In Taka
Net Profit for the year of 2024-2025	14,739,291,162
Less: Recommended for Appropriation :	
Cash Dividend @ 120% (Tk. 12.00 per share)	10,637,412,120
Un-appropriated profit carried forward	4,101,879,042

The recommended cash dividend is the 72.17% of current years net profit (AT), which is 9.09% higher and Tk. 886.45 million more than the previous year. The cash dividend declared and paid in the year 2023-2024 was in cash @110%, amounting to Tk. 9,750.96 million.

## Minority Shareholders interest

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

## Related Party Transaction

Detail on related parties with whom Square Pharma had transactions during the reporting period is disclosed in Note # 36 of the standalone financial statement.

## Environmental Role

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

## Credit Rating Report

The Credit Rating Information and Services Ltd. (CRISL) reaffirmed the highest credit rating to Square Pharma on the basis of financial and other relevant quantitative and qualitative information on 11 December, 2024.

The reaffirmed ratings are:

**Long Term Rating = "AAA"**

which indicates the Highest Safety and Highest Credit Quality.

**Short Term Rating = "ST-1"**

which indicates the Highest Certainty of Timely Repayment.

## Human Resources Training and Development

In order to improve the productivity of human input, Square Pharma continuously provides formal and informal training to its employees at every echelon of operation and management.

During the year 2024-25, 14,606 persons received in-house/in-operation/on-the-job training at home and abroad which will ultimately make a great contribution to the company's profitability as well as their remuneration in due course.

## Bank Guarantees

Guarantees given during the year under review are depicted in Note # 35.1 to the standalone financial statement.



### **Unclaimed/Unsettled Dividends**

Unclaimed/unsettled dividends are taken care of according to directives of the Bangladesh Securities and Exchange Commission and other regulatory authorities from time to time.

Details of unclaimed/unsettled dividends for the years from 1995 to 2024 are presented on page 169 of this report.

### **Election of Directors**

Mr. Samuel S Chowdhury and Mr. Kazi Iqbal Harun, as per Article-99 and 100 of the Articles of Association, have retired and, being eligible, have offered themselves for re-election.

A brief resume and other information about the above-mentioned directors are depicted in Annexure-II.

### **Appointment of Female Independent Director**

The Board of Directors has appointed Mrs. Nasrin Akter, FCA, as a Female Independent Director on 22<sup>nd</sup> October, 2025, in compliance with Notification No. BSEC/ICAD/CGD/2023/ 106/Part-I/373 dated 29<sup>th</sup> July 2025 subject to the approval of Bangladesh Securities and Exchange Commission.

A brief resume and other information of the above-mentioned directors is depicted in Annexure-II.

### **Appointment of Statutory Auditor**

M/s Mahfel Huq & Co., Chartered Accountants, BGIC Tower, 4<sup>th</sup> Floor, 34 Topkhana, Dhaka was the Statutory Auditor for the year 2024-2025 and submitted an unqualified Report on Financial Statements for the year ended 30 June, 2025 of Square Pharmaceuticals PLC.

Being eligible they have offered themselves for reappointment as Statutory Auditors of the Square Pharmaceuticals PLC. for the year 2025-2026.

The Board of Directors, in its meeting held on October 22, 2025, recommended their appointment.

### **Appointment of Compliance Auditors**

M/s Chowdhury Bhattacharjee & Co., Chartered Accountants, was the Compliance Auditors for the year 2024-2025 and presented a Certificate of Compliance for the year ended 30 June, 2025 under the conditions of the Corporate Governance Code 2018 of the Bangladesh Securities Exchange Commission.

M/s Chowdhury Bhattacharjee & Co., who is retiring at this Annual General Meeting and being eligible, have offered themselves for reappointment as Compliance Auditors for the year 2025-2026 of Square Pharmaceuticals PLC.

The Board of Directors recommended their reappointment at its meeting on October 22, 2025.

### **Re-appointment of Managing Director**

The Board of Directors in its meeting held on 7<sup>th</sup> August 2025 re-appointed Mr. Tapan Chowdhury as Managing Director for a further term of five years w.e.f. 15th September, 2025 and recommended for approval by the shareholders in the Annual General Meeting. Brief resume and other information of the Managing Director is depicted in Annexure-II.

### **Management's Discussion and Analysis**

Management's Discussion and Analysis signed by the Managing Director presents a detailed analysis of the Company's position and operations along with a brief discussion of changes in the financial statements and other requirements of the Corporate Governance Code is disclosed in Annexure- III of this report.



### Directors' Declaration on the Financial Statements

As a part of corporate good governance, the Board is accountable for providing a true and fair view of the company's financial performance and status. To that end, the Directors affirm to the best of their knowledge that:

- The Financial Statements of the Company present a true and fair view of the Company's state of affairs, a result of its operation, cash flows, and changes in equity.
- Proper books of accounts as required by the prevailing laws have been maintained.
- Appropriate accounting policies have been constantly applied in the preparation of the financial statements and the accounting estimates are based on reasonable and prudent.
- The financial statements were prepared in accordance with IAS/IFRS as applicable in Bangladesh.
- The internal control system is sound in design and is effectively implemented and monitored.
- There is no significant doubt about the company's ability to continue as a going concern.
- There is no significant deviation from the operating result of the last year.
- Remuneration paid to Mrs. Ratna Patra, Vice Chairman, and Mr. Tapan Chowdhury, Managing Director has been shown in Note # 25 in the notes of accounts.
- Key operating and financial data of the last 5 (five) years have been presented in a summarized form on Page No. 12.

### Compliance with Corporate Governance

Square Pharma, in accordance with the requirements of the Corporate Governance Code 2018 of the Bangladesh Securities and Exchange Commission, has complied with the conditions. An additional statement in pursuance of Clause 1 (5), resume of the directors who shall be reappointed, Management Discussion Analysis, Certificate from the CEO and CFO to the Board, Certificate on Compliance of the Conditions of the Corporate Governance Code 2018 by the Compliance Auditors and Status of Compliance are depicted in the Annexure – I, II, III, IV, V, and VI respectively.

The Audit Committee Report, the Nomination and Remuneration Policy, and the Dividend Distribution Policy are also presented in the Annual Report.

### Management Appreciation

The Board of Directors records with a deep appreciation of the contribution made and support & cooperation given by the Officers, Staff, Workers, Customers, Creditors, Banks, Insurance Companies, Utility Providers, Bangladesh Securities and Exchange Commission, Dhaka Stock Exchange PLC., Chittagong Stock Exchange PLC., Central Depository Bangladesh Ltd. and the Government in particular and look forward to the global role of the Company.

Samuel S Chowdhury  
Chairman

- In the event of conflict between English text and Bangla text of this report, English text shall prevail.

# Product Development

Year Ended  
June 2025

The product development status of Square Pharma as on 30<sup>th</sup> June, 2025 along with addition and deletion position of the products are hereby presented hereunder:

Sl. No.	Products Categories	Position 01-07-24	Added	Discarded	Trans to SLL	Position 30-06-25
			During the period 2024-25			
01	Tablet	280	10	9	29	252
02	Capsule	52	3	1	6	48
03	Liquid	89	1	3	1	86
04	Injectable (Vial & Ampoule)	51	2	-	-	53
05	Infusion	17	1	1	-	17
06	ENT, Ophthal Preparation	33	1	1	-	33
07	Cream, Ointment, Spray, Gel & others	66	1	1	9	57
08	Powder for Suspension	19	1	-	-	20
09	Tropical Powder	1	-	-	-	1
10	Suppository	6	-	-	-	6
11	Inhaler & Nebulizer	11	-	-	-	11
12	Insulin	9	2	-	-	11
13	Basic Chemical & Pellet	23	-	-	-	23
14	Tablet, Powder, Liquid, Injection and Granular-AgroVet Local and Imported	171	4	-	-	175
15	Powder, Liquid & Granular - CCP	43	2	-	-	45
16	Capsule, Liquid, Powder and Cream - Herbal & Neutraceuticals Products	48	6	-	-	54
	Total -	919	34	16	45	892

SLL= Square Lifesciences Ltd. CCP=Crop Care Products

34 new products have been added over the time period under consideration, all of which have received positive feedback from medical experts and consumers, 16 items have been discarded owing to superior generic alternatives, limited market size, and regulatory compliance and 45 products have been transferred to Square Lifesciences Ltd. (SLL) as a strategic move.

## Output/Capacity Utilization



The overall capacity utilization of the plant operation during the year 2024-2025 has been presented hereunder:

Sl. #	Product Categories	Unit	Production in thousand		Production ↑↓ in %	Capacity Utilization	
			2024-25	2023-24		2024-25	2023-24
1	Tablet	Piece	6,317,497	6,305,109	0.20% ↗	72%	72%
2	Capsule	Piece	839,493	967,802	13.26% ↓	34%	26%
3	Liquid	Bottle	153,552	158,301	3.00% ↓	62%	57%
4	Injectable (Vial & Ampoule)	Piece	37,167	43,542	14.64% ↓	58%	67%
5	ENT & Ophthal Preparation	Phial	41,920	35,714	17.38% ↗	54%	83%
6	Cream, Ointment, Spray, Gel	Phial	45,388	49,232	7.81% ↓	82%	69%
7	Powder for Suspension	Bottle	32,811	31,500	4.16% ↗	65%	65%
8	Powder	Phial	34,878	25,679	35.82% ↗	60%	47%
9	Suppository	Piece	101,628	120,910	15.95% ↓	49%	58%
10	Inhaler	Can	46,909	48,990	4.25% ↓	40%	42%
11	Insulin & Insulin Cartridge	Piece	2,968	2,539	16.90% ↗	24%	24%
12	Sachet and Others	Piece	8,169	6,550	24.72% ↗	31%	25%
13	Basic Chemical & Pellet	Kg	865	760	13.82% ↗	45%	64%

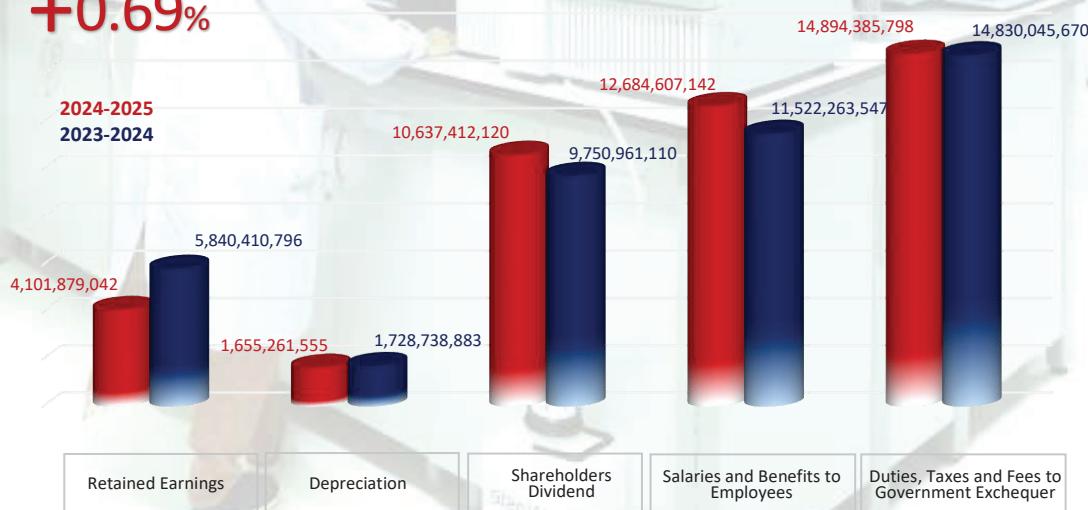


# Statement of Value Addition

Year ended June 2025

Particulars	2024-2025		2023-2024	
	(Jul'2024-Jun'2025)		(Jul'2023-Jun'2024)	
	Amount	%	Amount	%
<b><u>VALUE ADDED:</u></b>				
Turnover	68,556,849,596		68,828,355,737	
Other Operating Income	3,778,692,669		2,478,176,589	
Income from Investment	6,483,075,850		4,921,634,458	
	<b>78,818,618,115</b>		<b>76,228,166,784</b>	
Less: Paid to Suppliers for Materials and Services	34,845,072,458		32,555,746,778	
Total	<b>43,973,545,657</b>	100.00	<b>43,672,420,006</b>	100.00
<b><u>APPLICATION:</u></b>				
Duties, Taxes and Fees to Government Exchequer	14,894,385,798	33.87	14,830,045,670	33.96
Salaries and Benefits to Employees	12,684,607,142	28.85	11,522,263,547	26.38
Shareholders Dividend	10,637,412,120	24.19	9,750,961,110	22.33
Depreciation	1,655,261,555	3.76	1,728,738,883	3.96
Retained Earnings	4,101,879,042	9.33	5,840,410,796	13.37
Total	<b>43,973,545,657</b>	100.00	<b>43,672,420,006</b>	100.00

**Value Added  
+0.69%**



## BOARD MEETING AND ATTENDANCE

2024-2025 Under Condition # 1(5)(xxii) of CGC

ANNEXURE I  
to the Directors' Report



Name of the Directors	Position	Meeting held	Attended
Mr. Samuel S Chowdhury	Chairman	12	12
Mrs. Ratna Patra	Vice Chairman	12	12
Mr. Tapan Chowdhury	Managing Director	12	12
Mr. Anjan Chowdhury	Director	12	11
Mr. Kazi Iqbal Harun	Director	12	10
Mr. Abul Kalam Azad	Independent Director	12	12
Mr. Muhammadul Haque	Independent Director	12	12

## PATTERN OF SHAREHOLDING

As on 30 June 2025 Under Condition # 1(5)(xxii) of CGC

Name of the Shareholders	Status	Shares held	%
i. Parent or Subsidiary or Associated Companies and other related parties.		-	-
ii. Directors, Chief Executive Officer, Company Secretary, Chief Financial Officer, Head of Internal Audit and Compliance and their spouses and minor children:			
Mr. Samuel S Chowdhury	Chairman	84,163,220	9.50
Mrs. Ratna Patra	Vice Chairman	79,559,177	8.98
Mr. Tapan Chowdhury	Managing Director	85,526,393	9.65
Mr. Anjan Chowdhury	Director	83,336,413	9.40
Mr. Kazi Iqbal Harun	Director	53,810,562	6.07
Mr. Abul Kalam Azad	Independent Director	-	-
Mr. Muhammadul Haque	Independent Director	-	-
Mr. Muhammad Zahangir Alam	Chief Financial Officer	20,000	0.0023
Mr. Khandaker Habibuzzaman	Company Secretary	458	0.00005
Mr. Sanjit Kumar Nath	Head of Internal Audit & Compliance	-	-
Mrs. Bula Chowdhury	W/o Tapan Chowdhury	2,233,406	0.25
Mr. Charles C R Patra	H/o Mrs. Ratna Patra	2,255,988	0.25
Mrs. Sumana Parvin	W/o Muhammad Zahangir Alam	10,000	0.0011
iii. Executives:			
Mr. Md. Kabir Reza	Head of Accounts & Finance	40,253	0.0045
Mr. Md. Mizanur Rahman	Head of Operations	-	-
Mr. M Nawabur Rahman	Head of Production - Dhaka Unit	-	-
Mr. Md. Atiquzzaman	Head of Marketing	4,000	0.00045
Mr. Md. Aminul Islam	Head of International Marketing	-	-
vi. Shareholders Holding 10% or more voting interest in the company.		-	-

## DIRECTORS PROFILE

who are seeking appointment

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

ANNEXURE II  
to the Directors' Report



### Re-appointment of Directors

#### Mr. Samuel S Chowdhury

Mr. Samuel S Chowdhury is a Director of Square Pharmaceuticals PLC. since 1990 and was appointed as Chairman in the year 2012.



He is the eldest son of late Samson H Chowdhury, Founder Chairman of the Company.

Mr. Chowdhury obtained a Bachelor's degree from Rajshahi University and Masters in Business Administration from Trinity University, USA, and has a rich experience of more than 39 years in the pharmaceuticals, textiles, toiletries, media & communication sectors including capital market operations.

Mr. Chowdhury is also a sponsor director of Square Textiles PLC. (listed company) designated as Managing Director.

He is also Chairman of 26 other private limited Companies namely Square Hospitals Ltd., Square Toiletries Ltd., Square Fashions Ltd., Square Food and Beverages Ltd., Square Denims Ltd. Square Apparels Ltd., Square Securities Management Ltd., Square Air Ltd., Sabazpur Tea Company Ltd. and Maasranga Television, Square Pharmaceuticals Kenya EPZ Ltd., Kenya and Samson Pharma Inc., Philippines under the Square Group.

#### Mr. Kazi Iqbal Harun

Mr. Kazi Iqbal Harun is a Director of the Company since 1991, son of late Dr. Kazi Harunar Rashid, one of the Founder/ Sponsor Director of the Company.

Mr. Iqbal obtained a Master's degree in Applied Chemistry from the Rajshahi University, Bangladesh and has an experience of more than 26 years in the pharmaceuticals and textiles sector.

Mr. Iqbal is a sponsor shareholder of Square Textiles PLC. (listed company) and he is a Director in Square Toiletries Ltd., a private limited company under the Square Group.



Mr. Kazi Iqbal Harun is also a member of the Audit Committee of the Company.

#### Appointment of Female Independent Director

#### Mrs. Nasrin Akter

Mrs. Nasrin is a qualified Chartered Accountant, a seasoned professional with extensive expertise in System Development & Implementation, Process Optimization, Risk Management, Team Leadership, and Regulatory Compliance.

## DIRECTORS PROFILE

She holds a postgraduate degree in Accounting and is a Fellow Member of the Institute of Chartered Accountants of Bangladesh (ICAB).

Mrs. Akter served with Square Pharmaceuticals PLC. for over two decades in various managerial capacities, culminating in the position of Head of Internal Audit.



She worked with Square Food & Beverages Ltd. for around three years after her departure from Square Pharmaceuticals PLC. in the role of Consultant - Internal Audit.

### Reappointment of Managing Director

#### Mr. Tapan Chowdhury

Mr. Tapan Chowdhury is a Director of the Company since 1986 and appointed as Managing Director in 1995.



He is the second son of late Samson H Chowdhury, founder Chairman of the Company.

Science graduate from the University of Dhaka, Diploma in Marketing & Management, United Kingdom, Trained in Pharmaceutical Product Marketing from Hoffman La-Roche, Switzerland & Janseen Pharmaceuticals, Belgium and has completed different advanced courses on Business Management in Europe.

Mr. Tapan Chowdhury is the Chairman of Square Textiles PLC. (Listed) and Square Health Ltd.

Having a prosperous experience of more than 47 years in Pharmaceuticals, Hospitals, Textiles, RMG, IT, Healthcare, Toiletries, Food & Consumer Products, Organic Tea Plantation, Capital Market Operation & Satellite TV Broadcasting.

Mr. Tapan Chowdhury also Sponsor Director in 27 other private limited company namely Square Pharmaceuticals Kenya EPZ Ltd., Square Hospitals Ltd., Square Lifesciences Ltd., Square Toiletries Ltd., Square Food & Beverages Ltd., Square Fashions Ltd., Square Denims Ltd., Square Informatics Ltd., Square Securities Management Ltd., Square Agro Development and Processing Ltd., Square Air Ltd., ASTRAS Ltd., Sabazpur Tea Company Ltd. and Maasranga Communications Ltd (Maasranga Television) under the Square Group.

He was an Adviser (Minister) to the Caretaker Government of Bangladesh in 2007.

Mr. Chowdhury was also a Former President of Metropolitan Chamber of Commerce and Industry (MCCI), Bangladesh Textile Mills Association (BTMA), Bangladesh Association of Publicly Listed Companies (BAPLC), Bangladesh YMCA and National Church Fellowship of Bangladesh.

GOVERNANCE  
CORPORATE

# MANAGEMENT'S DISCUSSION & ANALYSIS



Square Pharma is leading the country's pharmaceutical industry with due dominance for more than 40 years. A highly trained and efficient workforce, world-class manufacturing facilities, and tireless efforts from the management were behind this remarkable achievement.

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:

## Accounting Policies and Estimations for Preparation of Financial Statements:

Square Pharmaceuticals PLC. complies with International Financial Reporting Standards (IFRS) and International Accounting Standards (IAS) as applicable in Bangladesh, as well as any relevant local norms and regulations while preparing financial statements.

Detail descriptions of accounting policies and estimations used for the preparation of the

financial statements are disclosed in the Notes to the Consolidated and Standalone Financial Statements.

## Changes in Accounting Policies and Estimations:

Square Pharma has been following consistent policies and estimations and there have been no such changes in accounting policies or estimations that have had a material impact on financial statements.

## Comparative Analysis of Financial and Operational Performance:

The Directors' Report provides an analysis of financial performance and position during the year under review and a detailed comparison of financial performance and position, as well as cash flows, are presented as part of the financial statements, including notes.

However, the major areas of financial performance, financial position, as well as cash flows for the immediate preceding 5 (five) years are presented as follows:

Particulars	Figures Tk. in '000					
	2024-2025	2023-2024	2022-2023	2021-2022	2020-2021	2019-2020
<b>Financial Performance</b>						
Gross Revenue	71,078,863	70,996,703	69,573,803	66,406,960	58,346,258	52,926,219
Net Revenue	59,979,146	59,794,585	58,419,085	55,798,183	49,169,800	44,720,068
Gross Profit	25,850,390	27,267,821	28,034,308	27,840,156	24,369,764	22,183,398
Net Profit (Before Tax)	19,296,472	19,887,843	21,097,122	21,024,560	18,755,933	17,185,382
Net Profit (After Tax)	14,739,291	15,591,372	16,470,228	16,417,497	14,743,265	12,955,974
<b>Financial Performance (Inflation Adjusted)</b>						
Gross Revenue	47,891,767	51,892,935	55,795,812	58,443,257	55,231,217	52,926,219
Net Revenue	40,412,960	43,705,079	46,850,109	49,106,714	46,544,680	44,720,068
Gross Profit	17,417,567	19,930,606	22,482,557	24,501,489	23,068,690	22,183,398
Net Profit (Before Tax)	13,001,645	14,536,429	16,919,171	18,503,238	17,754,575	17,185,382
Net Profit (After Tax)	9,931,091	11,396,051	13,208,559	14,448,666	13,956,139	12,955,974

## MANAGEMENT'S DISCUSSION & ANALYSIS

Figures Tk. in '000

Particulars	2024-2025	2023-2024	2022-2023	2021-2022	2020-2021	2019-2020
<b>Financial Position</b>						Base Year
Shares Capital	8,864,510	8,864,510	8,864,510	8,864,510	8,864,510	8,442,391
Shareholders' Equity	110,553,246	105,795,120	100,516,964	93,007,355	82,217,575	69,909,802
Total Assets	122,951,021	112,009,915	104,755,128	97,535,187	86,602,384	74,350,804
Total Liabilities	12,397,776	6,214,795	4,238,164	4,527,832	4,384,809	4,441,002
Current Assets	72,813,872	69,735,986	70,169,515	62,748,424	54,945,934	46,886,758
Current Liabilities	11,544,572	5,589,046	3,212,078	3,349,091	3,109,956	3,228,073
<b>Financial Position (Inflation Adjusted)</b>						
Shares Capital	5,972,761	6,479,251	7,109,034	7,801,454	8,391,244	8,442,391
Shareholders' Equity	74,488,955	77,327,807	80,611,169	81,853,661	77,828,072	69,909,802
Total Assets	82,842,372	81,870,327	84,010,032	85,838,503	81,978,780	74,350,804
Total Liabilities	8,353,417	4,542,520	3,398,863	3,984,842	4,150,709	4,441,002
Current Assets	49,060,787	50,971,452	56,273,552	55,223,462	52,012,433	46,886,758
Current Liabilities	7,778,543	4,085,147	2,575,977	2,947,459	2,943,919	3,228,073
<b>Cash Flow</b>						
Net Cash Generated from Operation	15,922,006	17,697,084	8,130,573	12,345,634	10,879,848	10,891,697
Net Cash Used in Investment	(3,381,518)	(6,553,090)	1,254,555	(1,688,245)	4,156,128	(2,272,762)
Net Cash Used in Financing	(9,709,500)	(9,274,750)	(8,835,148)	(5,564,236)	(3,923,190)	(3,313,836)
<b>Cash Flow (Inflation Adjusted)</b>						
Net Cash Generated from Operation	10,727,985	12,935,159	6,520,442	10,865,112	10,298,986	10,891,697
Net Cash Used in Investment	(2,278,411)	(4,789,787)	1,006,110	(1,485,786)	3,934,237	(2,272,762)
Net Cash Used in Financing	(6,542,101)	(6,779,103)	(7,085,487)	(4,896,958)	(3,713,735)	(3,313,836)
<b>Financial Ratio</b>						
Current Ratio	6.31	12.48	21.85	18.74	17.67	14.52
Debt to Equity	0.11	0.06	0.04	0.05	0.05	0.06
Gross Profit Margin	43.10%	45.60%	47.99%	49.89%	49.56%	49.61%
Net Profit Margin	24.57%	26.07%	28.19%	29.42%	29.98%	28.97%
Return on Equity	13.63%	15.11%	17.02%	18.74%	19.38%	19.82%
Return on Assets	12.55%	14.39%	16.28%	17.83%	18.32%	18.59%
<b>Ordinary Shares Information</b>						
Shares Outstanding (in Nos.)	886,451,010	886,451,010	886,451,010	886,451,010	886,451,010	844,239,058
Face Value per Share	10	10	10	10	10	10
Dividend-Cash (In %)	120%	110%	105%	100%	60%	47%
Dividend-Stock (In %)	0%	0%	0%	0%	0%	5%
Dividend Payout (Cash+Stock)	10,637,412	9,750,961	9,307,736	8,864,510	5,318,706	4,390,043
NAV per Share	124.71	119.35	113.39	104.92	92.75	78.86
NOCF per Share	17.96	19.96	9.17	13.93	12.27	12.29
EPS (Standalone)	16.63	17.59	18.58	18.52	16.63	14.62
EPS (Consolidated)	27.04	23.61	21.41	20.48	17.99	15.06
EPS at Original Capital at IPO	1,473.93	1,559.14	1,647.02	1,641.75	1,474.33	1,295.60
<b>Inflation Rate (In %)</b>	<b>8.48%</b>	<b>9.72%</b>	<b>9.74%</b>	<b>7.56%</b>	<b>5.64%</b>	<b>6.02%</b>

Inflation Rate Source: Bangladesh Bank

**Comparison of Financial Performances with Peer Industry Scenario:**

A comparison of Financial Performances, Financial Position as well as Cash Flows for the year ended 30 June, 2024 of 5 (five) pharmaceutical companies are presented below in order of market capitalization:

Figures Tk. in '000

Particulars	SQUARE	RENATA	BEXIMCO	BEACON	RECKITT(BD)
Market Capitalization (in million)	185,179.62	56,017.77	38,410.25	24,462.90	15,786.23
<b>Financial Performance:</b>					
Revenue (Net)	59,794,585	37,500,518	36,899,029	10,701,689	5,459,227
Gross Profit	27,267,821	16,469,646	16,252,877	5,532,773	2,648,911
Net Profit (Before Tax)	19,887,843	4,368,424	7,136,671	953,320	1,027,364
Net Profit (After Tax)	15,591,372	3,504,426	5,610,513	521,006	752,084
<b>Financial Position:</b>					
Shares Outstanding (actual)	886,451,010	114,696,490	446,112,089	231,000,000	4,725,000
Shareholders' Equity	105,795,120	33,689,062	47,391,484	6,090,395	1,656,776
Total Assets	112,009,915	56,482,531	62,984,538	18,931,676	3,858,529
Total Liabilities	6,214,795	22,793,469	15,593,053	12,841,281	2,201,753
Current Assets	69,735,986	19,273,631	17,906,130	12,716,952	3,064,937
Current Liabilities	5,589,046	14,390,221	8,112,258	9,262,040	1,992,146
<b>Cash Flow:</b>					
Net Cash Generated from Operating	17,697,084	2,077,687	7,790,757	(179,633)	106,528
Net Cash Used in Investing	(6,553,090)	(5,922,742)	(1,971,432)	(2,366,288)	(99,128)
Net Cash Used in Financing	(9,274,750)	2,481,438	(6,021,073)	2,494,371	(724,302)
<b>Market Share (in %)</b>	17.41	5.75	9.57	1.27	0.00

**Financial and Economic Scenario of Bangladesh and the Global (in brief):**

**Bangladesh:**

Bangladesh's financial and economic scenario in 2025 presents a picture of resilience amid growing challenges. After years of steady expansion, the economy has entered a phase of slower growth, shaped by internal structural constraints and global uncertainties. Real GDP growth is estimated at around 3.8–4.0 percent in FY2025, significantly lower than the country's historical average of above 6 percent. This deceleration is mainly driven by reduced public and private investment, persistent inflation, and pressure on external accounts.

Inflation remains a key concern, averaging around 8 to 9 percent, driven largely by higher food, fuel, and import costs. The rising cost of living has affected household consumption and eroded purchasing power, while elevated

production costs have limited industrial competitiveness. The government and the Bangladesh Bank have adopted various fiscal and monetary measures to contain inflation, but global commodity price volatility and a depreciating Taka continue to pose risks.

The external sector remains under strain as foreign exchange reserves decline amid a widening trade deficit. Import payments remain high, while export and remittance growth have slowed. Although the ready-made garments (RMG) sector continues to drive export earnings, limited diversification keeps the economy vulnerable. Remittances provide crucial foreign currency support but are insufficient to offset the ongoing reserve pressure.

Fiscal conditions show moderate stress as the budget deficit widens and public debt rises. Capital spending has slowed, and

## MANAGEMENT'S DISCUSSION & ANALYSIS

fiscal space has tightened due to higher subsidies and lower revenues. The financial sector continues to struggle with high non-performing loans, weak governance, and limited credit flow, constraining investment and posing risks to overall economic stability.

Despite these difficulties, Bangladesh's underlying economic resilience remains notable. The country's large domestic market, expanding infrastructure base, and strong demographic profile continue to offer opportunities for sustained growth. The RMG sector, though under pressure, retains its competitive edge, and ongoing infrastructure and connectivity projects are expected to enhance trade and industrial capacity in the medium term.

Looking ahead, Bangladesh's economic outlook depends largely on its ability to restore macroeconomic stability and rebuild investor confidence. Policy priorities include curbing inflation, strengthening the banking and financial sectors, improving fiscal discipline, and diversifying exports.

Structural reforms aimed at improving the business environment, enhancing skill development, and promoting climate resilience will be essential to sustain long-term growth.

### **The Global:**

The global financial and economic scenario in 2025 reflects a phase of moderate growth amid persistent inflationary and geopolitical challenges. Following the volatile post-pandemic years, the world economy has stabilized but at a slower pace. Global GDP is expected to grow by around 2.5 to 3 percent, with advanced economies such as the United States and the Eurozone expanding modestly due to tight monetary policies, while emerging markets—particularly in Asia—remain the primary engines of global growth.

Although inflation has declined from earlier peaks, it continues to exceed central bank targets in many regions, driven by high energy prices, supply disruptions, and wage

pressures. Central banks have maintained restrictive policies to control inflation, resulting in higher interest rates and constrained investment. At the same time, global trade growth has weakened due to geopolitical tensions, protectionist measures, and supply chain realignments. Several developing countries are also struggling with heavy external debt and currency depreciation, creating additional pressure on fiscal stability.

Despite these headwinds, the global economy retains resilience supported by technological advancement, digital transformation, and growing investment in renewable energy and climate-resilient infrastructure. Policymakers worldwide are focusing on restoring price stability, fostering investment, and ensuring inclusive growth. Overall, the world economy in 2025 remains stable but cautious balancing between inflation control and the need to reignite sustainable, broad-based development.

### **Risks and Concerns issues related to the financial statements:**

Square Pharma's financial statements expose it to counterpart risk, financial risk, credit risk, liquidity risk, and market risk. Note 37 to the standalone financial statements provides a thorough description of risks and concerns. Square Pharma has adequate and effective risk-mitigation measures/controls in place.

### **Future plan projection or forecast:**

The Management of Square Pharma is extremely cautious in adopting necessary, feasible plans and strategies to ensure the company's long-term performance and financial position and it has all the necessary plans and promises to continue operations in the near future.

Tapan Chowdhury  
Managing Director

# DECLARATION BY CEO AND CFO

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

ANNEXURE IV  
to the Directors' Report



The Board of Directors  
Square Pharmaceuticals PLC.  
Square Centre, 48 Mohakhali C.A.  
Dhaka.

10 October, 2025

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

Dear Sirs,

Pursuant to 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 Square Pharmaceuticals PLC. for the year ended on 30<sup>th</sup> June, 2025 have been prepared in compliance with International Accounting Standards (IAS) or International Financial Reporting Standards (IFRS), as applicable in 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, in order for the financial statements to reveal a true and fair view;
3. The form and substance of transactions and the Company's state of affairs have been reasonably and fairly presented in its financial statements;
4. To ensure 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 30<sup>th</sup> June, 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 are in compliance 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,

  
Tapan Chowdhury  
Managing Director

  
Muhammad Zahangir Alam  
Chief Financial Officer

# CERTIFICATE OF COMPLIANCE

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

ANNEXURE V  
to the Directors' Report



## Report to the Shareholders of Square Pharmaceuticals PLC. on compliance with the Corporate Governance Code

We have examined the compliance status to the Corporate Governance Code by **Square Pharmaceuticals PLC.** for the year ended on **30<sup>th</sup> June, 2025**. This Code relates to the Notification No. BSEC/ CMRRCD/2006 -158/207/Admin/80 Dated 3 June, 2018 of the Bangladesh Securities and Exchange Commission.

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

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

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

- (a) The Company has complied with the conditions of the Corporate Governance Code as stipulated in the above mentioned Corporate Governance Code issued by the Commission or not complied (if not complied, specify non-compliances);
- (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 : 04 November, 2025

  
Saptam Biswas, FCA  
Partner  
Enrollment No: 1615  
Chowdhury Bhattacharjee & Co.  
Chartered Accountants

## STATUS OF COMPLIANCE

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

ANNEXURE VI



Condition No.	Title	Compliance Status		Remarks (If any)
		Compiled	Not Compiled	
1.00	<b>Board of Directors</b>			
1.(1)	Board Size (minimum - 5 and maximum - 20)	✓		
<b>1.(2)</b>	<b>Independent Director</b>			
1.2.(a)	1/5th of the total as Independent Director (ID)	✓		
1.2 (b) (i)	Does not hold any share of less than 1% shares in the Company	✓		
1.2(b) (ii)	Not a Sponsor of the Company	✓		
1.2 (b)(iii)	Who has not been an executive of the company	✓		
1.2 (b)(iv)	Does not have other relationship	✓		
1.2 (b)(v)	Not a Member or TREC, Director or Officer of any Stock Exchange	✓		
1.2 (b)(vi)	Not a Shareholder/Director/Officer of any Member/TREC holder of Stock Exch	✓		
1.2 (b)(vii)	Not a partner or an Executive or was not a partner or an Executive during the preceding 3 (Three) years of the concerned Company's statutory audit	✓		
1.2 (b)(viii)	Not an Independent Director in more than five listed Companies.	✓		
1.2 (b)(ix)	Not Convicted by a court of competent jurisdiction as a defaulter in payment of any loan/advance to a Bank or a Non-Bank Financial Institution.	✓		
1.2 (b)(x)	Not convicted for a Criminal Offence	✓		
1.2 ( c )	Appointed by the Board and approved by the shareholders in AGM.	✓		
1.2 (d)	Post cannot remain vacant for more than 90 days.	✓		
1.2 (e)	Tenure of the Independent Director.	✓		
<b>1.3</b>	<b>Qualification of Independent Director</b>			
1.3(a)	Independent Director shall be a knowledgeable individual.	✓		
1.3(b)(i)	Business Leader who is or was a promoter or director of an unlisted	✓		
1.3(b)(ii)	Should be a Corporate Leader/Business Leader.	✓		
1(3)(b)(iii)	A former official of the government.	✓		
1(3)(b)(iv)	University Teacher who has an educational background in Economics or Commerce or Business Studies or Law.	✓		
1(3)(b)(v)	Professional Chartered Accountant/ Secretary or equivalent qualification.	✓		
1 (3) ( c )	The independent director shall have at least 10(ten) years of experience.	✓		
1 (3) ( d )	Relaxation in special cases.			N/A
<b>1(4)</b>	<b>Duality of Chairperson of the Board of Directors and Managing Director or Chief Executive Officer</b>			
1(4)(a)	The posts of Chairperson of the board and CEO are different individuals.	✓		
1(4)(b)	MD and/or CEO of a listed Company shall not hold the same position in another listed Company.	✓		
1(4)(c)	The Chairperson shall be elected from among the non-executive directors.	✓		
1(4)(d)	The Board shall clearly define the respective roles and responsibilities of the Chairperson and the Managing Director and/or CEO.	✓		
1(4)(e)	In absence of the Chairperson of the Board etc.	✓		
<b>1(5)</b>	<b>The Directors' Report to Shareholders :</b>			
1(5)(i)	Industry outlook and possible future developments in the industry	✓		
1(5)(ii)	Segment-wise or product-wise performance	✓		
1(5)(iii)	Risks and concerns include internal and external risk factors.	✓		
1(5)(iv)	Discussion on Cost of Goods sold Gross profit Margin and Net Profit Margin.	✓		
1(5)(v)	Discussion on continuity of any extraordinary activities and implications.	✓		
1(5)(vi)	Detailed discussion and statement on related party transactions.	✓		
1(5)(vii)	Utilization of proceeds from public/rights issues and/or through any others.			N/A
1(5)(viii)	Explanation if the financial results deteriorate after the company goes for IPO, RPO, Rights Offer, Direct Listing, etc.			N/A
1(5)(ix)	Explanation by the Management if significant variance occurs between Quarterly Financial Performance and Annual Financial Statements.			N/A
1(5)(x)	Remuneration to Directors including Independent Director.	✓		
1(5)(xi)	Statement that financial statements prepared by the management of the issuer present fairly its state of affairs, the result of its operations, cash flows and changes in equity.	✓		
1(5)(xii)	Proper books of account of the issuer company have been maintained.	✓		
1(5)(xiii)	Appropriate accounting policies have been consistently applied in preparation for the financial statements and the accounting estimates are based on reasonable and prudent judgment.	✓		
1(5)(xiv)	IAS, BAS/ BFRS, as applicable in Bangladesh, has been followed in the preparation of the financial statements and any departure there-from has been adequately disclosed.	✓		
1(5)(xv)	The system of internal control is sound in design and has been effectively implemented and monitored.	✓		
1(5)(xvi)	A statement that minority shareholders have been protected from abusive actions by, or in the interest of, controlling shareholders acting either directly or indirectly and have effective means of redress.	✓		
1(5)(xvii)	A statement that there is no significant doubt upon the issuer company's ability to continue as a going concern .....	✓		

## STATUS OF COMPLIANCE

Condition No.	Title	Compliance Status		Remarks (If any)
		Compiled	Not Compiled	
1(5)(xviii)	Significant deviations from the last year's operation results of the issuer company shall be highlighted and the reasons thereof should be explained.	✓		
1(5)(xix)	Key operating and financial data of at least the preceding 5 (Five) years shall be summarized.	✓		
1(5)(xx)	If the issuer company has not declared a dividend (cash or stock) for the year, the reasons thereof shall be given.			N/A
1(5)(xxi)	Board's statement to the effect that no bonus shares or stock dividends paid as interim dividends.			N/A
1(5)(xxii)	The number of Board meetings held during the year and attendance by each Director shall be disclosed.	✓		
1(5)(xxiii)	A report on the pattern of shareholding disclosing the aggregate (name-wise details).	✓		
1(5)(xxiii)(a)	Parent/Subsidiary/Associated Companies and other related parties (name-wise details).	✓		
1(5)(xxiii)(b)	Directors, CEO, Company Secretary, CFO, HIAC, and their spouses and minor children (name-wise details).	✓		
1(5)(xxiii)(c)	Executives	✓		
1(5)(xxiii)(d)	Shareholders holding ten percent (10%) or more voting interest in the company (name-wise details).	✓		
1(5)(xxiv)(a)	A brief resume of the director in case of appointment or reappointment.	✓		
1(5)(xxiv)(b)	Nature of his/her expertise in specific functional areas.	✓		
1(5)(xxiv)(c)	Names of the companies in which the person also holds the directorship and	✓		
<b>1(5)(xxv)</b>	<b>Management discussion and analysis signed by CEO/MD presenting detail analysis of the company's position and operations.</b>			
1(5)(xxv)(a)	Accounting policies and estimation for preparation of financial statements.	✓		
1(5)(xxv)(b)	Changes in accounting policies and estimation as well as cash flows on the absolute figure for such changes	✓		
1(5)(xxv)(c)	Comparative analysis and financial position, as well as cash flow for current financial year with immediate preceding five years explaining reasons	✓		
1(5)(xxv)(d)	Compare such financial performance or results and financial position as well as cash flows with the peer industry scenario.	✓		
1(5)(xxv)(e)	Briefly explain the financial and economic scenario of the country and globe.	✓		
1(5)(xxv)(f)	Risks and concerns issues related to the financial statements.	✓		
1(5)(xxv)(g)	Future plans or projections or forecasts for the company's operation 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(30) shall be disclosed as per Annexure-A	✓		
1(5)(xxvii)	The report as well as the certificate regarding the compliance of conditions of this Code as required under condition No. 9 shall be disclosed.	✓		
<b>1(6)</b>	<b>Meeting of the Board of Directors</b>			
1(6)	Compliance under Bangladesh Secretarial Standards (BSS).	✓		
<b>1(7)</b>	<b>Code of Conduct for the Chairperson, other Board members and Chief Executive Officer</b>			
1(7)(a)	The Board shall lay down a code of conduct, based on the recommendation of the Nomination and Remuneration Committee(NRC)	✓		
1(7)(b)	The code of conduct as determined by the NRC shall be posted on the website of the company including, among others, prudent conduct and	✓		
<b>2</b>	<b>Governance of Board of Directors of Subsidiary Company</b>			
2(a)	Provisions relating to the composition of the Board of the holding company shall be made applicable to the composition of the Board of the subsidiary.	✓		
2(b)	Independent Director of holding company also in the subsidiary company.	✓		
2(c)	Minutes of subsidiary to be placed in the meeting of holding company.	✓		
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.	✓		
2(e)	The Audit Committee of the holding company shall also review the financial statements in particular the investments made by the subsidiary company.	✓		
<b>3</b>	<b>Managing Director (MD) or Chief Executive Officer, Chief Financial Officer (CFO), Head of Internal Audit and Appointment</b>			
3.1				
3(1)(a)	Board shall appoint a MD or CEO, Company Secretary, CFO, and HIAC.	✓		
3(1)(b)	The MD, CEO, CS, CFO & HIAC shall be filled by different individuals.	✓		
3(1)(c)	The MD or CEO, CS, CFO, and HIAC of a listed company shall not hold any executive position in any other company at the same time.	✓		
3(1)(d)	The Board shall clearly define respective roles, responsibilities and duties of the CFO, the HIAC and the CS.	✓		
3(1)(e)	MD or CEO, CS, CFO, and HIAC shall not be removed without approval of the Board and be disseminated to the commission and exchange.	✓		
<b>3.2</b>	<b>Requirement to attend Board of Directors' Meetings</b>			
3 (2)	The MD or CEO, CS, CFO and HIAC shall attend the meetings of the Board.	✓		
<b>3.3</b>	<b>Duties of Managing Director (MD) or Chief Executive Officer (CEO) and Chief Financial Officer (CFO)</b>			
3(3)(a)(i)	The statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading.	✓		
3(3)(a)(ii)	The statements together present a true and fair view of the company's affairs and are in compliance	✓		
3(3)(b)	The MD or CEO and CFO to certify on due diligence in the Report.	✓		

## STATUS OF COMPLIANCE

Condition No.	Title	Compliance Status		Remarks (If any)
		Compiled	Not Compiled	
3(3)( c)	The certification from MD and CFO shall be disclosed in the Annual Report.	✓		
4	<b>Board of Directors' Committee</b>			
4 (i)	Audit Committee	✓		
4 (ii)	Nomination and Remuneration Committee	✓		
5	<b>Audit Committee</b>			
5.1	<b>Responsibility to the Board of Directors</b>			
5(1) (a)	Company shall have an Audit Committee as a sub-committee of the Board.	✓		
5(1) (b)	Audit Committee shall assist the Board in ensuring that the financial statements reflect true and fair view of the state of affairs of the	✓		
5(1) (c)	Audit Committee shall report on its activities to the Board of Directors.	✓		
5.2	<b>Constitution of the Audit committee</b>			
5(2) (a)	The Audit Committee shall be composed of at least 3 (three) members.	✓		
5(2) (b)	Board shall appoint members of the Audit Committee who shall be non-executive director.	✓		
5(2) (c)	All members of the Audit Committee should be "financially literate" and at least 1 (one) member shall have accounting or related financial.	✓		
5(2) (d)	When the term of service of the Committee members expires or there is any circumstance causing any Committee member to be unable to hold ....	✓		
5(2) (e)	The Company Secretary shall act as the Secretary of the Audit Committee.	✓		
5(2)(f)	Quorum of Audit Committee meeting, at least One independent director.	✓		
5.3	<b>Chairperson of the Audit Committee</b>			
5(3)(a)	The Board shall select Chairperson of the Audit Committee who will be ID.	✓		
5(3)(b)	Absence of the Chairperson of the Audit Committee members to elect	✓		
5(3)( c)	Chairperson of the Audit Committee shall remain present in the AGM.	✓		
5.4	<b>Meeting of the Audit Committee</b>			
5(4)(a)	The Audit Committee shall conduct at least 4 meetings in a financial year.	✓		
5(4)(b)	Quorum of Audit Committee, presence of 2 or 2/3 members whichever is higher.	✓		
5.5	<b>Role of Audit Committee</b>			
5(5)(a)	Oversee the financial reporting process.	✓		
5(5)(b)	Monitor choice of accounting policies and principles.	✓		
5(5)(c)	Internal Audit and Compliance process to ensure that it is adequately	✓		
5(5)(d)	Performance of external auditors.	✓		
5(5)(e)	Hold meetings with the auditors, and review the annual financial statements before submission to the Board for approval or adoption.	✓		
5(5)(f)	Review with the management, the annual financial statements before submission to the Board for approval.	✓		
5(5)(g)	Review with the management, the Quarterly and half yearly financial statements before submission to the Board for approval.	✓		
5(5)(h)	The review adequacy of the 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 Mgt.	✓		
5(5)(k)	Review management letters or letter of Internal Control weakness issued by statutory auditors.	✓		
5(5)(l)	Oversee determination of audit fees based on scope and magnitude.	✓		
5(5)(m)	Oversee whether IPO proceeds utilized as per the published Prospectus.	✓		N/A
5.6	<b>Reporting of the Audit Committee</b>			
5.6 (a)	<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)(a)	Report on conflicts of interests.	✓		
5(6)(a)(ii)(b)	Suspected or presumed fraud or irregularity or material defect identified in the internal audit and compliance process.	✓		
5(6)(a)(ii)(c)	Suspected infringement of laws, regulatory compliance including securities related laws, rules and regulation.	✓		
5(6)(a)(ii)(d)	Any other matter which the Audit Committee deems necessary shall be disclosed to the Board immediately.	✓		
5.6 (b)	<b>Reporting to the Authorities</b>			
5.7	<b>Reporting to the Shareholders and General Investors</b>			
5(7)	Reporting to the Shareholders and General Investors	✓		
6	<b>Nomination and Remuneration Committee (NRC)</b>			
6.1	<b>Responsibility to the Board of Directors</b>			
6(1)(a)	The company shall have an NRC as a sub-committee of the Board.	✓		
6(1)(b)	NRC shall assist the Board in the formulation of the nomination criteria or policy for determining qualifications	✓		
6(1)(c)	The Terms of Reference of the NRC shall be clearly set forth in writing.	✓		
6.2	<b>Constitution of the NRC</b>			
6(2)(a)	The Committee shall comprise of at least three members including an ID.	✓		
6(2)(b)	All members of the Committee shall be non-executive directors.	✓		
6(2)(c)	Members of the Committee shall be nominated and appointed by the Board.	✓		

