

# ANNUAL REPORT 2024-2025



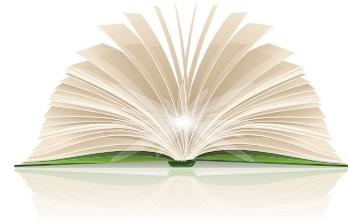
**NATIONAL FEED MILL LIMITED**

# **ANNUAL REPORT**

## **2024-2025**



**NATIONAL FEED MILL LIMITED**



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# Transmittal Letter

To

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

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

Dear Sir(s),

We are pleased to enclose the notice of the 25th Annual General Meeting, a copy of the Annual Report together with the Audited Financial Statements, including Statement of Financial Position, Statement of Profit or Loss and Other Comprehensive Income, Statement of Changes in Equity and Statement of Cash Flows for the year ended June 30, 2025 along with the notes thereon of National Feed Mill Limited for your information and record.

It may be mentioned here that as per notification no. BSEC/CMRRCD/2006-158/208/ Admin/81, dated 20 June, 2018 issued by Bangladesh Securities and Exchange Commission, we are sending the Notice of Annual General Meeting and Annual Report along with Annual Audited Financial Statements to the valued Shareholders through e-mail addresses available in their Beneficial Owner (BO) accounts with the Central Depository System.

Sincerely Yours,

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

Md. Jahidul Islam,  
Acting Company Secretary

## NATIONAL FEED MILL LIMITED



# NATIONAL FEED MILL LIMITED

**Corporate Office:** House # 51, Road # 15, Sector # 03, Uttara, Dhaka-1230

Phone: +88-02-48950746 Fax:+88-02-58955257,

E-mail: general@nationalgroup-bd.com Website: www.nationalgroup-bd.com

## **Notice Of The 25<sup>th</sup> Annual General Meeting**

Notice is hereby given that the 25<sup>th</sup> (Twenty-Fifth) Annual General Meeting (AGM) of National Feed Mill Limited In Shaa Allah will be held on 01<sup>st</sup> March, 2026, at 11:30 a.m. on Factory Premises (Uzilab Sreepur, Gazipur, Bangladesh) by Hybrid System In Shaa Allah to transact the following business:

### AGENDA:

1. To receive, consider and adopt the Director's Report, the Audited Financial Statements for the year ended 30<sup>th</sup> June, 2025 and the Auditor's Report thereon;
2. To approve/Declare Dividend for the year ended 30<sup>th</sup> June, 2025, as recommended by the Board of Directors;
3. To elect /re-elect Directors as per terms of the relevant provision of the Articles of Association of the company;
4. To appoint Statutory Auditors and professionals for the compliance of corporate governance code for the year 2025-2026 and fix their remuneration;
5. To transact any other business with the permission of the Chair.

Dated: Dhaka  
23<sup>rd</sup> February, 2026

By Order of the Board  
**Sd/-**  
**Md. Jahidul Islam**  
Acting Company Secretary

### Notes:

1. February 23<sup>rd</sup>, 2026 is scheduled as Record Date for the Company's 25<sup>th</sup> AGM. Shareholder's Name appearing in the Register of Member of the Company on the Record Date will be eligible to attend the AGM, vote on agenda and entitled to receive the dividend In Shaa Allah.
3. Pursuant to the Bangladesh Securities and Exchange Commission's Order Nos. SEC/SRMIC/94-231/25 dated 08 July 2020 and SEC/SRMIC/94-231/91 dated 31 March 2021, the AGM will be conducted through Hybrid System.
4. The Members 'In Shaa Allah' will be able to submit their questions/comments and vote electronically 24 hours before commencement of the AGM and during the AGM. For logging in to the system, the Members need to put their 16-digit Beneficial Owner (BO) ID number and other credential as proof of their identity by visiting the link <https://nfml2025.hybridagmbd.net>
5. Pursuant to the Bangladesh Securities and Exchange Commission (BSEC) Notification No. BSEC/CMRRCD/2006-158/208/Admin/81 dated 20 June 2018, the soft copy of the Annual Report 2024-2025 "In Shaa Allah" will be sent to the email addresses of the Members available in their Beneficial Owner (BO) accounts maintained with the Depository. The Members are requested to update their email addresses through their respective Depository Participant (DP). The soft copy of the Annual Report 2024-2025 also "In shaa Allah" will be available on the Company's website at: [www.nationalgroup-bd.com](http://www.nationalgroup-bd.com)
6. A Shareholder 'In Shaa Allah' eligible to attend and vote at the AGM may appoint a Proxy to attend and vote on his/her behalf. The Proxy Form duly filled, signed and stamped must be deposited at the Corporate Office of the company not later than 48 hours before the AGM.

## NATIONAL FEED MILL LIMITED

# Corporate Profile

Registered Name	:	National Feed Mill Limited
Legal Status	:	Public Limited Company
Date of Incorporation	:	22 <sup>nd</sup> December, 1999
Business	:	Poultry Feed, Fish Feed & Cattle feed Manufacturing.
Production Capacity	:	86,400 (M. Ton) Per Annum
Chairman	:	Farida Jahan Babul
Managing Director	:	Akther Hossain Babul
Chairman of Audit Committee	:	Md. Mujahidul Islam
Chairman of NRC Committee	:	Md. Siddiqur Rahman
Acting Chief Financial Officer	:	Md. Anower Hossain
Acting Company Secretary	:	Md. Jahidul Islam
Authorized Capital	:	2000 Million
Paid up Capital	:	Taka 933.61 Million
Date of Listing with DSE	:	6 <sup>th</sup> January, 2015
Date of Listing with CSE	:	15 <sup>th</sup> December, 2014
Auditors	:	M/s. Islam QuziShafique& Co, Chartered Accountant, Al-Haj Shamsuddin Mansion, 4 <sup>th</sup> Floor, Room # C, 17 New Eskaton Road, Mogbazar, Dhaka-1000.
Lead Bankers	:	Bank Asia Ltd., Social Islami Bank Ltd., Meghna Bank Ltd.
Corporate Office	:	House # 1/A, Level #3 , Road # 02, Sector # 03, Uttara, Dhaka- 1230, Phone:+88-02-48950746, Fax : +88-02-58955257
Registered & Factory Address	:	Baniarchala, Memberbari, Bhabanipur, Gazipur,Bangladesh
Email	:	general@nationalgroup-bd.com
Website	:	www.nationalgroup-bd.com

# Factory Highlights



## NATIONAL FEED MILL LIMITED



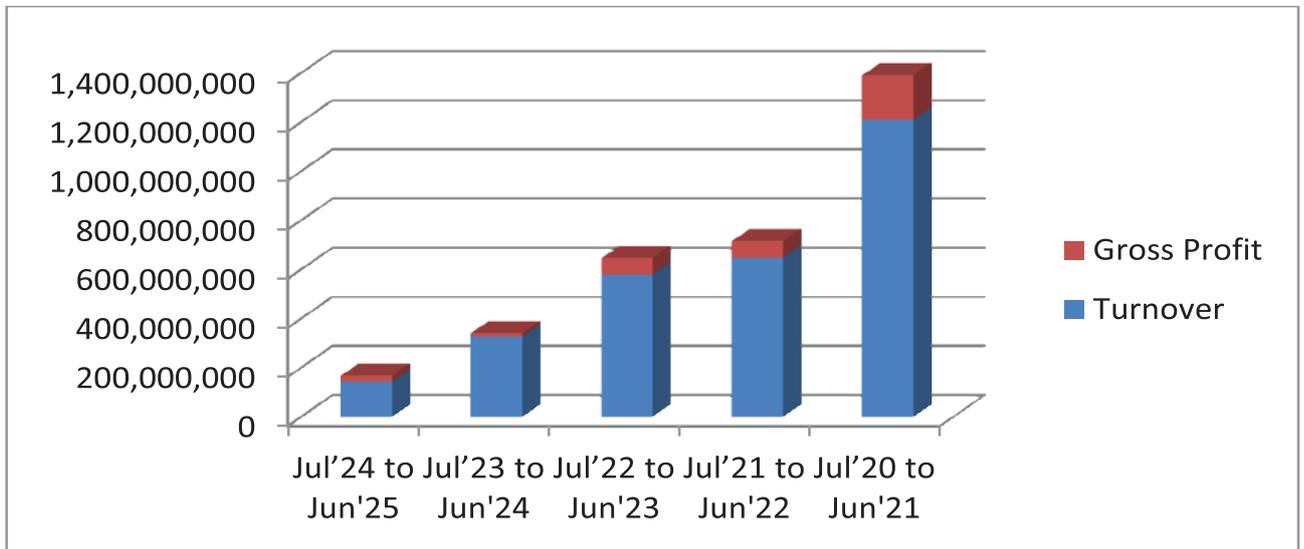
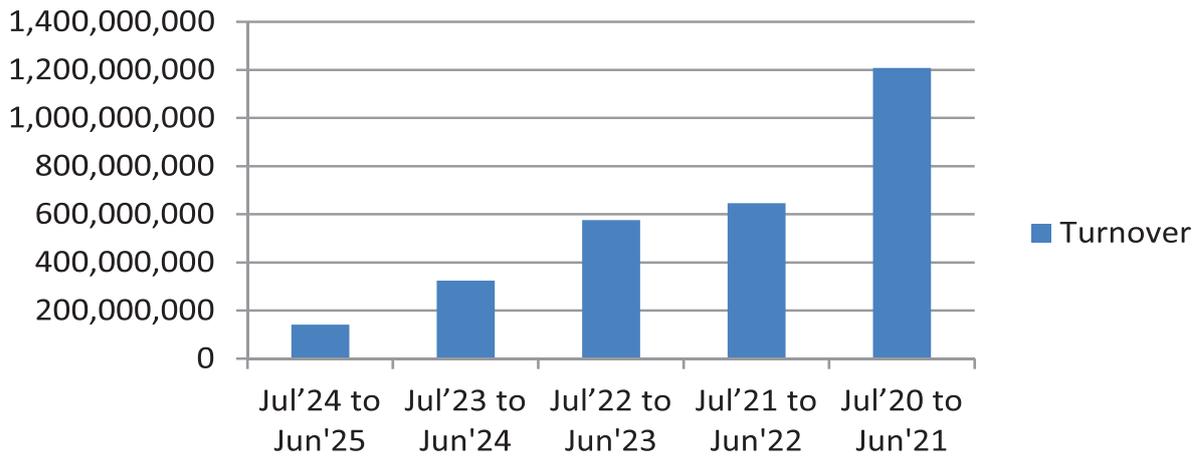
# Five Years Financial Summary

Operational Result	Jul'24 to Jun'25	Jul'23 to Jun'24	Jul'22 to Jun'23	Jul'21 to Jun'22	Jul'20 to Jun'21
Turnover	141,441,874	324,803,808	576,624,723	645,628,451	1,207,557,628
Gross Profit	25,598,261	14,489,872	69,507,088	69,297,574	182,201,641
Profit from Operation	16,684,810	(5,691,615)	49,135,677	51,415,922	64,954,053
Net Profit Before Tax	(7,843,144)	(66,719,139)	3,338,053	9,940,560	19,503,958
Net Profit After Tax	2,354,266	(66,563,544)	1,874,805	7,656,743	16,804,050
Net Cash Flow from Operation	11,257,266	11,250,232	27,312,933	8,157,659	48,083,079

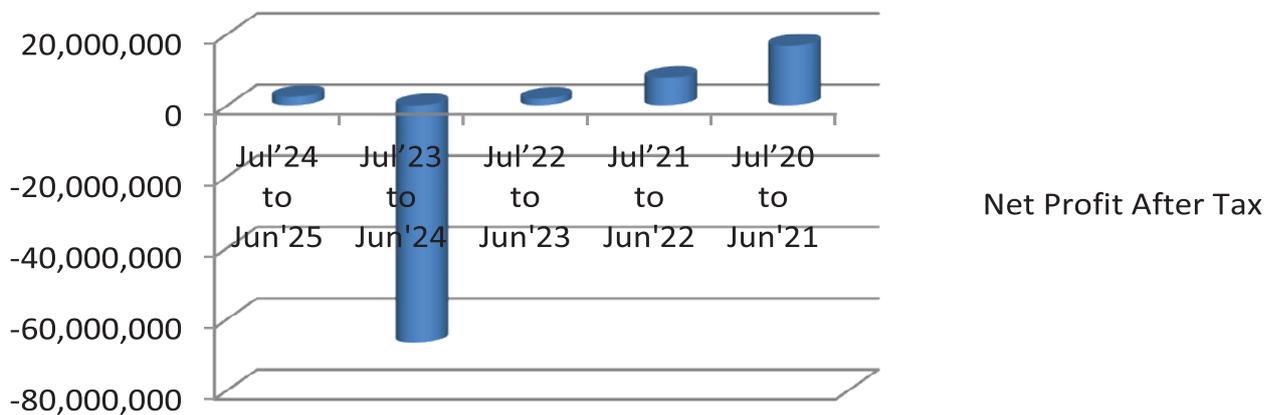
Financial Position	Jul'24 to Jun'25	Jul'23 to Jun'24	Jul'22 to Jun'23	Jul'21 to Jun'22	Jul'20 to Jun'21
Non-Current Assets	289,444,078	295,811,202	307,782,785	319,053,356	339,988,221
Current Assets	1,474,918,877	1,477,308,270	1,500,608,346	1,469,396,594	1,437,810,600
Share Holders Equity	1035783,740	1,033,429,475	1,099,993,019	1,104,616,155	1,097,417,190
Long Term Liability	385,268,643	376,161,341	348,421,240	385,126,886	322,410,663

Key Financial Ratio	Jul'24 to Jun'25	Jul'23 to Jun'24	Jul'22 to Jun'23	Jul'21 to Jun'22	Jul'20 to Jun'21
Current Ratio	4.36	4.25	4.38	5.23	4.24
Quick Ratio	2.72	2.62	2.68	3.15	2.51
Debt to Equity Ratio	0.63	0.61	0.53	0.51	0.49
Net Income Ratio	1.66	(20.49)	0.33	1.19	1.39
Earnings per Share	0.03	(0.71)	0.02	0.08	0.18

# Turnover



# Net Profit After Tax



# National Feed Mill Ltd. at a Glance.....

National Feed Mill Limited (NFML) incorporated in Bangladesh on 22<sup>nd</sup> December in 1999 as a Private limited company under the company act 1994 and subsequently it has converted into public Limited Company on June 22, 2021. NFML is the country's leading Feed Manufacturing Industry, produce Various types of Poultry feed, fish feed & cattle feed.

NFML incorporated in 1999 as Private Limited Company and arrange necessary financing from the financial institutions to procure Plant, machineries and to develop utility facilities. To complete land development, infrastructure development, pre-operational works and also plant & machinery installation works, it took more than two years to complete the same. After completion all these works company started its commercial operation on October 27, 2003. NFML initially started its commercial operation with the brand new imported machinery from Denmark and initial production capacity was 5.00 MT per hour. To meet growing demand Company expanded its production capacity to another 10.00 MT per hour by setting up 2 new units in the year 2007 and 2008. In the year 2011 NFML installed another locally fabricated 3.00 MT per hour capacity machine. Presently, total production capacity of the company stands at 18 MT per hour. The brand name of the feed products of the company is 'National Feed'.

Our Products:

We are mainly producing feeds for livestock.

1. Broiler Feed : Feeds is used for broiler chicken.
2. Layer Feed : Layer Feeds is used for layer chicken.
3. Fish Feed : Fish Feeds are used for all types of fish.
4. Floating Feed : Floating Feeds are used for all types of fish.
5. Cattle Feed : Cattle Feed are used for all types of cattle.

National Feed Mill Ltd. converted itself as a public limited company and listed in Chittagong Stock Exchange Ltd. (CSE) and Dhaka Stock Exchange Ltd. (DSE) on December 15, 2014 and January 06, 2015 accordingly. After receiving Initial Public Offering (IPO) proceeds, Company installed 2.00 Metric Ton per Hour Capacity Seed Crushing Plant to produce Soyabean cake and Soyabean oil, which fully use as company raw material for various feed production. Total capacity of seed Crushing Plant is 1248 MT per month. The plant starts its commercial production from May 15, 2016.



## vision

- ❖ We believe to be the leading Feed Mills of the country to thrive our livestock.

## mission

- ❖ Producing quality product, causing no harm to environment, to cater the solution of Feeding to livestock.

## objective

- ❖ To give emphasis on continuous development and value addition to be leading feed producer along with serving as a catalyst in the Bangladesh's livestock industry.
- ❖ To focus on regular expansion of the project with advanced technology.
- ❖ To protect shareholders' interest as well as maximize the wealth of the organization.
- ❖ To practice good governance in every sphere of activities.

# Board Of Directors & Management Of The Company

## ***Board of Directors....***

Farida Jahan Babul	Chairman
Akther Hossain Babul	Managing Director
Adib Hossain babul	Director
RezaulKarim	Director
Lipi Sultana karim	Director
Md. Mujahidul Islam (BSEC Approved on 22/10/2025)	Independent Director
Md. Siddiqur Rahman (BSEC Approved on 22/10/2025)	Independent Director

## **Audit Committee...**

Md. Mujahidul Islam Independent Director	Chairman
Rezaul Karim Director	Member
Mrs. Lipi Sultana karim Director	Member
Md. Jahidul Islam Acting Company Secretary	Member Secretary

## **Nomination & Remuneration Committee (NRC)**

Md. Siddiqur Rahman	Chairman
Adib Hossain Babul, Director	Member
Lipi Sultana Karim, Director	Member
Md. Jahidul Islam, Acting Company Secretary	Member Secretary

## **Acting Chief Financial Officer**

Md. Anower Hossain

## **Acting Company Secretary**

Md. Jahidul Islam

## Profile of the Board of Directors



### **Farida Jahan Babul, Chairman**

Mrs. Babul is an active women entrepreneur in Bangladesh, who has been the chairman of the board since 2002. She has been on the board promoting the National brand's growth within the poultry and agribusiness sector.

With a strong enthusiasm for education, she works to help underprivileged children get an access to education both in Dhaka city, and her home district of Shariatpur. She graduated with a bachelor in economics from Eden college in 1991.

### **Akther Hossain Babul, Managing Director**

Mr. Babul is the managing director of National Feed Mill and is one of the most prominent businessmen within the Bangladeshi poultry feed sector. It was after his decision to come back to Bangladesh from the US in the 1990's that gave birth to National Feed Mill Limited when he decided to invest his life savings from his time in the US as equity in National Feed Mills. He saw prospects in an untapped feed sector. He is credited to be one of the pioneers within the poultry and feed sectors, contributing to making poultry and feed formal industrial sectors within the economy. His strong vision of backward linkage, helped National to grow to be one of the biggest integrated agribusiness companies within the country. He is the founder of National Feed Mill limited and is a majority stakeholder for his enterprise.

An avid learner, and a philanthropist, he enjoys giving back to the community in the Gazipur area and his hometown of Dhoar, Dhaka.



### **Adib Hossain Babul, Director**



Mr. Adib Hossain Babul is the Director of the Company. He is the son of Mr. Akther Hossain Babul & Mrs. Farida Jahan Babul. He is especially involved with the company's international relations and trading. He helped partner National with Milwhite Inc, a Texas based feed additive company, and has helped National engage in business with the agricultural giant ADM (Archer Daniels Midland).

Adib Hossain Babul graduated with a bachelor's of Science degree in Marketing from the Pennsylvania State University, with a concentration in Finance. He also co-Founded Lion view Capital Management, a Pennsylvania based hedge fund in 2015 and served as its Co- Manager. He has also worked in the Vanguard Group in Malvern, Pennsylvania, one of the largest asset management companies in the world. He is also a member of the Executive Committee of the Bangladesh Association of Publicly Listed Companies (BAPLC).

## NATIONAL FEED MILL LIMITED

### Rezaul Karim, Director

Mr. Rezaul Karim is one of the Directors of the Company. He is a visionary person and successful entrepreneur. He has more than 29 years of experience in different businesses at home and abroad. Mr. Karim obtained his graduation degree in commerce.



### Lipi Sultana Karim, Director

Mrs. Lipi Sultana Karim is the wife of Mr. Rezaul Karim. She has been actively engaged in the agro sector for several years. Mrs. Karim is the Director of National Feed Mill Limited.

### Md. Mujahidul Islam Independent Director.

Md. Mujahidul Islam has completed his L.L.M from BUBT university and also has completed his L.L.B from University of Dhaka & Prime University. He has joined Bangladesh Bar Council as Advocate on 12.08.2009 and enrolled as Advocate in High court division of Bangladesh supreme court in 11.04.2015 He has more than Sixteen (16) years' professional experience on legal field to this role.



### Md. Siddiqur Rahman, Independent Director

Md. Siddiqur Rahman has completed his L.L.M from BUBT University and also has completed his Bachelor of Law from the University of Dhaka. He has joined Bangladesh Bar Council as Advocate on 30.06.2004 and enrolled as Advocate in High court division of Bangladesh supreme court in 30.12.2010 He has more than Twenty-One (21) years' professional experience on legal field to this role.

Farida Jahan Babul	Chairman, National Feed Mill Limited Director, National Hatchery Limited Director, Karnapur Agro Industries Limited
Akther Hossain Babul	Managing Director, National Feed Mill Limited Chairman, National Hatchery Limited Director, Karnapur Agro Industries Limited
Adib Hossain Babul	Director, National Feed Mill Limited
Rezaul Karim	Director, National Feed Mill Limited Director, National Hatchery Limited
Lipy Sultana Karim	Director, National Feed Mill Limited
Md. Mujahidul Islam	Independent Director, National feed Mill Limited
Md. Siddiqur Rahman	Independent Director, National feed Mill Limited

# Message from the Chairman

Assalamualikum

Dear honorable shareholders,

It is my privilege to cordially welcome all our valuable shareholders on the Special occasion of the 25<sup>th</sup> Annual General Meeting of our Company where 'In Shaa Allah' we will be presenting the Annual Report of National Feed Mill Limited for the years 2024-2025. On behalf of the board of directors I convey my gratitude to all our valued shareholders for their continued support towards the company over the past years.

During the turmoil, in the financial year of 2024-2025 the Company's net sales decreased to 141,441,874 Taka compared to 324,803,808 Taka in the financial year of 2023-2024. Total assets have increased to 1,764,362,955 from 1,773,119,472. EPS is Taka 0.03 compared to tk. (0.71) from the previous period. NAV is tk. 11.09 per share compared to tk. 11.07 in the last 12-month period.

Dear Shareholders,

The EPS for the year has increased against the prior year though the company's revenue growth decreased during the year ended on 30 June 2025. However, the company's the gross profit margin and EPS have been increased due to efficient cost control, review of depreciation rate and proper adoption of IAS-12.

NOCFPS increased slightly because of cost control and less payment to suppliers during the year. As a result, NOCFPS remain static in comparison with the previous period. NAV Per share also increased comparing with the prior period due to positive EPS.

The board of directors declare 0.10% Cash (to all shareholders except Sponsors and Directors) dividend for the shareholders for the year ended June 30, 2025.

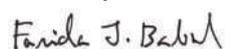
The Board of Directors of National Feed Mill Limited have always focused on maximizing shareholders' value through the formulation of policies and guidance to ensure sustainable profitability, prudent risk management and good governance. As the Chairman of your Company, my objectives are to make sure that the Board of Directors actively continue to play their due part in the coming years In Shaa Allah..

On behalf of the Board of Directors, I would like to take this opportunity to thank all our Regulators, the Bangladesh Securities and Exchange Commission and the Stock Exchanges, NBR, and other Regulatory Authorities of the Government of the People's Republic of Bangladesh for their continued guidance and support. I would also like to thank each and every employee of the Company along with our Auditor's for their hard work. I remain personally grateful to the honorable members of the Board for having vested their confidence in my leadership and for their immense support and guidance.

Dear Shareholders,

Finally, I would like to express my heartfelt thanks to our shareholders, customers and employees. We are grateful for your ongoing support, dedication, commitment and loyalty. My gratitude also goes to our stakeholders for their unwavering trust and support over the years.

Sincerely,



(Farida Jahan Babul)

Chairman

# Director's Report

Dear Shareholders,  
AssalamuAlaikum,

The Board of Directors of National Feed Mill Limited is pleased to present the Audited Financial Statements of the Company for the year ended 30th June 2025, Notes of Accounts, the Statutory Auditors' Report thereon along with Company's Performance, Corporate Governance Statement, Compliance Report, Nomination and Remuneration Committee Report and other matters in terms of Companies Act 1994, International Accounting Standards, the guideline issued by Bangladesh Securities and Exchange Commission, Listing Regulations of Dhaka Stock Exchange Limited and Chittagong Stock Exchange Limited and other applicable Rules and regulations for your valued consideration, approval and adoption.

## **BACKGROUND**

National Feed Mill Limited was incorporated with the Registrar of Joint Stock Companies and Firms (RJSCF) on December 22, 1999 [Registration No. C-39289(1247)/99] and has been converted into a Public Limited Company on June 22, 2011 under the Companies Act, 1994. The Authorized capital of the company is Tk. 2,000.00 million and paid up taka 933.61 million.

## **INDUSTRY OUTLOOK**

As per the Ministry of Fisheries & Livestock of Bangladesh, the per capita meat consumption is 830 grams and the feed industry's contribution to the GDP is 1.90 percent. Moreover 20% (twenty percent) of the country's population is directly and 50% (fifty percent) of the population are indirectly dependent on this sector.

The growth opportunity for the feed sector in our country is immense. This industry can provide various opportunities to increase GDP growth rate and promote equitable distribution through arranging food security as well as ensuring self-employment, creating purchasing power and reducing poverty at a large scale.

As Bangladesh is one of the high density Countries of the world with a population of 160 million, the demand of feed products will increase continuously to meet the huge protein requirement of the people. The major portion of this increasing demand for feed items will have to be met by mechanized feed millers whereas the home mix producers will have to take care of the rest. However, the industry is going through a stress test because of the currency devaluation, increased raw material and finished goods price, that contracted demand momentarily for this year, but we remain optimistic as we operate in an essential industry which plays a vital role in providing the food security of the country.

## NATIONAL FEED MILL LIMITED

### Financial results

The Company reported sales of Taka 141,441,874 on 30th June 2025, against Taka 324,803,808 reported on 30th June 2024. Gross profit Taka 25,598,261 on 30th June 2025 against Taka 14,489,872 reported on 30th June 2024. Net profit after tax Taka 2,354,266 on 30th June 2025 stood against Taka (66,563,544) achieved on 30th June 2024.

The company's financial performances for the year period from 1st July 2024 to 30th June 2025 as compared to previous year are summarized hereunder:

Particulars	1 <sup>st</sup> July 2024 to 30 <sup>th</sup> June 2025	1 <sup>st</sup> July 2023 to 30 <sup>th</sup> June 2024
Turnover	141,441,874	324,803,808
Gross Profit	25,598,261	14,489,872
Provision for Tax	1,414,419	1,063,195
Net Profit After Tax	2,354,266	(66,563,544)
Gross Profit Margin	18.10	4.46
Net Profit Margin	1.66	(20.49)
Earnings Per Share	0.03	(0.71)
Number of Shares used to compute EPS	93,361,324	93,361,324

During this year, The EPS for the year has increased against the prior year though the company's revenue growth decreased during the year ended on 30 June 2025. However, the company's the gross profit margin and EPS have been increased due to efficient cost control, review of depreciation rate and proper adoption of IAS-12. Earnings per Share (EPS) are Tk. 0.03 & Tk. (0.71) for the financial year 2024-2025 & 2023-2024 the current year's EPS has increased against the last Year.

NOCFPS are 0.12 & 0.12 for the financial year 2024-2025 & 2023-2024 NOCFPS increased slightly because of cost control and less payment to suppliers during the year. As a result, NOCFPS remain static in comparison with the previous period.

NAV Per share also increased comparing with the prior period due to positive EPS.

### Segment- wise Revenue Earning.

Particulars	1 <sup>st</sup> July 24 – June'25	1 <sup>st</sup> July 23 – June'24
Broiler Feed	28,002,262	82,323,330
Layer Feed	51,231,555	146,538,736

## NATIONAL FEED MILL LIMITED

Fish Feed	11,513,935	25,825,014
Cattle Feed	20,011,191	22,152,996
Feed Processing	10,881,680	-
Floating Feed	19,801,251	47,963,732

### Risk and concerns

The company is always identifying the key business risks and ensures the mitigation plans of those risks. The management of the company reviewed and adopted the best practices of the industry that enable the company to achieve its ultimate objectives. We gave a detailed discussion regarding various types of risk & the mitigating procedures of risk and action taken in line with that in the Annual Reports.

### Explanation on any reservation, qualification or adverse remarks

In the Audited Financial Statements for the Years 2024-2025 Auditors given qualified Opinion and express emphasis of matter as under:

#### Basis for Qualified Opinion

1. As referred note no. 22.00 “**Cost of Goods Sold**” where shown **Material Purchase** during the period amount Tk. 78,343,782/- in the Statement of Profit or Loss and Other Comprehensive Income but as per vat return mushak 9.01 purchase shown amount Tk. 100,963,748/-. There is a possibility that the management of the company may understated purchase amount Tk. 22,619,966/-as well as Net Profit for the year may overstated which has a significant effect on EPS of the company. Also, we didn’t find ledger, voucher and other supporting evidence for **Material Purchase** during the year.
2. We draw attention to note no. 7.00 in the Statement of Financial Position where “**Accounts Receivables**” shown amount Tk. 876,464,088/- as at June 30, 2025 but the management of the company did not write-off or make any provision against the uncollectable receivable amount according to the IFRS-9 Para-5.5.1 & 5.5.9. Moreover, we could not check subsequent position of Accounts Receivable due to lack of proper supporting evidence. Even we have sent balance confirmation letter to those parties but no feedback received till to our reporting date.
3. As referred note no. 15.00 “**Accounts Payable**” shown amount Tk. 8,421,449/- in the statement of Financial Position. We didn’t find ledger and other supporting evidence for the balance. Also, we have sent balance confirmation letter to those parties but no feedback received till to our reporting date.
4. As referred note no. 13.00 “**Long-Term Loan**” Where Interest & Charge during the year shown amount Tk. 44,064,946/- in the Statement of Financial Position. But in the **Financial Expenses** Interest on Term Loan shown amount Tk. 24,471,703/-. Therefore, the management of the

## NATIONAL FEED MILL LIMITED

company understated Financial Expense amount Tk. 19,593,243/- as well as overstated the profit which have a significant effect on EPS. Moreover, we didn't find Interest expense ledger, loan statement of Bank Asia Term Loan #1149 amount Tk. 257,837,075/- and supporting evidence of loan repayment/Adjustment during the period amount Tk. 19,593,243/-

5. As referred note no. 18.00 “**Workers Profit Participation Fund**” shown amount Tk. 24,804,166/- in the Financial Statements Which is unpaid from past several years. We also report that we didn't find WPPF audit report.
6. We draw attention to note no. 12.00 in the Statement of Financial Position where “**General Reserve**” shown amount Tk. 6,190,000/- but no documents were found during the audit. According to notes disclosure about General Reserve it was invested in Govt. Bond but no document found and also was not shown as Investment either.
7. We draw attention note no. 6.00 where “**Inventory**” shown amount Tk. 553,141,149/- as at June 30, 2025 in the Statement of Financial Position. We did not find slow moving item list, damage item list, even did not find NRV test, inventory valuation report, counting sheet and other supporting evidence. Even, no physical inventory verification conducted by us because of management unawareness. Therefore, the inventory items are unverified.
8. As per **Note: 8.00** of “**Advance, Deposits and Prepayments**” where shown **Balance with Related Parties Note 8.01** Tk. 24,631,845/- has been given to Related Parties as Advances. Out of the balance, Tk. 13,001,829/- is of Karnapur Agro Industries Ltd. and Tk. 11,630,016/- is of National Hatchery Ltd. which has been given without business consideration. **Advances in Note 8.02** shown **Advance against Purchase** amount Tk. 5,191,197/- and **Advance to Other Suppliers** amount Tk. 1,250,500/- but we didn't find ledger, details party list and other supporting documents to verify the balance. We have sent balance confirmation letter to those parties but no feedback received till to our reporting date.
9. As referred note no 17.00 “**Unclaimed Dividend**” shown amount Tk. 315,037/- in the statement of financial positions in which unclaimed dividend for the financial year 2020-2021 was Tk. 170,072/- which is more than 3 years and have to transfer to Capital Market Stabilization Fund (CMSF) as per BSEC directive No. BSEC/CMRRCD/2021-386/03 dated: January 14, 2021. But the management of the company didn't transfer the amount to the said fund. Also, the unclaimed dividend shown in the financial statement amount Tk. 315,037/- but closing balance found in dividend bank account amount Tk. 77,020/-. Therefore, there is shortage of fund amount Tk. 238,017/- in the dividend bank account.
10. We draw attention to the “**Statement of Profit or Loss and Other Comprehensive Income**” where shown **Direct Labour** amount Tk. 2,454,785/- which are only verified by ledger. No other supporting evidence were provided to us by the management of the company.
11. We didn't find tax deduction at source (TDS) and VAT deduction at source (VDS) properly on various expenditure head (except office rent). Even they didn't make any provision against TDS and VDS payable in the statement of financial position. Moreover, we didn't find withholding tax return evidence.

12. The management of the company didn't disclose year wise tax assessment status as required by IAS-12 "Income Taxes"

**Emphasis of Matters**

We draw attention on the following matters in respect of which our opinion is not Qualified:

1. As referred note no. 04 "**Property, Plant & Equipment**" shown amount Tk. 277,162,250/- but management of the company did not provide us Assets Register and Books of Accounts against Property, Plant & Equipment. Moreover, the company has not conducted any impairment test as per IAS-36 therefore the recoverability of the recorded amount of Property, Plant & Equipment were not verified.
2. Attention is drawn to the note no. 5.00 "**Capital Work-in-Progress**" in the financial statement. The capital work is not verified physically and no improvement in Work-in-Progress during the year since the work has started.
3. "**Cash in Hand**" amount Tk. 2,778,733/- is only certified by management. But the management of the company didn't maintain cash book.
4. The management of the company didn't provide us last year RJSC return submission copy and updated Schedule-X & From-XII which were in under process.
5. We feel that there is a scope to improve the manpower facilities to strength the operational activity of the Company.

**A discussion on Cost of Goods Sold, Gross Profit and Net Profit**

Particulars	1 <sup>st</sup> July 24 – 30 <sup>th</sup> June'25	1 <sup>st</sup> July 23 – 30 <sup>th</sup> June'24
Cost of Goods Sold	115,843,613	310,313,936
Gross Profit	25,598,261	14,489,872
Net Profit	2,354,266	(66,563,544)

**Discussion on continuity of extraordinary gain or loss**

Extraordinary gains or losses refer to infrequent and unusual gain or loss. As for the Company, there was no such gain or loss during the year under reporting.

**Related Party Transaction**

Related party transactions are presented in note no.8.01 of the financial statements.

**Compliance of Notification No. BSEC/CMRRC/2006-158/207/Admin/80 dated 03 June 2018.**

**Board Size:**

## NATIONAL FEED MILL LIMITED

The number of members of the Board of Directors stands at 07 (including Two Independent Director) which are within the limits given by BSEC.

### **Company Secretary, Chief Financial Officer, Head of Internal Audit & Compliance as follows:**

<b>Acting Company Secretary</b>	: Md. Jahidul Islam
<b>Acting Chief Financial Officer</b>	: Md. Anower Hossain
<b>Head of Internal Audit &amp; Compliances</b>	: Nayeem Siddique

### **External Statutory Auditors**

The BSEC guidelines are being strictly followed in engaging statutory Auditors for the company.

### **Maintaining a website**

The company has been maintaining an official website, i.e. [www.nationalgroup-bd.com](http://www.nationalgroup-bd.com) which is linked with the website of the stock exchange.

### **Subsidiary Company**

The company has no subsidiary company.

### **Duties of CEO & CFO**

The provision of BSEC regulations have been compiled in the Annual Report.

### **Directors' Appointment and Re-Appointment**

With regard to the appointment, retirement and re appointment of directors, the company is governed by its Articles of Association, the Companies Act. 1994 and other related legislations. Accordingly, the following Directors of the Board will retire in the annual general meeting and both are eligible for re-appointment. The directors are:

1. Adib Hossain Babul
2. Rezaul Karim

### **Appointment of the Independent Director**

The Board of Director has recommended and appointed as per notification on Corporate Governance Code of Bangladesh Securities and Exchange Commission to Md. Siddiqur Rahman & Md. Mujahidul Islam as Independent Director of National Feed Mill Limited from the Board of Directors meeting and Appointment of the independent directors Approved by BSEC on 22/10/2025 and placed to Annual General Meeting for Approval of shareholders In Shaa Allah.

### **The Pattern of Shareholding**

**As per condition 1(5)(xxiii) of the corporate governance code issued by BSEC, the shareholding pattern as on 30 June, 2025 is shown as below:**

<b>Name of the shareholders</b>	<b>Position</b>	<b>Shares Held</b>	<b>%</b>
<b>A. Parent/Subsidiary/Associated companies and other related parties</b>			

**NATIONAL FEED MILL LIMITED**

<b>B. Directors Chief Executive Officer, Chief Financial Officer, Company Secretary, Head of Internal Audit &amp; Compliances and their Spouse and Minor Children</b>			
Farida Jahan Babul	Chairman	4,005,157	4.29%
Akther Hossain Babul	Managing Director	16,283,330	17.44%
Adib Hossain Babul	Director	4,324,370	4.63%
Rezaul Karim	Director	1,884,530	2.02%
Lipy Sultana Karim	Director	1,884,530	2.02%
Md. Mujahidul Islam	Independent Director	Nil	-
Md. Siddiqur Rahman	Independent Director	Nil	-
Md. Anower Hossain	Acting Chief Financial Officer	Nil	-
Md. Jahidul Islam	Acting Company Secretary	Nil	-
Nayeem Siddique	Head of internal Audit & Compliances	Nil	-
<b>C. Executives (Top 5 Salaried employees)</b>			-
Md. Anower Hossain	Nil	Nil	Nil
Mirza Nurul Amin	Nil	Nil	Nil
Nayeem Siddique	Nil	Nil	Nil
Md. Jahidul Islam	Nil	Nil	Nil
Abdul KuddusKhandoker	Nil	Nil	Nil
<b>D. Shareholders holding 10% or more voting interest in the company:</b>			
Akther Hossain babul	Managing Director	16,283,330	17.44%

**Board Meeting and Attendance**

During the year 6 (Six) Board Meetings were held. The attendance record of the directors is as given below.

<b>Name of the Directors</b>	<b>Attendance</b>
Farida Jahan Babul	6
Akther Hossain Babul	6
Adib Hossain Babul	6
Rezaul Karim	4
Lipi Sultana Karim	4

## NATIONAL FEED MILL LIMITED

Md. Mujahidul Islam	3
Md. Siddiqur Rahman	3

### Code of conduct

In compliance with the conditions of the corporate governance code, the Board has laid down a code of conduct for the Chairman of the Board and other Board members of the Company and annual compliance of the code is recorded accordingly. The code of conduct is given in the annual report.

### Management Dissuasion and Analysis:

A detailed management's discussion and analysis is given in the annual report.

### Declaration by MD and Acting CFO

In accordance with the conditions of corporate governance code, a declaration on financial statements for the year ended June 30, 2025 duly signed by the MD and Acting CFO is included on Annexure-A of the annual report.

### Reporting and Compliance of Corporate Governance

The company has complied with the condition of the corporate governance code 2018 of the Bangladesh Securities and Exchange Commission Dated June 03, 2018. Details Compliance Status on Corporate governance code along with the corporate governance code Certificate is shown as corporate governance Annexure B & C of the annual report.

### Directors Remuneration

Directors Remuneration shown in accounts note # 34.02. During the year ended 30 June 2025, the Company did not pay any remuneration to the independent director except Board meeting attendance fees.

### Directors statements on Financial reports:

**In accordance with the Bangladesh Securities and Exchange Commission Notification No. BSEC/CMRRCD/2006-158/207/Admin/80 dated 03 June,2018, the Directors are pleased to confirm the following:**

- i. The financial statements together with notes thereon have been drawn up in conformity with the Companies Act. 1994 and Bangladesh Securities and Exchange Rules 1987. These statements present fairly the company's state of affairs, the result of its operations, cash flow and changes in equity.
- ii. Proper books and accounts of the company have been maintained.
- iii. Appropriate accounting policies have been applied consistently in preparation of the financial statements and the accounting estimates are based on reasonable and prudent judgment.
- iv. The International Financial Reporting standards, as applicable in Bangladesh, have been followed in the preparation of the financial statements.
- v. The system of internal control is sound and has been implemented and monitored

effectively.

- vi. No bonus shares or stock dividend has been or shall be declared as interim dividend.
- vii. 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.

### **Internal Control**

The Board has ultimate responsibilities to establish the effective system of internal control. To ensure internal control regarding risk management, financial control and compliance legislation, the company already has a strong internal audit department to ensure internal control and compliance.

### **Going Concern**

While approving the financial statements, the directors have made appropriate enquiries and analyzed the significant financial, operating as well as other indicators for enabling them to understand the ability of the company to continue its operation for a foreseeable period. Directors are convinced and have a reasonable expectation that the company has adequate resources to continue its operation consistently for the foreseeable future 'In Shaa Allah'. Therefore, the company adopted the going concern basis in preparing the financial statements.

### **Significant deviation of Operating Result**

Significant deviation from the last year's operating result of the Company has been discussed in the accounts note *No. 2.13 & 2.14*

### **Dividend**

The board of directors declared 0.10% cash dividend for the shareholders without Sponsor Director for the year ended June 30, 2025, which 'In Shaa Allah' will be approval of shareholders at the ensuing Annual General Meeting.

### **Reason for Dividend**

During The year i.e 2024-2025 Company's net profit after tax is Taka 2,354,266 which is Positive to declare any cash dividend for the valued Shareholders against their investment.

### **Statutory Auditors**

The Auditors of the Company, M/s. Islam QuziShafique& Co, Chartered Accountant, Al-Haj Shamsuddin Mansion, 4<sup>th</sup> Floor, Room # C, 17 New Eskaton Road, Mogbazar, Dhaka-10000, was appointed as Auditor of the Company in the 24<sup>th</sup> Annual General Meeting of the Company that carried out the audit for the year ended 30 June 2025.

M/s. Islam QuziShafique& Co, Chartered Accountant, Al-Haj Shamsuddin Mansion, 4<sup>th</sup> Floor, Room # C, 17 New Eskaton Road, Mogbazar, Dhaka-1000, the auditor of the Company retired at this meeting and already completed three years. So in the year 2025-2026 they are not eligible and M/s Ahmed Zaker& Co. Chartered Accounts, Green City Edge (Level 10) 89 Kakrail, Dhaka -1000 has expressed their willingness to statutory audit for the year 2025-2026. The Board after due consideration of the proposal made by the Audit Committee recommends for appointment to M/s Ahmed

Zaker & Co. Chartered Accounts, Green City Edge (Level 10) 89 Kakrail, Dhaka -1000, as statutory audit for the year 2025-2026.

### **Professionals for Compliance of Corporate Governance Code**

The board has appointed M/s Ahmed Zaker & Co. Chartered Accounts, Green City Edge (Level 10) 89 Kakrail, Dhaka -1000 who was appointed as professional as for Report on Compliance of Corporate Governance Codes of the company in the 24<sup>th</sup> Annual General Meeting of the Company has carried out for the year ended 30 June 2025. They retired at this general meeting and M/s. Islam Quzi Shafique & Co, Chartered Accountant, Al-Haj Shamsuddin Mansion, 4<sup>th</sup> Floor, Room # C, 17 New Eskaton Road, Mogbazar, Dhaka-1000 has expressed their willingness for report on Corporate Governance Code for the Financial year 2025-2026. The Board after due consideration of the proposal made by Audit Committee recommends for appointment M/s. Islam Quzi Shafique & Co, Chartered Accountant, Al-Haj Shamsuddin Mansion, 4<sup>th</sup> Floor, Room # C, 17 New Eskaton Road, Mogbazar, Dhaka-1000 as a professional for Report on Compliance of Corporate Governance Codes of the company for the financial year 2025-2026.

### **Acknowledgment**

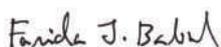
I take this opportunity, on behalf of the Board of Directors, to express my heartfelt gratitude to our entire valued clients, shareholders and well-wishers home and aboard for their wholehearted co-operation and active support in discharging the responsibilities reposed on me and the Board during the year.

I also thank the Registrar of Joint Stock Companies & Firms (RJSC), Bangladesh Securities and Exchange Commission (BSEC), Dhaka Stock Exchange Ltd. (DSE), Chittagong Stock Exchange Ltd. (CSE), Government and private sector Organization and many others for their sincere support and whole hearted cooperation to our company.

I, on behalf of the Board, also put on record my deep appreciation for the services and loyalty of the executives, officers and employees of the company at all levels without which we could not have achieved this result. Thanks are also due to all directors, all executives, officers, staff and workers of the company for their excellent, sincere, dedicated efforts in achieving the company's target during the year. To ensure financial security we always welcome your suggestions and opinion to improve present and future services of the company. Considering the current economic situation of the country, we have to Increase working capital at the moment

I would like to appeal to the valued shareholders to kindly accept and approve the Auditors' Report, Annual Audited Financial Statements for the year of 1<sup>st</sup> July 2024 to 30<sup>th</sup> June 2025 and Directors' Report placed before you.

Thanking you,  
On behalf of the Board of Directors,



**Farida Jahan Babul**  
Chairman

## NATIONAL FEED MILL LIMITED

### Management Discussion and Analysis on Financial Position and Performance

The last five financial years' sales were not consistent. The worldwide financial recession and political crisis fueled our sector's raw material input prices which resulted in an unstable sales growth. The sales stood in the year is Tk. 141,441,874 Profit from Operations is Tk. 16,684,810 Net profit after tax is Tk. 2,354,266. In the last five financial years, net operating cash flow per share was positive. In the backdrop of the above scenario, it indicates the company has good promise in the long run.

Accounting policy and estimation for preparing financial statements have remained the same as it was before. Hence, there is no effect in this regard.

#### Comparative analysis of financial performance and position of the company

Comparative financial data of preceding five years are given below:

Particulars	Jul'24 to Jun'25	Jul'23 to Jun'24	Jul'22 to Jun'23	Jul'21 to Jun'22	Jul'20 to Jun'21
Turnover	141,441,874	324,803,808	576,624,723	645,628,451	1,207,557,628
Gross Profit	25,598,261	14,489,872	69,507,088	69,297,574	182,201,641
Net Profit Before Tax	(7,843,144)	(66,719,139)	3,338,053	9,940,560	19,503,958
Net Profit After Tax	2,354,266	(66,563,544)	576,624,723	7,656,743	16,804,050
Earnings Per Share (EPS)	0.03	(0.71)	0.02	0.08	0.18
Net Cash Flow from Operation	11,257,266	11,250,232	27,312,933	8,157,659	48,083,079
NOCFPS	0.12	0.12	0.29	0.09	0.52
Net Asset Value (NAV)	1,035,783,740	1,033,429,475	1,099,993,019	1,104,616,155	1,097,417,190
Net Asset Value Per Share( NAVPS)	11.09	11.07	11.78	11.83	11.87

#### Turnover:

Due to the devaluation of the local currency against the US dollar, the cost of raw materials for the manufacturing of animal feed have increased in price. As a result, this has increased our cost of production, which caused us to increase feed price that negatively affected revenue growth

#### Earnings per Share:

During this year, The EPS for the year has increased against the prior year though the company's revenue growth decreased during the year ended on 30 June 2025. However, the company's the gross profit margin and EPS have been increased due to efficient cost control, review of depreciation rate and proper adoption of IAS-12. Earnings per Share (EPS) are Tk. 0.03 & Tk. (0.71) for the financial year 2024-2025 & 2023-2024 the current year's EPS has increased against the last Year.