## STATUS OF COMPLIANCE

Condition No.	Title	Compliance Status		Remarks (If any)
		Compiled	Not Compiled	
6(2)(d)	Board have authority to remove and appoint any member of the committee.	✓		
6(2)(e)	Board shall fill the vacancy within 180 days of such vacancy in the Committee.	✓		
6(2)(f)	The Chairperson of the Committee may appoint/co-opt any external expert.	✓		
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 any remuneration/advisory, other than Director's fees or honorarium form the company.	✓		
6.3	<b>Chairperson of the NRC</b>			
6(3)(a)	The Board shall select 1 member of the NRC to be Chairperson of the Committee	✓		
6(3)(b)	Absence of chairperson, the remaining members may elect one of them.	✓		
6(3)(c)	Chairperson of the NRC shall attend the AGM.	✓		
6.4	<b>Meeting of the NRC</b>			
6(4)(a)	The NRC shall conduct at least one meeting in a financial year.	✓		
6(4)(b)	The Chairperson of the NRC, may convene any emergency meeting.	✓		
6(4)(c)	Quorum of NRC meeting, presence of 2 or 2/3 members whichever is higher.	✓		
6(4)(d)	Proceedings of NRC meeting shall be recorded in the minutes and such minutes shall be confirmed in the next meeting.	✓		
6.5	<b>Role of NRC</b>			
6(5)(a)	NRC shall be independent and responsible/accountable to the Board and to the shareholders.	✓		
6(5)(b)(i)(a)	The Level and composition of remuneration is reasonable and sufficient to attract, retain and motivate suitable directors to run the company successfully.	✓		
6(5)(b)(i)(b)	The Relationship of remuneration to performance is clear and meets appropriate performance benchmarks.	✓		
6(5)(b)(i)(c)	Remuneration to directors, top-level executive involves a balance between fixed and incentive pay reflecting short and long term performance.	✓		
6(5)(b)(ii)	Devising a policy on Board's diversity taking into consideration age, experience etc.	✓		
6(5)(b)(iii)	Identifying persons who are qualified the criteria laid down and recommend their appointment and removal to the Board.	✓		
6(5)(b)(iv)	Formulating criteria for evaluation of performance of independent directors and the Board.	✓		
6(5)(b)(v)	Identifying company's needs for employees at different levels and determine their selection, transfer or replacement.	✓		
6(5)(b)(vi)	Developing recommending and reviewing annually the company's human resources and training policies.	✓		
6(5)(c)	The company shall disclose the nomination and remuneration policy and the evaluation criteria and activities of NRC at a glance in its annual report.	✓		
7	<b>External or Statutory Auditors</b>			
7(1)	Issuer company shall not engage its external auditors to perform the following:			
7(1)(i)	Appraisal or valuation services or fairness opinions.	✓		
7(1)(ii)	Financial information systems design and implementation.	✓		
7(1)(iii)	Book keeping or other service related to the account ion records.	✓		
7(1)(iv)	Broker-dealer services	✓		
7(1)(v)	Actuarial services	✓		
7(1)(vi)	Internal/special audit services.	✓		
7(1)(vii)	Any services that the Audit Committee may determine.	✓		
7(1)(viii)	Certification services on compliance of corporate governance.	✓		
7(1)(ix)	Any other service that may create conflict of interest.	✓		
7(2)	No partner or employees of the External/Statutory Auditors audit firms shall possess any share of the company they audit at least during the tenure.	✓		
7(3)	Representative of External Auditors shall remain present in the AGM.	✓		
8	<b>Maintaining a website by the company</b>			
8(1)	The company shall have an official website linked with that of the stock exchange.	✓		
8(2)	The company shall keep the website functional from the date of listing.	✓		
8(3)	The company shall make available the detailed disclosures on its website as required under the listing regulations of the concerned stock exchanges.	✓		
9	<b>Reporting and Compliance of Corporate Governance</b>			
9(1)	The company shall obtain a certificate from a practicing professional firm on yearly basis regarding the compliance of conditions of Corporate.	✓		
9(2)	The professional who will provide the certificate on compliance of Corporate Governance shall be appointed by the Shareholders in the AGM.	✓		
9(3)	The directors of the company shall state, in accordance with the Annexure-C attached, in the directors' report whether the company has complied with these conditions.	✓		

সদস্যবৃন্দের বরাবর

## পরিচালনা পর্ষদের প্রতিবেদন

সমাপ্ত বছর জুন ২০২৫



ক্ষয়ার ফার্মাসিউটিক্যালস পিএলসি-এর পরিচালনা পর্ষদ সম্মানিত সদস্যবৃন্দ (শেয়ারহোল্ডারগণ)-এর নিকট ৩০ জুন ২০২৫ তারিখে সমাপ্ত অর্থবছরের জন্য পরিচালনা পর্ষদের প্রতিবেদন উপস্থাপন করতে পেরে গর্বিত।

এই পরিচালনা পর্ষদের প্রতিবেদনটি প্রস্তুত করা হয়েছে কোম্পানি আইন, ১৯৯৪ এর ধারা ১৮৪, বাংলাদেশ সিকিউরিটিজ অ্যাস্ট এক্সচেঞ্জ বিধিমালা, ২০২১-এর বিধি ১২, বাংলাদেশ সিকিউরিটিজ অ্যাস্ট এক্সচেঞ্জ কমিশনের কর্পোরেট গভর্নেন্স কোড, ২০১৮ এবং ফাইন্যান্সিয়াল রিপোর্টিং কাউন্সিল, বাংলাদেশের গৃহীত আইএএস-১ অনুযায়ী।

## সংক্ষিপ্ত বিবরণ - ঔষধ শিল্প

বাংলাদেশের ঔষধ শিল্প ২০২৪-২৫ অর্থবছরেও দৃঢ় প্রযুক্তি অব্যাহত রেখে দেশের দ্রুত বর্ধনশীল খাতগুলোর অন্যতম হিসেবে এবং জাতীয় অর্থনীতির একটি প্রধান অবদানকারী খাত হিসেবে তার অবস্থান বজায় রেখেছে। বর্তমানে এ শিল্প দেশীয় ওযুধের চাহিদার প্রায় ৯৮% পূরণ করছে (বিডা, ২০২৪), যা স্বাস্থ্যসেবায় স্বনির্ভরতা অর্জনে এ খাতের গুরুত্বপূর্ণ ভূমিকা নির্দেশ করে।

বাংলাদেশের ঔষধ শিল্প

~৯৮%

বর্তমানে দেশীয় ওযুধের চাহিদা পূরণ করছে।

২০২৪-২৫ অর্থবছরে বাংলাদেশের দেশীয় ঔষধ বাজারে উল্লেখযোগ্য প্রযুক্তি লক্ষ্য করা গেছে।

আই.কিউ.ভি.আই.এ. এর তথ্য অনুযায়ী, ২০২৫ সালের দ্বিতীয় প্রাস্তিক শেষে বাংলাদেশের দেশীয় ঔষধ বাজারের আকার দাঁড়িয়েছে ৩.৩৭ বিলিয়ন মার্কিন ডলার, যা আগের বছরের একই সময়ের তুলনায় ১২.৪% প্রযুক্তি নির্দেশ করে।

২০২৪-২৫ অর্থবছরের প্রথমার্ধে দেশের শীর্ষ সাতটি ঔষধ কোম্পানি সম্মিলিতভাবে ১১৬.০০ বিলিয়ন টাকা রাজ্য অর্জন

করেছে, যা আগের বছরের একই সময়ের তুলনায় প্রায় ৯.৪% প্রযুক্তি নির্দেশ করে।

রাষ্ট্রীয় খাতও ইতিবাচক প্রযুক্তি অর্জন করেছে, যেখানে আয় বৃদ্ধি পেয়ে দাঁড়িয়েছে ২১৩ মিলিয়ন মার্কিন ডলারে, যা ২০২৩-২৪ অর্থবছরের তুলনায় প্রায় ৮% প্রযুক্তি নির্দেশ করে। বর্তমানে বাংলাদেশের ওষুধ ১০০টিরও বেশি দেশে রাষ্ট্রীয় হচ্ছে, এবং দেশের ব্রান্ডেড জেনেরিক ওষুধগুলো সাশ্রয়ী মূল্য ও উচ্চমানের কারণে আন্তর্জাতিকভাবে সীক্ষিত অর্জন করছে।

এই খাতের প্রযুক্তি একাধিক উপাদান দ্বারা চালিত হয়েছে, যার মধ্যে রয়েছে জনগণের আয় বৃদ্ধি, স্বাস্থ্যসচেতনতার উন্নতি, এবং ডায়াবেটিস ও হৃদরোগের মতো দীর্ঘস্থায়ী রোগের বিস্তার। নতুন রাষ্ট্রীয় বাজারে সম্প্রসারণ এবং দেশের শীর্ষস্থানীয় কোম্পানি-গুলোর দৃঢ় পারফরম্যান্স এ প্রযুক্তিকে ত্ত্বান্বিত করেছে।

এ ছাড়া, সরকারের সহায়ক নীতি পরিবেশ, বিশেষ করে অ্যাকটিভ ফার্মাসিউটিক্যাল ইন্ডেস্ট্রি ইন্ডাস্ট্রি (এ.পি.আই) ইন্ডাস্ট্রিয়াল পার্ক প্রতিষ্ঠার উদ্যোগ, আমদানি নির্ভরতা কমিয়ে কাঁচামালের দেশীয় উৎপাদন ও ব্যাকওয়ার্ড লিংকেজ সক্ষমতা বৃদ্ধিতে গুরুত্বপূর্ণ ভূমিকা রাখবে বলে আশা করা হচ্ছে (বিডা, ২০২৪)।

তবে এসব ইতিবাচক অগ্রগতির পাশাপাশি কিছু চ্যালেঞ্জও রয়ে গেছে। খাতটি এখনো প্রায় ৯০% এ.পি.আই. এবং অন্যান্য কাঁচামালের জন্য আমদানির ওপর নির্ভরশীল, যা বৈশ্বিক সরবরাহ বিষয় ও মুদ্রা বিনিয়ন হার ওঠানামার প্রতি সংবেদনশীল করে তুলেছে। মুদ্রাস্ফীতি ও মুদ্রার অবমূল্যায়নের কারণে উৎপাদন ব্যয় বৃদ্ধি পাওয়ায় মুনাফার ওপর চাপ সৃষ্টি হয়েছে।

অতিরিক্তভাবে, ২০২৬ সালে বাংলাদেশ এলডিসি (স্বল্পান্ত দেশ) থেকে উত্তরণের পর ধীরে ধীরে TRIPS সুবিধার কিছু নমনীয়তা বিলুপ্ত হবে, যা উত্তোলন, পেটেন্ট অনুবর্তিতা এবং লাইসেন্সিং কোশলে অধিক মনোযোগ দেওয়ার প্রয়োজনীয়তা তৈরি করবে।



সামগ্রিকভাবে, বাংলাদেশের উষ্ণ শিল্পের ভবিষ্যৎ সম্ভাবনা অত্যন্ত ইতিবাচক। চলতি দশকের মধ্যেই দেশীয় বাজার ১.০০ ট্রিলিয়ন টাকায় পৌঁছাবে বলে ধারণা করা হচ্ছে (মেডেক্স, ২০২৪), অন্যদিকে রঙানি আয়ও ধারাবাহিকভাবে উর্ধ্বমুখী প্রবৃদ্ধি অব্যাহত রাখিবে বলে আশা করা হচ্ছে। গবেষণা ও উন্নয়ন, বিধি-নিষেধ মেনে চলা, উচ্চমূল্য সংযোজিত পণ্য যেমন বায়োসিমিলার ও টিকা উৎপাদন, এবং বাজার বৈচিক্রয়ে ধারাবাহিক বিনিয়োগ, এই উপাদানগুলোই প্রবৃদ্ধি বজায় রাখা এবং বৈশ্বিক উষ্ণ শিল্পে বাংলাদেশের প্রতিযোগিতামূলক অবস্থান আরও শক্তিশালী করার মূল চাবিকাঠি হবে।

### শিল্পের ভবিষ্যৎ সম্ভাবনা

বাংলাদেশের উষ্ণ শিল্প শক্তিশালী দেশীয় চাহিদা, রঙানি বৃদ্ধির ধারা এবং সরকারের সহায়ক নীতির ফলে ধারাবাহিকভাবে সম্প্রসারিত হচ্ছে। ২০২৪-২৫ অর্থবছরে এ খাত রঙানি থেকে প্রায় ২১৩ মিলিয়ন মার্কিন ডলার আয় করেছে, যা প্রবৃদ্ধির কিছুটা মন্দার মধ্যেও বৈশ্বিক বাজারে বাংলাদেশের উপস্থিতি বৃদ্ধির প্রতিফলন। এ.পি.আই (অ্যাকটিভ ফার্মাসিউটিক্যাল ইন্ডেস্ট্রিয়েন্ট) উৎপাদনে চলমান বিনিয়োগ এবং মুক্ষিগঞ্জ এ.পি.আই পার্কের উন্নয়ন দেশের আমদানি নির্ভরতা কমিয়ে প্রতিযোগিতামূলক সক্ষমতা বাড়াতে সহায়তা করবে বলে আশা করা হচ্ছে। এ ছাড়াও, ২০৩০ সাল পর্যন্ত স্বল্পন্ত দেশগুলোর এল.ডি.সির জন্য ড্রিউ.টি.ও. কর্তৃক প্রদত্ত পেটেন্ট ছাড়ের সুবিধা বাংলাদেশের ওষুধ কোম্পানিগুলোকে কম খরচে জেনেরিক ওষুধ উৎপাদনের সুযোগ করে দিয়েছে। তবে, আসন্ন এল.ডি.সির উন্নবণ এবং কঠোরতর নিয়ন্ত্রক বিধির কারণে ভবিষ্যতে নিয়ন্ত্রক নির্দেশনা পালন ও উদ্ভাবনী উদ্যোগের প্রয়োজন হবে। সামগ্রিকভাবে, শিল্পটির ভবিষ্যৎ সম্ভাবনা ইতিবাচক রয়ে গেছে, ক্ষমতা বৃদ্ধি, রঙানি বৈচিক্রয়, এবং নীতিগত সহায়তার মাধ্যমে প্রবৃদ্ধি অব্যাহত থাকবে বলে আশা করা হচ্ছে।

### ক্ষয়ার ফার্মার সংক্ষিপ্ত পর্যালোচনা

ক্ষয়ার ফার্মাসিউটিক্যালস পিএলসি বাংলাদেশের শীর্ষস্থানীয় ওষুধ প্রস্তুতকারক প্রতিষ্ঠান হিসেবে কার্যক্রম পরিচালনা করে, যার মূল লক্ষ্য জেনেরিক ওষুধ, মৌলিক কেমিক্যাল এবং প্রাণিসাম্প্রদায় পণ্যের উৎপাদন ও বিপণন।

২০২৫ সালের জুনে সমাপ্ত অর্থবছরে কোম্পানিটি আনুমানিক ৯১.৪৫ বিলিয়ন টাকা সম্মিলিত বিক্রয় আয় অর্জন করেছে, যা দেশের উষ্ণ বাজারের প্রায় ১৭.৮১% অংশীদারিত্ব এবং আগের বছরের তুলনায় প্রায় ১৪.৫৪% প্রবৃদ্ধি নির্দেশ করে।

স্বতন্ত্রভাবে কোম্পানির নিট রাজস্ব ০.৩১% বৃদ্ধি পেয়ে দাঁড়িয়েছে ৫৯.৯৮ বিলিয়ন টাকায়। তবে কর-পরবর্তী মুনাফা (চৃত্ত্বভূঁত অভঃবৎ ওধী) ৫.৪৭% হ্রাস পেয়ে দাঁড়িয়েছে ১৪.৭৪ বিলিয়ন টাকায়, যা মূলত এর অঙ্গপ্রতিষ্ঠান ক্ষয়ার লাইফসায়েন্সেস লিমিটেডে কৌশলগতভাবে কিছু পণ্য হস্তান্তরের কারণে হয়েছে।

২০২৪-২৫ অর্থবছরের প্রথমার্দে (জুলাই-ডিসেম্বর ২০২৪) কোম্পানির সম্মিলিত রাজস্ব প্রায় ৬.০৯% এবং নিট মুনাফা প্রায় ১২.৯০% বৃদ্ধি পেয়েছে, আগের বছরের একই সময়ের তুলনায়।

তবে ২০২৪-২৫ অর্থবছরের প্রথম প্রান্তিকে (জুলাই-সেপ্টেম্বর ২০২৪) রাজনৈতিক অস্থিরতা ও বন্যাজনিত সরবরাহ বিষয়ের কারণে কোম্পানির রাজস্ব ০.৩৬% হ্রাস পেয়ে দাঁড়িয়েছে ১৭.৭৫ বিলিয়ন টাকায়।

ব্যালাস শিট অনুসারে, ৩১ ডিসেম্বর ২০২৪ তারিখে কোম্পানির মোট সম্মিলিত সম্পদের পরিমাণ দাঁড়িয়েছে ১৪৫.৫৭ বিলিয়ন টাকা, যা জুন ২০২৪ এর ১৩২.৬৪ বিলিয়ন টাকা থেকে বৃদ্ধি পেয়েছে। এর মধ্যে স্থায়ী সম্পদ বেড়ে দাঁড়িয়েছে ৩০.১৬ বিলিয়ন টাকায়।

ক্ষয়ার ফার্মাসিউটিক্যালস পিএলসি ২০১৮-১৯ অর্থবছর থেকে মূল কার্যক্রমে সম্পূর্ণ ঝণমুক্ত অবস্থায় পরিচালিত হচ্ছে এবং কোনো ব্যাক ঝণ গ্রহণ করেনি।

অপারেশনাল দিক থেকে, কোম্পানিটি বি.এম.আর.ই. কর্মসূচির অধীনে ৬.৫ বিলিয়ন টাকার বিনিয়োগ পরিকল্পনা গ্রহণ করেছে, যা উৎপাদন সক্ষমতা বাড়ানো এবং ভবিষ্যৎ প্রবৃদ্ধির সুযোগ কাজে লাগানোর লক্ষ্যে গৃহীত।

কোম্পানির ব্যবসা এখনো মূলত দেশীয় বাজারকেন্দ্রিক হলেও রঙানি কার্যক্রম ক্রমবর্ধমান, এবং পর্যালোচনাধীন অর্থবছরে রঙানি আয় বেড়ে দাঁড়িয়েছে ২.৫৩ বিলিয়ন টাকায়।

সবশেষে, ক্ষয়ার ফার্মা তার শক্তিশালী আর্থিক ভিত্তি, চলমান উৎপাদন সক্ষমতা বৃদ্ধি, ও পরিমিত রঙানি সম্প্রসারণের মাধ্যমে বাজারে নেতৃত্ব বজায় রেখেছে। যদিও স্বল্পমেয়াদে বহিরাগত বিষ্ণ ও কৌশলগত পণ্য পুনর্বিন্যাসের কারণে রাজস্ব ও মুনাফায় কিছুটা চাপ দেখা দিয়েছে, তবুও কোম্পানিটি দৃঢ় কার্যসম্পাদন ও স্থিতিশীল প্রবৃদ্ধি বজায় রাখতে সক্ষম হয়েছে।



### আর্থিক ফলাফল - সম্মিলিত

- নিট বিক্রয়:** আলোচ্য ২০২৪-২০২৫ সালে, কোম্পানির সমষ্টিত নিট বিক্রয় ৮.৮৩% বৃদ্ধি পেয়ে ৭৬.২৯ বিলিয়ন টাকা হয়েছে যা বিগত বছরে ছিল ৭০.১০ বিলিয়ন টাকা।
- নিট মুনাফা ও ইপিএস:** কর পরবর্তী নিট মুনাফা ১৪.৫৪% বৃদ্ধি পেয়ে ২৩.৯৭ বিলিয়ন টাকা হয়েছে যা গত বছরে ২০.৯৩ বিলিয়ন টাকা ছিল। ২০২৪-২০২৫ সালে ইপিএস (শেয়ার প্রতি আয়) ২৭.০৪ টাকায় দাঁড়িয়েছে যা গত বছরে ২৩.৬১ টাকা ছিল।
- সংরক্ষিত মুনাফা:** ২০২৪-২০২৫ সালে সংরক্ষিত মুনাফা ১১.১৭% বৃদ্ধি পেয়ে ১২৬.৮৯ বিলিয়ন টাকায় দাঁড়িয়েছে। যা ২০২৩-২০২৪ সালের ছিল ১১৪.১৪ বিলিয়ন টাকা।

### আর্থিক ফলাফল - একক

- নিট বিক্রয়:** আলোচ্য ৩০ জুন, ২০২৫-এ সমাপ্ত আর্থিক বছরে কোম্পানির একক ভাবে নিট বিক্রয় ০.৩১% বৃদ্ধি পেয়ে ৫৯.৯৮ বিলিয়ন টাকা হয়েছে যা বিগত বছরে ছিল ৫৯.৭৯ বিলিয়ন টাকা।
- নিট মুনাফা ও ইপিএস:** কর পরবর্তী নিট মুনাফা ৫.৪৭% ব্রাস পেয়ে ১৪.৭৪ বিলিয়ন টাকা হয়েছে যা গত বছরে ১৫.৫৯ বিলিয়ন টাকা ছিল। ইপিএস (শেয়ার প্রতি আয়) ১৬.৬৩ টাকায় দাঁড়িয়েছে যা গত বছরে ১৭.৫৯ টাকা ছিল।
- সংরক্ষিত মুনাফা:** ২০২৪-২০২৫ সালে সংরক্ষিত মুনাফা ৫.২৫% বৃদ্ধি পেয়ে ১০০.০৫ বিলিয়ন টাকায় দাঁড়িয়েছে। যা ২০২৩-২০২৪ সালে ছিল ৯৫.০৬ বিলিয়ন টাকা।

ব্যবসায়িক কৌশলগত কারনে ক্ষয়ার ফার্মাসিউটিক্যালস পিএলসি, তার প্রায় সম্পূর্ণ মালিকানাধীন (৯৯.৯৫%) একটি সার্বসিডিয়ারি কোম্পানী ক্ষয়ার লাইফসারেসেস লিমিটেড (এসএলএল) এর কাছে বেশ কয়েকটি পণ্য স্থানান্তর করায় পর্যালোচনাধীন বছরে এর নিট মুনাফা ও ইপিএস ব্রাস পেয়েছে।

তবে, সমষ্টিত নিট মুনাফা এবং ইপিএস (শেয়ার প্রতি আয়) এ উল্লিখিত পণ্য স্থানান্তর দ্বারা কোন নেতৃত্বাচক প্রভাব পড়েনি এবং পূর্ববর্তী বছরের তুলনায় ১৪.৫৪% ইতিবাচক বৃদ্ধি পেয়েছে।

### শীর্ষস্থান

সকল ধরনের অর্থনৈতিক এবং কর্মদক্ষতার মাপকাঠিতে অবিরাম ও ক্রমাগত অগ্রগতি ক্ষয়ার ফার্মাকে বিগত কয়েক দশক ধরে দেশীয় ও বিদেশীয় শীর্ষস্থান (নম্বর # ১) ধরে রাখতে সহায়তা করেছে।

### ফার্মা সেস্টের শীর্ষস্থান

### টাকায়

+১৮৫.১৮ বিলিয়ন

শেয়ার বাজার মূলধন  
ক্ষয়ার ফার্মা

### ফার্মা প্লাট

ক্ষয়ার ফার্মার কত্পক্ষ, কোম্পানীর উৎপাদনকেন্দ্র গুলোতে প্রযুক্তিগত উন্নয়ন, গবেষণা এবং উন্নত ও পরিমার্জিত প্রশিক্ষণ নিশ্চিতকরণের মাধ্যমে গুণগত এবং পরিমাণগত উভয় ধরনের দক্ষতার ক্রমাগত উন্নয়ন সম্পর্কে অত্যন্ত সর্তক।

আলোচ্য বছরে, কোম্পানী উভয় কারখানায় উল্লেখযোগ্য পরিমাণ বিনিয়োগ করেছে। এর বিবরণ নিম্নে দেয়া হলোঃ

সম্পদের বিবরণ	২০২৪-২৫	২০২৩-২৪
জমি	৩১০.৮৮	৩৮৩.০৯
ভবন	৩৯.৭৯	৫৪.৪৫
প্লাট এবং যন্ত্রপাতি	২৩৯.০৭	১০০.০৯
গবেষণার যন্ত্রপাতি	৮১.৫২	৫১.১৭
অন্যান্য যন্ত্রপাতি/সম্পদ	৭২১.৩৭	১২৯.৯৮
মোট টাকা	১,৩৯২.৬২	৭১৮.৭৫

মূলধনী ব্যয়ের সকল অর্থ অভ্যন্তরীণ উৎস হতে নির্বাহ করা হয়েছে।



### আর্থিক ফলাফল এক নজরে

৩০ জুন ২০২৫ তারিখে সমাপ্ত অর্থবছরের জন্য কোম্পানির স্বতন্ত্র আর্থিক ফলাফল, আগের বছরের সাথে তুলনামূলকভাবে, নিচে উপস্থাপন করা হলো:

বিবরণ	২০২৪-২০২৫ (টাকায়)	২০২৩-২০২৪ (টাকায়)	% পরি
মোট বিক্রয়	৭১,০৭৮,৮৬৩,৩৫০	৭০,৯৯৬,৭০২,৭৩৬	০.১২%
নিট বিক্রয়	৫৯,৯৭৯,১৪৫,৯৯৩	৫৯,৯৯৮,৫৮৪,৮১৬	০.৩১%
বিক্রিত পণ্যের ব্যয়	৩৪,১২৮,৭৫৬,০৩২	৩২,৫২৬,৭৬৩,৭৩২	৪.৯৩%
মোট মুনাফা	২৫,৮৫০,৩৮৯,৯৬১	২৭,২৬৭,৮২১,০৮৪	৫.২০%
পরিচালন ব্যয়	১৫,৮৪২,৮৯০,১৯১	১৩,৯৭৯,৮১৬,৯১০	১৪.৯৭%
নিট মুনাফা (করপূর্ব)	১৯,২৯৬,৮৭১,৭২৮	১৯,৮৮৭,৮৪৩,০৬৮	২.৯৭%
আয়কর	৮,৫৫৭,১৮০,৫৬৬	৮,২৯৬,৮৭১,১৬২	৬.০৭%
নিট মুনাফা (কর পরবর্তী)	১৮,৭৩৯,২৯১,১৬২	১৫,৫৯১,৩৭১,৯০৬	৫.৮৭%
মোট মুনাফার হার	৮৩.১০%	৮৫.৬০%	৫.৮৮%
নিট মুনাফার হার (কর পূর্ব)	৩২.১৭%	৩৩.২৬%	৩.২৭%
নিট মুনাফার হার (কর পরবর্তী)	২৪.৫৭%	২৬.০৭%	৫.৭৪%
শেয়ার প্রতি আয় (টাকা) - একক	১৬.৬৩	১৭.৫৯	৫.৮৭%
শেয়ার প্রতি আয় (টাকা) - সমষ্টি	২৭.০৮	২৩.৬১	১৪.৫৩%
শেয়ার প্রতি আয় (আইপি ও পরিশোধিত মূলধন অনুসারে)	১,৪৭৩.৯৩	১,৫৫৯.১৪	৫.৮৭%

ক্ষয়ার ফার্মাসিউটিক্যালস পিএলসি (এস.পি.এল.), তার প্রায় সম্পূর্ণ মালিকানাধীন (৯৯.৯৫%) সাবসিডিয়ারি কোম্পানী ক্ষয়ার লাইফসায়েন্স লিমিটেড (এস.এস.এল.) এর কাছে ব্যবসায়িক কৌশলগত প্রয়োজনে বেশ কয়েকটি পণ্য স্থানান্তরের কারণে পর্যালোচনাধীন বছরে এস.পি.এল.-এর একক নিট মুনাফা এবং ই.পি.এস. ত্রাস পেয়েছে।

তবে, এই স্থানান্তরের ফলে সম্প্রিলিত মুনাফা এবং ই.পি.এস.-এর ওপর কোনো প্রভাব পড়েনি; বরং আগের বছরের তুলনায় এরা ১৪.৫৪% ইতিবাচক প্রযুক্তি অর্জন করেছে।

২০২৪-২০২৫ আর্থিক বছরে, একক নিট বিক্রয় আগের বছরের তুলনায় ০.৩১% বেড়েছে এবং কর পূর্ববর্তী নিট মুনাফা, কর পরবর্তী নিট মুনাফা, এবং কৌশলগত প্রয়োজনে তার বেশ কয়েকটি পণ্য স্থানান্তরের কারণে পর্যালোচনাধীন বছরে এস.পি.এল.-এর একক নিট মুনাফা এবং ই.পি.এস. যথাক্রমে ২.৯৭%, ৫.৮৭% এবং ৫.৮৭% করেছে।

একক হিসেবে আলোচ্য বছরে ই.পি.এস. হয়েছে ১৬.৬৩ টাকা যা ২০২৩-২০২৪ সালে ১৭.৫৯ টাকা ছিল, আগের বছরের তুলনায় ৫.৮৭% ত্রাস পেয়েছে এবং সমন্বিত ই.পি.এস. ১৪.৫৪% বেড়ে ২৭.০৮ টাকা হয়েছে।

**১৯.০৯%** ২০২৪-২৫  
লভ্যাংশ প্রদান





## মান নিয়ন্ত্রণ

ফার্মাসিউটিক্যালস্ পণ্যের অপর নাম জীবন রক্ষাকারী পণ্য। তাই এই পণ্যের সর্বোচ্চ মান নিশ্চিত করতে এবং উন্নয়ন সাধনে পণ্যের উৎপাদন সহ সকল স্তরে বিশ্ব স্বাস্থ্য সংস্থা প্রদত্ত গুরুত্বপূর্ণ ক্ষমতার প্রাপ্তিশীল প্রক্টিস এর নৈতিকালা কঠোরভাবে অনুসরণে কোম্পানী সবসময়ে প্রয়োজনীয় গুরুত্ব আরোপ করে আসছে।

পুঁথানুপুঁথরূপে অনুসন্ধানের মাধ্যমে মেয়াদোর্তীণ ঔষধ মার্কেট হতে ফেরত নেয়ার ক্ষেত্রে কোম্পানী প্রতিনিয়ত যত্নশীল। কোম্পানীর মান নিয়ন্ত্রণ সুবিধাদীর মধ্যে রয়েছে অত্যাধুনিক মান সম্পন্ন ল্যাবরেটরী, কম্পিউটারাইজড যন্ত্রপাতি এবং উচ্চশিক্ষিত এবং আধুনিক প্রশিক্ষণপ্রাপ্ত কর্মচারী ও কর্মকর্তা যারা পণ্যের সর্বোচ্চ মান নিয়ন্ত্রণকে তাদের নেতৃত্বে দায়িত্ব হিসাবে গ্রহণ করে গবেষণা কার্যক্রমে ব্রতী হয়েছেন। আমরা তাঁদের জন্য গর্বিত।

## প্রযুক্তি

পণ্য উৎপাদন, মান নিয়ন্ত্রণ, বিতরণ এবং সর্বোপরি রোগীর কাছে এই পণ্য পৌছানো পর্যন্ত সকল স্তরে আধুনিক প্রযুক্তি প্রয়োগে কোম্পানী অগ্রণী ভূমিকা পালন করছে।

এই লক্ষ্যে ২০২৪-২০২৫ অর্থ বছরে কোম্পানী ল্যাবরেটরী আধুনিকায়নে ৮১.৫২ মিলিয়ন টাকা বিনিয়োগ করেছে।

## রঙ্গানি

ক্ষয়ার ফার্মার রঙ্গানি বাজার ৪০ টিরও বেশি দেশে বিস্তার লাভ করেছে এবং বর্তমান উৎপাদন ক্ষমতার মধ্যে রঙ্গানির পরিমাণ বাড়ানোর জন্য সমস্ত ধরণের সভাব্য প্রচেষ্টা করছে যা আগামী বছরগুলিতে রঙ্গানির পরিমাণ আরও বাড়াবে বলে আশা করা হচ্ছে।

পর্যালোচনাধীন বছরে রঙ্গানির পরিমাণ ছিল ২,৫২৮.৮৫ মিলিয়ন টাকা যা গত বছরের তুলনায় ৫.৫৯% বৃদ্ধি পেয়েছে, গত বছরে রঙ্গানির পরিমাণ ছিল ২,৩৯৪.৯৭ মিলিয়ন টাকা।

ক্ষয়ার লাইফসায়েন্স লিমিটেড এবং ক্ষয়ার ফার্মাসিউটিক্যালস কেনিয়া ইপিজেড লিঃ, ক্ষয়ার ফার্মাসিউটিক্যালস পিএলসি-এর একটি সাবসিডিয়ারি কোম্পানি, যা রঙ্গানি কার্যক্রম শুরু করেছে এবং সফলভাবে নিয়ন্ত্রক পরিদর্শন সম্পন্ন করেছে। এটি নিকট ভবিষ্যতে ক্ষয়ারের রঙ্গানি আয় বৃদ্ধিতে গুরুত্বপূর্ণ অবদান রাখবে।

রঙ্গানি আয়

+৫.৫৯% ২০২৪-২০২৫



## জাতীয় কোষাগারে অবদান

ক্ষয়ার ফার্মা ২০২৪-২০২৫ অর্থবছরে জাতীয় কোষাগারে মোট ১৫,০৮২,৯৭৮,০৮২ টাকা প্রদান করেছে। এর মধ্যে ১৮৮,৫৯২,২৮৫ টাকা যন্ত্রপাতি ও খুচরা যন্ত্রাংশ আমদানির শুল্ক ও কর বাদ প্রদান করা হয়েছে।

২০২৪-২০২৫ অর্থবছরে নেট বিক্রয় আয়ের ২৫.১৫% এ খাতের অবদান রয়েছে।

## নতুন ঔষধ সংযোজন

আলোচ্য ২০২৪-২০২৫ সালে ৩৪টি নতুন পণ্য যুক্ত করা হয়েছে, যার সবকটিই বিশেষজ্ঞ চিকিৎসক এবং ভোকাদের কাছ থেকে ইতিবাচক প্রতিক্রিয়া পেয়েছে। উচ্চতর জেনেরিক বিকল্প, সীমিত বাজারের আকার এবং নিয়ন্ত্রকের আদেশ প্রতিপালনের নিমিত্তে ১৬টি পণ্যের উৎপাদন রাহিত করা হয়েছে এবং ৪৫টি পণ্য কৌশলগত সিদ্ধান্তের আলোকে ক্ষয়ার লাইফসায়েন্সেস লিঃ (এসএলএল)- এ স্থানান্তর করা হয়েছে।

বিগত ৩০ জুন, ২০২৫ - এ সমাপ্ত বছরে নতুন ঔষধ সংযোজন এবং বাতিলকৃত ঔষধের বিবরণ ২৯ নম্বর পৃষ্ঠায় কোম্পানির প্রোডাক্ট ডেভেলপমেন্ট শিরোনামে সংযুক্ত করা হয়েছে।



## উৎপাদন/উৎপাদন ক্ষমতা ব্যবহার

সার্বিকভাবে প্লান্টের উৎপাদন ক্ষমতার উন্নয়ন এ বছরেও ধারাবাহিক ভাবে অব্যাহত আছে যা ২৯ নথর পৃষ্ঠায় কোম্পানির আউটপুট/ক্যাপাসিটি ইউটিলাইজেশন শিরোনামে সংযুক্ত করা হয়েছে।



## কর্পোরেট গভর্ন্যান্স

### সার্বিসিডিয়ারি ও সহযোগি প্রতিষ্ঠান

ক্ষয়ার ফার্মাসিউটিক্যালস পিএলসি'র বর্তমানে ৩ (তিনি) টি সার্বিসিডিয়ারি কোম্পানি এবং ৩ (তিনি) টি সহযোগী কোম্পানি রয়েছে, যা নিচে দেখানো হয়েছে:

#### সার্বিসিডিয়ারি

**এসপিএল কেনিয়া:** ক্ষয়ার ফার্মাসিউটিক্যালস কেনিয়া ইপিজেড লিঃ

এসপিএল কেনিয়া প্রতিষ্ঠিত হয়েছে কেনিয়া এবং পূর্ব আফ্রিকান কমিউনিটিতে জেনেরিক মেডিসিন তৈরি ও বিক্রি করার উদ্দেশ্যে। ক্ষয়ার ফার্মা কার্যত এসপিএল কেনিয়ার সম্পূর্ণ শেয়ারের মালিক, তাই, এসপিএল কেনিয়া ক্ষয়ার ফার্মা'র একটি সার্বিসিডিয়ারি কোম্পানী।

এসপিএল কেনিয়ার পরিশোধিত মূলধন ৬৬৪,০০০,০০০ টাকা। এ ছাড়াও, ৩২১,৭৪২,৬৮৮ টাকা শেয়ার মানি ডিপোজিট হিসাবে অগ্রিম জমা দেয়া আছে।

এসপিএল কেনিয়ার ৩০ জুন ২০২৫ তারিখে সমাপ্ত বছরের পরিচালকদের প্রতিবেদন এবং নিরীক্ষিত আর্থিক বিবরণী এই বার্ষিক প্রতিবেদনে অন্তর্ভুক্ত করা হয়েছে।

#### এস.এল.এল:

ক্ষয়ার লাইফসাইক্সেস লিমিটেড, কোম্পানি আইন, ১৯৯৪ এর অধীনে ১৩ ফেব্রুয়ারী, ২০২০ -এ একটি ফার্মাসিউটিক্যালস ম্যানুফ্যাকচারিং কোম্পানি হিসাবে নিগমিত এবং ক্ষয়ার ফার্মাসিউটিক্যালস পিএলসি এর

একটি সার্বিসিডিয়ারি কোম্পানী।

ক্ষয়ার ফার্মা, ১০০.০০ টাকা মূল্যমানের মোট পরিশোধিত ১০,০০০,০০০ সাধারণ শেয়ারের মধ্যে ৯,৯৯৫,০০০ টি শেয়ারের মালিক।

ক্ষয়ার লাইফসাইক্সেস এর ৩০ জুন ২০২৫ তারিখে সমাপ্ত বছরের পরিচালকদের প্রতিবেদন এবং নিরীক্ষিত আর্থিক বিবরণী এই বার্ষিক প্রতিবেদনে অন্তর্ভুক্ত করা হয়েছে।

#### এসপিআই:

স্যামসন ফার্মা আইএনসি, ফিলিপাইন  
স্যামসন ফার্মা আইএনসি, ফিলিপাইন, ২০২৩  
সালে ফিলিপাইনের কর্মোরেশন কোডের অধীনে একটি ফার্মাসিউটিক্যালস ম্যানুফ্যাকচারিং কোম্পানি এবং ক্ষয়ার ফার্মাসিউটিক্যালস পিএলসি এর একটি সার্বিসিডিয়ারি হিসাবে অন্তর্ভুক্ত হয়।

এস.পি.আই. এর প্রদত্ত মূলধন বাংলাদেশি টাকায় ২৫,১৪৯,৮৯৮ টাকা, এবং ৩০ জুন ২০২৫ তারিখে ২৭,৩৮০,১০৭ টাকা শেয়ার মানি ডিপোজিট হিসেবে অগ্রিম প্রদান করা হয়েছে। ক্ষয়ার ফার্মা এর প্রদত্ত ১,৪০,০০০ সাধারণ শেয়ারের মধ্যে ১,৩৯,৯৯৮ টি শেয়ার ধারণ করে।

এস.পি.আই. এর ৩০ জুন ২০২৫ তারিখে সমাপ্ত বছরের পরিচালকদের প্রতিবেদন এবং নিরীক্ষিত আর্থিক বিবরণী এই বার্ষিক প্রতিবেদনে অন্তর্ভুক্ত করা হয়েছে।

#### সহযোগী প্রতিষ্ঠান

##### ক্ষয়ার টেক্সটাইলস্ পিএলসি.

ক্ষয়ার টেক্সটাইলস্ পিএলসি, একটি ১০০% রঙানিমুখী সুতা প্রস্ততকারক, পুরোদমে উৎপাদনে নিয়োজিত একটি লাভজনক পাবলিকলি লিস্টেড কোম্পানি।

ক্ষয়ার ফার্মা, ক্ষয়ার টেক্সটাইলস্-এর ১০ টাকা অভিহিত মূল্যের ৯১,৪৩৬,৬৭৭ টি সাধারণ শেয়ারের মালিক (৪৬.৩৬%)। ক্ষয়ার ফার্মা এই শেয়ারগুলি বাবদ ২২৫,১২৯,৭৯৫.০০ টাকা বিনিয়োগ করেছিল, যার শেয়ার প্রতি ব্যয় দাঁড়ায় ২.৪৬ টাকা (বিনামূল্যের বোনাস শেয়ার বিবেচনা করে)।

৩০ জুন, ২০২৫ তারিখে উল্লেখিত শেয়ারগুলির বাজার মূল্য ছিল ৪৮,৭১,২৫৩,৫০৫.৩০ টাকা, শেয়ার প্রতি ৪৮.৯০ টাকা হিসেবে।

ক্ষয়ার টেক্সটাইলস্ লিঃ ২০২৪-২০২৫ সালের জন্য ৩২% নগদ লভ্যাংশ প্রস্তাব করেছে।



### ক্ষয়ার হসপিটালস্ লিঃ

ক্ষয়ার হসপিটালস্ একটি বহুবৃদ্ধি চিকিৎসা সেবা ব্যবস্থা সম্পর্ক সর্বাধুনিক হাসপাতাল যা বাংলাদেশে বেসরকারী স্বাস্থ্যসেবা খাতে পুরোদমে সক্রিয় শীর্ষস্থানীয় একটি প্রাইভেট লিমিটেড কোম্পানি ।

ক্ষয়ার ফার্মা প্রতিটি ১,০০০ টাকা মূল্যমানের ১৯৯,৭৫০টি সাধারণ শেয়ারের মালিক, যা ক্ষয়ার হাসপাতাল এর শেয়ার-মূলধনের ৪৯.৯৪% । উল্লেখিত শেয়ারের জন্য বিনিয়োগের ব্যয় ছিল ২১০,৭৫০,০০০.০০ টাকা, যার শেয়ার প্রতি মূল্য হয় ১,০৫৫.০৭ টাকা ।

ক্ষয়ার হসপিটালস্ জুন ২০২৫ সালে সমাপ্ত বছরে মোট ব্যবসা করেছে ৬,৮৭২.৬০ মিলিয়ন টাকা এবং নিট মুনাফা হয়েছে ৬২৬.৫৩ মিলিয়ন টাকা । ক্ষয়ার হসপিটালস্, নতুন সম্প্রসারণ পরিকল্পনা, হাসপাতালের বর্তমান সরঞ্জামাদি আধুনিকায়ন এবং প্রতিস্থাপনের লক্ষ্যে, কোনও লভ্যাংশ প্রস্তাব করেনি ।

### ক্ষয়ার ফ্যাশনস্ লিঃ

ক্ষয়ার ফ্যাশনস্ লিঃ, ১০০% রঙানিমুখী তৈরি পোশাক প্রস্তুতকারক একটি প্রাইভেট লিমিটেড কোম্পানি যার কার্যক্রম পুরোদমে সক্রিয় আছে ।

ক্ষয়ার ফার্মা প্রতিটি ১০০ টাকা মূল্যমানের ৪৬২,০০০ সাধারণ শেয়ারের মালিক যা এর শেয়ার মূলধনের ৪৮.৬৩% । এই শেয়ারের বিনিয়োগের জন্য ব্যয় হয়েছে ১৫১.২০ মিলিয়ন টাকা যার গড় মূল্য শেয়ার প্রতি ৩২৭.২৭ টাকা ।

ক্ষয়ার ফ্যাশনস এর ২০২৪-২০২৫ আর্থিক বছরে মোট ব্যবসা এবং নিট মুনাফা অর্জিত হয়েছে যথাক্রমে ৩৪,৩১৯.৯৭ এবং ৪,৭১০.৪৩ মিলিয়ন টাকা এবং ইপিএস ৪,৯৫৮.৩৫ টাকা ।

ভবিষ্যত সম্প্রসারণ এবং ভিয় বিনিয়োগ পরিকল্পনার কারণে পর্যালোচনাধীন বছরে কোনও লভ্যাংশ প্রস্তাব করেনি ।

### শেয়ারবাজার এবং অন্যান্য দীর্ঘমেয়াদী

#### সম্পদে বিনিয়োগ

ক্ষয়ার ফার্মা ১০,০৬১.৫৩ মিলিয়ন টাকা শেয়ারবাজারে বিনিয়োগ করেছে যা একক আর্থিক বিবরণীর নোট # ৬ এ বিস্তারিত দেখানো হয়েছে ।

পর্যালোচনাধীন বছরে পুঁজিবাজার, বিশ্বব্যাপী অর্থনৈতিক চাপের কারণে অস্থিরতার সম্মুখীন হয়েছে, উচ্চ মূল্যস্ফীতি এবং মুদ্রার অবমূল্যায়নের সম্মুখীন হয়েছে, ফলে পোর্টফোলিওটি ৫৮৯.৬২ মিলিয়ন টাকা মূলধনী ক্ষতির সম্মুখীন হয়েছে ।

তা ছাড়াও ক্ষয়ার ফার্মা প্রতিটি ৩০ জুন, ২০২৫ পর্যন্ত বিভিন্ন ইকুইটি শেয়ার, সাবঅরডিনেট বন্ড, গড়ং সিকিউরিটিজ এবং জিবো কুপন বড়ে মোট ১০,২২২.৬২ মিলিয়ন টাকা বিনিয়োগ রয়েছে ।

ক্ষয়ার ফার্মা প্রতিটি বিনিয়োগের সুবিধা/প্রাপ্তি সফলতে বিপ্লবী করে এবং একটি আশানুরূপ প্রাপ্তির দিকে সর্বোচ্চ অগ্রাধিকার দিয়ে বিনিয়োগের বিশদ বিবরণ একক আর্থিক বিবৃতির নোট # ৭ এ দেখানো হয়েছে ।

#### ব্যতিক্রমীয়া কার্যক্রম

আলোচ্য বছরে, কোম্পানীটি কোনও অস্বাভাবিক কার্যক্রম গ্রহণ করেনি বা চালিয়ে যায়নি ।

#### বুঁকি এবং উদ্বেগ

ক্ষয়ার ফার্মার ম্যানেজমেন্ট ব্যবসায়ের প্রধান বুঁকি সমূহ শনাক্ত করতে সদা সর্বদা সর্তক থাকে এবং তা নিরসন করতে যথাযথ পরিকল্পনা ও ব্যবস্থাপনা গ্রহণে অত্যন্ত আত্মরিক ।

তারা বুঁকি পর্যবেক্ষণকে একটি ক্রমাগত প্রক্রিয়া হিসেবে বিবেচনা করে এবং সেই অনুযায়ী, কোম্পানি যেকোনো আর্থ-সামাজিক অসঙ্গতিপূর্ণ পরিস্থিতি, কৌশলগত বিনিয়োগ নীতি, পণ্যের মূল্য নির্ধারণ নীতি, দীর্ঘমেয়াদী পরিকল্পনা, আন্তর্জাতিক বাণিজ্য বাধা ইত্যাদির উপর নজর রাখে যাতে কোম্পানির ব্যবসার উপর কোন প্রকার নেতৃত্বাত্মক প্রভাব না পড়ে ।

#### হিসাবের একটীকরণ

ক্ষয়ার ফার্মা ৩টি সাবসিডিয়ারি কোম্পানীর মালিক বিধায় বাংলাদেশ সিকিউরিটিজ অ্যান্ড এক্সচেঞ্জ কমিশনের এর বিধিমালা এবং আইএফআরএস-১০ এর নিয়মাবলী অনুসরণ করে আর্থিক বিবরণী সমূহ একটীকৃত করা হয়েছে যাতে শেয়ারহোল্ডারবৃন্দের মোট সুবিধা/বিনিয়োগ মূল্য প্রদর্শন করা যায় ।

উল্লেখিত একীভূত আর্থিক বিবরণী এই বার্ষিক প্রতিবেদনের সাথে উপস্থাপন করা হয়েছে ।



## মুনাফা বন্টন

পরিচালনা পর্ষদ তার ২২শে অক্টোবর, ২০২৫-এ অনুষ্ঠিত সভায় পরিশোধিত মূলধনের ১২০% হারে নগদ লভ্যাংশ সুপারিশ করেছে এবং ২০২৪-২০২৫ বছরে অর্জিত নিট মুনাফা নিম্নলিখিত ভাবে বন্টন করেছেন:

টাকায়

২০২৪-২০২৫ সালের নিট মুনাফা	১৪,৭৩৯,২৯১,১৬২
বাদ : প্রস্তাবিত বন্টনঃ নগদ লভ্যাংশ ১২০% (শেয়ার প্রতি ১২.০০ টাকা)	১০,৬৩৭,৮১২,১২০
অবন্টনকৃত মুনাফা পরবর্তী বছরে স্থানান্তরঃ	৮,১০১,৮৭৯,০৪২

প্রস্তাবিত নগদ লভ্যাংশ চলতি বছরের কর পরবর্তী নিট মুনাফার ৭২.১৭%, পূর্ববর্তী বছরের তুলনায় ৯.০৯% বেশি এবং ৮৮৬.৮৫ মিলিয়ন টাকা বেশি। ২০২৩-২০২৪ অর্থবছরে ঘোষিত ও প্রদত্ত নগদ লভ্যাংশ ছিল ১১০% হারে, যার পরিমাণ ছিল ৯,৭৫০.৯৬ মিলিয়ন টাকা।

## সংখ্যালঘু শেয়ারহোল্ডারদের স্বার্থ

বাংলাদেশ সিকিউরিটিজ অ্যান্ড এক্সচেঞ্জ কমিশনের কর্পোরেট গভর্নেন্স কোড ২০১৮ শর্ত নম্বর ১(৫)(XVI) এর পরিপ্রেক্ষিতে, ক্ষয়ার ফার্মা, পরিচালনা পর্ষদ এর মাধ্যমে নিশ্চিত করে যে সংখ্যালঘু শেয়ারহোল্ডারদের স্বার্থ যথাযথভাবে সুরক্ষিত হয়েছে।

## রিলেটেড পার্টি লেনদেন

ক্ষয়ার ফার্মা আলোচ্য বছরে যে সকল রিলেটেড পার্টিরে সাথে লেনদেন করেছে তাদের বিশদ বিবরণ একক আর্থিক বিবরনীর নেট # ৩৬ এ উপস্থাপন করা হয়েছে।