**Net Operating Cash Flow Per Share (NOCFPS):**

NOCFPS are 0.12 & 0.12 for the financial year 2024-2025 & 2023-2024 NOCFPS increased slightly because of cost control and less payment to suppliers during the year. As a result, NOCFPS remain static in comparison with the previous period.

**Financial Scenario of National Feed Mills Ltd, and Index Agro Industries Ltd. are as follows.**

Indicator	2024-2025		2023-2024	
	NFML	Index Agro Industries Ltd	NFML	Index Agro Industries Ltd.
Sales	141,441,874	3,231,402,329	324,803,808	4,281,254,785
Net Profit after Tax	2,354,266	190,472,737	(66,563,544)	259,170,778
Net Cash Flow Per Share	0.12	10.26	0.12	14.77
EPS	0.03	5.52	(0.71)	5.48
NAVPS	11.09	85.74	11.07	82.14

**Bangladesh economic Scenario:**

As an important sub-sector of livestock production, the poultry industry in Bangladesh plays a crucial role in economic growth and simultaneously creates numerous employment opportunities. The Poultry industry, as a fundamental part of animal production, is committed to supplying the nation with cheap sources of good quality nutritious animal protein in terms of meat and eggs.

As per Ministry of Fisheries & Livestock of Bangladesh, the per capita meat consumption on an average Bangladesh is amounted to 45.62 Kg. More than six million people in our country are directly or indirectly involved in poultry and fish production. The growth opportunity for the feed sector in our country is immense. This industry can provide various opportunities to increase GDP growth rate and equitable distribution through arranging food security as well as ensuring self-employment, creating purchasing power and reducing poverty at a large scale. As Bangladesh is one of the high density Countries of the world with a population of 160 million, the demand of feed products will increase continuously to meet the huge protein requirement of the people.

This industry has immense scope for the country through following points: i) Changing livelihood & food habit; ii) Reduction of dependence of meat related to Cow and goat, iii) Ultimately has a positive impact on the GDP growth rate of the country. The poultry industry has been making progress despite: i) Avian Influenza/bird flu outbreak; ii) Price rises of raw materials in the international market; iii) Lack of infrastructural support

**Bangladesh economic Scenario:**

As per the Ministry of Fisheries & Livestock of Bangladesh, the per capita meat consumption on an average Bangladesh is amounted to 45.62 Kg. More than six million people in our country are directly or indirectly involved in poultry and fish production. The growth opportunity for the feed sector in our country is immense. This industry can provide various opportunities to increase GDP growth rate and equitable distribution through arranging food security as well as ensuring self-employment, creating purchasing power and reducing poverty at a large scale. As Bangladesh is one of the high density

## NATIONAL FEED MILL LIMITED

Countries of the world with a population of 160 million, the demand of feed products will increase continuously to meet the huge protein requirement of the people.

### Global Economic scenario:

The lingering effects of Covid-19, and ripple effects of the Russia-Ukraine conflict continues to disrupt the global trade of key food items such as wheat, Maize, Soya Seed and vegetable oils, along with fertilizers, heavily impacting the global economy. Bangladesh imports 44% of its corn and soybean supplies (computation based on FAOSTAT food balance sheet), and these too are seeing rising global prices. This impacts the feed sector in Bangladesh, increasing the production costs of poultry, cattle, and fish feed products—sectors already weakened by the pandemic.

### Risk and concerns

The detailed discussion regarding various types of risk & the mitigating procedures of risk and action taken in line with that in the Annual Reports.

### Future Plan:

The Company has taken all sorts of feasible plans, strategies to continue the operation of the Company for foreseeable future and emphasis on continuous development and value addition to be a leading feed producer along with serving as a catalyst in Bangladesh's Livestock Industry.

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**Akther Hossain Babul**  
**Managing Director**

Particulars	No Of Bo Holders	Amount
Net Cash Dividend for the year ended June 30, 2020		1,03,43,086
Paid Up to 30.06.2021		1,01,73,014
<b>Unclaimed Dividend for the year ended 30 June 2021</b>	<b>548</b>	<b>170,072</b>
Net Cash Dividend for the year ended June 30, 2022		56,10,290
Paid Up to 30.06.2023		54,65,325
Unclaimed Dividend for the year ended 30 June 2023	1,355	315,037
Unclaimed Dividend for the year ended 30 June 2024	1,355	315,037
<b>Unclaimed Dividend for the year ended 30 June 2025</b>	<b>1,355</b>	<b>315,037</b>

## **Risk Concern & Methodology to Control the threat**

### **Risk Concern:**

Risk is defined as the chance of exposure to the adverse consequences of uncertain future events. This is an integral part of any organization. As a routine work the company's risk management team works intensively for the identification, assessment, and prioritization of risks followed by coordinated and economical application of resources to minimize, monitor, and control the probability and/or impact of unfortunate events within the set limit. The risk management team always takes into consideration both internal and external factors while taking initiatives to control and mitigate risks considering threat to sustainability and negative impact on environment.

The company's risk management policies are established for identifying, assessing and controlling threats to an organization's capital and earnings. These threats, or risks, could stem from a wide variety of sources, including Credit Risk, Liquidity Risk, Interest Rate Risks, Exchange Rate Risks, Industry Risks, Market Risks and natural disasters. Some of these risks and their mitigation are discussed elaborately as under:

### **Credit Risk**

This is the risk of default on a debt that may arise because of default by the borrower to pay the loan. In operating any business there is always credit risk that lies in the business as there is always lending and borrowing between parties in the form of money and goods.

### **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 (cash and cash equivalents) is to ensure, as far as possible, that it will have sufficient liquidity to meet its liabilities when due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the company's reputation.

### **Interest Rate Risks:**

Interest rate risk is the risk which is due to changes in interest rates on borrowing. The risk arises for fluctuation of floating interest rates. National Feed Mill Limited is exposed to the volatility of interest rate as it has Long Term Bank Loan.

### **Exchange Rate Risks:**

Exchange rate risk is a financial risk that exists when a financial transaction is denominated in a currency other than that of the base currency of the company. This risk arises when an investment's value changes due to the changes in currency exchange rates. Majority of the company's transactions are denominated in USD.

### **Industry Risks:**

Industry risk is related to the factors affecting the company such as Raw Material, labor, demand of the product, government policy to the sector and market competition.

## **NATIONAL FEED MILL LIMITED**

### **Market Risks:**

Market risk is the risk that changes in market conditions, customer behavior, business reputation loss by the country, market prices, such as foreign exchange rates and interest rates will affect the company's income or value of its holding of financial instruments.

### **Methodology to Control and mitigate risks considering threat**

#### **Credit Risk:**

Credit Risk mainly exist in Financial Institutions. National Feed Mill Limited Mainly manufactures fish feed and poultry feed. There is no such credit risk and the receivable from credit sales is collected on a monthly basis. The Company also maintains existing and projected cash flow analysis and financial ratio analysis.

#### **Liquidity Risk:**

National Feed Mill Limited has been dealing with its working capital in an efficient way, reviewing liquidity and funding profiles, activating contingency funding plans for handling liquidity crisis.

#### **Interest Rate Risks:**

In our country, right now, interest is in a downward trend which is beneficial for debt-financing because cost of capital has been less expensive than earlier. The company has been maintaining an effective foreign exchange policy, measuring currency risk from time to time, continuously monitoring. However, we are expecting to see a change in course in the interest rate environment in the coming months. Which may affect the economy for the coming year.

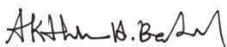
#### **Exchange Rate Risks:**

The Company procures raw materials mostly from local suppliers and its customers are local customers. Hence, the company is not directly exposed to Exchange Rate risk. However, the base raw materials procured from local suppliers are impact based, such as soybeans, which has seen an increase in price due to the devaluation of the local currency.

#### **Market Risks:**

Industry risk is inherent in any kind of business. There is a huge demand for poultry and fish feed. The Company also sets Policy with respect to risk appetite, prudence in terms of market volatility, customer feedback analysis, regular market survey and exposure management in different market scenarios.

On behalf of the Board of Directors,



**Akther Hossain Babul**

Managing Director

## **NATIONAL FEED MILL LIMITED**

### **Code of Conduct**

The code of conduct for the chairperson, other Board members and Managing Director of National feed mill Limited has been formulated and adopted in compliance with the requirements of the condition 1(7) of corporate governance code Notification no. BSEC/CMRRCD/2006-158/207/Admin/80 dated: 3 June 2018 of Bangladesh Securities and Exchange Commission (BSEC).

This Code is intended to provide guidance to the Chairperson, other Board members and Managing Director to manage the affairs of the Company in an ethical manner. The Company confirms its desire to demonstrably lead and promote good ethical behavior and corporate governance and the purpose of this code is to recognize and emphasize upon the ethical behavior to develop a culture of honesty and accountability.

### **Prudent Conduct & Behavior**

The Chairperson, Other Board members and Managing Director 'In Shaa Allah' shall act honestly, ethically, in good faith and in the best interest of the company. Whilst carrying out the duties, the Chairperson, other Board members and Managing Director 'In Shaa Allah' shall ensure that it is executed in terms of the authorization granted and within the limits prescribed under the relevant policies, codes, guidelines and other directives issued by the Board of Directors of the Company from time to time.

The Chairperson, the Board members and Managing Director 'In Shaa Allah' shall refrain from indulging in any discriminatory practice or behavior based on race, sex, age, religion, ethnic or national origin, disability, or any other unlawful basis. The ethical conduct, performance and skills shall be the qualifying indicatives for an employee's performance. The Chairperson, other Board members and Managing Director shall use the Company's assets, property, information and intellectual rights for business purposes of the Company and not for any personal benefits of gains.

### **Confidentiality:**

The company's confidential information 'In Shaa Allah' shall not be authorized by management of the company for public dissemination. All confidential information must be used for the Company's business purpose only. The information should be on public domain at the time of disclosure or is required to be discussed in accordance with applicable rules and regulations.

### **Conflict of Interest:**

The chairperson, other board members and managing director 'In Shaa Allah' shall not enter into any transaction which creates personal interest and all transactions having conflict of interest should be carried out in accordance with the laws. Board members are prohibited from engaging in any activities that are in conflict or harmful to the company and bestow their attention to the business interest of the company.

### **Compliance with laws Rules and Regulations:**

The chairperson, other board members and managing director 'In Shaa Allah' shall ensure Compliance with the regulatory requirements with applicable laws and regulations.

## **NATIONAL FEED MILL LIMITED**

### **Prohibition of insider trading:**

Members of the Board of the company 'In Shaa Allah' shall comply with the laws, rules and regulation governing trading shares of the company. They are not engaged in any insider trading in dealing with securities of the company which prohibits buying or selling on the basis of any unpublished price sensitive information and prohibits disclosure of such information to any other person.

### **Relationship with environment:**

Members of the Board of the company 'In Shaa Allah' shall provide a safe and better working environment and avoid the wasteful use of natural resources and minimize any hazardous impact of the production and disposal of its products on the ecological environment in accordance with the applicable laws.

### **Relationship with Employees:**

The chairperson, other board members, and managing director 'In Shaa Allah' shall try to maintain cordial relationships with employees and they should assist the company to properly maintain its human resource policies.

### **Relationship with customers:**

Members of the Board of the company ensures that the company supplies high quality products as per customers' needs and demands with due time and reviews the customer feedback, taking initiatives to solve the problems with the customers, if any.

### **Relationship with Suppliers:**

The chairperson, other board members and managing director 'In Shaa Allah' shall have no relationship with any suppliers that might have conflict and be harmful to the company.

### **Independency:**

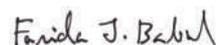
The chairperson, other board members and managing director 'In Shaa Allah' should act impartially to the employees, suppliers, customers and shareholders. They should remain independent in all material aspects.

### **Review the code of conduct:**

The code of conduct is reviewed on a yearly basis and the chairperson, other board members and managing director, have a duty to avoid any circumstances that would violate the code of conduct

Thanking you,

On behalf of the Board of Directors,



**Farida Jahan Babul**

Chairman

## **NATIONAL FEED MILL LIMITED**

### **Dividend Distribution Policy**

The Board of Directors of National Feed Mill Limited has established a dividend policy, which forms as per directive no. BSEC/CMRRC/2021-386/03-, dated 14 January 2021 issued by the Bangladesh Securities and Exchange Commission (Commission). The Policy is intended to govern the distribution policy of dividend of the Company.

The dividend of the company “In Shaa Allah” would be recommended by the Board of Directors and approved by the Shareholders at an Annual General Meeting (AGM) on the basis of recommendation of the Board of Directors. No dividend shall exceed the amount recommended by the Board of directors and shall not be paid other than out of profits of the year or any other undistributed profits “In Shaa Allah”. The Board has approved the following dividend policy:

#### **Final dividend**

The Board of Directors of the company shall recommend final dividend for the shareholders on the basis of annual audited financial statements and declare the shareholders who shall be entitled to such dividend “In Shaa Allah”.

#### **Entitlement of dividend**

The Board of Directors of the company shall recommend final dividend for the shareholders on the basis of annual audited financial statements and declare the shareholders who shall be entitled to such dividend “In Shaa Allah”.

The Shareholders whose names would appear in the Depository on the ‘Record Date’ would be entitled to join the AGM “In Shaa Allah”. And the Company shall disseminate the receipt of the Commission’s consent to issue bonus share or stock dividend as price sensitive information with in such time determined by the Commission in the consent letter, announcing or mentioned the record date for the purpose of determination of entitlement of such bonus share or Stock Dividend “In Shaa Allah”.

#### **Cash dividend**

The Cash dividend shall be distributed in the following manner and procedures “In Shaa Allah”:

1. Within 10 (ten) days of declaration of cash dividend by the Board of Directors, an amount equivalent to the declared cash dividend payable for the concerned year shall be kept in a separate bank account of the Company.
2. Company shall pay off cash dividend directly to the bank account of the entitled shareholders as available in the BO account maintained with the depository participant (DP), or the bank account as provided by the shareholders in paper form, through Bangladesh Electronic Funds Transfer Network (BEFTN).
3. The Company may pay off such cash dividends through bank transfer or any electronic payment system as recognized by the Bangladesh Bank, if not possible to pay off through BEFTN.

## NATIONAL FEED MILL LIMITED

4. Upon receiving the claim on cash dividend from a stock broker or a merchant banker or a portfolio manager for the margin client or customer who has debit balance or margin loan, or as per intention of the client of stock broker or merchant banker or portfolio manager, the Company shall pay off such cash dividend to the Consolidated Customers' Bank Account (CCBA) of the stockbroker or to the separate bank account of the merchant banker or portfolio manager through BEFTN
5. In case of non-availability of bank account information or if not possible to distribute cash dividend through BEFTN or electronic payment system, the Company shall issue cash dividend warrant and shall send it by post to the shareholders. The Company shall maintain detailed information of unpaid or unclaimed cash dividend and rationale thereof, as per BO account (number-wise or name-wise or folio number-wise) of the shareholders.

### Stock dividend

National Feed Mill Limited "In Shaa Allah" shall credit stock dividend directly to the BO account of the entitled shareholders, within 30 (thirty) days of declaration or approval or record date, as the case may be, subject to clearance of the exchange(s) and the Central Depository Bangladesh Limited (CDBL). The company shall follow the provisions of Regulation 46 of the Depository Regulation, 2003 for issuance of bonus shares. National Feed Mill Limited have been maintaining a Suspense BO Account for undistributed or unclaimed stock dividend or bonus shares and shall follow the under mentioned procedures for ensuring the rightful ownership In Shaa Allah:

1. shall send at least 3 (three) reminders to the entitled shareholders.
2. The Suspense BO Account shall be Blocked and undistributed or unclaimed stock dividend or bonus shares shall not be transferred in any manner except for the purpose of allotting the bonus shares as and when the allottee approaches to the issuer.
3. Any corporate benefit in terms of shares accrued on such undistributed or unclaimed stock dividend or bonus shares shall be credited to the Suspense BO Account.
4. The company shall, upon receiving application from the allottee and after proper verification of identity and his entitlement, credit the bonus shares lying with the Suspense BO Account to the BO account of the allottee, or issue bonus shares to the allottee, as applicable, within 15 (fifteen) days of receiving application with an information to the Bangladesh Securities and Exchange Commission (BSEC) and Dhaka Stock Exchange Limited (DSE) and Chittagong Stock Exchange PLC.
5. Any voting rights on such undistributed or unclaimed stock dividend or bonus shares shall remain suspended till the rightful ownership claim of the shareholders is established.

### Payment of unclaimed or unpaid cash dividend and stock dividend:

National Feed Mill Limited shall not forfeit any unclaimed cash dividend or stock dividend till the claim becomes barred by the law of land in force and shall follow the rules & regulations of the regulators issued from time to time regarding payment of unclaimed or unpaid cash dividend and stock dividend to the entitled shareholders "In Shaa Allah".

### Submission of dividend distribution compliance report:

Company shall submit a dividend distribution compliance report to BSEC, DSE & CSE in a specified format at Annexure-A in respect of the provision of Clause (2), (3), (4) and (5) above, within stipulated time of completion of dividend distribution to the entitled shareholders "In Shaa Allah".



**Managing Director**  
**National Feed Mill Ltd.**

## **NATIONAL FEED MILL LIMITED**

### **Audit Committee Report:**

The Audit Committee of National Feed Mill Limited is appointed by the Board of Directors, as recommended by Bangladesh Securities and Exchange Commission (BSEC) notification. The Audit Committee ensures good governance of the Company and it is a sub-committee of the Board. The Audit Committee consists of three members, of which one is an independent director who is chairperson of the committee.

### **Formation and operation of the Committee**

The formation of the Audit Committee is primarily guided by a Charter approved by the Board of Directors that is based on the underlying Corporate laws and regulations, currently accepted best practice and latest corporate governance code of the Bangladesh Securities and Exchange Commission.

### **The Composition of the Audit Committee**

The terms of reference of the Audit Committee has been set up by the Board of Directors in accordance with Corporate Governance Code of BSEC notification no BSEC/CMRRCD/2006-158/207/Admin/80 dated 03 June 2018. The existing members of the committee are:

Chairman	:	Md. Mujahidul Islam ((BSEC Approved on 22/10/2025)
Member	:	Lipy Sultana Karim
Member	:	Rezaul Karim
Member Secretary	:	Md. Jahidul Islam

### **Role of Audit Committee**

The Audit Committee is empowered with Boards oversight responsibility to investigate any activity within its terms of reference. The Committee reports to the Board of Directors as per terms of reference, on the activities assigned. The role of the committee includes:

- Review the financial statement with respect to presentation, disclosure and accuracy of data.
- Monitor and review effectiveness of internal and external audit.
- Review effectiveness of the financial internal control of the Company.
- Review effectiveness of the risk management system of the Company.
- Review ethical standards and procedures to ensure compliance with regulatory and financial reporting requirements.
- Any other activities as per the audit committee charter.

### **Committee Meeting and Attendance**

During the year 2024-2025 the Audit Committee of the Company held Four (4) meetings under review complying with the requirements. In all meetings the internal auditor gave a presentation to the committee which covered the internal audit plan, number of audits carried out during the year, audit observations, audit recommendations and status of its implementation. The Audit Committee also met external auditors to discuss their observations on statutory audit and their recommendations for improvement. The quorum shall be not less than two directors, one of whom, at least, shall be independent director. Meetings of the Committee were attended by the Managing Director, Chief Financial Officer of the Company on invitation.

## NATIONAL FEED MILL LIMITED

The audit committee may invite such other persons (e.g., the CEO, CFO, internal auditor) to its meetings, as it deems necessary. The external auditor shall sometimes, normally attend the meetings of the committee at which it communicates audit risks and planning and the full year results. Company Secretary shall act as the secretary of the committee.

### **The number of Audit Committee meetings and the attendance of each member during the year:**

During the year 4 (Four) Audit Committee meetings were held. The attendance record of the members is given below:

<b>Name of Members</b>	<b>Position</b>	<b>Attendance</b>
Md. Mujahidul Islam	Chairman	2
Mrs. Lipy Sultana Karim	Member	4
Rezaul Karim	Member	4
Md. Jahidul Islam	Member Secretary	4

### **Activities carried out by the Audit Committee:**

The Audit Committee acted as per guideline mentioned in the charter of the Committee. The Committee reviewed effectiveness of internal control and external audit procedures and reports thereon and regularly updates the Board of Directors on their observations and status of control environment. During the Year 2024-2025 the committee reviewed & Monitored Following Key Functions:

- Reviewed the Quarterly financial statement with respect to presentation, disclosure and accuracy of data.
- Reviewed the financial statement for the year ended 30 June 2025 Contained full disclosures and reviewed these were prepared in accordance with International Financial Reporting standards (IFRSs), International Accounting Standards (IASs), as adopted by the Institute of Chartered Accountants of Bangladesh (ICAB).
- Reviewed the financial statement for the year ended 30 June 2025 Contained full disclosures and reviewed
- Reviewed the Related Party transaction.
- Reviewed the audit plan for the year 2024-2025.
- Reviewed the internal control Systems
- Reviewed the findings of the internal audit team.
- Reviewed the compliance with corporate governance code and other regulations, as per the requirements of the Bangladesh Securities & Exchange Commission(BSEC)
- Reviewed and recommended Statutory Auditors for the year 2024-2025.
- Reviewed and recommended Professionals for Compliance of Corporate Governance Code for the year 2023- 2024.

### **Reporting**

Pursuant to condition # 5(6)(a) of the Corporate Governance Code–2018 issued by BSEC, the Committee reports that it did not find any conflict of interest, any fraud, irregularity or material defect in the internal control system. There also is no infringement of laws, rules and regulations.

After due verification, the Audit Committee formed the opinion that adequate financial control and procedures are in place to provide reasonable assurance that the Company's resources are safeguarded and the financial position of the Company is well managed.

### **On behalf of the Audit Committee.**



Md. Mujahidul Islam  
Chairperson, Audit Committee

## NATIONAL FEED MILL LIMITED

### Report on the Nomination & Remuneration Committee (NRC):

The Nomination and Remuneration Committee, as a sub-committee of the Board of directors of National Feed Mill Limited has been constituted with three board of directors with one Independent director as a chairman as per the requirement of the code of conduct of Bangladesh Securities and Exchange Commission (BSEC). The company Secretary acts as Secretary to the Committee. The Nomination and Remuneration Committee assists the Board in formulation of the nomination criteria or policy for determining qualifications, positive attributes, experiences and independence of directors and top level executive as well as a policy for formal process of considering remuneration of directors, top level executive of the company. NRC is responsible to the Board of Directors and its roles and responsibilities are clearly set forth.

### The Composition of the NRC

In Accordance with Corporate Governance Code, 2018 of Bangladesh Securities and Exchange Commission (BSEC) the Board of Directors has appointed the Nomination & Remuneration Committee comprising three members including of whom one is independent director who is the chairperson of the committee and other two are non-executive directors. Company Secretary is the secretary of the committee. The following members of the Committee are:

Chairman	: Md. Siddiqur Rahman (BSEC Approved on 22/10/2025)
Member	: Lipy Sultana Karim
Member	: Adib Hossain Babul
Member Secretary	: Md Jahidul Islam

### Scope and role of NRC

NRC shall be responsible to the Board and to the shareholders of the company.

NRC shall oversee and formulating the criteria for determining qualifications, positive attributes and independence of a director and recommend a policy to the Board, relating to the remuneration of the directors, top level executive, considering the following;

- (i) the level and composition of remuneration is reasonable and sufficient to attain, retain and motivate suitable directors to run the company successfully;
- (ii) the relationship of remuneration to performance is clear and meets appropriate performance benchmarks;
- (iii) remuneration to directors, top level executive involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the company and its goals;
- (iv) devising a policy on Board's diversity taking into consideration age, gender, experience, ethnicity, educational background and nationality;
- (v) identifying persons who are qualified to become directors and who may be appointed in top level executive position in accordance with the criteria laid down, and recommend their appointment and removal to the board;
- (vi) Formulating the criteria for evaluation of performance of independent directors and the Board; (vii) Identifying the company's needs for employees at different levels and determine their selection, transfer or replacement and promotion criteria;
- (viii) developing, recommending and reviewing annually the company's human resources and training policies and any other services that the board of Directors determines time to time.

### Objectives of NRC

The objectives of the NRC are as follows:

- 1) To ensure the remuneration of the top-level management if satisfied with their activities.
  - 2) The directors and top-level management working activities evaluation, accountability and reporting efficiency impact on economic decision of the company.
- Appointment and removal of Director, Top Level Executives and Senior Management
- 1) The committee identifies the qualification, efficiency, experience and expertise who appointed as director, top level management and senior management.

## NATIONAL FEED MILL LIMITED

- II) The committee shall evaluate of his experience and expertise for the position.
- III) The Committee shall also exercise the appropriate experience and educational qualification for the said position.

### Accountabilities

1. The Board is ultimately responsible for the appointment of directors and top level executives.
2. The Board has delegated responsibility for assessing and selecting the candidates for the role of directors and top level executives of the Company to the Nomination and Remuneration Committee which makes recommendations and nominations to the Board.

### Procedure of Selection and Appointment of the Board Member

1. The Committee, along with the Board, shall review on an annual basis, appropriate skills, characteristics and experience required of a Board Member. The objective is to have a Board with diverse background and exercise in business, government, academics, technology and in areas that are relevant for the Company's operations.

2. In evaluating the suitability of individual Board member, the Committee shall take into account many factors, including general understanding of the Company's business dynamics, global business and social perspective, educational and professional background and personal achievements. Directors must possess experience at policy-making and operational levels in large organizations with significant international activities that will indicate their ability of complex issues facing the Company.

3. Director should possess the highest personal and professional ethics, integrity and values. They should be able to balance the legitimate interest and concerns of all the Company's stakeholders in arriving at decisions, rather than advancing the interests of a particular group.

### Procedure for Selection and Nomination of Top Level Executive

The Chairperson of the Company and the Chairperson of the NRC shall along with Company Secretary, identify suitable candidates for appointing them as top level executives of the Company on the basis of their academic, professional qualifications, relevant work experience, skill and other capabilities suitable to the position of concerning top level executives. Further, in case of top level executive's appointment, approval of the Board of Directors shall be taken in accordance shall be placed before the NRC and/or Board Directors at regular intervals.

### Remuneration of Directors and Top Level Executives

The guiding principle is that the level and composition of remuneration shall be reasonable and sufficient to attract, retain and motivate directors and top level executives.

The directors and top level executive's salary shall be based and determined on the individual's responsibilities and performance and in accordance with the limits as proscribed by statute, if any.

The Nominations & Remuneration Committee determines individual remuneration packages for directors and top level executive of the Company taking into account factors it deems relevant, including but not limited to market, business performance and practices in comparable companies, government's other guidelines. The Committee consults with the Chairperson as well as prevailing laws and government's other guidelines. The Committee consults with the Chairperson of the Board as it deems appropriate. Remuneration of the Company's Chairperson is recommended by the Committee to the Board of the Company.

### Remuneration:

#### a) Base Compensation (fixed salaries)

Must be competitive and reflective of the individual's role, responsibility and experience in relation to performance of day-to-day activities, usually reviewed on an annual basis; (includes salary, allowances and other statutory/non- statutory benefits which are normal part of remuneration package in line with market practices).

#### b) Variable salary:

The NRC may in its discretion structure any portion of remuneration to link rewards to corporate and individual performance, fulfillment of specified improvement targets or the attained by the Committee, based on performance against pre-determined financial and non-financial metrics.

### Evaluation Criteria

The evaluation/assessment of the directors and top executives of the Company is to be conducted on an annual basis and to satisfy the requirements of the Corporate Governance Code. The Following criteria may assist in determining how effective the performances of the directors and top level executives have been:

1. Leadership and stewardship abilities.
2. Contributing to clearly define corporate objectives & plans.
3. Communication of expectations & concerns clearly with subordinates.
4. Obtain adequate, relevant & timely information from external sources.
5. Review and approval achievement of strategic and operational plans, objectives, budgets

## NATIONAL FEED MILL LIMITED

6. Regular monitoring of corporate results against projections.
7. Identify, monitor and mitigate significantly corporate risks.
8. Assess policies, structures and procedures.
9. Direct, monitor and evaluate top level executives.
10. Review management's succession plan.
11. Effective meetings.
12. Assuring appropriate board size, composition, independence and structure.
13. Closely defining roles and monitoring activities of committees.
14. Review of company's ethical conduct.

### Meeting of NRC and Attendance

During the financial year 1 (One) NRC meeting were held. The attendance record of the members is given below:

<b>Name of Members</b>	<b>Position</b>	<b>Attendance</b>
Md Siddiqur Rahman	Chairman	1
Adib Hossain Babul	Member	1
Lipy Sultana Karim	Member	1
Md Jahidul Islam	Member Secretary	1

### Activities of NRC

During the financial year 2024-2025 the NRC arranged 1 (One) meetings and carried out following activities:

- Reviewed and approved the Code of Conduct to members of the Board and key management personnel or top-level executives which was adopted by the Board;
- Reviewed the human resources principles of the Company including recruitment, performance evaluation across all levels of members and skill value proposition of the Company.
- Reviewed the appointment of Directors and their remuneration.
- Reviewed the appointment of Managing Directors and his remuneration
- Reviewed the performance of top level management.

On behalf of the Nomination & Remuneration Committee



Md. Siddiqur Rahman, Chairperson  
Nomination & Remuneration Committee (NRC)

**National Feed Mill Limited**  
**Declaration by CEO and CFO**

Date: 09<sup>th</sup> February, 2026

The Board of Directors  
National Feed Mill Limited  
Corporate Office: House # 51, Road # 15,  
Sector # 03, Uttara, Dhaka-1230, Bangladesh.

**Subject: Declaration on Financial Statement for the year ended on 30 June 2025**

Dear Sirs,

Pursuant to the condition No. 1(5)(xxvi) imposed vide the Commission's Notification No. BSEC/CMRRCD/2006-158/2017/Admin/80 Dated 03 June 2018 under section 2CC of the Securities and Exchange Ordinance, 1969, we do hereby declare that:

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

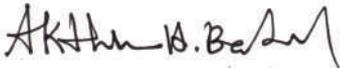
In this regard, we also certify that: --

- (i) We have reviewed the financial statements for the year ended on 30 June 2025 and that to the best of our knowledge and belief:

## NATIONAL FEED MILL LIMITED

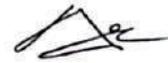
- (a) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
- (b) these statements collectively present a true and fair view of the Company's affairs and are in compliance with existing accounting standards and applicable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

**Sincerely yours,**



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Akther Hossain Babul  
Managing Director  
Dated: Dhaka, 09<sup>th</sup> February, 2026



---

Md. Anower Hossain  
Acting Chief Financial Officer  
Dated: Dhaka, 09<sup>th</sup> February, 2026



**Head Office :**

89 Kakrail, Green City Edge (Level 10), Dhaka 1000, Bangladesh  
Website: www.ahmed-zaker.com Email: azcbangladesh@ahmed-zaker.com  
Phone: +88-02-8700501-8, Fax: +88-02-8700509

**Annexure-B**

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

**Report to the Shareholders of National Feed Mill Limited on compliance on the Corporate Governance Code**

We have examined the compliance status to the Corporate Governance Code by **National Feed Mill Limited** for the year ended on June 30, 2025. This Code relates to the Notification No. BSEC/CMRRCD/2006-158/207/Admin/80 Dated 03 June 2018, Notification No. BSEC/CMRRCD/2009-193/66/PRD/148, dated 16 October 2023 and Notification No. BSEC/CMRRCD/2006-193/76/PRD/151, dated 4 April 2024 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 except as mentioned in clause (d), which we have required and after due scrutiny and verification thereof, we report that, in our opinion:

- (a) The Company has complied with the conditions of the Corporate Governance Code as stipulated in the above mentioned Corporate Governance Code issued by the Commission except as mentioned in clause (d);
- (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 except as mentioned in clause (d);
- (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 except as mentioned in clause (d); and
- (d) The governance of the company is satisfactory except condition no. 1(2) (a) (i), 1 (2) (b), 1 (5) (ix), 1 (6), 3(2), 5 (1) (b), 5(2) b, 5(2) f, 5 (4) (a), 5 (4) (b), 5 (6) (a) (i), 5 (6) (a) (ii) (b), 6(2) a, 6(2) h, 6 (4) (a), 6 (4) (b), 6 (4) (c) & 6 (4) (d).

Place: Dhaka

Dated: February 26, 2026

**AKM Mohitul Haq, FCA**  
Enrolment No.: 0458  
Senior Partner  
**Ahmed Zaker & Co.**  
Chartered Accountants

# NATIONAL FEED MILL LIMITED

## Report on Compliance of the Corporate Governance Guideline of BSEC [Condition No. 1 (5) (xxxvii)]

The Status of compliance with the conditions imposed by the Commission's Notification No. BSEC/CMRRCD/2006-158/207/Admin/80, dated 3 June 2018, Notification No. BSEC/CMRRCD/2009-193/66/PRD/148, dated 16 October 2023 and Notification No. BSEC/CMRRCD/2006-193/76/PRD/151, dated 4 April 2024 under section 2CC of the Securities and Exchange Ordinance, 1969 is presented below:

Condition No.	Title	Compliance Status ("√" has been put in the appropriate column)		Remarks (if any)
		Complied	Not Complied	
<b>1.0</b>	<b>Board of Directors</b>			
1 (1)	The total number of members of a company's Board of Directors (hereinafter referred to as "Board") shall not be less than 5 (five) and more than 20 (twenty)	√		Number of Board Members of NFML is 7 (Seven) including 2 (Two) Independent Directors (Vacancy of Independent Director Occurred from January 2024 to October 21, 2025).
<b>1 (2)</b>	<b>Independent Directors</b>			
1 (2) (a)	At least 2 (two) directors or one fifth (1/5) of the total number of Directors in the company's Board, whichever is higher, shall be Independent Directors; any fraction shall be considered to the next integer or whole number for calculating number of independent director(s):	√		Number of Board Members of NFML is 7 (Seven) including 2 (Two) Independent Directors (Vacancy of Independent Director Occurred from January 2024 to October 21, 2025).
1 (2) (a) (i)	Provided that the Board shall appoint at least 1 (one) female independent director in the Board of Directors of the Company;		√	No Female Independent Director appointed by NFML.
<b>1 (2) (b)</b>	<b>Without contravention of any provision of any other laws, for the purpose of this clause, an "independent director" means a director: -</b>			
1 (2) (b) (i)	Who either does not hold any share in the company or holds less than one percent (1%) shares of the total paid-up shares of the company		√	NFML didn't provide us the clearance letter from independent directors against such provision.
1 (2) (b) (ii)	Who is not a sponsor of the company or is not connected with the company's any sponsor or director or nominated director or shareholder of the company or any of its associates, sister concerns, subsidiaries and parents or holding entities who holds one percent (1%) or more shares of the total paid-up shares of the company on the basis of family relationship and his or her family members also shall not hold above mentioned shares in the company: Provided that spouse, son, daughter, father, mother, brother, sister, son-in-law and daughter-in-law shall be considered as family members;		√	Do
1 (2) (b) (iii)	Who has not been an executive of the company in immediately preceding 2 (two) financial years		√	Do
1 (2) (b) (iv)	Who does not have any other relationship, whether pecuniary or otherwise, with the company or its subsidiary/associated companies		√	Do
1 (2) (b) (v)	Who is not a member or TREC (Trading Right Entitlement Certificate) holder, director or officer of any stock exchange;		√	Do
1 (2) (b) (vi)	Who is not a shareholder, director excepting independent director or officer of any member or TREC holder of stock exchange or an intermediary of the capital market;		√	Do
1 (2) (b) (vii)	Who is not a partner or an executive or was not a partner or an executive during the preceding 3 (three) years of the concerned company's statutory audit firm or audit firm engaged in internal audit services or audit firm conducting special audit or professional certifying		√	Do

## NATIONAL FEED MILL LIMITED

Condition No.	Title	Compliance Status (“√” has been put in the appropriate column)		Remarks (if any)
		Complied	Not Complied	
	compliance of this Code;			
1 (2) (b) (viii)	Who is not an independent director in more than 5 (five) listed companies		√	Do
1 (2) (b) (ix)	Who has not been reported as a defaulter in the latest Credit Information Bureau (CIB) report of Bangladesh Bank for non-payment of any loan or advance to a bank or a financial Institution and”		√	Do
1 (2) (b) (x)	Who has not been convicted for a criminal offence involving moral turpitude		√	Do
1 (2) (c)	Independent Director(s) shall be appointed by Board of Directors and approved by the shareholders in the Annual General Meeting (AGM):		√	Do
1 (2) (c) (i)	Provided that the Board shall appoint the independent director, subject to prior consent of the Commission, after due consideration of recommendation of the Nomination and Remuneration Committee (NRC) of the company;		√	Do
1 (2) (d)	The post of independent director(s) cannot remain vacant for more than 90 (ninety) days		√	Do
1 (2) (e)	The tenure of office of an independent director shall be for a period of 3 (three) years, which may be extended for 1 (one) term only		√	Do
<b>1 (3)</b>	<b>Qualification of Independent Director</b>			
1 (3) (a)	Independent director shall be a knowledgeable individual with integrity who is able to ensure compliance with financial laws, regulatory requirements and corporate laws and can make meaningful contribution to business	√		
<b>1 (3) (b)</b>	<b>Independent Director shall have the following Qualifications:</b>			
1 (3) (b)(i)	Business Leader who is or was a promoter or director of an unlisted company having minimum paid-up capital of Tk. 100.00 million or any listed company or a member of any national or international chamber of commerce or registered business association; or			N/A
1 (3) (b)(ii)	Corporate Leader who is or was a top-level executive not lower than Chief Executive Officer or Managing Director or Deputy Managing Director or Chief Financial Officer or Head of Finance or Accounts or Company Secretary or Head of Internal Audit and Compliance or Head of Legal Service or a candidate with equivalent position of an unlisted company having minimum paid-up capital of Tk. 100.00 million or of a listed company;			N/A
1 (3) (b)(iii)	Former or existing official of government or statutory or autonomous or regulatory body in the position not below 5 <sup>th</sup> Grade of the national pay scale, who has at least educational background of bachelor degree in economics or commerce or business or Law: Provided that in case of appointment of existing official as independent director, it requires clearance from the organization where he or she is in services; or			N/A
1 (3) (b)(iv)	University Teacher who has educational background in Economics or Commerce or Business Studies or Law; or			N/A
1 (3) (b)(v)	Professional who is or was an advocate practicing at least in the High Court Division of Bangladesh Supreme Court or a Chartered Accountant or Cost and Management Accountant or Chartered Financial Analyst or Chartered Certified Accountant or Certified Public Accountant or Chartered Management Accountant or Chartered Secretary or equivalent qualification.	√		
1 (3) (c)	The independent director shall have at least 10 (ten) years of experiences in any field mentioned in clause (b)	√		

## NATIONAL FEED MILL LIMITED

Condition No.	Title	Compliance Status ("√" has been put in the appropriate column)		Remarks (if any)
		Complied	Not Complied	
1 (3) (d)	In special cases the above qualifications or experiences may be relaxed subject to prior approval of Commission.			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 positions of the Chairperson of the Board and the Managing Director (MD) and/or Chief Executive Officer (CEO) of the company shall be filled by different individuals.	√		
1 (4) (b)	The Managing Director (MD) and/or Chief Executive Officer (CEO) of a listed company shall not hold the same position in another listed company.	√		
1 (4) (c)	The Chairperson of the Board shall be elected from among the non-executive directors of the company.	√		
1 (4) (d)	The Board shall clearly define respective roles and responsibilities of the Chairperson and the Managing Director and/or Chief Executive Officer.	√		
1 (4) (e)	In the absence of the Chairperson of the Board, the remaining members may elect one of themselves from non-executive directors as Chairperson for that particular Board's meeting; the reason of absence of the regular Chairperson shall be duly recorded in the minutes.			No such event occurred.
<b>1 (5)</b>	<b>The Directors' Report to Shareholders</b>			
	The Board of the company shall include the following additional statements or disclosures in the Directors' Report prepared under section 184 of the Companies Act, 1994 (Act No. XVIII of 1994):			
1 (5) (i)	An Industry outlook and possible future developments in the industry	√		
1 (5) (ii)	Segment-wise or product-wise performance	√		
1 (5) (iii)	Risks and concerns including internal and external risk factors, threat to sustainability and negative impact on environment, if any	√		
1 (5) (iv)	A discussion on Cost of Goods sold, Gross Profit Margin and Net Profit Margin, where applicable	√		Audit Report has been qualified by the external auditor regarding this matter
1 (5) (v)	A discussion on continuity of any extra-ordinary activities and their implications (gain or loss)	√		
1 (5) (vi)	A detailed discussion on related party transactions along with a statement showing amount, nature of related party, nature of transactions and basis of transactions of all related party transactions	√		
1 (5) (vii)	A statement of utilization of proceeds from public issues, rights issues and/or through any other instrument.			N/A
1 (5) (viii)	An explanation if the financial results deteriorate after the company goes for Initial Public Offering (IPO), Repeat Public Offering (RPO), Rights Share Offer, Direct Listing, etc.			N/A
1 (5) (ix)	An explanation on any significant variance occurs between Quarterly Financial Performance and Annual Financial Statements		√	
1 (5) (x)	A statement of remuneration paid to directors including independent directors	√		
1 (5) (xi)	A statement that the financial statements prepared by the management of the issuer company present fairly its state of affairs, the result of its operations, cash flows and changes in equity.	√		Audit Report has been qualified by the external auditor regarding this matter
1 (5) (xii)	A statement that proper books of account of the issuer	√		Audit Report has been qualified by the external

## NATIONAL FEED MILL LIMITED

Condition No.	Title	Compliance Status (“√” has been put in the appropriate column)		Remarks (if any)
		Complied	Not Complied	
	company have been maintained			auditor regarding this matter
1 (5) (xiii)	A statement that appropriate accounting policies have been consistently applied in preparation of the financial statements and that the accounting estimates are based on reasonable and prudent judgment	√		Audit Report has been qualified by the external auditor regarding this matter
1 (5) (xiv)	A statement that International Accounting Standards (IAS)/Bangladesh Accounting Standards (BAS)/ International Financial Reporting Standard (IFRS)/ Bangladesh Financial Reporting Standards (BFRS), as applicable in Bangladesh, have been followed in preparation of the financial statements and any departure there-from has been adequately disclosed.	√		Audit Report has been qualified by the external auditor regarding this matter
1 (5) (xv)	A statement that the system of Internal control is sound in design and has been effectively implemented and monitored	√		Audit Report has been qualified by the external auditor regarding this matter
1 (5) (xvi)	A statement that minority shareholders have been protected from abusive actions by, or in the interest of, controlling shareholders acting either directly or indirectly and have effective means of redress	√		
1 (5) (xvii)	A statement that there is no significant doubt upon the issuer company’s ability to continue as a going concern, if the issuer company is not considered to be a going concern, the fact along with reasons there of shall be disclosed	√		
1 (5) (xviii)	An explanation that significant deviations from the last year’s operating results of the issuer company shall be highlighted and the reasons thereof shall be explained	√		Audit Report has been qualified by the external auditor regarding this matter
1 (5) (xix)	A statement where key operating and financial data of at least preceding 5 (five) years shall be summarized	√		
1 (5) (xx)	An explanation on the reasons if the issuer company has not declared dividend (cash or stock) for the year	N/A		
1 (5) (xxi)	Board’s statement to the effect that no bonus share or stock dividend has been or shall be declared as interim dividend	√		
1 (5) (xxii)	The total number of Board meetings held during the year and attendance by each director	√		
<b>1 (5) (xxiii)</b>	<b>A report on the pattern of shareholding disclosing the aggregate number of shares (along with name-wise details were stated below) held by:</b>			
1 (5) (xxiii) (a)	Parent/ Subsidiary/ Associated Companies and other related parties (name wise details)	√		National Feed Mill Limited have no Subsidiary/ Associated Companies
1 (5) (xxiii) (b)	Directors, Chief Executive Officer, Company Secretary, Chief Financial Officer, Head of Internal Audit and Compliance and their spouses and minor children (name wise details)	√		Md. Anower Hossain and Md. Jahidul Islam appointed as Acting Chief Financial Officer and Company Secretary.
1 (5) (xxiii) (c)	Executives, and	√		
1 (5) (xxiii) (d)	Shareholders holding ten percent (10%) or more voting interest in the company (name wise details); Explanation: For the purpose of this clause, the expression “Executive” means top 5 (five) salaried employees of the company, other than the Directors, Chief Executive Officer, Company Secretary, Chief Financial Officer and Head of Internal Audit and Compliance	√		
<b>1 (5) (xxiv)</b>	<b>In case of the appointment or re-appointment of a director, a disclosure on the following information to the shareholders:</b>			
1 (5) (xxiv) (a)	A brief resume of the director	√		
1 (5) (xxiv) (b)	Nature of his or her expertise in specific functional areas; and	√		
1.5 (xxiv) (c)	Names of companies in which the person also holds the directorship and the membership of committees of the Board	√		

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Condition No.	Title	Compliance Status ("√" has been put in the appropriate column)		Remarks (if any)
		Complied	Not Complied	
<b>1 (5) (xxv)</b>	<b>A Management's Discussion and Analysis signed by CEO or MD presenting detailed analysis of the company's position and operations along with a brief discussion of changes in the financial statements, among others, focusing on:</b>			
1 (5) (xxv) (a)	Accounting policies and estimation for preparation of financial statements	√		Disclosed the policy in the notes to the Financial Statements
1 (5) (xxv) (b)	Changes in accounting policies and estimation, if any, clearly describing the effect on financial performance or results and financial position as well as cash flows in absolute figure for such changes	√		
1 (5) (xxv) (c)	Comparative analysis (including effects of inflation) of financial performance or results and financial position as well as cash flows for current financial year with immediate preceding five years explaining reasons thereof	√		
1 (5) (xxv) (d)	Compare such financial performance or results and financial position as well as cash flows with the peer industry scenario	√		
1 (5) (xxv) (e)	Briefly explain the financial and economic scenario of the country and the globe	√		
1 (5) (xxv) (f)	Risks and concerns issues related to the financial statements, explaining such risk and concerns mitigation plan of the company; and	√		
1 (5) (xxv) (g)	Future plan or projection or forecast for company's operation, performance and financial position, with justification thereof, i.e., actual position shall be explained to the shareholders in the next AGM	√		
1 (5) (xxvi)	Declaration or certification by the CEO and the CFO to the Board as required under condition No. 3 (3) disclosed as per Annexure-A;	√		
1 (5) (xxvii)	The report as well as certificate regarding compliance of conditions of this Code as required under condition No. 9 shall be disclosed as per Annexure-B and Annexure-C;	√		
1 (5) (xxviii)	The Directors' report to the shareholders does not require to include the business strategy or technical specification related to products or services, which have business confidentiality.			No such event occurred.
<b>1 (6)</b>	<b>Meeting of the Board of Directors</b>			
	The company shall conduct its Board meetings and record the minutes of the meetings as well as keep required books and records in line with the provisions of the relevant Bangladesh Secretarial Standards (BSS) as adopted by the Institute of Chartered Secretaries of Bangladesh (ICSB) in so far as those standards are not inconsistent with any condition of this Code.		√	
<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) at condition No. 6, for the Chairperson of the Board, other board members and Chief Executive Officer of the company	√		
1 (7) (b)	The code of conduct as determined by the NRC shall be posted on the website of the company including, among others, prudent conduct and behavior, confidentiality, conflict of interest, compliance with laws, rules and regulations, prohibition of insider trading, relationship with environment, employees, customers and suppliers and independency	√		