## পরিবেশগত ভূমিকা

জিএমপি/ডিস্ট্রিউটিউচন ষ্ট্যান্ডার্ডস ও সরকারী নিয়মাবলী অনুযায়ী কোম্পানী সর্বোচ্চ দূষণমুক্ত পরিবেশ বজায় রেখেছে।

## ক্রেডিট রেটিং

ক্রেডিট রেটিং ইনফরমেশন অ্যান্ড সার্ভিসেস লিমিটেড বিগত ১১ ডিসেম্বর, ২০২৪ তারিখে ক্ষয়ার ফার্মাসিউটিক্যালস পিএলসি'র আর্থিক এবং অন্যান্য প্রাসঙ্গিক পরিমাণগত এবং গুণগত তথ্যের ভিত্তিতে ক্ষয়ার ফার্মাকে সর্বোচ্চ ক্রেডিট রেটিং প্রদান করেছে।

## পুনঃনিশ্চিত রেটিংঃ

দীর্ঘমেয়াদী রেটিং = "এএএ "

যা সর্বোচ্চ নিরাপত্তা এবং সর্বোচ্চ ক্রেডিট গুণমান নির্দেশ করে।

স্বল্পমেয়াদী রেটিং = "এস.টি.-১"

যা সময়মত পরিশোধের সর্বোচ্চ নিশ্চয়তা নির্দেশ করে।

## মানব সম্পদ প্রশিক্ষণ ও উন্নয়ন

মানব সম্পদ উন্নয়নের জন্য, ক্ষয়ার ফার্মা তার প্রতিটি স্তরের নির্বাহী ও কর্মচারীদের ক্রমাগত আনুষ্ঠানিক এবং অনানুষ্ঠানিক প্রশিক্ষণ প্রদান করে যাচ্ছে।

২০২৪-২০২৫ বছরে, ১৪,৬০৬ জন দেশে এবং বিদেশে প্রশিক্ষণ পেয়েছে। এই প্রশিক্ষণ কোম্পানীকে লাভজনক করতে এবং শীর্ষ অবস্থান ধরে রাখতে সহায়তা করছে।

## ব্যাংক গ্যারান্টি

পর্যালোচনাধীন বছরের মধ্যে প্রদত্ত গ্যারান্টিগুলি একক আর্থিক বিবরণীতে নেট # ৩৫.১ এ চিহ্নিত হয়েছে।



## দাবহান/ অমীমাংসত লভ্যাংশ

বাংলাদেশ সিকিউরিটিজ অ্যান্ড এক্সচেঞ্জ কমিশন এবং অন্যান্য নিয়ন্ত্রক কর্তৃপক্ষের নির্দেশনা অনুসারে দাবহান/অমীমাংসিত লভ্যাংশের হিসাব যত্ন সহকারে রাখা হয়।

১৯৯৫ থেকে ২০২৪ সাল পর্যন্ত দাবহান/অমীমাংসিত লভ্যাংশের বিশদ বিবরণ এই প্রতিবেদনের ১৬৯ পৃষ্ঠায় উপস্থাপন করা হয়েছে।

## পরিচালকদের নির্বাচন

প্রবন্ধসমূহের ধারা ১৯ ও ১০০ অনুসারে জনাব স্যামুয়েল এস. চৌধুরী এবং জনাব কাজী ইকবাল হার্স্টন অবসর গ্রহণ করেছেন এবং পুনঃনির্বাচনের যোগ্য হওয়ায় তাঁরা পুনঃনির্বাচনের জন্য নিজেদের প্রার্থী হিসেবে মনোনীত করেছেন।

উক্ত পরিচালকদের সংক্ষিপ্ত জীবনবৃত্তান্ত ও অন্যান্য তথ্যাবলী সংযোজনী- ii তে উপস্থাপিত হয়েছে।

## স্বতন্ত্র নারী পরিচালক নিয়োগ

পরিচালনা পর্ষদ ২১ অক্টোবর ২০২৫ তারিখে বাংলাদেশ সিকিউরিটিজ অ্যান্ড এক্সচেঞ্জ কমিশনের অনুমোদনসাপেক্ষে বিজ্ঞপ্তি নং বিজ্ঞপ্তি নং BSEC/ICAD/ CGD/2023/106/ Part-I/373, তারিখ ২৯ জুলাই ২০২৫ এর নির্দেশনা অনুসরণপূর্বক জনাবা নাসরিন আকার, এফ.সি.এ. কে স্বতন্ত্র নারী পরিচালক হিসেবে নিয়োগ দিয়েছে।

উক্ত পরিচালকের সংক্ষিপ্ত জীবনবৃত্তান্ত ও অন্যান্য তথ্যাবলী সংযোজনী- ii তে উপস্থাপিত হয়েছে।

## সংবিধিবদ্ধ নিরীক্ষক নিয়োগ

মেসার্স মাহফেল হক অ্যান্ড কোং, চার্টার্ড একাউন্ট্যান্টস, বিজিআইসি টাওয়ার, ৪র্থ তলা, ৩৪ তোপখানা, ঢাকা, ২০২৪- ২০২৫ সালের জন্য সংবিধিবদ্ধ অডিটর ছিলেন এবং ক্ষয়ার ফার্মাসিউটিক্যালস পিএলসি-এর ৩০ জুন, ২০২৫ সমাপ্ত প্রতিবেদন জমা দিয়েছেন।

মেসার্স মাহফেল হক অ্যান্ড কোং, চার্টার্ড একাউন্ট্যান্টস, বিজিআইসি টাওয়ার, ৪র্থ তলা, ৩৪ তোপখানা, ঢাকা, যোগ্য হওয়ার কারণে, ২০২৫-২০২৬ সালের জন্য কোম্পানির নিরীক্ষক হিসেবে নিয়োগের আগ্রহ প্রকাশ করেছেন।

পরিচালনা পর্ষদ ২২ অক্টোবর, ২০২৫ তারিখের সভায় তাদের নিয়োগের সুপারিশ করেছেন।

## কমপ্লায়েন্স নিরীক্ষক নিয়োগ

মেসার্স চৌধুরী ভট্টাচার্য অ্যান্ড কোং, চার্টার্ড একাউন্ট্যান্টস, ২০২৪-২০২৫ সালের জন্য কমপ্লায়েন্স নিরীক্ষক ছিলেন এবং বাংলাদেশ সিকিউরিটিজ এক্সচেঞ্জের কমিশন-এর কর্পোরেট গভর্নেন্স কোড ২০১৮ এর শর্তানুসারে ৩০ জুন, ২০২৫ তারিখে সমাপ্ত বছরের জন্য সার্টিফিকেট অব কমপ্লায়েন্স উপস্থাপন করেছেন।

কোম্পানির কমপ্লায়েন্স নিরীক্ষক মেসার্স চৌধুরী ভট্টাচার্য অ্যান্ড কোং, চার্টার্ড একাউন্ট্যান্টস এই বার্ষিক সাধারণ সভায় অবসর গ্রহণ করেছেন এবং যোগ্য হওয়ার কারণে, ২০২৫- ২০২৬ সালের জন্য কমপ্লায়েন্স নিরীক্ষক হিসেবে পুনরায় নিয়োগের জন্য ইচ্ছা প্রকাশ করেছেন।

২২শে অক্টোবর, ২০২৫ তারিখে অনুষ্ঠিত সভায় পরিচালনা পর্ষদ তাদের নিয়োগের সুপারিশ করেছেন।

## ব্যবস্থাপনা পরিচালক পুনঃ নিয়োগ

পরিচালনা পর্ষদ তাদের ৭ই আগস্ট ২০২৫ এর সভায় মিঃ তপন চৌধুরীকে আরও পাঁচ বছরের জন্য ব্যবস্থাপনা পরিচালক পদে নিয়োগ দিয়েছেন যা ১৫ ই সেপ্টেম্বর, ২০২৫ থেকে প্রজোয্য এবং বার্ষিক সাধারণ সভায় শেয়ারহোল্ডারদের দ্বারা অনুমোদনের জন্য প্রস্তাব করেছেন। মিঃ তপন চৌধুরী এর সংক্ষিপ্ত জীবনবৃত্তান্ত এবং অন্যান্য তথ্য সংযুক্ত - || এ বর্ণিত হয়েছে।

## ম্যানেজমেন্ট ডিসকাশন এন্ড আনলাইনিসিস

কোম্পানির পরিচালন অবস্থান, ক্রিয়াকলাপ, আর্থিক বিবরণী এবং অন্যান্য প্রয়োজনীয় পরিবর্তনের সংক্ষিপ্ত আলোচনা ব্যবস্থাপনা পরিচালক কর্তৃক স্বাক্ষরিত ম্যানেজমেন্ট ডিসকাশন এন্ড আনলাইনিসিস এই প্রতিবেদনের সংযোজন-||। এ প্রকাশিত হয়েছে।

**৮৯.৩৭%**

চিকিৎসকবৃন্দ অন্তত একটি ক্ষয়ার পণ্য প্রেসক্রাইব করেছেন।

৩৮,০৭২ জন চিকিৎসকের মধ্যে ৩৪,০২৫ জন ক্ষয়ার-এর পণ্য প্রেসক্রাইব করেছেন।



## আর্থিক বিবরণী উপর পরিচালকদের ঘোষণা

কর্পোরেট সুশাসনের অংশ হিসেবে, কোম্পানির আর্থিক কার্যসম্পাদন ও অবস্থার সত্য ও ন্যায্য চিত্র উপস্থাপনের দায়িত্ব পরিচালনা পর্ষদের ওপর ন্যস্ত। এই লক্ষ্যে, পরিচালকেরা তাঁদের সর্বোত্তম জ্ঞানের ভিত্তিতে নিম্নলিখিত বিষয়ে নিশ্চয়তা প্রদান করছেনঃ

- কোম্পানির আর্থিক বিবরণী, কোম্পানির কার্যক্রমের ফলাফল, নগদ প্রবাহ এবং ইকুইটি পরিবর্তনের একটি সত্য এবং ন্যায্য দৃষ্টিভঙ্গি উপস্থাপন করে।
- প্রচলিত আইন অনুসারে হিসাবের প্রয়োজনীয় সঠিক নথি রাখ্বেক্ষণ করা হয়েছে।
- আর্থিক বিবরণী তৈরিতে অ্যাকাউন্টিং অনুমানগুলো যুক্তিসঙ্গত এবং বিচক্ষণতার উপর ভিত্তি করে এবং যথার্থ অ্যাকাউন্টিং নীতিগুলো ক্রমাগত প্রয়োগ করা হয়েছে।
- বাংলাদেশে প্রযোজ্য আই.এ.এস/ আই.এফ.আর. এস অনুযায়ী আর্থিক বিবরণী প্রস্তুত করা হয়েছে।
- অভ্যন্তরীণ কট্টোল সিটেমটি কাঠামোগত দিক থেকে খুবই কার্যকরী এবং সঠিকভাবে এর প্রয়োগ ও পর্যবেক্ষণ করা হয়।
- একটি ব্যবসায়-প্রতিষ্ঠান হিসাবে সকল ব্যবসায়িক কার্যক্রম চালিয়ে যাওয়ার ক্ষমতা সম্পর্কে কোন উল্লেখযোগ্য সংশয় নেই।
- গত বছরের পরিচালন ফলাফল থেকে কোন উল্লেখযোগ্য বিচ্যুতি নেই।
- জনাবা রত্না পাত্র, ভাইস চেয়ারম্যান এবং জনাব তপন চৌধুরী ব্যবস্থাপনা পরিচালক-কে দেওয়া পারিশ্রমিক নোটস অফ একাউন্টস-এর নোট # ২৫ এ দেখানো হয়েছে।
- বিগত ৫ (পাঁচ) বছরের মূল পরিচালন এবং আর্থিক তথ্য পৃষ্ঠা নং ১২ এ সংক্ষিপ্ত আকারে উপস্থাপন করা হয়েছে।

## কর্পোরেট গভর্নেন্স কমপ্লায়েন্স প্রতিবেদন

বাংলাদেশ সিকিউরিটিজ অ্যান্ড এক্সচেঞ্জ কমিশনের কর্পোরেট গভর্নেন্স কোড ২০১৮-এর বিধি অনুসারে, একটি অতিরিক্ত বিবৃতি, যে পরিচালকদের পুনরায় নিয়োগ করা হবে তাদের জীবনবৃত্তান্ত, ব্যবস্থাপনার আলোচনা বিশ্লেষণ, সিইও এবং সিএফওর কাছ থেকে বোর্ডের উদ্দেশ্যে সনদ, কোম্পানির কমপ্লায়েন্স অডিটরদের সনদ এবং কর্পোরেট গভর্ন্যান্স কোড ২০১৮ প্রতিপালনের অবস্থা যথাক্রমে সংযুক্ত - i, ii, iii, iv, v ও vi তে উল্লেখ করা হয়েছে।

অডিট কমিটির রিপোর্ট, মনোনয়ন ও পারিশ্রমিক নীতি এবং লভ্যাংশ বন্টন নীতিও এই বার্ষিক প্রতিবেদনে উপস্থাপন করা হয়েছে।

### ব্যবস্থাপনা কর্তৃপক্ষের স্বীকৃতি

পরিচালনা পর্ষদ ব্যবসায়িক কার্যক্রমে আন্তরিকভাবে অবদান রাখার জন্য ব্যবস্থাপনা কর্মকর্তা, কর্মচারী, শ্রমিক এবং ক্রেতা সবাইকে আন্তরিক ধন্যবাদ জ্ঞাপন করেছেন। তা ছাড়াও ব্যাংক, বিএসইসি, ডিএসই, সিএসই, সিডিবিএল এবং বিশেষ ভাবে সরকারকে কোম্পানীর প্রতিটি কার্যক্রমে সহযোগিতার জন্য আন্তরিক ধন্যবাদ জানাচ্ছেন। পরিচালনা পর্ষদ আশা করে যে, এই কোম্পানী দেশের সীমানা ছাড়িয়ে বিদেশের মাটিতেও অবদান রাখবে।

স্যামুয়েল এস চৌধুরী  
চেয়ারম্যান



# Corporate Governance

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

The entrepreneur's engagement in all of these areas necessitates constant decision-making governance, with the degree of involvement varying according to the level of delegation of authority top-down and reporting for accountability bottom-up in the Management echelon. These aspects of governance are shared by the Board of Directors, Executive Management, operational participants and workers, and others in fulfillment of the common goals that converge in increasing the benefits of all stakeholders.

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

Corporate Governance functions are carried out by the organisms mentioned hereafter:

## BOARD OF DIRECTORS

### ❖ Constitution

The Board of Directors, the top Management echelon, consisting of the founding successors/entrepreneurs and Independent Directors, provides the policy and strategic support and direction for the entire range of corporate activities.

The Board of Directors consists of 7 (seven) members, including 2 (Two) Independent

Directors with varied education and experience provide a balancing character in the decision-making process.

The members of the Board of Directors are as follows:

Mr. Samuel S Chowdhury	Chairman
Mrs. Ratna Patra	Vice Chairman
Mr. Tapan Chowdhury	Managing Director
Mr. Anjan Chowdhury	Director
Mr. Kazi Iqbal Harun	Director
Mr. Abul Kalam Azad	Independent Director
Mr. Muhammadul Haque	Independent Director

During the year under review, the board held 12 (twelve) meetings to transact various agendas.

The Board is reconstituted every year at its Annual General Meeting by the rotation and re-election of one-third of the directors in order to meet the requirements of the Companies Act 1994 and the Articles of Association of the Company.

Directors are liable to comply with the provisions of the Companies Act 1994, the rules of the Articles of Association of the Company, the Rules & Regulations of the Bangladesh Securities and Exchange Commission, and the listing regulations of the stock exchanges.

### ❖ Role & Responsibilities

The main role of the Board of Directors, which is the highest level of authority, is to provide general superintendence, oversee the operations, and control the affairs of the company through appropriate delegation and accountability processes via the lines of command.

However, the Board of Directors holds the ultimate responsibility and accountability with due diligence for conducting the activities of the company as per provisions of the law in the interest of the shareholders, the stakeholders, the state, and society.

The Board of Directors, in fulfillment of its responsibility, holds periodic meetings, at least once a quarter, and provides appropriate decisions/directions to the Executive Management. Such meetings usually consider operational performance, financial results, review of budgets, capital expenditure proposals for BMRE or new projects/divisions/ product lines, procurement of funds by issue of shares or borrowing, procurement of raw materials, plant & machinery, pricing of products/discounts, recruitment, training, and promotion of officers, approval of audited accounts and distribution of dividends and other interest of the stakeholders including the employees and workers.

The Board of Directors takes special care in designing and articulating productivity and compensation plans for employees and workers and rewarding them appropriately on the basis of quality and quantity of performance as an incentive.

The Board also remains responsible for the removal of operational hazards to the life and health of workers, friendly environmental work conditions, and social relationships as demanded of good citizens in a country.

## ❖ Relationship with Shareholders & and Public

The shareholders, as owners, are required to be provided with material information on the company's operation every quarter and annually, the latter at the Annual General Meeting. They are also provided routine services by the Company Affairs Division in matters of their various queries, share transfer, dematerialization, rematerialization of shares, payment of dividends etc.

The Board is, however, responsible to the public for the publication of any price-sensitive information as per BSEC regulation, and a qualified Chartered Secretary overseeing these responsibilities as the Company Secretary.

## ❖ Relationship with Government

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

## ❖ Relationship with Financers/Bankers

The Board oversees financial transactions and ensures that the company meets its commitments to lenders without defaulting. This has resulted in securing lower interest rates from them.

## ❖ Relationship with Suppliers

Since the company needs to import plant, machinery, and almost all the raw materials from abroad, it maintains friendly and mutually beneficial relationships with both its international and local suppliers. This has enabled the company to avoid legal disputes in international or local courts and has improved its image as a good customer.

## ❖ Corporate Social Responsibilities (CSR)

The Board of Directors is also awoken of the Corporate Social Responsibilities (CSR), especially in the areas of gender equality, race-religion-regional equality, non-employment of child labor, human rights, environmental pollution, social marketing, social activities (promotion of sports and culture, health care and population control programs, elimination of corruption programs, participation in charitable activities etc. in a non-partisan manner) right to form and participate in Union under ILO convention, employment of disabled's etc.

## BOARD COMMITTEE

### ❖ Audit Committee

The Board of Directors has constituted an Audit Committee of the Board, which is comprised of the following Non-Executive Directors:

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Mr. Abul Kalam Azad - Chairman  
Independent Director  
Mr. Anjan Chowdhury - Member  
Director  
Mr. Kazi Iqbal Harun - Member  
Director

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The Committee carries out its responsibilities as defined in the provisions of laws through convening meetings and submitting its report to the Board of Directors as and when required.

The Audit Committee shall also coordinate with the Internal and External Auditors as and when required, ensuring that adequate internal checks & balances supported by adequate MIS are in place for the detection of errors, fraud, and other deficiencies.

The other responsibilities include, inter alia, not limited to, the prevention of conflict of interest between the company and its Directors, officials, customers, suppliers, government, and any other interest groups, and detecting or removing any scope of insider trading in the company's stock.

The Audit Committee also ensures compliance with the requirements of BSEC and other agencies. The Committee met 4 (four) times during the year under review.

### ❖ Nomination and Remuneration Committee (NRC)

The terms of reference of the NRC inter alia include determining the Company's policy on specific remuneration packages for executive directors, reviewing, recommending and/or approving remuneration to whole-time

Directors, reviewing and approving the Remuneration Policy of the Company, formulating criteria for evaluation of Independent Directors and the Board, to devise a policy on Board Diversity, to identify persons who are qualified to become directors and who may appoint senior management in accordance with the criteria laid down and recommend to the Board the appointment or removal of such persons and to discharge such other functions and exercise such other powers as may be delegated/directed by the Board of Directors from time to time.

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

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Mr. Abul Kalam Azad - Chairman  
Independent Director  
Mr. Anjan Chowdhury - Member  
Director  
Mr. Kazi Iqbal Harun - Member  
Director

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The NRC met 1 (one) time during the year under review.

## SEPARATE ROLES OF THE CHAIRMAN AND MANAGING DIRECTOR

The positions of the Chairman and Managing Director of Square Pharmaceuticals PLC. are held by the following separate directors:

### The Chairman

Mr. Samuel S Chowdhury is the Non-Executive Chairman of the Company and is responsible for the functions of the Board.

### The Managing Director

Mr. Tapan Chowdhury is the Managing Director and leads as the Chief Executive Officer of the Company.

## CFO, CS AND HIAC

The following three qualified professionals have been appointed as CFO, CS, and HIAC of the Company as per the requirements of the Corporate Governance Code of Bangladesh Securities and Exchange Commission:

**CFO** Mr. Muhammad Zahangir Alam, an Associate Chartered Accountant (ACA) and Fellow Cost Management Accountant (FCMA), has been delegated the responsibility of Chief Financial Officer.

**CS** Mr. Khandaker Habibuzzaman, a Fellow Chartered Secretary (FCS), is responsible for the office of the Company Secretary.

**HIAC** Mr. Sanjit Kumar Nath, an Associate Chartered Accountant (ACA), is executing the responsibility of Head of Internal Audit and Compliance.

## EXECUTIVE MANAGEMENT

The Executive Management is led by the Managing Director (CEO), who is appointed by the Board of Directors for a term of 5 years (renewable) with the approval of shareholders in the Annual General Meeting.

The CEO is supported by a professional, well-educated, trained, and experienced team consisting of Executive Directors, Directors, General Managers, and a host of Senior Executives in the hierarchy of management.

The Board has approved an organogram with modern features ensuring clear lines of delegation of authority and reporting for accountability, for effective decision-making, evaluation of performance on merit, and for both rewarding and disciplinary action.

The Executive Management is responsible for the preparation of budgetary segment plans/ sub-segment plans for every cost/profit center and is held accountable for performance.

The Executive Management is aided by committee(s)/ sub-committee(s) in carrying out its functions.

## OTHER GOVERNANCE APPARATUS

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

### ❖ Independent Director

In accordance with the BSEC Regulations on Good Governance, the Board of Directors, as empowered by the Regulations, appointed the following persons as non-shareholding Independent Directors with the expectation that their expertise would help contribute to the further disclosure and protect the interests of the stakeholders, investors in general, and smaller investors in particular:

- Mr. Abul Kalam Azad, a Fellow Member (FCA) of the Institute of Chartered Accountants of Bangladesh. Founding Principal and Sole Practitioner of Azad Abul Kalam & Co., Chartered Accountants, since 2008, and Founding Partner and Sole Practitioner of Azad Zamir & Co., Chartered Accountants, since 1984.
- Mr. Muhammadul Haque, MBA from IBA, a veteran marketer, was associated with Square Pharmaceuticals PLC, spanning over 19 years in a senior role. The last position he held was Executive Director, Marketing. He also worked for Glaxo Bangladesh Ltd. and ACI Pharmaceuticals PLC. for about 17 years.

# Square Pharmaceuticals PLC.



## ❖ Statutory Auditors

The involvement of statutory auditors in the certification process of financial statements is of paramount importance within the realm of Corporate Governance, as it serves to safeguard the interests of the investors and many stakeholders associated with the company.

As evident from the Annual Reports, the company rigidly follows the requirements of the Companies Act, Rules of the Bangladesh Securities and Exchange Commission, Listing Regulation, Code of International Financial Reporting Standards (IFRS), International Accounting Standards (IAS), and International Standard of Auditing (ISA) with legally required disclosures of Accounts and Financial Statements.

All this has been possible due to the high level of capability, integrity, and devotion of the Statutory Auditor, whose unchallenging performance has played a very trustworthy role in the protection of the interests of the stakeholders.

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

## ❖ Compliance Auditors

The compliance auditors is responsible for certification on compliance with the conditions of the Corporate Governance Code 2018 of the Bangladesh Securities and Exchange Commission as well as the provisions of relevant Bangladesh Secretarial Standards of the Institute of Chartered Secretaries of Bangladesh (ICSB).

M/s. Chowdhury Bhattacharjee & Co., Chartered Accountants, is the Compliance Auditor appointed by its Shareholders in the Annual General Meeting.

## ❖ Legal Advisers

The company has empaneled the following top-ranking legal professionals in order to avail of the best legal support for Good Corporate Governance practice.

Mr. Syed Afzal Hasan Uddin, Bar-at-Law  
Ms. Nazia Kabir, Bar-at-Law

The expertise of the above-named professionals has long-term fundamental support for the company's Good Governance efforts.

## ❖ Bankers

The degree of efficient business operation largely depends on the quality of efficiency of banking services received by the company.

An efficient banking service reduces the cost of operations. On the other hand, the cost of financial services and interest on lending by banks is also required to be the minimum. With this end view, the company has established long-term business relationships with banks, namely Janata Bank PLC., Standard Chartered Bank, HSBC Ltd., Citibank N.A, Mercantile Bank PLC., Prime Bank Ltd., Bank Asia Ltd., Shahjalal Islami Bank Ltd., Eastern Bank Ltd., Commercial Bank of Ceylon Ltd., and BRAC Bank Ltd. Which provides the most efficient service at minimum cost/interest that benefits the shareholders and investors.

The Company has neither ever defaulted on any commitment with its Bankers nor has it gotten entangled in a legal dispute at any court premises.

## ❖ Insurer

Insurance services cover certain operational risks that are required by law/business practices to be covered by legitimate insurance service providers for the protection of the interests of the company and the investors.

## Square Pharmaceuticals PLC.



To this end, the company has to select, an insurer with the most efficient, reputed, and financially sound history so that claims, if any, are settled promptly and the premium rates are market competitive. The company, based on these considerations, is maintaining insurance business relationships with highly reputed insurance companies namely Guardian Life Insurance Ltd., Pragati Insurance Ltd. and Pioneer Insurance Co. Ltd. The company has not yet faced any dispute over any claims and the company enjoys special premium rates which protect the interest of the investors.

### SHAREHOLDERS' RELATIONSHIP

Corporate Governance issues include how major policy decisions are made in business corporations, how various stakeholders can influence the process, who is held accountable for performance and what performance standards are applied. In a nutshell, in corporate governance, power and influence are crucial. The ownership structure has an impact on the balance of power among shareholders since shareholders are the most significant stakeholder.

The position of shareholders as of 30th June 2025 is depicted here on this page aside. indicates that the Sponsors & Directors of the Company do not hold major shareholdings that can be influenced for passing any resolutions.

The position allows the general shareholders (individuals & institutions) to play an effective role in protecting their legal corporate rights.

The Company holds regularly as per law the Annual General Meeting with adequate notice and disclosures in the Directors' Report and the Auditors' Report on Accounts/Notes and resolutions are passed with consensus and unanimity. All reasonable and practicable suggestions are implemented with good grace.





All inquiries of the honorable Shareholders are attended by the Company Secretary. Where necessary, Internal Audit Committee investigates matters of significant merit for consideration by the Management Committee/ Managing Director/Audit Committee of Board/ Board of Directors as the case may be.

The Shareholders as owners are provided with material information on the Company's operation quarterly and annually. They are also provided routine services by the Company Secretary in any company matters which are permissible.

The Board is however responsible to the Shareholders as well as the investors for the publication of price sensitive information as per regulations of the Bangladesh Securities and Exchange Commission.

A qualified Chartered Secretary is in charge of all these responsibilities as Company Secretary.

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

## DIVIDEND POLICY

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

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

As an environmental ethic analogy, those living today naturally believe in dividend payouts today with less regard for the consequence tomorrow and those living tomorrow would prefer dividend payouts tomorrow without regard for the sacrifices we make today to allow their greater consumption tomorrow.

Based on the above concept, the company is committed to showing a stable policy of distribution (cash outlay) of the accretion of wealth (profits) between the current and future generations of shareholders. This would enable the company to enhance its capital wealth and sustain for the perpetuity of existence, benefiting both the present cohorts and the progeny.

## CORPORATE SOCIALIZATION

In order to play a model role for Good Governance characteristics in the corporate sector, the company has become a member of the country's leading stock exchanges, chambers, and associations namely:

- a. Metropolitan Chamber of Commerce & Industries (MCCI)
- b. Bangladesh Employers' Federation (BEF)
- c. Dhaka Stock Exchange Ltd. (DSE)
- d. Chittagong Stock Exchange PLC. (CSE)
- e. Bangladesh Association of Publicly Listed Companies (BAPLC)
- f. International Chamber of Commerce Bangladesh (ICCB)
- g. Central Depository Bangladesh Limited (CDBL).

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

## BEYOND THE BORDER

Corporate social responsibility, an element of Good Corporate Governance, extends to the society to the government and beyond the borders of the country for social good as well as for the contribution of Foreign Exchange Resources to the National Exchequer.

To this end, the company is making entries into foreign markets and making efforts to register its products in USA/EU countries for which it has already set up a modern state-of-art production facility at Kaliakoir, Gazipur.

The company has already secured permission to market its products in UK/EU countries.

## RESEARCH AND PRODUCTS DEVELOPMENT

As a part of Corporate Social Responsibility for Good Governance, the company maintains a team of scientific pharmaceutical experts who continuously conduct research & development programs for improving the quality of products, reduction of cost, and adaptation of products that are free of intellectual property rights and innovative products.

These efforts have enabled the company to add new products to its product lines every year to the benefit of the common men of the country and the Shareholders.

The success in this field has secured the leading position for the company in the pharmaceutical sector.

## SEGMENT REPORT

The company's chief operating decision-maker reviews the profit and loss of the company on an aggregate basis and manages the operations of the company as a single operating segment. Accordingly, the company operates in one segment, which is the business of developing, manufacturing, and marketing drugs for health care for all living species.

## RISK PERCEPTION

Company management perceives investment risks within the national and international economic situation in relation to legal requirements involving intellectual property rights, scientific invention, WTO regulations, and monetary & fiscal investment policies and has prepared its production & marketing strategy to meet the challenges of these risks.

## SECRETARIAL STANDARD

Square tries its best to maintain the Secretarial Standard on meetings of the Board of Directors, Members (shareholders), Minutes, and Dividends issued by the Institute of Chartered Secretaries of Bangladesh (ICSB).

A qualified Chartered Secretary is in charge maintaining of the Secretarial Standard prescribed by ICSB.

## COMPLIANCES

Square has established procedures to ensure compliance with all applicable statutory and regulatory requirements.

Respective executives have been assigned and conferred responsibility to ensure proper compliance with applicable laws and regulations.

SQUARE



*Caring for Life,  
Sustaining the  
Future*

# Sustainability Report

Since its inception in 1958 and subsequent incorporation as a public limited company in 1991, Square has become Bangladesh's largest and most trusted pharmaceutical enterprise, maintaining its No. 1 market position since 1985. Guided by a vision to deliver quality medicines for all, Square continues to drive innovation and integrity while strengthening environmental, social, and governance (ESG) performance.

In 2024, the company aligned its disclosures with IFRS S1 (General Sustainability Disclosures) and IFRS S2 (Climate-Related Disclosures), deepening its integration with the UN Global Compact (UNGC) and UN Sustainable Development Goals (SDGs). As Bangladesh's healthcare leader, Square sees sustainability not as an obligation but as a shared responsibility toward healthier people and a resilient planet.

Its purpose is anchored in five core values: Integrity, Excellence, Innovation, Respect for People, and Sustainability. These principles shape every business decision, ensuring that profitability and purpose move in harmony.

The company upholds the Ten Principles of the UNGC, emphasizing human rights, fair labor, environmental responsibility, and anti-corruption. This ethical foundation strengthens its stakeholder relationships across regulators, investors, employees, healthcare professionals, and communities. (Page 18)

## Sustainability Governance and Oversight

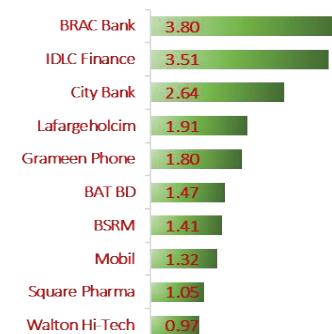
The Board of Directors provides oversight through a dedicated Sustainability Committee, chaired by Mr. Tapan Chowdhury with Ms. Anika Chowdhury and Mr. Muhammad Zahangir Alam as members.

The Committee integrates sustainability and climate-related risks into strategic decision-making in accordance with IFRS S1 and S2.

Square's corporate memberships including MCCI, BEF, DSE, CSE, and ICCB enhance governance transparency and ethical business conduct. Other board committees Audit, Nomination and Remuneration, Risk Management, and Sustainability & Ethics ensure compliance, talent development, and risk mitigation, creating a governance structure rooted in accountability and integrity.

## Key Highlights

- Ranked among the Top Sustainable Companies in Bangladesh by Bloomberg.



The Ten Bangladesh Firm's Bloomberg ESG Disclosure Score (0-10)

- Received the BIDA Investment Award 2024 for sustainable investment and export excellence.
- Conducted over 30,000 employee volunteer hours for health, education, and environment.
- Expanded free health camps and mobile hospital services reaching 100,000+ beneficiaries.
- The Company has emission reduction targets through installation of 5 MW on grid solar panel by year 2026 and installation of Shredder machine to shred waste papers instead of incineration by year 2026.

Looking forward, Square aims to strengthen climate resilience, expand green innovation, improve workplace well-being, and deepen partnerships for achieving the SDGs.



## Environmental Sustainability: Building a Resilient Future

### Alignment with the SDGs

Square directly contributes to -

- ✓ SDG 3 (Good Health) ✓ SDG 6 (Clean Water)
- ✓ SDG 7 (Clean Energy) ✓ SDG 9 (Innovation)
- ✓ SDG 12 (Responsible Consumption)
- ✓ SDG 13 (Climate Action) ✓ SDG 15 (Life on Land)

### Climate Action and Risk Management

Square integrates climate risk into its operations through energy efficiency, renewable adoption, and sustainable production. It focuses on decarbonization, circular economy transition, and climate resilience. Regular climate risk assessments evaluate both physical (flooding, heat, water scarcity) and transitional risks (carbon pricing, regulation, and green demand), guiding adaptive strategies and local sourcing.

### Energy and Emission Control

During the year, Scope 1 emissions were 196,584 tCO<sub>2</sub>e and Scope 2 were 54,957 tCO<sub>2</sub>e. The company targets a 40% reduction by 2030 through renewable energy, solar expansion, and energy-efficient systems. Motion sensors and LED lighting conserve energy, and sustainable sourcing minimizes environmental impact.

820 kW capacity on grid solar panel has been installed at production unit. Square aims for a 20% emission intensity reduction by 2027 (baseline 2022).

Steam Condensate Recovery System is in operation at Chemicals Division and other facilities. These systems ensure reuse of water and reduction of fuel consumption.

### Water Stewardship

Effluent Treatment Plants (ETPs) recycled more than 265,000 m<sup>3</sup> of water for landscaping, fish farming, and cleaning. Reservoirs at Dhaka and Pabna plants, totaling 395,000 m<sup>3</sup>, support water reuse and emergency reserves. Over 40% of plant water is now reused, aligning with SDG 6.

### Biodiversity and Ecological Protection

Over 200,000 trees have been planted since 2018, creating green buffers around factories and community spaces. Square collaborates with NGOs for habitat restoration and pollinator-friendly zones. These efforts strengthen SDG 15 (Life on Land).



### Community and Environmental Initiatives

Square's environmental programs go beyond compliance to cultivate national awareness and local resilience:

- **World Veterinary Day:**  
Engaged 1,000+ veterinarians through 29 seminars on "The Role of Veterinarians in Environmental Sustainability."
- **Medicinal Plant Plantation Drive:**  
Distributed 5,000 saplings to 1,200+ schools, educating 42,000 students on environmental health.





#### • **Palmyra Palm Plantation Program:**

Planted 1,000+ trees across nine districts to prevent lightning-related fatalities and enhance rural safety.

These initiatives merge scientific understanding with community participation, creating long-term ecological and social value.

#### **Social Sustainability: Empowering People and Communities**

##### **Commitment to the SDGs**

Square's social strategy aligns with –

- ✓ SDG 3 (Good Health) ✓ SDG 8 (Decent work and Economic Growth) ✓ SDG 9 (Innovation)
- ✓ SDG 12 (Responsible Consumption)
- ✓ SDG 13 (Climate Action)
- ✓ SDG 17 (Partnerships for the Goals)

It ensures that growth enhances human well-being, decent work, and equitable partnerships. As a pioneer UNGC signatory, Square integrates stakeholder and ethical considerations into every operation.

#### **Human Capital Development**

The company fosters open communication and diversity. Women hold 6% of managerial roles, and gender pay parity is ensured. Policies support maternity benefits, avoid night shifts for female staff, and prohibit child or forced labor. Benefits include dining, transport, accommodation, insurance, scholarships, and medical facilities.

#### **Health and Safety**

Employees receive free healthcare, insurance, and share in profits via the Workers' Profit Participation Fund. Regular safety audits, drills, and ergonomic designs maintain workplace well-being.

#### **Innovation and National Health**

Square's Healthy Bangladesh Vision and its strategic partnership with BRAC enhance healthcare access in underserved areas through joint medical programs and awareness campaigns. The company invests in biosimilars, digital health, and sustainable packaging to ensure equitable access to affordable medicines.

#### **Community Engagement and Humanitarian Aid**

Square supports education, healthcare, and disaster response through:

- **Square Kindergarten:** a non-profit school for employees' and local children.
- **CME Programs:** More than 1,600 sessions nationwide engaging near about 100,000 healthcare professionals.
- **International Outreach:** Sponsorships at medical conferences and assistance to recover from natural disasters in various countries, enhancing collaboration.
- **Health Campaigns:** Programs for elderly homes, madrashas, and tea garden communities.

#### **Agricultural and Rural Sustainability**

The AgroVet and Crop Care Divisions strengthen livelihoods through:

- **Indigenous Fish Restoration:** Released 260,000 fish fry in Sadullapur, supporting biodiversity and 400 fishing families.
- **Ropon Hybrid Tomato-01 Field Days:** Improved productivity and market value for farmers.





- **Chuijhal (Piper chaba) Cultivation:** Empowered 1,200 rural women through entrepreneurship in medicinal spice farming.
- **Post-Flood Recovery Program:** Supported 542 flood-affected farmers with seeds, fertilizers, and training to rebuild food security.

These initiatives reinforce Square's belief that community strength is the foundation of national resilience.

#### Governance, Ethics, and Product Integrity

Square's governance framework upholds accountability, transparency, and compliance. The Board promotes diversity, periodic ESG training, and risk oversight aligned with IFRS standards.

#### Ethics and Human Rights

Square maintains zero tolerance for bribery or corruption and complies with Anti-Corruption Commission (ACC) regulations. The Code of Conduct and regular ethics training ensure integrity across all levels. The company fully supports the UN Declaration of Human Rights and ILO conventions, ensuring dignity and non-discrimination.

#### Product Quality and Patient Safety

All production facilities meet US FDA, UK MHRA, TGA, and NPRA standards. A Quality Management System (ISO 9001, WHO GMP, ICH Q10) ensures process validation and product traceability.

Counterfeit prevention uses serialization and digital track-and-trace. Internal and external audits ensure continuous improvement through Kaizen and Lean initiatives.

#### Responsible Supply Chain

Suppliers are bound by a Supplier Code of Conduct covering labor rights, environment, and ethics. ESG audits, traceability, and local sourcing strengthen sustainability across the value chain. Transparent procurement ensures ethical and environmentally conscious operations.

In conclusion, sustainability is the cornerstone of Square's business philosophy, uniting health, environment, innovation, and community welfare. Through transparent reporting and strong commitment, we are building a resilient, responsible, and inclusive future for Bangladesh and beyond.



# Audit Committee Report 2024-2025

Under Condition # 5(7) of CGC



The Audit Committee acts as a sub-committee of the Board of Directors of Square Pharmaceuticals PLC. assisting in assuring and performing its oversight responsibilities.

## Member of the Committee

Mr. Abul Kalam Azad, Independent Director	- Chairman
Mr. Anjan Chowdhury, Non-Executive Director	- Member
Mr. Kazi Iqbal Harun, Non-Executive Director	- Member

Mr. Khandaker Habibuzzaman, Company Secretary of Square Pharma, acts as the Secretary to the Committee.

## Key Responsibilities of the Committee

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

## Major activities carried out during the year 2024-2025:

- ✓ Quarterly and annual financial statements were reviewed to ensure compliance with applicable accounting standards, regulatory requirements, and proper presentation practices.
- ✓ Observations raised by the statutory auditors were duly considered, and necessary adjustments were incorporated into the annual financial statements prior to submission to the Board.
- ✓ The internal audit function—including its procedures, scope, and activities—was monitored and evaluated to ensure effectiveness.
- ✓ The appointment and remuneration of the statutory auditors were examined, and appropriate recommendations were made to the Board.
- ✓ Internal audit reports, along with identified issues and corresponding corrective actions, were reviewed to ensure timely and effective remediation.

The Committee confirmed that adequate governance practices and internal controls ensured a true and fair presentation of the Company's financial position, with no material deviations or adverse observations noted in the reporting process.

  
Abul Kalam Azad  
Chairman, Audit Committee

12<sup>th</sup> October, 2025

## A. NOMINATION AND REMUNERATION POLICY

### 1.00 Introduction

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

The Nomination and Remuneration Policy of Directors and Top Level Executives has been formulated by the Nomination and Remuneration Committee and has been approved by the Board of Directors of Square Pharmaceuticals PLC.

### 2.00 Definitions

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

**"the Company"** means Square Pharmaceuticals PLC.

**"Board"** means Board of Directors of Square Pharmaceuticals PLC.

**"Director"** means Member of the Board.

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

### 3.00 Nomination and Remuneration Committee

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

NRC is independent and responsible or accountable to the Board of Directors and to the Shareholders of the Company.

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

Name of the Members	Position in the Committee
Mr. Abul Kalam Azad Independent Director	- Chairman
Mr. Anjan Chowdhury Director	- Member
Mr. Kazi Iqbal Harun Director	- Member

The Terms of Reference of the NRC have been defined and adopted by the Board of Directors of the Company.

### 4.00 Objective

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

- To formulate the criteria for determining qualifications, 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 a policy on the Board's diversity taking into consideration 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 with respect to evaluating the 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 the long-term sustainability of talented Top Level Executives and create competitive advantage.
- To recommend a Code of Conduct for the Chairman and other Members of the Board and Managing Director.
- To Implement and monitor policies and processes regarding principles of corporate governance.

#### 5.00 Nomination and Appointment of Directors and Top Level Executives

The committee is responsible for ensuring that the procedures for nomination and appointment of Directors and Top Level Executives take place in a transparent, non-discriminatory, and rigorous way. The committee is also responsible for identifying and ascertaining the combination of age, gender, educational background, experience, knowledge, ethnicity, diversity, nationality, and other relevant personal values and attributes for nomination and appointment of Director and Top Level Executives.

#### 6.00 Remuneration for Directors and Top Level Executives

The committee shall oversee, review, and make a report with recommendations to the Board on the level and composition of remuneration that is reasonable and sufficient to attract, motivate, and retain suitable, dependable, and skilled Directors and Top Level Executives. They also consider and review the relationship of remuneration to performance is clear and meets appropriate performance benchmarks, remuneration to Director and Top Level Executives involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the company and its goals.

#### 7.00 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 Square Pharmaceuticals PLC.

#### 8.00 Amendments to the Policy

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

### B. EVALUATION OF PERFORMANCE

Evaluation of the performance of Directors is carried out through the 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.

### C. ACTIVITIES OF THE NRC CARRIED OUT DURING THE REPORTING PERIOD

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

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

# Dividend Distribution Policy

## Square Pharmaceuticals PLC.



### 1.00 Introduction

The Dividend Distribution Policy is prepared and adopted in compliance with the provisions of the Directive No. BSEC/CMRRCD/2021-386/03 dated 14 January 2021 of the Bangladesh Securities and Exchange Commission (BSEC) about dividend declaration, payoff, disbursement and compliance.

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

### 2.00 Definitions

**“the Act”** means Companies Act 1994

**“the Company”** means Square Pharmaceuticals PLC.

**“AGM”** means Annual General Meeting

**“Board”** means Board of Directors of Square Pharmaceuticals PLC.

**“Shareholders”** means Members whose name is registered in the Member Register of the Company.

**“Shares”** means Ordinary Equity Shares.

### **3.00 Concept of Dividend**

The 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 dividends.

### **4.00 Types of Dividend**

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

- **Interim** dividend is the dividend declared by the Board between two AGMs as and when considered appropriate. The Act authorizes the Board to declare an interim dividend during any financial year out of the profits for the financial year in which the dividend is sought to be declared and/or out of the surplus in the profit and loss account.
- **Final** dividend is recommended for the financial year at the time of approval of the annual financial statements as well as appropriation of profit. The Board shall have the power to recommend the final dividend to the shareholders for their approval at the AGM of the Company. Dividends recommended by the Board of Directors cannot be changed prior to holding of the AGM.

### **5.00 Declaration of Dividend**

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

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

Before the declaration of the dividend, the Company may transfer a portion of its profits to reserves of the Company 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 dividends out of free reserves subject to compliance with the Act and Rules.

#### **6.00 Factors Governing Declaration of Dividend**

The decision regarding dividend pay-out is a crucial decision as it determines the amount of profit to be distributed among the shareholders and the amount of profit to be retained in the business.

The circumstances for dividend pay-out decision depend on various external and internal factors that the Board of Directors shall consider while recommending/declaring dividends including the following:

##### **6.01 External Factors:**

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

##### **6.02 Internal Factors:**

- Profitability
- 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
- Cost of servicing outstanding debts
- Funds for meeting contingent liabilities
- Mergers and Acquisitions
- 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 dividends in special circumstances.

#### **7.00 Financial Parameters for Declaring Dividend**

The Company is committed to delivering sustainable value to its stakeholders. The Company shall strive to distribute an optimal and appropriate level of profits among the shareholders in the form of dividends.

To keep investment attractive and to ensure capital appreciation for the shareholders, the Company shall also endeavor to provide consistent returns 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 payout.



## 8.00 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
- Augmenting internal resources
- Funding for capital expenditure/expansion plans/acquisition;
- Repayment of debt
- Any other permitted use as may be decided by the Board.

## 9.00 Parameters for Various Classes of Shares

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

## 10.00 Circumstances Impacting Dividend Payment

The Company has been paying dividends to its shareholders for around three decades and shall endeavor to continue with the dividend payment.

Given herein below are some of the circumstances in which shareholders of the Company may or may not expect dividend payout:

### 10.01 May Expect Dividend:

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

### 10.02 May 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 the near future;
  - Augmenting internal resources.

## 11.00 Disclosure

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

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.

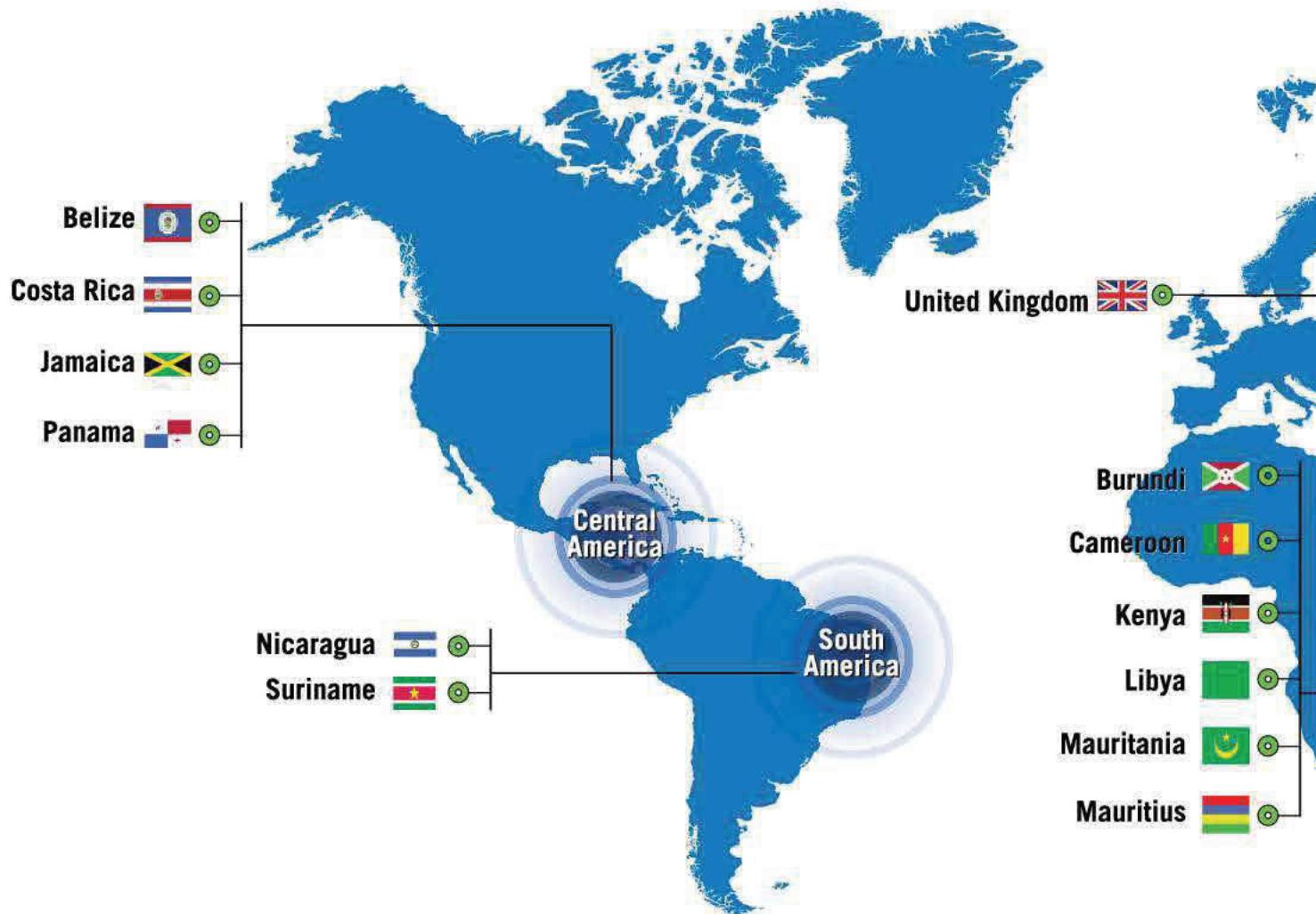
## 12.00 Effective Date

This Policy has been approved by the Board of Directors of the Company at its meeting held on 1<sup>st</sup> February, 2021 and shall be effective and applicable for dividends, if any, declared for the Financial Year 2020-21 onwards.

## 13.00 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.

# We Export to ....



**40 Countries in the World  
including USA and UK**



**SQUARE**  
**PHARMACEUTICALS PLC.**  
**BANGLADESH**

# Financial Profile



**Mahfel Huq & Co.**

Chartered Accountants

The Statutory Auditors of  
Square Pharmaceuticals PLC.



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## Consolidated

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**SQUARE PHARMACEUTICALS PLC.**

Square Centre  
48 Mohakhali Commercial Area  
Dhaka, Bangladesh



# Mahfel Huq & Co.

Chartered Accountants

The first registered accounting firm in independent Bangladesh

BGIC Tower, 4<sup>th</sup> floor, 34 Topkhana Road  
Dhaka-1000, Bangladesh



## Independent Auditor's Report

To the Shareholders of Square Pharmaceuticals PLC.  
and its subsidiaries

### Report on the Audit of the Consolidated and Separate Financial Statements

#### Opinion

We have audited the consolidated financial statements of Square Pharmaceuticals PLC. and its subsidiaries (the "Group"), as well as the separate financial statements of Square Pharmaceuticals PLC. (the "Company"), which comprises the consolidated and separate statement of financial position as at 30 June 2025 and the consolidated and separate statements of profit or loss and other comprehensive income, consolidated and separate statement of changes in equity and consolidated and separate 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 consolidated financial statements of the Group and separate financial statements of the Company present fairly, in all material respects, the consolidated financial position of the Group and the separate financial position of the Company as at 30 June 2025, and of its consolidated and separate profit or loss and other comprehensive income and its consolidated and separate cash flows for the year then ended in accordance with International Financial Reporting Standards (IFRSs).

#### 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) together with the ethical requirements that are relevant to our audit of the financial statements in Bangladesh, and we have fulfilled our other ethical responsibilities in accordance with the IESBA Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

#### Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated and separate 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.

<b>Risks</b>	<b>Our response to the risks</b>
<b>Revenue</b>	
<p>The Group reported net revenue of Tk. 76,288,455,851 for the year ended 30 June 2025 which is 8.83% (Tk. 70,101,031,196) higher than prior year revenue. Revenue consists of Local sales and Export sales.</p> <p>Revenue recognition has significant and wide influence on financial statements. Revenue is recognized when the amounts and the related costs are reliably measured and the performance obligation is satisfied through passing of control to the customers.</p> <p>We identified revenue recognition as a key audit matter because revenue is one of the key performance indicators of the Group and therefore there is an inherent risk of manipulation of the timing of recognition of revenue by management to meet specific targets or expectations.</p> <p>We focused on the proper cut-off of sales to the company's customers. There is a risk of differences between the timing of invoicing of products and the dispatch of the products.</p>	<p>Our audit procedures included the following to assess the identified risk:</p> <ul style="list-style-type: none"> <li>• We assessed the appropriateness of revenue recognition accounting policy in line with IFRS-15: Revenue from contracts with customers;</li> <li>• Performed sample tests of individual sales transactions and traced to sales invoices and other related document;</li> <li>• Carried out analytical procedures;</li> <li>• Carried out cut-off testing;</li> <li>• Reconciled between sales report and VAT return (Mushak-9.1). VAT has been paid on Trade Price;</li> <li>• Finally assessed the appropriateness and presentation of disclosures as per IFRS-15.</li> </ul>
<i>See note no- 3.15 and 20 to the consolidated financial statements.</i>	
<b>Carrying Value of investment in subsidiaries and associates</b>	
<p>Square Pharmaceuticals PLC. has invested in equity shares of its three subsidiaries and three associates as at 30 June 2025. Subsidiaries are Square Lifesciences Ltd. (SLL), Square Pharmaceuticals Kenya EPZ Ltd. (SPKEL) and Samson Pharma Inc., The Philippines whereas associates are Square Textiles PLC., Square Fashions Ltd. and Square Hospital Ltd. The carrying value of the investments in subsidiaries and associates as at reporting date amounted to TK. 2,624,852,483.</p> <p>We identified the investment in subsidiaries balances as a key audit matter because of the significance of these balances to the company's financial position.</p> <p>At the time of audit of our separate financial statements of the company, we have considered the recoverable value of the company's investment in subsidiaries and associates.</p>	<p>We have reviewed management's analysis of impairment assessment and recoverable value of subsidiaries in accordance with IAS-36.</p> <ul style="list-style-type: none"> <li>• In particular, our discussions with management were focused on the continued appropriateness of the value in use model, the key assumptions used in the model, the reasonably possible alternative assumptions, particularly where they had the most impact on the value in use calculation. The balance of the investment in subsidiaries is eliminated in the consolidation;</li> <li>• We also checked the mathematical accuracy of the valuation model, discount rate used within the model, inputs used in the determination of assumptions within the model and corroborating information was obtained in reference to third party sources. We carefully checked the elimination of the investment in subsidiaries and found correct;</li> </ul>

	<ul style="list-style-type: none"><li>• We evaluated the current level of trading, including identification any indications of a downturn in activity considering our knowledge of the Group; and</li><li>• Finally, assessed the appropriateness and presentation of disclosures against relevant accounting standards.</li></ul>
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#### **Other Matters**

The financial statements of Square Pharmaceuticals Kenya EPZ Limited, Square Lifesciences Limited and Samson Pharma Inc. for the year ended 30 June 2025 have been audited by Mugo & Co.; Chowdhury Bhattacharjee & Co. and Racuya Encarnacion Co. respectively. All the auditors have expressed unmodified opinion on those financial statements.

#### **Other Information**

Management is responsible for the other information. The other information comprises all of the information in the Annual report other than the financial statements and our auditors' report thereon. The annual report is expected to be made available to us after the date of this auditor's report.

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

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. When we read the annual report, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance of the Group and the Company.

#### **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 Groups and 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 Group and the Company or to cease operations, or has no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the Group's and 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.
- 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 Group and 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 Group and 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, the Securities and Exchange Rules 2020, we also report that:

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



**Wasequl H Reagan**  
Engagement Partner  
Enrolment number: 1517  
**Mahfel Huq & Co.**  
Chartered Accountants  
Firm Registration Number: CAF-001-133

Dhaka, 22 October, 2025  
DVC: 2510231517AS790713

# SQUARE PHARMACEUTICALS PLC.

## AND ITS SUBSIDIARIES

### Consolidated Statement of Financial Position

As at 30 June 2025

Particulars	Notes	Amount in Taka		
		30 June 2025	30 June 2024	
<b>ASSETS</b>				
<b>Non-Current Assets:</b>				
Property, Plant and Equipment	04	31,687,439,566	27,750,005,864	
Investment in Associates	05	20,298,223,689	17,397,060,559	
Investment in Marketable Securities	06	10,045,505,012	9,292,402,647	
Long Term Investment - Others	07	10,222,623,532	6,992,206,904	
		<b>72,253,791,799</b>	<b>61,431,675,974</b>	
<b>Current Assets:</b>				
Inventories	08	13,059,201,630	12,582,152,295	
Trade Receivables	09	2,236,196,774	2,551,026,541	
Other Receivables	10	1,874,631,768	1,952,359,671	
Advances, Deposits and Prepayments	11	1,995,278,987	2,106,522,837	
Cash and Cash Equivalents	12	55,396,306,657	52,013,459,742	
		<b>74,561,615,816</b>	<b>71,205,521,086</b>	
<b>TOTAL ASSETS</b>		<b>146,815,407,615</b>	<b>132,637,197,060</b>	
<b>EQUITY AND LIABILITIES</b>				
<b>EQUITY:</b>				
Share Capital		8,864,510,100	8,864,510,100	
Share Premium		2,035,465,000	2,035,465,000	
Reserves		2,156,958,554	880,255,348	
Retained Earnings	13	126,893,437,592	114,139,071,906	
<b>Attributable to Equity Holders</b>		<b>139,950,371,246</b>	<b>125,919,302,354</b>	
Non-Controlling Interests	14	5,438,329	2,318,478	
<b>TOTAL EQUITY</b>		<b>139,955,809,575</b>	<b>125,921,620,832</b>	
<b>LIABILITIES:</b>				
<b>Non-Current Liabilities</b>				
Long Term Loan	15.1	200,000,000	814,539,826	
Deferred Tax Liabilities	16	836,115,073	619,081,523	
		<b>1,036,115,073</b>	<b>1,433,621,349</b>	
<b>Current Liabilities</b>				
Long Term Loan - Current Portion	15.2	625,501,239	614,539,826	
Trade Payables		1,374,848,601	1,455,428,272	
Other Payables	17	2,043,475,207	1,820,943,973	
Current Tax Liabilities	18	1,306,637,831	912,265,905	
Accrued Expenses	19	239,575,083	286,793,273	
Unclaimed Dividend		233,445,006	191,983,630	
		<b>5,823,482,967</b>	<b>5,281,954,879</b>	
<b>TOTAL LIABILITIES</b>		<b>6,859,598,040</b>	<b>6,715,576,228</b>	
<b>TOTAL EQUITY AND LIABILITIES</b>		<b>146,815,407,615</b>	<b>132,637,197,060</b>	
<b>Net Assets Value (NAV) per Share</b>	31	<b>157.88</b>	<b>142.05</b>	

The annexed notes form an integral part of these financial statements.



Samuel S Chowdhury  
Chairman



Tapan Chowdhury  
Managing Director



Khandaker Habibuzzaman  
Company Secretary



Wasequl H Reagan  
Engagement Partner  
Enrollment No. 1517  
**Mahfel Huq & CO.**  
Chartered Accountants  
DVC: 2510231517AS790713

Signed as per annexed report of even date.

Dhaka, 22 October, 2025

# SQUARE PHARMACEUTICALS PLC.

AND ITS SUBSIDIARIES

## Consolidated Statement of Profit or Loss and Other Comprehensive Income For the Year Ended 30 June 2025

Particulars	Notes	Amount in Taka	
		July'24 - June'25	July'23 - June'24
<b>Net Revenue</b>	20	<b>76,288,455,851</b>	<b>70,101,031,196</b>
Cost of Goods Sold	21	(39,770,251,727)	(37,035,392,694)
<b>Gross Profit</b>		<b>36,518,204,124</b>	<b>33,065,638,502</b>
Selling and Distribution Expenses	22	(14,088,042,635)	(12,083,453,343)
Administrative Expenses	23	(1,980,106,440)	(1,840,010,431)
Finance Cost	24	(214,799,860)	(243,998,430)
<b>Operating Expenses</b>		<b>(16,282,948,935)</b>	<b>(14,167,462,204)</b>
<b>Profit before Other Operating Income</b>		<b>20,235,255,189</b>	<b>18,898,176,298</b>
Other Operating Income	25	547,439,351	338,685,993
<b>Profit from Operations</b>		<b>20,782,694,540</b>	<b>19,236,862,291</b>
Income from Investments	26	6,208,608,959	4,645,039,427
<b>Profit before contribution to WPPF &amp; WWF</b>		<b>26,991,303,499</b>	<b>23,881,901,718</b>
Contribution to WPPF & WWF	27	(1,294,939,894)	(1,160,126,879)
<b>Profit before Tax</b>		<b>25,696,363,605</b>	<b>22,721,774,839</b>
Current Tax (Expense)		(4,661,238,463)	(4,661,815,173)
Deferred Tax (Expense) / Income		(257,794,189)	272,923,420
<b>Income Tax Expense</b>	28	<b>(4,919,032,652)</b>	<b>(4,388,891,753)</b>
<b>Profit after Tax</b>		<b>20,777,330,953</b>	<b>18,332,883,086</b>
Profit from Associate Undertakings	05	3,193,760,496	2,594,562,835
<b>Profit for the Period</b>		<b>23,971,091,449</b>	<b>20,927,445,921</b>
Net Unrealised Gain/(Loss) on Marketable Securities	29	(230,976,951)	(1,009,549,812)
Translation Adjustment for the Period	30	45,035,355	114,811,563
<b>Other Comprehensive Income</b>		<b>(185,941,596)</b>	<b>(894,738,249)</b>
<b>Total Comprehensive Income</b>		<b>23,785,149,853</b>	<b>20,032,707,672</b>
<b>Profit for the Period Attributable to:</b>			
Equity Holders of the Company		23,967,971,212	20,925,834,784
Non-Controlling Interest		3,120,237	1,611,137
		<b>23,971,091,449</b>	<b>20,927,445,921</b>
<b>Total Comprehensive Income Attributable to:</b>			
Equity Holders of the Company		23,782,030,002	20,031,098,570
Non-Controlling Interest		3,119,851	1,609,102
		<b>23,785,149,853</b>	<b>20,032,707,672</b>
<b>Earnings Per Share (EPS)</b>	32	<b>27.04</b>	<b>23.61</b>

The annexed notes form an integral part of these financial statements.

  
Samuel S Chowdhury  
Chairman

  
Tapan Chowdhury  
Managing Director

  
Khandaker Habibuzzaman  
Company Secretary

  
Wasequl H Reagan  
Engagement Partner  
Enrollment No. 1517  
Mahfel Huq & CO.  
Chartered Accountants  
DVC: 2510231517AS790713

Signed as per annexed report of even date.

Dhaka, 22 October, 2025

# SQUARE PHARMACEUTICALS PLC.

AND ITS SUBSIDIARIES

## Consolidated Statement of Changes in Equity For the Year Ended 30 June 2025

Particulars	Attributable to Equity Holders									Amount in Taka	
	Share Capital	Share Premium	General Reserve	Fair Value Reserve	Tax Holiday Reserve	Translation Reserve	Sub-total	Retained Earnings	Total	Non-Controlling Interests	Total Equity
	Taka	Taka	Taka	Taka	Taka	Taka	Taka	Taka	Taka		
<b>As At 01 July 2023</b>	8,864,510,100	2,035,465,000	105,878,200	734,507,296	133,393,880	(16,905,546)	956,878,830	103,339,085,459	115,195,939,389	709,376	115,196,648,765
Profit for the Period	-	-	-	-	-	-	-	20,925,834,784	20,925,834,784	1,611,137	20,927,445,921
Other Comprehensive Income	-	-	(1,009,547,777)	-	-	114,811,563	(894,736,214)	-	(894,736,214)	(2,035)	(894,738,249)
Transferred to Tax Holiday Reserve	-	-	-	-	818,112,732	-	818,112,732	(818,112,732)	-	-	-
Cash Dividend (2022-23)	-	-	-	-	-	-	-	(9,307,735,605)	(9,307,735,605)	-	(9,307,735,605)
<b>As At 30 June 2024</b>	8,864,510,100	2,035,465,000	105,878,200	(275,040,481)	951,511,612	97,906,017	880,255,348	114,139,071,906	125,919,302,354	2,318,478	125,921,620,832
<b>As At 01 July 2024</b>	8,864,510,100	2,035,465,000	105,878,200	(275,040,481)	951,511,612	97,906,017	880,255,348	114,139,071,906	125,919,302,354	2,318,478	125,921,620,832
Profit for the Period	-	-	-	-	-	-	-	23,967,971,212	23,967,971,212	3,120,237	23,971,091,449
Other Comprehensive Income	-	-	(230,976,565)	-	45,035,355	(185,941,210)	-	(185,941,210)	(185,941,210)	(386)	(185,941,596)
Transferred to Tax Holiday Reserve	-	-	-	-	1,462,644,416	-	1,462,644,416	(1,462,644,416)	-	-	-
Cash Dividend (2023-24)	-	-	-	-	-	-	-	(9,750,961,110)	(9,750,961,110)	(9,750,961,110)	(9,750,961,110)
<b>As At 30 June 2025</b>	8,864,510,100	2,035,465,000	105,878,200	(506,017,046)	2,414,156,028	142,941,372	2,156,958,554	126,893,437,592	139,950,371,246	5,438,329	139,955,809,575

The annexed notes form an integral part of these financial statements.

  
Samuel S Chowdhury  
Chairman

Dhaka, 22 October, 2025

  
Khandaker Habibuzzaman  
Company Secretary

  
Tapan Chowdhury  
Managing Director

# SQUARE PHARMACEUTICALS PLC.

AND ITS SUBSIDIARIES

## Consolidated Statement of Cash Flows

For the Year Ended 30 June 2025

Particulars	Notes	Amount in Taka	
		July'24 - June'25	July'22 - June'23
<b>Cash Flows from Operating Activities:</b>			
Receipts from Customers		88,246,042,452	81,983,294,868
Receipts from Others		187,234,099	234,875,604
Payments to Suppliers		(28,420,570,615)	(26,759,369,883)
Payments for Manufacturing and Operating Expenses		(25,694,702,255)	(22,071,698,800)
Payment of Value Added Tax		(11,851,380,305)	(10,606,003,104)
<b>Cash Generated from Operations</b>		<b>22,466,623,376</b>	<b>22,781,098,685</b>
Interest Paid		(226,551,177)	(246,139,707)
Payment of Income Tax		(4,052,128,080)	(4,319,988,917)
Payment of WPPF & WF		(1,160,126,879)	(1,079,571,975)
Others		273,820,729	1,393,456,209
<b>Net Cash from Operating Activities</b>		<b>17,301,637,969</b>	<b>18,528,854,295</b>
<b>Cash Flows from Investing Activities:</b>			
Purchase of Property, Plant and Equipment		(6,177,044,184)	(4,181,292,384)
Proceeds from Sale of Property, Plant and Equipment		84,135,190	97,439,486
Long Term Investment - Others		(3,230,416,628)	(1,388,514,977)
Investment in Marketable Securities		(893,334,141)	(5,832,321,507)
Interest Received		5,547,081,230	3,566,958,368
Dividends Received		773,060,243	688,759,365
<b>Net Cash from/(Used in) Investing Activities</b>		<b>(3,896,518,290)</b>	<b>(7,048,971,649)</b>
<b>Cash Flows from Financing Activities:</b>			
Payment of Dividend		(9,709,499,733)	(9,274,749,765)
Proceeds from/Payment of Term Loan and Bank Overdraft		(603,578,413)	(557,886,725)
<b>Net Cash Used in Financing Activities</b>		<b>(10,313,078,146)</b>	<b>(9,832,636,490)</b>
<b>Net Increase/(Decrease) in Cash and Cash Equivalents</b>		<b>3,092,041,533</b>	<b>1,647,246,156</b>
Cash and Cash Equivalents at 01 July	12	52,013,459,742	50,094,321,854
Effect of Exchange Rate Fluctuations on Cash and Cash Equivalents		290,805,382	271,891,732
<b>Cash and Cash Equivalents at 30 June</b>	12	<b>55,396,306,657</b>	<b>52,013,459,742</b>
<b>Net Operating Cash Flow (NOCF) per Share</b>	33	<b>19.52</b>	<b>20.90</b>



Samuel S Chowdhury  
Chairman



Tapan Chowdhury  
Managing Director



Khandaker Habibuzzaman  
Company Secretary

Dhaka, 22 October, 2025

# SQUARE PHARMACEUTICALS PLC.

AND ITS SUBSIDIARIES

## Notes to the Consolidated Financial Statements For the Year Ended 30 June 2025

### 1. Corporate Profile

#### 1.1 The Group

Square Pharmaceuticals PLC. ('SPL'/'the Company') is registered as a pharmaceuticals manufacturer under the Companies Act, 1913. It is the parent of a group of four companies. The three subsidiaries in the group are Square Lifesciences Ltd. ('SLL'), Square Pharmaceuticals Kenya EPZ Ltd. ('SPKEL') and Samson Pharma Inc., Philippines.

The Company and its subsidiaries ('The Group') are engaged in the pharmaceuticals industry covering cross-border markets across the globe while the Company's associate companies are primarily in various sectors such as yarn manufacturing, knitting, dyeing, manufacturing of garments, hospitals, diagnostic and pathological laboratories, etc.

#### 1.2 Address of Registered Office and Factories

The Company's registered office is situated at 'Square Centre', 48 Mohakhali Commercial Area, Dhaka-1212, Bangladesh. Address of the Company and its subsidiary's factories are as follows:

Square Pharmaceuticals PLC.	Pabna Site: Square Road, Salgaria, Pabna, Bangladesh. Dhaka Site: Kaliakoir, Gazipur, Bangladesh.
Square Pharmaceuticals Kenya EPZ Ltd.	Athi River EPZ, Ketengala, Machakos Country, Nairobi.
Square Lifesciences Ltd.	Patikabari, Hemayetpur, Pabna Sadar, Pabna, Bangladesh.
Samson Pharma Inc., Philippines	Quezon City, Second District, National Capital Region (NCR), Philippines

#### 1.3 Nature of Business

##### Reporting Entity

The main activities of the Company are to manufacture and market generic pharmaceutical products, basic chemical products and animal health products. Additionally, the Company is engaged in the marketing of crop care products.

##### Subsidiaries:

##### Square Pharmaceuticals Kenya EPZ Ltd.

The company is registered for the manufacturing, marketing, and distribution of pharmaceuticals products.

##### Square Lifesciences Ltd.

The company is engaged in manufacturing and marketing generic pharmaceutical products.

##### Samson Pharma Inc., Philippines

The company is registered for the manufacturing, marketing, and distribution of pharmaceuticals products.

### 2. Basis of Preparation of Financial Statements

#### 2.1 Statement of Compliance

These consolidated financial statements as at and for the year ended 30 June 2025 have been prepared in accordance with International Financial Reporting Standards (IFRS) and International Accounting Standards (IAS) as adopted by the Financial Reporting Council (FRC), the Companies Act, 1994, the Bangladesh Securities and Exchange Rules, 2020 and the Financial Reporting Act, 2015. These consolidated financial statements have been prepared on accrual basis.

The consolidated financial statements for the year ended 30 June 2025 were approved by the Board of Directors and authorized for issue on 22 October 2025.

## 2.2 Basis of Measurement

These consolidated financial statements have been prepared on the historical cost basis except for inventories (measured at lower of cost or net realizable value), investment in marketable securities (measured at fair value), investment in associates (measured using Equity method) and trade receivables which have been measured at net realizable value.

## 2.3 Functional and Presentation Currency

The financial statements are presented in Bangladeshi Taka (Taka/Tk/BDT), being both the functional and presentation currency of the Company, Square Pharmaceuticals PLC., unless specifically mentioned otherwise. Monetary values in the financial statements have been rounded off to the nearest Taka.

## 2.4 Estimates and Judgements

In preparing these consolidated financial statements, management has made judgments, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates. Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized prospectively. The Company also evaluates its control over its subsidiaries and associates based on De-facto control.

## 2.5 Going Concern

The Group reviews the available resources periodically to assess whether there exists any going concern threat. As of the end of the reporting period on 30 June 2025, the Group assessed that the existing resources of the Group are adequate and the Group has no going concern threat in the foreseeable future. As such, these financial statements have been prepared on a going concern basis.

## 3. Significant Accounting Policies

Accounting policies set out below have been applied consistently to all periods presented in these financial statements.

### 3.1 Basis of Consolidation

#### a) Subsidiaries

Subsidiaries are entities controlled by the Company. The Company controls an entity when it is exposed to, or has rights to, variable returns from its involvement with the entity and can affect those returns through its power over the entity. The financial statements of subsidiaries are included in the consolidated financial statements from the date on which control commences until the date on which control ceases. The consolidated financial statements of the Company and its subsidiaries have been combined on a line-by-line basis by grouping together similar items of assets, liabilities, income and expenses, after eliminating intra-group balances, intra-group transactions and resulting unrealized profits or losses, unless cost cannot be recovered.

Percentage of Holding Share on Subsidiary Companies is as follows:

Subsidiaries	No. of Shares	% Holding	Year End
Square Pharmaceuticals Kenya EPZ Ltd.	4,000,000	100.00%	30 June
Square Lifesciences Ltd.	9,995,000	99.95%	30 June
Samson Pharma Inc., Philippines	139,998	99.998%	30 June

#### b) Non-Controlling Interests

Non-Controlling Interests (NCI) are measured at their proportionate share of the acquiree's net identifiable assets at the date of acquisition. Changes in the Group's equity interest in a subsidiary that do not result in a loss of control are accounted for as equity transactions. Movements in NCI are shown in Note – 16 of the Notes to the Consolidated Financial Statements.

Subsidiaries	No. of Shares	% Holding	Year End
Square Pharmaceuticals Kenya EPZ Ltd.	-	-	30 June
Square Lifesciences Ltd.	5,000	0.05%	30 June
Samson Pharma Inc., Philippines	2	0.00143%	30 June

**c) Equity-Accounted Investees**

The Group's interests in equity accounted investees comprise interests in associates. An associate is an entity in which the Group has significant influence, but not control or joint control, over the financial and operating policies.

Interests in associates are initially recognized at cost which includes transaction costs. Subsequent to initial recognition, the consolidated financial statements include the Group's share of total comprehensive income of equity accounted investees until the date on which significant influence or joint control ceases. Summarized financial information of the associates are presented in Note – 5 of the Notes to the Consolidated Financial Statements.

**d) Elimination on Consolidation**

Intra-group balances and transactions, and any unrealized income and expenses arising from intra-group transactions, are eliminated while consolidating. Unrealized gains arising from transactions with equity-accounted investees are eliminated against the investment to the extent of the Group's interest in the investee. Unrealized losses are eliminated in the same way as unrealized gains, but only to the extent that there is no evidence of impairment.

**3.2 Current versus Non-Current Classification**

The classification of assets and liabilities as current and non-current has been made as per the Group's conventional operating cycle and other criteria as prescribed by IAS 1—Presentation of Financial Statements.

**Assets:**

An asset is classified as current when it satisfies any of the following criteria:

- it is expected to be realized in, or is intended to be sold or consumed in, the companies' normal operating cycle;
- it is held primarily for the purpose of trading;
- it is expected to be realized within twelve months after the reporting period; or
- it is cash or cash equivalent unless it is restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.

**Liabilities:**

A liability is classified as current when it satisfies any of the following criteria:

- it is expected to be settled in the companies' normal operating cycle;
- it is held primarily for the purpose of being traded;
- it is due to be settled within twelve months after the reporting period; or
- the companies do not have an unconditional right to defer settlement of the liability for at least twelve months after the reporting date. Terms of a liability that could, at the option of the counterparty, result in its settlement by the issue of equity instruments do not affect its classification.

Current assets and liabilities include the current portion of non-current assets and liabilities respectively. All other assets and liabilities are classified as non-current. Deferred tax assets and liabilities are always classified as non-current.

**3.3 Property, Plant and Equipment**

**Initial Recognition and Measurement**

Property, plant and equipment (PPE) are initially recorded at cost of purchase or construction. Cost includes directly attributable expenses related to the acquisition of the assets including import duties, non-refundable VAT/taxes, duties and any cost incurred in preparing the asset for intended use by the Group. In case of self-constructed assets, the cost includes cost of material, direct labor and other directly attributable costs to complete the assets and make them ready for the intended use.

### Subsequent Measurements

Property, plant and equipment are subsequently measured at cost less accumulated depreciation and impairment losses (if any). Subsequent expenditure is capitalized only if it is probable that the future economic benefits associated with the expenditure will flow to the Group. The carrying amount of the replaced part is derecognized. Cost of day-to-day servicing of PPE is recognized in statement of profit or loss as incurred.

### Depreciation

Depreciation of an asset begins when it is available for use i.e. when it is in the location and condition necessary for it to be capable of operating in the manner intended by management. Depreciation of an asset ceases at the earlier of the date that the asset is classified as held for sale (or included in a disposal group that is classified as held for sale) in accordance with IFRS 5 – Non-current Assets Held for Sale and Discontinued Operations and the date that the asset is derecognized. Freehold land is not depreciated as it is deemed to have an infinite useful life.

Depreciation method, useful lives and residual values are reviewed at each financial year-end and adjusted if appropriate. Depreciation on additions/disposals is provided on a pro-rata basis i.e., from/up to the date on which asset is ready for use/disposal.

The Group has adopted the reducing balance method to charge depreciation on all of its Depreciable Assets. Rates at which various classes of Depreciable Assets are depreciated are given below:

Asset Category	Rate	Asset Category	Rate
Building and Other Constructions	10%	Electrical Installation	15%
Boundary Wall	10%	Gas Line Installation	15%
Plant & Machinery	15%	Books and Periodicals	30%
Laboratory Equipment	10%	Electro-Mechanical Equipment	15%
Office Equipment	10%	Software	20%-50%
Furniture & Fixture	10%	Computer and VSAT	10%
Motor Vehicle	20%	Motor Cycle	20%

### Derecognition

Assets are derecognized at the time of disposal or when no further economic benefits are expected. On disposal, the cost and related accumulated depreciation and impairments are removed from the financial statements and the net amount, less any proceeds, is taken to the statement of profit or loss.

### 3.4 Intangible Assets

Intangible assets that are acquired by the Group and have finite useful lives are measured at cost less accumulated amortization and accumulated impairment loss if any. Intangible assets are recognized when all the conditions for recognition as per IAS 38 – Intangible Assets are met. The cost of an intangible asset comprises its purchase price, import duties and non-refundable taxes and any directly attributable cost of preparing the asset for its intended use. Amortization methods, useful lives and residual values are reviewed at each reporting date and adjusted if appropriate. There were no internally developed intangible assets during the year.

### 3.5 Property, Plant and Equipment in Transit

These represent property, plant and equipment that are yet to become available for the intended use by the Group as of the reporting date. These assets are mostly imported equipment that has already been dispatched by the provider but has not been received by the companies as of the reporting date.

### 3.6 Capital Work-in-Progress

Capital work-in-progress consists of cost incurred for the acquisition and/or construction of items of property, plant and equipment that are yet to become available for use. Spare Parts that are expected to be used for more than one year are treated as capital work-in-progress. In the case of import of components, capital work-in-progress is recognized when risks and rewards associated with such assets are transferred to the Group.

### 3.7 Impairment

Assessment for any indication of impairment of any of the assets is conducted annually to evaluate whether that asset is impaired or not. If any such indication exists, the asset's recoverable amount is estimated and compared to its carrying value.

When the recoverable amount of an asset (or cash-generating unit) is estimated to be less than its carrying amount, an impairment loss is recognized immediately in the consolidated statement of profit or loss. During the reporting year, no indication of impairment of any assets was found.

### 3.8 Investment Property

Investment property comprises non-owner occupied property (lands and/or buildings) held with the intention of earning rental income or capital appreciation or both. An investment property is measured initially at cost. For subsequent measurement, the Group uses the cost model as its accounting policy for all investment properties. Under the cost model, investment property is measured at cost less accumulated depreciation and any accumulated impairment losses. However, fair value is disclosed as per the requirement of IAS 40 – Investment Property.

Investment property is derecognized when disposed of or when no future economic benefits are expected from the disposal. Any gain or loss arising from derecognition of the property is recognized in the statement of profit or loss in the period in which the property is derecognized.

### 3.9 Foreign Currency Transactions

Transactions in foreign currencies are recorded in the Company's functional currency at the exchange rates prevailing on the respective date of such transactions as suggested by IAS 21 – The Effects of Changes in Foreign Exchange Rates. Monetary assets and liabilities in foreign currencies are converted into Taka at the spot exchange rate at the reporting date. Gains or Losses from foreign currency transactions are reported on a net basis within other operating income or selling and distribution expenses. These primarily include exchange differences arising from the settlement or translation of monetary items.

#### Foreign Operations:

The assets and liabilities of the Group's foreign operations are translated to BDT using exchange rates at period end. Income and Expenses are translated at the average exchange rate for the period unless exchange rate fluctuated significantly during that period, in which case the exchange rate on the transaction date is used. Exchange rate differences are recognized through Other Comprehensive Income and accumulated in a separate category of equity - 'Translation Reserve'. This accumulated amount will be recognized in Statement of Profit or Loss at the time of the disposal of the foreign operation.

The financials of Square Pharmaceuticals Kenya EPZ Ltd. have been drawn in KES (Kenyan Shilling) as reporting currency in Kenya. These financials, later, are converted in BDT to consolidate with the Financials of Square Pharmaceuticals PLC., Bangladesh (parent company). Conversion rates used:

1 USD = BDT 117 (Closing); BDT 112.25 (Average)

1 KES = BDT 0.912509 (Closing); BDT 0.841380 (Average)

### 3.10 Financial Instruments

#### 3.10.1 Financial Assets

##### a) Investments in Marketable Securities

Investments in Marketable Securities are measured at fair value. Unrealized gains or losses on these financial assets are recognized in 'Other Comprehensive Income'. At the time of derecognition, related gains or losses are reclassified to 'Profit or Loss' from 'Other Comprehensive Income'.

##### b) Long Term Investment - Others

Investment in other long-term financial assets includes investment in various types of assets like Unquoted Shares, Zero Coupon Bonds, and Subordinated Bonds, etc. These investments are initially recognized at cost plus any directly attributable transaction costs and subsequently at amortized cost. Gains or Interest income on these assets are recognized in the Statement of Profit or Loss. In case of any impairment of such assets, the amortized cost is adjusted to the extent of impairment and the loss is charged in the Statement of Profit or Loss for the relevant financial year.

**c) Trade and Other Receivables**

Trade receivables represent the amount due from customers arising from transactions in the ordinary course of business. Other receivables consist of interest and gains that are yet to be received from investments. The aging calculation is prepared to assess the probability of non-recovery of any receivables.

Receivables are initially recognized at face value and subsequently assessed for recoverability, and are reported accordingly. The Group regularly assesses whether provision for bad debt is required and if needed, accounts for it.

**d) Advances, Deposits and Prepayments**

Advances are recognized initially at actual cost and deductions or adjustments are accounted for in a timely and suitable manner. Deposits are payments made for specific purposes which are expected to be realized or recovered in the ordinary course of the businesses. After initial recognition at cost, prepayments are carried at cost less the amount charged for respective periods.

**e) Cash & Cash Equivalents**

Cash and cash equivalents comprise cash in hand, in transit and at banks on current and deposit accounts which are readily convertible to a known amount of cash, subject to an insignificant risk of changes in value, and used by the Group without any restrictions except for the 'Dividend Account'. Bank overdrafts that are repayable on demand are treated as cash and cash equivalents.

**3.10.2 Financial Liabilities**

**a) Long Term Loans – Secured**

Square Lifesciences Ltd. and Square Pharmaceuticals Kenya EPZ Ltd. took loans from Standard Chartered Bank, Bangladesh and Standard Chartered Bank, Kenya respectively as part of their long-term financial plan. The particulars of the loans are mentioned in Note-15 of the Notes to the Consolidated Financial Statements.

**b) Trade and Other Payables**

Trade payables include amounts due to suppliers and other relevant parties in relation to the operating activities while other payables consist of amounts payable to all the other parties not directly related to the operation of the Group. These payables are recognized initially at fair value less any directly attributable transaction costs and subsequently measured at amortized cost using the effective interest method.

**3.11 Inventories**

Except for Goods-in-Transit, which is measured at cost, all other components of inventories are measured at lower of cost and net realizable value. Net realizable value is derived by deducting any expenses incurred to make the sale from the estimated selling price in the ordinary course of business. Any obsolete stock or abnormal loss incurred are recognized as expenses in the respective period.

Cost of raw materials and consumable spare parts are determined based on the weighted average method. Work-in-process is stated at cost to complete of respective products. Cost comprises purchase costs, conversion costs and other costs incurred in bringing them to their existing location and condition. Conversion costs include systematically allocated production overheads that are incurred in converting raw materials into finished goods.

Goods-in-Transit represents the cost incurred till the reporting date for the items of inventories that are yet to be received.

Spare goods consist of spare and replacement parts and supplies used in or to facilitate the production of finished goods in the ordinary course of business but do not include raw materials, work-in-process or packaging materials.

**3.12 Employee Benefits**

**a) Short-term Benefits**

Short-term benefits consist of wages, salaries, allowances and bonuses. These obligations are recognized and expended in the respective periods when the related services are obtained. Any amount not paid is recognized as a liability (undiscounted) at the end of the year.

**b) Gratuity Fund**

The Company has established a gratuity fund as a defined benefit plan for its permanent employees that is approved by the National Board of Revenue (NBR). The Company contributes a reliably estimated amount to the fund annually.

**c) Recognized Provident Fund**

The Company maintains a provident fund recognized by NBR for its permanent employees. This fund is managed by a Board of Trustees. Upon confirmation, each of the employees is required to become a member of the fund by contributing 10% of their basic salary. The Company makes a similar contribution. The total contribution is invested separately from the Company's assets by the Board of Trustees following the rules and regulations of the Bangladesh Labor Act, 2006 (amended in 2018).

The Company recognizes the contribution as an expense when the conditions are met. The legal and constructive obligation is limited to the amount the Company agrees to contribute to the fund.

**d) Group Insurance Policy**

The employees are insured under a group insurance policy. The premium of the insurance is fully paid by the respective concerns of the Group and the amount is charged to the statement of profit or loss.

**e) Workers Profit Participation Fund and Workers Welfare Fund**

The Company allocates 5% of net profit before tax after charging such expenses as Allocation to Workers Profit Participation Fund and Welfare Fund in accordance with the Bangladesh Labor Act, 2006 (amended in 2018).

**3.13 Provisions & Contingencies**

Provisions are made considering risks and uncertainties at reliable estimates of the probable outflow of resources that would be required to settle current obligations. These are reviewed at each balance sheet date and adjusted to reflect the current best estimates.

Contingent liabilities and assets are current or possible obligations on liabilities or assets, arising from past events and the existence of which depends upon the occurrence or non-occurrence of one or more uncertain future events which are not within the control of the Company. No contingent liabilities were recognized in the consolidated financial statements.

**3.14 Related Party Disclosures**

As per IAS 24–Related Party Disclosures, parties are considered to be related if one of the parties can control the other party or exercise significant influence over the other party in making financial and operating decisions. The Group carried out transactions in the ordinary course of business on an arm's length basis at commercial rates with its related parties. Related party disclosures have been given in Note–25 of the Notes to the Consolidated Financial Statements.

**3.15 Operating Income**

**a) Revenue from Contracts with Customers:**

**Sales of Goods:**

Revenue is recognized for local sales of Pharmaceutical Drugs and Medicines, AgroVet Products, Crop Care Products and Herbal & Nutraceutical Products at the time of delivery from the depot and Exports of Pharmaceuticals Drugs and Medicines at the time of delivery from Factory Godown. Local sales of Basic Chemical Products are recognized at the time of delivery from Factory Godown. Revenue is recognized when goods are supplied to external customers against orders received, title and risk of loss are transferred to the customer, and reliable estimates can be made that relevant obligations have been fulfilled, such that the earnings process is regarded as being completed.

**b) Export Incentives**

Export entitlements from government authorities are recognized in the statement of profit or loss as other operating income when the right to receive credit as per the terms of the scheme is established in respect of the exports made by the Company, and where there is no significant uncertainty regarding the ultimate collection of the relevant export proceeds.

### 3.16 Other Income

#### a) Interest Income

Interest income comprises interest on financial instruments maintained with financial institutions and others. The amount of interest income is recognized on an accrual basis with reference to the effective interest rate method as per IFRS 9 – Financial Instruments.

#### b) Dividend Income

Dividend income arises from marketable securities and equity investments in other entities. Dividend income is recognized when the right to receive the dividend is established.

#### c) Others

Gains or losses from various investments like Zero Coupon Bonds, Marketable Securities are included in Other Income. The associated cash flows are classified as investing activities in the statement of cash flows.

### 3.17 Leases

The Group entered rental (lease) agreements with lessors to use floor spaces for business purposes. It does not include any machinery, software, vehicles etc. These rental agreements are one-year cancellable contracts (by both parties with three months' notice period). The contracts do not offer any buying option, commitment to buy or any assurance of post-use minimum market price for the used floor spaces. Payments associated with these (short-term) leases are recognized on a straight-line basis as an expense in the statement of profit or loss.

IFRS 16 – Leases dictates that leases with shorter contract tenor and an immaterial amount of rental expenses with respect to total revenue shall not be considered as a finance lease. As such, the lease agreements the Group entered are not treated as finance leases.

Contract Period	Amount of Rental Expenses	% of Gross Revenue
01 Year	BDT 108,905,170	0.12%

### 3.18 Borrowing Cost:

Borrowing costs that are attributable to the acquisition, construction or production of qualifying assets are treated as direct cost and are considered as part of cost of such assets. A qualifying asset is an asset that necessarily requires a substantial period of time to get ready for its intended use or sale. All other borrowing costs are recognized as an expense in the period in which they are incurred. The capitalization of borrowing cost is suspended when the activities necessary to prepare the qualifying asset are deferred / interrupted for significant period of time.

### 3.19 Income Tax

#### Current Tax

Current tax for the period is the expected tax payable based on the taxable income and relevant tax rate for the year. Taxable income differs from accounting income for several reasons like items that may never be taxable or deductible for tax purposes and other items which may be deductible or taxable in different periods. Being a publicly traded pharmaceuticals company, the applicable tax rate for SPL is 22.5% for the reporting period. The applicable tax rate for Square Lifesciences Ltd. for the reporting period is 5.50% (as it is enjoying Tax Holiday). SPKEL is enjoying 100% tax exemption for the reporting year. Samson Pharma has not started any revenue generating activities yet.

#### Deferred Tax

Deferred tax arises due to the temporary differences between the carrying amounts and tax bases of assets and liabilities. The amount of deferred tax provided is based on the expected manner of recovery or settlement of the carrying amount of assets and liabilities using tax rates as applicable at the reporting period.

### 3.20 Earnings per Share (EPS)

Earnings per Share (Basic) is derived by dividing the profit or loss attributable to ordinary shareholders of the Group by the weighted average number of ordinary shares outstanding during the year. When a bonus issue takes place after the reporting date but before the financial statements are authorized for issue, the number of shares in the EPS calculation is adjusted for the current and prior periods as though the bonus issue took place during the current year.

### **3.21 Statement of Cash Flows**

Cash Flow Statement has been prepared using 'Direct Method' as recommended by IAS 7 – Statement of Cash Flows. A reconciliation of 'Direct Method' vs 'Indirect Method' has been presented in Note – 35 as per the direction of the Bangladesh Securities and Exchange Commission (BSEC/CMRRCD/2006-158/208/Admin/81; dated: 20 June 2018).

### **3.22 Materiality and Aggregation**

Financial statements result from processing large numbers of transactions or other events that are aggregated into classes according to their nature or function. The Group presents each material class of similar items separately in the financial statements while items of dissimilar nature or function are presented separately unless they are immaterial.

Net Profit before Tax for the year was not materially affected by:

- transaction of a nature not usually undertaken by the Group;
- circumstances of an exceptional or non-recurring nature;
- charges or credits relating to prior years; and
- changes in accounting policies.

### **3.23 Offsetting**

No assets and liabilities or income and expenses are being offset that may contradict the requirements of any IFRS or IAS.

### **3.24 Concentration of Counterparty Risk**

As of the reporting date, the Group does not have any significant concentration of business transacted with a particular customer, supplier or lender that could, if suddenly eliminated, have severely impacted the Group's operations. The Group also does not have any concentration of available sources of labor, service or licenses or other rights that could, if suddenly eliminated, have a severe impact on the operations of the Group.

### **3.25 Unrealized Gain/(Loss) on FVOCI Financial Assets**

It derives mainly due to the changes in the market price of the Marketable Securities. The Group has reported unrealized gain/(loss) from Marketable Securities as Other Comprehensive Income in the Statement of Profit or Loss and Other Comprehensive Income and in the Statement of Changes in Equity in conformity with IAS 12–Income Taxes and IFRS 9–Financial Instruments. As per 7th schedule of Income Tax Act 2023, any Capital gain arising from Marketable Securities (Stocks/Debentures listed with Stock Exchanges) is subject to Tax @ 15%. Gains that are realized during the year have been accounted for accordingly through the statement of profit or loss.

### **3.26 Research, Development and Experimental Costs**

In compliance with the requirements of IAS 38–Intangible Assets, research, development and experimental costs are usually absorbed as revenue expenses as and when incurred, due to the development portion of the expenses not being that much material in the Group's context.

### **3.27 Comparative Information**

The comparative figures have been regrouped, reclassified or modified from previously published interim and annual Financial Statements to facilitate any necessary presentational changes to conform to the current year's presentation.

Comparative information has been disclosed in respect of the previous year for all numerical information in the current financial statement. Narrative and descriptive information for comparative information has also been disclosed whenever it is relevant for the understanding of the current year's financial statements.

### **3.28 Events After Reporting Period**

Events after the reporting period that provide additional information about the Group's position at the reporting date are reflected in the financial statements. Material events after the reporting period that are not adjusting events are disclosed by way of note. There is no significant event other than normal activities between the Financial Year end and Financial Statements approval date.