## NATIONAL FEED MILL LIMITED

Condition No.	Title	Compliance Status ("√" has been put in the appropriate column)		Remarks (if any)
		Complied	Not Complied	
<b>2.0</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 company			N/A
2 (b)	At least 1 (one) independent director on the Board of the holding company shall be a director on the Board of the subsidiary company			N/A
2 (c)	The minutes of the Board meeting of the subsidiary company shall be placed for review at the following Board meeting of the holding company			N/A
2 (d)	The minutes of the respective Board meeting of the holding company shall state that they have reviewed the affairs of the subsidiary company also			N/A
2 (e)	The Audit Committee of the holding company shall also review the financial statements, in particular the investments made by the subsidiary company			N/A
<b>3.0</b>	<b>Managing Director (MD) or Chief Executive Officer (CEO), Chief Financial Officer (CFO), Head of Internal Audit and Compliance (HIAC) and Company Secretary (CS)</b>			
<b>3 (1)</b>	<b>Appointment</b>			
3 (1) (a)	The Board shall appoint a Managing Director (MD) or Chief Executive Officer (CEO), a Company Secretary (CS), a Chief Financial Officer (CFO) and a Head of Internal Audit and Compliance (HIAC)	√		Md. Anower Hossain and Md. Jahidul Islam appointed as Acting Chief Financial Officer and Company Secretary.
3 (1) (b)	The positions of the Managing Director (MD) or Chief Executive Officer (CEO), Company Secretary (CS), Chief Financial Officer (CFO) and Head of Internal Audit and Compliance (HIAC) shall be filled by different individuals	√		Do
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:	√		Do
3 (1) (c) (i)	Provided that CFO or Cs of any listed company may be appointed for the same position in any other listed or non-listed company under the same group for reduction of cost or for technical expertise, with prior approval of the Commission:  Provided further that the remuneration and perquisites of the said CFO or Cs shall be shared by appointing companies proportionately;			N/A
3 (1) (d)	The Board shall clearly define respective roles, responsibilities and duties of the CFO, the HIAC and the CS	√		
3 (1) (e)	The MD or CEO, CS, CFO and HIAC shall not be removed from their position without approval of the Board as well as immediate dissemination to the Commission and stock exchange(s)	√		
<b>3 (2)</b>	<b>Requirement to attend Board of Directors' Meetings</b>			
	The MD or CEO, CS, CFO and HIAC of the company shall attend the meetings of the Board: Provided that the CS, CFO and/or the HIAC shall not attend such part of a meeting of the Board which involves consideration of an agenda item relating to their personal matters.		√	
<b>3 (3)</b>	<b>Duties of Managing Director (MD) or Chief Executive Officer (CEO) and Chief Financial Officer (CFO)</b>			
3 (3) (a)	The MD or CEO and CFO shall certify to the Board that they have reviewed financial statements for the year and that to the best of their knowledge and belief:			
3 (3) (a) (i)	These statements do not contain any materially untrue	√		Audit Report has been

## NATIONAL FEED MILL LIMITED

Condition No.	Title	Compliance Status ("√" has been put in the appropriate column)		Remarks (if any)
		Complied	Not Complied	
	statement or omit any material fact or contain statements that might be misleading; and			qualified by the external auditor regarding this matter
3 (3) (a) (ii)	These statements together presented a true and fair view of the company's affairs and are in compliance with existing accounting standards and applicable laws	√		Audit Report has been qualified by the external auditor regarding this matter
3 (3) (b)	The MD or CEO and CFO shall also certify that there are, to the best of knowledge and belief, no transactions entered into by the company during the year which are fraudulent, illegal or in violation of the code of conduct for the company's Board or its members	√		
3 (3) (c)	The certification of the MD or CEO and CFO shall be disclosed in the Annual Report	√		
<b>4.0</b>	<b>Board of Directors Committee:</b>			
	<b>For ensuring good governance in the company, the Board shall have at least following sub-committees:</b>			
4 (i)	Audit Committee; and	√		
4 (ii)	Nomination and Remuneration Committee	√		
<b>5.00</b>	<b>Audit Committee</b>			
5 (1)	<b>Responsibilities to the Board of Directors</b>			
5 (1) (a)	The company shall have an Audit Committee as a subcommittee of the Board	√		
5 (1) (b)	The Audit Committee shall assist the Board of Directors in ensuring that the financial statements reflected true and fair view of the state of affairs of the company and in ensuring a good monitoring system within the business		√	
5 (1) (c)	The Audit Committee shall be responsible to the Board; the duties of the Audit Committee shall be clearly set forth in writing	√		
<b>5 (2)</b>	<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)	The Board of Directors shall appoint members of the Audit Committee who shall be non-executive directors of the company and excepting Chairperson of the Board and shall include at least 1 (one) Independent Director		√	
5 (2) (c)	All members of the audit committee should be "financially literate" and at least 1 (one) member shall have accounting or related financial management background and 10 (ten) years of such experience	√		
5 (2) (d)	When the term of service of any Committee member expires or there is any circumstance causing any Committee member to be unable to hold office before expiration of the term of service, thus making the number of the Committee members to be lower than the prescribed number of 3 (three) persons, the Board shall appoint the new Committee member to fill up the vacancy immediately or not later than 60 (sixty) days from the date of vacancy in the Committee to ensure continuity of the performance of work of the Audit Committee;			N/A
5 (2) (e)	The Company Secretary shall act as the secretary of the Committee	√		

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Condition No.	Title	Compliance Status ("√" has been put in the appropriate column)		Remarks (if any)
		Complied	Not Complied	
5 (2) (f)	The quorum of the Audit Committee meeting shall not constitute without at least 1(one) Independent Director		√	
<b>5 (3)</b>	<b>Chairman of the Audit Committee</b>			
5 (3) (a)	The Board of Directors shall select 1 (one) member of the Audit Committee, who shall be an Independent Director	√		
5 (3) (b)	In the absence of the Chairperson of the Audit Committee, the remaining members may elect one of themselves as Chairperson for that particular meeting, in that case there shall be no problem of constituting a quorum as required under condition No. 5 (4) (b) and the reason of absence of the regular Chairperson shall be duly recorded in the minutes	√		
5 (3) (c)	Chairperson of the audit committee shall remain present in the Annual General Meeting (AGM) Provided that in absence of Chairperson of the Audit Committee, any other member from the Audit Committee shall be selected to be present in the Annual General Meeting (AGM) and reason for absence of the Chairperson of the Audit Committee shall be recorded in the minutes of the AGM.	√		
<b>5.4</b>	<b>Meeting of the Audit Committee</b>			
5 (4) (a)	The Audit Committee shall conduct at least its four meetings in a financial year: Provided that any emergency meeting in addition to regular meeting may be convened at the request of any one of the members of the Committee		√	
5 (4) (b)	The quorum of the meeting of the Audit Committee shall be constituted in presence of either two members or two-third of the members of the Audit Committee, whichever is higher, where presence of an Independent Director is a must		√	Do
<b>5 (5)</b>	<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)	Monitor Internal Audit and Compliance process to ensure that it is adequately resourced, including approval of the Internal Audit and Compliance Plan and review of the Internal Audit and Compliance Report	√		
5 (5) (d)	Oversee hiring and performance of external auditors	√		
5 (5) (e)	Hold meeting with the external or statutory auditors for review of the annual financial statements before submission to the Board for approval or adoption	√		
5 (5) (f)	Review along with the management, the annual financial statements before submission to the board for approval	√		
5 (5) (g)	Review along with the management, the quarterly and half yearly financial statements before submission to the board for approval	√		
5 (5) (h)	Review the adequacy of internal audit function	√		
5 (5) (i)	Review the Management's Discussion and Analysis before disclosing in the Annual Report	√		
5 (5) (j)	Review statement of all related party transactions submitted by the management	√		
5 (5) (k)	Review Management Letters or Letter of Internal Control weakness issued by statutory auditors	√		

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Condition No.	Title	Compliance Status (“√” has been put in the appropriate column)		Remarks (if any)
		Complied	Not Complied	
5 (5) (l)	Oversee the determination of audit fees based on scope and magnitude, level of expertise deployed and time required for effective audit and evaluate the performance of external auditors; and	√		
5 (5) (m)	Oversee whether the proceeds raised through Initial Public Offering (IPO) or Repeat Public Offering (RPO) or Rights Share Offer have been utilized as per the purposes stated in relevant offer document or prospectus approved by the Commission: Provided that the management shall disclose to the Audit Committee about the uses or applications of the proceeds by major category (capital expenditure, sales and marketing expenses, working capital, etc.), on a quarterly basis, as a part of their quarterly declaration of financial results: Provided further that on an annual basis, the company shall prepare a statement of the proceeds utilized for the purposes other than those stated in the offer document or prospectus for publication in the Annual Report along with the comments of the Audit Committee.		N/A	
<b>5 (6)</b>	<b>Reporting of the Audit Committee</b>			
<b>5 (6) (a)</b>	<b>Reporting to the Board of Directors</b>			
5 (6) (a) (i)	The Audit Committee shall report on its activities to the Board		√	The Audit Committee did not report to the Board of Directors.
5 (6) (a) (ii)	<b>The Audit Committee shall immediately report to the Board on the following findings, if any:</b>			
5 (6) (a) (ii) (a)	Reporting on conflicts of interests	N/A		
5 (6) (a) (ii) (b)	Suspected or presumed fraud or irregularity or material defect identified in the internal audit and compliance process or in the financial statements	Audit Report has been qualified by the external auditor and the audit committee has not informed about the report to the Board of Directors.		
5 (6) (a) (ii) (c)	Suspected infringement of laws, regulatory compliances including securities related laws, rules and regulations; and	N/A		
5.6 (a) (ii) (d)	Any other matter which the Audit Committee deems necessary shall be disclosed to the Board immediately	N/A		
<b>5 (6) (b)</b>	<b>Reporting to the Authorities</b>			
	If the Audit Committee has reported to the Board about anything which has material impact on the financial condition and results of operation and has discussed with the Board and the management that any rectification is necessary and if the Audit Committee finds that such rectification has been unreasonably ignored, the Audit Committee shall report such finding to the Commission, upon reporting of such matters to the Board for three times or completion of a period of 6 (six) months from the date of first reporting to the Board, whichever is earlier.	N/A		
<b>5 (7)</b>	<b>Reporting to the Shareholders and General Investors</b>			
	Report on activities carried out by the Audit Committee, including any report made to the Board under condition No. 5(6)(a)(ii) above during the year, shall be signed by the Chairperson of the Audit Committee and disclosed in the annual report of the issuer company.	N/A		
<b>6.0</b>	<b>Nomination and Remuneration Committee (NRC)</b>			
<b>6 (1)</b>	<b>Responsibility to the Board of Directors</b>			
6 (1) (a)	The company shall have a Nomination and Remuneration Committee (NRC) as a sub-committee of the	√		

# NATIONAL FEED MILL LIMITED

Condition No.	Title	Compliance Status (“√” has been put in the appropriate column)		Remarks (if any)
		Complied	Not Complied	
	Board			
6 (1) (b)	The NRC shall assist the Board in formulation of the nomination criteria or policy for determining qualifications, positive attributes, experiences and independence of directors and top level executive as well as a policy for formal process of considering remuneration of directors, top level executive	√		
6 (1) (c)	The Terms of Reference (ToR) of the NRC shall be clearly set forth in writing covering the areas stated at the condition No. 6 (5) (b)	√		
<b>6 (2)</b>	<b>Constitution of the NRC</b>			
6 (2) (a)	The Committee shall comprise of at least 3 (three) members including an Independent Director		√	
6 (2) (b)	At least 02 (two) members of the Committee shall be non-executive directors;	√		
6 (2) (c)	Members of the Committee shall be nominated and appointed by the Board	√		
6 (2) (d)	The Board shall have authority to remove and appoint any member of the Committee	√		
6 (2) (e)	In case of death, resignation, disqualification, or removal of any member of the Committee or in any other cases of vacancies, the board shall fill the vacancy within 180 (one hundred eighty) days of occurring such vacancy in the Committee	√		
6 (2) (f)	The Chairperson of the Committee may appoint or co-opt any external expert and/or member(s) of staff to the Committee as advisor who shall be non-voting member, if the Chairperson feels that advice or suggestion from such external expert and/or member(s) of staff shall be required or valuable for the Committee	√		
6 (2) (g)	The company secretary shall act as the secretary of the Committee	√		
6 (2) (h)	The quorum of the NRC meeting shall not constitute without attendance of at least an Independent Director	√		
6 (2) (i)	No member of the NRC shall receive, either directly or indirectly, any remuneration for any advisory or consultancy role or otherwise, other than Director’s fees or honorarium from the company	√		
<b>6 (3)</b>	<b>Chairperson of the NRC</b>			
6 (3) (a)	The Board shall select 1 (one) member of the NRC to be Chairperson of the Committee, who shall be an Independent Director	√		
6 (3) (b)	In the absence of the Chairperson of the NRC, the remaining members elected one of themselves as Chairperson for that particular meeting, the reason of absence of the regular Chairperson shall duly be recorded in the minutes	√		
6 (3) (c)	The Chairperson of the NRC shall attend the Annual General Meeting (AGM) to answer the queries of the shareholders	√		
<b>6 (4)</b>	<b>Meeting of the NRC</b>			
6 (4) (a)	The NRC shall conduct at least 1 (one) meeting in a financial year		√	
6 (4) (b)	The Chairperson of the NRC may convene any emergency meeting upon request by any member of the NRC		√	Do

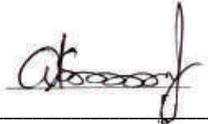
# NATIONAL FEED MILL LIMITED

Condition No.	Title	Compliance Status (“√” has been put in the appropriate column)		Remarks (if any)
		Complied	Not Complied	
6 (4) (c)	The quorum of the meeting of the NRC shall be constituted in presence of either two members or two third of the members of the Committee, whichever is higher, where presence of an Independent Director is must as required under condition No. 6(2)(h)		√	Do
6 (4) (d)	The proceedings of each meeting of the NRC shall duly be recorded in the minutes and such minutes shall be confirmed in the next meeting of the NRC.		√	Do
<b>6 (5)</b>	<b>Role of the NRC</b>			
6 (5) (a)	NRC shall be independent and responsible or accountable to the Board and to the shareholders	√		
<b>6 (5) (b)</b>	<b>NRC shall oversees, among others, the following matters and make report with recommendation to the Board:</b>			
6 (5) (b) (i)	Formulating the criteria for determining qualifications, positive attributes and independence of a director and recommend a policy to the Board, relating to the remuneration of the directors, top level executive, considering the following:	√		
6 (5) (b) (i) (a)	The level and composition of remuneration is reasonable and sufficient to attract, retain and motivate suitable directors to run the company successfully	√		
6 (5) (b) (i) (b)	The relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and	√		
6 (5) (b) (i) (c)	Remuneration to directors, top level executive involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the company and its goals	√		
6 (5) (b) (ii)	Devising a policy on Board’s diversity taking into consideration age, gender, experience, ethnicity, educational background and nationality	√		
6 (5) (b) (iii)	Identifying persons who are qualified to become directors and who may be appointed in top level executive position in accordance with the criteria laid down, and recommend their appointment and removal to the Board	√		
6 (5) (b) (iv)	Formulating the criteria for evaluation of performance of Independent Directors and the Board	√		
6 (5) (b) (v)	Identifying the company’s needs for employees at different levels and determine their selection, transfer or replacement and promotion criteria; and	√		
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 during the year at a glance in its annual report.	√		
<b>7.0</b>	<b>External / Statutory Auditors</b>			
<b>7 (1)</b>	<b>The issuer company shall not engage its external or statutory auditors to perform the following services of the company, namely:</b>			
7 (1) (i)	Appraisal or valuation services or fairness opinions	√		Islam Quazi Shafique & Co. Chartered Accountants have declared such independence during their appointment.
7 (1) (ii)	Financial information systems design and implementation	√		Do
7 (1) (iii)	Book-keeping or other services related to the accounting records or financial statements	√		Do

**NATIONAL FEED MILL LIMITED**

Condition No.	Title	Compliance Status (“√” has been put in the appropriate column)		Remarks (if any)
		Complied	Not Complied	
7 (1) (iv)	Broker-dealer services	√		Do
7 (1) (v)	Actuarial services	√		Do
7 (1) (vi)	Internal audit services or special audit services	√		Do
7 (1) (vii)	Any service that the Audit Committee determines	√		Do
7 (1) (viii)	Audit or certification services on compliance of corporate governance as required under condition No. 9(1); and	√		Do
7 (1) (ix)	Any other service that creates conflict of interest	√		Do
7 (2)	No partner or employees of the external audit firms shall possess any share of the company they audit at least during the tenure of their audit assignment of that company; his or her family members also shall not hold any shares in the said company: Provided that spouse, son, daughter, father, mother, brother, sister, son-in-law and daughter-in-law shall be considered as family members	√		Do
7 (3)	Representative of external or statutory auditors shall remain present in the Shareholders’ Meeting (Annual General Meeting or Extraordinary General Meeting) to answer the queries of the shareholders	√		Do
<b>8.0</b>	<b>Maintaining a website by the Company</b>			
8 (1)	The company shall have an official website linked with the website of the stock exchange	√		<a href="https://www.nationalgroup-bd.com">https://www.nationalgroup-bd.com</a>
8 (2)	The company kept the website functional from the date of listing	√		
8 (3)	The company shall make available the detailed disclosures on its website as required under the listing regulations of the concerned stock exchange(s).	√		
<b>9.0</b>	<b>Reporting and Compliance of Corporate Governance</b>			
9 (1)	The company shall obtain a certificate from a practicing Professional Accountant or Secretary (Chartered Accountant or Cost and Management Accountant or Chartered Secretary) other than its statutory auditors or audit firm on yearly basis regarding compliance of conditions of Corporate Governance Code of the Commission and shall such certificate shall be disclosed in the Annual Report	√		Certificate has been obtained from <b>Ahmed Zaker &amp; Co., Chartered Accountants</b> which has been published in this Annual Report under Annexure-B of Directors Report.
9 (2)	The professional who will provide the certificate on compliance of this Corporate Governance Code shall be appointed by the shareholders in the Annual General Meeting	√		
9 (3)	The directors of the company shall state, in accordance with the Annexure-C attached, in the directors’ report whether the company has complied with these conditions or not.	√		

Place: Dhaka  
Dated: February 26, 2026

  
**AKM Mohitul Haq, FCA**  
 Enrolment No.: 0458  
 Senior Partner  
**Ahmed Zaker & Co.**  
 Chartered Accountants

## NATIONAL FEED MILL LIMITED

### INDEPENDENT AUDITOR'S REPORT To the Shareholders of NATIONAL FEED MILL LIMITED

#### Report on the Audit of the Financial Statements Qualified Opinion

We have audited the financial statements of NATIONAL FEED MILL LIMITED which comprise the Statement of Financial Position as at June 30, 2025 and Statement of Profit or Loss and Other Comprehensive Income, Statement of Changes in Equity and Statement of Cash Flows for the year then ended June 30, 2025, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information.

In our opinion, except for the effects of the matter described in the Basis for Qualified Opinion section of our report, the accompanying financial statements present fairly, in all material respects, the financial position of the Company as at June 30, 2025 and its financial performance and its cash flows for the year then ended June 30, 2025 in accordance with International Financial Reporting Standards (IFRSs).

#### Basis for Qualified Opinion

1. As referred note no. 22.00 "Cost of Goods Sold" where shown Material Purchase during the period amount Tk. 78,343,782/- in the Statement of Profit or Loss and Other Comprehensive Income but as per vat return mushak 9.01 purchase shown amount Tk. 100,963,748/-. There is a possibility that the management of the company may understated purchase amount Tk. 22,619,966/- as well as Net Profit for the year may overstated which has a significant effect on EPS of the company. Also, we didn't find ledger, voucher and other supporting evidence for Material Purchase during the year.

2. We draw attention to note no. 7.00 in the Statement of Financial Position where "Accounts Receivables" shown amount Tk. 876,464,088/- as at June 30, 2025 but the management of the company did not write-off or make any provision against the uncollectable receivable amount according to the IFRS-9 Para-5.5.1 & 5.5.9. Moreover, we could not check subsequent position of Accounts Receivable due to lack of proper supporting evidence. Even we have sent balance confirmation letter to those parties but no feedback received till to our reporting date.

3. As referred note no. 15.00 "Accounts Payable" shown amount Tk. 8,421,449/- in the statement of Financial Position. We didn't find ledger and other supporting evidence for the balance. Also, we have sent balance confirmation letter to those parties but no feedback received till to our reporting date.

4. As referred note no. 13.00 "Long-Term Loan" Where Interest & Charge during the year shown amount Tk. 44,064,946/- in the Statement of Financial Position. But in the Financial Expenses Interest on Term Loan shown amount Tk. 24,471,703/-. Therefore, the management of the company understated Financial Expense amount Tk. 19,593,243/- as well as overstated the profit which have a significant effect on EPS. Moreover, we didn't find Interest expense ledger, loan statement of Bank Asia Term Loan #1149 amount Tk. 257,837,075/- and supporting evidence of loan repayment/Adjustment during the period amount Tk. 19,593,243/-

## NATIONAL FEED MILL LIMITED

5. As referred note no. 18.00 "Workers Profit Participation Fund" shown amount Tk. 24,804,166/- in the Financial Statements Which is unpaid from past several years. We also report that we didn't find WPPF audit report.

6. We draw attention to note no. 12.00 in the Statement of Financial Position where "General Reserve" shown amount Tk. 6,190,000/- but no documents were found during the audit. According to notes disclosure about General Reserve it was invested in Govt. Bond but no document found and also was not shown as Investment either.

7. We draw attention note no. 6.00 where "Inventory" shown amount Tk. 553,141,149/- as at June 30, 2025 in the Statement of Financial Position. We did not find slow moving item list, damage item list, even did not find NRV test, inventory valuation report, counting sheet and other supporting evidence. Even, no physical inventory verification conducted by us because of management unawareness. Therefore, the inventory items are unverified.

8. As per Note: 8.00 of "Advance, Deposits and Prepayments" where shown Balance with Related Parties Note 8.01 Tk. 24,631,845/- has been given to Related Parties as Advances. Out of the balance, Tk. 13,001,829/- is of Karnapur Agro Industries Ltd. and Tk. 11,630,016/- is of National Hatchery Ltd. which has been given without business consideration. Advances in Note 8.02 shown Advance against Purchase amount Tk. 5,191,197/- and Advance to Other Suppliers amount Tk. 1,250,500/- but we didn't find ledger, details party list and other supporting documents to verify the balance. We have sent balance confirmation letter to those parties but no feedback received till to our reporting date.

9. As referred note no 17.00 "Unclaimed Dividend" shown amount Tk. 315,037/- in the statement of financial positions in which unclaimed dividend for the financial year 2020-2021 was Tk. 170,072/- which is more than 3 years and have to transfer to Capital Market Stabilization Fund (CMSF) as per BSEC directive No. BSEC/CMRRCD/2021-386/03 dated: January 14, 2021. But the management of the company didn't transfer the amount to the said fund. Also, the unclaimed dividend shown in the financial statement amount Tk. 315,037/- but closing balance found in dividend bank account amount Tk. 77,020/-. Therefore, there is shortage of fund amount Tk. 238,017/- in the dividend bank account.