Particulars	Amount in Taka	
	30 June 2025	30 June 2024
<b>04. Consolidated Property, Plant and Equipment: Tk. 31,687,439,566</b>		
<b>Cost:</b>		
Opening Balance	50,654,228,044	47,837,735,674
Translation Adjustments to opening balance	78,458,441	221,339,254
Addition during the Year	2,093,961,327	2,918,957,136
	52,826,647,812	50,978,032,064
Disposal/Transfer during the Year	(170,548,701)	(323,804,020)
	<b>52,656,099,111</b>	<b>50,654,228,044</b>
<b>Accumulated Depreciation:</b>		
Opening Balance	25,796,547,715	23,576,848,855
Translation Adjustments to opening balance	15,799,086	31,894,804
Charged for the Year	2,200,720,986	2,318,653,384
	28,013,067,787	25,927,397,043
Disposal/Transfer during the Year	(115,008,895)	(130,849,327)
	<b>27,898,058,892</b>	<b>25,796,547,716</b>
<b>Net Book Value</b>	<b>24,758,040,219</b>	<b>24,857,680,328</b>
Consolidated Property, Plant and Equipment in Transit (Note - 04.1)	1,291,063,589	1,118,740,924
Consolidated Capital Work-in-Progress (Note - 04.2)	5,638,335,758	1,773,584,611
	<b>31,687,439,566</b>	<b>27,750,005,863</b>
<b>04.1 Consolidated Property, Plant and Equipment in Transit: Tk. 1,291,063,589</b>		
Opening Balance	1,118,740,924	715,369,536
Addition during the Year	1,507,432,783	1,134,336,770
	2,626,173,707	1,849,706,306
Transfer during the Year	(1,335,110,118)	(730,965,382)
	<b>1,291,063,589</b>	<b>1,118,740,924</b>
<b>04.2 Consolidated Capital Work-in-Progress: Tk. 5,638,335,758</b>		
<b>04.2.1 Consolidated Building and Other Constructions: Tk. 2,983,003,892</b>		
Opening Balance	1,317,735,384	1,081,705,847
Addition during the Year	1,833,001,113	601,399,543
	3,150,736,497	1,683,105,390
Transfer during the Year	(167,732,605)	(365,370,006)
	<b>2,983,003,892</b>	<b>1,317,735,384</b>
<b>04.2.2 Consolidated Plant &amp; Machinery: Tk. 2,655,331,866</b>		
Opening Balance	455,849,227	859,697
Addition during the Year	2,200,184,173	461,656,025
	2,656,033,400	462,515,722
Transfer during the Year	(701,534)	(6,666,495)
	<b>2,655,331,866</b>	<b>455,849,227</b>
	<b>5,638,335,758</b>	<b>1,773,584,611</b>
<b>05. Consolidated Investment in Associates: Tk. 20,298,223,689</b>		
Opening Balance	17,397,060,559	15,076,807,755
Add: Profit/(Loss) during the Year:	<u>Proportion of Ownership</u>	
Square Textiles PLC.	46.36%	590,131,737
Square Fashions Ltd.	48.63%	2,290,756,140
Square Hospitals Ltd.	49.94%	312,872,619
		3,193,760,496
Less: Dividend received during the Year		(292,597,366)
		<b>20,298,223,689</b>
		<b>17,397,060,559</b>

**05.1 Summarised Financial Information for Associate Undertakings as per Paragraph B14 and B15 of IFRS 12:**

Particulars	Amount in Taka	
	30 June 2025	30 June 2024
<b>Square Textiles PLC.:</b>		
Current Assets	14,277,495,607	12,696,384,703
Non-Current Assets	10,674,138,646	10,516,431,959
Current Liabilities	10,635,236,796	10,356,537,571
Non-Current Liabilities	4,085,858,923	3,267,597,322
Gross Revenue	22,650,211,890	18,926,870,794
Profit from Operations	2,709,370,213	2,022,729,609
Profit after Tax	1,273,063,165	1,081,935,648
Total Comprehensive Income	1,273,063,165	1,081,935,648
<b>Square Fashions Ltd.:</b>		
Current Assets	26,689,795,375	21,822,054,595
Non-Current Assets	7,005,296,468	7,014,672,364
Current Liabilities	5,306,679,700	5,173,049,931
Non-Current Liabilities	14,305,822	-
Gross Revenue	34,319,969,269	25,803,049,949
Profit from Operations	5,075,258,230	4,281,825,595
Profit after Tax	4,710,429,293	3,822,500,231
Total Comprehensive Income	4,710,429,293	3,822,500,231
<b>Square Hospitals Ltd.:</b>		
Current Assets	798,049,728	548,939,578
Non-Current Assets	4,119,706,158	4,068,061,908
Current Liabilities	1,204,617,110	1,232,142,446
Non-Current Liabilities	194,630,522	492,879,184
Gross Revenue	6,872,604,838	6,181,629,988
Profit from Operations	926,193,056	738,646,255
Profit after Tax	626,528,398	468,759,024
Total Comprehensive Income	626,528,398	468,759,024
<b>06. Consolidated Investment in Marketable Securities: Tk. 10,045,505,012</b>		
<b>06.1 Cost: Tk. 10,640,822,033</b>		
Opening Balance	9,615,982,078	3,773,747,813
Addition during the Year	1,174,740,948	5,944,648,543
Sold during the Year	(149,900,993)	(102,414,278)
	<b>10,640,822,033</b>	<b>9,615,982,078</b>
<b>06.2 Market Value: Tk. 10,045,505,012</b>		
Opening Balance	9,292,402,647	4,589,867,031
Addition during the Year	1,034,509,173	4,814,862,652
Sold during the Year	(281,406,808)	(112,327,036)
	<b>10,045,505,012</b>	<b>9,292,402,647</b>
<b>07. Consolidated Long Term Investment - Others: Tk. 10,222,623,532</b>		
<b>07.1 Ordinary Shares (Unquoted): Tk. 127,694,430</b>		
(i) United Hospital Ltd. (120,000 Ordinary Shares of Tk.100/- each)	12,000,000	12,000,000
(ii) Central Depository Bangladesh Limited (5,711,804 Ordinary Shares of Tk. 10/- each)	15,694,430	15,694,430
(iii) Advance to FAM - First Fixed Income Fund	100,000,000	100,000,000
	<b>127,694,430</b>	<b>127,694,430</b>
<b>07.2 Non-Convertible Zero Coupon Bonds: Tk. 214,912,102</b>		
(i) LankaBangla Finance PLC.	-	67,033,336
(ii) Brac Bank PLC. (150 Bonds)	138,337,500	238,677,650
(iii) IDLC Finance PLC. (160 Bonds)	76,574,602	158,801,488
	<b>214,912,102</b>	<b>464,512,474</b>

Particulars	Amount in Taka	
	30 June 2025	30 June 2024
<b>07.3 Govt. Securities: Tk. 2,680,017,000</b>		
(i) 364D T-BILL	2,680,017,000	-
	<b>2,680,017,000</b>	<b>-</b>
<b>07.4 Non-Convertible Subordinated Bonds: Tk. 7,200,000,000</b>		
(i) Mutual Trust Bank PLC. (180 Bonds)	1,800,000,000	2,200,000,000
(ii) Southeast Bank PLC. (3,000 Bonds)	300,000,000	400,000,000
(iii) Islami Bank Bangladesh PLC. (30 Bonds)	300,000,000	400,000,000
(iv) Eastern Bank PLC. (50 Bonds)	500,000,000	500,000,000
(v) Trust Bank PLC. (30 Bonds)	300,000,000	400,000,000
(vi) Dutch Bangla Bank PLC. (200 Bonds)	2,000,000,000	1,500,000,000
(vii) Shahjalal Islami Bank PLC. (1000 Bonds)	1,000,000,000	-
(viii) Prime Bank PLC. (100 Bonds)	1,000,000,000	1,000,000,000
	<b>7,200,000,000</b>	<b>6,400,000,000</b>
	<b>10,222,623,532</b>	<b>6,992,206,904</b>
<b>08. Consolidated Inventories: Tk. 13,059,201,630</b>		
Raw Materials	4,447,558,995	4,801,972,525
Packing Materials	1,303,112,558	1,272,032,952
Work-in-Process	747,716,722	784,057,550
Finished Goods	4,480,128,521	3,825,932,863
Spares & Accessories	1,388,998,168	1,044,608,061
Goods- in-Transit	691,686,667	853,548,344
	<b>13,059,201,630</b>	<b>12,582,152,295</b>
<b>09. Consolidated Trade Receivables: Tk. 2,236,196,774</b>		
Trade receivables occurred in the ordinary course of business are unsecured but considered good.		
Ageing of the Trade Debtors is as follows:		
Below 30 days	1,169,810,386	1,462,836,383
Within 31-60 days	292,269,410	298,484,091
Within 61-90 days	231,489,306	213,976,142
Above 90 days	542,627,672	575,729,926
	<b>2,236,196,774</b>	<b>2,551,026,541</b>
<b>10. Consolidated Other Receivables: Tk. 1,874,631,768</b>		
Interest Receivable from Fixed Deposit Receipts	1,581,777,315	1,520,761,823
Interest Receivable from Short Notice Deposits	676,679	1,300
Gain against Zero Coupon Bonds (Receivable)	58,305,368	87,443,698
Interest Receivable from Subordinated Bonds	63,452,191	47,324,767
Gain/Interest Income from Govt. Securities	879,074	47,324,767
Accrued Income	89,541,141	66,828,083
Insurance Claim Receivable	80,000,000	230,000,000
	<b>1,874,631,768</b>	<b>1,999,684,438</b>
<b>11. Consolidated Advances, Deposits and Prepayments: Tk. 1,995,278,987</b>		
<b>11.1 Advances: Tk. 971,937,591</b>		
Employees	250,355,472	283,810,814
Advance Income Tax	-	214,738,457
Land Purchase	130,557,871	84,081,400
Suppliers	591,024,248	616,316,380
	<b>971,937,591</b>	<b>1,198,947,051</b>

Particulars	Amount in Taka	
	30 June 2025	30 June 2024
<b>11.2 Deposits: Tk. 909,905,840</b>		
Value Added Tax	599,085,254	387,160,183
Earnest Money & Security Deposit	282,082,770	405,903,499
Others	28,737,816	13,001,014
	<b>909,905,840</b>	<b>806,064,696</b>
<b>11.3 Prepayments: Tk. 113,435,556</b>		
Office Rent	22,845,088	23,242,440
Insurance Premium	90,590,468	78,268,650
	<b>113,435,556</b>	<b>101,511,090</b>
	<b>1,995,278,987</b>	<b>2,106,522,837</b>
<b>12. Cash and Cash Equivalents: Tk. 55,396,306,657</b>		
<b>12.1 Cash in Hand</b>	<b>4,579,322</b>	<b>6,888,325</b>
<b>12.2 Cash at Bank: Tk. 17,676,311,872</b>		
Current Accounts	686,091,520	112,392,110
STD & SND Accounts	15,339,206,722	14,182,411,481
Export Retention Quota Accounts (held in USD)	230,446,887	174,360,222
Margin Held Accounts (held in USD)	1,187,121,736	525,205,243
Dividend Accounts	233,445,007	191,983,630
	<b>17,676,311,872</b>	<b>15,186,352,686</b>
<b>12.3 Fixed Deposit Receipts (FDRs): Tk. 37,715,415,463</b>		
FDRs held in BDT	33,655,808,088	33,000,381,792
FDRs held in USD	4,059,607,375	3,819,836,939
	<b>37,715,415,463</b>	<b>36,820,218,731</b>
	<b>55,396,306,657</b>	<b>52,013,459,742</b>
<b>13. Consolidated Retained Earnings: Tk. 126,893,437,592</b>		
Opening Balance	114,139,071,906	103,339,085,459
Add: Net Profit attributable to Equity Holders	23,967,971,212	20,925,834,784
Less: Transferred to Tax Holiday Reserve	(1,462,644,416)	(818,112,732)
Less: Cash Dividend	(9,750,961,110)	(9,307,735,605)
Closing Balance	<b>126,893,437,592</b>	<b>114,139,071,906</b>
<b>14. Non Controlling Interest: Tk. 5,438,329</b>		
Opening Balance	2,318,478	709,376
Add: Net Profit attributable to Non Controlling Interest	3,120,237	1,611,137
Add: Unrealised Gain/(Loss) on Marketable Securities	(386)	(2,035)
Closing Balance	<b>5,438,329</b>	<b>2,318,478</b>
<b>Non Controlling Interests in Subsidiaries:</b>	<b>Country of Incorporation</b>	<b>Proportion of Ownership Interest</b>
Square Lifesciences Ltd.	Bangladesh	0.05000%
Square Pharmaceuticals Kenya EPZ Ltd.	Kenya	-
Samson Pharma Inc.	Philippines	0.00143%
<b>15. Consolidated Loans and Borrowings: Tk. 825,501,239</b>		
Term Loan - Non Current Portion (Note - 15.1)	200,000,000	814,539,826
Term Loan - Current Portion (Note - 15.2)	625,501,239	614,539,826
	<b>825,501,239</b>	<b>1,429,079,652</b>
<b>15.1 Term Loan - Non Current Portion: Tk. 200,000,000</b>		
a) Standard Chartered Bank, Kenya	-	214,539,826
b) Standard Chartered Bank, Bangladesh	200,000,000	600,000,000
	<b>200,000,000</b>	<b>814,539,826</b>

Particulars	Amount in Taka	
	30 June 2025	30 June 2024
<b>15.2 Term Loan - Current Portion: Tk. 625,501,239</b>		
a) Standard Chartered Bank, Kenya	225,501,239	214,539,826
b) Standard Chartered Bank, Bangladesh	400,000,000	400,000,000
	<b>625,501,239</b>	<b>614,539,826</b>
a) At the period ended Square Pharmaceuticals Kenya EPZ Ltd. had term loan borrowings of KES 65,31,52,900.00, which will be paid in five years with the interest rate of 5% plus 1 Year T-Bill. The loan is secured by a corporate guarantee by SPL, issued in favour of the company with due permission of Bangladesh Bank. Repayment of the loan was started from October 2023.		
b) The loan has been disbursed by Standard Chartered Bank, Bangladesh for Square Lifesciences Ltd., Bangladesh at floating interest rate with a floor rate of 5.25% per annum. Repayment of the loan has been started from 30th March 2023.		
<b>16. Consolidated Deferred Tax Liabilities: Tk. 836,115,073</b>		
Deferred Tax - Property, Plant and Equipment:		
a) Square Pharmaceuticals PLC. (Note-16.1a)	571,119,707	673,568,392
b) Square Lifesciences Ltd. (Note-16.1b)	(16,233,763)	(5,949,954)
	<b>554,885,944</b>	<b>667,618,439</b>
Deferred Tax - Income from Investments (Note - 16.2)	370,526,683	-
Deferred Tax - Marketable Securities (Note-16.3)	(89,297,554)	(48,536,915)
	<b>836,115,073</b>	<b>619,081,524</b>
<b>16.1 Deferred Tax - Property, Plant and Equipment:</b>		
<b>a) Square Pharmaceuticals PLC.: Tk. 571,119,707</b>		
Carrying Amount	12,351,884,921	12,418,606,865
Tax Base	9,813,575,110	9,424,969,566
Taxable/(Deductible) Temporary Difference	2,538,309,811	2,993,637,299
Tax Rate	22.50%	22.50%
Closing Liabilities	571,119,707	673,568,392
Opening Liabilities	(673,568,392)	(944,474,683)
Current Period/Year's Expense/(Income)	<b>(102,448,685)</b>	<b>(270,906,291)</b>
<b>b) Square Lifesciences Ltd.: Tk. (16,233,763)</b>		
Carrying Amount	2,329,115,167	2,644,054,308
Tax Base	2,624,274,496	2,860,416,259
Taxable/(Deductible) Temporary Difference	(295,159,329)	(216,361,951)
Tax Rate	5.50%	2.75%
Closing Liabilities	(16,233,763)	(5,949,954)
Opening Liabilities	5,949,954	3,932,825
Current Period/Year's Expense/(Income)	<b>(10,283,809)</b>	<b>(2,017,129)</b>
* Property, plant and equipment excluding Lands, PPE in transit and assets under construction.		
<b>16.2 Deferred Tax - Income from Investments: Tk. 370,526,683</b>		
Carrying Amount	1,646,785,259	-
Tax Base	-	-
Taxable/(Deductible) Temporary Difference	1,646,785,259	-
Tax Rate	22.50%	-
Closing Liabilities	370,526,683	-
Opening Liabilities	-	-
Current Period/Year's Expense/(Income)	<b>370,526,683</b>	<b>-</b>

Particulars	Amount in Taka	
	30 June 2025	30 June 2024
<b>16.3 Deferred Tax - Marketable Securities: Tk. (89,297,554)</b>		
Carrying Amount	10,045,505,012	9,292,402,647
Tax Base	10,640,822,033	9,615,982,078
Taxable/(Deductible) Temporary Difference	(595,317,021)	(323,579,431)
Tax Rate	15.00%	15.00%
Closing Liabilities	(89,297,554)	(48,536,915)
Opening Liabilities	(48,536,915)	(81,611,922)
Current Period/Year's Expense/(Income)	<b>(137,834,469)</b>	<b>(130,148,837)</b>
<b>17. Consolidated Other Payables: Tk. 2,043,475,207</b>		
Sundry Creditors	649,067,541	539,395,363
Income Tax (Deduction at Source)	34,699,694	41,974,116
Retention Money	47,371,869	50,300,089
Workers' Profit Participation Fund and Welfare Fund	1,294,939,894	1,160,126,879
Interest Payable	17,396,209	29,147,526
	<b>2,043,475,207</b>	<b>1,820,943,973</b>
<b>18. Consolidated Current Tax Liabilities: Tk. 1,306,637,831</b>		
Opening balance	912,265,905	356,095,553
Provision for the Year	4,661,238,463	4,661,815,173
Tax Paid (including Advance Income Tax) during the Year	(4,266,866,537)	(4,105,644,821)
	<b>1,306,637,831</b>	<b>912,265,905</b>
<b>19. Consolidated Accrued Expenses: Tk. 239,575,083</b>		
Accrued Expenses	238,280,139	285,502,944
Audit Fees	1,294,944	1,290,329
	<b>239,575,083</b>	<b>286,793,273</b>
Particulars	Amount in Taka	
	<b>July'24 - June'25</b>	<b>July'23 - June'24</b>
<b>20. Consolidated Gross Revenue: Tk. 91,450,035,650</b>		
Square Pharmaceuticals PLC. (Note - 20.2)	70,199,082,717	70,217,543,411
Square Lifesciences Ltd. (Note - 20.3)	20,561,074,494	13,525,770,280
Square Pharmaceuticals Kenya EPZ Ltd. (Note - 20.4)	689,878,439	229,187,040
	<b>91,450,035,650</b>	<b>83,972,500,731</b>
<b>20.1 Consolidated Net Revenue: Tk. 76,288,455,851</b>		
Square Pharmaceuticals PLC. (Note - 20.2)	59,099,365,360	59,015,425,491
Square Lifesciences Ltd. (Note - 20.3)	16,499,212,052	10,856,418,665
Square Pharmaceuticals Kenya EPZ Ltd. (Note - 20.4)	689,878,439	229,187,040
	<b>76,288,455,851</b>	<b>70,101,031,196</b>
<b>20.2 Square Pharmaceuticals PLC.: Tk. 59,099,365,360</b>		
<b>Local:</b>		
Revenue	67,670,237,371	67,822,570,315
Value Added Tax	(8,577,703,603)	(9,033,770,921)
<b>Revenue without VAT</b>	<b>59,092,533,768</b>	<b>58,788,799,394</b>
Discount	(2,522,013,754)	(2,168,346,999)
<b>Net Revenue - Local</b>	<b>56,570,520,014</b>	<b>56,620,452,395</b>
Export Revenue-Equivalent to US \$20,966,372 (Jul'23-Jun'24: US \$21,632,517)	2,528,845,346	2,394,973,095
	<b>59,099,365,360</b>	<b>59,015,425,491</b>

Particulars	Amount in Taka	
	July'24 - June'25	July'23 - June'24
<b>20.3 Square Lifesciences Ltd.: Tk. 16,499,212,052</b>		
Local:		
Revenue	20,545,729,971	13,518,079,157
Value Added Tax	(3,061,751,631)	(2,011,810,793)
<b>Revenue without VAT</b>	<b>17,483,978,340</b>	<b>11,506,268,364</b>
Discount	(1,000,110,811)	(657,540,822)
<b>Net Revenue - Local</b>	<b>16,483,867,529</b>	<b>10,848,727,542</b>
Export Revenue - Equivalent to US \$128,317 (Jul'23-Jun'24: US \$70,213)	15,344,523	7,691,123
	<b>16,499,212,052</b>	<b>10,856,418,665</b>
<b>20.4 Square Pharmaceuticals Kenya EPZ Ltd.: Tk. 689,878,439</b>		
Local Revenue	684,502,759	229,187,040
Export Revenue - Equivalent to US \$26,186	5,375,680	-
	<b>689,878,439</b>	<b>229,187,040</b>
<b>21. Consolidated Cost of Goods Sold: Tk. 39,770,251,727</b>		
Raw Materials Consumed (Note - 21.1)	16,832,281,752	16,401,686,141
Packing Materials Consumed (Note - 21.2)	8,855,932,269	7,791,373,350
<b>Cost of Materials Consumed</b>	<b>25,688,214,022</b>	<b>24,193,059,491</b>
Manufacturing Overhead (Note - 21.3)	11,578,656,813	10,093,844,037
<b>Total Manufacturing Cost</b>	<b>37,266,870,835</b>	<b>34,286,903,528</b>
Opening Work-in-Process	784,057,550	643,978,545
Closing Work-in-Process	(747,716,722)	(784,057,550)
<b>Cost of Goods Manufactured</b>	<b>37,303,211,663</b>	<b>34,146,824,523</b>
Opening Finished Goods	3,825,932,863	3,585,938,769
Purchase of Finished Goods	3,510,570,833	3,519,911,869
Less: Cost of Faulty & Obsolete Goods	(89,685,747)	(87,015,552)
Cost of Physician Sample	(299,649,364)	(304,334,052)
<b>Cost of Goods Available for Sale</b>	<b>44,250,380,248</b>	<b>40,861,325,557</b>
Closing Finished Goods	(4,480,128,521)	(3,825,932,863)
	<b>39,770,251,727</b>	<b>37,035,392,694</b>
<b>21.1 Consolidated Raw Materials Consumed: Tk. 16,832,281,752</b>		
Opening Stock	4,801,972,525	4,784,438,787
Purchase during the Period	16,477,868,222	16,419,219,879
Closing Stock	(4,447,558,995)	(4,801,972,525)
	<b>16,832,281,752</b>	<b>16,401,686,141</b>
<b>21.2 Consolidated Packing Materials Consumed: Tk. 8,855,932,269</b>		
Opening Stock	1,272,032,952	1,437,690,908
Purchase during the Period	8,887,011,875	7,625,715,394
Closing Stock	(1,303,112,558)	(1,272,032,952)
	<b>8,855,932,269</b>	<b>7,791,373,350</b>
<b>21.3 Consolidated Manufacturing Overhead: Tk. 11,578,656,813</b>		
Salaries, Wages & Allowances	3,717,351,352	3,115,006,033
Employer's Contribution to RPF	105,109,259	70,436,285
Contribution to Gratuity Fund	233,784,923	229,855,461
Entertainment, Staff Lunch & Refreshments	214,346,131	171,097,269
Recruitment, Training & Development	889,096	1,617,619
Employees Welfare & Medical Expenses	1,167,787	1,178,835
Staff Uniform	75,199,607	77,326,398
Travelling & Conveyance	65,772,537	54,783,098
US FDA User Fees	141,276,424	73,149,378

Particulars	Amount in Taka	
	July'24 - June'25	July'23 - June'24
Laboratory Consumables	753,055,997	715,618,853
Research & Product Development	197,407,164	137,674,728
Printing & Stationery	101,935,723	90,883,447
Courier, Internet & Telecommunication	10,028,762	10,309,138
Rental Expenses	6,263,303	6,309,423
Power Generation & Purchase	1,912,098,728	1,785,336,826
Sanitation Expenses	195,756,495	130,904,969
Petrol, Oil & Lubricants	56,354,879	36,434,303
Generator Rental Expenses	34,800,000	9,700,000
Repairs & Maintenance - Factory	695,574,308	578,783,771
Consumption of Spares & Accessories	812,414,947	534,950,908
Repairs & Maintenance - Vehicle	51,449,146	42,040,498
Vehicle Fuel Expenses	68,468,351	57,770,235
Legal & Professional Fees	1,138,500	-
Insurance Premium	69,615,007	60,469,730
Security Services	72,427,671	63,086,678
Govt. Taxes & License Fees	24,929,629	23,839,474
Toll Expenses	183,154,470	92,280,004
Software, Hardware Support & VSAT Services	65,085,619	68,679,178
Depreciation	1,710,416,736	1,853,977,522
Other Expenses	1,384,262	343,976
	<b>11,578,656,813</b>	<b>10,093,844,037</b>

**22. Consolidated Selling and Distribution Expenses: Tk. 14,088,042,635**

Salaries & Allowances	2,003,126,670	1,704,624,584
Employer's Contribution to RPF	168,706,751	132,295,530
Contribution to Gratuity Fund	455,739,795	487,388,824
Entertainment, Staff Lunch & Refreshments	48,136,578	43,551,390
Recruitment, Training & Development	9,274,194	7,522,102
Employees Welfare & Medical Expenses	214,862	334,671
Staff Uniform	16,880,186	15,281,875
Travelling & Conveyance	222,181,982	181,700,601
Printing & Stationery	93,816,847	77,080,947
Courier, Internet & Telecommunication	99,850,590	97,615,335
Office & Godown Rent	54,338,386	49,714,529
Utilities Expense	50,763,008	45,870,184
Sanitation Expenses	20,855,114	17,320,823
Field Staff Salaries, Allowances, TA & DA	4,218,410,709	3,878,407,730
Target Incentive to Field Staff	655,637,838	642,118,705
Promotional Expenses	1,264,014,399	1,352,579,968
Marketing Expenses	1,194,211,563	440,338,174
Pharmacovigilance	76,806,231	55,745,513
Marketing Website Platform Software Maintenance	35,898,537	22,452,600
Event, Programs & Conference	781,604,461	511,452,591
Literature & Publications	274,237,059	170,861,030
Market Research & Survey Expenses	23,802,705	18,321,754
Advertisement	1,945,060	1,056,670
Delivery & Packing Expenses	294,642,890	254,728,425
Export Expenses	280,974,499	239,540,571
Free Samples	402,541,228	405,264,880
Faulty & Obsolete Goods	119,224,494	115,674,848
Repairs & Maintenance - Office	117,651,245	104,722,428
Repairs & Maintenance - Vehicle	236,824,549	182,917,155
Vehicle Fuel Expenses	334,235,697	334,726,992

Particulars	Amount in Taka	
	July'24 - June'25	July'23 - June'24
Insurance Premium	35,247,629	31,974,371
Security Services	116,756,161	97,502,437
Govt. Taxes & License Fees	51,459,450	34,785,334
Bank Charges	15,535,256	17,540,530
Software, Hardware Support & VSAT Services	70,911,801	67,005,239
Depreciation	241,455,414	242,420,705
Other Expenses	128,797	1,013,298
	<b>14,088,042,635</b>	<b>12,083,453,343</b>
<b>23. Consolidated Administrative Expenses: Tk. 1,980,106,440</b>		
Salaries & Allowances	591,857,338	543,624,805
Employer's Contribution to RPF	16,044,260	13,117,745
Contribution to Gratuity Fund	59,612,305	62,815,951
Directors' Remuneration	88,875,000	88,875,000
Independent Directors' Honorarium	600,000	600,000
Entertainment, Staff Lunch & Refreshments	101,886,831	91,907,312
Recruitment, Training & Development	10,782,546	9,784,948
Employees Welfare & Medical Expenses	7,703,046	6,954,771
Staff Uniform	1,847,143	3,599,228
Travelling & Conveyance	225,379,642	205,879,587
Printing & Stationery	22,716,069	20,497,167
Courier, Internet & Telecommunication	12,343,677	11,554,268
Office Rent	13,503,481	7,910,383
Utilities Expense	32,801,167	27,445,818
Sanitation Expenses	13,511,709	9,740,338
Fees & Subscription	10,748,670	8,153,562
Legal & Professional Fees	6,839,932	9,598,135
Repairs & Maintenance - Office	204,774,674	174,273,240
Repairs & Maintenance - Vehicle	47,645,535	50,526,849
Vehicle Fuel Expenses	45,970,586	45,483,896
Insurance Premium	44,368,584	35,280,435
Security Services	73,252,913	63,526,476
Audit Fees	1,574,386	1,752,192
Statutory Communication Expenses	1,843,988	1,712,872
Advertisement	4,342,613	589,875
Govt. Taxes & License Fees	16,590,698	45,516,860
Bank Charges	7,637,540	10,032,847
Software & Hardware Support Services	65,476,908	53,639,107
Depreciation	248,847,066	235,232,620
Other Expenses	728,133	384,144
	<b>1,980,106,440</b>	<b>1,840,010,431</b>
<b>24. Consolidated Finance Cost: Tk. 214,799,860</b>		
Square Pharmaceuticals PLC.	6,738	27,943
Square Lifesciences Ltd.	89,141,950	118,032,366
Square Pharmaceuticals Kenya EPZ Ltd.	125,651,172	125,938,121
	<b>214,799,860</b>	<b>243,998,430</b>
<b>25. Consolidated Other Operating Income: Tk. 547,439,351</b>		
Rental Income	1,710,356	1,633,926
Sale of Scrap	70,642,352	69,501,294
Gain on Fluctuation of Foreign Currency	308,429,383	346,524,619
Cash Incentive Received against Export	136,660,400	128,761,100
P.F Forfeiture Amount	934,049	261,253
Gain/(Loss) on Disposal of Property, Plant and Equipment	29,062,811	(207,996,199)
	<b>547,439,351</b>	<b>338,685,993</b>

Particulars	Amount in Taka	
	July'24 - June'25	July'23 - June'24
<b>26. Consolidated Income from Investments: Tk. 6,208,608,959</b>		
Interest from Deposits	3,595,234,967	2,803,524,447
Interest from Short Notice Deposits	1,250,978,381	854,280,773
Gain on Redemption of Zero Coupon Bond	29,261,297	58,995,376
Interest from Subordinate Bonds	720,286,549	503,876,739
Dividend Income	480,462,877	414,449,334
Gain/Interest Income from Govt. Securities	879,074	-
Gain on Marketable Securities (Realized)	131,505,814	9,912,758
	<b>6,208,608,959</b>	<b>4,645,039,427</b>
<b>27. Consolidated Allocation for WPPF &amp; WF: Tk. 1,294,939,894</b>		
Square Pharmaceuticals PLC.	964,823,586	994,392,153
Square Lifesciences Ltd.	330,116,308	165,734,726
	<b>1,294,939,894</b>	<b>1,160,126,879</b>
<b>28. Consolidated Income Tax Expense: Tk. 4,919,032,652</b>		
<b>Current Tax Expense:</b>		
Square Pharmaceuticals PLC.	4,289,102,568	4,567,377,453
Square Lifesciences Ltd.	372,135,895	94,437,720
	<b>4,661,238,463</b>	<b>4,661,815,173</b>
<b>Deferred Tax Expense/(Income):</b>		
Square Pharmaceuticals PLC.	268,077,998	(270,906,291)
Square Lifesciences Ltd.	(10,283,809)	(2,017,129)
	<b>257,794,189</b>	<b>(272,923,420)</b>
	<b>4,919,032,652</b>	<b>4,388,891,753</b>
<b>29. Consolidated Unrealised Gain/(Loss) on Marketable Securities: Tk. (230,976,952)</b>		
Closing Unrealised Gain/(Loss)	(595,317,021)	(323,579,431)
Less: Opening Unrealised Gain/(Loss)	(323,579,431)	816,119,218
	(271,737,590)	(1,139,698,649)
Less: Related Deferred Tax	40,760,638	130,148,837
	<b>(230,976,952)</b>	<b>(1,009,549,812)</b>
<b>30. Current Year's Translation Adjustment: Tk. 45,035,355</b>		
<b>Square Pharmaceuticals Kenya EPZ Ltd.:</b>		
Opening Net Assets	(664,806,976)	(756,448,121)
Add: (Profit)/Loss for the Year	(94,616,336)	206,452,708
Less: Closing Net Assets	795,744,562	664,806,976
Translation Adjustment for the Year	<b>36,321,250</b>	<b>114,811,563</b>
<b>Samson Pharma Inc.:</b>		
Opening Net Assets	(52,530,000)	(52,530,000)
Add: (Profit)/Loss for the Year	4,453,247	-
Less: Closing Net Assets	56,790,858	52,530,000
Translation Adjustment for the Year	8,714,105	-
Closing Balance	<b>45,035,355</b>	<b>114,811,563</b>
<b>31. Consolidated Net Assets Value (NAV) per Share: Tk. 157.88</b>		
Total Assets	146,815,407,615	132,637,197,060
Total Liabilities	(6,859,598,040)	(6,715,576,228)
Net Assets attributable to the Ordinary Shareholders	139,955,809,575	125,921,620,832
Number of Shares outstanding	886,451,010	886,451,010
	<b>157.88</b>	<b>142.05</b>
<b>32. Consolidated Earnings per Share (EPS): Tk. 27.04</b>		
Profit for the Period	23,971,091,449	20,927,445,921
Number of Shares outstanding	886,451,010	886,451,010
	<b>27.04</b>	<b>23.61</b>

Particulars	Amount in Taka	
	July'24 - June'25	July'23 - June'24
<b>33. Consolidated Net Operating Cash Flow (NOCF) per Share: Tk. 19.52</b>		
Net Cash Generated from Operating Activities (Note - 33.1)	17,301,637,969	18,528,854,295
Number of Shares outstanding	886,451,010	886,451,010
	<b>19.52</b>	<b>20.90</b>
<b>33.1 Consolidated Reconciliation of Net Profit with Net Cash Generated from Operating Activities:</b>		
Profit for the Period	<b>23,971,091,449</b>	<b>20,927,445,921</b>
Income from Investments (Note - 26)	(6,208,608,959)	(4,650,619,427)
Income Tax Expense	4,919,032,652	4,388,891,753
Adjustments for:		
Non-Cash Income/Expenses:		
Depreciation	2,200,720,986	2,318,653,384
Effect of Exchange Rate Fluctuations on Cash and Cash Equivalents	(353,464,738)	(461,336,182)
Profit from Associate Undertakings	(3,193,760,496)	(2,594,562,835)
Translation Adjustments	45,035,355	114,811,563
Gain/(Loss) on Disposal of Property, Plant and Equipment (Note - 25)	(29,062,811)	207,996,199
	<b>(1,330,531,704)</b>	<b>(414,437,871)</b>
<b>Changes in Working Capital:</b>		
(Increase)/Decrease in Current Assets:		
Inventories	(477,049,335)	(354,954,190)
Trade Receivables	314,829,767	869,696,451
Other Receivables	127,286,942	1,408,510,401
Advances, Deposits and Prepayments	(57,018,136)	206,587,557
Increase/(Decrease) in Current Liabilities:		
Trade Payables	(80,579,671)	453,669,430
Other Payables	222,531,234	(57,018,353)
Accrued Expenses	(47,218,190)	71,071,540
	<b>2,782,611</b>	<b>2,597,562,836</b>
Tax Paid	<b>21,353,766,049</b>	<b>22,848,843,212</b>
<b>Net Cash Generated from Operating Activities</b>	<b>(4,052,128,080)</b>	<b>(4,319,988,917)</b>
	<b>17,301,637,969</b>	<b>18,528,854,295</b>
<b>34. Consolidated Contingent Liabilities:</b>		
Liabilities for at Sight Letter of Credit as of 30 June 2025:		
a) Square Pharmaceuticals PLC.: Tk. 8,272,201,710.		
b) Square Lifesciences Ltd.: Tk. 496,700,014.		
<b>35. Related Party Transactions:</b>		
<b>A. Associates:</b>		
Square Textiles PLC. (46.36% share):		
Opening Balance	-	-
Addition during the Period	9,425,550,000	5,738,075,000
Realized during the Period	(9,425,550,000)	(5,738,075,000)
<b>Closing Balance</b>	<b>-</b>	<b>-</b>
<b>Square Fashions Ltd. (48.63% share):</b>		
Opening Balance	-	-
Addition during the Period	25,043,842,349	5,412,136,986
Realized during the Period	(25,043,842,349)	(5,412,136,986)
<b>Closing Balance</b>	<b>-</b>	<b>-</b>
<b>Square Hospitals Ltd. (49.94% Shares):</b>		
Opening Balance	-	-
Addition during the Period	(43,717,949)	40,546,092
Paid during the Period	43,717,949	(40,546,092)
<b>Closing Balance (Payable)</b>	<b>-</b>	<b>-</b>

Particulars	Amount in Taka	
	July'24 - June'25	July'23 - June'24
<b>B. Subsidiaries of Associates:</b>		
<b>Square Denims Ltd. (Subsidiary of Square Fashions Ltd.):</b>		
Opening Balance	-	-
Addition during the Period	1,933,899,223	1,991,413,079
Realized during the Period	(1,933,899,223)	(1,991,413,079)
<b>Closing Balance</b>	<b>-</b>	<b>-</b>
<b>Square Apparels Ltd. (Subsidiary of Square Fashions Ltd.):</b>		
Opening Balance	-	-
Addition during the Period	966,253,110	1,871,858,524
Realized during the Period	(966,253,110)	(1,871,858,524)
<b>Closing Balance</b>	<b>-</b>	<b>-</b>
<b>C. Others:</b>		
<b>Square InformatiX Ltd. (Service Provider):</b>		
Opening Balance	-	-
Addition during the Period	(221,013,634)	(171,168,313)
Paid during the Period	213,822,416	171,168,313
<b>Closing Balance (Payable)</b>	<b>(7,191,219)</b>	<b>-</b>
<b>Square Toiletries Ltd. (Supplier):</b>		
Opening Balance	-	-
Addition during the Period	(149,662,137)	(103,998,805)
Paid during the Period	137,767,052	103,998,805
<b>Closing Balance (Payable)</b>	<b>(11,895,085)</b>	<b>-</b>
<b>Square Food &amp; Beverages Ltd. (Supplier):</b>		
Opening Balance	-	-
Addition during the Period	(152,432,900)	(121,004,236)
Paid during the Period	140,449,828	121,004,236
<b>Closing Balance (Payable)</b>	<b>(11,983,072)</b>	<b>-</b>
<b>Square Securities Management Ltd. (Port Folio Management):</b>		
Opening Balance	10,659,741	121,108,758
Addition during the Period	1,286,406,807	3,909,647,957
Realized during the Period	(1,124,653,762)	(4,020,096,974)
<b>Closing Balance</b>	<b>172,412,786</b>	<b>10,659,741</b>
<b>Pharma Packages (Pvt.) Ltd. (Supplier):</b>		
Opening Balance	71,489,278	23,321,437
Addition during the Period	287,813,360	1,623,047,662
Paid during the Period	(572,288,648)	(1,546,884,862)
<b>Closing Balance (Payable)</b>	<b>(212,986,010)</b>	<b>99,484,237</b>
<b>AEGIS Services Ltd. (Service Provider):</b>		
Opening Balance	258,720	(1,097,545)
Addition during the Period	(348,415,250)	(377,042,924)
Paid during the Period	333,534,087	378,140,469
<b>Closing Balance (Payable)</b>	<b>(14,622,443)</b>	<b>-</b>

# SQUARE PHARMACEUTICALS PLC.

## Schedule of Property, Plant and Equipment

As at 30 June 2025

Schedule-01

PARTULARS	COST			ACCUMULATED DEPRECIATION			Written Down Value as at 30 June 2025	Rate of Depn.
	At 01 July 2024	During the Year Additions	Disposals/Transfer	At 30 June 2025	At 01 July 2024	For the Year Charged	Disposals/Transfer	
<b>Manufacturing Plants:</b>								
Land	4,610,570,547	310,876,679	3,300	4,921,443,926	5,701,142,328	375,575,706	-	4,921,443,926
Building	9,390,629,951	70,838,534	-	9,461,468,485	459,950	13,395	-	3,384,750,451 10%
Boundary Wall	593,903	-	-	593,903	-	-	-	12,908,685,085
Plant & Machinery	17,030,952,878	331,325,983	962,283	17,361,316,578	12,038,642,486	870,447,759	405,190	4,452,631,492 15%
Laboratory Equipment	2,904,537,167	94,186,591	5,485,582	2,993,238,175	1,541,275,378	140,032,342	3,589,368	1,315,519,823 10%
Furniture & Fixture	2,061,418,884	19,965,836	51,725	2,081,332,995	715,385,160	70,635,091	38,339	785,981,912 10%
Office Equipment	944,221,161	50,074,919	1,041,026	993,255,054	469,280,550	50,023,992	52,957	518,776,585 10%
Computer	285,855,168	66,766,836	29,400	352,592,604	141,078,724	18,862,098	15,366	474,478,469 10%
Motor Vehicles	646,859,028	149,829,197	38,650,000	75,038,225	65,205,567	65,205,567	26,575,597	192,667,148 10%
Electromechanical Equipment	1,799,184,527	-	-	1,799,184,527	94,494,184	94,494,184	-	325,429,171 20%
Electrical Installation	362,641,882	462,066,838	-	824,708,720	212,413,100	39,101,885	-	540,598,481 15%
Gas Line Installation	58,833,015	-	-	58,833,015	46,734,526	1,823,773	-	573,193,735 15%
<b>Sub-Total</b>	<b>40,096,358,111</b>	<b>1,555,931,412</b>	<b>46,223,316</b>	<b>41,606,066,207</b>	<b>22,424,483,148</b>	<b>1,726,215,822</b>	<b>31,151,817</b>	<b>24,119,547,153</b>
<b>Sales &amp; Distribution:</b>								<b>17,486,519,054</b>
Land	1,252,411,493	46,921,785	-	1,299,333,278	-	-	-	1,299,333,278
Building	624,557,342	-	-	624,557,342	354,452,008	27,010,534	-	381,462,542
Boundary Wall	19,403,221	-	-	19,403,221	10,442,209	896,101	-	11,380,831,10
Motor Vehicles	1,519,731,894	139,148,524	66,910,000	1,591,970,418	945,148,140	121,165,836	43,049,873	1,023,264,103
Motor Cycle	662,851,991	133,647,000	44,959,902	75,153,908,919	343,674,524	75,992,465	32,075,311	387,591,678
Furniture & Fixture	151,156,304	15,015,215	105,916	16,065,603	78,685,678	7,818,052	60,677	86,443,053
Office Equipment	61,868,242	5,206,144	48,652	67,400,734	37,747,759	2,744,538	42,777	40,449,520
VSAT	7,559,700	-	-	7,559,700	5,524,756	203,494	-	26,576,214 10%
Computer & Network Equipment	84,226,448	12,782,818	600,915	96,408,351	39,279,730	5,624,394	427,076	5,728,250 10%
<b>Sub-Total</b>	<b>4,383,766,635</b>	<b>352,721,486</b>	<b>112,625,385</b>	<b>4,623,862,736</b>	<b>1,814,954,804</b>	<b>241,455,414</b>	<b>75,555,714</b>	<b>1,980,754,504</b>
<b>Total</b>	<b>50,654,228,044</b>	<b>2,172,419,769</b>	<b>170,548,701</b>	<b>52,656,099,111</b>	<b>25,796,547,715</b>	<b>2,216,520,072</b>	<b>115,008,895</b>	<b>27,898,058,892</b>

PARTULARS	COST			ACCUMULATED DEPRECIATION			Written Down Value as at 30 June 2025	Rate of Depn.
	At 01 July 2024	During the Year Additions	Disposals/Transfer	At 30 June 2025	At 01 July 2024	For the Year Charged	Disposals/Transfer	
<b>Admin:</b>								
Land	2,622,817,220	7,008,499	-	2,629,825,719	-	-	-	2,629,825,719
Building	1,881,429,416	147,282,220	-	2,028,711,636	505,462,209	141,043,511	-	1,382,205,916 10%
Furniture & Fixture	62,503,332	2,585,755	-	65,089,087	41,053,010	2,354,010	-	43,407,020 10%
Office Equipment	60,638,912	1,761,813	-	62,400,725	38,445,328	2,329,497	-	40,774,825 10%
Computer	417,927,297	16,099,114	-	434,026,411	214,499,231	20,792,069	-	235,291,300 10%
Motor Vehicles	963,219,248	89,029,470	11,700,000	1,040,548,718	594,184,895	82,011,364	-	667,959,849 20%
Motor Cycle	456,000	-	-	456,000	72,585	76,683	-	149,268 20%
Books & Periodicals	528,794	-	-	528,794	528,794	-	-	306,732 20%
SAP Software	148,224,164	-	-	148,224,164	148,170,329	26,918	-	528,794 -
Electrical Installation	16,358,915	-	-	16,358,915	14,693,382	249,830	-	148,197,247 50%
<b>Sub-Total</b>	<b>6,174,103,298</b>	<b>263,766,871</b>	<b>11,700,000</b>	<b>6,426,170,169</b>	<b>1,557,109,763</b>	<b>248,843,836</b>	<b>8,201,364</b>	<b>1,797,757,235</b>
<b>Total</b>	<b>50,654,228,044</b>	<b>2,172,419,769</b>	<b>170,548,701</b>	<b>52,656,099,111</b>	<b>25,796,547,715</b>	<b>2,216,520,072</b>	<b>115,008,895</b>	<b>27,898,058,892</b>

Carrying Value as on 30 June 2025

Property, Plant & Equipment in Transit 1,118,740,924 1,507,432,782 1,335,110,118 1,291,063,588

Building and Other Constructions 1,317,735,384 1,833,001,113 167,732,605 2,983,003,892

Plant & Machinery 455,849,227 2,200,184,173 701,534 2,655,331,866

Notes  
Consolidated

# SQUARE PHARMACEUTICALS PLC.

## Schedule of Property, Plant and Equipment

As at 30 June 2024



Schedule-01.a

PARTICULARS	COST			ACCUMULATED DEPRECIATION			Written Down Value as at 30 June 2024	Rate of Depn.
	At 01 July 2023		Disposals / Transfer	At 01 July 2023	For the Year	Disposals / Transfer		
	At 01 July 2023	Additions	At 30 June 2024	At 01 July 2023	Charged	At 30 June 2024		
<b>Manufacturing Plants:</b>								
Land	4,360,485,249	383,090,705	133,005,407	4,610,570,547	-	410,766,565	-	4,610,570,547
Building	9,246,207,083	144,422,868	-	9,390,629,951	445,066	14,984	3,689,487,623	10%
Boundary Wall	593,930	-	9,257,349	17,030,952,878	11,081,957,679	965,362,370	459,950	133,953
Plant & Machinery	16,772,289,997	267,920,230	-	2,904,537,167	1,392,804,473	148,470,905	-	15%
Laboratory Equipment	53,167,484	-	2,061,418,884	638,566,167	76,818,994	-	1,541,275,378	10%
Furniture & Fixture	2,046,203,833	15,205,051	-	418,288,033	51,012,517	-	715,385,161	10%
Office Equipment	905,260,267	38,960,894	-	944,221,161	125,559,065	15,618,269	469,280,550	10%
Computer	8,376,033	177,232	-	285,855,168	363,793,129	52,390,733	141,078,724	10%
Motor Vehicles	30,362,500	73,690,000	-	646,659,028	1,040,308,814	123,783,048	22,204,778	20%
Electromechanical Equipment	18,225,363	-	1,799,184,527	362,641,882	185,902,138	26,510,962	-	15%
Electrical Installation	362,641,882	-	58,893,015	44,588,910	212,443,130	212,443,130	150,928,782	15%
Gas Line Installation	58,893,015	-	58,893,015	44,588,910	212,443,130	212,443,130	12,158,489	15%
<b>Sub-Total</b>	<b>39,266,091,971</b>	<b>1,003,068,628</b>	<b>172,802,488</b>	<b>40,096,358,111</b>	<b>20,582,569,237</b>	<b>1,872,894,863</b>	<b>30,980,951</b>	<b>22,424,483,148</b>
<b>Sales &amp; Distribution:</b>								
Land	1,129,195,363	123,216,130	-	1,252,411,493	-	-	-	-
Building	624,557,342	-	624,557,342	324,440,303	30,011,705	-	354,452,008	10%
Boundary Wall	19,403,221	-	19,403,221	9,446,541	995,668	-	10,402,209	10%
Motor Vehicles	1,419,176,894	177,745,000	77,190,000	1,519,731,894	868,250,966	124,484,479	945,148,140	20%
Motor Cycle	614,180,492	103,945,000	55,237,501	662,851,991	309,332,024	72,766,901	343,674,524	20%
Furniture & Fixture	138,973,602	12,209,016	26,314	151,156,304	71,815,834	6,884,431	14,587	10%
Office Equipment	58,002,946	3,865,900	604	61,868,242	35,362,178	2,386,104	523	10%
VSAT	7,559,700	-	866,113	7,559,700	5,298,651	226,105	-	10%
Computer & Network Equipment	70,185,525	14,907,036	-	84,226,448	35,272,140	4,665,312	657,722	10%
<b>Sub-Total</b>	<b>4,081,235,085</b>	<b>435,888,082</b>	<b>133,356,532</b>	<b>4,383,766,635</b>	<b>1,659,209,637</b>	<b>242,420,705</b>	<b>86,675,538</b>	<b>1,814,954,804</b>
<b>Admin:</b>								
Land	1,142,226,146	1,480,591,074	-	2,622,817,220	-	150,916,335	-	-
Building	1,844,798,170	36,631,246	-	1,881,429,416	354,545,874	38,445,322	505,462,209	10%
Furniture & Fixture	59,561,924	2,941,408	-	62,503,332	38,445,328	41,053,010	21,450,322	10%
Office Equipment	53,894,839	6,744,073	-	60,638,912	36,040,454	2,404,874	214,499,231	10%
Computer	415,139,418	2,787,879	-	417,927,297	192,010,196	22,089,035	203,428,066	10%
Motor Vehicles	809,450,248	171,414,000	17,645,000	963,219,248	550,507,874	56,869,859	594,184,895	20%
Motor Cycle	226,000	230,000	-	456,000	25,882	46,703	72,585	20%
Books & Periodicals	528,794	-	-	528,794	528,772	22	528,794	30%
SAP Software	148,224,164	-	-	148,224,164	148,116,493	53,836	148,170,329	50%
Electrical Installation	16,358,915	-	-	16,358,915	14,399,464	293,918	14,693,382	15%
<b>Sub-Total</b>	<b>4,490,408,618</b>	<b>1,701,339,680</b>	<b>17,665,000</b>	<b>6,174,103,298</b>	<b>1,335,069,981</b>	<b>235,232,620</b>	<b>13,192,838</b>	<b>1,557,109,763</b>
<b>Total</b>	<b>47,837,735,674</b>	<b>3,140,286,390</b>	<b>323,894,020</b>	<b>50,654,228,044</b>	<b>23,576,848,855</b>	<b>2,350,548,188</b>	<b>130,849,327</b>	<b>25,796,547,716</b>
Property, Plant & Equipment in Transit	715,369,536	1,134,336,770	730,905,382	1,118,740,924	-	-	-	1,118,740,924
Building and Other Constructions	1,081,705,847	601,329,543	365,370,006	1,317,735,384	-	-	-	1,317,735,384
Plant & Machinery	859,697	461,656,025	6,656,495	455,849,227	-	-	-	455,849,227
Carrying Value as on 30 June 2024	49,635,670,754	5,337,688,728	1,426,805,903	53,546,553,579	23,576,848,855	2,350,548,188	130,849,327	25,796,547,715
								27,750,005,864

Notes  
Consolidated

# Financial Profile



**Mahfel Huq & Co.**

Chartered Accountants

The Statutory Auditors of  
Square Pharmaceuticals PLC.



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## Standalone

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**SQUARE PHARMACEUTICALS PLC.**

Square Centre  
48 Mohakhali Commercial Area  
Dhaka, Bangladesh

# SQUARE PHARMACEUTICALS PLC.

## Statement of Financial Position

As at 30 June 2025

Particulars	Notes	Amount in Taka		
		30 June 2025	30 June 2024	
<b>ASSETS</b>				
<b>Non-Current Assets:</b>				
Property, Plant and Equipment	04	27,817,766,671	23,655,156,304	
Investment in Subsidiaries and Associates	05	2,624,852,483	2,624,852,483	
Investment in Marketable Securities	06	9,471,906,837	9,001,712,647	
Long Term Investment - Others	07	10,222,623,532	6,992,206,904	
		<b>50,137,149,523</b>	<b>42,273,928,338</b>	
<b>Current Assets:</b>				
Inventories	08	11,070,993,435	10,732,803,469	
Trade Receivables	09	2,483,411,789	2,560,353,465	
Other Receivables	10	2,066,382,484	2,193,864,769	
Advances, Deposits and Prepayments	11	1,748,482,902	1,943,361,351	
Cash and Cash Equivalents	12	55,444,601,206	52,305,603,356	
		<b>72,813,871,816</b>	<b>69,735,986,410</b>	
<b>TOTAL ASSETS</b>		<b>122,951,021,339</b>	<b>112,009,914,748</b>	
<b>EQUITY AND LIABILITIES</b>				
<b>EQUITY:</b>				
Share Capital	13	8,864,510,100	8,864,510,100	
Share Premium		2,035,465,000	2,035,465,000	
General Reserve		105,878,200	105,878,200	
Fair Value Reserve	14	(501,177,411)	(270,973,443)	
Retained Earnings	15	100,048,569,815	95,060,239,763	
		<b>110,553,245,704</b>	<b>105,795,119,620</b>	
<b>LIABILITIES:</b>				
<b>Non-Current Liabilities:</b>				
Deferred Tax Liabilities	16	853,203,317	625,749,549	
		<b>853,203,317</b>	<b>625,749,549</b>	
<b>Current Liabilities:</b>				
Trade Payables	17	637,522,743	686,238,794	
Other Payables	18	9,269,696,574	3,512,907,803	
Current Tax Liabilities	19	1,165,586,075	912,265,905	
Accrued Expenses	20	238,321,920	285,649,448	
Unclaimed Dividend	21	233,445,006	191,983,629	
		<b>11,544,572,318</b>	<b>5,589,045,579</b>	
		<b>12,397,775,635</b>	<b>6,214,795,128</b>	
<b>TOTAL LIABILITIES</b>		<b>122,951,021,339</b>	<b>112,009,914,748</b>	
<b>TOTAL EQUITY AND LIABILITIES</b>				
<b>Net Assets Value (NAV) per Share</b>	30	<b>124.71</b>	<b>119.35</b>	

The annexed notes form an integral part of these financial statements.

  
Samuel S Chowdhury  
Chairman

  
Tapan Chowdhury  
Managing Director

  
Khandaker Habibuzzaman  
Company Secretary

  
Wasequl H Reagan  
Engagement Partner  
Enrollment No. 1517  
Mahf el Huq & CO.  
Chartered Accountants  
DVC: 2510231517AS790713

Signed as per annexed report of even date.

Dhaka, 22 October, 2025

# SQUARE PHARMACEUTICALS PLC.

## Statement of Profit or Loss and Other Comprehensive Income

For the Year Ended 30 June 2025

Particulars	Notes	Amount in Taka	
		July'24 - June'25	July'23 - June'24
<b>Net Revenue</b>	22	<b>59,979,145,993</b>	<b>59,794,584,816</b>
Cost of Goods Sold	23	(34,128,756,032)	(32,526,763,732)
<b>Gross Profit</b>		<b>25,850,389,961</b>	<b>27,267,821,084</b>
Selling and Distribution Expenses	24	(13,876,801,118)	(11,945,802,474)
Administrative Expenses	25	(1,965,682,335)	(1,833,986,493)
Finance Cost		(6,738)	(27,943)
<b>Operating Expenses</b>		<b>(15,842,490,191)</b>	<b>(13,779,816,910)</b>
<b>Profit before Other Operating Income</b>		<b>10,007,899,770</b>	<b>13,488,004,174</b>
Other Operating Income	26	3,778,692,669	2,478,176,589
<b>Profit from Operations</b>		<b>13,786,592,439</b>	<b>15,966,180,763</b>
Income from Investments	27	6,474,702,875	4,916,054,458
<b>Profit before contribution to WPPF &amp; WWF</b>		<b>20,261,295,314</b>	<b>20,882,235,221</b>
Contribution to WPPF & WWF		(964,823,586)	(994,392,153)
<b>Profit before Tax</b>		<b>19,296,471,728</b>	<b>19,887,843,068</b>
Current Tax (Expense)		(4,289,102,568)	(4,567,377,453)
Deferred Tax (Expense) / Income		(268,077,998)	270,906,291
<b>Income Tax Expense</b>	28	<b>(4,557,180,566)</b>	<b>(4,296,471,162)</b>
<b>Profit after Tax</b>		<b>14,739,291,162</b>	<b>15,591,371,906</b>
Unrealised Gain/(Loss) on Marketable Securities	29	(270,828,198)	(1,134,911,504)
Deferred Tax (Expense) / Income	16.3	40,624,230	129,430,765
<b>Other Comprehensive Income</b>		<b>(230,203,968)</b>	<b>(1,005,480,739)</b>
<b>Total Comprehensive Income</b>		<b>14,509,087,194</b>	<b>14,585,891,167</b>
<b>Earnings per Share (EPS)</b>	31	<b>16.63</b>	<b>17.59</b>

The annexed notes form an integral part of these financial statements.



Samuel S Chowdhury  
Chairman



Tapan Chowdhury  
Managing Director



Khandaker Habibuzzaman  
Company Secretary



Wasequl H Reagan  
Engagement Partner  
Enrollment No. 1517  
**Mahfel Huq & CO.**  
Chartered Accountants  
DVC: 2510231517AS790713

Signed as per annexed report of even date.

Dhaka, 22 October, 2025

# SQUARE PHARMACEUTICALS PLC.

## Statement of Changes in Equity For the Year Ended 30 June 2025

Particulars	Share Capital	Share Premium	General Reserve	Fair Value Reserve	Retained Earnings	Total
	Taka	Taka	Taka	Taka	Taka	Taka
<b>As At 01 July 2023</b>	<b>8,864,510,100</b>	<b>2,035,465,000</b>	<b>105,878,200</b>	<b>734,507,296</b>	<b>88,776,603,462</b>	<b>100,516,964,058</b>
Profit after Tax	-	-	-	-	15,591,371,906	15,591,371,906
Other Comprehensive Income	-	-	-	(1,005,480,739)	-	(1,005,480,739)
Cash Dividend (2022-23)	-	-	-	-	(9,307,735,605)	(9,307,735,605)
<b>As At 30 June 2024</b>	<b>8,864,510,100</b>	<b>2,035,465,000</b>	<b>105,878,200</b>	<b>(270,973,443)</b>	<b>95,060,239,763</b>	<b>105,795,119,620</b>
<b>As At 01 July 2024</b>	<b>8,864,510,100</b>	<b>2,035,465,000</b>	<b>105,878,200</b>	<b>(270,973,443)</b>	<b>95,060,239,763</b>	<b>105,795,119,620</b>
Profit after Tax	-	-	-	-	14,739,291,162	14,739,291,162
Other Comprehensive Income	-	-	-	(230,203,968)	-	(230,203,968)
Cash Dividend (2023-24)	-	-	-	-	(9,750,961,110)	(9,750,961,110)
<b>As At 30 June 2025</b>	<b>8,864,510,100</b>	<b>2,035,465,000</b>	<b>105,878,200</b>	<b>(501,177,411)</b>	<b>100,048,569,815</b>	<b>110,553,245,704</b>

Recommended Dividend for 2024-25 (Cash @ 120%) = Tk. 10,637,412,120

The annexed notes form an integral part of these financial statements.



**Samuel S Chowdhury**  
Chairman



**Tapan Chowdhury**  
Managing Director



**Khandaker Habibuzzaman**  
Company Secretary

# SQUARE PHARMACEUTICALS PLC.

## Statement of Cash Flows For the Year Ended 30 June 2025

Particulars	Notes	Amount in Taka	
		July'24 - June'25	July'23 - June'24
<b>Cash Flows from Operating Activities:</b>			
Receipts from Customers		68,637,092,872	69,627,932,576
Receipts from Others		3,468,598,392	2,488,924,752
Payments to Suppliers		(24,292,520,868)	(24,589,734,089)
Payments for Manufacturing and Operating Expenses		(24,395,486,174)	(20,982,703,226)
Payment of Value Added Tax		(8,656,428,637)	(8,767,808,833)
<b>Cash Generated from Operations</b>		<b>14,761,255,585</b>	<b>17,776,611,180</b>
Interest Paid		(6,738)	(27,943)
Payment of Income Tax		(3,835,782,398)	(4,211,207,101)
Payment of WPPF & WF		(994,392,153)	(1,054,856,121)
Others		5,990,931,260	5,186,563,564
<b>Net Cash Generated from Operating Activities</b>	32	<b>15,922,005,556</b>	<b>17,697,083,579</b>
<b>Cash Flows from Investing Activities:</b>			
Purchase of Property, Plant and Equipment		(5,919,357,584)	(3,977,592,566)
Proceeds from Sale of Property, Plant and Equipment		84,135,190	97,439,486
Long Term Investment - Others		(3,230,416,628)	(1,388,514,977)
Investment in Marketable Securities		(609,516,574)	(5,536,844,362)
Interest Received		5,547,081,230	3,566,958,368
Dividends Received	27	746,556,793	685,464,365
<b>Net Cash from/(Used in) Investing Activities</b>		<b>(3,381,517,573)</b>	<b>(6,553,089,686)</b>
<b>Cash Flows from Financing Activities:</b>			
Payment of Dividend		(9,660,396,391)	(9,237,050,132)
Unclaimed Dividend transferred to CMS Fund		(49,103,342)	(37,699,634)
<b>Net Cash Used in Financing Activities</b>		<b>(9,709,499,733)</b>	<b>(9,274,749,766)</b>
<b>Net Increase/(Decrease) in Cash and Cash Equivalents</b>		<b>2,830,988,250</b>	<b>1,869,244,127</b>
<b>Cash and Cash Equivalents at 01 July</b>	12	<b>52,305,603,356</b>	<b>50,079,192,249</b>
Effect of Exchange Rate Fluctuations on Cash and Cash Equivalents		308,009,600	357,166,981
<b>Cash and Cash Equivalents at 30 June</b>	12	<b>55,444,601,206</b>	<b>52,305,603,356</b>
<b>Net Operating Cash Flow (NOCF) per Share</b>	32	<b>17.96</b>	<b>19.96</b>

The annexed notes form an integral part of these financial statements.



Samuel S Chowdhury  
Chairman



Tapan Chowdhury  
Managing Director



Khandaker Habibuzzaman  
Company Secretary

# SQUARE PHARMACEUTICALS PLC.

## Notes to the Financial Statements For the Year Ended 30 June 2025

### 1. Corporate Profile

#### 1.1 The Company

Square Pharmaceuticals PLC. ('SPL'/'the Company') is a Bangladeshi multinational pharmaceutical company leading the local market since 1985. The Company was initially incorporated as a private limited company on November 10, 1964, under the Companies Act, 1913 and later converted into a public limited company in 1991. The Company made its shares available to the public through Initial Public Offering in December 1994. The Company's shares are being traded on the Dhaka Stock Exchanges and Chittagong Stock Exchanges.

#### 1.2 Address of Registered Office and Factories

Headquartered in Dhaka, the Company has its registered address at 'Square Centre', 48 Mohakhali C.A, Dhaka-1212, Bangladesh. Its two principal manufacturing facilities are located in Pabna (Salgaria, Pabna, Bangladesh) and Dhaka (Kaliakoir, Gazipur, Bangladesh).

#### 1.3 Nature of Business

The main activities of the Company are to manufacture and market generic pharmaceutical products, basic chemical products and animal health products. Additionally, the Company is engaged in the marketing of crop care products.

### 2. Basis of Preparation of Financial Statements

#### 2.1 Statement of Compliance

These financial statements as at and for the year ended 30 June 2025 have been prepared in accordance with International Financial Reporting Standards (IFRS) and International Accounting Standards (IAS) as adopted by the Financial Reporting Council (FRC), the Companies Act, 1994, the Bangladesh Securities and Exchange Rules, 1987 and the Financial Reporting Act, 2015. These standalone financial statements have been prepared on accrual basis.

The standalone financial statements for the year ended 30 June 2025 were approved by the Board of Directors and authorized for issue on 22 October 2025.

#### 2.2 Basis of Measurement

These financial statements have been prepared on the historical cost convention and by following accrual basis except for inventories (measured at lower of cost or net realizable value), investment in marketable securities (measured at fair value) and trade receivables which have been measured at net realizable value.

#### 2.3 Functional and Presentation Currency

The financial statements are presented in Bangladeshi Taka (Taka/Tk/BDT), being both the functional and presentation currency of the Company, unless specifically mentioned otherwise. Monetary values in the financial statements have been rounded off to the nearest Taka.

#### 2.4 Estimates and Judgements

In preparing these financial statements, management has made judgements, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. Historical experiences, along with other factors like expectations pave the way for such judgement and estimates. Therefore, these estimates may not be the same as the actual results.

The underlying assumptions and estimates are reviewed at regular intervals. In the event of any revisions to accounting estimates, the changes are recognized prospectively in the concerned periods.

#### 2.5 Going Concern

The Company reviews the available resources periodically to assess whether there exists any going concern threat. As at the end of the reporting period on 30 June 2025, the Company assessed that the existing resources of the Company are adequate and the Company has no going concern threat in the foreseeable future. As such, these financial statements have been prepared on a going concern basis.

### 3. Significant Accounting Policies

Accounting policies set out below have been applied consistently to all periods presented in these financial statements.

#### 3.1 Current versus Non-Current Classification

The classification of assets and liabilities as current and non-current has been made as per the Company's conventional operating cycle and other criteria as prescribed by IAS 1 – Presentation of Financial Statements.

##### Assets:

An asset is classified as current when it satisfies any of the following criteria:

- it is expected to be realized in, or is intended to be sold or consumed in, the Company's normal operating cycle;
- it is held primarily for the purpose of trading;
- it is expected to be realized within twelve months after the reporting period; or
- it is cash or cash equivalent unless it is restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.

##### Liabilities:

A liability is classified as current when it satisfies any of the following criteria:

- it is expected to be settled in the Company's normal operating cycle;
- it is held primarily for the purpose of being traded;
- it is due to be settled within twelve months after the reporting period; or
- the Company does not have an unconditional right to defer settlement of the liability for at least twelve months after the reporting date. Terms of a liability that could, at the option of the counterparty, result in its settlement by the issue of equity instruments do not affect its classification.

Current assets and liabilities include the current portion of non-current assets and liabilities respectively. All other assets and liabilities are classified as non-current. Deferred tax assets and liabilities are always classified as non-current.

#### 3.2 Property, Plant and Equipment

##### Initial Recognition and Measurement

Property, plant and equipment (PPE) are initially recorded at cost of purchase or construction. Cost includes directly attributable expenses related to the acquisition of the assets including import duties, non-refundable VAT/taxes, duties and any cost incurred in preparing the asset for intended use by the Company. In case of self-constructed assets, the cost includes cost of material, direct labor and other directly attributable costs to complete the assets and make them ready for the intended use.

##### Subsequent Measurements

Property, plant and equipment are subsequently measured at cost less accumulated depreciation and impairment losses (if any). Subsequent expenditure is capitalized only if it is probable that the future economic benefits associated with the expenditure will flow to the Company. The carrying amount of the replaced part is derecognized. Cost of day-to-day servicing of PPE is recognized in statement of profit or loss as incurred.

##### Depreciation

Depreciation of an asset begins when it is available for use i.e. when it is in the location and condition necessary for it to be capable of operating in the manner intended by management. Depreciation of an asset ceases at the earlier of the date that the asset is classified as held for sale (or included in a disposal group that is classified as held for sale) in accordance with IFRS 5 – Non-current Assets Held for Sale and Discontinued Operations and the date that the asset is derecognized. Freehold land is not depreciated as it is deemed to have an infinite useful life.

The Company has adopted the reducing balance method to charge depreciation on all of its Depreciable Assets. Rates at which various classes of Depreciable Assets are depreciated are given below:

Asset Category	Rate	Asset Category	Rate
Building and Other Constructions	10%	Electrical Installation	15%
Boundary Wall	10%	Gas Line Installation	15%
Plant & Machinery	15%	Books and Periodicals	30%
Laboratory Equipment	10%	Electro-Mechanical Equipment	15%
Office Equipment	10%	Software	20%
Furniture & Fixture	10%	Computer, VSAT & Network Equipment	10%
Motor Vehicles	20%	Motor Cycle	20%

Depreciation method, useful lives and residual values are reviewed at each financial year-end and adjusted if appropriate. Depreciation on additions/disposals is provided on a pro-rata basis i.e., from/up to the date on which asset is ready for use/disposal.

#### **Derecognition**

Assets are derecognized at the time of disposal or when no further economic benefits are expected. On disposal, the cost and related accumulated depreciation and impairments are removed from the financial statements and the net amount, less any proceeds, is taken to the statement of profit or loss.

#### **3.3 Intangible Assets**

Intangible assets that are acquired by the Company and have finite useful lives are measured at cost less accumulated amortization and accumulated impairment loss, if any. Intangible assets are recognized when all the conditions for recognition as per IAS 38 – Intangible Assets are met. The cost of an intangible asset comprises its purchase price, import duties and non-refundable taxes and any directly attributable cost of preparing the asset for its intended use. Amortization methods, useful lives and residual values are reviewed at each reporting date and adjusted if appropriate. There were no internally developed intangible assets during the year.

#### **3.4 Property, Plant and Equipment in Transit**

These represent property, plant and equipment that are yet to become available for the intended use by the Company as of the reporting date. These assets are mostly imported equipment that has already been dispatched by the provider but has not been received by the company as of the reporting date.

#### **3.5 Capital Work-in-Progress**

Capital work-in-progress consists of cost incurred for the acquisition and/or construction of items of property, plant and equipment that are yet to become available for use. Spare Parts that are expected to be used for more than one year are treated as capital work-in-progress. In the case of import of components, capital work in progress is recognized when risks and rewards associated with such assets are transferred to the Company.

#### **3.6 Impairment**

Assessment for any indication of impairment of any of the assets is conducted annually to evaluate whether that asset is impaired or not. If any such indication exists, the asset's recoverable amount is estimated and compared to its carrying value.

When the recoverable amount of an asset (or cash-generating unit) is estimated to be less than its carrying amount, an impairment loss is recognized immediately in the statement of profit or loss. During the reporting year, no indication of impairment of any assets was found.

#### **3.7 Investment Property**

Investment property comprises non-owner occupied property (lands and/or buildings) held with the intention of earning rental income or for capital appreciation or both. An investment property is measured initially at cost. For subsequent measurement, the Company uses the cost model as its accounting policy for all investment properties. Under the cost model, investment property is measured at cost less accumulated

depreciation and any accumulated impairment losses. However, fair value is disclosed as per the requirement of IAS 40 – Investment Property.

Investment property is derecognized when disposed of or when no future economic benefits are expected from the disposal. Any gain or loss arising from derecognition of the property is recognized in the statement of profit or loss in the period in which the property is derecognized.

### **3.8 Foreign Currency Transactions**

Transactions in foreign currencies are recorded in the Company's functional currency at the exchange rates prevailing on the respective date of such transactions as suggested by IAS 21 – The Effects of Changes in Foreign Exchange Rates. Monetary assets and liabilities in foreign currencies are converted into functional currency at the spot exchange rate at the reporting date. Gains or Losses from foreign currency transactions are reported on a net basis. These primarily include exchange differences arising from the settlement or translation of monetary items.

### **3.9 Financial Instruments**

#### **3.9.1 Financial Assets**

##### **a) Investments in Subsidiaries & Associates**

Investments in subsidiaries & associates are recognized initially at cost plus any directly attributable transaction costs. Subsequent to initial recognition, investment in subsidiaries as well as in associates are measured at cost less impairment loss if any.

##### **b) Investments in Marketable Securities**

Investments in Marketable Securities are measured at fair value. Unrealized gains or losses on these financial assets are recognized in 'Other Comprehensive Income'. At the time of derecognition, related gains or losses are transferred to 'Profit or Loss' from 'Other Comprehensive Income'.

##### **c) Long Term Investment - Others**

Investment in other long-term financial assets includes investment in various types of assets like Unquoted Shares, Zero Coupon Bonds, and Subordinated Bonds, etc. These investments are initially recognized at cost plus any directly attributable transaction costs and subsequently at amortized cost. Gains or Interest income on these assets are recognized in the Statement of Profit or Loss. In case of any impairment of such assets, the amortized cost is adjusted to the extent of impairment and the loss is charged in the Statement of Profit or Loss for the relevant financial year.

##### **d) Trade and Other Receivables**

Trade receivables represent the amount due from customers arising from transactions in the ordinary course of business. Other receivables consist of interest or gains from investments, rental income and commission income that are yet to be received. Aging calculation is prepared to assess the probability of non-recovery of any receivables.

Receivables are initially recognized at face value, and subsequently assessed for recoverability and are reported accordingly. The Company regularly assesses whether provision for bad debt is required and if needed, accounts for it.

##### **e) Advances, Deposits and Prepayments**

- Advances are recognized initially at actual cost and deductions or adjustments are accounted for in a timely and suitable manner.
- Deposits are payments made for specific purposes which are expected to be realized or recovered in the ordinary course of the business.
- After initial recognition at cost, prepayments are carried at cost less the amount charged for respective periods.

**f) Cash & Cash Equivalents**

Cash and cash equivalents comprise cash in hand, in transit and at banks on current and deposit accounts which are readily convertible to a known amount of cash, subject to an insignificant risk of changes in value, and used by the Company without any restrictions except for the 'Dividend Account'.

**3.9.2 Financial Liabilities**

**Trade and Other Payables**

Trade payables include amounts due to suppliers and other relevant parties in relation to the operating activities while other payables consist of amounts payable to all the other parties not directly related to the operation of the Company. These payables are recognized initially at fair value less any directly attributable transaction costs and subsequently measured at amortized cost.

**3.10 Inventories**

Except for Goods-in-Transit, which is measured at cost, all other components of inventories are measured at lower of cost and net realizable value. Net realizable value is derived by deducting any expenses incurred to make the sale from the estimated selling price in the ordinary course of business.

Cost of raw materials and consumable spare parts are determined based on the weighted average method. Work-in-process is stated at cost to complete of respective products. Cost comprises purchase costs, conversion costs and other costs incurred in bringing them to their existing location and condition. Conversion costs include systematically allocated production overheads that are incurred in converting raw materials into finished goods.

Goods-in-Transit represents the cost incurred till the reporting date for the items of inventories that are yet to be received.

Spare goods consist of spare and replacement parts and supplies used in or to facilitate the production of finished goods in the ordinary course of business but do not include raw materials, work-in-process or packaging materials.

Any obsolete stock or abnormal loss incurred are recognized as expenses in the respective period.

**3.11 Employee Benefits**

**a) Short-term Benefits**

Short-term benefits consist of wages, salaries, allowances and bonuses. These obligations are recognized and expended in the respective periods when the related services are obtained. Any amount not paid is recognized as a liability (undiscounted) at the end of the year.

**Minimum Wages**

The company has complied with the Minimum Wages Gazette Notification: SRO No. 39/Law/2017, dated: 23 February 2017 and there are no employees to receive below the prescribed minimum wages during the reporting year.

**b) Gratuity Fund**

The Company has established a gratuity fund as a defined benefit plan for its permanent employees that is approved by the National Board of Revenue (NBR). The Company contributes a reliably estimated amount to the fund annually.

**c) Recognized Provident Fund**

The Company maintains a provident fund recognized by NBR for its permanent employees. This fund is managed by a Board of Trustees. Upon confirmation, each of the employees is required to become a member of the fund by contributing 10% of their basic salary. The Company makes a similar contribution. The total contribution is invested separately from the Company's assets by the Board of Trustees following the rules and regulations of the Bangladesh Labor Act, 2006 (amended in 2018).

The Company recognizes the contribution as an expense when the conditions are met. The legal and constructive obligation is limited to the amount the Company agrees to contribute to the fund.

**d) Group Insurance Policy**

The employees are insured under a group insurance policy. The premium of the insurance is fully paid by the Company and the amount is charged to the Statement of Profit or Loss.

**e) Workers Profit Participation Fund and Workers Welfare Fund**

The Company allocates and transfers 5% of net profit before tax after charging such expenses to Workers Profit Participation Fund and Workers Welfare Fund in accordance with the Bangladesh Labor Act, 2006 (amended in 2018).

**3.12 Provisions & Contingencies**

Provisions are made considering risks and uncertainties at reliable estimates of the probable outflow of resources that would be required to settle current obligations. These are reviewed at each balance sheet date and adjusted to reflect the current best estimates.

Contingent liabilities and assets are current or possible obligations on liabilities or assets, arising from past events and the existence of which depends upon the occurrence or non-occurrence of one or more uncertain future events which are not within the control of the Company. No contingent liabilities were recognized in the standalone financial statements.

**3.13 Related Party Disclosures**

As per IAS 24 – Related Party Disclosures, parties are considered to be related if one of the parties can control the other party or exercise significant influence over the other party in making financial and operating decisions. The Company carried out transactions in the ordinary course of business on an arm's length basis at commercial rates with its related parties. Related party disclosures have been given in Note – 36 of the Financial Statements.

**3.14 Operating Income**

**a) Revenue from Contracts with Customers:**

**Sales of Goods:**

Revenue is recognized for local sales of Pharmaceutical Drugs and Medicines, AgroVet Products, Crop Care Products and Herbal & Nutraceutical Products at the time of delivery from the depot and Exports of Pharmaceuticals Drugs and Medicines at the time of delivery from Factory Godown. Local sales of Basic Chemical Products are recognized at the time of delivery from Factory Godown. Revenue is recognized when goods are supplied to external customers against orders received, title and risk of loss are transferred to the customer, and reliable estimates can be made that relevant obligations have been fulfilled, such that the earnings process is regarded as being completed.

**b) Export Incentives**

Export entitlements from government authorities are recognized in the Statement of Profit or Loss as Other Operating Income when the right to receive credit as per terms of the respective schemes is established in respect of the exports made by the Company, and where there is no significant uncertainty regarding the ultimate collection of the relevant export proceeds.

**3.15 Other Income**

**a) Interest Income**

Interest income comprises interest on financial instruments maintained with financial institutions and others. The amount of interest income is recognized on an accrual basis with reference to the effective interest rate method as per IFRS 9 – Financial Instruments.

**b) Dividend Income**

Dividend income arises from marketable securities and equity investments in other entities. Dividend income is recognized when the right to receive the dividend is established.

**c) Other Income**

Gains or losses from various investments like Zero Coupon Bonds, Marketable Securities are included in Other Income. The associated cash flows are classified as investing activities in the statement of cash flows.

**3.16 Leases**

The Company entered rental (lease) agreements with lessors to use floor spaces for business purposes. It does not include any machinery, software, vehicles etc. These rental agreements are one-year cancellable contracts (by both parties with three months' notice period). The contracts do not offer any buying option, commitment to buy or any assurance of post-use minimum market price for the used floor spaces.

IFRS 16 – Leases dictates that leases with shorter contract tenor and an immaterial amount of rental expenses with respect to total revenue shall not be considered as a finance lease. As such, the lease agreements the Company entered are not treated as finance leases. Payments associated with these (short-term) leases are recognized on a straight-line basis as an expense in the Statement of Profit or Loss.

Contract Period	Amount of Rental Expenses	% of Gross Revenue
01 Year	BDT 101,745,982	0.14%

**3.17 Income Tax**

**Current Tax**

Current tax for the period is the expected tax payable based on the taxable income and relevant tax rate for the year. Taxable income differs from accounting income for several reasons like items that may never be taxable or deductible for tax purposes and other items which may be deductible or taxable in different periods. Being a publicly traded pharmaceuticals company, the applicable tax rate for SPL is 22.5% the reporting period.

**Deferred Tax**

Deferred tax arises due to the temporary differences between the carrying amounts and tax bases of assets and liabilities. The amount of deferred tax provided is based on the expected manner of recovery or settlement of the carrying amount of assets and liabilities using tax rates as applicable at the reporting period.

**3.18 Earnings per Share (EPS) – Basic & Diluted**

Earnings per Share (Basic) is derived 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. When a bonus issue takes place after the reporting date but before the financial statements are authorized for issue, the number of shares in the EPS calculation is adjusted for the current and prior periods as though the bonus issue took place during the current year. The Company has no potentially dilutive shares that may require calculating diluted EPS.

**Weighted Average Number of Ordinary Shares**

The number of shares is determined by relating the portion of time within a reporting period that a particular number of shares has been outstanding to the total time in that period. The Company issued no bonus shares for the financial year. As such, the weighted average number of shares remained the same as the previous year.

**3.19 Statement of Cash Flows**

Cash Flow Statement has been prepared using 'Direct Method' as recommended by IAS 7 – Statement of Cash Flows. A reconciliation of 'Direct Method' vs 'Indirect Method' has been presented in Note – 31 as per the direction of the Bangladesh Securities and Exchange Commission (BSEC/CMRRC/2006-158/208/Admin/81; dated: 20 June 2018).

**3.20 Materiality and Aggregation**

Financial statements result from processing large numbers of transactions or other events that are aggregated into classes according to their nature or function. The Company presents each material class of similar items

separately in the financial statements while items of dissimilar nature or function are presented separately unless they are immaterial.

Net Profit before Tax for the year was not materially affected by:

- transaction of a nature not usually undertaken by the Company;
- circumstances of an exceptional or non-recurring nature;
- charges or credits relating to prior years; and
- changes in accounting policies.

### **3.21 Offsetting**

No assets and liabilities or income and expenses are being offset that may contradict the requirements of any IFRS or IAS.

### **3.22 Concentration of Counterparty Risk**

As of the reporting date, the Company does not have any significant concentration of business transacted with a particular customer, supplier or lender that could, if suddenly eliminated, have severely impacted the Company's operations. The Company also does not have any concentration of available sources of labor, service or licenses or other rights that could, if suddenly eliminated, have a severe impact on the operations of the Company.

### **3.23 Operating Segments**

As there is a single business segment within which the Company operates, no operating segment reporting was felt necessary.

### **3.24 Unrealized Gain/(Loss) on FVOCI Financial Assets**

It derives mainly due to the changes in the market price of the Marketable Securities. The Company has reported unrealized gain/(loss) from Marketable Securities as Other Comprehensive Income in the Statement of Profit or Loss and Other Comprehensive Income and the Statement of Changes in Equity in conformity with IAS 12 – Income Taxes and IFRS 9 – Financial Instruments. As per SRO no.: 196-Act/Income tax/2015, any Capital gain arising from Marketable Securities (Stocks/Debentures listed with Stock Exchanges) is subject to Tax @ 15%.

### **3.25 Research, Development and Experimental Costs**

In compliance with the requirements of IAS 38 – Intangible Assets, research, development and experimental costs are usually absorbed as revenue expenses as and when incurred, due to the development portion of the expenses not being that much material in the Company's context.

### **3.26 Comparative Information**

The comparative figures have been regrouped, reclassified or modified from previously published interim and annual Financial Statements to facilitate any necessary presentational changes to conform to the current year's presentation.

Comparative information has been disclosed in respect of the previous year for all numerical information in the current financial statement. Narrative and descriptive information for comparative information has also been disclosed whenever it is relevant for the understanding of the current year's financial statements.

### **3.27 Appropriation during the Period**

During the year total cash dividend for FY 2023-24 amounting to Tk. 9,750,961,110 has been distributed to the shareholders. Dividend were paid in local currency to the local custodian bank of the shareholders as such no dividend was remitted in foreign currency.

### **3.28 Events After Reporting Period**

The Board of Directors proposed dividend @ Tk. 12 per share for FY 2024-25 which will be recognized as liability in the financial statements after the Shareholders approve the same in the Annual General Meeting. The total amount of Proposed Cash Dividend for the year is Tk. 10,637,412,120.

There is no other significant event between the Financial Year end and Financial Statements approval date.

Particulars	Amount in Taka	
	30 June 2025	30 June 2024
<b>04. Property, Plant and Equipment: Tk. 27,817,766,671</b>		
<b>Cost:</b>		
Opening Balance	45,591,709,620	43,059,540,662
Addition during the Year	2,008,355,765	2,855,972,978
Disposal/Transfer during the Year	47,600,065,385 (170,468,701)	45,915,513,640 (323,804,020)
	<b>47,429,596,684</b>	<b>45,591,709,620</b>
<b>Accumulated Depreciation:</b>		
Opening Balance	24,687,303,495	23,089,413,939
Charged for the Year	1,655,261,555	1,728,738,883
Disposal/Transfer during the Year	26,342,565,050 (114,992,084)	24,818,152,822 (130,849,327)
	<b>26,227,572,966</b>	<b>24,687,303,495</b>
<b>Net Book Value</b>		
Property, Plant and Equipment in Transit (Note - 04.1)	<b>21,202,023,718</b>	<b>20,904,406,125</b>
Capital Work-in-Progress (Note - 04.2)	977,407,195 5,638,335,758	977,165,568 1,773,584,611
	<b>27,817,766,671</b>	<b>23,655,156,304</b>
Details of property, plant and equipment are shown in the annexed Schedule - 1.		
<b>04.1 Property, Plant and Equipment in Transit: Tk. 977,407,195</b>		
Opening Balance	977,165,568	715,369,536
Addition during the Year	1,258,540,302	937,119,275
Transfer during the Year	2,235,705,870 (1,258,298,675)	1,652,488,811 (675,323,243)
	<b>977,407,195</b>	<b>977,165,568</b>
<b>04.2 Capital Work-in-Progress: Tk. 5,638,335,758</b>		
<b>Building and Other Constructions: Tk. 2,983,003,892</b>		
Opening Balance	1,317,735,384	1,081,705,847
Addition during the Year	1,833,001,113	601,399,543
Transfer during the Year	3,150,736,497 (167,732,605)	1,683,105,390 (365,370,006)
	<b>2,983,003,892</b>	<b>1,317,735,384</b>
<b>Plant &amp; Machinery: Tk. 2,655,331,866</b>		
Opening Balance	455,849,227	-
Addition during the Year	2,200,184,173	461,656,025
Transfer during the Year	2,656,033,400 (701,534)	461,656,025 (5,806,798)
	<b>2,655,331,866</b>	<b>455,849,227</b>
	<b>5,638,335,758</b>	<b>1,773,584,611</b>
<b>05. Investment in Subsidiaries and Associates: Tk. 2,624,852,483</b>		
<b>05.1 Subsidiaries: Tk. 2,037,772,688</b>		
(i) Square Pharmaceuticals Kenya EPZ PLC. (8,000,000 Ordinary Shares plus Share Money Deposit)	985,742,688	985,742,688
(ii) Square Lifesciences PLC., Bangladesh (9,995,000 Ordinary Shares)	999,500,000	999,500,000
(iii) Samson Pharma Inc., The Philippines (139,998 Ordinary Shares)	52,530,000	52,530,000
	<b>2,037,772,688</b>	<b>2,037,772,688</b>
<b>05.2 Associates: Tk. 587,079,795</b>		
(i) Square Textiles PLC. (91,436,677 Ordinary Shares of Tk. 10/- each including Bonus Shares)	225,129,795	225,129,795
(ii) Square Hospitals PLC. (199,750 Ordinary Shares of Tk. 1,000/- each plus Share Premium)	210,750,000	210,750,000
(iii) Square Fashions PLC. (462,000 Ordinary Shares of Tk. 100/- each plus Share Premium)	151,200,000 <b>587,079,795</b>	151,200,000 <b>587,079,795</b>
	<b>2,624,852,483</b>	<b>2,624,852,483</b>

Particulars	Amount in Taka	
	30 June 2025	30 June 2024
<b>06. Investment in Marketable Securities: Tk. 9,471,906,837</b>		
<b>06.1 Cost:</b>		
Opening Balance	9,320,504,933	3,773,747,813
Addition during the Year	890,923,381	5,649,171,398
Sold during the Year	(149,900,993)	(102,414,278)
	<b>10,061,527,321</b>	<b>9,320,504,933</b>
<b>06.2 Market Value:</b>		
Opening Balance	9,001,712,647	4,589,867,031
Addition during the Year	751,600,998	4,524,172,652
Sold during the Year	(281,406,808)	(112,327,036)
	<b>9,471,906,837</b>	<b>9,001,712,647</b>
<b>07. Long Term Investment - Others: Tk. 10,222,623,532</b>		
<b>07.1 Ordinary Shares (Unquoted): Tk. 127,694,430</b>		
(i) United Hospital PLC. (120,000 Ordinary Shares of Tk.100/- each)	12,000,000	12,000,000
(ii) Central Depository Bangladesh Limited (5,711,804 Ordinary Shares of Tk. 10/- each)	15,694,430	15,694,430
(iii) Advance to FAM - First Fixed Income Fund	100,000,000	100,000,000
	<b>127,694,430</b>	<b>127,694,430</b>
<b>07.2 Non-Convertible Subordinated Bonds: Tk. 7,200,000,000</b>		
(i) Mutual Trust Bank PLC. (180 Bonds)	1,800,000,000	2,200,000,000
(ii) Southeast Bank PLC. (3,000 Bonds)	300,000,000	400,000,000
(iii) Islami Bank Bangladesh PLC. (30 Bonds)	300,000,000	400,000,000
(iv) Eastern Bank PLC. (50 Bonds)	500,000,000	500,000,000
(v) Trust Bank PLC. (30 Bonds)	300,000,000	400,000,000
(vi) Dutch Bangla Bank PLC. (200 Bonds)	2,000,000,000	1,500,000,000
(vii) Shahjalal Islami Bank PLC. (1000 Bonds)	1,000,000,000	-
(viii) Prime Bank PLC. (100 Bonds)	1,000,000,000	1,000,000,000
	<b>7,200,000,000</b>	<b>6,400,000,000</b>
<b>07.3 Govt. Securities: Tk. 2,680,017,000</b>		
(i) 364D T-BILL	2,680,017,000	-
	<b>2,680,017,000</b>	<b>-</b>
<b>07.4 Non-Convertible Zero Coupon Bonds: Tk. 214,912,102</b>		
(i) LankaBangla Finance PLC.	-	67,033,336
(ii) Brac Bank PLC. (150 Bonds)	138,337,500	238,677,650
(iii) IDLC Finance PLC. (160 Bonds)	76,574,602	158,801,488
	<b>214,912,102</b>	<b>464,512,474</b>
	<b>10,222,623,532</b>	<b>6,992,206,904</b>
<b>08. Inventories: Tk. 11,070,993,435</b>		
Raw Materials	3,842,166,548	3,722,861,831
Packing Materials	1,142,841,298	1,091,402,281
Work-in-Process	640,780,824	582,783,730
Finished Goods	3,647,257,796	3,531,153,695
Spares & Accessories	1,237,756,627	951,053,588
Goods- in-Transit	560,190,342	853,548,344
	<b>11,070,993,435</b>	<b>10,732,803,469</b>
<b>09. Trade Receivables: Tk. 2,483,411,789</b>		
(a) Trade receivables occurred in the ordinary course of business are unsecured but considered good. Ageing of the Trade Receivables:		
Below 30 days	1,421,929,790	1,472,163,307
Within 31-60 days	290,626,050	298,484,091
Within 61-90 days	230,019,150	213,976,142
Above 90 days	540,836,799	575,729,926
	<b>2,483,411,789</b>	<b>2,560,353,465</b>

(b) Above receivables include Tk. 626,784,763 due from export of which Tk. 373,201,374 has since been realised.

(c) No amount was due by the Directors (incl. MD), Managing Agent of the company and any of them severally or jointly with any other person.

Particulars	Amount in Taka	
	30 June 2025	30 June 2024
<b>10. Other Receivables: Tk. 2,066,382,484</b>		
Interest Receivable from Fixed Deposit Receipts	1,581,777,315	1,520,761,823
Interest Receivable from Short Notice Deposits	676,679	1,300
Gain against Zero Coupon Bonds (Receivable)	58,305,368	87,443,699
Interest Receivable from Subordinated Bonds	63,452,191	47,324,767
Gain/Interest Income from Govt. Securities	879,074	-
Accrued Income	281,291,857	308,333,181
Insurance Claim Receivable	80,000,000	230,000,000
	<b>2,066,382,484</b>	<b>2,193,864,769</b>
<b>11. Advances, Deposits and Prepayments: Tk. 1,748,482,902</b>		
<b>11.1 Advances: Tk. 966,783,015</b>		
Employees	250,355,472	283,810,814
Advance Income Tax	-	200,000,000
Land Purchase	130,557,871	84,081,400
Suppliers	585,869,673	576,405,123
	<b>966,783,015</b>	<b>1,144,297,337</b>
<b>11.2 Deposits: Tk. 677,751,634</b>		
Value Added Tax	368,193,283	289,468,249
Earnest Money & Security Deposit	280,820,533	402,702,619
Others	28,737,818	13,001,014
	<b>677,751,634</b>	<b>705,171,882</b>
<b>11.3 Prepayments: Tk. 103,948,253</b>		
Office Rent	22,476,585	23,242,440
Insurance Premium	81,471,668	70,649,692
	<b>103,948,253</b>	<b>93,892,132</b>
	<b>1,748,482,902</b>	<b>1,943,361,351</b>
(a) Advance to employees includes advance given to officers of Tk. 250,073,548.		
(b) No amount was due by the Directors (including Managing Director) and Managing Agents of the company and any of them severally or jointly with any other person except as stated in (a) above.		
<b>12. Cash and Cash Equivalents: Tk. 55,444,601,206</b>		
<b>12.1 Cash in Hand</b>	<b>4,559,644</b>	<b>6,738,545</b>
<b>12.2 Cash at Bank:</b>		
Current Accounts	746,755,203	404,685,504
STD & SND Accounts	15,339,206,722	14,182,411,481
Export Retention Quota Accounts (held in USD)	224,189,392	174,360,222
Margin Held Accounts (held in USD)	1,181,029,775	525,205,243
Dividend Accounts (Note - 21)	233,445,007	191,983,630
	<b>17,724,626,099</b>	<b>15,478,646,080</b>
<b>12.3 Fixed Deposit Receipts (FDRs):</b>		
FDRs held in BDT	33,250,395,536	33,000,381,792
FDRs held in USD	4,465,019,927	3,819,836,939
	<b>37,715,415,463</b>	<b>36,820,218,731</b>
	<b>55,444,601,206</b>	<b>52,305,603,356</b>
<b>13. Share Capital: Tk. 8,864,510,100</b>		
<b>Authorised:</b>		
1,000,000,000 Ordinary Shares of Tk. 10/- each	<b>10,000,000,000</b>	<b>10,000,000,000</b>
<b>Paid-up:</b>		
10,092,300 Ordinary Shares of Tk. 10/- each fully paid-up in cash	100,923,000	100,923,000
40,020 Ordinary Shares of Tk. 10/- each fully paid-up for consideration other than cash	400,200	400,200
876,318,690 Ordinary Shares of Tk. 10/- each fully paid-up as Bonus Shares	8,763,186,900	8,763,186,900
	<b>8,864,510,100</b>	<b>8,864,510,100</b>

Composition & Classification of Share Capital is shown in the annexed Schedule - 2.

Particulars	Amount in Taka	
	30 June 2025	30 June 2024
<b>14. Fair Value Reserve: Tk. (501,177,411)</b>		
Opening Balance	(270,973,443)	734,507,296
Unrealised Gain/(Loss) on Marketable Securities for the Year (Note - 29)	(270,828,198)	(1,134,911,504)
Current Year's Deferred Tax (Expense)/Income (Note - 16.3)	40,624,230	129,430,765
	<b>(501,177,411)</b>	<b>(270,973,443)</b>
<b>15. Retained Earnings: Tk. 100,048,569,815</b>		
Opening Balance	95,060,239,763	88,776,603,462
Profit after Tax	14,739,291,162	15,591,371,906
Cash Dividend	(9,750,961,110)	(9,307,735,605)
	<b>100,048,569,815</b>	<b>95,060,239,763</b>
<b>16. Deferred Tax Liabilities: Tk. 853,203,317</b>		
Deferred Tax - Property, Plant and Equipment (Note - 16.1)	571,119,707	673,568,392
Deferred Tax - Income from Investments (Note - 16.2)	370,526,683	-
Deferred Tax - Marketable Securities (Note - 16.3)	(88,443,073)	(47,818,843)
	<b>853,203,317</b>	<b>625,749,549</b>
<b>16.1 Deferred Tax - Property, Plant and Equipment: Tk. 571,119,707</b>		
Carrying Amount	12,351,884,921	12,418,606,865
Tax Base	9,813,575,110	9,424,969,566
Taxable/(Deductible) Temporary Difference	2,538,309,811	2,993,637,299
Tax Rate	22.50%	22.50%
Closing Liability	571,119,707	673,568,392
Opening Liability	(673,568,392)	(944,474,683)
Current Year's Expense/(Income)	<b>(102,448,685)</b>	<b>(270,906,291)</b>
* Property, plant and equipment excluding lands, PPE in transit and assets under construction.		
<b>16.2 Deferred Tax - Other Receivables: Tk. 370,526,683</b>		
Carrying Amount	1,646,785,259	-
Tax Base	-	-
Taxable/(Deductible) Temporary Difference	1,646,785,259	-
Tax Rate	22.50%	-
Closing Liability	370,526,683	-
Opening Liability	-	-
Current Year's Expense/(Income)	<b>370,526,683</b>	<b>-</b>
<b>16.3 Deferred Tax - Marketable Securities: Tk. (88,443,073)</b>		
Carrying Amount	9,471,906,837	9,001,712,647
Tax Base	10,061,527,321	9,320,504,933
Taxable/(Deductible) Temporary Difference	(589,620,484)	(318,792,286)
Tax Rate	15.00%	15.00%
Closing Liability	(88,443,073)	(47,818,843)
Opening Liability	47,818,843	(81,611,922)
Current Year's Expense/(Income)	<b>(40,624,230)</b>	<b>(129,430,765)</b>
<b>17. Trade Payables</b>	<b>637,522,743</b>	<b>686,238,794</b>

Particulars	Amount in Taka	
	30 June 2025	30 June 2024
This represents amount payable to regular suppliers of raw materials, packing materials, promotional materials etc. All suppliers were paid on a regular basis.		
<b>18. Other Payables: Tk. 9,269,696,574</b>		
Sundry Creditors	8,286,228,256	2,494,687,117
Income Tax (Deduction at Source)	8,382,382	13,630,694
Retention Money	10,262,350	10,197,839
Workers' Profit Participation Fund and Welfare Fund	964,823,586	994,392,153
	<b>9,269,696,574</b>	<b>3,512,907,803</b>
<b>19. Current Tax Liabilities: Tk. 1,165,586,075</b>		
Opening Balance	912,265,905	356,095,553
Provision made for the Year	4,289,102,568	4,567,377,453
Payment made during the Year	(4,035,782,398)	(4,011,207,101)
	<b>1,165,586,075</b>	<b>912,265,905</b>
<b>20. Accrued Expenses: Tk. 238,321,920</b>		
Accrued Expenses	237,221,920	284,549,448
Audit Fees	1,100,000	1,100,000
	<b>238,321,920</b>	<b>285,649,448</b>
<b>21. Unclaimed Dividend: Tk. 233,445,006</b>		
Opening Balance	191,983,629	158,997,790
Addition during the Year	99,302,498	81,227,751
Paid to shareholders during the Year	(8,737,779)	(10,542,278)
Transferred to CMS Fund during the Year	(49,103,342)	(37,699,634)
	<b>233,445,006</b>	<b>191,983,629</b>
<b>21.1 Summary of Unclaimed Dividend:</b>		
For 2020-21	-	49,700,755
For 2021-22	59,467,419	61,055,123
For 2022-23	74,675,089	81,227,751
For 2023-24	99,302,498	-
	<b>233,445,006</b>	<b>191,983,629</b>
	<b>July'24 - June'25</b>	<b>July'23 - June'24</b>
<b>22. Gross Revenue: Tk. 71,078,863,350</b>		
Local	68,550,018,004	68,601,729,640
Export	2,528,845,346	2,394,973,095
	<b>71,078,863,350</b>	<b>70,996,702,736</b>
<b>22.1 Net Revenue: Tk. 59,979,145,993</b>		
Local:		
Revenue	68,550,018,004	68,601,729,640
Value Added Tax	(8,577,703,603)	(9,033,770,921)
Revenue without VAT	<b>59,972,314,401</b>	<b>59,567,958,719</b>
Discount	(2,522,013,754)	(2,168,346,999)
Net Revenue - Local	<b>57,450,300,647</b>	<b>57,399,611,720</b>
Export Revenue - Equivalent to US \$20,966,372 (Jul'23-Jun'24: US \$21,632,517)	2,528,845,346	2,394,973,095
	<b>59,979,145,993</b>	<b>59,794,584,816</b>

(i) Revenue was generated from 595 Pharmaceuticals Products, 23 Basic Chemicals & Pellet Products, 175 Locally Produced & Imported AgroVet Products, 45 Corp Care Products and 54 Herbal & Nutraceuticals Products. The summarized quantities are as under:

Category	Unit	Opening 01.07.2024	Production/ Import/Toll	Sales/ Transfer	Closing 30.06.2025
Tablet	Pcs	969,663	6,342,627	6,351,125	961,165
Capsule	Pcs	199,256	839,493	855,981	182,768
Liquid	Bottles	17,258	184,095	182,753	18,600
Injectable (Vial & Ampoule)	Pcs	5,568	37,480	34,276	8,772
Infusion	Bags	18	54	55	17
ENT & Opthal Preparation	Phials	4,176	41,920	37,130	8,966
Cream, Ointment, Spray, Gel	Phials	3,602	67,627	64,601	6,628
Powder for Suspension	Bottles	4,517	36,338	35,155	5,700
Powder	Phials	4,934	34,878	35,812	4,000
Suppository	Pcs	18,850	101,628	93,046	27,432
Inhaler	Pcs	6,681	46,909	47,497	6,093
Insulin & Insulin Cartridge	Pcs	475	2,968	3,013	430
Sachet & Others	Pcs	632	15,094	14,216	1,510
Basic Chemical & Pellet	Kg	140	865	875	130

(ii) Toll Production during the Year:

25,130 pcs tablets, 30,543 bottles of liquid products, 313 pcs of injectables, 54 bags of infusion products, 22,239 phials of Cream, Ointment, Spray & Gel, 3,527 bottles of Powder for Suspension and 6,925 pcs Sachet & Others.