10. We draw attention to the "Statement of Profit or Loss and Other Comprehensive Income" where shown Direct Labour amount Tk. 2,454,785/- which are only verified by ledger. No other supporting evidence were provided to us by the management of the company.

11. We didn't find tax deduction at source (TDS) and VAT deduction at source (VDS) properly on various expenditure head (except office rent). Even they didn't make any provision against TDS and VDS payable in the statement of financial position. Moreover, we didn't find withholding tax return evidence.

12. The management of the company didn't disclose year wise tax assessment status as required by IAS-12 "Income Taxes"

## NATIONAL FEED MILL LIMITED

### Emphasis of Matters

We draw attention on the following matters in respect of which our opinion is not Qualified:

1. As referred note no. 04 "Property, Plant & Equipment" shown amount Tk. 277,162,250/- but management of the company did not provide us Assets Register and Books of Accounts against Property, Plant & Equipment. Moreover, the company has not conducted any impairment test as per IAS-36 therefore the recoverability of the recorded amount of Property, Plant & Equipment were not verified.
2. Attention is drawn to the note no. 5.00 "Capital Work-in-Progress" in the financial statement. The capital work is not verified physically and no improvement in Work-in-Progress during the year since the work has started.
3. "Cash in Hand" amount Tk. 2,778,733/- is only certified by management. But the management of the company didn't maintain cash book.
4. The management of the company didn't provide us last year RJSC return submission copy and updated Schedule-X & From-XII which were in under process.
5. We feel that there is a scope to improve the manpower facilities to strength the operational activity of the Company.

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 believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our qualified opinion.

### Independence and Other Ethical Responsibilities

We are independent of the Company in accordance with the International Ethics Standards Board for Accountants' Code of Ethics for Professional Accountants (IESBA Code), Bangladesh Securities and Exchange Commission (BSEC) and we have fulfilled our other ethical responsibilities in accordance with the IESBA Code and the Institute of Chartered Accountants of Bangladesh (ICAB) Bye Laws.

### Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significant in the audit of the financial statement for 2025. These matters were addressed in the context of the audit of the financial statement as a whole, and in forming the auditor's opinion thereon, and we do not provide a separate opinion on these matters. For each matter below, our description of how our audit addressed the matter in provided in that context.

We have fulfilled the responsibilities described in the auditor's responsibilities for the audit of the financial statement section of our report, including in relation to those matters.

Accordingly, our audit included the performance of procedures designed to respond to our assessment of the risk of material misstatement of the financial statement. The results of our audit procedures, including the procedures performed to address the matters below, provide the basis for our audit opinion on the accompanying financial statement.

## NATIONAL FEED MILL LIMITED

### # Appropriateness of Revenue Recognition and Disclosures.

Turnover (Note: 21.00)

Recognition, Measurement, Presentation and Disclosures of Revenue and Other Related Parties is done according to the rules and guidelines of IFRS-15 "Revenue from Contracts with Customers. During the financial year, the Company has turnover of Tk. 141,441,874/- from the sale of manufactures and processed poultry feed.

How our Audit addresses the Key Audit Matter

We have tested the design and operating effectiveness of key controls focusing on the following:

- Segregation of Duties in invoice creation and modification
- Authorization of Credit Terms and Credit Limits to Customers
- Approval of Price list
- Calculation of Discounts, Incentives and Rebates;
- Timing of Revenue

Our substantive procedures in relation to the revenue recognition comprises the following:

- Performed substantive analytical procedure to calculated expected revenue booked.
- Obtaining supporting documentation for sales transactions recorded either side of year end as well as credit notes issued after the year end date to determine whether revenue was recognized in the correct period;
- Examine the sample sales transaction with source documents including the credit limit, VAT, Credit notes etc.
- Performed cut off test to assure the completeness and accuracy of booking revenue in the reporting period and revenue has been recognized as per policy.
- Critically assessing manual journals posted to revenue to identify unusual or irregular items; and
- Finally assessed the appropriateness and presentation of disclosures against relevant accounting standards.

Our procedures above did not identify any issues with regard to loans.

### # Deferred Tax

The Company reports net Deferred Tax Liability amounting to Tk. 4,684,611/- as of June 30, 2025.

Significant judgement is required in relation to deferred tax assets as their recoverability depends on forecasts of future profitability over a number of years.

How our Audit addresses the Key Audit Matter

We challenged the appropriateness of management's assumptions applied in calculating the value of the deferred tax liability by:

- Evaluating the design and implementation of key controls applicable to the recognition and measurement of DTAs and the assumptions used in estimating the company's future taxable income;
- Assessing the completeness and accuracy of the data used for the estimations;
- Involving tax specialists to assess recognition and calculation of DTA;
- Assessing the appropriateness and presentation of disclosures against IAS-12 Income Tax.

## NATIONAL FEED MILL LIMITED

### Information Other than the Financial Statement and Auditors Report Thereon

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

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

Management is responsible for the preparation and fair presentation of the financial statements of the Company in accordance with International Financial Reporting Standards (IFRSs) and the company Act 1994 and other applicable laws and regulations 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.

### 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 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.

## NATIONAL FEED MILL LIMITED

- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in 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 to express an opinion on the financial statements. We are responsible for the direction, supervision and performance of the audit. We remain solely responsible for our audit opinion.

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 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, and Financial Reporting Council Act-2015 we also report that:

- (i) 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;
- (ii) in our opinion, proper books of account as required by law have not been kept by the Company so far as it appeared from our examination of those books;
- (iii) the statement of financial position and statement of profit or loss and other comprehensive income together with the annexed notes dealt with by the report are in agreement with the books of account and returns;
- (iv) The Expenditure incurred was for the purpose of the company's business;

Place: Dhaka  
Dated: February 09, 2025  
DVC: 2602090165AS445248

  
Quazi Shafiqul Islam FCA  
Enrolment No. 0165  
Islam Quazi Shafique & Co.  
Chartered Accountants

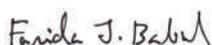
# NATIONAL FEED MILL LIMITED

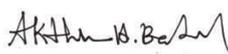
## National Feed Mill Limited Statement of Financial Position

As at June 30, 2025

Particulars	Notes	Amount in Taka	
		June 30, 2025	June 30, 2024
<b>ASSETS</b>			
<b>A. Non-Current Assets</b>			
Property, Plant and Equipment	4.00	277,162,250	284,002,818
Capital Work-in-Progress	5.00	12,281,828	11,808,384
		<b>289,444,078</b>	<b>295,811,202</b>
<b>B. Current Assets</b>			
Inventory	6.00	553,141,149	565,926,067
Accounts Receivable	7.00	876,464,088	871,018,211
Advance, Deposits & Prepayments	8.00	40,147,259	38,495,182
Cash and Cash Equivalents	9.00	5,166,381	1,868,810
		<b>1,474,918,877</b>	<b>1,477,308,270</b>
<b>Total Assets (A+B)</b>		<b>1,764,362,955</b>	<b>1,773,119,472</b>
<b>SHAREHOLDER'S EQUITY AND LIABILITIES</b>			
<b>C. Shareholder's Equity</b>			
Share Capital	10.00	933,613,240	933,613,240
Retained Earnings	11.00	95,980,500	93,626,235
General Reserve	12.00	6,190,000	6,190,000
		<b>1,035,783,740</b>	<b>1,033,429,475</b>
<b>D. Non-Current Liabilities</b>			
Long-Term Loan	13.00	385,268,643	376,161,341
Deferred Tax	14.00	4,684,611	16,296,440
		<b>389,953,255</b>	<b>392,457,781</b>
<b>E. Current Liabilities</b>			
Accounts Payable	15.00	8,421,449	24,765,005
Liabilities for Expenses & Other Finance	16.00	9,006,310	7,904,738
Unclaimed Dividend	17.00	315,037	315,037
Workers Profit Participation Fund (WPPF)	18.00	24,804,166	24,804,166
Long-Term Loans (Current Portion)	19.00	266,877,806	258,943,405
Provision for Income Tax	20.00	29,201,193	30,499,866
		<b>338,625,960</b>	<b>347,232,217</b>
<b>Total Equity and Liabilities (C+D+E)</b>		<b>1,764,362,955</b>	<b>1,773,119,472</b>
<b>Net Asset Value Per Share (NAVPS)</b>	<b>30.00</b>	<b>11.09</b>	<b>11.07</b>

The accompanying policies and explanatory notes form an integral part of these financial statements

  
Chairman

  
Managing Director

  
Director

  
Acting Company Secretary

  
Acting Chief Financial Officer

Place: Dhaka  
Dated: February 09, 2025  
DVC: 2602090165AS445248

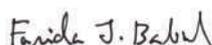
  
Quazi Shafiqul Islam FCA  
Enrolment No. 0165  
Islam Quazi Shafique & Co.  
Chartered Accountants

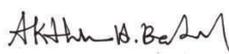
# NATIONAL FEED MILL LIMITED

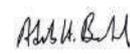
## National Feed Mill Limited Statement of Profit or Loss and Other Comprehensive Income For the year ended June 30, 2025

Particulars	Notes	Amount in Taka	
		2024-2025	2023-2024
Turnover	21.00	141,441,874	324,803,808
Less: Cost of Goods Sold	22.00	115,843,613	310,313,936
<b>Gross Profit</b>		<b>25,598,261</b>	<b>14,489,872</b>
<b>Less: Operating Expenses</b>			
Administrative Expenses	23.00	7,176,867	12,822,322
Selling & Distribution Expenses	24.00	1,736,584	7,359,166
		<b>8,913,451</b>	<b>20,181,488</b>
<b>Operating Profit</b>		<b>16,684,810</b>	<b>(5,691,615)</b>
<b>Add: Other Income/(Expense)</b>	26.00	-	893
		<b>16,684,810</b>	<b>(5,690,722)</b>
<b>Less: Financial Expenses</b>	25.00	24,527,954	61,028,417
<b>Profit before WPPF and Tax</b>		<b>(7,843,144)</b>	<b>(66,719,139)</b>
<b>Less: Provision for Workers Profit Participation Fund (WPPF)</b>	27.00	-	-
<b>Profit before Tax</b>		<b>(7,843,144)</b>	<b>(66,719,139)</b>
<b>Less: Provision for Tax:</b>			
Current Tax	32.00	1,414,419	1,063,195
Deferred Tax	14.00	(11,611,829)	(1,218,790)
		<b>(10,197,410)</b>	<b>(155,595)</b>
<b>Net Profit for the year</b>		<b>2,354,266</b>	<b>(66,563,544)</b>
<b>Earning Per Share (EPS)</b>	28.00	<b>0.03</b>	<b>(0.71)</b>

The accompanying policies and explanatory notes form an integral part of these financial statements

  
Chairman

  
Managing Director

  
Director

  
Acting Company Secretary

  
Acting Chief Financial Officer

Place: Dhaka  
Dated: February 09, 2025  
DVC: 2602090165AS445248

  
Quazi Shafiqul Islam FCA  
Enrolment No. 0165  
Islam Quazi Shafique & Co.  
Chartered Accountants

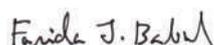
# NATIONAL FEED MILL LIMITED

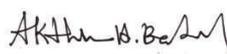
## National Feed Mill Limited Statement of Changes in Equity For the year ended June 30, 2025

Particulars	Share Capital	Retained Earnings	General Reserve	Total
Opening Balance as on July 01, 2024	933,613,240	93,626,235	6,190,000	1,033,429,475
Net Profit for the year	-	2,354,266	-	2,354,266
<b>Closing Balance as on June 30, 2025</b>	<b>933,613,240</b>	<b>95,980,500</b>	<b>6,190,000</b>	<b>1,035,783,740</b>

## Statement of Changes in Equity For the year ended June 30, 2024

Particulars	Share Capital	Retained Earnings	General Reserve	Total
Opening Balance as on July 01, 2023	933,613,240	160,189,779	6,190,000	1,099,993,019
Net Profit for the year	-	(66,563,544)	-	(66,563,544)
<b>Closing Balance as on June 30, 2024</b>	<b>933,613,240</b>	<b>93,626,235</b>	<b>6,190,000</b>	<b>1,033,429,475</b>

  
Chairman

  
Managing Director

  
Director

  
Acting Company Secretary

  
Acting Chief Financial Officer

Place: Dhaka  
Dated: February 09, 2025  
DVC: 2602090165AS445248

  
Quazi Shafiqul Islam FCA  
Enrolment No. 0165  
Islam Quazi Shafique & Co.  
Chartered Accountants

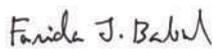
# NATIONAL FEED MILL LIMITED

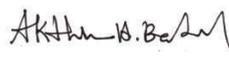
## National Feed Mill Limited

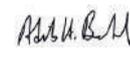
### Statement of Cash Flows

For the year ended June 30, 2025

Particulars	Amount in Taka	
	2024-2025	2023-2024
<b>A. Cash Flows from Operating Activities</b>		
Cash Receipts from Customer	135,995,997	339,527,890
Interest/Gain Received	-	893
Cash Payment to Suppliers and Employees	(112,561,684)	(304,477,487)
Cash Paid for Expenses	(9,463,956)	(20,160,206)
Income Tax Paid	(2,713,092)	(3,640,858)
<b>Net Cash Provided by Operating Activities (Note: 31)</b>	<b>11,257,266</b>	<b>11,250,232</b>
<b>B. Cash Flows from Investing Activities</b>		
Acquisition of Property, Plant & Equipment	(473,444)	(587,750)
<b>Net Cash used by Investing Activities</b>	<b>(473,444)</b>	<b>(587,750)</b>
<b>C. Cash Flows from Financing Activities</b>		
Increase/(Decrease) in Long-Term Loan	17,041,703	49,575,741
Dividend Paid	-	-
Bank Interest & Charges Paid	(24,527,954)	(61,028,417)
<b>Net Cash used by Financing Activities</b>	<b>(7,486,251)</b>	<b>(11,452,676)</b>
<b>D. Net Increase/(Decrease) in Cash and Cash Equivalents (A+B+C)</b>	<b>3,297,571</b>	<b>(790,194)</b>
<b>E. Cash and Cash Equivalents at the beginning of the year</b>	<b>1,868,810</b>	<b>2,659,004</b>
<b>F. Cash and Cash Equivalents at the end of the year (D+E)</b>	<b>5,166,381</b>	<b>1,868,810</b>
<b>Net Operating Cash Flows per Share (NOCFPS)</b>	<b>0.12</b>	<b>0.12</b>

  
Chairman

  
Managing Director

  
Director

  
Acting Company Secretary

  
Acting Chief Financial Officer

Place: Dhaka  
Dated: February 09, 2025  
DVC: 2602090165AS445248

  
Quazi Shafiqul Islam FCA  
Enrolment No. 0165  
Islam Quazi Shafique & Co.  
Chartered Accountants

## National Feed Mill Limited Notes to the Financial Statements As at and for the year ended June 30, 2025

### SIGNIFICANT ACCOUNTING POLICIES AND OTHER MATERIAL INFORMATION:

#### 1. Legal Status and Nature of the Company

##### 1.1. Domicile, Legal Form, Country of Incorporation and Status of the Company

National Feed Mill Limited (the “Company”) herein after incorporated to a public company limited by shares. The Company was incorporated in Bangladesh on December 22, 1999, as a private limited company under the Companies Act, 1994 vide Registration No.C-39289(1247)/99. Subsequently the Company has been converted into public company limited by shares on June 22, 2011 vide special resolution passed in the extra ordinary general meeting after observance of required formalities. The Company was listed with Dhaka Stock Exchange Ltd. and Chittagong Stock Exchange Ltd. on January 06, 2015 and December 15, 2014 respectively.

##### 1.2. Corporate Office and Place of Business of the Company

The corporate office of the company is located at House #51, Road #15, Sector #03, Uttara, Dhaka-1230.

##### 1.3 Factory and Registered Address of the Company

Baniar Chala, Member Bari, Bhabanipur, Gazipur, Bangladesh.

##### 1.4 Principal Activities and Nature of Business of the Company

The principal activity of this Company is to carry on the business of manufacturing, producing, processing, buying, selling, converting of feed of poultry, fishery and duckery, production of all kinds of eggs, live stocks, high breed poultry and purchase and sales of hen cock, duck all types of cattle, goat, sheep etc.

#### 2. Significant Accounting Policies:

As per the requirements of IAS 1: “Presentation of Financial Statements” financial statements comprise a statement of Financial Position at the end of the year, a statement of Profit or Loss and Other Comprehensive Income for the year, a statement of Changes in Equity for the year, a statement of Cash Flows for the year and relevant notes along with disclosures.

Financial statements are made as at June 30, 2025 with the comparative amounts as at June 30, 2024 and are prepared under the historical cost convention on Generally Accepted Accounting Principles on Going Concern Basis. Financial statements have been prepared in accordance with International Accounting Standards (IAS) and International Financial Reporting Standards (IFRS) as adopted by the Financial Reporting Council (FRC), the Institute of Chartered Accountants of Bangladesh (ICAB), the Companies Act 1994, The Securities and Exchange Rules, 2020 and other applicable laws & regulations.

Specific accounting policies selected and applied for significant transactions and events are depicted below:

##### 2.1. Going Concern

The company has adequate resources to continue in operation for foreseeable future. For this reason, the directors continued to adopt going concern Basis in preparing the Financial Statements. The current

credit facilities and resources of the company provide sufficient fund to meet the present requirements of its existing businesses and operations.

## 2.2. Use of Estimates, Uncertainties and Judgments

The preparation of financial statements requires management to make 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. The estimates and associated assumptions are based on historical experience and various other factors that are believed to be reasonable under the circumstances, the results of which form the basis of making the judgments about carrying values of assets and liabilities that are not readily apparent from other sources the estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimate is revised and in any future periods affected.

### Basis of Preparation of the Financial Statements

The financial statements are prepared using the accrual Basis of accounting except for the cash flow information where the material class of similar item has been presented separately. As per the requirements of IAS-1: "Presentation of Financial Statements". The figures in the financial statements have been rounded off to the nearest taka.

## 2.3. Property, Plant and Equipment (PPE)

### 2.3.1. Recognition and Measurement

Property, Plant and Equipment are measured at cost less accumulated depreciation and impairment losses, if any. The cost of an item of property, plant and equipment comprises its purchase price and any directly attributable inward freight, duties and non-refundable taxes.

Where parts of an item of property, plant and equipment have different useful lives, they are accounted for as separate items of property, plant and equipment.

The Company recognizes in the carrying amount of an item of property, plant and equipment the cost of replacing part of such an item when that cost is incurred if it is probable that the future economic benefits embodied within the item will flow to the entity and the cost of the item can be measured reliably. All other costs are recognized in the Statement of Profit or Loss and Other Comprehensive income as an expense as incurred.

In accordance with the allowed alternative treatment of IAS 23: "Borrowing Cost" finance costs have been capitalized for qualifying assets until the active development of the assets have been ceased or the assets is available for use or sale.

### 2.3.2. Depreciation on Fixed Assets

Depreciation on Fixed Assets is charged on reducing balance method. Depreciation continues to be charged on each item of fixed assets until the written down value of such fixed assets is reduced to Taka one. Depreciation on addition of fixed assets has been charged when it is available for use. The residual value, if not insignificant, is reassessed annually.

# NATIONAL FEED MILL LIMITED

Rates of depreciation on various classes of Fixed Assets are as under:

Particulars	Rate
Freehold Land & Cost of Development	0%
Building & Other Construction	5%
Plant & Machinery	10%
Stand-By Diesel Generator	15%
Transport & Vehicles	15%
Electrical & Other Installation	15%
Furniture & Fixture	10%
Office Equipment	15%
Tools & Equipment	20%
Telephone & Others	10%

The gain or loss on disposal or retirements of assets is included in the statements of profit or loss and other comprehensive income when the item is disposed off/derecognized.

### 2.3.3 Subsequent Costs

The cost of replacing part of an item of property, plant and equipment is recognized in the carrying amount of the item if it is probable that the future economic benefits embodied within the part will flow to the company and its cost can be measured reliably. The costs of the day-to-day servicing of property, plant and equipment are recognized in the Statement of profit and loss and other comprehensive income account as expense.

### 2.3.4 Impairment of Assets

No fact and circumstances indicate that company's assets including Property, Plant and Equipment may be impaired. Hence, no impairment has been occurred during the period.

## 2.4. Inventories

Inventories are stated at the lower of cost and net realizable value in accordance with IAS-2 "Inventories". Net realizable value is the estimated selling price in the ordinary course of business, less the estimated costs of completion and selling expenses. Category of Stock and basis of valuation of inventories are as follows:

Category of Stock	Basis of Valuation
Raw & Packing materials	Moving Average (Weighted) Cost
Finished goods at Factory	At lower of cost or Net Realizable Value
Stores & Spare Parts	At Cost
Materials in-Transit (MIT)	Book Value i.e. cost so far incurred

Cost of inventories except Stores & Spare parts and MIT is comprised of the cost of materials and attributable charge for direct labour, depreciation & production overhead.

## 2.5 Financial Instruments

At initial recognition as per IFRS-9 Financial Instrument, an entity shall measure a financial asset or financial liability as its fair value plus or minus (in the case of a financial asset or a financial liability not

# NATIONAL FEED MILL LIMITED

at fair value through profit or loss) the transaction costs that are directly attributable to the acquisition or issue of the financial asset or financial liability. After initial recognition (subsequent measurement) an entity shall measure a financial asset or financial liability in either of the following subject to specific circumstance specified in the standard:

- i. amortized cost;
- ii. fair value through other comprehensive income;
- iii. fair value through profit or loss.

The entity shall recognize loss allowance or expected credit loss (impairment requirement). At each reporting date the entity account for the impairment of financial assets or financial liability in the following manner:

- i. an amount equal to the lifetime expected credit loss (if the credit risk of the instrument has increased significantly since initial recognition)
- ii. an amount equal to the 12 (twelve) month expected credit loss (if the credit risk of the instrument has not increased significantly since initial recognition)

## 2.6 Impairment

### a) Financial assets

The Company considers evidence of impairment for financial assets at both a specific asset and collective asset level at each reporting date. Financial assets are impaired if objective evidence indicates that a loss event has occurred after the initial recognition of the asset, and that the loss event had a negative effect on the estimated future cash flows of that asset that can be estimated reliably.

Objective evidence that financial assets are impaired can include default or delinquency by a debtor, indications that a debtor will enter bankruptcy, etc.

### b) Non-financial Assets

The carrying amounts of the company's non-financial assets (tangible and intangible) are reviewed at each reporting date to determine whether there is any indication of impairment. If any such indication exists, then the asset's recoverable amount is estimated in order to determine the extent of impairment loss (if any).

Impairment losses recognized in prior periods are assessed at each reporting date for any indications that the loss has decreased or no longer exists. An impairment loss is reversed if there has been a change in the estimates used to determine the recoverable amount. An impairment loss is reversed only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortization, if no impairment loss had been recognized.

#### 2.6.1 Accounts Receivable (Trade Debtors)

Accounts receivable has been stated at its original invoiced amount less an estimate made for doubtful debts Based on a review of all outstanding amounts at the end of the year/accounting period.

#### 2.6.2 Advance, Deposits and Prepayments

# NATIONAL FEED MILL LIMITED

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

Prepayments are initially measured at cost. After initial recognition prepayments are carried at cost less charges to Statement of profit or loss and other Comprehensive Income.

## 2.6.3 Cash and Cash Equivalents

According to IAS-7 "Statement of Cash Flow" Cash comprise Cash in Hand, Demand Deposit and Cash Equivalents which are short term highly liquid investments that are readily convertible into cash and which are subject to an insignificant risk of changing balances and Call Deposits, Bank Balances in value. IAS-1 "Presentation of Financial Statements" provides that Cash and Cash Equivalents are not restricted in use. Considering the provision of IAS-7 & IAS-1, Cash in Hand and Bank balances have been treated as Cash and Cash Equivalent.

## 2.6.4 Other Current Assets

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

## 2.6.5 Accounts Payable (Trade Creditors and Other Payables)

Accounts Payable (Trade and Other Payables) are stated at cost.

## 2.7 Provision, Contingent Liabilities and Contingent Assets

The financial statements are prepared in conformity with IAS-37 "Provisions, Contingent Liabilities and Contingent Assets", which requires management to ensure that appropriate recognition criteria and measurement Bases are applied to make provision for outstanding expenses, contingent liabilities, assets and that sufficient information is disclosed in the notes to the accounts to enable its users for their understanding about its nature, timing and amount.

In accordance with the guidelines as prescribed by IAS-37 provisions were recognized in the following situations:

- When the company has a present obligation as a result of past event.
- When it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and
- Reliable estimate can be made about the sum of the obligation.

The sum of provision estimated and booked represents the reliable estimate of the probable expenses incurred but not paid, which is required to fulfil the current obligation on the financial statement date.

## 2.8 Foreign Currencies Transactions and Translations

These Financial Statements are presented in Bangladeshi Taka which is the functional and presentation currency of the company.

The import activities of the company were carried out in USD but recorded and reported in Bangladesh Taka as this is the reporting currency the foreign currency US\$ are converted into Bangladesh Taka currency at the ruling rate prevailing on the date of such conversion.

## 2.9 Employee Benefits

The Company offers a number of benefit plans which includes Contributory Provident Fund, Gratuity Fund, Hospitalization Benefit and also Workers Profit Participation Fund (WPPF) and Festival Bonus

which have been accounted for in accordance with the provision of IAS-19 " Employee Benefit." Bases of enumerating the above benefits schemes are operated by the company are outlined below:

## 2.9.1 Contributory Provident Fund

The Company operates a Contributory Employee's Provident Fund scheme as per Labour Act 2006 (As amended 2013). The fund is approved by the National Board of Revenue (NBR) and administered separately by a Board of Trustees which is funded by equal contribution from the Company and the employees. This fund is invested separately from the Company's assets.

## 2.9.2 Contribution to Workers' Profit Participation & Welfare Fund (WPPF)

This is being calculated and provisions are made @ 5% of the net profit before tax after charging such sum of expenses as per provisions of Bangladesh Labour Act, 2006 (As amended 2013) and is payable to workers as defined in the said Act.

## 2.10 Loans and Borrowing

Principal amounts of loans and borrowings are stated at their outstanding amount. Borrowings repayable after twelve months from the reporting date are classified as non-current liabilities whereas the portion payable within twelve months, unpaid principal amount is classified as current liabilities.

## 2.11 Revenue Recognition

An entity shall recognize revenue to depict the transfer of goods or service to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange of those goods and services. As per IFRS-15 Revenue from Contracts with Customers, an entity shall account a contract with a customer under the scope of this standard subject if the following criteria has been met:

- a. parties to the contract have approved the contract and committed to perform their respective obligation;
- b. the entity can identify each party's rights regarding the goods or services to be transferred;
- c. identification of payment terms for goods and services;
- d. existence of commercial substance;
- e. probability of collection of the consideration to which the entity is entitled with (for the exchange of goods or services).

## 2.12 Finance Income and Expenses

Finance Income comprises Interest Income on STD Accounts. Interest income is recognized on maturity.

Finance Expenses comprise Interest expenses on Loan and Bank Charges. All borrowing costs are recognized in the statement of profit or loss and other comprehensive income using effective interest charging method except to the extent that they are capitalized during construction period of the plants in accordance with IAS-23 "Borrowing Cost".

## 2.13 Earnings Per Share (EPS)

The Company calculates Earning per Share (EPS) in accordance with IAS-33: Earnings per Share, which has been shown on the face of statement of profit or loss and other comprehensive in account, and the computation of EPS is stated in Note 28.

Basic Earnings

# NATIONAL FEED MILL LIMITED

This represents earnings for the year attributable to ordinary shareholders. As there was no preference dividend, minority or extra ordinary items, the net profit after tax for the year has been considered as fully attributable to the ordinary shareholders.

## Weighted Average Number of Ordinary Shares during the year

This represents the number of ordinary shares outstanding at the beginning of the year plus the number of shares issued during the year multiplied by a time-weighting factor. The time weighting factor is the numbers of days the specific shares are outstanding as a proportion of the total number of days in the year.

## Basic Earnings per Share

This has been calculated by dividing the Basic earnings by the weighted average number of ordinary shares outstanding for the year.

Earnings per Share (EPS) are Tk. (0.03) & Tk. (0.71) for the financial year 2024-2025 & 2023-2024 respectively. There was significant deviation between two-year ends mentioned above. According to the notification (No. BSEC/CMRRCD/2006-158/134/Admin/44-Dated 07 August 2012, the reasons for the deviations are:

During this year, The EPS has increased against the prior year though the Company's revenue growth decreased during the year ended on 30 June 2025. However, the Company's the gross Profit margin and EPS have been increased due to efficient cost control, review of depreciation rate and proper adoption of IAS-12.

## 2.14 Cash Flow Statement

Cash Flow Statement is prepared in accordance with IAS-7 "Cash Flow Statement". The cash flow from the operating activities have been presented under Direct Method as prescribed by the Securities and Exchange Rules, 2020 and considering the provisions of Paragraph 18(a) of IAS-7 which provides that "Enterprises are encouraged to report Cash Flow from Operating Activities using the Direct Method".

Here Net Operating Cash Flow per Share (NOCFPS) of National Feed Mill Ltd. was Tk. 0.12 and Tk. 0.12 for the financial year end 2024-2025 and 2023-2024 respectively. According to the notification

(No. BSEC/CMRRCD/2006-158/134/Admin/44-Dated 07 August 2012, NOCFPS is same compared to previous year.

## Responsibility for Preparation and Presentation of Financial Statements

The Management of the Company is responsible for the preparation and presentation of Financial Statements under section 183 of the Companies Act, 1994 and as per the Provision of "The Framework for the preparation and presentation of Financial Statements" issued by the International Accounting Standard Board (IASB) as adopted by the Institute of the Chartered Accountants of Bangladesh (ICAB).

## 2.15 Risk and Uncertainties for the Use of Estimates in Preparing Financial Statements

Preparation of Financial Statements in conformity with the International Accounting Standards requires management to make estimates and assumption that effect the reported amounts of assets and liabilities and disclosures of contingent assets and liabilities at the date of the financial statement and revenues and expenses during the period reported. Actual result could differ from those estimates. Estimates are used for accounting of certain items such as depreciation and amortization, taxes, reserves and contingencies.

## 2.16 Events after the Reporting Period

# NATIONAL FEED MILL LIMITED

Events after the reporting period that provide additional information about the company's positions at the balance sheet date are reflected in the financial statements.

The Board of Directors in their meeting held on February 09, 2026 recommend 0.10% Cash (to all Shareholders except Sponsors and Directors) dividend to the shareholders for the year ended June 30, 2025. The dividend proposal is subject to shareholders' approval at the forthcoming Annual General Meeting.

## 2.17 Related Party Transactions

The objective of Related Party Disclosure IAS-24 is to ensure that an entity's financial statements contain the disclosures necessary to draw attention to the possibility that its financial position and profit or loss may have been affected by the existence of related parties and by transactions and outstanding balances with such parties.

Parties are considered to be related if one party has the ability to control the other party or to exercise significant influence or joint control over the other party in making financial and operating decisions.

The Company transacts with related parties and recognize as per IAS-24 'Related Party Disclosures' which have been disclosed under Note: 8.01

## 2.18 Contingent Liabilities and Assets

Contingent liabilities and assets are current or possible obligations or assets, arising from past events and whose existence is due to the occurrence or non-occurrence of one or more uncertain future events which are not within the control of the company.

## 2.19 Comparative Information

Comparative information has been disclosed as required by IAS-34, financial reporting in respect of the previous period for all numerical information in the current financial statements as below:

- Statements of Financial Position as of the end of the preceding financial year.
- Statements of Profit or Loss and Other Comprehensive Income for the comparable of the preceding financial year.
- Statements of Changes in Equity for the comparable of the preceding financial year.
- Statement Cash Flows for the comparable of the preceding financial year.

Narrative and descriptive information for comparative information have also been disclosed whenever it is relevant for understanding of the current year financial statements.

## 2.20 Taxation

### 2.20.1 Current Tax

Income Tax on the profit or loss for the year comprises current and deferred tax. Income Tax is recognized in the statement of profit or loss and other comprehensive income except to the extent that it relates to items recognized directly in equity, in which case it is recognized in equity. Current tax is the expected tax payable on the taxable income for the period, using tax rates enacted at the reporting date, and any adjustment to tax payable in respect of previous years.

Provision for corporate income tax is made @ 10% on Gain share investment, 20% on Dividend income, 22.5% on Other Income and 1% on Turnover respectively according to Finance Act, 2023 if any, as per provision of the Income Tax Ordinance.

# NATIONAL FEED MILL LIMITED

## 2.20.2 Deferred Tax

Deferred Tax is recognized on differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding Tax Bases used in the computation of taxable profit and are accounted for using the balance sheet liability method. Deferred Tax Liabilities are generally recognized for all taxable temporary differences. Deferred Tax Assets are generally recognized for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which such differences can be utilized.

Deferred Tax is calculated at the tax rates, which are expected to apply in the period when the liability is settled or the asset is realized. Deferred Tax is charged or credited to Statements of profit or loss and other comprehensive income.

Deferred Tax Assets and Liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and National Feed Mill Limited intends to settle its current tax assets and liabilities on a net Basis. During the period due to changes of Tax rate opening deferred Tax liability have changed. Therefore, changes of Deferred Tax liability are adjusted with retained earnings during the period.

## 2.21 Reporting Period

The Financial year of the company under audit covers for a period of 1 (One) year effective from July 1, 2024 to June 30, 2025.

## 2.22 Components of the Financial Statements

According to the International Accounting Standard IAS-1 as adopted by ICAB as IAS-1 "Presentation of Financial Statements" the complete set of financial statements includes the following components:

- i) Statement of Financial Position as on June 30, 2025
- ii) Statement of Profit or Loss and Other Comprehensive Income for the year ended June 30, 2025.
- iii) Statement of Changes in Equity for the year ended June 30, 2025
- iv) Statement of Cash Flows for the year ended June 30, 2025
- v) Notes comprising a summary of significant accounting policies and other explanatory information to the financial statements for the June 30, 2025.

## 3. Statement of Compliance with Laws and Standards

The financial statements of the company have been prepared in accordance with International Accounting Standards (IASs) and International Financial Reporting Standards (IFRSs) as adopted by Financial Reporting Council (FRC).

The following International Accounting Standards were applied for the preparation of the financial statements for the year ended June 30, 2025.

The Company as per Para-12 of Securities & Exchange Rule-2020, with the following International Accounting Standards (IASs) and International Financial Reporting Standards (IFRSs) as adopted by The Institute of Chartered Accountants of Bangladesh (ICAB) in preparing the financial statements.

## NATIONAL FEED MILL LIMITED

Sl. No.	IAS No.	IAS Title	Compliance Status
1	1	Presentation of Financial Statements	Complied
2	2	Inventories	Complied
3	7	Statement of Cash Flows	Complied
4	8	Accounting Policies, Changes in Accounting Estimates and Errors	Complied
5	10	Events after the Reporting Period	Complied
6	12	Income Taxes	Complied
7	16	Property, Plant & Equipment	Complied
8	17	Leases	Not Applicable
9	19	Employee Benefits	Complied
10	20	Accounting for Government Grants and Disclosure of Government Assistance	Not Applicable
11	21	The Effects of Changes in Foreign Exchange Rates	Not Applicable
12	23	Borrowing Cost	Complied
13	24	Related Party Disclosures	Complied
14	26	Accounting and Reporting by Retirement Benefit Plans	Complied
15	27	Separate Financial Statements	Not Applicable
16	28	Investments in Associates and joint ventures	Not Applicable
17	29	Financial Reporting in Hyper Inflationary Economics	Not Applicable
18	31	Interest in Joint Ventures	Not Applicable
19	32	Financial Instruments: Presentation	Complied
20	33	Earnings per Share	Complied
21	34	Interim Financial Reporting	Not Applicable
22	36	Impairment of Assets	Complied
23	37	Provisions, Contingent Liabilities and Contingent Assets	Complied
24	38	Intangible Assets	Not Applicable
25	39	Financial Instruments: Recognition and Measurement	Not Applicable Replace with IFRS-9
26	41	Agriculture	Not Applicable

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

# NATIONAL FEED MILL LIMITED

Sl. No.	IFRS No.	IFRS Title	Compliance Status
15	15	Revenue from Contracts with Customers	Complied
16	16	Leases	Not Applicable
17	17	Insurance Contracts	Not Applicable

## 3.1 Other Regulatory Compliances

The Company is also required to comply with the following major legal provisions in addition to the Companies Act 1994 and other applicable laws and regulations in Bangladesh:

- The Income Tax Act, 2023
- The Income Tax Rules, 1984
- The Value Added Tax Act, 1991
- The Value Added Tax Rules, 1991
- The Value Added Tax (Amendment) Act, 2012
- The Value Added Tax (Amendment) Rules, 2012
- The Customs Act, 1969
- The Stamp Act, 1899
- The Bangladesh Securities and Exchange Commission Act, 1993
- The Bangladesh Securities and Exchange Commission Rules, 2020
- DSE/CSE Rules
- DSE Listing Regulations, 2015
- Bangladesh Labour Act, 2006 (as amended to 2013)
- Bangladesh Labour Rules, 2015.

## 3.2. Authorization date for issuing Financial Statements

The financial statements were authorized for issue by the Board of Directors on February 09, 2026.

## 3.3. General

- i) Wherever considered necessary, previous year's figures have been rearranged for the purpose of comparison.
- ii) Figures appearing in the Financial Statements have been rounded off to the nearest Taka.

## NATIONAL FEED MILL LIMITED

Note No.	Particulars	Sub-Note	Amount in Taka	
			June 30, 2025	June 30, 2024
<b>4.00</b>	<b>Property, Plant and Equipment</b>			
	<b>A. Cost</b>			
	Opening Balance		573,369,801	573,322,501
	Add: Addition during the year		-	47,300
			<b>573,369,801</b>	<b>573,369,801</b>
	Less: Disposal during the year		-	-
			<b>573,369,801</b>	<b>573,369,801</b>
	<b>B. Accumulated Depreciation</b>			
	Opening Balance		289,366,983	276,807,650
	Add: Charged during the year		6,840,568	12,559,333
			<b>296,207,551</b>	<b>289,366,983</b>
	<b>Closing Balance</b>		<b>277,162,250</b>	<b>284,002,818</b>

*A Schedule of Property, Plant & Equipment is shown in Annexure-A*

### 5.00 Capital Work-in-Progress

Opening Balance	11,808,384	11,267,934
Add: Addition during the year	473,444	540,450
	<b>12,281,828</b>	<b>11,808,384</b>
Less: Transfer to PPE during the year	-	-
<b>Closing Balance</b>	<b>12,281,828</b>	<b>11,808,384</b>

*The amount is for a new Godown under constrction for Raw Materials and Finish Goods.*

### 6.00 Inventory

Finished Goods	5,710,520	7,632,854
Raw Materials & Others Materials	514,302,796	525,165,380
Spare Parts	33,127,833	33,127,833
<b>Total</b>	<b>553,141,149</b>	<b>565,926,067</b>

### 7.00 Accounts Receivable

Accounts Receivable	876,464,088	871,018,211
<b>Total</b>	<b>876,464,088</b>	<b>871,018,211</b>

Aging Schedule of Accounts Receivable	Amount in Taka	
	30.06.2025	30.06.2024
0-90 days	141,547,190	174,730,416
91-180 days	301,196,325	217,987,025
180 and above	433,720,573	478,300,770
<b>Total</b>	<b>876,464,088</b>	<b>871,018,211</b>

### 8.00 Advance, Deposits & Prepayments

Balance with Related Companies	<b>Note: 8.01</b>	24,631,845	25,029,016
Advances	<b>Note: 8.02</b>	14,475,833	12,426,585
Deposits	<b>Note: 8.03</b>	1,039,581	1,039,581
<b>Total</b>		<b>40,147,259</b>	<b>38,495,182</b>

#### 8.01 Balance with Related Companies

Karnopur Agro Industries Ltd.	13,001,829	13,254,000
National Hatchery Ltd.	11,630,016	11,775,016
<b>Total</b>	<b>24,631,845</b>	<b>25,029,016</b>

*The details of the sum are stated in Annexure-B*

## NATIONAL FEED MILL LIMITED

### 8.02 Advances

Advance to Staff against Salary		26,000	196,757
Advance against Purchase		5,191,197	3,986,692
Advance to Other Suppliers		1,250,500	360,000
Advance Income Tax (AIT)	<b>Note: 8.02.01</b>	8,008,136	7,883,136
<b>Total</b>		<b>14,475,833</b>	<b>12,426,585</b>

#### 8.02.01 Advance Income Tax (AIT)

Opening Balance		7,883,136	7,695,544
Add: Paid during the period		125,000	187,592
<b>Closing Balance</b>		<b>8,008,136</b>	<b>7,883,136</b>

### 8.03 Deposits

Bangladesh Telecommunication Co. Ltd.		6,000	6,000
Titas Gas Transmission & Distribution Company Ltd.		578,069	578,069
Bank Guarantee Margin		170,000	170,000
Gazipur Palli Biddut Samity		285,512	285,512
<b>Total</b>		<b>1,039,581</b>	<b>1,039,581</b>

Bank Guarantee Margin Tk. 170,000 represents the sum of payment on issuing Guarantee on behalf of the company (NFML) in favor of Titas Gas Transmission & Distribution Company Ltd.

### 9.00 Cash & Cash Equivalent

Cash in Hand	<b>Note: 9.01</b>	2,778,733	855,577
Cash at Bank	<b>Note: 9.02</b>	2,387,648	1,013,233
<b>Total</b>		<b>5,166,381</b>	<b>1,868,810</b>

#### 9.01 Cash in Hand

Head Office		1,209,779	309,468
Factory		1,568,954	546,109
<b>Total</b>		<b>2,778,733</b>	<b>855,577</b>

#### 9.02 Cash at Bank

<u>Name and Branch</u>	<u>A/C Details</u>		
Agrani Bank Ltd (Uttara Branch)	CD - 5640	1,540	54,702
Al Arafah Islami Bank Ltd (Banani Branch)	CD - 5046	8,625	11,427
Bangladesh Krishi Bank (Uttara Branch)	CD - 4108	1,372	422,922
Bank Asia (Shantinagar Branch)	CD - 932	345	345
Islami Bank Ltd (Uttara Branch)	CD - 9803	80,393	312,044
Islami Bank Ltd (Uttara Branch)	CD - 3213	6,624	1,403
Jamuna Bank Ltd (Dilkusha Branch)	CD - 0313	1,378	428
Jamuna Bank Ltd - SND (Dilkusha Branch)	SND # 6325	6,699	8,125
Jamuna Bank Ltd - SND	SND # 6198	77,021	77,820
Janata Bank Ltd (Banani Branch)	CD - 4595	2,796	7,691
Meghna Bank Ltd (Motijheel Branch)	CD - 0123	1,140	6,915
National Bank Ltd (Dilkusha Branch)	CD - 6726	-	6,900
One Bank Ltd (Jagannathpur Branch)	CD - 0667	75	765
One Bank Ltd (Principal Branch)	CD - 7028	6,185	7,219

## NATIONAL FEED MILL LIMITED

Pubali Bank Ltd (Uttara Branch)	CD - 2732	276	12,342
Shahjalal Islami Bank Ltd (Banani Branch)	STD - 583	-	870
Shahjalal Islami Bank Ltd, (Uttara Branch)	CD - 7492	3,827	9,347
Social Islami Bank Ltd. (Mohammadpur Branch)	CD - 0710	2,171,227	2,322
Sonali Bank Ltd (Banani Branch)	CD - 0345	-	57,514
Sonali Bank Ltd (Shilpa Bhaban Branch)	CD - 1443	6,410	-
Uttara Bank Ltd. (Uttara Branch)	CD - 1418	11,717	12,132
<b>Total</b>		<b>2,387,648</b>	<b>1,013,233</b>

### 10.00 Share Capital :

#### Authorised Capital

200,000,000 Ordinary Shares of Tk. 10 each	<b>2,000,000,000</b>	<b>2,000,000,000</b>
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#### Issued, Subscribed & Paid-up Capital

93,361,324 Ordinary Shares of Tk. 10 each	<b>933,613,240</b>	<b>933,613,240</b>
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The details are as under:

Particulars	Position	Shareholding (%)	Number of Shares	Amount in Taka
1. Mrs. Farida Jahan Babul	Chairman	4.29%	4,005,157	40,051,570
2. Mr. Akhter Hossain Babul	Managing Director	17.44%	16,283,330	162,833,300
3. Mr. Adib Hossain Babul	Director	4.63%	4,324,370	43,243,700
4. Mr. Rezaul Karim	Director	2.02%	1,884,530	18,845,300
5. Mrs. Lipi Sultana Karim	Director	2.02%	1,884,530	18,845,300
6. Institute	Shareholder	6.45%	6,021,805	60,218,050
7. Foreign	Shareholder	0.11%	102,697	1,026,970
8. Genaral Public	Shareholder	63.04%	58,854,905	588,549,050
<b>Total</b>		<b>100.00%</b>	<b>93,361,324</b>	<b>933,613,240</b>

Particulars	Number of Shareholders		% of Total Holding	
	30.06.2025	30.06.2024	30.06.2025	30.06.2024
Less than 500 shares	1940	2266	0.32%	0.38%
500 to 5,000 shares	4693	5231	9.24%	10.21%
5,001 to 10,000 shares	979	1021	7.64%	7.88%
10,001 to 20,000 shares	605	635	9.23%	9.58%
20,001 to 30,000 shares	191	196	4.96%	5.10%
30,001 to 40,000 shares	76	96	2.75%	3.51%
40,001 to 50,000 shares	73	82	3.55%	4.01%
50,001 to 100,000 shares	109	113	8.15%	8.28%
100,001 to 1,000,000 shares	68	69	18.19%	16.43%
Over 1,000,000 shares	8	7	35.97%	34.62%
<b>Total</b>	<b>8,742</b>	<b>9,716</b>	<b>100%</b>	<b>100%</b>

### 11.00 Retained Earnings

Opening Balance	93,626,235	160,189,779
Add: Net Profit/(Loss) for the year	2,354,266	(66,563,544)
	<b>95,980,500</b>	<b>93,626,235</b>
Less: Dividend (Cash/Bonus Share)	-	-
<b>Closing Balance</b>	<b>95,980,500</b>	<b>93,626,235</b>

### 12.00 General Reserve

<b>6,190,000</b>	<b>6,190,000</b>
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## NATIONAL FEED MILL LIMITED

*This represents the sum of Statutory Reserve as required vide SRO # 168/IT/2001 dated 28 June 2001 the amount is being brought forward since 2009 and is equivalent to 10% of the periodically profit, which has been invested in Govt Bond as per para 34, Part 'A', Schedule Six of ITO 1984.*

### 13.00 Long-Term Loan

Opening Balance	635,104,746	585,529,005
Add: Interest & Charge during the year	44,064,946	60,890,336
	<b>679,169,692</b>	<b>646,419,341</b>
Less: Repayment/Adjustment during the year	27,023,243	11,314,595
	<b>652,146,449</b>	<b>635,104,746</b>
Less: Transfer to Current Liabilities	266,877,806	258,943,405
<b>Closing Balance</b>	<b>385,268,643</b>	<b>376,161,341</b>

*This represents the sum payable to Commercial Banks and Lease Financing Company, the make-up of the sum is as under:*