Particulars	Amount in Taka	
	July'24 - June'25	July'23 - June'24
<b>23. Cost of Goods Sold: Tk. 34,128,756,032</b>		
Raw Materials Consumed (Note - 23.1)	13,829,695,086	14,017,771,420
Packing Materials Consumed (Note - 23.2)	7,335,758,530	6,887,974,026
<b>Cost of Materials Consumed</b>	<b>21,165,453,616</b>	<b>20,905,745,447</b>
Add: Manufacturing Overhead (Note - 23.3)	9,952,174,946	8,721,259,113
<b>Total Manufacturing Cost</b>	<b>31,117,628,562</b>	<b>29,627,004,560</b>
Add: Opening Work-in-Process	582,783,730	534,754,619
Less: Closing Work-in-Process	(640,780,824)	(582,783,730)
<b>Cost of Goods Manufactured</b>	<b>31,059,631,468</b>	<b>29,578,975,449</b>
Add: Opening Finished Goods	3,531,153,695	3,322,480,192
Add: Purchase of Finished Goods	3,510,570,833	3,504,550,088
Less: Faulty & Obsolete Goods	(89,685,747)	(87,015,552)
Less: Physician Samples	(235,656,421)	(261,072,750)
<b>Cost of Goods Available for Sale</b>	<b>37,776,013,828</b>	<b>36,057,917,427</b>
Less: Closing Finished Goods	(3,647,257,796)	(3,531,153,695)
	<b>34,128,756,032</b>	<b>32,526,763,732</b>
<b>23.1 Raw Materials Consumed: Tk. 13,829,695,086</b>		
Opening Stock	3,722,861,831	3,389,777,254
Purchased during the Year	13,948,999,803	14,350,855,997
Closing Stock	(3,842,166,548)	(3,722,861,831)
	<b>13,829,695,086</b>	<b>14,017,771,420</b>

Movements in quantity and total value of packing materials during the year are stated below:

Particulars	PCs	Quantity (kgs)			Total Value (Taka)
		Cap-shell	API + Excipients	Color, Coating + Flavor	
<b>Opening</b>	<b>515,508,014</b>	<b>15,038,646</b>		<b>309,620</b>	<b>15,348,266</b>
Purchase	888,059,820	43,315,106		522,705	43,837,811
Available for use	1,403,567,834	58,353,752		832,325	59,186,077
<b>Closing</b>	<b>(405,335,067)</b>	<b>(8,661,440)</b>		<b>(261,146)</b>	<b>(8,922,586)</b>
Consumption	998,232,767	49,692,312		571,179	50,263,491

Raw materials consists of 1,492 items of which 91.10% (in value) are imported.

Particulars	Amount in Taka	
	July'24 - June'25	July'23 - June'24
<b>23.2 Packing Materials Consumed: Tk. 7,335,758,530</b>		
Opening Stock	1,091,402,281	1,059,984,113
Purchased during the Year	7,387,197,547	6,919,392,194
Closing Stock	(1,142,841,298)	(1,091,402,281)
	<b>7,335,758,530</b>	<b>6,887,974,026</b>

Movements in quantity and total value of packing materials during the year are stated below: (Quantity in Thousand)

Category	Unit	Opening 01.07.2024	Purchase/ Production	Consumption	Closing 30.06.2025
Carton (Inner + Shipper)	Pcs	75,465	395,532	390,768	80,229
Label	Pcs	70,016	360,732	346,878	83,870
Direction Slip	Pcs	61,249	329,149	329,876	60,522
Container	Pcs	2,939	45,618	45,828	2,729
Blister Foil/Alu Lid Foil + Strip Foil	Kg	135	759	720	174
PVC/PVDC/PE Film	Kg	438	826	926	338
Auto Bottom Foil	Kg	158	471	508	121
Bottle (PET/HDPE/Glass)	Pcs	14,706	237,244	234,405	17,545
Ampoule & Vial	Pcs	13,362	49,336	52,535	10,163
HDPE/LDPE Bag	Pcs	1,145	4,205	4,601	749
Flip Off Seal & Tear off Seal	Pcs	6,313	21,577	21,027	6,863
P.P Cap/Plastic Closures & Others	Pcs	29,789	385,752	385,817	29,724
Can & Tube	Pcs	15,898	75,850	76,815	14,933
Actuator	Pcs	1,777	3,887	3,647	2,017
Metered Valves	Pcs	3,702	9,147	9,030	3,819
Sachet	Kg	17	86	64	39
Syringe, Needle & Infusion Set	Pcs	1,391	7,482	6,398	2,475
Water for Injection	Pcs	3,593	10,387	11,721	2,259
Shrink Wrapping	Kg	13	31	38	6
Silica Gel, Gum Tape & Adhesive Tape	Pcs	7,692	18,508	23,122	3,078
Cup, Spoon, Dropper & Rubber Stopper	Pcs	25,451	221,048	220,850	25,649
Honey Comb & Plastic Applicator	Pcs	3,066	7,029	5,861	4,234
Neck Lock & Zip Lock Bag	Pcs	2,146	5,693	6,669	1,170
Poly Pack, Poly Bag & Pouch Pack	Pcs	6,445	24,588	23,714	7,319
Consumables	Pcs	4,494	18,294	15,934	6,854

Packing materials consists of 8,261 items of which 27.65% (in value) are imported.

### 23.3 Manufacturing Overhead: Tk. 9,952,174,946

Salaries, Wages & Allowances	3,426,426,411	2,930,761,851
Employer's Contribution to RPF	105,109,259	70,436,285
Contribution to Gratuity Fund	233,784,923	229,855,461
Entertainment, Staff Lunch & Refreshments	198,468,356	163,606,456
Recruitment, Training & Development	889,096	1,617,619
Employees Welfare & Medical Expenses	1,167,787	1,178,835
Staff Uniform	57,574,053	60,713,320
Travelling & Conveyance	60,604,359	50,216,545
US FDA User Fees	141,276,424	73,149,378
Laboratory Consumables	624,813,192	594,305,851
Research & Product Development	189,134,776	134,204,615
Printing & Stationery	92,107,895	80,133,921
Courier, Internet & Telecommunication	10,015,762	10,304,138
Rental Expenses	1,299,420	1,254,070
Power Generation & Purchase	1,521,616,729	1,527,890,838
Sanitation Expenses	160,255,455	101,834,704
Petrol, Oil & Lubricants	42,261,322	24,004,561
Generator Rental Expenses	34,800,000	9,700,000
Repairs & Maintenance - Factory	600,722,506	499,710,909

Particulars	Amount in Taka	
	July'24 - June'25	July'23 - June'24
Consumption of Spares & Accessories	767,286,812	512,124,688
Repairs & Maintenance - Vehicle	51,449,146	42,040,498
Vehicle Fuel Expenses	68,468,351	57,770,235
Legal & Professional Fees	1,138,500	-
Insurance Premium	52,455,872	47,614,832
Security Services	72,427,671	63,086,678
Govt. Taxes & License Fees	23,193,320	21,970,850
Toll Expenses	183,154,470	92,280,004
Software, Hardware Support & VSAT Services	64,958,174	68,008,601
Depreciation	1,165,060,448	1,251,139,394
Other Expenses	254,457	343,976
	<b>9,952,174,946</b>	<b>8,721,259,113</b>
<b>24. Selling and Distribution Expenses: Tk. 13,876,801,118</b>		
Salaries & Allowances	2,000,003,020	1,701,936,570
Employer's Contribution to RPF	168,706,751	132,295,530
Contribution to Gratuity Fund	455,739,795	487,388,824
Entertainment, Staff Lunch & Refreshments	48,136,578	43,551,390
Recruitment, Training & Development	9,274,194	7,522,102
Employees Welfare & Medical Expenses	214,862	334,671
Staff Uniform	16,880,186	15,281,875
Travelling & Conveyance	222,181,982	181,700,601
Printing & Stationery	93,816,847	77,080,947
Courier, Internet & Telecommunication	99,850,590	97,615,335
Office & Godown Rent	54,338,386	49,714,529
Utilities Expense	50,763,008	45,870,184
Sanitation Expenses	20,855,114	17,320,823
Field Staff Salaries, Allowances, TA & DA	4,129,747,313	3,827,126,240
Target Incentive to Field Staff	634,457,793	629,103,353
Promotional Expenses	1,264,014,399	1,352,579,968
Marketing Expenses	1,194,211,563	440,338,174
Pharmacovigilance	76,806,231	55,745,513
Marketing Website Platform Software Maintenance	35,898,537	22,452,600
Event, Programs & Conference	781,604,461	511,452,591
Literature & Publications	274,237,059	170,861,030
Market Research & Survey Expenses	23,802,705	18,321,754
Advertisement	1,945,060	1,056,670
Delivery & Packing Expenses	285,959,877	243,173,281
Export Expenses	280,119,965	239,505,350
Free Samples	313,804,348	347,059,232
Faulty & Obsolete Goods	119,224,494	115,674,848
Repairs & Maintenance - Office	117,651,245	104,722,428
Repairs & Maintenance - Vehicle	199,999,564	182,917,155
Vehicle Fuel Expenses	371,060,683	334,726,992
Insurance Premium	35,247,629	31,974,371
Security Services	116,756,161	97,502,437
Govt. Taxes & License Fees	51,459,450	34,785,334
Bank Charges	15,535,256	17,540,530
Software, Hardware Support & VSAT Services	70,911,801	67,005,239
Depreciation	241,455,414	242,420,705
Other Expenses	128,797	143,298
	<b>13,876,801,118</b>	<b>11,945,802,474</b>

Particulars	Amount in Taka	
	July'24 - June'25	July'23 - June'24
<b>25. Administrative Expenses: Tk. 1,965,682,335</b>		
Salaries & Allowances	586,634,085	542,472,799
Employer's Contribution to RPF	16,044,260	13,117,745
Contribution to Gratuity Fund	59,612,305	62,815,951
Directors' Remuneration	88,875,000	88,875,000
Independent Directors' Honorarium	600,000	600,000
Entertainment, Staff Lunch & Refreshments	101,886,831	91,907,312
Recruitment, Training & Development	10,782,546	9,784,948
Employees Welfare & Medical Expenses	7,703,046	6,954,771
Staff Uniform	1,847,143	3,599,228
Travelling & Conveyance	225,363,093	205,879,587
Printing & Stationery	22,477,234	20,497,167
Courier, Internet & Telecommunication	12,331,943	11,554,268
Office Rent	11,308,176	7,910,383
Utilities Expense	32,794,922	27,445,818
Sanitation Expenses	13,511,709	9,740,338
Fees & Subscription	10,748,670	8,032,210
Legal & Professional Fees	2,851,961	6,583,650
Repairs & Maintenance - Office	204,774,674	174,273,240
Repairs & Maintenance - Vehicle	47,645,535	50,526,849
Vehicle Fuel Expenses	45,970,586	45,483,896
Insurance Premium	44,368,584	35,280,435
Security Services	71,526,173	62,577,416
Audit Fees	1,381,750	1,548,500
Statutory Communication Expenses	1,843,988	1,712,872
Advertisement	4,342,613	589,875
Govt. Taxes & License Fees	16,404,807	45,516,860
Bank Charges	7,444,382	9,503,340
Software & Hardware Support Services	65,476,908	53,639,107
Depreciation	248,745,693	235,178,784
Other Expenses	383,718	384,144
	<b>1,965,682,335</b>	<b>1,833,986,493</b>
<b>26. Other Operating Income: Tk. 3,778,692,669</b>		
Rental Income	16,110,356	16,033,926
Sale of Scrap	70,642,352	69,501,294
Gain on Fluctuation of Foreign Currency	308,009,601	357,166,981
Cash Incentive Received against Export	136,660,400	128,761,100
Commission Received	3,217,209,911	2,114,448,234
P.F Forfeiture Amount	934,049	261,253
Gain/(Loss) on Disposal of Property, Plant and Equipment (Note - 33)	29,126,000	(207,996,200)
	<b>3,778,692,669</b>	<b>2,478,176,589</b>
<b>27. Income from Investments: Tk. 6,474,702,875</b>		
Interest from Deposits	3,595,234,967	2,803,524,447
Interest from Short Notice Deposits	1,250,978,381	854,280,773
Gain on Redemption of Zero Coupon Bond	29,261,297	58,995,376
Interest from Subordinate Bonds	720,286,549	503,876,739
Dividend Income	746,556,793	685,464,365
Gain/Interest Income from Govt. Securities	879,074	-
Gain on Sale of Marketable Securities (Realized)	131,505,814	9,912,758
	<b>6,474,702,875</b>	<b>4,916,054,458</b>
<b>28. Income Tax Expenses: Tk. 4,557,180,566</b>		
Current Tax Expense	4,289,102,568	4,567,377,453
Deferred Tax Expense / (Income)	268,077,998	(270,906,291)
	<b>4,557,180,566</b>	<b>4,296,471,162</b>

Particulars	Amount in Taka			
	July'24 - June'25		July'23 - June'24	
	Jul'24-Jun'25	Jul'23-Jun'24		
	%	Taka	%	Taka
<b>28.1 Reconciliation of Effective Tax Rate:</b>				
Profit before Tax		19,296,471,728		19,887,843,068
Income Tax using Corporate Tax Rate	22.50%	4,341,706,139	22.50%	4,474,764,690
Effects of:				
Income Exempted from Tax	-0.35%	(67,306,445)	-0.47%	(93,636,530)
Non-deductible Expenses	-0.02%	(3,205,135)	0.00%	-
Adjustment Relating to Prior Year Deferred Tax	1.95%	376,465,687	0.00%	-
Income Taxed at Reduced Rate	-0.47%	(90,479,680)	-0.43%	(84,656,998)
Effective Income Tax	23.62%	4,557,180,566	21.60%	4,296,471,162
Effect of Deferred Tax	-1.39%	(268,077,998)	1.36%	270,906,291
Effective Current Tax	22.23%	4,289,102,568	22.97%	4,567,377,453
<b>29. Unrealised Gain/(Loss) on Marketable Securities: Tk. (270,828,198)</b>				
Closing Unrealised Gain/(Loss)		(589,620,484)		(318,792,286)
Less: Opening Unrealised Gain/(Loss)		(318,792,286)		816,119,218
		<b>(270,828,198)</b>		<b>(1,134,911,504)</b>
<b>30. Net Asset Value (NAV) per Share: Tk. 124.71</b>				
Total Assets		122,951,021,339		112,009,914,748
Total Liabilities		(12,397,775,635)		(6,214,795,128)
Net Asset attributable to the Ordinary Shareholders		110,553,245,704		105,795,119,620
Number of Shares outstanding		886,451,010		886,451,010
		<b>124.71</b>		<b>119.35</b>
<b>31. Earnings per Share (EPS): Tk. 16.63</b>				
Net Profit after Tax attributable to Shareholders		14,739,291,162		15,591,371,906
Number of Shares outstanding		886,451,010		886,451,010
		<b>16.63</b>		<b>17.59</b>
<b>32. Net Operating Cash Flow (NOCF) per Share: Tk. 17.96</b>				
Net Cash Generated from Operating Activities (Note - 32.1)		15,922,005,556		17,697,083,579
Number of Shares outstanding		886,451,010		886,451,010
		<b>17.96</b>		<b>19.96</b>
<b>32.1 Reconciliation of Net Profit with Cash Flows Generated from Operating Activities:</b>				
<b>Profit after Tax</b>		<b>14,739,291,162</b>		<b>15,591,371,906</b>
Income from Investments (Note - 27)		(6,474,702,875)		(4,921,634,458)
Income Tax Expense		4,557,180,566		4,296,471,162
Adjustments for:				
Non-Cash Income/Expenses:				
Depreciation		1,655,261,555		1,728,738,883
Effect of Exchange Rate Fluctuations		(308,009,601)		(357,166,981)
(Gain)/Loss on Disposal of Property, Plant and Equipment (Note - 26)		(29,126,000)		207,996,199
		<b>1,318,125,955</b>		<b>1,579,568,102</b>
(Increase)/Decrease in Current Assets:				
Inventories		(338,189,966)		(681,094,179)
Trade Receivables		76,941,676		832,591,332
Other Receivables		177,041,324		1,533,711,316
Advances, Deposits and Prepayments		41,354,920		1,889,493,922
Increase/(Decrease) in Current Liabilities:				
Trade Payables		(48,716,051)		(113,158,339)
Other Payables		5,756,788,771		1,829,937,923
Accrued Expenses		(47,327,528)		71,031,994
		<b>5,617,893,146</b>		<b>5,362,513,969</b>
Tax Paid		<b>19,757,787,954</b>		<b>21,908,290,680</b>
		(3,835,782,398)		(4,211,207,101)
<b>Net Cash Generated from Operating Activities</b>		<b>15,922,005,556</b>		<b>17,697,083,579</b>

Particulars	Amount in Taka				
	July'24 - June'25	July'23 - June'24			
<b>33. Disposal of Property, Plant and Equipment:</b>					
<b>FY: 2024-25</b>					
Particulars of Assets	Cost	Accu. Depreciation	Written Down Value	Sales Proceed	Gain / (Loss)
Plant and Machinery	523,383	405,190	118,194	-	(118,194)
Motor Vehicle	117,260,000	77,826,834	39,433,166	59,479,457	20,046,291
Motor Cycle	44,959,902	32,075,311	12,884,591	24,655,733	11,771,142
Office Equipment	1,064,452	570,735	493,717	-	(493,717)
Computer	630,315	442,442	187,873	-	(187,873)
Furniture and Fixture	157,641	99,016	58,625	-	(58,625)
Laboratory Equipment	5,405,582	3,572,557	1,833,025	-	(1,833,025)
	<b>170,001,275</b>	<b>114,992,085</b>	<b>55,009,191</b>	<b>84,135,190</b>	<b>29,126,000</b>
<b>FY: 2023-24</b>					
Particulars of Assets	Cost	Accu. Depreciation	Written Down Value	Sales Proceed	Gain / (Loss)
Plant and Machinery	9,257,349	8,677,563	579,786	2,278,280	1,698,494
Motor Vehicle	125,197,500	82,984,921	42,212,579	62,914,514	20,701,935
Motor Cycle	55,273,501	38,415,401	16,858,100	32,246,692	15,388,592
Office Equipment	1,043,345	756,331	287,013	-	(287,013)
Computer	604	523	80	-	(80)
Furniture and Fixture	26,314	14,587	11,728	-	(11,728)
Disposal of LVP Unit	245,486,399	-	245,486,399	-	(245,486,399)
	<b>436,285,011</b>	<b>130,849,326</b>	<b>305,435,685</b>	<b>97,439,486</b>	<b>207,996,199</b>
<b>34. Production Capacity and Utilization:</b>					
Category	Unit	Rated Capacity	Actual Production	Capacity Utilization	
					<b>2024-2025</b>
Tablet	Piece	8,776,378	6,317,497	72%	
Capsule	Piece	2,488,539	839,493	34%	
Liquid	Bottle	248,397	153,552	62%	
Injectable (Vial & Ampoule)	Piece	64,227	37,167	58%	
ENT & Opthal Preparation	Phial	77,454	41,920	54%	
Cream, Ointment, Spray, Gel	Phial	55,659	45,388	82%	
Powder for Suspension	Bottle	50,163	32,811	65%	
Powder	Phial	57,792	34,878	60%	
Suppository	Piece	206,897	101,628	49%	
Inhaler	Can	118,655	46,909	40%	
Insulin & Insulin Cartridge	Piece	12,287	2,968	24%	
Sachet & Others	Piece	26,731	8,169	31%	
Basic Chemical & Pellet	Kg	1,905	865	45%	
<b>35. Contingent Liabilities:</b>					
Bank Guarantee (Note - 35.1)			<b>253,261,366</b>	<b>256,972,834</b>	
Letter of Credit (L.C) Liabilities (Note - 35.2)			<b>8,272,201,710</b>	<b>6,814,719,535</b>	
			<b>8,525,463,076</b>	<b>7,071,692,369</b>	
<b>35.1 Bank Guarantee:</b>					
Shahjalal Islami Bank PLC.			<b>130,993,392</b>	<b>129,001,894</b>	
Standard Chartered Bank			<b>105,159,698</b>	<b>108,297,892</b>	
Prime Bank PLC.			-	<b>2,951,886</b>	
Mercantile Bank PLC.			<b>17,108,276</b>	<b>16,721,162</b>	
			<b>253,261,366</b>	<b>256,972,834</b>	

Particulars	Amount in Taka	
	July'24 - June'25	July'23 - June'24
<b>35.2 Letter of Credit (L.C) Liabilities:</b>		
Standard Chartered Bank	1,318,305,671	1,290,758,194
HSBC	232,705,240	735,245,553
Citibank N.A	472,968,000	-
Prime Bank PLC. Mercantile	355,227,257	51,784,563
Bank PLC. Bank Asia PLC.	3,591,083,967	2,384,483,193
Eastern Bank PLC.	28,656,432	8,205,803
Brac Bank PLC.	204,890,863	238,583,505
	2,068,364,279	2,105,658,724
	<b>8,272,201,710</b>	<b>6,814,719,535</b>
<b>35.3</b>	1. There were no claims legal or otherwise, not acknowledged as debt, outstanding as of the end of the reporting period. 2. There was no unfulfilled committed expenditure as at June 30, 2025. 3. Corporate Guarantee in favour of Square Pharmaceuticals Kenya EPZ Ltd. for USD 8.00 Million is still in place with approval of Bangladesh Bank.	
<b>36. Related Party Transactions:</b>		
<b>36.1 Transaction with Key Management Personnel:</b>		
Amount of compensation paid to Key Management Personnel including Board of Directors during the Period:		
Short-Term Employee Benefits	552,945,087	497,758,639
Post-Employment Benefits	23,318,785	17,835,420
Other Long-Term Benefits	-	-
Termination Benefits	-	-
Share-Based Payment	-	-
<b>36.2 Transaction with Other Related parties:</b>		
<b>A. Associates:</b>		
<b>Square Textiles PLC. (46.36% share):</b>		
Opening Balance	-	-
Addition during the Year	9,425,550,000	5,466,850,000
Paid during the Year	(9,425,550,000)	(5,466,850,000)
Closing Balance	-	-
<b>Square Fashions Ltd. (48.63% share):</b>		
Opening Balance	-	-
Addition during the Year	24,868,815,721	4,972,948,770
Paid during the Year	(24,868,815,721)	(4,972,948,770)
Closing Balance	-	-
<b>Square Hospitals Ltd. (49.94% share):</b>		
Opening Balance	-	-
Addition during the Year	(43,736,784)	(40,484,796)
Realized during the Year	43,736,784	40,484,796
Closing Balance	-	-
<b>B. Subsidiaries:</b>		
<b>Square Lifesciences Ltd. (99.95% share):</b>		
Opening Balance	(1,616,263,960)	2,429,691,285

Particulars	Amount in Taka	
	July'24 - June'25	July'23 - June'24
Addition during the Year	(15,078,585,951)	12,453,430,259
Paid during the Year	9,559,512,397	(16,499,385,504)
Closing Balance (Payable)	<b>(7,135,337,514)</b>	<b>(1,616,263,960)</b>
<b>Square Pharmaceuticals Kenya EPZ Ltd. (100% share):</b>		
Opening Balance	-	-
Addition during the Year	1,460,828	-
Realized during the Year	(1,460,828)	-
Closing Balance	-	-
<b>C. Subsidiaries of Associates:</b>		
Square Denims Ltd. (Subsidiary of Square Fashions Ltd.):		
Opening Balance	-	-
Addition during the Year	1,872,331,169	1,840,174,794
Paid during the Year	(1,872,331,169)	(1,840,174,794)
Closing Balance	-	-
<b>Square Apparels Ltd. (Subsidiary of Square Fashions Ltd.):</b>		
Opening Balance	-	-
Addition during the Year	963,853,110	1,760,273,450
Paid during the Year	(963,853,110)	(1,760,273,450)
Closing Balance	-	-
<b>D. Others:</b>		
Square InformatiX Ltd.. (Service Provider):		
Opening Balance	-	-
Addition during the Year	(216,132,822)	(170,332,443)
Realized during the Year	209,120,377	170,332,443
Closing Balance (Payable)	<b>(7,012,446)</b>	-
<b>Square Toiletries Ltd. (Supplier):</b>		
Opening Balance	-	-
Addition during the Year	(142,821,367)	(103,998,805)
Realized during the Year	130,926,282	103,998,805
Closing Balance (Payable)	<b>(11,895,085)</b>	-
<b>Square Food &amp; Beverages Ltd. (Supplier):</b>		
Opening Balance	-	-
Addition during the Year	(152,432,900)	121,004,236
Realized during the Year	140,449,828	(121,004,236)
Closing Balance (Payable)	<b>(11,983,072)</b>	-

Particulars	Amount in Taka	
	July'24 - June'25	July'23 - June'24
<b>Square Securities Management Ltd. (Portfolio Manager):</b>		
Opening Balance	10,037,386	121,108,758
Addition during the Year	931,406,807	3,612,925,602
Realized during the Year	(840,835,695)	(3,723,996,974)
Closing Balance	<b>100,608,498</b>	<b>10,037,386</b>
<b>Pharma Packages (Pvt.) Ltd. (Supplier):</b>		
Opening Balance	71,489,278	5,746,842
Addition during the Year	197,785,874	1,719,739,773
Realized during the Year	(429,728,779)	(1,653,997,337)
Closing Balance (Payable)	<b>(160,453,627)</b>	<b>71,489,278</b>
<b>AEGIS Services Ltd. (Service Provider):</b>		
Opening Balance	-	-
Addition during the Year	(364,366,179)	(358,626,866)
Realized during the Year	352,024,426	358,626,866
Closing Balance (Payable)	<b>(12,341,753)</b>	<b>-</b>

### 37. Financial Risk Management:

International Financial Reporting Standard (IFRS) 7 - Financial instruments: Disclosures - requires disclosure of information relating to: both recognized and unrecognized financial instruments, their significance and performance, accounting policies, terms and conditions, net fair values and risk information- the Company's policies for controlling risks and exposures.

The management has overall responsibility for the establishment and oversight of the company's risk management framework. The company's risk management policies are established to identify and analyse the risks faced by the company, to set appropriate risk limits and controls, and to monitor risks and adherence to limits. Risk management policies, procedures and systems are reviewed regularly to reflect changes in market conditions and the company's activities.

#### 37.1 Credit Risk:

Credit risk is the risk of a financial loss to the company if a customer or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the company's receivables from institutional and export customers etc. Management has a credit policy in place and the exposure to credit risk is monitored on an ongoing basis.

In monitoring credit risk, debtors are grouped according to their risk profile, i.e. their legal status, financial condition, ageing profile etc. Accounts receivable are related to sale of generic pharmaceuticals products, basic chemical products, animal health products and crop care products. The maximum exposure to credit risk is represented by the carrying amount of each financial asset in the statement of financial position.

##### a) Exposure of Credit Risk

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

Trade Receivables	2,483,411,789	2,560,353,465
Other Receivables	2,066,382,484	2,193,864,769
Advances, Deposits and Prepayments	1,748,482,902	1,943,361,351
Cash and Cash Equivalents	55,444,601,206	52,305,603,356
	<b>61,742,878,381</b>	<b>59,003,182,941</b>

Particulars	Amount in Taka		
	July'24 - June'25	July'23 - June'24	
<b>b) Details of Receivables are provided in Note - 09 &amp; 10.</b>			
<b>c) Credit Exposure by Credit Rating</b>	<b>Credit Rating</b>		
Trade Receivables		2,483,411,789	2,560,353,465
Other Receivables		2,066,382,484	2,193,864,769
Advances, Deposits and Prepayments		1,748,482,902	1,943,361,351
Cash in Hand		4,559,644	6,738,545
Cash at Bank:		55,440,041,562	52,298,864,811
Alliance Finance PLC	BBB-	-	500,000,000
Agrani Bank PLC.	A+	-	1,000,000,000
Bank Alfalah PLC.	AAA	72,571	500,074,181
Bank Asia PLC.	AA1	13,188,207	33,280,018
Bkash		801,418	692,366
Brac Bank PLC.	AAA	5,478,108,258	2,253,388,560
Citibank N.A	A+	147,543,337	5,707,181
Commercial Bank of Ceylon PLC.	AAA	4,008,013,977	2,008,066,297
DBH Finance PLC	AAA	2,000,000,000	1,500,000,000
Dhaka Bank PLC	AA+	1,500,000,000	1,000,000,000
Eastern Bank PLC.	AAA	1,120,132,958	2,876,819,216
Global Islami Bank PLC.	AA-	495,983	497,053
HSBC	AAA	45	57,794,351
IDLC Finance PLC.	AAA	1,500,000,000	-
IPDC Finance PLC.	AAA	250,000,000	1,750,000,000
Janata Bank PLC.	A1	1,387,502,718	2,362,821,650
LankaBangla Finance PLC.	AA3	-	1,500,000,000
Mercantile Bank PLC.	AA-	8,813,701,479	13,614,018,576
Mutual Trust Bank PLC.	AA-	8,942,505,761	4,705,510,913
Modhumoti Bank PLC	AA3	-	500,000,000
Nagad		29,024	68,932
National Housing Finance PLC.	AA-	3,000,000,000	2,750,000,000
Prime Bank PLC.	AA1	11,100,588,096	6,675,751,094
Pubali Bank PLC.		500,000,000	-
Shahjalal Islami Bank PLC.	AA+	263,180,850	7,824,007
Shimanto Bank PLC.	A+	78,922,755	40,136,609
Sonali Bank PLC.	AA-	3,783,179	14,046,111
Southeast Bank PLC.	AA	2,500,000,000	4,500,000,000
Square Securities Management Ltd.		100,608,498	10,037,386
Standard Chartered Bank	A+	685,393,564	632,163,714
City Bank PLC.	AA1	2,045,461,543	1,500,068,753
UFTCL	AA	7,341	97,843

**37.2 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 will always have sufficient liquidity to meet its liabilities when due, under both normal and stressed conditions, without incurring unacceptable losses or jeopardizing to the company's reputation. Typically, the company ensures that it has sufficient cash and cash equivalents to meet expected operational expenses, including financial obligations through preparation of the cash flow forecast, based on time line of payment of financial obligations and accordingly arrange for sufficient liquidity/fund to make the expected payments within due dates.

As at 30 June 2025	Carrying Amount	Contractual Cash Flows			
		< 6 Months	6-12 Months	1-5 Years	> 5 Years
<b>Trade Payables (Note - 17):</b>					
Payable to Local Suppliers	637,522,743	637,522,743	-	-	-
	<u>637,522,743</u>	<u>637,522,743</u>			
<b>Other Payables (Note - 18):</b>					
Sundry Creditors	8,285,138,518	-	8,285,138,518	-	-
Income Tax (Deduction at Source)	8,382,382	8,382,382	-	-	-
Retention Money	10,262,350	10,262,350	-	-	-
WPPF & WF	964,823,586	530,652,972	434,170,614	-	-
Insurance Claim	1,089,738	1,089,738	-	-	-
	<u>9,269,696,574</u>	<u>550,387,442</u>	<u>8,719,309,132</u>		
<b>Current Tax Liabilities (Note - 19):</b>					
	<u>1,165,586,075</u>		<u>1,165,586,075</u>		
<b>Accrued Expenses (Note - 20):</b>					
Accrued Expenses	237,221,920	237,221,920	-	-	-
Audit Fees	1,100,000	1,100,000	-	-	-
	<u>238,321,920</u>	<u>238,321,920</u>			
<b>Unclaimed Dividend (Note - 21):</b>					
	<u>233,445,006</u>		<u>122,689,128</u>	<u>110,755,878</u>	

**As at 30 June 2024**

**Trade Payables (Note - 17):**

Payable to Local Suppliers	686,238,794	686,238,794	-	-	-
	<u>686,238,794</u>	<u>686,238,794</u>			

**Other Payables (Note - 18):**

Sundry Creditors	2,492,853,954	-	2,492,853,954	-	-
Income Tax (Deduction at Source)	13,630,694	13,630,694	-	-	-
Retention Money	10,197,839	10,197,839	-	-	-
WPPF & WF	994,392,153	546,915,684	447,476,469	-	-
Insurance Claim	1,833,163	1,833,163	-	-	-
	<u>3,512,907,803</u>	<u>572,577,380</u>	<u>2,940,330,423</u>		

**Current Tax Liabilities (Note - 19):**

	<u>912,265,905</u>		<u>912,265,905</u>		
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**Accrued Expenses (Note - 20):**

Accrued Expenses	284,549,448	284,549,448	-	-	-
Audit Fees	1,100,000	1,100,000	-	-	-
	<u>285,649,448</u>	<u>285,649,448</u>			

**Unclaimed Dividend (Note - 21):**

	<u>191,983,629</u>		<u>81,227,751</u>	<u>110,755,878</u>	
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**37.3 Market Risk:**

Market risk is the risk that any change in market prices, such as foreign exchange rates and interest rates will affect the company's income or the value of its holdings of financial instruments.

**a) Currency Risk**

The company is exposed to currency risk on certain revenues and purchases such as raw material, packing material, spare parts and acquisition of machineries & equipment. Majority of the company's foreign currency transactions are denominated in USD.

**(i) Exposure to Currency Risk**

The company have the foreign currency asset at the year end for which an exchange gain/(loss) are being accounted for during the year. As such the company have no significant exposure to currency risk.

	30 June 2025	30 June 2024
Exchange Rate of US Dollar	122.70	117.00

**(ii) Foreign Exchange Rate Sensitivity Analysis for Foreign Currency Expenditures:**

There being no current risk exposure, sensitivity analysis has not been presented.

**b) Interest Rate Risk**

Interest rate risk is the risk that arises due to changes in interest rates on borrowings. short term bank borrowings are, however, not significantly affected by fluctuations in interest rates. The company has not entered into any type of derivative instrument in order to hedge interest rate risk as at the reporting date.

	30 June 2025	30 June 2024
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**Fixed Rate Instrument**

Financial Asset	40,738,038,995	37,412,425,635
Financial Liability	-	-

**Variable Rate Instrument**

Financial Asset	7,200,000,000	6,400,000,000
Financial Liability	-	-

**(ii) Cash Flow Sensitivity Analysis for Variable Rate Instruments**

In terms of Net Revenue, the derived sensitivity is relatively insignificant; therefore, a sensitivity analysis is not presented.

**37.4 Accounting Classification and Fair Value:**

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

**SQUARE PHARMACEUTICALS PLC.**  
**Property, Plant and Equipment**  
As at 30 June 2025

Schedule-01

PARTICULARS	COST			ACCUMULATED DEPRECIATION			Written Down Value as at 30 June 2025	Rate of Depn.
	At 01 July 2024	During the Year	Disposals/Transfer	At 30 June 2025	At 01 July 2024	Charged	For the Year	
<b>Manufacturing Plants:</b>								
Land	4,610,570,547	310,876,679	-	4,921,443,926	5,624,594,148	317,734,917	-	4,921,443,926
Building	8,782,071,798	39,789,597	-	8,821,861,395	459,950	13,395	-	2,879,532,330
Boundary Wall	593,903	-	-	593,903	14,994,023,059	527,330,578	405,190	120,558
Plant & Machinery	14,755,915,241	239,070,101	962,283	14,994,023,059	11,381,406,194	1,465,635,173	3,572,557	3,085,691,477
Laboratory Equipment	2,489,965,431	81,520,341	5,405,582	2,566,080,190	673,463,854	59,116,683	38,339	998,581,948
Furniture & Fixture	1,258,115,554	16,861,876	51,725	1,274,925,705	1,054,35,626	732,542,198	-	542,383,507
Office Equipment	877,925,168	37,416,989	1,041,026	914,301,131	457,775,646	43,767,424	527,957	500,965,113
Computer	274,302,999	61,386,323	29,400	335,659,922	139,161,70	17,594,798	15,366	156,741,202
Motor Vehicles	646,859,028	149,829,197	38,650,000	758,038,225	393,979,084	65,205,567	26,575,597	432,609,054
Electromechanical Equipment	1,067,720,293	-	1,067,720,293	960,246,660	16,046,045	-	976,29,705	325,429,171
Electrical Installation	211,606,710	455,873,655	-	667,480,365	171,978,088	10,991,642	-	90,927,588
Gas Line Installation	58,893,015	-	-	58,893,015	46,734,526	1,823,773	-	182,969,730
<b>Sub-Total</b>	<b>35,034,039,687</b>	<b>1,392,624,758</b>	<b>46,143,316</b>	<b>36,380,521,129</b>	<b>21,315,385,093</b>	<b>1,165,060,448</b>	<b>31,135,006</b>	<b>22,449,310,535</b>
<b>Sales &amp; Distribution:</b>								
Land	1,252,411,493	46,921,785	-	1,299,333,278	354,452,008	27,010,534	-	381,462,542
Building	624,557,342	-	-	624,557,342	896,101	-	-	243,094,800
Boundary Wall	19,403,221	-	-	19,403,221	10,442,209	-	-	11,338,310
Motor Vehicles	1,519,731,894	139,148,524	66,910,000	1,591,970,418	945,148,140	121,165,836	43,049,873	1,023,264,103
Motor Cycle	662,851,991	133,647,000	44,999,902	751,539,089	343,674,524	75,992,465	32,075,311	387,591,678
Furniture & Fixture	144,238,324	15,015,215	105,916	159,147,623	76,534,720	7,818,052	60,677	84,292,095
Office Equipment	61,868,242	48,652	5,206,144	67,025,734	37,747,759	2,744,538	42,775	74,855,528
VSAT	7,559,700	-	-	7,559,700	5,524,756	203,494	-	26,56,214
Computer & Network Equipment	91,144,428	12,782,818	600,915	103,326,331	41,430,688	5,624,394	427,076	1,831,450
<b>Sub-Total</b>	<b>4,383,766,635</b>	<b>352,721,486</b>	<b>112,625,385</b>	<b>4,623,862,736</b>	<b>1,814,954,804</b>	<b>241,055,414</b>	<b>75,655,714</b>	<b>1,980,754,504</b>
<b>Admin:</b>								
Land	2,622,817,220	7,008,499	-	2,629,825,719	505,462,209	141,043,511	-	2,629,825,719
Building	147,282,220	1,828,405	-	1,028,711,636	41,053,010	2,277,785	-	1,382,205,916
Furniture & Fixture	62,503,332	1,761,813	-	64,331,737	38,445,328	2,329,497	-	43,330,795
Office Equipment	60,638,912	-	-	62,400,725	214,499,231	20,792,069	-	40,774,825
Computer	417,927,297	16,099,114	-	434,026,411	594,184,895	81,976,318	8,201,364	235,291,300
Motor Vehicles	963,219,248	89,029,470	11,700,000	1,040,548,718	72,585	76,683	-	667,959,849
Motor Cycle	456,000	-	-	456,000	528,794	-	-	148,024,164
Books & Periodicals	528,794	-	-	148,024,164	148,024,164	-	-	528,794
SAP Software	148,024,164	-	-	16,358,915	14,693,382	249,830	-	14,943,212
Electrical Installation	16,358,915	-	-	-	-	-	-	1,415,703
<b>Sub-Total</b>	<b>6,173,903,298</b>	<b>263,009,521</b>	<b>11,700,000</b>	<b>6,425,212,819</b>	<b>1,556,963,598</b>	<b>248,745,693</b>	<b>8,201,364</b>	<b>4,622,704,892</b>
<b>Total</b>	<b>45,551,709,620</b>	<b>2,008,355,765</b>	<b>170,488,701</b>	<b>47,429,596,684</b>	<b>24,687,303,495</b>	<b>1,655,261,555</b>	<b>114,992,084</b>	<b>26,227,572,966</b>
<b>Carrying Value as on 30 June 2025</b>								
Property, Plant & Equipment in Transit	977,165,568	1,258,540,302	1,258,298,675	977,407,195	-	-	-	977,407,195
Building and Other Constructions	1,317,735,384	1,833,001,113	167,732,605	2,983,003,892	-	-	-	2,983,003,892
Plant & Machinery	455,849,227	2,200,184,173	701,534	2,655,331,866	-	-	-	2,655,331,866

Notes  
Standalone

# SQUARE PHARMACEUTICALS PLC.

## Property, Plant and Equipment

As at 30 June 2024

Schedule-01.a

PARTICULARS	COST			ACCUMULATED DEPRECIATION			Written Down Value as at 30 June 2024	Rate of Depn.
	At 01 July 2023	During the Year	At 30 June 2024	At 01 July 2023	For the Year	Disposals/ Transfer		
<b>Manufacturing Plants:</b>								
Land	4,360,485,249	383,090,705	133,005,407	4,610,570,547	-	-	4,610,570,547	-
Building	8,727,618,356	54,453,402	-	8,782,071,798	5,277,218,428	347,375,720	3,157,477,650	10%
Boundary Wall	593,903	-	9,257,349	14,755,915,241	10,801,825,238	588,258,519	459,950	133,953
Plant & Machinery	14,665,082,549	100,090,041	-	2,489,965,431	1,354,711,736	110,923,437	1,374,509,047	15%
Laboratory Equipment	51,172,866	-	1,244,341,908	1,258,115,554	609,130,986	64,332,968	1,465,655,173	1,024,330,258
Furniture & Fixture	13,773,646	-	842,881,052	877,925,168	412,508,637	45,217,009	673,463,854	584,651,700
Office Equipment	35,044,116	-	267,500,852	274,302,999	124,621,419	14,638,961	457,725,646	420,199,522
Computer	6,979,379	-	73,690,000	30,362,500	646,859,028	363,793,129	393,979,084	135,141,229
Motor Vehicles	603,531,528	-	1,066,769,232	451,061	1,067,220,293	941,398,400	960,246,660	252,879,944
Electromechanical Equipment	211,606,710	-	58,893,015	-	211,606,710	164,984,801	106,973,633	15%
Electrical Installation	-	-	58,893,015	-	58,893,015	44,588,910	6,993,287	39,628,622
Gas Line Installation	-	-	-	-	-	2,145,616	-	12,158,489
<b>Sub-Total</b>	<b>34,488,096,959</b>	<b>718,745,216</b>	<b>172,802,488</b>	<b>35,034,039,687</b>	<b>20,095,226,650</b>	<b>1,251,139,394</b>	<b>30,980,951</b>	<b>21,315,385,093</b>
<b>Sales &amp; Distribution:</b>								
Land	1,129,195,363	123,216,130	-	1,252,411,493	-	-	-	-
Building	624,557,342	-	-	324,440,303	30,011,705	-	354,452,008	-
Boundary Wall	19,403,221	-	-	9,446,541	995,668	-	10,442,209	8,961,012
Motor Vehicles	1,419,176,894	177,745,000	77,190,000	1,519,731,894	868,250,966	124,484,479	945,148,140	574,583,754
Motor Cycle	614,180,492	103,945,000	55,273,501	662,851,991	309,323,024	72,766,901	38,415,401	343,674,524
Furniture & Fixture	132,055,622	12,209,016	26,134	144,238,324	69,664,876	6,884,431	14,587	76,735,720
Office Equipment	58,002,946	3,865,900	604	61,868,242	35,236,178	2,386,104	523	37,747,715
VSAT	7,559,700	-	866,113	7,559,700	5,298,651	226,105	5,524,756	24,120,483
Computer & Network Equipment	77,103,505	14,907,336	-	91,144,428	37,423,098	4,665,312	657,722	2,034,944
<b>Sub-Total</b>	<b>4,081,235,085</b>	<b>435,888,082</b>	<b>133,356,532</b>	<b>4,383,766,635</b>	<b>1,659,209,637</b>	<b>242,420,705</b>	<b>86,675,538</b>	<b>1,814,924,804</b>
<b>Admin:</b>								
Land	1,142,226,146	1,480,591,074	-	2,622,817,220	-	-	-	-
Building	1,844,798,170	36,631,246	-	1,881,429,416	354,545,874	150,916,335	-	2,622,817,220
Furniture & Fixture	59,561,924	2,941,408	-	62,503,332	38,894,972	2,158,038	505,462,209	1,375,967,207
Office Equipment	53,894,839	6,744,073	-	60,638,912	36,040,454	2,404,874	41,053,010	21,450,322
Computer	415,139,418	2,787,879	-	417,927,297	192,010,196	22,489,035	38,445,328	22,193,584
Motor Vehicles	809,450,248	171,414,000	17,645,000	963,219,248	550,869,859	13,192,838	594,184,895	203,428,066
Motor Cycle	226,000	230,000	-	456,000	25,882	46,703	72,585	369,034,353
Books & Periodicals	528,794	-	-	528,794	528,772	22	528,794	383,415
SAP Software	148,024,164	-	-	148,024,164	148,024,164	-	148,024,164	-
Electrical Installation	16,358,915	-	-	16,358,915	14,399,464	293,918	14,693,382	1,665,533
<b>Sub-Total</b>	<b>43,059,540,662</b>	<b>2,885,972,978</b>	<b>323,804,020</b>	<b>45,591,709,620</b>	<b>23,089,413,939</b>	<b>235,178,784</b>	<b>13,192,838</b>	<b>1,556,963,598</b>
<b>Total</b>								
Property, Plant & Equipment in Transit	715,369,536	937,119,275	675,333,243	977,165,568	-	-	-	977,165,568
Building and Other Constructions	1,081,705,847	601,399,543	365,370,006	1,317,735,384	-	-	-	1,317,735,384
Plant & Machinery	-	461,656,025	5,896,798	455,849,227	-	-	-	455,849,227

Notes

Standalone

Carrying Value as on 30 June 2024 **4,856,616,045** **4,856,147,821** **1,370,304,067** **48,342,459,799** **23,089,413,939** **1,728,738,883** **130,849,327** **24,687,303,495** **23,655,156,304**

# SQUARE PHARMACEUTICALS PLC.

Schedule - 2

## Composition & Classification of Share Capital

As at 30 June 2025

### Composition of Shareholding:

Particulars	30 June 2025		30 June 2024	
	No. of Shares	%	No. of Shares	%
Sponsors & Directors	386,395,765	43.59	314,342,951	35.46
Foreign Investors	134,210,168	15.14	121,932,520	13.76
Financial and Other Institutions	124,552,402	14.05	134,160,769	15.13
General Public	241,292,675	27.22	316,014,770	35.65
	<b>886,451,010</b>	<b>100.00</b>	<b>886,451,010</b>	<b>100.00</b>

### Holding (As per Folio & BOID):

Particulars	30 June 2025			30 June 2024		
	No. of Holders	Holdings	%	No. of Holders	Holdings	%
Less than 500 Shares	41,927	5,709,327	0.64	45,678	5,850,011	0.66
501 to 5,000 Shares	16,281	28,183,563	3.18	17,307	28,565,679	3.22
5,001 to 10,000 Shares	2,355	16,971,696	1.91	2,401	17,281,255	1.95
10,001 to 20,000 Shares	1,198	16,945,934	1.91	1,216	17,267,164	1.95
20,001 to 30,000 Shares	426	10,570,572	1.19	444	11,041,646	1.25
30,001 to 40,000 Shares	214	7,518,940	0.85	235	8,257,496	0.93
40,001 to 50,000 Shares	132	5,999,965	0.68	139	6,340,190	0.72
50,001 to 100,000 Shares	262	18,333,645	2.07	284	20,090,153	2.27
100,001 to 1,000,000 Shares	289	83,868,552	9.46	307	88,559,421	9.99
Over 1,000,000 Shares	66	692,348,816	78.10	69	683,197,995	77.07
	<b>63,150</b>	<b>886,451,010</b>	<b>100.00</b>	<b>68,080</b>	<b>886,451,010</b>	<b>100.00</b>

# ANNUAL REPORT

Year ended 30 June 2025

## 2024-2025



## Subsidiary Profile

- 141: Directors Report
- 144: Auditors' Report
- 147: Statement of Financial Position
- 148: Statement of Profit or Loss and other Comprehensive Income
- 149: Statement of Changes in Equity
- 150: Statement of Cash Flows



**SQUARE**  
Pharmaceuticals Kenya  
EPZ Ltd.

**Square Pharmaceuticals Kenya EPZ Ltd.**

# Directors' Report

Year ended June 2025

To the Honorable  
Shareholders

The Board of Directors presents this report along with the audited financial statements and the Auditor's Report for the financial year ended 30 June 2025. This report has been prepared in accordance with the provisions of Section 653 of the Companies Act, 2015 of Kenya.

## Company Overview

Square Pharmaceuticals Kenya EPZ Ltd. (SPKEL), incorporated on 7th June 2017, conducts its commercial operations from a manufacturing plant located in Athi River EPZ, Ketengela, Machakos County, Kenya. The facility was established with the vision of providing high-quality generic pharmaceutical products to Kenya and the broader East African Community (EAC).

## Parent Company

Square Pharmaceuticals PLC., Bangladesh, is the parent company that holds 100% nominal share capital of SPKEL. The registered office of the parent company is situated at Square Centre, 48 Mohakhali Commercial Area, Dhaka-1212, Bangladesh.

The parent company is engaged in the manufacturing & marketing of pharmaceutical products, basic chemical products & animal health products.

The parent company provides strategic, technical and governance support.