1. Bank Asia - Term Loan #1149	<b>Note: 13.01</b>	216,747,781	217,229,913
2. Meghna Bank - Term Loan #51	<b>Note: 13.02</b>	116,127,887	116,641,613
3. Social Islami Bank - Term Loan #201 & 212	<b>Note: 13.03</b>	52,392,975	42,289,815
<b>Total</b>		<b>385,268,643</b>	<b>376,161,341</b>

### 13.01 Bank Asia - Term Loan #1149

Opening Balance	277,430,318	250,098,879	
Add: Interest & Charge during the year	-	29,531,034	
	<b>277,430,318</b>	<b>279,629,913</b>	
Less: Repayment/ Adjustment during the period*	19,593,243	2,199,595	
	<b>257,837,075</b>	<b>277,430,318</b>	
Less: Transfer to Current Liabilities	<b>Note: 19</b>	41,089,294	60,200,405
<b>Closing Balance</b>		<b>216,747,781</b>	<b>217,229,913</b>

### 13.02 Meghna Bank - Term Loan # 51

Opening Balance	171,641,613	160,047,130	
Add: Interest & Charge during the year	27,617,385	18,994,483	
	<b>199,258,998</b>	<b>179,041,613</b>	
Less: Repayment during the year	7,430,000	7,400,000	
	<b>191,828,998</b>	<b>171,641,613</b>	
Less: Transfer to Current Liabilities	<b>Note: 19</b>	75,701,111	55,000,000
<b>Closing Balance</b>		<b>116,127,887</b>	<b>116,641,613</b>

### 13.03 Social Islami Bank Ltd. - Term Loan #201 & 212

Opening Balance	186,032,815	175,382,996	
Add: Interest & Charge during the year	16,447,561	12,364,819	
	<b>202,480,376</b>	<b>187,747,815</b>	
Less: Repayment during the year	-	1,715,000	
	<b>202,480,376</b>	<b>186,032,815</b>	
Less: Transfer to Current Liabilities	<b>Note: 19</b>	150,087,401	143,743,000
<b>Closing Balance</b>		<b>52,392,975</b>	<b>42,289,815</b>

### 14.00 Deferred Tax

Opening Balance	16,296,440	17,515,230
Add: Addition during the year	(11,611,829)	(1,218,790)
<b>Total</b>	<b>4,684,611</b>	<b>16,296,440</b>

## NATIONAL FEED MILL LIMITED

### 14.01 Deferred Tax Liability

Property, Plant & Equipment (except Land) as per Accounting Base	141,708,950	148,549,518
Property, Plant & Equipment (except Land) as per Tax Base	35,915,925	39,906,583
<b>Temporary Difference</b>	<b>105,793,025</b>	<b>108,642,935</b>
Current Tax Rate	15%	15%
<b>Total</b>	<b>15,868,954</b>	<b>16,296,440</b>

### 15.00 Accounts Payable

Creditors for Goods Supply	651,859	16,745,415
Power Pack Engineering	80,000	230,000
Lee Engineering	18,590	18,590
Hanoi Agro Limited	7,671,000	7,771,000
<b>Total</b>	<b>8,421,449</b>	<b>24,765,005</b>

Aging Schedule of Accounts Payable	Amount in Taka	
	30.06.2025	30.06.2024
0-90 days	530,090	11,737,386
91-180 days	751,580	4,249,494
180 and above	7,139,779	8,778,125
<b>Total</b>	<b>8,421,449</b>	<b>24,765,005</b>

### 16.00 Liabilities for Expenses & Other Finance

Liabilities for Expenses	9,006,310	7,894,238
Liabilities for Other Finance	-	10,500
<b>Total</b>	<b>9,006,310</b>	<b>7,904,738</b>

### 16.01 Liabilities for Expenses

Salaries & Wages	979,897	1,107,576
Electricity Bill	282,712	219,664
Gas Bill	331,581	174,493
Audit Fee	195,500	195,500
Others Expenses	7,216,620	6,197,005
<b>Total</b>	<b>9,006,310</b>	<b>7,894,238</b>

### 16.02 Liabilities for Other Finance:

VAT - Supplier	-	10,500
<b>Total</b>	<b>-</b>	<b>10,500</b>

### 17.00 Unclaimed Dividend

Opening Balance	315,037	315,037
Add: Cash Dividend	-	-
	<b>315,037</b>	<b>315,037</b>
Less: Paid during the year	-	-
<b>Closing Balance: No. of BO Holder 1355</b>	<b>315,037</b>	<b>315,037</b>

### 17.01 Year Wise Breakdown

Particulars	Amount
2021	170,072
2022	144,965
2023	-
2024	-
<b>Total</b>	<b>315,037</b>

## NATIONAL FEED MILL LIMITED

### 18.00 Workers Profit Participation Fund (WPPF)

Opening Balance		24,804,166	24,804,166
Add: Addition during the year	<b>Note: 27</b>	-	-
		<b>24,804,166</b>	<b>24,804,166</b>
Less: Payment during the year		-	-
<b>Closing Balance</b>		<b>24,804,166</b>	<b>24,804,166</b>

### 19.00 Long-Term Loan (Current Portion)

Bank Asia - Term Loan #1149	<b>Note: 13.01</b>	41,089,294	60,200,405
Meghna Bank - Term Loan #51	<b>Note: 13.02</b>	75,701,111	55,000,000
Social Islami Bank - Term Loan #201 & 212	<b>Note: 13.03</b>	150,087,401	143,743,000
<b>Total</b>		<b>266,877,806</b>	<b>258,943,405</b>

### 20.00 Provision for Income Tax

Opening Balance		30,499,866	32,889,937
Add: Addition during the year	<b>Note: 32</b>	1,414,419	1,063,195
		<b>31,914,285</b>	<b>33,953,132</b>
Less: Paid during the year		2,713,092	3,453,266
<b>Closing Balance</b>		<b>29,201,193</b>	<b>30,499,866</b>

## NATIONAL FEED MILL LIMITED

Note No.	Particulars	Sub-Note	Amount in Taka	
			2024-2025	2023-2024
<b>21.00</b>	<b>Turnover</b>			
	Broiler Feed		28,002,262	82,323,330
	Layer Feed		51,231,555	146,538,736
	Fish Feed		11,513,935	25,825,014
	Cattle Feed		20,011,191	22,152,996
	Feed Processing		10,881,680	-
	Floating Feed		19,801,251	47,963,732
	<b>Total</b>		<b>141,441,874</b>	<b>324,803,808</b>
<b>22.00</b>	<b>Cost of Goods Sold</b>			
	Material Consumed	<b>Note: 22.01</b>	89,206,366	272,764,936
	Manufacturing Overhead	<b>Note: 22.02</b>	24,714,913	35,481,763
	<b>Cost of Goods Manufactured</b>		<b>113,921,279</b>	<b>308,246,699</b>
	Add: Opening Stock of Finished Goods		7,632,854	9,700,091
			<b>121,554,133</b>	<b>317,946,790</b>
	Less: Closing Stock of Finished Goods		5,710,520	7,632,854
	<b>Cost of Goods Sold</b>		<b>115,843,613</b>	<b>310,313,936</b>
<b>22.01</b>	<b>Material Consumed</b>			
	Opening Stock of Raw Materials & Others Materials		525,165,380	541,129,096
	Add: Purchase during the period		78,343,782	256,801,220
			<b>603,509,162</b>	<b>797,930,316</b>
	Less: Closing Stock of Raw Materials & Others Materials		514,302,796	525,165,380
	<b>Total</b>		<b>89,206,366</b>	<b>272,764,936</b>
<b>22.02</b>	<b>Manufacturing Overhead</b>			
	Direct Labour	<b>Note: 22.02.01</b>	2,454,785	7,199,798
	Factory Overhead	<b>Note: 22.02.02</b>	22,260,128	28,281,965
	<b>Total</b>		<b>24,714,913</b>	<b>35,481,763</b>
<b>22.02.01</b>	<b>Direct Labour</b>			
	Wages and Bonus		2,454,785	7,199,798
	<b>Total</b>		<b>2,454,785</b>	<b>7,199,798</b>
<b>22.02.02</b>	<b>Factory Overhead</b>			
	Salaries & Festival Bonus		6,833,603	5,501,829
	Managing Director's Remuneration		400,000	400,000
	Loading Unloading & Production		832,044	3,482,503
	Tiffin Bill		9,450	117,655
	Food Allowance		65,645	208,915
	Medical Expenses		-	79,736
	Office Expenses		229,147	148,762
	Electricity Bill (Factory)		3,289,415	3,783,350
	Gas Bill (Factory)		1,321,954	1,274,698
	Fuel for Pick Up		500	11,500

## NATIONAL FEED MILL LIMITED

Fuel for Stand By Generator	263,277	786,011
Mobile Bill (Factory)	28,400	78,800
Repair & Maintenance - Plant & Machinery	234,477	704,242
Consumable Stores Consumption	2,394,912	1,014,727
Repair & Maintenance - Building	5,652	113,574
Lab Chemicals	20,280	82,002
Repair & Maintenance - Vehicles Factory	-	-
Repair & Maintenance - Others	135,474	200,005
Unifrom	-	47,520
Miscellaneous Expenses	39,387	198,670
Depreciation	6,156,511	10,047,466
<b>Total</b>	<b>22,260,128</b>	<b>28,281,965</b>

### 23.00 Administrative & General Expenses

Salaries & Festival Bonus	2,961,391	4,909,274
Office Rent	1,012,496	956,136
Electricity Bill	132,682	167,947
Telephone, Fax & Newspaper Bill	77,654	138,500
Mobile Bill	68,500	84,500
Internet Bill	176,400	276,200
Photocopy & Stationery	91,032	103,450
Office Expenses	41,620	92,155
Local Conveyance	81,054	177,300
Fuel & Lubricants	69,956	146,408
Repair & Maintenance - Motor Vehicles	49,750	232,557
Renewal & Registration	60,419	277,448
Miscellaneous Expenses	70,942	703,286
Food Allowance	48,000	258,890
Audit Fees	195,500	195,500
Legal & Professional Fees	65,000	239,500
Bord Meeting Fees	34,000	34,000
AGM Expenses	116,800	227,790
Listing Fees - DSE, CSE & CDBL	1,139,614	1,089,614
Depreciation	684,057	2,511,867
<b>Total</b>	<b>7,176,867</b>	<b>12,822,322</b>

### 24.00 Selling & Distribution Expenses

Salaries, Allowances & Festival Bonus	1,408,275	5,197,275
Business Promotion	11,301	311,750
Traveling & Conveyance (Marketing)	172,508	1,331,841
Mobile Bill	94,500	168,300
Sample Distribution	50,000	350,000
Advertisement Expenses	-	-
<b>Total</b>	<b>1,736,584</b>	<b>7,359,166</b>

## NATIONAL FEED MILL LIMITED

### 25.00 Financial Expense

Bank Charges & Commission	56,251	138,081
Interest on Term Loan (note 13.01)*	24,471,703	60,721,671
Other Charge	-	168,665
<b>Total</b>	<b>24,527,954</b>	<b>61,028,417</b>

### 26.00 Other Income

Interest Income (STD)	-	893
<b>Total</b>	<b>-</b>	<b>893</b>

### 27.00 Contribution to Workers Profit Participation Fund

*This represents 5% on net profit after charging such contribution but before tax contribution by the company as per provisions of Bangladesh Labour Law, 2006.*

Workers Profit Participation Fund	-	-
<b>Total</b>	<b>-</b>	<b>-</b>

### 28.00 Earnings Per Share (EPS)

Net Profit after Tax	2,354,266	(66,563,544)
Weighted Average Number of Shares	93,361,324	93,361,324
<b>EPS on the basis of Weighted Average Number of Share</b>	<b>0.025</b>	<b>(0.71)</b>

Note: 28.01

### 28.01 Weighted Average Number of Shares Outstanding

Opening Outstanding Share	93,361,324	93,361,324
Add: Stock Dividend	-	-
<b>Total</b>	<b>93,361,324</b>	<b>93,361,324</b>

### 29.00 Production Capacity and Current Utilization:

Installed Capacity (in MT)	86,400.00	86,400.00
Actual Production (in MT)	3,234.00	6,225.45
	<b>3.74%</b>	<b>7.21%</b>

### 30.00 Net Assets Value (NAV)

Share Capital	933,613,240	933,613,240
Retained Earnings	95,980,500	93,626,235
General Reserve	6,190,000	6,190,000
	<b>1,035,783,740</b>	<b>1,033,429,475</b>
<b>Weighted Average Number of Shares</b>	<b>93,361,324</b>	<b>93,361,324</b>
<b>Net Assets Value Per Share (NAVPS)</b>	<b>11.09</b>	<b>11.07</b>

Note: 28.01

## NATIONAL FEED MILL LIMITED

### 31.00 Reconciliation of Cash Flows from Operating Activities:

Turnover	141,441,874	324,803,808
Interest Income	-	893
(Increase)/Decrease in Accounts Receivable	(5,445,877)	14,724,082
Cost of Goods Sold	(115,843,613)	(310,313,936)
(Increase)/Decrease in Inventory	12,784,918	17,263,488
Increase/(Decrease) in Accounts Payable	(16,343,556)	(15,665,714)
Depreciation	6,840,568	12,559,333
Administrative Expenses	(7,176,867)	(12,822,322)
Selling & Distribution Expenses	(1,736,584)	(7,359,166)
(Increase)/Decrease in Advance Deposits & Prepayments	(1,652,077)	(9,477,688)
Income Tax Paid	(2,713,092)	(3,453,266)
Increase/(Decrease) in Liabilities for Expenses	1,101,572	990,720
<b>Net Cash Provided by Operating Activities</b>	<b>11,257,266</b>	<b>11,250,232</b>

<b>Weighted Average Number of Shares</b>	<b>Note: 28.01</b>	<b>93,361,324</b>	<b>93,361,324</b>
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<b>Net Operating Cash Flows per Share (NOCFPS)</b>	<b>0.12</b>	<b>0.12</b>
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### 32.00 Provision for Income Tax Expenses

Interest Income (STD)	-	893
<b>Tax @ 22.5% on Other Income</b>	-	<b>201</b>
<b>Net Profit before Tax</b>	<b>(7,843,144)</b>	<b>(66,719,139)</b>
Less: Other Income	-	893
<b>Net Income except Other Income</b>	<b>(7,843,144)</b>	<b>(66,720,032)</b>
Add: Accounting Depreciation	6,840,568	12,559,333
Less: Tax Depreciation	(3,990,658)	(4,434,065)
<b>Net Taxable Income</b>	<b>(4,993,235)</b>	<b>(58,594,764)</b>

Particulars	30.06.2025	30.06.2024	Tax Amount	
1st 10,00,000 @ 3%	-	-	-	-
2nd 20,00,000 @ 10%	-	-	-	-
Rest of Amount @ 15%	-	-	-	-

<b>Total Income Tax Expenses</b>	-	-
<b>Total Income Tax Expenses - Turnover Tax which is higher</b>	<b>1,414,419</b>	<b>1,063,195</b>

Turnover	141,441,874	324,803,808
Turnover Tax Rate @ 1.00%	1,414,418.74	1,062,994

### 32.01 Reconciliation of Effective Tax Rate:

Net Profit before Tax	(7,843,144)	(66,719,139)
	<u>Percentage</u>	<u>Percentage</u>
<b>Tax using the Company's Tax Rate</b>	<b>-18.03%</b>	<b>-1.59%</b>
	<b>1,414,419</b>	<b>1,063,195</b>

## NATIONAL FEED MILL LIMITED

### 33.00 Employee Position for National Feed Mill Limited ( as at June 30, 2025)

Disclosure as per requirement of Schedule XI, Part II of the Company Act, 1994

Salary Range	Officer & Staff		Workers	Total No. of Employees
	Factory	Head Office		
Below < 3000	Nil	Nil	Nil	Nil
Above > 9000	32	22	65	119
<b>Total</b>	<b>32</b>	<b>22</b>	<b>65</b>	<b>119</b>

### 34.00 Disclosure of Managerial Remuneration:

34.01 The total amount of Meeting Fee paid to the Director of the Company during the year is as follows:

Name	Designation	Nature of Transaction	30.06.2025	30.06.2024
1. Mrs. Farida Jahan Babul	Chairman	Board Meeting Fee	6,000	6,000
2. Mr. Akhter Hossain Babul	Managing Director		6,000	6,000
3. Mr. Adib Hossain Babul	Director		6,000	6,000
4. Mr. Rezaul Karim	Director		5,000	5,000
5. Mrs. Lipi Sultana Karim	Director		5,000	5,000
6. Mr. Mahbub Hasan	Independent Director		3,000	3,000
7. Ziahur Rahman Mazumdar	Independent Director		3,000	3,000
<b>Total</b>			<b>34,000</b>	<b>34,000</b>

34.02 The total amount of Remuneration paid to Salaried person of the Company during the year is as

Name	Designation	30.06.2025	30.06.2024
1. Mr. Akhter Hossain Babul	Managing Director	400,000	400,000
<b>Total</b>		<b>400,000</b>	<b>400,000</b>

34.03 The total amount of Remuneration paid to the top Seven Salaried Officers of the Company during

Name	Nature of Transaction	30.06.2025	30.06.2024
Md. Anower Hossain	Salaries & Festival Bonus	786,000	780,000
Mirza Nurul Amin		780,000	690,000
Md. Jahidul Islam		540,000	-
Nayeem Siddique		532,500	-
Khaled Mohammad Ali		500,000	1,930,000
K.M.Abdul Kuddus		467,164	-
Md. Arifur Rahman		60,000	390,000
Md. Firoj Alam		-	719,824
<b>Total</b>		<b>3,665,664</b>	<b>4,509,824</b>

### 35.00 Contingent Assets and Liabilities Disclosure under IAS: 37

The company has Contingent Liabilities against Income Tax Liabilities which is given as follows:

**Assessment Year:** 2011-2012, 2013-2014, 2015-2016, 2016-2017, 2017-2018

**Amount in Tk.** 1,81,09,181 against this contingent liability company appeal to ADR.

*There were no claims Legal or Otherwise, not acknowledged as Debt, outstanding as of the end of the*

**National Feed Mill Limited**  
**Schedule of Property, Plant and Equipment**  
 As at June 30, 2025

Annexure-5

Sl. No.	Particulars	Cost			Rate (%)	Depreciation			Written Down Value as at 30.06.2025
		Balance as on 01.07.2024	Addition during the year	Balance as on 30.06.2025		Balance as on 01.07.2024	Charged during the year	Balance as on 30.06.2025	
1	Freehold Land & Cost of Development	135,453,300	-	135,453,300	0%	-	-	-	135,453,300
2	Building & Other Construction	162,318,393	-	162,318,393	2%	75,644,474	1,735,007	77,379,482	84,938,911
3	Plant & Machinery	184,616,213	-	184,616,213	7.5%	137,404,047	3,540,912	140,944,959	43,671,254
4	Stand-By Diesel Generator	19,230,324	-	19,230,324	10%	14,704,488	452,584	15,157,071	4,073,253
5	Transport & Vehicles	28,042,620	-	28,042,620	10%	24,222,107	382,051	24,604,158	3,438,462
6	Electrical & Other Installation	8,809,945	-	8,809,945	15%	7,894,943	137,250	8,032,193	777,752
7	Furniture & Fixture	2,980,273	-	2,980,273	10%	1,884,657	109,562	1,994,218	986,055
8	Office Equipment	4,421,912	-	4,421,912	15%	3,370,819	157,664	3,528,483	893,429
9	Tools & Equipment	27,401,321	-	27,401,321	10%	24,166,037	323,528	24,489,566	2,911,755
10	Telephone & Others	95,500	-	95,500	10%	75,411	2,009	77,420	18,080
	<b>Total as on 30.06.2025</b>	<b>573,369,801</b>	<b>-</b>	<b>573,369,801</b>		<b>289,366,983</b>	<b>6,840,568</b>	<b>296,207,551</b>	<b>277,162,250</b>
	<b>Total as on 30.06.2024</b>	<b>573,322,501</b>	<b>47,300</b>	<b>573,369,801</b>		<b>276,807,650</b>	<b>12,559,333</b>	<b>289,366,983</b>	<b>284,002,818</b>

Allocation of Depreciation	Amount in Taka	%
Factory Overhead (Note-22.02.02)	6,156,511	90%
Administrative Overhead (Note: 23)	684,057	10%
<b>Total</b>	<b>6,840,568</b>	<b>100%</b>

# NATIONAL FEED MILL LIMITED

## National Feed Mill Ltd Tax Base Schedule of Property, Plant and Equipment For the year ended June 30, 2025

Sl. No.	Particulars	Cost			Rate (%)	Charged for the year	Written Down Value as on 30.06.2025
		Balance as on 01.07.2024	Addition during the year	Balance as on 30.06.2025			
1	Building & Other Construction	16,125,195		16,125,195	10%	1,612,519.46	14,512,675
2	Plant & Machinery	12,367,746		12,367,746	10%	1,236,774.63	11,130,972
3	Stand-By Diesel Generator	3,441,096		3,441,096	10%	344,109.62	3,096,987
4	Transport & Vehicles	2,105,573		2,105,573	10%	210,557.28	1,895,016
5	Electrical & Other Installation	759,117		759,117	10%	75,911.70	683,205
6	Furniture & Fixture	870,180		870,180	10%	87,017.97	783,162
7	Office Equipment	979,983		979,983	10%	97,998.27	881,984
8	Tools & Equipment	3,247,955		3,247,955	10%	324,795.47	2,923,159
9	Telephone & Others	9,739		9,739	10%	973.92	8,765
	<b>Total as on 30.06.2025</b>	<b>39,906,583</b>	<b>-</b>	<b>39,906,583</b>		<b>3,990,658</b>	<b>35,915,925</b>

## Statement of Deferred Tax For the year ended June 30, 2025

SL	Assets/Liabilities	Accounting Base	Tax Base	Temporary Difference	Tax Rate	Tax on Temporary Deferece
1	Property, Plant and Equipments	141,708,950	35,915,925	105,793,025	15%	15,868,953.79
2	Carried Forward Business Loss upto 30 June 2025	-	74,562,284	(74,562,284)	15%	(11,184,342.56)
	<b>Total</b>	<b>141,708,950</b>	<b>35,915,925</b>	<b>105,793,025</b>		<b>4,684,611</b>
	<b>Required Provision - Income</b>					<b>(11,611,829)</b>
	<b>Deferred Tax as on 30 June,2024</b>					<b>16,296,440</b>

**National Feed Mill Limited**  
**Related Party Disclosure**  
 As at June 30, 2025

**Note: 08.01**

**Annexure-B**

During the year, the Company carried out a number of transaction with Related Parties in the normal course of business. The names of these Related Parties and nature of these transaction have been set out below in accordance with the provisions of IAS-24: Related Party Disclosure.

Sl. No	Name of the Party	Nature of Relationship	Nature of Transaction	Transaction Value			
				Opening Balance	Addition during the year	Adjustment during the year	Closing Balance
1	Karnopur Agro Industries Ltd	Common Directorship	Advance Purchase of Materials and Feed Making against Raw Feed	13,254,000		252,171	13,001,829
2	National Hatchery Ltd.	Common Directorship	Advance Purchase of Materials & Feed Sale against Raw Feed	11,775,016		145,000	11,630,016
<b>Total</b>				<b>25,029,016</b>	<b>-</b>	<b>397,171</b>	<b>24,631,845</b>





## NATIONAL FEED MILL LIMITED

### Corporate Office

**House No- 01/A (3rd Floor, Flat-3/A),  
Road No- 02, Sector -3,**

Uttara Model Town, Dhaka - 1230, Bangladesh.

Telephone: +88 02 48950746, Fax: +88 02 58955257

E-mail: [general@nationalgroup-bd.com](mailto:general@nationalgroup-bd.com)

Web: [nationalgroup-bd.com](http://nationalgroup-bd.com)

### Registered & Factory Address:

Baniarchala, Memberbari, Bhabanipur,  
Gazipur, Bangladesh.