## Principal Business Activities

The Company's core activities are the manufacturing, marketing and distribution of generic pharmaceutical products in Kenya and the EAC region. Therapeutic segments include, but are not limited to, anti-infectives,

analgesics, gastrointestinal medicines, cardiovascular generics, and other essential medicines. The Company aims to provide cost-effective treatment alternatives in line with local healthcare needs and regulatory policy.

## Board of Directors

The Board of Directors consists of the following members:

Mr. Samuel S Chowdhury	Chairman
Mrs. Ratna Patra	Vice Chairman
Mr. Tapan Chowdhury	Director
Mr. Anjan Chowdhury	Director
Dr. Iruki Mwithali Kailemia	Director
Mr. Muhammadul Haque	Director
(Nominee of Square Pharmaceuticals PLC.)	

Among these, Dr. Iruki Mwithali Kailemia is a Kenyan citizen, all other members are nominees of Square Pharmaceuticals PLC., Bangladesh.

Mr. Muhammadul Haque, Independent Director of Square Pharmaceuticals PLC., represents as a nominee director on the Board of SPKEL in compliance with condition No. 2 of the Corporate Governance Code 2018 of the Bangladesh Securities and Exchange Commission.

## Industry Outlook and Future Developments

The Kenyan and EAC pharmaceuticals market presents significant opportunities for the Company. The Kenyan pharmaceutical market was valued at approximately US \$998 million in 2024 and is projected to reach USD 1.6 billion by 2031, growing at a CAGR of 7.15%. Imports account for roughly 78% of the total pharmaceutical consumption, while local manufacturing meets only about 29%. The local government aims to raise this to 50% by 2026.

## To the Honorable Shareholders

This presents a major opportunity for locally based manufacturers like SPKEL to substitute imports with high-quality generic products.

The wider East African generic market is also forecast to grow from US \$2.1 billion in 2022 to US \$3.2 billion by 2028 at a CAGR of 7%. Regulatory improvements and the African Continental Free Trade Area (AfCFTA) are expected to drive regional pharmaceutical investments and export potential.

According to the EAC Regional Pharmaceutical Plan of Action 2017–2027, Kenyan manufacturers currently hold 30 percent of the \$1 billion Kenyan pharmaceutical market. A major portion of this market is constituted by liquid dosage medicines. Medicines like Ace, Entacyd, Ambrox, Bicozin, etc. are highly successful in their solid dosage form. Liquid dosages of these medicines, alongside many others, have a huge demand in the current pharmaceutical market in Kenya.

### Community Engagement

SPKEL continues its commitment to community health through donations of essential medicines to flood-affected communities, medical camps addressing youth health and substance abuse prevention, and partnerships with local health authorities for maternal and child health programs.

### Strategic Outlook & Business Plan

The company has 35 products in the market, with an additional 30 products under development. Preparations are underway to commence exports to Uganda, Tanzania, and Rwanda in FY 2025-26.

The company focuses on capacity utilization, cost efficiency, sustainability, and local substitution of imports, while managing key

risks such as input cost volatility and currency fluctuations.

The Company obtained its Good Manufacturing Practice (GMP) certification from the Pharmacy and Poisons Board (PPB), Kenya on 26 May 2022, which was subsequently updated in 2023. Most recently, it received GMP certification from the East African Community (EAC), reaffirming its compliance with regional regulatory standards.

While the existing plant is giving SPKEL an edge to become a prominent market player in Kenya, it is missing out on a huge market share due to its absence from the liquid dosage segment. As such, there is an opportunity for Square to penetrate further into the pharmaceuticals market and grab a larger share.

To cater to this ever-growing market segment, SPKEL plans to construct an additional production line for liquid dosages. It has a well-developed production facility with the capacity to manufacture high quality medicines for both internal and export markets. Extension to the liquid dosages line in the existing facility will help enhance the existing capacity.

With this venture not only will SPKEL be able to strengthen its ground, but it will also uplift the image of the pharmaceutical industry of the country and pave the way for future international growth and promotion of Bangladeshi industries and brands overseas.

### Financial Performance

We are pleased to report to you that the Company has achieved a net profit after tax for the first time. Notably, this milestone was reached within just 1.5 years of operation, reflecting the strength of our business strategy and the efficiency of our execution.

**To the Honorable  
Shareholders**

Revenue grew by 172% to KES 744.72 million (BDT 68.99 crore) from KES 273.85 million (BDT 22.92 crore) last year, reflecting improved market penetration. Gross margin turned positive due to higher capacity utilization and cost control.

The year marked a major milestone with the Company's first export from its Kenyan plant. Though the initial value of KES 5.8 million (BDT 0.55 crore) was modest, it signals a strong start and sets the stage for robust export growth ahead.



First Export

While the operating expenses have seen a natural rise, financial costs were reduced by KES 15 million (a nearly 10% decrease from the previous year).

Net profit rose to KES 123 million (BDT 11.65 crore), covering last year's net loss of KES 246 million (BDT 23.28 crore).

However, the Directors have not recommended any dividend for the year under review, as the Company intends to prioritize the recovery of accumulated losses and preserve funds to capitalize on upcoming expansion opportunities.

Despite marginal appreciation between June' 24 and June' 25, the KES remained largely stable around 129 per USD, indicating limited real strengthening. This suggests that structural pressures, such as external debt servicing and import dependency, continue to weigh on sustained currency recovery.

**Square Pharmaceuticals Kenya EPZ Ltd.  
Directors' Report**  
Year ended June 2025

**Statutory Auditors**

Mugo & Co., Certified Public Accountants, Kenya, served as statutory auditors for FY 2024-25 and issued an unqualified audit opinion.

They, being eligible, have expressed willingness to continue in office and do so in accordance with Section 159(2) of the Companies Act 2015 of Kenya and the Board has recommended their appointment.

**Acknowledgement**

We look to the future with optimism, trusting that our collective vision and strategic direction will continue to drive lasting growth and meaningful progress.

My gratitude goes to our Board of Directors for their guidance, to our dedicated team for their unwavering commitment, and to our valued shareholders for their continued trust and belief in our purpose. Your encouragement and collaboration remain the cornerstone of our success and the inspiration behind every step of our journey forward.

Samuel S Chowdhury  
Chairman

## REPORT OF THE INDEPENDENT AUDITOR

### Report of the Independent Auditor

To the Members of Square Pharmaceuticals Kenya EPZ Limited

#### Our opinion

In our opinion the accompanying financial statements give a true and fair view of the state of financial affairs of the Company as of 30th June 2025 and the results of its operation and cash flows for the year then ended in accordance with International Financial Reporting Standards and the requirements of the Kenyan Companies Act.

#### What we have audited

The financial statements of Square Pharmaceuticals Kenya EPZ Limited (the "Company") are as set out on pages 7 to 20 and comprise:

- The statement of financial position as of 30 June 2025;
- The statement of income and expenditure;
- The statement of changes in equity;
- The statement of cash flows; and
- The notes to the financial statements include a summary of significant accounting policies and other explanatory information.

#### Basis for opinion

We conducted our audit in accordance with International Standards on Auditing. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance whether the financial statements are free from material misstatement. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

#### Independence

We are independent of the Company in accordance with the International Ethics Standards Board for Accountants' Code of Ethics for Professional Accountants (IESBA Code). We have fulfilled our ethical responsibilities in accordance with the IESBA Code.

#### Key Audit Matters

This section of our auditor's report is intended to describe the matters selected from those communicated with the board that, in our professional judgment, were of most significance in our audit of the financial statements as a whole, and in forming our opinion thereon, we do not provide a separate opinion on these matters. We have determined that there are no such matters to report.

#### Other information

The directors are responsible for the other information. The other information comprises the directors' reports, business review reports, corporate governance reports and other statements included within the annual report (but does not include the auditor's report thereon), which we obtained prior to the date of this auditor's report.

#### The Directors' Responsibilities and those charged with governance for the Financial Statements

The directors are responsible for the preparation and fair presentation of these financial statements in accordance with International Financial Reporting Standards and the requirements of the Kenyan Companies Act, and for such internal control as the directors determines is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

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In preparing the financial statements, the directors are 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 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 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 judgment and maintain professional scepticism 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 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 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 consolidated 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.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Company to express an opinion on the financial statements. We are responsible for the direction, supervision and performance of the Company audit. We remain solely responsible for our audit opinion.

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

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

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless the 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 Requirements**

We report to you, based on our audit, that these financial statements are prepared:

- i. in accordance with the provisions of the Kenyan Companies Act.
- ii. in accordance with the Company's objectives, and any other resolutions made by the Company at a general meeting.

The engagement partner responsible for the audit resulting in the independent auditor's report is CPA Edward Wanjohi Mugo - P/No 595



**Mugo & Co.**

Certified Public Accountants of Kenya

Dated 14 October, 2025 in NAIROBI



UNIQUE CODE: 15264251014



# SQUARE PHARMACEUTICALS KENYA EPZ LTD.

## STATEMENT OF FINANCIAL POSITION

As at 30 June 2025

Particulars	Amount in KES	
	30 June 2025	30 June 2024
<b>ASSETS</b>		
<b>Non-Current Assets:</b>		
Property, Plant and Equipment	1,291,521,683	1,452,580,381
	<b>1,291,521,683</b>	<b>1,452,580,381</b>
<b>Current Assets:</b>		
Inventories	112,470,453	154,903,213
Trade Receivables	150,281,418	76,958,315
Advances, Deposits and Prepayments	2,443,716	41,914,069
Cash and Cash Equivalents	636,939	8,196,617
	<b>265,832,526</b>	<b>281,972,214</b>
<b>TOTAL ASSETS</b>	<b>1,557,354,209</b>	<b>1,734,552,595</b>
<b>EQUITY AND LIABILITIES</b>		
<b>EQUITY:</b>		
Share Capital	800,000,000	800,000,000
Share Money Deposits	452,028,330	452,028,330
Retained Earnings	(413,936,965)	(516,041,898)
<b>TOTAL EQUITY</b>	<b>838,091,365</b>	<b>735,986,432</b>
<b>LIABILITIES:</b>		
<b>Non-Current Liabilities:</b>		
Term Loan	-	237,510,144
	<b>-</b>	<b>237,510,144</b>
<b>Current Liabilities:</b>		
Term Loan	237,510,145	237,510,145
Bank Overdraft	387,449,616	447,389,870
Trade & Other Payables	93,058,509	75,000,419
Accrued Expenses	1,244,574	1,155,585
	<b>719,262,844</b>	<b>761,056,019</b>
<b>TOTAL LIABILITIES</b>	<b>719,262,844</b>	<b>998,566,163</b>
<b>TOTAL EQUITY AND LIABILITIES</b>	<b>1,557,354,209</b>	<b>1,734,552,595</b>
<b>Net Assets Value (NAV) per Share</b>	<b>104.76</b>	<b>92.00</b>

These financial statements were approved for issue by the Board of Directors on 13th October 2025 and signed on its behalf by:

  
Iruki Mwithali Kailemia  
Director

  
Tapan Chowdhury  
Director

# SQUARE PHARMACEUTICALS KENYA EPZ LTD.

## STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

For the year ended 30 June 2025

Particulars	Amount in KES	
	July'24 - June'25	July'23 - June'24
<b>Revenue</b>	<b>744,717,441</b>	<b>273,847,943</b>
Cost of Goods Sold	(495,107,343)	(347,339,572)
<b>Gross Profit/(Loss)</b>	<b>249,610,099</b>	<b>(73,491,629)</b>
Selling and Distribution Expenses	(4,067,320)	(3,211,818)
Administrative Expenses	(7,900,294)	(6,460,553)
Finance Cost	(135,639,286)	(150,479,256)
<b>Operating Expenses</b>	<b>(147,606,900)</b>	<b>(160,151,627)</b>
<b>Profit /(Loss) from Operations</b>	<b>102,003,199</b>	<b>(233,643,255)</b>
Exchange Loss on Term Loan	-	(21,172,243)
Foreign Exchange (Loss)/Gain, net	101,735	9,090,245
<b>Profit / (Loss) before tax</b>	<b>102,104,934</b>	<b>(245,725,253)</b>
Income Tax Expense	-	-
<b>Profit after tax for the year</b>	<b>102,104,934</b>	<b>(245,725,253)</b>
Other Comprehensive Income	-	-
<b>Total Comprehensive Income</b>	<b>102,104,934</b>	<b>(245,725,253)</b>
 Earnings per Share (EPS)	 <b>12.76</b>	 <b>(30.72)</b>

# SQUARE PHARMACEUTICALS KENYA EPZ LTD.

## STATEMENT OF CHANGES IN EQUITY

For the year ended 30 June 2025

Particulars	Share Capital	Share Money Deposit	Retained Earnings	Total
	KES	KES	KES	KES
<b>As At 01 July 2023</b>	<b>400,000,000</b>	<b>852,028,330</b>	<b>(270,316,645)</b>	<b>981,711,685</b>
Profit after Tax	-	-	(245,725,253)	(245,725,253)
Other Comprehensive Income	-	-	-	-
Transfer between Reserves	<b>400,000,000</b>	<b>(400,000,000)</b>	-	-
<b>As At 30 June 2024</b>	<b>800,000,000</b>	<b>452,028,330</b>	<b>(516,041,898)</b>	<b>735,986,432</b>
 <b>As At 01 July 2024</b>	 <b>800,000,000</b>	 <b>452,028,330</b>	 <b>(516,041,898)</b>	 <b>735,986,432</b>
Profit after Tax	-	-	102,104,934	102,104,934
Other Comprehensive Income	-	-	-	-
<b>As At 30 June 2025</b>	<b>800,000,000</b>	<b>452,028,330</b>	<b>(413,936,965)</b>	<b>838,091,366</b>

# SQUARE PHARMACEUTICALS KENYA EPZ LTD.

## STATEMENT OF CASH FLOWS

For the year ended 30 June 2025

Particulars	Amount in KES	
	July' 24 - June'25	July'23 - June'24
<b>Cash Flows from Operating Activities:</b>		
Receipts from Customers	695,567,799	281,073,960
Payments to Suppliers	(105,651,505)	(83,078,235)
Payments for Manufacturing and Operating Expenses	(138,184,644)	(168,938,460)
<b>Cash Generated from Operations</b>	<b>451,731,650</b>	<b>29,057,265</b>
Interest Paid	(135,639,286)	(150,479,256)
<b>Net Cash from Operating Activities</b>	<b>316,092,364</b>	<b>(121,421,991)</b>
<b>Cash Flows from Investing Activities:</b>		
Purchase of Property, Plant and Equipment	(26,303,379)	(51,316,307)
<b>Net Cash from/(Used in) Investing Activities</b>	<b>(26,303,379)</b>	<b>(51,316,307)</b>
<b>Cash Flows from Financing Activities:</b>		
Proceeds from Term Loan and Bank Overdraft	(297,450,398)	170,078,700
<b>Net Cash Used in Financing Activities</b>	<b>(297,450,398)</b>	<b>170,078,700</b>
<b>Net Increase/(Decrease) in Cash and Cash Equivalents</b>	<b>(7,661,413)</b>	<b>(2,659,598)</b>
Cash and Cash Equivalents at 01 July	8,196,617	1,765,970
Effect of Exchange Rate Fluctuations on Cash and Cash Equivalents	101,735	9,090,245
<b>Cash and Cash Equivalents at 30 June</b>	<b>636,939</b>	<b>8,196,617</b>
<b>Net Operating Cash Flow (NOCF) per Share</b>	<b>39.51</b>	<b>(15.18)</b>

# ANNUAL REPORT

Year ended 30 June 2025

## 2024-2025



## Subsidiary Profile

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- 154: Auditors' Report
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- 157: Statement of Profit or Loss and other Comprehensive Income
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# Square Lifesciences Ltd. Directors' Report

Year ended June 2025

The Board of Directors is pleased to present its Report for the financial year ended June 30, 2025, along with Audited Financial Statements and the Auditor's Report thereon in accordance with the Companies Act, 1994.

## Company Overview

Square Lifesciences Ltd. (SLL) has been incorporated on February 2020 and started its commercial production since July 2022. The state-of-the-art manufacturing plant of the company is located in Pabna, Bangladesh and it is engaged in manufacturing of generic pharmaceuticals products.

## Equity Structure

Square Lifesciences Ltd. (SLL) is a virtually wholly owned subsidiary of Square Pharmaceuticals PLC. (SPL), Bangladesh.

SPL holds 99.95% of the total paid-up capital of SLL and SLL is engaged in the business of manufacturing, marketing & distribution of pharmaceutical products, basic chemical products, and animal health products.

## Board of Directors

The Board of Directors consists of the following members:

Mr. Samuel S Chowdhury	Chairman
Mrs. Ratna Patra	Vice Chairman
Mr. Tapan Chowdhury	Director
Mr. Anjan Chowdhury	Director
Mr. Muhammadul Haque	Director

(Nominee of Square Pharmaceuticals PLC.)

Mr. Muhammadul Haque, Independent Director of Square Pharmaceuticals PLC. (holding company) represents as Nominee

To the Honorable Shareholders

Director in compliance with condition No. 2 of the Corporate Governance Code 2018 of Bangladesh Securities and Exchange Commission, Bangladesh.

## Operation & State of Affairs

We are delighted to share that (SLL) has been operating its state-of-the-art manufacturing facility at optimum capacity. The plant is equipped with the latest technology and modern machinery, enabling efficient production of high-quality pharmaceutical products that meet the most stringent international standards of quality and safety.

During the year, SLL continues expanding its geographical footprint beyond national boundaries. This reflects our growing capabilities and reinforces the global competitiveness of our products, setting the stage for sustained growth in international markets.

With Bangladesh's expanding population, rising health awareness, and increasing prevalence of chronic diseases, the demand for quality pharmaceuticals continues to strengthen. We remain confident in SLL's future potential and reaffirm our commitment to research and development, operational excellence, and strict regulatory compliance. These, together with our strategic growth initiatives, will ensure continued profitability and long-term value creation for our esteemed shareholders.

## Financial Performance

SLL continued to demonstrate resilience and growth amidst challenges posed by the country's recent economic turmoil.

Key financial highlights of SLL for the year ended 30 June 2025 are as follows:

#### Net Revenue

Net Revenue from operations grew by 52% to Tk. 1,661 crore in 2024-25 as against Tk. 1,092 crore of the previous year.

#### Net Profit

Net Profit after tax increased by 94% to Tk. 624 crore in 2024-25 from Tk. 322 crore in last year.

#### Operating Expenses

General operating expenses increased in line with the Company's business growth. Meanwhile, finance costs declined significantly as the Company continued to service its long-term loan punctually. With full repayment expected by next year, this will further enhance operating profit.

#### Retained Earnings

Retained Earnings reached Tk. 747 crore after the addition of current year's profit after tax of Tk. 624 crore where as last year it stood at Tk. 269 crore.

The board has not recommended any dividend for the year.

We believe SLL is well positioned to sustain its strong financial growth in the upcoming fiscal year, continuing to deliver value to its shareholders and stakeholders alike.

#### Statutory Auditors

M/s. Chowdhury Bhattacharjee & Co., Chartered Accountants, provided an unqualified audit opinion on financial statements for the year ended 30 June 2025.

They are retiring at this Annual General Meeting and being eligible has shown their willingness to be reappointed as Auditor for the year 2025-26.

#### Acknowledgement

The Board sincerely acknowledges the unwavering dedication of our team, the continued support of our shareholders, and the loyalty of our customers. It is your confidence in our company that inspires and drives us forward.



Samuel S Chowdhury  
 Chairman





## Independent Auditor's Report

To the Shareholders' of Square Lifesciences Ltd.

### Opinion

We have audited the accompanying Financial Statements of “**Square Lifesciences Ltd.**”, which comprises the Statement of Financial Position as at 30 June, 2025 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 Financial Statements prepared in accordance with International Financial Reporting Standards (IFRS), give a true and fair view of the state of the company's affairs as at 30 June, 2025 and of the results of its operations and its Cash Flows for the year then ended and comply with the Companies Act 1994 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 Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the International Ethics Standards Board for Accountants' Code of Ethics for Professional Accountants (IESBA Code) together with the ethical requirements that are relevant to our audit of the Financial Statements, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the IESBA Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

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

Management is responsible for the preparation and fair presentation of these Financial Statements in accordance with International Financial Reporting Standards (IFRSs), the Companies Act 1994 and other applicable laws and regulations. This responsibility includes: designing, implementing, and maintaining internal control relevant to the preparation and fair presentation of Financial Statements that are free from material misstatement, whether due to fraud or error; selecting and applying appropriate accounting policies; and making accounting estimates that are reasonable in the circumstances.

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 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 judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidences that is sufficient and appropriate to provide a basis for audit opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidences 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 evidences 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.

**Further to our opinion in the above paragraph, we state that:**

- We have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit and made due verification thereof;
- In our opinion, proper books of account as required by law have been kept by **"Square Lifesciences Ltd."** so far as it appeared from our examination of those books;
- The Company's Statement of Financial Position, Statement of Profit or Loss and Other Comprehensive Income, Statement of Changes in Equity and its Statement of Cash Flows dealt with by the report are in agreement with the books of account; and
- The expenditure incurred was for the purpose of the Company's business.

Saptam Biswas, FCA  
Partner  
Enrollment No: 1615  
Chowdhury Bhattacharjee & Co.  
Chartered Accountants  
DVC: 2510141615AS331138

Place: Dhaka  
Date: 14 October, 2025

# SQUARE LIFESCIENCES LTD.

## STATEMENT OF FINANCIAL POSITION AS AT 30 JUNE 2025

Particulars	Amount in Taka	
	30 June 2025	30 June 2024
<b>ASSETS</b>		
<b>Non-Current Assets :</b>		
Property, Plant and Equipment	2,642,771,561	2,782,752,585
Investment in marketable securities	573,598,175	290,690,000
Deferred Tax Asset	17,088,244	6,668,026
	<b>3,233,457,980</b>	<b>3,080,110,611</b>
<b>Current Assets :</b>		
Inventories	1,881,424,434	1,709,426,768
Trade and Other Receivables	7,820,771,133	2,061,802,858
Advance , Deposits and Prepayments	244,107,423	125,301,052
Cash and Cash Equivalents	263,219,009	52,043,941
	<b>10,209,521,999</b>	<b>3,948,574,619</b>
<b>TOTAL ASSETS</b>	<b>13,442,979,979</b>	<b>7,028,685,230</b>
<b>EQUITY AND LIABILITIES</b>		
<b>EQUITY:</b>		
Share Capital	1,000,000,000	1,000,000,000
Tax Exemption Reserve	2,415,363,710	951,987,606
Fair Value Reserve	(4,842,056)	(4,069,073)
Retained Earnings	7,466,135,591	2,689,037,627
<b>TOTAL EQUITY</b>	<b>10,876,657,245</b>	<b>4,636,956,160</b>
<b>LIABILITIES:</b>		
<b>Non-Current Liabilities:</b>		
Term Loan-Non Current Portion	200,000,000	600,000,000
	<b>200,000,000</b>	<b>600,000,000</b>
<b>Current Liabilities:</b>		
Term Loan-Current Portion	400,000,000	400,000,000
Trade Payables	1,173,183,399	878,253,448
Other Payables	651,987,579	513,375,622
Current Tax Liabilities	141,051,756	-
Accrued Expenses	100,000	100,000
	<b>2,366,322,734</b>	<b>1,791,729,070</b>
<b>TOTAL LIABILITIES</b>	<b>2,566,322,734</b>	<b>2,391,729,070</b>
<b>TOTAL EQUITY AND LIABILITIES</b>	<b>13,442,979,979</b>	<b>7,028,685,230</b>

Signed as per annexed report of even date.

Samuel S Chowdhury  
Chairman

Tapan Chowdhury  
Director

Mohammad Ashrafur Rahman  
Company Secretary

Saptam Biswas, FCA  
Enrollment No: 1615  
Partner

Chowdhury Bhattacharjee & Co.

(Chartered Accountants)

DVC: 2510141615AS331138

Place: Dhaka  
Date: 14 October, 2025

# SQUARE LIFESCIENCES LTD.

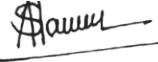
## STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME FOR THE YEAR ENDED 30 JUNE 2025

Particulars	Amount in Taka	
	July' 24 - June' 25	July' 23 - June' 24
<b>Net Revenue</b>	<b>16,605,058,658</b>	<b>10,920,595,189</b>
Cost of Goods Sold	(6,182,873,972)	(5,076,595,470)
<b>Gross Profit</b>	<b>10,422,184,686</b>	<b>5,843,999,719</b>
Selling and Distribution Expenses	(3,424,683,615)	(2,248,541,089)
Administrative Expenses	(2,680,111)	(563,178)
Finance Cost	(89,141,950)	(118,032,366)
<b>Operating Expenses</b>	<b>(3,516,505,676)</b>	<b>(2,367,136,633)</b>
<b>Profit Before Other Operating Income</b>	<b>6,905,679,010</b>	<b>3,476,863,086</b>
Other Operating Income	260,002	271,150
<b>Profit From Operation</b>	<b>6,905,939,012</b>	<b>3,477,134,236</b>
Income from Investment	26,503,450	3,295,000
<b>Profit before contribution to WPPF &amp; WWF</b>	<b>6,932,442,462</b>	<b>3,480,429,236</b>
Contribution to WPPF & WWF	(330,116,308)	(165,734,726)
<b>Profit before Tax</b>	<b>6,602,326,154</b>	<b>3,314,694,510</b>
Current Tax (Expense)	(372,135,895)	(94,437,720)
Deferred Tax (Expense)/Income	10,283,809	2,017,129
<b>Income Tax Expenses</b>	<b>(361,852,086)</b>	<b>(92,420,591)</b>
<b>Profit after Tax</b>	<b>6,240,474,068</b>	<b>3,222,273,919</b>
Unrealised Gain/(Loss) on Marketable Securities	(909,392)	(4,787,145)
Deferred Tax (Expense)/Income	136,409	718,072
<b>Other Comprehensive Income</b>	<b>(772,983)</b>	<b>(4,069,073)</b>
<b>Total Comprehensive Income</b>	<b>6,239,701,085</b>	<b>3,218,204,846</b>

Signed as per annexed report of even date.

  
**Samuel S Chowdhury**  
Chairman

  
**Tapan Chowdhury**  
Director

  
**Mohammad Ashrafur Rahman**  
Company Secretary

  
**Saptam Biswas, FCA**  
Enrollment No: 1615  
Partner  
**Chowdhury Bhattacharjee & Co.**  
(Chartered Accountants)  
DVC: 2510141615AS331138

Place: Dhaka  
Date: 14 October, 2025

# SQUARE LIFESCIENCES LTD.

## STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 30 JUNE 2025

Particulars	Share Capital	Tax Exemption Reserve	Fair Value Reserve	Retained Earnings	Total
	Taka	Taka	Taka	Taka	Taka
<b>As at 01 July 2024</b>	<b>1,000,000,000</b>	<b>951,987,606</b>	<b>(4,069,073)</b>	<b>2,689,037,627</b>	<b>4,636,956,160</b>
Net Profit after Tax	-	-	-	6,240,474,068	6,240,474,068
Tax Exemption Reserve	-	1,463,376,104	-	(1,463,376,104)	-
Other Comprehensive Income	-	-	(772,983)	-	(772,983)
<b>As at 30 June 2025</b>	<b>1,000,000,000</b>	<b>2,415,363,710</b>	<b>(4,842,056)</b>	<b>7,466,135,591</b>	<b>10,876,657,245</b>

## FOR THE PERIOD ENDED 30 JUNE 2024

Particulars	Share Capital	Tax Exemption Reserve	Fair Value Reserve	Retained Earnings	Total
	Taka	Taka	Taka	Taka	Taka
<b>As at 01 July 2023</b>	<b>1,000,000,000</b>	<b>133,465,613</b>	-	<b>285,285,701</b>	<b>1,418,751,314</b>
Net Profit after Tax	-	-	-	3,222,273,919	3,222,273,919
Tax Exemption Reserve	-	818,521,993	-	(818,521,993)	-
Other Comprehensive Income	-	-	(4,069,073)	-	(4,069,073)
<b>As at 30 June 2024</b>	<b>1,000,000,000</b>	<b>951,987,606</b>	<b>(4,069,073)</b>	<b>2,689,037,627</b>	<b>4,636,956,160</b>

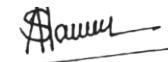
Signed as per annexed report of even date.



Samuel S Chowdhury  
Chairman



Tapan Chowdhury  
Director



Mohammad Ashrafur Rahman  
Company Secretary



Saptam Biswas, FCA  
Enrollment No: 1615  
Partner

**Chowdhury Bhattacharjee & Co.**  
(Chartered Accountants)  
DVC: 2510141615AS331138

Place: Dhaka  
Date: 14 October, 2025

# SQUARE LIFESCIENCES LTD.

## STATEMENT OF CASH FLOWS FOR THE YEAR ENDED 30 JUNE 2025

Particulars	Amount in Taka	
	July' 24 - June'25	July'23 - June'24
<b>Cash Flows from Operating Activities:</b>		
Received from Customers	13,907,842,014	9,045,969,738
Payments to Suppliers	(4,742,528,078)	(2,883,847,851)
Payments for Manufacturing and Operating Expenses	(4,383,656,443)	(3,104,028,734)
Payment of Value Added Tax	(3,194,951,667)	(1,838,194,271)
<b>Cash Generated from Operation</b>	<b>1,586,705,826</b>	<b>1,219,898,882</b>
Payment of Income Tax	(216,345,682)	(94,043,359)
Interest Paid	(100,893,267)	(120,173,643)
Payment of WPPF & WWF	(165,734,726)	(24,715,854)
<b>Net Cash from Operating Activities</b>	<b>1,103,732,151</b>	<b>980,966,026</b>
<b>Cash Flows from Investing Activities:</b>		
Purchase of Property, Plant and Equipment	(235,566,158)	(174,670,992)
Investment in Marketable Securities	(283,817,566)	(295,477,145)
Dividends Received	26,503,450	3,295,000
<b>Net Cash used in Investing Activities</b>	<b>(492,880,274)</b>	<b>(466,853,137)</b>
<b>Cash Flows from Financing Activities:</b>		
Payment of Long Term Loan	(400,000,000)	(500,000,000)
<b>Net Cash Used in Financing Activities</b>	<b>(400,000,000)</b>	<b>(500,000,000)</b>
<b>Net Increase /(Decrease) in Cash and Cash Equivalents</b>	<b>210,851,877</b>	<b>14,112,889</b>
Cash and Cash Equivalents as at 01 July	52,043,941	37,659,902
Effect of Exchange Rate Fluctuations on Cash and Cash Equivalents	323,191	271,150
<b>Cash and Cash Equivalents as at 30 June</b>	<b>263,219,009</b>	<b>52,043,941</b>

Signed as per annexed report of even date.

  
Samuel S Chowdhury  
Chairman

Place: Dhaka  
Date: 14 October, 2025

  
Tapan Chowdhury  
Director

  
Mohammad Ashrafur Rahman  
Company Secretary

  
Saptam Biswas, FCA  
Enrollment No: 1615  
Partner  
Chowdhury Bhattacharjee & Co.  
(Chartered Accountants)  
DVC: 2510141615AS331138

# ANNUAL REPORT

Year ended 30 June 2025

## 2024-2025

## Subsidiary Profile

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## Samson Pharma Inc., Philippines Directors' Report

Year ended June 2025

To the Honorable  
Shareholders

Samson Pharma Inc., Philippines incorporated as a pharmaceuticals manufacturing company under the Revised Corporation Code of the Philippines (Republic Act No. 11232), regulated by the Securities and Exchange Commission (SEC) as a private corporation limited by shares on 20<sup>th</sup> September 2023 as a subsidiary of Square Pharmaceuticals PLC., with a nominal share capital of Peso 14,000,000 (equivalent to divided into 140,000 shares of Peso 100 each.

The registered office of Samson Pharma Inc. is situated Quezon City, Second District, National Capital Region (NCR), Philippines

### Shareholding

Square Pharmaceuticals PLC. (SPL), Dhaka, Bangladesh holds 139,998 ordinary shares out of 140,000 ordinary shares almost 99.99%.

### Board of Directors

The Board of Director of Samson Pharma Inc. consists of the following 3 members who all are nominees of Square Pharmaceuticals PLC., Dhaka, Bangladesh:

Mr. Jабед Hossain	- President
Mr. Peter II S. Castillo	- Director
Mr. Tapan Chowdhury (Nominee of SPL)	- Director

### Implementation

Initial estimated total project cost is Peso 56.44 million with a working capital requirement of 84.66 million.

The project cost will be financed by following:

Equity Investment - Peso	56.44 million
Loan finance	- Peso 84.66 million

The Company received license to operate on 4<sup>th</sup> November, 2025 from the Department of Health, Food and Drug Administration, Philippines.

### Financial Statement

The Company's accounting year will end on 30 June each year. The Auditors Report on the Financial Statement for the year ended June 2025 is placed herewith.

### Independent Auditor

Messrs. Jennalyn S. Ang, Certified Public Accountants (Philippines) have expressed their willingness to continue in office in accordance with Sections 177-178 of the Revised Corporation Code of the Philippines.

### Acknowledgement

The Directors record with appreciation support, services and co-operation rendered by all concern.



Jабед Hossain  
President

# JENNALYN S. ANG, CPA

62 ML Quezon St. Brgy. Kay-butu Tanay, Rizal

Contact Number 0975-240-2394

E-mail Address: jennalynsantosang@gmail.com / jennalyndgsantos@gmail.com

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## INDEPENDENT AUDITOR'S REPORT

### **The Stockholders and the Board of Directors SAMSON PHARMA INC.**

(Operating Under the Name of Samson Pharma)  
Unit 911, Avida Capital House 9th Avenue corner 34th Avenue, St.  
BGC. Taguig City

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

#### **Opinion**

I have audited the accompanying financial statements of SAMSON PHARMA INC. (Operating Under the Name of Samson Pharma), which comprise the statement of financial position for the fiscal years ended June 30, 2025 and 2024, and the statement of income, statement of changes in equity and statement of cash flows for the fiscal years then ended, and notes to financial statements, including a summary of significant accounting policies and other explanatory information.

In my opinion, the accompanying financial statements present fairly, in all material respects, the financial position of the Company for the fiscal years ended June 30, 2025 and 2024 and its financial performance and its cash flows for the fiscal years then ended in accordance with Philippine Financial Reporting Standards for Small Entities (PFRS for SEs).

#### **Basis for Opinion**

I have conducted my audit in accordance with Philippine Standards on Auditing (PSAs). My responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of my report. I am independent of the Company in accordance with the ethical requirements that are relevant to my audit of the financial statements in the Philippines, the Code of Ethics for Professional Accountants in the Philippines, and I have fulfilled my other ethical responsibilities in accordance with these requirements. I believe that the audit evidence I have obtained is sufficient and appropriate to provide a basis for my opinion.

#### **Other Matter**

The financial statement of the Company as at and for the fiscal years ended June 30, 2024 and 2023 was audited by another auditor who expressed an unmodified opinion on those financial statements on May 15, 2025.

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

Management is responsible for the preparation and fair presentation of the financial statements in accordance with PFRS for SEs, 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**

My 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 my opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with PSAs 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 PSAs, I exercise professional judgment and maintain professional skepticism throughout the audit. I 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 my 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 I conclude that a material uncertainty exists, I am required to draw attention in my auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify my opinion. My conclusions are based on the audit evidence obtained up to the date of my 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.

I 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 I identify during my audit.

**Report on the Supplementary Information Required Under Revenue Regulations No. 15-2010**

My audits were conducted for the purpose of forming an opinion on the basic financial statement taken as a whole. The supplementary information required under Revenue Regulation 15-2010 to the financial statements is presented for purposes of filing with Bureau of Internal Revenue and is not a required part of the basic financial statements. Such information is the responsibility of the management of the Company. The information has been subjected to the auditing procedures applied in my audit of the basic financial statements. In my opinion, the information is fairly stated, in all material respects, in relation to the basic financial statement taken as a whole.

  
**JENNALYN S. ANG**

Certified Public Accountant

CPA Certification No. 162764

Tax Identification No. 476-190-293-000

BOA Accreditation No. 8580, issued on January 1, 2023; valid until December 31, 2025

BIR Accreditation No. 07-100553-001-2022 issued on December 14, 2022; valid until December 14, 2025

PTR No. 23040708 - January 2, 2025, Tanay, Rizal

October 21, 2025

Tanay, Rizal



# SAMSON PHARMA INC., PHILIPPINES

(Operating Under the Name of Samson Pharma)

## STATEMENT OF FINANCIAL POSITION

As at 30 June 2025

Particulars	Amount in Peso	
	30 June 2025	30 June 2024
<b>ASSETS</b>		
<b>Non-current Assets</b>		
Property, Plant & Equipment	316,350	-
	<b>316,350</b>	<b>-</b>
<b>Current Assets</b>		
Advances and Deposits	174,396	-
Cash & Cash Equivalents	25,042,602	27,643,010
	<b>25,216,998</b>	<b>27,643,010</b>
<b>TOTAL ASSETS</b>	<b>25,533,348</b>	<b>27,643,010</b>
<b>EQUITY &amp; LIABILITIES</b>		
<b>Shareholder's Equity</b>		
Share Capital	14,000,000	14,000,000
Retained Earnings	(2,109,662)	-
	<b>11,890,338</b>	<b>14,000,000</b>
<b>Current Liabilities</b>		
Advances from stockholders	13,643,010	13,643,010
	<b>13,643,010</b>	<b>13,643,010</b>
<b>TOTAL EQUITY &amp; LIABILITIES</b>	<b>25,533,348</b>	<b>27,643,010</b>



JABED HOSSAIN  
President



RAEANNE S. BANGIT  
Treasurer

Signed this 21st day of October 2025

# SAMSON PHARMA INC., PHILIPPINES

## STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

For the quarter ended 30 June 2025

Particulars	Amount in Peso	
	July' 24 - June'25	July'23 - June'24
<b>Revenue</b>	-	-
Cost of Goods Sold	-	-
<b>Gross Profit/(Loss)</b>	-	-
Administrative Expenses	(2,109,662)	-
<b>Profit / (Loss) from Operations</b>	(2,109,662)	-
Foreign Exchange (Loss)/Gain, net	-	-
<b>Profit / (Loss) before tax</b>	(2,109,662)	-
Income Tax Expense	-	-
<b>Profit after tax for the year</b>	(2,109,662)	-
Other Comprehensive Income	-	-
<b>Total Comprehensive Income</b>	(2,109,662)	-

# SAMSON PHARMA INC., PHILIPPINES

## STATEMENT OF CHANGES IN EQUITY

For the period ended on 30 June 2025

Particulars	Share Capital	Retained Earnings	Total
	Peso	Peso	
<b>Balance as at 01 July 2023</b>	14,000,000	-	<b>14,000,000</b>
Net profit after tax	-	-	-
Other comprehensive income	-	-	-
<b>Balance as at 30 June 2024</b>	<b>14,000,000</b>	-	<b>14,000,000</b>
<b>Balance as at 01 July 2024</b>	14,000,000	-	<b>14,000,000</b>
Net profit after tax	-	(2,109,662)	(2,109,662)
Other comprehensive income	-	-	-
<b>Balance as at 30 June 2025</b>	<b>14,000,000</b>	<b>(2,109,662)</b>	<b>11,890,338</b>

# SAMSON PHARMA INC., PHILIPPINES

## STATEMENT OF CASH FLOWS

For the period ended on 30 June 2025

Particulars	Amount in Peso	
	July' 24 - June'25	July'23 - June'24
<b>Cash Flows from Operating Activities:</b>		
Receipts from Customers	-	-
Payments for Operating Expenses	(2,248,908)	-
<b>Cash generated from operations</b>	<b>(2,248,908)</b>	-
Bank interest Paid	-	-
<b>Net cash flows from operating activities</b>	<b>(2,248,908)</b>	-
<b>Cash Flows from Investing Activities:</b>		
Purchase of property, plant and equipment	(351,500)	-
<b>Net cash flows from investing activities</b>	<b>(351,500)</b>	-
<b>Cash Flows from Financing Activities:</b>		
Advances from Shareholders	-	13,643,010
Capital Stock - PHP 100.00 par value	-	14,000,000
<b>Net cash flows from financing activities</b>	<b>-</b>	<b>27,643,010</b>
<b>Net changes in cash &amp; cash equivalents</b>	<b>(2,600,408)</b>	<b>27,643,010</b>
Net decrease (-)/ increase of Ex. Rate changes on cash	-	-
<b>Cash and Cash Equivalents at 01 July</b>	<b>27,643,010</b>	-
<b>Cash and Cash Equivalents at 30 June</b>	<b>25,042,602</b>	<b>27,643,010</b>



## Unclaimed/unsettled dividend 1995-2024

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

The status of unclaimed or unsettled cash dividends from 1995 until 2024.

A. Dividend for the year From 1995 to 2021 deposited to the Capital Market Stabilization (CMS) Fund as instructed by the Bangladesh Securities and Exchange Commission:

For the Years	Amount in Taka
1994-1995 (Dividend Returned)	34,624.00
1995-1996 (Dividend Returned)	48,490.00
1996-1997 (Dividend Returned)	173,495.00
1997-1998 (Dividend Returned)	1,026,033.75
1998-1999 (Dividend Returned)	662,640.00
1999-2000 (Dividend Returned)	749,580.00
2000-2001 (Dividend Returned)	594,455.00
2001-2002 (Dividend Returned)	1,701,675.00
2002-2003 (Dividend Returned)	735,210.00
2003-2004 (Dividend Returned)	1,535,834.55
2004-2005 (Dividend Returned)	1,694,586.17
2005-2006 (Dividend Returned)	2,895,237.93
2006-2007 (Dividend Returned)	2,250,065.00
2007-2008 (Dividend Returned)	7,160,156.95
2008-2009 (Dividend Returned)	10,177,521.55
2009-2010 (Dividend Returned)	5,985,621.27
2010-2011 (Dividend Returned)	7,991,400.50
2011-2012 (Dividend Returned)	5,307,850.75
2012-2013 (Dividend Returned)	12,442,557.14
2013-2014 (Dividend Returned)	16,406,991.45
2014-2015 (Dividend Returned)	10,845,551.22
2015-2016 (Dividend Returned)	8,993,482.35
2016-2017 (Dividend Returned)	8,069,292.27
2017-2018 (Dividend Returned)	13,296,080.16
2018-2019 (Dividend Returned)	15,200,884.68
2019-2020 (Dividend Returned)	22,795,290.15
2020-2021 (Dividend Returned)	27,425,773.80
Unspecified - not returned/not been cashed for 1995-2021.	195,335,804.31
<b>Total</b>	<b>381,536,184.95</b>

B. Dividends for the last 3 years from 2022 to 2024 lying in the Company:

For the Years	Amount in Taka
2021-2022 (Dividend Returned)	39,830,421.00
2022-2023 (Dividend Returned)	49,101,578.15
2023-2024 (Dividend Returned)	45,312,652.20
Unspecified - not returned/not been cashed for 2022-2024.	99,200,354.65
<b>Total</b>	<b>233,445,006.00</b>

Square Pharmaceuticals PLC.



# SQUARE PHARMACEUTICALS PLC.

Square Centre, 48, Mohakhali Commercial Area  
Dhaka-1212

## PROXY FORM

I/We \_\_\_\_\_

of \_\_\_\_\_

being a Member of Square Pharmaceuticals PLC., do hereby appoint

Mr./Mrs./Miss \_\_\_\_\_

of \_\_\_\_\_

as my/our proxy to attend and vote for me/us on my/our behalf at the **59<sup>th</sup> Annual General Meeting** of the Company to be held on **Monday the 15<sup>th</sup> December, 2025** at 10:00 a.m. under virtual platform through the link <https://agmbd.live/squarepharma2025>.

As witness my hand this day of \_\_\_\_\_ 2025.

---

Signature of the Proxy

Dated:

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Signature of the Member

Dated:

Folio/BOID

--	--	--	--	--	--	--	--	--	--	--	--	--	--

Note: A member entitled to attend and vote at the Annual General Meeting may appoint a proxy to attend and vote in his/her stead. The proxy form should reach the Registered Office of the Company not less than 48 hours before the time fixed for the meeting.

Affix Revenue Stamp
---------------------------

Signature Verified

Authorized Signatory  
Square Pharmaceuticals PLC.

କ୍ଷୟାର ଫାର୍ମାସିଓଟିକ୍ୟାଲସ୍ ପିଏଲସି.

ক্ষয়ার সেন্টার, ৪৮ মহাখালী বাণিজ্যিক এলাকা, ঢাকা-১২১২

## ପ୍ରକ୍ରିୟା ଫଳ

আমি/আমরা

ঠিকানা

ক্ষয়ার ফার্মসিউটিক্যালস পিএলসি. এর সদস্য হিসেবে

জনাব/জনাৰা

ଟିକାନା

আমরা/আমাদের প্রতিনিধি হিসেবে আগামী রোজ সোমবার, ১৫ই ডিসেম্বর, ২০২৫ সকাল ১০.০০ ঘটিকায় ভার্চুয়াল প্লাটফর্মের অধিনে <https://agmbd.live/squarepharma2025> লিঙ্ক এর মাধ্যমে অনুষ্ঠিত ক্যোম্পানীর ৯৫তম বার্ষিক সাধারণ সভায় এবং এর মূলতবী সভায় আমরা/আমাদের পক্ষে উপস্থিত থাকিবার এবং ভোট প্রদান করিবার জন্য নিয়ন্ত করিলাম।

স্বাক্ষ্য হিসেবে অদ্য \_\_\_\_\_, ২০২৫ তারিখে আমি/আমরা এই দলিলে সংজ্ঞানে স্বাক্ষর কৰিলাম।

## প্রতিনিধির স্বাক্ষর

ତାରିଖ୍ୟ

সদস্যের স্বাক্ষর

ତାରିଖଃ

ফলিও/বিড়ালিটি ভস্তু

বিং দ্রঃ বার্ষিক সাধারণ সভায় যোগদানের অধিকারী শেয়ার হোল্ডার তার পরিবর্তে বার্ষিক সাধারণ সভায় যোগদানের জন্য একজন প্রক্রিয়া নিয়োগ করিতে পারেন। প্রক্রিয়া ফরম যথাযথ পরামর্শের পর সভা অন্তর্ভুক্ত হওয়ার ৪৮ ঘণ্টা পর্বে কোম্পানীর রেজিস্টার্ড অফিসে জমা দিতে হইবে।

## ରାଜସ୍ବ ସ୍ଟ୍ୟାମ୍ପ ସଂସ୍କରଣ କରନ୍ତି

## স্বাক্ষর পরীক্ষিত

## ଅନୁମୋଦନକାରୀର ସ୍ଵାକ୍ଷର କ୍ଷୟାର ଫାର୍ମ୍‌ସିଉଟିକ୍ୟାଲସ ପିଏଲସି.

## CORPORATE INFORMATION

❖ **Date of Incorporation**  
10 November 1964

❖ **Authorized Capital**  
BDT 10,000 million

❖ **Paid-up Capital**  
BDT 8,864.51 million

❖ **Registered Office**  
Square Centre  
48, Mohakhali C.A.  
Dhaka-1212  
Bangladesh

❖ **Factories**  
Pabna Unit  
Square Road, Salgaria, Pabna  
Bangladesh

Dhaka Unit  
Board Ghar Bazar, Kaliakoir  
Gazipur  
Bangladesh

❖ **Listing**  
Dhaka Stock Exchange PLC.  
Chittagong Stock Exchange PLC.

❖ **Subsidiary Companies**  
Square Pharmaceuticals Kenya EPZ Ltd.  
Square Lifesciences Ltd.  
Samson Pharma Inc., Philippines

❖ **Associate Companies**  
Square Textiles PLC.  
Square Fashions Ltd.  
Square Hospitals Ltd.

❖ **Phone**  
880-2-8833047-56, 02222295007-16  
Ext-229, 585 (Company Affairs)

❖ **Website**  
[www.squarepharma.com.bd](http://www.squarepharma.com.bd)

❖ **Email**  
[cs@squaregroup.com](mailto:cs@squaregroup.com)

## CORPORATE COMPLIANCE



**2023-2024**  
the financial year

**Dividend Recommended**  
23 October 2024, 110% (cash)

**Record Date for 58th AGM**  
21 November 2024

**58th Annual General Meeting**  
18 December 2024

**Dividend Issued**  
15 January 2025



**2024-2025**  
the financial year

✓ **Publication of 1<sup>st</sup> Qtr. Financial Report**  
14 November 2024

✓ **Publication of 2<sup>nd</sup> Qtr. Financial Report**  
30 January 2025

✓ **Publication of 3<sup>rd</sup> Qtr. Financial Report**  
29 April 2025

✓ **Transfer of Unclaimed/Unsettled Cash Dividend 2021 to CMS Fund**  
04 May 2025

✓ **Dividend Recommended**  
22 October 2025, 120% (cash)

✓ **Audited Financial Report to BSEC, DSE and CSE**  
10 November 2025

✓ **Record Date for 59th AGM**  
16 November 2025

✓ **Notice of 59th AGM**  
23 November 2025

✓ **59th Annual General Meeting**  
15 December 2025

✓ **Dividend Payable**  
By 13 January 2025



2024-2025

# ANNUAL REPORT

Year Ended June, 2025



Registered Address

Corporate Headquarters  
Square Centre  
48 Mohakhali Commercial Area,  
Dhaka, Bangladesh  
Phone: +88-02-9859007, 8833047-56  
[www.squarepharma.com.bd](http://www.squarepharma.com.bd)